

EXHIBIT A

**SOLUTIA'S FIFTH AMENDED
JOINT PLAN OF REORGANIZATION
DATED OCTOBER 19, 2007**

EXHIBIT B

**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	

THIS ORDER APPLIES TO:

- | | |
|--|---|
| <input checked="" type="checkbox"/> All Debtors | <input type="checkbox"/> Axio Research Corporation |
| <input type="checkbox"/> Solutia Inc. | <input type="checkbox"/> Solutia Investments, LLC |
| <input type="checkbox"/> Solutia Business Enterprises Inc. | <input type="checkbox"/> Beamer Road Management Company |
| <input type="checkbox"/> Solutia Systems, Inc. | <input type="checkbox"/> Monchem, Inc. |
| <input type="checkbox"/> Solutia Overseas, Inc. | <input type="checkbox"/> Solutia Inter-America, Inc. |
| <input type="checkbox"/> CPFilms Inc. | <input type="checkbox"/> Solutia International Holding, LLC |
| <input type="checkbox"/> Solutia Management Company, Inc. | <input type="checkbox"/> Solutia Taiwan, Inc. |
| <input type="checkbox"/> Monchem International, Inc. | <input type="checkbox"/> Solutia Greater China, Inc. |

**ORDER (I) APPROVING THE DISCLOSURE STATEMENT;
(II) ESTABLISHING A RECORD DATE FOR VOTING ON THE
PLAN OF REORGANIZATION; (III) APPROVING SOLICITATION
PROCEDURES; (IV) APPROVING RIGHTS OFFERING
PROCEDURES; (V) APPROVING THE FORMS OF BALLOTS
AND MANNER OF NOTICE; AND (VI) ESTABLISHING NOTICE AND
OBJECTION PROCEDURES FOR THE CONFIRMATION OF THE PLAN**

Hearings having been held on July 10, 2007, July 17, 2007, July 26, 2007, August 1, 2007 and October 19, 2007 (collectively, the "Hearings") before the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") to consider the motion dated May 25, 2007 (as supplemented on the record at the Hearings from time to time, the "Motion") of Solutia Inc. and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (I) Approving the

Disclosure Statement, (II) Establishing a Record Date for Voting on the Plan of Reorganization, (III) Approving Solicitation Packages and Procedures for the Distribution Thereof, (IV) Approving the Procedures for the Rights Offerings, (V) Approving the Forms of Ballots, (VI) Establishing Procedures for Voting on the Plan, and (VII) Establishing Notice and Objection Procedures for the Confirmation of the Plan, all as more fully set forth in the Motion; and the Bankruptcy Court having jurisdiction to consider the Motion; and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having filed with this Bankruptcy Court Solutia's Fifth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code (the "Disclosure Statement") dated October 19, 2007 and Solutia's Fifth Amended Joint Plan of Reorganization Under Title 11 of the United States Code (the "Bankruptcy Code"), dated October 19, 2007 (the "Amended Plan"); and the Affidavit of Service sworn to on May 30, 2007 (the "Affidavits") having been filed with the Bankruptcy Court; and the Bankruptcy Court having reviewed the Disclosure Statement, the Motion, the papers in support thereof, and the responses thereto, if any; and each of the objections to the Disclosure Statement or the Motion having been either (a) withdrawn or rendered moot by proposed modifications to the Disclosure Statement or (b) overruled; and upon the Disclosure Statement, the Motion, the papers in support thereof and the responses thereto, if any, and the Affidavits, and the record of the Hearings; and the Bankruptcy Court having found and determined that the legal and factual bases set forth in the Motion and at the Hearings establish just cause for the relief granted herein; and that the relief requested in the Motion is in the best interests of the Debtors, their estates, and creditors; and upon all of the proceedings had before the Bankruptcy Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY FOUND THAT:

A. Notice of the Motion and the Hearings, provided in the manner described in the Motion, was sufficient and appropriate under the circumstances, complied with the requirements of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”), and no other and further notice need be provided.

B. The Solicitation Procedures,¹ a copy of which is annexed hereto as Exhibit A, are incorporated herein by reference and form an integral and indivisible part of this Order, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

C. Ballots will be provided to holders of claims in Class 3 (Senior Secured Note Claims)², Class 5 (CPFilms Claims), Class 11 (Monsanto Claim), Class 12 (Noteholder Claims), Class 13 (General Unsecured Claims), Class 14 (Retiree Claim), Class 15 (Pharmacia Claims), Class 19 (Security Claims) and holders of Equity Interests entitled to Vote in Class 20 (Equity Interests) (“Voting Equity Interests”) because these claims and interests are classified as being impaired by, and entitled to vote under, the Amended Plan.

D. The Ballots, including the Master Ballots, attached to this Order as Exhibits B-1 through Exhibit B-11, (i) are consistent with Official Form No. 14, (ii) adequately address the particular needs of these chapter 11 cases, (iii) are appropriate for each Class of

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Solicitation Procedures attached hereto as Exhibit A or the Amended Plan.

² The Ballots provided to holders of claims in Class 3 will be provisional Ballots and will only be counted in the event that Senior Secured Note Claims are determined to be impaired under the Amended Plan.

Claims or Equity Interests entitled to vote to accept or reject the Amended Plan, and (iv) comply with Bankruptcy Rule 3017(d).

E. Ballots need not be provided to holders of claims in Class 1 (Priority Non-Tax Claims), Class 2 (Secured Claims), Class 4 (Convenience Claims), Class 6 (NRD Claims), Class 7 (Insured Claims), Class 8 (Tort Claims), Class 9 (Legacy Site Claims), Class 10 (Equity Interests in all Debtors other than Solutia), Class 16 (Non-Debtor Intercompany Claims), and Class 17 (Debtor Intercompany Claims) because these classes are classified as being either unimpaired by the Amended Plan or are conclusively presumed to accept the Amended Plan in accordance with section 1126(f) of the Bankruptcy Code, or are otherwise deemed to have accepted the Amended Plan.

F. Ballots need not be provided to holders of claims in Class 18 (Axio Claims) because this class will not receive a distribution under the Amended Plan and is deemed to have rejected the Amended Plan in accordance with section 1126(g) of the Bankruptcy Code.

G. Ballots need not be provided to holders of interests classified in Class 20 (Equity Interests in Solutia Inc.) who do not hold sufficient interests to be entitled to receive at least one Warrant or to purchase one share of New Common Stock pursuant to the Equity Purchase Option because such holders (the “Non-Voting Solutia Equity Holders”) will not receive a distribution under the Amended Plan.

H. The period during which the Debtors may solicit votes to accept or reject the Amended Plan, as established by this Order, provides sufficient time for (i) creditors to make informed decisions to accept or reject the Amended Plan and submit timely Ballots to the Debtors’ voting agent, Financial Balloting Group LLC (the “Voting Agent”), and (ii) Nominees³

³ For purposes of soliciting votes on the Amended Plan, or in connection with the Rights Offering, The Wilmington Trust Company and the Bank of New York shall not constitute “Nominees” and are not responsible

for Beneficial Owners of the public bonds or Solutia Stock as identified in the Amended Plan (the 2027/2037 Notes, the Senior Secured Notes, and the Voting Equity Interests) to distribute the Ballots to Beneficial Owners, for such Beneficial Owners to complete and timely submit such Ballots to the Nominees (or if such Ballots have been “prevalidated” by the Nominees, to the Voting Agent) and for the Nominees to complete and timely submit Master Ballots to the Voting Agent.

I. The contents of the Solicitation Packages, including the Confirmation Hearing Notice annexed to this Order as Exhibit C, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

J. Notice to individual Retirees is due and sufficient even though individual Retirees will not receive Solicitation Materials, but instead (a) will receive the Retiree Notice (attached to this Order as Exhibit D) regarding the terms of the Retiree Settlement Agreement and the treatment of their Claims under the Amended Plan and upcoming hearings in these chapter 11 cases at which the Debtors and the Retirees’ Committee will seek approval of the Retiree Settlement pursuant to section 1114(e)(1)(B) of the Bankruptcy Code and Bankruptcy Rule 9019, and (b) the Retirees’ Committee, as the authorized representative for the Retirees, will receive Solicitation Materials and is authorized and empowered to vote the Retiree Claim on behalf of all Retirees.

K. Notice to Holders of Tort Claims is due and sufficient even though such Holders will not receive Solicitation Materials, but instead will receive the Tort Notice regarding

(Continued...)

for sending any solicitation packages to or collecting and voting a Master Ballot for any Beneficial Owner of the 2027/2037 Notes or the Senior Secured Notes.

the treatment of their Claims pursuant to the Amended Plan. A copy of the Tort Notice is attached to this Order as Exhibit E.

L. The Rights Offering Procedures set forth in Exhibit F to this Order will allow the Debtors to efficiently transmit to Eligible Holders the materials necessary to participate in the Rights Offering and afford such Eligible Holders a fair and reasonable opportunity to subscribe for the Rights.

M. The Equity Purchase Procedures set forth in Exhibit J to this order will allow the Debtors to efficiently transmit to Eligible Stockholders the materials necessary to participate in the Equity Purchase Offering and afford such Eligible Stockholders a fair and reasonable opportunity to subscribe for the Equity Purchase Rights, as defined in the Equity Purchase Procedures.

N. The Claim Transfer Procedures set forth in Exhibit K to this order provide Eligible Claim Transfer Holders the opportunity to exchange their Allowed General Unsecured Claims for Cash and provide Eligible Claim Transfer Shareholders a fair and reasonable opportunity to acquire such Allowed General Unsecured Claims.

O. The Debtors and Industrial Waste Area Generator Group II (“IWAG”) have agreed that the entry of this Order shall be without prejudice to IWAG’s rights to raise any and all issues at the Confirmation Hearing of the Debtors’ proposed Amended Plan. Therefore, nothing in the Disclosure Statement or in this Order shall prejudice IWAG’s rights in any way to raise any and all issues through an objection to the confirmation of the Debtors’ proposed Amended Plan.

ACCORDINGLY, IT IS HEREBY ORDERED THAT:

1. The Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code and hereby is approved.
2. The Solicitation Procedures annexed hereto as Exhibit A are hereby approved.
3. The Retiree Notice substantially in the form attached hereto as Exhibit D is hereby approved.
4. The Tort Notice substantially in the form attached hereto as Exhibit E is hereby approved.
5. Where appropriate herein, findings of fact shall be deemed conclusions of law and conclusions of law shall be deemed findings of fact.
6. The Ballots and Master Ballots, substantially in the forms attached hereto as Exhibits B-1 through Exhibit B-11, are approved. The appropriate Ballots and Master Ballots shall be distributed to holders of Claims or Equity Interests in the following Classes entitled to vote to accept or reject the Amended Plan:

<u>Class 3 Ballots and Master Ballots</u>	Senior Secured Note Claims
<u>Class 5 Ballots</u>	CPFilms Claims
<u>Class 11 Ballot</u>	Monsanto Claim
<u>Class 12 Ballots and Master Ballots</u>	Noteholder Claims
<u>Class 13 Ballots</u>	General Unsecured Claims
<u>Class 14 Ballot</u>	Retiree Claim

Class 15 Ballots

Pharmacia
Claims

Class 19 Ballots

Security
Claims

Class 20 Ballots and Master Ballots

Voting Equity
Interests⁴

7. The Ballots and Master Ballots for holders of claims in Class 3 (Senior Secured Note Claims) will not be counted and shall be disregarded for all purposes in the event that the Senior Secured Note Claims are determined to be unimpaired under the Amended Plan.

8. The Confirmation Hearing Notice, substantially in the form attached to this Order as Exhibit C, is approved. The Debtors shall serve and publish copies of the Confirmation Hearing Notice in accordance with the Solicitation Procedures attached hereto as Exhibit A. Such service and publication constitute reasonable and sufficient notice of the time, date and location of the Confirmation Hearing pursuant to Bankruptcy Rule 2002.

9. No later than seven (7) Business Days after the Record Date (the "Solicitation Date"), the Debtors shall mail or cause to be mailed the Solicitation Packages.

10. The Debtors are authorized to distribute the Solicitation Packages without the Plan Supplement and are directed to file the Plan Supplement with the Bankruptcy Court and serve the Plan Supplement on (i) U.S. Trustee; (ii) counsel for the Creditors' Committee; (iii) counsel for the agent for the Debtors' postpetition secured lenders; (iv) counsel for the Ad Hoc Notes Committee; (v) counsel for the Retirees' Committee; (vi) counsel for the Equity Committee; (vii) counsel for the Ad Hoc Trade Committee; (viii) counsel for Monsanto; (ix) counsel for Pharmacia; and (x) counsel for the Prepetition Indenture Trustee, no later than ten

⁴ Only Holders of at least 11 shares of Solutia Stock as of the Record Date shall be entitled to vote to accept or reject the Amended Plan (See Article III.B of the Amended Plan).

(10) calendar days prior to the Confirmation Hearing. After it is filed, the Plan Supplement will be available for review at www.solutia.com/reorganization or www.fbgdocuments.com/soi.

11. With respect to Holders of Claims and Equity Interests not entitled to vote to accept or reject the Amended Plan pursuant to sections 1126(f) or 1126(g) of the Bankruptcy Code, the Debtors shall mail the appropriate Notice of Non-Voting Status, Retiree Notice or Tort Notice, substantially in the form of Exhibit D, E, G, H, or I, annexed to this Order, as applicable; provided, however, that the Notices of Non-Voting Status, the Retiree Notice and the Tort Notice shall provide that a copy of the Amended Plan and Disclosure Statement may be viewed at www.solutia.com/reorganization or www.fbgdocuments.com/soi, or obtained free of charge by contacting the Voting Agent at (646) 282-1800.

12. With respect to entities at addresses from which Disclosure Statement Hearing Notices were returned as undeliverable by the United States Postal Service, the Debtors are excused from distributing Solicitation Packages to those entities unless the Debtors are able, using reasonable efforts, to obtain an accurate address for such entities before the Solicitation Date, and failure to distribute Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing, the Voting Deadline, or violation of Bankruptcy Rule 3017(d).

13. Pursuant to Bankruptcy Rule 3018(a), the record date for purposes of determining which Holders of Claims and Equity Interests are entitled to receive Solicitation Packages and, where applicable, vote on the Amended Plan shall be October 22, 2007, (the "Record Date"). The Debtors shall specify the Record Date in the Confirmation Hearing Notice. Only Holders of Claims and Equity Interests as of the Record Date shall be entitled to vote to

accept or reject the Amended Plan, and where applicable, make any election set forth on the Ballot or participate in the Rights Offering.

14. To be counted as votes to accept or reject the Amended Plan, all Ballots and Master Ballots cast on behalf of Beneficial Holders must be properly executed, completed and delivered to the Voting Agent either by (a) first-class mail, in the return envelope provided with each Ballot, (b) overnight courier, or (c) personal delivery so that, in each case, they are actually received by the Voting Agent at Financial Balloting Group, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Attn: Solutia Inc. by no later than **5:00 p.m., Eastern Time, on November 26, 2007** (the “Voting Deadline”), which date shall be included in the Disclosure Statement, each Ballot, and any notice of the Confirmation Hearing contained in the Solicitation Packages or otherwise distributed or published by the Debtors. The Debtors, subject to the Court’s approval, shall have the ability to extend in writing the Voting Deadline.

15. The Confirmation Hearing will be held at **11:00 a.m., Eastern Time, on November 29, 2007**; provided, however, that the Confirmation Hearing may be adjourned from time to time by the Court or the Debtors without further notice to parties other than an announcement in Court at the Confirmation Hearing or any adjourned Confirmation Hearing; provided, further, however, that notice of any such adjournments will be set forth on (a) the Court’s website at www.nysb.uscourts.gov for registered users of the Public Access to Court Electronic Records (PACER) System, (b) the Voting Agent’s website at www.fbgdocuments.com/soj, and (c) the Debtors’ website at www.solutia.com/reorganization.

16. Objections, if any, to confirmation of the Amended Plan or proposed modifications to the Amended Plan, if any, must (a) be in writing, (b) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (c) state

with particularity the basis and nature of any objection to the confirmation of the Amended Plan, and (d) be filed, together with proof of service, with the Court and served so that they are received by (i) the Clerk of the Court, (ii) counsel for the Debtors, (iii) the U.S. Trustee, (iv) counsel to the Creditors' Committee, (v) counsel for the agents for the Debtors' postpetition secured lenders, (vi) counsel to the Ad Hoc Notes Committee, (vii) counsel to the Retirees' Committee, (viii) counsel to the Equity Committee, (ix) counsel to the Ad Hoc Trade Committee, and (x) counsel to the Prepetition Indenture Trustee, at the addresses set forth in the Confirmation Hearing Notice, no later than **November 21, 2007 at 5:00 p.m., Eastern Time** (the "Confirmation Objection Deadline").

17. In the event that multiple objections to confirmation of the Amended Plan are filed, the Debtors and any other party in interest are authorized to file a single, omnibus reply to such objections.

18. The certification of Ballots shall be filed no later than November 28, 2007 at 2:00 p.m., Eastern Time.

19. The Debtors are authorized to make non-substantive changes, with the consent of Monsanto, the Creditors' Committee and, with respect to provisions directly affecting holders of Equity Interests, the Equity Committee, which consent shall not be unreasonably withheld, to the Disclosure Statement, Amended Plan, Ballots, Master Ballots, Confirmation Hearing Notice, Rights Exercise Form, the Retiree Notice, the Tort Notice, and related documents by filing an errata sheet approved by the Court. These non-substantive changes shall include, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Amended Plan, and any other materials in the Solicitation Package prior to their distribution.

20. The Rights Offering Procedures, Rights Exercise Form and Master Rights Exercise Form set forth in Exhibit F to this Order and instructions are hereby approved.

21. The Equity Purchase Procedures, the Equity Purchase Forms and the Master Equity Purchase Form set forth in Exhibit J to this Order and instructions are hereby approved.

22. The Claim Transfer Option Notice, the Claim Transfer Procedures and the Equity Claim Purchase and Right Exercise Form set forth in Exhibit K to this order and instruction are hereby approved.

23. The Retiree Committee is authorized to vote the \$35 million Retiree Claim on behalf of all Retirees.

24. The Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court.

25. All time periods set forth herein shall be calculated in accordance with Bankruptcy Rule 9006(a).

26. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

27. This Order shall be effective and enforceable upon its entry.

Dated: New York, New York
October 19, 2007

/s/ Prudence Carter Beatty
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

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

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

THESE PROCEDURES APPLY TO:

- | | |
|--|---|
| <input checked="" type="checkbox"/> All Debtors | <input type="checkbox"/> Axio Research Corporation |
| <input type="checkbox"/> Solutia Inc. | <input type="checkbox"/> Solutia Investments, LLC |
| <input type="checkbox"/> Solutia Business Enterprises Inc. | <input type="checkbox"/> Beamer Road Management Company |
| <input type="checkbox"/> Solutia Systems, Inc. | <input type="checkbox"/> Monchem, Inc. |
| <input type="checkbox"/> Solutia Overseas, Inc. | <input type="checkbox"/> Solutia Inter-America, Inc. |
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| <input type="checkbox"/> Monchem International, Inc. | <input type="checkbox"/> Solutia Greater China, Inc. |

**SOLUTIA INC.
SOLICITATION AND TABULATION PROCEDURES**

SOLUTIA INC.
SOLICITATION AND TABULATION PROCEDURES

The following procedures (the "Solicitation Procedures") are adopted with respect to (a) the distribution of Ballots and other solicitation materials with respect to the Amended Plan and (b) the return and tabulation of Ballots and Master Ballots.

1. Definitions

- (a) **Amended Plan** means Solutia's Fifth Amended Joint Plan of Reorganization under Title 11 of the United States Code, dated October 19, 2007.
- (b) **Ballot** means a form of ballot approved by the Court in the Disclosure Statement Order.
- (c) **Beneficial Owner** means a beneficial owner of 2027/2037 Notes, Senior Secured Notes or Voting Equity Interests for whom a Nominee acts.
- (d) **Confirmation Hearing** means the hearing on the confirmation of the Amended Plan, as such hearing may be adjourned from time to time.
- (e) **Confirmation Hearing Notice** means a notice of the Confirmation Hearing, substantially in the form attached to the Disclosure Statement Order as Exhibit C.
- (f) **Confirmation Objection Deadline** means, except as set forth in the Stipulation, November 21, 2007 at 5:00 p.m. Eastern Time.
- (g) **Creditors' Committee Communication** means that certain letter, prepared by the Creditors' Committee, which shall be included in the Solicitation Packages sent to all Holders of General Unsecured Claims and Noteholder Claims.
- (h) **Disclosure Statement** means the Disclosure Statement approved by the Court in the Disclosure Statement Order.
- (i) **Disclosure Statement Order** means the order approving the Disclosure Statement, Solicitation Procedures and Rights Offering Procedures.
- (j) **Equity Committee Communication** means that certain letter, prepared by the Equity Committee, which shall be included in the Solicitation Packages sent to all Voting Solutia Equity Holders.
- (k) **Master Ballot** means a form of ballot, approved by the Court in the Disclosure Statement Order, submitted by a Nominee on behalf of one of more Beneficial Owners.
- (l) **Nominees** means the brokers, banks, dealers, or nominees for Beneficial Owners of the public bonds or Solutia Stock as identified in the Amended Plan. For purposes of soliciting votes on the Amended Plan, The Bank of New York and

The Wilmington Trust Company, in their capacities as Indenture Trustees, shall not constitute Nominees and are not responsible for sending any solicitation packages to or collecting and voting a Master Ballot for any Beneficial Owner of the 2027/2037 Notes or the Senior Secured Notes.

- (m) **Non-Voting Solutia Equity Holders** means holders of existing Solutia Inc. common stock (“Solutia Stock”) who are classified in Class 20 (Equity Interests in Solutia) who hold less than 11 shares of Solutia Stock, as reflected in the records maintained by the Debtors or the Debtors’ transfer agent(s) or the Nominees as of the close of business on the Record Date, and who will not receive a distribution under the Amended Plan.
- (n) **Notice of Non-Voting Status (Equity Interests)** means the notice of non-voting status that the Beneficial Holders who hold Non-Voting Equity Interests in Solutia through Nominees or as registered holders will receive in lieu of, or in addition to, the Solicitation Materials, as applicable. A copy of the Notice of Non-Voting Status-Equity Interests is attached to the Disclosure Statement Order substantially in the form of Exhibit G.
- (o) **Notice of Non-Voting Status (Axio Claims)** means the notice the Holders of Claims in Class 18 who are deemed to reject the Amended Plan will receive in lieu of the Solicitation Materials. A copy of the Notice of Non-Voting Status-Axio Claims is attached to the Disclosure Statement Order substantially in the form of Exhibit H.
- (p) **Notice of Non-Voting Status (Accepting Classes)** means the notice of non-voting status that the Holders of Claims in Classes 1, 2, 4, 6, 7, 9 and 10 who are deemed to accept the Amended Plan will receive in lieu of the Solicitation Materials. A copy of the Notice of Non-Voting Status-Accepting Classes is attached to the Disclosure Statement Order substantially in the form of Exhibit I.
- (q) **Record Amount** means the principal amount of 2027/2037 Notes, the face amount of Senior Secured Notes or the number of Voting Equity Interests held as of the Record Date.
- (r) **Record Date** means **October 22, 2007**, the date set for purposes of determining which Holders of Claims and Equity Interests are entitled to receive Solicitation Materials and, where applicable, vote on the Amended Plan.
- (s) **Retiree Notice** means the notice that individual Retirees will receive, in lieu of the Solicitation Materials, setting forth the terms of the Retiree Settlement Agreement, the treatment of their Claims under the Amended Plan and upcoming hearings in these chapter 11 cases at which the Debtors and the Retirees’ Committee will seek approval of the Retiree Settlement pursuant to section 1114(e)(1)(B) of the Bankruptcy Code and Bankruptcy Rule 9019. A copy of the Retiree Notice is attached to the Order as Exhibit D.

- (t) **Solicitation Date** means the date by which the Debtors will complete distribution of the Solicitation Packages, which shall be no later than seven (7) Business Days after the Record Date.
- (u) **Solicitation Materials** means, and will consist of: (a) the Disclosure Statement Order (together with a copy of these Solicitation Procedures); (b) the Disclosure Statement (together with the Amended Plan, without exhibits)¹; (c) a form of Ballot and/or Master Ballot, as appropriate, together with a return envelope; (d) where applicable, a copy of the (i) Creditors' Committee Communication or (ii) Equity Committee Communication; if applicable, (e) the Rights Offering Procedures and a Rights Exercise Form or Master Rights Exercise Form, together with a return envelope; if applicable, (f) the Equity Purchase Procedures and an Equity Purchase Form or Master Equity Purchase Form; and, if applicable, (g) the Claim Transfer Procedures and a Claim Transfer Right Exercise Form or the Claim Transfer Option Notice.
- (v) **Solicitation Packages** means, and will consist of, all of the following:
- (i) the Confirmation Hearing Notice; and
 - (ii) either
 - the Solicitation Materials;
 - a Notice of Non-Voting Status;
 - the Retiree Notice; or
 - the Tort Notice.
- (w) **Tabulation Rules** means the rules set forth herein for the temporary allowance of Claims or Equity Interests solely for the purposes of voting to accept or reject the Amended Plan.
- (x) **Tort Notice** means the notice that the Holders of Tort Claims will receive setting forth the treatment of their Claims pursuant to the Amended Plan in lieu of the Solicitation Materials. A copy of the Tort Notice is attached to the Order as Exhibit E.
- (y) **Voting Agent** means the Debtors' voting agent, Financial Balloting Group LLC.
- (z) **Voting Deadline** means **November 26, 2007 at 5:00 p.m. Eastern Time**, the date set by the Court as the deadline for receipt of Ballots and Master Ballots by the Voting Agent.

¹ The Exhibits to the Amended Plan will be posted electronically at www.solutia.com/reorganization and www.fbgdocuments.com/soi.

- (aa) **Voting Solutia Equity Holders** means holders of existing Solutia Stock who are classified in Class 20 (Equity Interests in Solutia) who hold at least 11 shares of Solutia Stock, as reflected in the records maintained by the Debtors or the Debtors' transfer agent(s) as of the close of business on the Record Date, and who are entitled to vote on the Amended Plan.

Any capitalized term used herein but not otherwise defined shall have the meaning ascribed to such term in the Amended Plan.

2. Publication of Confirmation Hearing Notice:

- (a) The Debtors shall publish a notice substantially in the form of the Confirmation Hearing Notice not less than twenty-five (25) calendar days before the Confirmation Objection Deadline once each in the national editions of The Wall Street Journal, The New York Times, USA Today, and St. Louis Post Dispatch.
- (b) Additionally, the Confirmation Hearing Notice will be posted electronically at www.solutia.com/reorganization and www.fbgdocuments.com/soi.

3. Distribution of Solicitation Packages and Solicitation Materials:

- (a) **Timing of Distribution.** The Debtors will distribute the Solicitation Materials and Solicitation Packages to all applicable parties by the Solicitation Date.
- (b) **Solicitation Packages.** The Debtors shall distribute Solicitation Packages to (i) all persons or entities that filed proofs of Claim on or before the Record Date, except to the extent a Claim was paid pursuant to, or expunged by, a prior order of the Bankruptcy Court, (ii) all persons or entities listed in the Debtors' Schedules as holding liquidated, noncontingent, and undisputed Claims in an amount greater than zero, (iii) the registered holders of the Debtors' debt and equity securities, including options to purchase such securities, as of the Record Date, and (iv) all other known creditors of the Debtors as of the Record Date.
- (c) **Duplicate Claims.** With respect to any creditor who has filed duplicate Claims against the Debtors (whether against the same or multiple Debtors), which are classified under the Amended Plan in the same Class, the Debtors shall provide to such creditor only one Solicitation Package and one Ballot for voting their Claims with respect to that class.
- (d) **Other Solicitation Materials.** The Debtors will distribute (i) the Disclosure Statement Order, together with these Solicitation Procedures, (ii) the Confirmation Hearing Notice and (iii) the Disclosure Statement, together with the Amended Plan to the following parties by the Solicitation Date: (a) the U.S. Trustee, (b) Monsanto, (c) Pharmacia, (d) the Securities and Exchange Commission, (e) the Internal Revenue Service, (f) the Department of Justice, (g) all landlords and other parties to Executory Contracts and/or Unexpired Leases, (h) all secured and administrative creditors of the Debtors; (i) all Professionals, (j) all parties who have submitted a written demand against Solutia, (k) all parties

who filed reclamation claims, (l) the Environmental Protection Agency, (m) all taxing authorities to which the Debtors pay taxes, (n) all environmental and other regulatory authorities, (o) the Pension Benefit Guaranty Corporation, (p) the Creditors' Committee, (q) the Retirees' Committee, (r) the Equity Committee, (s) the Ad Hoc Notes Committee, (t) the Ad Hoc Trade Committee, (u) the Prepetition Indenture Trustee, (v) the Bank of New York, indenture trustee of Solutia's Senior Secured Notes, and (w) all other parties in interest that have filed requests for notice pursuant to Bankruptcy Rule 2002 in the Debtors' chapter 11 cases.

- (e) **Tort Notice.** The Debtors shall mail the Tort Notice to the Holders of Claims which the Debtors believe to be Tort Claims, and the Tort Notice shall provide that a copy of the Amended Plan and Disclosure Statement may be viewed at www.solutia.com/reorganization or www.fbgdocuments.com/soj or obtained free of charge by contacting the Voting Agent at (646) 282-1800.
- (f) **Retiree Notice.** The Debtors shall mail the Retiree Notice, together with a copy of the Retiree Settlement Agreement to the Holders of Claims, which the Debtors believe to be Retiree Claims, and the Retiree Notice shall provide that a copy of the Amended Plan and Disclosure Statement may be viewed at www.solutia.com/reorganization or www.fbgdocuments.com/soj or obtained free of charge by contacting the Voting Agent at (646) 282-1800.
- (g) **Notice of Non-Voting Status-Equity Interests.** The Debtors shall distribute copies of the Notice of Non-Voting Status-Equity Interests and the Confirmation Hearing Notice to the Non-Voting Solutia Equity Holders pursuant to the following procedures:
 - (i) (A) the Debtors shall provide the Nominee Stockholders with sufficient copies of the Notice of Non-Voting Status-Equity Interests and the Confirmation Hearing Notice to forward to the Beneficial Stockholders; and
 - (B) the Nominee Stockholders shall forward the Notice of Non-Voting Status-Equity Interests and the Confirmation Hearing Notice or copies thereof to the Beneficial Stockholders within five (5) Business Days of the receipt by such Nominee Stockholders of the Notice of Non-Voting Status-Equity Interests and the Confirmation Hearing Notice; or
 - (ii) The Debtors shall mail the Notice of Non-Voting Status-Equity Interests and the Confirmation Hearing Notice to Equity Interest holders whose Non-Voting Equity Interests are listed on the records of the Transfer Agent.
- (h) **Procedures for Nominees.** Each Nominee shall (i) forward the Solicitation Package to each Beneficial Owner for voting and include a return envelope

provided by and addressed to the Nominee so that the Beneficial Owner may timely return the completed beneficial owner ballot to the Nominee, (ii) upon receipt of the Ballots, summarize the individual votes of its respective Beneficial Owners on the Master Ballot, and (iii) submit the Master Ballot to the Voting Agent by the Voting Deadline or follow the procedures outlined below with respect to prevalidation.

- (i) **Notices of Non-Voting Status.** The Debtors shall mail the appropriate Notice of Non-Voting Status to the Holders of Claims not entitled to accept or reject the Amended Plan pursuant to sections 1126(f) or 1126(g) of the Bankruptcy Code and the Notices of Non-Voting Status shall provide that a copy of the Amended Plan and Disclosure Statement may be viewed at www.solutia.com/reorganization or www.fbgdocuments.com/soi, or obtained free of charge by contacting the Voting Agent at (646) 282-1800.
4. **Determination of Amount of Claims and Equity Interests for Voting Purposes.** Solely for purposes of voting to accept or reject the Amended Plan, and not for the purpose of making distributions on account of a Claim or Equity Interest, and without prejudice to the rights of the Debtors or any other party in interest in any other context, each Claim or Equity Interest within a Class of Claims or Equity Interests entitled to vote to accept or reject the Amended Plan shall be temporarily allowed in an amount equal to the amount of such Claim or Equity Interest as set forth in a timely filed proof of Claim, or, if no proof of Claim was filed, the amount of such Claim or Equity Interest as set forth in the Schedules, in accordance with, and subject to, the Tabulation Rules described below:
- (a) **General Tabulation Rules.**
 - (i) A Claim for which a proof of Claim has been timely filed and asserts both a liquidated and unliquidated amount shall be temporarily allowed for voting purposes, subject to the other Tabulation Rules, only in the liquidated amount of such Claim;
 - (ii) A Claim that is not contingent, unliquidated or disputed, for which a proof of Claim has been timely filed, which is not listed on the Schedules and for which no objection to such Claim has been filed on or before the Voting Deadline shall be temporarily allowed for voting purposes in the amount set forth in the proof of Claim;
 - (iii) A Claim that by its terms is contingent, unliquidated or disputed, based on a timely filed proof of Claim shall, subject to the claimant's right to file a motion pursuant to Bankruptcy Rule 3018(a), be temporarily allowed for voting purposes only in an amount equal to one dollar (\$1.00);
 - (iv) If the Debtors have served and filed an objection to a Claim or Equity Interest at least ten (10) calendar days prior to the Voting Deadline, such Claim or Equity Interest shall, subject to the claimant's right to file a

motion pursuant to Bankruptcy Rule 3018(a), be temporarily allowed for voting purposes only in an amount equal to the greater of (a) the undisputed amount of such Claim or Equity Interest, if any, as set forth in such objection or (b) one dollar (\$1.00);

(v) Notwithstanding any other Tabulation Rule, a Claim or Equity Interest that has been estimated or otherwise allowed for voting purposes by order of the Court shall be temporarily allowed for voting purposes in the amount so estimated or allowed by the Court; and

(vi) A Claim or Equity Interest for which the Claim Holder or Voting Equity Interest Holder identifies a Claim or Equity Interest amount on its Ballot that is different than the amount otherwise calculated in accordance with the Tabulation Rules shall be temporarily allowed for voting purposes in the amount calculated in accordance with the Tabulation Rules.

(b) Allowed Claims. Notwithstanding any other Tabulation Rule, a Claim that is deemed allowed in accordance with the Amended Plan shall be allowed for voting purposes in the deemed allowed amount set forth in the Amended Plan.

(c) Rejection Damages Claims. Any Claim filed as a protective Claim for rejection damages related to an executory contract or an unexpired lease that the Debtors **have not rejected** as of the Voting Deadline shall be temporarily disallowed for voting purposes, and to the extent that such Claim is solely for rejection damages, any related Ballot shall not be counted as having voted for or against the Amended Plan.

(d) Senior Secured Note Claims. Senior Secured Note Claims shall be temporarily allowed for voting purposes only in an aggregate amount equal to \$223 million, provided, however, that to the extent the Senior Secured Note Claims are determined to be Unimpaired, any and all Ballots cast by Holders of the Senior Secured Note Claims shall be disregarded for all purposes.

(e) Noteholder Claims. Noteholder Claims shall be temporarily allowed for voting purposes only in an aggregate amount equal to \$455.4 million.

5. **Return of Ballots By Voting Deadline:** For a vote to accept or reject the Amended Plan to be counted, all required information on the Ballot must be completed, the Ballot must be executed and the completed Ballot must be returned as directed on the Ballot so that it (or the Master Ballot) is actually received by the Voting Agent **no later than 5:00 p.m., Eastern Time, on November 26, 2007** (the "Voting Deadline") at Financial Balloting Group, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Attn: Solutia Inc.

Special procedures and deadlines may apply to Noteholder Claims and Voting Solutia Equity Interests. Any failure to follow the instructions included on the Ballot may disqualify a vote.

6. **Ballots Excluded:** A Ballot or Master Ballot will not be counted if any of the following applies to the Ballot or Master Ballot, subject to the Debtors' right to waive such defects in accordance with these Solicitation Procedures:
- (a) The Ballot and Master Ballot is received by the Voting Agent after the Voting Deadline.
 - (b) The Ballot (or a group of Ballots received from a single creditor or interest holder with respect to the 2027/2037 Notes, the Senior Secured Notes or Voting Equity Interests) partially rejects and partially accepts the Amended Plan.
 - (c) The Ballot or Master Ballot is received by facsimile, e-mail or any other electronic means.
 - (d) The Ballot or Master Ballot is not timely received by the Voting Agent but is sent to the Debtors, any indenture trustee or the Debtors' financial or legal advisors.

7. **General Tabulation Procedures and Assumptions:**

The following tabulation procedures for Ballots and Master Ballots shall be utilized:

- (a) Beneficial Holders must vote all of their Noteholder Claims, Senior Secured Note Claims or Voting Equity Interests in a particular Class either to accept or reject the Amended Plan and may not split their votes with respect to such Claims or Interests within a particular Class;
- (b) The Retirees' Committee, as the authorized representative for the Retirees, is authorized and empowered to vote the Retiree Claim on behalf of all Retirees;
- (c) The method of delivery of the Ballots and Master Ballots to be sent to the Voting Agent is at the election and risk of each Holder of a Claim or Equity Interest and (if applicable) Nominee, and will be deemed made only when the original executed Ballot or Master Ballot is actually received by the Voting Agent;
- (d) If multiple Ballots are received from, or on behalf of, an individual Holder of a Claim or Equity Interest with respect to the same Claim or Equity Interest prior to the Voting Deadline, the last Ballot timely received will be deemed to reflect the intent of such Holder and to supercede and revoke any prior Ballot with respect to such Claim or Equity Interest;
- (e) If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, attorney-at-law, or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing, and the Debtors may request proper evidence prior to accepting such Ballot;
- (f) The Debtors, subject to any contrary order of the Court, may waive any defect in any Ballot or Master Ballot at any time, whether before or after the Voting Deadline, upon providing three calendar days notice of such waiver to the

Creditors' Committee, the Retirees' Committee, the Equity Committee, the Ad Hoc Notes Committee and the Ad Hoc Trade Committee, provided, however, that in the event the Debtors waive any defect with respect to a Ballot or Master Ballot, they are required to waive all identical defects under identical circumstances, on any other Ballots or Master Ballots;

- (g) Any Holder of a Claim or Equity Interest who has delivered a valid Ballot may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
- (h) Subject to any contrary order of the Court, the Debtors reserve the absolute right to reject any and all Ballots or Master Ballots not in proper form, the acceptance of which would, in the opinion of the Debtors or their counsel, not be in accordance with the provisions of this Order or the Bankruptcy Code, upon providing three calendar days notice of such rejection to the Creditors' Committee, the Retirees' Committee, the Equity Committee, the Ad Hoc Notes Committee and the Ad Hoc Trade Committee;
- (i) If no votes to accept or reject the Amended Plan are received with respect to a particular Class, such Class shall be deemed to have voted to accept the Amended Plan;
- (j) Unless waived by the Debtors pursuant to section (f) above, or as ordered by the Court, any defects or irregularities in connection with the deliveries of the Ballots or Master Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots or Master Ballots will not be deemed to have been made until such irregularities have been cured or waived; and
- (k) Except as may be provided by Local Bankruptcy Rule 3018-1(b) and unless otherwise ordered by the Court, with respect to a Ballot or Master Ballot received prior to the Voting Deadline, neither the Debtors, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots or Master Ballots nor will any of them incur liabilities for failure to provide such notification.

8. Procedures for Master Ballots and Ballots cast by Nominees and Beneficial Owners:

- (a) Prevalidation Procedures for Nominees. If a Nominee elects to "prevalidate" Ballots, the following procedures shall apply:
 - (i) The Nominee shall forward the Solicitation Package or copies thereof (including (i) the Disclosure Statement (together with the Amended Plan annexed thereto as Exhibit A, and all other exhibits), (ii) an individual Ballot that has been prevalidated, as indicated in paragraph (a)(ii) below, and (iii) a return envelope provided by and addressed to the Voting Agent) to the Beneficial Owner within five (5) Business Days of the receipt by such Nominee of the Solicitation Package;

- (ii) To “prevalidate” a ballot, the Nominee shall complete and execute the Ballot (other than Items 2 and 3) and indicate on the Ballot the name of the registered holder, the amount of securities held by the Nominee for the Beneficial Owner and the account number(s) for the account(s) in which such securities are held by the Nominee; and
 - (iii) For its vote to be counted, the Beneficial Owner must return the prevalidated Ballot to the Voting Agent by the Voting Deadline.
- (b) Tabulation Rules for Master Ballots and Ballots Cast by Nominees and Beneficial Owners:
- (i) With respect to the tabulation of Master Ballots and Ballots cast by Nominees and Beneficial Owners, for purposes of voting, the amount that will be used to tabulate acceptance or rejection of the Amended Plan will be the Record Amount and the following additional rules will apply to the tabulation of Master Ballots and Ballots cast by Nominees and Beneficial Owners:
 - (ii) Votes cast by Beneficial Owners through Nominees will be applied against the positions held by such Nominees in the 2027/2037 Notes, Senior Secured Notes or Voting Equity Interests as of the Record Date, as evidenced by the record and depository listings. Votes submitted by a Nominee, whether pursuant to a Master Ballot or prevalidated Ballot, will not be counted in excess of the Record Amount of such securities held by such Nominee.
 - (iii) If conflicting votes or “over-votes” are submitted by a Nominee, whether pursuant to a Master Ballot or prevalidated Ballot, the Debtors will attempt to reconcile discrepancies with the Nominees.
 - (iv) If over-votes on a Master Ballot or prevalidated Ballot are not reconciled prior to the preparation of the vote certification, the Debtors will apply the votes to accept and to reject the Amended Plan in the same proportion as the votes to accept and reject the Amended Plan submitted on the Master Ballot or prevalidated Ballot that contained the overvote, but only to the extent of the Nominee’s position in the 2027/2037 Notes, Senior Secured Notes or Voting Equity Interests.
 - (v) For purposes of tabulating votes, each Nominee or Beneficial Owner will be deemed to have voted only the principal amount of its 2027/2037 Notes Claim, Senior Secured Notes Claim or Voting Equity Interests, although the Voting Agent may be asked to adjust such principal amount to reflect the claim amount, including prepetition interest.
 - (vi) A single Nominee may complete and deliver to the Voting Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent they are duplicative of other Master Ballots.

If two or more Master Ballots are inconsistent, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supercede and revoke any prior Master Ballot.

9. Transferred Claim Procedures:

- (a) **Pre-Record Date Transfers.** With respect to a transferred Claim, the transferee shall be entitled to receive a Solicitation Package and, if the Holder of such Claim is entitled to vote with respect to the Amended Plan, cast a Ballot on account of such Claim only if (a) all actions necessary to effectuate the transfer of the Claim, pursuant to Bankruptcy Rule 3001(e), have been completed by the Record Date, or (b) the transferee files and the Court has docketed by the Record Date (i) the documentation required by Bankruptcy Rule 3001(e), to evidence the transfer, and (ii) a sworn statement of the transferor supporting the validity of the transfer.
- (b) **Post-Record Date Transfers.** In the event a Claim (other than a Noteholder Claim, Senior Secured Note Claim or Voting Equity Interest in Solutia) is transferred after the Record Date, the transferee of such Claim shall be bound by any vote and/or election to participate in the Rights Offering, as the case may be, made by the Holder of such Claim as of the Record Date. In the event a Noteholder Claim, a Senior Secured Note Claim or a Voting Equity Interest in Solutia is transferred after the Record Date, the transferee of such Noteholder Claim, Senior Secured Note Claim or Voting Equity Interest shall be bound by any vote made by the Holder as of the Record Date.

10. 3018(a) Motions:

If any claimant or interest holder seeks to challenge the allowance of its Claim or Equity Interest for voting purposes in accordance with the Tabulation Rules, such claimant or interest holder must file with the Court (with a copy to chambers) a motion for an order pursuant to Bankruptcy Rule 3018(a) (a "3018 Motion") temporarily allowing such Claim or Equity Interest in a different amount for purposes of voting to accept or reject the Amended Plan on or before November 5, 2007 or, if the Debtors file an objection to a Claim or Equity Interest after service of the Confirmation Hearing Notice, on or before ten (10) calendar days after service of notice of that objection. In accordance with Bankruptcy Rule 3018, as to any creditor filing such a motion, such creditor's Ballot should not be counted in an amount other than that provided by the Tabulation Procedures unless temporarily allowed by the Court in another amount for voting purposes.

Exhibit B

Exhibit B-1	Form of Ballot for Class 3 - Senior Secured Note Claims
Exhibit B-2	Form of Master Ballot for Class 3 - Senior Secured Note Claims
Exhibit B-3	Form of Ballot for Class 5 - CPFilms Claims
Exhibit B-4	Form of Ballot for Class 11 - Monsanto Claim
Exhibit B-5	Form of Ballot for Class 12 - Noteholder Claims
Exhibit B-6	Form of Master Ballot for Class 12 - Noteholder Claims
Exhibit B-7	Form of Ballot for Class 13 - General Unsecured Claims (Not Including Noteholder Claims)
Exhibit B-8	Form of Ballot for Class 14 - Retiree Claim
Exhibit B-9	Form of Ballot for Class 15 - Pharmacia Claims
Exhibit B-10	Form of Ballot for Class 19 - Security Claims
Exhibit B-11	Form of Ballot for Class 20 - Equity Interests in Solutia
Exhibit B-12	Form of Master Ballot for Class 20 - Equity Interests in Solutia

****PROVISIONAL BALLOT****

Exhibit B-1

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

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

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 ¹
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 646-282-1800.

¹ 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****

Exhibit B-2

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

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

**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 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 unaccrued 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.	\$	\$
TOTALS	\$	\$

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.			\$

Ballot Code []

****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, 3rd 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.

Exhibit B-3

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

**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 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, 3rd Floor, New York, New York 10017** so that it is received by the deadline indicated above.

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 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, 3RD 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: \$ _____

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 ¹

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.**

¹ 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.

Exhibit B-4

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 11: MONSANTO CLAIM

**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 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, 3rd Floor, New York, New York 10017** so that it is received by the deadline indicated above.

Ballot Code []

**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, 3RD 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.

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 ¹

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.**

¹ 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.

Exhibit B-5

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

-----x	:
In re	:
	: Chapter 11
SOLUTIA INC., <i>et al.</i> ,	:
	: 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 646-282-1800.

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.)

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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.

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 ¹
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 646-282-1800.

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.

¹ 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.

Exhibit B-6

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

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

MASTER BALLOT CODE []

