



January 29, 2001

Dear Former McWhorter Technologies, Inc. Shareholder:

On July 14, 2000, Eastman Chemical Company purchased the outstanding common stock of McWhorter Technologies, Inc. ("McWhorter") in a taxable transaction. The information that follows pertains to shareholders who received their shares as a result of the April 29, 1994 distribution of common stock of McWhorter to Valspar shareholders.

In April 1994, Valspar shareholders received one share of McWhorter common stock for every two shares of Valspar common stock. Fractional shares were sold; cash proceeds were received and taxable in 1994.

At the time of the distribution in 1994, Valspar received a ruling from the Internal Revenue Service that the spin-off of McWhorter qualifies as a tax-free transaction for Valspar and its shareholders. No gain or loss was recognized by or was included in income of the holder of Valspar's common stock as a result of the receipt of the McWhorter common stock.

As a result of your receiving McWhorter common stock based on your holdings of Valspar common stock, original tax basis in your Valspar pre-spinoff shares will be apportioned between your Valspar shares and your McWhorter shares, including any fractional shares sold on your behalf at the time of the April 29, 1994 distribution. The amount of your tax basis in each of your McWhorter shares will depend on the amount of your original tax basis in each of your Valspar shares. This means that if you do not have the same original tax basis in all of your Valspar shares, your tax basis in part of your McWhorter shares will be different than your tax basis in other of your McWhorter shares.

The apportionment ratio was based on the relative market price (average of high and low sales price) of Valspar and McWhorter common stock trading on the New York Stock Exchange on the first date of trading, May 2, 1994. Attached is an example of how to apportion your original tax basis and an example of how to calculate the new tax basis of your Valspar and McWhorter shares.

Questions concerning the McWhorter distribution can be directed to: The Valspar Corporation, Attn.: Linda Colman, Assistant Corporate Secretary, 1101 Third Street South, Minneapolis, MN 55415 or by calling 612/375-7845.

Sincerely,

Linda Colman
Assistant Corporate Secretary
The Valspar Company

EXAMPLE

ASSUMPTIONS

- | | |
|---|------------|
| • Number of Valspar shares with an original cost of \$20 per share and thus an original tax basis of \$20 per share | 100 shares |
| • Number of Valspar shares with an original cost of \$24 per share and thus an original tax basis of \$24 per share | 200 shares |
| • Total number of Valspar shares held | 300 shares |
| • Number of McWhorter shares received in the distribution (one McWhorter share for every two Valspar shares) | 150 shares |

Average of the high and low market price on May 2, 1994

- Valspar \$34.75 per share
- McWhorter
(with McWhorter selling at \$16.94 per share, the equivalent
portion of the McWhorter value to compare to Valspar
value \$16.94 per share
is \$8.47, or one-half of \$16.94 because of the distribution
of \$ 8.47 per share
one McWhorter share for every two Valspar shares)

Apportionment ratio of the original tax basis of the Valspar shares

- Percent apportioned to the Valspar shares equals
\$34.75 divided by \$43.22 (\$34.75 + 8.47) 80.4%
- Percent apportioned to the McWhorter shares equals
\$8.47 divided by \$43.22 (\$34.75 + 8.47) 19.6%

For 100 Valspar shares originally purchased at \$20.00 per share \$2,000.00

- The new basis of these shares equals \$2,000.00 times
80.4% or \$1,608.00 \$16.08 per share
- The new basis for 50 shares of McWhorter shares equals
\$2,000.00 times 19.6% or \$392.00 \$ 7.84 per share

For 200 Valspar shares originally purchased at \$24.00 per share \$4,800.00

- The new basis of these shares equals \$4,800.00 times
80.4% or \$3,859.20 \$19.30 per share
- The basis for 100 shares of McWhorter shares equals
\$4,800.00 times 19.6% or \$940.80 \$ 9.41 per share