




**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_  
The Merger qualifies as a tax-free reorganization under Section 368(a) of the Code. Accordingly, the federal income tax consequences to the Blue Cube shareholders are determined under Sections 354 and 358 of the Code.

18 Can any resulting loss be recognized? ▶ See attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
Signature ▶  Date ▶ 1/12/16  
Print your name ▶ Stephen C. Curley Title ▶ V.P. & Treasurer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**Olin Corporation**  
**EIN 13-1872319**  
**Attachment to Form 8937**

**Form 8937, Part II, Item 14:**

On October 5, 2015, Blue Cube Acquisition Corp. (“Merger Sub”), a wholly-owned subsidiary of Olin Corporation (“Olin”) merged with and into Blue Cube Spinco Inc. (“Blue Cube”), with each issued and outstanding Blue Cube common share converted into the right to receive 0.87482759 shares of Olin common stock.

**Form 8937, Part II, Item 15:**

Each share of Olin common stock received (including fractional shares separately redeemed for cash) has a tax basis of 114.3% of the basis the former Blue Cube shareholder had in each share of Blue Cube common stock exchanged therefor.

**Form 8937, Part II, Item 16:**

The tax basis of the former Blue Cube shareholders in each share of Blue Cube stock becomes basis in 0.87482759 shares of Olin common stock. Consequently, each share of Olin common stock received (including fractional shares separately redeemed for cash) has a tax basis of  $1/0.8748279$ , or 114.3%, of the basis the former Blue Cube shareholder had in each share of Blue Cube common stock exchanged therefor. The tax basis of any resulting fractional share of Olin common stock determines the gain or loss on the cash received in lieu of such fractional share.

**Form 8937, Part II, Item 18:**

No loss can be recognized by a former Blue Cube shareholder except a loss on fractional shares redeemed for cash.

**Form 8937, Part II, Item 19:**

For a former Blue Cube shareholder whose taxable year is a calendar year, the reportable tax year is 2015.

As described in a press release issued by The Dow Chemical Company (“TDCC”) on October 5, 2015 (filed on Form 8-K with the Securities and Exchange Commission), on that date certain shareholders of TDCC received 2.9318 shares of Blue Cube common stock in exchange for each outstanding share of TDCC common stock transferred to TDCC in an exchange offer. As a result of such exchange and the Merger, such TDCC shareholders received approximately 2.5648 shares of Olin common stock (including fractional shares) for each share of TDCC common stock exchanged for Blue Cube common stock.

Consequently, each share of Olin common stock (including fractional shares) will have a tax basis equal to 38.99% of the tax basis of each share of TDCC common stock exchanged for Blue Cube common stock.

THIS IS A PROTECTIVE FILING. ISSUER IS UNCERTAIN WHETHER THE MERGER “AFFECTS” HOLDERS’ BASIS IN SHARES OF BLUE CUBE COMMON STOCK SINCE BASIS CARRIED OVER TO SHARES OF OLIN COMMON STOCK.