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Priority	Date	Code	V	Amount		ble				

Explanation of Responses:

(1) Deferred stock units acquired pursuant to Engelhard corporation Deferred Compensation Plan for Directors to be settled 100% in Engelhard

Corporation comon stock on termination of services as director or change in control of Engelhard Corporation.

(2) Deferred stock units acquired pursuant to Engelhard corporation Deferred Compensation Plan for Non-Employee Directors to be settled 100% in Engelhard Corporation comon stock on termination of services as director or change in control of Engelhard Corporation.