SUPERIOR COURT OF NEW JERSEY
LAW DIVISION UNION COUNTY

Richard Collins, et al., Plaintiffs, vs. Raymond P. Warrell, Jr., et al., Defendants.	)	CIVIL ACTION DOCKET NO: UNN-L-3046-08

NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF CLASS ACTION

If you held the common stock ("Stock") of Genta Incorporated ("Genta" or the "Company") as of June 5, 2008, you could get a payment from a proposed class action settlement (the "Settlement").

Under law, The Superior Court for Union County New Jersey has authorized this notice.

- If approved by the Court, the settlement will provide $785,000, plus interest (the "Settlement Amount"), to pay claims of investors who purchased Genta Stock and held it as of June 5, 2008.
- The Settlement represents an average recovery of $0.024 per share of Genta Stock for the 32.7 million shares outstanding owned by Class Members as of June 5, 2008. This is not an estimate of the actual recovery per share you should expect. Your actual recovery will depend on the total number of valid claims filed.
- Attorneys for the Plaintiffs ("Class Counsel") intend to ask the Court to award them fees of one-third of the Settlement Amount and reimbursement of litigation expenses of no more than $25,000. Collectively, the attorneys' fees and expenses are estimated to average $0.0088 per share of Genta Stock. If approved by the Court, these amounts will be paid from the Settlement Fund.
- The approximate recovery, after deduction of attorneys' fees and expenses approved by the Court, is an average of $0.015 per share of Genta Stock. This estimate is based on the assumptions set forth in the preceding paragraph. Your actual recovery, if any, will vary depending on the total number of valid claims filed.
- The Settlement resolves the lawsuit concerning whether the officers and directors of Genta breached their fiduciary duties in issuing convertible notes in June 2008, in violation of New Jersey common law, based upon the allegations set forth in the Amended Complaint, including that: (1) Genta's officers and directors failed to take steps to maximize the value of the Company to its public shareholders; (2) Genta's officers and directors unfairly expropriated the economic value and voting interest of existing common stockholders' interest in the Company; and (3) Genta's officers and directors failed to institute an independent committee of the Board of Directors to negotiate and evaluate the transaction in a manner that would protect the interests of the common stockholders.
- Your legal rights will be affected whether you act or do not act. If you do not act, you may permanently forfeit your right to recover on this claim. Therefore, you should read this notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A CLAIM FORM NO LATER THAN AUGUST 30, 2013	The only way to get a payment.
EXCLUDE YOURSELF NO LATER THAN AUGUST 29, 2013	Get no payment. This is the only option that allows you to be part of any other lawsuit against the Defendants about the legal claims in this case.
OBJECT NO LATER THAN AUGUST 29, 2013	Write to the Court about why you do not like the settlement.
GO TO A HEARING ON SEPTEMBER 18, 2013	Speak in Court about the fairness of the settlement.
DO NOTHING	Get no payment. Give up rights.

INQUIRIES

Please do not contact the Court regarding this notice. All inquiries concerning this Notice, the Proof of Claim form, or any other questions by Class members should be directed to:

Genta Incorporated Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson St., Ste. 3
Media, PA 19063
Tel.: 866-274-4004
Fax: 610-565-7985
info@strategicclaims.net

or

THE ROSEN LAW FIRM, P.A.
236 Tillou Road
South Orange, NJ 07079
Tel: 973-313-1887
Fax: 973-833-0399
info@rosenlegal.com

COMMON QUESTIONS AND ANSWERS CONCERNING THE SETTLEMENT

1. Why did I get this Notice?

You or someone in your family may have been a holder of the common stock of Genta as of June 5, 2008.

2. What is this lawsuit about?

The case is known as Collins et al. v. Warrell et al., Case No. UNN-L-3046-08 (the "Litigation"), and the Court in charge of the case is the Superior Court of Union County, New Jersey.

The Litigation involves whether the Defendants breached their fiduciary duties and violated New Jersey common law in causing Genta to issue convertible notes in June 2008, based upon the allegations set forth in the Amended Complaint, including that: (1) Genta's officers and directors fail to take steps to maximize the value of the Company to its public shareholders; (2) Genta's officers and directors unfairly expropriated the economic value and voting interest of existing common stockholders' interest in the Company; and (3) Genta's officers and directors failed to institute an independent committee of the Board of Directors to negotiate and evaluate the transaction in a manner that would protect the interests of the common stockholders. The Defendants deny they did anything wrong. The Settlement resolves all of the claims in the Litigation against the Defendants.

3. Why is this a class action?

In a class action, one or more persons and/or entities, called Class Representatives, sue on behalf of all persons and/or entities who have similar claims. All of these persons and/or entities are referred to collectively as a Class, and these individual persons and/or entities are known as Class Members. One court resolves all of the issues for all Class Members, except for those Class Members who exclude themselves from the Class.

4. Why is there a Settlement?

Plaintiffs and the Defendants do not agree regarding the merits of Plaintiffs' allegations with respect to liability or the average amount of damages per share that would be recoverable if Plaintiffs were to prevail at trial on each claim. The issues on which the Plaintiffs and the Defendants disagree include: (1) whether the Defendants breached their fiduciary duty; (2) the amount of damages, if any, suffered by the Class Members; and (3) whether Plaintiffs have standing to make their claims.

This matter has not gone to trial and the Court has not decided in favor of either Plaintiffs or the Defendants. Instead, Plaintiffs and the Defendants have agreed to settle the Litigation. The Plaintiffs and Class Counsel believe the settlement is best for all Class Members because of the risks associated with continued litigation and the nature of the defenses raised by the Defendants. Even if Plaintiffs win at trial, and also withstand the Defendants' inevitable challenge on appeal, Plaintiffs might not be able to collect some, or all, of the judgment.

5. How do I know if I am part of the Class settlement?

To be a Class Member, you must have held Genta common stock as of June 5, 2008.

6. Are there exceptions to being included?

Yes. Excluded from the Class are:

(a) Defendants;

(b) Each and all of Genta's and Defendants' respective past, present, and future: affiliates, families, associates, executors, personal representatives, subsidiaries, officers, directors, managing directors, employees, managers, members, managing members, fiduciaries, principals, advisors, agents, managing agents, controlling persons, general or limited partners or partnerships, attorneys, legal counsel, consultants, accountants, auditors, underwriters, engineers, advisors, financial advisors, investment advisors, commercial bank lenders, banks, investment bankers, member firms, partners, joint ventures, limited liability companies, corporations, divisions, shareholders, principals, trusts, trustees, foundations, family members, beneficiaries, distributors, heirs, executors, personal or legal representatives, estates, administrators, predecessors, successors, indemnitors, indemnitees, related or affiliated entities, any entity in which any Defendant has a majority interest, assigns, any trust of which any Defendant is the settlor or which is for the benefit of any Defendant and/or members of any Defendant's family; and, as to each of the foregoing, all of their past, present, or future directors, officers, agents, partners, members, managers, employees, heirs, subsidiaries, predecessors, and successors, and any Person acting on their behalf ("Defendants' Affiliates");

(c) Those who purchased senior secured convertible promissory notes from Genta pursuant to the Securities Purchase Agreement dated as of June 5, 2008 and listed on Exhibit A to that agreement; and

(d) You, if you exclude yourself from the Class, as described below.

7. What does the Settlement provide?

a. What is the Settlement Fund?

The proposed Settlement calls for the Defendants to create a Settlement Fund (the "Settlement Fund") in the amount of $785,000. The Settlement is subject to Court approval. Also, subject to the Court's approval, a portion of the Settlement Fund will be used to pay Plaintiffs' attorneys' fees and reasonable litigation expenses and any award to Plaintiffs. A portion of the Settlement Fund also will be used to pay taxes due on interest earned by the Settlement Fund, if necessary, and any notice and claims administration expenses permitted by the Court. After the foregoing deductions from the Settlement Fund have been made, the amount remaining (the "Net Settlement Fund") will be distributed to Class Members who submit valid claims.

b. What can you expect to receive under the Settlement?

Your share of the Net Settlement Fund will or may depend on: (i) the number of claims filed; (ii) the amount of administrative costs, including the costs of notice; and (iii) the amount awarded by the Court to Class Counsel for attorneys' fees, costs, and expenses.

The share of the Net Settlement Fund that each Authorized Claimant is entitled to shall be calculated according to the following formula:

Amount of funds available for distribution in the Net Settlement Fund

Multiplied by

Number of shares of Genta common stock held as of June 5, 2008 of such an Authorized Claimant

Divided by

Aggregate number of shares of Genta common stock held as of June 5, 2008 by all Authorized Claimants

8. How can I get a payment?

To qualify for a payment, you must send in a form entitled "Proof of Claim and Release" form. This claim form is attached to this Notice. You may also obtain a claim form on the Internet at www.strategicclaims.net. Read the instructions carefully, fill out the form, sign it in the location indicated, and mail the claim form together with all documentation requested in the form, postmarked no later than August 30, 2013, to:

Genta Incorporated Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson St., Ste. 3
Media, PA 19063
Tel.: 866-274-4004
Fax: 610-565-7985
info@strategicclaims.net

The Claims Administrator will process your claim and determine whether you are an "Authorized Claimant."

9. What am I giving up to get a payment or stay in the Class?

Unless you exclude yourself, you will remain in the Class. That means that if the Settlement is approved, you and all Class Members will release (agreeing never to sue, continue to sue, or be part of any other lawsuit) all "Released Claims" (as defined below) including "Unknown Claims" (as defined below) against the "Released Persons" (as defined below):

- "Released Claims" shall collectively mean any and all actions, claims, debts, demands, causes of action, and rights and liabilities whatsoever (including, but not limited to, any claims for damages, interest, attorneys' fees, expert, or consulting fees and any other costs, expenses, or liabilities whatsoever), at law or in equity, matured or unmatured, foreseen or unforeseen, known or unknown, suspected or unsuspected, contingent or non-contingent, whether class or individual in nature against the Released Persons, arising under United States federal, state, local, statutory, or common law, or any other law, rule or regulation, whether foreign or domestic, including but not limited to claims under New Jersey law, based upon, arising out of, or relating to, in any way, Genta's issuance of convertible notes in June 2008, or that arise out of or are based on the allegations, transactions, facts, matters, occurrences, events, representations, statements, acts or omissions involved, set forth or referred to in the Complaint or Amended Complaint, or that could have been alleged in the Complaint or Amended Complaint. "Released Claims" includes Unknown Claims as defined herein. The inclusion of Unknown Claims in the definition of Released Claims was separately bargained for and was a key element of the Settlement. Released Claims do not include any claim arising from the performance or non-performance of the Settlement.
- "Unknown Claims" means any Released Claim which the Plaintiffs or any Class Member do not know or suspect to exist in his, her or its favor at the time of the Released Claims, which, if known by him, her or it, would or might have affected his, her or its decision(s) with respect to the Settlement.
- "Released Persons" means Defendants, Defendants' Affiliates, Defendants' insurer, co-insurers and reinsurers and Defendants' Affiliates insurers, co-insurers, and reinsurers.

Also, you shall be deemed to have, and by operation of the Order and Final Judgment shall have, expressly waived the benefits of (i) the provisions of § 1542 of the California Civil Code, which provides that:

> A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR,

and (ii) any and all provisions, rights and benefits conferred by any law of any state or territory of the United States or principle of common law, which is similar, comparable or equivalent to California Civil Code § 1542.

If you remain in the Class, all of the Court's orders will apply to you and legally bind you. If you sign the claim form, you are agreeing to a "Release of Claims," which will bar you from ever filing a lawsuit against any Released Person to recover losses in connection with Genta's issuance of convertible notes in June 2008, except to enforce the Settlement. That means you will accept a share in the Net Settlement Fund as sole compensation for any losses you have suffered as a holder of Genta common stock as of June 5, 2008 in connection with Genta's issuance of convertible notes in June 2008.

10. How do I get out of the Settlement?

If you do not want to receive a payment from this Settlement, and you want to keep any right you may have to sue or continue to sue the Defendants on your own based on the legal claims raised in this Class Action, then you must take steps to get out of the Settlement. This is called excluding yourself from – or "opting out" of – the Settlement. To exclude yourself from the Settlement, you must mail a letter stating you want to be excluded as a Class Member from Collins et al. v. Warrell et al., Case No. UNN-L-3046-08. Be sure to include your name, address, telephone number, email address (if any), and your signature, and state and document the total number of shares of Genta common stock owned at the close of trading on June 5, 2008, long or short. You must mail your exclusion request so that it is received no later than August 29, 2013, to:

Genta Incorporated Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson St., Ste. 3
Media, PA 19063
Tel.: 866-274-4004
Fax: 610-565-7985
info@strategicclaims.net

You cannot exclude yourself by telephone or by e-mail. If you ask to be excluded, you will not receive a settlement payment, and you cannot object to the Settlement. If you ask to be excluded, you will not be legally bound by anything that happens in this Class Action.

11. If I do not exclude myself, can I sue the Defendants for the same thing later?

No. Unless you exclude yourself, you give up any right to sue the Defendants for the claims that this Settlement resolves. If you have a pending lawsuit, speak to your lawyer in that case immediately, since you may have to exclude yourself from this Class to continue your own lawsuit.

12. Do I have a lawyer in this case?

The Court appointed The Rosen Law Firm, P.A. to represent you and other Class Members. These lawyers are called Lead Plaintiff's Counsel or Class Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

13. How will the lawyers be paid?

Class Counsel have expended considerable time litigating this action on a contingent fee basis, and have paid for the expenses of the litigation themselves and have not been paid attorneys' fees in advance of this Settlement. Class Counsel have done so with the expectation that if they are successful in recovering money for the Class, they will receive attorneys' fees and be reimbursed for their litigation expenses from the Settlement Fund, as is customary in this type of litigation. Class Counsel will not receive attorneys' fees or be reimbursed for their litigation expenses except from the Settlement Fund. Therefore, Class Counsel will file a motion asking the Court at the Settlement Hearing to make an award of attorneys' fees in an amount not to exceed one-third of the Settlement Amount and reimbursement of litigation expenses of no more than $25,000. The Court may award less than these amounts. Any amounts awarded by the Court will come out of the Settlement Fund.

14. How do I tell the Court that I do not like the Settlement?

You can tell the Court you do not agree with the Settlement, any part of the Settlement, or Class Counsel's motion for attorneys' fees, and that you think the Court should not approve the Settlement, by mailing a letter stating that you object to the Settlement in the matter of Collins et al. v. Warrell et al., Case No. UNN-L-3046-08. Be sure to include your name, address, telephone number, your signature, and state and document the total number of shares of Genta common stock owned at the close of trading on June 5, 2008, long or short in order to show your membership in the Class, and all of the reasons you object to the Settlement. Be sure to mail the objections to the four different places listed below, received no later than August 29, 2013, so the Court will consider your views:

Deputy Clerk of the Superior Court of New Jersey
Union County Courthouse
2 Broad Street
Elizabeth, NJ 07202

Laurence M. Rosen, Esq.
THE ROSEN LAW FIRM, P.A.
236 Tillou Road
South Orange, NJ 07079
Tel: (973) 313-1887
Fax: (973) 833-0399

Marc J. Sonnenfeld
MORGAN, LEWIS & BOCKIUS LLP
1701 Market Street
Philadelphia, PA 19103-2921
Tel: (215) 963-5572
Fax: (215) 963-5001

Christopher Iannicelli
MORGAN, LEWIS & BOCKIUS LLP
502 Carnegie Center
Princeton, NJ 08540
Tel: (609) 919-6623
Fax: (609) 919-6701

Counsel for Plaintiffs

Counsel for the Defendants

Attendance at the Settlement Hearing is not necessary but persons wishing to be heard orally in opposition to the Settlement, the Plan of Allocation, and/or the application for Attorneys' Fees and Expenses are required to indicate in their written objection (or in a separate writing that is submitted in accordance with the deadline and instructions pertinent to the submission of a written objection) that they intend to appear at the Final Settlement Hearing and identify any witnesses they may call to testify or exhibits they intend to introduce into evidence at the Final Settlement Hearing.

15. What is the difference between objecting and requesting exclusion?

Objecting is simply telling the Court you do not like something about the Settlement. You can object only if you stay in the Class. Requesting exclusion is telling the Court you do not want to be part of the Class and Settlement. If you exclude yourself, you cannot object to the Settlement because it no longer concerns you. If you stay in the Class and object, but your objection is overruled, you will not be allowed a second opportunity to exclude yourself.

16. When and where will the Court decide whether to approve the Settlement?

The Court will hold a Settlement Hearing on September 18, 2013, at 10:00 a.m., at the Superior Court of New Jersey, Law Division, Union County, 2 Broad Street, 13th Floor, Elizabeth, NJ 07202. At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate and whether to approve the Settlement. If there are objections, the Court will consider them, and the Court will listen to people who have asked to speak at the hearing. The Court may also decide how much to pay Class Counsel for attorneys' fees and expenses.

17. Do I have to come to the hearing?

No. Class Counsel will answer any questions the Court may have. However, you are welcome to attend at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mail your written objection on time, the Court will consider it.

18. What happens if I do nothing at all?

If you do nothing, you will not receive a payment from the Settlement. However, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Defendants about the claims made in this case ever again.

DATED: MAY 27, 2013.

So Ordered:

_____

The Honorable Kenneth J. Grispin, P.J.Cv.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION UNION COUNTY

Richard Collins, et al., Plaintiffs, vs. Raymond P. Warrell, Jr., et al., Defendants.	CIVIL ACTION DOCKET NO: UNN-L-3046-08 **PROOF OF CLAIM AND RELEASE**

Deadline for Submission: August 30, 2013

IF YOU PURCHASED OR OTHERWISE ACQUIRED THE COMMON STOCK ("STOCK") OF GENTA INCORPORATED ("GENTA" OR THE "COMPANY") AND HELD IT AS OF JUNE 5, 2008, YOU COULD GET A PAYMENT FROM A CLASS ACTION SETTLEMENT.

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE ("PROOF OF CLAIM") AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN AUGUST 30, 2013 TO THE FOLLOWING ADDRESS:

Genta Incorporated Litigation
c/o Strategic Claims Services
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

YOUR FAILURE TO SUBMIT YOUR CLAIM BY AUGUST 30, 2013 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOUR RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL; SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

DEFINITIONS AND INSTRUCTIONS

1. All capitalized terms used in this Proof of Claim and Release are defined in the Notice of Pendency and Proposed Settlement of Class Action (the "Notice").

2. All joint purchasers/holders of Genta common stock must sign this Proof of Claim and Release. Executors, administrators, guardians, conservators and trustees must complete and sign this Proof of Claim on behalf of persons represented by them; a copy of proof of their authority must accompany this Proof of Claim, and their titles or capacities must be stated. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

3. Use Part II, entitled "Schedule of Holding in Genta Common Stock", to supply all required information regarding your ownership in Genta common stock.

4. List your holding of Genta common stock.

5. You must attach photocopies of the documentation of your holdings in Genta common stock. This includes any one of these documents: broker statements, or other documentation. Failure to provide this documentation will delay verification of your claim and could result in rejection of your claim. Please do not send original documents.

6. The Claims Administrator may request additional information as required to calculate your claim. If the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class, it may require the production of additional information.

Notice Regarding Electronic Files: Certain claimants, such as institutional holders, may ask (or be asked) to submit claim information in an electronic format. The Claims Administrator will decide when electronic filing of information will be authorized. In these cases, all claimants **must also submit** a manually-signed paper Proof of Claim and Release form, listing holding in Genta common stock. Only electronic files authorized by the Claims Administrator will be considered properly submitted.

CLAIMANT'S STATEMENT

1. I (we) owned Genta common stock as of the close of trading on June 5, 2008.

2. By submitting this Proof of Claim, I (we) state that I (we) believe in good faith that I am (we are) a Class Member as defined above and in the Notice of Pendency and Proposed Settlement of Class Action (the "Notice"), or am (are) acting for such person(s); that I am (we are) not a Defendant in the Litigation or anyone excluded from the Class; that I (we) have read and understand the Notice; that I (we) believe that I am (we are) entitled to receive a share of the Net Settlement Fund, as defined in the Notice; that I (we) elect to participate in the proposed Settlement described in the Notice; and that I (we) have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member [e.g., as an executor, administrator, trustee, or other representative], you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)

3. I (we) consent to the jurisdiction of the Court with respect to all questions concerning the validity of this Proof of Claim. I (we) understand and agree that my (our) claim may be subject to verification on all issues, including investigation and discover to determine my (our) status as a Class Member(s) and the validity and amount of my (our) claim.

4. I (we) have set forth where requested below all relevant information with respect to my (our) holding of Genta common stock. I (we) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so.

5. I (we) have enclosed photocopies of the stockbroker's statements, or other documents evidencing the retention of Genta common stock listed below in support of my (our) claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM. DO NOT SUBMIT ORIGINALS OF THESE DOCUMENTS AS THE CLAIMS ADMINISTRATOR DOES NOT HAVE AN OBLIGATION TO SAFEGUARD OR RETURN ORIGINALS TO YOU.)

6. I (we) understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and I (we) agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your recognized claim. In some cases, the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives securities such as options.)

7. Upon the occurrence of the Court's approval of the Settlement and its Effective Date, as detailed in the Notice, I (we) agree and acknowledge that I (we) am (are) bound by the terms of any judgment in the Litigation, and my (our) signature(s) on this document will effect and constitute a full and complete release, remise and discharge by me (us) and my (our) current and former heirs, executors, administrators, successors, attorneys, legal representatives, and assigns of each of the "Released Persons" of all "Released Claims," as defined in the Notice. If I am (we are) submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, this release is made by it, him, her or them, and by its, his, her or their current and former heirs, executors, administrators, successors, attorneys, legal representatives, and assigns. Note: This means that you are giving up all rights to sue concerning the claims in this Litigation and all related claims, defined as the "Released Claims".

8. I (we) have not submitted any other claim covering the same retention of Genta common stock. I (we) know of no other Person having done so on my (our) behalf.

I. CLAIMANT INFORMATION

Name

Address

City: State: Zip Code: –

Foreign Province and Postal Code: Foreign Country:

Area Code Telephone No. (Day) Area Code Telephone No. (Night) Area Code Facsimile Number

Email

Social Security Number (for individuals) – –

OR

Taxpayer Identification Number (for estates, trusts, corporations, etc.) –

Check one: ☐ Individual ☐ Joint Owners (if any, identify here): _____

☐ IRA ☐ Estate ☐ Corporation ☐ Other (specify) _____

II. SCHEDULE OF HOLDING IN GENTA COMMON STOCK

Ending Holdings:

A. State the total number of shares of Genta common stock owned at the close of trading on June 5, 2008, long or short (*must be documented).*

Check Here If Documentation Is Enclosed ☐

III. SUBSTITUTE FORM W-9

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service ("I.R.S.") requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Social Security Number (for individuals) – –

OR

Taxpayer Identification Number (for estates, trusts, corporations, etc.) –

IV. CERTIFICATION

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(c) of the Internal Revenue Code because: (a) I am (We are) exempt from backup withholding, or (b) I (We) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM AND RELEASE FORM IS TRUE, CORRECT AND COMPLETE.

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign):

_____

(Signature)

_____

(Signature)

_____

(Capacity of person(s) signing, e.g. beneficial purchaser(s), executor, administrator, trustee, etc.)

☐ Check here if proof of authority to file is enclosed. (See Item 2 under Claimant's Statement)

Date: _____

THIS PROOF OF CLAIM MUST BE SUBMITTED NO LATER THAN AUGUST 30, 2013 AND MUST BE MAILED TO:

Genta Incorporated Litigation
c/o Strategic Claims Services
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by August 30, 2013 and if a postmark is indicated on the envelope and it is mailed first class and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.

REMINDER CHECKLIST

- Please be sure to sign this Proof of Claim on page 10. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
- Please remember to attach supporting documents. Do NOT send any stock certificates. Keep copies of everything you submit.
- Do NOT use highlighter on the Proof of Claim or any supporting documents.
- If you move after submitting this Proof of Claim, please notify the Claims Administrator of the change in your address.

GENTA INCORPORATED LITIGATION
c/o Strategic Claims Services
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

FIRST CLASS MAIL
U.S. POSTAGE
PAID
PERMIT NO. 138
PHILADELPHIA, PA

PLEASE FORWARD

FIRST CLASS MAIL

PLEASE FORWARD—IMPORTANT LEGAL NOTICE