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*Proposed Counsel for the Debtors and  
Debtors in Possession*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
: :  
MPM Silicones, LLC, et al.,<sup>1</sup> : Case No. 14-\_\_\_\_\_ ( )  
: :  
Debtors. : (Joint Administration Pending)  
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**DEBTORS’ MOTION FOR ORDER PURSUANT TO SECTION 105  
OF THE BANKRUPTCY CODE (I) ENFORCING PROTECTIONS  
OF SECTIONS 362 AND 525 OF THE BANKRUPTCY CODE; AND  
(II) APPROVING NOTICE TO CUSTOMERS, SUPPLIERS, AND OTHER  
STAKEHOLDERS OF DEBTORS’ NON-DEBTOR GLOBAL AFFILIATES**

The debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) hereby submit this motion (“the **Motion**”) for an order pursuant to section 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) (a) enforcing the protections of sections 362 and 525 of the Bankruptcy Code, and (b) approving notice to customers, suppliers, and other stakeholders of the Debtors’ non-Debtor global subsidiaries and affiliates (collectively,

<sup>1</sup> The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) Juniper Bond Holdings I LLC (9631); (ii) Juniper Bond Holdings II LLC (9692); (iii) Juniper Bond Holdings III LLC (9765); (iv) Juniper Bond Holdings IV LLC (9836); (v) Momentive Performance Materials China SPV Inc. (8469); (vi) Momentive Performance Materials Holdings Inc. (8246); (vii) Momentive Performance Materials Inc. (8297); (viii) Momentive Performance Materials Quartz, Inc. (9929); (ix) Momentive Performance Materials South America Inc. (4895); (x) Momentive Performance Materials USA Inc. (8388); (xi) Momentive Performance Materials Worldwide Inc. (8357); and (xii) MPM Silicones, LLC (5481). The Debtors’ executive headquarters are located at 260 Hudson River Road, Waterford, NY 12188.



the “**non-Debtor Global Affiliates**”). In support of the Motion, the Debtors rely upon and incorporate by reference the Declaration of William H. Carter, Chief Financial Officer of Momentive Performance Materials Inc., in Support of Chapter 11 Petitions and First Day Pleadings (the “**First Day Declaration**”), which was filed with the Court concurrently herewith. In further support of the Motion, the Debtors, by and through their undersigned proposed counsel, respectfully represent:

### **BACKGROUND**

1. On the date hereof (the “**Petition Date**”), MPM Silicones, LLC and each of the other Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors intend to continue in the possession of their respective properties and the management of their respective businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. As of the date hereof, no trustee, examiner or official committee has been appointed in any of the Debtors’ cases.

2. The events leading up to the Petition Date and the facts and circumstances supporting the relief requested herein are set forth in the First Day Declaration.

### **JURISDICTION**

3. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of these cases and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief requested herein is section 105(a) of the Bankruptcy Code.

### **RELIEF REQUESTED**

4. To aid in the administration of the Debtors’ bankruptcy cases and to further their reorganization efforts, the Debtors seek entry of an order confirming the application of two key protections provided by the Bankruptcy Code: the automatic stay provisions of

section 362, and the anti-discrimination provisions of section 525. The global nature of the Debtors' businesses, the fact that numerous non-Debtor Global Affiliates are not part of this reorganization process, and the Debtors' extensive dealings with non-U.S. creditors who are unfamiliar with the protections afforded chapter 11 debtors under the Bankruptcy Code require, out of an abundance of caution, that an order implementing these protections be entered by this Court.

5. In addition, to alleviate the confusion that likely will arise concerning the non-Debtor Global Affiliates,<sup>2</sup> the Debtors seek approval from this Court of a notice (the "**Notice**"), substantially in the form annexed hereto as Exhibit A, to the customers, suppliers and other stakeholders of the non-Debtor Global Affiliates confirming that such entities are not included in these chapter 11 cases and are not subject to (a) the supervision of this Court, or (b) the provisions of the Bankruptcy Code.

### **BASIS FOR RELIEF**

#### A. Enforcing the Protections of Sections 362 and 525 of the Bankruptcy Code

6. As a result of the commencement of the Debtors' chapter 11 cases, and by operation of law pursuant to section 362 of the Bankruptcy Code, the automatic stay enjoins all entities from, among other things, (a) commencing or continuing any judicial, administrative, or other action or proceeding against the Debtors that was or could have been commenced before the Petition Date or recovering upon a claim against any of the Debtors that arose before the Petition Date, and (b) taking any action to collect, assess, or recover a claim against any of the Debtors that arose prior to the Petition Date. See 11 U.S.C. § 362(a).

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<sup>2</sup> Moreover, the Debtors also share the "Momentive" name with Momentive Specialty Chemicals Holdings LLC ("**MSC**"), the Debtors' non-debtor affiliate. The Debtors and MSC are controlled by the same ultimate holding company, Momentive Performance Materials Holdings LLC.

7. In addition, section 525 of the Bankruptcy Code prohibits and enjoins all governmental units from, among other things, denying, revoking, suspending, or refusing to renew any license, permit, charter, franchise, or other similar grant to, condition such a grant to, or discriminate with respect to such a grant against, the Debtors solely because of their bankruptcy cases, may have been insolvent before the commencement of these chapter 11 cases, or are insolvent during the pendency of these chapter 11 cases. See 11 U.S.C. § 525(a).

8. The injunctions contained in sections 362 and 525 of the Bankruptcy Code are self-executing. They constitute fundamental protections for debtors in possession which, in combination with other provisions of the Bankruptcy Code, provide the Debtors with the “breathing spell” that is essential to the Debtors’ ability to reorganize successfully. See, e.g., Variable-Parameter Fixture Dev. Corp v. Morpheus Lights, Inc., 945 F. Supp. 603, 608 (S.D.N.Y. 1996) (“[Section] 362 is meant to give ‘the debtor a breathing spell from his creditors [and] . . . permit [ ] the debtor to attempt a repayment or reorganization plan, or simply to be relieved of the financial pressures that drove him into bankruptcy.’”).

9. These protections extend to protect a debtor’s property wherever it is located and by whomever it is held. See, e.g., Underwood v. Hilliard (In re Rimsat, Ltd.), 98 F.3d 956, 961 (7th Cir. 1996) (bankruptcy court’s *in rem* jurisdiction over property of the estate permits injunctions against foreign proceedings pursuant to the automatic stay); Hong Kong & Shanghai Banking & Corp., Ltd. v. Simon, 153 F.3d 991, 996 (9th Cir. 1998) (bankruptcy court may protect estate property wherever located by issuing discharge injunction under section 524 of the Bankruptcy Code); see also 11 U.S.C. § 541(a) (“The commencement of a case under section 301. . . of this title creates an estate. Such estate is comprised of all the following property, wherever located and by whomever held . . .”) (emphasis added).

10. Notwithstanding the self-executing nature of sections 362 and 525 of the Bankruptcy Code, not all parties affected or potentially affected by the commencement of a chapter 11 case are aware of these Bankruptcy Code provisions. Nor are all parties cognizant of their significance and impact. Experience has shown that it is often necessary to advise third parties of the existence and effect of sections 362 and 525 of the Bankruptcy Code through a separate order.

11. Such an order is particularly appropriate in the Debtors' chapter 11 cases given the size and global nature of the Debtors' enterprise. The Debtors, together with their non-Debtor Global Affiliates, operate 22 production facilities worldwide, providing services to approximately 4,500 customers throughout 100 countries through a workforce of 4,500 employees. The Debtors believe that many of the non-U.S. creditors affected by sections 362 and 525 of the Bankruptcy Code likely are not aware of the significant and necessary protection these sections provide to the Debtors. Moreover, many of the Debtors' assets are located around the world, which may further confuse a non-U.S. creditor. Accordingly, the Debtors respectfully request that this Court issue an order restating the applicable provisions of sections 362 and 525 of the Bankruptcy Code and approving a notice substantially in the form of the Notice annexed hereto as Exhibit A. The Debtors believe that the existence of such an order, which the Debtors will be able to transmit to affected parties, will maximize the protections afforded by sections 362 and 525 of the Bankruptcy Code. Further, the Debtors believe that the "automatic" and self-executing nature of these protections may not be recognized by foreign creditors or tribunals unless embodied in an order of this Court.

B. Approving Notice to Customers, Suppliers, and Other Stakeholders of the Non-Debtor Global Affiliates

12. Because non-U.S. stakeholders may not be familiar with U.S. chapter 11 reorganizations, it is imperative to communicate to the Debtors' non-U.S. customers and suppliers that the non-Debtor Global Affiliates are not included in these chapter 11 cases and thus, are not subject to this Court's supervision or the chapter 11 process. Accordingly, to sustain customer confidence and to minimize the risk of an interruption in the supply of goods, the Debtors believe that they need a court-approved notice communicating this message. As explained above, the Debtors operate a complex and highly competitive international business. As an industry leader in the silicone and quartz industries, word of these chapter 11 cases will quickly spread internationally to various third parties that deal with the Debtors and the non-Debtor Global Affiliates, likely creating confusion as to which affiliates are, and which affiliates are not, debtors in these chapter 11 cases.

13. As a result of this confusion, the Debtors believe that some third parties may be hesitant or, worse yet, refuse to deal with non-Debtor Global Affiliates under the mistaken assumption that such affiliates are part of these bankruptcy cases. Such a result would impair the operations of the non-Debtor Global Affiliates, which would ultimately prejudice the Debtors' reorganization efforts. The Debtors believe that the Notice will help in educating the Debtors' non-U.S. customers and suppliers, which in turn will assist the Debtors in achieving a successful reorganization.

C. Applicable Authority

14. The Court's general equitable powers are codified in section 105(a) of the Bankruptcy Code, which empowers the Court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a).

15. The Debtors respectfully request that the Court issue an order:

(a) enforcing the protections of sections 362 and 525 of the Bankruptcy Code; and (b) approving the Notice clarifying that the non-Debtor Global Affiliates are not part of these chapter 11 cases and, accordingly, their business operations are not subject to the provisions of the Bankruptcy Code. The order will not only protect the Debtors from unwitting parties, particularly those in foreign jurisdictions who are not familiar with the Bankruptcy Code or its protections, who otherwise might violate these sections, but also eliminate the confusion that likely will ensue concerning the non-Debtor Global Affiliates.

16. Accordingly, granting the relief requested herein will facilitate a smooth and orderly transition of the Debtors' operations into chapter 11 and minimize the disruption of their business affairs. The Debtors, therefore, request that this Court grant the requested relief.

#### **NOTICE**

17. Notice of this Motion will be given to: (a) the United States Trustee for the Southern District of New York; (b) the Debtors' fifty (50) largest unsecured creditors on a consolidated basis; (c) counsel to JPMorgan Chase Bank, N.A., as the administrative agent under the Debtors' prepetition secured credit agreements; (d) counsel to the administrative agent under the Debtors' postpetition credit agreement; (e) counsel to the indenture trustee for the 8.875% First-Priority Senior Secured Notes; (f) counsel to the indenture trustee for the 10% Senior Secured Notes; (g) counsel to the indenture trustee for the 9.0% / 9.5% Second-Priority Springing Lien Notes; (h) counsel to the indenture trustee for the 11.5% Senior Subordinated Notes; (i) counsel to GE Capital Equity, Inc.; (j) counsel to the Ad Hoc Group of Second Lien Noteholders; (k) counsel to Apollo Global Management, LLC and certain affiliated funds; and (l) counsel to Momentive Performance Materials Holdings LLC. The Debtors submit that, under the circumstances, no other or further notice is required.

18. No previous motion for the relief sought herein has been made to this or any other court.

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**CONCLUSION**

WHEREFORE, the Debtors respectfully request the Court enter an order, substantially in the form annexed hereto as Exhibit B, (a) enforcing the protections provided under sections 362 and 525 of the Bankruptcy Code, (b) approving the Notice, and (c) granting the Debtors such other and further relief as may be just or proper.

Dated: April 13, 2014  
New York, New York

WILLKIE FARR & GALLAGHER LLP  
*Proposed Counsel for the Debtors and  
Debtors in Possession*

By: /s/ Jennifer J. Hardy  
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**Exhibit A**

**Notice**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
 In re : Chapter 11  
 :  
 MPM Silicones, LLC, et al.,<sup>1</sup> : Case No. 14-\_\_\_\_\_ ( )  
 :  
 Debtors. : (Jointly Administered)  
 -----X

**NOTICE TO CUSTOMERS, SUPPLIERS, AND OTHER  
STAKEHOLDERS OF DEBTORS' NON-DEBTOR GLOBAL AFFILIATES**

PLEASE TAKE NOTICE OF THE FOLLOWING:

On April 13, 2014, Momentive Performance Materials Inc., together with certain of its affiliates (collectively, the “**Debtors**”), filed voluntary petitions under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). The Debtors’ non-U.S. subsidiaries and affiliates, in addition to certain of the Debtors’ U.S. affiliates, have not filed for chapter 11 protection. The Debtors and their non-Debtor affiliates are listed on Exhibit 1 annexed hereto. As confirmed in the *Order Pursuant to Section 105 of the Bankruptcy Code (I) Enforcing the Protections of Sections 362 and 525 of the Bankruptcy Code; and (II) Approving Notice to Customers, Suppliers, and Other Stakeholders of the Debtors’ Non-Debtor Global Affiliates*, entered by the Bankruptcy Court on [ ], 2014, the Debtors’ non-U.S.

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<sup>1</sup> The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) Juniper Bond Holdings I LLC (9631); (ii) Juniper Bond Holdings II LLC (9692); (iii) Juniper Bond Holdings III LLC (9765); (iv) Juniper Bond Holdings IV LLC (9836); (v) Momentive Performance Materials China SPV Inc. (8469); (vi) Momentive Performance Materials Holdings Inc. (8246); (vii) Momentive Performance Materials Inc. (8297); (viii) Momentive Performance Materials Quartz, Inc. (9929); (ix) Momentive Performance Materials South America Inc. (4895); (x) Momentive Performance Materials USA Inc. (8388); (xi) Momentive Performance Materials Worldwide Inc. (8357); and (xii) MPM Silicones, LLC (5481). The Debtors’ executive headquarters are located at 260 Hudson River Road, Waterford, NY 12188.

subsidiaries and affiliates, and certain of the Debtors' U.S. affiliates, are not subject to the chapter 11 process.

Dated: [ ], 2014

**Exhibit 1**

**A. Chapter 11 Debtors**

1. Juniper Bond Holdings I LLC
2. Juniper Bond Holdings II LLC
3. Juniper Bond Holdings III LLC
4. Juniper Bond Holdings IV LLC
5. Momentive Performance Materials China SPV Inc.
6. Momentive Performance Materials Holdings Inc.
7. Momentive Performance Materials Inc.
8. Momentive Performance Materials Quartz, Inc.
9. Momentive Performance Materials South America Inc.
10. Momentive Performance Materials USA Inc.
11. Momentive Performance Materials Worldwide Inc.
12. MPM Silicones, LLC

**B. Entities That Are Not Chapter 11 Debtors - Domestic Entities**

13. Momentive Performance Materials Holdings LLC
14. MPM AR LLC
15. MPM Escrow LLC
16. MPM Finance Escrow Corp.
17. MPM TopCo LLC

**C. Entities That Are Not Chapter 11 Debtors - Foreign Entities**

18. Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)
19. Momentive Performance Materials Benelux BVBA (Belgium)
20. Momentive Performance Materials Commercial Services GmbH (Germany)
21. Momentive Performance Materials France Sarl (France)
22. Momentive Performance Materials GmbH (Germany)
23. Momentive Performance Materials Hong Kong Ltd. (Hong Kong)
24. Momentive Performance Materials (India) Private Limited (India)
25. Momentive Performance Materials Industria de Silicones Ltda (Brazil)
26. Momentive Performance Materials Italy Srl (Italy)
27. Momentive Performance Materials Japan LLC (Japan)
28. Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)
29. Momentive Performance Materials Korea Co. Ltd. (Korea)
30. Momentive Performance Materials Ltd (UK)
31. Momentive Performance Materials (Nantong) Co. Ltd. (China)
32. Momentive Performance Materials Nova Scotia ULC (Nova Scotia)
33. Momentive Performance Materials Pte Ltd (Singapore)
34. Momentive Performance Materials (Pty) Ltd. (South Africa)
35. Momentive Performance Materials Quartz GmbH (Germany)
36. Momentive Performance Materials Rus LLC (Russia)
37. Momentive Performance Materials S de R.L. de CV (Mexico)

38. Momentive Performance Materials (Shanghai) Co. Ltd. (China)
39. Momentive Performance Materials (Shanghai) Management Co., Ltd. (China)
40. Momentive Performance Materials (Shanghai) Trading Co., Ltd. (China)
41. Momentive Performance Materials Silicones BV (Netherlands)
42. Momentive Performance Materials Specialties Srl (Italy)
43. Momentive Performance Materials Suisse Sarl (Switzerland)
44. Momentive Performance Materials (Thailand) Ltd. (Thailand)
45. Momentive Services S. de R.L. de CV (Mexico)
46. Nautilus Pacific Four Pte Ltd (Singapore)
47. Nautilus Pacific Two Pte. Ltd. (Singapore)
48. Ohta Kako LLC (Japan)
49. TA Holding Pte Ltd (Singapore)
50. Wuxi Momentive Performance Materials Co. Ltd. (China)
51. Zhejiang Xinan Momentive Performance Materials Co., Ltd. (China)

***Momentive Specialty Chemicals Holdings LLC and Momentive Specialty Chemicals Inc. and their subsidiaries are also not Debtors in these chapter 11 cases.***

**Exhibit B**

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
 In re : Chapter 11  
 :  
 MPM Silicones, LLC, et al.,<sup>1</sup> : Case No. 14-\_\_\_\_\_ ( )  
 :  
 Debtors. : (Jointly Administered)  
 -----X

**ORDER PURSUANT TO SECTION 105 OF  
 THE BANKRUPTCY CODE (I) ENFORCING PROTECTIONS  
 OF SECTIONS 362 AND 525 OF THE BANKRUPTCY CODE; AND  
 (II) APPROVING NOTICE TO CUSTOMERS, SUPPLIERS, AND OTHER  
 STAKEHOLDERS OF DEBTORS’ NON-DEBTOR GLOBAL AFFILIATES**

Upon the motion (the “Motion”) of the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), for entry of an order pursuant to section 105 of title 11 of the United States Code (the “Bankruptcy Code”): (a) enforcing the protections of sections 362 and 525 of the Bankruptcy Code; and (b) approving notice to customers, suppliers, and other stakeholders of the Debtors’ non-debtor global subsidiaries and affiliates (the “non-Debtor Global Affiliates”); and upon the Declaration of William H. Carter, Chief Financial Officer of Momentive Performance Materials Inc., in Support of Chapter 11 Petitions and First Day Pleadings; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate

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notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is granted to the extent set forth herein.

2. Pursuant to section 362(a) of the Bankruptcy Code, all persons (including individuals, partnerships, and corporations, and all those acting for or on their behalf), and all foreign or domestic governmental units (and all those acting for or on their behalf) are hereby stayed, restrained, and enjoined from:

- (a) Commencing or continuing any judicial, administrative, or other action or proceeding against the Debtors that could have been commenced before the Debtors' chapter 11 cases were commenced, or recovering a claim against the Debtors that arose before the commencement of the Debtors' chapter 11 cases;
- (b) Enforcing a judgment obtained before the commencement of the Debtors' chapter 11 cases against any of the Debtors or against property of any of the Debtors' estates;
- (c) Taking any action to obtain possession of property of the Debtors' estates or of property from the Debtors' estates;
- (d) Taking any action to create, perfect, or enforce any liens against property of the Debtors' estates;
- (e) Taking any action to create, perfect, or enforce any lien against property of the Debtors to the extent that such lien secures a claim that arose before the commencement of the Debtors' chapter 11 cases;
- (f) Taking any act to collect, assess, or recover a claim against the Debtors that arose before the commencement of the Debtors' chapter 11 cases;
- (g) Offsetting any debt owing to the Debtors that arose before the commencement of the Debtors' chapter 11 cases against any claim against the Debtors; and
- (h) Commencing or continuing a proceeding before the United States Tax Court concerning the Debtors' tax liability.

3. All persons and all foreign and domestic governmental units, and all those acting on their behalf, including sheriffs, marshals, constables, and other or similar law enforcement officers and officials are stayed, restrained, and enjoined from in any way, seizing, attaching, foreclosing upon, levying against, or in any other way interfering with, any and all of the property of any of the Debtors, wherever located.

4. This Order shall not affect the exceptions to the automatic stay contained in section 362(b) of the Bankruptcy Code or the right of any party in interest to seek relief from the automatic stay in accordance with section 362(d) of the Bankruptcy Code.

5. Pursuant to section 525(a) of the Bankruptcy Code, all governmental units are prohibited and enjoined from denying, revoking, suspending, or refusing to renew a license, permit, charter, franchise, or other similar grant to, condition such a grant to, or discriminate with respect to such a grant against, any of the Debtors solely because one or all of the Debtors (a) are debtors under the Bankruptcy Code, (b) may have been insolvent before the commencement of the Debtors' chapter 11 cases, or (c) may be insolvent during the pendency of the Debtors' chapter 11 cases.

6. The non-Debtor Global Affiliates have not filed for protection under chapter 11 of the Bankruptcy Code and may continue to operate their businesses, without regard to the provisions and restrictions of the Bankruptcy Code.

7. The form of notice, substantially in the form of the notice annexed as Exhibit A to the Motion, is approved.

8. The Debtors are authorized to cause the notice annexed as Exhibit A to the Motion to be translated into as many languages as may be deemed necessary and to distribute such notice as the Debtors deem appropriate.

9. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: \_\_\_\_\_, 2014  
White Plains, New York

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE