

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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 In re : Chapter 11
 :
 MPM Silicones, LLC, et al.,¹ : Case No. 14-22503 (RDD)
 :
 Debtors. : (Jointly Administered)
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**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’ global subsidiaries and affiliates who are not Debtors in these bankruptcy cases or other insolvency cases (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 by the Court on the Motion on the Motion on April 13, 2014; 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

¹ 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.



adequate 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, and to the fullest extent provided in, section 362(a) of the Bankruptcy Code, and subject to the other provisions of section 362 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, or to exercise control over 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.

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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: April 15, 2014
White Plains, New York

/s/Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE