

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
: :
MPM Silicones, LLC, et al.,¹ : Case No. 14-22503 (RDD)
: :
Debtors. : Jointly Administered
-----X

INTERIM ORDER: (A) ESTABLISHING CERTAIN NOTICE, CASE MANAGEMENT, AND ADMINISTRATIVE PROCEDURES AND OMNIBUS HEARING DATES; (B) AUTHORIZING THE DEBTORS TO PREPARE A CONSOLIDATED LIST OF CREDITORS IN LIEU OF MAILING MATRIX AND (C) AUTHORIZING DEBTORS TO ESTABLISH PROCEDURES FOR NOTIFYING CREDITORS OF COMMENCEMENT OF CASES

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 limiting notice and establishing case management and administrative procedures in the Debtors' chapter 11 cases; authorizing the Debtors to prepare a consolidated list of creditors in lieu of mailing matrix; and scheduling omnibus hearing dates and approving certain filing procedures; 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 due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided except as set forth herein; and it appearing that the relief requested by the Motion and granted herein is in the best interests of these estates, their creditors, and other parties-in-interest; and after due deliberation and sufficient cause appearing therefor, it is hereby

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.



ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is granted on an interim basis to the extent set forth herein.
2. Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.
3. The Case Management Procedures attached hereto as **Exhibit 1** are approved to the extent set forth herein and shall govern all applicable aspects of these chapter 11 cases, except as otherwise ordered by the Court.
4. The first three Omnibus Hearing Dates are scheduled on May 15, 2014 at 9:30 a.m., June 19, 2014 at 10:00 a.m. and July 18, 2014 at 10:00 a.m. All Omnibus Hearings shall be heard in Courtroom 118 at The United States Bankruptcy Court Southern District of New York, 300 Quarropas Street, White Plains, New York 10601.
5. The Debtors' Claims and Noticing Agent, Kurtzman Carson Consultants LLC ("**KCC**"), is authorized to establish a case website available at <http://www.kccllc.net/mpm> where, among other things, key dates and information about the Debtors' cases, including electronic copies of all pleadings filed in the Debtors' cases, may be posted to be viewed free of charge.
6. The Debtors shall satisfy the requirement under section 521(a)(1) of the Bankruptcy Code, Bankruptcy Rule 1007(a)(1) and Local Bankruptcy Rule 1007-1 that the List of Creditors be filed with the Court with the Debtors' chapter 11 petitions by furnishing the List of Creditors to the Claims Agent as soon as practicable after the Court enters an order authorizing the Debtors to retain the Claims Agent.

7. The Bankruptcy Rules and the Local Bankruptcy Rules shall continue to apply to all proceedings in these chapter 11 cases except to the extent that any provision of this Interim Order by its terms is superseded or is inconsistent with such rules.

8. The Debtors and KCC are authorized and empowered to take all actions necessary to implement the relief granted in this Interim Order.

9. The Notice of Commencement attached to the Motion as **Exhibit A** is approved.

10. The Debtors shall serve a copy of this Interim Order within three (3) business days after entry hereof upon the Master Service List and General Service List. Notice served pursuant to the preceding sentence shall be via first class mail, postage prepaid. Objections to the Motion on a final basis shall be filed and served as provided herein on or before May 8, 2014 at 5:00 p.m. New York time. If there are any timely objections to the Motion, the Court will hold the final hearing on the Motion on May 15, 2014 at 9:30 a.m. If no such objections are filed, the Debtors shall so inform chambers as provided herein and contemporaneously attach a final version of this Order to such email, and the Court may grant such relief without a hearing.

11. This Court retains jurisdiction with respect to all matters arising from or related to 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

EXHIBIT 1

CASE MANAGEMENT PROCEDURES

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
 In re : Chapter 11
 :
 MPM Silicones, LLC, et al.,¹ : Case No. 14-22503 (RDD)
 :
 Debtors. : (Joint Administration Pending)
 -----X

NOTICE, CASE MANAGEMENT AND ADMINISTRATIVE PROCEDURES

A. Notice Procedures

1. **Master Service List.** Except for those notices and related pleadings supplied by the Debtors pursuant to Bankruptcy Rules 2002(a)(1), 2002(a)(4), 2002(a)(7), 2002(b), 2002(d), 2002(f)(1), 2002(f)(2), 2002(f)(3) and 2002(f)(7), and unless otherwise provided by the Case Management Order or another order of this Court, every motion, application, complaint, objection, notice brief, memorandum, affidavit, declaration or other writing filed in these cases (including notices and order by the Court, but not including proofs of claim or proofs of interest) (collectively, the “**Filings**”) shall be served by e-mail (in electronic PDF format) upon the following parties (collectively, the “**Master Service List**”), except the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) shall be served only by regular U.S. mail, fax, or overnight delivery service:

- (a) the Debtors and their counsel;
- (b) the U.S. Trustee;

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.

- (c) counsel to any official committee appointed in the Debtors' chapter 11 cases (the "**Committee**");
- (d) the Debtors' fifty (50) largest creditors until the appointment of the Committee;
- (e) counsel to the administrative agent under the Debtors' postpetition credit agreement;
- (f) counsel to JPMorgan Chase Bank, N.A., as the administrative agent under the Debtors' prepetition secured credit agreements;
- (g) counsel to the indenture trustee for the 8.875% First-Priority Senior Secured Notes;
- (h) counsel to the indenture trustee for the 10% Senior Secured Notes;
- (i) counsel to the indenture trustee for the 9.0% / 9.5% Second-Priority Springing Lien Notes;
- (j) counsel to the indenture trustee for the 11.5% Senior Subordinated Notes;
- (k) counsel to GE Capital Equity, Inc.;
- (l) counsel to the Ad Hoc Group of Second Lien Noteholders;
- (m) counsel to Apollo Global Management, LLC and certain affiliated funds;
- (n) counsel to Momentive Performance Materials Holdings LLC;
- (o) any other federal, state, or local governmental agency to the extent required by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, or order of the Court; and
- (p) those persons who have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002.

2. In addition, any party whose interests are directly affected by a specific pleading shall be deemed to be included on the Master Service List for any such pleading.

3. **General Service List.**

- (a) Any creditor or party-in-interest who files a notice of appearance and a request for service of papers pursuant to Bankruptcy Rule 2002 (a "**Notice Request**") shall be deemed to have consented to

electronic service of papers. A valid Notice Request shall include: (a) the party's name and address; (b) the name of the client (unless the party is appearing solely on its own behalf); (c) an e-mail address at which the requesting party can be served; and (d) an address at which the requesting party may be served by United States mail, hand delivery and overnight delivery. Furthermore, the Debtors request that, notwithstanding Bankruptcy Rules 2002 and 9010(b), no Notice Request be deemed effective unless all of the foregoing requirements are satisfied. The Debtors or their Court-appointed claims and noticing agent (the "**Claims Agent**") shall be responsible for maintaining an updated list (the "**2002 List**") of those who have submitted proper notice requests.

- (b) Any individual or entity filing a Notice Request who does not maintain (and cannot practicably obtain) an email address and, thus, cannot receive service by email must include in its Notice Request a certification to that effect (the "**Certification**"). The Certification shall include a statement certifying that the individual or entity (a) does not maintain an e-mail address and (b) cannot practicably obtain an e-mail address at which the individual or entity could receive service by email. Such individual entity will thereafter receive paper service.
- (c) If a 2002 Notice Request fails to include an e-mail address or a Certification, the Debtors or their Claims Agent shall forward a copy of these Case Management Procedures to such party within ten (10) business days specifically requesting an e-mail address. If no e-mail address or no Certification is provided in response to such request, such party shall not be added to the 2002 List and shall not be served with copies of Court Filings filed in these cases unless such pleadings and/or documents directly affect such party.

4. **Maintenance of Service Lists.** On or about the first business day of each calendar month, the Claims Agent shall (a) file with the Court an updated copy of the Master Service List and the General Service List (together, the "**Monthly Service List**") and (b) serve the Monthly Service List by e-mail on the parties identified therein. The Claims Agent shall provide a copy of the most up-to-date version of the Monthly Service List to any party in interest requesting a copy of same, and shall maintain copies of such lists on its website at <http://www.kccllc.net/mpm>. A Motion shall be deemed served on the General Service List if it is

served upon the most recent Monthly Service List that has been filed with the Court as of the day prior to the date of service.

5. **Special Service Rules.** In addition to serving the parties on the Master Service List, pleadings or notices for which particular notice is required by Bankruptcy Rules 2002(a)(2), 2002(a)(3), 2002(a)(6), 4001, 6004, 6006, 6007 or 9019 shall be served by e-mail or United States first class mail on the parties identified on the Master Service List (and the General Service List if such Filing is a Motion) and on any person or entity known to have a particularized interest in the subject of the Filing, in accordance with the following procedures, unless otherwise authorized by this Court:

- (a) filings related to the use, sale, lease or abandonment of property other than in the ordinary course of business will be served on each entity asserting an interest in the property;
- (b) filings related to relief from, or otherwise related to, the automatic stay will be served on each entity asserting a lien or encumbrance on the affected property;
- (c) filings relating to the use of cash collateral or obtaining credit will be served on each adversely affected entity asserting an interest in the cash collateral or each adversely affected entity asserting a lien or other interest in property on which a lien is proposed to be granted;
- (d) filings relating to approval of proposed compromises or settlements under Bankruptcy Rule 9019 will be served on any entity that is a party to the compromise or settlement or which may be directly adversely affected thereby;
- (e) filings relating to rights under section 365 of the Bankruptcy Code will be served on each party to the executory contract(s) or unexpired lease(s) affected thereby;
- (f) filings relating to applications for payment of compensation or reimbursement of expenses shall be served on each professional person who is seeking payment of compensation or reimbursement of expenses and whose retention has been authorized by the Court in these cases; and

- (g) notice of other matters for which the Bankruptcy Rules specifically require notice to all parties-in-interest shall be served on all creditors, unless otherwise ordered by the Court.

6. **Service by Electronic Mail.** The parties on the Monthly Service List (other than the U.S. Trustee) shall be deemed to have consented to service by e-mail in these cases. Other than service of a summons and complaint in an adversary proceeding or documents filed under seal, which shall not be served by email. Service by email shall be subject to the following rules:

- (a) **Email Subject Line.** With respect to the service of any Filing, the subject line of the email shall include the following: (i) the Debtors' case name and consolidated case number (In re MPM Silicones, LLC, *et al.* – Case No. 14-22503); (ii) the name of the party serving such Filing; and (iii) the title of the Filing being served. If the title of the Filing is too long to fit within the subject line of the email, the subject line shall contain a shortened version of such title, and the text of the email shall contain the full name of such Filing.
- (b) **Email Attachments.** All Filings served by email shall include access to a computer file containing the entire document, including any proposed form of order and exhibits, attachments or other materials in PDF format. The relevant Filing shall either be attached to the email in the format specified above or the email shall contain a link to the Filing in such format.
- (c) **Alternative Service.** Notwithstanding the foregoing, if a party on the Master Service List is unable to serve a Filing by email due to technological difficulties (i.e., the electronic file is too large or the party's email system is not functioning at the time of service), service by such party, including those parties on the Master Service List, shall be adequate if by U.S. mail or hand or overnight delivery.

7. In addition, pleadings and other documents filed by the Debtors and other parties with the Court will be available on the Internet from (a) the Claims Agent's website (free of charge) at <http://www.kccllc.net/mpm>, or (b) at <http://www.nysb.uscourts.gov> (a PACER login and password are required to access the Court's PACER system). Upon request of any

party, the Debtors will provide copies of any filings in these cases at the expense of the requesting party.

B. Hearing Procedures

8. **Omnibus Hearing Dates**. The Court shall schedule regular omnibus hearings to consider all notices, motions, application and other requests for relief, all briefs, memoranda, affidavits, declarations, replies and other documents filed in support of such papers seeking relief, and all objections and responses to such request for relief (collectively, the "**Omnibus Hearings**"). Unless otherwise ordered by the Court for good cause shown, all Omnibus Hearings shall be scheduled in an available courtroom at The United States Bankruptcy Courthouse, 300 Quarropas Street, Room 248, White Plains, NY 10601.

9. The first three Omnibus Hearing Dates are scheduled on on May 15, 2014 at 9:30 a.m., June 19, 2014 at 10:00 a.m. and July 18, 2014 at 10:00 a.m. Omnibus hearings shall be regularly scheduled on a monthly basis thereafter in separate orders of the Court. All Omnibus Hearings shall be heard in Courtroom 118 at The United States Bankruptcy Court Southern District of New York, 300 Quarropas Street, White Plans, New York 10601.

C. General Motion Practice

10. The following procedures shall be followed for motions and objections generally, except those filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code:

- (a) **Ordinary Scheduling Procedures**. Any motion, other than fee applications, shall be filed and served at least 14 calendar days prior to an Omnibus Hearing in order to be heard at that hearing, not taking into account Bankruptcy Rule 9006(f). If a motion is to be served by U.S. Mail only, it must be filed and served at least 17 days prior to the Omnibus Hearing.
- (b) **Service**. Each motion shall be served in accordance with the provisions of the Bankruptcy Rules, the Local Bankruptcy Rules

and the Case Management Order, with a hard copy to Chambers. In addition, each motion shall state in the upper right-hand corner of its caption the objection date and time for the motion and the hearing date and time for the motion.

- (c) **Objections.** Any objection to a motion (an “**Objection**”) shall be filed and served, with a hard copy to Chambers, no later than 4:00 p.m. (ET) on the earlier of (i) ten (10) days after the date of the filing of a Motion (13 days if the motion is served by regular U.S. Mail) or (ii) the date that is five (5) days prior to the date of the Omnibus Hearing at which the motion is scheduled to be heard. The movant and objecting party may mutually agree to extend such deadline; provided, however, that an Objection shall not be filed, with a hand copy to Chambers, later than 4:00 p.m. (ET) on the date that is two business days prior to the date of the Omnibus Hearing. The Objection shall be served upon the movant, the parties on the Master Service List and such parties upon whom the motion was required to be served pursuant to the Case Management Order. The Objection deadline may be extended without further order of the Court upon the consent of the entity filing the original motion.
- (d) **Certificate of No Objection.** If no Objection(s) is filed and served in a timely fashion, the movant may submit, by email, to Chambers at least one day before the scheduled hearing, an order granting the relief requested in the motion to the Court along with a Certificate of No Objection (“**CNO**”) stating that no Objection has been filed or served on the movant, and a copy of the motion including exhibits. By filing the CNO, counsel for the movant is representing to the Court that the movant is unaware of any Objection to the motion and that counsel has reviewed the Court’s docket and no Objection appears thereon. Upon receipt of the CNO, the Court may enter the order submitted with the CNO without conducting a hearing.
- (e) **Replies.** If an Objection is filed, the movant or another interested party may file and serve a reply to the Objection, with a hard copy to Chambers, by no later than 12:00 p.m. (ET) on the business day prior to the date of the Omnibus Hearing..
- (f) **Affidavits of Service.** With respect to all Filings, an appropriate affidavit of service indicating the party serving the Filing, the parties on which the Filing was served and the date and manner of service shall be filed with the Court within three (3) business days of such service. Parties may certify in an affidavit of service that they have served the Filing on a Monthly Service List by referencing such list and the date thereof in an affidavit of service.

Such reference shall obviate the need to attach such Monthly Service Lists or the addresses included therein to the affidavit of service. All other parties not on such list who have been served shall be identified by name and service address.

11. **Motion Practice for Lift Stay Actions.** Motions filed by non-debtor parties seeking relief pursuant to section 362 (“**362 Motion**”) of the Bankruptcy Code and objections thereto shall be governed by the following procedures:

- (a) **Filing.** Any 362 Motion shall be filed and served at least 20 days prior to an Omnibus Hearing to be heard initially at such hearing.
- (b) **Service of 362 Motions.** Each 362 Motion shall be served in accordance with the Bankruptcy Rules, the Local Bankruptcy Rules and the provisions of the Case Management Order.
- (c) **Schedule of Hearing.** If the Omnibus Hearing at which such 362 Motion is heard is more than 30 days after the date of service of the 362 Motion, the movant shall be deemed to have consented to the continuation of the automatic stay pursuant to section 362(e) of the Bankruptcy Code until such Omnibus Hearing. If parties agree to adjourn a hearing on a 362 Motion, any such adjournment shall constitute consent to the continuation of the automatic stay pursuant to section 362(e) of the Bankruptcy Code.
- (d) **Objections to 362 Motions.** Any Objections to a 362 Motion shall be filed and served, with a hard copy to Chambers, no later than 4:00 p.m. (ET) on the date that is five (5) days prior to the date of the Omnibus Hearing at which the motion is scheduled to be heard.
- (e) **362 Waivers.** To prevent the expiration of the 60-day period set forth in section 362(e)(2) of the Bankruptcy Code, the Debtors or any party objecting to the 362 Motion may file a motion with the Court on shortened notice, which shall be no less than three (3) business days, seeking the entry of an order by the Court containing findings extending such period for cause, and a hearing will be scheduled promptly on such motion.

12. **Request for Emergency Hearings or Shortening of Time.** Nothing herein shall prejudice (a) the rights of any party-in-interest to move the Court to further limit or expand notice of such matters and proceedings upon a showing of good cause, including, but not

limited to, the right to file a motion seeking emergency ex parte consideration or consideration upon shortened time, or (b) the rights of any party to seek an enlargement or reduction of a time period under Bankruptcy Rule 9006(b) or 9006(c).

13. **Bridge Orders Not Required in Certain Circumstances.** Pursuant to Local Bankruptcy Rule 9006-2, when a motion to extend time to take any action is filed before the expiration of the period prescribed by the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules, or order of the Court, the time shall be automatically extended until the Court acts on the motion, as long as the movant files the motion with a return date that is no later than fourteen (14) days after the filing of such motion.

14. **Hearing Agenda.** The Debtors shall file a hearing agenda (the "**Agenda**") with the Court and serve on the Master Service List a proposed hearing agenda no later than noon (ET), two (2) business days prior to any Omnibus Hearing Date. The Agenda will include, to the extent known by Debtors' counsel: (a) the docket number and title of each matter to be scheduled for hearing on such Omnibus Hearing, including the initial filing and any responses, replies or documents related thereto; (b) whether the matters are contested or uncontested; (c) whether the matters have settled or are proposed to be continued; (d) other comments that will assist the Court; and (e) a suggestion for the order in which the matters should be addressed. The Debtors will file an amended Agenda to reflect any changes to the Agenda any time prior to an Omnibus Hearing Date.

15. **Telephonic Appearances at Hearings.** If a party desires to participate in a hearing by telephone, such party must request permission from Chambers by e-mail (rdd.chambers@nysb.uscourts.gov) at least two (2) business days prior to the scheduled hearing, and should be prepared to provide the following information: (a) name of party that the attorney

is representing; (b) the motion on which the attorney intends to argue; and (c) the reason that a telephonic appearance is necessary. If Chambers permits telephonic participation, the party participating telephonically must arrange such telephonic participation with Court Call and adhere to the procedures for telephonic participation applicable in the Court. Those parties participating by telephone may not use speakerphones, unless first authorized by the Court; by reason of technical limitations of the equipment and the way speakerphones disrupt proceedings in the courtroom, speakerphone authorizations usually will not be granted. Parties participating by telephone must put their phones on “mute” except when they need to be heard. Parties so participating are not to put their phones on “hold” in any circumstances.

D. Additional Case Management Procedures

16. **Adversary Proceedings.** Notwithstanding anything to the contrary herein, the prosecution of any adversary proceedings commenced in these chapter 11 cases shall be subject to the Court’s general case management procedures for adversary proceedings or any separate case management and scheduling orders entered with respect to such adversary proceedings. The parties on the Master Service List shall be entitled to service of all Filings in any adversary proceeding.

17. **Modifications of the Case Management Procedures.** Nothing in the Case Management Order shall prejudice the rights of any party-in-interest to seek an amendment or waiver of the provisions of the Case Management Procedures upon a showing of good cause.

18. **Computation of Time.** Unless otherwise specified, all time periods referenced in this Motion will be calculated in accordance with Bankruptcy Rule 9006(a).