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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.,¹ : Case No. 14-22503 (RDD)
 :
 :
Debtors. : (Jointly Administered)
-----X

**NOTICE OF REVISED PROPOSED FINAL ORDER AUTHORIZING
PAYMENT OF SALES, USE AND OTHER TAXES AND REGULATORY FEES**

PLEASE TAKE NOTICE THAT on April 13, 2014, the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) filed the *Debtors’ Motion Pursuant to Sections 105(a), 363(b), 507(a)(8) and 541 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004 for Interim and Final Orders Authorizing Payment of Sales, Use and Other Taxes and Regulatory Fees* (the “**Motion**”) [Docket No. 8], to which a proposed final order granting the relief requested in the Motion was attached as Exhibit B (the “**Proposed Final**

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.



Order”). An order granting the relief requested in the Motion on an interim basis was entered on April 15, 2014 [Docket No. 31].

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit A is a revised Proposed Final Order (the “**Revised Proposed Final Order**”). A blackline of the Revised Proposed Final Order showing changes from the Proposed Final Order is attached hereto as Exhibit B.

PLEASE TAKE FURTHER NOTICE that a hearing (the “**Hearing**”) on the Revised Proposed Final Order has been scheduled for May 15, 2014 at 9:30 a.m. (EDT) before the Honorable Robert D. Drain, United States Bankruptcy Judge, in Courtroom 118 at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601.

PLEASE TAKE FURTHER NOTICE that if you wish to be heard with respect to any of the foregoing matters, you must attend the Hearing. The Hearing may be adjourned from time to time in open court.

PLEASE TAKE FURTHER NOTICE that if you would like to receive copies of the Motion or the Revised Proposed Final Order, (a) you may access such documents online from either the Bankruptcy Court’s electronic case filing system located at www.nysb.uscourts.gov or the website of the Debtors’ proposed claims agent at <http://kccllc.net/mpm>, or (b) you may contact Andrew S. Mordkoff, Esq., at Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, by telephone at (212) 728-8000.

WHEREFORE, the Debtors respectfully request that the Revised Proposed Final
Order be entered at the earliest convenience of the Court.

Dated: May 12, 2014
New York, New York

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

By: /s/ Matthew A. Feldman
Matthew A. Feldman
Rachel C. Strickland
Jennifer J. Hardy

787 Seventh Avenue
New York, New York 10019
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Facsimile: (212) 728-8111

EXHIBIT A

Revised Proposed Final Order

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)
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**FINAL ORDER AUTHORIZING PAYMENT OF SALES,
USE AND OTHER TAXES AND REGULATORY FEES**

Upon the motion (the “**Motion**”) of the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) for a final order, pursuant to sections 105(a), 363(b), 507(a)(8) and 541 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), authorizing, but not directing, the Debtors to pay prepetition amounts owing in respect of prepetition sales, use and other taxes and regulatory fees [Docket No. 8]; and the Court having entered the *Interim Order Authorizing Payment of Sales, Use and Other Taxes and Regulatory Fees* [Docket No. 31] (the “**Interim Order**”); and upon consideration of the Motion and all of the pleadings related thereto, including 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 and the Interim Order having been given; and it appearing that no other or further notice need be provided; and upon the record at the interim and final hearings before the Court on the Motion on April 14, 2014 and May 15,

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2014; and it appearing that the relief requested by the Motion and granted herein is in the best interests of the Debtors' estates, their creditors and other parties-in-interest, provides a net benefit to the Debtors' estates after taking into account the priority scheme of the Bankruptcy Code; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is granted on a final basis to the extent set forth herein.
2. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.
3. The Debtors are authorized, but not directed, to remit all amounts owed for prepetition Trust Fund Taxes, Regulatory Fees, Other Taxes and Property Taxes to the Applicable Authorities, in accordance with the Debtors' prepetition practice, including, but not limited to, the remittance of appropriate amounts and administrative costs to the Third-Party Payor.
4. The Debtors' banks are authorized and directed to honor prepetition wire transfer requests and checks issued by the Debtors to the Tax Payment Recipients in payment of prepetition Taxes that, as of the Petition Date, have not cleared or been transferred. The Debtors will provide the banks with a list of outstanding prepetition checks or wire transfers with respect to the Taxes within two (2) business days of the entry of the order authorizing such payments. To the extent the Debtors have not yet sought to remit payment to the Tax Payment Recipients, the Debtors are authorized, but not directed, to issue checks or provide for other means of payment to the Tax Payment Recipients, to the extent necessary to pay the Taxes.
5. In no event shall the Debtors pay any Taxes or Regulatory Fees to the Applicable Authorities before such amounts are due and payable and nothing in this Final Order

shall be deemed to allow the Debtors to accelerate payment of any amounts that may become due and owing by the Debtors.

6. Nothing in this Final Order or the Motion shall be construed as impairing or prejudicing the Debtors' rights to contest the amount, classification or allowability of any Taxes asserted in these cases.

7. Authorization to pay prepetition Taxes shall not create any additional obligation on the part of the Debtors or their officers, directors, attorneys or agents to pay such Taxes, and nothing in this order shall be deemed to increase, reclassify, elevate to administrative expense or priority status or otherwise affect the prepetition Taxes to the extent they are not paid.

8. Notwithstanding anything to the contrary contained herein, any payment to be made, and any authorization contained hereunder, shall be subject to the requirements imposed on the Debtors under the Debtors' postpetition financing agreements (the "**DIP Loan Agreements**") and any order governing the Debtors' use of cash collateral and entry into the DIP Loan Agreements (such order, the "**DIP Financing Order**") and nothing herein shall alter the rights of the secured parties under the DIP Financing Order or DIP Loan Agreements. To the extent of any conflict between the terms of this Order and the terms of the DIP Financing Order, the terms of the DIP Financing Order shall govern.

9. Notwithstanding any applicability of Bankruptcy Rule 6004(h), this Final Order shall be immediately effective and enforceable upon its entry.

10. This Court shall retain jurisdiction with respect to any and all matters arising from or relating to the implementation or interpretation of this Final Order.

Dated: _____, 2014
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Blackline

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~~ (~~22503~~ (RDD))
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Debtors. : (Jointly Administered)
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**FINAL ORDER AUTHORIZING PAYMENT OF SALES,
USE AND OTHER TAXES AND REGULATORY FEES**

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2014; and it appearing that the relief requested by the Motion and granted herein is in the best interests of the Debtors' estates, their creditors and other parties-in-interest, provides a net benefit to the Debtors' estates after taking into account the priority scheme of the Bankruptcy Code; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is granted on a final basis to the extent set forth herein.
2. ~~1.~~ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.
3. ~~2.~~ The Debtors are authorized, but not directed, to remit all amounts owed for prepetition Trust Fund Taxes, Regulatory Fees, Other Taxes and Property Taxes to the Applicable Authorities, in accordance with the Debtors' prepetition practice, including, but not limited to, the remittance of appropriate amounts and administrative costs to the Third-Party Payor.
4. ~~3.~~ The Debtors' banks are authorized and directed to honor prepetition wire transfer requests and checks issued by the Debtors to the Tax Payment Recipients in payment of prepetition Taxes that, as of the Petition Date, have not cleared or been transferred. The Debtors will provide the banks with a list of outstanding prepetition checks or wire transfers with respect to the Taxes within two (2) business days of the entry of the order authorizing such payments. To the extent the Debtors have not yet sought to remit payment to the Tax Payment Recipients, the Debtors are authorized, but not directed, to issue checks or provide for other means of payment to the Tax Payment Recipients, to the extent necessary to pay the Taxes.
5. In no event shall the Debtors pay any Taxes or Regulatory Fees to the Applicable Authorities before such amounts are due and payable and nothing in this Final Order

shall be deemed to allow the Debtors to accelerate payment of any amounts that may become due and owing by the Debtors.

6. ~~4.~~ Nothing in this Final Order or the Motion shall be construed as impairing or prejudicing the Debtors' rights to contest the amount, classification or allowability of any Taxes asserted in these cases.

7. ~~5.~~ Authorization to pay prepetition Taxes shall not create any additional obligation on the part of the Debtors or their officers, directors, attorneys or agents to pay such Taxes, and nothing in this order shall be deemed to increase, reclassify, elevate to administrative expense or priority status or otherwise affect the prepetition Taxes to the extent they are not paid.

8. ~~6.~~ Notwithstanding anything to the contrary contained herein, any payment to be made, and any authorization contained hereunder, shall be subject to the requirements imposed on the Debtors under the Debtors' postpetition financing agreements (the "**DIP Loan Agreements**") and any order governing the Debtors' use of cash collateral and entry into the DIP Loan Agreements (such order, the "**DIP Financing Order**") and nothing herein shall alter the rights of the secured parties under the DIP Financing Order or DIP Loan Agreements. To the extent of any conflict between the terms of this Order and the terms of the DIP Financing Order, the terms of the DIP Financing Order shall govern.

9. ~~7. Bankruptcy Rule 6004(a) is waived for the purposes of the Motion, and notwithstanding~~ Notwithstanding any applicability of Bankruptcy Rule 6004(h), this Final Order shall be immediately effective and enforceable upon its entry.

10. ~~8.~~ This Court shall retain jurisdiction with respect to any and all matters arising from or relating to the implementation or interpretation of this Final Order.

Dated: _____, 2014
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE