

Matthew A. Feldman  
Rachel C. Strickland  
Jennifer J. Hardy  
WILLKIE FARR & GALLAGHER LLP  
787 Seventh Avenue  
New York, New York 10019  
Telephone: (212) 728-8000  
Facsimile: (212) 728-8111

*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. 14-22503 (RDD)  
:   
Debtors. : (Jointly Administered)  
-----X

**NOTICE OF REVISED PROPOSED FINAL ORDER  
AUTHORIZING DEBTORS TO HONOR CERTAIN PREPETITION  
OBLIGATIONS TO CUSTOMERS AND TO CONTINUE CUSTOMER PROGRAMS**

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 for Interim and Final Orders Authorizing Debtors to Honor Certain Prepetition Obligations to Customers and to Continue Customer Programs* (the “**Motion**”) [Docket No. 7], to which a final proposed order granting the relief requested in the Motion was attached as Exhibit B (the

<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.



**“Proposed Final Order”**). An order granting the relief requested in the Motion on an interim basis was entered on April 15, 2014 [Docket No. 33].

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](http://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  
Telephone: (212) 728-8000  
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.,<sup>1</sup> : Case No. 14-22503 (RDD)  
 :  
 :  
Debtors. : Jointly Administered  
-----X

**FINAL ORDER AUTHORIZING DEBTORS TO HONOR CERTAIN PREPETITION OBLIGATIONS TO CUSTOMERS AND TO CONTINUE CUSTOMER PROGRAMS**

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), 1107(a) and 1108(b) of title 11 of the United States Code (the “**Bankruptcy Code**”), authorizing the Debtors, in their discretion, to perform their prepetition obligations related to the Customer Programs (as defined in the Motion) in the ordinary course of business [Docket No. 7]; and the Court having entered the *Interim Order Authorizing Debtors to Honor Certain Prepetition Obligations to Customers and to Continue Customer Programs* [Docket No. 33] (the “**Interim Order**”); and upon consideration of the Motion and all 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 of the hearings held by the Court on the interim and final relief sought in the Motion on April 14, 2014 and May 15, 2014;

---

<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.

and it appearing that the relief requested by the Motion is in the best interests of these estates, their creditors and other parties-in-interest and provides a net benefit to the Debtors' estates after taking into account the priority scheme of the Bankruptcy Code; and it appearing that the requirements of Rule 6003 of the Federal Rules of Bankruptcy Procedure have been satisfied; 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.
1. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.
2. The Debtors are authorized, in their discretion and in the ordinary course of business, to honor and perform all obligations in respect of the Customer Programs, without regard to whether the Debtors' obligations under the Customer Programs arose before or after the Petition Date; provided, however, that in no event shall the Debtors pay any amounts before such amounts are due and payable, and this Final Order shall not be deemed to allow the Debtors to accelerate payment of any amounts that may become due and owing by the Debtors.
3. The Debtors are authorized, but not directed, to continue, renew, replace, modify and/or terminate the Customer Programs as they deem appropriate, in their discretion, and in the ordinary course of business, without further application to the Court.
4. The Banks are authorized and directed to receive, honor, process and pay, to the extent of funds on deposit, any and all checks or electronic funds transfers drawn on the Debtors' bank accounts relating to the Customer Programs, including those checks or electronic funds transfers that have not cleared the Banks as of the Petition Date.

5. Nothing contained in this order shall be deemed to increase, reclassify, elevate to an administrative expense status or otherwise affect the performance, payments or credits provided under the Customer Programs to the extent they are not satisfied.

6. The relief granted herein shall not constitute an approval or assumption of the Customer Programs or any agreement or policy pursuant to section 365 of the Bankruptcy Code.

7. 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.

8. The requirement of Bankruptcy Rule 6004(h) is waived.

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

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

**FINAL ORDER AUTHORIZING DEBTORS TO HONOR CERTAIN PREPETITION OBLIGATIONS TO CUSTOMERS AND TO CONTINUE CUSTOMER PROGRAMS**

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), 1107(a) and 1108(b) of title 11 of the United States Code (the “**Bankruptcy Code**”), authorizing the Debtors, in their discretion, to perform their prepetition obligations related to the Customer Programs (as defined in the Motion) in the ordinary course of business [\[Docket No. 7\]](#); [and the Court having entered the \*Interim Order Authorizing Debtors to Honor Certain Prepetition Obligations to Customers and to Continue Customer Programs\* \[Docket No. 33\] \(the “\*\*Interim Order\*\*”\)](#); and upon consideration of the Motion and all 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 of the hearings held by the Court on the interim and final relief sought in the Motion on April 14, 2014 and May 15, 2014;](#)

<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.

and it appearing that the relief requested by the Motion is in the best interests of these estates, their creditors and other parties-in-interest and provides a net benefit to the Debtors' estates after taking into account the priority scheme of the Bankruptcy Code; and it appearing that the requirements of Rule 6003 of the Federal Rules of Bankruptcy Procedure have been satisfied- ~~because the relief granted herein is necessary to avoid immediate and irreparable harm to the Debtors' estates~~; 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.
1. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.
2. The Debtors are authorized, in their discretion and in the ordinary course of business, to honor and perform all obligations in respect of the Customer Programs, without regard to whether the Debtors' obligations under the Customer Programs arose before or after the Petition Date; provided, however, that in no event shall the Debtors pay any amounts before such amounts are due and payable, and this Final Order shall not be deemed to allow the Debtors to accelerate payment of any amounts that may become due and owing by the Debtors.
3. The Debtors are authorized, but not directed, to continue, renew, replace, modify and/or terminate the Customer Programs as they deem appropriate, in their discretion, and in the ordinary course of business, without further application to the Court.
4. The Banks are authorized and directed to receive, honor, process and pay, to the extent of funds on deposit, any and all checks or electronic funds transfers drawn on the Debtors' bank accounts relating to the Customer Programs, including those checks or electronic funds transfers that have not cleared the Banks as of the Petition Date.

5. Nothing contained in this order shall be deemed to increase, reclassify, elevate to an administrative expense status or otherwise affect the performance, payments or credits provided under the Customer Programs to the extent they are not satisfied.

6. The relief granted herein shall not constitute an approval or assumption of the Customer Programs or any agreement or policy pursuant to section 365 of the Bankruptcy Code.

7. 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.

8. The requirement of Bankruptcy Rule 6004(h) is waived.

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

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

---

THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE