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*Attorneys for U.S. Bank National Association,
solely in its capacity as Trustee*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
MPM Silicones, LLC, <i>et al.</i> ,	:	Case No. 14-22503 (RDD)
	:	
Debtors.	:	(Jointly Administered)
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**JOINDER OF U.S. BANK NATIONAL ASSOCIATION AS INDENTURE TRUSTEE IN
THE OBJECTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
TO THE DEBTORS' MOTION TO OBTAIN POSTPETITION FINANCING, USE CASH
COLLATERAL, AND GRANT ADEQUATE PROTECTION TO THE PREPETITION
SECURED LENDERS**

U.S. Bank, N.A., as indenture trustee under the indenture dated December 4, 2006, among Momentive Performance Materials Inc., the Guarantors named in the Indenture, and Wells Fargo Bank, N.A., as initial trustee, governing the 11.5% Senior Subordinated Notes due 2016 (“U.S. Bank”), by and through undersigned counsel, hereby joins in the Official Committee of Unsecured Creditors’ Objection (the “Committee’s Objection,” Dkt No. 204) to (i) the Debtors’ motion seeking final authorization to, among other things, obtain postpetition financing, use cash collateral, and grant certain adequate protection (Dkt No. 13) and (ii) the Debtors’ proposed form of final order granting the DIP Financing Motion (Dkt No. 198, Ex. A) (together, the “Debtors’ Motions”). U.S. Bank (a) hereby joins in the Committee’s Objection and (b) reserves all rights to be heard before this Court with respect to the subject matter of the Committee’s Objection to the Debtors’ Motions.

WHEREFORE, U.S. Bank respectfully requests that the Court enter an order denying the Debtors' Motion consistent with the Committee's Objection

Dated: New York, New York
May 15, 2014

QUINN EMANUEL URQUHART
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