

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, : Case No. 14-\_\_\_\_\_ ( )  
: :  
Debtor. :  
-----X

-----X  
In re : Chapter 11  
: :  
Juniper Bond Holdings I LLC, : Case No. 14-\_\_\_\_\_ ( )  
: :  
Debtor. :  
-----X

-----X  
In re : Chapter 11  
: :  
Juniper Bond Holdings II LLC, : Case No. 14-\_\_\_\_\_ ( )  
: :  
Debtor. :  
-----X

-----X  
In re : Chapter 11  
: :  
Juniper Bond Holdings III LLC, : Case No. 14-\_\_\_\_\_ ( )  
: :  
Debtor. :  
-----X

-----X  
In re : Chapter 11  
: :  
Juniper Bond Holdings IV LLC, : Case No. 14-\_\_\_\_\_ ( )  
: :  
Debtor. :  
-----X



-----X		
In re	:	Chapter 11
	:	
Momentive Performance Materials China SPV Inc.,	:	Case No. 14-_____ ( )
	:	
Debtor.	:	
-----X		
In re	:	Chapter 11
	:	
Momentive Performance Materials Holdings Inc.,	:	Case No. 14-_____ ( )
	:	
Debtor.	:	
-----X		
In re	:	Chapter 11
	:	
Momentive Performance Materials Inc.,	:	Case No. 14-_____ ( )
	:	
Debtor.	:	
-----X		
In re	:	Chapter 11
	:	
Momentive Performance Materials Quartz, Inc.,	:	Case No. 14-_____ ( )
	:	
Debtor.	:	
-----X		
In re	:	Chapter 11
	:	
Momentive Performance Materials South America Inc.,	:	Case No. 14-_____ ( )
	:	
Debtor.	:	
-----X		
In re	:	Chapter 11
	:	
Momentive Performance Materials USA Inc.,	:	Case No. 14-_____ ( )
	:	
Debtor.	:	
-----X		
In re	:	Chapter 11
	:	
Momentive Performance Materials Worldwide Inc.,	:	Case No. 14-_____ ( )
	:	
Debtor.	:	
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**DEBTORS' MOTION FOR ORDER AUTHORIZING  
JOINT ADMINISTRATION PURSUANT TO RULE 1015  
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”)<sup>1</sup> hereby move for entry of an order, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), directing the joint administration of the Debtors’ chapter 11 cases (the “**Motion**”). In support of the Motion, the Debtors rely upon and incorporate by reference the Declaration of William H. Carter, Chief Financial Officer of Momentive Performance Materials Inc., in Support of Chapter 11 Petitions and First Day Pleadings (the “**First Day Declaration**”), which was filed with this Court concurrently herewith. In further support of the Motion, the Debtors, by and through their undersigned proposed counsel, respectfully represent:

**BACKGROUND**

1. On the date hereof (the “**Petition Date**”), MPM Silicones, LLC and each of the other Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors intend to continue in the possession of their respective properties and the management of their respective businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. As of the date hereof, no trustee, examiner or official committee has been appointed in any of the Debtors’ cases.

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<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.

2. The events leading up to the Petition Date and the facts and circumstances supporting the relief requested herein are set forth in the First Day Declaration.

### **JURISDICTION**

3. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of these cases and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief requested herein is Bankruptcy Rule 1015(b).

### **RELIEF REQUESTED**

4. By this Motion, the Debtors hereby seek the entry of an order, pursuant to Bankruptcy Rule 1015(b), directing the consolidation of the Debtors' chapter 11 cases for procedural purposes only. Bankruptcy Rule 1015(b) provides that if "two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b).

5. The Debtors believe that it would be most practical, expedient and efficient for the administration of these chapter 11 cases if the Court were to authorize their joint administration. Each of the Debtors is a co-obligor under the Debtors' prepetition credit facilities and/or prepetition notes, either as borrowers or guarantors. The Debtors anticipate that practically all of the motions, hearings and matters involved in these chapter 11 cases will affect all of the Debtors. If approved, joint administration will reduce costs, facilitate administrative efficiency and avoid procedural problems otherwise attendant to the administration of separate but related chapter 11 cases. Moreover, as the relief sought herein is procedural and not intended to affect any substantive rights, no party will be prejudiced by the relief requested herein.

6. The Debtors request that one file and one docket be maintained for all of the jointly administered cases under the case of MPM Silicones, LLC. In addition, the Debtors propose that all pleadings relating to the Debtors' cases contain the following joint caption:

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

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7. The Debtors also request that all original pleadings be captioned as indicated in the preceding paragraph and all original docket entries shall be made in the case MPM Silicones, LLC, Case No. 14- \_\_\_\_\_(\_\_\_\_), and that a docket entry be made in the other Debtors' chapter 11 cases substantially as follows:

“An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of MPM Silicones, LLC and its affiliates that have concurrently commenced chapter 11 cases. The docket in the chapter 11 case of MPM Silicones, LLC, Case No. 14- \_\_\_\_\_ (\_\_\_\_) should be consulted for all matters affecting this case.”

8. The Debtors also seek authority to file the monthly operating reports required by the Operating Guidelines and Financial Reporting Requirements (the “**Guidelines**”) promulgated by the office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) on a consolidated basis. Nevertheless, the Debtors will maintain separate disbursement reports.

9. The Debtors submit that filing the monthly operating reports required by the Guidelines promulgated by the U.S. Trustee on a consolidated basis will further

administrative economy and efficiency without prejudice to any party in interest and would accurately reflect the Debtors' consolidated business operations and financial affairs.

**NOTICE**

10. Notice of this Motion will be given to: (a) the United States Trustee for the Southern District of New York; (b) the Debtors' fifty (50) largest unsecured creditors on a consolidated basis; (c) counsel to JPMorgan Chase Bank, N.A., as the administrative agent under the Debtors' prepetition secured credit agreements; (d) counsel to the administrative agent under the Debtors' postpetition credit agreement; (e) counsel to the indenture trustee for the 8.875% First-Priority Senior Secured Notes; (f) counsel to the indenture trustee for the 10% Senior Secured Notes; (g) counsel to the indenture trustee for the 9.0% / 9.5% Second-Priority Springing Lien Notes; (h) counsel to the indenture trustee for the 11.5% Senior Subordinated Notes; (i) counsel to GE Capital Equity, Inc.; (j) counsel to the Ad Hoc Group of Second Lien Noteholders; (k) counsel to Apollo Global Management, LLC and certain affiliated funds; and (l) counsel to Momentive Performance Materials Holdings LLC. The Debtors submit that, under the circumstances, no other or further notice is required.

11. No previous motion for the relief requested herein has been made to this or to any other court.

**CONCLUSION**

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto as Exhibit A, granting the relief requested in the Motion and such other and further relief for the Debtors as may be just or proper.

Dated: April 13, 2014  
New York, New York

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

By: /s/ Jennifer J. Hardy  
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**

**Proposed Order**



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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Debtor. :  
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: :  
Debtor. :  
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In re : Chapter 11  
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Juniper Bond Holdings III LLC, : Case No. 14-\_\_\_\_\_ ( )  
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Debtor. :  
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In re : Chapter 11  
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Juniper Bond Holdings IV LLC, : Case No. 14-\_\_\_\_\_ ( )  
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Debtor. :  
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In re : Chapter 11  
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Momentive Performance Materials China SPV Inc., : Case No. 14-\_\_\_\_\_ ( )  
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Debtor. :  
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In re : Chapter 11  
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Momentive Performance Materials Holdings Inc., : Case No. 14-\_\_\_\_\_ ( )  
: :  
Debtor. :  
-----X

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 In re : Chapter 11  
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 Momentive Performance Materials Inc., : Case No. 14-\_\_\_\_\_ ( )  
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 Debtor. :  
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-----X  
 In re : Chapter 11  
 :  
 Momentive Performance Materials Quartz, Inc., : Case No. 14-\_\_\_\_\_ ( )  
 :  
 Debtor. :  
 -----X

-----X  
 In re : Chapter 11  
 :  
 Momentive Performance Materials South America : Case No. 14-\_\_\_\_\_ ( )  
 Inc., :  
 :  
 Debtor. :  
 -----X

-----X  
 In re : Chapter 11  
 :  
 Momentive Performance Materials USA Inc., : Case No. 14-\_\_\_\_\_ ( )  
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 Debtor. :  
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-----X  
 In re : Chapter 11  
 :  
 Momentive Performance Materials Worldwide Inc., : Case No. 14-\_\_\_\_\_ ( )  
 :  
 Debtor. :  
 -----X

**ORDER DIRECTING JOINT  
ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Upon the motion (the “**Motion**”) of the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”)<sup>1</sup> for entry of an order, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), authorizing the joint administration of the Debtors’ chapter 11 cases; 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 having been given; and it appearing that no other or further notice need be provided; 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 after due deliberation 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. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.
3. The above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under Case No. 14-\_\_\_\_\_ (\_\_\_\_) in accordance with Bankruptcy Rule 1015(b).

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<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.

4. The joint caption of the Debtors' cases shall read as follows:

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

```

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

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5. All original pleadings shall be captioned as indicated in the preceding decretal paragraph and all original docket entries shall be made in the case of MPM Silicones, LLC, Case No. 14-\_\_\_\_\_ ( ).

6. A docket entry shall be made in the other Debtors' chapter 11 cases substantially as follows:

“An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of MPM Silicones, LLC and its affiliates that have concurrently commenced chapter 11 cases. The docket in the chapter 11 case of MPM Silicones, LLC, Case No. 14-\_\_\_\_\_ ( ) should be consulted for all matters affecting this case.”

7. The Debtors shall be permitted to file the monthly operating reports required by the Guidelines on a consolidated basis, provided, however, that the Debtors shall track and report disbursements on a Debtor by Debtor basis.

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

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

\_\_\_\_\_  
THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE