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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-\_\_\_\_\_ ( )  
 :  
 : Debtors. : (Joint Administration Pending)  
-----X

**DEBTORS’ MOTION FOR 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**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) submit this motion (the “**Motion**”) for entry of an order under section 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2002 and 9007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rules 2002-2 and 9006-2 of 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.



Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), and the General Order on Electronic Means for Filing, Signing and Verification of Documents, M-399, dated May 17, 2010 (“**General Order M-399**”) limiting notice and establishing case management and administrative procedures in the Debtors’ chapter 11 cases, scheduling omnibus hearing dates, approving certain filing procedures, authorizing the Debtors to prepare a consolidated list of creditors in lieu of mailing matrix and establishing certain notice procedures for notifying creditors about the commencement of these cases. 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. (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 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.

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 under 28 U.S.C. § 157(b). Venue of these cases and

this Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are section 105(a) of the Bankruptcy Code, Bankruptcy Rules 2002 and 9007, Local Bankruptcy Rules 2002-2 and 9006-2 and General Order M-399.

**RELIEF REQUESTED**

4. By this Motion, the Debtors request the entry of an order: (a) limiting notice and establishing case management and administrative procedures (the “**Case Management Procedures**”) in these cases; (b) directing that all matters be heard at regular monthly hearings to be scheduled in advance and approving certain filing procedures; (c) authorizing the Debtors to prepare a consolidated list of creditors in lieu of mailing matrix; and (d) authorizing the Debtors to establish procedures for notifying creditors of the commencement of these cases. The Debtors further request that, in the event of any conflict between the Case Management Procedures and the Bankruptcy Rules or the Local Bankruptcy Rules, the Case Management Procedures shall govern and supersede such rules.

A. **Proposed Notice Procedures**

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

6. 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.

7. **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. The Debtors request that a valid Notice Request be required to 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; (d) an address at which the requesting party may be served by United States mail, hand delivery and overnight delivery; and (e) a facsimile number for the requesting party. 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 e-mail 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 e-mail. 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.

8. **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.

9. **Special Service Rules.** In addition to serving the parties on the Master Service List, the Debtors propose that 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 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.

10. **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 e-mail shall include the following: (i) the Debtors' case name and consolidated case number (In re MPM Silicones, LLC, et al. – Case No. 14-[       ]); (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 e-mail 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 e-mail due to technological difficulties (i.e., the electronic file is too large or the party's e-mail 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.

11. 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 [www.nysb.uscourts.gov](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

12. Omnibus Hearing Dates. The Debtors request that 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, the Debtors request that, all matters will be heard initially at these Omnibus Hearings. If Omnibus Hearing Dates are known in advance, parties will be better able to plan for hearings, thus reducing the need for emergency hearings and/or expedited relief and fostering the consensual resolution of important matters. Accordingly, this relief will likely minimize the costs and expenses associated with the otherwise numerous, and potentially irregularly scheduled, hearing dates. The Debtors request that the Court establish the initial schedule of Omnibus Hearings in its initial Order approving case management procedures. Thereafter, the Debtors request that the Court establish a schedule of additional Omnibus Hearing dates based on the needs of the case, the dates and times of which shall be set forth in separate orders of the Court and shall be served on the Monthly Service List. 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.

C. General Motion Practice

13. The Debtors request that the following procedures 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 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 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.

14. **Motion Practice for Lift Stay Actions.** The Debtors request that 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.

15. **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).

16. **Bridge Orders Not Required in Certain Circumstances.** Pursuant to Local Bankruptcy Rule 9006-2, the Debtors request that 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.

17. **Hearing Agenda.** The Debtors propose to 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.

18. **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. 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**

19. **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.

20. **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.

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

E. Authorization to Prepare Consolidated List of Creditors in Lieu of Mailing Matrix

22. Pursuant to Bankruptcy Rule 1007(a), a debtor must file with its chapter 11 petition a list containing the name and address of each of its creditors holding secured claims, creditors holding unsecured priority claims, creditors holding unsecured nonpriority claims, counterparties to executory contracts and unexpired leases, and entities that are co-liable with the Debtors on obligations (the “**List of Creditors**”).

23. Concurrently herewith, the Debtors have filed a motion to retain and employ Kurtzman Carson Consultants LLC as their claims and noticing agent (the “**Claims Agent**”) in these chapter 11 cases. The Debtors have furnished, or will furnish as soon as practicable after the Petition Date, the Claims Agent with the names and addresses of parties in interest to these cases. The Claims Agent has begun and will continue to compile a list of parties in interest in electronic format. Because the Debtors have over one thousand parties in interest to which notices in connection with these cases must be given, transferring this information into the form of a List of Creditors prior to the Petition Date would have imposed an unnecessary administrative burden upon the Debtors’ estates. Nonetheless, the information provided to the Claims Agent will substantially mirror the requirements of Bankruptcy Rule 1007(a); however, the additional time granted to the Debtors by the waiver of 1007(a)’s requirement that the List of Creditors be filed on the Petition Date will reduce the administrative burden on the estates and reduce the risk of transcription errors. Consequently, the Debtors believe it is in the best interest of their respective estates and creditors to prepare an unformatted, electronic list of parties in interest maintained by the Claims Agent.

24. The Claims Agent will send the Commencement Notice (as defined below) to all of the Debtors’ creditors on the List of Creditors and maintain a list of parties in

interest in electronic format. Therefore, the Debtors request that this Court waive the requirements of Bankruptcy Rule 1007(a) and Local Bankruptcy Rule 1007-1 with respect to filing a List of Creditors with the petitions.

F. The Proposed Procedures for Serving the Commencement Notice

25. Bankruptcy Rule 2002(a) provides, in relevant part, that “the clerk, or some other person as the court may direct, shall give the debtor, the trustee, all creditors and indenture trustees at least 20 days’ notice by mail of . . . the meeting of creditors under § 341 or § 1104(b) of the Code.” Fed. R. Bankr. P. 2002(a)(1). Furthermore, Bankruptcy Rule 2002(f) provides that notice of the order for relief shall be sent by mail to all creditors. Fed. R. Bankr. P. 2002(f).

26. The Debtors request authority for their Claims Agent to serve by regular mail the Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines (the “**Commencement Notice**”), substantially in the form of Official Bankruptcy Form 9 and attached hereto as Exhibit A, to creditors and all other parties-in-interest in accordance with Bankruptcy Rules 2002(a) and (f).

**BASIS FOR RELIEF REQUESTED**

27. Under section 105(a) of the Bankruptcy Code, “[t]he court may issue any order, process or judgment that is necessary or appropriate to carry out the provisions” of the Bankruptcy Code. 11 U.S.C. § 105(a). The Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules provide the Court with authority to approve notice, case management, and administrative procedures.

28. The Debtors believe that adopting the Case Management Procedures will also significantly reduce the administrative and economic burden placed on this Court, the

Debtors, creditors and parties-in-interest with respect to hearings and the filing and serving of documents in these cases.

29. In addition, Bankruptcy Rule 2002(a) provides that, unless otherwise ordered by the court, notice of certain matters must be given to, among others, all of the Debtors' creditors, equity security holders, and other parties-in-interest. The Bankruptcy Rules further provide, however, that "[t]he court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules." Fed. R. Bankr. P. 2002(m); Fed. R. Bankr. P. 9007 ("When notice is to be given under these rules, the court shall designate, if not otherwise specified herein, . . . the form and manner in which the notice shall be given."). Local Bankruptcy Rule 2002-2 also allows this Court to set notice requirements and objections deadlines that are appropriate under the facts and circumstances of these chapter 11 cases.

30. Furthermore, General Order M-399 provides that:

Whenever service is required to be made on a person who has requested, or is deemed to have requested, electronic notice in accordance with Federal Rule of Bankruptcy Procedure 9036 or [General Order M-399], the service may be made by serving the 'Notice of Electronic Filing' generated by the [Electronic Filing] System by e-mail, facsimile or hand delivery in the first instance, or by overnight mail if service by e-mail, facsimile or hand delivery is impracticable. The Court's issuance of an account to [an Electronic Filing] System user constitutes a waiver of conventional service with respect to that user, who agrees to accept service in the manner described in the previous sentence. The automatic e-mailing of the 'Notice of Filing' generated by the [Electronic Filing] System does not constitute service.

General Order M-399. Accordingly, any party submitting a document pursuant to the Court's electronic filing system already has consented to electronic service as provided by the proposed order, and no such party will be prejudiced by electronic service. Such registered participants will receive a "Notice of Electronic Filing" via e-mail whenever a filing is affected, which will

provide additional notice to such parties. If a party cannot reasonably obtain access to e-mail, then such party may seek an exemption from electronic service pursuant to the General Order M-399 to receive paper copies of any documents. Therefore, no party will be affected adversely by the proposed electronic service set forth therein.

31. In addition, the costs and burdens associated with the possibility of numerous, fragmented hearings, plus the costs associated with copying and mailing or otherwise serving all filings to parties without the limitation proposed herein, will impose an administrative and economic burden on the Debtors' estates, this Court, and the parties-in-interest. Indeed, mass mailings could be extraordinarily costly to the Debtors' estates and would require the Debtors to divert limited resources to comply with all administrative requirements.

32. Under the Case Management Procedures proposed herein, all parties-in-interest who may be directly affected by the relief sought by a particular filing will receive notice of that filing directly from the party submitting such documents to the Court well in advance of the applicable Omnibus Hearing Date. Accordingly, all parties will be assured of receiving appropriate notice of matters affecting their interests and an ample opportunity to prepare and respond. Thus, no party will be adversely affected by such procedures.

### **NOTICE**

33. 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.

34. 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 B, 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*

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**EXHIBIT A**

**Proposed Commencement Notice**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
 In re : Chapter 11  
 :  
 MPM Silicones, LLC, et al., : Case No. 14-\_\_\_\_\_ ( )  
 :  
 Debtors. : Designated Lead Case  
 -----X (Joint Administration Pending)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		
Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines		
<p>Chapter 11 bankruptcy cases concerning the Debtors listed below were filed on April 13, 2014. You may be a creditor of the Debtors. <b>This notice lists important deadlines.</b> You may want to consult an attorney to protect your rights. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or by accessing the Bankruptcy Court's website, <a href="http://www.nysb.uscourts.gov">www.nysb.uscourts.gov</a> as well as (A) by written request to the Debtors' noticing and claims agent, Kurtzman Carson Consultants LLC or (B) by accessing the case website at <a href="http://www.kccllc.net/mpm">http://www.kccllc.net/mpm</a>. Note that you need a PACER password and login to access documents on the Bankruptcy Court's website (a PACER password is obtained by accessing the PACER website, <a href="http://pacer.psc.uscourts.gov">http://pacer.psc.uscourts.gov</a>).</p> <p>NOTE: The staff of the Bankruptcy Court Clerk's Office, the United States Trustee, and the Debtors' Claims and Noticing Agent cannot give legal advice.</p>		
<p><b>Creditors -- Do not file this notice in connection with any proof of claim you submit to the court. See Below for Important Explanations.</b></p>		
<p><b>Debtors (names and address):</b><sup>1</sup>                      Juniper Bond Holdings I LLC                      Juniper Bond Holdings II LLC                      Juniper Bond Holdings III LLC                      Juniper Bond Holdings IV LLC                      Momentive Performance Materials China SPV Inc.                      Momentive Performance Materials Holdings Inc.                      Momentive Performance Materials Inc.                      Momentive Performance Materials Quartz, Inc.                      Momentive Performance Materials South America Inc.                      Momentive Performance Materials USA Inc.                      Momentive Performance Materials Worldwide Inc.                      MPM Silicones, LLC</p>	<p><b>Case Number:</b>                      14-                      14-                      14-                      14-                      14-                      14-                      14-                      14-                      14-                      14-                      14-                      14-                      14-                      14-</p>	<p><b>Tax ID Number:</b>                      26-1589631                      26-1589692                      26-1589765                      26-1589836                      20-5748469                      20-5748246                      20-5748297                      34-1839929                      20-5834895                      20-5748388                      20-5748357                      22-3775481</p>
<p><sup>1</sup> The Debtors' executive headquarters are located at 260 Hudson River Road, Waterford, NY 12188.</p>		
<p><b>All other names used by the Debtor(s) in the last 8 years (include trade names):</b>                      Nautilus Holdings SPV China Corp. (Momentive Performance Materials China SPV Inc.); Nautilus Holdings Acquisition Corp. (Momentive Performance Materials Holdings Inc.); Nautilus Holdings Intermediate Corp. (Momentive Performance Materials Inc.); GE Quartz, Inc. (Momentive Performance Materials Quartz, Inc.); Nautilus Holdings South America Corp. (Momentive Performance Materials South America Inc.); Nautilus Holdings USA Operations Corp. (Momentive Performance Materials USA Inc.); Nautilus Holdings USA Corp. (Momentive Performance Materials Worldwide Inc.); GE Silicones, LLC (MPM Silicones, LLC)</p>	<p><b>Attorneys for Debtors (names and address):</b>                      Matthew A. Feldman                      Rachel C. Strickland                      Jennifer J. Hardy                      WILLKIE FARR &amp; GALLAGHER LLP                      787 Seventh Avenue                      New York, New York 10019  <b>Telephone number:</b> (212) 728-8000</p>	

<b>Meeting of Creditors</b>	
Date: [                                 ]             Time: [                                 ]             Location: [                                 ]	
<b>Deadline to File a Proof of Claim</b> Notice of deadline will be sent at a later time.	
<b>Deadline to File a Complaint to Determine Dischargeability of Certain Debts:</b> Notice of deadline will be sent at a later time.	
<b>Creditors May Not Take Certain Actions:</b> In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request the court to extend or impose a stay. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized. Consult a lawyer to determine your rights in this case.	
<b>Address of the Bankruptcy Clerk's Office:</b> Clerk of the Bankruptcy Court 300 Quarropas Street Room 248 White Plains, New York 10601 <b>Telephone number:</b> (914) 390-4060	<b>For the Court:</b>
	Clerk of the Bankruptcy Court: Vito Genna Clerk of the Court United States Bankruptcy Court for the Southern District of New York
Hours Open: 8:30 a.m. to 5:00 p.m.	Date:

<p>Filing of Chapter 11 Bankruptcy Case</p>	<p>A bankruptcy case under Chapter 11 of the Bankruptcy Code (title 11, United States Code) has been filed in this court by or against the debtor(s) listed on the first page, and an order for relief has been entered. Chapter 11 allows a debtor to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may be sent a copy of the plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the debtor's property and may continue to operate any business.</p>
<p>Legal Advice</p>	<p>The staff of the bankruptcy clerk's office and the U.S. trustee cannot give legal advice. You may want to consult a lawyer to protect your rights.</p>
<p>Creditors Generally May Not Take Certain Actions</p>	<p>Prohibited collection actions are listed in Bankruptcy Code § 362. Common examples of prohibited actions include contacting the debtor by telephone, mail, or otherwise to demand repayment; taking actions to collect money or obtain property from the debtor; repossessing the debtor's property; and starting or continuing lawsuits or foreclosures. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request the court to extend or impose a stay.</p>
<p>Meeting of Creditors</p>	<p>A meeting of creditors is scheduled for the date, time, and location listed on the front side. <i>The debtor's representative must be present at the meeting to be questioned under oath by the trustee and by creditors.</i> Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded at a later date specified in a notice filed with the court. The court, after notice and a hearing, may order that the United States trustee not convene the meeting if the debtor has filed a plan for which the debtor solicited acceptances before filing the case.</p>
<p>Claims</p>	<p>A Proof of Claim is a signed statement describing a creditor's claim. A Proof of Claim form (Official Form B10) has not been included with this notice but one is available online at <a href="http://www.uscourts.gov">www.uscourts.gov</a> and on the court's website at <a href="http://www.nysb.uscourts.gov">www.nysb.uscourts.gov</a>. You may look at the schedules that have been or will be filed at the bankruptcy clerk's office or online with a PACER login and password at <a href="http://www.nysb.uscourts.gov">www.nysb.uscourts.gov</a>. If your claim is scheduled and is <i>not</i> listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you filed a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. If your claim is not listed at all <i>or</i> if your claim is listed as disputed, contingent, or unliquidated, then you must file a Proof of Claim or you might not be paid any money on your claim and may be unable to vote on a plan. The court has not yet set a deadline to file a Proof of Claim. If a deadline is set, you will be sent another notice. A secured creditor retains rights in its collateral regardless of whether that creditor files a Proof of Claim. Filing a Proof of Claim submits the creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a Proof of Claim may surrender important nonmonetary rights, including the right to a jury trial. <b>Filing Deadline for a Creditor with a Foreign Address:</b> The deadline for filing claims will be set in a later court order and will apply to all creditors unless the order provides otherwise. If notice of the order setting the deadline is sent to a creditor at a foreign address, the creditor may file a motion requesting the court to extend the deadline. <i>Do not include this notice with any filing you make with the court.</i></p>
<p>Discharge of Debts</p>	<p>Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. <i>See</i> Bankruptcy Code § 1141 (d). A discharge means that you may never try to collect the debt from the debtor, except as provided in the plan. If you believe that a debt owed to you is not dischargeable under Bankruptcy Code § 1141 (d) (6) (A), you must start a lawsuit by filing a complaint in the bankruptcy clerk's office by the "Deadline to File a Complaint to Determine Dischargeability of Certain Debts" listed on the front side. The bankruptcy clerk's office must receive the complaint and any required filing fee by that deadline.</p>
<p>Bankruptcy Clerk's Office</p>	<p>Any paper that you file in this bankruptcy case should be filed on the court's Electronic Case File System (ECF) using an attorney's login and password issued by the court or on a diskette or compact disk (CD) in PDF format. If you are unable to file electronically or to submit a copy of your filing on diskette or compact disk (CD), you may file conventionally, provided that you submit with your filing an affidavit of your inability to comply.</p>
<p>Creditor with a Foreign Address</p>	<p>Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case.</p>

**EXHIBIT B**

**Proposed Form of 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-\_\_\_\_\_ ( )  
 :  
 Debtors. : Jointly Administered  
 -----X

**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; and it appearing that the relief requested by this 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

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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.



ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is granted 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 \_\_\_\_\_, 2014 at \_\_:\_\_ \_\_.m., \_\_\_\_\_, 2014 at \_\_:\_\_ \_\_.m. and \_\_\_\_\_, 2014 at \_\_:\_\_ \_\_.m. All Omnibus Hearings shall be heard in Courtroom \_\_\_\_ 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 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 Order.

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

10. The Debtors shall serve a copy of this Order within five (5) 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.

11. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

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

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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.,<sup>1</sup> : Case No. 14-\_\_\_\_\_ ( )  
 :  
 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;

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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.

- (c) counsel to any official committee appointed in the Debtors' chapter 11 cases (the "**Committee**");
- (d) counsel to the administrative agent under the Debtors' postpetition credit agreement;
- (e) counsel to JPMorgan Chase Bank, N.A., as the administrative agent under the Debtors' prepetition secured credit agreements;
- (f) counsel to the indenture trustee for the 8.875% First-Priority Senior Secured Notes;
- (g) counsel to the indenture trustee for the 10% Senior Secured Notes;
- (h) counsel to the indenture trustee for the 9.0% / 9.5% Second-Priority Springing Lien Notes;
- (i) counsel to the indenture trustee for the 11.5% Senior Subordinated Notes;
- (j) counsel to GE Capital Equity, Inc.;
- (k) counsel to the Ad Hoc Group of Second Lien Noteholders;
- (l) counsel to Apollo Global Management, LLC and certain affiliated funds;
- (m) counsel to Momentive Performance Materials Holdings LLC;
- (n) 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
- (o) 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. The Debtors request that a valid Notice Request be required to 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; (d) an address at which the requesting party may be served by United States mail, hand delivery and overnight delivery; and (e) a facsimile number for the requesting party. 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-[           ]); (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 the Debtors request that, all matters will be heard initially at these Omnibus Hearings. If Omnibus Hearing Dates are known in advance, parties will be better able to plan for hearings, thus reducing the need for emergency hearings and/or expedited relief and fostering the consensual resolution of important matters. Accordingly, this relief will likely minimize the costs and expenses associated with the otherwise numerous, and potentially irregularly scheduled, hearing dates. The Debtors request that the Court establish the initial schedule of Omnibus Hearings in its initial Order approving case management procedures. Thereafter, the Debtors request that the Court establish a schedule of additional Omnibus Hearing dates based on the needs of the case, the dates and times of which shall be set forth in separate orders of the Court and shall be served on the Monthly Service List. 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 \_\_\_\_\_, 2014 at \_\_:\_\_ .m., \_\_\_\_\_, 2014 at \_\_:\_\_ .m. and \_\_\_\_\_, 2014 at \_\_:\_\_ .m. All Omnibus Hearings shall be heard in Courtroom \_\_\_\_ at The United States

Bankruptcy Court Southern District of New York, 300 Quarropas Street, White Plains, 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 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 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. 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).