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and certain of its affiliated funds*

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

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

**JOINDER OF APOLLO GLOBAL MANAGEMENT, LLC AND  
CERTAIN OF ITS AFFILIATED FUNDS TO DEBTORS' OMNIBUS  
REPLY TO CRAMDOWN OBJECTIONS TO THE  
DEBTORS' JOINT CHAPTER 11 PLAN OF REORGANIZATION**

Apollo Global Management, LLC and certain of its affiliated funds (collectively,  
“Apollo”), by and through its undersigned counsel, joins in the *Debtors' Omnibus Reply to*

<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.



*Cramdown Objections to the Debtors' Joint Chapter 11 Plan of Reorganization* [ECF No. 867] (the "Debtors' Reply"). In support of this joinder, Apollo respectfully represents as follows:

**JOINDER**

Apollo agrees with the Debtors' position that the *Cramdown Objection of Wilmington Trust, National Association, as Indenture Trustee, to Confirmation of Debtors' Proposed Joint Chapter 11 Plan of Reorganization* [ECF No. 813] and *Objection of BOKF, NA, as First Lien Trustee, to the Debtors' Joint Chapter 11 Plan and Confirmation of the Plan with Respect to the Terms of the Replacement First Lien Notes* [ECF No. 820] (together, the "Cramdown Objections") should be overruled for the reasons set forth in the Debtors' Reply. Accordingly, Apollo files this joinder in support of the Debtors' *Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and its Affiliated Debtors*, dated June 23, 2014 [ECF No. 515] (the "Plan") and in support of the Debtors' Reply.

*[The remainder of this page has been left blank intentionally.]*

**CONCLUSION**

**WHEREFORE**, Apollo requests that the Court (i) confirm the Plan, (ii) overrule the Objections, and (iii) grant Apollo other and further relief as the Court may deem just, proper, and equitable.

Dated: August 19, 2014  
New York, New York

**AKIN GUMP STRAUSS HAUER & FELD LLP**

By: /s/ Brian T. Carney

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