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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. 14-22503 (RDD)  
: :  
Debtors. : (Jointly Administered)  
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**AMENDED<sup>2</sup> NOTICE OF AGENDA OF MATTERS SCHEDULED FOR  
CONFIRMATION HEARING COMMENCING AUGUST 18, 2014  
AT 10:00 A.M. (EASTERN TIME)**

Time and Date of Hearing: August 18, 19, 21, and 22, 2014 at 10:00 a.m. (prevailing Eastern Time)

Location of Hearing: United States Bankruptcy Court  
Southern District of New York  
300 Quarropas Street, Room 118  
White Plains, New York 10601-4140

<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.

<sup>2</sup> Amendments to the agenda are noted herein in bold.



**Monday, August 18, 2014:**

**A. Uncontested Matters Going Forward**

1. Notice of Debtors' Motion for Order Extending Exclusive Periods to File Plan of Reorganization and Solicit Acceptances Thereof Pursuant to Section 1121(d) of the Bankruptcy Code [Docket No. 759].

**Status:** The above matter will be going forward at the Hearing.

**B. Senior Subordinated Notes Subordination Dispute (Adv. Pro. No. 14-08238) (RDD)**

2. Complaint for Declaratory Judgment [Docket No. 1].

**Related Documents:**

Answer and Affirmative Defenses of the Debtors to Plaintiff's Complaint for Declaratory Judgment [Docket No. 22].

Joint Answer and Affirmative Defenses of Wilmington Savings Fund Society, FSB, as Successor Indenture Trustee, and the Ad Hoc Committee of Second Lien Noteholders to the Complaint for Declaratory Judgment Filed by U.S. Bank National Association [Docket No. 23].

Joinder of Apollo Global Management, LLC to the Answer and Affirmative Defenses of the Debtors to Plaintiff's Complaint for Declaratory Judgment [Docket No. 27].

Opening Brief of Apollo Management, LLC and Certain of Its Affiliated Funds in Support of a Determination that the Second Lien Notes are Senior in Right of Payment to the Senior Subordinated Notes [Docket No. 31].

Memorandum of Law in Support of Answer and Affirmative Defenses of the Debtors to Plaintiff's Complaint for Declaratory Judgment [Docket No. 32].

Memorandum of Law in Support of Joint Answer and Affirmative Defenses of Wilmington Savings Fund Society, FSB, as Successor Indenture Trustee, and the Ad Hoc Committee of Second Lien Noteholders to the Complaint for Declaratory Judgment Filed by U.S. Bank National Association [Docket No. 33].

Declaration of Samuel A. Khalil in Support of the Memorandum of Law in Support of the Joint Answer and Affirmative Defenses of Wilmington Savings Fund Society, FSB, as Successor Indenture Trustee, and the Ad Hoc Committee of Second Lien Noteholders to the Complaint for Declaratory Judgment Filed by U.S. Bank National Association [Docket No. 34].

Objection of U.S. Bank National Association as Indenture Trustee to Confirmation of Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. [Case No. 14-22503 Docket No. 770].

Declaration of Susheel Kirpalani in Support of Objection of U.S. Bank National Association as Indenture Trustee to Confirmation of Joint Chapter 11 Plan of Reorganization For Momentive Performance Materials Inc. [Case No. 14-22503 Docket No. 777].

Debtors' (I) Memorandum of Law in Support of Confirmation of Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials, Inc. and Its Affiliated Debtors and (II) Omnibus Reply to Objections with Respect to Plan and Related Adversary Proceedings, with hearing to be held on 8/18/2014 at 10:00 AM at Courtroom 118, White Plains Courthouse [Docket No. 39] (the “**Debtors’ Confirmation Brief**”).

Declaration of Matthew A. Feldman in Support of the Debtors' (I) Memorandum of Law in Support of Confirmation of Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and (II) Omnibus Reply to Objections with Respect to Plan and Related Adversary Proceedings [Docket No. 40].

Omnibus Reply of Apollo Global Management, LLC and Certain of Its Affiliated Funds to Objections to Confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and in Support of Apollo's Positions in the Adversary Proceedings [Docket No. 38] (the “**Apollo Confirmation Brief**”).

Reply of Wilmington Saving Fund Society, FSB, as Indenture Trustee, and the Ad Hoc Committee of Second Lien Noteholders to the Objection of U.S. Bank National Association as Indenture Trustee to Confirmation of the Debtors' Plan of Reorganization [Docket No. 41].

**Status:** The above matter will be going forward at the Hearing.

**C. Motion by First Lien Trustee and 1.5 Lien Trustee to Lift the Automatic Stay**

3. Protective Motion of Wilmington Trust, National Association, as Indenture Trustee (I) for Relief from the Automatic Stay to Permit Rescission of Acceleration or, Alternatively, (II) for Adequate Protection [Docket No. 463].

**Related Documents:**

Declaration of Geoffrey J. Lewis in Support of Protective Motion of Wilmington Trust, National Association, as Indenture Trustee (I) for Relief from the Automatic Stay to Permit Rescission of Acceleration or, Alternatively, (II) for Adequate Protection [Docket No. 464].

Joinder of the Bank of New York Mellon Trust Company, N.A., in Its Capacity as First Lien Trustee, to the Protective Motion of Wilmington Trust, National Association, as Indenture Trustee (I) for Relief from the Automatic Stay to Permit Rescission of Acceleration or, Alternatively, (II) for Adequate Protection [Docket No. 467].

Declaration of Marrien Neilson in Support of Joinder to the Protective Motion of Wilmington Trust, National Association, as Indenture Trustee (I) for Relief from the Automatic Stay to Permit Rescission of Acceleration or, Alternatively, (II) for Adequate Protection [Docket No. 524].

Debtors' Memorandum of Law in Opposition to: (A) 1.5 Lien Trustee's Motion for Modification of the Automatic Stay to Decelerate the Notes or, Alternatively, for Adequate Protection; and (B) First Lien Trustee's Joinder to Motion [Docket No. 772].

Declaration of Dan C. Kozusko in Support of Debtors' Memorandum of Law in Opposition to: (A) 1.5 Lien Trustee's Motion for Modification of the Automatic Stay to Decelerate the Notes or, Alternatively, for Adequate Protection; and (B) First Lien Trustee's Joinder to Motion [Docket No. 775].

Joinder of the Official Committee of Unsecured Creditors to the Debtors' Opposition to the Protective Motion of Wilmington Trust, National Association, as Indenture Trustee (I) for Relief From the Automatic Stay to Permit Rescission of Acceleration or, Alternatively, (II) for Adequate Protection [Docket No. 776].

Joinder of Apollo Global Management LLC and Certain of Its Affiliated Funds to Debtors' Memorandum of Law in Opposition to: (A) 1.5 Lien Trustee's Motion for Modification of the Automatic Stay to Decelerate the Notes or, Alternatively, for Adequate Protection; and (B) First Lien Trustee's Joinder to Motion [Docket No. 780].

Response of Wilmington Trust, National Association to: (1) Debtors' Memorandum of Law in Opposition to 1.5 Lien Trustee's Motion for Modification of the Automatic Stay to Decelerate the Notes or, Alternatively, for Adequate Protection; (2) Joinder of the Official Committee of Unsecured Creditors to the Debtor's Opposition; and (3) Joinder of Apollo Global Management LLC to the Debtor's Opposition [Docket No. 809].

Joinder of BOKF, NA, in Its Capacity as First Lien Trustee, to the Response of Wilmington Trust, National Association to: (1) Debtors' Memorandum of Law in Opposition to 1.5 Lien Trustee's Motion for Modification of the Automatic Stay to Decelerate the Notes or, Alternatively, for Adequate Protection; (2) Joinder of the Official Committee of Unsecured Creditors to the Debtor's Opposition; and (3) Joinder of Apollo Global Management LLC to the Debtor's Opposition [Docket No. 810].

**Status:** The above matter will be going forward at the Hearing.

**D. Adversary Proceedings Regarding the Payment of the Applicable Premium to the Holders of First Lien Notes and 1.5 Lien Notes (Adv. Pro. No. 14-08227) (RDD) (Adv. Pro. No. 14-08228) (RDD)**

**Adv. Pro. No. 14-08227 (RDD):**

4. Motion in Limine to Exclude the Introduction of Any Parol Evidence in Connection with the Interpretation of the Indentures in the Above-Captioned Adversary Proceedings [Docket No. 51].
5. Motion in Limine to Exclude the Expert Reports and Testimony of Michiel McCarty, Edwin Hines and Christopher Kearns [Docket No. 52].

**Related Documents:**

Declaration of Dan C. Kozusko in Support of Motion in Limine to Exclude the Expert Reports and Testimony of Michiel McCarty, Edwin Hines and Christopher Kearns [Docket No. 54].

Joinder of Apollo Global Management, LLC to Debtors' Motion in Limine to Exclude the Expert Reports of Michiel McCarty, Edwin Hines and Christopher Kearns [Docket No. 53].

**Opposition to Debtors' Motion In Limine to Exclude Parol Evidence in Connection with the Interpretation of the Indentures and the Trustees Expert Testimony [Docket No. 55].**

**Declaration of Mauricio A. España in Opposition to Debtors' Motion In Limine to Exclude Parol Evidence in Connection with the Interpretation of the Indentures and the Trustees Expert Testimony [Docket No. 56].**

6. Adversary Complaint Against The Bank of New York Mellon Trust Company, N.A., Solely as Trustee for the MPM Escrow LLC and MPM Finance Escrow Corp. 8.875% First-Priority Senior Secured Notes due 2020 [Docket No. 1].

**Related Documents:**

Answer, Affirmative Defenses and Counterclaims [Docket No. 21].

Debtors' Reply to Defendant's Counterclaims as to the Allegations Concerning "Counterclaims" [Docket No. 29].

Joinder of Apollo Global Management, LLC to Debtors' Reply to Defendant's Counterclaims [Docket No. 30].

Joinder of the Ad Hoc Committee of Second Lien Noteholders to the Debtors' Reply to Defendant's Counterclaims [Docket No. 33].

Apollo Global Management, LLC and Certain of Its Affiliated Funds' Opening Brief in Support of a Determination that No Optional Redemption Premiums are Due to the First Lien Noteholders or the 1.5 Lien Noteholders [Docket No. 35] (the "**Apollo Applicable Premium Opening Brief**").

Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions [Docket No. 36] (the "**Debtors' Applicable Premium Opening Brief**").

Joinder in Debtors' Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions [by the Ad Hoc Committee of Second Lien Noteholders] [Docket No. 37] (the "**Ad Hoc Opening Brief Joinder**").

BOKF, NA's Memorandum of Law in Support of Its Objection to the Debtors' Proposed Joint Chapter 11 Plan of Reorganization and Plan Confirmation with Respect to the Applicable Premium [Case No. 14-22503 Docket No. 774].

Declaration of Mauricio A. España in Support of Objection of BOKF, NA, as First Lien Successor Trustee, to the Debtors' Proposed Joint Chapter 11 Plan with Respect to the Applicable Premium [Case No. 14-22503 Docket No. 779].

Debtors' Confirmation Brief [Docket No. 49].

Apollo Confirmation Brief [Docket No. 47].

Joinder in Debtors' (I) Memorandum of Law in Support of Confirmation of Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and (II) Omnibus Reply to Objections with Respect to Plan and Related Adversary Proceedings [by the Ad Hoc Committee] [Docket No. 48] (the "**Ad Hoc Confirmation Joinder**").

**Status:** The above matter will be going forward at the Hearing.

**Adv. Pro. No. 14-08228 (RDD):**

7. Motion in Limine to Exclude the Introduction of Any Parol Evidence in Connection with the Interpretation of the Indentures in the Above-Captioned Adversary Proceedings [Docket No. 64].
8. Motion in Limine to Exclude the Expert Reports and Testimony of Michiel McCarty, Edwin Hines and Christopher Kearns [Docket No. 65].

**Related Documents:**

Declaration of Dan C. Kozusko in Support of Motion in Limine to Exclude the Expert Reports and Testimony of Michiel McCarty, Edwin Hines and Christopher Kearns [Docket No. 67].

Joinder of Apollo Global Management, LLC to Debtors' Motion in Limine to Exclude the Expert Reports of Michiel McCarty, Edwin Hines and Christopher Kearns [Docket No. 66].

**Opposition to Debtors Motion In Limine to Exclude Parol Evidence in Connection with the Interpretation of the Indentures and the Trustees Expert Testimony [Case No. 14-22503 Docket No. 843].**

**Declaration of Mauricio A. España in Opposition to Debtors Motion In Limine to Exclude Parol Evidence in Connection with the Interpretation of the Indentures and the Trustees Expert Testimony [Case No. 14-22503 Docket No. 845].**

9. Adversary Complaint Against Wilmington Trust, N.A., Solely as Trustee for the Momentive Performance Materials Inc. 10% Senior Secured Notes Due 2020 [Docket No. 1].

Related Documents:

Answer, Affirmative Defenses, and Counterclaims of Wilmington Trust, National Association as Trustee [Docket No. 24].

Debtors' Reply to Defendant's Counterclaims as to the Allegations Concerning "Counterclaims" [Docket No. 33].

Joinder of Apollo Global Management, LLC to Debtors' Reply to Defendant's Counterclaims [Docket No. 34].

Joinder of the Ad Hoc Committee of Second Lien Noteholders to the Debtors' Reply to Defendant's Counterclaims [Docket No. 38].

Apollo Applicable Premium Opening Brief [Docket No. 40].

Debtors' Applicable Premium Opening Brief [Docket No. 41].

Ad Hoc Opening Brief Joinder [Docket No. 42].

Reply of Wilmington Trust, National Association to (I) Debtors Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions, (II) Apollo Global Management, LLC and Certain of Its Affiliated Funds Opening Brief in Support of a Determination that No Optional Redemption Premiums Are Due to the First Lien Noteholders or the 1.5 Lien Noteholders, and (III) Ad Hoc Committee of Second Lien Noteholders Joinder in Debtors Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions [Docket No. 52].

Declaration of Geoffrey J. Lewis in Support of the Reply of Wilmington Trust, National Association to (I) Debtors Opening Brief in Support of Plan

Confirmation and Declaratory Judgment Actions, (II) Apollo Global Management, LLC and Certain of Its Affiliated Funds Opening Brief in Support of a Determination that No Optional Redemption Premiums Are Due to the First Lien Noteholders or the 1.5 Lien Noteholders, and (III) Ad Hoc Committee of Second Lien Noteholders Joinder in Debtors Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions [Docket No. 51].

Response of Wilmington Trust, National Association to: (1) Debtors' Memorandum of Law in Opposition to 1.5 Lien Trustee's Motion for Modification of the Automatic Stay to Decelerate the Notes or, Alternatively, for Adequate Protection; (2) Joinder of the Official Committee of Unsecured Creditors to the Debtor's Opposition; and (3) Joinder of Apollo Global Management LLC to the Debtor's Opposition [Docket No. 57].

Debtors' Confirmation Brief [Docket No. 61].

Apollo Confirmation Brief [Docket No. 58].

Ad Hoc Confirmation Joinder [Docket No. 60].

**Status:** The above matter will be going forward at the Hearing.

**Tuesday, August 19, 2014:**

Remainder of agenda from hearing on Monday, August 18, 2014.

**Thursday, August 21, 2014:**

**E. Cramdown of First Lien Notes and 1.5 Lien Notes Under 11 U.S.C. § 1129(b)**

10. **Motion in Limine to Exclude Expert Reports and Testimony of Neil Augustine and Christopher Kearns [Docket No. 851].**

**Related Documents:**

**Declaration of Dan C. Kozusko in Support of Motion in Limine to Exclude Expert Reports and Testimony of Neil Augustine and Christopher Kearns [Docket No. 852].**

**Joinder of Apollo Global Management, LLC to Debtors' Motion in Limine to Exclude the Expert Reports of Neil Augustine and Christopher Kearns [Docket No. 853].**



11. Confirmation of the Plan (with respect to the First Lien Notes and 1.5 Lien Notes)

Related Documents:

Cramdown Objection of Wilmington Trust, National Association, as Indenture Trustee, to Confirmation of Debtors' Proposed Joint Chapter 11 Plan of Reorganization [Docket No. 813].

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 [Docket No. 820].

Declaration of Mauricio A. España in Support of Objection of BOKF, NA, as First Lien Successor Trustee, to the Debtors' Joint Chapter 11 Plan and Confirmation of the Plan with Respect to the Terms of the Replacement First Lien Notes [Docket No. 823].

**Status:** The above matter will be going forward at the Hearing.

**F. Confirmation of the Debtors' Joint Plan of Reorganization**

12. Revised Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and its Affiliated Debtors [Docket No. 515].

Related Documents:

Disclosure Statement for Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and its Affiliated Debtors [Docket No. 516].

Order: (I) Approving Disclosure Statement; (II) Establishing Date of Confirmation Hearing; (III) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan, Including (A) Approving Form and Manner of Solicitation Packages, (B) Approving Form and Manner of Notice of the Confirmation Hearing, (C) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages, (D) Approving Forms of Ballots, (E) Establishing Deadline for Receipt of Ballots, and (F) Approving Procedures for Vote Tabulations; (IV) Establishing Deadline and Procedures for Filing Objections to Confirmation of Plan; (V) Approving Rights Offering Procedures and (VI) Granting Related Relief [Docket No. 508].

Order Approving a Supplement to the Disclosure Statement with Respect to Rights Offering Procedures [Docket No. 704].

Notice of Filing of Plan Supplement Relating to Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors [Docket No. 707].

IUE-CWA Statement of Support for the Proposed Plan of Reorganization [Docket No. 725].

Limited Objection of the Dow Chemical Company, et al. to Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc., et al. [Docket No. 727].

Objection of BOKF, NA as First Lien Successor Trustee, to the Debtors' Joint Chapter 11 Plan [Docket No. 729].

Declaration of Mary P. Campbell in Support of Objection of BOKF, NA, as First Lien Successor Trustee, to the Debtors' Joint Chapter 11 Plan [Docket No. 742].

Objection of Wilmington Trust, National Association, as Indenture Trustee, to Confirmation of Debtors' Proposed Joint Chapter 11 Plan of Reorganization [Docket No. 730].

Declaration of Geoffrey J. Lewis in Support of Objection of Wilmington Trust, National Association, as Indenture Trustee, to Confirmation of Debtors' Proposed Joint Chapter 11 Plan of Reorganization [Docket No. 731].

Limited Objection of the United States of America to Proposed Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors [Docket No. 744].

Limited Objection and Reservation of Rights of the New York State Department of Environmental Conservation with Respect to the Debtors' Joint Chapter 11 Plan of Reorganization [Docket No. 745].

Objection of U.S. Bank National Association as Indenture Trustee to Confirmation of Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. [Docket No. 770].

Declaration of Susheel Kirpalani in Support of Objection of U.S. Bank National Association as Indenture Trustee to Confirmation of Joint Chapter 11 Plan of Reorganization For Momentive Performance Materials Inc. [Docket No. 777].

Reply of Wilmington Trust, National Association to (I) Debtors Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions, (II) Apollo Global Management, LLC and Certain of Its Affiliated Funds Opening Brief in Support of a Determination that No Optional Redemption Premiums Are Due to the First Lien Noteholders or the 1.5 Lien Noteholders, and (III) Ad Hoc Committee of Second Lien Noteholders Joinder in Debtors Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions [Docket No. 773].

BOKF, NA's Memorandum of Law in Support of Its Objection to the Debtors' Proposed Joint Chapter 11 Plan of Reorganization and Plan Confirmation With Respect to the Applicable Premium [Docket No. 774].

Debtors' Confirmation Brief [Docket No. 814].

Declaration of Peter Walsh on Behalf of Kurtzman Carson Consultants LLC Regarding Voting and Tabulation of Ballots Accepting and Rejecting Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors [Docket No. 789].

Declaration of William H. Carter, Chief Financial Officer of Momentive Performance Materials Inc., in Support of the Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors [Docket No. 824].

Declaration of William Q. Derrough in Support of the Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors [Docket No. 819].

Declaration of Matthew A. Feldman in Support of the Debtors' (I) Memorandum of Law in Support of Confirmation of Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and (II) Omnibus Reply to Objections with Respect to Plan and Related Adversary Proceedings [Docket No. 818].

Apollo Confirmation Brief [Docket No. 812].

Reply of Ad Hoc Committee of Second Lien Noteholders to (I) Objection of BOKF NA, as First Lien Successor Trustee, to Debtors' Joint Chapter 11 Plan and (II) Objection of Wilmington Trust, National Association, as Indenture Trustee, to Confirmation of Debtors' Proposed Joint Chapter 11 Plan of Reorganization [Docket No. 816].

Reply of Wilmington Savings Fund Society, FSB, as Indenture Trustee, and the Ad Hoc Committee of Second Lien Noteholders to the Objection of U.S. Bank National Association as Indenture Trustee to Confirmation of the Debtors' Plan of Reorganization [Docket No. 825].

Declaration of Samuel A. Khalil in Support of the Reply of Wilmington Savings Fund Society, as Indenture Trustee, and the Ad Hoc Committee of Second Lien Noteholders to the Objection of U.S. Bank National Association as Indenture Trustee to Confirmation of the Debtors' Plan of Reorganization [Docket No. 827].

Ad Hoc Confirmation Joinder [Docket No. 822].

**Declaration of William Q. Derrough [Docket No. 850].**

**Status:** The above matter will be going forward at the Hearing.

**Friday, August 22, 2014:**

Remainder of agenda from hearing on Thursday, August 21, 2014.

Dated: August 17, 2014  
New York, New York

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