

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN**

In Re:)	Case No. 00-CV-00005-DT (Settlement Facility Matters)
Dow Corning Corporation,)	
)	
Debtor.)	

STIPULATED ORDER

To facilitate the orderly transition and implementation of the Dow Corning Settlement Facility under the Amended Joint Plan of Reorganization (“Plan”) dated February 4, 1999, and the applicable provisions of Section 7.4 of the Plan, the Court hereby makes and enters the following Order:

The Finance Committee as described in Section 4.07 of the Settlement Facility and Fund Distribution Agreement is hereby constituted and is hereby authorized to exercise its applicable duties and responsibilities to take actions necessary and consistent with the Plan Documents in order to ensure an efficient and fair operation of the Settlement Facility as set out in the Settlement Facility and Fund Distribution Agreement. In addition, the Court adopts the following provisions to further ensure the orderly transition and implementation as anticipated in the Agreement:

Indemnification. If any member of the Finance Committee, or former member of the Finance Committee is or may be a party in any action, suit, or proceeding by reason of their membership on the Finance Committee or in their individual capacities as Claims Administrator, Appeals Judge or Special Master, or by reason of serving or having served in any capacity at the request of and on behalf of the Settlement Facility or the Finance Committee, he or she shall be indemnified by the Settlement Facility against reasonable expenses, costs and fees (including reasonable attorneys’ fees), judgments, awards, costs, amounts paid in settlement, and liabilities of all kinds incurred by the Finance Committee member in connection with or resulting from such action, suit, or proceeding, with respect to the actions at issue, if he or she acted in good faith and in a manner the Finance Committee member reasonably believed to be in, or not opposed to, the best interests of the Settlement Facility. All such amounts shall be paid from the Settlement Fund. If the Finance Committee or any member of the Finance Committee is named in any action relating to their duties,

then the Finance Committee is authorized to retain counsel and arrange for payment of reasonable expenses, costs and fees (including reasonable attorneys' fee) incurred by or on behalf of the Finance Committee or its agents in connection with any such action, suit, or proceeding, provided that the indemnified party agrees to repay such amount if it shall be determined ultimately that the indemnified party is not entitled to be indemnified by the Settlement Facility.

Insurance. The Claims Administrator may purchase and maintain reasonable amounts and types of insurance, including insurance on behalf of an individual who is or was a Claims Administrator, Appeals Judge, Special Master, and/or member of the Finance Committee, against liability asserted against or incurred by such individual in that capacity or arising from his or her status as a Claims Administrator, Appeals Judge, Special Master, employee or agent. The cost of such coverage shall be paid from the Settlement Fund.

Counsel. The Finance Committee shall have the authority from time to time, if and when it determines that needs legal advice and assistance, to retain, and pay reasonable fees for, counsel to perform tasks necessary for the Finance Committee to fulfill its duties and obligations under the Settlement Facility Agreement and Fund Distribution Agreement and the other Plan Documents.

This Court's Order of June 26, 2000 as it relates to Dow Corning Settlement Facility operations, staff, and personnel matters is hereby superseded.

The provisions of this Order regarding indemnification, insurance and counsel shall continue after the Effective Date of the Settlement Facility and Fund Distribution Agreement and the other Plan Documents, but in no event shall this Order amend any provision of the Plan or affect the occurrence of the Effective Date, which is controlled by the Plan.

Signed the 16th day of February, 2001.

/s/
Hon. Denise Page Hood
United States District Judge

SHEINFELD, MALEY & KAY, P.C.

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