

UNITED STATES DISTRICT COURT FOR THE
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

FILED

2003 NOV 10 A 11:07

In Re:

Dow Corning Corporation

Debtor.

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U.S. DIST. COURT CLERK
Case No. 03-1000501
(Settlement Proceedings)
HON. DENISE PAGE HOOD

ORDER APPOINTING FINANCIAL ADVISOR

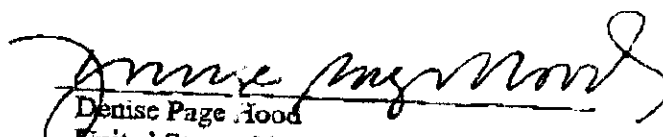
The Settlement Facility and Fund Distribution Agreement (the "Facility Agreement"), a document incorporated into the Amended Joint Plan of Reorganization for Dow Corning Corporation, dated February 4, 1999, as amended and modified, provides for the appointment of a Financial Advisor to perform certain functions and have certain responsibilities with respect to the Settlement Facility and the Depository Trust. Upon the recommendation of the Finance Committee, following its consultation with the Plan Proponents; upon the Court's consideration of the letter agreement dated November 6, 2003 between the Finance Committee and Crowe, Chizek and Company, LLC (the "Letter Agreement"); and in accordance with section 4.04 of the Facility Agreement,

IT IS HEREBY ORDERED that Crowe, Chizek and Company, LLC is appointed and approved as the Financial Advisor and, subject to the terms and conditions of the Letter Agreement, which is hereby approved, shall have primary responsibility for overseeing the investment of all funds paid to and held by the Depository Trust, for providing investment instructions to the Depository Trust, for overseeing the preparation of financial statements as specified in sections 7.03(d), 7.03(e) and 8.04 of the Facility Agreement, and for the accounting statements and audit as specified in section 8.05 of the Facility Agreement; and

shall be responsible for determining the available assets of the Depository Trust and for matching the assets to claim payment needs of the Settlement Facility as determined by the Independent Assessor; and it is further

ORDERED that the Letter Agreement may be modified, amended or supplemented only after notice to the Plan Proponents (or, after the Effective Date, to the Claimants' Advisory Committee and the Debtor's Representatives) and an opportunity for hearing.

Dated: November 10, 2003


Denise Page Hood
United States District Judge