

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

In re:

DOW CORNING CORPORATION,

Reorganized Debtor

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**Case No. 00-CV-00005 –DT
(Settlement Facility Matters)**

Hon. Denise Page Hood

**ORDER APPROVING ANDREW C. OSTERBROCK AS
LITIGATION FACILITY MANAGER**

1. The Amended Joint Plan of Reorganization (“Plan”) of Dow Corning Corporation (“DCC”) and the Litigation Facility Agreement (“LFA”), a Plan Document, provide for the appointment of a Litigation Facility Manager to perform certain functions with respect to the Litigation Facility.
2. The Plan and LFA provide that DCC will appoint the Litigation Facility Manager and any successor thereto.
3. DCC originally appointed Douglas Schoettinger as the Litigation Facility Manager, and Mr. Schoettinger’s appointment was approved by this Court on January 24, 2002.
4. By letter dated February 17, 2017, Mr. Schoettinger announced, pursuant to § 3.03(b) of the LFA, his resignation as Litigation Facility Manager.

5. Pursuant to § 3.04 of the LFA, DCC has designated Andrew C. Osterbrock as successor Litigation Facility Manager. Mr. Osterbrock has been a member of the Litigation Facility staff since 2004 and is familiar with and knowledgeable about the operations of the Litigation Facility and the LFA.

Based on the foregoing considerations, it is hereby ORDERED that:

6. Andrew C. Osterbrock is appointed Litigation Facility Manager effective upon entry of this Order. Mr. Osterbrock may assume his duties as Litigation Facility Manager on a date that is mutually determined by Mr. Schoettinger, Mr. Osterbrock and DCC. As Litigation Facility Manager, Mr. Osterbrock shall perform those duties described in the Plan, the LFA and the other Plan Documents.

7. Pursuant to § 3.04(b) of the LFA:

- a. Mr. Osterbrock shall be vested with and shall undertake all rights, titles, duties, powers and authority of the Litigation Facility Manager under the LFA, without any further action; and
- b. Mr. Osterbrock shall not be liable personally for any act or omission of his predecessor as Litigation Facility Manager.

8. Pursuant to § 3.05 of the LFA:

- a. As Litigation Facility Manager, Mr. Osterbrock shall owe a fiduciary duty to LF Corporation, the Debtor and Dow Chemical Company, as Shareholder;
 - b. As Litigation Facility Manager, Mr. Osterbrock shall not be liable for any actor omission of any agent or employee of the Litigation Facility unless he acted with gross negligence, willful misconduct or in a breach of fiduciary duty in the selection or retention of such agent or employee; and
 - c. All actions take and determinations made by Mr. Osterbrock as Litigation Facility Manager, unless otherwise provided in (or materially contrary to the provisions of) the LFA, the Plan or a Final Order of this Court, shall be final and binding upon all Entities having an interest in the Litigation Facility.
9. Mr. Osterbrock's compensation shall be established by the Board of Directors of the Litigation Facility, pursuant to § 3.06 of the LFA.

SO ORDERED this 13th day of April, 2017.

s/DENISE PAGE HOOD
DENISE PAGE HOOD
Chief Judge