

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

In re:

DOW CORNING CORPORATION,

Reorganized Debtor



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

Hon. Denise Page Hood

**ORDER APPROVING AMY WORDEN 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. On or about February 17, 2017, DCC appointed Andrew Osterbrock as Litigation Facility Manager and this Court approved that appointment.

4. By letter dated December XX, 2022, this Court was informed that Mr. Osterbrock has retired and that Dow Silicones Corporation (the successor to DCC) has designated Amy Worden as Litigation Facility Manager pursuant to §3.04 of the Litigation Facility Agreement.
5. Ms. Worden has extensive experience in litigation matters and is prepared to undertake the current operations of the Litigation Facility and to assist and manage the closure of the Litigation Facility as provided in the Plan.

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

6. Amy Worden is appointed Litigation Facility Manager effective upon entry of this Order. Ms. Worden may assume her duties as Litigation Facility Manager immediately. As Litigation Facility Manager, Ms. Worden 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. Ms. Worden 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. Ms. Worden shall not be liable personally for any act or omission of her predecessor as Litigation Facility Manager.

8. Pursuant to § 3.05 of the LFA:

- a. As Litigation Facility Manager, Ms. Worden shall owe a fiduciary duty to LF Corporation, the Debtor and Dow Chemical Company, as Shareholder;
- b. As Litigation Facility Manager, Ms. Worden shall not be liable for any act or omission of any agent or employee of the Litigation Facility unless she 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 Ms. Worden 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. Ms. Worden's compensation shall be established by the Board of Directors of the Litigation Facility, pursuant to § 3.06 of the LFA.

SO ORDERED this 21st day of December, 2022.

S/DENISE PAGE HOOD
DENISE PAGE HOOD
United States District Judge