

**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

**CONFIDENTIALITY ORDER REGARDING EXHIBITS TO
FINANCE COMMITTEE’S RECOMMENDATION AND
MOTION FOR AUTHORIZATION TO MAKE SECOND PRIORITY
PAYMENTS AND RESPONSES AND REPLIES OF DOW CORNING
CORPORATION/THE DEBTOR’S REPRESENTATIVES AND
THE CLAIMANTS’ ADVISORY COMMITTEE THERETO**

1. On December 30, 2016, the Finance Committee (“FC”) filed its Recommendation and Motion for Authorization to Make Second Priority Payments (“Motion”).
2. Pursuant to a scheduling order entered by the Court on January 23, 2017, Dow Corning Corporation and the Debtor’s Representatives (“DCC/DRs”) and the Claimants’ Advisory Committee (“CAC”) (collectively, the “Parties”) filed responses to the Motion on February 10, 2017 (“Responses”) and replies to the Responses on March 15, 2017 (“Replies”).
3. As part of the Motion, Responses and Replies, the FC, DCC/DRs, and the CAC each sought and were granted leave to file certain exhibits under seal, on the grounds that such exhibits contain information concerning confidential financial

and statistical information of the Settlement Facility-Dow Corning Trust (“SF-DCT”), confidential projection information belonging to the Independent Assessor and confidential information belonging to the Revised Settlement Program Claims Administrator.¹

4. Certain Korean claimants (“Korean Claimants”) represented by Mr. Yeon-Ho Kim (“Korean Counsel”) have requested copies of the exhibits filed under seal.

5. The Sealed Exhibits are documents that were prepared in accordance with the terms of DCC’s Amended Joint Plan of Reorganization and the Settlement Facility and Fund Distribution Agreement (“SFA”) and contain information and data that are subject to the provisions of Section 10.10 of the SFA.² The FC, DCC/DRs, and the CAC have no objection to providing to Korean Counsel the

¹ One of the exhibits to the CAC Response is the final report provided by the Revised Settlement Program (“RSP”) Claims Administrator to the MDL Court in connection with MDL 926 (“RSP Report,” Exhibit 6 to the CAC Response). All the exhibits filed under seal by the FC, DCC/DRs, and the CAC but for the RSP Report shall be referred to herein as the “Sealed Exhibits.”

² Section 10.10 of the SFA provides that

Copies of all documents, notices, statements, reports, projections, motions, or similar documents provided to any party or to the Claimants’ Advisory Committee or the Debtor’s Representatives under this Agreement shall be provided on a confidential basis and shall be kept confidential by all other such parties, Claimants’ Advisory Committee or Debtor’s Representatives unless such information is otherwise publicly available. Such confidential information provided under this Agreement can be used in any proceeding in the Court, the MDL 926 Court, the District Court or any applicable appellate court provided the party using such information takes reasonable steps to protect the confidential nature of the information.

Sealed Exhibits subject to the terms of this Confidentiality Order. The RSP Report was provided to the Parties as a confidential document with the understanding that they would maintain it as such. As a result, the Parties do not have the authority to disclose or disseminate the RSP Report.

6. To assure compliance with Section 10.10 of the SFA and to preserve the confidentiality of the Sealed Exhibits, the FC, DCC/DRs, and the CAC may provide the Sealed Exhibits to Korean Counsel, and Korean Counsel is directed and **Ordered as follows:**

a. Under no circumstances, for any reason whatsoever, can the Sealed Exhibits be used for any purpose other than assisting the Court in an inquiry to determine whether it is appropriate to authorize Second Priority Payments.

b. Korean Counsel must maintain the Sealed Exhibits as confidential and may not disclose any Sealed Exhibit or the contents of any Sealed Exhibit to any person or entity. Before receiving any Sealed Exhibit, Korean Counsel must first sign and provide to the Court and the Parties the affirmation attached to this Order confirming that Korean Counsel consents to the jurisdiction of this Court and agrees to be bound by the laws of the United States with respect to the subject matter of this Order.

c. If Korean Counsel includes any Sealed Exhibit in any filing, whether in whole or in part, or refers to information from any Sealed Exhibit in a filing, Korean Counsel shall assure that such Sealed Exhibit is filed under seal and/or the pertinent portion of such filing is redacted for the publicly-filed version, as provided by the applicable rules.

d. Korean Counsel shall destroy copies of the Sealed Exhibits within thirty (30) days of the completion of all proceedings related to the Motion.

e. Should Korean Counsel wish to disclose the Sealed Exhibits and contents of the Sealed Exhibits to other attorneys who represent individual Korean Claimants with respect to their claims with the SF-DCT (collectively, “Other Korean Counsel”), Korean Counsel shall first provide to the Court and to the Parties the names, law firms and all contact information for such Other Korean Counsel. Korean Counsel shall not disclose such Sealed Exhibits to those attorneys until the Court makes a determination of whether to allow access to the Sealed Exhibits. Upon receipt of such request and information, the Court will determine whether to permit such access to Other Korean Counsel. If the Court determines that any Other Korean Counsel shall be permitted access to the Sealed Exhibits, the Court will identify the Other Korean Counsel who is/are entitled to such access and such Other Korean Counsel shall be subject to all terms and

directives of this Order. Before receiving any Sealed Exhibit, any such Other Korean Counsel must sign the affirmation attached to this Order and must submit such signed affirmation to the Court and to the Parties.

7. The Korean Claimants' Motion to Release of Exhibits (Doc. No. 1298) is GRANTED IN PART and DENIED IN PART as directed above.

SO ORDERED this 9th day of May 2017.

/s/ Denise Page Hood
DENISE PAGE HOOD
Chief Judge

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

In re:

**DOW CORNING CORPORATION,
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Hon. Denise Page Hood

AFFIRMATION

In connection with my representation and work on behalf of Korean claimants who have submitted or may submit claims to the Settlement Facility-Dow Corning Trust and the Finance Committee’s Recommendation and Motion for Authorization to Make Second Priority Payments, including any revised or amended Recommendation and Motion, I affirm that:

- 1) I have read and understand the *Confidentiality Order Regarding Exhibits to Finance Committee’s Recommendation and Motion for Authorization to Make Second Priority Payments and Responses and Replies of Dow Corning Corporation/The Debtor’s Representatives and the Claimants’ Advisory Committee Thereto* entered by Chief Judge Denise Page Hood of the United States District Court for the Eastern District of Michigan (the “Court”) on _____, 2017 (the “Confidentiality Order”); and

- 2) I agree to abide and be bound by the Order and to be bound by, under and subject to the jurisdiction of the Court and the laws of the United States with respect to the subject matter of the Order.

Date: _____

[NAME AND POSITION]