

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<u>In re</u>)	Chapter 11
)	
Momentive Performance Materials South America Inc., et al.,)	Case No. 14-22503
)	
Debtors.)	(Jointly Administered)
)	

STATEMENT OF FINANCIAL AFFAIRS FOR

Momentive Performance Materials South America Inc.

Case No: 14-22513



**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

Momentive Performance Materials South America Inc.

Case Number: 14-22513

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING
DEBTOR'S SCHEDULES AND STATEMENTS**

The Schedules of Assets and Liabilities and Statements of Financial Affairs

The Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "Statements" or "SOFAs" or collectively the "Schedules and Statements") filed by Momentive Performance Materials Holdings Inc. ("MPM Holdings") and 11 of its direct and indirect subsidiaries and affiliates (collectively, with MPM Holdings, the "Debtors" or "Momentive"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), were prepared pursuant to 11 U.S.C. §521 and Federal Rule of Bankruptcy Procedure 1007 by management of the Debtors and are unaudited. The Schedules and Statements remain subject to further review and verification by the Debtors. Subsequent information may result in material changes in financial and other data contained in the Schedules and Statements. These Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding Debtors' Schedules and Statements (the "Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statements.

In addition to Momentive, the following entities are debtors in these related cases: The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) Juniper Bond Holdings I LLC (9631); (ii) Juniper Bond Holdings II LLC (9692); (iii) Juniper Bond Holdings III LLC (9765); (iv) Juniper Bond Holdings IV LLC (9836); (v) Momentive Performance Materials China SPV Inc. (8469); (vi) MPM Silicones, LLC (5481); (vii) Momentive Performance Materials Inc. (8297); (viii) Momentive Performance Materials Quartz, Inc. (9929); (ix) Momentive Performance Materials South America Inc. (4895); (x) Momentive Performance Materials USA Inc. (8388); and (xi) Momentive Performance Materials Worldwide Inc. (8357). The Debtors' executive headquarters are located at 260 Hudson River Road, Waterford, NY 12188.

Reservation of Rights.

The corporate structure of the Debtors is extraordinarily complex. The Debtors have used reasonable efforts to ensure accuracy in attributing the information listed in the Schedules and SOFAs to the correct Debtor; however, subsequent information or discovery may result in material changes to the Schedules and SOFAs, and inadvertent errors, omissions or inaccuracies may exist. The Debtors reserve all rights to amend or supplement their Schedules and SOFAs. Listing a claim or a contract with a particular Debtor does not constitute an admission by such Debtor of the legal rights of the claimant, or a waiver of the Debtors' right to disclaim such claim or contract as attributable to such Debtor. The Debtors reserve the right to amend the Schedules and SOFAs, and to relist any contract or claim with another Debtor and/or to remove such contract or claim from the Schedules and SOFAs whether by amending the Schedules and SOFAs or in another appropriate filing.

1. Description of the Cases and "As Of" Information Date.

On April 13, 2014 (the "Petition Date") the Debtors, filed voluntary petitions in the Bankruptcy Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The cases have been consolidated for the purpose of joint administration under case number 14-22503 (RDD). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Each Debtor's fiscal year ends on December 31. All asset information, except where otherwise noted, is as of March 31, 2014. The liability information, except where otherwise noted, is as of the close of business on April 12, 2014.

2. Basis of Presentation.

For financial reporting purposes, the Debtors, along with their subsidiaries which have not filed voluntary petitions for reorganization relief under the Bankruptcy Code, prepare consolidated financial statements that are filed with the Securities and Exchange Commission (the "SEC") and that are audited annually. On April 11, 2014, Momentive Performance Materials Inc. ("MPM Inc.") filed its annual report on Form 10-K for the year ended December 31, 2013. Unlike the consolidated financial statements contain therein, these Schedules and Statements reflect the assets and liabilities of each individual Debtor, except where otherwise noted. These Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles ("GAAP") in the United States, nor are they intended to fully reconcile to the consolidated financial statements filed by MPM Inc. with the SEC.

3. Totals.

All totals that are included in the Schedules and Statements represent totals of all the known amounts included on the Schedules. The description of an amount as "unknown" or "undetermined" is not intended to reflect upon the materiality of such amount.

4. Excluded Assets and Liabilities.

The Debtors have excluded the following categories of assets and liabilities from the Schedules and Statements: goodwill, intangibles, pension assets, accrued liabilities including, but not limited to, accrued salaries, bonuses and employee benefits, tax accruals, warranties and accrued rebates, and accrued accounts payable. Other immaterial assets and liabilities may also have been excluded.

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5. Interest in Subsidiaries and Affiliates.

(a) MPM Holdings owns directly or indirectly all of the equity interests in 11 subsidiaries and affiliates that are also Debtors. In addition, MPM Holdings indirectly owns all or part of numerous subsidiaries and affiliates that are not Debtors. Interests in subsidiaries arise from stock ownership. Each Debtor's Schedule B - Personal Property schedules its ownership interests, if any, in subsidiaries and affiliates. Assets such as investments in subsidiaries are listed as undetermined amounts as of the Petition Date because the book values may materially differ from fair market values.

(b) In April 2014, Momentive sold 100% of its interest in its Canadian subsidiary to a subsidiary of Momentive Specialty Chemicals, Inc., ("MSC") (a non-debtor affiliate of Momentive) for a purchase price of \$12.4 million. As a part of the transaction, a subsidiary of Momentive also entered into a non-exclusive distribution agreement with a subsidiary of MSC, whereby the subsidiary of MSC will act as a distributor of certain Momentive subsidiary products in Canada. The agreement has a term of 10 years, and is cancelable by either party with 180 days' notice. Momentive's subsidiary will compensate the subsidiary of MSC for acting as distributor at a rate of 2% of the net selling price of the related products sold. Additionally, Momentive's subsidiary will provide transitional services to the subsidiary of MSC for period of 6 months.

6. Summary of Significant Reporting Policies.

The following is a summary of significant reporting policies:

(a) Foreign Currency. All amounts are reflected in U.S. dollars unless otherwise indicated.

(b) Book value. Unless otherwise noted, the Debtors' assets and liabilities are shown on the basis of their net book value as of March 31, 2014 or as of the close of business on April 12, 2014, respectively, in accordance with the Debtors' books and records. Thus, unless otherwise noted, the Schedules and Statements reflect the carrying value of the assets and liabilities as recorded on the Debtors' books, and are not based upon any estimate of their current market value.

(c) Cash Disbursements. The Debtors maintain an integrated cash management system to efficiently collect, concentrate, and disburse funds generated by the Debtors' business operations. The cash management system is made up of two components: a) cash collection and concentration and b) cash disbursements. The Debtors disburse funds through the disbursement accounts which are used to satisfy obligations of the Debtors' silicones and quartz divisions. In the ordinary course of business, and as a result of the Debtors' cash management operations, certain Debtors fund payables on behalf of various Debtors and non-Debtor subsidiaries. The Debtors' intercompany accounts reflect the net position of both the receipts and disbursements received or made on behalf of other Debtors and non-Debtor subsidiaries.

(d) Intercompany Accounts. The Debtors record intercompany assets and liabilities through three types of accounts: intercompany trade (includes trade and other business-related transactions), intercompany notes and intercompany dividends. Intercompany trade accounts record sales-type transactions between Momentive subsidiaries and affiliates. Intercompany notes reflect loans made between Momentive subsidiaries and affiliates. Intercompany interest includes interest accrued up through 4/12/2014. The Debtors have eliminated intra-company activity that accounts for activity between divisions within a single legal entity.

(e) Accounts Receivable. Amounts are presented as of March 31, 2014. For confidentiality reasons, the Debtors have not listed individual customer and affiliate accounts receivable information. Accounts receivable information for the Debtors has been listed net of related reserves. From time to time, Momentive enters into accounts receivable sale and purchase agreements with a specially formed non-debtor subsidiary. The agreements contain customary terms and conditions associated with such arrangements. On April 7, 2014, under this agreement, Momentive contributed \$51 million of accounts receivable to a non-debtor subsidiary of Momentive. The non-Debtor subsidiary of Momentive sold approximately \$51 million of accounts receivable to the non-debtor subsidiary of Momentive Performance Materials Holdings LLC, ("Momentive Holdings LLC"), the ultimate parent of the Debtors, and received 95% of the proceeds in cash, with the remaining 5% to be received in cash when the sold receivables are fully collected by the non-debtor subsidiary of Momentive Holdings LLC. The non-Debtor subsidiary of Momentive subsequently returned the cash proceeds to Momentive as a return of capital. The company allocated the accounts receivable across legal entities via the intercompany accounts. The intercompany balances described above do not reflect the accounts receivable sale, as it took place subsequent to the March 31st reporting date. Further, accounts receivable on account of normal trade activity with affiliates is accounted for in the Accounts Receivable amount.

(f) Inventories. Inventories are stated at lower of cost or market using the first-in, first-out basis, while raw and in process materials, finished goods, and goods in transit are reported at standard costs. An allowance is provided for excess and obsolete inventories based on management's review of inventories on-hand compared to estimated future usage and sales, and inventories are presented net of an allowance for excess and obsolete inventory. All inventories are presented without consideration of any mechanics' liens.

(g) Property and Equipment. Property and equipment is stated at cost, net of accumulated depreciation. Depreciation is recorded on a straight-line basis over the estimated useful lives of the properties (the average estimated useful lives for buildings and machinery are 20 years and 15 years, respectively). Major renewals and betterments are capitalized. Maintenance, repairs, minor renewals and turnarounds (periodic maintenance and repairs to major units of manufacturing facilities) are expensed as incurred. When property and equipment is retired or disposed of, the asset and related depreciation are removed from the accounts and any gain or loss is reflected in operating income. The Company capitalizes interest costs that are incurred during the construction of property and equipment. All property and equipment is presented without consideration of any mechanics' liens.

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6. Summary of Significant Reporting Policies. (Continued)

(h) Leases. The Debtors have not included in the Schedules and Statements the future obligations of any operating leases. To the extent that there was an amount outstanding as of the relevant Petition Date, the creditor has been included in Schedule F of the Schedules and Statements. These leases are reported on Schedule G of each applicable Debtor.

(i) Contingent Assets. The Debtors believe that they may possess certain claims and causes of action against various parties. Additionally, the Debtors may possess contingent claims in the form of various avoidance actions they could commence under the provisions of Chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets. The Debtors have not set forth claims or causes of action against third parties or avoidance actions as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any claims, causes of action or avoidance actions they may have and nothing contained in these Global Notes or the Schedules and Statements shall be deemed a waiver of any such claims, avoidance actions or causes of action or in any way prejudice or impair the assertion of such claims. The Debtors may also possess contingent and unliquidated claims against affiliated entities (both debtor and non-debtor) for various financial accommodations and similar benefits they have extended from time to time, including, but not limited to, contingent and unliquidated claims for contribution, reimbursement, and/or indemnification arising from various (i) letters of credit, (ii) surety bonds, (iii) guarantees, (iv) indemnities, (v) tax sharing agreements and (vi) warranties. Additionally, prior to the relevant Petition Date, each Debtor, as plaintiff, may have commenced various lawsuits in the ordinary course of its business against third parties seeking monetary damages for business-related losses. Refer to each Statement of Financial Affairs, item 4(a), for lawsuits commenced prior to the relevant Petition Date in which the Debtor was a plaintiff.

(j) Schedule D. Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercompany agreement) related to such creditor's claim. In certain instances, a Debtor may be a co-obligor, co mortgagor or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided in Schedule D are intended only as a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. In connection with the Bankruptcy Filing, the Debtors entered into an amended and restated senior secured debtor-in-possession and exit asset-based revolving credit agreement (the "DIP ABL Facility"), which amends and restates the Company's existing ABL Facility. Further, the Company entered into a senior secured debtor-in-possession term loan agreement (the "DIP Term Loan Facility") (collectively with the DIP ABL Facility, the "DIP Facilities"). The DIP Term Loan Facility was used in part to repay in full the outstanding obligations under the Company's existing ABL Facility.

(k) Schedule E. All claims listed on the Debtors' Schedule E are claims owing to various taxing authorities to which the Debtors may potentially be liable. However, certain of such claims may be subject to on-going audits and the Debtors are otherwise unable to determine with certainty the amount of many, if not all, of the remaining claims listed on Schedule E. Therefore, the Debtors have listed all such claims as \$0 in amount, pending final resolution of on-going audits or other outstanding issues. The Debtors believe that most of the employee claims entitled to priority under the Bankruptcy Code were or will be paid pursuant to certain first day orders that authorized the payment of such claims. Accordingly, only employee-related claims by and against the Debtors for prepetition amounts due, that have not been paid as of the time that the Schedules and SOFAs were prepared by the Debtors, (including employee-related claims for items not authorized to be paid by order of the Bankruptcy Court), have been included in Schedule F for each Debtor.

(l) Schedule G. The businesses of the Debtors are complex. While the Debtors' existing books, records, and financial systems have been relied upon to identify and schedule executory contracts at each of the Debtors and every effort has been made to ensure the accuracy of the Schedule of Executory Contracts and Unexpired Leases, inadvertent errors or omissions may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda and other documents, instruments and agreements which may not be listed therein. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on the Schedule, including the rights to dispute or challenge the characterization or the structure of any transaction document or instrument. Certain executory agreements may not have been memorialized and could be subject to dispute. Generally, executory agreements that are oral in nature have not been included in the Schedule. Additionally, the Debtors have not listed confidentiality agreements on the Schedule.

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7. Guaranties and Other Secondary Liability Claims.

The Debtors have made reasonable efforts to locate and identify guaranties and other secondary liability claims (collectively, "Guaranties") in each of the executory contracts, unexpired leases, secured financings, debt instruments and other such agreements to which any Debtor is a party. Where Guaranties have been identified, they have been included in the relevant Schedule for the Debtor or Debtors affected by such Guaranties. The Debtors have placed the Guaranties on Schedule H for both the primary obligor and the guarantor of the relevant obligation. Guaranties were additionally placed on Schedule D or F for each guarantor, except to the extent they are associated with obligations under an executory contract or unexpired lease identified on Schedule G. It is possible that certain Guaranties embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements may have been inadvertently omitted. The Debtors reserve their rights to amend the Schedules to the extent additional Guaranties are identified or such Guaranties are discovered to have expired or be unenforceable. In addition, the Debtors reserve the right to amend the Schedules and SOFAs and to recharacterize or reclassify any such contract or claim, whether by amending the Schedules and SOFAs or in another appropriate filing. Additionally, failure to list any Guaranties in the Schedules and SOFAs, including in any future amendments to the Schedules and SOFAs, shall not affect the enforceability of any Guaranties not listed.

8. Classifications.

Listing a claim (i) on Schedule D as "secured," (ii) on Schedule E as "unsecured priority" or (iii) on Schedule F as "unsecured nonpriority," or listing a contract on Schedule G as "executory" or "unexpired," does not constitute an admission by a Debtor of the legal rights of the claimant or a waiver of any of Debtors' right to recharacterize or reclassify such claim or contract. The Debtors reserve the right to amend the Schedules and SOFAs and to recharacterize or reclassify any such contract or claim whether by amending the Schedules and SOFAs or in another appropriate filing.

9. Disputed, Contingent, and/or Unliquidated Claims.

Schedules D, E and F permit each of the Debtors to designate a claim as "disputed," "contingent" and/or "unliquidated." Any failure to designate a claim on the Debtors' Schedules as "disputed," "contingent" and/or "unliquidated" does not constitute an admission by the Debtors that such amount is not "disputed," "contingent" and/or "unliquidated" or that such claim is not subject to objection. The Debtors reserve the right to dispute, or assert offsets or defenses to, any claim reflected on these Schedules as to amount, liability or classification or to otherwise subsequently designate any claim as "disputed," "contingent" and/or "unliquidated," whether by amending the Schedules and SOFAs or in another appropriate filing. Listing a claim does not constitute an admission by the Debtors of the claimant's legal rights or a waiver of the Debtors' right to recharacterize or reclassify the claim or contract. Additionally, the Debtors reserve their rights to object to any listed claims on the grounds that, among other things, they have already been satisfied.

10. Claims.

All general unsecured claims against the Debtors have been listed on Schedule F based upon the Debtors' existing books and records. The Debtors reserve all rights with respect to any such credits and allowances including the right to assert claims objections and/or setoffs. The claims listed on Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. While commercially reasonable efforts have been made, determining the date upon which each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each claim listed on Schedule F. Schedule F does not include certain deferred charges, deferred liabilities, accruals or general reserves. Such amounts are general estimates of liabilities and do not represent specific claims as of the Petition Date; however, they are reflected on the Debtors' books and records as required in accordance with GAAP. Schedule F contains information regarding pending litigation involving the Debtors. In certain instances, the Debtor that is subject of the litigation is uncertain or undetermined. Where the named defendant is "Momentive Performance Materials" plus "et al.," the Debtors have listed such claim on Schedule F of MPM Inc. However, to the extent that litigation involving a particular Debtor has been identified, information regarding that litigation is contained in Schedule F for that Debtor. Note that substantially all trade debt of the Debtors' non-U.S. subsidiaries, which are not chapter 11 debtors in these cases, represents obligations of such non-U.S. subsidiaries and the payment of such trade debt is not affected by these chapter 11 cases.

11. Claims of Third-Party Related Entities.

While the Debtors have made every effort to properly classify each claim listed in the Schedules as being either disputed or undisputed, liquidated or unliquidated, and contingent or noncontingent, the Debtors have not been able to fully reconcile all payments made to certain third-party related entities on account of the Debtors' obligations to both such entity and its affiliates. Therefore, to the extent that the Debtors have classified their estimate of claims of a creditor as disputed, all claims of such creditor's affiliates listed in the Schedules and Statements shall similarly be considered as disputed, whether or not they are designated as such.

12. Effect of Payments Made Pursuant to "First Day" Orders on Scheduled Claim Amount.

The Bankruptcy Court has authorized the Debtors to pay various outstanding prepetition claims, including, but not limited to, payments to employees, critical vendors, suppliers of goods entitled to administrative priority, foreign creditors, warehousemen, lienholders, shippers, and taxing authorities. Where the Schedules list creditors and set forth the Debtors' scheduled amount of such claims, such scheduled amounts reflect amounts owed as of the Petition Date, adjusted for any postpetition payments made on account of such claims pursuant to the authority granted to the Debtors by the Bankruptcy Court, subject to further adjustment as described in Claims of Third-Party Related Entities, above. However, the estimate of claims set forth in the Schedules may not reflect assertions by the Debtors' creditors of a right to have such claims paid or reclassified under the Bankruptcy Code or orders of the Bankruptcy Court, including, without limitation, the Bankruptcy Court's "first day" orders to the extent that the Debtors have not agreed to such assertions as of the date hereof.

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13. Claims Related to Pension and Other Postretirement Benefits.

Certain of the Debtors' largest potential liabilities as of the Petition Date were on account of MPM Inc.'s domestic pension and other post-employment benefits, including, without limitation, retiree health care and life insurance. Specifically, as recorded in MPM Inc.'s Annual Report on Form 10-K as of December 31, 2013, which is the date of the most recent actuarial valuation, the consolidated US Debtors were exposed to \$59 million in unfunded US pension obligations. Obligations related to unfunded pensions are primarily obligations of MPM Inc., and the majority of the above amounts have been listed on MPM Inc.'s Schedule F at \$0 contingent, unliquidated, and disputed. The underfunded pension obligations of MPM Inc. are related to various pension plans that it sponsors. In addition, the Debtor's affiliate, MSC, sponsors a U.S. defined benefit plan which was underfunded by \$38 million as of December 31, 2013. Under U.S. Federal pension law, because the Debtors and MSC have a common ultimate parent, Momentive Holdings LLC, and therefore may be treated as members of the same "controlled group," the Debtors are potentially liable for required contributions to the MSC pension plan if MSC fails to make those contributions. Certain Debtors other than those listed above also sponsor pension and benefit plans for their employees, and those plans and related trusts are included on the Schedules and Statements applicable to those Debtors. The Debtors have made no attempt to disaggregate such liabilities on an individual-by-individual basis for purposes of Schedule F.

14. Collective Bargaining Agreements.

Collective bargaining agreements between Momentive Performance Materials USA Inc. ("MPM USA Inc.") and its unions, including the IUE-CWA, The Industrial Division of the Communications Workers of America, AFL-CIO, CLC, and International Chemical Workers Union Council (ICWUC/UFCW) govern MPM USA Inc.'s manufacturing employees. A National Agreement between MPM USA Inc. and the IUE CWA, The Industrial Division of the Communications Workers of America, AFL-CIO, CLC, governs the union represented employees at the Willoughby, Ohio and Waterford, New York facilities. The local bargaining units at the Willoughby and Waterford facilities also have negotiated local agreements. Because the national agreement was negotiated and signed by MPM USA Inc., all related local agreements have been listed on Schedule G of MPM USA Inc. as well, notwithstanding that the particular signatory to such local bargaining unit agreements may have been an operating division of another affiliated Debtor. In July 2013, the labor union representing the Willoughby, Ohio, and Waterford, New York facilities ratified a new three-year collective bargaining agreement. In April 2013, the labor union representing the Sistersville, West Virginia facility ratified a one-year extension of the existing collective bargaining agreement, extending the agreement until July 2014.

15. Union Grievances, Workers' Compensation Claims and Other Employment-related Actions and Charges.

The Debtors have excluded listing individual employee union grievances in the Schedules and Statements. In addition, workers' compensation claims and other employment-related actions and charges are excluded from the Debtors' Statement of Financial Affairs. All such actions, claims and grievances have been excluded based on both the large volume of such actions, claims and grievances and the Debtors' belief that the majority of such actions, claims and grievances will generally not result in actual litigation. The workers' compensation obligations are identified among the applicable Debtor entities' Schedule F but have not been listed for individuals since the employee wage motion provided for these payments to be made in the post-petition period.

16. Segment Information.

The Debtors' businesses are based on the products that it offers and the markets that it serves. The Debtors do not operate on a legal entity basis. The Debtors' two businesses are managed as one reportable segment; however, given the differing technology and marketing strategies, the Debtors report the results for the silicones and quartz businesses separately. The silicones business is engaged in the manufacture, sale and distribution of silanes, silicones, including specialty silicones, and urethane additives. The quartz business is engaged in the manufacture, sale and distribution of high-purity fused quartz and ceramic materials. A significant number of transactions entered into by the Debtors refer to the reportable segments and the counterparty to these transactions on a creditor's books may indicate one of the Debtors' reportable segments, rather than a legal entity.

SOFAs Item 3(b) - 90 Day Payments.

The Debtors have responded to Question 3(b) of the Statement of Financial Affairs in a detailed format by creditor.

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SOFAs Item 3(c) - Payments to Insiders.

The Debtors routinely make payments to intercompany entities and affiliates in the ordinary course of business as it relates to the costs of goods and services and as it relates to the movement of cash to and from the concentration accounts. These types of intercompany payments and movements are consistent with the ordinary course of business in the Debtors' industry and can be particularly voluminous, making it unduly burdensome and costly for the Debtors to list all normal payments and cash movements. Therefore, the Debtors have only included amounts paid as it relates to intercompany loans and interest payments. For purposes of the Schedules and Statements, the Debtors define Insiders as (i) directors, (ii) Section 16(b) officers, and (iii) officers who have received over \$300,000 in the one-year period preceding the Petition Date. To the extent that former officers do not qualify as Insiders as defined above, such benefits and payments are not included in the Schedules and Statements. Further, in 2006, MPM Inc., was created through the acquisition of certain assets, subsidiaries and liabilities of General Electric Company ("GE") that comprised GE Advanced Materials by affiliates of Apollo Management Holdings, L.P. (together with Apollo Global Management, LLC and its subsidiaries, "Apollo"). In October 2010, MPM Holdings and Momentive Specialty Chemicals Holdings LLC ("MSC Holdings"), the parent company of Momentive Specialty Chemicals Inc. and its subsidiaries (collectively "MSC"), became subsidiaries of a newly formed holding company, Momentive Holdings LLC. Momentive refers to this transaction as the "Momentive Combination." As a result of the Momentive Combination, Momentive Holdings LLC became the ultimate parent of MPM Holdings and MSC. Momentive Holdings LLC is controlled by investment funds managed by affiliates of Apollo, who may also be referred to as the Company's owner. In connection with the closing of the Momentive Combination, MPM Inc. entered into the Shared Services Agreement with MSC, as amended on March 17, 2011 (the "Shared Services Agreement"), pursuant to which MPM Inc. provides to MSC and MSC provides to MPM Inc., certain services, including, but not limited to, executive and senior management, administrative support, human resources, information technology support, accounting, finance, technology development, legal and procurement services. MPM Inc. has achieved significant cost savings under the Shared Services Agreement with MSC, including savings related to shared services and logistics optimization, best-of-source contractual terms, procurement savings, regional site rationalization, administrative and overhead savings. The Shared Services Agreement is subject to termination by MSC (or MPM Inc.), without cause, on not less than thirty days prior written notice subject to a one year transition assistance period and expires in October 2015 (subject to one-year renewals every year thereafter, absent contrary notice from either party). If the Shared Services Agreement is terminated or expires without renewal, it could have a material adverse effect on the business, results of operations and financial condition, as MPM Inc. would need to replace the services provided by MSC, and would lose the benefits generated under the agreement at the time. Some Directors & Officers of MPM Inc. are direct employees of MSC and are paid directly by MSC. Therefore, certain Debtors may not reflect any direct payments to the Directors and Officers on Item 3(c). Payments to MSC, under the Shared Service Agreement, which include amounts for executive management services, are reflected in SOFA 3(c) of MPM Inc.

SOFAs Item 4 - Litigation.

There are several pending litigation matters that are believed to have potential recoveries. The actual amount of these litigation matters is contingent on the outcome of the cases. The Debtors routinely participate in administrative actions and appeals with state agencies regarding permits in the ordinary course of their business and they have identified those administrative actions that were pending within one year of the Petition Date. In addition, litigation matters, not including any administrative actions and appeals, that are responsive to both Items 4 and 17 are identified in responses to Item 17.

SOFAs Item 7 - Gifts.

Although the Debtors have made reasonable efforts to ensure that the gifts listed in response to Item 7 include all gifts made, given the magnitude of the Debtors' operations, certain gifts may have inadvertently been omitted from the SOFAs.

SOFAs Item 13 - Set-Offs.

The Debtors routinely incur set-offs during the ordinary course of business. Set-offs in the ordinary course can result from various items including intercompany transactions, counterparty settlements, pricing discrepancies, rebates, returns, warranties and other transaction true-ups. These normal set-offs are consistent with the ordinary course of business in the Debtors' industry and can be particularly voluminous, making it unduly burdensome and costly for the Debtors to list all normal set-offs. Therefore, normal set-offs are excluded from the Debtors' responses to Item 13 of the SOFAs.

SOFAs Item 14 - Property Held for Another Person.

In the ordinary course of business, Momentive enters into consignment agreements (the "Consignment Agreements") on behalf of certain of the Debtors with some of their vendors. Under the Consignment Agreements, the Debtors take possession but not title to various materials and supplies, including parts and components of various chemical industry related equipment (the "Consigned Assets"). Title to the Consigned Assets does not transfer to the Debtors and the Debtors are not obligated to pay for the Consigned Assets until the Consigned Assets are placed in service.

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Momentive Performance Materials South America Inc.

Case Number: 14-22513

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING
DEBTOR'S SCHEDULES AND STATEMENTS**

SOFAs Item 17 - Environmental Information.

The Debtors have operations in many locations. At some locations, the Debtors no longer have any operations and may no longer have relevant records, or the records may no longer be complete or reasonably accessible or reviewable. Some individuals who once possessed responsive information are no longer employed by the Debtors. For all these reasons, it may not be possible to identify and supply the requested information for every "site" and "proceeding" literally responsive to Item 17. The Debtors have devoted substantial internal and external resources to identifying and providing the requested information for as many responsive sites and proceedings as reasonably possible. The Debtors may supplement or amend this response in the future. Due to the number of potentially responsive matters, the practical burdens in compiling information on inactive matters and the presumably lower relevance of information on inactive matters, information is presented only for matters that have been active within the last few years and that the Debtors do not consider to be closed. When some requested categories of information were not reasonably available for a listed "site" or "proceeding," the Debtors' response gives as much information as was reasonably available. When a site is the subject of a proceeding, settlement or order listed in the response to Item 17(c), the site and notices related to it are not also listed in the responses to Item 17(a) or 17(b). Similarly, sites that are listed in the response to Item 17(a) (sites for which the Debtors have received notice from a governmental unit) are not repeated in response to Item 17(b) (sites for which the Debtors have provided notice to a governmental unit). To avoid duplication, notices are not listed to the extent they refer to another notice or proceeding already identified in 17(a), (b) or (c). This response does not include sites or proceedings related to non-environmental laws such as occupational safety and health laws or transportation laws. The Debtors make routine reports and submissions concerning discharges resulting from normal operations consistent with regulatory requirements, such as discharge monitoring reports, toxic release inventory submissions and submissions concerning air emissions. This response is limited to those reports and submissions that identify uncontrolled releases and hazardous materials and does not purport to identify all routine reports and submissions.

SOFAs Item 18 - Capital Structure.

MPM Holdings and its related Debtor and non-Debtor affiliates total over 50 separate legal entities. Due to the volume of legal entities enterprise-wide, the Debtors believe it would be prohibitively difficult to track every change in the capital structure over the six years prior to the Petition Date. Thus, the diagrams attached in response to SOFA Item 18 reflect the capital structure of MPM Holdings and its subsidiaries as it existed at the end of each 2009, 2010, 2011, 2012, and 2013 and at March 31, 2014.

SOFAs Item 19(d) - Books, Records and Financial Statements.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, MPM Inc. and its subsidiaries have filed with the SEC reports on Form 8-K, Form 10-Q, and Form 10-K. These SEC filings contain consolidated financial information. Additionally, consolidated financial information is posted on Momentive's website at www.momentive.com. As the SEC filings and the website are of public record, Momentive does not maintain records of the parties that requested or obtained copies of any of the SEC filings from the SEC or Momentive. In addition, Momentive provides certain parties, such as banks, auditors, potential investors, vendors and financial advisors financial statements that may not be part of a public filing. Momentive does not maintain complete lists to track such disclosures. As such, Momentive has not provided lists of these parties in response to this question.

STATEMENT OF FINANCIAL AFFAIRS
UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: Momentive Performance Materials South America Inc.
Debtor.

Case Number: 14-22513

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
 State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two year** immediately preceding the commencement of this case. Give particular If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed).

See Attachment 2 to the Statement of Financial Affairs

3. Payments to Creditors

Complete a. or b., as appropriate, and c.

None *a. Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None *b. Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

See Attachment 3b to the Statement of Financial Affairs

None *c. All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

Some officers and directors are paid by another Debtor entity or under the Shared Services Agreement by Momentive Specialty Chemicals Inc. See the Global Notes for more information about the Shared Services Agreement.

4. Suits, executions, garnishments, and attachments

None *a.* List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None *b.* Describe all property that has been attached, garnished, or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

5. Repossessions, foreclosures, and returns

None
 List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

None
 a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None
 b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

None
 List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

None
 List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy

None
 List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, or consultation concerning debt consolidation, relief under the bankruptcy laws, preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

10. Other transfers

None
 List all other property, other than property transferred in the ordinary course of the business or financial affairs of the Debtor transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None
 b. List all property transferred by the debtor within **two years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

None
 List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

12. Safe deposit boxes

None
 List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

None
 List all setoffs made by any creditor, including a bank, against debts or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

See Global Notes.

14. Property held for another person

None
 List all property owned by another person that the debtor holds or controls.

See Global Notes.

15. Prior address of debtor

None
 If the debtor has moved within the **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

See Attachment 15 to the Statement of Financial Affairs

16. Spouses and Former Spouses

None
 If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington or Wisconsin) within **eight-years** immediately preceding the commencement of this case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

17. Environmental Information

For the purposes of this questions, the following definitions apply:

"Environmental Law" means any federal, state, of local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None c. List all judicial or administrative proceedings, including settlements or order, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location, and names of business

None a. *If the debtor is an individual,* list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the **six-years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting of equity securities within the **six-years** immediately preceding the commencement of this case

If the debtor is a partnership, list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities, within the **six-years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities, within the **six-years** immediately preceding the commencement of this case.

See Attachment 18a to the Statement of Financial Affairs

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the **six-years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sold proprietor or otherwise self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

See Attachment 19a to the Statement of Financial Affairs

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME AND ADDRESS

See Attachment 19b to the Statement of Financial Affairs

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

See Attachment 19c to the Statement of Financial Affairs

None d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

See Global Notes.

20. Inventories

None a. List the dates of the last two inventories taken of the debtor's property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

21. Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent of more of the voting or equity securities of the corporation.

See Attachment 21b to the Statement of Financial Affairs

22. Former partners, officers, directors, and shareholders.

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

None b. If the debtor is a corporation, list all officers, or directors whose relationships with the corporation terminated within **one year** immediately preceding the commencement of this case.

See Attachment 22b to the Statement of Financial Affairs

23. Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

24. Tax Consolidation Group

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the **six-years** immediately preceding the commencement of this case.

See Attachment 24 to the Statement of Financial Affairs

25. Pension Funds

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six-years** immediately preceding the commencement of this case.

Momentive Performance Materials South America Inc.
Case Number: 14-22513

Attachment 2

Income other than from employment or operation of business

State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the two years immediately preceding the commencement of this case.

<u>Source</u>	<u>Amount</u>
2012 - TOTAL NON-AFFILIATED INTEREST INCOME	(\$268)

Momentive Performance Materials South America Inc.
Case Number: 14-22513

Attachment 3b

Payments to creditors

List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850

<u>Name And Address Of Creditor</u>	<u>Dates of Payments</u>	<u>Amount Paid Or Value Of Transfers</u>
ADMINISTR FEDERAL INGRESOS PÚBLICOS H. YRIGOYEN 370 - (1086) CIUDAD DE BS.AS.	1/15/2014	\$68
	1/15/2014	\$604
	1/30/2014	\$4,977
	1/30/2014	\$2,701
	2/12/2014	\$614
	2/14/2014	\$69
	2/27/2014	\$5,160
	2/27/2014	\$2,748
	3/11/2014	\$538
	3/14/2014	\$68
	3/28/2014	\$1,773
	3/28/2014	\$4,201
TOTAL ADMINISTR FEDERAL INGRESOS PÚBLICOS		\$23,522
EMPLOYEE 3 CONFIDENTIAL - AVAILABLE UPON REQUEST	1/15/2014	\$1,622
	1/30/2014	\$3,639
	2/14/2014	\$1,650
	2/27/2014	\$3,786
	3/12/2014	\$28,644
	3/27/2014	\$35,699
	TOTAL EMPLOYEE 3	
EMPLOYEE 5 CONFIDENTIAL - AVAILABLE UPON REQUEST	1/30/2014	\$1,912
	2/27/2014	\$2,140
	3/28/2014	\$227
	3/28/2014	\$2,106
TOTAL EMPLOYEE 5		\$6,384
EMPLOYEE 6 CONFIDENTIAL - AVAILABLE UPON REQUEST	1/30/2014	\$2,870
	2/27/2014	\$2,921
	3/28/2014	\$3,304
TOTAL EMPLOYEE 6		\$9,096

Momentive Performance Materials South America Inc.
Case Number: 14-22513

Attachment 3b

Payments to creditors

List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850

<u>Name And Address Of Creditor</u>	<u>Dates of Payments</u>	<u>Amount Paid Or Value Of Transfers</u>
EMPLOYEE 7 CONFIDENTIAL - AVAILABLE UPON REQUEST		
	1/14/2014	\$1,679
	1/31/2014	\$850
	2/5/2014	\$391
	2/13/2014	\$1,607
	2/28/2014	\$850
	3/31/2014	\$850
	TOTAL EMPLOYEE 7	\$6,227
EMPLOYEE 8 CONFIDENTIAL - AVAILABLE UPON REQUEST		
	1/14/2014	\$1,978
	1/24/2014	\$1,978
	2/13/2014	\$1,978
	2/25/2014	\$1,978
	3/11/2014	\$1,978
	3/18/2014	\$4,295
	3/25/2014	\$1,978
	TOTAL EMPLOYEE 8	\$16,162
	TOTAL	\$136,432

Momentive Performance Materials South America Inc.
Case Number: 14-22513

Attachment 15

Prior address of debtor

If debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case

<u>Address</u>	<u>Name Used</u>	<u>Dates</u>
22 CORPORATE WOODS BOULEVARD ALBANY, NY 12211		12/2012

Momentive Performance Materials Holdings Inc.
SOFA 18a
2014 Organization Structure

Count	Debtor	Legal Entity Name	Parent	% Ownership	State of Incorporation / Formation	Date of Formation	US Federal Tax ID
1		Momentive Performance Materials Holdings LLC (DE)					
2		MPM TopCo LLC (DE)	Momentive Performance Materials Holdings LLC (DE)	100%	Delaware	10/10/2012	N/A
3	x	Momentive Performance Materials Holdings Inc. (DE)	MPM TopCo LLC (DE)	100%	Delaware	9/6/2006	20-5748246
4	x	Momentive Performance Materials Inc. (DE)	Momentive Performance Materials Holdings Inc. (DE)	100%	Delaware	9/6/2006	20-5748297
5	x	Momentive Performance Materials Worldwide Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	9/6/2006	20-5748357
6		Momentive Performance Materials Canada ULC (Canada)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
7		Momentive Performance Materials Nova Scotia ULC (Nova Scotia)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
8		Momentive Performance Materials GmbH (Germany)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
9		Momentive Performance Materials (India) Private Limited (India)	Momentive Performance Materials GmbH (Germany)	100%			
10		Momentive Performance Materials Suisse Sarl (Switzerland)	Momentive Performance Materials GmbH (Germany)	100%			
11		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Suisse Sarl (Switzerland)	1%			
12		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Suisse Sarl (Switzerland)	1%			
13		Momentive Performance Materials Commercial Services GmbH (Germany)	Momentive Performance Materials GmbH (Germany)	100%			
14		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
15		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
16		Momentive Performance Materials (Pty) Ltd. (South Africa)	Momentive Performance Materials Commercial Services GmbH (Germany)	100%			
17		Momentive Performance Materials Ltd (UK)	Momentive Performance Materials GmbH (Germany)	100%			
18		Momentive Performance Materials Italy Srl (Italy)	Momentive Performance Materials GmbH (Germany)	100%			
19		Momentive Performance Materials Specialties Srl (Italy)	Momentive Performance Materials Italy Srl (Italy)	100%			
20		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials Specialties Srl (Italy)	1%			
21		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials GmbH (Germany)	99%			
22		Momentive Performance Materials Quartz GmbH (Germany)	Momentive Performance Materials GmbH (Germany)	100%			
23		Momentive Performance Materials France Sarl (France)	Momentive Performance Materials Quartz GmbH (Germany)	100%			
24		Momentive Performance Materials Silicones BV (Netherlands)	Momentive Performance Materials GmbH (Germany)	100%			
25		Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
26		Momentive Performance Materials Korea Co Ltd (Korea)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
27		Momentive Performance Materials Japan LLC (Japan)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
28		Ohta Kako LLC (Japan)	Momentive Performance Materials Japan LLC (Japan)	100%			
29		Momentive Performance Materials Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
30		Zhejiang Xinan Momentive Performance Materials Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	49%			
31		Momentive Performance Materials (Shanghai) Management Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
32		Momentive Performance Materials (Shanghai) Trading Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
33		Momentive Services S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
34		Momentive Performance Materials S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
35		Momentive Performance Materials Industria de Silicones Ltda (Brazil)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
36		Nautilus Pacific Two Pte. Ltd. (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
37		Momentive Performance Materials Hong Kong Ltd. (Hong Kong)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
38		Momentive Performance Materials (Thailand) Ltd. (Thailand)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
39		TA Holding Pte Ltd (Singapore)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
40		Momentive Performance Materials (Nantong) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
41		Momentive Performance Materials (Shanghai) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
42		Momentive Performance Materials (Nantong) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
43		Momentive Performance Materials (Shanghai) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
44		MPM Escrow LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/9/2012	N/A
45		MPM Finance Escrow Corp. (DE)	MPM Escrow LLC (DE)	100%	Delaware	10/9/2012	35-2456985
46	x	Momentive Performance Materials USA Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748388
47	x	Momentive Performance Materials Quartz, Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	8/2/1996	34-1839929
48	x	MPM Silicones, LLC (NY)	Momentive Performance Materials USA Inc. (DE)	100%	New York	11/14/2000	22-3775481
49	x	Momentive Performance Materials South America Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	11/1/2006	20-5834895
50		MPM AR LLC (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	3/10/2011	27-5463973
51	x	Juniper Bond Holdings I LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589631
52	x	Juniper Bond Holdings II LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589692
53	x	Juniper Bond Holdings III LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589765
54	x	Juniper Bond Holdings IV LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589836
55	x	Momentive Performance Materials China SPV Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748469
56		Nautilus Pacific Four Pte Ltd (Singapore)	Momentive Performance Materials China SPV Inc. (DE)	100%			
57		Wuxi Momentive Performance Materials Co. Ltd. (China)	Momentive Performance Materials China SPV Inc. (DE)	100%			

Momentive Performance Materials Holdings Inc.
SOFA 18a
2013 Organization Structure

Count	Debtor	Legal Entity Name	Parent	% Ownership	State of Incorporation / Formation	Date of Formation	US Federal Tax ID
1		Momentive Performance Materials Holdings LLC (DE)			Delaware	8/5/2010	27-4076842
2		MPM TopCo LLC (DE)	Momentive Performance Materials Holdings LLC (DE)	100%	Delaware	10/10/2012	N/A
3	x	Momentive Performance Materials Holdings Inc. (DE)	Momentive Performance Materials Holdings LLC (DE)	100%	Delaware	9/6/2006	20-5748246
4	x	Momentive Performance Materials Inc. (DE)	Momentive Performance Materials Holdings Inc. (DE)	100%	Delaware	9/6/2006	20-5748297
5	x	Momentive Performance Materials Worldwide Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	9/6/2006	20-5748357
6		Momentive Performance Materials Canada ULC (Canada)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
7		Momentive Performance Materials Nova Scotia ULC (Nova Scotia)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
8		Momentive Performance Materials GmbH (Germany)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
9		Momentive Performance Materials (India) Private Limited (India)	Momentive Performance Materials GmbH (Germany)	100%			
10		Momentive Performance Materials Suisse Sarl (Switzerland)	Momentive Performance Materials GmbH (Germany)	1%			
11		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Suisse Sarl (Switzerland)	1%			
12		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Suisse Sarl (Switzerland)	100%			
13		Momentive Performance Materials Commercial Services GmbH (Germany)	Momentive Performance Materials GmbH (Germany)	100%			
14		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
15		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
16		Momentive Performance Materials (Pty) Ltd. (South Africa)	Momentive Performance Materials Commercial Services GmbH (Germany)	100%			
17		Momentive Performance Materials Ltd (UK)	Momentive Performance Materials GmbH (Germany)	100%			
18		Momentive Performance Materials Italy Srl (Italy)	Momentive Performance Materials GmbH (Germany)	100%			
19		Momentive Performance Materials Specialties Srl (Italy)	Momentive Performance Materials Italy Srl (Italy)	100%			
20		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials Specialties Srl (Italy)	1%			
21		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials GmbH (Germany)	99%			
22		Momentive Performance Materials Quartz GmbH (Germany)	Momentive Performance Materials GmbH (Germany)	100%			
23		Momentive Performance Materials France Sarl (France)	Momentive Performance Materials Quartz GmbH (Germany)	100%			
24		Momentive Performance Materials Silicones BV (Netherlands)	Momentive Performance Materials GmbH (Germany)	100%			
25		Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
26		Momentive Performance Materials Korea Co Ltd (Korea)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
27		Momentive Performance Materials Japan LLC (Japan)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
28		Ohta Kako LLC (Japan)	Momentive Performance Materials Japan LLC (Japan)	100%			
29		Momentive Performance Materials Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
30		Zhejiang Xinan Momentive Performance Materials Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	49%			
31		Momentive Performance Materials (Shanghai) Management Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
32		Momentive Performance Materials (Shanghai) Trading Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
33		Momentive Services S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
34		Momentive Performance Materials S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
35		Momentive Performance Materials Industria de Silicones Ltda (Brazil)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
36		Nautilus Pacific Two Pte. Ltd. (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
37		Momentive Performance Materials Hong Kong Ltd. (Hong Kong)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
38		Momentive Performance Materials (Thailand) Ltd. (Thailand)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
39		TA Holding Pte Ltd (Singapore)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
40		Momentive Performance Materials (Nantong) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
41		Momentive Performance Materials (Shanghai) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
42		Momentive Performance Materials (Nantong) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
43		Momentive Performance Materials (Shanghai) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
44		MPM Escrow LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/9/2012	N/A
45		MPM Finance Escrow Corp. (DE)	MPM Escrow LLC (DE)	100%	Delaware	10/9/2012	35-2456985
46	x	Momentive Performance Materials USA Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748388
47	x	Momentive Performance Materials Quartz, Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	8/2/1996	34-1839929
48	x	MPM Silicones, LLC (NY)	Momentive Performance Materials USA Inc. (DE)	100%	New York	11/14/2000	22-3775481
49	x	Momentive Performance Materials South America Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	11/1/2006	20-5834895
50		MPM AR LLC (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	3/10/2011	27-5463973
51	x	Juniper Bond Holdings I LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589631
52	x	Juniper Bond Holdings II LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589692
53	x	Juniper Bond Holdings III LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589765
54	x	Juniper Bond Holdings IV LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589836
55	x	Momentive Performance Materials China SPV Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748469
56		Nautilus Pacific Four Pte Ltd (Singapore)	Momentive Performance Materials China SPV Inc. (DE)	100%			
57		Wuxi Momentive Performance Materials Co. Ltd. (China)	Momentive Performance Materials China SPV Inc. (DE)	100%			

Momentive Performance Materials Holdings Inc.
SOFA 18a
2012 Organization Structure

Count	Debtor	Legal Entity Name	Parent	% Ownership	State of Incorporation / Formation	Date of Formation	US Federal Tax ID
1		Momentive Performance Materials Holdings LLC (DE)			Delaware	8/5/2010	27-4076842
2		MPM TopCo LLC (DE)	Momentive Performance Materials Holdings LLC (DE)	100%	Delaware	10/10/2012	N/A
3	x	Momentive Performance Materials Holdings Inc. (DE)	Momentive Performance Materials Holdings LLC (DE)	100%	Delaware	9/6/2006	20-5748246
4	x	Momentive Performance Materials Inc. (DE)	Momentive Performance Materials Holdings Inc. (DE)	100%	Delaware	9/6/2006	20-5748297
5	x	Momentive Performance Materials Worldwide Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	9/6/2006	20-5748357
6		Momentive Performance Materials Canada ULC (Canada)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
7		Momentive Performance Materials Nova Scotia ULC (Nova Scotia)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
8		Momentive Performance Materials GmbH (Germany)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
9		Momentive Performance Materials (India) Private Limited (India)	Momentive Performance Materials GmbH (Germany)	100%			
10		Momentive Performance Materials Suisse Sarl (Switzerland)	Momentive Performance Materials GmbH (Germany)	1%			
11		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Suisse Sarl (Switzerland)	1%			
12		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Suisse Sarl (Switzerland)	100%			
13		Momentive Performance Materials Commercial Services GmbH (Germany)	Momentive Performance Materials GmbH (Germany)	100%			
14		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
15		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
16		Momentive Performance Materials (Pty) Ltd. (South Africa)	Momentive Performance Materials Commercial Services GmbH (Germany)	100%			
17		Momentive Performance Materials Ltd (UK)	Momentive Performance Materials GmbH (Germany)	100%			
18		Momentive Performance Materials Italy Srl (Italy)	Momentive Performance Materials GmbH (Germany)	100%			
19		Momentive Performance Materials Specialties Srl (Italy)	Momentive Performance Materials Italy Srl (Italy)	100%			
20		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials Specialties Srl (Italy)	1%			
21		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials GmbH (Germany)	99%			
22		Momentive Performance Materials Quartz GmbH (Germany)	Momentive Performance Materials GmbH (Germany)	100%			
23		Momentive Performance Materials France Sarl (France)	Momentive Performance Materials Quartz GmbH (Germany)	100%			
24		Momentive Performance Materials Silicones BV (Netherlands)	Momentive Performance Materials GmbH (Germany)	100%			
25		Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
26		Momentive Performance Materials Korea Co Ltd (Korea)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
27		Momentive Performance Materials Japan LLC (Japan)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
28		Ohta Kako LLC (Japan)	Momentive Performance Materials Japan LLC (Japan)	100%			
29		Momentive Performance Materials Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
30		Zhejiang Xinan Momentive Performance Materials Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	49%			
31		Momentive Performance Materials (Shanghai) Management Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
32		Momentive Performance Materials (Shanghai) Trading Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
33		Momentive Services S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
34		Momentive Performance Materials S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
35		Momentive Performance Materials Industria de Silicones Ltda (Brazil)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
36		Nautilus Pacific Two Pte. Ltd. (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
37		Momentive Performance Materials Hong Kong Ltd. (Hong Kong)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
38		Momentive Performance Materials (Thailand) Ltd. (Thailand)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
39		TA Holding Pte Ltd (Singapore)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
40		Momentive Performance Materials (Nantong) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
41		Momentive Performance Materials (Shanghai) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
42		Momentive Performance Materials (Nantong) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
43		Momentive Performance Materials (Shanghai) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
44		MPM Escrow LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/9/2012	N/A
45		MPM Finance Escrow Corp. (DE)	MPM Escrow LLC (DE)	100%	Delaware	10/9/2012	35-2456985
46	x	Momentive Performance Materials USA Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748388
47	x	Momentive Performance Materials Quartz, Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	8/2/1996	34-1839929
48	x	MPM Silicones, LLC (NY)	Momentive Performance Materials USA Inc. (DE)	100%	New York	11/14/2000	22-3775481
49	x	Momentive Performance Materials South America Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	11/1/2006	20-5834895
50		MPM AR LLC (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	3/10/2011	27-5463973
51	x	Juniper Bond Holdings I LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589631
52	x	Juniper Bond Holdings II LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589692
53	x	Juniper Bond Holdings III LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589765
54	x	Juniper Bond Holdings IV LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589836
55	x	Momentive Performance Materials China SPV Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748469
56		Nautilus Pacific Four Pte Ltd (Singapore)	Momentive Performance Materials China SPV Inc. (DE)	100%			
57		Wuxi Momentive Performance Materials Co. Ltd. (China)	Momentive Performance Materials China SPV Inc. (DE)	100%			

Momentive Performance Materials Holdings Inc.
SOFA 18a
2011 Organization Structure

Count	Debtor	Legal Entity Name	Parent	% Ownership	State of Incorporation / Formation	Date of Formation	US Federal Tax ID
1		Momentive Performance Materials Holdings LLC (DE)			Delaware	8/5/2010	27-4076842
2	x	Momentive Performance Materials Holdings Inc. (DE)	Momentive Performance Materials Holdings LLC (DE)	100%	Delaware	9/6/2006	20-5748246
3	x	Momentive Performance Materials Inc. (DE)	Momentive Performance Materials Holdings Inc. (DE)	100%	Delaware	9/6/2006	20-5748297
4	x	Momentive Performance Materials Worldwide Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	9/6/2006	20-5748357
5		Momentive Performance Materials Canada ULC (Canada)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
6		Momentive Performance Materials GmbH (Germany)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
7		Momentive Performance Materials Holding GmbH (Germany)					
8		Momentive Performance Materials (India) Private Limited (India)	Momentive Performance Materials Holding GmbH (Germany)	100%			
9		Momentive Performance Materials Suisse Sarl (Switzerland)	Momentive Performance Materials Holding GmbH (Germany)	1%			
10		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Suisse Sarl (Switzerland)	1%			
11		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Suisse Sarl (Switzerland)	100%			
12		Momentive Performance Materials Commercial Services GmbH (Germany)	Momentive Performance Materials Holding GmbH (Germany)	100%			
13		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
14		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
15		Momentive Performance Materials (Pty) Ltd. (South Africa)	Momentive Performance Materials Commercial Services GmbH (Germany)	100%			
16		Momentive Performance Materials Ltd (UK)	Momentive Performance Materials Holding GmbH (Germany)	100%			
17		Momentive Performance Materials Italy Srl (Italy)	Momentive Performance Materials Holding GmbH (Germany)	100%			
18		Momentive Performance Materials Specialties Srl (Italy)	Momentive Performance Materials Italy Srl (Italy)	100%			
19		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials Specialties Srl (Italy)	1%			
20		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials Holding GmbH (Germany)	99%			
21		Momentive Performance Materials Quartz GmbH (Germany)	Momentive Performance Materials Holding GmbH (Germany)	100%			
22		Momentive Performance Materials France Sarl (France)	Momentive Performance Materials Quartz GmbH (Germany)	100%			
23		Momentive Performance Materials Silicones BV (Netherlands)	Momentive Performance Materials Holding GmbH (Germany)	100%			
24		Momentive Performance Materials Commercial Services Srl (Italy)	Momentive Performance Materials Silicones BV (Netherlands)	100%			
25		Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
26		Momentive Performance Materials Korea Co Ltd (Korea)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
27		Momentive Performance Materials Australia Pte Ltd (Australia)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
28		Momentive Performance Materials Japan LLC (Japan)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
29		Ohta Kako LLC (Japan)	Momentive Performance Materials Japan LLC (Japan)	100%			
30		Momentive Performance Materials Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
31		Zhejiang Xinan Momentive Performance Materials Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	49%			
32		Momentive Performance Materials (Shanghai) Management Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
33		Momentive Performance Materials (Shanghai) Trading Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
34		Momentive Services S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
35		Momentive Performance Materials S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
36		Momentive Performance Materials Industria de Silicones Ltda (Brazil)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
37		Nautilus Pacific Two Pte. Ltd. (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
38		Momentive Performance Materials Hong Kong Ltd. (Hong Kong)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
39		Momentive Performance Materials (Thailand) Ltd. (Thailand)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
40		TA Holding Pte Ltd (Singapore)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
41		Momentive Performance Materials (Nantong) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
42		Momentive Performance Materials (Shanghai) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
43		Momentive Performance Materials (Nantong) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
44		Momentive Performance Materials (Shanghai) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
45	x	Momentive Performance Materials USA Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748388
46	x	Momentive Performance Materials Quartz, Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	8/2/1996	34-1839929
47	x	MPM Silicones, LLC (NY)	Momentive Performance Materials USA Inc. (DE)	100%	New York	11/14/2000	22-3775481
48	x	Momentive Performance Materials South America Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	11/1/2006	20-5834895
49		MPM AR LLC (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	3/10/2011	27-5463973
50	x	Juniper Bond Holdings I LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589631
51	x	Juniper Bond Holdings II LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589692
52	x	Juniper Bond Holdings III LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589765
53	x	Juniper Bond Holdings IV LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589836
54	x	Momentive Performance Materials China SPV Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748469
55		Nautilus Pacific Four Pte Ltd (Singapore)	Momentive Performance Materials China SPV Inc. (DE)	100%			
56		Wuxi Momentive Performance Materials Co. Ltd. (China)	Momentive Performance Materials China SPV Inc. (DE)	100%			

Momentive Performance Materials Holdings Inc.
SOFA 18a
2010 Organization Structure

Count	Debtor	Legal Entity Name	Parent	% Ownership	State of Incorporation / Formation	Date of Formation	US Federal Tax ID
1		Momentive Performance Materials Holdings LLC (DE)			Delaware	8/5/2010	27-4076842
2	x	Momentive Performance Materials Holdings Inc. (DE)	Momentive Performance Materials Holdings LLC (DE)	100%	Delaware	9/6/2006	20-5748246
3	x	Momentive Performance Materials Inc. (DE)	Momentive Performance Materials Holdings Inc. (DE)	100%	Delaware	9/6/2006	20-5748297
4	x	Momentive Performance Materials Worldwide Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	9/6/2006	20-5748357
5		Momentive Performance Materials Canada ULC (Canada)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
6		Momentive Performance GmbH (Germany)	Momentive Performance Materials Canada ULC (Canada)	100%			
7		Momentive Performance Materials Quartz GmbH (Germany)	Momentive Performance GmbH (Germany)	100%			
8		Momentive Performance Materials France Sari (France)	Momentive Performance Materials Quartz GmbH (Germany)	100%			
9		Momentive Performance Materials Holding GmbH (Germany)	Momentive Performance GmbH (Germany)	100%			
10		Momentive Performance Materials (India) Private Limited (India)	Momentive Performance Materials Holding GmbH (Germany)	100%			
11		Momentive Performance Materials Suisse Sari (Switzerland)	Momentive Performance Materials Holding GmbH (Germany)	100%			
12		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Suisse Sari (Switzerland)	1%			
13		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Suisse Sari (Switzerland)	1%			
14		Momentive Performance Materials Commercial Services GmbH (Germany)	Momentive Performance Materials Holding GmbH (Germany)	100%			
15		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
16		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
17		Momentive Performance Materials (Pty) Ltd. (South Africa)	Momentive Performance Materials Commercial Services GmbH (Germany)	100%			
18		Momentive Performance Materials Ltd (UK)	Momentive Performance Materials Holding GmbH (Germany)	100%			
19		Momentive Performance Materials Italy Srl (Italy)	Momentive Performance Materials Holding GmbH (Germany)	100%			
20		Momentive Performance Materials Specialties Srl (Italy)	Momentive Performance Materials Italy Srl (Italy)	100%			
21		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials Specialties Srl (Italy)	1%			
22		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials Holding GmbH (Germany)	99%			
23		Momentive Performance Materials Silicones BV (Netherlands)	Momentive Performance Materials Holding GmbH (Germany)	100%			
24		Momentive Performance Materials Commercial Services Srl (Italy)	Momentive Performance Materials Silicones BV (Netherlands)	100%			
25		Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
26		Momentive Performance Materials Korea Co Ltd (Korea)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
27		Momentive Performance Materials Australia Pte Ltd (Australia)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
28		Momentive Fine Performance Materials (Shenzhen) Co Ltd (China)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	51%			
29		Momentive Performance Materials Japan LLC (Japan)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
30		Ohta Kako LLC (Japan)	Momentive Performance Materials Japan LLC (Japan)	100%			
31		Momentive Performance Materials Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
32		Zhejiang Xinan Momentive Performance Materials Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	49%			
33		Momentive Performance Materials (Shanghai) Management Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
34		Momentive Performance Materials (Shanghai) Trading Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
35		Momentive Services S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
36		Momentive Performance Materials S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
37		Momentive Performance Materials Industria de Silicones Ltda (Brazil)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
38		Nautilus Pacific Two Pte. Ltd. (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
39		Momentive Performance Materials Hong Kong Ltd. (Hong Kong)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
40		Momentive Performance Materials (Thailand) Ltd. (Thailand)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
41		TA Holding Pte Ltd (Singapore)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
42		Momentive Performance Materials (Nantong) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
43		Momentive Performance Materials (Shanghai) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
44		Momentive Performance Materials (Nantong) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
45		Momentive Performance Materials (Shanghai) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
46	x	Momentive Performance Materials USA Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748388
47	x	Momentive Performance Materials Quartz, Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	8/2/1996	34-1839929
48	x	MPM Silicones, LLC (NY)	Momentive Performance Materials USA Inc. (DE)	100%	New York	11/14/2000	22-3775481
49	x	Momentive Performance Materials South America Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	11/1/2006	20-5834895
50	x	Juniper Bond Holdings I LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589631
51	x	Juniper Bond Holdings II LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589692
52	x	Juniper Bond Holdings III LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589765
53	x	Juniper Bond Holdings IV LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589836
54	x	Momentive Performance Materials China SPV Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748469
55		Nautilus Pacific Four Pte Ltd (Singapore)	Momentive Performance Materials China SPV Inc. (DE)	100%			
56		Wuxi Momentive Performance Materials Co. Ltd. (China)	Momentive Performance Materials China SPV Inc. (DE)	100%			

Momentive Performance Materials Holdings Inc.
SOFA 18a
2009 Organization Structure

Count	Debtor	Legal Entity Name	Parent	% Ownership	State of Incorporation / Formation	Date of Formation	US Federal Tax ID
1		Momentive Performance Materials Holdings LLC (DE)			Delaware	8/5/2010	27-4076842
2	x	Momentive Performance Materials Holdings Inc. (DE)	Momentive Performance Materials Holdings LLC (DE)	100%	Delaware	9/6/2006	20-5748246
3	x	Momentive Performance Materials Inc. (DE)	Momentive Performance Materials Holdings Inc. (DE)	100%	Delaware	9/6/2006	20-5748297
4	x	Momentive Performance Materials Worldwide Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	9/6/2006	20-5748357
5		Momentive Performance Materials Canada ULC (Canada)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
6		Momentive Performance GmbH (Germany)	Momentive Performance Materials Canada ULC (Canada)	100%			
7		Momentive Performance Materials Quartz GmbH (Germany)	Momentive Performance GmbH (Germany)	100%			
8		Momentive Performance Materials France Sarl (France)	Momentive Performance Materials Quartz GmbH (Germany)	100%			
9		Momentive Performance Materials Holding GmbH (Germany)	Momentive Performance GmbH (Germany)	100%			
10		Momentive Performance Materials (India) Private Limited (India)	Momentive Performance Materials Holding GmbH (Germany)	100%			
11		Momentive Performance Materials Suisse Sarl (Switzerland)	Momentive Performance Materials Holding GmbH (Germany)	100%			
12		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Suisse Sarl (Switzerland)	1%			
13		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Suisse Sarl (Switzerland)	1%			
14		Momentive Performance Materials Commercial Services GmbH (Germany)	Momentive Performance Materials Holding GmbH (Germany)	100%			
15		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
16		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
17		Momentive Performance Materials (Pty) Ltd. (South Africa)	Momentive Performance Materials Commercial Services GmbH (Germany)	100%			
18		Momentive Performance Materials, S.L. (Spain)	Momentive Performance Materials Commercial Services GmbH (Germany)	100%			
19		Momentive Performance Materials Ltd (UK)	Momentive Performance Materials Holding GmbH (Germany)	100%			
20		Momentive Performance Materials Italy Srl (Italy)	Momentive Performance Materials Holding GmbH (Germany)	100%			
21		Momentive Performance Materials Specialties Srl (Italy)	Momentive Performance Materials Italy Srl (Italy)	100%			
22		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials Specialties Srl (Italy)	1%			
23		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials Holding GmbH (Germany)	99%			
24		Momentive Performance Materials Silicones BV (Netherlands)	Momentive Performance Materials Holding GmbH (Germany)	100%			
25		Momentive Performance Materials Commercial Services Srl (Italy)	Momentive Performance Materials Silicones BV (Netherlands)	100%			
26		Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
27		Momentive Performance Materials Korea Co Ltd (Korea)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
28		Momentive Performance Materials Australia Pte Ltd (Australia)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
29		Momentive Performance Materials Singapore Pte Ltd (Singapore)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
30		Shanghai Songjiang Momentive Performance Materials Co Ltd (China)	Momentive Performance Materials Singapore Pte Ltd (Singapore)	100%			
31		Momentive Malaysia Sdn Bhd (Malaysia)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
32		Momentive Fine Performance Materials (Shenzhen) Co Ltd (China)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	51%			
33		Momentive Performance Materials Japan LLC (Japan)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
34		Ohta Kako LLC (Japan)	Momentive Performance Materials Japan LLC (Japan)	100%			
35		Momentive Performance Materials Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
36		Zhejiang Xinan Momentive Performance Materials Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	49%			
37		Momentive Performance Materials (Shanghai) Management Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
38		Momentive Performance Materials (Shanghai) Trading Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
39		Momentive Services S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
40		Momentive Performance Materials S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
41		Momentive Performance Materials Industria de Silicones Ltda (Brazil)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
42		Nautilus Pacific Two Pte. Ltd. (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
43		Momentive Performance Materials Hong Kong Ltd. (Hong Kong)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
44		Momentive Performance Materials (Thailand) Ltd. (Thailand)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
45		TA Holding Pte Ltd (Singapore)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
46		Momentive Performance Materials (Nantong) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
47		Momentive Performance Materials (Shanghai) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
48		Momentive Performance Materials (Nantong) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
49		Momentive Performance Materials (Shanghai) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
50	x	Momentive Performance Materials USA Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748388
51	x	Momentive Performance Materials Quartz, Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	8/2/1996	34-1839929
52	x	MPM Silicones, LLC (NY)	Momentive Performance Materials USA Inc. (DE)	100%	New York	11/14/2000	22-3775481
53	x	Momentive Performance Materials South America Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	11/1/2006	20-5834895
54	x	Juniper Bond Holdings I LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589631
55	x	Juniper Bond Holdings II LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589692
56	x	Juniper Bond Holdings III LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589765
57	x	Juniper Bond Holdings IV LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589836
58	x	Momentive Performance Materials China SPV Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748469
59		Nautilus Pacific Four Pte Ltd (Singapore)	Momentive Performance Materials China SPV Inc. (DE)	100%			
60		Wuxi Momentive Performance Materials Co. Ltd. (China)	Momentive Performance Materials China SPV Inc. (DE)	100%			

Momentive Performance Materials Holdings Inc.
SOFA 18a
2008 Organization Structure

Count	Debtor	Legal Entity Name	Parent	% Ownership	State of Incorporation / Formation	Date of Formation	US Federal Tax ID
1		Momentive Performance Materials Holdings LLC (DE)			Delaware	8/5/2010	27-4076842
2	x	Momentive Performance Materials Holdings Inc. (DE)	Momentive Performance Materials Holdings LLC (DE)	100%	Delaware	9/6/2006	20-5748246
3	x	Momentive Performance Materials Inc. (DE)	Momentive Performance Materials Holdings Inc. (DE)	100%	Delaware	9/6/2006	20-5748297
4	x	Momentive Performance Materials Worldwide Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	9/6/2006	20-5748357
5		Momentive Performance Materials Canada ULC (Canada)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
6		Momentive Performance GmbH (Germany)	Momentive Performance Materials Canada ULC (Canada)	100%			
7		Momentive Performance Materials Quartz GmbH (Germany)	Momentive Performance GmbH (Germany)	100%			
8		Momentive Performance Materials France Sarl (France)	Momentive Performance Materials Quartz GmbH (Germany)	100%			
9		Momentive Performance Materials Holding GmbH (Germany)	Momentive Performance GmbH (Germany)	100%			
10		Momentive Performance Materials (India) Private Limited (India)	Momentive Performance Materials Holding GmbH (Germany)	100%			
11		Momentive Performance Materials Suisse Sarl (Switzerland)	Momentive Performance Materials Holding GmbH (Germany)	100%			
12		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Suisse Sarl (Switzerland)	1%			
13		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Suisse Sarl (Switzerland)	1%			
14		Momentive Performance Materials Commercial Services GmbH (Germany)	Momentive Performance Materials Holding GmbH (Germany)	100%			
15		Momentive Performance Materials Kimya Sanayi ve Ticaret Limited Sirketi (Turkey)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
16		Momentive Performance Materials Rus LLC (Russia)	Momentive Performance Materials Commercial Services GmbH (Germany)	99%			
17		Momentive Performance Materials (Pty) Ltd. (South Africa)	Momentive Performance Materials Commercial Services GmbH (Germany)	100%			
18		Momentive Performance Materials. S.L. (Spain)	Momentive Performance Materials Commercial Services GmbH (Germany)	100%			
19		Momentive Performance Materials Ltd (UK)	Momentive Performance Materials Holding GmbH (Germany)	100%			
20		Momentive Performance Materials Italy Srl (Italy)	Momentive Performance Materials Holding GmbH (Germany)	100%			
21		Momentive Performance Materials Specialties Srl (Italy)	Momentive Performance Materials Italy Srl (Italy)	100%			
22		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials Specialties Srl (Italy)	1%			
23		Momentive Performance Materials Benelux BVBA (Belgium)	Momentive Performance Materials Holding GmbH (Germany)	99%			
24		Momentive Performance Materials Silicones BV (Netherlands)	Momentive Performance Materials Holding GmbH (Germany)	100%			
25		Momentive Performance Materials Commercial Services Srl (Italy)	Momentive Performance Materials Silicones BV (Netherlands)	100%			
26		Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
27		Momentive Performance Materials Korea Co Ltd (Korea)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
28		Momentive Performance Materials Australia Pte Ltd (Australia)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
29		Momentive Performance Materials Singapore Pte Ltd (Singapore)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
30		Shanghai Songjiang Momentive Performance Materials Co Ltd (China)	Momentive Performance Materials Singapore Pte Ltd (Singapore)	100%			
31		Momentive Malaysia Sdn Bhd (Malaysia)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	100%			
32		Momentive Fine Performance Materials (Shenzhen) Co Ltd (China)	Momentive Performance Materials Asia Pacific Pte Ltd (Singapore)	51%			
33		Momentive Performance Materials Japan LLC (Japan)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
34		Ohta Kako LLC (Japan)	Momentive Performance Materials Japan LLC (Japan)	100%			
35		Momentive Performance Materials Pte Ltd (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
36		Zhejiang Xinan Momentive Performance Materials Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	49%			
37		Momentive Performance Materials (Shanghai) Management Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
38		Momentive Performance Materials (Shanghai) Trading Co., Ltd. (China)	Momentive Performance Materials Pte Ltd (Singapore)	100%			
39		Momentive Services S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
40		Momentive Performance Materials S. de R.L. de C.V. (Mexico)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
41		Momentive Performance Materials Industria de Silicones Ltda (Brazil)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
42		Nautilus Pacific Two Pte. Ltd. (Singapore)	Momentive Performance Materials Worldwide Inc. (DE)	100%			
43		Momentive Performance Materials Hong Kong Ltd. (Hong Kong)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
44		Momentive Performance Materials (Thailand) Ltd. (Thailand)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
45		TA Holding Pte Ltd (Singapore)	Nautilus Pacific Two Pte. Ltd. (Singapore)	100%			
46		Momentive Performance Materials (Nantong) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
47		Momentive Performance Materials (Shanghai) Co Ltd (China)	TA Holding Pte Ltd (Singapore)	49%			
48		Momentive Performance Materials (Nantong) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
49		Momentive Performance Materials (Shanghai) Co Ltd (China)	Nautilus Pacific Two Pte. Ltd. (Singapore)	51%			
50	x	Momentive Performance Materials USA Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748388
51	x	Momentive Performance Materials Quartz, Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	8/2/1996	34-1839929
52	x	MPM Silicones, LLC (NY)	Momentive Performance Materials USA Inc. (DE)	100%	New York	11/14/2000	22-3775481
53	x	Momentive Performance Materials South America Inc. (DE)	Momentive Performance Materials USA Inc. (DE)	100%	Delaware	11/1/2006	20-5834895
54	x	Juniper Bond Holdings I LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589631
55	x	Juniper Bond Holdings II LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589692
56	x	Juniper Bond Holdings III LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589765
57	x	Juniper Bond Holdings IV LLC (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	6/12/2007	26-1589836
58	x	Momentive Performance Materials China SPV Inc. (DE)	Momentive Performance Materials Inc. (DE)	100%	Delaware	10/19/2006	20-5748469
59		Nautilus Pacific Four Pte Ltd (Singapore)	Momentive Performance Materials China SPV Inc. (DE)	100%			
60		Wuxi Momentive Performance Materials Co. Ltd. (China)	Momentive Performance Materials China SPV Inc. (DE)	100%			

Momentive Performance Materials South America Inc.
Case Number: 14-22513

Attachment 19a

Books, records and financial statements

List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor

<u>Name And Address</u>	<u>Dates Services Rendered</u>
BILLIE JO CUTHBERT - VICE PRESIDENT - GENERAL CONTROLLER 260 HUDSON RIVER ROAD WATERFORD, NY 12188-2631	4/2012 - 4/2014
MOMENTIVE SPECIALTY CHEMICALS STEPHEN MARTOCCI, COLETTE BARRICKS 180 EAST BROAD STREET COLUMBUS, OH 43215	4/2012 - 4/2014

Specific Notes

In October 2010, Momentive Performance Materials Holdings Inc. ("MPM Holdings") and Momentive Specialty Chemicals Holdings LLC ("MSC Holdings"), the parent company of Momentive Specialty Chemicals Inc. and its subsidiaries (collectively "MSC"), became subsidiaries of a newly formed holding company, Momentive Performance Materials Holdings LLC ("Momentive Holdings LLC"). As a result of this transaction, Momentive Holdings LLC became the ultimate parent of MPM Holdings and MSC. Momentive Performance Materials Inc. ("MPM Inc.") entered into the Shared Services Agreement with MSC, as amended on March 17, 2011 (the "Shared Services Agreement"), pursuant to which MPM Inc. provides to MSC and MSC provides to MPM Inc., certain services, including, but not limited to, executive and senior management, administrative support, human resources, information technology support, accounting, finance, technology development, legal and procurement services. MPM Inc. has achieved significant cost savings under the Shared Services Agreement with MSC, including savings related to shared services and logistics optimization, best-of-source contractual terms, procurement savings, regional site rationalization, administrative and overhead savings. The Shared Services Agreement is subject to termination by MSC (or MPM Inc.), without cause, on not less than thirty days prior written notice subject to a one year transition assistance period and expires in October 2015 (subject to one-year renewals every year thereafter, absent contrary notice from either party). If the Shared Services Agreement is terminated or expires without renewal, it could have a material adverse effect on our business, results of operations and financial condition, as Momentive would need to replace the services provided by MSC, and would lose the benefits generated under the agreement at the time.

Momentive Performance Materials South America Inc.
Case Number: 14-22513

Attachment 19b

Books, records and financial statements

List all firms or individuals who within two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor

<u>Name</u>	<u>Address</u>	<u>Dates Services Rendered</u>
PRICEWATERHOUSECOOPERS LLP	41 SOUTH HIGH STREET 25TH FLOOR COLUMBUS, OH 43215-6101	2013-PRESENT
PRICEWATERHOUSECOOPERS LLP	677 BROADWAY ALBANY, NY 12207	2010-2012

Specific Notes

Financial statements are not audited on a stand-alone legal entity basis.

Momentive Performance Materials South America Inc.
Case Number: 14-22513

Attachment 19c

Books, records and financial statements

List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor.

<u>Name</u>	<u>Address</u>
MOMENTIVE SPECIALTY CHEMICALS STEPHEN MARTOCCI, COLETTE BARRICKS	180 EAST BROAD STREET COLUMBUS, OH 43215
BILLIE JO CUTHBERT - VICE PRESIDENT - GENERAL CONTROLLER	260 HUDSON RIVER ROAD WATERFORD, NY 12188-2631
PRICEWATERHOUSECOOPERS LLP	41 SOUTH HIGH STREET 25TH FLOOR COLUMBUS, OH 43215-6101
PRICEWATERHOUSECOOPERS LLP	677 BROADWAY ALBANY, NY 12207

Specific Notes

In October 2010, Momentive Performance Materials Holdings Inc. ("MPM Holdings") and Momentive Specialty Chemicals Holdings LLC ("MSC Holdings"), the parent company of Momentive Specialty Chemicals Inc. and its subsidiaries (collectively "MSC"), became subsidiaries of a newly formed holding company, Momentive Performance Materials Holdings LLC ("Momentive Holdings LLC"). As a result of this transaction, Momentive Holdings LLC became the ultimate parent of MPM Holdings and MSC. Momentive Performance Materials Inc. ("MPM Inc.") entered into the Shared Services Agreement with MSC, as amended on March 17, 2011 (the "Shared Services Agreement"), pursuant to which MPM Inc. provides to MSC and MSC provides to MPM Inc., certain services, including, but not limited to, executive and senior management, administrative support, human resources, information technology support, accounting, finance, technology development, legal and procurement services. MPM Inc. has achieved significant cost savings under the Shared Services Agreement with MSC, including savings related to shared services and logistics optimization, best-of-source contractual terms, procurement savings, regional site rationalization, administrative and overhead savings. The Shared Services Agreement is subject to termination by MSC (or MPM Inc.), without cause, on not less than thirty days prior written notice subject to a one year transition assistance period and expires in October 2015 (subject to one-year renewals every year thereafter, absent contrary notice from either party). If the Shared Services Agreement is terminated or expires without renewal, it could have a material adverse effect on our business, results of operations and financial condition, as Momentive would need to replace the services provided by MSC, and would lose the benefits generated under the agreement at the time.

Momentive Performance Materials South America Inc.
Case Number: 14-22513

Attachment 21b

Current Partners, Officers, Directors and Shareholders

If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

<u>Name And Address</u>	<u>Title</u>	<u>Nature And Percentage Of Stock Ownership</u>
ANTHONY GREENE CONFIDENTIAL - AVAILABLE UPON REQUEST	DIRECTOR, CHIEF EXECUTIVE OFFICER, AND PRESIDENT	
BILLIE JO CUTHBERT CONFIDENTIAL - AVAILABLE UPON REQUEST	VICE PRESIDENT AND GENERAL CONTROLLER	
BRIAN BERGER CONFIDENTIAL - AVAILABLE UPON REQUEST	VICE PRESIDENT AND CHIEF FINANCIAL OFFICER	
DOUGLAS A. JOHNS CONFIDENTIAL - AVAILABLE UPON REQUEST	DIRECTOR, EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL, AND SECRETARY	
FREDERICK BOURNE CONFIDENTIAL - AVAILABLE UPON REQUEST	GLOBAL TAX DIRECTOR	
GEORGE F. KNIGHT CONFIDENTIAL - AVAILABLE UPON REQUEST	SENIOR VICE PRESIDENT AND TREASURER	
LINDA GOODWIN CONFIDENTIAL - AVAILABLE UPON REQUEST	ASSISTANT TREASURER	
MOMENTIVE PERFORMANCE MATERIALS USA INC. 260 HUDSON RIVER ROAD WATERFORD, NY 12188	SHAREHOLDER	100.00%

Momentive Performance Materials South America Inc.
Case Number: 14-22513

Attachment 22b

Former partners, officers, directors and shareholders

If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case

<u>Name And Address</u>	<u>Title</u>	<u>Date Of Termination</u>
JOHN DANDOLPH CONFIDENTIAL - AVAILABLE UPON REQUEST	DIRECTOR, PRESIDENT, AND CHIEF EXECUTIVE OFFICER	8/19/2013

Momentive Performance Materials South America Inc.
Case Number: 14-22513

Attachment 24

Tax Consolidation Group

If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case

Name Of Parent Corporation

Taxpayer-Identification Number (EIN)

MOMENTIVE PERFORMANCE MATERIALS HOLDINGS INC.

20-5748246

Momentive Performance Materials South America Inc.

Case Number: 14-22513

DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date: June 4, 2014

Signature: /s/ DOUGLAS A. JOHNS

DOUGLAS A. JOHNS, Director, Executive Vice President, General Counsel, and Secretary

Name and Title

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571