

B1 (Official Form 1) (04/13)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK						VOLUNTARY PETITION			
Name of Debtor (if individual, enter Last, First, Middle): Momentive Performance Materials Holdings Inc.					Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Nautilus Holdings Acquisition Corp					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 20-5748246					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):				
Street Address of Debtor (No. and Street, City, and State): 260 Hudson River Road Waterford, NY ZIP CODE 12188					Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE				
County of Residence or of the Principal Place of Business: Saratoga					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address): ZIP CODE					Mailing Address of Debtor (if different from street address): ZIP CODE				
Location of Principal Assets of Business Debtor (if different from street address above): See Attachment A									ZIP CODE
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)			Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Community Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other			Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for <input type="checkbox"/> Chapter 9 Recognition of a Foreign <input checked="" type="checkbox"/> Chapter 11 Main Proceeding <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for <input type="checkbox"/> Chapter 13 Recognition of a Foreign Nonmain Proceeding			
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:			Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).			Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer <input checked="" type="checkbox"/> Debts are debts, defined in 11 U.S.C. primarily § 101(8) as "incurred by an business individual primarily for a debts personal, family, or household purpose."			
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).				
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors* <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> 1-49 50-99 100-199 200-999 1,000- 5,001- 10,001- 25,001- 50,001- Over 5,000 10,000 25,000 50,000 100,000 100,000									
Estimated Assets* <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> \$0 to \$50,001 to \$100,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 More than \$50,000 \$1000,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million million million million million million million									
Estimated Liabilities* <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> \$0 to \$50,001 to \$100,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 More than \$50,000 \$1000,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million million million million million million million									

* Information provided on a consolidated basis, and based on audited financial statements as of December 31, 2013.

Voluntary Petition <i>(this page must be completed and filed in every case.)</i>		Name of Debtor(s): Momentive Performance Materials Holdings Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attachment A	Case Number: Pending	Date Filed: Date Hereof	
District: Southern District of New York	Relationship: Affiliate	Judge: Pending	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition:			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor – Venue (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor’s affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor’s residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p>Voluntary Petition <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s): Momentive Performance Materials Holdings Inc.</p>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ Matthew A. Feldman</u> Signature of Debtor <u>Matthew A. Feldman</u> Printed Name of Attorney for Debtor(s) <u>WILLKIE FARR & GALLAGHER LLP</u> Firm Name</p> <p><u>787 Seventh Avenue, New York, NY 10019-6099</u> Address <u>(212) 728-8000</u> Telephone Number <u>April 13, 2014</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Douglas A. Johns</u> Signature of Authorized Individual</p> <p><u>Douglas A. Johns</u> Printed Name of Authorized Individual</p> <p><u>Executive Vice President, General Counsel, and Secretary</u> Title of Authorized Individual</p> <p><u>April 13, 2014</u> Date</p>	

ATTACHMENT A TO VOLUNTARY PETITION

1. Pending Bankruptcy Cases Filed by Affiliates of the Debtor

Concurrently herewith, each of the affiliated entities listed below, including the Debtor filing this petition (collectively, the “**Debtors**”), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code.

Juniper Bond Holdings I LLC
Juniper Bond Holdings II LLC
Juniper Bond Holdings III LLC
Juniper Bond Holdings IV LLC
Momentive Performance Materials China SPV Inc.
Momentive Performance Materials Holdings Inc.
Momentive Performance Materials Inc.
Momentive Performance Materials Quartz, Inc.
Momentive Performance Materials South America Inc.
Momentive Performance Materials USA Inc.
Momentive Performance Materials Worldwide Inc.
MPM Silicones, LLC

Contemporaneously with the filing of their voluntary petitions, the Debtors filed a motion requesting that this Court consolidate their chapter 11 cases for procedural purposes only.

2. Location of the Debtors’ Principal Assets (on a Consolidated Basis)

Address	
260 Hudson River Rd. Waterford, NY 12188	3500 S. State Route 2 Friendly, WV 26146
20 Solar Dr. Halfmoon, NY 12065	4901 Campbell Rd. Willoughby, OH 44094
769 Old Saw Mill River Road Tarrytown, NY 10591	703 South Street New Smyrna Beach, FL 32168
22557 West Lunn Rd. Strongsville, OH 44149	5700 Century Blvd. Texas City, TX 77582
611 O’Neill Dr. SE Hebron, OH 43025	500 N. Taylor Rd. Garrett, IN 46738
24400 Highland Rd. Richmond Heights, OH 44143	1950 Continental Boulevard Charlotte, NC 28273
420 N. Taylor Rd. Garrett, IN 46738	2012 Zanker Rd. San Jose, CA 95131

Address	
4045 Cheyenne Court Chino, CA 91710	340 O'Neil Dr. Hebron, OH 43025
9930 Kinsey Ave. Huntersville, NC 28078	

SECRETARY'S CERTIFICATE

I, Douglas A. Johns, the undersigned Secretary of each entity listed on Schedule I hereto (each entity, a "Company" and together, the "Companies") hereby certify that, on April 13, 2014, the following resolutions were duly adopted by the Board of Directors, Sole Member or equivalent body, as the case may be, of each Company (collectively, the "Board"), and recorded in the minute books of each Company, and that they have not been amended, modified or rescinded and, accordingly, are in full force and effect as of the date hereof.

WHEREAS, as a result of the financial condition of the Company, the Board has engaged counsel and financial advisors to provide advice to the Company regarding its obligations to its creditors, equity holders, employees and other interested parties;

WHEREAS, the Board has reviewed and considered, among other things, the advice of its counsel and financial advisors and has considered the options available to the Company, and has determined that, in its judgment, it is advisable and in the best interests of the Company, its creditors, equity holders, employees and other interested parties that the Company voluntarily file a petition (the "Petition") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

WHEREAS, after consultation with its counsel and financial advisors, the Board believes that it is advisable and in the best interests of the Company to enter into and obtain loans pursuant to, and consummate the transactions contemplated by, that certain (a) Senior Secured Debtor-in-Possession and Exit Amended and Restated Asset-Based Revolving Credit Agreement (the "DIP ABL Agreement"), to be entered into by and among Momentive Performance Materials USA Inc., Momentive Performance Materials GmbH, Momentive Performance Materials Quartz GmbH and Momentive Performance Materials Nova Scotia ULC, as borrowers, Momentive Performance Materials Holdings Inc., Momentive Performance Materials Inc., the lenders from time to time party thereto and JPMorgan Chase Bank, N.A. as administrative agent and collateral agent, and (b) Senior Secured Debtor-in-Possession Term Loan Credit Agreement (the "DIP Term Loan Agreement" and together with the DIP ABL Agreement, the "DIP Credit Agreements"), to be entered into by and among Momentive Performance Materials USA Inc., the lenders from time to time party thereto and JPMorgan Chase Bank, N.A. as administrative agent and collateral agent, and the Board has determined, in its judgment, it is advisable and in the interest of the Debtors to enter into the DIP Credit Agreements and undertake the actions contemplated thereby; and

WHEREAS, the Board has reviewed and considered a draft of that certain Restructuring Support Agreement to be entered into by and among each Company and those certain holders of 9.0%/9.5% Second-Priority Springing Lien Notes issued by Momentive Performance Materials Inc. (the "Second Lien Noteholders"), which are party thereto (the "Restructuring Support Agreement"), and the Board has determined, in its judgment, it is advisable and in the interest of the Company to enter into the Restructuring Support Agreement and undertake the actions contemplated thereby.

NOW THEREFORE, it is hereby:

RESOLVED, that the filing by the Company of the Petition, in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), substantially in the form previously presented to the Board is hereby approved, confirmed and adopted in all respects; and it is further

RESOLVED, that each of the officers of the Company, including any president, vice president, chief executive officer, chief financial officer, treasurer or secretary (each of the foregoing, individually, an “Authorized Officer” and, together, the “Authorized Officers”) be and they hereby are authorized, empowered and directed to execute and file the Petition on behalf of the Company in order to seek relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings, declarations, affidavits and other papers as required to accompany the Petition or seek entry of first day orders, and, in connection therewith, to employ and retain assistance of legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that they deem necessary, proper or desirable in connection with, or in furtherance of, the Petition or the Company’s chapter 11 cases, with a view to the successful prosecution of such cases; and it is further

RESOLVED, that the Company is authorized to employ the law firm of Willkie Farr & Gallagher LLP, located at 787 Seventh Avenue, New York, New York 10019, as bankruptcy counsel to render legal services to, and to represent, the Company in its chapter 11 cases and in any and all related proceedings, subject to Bankruptcy Court approval; and it is further

RESOLVED, that the Company is authorized to employ AlixPartners, LLP, located at 40 West 57th Street, New York, New York 10019, as restructuring advisors for the Company in its chapter 11 cases, subject to Bankruptcy Court approval; and it is further

RESOLVED, that the Company is authorized to employ Moelis & Company LLC, located at 399 Park Avenue, New York, New York 10022, as investment banker for the Company in its chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized, empowered and directed to retain on behalf of each Company such other professionals as they deem necessary, appropriate or desirable, upon such terms and conditions as they shall approve, to render services to each Company in connection with its chapter 11 case and with respect to other related matters in connection therewith, subject to Bankruptcy Court approval, if required; and it is further

RESOLVED, that the form, terms and provisions of the DIP Credit Agreements and the other loan documents, including, without limitation, any exhibits, appendices and schedules thereto, all transactions contemplated thereby and all actions taken by the Authorized Officer in connection therewith be, and hereby are, authorized, approved and ratified in all

respects with such modifications, changes, additions and deletions thereto as may be approved or deemed necessary, desirable or appropriate by an Authorized Officer executing the same, the execution thereof by such Authorized Officer to be conclusive evidence of such approval, necessity, desirability or appropriateness; and be it further

RESOLVED, that the execution, delivery and performance by the Company of the DIP Credit Agreements and the other loan documents, including the granting, ratification or reaffirmation of any security interest, mortgage or lien, or the provision of any guarantee, as applicable, in each case, as contemplated by or in connection with the DIP Credit Agreements and the other loan documents be, and hereby are, expressly authorized, adopted, confirmed, ratified and approved, and such approval is intended to and shall constitute all authorization and approval required by the Board; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized to (i) execute, deliver and perform, or cause to be performed, in the name of and on behalf of the Company, the DIP Credit Agreements and the other loan documents, and (ii) execute and deliver, or otherwise cause the Company to execute and deliver, from time to time various documents, agreements, instruments, questionnaires, papers or writings, as such Authorized Officer determines are necessary or desirable to effect execution, delivery and performance of the loan documents as intended by these resolutions, including but not limited to, any UCC financing statements and other instruments, stock powers, bond powers, unit powers, powers of attorney, side letters, notary letters, allonges, waivers, documents, certificates, consents, assignments, notices, affidavits, certificates of officers (including secretary's certificates) and other certificates, control agreements, intellectual property grants, guarantees, pledge agreements and other pledge documents, security agreements and other security documents, ratification agreements and agreements contemplated thereby or executed and delivered in connection therewith, in each case, with such changes, additions, modifications, and terms as the Authorized Officers executing the loan documents or any other instrument, document certificate, consent, assignment, notice and agreement shall approve, with such Authorized Officer's execution thereof to be deemed conclusive evidence of such approval; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized, empowered and directed, in the name of the Company, to cause the Company to enter into, and to execute and deliver and take all actions necessary, proper or desirable to consummate the transactions contemplated by the Restructuring Support Agreement, and to effectuate the foregoing, to enter into all other documents, agreements, or instruments as may be deemed necessary or appropriate by the Authorized Officers or otherwise described in or contemplated by the Restructuring Support Agreement; and it is further

RESOLVED, that each of the Authorized Officers is authorized to make, execute, file and deliver any and all consents, certificates, documents, instruments, amendments, papers or writings as may be required in connection with or in furtherance of the foregoing, and to do any and all other acts necessary or desirable to effectuate the foregoing resolutions, the execution and delivery thereof by such Authorized Officer(s) to be deemed conclusive evidence of the approval by the Company of the terms, provisions and conditions thereof; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, including, without limitation, the payment of fees, costs and expenses (subject to Bankruptcy Court approval where necessary or appropriate), as in the judgment of such Authorized Officer shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the Company's business or effectuate the transactions contemplated by the DIP Credit Agreements, the Restructuring Support Agreement; and it is further

RESOLVED, that any and all past actions heretofore lawfully taken by any officers, directors, members or any authorized persons acting under similar authority, as the case may be, of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions are hereby ratified, confirmed, adopted and approved in all respects; and it is further

RESOLVED, that the Secretary of the Company is hereby authorized, empowered and directed to certify that the foregoing resolutions of the Board were duly consented to and adopted as of the date hereof, and that the Secretary of the Company is hereby authorized and directed to insert, or cause to be inserted, this Secretary's Certificate, or a copy thereof, in the minutes of proceedings of the Board.

[Signature appears on next page]

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate as of the
13th day of April, 2014.

By: /s/ Douglas A. Johns
Name: Douglas A. Johns
Title: Secretary

Schedule 1

Juniper Bond Holdings I LLC
Juniper Bond Holdings II LLC
Juniper Bond Holdings III LLC
Juniper Bond Holdings IV LLC
Momentive Performance Materials China SPV Inc.
Momentive Performance Materials Holdings Inc.
Momentive Performance Materials Inc.
Momentive Performance Materials Quartz, Inc.
Momentive Performance Materials South America Inc.
Momentive Performance Materials USA Inc.
Momentive Performance Materials Worldwide Inc.
MPM Silicones, LLC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
: :
Momentive Performance Materials :
Holdings Inc., : Case No. 14-_____ ()
: :
Debtor. :
-----X

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE 50 LARGEST UNSECURED CLAIMS**

Set forth below is the list of creditors that hold, based upon information presently available and belief, the fifty largest unsecured claims against MPM Silicones, LLC and its affiliates (collectively, the “**Debtors**”).¹ This list has been prepared based upon the books and records of the Debtors. The Top 50 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 50 List does not include: (1) persons who come within the definition of an “insider” as set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the fifty (50) largest unsecured claims. The information presented in the Top 50 List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation, the failure of the Debtors to list any claim, or the listing of any claim as unsecured, does not constitute an admission by the Debtors that the secured lenders listed hold any deficiency claims, nor does it constitute a waiver of the Debtors’ rights to contest the validity, priority, nature, characterization, and/or amount of any claim.

[List appears on next page]

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors.

Name of creditor and complete mailing address, including zip code	Telephone number and fax number of employees, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Amount of claim as of April 10, 2014 ²
The Bank of New York Mellon Trust Company, N.A. 525 William Penn Place 38th Floor Pittsburgh, PA 15259	Fax: 412-234-7535	\$1.16 Billion 9.0% Second-Priority Springing Lien Notes Due 2021	\$1,160,687,000.00 ³
GE Capital Equity Investments, Inc. 201 Merritt 7, 1st Floor P.O. Box 4800 Norwalk, CT 06856-4259	Account Manager – Momentive Fax: 203-229-5097	11% Senior Discount Note	\$876,955,326.00
The Bank of New York Mellon 525 William Penn Place 38th Floor Pittsburgh, PA 15259	Fax: 412-234-7535	\$500 Million 11.5% Senior Subordinated Notes Due 2016	\$381,869,000.00
The Bank of New York Mellon Trust Company, N.A. 525 William Penn Place 38th Floor Pittsburgh, PA 15259	Fax: 412-234-7535	€150 Million 9.5% Second-Priority Springing Lien Notes Due 2021	\$182,945,280.00 ⁴
Odyssey Logistics & Technology Corp. 39 Old Ridgebury Rd Danbury, CT 06810	Tel.: 704-529-6300 Fax: 704-973-0987	Trade Debt	\$3,685,324.77
Globe Metalurgical Inc. Country Road 32 Beverly, OH 45715	Tel.: 800-845-6238 Fax: 740-984-8691	Trade Debt	\$3,642,356.24
Mitsubishi Gas Chemical America Inc. 655 3rd Ave, 24th Floor New York, NY 10017	Tel.: 212-687-9030 Fax: 212-687-2810	Trade Debt	\$3,338,333.85
Amerada Hess Inc. 126 N. Salina Street Syracuse, NY 13202	Tel.: 315-234-5300 Fax: 315-423-0964	Trade Debt	\$2,500,510.35
Fischback USA Inc. 900 Peterson Drive Elizabethtown, KY 42701	Tel.: 270-769-9333 Fax: 270-505-1256	Trade Debt	\$2,428,175.76
Unimin Corp 258 Elm St. New Canaan, CT 06840	Tel.: 203-966-8880 Fax: 203-972-1870	Trade Debt	\$2,248,247.21
Auramet Trading LC 2 Executive Drive, Suite 645 Fort Lee, NJ 07024	Tel.: 201-905-5000 Fax: 201-905-5001	Trade Debt	\$1,936,507.58

² These claim amounts represent maximum potential liabilities. Actual amounts owed, if any, may be significantly lower.

³ This amount represents the entire amount due and outstanding under these secured obligations. The Debtors believe that such obligations are substantially undersecured, and will therefore give rise to a significant unsecured deficiency claim against the Debtors. For the purposes of this creditor list, the Debtors have not attempted to calculate the amount of such deficiency claim.

⁴ This amount represents the entire amount due and outstanding under these secured obligations. The Debtors believe that such obligations are substantially undersecured, and will therefore give rise to a significant unsecured deficiency claim against the Debtors. For the purposes of this creditor list, the Debtors have not attempted to calculate the amount of such deficiency claim.

Name of creditor and complete mailing address, including zip code	Telephone number and fax number of employees, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Amount of claim as of April 10, 2014 ²
Mauser USA LLC 219 Commercial Drive Mount Vernon, OH 43050	Tel.: 740-397-1762 Fax: 740-397-0302	Trade Debt	\$1,423,139.87
Sea Lion Technology Inc. 5700 Century Blvd. Texas City, TX 77592	Tel.: 409-948-4351 Fax: 281-337-7758	Trade Debt	\$1,181,360.86
Kao Specialties Americas LLC 1620 Belmar St. High Point, NC 27261	Tel.: 336-307-0112 Fax: 336-884-1069	Trade Debt	\$1,020,997.43
Ungerer & Co. 110 N. Commerce Way Bridgeville, PA 15017	Tel.: 610-882-3869 Fax: 610-868-0530	Trade Debt	\$835,200.00
General Electric 10 Riverview Drive Danbury, CT 06810	Tel.: 203-749-6000 Fax: 203-567-8486	Trade Debt	\$817,059.44
Zhejiang Huanxin Fluoro Material Co. Lt. No. 1007 Jiu Ling Xi Road Yongkang 130 321300 China	Tel.: 86-579-7271585 Fax: 5797271599	Trade Debt	\$789,033.60
Nippon Kasei Chemicals Co. Ltd. 188 Shinkawa Chuo-Ku Tokyo 1040033 Japan	Tel.: 81 355405981 Fax: 355405898	Trade Debt	\$762,285.00
Schuetz Container Systems Inc. 200 Aspen Hill Rd. North Branch, NJ 08876	Tel.: 908-526-6161 Fax: 908-526-5621	Trade Debt	\$609,732.20
QSIP Canada ULC 6500 Yvon Trudeau Becancour, QC G9h 2V8 Canada	Tel.: 819-294-6000 Fax: 819-294-9001	Trade Debt	\$538,822.19
Unipex Solutions Canada 1570 Ampere Ste 106 Boucherville, QC J4B 7L4 Canada	Tel.: 450-449-6363 Fax: 450-449-5281	Trade Debt	\$410,046.55
McJunkin Corporation 12 Parkway Place Edison, NJ 08837	Tel.: 732-225-4005 Fax: 732-220-1453	Trade Debt	\$408,414.90
The B&B Albany Pallet Co. Inc. Drawer T Solvay Road Jamesville, NY 13078	Tel.: 315-492-1786 Fax: 315-469-4946	Trade Debt	\$346,622.18
Occidental Chemicals Corporation 5005 LBJ Freeway Dallas, TX 75380	Tel.: 800-752-5151 Fax: 713-985-1491	Trade Debt	\$343,988.95
Packaging Corporation of America 212 Roelee St. Trinity, NC 27370	Tel.: 336-434-0600 Fax: 336-861-5601	Trade Debt	\$328,964.01
American Chemistry Council 1300 Wilson Blvd. Arlington, VA 22209	Tel.: 703-741-5000 Fax: 703-741-6050	Trade Debt	\$317,356.00
Imerys Ceramics 100 Mansell Court East Ste 300 Roswell, GA 30076	Tel.: 770-594-0660 Fax: 770-645-3631	Trade Debt	\$316,453.70
Applied Ceramics Inc. 5555 Pleasantdale Rd. Doraville, GA 30340	Tel.: 770-448-6888 Fax: 770-368-8261	Trade Debt	\$306,362.78

Name of creditor and complete mailing address, including zip code	Telephone number and fax number of employees, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Amount of claim as of April 10, 2014 ²
RA Mueller, Inc. 11270 Cornell Park Dr. Cincinnati, OH 45242	Tel.: 513-247-5336 Fax: 713-996-6261	Trade Debt	\$302,316.65
Bearing Distributors, Inc. (BDI) 8000 Hub Parkway Cleveland, OH 44125	Tel.: 216-642-9100 Fax: 216-642-9573	Trade Debt	\$302,149.77
Addivant USA LLC P.O. Box 8600 Philadelphia, PA 19178-6702	Tel.: 203-573-2759 Fax: 317-667-1672	Trade Debt	\$296,805.30
Xinyaqiang Silicon Chemistry No.3 Jingwu Rd. Industrial Park Suqian City 100 223809 China	Tel.: 86-527-882621... Fax: 86-527-88262155	Trade Debt	\$296,509.56
Calumet Penreco LLC 2780 Waterfront Pkwy E. Dr. Indianapolis, IN 46214	Tel.: 877-269-4711 Fax: 724-756-1050	Trade Debt	\$295,977.91
Specialty Minerals Inc. 640 North 13th Street Easton, PA 18042	Tel.: 800-225-1156 Fax: 413-743-4527	Trade Debt	\$290,288.64
Zircoa Inc. 31501 Solon Rd. Solon, OH 44139	Tel.: 440-349-7224 Fax: 440-248-8864	Trade Debt	\$285,735.98
Praxair Inc. 39 Old Ridgebury Rd. Danbury, CT 06810-5113	Tel.: 203-837-2000 Fax: 203-837-2511	Trade Debt	\$263,346.01
Transpek Industry Ltd. 6th Flr, Marble Arch Race CourseCircle Vadodara - 390 007 Gujarat-India	Tel.: +91-265-233-5444 Fax: +91-265-233-5758	Trade Debt	\$260,864.50
Univar USA Inc. 17425 NE Union Hill Rd. Redmond, WA 98052	Tel.: 845-889-3621 Fax: 845-828-8515	Trade Debt	\$258,409.26
BASF Corp. 100 Campus Dr. Florham Park, NJ 07932	Tel.: 800-443-6460 Fax: 800-634-9105	Trade Debt	\$255,236.76
SCM Metal Products Inc. 2601 Weck Dr. Durham, NC 27709	Tel.: 919-287-9874 Fax: 919-544-0917	Trade Debt	\$249,594.13
PSC 33 South Hyde Park Blvd. Niagara Falls, NY 14303	Tel.: 716-282-0514 Fax: 716-282-0592	Trade Debt	\$243,950.66
OCI Melamine Americas Inc. 1209 Orange St. Wilmington, DE 19801	Tel.: 800-615-8284 Fax: 225-685-3003	Trade Debt	\$243,664.22
Allegheny Power P.O. Box 2809 Hagerstown, MD 21741-2809	Tel.: 304-480-1271 Fax: 304-480-1254	Trade Debt	\$235,411.85
Galata Chemicals, LLC 471 Highway 3142 Hahnville, LA 70057	Tel: 800-428-7947 Fax: 877-721-9672	Trade Debt	\$232,389.30
Airgas Inc. 611 Scott St. Donora, PA 15033	Tel: 800-682-3872 Fax: 724-379-7220	Trade Debt	\$225,684.68
DXP Enterprises Inc. 7272 Pinemont Rd. Houston, TX 77040	Tel: 713-996-4700 Fax: 713-939-7257	Trade Debt	\$223,247.05

Name of creditor and complete mailing address, including zip code	Telephone number and fax number of employees, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Amount of claim as of April 10, 2014 ²
CEVA Logistics U.S., Inc. 10751 Deerwood Park Blvd. Suite 200 Jacksonville, FL 32256	Tel: 904-928-1433 Fax: 904-680-1538	Trade Debt	\$222,567.05
Albea Americas Inc. 191 Rte. 31 N. Washington, NJ 07882	Tel: 773-399-3262 Fax: 908-689-4767	Trade Debt	\$222,046.32
Take Care Health Systems 205 Miller Springs Ct. Franklin, TN 37064	Tel: 615-665-7525 Fax: 615-468-3208	Trade Debt	\$221,644.64
Greif Inc. 695 Louis Dr. Warminster, PA 18974	Tel: 800-338-3786 Fax: 215-956-2416	Trade Debt	\$201,714.36

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
: :
Momentive Performance Materials : Case No. 14-_____ ()
Holdings Inc., : :
: :
Debtor. :
-----X

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of Momentive Performance Materials Holdings Inc., the debtor in this case (the "**Debtor**"), declare under penalty of perjury that I have read the foregoing consolidated list of the fifty largest unsecured creditors of the Debtor and its affiliated debtors, on a consolidated basis, and that it is true and correct to the best of my information and belief.

Dated: April 13, 2014

/s/ Douglas A. Johns
Douglas A. Johns
Authorized Signatory

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
: :
Momentive Performance Materials : Case No. 14-_____ ()
Holdings Inc., : :
: :
Debtor. :
-----X

**LIST OF EQUITY HOLDERS AND CORPORATE OWNERSHIP
STATEMENT OF MOMENTIVE PERFORMANCE MATERIALS
HOLDINGS INC., PURSUANT TO BANKRUPTCY RULES 1007(a)(3) AND 7007.1**

Momentive Performance Materials Holdings Inc. is a wholly-owned subsidiary of MPM TopCo LLC, which is a wholly-owned subsidiary of Momentive Performance Materials Holdings LLC.

The following corporate entities own 10% or more of Momentive Performance Materials Holdings LLC's equity interests:

Shareholder	Percentage of Total Shares
Apollo Funds ¹ 9 West 57th Street New York, NY 10019	90.4%

¹ Represents Apollo Investment Fund VI, L.P., AP Momentive Holdings LLC, AIF Hexion Holdings, L.P., and AIF Hexion Holdings, II, L.P.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
: :
Momentive Performance Materials : Case No. 14-_____ ()
Holdings Inc., : :
: :
Debtor. :
-----X

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of Momentive Performance Materials Holdings Inc., the debtor in this case (the "**Debtor**"), declare under penalty of perjury that I have read the foregoing list of equity security holders and corporate ownership statement of the Debtor and that it is true and correct to the best of my information and belief.

Dated: April 13, 2014

/s/ Douglas A. Johns
Douglas A. Johns
Authorized Signatory