Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MOMENTIVE PERFORMANCE MATERIALS SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/29/2007

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

MOMENTIVE PERFORMANCE MATERIALS INC.

260 HUDSON RIVER ROAD
WATERFORD, NY 12188

2b Employer Identification Number (EIN)
20-5748297

2c Sponsor's telephone number
614-225-2145

2d Business code (see instructions)
325900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	GEORGE KNIGHT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	2750
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	2249
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	505
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2755
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	4
f	Total. Add lines **6d** and **6e**.	**6f**	2759
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2570
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2K 2T 3H 2E 2F 2G 2J

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1) [ ]	Insurance	**(1)** [ ]	Insurance
(2) [ ]	Code section 412(e)(3) insurance contracts	**(2)** [ ]	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	**(3)** [X]	Trust
(4) [ ]	General assets of the sponsor	**(4)** [ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] ___ **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan	**B** Three-digit plan number (PN) ▶	
MOMENTIVE PERFORMANCE MATERIALS SAVINGS PLAN		002
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
MOMENTIVE PERFORMANCE MATERIALS INC.	20-5748297	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
60 64 65	RECORDKEEPER	135947	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR CAP APPR INST - HARBOR SERV 34-1953399	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD SMCO HLS IA - HARTFORD AD 41-0679409	0.05%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NORTHERN SM CAP VAL - NORTHERN TRU 36-2723087	0.40%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.03%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RS VALUE CL Y - BOSTON FINANCIAL D P.O. BOX 8480 BOSTON, MA 02266	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WFA GROWTH INST - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.15%

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
MOMENTIVE PERFORMANCE MATERIALS SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MOMENTIVE PERFORMANCE MATERIALS INC.

D Employer Identification Number (EIN)
20-5748297

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2020 FUND O

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-2849498-001	C	23387466

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2025 FUND O

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-2849545-001	C	18692685

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2030 FUND O

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-2849592-001	C	11248124

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2015 FUND O

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-2849457-001	C	8425878

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2035 FUND O

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-2849635-001	C	10077138

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2040 FUND O

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-2858930-001	C	7534527

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX RET. FUND O

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-2859118-001	C	3047412

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2045 FUND O

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN 45-2858957-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3113710

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2050 FUND O

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN 45-2859039-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2015802

a Name of MTIA, CCT, PSA, or 103-12 IE: NT COLL TIPS INDEX FUND - NL

b Name of sponsor of entity listed in (a): NORTHERN TRUST INVESTMENTS, INC.

c EIN-PN 45-6138589-091	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 162539

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2055 FUND O

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN 45-2859078-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 746232

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
MOMENTIVE PERFORMANCE MATERIALS SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MOMENTIVE PERFORMANCE MATERIALS INC.

D Employer Identification Number (EIN)
20-5748297

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	6915748	6838922
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	5761866	6622204
(9) Value of interest in common/collective trusts	1c(9)	72400841	88451513
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	58507737	79461880
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	143586192	181374519
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	143586192	181374519

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	7932014	
(B) Participants	2a(1)(B)	16923225	
(C) Others (including rollovers)	2a(1)(C)	992474	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		25847713
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1481	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	132459	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		133940
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1850864	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1850864
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		9335785
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		13363663
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		50531965
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12537009	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		12537009
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		68482
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	138147	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		138147
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		12743638
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		37788327
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CROWE HORWATH LLP **(2)** EIN: 35-0921680

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		1893
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		20000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
MOMENTIVE PERFORMANCE MATERIALS SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MOMENTIVE PERFORMANCE MATERIALS INC.

D Employer Identification Number (EIN)
20-5748297

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

MOMENTIVE PERFORMANCE MATERIALS
SAVINGS PLAN

SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Check here if Late Participant Loan Repayments are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
X	-	$ 1,893*	-	-

* These amounts were fully corrected outside the Voluntary Correction Fiduciary Program during 2013.

MOMENTIVE PERFORMANCE MATERIALS SAVINGS PLAN

Columbus, Ohio

FINANCIAL STATEMENTS

December 31, 2013 and 2012

TABLE OF CONTENTS

	Page
Independent Auditor's Report	1
Financial Statements	
Statements of Net Assets Available for Benefits December 31, 2013 and 2012	3
Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2013	4
Notes to Financial Statements December 31, 2013 and 2012	5
Supplemental Schedules	
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions	15
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	16

Crowe Horwath

Crowe Horwath LLP
Independent Member Crowe Horwath International

INDEPENDENT AUDITOR'S REPORT

Plan Administrator
Momentive Performance Materials
Savings Plan
Columbus, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Momentive Performance Materials Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013 that the information provided to the plan administrator by the trustee is complete and accurate.

(Continued)

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, Line 4a - Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2013 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Crowe Horwath LLP

Crowe Horwath LLP

Columbus, Ohio
October 2, 2014

MOMENTIVE PERFORMANCE MATERIALS
SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
Investments, at fair value (Notes 2 and 3)	$ 174,752,315	$ 137,824,326
Receivables		
Employer contributions	3,709,075	1,162,509
Notes receivable from participants	6,622,204	5,761,866
Total assets and net assets available for benefits	$ 185,083,594	$ 144,748,701

See accompanying notes to financial statements.

MOMENTIVE PERFORMANCE MATERIALS
SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2013

Additions in net assets attributed to:	
Contributions	$ 10,478,579
Employer	16,923,226
Participants	992,474
Rollovers	28,394,279
Investment income	1,980,359
Interest and dividend income (Note 3)	22,703,894
Net appreciation in fair value of investments (Note 3)	37,703
Other income (Note 1)	24,721,956
Total additions	53,116,235
Deductions from net assets attributed to:	
Participant withdrawals	12,605,492
Administrative expenses	175,850
Total deductions	12,781,342
Net increase	40,334,893
Net assets available for benefits:	
Beginning of year	144,748,701
End of year	$ 185,083,594

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Momentive Performance Materials Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for more complete information.

General: The Plan is a defined contribution plan sponsored by Momentive Performance Materials Inc. (the "Company" or the "Plan Sponsor") for certain eligible associates of the Company and its US subsidiaries that are participating employers. The Plan was effective January 29, 2007, and is subject to applicable provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Eligibility: Newly hired associates are eligible to participate after the completion of the eligibility period which is from date of hire to the first pay date.

Contributions: Prior to September 1, 2012, all eligible associates of the Company could participate in the Plan by contributing a portion of their eligible compensation (from 1% up to and not exceeding the lesser of (i) 30% of eligible compensation or (ii) the statutory limit) to the Plan. Effective September 1, 2012, contributions from exempt associates are limited to a maximum of 25% of eligible compensation, and exempt associates who are Highly Compensated Employees, as defined in the Plan, are limited to contributions of up to 15% of eligible compensation.

Participants can elect to have their contributions deducted on a tax deferred (pre-tax) or after-tax basis. In the event participants elect to make tax deferred contributions and reach the prescribed IRS limits for pre-tax contributions, they may elect to continue making contributions on an after-tax basis until they reach the maximum contribution level permitted by law.

Employer matching contributions made under the Plan vary depending on employee classification and date of hire. Following is a chart summarizing the employer match provisions:

Maximum employer match	Eligible Employee Class
50% of first 7% of eligible contributions (maximum 3.5%)	All collectively bargained associates All non-bargained hourly associates All non-bargained salaried non-exempt associates hired prior to January 1, 2005 Prior to September 1, 2012, all exempt associates hired prior to January 1, 2005
50% of first 8% of eligible contributions (maximum 4%)	All non-bargained salaried non-exempt associates hired on or after January 1, 2005 Prior to September 1, 2012, all exempt associates hired on or after January 1, 2005
100% of first 5% of eligible contributions (maximum 5%)	All exempt associates (effective September 1, 2012)

Effective September 1, 2012, exempt associates employed on the last day of the year are eligible for the Employer Achievement Match, a discretionary matching contribution of 25% of the participant's employer match, if the global incentive performance targets set by the Board of Directors or its delegate are attained. There were no Employer Achievement Match contributions made by the employer for the 2013 plan year.

(Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Effective September 1, 2012, exempt associates are eligible for an annual Employer Retirement Contribution, which is determined as a percentage of eligible compensation, based on years of service. Effective January 1, 2013, associates hired on or after this date and who are covered by the bargaining agreement with the IUE-CWA Locals 84707, 81359 and 81380, are eligible for the annual Employer Retirement Contribution based on their eligible earnings from their date of hire. The Employer Retirement Contribution is generally restricted to eligible participants who were employed as of the last day of the plan year.

The Plan allows for catch-up contributions in accordance with Internal Revenue Code Section 414(v).

Participant Accounts: Each participant's account is credited with the participant's own contributions and an allocation of the Employer's contributions and investment earnings, net of certain administrative expenses, and is charged with his or her withdrawals. Allocations are based on participant earnings, participant contributions or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Most participants are immediately fully (100%) vested in their employer contributions and related investment earnings. Exempt associates hired September 1, 2012 or later vest in their employer matching contributions upon the completion of three years of service.

The Employer Retirement Contribution provided to exempt associates effective September 1, 2012 vests 100% upon the completion of three years of service.

Forfeitures: Following termination of employment, any unvested portion of a participant's account is forfeited at the earlier of the time of distribution of the vested portion, or upon five consecutive one year breaks in service. Funds from forfeitures are first applied to reinstate the unvested account balance for rehired participants whose previous termination resulted in forfeiture and who are re-employed by the Employer prior to incurring five consecutive one year breaks in service. Any remaining forfeited funds may be used to fund future employer contributions.

Retirement, Death and Disability: Participants who are not otherwise fully vested become 100% vested in their account balance upon the attainment of age 65 (normal retirement age), death or disability.

Investment Options: Upon enrollment in the Plan, participants can designate their contributions and Employer contributions to be invested in a combination of mutual funds and collective trust funds. If the participant does not designate any funds, the account is invested in a Qualified Default Investment Account with a customized portfolio of investments based on the date the participant will attain age 65.

Administrative Expenses: Administrative fees paid by the Plan primarily represent trustee and recordkeeping expenses. The Company pays other costs of administering the Plan. Investment management fees and operating expenses charged to the Plan for plan investments are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses of the funds are reflected as a reduction of investment return for such investments. In 2012, the Plan's fee structure was renegotiated to include a per-participant administrative fee, which is charged by the Plan's record keeper on a quarterly basis. In conjunction with this agreement, the Plan's trustee agreed to reimburse the Plan for revenue credits it receives from certain mutual funds offered to participants. Revenue credits in excess of administrative expenses may be allocated to participant accounts at the election of the Plan Sponsor.

(Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

For the year ended December 31, 2013, the Plan received $37,703 in revenue credits, which have been recorded gross as other income in the statement of changes in net assets available for benefits. These credits will be used to pay record keeping expenses of the Plan. The Company expects to pay any record keeping fees in excess of revenue credits available.

Investment Income: The investment income or loss for each fund is allocated proportionately to the participant accounts, on a daily basis, net of fees and expenses.

Notes Receivable From Participants: Active Plan participants may elect to take loans from the Plan using their account as collateral and subject to the Loan Policy established by the Company and legal limitations. The loan repayment period is any multiple of months up to 60 months or up to 180 months for purchase of a primary residence. The fixed interest rate charged is the prime rate minus 1% on the last day of the month prior to the inception of the loan.

Plan Termination: Although the Company has not expressed any intent to do so, it has the right under the Plan, to the extent permitted by law, to discontinue its contributions or to terminate the Plan in accordance with the provisions of ERISA at any time. The Company also has the right under the Plan, to the extent permitted by law, to amend or replace the Plan for any reason. In the event of termination of the Plan, which is at the sole discretion of the Board of Directors of the Company, all contributions credited to participants' accounts will be fully vested and will be distributed to the participants in the manner provided by the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation: The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Accordingly, revenues are recognized when earned and expenses are recognized when incurred. Benefit payments are recorded when paid.

Notes Receivable From Participants: Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Use of Estimates: The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of Plan income and expenses during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties: The Plan invests in various investments. The Plan offers alternatives that mitigate participant risks, including the opportunity to diversify investments across numerous participant-directed fund elections; however the underlying investments are exposed to various risks, such as interest rate, market, liquidity, and credit risks. Due to the level of risks associated with certain investments and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits and participants' individual account balances.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition: Plan investments are stated at fair value.

Investment purchase and sale transactions are recognized on a trade-date basis. Dividends are recorded on the ex-dividend date and interest income is recognized on the accrual basis. The net appreciation (depreciation) in the fair value of investments consists of the realized gains or losses on the sales of investments and the unrealized appreciation (depreciation) of investments held during the year.

Fair value is defined as the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. A fair value hierarchy allows the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements).

The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

Mutual Funds: The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

Collective Trust Funds: The fair values of participation units held in collective trusts are based on the net asset values reported by the fund managers as of the financial statement dates and recent transaction prices (level 2 inputs). The investment objective of the BlackRock LifePath Funds held by the Plan is to offer investors an asset allocation strategy designed to maximize assets for retirement consistent with the risk they may be willing to accept given their investment time horizon. These funds invest in other collective investment funds, which in turn invest in domestic and international equity, debt securities, securities of publicly traded real estate companies, and cash equivalents to meet the funds' objectives. The primary objective of the Northern Funds Treasury Inflation-Protected Securities ("TIPS") Index Fund held by the plan is to provide investment results that approximate the overall performance of the Barclay's Capital U.S. Treasury Inflation Protected Securities TIPS Index. The fund invests primarily in U.S. Government Obligations. Each collective trust held by the Plan provides for daily redemptions at reported net asset values per share, with no advance notice requirement.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The methods described above may produce a fair value result that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments measured at fair value on a recurring basis are summarized below:

	Fair Value Measurements at December 31, 2013 Using	
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Investments:		
Large Cap Equity Mutual Funds	$ 4,533,589	$ -
Large Cap Growth	26,183,940	-
Large Cap Blend	1,231,477	-
Large Cap Value	31,949,006	-
Large Cap Equity Mutual Funds Total		
Small/Mid Cap Equity Mutual Funds	17,495,955	-
Mid Cap Blend	871,591	-
Small Cap Growth	628,232	-
Small Cap Value	18,995,778	-
Small/Mid Cap Equity Mutual Funds Total		
International Equity Mutual Funds	18,999,303	-
International Equity	18,999,303	-
International Equity Mutual Funds Total		
Fixed Income Mutual Funds	9,517,792	-
Debt Securities	9,517,792	-
Fixed Income Mutual Funds Total		
Fidelity Retirement Money Market Portfolio	6,838,922	-
Collective Trust Funds	-	88,288,975
Large Cap Blend	-	162,539
Inflation Protected Debt Securities	-	88,451,514
Collective Trust Funds Total		
Grand Total	$ 86,300,801	$ 88,451,514

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments measured at fair value on a recurring basis are summarized below:

	Fair Value Measurements at December 31, 2012 Using	
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Investments:		
Large Cap Equity Mutual Funds		
Large Cap Growth	$ 1,648,792	$ -
Large Cap Blend	18,787,805	-
Large Cap Value	338,844	-
Large Cap Equity Mutual Funds	**20,775,441**	**-**
Small/Mid Cap Equity Mutual Funds		
Mid Cap Blend	11,269,831	-
Small Cap Growth	93,612	-
Small Cap Value	154,769	-
Small/Mid Cap Equity Mutual Funds Total	**11,518,212**	**-**
International Equity Mutual Funds		
International Equity	15,130,504	-
International Equity Mutual Funds Total	**15,130,504**	**-**
Fixed Income Mutual Funds		
Debt Securities	11,083,580	-
Fixed Income Mutual Funds Total	**11,083,580**	**-**
Fidelity Retirement Money Market Portfolio	**6,915,748**	**-**
Collective Trust Funds		
Large Cap Blend	-	72,203,665
Inflation Protected Debt Securities	-	197,176
Collective Trust Funds Total	**-**	**72,400,841**
Grand Total	**$ 65,423,485**	**$ 72,400,841**

Valuation of Other Financial Instruments: Fair value of participant and employer contribution receivables approximates carrying value, as the receivables are short term, fully collectible receivables.

Reclassification: Certain prior year amounts have been reclassified to conform to current year presentation.

(Continued)

NOTE 3 - UNAUDITED INFORMATION – INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information certified by Fidelity Management Trust Company, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedules. Fidelity Management Trust Company has certified to the Plan administrator that the investments and investment income and notes receivable from participants and related interest income are complete and accurate as of December 31, 2013 and 2012 and for the year ended December 31, 2013. This information has been relied upon by the Plan administrator in preparation of the Plan's financial statements in accordance with ERISA. This certified information has not been audited by independent accountants.

The fair value of individual investments that represent 5% or more of the Plan's assets available for benefits as of December 31, 2013 and 2012 are as follows:

	2013	2012
Spartan 500 Index Advantage – Institutional	$ 26,183,940	$ 18,787,805
American Funds Europacific Growth R6	18,598,264	14,999,390
BTC LifePath Ret 2015 Fund O	8,425,878*	8,684,363
BTC LifePath Ret 2020 Fund O	23,387,466	19,853,187
BTC LifePath Ret 2025 Fund O	18,692,685	14,642,441
BTC LifePath Ret 2030 Fund O	11,248,124	9,274,159
BTC LifePath Ret 2035 Fund O	10,077,138	7,480,153
Pimco Total Return Inst	6,798,134*	8,296,133
Spartan Extended Market Index Adv	15,949,844	10,915,376

* Fund represents less than 5% of net assets, but is presented for comparative purposes.

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $22,703,894 as follows:

Mutual Funds	$ 13,368,109
Collective Funds	9,335,785
	$ 22,703,894

The Plan earned dividend and interest income of $1,980,359 during 2013.

NOTE 4 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer and certain others. At December 31, 2013 and 2012, the Plan invested in mutual funds managed by Fidelity Investments. Fidelity Management Trust Company is affiliated with Fidelity Investments. Fidelity Management Trust Company is the trustee, and therefore, these investments qualify as party-in-interest investments. The Plan also held notes receivable from participants at December 31, 2013 and 2012, which constitute party-in-interest transactions. The Plan incurred $175,850 of expenses related to administrative and other services paid to parties-in-interest during the year ended December 31, 2013.

(Continued)

NOTE 5 - TAX STATUS OF PLAN

The Internal Revenue Service has determined and informed the Company by a letter dated August 21, 2013, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the Department of Labor or Internal Revenue Service; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE 6 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2013 and 2012 from the financial statements to the annual report filed on Form 5500, Schedule H as required by the Department of Labor:

	2013	2012
Net assets available for benefits – financial statements	$ 185,083,594	$ 144,748,701
Less: Contributions receivable	(3,709,075)	(1,162,509)
Net Assets available for plan benefits – Form 5500	$ 181,374,519	$ 143,586,192

The following is a reconciliation of the change in net assets available for benefits for the year ended December 31, 2013 per the financial statements to the net income reported in the 2013 Form 5500:

	2013
Increase in net assets available for benefits per the financial statements	$ 40,334,893
Less: Contributions receivable at end of year	(3,709,075)
Add: Contributions receivable at beginning of year	1,162,509
Net income per Form 5500	$ 37,788,327

The difference between the financial statement balances and Form 5500 is primarily due to the fact that the financial statements are prepared using the accrual basis of accounting whereas Form 5500 balances are determined in accordance with the modified cash basis of accounting.

(Continued)

NOTE 7 - SUBSEQUENT EVENTS

The Company has evaluated subsequent events for recognition and disclosure through October 2, 2014, which is the date the financial statements were available to be issued.

As a result of the ratification of the Temporary Agreement between the Company and the Industrial Division of the Communications Workers of America, AFL-CIO, CLC, (the "IUE Union") effective June 17, 2013 and expiring June 26, 2016, IUE Union associates who are under 50 year of age as of December 31, 2013, and all IUE Union associates hired before January 1, 2013 and who have less than ten years of Pension Qualifying Service ("PQS") as of December 31, 2013 will transition to the following benefits effective January 1, 2014: employer match of 100% of the first 5% of eligible contributions to the Plan and eligibility for both the Company Achievement Match and for the Employer Retirement Contribution. The employer match will continue to vest immediately.

As a result of the agreement, IUE Union associates hired during 2013 are eligible for the Company Achievement Match and the Employer Retirement Contribution as of their date of hire, both of which will vest at 100% following three years of service. For IUE Union associates hired on or after January 1, 2014, employer matching contributions will vest at 100% following three years of service.

On April 13, 2014 (the "Petition Date"), Momentive Performance Materials Holdings Inc. (the Company's parent), the Company and certain of its U.S. subsidiaries (collectively, the "Debtors") filed voluntary petitions for reorganization (the "Bankruptcy Filing") under Chapter 11 ("Chapter 11") of the U.S. Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Court"). The Chapter 11 proceedings are being jointly administered under the caption In re MPM Silicones, LLC, et al., Case No. 14-22503. The Debtors will continue to operate their businesses as "debtors-in-possession" under the jurisdiction of the Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Court.

Subsequent to the Petition Date, the Company received approval from the Court to pay or otherwise honor certain pre-petition obligations generally designed to stabilize the Company's operations, such as certain employee wages, salaries and benefits, certain taxes and fees, customer obligations, obligations to logistics providers and pre-petition amounts owed to certain critical vendors. The Company also expects to honor payments to vendors and other providers in the ordinary course of business for goods and services received after the Petition Date. The Company has retained, subject to Court approval, legal and financial professionals to advise the Company in connection with the Bankruptcy Filing and certain other professionals to provide services and advice in the ordinary course of business. From time to time, the Company may seek Court approval to retain additional professionals as deemed necessary.

The Company does not expect this event to have any impact on the Plan, or the benefits offered to associates. The current expectation is to emerge from the restructuring process before the end of 2014.

NOTE 8 – PLAN AMENDMENTS PENDING APPROVAL AND ADOPTION

The Company intends to make the following additional changes to the Plan which are subject to approval by the Bankruptcy Court:

On August 4, 2014 Local 698-C of the International Chemical Workers Union Council of the United Food and Commercial Workers (the "Sistersville Union") ratified the Memorandum of Settlement with the Company effective retroactively to July 29, 2014.

(Continued)

NOTE 8 - PLAN AMENDMENTS PENDING APPROVAL AND ADOPTION (Continued)

Under the terms of the agreement:

Sistersville Union associates who are under 50 years of age as of December 31, 2014, and all Sistersville Union associates hired before January 1, 2014 who have less than ten years of PQS as of December 31, 2014, will transition to the following benefits effective January 1, 2015: employer match of 100% of the first 5% of eligible contributions to the Plan and eligibility for both the Company Achievement Match and for the Employer Retirement Contribution. The employer match will continue to vest immediately. Vesting for the Company Achievement Match and the Employer Retirement Contribution will be 100% following three years of service.

Sistersville Union associates hired in 2014 will be eligible to receive the Employer Retirement Contribution immediately upon hire and will transition to the same employer match, Company Achievement Match, and vesting benefits noted in the paragraph above effective January 1, 2015.

Sistersville Union associates hired on or after January 1, 2015, will vest 100% in their employer matching contributions following three years of service.

Benefits under the Plan for all other Sistersville Union associates will remain unchanged.

SUPPLEMENTAL SCHEDULES

MOMENTIVE PERFORMANCE MATERIALS
SAVINGS PLAN

SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Check here if Late Participant Loan Repayments are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
X	-	$ 1,893*	-	-

* These amounts were fully corrected outside the Voluntary Correction Fiduciary Program during 2013.

See Independent Auditor's Report

MOMENTIVE PERFORMANCE MATERIALS
SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

Name of Plan Sponsor: Momentive Performance Materials, Inc.
Employer identification number: 20-5748297
Three-digit plan number: 002

(a)	(b) Identify of issue, Borrower, Similar Party	(c) Description of Investment	(d) Cost	(e) Fair Value
Mutual Funds				
	American Funds	American Funds Europacific Growth R6	#	$ 18,598,264
*	Fidelity Investments	Fidelity Low-Priced Stock Fund	#	1,276,618
*	Fidelity Investments	Fidelity OTC K	#	1,101,074
*	Fidelity Investments	Fidelity Retirement Money Market Portfolio	#	6,838,922
*	Fidelity Investments	Fidelity Short Term Bond Fund	#	2,146,106
*	Fidelity Investments	Spartan 500 Index Advantage – Institutional	#	26,183,940
*	Fidelity Investments	Spartan Extended Market Index Adv	#	15,949,844
*	Fidelity Investments	Spartan Global EX – US Index Adv	#	401,039
*	Fidelity Investments	Spartan US Bond Index IS	#	573,552
	Harbor Funds	Harbor Capital Appreciation Inst	#	681,151
	Hartford Investments	Hartford Small Company HLS IA	#	871,591
	John Hancock	Disciplined Value Mid Cap Fund	#	1,231,477
	Northern Funds	Northern Small Cap Value	#	628,232
	Pimco Funds	Pimco Total Return Inst	#	6,798,134
	RS Investments	RS Value Fund Y	#	269,493
	Wells Fargo & Company	Wells Fargo Advantage Growth Fund Inst	#	2,751,364
Collective Trust Funds				
	BlackRock Institutional Trust Company, N.A	BTC LifePath Ret	#	3,047,412
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2015 Fund O	#	8,425,878

= Participant directed investment – cost is not required to be disclosed
* = Party-in-interest investment

(Continued)

MOMENTIVE PERFORMANCE MATERIALS
SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

Name of Plan Sponsor: Momentive Performance Materials, Inc.
Employer identification number: 20-5748297
Three-digit plan number: 002

(a)	(b) Identify of issue, Borrower, Similar Party	(c) Description of Investment	(d) Cost	(e) Fair Value
Collective Trust Funds (Continued)				
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2020 Fund O	#	$ 23,387,466
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2025 Fund O	#	18,692,685
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2030 Fund O	#	11,248,124
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2035 Fund O	#	10,077,138
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2040 Fund O	#	7,534,527
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2045 Fund O	#	3,113,710
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2050 Fund O	#	2,015,802
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2055 Fund O	#	746,233
	Northern Funds	Daily TIPS Index Fund	#	162,539
*	Notes Receivable from Participants	Varying maturity dates and interest rates ranging from 2.25% to 6.25%		6,622,204
			Total	$ 181,374,519

= Participant directed investment – cost is not required to be disclosed
* = Party-in-interest investment

See Independent Auditor's Report

MOMENTIVE PERFORMANCE MATERIALS
SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

Name of Plan Sponsor: Momentive Performance Materials, Inc.
Employer identification number: 20-5748297
Three-digit plan number: 002

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*	Fidelity Investments	Fidelity Short Term Bond Fund	#	2,146,106
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*	Fidelity Investments	Spartan Extended Market Index Adv	#	15,949,844
*	Fidelity Investments	Spartan Global EX – US Index Adv	#	401,039
*	Fidelity Investments	Spartan US Bond Index IS	#	573,552
	Harbor Funds	Harbor Capital Appreciation Inst	#	681,151
	Hartford Investments	Hartford Small Company HLS IA	#	871,591
	John Hancock	Disciplined Value Mid Cap Fund	#	1,231,477
	Northern Funds	Northern Small Cap Value	#	628,232
	Pimco Funds	Pimco Total Return Inst	#	6,798,134
	RS Investments	RS Value Fund Y	#	269,493
	Wells Fargo & Company	Wells Fargo Advantage Growth Fund Inst	#	2,751,364
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	BlackRock Institutional Trust Company, N.A	BTC LifePath Ret	#	3,047,412
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2015 Fund O	#	8,425,878

= Participant directed investment – cost is not required to be disclosed
* = Party-in-interest investment

(Continued)

MOMENTIVE PERFORMANCE MATERIALS
SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

Name of Plan Sponsor: Momentive Performance Materials, Inc.
Employer identification number: 20-5748297
Three-digit plan number: 002

(a)	(b) Identify of issue, Borrower, Similar Party	(c) Description of Investment	(d) Cost	(e) Fair Value
Collective Trust Funds (Continued)				
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	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2025 Fund O	#	18,692,685
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2030 Fund O	#	11,248,124
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2035 Fund O	#	10,077,138
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2040 Fund O	#	7,534,527
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2045 Fund O	#	3,113,710
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2050 Fund O	#	2,015,802
	BlackRock Institutional Trust Company, N.A.	BTC LifePath Ret 2055 Fund O	#	746,233
	Northern Funds	Daily TIPS Index Fund	#	162,539
*	Notes Receivable from Participants	Varying maturity dates and interest rates ranging from 2.25% to 6.25%		6,622,204
			Total	$ 181,374,519

= Participant directed investment – cost is not required to be disclosed
* = Party-in-interest investment