

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/29/2007</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>20-5748297</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>614-225-2145</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>325900</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/29/2007</u>		2b Employer Identification Number (EIN) <u>20-5748297</u>		2c Sponsor's telephone number <u>614-225-2145</u>		2d Business code (see instructions) <u>325900</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>01/29/2007</u>											
2b Employer Identification Number (EIN) <u>20-5748297</u>											
2c Sponsor's telephone number <u>614-225-2145</u>											
2d Business code (see instructions) <u>325900</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MOMENTIVE PERFORMANCE MATERIALS INC</u> <u>260 HUDSON RIVER ROAD</u> <u>WATERFORD, NY 12188</u>											

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. Signature of plan administrator	10/14/2014 Date	GEORGE KNIGHT 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 ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	2961
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	2115
b Retired or separated participants receiving benefits		6b	359
c Other retired or separated participants entitled to future benefits		6c	457
d Subtotal. Add lines 6a , 6b , and 6c		6d	2931
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	27
f Total. Add lines 6d and 6e		6f	2958
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	36
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: 1A 3H			
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) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (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) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>MOMENTIVE PERFORMANCE MATERIALS INC</u>	D Employer Identification Number (EIN) <u>20-5748297</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>94687563</u>
b Actuarial value	2b <u>94687563</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>293</u> <u>15601238</u>
b For terminated vested participants.....	3b <u>484</u> <u>8853887</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>1006068</u>
(2) Vested benefits	3c(2) <u>66808275</u>
(3) Total active.....	3c(3) <u>2183</u> <u>67814343</u>
d Total.....	3d <u>2960</u> <u>92269468</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.83</u> %
6 Target normal cost	6 <u>8879702</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/07/2014</u>
Signature of actuary		Date
<u>DAVID M. HAUER</u>		<u>14-06576</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON DELAWARE, INC.</u>		<u>216-937-4000</u>
Firm name		Telephone number (including area code)
<u>1001 LAKESIDE AVE, SUITE 1900</u> <u>CLEVELAND, OH 44114-1172</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>12.97</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		2348
b Interest on (a) using prior year's effective interest rate of <u>7.18</u> % except as otherwise provided (see instructions)		169
c Total available at beginning of current plan year to add to prefunding balance		2517
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	102.62 %
15 Adjusted funding target attainment percentage	15	102.62 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	102.72 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2014	2462000	0			
07/15/2014	2462000	0			
09/15/2014	2250000	0			
			Totals ►	18(b)	7174000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	6495240
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.23%	2nd segment: 6.51%	3rd segment: 7.16 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	8879702
b Excess assets, if applicable, but not greater than line 31a		31b	2418095
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	0		0
b Waiver amortization installment			0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...		34	6461607
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....		36	6461607
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	6495240
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	33633
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment		42	
43 Excess installment acceleration amount to be carried over to future plan years		43	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 INC. PENSION PLAN	B Three-digit plan number (PN) ▶	001
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	Service Provider Information (see instructions)
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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)..... ☐ 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

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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)

SEI INVESTMENTS COMPANY

23-1707341

(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?
27 28 51	NONE	285025	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MERCER

12-2834414

(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?
13	NONE	249301	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON DELAWARE INC.

53-0181291

(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?
11	NONE	124020	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)

CROWE HORWATH LLP

35-0921680

(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?
10	NONE	62900	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BANK OF NEW YORK MELLON

13-5160382

(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?
21	NONE	32064	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DRINKER BIDDLE & REATH

23-1423089

(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?
29	NONE	31911	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
(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.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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.	

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

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:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
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 INC. PENSION PLAN				B Three-digit plan number (PN) ▶ 001	
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: EB TEMP INV FUND					
b Name of sponsor of entity listed in (a): BANK OF NEW YORK MELLON					
c EIN-PN 25-6078093-023		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1660348	
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)	
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)	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule D (Form 5500) 2013 v. 130118

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)**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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MOMENTIVE PERFORMANCE MATERIALS INC</u>	D Employer Identification Number (EIN) <u>20-5748297</u>	

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4146000	7174000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	2	1
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	353876	1660348
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	90273519	103389738
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	94773397	112224087

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	214562	118686
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	214562	118686

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	94558835	112105401
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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)	7174000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7174000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2517316	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2517316
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(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)		
(B) Other	2b(5)(B)		
(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)		1
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		11304223
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		20995540

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2336086	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2336086
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	785222	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	327666	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1112888
j Total expenses. Add all expense amounts in column (b) and enter total	2j		3448974

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		17546566
l Transfers of assets:			
(1) To this plan	2l(1)		
(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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ 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:

- 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.)
- 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.)

	Yes	No	Amount
4a		X	
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.)		X	
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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		20000000
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?		X	
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?		X	
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?		X	
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.)	X		
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.)	X		
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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			

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

A Name of plan <u>MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MOMENTIVE PERFORMANCE MATERIALS INC</u>	D Employer Identification Number (EIN) <u>20-5748297</u>

Part I	Distributions
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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	<u>0</u>
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): _____ 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	<u>46</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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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
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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.
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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: 60.0% Investment-Grade Debt: 35.0% High-Yield Debt: 2.0% Real Estate: 0.0% Other: 3.0%

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 INC.
PENSION PLAN
Columbus, Ohio

FINANCIAL STATEMENTS
December 31, 2013 and 2012

MOMENTIVE PERFORMANCE MATERIALS INC.
PENSION PLAN
Columbus, Ohio

FINANCIAL STATEMENTS
December 31, 2013 and 2012

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INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrator of
Momentive Performance Materials Inc. Pension Plan
Waterford, NY

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Momentive Performance Materials Inc. Pension Plan (Plan), which comprise the statements of net assets available for benefits and of accumulated plan benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits and of changes in accumulated plan 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 4, which was certified by The Bank of New York Mellon/BNY Mellon, N.A., 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.

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.

(Continued)

Other Matter

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4j – Schedule of Reportable Transactions 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 13, 2014

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets:		
Investments at fair value	\$ 105,050,086	\$ 90,627,395
Receivables:		
Employer contributions	7,174,000	4,146,000
Accrued income	<u>1</u>	<u>2</u>
Total receivables	<u>7,174,001</u>	<u>4,146,002</u>
Total assets available for plan benefits	<u>112,224,087</u>	<u>94,773,397</u>
Liabilities:		
Accrued administrative expenses	<u>118,686</u>	<u>214,562</u>
Net assets available for benefits	<u>\$ 112,105,401</u>	<u>\$ 94,558,835</u>

See accompanying notes to financial statements.

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2013

Investment income	
Interest and dividend income	\$ 2,517,317
Net appreciation in fair value of investments (Note 4)	<u>11,304,223</u>
	13,821,540
 Employer contributions	 7,174,000
 Benefits paid to participants	 (2,336,086)
Administrative expenses	(785,222)
PBGC Premiums	<u>(327,666)</u>
 Net increase in net assets available for benefits	 17,546,566
 Net assets available for benefits	
Beginning of year	<u>94,558,835</u>
 End of year	 <u>\$ 112,105,401</u>

See accompanying notes to financial statements.

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
STATEMENTS OF ACCUMULATED PLAN BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated benefits		
Vested benefits		
Participant currently receiving payments	\$ 20,825,273	\$ 14,080,086
Participants with deferred benefits	8,136,984	8,148,758
Other vested participants	<u>67,642,764</u>	<u>59,619,767</u>
Total vested benefits	96,605,021	81,848,611
Non-vested benefits	<u>665,251</u>	<u>1,841,194</u>
Total actuarial present value of accumulated benefits	<u>\$ 97,270,272</u>	<u>\$ 83,689,805</u>

See accompanying notes to financial statements.

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
Year ended December 31, 2013

Increase/(decrease) during the year attributed to:

Benefits accumulated and losses	\$ 7,149,834
Benefits paid	(2,336,086)
Assumption changes (Note 3)	60,147
Actuarial (gains)	16,737
Plan amendments (Note 3)	1,964,465
Increase due to decrease in discount period	<u>6,725,370</u>

Net increase	13,580,467
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Accumulated plan benefits:

Actuarial present value of accumulated benefits at beginning of year	<u>83,689,805</u>
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Actuarial present value of accumulated benefits at end of year	<u>\$ 97,270,272</u>
--	----------------------

See accompanying notes to financial statements.

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF THE PLAN

The following brief description of the Momentive Performance Materials Inc. Pension Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: Momentive Performance Materials Inc. Pension Plan is a noncontributory defined benefit pension plan for the benefit of eligible employees of Momentive Performance Materials Inc. (the "Company", and "Plan Sponsor") and its participating U.S. subsidiaries. The Plan was established January 29, 2007, and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Eligibility: The Plan covers substantially all eligible U.S. employees of Momentive Performance Materials Inc., Momentive Performance Materials Quartz, Inc. and Momentive Performance Materials USA Inc. except for those in certain employee classes hired after the effective freeze date for that class. Newly hired employees in an eligible group become participants on the January 1 following their hire date. Benefit service for exempt associates was frozen effective September 1, 2012, and no new exempt employees may enter the Plan after January 1, 2012. In addition, employees covered by the IUE-CWA, The Industrial Division of the Communications Workers of America, AFL-CIO, CLC, (the "IUE Union") agreement who were hired on or after January 1, 2013 are not eligible to participate in the Plan.

Vesting: Participants generally vest in their benefits under the Plan after completing five years of pension qualification service or upon the attainment of normal retirement age, whichever comes first. The Plan recognizes prior employment service with certain predecessor employers of the Company for purposes of vesting and other benefits with service requirements.

Retirement Age: Normal retirement is defined under the Plan as age 65. Pension benefits consist of a regular pension monthly annuity and, if applicable, special pension supplements. The Plan permits early retirement at age 60.

The Plan also provides special early retirement benefits as early as age 55 to participants meeting the eligibility criteria, which includes 25 years of service, for certain job loss events. This provision expired July 1, 2013 for exempt and non-bargained hourly associates, and was extended with no expiration for certain Union employees, and for certain other bargained associates until July 31, 2014.

An employee with at least 15 years of pension qualifying service, who becomes disabled while actively employed, and subsequently becomes permanently disabled prior to normal retirement age, may be eligible to receive a disability pension. An employee is considered permanently disabled if he received disability benefits under the federal Social Security Act or under the Company's long-term disability plan. Pre-retirement death benefits are available for beneficiaries of vested and qualified participants under the Plan.

Pension Benefits: For service and pay earned January 29, 2007 through December 31, 2007, the benefit under the Plan is an enhanced formula designed to provide a benefit equal to or greater than the benefit provided under the predecessor General Electric Pension Plan.

For service and pay earned on or after January 1, 2008, the Plan generally provides an annual benefit payable at age 65 equal to the greater of a final average pay formula multiplied by years of service earned after December 31, 2007 or a flat dollar amount multiplied by years of service.

Plan Expenses: The Company provides certain administrative services without charge to the Plan. In accordance with the Plan document, all other administrative expenses of the Plan are paid from the Plan assets.

(Continued)

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

Investment management fees and operating expenses charged to the Plan for investments in mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses of these funds are reflected as a reduction of investment return for such investments.

Funding Policy: The Company will make contributions to the Plan as permitted or required by government laws and regulations. Participant contributions are not permitted under the Plan. The Company's contributions to the Plan for the year ended December 31, 2013 satisfied the minimum funding requirements prescribed by the ERISA.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results could differ from those estimates. It is at least reasonably possible that a significant change may occur in the near term for the estimate of the actuarial present value of accumulated plan benefits.

Risk and Uncertainties: The Plan's investments are exposed to various risks, such as interest rate, market, liquidity and credit risks. Due to the level of risk 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 these financial statements.

Contributions to the Plan are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, employee demographics and compensation. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term, and due to uncertainties inherent in setting assumptions, that the effect of such changes could be material to the actuarial present value of accumulated plan benefits or the statements of net assets available for benefits and statement of changes in net assets available for benefits.

Payment of Benefits: Benefit payments to participants are recorded when paid.

Investment Valuation and Income Recognition: Plan investments are stated at fair value. Investment purchases and sales 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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

(Continued)

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value is 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. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. 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 funds are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

Collective Trusts: Fair values of shares of collective trusts are based upon the net asset values of the funds reported by the fund managers as of the Plan's financial statement dates and recent transaction prices (level 2 inputs).

The investment objective of the EB Temporary Investment Fund is to seek as high a level of current income as is consistent with the preservation of capital and the maintenance of liquidity. The fund invests in a variety of short term instruments issued by the U.S. Government, Federal agencies, and sponsored agencies or sponsored corporations; short-term corporate obligations maturing in 397 days or less; commercial paper; corporate instruments; obligations of approved domestic and foreign issuers and instruments representing securitized assets. The Fund provides for daily redemptions by the Plan at reported net asset values per share, with no advance notice requirement.

The methods described above may produce a fair value calculation 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.

(Continued)

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

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, 2013 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments:			
Mutual Funds, categorized by:			
Large Cap Index Funds	\$ 26,221,212	\$ -	\$ -
International Equity Funds	18,632,394	-	-
Sm/Mid Cap Growth Funds	18,233,909	-	-
International Bond Fund	1,715,428	-	-
Domestic Bond Funds	38,586,795	-	-
Collective Trusts, categorized by nature of			
Underlying investments:			
Money Market	-	1,660,348	-
	<u>\$ 103,389,738</u>	<u>\$ 1,660,348</u>	<u>\$ -</u>
Fair Value Measurements at December 31, 2012 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments:			
Mutual Funds, categorized by:			
Large Cap Index Funds	\$ 21,569,615	\$ -	\$ -
International Equity Funds	16,671,824	-	-
Sm/Mid Cap Growth Funds	15,001,344	-	-
Domestic Bond Funds	37,030,736	-	-
Collective Trusts, categorized by nature of			
Underlying investments:			
Money Market	-	353,876	-
	<u>\$ 90,273,519</u>	<u>\$ 353,876</u>	<u>\$ -</u>

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

(Continued)

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 3 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future benefit payments that are attributable under the Plan's provisions to the services employees have rendered through the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on the current benefit levels and actual service. Benefits are payable under all circumstances (retirement, death and termination of employment) included to the extent that they are deemed attributable to employee services rendered up to the valuation date.

The actuarial present value of the accumulated plan benefits is determined by an independent actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by decrements such as for death, full and permanent disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions underlying the actuarial valuations as of December 31, 2013 and 2012 are as follows:

Mortality:	2014 PPA Static Mortality Tables at December 31, 2013 2013 PPA Static Mortality Tables at December 31, 2012
Retirement age:	Graded from age 60 to 70
Long-term rate of return:	7.5% at December 31, 2013 and 2012, respectively

The change in plan actuarial assumptions during 2013 was due to a change in mortality tables from the 2013 PPA Static Mortality tables to the 2014 PPA Static Mortality tables and a change in the interest rate used for lump sum conversion of death benefits from 4.20% to 5.10%.

The change in the actuarial present value of the accumulated plan benefits for plan amendments during 2013 was substantially due to an indefinite extension of the 80% SSNRA final payment date for the Regular Supplement for IUE Grandfathered associates and a temporary extension for Sistersville Union associates for benefit commencement dates on or before August 1, 2014.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

NOTE 4 - INVESTMENTS – UNAUDITED INFORMATION

The Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan, holds the Plan's investment assets and executes investment transactions therein, and substantially all information pertaining to the Plan's investments included in the financial statement has been certified by them. This information has not been audited by independent accountants.

(Continued)

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 4 - INVESTMENTS – UNAUDITED INFORMATION (Continued)

The following table presents investments at December 31, 2013 and 2012. Investments that represent 5% or more of the Plan's net assets are represented with a (*):

	<u>2013</u>	<u>2012</u>
Investments at fair value based on quoted market prices:		
Mutual Funds:		
SEI Institutional Investment Trust – Core Fixed Income Fund A	\$ 15,719,700*	\$ 14,365,762*
SEI Institutional Investment Trust – Long Duration Fund A	20,848,876*	18,887,397*
SEI Institutional Investment Trust – Small Cap Fund A	18,233,909*	15,001,344*
SEI Institutional Investment Trust – U.S. Managed Volatility A	13,291,869*	10,846,223*
SEI Institutional Investment Trust – World Equity Ex-US F A	18,632,394*	16,671,824*
SEI Institutional Investment Trust – US Large Cap Index	12,929,343*	10,723,392*
Others	<u>3,733,647</u>	<u>3,777,577</u>
	<u>\$ 103,389,738</u>	<u>\$ 90,273,519</u>
Investments at estimated fair value:		
Collective Trusts:		
EB Temp Inv FD I	<u>\$ 1,660,348</u>	<u>\$ 353,876</u>
	<u>\$ 1,660,348</u>	<u>\$ 353,876</u>

The Plan's investments in mutual funds (including those bought and sold, as well as those held during the periods) appreciated in fair value by \$11,304,223 for 2013. The Plan earned interest and dividend income of \$2,517,317 for 2013.

NOTE 5 - PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA and its related regulations. In the event the Plan terminates, the net assets of the Plan will be allocated among the participants and beneficiaries of the Plan in the order provided by ERISA.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for those benefits and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

(Continued)

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 6 - PARTIES-IN-INTEREST

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. Certain Plan investments were managed by The Bank of New York Mellon, the trustee of the Plan, therefore, these transactions qualify as party-in-interest investments. Certain Plan investments were issued by SEI Institutional Investments Trust, an affiliate of an investment manager for the Plan, therefore, these transactions qualify as party-in-interest investments. Fees paid by the Plan to parties-in-interest for investment management, actuarial, audit, and consulting services totaled \$785,222 for the year ended December 31, 2013. Various administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

NOTE 7 - TAX STATUS OF PLAN

The Internal Revenue Service has determined and informed the Company by a letter dated December 9, 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 8 - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through October 13, 2014, which is the date the financial statements were available to be issued.

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.

(Continued)

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 8 - SUBSEQUENT EVENTS (Continued)

On September 11, 2014, the Court approved the August 18, 2014 plan submitted to the Court by the Company to emerge from bankruptcy. Section 14.3 of the approved plan states that the Plan will continue as currently designed. As of September 15, 2014, the Company had made the required contributions to meet the Plan's minimum funding requirement for 2013.

In accordance with the agreement reached in July 2013, IUE Union associates hired before January 1, 2013 who are under 50 years of age as of December 31, 2013, or who have less than ten years of Pension Qualification Service (PQS) as of December 31, 2013, and all other IUE Union associates who elected to have their pension frozen under the Retirement Choice Program offered ("Non-Grandfathered IUE associates") will transition to the following benefits effective January 1, 2014: frozen pension and the enhanced benefits under the Momentive Performance Materials Savings Plan. IUE Union associates hired on or after January 1, 2013 will not be eligible to participate in the Plan.

On August 3, 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 July 23, 2014 and expiring July 26, 2017. Under the terms of the agreement:

Sistersville Union associates hired before January 1, 2014 who are under 50 years of age as of December 31, 2014 or who have less than ten years of PQS as of December 31, 2014 ("Non-Grandfathered Sistersville Union associates") will transition to the following benefits effective January 1, 2015: frozen pension and the enhanced benefits under the Savings Plan. Sistersville Union associates hired on or after January 1, 2014 will not be eligible to participate in the Plan.

The early retirement supplement provisions scheduled to expire on July 1, 2013 were extended for eligible non-union non-exempt participants who retire on or before January 1, 2015, and will continue to be available to IUE union employees whose benefits are not frozen as of December 31, 2013. In addition, these early retirement supplement provisions were extended through December 31, 2014 for Non-Grandfathered Sistersville Union associates, and indefinitely for Grandfathered Sistersville Associates whose pension will not be frozen.

The early retirement supplement provisions scheduled to expire will continue to be offered to eligible non-union non-exempt participants who retire on or before January 1, 2016.

SUPPLEMENTAL INFORMATION

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

Name of Plan sponsor:	<u>Momentive Performance Materials Inc.</u>
Employer identification number:	<u>20-5748297</u>
Three-digit plan number:	<u>001</u>

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investment	(d) Cost	(e) Fair Value
Collective Trusts				
*	Bank of New York Mellon	EB Temp Inv Fund	\$ 1,660,348	\$ 1,660,348
Mutual Funds				
*	SEI	SEI Institutional Investment Trust- Core Fixed Income Fund A	16,090,680	15,719,700
*	SEI	SEI Institutional Investment Trust- High Yield Bond Fund A	1,903,522	2,018,219
*	SEI	SEI Institutional Investment Trust- Emerging Markets Deb A	1,897,999	1,715,428
*	SEI	SEI Institutional Investment Trust- Long Duration Fund A	23,323,571	20,848,876
*	SEI	SEI Institutional Investment Trust- Small Cap Fund A	11,823,975	18,233,909
*	SEI	SEI Institutional Investment Trust- US Managed Volatility A	10,942,640	13,291,869
*	SEI	SEI Institutional Investment Trust- World Equity Ex-US F A	14,277,598	18,632,394
*	SEI	SEI Institutional Investment Trust- US Large Cap Index	9,192,032	<u>12,929,343</u>
Total Investments				<u>\$ 105,050,086</u>

* = Party-in-interest investment

See Independent Auditor's Report

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2013

Name of Plan sponsor: Momentive Performance Materials Inc.
Employer identification number: 20-5748297
Three-digit plan number: 001

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transactions	(g) Cost of Assets	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii): A series of transactions with the same security in excess of 5% of the current value of Plan assets:								
Bank of New York Mellon	EB Temporary Investment Fund	\$ 6,238,119	\$ -	\$ -	-	\$ 6,238,119	\$ 6,238,119	\$ -
		-	4,931,646	-	-	4,931,646	4,931,646	-

See Independent Auditor's Report

Schedule SB, Line 26

Schedule of Active Participant Data as of January 1, 2013

Number and average plan compensation limited by IRC §401(a)(17) distributed by attained age and attained years of vesting service:

Attained Age	Attained Years of Vesting Service ¹														Total
	0	1	2	3	4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over		
Under 25	14	2	12	12	0	0	0	0	0	0	0	0	0	40	
25-29	8	5			6	18	1	0	0	0	0	0	0	53,646	
			66,728	72,307											
30-34	6	7			7	43	19	0	0	0	0	0	0	132	
			69,214	71,844											
35-39	3	6			7	64	66	32	3	0	0	0	0	229	
			89,298	96,348											
40-44	1	7			9	66	72	69	18	1	0	0	0	285	
			86,422	101,481											
45-49	2	5			5	50	55	62	66	33	2	0	0	319	
			91,786	96,112											
50-54	2	3			9	46	44	60	67	77	48	10	0	399	
			107,870	86,212											
55-59	0	2			3	28	27	42	46	71	82	99	26	457	
			82,662	114,399											
60-64	1	0			2	18	10	16	21	22	24	36	35	195	
			83,548	79,914											
65-69	0	0			0	5	2	0	7	2	5	9	8	39	
			88,515	97,249											
70 & over	0	0	0	0	0	0	0	0	0	0	0	0	1	1	
Total	37	37	149	178	48	338	296	281	228	206	161	154	70	2,183	
	44,398	78,870	74,667	81,257	95,939	96,986	86,167	90,214	90,189	90,909	91,071	87,977	87,586	87,963	
Average:	Age	48	Number of Participants:				Fully vested				Males				1,871
	Service	17					Partially vested				Females				312

Census data as of January 1, 2013

¹ Age and service for purposes of determining category are based on exact (not rounded) values.

Counts include 722 Salaried Exempt employees whose benefit accruals were frozen as of 8/31/2012. Data for these participants are not included in average pay calculations shown above.

Plan Name: Momentive Performance Materials Pension Plan
 EIN / PN: 20-5748297 / 001
 Plan Sponsor: Momentive Performance Materials, Inc
 Valuation Date: January 1, 2013

2013 FORM 5500 SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Plan Sponsor

Momentive Performance Materials

EIN/PN

20-5748297/001

Economic Assumptions

Interest rate basis:

- Applicable month September 2012
- Yield curve basis Three-segment rates reflecting interest rate corridor under MAP-21 and HATFA-14

Interest rates:

	Not Reflecting Corridors	Reflecting Corridors
• First segment rate	1.75%	5.23%
• Second segment rate	4.62%	6.51%
• Third segment rate	5.72%	7.16%
• Effective interest rate	5.21%	6.83%

Inclusion Date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Plan Compensation

2013 pay is assumed to be 2.85% greater than 2012 actual pay, where 2.85% is developed as the average increase in base pay from 2012 to 2013 for all accruing actives.

Plan Name: Momentive Performance Materials Pension Plan
EIN / PN: 20-5748297 / 001
Plan Sponsor: Momentive Performance Materials, Inc
Valuation Date: January 1, 2013

2013 FORM 5500 SCHEDULE SB ATTACHMENTS

Mortality The prescribed mortality assumptions under IRC §430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants.

Death Benefits All surviving spouses are assumed to elect an immediate lump sum.

Lump Sum Conversion Basis Funding valuation interest rate and the mortality table specified by PPA for lump sum payments in the fiscal year.

Retirement

The assumed rates at which all participants retire by age are shown below.

Age Nearest Birthday	Assumed Annual Retirement Rate
59	.000
60	.250
61	.100
62	.350
63	.250
64	.250
65	.600
66	.500
67	.400
68	.400
69	.700
70	1.000

The rate for associates eligible to receive Supplemental retirement benefits is increased to .65 in the first year of eligibility for these benefits. The rates are multiplied by .50 for each age between 59 and 64 at which an associate is projected to have less than 10 years of service.

Disability Rates (per 100 employees)

The rates at which participants are assumed to become disabled are based on Unisex 1985 Pension Disability Tables:

- Salaried: 100% of Unisex Class 1 Table
- Hourly: 100% of Unisex Class 3 Table

Employees retiring on Long Term Disability are assumed to commence benefits at age 65.

Plan Name: Momentive Performance Materials Pension Plan
EIN / PN: 20-5748297 / 001
Plan Sponsor: Momentive Performance Materials, Inc
Valuation Date: January 1, 2013

2013 FORM 5500 SCHEDULE SB ATTACHMENTS

Representative Termination Rates (per 100 employees)

Rates varying by salary class and age. Sample rates are shown below:

Age Nearest Birthday	Salaried Employees	Hourly Employees
25	0.155	0.182
30	0.112	0.128
35	0.084	0.090
40	0.064	0.069
45	0.050	0.057
50	0.039	0.050
55	0.034	0.046
60	0.000	0.000

Spouse Assumptions

Where spouse date of birth is not provided, female spouse is assumed to be three years younger than male. In addition, the following assumptions are made for active and terminated vested participants.

	Male	Female
% Married	80%	60%
% Electing Spouse Option	85%	85%

Employees

It was assumed that there will be no new or rehired employees.

Administrative Expenses The amount included in the 2013 target normal cost for plan-related expenses is \$975,000.

Data Processing

Towers Watson processed and valued the data files of active employees, terminated vested participants, and retired participants received from MPM and the other providers of data. Towers Watson reviewed the data for general reasonableness but relied on the data provided as being accurate and appropriate for valuation purposes. Assets were provided by the Trustee.

Timing of Benefit Payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Actuarial Value of Assets

The actuarial value of assets is equal to the market value of assets as of the valuation date plus the discounted present value of contributions made after the valuation date for plan year 2012, discounted using the effective interest rate for plan year 2012.

Plan Name: Momentive Performance Materials Pension Plan
EIN / PN: 20-5748297 / 001
Plan Sponsor: Momentive Performance Materials, Inc
Valuation Date: January 1, 2013

2013 FORM 5500 SCHEDULE SB ATTACHMENTS

Changes in Assumptions and Methods since Last Actuarial Valuation Report

- The mortality assumption was updated to the 2013 static mortality tables pursuant to PPA.
- The three-segment rates were updated to reflect the rates in effect for the applicable month for the current valuation year in accordance with IRC §430(h) reflecting interest rate corridors under MAP-21, as elected by MPM.
- For the Salaried Exempt participants, all associates are now assumed to retire at the same rates as Non-Exempt participants.
- Disability rates were updated to be based on 100% of unisex Class 1 table for Salaried associates and 100% of unisex Class 3 table for Hourly associates.
- Marriage assumption changed from 85% to 80% for males and from 50% to 60% for females. The percentage of married associates electing the J&S option was updated to 85% for both males and females.
- Wives are assumed to be three years younger than husbands, increased from a two-year differential in prior years.

No other changes to assumptions were made since the previous valuation.

Plan Name:	Momentive Performance Materials Pension Plan
EIN / PN:	20-5748297 / 001
Plan Sponsor:	Momentive Performance Materials, Inc
Valuation Date:	January 1, 2013

MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2013

Name of Plan sponsor: Momentive Performance Materials Inc.
Employer identification number: 20-5748297
Three-digit plan number: 001

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transactions	(g) Cost of Assets	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii): A series of transactions with the same security in excess of 5% of the current value of Plan assets:								
Bank of New York Mellon	EB Temporary Investment Fund	\$ 6,238,119	\$ -	\$ -	\$ -	\$ 6,238,119	\$ 6,238,119	\$ -
		-	4,931,646	-	-	4,931,646	4,931,646	-

See Independent Auditor's Report

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Momentive Performance Materials Pension Plan	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Momentive Performance Materials, Inc	D Employer Identification Number (EIN) 20-5748297	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value	2a		94,687,563
b Actuarial value	2b		94,687,563
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	293	15,601,238
b For terminated vested participants	3b	484	8,853,887
c For active participants:			
(1) Non-vested benefits	3c(1)		1,006,068
(2) Vested benefits	3c(2)		66,808,275
(3) Total active	3c(3)	2,183	67,814,343
d Total	3d	2,960	92,269,468
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5		6.83 %
6 Target normal cost	6		8,879,702

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>October 7, 2014</u> Date 14-06576 Most recent enrollment number (216) 937-4000 Telephone number (including area code)
David M. Hauer Type or print name of actuary Towers Watson Delaware Inc. Firm name 1001 Lakeside Ave, Suite 1900 Cleveland OH 44114-1172 Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>12.97</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		2,348
	b Interest on (a) using prior year's effective interest rate of <u>7.18</u> % except as otherwise provided (see instructions)		169
	c Total available at beginning of current plan year to add to prefunding balance		2,517
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		14	15	16	17
14	Funding target attainment percentage		102.62 %		
15	Adjusted funding target attainment percentage		102.62 %		
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement		102.72 %		
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage				%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2014	2,462,000				
07/15/2014	2,462,000				
09/15/2014	2,250,000				
Totals ►		18(b)	7,174,000	18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:			
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0	
b Contributions made to avoid restrictions adjusted to valuation date	19b	0	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	6,495,240	

20 Quarterly contributions and liquidity shortfalls:			
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:			
Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.23 %	2nd segment: 6.51 %	3rd segment: 7.16 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	8,879,702	
b Excess assets, if applicable, but not greater than line 31a	31b	2,418,095	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	6,461,607	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	6,461,607	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	6,495,240	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	33,633	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

2013 FORM 5500 SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Momentive Performance Materials, Inc.
EIN/PN	20-5748297/001
Plan Name	Momentive Performance Materials Pension Plan
Valuation Date	January 1, 2013
Enrolled Actuary	David M. Hauer
Enrollment Number	14-06576

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Plan Name:	Momentive Performance Materials Pension Plan
EIN / PN:	20-5748297 / 001
Plan Sponsor:	Momentive Performance Materials, Inc
Valuation Date:	January 1, 2013

2013 FORM 5500 SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2013

See **Schedule SB, Part V – Schedule of Actuarial Assumptions/Methods** for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Plan Name: Momentive Performance Materials Pension Plan
EIN / PN: 20-5748297 / 001
Plan Sponsor: Momentive Performance Materials, Inc
Valuation Date: January 1, 2013

2013 FORM 5500 SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Assumptions as of January 1, 2013

In addition to the required mortality and interest rate updates, the valuation recognizes the following assumption changes as of January 1, 2013.

- For the Salaried Exempt participants, all associates are now assumed to retire at the same rates as Non-Exempt participants.
- Disability rates were updated to be based on 100% of unisex Class 1 table for Salaried associates and 100% of unisex Class 3 table for Hourly associates.
- Marriage assumption changed from 85% to 80% for males and from 50% to 60% for females. The percentage of married associates electing the J&S option was updated to 85% for both males and females.
- Wives are assumed to be three years younger than husbands, increased from a two-year differential in prior years.

Plan Name: Momentive Performance Materials Pension Plan
EIN / PN: 20-5748297 / 001
Plan Sponsor: Momentive Performance Materials, Inc
Valuation Date: January 1, 2013

2013 FORM 5500 SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data as of January 1, 2013

Number and average plan compensation limited by IRC §401(a)(17) distributed by attained age and attained years of vesting service:

Attained Age	0	1	2	3	4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	Total
Under 25	14	2	12	12	0	0	0	0	0	0	0	0	0	40
25-29	8	5	25	24	6	18	1	0	0	0	0	0	0	53,646
30-34	6	7	27	23	7	43	19	0	0	0	0	0	0	87
35-39	3	6	19	29	7	83,274	66	32	3	0	0	0	0	67,637
40-44	1	7	19	23	9	96,348	79,712	89,066	18	1	0	0	0	132
45-49	2	5	17	22	5	101,481	88,968	100,174	66	33	2	0	0	76,697
50-54	2	3	15	18	9	96,112	93,345	90,950	85,948	101,938	48	10	0	229
55-59	0	2	11	20	3	107,870	86,212	84,913	94,173	91,841	86,018	88,041	85,667	86,317
60-64	1	0	3	7	2	114,399	81,399	84,322	96,004	86,688	92,877	87,552	88,547	285
65-69	0	0	1	0	0	5	2	0	7	2	5	9	8	94,380
70 & over	0	0	0	0	0	0	0	0	0	0	0	0	1	319
Total	37	37	149	178	48	338	296	281	228	206	161	154	70	91,883
Average:	44,398	78,870	74,667	81,257	95,939	96,986	86,167	90,214	90,189	90,909	91,071	87,977	87,586	90,120
Age	48						Fully vested		1,734		Males	1,871		457
Service	17						Partially vested		0		Females	312		89,799
Census data as of January 1, 2013														195
														88,893
														39
														88,515
														1

¹ Age and service for purposes of determining category are based on exact (not rounded) values.

² Counts include 722 Salaried Exempt employees whose benefit accruals were frozen as of 8/31/2012. Data for these participants are not included in average pay calculations shown above.

Plan Name: Momentive Performance Materials Pension Plan

EIN / PN: 20-5748297 / 001

Plan Sponsor: Momentive Performance Materials, Inc

Valuation Date: January 1, 2013

2013 FORM 5500 SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Plan Sponsor

Momentive Performance Materials

EIN/PN

20-5748297/001

Economic Assumptions

Interest rate basis:

- Applicable month September 2012
- Yield curve basis Three-segment rates reflecting interest rate corridor under MAP-21 and HATFA-14

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• Third segment rate	5.72%	7.16%
• Effective interest rate	5.21%	6.83%

Inclusion Date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Plan Compensation

2013 pay is assumed to be 2.85% greater than 2012 actual pay, where 2.85% is developed as the average increase in base pay from 2012 to 2013 for all accruing actives.

Plan Name: Momentive Performance Materials Pension Plan
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Plan Sponsor: Momentive Performance Materials, Inc
Valuation Date: January 1, 2013

2013 FORM 5500 SCHEDULE SB ATTACHMENTS

Mortality The prescribed mortality assumptions under IRC §430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants.

Death Benefits All surviving spouses are assumed to elect an immediate lump sum.

Lump Sum Conversion Basis Funding valuation interest rate and the mortality table specified by PPA for lump sum payments in the fiscal year.

Retirement

The assumed rates at which all participants retire by age are shown below.

Age Nearest Birthday	Assumed Annual Retirement Rate
59	.000
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The rate for associates eligible to receive Supplemental retirement benefits is increased to .65 in the first year of eligibility for these benefits. The rates are multiplied by .50 for each age between 59 and 64 at which an associate is projected to have less than 10 years of service.

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- Hourly: 100% of Unisex Class 3 Table

Employees retiring on Long Term Disability are assumed to commence benefits at age 65.

Plan Name: Momentive Performance Materials Pension Plan
EIN / PN: 20-5748297 / 001
Plan Sponsor: Momentive Performance Materials, Inc
Valuation Date: January 1, 2013

2013 FORM 5500 SCHEDULE SB ATTACHMENTS

Representative Termination Rates (per 100 employees)

Rates varying by salary class and age. Sample rates are shown below:

Age Nearest Birthday	Salaried Employees	Hourly Employees
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45	0.050	0.057
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60	0.000	0.000

Spouse Assumptions

Where spouse date of birth is not provided, female spouse is assumed to be three years younger than male. In addition, the following assumptions are made for active and terminated vested participants.

	Male	Female
% Married	80%	60%
% Electing Spouse Option	85%	85%

Employees

It was assumed that there will be no new or rehired employees.

Administrative Expenses The amount included in the 2013 target normal cost for plan-related expenses is \$975,000.

Data Processing

Towers Watson processed and valued the data files of active employees, terminated vested participants, and retired participants received from MPM and the other providers of data. Towers Watson reviewed the data for general reasonableness but relied on the data provided as being accurate and appropriate for valuation purposes. Assets were provided by the Trustee.

Timing of Benefit Payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Actuarial Value of Assets

The actuarial value of assets is equal to the market value of assets as of the valuation date plus the discounted present value of contributions made after the valuation date for plan year 2012, discounted using the effective interest rate for plan year 2012.

Plan Name: Momentive Performance Materials Pension Plan
EIN / PN: 20-5748297 / 001
Plan Sponsor: Momentive Performance Materials, Inc
Valuation Date: January 1, 2013

2013 FORM 5500 SCHEDULE SB ATTACHMENTS

Changes in Assumptions and Methods since Last Actuarial Valuation Report

- The mortality assumption was updated to the 2013 static mortality tables pursuant to PPA.
- The three-segment rates were updated to reflect the rates in effect for the applicable month for the current valuation year in accordance with IRC §430(h) reflecting interest rate corridors under MAP-21, as elected by MPM.
- For the Salaried Exempt participants, all associates are now assumed to retire at the same rates as Non-Exempt participants.
- Disability rates were updated to be based on 100% of unisex Class 1 table for Salaried associates and 100% of unisex Class 3 table for Hourly associates.
- Marriage assumption changed from 85% to 80% for males and from 50% to 60% for females. The percentage of married associates electing the J&S option was updated to 85% for both males and females.
- Wives are assumed to be three years younger than husbands, increased from a two-year differential in prior years.

No other changes to assumptions were made since the previous valuation.

Plan Name:	Momentive Performance Materials Pension Plan
EIN / PN:	20-5748297 / 001
Plan Sponsor:	Momentive Performance Materials, Inc
Valuation Date:	January 1, 2013

2013 FORM 5500 SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Summary of Plan Provisions

Plan Sponsor

Momentive Performance Materials, Inc.

Plan

MPM Pension Plan

Effective Date and Most Recent Amendment

The plan was originally effective January 29, 2007. The last amendment reflected herein was the accrual freeze for Salaried Exempt associates as of August 31, 2012.

Coverage and Participation

All transition employees from GE as of January 29, 2007 begin participation in the plan on January 29, 2007. Transition employees are individuals who participated in the GE Pension Plan as a GE employee on January 28, 2007 and became an employee of Momentive on January 29, 2007. Participation for Salaried Exempt associates was frozen as of January 1, 2012.

If an associate is not a transition employee from GE, participation begins on the January 1 following date of hire by Momentive.

Retirement Eligibility Dates

- a. Normal - First day of month following age 65.
- b. Early - First day of month following age 60.

The plan allows retirement prior to age 60 under limited conditions, as outlined below. Eligibility for these special features is subject to numerous special conditions; some of the key conditions are summarized below.

Special Early Retirement Option (SERO): Legacy Participants terminating on or before July 1, 2013, whose termination is due to an eligible permanent job loss event, may be eligible for early retirement if they are at least age 55 and less than age 60 with at least 25 years of Pension Qualification Service (PQS) on the date of the permanent job loss event.

Plant Closing Pension Option (PCPO): Legacy Participants terminating on or before July 1, 2013, whose termination is connected with an eligible plant closing, may be eligible for early retirement if they are at least age 55 and less than age 60 with at least 25 years of Pension Qualification Service (PQS) at the end of the calendar year of the plant closing.

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- c. Deferred - Any time after normal retirement date; payments begin not later than the March 1 following the year the participant attains age 70½.
- d. Disability - Fifteen or more years of PQS and permanently disabled while an active associate participating in the MPM Pension Plan. For New Plan Participants, no disability pension is available for retirements that occur on or after age 60. Permanently disabled means permanently impaired and unable to perform present job or any other available Momentive job for which the associate is reasonably suited by education, training or experience, as determined by the benefits administrator. For eligible recipients, payments generally begin six months after permanent disablement and are discontinued if associate regains work capacity.

Retirement Benefits

- a. Normal (NRB) - Annual Benefit equal to (A) plus (B):
- (A) Benefit as of December 31, 2007 equal to (i) minus (ii), such that:
- (i) Greater of (a) and (b), such that:
- (a) Future Service Annuity equal to (1) plus (2):
- (1) GE January 28, 2007 Future Service Annuity - Frozen Future Service Annuity under the GE Pension Plan as of January 28, 2007. For associates who are not transition employees from GE, this amount is zero.
- (2) Momentive 2007 Future Service Annuity - Annual benefit equal to 1.45% of associate's compensation (including compensation earned in the GE Pension Plan during 2007) earned in 2007 up to \$35,000, plus 1.90% of remaining compensation, less the 2007 Future Service Annuity accrual in the GE Pension Plan.
- (b) Pre-2008 Guaranteed Pension - Eligible associates shall receive an additional pension, if any, which would be necessary to provide the minimum guaranteed pension described below.

If three-Year Average Annual Compensation as of December 31, 2007 is \$37,500 or less, minimum guaranteed pension payable per year of PBS earned prior to January 1, 2008 is \$33.00 per month.

For each full \$500 by which three-Year Average Annual Compensation as of December 31, 2007 exceeds \$37,001, the minimum guaranteed pension payable per year of PBS earned prior to January 1, 2008 is increased by \$0.50 per month, up to a total benefit unit of \$60.00.

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- (ii) GE January 28, 2007 Accrued Benefit - Accrued benefit as of January 28, 2007, under the GE Pension Plan (disregarding early retirement supplements and the Personal and Voluntary Pension Accounts). For associates who are not transition employees from GE, this amount is zero.

(B) Benefit earned on and after January 1, 2008 equal to the greatest of (i), (ii), or (iii), such that:

- (i) Final Average Pay Formula – Annual benefit equal to 1.1% of Average Annual Compensation up to Plan Covered Compensation plus 1.6% of remaining compensation, multiplied by PBS earned after December 31, 2007. Plan Covered Compensation is defined to be \$47,500 for 2008 through 2010, \$55,000 for 2011 through 2013 and Social Security Covered Compensation for 2014 and subsequent years.

Social Security Covered Compensation is as defined in IRC Section 401(1)(5)(E). It is determined for each individual in each year based on the covered compensation that the individual would receive upon attaining age 65 based on his year of birth. If an associate works beyond age 65, that employee's Plan Covered Compensation for all years after age 65 is frozen at the level in effect at age 65.

- (ii) Special Alternate Pension, if eligible - For associates who are at least age 55 with at least 25 years of PQS as of January 1, 2007, (a) plus (b) below:
 - a. For calendar years 2008 through 2011, annual benefit equal to 1.45% of associate's compensation earned in each calendar year up to \$55,000, plus 1.90% of remaining compensation.
 - b. Annual benefit equal to 1.1% of five-Year Average Annual Compensation up to Plan Covered Compensation plus 1.6% of remaining five-Year Average Annual Compensation, multiplied by PBS earned after December 31, 2011. Average Annual Compensation and Plan Covered Compensation are defined as in 4.a.(B)(i).
- (iii) Post-2007 Guaranteed Pension – For participants who terminate employment prior to January 1, 2011, annual benefit equal to \$45 per month for each year of PBS earned after December 31, 2007. For participants who terminate employment on or after January 1, 2011, annual benefit is equal to \$60 per month for each year of PBS earned after December 31, 2007.

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b. Early (ERB) -

(1) Legacy Participants

If Hourly or Nonexempt Salaried and hired prior to January 1, 2011, unreduced pension payable as early as age 60, or upon SERO or PCPO if applicable.

If Salaried Exempt and hired prior to January 1, 2011, unreduced pension payable as early as age 60 for benefits earned under NRB (A) and reduced pension payable as early as age 60 for benefits earned under NRB (B), with a reduction equal to 5/12% for each month the participant's early retirement date precedes his normal retirement date. This reduction will not be imposed, however, if the participant terminates from service on or after (a) attainment of at least age 62 and (b) completion of at least 25 years of PQS.

If hired on or after January 1, 2011, benefits are reduced 5/12% for each month the participant's early retirement date precedes his normal retirement date. This reduction will not be imposed, however, if the participant terminates from service on or after (a) attainment of at least age 62 and (b) completion of at least 25 years of PQS.

For transition employees from GE who retire prior to age 60, the pension payable prior to application of any early retirement reduction noted above is equal to an increasing pension as determined in NRB above, for which NRB (A)(ii) is set to zero, payable until age 60 and as determined in NRB above, with no adjustment to NRB (A)(ii), payable beginning at age 60. The associate may also elect to receive a level pension determined as actuarially equivalent to the aforementioned increasing pension. For this purpose, actuarial equivalence is based on 6.00% interest and the mortality table pursuant to Revenue Ruling 2001-62.

For associates with at least 5 years of PQS, a supplement of \$18.00 per month per year of PBS earned after January 28, 2007 is payable up to the age at which the participant is eligible for 80% of his Social Security benefits. This extension of supplements beyond age 62 only applies for eligible retirements on or before July 1, 2013. For eligible retirements at later dates, this supplement is payable until age 62. This supplement is also payable to those who retire under SERO or PCPO; those who retire under the long-service security provisions may not receive this supplement before age 60. Salaried Exempt associates who retire after December 31, 2012 are no longer eligible for this supplement.

If an associate with 25 years of service retires on or before July 1, 2013 in accordance with special eligibility rules, he receives an additional \$350 monthly supplement from retirement until the age at which he is eligible for 80% of his Social Security benefits. This supplement is also payable to those who retire under SERO or PCPO. If an associate is a transition employee from GE, this amount will be reduced by any Special Supplement payable under the GE Pension Plan. Salaried Exempt associates who retire after December 31, 2012 are no longer eligible for this Special Supplement.

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- (2) New Plan Participants Reduced pension payable as early as age 60, with a reduction applicable to the benefit as determined in NRB above equal to 5/12% for each month the participant's early retirement date precedes his normal retirement date.

This reduction will not be imposed, however, if the participant terminates from service on or after (a) attainment of at least age 62 and (b) completion of at least 25 years of PQS.

New Plan Participants are not eligible for supplements.

- c. Deferred - Determined as in NRB above.

- d. Disability -

- (1) Legacy Participants Eligible disabled associates may receive a benefit determined as in NRB above, reduced for commencement prior to age 60. If Hourly or Salaried Nonexempt and hired prior to January 1, 2011, the reduction for early commencement is 2% per year that payments begin prior to age 60 (maximum reduction of 12%). If Salaried Exempt, the reduction for early commencement for the benefit as determined in NRB (A) is 2% per year that payments begin prior to age 60 (maximum reduction of 12%), and the reduction for early commencement for the benefit as determined in NRB (B) is 25% plus 2% per year that payments begin prior to age 60 (maximum reduction of 37%). If hired on or after January 1, 2011, the reduction is 25% plus 2% per year that payment begin prior to age 62 (maximum reduction of 37%).

- (2) New Plan Participants Eligible disabled associates may receive a benefit determined as in NRB above, reduced for commencement prior to age 60. The reduction for early commencement is 25% plus 2% per year that payments begin prior to age 60 (maximum reduction of 37%). New Plan Participants are not eligible for supplements.

Employee Contributions

No employee contributions are required or allowed under this plan.

Termination Benefits

Annual benefit determined as in NRB payable at retirement at or after age 60 if associate has at least five years of PQS at termination. For New Plan Participants and other Salaried Exempt associates, benefit is reduced as described in ERB (2) and ERB (1), respectively, if the benefit commences prior to age 65.

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Death Benefits

a. Before Retirement -

Benefits vary with age, marital status and employment status at time of death, as described in the table below. Benefits described are for active participants only; benefits for vested terminations may be different. Early commencement factors for death benefits are based on the age the employee would have attained upon commencement of the pre-retirement death benefit.

Death benefits do not include any early retirement supplements. Lump sum values of annual pension payable for five years, if applicable, include any additional benefits added to make up a guaranteed pension benefit in NRB (3).

(1) Hourly and
Nonexempt Salaried
Associates

Age at Death	Marital Status	Benefit
Less than 60	Single	Lump sum value of annual pension (reduced by 1% per year that payments begin prior to age 60 with a maximum reduction of 10% if hired before January 1, 2011, otherwise; reduced by 25% plus 1% per year that payment begin prior to age 60) as if payable for five years, and only payable if attained at least 15 years PQS prior to death.
Less than 60	Married	Choice of i. or ii. i. Monthly 50% spouse benefit deferred to 60. ii. Lump sum value equivalent to i.
Age 60 or Later	Single	Lump sum value of annual pension as if payable for five years.
Age 60 or Later	Married	Monthly immediate 50% spouse benefit.

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(2) Salaried Exempt Associates

Age at Death	Service at Death	Benefit
Less than 60	Single	<p>For New Plan Participants, lump sum value of annual pension (reduced by 25% plus 1% per year that payments begin prior to age 60, with a maximum reduction of 35%) as if payable for five years, and only payable if attained at least 15 years PQS prior to death.</p> <p>For Legacy Participants, lump sum value of annual pension as defined in NRB (A) (reduced by 1% per year that payments begin prior to age 60 with a maximum reduction of 10%) plus the lump sum value of annual pension defined in NRB (B) (reduced by 25% plus 1% per year that payments begin prior to age 60 with a maximum reduction of 35%), as if payable for five years, and only payable if attained at least 15 years PQS prior to death.</p>
Less than 60	Married	<p>Choice of i. or ii.</p> <p>i. Monthly 50% spouse benefit deferred to 60, reduced for New Plan Participants and Legacy Participants as described in ERB (2) and ERB (1), respectively.</p> <p>ii. Lump sum value equivalent to i.</p>
Age 60 or Later	Single	Lump sum value of annual pension as if payable for five years, reduced for New Plan Participants and Legacy Participants as described in ERB (2) and ERB (1), respectively.
Age 60 or Later	Married	Monthly immediate 50% spouse benefit, reduced for New Plan Participants and Legacy Participants as described in ERB (2) and ERB (1), respectively.

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b. After Retirement -

- (1) Single Associates - Basic form of benefit is payable for life with a five-year minimum.
- (2) Married Associates - Unless waived by the associates with spousal consent, the benefit is payable as a 50% spouse option which provides a reduced amount to the associate of 93.5% of the benefit otherwise payable but with 50% of the reduced amount continued to the surviving spouse for life after the associate's death. The 93.5% factor is reduced (increased) by 0.5% for each full year in excess of two years by which the spouse is younger (older) than the associate and increased by 0.2% for each full year the associate's age at benefit commencement is less than age 60; the factor applied will not be less than 90% or more than 100%.

If the spouse predeceases the participant within the first five years after retirement, a fraction of the pension reduction for the spouse option is discontinued. The fraction discontinued depends upon the anniversary of effective date of survivorship option; 100% of reduction is discontinued if spouse dies within one year of effective date, reducing by 20% each year thereafter.

The minimum total payment is five times the associate's pension under the five-year certain form of payment in i. below.

Alternatively, with spouse consent, the associate may elect one of the following forms:

- i. Five-year certain and life annuity; or
- ii. 75% spouse option (available beginning January 1, 2008), which provides a reduced amount to the associate of 90% of the benefit otherwise payable but with 75% of the reduced amount continued to the surviving spouse for life after the associate's death. The 90% factor is reduced (increased) by 0.5% for each full year by which the spouse is younger (older) than the associate in excess of one year and reduced (increased) by 0.3% for each full year the associate's age at benefit commencement is greater (less) than age 60. The factor applied will not be more than 98.5% but will not be less than the factor that pertains under the 100% spouse option. If the spouse predeceases the participant within the first five years after retirement, a pop-up provision similar to that outlined above applies; or

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- iii. For associates who are not disabled at retirement, 100% spouse option, which provides a reduced amount to the associate of 87% of the benefit otherwise payable but with 100% of the reduced amount continued to the surviving spouse for life after the associate's death. The 87% factor is reduced (increased) by 0.5% for each full year by which the spouse is younger (older) than the associate and reduced (increased) by 0.5% for each full year the associate's age at benefit commencement is greater (less) than age 60. The factor applied will not be more than 98% but will not be less than the factor that would have applied to the 100% portion of the plan's former 50% / 100% spouse option. If the spouse predeceases the participant within the first five years after retirement, a pop-up provision similar to that outlined above applies.

Definitions

- a. Compensation - Salary or wages, plus overtime, vacation pay, night shift bonus, cost-of-living adjustment, deferrals under IRC Sections 125 or 401(k) and a portion of eligible commissions and other approved compensation. Compensation is limited as prescribed by IRS rules.
- b. Three-Year Average Annual Compensation - For purposes of determining the guaranteed pension benefit in NRB (A)(i)(b) above, average annual compensation is the average of compensation in the three full consecutive calendar years that are the highest during the last 10 completed calendar years before the associate's retirement. The calendar year of termination is not included unless termination date is December 31.
- c. Five-Year Average Annual Compensation - For purposes of determining the final average pay benefit in NRB (B)(i) or NRB (B)(ii) above, average annual compensation is the average of compensation in the sixty full consecutive months that are the highest during the last 120 completed months before the associate's retirement. For this purpose, only compensation earned after December 31, 2007 should be considered.
- d. PQS - Service for purposes of determining eligibility for pension benefits. For a full-time associate, one year of PQS is credited for each year in which the associate is credited with at least 1,000 hours of service while a participant in the MPM Pension Plan. For transition employees from GE, PQS earned as of January 28, 2007 under the GE Pension Plan is also included in PQS.
- e. PBS - Service for purposes of determining the amount of an associate's benefit. In simplified terms, it is equivalent to the associate's full and partial years of service while participating in the MPM Pension Plan. For transition employees from GE, PBS earned as of January 28, 2007 under the GE Pension Plan is also included in PBS.

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- f. New Plan Participant - Generally, for an associate who is not a transition associate from GE, a participant who is an exempt associate. For an associate who is a transition employee from GE, a participant hired after 2004 at GE who was an exempt associate.
- g. Legacy Participant - A participant who is not defined as a New Plan Participant.

Limitations

The Internal Revenue Code places certain limitations on the plan. In addition to the Compensation limit referenced above, there are limits on the annual benefit payable and on the amount of contributions that may be made by an employee to this and other qualified plans. These limits are determined each year by the IRS. In addition, supplements provided by the plan cannot exceed an employee's unreduced Social Security retirement benefit.

Benefits Not Valued

Benefits payable under the SERO and PCPO provisions are reflected in the valuation only to the extent those retirements have occurred as of the valuation date or there is a firm termination commitment made on or prior to the valuation date for retirement to occur under these provisions shortly after the valuation date.

Plan Summary

This description of the plan is provided for general information purposes only. It summarizes key features of the plan as it applies to active associates on December 31, 2012. The complete terms of the plan are provided in the MPM Pension Plan document. Information concerning the plan, including benefits and vesting provisions, is also included in plan handbooks.

Changes Since Last Valuation

Benefit accruals for Salaried Exempt employees are frozen as of August 31, 2012.

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Changes After Valuation Date

The valuation does not reflect the following events which have occurred subsequent to the valuation date:

- Benefits were frozen for non-grandfathered IUE employees as of December 31, 2013
- The Regular and Special Supplements for non-grandfathered IUE employees was eliminated for benefit commencement dates on or after January 1, 2014
- For Sistersville union participants, there is a one-year extension of the current plan provisions
- For grandfathered IUE participants:
 - Covered Compensation, as defined under the plan, is equal to \$65,000 beginning January 1, 2014 and increasing by \$5,000 every three years, as opposed to reverting to Social Security Covered Compensation
 - There was a permanent extension of Special Supplements and the 80% Social Security Normal Retirement Age Regular Supplement end date

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Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2013

See **Schedule SB, Part V – Schedule of Actuarial Assumptions/Methods** for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

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Schedule SB, Part V – Summary of Plan Provisions

Plan Sponsor

Momentive Performance Materials, Inc.

Plan

MPM Pension Plan

Effective Date and Most Recent Amendment

The plan was originally effective January 29, 2007. The last amendment reflected herein was the accrual freeze for Salaried Exempt associates as of August 31, 2012.

Coverage and Participation

All transition employees from GE as of January 29, 2007 begin participation in the plan on January 29, 2007. Transition employees are individuals who participated in the GE Pension Plan as a GE employee on January 28, 2007 and became an employee of Momentive on January 29, 2007. Participation for Salaried Exempt associates was frozen as of January 1, 2012.

If an associate is not a transition employee from GE, participation begins on the January 1 following date of hire by Momentive.

Retirement Eligibility Dates

- a. Normal - First day of month following age 65.
- b. Early - First day of month following age 60.

The plan allows retirement prior to age 60 under limited conditions, as outlined below. Eligibility for these special features is subject to numerous special conditions; some of the key conditions are summarized below.

Special Early Retirement Option (SERO): Legacy Participants terminating on or before July 1, 2013, whose termination is due to an eligible permanent job loss event, may be eligible for early retirement if they are at least age 55 and less than age 60 with at least 25 years of Pension Qualification Service (PQS) on the date of the permanent job loss event.

Plant Closing Pension Option (PCPO): Legacy Participants terminating on or before July 1, 2013, whose termination is connected with an eligible plant closing, may be eligible for early retirement if they are at least age 55 and less than age 60 with at least 25 years of Pension Qualification Service (PQS) at the end of the calendar year of the plant closing.

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- c. Deferred - Any time after normal retirement date; payments begin not later than the March 1 following the year the participant attains age 70½.
- d. Disability - Fifteen or more years of PQS and permanently disabled while an active associate participating in the MPM Pension Plan. For New Plan Participants, no disability pension is available for retirements that occur on or after age 60. Permanently disabled means permanently impaired and unable to perform present job or any other available Momentive job for which the associate is reasonably suited by education, training or experience, as determined by the benefits administrator. For eligible recipients, payments generally begin six months after permanent disablement and are discontinued if associate regains work capacity.

Retirement Benefits

- a. Normal (NRB) - Annual Benefit equal to (A) plus (B):
- (A) Benefit as of December 31, 2007 equal to (i) minus (ii), such that:
- (i) Greater of (a) and (b), such that:
- (a) Future Service Annuity equal to (1) plus (2):
- (1) GE January 28, 2007 Future Service Annuity - Frozen Future Service Annuity under the GE Pension Plan as of January 28, 2007. For associates who are not transition employees from GE, this amount is zero.
- (2) Momentive 2007 Future Service Annuity - Annual benefit equal to 1.45% of associate's compensation (including compensation earned in the GE Pension Plan during 2007) earned in 2007 up to \$35,000, plus 1.90% of remaining compensation, less the 2007 Future Service Annuity accrual in the GE Pension Plan.
- (b) Pre-2008 Guaranteed Pension - Eligible associates shall receive an additional pension, if any, which would be necessary to provide the minimum guaranteed pension described below.

If three-Year Average Annual Compensation as of December 31, 2007 is \$37,500 or less, minimum guaranteed pension payable per year of PBS earned prior to January 1, 2008 is \$33.00 per month.

For each full \$500 by which three-Year Average Annual Compensation as of December 31, 2007 exceeds \$37,001, the minimum guaranteed pension payable per year of PBS earned prior to January 1, 2008 is increased by \$0.50 per month, up to a total benefit unit of \$60.00.

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- (ii) GE January 28, 2007 Accrued Benefit - Accrued benefit as of January 28, 2007, under the GE Pension Plan (disregarding early retirement supplements and the Personal and Voluntary Pension Accounts). For associates who are not transition employees from GE, this amount is zero.

(B) Benefit earned on and after January 1, 2008 equal to the greatest of (i), (ii), or (iii), such that:

- (i) Final Average Pay Formula – Annual benefit equal to 1.1% of Average Annual Compensation up to Plan Covered Compensation plus 1.6% of remaining compensation, multiplied by PBS earned after December 31, 2007. Plan Covered Compensation is defined to be \$47,500 for 2008 through 2010, \$55,000 for 2011 through 2013 and Social Security Covered Compensation for 2014 and subsequent years.

Social Security Covered Compensation is as defined in IRC Section 401(1)(5)(E). It is determined for each individual in each year based on the covered compensation that the individual would receive upon attaining age 65 based on his year of birth. If an associate works beyond age 65, that employee's Plan Covered Compensation for all years after age 65 is frozen at the level in effect at age 65.

- (ii) Special Alternate Pension, if eligible - For associates who are at least age 55 with at least 25 years of PQS as of January 1, 2007, (a) plus (b) below:

- a. For calendar years 2008 through 2011, annual benefit equal to 1.45% of associate's compensation earned in each calendar year up to \$55,000, plus 1.90% of remaining compensation.
- b. Annual benefit equal to 1.1% of five-Year Average Annual Compensation up to Plan Covered Compensation plus 1.6% of remaining five-Year Average Annual Compensation, multiplied by PBS earned after December 31, 2011. Average Annual Compensation and Plan Covered Compensation are defined as in 4.a.(B)(i).

- (iii) Post-2007 Guaranteed Pension – For participants who terminate employment prior to January 1, 2011, annual benefit equal to \$45 per month for each year of PBS earned after December 31, 2007. For participants who terminate employment on or after January 1, 2011, annual benefit is equal to \$60 per month for each year of PBS earned after December 31, 2007.

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b. Early (ERB) -

(1) Legacy Participants

If Hourly or Nonexempt Salaried and hired prior to January 1, 2011, unreduced pension payable as early as age 60, or upon SERO or PCPO if applicable.

If Salaried Exempt and hired prior to January 1, 2011, unreduced pension payable as early as age 60 for benefits earned under NRB (A) and reduced pension payable as early as age 60 for benefits earned under NRB (B), with a reduction equal to 5/12% for each month the participant's early retirement date precedes his normal retirement date. This reduction will not be imposed, however, if the participant terminates from service on or after (a) attainment of at least age 62 and (b) completion of at least 25 years of PQS.

If hired on or after January 1, 2011, benefits are reduced 5/12% for each month the participant's early retirement date precedes his normal retirement date. This reduction will not be imposed, however, if the participant terminates from service on or after (a) attainment of at least age 62 and (b) completion of at least 25 years of PQS.

For transition employees from GE who retire prior to age 60, the pension payable prior to application of any early retirement reduction noted above is equal to an increasing pension as determined in NRB above, for which NRB (A)(ii) is set to zero, payable until age 60 and as determined in NRB above, with no adjustment to NRB (A)(ii), payable beginning at age 60. The associate may also elect to receive a level pension determined as actuarially equivalent to the aforementioned increasing pension. For this purpose, actuarial equivalence is based on 6.00% interest and the mortality table pursuant to Revenue Ruling 2001-62.

For associates with at least 5 years of PQS, a supplement of \$18.00 per month per year of PBS earned after January 28, 2007 is payable up to the age at which the participant is eligible for 80% of his Social Security benefits. This extension of supplements beyond age 62 only applies for eligible retirements on or before July 1, 2013. For eligible retirements at later dates, this supplement is payable until age 62. This supplement is also payable to those who retire under SERO or PCPO; those who retire under the long-service security provisions may not receive this supplement before age 60. Salaried Exempt associates who retire after December 31, 2012 are no longer eligible for this supplement.

If an associate with 25 years of service retires on or before July 1, 2013 in accordance with special eligibility rules, he receives an additional \$350 monthly supplement from retirement until the age at which he is eligible for 80% of his Social Security benefits. This supplement is also payable to those who retire under SERO or PCPO. If an associate is a transition employee from GE, this amount will be reduced by any Special Supplement payable under the GE Pension Plan. Salaried Exempt associates who retire after December 31, 2012 are no longer eligible for this Special Supplement.

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(2) New Plan Participants Reduced pension payable as early as age 60, with a reduction applicable to the benefit as determined in NRB above equal to 5/12% for each month the participant's early retirement date precedes his normal retirement date.

This reduction will not be imposed, however, if the participant terminates from service on or after (a) attainment of at least age 62 and (b) completion of at least 25 years of PQS.

New Plan Participants are not eligible for supplements.

c. Deferred - Determined as in NRB above.

d. Disability -

(1) Legacy Participants Eligible disabled associates may receive a benefit determined as in NRB above, reduced for commencement prior to age 60. If Hourly or Salaried Nonexempt and hired prior to January 1, 2011, the reduction for early commencement is 2% per year that payments begin prior to age 60 (maximum reduction of 12%). If Salaried Exempt, the reduction for early commencement for the benefit as determined in NRB (A) is 2% per year that payments begin prior to age 60 (maximum reduction of 12%), and the reduction for early commencement for the benefit as determined in NRB (B) is 25% plus 2% per year that payments begin prior to age 60 (maximum reduction of 37%). If hired on or after January 1, 2011, the reduction is 25% plus 2% per year that payment begin prior to age 62 (maximum reduction of 37%).

(2) New Plan Participants Eligible disabled associates may receive a benefit determined as in NRB above, reduced for commencement prior to age 60. The reduction for early commencement is 25% plus 2% per year that payments begin prior to age 60 (maximum reduction of 37%). New Plan Participants are not eligible for supplements.

Employee Contributions

No employee contributions are required or allowed under this plan.

Termination Benefits

Annual benefit determined as in NRB payable at retirement at or after age 60 if associate has at least five years of PQS at termination. For New Plan Participants and other Salaried Exempt associates, benefit is reduced as described in ERB (2) and ERB (1), respectively, if the benefit commences prior to age 65.

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Death Benefits

a. Before Retirement -

Benefits vary with age, marital status and employment status at time of death, as described in the table below. Benefits described are for active participants only; benefits for vested terminations may be different. Early commencement factors for death benefits are based on the age the employee would have attained upon commencement of the pre-retirement death benefit.

Death benefits do not include any early retirement supplements. Lump sum values of annual pension payable for five years, if applicable, include any additional benefits added to make up a guaranteed pension benefit in NRB (3).

(1) Hourly and
Nonexempt Salaried
Associates

Age at Death	Marital Status	Benefit
Less than 60	Single	Lump sum value of annual pension (reduced by 1% per year that payments begin prior to age 60 with a maximum reduction of 10% if hired before January 1, 2011, otherwise; reduced by 25% plus 1% per year that payment begin prior to age 60) as if payable for five years, and only payable if attained at least 15 years PQS prior to death.
Less than 60	Married	Choice of i. or ii. i. Monthly 50% spouse benefit deferred to 60. ii. Lump sum value equivalent to i.
Age 60 or Later	Single	Lump sum value of annual pension as if payable for five years.
Age 60 or Later	Married	Monthly immediate 50% spouse benefit.

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(2) Salaried Exempt Associates	Age at Death	Service at Death	Benefit
	Less than 60	Single	<p>For New Plan Participants, lump sum value of annual pension (reduced by 25% plus 1% per year that payments begin prior to age 60, with a maximum reduction of 35%) as if payable for five years, and only payable if attained at least 15 years PQS prior to death.</p> <p>For Legacy Participants, lump sum value of annual pension as defined in NRB (A) (reduced by 1% per year that payments begin prior to age 60 with a maximum reduction of 10%) plus the lump sum value of annual pension defined in NRB (B) (reduced by 25% plus 1% per year that payments begin prior to age 60 with a maximum reduction of 35%), as if payable for five years, and only payable if attained at least 15 years PQS prior to death.</p>
	Less than 60	Married	<p>Choice of i. or ii.</p> <ul style="list-style-type: none"> i. Monthly 50% spouse benefit deferred to 60, reduced for New Plan Participants and Legacy Participants as described in ERB (2) and ERB (1), respectively. ii. Lump sum value equivalent to i.
	Age 60 or Later	Single	Lump sum value of annual pension as if payable for five years, reduced for New Plan Participants and Legacy Participants as described in ERB (2) and ERB (1), respectively.
	Age 60 or Later	Married	Monthly immediate 50% spouse benefit, reduced for New Plan Participants and Legacy Participants as described in ERB (2) and ERB (1), respectively.

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b. After Retirement -

- (1) Single Associates - Basic form of benefit is payable for life with a five-year minimum.
- (2) Married Associates - Unless waived by the associates with spousal consent, the benefit is payable as a 50% spouse option which provides a reduced amount to the associate of 93.5% of the benefit otherwise payable but with 50% of the reduced amount continued to the surviving spouse for life after the associate's death. The 93.5% factor is reduced (increased) by 0.5% for each full year in excess of two years by which the spouse is younger (older) than the associate and increased by 0.2% for each full year the associate's age at benefit commencement is less than age 60; the factor applied will not be less than 90% or more than 100%.

If the spouse predeceases the participant within the first five years after retirement, a fraction of the pension reduction for the spouse option is discontinued. The fraction discontinued depends upon the anniversary of effective date of survivorship option; 100% of reduction is discontinued if spouse dies within one year of effective date, reducing by 20% each year thereafter.

The minimum total payment is five times the associate's pension under the five-year certain form of payment in i. below.

Alternatively, with spouse consent, the associate may elect one of the following forms:

- i. Five-year certain and life annuity; or
- ii. 75% spouse option (available beginning January 1, 2008), which provides a reduced amount to the associate of 90% of the benefit otherwise payable but with 75% of the reduced amount continued to the surviving spouse for life after the associate's death. The 90% factor is reduced (increased) by 0.5% for each full year by which the spouse is younger (older) than the associate in excess of one year and reduced (increased) by 0.3% for each full year the associate's age at benefit commencement is greater (less) than age 60. The factor applied will not be more than 98.5% but will not be less than the factor that pertains under the 100% spouse option. If the spouse predeceases the participant within the first five years after retirement, a pop-up provision similar to that outlined above applies; or

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- iii. For associates who are not disabled at retirement, 100% spouse option, which provides a reduced amount to the associate of 87% of the benefit otherwise payable but with 100% of the reduced amount continued to the surviving spouse for life after the associate's death. The 87% factor is reduced (increased) by 0.5% for each full year by which the spouse is younger (older) than the associate and reduced (increased) by 0.5% for each full year the associate's age at benefit commencement is greater (less) than age 60. The factor applied will not be more than 98% but will not be less than the factor that would have applied to the 100% portion of the plan's former 50% / 100% spouse option. If the spouse predeceases the participant within the first five years after retirement, a pop-up provision similar to that outlined above applies.

Definitions

- a. Compensation - Salary or wages, plus overtime, vacation pay, night shift bonus, cost-of-living adjustment, deferrals under IRC Sections 125 or 401(k) and a portion of eligible commissions and other approved compensation. Compensation is limited as prescribed by IRS rules.
- b. Three-Year Average Annual Compensation - For purposes of determining the guaranteed pension benefit in NRB (A)(i)(b) above, average annual compensation is the average of compensation in the three full consecutive calendar years that are the highest during the last 10 completed calendar years before the associate's retirement. The calendar year of termination is not included unless termination date is December 31.
- c. Five-Year Average Annual Compensation - For purposes of determining the final average pay benefit in NRB (B)(i) or NRB (B)(ii) above, average annual compensation is the average of compensation in the sixty full consecutive months that are the highest during the last 120 completed months before the associate's retirement. For this purpose, only compensation earned after December 31, 2007 should be considered.
- d. PQS - Service for purposes of determining eligibility for pension benefits. For a full-time associate, one year of PQS is credited for each year in which the associate is credited with at least 1,000 hours of service while a participant in the MPM Pension Plan. For transition employees from GE, PQS earned as of January 28, 2007 under the GE Pension Plan is also included in PQS.
- e. PBS - Service for purposes of determining the amount of an associate's benefit. In simplified terms, it is equivalent to the associate's full and partial years of service while participating in the MPM Pension Plan. For transition employees from GE, PBS earned as of January 28, 2007 under the GE Pension Plan is also included in PBS.

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- f. New Plan Participant - Generally, for an associate who is not a transition associate from GE, a participant who is an exempt associate. For an associate who is a transition employee from GE, a participant hired after 2004 at GE who was an exempt associate.
- g. Legacy Participant - A participant who is not defined as a New Plan Participant.

Limitations

The Internal Revenue Code places certain limitations on the plan. In addition to the Compensation limit referenced above, there are limits on the annual benefit payable and on the amount of contributions that may be made by an employee to this and other qualified plans. These limits are determined each year by the IRS. In addition, supplements provided by the plan cannot exceed an employee's unreduced Social Security retirement benefit.

Benefits Not Valued

Benefits payable under the SERO and PCPO provisions are reflected in the valuation only to the extent those retirements have occurred as of the valuation date or there is a firm termination commitment made on or prior to the valuation date for retirement to occur under these provisions shortly after the valuation date.

Plan Summary

This description of the plan is provided for general information purposes only. It summarizes key features of the plan as it applies to active associates on December 31, 2012. The complete terms of the plan are provided in the MPM Pension Plan document. Information concerning the plan, including benefits and vesting provisions, is also included in plan handbooks.

Changes Since Last Valuation

Benefit accruals for Salaried Exempt employees are frozen as of August 31, 2012.

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Changes After Valuation Date

The valuation does not reflect the following events which have occurred subsequent to the valuation date:

- Benefits were frozen for non-grandfathered IUE employees as of December 31, 2013
- The Regular and Special Supplements for non-grandfathered IUE employees was eliminated for benefit commencement dates on or after January 1, 2014
- For Sistersville union participants, there is a one-year extension of the current plan provisions
- For grandfathered IUE participants:
 - Covered Compensation, as defined under the plan, is equal to \$65,000 beginning January 1, 2014 and increasing by \$5,000 every three years, as opposed to reverting to Social Security Covered Compensation
 - There was a permanent extension of Special Supplements and the 80% Social Security Normal Retirement Age Regular Supplement end date

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MOMENTIVE PERFORMANCE MATERIALS INC. PENSION PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

Name of Plan sponsor:	<u>Momentive Performance Materials Inc.</u>
Employer identification number:	<u>20-5748297</u>
Three-digit plan number:	<u>001</u>

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investment	(d) Cost	(e) Fair Value
Collective Trusts				
*	Bank of New York Mellon	EB Temp Inv Fund	\$ 1,660,348	\$ 1,660,348
Mutual Funds				
*	SEI	SEI Institutional Investment Trust- Core Fixed Income Fund A	16,090,680	15,719,700
*	SEI	SEI Institutional Investment Trust- High Yield Bond Fund A	1,903,522	2,018,219
*	SEI	SEI Institutional Investment Trust- Emerging Markets Deb A	1,897,999	1,715,428
*	SEI	SEI Institutional Investment Trust- Long Duration Fund A	23,323,571	20,848,876
*	SEI	SEI Institutional Investment Trust- Small Cap Fund A	11,823,975	18,233,909
*	SEI	SEI Institutional Investment Trust- US Managed Volatility A	10,942,640	13,291,869
*	SEI	SEI Institutional Investment Trust- World Equity Ex-US F A	14,277,598	18,632,394
*	SEI	SEI Institutional Investment Trust- US Large Cap Index	9,192,032	<u>12,929,343</u>
Total Investments				<u>\$105,050,086</u>

* = Party-in-interest investment

See Independent Auditor's Report

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Schedule SB, Line 24 Change in Assumptions as of January 1, 2013

In addition to the required mortality and interest rate updates, the valuation recognizes the following assumption changes as of January 1, 2013.

- For the Salaried Exempt participants, all associates are now assumed to retire at the same rates as Non-Exempt participants.
- Disability rates were updated to be based on 100% of unisex Class 1 table for Salaried associates and 100% of unisex Class 3 table for Hourly associates.
- Marriage assumption changed from 85% to 80% for males and from 50% to 60% for females. The percentage of married associates electing the J&S option was updated to 85% for both males and females.
- Wives are assumed to be three years younger than husbands, increased from a two-year differential in prior years.

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