**PATENT ASSIGNMENT COVER SHEET**

**SUBMISSION TYPE:** NEW ASSIGNMENT  
**NATURE OF CONVEYANCE:** FIRST LIEN TERM LOAN PATENT AGREEMENT

### CONVEYING PARTY DATA

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**CORRESPONDENCE DATA**

Fax Number:  (212)455-2502

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone:       (212) 455-3346

Email:       ksolomon@stblaw.com

Correspondent Name: MELANIE JOLSON, ESQ.

Address Line 1: SIMPSON THACHER & BARTLETT LLP

Address Line 2: 425 LEXINGTON AVENUE

Address Line 4: NEW YORK, NEW YORK 10017

ATTORNEY DOCKET NUMBER: 002151/0004

NAME OF SUBMITTER: MELANIE JOLSON

SIGNATURE: /MJ/

DATE SIGNED: 06/05/2019
First Lien Term Loan Patent Agreement

May 15, 2019

This FIRST LIEN TERM LOAN PATENT AGREEMENT, dated as of the date hereof ("Agreement"), is made by MOMENTIVE PERFORMANCE MATERIALS INC., a Delaware corporation, located at 260 Hudson River Road, Waterford, New York 12188 ("MPM" or the "Grantor") in favor of BNP Paribas ("BNPP"), as administrative agent (in such capacity, together with its successors and assigns in such capacities, the "Administrative Agent") for the Lenders, parties to the First Lien Term Loan Credit Agreement, dated as of the date hereof (as amended, restated, supplemented, waived or otherwise modified from time to time, the "Credit Agreement"), among MPM INTERMEDIATE HOLDINGS INC., a Delaware corporation ("Holdings"), MOM Special Company, a Delaware corporation, as the initial Borrower ("AcquisitionCo"), MPM, as the Borrower after giving effect to the Acquisition (the "Borrower"), the Lenders party thereto from time to time, the Administrative Agent and BNPP and Citibank, N.A., each as co-collateral agents, and the other parties named therein.

A. Pursuant to the terms and subject to the conditions set forth in the Credit Agreement, the Lenders have agreed to extend credit to the Borrower.

B. In connection with the Credit Agreement, Holdings, AcquisitionCo, the Borrower and the other Subsidiary Loan Parties (as defined in the Collateral Agreement) and the Administrative Agent have executed that certain First Lien Term Loan Collateral Agreement, dated as of the date hereof (as amended, restated, supplemented, waived or otherwise modified from time to time, the "Collateral Agreement").

C. Pursuant to the Credit Agreement, the Grantor has agreed to grant a security interest in the Collateral, including all Intellectual Property that is included in the Collateral, for the benefit of the Administrative Agent (for the ratable benefit of the Secured Parties) to secure the payment and performance of the Obligations, subject to the terms thereof and of the Intercreditor Agreements, including with respect to the relative rights and priorities in respect of the Collateral.

Accordingly, the Grantor and the Administrative Agent agree as follows:

SECTION 1. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Collateral Agreement or, if not defined therein, in the Credit Agreement.

SECTION 2. The Grantor hereby grants to the Administrative Agent, its successors and permitted assigns, for the ratable benefit of the Secured Parties, a security interest (the "Security Interest") in all such Grantor’s right, title and interest in, under or to any and all of the Patents listed on Schedule 1 hereto (collectively, the "Intellectual Property Collateral").

SECTION 3. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of the Security Interest herein with the United States Patent and Trademark Office. The Security Interest granted hereby has been granted in connection with the Collateral Agreement, and the Collateral Agreement is hereby incorporated herein by reference and shall remain in full force and effect in accordance with its terms. In the event of any conflict between the terms of this Agreement and the terms of the Collateral Agreement, the terms of the Collateral Agreement shall govern.
SECTION 4. This Agreement may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed signature page of this Agreement by facsimile (or other electronic) transmission (including, without limitation, by electronic mail as a “.pdf” or “.tif” attachment) shall be effective as delivery of a manually executed counterpart hereof.

SECTION 5. The Grantor authorizes the Administrative Agent to file this Agreement with the United States Patent and Trademark Office (and any successor office and any similar office in any United States state or other country) for the purpose of perfecting, confirming, continuing, enforcing or protecting the security interest granted by the Grantor, and requests that the Commissioner for Patents and any other applicable government officer record this Agreement.

SECTION 6. THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

SECTION 7. In the event any one or more of the provisions contained in this Agreement should be held invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein and in the Collateral Agreement shall not in any way be affected or impaired thereby (it being understood that the invalidity of a particular provision in a particular jurisdiction shall not in and of itself affect the validity of such provision in any other jurisdiction). The parties hereto shall endeavor in good-faith negotiations to replace the invalid, illegal or unenforceable provisions with valid provisions the economic effect of which comes as close as possible to that of the invalid, illegal or unenforceable provisions.

SECTION 8. All communications and notices hereunder shall (except as otherwise expressly permitted by the Collateral Agreement) be in writing and given as provided in Section 5.01 of the Collateral Agreement.

SECTION 9. The Grantor agrees to reimburse the Administrative Agent for its reasonable out-of-pocket expenses in connection with this Agreement, including the reasonable documented fees, disbursements and other charges of counsel for the Administrative Agent.

[Remainder of page intentionally left blank; signature pages follow.]
IN WITNESS WHEREOF, the Grantor and the Administrative Agent have duly executed this Agreement as of the day and year first above written.

MOMENTIVE PERFORMANCE MATERIALS INC.

By: Erick R. Asmussen
Name: Erick R. Asmussen
Title: Senior Vice President, Chief Financial Officer
and Treasurer

[Signature Page to Patent Agreement]
BNP PARIBAS,
as Administrative Agent

By: [Signature]
Name: David L. Berger
Title: Managing Director

By: [Signature]
Name: Sang W. Han
Title: Director

[Signature Page to First Lien Term Loan Patent Agreement]
INTELLECTUAL PROPERTY

[See attached.]
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注意：此表格仅为示例，实际内容可能不同。