

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nautilus Holdings Acquisition Corp.		11/21/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Momentive Performance Materials Holdings Inc.		
Street Address:	187 Danbury Road		
City:	Wilton		
State/Country:	CONNECTICUT		
Postal Code:	06897		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77041801	MOMENTIVE	
CORRESPONDENCE DATA			
Fax Number:	(212)308-4844		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-912-2866		
Email:	trademark@eapdlaw.com		
Correspondent Name:	Maria A. Scungio		
Address Line 1:	F.D.R. Station		
Address Line 2:	P.O. Box 130		
Address Line 4:	New York, NEW YORK 10150		
ATTORNEY DOCKET NUMBER:	5099-301296		
NAME OF SUBMITTER:	Michael R. Rizzo		
Signature:	/mrizzo/		
Date:	03/05/2008		

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Total Attachments: 1
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CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
NAUTILUS HOLDINGS ACQUISITION CORP.

Nautilus Holdings Acquisition Corp. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

1. That, in accordance with the provisions of Section 242 of the DGCL, the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation (this "Amendment") and declaring this Amendment advisable.
2. That this Amendment has been consented to and duly approved and adopted by the sole stockholder of all the issued and outstanding stock of the Corporation entitled to vote thereon in accordance with the provisions of Section 228 and Section 242 of the DGCL and the Certificate of Incorporation of the Corporation.
3. That Article I of the Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

"Article I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Momentive Performance Materials Holdings Inc."

4. That this Amendment shall be effective on its filing with the Secretary of the State of Delaware.