MPM ACQUISITION CORP
Form 10-Q
November 12, 2010
Table of Contents

FORM 10-Q

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2010

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 000-53173

MPM Acquisition Corp.

(Exact name of registrant as specified in its charter)

Delaware	**80-0145732**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

c/o MPM Asset Management LLC, 200 Clarendon Street, 54th Floor, Boston, MA 02116

(Address of principal executive offices)

(617) 425-9235

(Registrant s telephone number, including area code)

No change

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company x.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes x No o.

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes o No o.

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date: 5,000,000 shares of common stock, par value $.0001 per share, outstanding as of November 12, 2010.

Table of Contents

MPM ACQUISITION CORP.

- INDEX -

		Page
PART I FINANCIAL INFORMATION:		
Item 1.	Financial Statements:	
	Balance Sheet as of September 30, 2010 (Unaudited) and December 31, 2009	1
	Statement of Operations (Unaudited) for the Three and Nine Months Ended September 30, 2010 and 2009 and for the Period February 4, 2008 (Inception) Through September 30, 2010	2
	Statement of Changes in Stockholder s Equity (Deficit) for the Period February 4, 2008 (Inception) through September 30, 2010 (Unaudited)	3
	Statement of Cash Flows (Unaudited) for the Nine Months Ended September 30, 2010 and 2009 and for the Period February 4, 2008 (Inception) through September 30, 2010	4
	Notes to Financial Statements	5
Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	7
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	10
Item 4.	Controls and Procedures	10
PART II OTHER INFORMATION:		
Item 1.	Legal Proceedings	10
Item 1A.	Risk Factors	10
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	11
Item 3.	Defaults Upon Senior Securities	11
Item 4.	Removed and Reserved	11
Item 5.	Other Information	11
Item 6.	Exhibits	11
Signatures		12

Table of Contents

PART I FINANCIAL INFORMATION

Item 1. Financial Statements.

MPM Acquisition Corp.

(A Development Stage Company)

Balance Sheet

	September 30, 2010 (Unaudited)	December 31, 2009
Assets		
Current Assets:		
Cash	$ 100	$ 100
Prepaid expenses	1,875	
Total Assets	$ 1,975	$ 100
Liabilities and Stockholder s Equity (Deficit)		
Current Liabilities:		
Due to stockholder	$ 60,824	$ 37,445
Total Current Liabilities	60,824	37,445
Stockholder s Equity (Deficit)		
Preferred stock - $.0001 par value - 10,000,000 shares authorized; no shares issued and outstanding		
Common stock - $.0001 par value - 100,000,000 shares authorized; 5,000,000 shares issued and outstanding	500	500
Additional paid-in capital	49,500	49,500
(Deficit) accumulated during the development stage	(108,849)	(87,345)
Total Stockholder s Equity (Deficit)	(58,849)	(37,345)
Total Liabilities and Stockholder s Equity (Deficit)	$ 1,975	$ 100

See accompanying notes to the financial statements.

Table of Contents

MPM Acquisition Corp.

(A Development Stage Company)

Statement of Operations

(Unaudited)

	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009	Period February 4, 2008 (Inception) through September 30, 2010
General and Administrative Expenses	$ 6,038	$ 6,324	$ 21,504	$ 26,980	$ 108,849
Net (Loss)	$ (6,038)	$ (6,324)	$ (21,504)	$ (26,980)	$ (108,849)
Basic and Diluted (Loss) per Share	*	*	*	*	
Basic and Diluted Weighted Average Number of Common Shares Outstanding	5,000,000	5,000,000	5,000,000	5,000,000	

* Less than $.01 per share

See accompanying notes to the financial statements.

Table of Contents

MPM Acquisition Corp.

(A Development Stage Company)

Statement of Changes in Stockholder s Equity (Deficit)

Period February 4, 2008 (Inception) through September 30, 2010

(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	(Deficit) Accumulated During the Development Stage	Stockholder s Equity (Deficit)
Issuance of Common Stock	5,000,000	$ 500	$ 49,500	$	$ 50,000
Net (Loss)				(55,352)	(55,352)
Balance, December 31, 2008	5,000,000	500	49,500	(55,352)	(5,352)
Net (Loss)				(31,993)	(31,993)
Balance, December 31, 2009	5,000,000	500	49,500	(87,345)	(37,345)
Net (Loss)				(21,504)	(21,504)
Balance, September 30, 2010	5,000,000	$ 500	$ 49,500	$ (108,849)	$ (58,849)

See accompanying notes to the financial statements.

Table of Contents

MPM Acquisition Corp.

(A Development Stage Company)

Statement of Cash Flows

(Unaudited)

	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009	Period February 4, 2008 (Inception) through September 30, 2010
Cash Flows from Operating Activities			
Net (Loss)	$ (21,504)	$ (26,980)	$ (108,849)
Adjustment to reconcile net (loss) to net cash used in operating activities:			
Decrease (Increase) in prepaid expenses	(1,875)	1,125	(1,875)
Increase in accounts payable and accrued expenses		4,000	
Net Cash Used in Operating Activities	(23,379)	(21,855)	(110,724)
Cash Flows from Financing Activities			
Increase in due to stockholder	23,379	21,855	60,824
Proceeds from issuance of common stock			50,000
Net Cash Provided By Financing Activities	23,379	21,855	110,824
Increase in cash			100
Cash, beginning of period	100	100	
Cash, end of period	$ 100	$ 100	$ 100

See accompanying notes to the financial statements.

Table of Contents

MPM Acquisition Corp.

(A Development Stage Company)

Notes to Financial Statements

Note 1 Development Stage Company:

MPM Acquisition Corp., a development stage company (the Company), was incorporated in the State of Delaware on February 4, 2008. The Company is inactive and plans to acquire an existing company or acquire technology to begin operations. The Company is in the development stage.

Note 2 Summary of Accounting Policies:

Basis of Presentation: The accompanying interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted for interim financial statements presentation and in accordance with the instructions to Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statement presentation. In the opinion of management, all adjustments for a fair statement of the results of operations and financial position for the interim periods presented have been included. All such adjustments are of a normal recurring nature. The accompanying financial statements and the information included under the heading Management s Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Company s audited financial statements and related notes included in the Company s Form 10-K as of December 31, 2009. Interim results are not necessarily indicative of the results for a full year.

Use of Estimates: The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts of assets and liabilities and disclosure of contingent asset and liabilities at the date of the financial statements and revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes: The Company utilizes the liability method of accounting for income taxes. Under the liability method, deferred tax assets and liabilities are determined based on the differences between financial reporting basis and tax basis of the assets and liabilities and are measured using enacted tax rates that will be in effect when the differences are expected to reverse. A valuation allowance is provided when it is more likely than not, that such tax benefits will not be realized.

The Company recognizes the financial statement benefit of an uncertain tax position only after considering the probability that a tax authority would sustain the position in an examination. For tax positions meeting a more-likely-than-not threshold, the amount recognized in the financial statements is the benefit expected to be realized upon settlement with the tax authority. For tax positions not meeting the threshold, no financial statement benefit is recognized. The Company recognizes interest and penalties, if any, related to uncertain tax positions in income tax expense. As of September 30, 2010, the Company is unaware of any uncertain tax positions.

Loss per Common Share: Basic loss per share is calculated using the weighted-average number of common shares outstanding during each period. Diluted loss per share includes potentially dilutive securities such as outstanding options and warrants, using various methods such as the treasury stock or modified treasury stock method in the determination of dilutive shares outstanding during each period. The Company does not have any potentially dilutive securities.

Fair Value of Financial Instruments: The Company adopted the Financial Accounting Standards Board Fair Value Measurements, as it applies to its financial statements. This standard defines fair value, outlines a framework for measuring fair value, and details the required disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date in the principal or most advantageous market. The standard establishes

Table of Contents

a hierarchy in determining the fair value of an asset or liability. The fair value hierarchy has three levels of inputs, both observable and unobservable. The standard requires the utilization of the lowest possible level of input to determine fair value. Level 1 inputs include quoted market prices in an active market for identical assets or liabilities. Level 2 inputs are market data, other than Level 1, that are observable either directly or indirectly. Level 2 inputs include quoted market prices for similar assets or liabilities, quoted market prices in an inactive market, and other observable information that can be corroborated by market data. Level 3 inputs are unobservable and corroborated by little or no market data.

The carrying value of current assets and liabilities approximate fair value due to the short period of time to maturity.

Recent Accounting Pronouncements: Management does not believe that any recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

Note 3 Going Concern:

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. The Company incurred a net loss from inception of $108,849, which, among other factors, raises substantial doubt about the Company s ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent upon management s plan to find a suitable acquisition or merger candidate, raise additional capital from the sale of stock, receive additional loans from its shareholder, and ultimately, income from operations. The accompanying financial statements do not include any adjustments that might be required should the Company be unable to recover the value of its assets or satisfy its liabilities.

Note 4 Related Party Transactions:

Due to stockholder consists of interest-free borrowings from the stockholder with no stipulated repayment terms.

The Company utilizes the office space and equipment of its sole stockholder at no cost. Management estimates such amounts to be de minimus.

Note 5 Subsequent Events:

The Company is currently in discussions with a potential target business but has not yet entered into any definitive agreements with any potential target company. The Company filed a Schedule 14f-1 with the Securities and Exchange Commission on November 10, 2010 and made a distribution of such schedule to its sole shareholder. The Schedule 14f-1 provides that in anticipation of and prior to a potential merger transaction, the Company expects that it will appoint two new directors to the Company and the two current directors will resign. The appointment of the new directors is expected to be effective in late November 2010, upon our compliance with Rule 14f-1 of the Securities Exchange Act of 1934. Upon the effectiveness of the appointment of the new directors and the resignation of the current directors, the Company will file a Form 8-K.

Table of Contents

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

Forward Looking Statement Notice

Certain statements made in this Quarterly Report on Form 10-Q are forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995) in regard to the plans and objectives of management for future operations. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of MPM Acquisition Corp. (we , us , our or the Company) to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. The Company s plans and objectives are based, in part, on assumptions involving the continued expansion of business. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the Company believes its assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance the forward-looking statements included in this Quarterly Report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved.

Description of Business

The Company was incorporated in the State of Delaware on February 4, 2008 (Inception) and maintains its principal executive office at c/o MPM Asset Management LLC, 200 Clarendon Street, 54th Floor, Boston, MA 02116. Since inception, the Company has been engaged in organizational efforts and obtaining initial financing. The Company was formed as a vehicle to pursue a business combination through the acquisition of, or merger with, an operating business. The Company filed a Registration Statement on Form 10 with the U.S. Securities and Exchange Commission (the SEC) on April 16, 2008, and since its effectiveness, the Company has focused its efforts to identify a possible business combination.

The Company, based on proposed business activities, is a blank check company. The SEC defines those companies as any development stage company that is issuing a penny stock, within the meaning of Section 3(a)(51) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and that has no specific business plan or purpose, or has indicated that its business plan is to merge with an unidentified company or companies. Many states have enacted statutes, rules and regulations limiting the sale of securities of blank check companies in their respective jurisdictions. The Company is also a shell company, defined in Rule 12b-2 under the Exchange Act as a company with no or nominal assets (other than cash) and no or nominal operations. Management does not intend to undertake any efforts to cause a market to develop in our securities, either debt or equity, until we have successfully concluded a business combination. The Company intends to comply with the periodic reporting requirements of the Exchange Act for so long as we are subject to those requirements.

The Company was organized as a vehicle to investigate and, if such investigation warrants, acquire a target company or business seeking the perceived advantages of being a publicly held corporation. The Company s principal business objective for the next 12 months and beyond such time will be to achieve long-term growth potential through a combination with an operating business. The Company will not restrict its potential candidate target companies to any specific business, industry or geographical location and, thus, may acquire any type of business.

The Company currently does not engage in any business activities that provide cash flow. During the next twelve months we anticipate incurring costs related to:

(i) filing Exchange Act reports, and

(ii) investigating, analyzing and consummating an acquisition.

We believe we will be able to meet these costs through use of funds in our treasury, through deferral of fees by certain service providers and additional amounts, as necessary, to be loaned to or invested in us by our stockholders,

Table of Contents

management or other investors. As of the date of the period covered by this report, the Company has $100 in its treasury. There are no assurances that the Company will be able to secure any additional funding as needed. Currently, however our ability to continue as a going concern is dependent upon our ability to generate future profitable operations and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. Our ability to continue as a going concern is also dependant on our ability to find a suitable target company and enter into a possible reverse merger with such company. Management s plan includes obtaining additional funds by equity financing through a reverse merger transaction and/or related party advances, however there is no assurance of additional funding being available.

The Company may consider acquiring a business which has recently commenced operations, is a developing company in need of additional funds for expansion into new products or markets, is seeking to develop a new product or service, or is an established business which may be experiencing financial or operating difficulties and is in need of additional capital. In the alternative, a business combination may involve the acquisition of, or merger with, a company which does not need substantial additional capital but which desires to establish a public trading market for its shares while avoiding, among other things, the time delays, significant expense, and loss of voting control which may occur in a public offering.

Since our Registration Statement on Form 10 went effective, our management has had contact and discussions with representatives of other entities regarding a business combination with us. Any target business that is selected may be a financially unstable company or an entity in its early stages of development or growth, including entities without established records of sales or earnings. In that event, we will be subject to numerous risks inherent in the business and operations of financially unstable and early stage or potential emerging growth companies. In addition, we may effect a business combination with an entity in an industry characterized by a high level of risk, and, although our management will endeavor to evaluate the risks inherent in a particular target business, there can be no assurance that we will properly ascertain or assess all significant risks. Our management anticipates that it will likely be able to effect only one business combination, due primarily to our limited financing and the dilution of interest for present and prospective stockholders, which is likely to occur as a result of our management s plan to offer a controlling interest to a target business in order to achieve a tax-free reorganization. This lack of diversification should be considered a substantial risk in investing in us, because it will not permit us to offset potential losses from one venture against gains from another.

The Company anticipates that the selection of a business combination will be complex and extremely risky. Because of general economic conditions, rapid technological advances being made in some industries and shortages of available capital, our management believes that there are numerous firms seeking even the limited additional capital which we will have and/or the perceived benefits of becoming a publicly traded corporation. Such perceived benefits of becoming a publicly traded corporation include, among other things, facilitating or improving the terms on which additional equity financing may be obtained, providing liquidity for the principals of and investors in a business, creating a means for providing incentive stock options or similar benefits to key employees, and offering greater flexibility in structuring acquisitions, joint ventures and the like through the issuance of stock. Potentially available business combinations may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex.

The Company is currently in discussions with a potential target business but has not yet entered into any definitive agreements with any potential target company. The Company filed a Schedule 14f-1 with the Securities and Exchange Commission on November 10, 2010 and made a distribution of such schedule to its sole shareholder. The Schedule 14f-1 provides that in anticipation of and prior to a potential merger transaction, the Company expects that it will appoint Dr. C. Richard Lyttle and Mr. Nick Harvey as directors of the Company and Dr. Steven St. Peter and Mr. John Vander Vort will resign. The appointment of Dr. Lyttle and Mr. Harvey is expected to be effective in late November 2010, upon our compliance with Rule 14f-1 of the Securities Exchange Act of 1934. Upon the effectiveness of the appointment of Dr. Lyttle and Mr. Harvey and the resignation of Dr. St. Peter and Mr. Vander Vort, the Company will file a Form 8-K.

Table of Contents

Liquidity and Capital Resources

As of September 30, 2010, the Company had assets equal to $1,975, comprised of cash and prepaid expenses. This compares with assets of $100 as of December 31, 2009, comprised exclusively of cash. The Company s current liabilities as of September 30, 2010 totaled $60,824, comprised exclusively of monies due to stockholder. This compares with liabilities of $37,445 as of December 31, 2009, comprised exclusively of monies due to stockholder. The Company can provide no assurance that it can continue to satisfy its cash requirements for at least the next twelve months.

The following is a summary of the Company s cash flows provided by (used in) operating, investing, and financing activities:

		Nine Months Ended September 30, 2010		Nine Months Ended September 30, 2009		For the Period from February 4, 2008 (Inception) through September 30, 2010
Net cash used in operating activities	$	(23,379)	$	(21,855)	$	(110,724)
Net cash used in investing activities						
Net cash from financing activities	$	23,379	$	21,855	$	110,824
Increase in cash	$		$		$	100

The Company has nominal assets and has generated no revenues since inception. The Company is also dependent upon the receipt of capital investment or other financing to fund its ongoing operations and to execute its business plan of seeking a combination with a private operating company. In addition, the Company is dependent upon certain related parties to provide continued funding and capital resources. If continued funding and capital resources are unavailable at reasonable terms, the Company may not be able to implement its plan of operations.

Results of Operations

The Company has not conducted any active operations since inception, except for its efforts to locate suitable acquisition candidates. No revenue has been generated by the Company from February 4, 2008 (Inception) through September 30, 2010. It is unlikely the Company will have any revenues unless it is able to effect an acquisition or merger with an operating company, of which there can be no assurance. It is management s assertion that these circumstances may hinder the Company s ability to continue as a going concern. The Company s plan of operation for the next twelve months shall be to continue its efforts to locate suitable acquisition candidates.

For the three and nine months ended September 30, 2010, the Company had a net loss of $6,038 and $21,504, respectively, consisting of legal, accounting, audit and other professional service fees incurred in relation to the filing of the Company s Quarterly and Annual Reports on Form 10-Q and Form 10-K.

For the three and nine months ended September 30, 2009, the Company had a net loss of $6,324 and $26,980, respectively, consisting of legal, accounting, audit and other professional service fees incurred in relation to the filing of the Company s Quarterly and Annual Reports on Form 10-Q and Form 10-K.

For the period from February 4, 2008 (Inception) through September 30, 2010, the Company had a net loss of $108,849, consisting of legal, accounting, audit and other professional service fees incurred in relation to the formation of the Company, the filing of the Company s Registration Statement on Form 10 in April of 2008 and the filing of the Company s Quarterly and Annual Reports on Form 10-Q and Form 10-K.

Table of Contents

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company s financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Contractual Obligations

As a smaller reporting company as defined by Item 10 of Regulation S-K, the Company is not required to provide this information.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

As a smaller reporting company as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed pursuant to the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules, regulations and related forms, and that such information is accumulated and communicated to our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

As of September 30, 2010, we carried out an evaluation, under the supervision and with the participation of our principal executive officer and our principal financial officer of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Controls

There have been no changes in our internal controls over financial reporting during the quarter ended September 30, 2010 that have materially affected or are reasonably likely to materially affect our internal controls.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

There are presently no material pending legal proceedings to which the Company, any of its subsidiaries, any executive officer, any owner of record or beneficially of more than five percent of any class of voting securities is a party or as to which any of its property is subject, and no such proceedings are known to the Registrant to be threatened or contemplated against it.

Item 1A. Risk Factors.

As a smaller reporting company as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

Table of Contents

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Removed and Reserved.

Item 5. Other Information.

None.

Item 6. Exhibits.

(a) Exhibits required by Item 601 of Regulation S-K.

Exhibit	Description
*3.1	Certificate of Incorporation, as filed with the Delaware Secretary of State on February 4, 2008.
*3.2	By-Laws.
31.1	Certification of the Company s Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2010.
31.2	Certification of the Company s Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2010.
32.1	Certification of the Company s Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	

Certification of the Company s Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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* Filed as an exhibit to the Company s Registration Statement on Form 10, as filed with the SEC on April 16, 2008 and incorporated herein by this reference.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: November 12, 2010	**MPM ACQUISITION CORP.**	
	By:	/s/ Steven St. Peter Steven St. Peter President and Director Principal Executive Officer Principal Accounting Officer Principal Financial Officer