

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth in this Interim Order (the "Order").

2. Any purchase, sale or other transfer of equity securities of Owens Corning in violation of the restrictions or the procedures set forth herein (including the notice requirements set forth in ¶¶ 3(C) or 3(D)) shall be null and void *ab initio* as an act in violation of this Order and shall confer no rights on the transferee.

3. The following procedures and restrictions shall apply to trading in the equity securities of Owens Corning:

A. Notice of Substantial Equityholder Status. Any person or entity who currently or in the future Beneficially Owns (as defined in paragraph (B) below) at least 4.75% of the outstanding equity securities of Owens Corning (a "Substantial Equityholder") shall file with the Court and serve upon the Debtors and the Debtors' counsel a notice of such status in the form attached hereto as Exhibit 1A on or before the date that is the later of: (A) March 21, 2005 or (B) ten (10) calendar days after such person or entity becomes a Substantial Equityholder.

B. Beneficial Ownership. "Beneficial Ownership" of "equity securities" shall be defined consistent with the applicable definitions found in Section 382 of the Internal Revenue Code (the "IRC") and the Treasury Regulations thereunder (including attribution rules). In particular, Beneficial Ownership of equity securities shall include (but shall not be limited to):

- i. direct and indirect ownership by a holder (e.g., an individual shareholder of a holding company would be considered to "beneficially own" a proportionate share of all interests, as the case may be, owned or acquired by the holding company, its subsidiaries and/or affiliates);
- ii. ownership of a participation interest in a pass-through or grantor trust, with any such participant being considered to beneficially own a ratable share of all interests owned or acquired by such pass-through entity or such trust or its trustee;
- iii. ownership by a holder's family members;

- iv. ownership by persons or entities acting in concert with a holder to make a coordinated acquisition;
- v. ownership of an interest that such holder has a right to acquire through the ownership of an option, a contingent purchase right, a warrant, convertible debt or equity, a put, a call, an equity security subject to risk of forfeiture, a contract to acquire an interest, or a similar interest (including those interests described in Treasury Regulation § 1.382-4(d)(9)), regardless of whether such interest or right to acquire is contingent or otherwise not currently exercisable (each such right or interest to acquire, an "Option"); and
- vi. ownership by a trust qualified under Section 401(a) of the IRC.

For purposes of this Order, "equity securities" shall not include (a) any instrument or obligation (other than an instrument or obligation that, pursuant to its terms, is convertible into common stock of Owens Corning) that when issued or incurred, as the case may be, constituted debt for all federal income tax purposes. and (b) equity securities that are not common stock of Owens Corning or convertible into common stock of Owens Corning.

C. Acquisition of Equity Securities. Prior to effecting any acquisition of Owens Corning's equity securities (including the acquisition of Options to acquire Owens Corning's equity securities) that would result in an increase in the amount of Owens Corning's equity securities Beneficially Owned by a Substantial Equityholder or would result in a person or entity becoming a Substantial Equityholder (a "**Proposed Equity Acquisition Transaction**"), such person, entity or Substantial Equityholder (a "**Proposed Equity Transferee**") shall file with the Court and serve on the Debtors' counsel a Notice of Intent to Purchase, Acquire or Otherwise Accumulate an Equity Security (an "**Equity Acquisition Notice**"), in the form attached hereto as Exhibit 1B, specifically and in detail describing the intended transaction acquiring Owens Corning's equity securities.

D. Disposition of Equity Securities. Prior to effecting any disposition of Owens Corning's equity securities (including the disposition of Options to acquire Owens Corning's equity securities) that would result in a decrease in the amount of Owens Corning's equity securities Beneficially Owned by a Substantial Equityholder or that would result in a person or entity ceasing to be a Substantial Equityholder (a "**Proposed Equity Disposition Transaction**"), such person, entity or Substantial Equityholder (a "**Proposed Equity Transferor**") shall file with the Court and serve on the Debtors' counsel a Notice of Intent to Sell, Trade or Otherwise Transfer an Equity Security (an "**Equity Disposition Notice**"), in the form attached hereto as Exhibit 1C, specifically and in detail describing the intended transaction disposing of Owens Corning's equity securities.

E. Objection Procedures. No later than the date that is fifteen (15) calendar days after the Debtors' actual receipt of an Equity Acquisition Notice or Equity Disposition Notice (the "**Objection Deadline**"), the Debtors may file with the Court and serve on a Proposed Equity Transferor or Proposed Equity Transferee, as appropriate, an objection (an "**Objection**") to any proposed transfer of Owens Corning's equity securities on the grounds that such transfer poses a material risk of adversely affecting the Debtors' ability to utilize any of their Tax Attributes as a result of an ownership change under Section 382 or Section 383 of the Internal Revenue Code.

- i. If the Debtors timely file an Objection by the Objection Deadline, the Proposed Equity Acquisition Transaction and/or Proposed Equity Disposition Transaction, as applicable, shall not be effective unless approved by an order of this Court, after notice and a hearing and such time as such order is not subject to appeal, stay, modification, or reconsideration.
- ii. If the Debtors do not timely file an Objection by the Objection Deadline, or if the Debtors provide written notice to the Proposed Equity Transferor or Proposed Equity Transferee, as appropriate, that they do not object to such transaction prior to the expiration of the 15-day notice period, then the Proposed Equity Acquisition Transaction and/or Proposed Equity Disposition Transaction may proceed only as specifically described in an Equity Acquisition Notice or Equity Disposition Notice, as applicable.

4. Special Rules

A. Agents, Brokers, Custodians, Nominees, Clearinghouses and Trustees. Sales, acquisitions or other transfers of equity securities of Owens Corning by a person or entity acting as a broker, agent, custodian, nominee, prime broker, clearinghouse or trustee on behalf of another person or entity shall not be subject to this Order with respect to that particular sale, acquisition or other transfer; provided, however, that a trustee of a trust qualified under Section 401(a) of the IRC, and the customer or principal of such agent, broker, custodian, nominee, prime broker, clearinghouse or trustee, shall not be excluded from this Order by reason of this paragraph.

B. Account Managers. Sales, acquisitions or other transfers of equity securities of Owens Corning by a person or entity acting as a discretionary account manager or manager for one or more accounts, customers, regulated investment companies or mutual funds shall not be subject to this Order with respect to that particular sale, acquisition or other transfer; provided, however, that each of an account manager's individual customers, individual account holders, individual regulated investment companies or individual mutual funds shall not be excluded from this Order by reason of this paragraph (although such account

manager shall not have any affirmative duty to inquire whether its customer or account holder shall be subject to this Order).

C. Money Loans. A person or entity's use of equity securities of Owens Corning as collateral for a money loan shall not cause such person or entity to be subject to this Order with respect to such money loan; provided, however, that any transfer of collateral pursuant to the collection of such money loan shall not be excluded from this Order solely by reason of this paragraph.

D. Riskless Principals. Market trades in equity securities of Owens Corning in which a person or entity acts as a "riskless principal" between customers by buying and selling the same aggregate amounts on the same trade date for effect on the same settlement date shall not be subject to this Order with respect to such trades; provided, however, that such trades shall not be excluded from this Order with respect to such customers solely by reason of this paragraph.

E. Day Trading. "Day trading" market purchases and sales of equity securities of Owens Corning by a person or entity that net to zero at the end of each day (and that settle on the same day) shall not be subject to this Order with respect to such purchases and sales.

F. Derivatives. Trading by a person or entity in its capacity as a dealer in derivative contracts in respect of derivatives on equity securities of Owens Corning shall not be subject to this Order with respect to such trades, so long as (i) those derivative contracts provide for cash settlement only and are in fact so cash settled and (ii) such person or entity undertakes to maintain its books of derivative contracts on such equity securities (including for this purpose cash short sales and cash long positions currently owned by such person or entity that are from time to time designated as appertaining to those derivative books) in approximately the same net long or short position as was the case on February 23, 2005; provided that nothing herein shall cause the actual acquisition or disposition of equity securities not to be subject to this Order, even if such actual acquisition or disposition is in connection with or related to a derivatives contract. Nothing in this Order shall limit the scope of Sections 362, 546, 548, 555, 556, 559 and 560 of the Bankruptcy Code with respect to the financial and related contracts and agreements referenced therein.

G. Short Sales. The borrowing of equity securities of Owens Corning for the purpose of effecting short sales or for on-lending, whether for the borrower's own account or for a customer account, shall not be subject to this Order so long as such borrowing does not occur prior to the day when such equity securities are used to complete and settle the short sale or on-lending; provided that the initial lender of such shares or the purchaser of such shares shall not be excluded from this Order solely by reason of this paragraph. The closing and settlement upon unwinding of such short sale by the short-seller shall also not be subject to this Order, so long as the equity securities of Owens Corning used to close such short sale are acquired on the date such equity are returned to the lender.

H. Waiver of Restrictions. The Debtors shall be permitted to waive any restrictions, limitations or notice requirements imposed by this Order; provided, however, that any such waiver shall be filed with this Court.

5. Other Notice Procedures

A. Service of Procedures Notice. Following entry of this Order, the Debtors shall deliver a copy of the Notice of (A) Notification Procedures Applicable to Substantial Holders of Equity Securities and (B) Notification and Hearing Procedures for the Trading in Equity Securities (the "**Notice of Notification Procedures**") (a copy of which is attached hereto as Exhibit 2) to the entities listed below. The Notice of Notification Procedures shall inform all recipients thereof how to obtain copies of these notice procedures and the relevant notices described herein.

- i. the Office of the United States Trustee;
- ii. any official statutory committee appointed in these Chapter 11 Cases;
- iii. counsel for the Debtors' debtor-in-possession lenders;
- iv. the transfer agents for all classes of equity securities of the Debtors; and
- v. all entities who file notices of appearance and request service of papers pursuant to Bankruptcy Rule 2002.

B. The Debtors shall also deliver the Notice of Notification Procedures to any and all registered holders of equity securities of Owens Corning.

- i. Any such registered holder shall, in turn, deliver a copy of the Notice of Notification Procedures to any holder for whose account such registered holder holds such equity securities, and so on down the chain of ownership.
- ii. Any person or entity in its individual capacity (a "**Prospective Seller**"), and any broker or agent acting on behalf of a Prospective Seller, who contemplates selling 1% or more of Owens Corning's equity securities to another person or entity (a "**Prospective Purchaser**") must provide a copy of the Notice of Notification Procedures to each Prospective Purchaser or any broker or agent acting on behalf of a Prospective Purchaser.

C. The Debtors shall publish the Notice of Notification Procedures in the domestic editions of the *Wall Street Journal*, *USA Today* and the *Toledo Blade*.

6. The requirements set forth in this Order are in addition to the requirements of Federal Rule of Bankruptcy Procedure 3001(e) and applicable securities, corporate and other laws, and do not excuse compliance therewith.

7. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

8. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, or 9014, the terms, conditions and notification procedures of this Order shall be effective as of the date this Order is entered; provided, however, that any transaction permissible without notice under this Order shall be deemed to be in compliance with this Order.

9. Nothing in this Order is intended to have any precedential effect in any other proceeding involving a Debtor or a Substantial Equityholder and shall not be used as either res judicata or collateral estoppel, or otherwise have precedential effect, in any such other proceeding.

10. Except for those persons or entities that are required to provide notice pursuant to Paragraphs 3 of this Order, no person or entity shall be liable for any damages or losses resulting from or caused by a violation of this Order.

11. Parties in interest that oppose the interim relief granted in this Order becoming final, and the entry of a final order granting the relief sought in the Motion, must file an objection with this Court and serve such objection on Debtors' counsel on or before April 8, 2005 at 4:00 p.m. prevailing Eastern time. If objections are filed, they will be heard on April 25, 2005 at 10:00 a.m. at the United States Bankruptcy Court in Wilmington, Delaware. If no objections are timely filed, the Court may enter a final order granting the relief sought in the Motion without further notice or hearing.

12. This Order shall not apply after the effective date of the Debtors' plan of reorganization.

13. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: March 1, 2005

Judith K. Fitzgerald
mab

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

Exhibit 1A

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
OWENS CORNING, <i>et al.</i> ,	:	Case No. 00-03837 (JKF)
Debtors.	:	Jointly Administered

NOTICE OF STATUS AS A SUBSTANTIAL EQUITYHOLDER¹

PLEASE TAKE NOTICE that [name of equityholder] is/has become a Substantial Equityholder with respect to the equity securities (the "Equity Securities")² of Owens Corning, a debtor and debtor in possession in Case No. 00-03837, pending in the United States Bankruptcy Court for the District of Delaware (the "Court").

PLEASE TAKE FURTHER NOTICE that, as of [date], [name of equityholder] Beneficially Owns [] shares of the Equity Securities of Owens Corning. The following table sets forth the date(s) on which [name of equityholder] acquired or otherwise became the Beneficial Owner of such Equity Securities:

Number of Shares	Type of Equity Security	Date Acquired

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of [name of equityholder] is _____.

¹ For purposes of this Notice, all capitalized terms not defined herein shall have the same meaning as is set forth in the Interim Order of this Court, entered [], 2005], Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures.

² As used herein, the term "equity securities" shall not include (a) any instrument or obligation (other than an instrument or obligation that, pursuant to its terms, is convertible into common stock of Owens Corning) that when issued or incurred, as the case may be, constituted debt for all federal income tax purposes. and (b) equity securities that are not common stock of Owens Corning or convertible into common stock of Owens Corning.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, [name of equityholder] hereby declares that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order of this Court, entered on [_____, 2005], Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures, this Notice is being (A) filed with the Court, 824 Market Street, 3rd Floor, Wilmington DE 19801, (B) served upon Saul Ewing LLP, 222 Delaware Avenue, P.O. Box 1266, Wilmington, DE 19899, attn. Norman L. Pernick, Esq. and upon Saul Ewing LLP, Centre Square West, 1500 Market Street, 38th Floor, Philadelphia, PA 19102, attn. Adam H. Isenberg, Esq.; (C) served upon Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036-6522, attn. Stuart M. Finkelstein, Esq.; and (D) served upon Owens Corning, One Owens Corning Parkway, Toledo, Ohio 43659, attn. General Counsel.

Dated:
[city, state]

Respectfully submitted,

[Name of Acquirer/Seller] [Address]
[telephone and facsimile]

Exhibit 1B

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
OWENS CORNING, <i>et al.</i> ,	:	Case No. 00-03837 (JKF)
	:	
Debtors.	:	Jointly Administered
	:	

**NOTICE OF INTENT TO PURCHASE, ACQUIRE
OR OTHERWISE ACCUMULATE EQUITY SECURITIES**

PLEASE TAKE NOTICE that [name of prospective acquirer] hereby provides notice of its intention to purchase, acquire or otherwise accumulate one or more shares of the equity securities (the "Equity Securities")¹ of Owens Corning or an Option with respect thereto (the "Proposed Transfer").

PLEASE TAKE FURTHER NOTICE that, if applicable, on [prior date(s)], [name of prospective acquirer] filed a Notice of Status as a Substantial Equityholder² with the United States Bankruptcy Court for the District of Delaware (the "Court") and served copies thereof on the Debtors' counsel.

PLEASE TAKE FURTHER NOTICE that [name of prospective acquirer] currently Beneficially Owns _____ shares of the Equity Securities of Owens Corning.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, [name of prospective acquirer] proposes to purchase, acquire or otherwise accumulate [_____] shares of Equity Securities or an Option with respect to [_____] shares of Equity Securities. If the Proposed Transfer is permitted to occur, [name of

¹ As used herein, the term "equity securities" shall not include (a) any instrument or obligation (other than an instrument or obligation that, pursuant to its terms, is convertible into common stock of Owens Corning) that when issued or incurred, as the case may be, constituted debt for all federal income tax purposes. and (b) equity securities that are not common stock of Owens Corning or convertible into common stock of Owens Corning.

² For purposes of this Notice, all capitalized terms not defined herein shall have the same meaning as is set forth in the Interim Order of this Court, entered [_____, 2005], Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures.

prospective acquirer] will Beneficially Own [_____] shares of Equity Securities after the transfer.

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of [name of prospective acquirer] is _____.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, [name of prospective acquirer] hereby declares it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order of this Court, entered on [_____, 2005], Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures, this Notice is being (A) filed with the Court, (B) served upon Saul Ewing LLP, 222 Delaware Avenue, P.O. Box 1266, Wilmington, DE 19899, attn. Norman L. Pernick, Esq. and upon Saul Ewing LLP, Centre Square West, 1500 Market Street, 38th Floor, Philadelphia, PA 19102, attn. Adam H. Isenberg, Esq.; (C) served upon Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036-6522, attn. Stuart M. Finkelstein, Esq.; and (D) served upon Owens Corning, One Owens Corning Parkway, Toledo, Ohio 43659, attn. General Counsel.

PLEASE TAKE FURTHER NOTICE that the Debtors have fifteen (15) calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors timely file an objection, such Proposed Transfer will not be effective unless approved by an order of the Court, after notice and an opportunity for a hearing, and such time as such order is not subject to appeal, modification, stay, or reconsideration. If the Debtors do not object within such fifteen (15) day period, then after expiration of such period the Proposed Transfer may proceed specifically as set forth in this Notice; provided, however, that if, prior to the expiration of the foregoing fifteen (15) day notice period, the Debtors provide written notice that they do not object to the Proposed Transfer, the Proposed Transfer may proceed as specifically as set forth in this Notice.

The undersigned prospective acquirer understands that any further transactions that may result in [name of prospective acquirer] purchasing, acquiring or otherwise accumulating additional shares of Equity Securities (or an Option with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.

Dated:
[city, state]

Respectfully submitted,
[Name of Acquirer/Seller] [Address]
[telephone and facsimile]

Exhibit 1C

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
OWENS CORNING, <i>et al.</i> ,	:	Case No. 00-03837 (JKF)
	:	
Debtors.	:	Jointly Administered
	:	

**NOTICE OF INTENT TO SELL, TRADE OR OTHERWISE
TRANSFER EQUITY SECURITIES**

PLEASE TAKE NOTICE that [name of prospective seller] hereby provides notice of its intention to sell, trade or otherwise transfer one or more shares of the equity securities (the "Equity Securities")¹ of Owens Corning or an Option with respect thereto (the "Proposed Transfer").

PLEASE TAKE FURTHER NOTICE that, if applicable, on [prior date(s)], [name of prospective seller] filed a Notice of Status as a Substantial Equityholder² with the United States Bankruptcy Court for the District of Delaware (the "Court") and served copies thereof on the Debtors' counsel.

PLEASE TAKE FURTHER NOTICE that [name of prospective seller] currently Beneficially Owns _____ shares of Equity Securities of Owens Corning.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, [name of prospective seller] proposes to sell, trade or otherwise transfer _____ shares of Equity Securities or an Option with respect to _____ shares of Equity Securities. If the Proposed Transfer is permitted to occur, [name of prospective seller] will Beneficially Own _____ shares of Equity Securities after the transfer.

¹ As used herein, the term "equity securities" shall not include (a) any instrument or obligation (other than an instrument or obligation that, pursuant to its terms, is convertible into common stock of Owens Corning) that when issued or incurred, as the case may be, constituted debt for all federal income tax purposes. and (b) equity securities that are not common stock of Owens Corning or convertible into common stock of Owens Corning.

² For purposes of this Notice, all capitalized terms not defined herein shall have the same meaning as is set forth in the Interim Order of this Court, entered [_____, 2005], Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures.

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of [name of prospective acquirer] is _____.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, [name of prospective seller] hereby declares that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order of this Court, entered on [_____, 2005], Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures, this Notice is being (A) filed with the Court, (B) served upon Saul Ewing LLP, 222 Delaware Avenue, P.O. Box 1266, Wilmington, DE 19899, attn.: Norman L. Pernick, Esq. and upon Saul Ewing LLP, Centre Square West, 1500 Market Street, 38th Floor, Philadelphia, PA 19102, attn. Adam H. Isenberg, Esq., (C) served upon Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036-6522, attn.: Stuart M. Finklestein, Esq.; and (D) served upon Owens Corning, One Owens Corning Parkway, Toledo, Ohio 43659, attn. General Counsel.

PLEASE TAKE FURTHER NOTICE that the Debtors have fifteen (15) calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors timely file an objection, such Proposed Transfer will not be effective unless approved by an Order of the Court, after notice and a hearing and such time as such Order is not subject to appeal, modification, stay, or reconsideration. If the Debtors do not object within such fifteen (15) day period, then after expiration of such period, the Proposed Transfer may proceed specifically as set forth in this Notice; provided, however, that if, prior to the expiration of the foregoing fifteen (15) day notice period, the Debtors provide written notice that they do not object to the Proposed Transfer, the Proposed Transfer may proceed as specifically as set forth in this Notice.

[Name of prospective seller] understands that any further transactions that may result in [name of prospective seller] selling, trading or otherwise transferring shares of Equity Securities (or an Option with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.

Dated:
[city, state]

Respectfully submitted,

[Name of Acquirer/Seller] [Address]
[telephone and facsimile]

Exhibit 2

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
OWENS CORNING, <i>et al.</i> ,	:	Case No. 00-03837 (JKF)
Debtors.	:	Jointly Administered

NOTICE OF (A) NOTIFICATION PROCEDURES APPLICABLE
TO SUBSTANTIAL HOLDERS OF EQUITY SECURITIES
AND (B) NOTIFICATION AND HEARING
PROCEDURES FOR TRADING IN EQUITY SECURITIES

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN OWENS
CORNING:

PLEASE TAKE NOTICE that on October 5, 2000 (the "**Petition Date**"), Owens Corning, together with certain of its subsidiaries and affiliates (collectively, the "**Debtors**"), commenced cases under Chapter 11 of Title 11 of the United States Code as amended from time to time (the "**Bankruptcy Code**").

PLEASE TAKE FURTHER NOTICE that on [_____, 2005], the United States Bankruptcy Court for the District of Delaware (the "**Court**") entered an interim order (the "**Interim Order**") imposing certain transfer restrictions on equity securities of Owens Corning and approving the procedures set forth in the Interim Order (the "**Notice Procedures**") to preserve the certain tax attributes of the Debtors.

As further specified in the Interim Order, the Interim Order imposes limitations upon (i) acquisitions of equity securities of Owens Corning by persons or entities who already hold 4.75% or more of Owens Corning's equity securities; (ii) acquisitions of equity securities of Owens Corning by persons or entities who hold less than 4.75% of Owens Corning's equity securities if such acquisitions would cause such persons or entities to hold 4.75% or more of Owens Corning equity securities; and (iii) disposition of equity securities of Owens Corning by persons or entities who hold 4.75% or more of Owens Corning's equity securities. Any acquisition, sale or other transfer of equity securities of Owens Corning in violation of the Interim Order or the Notice Procedures shall be null and void ab initio and shall confer no rights on the transferee.

As used herein, the term "equity securities" shall not include (a) any instrument or obligation (other than an instrument or obligation that, pursuant to its terms, is convertible into common stock of Owens Corning) that when issued or incurred, as the case may be, constituted debt for

all federal income tax purposes. and (b) equity securities that are not common stock of Owens Corning or convertible into common stock of Owens Corning.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order, the Notice Procedures shall apply to holding, acquiring and disposing, and any other transfers of EQUITY SECURITIES IN OWENS CORNING.

PLEASE TAKE FURTHER NOTICE that any person or entity may obtain a copy of the Interim Order, the Notice Procedures and the forms of each of the required notices described therein by:

1. Obtaining a copy of such documents from the website www.ocplan.com.
2. Contacting Saul Ewing LLP, counsel to the Debtors, 222 Delaware Avenue, P.O. Box 1266, Wilmington, DE 19899, attn. Pauline Z. Ratkowiak, Paralegal, 302-421-6861, pratkowiak@saul.com.
3. Contacting Digital Legal Services, L.L.C., at the following address: DIGITAL LEGAL SERVICES, L.L.C., 1001 Jefferson Plaza, Suite 100, Wilmington, DE 19801 (302) 888-2060.

Such documents also may be viewed at the Office of the Clerk, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, 302-252-2900, Monday through Friday during the hours of 8:00 a.m. to 4:00 p.m., excluding Federal Holidays.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate and other laws, and do not excuse compliance therewith.

PLEASE TAKE FURTHER NOTICE that parties-in-interest that oppose the relief granted in the Interim Order becoming final must file an objection with the Court and serve such objection on counsel to the Debtors on or before _____, 2005, at 4:00 p.m. prevailing Eastern time. If objections are filed, they will be heard on _____, 2005, at _____ [a.m/p.m.] at the United States Bankruptcy Court in _____. If no objections are timely filed, the Court may enter an order making the relief granted in the Interim Order final, without further notice or hearing.

Dated: [city]
_____, 2005

OWENS CORNING, et al.

By: Saul Ewing LLP
222 Delaware Avenue
P.O. Box 1266
Wilmington, DE 19899-1266
Counsel for the Debtors
and Debtors in Possession