

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE:	)	
	)	Chapter 11
OWENS CORNING, <i>et al.</i> , <sup>1</sup>	)	Case No. 00-03837 (JKF)
	)	Jointly Administered
Debtors.	)	
	)	<b>Related to Docket No. 18339</b>

**Hearing Date: September 18, 2006 at 9:00 a.m.**  
**Objection Deadline: September 1, 2006 at 4:00 p.m.**  
**Before the Honorable Judith K. Fitzgerald,**  
**U.S. Bankruptcy Court, 5490 US Steel Tower,**  
**600 Grant Street, Pittsburgh, Pennsylvania**

**NOTICE OF FILING PLAN SUPPLEMENT MATERIALS**

**PLEASE TAKE NOTICE** that on July 10, 2006, the Disclosure Statement with Respect to the Sixth Amended Joint Plan of Reorganization for Owens Corning and its Affiliated Debtors and Debtors-In-Possession (as Modified) (the "Disclosure Statement") and the Sixth Amended Joint Plan of Reorganization for Owens Corning and its Affiliated Debtors and Debtors-in-Possession (as Modified) (the "Plan") (Docket No. 18339) were filed in the U.S. Bankruptcy Court for the District of Delaware. Pursuant to the terms of the Plan and Disclosure Statement, certain Schedules and Exhibits to the Plan (collectively, together with the Plan Modifications described below, the "Plan Supplement Materials") are to be filed and/or amended on or before ten (10) business days prior to the September 1, 2006 objection date with respect to the Plan. In addition, certain Modifications, dated August 17, 2006, to the Sixth Amended Joint Plan of Reorganization, for Owens Corning and Its Affiliated Debtors and Debtors in Possession (as Modified) (the "Plan Modifications") are being filed in the U.S. Bankruptcy Court for the District of Delaware.

**PLEASE TAKE FURTHER NOTICE** that a true and correct copy of the Plan Supplement Materials are attached hereto.

**PLEASE TAKE FURTHER NOTICE** that copies of the Plan Supplement Materials may be obtained (i) from Owens Corning's website at **www.ocplan.com**; (ii)

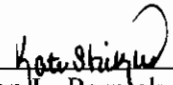
<sup>1</sup> The Debtors are: (1) Owens Corning; (2) CDC Corporation; (3) Engineered Yarns America, Inc.; (4) Falcon Foam Corporation; (5) Integrex; (6) Fibreboard Corporation; (7) Exterior Systems, Inc.; (8) Integrex Ventures LLC; (9) Integrex Professional Services LLC; (10) Integrex Supply Chain Solutions LLC; (11) Integrex Testing Systems LLC; (12) Homexperts LLC; (13) Jefferson Holdings, Inc.; (14) Owens-Corning Fiberglas Technology Inc.; (15) Owens Corning HT, Inc.; (16) Owens-Corning Overseas Holdings, Inc.; (17) Owens Corning Remodeling Systems, LLC; and (18) Soltech, Inc.

DKT. NO. 18858  
DT. FILED 8-18-06

upon written request to the Debtors' Claims Agent, Omni Management Group, LLC, 16161 Ventura Blvd., PMB 517, Encino, CA 91436 (fax: 818-905-6542); or (iii) by email to contact@omnimgt.com.

Dated: August 17, 2006

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## **PLAN SUPPLEMENT MATERIALS**

### **ATTACHMENT 1 DISCLOSURE STATEMENT APPENDICES**

**Appendix E-1**            Addendum

### **ATTACHMENT 2 PLAN SCHEDULES**

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**Plan Schedule III**            Schedule of Persons Against Whom Claims Are Not Released Under the Plan

**Plan Schedule IV**            Executory Contracts and Unexpired Leases to be Rejected

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**Plan Schedule XVI**            OCD Insurance Policies Which Are OC Asbestos Personal Injury Liability Insurance Assets

**Plan Schedule XVII**            Non-Indemnified Parties and Actions

**Plan Schedule XVIII**            Terms of Tail Insurance

**Plan Schedule XIX**            Initial Reorganized OCD Board of Directors and Executive Officers

**Plan Schedule XX**            Restructuring Transactions

**ATTACHMENT 3  
PLAN EXHIBITS**

<b>Plan Exhibit A</b>	Amended and Restated Certificate of Incorporation of Reorganized OCD
<b>Plan Exhibit B</b>	Amended and Restated Bylaws of Reorganized OCD
<b>Plan Exhibit D</b>	Asbestos Personal Injury Trust Agreement
<b>Plan Exhibit D-1</b>	Asbestos Personal Injury Trust Distribution Procedures
<b>Plan Exhibit F</b>	Management and Director Arrangements and Employee Arrangements, including Summary of Incentive Compensation Program
<b>Plan Exhibit G</b>	Principal Terms and Conditions of the Senior Notes
<b>Plan Exhibit H</b>	Principal Terms and Conditions of the New OCD Common Stock
<b>Plan Exhibit L</b>	Form of Class A11 Warrant
<b>Plan Exhibit M</b>	Form of Class A12-A Warrant
<b>Plan Exhibit N</b>	Forms of Contingent Note and Trust Promissory Note
<b>Plan Exhibit Q</b>	Form of the Trust Stock Pledge

**ATTACHMENT 4  
MODIFICATIONS DATED AUGUST 17, 2006, TO THE SIXTH AMENDED PLAN OF  
REORGANIZATION, FOR OWENS CORNING AND ITS AFFILIATED DEBTORS  
AND DEBTORS IN POSSESSION (AS MODIFIED)**

**ATTACHMENT 1**  
**DISCLOSURE STATEMENT APPENDICES**

**Appendix E-1**  
**Estimated Claims Summaries**  
**(Addendum)**

On July 7, 2006, WCI Communities, Inc. (“WCI”) filed a motion (the “Motion”) for allowance and payment of administrative expenses with respect to Exterior Systems, Inc. (“Exterior”) (Docket No. 18317). WCI, a residential home builder, alleges it entered into two post-petition Subcontractor Base Agreements, whereby Exterior was responsible for installing windows at a residential development consisting of approximately 980 residential units being constructed by WCI in Palm Beach Gardens, Florida (the “Project”). WCI asserts that Exterior breached the Subcontractor Base Agreements and that, to date, it has incurred costs and expenses of at least \$2,349,551 and anticipates incurring additional costs and expenses of at least \$1,142,680 to address existing complaints from WCI customers involving approximately 26 of the residential units in the Project. WCI has also asserted unliquidated administrative expense claims related to the remaining residential units in the Project. Exterior has objected to the Motion and denies that it has breached any agreements with WCI.

Exterior and WCI are attempting to negotiate a resolution of the Motion that will provide the parties with additional time to investigate, negotiate, and if necessary, litigate WCI’s claims after the Effective Date and outside of the context of the Motion and confirmation of the Debtors’ Plan. Any such agreement will be subject to documentation and approval of the Court.

If the Debtors are unable to reach agreement to resolve WCI’s Motion and anticipated Plan objection, Exterior will ask the Court to resolve the Motion prior to the hearing on confirmation of the Debtors’ Plan and will be prepared to meet its burden under 11 U.S.C. § 1129(a)(11) at the confirmation hearing.

**ATTACHMENT 2**  
**PLAN SCHEDULES**

**Schedule II**  
**Schedule of Non-Debtor Subsidiaries**

Commercializadora Owens Corning, S.A. de C.V.  
Crown Manufacturing Inc.  
Engineered Pipe Systems, Inc.  
EPS Holding AS  
Eric Company  
European Owens-Corning Fiberglas, S.A.  
Flowtite Offshore Services Ltd.  
Goodman Ventures, Inc.  
IP Owens Corning Ltd.  
IPM, Inc.  
LMP Impianti Srl  
Norske EPS Botswana AS  
OC (Belgium) Holdings, Inc.  
OC Celfortec Inc.  
O.C. Funding B.V.  
OCW Acquisition Corporation  
Owens-Corning Britinvest Limited  
Owens-Corning Capital Holdings I, Inc.  
Owens-Corning Capital Holdings II, Inc.  
Owens-Corning Capital L.L.C.  
Owens-Corning Cayman Limited  
Owens-Corning Fiberglas Deutschland GmbH  
Owens-Corning Fiberglas (G.B.) Ltd.  
Owens-Corning Fiberglas Espana, S.A.  
Owens-Corning Fiberglas France S.A.  
Owens-Corning Fiberglas Norway A/S  
Owens-Corning Fiberglas Sweden Inc.  
Owens-Corning Fiberglas (U.K.) Pension Plan Ltd.  
Owens-Corning FSC, Inc.  
Owens-Corning Funding Corporation  
Owens-Corning (Guangzhou) Fiberglas Co., Ltd.  
Owens-Corning Holdings Limited  
Owens-Corning Real Estate Corporation  
Owens-Corning (Sweden) AB  
Owens-Corning Veil Netherlands B.V.  
Owens-Corning Veil U.K. Ltd.  
Owens Corning (Anshan) Fiberglass Co., Ltd.  
Owens Corning Argentina Sociedad de Responsabilidad Limitada  
Owens Corning Australia Pty. Limited  
Owens Corning Automotive (UK) Ltd.  
Owens Corning BM (Korea) Ltd.  
Owens Corning Building Materials Espana, S.A.  
Owens Corning Canada Inc.  
Owens Corning Cayman (China) Holdings

Owens Corning (China) Investment Company, Ltd.  
Owens Corning Commercial Insulation Systems, LLC  
Owens Corning Composites Italia S.r.l.  
Owens Corning Composites SPRL  
Owens Corning Enterprise (India) Pvt. Ltd.  
Owens Corning Espana SA  
Owens Corning Fiberglas A.S. Limitada  
Owens Corning Fiberglas S.A.  
Owens Corning (India) Limited  
Owens Corning (Japan) Ltd.  
Owens Corning (Jiangyin) Building Materials Co., Ltd  
Owens Corning Integrated Acoustic Systems, LLC  
Owens Corning Korea  
Owens Corning Manufacturing K.K.  
Owens Corning Mexico, S.A. de C.V.  
Owens Corning (Nanjing) Foamular Board Co. Ltd.  
Owens Corning NRO Inc.  
Owens Corning NRO II Inc.  
Owens Corning Sales Company  
Owens Corning (Shanghai) Composites Co., Ltd.  
Owens Corning (Shanghai) International Trading Co., Ltd  
Owens Corning (Shanghai) Fiberglas Co., Ltd.  
Owens Corning (Shanghai) Trading Co. Ltd.  
Owens Corning (Singapore) Pte Ltd.  
Owens Corning Support K.K.  
Owens Corning (Tianjin) Building Materials Co., Ltd  
Owens Corning VF Holdings, Inc.  
OCF Mexico, S.A. de C.V.  
Palmetto Products, Inc.  
Quest Industries, LLC  
SL.com  
Technologia Owens Corning LLC  
Trumbull Asphalt Co. of Delaware  
Vytex Corporation  
Willcorp, Inc.  
Wrexham A.R. Glass Ltd.

**Schedule III<sup>1</sup>**  
**Schedule of Persons against Whom Claims are Not Released under the Plan**

Shearman & Sterling LLP

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<sup>1</sup> This Schedule remains subject to further revision and amendment by the Plan Proponents up to the Confirmation Hearing.

**Schedule IV<sup>1</sup>**  
**Schedule of Executory Contracts and Unexpired Leases Not Assumed**

<b><u>Lessor</u></b>	<b><u>Debtor/Lessee</u></b>	<b><u>Contract Name</u></b>	<b><u>Affected Premises</u></b>	<b><u>Date of Agreement</u></b>
Scanell Properties #14, LLC	Owens Corning	Net Lease Agreement	191 Arrowhead Blvd., Hebron, Ohio 43025	8/25/1999

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<sup>1</sup> Pursuant to Section 7.4 of the Plan, this Schedule remains subject to further revision and amendment by the Plan Proponents up to the Confirmation Date.

**Schedule VI**  
**Schedule of Purchasers and Transferees Treated as Protected Parties<sup>1</sup>**

**The following parties are Protected Parties for purposes of the Asbestos Personal Injury Permanent Channeling Injunction only to the extent the alleged liability of the Protected Party with respect to an Asbestos Personal Injury Claim derives from the purchase of assets or businesses or stock from one or more of the Debtors or one or more Related Persons of the Debtors.**

493989 B.C. Ltd.  
Alcoa Home Exteriors, Inc.  
Alcopor Holding AG  
Alcopor Owens Corning Holding AG  
Alcopor Owens Corning (UK) Holding Ltd.  
Alcopor Owens Corning (Jersey) Holding Ltd.  
Alcopor Owens Corning Technology AG  
ALSCO Metals Corporation f/k/a ALSCO Acquisition Corp.  
American Dietz & Schell Corp.  
Arenz, Robert  
Berlin Jackson LLC  
Chan Hwa Trading Corporation  
Cody, Rick  
Douglas Metal Roofing, Inc.  
Dutch Real Estate Corp.  
Flowtite Eksport A/S  
Foam Fabricators, Inc.  
Hendricks Commercial Properties, LLC  
High Sierra Terminaling LLC  
IIG Minwool, LLC  
Jancor Companies  
Molded Fiber Glass Body Company/Molded Fiber Glass Companies  
NEPTCO LLC (NEPTCO JV LLC)  
NEPTCO, Inc.  
North River Partners  
Owens Corning Alcopor Belgium SA  
Owens Corning Alcopor Deutschland GmbH  
Owens Corning Alcopor France SAS  
Owens Corning Alcopor Italia Spa  
Owens Corning Alcopor Espana SL  
Owens Corning (Anshan) Fiberglass Co., Ltd.  
Owens Corning (UK) Holdings Ltd.  
Owens Corning Alcopor UK Ltd.  
Owens Corning Fiberglass UK Ltd.

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<sup>1</sup> This Schedule remains subject to further revision and amendment by the Plan Proponents up to the Confirmation Hearing.

Owens Corning Finance UK Ltd.  
Owens Corning Polyform UK Limited  
Perdura Stone, SA de C.V.  
Pelican Refining Company LLC  
Performance Contracting Group, Inc.  
Performance Contracting, Inc.  
PST Corporation (wholly owned by Industiras Perdura)  
River Valley Stone Co.  
S&D Realty, LLC  
Saudi Arabian Amiantit Co.  
Shipshehanna, LLC  
Silver Valley Properties, LLC  
Simonton Building Products, Inc.  
Subor Boru Sanayi ve Ticaret AS  
Tecvox OEM Solutions LLC  
Valley Asphalt Corporation  
Weissker Properties, L.P.  
Yapi Merkezi

If the proposed Restructuring Transaction to merge Owens Corning's Reinforcements Business and Saint-Gobain's Reinforcement and Composites Businesses (a part of the entity known as Vetrotex) into a new company, to be called Owens Corning-Vetrotex Reinforcements, is consummated, Owens Corning-Vetrotex Reinforcements, the joint venture, any subsidiaries of Owens Corning-Vetrotex Reinforcements, Saint-Gobain, and Saint Gobain's affiliates are to be included as Protected Parties.

**A Protected Party identified or described in this Schedule is a Protected Party only to the extent its alleged liability for an Asbestos Personal Injury Claim is derived from its relationship with OCD, Fibreboard, an OC Person, an FB Person or an Affiliate of any of the Debtors as of the Petition Date or between the Petition Date and the Effective Date. No such Person shall be a Protected Party by virtue of this Plan to the extent its asbestos liability is independent of and not derived from the foregoing relationships.**

**Schedule VII**  
**Schedule of Insurance Companies Who Are Protected Parties<sup>1</sup>**

The following are insurance companies who are Protected Parties in addition to those listed in Section 1.243 (vii)-(xiv) of the Plan:

(a) Travelers Casualty and Surety Company and its parents, subsidiaries, predecessors, successors, and assigns, but their protection as Protected Parties will not extend beyond the scope of the matters released by OCD et al. in the Settlement Agreement and Mutual Release between Owens-Corning Fiberglas Corporation and The Aetna Casualty and Surety Company dated as of September 5, 1995 and the Modification of Settlement Agreement and Mutual Release dated as of June 25, 1999;

(b) Certain Underwriters at Lloyd's, London, and Certain London Market Insurance Companies and their parents, subsidiaries, predecessors, successors, and assigns, but their protection as Protected Parties will not extend beyond the scope of the matters released by OCD et al. in the two Confidential Settlement Agreements and Mutual Releases entered into as of May 15, 1999;

(c) International Insurance Company, The North River Insurance Company, and United States Fire Insurance Company and their parents, subsidiaries, predecessors, successors, and assigns, but their protection as Protected Parties will not extend beyond the scope of the matters released by OCD et al. in the Settlement Agreement and Mutual Release entered into on May 17, 2000;

(d) Allstate Insurance Company and its parents, subsidiaries, predecessors, successors, and assigns, but their protection as Protected Parties will not extend beyond the scope of the matters released by OCD et al. in the Settlement Agreement and Mutual Release entered into on October 4, 2000;

(e) Midland Insurance Company in Liquidation and the Liquidator thereof, but their protection as Protected Parties will not extend beyond the scope of the matters released by OCD in the Settlement Agreement dated as of March 21, 2003; and

(f) If the Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for an Order Approving Compromise of Proof of Claim No. 7664 and Other Claims Between Fibreboard and Continental Casualty Company, filed on August 16, 2006 (the "Continental Motion"), is approved, Continental Casualty Company and its affiliates (including, without limitation, CNA Casualty Company of California and Columbia Casualty Company), but only to the extent of FB Asbestos Personal Injury Claims or FB Resolved Personal Injury Claims relating to the Committed Claims (as defined in the Continental Motion) or the Committed Claims Account (as defined in the Continental Motion) and only to the extent described in the Continental Motion.

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<sup>1</sup> This Schedule remains subject to further revision and amendment by the Plan Proponents up to the Confirmation Hearing.

**Schedule VIII**  
**Schedule of FB Persons and OC Persons<sup>1</sup>**

CDC Corporation  
Engineered Yarns America, Inc.  
Exterior Systems, Inc.  
Falcon Foam Corporation  
Fibreboard Corporation  
HOMEExperts LLC  
Integrex  
Integrex Professional Services LLC  
Integrex Testing Systems LLC  
Integrex Supply Chain Solutions LLC  
Integrex Ventures LLC  
Jefferson Holdings, Inc.  
Owens Corning  
Owens-Corning Fiberglas Technology Inc.  
Owens Corning HT, Inc.  
Owens-Corning Overseas Holdings, Inc.  
Owens Corning Remodeling Systems, LLC  
Soltech, Inc.

Arabian Fiberglas Company, Ltd.  
Automotive Composites Systems (International) Private Limited  
Comercializadora Owens Corning, S.A. de C.V.  
Comercializadora Vitra Fibras, S.A. de C.V.  
Crown Manufacturing Inc.  
Decillion, LLC  
Engineered Pipe Systems, Inc.  
EPS Holding AS  
Eric Company  
European Composites Recycling Services Company  
European Owens-Corning Fiberglas, S.A.  
Fiberteq LLC  
Flowtite Offshore Services Ltd.  
Goodman Ventures, Inc.  
IP Owens Corning Ltd.  
IP Vitro Fibras Ltd.  
IPM, Inc.  
LMP Impianti Srl  
NEPTCO JV LLC (NEPTCO LLC)  
Norske EPS Botswana AS  
Northern Elastomeric, Inc.

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<sup>1</sup> This Schedule remains subject to further revision and amendment by the Plan Proponents up to the Confirmation Hearing.

OC (Belgium) Holdings, Inc.  
OC Celfortec Inc.  
O.C. Funding B.V.  
OCW Acquisition Corporation  
Owens Corning Argentina Sociedad de Responsa Ltda.  
Owens Corning Automotive (UK) Ltd  
Owens Corning BM (Korea) Ltd.  
Owens-Corning Britinvest Limited  
Owens-Corning Capital Holdings I, Inc.  
Owens-Corning Capital Holdings II, Inc.  
Owens-Corning Capital L.L.C.  
Owens-Corning Cayman Limited  
Owens-Corning Fiberglas Deutschland GmbH  
Owens-Corning Fiberglas (G.B.) Ltd.  
Owens-Corning Fiberglas Espana, S.A.  
Owens-Corning Fiberglas France S.A.  
Owens-Corning Fiberglas Norway A/S  
Owens-Corning Fiberglas S.A.  
Owens-Corning Fiberglas Sweden Inc.  
Owens-Corning Fiberglas (U.K.) Pension Plan Ltd.  
Owens-Corning FSC, Inc.  
Owens-Corning Funding Corporation  
Owens-Corning (Guangzhou) Fiberglas Co., Ltd.  
Owens-Corning Holdings Limited  
Owens-Corning Real Estate Corporation  
Owens-Corning (Sweden) AB  
Owens-Corning Veil Netherlands B.V.  
Owens-Corning Veil U.K. Ltd.  
Owens Corning (Anshan) Fiberglass Co., Ltd.  
Owens Corning Australia Pty. Limited  
Owens Corning Building Materials Espana, S.A.  
Owens Corning Canada Inc.  
Owens Corning Cayman (China) Holdings  
Owens Corning (China) Investment Company, Ltd.  
Owens Corning Commercial Insulation Systems, LLC  
Owens Corning Composites Italia S.r.l.  
Owens Corning Composites SPRL  
Owens Corning Enterprise (India) Pvt. Ltd.  
Owens Corning Espana SA  
Owens Corning Fiberglas A.S. Limitada  
Owens Corning (India) Limited  
Owens Corning (Japan) Ltd.  
Owens Corning (Jiangyin) Building Materials Co., Ltd.  
Owens Corning (Tianjn) Building Materials Co., Ltd.  
Owens Corning Integrated Acoustic Systems, LLC  
Owens Corning Korea

Owens Corning Mexico, S.A. de C.V.  
Owens Corning Manufacturing K.K.  
Owens Corning (Nanjing) Foamular Board Co. Ltd.  
Owens Corning NRO Inc.  
Owens Corning NRO II Inc.  
Owens Corning (Reorganized) Inc.  
Owens Corning Sales Company  
Owens Corning (Shanghai) Composites Co., Ltd.  
Owens Corning (Shanghai) International Trading Co., Ltd.  
Owens Corning (Shanghai) Fiberglas Co., Ltd.  
Owens Corning (Singapore) Pte Ltd.  
Owens Corning (Shanghai) Trading Co. Ltd.  
Owens Corning South Africa (Pty) Ltd.  
Owens Corning Support K.K.  
Owens Corning VF Holdings, Inc.  
OCF Mexico, S.A. de C.V.  
Palmetto Products, Inc.  
Quest Industries, LLC  
Scanglas Ltd.  
Servicios Violet SA de CV  
SL.com  
Technologia Owens Corning Ltd.  
Technologia Vitro Fibras Ltd.  
Trumbull Asphalt Co. of Delaware  
Violet Reinforcement S. de R.L.  
Vitro Fibras, S.A.  
Vitro OCF, SA de C.V.  
Vytec Corporation  
Willcorp, Inc.  
Wrexham A.R. Glass Ltd.

Without being named, all entities which are (i) direct or indirect Subsidiaries of Fibreboard or OCD or (ii) Affiliates of Fibreboard, OCD or their direct or indirect Subsidiaries or (iii) successors in interest or assigns of (i) or (ii) above are FB Persons or OC Persons, respectively, to the extent such entity is or becomes a Restructuring Affiliate pursuant to or as contemplated by the Restructuring Transactions. If the proposed Restructuring Transaction to merge Owens Corning's Reinforcements Business and Saint-Gobain's Reinforcement and Composites Businesses (a part of the entity known as Vetrotex) into a new company, to be called Owens Corning-Vetrotex Reinforcements, is consummated, Owens Corning-Vetrotex Reinforcements, the joint venture, any subsidiaries of Owens Corning-Vetrotex Reinforcements, Saint-Gobain, and Saint Gobain's affiliates are to be included as Protected Parties. Saint-Gobain and Saint Gobain's affiliates are to be included as Protected Parties only to the extent its alleged liability for an Asbestos Personal Injury Claim is derived from its relationship with OCD, Fibreboard, an OC Person, an FB Person or an Affiliate of any of the Debtors as of the Petition Date or between the Petition Date and the Effective Date. No such Person shall be a Protected Party by virtue of

this Plan to the extent its asbestos liability is independent of and not derived from the foregoing relationships.

**Schedule IX**  
**Schedule of Interested Parties<sup>1</sup>**

If the proposed Restructuring Transaction to merge Owens Corning's Reinforcements Business and Saint-Gobain's Reinforcement and Composites Businesses (a part of the entity known as Vetrotex) into a new company, to be called Owens Corning-Vetrotex Reinforcements, is consummated, Owens Corning-Vetrotex Reinforcements, the joint venture, any subsidiaries of Owens Corning-Vetrotex Reinforcements, Saint-Gobain, and Saint Gobain's affiliates are to be included as Protected Parties.

**A Protected Party identified or described in this Schedule is a Protected Party only to the extent its alleged liability for an Asbestos Personal Injury Claim is derived from its relationship with OCD, Fibreboard, an OC Person, an FB Person or an Affiliate of any of the Debtors as of the Petition Date or between the Petition Date and the Effective Date. No such Person shall be a Protected Party by virtue of this Plan to the extent its asbestos liability is independent of and not derived from the foregoing relationships.**

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<sup>1</sup> This Schedule remains subject to further revision and amendment by the Plan Proponents up to the Confirmation Hearing.

**Schedule X**  
**Schedule of Protected Parties<sup>1</sup>**

The following are Protected Parties:

- (a) All Debtors on Schedule I;
- (b) All Reorganized Debtors;
- (c) All FB Persons and OC Persons on Schedule VIII, including, without limitation, each of the Restructuring Affiliates;
- (d) All Persons on Schedule VI;
- (e) All Persons on Schedule IX;
- (f) Without being named, all Related Persons of any of the entities in (a), (b) or (c) who are individuals that are alleged to be liable for any Asbestos Personal Injury Claim on account of or relating to any service as officers or directors, of or in connection with their or involvement in the management, ownership, operation or control of any of the entities in (a), (b) or (c);
- (g) Without being named, all Related Persons of any of the entities in (a), (b) or (c) who served as employees, representatives, advisors, attorneys, agents and/or professionals of any such entities, and who are alleged to be liable for any Asbestos Personal Injury Claim on account of or relating to any actions or omissions while serving in the capacity as employees, representatives, advisors, attorneys, agents and/or professionals, and their successors or assigns.
- (h) Any Person who becomes a successor or assign of any of the entities in (a),(b), or (c) on or after the Effective Date.

**A Protected Party identified or described in this Schedule is a Protected Party only to the extent its alleged liability for an Asbestos Personal Injury Claim is derived from its relationship with OCD, Fibreboard, an OC Person, an FB Person or a Related Person of the foregoing. No such Person shall be a Protected Party by virtue of this Plan to the extent its asbestos liability is independent of and not derived from the foregoing relationships.**

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<sup>1</sup> This Schedule remains subject to further revision and amendment by the Plan Proponents up to the Confirmation Hearing.

**Schedule XI**  
**List of Insurance Policies to Be Rejected to the Extent Executory Contracts<sup>1</sup>**

None

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<sup>1</sup> This Schedule remains subject to further revision and amendment by the Plan Proponents up to the Confirmation Hearing.

**Schedule XII<sup>1</sup>**  
**Schedule of Estimates**

- Available Cash (as of October 30, 2006) = **\$1.432 billion**
- Bank Default Interest and Fee Amount (as of October 30, 2006) = **approximately \$947 million**
- Total Enterprise Value (as of October 31, 2006) = **no less than \$5.858 billion**, including, the net present value related to net operating loss carryforwards (see Appendix I for further detail).
- Combined OCD Distribution Package = **approximately \$618 million in Available Cash and \$3,716.8 million in New OCD Common Stock.**
- OCD Insurance Escrow = **approximately \$84 million**
- Exit Financing Amount = **approximately \$1.800 billion**
- Standard Combination = a combination of approximately 14% Cash and 86% New OCD Common Stock
- Class A11 Warrants = warrants to obtain approximately 17.5 million shares of New OCD Common Stock (11.167% on a fully diluted basis, assuming the exercise of all such warrants and of all Class A12-A Warrants, but exclusive of any options issued to the management and directors of Reorganized OCD (and restricted shares and options reserved for future issuance to management) pursuant to the Management and Director Arrangements) with an exercise price of \$43.00 per share.

It is currently anticipated that holders of Allowed Class A11 Claims related to the MIPS Claims and Interests (other than any Affiliate of OCD, including, without limitation, Owens-Corning Capital L.L.C.) will receive approximately 89.5% of the Class A11 Warrants (i.e., warrants to obtain 10% of the fully-diluted New OCD Common Stock), and holders of the OCFBV Class A11 Claim will receive approximately 10.5% of the Class A11 Warrants (i.e., warrants to obtain 1.167% of the fully-diluted New OCD Common Stock). These calculations are based upon a pro rata division of the Class A11 Warrants among the holders of Allowed Class A11 Claims related to the MIPS Claims and Interests (other than any Affiliate of OCD, including, without limitation, Owens-Corning Capital L.L.C.), who hold securities in the face amount of \$200 million, and the holders of the OCFBV Class A11 Claim in the Allowed amount of approximately \$23.3 million.

- Class A12 Warrants = warrants to obtain approximately 7.8 million shares of New OCD Common Stock (5% on a fully diluted basis, assuming the exercise of all such warrants and of all Class A11 Warrants, but exclusive of any options issued to the management and directors of Reorganized OCD (and restricted shares and options reserved for future issuance to management) pursuant to the Management and Director Arrangements) with an exercise price of \$45.25 per share.

[See Appendix I to the Disclosure Statement, entitled “Distribution Assumptions,” for the assumptions for purposes of estimation of distributions under the Plan.]

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<sup>1</sup> Schedule XII remains subject to further revision and amendment by the Plan Proponents up to the Confirmation Hearing.

**Schedule XIII**  
**Schedule of Material Rights of Action Expressly Released<sup>1</sup>**

None

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<sup>1</sup> This Schedule remains subject to further revision and amendment by the Plan Proponents up to the Confirmation Hearing.

**Schedule XIV**  
**Schedule of Avoidance Actions Expressly Not Released**

Any Avoidance Action based on Sections 510(a) or (b) of the Bankruptcy Code is not dismissed and is retained, solely for the benefit of the Debtors or the Reorganized Debtors, for the exclusive purpose of preserving, and solely to the extent necessary to preserve, (i) any objection to a Claim (but not an objection to any Bank Holder Claims or Indemnification Obligations) for purposes of establishing that such Claim should be treated as a Subordinated Claim or Interest under the Plan, or (ii) any defense in the ordinary course to an action brought by any holder of a Claim against the Debtors or Reorganized Debtors.

The release of the Avoidance Action against Waters & Kraus is conditioned upon the payment of the settlement in the amount \$1.5 million to the Asbestos Personal Injury Trust for the benefit of the OC Sub-Account.

The Plan does not release the objection to (a) the Proof of Claim No. 4989 filed by Bank One, NA in the amount of \$5,000,000.00 for the reasons stated in Count V, Paragraphs 68(f) and 68(g) of Adv. No. A-02-5829; and (b) the Proof of Claim No. 8896 filed by Continental Casualty in the amount of \$12,196,667.00 for the reasons stated in Count V, Paragraph 68(g) of Adv. No. A-02-5829; provided, however, that the foregoing objections shall not affect in any respect the allowance and treatment of the Class A4 Claims as set forth in Section 3.3(b) of the Plan or the Final Bank Unimpairment Order.

**Schedule XVI**  
**Schedule of OCD Insurance Policies Which Are OC Asbestos Personal Injury**  
**Liability Insurance Assets<sup>1</sup>**

<u>Insurer</u>	<u>Policy Period</u>	<u>Policy Number</u>
Integrity	Sept. 1, 1979 to Sept. 1, 1980	XL 201337
Southern American	Sept. 1, 1979 to Sept. 1, 1980	XX 800201
Zurich International	Sept. 1, 1979 to Sept. 1, 1980	ZI 7162
Integrity	Sept. 1, 1980 to Sept. 1, 1981	XL 201765
Southern American	Sept. 1, 1980 to Sept. 1, 1981	XX 800360
Zurich International	Sept. 1, 1980 to Sept. 1, 1981	ZIB 7458/2
Integrity	Sept. 1, 1981 to Sept. 1 1982	XL 203363 XL 203364
Continental	Sept. 1, 1981 to Dec. 17, 1981	SRX 3196793
Southern American	Sept. 1, 1981 to Sept. 1, 1982	XX 800472
Integrity	Sept. 1, 1982 to Sept. 1, 1983	XL 206444 XL 206445
Harbor Insurance Co.	Sept. 1, 1982 to Sept. 1, 1983	HI 163017
London Guarantee & Accd.	Sept. 1, 1982 to Sept. 1, 1983	LX 18988076
Integrity	Sept. 1, 1983 to Sept. 1, 1984	XL 207790
Harbor Insurance Co.	Sept. 1, 1983 to Feb. 10, 1984	HI 176858
London Guarantee & Accd.	Sept. 1, 1983 to Sept. 1, 1984	LX 2107865

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<sup>1</sup> This Schedule remains subject to further revision and amendment by the Plan Proponents up to the Confirmation Hearing.

**Schedule XVII**  
**Schedule of Non-Indemnified Parties and Actions<sup>1</sup>**

None

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<sup>1</sup> This Schedule remains subject to further revision and amendment by the Plan Proponents up to the Confirmation Hearing.

## Schedule XVIII

### Schedule of Terms of Tail Insurance<sup>1</sup>

OCD's directors and officers ("D&O") insurance program provides that, upon a "change in control," the current program will be converted into "tail" or "runoff" insurance providing coverage for claims filed during the ensuing six years that concern acts by the directors and officers that took place before the "change in control" date. In purchasing this "tail" feature through an endorsement to its current program, Owens Corning intended the "change in control" event to be the company's emergence from Chapter 11 (i.e., the Effective Date of the Plan), which should become the commencement date of the 6-year "tail" coverage. Because this "tail" coverage is a feature of the Company's current program, it is already paid for, and no further premium should be paid for "tail" coverage if the "change in control" event occurs before the March 29, 2007 end of the current program's policy period.

Under the "tail" coverage, \$105 million of policy limits are available to be jointly shared by Owens Corning (for its costs in indemnifying the D&Os) and by the individual D&Os (in situations where OC cannot indemnify them). There is an additional \$25 million layer of Side A-only coverage dedicated solely to the D&Os. XL Specialty Insurance Company issued the primary-layer policy and the Side A-only policy. The excess carriers are Houston Casualty Co., Twin City Fire Insurance Co. (Hartford), Arch Reinsurance LTD (Bermuda), Arch Specialty Insurance Co. (US), and Great American Insurance Company.

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<sup>1</sup> The Debtors reserve the right to supplement, modify or revise this Schedule XVIII, with the consent of the other Plan Proponents, prior to the Confirmation Hearing.

## Schedule XIX

### **Initial Reorganized OCD Board of Directors and Executive Officers**<sup>1</sup>

Subject to the Amended and Restated By-Laws of Reorganized OCD, the Reorganized OCD Board shall initially consist of sixteen (16) members, consisting of up to twelve (12) Continuing Directors, one (1) member to be named by the Asbestos Claimants' Committee in the event the Reserved New OCD Shares are distributed to the Asbestos Personal Injury Trust pursuant to the Plan (the "ACC Designated Director"), one (1) member to be named by the Future Claimants' Representative in the event the Reserved New OCD Shares are distributed to the Asbestos Personal Injury Trust pursuant to the Plan (the "FCR Designated Director") and two (2) members to be named by the Ad Hoc Bondholders' Committee (the "Bondholder Designated Directors").

#### I. **Initial Reorganized OCD Board**

##### A. **Potential Continuing Directors**

Set forth below is a table identifying the proposed potential Continuing Directors. Each of the individuals listed below will be invited to serve on the Reorganized OCD Board as a Continuing Director and it is currently expected that a significant number of these individuals will accept such invitation and serve on the Reorganized OCD Board following emergence. The Debtors are currently engaged in the process of identifying the additional directors to be designated to serve as the other Continuing Directors, and reserve the right to supplement, modify or revise this information prior to the Confirmation Hearing.

<b><u>Name</u></b>	<b><u>Position</u></b>	<b><u>Biographical Data</u></b>
Michael H. Thaman	Chairman of the Board	Mr. Thaman has been a Director of OCD since January 2002 and is Chairman of the Board and Chief Financial Officer of OCD. A graduate of Princeton University, Mr. Thaman joined the Company in 1992. He was elected Chairman of the Board in April 2002 and became Chief Financial Officer in 2000. Before assuming his current positions, Mr. Thaman held a variety of leadership positions at the Company, including serving as President of the Exterior Systems Business beginning in 1999 and President of the Engineered Pipe Systems Business beginning in 1997. Prior to joining the Company, Mr. Thaman was Vice President in the New York office of Mercer Management Consulting, a strategy consulting firm. Mr. Thaman is a director of Florida Power and Light Group, Inc.

<sup>1</sup> The Debtors reserve the right to supplement, modify or revise this Schedule XIX, with the consent of the other Plan Proponents, prior to the Confirmation Hearing.

Norman P. Blake, Jr.	Director	<p>Mr. Blake has been a Director of OCD since 1992. He is former Chairman, President and Chief Executive Officer of Comdisco, Inc., global technology services, Rosemont, IL. A graduate of Purdue University, Mr. Blake also previously has served as Chief Executive Officer of the United States Olympic Committee; Chairman, President and Chief Executive Officer of Promus Hotel Corporation; Chairman, President and Chief Executive Officer of USF&amp;G Corporation; and Chairman and Chief Executive Officer of Heller International Corporation of Chicago. Mr. Blake is a member of the Purdue Research Foundation, Purdue University's President's Council and Dean's Advisory Council, Krannert School of Management. He is the recipient of the degree of Doctor of Economics honoris causa from Purdue University, granted jointly by the Krannert School of Management and School of Liberal Arts. He has also been awarded The Ellis Island Medal of Honor.</p>
David T. Brown	Director	<p>Mr. Brown has been a Director of OCD since January 2002, and, since April 18, 2002, has been President and Chief Executive Officer of OCD. A graduate of Purdue University, Mr. Brown became Executive Vice President and Chief Operating Officer in January 2001. Previously, he held numerous leadership positions in sales and marketing at the Company, including serving as President of the Insulating Systems Business beginning in 1997, President of Building Materials Sales and Distribution beginning in 1996, and President of the Roofing and Asphalt Business beginning in 1994. Mr. Brown joined the Company in 1978 after working for Procter &amp; Gamble, Shearson Hammill and Eli Lilly. Mr. Brown is a Director of Borg Warner, Inc. He also is on the Board of Directors of the Toledo Museum of Art and the Dean's Advisory Council for Purdue's Krannert School of Management. Mr. Brown is a past board member of the Asphalt Roofing Manufacturers Association Executive Committee, National Roofing Contractors Association Advisory Board, Thermal Insulation Manufacturers Association and Executive Committee of the North American Insulation Manufacturers Association.</p>

Gaston Caperton	Director	<p>Mr. Caperton has been a Director of OCD since 1997. He is President and Chief Executive Officer of The College Board, a not-for-profit educational association located in New York, NY, Chairman of The Caperton Group, a business investment and development company in Shepherdstown, WV and former Governor of the State of West Virginia. A graduate of the University of North Carolina, Mr. Caperton began his career in a small insurance agency, became its principal owner and chief operating officer, and led the firm to become the tenth largest privately-owned insurance brokerage firm in the U.S. He also has owned a bank and mortgage banking company. Mr. Caperton was elected Governor of West Virginia in 1988 and 1992. In 1997, Mr. Caperton taught at Harvard University as a fellow at the John F. Kennedy Institute of Politics. Prior to beginning his current position in mid-1999, Mr. Caperton also taught at Columbia University, where he served as Director of the Institute on Education and Government at Teachers College. Mr. Caperton is a director of United Bankshares, Inc., Energy Corporation of America, West Virginia Media Holdings, and Prudential Financial. He was the 1996 Chair of the Democratic Governors' Association, and served on the National Governors' Association executive committee and as a member of the Intergovernmental Policy Advisory Committee on U.S. Trade. He also was Chairman of the Appalachian Regional Commission, Southern Regional Education Board, and the Southern Growth Policy Board.</p>
William W. Colville	Director	<p>Mr. Colville has been a Director of OCD since 1995. He is now retired after formerly serving as Senior Vice President, General Counsel and Secretary of the Company. A graduate of Yale University and the Columbia University Law School, Mr. Colville began his career at the Company in 1984 as Senior Vice President and General Counsel. Prior to joining the Company, he was President of the Sohio Processed Minerals Group from 1982 to 1984, and General Counsel of Kennecott Corporation from 1980 to 1982. Mr. Colville is also a director of Nordson Corporation.</p>

Landon Hilliard	Director	Mr. Hillard has been a Director of OCD since 1989. He is a partner with Brown Brothers Harriman & Co., private bankers in New York, NY. A graduate of the University of Virginia, Mr. Hilliard began his career at Morgan Guaranty Trust Company of New York. He joined Brown Brothers Harriman in 1974 and became a partner in 1979. Mr. Hilliard is a director of Norfolk Southern Corporation, Western World Insurance Company and Russell Reynolds Associates, Inc. He is also Chairman of the Board of Trustees of the Provident Loan Society of New York and Secretary of The Economic Club of New York.
Ann Iverson	Director	Ms. Iverson has been a Director of OCD since 1996. She is President and Chief Executive Officer of International Link, an international consulting firm in Scottsdale, AZ. Ms. Iverson began her career in retailing and held various buying and executive positions at retail stores in the U.S. through 1989, including Bloomingdales, Dayton Hudson, and US Shoe. She then joined British Home Stores as Director of Merchandising and Operations in 1990; Mothercare as Chief Executive Officer in 1992; Kay-Bee Toy Stores as President and Chief Executive Officer in 1994; and Laura Ashley Holdings plc. as Group Chief Executive in 1995. In 1998, she founded and became President and Chief Executive Officer of International Link. Ms. Iverson is a Director of Shoe Pavillion and a member of the Board of Trustees of Thunderbird – The Garvin School of International Management, and a member of Financo Global Consulting.
W. Walker Lewis	Director	Mr. Lewis has been a Director of OCD since 1993. He is Chairman of Devon Value Advisers, a financial consulting and investment banking firm in Greenwich, CT and New York, NY. Previously, Mr. Lewis served as Senior Advisor to SBC Warburg Dillon Read; Senior Advisor to Marakon Associates; and Managing Director of Kidder, Peabody & Co., Inc. Prior to April 1994, he was President of Avon U.S. and Executive Vice President of Avon Products, Inc. Prior to March 1992, Mr. Lewis was Chairman of Mercer Management Consulting, Inc., a wholly-owned subsidiary of Marsh & McLennan, which is the successor to Strategic Planning Associates, a

		management consulting firm he founded in 1972. He is a graduate of Harvard College, where he was President and Publisher of the Harvard Lampoon. Mr. Lewis is a director of Ameriprise Financial, Inc. and Mrs. Fields' Original Cookies, Inc., and is Chairman of Applied Predictive Technologies. He is also a member of the Council on Foreign Relations and the Washington Institute of Foreign Affairs.
W. Ann Reynolds	Director	Dr. Reynolds has been a Director of OCD since 1993. She is a former President and Professor of Biology at The University of Alabama at Birmingham, located in Birmingham, AL. A graduate of Kansas State Teachers College and the University of Iowa, Dr. Reynolds previously served as Chancellor of the City University of New York System for seven years and for eight years as Chancellor of the California State University System. Dr. Reynolds is a director of Humana, Inc., Abbott Laboratories, Invitrogen Corporation, and the Post-Gazette, Champaign-Urbana, IL. She is also a member of the Society for Gynecological Investigation, and the Perinatal Research Society.
Robert B. Smith, Jr.	Director	Mr. Smith has been a Director of OCD since 2004. He is Director of the Virginia Environmental Endowment, a nonprofit, funded, grant making corporation dedicated to improving the environment. A graduate of the University of North Carolina and the University of North Carolina Law School, Mr. Smith's previous experience included serving as Trustee of the Dalkon Shield Claimants Trust, a public interest trust of \$3 billion created by the Federal Bankruptcy Court to compensate those damaged by the Dalkon Shield, and as Vice President for Government Relations of the Pharmaceutical Manufacturers Association. His prior experience also included various positions related to the U.S. Senate, including: Chief Counsel and Staff Director, U.S. Senate Government Operations Committee; Chief Counsel, U.S. Senate Subcommittee on Revision and Codification of the Laws; Chief Legislative Assistant, Senator Sam J. Ervin, Jr.; Special Counsel, U.S. Senate Antitrust and Monopoly Subcommittee; and Counsel, U.S. Senate Subcommittee on Constitutional Rights.
TBD	Director	
TBD	Director	

**B. Potential Bondholder Designated Directors**

Set forth below is a table identifying one of the two proposed potential Bondholder Designated Directors. The Ad Hoc Bondholders Committee expects to invite the individual listed below to serve on the Reorganized OCD Board. While the Ad Hoc Bondholders Committee currently expects that such individual will accept such invitation and serve on the Reorganized OCD Board following emergence, the Ad Hoc Bondholders Committee reserves the right to substitute the individual listed below with another designee prior to the Confirmation Hearing. The second proposed potential Bondholder Designated Director has not yet been determined but will be disclosed as soon as practicable prior to the Confirmation Hearing.

<u>Name</u>	<u>Position</u>	<u>Biographical Data</u>
Marc Sole	Director	Mr. Sole is a senior vice president at D. E. Shaw & Co., L.P., where he focuses on public and private investments in credit-related opportunities. Prior to joining the D. E. Shaw group in 2001, Mr. Sole was an associate at Cravath, Swaine & Moore LLP in New York, where he practiced corporate law with a focus on mergers & acquisitions and securities law. He graduated with honors from Princeton University in 1993 with an A.B. from the Woodrow Wilson School of Public and International Affairs, and he received a J.D. in 1996 from the Columbia University School of Law, where he was a Harlan Fiske Stone Scholar. Mr. Sole serves as a director of various private companies.
TBD	Director	

**C. Proposed ACC Designated Director**

Set forth below is a table identifying the proposed potential ACC Designated Director. The Asbestos Claimants' Committee is expected to invite the individual listed below to serve as the ACC Designated Director. While the Asbestos Claimants' Committee currently expects that such individual will accept such invitation and serve on the Reorganized OCD Board following emergence, the Asbestos Claimants' Committee reserves the right to substitute the individual listed below with another designee prior to the Confirmation Hearing.

The right of the Asbestos Claimants' Committee to appoint the ACC Designated Director shall not become effective unless and until the Reserved New OCD Shares are issued to the Asbestos Personal Injury Trust in accordance with the terms of the Plan and one day thereafter elapses. Until such time, if any, as such Reserved New OCD Shares are issued to the Asbestos Personal Injury Trust and one day thereafter elapses or the conditions set forth in the Plan for the issuance of such Reserved New OCD Shares are no longer capable of being satisfied, the vacancy on the Reorganized OCD Board existing as of the Effective Date resulting from the

ACC Designated Director not serving shall remain unfilled. On the first day following the issuance of the Reserved New OCD Shares to the Asbestos Personal Injury Trust, the Reorganized OCD Board shall take all necessary action to appoint the ACC Designated Director to fill such vacancies.

<u>Name</u>	<u>Position</u>	<u>Biographical Data</u>
W. Howard Morris	Director	Mr. Morris is the CEO and Emergency Financial Manager of the Inkster Public School District in Inkster, Michigan. Mr. Morris received his MBA from the Wharton School of the University of Pennsylvania in 1988 and his Bachelors of Business Administration from Northwood University in 1981. He is a CPA (licensed in Michigan) and Chartered Financial Analyst. Previously, Mr. Morris was an Assistant Professor of Accounting/Finance at Hillsdale College (1991 to 1998) and an Adjunct Instructor in the Accounting Department at the University of Detroit (1988 to 1991). Mr. Morris is also the author of several articles published in <u>Financial Briefs</u> .

**D. Proposed FCR Designated Director**

Set forth below is a table identifying the proposed potential FCR Designated Director. The Future Claimants’ Representative is expected to invite the individual listed below to serve as the FCR Designated Director. While the Future Claimants’ Representative currently expects that such individual will accept such invitation and serve on the Reorganized OCD Board following emergence, the Future Claimants’ Representative reserves the right to substitute the individual listed below with another designee prior to the Confirmation Hearing.

The right of the Future Claimants’ Representative to designate the FCR Designated Director shall not become effective unless and until the Reserved New OCD Shares are issued to the Asbestos Personal Injury Trust in accordance with the terms of the Plan and one day thereafter elapses. Until such time, if any, as such Reserved New OCD Shares are issued to the Asbestos Personal Injury Trust and one day thereafter elapses or the conditions set forth in the Plan for the issuance of such Reserved New OCD Shares are no longer capable of being satisfied, the vacancy on the Board of Directors existing as of the Effective Date resulting from the FCR Designated Director not serving shall remain unfilled. On the first day following the issuance of the Reserved New OCD Shares to the Asbestos Personal Injury Trust, the Board of Directors shall take all necessary action to appoint the FCR Designated Director to fill such vacancies.

<u>Name</u>	<u>Position</u>	<u>Biographical Data</u>
James J. McMonagle	Director	[To Be Provided]

## II. Executive Officers

Set forth below is the identity, age and business experience of OCD's Chief Executive Officer serving during 2005 and the four other highest paid individuals who were serving as executive officers of OCD at the end of 2005 and who will serve as executive officers of Reorganized OCD. As provided for in Section 5.18(b) of the Plan, the executive officers of the other Reorganized Debtors shall consist of executive officers as determined by Reorganized OCD on the Effective Date or thereafter.

<u>Name</u>	<u>Age</u>	<u>Position</u> <sup>2</sup>
David T. Brown	57	President and Chief Executive Officer since April 2002; formerly Executive Vice President and Chief Operating Officer.
Charles E. Dana	50	Vice President and President, Composite Solutions Business since February 2004; formerly Vice President - Corporate Controller and Global Sourcing (2002), and Vice President, Global Sourcing and eBusiness.
Joseph C. High	52	Senior Vice President, Human Resources since January 2004; formerly Vice President, Human Resources for ConocoPhillips.
David L. Johns	47	Senior Vice President and Chief Supply Chain and Information Technology Officer since April 2001; formerly Vice President and Chief Technology Officer.
Michael H. Thaman	41	Chief Financial Officer since April 2002; formerly Senior Vice President and Chief Financial Officer.

The recent compensation received by the individuals listed above is described in the Disclosure Statement on pages 134 to 135.

<sup>2</sup> Information in parentheses indicates year in which service in position began.

**Schedule XX<sup>1</sup>**  
**Restructuring Transactions**

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<sup>1</sup> Schedule XX remains subject to further revision and amendment by the Plan Proponents up to the Confirmation Hearing.

## **Owens Corning: Restructuring Transactions Step Plan (Domestic and non-U.S.)**

**As of 8/16/06**

### **1. Domestic Restructuring Transactions to be Implemented On or Before the Plan Effective Date**

1. Prior to the Effective Date, Owens Corning (“OCD”) will cause the following companies in the U.S. to be incorporated as placeholders for the various reorganized Owens Corning businesses, sales operations, research and service companies (“Operating Companies”) and will incorporate Owens Corning (Reorganized) Inc. (“OCR”), which will replace OCD as the holding company for the reorganized Owens Corning group:

- a. Owens Corning U.S. Holdings, LLC
- b. Owens Corning Science and Technology, LLC
- c. Owens Corning Roofing and Asphalt, LLC
- d. Owens Corning Building Material Sustainability, LLC
- e. Owens Corning Composite Materials, LLC
- f. Owens Corning Fabwel, LLC
- g. Norandex Distribution, Inc.
- h. Owens Corning Cultured Stone, LLC
- i. Owens Corning Construction Services, LLC
- j. Owens Corning Franchising, LLC
- k. Owens Corning Sunrooms Franchising, LLC
- l. Owens Corning HOMEexperts, Inc.
- m. Owens Corning Insulating Systems, LLC
- n. Owens Corning Foam Insulation, LLC

2. Pursuant to the Plan of Reorganization (the “Plan”), on the Effective Date, all outstanding stock of OCD will be cancelled.

3. Pursuant to the Plan, on the Effective Date (and simultaneously with step two above), OCD will issue 100 new shares of common stock to OCR.

4. Pursuant to the Plan, on the Effective Date, all outstanding stock of OCR will be cancelled.

5. Pursuant to the Plan, on the Effective Date (and simultaneously with steps two, three and four above), OCR will issue the New OCD Common Stock initially distributable under the Plan.

6. On the Effective Date, it is contemplated that OCR’s name will, if allowed, be changed to “Owens Corning” (and otherwise will be changed to “Owens Corning, Inc.”).

7. Concurrently with the change in name of OCR described in step six above, OCD will change its name to Owens Corning Sales, Inc.

## **II. Non-U.S. Restructuring Transactions to be Implemented As of or After the Plan Effective Date**

1. Commencement of Implementation of the international restructuring transactions as detailed in the accompanying summary overview.

## **III. Domestic Restructuring Transactions to be Implemented On or About 1/1/07**

1. Owens Corning Sales, Inc. (f/k/a OCD) converts into a limited liability company and changes its name to "Owens Corning Sales, LLC."

2. The following entities merge into Quest Industries, LLC:

- a. Integrex Professional Services LLC
- b. HOMEexperts LLC
- c. Integrex Supply Chain Solutions LLC
- d. Integrex Testing Systems LLC
- e. Willcorp, Inc.
- f. Owens-Corning Real Estate Corporation
- g. Goodman Ventures, Inc.
- h. Engineered Yarns America, Inc.
- i. OCW Acquisition Corporation d/b/a Delsan Industries
- j. Owens Corning Integrated Acoustic Systems, LLC
- k. Owens Corning Commercial Insulation Systems, LLC
- l. Trumbull Asphalt Co. of Delaware

3. Integrex merges with and into Falcon Foam Corporation ("FFC"), with FFC acquiring all of the assets of Integrex (including, without limitation, that certain Note issued by IPM, Inc. on December 24, 1997 in the principal amount of \$501,000,000).

4. Quest Industries, LLC liquidates under Delaware law, distributing all of its assets to its sole member, Owens Corning Sales, LLC.

5. Owens Corning Sales, LLC contributes its share ownership in Automotive Composites Systems (International) Private Limited (26%) (India) to IPM, Inc..

6. Fibreboard distributes its shares in Exterior Systems, Inc. to Owens Corning Sales, LLC.

7. Exterior Systems, Inc. contributes the Norandex business to Norandex Distribution, Inc. in exchange for shares.

8. Exterior Systems, Inc. contributes the Fabwel business to Owens Corning Fabwel, LLC in exchange for membership interests.
9. Exterior Systems, Inc. distributes all of the equity of Owens Corning Fabwel, LLC and Norandex Distribution, Inc. to Owens Corning Sales, LLC.
10. Owens Corning Sales, LLC contributes all relevant equity interests, property, plant, equipment, distribution centers, employees, real estate, leases, contracts, trademarks, patents and know-how and other assets to each of the appropriate respective Operating Companies listed in step I.1.a. through n. above along relevant business lines and each of the respective Operating Companies will assume certain related liabilities. Owens Corning Sales, LLC retains only those assets and liabilities related to its sales and sourcing business and the assets and liabilities that will be distributed to OCR pursuant to step III.15. below. Legal title to the non-US rights covering trademarks, patents and know-how that are in Owens Corning Sales, LLC will be contributed to Owens Corning Fiberglas Technology Inc. Beneficial title to such non-U.S. rights may be transferred to another subsidiary of OCR.
11. Owens Corning Insulating Systems, LLC contributes the U.S. foam assets to Owens Corning Foam Insulation, LLC.
12. Owens Corning Construction Services, LLC contributes the appropriate assets to Owens Corning Franchising, LLC, Owens Corning HOMEexperts, Inc. and Owens Corning Sunrooms Franchising, LLC.
13. Owens Corning Sales, LLC will contribute to Owens Corning U.S. Holdings LLC the following branch and equity interests:
  - a. Owens Corning Asia Pacific (Hong Kong branch)
  - b. Integrex Ventures LLC
  - c. Palmetto Products, Inc.
  - d. Owens-Corning Capital Holdings I Inc.
  - e. Owens-Corning Capital Holdings II Inc.
  - f. Learnshare, LLC
  - g. BuildNet
  - h. ImproveNet
  - i. ChemConnect
  - j. Fibreboard Corporation
  - k. Jefferson Holdings, Inc.
  - l. Owens-Corning Funding Corporation
  - m. Owens-Corning HT, Inc.
  - n. Decillion LLC
  - o. SL.com
  - p. Falcon Foam Corporation
14. Owens Corning Sales, LLC distributes to OCR the assets associated with OCR's holding company and global headquarters functions.

15. Owens Corning Sales, LLC distributes to OCR all of the equity in the Operating Companies, Exterior Systems, Inc., IPM, Inc., Eric Company, Owens Corning Overseas Holdings, Inc. and Owens-Corning Fiberglas Technology Inc.

**IV. Non-U.S. Restructuring Transactions to be Implemented As of 1/1/07**

1. IPM, Inc. forms up to six Canadian corporations, including Owens Corning Partnership Holdings, Inc. that will become the general partner of 6 Canadian limited partnerships.
2. Owens Corning Canada, Inc. (Holdings) ULC will establish 6 Canadian limited partnerships and hold a 99.99% ownership in each limited partnership. Owens Corning Partnership Holdings, Inc. (or one of the other corporations formed as described in step one above) will acquire a .01% interest in each of the 6 limited partnerships.
3. Owens-Corning Holdings, Ltd. (Cayman shell) will be liquidated into IPM, Inc.
4. Wrexham A.R. Glass Ltd. will be merged or liquidated into Owens Corning Britinvest, Limited.
5. IPM, Inc. will set up an International IP holding company (location to be determined, but most likely a Dutch CV).
6. Owens Corning Sales Company (Mexico) will be liquidated into Owens Corning Sales, LLC (98%) and Owens-Corning Overseas Holdings, Inc. (2%).
7. Owens Corning Cayman (China) Holdings will transfer its share interest in Owens Corning (China) Investment Company, Ltd. IPM, Inc. in exchange for shares in IPM, Inc. or a note.
8. Owens Corning Cayman (China) Holdings is liquidated into Owens Corning Sales, LLC.
9. Owens-Corning FSC, Inc. will be liquidated into IPM, Inc.
10. Fibreboard distributes its shares in Vytex Corporation (Canada) up to Owens Corning Sales, LLC. Owens Corning Sales, LLC then contributes the Vytex Corporation shares down to IPM, Inc.
11. Soltech, Inc. distributes its shares in Crown Manufacturing, Inc. (Canada company) up to Owens Corning Sales, LLC. Owens Corning Sales, LLC then contributes the shares in Crown Manufacturing, Inc. down to IPM, Inc.
12. Owens Corning Sales, LLC contributes the shares it holds in Owens Corning Britinvest, Limited to IPM, Inc.

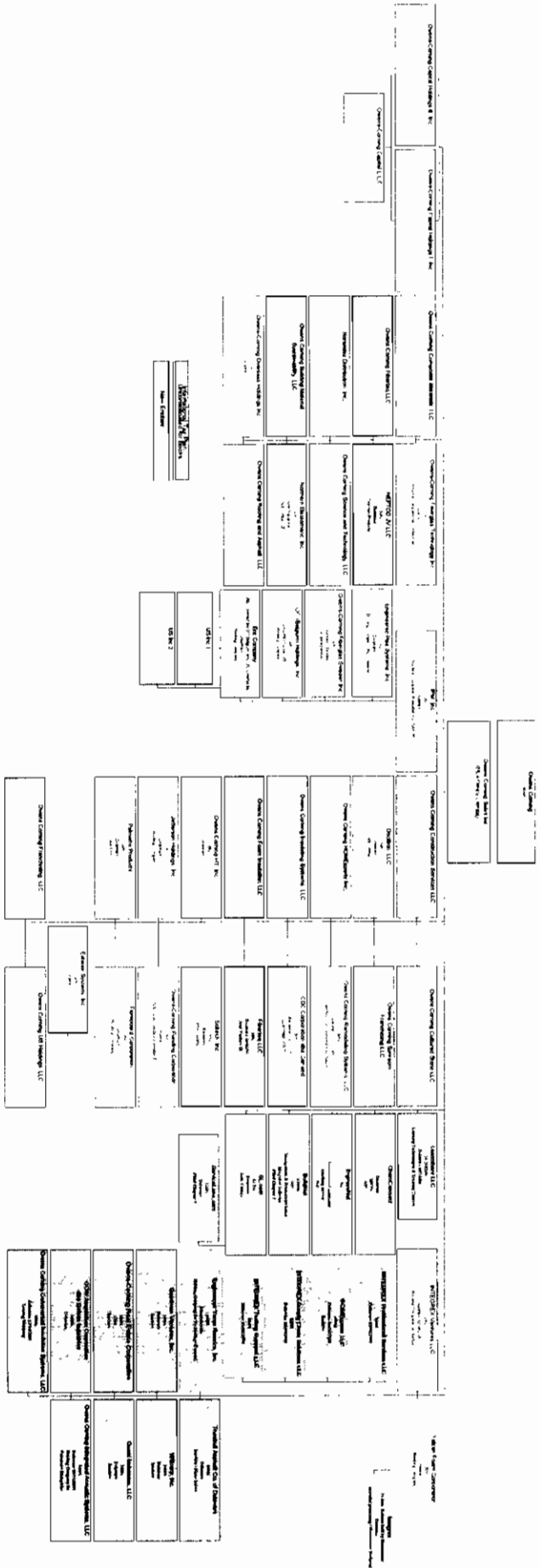
## **V. Additional Potential Restructuring Transaction**

As an additional component of the Debtors' global restructuring and the Restructuring Transactions authorized under Section 5.6 of the Plan, but subject to the negotiation and execution of definitive transaction documents, Board of Directors approval by the parent companies, and regulatory and antitrust approvals, on July 27, 2006, OCD and Saint-Gobain jointly announced that they are in discussions to merge Owens Corning's Reinforcements Business and Saint-Gobain's Reinforcement and Composites Businesses (a part of the entity known as Vetrotex) into a new company, to be called Owens Corning-Vetrotex Reinforcements. The partnership of these two businesses would establish a global company in reinforcements and composite fabrics products, with worldwide revenues of approximately \$1.8 billion and 10,000 employees. The new company would have operations across Europe, North and South America, and Asia, including the following key emerging markets: China, India, Russia, Mexico and Brazil. Saint-Gobain's Textile Solutions business, serving mainly construction markets, will remain part of Saint-Gobain's High Performance Materials Sector. Owens Corning's Veil Technologies and Fabwel businesses will remain part of the Owens Corning Composite Solutions Business. While the parties have not yet reached a definitive agreement, it is anticipated that the transaction would be structured as a joint venture, with Owens Corning owning a 60 percent equity interest and Saint-Gobain owning the remaining 40 percent. After a minimum of four years, the joint venture provisions would give an option to Saint-Gobain to sell its 40 percent stake to Owens Corning, and Owens Corning to buy the same. If the proposed transaction is consummated, Owens Corning-Vetrotex Reinforcements, the joint venture, and any subsidiaries of Owens Corning-Vetrotex Reinforcements, Saint-Gobain and Saint-Gobain's affiliates are to be included as Protected Parties under the channeling injunction described in Section 5.17(b) of the Plan.

For further details regarding this proposed transaction, see Report of Unscheduled Material Events or Corporate Changes on Form 8-K, dated July 27, 2006, copies of which may be obtained, free of charge, through OC's website at [www.owenscorning.com](http://www.owenscorning.com).



Domestic Legal Entity Structure @ 10/30/2006



# Owens Corning – International Restructuring Transactions

## Summary Overview

### 1. OUTLINE OF PROPOSED INTERNATIONAL RESTRUCTURING TRANSACTIONS

#### *1 Foreign Holding Company structure*

Owens Corning (“OCD”) directly owns 100% of the stock of Eric Co., Owens Corning Overseas Holdings Inc. (“OC Overseas Holdings”), IPM Inc., (“IPM”), and certain other U.S. and non-U.S. subsidiaries. IPM directly owns 100% of the stock in Owens Corning (Belgium) Holdings Inc. (“OC Belgium Holdings”) with all these companies being U.S. corporations.

IPM, OC Overseas Holdings and OC Belgium Holdings directly hold stock in OCD’s non-U.S. subsidiaries. It is proposed to transfer these non-U.S. subsidiaries to a single foreign holding entity (“Dutch CVI”) newly organized by Eric Co. Dutch CVI should be treated as a Netherlands general partnership for all legal and non-U.S. tax purposes, except that it will elect to be treated as a corporation for U.S. tax purposes.

To implement the structure, Dutch CVI will acquire newly issued Eric Co. stock from Eric Co. and exchange this Eric Co. stock with IPM, OC Overseas Holdings and OC Belgium Holdings for their stock in the non-U.S. subsidiaries. Dutch CVI will acquire the Eric Co. stock from Eric Co. partly in exchange for additional interest in Dutch CVI and partly in exchange for the issuance of a note payable to Eric Co. (“Note”).

#### *2 Canadian transactions*

Certain new Canadian holding companies will be set up that will acquire certain existing Canadian subsidiaries in exchange for interest bearing debt and equity. In a similar fashion certain other non-U.S. subsidiaries will be transferred to the new Canadian holding companies.

Furthermore, it is proposed to amalgamate the above-referenced Canadian holding companies and Canadian subsidiaries to form two Canadian entities (“OC Canada Holdings ULC” and “OC Celfortec ULC”) to most efficiently make use of the interest expense resulting from the new debt created in the Canadian group. Finally, it is proposed to transfer certain Canadian operations to newly formed Canadian limited partnerships.

#### *3 Brazilian transactions*

Simultaneously with the Canadian transactions, it is proposed to enter into a corporate reorganization that will restructure the Latin America operations. To achieve this, a Brazilian holding company (“Brazil Holdco”) will be incorporated by the current Canadian shareholders of various Latin American subsidiaries. Next, certain Latin American subsidiaries will be contributed into a newly incorporated holding company. This holding company and Owens Corning Fiberglass AS Ltda will then be contributed to Brazil Holdco. Finally, two additional legal mergers will take place.

#### *4 Mexican transactions*

Further transactions are proposed in which an existing Mexican entity (“OC Mexico SA de CV”) acquires the usufruct over the shares of OC Veil Netherlands BV.

*5 Dutch transactions*

Moreover, it is proposed to transfer certain non-U.S. subsidiaries to a new Dutch holding company (“NLCOOP1”). The receivable that will be created as a result of this transaction will be contributed to another company (“Finco”). In addition, a Dutch fiscal unity will be created.

*6 Intellectual Property Transactions*

Finally, it is intended to transfer the beneficial rights to Intellectual Property (“IP”) currently held by U.S. group companies that relate to the non-U.S. operations to the Foreign Holding Company structure. Legal ownership of all current and future IP will be owned by Owens Corning Fiberglas Technology Inc., an Illinois company.

In light of the Owens Corning – Vetrotex Reinforcements Joint Venture, it is proposed to set up two separate IP holding companies of which one would hold the beneficial rights to IP that may possibly be transferred or sub-licensed to the Joint Venture and the other company holding the beneficial rights to the other non-U.S. related IP that will be sub-licensed to the non-U.S. subsidiaries of Owens Corning.

**2. PROPOSED TIMING OF THE INTERNATIONAL RESTRUCTURING TRANSACTIONS**

Various preliminary transactions (such as the incorporation of certain new companies) are intended to be finalized prior to the Plan Effective Date. The proposed timing for the set up of the Foreign Holding Company structure and the transfer of the non-U.S. subsidiaries will be finalized within days following the Plan Effective Date. The further local country transactions in Canada, Mexico, and the Netherlands will be finalized within 6 weeks following the Plan Effective Date. The IP transactions are anticipated to be finalized two months following the Plan Effective Date. Depending on the developments of the Owens Corning – Vetrotex Reinforcements Joint Venture, the Brazilian transactions are expected to be finalized in part within 6 weeks following the Plan Effective Date and be fully finalized within 14 months following the Plan Effective Date.



# International Restructuring

Legal Charts – dated August 17, 2006



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