

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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

**ORDER PURSUANT TO BANKRUPTCY RULE 3003(c)(3):
(i) FIXING GENERAL CLAIMS BAR DATE FOR FILING CERTAIN PROOFS
OF CLAIM; (ii) APPROVING PROPOSED PROOF OF CLAIM FORM,
GENERAL CLAIMS BAR DATE NOTICE AND RELATED PUBLICATION
NOTICE AND PROCEDURES; AND (iii) APPROVING PROPOSED EMPLOYEE
AND RETIREE CLAIMS NOTIFICATION PROCEDURES**

Upon the motion dated November 6, 2001 (the "Motion")¹ of Owens Corning and its affiliated debtors, as debtors and debtors-in-possession (collectively, the "Debtors"), for an Order pursuant to Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"): (i) Fixing General Claims Bar Date for Filing Certain Proofs of Claim; (ii) Approving Proposed Proof of Claim Form, General Claims Bar Date Notice and Related Publication Notice and Procedures; and (iii) Approving Proposed Employee and Retiree Claims Notification Procedures, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that: (a) establishing a bar date by which creditors must assert claims (other than Excluded Claims) against the Debtors or be forever barred from asserting such claims, voting on any plan or plans of reorganization or participating in any

¹ All capitalized terms not otherwise defined herein shall have the same meaning ascribed to them in the Motion.

distributions from the Debtors' estates is necessary for the prompt and efficient administration of these chapter 11 cases and to protect the interests of the Debtors, their creditors and other parties-in-interest herein; and (b) notification of the relief granted by this Order in the manner proposed by the Debtors, as set forth herein, is fair and reasonable and will provide good, sufficient and proper notice to all creditors of their rights and obligations in connection with claims they may have against the Debtors in these chapter 11 cases; and due notice of the Motion having been provided to: (i) the United States Trustee for the District of Delaware; (ii) the agent and attorneys for the Debtors' pre-petition lenders; (iii) the agent and attorneys for the Debtors' post-petition lenders; (iv) the attorneys for each of the Official Committees appointed in these cases; (v) the Indenture Trustees and the attorneys for the Indenture Trustees (if known); (vi) the Future Representative appointed by Court Order dated September 28, 2001 and his attorneys; and (vii) all parties on the Debtors' General Service List proposed pursuant to the Court's Order Clarifying Case Notice Procedures dated May 16, 2001, and it appearing that no other or further notice need be provided; and it appearing that it is appropriate to set the General Claims Bar Date; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors and all parties-in-interest; and upon consideration of the Motion and all of the proceedings before the Court; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that pursuant to Bankruptcy Rule 3003(c)(3), and except as otherwise provided herein, any Entity that asserts a claim, other than an Excluded Claim, against any Debtor, which claim arose prior to October 5, 2000, shall file an original, completed, written proof of such claim against such debtor that substantially conforms to the Proof of Claim Form annexed as Exhibit "B" to the Motion (the "Proof of Claim Form"),

which form is hereby approved, so as to be received on or before April 15, 2002 at 4:00 p.m. prevailing Pacific time (the "General Claims Bar Date"), by mailing or delivering by overnight courier or messenger an original Proof of Claim Form to: In re Owens Corning, et al., c/o Robert L. Berger & Associates 16161 Ventura Boulevard, PMB 517, Encino, CA 91436 (the "Claims Agent"); and it is further

ORDERED that Excluded Claims include the following Claims:

- A. An asbestos-related personal injury claim and an asbestos-related wrongful death claim, whether or not such claim: (a) has been resolved or is subject to resolution pursuant to a settlement agreement, including but not limited to a National Settlement Program ("NSP") Agreement; or (b) is based on a judgment;
- B. A claim that already has been properly filed with the Clerk of the United States Bankruptcy Court for the District of Delaware or the Claims Agent (as defined below) using a claim form that substantially conforms to Official Form No. 10;
- C. A claim that: (i) is listed on the Debtors' Amended Schedules; (ii) is *not* described in the Amended Schedules as "disputed," "contingent," or "unliquidated;" and (iii) is in the same amount and is of the same priority as set forth in the Amended Schedules;
- D. An administrative expense of any Debtor's chapter 11 case under section 503(b) of the Bankruptcy Code;
- E. A claim of a Debtor or a non-Debtor Subsidiary of a Debtor against a Debtor;
- F. A claim that has been allowed, paid or otherwise satisfied by or pursuant to an Order of the Court;
- G. A claim of an employee of any of the Debtors (other than retired employees) for deferred compensation;
- H. A claim of a retired employee of any of the Debtors for retirement benefits, including deferred compensation, pension and medical benefits;
- I. A claim of a current or former employee of any of the Debtors for pre-petition worker's compensation benefits;

- J. A claim that has been subject to a bar date established by Order of the Court other than the General Claims Bar Date Order; and
- K. A claim which is limited exclusively to a claim for the repayment by the applicable Debtor of principal and interest (a "Debt Claim") or under any of Owens Corning's 7.5% Notes due 2005, 7.7% Debentures due 2008, 7.5% Debentures due 2018 and 7.0% Senior Notes due 2009 (collectively, the "Notes") or on or under any industrial development, industrial revenue or other conduit bonds issued by a public instrumentality for the benefit of any Debtor (collectively, the "Bonds") or the indenture in respect of each of the Notes or Bonds (the "Indentures" and, each such Indenture collectively with the Notes and/or Bonds issued thereunder, the "Debt Instruments"); provided, however, that: (a) the foregoing exclusion in this subparagraph shall not apply to the indenture trustees under each of the Indentures (the "Indenture Trustees"); (b) each Indenture Trustee shall be required to file a proof of claim on account of the applicable Debt Claims on or under the applicable Debt Instruments for which it is the Indenture Trustee, on or before the General Claims Bar Date; and (c) any holder of Notes or Bonds that wishes to assert a claim arising out of or relating to a Debt Instrument, other than a Debt Claim, shall be required to file a proof of claim on or before the General Claims Bar Date, unless another exception identified herein applies.

and it is further

ORDERED that asbestos property damage claims, derivative asbestos claims, personal injury and wrongful death claims which are not asbestos-related are not Excluded Claims and are subject to the General Claims Bar Date; and it is further

ORDERED that any Entity asserting a claim against more than one Debtor shall file a separate Proof of Claim Form with respect to each Debtor against whom such entity asserts a claim; and it is further

ORDERED that Proofs of Claim Forms will be deemed filed timely only if actually received by the Claims Agent on or before the General Claims Bar Date; and it is further

ORDERED that the Claims Agent shall not accept Proofs of Claim Forms sent by electronic submission or facsimile; and it is further

ORDERED that any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease as to which the effective date of such rejection is on or before the date of this Order, must, if no earlier deadline is fixed in the rejection order, file a Proof of Claim Form based on such rejection on or before the General Claims Bar Date. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease as to which the effective date of such rejection is subsequent to the date of this Order must file a Proof of Claim Form on or before the later of: (i) thirty (30) days after the applicable rejection order is entered; or (ii) the General Claims Bar Date; and it is further

ORDERED that the Indenture Trustees for any debt issued by the Debtors are required to file a Proof of Claim Form on behalf of the debtholders for which they act; *provided however*, that individual debtholders shall retain the exclusive right to vote on any plan or plans of reorganization of the Debtors with respect to their respective claims; and it is further

ORDERED that each Proof of Claim Form to be properly filed pursuant to this Order shall: (i) be written in the English language; (ii) be denominated in lawful currency of the United States, based upon the exchange rate in effect as of the Petition Date, if applicable; (iii) conform substantially with the Proof of Claim Form; and (iv) indicate the Debtor against which the creditor is asserting a claim; and it is further

ORDERED that any holder of a claim who is required to but fails to file a Proof of Claim Form for such claim in accordance with this Order on or before the General Claims

Bar Date shall be forever barred, estopped and enjoined from asserting such claim against such Debtor, such Debtor and its property shall be forever discharged from any and all indebtedness or liability with respect to such claim, and such holder shall not be permitted to vote on any plan or plans of reorganization or participate in any distribution in such Debtor's chapter 11 case on account of such claim or to receive further notices regarding such claim; and it is further

ORDERED that with respect to each of the creditors listed on the Amended Schedules, the Debtors shall mail one or more Proof of Claim Forms (as appropriate) substantially similar to the Proof of Claim Form attached to the Motion as Exhibit "B" (i) stating the name of the applicable Debtor and creditor; and (ii) indicating in the top right hand corner thereof the manner in which the Debtors have scheduled such creditor's claim in the Amended Schedules (including the amount and classification of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed); and it is further

ORDERED that the Debtors' compliance with the immediately preceding paragraph of this Order shall satisfy the Debtors' obligations under Bankruptcy Rule 1009 and Local Bankruptcy Rule 1009-2, to the extent applicable; and it is further

ORDERED that with respect to any Entity not included in the Amended Schedules but listed on the Debtors' Matrix, as amended, other than employees, retirees, asbestos-related personal injury claimants and asbestos-related wrongful death claimants, the Debtors shall mail one or more blank Proof of Claim Forms (as appropriate) substantially similar to the Proof of Claim Form attached to the Motion as Exhibit "B"; and it is further

ORDERED that, unless otherwise agreed to by the Debtors or ordered by the Court, single Proof of Claim Forms which assert a claim against more than one Debtor shall be deemed filed solely against the first Debtor identified therein; and it is further

ORDERED that notice of entry of this Order and of the General Claims Bar Date in a form substantially similar to the notice attached to the Motion as Exhibit "C" (the "General Claims Bar Date Notice"), which General Claims Bar Date Notice is hereby approved in all respects, shall be deemed good, adequate and sufficient notice of the General Claims Bar Date with respect to all of the Debtors and all procedures and requirements in connection therewith if it is served together with one or more Proof of Claim Forms (as appropriate) by depositing same in the United States mail, first class postage prepaid, within thirty (30) days after the date of entry of this Order upon the following entities:

- A. the Office of the United States Trustee for the District of Delaware;
- B. the members of the Committees and the Committee' attorneys;
- C. the Indenture Trustees, their attorneys (if known) and all debtholders for which they act;
- D. the agent for the Debtors' post-petition lenders and its attorneys;
- E. all holders of claims listed on the Amended Schedules at the addresses stated therein;
- F. all counter-parties to executory contracts and unexpired leases listed on the Amended Schedules at the addresses stated therein;
- G. the District Director of Internal Revenue for the District of Delaware;
- H. the Securities and Exchange Commission;
- I. all Entities that have requested notice pursuant to Bankruptcy Rule 2002 as of the entry of this Order; and

- J. all Entities listed on the Debtors' Matrix, as amended, not otherwise listed above other than employees, retirees, asbestos-related personal injury claimants and asbestos-related wrongful death claimants;

and it is further

ORDERED that pursuant to Bankruptcy Rule 2002(l), the Debtors shall publish a bar date notice in substantially the form attached to the Motion as Exhibit "D" (the "Publication Notice"), which Publication Notice is approved in all respects: (i) twice in the national and (if applicable) international editions of *The New York Times*, *The Wall Street Journal* and *USA Today* at least thirty (30) days prior to the General Claims Bar Date; (ii) once in at least each of the newspapers set forth on Exhibit E-1 annexed to the Motion at least thirty (30) days prior to the General Claims Bar Date; (iii) once in at least each of the trade publications listed in Exhibit E-2 annexed to the Motion on the estimated dates set forth therein, which publication is hereby approved in all respects and which shall be deemed good, adequate and sufficient publication notice of the General Claims Bar Date; and it is further

ORDERED that in the event the Debtors further amend or supplement the Amended Schedules subsequent to the date hereof, the Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be granted sixty (60) days from the date of such notification within which to file a Proof of Claim Form in respect of their claim or be forever barred from doing so; and it is further

ORDERED that notwithstanding anything to the contrary herein, with respect to the Debtors' employees and retirees, the Debtors shall utilize the Employee/Retiree Notification Procedures (as such procedures are described in the Motion) and distribute notice of the General Claims Bar Date to employees using a notice substantially similar to the form of notice annexed to the motion as Exhibit "F" and to retirees using a notice substantially similar

to the form of notice annexed to the Motion as Exhibit "G", which notices are approved in all respects, within thirty (30) days after the date of entry of this Order; and it is further

ORDERED that the Debtors are authorized to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED that notification of the relief granted by this Order as provided herein and in the Motion is fair and reasonable and will provide good, sufficient and proper notice to all creditors of their rights and obligations in connection with the claims they may have against the Debtors in these chapter 11 cases in satisfaction of due process; and it is further

ORDERED that entry of this Order is without prejudice to the Debtors' right to seek a further Order of this Court fixing a date by which a holder of a claim not subject to the General Claims Bar Date established herein must file such claim against the Debtors or be forever barred from voting on any plan or plans of reorganization of the Debtors, from receiving any distribution of property from any of the Debtors with respect to such claim and from asserting such claim against any of the Debtors.

Dated: November 27, 2001
Wilmington, Delaware

/S/

THE HONORABLE JUDITH K. FITZGERALD
UNITED STATES BANKRUPTCY JUDGE