

Owens Corning
Form 424B5
October 17, 2012
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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-179542**

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus Supplement dated October 17, 2012

PRELIMINARY PROSPECTUS SUPPLEMENT

(To Prospectus Dated February 16, 2012)

Owens Corning

\$

% Senior Notes due

We are offering \$ aggregate principal amount of % Senior Notes due , which we refer to in this prospectus supplement as the notes. Interest on the notes is payable semi-annually in arrears on and each year, beginning on , 2013. The notes will mature on . We may redeem the notes at any time and from time to time prior to maturity, in whole or in part, for cash at the redemption prices described in this prospectus supplement, plus accrued and unpaid interest to, but not including, the redemption date. See Description of the Notes Optional Redemption beginning on page S-20 of this prospectus supplement. If we undergo a Change of Control Repurchase Event (as defined herein), holders may request us to repurchase the notes in whole or in part for cash at a price equal to 101% of the principal amount of the notes to be purchased, plus any accrued and unpaid interest to, but excluding, the repurchase date. See Description of the Notes Change of Control beginning on page S-21 of this prospectus supplement. Notes will be issued only in denominations of \$2,000 and integral multiples of \$1,000 in excess of \$2,000.

We intend to use a portion of the net proceeds from the sale of the notes offered hereby for the purchase of outstanding debt securities that are tendered pursuant to the Offer to Purchase for cash, dated October 17, 2012, setting forth the terms of our tender offers for certain of our outstanding debt securities. See Prospectus Supplement Summary Tender Offers beginning on page S-5 for a description of the tender offers. The remaining net proceeds will be used (i) first, to repay outstanding borrowings under our \$800 million revolving credit facility and (ii) second, for general corporate purposes. This offering is not conditioned upon the successful completion of either of the tender offers.

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The notes will be our senior unsecured obligations and will rank equally in right of payment with our other existing and future senior unsecured indebtedness. The notes will be effectively subordinated to our existing and future secured indebtedness to the extent of the assets securing that indebtedness. The notes will be fully and unconditionally guaranteed by each of our current and future domestic subsidiaries that is a borrower or guarantor under our Credit Agreement (as defined herein). The guarantees will be unsecured and will rank equally in right of payment with all other existing and future senior unsecured indebtedness of the guarantors. The guarantees will be effectively subordinated to existing and future secured debt of the guarantors to the extent of the assets securing that indebtedness.

The notes are a new issue of securities with no established trading market. We do not intend to list the notes on any securities exchange or include the notes in any automated quotation system.

Investing in the notes involves risks. See the section titled Risk Factors beginning on page S-11 of this prospectus supplement for a discussion of certain of the risks you should consider before investing in the notes.

	Per Note	Total
Public offering price (1)	%	\$
Underwriting discount	%	\$
Proceeds, before expenses, to Owens Corning	%	\$

(1) Plus accrued interest from October , 2012, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We expect that the notes will be ready for delivery to investors in book-entry form through The Depository Trust Company and its participants (including Euroclear Bank, S.A./N.V. and Clearstream Banking, *société anonyme*) on or about October , 2012.

Joint Book-Running Managers

BofA Merrill Lynch Citigroup J.P. Morgan Wells Fargo Securities

The date of this prospectus supplement is October , 2012.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement incorporates by reference important business and financial information about us that is not included in or delivered with this document. This information, other than exhibits to documents that are not specifically incorporated by reference in this prospectus supplement, is available to you without charge upon written or oral request to Owens Corning at the address or telephone number indicated in the section titled **Where You Can Find More Information in this prospectus supplement.**

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the offering of the notes. The second part is the accompanying prospectus dated February 16, 2012, which we refer to as the accompanying prospectus. The accompanying prospectus gives more general information about us and the debt securities we may issue from time to time, some of which may not apply to the notes.

You should rely only on the information contained in this prospectus supplement and the accompanying prospectus, including the information incorporated or deemed to be incorporated by reference herein, or in any free writing prospectus that we prepare and distribute. We have not, and the underwriters have not, authorized anyone to provide you with information different from that contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus or any such free writing prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus or any information included in any free writing prospectus that we prepare and distribute is accurate as of any date other than the respective date of such document. Our business, financial condition, results of operation and prospects may have changed since those dates.

This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or a solicitation of an offer to buy by anyone in any jurisdiction in which such offer or solicitation is not authorized, or in which the person is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

Before you invest in the notes, you should carefully read the registration statement (including the exhibits thereto) of which this prospectus supplement and the accompanying prospectus form a part, this prospectus supplement, the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and accompanying prospectus. The incorporated documents are described under **Where You Can Find More Information**.

In this prospectus supplement, unless otherwise expressly set forth or as the context otherwise indicates, the terms Owens Corning, Company, we, our and us refer to Owens Corning, a Delaware corporation, and its subsidiaries.

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Our disclosure and analysis in this prospectus supplement and the accompanying prospectus and the materials we have filed or will file with the Securities and Exchange Commission (the "SEC") (including documents incorporated by reference or deemed incorporated by reference herein or therein) (as well as information included in our other written or oral statements) contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"). Forward-looking statements present our current forecasts and estimates of future events. These statements do not strictly relate to historical or current results and can be identified by words such as anticipate, believe, estimate, expect, intend, likely, may, plan, project, strive, or other terms of similar meaning or import in connection with any discussion of future operating, financial or other performance. These forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those projected in the statements. These risks, uncertainties and other factors include, without limitation: economic and political conditions, including new legislation or other governmental actions; levels of residential and commercial construction activity; competitive factors; pricing factors; weather conditions; our level of indebtedness; industry and economic conditions that affect the market and operating conditions of our customers, suppliers or lenders; availability and cost of raw materials; availability and cost of credit; interest rate movements; issues related to expansion of our production capacity; issues related to acquisitions, divestitures and joint ventures; our ability to utilize our net operating loss carryforwards; achievement of expected synergies, cost reductions and/or productivity improvements; issues involving implementation of new business systems; foreign exchange fluctuations; research and development activities; difficulties in managing production capacity; and labor disputes.

All forward-looking statements in this prospectus supplement and the accompanying prospectus (including documents incorporated by reference or deemed incorporated by reference herein or therein) should be considered in the context of the risk and other factors described above and as detailed from time to time in our SEC filings. Any forward-looking statements speak only as of the date the statement is made and we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. It is not possible to identify all of the risks, uncertainties and other factors that may affect future results. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this prospectus supplement and the accompanying prospectus and the documents incorporated or deemed incorporated by reference herein and therein may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. Accordingly, users of this prospectus supplement and the accompanying prospectus (including documents incorporated by reference or deemed incorporated by reference herein or therein) are cautioned not to place undue reliance on the forward-looking statements.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. The SEC allows us to incorporate by reference into this prospectus supplement the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information. SEC rules and regulations also permit us to furnish rather than file certain reports and information with the SEC. Any such reports or information which we furnish or have furnished shall not be deemed to be incorporated by reference into or otherwise become a part of this prospectus supplement, regardless of when furnished to the SEC.

We incorporate by reference the following documents we have already filed with the SEC (file number 1-33100) and any future filings that we will make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act (other than any portion of such filings that are furnished under applicable SEC rules rather than filed) until the offering of the notes under this prospectus supplement is complete:

Annual Report on Form 10-K for the year ended December 31, 2011;

Quarterly Report on Form 10-Q for the quarter ended March 31, 2012;

Quarterly Report on Form 10-Q for the quarter ended June 30, 2012;

Current Report on Form 8-K filed with the SEC on February 23, 2012;

Current Report on Form 8-K filed with the SEC on April 19, 2012;

Current Report on Form 8-K filed with the SEC on June 18, 2012; and

Current Report on Form 8-K filed with the SEC on August 16, 2012.

Our SEC filings are available free of charge through our Internet website at www.owenscorning.com as soon as reasonably practicable after we electronically file these materials with the SEC. You may access these SEC filings on our website. However, the information on our website is not a part of this prospectus supplement or the accompanying prospectus or other offering materials. You may also request a copy of any of these filings at no cost, by writing or telephoning us at:

Owens Corning

One Owens Corning Parkway

Toledo, OH 43659

Attention: Corporate Secretary

Telephone: (419) 248-8000

Our SEC filings are also available at the SEC's website at <http://www.sec.gov>. You may read and copy any documents that we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You can request copies of these documents by writing to the SEC and paying a fee for the copying cost. Please call the SEC at 1-800-SEC-0330 for more information on the operation of the Public

Reference Room.

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NOTICE TO EEA INVESTORS

This prospectus supplement and the accompanying prospectus are not prospectuses for the purposes of the European Union's Directive 2003/71/EC (and any amendments thereto, including Directive 2010/73/EU) as implemented in member states of the European Economic Area (the Prospectus Directive). Neither we nor the underwriters have authorized, nor do we or they authorize, the making of any offer of the notes through any financial intermediary, other than offers made by underwriters which constitute the final placement of the notes contemplated in this prospectus supplement and the accompanying prospectus.

NOTICE TO UNITED KINGDOM INVESTORS

In addition, in the United Kingdom, this document is being distributed only to, and is directed only at, and any offer subsequently made may only be directed at persons who are qualified investors (as defined in the Prospectus Directive) (i) who have professional experience in matters relating to investments falling within Article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the Order) and/or (ii) who are high net worth companies (or persons to whom it may otherwise be lawfully communicated) falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as relevant persons). This document must not be acted on or relied on in the United Kingdom by persons who are not relevant persons. In the United Kingdom, any investment or investment activity to which this document relates is only available to, and will be engaged in with, relevant persons.

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PROSPECTUS SUPPLEMENT SUMMARY

*This summary highlights selected information from this prospectus supplement and does not contain all of the information that you should consider in making your investment decision. You should read this summary together with the more detailed information appearing elsewhere in this prospectus supplement, as well as the information in the accompanying prospectus and in the documents incorporated by reference or deemed incorporated by reference into this prospectus supplement or the accompanying prospectus. You should carefully consider, among other things, the matters discussed in the sections titled **Risk Factors** in this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2011. In addition, certain statements include forward-looking information that involves risks and uncertainties. See **Cautionary Statement Concerning Forward-Looking Statements** above.*

Our Company

Owens Corning is incorporated in Delaware and headquartered in Toledo, Ohio. Owens Corning was founded in 1938. Since then the Company has continued to grow as a market-leading innovator of glass fiber technology. Owens Corning is a world leader in composite and building materials systems, delivering a broad range of high-quality products and services. Our products range from glass fiber used to reinforce composite materials for transportation, electronics, marine, infrastructure, wind-energy and other high-performance markets to insulation and roofing for residential, commercial and industrial applications.

We operate within two segments: Composites, which includes our Reinforcements and Downstream businesses, and Building Materials, which includes our Insulation and Roofing businesses.

Our principal executive offices are located at One Owens Corning Parkway, Toledo, Ohio 43659 and our telephone number is (419) 248-8000.

Tender Offers

Concurrently with this offering, we are conducting offers to purchase an aggregate principal amount of up to \$250 million of our 6.50% senior notes due December 1, 2016 and an aggregate principal amount of up to \$100 million of our 9.00% senior notes due June 15, 2019.

As of September 30, 2012, \$650 million aggregate principal amount of our 2016 senior notes and \$350 million aggregate principal amount of our 2019 senior notes were outstanding. The tender offers are not conditioned upon any minimum amount of notes being tendered, and we may, in our sole discretion, increase the aggregate principal amount of notes of either series that we are offering to repurchase in the tender offers. The tender offers are conditioned upon the consummation of this offering, as well as other conditions.

If we purchase the entire \$250 million aggregate principal amount of our 2016 senior notes and \$100 million aggregate principal amount of our 2019 senior notes in the tender offers, we anticipate that we will incur a loss from debt extinguishment resulting in a charge of approximately \$65 million in the fourth quarter of 2012.

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Recent Developments

Preliminary Third-Quarter Earnings

On October 9, 2012, we announced preliminary third-quarter adjusted earnings before interest and taxes (EBIT) of \$81 million. In the third quarter of 2012, we had \$22 million of certain items that were not the result of current operations. Before adjusting for these items, preliminary third-quarter EBIT is \$59 million. In 2011, there were no adjusted items to reported EBIT. In addition, we lowered our 2012 earnings outlook, reflecting a weaker environment for our Roofing and Composites businesses and noted that the primary uncertainty through the remainder of the year is attributed to roofing volumes.

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The following summary contains basic information about the notes. It does not contain all the information that is important to you. For a more complete understanding of the notes, please refer to the section of this prospectus supplement titled **Description of the Notes** and the section of the accompanying prospectus titled **Description of Debt Securities**.

Issuer	Owens Corning.
Notes Offered	\$ aggregate principal amount of % Senior Notes due .
Maturity	, .
Interest Payment Dates	and of each year, beginning , 2013.
Guarantees	All payments with respect to the notes (including principal and interest) will be fully and unconditionally guaranteed, jointly and severally, by each of our current and future domestic subsidiaries that is a borrower or guarantor under our Credit Agreement.
Ranking	The notes and the subsidiary guarantees will be our and the guarantors' general senior unsecured obligations. They will rank equally in right of payment with our and the guarantors' existing and future senior unsecured indebtedness. The notes and the subsidiary guarantees will be effectively subordinated to any of our and the guarantors' existing and future secured debt, to the extent of the value of the collateral securing such debt, and will be structurally subordinated to all existing and future obligations of our subsidiaries that are not guarantors. The indenture does not restrict our ability or the ability of our subsidiaries to incur other unsecured indebtedness. At June 30, 2012:

our consolidated senior secured indebtedness, including capital leases, totaled approximately \$269 million;

our consolidated senior unsecured indebtedness totaled approximately \$1,968 million;

our subsidiaries guaranteeing the notes had indebtedness, including subsidiary guarantees of the Company's indebtedness, of approximately \$2,237 million, of which approximately \$269 million was secured.

As of and for the six months ended June 30, 2012, and the year ended December 31, 2011, without including eliminations for investments in subsidiaries and intercompany

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transactions, our non-guarantor subsidiaries (i) had net sales of \$976 million and \$2.0 billion and net earnings (loss) attributable to Owens Corning of \$(66) and \$154 million, respectively, (ii) had total assets of \$4.8 billion and \$4.6 billion, respectively, and (iii) had indebtedness of \$268 million and \$215 million, respectively. For a presentation of the financial

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information required by Rule 3-10 of Regulation S-X for our subsidiaries guaranteeing the notes and our non-guarantors subsidiaries, see Note to Consolidated Financial Statements No. 17, Condensed Consolidating Financial Statements in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 and Note to Consolidated Financial Statements No. 27, Condensed Consolidating Financial Statements, in our Annual Report on form 10-K for the year ended December 31, 2011.

Optional Redemption

The notes will be redeemable, in whole at any time or in part from time to time, at our option. If we elect to redeem the notes prior to (three months prior to the maturity date of the notes), the redemption price will include a make-whole premium. If we elect to redeem the notes on or after , we will pay a redemption price of 100% of the aggregate principal amount of the notes to be redeemed. See Description of the Notes Optional Redemption in this prospectus supplement.

Change of Control

If we experience a Change of Control Repurchase Event, we will be required to make an offer to repurchase the notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase. See Description of the Notes Change of Control in this prospectus supplement.

Certain Covenants

The indenture governing the notes contains certain covenants that limit, among other things, our ability and the ability of our subsidiaries to:

incur liens on certain properties to secure debt;

engage in sale-leaseback transactions; and

merge or consolidate with another entity or sell, lease or transfer substantially all of our properties or assets to another entity.

These covenants are subject to a number of important exceptions and limitations, which are described in the sections titled Description of Debt Securities Certain Covenants and Description of Debt Securities Merger or Consolidation in the accompanying prospectus.

Sinking Fund

None.

Use of Proceeds

We estimate the net proceeds to us from the sale of the notes will be approximately \$, after deducting the underwriting discount and other expenses of the offering payable by us. We intend to use a portion of the net proceeds from this offering to fund the repurchase of our 2016 senior notes and our 2019 senior notes in the tender offers. The remaining net proceeds will be used (i) first, to repay outstanding borrowings under our revolving credit facility and (ii) second, for general corporate purposes. See Use of Proceeds in this prospectus supplement.

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Conflicts of Interest

Certain affiliates of the underwriters are lenders under our \$800 million revolving credit facility and will receive some of the net proceeds from this offering. In the event that any of Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC or Wells Fargo Securities, LLC, together with their respective affiliates, receive at least 5% of the net proceeds of this offering, such underwriters will be deemed to have a conflict of interest within the meaning of FINRA Rule 5121. However, in accordance with FINRA Rule 5121, no qualified independent underwriter is required because the notes are investment grade-rated by one or more nationally recognized statistical rating agencies. See Underwriting (Conflicts of Interest) Conflicts of Interest in this prospectus supplement.

Denominations

The notes will be issued only in denominations of \$2,000 and integral multiples of \$1,000 in excess of \$2,000.

Form of Note

We will issue the notes in the form of one or more fully registered global notes registered in the name of the nominee of The Depository Trust Company, or DTC, or its nominee. See Description of the Notes Book-Entry, Delivery and Form.

Trustee

Wells Fargo Bank, National Association.

Governing Law

The laws of the State of New York govern the indenture and the notes, without regard to conflicts of law principles thereof.

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The following tables set forth our summary of selected historical financial data presented on a consolidated basis and include the accounts of Owens Corning and our subsidiaries.

We have derived the summary financial information for each of the years ended December 31, 2009 through December 31, 2011 from our audited consolidated financial statements. The summary financial information for each of the six months ended June 30, 2011 and June 30, 2012 is unaudited and includes all adjustments (consisting of normal recurring items) which are, in our opinion, necessary for a fair presentation of our financial position as of such dates and results of operations for such periods. Our summary of selected historical financial data is not necessarily indicative of our future financial position, future results of operations or future cash flows.

You should read the information set forth below in conjunction with all information included and incorporated by reference in this prospectus supplement, including our historical consolidated financial statements and notes to those statements from our Annual Report on Form 10-K for the year ended December 31, 2011 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2012.

	Six Months Ended June 30,		Twelve Months Ended December 31,		
	2012(a) (unaudited)	2011 (unaudited)	2011	2010(b)	2009(c)
(in millions, except per share data)					
Statements of Earnings (Loss) Data:					
Net sales	\$ 2,737	\$ 2,689	\$ 5,335	\$ 4,997	\$ 4,803
Gross margin	425	481	1,028	956	849
Marketing and administrative expenses	265	276	525	516	522
Earnings from continuing operations before interest and taxes	73	196	461	206	192
Interest expense, net	56	53	108	110	111
Income tax expense (benefit)	22	40	74	(840)	14
Earnings (loss) from continuing operations	(5)	104	281	940	67
Net earnings (loss) attributable to Owens Corning	(7)	102	276	933	64
Earnings (loss) per common share attributable to Owens Corning common stockholders:					
Basic earnings (loss) per common share	\$ (0.06)	\$ 0.82	\$ 2.25	\$ 7.43	\$ 0.51
Diluted earnings (loss) per common share	\$ (0.06)	\$ 0.81	\$ 2.23	\$ 7.37	\$ 0.50
Weighted-Average Common Shares:					
Basic	120.9	124.0	122.5	125.6	124.8
Diluted	120.9	125.4	123.5	126.6	127.1
Balance Sheet Data:					
Total assets	\$ 7,715	\$ 7,573	\$ 7,527	\$ 7,158	\$ 7,167
Long-term debt, net of current portion	\$ 2,205	\$ 1,725	\$ 1,930	\$ 1,629	\$ 2,177
Total equity	\$ 3,651	\$ 3,823	\$ 3,741	\$ 3,686	\$ 2,853

- (a) During the first six months of 2012, we recorded \$87 million in charges related to cost reduction actions and related items (comprised of \$36 million of severance costs and \$51 million of other costs, inclusive of \$34 million of accelerated depreciation and \$17 million of other charges) related to our European restructuring actions.
- (b) During 2010, we recorded impairment charges of \$117 million, \$40 million in charges related to cost reduction actions and related items (comprised of \$29 million of severance costs and \$11 million of other costs), and charges of \$13 million of integration costs related to the acquisition of Saint-Gobain's reinforcements and composite fabrics business in 2007 (2007 Acquisition).
- (c) During 2009, we recorded \$53 million in charges related to cost reduction actions and related items (comprised of \$34 million of severance costs and \$19 million of other costs, inclusive of \$13 million of accelerated depreciation), charges of \$33 million of integration costs related to the 2007 Acquisition, and \$29 million for charges related to our employee emergence equity program.

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RISK FACTORS

An investment in the notes involves significant risks. Before purchasing any notes, and in consultation with your own financial and legal advisors, you should carefully consider and evaluate the information included and incorporated by reference or deemed to be incorporated by reference in this prospectus supplement and the accompanying prospectus, including the risk factors incorporated by reference herein from our Annual Report on Form 10-K for the year ended December 31, 2011, as updated by annual, quarterly and other reports and documents we file with the SEC after the date of this prospectus supplement and that are incorporated by reference herein or in the accompanying prospectus. Our business, financial position, results of operations or liquidity could be adversely affected by any of these risks. In addition, please read the information included under Cautionary Statement Concerning Forward-Looking Statements.

Risks Relating to the Notes

The notes will be effectively subordinated to all of our existing and future secured debt, to the existing and future secured debt of our subsidiary guarantors, and to the existing and future debt of our subsidiaries that do not guarantee the notes.

The notes are not secured by any of our assets or the assets of our subsidiary guarantors. As a result, the indebtedness represented by the notes will effectively be subordinated to any secured indebtedness we or our subsidiary guarantors may incur, to the extent of the value of the assets securing such indebtedness. The terms of the indenture permit us and the subsidiary guarantors to incur secured debt, subject to limitations. In the event of any distribution or payment of our assets in any foreclosure, dissolution, winding up, liquidation or reorganization, or other bankruptcy proceeding, any secured creditors would have a superior claim to their collateral. In the event of the dissolution, winding up, liquidation or reorganization, or other bankruptcy proceeding of a subsidiary that is not a guarantor, creditors of that subsidiary would generally have the right to be paid in full before any distribution is made to us or the holders of the notes. If any of the foregoing occur, we cannot assure you that there will be sufficient assets to pay amounts due on the notes.

The indenture does not restrict our ability or the ability of our subsidiaries to incur other unsecured indebtedness. At June 30, 2012:

our consolidated senior secured indebtedness, including capital leases, totaled approximately \$269 million;

our consolidated senior unsecured indebtedness totaled approximately \$1,968 million; and

our subsidiaries guaranteeing the notes had indebtedness, including subsidiary guarantees of the Company's indebtedness, of approximately \$2,237 million, of which approximately \$269 million was secured.

As of and for the six months ended June 30, 2012 and the year ended December 31, 2011, without including eliminations for investments in subsidiaries and intercompany transactions, our non-guarantor subsidiaries (i) had net sales of approximately \$976 million and \$2.0 billion and net earnings (loss) attributable to Owens Corning of approximately \$(66) and \$154 million, respectively, (ii) had total assets of approximately \$4.8 billion and \$4.6 billion, respectively, and (iii) had indebtedness of approximately \$268 million and \$215 million, respectively. For a presentation of the financial information required by Rule 3-10 of Regulation S-X for our subsidiaries guaranteeing the notes and our non-guarantors subsidiaries, see Note to Consolidated Financial Statements No. 17, Condensed Consolidating Financial Statements in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 and Note to Consolidated Financial Statements No. 27, Condensed Consolidating Financial Statements, in our Annual Report on Form 10-K for the year ended December 31, 2011.

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We may be unable to repurchase the notes if we experience a change of control and a related downgrade in the credit rating of the notes.

Under certain circumstances, we are required, under the terms of the notes, to offer to purchase all of the outstanding notes at 101% of their principal amount if we experience a change of control and a related downgrade in the credit rating of the notes. Our failure to repay holders tendering notes upon a change of control and related downgrade will result in an event of default under the notes. If a change in control and a related downgrade were to occur, we cannot assure you that we would have sufficient funds to purchase the notes, or any other securities that we would be required to offer to purchase, particularly if that change of control event triggers a similar repurchase requirement for, or results in the acceleration of, other indebtedness. Certain series of our currently outstanding senior notes also are subject to similar change of control repurchase requirements. In addition, our credit facility currently provides that certain change of control events will constitute a default and could result in the acceleration of our indebtedness. We may require additional financing from third parties to fund any such purchases, but we cannot assure you that we would be able to obtain such financing.

The change of control provision may not protect you in the event we consummate a highly leveraged transaction, reorganization, restructuring, merger or other similar transaction, unless such transaction constitutes a change of control repurchase event. Such a transaction may not involve a change of the magnitude required under the definition of change of control or may not result in a ratings downgrade to trigger our obligation to repurchase the notes. Except as described under **Description of the Notes Change of Control**, the notes do not contain provisions that permit the holders of the notes to require us to repurchase or redeem the notes in the event of a takeover, recapitalization or similar transaction.

There may not be a public market for the notes.

The notes are a new issue of securities with no established trading market. We do not currently intend to apply for listing of the notes on any securities exchange or to include the notes in any automated quotation system. We have been advised by the underwriters that they presently intend to make a market in the notes after completion of the offering. However, they are under no obligation to do so and may discontinue any market-making activities at any time without any notice. Accordingly, there can be no assurance that a trading market for the notes will develop or be maintained. If the notes are traded, they may trade at a discount f