Owens Corning
Form 10-Q
July 24, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended June 30, 2013

or

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

For the transition period from to

Commission File Number: 1-33100

**Owens Corning**

*(Exact name of registrant as specified in its charter)*

| **Delaware** | **43-2109021** |
|---|---|
| *(State or other jurisdiction of incorporation or organization)* | *(I.R.S. Employer Identification No.)* |
| **One Owens Corning Parkway, Toledo, OH** | **43659** |
| *(Address of principal executive offices)* | *(Zip Code)* |

**(419) 248-8000**

*(Registrant s telephone number, including area code)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes þ No ¨

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

Large accelerated filer þ | Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company) | Smaller reporting company ¨
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ¨ No þ

As of July 15, 2013, 118,894,678 shares of registrant s common stock, par value $0.01 per share, were outstanding.

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**PART I**

**ITEM 1. FINANCIAL STATEMENTS**

**OWENS CORNING AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF EARNINGS (LOSS)**

**(unaudited)**

**(in millions, except per share amounts)**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | **2013** | **2012** | **2013** | **2012** |
| NET SALES | $ 1,347 | $ 1,391 | $ 2,697 | $ 2,737 |
| COST OF SALES | 1,080 | 1,152 | 2,217 | 2,312 |
| Gross margin | 267 | 239 | 480 | 425 |
| OPERATING EXPENSES | | | | |
| Marketing and administrative expenses | 134 | 128 | 267 | 265 |
| Science and technology expenses | 20 | 21 | 38 | 40 |
| Charges related to cost reduction actions | 1 | 2 | 2 | 36 |
| Other (income) expenses, net | (6) | 3 | (2) | 11 |
| Total operating expenses | 149 | 154 | 305 | 352 |
| **EARNINGS BEFORE INTEREST AND TAXES** | 118 | 85 | 175 | 73 |
| Interest expense, net | 29 | 28 | 58 | 56 |
| **EARNINGS BEFORE TAXES** | 89 | 57 | 117 | 17 |
| Less: Income tax expense | 39 | 17 | 45 | 22 |
| Equity in net earnings of affiliates | - | - | - | - |
| **NET EARNINGS (LOSS)** | 50 | 40 | 72 | (5) |
| Less: Net earnings attributable to noncontrolling interests | 1 | 1 | 1 | 2 |
| **NET EARNINGS (LOSS) ATTRIBUTABLE TO OWENS CORNING** | $ 49 | $ 39 | $ 71 | $ (7) |
| EARNINGS (LOSS) PER COMMON SHARE ATTRIBUTABLE TO OWENS CORNING COMMON STOCKHOLDERS | | | | |
| Basic | $ 0.41 | $ 0.32 | $ 0.60 | $ (0.06) |
| Diluted | $ 0.41 | $ 0.32 | $ 0.59 | $ (0.06) |
| WEIGHTED-AVERAGE COMMON SHARES | | | | |
| Basic | 119.1 | 120.8 | 118.8 | 120.9 |
| Diluted | 120.4 | 121.5 | 119.9 | 120.9 |

The accompanying Notes to the Consolidated Financial Statements are an integral part of this Statement.

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**OWENS CORNING AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS (LOSS)**

**(unaudited)**

**(in millions)**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | **2013** | **2012** | **2013** | **2012** |
| **NET EARNINGS (LOSS)** | $ 50 | $ 40 | $ 72 | $ (5) |
| Currency translation adjustment | (24) | (43) | (45) | (19) |
| Pension and other postretirement adjustment (net of tax of $5 and $0 for the periods ended June 30, 2013 and 2012, respectively) | 7 | - | 9 | (1) |
| Deferred income (loss) on hedging (net of tax of $1, $(1), $0, and $(1) for the three and six months ended June 30, 2013 and 2012, respectively) | (2) | 3 | - | 1 |
| **COMPREHENSIVE EARNINGS (LOSS)** | 31 | - | 36 | (24) |
| Less: Comprehensive earnings attributable to noncontrolling interests | 1 | 1 | 1 | 2 |
| **COMPREHENSIVE EARNINGS (LOSS) ATTRIBUTABLE TO OWENS CORNING** | $ 30 | $ (1) | $ 35 | $ (26) |

The accompanying Notes to the Consolidated Financial Statements are an integral part of this Statement.

**OWENS CORNING AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

**(unaudited)**

**(in millions)**

| **ASSETS** | **June 30, 2013** | **Dec. 31, 2012** |
|---|---|---|
| CURRENT ASSETS | | |
| Cash and cash equivalents | $ 72 | $ 55 |
| Receivables, less allowances of $15 at June 30, 2013, and $17 at Dec. 31, 2012 | 789 | 600 |
| Inventories | 820 | 786 |
| Other current assets | 245 | 176 |
| Total current assets | 1,926 | 1,617 |
| Property, plant and equipment, net | 2,881 | 2,903 |
| Goodwill | 1,167 | 1,143 |
| Intangible assets | 1,051 | 1,045 |
| Deferred income taxes | 561 | 604 |
| Other non-current assets | 199 | 256 |
| **TOTAL ASSETS** | $ 7,785 | $ 7,568 |
| **LIABILITIES AND EQUITY** | | |
| CURRENT LIABILITIES | | |
| Accounts payable and accrued liabilities | $ 918 | $ 907 |
| Short-term debt | 21 | 5 |
| Long-term debt current portion | 3 | 4 |
| Total current liabilities | 942 | 916 |
| Long-term debt, net of current portion | 2,250 | 2,076 |
| Pension plan liability | 455 | 480 |
| Other employee benefits liability | 267 | 274 |
| Deferred income taxes | 35 | 38 |
| Other liabilities | 207 | 209 |
| OWENS CORNING STOCKHOLDERS EQUITY | | |
| Preferred stock, par value $0.01 per share (a) | - | - |
| Common stock, par value $0.01 per share (b) | 1 | 1 |
| Additional paid in capital | 3,953 | 3,925 |
| Accumulated earnings | 522 | 451 |
| Accumulated other comprehensive deficit | (399) | (364) |
| Cost of common stock in treasury (c) | (484) | (475) |
| Total Owens Corning stockholders equity | 3,593 | 3,538 |
| Noncontrolling interests | 36 | 37 |
| Total equity | 3,629 | 3,575 |

| | | |
|---|---|---|
| **TOTAL LIABILITIES AND EQUITY** | $ 7,785 | $ 7,568 |

(a) 10 shares authorized; none issued or outstanding at June 30, 2013, and Dec. 31, 2012
(b) 400 shares authorized; 135.5 issued and 119.1 outstanding at June 30, 2013; 135.6 issued and 118.3 outstanding at Dec. 31, 2012
(c) 16.4 shares at June 30, 2013, and 17.3 shares at Dec. 31, 2012

The accompanying Notes to the Consolidated Financial Statements are an integral part of this Statement.

**OWENS CORNING AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(unaudited)**

**(in millions)**

| | Six Months Ended June 30, | |
|---|---|---|
| | **2013** | **2012** |
| NET CASH FLOW USED FOR OPERATING ACTIVITIES | | |
| Net earnings (loss) | $ 72 | $ (5) |
| Adjustments to reconcile net earnings to cash provided by operating activities: | | |
| Depreciation and amortization | 157 | 180 |
| Gain on sale of businesses and fixed assets | - | (3) |
| Deferred income taxes | 37 | 8 |
| Provision for pension and other employee benefits liabilities | 18 | 23 |
| Stock-based compensation expense | 14 | 13 |
| Other non-cash | (12) | (7) |
| Change in working capital | (254) | (209) |
| Pension fund contribution | (20) | (30) |
| Payments for other employee benefits liabilities | (11) | (12) |
| Other | (13) | 2 |
| Net cash flow used for operating activities | (12) | (40) |
| NET CASH FLOW USED FOR INVESTING ACTIVITIES | | |
| Additions to plant and equipment | (125) | (163) |
| Investment in subsidiaries and affiliates, net of cash acquired | (52) | - |
| Proceeds from Hurricane Sandy insurance claims | 15 | - |
| Proceeds from the sale of assets or affiliates | - | 7 |
| Net cash flow used for investing activities | (162) | (156) |
| NET CASH FLOW PROVIDED BY FINANCING ACTIVITIES | | |
| Proceeds from senior revolving credit and receivables securitization facilities | 799 | 933 |
| Payments on senior revolving credit and receivables securitization facilities | (621) | (648) |
| Payments on long-term debt | (1) | (6) |
| Net increase (decrease) in short-term debt | 15 | (4) |
| Purchases of treasury stock | (9) | (82) |
| Other | 11 | 6 |
| Net cash flow provided by financing activities | 194 | 199 |
| Effect of exchange rate changes on cash | (3) | (1) |
| Net increase in cash and cash equivalents | 17 | 2 |
| Cash and cash equivalents at beginning of period | 55 | 52 |
| **CASH AND CASH EQUIVALENTS AT END OF PERIOD** | $ 72 | $ 54 |

The accompanying Notes to the Consolidated Financial Statements are an integral part of this Statement.

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(unaudited)**

**1. GENERAL**

Unless the context requires otherwise, the terms Owens Corning, Company, we and our in this report refer to Owens Corning, a Delaware corporation, and its subsidiaries.

The Consolidated Financial Statements included in this report are unaudited, pursuant to certain rules and regulations of the Securities and Exchange Commission, and include, in the opinion of the Company, adjustments necessary for a fair statement of the results for the periods indicated, which, however, are not necessarily indicative of results which may be expected for the full year. The December 31, 2012, balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States (U.S.). In connection with the Consolidated Financial Statements and Notes included in this report, reference is made to the Consolidated Financial Statements and Notes contained in the Company s 2012 annual report on Form 10-K. Certain reclassifications have been made to the periods presented for 2012 to conform to the classifications used in the periods presented for 2013.

**2. SEGMENT INFORMATION**

The Company has two reportable segments: Composites and Building Materials. Accounting policies for the segments are the same as those for the Company. The Company s reportable segments are defined as follows:

*Composites* comprised of our Reinforcements and Downstream businesses. Within the Reinforcements business, the Company manufactures, fabricates and sells glass reinforcements in the form of fiber. Within the Downstream business, the Company manufactures and sells glass fiber products in the form of fabrics, mat, veil and other specialized products.

*Building Materials* comprised of our Insulation and Roofing businesses. Within the Insulation business, the Company manufactures and sells fiberglass insulation into residential, commercial, industrial and other markets for both thermal and acoustical applications. It also manufactures and sells glass fiber pipe insulation, energy efficient flexible duct media, bonded and granulated mineral wool insulation, and foam insulation used in above- and below-grade construction applications. Within the Roofing business, the Company manufactures and sells residential roofing shingles and oxidized asphalt materials used in residential and commercial construction and specialty applications.

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

## 2. SEGMENT INFORMATION (continued)

**NET SALES**

The following table summarizes our net sales by segment, geographic region and product group (in millions). External customer sales are attributed to geographic region based upon the location from which the product is shipped to the external customer.

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Reportable Segments | | | | |
| Composites | $ 472 | $ 498 | $ 931 | $ 974 |
| Building Materials | 923 | 945 | 1,860 | 1,864 |
| Total reportable segments | 1,395 | 1,443 | 2,791 | 2,838 |
| Corporate eliminations | (48) | (52) | (94) | (101) |
| **NET SALES** | $ 1,347 | $ 1,391 | $ 2,697 | $ 2,737 |
| External Customer Sales by Geographic Region | | | | |
| United States | $ 924 | $ 954 | $ 1,888 | $ 1,899 |
| Europe | 139 | 152 | 277 | 298 |
| Asia Pacific | 161 | 164 | 299 | 312 |
| Other | 123 | 121 | 233 | 228 |
| **NET SALES** | $ 1,347 | $ 1,391 | $ 2,697 | $ 2,737 |
| Sales by Product Group | | | | |
| Composites | $ 472 | $ 498 | $ 931 | $ 974 |
| Insulation | 415 | 340 | 745 | 671 |
| Roofing | 508 | 605 | 1,115 | 1,193 |
| Corporate Eliminations | (48) | (52) | (94) | (101) |
| **NET SALES** | $ 1,347 | $ 1,391 | $ 2,697 | $ 2,737 |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

## 2. SEGMENT INFORMATION (continued)

**EARNINGS BEFORE INTEREST AND TAXES**

Earnings before interest and taxes ( EBIT ) by segment consist of net sales less related costs and expenses and are presented on a basis that is used internally for evaluating segment performance. Certain items, such as general corporate expenses or income and certain other expense or income items, are excluded from the internal evaluation of segment performance. Accordingly, these items are not reflected in EBIT for our reportable segments and are included in the Corporate, Other and Eliminations category.

The following table summarizes EBIT by segment (in millions):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Reportable Segments | | | | |
| Composites | $ 32 | $ 34 | $ 41 | $ 57 |
| Building Materials | 120 | 107 | 218 | 156 |
| Total reportable segments | $ 152 | $ 141 | $ 259 | $ 213 |
| Corporate, Other and Eliminations | | | | |
| Charges related to cost reduction actions and related items (a) | $ (3) | $ (32) | $ (12) | $ (87) |
| Losses related to Hurricane Sandy | (3) | - | (14) | - |
| General corporate expense and other | (28) | (24) | (58) | (53) |
| **EBIT** | $ 118 | $ 85 | $ 175 | $ 73 |

(a) For the three months ended June 30, 2013 and 2012, includes $1 million and $2 million, respectively, of charges related to cost reduction actions and $2 million and $30 million, respectively, of other related items. For the six months ended June 30, 2013 and 2012, includes $2 million and $36 million, respectively, of charges related to cost reduction actions and $10 million and $51 million, respectively, of other related items.

## 3. INVENTORIES

Inventories consist of the following (in millions):

| | June 30, 2013 | Dec. 31, 2012 |
|---|---|---|
| Finished goods | $ 571 | $ 554 |
| Materials and supplies | 249 | 232 |
| Total inventories | $ 820 | $ 786 |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

## 4. DERIVATIVE FINANCIAL INSTRUMENTS

The Company is exposed to, among other risks, the impact of changes in commodity prices, foreign currency exchange rates, and interest rates in the normal course of business. The Company s risk management program is designed to manage the exposure and volatility arising from these risks, and utilizes derivative financial instruments to offset a portion of these risks. The Company uses derivative financial instruments only to the extent necessary to hedge identified business risks, and does not enter into such transactions for trading purposes.

The Company generally does not require collateral or other security with counterparties to these financial instruments and is therefore subject to credit risk in the event of nonperformance; however, the Company monitors credit risk and currently does not anticipate nonperformance by other parties. Contracts with counterparties generally contain right of offset provisions. These provisions effectively reduce the Company s exposure to credit risk in situations where the Company has gain and loss positions outstanding with a single counterparty. It is the Company s policy to offset on the Consolidated Balance Sheets the amounts recognized for derivative instruments with any cash collateral arising from derivative instruments executed with the same counterparty under a master netting agreement. As of June 30, 2013, and December 31, 2012, the Company did not have any amounts on deposit with any of its counterparties, nor did any of its counterparties have any amounts on deposit with the Company.

The following table presents the fair value of derivatives and hedging instruments and the respective location on the Consolidated Balance Sheets (in millions):

| | Location | Fair Value at June 30, 2013 | Fair Value at Dec. 31, 2012 |
|---|---|---|---|
| **Derivative liabilities designated as hedging instruments:** | | | |
| Cash flow hedges: | | | |
| Natural gas and electricity | Accounts payable and accrued liabilities | $ 1 | $ 1 |
| Amount of loss recognized in OCI (effective portion) | OCI | $ 1 | $ 1 |
| Fair value hedges: | | | |
| Interest rate swaps | Accounts payable and accrued liabilities | $ - | $ - |
| **Derivative assets not designated as hedging instruments:** | | | |
| Foreign exchange contracts | Other current assets | $ 1 | $ 1 |
| **Derivative liabilities not designated as hedging instruments:** | | | |
| Foreign exchange contracts | Accounts payable and accrued liabilities | $ 4 | $ 3 |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**4. DERIVATIVE FINANCIAL INSTRUMENTS (continued)**

The following table presents the impact and respective location of derivative activities on the Consolidated Statements of Earnings (in millions):

| | | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|---|
| | Location | 2013 | 2012 | 2013 | 2012 |
| **Derivative activity designated as hedging instruments:** | | | | | |
| Natural gas and electricity: | | | | | |
| Amount of (gain) loss reclassified from OCI into earnings (effective portion) | Cost of sales | $ (1) | $ 5 | $ (1) | $ 7 |
| Interest rate swaps: | | | | | |
| Amount of (gain) loss recognized in earnings | Interest expense | $ - | $ - | $ - | $ - |
| **Derivative activity not designated as hedging instruments:** | | | | | |
| Natural gas and electricity: | | | | | |
| Amount of loss (gain) recognized in earnings | Other (income) expenses, net | $ 1 | $ (1) | $ - | $ (2) |
| Foreign currency exchange contract: | | | | | |
| Amount of loss (gain) recognized in earnings (a) | Other (income) expenses, net | $ 2 | $ (7) | $ 10 | $ 4 |

(a) Losses (gains) related to foreign currency derivatives were substantially offset by net revaluation impacts on foreign denominated balance sheet exposures, which were also recorded in other expenses.

**Cash Flow Hedges**

The Company uses forward and swap contracts, which qualify as cash flow hedges, to manage forecasted exposure to commodity prices. The effective portion of the change in the fair value of cash flow hedges is deferred in accumulated OCI and is subsequently recognized in cost of sales on the Consolidated Statements of Earnings (Loss) for commodity hedges, when the hedged item impacts earnings. Changes in the fair value of derivative assets and liabilities designated as hedging instruments are shown in other within operating activities on the Consolidated Statements of Cash Flows. Any portion of the change in fair value of derivatives designated as hedging instruments that is determined to be ineffective is recorded in other (income) expenses, net on the Consolidated Statements of Earnings (Loss).

The Company currently has natural gas and electricity commodity derivatives designated as hedging instruments that mature within 15 months. The Company s policy for natural gas exposures is to hedge up to 75% of its total forecasted exposures for the next two months, up to 50% of its total forecasted exposures for the following four months, and lesser amounts for the remaining periods. The Company s policy for electricity exposures is to hedge up to 75% of its total forecasted exposures for the current calendar year and up to 65% of its total forecasted exposures for the first calendar year forward. Based on market conditions, approved variation from the standard policy may occur. The Company performs an analysis for effectiveness of its derivatives designated as hedging instruments at the end of each quarter based on the terms of the contract and the underlying item being hedged.

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

## 4. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

As of June 30, 2013, $1 million of losses included in accumulated OCI on the Consolidated Balance Sheets relate to contracts that will impact earnings during the next 12 months. Transactions and events that are expected to occur over the next 12 months that will necessitate recognizing these deferred amounts include the recognition of the hedged item through earnings.

**Fair Value Hedges**

The Company manages its interest rate exposure by balancing the mixture of its fixed and variable rate instruments through interest rate swaps. The swaps are carried at fair value and recorded as other assets or liabilities, with the offset to long-term debt on the Consolidated Balance Sheets. Changes in the fair value of these swaps and that of the related debt are recorded in interest expense, net on the Consolidated Statements of Earnings (Loss).

**Other Derivatives**

The Company uses forward currency exchange contracts to manage existing exposures to foreign exchange risk related to assets and liabilities recorded on the Consolidated Balance Sheets. Gains and losses resulting from the changes in fair value of these instruments are recorded in other (income) expenses, net on the Consolidated Statements of Earnings (Loss).

## 5. GOODWILL AND OTHER INTANGIBLE ASSETS

Intangible assets and goodwill consist of the following (in millions):

| June 30, 2013 | Weighted Average Useful Life | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
|---|---|---|---|---|
| Amortizable intangible assets: | | | | |
| Customer relationships | 18 | $ 180 | $ (63) | $ 117 |
| Technology | 20 | 196 | (69) | 127 |
| Franchise and other agreements | 15 | 36 | (15) | 21 |
| Indefinite-lived intangible assets: | | | | |
| Trademarks | | 786 | - | 786 |
| Total intangible assets | | $ 1,198 | $ (147) | $ 1,051 |
| Goodwill | | $ 1,167 | | |

**Dec. 31, 2012**

| | Weighted Average Useful Life | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
|---|---|---|---|---|
| Amortizable intangible assets: | | | | |
| Customer relationships | 19 | $ 169 | $ (58) | $ 111 |
| Technology | 20 | 198 | (64) | 134 |
| Franchise and other agreements | 15 | 37 | (14) | 23 |
| Indefinite-lived intangible assets: | | | | |
| Trademarks | | 777 | - | 777 |
| Total intangible assets | | $ 1,181 | $ (136) | $ 1,045 |
| Goodwill | | $ 1,143 | | |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

## 5. GOODWILL AND OTHER INTANGIBLE ASSETS (continued)

The changes in the net carrying amount of goodwill by segment are as follows (in millions):

| | Composites | Building Materials | Total |
|---|---|---|---|
| Balance as of December 31, 2012 | $ 56 | $ 1,087 | $ 1,143 |
| Acquisitions (see Note 7) | 2 | 22 | 24 |
| Balance as of June 30, 2013 | $ 58 | $ 1,109 | $ 1,167 |

**Other Intangible Assets**

The Company expects the ongoing amortization expense for amortizable intangible assets to be approximately $22 million in each of the next five fiscal years. The Company s future cash flows are not materially impacted by its ability to extend or renew agreements related to our amortizable intangible assets.

**Goodwill**

The Company tests goodwill and indefinite-lived intangible assets for impairment during the fourth quarter of each year, or more frequently should circumstances change or events occur that would more likely than not reduce the fair value of a reporting unit below its carrying amount. No testing was deemed necessary in the second quarter of 2013.

## 6. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following (in millions):

| | June 30, 2013 | Dec. 31, 2012 |
|---|---|---|
| Land | $ 220 | $ 222 |
| Buildings and leasehold improvements | 797 | 789 |
| Machinery and equipment | 3,263 | 3,223 |
| Construction in progress | 170 | 147 |
| | 4,450 | 4,381 |
| Accumulated depreciation | (1,569) | (1,478) |
| Property, plant and equipment, net | $ 2,881 | $ 2,903 |

Machinery and equipment includes certain precious metals used in our production tooling, which comprise approximately 17 percent and 18 percent of total machinery and equipment as of June 30, 2013, and December 31, 2012, respectively. Precious metals used in our production tooling are depleted as they are consumed during the production process, which typically represents an annual expense of less than 3% of the outstanding carrying value.

**7. ACQUISITIONS**

During the second quarter of 2013 the Company completed the acquisitions of Thermafiber Inc., a leading manufacturer of mineral wool commercial and industrial insulation products located in Indiana and Tanaka Kikinzoku (Suzhou) Co., Ltd, a producer of glass fiber bushings in China.

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**7. ACQUISITIONS (continued)**

The Company provided total consideration that had a fair value of $52 million at the acquisition dates. The acquisitions resulted in the recognition of $19 million in intangible assets; and $24 million in goodwill. The pro-forma effect of these acquisitions on revenues and earnings was not material to the three and six months ended June 30, 2013.

**8. WARRANTIES**

The Company records a liability for warranty obligations at the date the related products are sold. Adjustments are made as new information becomes available. A reconciliation of the warranty liability is as follows (in millions):

| | Six Months Ended June 30, 2013 |
|---|---|
| Beginning balance | $ 41 |
| Amounts accrued for current year | 12 |
| Settlements of warranty claims | (11) |
| Ending balance | $ 42 |

**9. COST REDUCTION ACTIONS**

**2012 Cost Reduction Actions**

As a result of evaluating market conditions in our Composites segment, we took actions to improve the competitive position of our global manufacturing network by closing certain facilities, with our most significant actions taking place in France, Spain and Italy. These actions were primarily due to market conditions that led to lower capacity requirements within the European region. In conjunction with these actions, the Company recorded $3 million and $12 million in charges related to cost reduction actions and related items for the three and six months ended June 30, 2013, respectively; of which, $1 million and $2 million is related to severance and is included in charges related to cost reduction actions on the Consolidated Statements of Earnings (Loss). The $2 million and $10 million of other charges consist of $1 million and $4 million in accelerated depreciation due to the shortened expected useful life of the closed facilities and $1 million and $6 million in other related charges that primarily consisted of facility closure and related other exit costs, respectively.

The following table summarizes the status of the unpaid liabilities from the Company s 2012 cost reduction actions (in millions):

| | Beginning Balance Dec. 31, | Costs Incurred | Payments | Ending Balance June 30, | Cumulative Charges Incurred |
|---|---|---|---|---|---|

| | 2012 | | | 2013 | |
|---|---|---|---|---|---|
| Severance | $ 45 | $ 2 | $ 12 | $ 35 | $ 53 |
| Total | $ 45 | $ 2 | $ 12 | $ 35 | $ 53 |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**10. DEBT**

Details of the Company s outstanding long-term debt are as follows (in millions):

| | June 30, 2013 | Dec. 31, 2012 |
|---|---|---|
| 6.50% senior notes, net of discount, due 2016 | $ 400 | $ 400 |
| 9.00% senior notes, net of discount, due 2019 | 248 | 247 |
| 4.20% senior notes, net of discount, due 2022 | 599 | 599 |
| 7.00% senior notes, net of discount, due 2036 | 540 | 540 |
| Accounts receivable securitization facility, maturing in 2014 | 212 | 141 |
| Senior revolving credit facility, maturing in 2016 | 180 | 73 |
| Various capital leases, due through and beyond 2050 | 51 | 52 |
| Various floating rate debt, maturing through 2027 | 1 | 2 |
| Fair value adjustment to debt | 22 | 26 |
| Total long-term debt | 2,253 | 2,080 |
| Less current portion | 3 | 4 |
| Long-term debt, net of current portion | $ 2,250 | $ 2,076 |

**Senior Notes**

The Company issued $600 million of senior notes on October 17, 2012, $350 million of senior notes on June 3, 2009, and $1.2 billion of senior notes on October 31, 2006, which are collectively referred to as the Senior Notes. The Senior Notes are general unsecured obligations of the Company and rank *pari passu* with all existing and future senior unsecured indebtedness of the Company.

The Senior Notes are fully and unconditionally guaranteed by each of the Company s current and future domestic subsidiaries that are a borrower or guarantor under the Company s Credit Agreement (as defined below). The guarantees are unsecured and rank equally in right of payment with all other existing and future senior unsecured indebtedness of the guarantors. The guarantees are effectively subordinated to existing and future secured debt of the guarantors to the extent of the assets securing that indebtedness.

The Company has the option to redeem all or part of the Senior Notes at any time at a make whole redemption price. The Company is subject to certain covenants in connection with the issuance of the Senior Notes that it believes are usual and customary. The Company was in compliance with these covenants as of June 30, 2013.

In the fourth quarter of 2011, the Company terminated all interest rate swaps designated to hedge a portion of the 6.5% senior notes due 2016. The swaps were carried at fair value and recorded as other assets or liabilities, with a fair value adjustment to long-term debt on the Consolidated Balance Sheets. The fair value adjustment to debt will be amortized through 2016 as a reduction to interest expense in conjunction with the maturity date of the notes.

On June 28, 2013, the Company entered into interest rate swap agreements effective July 1, 2013 to manage its interest rate exposure by swapping $100 million of fixed rate to variable rate exposure designated against our 4.2% senior notes due 2022. The swaps are carried at fair value and recorded as other assets or liabilities, with a fair value adjustment to long-term debt on the Consolidated Balance Sheets.

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**10. DEBT (continued)**

**Senior Credit Facility**

In July 2011, the Company amended the credit agreement (the Credit Agreement ) for the $800 million multi-currency senior revolving credit facility (the Senior Revolving Credit Facility ) to extend the maturity to July 2016 and reduce the pricing. The Senior Revolving Credit Facility includes both borrowings and letters of credit. Borrowings under the Senior Revolving Credit Facility may be used for general corporate purposes and working capital. The Company has the discretion to borrow under multiple options, which provide for varying terms and interest rates including the United States prime rate or LIBOR plus a spread.

The Senior Revolving Credit Facility contains various covenants, including a maximum allowed leverage ratio and a minimum required interest expense coverage ratio that the Company believes are usual and customary for a senior unsecured credit agreement. The Company was in compliance with these covenants as of June 30, 2013.

The Company had $4 million of letters of credit outstanding under the Senior Revolving Credit Facility at June 30, 2013 and December 31, 2012.

**Receivables Securitization Facility**

Included in long-term debt on the Consolidated Balance Sheets are amounts outstanding under a Receivables Purchase Agreement (the RPA ). Owens Corning Sales, LLC and Owens Corning Receivables LLC, each a subsidiary of the Company, have a $250 million RPA with certain financial institutions. The securitization facility was amended in the fourth quarter of 2011 to extend maturity to December 2014. At June 30, 2013, the Company utilized the full amount permitted under the terms of the RPA. The Company had $37 million of letters of credit outstanding under the receivables securitization facility at June 30, 2013 and December 31, 2012.

The RPA contains various covenants, including a maximum allowed leverage ratio and a minimum required interest expense coverage ratio that the Company believes are usual and customary for a securitization facility. The Company was in compliance with these covenants as of June 30, 2013.

Owens Corning Receivables LLC s sole business consists of the purchase or acceptance through capital contributions of trade receivables and related rights from Owens Corning Sales, LLC and the subsequent retransfer of or granting of a security interest in such trade receivables and related rights to certain purchasers who are party to the RPA. Owens Corning Receivables LLC is a separate legal entity with its own separate creditors who will be entitled, upon its liquidation, to be satisfied out of Owens Corning Receivables LLC s assets prior to any assets or value in Owens Corning Receivables LLC becoming available to Owens Corning Receivables LLC s equity holders. The assets of Owens Corning Receivables LLC are not available to pay creditors of the Company or any other affiliates of the Company or Owens Corning Sales, LLC.

**Short-Term Debt**

At June 30, 2013 and December 31, 2012, short-term borrowings were $21 million and $5 million, respectively. The short-term borrowings for both periods consisted of various operating lines of credit and working capital facilities. Certain of these borrowings are collateralized by receivables, inventories or property. The borrowing facilities are typically for one-year renewable terms. The weighted average interest rate on short-term borrowings was approximately 6.9% for June 30, 2013, and 4.5% for December 31, 2012.

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

## 11. PENSION PLANS AND OTHER POSTRETIREMENT BENEFITS

**Pension Plans**

The Company sponsors defined benefit pension plans. Under the plans, pension benefits are based on an employee s years of service and, for certain categories of employees, qualifying compensation. Company contributions to these pension plans are determined by an independent actuary to meet or exceed minimum funding requirements. In our U.S. plan prior to 2013 and in all of our Non-U.S plans, the unrecognized cost of any retroactive amendments and actuarial gains and losses are amortized over the average future service period of plan participants expected to receive benefits. As of January 1, 2013, an increase in the number of inactive participants in our U.S. plan resulted in substantially all of the plan participants being inactive. Accordingly, we elected to begin amortizing the unrecognized cost of any retroactive amendments and actuarial gains and losses over the average remaining life expectancy of the inactive participants as opposed to the average remaining service period of the active participants.

The following tables provide information regarding pension expense recognized (in millions):

| | Three Months Ended June 30, 2013 | | | Three Months Ended June 30, 2012 | | |
|---|---|---|---|---|---|---|
| | U.S. | Non-U.S. | Total | U.S. | Non-U.S. | Total |
| Components of Net Periodic Pension Cost | | | | | | |
| Service cost | $ 3 | $ 2 | $ 5 | $ 1 | $ 2 | $ 3 |
| Interest cost | 11 | 6 | 17 | 13 | 6 | 19 |
| Expected return on plan assets | (15) | (6) | (21) | (15) | (6) | (21) |
| Amortization of actuarial loss | 3 | 2 | 5 | 6 | 1 | 7 |
| Net periodic pension cost | $ 2 | $ 4 | $ 6 | $ 5 | $ 3 | $ 8 |

| | Six Months Ended June 30, 2013 | | | Six Months Ended June 30, 2012 | | |
|---|---|---|---|---|---|---|
| | U.S. | Non-U.S. | Total | U.S. | Non-U.S. | Total |
| Components of Net Periodic Pension Cost | | | | | | |
| Service cost | $ 5 | $ 4 | $ 9 | $ 4 | $ 4 | $ 8 |
| Interest cost | 22 | 11 | 33 | 25 | 12 | 37 |
| Expected return on plan assets | (30) | (12) | (42) | (30) | (13) | (43) |
| Amortization of actuarial loss | 7 | 3 | 10 | 12 | 2 | 14 |
| Net periodic pension cost | $ 4 | $ 6 | $ 10 | $ 11 | $ 5 | $ 16 |

The Company expects to contribute approximately $20 million in cash to the United States Pension Plans and another $18 million to non-United States plans during 2013. The Company made cash contributions of approximately $20 million to the plans during the six months ended June 30, 2013.

**Postemployment and Postretirement Benefits Other than Pension Plans**

The Company maintains healthcare and life insurance benefit plans for certain retired employees and their dependents. The health care plans in the United States are non-funded and pay either (1) stated percentages of covered medically necessary expenses, after subtracting payments by Medicare or other providers and after stated deductibles have been met, or (2) fixed amounts of medical expense reimbursement.

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

## 11. PENSION PLANS AND OTHER POSTRETIREMENT BENEFITS (continued)

The following table provides the components of net periodic benefit cost for aggregated United States and non-United States Plans for the periods indicated (in millions):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Components of Net Periodic Benefit Cost | | | | |
| Service cost | $ - | $ - | $ 1 | $ 1 |
| Interest cost | 3 | 3 | 5 | 6 |
| Amortization of prior service cost | (1) | (1) | (2) | (2) |
| Amortization of actuarial gain | - | (1) | - | (1) |
| Net periodic benefit cost | $ 2 | $ 1 | $ 4 | $ 4 |

## 12. CONTINGENT LIABILITIES AND OTHER MATTERS

**Litigation**

The Company is involved in various legal proceedings relating to employment, product liability and other matters. The Company regularly reviews the status of these proceedings along with legal counsel. Liabilities for such items are recorded when it is probable that the liability has been incurred and when the amount of the liability can be reasonably estimated. Liabilities are adjusted when additional information becomes available. Management believes that the ultimate disposition of these matters will not have a material adverse effect on the Company s operations or financial condition taken as a whole.

**Environmental Matters**

We have been deemed by the Environmental Protection Agency ( EPA ) to be a Potentially Responsible Party ( PRP ) with respect to certain sites under the Comprehensive Environmental Response Compensation and Liability Act. We have also been deemed a PRP under similar state or local laws and in other instances other PRPs have brought suits against us as a PRP for contribution under such federal, state, or local laws. At June 30, 2013, we had environmental remediation liabilities as a PRP at 20 sites where we have a continuing legal obligation to either complete remedial actions or contribute to the completion of remedial actions as part of a group of PRPs. For these sites we estimate a reserve to reflect environmental liabilities that have been asserted or are probable of assertion, in which liabilities are probable and reasonably estimable. At June 30, 2013, our reserve for such liabilities was $6 million.

**Kearny, New Jersey Manufacturing Facility**

During the week of October 29, 2012, the Company experienced a flood at its Kearny, New Jersey manufacturing facility as a result of Hurricane Sandy. This facility is insured for property damage and business interruption losses related to such events, subject to deductibles and policy limits. For the three months ended June 30, 2013, the Company incurred $3 million (net of insurance proceeds) in losses related to clean

up activities and business interruption, of which $11 million of losses have been reported in Cost of Sales, partially offset by an $8 million net gain reported in Other (income) expenses, net on the Consolidated Statements of Earnings (Loss). For the six months ended June 30, 2013, the Company incurred $14 million (net of insurance proceeds) in losses related to clean up activities and business interruption, of which $22 million of losses have been reported in Cost of Sales, partially offset by an $8 million net gain reported in Other (income) expenses, net on the

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**12. CONTINGENT LIABILITIES AND OTHER MATTERS (continued)**

Consolidated Statements of Earnings (Loss). During the three months ended June 30, 2013, we received advances of $15 million that have been presented on the statement of cash flows as an investing activity based on the nature of the insured items. The Company believes that all costs/losses will be substantially covered by insurance. Also, the timing of any recoveries may result in expenses being taken in periods before the insurance receipts are recorded or received.

**13. STOCK COMPENSATION**

**2013 Stock Plan**

On April 18, 2013, the Company s stockholders approved the Owens Corning 2013 Stock Plan (the 2013 Stock Plan ) which replaced the 2010 Stock Plan. The 2013 Stock Plan authorizes grants of stock options, stock appreciation rights, restricted stock awards, restricted stock units, bonus stock awards and performance stock awards. Under the 2013 Stock Plan, 1.5 million shares of common stock may be granted in addition to the shares of Company common stock that rolled over from the 2010 Stock Plan as of April 18, 2013. Such shares of common stock include shares that were available but not granted, or which were granted but were not issued or delivered due to expiration, termination, cancellation or forfeiture of such awards. There will be no future grants made under the 2010 Stock Plan. At June 30, 2013 the number of shares remaining available under the 2013 Stock Plan for all stock awards was 3.4 million.

Stock Options

The Company has granted stock options under its stockholder approved stock plans. The Company calculates a weighted-average grant-date fair value using a Black-Scholes valuation model for options granted. Compensation expense for options is measured based on the fair market value of the option on the date of grant, and is recognized on a straight-line basis over a four year vesting period. In general, the exercise price of each option awarded was equal to the market price of the Company s common stock on the date of grant and an option s maximum term is 10 years. The volatility assumption was based on a benchmark study of our peers.

During the six months ended June 30, 2013, 329,800 stock options were granted with a weighted-average grant date fair value of $18.94. Assumptions used in the Company s Black-Scholes valuation model to estimate the grant date fair value were expected volatility of 45.3%, expected dividends of 0%, expected term of 6.25 years and a risk-free interest rate of 1.2%.

During the three and six months ended June 30, 2013, the Company recognized expense of $1 million and $2.5 million respectively, related to the Company s stock options. During the three and six months ended June 30, 2012, the Company recognized expense of $1 million and $2 million respectively, related to the Company s stock options. As of June 30, 2013, there was $10 million of total unrecognized compensation cost related to stock options. That cost is expected to be recognized over a weighted-average period of 2.86 years. The total aggregate intrinsic value of options outstanding as of June 30, 2013 and 2012 was $28 million and $11 million.

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**13. STOCK COMPENSATION (continued)**

The following table summarizes the Company s stock option activity for the six months ended June 30, 2013:

| | Six Months Ended June 30, 2013 | |
|---|---|---|
| | Number of Options | Weighted-Average Exercise Price |
| Beginning Balance | 3,025,220 | $ 27.78 |
| Granted | 329,800 | 42.16 |
| Exercised | (528,425) | 26.99 |
| Forfeited | (48,500) | 34.47 |
| Ending Balance | 2,778,095 | $ 29.52 |

The following table summarizes information about the Company s options outstanding and exercisable:

| | Options Outstanding | | | Options Exercisable | | |
|---|---|---|---|---|---|---|
| Range of Exercise Prices | Options Outstanding | Weighted-Average Remaining Contractual Life | Weighted-Average Exercise Price | Number Exercisable at June 30, 2013 | Weighted-Average Remaining Contractual Life | Weighted-Average Exercise Price |
| $13.89- $42.16 | 2,778,095 | 5.85 | $ 29.52 | 1,960,520 | 4.71 | $ 26.72 |

Restricted Stock Awards and Restricted Stock Units

The Company has granted restricted stock awards and restricted stock units (collectively referred to as restricted stock ) under its stockholder approved stock plans. Compensation expense for restricted stock is measured based on the market price of the stock at date of grant and is recognized on a straight-line basis over the four-year vesting period. Stock restrictions are subject to alternate vesting plans for death, disability, approved early retirement and involuntary termination, over various periods ending in 2017.

During the three and six months ended June 30, 2013 and 2012, the Company recognized expense of $4 million and $8 million respectively, related to the Company s restricted stock. As of June 30, 2013, there was $31 million of total unrecognized compensation cost related to restricted stock. That cost is expected to be recognized over a weighted-average period of 2.93 years. The total fair value of shares vested during the six months ended June 30, 2013 and 2012 was $15 million and $11 million, respectively.

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**13. STOCK COMPENSATION (continued)**

A summary of the status of the Company s plans that had restricted stock issued as of June 30, 2013, and changes during the six months ended June 30, 2013, are presented below:

| | Six Months Ended June 30, 2013 | |
|---|---|---|
| | Number of Shares | Weighted-Average Grant-Date Fair Value |
| Beginning Balance | 1,875,065 | $ 27.14 |
| Granted | 476,225 | 40.21 |
| Vested | (594,215) | 25.86 |
| Forfeited | (61,044) | 34.10 |
| Ending Balance | 1,696,031 | $ 31.01 |

Performance Stock Awards and Performance Stock Units

The Company has granted performance stock awards and performance stock units (collectively referred to as PSUs ) as a part of its long-term incentive plan. Outstanding grants issued in 2013 will be fully settled in stock and outstanding grants issued in 2011 and 2012 will be settled 50 percent in stock and 50 percent in cash. The amount of the stock and/or cash ultimately distributed is contingent on meeting various company or stockholder return goals.

Compensation expense for PSUs settled in stock is measured based on the grant date fair value and is recognized on a straight-line basis over the vesting period. Compensation expense for PSUs settled in cash is measured based on the fair value at the end of each quarter and is recognized on a straight-line basis over the vesting period. Vesting will be accelerated in the case of death or disability, and awards earned will be paid at the end of the three-year period.

In the first six months of 2013, the Company granted PSUs. The 2013 grants vest after a three-year period based on the Company s total stockholder return relative to the performance of the companies in the S&P 500 Index for the respective three-year period. The amount of stock distributed will vary from 0% to 200% of PSUs awarded depending on the relative stockholder return performance.

For all PSUs, respectively during the three and six months ended June 30, 2013, the Company recognized expense of $2 million and $6 million. During the three and six months ended June 30, 2012, the Company recognized income of $2 million and expense of $6 million, respectively, related to PSUs. As of June 30, 2013, there was $15 million of total unrecognized compensation cost related to PSUs. That cost is expected to be recognized over a weighted-average period of 1.97 years.

A summary of the status of the Company s plans that had issued PSUs as of June 30, 2013, and changes during the six months ended June 30, 2013, are presented below:

| | Six Months Ended June 30, 2013 | |
|---|---|---|
| | Number of PSUs | Weighted-Average Grant-Date Fair Value |
| Beginning Balance | 412,910 | $ 49.14 |
| Granted | 206,150 | 56.71 |
| Forfeited | (33,300) | 50.03 |
| Ending Balance | 585,760 | $ 51.75 |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**13. STOCK COMPENSATION (continued)**

**2013 Employee Stock Purchase Plan**

On April 18, 2013, the Company s stockholders approved the Owens Corning Employee Stock Purchase Plan ( ESPP ). The ESPP is a tax-qualified plan under Section 423 of the Internal Revenue Code. The purchase price of shares purchased under the ESPP is equal to 85% of the lower of the fair market value of shares of Owens Corning common stock at the beginning or ending of the offering period, which is a six-month period ending on May 31 and November 30 of each year. There are 2 million shares available for purchase under the ESPP as of its approval date. During the three and six months ended June 30, 2013, the Company had no significant expense related to the Company ESPP. As of June 30, 2013, there was $1 million of total unrecognized compensation cost related to the ESPP.

**14. EARNINGS (LOSS) PER SHARE**

The following table summarizes the number of shares outstanding as well as our basic and diluted earnings (loss) per-share (in millions, except per share amounts):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Net earnings (loss) attributable to Owens Corning | $ 49 | $ 39 | $ 71 | $ (7) |
| Weighted-average number of shares outstanding used for basic earnings per share | 119.1 | 120.8 | 118.8 | 120.9 |
| Non-vested restricted and performance shares | 0.7 | 0.4 | 0.6 | - |
| Options to purchase common stock | 0.6 | 0.3 | 0.5 | - |
| Weighted-average number of shares outstanding and common equivalent shares used for diluted earnings per share | 120.4 | 121.5 | 119.9 | 120.9 |
| Earnings (loss) per common share attributable to Owens Corning common stockholders: | | | | |
| Basic | $ 0.41 | $ 0.32 | $ 0.60 | $ (0.06) |
| Diluted | $ 0.41 | $ 0.32 | $ 0.59 | $ (0.06) |

Basic earnings (loss) per share is calculated by dividing earnings attributable to Owens Corning by the weighted-average number of shares of the Company s common stock outstanding during the period. Outstanding shares consist of issued shares less treasury stock.

On April 25, 2012, the Company announced a new share buy-back program under which the Company is authorized to repurchase up to 10 million shares of the Company s outstanding common stock (the 2012 Repurchase Program ). The 2012 Repurchase Program is in addition to

the share buy-back program announced August 4, 2010, (the 2010 Repurchase Program and collectively with the 2012 Repurchase Program, the Repurchase Programs ). The Repurchase Programs authorize the Company to repurchase shares through the open market, privately negotiated, or other transactions. The actual number of shares repurchased will depend on timing, market conditions and other factors and will be at the Company s discretion. During the six months ended June 30, 2013, no shares were repurchased under the Repurchase Programs. As of June 30, 2013, 10 million shares remain available for repurchase under the Repurchase Programs.

For the three and six months ended June 30, 2013, the number of shares used in the calculation of diluted earnings per share did not include 0.3 million non-vested restricted shares, 0.8 million options to purchase common stock, 17.5 million common equivalent shares from Series A Warrants or 7.8 million common equivalent shares from Series B Warrants due to their anti-dilutive effect.

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**14. EARNINGS (LOSS) PER SHARE (continued)**

For the three and six months ended June 30, 2012, the number of shares used in the calculation of diluted earnings per share did not include zero and 0.5 million non-vested restricted shares, 0.4 million and 0.7 million options to purchase common stock, 17.5 million common equivalent shares from Series A Warrants or 7.8 million common equivalent shares from Series B Warrants due to their anti-dilutive effect.

**15. FAIR VALUE MEASUREMENT**

**Items Measured at Fair Value**

The Company classifies and discloses assets and liabilities carried at fair value in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

The following table summarizes the fair values, and levels within the fair value hierarchy in which the fair value measurements fall, for assets and liabilities measured on a recurring basis as of June 30, 2013 (in millions):

| | Total Measured at Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---|---|---|---|---|
| **Liabilities:** | | | | |
| Derivative liabilities | $ 1 | $ - | $ 1 | $ - |
| Total liabilities | $ 1 | $ - | $ 1 | $ - |

The following table summarizes the fair values, and levels within the fair value hierarchy in which the fair value measurements fall, for assets and liabilities measured on a recurring basis as December 31, 2012 (in millions):

| | Total Measured at Fair | Quoted Prices in Active Markets for | Significant Other Observable | Significant Unobservable Inputs |
|---|---|---|---|---|

| | Value | Identical Assets (Level 1) | Inputs (Level 2) | (Level 3) |
|---|---|---|---|---|
| **Assets:** | | | | |
| Cash equivalents | $ 1 | $ 1 | $ - | $ - |
| Term deposits | 1 | 1 | - | - |
| Derivative assets | 1 | - | 1 | - |
| Total assets | $ 3 | $ 2 | $ 1 | $ - |
| **Liabilities:** | | | | |
| Derivative liabilities | $ (4) | $ - | $ (4) | $ - |
| Total liabilities | $ (4) | $ - | $ (4) | $ - |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**15. FAIR VALUE MEASUREMENT (continued)**

Cash equivalents and term deposits, by their nature, utilize Level 1 inputs in determining fair value. The term deposits are included in other current assets on the Consolidated Balance Sheets. The Company measures the value of its natural gas hedge contracts and foreign currency forward contracts using Level 2 inputs. The fair value of the Company s natural gas hedges is determined by a mark to market valuation based on forward curves using observable market prices and the fair value of its foreign currency forward contracts is determined using observable market transactions in over-the-counter markets.

**Items Disclosed at Fair Value**

Long-term notes receivable

The fair value has been calculated using the expected future cash flows discounted at market interest rates. The Company believes that the carrying amounts reasonably approximate the fair values of long-term notes receivable. Long-term notes receivable were $9 million and $53 million as of June 30, 2013, and December 31, 2012, respectively. The decline in the fair value of long-term notes receivable was due to the reclassification of a receivable to other current assets related to the 2011 sale of our Stone business.

Long-term debt

The fair value of the Company s long-term debt has been calculated based on quoted market prices for the same or similar issues, or on the current rates offered to the Company for debt of the same remaining maturities.

As of June 30, 2013, and December 31, 2012, respectively, the Company s 6.50% senior notes due 2016 were trading at approximately 113% and 112% of par value, the 9.00% senior notes due 2019 were trading at approximately 122% and 127% of par value, the 4.2% senior notes due 2022 were trading at approximately 97% and 102% of par value, and the 7.00% senior notes due 2036 were trading at approximately 107% and 109% of par value.

At June 30, 2013, and December 31, 2012, the Company determined that the book value of the remaining long-term debt instruments approximates market value. This approach, using level 1 inputs and utilizing indicative market rates for a new debt issuance, approximated the fair value of the remaining long-term debt at $444 million and $268 million respectively.

**16. INCOME TAXES**

Income tax expense for the three and six months ended June 30, 2013, was $39 million and $45 million, respectively. For the second quarter and year-to-date 2013, the Company s effective tax rate was 44 percent and 39 percent, respectively. For both periods, the difference between the effective tax rate and the statutory rate of 35 percent is primarily attributable to the tax accounting treatment related to various locations which are currently in a loss position.

Income tax expense for the three and six months ended June 30, 2012, was $17 million and $22 million, respectively. For the second quarter and year-to-date 2012, the Company s effective tax rate was 30 percent and 129 percent, respectively. For both periods, the difference between the effective tax rate and the statutory rate of 35 percent is primarily attributable to the tax accounting treatment related to various locations which are currently in a loss position and various tax planning initiatives.

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**17. CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME**

The following table summarizes the changes in accumulated other comprehensive income ( AOCI ) (in millions):

| | Cash Flow Hedge Activity | Defined Benefit Pension Plan Activity | OCI Valuation Allowance activity | Foreign Currency Translation Adjustment | Total |
|---|---|---|---|---|---|
| Balance as of December 31, 2012, net of tax | $ (1) | $ (279) | $ (114) | $ 30 | $ (364) |
| Amounts classified into AOCI, net of tax | (1) | 2 | 1 | (45) | (43) |
| Amounts reclassified from AOCI, net of tax | 1 | 7 | - | - | 8 |
| Change in AOCI, net of tax | - | 9 | 1 | (45) | (35) |
| Balance as of June 30, 2013, net of tax | $ (1) | $ (270) | $ (113) | $ (15) | $ (399) |

**18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS**

The following Condensed Consolidating Financial Statements present the financial information required with respect to those entities which guarantee certain of the Company s debt. The Condensed Consolidating Financial Statements are presented on the equity method. Under this method, the investments in subsidiaries are recorded at cost and adjusted for the Company s share of the subsidiaries cumulative results of operations, capital contributions, distributions and other equity changes. The principal elimination entries eliminate investment in subsidiaries and intercompany balances and transactions.

**Guarantor and Nonguarantor Financial Statements**

The Senior Notes and the Senior Revolving Credit Facility are guaranteed, fully, unconditionally and jointly and severally, by each of Owens Corning s current and future 100% owned material domestic subsidiaries that is a borrower or a guarantor under Owens Corning s Credit Agreement, which permits changes to the named guarantors in certain situations (collectively, the Guarantor Subsidiaries ). The remaining subsidiaries have not guaranteed the Senior Notes and the Senior Revolving Credit Facility (collectively, the Nonguarantor Subsidiaries ).

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (continued)**

**OWENS CORNING AND SUBSIDIARIES**

**CONSOLIDATING STATEMENT OF EARNINGS (LOSS)**

**FOR THE THREE MONTHS ENDED JUNE 30, 2013**

**(in millions)**

| | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| NET SALES | $ - | 957 | 501 | (111) | 1,347 |
| COST OF SALES | (2) | 768 | 425 | (111) | 1,080 |
| Gross margin | 2 | 189 | 76 | - | 267 |
| OPERATING EXPENSES | 1 | 1 | | | 2 |
| Marketing and administrative expenses | 31 | 67 | 36 | - | 134 |
| Science and technology expenses | - | 16 | 4 | - | 20 |
| Charges related to cost reduction actions | - | - | 1 | - | 1 |
| Other (income) expenses, net | (6) | (8) | 8 | - | (6) |
| Total operating expenses | 25 | 75 | 49 | - | 149 |
| **EARNINGS BEFORE INTEREST AND TAXES** | (23) | 114 | 27 | - | 118 |
| Interest expense, net | 27 | 1 | 1 | - | 29 |
| **EARNINGS BEFORE TAXES** | (50) | 113 | 26 | - | 89 |
| Less: Income tax expense | (19) | 40 | 18 | - | 39 |
| Equity in net earnings of subsidiaries | 80 | 7 | - | (87) | - |
| **NET EARNINGS (LOSS)** | 49 | 80 | 8 | (87) | 50 |
| Less: Net earnings attributable to noncontrolling interest | - | - | 1 | - | 1 |
| **NET EARNINGS (LOSS) ATTRIBUTABLE TO OWENS CORNING** | $ 49 | $ 80 | $ 7 | $ (87) | $ 49 |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (continued)**

**OWENS CORNING AND SUBSIDIARIES**

**CONSOLIDATING STATEMENT OF EARNINGS (LOSS)**

**FOR THE THREE MONTHS ENDED JUNE 30, 2012**

**(in millions)**

| | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| NET SALES | $ - | $ 989 | $ 508 | $ (106) | $ 1,391 |
| COST OF SALES | 1 | 792 | 465 | (106) | 1,152 |
| Gross margin | (1) | 197 | 43 | - | 239 |
| OPERATING EXPENSES | 1 | 1 | 1 | 1 | |
| Marketing and administrative expenses | 28 | 64 | 36 | - | 128 |
| Science and technology expenses | - | 17 | 4 | - | 21 |
| Charges related to cost reduction actions | - | - | 2 | - | 2 |
| Other (income) expenses, net | (11) | 2 | 12 | - | 3 |
| Total operating expenses | 17 | 83 | 54 | - | 154 |
| **EARNINGS BEFORE INTEREST AND TAXES** | (18) | 114 | (11) | - | 85 |
| Interest expense, net | 24 | 2 | 2 | - | 28 |
| **EARNINGS BEFORE TAXES** | (42) | 112 | (13) | - | 57 |
| Less: Income tax expense | (17) | 33 | 1 | - | 17 |
| Equity in net earnings of subsidiaries | 64 | (15) | - | (49) | - |
| **NET EARNINGS (LOSS)** | 39 | 64 | (14) | (49) | 40 |
| Less: Net earnings attributable to noncontrolling interest | - | - | 1 | - | 1 |
| **NET EARNINGS (LOSS) ATTRIBUTABLE TO OWENS CORNING** | **$** 39 | $ 64 | $ (15) | $ (49) | $ 39 |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (continued)**

**OWENS CORNING AND SUBSIDIARIES**

**CONSOLIDATING STATEMENT OF EARNINGS (LOSS)**

**FOR THE SIX MONTHS ENDED JUNE 30, 2013**

**(in millions)**

| | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| NET SALES | $ - | $ 1,951 | $ 954 | $ (208) | $ 2,697 |
| COST OF SALES | (4) | 1,601 | 828 | (208) | 2,217 |
| Gross margin | 4 | 350 | 126 | - | 480 |
| OPERATING EXPENSES | | | | | |
| Marketing and administrative expenses | 64 | 134 | 69 | - | 267 |
| Science and technology expenses | - | 30 | 8 | - | 38 |
| Charges related to cost reduction actions | - | - | 2 | - | 2 |
| Other (income) expenses, net | (7) | (4) | 9 | - | (2) |
| Total operating expenses | 57 | 160 | 88 | - | 305 |
| **EARNINGS BEFORE INTEREST AND TAXES** | (53) | 190 | 38 | - | 175 |
| Interest expense, net | 54 | 1 | 3 | - | 58 |
| **EARNINGS BEFORE TAXES** | (107) | 189 | 35 | - | 117 |
| Less: Income tax expense | (41) | 59 | 27 | - | 45 |
| Equity in net earnings of subsidiaries | 137 | 7 | - | (144) | - |
| **NET EARNINGS (LOSS)** | 71 | 137 | 8 | (144) | 72 |
| Less: Net earnings attributable to noncontrolling interest | - | - | 1 | - | 1 |
| **NET EARNINGS (LOSS) ATTRIBUTABLE TO OWENS CORNING** | **$** 71 | $ 137 | $ 7 | $ (144) | $ 71 |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (continued)**

**OWENS CORNING AND SUBSIDIARIES**

**CONSOLIDATING STATEMENT OF EARNINGS (LOSS)**

**FOR THE SIX MONTHS ENDED JUNE 30, 2012**

**(in millions)**

| | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| NET SALES | $ - | $ 1,951 | $ 976 | $ (190) | $ 2,737 |
| COST OF SALES | 3 | 1,612 | 887 | (190) | 2,312 |
| Gross margin | (3) | 339 | 89 | - | 425 |
| OPERATING EXPENSES | | | | | 1 |
| Marketing and administrative expenses | 62 | 132 | 71 | - | 265 |
| Science and technology expenses | - | 32 | 8 | - | 40 |
| Charges related to cost reduction actions | - | - | 36 | - | 36 |
| Other (income) expenses, net | (19) | 10 | 20 | - | 11 |
| Total operating expenses | 43 | 174 | 135 | - | 352 |
| **EARNINGS BEFORE INTEREST AND TAXES** | (46) | 165 | (46) | - | 73 |
| Interest expense, net | 49 | 2 | 5 | - | 56 |
| **EARNINGS BEFORE TAXES** | (95) | 163 | (51) | - | 17 |
| Less: Income tax expense | (36) | 45 | 13 | - | 22 |
| Equity in net earnings of subsidiaries | 52 | (66) | - | 14 | - |
| **NET EARNINGS (LOSS)** | (7) | 52 | (64) | 14 | (5) |
| Less: Net earnings attributable to noncontrolling interest | - | - | 2 | - | 2 |
| **NET EARNINGS (LOSS) ATTRIBUTABLE TO OWENS CORNING** | **$** (7) | $ 52 | $ (66) | $ 14 | $ (7) |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (continued)**

**OWENS CORNING AND SUBSIDIARIES**

**CONSOLIDATING STATEMENT OF COMPREHENSIVE EARNINGS (LOSS)**

**FOR THE THREE MONTHS ENDED JUNE 30, 2013**

**(in millions)**

| | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **NET EARNINGS** | $ 49 | $ 80 | $ 8 | $ (87) | $ 50 |
| Currency translation adjustment | (24) | - | - | - | (24) |
| Pension and other postretirement adjustment (net of tax) | 7 | - | - | - | 7 |
| Deferred income (loss) on hedging (net of tax) | (2) | - | - | - | (2) |
| **COMPREHENSIVE EARNINGS (LOSS)** | 30 | 80 | 8 | (87) | 31 |
| Less: Comprehensive earnings attributable to noncontrolling interest | - | - | 1 | - | 1 |
| **COMPREHENSIVE EARNINGS (LOSS) ATTRIBUTABLE TO OWENS CORNING** | **$** 30 | $ 80 | $ 7 | $ (87) | $ 30 |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (continued)**

**OWENS CORNING AND SUBSIDIARIES**

**CONSOLIDATING STATEMENT OF COMPREHENSIVE EARNINGS (LOSS)**

**FOR THE THREE MONTHS ENDED JUNE 30, 2012**

**(in millions)**

| | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **NET EARNINGS** | $ 39 | $ 64 | $ (14) | $ (49) | $ 40 |
| Currency translation adjustment | (43) | - | - | - | (43) |
| Pension and other postretirement adjustment (net of tax) | - | - | - | - | - |
| Deferred income (loss) on hedging (net of tax) | 3 | - | - | - | 3 |
| **COMPREHENSIVE EARNINGS (LOSS)** | (1) | 64 | (14) | (49) | - |
| Less: Comprehensive earnings attributable to noncontrolling interest | - | - | 1 | - | 1 |
| **COMPREHENSIVE EARNINGS (LOSS) ATTRIBUTABLE TO OWENS CORNING** | **$** (1) | **$** 64 | **$** (15) | **$** (49) | $ (1) |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (continued)**

**OWENS CORNING AND SUBSIDIARIES**

**CONSOLIDATING STATEMENT OF COMPREHENSIVE EARNINGS (LOSS)**

**FOR THE SIX MONTHS ENDED JUNE 30, 2013**

**(in millions)**

| | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **NET EARNINGS (LOSS)** | $ 71 | $ 137 | $ 8 | $ (144) | $ 72 |
| Currency translation adjustment | (45) | - | - | - | (45) |
| Pension and other postretirement adjustment (net of tax) | 9 | - | - | - | 9 |
| Deferred income (loss) on hedging (net of tax) | - | - | - | - | 1 |
| **COMPREHENSIVE EARNINGS (LOSS)** | 35 | 137 | 8 | (144) | 36 |
| Less: Comprehensive earnings attributable to noncontrolling interest | - | - | 1 | - | 1 |
| **COMPREHENSIVE EARNINGS (LOSS) ATTRIBUTABLE TO OWENS CORNING** | **$** 35 | $ 137 | $ 7 | $ (144) | $ 35 |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (continued)**

**OWENS CORNING AND SUBSIDIARIES**

**CONSOLIDATING STATEMENT OF COMPREHENSIVE EARNINGS (LOSS)**

**FOR THE SIX MONTHS ENDED JUNE 30, 2012**

**(in millions)**

| | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **NET EARNINGS** | $ (7) | $ 52 | $ (64) | $ 14 | $ (5) |
| Currency translation adjustment | (19) | - | - | - | (19) |
| Pension and other postretirement adjustment (net of tax) | (1) | -0.1 | - | - | (1) |
| Deferred income (loss) on hedging (net of tax) | 1 | - | - | - | 1 |
| **COMPREHENSIVE EARNINGS (LOSS)** | (26) | 52 | (64) | 14 | (24) |
| Less: Comprehensive earnings attributable to noncontrolling interest | -0.1 | - | 2 | - | 2 |
| **COMPREHENSIVE EARNINGS (LOSS) ATTRIBUTABLE TO OWENS CORNING** | **$** (26) | $ 52 | $ (66) | $ 14 | $ (26) |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (continued)**

**OWENS CORNING AND SUBSIDIARIES**

**CONDENSED CONSOLIDATING BALANCE SHEET**

**AS OF JUNE 30, 2013**

**(in millions)**

| ASSETS | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| CURRENT ASSETS | | | | | |
| Cash and cash equivalents | $ - | $ 2 | $ 70 | $ - | $ 72 |
| Receivables, net | - | - | 789 | - | 789 |
| Due from affiliates | - | 2,611 | - | (2,611) | - |
| Inventories | - | 493 | 327 | - | 820 |
| Other current assets | 72 | 80 | 93 | - | 245 |
| Total current assets | 72 | 3,186 | 1,279 | (2,611) | 1,926 |
| Investment in subsidiaries | 7,014 | 2,471 | 558 | (10,043) | - |
| Due from affiliates | - | 63 | 928 | (991) | - |
| Property, plant and equipment, net | 372 | 1,264 | 1,245 | - | 2,881 |
| Goodwill | - | 1,068 | 99 | - | 1,167 |
| Intangible assets | - | 1,016 | 297 | (262) | 1,051 |
| Deferred income taxes | 53 | 493 | 15 | - | 561 |
| Other non-current assets | 19 | 69 | 111 | - | 199 |
| **TOTAL ASSETS** | $ 7,530 | $ 9,630 | $ 4,532 | $ (13,907) | $ 7,785 |
| **LIABILITIES AND EQUITY** | | | | | |
| CURRENT LIABILITIES | | | | | |
| Accounts payable and accrued liabilities | $ 7 | $ 583 | $ 328 | $ - | $ 918 |
| Due to affiliates | 1,446 | - | 1,165 | (2,611) | - |
| Short-term debt | - | 14 | 7 | - | 21 |
| Long-term debt current portion | - | 2 | 1 | - | 3 |
| Total current liabilities | 1,453 | 599 | 1,501 | (2,611) | 942 |
| Long-term debt, net of current portion | 1,988 | 28 | 234 | - | 2,250 |
| Due to affiliates | - | 928 | 63 | (991) | - |

| | | | | | |
|---|---|---|---|---|---|
| Pension plan liability | 321 | - | 134 | - | 455 |
| Other employee benefits liability | - | 249 | 18 | - | 267 |
| Deferred income taxes | - | - | 35 | - | 35 |
| Other liabilities | 175 | 254 | 40 | (262) | 207 |
| OWENS CORNING STOCKHOLDERS EQUITY | | | | | |
| Preferred stock | - | - | - | - | - |
| Common stock | 1 | - | - | - | 1 |
| Additional paid in capital | 3,953 | 6,542 | 2,038 | (8,580) | 3,953 |
| Accumulated earnings (deficit) | 522 | 1,030 | 433 | (1,463) | 522 |
| Accumulated other comprehensive deficit | (399) | - | - | - | (399) |
| Cost of common stock in treasury | (484) | - | - | - | (484) |
| Total Owens Corning stockholders equity | 3,593 | 7,572 | 2,471 | (10,043) | 3,593 |
| Noncontrolling interest | - | - | 36 | - | 36 |
| Total equity | 3,593 | 7,572 | 2,507 | (10,043) | 3,629 |
| **TOTAL LIABILITIES AND EQUITY** | $ 7,530 | $ 9,630 | $ 4,532 | $ (13,907) | $ 7,785 |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (continued)**

**OWENS CORNING AND SUBSIDIARIES**

**CONDENSED CONSOLIDATING BALANCE SHEET**

**AS OF DECEMBER 31, 2012**

**(in millions)**

| ASSETS | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| CURRENT ASSETS | | | | | |
| Cash and cash equivalents | $ - | $ 3 | $ 52 | $ - | $ 55 |
| Receivables, less allowances | - | - | 600 | - | 600 |
| Due from affiliates | - | 2,528 | - | (2,528) | - |
| Inventories | - | 473 | 313 | - | 786 |
| Other current assets | 5 | 75 | 96 | - | 176 |
| Total current assets | 5 | 3,079 | 1,061 | (2,528) | 1,617 |
| Investment in subsidiaries | 6,877 | 2,489 | 558 | (9,924) | - |
| Due from affiliates | - | 65 | 1,022 | (1,087) | - |
| Property, plant and equipment, net | 374 | 1,294 | 1,235 | - | 2,903 |
| Goodwill | - | 1,068 | 75 | - | 1,143 |
| Intangible assets | - | 939 | 302 | (196) | 1,045 |
| Deferred income taxes | 54 | 525 | 25 | - | 604 |
| Other non-current assets | 62 | 74 | 120 | - | 256 |
| **TOTAL ASSETS** | $ 7,372 | $ 9,533 | $ 4,398 | $ (13,735) | $ 7,568 |
| **LIABILITIES AND EQUITY** | | | | | |
| CURRENT LIABILITIES | | | | | |
| Accounts payable and accrued liabilities | $ 8 | $ 620 | $ 279 | $ - | $ 907 |
| Due to affiliates | 1,419 | - | 1,109 | (2,528) | - |
| Short-term debt | - | - | 5 | - | 5 |
| Long-term debt current portion | - | 2 | 2 | - | 4 |
| Total current liabilities | 1,427 | 622 | 1,395 | (2,528) | 916 |
| Long-term debt, net of current portion | 1,884 | 28 | 164 | - | 2,076 |
| Due to affiliates | - | 1,022 | 65 | (1,087) | - |

| | | | | | |
|---|---|---|---|---|---|
| Pension plan liability | 331 | - | 149 | - | 480 |
| Other employee benefits liability | - | 254 | 20 | - | 274 |
| Deferred income taxes | - | - | 38 | - | 38 |
| Other liabilities | 192 | 172 | 41 | (196) | 209 |
| OWENS CORNING STOCKHOLDERS EQUITY | | | | | |
| Preferred stock | - | - | - | - | - |
| Common stock | 1 | - | - | - | 1 |
| Additional paid in capital | 3,925 | 6,541 | 2,062 | (8,603) | 3,925 |
| Accumulated earnings | 451 | 894 | 427 | (1,321) | 451 |
| Accumulated other comprehensive deficit | (364) | - | - | - | (364) |
| Cost of common stock in treasury | (475) | - | - | - | (475) |
| Total Owens Corning stockholders equity | 3,538 | 7,435 | 2,489 | (9,924) | 3,538 |
| Noncontrolling interests | - | - | 37 | - | 37 |
| Total equity | 3,538 | 7,435 | 2,526 | (9,924) | 3,575 |
| **TOTAL LIABILITIES AND EQUITY** | $ 7,372 | $ 9,533 | $ 4,398 | $ (13,735) | $ 7,568 |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (continued)**

**OWENS CORNING AND SUBSIDIARIES**

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**

**FOR THE SIX MONTHS ENDED JUNE 30, 2013**

**(in millions)**

| | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| NET CASH FLOW USED FOR OPERATING ACTIVITIES | $ (60) | $ (65) | $ 113 | $ - | $ (12) |
| NET CASH FLOW USED FOR INVESTING ACTIVITIES | | | | | |
| Additions to plant and equipment | (3) | (35) | (87) | - | (125) |
| Investment in subsidiaries and affiliates, net of cash acquired | - | (41) | (11) | - | (52) |
| Proceeds from Hurricane Sandy insurance claims | - | 15 | - | | 15 |
| Proceeds from the sale of assets or affiliates | - | - | - | -1 | - |
| Net cash flow used for investing activities | (3) | (61) | (98) | - | (162) |
| NET CASH FLOW PROVIDED BY FINANCING ACTIVITIES | | | | | |
| Proceeds from senior revolving credit and receivables securitization facilities | 701 | - | 98 | - | 799 |
| Payments on senior revolving credit and receivables securitization facilities | (594) | - | (27) | - | (621) |
| Payments on long-term debt | - | - | (1) | - | (1) |
| Net increase (decrease) in short-term debt | - | 14 | 1 | - | 15 |
| Purchases of treasury stock | (9) | - | - | - | (9) |
| Other intercompany loans | (46) | 111 | (65) | - | - |
| Other | 11 | - | - | - | 11 |
| Net cash flow provided by financing activities | 63 | 125 | 6 | - | 194 |
| Effect of exchange rate changes on cash | - | - | (3) | - | (3) |
| Net increase in cash and cash equivalents | - | (1) | 18 | - | 17 |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Cash and cash equivalents at beginning of period | | - | | 3 | | 52 | | - | | 55 |
| **CASH AND CASH EQUIVALENTS AT END OF PERIOD** | $ | - | $ | 2 | $ | 70 | $ | - | $ | 72 |

**OWENS CORNING AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(unaudited)**

**18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (continued)**

**OWENS CORNING AND SUBSIDIARIES**

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**

**FOR THE SIX MONTHS ENDED JUNE 30, 2012**

**(in millions)**

| | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| NET CASH FLOW USED FOR OPERATING ACTIVITIES | $ (59) | $ (72) | $ 91 | $ - | $ (40) |
| NET CASH FLOW USED FOR INVESTING ACTIVITIES | | | | | |
| Additions to plant and equipment | (9) | (87) | (67) | - | (163) |
| Proceeds from the sale of assets or affiliates | - | - | 7 | - | 7 |
| Net cash flow used for investing activities | (9) | (87) | (60) | - | (156) |
| NET CASH FLOW PROVIDED BY FINANCING ACTIVITIES | | | | | |
| Proceeds from senior revolving credit and receivables securitization facilities | 826 | - | 107 | - | 933 |
| Payments on senior revolving credit and receivables securitization facilities | (595) | - | (53) | - | (648) |
| Payments on long-term debt | (4) | - | (2) | - | (6) |
| Net increase (decrease) in short-term debt | (8) | 1 | 3 | - | (4) |
| Purchase of treasury stock | (82) | - | - | - | (82) |
| Other intercompany loans | (75) | 158 | (83) | - | - |
| Other | 6 | - | - | - | 6 |
| Net cash flow provided by financing activities | 68 | 159 | (28) | - | 199 |
| Effect of exchange rate changes on cash | - | - | (1) | - | (1) |
| Net increase (decrease) in cash and cash equivalents | - | - | 2 | - | 2 |
| Cash and cash equivalents at beginning of period | - | - | 52 | - | 52 |
| | $ - | $ - | $ 54 | $ - | $ 54 |

**CASH AND CASH EQUIVALENTS AT END OF PERIOD**

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*This Management s Discussion and Analysis ( MD&A ) is intended to help the reader understand Owens Corning, our operations and our present business environment. MD&A is provided as a supplement to, and should be read in conjunction with, our Consolidated Financial Statements and the accompanying Notes thereto contained in this report. Unless the context requires otherwise, the terms Owens Corning, Company, we and our in this report refer to Owens Corning and its subsidiaries.*

**GENERAL**

Owens Corning is a leading global producer of glass fiber reinforcements and other materials for composites and of residential and commercial building materials. The Company s business operations fall within two reportable segments, Composites and Building Materials. Composites includes our Reinforcements and Downstream businesses. Building Materials includes our Insulation and Roofing businesses. Through these lines of business, we manufacture and sell products worldwide. We maintain leading market positions in many of our major product categories.

**EXECUTIVE OVERVIEW**

We reported $118 million in earnings before interest and taxes ( EBIT ) for the second quarter 2013. We generated $124 million in adjusted earnings before interest and taxes ( Adjusted EBIT ) for the second-quarter 2013. Second quarter EBIT in our Building Materials segment increased by $13 million and EBIT in our Composites segment declined by $2 million compared to the same period in 2012.

Restructuring actions initiated in 2012 represented $3 million of the amount adjusted out of reported EBIT to arrive at adjusted EBIT, with the majority of the charges related to the repositioning of our European assets in our Composites business. We have also adjusted out $3 million of net losses related to a flood that occurred during October of 2012 in our Kearny, New Jersey roofing manufacturing facility as a result of Hurricane Sandy. The Company believes related costs and business interruption losses will be substantially covered by insurance. There has been little impact to our customers as we continue to service all customers through our regional manufacturing network. See below for further information regarding adjusted EBIT, including the reconciliation to net earnings attributable to Owens Corning.

In our Composites segment, EBIT in the second quarter 2013 was $32 million compared to $34 million in the same period in 2012. The decline was primarily driven by unfavorable mix and inflation, partially offset by improved capacity utilization.

In our Building Materials segment, EBIT in the second quarter 2013 was $120 million, compared to $107 million in the same period in 2012. In our Roofing business, EBIT declined $7 million due to lower sales volumes, which was partially offset by the impact of higher selling prices in the quarter. Our Insulation business delivered its first profitable second quarter since 2008 and increased EBIT $20 million compared to the same period in 2012 on higher selling prices and sales volumes.

We maintain a strong balance sheet with ample liquidity. We have access to an $800 million senior revolving credit facility with a July 2016 maturity date and a $250 million receivables securitization facility with a December 2014 maturity date. We have no other significant debt maturities before 2016.

Due to the normal seasonality of our business, we typically have negative cash flow from operations for the first half of the year. Year-to-date 2013, we used $12 million in cash flow from operating activities compared to a use of $40 million in the same period of 2012. This improvement was primarily from improved earnings, partially offset by increased investment in working capital.

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

**RESULTS OF OPERATIONS**

**Consolidated Results (in millions)**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Net sales | $ 1,347 | $ 1,391 | $ 2,697 | $ 2,737 |
| Gross margin | $ 267 | $ 239 | $ 480 | $ 425 |
| *% of net sales* | *20%* | *17%* | *18%* | *16%* |
| Charges related to cost reduction actions | $ 1 | 2 | $ 2 | $ 36 |
| Earnings before interest and taxes | $ 118 | $ 85 | $ 175 | $ 73 |
| Interest expense, net | $ 29 | $ 28 | $ 58 | $ 56 |
| Income tax expense | $ 39 | $ 17 | $ 45 | $ 22 |
| Net earnings (loss) attributable to Owens Corning | $ 49 | $ 39 | $ 71 | $ (7) |

The Consolidated Results discussion below provides a summary of our results and the trends affecting our business, and should be read in conjunction with the more detailed Segment Results discussion that follows.

NET SALES

Net sales were $44 million lower in the second quarter of 2013 and $40 million lower in the first half of 2013 compared to the same periods in 2012 primarily due to lower sales volumes and unfavorable mix in our Roofing business, partially offset by higher volumes in our Insulation business.

GROSS MARGIN

Gross margin as a percentage of sales was higher in both the second quarter and year-to-date comparisons. In the second quarter, the increase was due primarily to higher Roofing and Insulation contribution margins. For the first half, the higher Roofing and Insulation contribution margins were partially offset by inflation in our Composites segment. In addition, gross margin included $11 million and $22 million of charges in the second quarter and first half of 2013, respectively, resulting from net losses related to Hurricane Sandy. Gross margin also included $2 million and $10 million of charges in the second quarter and first half of 2013, respectively resulting from our 2012 restructuring actions. This compares to $30 million and $51 million of charges in the second quarter and first half of 2012, respectively, related to our 2012 restructuring actions.

CHARGES RELATED TO COST REDUCTION ACTIONS

During 2012, we took actions to improve the competitive position of our global Composites manufacturing network through the closure or optimization of certain facilities, with our most significant actions taking place in France, Spain and Italy. These actions were primarily due to market conditions that led to lower capacity requirements within the European region. As a result of these actions, in addition to the charges recorded in cost of sales discussed above, we recognized $1 million and $2 million in severance charges for the second quarter and year-to-date 2013, respectively, compared to $2 million and $36 million for the second quarter and year-to-date 2012, respectively. The total charges related to cost reduction actions and related items for the second quarter and year-to-date 2013 were $3 million and $12 million, respectively, compared to $32 million and $87 million for the second quarter and year-to-date 2012, respectively.

EARNINGS BEFORE INTEREST AND TAXES

EBIT increased by $33 million for the second quarter 2013 compared to the same period in 2012. Second quarter EBIT in our Building Materials segment increased by $13 million and second quarter EBIT in our Composites segment decreased by $2 million compared to the same period in 2012. Corporate EBIT losses for the second quarter decreased by $22 million, due primarily to the lower charges related to cost reduction actions and related items discussed above, compared to the same period in 2012. In addition, corporate EBIT included an $8 million net gain in Other (income) expense, net for both the three and six month period ended June 30, 2013, for Hurricane Sandy related expense and insurance proceeds.

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

For the first half of 2013, EBIT increased by $102 million compared to the same period in 2012. First half EBIT in our Building Materials segment increased by $62 million and first half EBIT in our Composites segment decreased by $16 million compared to the same period in 2012. Corporate EBIT losses for the first half decreased by $56 million, due primarily to the lower charges related to cost reduction actions and related items discussed above, compared to the same period in 2012.

INTEREST EXPENSE, NET

Year-to-date 2013 interest expense was higher than in 2012 due primarily to higher average borrowing levels.

INCOME TAX EXPENSE

Income tax expense for the three and six months ended June 30, 2013, was $39 million and $45 million, respectively. For the second quarter and year-to-date 2013, the Company s effective tax rate was 44 percent and 39 percent, respectively. For both periods, the difference between the effective tax rate and the statutory rate of 35 percent is primarily attributable to the tax accounting treatment related to various locations which are currently in a loss position.

We estimate that the effective tax rate on adjusted earnings for the full year 2013 will be about 25 percent to 28 percent. The difference between the effective tax rate of 25 percent to 28 percent and the statutory rate of 35 percent is primarily attributable to lower foreign tax rates and various tax planning initiatives.

The Company is currently under U.S. federal tax examination for the 2008 through 2010 tax years. The examination is expected to be completed by the end of 2013. The Company believes that its reserves for uncertain tax positions are adequately stated as of June 30, 2013.

**Adjusted Earnings Before Interest and Taxes ( Adjusted EBIT )**

Adjusted EBIT excludes certain items that management does not allocate to our segment results because it believes they are not a result of the Company s current operations. Adjusted EBIT is used internally by the Company for various purposes, including reporting results of operations to the Board of Directors of the Company, analysis of performance and related employee compensation measures. Although management believes that these adjustments result in a measure that provides a useful representation of our operational performance, the adjusted measure should not be considered in isolation or as a substitute for net earnings (loss) attributable to Owens Corning as prepared in accordance with accounting principles generally accepted in the United States.

Adjusting items are shown in the table below (in millions):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Charges related to cost reduction actions and related items | $ (3) | $ (32) | $ (12) | $ (87) |
| Loss related to Hurricane Sandy | (3) | - | (14) | - |
| Total adjusting items | $ (6) | $ (32) | $ (26) | $ (87) |

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

The reconciliation from net earnings attributable to Owens Corning to Adjusted EBIT is shown in the table below (in millions):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| NET EARNINGS (LOSS) ATTRIBUTABLE TO OWENS CORNING | $ 49 | $ 39 | $ 71 | $ (7) |
| Less: Net earnings attributable to noncontrolling interests | 1 | 1 | 1 | 2 |
| NET EARNINGS (LOSS) | 50 | 40 | 72 | (5) |
| Equity in net earnings of affiliates | - | - | - | - |
| Income tax expense | 39 | 17 | 45 | 22 |
| EARNINGS BEFORE TAXES | 89 | 57 | 117 | 17 |
| Interest expense, net | 29 | 28 | 58 | 56 |
| EARNINGS BEFORE INTEREST AND TAXES | 118 | 85 | 175 | 73 |
| Less: adjusting items from above | (6) | (32) | (26) | (87) |
| ADJUSTED EBIT | $ 124 | $ 117 | $ 201 | $ 160 |

**Segment Results**

EBIT by segment consists of net sales less related costs and expenses and are presented on a basis that is used internally for evaluating segment performance. Certain items, such as general corporate expenses or income and certain other expense or income items, are excluded from the internal evaluation of segment performance. Accordingly, these items are not reflected in EBIT for our reportable segments and are included in the Corporate, Other and Eliminations category, which is presented following the discussion of our reportable segments.

***Composites***

The table below provides a summary of net sales, EBIT and depreciation and amortization expense for the Composites segment (in millions):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| **Net sales** | $ 472 | $ 498 | $ 931 | $ 974 |
| *% change from prior year* | *-5%* | *-6%* | *-4%* | *-5%* |
| **EBIT** | $ 32 | $ 34 | $ 41 | $ 57 |
| *EBIT as a % of net sales* | *7%* | *7%* | *4%* | *6%* |
| **Depreciation and amortization expense** | $ 34 | $ 31 | $ 66 | $ 61 |

NET SALES

Second quarter and year-to-date net sales in our Composites business decreased $26 million and $43 million, respectively, compared to the same periods in 2012. For the second-quarter, the decline in sales was driven about equally by unfavorable mix, lower sales volumes and the impact of

translating sales denominated in foreign currencies into United States dollars. For the first half, overall sales volumes were relatively flat and unfavorable mix and the impact of translating sales denominated in foreign currencies into United States dollars were the primary drivers of the decline. Selling prices stabilized in the second quarter after having a small unfavorable impact in the first quarter of 2013.

EBIT

EBIT in our Composites business decreased $2 million and $16 million, respectively, for the second quarter and year-to-date 2013 compared to the same periods in 2012. For the quarter, the decline in EBIT was driven primarily by $8 million in unfavorable mix and inflation, partially offset by improved capacity utilization. For the year-to-date comparison, about half of the decline in EBIT was driven by inflation with the remaining decline driven equally by unfavorable mix and slightly lower selling prices.

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

OUTLOOK

Global glass reinforcements market demand has grown on average with global industrial production and we believe this relationship will continue. In the second quarter, global glass reinforcements market demand continued to grow less than the historical average of five percent. Based on the outlook for global industrial production, we expect the market will continue to grow for the remainder of 2013 although again at a rate below the five percent historical average. We continue to expect that the benefits of our asset transformation, increased utilization of our low-cost asset base, and modest growth in global reinforcements demand will result in improved margin in 2013 compared to 2012.

***Building Materials***

The table below provides a summary of net sales, EBIT and depreciation and amortization expense for the Building Materials segment and our businesses within this segment (in millions):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | **2013** | **2012** | **2013** | **2012** |
| **Net sales** | | | | |
| Insulation | $ 415 | $ 340 | $ 745 | $ 671 |
| Roofing | 508 | 605 | 1,115 | 1,193 |
| **Total Building Materials** | $ 923 | $ 945 | $ 1,860 | $ 1,864 |
| *% change from prior year* | *-2%* | *-3%* | *0%* | *6%* |
| **EBIT** | | | | |
| Insulation | $ 4 | $ (16) | $ (17) | $ (50) |
| Roofing | 116 | 123 | 235 | 206 |
| **Total Building Materials** | $ 120 | $ 107 | $ 218 | $ 156 |
| *EBIT as a % of net sales* | *13%* | *11%* | *12%* | *8%* |
| **Depreciation and amortization expense** | | | | |
| Insulation | $ 27 | $ 27 | $ 53 | $ 52 |
| Roofing | 9 | 9 | 19 | 18 |
| **Total Building Materials** | $ 36 | $ 36 | $ 72 | $ 70 |

NET SALES

Net sales in our Building Materials segment were $22 million lower in the second quarter 2013 and $4 million lower for year-to-date 2013 compared to the same periods in 2012. For the quarter and year to date, net sales decreased due primarily to lower sales volumes in our Roofing business which were partially offset by increased sales in our Insulation business.

In our Roofing business, net sales were $97 million lower in the second quarter of 2013 and $78 million lower for year-to-date 2013, compared to the same periods in 2012. For both the second quarter and year-to-date comparison, the impact of lower sales volumes, including lower third-party asphalt sales, were the primary driver of the decline in net sales. For the second quarter and year-to-date, higher selling prices of $5 million and $35 million, respectively, partially offset the impact of unfavorable sales volumes.

In our Insulation business, net sales were $75 million higher in the second quarter 2013 compared to the same period in 2012. Sales volumes were higher by approximately $60 million in the second quarter with the remaining increase being driven primarily by higher selling prices. Year-to-date sales were $74 million higher compared to the same period in 2012 driven about equally by higher sales volumes and higher selling prices.

EBIT

EBIT for our Building Materials segment increased $13 million and $62 million in the second quarter and year-to-date 2013, compared to the same periods in 2012, respectively. Our Insulation business reported its first profitable second quarter since 2008 on higher sales volume and selling prices.

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

In our Roofing business, EBIT decreased $7 million and increased $29 million in the second quarter and year-to-date 2013 compared to the same periods in 2012, respectively. For the second quarter, higher selling prices and $15 million in lower production costs were more than offset by lower sales volumes. For the year-to-date comparison, higher selling prices and $20 million in lower production and other costs were partially offset by lower sales volumes.

In our Insulation business, EBIT increased by $20 million and $33 million in the second quarter and year-to-date 2013 compared to the same periods in 2012, respectively. For the second quarter, higher sales volumes and increased selling prices equally contributed to a $30 million increase which was partially offset equally by unfavorable customer mix and raw material inflation. For the year-to-date comparison, higher selling prices contributed to a $30 million increase while a $20 million increase related to higher sales volumes and increased manufacturing productivity was partially offset by raw material inflation.

OUTLOOK

During the second quarter of 2013, the average Seasonally Adjusted Annual Rate ( SAAR ) of United States housing starts rose to approximately 872,000 starts versus a second quarter average in 2012 of approximately 741,000 starts. While the recent information on United States housing starts has been positive, the timing and pace of recovery of the United States housing market remains uncertain.

In our Roofing business, we expect the factors that have driven margins in recent years will continue to deliver profitability. Uncertainties that may continue to impact our Roofing margins include competitive pricing pressure and the cost and availability of raw materials, particularly asphalt.

The Company expects our Insulation business to benefit from an improving U.S. housing market, improved pricing, and continued operating leverage. We reported our first profitable second quarter since 2008 and we continue to expect a return to full year profitability in 2013. We believe the geographic, product and channel mix of our portfolio may continue to moderate the impact of any demand-driven variability associated with United States new construction.

***Corporate, Other and Eliminations***

The table below provides a summary of EBIT and depreciation and amortization expense for the Corporate, Other and Eliminations category (in millions):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | **2013** | **2012** | **2013** | **2012** |
| Charges related to cost reduction actions and related items | $ (3) | $ (32) | $ (12) | $ (87) |
| Losses related to Hurricane Sandy | (3) | - | (14) | - |
| General corporate expense and other | (28) | (24) | (58) | (53) |
| **EBIT** | $ (34) | $ (56) | $ (84) | $ (140) |
| Depreciation and amortization | $ 9 | $ 24 | $ 19 | $ 49 |

EBIT

In Corporate, Other and Eliminations, EBIT losses for the second quarter and year-to-date 2013 were $34 million and $84 million, respectively. For the second quarter and year-to-date periods, we recorded an additional $3 million and $14 million, respectively, in property damage and related charges as a result of Hurricane Sandy s impact on our Roofing facility in Kearny, New Jersey. We also incurred an additional $3 million

and $12 million in charges related to cost reduction actions and related items primarily to improve our competitive position in Europe. These charges consist primarily of other related charges and accelerated depreciation charges.

For the second quarter and year-to-date 2013, general corporate expense and other was $4 million and $5 million higher, respectively, compared to the same period in 2012. For both periods, higher expenses were due primarily to overall compensation and other general expense increases being partially offset by a decrease in non-service pension costs.

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

Depreciation and amortization decreased $15 million for the second quarter and $30 million year-to-date 2013, compared to the same periods in 2012. For the second quarter and year-to date comparisons, the decreases were primarily due to including $1 million and $4 million, respectively, of accelerated depreciation related to our European restructuring plan compared to $17 million and $34 million, respectively, in the same periods a year ago.

**LIQUIDITY, CAPITAL RESOURCES AND OTHER RELATED MATTERS**

**Liquidity**

We have an $800 million senior revolving credit facility and a $250 million receivables securitization facility, which serve as our primary sources of liquidity. Our senior revolving credit facility matures in July 2016, and our receivables securitization facility matures in December 2014. We have no other significant debt maturities before 2016. As of June 30, 2013, the receivables securitization facility was fully utilized and we had $620 million available on the senior revolving credit facility. As of June 30, 2013, we had $2.3 billion of total debt and cash-on-hand of $72 million.

Cash and cash equivalents held by foreign subsidiaries may be subject to U.S. income taxation upon repatriation to the U.S. We do not provide for U.S. income taxes on the undistributed earnings of these subsidiaries as earnings are reinvested and, in the opinion of management, will continue to be reinvested indefinitely outside of the U.S. As of June 30, 2013, and December 31, 2012, we had approximately $54 million and $41 million, respectively, in cash and cash equivalents in certain of our foreign subsidiaries where we consider undistributed earnings for these foreign subsidiaries to be permanently reinvested.

We expect that our cash on hand, coupled with future cash flows from operations and other available sources of liquidity, including our senior revolving credit facility, will provide ample liquidity to enable us to meet our cash requirements. Our anticipated uses of cash include capital expenditures, working capital needs, pension contributions, meeting financial obligations and reducing outstanding amounts under the senior revolving credit facility and receivables securitization facility. We have outstanding share repurchase authorizations and will evaluate and consider repurchasing shares of our common stock, as well as strategic acquisitions, divestitures, joint ventures and other transactions to create stockholder value and enhance financial performance. Such transactions may require cash expenditures beyond current sources of liquidity or generate proceeds.

We are closely monitoring the economic environment for the potential impact of changes in the operating conditions of our customers on our operating results. To date, changes in the operating conditions of our customers have not had a material adverse impact on our operating results; however, it is possible that we could experience material losses in the future if current economic conditions worsen.

The agreements applicable to our senior revolving credit facility and the receivables securitization facility contain various covenants that we believe are usual and customary for agreements of these types. The senior revolving credit facility and the securitization facility each include a maximum allowed leverage ratio and a minimum required interest expense coverage ratio. We were in compliance with these covenants as of June 30, 2013.

**Cash Flows**

The following table presents a summary of our cash balance and cash flows (in millions):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Cash balance | $ 72 | $ 54 | $ 72 | $ 54 |
| Cash provided by (used for) operating activities | $ 167 | $ 153 | $ (12) | $ (40) |

| | | | | |
|---|---|---|---|---|
| Cash used for investing activities | $ (117) | $ (88) | $ (162) | $ (156) |
| Cash provided by (used for) financing activities | $ (38) | $ (67) | $ 194 | $ 199 |
| Unused committed credit available under the senior revolving credit facility | $ 620 | $ 426 | $ 620 | $ 426 |

*Operating activities*: For year-to-date 2013, we used $12 million of cash for operating activities compared to $40 million in the same period in 2012. This improvement was primarily from improved earnings, partially offset by an increase in working capital.

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

*Investing activities:* The $6 million increase in cash flows used for investing activities for the six months ended June 30, 2013 compared to the same period of 2012 was primarily the result of acquisitions that were completed in the second quarter partially offset by the timing of additions to property plant and equipment.

*Financing activities:* Cash provided by financing activities was $5 million lower year-to-date 2013, compared to the same period in 2012. The decrease in cash provided by financing activities was due primarily to lower net borrowings on our senior revolving credit facilities.

**2013 Investments**

*Capital Expenditures:* The Company will continue a balanced approach to the use of its cash flow. Operational cash flow will be used to fund the Company s growth and innovation. Capital expenditures in 2013 are expected to be slightly higher than depreciation and amortization, excluding the investment required to rebuild our Kearny roofing plant (resulting from damage sustained from Hurricane Sandy). The Company will also continue to evaluate projects and acquisitions that provide opportunities for growth in our businesses, and invest in them when they meet our strategic and financial criteria.

**Tax Net Operating Losses**

Upon emergence and subsequent distribution of contingent stock and cash in January 2007, we generated a significant United States federal tax net operating loss of approximately $3.0 billion. As of June 30, 2013 and December 31, 2012, our federal tax net operating losses remaining were $2.2 billion and $2.3 billion, respectively. Our net operating losses are subject to the limitations imposed under section 382 of the Internal Revenue Code. These limits are triggered when a change in control occurs, and are computed based upon several variable factors including the share price of the Company s common stock on the date of the change in control. A change in control is generally defined as a cumulative change of 50% or more in the ownership positions of certain stockholders during a rolling three year period. Our initial three year period for measuring an ownership change started at October 31, 2006.

In addition to the United States net operating losses described above, we have net operating losses in various state and foreign jurisdictions which totaled $3.3 billion and $807 million as of December 31, 2012, respectively. The evaluation of the amount of net operating losses expected to be realized necessarily involves forecasting the amount of taxable income that will be generated in future years. In assessing the realizability of our deferred tax assets, we have not relied on any material future tax planning strategies. We have forecasted future results using estimates management believes to be reasonable, which are based on independent evidence such as expected trends resulting from certain leading economic indicators such as global industrial production and new U.S. residential housing starts. In order to fully utilize our net operating losses, we estimate that the Company will need to generate future federal, state and foreign earnings before taxes of approximately $2.7 billion, $3.5 billion and $807 million, respectively. Management believes the Company will generate sufficient future taxable income within the statutory limitations in order to fully realize the carrying value of its U.S. federal net operating losses. As of December 31, 2012, a valuation allowance was established for certain state and foreign jurisdictions net operating loss carryforwards.

The realization of deferred income tax assets is dependent on future events. Actual results inevitably will vary from management s forecasts. Should we determine that it is likely that our deferred income tax assets are not realizable, we would be required to reduce our deferred tax assets reflected on our Consolidated Financial Statements to the net realizable amount by establishing an accounting valuation allowance and recording a corresponding charge to current earnings. Such adjustments could be material to the financial statements. To date, we have recorded valuation allowances against certain of these deferred tax assets totaling $228 million as of December 31, 2012.

**Pension Contributions**

The Company has several defined benefit pension plans. The Company made cash contributions of approximately $20 million and $30 million to the plans during the six months ended June 30, 2013 and 2012, respectively. The Company expects to contribute $38 million in cash to its global pension plans during 2013. Actual contributions to the plans may change as a result of several factors, including changes in laws that impact funding requirements. The ultimate cash flow impact to the Company, if any, of the pension plan liability and the timing of any such impact will depend on numerous variables, including future changes in actuarial assumptions, legislative changes to pension funding laws, and market conditions.

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

**Derivatives**

The Company is exposed to, among other risks, the impact of changes in commodity prices, foreign currency exchange rates, and interest rates in the normal course of business. To mitigate some of the near-term volatility in our earnings and cash flows, we use financial and derivative instruments to hedge certain exposures, principally currency and energy-related. The Company does not enter into such transactions for trading purposes. Our current hedging practice is to hedge a variable percentage of certain energy and energy-related exposures. Going forward, the results of our hedging practice could be positive, neutral or negative in any period depending on price changes in the hedged exposures, and will tend to mitigate near-term volatility in the exposures hedged. The practice is neither intended nor expected to mitigate longer term exposures. See Note 4 to the Consolidated Financial Statements for further discussion.

Our current practice is to manage our interest rate exposure by balancing the mixture of our fixed and variable rate instruments. We utilize, among other strategies, interest rate swaps to achieve this balance in interest rate exposures.

**Fair Value Measurement**

**Items Measured at Fair Value**

The Company classifies and discloses assets and liabilities carried at fair value in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

**Off Balance Sheet Arrangements**

The Company has entered into limited off balance sheet arrangements, as defined under Securities and Exchange Commission rules, in the ordinary course of business. The Company does not believe these arrangements will have a material effect on the Company s financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

**Contractual Obligations**

In the normal course of business, we enter into contractual obligations to make payments to third parties. During the six months ended June 30, 2013, there were no material changes to such contractual obligations outside the ordinary course of our business.

**SAFETY**

Working safely is a condition of employment at Owens Corning. We believe this organization-wide expectation provides for a safer work environment for employees, improves our manufacturing processes, reduces our costs and enhances our reputation. Furthermore, striving to be a world-class leader in safety provides a platform for all employees to understand and apply the resolve necessary to be a high-performing global organization. We measure our progress on safety based on Recordable Incidence Rate ( RIR ) as defined by the United States Department of Labor, Bureau of Labor Statistics. For the three months ended June 30, 2013, our RIR was 0.33 as compared to 0.76 in the same period a year ago. For the six months ended June 30, 2013, our RIR was 0.48 as compared to 0.57 in the same period a year ago.

**ENVIRONMENTAL MATTERS**

We have been deemed by the Environmental Protection Agency ( EPA ) to be a Potentially Responsible Party ( PRP ) with respect to certain sites under the Comprehensive Environmental Response Compensation and Liability Act. We have also been deemed a PRP under similar state or

local laws and in other instances other PRPs have brought suits against us as a PRP for contribution under such federal, state, or local laws. At June 30, 2013, we had environmental remediation liabilities as a PRP at 20 sites where we have a continuing legal obligation to either complete remedial actions or contribute to the completion of remedial actions as part of a group of PRPs. For these sites we estimate a reserve to reflect environmental liabilities that have been asserted or are probable of assertion, in which liabilities are probable and reasonably estimable. At June 30, 2013, our reserve for such liabilities was $6 million.

**CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

Our disclosures and analysis in this report, including Management s Discussion and Analysis of Financial Condition and Results of Operations, contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. 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, p strategy, will and 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 report should be considered in the context of the risk and other factors described above and as detailed from time to time in the Company s Securities and Exchange Commission 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 report may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. Accordingly, users of this report are cautioned not to place undue reliance on the forward-looking statements.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Please refer to the Company s 2012 annual report on Form 10-K for the Company s quantitative and qualitative disclosures about market risk.

**ITEM 4. CONTROLS AND PROCEDURES**

The Company maintains (a) disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, (the Exchange Act )), and (b) internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act).

The Company s management, with the participation of the Company s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company s disclosure controls and procedures as of the end of the period covered by this report. Based on such evaluation, the Company s Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company s disclosure controls and procedures are effective.

There have not been any changes in the Company s internal control over financial reporting during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

**PART II**

**ITEM 1. LEGAL PROCEEDINGS**
The Company has nothing to report under this Item.

**ITEM 1A. RISK FACTORS**
There have been no material changes to the risk factors as disclosed in the Company s annual report on Form 10-K for the year ended December 31, 2012.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**
**Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities**

The Company has nothing to report under this Item.

**Issuer Purchases of Equity Securities**

The following table provides information about Owens Corning s purchases of its common stock during each month during the quarterly period covered by this report:

| Period | Total Number of Shares (or Units) Purchased | Average Price Paid per Share (or Unit) | Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs** | Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs** |
|---|---|---|---|---|
| April 1-30, 2013 | 2,270 | $ 41.09 | - | 10,000,000 |
| May 1-31, 2013 | 3,914 | 43.93 | - | 10,000,000 |
| June 1-30, 2013 | 3,384 | 43.34 | - | 10,000,000 |
| Total | 9,568* | $ 43.05 | - | |

* The Company retained 9,568 shares surrendered to satisfy tax withholding obligations in connection with the vesting of restricted shares granted to our employees.

** On April 25, 2012, the Company announced a share buy-back program under which the Company is authorized to repurchase up to 10 million shares of Owens Corning s outstanding common stock. Under the buy-back program, shares may be repurchased through open market, privately negotiated, or other transactions. The timing and actual number of shares repurchased will depend on market conditions and other factors and will be at the Company s discretion.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

The Company has nothing to report under this Item.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

The Company has nothing to report under this Item.

**ITEM 6. EXHIBITS**

See Exhibit Index below, which is incorporated here by reference.

**SIGNATURES**

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

OWENS CORNING

Registrant

| | | |
|---|---|---|
| Date: | July 24, 2013 | By: /s/ Michael C. McMurray<br>Michael C. McMurray<br>Senior Vice President and<br>Chief Financial Officer<br>(as duly authorized officer) |
| Date: | July 24, 2013 | By: /s/ Kelly J. Schmidt<br>Kelly J. Schmidt<br>Vice President and<br>Controller |

**EXHIBIT INDEX**

| Exhibit Number | Description |
|---|---|
| 31.1 | Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) (filed herewith). |
| 31.2 | Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) (filed herewith). |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 (filed herewith). |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 (filed herewith). |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase |