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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning

, 2008, and ending

, 20

G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

|  |  |   |
|--|--|---|
| <b>Use the IRS label.</b><br><b>Otherwise, print or type.</b><br><b>See Specific Instructions.</b> | Name of foundation<br><b>OWENS CORNING FOUNDATION, INC.</b>  | A Employer identification number<br><b>34-1270856</b> |
|  | Number and street (or P O box number if mail is not delivered to street address)<br><b>ONE OWENS CORNING PKWY TAX DEPT</b> | Room/suite<br><b>2G4</b>                              |
|  | City or town, state, and ZIP code<br><b>TOLEDO, OH 43659-0001</b>  |   |

H Check type of organization.  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ **8,882,187** (Part I, column (d) must be on cash basis)

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

|  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule)                     | 404,453                            |                           |                         |   |
| 2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |   |
| 3 Interest on savings and temporary cash investments                                 | 120,051                            | 120,051                   |                         |   |
| 4 Dividends and interest from securities   | 151,675                            | 151,675                   |                         |   |
| 5a Gross rents   |                                    |                           |                         |   |
| b Net rental income or (loss)  |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10                             | (168,272)                          |                           |                         |   |
| b Gross sales price for all assets on line 6a  | 2,769,331                          |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)                                     |                                    |                           |                         |   |
| 8 Net short-term capital gain  |                                    |                           |                         |   |
| 9 Income modifications   |                                    |                           |                         |   |
| 10a Gross sales less returns and allowances  |                                    |                           |                         |   |
| b Less. Cost of goods sold   |                                    |                           |                         |   |
| c Gross profit or (loss) (attach schedule)   | 0                                  |                           |                         |   |
| 11 Other income (attach schedule)  |                                    |                           |                         |   |
| 12 Total. Add lines 1 through 11   | 507,907                            | 271,726                   | 0                       |   |
| RECEIVED   |                                    |                           |                         |   |
|  | 145                                | 0                         | 145                     |   |
|  |                                    |                           |                         | 145   |
|  |                                    |                           | MAY 10 2010             |   |
|  |                                    |                           | REVENUE                 |   |
| Operating and Administrative Expenses  |                                    |                           |                         |   |
| 13 Compensation of officers, directors, trustees, etc                                |                                    |                           |                         |   |
| 14 Other employee salaries and wages   |                                    |                           |                         |   |
| 15 Pension plans, employee benefits  |                                    |                           |                         |   |
| 16a Legal fees (attach schedule)   |                                    |                           |                         |   |
| b Accounting fees (attach schedule)  |                                    |                           |                         |   |
| c Other professional fees (attach schedule)  |                                    |                           |                         |   |
| 17 Interest  | 9,190                              | 0                         |                         |   |
| 18 Taxes (attach schedule) (see page 14 of the instructions)                         |                                    |                           |                         |   |
| 19 Depreciation (attach schedule) and depletion                                      |                                    |                           |                         |   |
| 20 Occupancy   |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings   |                                    |                           |                         |   |
| 22 Printing and publications   |                                    |                           |                         |   |
| 23 Other expenses (attach schedule)  | 48,231                             | 35,981                    |                         |   |
| 24 Total operating and administrative expenses.                                      | 57,421                             | 35,981                    | 0                       | 0   |
| Add lines 13 through 23  |                                    |                           |                         |   |
| 25 Contributions, gifts, grants paid   | 552,275                            |                           |                         | 552,275   |
| 26 Total expenses and disbursements. Add lines 24 and 25                             | 609,696                            | 35,981                    | 0                       | 552,275   |
| 27 Subtract line 26 from line 12.  | (101,789)                          |                           |                         |   |
| a Excess of revenue over expenses and disbursements                                  |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-)                                     |                                    | 235,745                   |                         |   |
| c Adjusted net income (if negative, enter -0-)                                       |                                    |                           | 0                       |   |

145

| <b>Part II Balance Sheets</b>  |  | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) |                |                       |
|--|--|--|----------------|-----------------------|
|  |  | Beginning of year  | End of year    |                       |
|  |  | (a) Book Value   | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>  | 1 Cash—non-interest-bearing  |  |                |                       |
|  | 2 Savings and temporary cash investments   |  |                |                       |
|  | 3 Accounts receivable ►  |  |                |                       |
|  | Less allowance for doubtful accounts ►   |  |                |                       |
|  | 4 Pledges receivable ►   |  |                |                       |
|  | Less allowance for doubtful accounts ►   |  |                |                       |
|  | 5 Grants receivable  |  |                |                       |
|  | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) |  |                |                       |
|  | 7 Other notes and loans receivable (attach schedule) ►   |  |                |                       |
|  | Less allowance for doubtful accounts ►   |  |                |                       |
|  | 8 Inventories for sale or use  |  |                |                       |
|  | 9 Prepaid expenses and deferred charges  |  |                |                       |
|  | 10a Investments—U.S. and state government obligations (attach schedule)  |  |                |                       |
|  | b Investments—corporate stock (attach schedule)  |  |                |                       |
|  | c Investments—corporate bonds (attach schedule)  |  |                |                       |
|  | 11 Investments—land, buildings, and equipment basis ►  |  |                |                       |
| Less accumulated depreciation (attach schedule) ►  |  |  |                |                       |
| 12 Investments—mortgage loans  |  |  |                |                       |
| 13 Investments—other (attach schedule)   | 6,998,765  | 6,896,976  | 5,051,060      |                       |
| 14 Land, buildings, and equipment basis ►  |  |  |                |                       |
| Less accumulated depreciation (attach schedule) ►  |  |  |                |                       |
| 15 Other assets (describe ► <u>DIRECTOR'S LIFE INSURANCE</u> )                                       | 7,890,106  | 7,890,106  | 3,831,127      |                       |
| <b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I) | 14,888,871   | 14,787,082   | 8,882,187      |                       |
| <b>Liabilities</b>   | 17 Accounts payable and accrued expenses   |  |                |                       |
|  | 18 Grants payable  |  |                |                       |
|  | 19 Deferred revenue  |  |                |                       |
|  | 20 Loans from officers, directors, trustees, and other disqualified persons  |  |                |                       |
|  | 21 Mortgages and other notes payable (attach schedule)   |  |                |                       |
|  | 22 Other liabilities (describe ► )   | 0  | 0              |                       |
|  | <b>23 Total liabilities</b> (add lines 17 through 22)  | 0  | 0              |                       |
| <b>Net Assets or Fund Balances</b>   | Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.            |  |                |                       |
|  | 24 Unrestricted  |  |                |                       |
|  | 25 Temporarily restricted  |  |                |                       |
|  | 26 Permanently restricted  |  |                |                       |
|  | Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.                         |  |                |                       |
|  | 27 Capital stock, trust principal, or current funds  | 353,482  | 353,482        |                       |
|  | 28 Paid-in or capital surplus, or land, bldg , and equipment fund  | 14,535,389   | 14,433,600     |                       |
|  | 29 Retained earnings, accumulated income, endowment, or other funds  |  |                |                       |
|  | <b>30 Total net assets or fund balances</b> (see page 17 of the instructions)  | 14,888,871   | 14,787,082     |                       |
|  | <b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)   | 14,888,871   | 14,787,082     |                       |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|  |   |            |
|--|---|------------|
| 1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 14,888,871 |
| 2 Enter amount from Part I, line 27a   | 2 | (101,789)  |
| 3 Other increases not included in line 2 (itemize) ►   | 3 |            |
| 4 Add lines 1, 2, and 3  | 4 | 14,787,082 |
| 5 Decreases not included in line 2 (itemize) ►   | 5 |            |
| <b>6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30</b>   | 6 | 14,787,082 |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)   |   | (b) How acquired<br>P—Purchase<br>D—Donation    | (c) Date acquired<br>(mo., day, yr.)  | (d) Date sold<br>(mo., day, yr.) |
|---|---|---|---|----------------------------------|
| <b>1a SEE ATTACHED SCHEDULE</b>   |   |   |   |                                  |
| <b>b</b>  |   |   |   |                                  |
| <b>c</b>  |   |   |   |                                  |
| <b>d</b>  |   |   |   |                                  |
| <b>e</b>  |   |   |   |                                  |
| (e) Gross sales price   | (f) Depreciation allowed<br>(or allowable)  | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)  |                                  |
| <b>a</b>  |   |   | 0   |                                  |
| <b>b</b>  |   |   |   |                                  |
| <b>c</b>  |   |   |   |                                  |
| <b>d</b>  |   |   |   |                                  |
| <b>e</b>  |   |   |   |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69   |   |   |   |                                  |
| (i) F M V as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69  | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                  |
| <b>a</b>  |   |   |   |                                  |
| <b>b</b>  |   |   |   |                                  |
| <b>c</b>  |   |   |   |                                  |
| <b>d</b>  |   |   |   |                                  |
| <b>e</b>  |   |   |   |                                  |
| <b>2</b> Capital gain net income or (net capital loss)  | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } |   | <b>2</b>  | (168,272)                        |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)<br>If (loss), enter -0- in Part I, line 8 |   |   | <b>3</b>  |                                  |

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|--|--|---|
| 2007  | 415,985                                  | 10,397,022                                   | 0.0400  |
| 2006  | 430,550                                  | 6,507,050                                    | 0.0662  |
| 2005  | 554,765                                  | 6,834,878                                    | 0.0812  |
| 2004  | 286,918                                  | 7,000,888                                    | 0.0410  |
| 2003  | 262,738                                  | 7,009,868                                    | 0.0375  |
| <b>2</b> Total of line 1, column (d)  |  |  | 0.2659  |
| <b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years |  |  | .05318  |
| <b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5   |  |  | 9,459,660   |
| <b>5</b> Multiply line 4 by line 3  |  |  | 503,065   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)   |  |  | 2,357   |
| <b>7</b> Add lines 5 and 6  |  |  | 505,422   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4   |  |  | 552,275   |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

|    |  |                             |              |       |
|----|--|-----------------------------|--------------|-------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling letter. _____ (attach copy of ruling letter if necessary—see instructions) | 2008 TAX<br>PREVIOUSLY PAID | 1            | 2,357 |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b   |                             |              |       |
| c  | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)   |                             |              |       |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)   |                             | 2            |       |
| 3  | Add lines 1 and 2  |                             | 3            | 2,357 |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  | 4                           |              |       |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-   | 5                           | 2,357        |       |
| 6  | Credits/Payments.  |                             |              |       |
| a  | 2008 estimated tax payments and 2007 overpayment credited to 2008  | 6a                          | 2,357        |       |
| b  | Exempt foreign organizations—tax withheld at source  | 6b                          |              |       |
| c  | Tax paid with application for extension of time to file (Form 8868)  | 6c                          |              |       |
| d  | Backup withholding erroneously withheld  | 6d                          |              |       |
| 7  | Total credits and payments. Add lines 6a through 6d  | 7                           | 2,357        |       |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached  | 8                           |              |       |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed ►   | 9                           | 0            |       |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►   | 10                          | 0            |       |
| 11 | Enter the amount of line 10 to be Credited to 2009 estimated tax ►   | 11                          | 0 Refunded ► |       |

**Part VII-A Statements Regarding Activities**

|   |  | Yes | No                                     |
|---|--|-----|--|
| 1a  | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?   | 1a  | X                                      |
| 1b  | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?  | 1b  | X                                      |
| <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>   |  |     |  |
| 1c  | Did the foundation file Form 1120-POL for this year?   | 1c  | X                                      |
| d   | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.   |     |  |
| (1)   | On the foundation ► \$ _____ N/A   | (2) | On foundation managers. ► \$ _____ N/A |
| e   | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ N/A  |     |  |
| 2   | Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><i>If "Yes," attach a detailed description of the activities</i>  | 2   | X                                      |
| 3   | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>                                      | 3   | X                                      |
| 4a  | Did the foundation have unrelated business gross income of \$1,000 or more during the year?  | 4a  | X                                      |
| b   | If "Yes," has it filed a tax return on Form 990-T for this year?   | 4b  | X                                      |
| 5   | Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If "Yes," attach the statement required by General Instruction T</i>  | 5   | X                                      |
| 6   | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  | 6   | X                                      |
| <ul style="list-style-type: none"> <li>● By language in the governing instrument, or</li> <li>● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?</li> </ul> |  |     |  |
| 7   | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>   | 7   | X                                      |
| 8a  | Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► <u>OHIO &amp; DELAWARE</u>   |     |  |
| b   | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>   | 8b  | X                                      |
| 9   | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> | 9   | X                                      |
| 10  | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>  | 10  | X                                      |

**Part VII-A Statements Regarding Activities (continued)**

|    |  |    |                            |
|----|--|----|----------------------------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)           | 11 | X                          |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?  | 12 | X                          |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <a href="http://WWW.FDN CENTER.ORG/FUNDERS">WWW.FDN CENTER.ORG/FUNDERS</a> | 13 | X                          |
| 14 | The books are in care of ► <u>MARY KUNCKEL</u> Telephone no. ► <u>419-248-8000</u><br>Located at ► <u>ONE OWENS CORNING PKWY TOLEDO, OH</u> ZIP+4 ► <u>43659-0001</u>  |    |                            |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>                    |    | ► <input type="checkbox"/> |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

|    | File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.   | Yes | No |
|----|---|-----|----|
| 1a | During the year did the foundation (either directly or indirectly):<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| 1b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>   | N/A |    |
| 1c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? . . . . .   | X   |    |
| 2  | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):<br>a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ► 20 __, 20 __, 20 __, 20 __  |     |    |
| 2b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.) . . . . .  | N/A |    |
| 3a | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 __, 20 __, 20 __, 20 __   |     |    |
| 3b | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  | N/A |    |
| 4a | If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)  |     |    |
| 4b | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .   | X   |    |
| 4c | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? . . . . .   |     |    |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

5b N/A

6b X

7b X

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).**

| (a) Name and address  | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|-----------------------|---|---|---|---------------------------------------|
| SEE ATTACHED SCHEDULE |   |   |   |                                       |
| -----                 |   |   |   |                                       |
| -----                 |   |   |   |                                       |
| -----                 |   |   |   |                                       |
| -----                 |   |   |   |                                       |
| -----                 |   |   |   |                                       |

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE  |   |                  |   |                                       |
| -----   |   |                  |   |                                       |
| -----   |   |                  |   |                                       |
| -----   |   |                  |   |                                       |
| -----   |   |                  |   |                                       |
| -----   |   |                  |   |                                       |

Total number of other employees paid over \$50,000 ►

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

| 3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE." |                     |                  |
|---|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000   | (b) Type of service | (c) Compensation |
| NONE  |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

**Total** number of others receiving over \$50,000 for professional services . . . . . ► 0

**Part IX-A Summary of Direct Charitable Activities**

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. |                       | Expenses |
|--|-----------------------|----------|
| 1  | NOT APPLICABLE - NONE |          |
| 2  |                       |          |
| 3  |                       |          |
| 4  |                       |          |

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. |                       | Amount |
|---|-----------------------|--------|
| 1   | NOT APPLICABLE - NONE |        |
| 2   |                       |        |
| All other program-related investments. See page 24 of the instructions  |                       |        |
| 3   |                       |        |

**Total.** Add lines 1 through 3 . . . . . ► 0

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

|   |   |    |           |
|---|---|----|-----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:                   |    |           |
| a | Average monthly fair market value of securities   | 1a | 5,772,589 |
| b | Average of monthly cash balances  | 1b |           |
| c | Fair market value of all other assets (see page 25 of the instructions)   | 1c | 3,831,127 |
| d | <b>Total</b> (add lines 1a, b, and c)   | 1d | 9,603,716 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)                     | 1e |           |
| 2 | Acquisition indebtedness applicable to line 1 assets  | 2  |           |
| 3 | Subtract line 2 from line 1d  | 3  | 9,603,716 |
| 4 | Cash deemed held for charitable activities. Enter <u>1½ % of line 3</u> (for greater amount, see page 25 of the instructions) | 4  | 144,056   |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4                   | 5  | 9,459,660 |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5  | 6  | 472,983   |

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part.)

|    |   |    |         |
|----|---|----|---------|
| 1  | Minimum investment return from Part X, line 6   | 1  | 472,983 |
| 2a | Tax on investment income for 2008 from Part VI, line 5  | 2a | 2,357   |
| b  | Income tax for 2008. (This does not include the tax from Part VI.)  | 2b |         |
| c  | Add lines 2a and 2b   | 2c | 2,357   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 470,626 |
| 4  | Recoveries of amounts treated as qualifying distributions   | 4  |         |
| 5  | Add lines 3 and 4   | 5  | 470,626 |
| 6  | Deduction from distributable amount (see page 25 of the instructions)                                     | 6  |         |
| 7  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 470,626 |

**Part XII Qualifying Distributions** (see page 25 of the instructions)

|   |   |    |         |
|---|---|----|---------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes   | 1a | 552,275 |
| a | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26   | 1b |         |
| b | Program-related investments—total from Part IX-B  | 2  |         |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes   | 3a |         |
| 3 | Amounts set aside for specific charitable projects that satisfy the:  | 3b |         |
| a | Suitability test (prior IRS approval required)  | 4  | 552,275 |
| b | Cash distribution test (attach the required schedule)   | 5  | 2,357   |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4   | 6  | 549,918 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) |    |         |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   |    |         |

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2007 | (c)<br>2007 | (d)<br>2008 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2008 from Part XI, line 7 . . . . .   |               |                            |             | 470,626     |
| 2 Undistributed income, if any, as of the end of 2008.   |               |                            |             |             |
| a Enter amount for 2007 only . . . . .   |               |                            |             |             |
| b Total for prior years. 20 ____ ,20 ____ ,20 ____   |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2007:   |               |                            |             |             |
| a From 2003 . . . . .  | 3,025         |                            |             |             |
| b From 2004 . . . . .  | 55,763        |                            |             |             |
| c From 2005 . . . . .  | 219,660       |                            |             |             |
| d From 2006 . . . . .  | 106,420       |                            |             |             |
| e From 2007 . . . . .  |               |                            |             |             |
| f Total of lines 3a through e . . . . .  | 384,868       |                            |             |             |
| 4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ <u>552,275</u>  |               |                            |             |             |
| a Applied to 2007, but not more than line 2a . . . . .   |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) . . . . .   |               |                            |             |             |
| c Treated as distributions out of corpus (Election required—see page 26 of the instructions) . . . . .   |               |                            |             |             |
| d Applied to 2008 distributable amount . . . . .   |               |                            |             | 470,626     |
| e Remaining amount distributed out of corpus . . . . .   | 81,649        |                            |             |             |
| 5 Excess distributions carryover applied to 2008<br><i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>   |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  | 466,517       |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .   |               | 0                          |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions . . . . .  |               | 0                          |             |             |
| e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .   |               |                            | 0           |             |
| f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 . . . . .   |               |                            |             | 0           |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 27 of the instructions) . . . . .                   |               |                            |             |             |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .   | 3,025         |                            |             |             |
| 9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a . . . . .  | 463,492       |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2004 . . . . .   | 55,763        |                            |             |             |
| b Excess from 2005 . . . . .   | 219,660       |                            |             |             |
| c Excess from 2006 . . . . .   | 106,420       |                            |             |             |
| d Excess from 2007 . . . . .   | 0             |                            |             |             |
| e Excess from 2008 . . . . .   | 81,649        |                            |             |             |

**Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)**

|   |                 |                 |                 |                 |                  |
|---|-----------------|-----------------|-----------------|-----------------|------------------|
| <b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling | ► <b>N/A</b>    |                 |                 |                 |                  |
| <b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) |                 |                 |                 |                 |                  |
| <b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed   |                 |                 |                 |                 |                  |
| <b>b</b> 85% of line 2a   | <b>(a) 2008</b> | <b>(b) 2007</b> | <b>(c) 2006</b> | <b>(d) 2005</b> | <b>(e) Total</b> |
|   | 0               | 0               | 0               | 0               | 0                |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed  |                 |                 |                 |                 | 0                |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities  |                 |                 |                 |                 | 0                |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c   | <b>(a) 2008</b> | <b>(b) 2007</b> | <b>(c) 2006</b> | <b>(d) 2005</b> | <b>(e) Total</b> |
|   | 0               | 0               | 0               | 0               | 0                |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon:   |                 |                 |                 |                 |                  |
| <b>a</b> "Assets" alternative test—enter:   |                 |                 |                 |                 |                  |
| (1) Value of all assets   |                 |                 |                 |                 | 0                |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i)   |                 |                 |                 |                 | 0                |
| <b>b</b> "Endowment" alternative test—enter ½ of minimum investment return shown in Part X, line 6 for each year listed   |                 |                 |                 |                 | 0                |
| <b>c</b> "Support" alternative test—enter:  |                 |                 |                 |                 |                  |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)                                       |                 |                 |                 |                 | 0                |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)   |                 |                 |                 |                 | 0                |
| (3) Largest amount of support from an exempt organization   |                 |                 |                 |                 | 0                |
| (4) Gross investment income   |                 |                 |                 |                 | 0                |

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)****1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

MARY KUNCKEL, ONE OWENS CORNING PKWY, TOLEDO, OH 43659-0001 419-248-8000

b The form in which applications should be submitted and information and materials they should include:

**APPLICATIONS SHOULD BE IN WRITING**

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

AWARDS ARE GIVEN FOR RELIGIOUS, SCIENTIFIC, LITERARY, EDUCATIONAL AND CHILD ABUSE PREVENTION PURPOSES

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient                            | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|--------------------------------------|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business)  |   |                                |                                  |         |
| <b>a Paid during the year</b>        |   |                                |                                  |         |
| SEE ATTACHED SCHEDULE                |   |                                |                                  | 552,275 |
| <b>Total</b>                         |   |                                | ► 3a                             | 552,275 |
| <b>b Approved for future payment</b> |   |                                |                                  |         |
| NONE                                 |   |                                |                                  |         |
| <b>Total</b>                         |   |                                | ► 3b                             | 0       |

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

|  | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See page 28 of<br>the instructions ) |
|--|---------------------------|---------------|--------------------------------------|---------------|--|
|  | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount |  |
| 1 Program service revenue.   |                           |               |                                      |               |  |
| a  |                           |               |                                      |               |  |
| b  |                           |               |                                      |               |  |
| c  |                           |               |                                      |               |  |
| d  |                           |               |                                      |               |  |
| e  |                           |               |                                      |               |  |
| f  |                           |               |                                      |               |  |
| g Fees and contracts from government agencies                              |                           |               |                                      |               |  |
| 2 Membership dues and assessments . . . . .                                |                           |               |                                      |               | 120,051  |
| 3 Interest on savings and temporary cash investments                       |                           |               |                                      |               |  |
| 4 Dividends and interest from securities . . . . .                         |                           |               |                                      |               | 151,675  |
| 5 Net rental income or (loss) from real estate:                            |                           |               |                                      |               |  |
| a Debt-financed property . . . . .   |                           |               |                                      |               |  |
| b Not debt-financed property . . . . .                                     |                           |               |                                      |               |  |
| 6 Net rental income or (loss) from personal property                       |                           |               |                                      |               |  |
| 7 Other investment income . . . . .  |                           |               |                                      |               |  |
| 8 Gain or (loss) from sales of assets other than inventory                 |                           |               |                                      |               | (168,272)  |
| 9 Net income or (loss) from special events . . . . .                       |                           |               |                                      |               |  |
| 10 Gross profit or (loss) from sales of inventory . . . . .                |                           |               |                                      |               |  |
| 11 Other revenue: a  |                           |               |                                      |               |  |
| b  |                           |               |                                      |               |  |
| c  |                           |               |                                      |               |  |
| d  |                           |               |                                      |               |  |
| e  |                           |               |                                      |               |  |
| 12 Subtotal. Add columns (b), (d), and (e) . . . . .                       |                           | 0             |                                      | 0             | 103,454  |
| 13 Total. Add line 12, columns (b), (d), and (e) . . . . .                 |                           |               |                                      | 13            | 103,454  |
| (See worksheet in line 13 instructions on page 28 to verify calculations.) |                           |               |                                      |               |  |

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

| Line No.<br>▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions.) |
|---------------|---|
|               | NOT APPLICABLE - THE SOLE PURPOSE OF THE INCOME PRODUCING ACTIVITIES WAS TO PROVIDE OPERATING FUNDS FOR THE ACCOMPLISHMENT OF THE FOUNDATION'S EXEMPT PURPOSE.  |
|               |   |
|               |   |
|               |   |
|               |   |
|               |   |
|               |   |
|               |   |
|               |   |
|               |   |

**Part XVIi** Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?  Yes  No

**b** If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

4/29/2010

VICE PRESIDENT

Title

|   |   |              |  |   |
|---|---|--------------|--|---|
| <p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p> <p><b>Signature</b> <i>Joseph Mikelonis</i> <b>Date</b> <i>4/29/2010</i> <b>Title</b> <i>VICE PRESIDENT</i></p> <p>Signature of officer or trustee JOSEPH J MIKELONIS Date Title</p> |   |              |  |   |
| <p><b>Sign Here</b></p> <p><b>Paid<br/>Preparer's<br/>Use Only</b></p>  | <p>Preparer's signature</p>   | <p>Date</p>  | <p>Check if self-employed ► <input type="checkbox"/></p> | <p>Preparer's identifying number (see Signature on page 30 of the instructions)</p> |
|   | <p>Firm's name (or yours if self-employed), address, and ZIP code</p> | <p>EIN ►</p> |  | <p>Phone no</p>   |

Owens Corning Foundation, Inc.  
FEIN 34-1270856  
For the year ended 12/31/08

**Part I, Line 1 - Contributions**

|                                     |            |
|-------------------------------------|------------|
| - Deposit                           | \$ 373,960 |
| - Manulife Financial Deposits       | \$ 9,093   |
| - 2008 contribution checks returned | \$ 21,400  |
|                                     | <hr/>      |
|                                     | 404,453    |

**Part I, Line 18 - Taxes**

|                      |          |
|----------------------|----------|
| - Federal Excise Tax | \$ 9,190 |
|----------------------|----------|

**Part I, Line 23, columns (a) - Other Expenses**

|                                  |           |
|----------------------------------|-----------|
| - Ohio filing fee                | \$ 200    |
| - Bank fee                       | \$ 35,781 |
| - Scholarship Administration fee | \$ 12,250 |
|                                  | <hr/>     |
|                                  | 48,231    |

**Part I, Line 23, column (b) - Other Expenses**

|                   |           |
|-------------------|-----------|
| - Ohio filing fee | \$ 200    |
| - Bank fee        | \$ 35,781 |
|                   | <hr/>     |
|                   | 35,981    |

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

|   | 12/31/2007 | 12/31/08   | 12/31/08<br>Fair Market<br>Value |
|---|------------|------------|----------------------------------|
|   | Book Value | Book Value |                                  |
| 2008 Form 990-PF, Part II, Balance Sheet<br>Other Investments, Line 13                            |            |            |                                  |
| Fifth Third Prime Money Market Fund<br>185,157 Shares @ 12/31/07<br>383,344 Shares @ 12/31/08     | 185,157    | 383,344 00 | 383,344 00                       |
| Ishares Barclays Tips Bond Fund<br>0 Shares @ 12/31/07<br>1,300 Shares @ 12/31/08                 | -          | 124,242 04 | 129,012 00                       |
| Dodge & Cox Income Fund<br>87,628.032 Shares @ 12/31/07<br>0 Shares @ 12/31/08                    | 1,118,984  | -          | -                                |
| Pimco Real Return Bond Fund<br>13,271 891 Shares @ 12/31/07<br>86,997 Shares @ 12/31/08           | 147,166    | 942,684.75 | 881,044 36                       |
| Vanguard Long-Term Bond Index Fund<br>41,581 35 Shares @ 12/31/07<br>29,149.7 Shares @ 12/31/08   | 484,028    | 338,318.69 | 349,504 70                       |
| Vanuguard Short-Term Inv Grade Fund<br>57,386.522 Shares @ 12/31/07<br>41,850 7 Shares @ 12/31/08 | 610,798    | 442,967 47 | 404,696 15                       |
| Baron Growth Fund<br>2,722.982 Shares @ 12/31/07<br>411.018 Shares @ 12/31/08                     | 151,348    | 245,646    | 175,581                          |
| American Euro Pac Growth Fund<br>14,160.433 Shares @ 12/31/07<br>12,647 9 Shares @ 12/31/08       | 793,304    | 673,547    | 352,623                          |
| IShares Russell Midcap Value Index<br>2241 Shares @ 12/31/07<br>10,793 Shares @ 12/31/08          | 331,090    | 440,251    | 306,953                          |
| IShares Russell 2000 Value Index<br>1730 Shares @ 12/31/07<br>3,660 Shares @ 12/31/08             | 132,053    | 228,626    | 180,200                          |
| Lazard Emerging Markets Port-Op<br>10,506.303 Shares @ 12/31/07<br>12,370 8 Shares @ 12/31/08     | 288,575    | 313,920    | 136,698                          |

Owens Corning Foundation, Inc.

FEIN 34-1270856

For the year ended 12/31/08

| 2008 Form 990-PF, Part II, Balance Sheet<br><u>Other Investments, Line 13</u>               | 12/31/2007          | 12/31/08            | 12/31/08          |
|---|---------------------|---------------------|-------------------|
|   | Book Value          | Book Value          | Fair Market Value |
| T Rowe Price New Era Fund<br>2,397 736 Shares @ 12/31/07<br>1,862.09 Shares @ 12/31/08      | 152,424             | 116,951             | 55,081            |
| T Rowe Price RL Est Fund (122)<br>6,415.336 Shares @ 12/31/07<br>16,960.7 Shares @ 12/31/08 | 147,382             | 277,676             | 188,773           |
| Touchstone Mid Cap Growth A<br>17,686.756 Shares @ 12/31/07<br>21,389 Shares @ 12/31/08     | 466,070             | 463,096             | 294,955           |
| Vanguard 500 Index Fund-Sign<br>17,970 397 Shares @ 12/31/07<br>17,666 Shares @ 12/31/08    | 1,990,386           | 1,905,706           | 1,212,596         |
|   | \$ <u>6,998,765</u> | \$ <u>6,896,976</u> | <u>5,051,060</u>  |

Owens Corning Foundation, Inc

FEIN 34-1270856

For the year ended 12/31/08

2008 Form 990-PF, Part II, Balance Sheet

Other Assets, Line 15

The fair market value of the Director's Life Insurance is the net present value of the net cash that OC Foundation will receive upon full payout of the policies and obligations associated with those policies.

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

2008 Form 990-PF, Part IV, Capital Gains  
and Losses for Tax on Investment Income

| (a)<br>Description                    | (b)<br>How Acquired | (c)<br>Date<br>Acquired | (d)<br>Date<br>Sold | (e)<br>Gross Sales<br>Price | (g)<br>Cost or Other<br>Basis | (h)<br>Gain<br>(Loss) |
|---------------------------------------|---------------------|-------------------------|---------------------|-----------------------------|-------------------------------|-----------------------|
| Fifth Third Prime Money Market        | Purchased           | Various                 | 1/31/2008           | 48,172 00                   | 48,172 00                     | 0                     |
| Fifth Third Prime Money Market        | Purchased           | Various                 | 1/31/2008           | 23,214 00                   | 23,214 00                     | 0                     |
| Fifth Third Prime Money Market        | Purchased           | Various                 | 2/29/2008           | 2,615 00                    | 2,615 00                      | 0                     |
| Fifth Third Prime Money Market        | Purchased           | Various                 | 2/29/2008           | 118 00                      | 118 00                        | 0                     |
| Fifth Third Prime Money Market        | Purchased           | Various                 | 3/31/2008           | 101,401 00                  | 101,401 00                    | 0                     |
| Fifth Third Prime Money Market        | Purchased           | Various                 | 3/31/2008           | 63 00                       | 63 00                         | 0                     |
| Dodge & Cox Income Fd                 | Purchased           | Various                 | 4/8/2008            | 47,441 80                   | 47,364 82                     | 77                    |
| Dodge & Cox Income Fd                 | Purchased           | Various                 | 4/8/2008            | 1,021,166 54                | 1,044,876 57                  | (23,710)              |
| Pimco Real return Bond Fd             | Purchased           | Various                 | 4/8/2008            | 21,432 00                   | 20,741 67                     | 690                   |
| T Rowe Price New Era Fd               | Purchased           | Various                 | 4/8/2008            | 16,339 90                   | 16,343 29                     | (3)                   |
| Touchstone Mid Cap Growth A           | Purchased           | Various                 | 4/8/2008            | 29,393 00                   | 30,935 82                     | (1,543)               |
| Vanguard Short-Term Inv Grade Fd #39  | Purchased           | Various                 | 4/8/2008            | 67,310 00                   | 67,564 00                     | (254)                 |
| Vanguard 500 Index Fund-Sign          | Purchased           | Various                 | 4/8/2008            | 13,047 50                   | 14,117 50                     | (1,070)               |
| Baron Growth Fund                     | Purchased           | Various                 | 4/8/2008            | 2,809 80                    | 3,185 25                      | (375)                 |
| Dodge & Cox Income Fd                 | Purchased           | Various                 | 4/8/2008            | 1,400 08                    | 1,394 50                      | 6                     |
| Dodge & Cox Income Fd                 | Purchased           | Various                 | 4/8/2008            | 53,244 87                   | 54,012 21                     | (767)                 |
| Touchstone Mid Cap Growth A           | Purchased           | Various                 | 4/8/2008            | 1,326 00                    | 1,395 59                      | (70)                  |
| Vanguard Long-term Inv Grade Fd       | Purchased           | Various                 | 4/8/2008            | 3,190 00                    | 3,245 00                      | (55)                  |
| Vanguard Short-term Inv Grade Fd      | Purchased           | Various                 | 4/8/2008            | 3,657 00                    | 3,694 95                      | (38)                  |
| Ishares Russell 2000 Value Index Fund | Purchased           | Various                 | 4/10/2008           | 3,068 53                    | 3,249 90                      | (181)                 |
| Fifth Third Prime Money Market Fund   | Purchased           | Various                 | 4/30/2008           | 225 00                      | 225 00                        | 0                     |
| Fifth Third Prime Money Market        | Purchased           | Various                 | 5/30/2008           | 2,739 00                    | 2,739 00                      | 0                     |
| Fifth Third Prime Money Market        | Purchased           | Various                 | 5/30/2008           | 20,560 00                   | 20,560 00                     | 0                     |
| Fifth Third Prime Money Market Fund   | Purchased           | Various                 | 5/30/2008           | 4,944 00                    | 4,944 00                      | 0                     |
| Fifth Third Prime Money Market Fund   | Purchased           | Various                 | 5/30/2008           | 5,190 00                    | 5,190 00                      | 0                     |
| American Euro Pac Growth Fd           | Purchased           | Various                 | 6/26/2008           | 83,676 30                   | 97,629 49                     | (13,953)              |
| T Rowe Price New Era Fd               | Purchased           | Various                 | 6/26/2008           | 20,778 00                   | 19,203 00                     | 1,575                 |
| Touchstone Mid Cap Growth A           | Purchased           | Various                 | 6/26/2008           | 66,143 60                   | 74,161 21                     | (8,018)               |
| Vanguard 500 Index Fund-Sign          | Purchased           | Various                 | 6/26/2008           | 133,320 00                  | 149,080 80                    | (15,761)              |
| American Euro Pac Growth Fd           | Purchased           | Various                 | 6/26/2008           | 5,085 30                    | 5,316 30                      | (231)                 |
| Pimco Real Return Bond Fd             | Purchased           | Various                 | 6/26/2008           | 555 50                      | 560 26                        | (5)                   |
| T Rowe Price New Era Fd               | Purchased           | Various                 | 6/26/2008           | 1,731 50                    | 1,517 12                      | 214                   |
| Touchstone Mid Cap Growth A           | Purchased           | Various                 | 6/26/2008           | 3,377 05                    | 3,664 33                      | (287)                 |
| Vanguard 500 Index Fund-Sign          | Purchased           | Various                 | 6/26/2008           | 8,080 00                    | 8,350 40                      | (270)                 |
| Ishares Russell Midcap Value          | Purchased           | Various                 | 6/30/2008           | 46,668 73                   | 47,327 00                     | (658)                 |
| Ishares Russell Midcap Value Index Fd | Purchased           | Various                 | 6/30/2008           | 3,331 23                    | 3,586 00                      | (255)                 |
| Fifth Third Prime Money Market        | Purchased           | Various                 | 7/31/2008           | 459 00                      | 459 00                        | 0                     |
| Fifth Third Prime Money Market        | Purchased           | Various                 | 8/29/2008           | 2,508 00                    | 2,508 00                      | 0                     |
| Fifth Third Prime Money Market        | Purchased           | Various                 | 8/29/2008           | 41,828 00                   | 41,828 00                     | 0                     |
| Fifth Third Prime Money Market Fund   | Purchased           | Various                 | 8/29/2008           | 2,378 00                    | 2,378 00                      | 0                     |
| Fifth Third Prime Money Market        | Purchased           | Various                 | 9/30/2008           | 32,342 00                   | 32,342 00                     | 0                     |
| Fifth Third Prime Money Market Fund   | Purchased           | Various                 | 9/30/2008           | 130 00                      | 130 00                        | 0                     |
| Fifth Third Prime Money Market        | Purchased           | Various                 | 10/31/2008          | 704 00                      | 704 00                        | 0                     |
| Fifth Third Prime Money Market Fund   | Purchased           | Various                 | 10/31/2008          | 23 00                       | 23 00                         | 0                     |
| American Euro Pac Growth Fd           | Purchased           | Various                 | 11/19/2008          | 29,268 00                   | 60,641 70                     | (31,374)              |
| Pimco Real return Bond Fd             | Purchased           | Various                 | 11/19/2008          | 183,638 40                  | 192,438 00                    | (8,800)               |
| Pimco Real return Bond Fd             | Purchased           | Various                 | 11/19/2008          | 4,610 24                    | 5,224 66                      | (614)                 |
| Pimco Real return Bond Fd             | Purchased           | Various                 | 11/19/2008          | 104,993 19                  | 119,193 09                    | (14,200)              |
| Vanguard Long-Term Bond Index FD #522 | Purchased           | Various                 | 11/19/2008          | 259,585 70                  | 289,872 80                    | (30,287)              |
| Vanguard Short-Term Inv Grade Fd #39  | Purchased           | Various                 | 11/19/2008          | 134,622 00                  | 146,878 20                    | (12,256)              |
| Fifth Third Prime Money Market Fund   | Purchased           | Various                 | 11/28/2008          | 109 00                      | 109 00                        | 0                     |
| Pimco Real return Bond Fd             | Purchased           | Various                 | 12/3/2008           | 33,990 00                   | 36,135 00                     | (2,145)               |
| Vanguard Short-Term Inv Grade Fd #39  | Purchased           | Various                 | 12/3/2008           | 29,791 00                   | 32,984 00                     | (3,193)               |
| Vanguard 500 Index Fund-Sign          | Purchased           | Various                 | 12/3/2008           | 41,536 00                   | 41,996 80                     | (461)                 |
| <b>TOTAL FOR 2008</b>                 |                     |                         |                     | <b>2,769,330 76</b>         | <b>2,937,603 23</b>           | <b>(168,272 47)</b>   |

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

**Part VIII Line 1 - List of Officers & Directors**

| <u>(a) Name &amp; Address</u>   | <u>(b) Title &amp; Time</u>                        | <u>(c) Compensation</u> | <u>(d) Employee Benefit Plans</u> | <u>(e) Expense acct &amp; other allowances</u> |
|---|--|-------------------------|-----------------------------------|--|
| <b>OFFICERS</b>   |  |                         |                                   |  |
| Charles Stein<br>One Owens Corning Parkway<br>Toledo, OH 43659        | Chairman of the<br>Board<br>Minimal                | None                    | None                              | None   |
| Simone Hayes<br>One Owens Corning Parkway<br>Toledo, OH 43659         | President/Treasurer/Assistant Secretary<br>Minimal | None                    | None                              | None   |
| Joseph Mikelonis<br>One Owens Corning Parkway<br>Toledo, OH 43659     | Vice President<br>Minimal                          | None                    | None                              | None   |
| Rodney A. Nowland<br>One Owens Corning Parkway<br>Toledo, OH 43659    | Secretary<br>Minimal                               | None                    | None                              | None   |
| <b>DIRECTORS</b>  |  |                         |                                   |  |
| Karl Vose<br>One Owens Corning Parkway<br>Toledo, OH 43659            | Director   | None                    | None                              | None   |
| Jeremiah M. Sullivan<br>One Owens Corning Parkway<br>Toledo, OH 43659 | Director   | None                    | None                              | None   |
| Gary Nieman<br>One Owens Corning Parkway<br>Toledo, OH 43659          | Director   | None                    | None                              | None   |

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

2008 Form 990-PF, Part XV, Grants and  
Contributions Paid During the Year

| <u>Grant Recipient</u>  | <u>Purpose of Grant or Contribution</u> | <u>Dollar Amount</u> |
|---|---|----------------------|
| American Red Cross<br>3100 West Central Avenue<br>Toledo, OH 43606                                      | Civic & Community                       | 10,000               |
| Association of Universities & Colleges of Canada<br>600 - 350 Albert<br>Ottawa, Ontario, Canada K1R 1B1 | Education                               | 750                  |
| David T Brown Scholarship Foundation<br>PO Box 2569<br>Shelby, NC 28151                                 | Education                               | 10,000               |
| Toledo Community Foundation<br>1540 Fifth Third Center<br>Toledo, OH                                    | Civic & Community                       | 10                   |
| United Way of Amarillo<br>2207 Line Ave<br>Amarillo, TX 79106   | Civic & Community                       | 12,000               |
| University of Toledo<br>2801 W Bancroft<br>Toledo, OH 43606   | Education                               | 40,000               |
| Beloit Regional Hospice<br>655 Third Street<br>Beloit, WI 53511   | Civic & Community                       | 1,000                |
| Anderson College<br>316 Boulevard<br>Anderson, SC 29621   | Education                               | 1,000                |
| Anthony Wayne Schools<br>PO Box 294<br>Waterville, OH 43566   | Education                               | 2,500                |
| Anthony Wayne Schools<br>PO Box 294<br>Waterville, OH 43566   | Education                               | 2,500                |
| Bowling Green State University<br>Mileti Alumni Center<br>Bowling Green, OH 43403-0054                  | Education                               | 50                   |
| Case Western Reserve University<br>109050 Euclid, #212<br>Cleveland, OH 44106                           | Education                               | 50                   |

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

2008 Form 990-PF, Part XV, Grants and  
Contributions Paid During the Year

| <u>Grant Recipient</u>  | <u>Purpose of Grant or Contribution</u> | <u>Dollar Amount</u> |
|---|---|----------------------|
| Cedarville University<br>251 N Main St<br>Cedarville, OH 45314  | Education                               | 100                  |
| Cleveland State University Foundation<br>2605 Euclid Ave , NM Room 205<br>Cleveland, OH 44115-2454                      | Education                               | 100                  |
| Fairfield Union Local<br>7698 Main Street<br>PO Box 67<br>West Rushville, OH 43163                                      | Education                               | 1,000                |
| First Tee of Savannah<br>329 Commercial Drive<br>Savannah, GA 31406   | Education                               | 1,500                |
| Granville Recreation Commission<br>PO Box 483<br>Granville, OH 43023-1976   | Civic & Community                       | 550                  |
| Habitat for Humanity<br>Licking County<br>PO Box 2088<br>Heath, OH 43056  | Health and Human Services               | 1,750                |
| Habitat for Humanity<br>1115 S Fourth Street<br>Louisville, KY 40203-3101   | Health and Human Services               | 2,000                |
| Helping Hand Holiday Dinner<br>6703 Shannon Pkwy, Suite 14<br>Union City, CA 30291                                      | Health and Human Services               | 1,500                |
| Illinois State University Foundation<br>8000 Advancement Services<br>Illinois State University<br>Normal, IL 61790-8000 | Education                               | 100                  |
| Iowa State University Foundation<br>2505 University Blvd<br>PO Box 2230<br>Ames, IA 50010-2230                          | Education                               | 100                  |

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

2008 Form 990-PF, Part XV, Grants and  
Contributions Paid During the Year

| <u>Grant Recipient</u>  | <u>Purpose of Grant or Contribution</u> | <u>Dollar Amount</u> |
|---|---|----------------------|
| Junior Achievement - Latham<br>8 Stanley Circle<br>Latham, NY 12110                         | Education                               | 1,500                |
| Junior Achievement of<br>1004 South Pine Street<br>Spartanburg, SC 29302                    | Education                               | 500                  |
| Kenyon College<br>103 College Drive<br>Gambier, OH 43022                                    | Education                               | 250                  |
| Kettering University<br>1700 W Third Ave<br>Flint, MI 48504                                 | Education                               | 150                  |
| Lawrence University<br>PO Box 2697<br>Appleton, WI 54913                                    | Education                               | 2,000                |
| Loyola Academy<br>1100 Laramie<br>Wilmette, IL 60091  | Education                               | 100                  |
| Marshall Elementary<br>415 Colburn Street<br>Toledo, OH 43609                               | Education                               | 1,830                |
| Maumee Valley Country Day School<br>1715 S Reynolds Rd<br>Toledo, OH 43614                  | Education                               | 1,500                |
| Mercersburg Academy<br>300 E Seminary St<br>Mercersburg, PA 17236                           | Education                               | 2,500                |
| Miami University<br>Office of Advancement Services<br>926 Chestnut Lane<br>Oxford, OH 45056 | Education                               | 50                   |
| Michigan State University<br>4700 S. Hagadorn-Suite 220<br>East Lansing, MI 48823           | Education                               | 50                   |

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

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Contributions Paid During the Year

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|---|---|----------------------|
| Notre Dame Academy<br>3535 W Sylvania Ave<br>Toledo, OH 43623   | Education                               | 50                   |
| Ohio State University<br>PO Box 710811<br>Columbus, OH 43271  | Education                               | 100                  |
| Ohio University Foundation<br>PO Drawer 869<br>Athens, OH 45701-0869                                    | Education                               | 360                  |
| Old Savannah City Mission<br>2414 Bull Street<br>Savannah, GA 31401                                     | Civic & Community                       | 1,000                |
| Out of the Box<br>Eagles Economic Community Develop Corp<br>1134 Senoia Rd Suite A6<br>Tyrone, GA 30290 | Civic & Community                       | 2,000                |
| Pennsylvania State University<br>One Old Main<br>University Park, PA 16802                              | Education                               | 50                   |
| Purdue Foundation<br>DAIS 1800 Purdue Memorial Union<br>West Lafayette, IN 47907-1800                   | Education                               | 100                  |
| Savannah Technical School<br>5717 White Bluff Road<br>Savannah, GA 31405                                | Education                               | 2,000                |
| Sofia Quintero<br>1225 Broadway<br>Toledo, OH 43609   | Arts & Culture                          | 1,500                |
| St John's Jesuit High School<br>5901 Airport Highway<br>Toledo, OH 43615                                | Education                               | 100                  |
| St John's Jesuit High School<br>5901 Airport Highway<br>Toledo, OH 43615                                | Education                               | 2,500                |

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

2008 Form 990-PF, Part XV, Grants and  
Contributions Paid During the Year

| <u>Grant Recipient</u>   | <u>Purpose of Grant or Contribution</u> | <u>Dollar Amount</u> |
|--|---|----------------------|
| St. Joseph Central Catholic HS<br>702 Croghan Street<br>Fremont, OH 43420        | Education                               | 200                  |
| The University of Findlay<br>1000 N Main Street<br>Findlay, OH 45840             | Education                               | 250                  |
| The Woodlands<br>195 Union<br>Newark, OH 43055                                   | Health and Human Services               | 1,500                |
| The Works - Ohio Center for<br>55 S 1st Street<br>Newark, OH 43055               | Education                               | 1,500                |
| Toledo Christian School<br>2303 Brookford Drive<br>Toledo, OH 43614              | Education                               | 1,000                |
| Toledo Christian School<br>2303 Brookford Drive<br>Toledo, OH 43614              | Education                               | 2,500                |
| Toledo Christian School<br>2303 Brookford Drive<br>Toledo, OH 43614              | Education                               | 2,500                |
| Union Theological Seminary<br>3041 Broadway<br>New York, NY 10027-9986           | Education                               | 2,500                |
| United Way - Atlanta<br>100 Edgewood Ave NE<br>PO Box 2692<br>Atlanta, GA 30371  | Civic & Community                       | 1,500                |
| United Way of Kentucky<br>334 E Broadway<br>Louisville, KY 40202                 | Civic & Community                       | 3,800                |
| United Way of Licking County<br>68 W Church Street Suite 203<br>Newark, OH 43055 | Civic & Community                       | 1,000                |

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

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Contributions Paid During the Year

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|---|---|----------------------|
| United Way of Licking County<br>68 W Church Street Suite 203<br>Newark, OH 43055                          | Civic & Community                       | 10,000               |
| United Way of N E New York<br>Campaign Headquarters<br>One United Way<br>PO Box 13865<br>Albany, NY 12212 | Civic & Community                       | 3,000                |
| United Way of Piedmont<br>PO Box 5624<br>Spartanburg, SC 29304  | Civic & Community                       | 900                  |
| United Way of the Coastal Empire<br>PO Box 119<br>Savannah, GA 31412                                      | Civic & Community                       | 2,000                |
| University of Cincinnati Foundation<br>PO Box 19970<br>Cincinnati, OH 45219                               | Education                               | 50                   |
| University of Illinois Foundation<br>PO Box 3429<br>Champaign, IL 61826-3429                              | Education                               | 50                   |
| University of South Carolina<br>1600 Hampton St Room 736<br>Columbia, SC 29208                            | Education                               | 750                  |
| Washington College<br>300 Washington Ave<br>Chestertown, MD 21620   | Education                               | 2,500                |
| Western Illinois University<br>1 University Circle SH 303<br>Macomb, IL 61455                             | Education                               | 50                   |
| YMCA & JCC of Greater Toledo<br>1500 N Superior Street, 2nd Floor<br>Toledo, OH 43604                     | Civic & Community                       | 1,000                |
| Atlanta Stone Mountain High School<br>4555 Central Dr<br>Stone Mountain, GA 30083                         | Education                               | 1,000                |

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

2008 Form 990-PF, Part XV, Grants and  
Contributions Paid During the Year

| <u>Grant Recipient</u>  | <u>Purpose of Grant or Contribution</u> | <u>Dollar Amount</u> |
|---|---|----------------------|
| Caldwell Elementary School<br>230 Henry St<br>Memphis, TN 38107                       | Education                               | 500                  |
| Dress for Success<br>1750 Union Ave<br>Memphis, TN 38104                              | Education                               | 1,500                |
| East Mound Community Development Program<br>383 Washington Street<br>Newark, OH 43055 | Civic & Community                       | 1,500                |
| Junior Achievement of Northwestern Ohio<br>2239 Cheyenne Blvd<br>Toledo, OH 43614     | Education                               | 10,000               |
| Newark City Schools<br>140 W Church Street<br>Newark, OH 43055                        |   | 2,000                |
| Toledo Symphony<br>1838 Parkwood Ave #310<br>Toledo, OH 43624-2502                    | Arts & Culture                          | 25,000               |
| United Way of the Mid-South -Olive Branch<br>1407 Union Ave<br>Memphis, TN 38104      | Civic & Community                       | 1,000                |
| Adrian College<br>110 S Madison<br>Adrian, MI 49221                                   | Education                               | 50                   |
| Anderson College<br>316 Boulevard<br>Anderson, SC 29621                               | Education                               | 250                  |
| Anderson Free Clinic<br>414 N Fant St<br>Anderson, SC 29621-5716                      | Health and Human Services               | 700                  |
| Andrew Jackson High School<br>211 Old Hickory Blvd<br>Jackson, TN 38305               | Education                               | 1,000                |
| Aurora Project, Inc<br>1035 N Superior<br>Toledo, OH 43604                            | Education                               | 5,000                |
| Babson College<br>231 Forrest St<br>PO Box 57310<br>Babson Park, MA 02487             | Education                               | 50                   |

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

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Contributions Paid During the Year

| <u>Grant Recipient</u>   | <u>Purpose of Grant or Contribution</u> | <u>Dollar Amount</u> |
|--|---|----------------------|
| Case Western Reserve University<br>109050 Euclid, #212<br>Cleveland, OH 44106                        | Education                               | 100                  |
| College of Saint Benedict<br>37 South College Ave - Main 219<br>St Joseph, MN 56374                  | Education                               | 1,250                |
| Everett Park Renovation<br>1440 Londondale Pkwy, F-1<br>Newark, OH 43055                             | Civic & Community                       | 2,000                |
| Gustavus Adolphus College<br>800 W College Ave<br>St Peter, MN 56082                                 | Education                               | 1,000                |
| Miami University<br>Office of Advancement Services<br>926 Chestnut Lane<br>Oxford, OH 45056          | Education                               | 1,000                |
| Mount Union College<br>1972 Clark Avenue<br>Alliance, OH 44601                                       | Education                               | 375                  |
| Ohio Wesleyan University<br>Accounting Dept/Matching Gifts<br>61 S Sandusky St<br>Delaware, OH 43015 | Education                               | 200                  |
| Pennsylvania State University<br>One Old Main<br>University Park, PA 16802                           | Education                               | 400                  |
| Purdue Foundation<br>DAIS 1800 Purdue Memorial Union<br>West Lafayette, IN 47907-1800                | Education                               | 100                  |
| Rensselaer Polytechnic Institute<br>110 Eighth Street<br>Troy, NY 12180                              | Education                               | 250                  |
| Rensselaer Polytechnic Institute<br>110 Eighth Street<br>Troy, NY 12180                              | Education                               | 250                  |
| St John University<br>PO Box 7222<br>Collegeville, MN 56321  | Education                               | 1,250                |
| St Joseph Central Catholic HS<br>702 Croghan St<br>Fremont, OH 43420                                 | Education                               | 100                  |

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

2008 Form 990-PF, Part XV, Grants and  
Contributions Paid During the Year

| <u>Grant Recipient</u>  | <u>Purpose of Grant or Contribution</u> | <u>Dollar Amount</u> |
|---|---|----------------------|
| St Xavier High School<br>600 W North Bend Road<br>Cincinnati, OH 45224-1499   | Education                               | 100                  |
| The University of Texas at Austin<br>PO Box 7458<br>Austin, TX 78713  | Education                               | 200                  |
| Toledo School for the Arts<br>333 - 14th St<br>Toledo, OH 43604   | Education                               | 200                  |
| Union Theological Seminary<br>3041 Broadway<br>New York, NY 10027-9986  | Education                               | 2,500                |
| University of Massachusetts<br>Annual Fund<br>Memorial Hall<br>Amherst, MA 01003                                    | Education                               | 1,087                |
| Night on the Streets - Catholic Worker<br>PO Box 13468<br>Berkeley, CA 94712  | Civic & Community                       | 1,000                |
| St Vincent de Paul Society of St Mary Help of<br>Christians Church<br>109 Interlachen Court West<br>Aiken, SC 29803 | Civic & Community                       | 1,000                |
| American Cancer Society<br>151 Lake Street<br>Lancaster, OH 43130   | Health and Human Services               | 500                  |
| Boys & Girls Club of Waxahachie<br>PO Box 2049<br>Waxahachie, TX 75165  | Civic & Community                       | 600                  |
| Carl Perkins Center<br>178 Airways Blvd<br>Jackson, TN 38301  | Health and Human Services               | 500                  |
| Casa of Ellis County<br>PO Box 2646<br>Waxahachie, TX 75168   | Health and Human Services               | 500                  |
| Ellis County 4-H<br>114 South Rogers Street<br>Waxahachie, TX 75165   | Civic & Community                       | 500                  |

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

2008 Form 990-PF, Part XV, Grants and  
Contributions Paid During the Year

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|---|---|----------------------|
| Habitat for Humanity - Jackson TN<br>204 West Main Street<br>Jackson, TN 38301                | Health and Human Services               | 500                  |
| Nature's Nursery<br>11611 Reed Road<br>Whitehouse, OH 43571                                   | Education                               | 500                  |
| Orr Elementary<br>3609 Phoenix Ave<br>Fort Smith, AR 72903                                    | Education                               | 1,000                |
| Partners in Education<br>411 Gibson Street<br>Waxahachie, TX 75165                            | Education                               | 600                  |
| Partners in Education - Pope Elementary School<br>1071 Old Humboldt Road<br>Jackson, TN 38306 | Education                               | 500                  |
| Red Cross International Disaster Relief Fund<br>PO Box 38243<br>Washington, DC 20013          | Health and Human Services               | 2,975                |
| Relay for Life<br>747 Camden Ave<br>Campbell, CA 95008  | Health and Human Services               | 1,000                |
| Rotary Foundation of Rotary Intl<br>1560 Sherman Ave<br>Evanston, IL 50201                    | Civic & Community                       | 500                  |
| Santa Clara University Solar Decathlon<br>Santa Clara University<br>Santa Clara, CA 95053     | Civic & Community                       | 500                  |
| The Woodlands<br>195 Union<br>Newark, OH 43055  | Health and Human Services               | 2,000                |
| Tyler Street Resource Center<br>200 South Tyler Street<br>Amarillo, TX 79101                  | Civic & Community                       | 1,000                |
| Western Avenue Family Center<br>PO Box 20098<br>Toledo, OH 43610                              | Health and Human Services               | 500                  |
| Newark Bicentennial Commission<br>40 West Main Street<br>Newark, OH 43055                     | Civic & Community                       | 500                  |

Owens Corning Foundation, Inc  
FEIN 34-1270856  
For the year ended 12/31/08

2008 Form 990-PF, Part XV, Grants and  
Contributions Paid During the Year

| <u>Grant Recipient</u>  | <u>Purpose of Grant or Contribution</u> | <u>Dollar Amount</u> |
|---|---|----------------------|
| The Middle Connection<br>Jefferson County Public Schools<br>3332 Newburg Rd 3/Floor<br>Louisville, KY 40218 | Education                               | 800                  |
| Jefferson County Public School<br>3332 Newburg Road<br>Louisville, KY 40218                                 | Education                               | 800                  |
| United Way of Piedmont<br>PO Box 5624<br>Spartanburg, SC 29304  | Civic & Community                       | 900                  |
| CAFAmerica<br>1800 Diagonal Rd, suite 150<br>Alexandria, VA 22314   | Civic & Community                       | 6,480                |
| California Institute of Technology Request<br>1200 E California Blvd<br>Pasadena, CA 91125                  | Education                               | 250                  |
| Cardinal Stritch High School<br>3225 Pickle Road<br>Oregon, OH 43616  | Education                               | 50                   |
| Communities in Schools<br>109 Hinton Street<br>Chester, SC 29706  | Education                               | 2,000                |
| Cresent High School<br>PO Box 118<br>Iva, SC 29655  | Education                               | 2,500                |
| Evelyn Rivers<br>314 S Jefferson Street<br>Amarillo, TX 79101   | Health & Human Services                 | 1,000                |
| Faith City Mission<br>PO Box 870<br>Amarillo, TX 79106  | Health & Human Services                 | 1,000                |
| Junior Achievement - Chester<br>113 East Main Street<br>Rock Hill, SC 29730                                 | Education                               | 1,500                |

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For the year ended 12/31/08

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|--|---|----------------------|
| Lipscomb University<br>3901 Granny White Pike<br>Nashville, TN 37204                                     | Education                               | 150                  |
| Michigan State University<br>300 Spartan Way<br>East Lansing, MI 48824                                   | Education                               | 150                  |
| Michigan State University<br>300 Spartan Way<br>East Lansing, MI 48824                                   | Education                               | 300                  |
| National Merit Scholarship Corp<br>PO Box 99389<br>Chicago, IL 60693-9389                                | Education                               | 6,066                |
| Oglethorpe University<br>4484 Peachtree Rd<br>Atlanta, GA 30319  | Education                               | 100                  |
| Ohio University Foundation<br>PO Drawer 869<br>Athens, OH 45701-0869                                     | Education                               | 50                   |
| Ohio Wesleyan University<br>Accounting Dept/Matching Gifts<br>61 S Sandusky Street<br>Delaware, OH 43015 | Education                               | 250                  |
| Red Cross International Disaster Relief Fund<br>PO Box 38243<br>Washington, DC 20013                     | Civic and Community                     | 650                  |
| Red Cross of Chester County<br>156 Columbia Street<br>Chester, SC 29706                                  | Health & Human Services                 | 1,000                |
| St John's Jesuit High School<br>5901 Airport Highway<br>Toledo, OH 43615                                 | Education                               | 100                  |
| St Ursula Academy<br>4025 Indian Road<br>Toledo, OH 43606  | Education                               | 50                   |
| Toledo Christian School<br>2303 Brookford Drive<br>Toledo, OH 43614                                      | Education                               | 1,000                |
| United Way Houston<br>2220 North Loop West<br>Houston, TX 77018  | United Way                              | 1,000                |

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For the year ended 12/31/08

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|--|---|----------------------|
| United Way of Cabarrus County<br>301 S Brevard Street<br>Charlotte, NC 28202                                       | United Way                              | 1,000                |
| United Way of Chester<br>PO Box 163<br>Chester, SC 29706   | United Way                              | 1,000                |
| United Way of Ft Smith Area<br>320 South 18th Street<br>Ft Smith, AR 72901   | United Way                              | 1,500                |
| United Way of West - Jackson TN<br>1341 Highland Avenue<br>Jackson, TN 38301                                       | United Way                              | 500                  |
| University of Cincinnati<br>PO Box 19970<br>Cincinnati, OH 45219   | Education                               | 100                  |
| University of Kentucky<br>Sturgill Development Building<br>Lexington, KY 40506-0015                                | Education                               | 50                   |
| University of Massachusetts<br>Annual Fund<br>Memorial Hall<br>Amherst, MA 01003                                   | Education                               | 100                  |
| University of Toledo Foundation<br>Driscoll Center, Suite 102<br>Toledo, OH 43606-3395                             | Education                               | 2,500                |
| Association of Universities & Colleges of Canada<br>600 - 350 Albert<br>Ottawa, Ontario, Canada K1R 1B1            | Education                               | 9,432                |
| Hospital for Sick Children<br>555 University Ave<br>Toronto, Ontario M5B 1G3                                       | Health and Human Services               | 500                  |
| Juliette's Place for Battered Women and Children<br>PO Box 37529 31 Tappscott Road<br>Scarborough, Ontario M1B 5P9 | Health and Human Services               | 500                  |
| United Way of Greater Toronto<br>26 Wellington Street, East<br>Toronto, Ontario M5E 1S2                            | United Way                              | 2,000                |
| United Way of Licking County<br>68 W Church Street, Suite 203<br>Newark, OH 43055                                  | United Way                              | 14,000               |

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For the year ended 12/31/08

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|--|---|----------------------|
| United Way of Santa Clara<br>PO Box 2<br>Santa Clara, CA 95052                   | United Way                              | 4,000                |
| United Way of the Alberta Capital Region<br>10020-108 St<br>Edmonton, AB T5J 1K6 | United Way                              | 3,000                |
| United Way West Ellis County<br>102 YMCA Drive<br>Waxahachie, TX 75165           | United Way                              | 5,000                |
| United Way - Guelph<br>85 Westmount Road<br>Guelph, ON N1H 5J2                   | United Way                              | 3,000                |
| Foothills United Way<br>124 Greenville Street<br>Anderson, SC 29625              | United Way                              | 7,000                |
| Georgia Tech Foundation<br>190 North Ave<br>Atlanta, GA 30332-0175               | Education                               | 75                   |
| Grove City College<br>100 Campus Drive<br>Grove City, PA 16127                   | Education                               | 2,500                |
| Habitat for Humanity<br>PO Box 2586<br>Toledo, OH 43606-0586                     | Health and Human Services               | 20,000               |
| HomeAid<br>2900 Bristol Street, Suite D204<br>Costa Mesa, CA 92626               | Health and Human Services               | 25,000               |
| Kings College<br>133 N River Road<br>Wilkes Barre, PA 18711                      | Education                               | 100                  |
| Lawrence University<br>PO Box 2697<br>Appleton, WI 54913                         | Education                               | 2,000                |
| Ohio State University<br>PO Box 710811<br>Columbus, OH 43271                     | Education                               | 50                   |
| Ohio State University<br>PO Box 710811<br>Columbus, OH 43271                     | Education                               | 1,250                |

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For the year ended 12/31/08

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|--|---|----------------------|
| Ohio State University<br>PO Box 710811<br>Columbus, OH 43271   | Education                               | 50                   |
| Pennsylvania University<br>One Old Main<br>University Park, PA 16802                                     | Education                               | 500                  |
| Salvation Army<br>250 East Main<br>Newark, OH 43055  | Health and Human Services               | 2,000                |
| The University of Texas at Austin<br>PO Box 7458<br>Austin, TX 78713                                     | Education                               | 1,000                |
| Toledo Christian School<br>2303 Brookford Drive<br>Toledo, OH 43614                                      | Education                               | 1,500                |
| Toledo Opera<br>425 Jefferson<br>Toledo, OH 43604-1066   | Civic and Community                     | 3,000                |
| Toledo School for the Arts<br>333 - 14th Street<br>Toledo, OH 43604                                      | Education                               | 200                  |
| Tri-County Technical College<br>PO Box 587<br>Pendleton, SC 29670  | Education                               | 1,000                |
| United Way Greater Toledo<br>One Stranahan Square<br>Toledo, OH 43604                                    | United Way                              | 50,000               |
| United Way of Amarillo<br>2207 Line Ave<br>Amarillo, TX 79106  | United Way                              | 12,000               |
| University of South Carolina<br>Educational Foundation<br>1600 Hampton St , Rm 736<br>Columbia, SC 29208 | Education                               | 835                  |
| Habitat for Humanity<br>PO Box 2586<br>Toledo, OH 43606-0586   | Health and Human Services               | 20,000               |
| Center for American Progress<br>1333 H Street NW, 10th Floor<br>Washington, DC 20005                     | Civic and Community                     | 100,000              |
| <b>TOTAL 2008 CONTRIBUTION</b>   |   | <b>552,275</b>       |