

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

In re:

OWENS CORNING, et al.,  
  
Debtors.

Chapter 11

Case No. 00-03837 (JKF)  
Jointly Administered

Ref. No. 13000

**MOTION BY CREDIT SUISSE FIRST BOSTON, AS AGENT, FOR AUTHORITY TO  
FILE UNDER SEAL EXPERT REPORT OF DR. JOSEPH N. GITLIN**

To: The Honorable John P. Fullam  
United States District Court for the Eastern District of Pennsylvania  
U.S. Courthouse  
601 Market Street, Room 15614  
Philadelphia, PA 19106-1780

Credit Suisse First Boston (“CSFB”), as Agent for the prepetition institutional lenders to Owens Corning and certain of its affiliates, by and through their undersigned attorneys, hereby applies for an order, substantially in the form annexed hereto, pursuant to 11 U.S.C. § 107(b)(2), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 5003-1(b) of the Local Rules of the United States Bankruptcy Court for the District of Delaware, permitting CSFB to file under seal an unredacted version of the Expert Report of Dr. Joseph N. Gitlin (“Gitlin Report”), filed contemporaneously herewith. In support of this Motion, CSFB respectfully represents as follows:

**Background**

1. On October 5, 2000, Owens Corning and seventeen of its affiliates and subsidiaries (collectively, the “Debtors”) each commenced a voluntary case under chapter 11 of title 11, United States Code (the “Bankruptcy Code”).

2. On August 23, 2004, the Court entered the Scheduling Order Regarding Claims Estimation Issues (“Scheduling Order”). The Scheduling Order designated October 15,

DKT. NO. 13001  
DT. FILED 10-15-2004

2004 as the date by which parties intending to present expert testimony at the initial hearing on claims estimation must file expert reports with the Court.

3. The Debtors, CSFB, the Designated Members of the Official Committee of Unsecured Creditors, the Official Committee of Asbestos Claimants, and the Legal Representative for Future Claimants have entered into a confidentiality agreement regarding the production of documents with respect to claims estimation (the "Confidentiality Agreement").

4. Pursuant to the Confidentiality Agreement, the Debtors have produced various documents to CSFB, certain of which the Debtors have designated as "highly confidential." CSFB takes no position as to the appropriateness of such designations.

5. Contemporaneously herewith, CSFB is filing an expert report prepared by Dr. Joseph N. Gitlin of Johns Hopkins University (the "Gitlin Report").

6. Dr. Gitlin relied upon one or more documents designated by the Debtors as "highly confidential" in preparing the Gitlin Report.

7. Out of an abundance of caution, CSFB is filing a redacted version of the Gitlin Report on the public docket and filing an unredacted version of the Gitlin Report under seal.

8. The unredacted version of the Gitlin Report will be served upon the parties to the Confidentiality Agreement.

### **Jurisdiction**

9. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue of these proceedings and the motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2). The

predicates for the relief requested herein are Sections 102 and 107(b) of the Bankruptcy Code, and Rules 2002 and 9018 of the Bankruptcy Rules.

**Relief Requested and Basis for Relief**

10. By this Motion, the CSFB seeks an order, in accordance with section 107(b)(1) of the Bankruptcy Code, Bankruptcy Rule 9018 and Del. Bankr. LR 5003-1(b), allowing it to file the unredacted version of the Gitlin Report under seal, so that it may be disclosed only to the Court and to parties who have entered into the Confidentiality Agreement. Pursuant to Del. Bankr. LR 5003-1(b), a copy of the unredacted version of the Gitlin Report has been provided to the Court for its review, in an envelope marked "Confidential Documents Filed Under Seal."

11. Bankruptcy Code Section 107(b) provides, in relevant part, that:

On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court's own motion, the bankruptcy court may -

(1) protect an entity with respect to a trade secret or confidential research, development, or commercial information; or

(2) protect a person with respect to scandalous or defamatory matter contained in a paper filed in a case under this title."

11 U.S.C. § 107(b)(2).

12. Similarly, Federal Rule of Bankruptcy Procedure 9018 provides as follows:

On motion or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development or commercial information, (2) to protect any entity against scandalous or defamatory matter contained in any paper filed in a case under the Code, or (3) to protect governmental matters that are made confidential by statute or regulation.

Fed. R. Bankr. P. 9018.

13. This Motion is based on the Debtors' designation of certain documents as highly confidential pursuant to the Confidentiality Agreement.

**No Prior Request**

14. No previous request for the relief sought in this Motion has been made to this or any other Court.

WHEREFORE, CSFB respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit A, (i) allowing the unredacted version of the Gitlin Report to be filed under seal, (ii) directing that such documents shall remain under seal

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY BLANK.]

and confidential and shall be made available only to the Court and the respective parties to the Confidentiality Agreement, and (iii) for such other and further relief as is just and proper.

Dated: October 15, 2004

  
LANDIS RATH & COBB LLP

Richard S. Cobb (I.D. No. 3157)  
Rebecca L. Butcher (I.D. No. 3816)  
919 Market Street, Suite 600  
Wilmington, DE 19801  
Telephone: (302) 467-4400

-and-

WEIL, GOTSHAL & MANGES LLP  
Martin J. Bienenstock  
Richard A. Rothman  
Ralph I. Miller  
David A. Hickerson  
767 Fifth Avenue  
New York, NY 10153  
Telephone: (212) 310-8000

-and-

KRAMER LEVIN NAFTALIS &  
FRANKEL LLP  
Kenneth H. Eckstein  
Ellen R. Nadler  
Philip S. Kaufman  
Jeffrey S. Trachtman  
919 Third Avenue  
New York, New York 10022  
Telephone: (212) 715-9100

Attorneys for Credit Suisse First  
Boston, as Agent for the Bank Group

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

-----X  
IN RE :  
 : Chapter 11  
OWENS CORNING, et al., :  
 : Case Nos. 00-3837 to 3854 (JKF)  
 : (Jointly Administered)  
 :  
 Debtors. :  
-----X

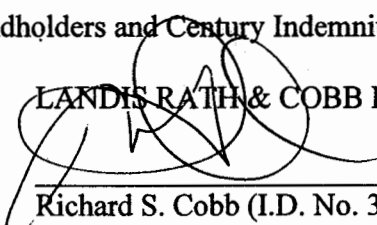
**NOTICE OF FILING OF PARTIALLY REDACTED EXPERT REPORT OF  
DR. JOSEPH N. GITLIN**

PLEASE TAKE NOTICE that Credit Suisse First Boston (“CSFB”), as Agent for the prepetition institutional lenders to Owens Corning and certain of its affiliates, hereby files the partially redacted expert witness report of Dr. Joseph N. Gitlin (the “Partially Redacted Expert Report”).

PLEASE TAKE FURTHER NOTICE that on October 15, 2004, counsel for CSFB caused to be sent by overnight mail to the Chambers of the Honorable John P. Fullam, Senior Judge, a copy of this report. A copy of the Partially Redacted Expert Report also was served on counsel for the Debtors, the Designated Members of the Official Committee of Unsecured Creditors, the Official Committee of Asbestos Claimants, the Legal Representative for Future Claimants, the Ad Hoc Committee of Bondholders and Century Indemnity Company.

Dated: October 15, 2004

LANDIS RATH & COBB LLP

  
Richard S. Cobb (I.D. No. 3157)  
Rebecca L. Butcher (I.D. No. 3816)  
919 Market Street, Suite 600  
Wilmington, DE 19810  
Telephone: (302) 467-4400  
Facsimile: (302) 467-4450

-and-

DKT. NO. 13000  
DT. FILED 10-15-2004

WEIL, GOTSHAL & MANGES LLP

Martin J. Bienenstock

Richard A. Rothman

Ralph I. Miller

David A. Hickerson

767 Fifth Avenue

New York, NY 10153

Telephone: (212) 310-8000

-and-

KRAMER LEVIN NAFTALIS &

FRANKEL LLP

Kenneth H. Eckstein

Ellen R. Nadler

Philip S. Kaufman

Jeffrey S. Trachtman

919 Third Avenue

New York, New York 10022

Telephone: (212) 715-9100

Attorneys for Credit Suisse First  
Boston, as Agent for the Bank Group