

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

In re:) Chapter 11
)
DIAMOND GLASS, INC., *et al.*,¹) Case No. 08-10601 (CSS)
)
Debtors.) Jointly Administered
)
) Hearing Date: July 18, 2008 at 10:00 a.m. (ET)
) Objection Deadline: July 11, 2008 at 4:00 p.m. (ET)

**MOTION OF THE DEBTORS FOR AN ORDER PURSUANT
TO BANKRUPTCY RULE 3003(c)(3) AND LOCAL RULE 2002-1(e)
ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM AND
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Diamond Glass, Inc. ("Diamond Glass") and DT Subsidiary Corp. ("DT Subsidiary") and together with Diamond Glass, the "Debtors", by and through their undersigned attorneys, hereby move this Court (the "Motion"), pursuant to Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), for the entry of an order: (i) establishing September 8, 2008 at 4:00 p.m. (Eastern Time) (the "General Bar Date") as the general bar date by which all entities, other than governmental units, must file proofs of claim in these chapter 11 cases; (ii) establishing September 29, 2008 at 4:00 p.m. (Eastern Time) (the "Government Bar Date") as the date by which all governmental units must file proofs of claim in these cases; (iii) establishing the date by which proofs of claim relating to the Debtors' rejection of executory contracts or unexpired leases must be filed in these cases (the "Rejection Bar Date," and together

¹ The Debtors in these proceedings are: Diamond Glass, Inc. (Tax ID No. XX-XXX8853); and DT Subsidiary Corp., a wholly owned subsidiary of Diamond Glass (Tax ID No. XX-XXX3494), each with a mailing address of 220 Division Street, Kingston, PA 18704. Diamond Glass, Inc. is formerly known as Diamond Glass Companies, Inc. and Diamond Triumph Auto Glass, Inc.

with the General Bar Date and the Government Bar Date, collectively, the “Bar Dates”); and (iv) approving the form and manner of the notice of the Bar Dates (the “Bar Date Notice”) and finding that the proposed notice of the Bar Dates to creditors and equity interest holders in the form and manner set forth herein is fair, reasonable, and adequate. In support of this Motion, the Debtors respectfully represent as follows:

JURISDICTION

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. The predicates for the relief requested herein are Bankruptcy Rule 3003(c)(3) and Local Rule 2002-1(e).

BACKGROUND

3. On the April 1, 2008 (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

4. Each Debtor is continuing to operate its business and manage its properties as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On April 10, 2008, an Official Committee of Unsecured Creditors (the “Committee”) was appointed in these cases.

6. No request for the appointment of a chapter 11 trustee or an examiner has been made.

7. A detailed description of the events leading up to this chapter 11 filing is set forth more fully in the Declaration of William Cogswell in Support of Chapter 11 Petitions and First Day Motions, filed in this case on April 1, 2008 [Docket No. 2].

8. The section 341(a) meeting of creditors (the "341 Meeting") was held on May 8, 2008 and continued to May 23, 2008.

9. The Debtors' filed their schedules of assets and liabilities and statements of financial affairs (collectively, the "Schedules") on May 23, 2008.

RELIEF REQUESTED

10. In order for the Debtors to fully administer these estates and to make distributions under any chapter 11 plan confirmed in these cases, the Debtors must obtain complete and accurate information regarding the nature, validity and amount of all claims² that will be asserted in these chapter 11 cases. Consequently, the Debtors request that, pursuant to Bankruptcy Rule 3003(c)(3), the Court (a) establish the Bar Dates and related claims procedures proposed herein, and (b) approve the form and manner of the Bar Date Notice.

A. Establishment of the Bar Dates.

11. The General Bar Date. Bankruptcy Rule 3003(c)(3) requires that the Court fix a time within which proofs of claim must be filed. The Debtors anticipate that they, through their claims agent, will serve the Bar Date Notice and a proof of claim form³ upon all known entities holding potential prepetition claims within five (5) business days after the date that an order is entered approving this Motion and establishing the Bar Dates (the "Bar Date Order"). The date on which the Debtors actually serve the Bar Date Notice and proof of claim

² The term "claim," as used herein, has the meaning given to it in section 101(5) of the Bankruptcy Code.

³ A complete description of the procedures by which this service will be accomplished is set forth *infra*.

forms is referred to herein as the “Service Date.” The Debtors request that the Court establish September 8, 2008 at 4:00 p.m. (Eastern Time) as the General Bar Date. The General Bar Date would be the date by which all entities⁴ holding prepetition claims, other than governmental units,⁵ must file proofs of claim. Except as provided below, the General Bar Date would apply to all entities, other than governmental units, holding claims against the Debtors (whether secured, unsecured priority or unsecured nonpriority) that arose prior to or on the Petition Date.

12. The Government Bar Date. Section 502(b)(9) of the Bankruptcy Code provides, in relevant part, that “[a] claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief or such later time as the [Bankruptcy Rules] may provide.” Accordingly, pursuant to section 502(b)(9) of the Bankruptcy Code, a proof of claim filed by a governmental unit in these cases is deemed timely if it is filed within 180 days after the Petition Date, or by September 29, 2008. The Debtors, therefore, request that September 29, 2008 at 4:00 p.m. (Eastern Time) be established as the Government Bar Date in these cases. The Government Bar Date would apply to all governmental units holding claims against the Debtors (whether secured, unsecured priority or unsecured nonpriority) that arose prior to or on the Petition Date, including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.

13. The Rejection Bar Date. The Debtors anticipate that certain entities may assert claims (each a “Rejection Damages Claim”) in connection with the Debtors’ rejection of executory contracts and/or unexpired leases pursuant to section 365 of the Bankruptcy Code.

⁴ As used herein, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code.

⁵ As used herein, the term “governmental unit” has the meaning given to it in section 101(27) of the Bankruptcy Code.

Indeed, by order dated April 24, 2008, this Court authorized the rejection of ten unexpired real property leases for which no claims bar date has been established. The Debtors propose that any person or entity that asserts a Rejection Damages Claim, must file a Proof of Claim on or before the later of (i) the General Bar Date or (ii) thirty (30) days after entry of an order approving the rejection of an executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damages Claim is a party.

B. Entities That Must File Proofs of Claim by the General Bar Date or the Government Bar Date.

14. The Debtors propose that, subject to the provisions proposed in this Motion for holders of claims subject to the Rejection Bar Date, all entities holding Claims against the Debtors that arose prior to or on the Petition Date, including, without limitation, the following entities, must file proofs of claim on or before the General Bar Date or, with respect to claims of governmental units, on or before the Government Bar Date:

- a. any entity whose prepetition claim against the Debtors is not listed in the Schedules or whose prepetition claim is listed in the Schedules but is listed as disputed, contingent or unliquidated and that desires to participate in these chapter 11 cases or share in any distribution in these chapter 11 cases; and
- b. any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in the Schedules in an incorrect amount and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

C. Entities Not Required to File Proofs of Claim by the General Bar Date or the Government Bar Date.

15. The Debtors propose that the following entities, whose claims otherwise would be subject to the General Bar Date or the Government Bar Date, need not file proofs of claim:

- a. any entity that has already properly filed a Proof of Claim against one or more of the Debtors with either Garden City Group, Inc. ("Garden City"),

the Court-appointed claims agent in these cases, or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;

- b. any entity (i) whose claim is listed in the Schedules or any amendments thereto, and (ii) whose claim is not described therein as “disputed,” “contingent,” or “unliquidated,” and (iii) who does not dispute the amount or classification of its claim as set forth in the Schedules;
- c. professionals retained by the Debtors or the Committee pursuant to orders of this Court, including Garden City, who assert administrative claims for payment of fees and expenses subject to the Court’s approval pursuant to sections 330, 331(a) and 503(b) of the Bankruptcy Code;
- d. any entity that asserts an administrative expense claim against the Debtors pursuant to section 503(b) of the Bankruptcy Code;
- e. current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers’ or directors’ prepetition or postpetition services to the Debtors;
- f. any Debtor asserting a claim against another Debtor;
- g. any direct or indirect non-debtor subsidiary of a Debtor asserting a claim against a Debtor;
- h. any entity whose claim against the Debtors has been allowed by an order of the Court entered on or before the applicable Bar Date; or
- i. any person or entity whose claim has been paid by the Debtors.

D. No Requirement to File Proofs of Interest.

16. The Debtors propose that any entity holding an interest in the Debtors (an “Interest Holder”), which interest is based exclusively upon the ownership of common or preferred stock in a corporation, a general or limited partner interest in a limited partnership, a membership interest in a limited liability company or warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to herein as an “Interest”), need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders that wish to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to

the sale, issuance or distribution of such Interest, must file proofs of claim on or before the General Bar Date, unless another exception identified in this Motion applies.⁶

E. Filing Proofs of Claim Against Multiple Debtors and Requirement to Identify Debtor.

17. The Debtors propose that, any entity asserting Claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its Claim is asserted.

F. Effect of Failure to File Proofs of Claim.

18. The Debtors propose that, pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in these chapter 11 cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or the Bar Date Order with respect to a particular claim against the Debtors, but fails to do so by the applicable Bar Date, should be not treated as a creditor with respect to such Claim for the purposes of voting on and distribution under any chapter 11 plan proposed and/or confirmed in these cases.

G. Procedures for Providing Notice of Bar Dates and Filing Proofs of Claim.

19. The Debtors propose to serve on all known entities holding potential prepetition claims with: (a) a notice of the Bar Dates substantially in the form of the Bar Date Notice attached hereto as Exhibit A and incorporated herein by reference; and (b) a proof of claim form substantially in the form of Official Form No. 10 (the "Proof of Claim Form," and together with the Bar Date Notice, collectively, the "Bar Date Notice Package").⁷

⁶ The Debtors reserve the right to seek relief at a later date requiring Interest Holders to file proofs of interest.

⁷ The Proof of Claim Form has been modified, and may be further modified in certain limited respects, to accommodate the claims process in these cases.

H. Publication of Notice.

24. In light of the size, complexity, geographic diversity and extensive history of the Debtors' businesses, potential claims against the Debtors may exist that the Debtors are unable to identify on the Schedules. Such unknown potential claims may include, for example, (a) claims of trade vendors that failed to submit invoices to the Debtors, (b) claims of former employees, (c) claims of entities with potential unasserted causes of action against the Debtors and (d) claims that, for various other reasons, are not recorded in the Debtors' books and records. Accordingly, the Debtors believe that (a) it is necessary to provide notice of the Bar Dates to entities whose names and addresses are unknown to the Debtors and (b) it is advisable to provide supplemental notice to known holders of potential claims. Therefore, pursuant to Bankruptcy Rule 2002(l),¹⁰ the Debtors request authority to publish notice of the Bar Dates substantially in the form of the Bar Date Notice (the "Publication Notice," annexed hereto as Exhibit B) within ten (10) business days of the date of entry of the order granting this Motion in *USA Today*.

NOTICE

25. Notice of this Motion has been provided to (i) the office of the United States Trustee for the District of Delaware; (ii) counsel to Guggenheim, the Debtors' prepetition secured lender and postpetition secured lender; (iii) counsel to the Committee; (iv) counsel to the Indenture Trustee under the Indenture; (v) counsel to certain of the Noteholders; and (vi) any parties requesting notice pursuant to bankruptcy rule 2002. In light of the relief requested, the Debtors submit that no further notice is necessary.

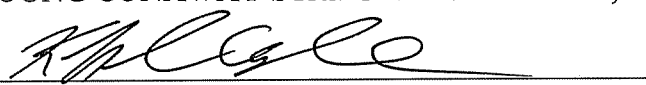
¹⁰ Bankruptcy Rule 2002(l) provides that "[t]he court may order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice."

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit C: (i) authorizing the Debtors to fix the General Bar Date for all claims other than claims asserted by governmental units and Rejection Damages Claims; (ii) establishing the Government Bar Date for all prepetition claims asserted by governmental units; (iii) establishing the Rejection Bar Date as the bar date for Rejection Damages Claims; (iv) approving the form and manner of service of the Bar Date Notice Package, pursuant to Bankruptcy Rule 2002(a)(7) and Local Bankruptcy Rule 2002-1(e); (v) approving the form and manner of publication of the Publication Notice, pursuant to Bankruptcy Rule 2002(l); and (vi) granting such other and further relief as the Court may deem proper.

Dated: Wilmington, Delaware Michael P. Richman (NY 2004646, admitted *pro hac vice*)
June 26, 2008 Mark A. Salzberg (FL 965741, admitted *pro hac vice*)
 Erica L. Morabito (VA 44369, admitted *pro hac vice*)
 FOLEY & LARDNER LLP
 90 Park Avenue
 New York, NY 10005
 (212) 682-7474 (Telephone)
 (212) 687-2329 (Facsimile)

-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Michael R. Nestor (No. 3526)
Joseph M. Barry (No. 4221)
Donald J. Bowman, Jr. (No. 4383)
Kara Hammond Coyle (No. 4410)
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, Delaware 19899-0391
Telephone: (302) 571-6758
Facsimile: (302) 571-1253

Counsel for the Debtors and Debtors in Possession