

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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In re:	)	Chapter 11
	)	
DIAMOND GLASS, INC., <i>et al.</i> ,	)	Case No.: 08-10601 (CSS)
	)	
Debtors.	)	Jointly Administered

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STATEMENT OF FINANCIAL AFFAIRS FOR

**DT Subsidiary Corp.**

Case No 08-10602 (CSS)

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

In re: )  
 ) Chapter 11  
DIAMOND GLASS, INC., *et al.*,<sup>1</sup> )  
 ) Case No. 08-10601 (CSS)  
 )  
Debtors. ) Jointly Administered  
 )

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS,  
METHODOLOGY, AND DISCLAIMER REGARDING  
DEBTORS' SCHEDULES AND STATEMENTS<sup>2</sup>**

The Schedules of Assets and Liabilities and Statements of Financial Affairs (the “Schedules and Statements”) filed by Diamond Glass, Inc. (“Diamond Glass”) and DT Subsidiary Corp. (“DT Subsidiary” and, together with Diamond, the “Debtors”), in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), were prepared pursuant to 11 U.S.C. § 521 and Federal Rule of Bankruptcy Procedure 1007 by the Debtors’ management and are unaudited. In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of such preparation. While those members of management responsible for the preparation of the Schedules and Statements have made a reasonable effort to ensure that the Schedules and Statements are accurate and complete based on information known to them at the time of preparation after reasonable inquiries, inadvertent errors may exist and/or the subsequent receipt of information may result in material changes in financial and other data contained in the Schedules and Statements that may warrant amendment of the same. Moreover, because the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, there can be no assurance that these Schedules and Statements are complete or accurate. These Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding Debtors’ Schedules and Statements (the “Global Notes”) comprise an integral part of the Schedules and Statements and should be referred to and considered in connection with any review of them. For privacy purposes, the Debtors have not listed the complete home addresses of employees, directors, officers and stockholders.

1. Case. On April 1, 2008 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”).

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<sup>1</sup> 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.

<sup>2</sup> These Global Notes are followed by the Schedules of Assets and Liabilities or Statement of Financial Affairs.

2. Reporting Date. Financial information relating to the assets reported in the Debtors' Schedules and Statements are provided as of March 31, 2008, unless otherwise indicated. Financial information relating to the liabilities reported in the Debtors' Schedules and Statements are provided as of the Petition Date unless otherwise noted.

3. Amendments. The Debtors reserve their rights to amend the Schedules and Statements in all respects at any time as may be necessary or appropriate, including, without limitation, the right to dispute or to assert offsets or defenses to any claim reflected on the Schedules and Statements as to amount, to liability, or to classification, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated." Any failure to designate a claim as "contingent," "unliquidated," or "disputed" does not constitute an admission by the Debtors that such claim is not "contingent," "unliquidated," or "disputed."

4. Estimates and Assumptions. The preparation of the Schedules and Statements requires the Debtors to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities on the date of the Schedules and Statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

5. Unknown Amounts. Some of the scheduled liabilities are unknown and unliquidated at this time. In such cases, the amounts are listed as "Unknown." Accordingly, the Schedules and the Statements do not accurately reflect the aggregate amount of the Debtors' liabilities.

6. Pre-petition v. Post-Petition. The Debtors have sought to allocate liabilities between the pre-petition and post-petition periods based on the information from research that was conducted with the preparation of these Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between pre-petition and post-petition periods may change.

7. GAAP. Given the difference between the information requested in the Schedules and Statements, and the financial information utilized under generally accepted accounting principles in the United States ("GAAP"), the aggregate asset values and claim amounts set forth in the Schedules and Statements do not necessarily reflect the amounts that would be set forth in a balance sheet prepared in accordance with GAAP.

8. Asset Values. It would be prohibitively expensive, unduly burdensome, and time-consuming to obtain current market valuations of the Debtors' property interests. Accordingly, to the extent any asset value is listed herein, and unless otherwise noted therein, net book values rather than current market values of the Debtors' property interests are reflected in the applicable Schedule. As applicable, assets that have been

fully depreciated or were expensed for accounting purposes have no net book value. And, unless otherwise indicated, all asset amounts and claim amounts are listed as of the Petition Date.

9. Intercompany Transfers. Because of the Debtors' consolidated cash management system, certain of the information set forth in the Schedules and Statements may not accurately reflect payments by an affiliated Debtor on behalf of another Debtor.

10. Challenge of Liens. Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Bankruptcy Court, the Debtors reserve the right to dispute or to challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all of their rights to dispute or to challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The description provided on Schedule D is intended only to be a summary.

11. Setoff or Recoupment Rights. The Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights, deposits posted by or on behalf of the Debtors, or inchoate statutory lien rights. Such counterparties have been listed on Schedule F.

12. First-Day Orders. Pursuant to various orders issued by the Court, the Debtors were authorized to pay certain outstanding pre-petition claims, including, without limitation, claims relating to employee compensation, benefits, reimbursable business expenses, critical vendors, certain taxing authorities and related administrative costs. However, the claims listed in the Schedules and Statements may not reflect amounts paid pursuant to these various First Day Orders as they were unpaid as of the Petition Date. Moreover, to the extent such a claim is listed on the Schedules and Statements, inadvertently or otherwise, the Debtors do not waive any right to amend the Schedules and Statements or subsequently object to such claims.

13. Ordinary Course of Business. In the ordinary course of their business, the Debtors apply credits against amounts otherwise due to vendors. These credits arise because, among other matters, materials ordered and paid for may not be delivered, materials delivered are damaged or unusable, and vendors provide volume rebates and cash discounts. Certain of these credits are subject to change. Vendor claims are listed at the amounts entered on the Debtors' books and records, which may reflect credits or allowances due from such creditors to the Debtors. The Debtors reserve all of their rights respecting such credits and allowances.

14. Executory Contracts and Unexpired Leases. For purposes of the Schedules and Statements, the Debtors have only scheduled claims and executory contracts for which the Debtors may be contractually and/or directly liable. While every reasonable effort has been made to ensure the accuracy of Schedule G regarding

executory contracts and unexpired leases, inadvertent errors or omissions may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any contract, agreement, or lease set forth on Schedule G that may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments, and agreements which may not be listed on Schedule G. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized in writing and could be subject to dispute. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, right of way, subordination, non-disturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G. The Debtors reserve all of their rights to dispute or to challenge the characterization of the structure of any transaction, or any document or instrument related to a creditor's claim. In the ordinary course of business, the Debtors may have entered into agreements, written or oral, for the provision of certain services on a month-to-month or at-will basis. Such contracts may not be included on Schedule G. However, the Debtors reserve the right to assert that such agreements constitute executory contracts. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all rights to challenge whether any of the listed contracts, leases, agreements or other documents constitute an executory contract or unexpired lease, including if any are unexpired non-residential real property leases. Any and all of the Debtors' rights, claims, and causes of action regarding the contracts and agreements listed on Schedule G are hereby reserved and preserved.

15. Causes of Action. The Debtors, despite reasonable efforts, may not have identified and/or set forth all of their causes of action (filed or potential) against third parties as assets in their Schedules and Statements. However, the Debtors reserve all of their causes of action. Neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such cause of action. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with these Chapter 11 cases, equitable subordination, and/or causes of action arising under the provisions of Chapter 5 of the Bankruptcy Code and other relevant nonbankruptcy laws to recover assets or avoid transfers.

16. Insiders. In the circumstances where the Schedules and Statements require information regarding insiders and/or officers and directors, included therein are each of the Debtors' (a) directors (or persons in similar positions) and (b) employees that are, or were during the relevant period, officers (or persons in control). The listing of a party as an insider is not intended to be nor should it be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses are hereby expressly

reserved. Further, employees have been included in this disclosure for informational purposes only and should not be deemed to be “insiders” in terms of control of the Debtors, management responsibilities or functions, decision-making or corporate authority and/or as otherwise defined by applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

17. Summary of Significant Reporting Policies and Practices. The following conventions were adopted by the Debtors in preparation of the Schedules and Statements:

- a. Fair Market Value; Book Value. Unless otherwise noted therein, the Schedules and Statements reflect the carrying value of the liabilities as listed on the Debtors’ books and records. Where the current market value of assets is unknown, the Debtors have based their valuation on book values; however, particularly with respect to machinery and equipment, the Debtors believe the actual value may be substantially lower.
- b. Leased Real and Personal Property. In the ordinary course of their business, the Debtors lease real property and various articles of personal property, including, without limitation, furniture, fixtures and equipment, from certain third-party lessors. All such leases are set forth in the Schedules and Statements. The property subject to leases is not reflected in the Schedules and Statements as either owned property or assets of the Debtors or property or assets of third-parties within the control of the Debtors. Nothing in the Schedules or Statements is or shall be construed as an admission or determination as to legal status of any lease (including whether to assume and assign or reject such lease or whether it is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to all such issues.
- c. Claims. Certain of the Schedules and Statements list creditors of the Debtors as of the Petition Date. Payments have been made subsequently to certain claimants pursuant to Bankruptcy Court orders in the Debtors’ cases. The Bankruptcy Court has authorized the Debtors, among other matters, to pay pre-petition wages, salaries and other related employee benefits, certain critical vendors and taxing authorities. However, the claims listed in the Schedules and Statements may not reflect amounts paid pursuant to these various First Day Orders and the actual unpaid claims of creditors may differ from amounts set forth in the Schedules and Statements.
- d. Disputed, Contingent and/or Unliquidated Claims. Schedules D, E, and F permit the Debtors to designate a claim as disputed,

contingent, and/or unliquidated. A failure to designate a claim on any of these Schedules and Statements as disputed, contingent, and/or unliquidated does not constitute an admission that such claim is not subject to objection. The Debtors reserve the right to dispute, or assert offsets or defenses to, any claim reflected on these Schedules and Statements as to amount, liability, or status.

18. Summary of Significant “SOFA” Issues. The following conventions were adopted by the Debtors in preparation of the Schedules and Statements:

- a. For SOFA question 3b, the Debtors have listed known payments to creditors that were made during the 90 days prior to the Petition Date, other than ordinary course wages or expense reimbursements to employees.
- b. For SOFA questions 3c, 21 and 22, the Debtors have not provided the complete home addresses of the officers, directors and stockholders referenced therein for privacy purposes.

Neither the Debtors, their agents, nor their attorneys guarantee or warrant the accuracy, the completeness, or correctness of the data that is provided herein or in the Schedules and Statements, and neither is liable for any loss or injury arising out of or caused in whole or in part by the acts, errors or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communication or delivering the information here. While every effort has been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys and advisors expressly do not undertake any obligation to update, modify, revise or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised or re-categorized. In no event shall the Debtors or their agents, attorneys and advisors be liable to any third party for any direct, indirect, incidental, consequential or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys and advisors are advised of the possibility of such damages.

\*\*\*\* END OF GLOBAL NOTES \*\*\*\*

**United States Bankruptcy Court  
District of Delaware Includes G and H**

In re DT SUBSIDIARY CORP.

Debtor(s)

Case No. 08-10602Chapter 11

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**1. Income from employment or operation of business**

None  

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT  
**\$732,540.00**

**\$4,477,754.00**

**\$6,091,496.00**

SOURCE

**Sales: January 1, 2008 - March 31, 2008**

**Sales: January 1, 2007 - December 31, 2007**

**Sales: January 1, 2006 - December 31, 2006**

**2. Income other than from employment or operation of business**

None  State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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**3. Payments to creditors**

None  *Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None  b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See attached Schedule 3b		\$5,800.68	\$0.00

None  c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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**4. Suits and administrative proceedings, executions, garnishments and attachments**

None  a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Auto Glass Wholesales, Inc. f/k/a Settles Glass Companies v. DT Subsidiary Corporation and Diamond Triumph Auto Glass, Inc. Case No. 71804	Claimant alleges breach of an asset purchase agreement and certain ancillary agreements	Commonwealth of Massachusetts Superior Court Norfolk, Massachusetts	Pending

CAPTION OF SUIT AND CASE NUMBER <b>Richard Blenis v. Diamond Glass</b>	NATURE OF PROCEEDING <b>Workers compensation proceeding</b>	COURT OR AGENCY AND LOCATION <b>The Commonwealth of Massachusetts Department of Industrial Accidents 601 Washington St., 7th Floor Department 110 Boston, MA 02111</b>	STATUS OR DISPOSITION <b>Pending</b>
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None  b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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#### 5. Repossessions, foreclosures and returns

None  List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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#### 6. Assignments and receiverships

None  a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None  b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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#### 7. Gifts

None  List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**8. Losses**

- None  List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**

- None  List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**10. Other transfers**

- None  a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
<b>Guggenheim Corporate Funding LLC as Agent for Orpheus Funding LLC 135 East 57th Street New York, NY 10022 Secured Lender</b>	<b>1/12/2007 (amended UCC-1 filed 10/29/07)</b>	<b>Property transferred: security interest in substantially all of the assets of Diamond Glass, Inc., including, but not limited to, cash, accounts receivable, inventory and fixed assets Value received: extension of credit under Credit Agreement totalling \$45,000,000</b>

- None  b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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**11. Closed financial accounts**

- None  List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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**12. Safe deposit boxes**

- None  List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

- None  List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

- None  List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**

- None  If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
Branch 10705 21 Union Street Weymouth, MA 02189 Landlord: Mellon	Various	Prior to 2/15/2007 (Closed)
Branch 10720 6 Station Street Hingham, MA 02043 Landlord: Morton LLC	Various	Prior to 8/1/2007 (Consolidated)
Branch 10722 231 East Main Street Milford, MA 01757 Landlord: Darn Realty	Various	Prior to 8/31/2007 (Consolidated)
Branch 10723 212 Main Street Gloucester, MA 01930 Landlord: Main & Chestnut LLC	Various	Prior to 9/21/2007 (Consolidated)
Branch 10727 370 Belmont Street Worcester, MA 01604 Landlord: Salisbury Management Inc.	Various	Prior to 2/15/2007 (Consolidated)
Branch 10729 380 South Broadway Salen, NH 03079 Landlord: Rose-Val Corp	Various	Prior to 6/1/2007 (Consolidated)

**16. Spouses and Former Spouses**

- None  If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None  a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None  b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
<b>Settles Glass 820 Plain Street Marshfield, MA</b>	<b>Massachusetts Department of Environmental Protection One Winter Street Boston, MA 02108-0000</b>	<b>4/18/2003</b>	<b>None cited</b>

- None  c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**18 . Nature, location and name of business**

None  a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None  b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

**19. Books, records and financial statements**

None  a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
<b>Richard Bunchalk</b> <b>Chief Financial Officer</b> <b>220 Division Street</b> <b>Kingston, PA 18704</b>	<b>7/9/07 to present</b>
<b>Richard Wooditch</b> <b>Senior VP of Finance</b> <b>220 Division Street</b> <b>Kingston, PA 18704</b>	<b>4/18/94 to present</b>
<b>Douglas Boyle</b> <b>Chief Executive Officer</b> <b>220 Division Street</b> <b>Kingston, PA 18704</b>	<b>8/9/04 - 12/8/06</b>

None  b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
<b>Kronick Kalada Berdy &amp; Co.</b>	<b>190 Lathrop Street</b> <b>Kingston, PA 18704</b>	<b>April 2006 to present</b>

- None  c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
<b>Richard Bunchalk</b>	<b>220 Division Street Kingston, PA 18704</b>
<b>Kronick Kalada Berdy &amp; Co.</b>	<b>190 Lathrop Street Kingston, PA 18704</b>

- None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
<b>Credit Suisse Eleven Madison Avenue New York, NY 10010</b>	<b>Made available on secure website</b>
<b>Lyon (Indosuez) 1301 Avenue of the Americas New York, NY 10019</b>	<b>Made available on secure website</b>
<b>Newport Global Advisors 21 Waterway Avenue Suite 150 The Woodlands, TX 77380</b>	<b>Made available on secure website</b>
<b>Patriarch Partners 32 Avenue of the Americas 17th Floor New York, NY 10013</b>	<b>Made available on secure website</b>
<b>Plainfield Asset Mgt LLC 55 Railroad Avenue Greenwich, CT 06830</b>	<b>Made available on secure website</b>
<b>Stonegate Capital Mgt 99 Park Avenue Suite 1510 New York, NY 10016</b>	<b>Made available of secure website</b>
<b>Prudential Investment Management LLC Three Gateway Center, 14th Fl Newark, NJ 07102</b>	<b>Made available on secure website</b>
<b>Guggenheim Partners 135 East 57th Street New York, NY 10022</b>	<b>January 2007</b>

## 20. Inventories

- None  a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
<b>See attached Schedule S20a</b>		<b>Undetermined</b>

- None  b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY  
See attached Schedule S20a

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS  
**David Fultz**  
**Director of Supply Chain**  
**220 Division Street**  
**Kingston, PA 18704**

## 21 . Current Partners, Officers, Directors and Shareholders

- None  a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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- None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>Diamond Glass Inc.</b> <b>220 Division Street</b> <b>Kingston, PA 18704</b>		<b>100% ownership</b>
<b>Kenneth Levine</b> <b>Dalton, PA 18414</b>	<b>Director</b>	
<b>Bill Cogswell</b> <b>Westerville, OH 43082</b>	<b>President and Director</b>	
<b>Richard Bunchalk</b> <b>Plains, PA 18702</b>	<b>Chief Financial Officer</b>	
<b>Richard Wooditch</b> <b>Dallas, TX 18612</b>	<b>Senior Vice President of Finance</b>	
<b>Alicia Deeds</b> <b>Shavertown, PA 18708</b>	<b>Vice President - Human Resources Risk Management</b>	
<b>Kimberly Boyle</b> <b>Hunlock Creek, PA 18621</b>	<b>Vice President - Best Practices and Client Services</b>	
<b>Brett Decker</b> <b>Hunlock Creek, PA 18621</b>	<b>Vice President - Field Operations</b>	
<b>Duane Hromada</b> <b>Burnt Hills, NY 12027</b>	<b>Vice President - Field Sales</b>	
<b>Martin Walsh</b> <b>Dickson City, PA 18519</b>	<b>Vice President - Senior Vice President - Information Technology</b>	
<b>Meyer Levine</b> <b>Clarks Summit, PA 18411</b>	<b>Director</b>	

## 22 . Former partners, officers, directors and shareholders

- None  a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None  b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
<b>Kenneth Levine Dalton, PA 18414</b>	<b>Chief Executive Officer; Chairman of the Board; Resigned as an Officer but currently remains as a Director</b>	<b>10/25/2007</b>

### 23. Withdrawals from a partnership or distributions by a corporation

- None  If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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### 24. Tax Consolidation Group.

- None  If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
<b>Diamond Glass, Inc. 220 Division Street Kingston, PA 18704</b>	<b>23-2758853 (Effective 2/9/2007)</b>
<b>Diamond Glass Companies, Inc. 220 Division Street Kingston, PA 18704</b>	<b>23-2758853 (Effective 8/4/2006)</b>
<b>Diamond Triumph Auto Glass, Inc. 220 Division Street Kingston, PA 18704</b>	<b>23-2758853 (Effective 3/9/1998)</b>

### 25. Pension Funds.

- None  If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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## DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date May 23, 2008 Signature /s/ William Cogswell  
**William Cogswell**  
**President**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

SCHEDULE S3B  
SOFA 3b:PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING  
DT SUBSIDIARY CORP., DEBTOR

Name	Address1	Address2	City	State	Zip	Date of Payment	Check or Wire Number	SubTotal	Total
BADGER BROS REALTY TRUST	36 CLAPBOARDTREE STREET		NORWOOD	MA	2062	1/11/2008	463622	\$1,538.84	
BADGER BROS REALTY TRUST	36 CLAPBOARDTREE STREET		NORWOOD	MA	2062	1/25/2008	465066	\$2,130.92	
BADGER BROS REALTY TRUST	36 CLAPBOARDTREE STREET		NORWOOD	MA	2062	2/22/2008	467662	\$2,130.92	\$5,800.68
								<b>TOTAL</b>	<b>\$5,800.68</b>

**SCHEDULE S20a**  
SOFA 20a: Inventories  
DT Subsidiary Corp, Debtor

- 20a. Each of the Debtor's retail branches is required to perform a monthly cycle count of its entire inventory, which is performed by branch personnel and is audited by the Debtor's Corporate Inventory Department. Each of the retail branches performs its inventory on a specified day during the month (which differs for each branch) as directed by the Corporate Inventory Department, and thus there is no one specified day that a company-wide retail inventory is performed.

Each of the Debtor's distribution centers is required to perform a nightly cycle count of specified inventory items, which is performed by distribution center personnel and is audited by the Debtor's Corporate Inventory Department. While the cycle counts are designed to capture the entire distribution center inventory once over the course of every 60 days, each of the distribution centers performs its inventory on specified items on a specified day during the month as directed by the Corporate Inventory Department, and thus there is no one specified day that a company-wide distribution center inventory is performed.