

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)

SECOND MONTHLY FEE APPLICATION OF FOLEY & LARDNER LLP AS COUNSEL
FOR THE DEBTORS FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM MAY 1, 2008 THROUGH MAY 31, 2008

Name of Applicant: Foley & Lardner LLP

Authorized to Provide Professional Services to: Diamond Glass, Inc. and DT Subsidiary Corp.

Date of Retention: April 8, 2008, effective April 1, 2008

Period for which compensation and reimbursement is sought: May 1, 2008 through May 31, 2008

Amount of Compensation sought as actual, reasonable and necessary: \$291,700.00

Amount of expense reimbursement sought as actual, reasonable, and necessary: \$3,135.93

This is the second monthly fee application.

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.

SUMMARY OF PROFESSIONALS

Name of Professional	Position of the Applicant/Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Teveia R. Barnes	Partner, admitted to bar in 1979	\$650 per hour	7.30	\$4,745.00
Daljit S. Doogal	Partner, admitted to bar in 1997	\$510 per hour	78.80	\$40,188.00
Erika L. Morabito	Partner, admitted to bar in 1999	\$525 per hour	126.20	\$66,255.00
Keith C. Owens	Partner, admitted to bar in 1996	\$535 per hour	73.90	\$39,536.50
Michael P. Richman	Partner, admitted to bar in 1979	\$895 per hour	69.50	\$62,202.50
Mark A. Salzberg	Partner, admitted to bar in 1992	\$545 per hour	51.60	\$28,122.00
Daniel A. Kaplan	Partner, admitted to the bar in 1992	\$435 per hour	4.00	\$1,740.00
Omar A. Lucia	Associate, admitted to the bar in 2007	\$305 per hour	5.50	\$1,677.50
Jennifer Hayes	Associate, admitted to bar in 2005	\$355 per hour	24.60	\$8,733.00
Robert Nederhood	Associate, admitted to bar in 2006	\$335 per hour	48.20	\$16,147.00
Laura J. Neumeister	Associate, admitted to bar in 2007	\$305 per hour	5.20	\$1,586.00
Lars A. Peterson	Associate, admitted to bar 2007	\$315 per hour	34.30	\$10,804.50
Katherine E. Hall	Paralegal	\$200 per hour	32.40	\$6,480.00

Name of Professional	Position of the Applicant/Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Russell E. Tanguay, Jr.	Paralegal	\$145 per hour	4.20	\$609.00
Jeffery E. Willoughby	Litigation Support Specialist	\$240 per hour	4.10	\$984.00
Elizabeth L. Youngling	Paralegal	\$90 per hour	21.00	\$1,890.00
Total:			590.80	\$291,700.00

EXPENSE SUMMARY

Category of Expenses	Amount
Photocopying Charges	\$167.00
Transportation/Travel Expenses	\$1,293.40
Shipping/courier/messenger services	\$10.50
Meals	\$946.85
Facsimile Charges	\$22.00
Electronic Legal Research Services	\$641.26
Mailing Expense	\$1.57
Long Distance Telephone Charges	\$53.35
Total:	\$3,135.93

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Billed Amount
Asset Disposition	227.70	\$114,566.00
Business Operations	7.40	\$3,905.00
Case Administration	82.50	\$47,873.00
Claim Administration and Objections	4.70	\$2,705.50
Employee Benefits/Pensions	36.40	\$23,252.00
Fee/Employment Applications	62.90	\$15,981.50
Fee/Employment Objections	8.70	\$5,210.50
Financing	11.60	\$6,136.50
Litigation	110.00	\$48,843.00
Meetings of Creditors	0.80	\$716.00
Plan and Disclosure Statement	7.20	\$3,924.00
Relief from Stay Proceedings	22.40	\$10,979.50
Working Travel Time	8.50	\$7,607.50
Total:	590.80	\$291,700.00

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)

SECOND MONTHLY FEE APPLICATION OF FOLEY & LARDNER LLP AS COUNSEL
FOR THE DEBTORS FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES INCURRED FOR THE PERIOD FROM
MAY 1, 2008 THROUGH MAY 31, 2008

Pursuant to 11 U.S.C §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the law firm of Foley & Lardner LLP (“Foley”) hereby seeks reasonable compensation in the above-captioned cases of Diamond Glass, Inc. and DT Subsidiary Corp. (collectively the “Debtors”) for professional services rendered as counsel to the Debtors and Debtors in Possession in the amount of \$291,700.00 together with reimbursement for actual and necessary expenses incurred in the amount of \$3,135.93 for the period commencing May 1, 2008 through and including May 31, 2008 (the “Monthly Application Period”). In support of its Application, Foley states as follows:

1. Foley was employed under a general retainer to represent the Debtors as bankruptcy counsel in connection with these chapter 11 cases, effective as April 1, 2008, pursuant to an order entered by this Court on April 23, 2008. The order authorized Foley to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

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.

2. All services for which compensation is requested by Foley were performed for or on behalf of the Debtors.

Compensation Previously Paid

3. Foley represented the Debtors in preparing for the filing of these chapter 11 cases and was paid pre-petition for those services. Foley also received an evergreen retainer of \$50,000.00 (the "Retainer")² from the Debtors, most of which was applied to the pre-petition fees and expenses incurred by Foley. After applying the Retainer to pre-petition fees and expenses, the Retainer balance as of the Petition Date was \$1,440.00.

Summary of Services Rendered

4. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Monthly Application Period. The total amount due for such fees is \$291,700.00. Attached hereto as Exhibit B is a detailed statement of expenses incurred during the Monthly Application Period. The total amount of such expenses is \$3,135.93 for which Foley seeks reimbursement.

5. The services rendered by Foley during the Monthly Application Period are grouped into the categories set forth in Exhibit A. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category.

² For additional retainer details see Debtors' Application Pursuant to Sections 327(a) and 330 of the Bankruptcy Code and Bankruptcy Rule 2014 to Authorize the Retention and Employment of Foley & Lardner LLP as General Bankruptcy Counsel for the Debtors in Possession Effective, nunc pro tunc, to the Petition Date, dated May 8, 2008 [Docket No. 71], as supplemented by the Supplemental Affidavit of Michael P. Richman Pursuant to Section 327(A) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure, dated May 24, 2008 [Docket No. 184].

Disbursements

6. Foley has incurred out-of-pocket disbursements during the Monthly Application Period in the amount of \$3,135.93. This disbursement sum is broken down into categories of charges, including, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Monthly Application Period may be found in Exhibit B.

7. Costs incurred for overtime and computer assisted research are not included in Foley's normal hourly billing rates and, therefore, are itemized and included in Foley's disbursements. Pursuant to Local Rule 2016-2, Foley represents that its rate for duplication is \$.10 per page, its rate for outgoing telecopier transmissions is \$0.50 per page for outbound facsimiles (excluded related long distance transmission charges), there is no charge for incoming telecopier transmissions.

Valuation of Services

8. Attorneys and paraprofessionals of Foley have expended a total of 590.80 hours in connection with this matter during the Monthly Application Period.

9. The amount of time spent by each of these persons providing services to the Debtors for the Monthly Application Period is fully set forth in the detail attached hereto as Exhibit A. These are Foley's normal hourly rates of compensation for work of this character.

The reasonable value of the services rendered by Foley for the Monthly Application Period as counsel for the Debtors in these cases is \$291,700.00.

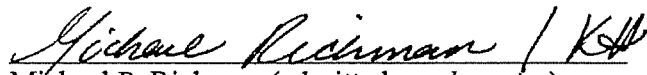
10. Foley believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B attached hereto are in compliance with the requirements of Local Rule 2016-2.

11. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

12. This Application covers the Monthly Application Period May 1, 2008 through May 31, 2008.

WHEREFORE, Foley requests that allowance be made in the sum of \$291,700.00 as compensation for Foley's necessary professional services rendered to the Debtors for the Monthly Application Period, and \$3,135.93 for reimbursement of Foley's actual necessary costs and expenses incurred during that period, and further requests such other and further relief as this Court may deem just and proper.

Dated: New York, New York
June 26, 2008


Michael P. Richman (admitted *pro hac vice*)
Mark Salzberg (admitted *pro hac vice*)
Erika Morabito (admitted *pro hac vice*)
FOLEY & LARDNER LLP
90 Park Avenue
New York, NY 10016
Tel: (212) 682-7474
Fax: (212) 687-2329

Attorneys for the Debtors and Debtors in Possession

Verification

State of New York)
)
New York County) SS:

Michael P. Richman, Esquire, after being duly sworn according to law, deposes and says:

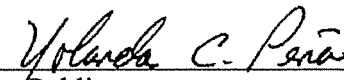
1. I am a Partner in the applicant firm, Foley & Lardner LLP, and have been admitted to the bar of the Supreme Court of New York since 1979.

2. I have personally performed many of the legal services rendered by Foley & Lardner LLP, as counsel to the Debtors, and am familiar with all other work performed by other lawyers and paraprofessionals in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.


Michael P. Richman

SWORN TO AND SUBSCRIBED before me this 26th day of June, 2008.


Notary Public
My Commission Expires: 7-8-2010

