

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

In re	)	Chapter 11
	)	
ONCO INVESTMENT COMPANY,	)	Jointly Administered
a Delaware corporation, et al.,	)	Case No. 04-10558 (JBR)
	)	
Debtors.	)	Objection Deadline: February 28, 2005 @ 4:00 pm
	)	Hearing Date: Only if objections are filed.
	)	

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**THIRD MONTHLY AND FINAL FEE APPLICATION OF WERB & SULLIVAN  
FOR COMPENSATION FOR SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES AS DELAWARE COUNSEL TO THE AD  
HOC COMMITTEE OF SENIOR SECURED NOTEHOLDERS FOR THE  
MONTHS OF  
JANUARY 28,2005 THROUGH FEBRUARY 10, 2005**

Name of Applicant:	Werb & Sullivan
Authorized to Provide Professional Services to:	Ad Hoc Committee of Senior Secured Noteholders
Date of Retention:	June 24, 2004
Period for which compensation and Reimbursement is sought:	January 28, 2005 through February 10, 2005
Amount of compensation sought as actual, reasonable and necessary:	\$2,992.50
Amount of expense reimbursement sought as actual, reasonable and necessary:	n/a

This is a(n):  monthly  interim  final application

If this is not the first application filed, disclose the following for each prior application:

<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees, Expenses</u>	<u>Approved Fees, Expenses</u>
10/1/04	6/24/04-9/17/04	\$41,145.50 (Fees) \$3,812.03 Expenses	<i>sub judice</i>

1/28/05

9/18/04-11/16/04

\$24,249.00 Fees  
\$2,449.78 Expenses

*sub judice*

**COMPENSATION BY TIMEKEEPER**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position,</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Brian A. Sullivan	Partner /10 Years	\$395 per hour	1.9	750.50
Amy D. Brown	Associate/2.5 Years	\$295 per hour	7.6	2,242.00
<b>Grand Total:</b>				<b>\$2,992.50</b>

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Fee Application Preparation	9.5	\$2,992.50
<b>Total:</b>	9.5	<b>\$2,992.50</b>

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FOR COMPENSATION FOR SERVICES RENDERED AND FOR  
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COMMITTEE OF SENIOR SECURED NOTEHOLDERS FOR THE MONTHS OF  
JANUARY 28,2005 THROUGH FEBRUARY 10, 2005**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure and the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Administrative Order”), the law firm of Werb Sullivan (“WS”) hereby applies for an order awarding it reasonable compensation for professional legal services rendered as Delaware counsel to the Ad Hoc Committee of Senior Secured Noteholders (the “Ad Hoc Committee”) in the amount of \$2,992.50, for the period January 28, 2005 through February 10, 2005 (the “Fee Period”). In support of this Application, WS respectfully represents as follows:

1. On or about March, 9, 2004, certain holders of the Senior Secured Notes due October 25, 2008 (“Senior Secured Noteholders”) issued by Oglebay Norton Company formed the Ad Hoc Committee. On June 24, 2004, the Ad Hoc Committee asked WS to be Delaware Counsel to Hennigan, Bennett & Dorman, LLP in connection with the adversary action filed as MW Post Portfolio Fund Ltd., et al. v. Norwest Bank Minnesota, et al., Civil Action # 04-54122. (the “Adversary Action”). Pursuant to the Final Order Authorizing

Debtors to (A) Pay a Commitment Fee for Postpetition Financing and Exit Financing; and (B) Obtain Postpetition Financing and Exit Financing Pursuant to 11 U.S.C. §§ 105, 362, 363, 364(c)(1), 364(c)(2), 364(c)(3) and 364(d)(1), dated April 30, 2004 (the “SuperDip Order”), the Court ordered that, as part of the adequate protection granted to the Senior Secured Noteholders, the:

Debtors shall pay all reasonable attorneys’ fees and costs of Hennigan, Bennitt & Dorman and local counsel for the Ad Hoc Committee of Senior Secured Noteholders, incurred by the Ad Hoc Committee of Senior Secured Noteholders from and after the Filing Date [February 23, 2004], subject to the requirements of the usual fee application process for all professional fees and expenses that are to be paid by or out of the assets of the estate ....

SuperDip Order at ¶ 16(d), p. 22.

2. All services for which compensation is requested by WS were performed for or on behalf of the Ad Hoc Committee.

**COMPENSATION PREVIOUSLY PAID**

Applicant has filed the following applications for compensation and reimbursement of expenses for services rendered and expenses incurred in this Chapter 11 case:

<b>Fee Application</b>	<b>Date Filed:</b>	<b>Period Covered:</b>	<b>Requested Fees, Expenses</b>
First Monthly	10/1/04	6/24/04-9/17/04	\$41,145.50 (Fees) \$3,812.03 Expenses
Second Monthly	1/28/05	9/18/04-11/16/04	\$24,249.00 Fees \$2,449.78 Expenses

3. Attached hereto as Exhibit A is a detailed statement of fees incurred and services rendered during the Fee Period showing the amount of \$2,992.50, due for fees.

### **SUMMARY OF SERVICES RENDERED**

4. The WS attorneys who have rendered professional services during the Fee Period are Brian A. Sullivan and Amy D. Brown.

5. Applicant's services on behalf of the Ad Hoc Committee are described in detail in Exhibit A. In general, Applicant represented the Ad Hoc Committee in preparing, filing, and serving the Adversary Action and all related litigation, including but not limited to the Summons and Complaint and Exhibits; the Motions for Summary Judgment, and the Amended Complaint. During the period covered by this Application, Applicant rendered services to the Ad Hoc Committee on a daily basis in connection with issues of law and questions of fact which were raised concerning this Adversary Action. Services include time spent reviewing and revising the various pleadings in this matter, preparing and serving the summons, complaint, amended complaint, voluminous exhibits, the Motions for Summary Judgment, and communicating with co-counsel. The foregoing general description of services rendered in specific areas is not intended to be exhaustive of the scope of Applicant's activities on behalf of the Ad Hoc Committee in this case. The time records attached as Exhibit A present more completely the work performed by Applicant during the period covered by this Application.

### **VALUATION OF SERVICES**

6. Professionals of WS have expended a total of 9.5 hours in connection with this matter during the Fee Period.

7. The nature of the work performed by these individuals is fully set forth in the attachments hereto. These are WS's normal hourly rates for work of this character. The reasonable value of the services rendered by WS during the Fee Period is \$2,992.50

8. WS believes that the time and fee entries included in Exhibit A attached hereto are in compliance with the requirements of Del. Bankr. LR 2016-2.

9. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (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.

**WHEREFORE**, WS requests that allowance be made to it in the sum of \$2,992.50 as compensation for necessary professional services rendered to the Debtor for the Fee Period, and further requests such other and further relief as this Court may deem just and proper.

Dated: Wilmington, DE  
February 10, 2005

/s/ Brian A. Sullivan  
Brian A. Sullivan (# 2098)  
Amy D. Brown (# 4077)  
300 Delaware Avenue, 13<sup>th</sup> Floor  
Wilmington, DE 19899  
Telephone: (302) 652-1100  
Facsimile: (302) 652-1111

Delaware Counsel to the Ad Hoc Committee  
of Senior Secured Noteholders

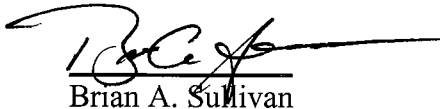
VERIFICATION

I, BRIAN A. SULLIVAN, hereby declare:

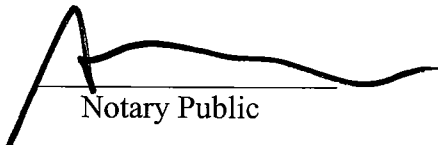
1. I am of counsel with the applicant firm, Werb Sullivan, and have been admitted to the Bar of the State of Delaware since 1981.
2. I have personally performed many of the legal services rendered by Werb Sullivan as counsel to the Ad Hoc Committee of Senior Secured Noteholders (the "Ad Hoc Committee"), and am thoroughly familiar with all other work performed on behalf of the Ad Hoc Committee by the lawyers in the firm.
3. I have reviewed the requirements of Del. Bankr. LR 2016-2 and believe that the foregoing Application complies with such rule.
4. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: Wilmington, DE  
February 10, 2005

  
Brian A. Sullivan

Sworn to before me this  
10th day of February 2005

  
Notary Public

**AMY D. BROWN**  
Attorney at Law  
Notary Public pursuant to  
29 Del.C. § 4323(a)(3)