

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

In re:	)	Chapter 11
	)	Case No. 04-10558 (DDS)
ONCO INVESTMENT COMPANY,	)	Jointly Administered
A Delaware corporation, <u>et al.</u> ,	)	
	)	<b>Objection deadline: March 22, 2005 at 4:00 p.m.</b>
Debtors.	)	<b>Hearing date: TBD</b>

**SECOND INTERIM AND FINAL FEE APPLICATION OF  
COBBLESTONE ADVISORS AS INVESTMENT BANKERS  
TO THE DEBTORS FOR THE PERIOD  
OCTOBER 1, 2004 THROUGH JANUARY 31, 2005**

Name of Applicant:	Cobblestone Advisors
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	April 5, 2004 (nunc pro tunc to February 23, 2004)
Period for Which Compensation and Reimbursement is Sought:	October 1, 2004 through January 31, 2005
Amount of Compensation Requested:	\$ 40,000.00
Amount of Expense Reimbursement Requested:	\$ 6,300.70
TOTAL Amount of Compensation sought as actual, reasonable and necessary for Chapter 11 proceedings:	\$ 112,413.79
TOTAL Amount of Expense Reimbursement as actual, reasonable and necessary for Chapter 11 proceedings:	\$ 11,917.48
This is a(n):	_____ monthly; _____ interim; <u>  X  </u> final application

The total time contained in this fee application relating to fee application preparation is 5.0 hours and the corresponding compensation requested related thereto is: \$0.00<sup>1</sup>

Prior Applications Filed:

Date Filed	Period Covered	REQUESTED		APPROVED	
		Fees	Expenses	Fees	Expenses
7/9/2004	2/23 – 5/31/2004	\$ 32,413.79	\$ 1,922.91	\$32,413.79	\$ 1,922.91
10/1/2004	6/1 – 7/31/2004	\$20,000.00	\$ 1,236.53	Pending; no objections filed.	
12/14/2004	8/1 – 9/30/2004	\$ 20,000.00	\$ 2,457.34	Pending; no objections filed.	
2/1/05	10/1 – 12/31/2004	\$ 30,000.00	\$ 2,465.76	Pending; no objections filed	
3/2/05	1/1 – 1/31/2005	\$ 10,000.00	\$ 3,834.94	Pending; no objections filed.	

For additional detail regarding Cobblestone Advisors’ credentials, compensation by project category, expense summary and fee detail as related to its Interim Request, please see Cobblestone Advisors’ Fourth and Fifth Monthly Fee Applications, filed on February 1 and March 1, 2005, respectively; which Applications are incorporated as if set out in full herein.

PLEASE TAKE NOTICE that pursuant to the Court’s Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated March 22, 2004 [Docket No. 225] (the “Administrative Order”) any objections by parties other than the Notice Parties (as such term is defined in the Administrative Order) to this Second Interim and Final Fee

<sup>1</sup> This time was included within the detailed time summary, but no additional compensation over and above the monthly retainers has been requested as compensation for these efforts.

Application must be filed with the Court and served on the Applicant at the address set forth below so as to be received by March 22, 2005 at 4:00 p.m.. If no timely objections are filed to this Second Interim and Final Fee Application Request, the Court may enter an order granting the Second Interim and Final Fee Request without a hearing. Cobblestone Advisors certifies that it has reviewed and complied with Rule 2016-2 of the Local Rules of Bankruptcy Procedure of the United States Bankruptcy Court for the District of Delaware.

/s/ William F. Taylor, Jr.  
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Counsel for Cobblestone Advisors

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ONCO INVESTMENT COMPANY,	)	Jointly Administered
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**SECOND INTERIM AND FINAL FEE APPLICATION OF  
COBBLESTONE ADVISORS AS INVESTMENT BANKERS  
TO THE DEBTORS FOR THE PERIOD  
OCTOBER 1, 2004 THROUGH JANUARY 31, 2005**

Cobblestone Advisors, 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, this court’s March 22, 2004 Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals (the “Administrative Order”), and this Court’s May 27, 2004 Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Allowance and Payment of Compensation and Reimbursement of Expenses of Professionals and Members of Official Committees and Consideration of Fee Applications (the “Fee Auditor Order”), files this its Second Interim and Final Fee Application for Compensation for Services Rendered and Reimbursement of Expenses. By this Application, Cobblestone Advisors seeks interim approval for fees and expenses in the aggregate amount of \$46,300.70 in connection with the professional services rendered and expenses incurred between September 1, 2004 and January 31, 2005 (the Fourth and Fifth Monthly Fee Applications), and final allowance of the sum of \$112,413.79 as compensation and \$11,917.48 for reimbursement of actual and necessary expenses, which sums total \$124,331.27 in the aggregate for investment banking services provided to ONCO Investment Company (“Debtors”) during this Chapter 11 proceeding. In support of this Application, Cobblestone Advisors respectfully states as follows:

## BACKGROUND AND JURISDICTION

1. On February 23, 2004 (“Petition Date”), the Debtors commenced their respective reorganization cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101, et seq. The Debtors’ chapter 11 cases have been procedurally consolidated and are being administered jointly.

2. The Debtors are continuing in possession of their respective properties and are operating and managing their businesses as debtors in possession.

3. The Debtors’ retention of Cobblestone Advisors was approved effective as of the Petition Date by this Court’s Order dated April 5, 2004 (“Retention Order”); which order authorized the Debtors to retain and employ Cobblestone Advisors as Investment Bankers on the terms and conditions set forth in its Application and the Engagement Letter. Copies of the Engagement Letter and Retention Order are attached hereto as Exhibits “A” and “B”, respectively.

4. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2).

## COMPENSATION REQUESTED

5. All services for which Cobblestone Advisors requests compensation were performed for or on behalf of, and to the benefit of, the Debtors.

6. As of the date of this motion, the Debtors have paid Cobblestone Advisors \$70,030.57 as compensation for services rendered and reimbursement of expenses incurred since the commencement of this case.

7. Cobblestone Advisors has received no payment or promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the

matters covered this Application. Cobblestone Advisors has not entered into any agreement, express or implied, with any party in interest, including the Debtors, any creditors, or any representative of them, or with any attorney for such party in interest for the purpose of fixing the fees or other compensation to be paid Cobblestone Advisors for services rendered in connection herewith, from the assets of the Debtors. There is no agreement or understanding between Cobblestone Advisors and any other person, other than members, associates or employees of Cobblestone Advisors for the sharing of compensation received or to be received for services rendered in connection with these proceedings.

8. In support of its Final Application, copies of Cobblestone Advisors' five Monthly Fee Applications are attached hereto as Exhibit "C" and incorporated as if set out in full herein.

9. To the best of Cobblestone Advisors' knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the District of Delaware, the Guidelines Adopted by the Office of the United States Trustee, the Administrative Order and the Fee Auditor Order.

**ACTUAL AND NECESSARY EXPENSES INCURRED  
DURING THE SECOND INTERIM PERIOD**

10. As relating to Cobblestone Advisors' interim request for an allowance of \$6300.70 as reimbursement for actual and necessary expenses incurred by Cobblestone Advisors between October 1, 2004 through January 31, 2005, supporting detail for such expenses is included within Cobblestone's Fourth and Fifth Monthly Fee Applications, incorporated herein. As noted in the Monthly Applications, Cobblestone Advisors has absorbed certain other third-party expenses customarily charged by other investment bankers.

### SERVICES PROVIDED DURING THE SECOND INTERIM PERIOD

11. Since the commencement of this bankruptcy proceeding, Cobblestone has acted as investment banker to the Debtors while they have been in Chapter 11.

12. As relating to Cobblestone Advisors' interim request for an allowance of \$40,000.00 as compensation for its investment banking services provided to the Debtors between October 1, 2004 through January 31, 2005; supporting detail for such request is included within Cobblestone's Fourth and Fifth Monthly Fee Applications, incorporated herein.

### APPLICATION OF LEGAL STANDARD

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Cobblestone Advisors as part of its Second Interim and Final Fee Application is fair and reasonable given (a) the complexity of the issues presented, (b) the time and labor required, (c) the skill necessary to perform the financial advisory and investment banking services, (d) the preclusion of other employment, (e) the employment of proprietary knowledge and experience with respect to the industry and capital markets, and (f) the customary fees charged to clients in bankruptcy and non-bankruptcy situations.

WHEREFORE, Cobblestone Advisors, by counsel, respectfully requests that this Court enter an Order:

(i) allowing on a final basis (a) compensation in the amount of \$32,413.79 for those professional services rendered between February 23 and May 31, 2004, and (b) reimbursement of expenses incurred between February 23 and May 31, 2004 in the amount of \$1,922.91, as requested in the First Monthly Fee Application;

(ii) allowing on a final basis (a) compensation in the amount of \$40,000.00 for those professional services rendered between June 1 and September 30, 2004, and (b) reimbursement of expenses incurred between June 1 and September 30, 2004 in the amount of \$3,693.87, as requested in the First Interim Fee Application;

(iii) allowing on a final basis (a) compensation in the amount of \$40,000.00 for those professional services rendered between October 1, 2004 and January 31, 2005, and (b) reimbursement of expenses incurred between October 1, 2004 and January 31, 2005 in the amount of \$6,300.70, as requested in this Second Interim and Final Fee Application;

(iv) directing prompt payment of the same by the Debtors, to the extent not previously paid; and

(v) granting such other and further relief as this Court may deem proper.

Dated: March 2, 2005

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