

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: :  
: Chapter 11  
ONCO INVESTMENT COMPANY,:  
A Delaware corporation, et al., : Jointly Administered  
: Case No. 04-10558 (DDS)

Debtors. : Objection Deadline: May 2, 2005 at 4:00 p.m. (ET)  
Hearing Date: TBD

**THIRD INTERIM AND FINAL APPLICATION OF ERNST & YOUNG FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS AUDITORS AND TAX ADVISORS TO THE DEBTORS AND  
DEBTORS IN POSSESSION FOR THE PERIOD FROM FEBRUARY 23, 2004  
THROUGH JANUARY 31, 2005**

Name of Applicant: Ernst & Young LLP

Authorized to Provide Professional Services to: the above-captioned debtors and  
debtors-in-possession

Date of Retention: March 22, 2004 (nunc pro tunc to  
February 23, 2004)

Period for which compensation  
and reimbursement are sought: February 23, 2004 through  
January 31, 2005

Amount of Compensation sought as  
actual, reasonable, and necessary: \$783,657

Amount of Expense Reimbursement sought  
as actual, reasonable, and necessary: \$18,305

This is an:  X  interim and a  X  final application

Name of Professional Person	Consolidated Position of Applicant	Hourly Billing Rate	Total Billed Hours	Total
Ardizzone, Michael	Senior	245	1.0	\$ 245
Belcher, Steven	Sr. Manager	525	1.0	\$ 525
Brazina, Beth	Senior	240	209.0	\$ 50,160
Brazina, Beth	Senior	215	88.5	\$ 19,028
Brazina, Beth	Staff	195	257.0	\$ 50,115
Breitenbach, James	Partner	770	363.2	\$ 279,664
Breitenbach, James	Partner	772	35.2	\$ 27,174
Breitenbach, James	Partner	725	14.0	\$ 10,150
Bures, Thomas	Sr. Manager	484	1.0	\$ 484
Chioccola, Frank	Sr. Manager	583	6.0	\$ 3,498
Dutta, Satyajit	Senior	370	19.2	\$ 7,104
Eland, Jessica	Staff	248	3.0	\$ 744
Ellegard, Roy	Partner	750	3.0	\$ 2,250
Ellis, John S	Sr. Manager	526	1.5	\$ 789
Fisco, Alisa	Staff	175	51.0	\$ 8,925
Friery, Kellie	Senior	240	0.5	\$ 120
George, Kristine	Sr. Associate	165	0.9	\$ 149
George, Kristine	Sr. Associate	200	2.4	\$ 480
George, Kristine	Sr. Associate	220	2.9	\$ 638
Gori, Frank	Partner	781	1.5	\$ 1,172
Greaves, Richard	Sr. Manager	580	146.8	\$ 85,144
Greaves, Richard	Sr. Manager	565	41.0	\$ 23,165
Greco, Rich	Partner	853	1.0	\$ 853
Greenberg, Alan	Sr. Manager	589	7.5	\$ 4,418
Greenberg, Alan	Sr. Manager	622	2.5	\$ 1,555
Greenberg, Alan	Sr. Manager	565	2.5	\$ 1,413
Guthries, Joel	Intern	121	2.0	\$ 242
Hayes, Kevin	Sr. Manager	519	8.0	\$ 4,152
Hayes, Kevin	Sr. Manager	572	57.0	\$ 32,604
Hayes, Kevin	Sr. Manager	606	41.0	\$ 24,846
Hogg, Christine	Staff	200	84.0	\$ 16,800
Hopkins, Lella	Staff	193	3.5	\$ 676
Kane, Kellie	Senior	240	48.0	\$ 11,520
Knipp, James	Staff	195	49.0	\$ 9,555
Kumar, Padmaja	Senior	385	0.5	\$ 193
Larsen, Keith	Sr. Manager	580	7.5	\$ 4,350
Latten, Catrina	Sr. Manager	660	3.5	\$ 2,310
Leonard, Brian	Senior	281	37.0	\$ 10,397
Lipovich, Richard	Partner	676	10.0	\$ 6,760
Marceron, Kenneth	Partner	908	2.5	\$ 2,270
Mills, Craig James	Staff	225	3.0	\$ 675
Nejedlik, David	Principal	600	14.4	\$ 8,640
Nejedlik, David	Principal	660	1.8	\$ 1,188
Nejedlik, David	Principal	605	4.1	\$ 2,481
Ploscik, Karen	Client Serving Associate	110	8.5	\$ 935
Ploscik, Karen	Client Serving Associate	72	0.2	\$ 14
Ploscik, Karen	Client Serving Associate	75	67.4	\$ 5,055
Qin, Hunter	Staff	195	17.5	\$ 3,413
Relic, John	Partner	710	12.0	\$ 8,520
Relic, John	Partner	781	8.0	\$ 6,248
Relic, John	Partner	755	6.0	\$ 4,530
Samuel, Anoop	Senior	370	19.3	\$ 7,141
Schaffert, Glen	Partner	963	5.5	\$ 5,297
Schaffert, Glen	Partner	964	0.5	\$ 482
Schaffert, Glen	Partner	904	1.5	\$ 1,356
Scott, Jeffrey	Partner	743	2.0	\$ 1,486
Smith, Gary	Principal	633	2.0	\$ 1,266

Toula, Joe	Senior	240	51.0	\$	12,240
Urbina, Mathew	Manager	371	0.5	\$	186
Vail, Cathy	Staff	175	369.0	\$	64,575
Vitale, Michael	Manager	424	2.0	\$	848
Vitale-Senning, Shannon	Staff	175	1.0	\$	175
Witte, Michael	Sr. Manager	551	1.5	\$	827
Yakovlev, Maria	Manager	352	36.0	\$	12,672
Yakovlev, Maria	Manager	320	143.1	\$	45,792
Rounding				\$	103
<b>Sub Total</b>			<b>2394.4</b>	<b>\$</b>	<b>902,777</b>

Less: fee reductions (per court order)		\$	(35,863)
Less: agreed-upon discount (SAS 100 review of 10Q) (May)		\$	(26,239)
Less: agreed-upon discount (SAS 100 review of 10Q) (June)		\$	(23,536)
Less: agreed-upon discount (SAS 100 review of 10Q and pension audit) (July)		\$	(10,414)
Less: agreed-upon discount (SAS 100 review of 10Q) (August)		\$	(1,275)
Less: agreed-upon discount (SAS 100 review of 10Q) (October)		\$	(20,424)
Less: agreed-upon discount (SAS 100 review of 10Q) (November)		\$	(1,369)
<b>Grand Total</b>		<b>\$</b>	<b>783,657</b>
<b>Blended Rate</b>		<b>\$</b>	<b>327</b>

**COMPENSATION BY PROJECT CATEGORY**

Project Category	PCD	Total	Total
	Code	Hours	Fees
Preparation of Fee/Expense Applications	46	94.0	\$ 38,075
Preparation of Monthly Invoice and Support Schedules	48	11.3	\$ 6,074
Planning and Risk Assessment for annual audit and related matters	61	193.6	\$ 81,843
Audit of Financial Statement Accounts and Related Matters	64	1333.0	\$ 385,262
SAS 100 Review of SEC Form 10Q (maximum fee arrangement)	64a	222.2	\$ 104,035
Audit of Employee Benefit Plan and SEC Form 11K	64b	154.5	\$ 40,675
Special, unbudgeted services relating to S-1, Disclosure of Fresh-Start Reporting	66	372.0	\$ 241,055
Consultation Regarding Federal, State and Local Tax Matters		13.8	\$ 5,758
	Subtotal	2394.4	\$ 902,777

Less: fee reductions (per court order)	\$	(35,863)
Less: agreed-upon discount (SAS 100 review of 10Q) (May)	\$	(26,239)
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<b>Grand Total</b>	<b>\$</b>	<b>783,657</b>

**EXPENSE SUMMARY**

Expense Category	Service Provider(if applicable)	Total Expenses
Accommodations		\$ 5,496
Creative Services		\$ 18
Meals		\$ 2,143
Mileage and Parking		\$ 325
Printing		\$ 921
Phone		\$ 406
Misc other		\$ 947
Travel		\$ 9,891
Less: amount disallowed by Court order		\$ (921)
<b>Grand Total</b>		<b>\$ 19,226</b>


The total time expended for fee application preparation is 94 hours and the corresponding compensation requested is approximately \$38,075.

Summary of Interim or Monthly Fee Applications for Compensation Period:

Date Filed and Description	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
5/20/2004 1 <sup>st</sup> Monthly	2/23/2004 – 3/26/2004	\$43,842	\$1,341	80%	100%
5/29/2004 2 <sup>nd</sup> Monthly	3/27/2004 – 4/30/2004	23,403	116	80%	100%
6/22/2004 3 <sup>rd</sup> Monthly	5/1/2004 – 5/28/2004	78,340	203	80%	100%
7/9/2004 1 <sup>st</sup> Interim	2/23/2004 – 5/28/2004	145,585	1,660	\$210,964	\$739
7/23/2004 4 <sup>th</sup> Monthly	5/29/2004 – 7/2/2004	11,556	53	80%	100%
8/27/2004 5 <sup>th</sup> Monthly	7/3/2004 – 8/6/2004	59,049	474	80%	100%
9/20/2004 6 <sup>th</sup> Monthly	8/7/2004 – 9/3/2004	9,137	23	80%	100%
10/28/2004 7 <sup>th</sup> Monthly	9/4/2004 – 10/1/2004	73,518	3,844	80%	100%
11/5/2004 2 <sup>nd</sup> Interim	5/29/2004 – 10/1/2004	153,258	4,394	Pending	Pending
11/24/2004 8 <sup>th</sup> Monthly	10/2/2004 - 11/5/2004	122,436	5,092	80%	100%
12/22/2004 9 <sup>th</sup> Monthly	11/6/2004 – 12/3/2004	92,791	2,905	80%	100%
1/26/2005 10 <sup>th</sup> Monthly	12/4/2004 – 12/31/2004	64,403	673	80%	100%
2/23/2005 11 <sup>th</sup> Monthly	1/1/2005 – 1/31/2005	139,806	4,871	80%	100%

Dated: March 23, 2005  
Cleveland, Ohio

Ernst & Young LLP  
Auditors and Tax Advisors to  
ONCO Investment Company, et al.  
925 Euclid Ave.  
Cleveland, Ohio 44115  
(216) 583-1533

By:   
James M. Breitenbach

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

**In re:** :  
: **Chapter 11**  
**ONCO INVESTMENT COMPANY,:**  
**A Delaware corporation, et al.,** : **Jointly Administered**  
: **Case No. 04-10558 (DDS)**

**Debtors.** : **Objection Deadline: May 2, 2005 at 4:00 p.m. (ET)**  
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**THIRD INTERIM AND FINAL APPLICATION OF ERNST & YOUNG FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS AUDITORS AND TAX ADVISORS TO THE DEBTORS AND  
DEBTORS IN POSSESSION FOR THE PERIOD FROM FEBRUARY 23, 2004  
THROUGH JANUARY 31, 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 (the “Bankruptcy Rules”), and the Court’s Administrative Order Authorizing and Establishing Procedures for Interim Payment of Compensation and Reimbursement of Expenses of Professionals dated March 22, 2004 (the “Administrative Order”), Ernst & Young LLP (“E&Y”) hereby files this Third Interim and Final Application of Ernst & Young LLP for Compensation and Reimbursement of Expenses as Auditors and Tax Advisors to the Debtors and Debtors in Possession for the Period from February 23, 2004 through January 31, 2005 (the “Application”). By this Application E&Y seeks final allowance of \$783,657 in compensation and \$18,305 for reimbursement of actual and necessary expenses, for a total of \$801,962 incurred during the

period from February 23, 2004 through January 31, 2005 (the "Compensation Period").<sup>1</sup> With the exception of certain issues raised by the fee auditor appointed in these cases, there were no objections with respect to any of the previously filed fee applications.

### Background

1. On February 23, 2004 (the "Petition Date"), the Debtors commenced their respective reorganization cases by filing voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

2. The Debtors continue in possession of their respective properties, and operate and manage their businesses as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

3. The 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).

4. The Debtors' retention of E&Y as accountants for the Debtors was approved by Order of this Court dated March 22, 2004 ("Retention Order"), effective as of the Petition Date. The Retention Order authorized E&Y to be compensated on an hourly basis based at the rates provided in the approved engagement letters and to be reimbursed for actual and necessary out-of-pocket expenses.

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<sup>1</sup> The amounts sought in this Application include: (i) \$210,964 in fees and \$739 in expenses previously approved by this Court pursuant to E&Y's first interim fee application, and (ii) \$153,258 in fees and \$4,394 in expenses (subsequently reduced to \$4,025) sought in E&Y's second interim fee application, filed on November 5, 2004 (of which approval is pending), and (iii) \$419,436 in fees and \$13,541 in expenses for services provided by E&Y since the second interim fee application, as described in monthly applications filed on 11/24/2004, 12/22/2004, 1/26/2004 and 2/23/2004 (of which approval is pending).

**Compensation Paid and Its Source**

5. All services for which E&Y requests compensation were performed for or on behalf of the Debtors.

6. E&Y has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application.

**Fee Statements**

7. Fee statement summaries in support of fees incurred during the Compensation Period and sought herein are attached hereto as Exhibit A. Exhibit A hereto contains a summary of the hours worked by each E&Y professional during the Compensation Period, the total compensation sought and the aggregated time information for each E&Y professional during the Compensation Period with a description of the actual services provided.

**Actual and Necessary Expenses**

8. A summary of actual and necessary expenses incurred by E&Y on behalf of the Debtors during the Compensation Period is attached hereto and included as part of Exhibit B.

**Amounts Requested are Fair and Reasonable**

9. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested by E&Y are fair and reasonable given the (a) complexity of this Debtor's business and accounting matters, (b) amount of time expended, (c) nature and extent of the services rendered, (d) value of such services to the Debtors' estates, and (e) costs of comparable services.

10. E&Y has provided general auditing services as described in the retention order (filed March 23, 2004 #223) including, but not limited to financial statement audit work with respect to the Debtors' December 31, 2003 and 2004 financial statements, SAS 100 review of the Debtors' Form 10-Q filed with the Securities and Exchange Commission (SEC), audit of the Debtors' employee benefit plan and Form 11-K filed with the SEC, several consents issued in conjunction with the Debtors' numerous registration statements filed with the SEC, and other services requested and required by management and counsel to the Debtors. All such services were necessary and appropriate in these cases, and the fees requested therefore are reasonable and should be finally approved by this Court.

11. To the best of E&Y's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, the Local Rules of this Court and the Administrative Order.



WHEREFORE, E&Y respectfully requests that the Court enter an order (i) providing that for the period from February 23, 2004 through January 31, 2005, E&Y shall be finally allowed (a) \$783,657 as compensation for necessary professional services rendered, and (b) \$18,305 for reimbursement of E&Y's actual necessary costs and expenses, and (ii) directing the Debtors' payment within ten (10) days of entry of an order approving this Application of any such amounts which remain unpaid.

Dated: March 23, 2005

Respectfully submitted,

By: 

James M. Breitenbach  
Ernst & Young LLP  
1300 Huntington Building  
925 Euclid Avenue  
Cleveland, Ohio  
Telephone: (216) 583-1533  
Facsimile: (216) 583-4218

**CERTIFICATION IN COMPLIANCE WITH  
GUIDELINES FOR FEES AND DISBURSEMENTS FOR  
PROFESSIONALS IN DISTRICT OF DELAWARE BANKRUPTCY CASES**

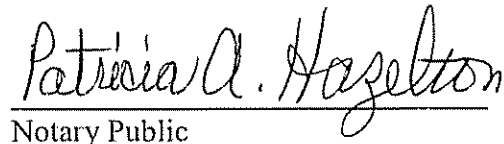
James M. Breitenbach certifies that:

1. I am a partner in Ernst & Young LLP (“Applicant” or “E&Y”), auditors and tax advisors to Oglebay Norton Company, “et al.” (the “Debtors”). This Certification is made pursuant to the United States Trustee’s Guidelines for Reviewing applications for Compensation and Reimbursement of Expenses filed Under 11 U.S.C. § 330 (the “Guidelines”), and is in support of E&Y’s annexed Application (the “Application”). I am Applicant’s Certifying Professional as defined in the guidelines. I have read the Application and certify that, to the best of my knowledge, information and belief formed after reasonable inquiry, except as specifically indicated to the contrary herein or in the Application, (a) the Application substantially complies with the Guidelines; (b) the fees and disbursements sought by Applicant fall within the Guidelines, and are billed at rates and in accordance with practices customarily employed by Applicant and generally accepted by Applicant’s clients.

2. I have reviewed the requirements of the Local Rules for the United States Bankruptcy Court for the District of Delaware. To the best of my knowledge, the Application complies with the requirements of such Local Rules.

  
James M. Breitenbach

SWORN TO AND SUBSCRIBED  
before me this 23<sup>rd</sup> day of March, 2005

  
Notary Public



**Patricia A. Hazelton**  
**Notary Public**  
**State of Ohio**  
**My Commission Expires 05/12/2006**