

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

**NOTICE OF SECOND QUARTERLY AND FINAL FEE APPLICATION OF
WARREN H. SMITH & ASSOCIATES, P.C. AS FEE AUDITOR FOR ALLOWANCE
OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant:	Warren H. Smith & Associates, P.C.
Authorized to Provide Services:	As Fee Auditor to the Estates
Date of Retention:	May 27, 2004, nunc pro tunc to May 4, 2004
Period for Which Compensation and Reimbursement is Sought:	October 1, 2004 through January 31, 2005
Amount of Compensation Requested:	\$ 27,619.27
Amount of Expense Reimbursement Requested:	\$ 1,093.89
Amount of Compensation Requested Less Holdback:	\$ 22,095.42
Amount of Compensation Paid For Applicable Period:	\$ 18,277.20
Amount of Expenses Reimbursed For Applicable Period:	\$ 744.17
Total Amount of Holdback Fees in Aggregate:	\$14,463.19
Period for which final compensation and reimbursement sought:	May 4, 2004 through January 31, 2005
Amount of final fees to be approved as actual, reasonable and necessary:	\$51,476.27
Amount of final expenses sought as actual, reasonable and necessary:	\$1,093.89

CUMULATIVE SUMMARY OF INTERIM APPLICATIONS OF WARREN H. SMITH & ASSOCIATES, P.C. FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OCTOBER 1, 2004 THROUGH JANUARY 1, 2005:

Filing Date; Docket No.	Total Fees Requested	Total Expenses Requested	Certification of No Objection Filing Date; Docket No.	Amount of Fees Paid (80%)	Amount of Expenses paid (100%)	Amount of % Hold back Fees Sought
11/8/04 1892	\$6,062.50	\$186.10	12/06/04 2070	\$4,850.00	\$186.10	\$1,212.50
12/09/04 2081	\$6,097.50	\$269.53	01/07/05 2143	\$4,878.00	\$269.53	\$1,219.50
01/12/05 2151	\$10,686.50	\$288.54	02/09/05 2216	\$8,549.20	\$288.54	\$2,137.30
02/09/05 2214	\$4,772.77	\$349.72	03/07/05 2299	\$0.00	\$0.00	\$954.55
Total	\$27,619.27	\$1,093.89		\$18,277.20	\$744.17	\$5,523.85

CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY:

Project Category	Total Hours For The Period 10/01/04 through 01/31/05	Total Hours from the Petition Date	Total Fees For The Period 10/01/04 through 01/31/05	Total Fees From The Petition Date
Accounting/Auditing	196.90	375.70	\$27,155.27	\$50,788.27
Fee Application	5.80	8.6	\$464.00	\$688.00
Total	202.7	384.3	\$27,619.27	\$51,476.27

CUMULATIVE EXPENSE SUMMARY:

Expense Category	Total Expenses for the Period 10/01/04 through 01/31/05	Total Expense From The Petition Date
Copying Cost	\$0.00	\$0.00
Long Distance	\$0.00	\$1.22
Third Party Copies & Document Mailing	\$622.48	\$706.79
Travel Expenses	\$0.00	\$0.00
Fed-Ex	\$0.00	\$0.00
Postage	\$0.00	\$0.00
PACER Research	\$373.59	\$373.59
Westlaw	\$97.82	\$97.82
TOTAL	\$1,093.89	\$1,179.42

**UNITED STATES BANKRUPTCY COURT
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In re: § **Chapter 11**
§

ONCO INVESTMENT COMPANY, §
a Delaware corporation, et al., § **Jointly Administered**
§ **Case No. 04-10558 (JBR)**
Debtor. §

**SECOND QUARTERLY AND FINAL FEE APPLICATION OF
WARREN H. SMITH & ASSOCIATES, P.C. AS FEE AUDITOR FOR ALLOWANCE
OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, dated March 22, 2004 (the "Administrative Order"), and the Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Allowance of Payment of Compensation and Reimbursement of Expenses of Applicants and Consideration of Fee Applications, dated May 27, 2004, nunc pro tunc to May 4, 2004 (the "Fee Auditor Order"), the law firm of Warren H. Smith & Associates, P.C. ("WHSA") hereby files this Second Quarterly and Final Fee Application of Warren H. Smith & Associates, P.C. as Fee Auditor for Allowance of Compensation and for Reimbursement of Expenses (the "Second Quarterly and Final Fee Application" or the "Application") for the Quarterly Interim Period of October 1, 2004 through January 31, 2005 (the "Second Quarterly Period") and for the period of May 4, 2004 through January 31, 2005 (the "Case Period"). By this Application, WHSA asks that for the Second Quarterly Period, this Honorable Court award it reasonable compensation for professional legal services rendered as fee auditor for the estates of Onco Investment Company, et al. ("Debtors") in the amount of \$27,619.27, together with reimbursement for actual and necessary expenses incurred in the amount of \$1,093.89, and, with respect to the Case Period, approve on a final basis fees in the amount of \$51,476.27 and an expense reimbursement in the amount of \$1,179.42. To date WHSA has received payments totaling \$38,192.50 in respect of fees and expenses incurred during the Case Period. WHSA will be seeking compensation for additional fees and expenses incurred from and after the end of the Case Period effective date of

January 31, 2005, because it is required by the terms of paragraph five of the Fee Auditor Order to review all fee applications in these Cases, including, but not limited to, the Third Quarterly and Final Fee Applications filed by the applicants in these cases. Nevertheless, WHSA is filing this Application as a final fee application in order to comply with the Court's order directing all professional to file final fee applications no later than April 1, 2005. Specifically, by this Application, WHSA applies for a final order as follows:

Background

1. On February 23, 2004, the Debtors filed voluntary petitions in this Court for relief under Chapter 11 of the Bankruptcy Code (the "Code"), 11 U.S.C. §§ 101 *et. seq.*, as amended. The Debtors continued in possession of their assets and were authorized to operate and manage their respective businesses pursuant to Bankruptcy Code §§ 1107 and 1108.

2. On May 27, 2004, this Court signed the Fee Auditor Order, approving the retention of WHSA as fee auditor for the Debtors. The Fee Auditor Order authorized WHSA to be compensated: "the lesser of (a) the ordinary hourly rate of the Fee Auditor for services of this nature or (b) one and one-half percent (1½ %) of the aggregate Applicant billings (fees and expenses) reviewed by the Fee Auditor that are subject to this Order over the life of these Chapter 11 Cases."

3. The Effective Date for the Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession, dated July 30, 2004, as modified, which was confirmed in the chapter 11 cases of the above-captioned debtors and debtors in possession on November 17, 2004, occurred on January 31, 2005.

Compensation Paid and its Source

4. All services for which compensation is requested by WHSA were performed for or on behalf of the bankruptcy estate and the Debtors and not on behalf of any committee, creditor or other person.

5. Other than interim payments from the Debtors set forth in the notice, above, WHSA has received no payment or promise for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these cases, and there is no agreement or understanding between WHSA and any other person other than members of the firm for the sharing of compensation to be received for services rendered in these cases.

Summary of Services

6. Attached hereto as Exhibit C are WHSA's billing statements for the Second Quarterly Period. These statements contain detailed daily time logs describing the time expended by each attorney and para-professional for the Second Quarterly Period. Attached hereto as Exhibit D is a Summary of Monthly Fee and Expense Invoice Statement for the Case Period.

7. To the best of WHSA'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 State Trustee, Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2001, and the Administrative Order.

8. During the Fourth Quarterly Period, WHSA spent 5.80 hours of time for \$464.00 in fees seeking its own compensation. The professionals of WHSA whom have rendered professional services to the Debtors during the Fourth Quarterly Period are Warren H. Smith, Bobbi Ruhlander, Amber Willingham and Mark Steirer. The para-professionals of WHSA whom have rendered professional services to the Debtors in these cases during the Second Quarterly Period are Lisa Hamm, Doreen Williams, Priscilla Stidham, Courtney Orent and Jeff Allgood.

Disbursements

9. WHSA has incurred \$1,093.89 in disbursements for the Second Quarterly Period for copies, postage, long distance, travel expenses, Pacer research and third party copies and document

mailing expenses.

Valuation of Services

10. The rates charged by each professional during the Second Quarterly Period are set forth in Exhibit A. These rates are equal to or below WHSA's normal hourly rates of compensation for work of this character. Attorneys and para-professionals of WHSA have expended a total of 202.70 hours in connection with this matter during the Second Quarterly Period. The reasonable value of the services rendered by WHSA for the Interim Period in these cases under Chapter 11 is \$27,619.27. The rates charged by each of the professional persons during the Case Period are set forth in Exhibit B. These rates are equal to or below WHSA's normal hourly rates of compensation for work of this character. Attorneys and para-professionals of WHSA have expended a total of 384.60 hours in connection with this matter during the Case Period. The reasonable value of the services rendered by WHSA for the Case Period in these cases under Chapter 11 is \$51,476.27. During the Case Period, WHSA reviewed over \$12,922,588.93 in fees and expenses. Thus the compensation sought by WHSA is well within the 1 1/2 % cap of the Fee Auditor Order.

11. WHSA has been and continues to be engaged in auditing the fees of the Applicants. Thus far, WHSA has reviewed applications of all Applicants covered by the Fee Auditor Order for the First and Second Quarterly Fee Periods and has filed with the Court final reports containing its recommendations regarding the First and Second Quarterly Fee Periods. Pursuant to the terms of paragraph five of the Fee Auditor Order, WHSA will be required to review the Third and Final Fee Applications of the Applicants and to file with the Court final reports concerning same. Thus, after January 31, 2005, and also subsequent to this filing, WHSA will be filing Final Reports containing its recommendations regarding the Third and Final Fee Periods. WHSA will be filing another fee application to cover those services.

12. In accordance with the factors enumerated in 11 U.S.C. ' 330, the amount of fees and

expenses requested by WHSA 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. Moreover, WHSA has reviewed the requirements of Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2001, and believes that this application complies with that rule.

WHEREFORE, based on the foregoing, WHSA requests that the Court enter an order:

- a. Approving and awarding payment to WHSA of fees totaling \$27,619.27 and expenses totaling \$1,093.89 for the Second Quarterly Period;
- b. Approving, allowing, and awarding to WHSA on a final basis compensation of \$52,655.69, representing professional fees in the amount of \$51,476.27 and an expense reimbursement in the amount of \$1,093.89 for the Case Period;
- c. Determining that the total amount of professional fees and expenses charged by WHSA to the Debtors' Estates during the Case Period is reasonable within the meaning of 11 U.S.C. § 330(a)
- d. Authorizing the Debtors to pay to WHSA any and all previously unpaid amounts so as to cause the total payments to WHSA to equal 100% of the Court approved and allowed compensation for the Case Period; and
- e. Granting such other and further relief as the court deems just and proper.

Dated: March 24, 2005


WARREN H. SMITH & ASSOCIATES, P.C.

Warren H. Smith

Republic Center
325 N. St. Paul, Suite 1275
Dallas, Texas 75201
(214) 698-3868
(214) 722-0081 FAX
whsmith@whsmithlaw.com

CERTIFICATE OF SERVICE

I, Warren H. Smith, caused the preceding report to be served by First Class United States mail on the persons on the service list attached to the original on file, this 24th day of March 2005.
Copies of the service list may be obtained by contacting the undersigned.


Warren H. Smith

VERIFICATION

STATE OF TEXAS '
 '
 '
COUNTY OF DALLAS '

SS:

Warren H. Smith, after being duly sworn according to law, deposes and says:

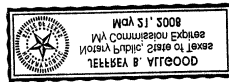
1. I am the principal in the applicant firm, Warren H. Smith & Associates, P.C., and have been admitted to the bar of the Supreme Court of Texas since 1987.

2. I have personally performed many of the services rendered by Warren H. Smith & Associates, P.C. as fee auditor in these cases and am thoroughly familiar with all other work performed by the professionals in the firm.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2001, and submit that the Application substantially complies with such rule.

Warren H. Smith

SWORN TO AND SUBSCRIBED before me, a Notary Public for the State and County aforesaid, on the 24th day of March 2005.



My commission expires: 02/21/08
Notary Public, State of Texas

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:	§	Chapter 11
	§	
ONCO INVESTMENT COMPANY,	§	
<i>a Delaware corporation, et al.,</i>	§	Jointly Administered
	§	Case No. 04-10558 (JBR)
Debtor.	§	

**ORDER APPROVING SECOND QUARTERLY AND FINAL FEE APPLICATION OF
WARREN H. SMITH & ASSOCIATES, P.C.
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

AND NOW, this ____ day of _____, 2005, upon the Second Quarterly and Final Fee Application of Warren H. Smith & Associates, P.C. for Allowance of Compensation and Reimbursement of Expenses (the "Application") dated March 24, 2005, the Court having been satisfied that the interim compensation and reimbursement requested therein is reasonable and justified 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 in cases other than cases under Title 11, and after notice and a hearing;

IT IS HEREBY ORDERED that the Application is approved and that the Debtors, or their successors in interest, are authorized and directed to pay to Warren H. Smith & Associates, P.C. the sum of \$27,619.27 as compensation for necessary professional services rendered for the period October 1, 2004 through January 31, 2005, and the sum of \$1,093.89 for reimbursement of actual and necessary costs and expenses incurred for the Second Quarterly Period; and.

IT IS HEREBY ORDERED that the Application is approved and that the Debtors, or their successors in interest, are authorized and directed to pay to Warren H. Smith & Associates, P.C. the sum of \$51,476.27 as compensation for necessary professional services rendered for the period May 4, 2004 through January 31, 2005, and the sum of \$1,179.42 for reimbursement of actual and necessary costs and expenses incurred for the Case Period.

United States Bankruptcy Judge

SERVICE LIST

The Debtors

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Oglebay Norton Company
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North Point Tower
Cleveland, OH 44114

Counsel to the Debtors

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Paul N. Heath, Esq.
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
P.O. Box 551
Wilmington, DE 19899

Debtor's claims and noticing agent

The Trumbull Group, LLC
4 Griffin Road North
Windsor, Connecticut 06095

Exhibit A

Name of Professional	Position, No. of Years in that Position, Year Licensed	Hourly Billing Rate	Total Billed Hours	Total Compensation
Warren H. Smith	Principal of firm formed in 2001. Member Texas Bar since 1987. Member Illinois Bar since 1979.	\$275	2.30	\$632.50
Bobbi Ruhlander	Member of Oklahoma Bar Since 1983	\$225	1.40	\$315.00
Amber Willingham	Member of Oklahoma Bar Since 1995	\$195	.30	\$58.50
Lisa Hamm	Legal Assistant since 1999	\$130	146.40	\$19,095.77
Doreen T Williams	Legal Assistant since 1982	\$145	7.10	\$1,029.50
Jeff Allgood	Law Clerk since 2000	\$40	6.40	\$256.00
Courtney Orent	Law Clerk since 2004	\$40	5.20	\$208.00
Mark Steirer	Member of Texas Bar Since 1991	\$200	27.80	\$5,560.00
Priscilla Stidham	Legal Assistant since 2003	\$80	5.80	\$464.00
			202.7	\$27,619.27

Total Hours 202.70

Total Fees \$27,619.27

Blended Rate \$ 136.26

Exhibit B

Name of Professional	Position, No. of Years in that Position, Year Licensed	Hourly Billing Rate	Total Billed Hours	Total Compensation
Warren H. Smith	Principal of firm formed in 2001. Member Texas Bar since 1987. Member Illinois Bar since 1979.	\$275	2.40	\$660.00
Bobbi Ruhlander	Member of Oklahoma Bar Since 1983	\$225	5.30	\$1,192.50
Amber Willingham	Member of Oklahoma Bar Since 1995	\$195	.30	\$58.50
Lisa Hamm	Legal Assistant since 1999	\$130	301.90	\$39,349.77
Doreen T Williams	Legal Assistant since 1982	\$145	16.30	\$2,363.50
Jeff Allgood	Law Clerk since 2000	\$40	8.20	\$328.00
Courtney Orent	Law Clerk since 2004	\$40	6.60	\$264.00
Thara Mathews	Law Clerk since 2004	\$40	2.30	\$92.00
Mark Steirer	Member of Texas Bar Since 1991	\$200	32.40	\$6,480.00
Priscilla Stidham	Legal Assistant since 2003	\$80	8.60	\$688.00
			384.3	\$51,476.27

Total Hours 384.30

Total Fees \$51,476.27

Blended Rate \$ 133.95

EXHIBIT C

See Attached

Exhibit D

Summary of Monthly Fee and Expense Invoice Statements for Case Period:

Date Filed	Period Covered	Requested		Paid		Balance Due
		Fees	Expenses	Fees	Expenses	
07/07/04	May 4, 2004- June 30, 2004	\$824.00	\$1.22	\$659.20	\$1.22	\$164.80
08/09/04	July 1, 2004- July 31, 2004	\$2,960.50	\$0.00	\$2,368.40	\$0.00	\$592.10
09/09/04	August 1, 2004- August 31, 2004	\$12,184.00	\$36.09	\$9,747.20	\$36.09	\$2,436.80
10/07/04	September 1, 2004- September 30, 2004	\$7,888.50	\$48.22	\$6,310.80	\$48.22	\$1,577.70
11/08/04	October 1, 2004- October 31, 2004	\$6,062.50	\$186.10	\$4,850.00	\$186.10	\$1,212.50
12/09/04	November 1, 2004- November 30, 2004	\$6,097.50	\$269.53	\$4,878.00	\$269.53	\$1,219.50
01/12/05	December 1, 2004- December 31, 2004	\$10,686.50	\$288.54	\$8,549.20	\$288.54	\$2,137.30
02/09/05	January 1, 2005- January 31, 2005	\$4,772.77	\$349.72	\$0.00	\$0.00	\$5,122.49
	Total	\$51,476.27	\$1,179.42	\$37,362.80	\$829.70	\$14,463.19