

Ex. B (2)

BFCA June, 2002, billing to Level Propane,
Examiner's Exhibits Vol. A., Tab 166B

B

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200 Public Square
Cleveland, Ohio 44114-2378
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Fed. I.D. #34-6596918

LEVEL PROPANE GASES, INC.
ATTN: JOHN RUDD, CHIEF RESTRUCTURING OFFICER
830 CANTERBURY ROAD
WESTLAKE, OH 44145

Invoice Number 169152
Invoice Date 06/14/02
Client Number 26941
Terms: Payable Upon Receipt

Re: (00001) GENERAL

FOR PROFESSIONAL SERVICES RENDERED: THROUGH 06/14/02

06/04/02	GKG	Begin preparation of comprehensive status report on all ongoing projects	1.00	250.00
06/05/02	JH	Review status of legal situation regarding Level Propane conduct of business	3.00	1140.00
06/06/02	JH	Review various matters regarding decision of action	3.00	1140.00
06/06/02	MP	Attention to withdrawal and transitional matters	1.75	481.25
06/06/02	JSG	Prepare record books for delivery to client and draft receipt	1.00	160.00
06/07/02	MP	Attend to transitional matters; communicate with J. Schwartz and D. Neumann; review complaints	1.00	275.00

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TIME SUMMARY:

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
JAMES M HILL	6.00 hours at \$ 380.00 =		2,280.00
MICHAEL A. PRIMROSE	2.75 hours at \$ 275.00 =		756.25
JOHN GAMBACCINI	1.00 hours at \$ 160.00 =		160.00
GREGORY K GALE	1.00 hours at \$ 250.00 =		250.00

3,446.25

CURRENT FEES

3,446.25

FOR COSTS AND EXPENSES INCURRED: THROUGH 06/14/02
Long Distance Calls

1.80

CURRENT EXPENSES

1.80

TOTAL THIS MATTER

3,448.05

Re: (00002) LEVEL PROPANE DISPOSITION

FOR PROFESSIONAL SERVICES RENDERED: THROUGH 06/14/02

04/12/02 MP	Meeting with J. Rudd et al regarding status; review due diligence; attention to Blair engagement letter	3.00	825.00
04/15/02 MP	Communicate with J. Rudd; call to W. Maloof; discussion regarding status of Blair engagement letter; attention to W. Himmelman consulting agreement; review Parthenon offer memorandum	2.00	550.00
04/16/02 MP	Review, comment on and distribute William Blair engagement letter; communicate with J. Rudd; call to J. Verbos regarding IP documentation	1.50	412.50

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04/18/02 MP	Attention to Blair Engagement Letter; correspond with P. Possinger regarding same; communicate with J. Turk and M. Blubaugh; research prebuys; communicate with W. Maloof; communicate with J. Rudd; review indemnification agreement; comment on same and distribute to B. Smith; communicate with B. Smith	5.00	1375.00
04/22/02 MP	Conference call with J.Rudd, bank personnel and counsel; communicate with A. Simon (General counsel for Blair); review J. Turk memorandum; correspond with W. Schonberg regarding vendor Letter; communicate with D. Burn and P. Possinger regarding Blair Engagement Letter	2.50	687.50
05/28/02 JH	Review status of legal issues as to ongoing status of company	2.50	950.00
05/28/02 WJM	Discuss Purchase Agreement and other documents with M. Primrose regarding Software License issues	1.00	205.00
05/28/02 GKG	Further work in reviewing descriptive memorandum	4.00	1000.00
05/29/02 MP	Review IP due diligence materials; communicate with J. Rudd	1.00	275.00
05/31/02 JH	Discussion regarding position of sale of business	3.00	1140.00
05/31/02 JSG	Correspond with R. Baumgart regarding Blair engagement	.50	80.00
06/02/02 MP	Call from M. Thomas regarding update on Listner engagement	.25	68.75
06/04/02 JRP	Attention to Purchase Agreement comments	.25	42.50
06/06/02 JRP	Attention to status of Purchase Agreements; telephone conference with R. Spencer regarding same	.50	85.00

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TIME SUMMARY:

Name	Hours	Rate	Value
JAMES M HILL	5.50 hours at \$ 380.00 =		2,090.00
JOEL R. PENTZ	0.75 hours at \$ 170.00 =		127.50
MICHAEL A. PRIMROSE	15.25 hours at \$ 275.00 =		4,193.75
W. JOSEPH MELNIK	1.00 hours at \$ 205.00 =		205.00
JOHN GAMBACCINI	0.50 hours at \$ 160.00 =		80.00
GREGORY K GALE	4.00 hours at \$ 250.00 =		1,000.00

7,696.25

CURRENT FEES

7,696.25

FOR COSTS AND EXPENSES INCURRED: THROUGH 06/14/02

Long Distance Calls

90.44

Fax

6.00

CURRENT EXPENSES

96.44

TOTAL THIS MATTER

7,792.69

Re: (00003) REORGANIZATION

FOR PROFESSIONAL SERVICES RENDERED: THROUGH 06/14/02

04/10/02 MP	Communicate with M. Schlachet; call to R. Baumgart; communicate with W. Schonberg; communicate with J. Rudd; call to W. Himmelman; communicate with G. Gale and J. Hill regarding status of engagement	3.00	825.00
04/11/02 MP	Communicate with J. Rudd	.25	68.75
04/17/02 MP	Communicate with J. Rudd regarding prebuys; communicate with W. Schonberg; communicate with J. Turk and M. Blubaugh; attention to IP due diligence matters	2.00	550.00
04/19/02 MP	Call to J. Rudd; review regulatory issues; communicate with J. Turk; review draft memorandum	2.50	687.50

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04/24/02	MP	Meeting with J. Rudd et al regarding status; review due diligence; attention to Blair engagement letter; communicate with W. Maloof	3.00	825.00
05/01/02	WES	Conference calls with CRO/attorney for Agent and NewMarket staff regarding numerous issues; review/analysis regarding preparation of chapter 11 filing documents regarding use of cash collateral, IP executory contracts and DIP financing	4.00	1320.00
05/01/02	MDZ	Meeting with L.Behra, K. Koozer, D. Frankel and D. Neumann regarding preparations for chapter 11 filing - review of documents, venue, debtor companies, etc.	1.50	375.00
05/01/02	MDZ	Conference with WES regarding Park Place companies and their activities	.25	62.50
05/01/02	MDZ	Conference with WES regarding status of company, need to accelerate preparations for chapter 11 filing	.25	62.50
05/01/02	MDZ	Conference with Greg Gale and John Gambaccini regarding corporate structure, financing matters	.50	125.00
05/01/02	MS	Meeting with W. Schonberg and conference call with M. Primrose regarding crisis in case	.50	150.00
05/02/02	WES	Analysis/review regarding drafts of resolutions and CRO Authority regarding creditor claims, sale of company and maximize value; review/analysis regarding consumer statute issues regarding pre-pay consumer agreements, agent security interest in deposits and chapter 11 issues/analysis	3.75	1237.50
05/06/02	WES	Meeting with W. Maloof and J. Rudd regarding chapter 11 analysis, Blair issues, Director Agreement, sale of companies and CRO issues; review revised Director's Agreement regarding agent issues	4.00	1320.00

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05/07/02 WES	Conference call with Agent and J. Rudd regarding review of meeting with Directors, Director's Agreement, sale of companies and Agent requirements; meeting with J. Rudd regarding chapter 11 analysis and CRO requirements/issues; telephone conference with J. Wagner regarding Director's Agreement .	3.75	1237.50
05/08/02 WES	Telephone conferences with J. Wagner and J. Rudd regarding Director Agreement and Blair Engagement Letter; telephone conference with attorney for Agent regarding Director Agreement; conference and analysis regarding chapter 11 filing, sale of company, corporate governance and agent rights/claims; conference with K. Koozer regarding chapter 11 petitions	2.50	825.00
05/09/02 WES	Review/analysis regarding CRO request for analysis regarding operational/agent/creditor and Board Member issues; telephone conference with attorney for Agent regarding CRO authority and Corporate Resolution issues; review William Blair & Co. Engagement Letter regarding sale of company/assets and structure of transaction	3.50	1155.00
05/10/02 WES	Telephone conferences with CRO and attorney for Agent, regarding William Blair Engagement Letter, chapter 11 issues and CRO Authority; review William Blair Engagement Letter regarding issues; telephone conference with attorney for creditor regarding vendor claim	2.00	660.00
05/13/02 WES	Telephone conference with Florida investigator regarding identity/ location of Florida assets and investigation thereof; telephone conference with CRO regarding Florida asset investigation; conference call regarding consumer claim/statute analysis and agent cash collateral issues; review William Blair Engagement and Corporate Resolution regarding CRO	3.00	990.00
05/14/02 WES	Telephone conferences with investigator regarding Florida assets; telephone conferences with CRO regarding Florida investigation; telephone conference with attorney for creditor regarding claim; review documents/corporate structure documents regarding chapter 11 filing requirements	4.00	1320.00

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05/15/02	WES	Conferences with CRO and M. Primrose and telephone conference with attorney for agent regarding numerous fiduciary duty issues; review memorandum regarding CRO actions; telephone conference with attorney for creditor regarding vendor claim	3.00	990.00
05/16/02	WES	Conference with paralegal regarding chapter 11 documents/data/motions and orders; telephone conference with CRO regarding business operation, vendor letter and other issues; analysis regarding claims/secured claim and guaranty structure/documents	4.00	1320.00
05/17/02	WES	Telephone conferences with CRO regarding IP Executory Contract Agreements, company claims and other operating/creditor claim issues	1.50	495.00
05/20/02	WES	Telephone conferences with CRO/attorney for Agent regarding IP matters, secured creditor facility and other issues; telephone conference with CRO regarding directions regarding corporate actions	2.00	660.00
05/21/02	WES	Review memoranda to CRO regarding operations; telephone conferences with CRO regarding IP, review loan agreements regarding IP; draft vendor letter regarding William Blair engagement, sale of company and creditor claims	4.00	1320.00
05/23/02	WES	Telephone conferences with CRO and conferences with M. Primrose regarding sale of company, subsidiary and affiliate guaranties, agent and other matters; analysis regarding use of cash collateral and executory contracts regarding CRO operating analysis	2.50	825.00
05/24/02	WES	Meeting with CRO and conference call with Agent for banks regarding chapter 11 matters, CRO operations, consumer issues and other claims and matters	4.00	1320.00
05/28/02	WES	Review IP Agreement and analysis and conference and telephone conference with CRO regarding IP matters; telephone conference with attorney for Bank/Agent regarding chapter 11 matters; review filing matters and first day motions regarding chapter 11 case	4.00	1320.00
05/29/02	JH	Review pressing issues regarding bank	2.50	950.00

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05/29/02	WJM	Review faxed documents received from W. ??? regarding BV Technologies	1.25	256.25
05/29/02	GKG	Telephone call with W. Maloof regarding request for information; prepare letter to W. Maloof regarding same; telephone call with J. Rudd regarding Confidentiality Agreement; further work regarding review of descriptive memorandum	2.75	687.50
05/30/02	MP	Communicate with J. Melnik; attention to IP Materials; communicate with K. Robertson; review correspondence between Maloof and Rudd; communicate with I. Kaplan regarding same; attention to Amerigas Confidentiality Agreement	1.50	412.50
05/30/02	WJM	Review audit provisions of Service Agreement; identify issues to be audited; review Exhibit C (current state)	3.25	666.25
05/31/02	WES	Telephone conference with attorney for Agent regarding corporate governance; conference call with CRO and CRO's counsel, regarding numerous operational/financial issues regarding fiduciary duty to creditors; review corporate structure and other financial information regarding chapter 11 filing	3.50	1155.00
05/31/02	MP	Attention to IP Documents; respond to calls from J. Verbos, J. Rudd etc. regarding CRO engagement and personnel issues; attention to memorandum and files; communicate with G. Gale; communicate with W. Maloof regarding CRO resignation and proposed Listner engagement; calls to M. Thomas and D. Burn regarding Listner engagement per W. Maloof request	5.00	1375.00
06/01/02	MP	Communicate with M. Thomas regarding Listner engagement and CRO resignation	.25	68.75
06/03/02	JH	Review status of various legal issues	3.50	1330.00
06/03/02	MP	Review and respond to correspondence from W. Maloof; communicate with W. Himmelman; communicate with J. Verbos; communicate with J. Hill and W. Schonberg; communicate with J. Rudd regarding CRO transition; attention to Voting Trust Agreement; draft e-mail to J. Verbos and W. Maloof	2.00	550.00

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06/03/02	JSG Research sample voting trust agreements; status conference with M. Primrose and B. Schonberg	.50	80.00
06/04/02	MP Communicate with W. Schonberg; Communicate with B. Salvagni regarding prebuys analysis; review, distribute and respond to e-mail from W. Maloof; attention to correspondence with W. Maloof; attention to matter summary	1.50	412.50
06/05/02	MP Attention to summary of matters; call to B. Salvagni; communicate with W. Maloof, W. Schonberg and B. Salvagni regarding first day papers	1.00	275.00
06/05/02	MS Consolidate Chapter 11 First Day Papers for turnover	.75	225.00
06/05/02	MS Lengthy update from M. Primrose regarding pre-buys, Rudd, etc.	.50	150.00

TIME SUMMARY:

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
WILLIAM E SCHONBERG	59.00 hours at \$ 330.00 =		19,470.00
JAMES M HILL	6.00 hours at \$ 380.00 =		2,280.00
MICHAEL D ZAVERTON	2.50 hours at \$ 250.00 =		625.00
MICHAEL A. PRIMROSE	22.00 hours at \$ 275.00 =		6,050.00
MARK SCHLACHET	1.75 hours at \$ 300.00 =		525.00
W. JOSEPH MELNIK	4.50 hours at \$ 205.00 =		922.50
JOHN GAMBACCINI	0.50 hours at \$ 160.00 =		80.00
GREGORY K GALE	2.75 hours at \$ 250.00 =		687.50

30,640.00

CURRENT FEES

30,640.00

TOTAL THIS MATTER

30,640.00

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TOTAL AMOUNT OF THIS INVOICE	<u>\$41,880.74</u>
TOTAL BALANCE DUE UPON RECEIPT	<u><u>\$41,880.74</u></u>

To insure the accurate posting of your payment, please include your client and invoice numbers on your remittance.