

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

IN RE:	)	Chapter 11
BUILDING MATERIALS HOLDING)	
CORPORATION, <i>et al.</i>,¹	)	Case No. 09-12074 (KJC)
Debtors.	)	Jointly Administered
)	
)	
)	

**VERIFIED SIXTH MONTHLY APPLICATION OF GIBSON, DUNN &
CRUTCHER LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION FOR ALLOWANCE OF INTERIM COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES FOR THE
PERIOD BEGINNING NOVEMBER 1, 2009 THROUGH NOVEMBER 30, 2009**

Name of Applicant:	GIBSON, DUNN & CRUTCHER LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	<i>Nunc pro tunc</i> to June 16, 2009 (the "Petition Date"), by order dated July 16, 2009
Period for Which Interim Compensation and Reimbursement Is Sought:	November 1, 2009 through November 30, 2009
Amount of Interim Compensation Sought as Actual, Necessary, and Reasonable:	\$502,113.00
Amount of Interim Expenses Reimbursement Sought as Actual, Necessary, and Reasonable:	\$17,118.06

¹ The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

PREVIOUS FEE APPLICATIONS

<u>Title</u>	<u>Date Filed</u>	<u>Period Covered</u>	<u>Fees Requested</u>	<u>Expenses Requested</u>	<u>Fees Approved</u>	<u>Expenses Approved</u>
Verified First Monthly Application of Gibson, Dunn & Crutcher LLP Beginning June 16, 2009 Through June 30, 2009 [Docket Entry No. 313]	7/27/09	June 16, 2009 – June 30, 2009	\$391,533.25	\$12,722.72	80%	100%
Verified Second Monthly Application of Gibson, Dunn & Crutcher LLP Beginning July 1, 2009 Through July 30, 2009 [Docket Entry No. 530]	8/27/09	July 1, 2009 – July 30 2009	\$681,530.25	\$22,211.78	80%	100%
Verified Third Monthly Application of Gibson, Dunn & Crutcher LLP Beginning August 1, 2009 Through August 30, 2009 [Docket Entry No. 648]	9/18/09	August 1, 2009 – August 31, 2009	\$404,340.25	\$5,457.69	80%	100%
Verified Fourth Monthly Application of Gibson, Dunn & Crutcher LLP Beginning September 1, 2009 Through September 30, 2009 [Docket Entry No. 726]	10/7/09	September 1, 2009 – September 30, 2009	\$679,542.50	\$7,817.46	80%	100%
Verified Fifth Monthly Application of Gibson, Dunn & Crutcher LLP Beginning October 1, 2009 Through October 31, 2009 [Docket Entry No. 953]	11/18/09	October 1, 2009 – October 31, 3009	\$588,815.75	\$15,325.17	80%	100%

BUILDING MATERIALS HOLDING CORPORATION, et al.

**Summary Breakdown of Professional and Paraprofessional Hours and Fees for the
Interim Period of November 1, 2009 through November 30, 2009**

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
S. FINLEY	Partner— Corp.	8/29/1988	1974 NY	13.9	995	\$13,830.50
W. D. CLASTER	Partner— Labor	6/1/1976	1976 CA	1.5	865	\$1,297.50
C. J. MARTIN	Partner— Labor	10/4/1982	1978 CA	3.1	880	\$2,728.00
S. L. TOLLES	Partner—Tax	6/1/1982	1982 CA	5.3	860	\$4,558.00
S. FACKLER	Partner-- Labor	9/23/2005	1984 CA 2004 NY	21.6	810	\$17,496.00
M. ROSENTHAL	Partner— Bankr.	11/27/1989	1985 TX 2009 NY	106.50	985	\$104,902.50
G. T. DAVIDSON	Partner— Corp.	10/24/1988	1988 CA	16.1	840	\$13,524.00
D. B. ROSENAUER	Partner—Tax	10/26/1987	1993-NY	4.7	990	\$4,653.00
C. R. MONTGOMERY	Partner— Corp.	3/12/2001	1997 CA	33.1	635	\$21,018.50
R. FALEK	Of Counsel— Lit.	4/18/2005	1997 NY	1.8	710	\$1,278.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
M. K. KELSEY	Of Counsel – Bankr.	11/10/2008	2004 NY	6.2	710	\$4,402.00
A. G. YORK	Associate— Bankr.	8/24/1998	1998 TX	187.5	635	\$119,062.50
M. OSHINSKY	Associate-- Corp.	4/26/2004	1999 CA	.4	635	\$254.00
J. A. CHAMAS	Associate— Corp.	8/30/2007	2001 NY	30.9	710	\$21,939.00
J. F. GUILD	Associate— Lit.	8/17/2009	2003 TX	43.2	525	\$22,680.00
N. D. GREENWOOD	Associate— Corp.	5/17/2004	2005 CA	73.2	495	\$36,234.00
S. M. GLECKLER	Associate— Corp.	9/12/2005	2005 CA	.5	495	\$247.50
L. V. WASSER	Associate— R.E.	10/17/2005	2005 CA	6.5	495	\$3,217.50
VOJTISEK, JOHN-PAUL	Associate -- Tax	5/31/2005	2006 NY	8.1	585	\$4,738.50
J. D. ROSENBLATT	Associate— Corp.	10/3/2005	2006 NY	7.4	495	\$3,663.00
L. J VANDYKE	Associate— Lit.	10/1/2007	2006 DC 2008 TX	8.4	495	\$4,158.00
C. P. FLOYD	Associate— Lit.	9/5/2006	2006 TX	22.5	470	\$10,575.00
A. C. POGUE	Associate – Corp.	10/1/2007	2007 CA	13.6	400	\$5,440.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
J. L. GRAVES	Associate— Bankr.	10/6/2008	2007 TX	104.0	400	\$41,600.00
K. B. KREISS	Associate-- Corp.	11/5/2007	2008 CA	21.5	400	\$8,600.00
A. L. KREISBERG	Associate— Tax	4/28/2008	2008 NY	3.0	470	\$1,410.00
K. A. BOHNE	Associate— Bankr.	9/2/2008	2008 TX	25.6	345	\$8,832.00
F. E. JERNIGAN	Associate-- Lit.	11/16/2009	2008 TX 2009 CO	10.1	415	\$4,191.50
S. MUZUMDAR	Associate— Corp.	10/6/2008	2009 NY	4.0	420	\$1,680.00
P. BACH-Y-RITA	Associate -- Unassigned	11/16/2009	PASSED CA 2009 (not yet admitted)	1.2	360	\$432.00
K. GRADY	Associate— Unassigned	11/16/2009	PASSED TX 2009 (not yet admitted)	3.0	360	\$1,080.00
L. S. HOPKINS	Legal Assistant – Nat'l Corp. Coordinator	4/6/1998	N/A	5.7	295	\$1,681.50
J. M. CONTRERAS	Legal Assistant— Bankr.	3/20/2000	N/A	29.0	290	\$8,410.00
S. G. FARRAG	Legal Assistant— Bankr.	6/17/2009	N/A	15.4	235	\$3,619.00
SUBTOTAL:				838.5		\$503,433.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
LESS REDUCTION FOR NON-WORKING TRAVEL TIME						-1,320.00
TOTAL FEES REQUESTED						\$502,113.00

Blended Rate: \$598.82
Blended Rate (excluding legal assistant time): \$619.49

Bankr. = Business Restructuring and Reorganization Practice Group
 Corp. = Corporate Practice Group
 Lit. = Litigation Practice Group
 Tax = Tax Practice Group
 Labor = Labor Practice Group
 R.E. = Real Estate Group

TOTAL COMPENSATION BY PROJECT CATEGORY

For the Interim Fee Period of November 1, 2009 through November 30, 2009

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Automatic Stay Issues (Matter 00102)	74.0	\$38,619.50
Business Operations (Matter 00103)	43.7	\$24,432.00
Case Administration (Matter 00104)	29.0	\$17,143.00
Claims Administration and Objections (Matter 00105)	92.0	\$44,246.00
Corporate Governance and Securities Law Compliance (Matter 00106)	19.2	\$15,838.50
DIP Financing/Cash Collateral/Cash Management (Matter 00108)	106.2	\$54,963.00
Employees (Matter 00109)	42.4	\$22,079.00
Executory Contracts/Unexpired Leases (Matter 00111)	29.6	\$15,273.00
Fee and Retention Applications (GD&C) (Matter 00112)	50.2	\$16,284.00
Fee and Retention Applications (Other Professionals) (Matter 00113)	6.8	\$2,762.00
Plan & Disclosure Statement (Matter 00115)	311.1	\$228,415.00
Taxes (Matter 00120)	25.7	\$19,890.50
Non-Working Travel Time (after 50% write- off) (Matter 00121)	6.6	\$1,320.00
Utilities (Matter 00122)	1.5	\$600.00
Class Action Issues (Matter 00125)	.5	\$247.50
<u>TOTAL</u>	838.5	\$502,113.00

TOTAL EXPENSE SUMMARY

For the Interim Fee Period of November 1, 2009 through November 30, 2009

<u>Expense Category</u>	<u>Total Expenses</u>
In-House Duplication (Photocopies -- \$0.10 per page)	\$438.60
Lodging	\$1,885.08
Meals	\$662.62
Messenger and Courier Expense	\$307.43
On-Line Research (Lexis)	\$560.34
On-Line Research (Westlaw)	\$2,633.90
Outside Duplication and Binding	\$786.24
Postage	\$.61
Telephone Charges	\$329.59
Travel – Air & Rail	\$8,833.39
Travel – Miscellaneous (Tips)	\$54.00
Travel – Parking	\$36.00
Travel – Taxi & Other Modes/Miles	\$590.26
TOTAL	\$17,118.06

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

IN RE:)	Chapter 11
BUILDING MATERIALS HOLDING)	
CORPORATION, <i>et al.</i>,¹)	Case No. 09-12074 (KJC)
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Debtors.)	Jointly Administered
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**VERIFIED SIXTH MONTHLY APPLICATION OF GIBSON, DUNN &
CRUTCHER LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION FOR ALLOWANCE OF INTERIM COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES FOR THE
PERIOD BEGINNING NOVEMBER 1, 2009 THROUGH NOVEMBER 30, 2009**

Gibson, Dunn & Crutcher LLP ("Gibson Dunn"), counsel for Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "Debtors"), hereby applies for allowance of interim compensation for professional services rendered and reimbursement of expenses incurred for the monthly period beginning November 1, 2009 through November 30, 2009 (herein, the "Application"), and respectfully states the following:

FEES AND EXPENSES FOR WHICH ALLOWANCE IS SOUGHT

1. Gibson Dunn makes this Application pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), the Local Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), and the Order Establishing

¹ The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered by the Court on July 15, 2009 [Docket No. 201] (the "Interim Fee Procedures Order") in connection with the Chapter 11 Cases (as defined below). Gibson Dunn seeks approval and allowance of interim compensation for professional services charged to the Debtors during the period from November 1, 2009 through November 30, 2009 (the "Interim Fee Period") in the amount of \$502,113.00. A schedule setting forth the number of hours expended by partners, counsel, associates, staff attorneys, and legal assistants of Gibson Dunn who rendered services to the Debtors during the Interim Fee Period, and their respective hourly rates is attached hereto as **Exhibit A**. Gibson Dunn also requests reimbursement of actual and necessary out-of-pocket expenses incurred in connection with its representation of the Debtors during the Interim Fee Period in the amount of \$17,118.06. A schedule setting forth the expenses for which Gibson Dunn is seeking reimbursement is attached hereto as **Exhibit B**.

2. Gibson Dunn has attempted to include in this Application all time and expenses relating to the Interim Fee Period. Delays in processing such time and receiving invoices for expenses, however, do occur. Accordingly, Gibson Dunn reserves the right to supplement this Application prior to the date set by this Court for final hearing on this Application in order to request additional compensation for professional services rendered and reimbursement of expenses incurred during the Interim Fee Period.

3. In addition, as of the Petition Date, Gibson Dunn held an Advance Deposit in the amount of \$710,762.59 as security for its postpetition fees and related expenses. Paragraph 4 of the Court's July 16, 2009 Order Approving the Employment of Gibson, Dunn & Crutcher as Attorneys for Debtors in Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 246] provides that Gibson Dunn (a) "shall be paid from the Advance Deposit until the Advance

Deposit is reduced to \$355,381 before the firm seeks further payment for allowed/fees expenses from the Debtors" and (b) "may hold the remaining \$355,381 Advance Deposit as an evergreen retainer for the duration of the Chapter 11 Cases" (the "Advance Deposit Minimum Balance"). Any amounts approved to be paid to Gibson Dunn that are not paid from the Advance Deposit, as described above, shall be paid to Gibson Dunn by the Debtors.

4. This is Gibson Dunn's sixth monthly interim application for compensation and reimbursement of expenses in these Chapter 11 Cases.

**COMPLIANCE WITH THE U.S. TRUSTEE'S
GUIDELINES AND LOCAL RULE 2016-2**

5. Pursuant to section 586(a)(3)(A) of title 28 of the United States Code, the Executive Office for United States Trustees promulgated certain procedural guidelines governing review by the Offices of the United States Trustees of applications for compensation and reimbursement of expenses under section 330 of the Bankruptcy Code (the "Guidelines"). The Guidelines became effective on May 1, 1995. Except as set forth herein, this Application materially complies with the Guidelines. This Application also materially complies with Rule 2016-2 of the Local Rules. Gibson Dunn's certification under section 504 of the Bankruptcy Code, Federal Rule of Bankruptcy Procedure 2016(a), the Guidelines and Local Rule 2016-2 is attached hereto as **Exhibit C**.

6. During the Chapter 11 Cases, Gibson Dunn has maintained contemporaneous time records for each of the categories specified in the Guidelines. A copy of Gibson Dunn's contemporaneous time records for the Interim Fee Period is attached hereto as **Exhibit D**.

GENERAL BACKGROUND

7. On June 16, 2009 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Cases"). The Debtors continue to operate their businesses and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases. On June 26, 2009, the Office of the United States Trustee (the "US Trustee") appointed the official committee of unsecured creditors (the "Creditors' Committee").

8. The Debtors are one of the largest providers of residential building products and construction services in the United States. The Debtors distribute building materials, manufacture building components (e.g., millwork, floor and roof trusses, and wall panels), and provide construction services to professional builders and contractors through a network of 31 distribution facilities, 43 manufacturing facilities, and five regional construction services facilities.

9. The Debtors operate under two brand names: BMC West® and SelectBuild®.

- ***BMC West.*** Under the BMC West brand, the Debtors market and sell building products, manufacture building components, and provide construction services to professional builders and contractors. Products include structural lumber and building materials purchased from manufacturers, as well as manufactured building components such as millwork, trusses, and wall panels. Construction services include installation of various building products and framing. The Debtors currently offer these products and services in major metropolitan markets in Texas, Washington, Colorado, Idaho, Utah, Montana, North Carolina, California, and Oregon.
- ***SelectBuild.*** Under the SelectBuild brand, the Debtors offer integrated construction services to production homebuilders, as well as commercial and multi-family builders. Services include wood framing, concrete services, managing labor and construction

schedules, and sourcing materials. The Debtors currently offer these services in major metropolitan markets in California, Arizona, Nevada and Illinois.

10. On the Petition Date, the Debtors filed their proposed chapter 11 plan (the "Plan") and accompanying disclosure statement (the "Disclosure Statement"). Since the Petition Date, the Debtors filed several amended versions of the Plan and Disclosure Statement. The Court approved the Disclosure Statement by order entered on October 22, 2009 (Docket No 768), and the hearing to confirm the Plan is scheduled for December 10, 2009, with an anticipated effective date (the "Effective Date") prior to the end of 2009.

RETENTION OF GIBSON, DUNN & CRUTCHER LLP

11. By order dated July 16, 2009, the Court approved the retention of Gibson Dunn as restructuring counsel *nunc pro tunc* to the Petition Date pursuant to section 327(a) of the Bankruptcy Code.

12. By order dated July 14, 2009, the Court approved the Debtors' retention of Young Conaway Stargatt & Taylor, LLP ("YCS&T") as restructuring counsel pursuant to section 327(a) of the Bankruptcy Code. Gibson Dunn and YCS&T have made every effort to ensure that the services they provide to the Debtors are not duplicative.

SERVICES RENDERED BY GIBSON DUNN

13. Gibson Dunn is an international law firm with approximately 1,000 attorneys. The firm maintains offices for the practice of law in New York City and several other cities in the United States and abroad. Gibson Dunn has extensive expertise in business reorganizations, corporate transactions, and debtor-in-possession financings, and possesses related professional experience necessary for successful reorganization under chapter 11 of the Bankruptcy Code. In particular, Gibson Dunn has substantial experience in the representation of debtors and debtors in

possession in chapter 11 cases before this Court and other courts throughout the United States. Consequently, Gibson Dunn brings to these cases a high level of expertise and experience that inures to the benefit of the Debtors and their estates.

14. During the Interim Fee Period, Gibson Dunn partners, counsel, associates, staff attorneys, and paralegals expended 838.5 hours in rendering services to the Debtors.

15. The following description summarizes the services rendered by Gibson Dunn in the Interim Fee Period.

A. Automatic Stay (Matter 00102)

(Interim Fee Period Fees: \$38,619.50- Total Hours: 74.0)

16. This matter includes time spent addressing issues relating to the automatic stay. During the Interim Fee Period, Gibson Dunn spent time considering the applicability of the automatic stay on various litigation actions, drafting objections to lift stay motions, and negotiating and preparing stipulations to settle such actions.

B. Business Operations (Matter 00103)

(Interim Fee Period Fees: \$24,432.00 Total Hours: 43.7)

17. This matter includes work relating to the day-to-day operations of the Debtors. During the Interim Fee Period, Gibson Dunn advised the Debtors relative to legal issues arising in the course of the Debtors' day-to-day business operations.

C. Case Administration (Matter 00104)

(Interim Fee Period Fees: \$17,143.00 Total Hours: 29.0)

18. Time in this matter includes work necessary for the successful administration of these Chapter 11 Cases. During the Interim Fee Period, Gibson Dunn spent numerous hours

finalizing and filing various pleadings, communicating with the Debtors and other key constituencies regarding administrative tasks within these Chapter 11 Cases, and addressing the myriad of other administrative matters that arose in the course of these Chapter 11 Cases. These tasks include, but are not limited to, coordinating task and responsibility checklists, maintaining agendas, maintaining a case calendar in coordination with YCS&T, and attending hearings.

D. Claims Administration and Objections (Matter 00105)

(Interim Fee Period Fees: \$44,246.00 Total Hours: 92.0)

19. This category covers time addressing issues concerning claims made against the Debtors' estates. During the Interim Fee Period, Gibson Dunn reviewed potential claims and corresponded with the Debtors regarding potential objections to these claims. In addition, Gibson Dunn expended time objecting to, and/or advising the Debtors with respect to, various claims and the rights of the claimants that filed such claims.

E. Corporate Governance/Securities Law Compliance (Matter 00106)

(Interim Fee Period Fees: \$15,838.50 Total Hours: 19.2)

20. This category addresses issues concerning compliance with securities law, and participating in the Debtors' board meetings. During the Interim Fee Period, Gibson Dunn prepared for and participated in telephonic meetings of the Debtors' board of directors, addressed issues concerning officer and director compensation, and assisted the Debtors to evaluate corporate governance issues relevant to the transactions to be consummated on the Effective Date of the Plan.

F. DIP Financing/Cash Collateral/Cash Management (Matter 00108)

(Interim Fee Period Fees: \$54,963.00 Total Hours: 106.2)

21. This category covers time spent negotiating and preparing documents to secure the Debtors' exit financing on the Effective Date of the Plan. During the Interim Fee Period, these efforts included time expended to negotiate and review the terms of, and documentation related to, the revolving loan and term exit financing to be provided by Wells Fargo Bank and various other lenders, including review of the credit facility agreements, the intercreditor agreement, and other related documents.

G. Employees (Matter 00109)

(Interim Fee Period Fees: \$22,079.00 Total Hours: 42.4)

22. This category covers issues concerning the Debtors' current and former employees. During the Interim Fee Period, time was spent addressing and negotiating deferred compensation and incentive plans for certain employees of the Debtors, and post-Effective Date employment and transition agreements. Furthermore, Gibson Dunn drafted and revised a separation agreement and claims release for an employee.

H. Executory Contracts/Unexpired Leases (Matter 00111)

(Interim Fee Period Fees: \$15,273.00 Total Hours: 29.6)

23. This category includes time addressing issues regarding the Debtors executory contracts and unexpired leases. During the Interim Fee Period, Gibson Dunn spent time reviewing the Debtors' executory contracts and unexpired leases and preparing motions to assume or reject same. In addition, time was spent preparing a list of assumed contracts and cure amounts related thereto, and reviewing and responding to objections to various lease assumption and rejection motions.

I. Fee Applications/Retention Applications [Gibson Dunn] (Matter 00112)

(Interim Fee Period Fees: \$16,284.00 Total Hours: 50.2)

24. During the Interim Fee Period, time was spent preparing Gibson Dunn's fifth monthly interim compensation and reimbursement of expenses covering October time. In addition, time was spent ensuring compliance with applicable U.S. Trustee Guidelines related to Gibson Dunn's retention and compensation.

J. Fee Applications/Retention Applications [Other professionals] (Matter 00113)

(Interim Fee Period Fees: \$2,762.00 Total Hours: 6.8)

25. Time in this category is related to the retention and compensation of additional professionals hired by the Debtors in these Chapter 11 Cases. During the Interim Fee Period, Gibson Dunn assisted ordinary course professionals and the Debtors' financial advisor in addressing issues related to their fees and retention.

K. Plan & Disclosure Statement (Matter 00115)

(Interim Fee Period Fees: \$228,415.00 Total Hours: 311.1)

26. The Interim Fee Period was a critical juncture for the Debtors' Plan and Disclosure Statement. During the Interim Fee Period, Gibson Dunn expended considerable time and effort orchestrating all of the various matters critical to the solicitation of votes on, and ultimately confirmation of, the Plan. In addition, during this Interim Fee Period, Gibson Dunn spent an extensive amount of time negotiating and revising the Debtors' plan supplement and addendum, analyzing the tabulation of votes for confirmation of the Plan, and addressing related issues in connection with the Debtors' anticipated confirmation hearing. Furthermore, critical discussions were held and time was spent analyzing alternative proposals for exit financing.

L. Taxes (Matter 00120)

(Interim Fee Period Fees: \$19,890.50 Total Hours: 25.7)

27. This matter includes time spent addressing tax issues. During the Interim Fee Period, time was devoted to reviewing and researching various tax issues as they relate to the Debtors the plan confirmation. In particular, time was spent analyzing tax lien, tax refund, and NOL carryback issues, including those related to the very recently enacted Worker, Homeownership, and Business Assistance Act of 2009 (the "New Legislation"), which was enacted on November 9, 2009. The New Legislation will likely allow the Company to carryback, for a 5-year period, net operating losses which will be generated in 2009.

M. Non-Working Travel Time (Matter 00121)

(Interim Fee Period Fees: \$1,320.00 Total Hours: 6.6)

28. This category covers travel time in which no other work was performed on behalf of the Debtors. **This Application seeks compensation for 50% of any fees associated with non-working travel time.**

N. Utilities (Matter 00122)

(Interim Fee Period Fees: \$600.00 Total Hours: 1.5)

29. This category addresses issues concerning utilities. During the Interim Fee Period, Gibson Dunn prepared a stipulation settling an adequate assurance request with NV Energy.

O. Class Action Issues (Matter 00125)

(Interim Fee Period Fees: \$247.50 Total Hours: .5)

30. During the Interim Fee Period, Gibson Dunn followed-up on issues relating to a potential class action matter that was pending prior to the Petition Date.

ALLOWANCE OF COMPENSATION

31. Gibson Dunn is cognizant of the factors considered by courts in determining allowances of compensation under section 331 of the Bankruptcy Code. Application of those factors to this Application more than justifies the compensation requested.

32. **The Time And Labor Required.** The professional services rendered by Gibson Dunn have required substantial time and effort, very frequently on an emergency and after-hours basis. During the Interim Fee Period, approximately 838.5 recorded hours were expended by Gibson Dunn partners, counsel, associates, staff attorneys, and legal assistants in providing the professional services described in this Application.

33. **The Rates Charged For Such Services.** During the Interim Fee Period, Gibson Dunn's hourly billing rates ranged from \$635 to \$995 per hour for partners and of counsel; \$345 to \$710 for associates and staff attorneys; and \$235 to \$295 for legal assistants. These billing rates represent customary rates that are routinely billed to the firm's many clients. Based upon the recorded hours expended by Gibson Dunn's attorneys and legal assistants, the average hourly billing rate for Gibson Dunn's services for the Interim Fee Period was approximately \$598.82.

34. **The Necessity of the Services and Benefit to the Estate.** As detailed above, the services Gibson Dunn provided to the Debtors were necessary to preserve and enhance the Debtors' business operations and going-concern value and conferred substantial benefit on the Debtors' estates.

35. **The Complexity, Importance, and Nature of the Problem, Issue or Task Addressed.** The complexity, importance, and nature of the matters Gibson Dunn has addressed

in these cases justify the compensation sought by Gibson Dunn in this Application. During the Interim Fee Period, Gibson Dunn encountered and successfully resolved complex and difficult legal problems in many areas involving bankruptcy, corporate, tax, litigation, and labor issues, many of which required specialized expertise. As is more fully detailed above, Gibson Dunn believes that it has been able to resolve many difficult and complex questions as they have arisen in an expeditious and efficient manner.

36. **Customary Compensation.** Gibson Dunn relies on the Court's experience and knowledge with respect to the compensation awards in similar cases. Given that frame of reference, Gibson Dunn submits that, in light of the circumstances of the case and the substantial benefits derived from Gibson Dunn's assistance, compensation in the amount requested is fair and reasonable.

37. **Time Constraints Required by the Exigencies of the Case.** On many occasions, Gibson Dunn attorneys rendered services on behalf of the Debtors under severe time constraints. Moreover, Gibson Dunn attorneys undertook matters on behalf of the Debtors, to the preclusion of other firm matters and clients. Often, the services were performed well after regular business hours.

38. **Experience, Reputation and Ability of the Attorneys Rendering Services.** Gibson Dunn's services have been rendered in a highly efficient manner by attorneys who have a high degree of expertise in business reorganizations and corporate transactions. The skill and competency of the Gibson Dunn attorneys who have represented the Debtors are unquestionable. Gibson Dunn's highly professional group of attorneys has ensured that these cases have been administered in the most efficient and expeditious manner possible under the circumstances.

39. Based on the factors to be considered under section 331 of the Bankruptcy Code, the results Gibson Dunn has achieved to date more than justify allowance in full of Gibson Dunn's compensation and reimbursement request.

DISBURSEMENTS

40. For the Interim Fee Period, Gibson Dunn requests reimbursement of \$17,118.06 for reasonable and necessary out-of-pocket expenses incurred on behalf of the Debtors. **Exhibit B** attached hereto summarizes the actual expenses incurred by Gibson Dunn on behalf of the Debtors during the Interim Fee Period and **Exhibit E** details each of the expenses incurred. Each of the charges reflected in **Exhibits B** and **E** is based on the actual and necessary expenses incurred by Gibson Dunn, in the exercise of reasonable discretion, on behalf of the Debtors.

41. The time constraints frequently imposed by the circumstances of these cases have required Gibson Dunn's attorneys and other employees to devote time during the evenings and on weekends to perform legal services on behalf of the Debtors. Consistent with firm policy, and to ensure the personal safety of attorneys and other employees of Gibson Dunn, the cost of transportation home was reimbursed to employees working late into the night. Unlike many New York firms, Gibson Dunn does not charge clients for reimbursement of meals for attorneys who worked after regular business hours. Gibson Dunn only seeks reimbursement for overtime meals if the client is present, or if an attorney is traveling on a client's behalf.

42. Gibson Dunn has not sought reimbursement for proofreading services, luxury accommodations, or deluxe meals. Gibson Dunn does not seek compensation for first-class airfare. Rather, Gibson Dunn attorneys travel by coach for domestic air travel, with any upgrade being at the attorney's own expense. Gibson Dunn does not charge for incoming or outgoing

facsimile transmission, other than the costs, if any, of the associated long distance phone call.

Gibson Dunn charges its clients \$0.10 per page for photocopying.

43. Gibson Dunn has made every effort to minimize its disbursements in this case. Each of the expenses incurred by Gibson Dunn in providing professional services to the Debtors was necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors, their estates, and creditors.

REMAINING ADVANCE DEPOSIT

44. As described above, as of the Petition Date, Gibson Dunn held an Advance Deposit in the amount of \$710,762.59 as security for its postpetition fees and related expenses. After the expiration of the objection period with respect to Gibson Dunn's first interim application (for the period from June 16, 2009 through June 30, 2009), and based on the lack of objections to such application, Gibson Dunn filed a Certificate of No Objection and applied \$325,949.32 against the Advance Deposit, which amount represents the sum of 80% of the fees and 100% of the expenses requested for such period. After the expiration of the objection period with respect to Gibson Dunn's second interim application (for the period from July 1, 2009 through July 31, 2009), and based on the lack of objections to such application, Gibson Dunn filed a Certificate of No Objection with respect to \$567,435.98 of approved fees (at 80%) and expenses. Gibson Dunn applied \$29,432.27 of these fees and expenses against the Advance Deposit, which reduced such Advance Deposit to the Advance Deposit Minimum Balance of \$355,381.00, and requested payment of the balance from the Debtors as provided in the Order employing Gibson Dunn. Accordingly, until the conclusion of the Debtors' Chapter 11 Cases, all further fees and expenses authorized to be paid to Gibson Dunn shall be paid directly by the Debtors and not from the Advance Deposit

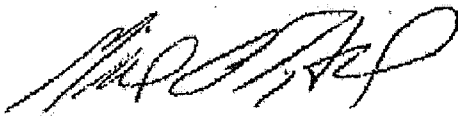
CONCLUSION

45. Gibson Dunn's services have resulted in significant benefits to the Debtors and their estates. Accordingly, Gibson Dunn respectfully submits that its request for compensation and reimbursement of expenses is reasonable and is more than justified by the benefits received by the Debtors and their estates, and that such request, therefore, should be allowed in full.

WHEREFORE Gibson Dunn respectfully requests entry of an order (a) allowing Gibson Dunn, for the period from November 1, 2009 through November 30, 2009, interim compensation for professional services rendered in the amount of \$502,113.00 and reimbursement of expenses in the amount of \$17,118.06; and (b) granting Gibson Dunn such other and further relief as is just and proper.

Dated: New York, New York
December 7, 2009

GIBSON, DUNN & CRUTCHER LLP

By: 
Michael A. Rosenthal (admitted *pro hac vice*)
Matthew K. Kelsey (admitted *pro hac vice*)
200 Park Avenue
New York, New York 10166
Phone (212) 351-4000
Fax (212) 351-4035

ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

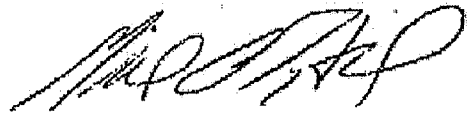
VERIFICATION

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS:

1. I am a partner in the applicant firm, Gibson, Dunn & Crutcher LLP, and am admitted to practice *pro hac vice* before this Court.

2. I have personally performed many of the legal services rendered by Gibson, Dunn & Crutcher LLP, as counsel for the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and legal assistants in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief.



Michael A. Rosenthal

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

IN RE:	)	Chapter 11
)	
BUILDING MATERIALS HOLDING CORPORATION, et al.,¹	)	Case No. 09-12074 (KJC)
)	
Debtors.	)	Jointly Administered
)	
	)	Objection Deadline: December 22, 2009 at 4:00 p.m. (ET)
	)	Hearing Date: To Be Determined

NOTICE OF APPLICATION

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; (III) COUNSEL TO WELLS FARGO BANK, AS AGENT UNDER THE PREPETITION CREDIT FACILITY AND THE DIP FACILITY (AS DEFINED IN THE CHAPTER 11 PLAN FILED BY THE DEBTORS IN THESE CASES); (IV) THE FEE AUDITOR; AND (V) ALL PARTIES THAT HAVE REQUESTED NOTICE PURSUANT TO RULE 2002 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE.

PLEASE TAKE NOTICE that the **Verified Sixth Monthly Application of Gibson, Dunn & Crutcher LLP as Counsel for the Debtors and Debtors in Possession for Allowance of Interim Compensation for Services Rendered and for Reimbursement of Expenses for the Period Beginning November 1, 2009 Through November 30, 2009** (the "Application") has been filed with the United States Bankruptcy Court for the District of Delaware. The Application seeks interim allowance of fees in the amount of \$502,113.00 and expenses in the amount of \$17,118.06.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed on or before **December 22, 2009 at 4:00 p.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

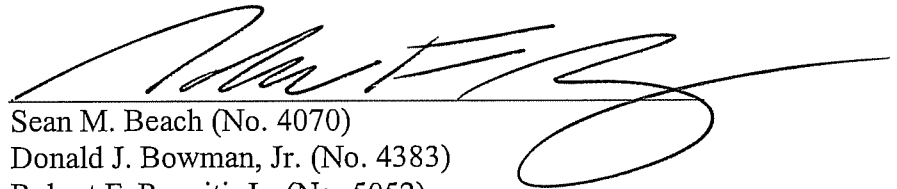
¹ The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, Building Materials Holding Corporation, 720 Park Boulevard, Suite 200, Boise, Idaho 83712 (Attn.: Paul S. Street); (ii) co-counsel to the Debtors: (a) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166 (Attn.: Michael A. Rosenthal and Matthew K. Kelsey) and (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801 (Attn.: Sean M. Beach and Robert F. Poppiti, Jr.); (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn.: Joseph J. McMahon, Jr.); (iv) counsel to the Official Committee of Unsecured Creditors: (a) Arent Fox, LLP, 1050 Connecticut Avenue, NW, Washington, DC 20036-5339 (Attn.: Christopher J. Giaimo and Katie A. Lane) and (b) Benesch, Friedlander, Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware 19801 (Attn.: Bradford J. Sandler); and (v) counsel to Wells Fargo Bank, as agent under the Prepetition Credit Facility and the DIP Facility (as defined in the chapter 11 plan filed by the Debtors in these cases): (a) Paul, Hastings, Janofsky & Walker LLP, 55 Second Street, Twenty-Fourth Floor, San Francisco, California 94105 (Attn.: Kevin B. Fisher) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn.: Paul N. Heath).

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS [DOCKET NO. 201], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.

Dated: Wilmington, Delaware
December 7, 2009

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Sean M. Beach (No. 4070)
Donald J. Bowman, Jr. (No. 4383)
Robert F. Poppiti, Jr. (No. 5052)
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, Delaware 19899-0391
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

----and----

GIBSON, DUNN & CRUTCHER LLP
Michael A. Rosenthal (admitted *pro hac vice*)
Matthew K. Kelsey (admitted *pro hac vice*)
Sae M. Muzumdar (admitted *pro hac vice*)
200 Park Avenue, 47th Floor
New York, New York 10166-0193
Telephone: (212) 351-4000
Facsimile: (212) 351-4035

Aaron G. York (admitted *pro hac vice*)
Jeremy L. Graves (admitted *pro hac vice*)
2100 McKinney Avenue, Suite 1100
Dallas, Texas 75201-6911
Telephone: (214) 698-3100
Facsimile: (214) 571-2900

ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION

EXHIBIT A

**Summary Breakdown of Professional and Paraprofessional Hours and Fees for the
Interim Period of November 1, 2009 through November 30, 2009**

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
S. FINLEY	Partner— Corp.	8/29/1988	1974 NY	13.9	995	\$13,830.50
W. D. CLASTER	Partner— Labor	6/1/1976	1976 CA	1.5	865	\$1,297.50
C. J. MARTIN	Partner— Labor	10/4/1982	1978 CA	3.1	880	\$2,728.00
S. L. TOLLES	Partner—Tax	6/1/1982	1982 CA	5.3	860	\$4,558.00
S. FACKLER	Partner-- Labor	9/23/2005	1984 CA 2004 NY	21.6	810	\$17,496.00
M. ROSENTHAL	Partner— Bankr.	11/27/1989	1985 TX 2009 NY	106.50	985	\$104,902.50
G. T. DAVIDSON	Partner— Corp.	10/24/1988	1988 CA	16.1	840	\$13,524.00
D. B. ROSENAUER	Partner—Tax	10/26/1987	1993-NY	4.7	990	\$4,653.00
C. R. MONTGOMERY	Partner— Corp.	3/12/2001	1997 CA	33.1	635	\$21,018.50
R. FALEK	Of Counsel— Lit.	4/18/2005	1997 NY	1.8	710	\$1,278.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
M. K. KELSEY	Of Counsel – Bankr.	11/10/2008	2004 NY	6.2	710	\$4,402.00
A. G. YORK	Associate— Bankr.	8/24/1998	1998 TX	187.5	635	\$119,062.50
M. OSHINSKY	Associate-- Corp.	4/26/2004	1999 CA	.4	635	\$254.00
J. A. CHAMAS	Associate— Corp.	8/30/2007	2001 NY	30.9	710	\$21,939.00
J. F. GUILD	Associate— Lit.	8/17/2009	2003 TX	43.2	525	\$22,680.00
N. D. GREENWOOD	Associate— Corp.	5/17/2004	2005 CA	73.2	495	\$36,234.00
S. M. GLECKLER	Associate— Corp.	9/12/2005	2005 CA	.5	495	\$247.50
L. V. WASSER	Associate— R.E.	10/17/2005	2005 CA	6.5	495	\$3,217.50
VOJTISEK, JOHN-PAUL	Associate -- Tax	5/31/2005	2006 NY	8.1	585	\$4,738.50
J. D. ROSENBLATT	Associate— Corp.	10/3/2005	2006 NY	7.4	495	\$3,663.00
L. J VANDYKE	Associate— Lit.	10/1/2007	2006 DC 2008 TX	8.4	495	\$4,158.00
C. P. FLOYD	Associate— Lit.	9/5/2006	2006 TX	22.5	470	\$10,575.00
A. C. POGUE	Associate – Corp.	10/1/2007	2007 CA	13.6	400	\$5,440.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
J. L. GRAVES	Associate— Bankr.	10/6/2008	2007 TX	104.0	400	\$41,600.00
K. B. KREISS	Associate-- Corp.	11/5/2007	2008 CA	21.5	400	\$8,600.00
A. L. KREISBERG	Associate— Tax	4/28/2008	2008 NY	3.0	470	\$1,410.00
K. A. BOHNE	Associate— Bankr.	9/2/2008	2008 TX	25.6	345	\$8,832.00
F. E. JERNIGAN	Associate-- Lit.	11/16/2009	2008 TX 2009 CO	10.1	415	\$4,191.50
S. MUZUMDAR	Associate— Corp.	10/6/2008	2009 NY	4.0	420	\$1,680.00
P. BACH-Y-RITA	Associate -- Unassigned	11/16/2009	PASSED CA 2009 (not yet admitted)	1.2	360	\$432.00
K. GRADY	Associate— Unassigned	11/16/2009	PASSED TX 2009 (not yet admitted)	3.0	360	\$1,080.00
L. S. HOPKINS	Legal Assistant – Nat'l Corp. Coordinator	4/6/1998	N/A	5.7	295	\$1,681.50
J. M. CONTRERAS	Legal Assistant— Bankr.	3/20/2000	N/A	29.0	290	\$8,410.00
S. G. FARRAG	Legal Assistant— Bankr.	6/17/2009	N/A	15.4	235	\$3,619.00
SUBTOTAL:				838.5		\$503,433.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
LESS REDUCTION FOR NON-WORKING TRAVEL TIME						-1,320.00
TOTAL FEES REQUESTED						502,113.00

Blended Rate: \$598.82
Blended Rate (excluding legal assistant time): \$619.49

Bankr. = Business Restructuring and Reorganization Practice Group
 Corp. = Corporate Practice Group
 Lit. = Litigation Practice Group
 Tax = Tax Practice Group
 Labor = Labor Practice Group
 R.E. = Real Estate Group

EXHIBIT B

TOTAL EXPENSE SUMMARY

For the Interim Fee Period of November 1, 2009 through November 30, 2009

<u>Expense Category</u>	<u>Total Expenses</u>
In-House Duplication (Photocopies -- \$0.10 per page)	\$438.60
Lodging	\$1,885.08
Meals	\$662.62
Messenger and Courier Expense	\$307.43
On-Line Research (Lexis)	\$560.34
On-Line Research (Westlaw)	\$2,633.90
Outside Duplication and Binding	\$786.24
Postage	\$.61
Telephone Charges	\$329.59
Travel – Air & Rail	\$8,833.39
Travel – Miscellaneous (Tips)	\$54.00
Travel – Parking	\$36.00
Travel – Taxi & Other Modes/Miles	\$590.26
TOTAL	\$17,118.06

EXHIBIT C - Certification

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

IN RE:	)	Chapter 11
BUILDING MATERIALS HOLDING CORPORATION, et al.,¹	)	Case No. 09-12074 (KJC)
Debtors.	)	Jointly Administered
)	
)	
)	

CERTIFICATION OF GIBSON, DUNN & CRUTCHER LLP UNDER SECTION 504 OF THE BANKRUPTCY CODE, FEDERAL RULE OF BANKRUPTCY PROCEDURE 2016(a), THE UNITED STATES TRUSTEE GUIDELINES AND LOCAL RULE 2016-2

The undersigned attorney certifies under penalty of perjury as follows:

1. I am a member of the applicant law firm, Gibson, Dunn & Crutcher LLP ("Gibson Dunn").
2. Gibson Dunn has rendered professional services in these chapter 11 cases as counsel for Building Materials Holding Corporation and its affiliated debtors and debtors in possession (collectively, the "Debtors").
3. In accordance with section 504(a) of title 11 of the United States Code (the "Bankruptcy Code") and Federal Rule of Bankruptcy Procedure 2016, no agreement or understanding exists between Gibson Dunn and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these chapter 11 cases,

¹ The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

and Gibson Dunn shall not share or agree to share the compensation paid or allowed from the Debtors' estates for such services with any other person.

4. Gibson Dunn has not entered, and will not enter, into any agreement prohibited by 18 U.S.C. § 155.

5. I have read the foregoing application of Gibson Dunn for interim compensation and reimbursement of expenses (the "Application").

6. To the best of my knowledge, information and belief formed after reasonable inquiry, the compensation and reimbursement of expenses sought in the Application materially comply with the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of this Court and the procedural guidelines governing the review by the Offices of the United States Trustees of applications for compensation and reimbursement of expenses under section 331 of the Bankruptcy Code and the Guidelines for Reviewing Applications for Compensation promulgated by the Executive Office for United States Trustee under 28 U.S.C. § 586(a)(3)(A) (the "Guidelines"), except to the extent set forth in the Application.

7. Except to the extent that certain compensation and reimbursement of expenses that normally would be paid by our clients but which may be prohibited by Local Rule 2016-2 or the Guidelines, the compensation and reimbursement of expenses sought are billed at rates and are in accordance with practices that are customarily employed by Gibson Dunn and are generally accepted by its clients.

8. In accordance with the Guidelines, Gibson Dunn requests reimbursement only for the amount billed to, and paid by, it for any service purchased or contracted for from a third party.

Dated: New York, New York
December 7, 2009



Michael A. Rosenthal

EXHIBIT D – Time Records

GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York 10166-0193

Federal Taxpayer ID #95-1611234

December 3, 2009

Invoice No. 2009121212

Paul Street, Esq.
Senior Vice President, General Counsel and
Secretary
Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712-7714

For Services Rendered and Costs/Charges Advanced Through November 30, 2009

	Services Rendered	Costs/ Charges	Totals
08299-00102	Automatic Stay	\$ 38,619.50	\$ 38,619.50
08299-00103	Business Operations	24,432.00	24,432.00
08299-00104	Case Administration	17,143.00	17,143.00
08299-00105	Claims Administration and Objections	44,246.00	44,246.00
08299-00106	Corporate Governance Securities Law Comp	15,838.50	15,838.50
08299-00108	DIP Financing/Cash Collateral/Cash Manag	54,963.00	54,963.00
08299-00109	Employees	22,079.00	22,079.00
08299-00111	Executory Contracts/Unexpired Leases	15,273.00	15,273.00
08299-00112	Fee Applications/Retention Applications	16,284.00	16,284.00
08299-00113	Fee Applications/Retention Applications	2,762.00	2,762.00
08299-00115	Plan & Disclosure Statement	228,415.00	228,415.00
08299-00120	Taxes	19,890.50	19,890.50
08299-00121	Non-Working Travel Time	2,640.00	2,640.00
08299-00122	Utilities	600.00	600.00
08299-00124	Disbursements	0.00	17,118.06
08299-00125	Class Action Issues	247.50	247.50
	Totals	\$ 503,433.00	\$ 520,551.06

Remit By Wire To:

Wells Fargo Bank
333 South Grand Avenue
Los Angeles, CA 90071-1515
Name of account: Gibson, Dunn & Crutcher LLP
Account No: 4600-146039
ABA No: 121000248
Attn: Mario Prego, Telephone: (213) 229-7253
Please include the client number and the proper attorney to notify in the wire instructions.

Remit By Mail To:

Gibson, Dunn & Crutcher LLP
Department 0723
Los Angeles, CA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.
If you have any questions, please call Terri Bono, GD&C at 213-229-7528.

Invoice Date: December 3, 2009

Due and Payable Upon Receipt

Invoice No. 2009121212

Discount

-1,320.00

Current Balance Due

\$ 519,231.06

**GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York 10166-0193**

Federal Taxpayer ID #95-1611234

December 3, 2009

Invoice No. 2009121212

REMITTANCE COPY

To ensure proper crediting, please send this copy in the enclosed envelope.

Paul Street, Esq.
Senior Vice President, General Counsel and
Secretary
Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712-7714

For Services Rendered and Costs/Charges Advanced Through November 30, 2009

	Services Rendered	Costs/ Charges	Totals
08299-00102	Automatic Stay	\$ 38,619.50	\$ 38,619.50
08299-00103	Business Operations	24,432.00	24,432.00
08299-00104	Case Administration	17,143.00	17,143.00
08299-00105	Claims Administration and Objections	44,246.00	44,246.00
08299-00106	Corporate Governance Securities Law Comp	15,838.50	15,838.50
08299-00108	DIP Financing/Cash Collateral/Cash Manag	54,963.00	54,963.00
08299-00109	Employees	22,079.00	22,079.00
08299-00111	Executory Contracts/Unexpired Leases	15,273.00	15,273.00
08299-00112	Fee Applications/Retention Applications	16,284.00	16,284.00
08299-00113	Fee Applications/Retention Applications	2,762.00	2,762.00
08299-00115	Plan & Disclosure Statement	228,415.00	228,415.00

Remit By Wire To:

Wells Fargo Bank
333 South Grand Avenue
Los Angeles, CA 90071-1515
Name of account: Gibson, Dunn & Crutcher LLP
Account No: 4600-146039
ABA No: 121000248
Attn: Mario Prego, Telephone: (213) 229-7253
Please include the client number and the proper attorney to notify in the wire instructions.

Remit By Mail To:

Gibson, Dunn & Crutcher LLP
Department 0723
Los Angeles, CA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.
If you have any questions, please call Terri Bono, GD&C at 213-229-7528.

Invoice Date: December 3, 2009

Due and Payable Upon Receipt

Invoice No. 2009121212

		Services Rendered	Costs/ Charges	Totals
08299-00120	Taxes	19,890.50	0.00	19,890.50
08299-00121	Non-Working Travel Time	2,640.00	0.00	2,640.00
08299-00122	Utilities	600.00	0.00	600.00
08299-00124	Disbursements	0.00	17,118.06	17,118.06
08299-00125	Class Action Issues	<u>247.50</u>	<u>0.00</u>	<u>247.50</u>
	Totals	\$ 503,433.00	\$ 17,118.06	\$ 520,551.06
	Discount			-1,320.00
	Current Balance Due			<u>\$ 519,231.06</u>

Paul Street, Esq.
Senior Vice President, General Counsel and Secretary
Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712-7714

AUTOMATIC STAY
08299-00102

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	2.30	\$ 985.00	\$ 2,265.50
AARON G. YORK	38.60	635.00	24,511.00
JEREMY L. GRAVES	7.70	400.00	3,080.00
KELLY A. BOHNE	25.40	345.00	<u>8,763.00</u>

Total Services \$ 38,619.50

Total Services, Costs/Charges 38,619.50

BALANCE DUE \$ 38,619.50

AUTOMATIC STAY
08299-00102

Detail Services:

11/02/09		
3.40	YORK, AARON G	REVIEW LIFT STAY MOTIONS AND REQUESTS (1.5); REVIEW WEISS BUILDER PLEADINGS (1.5); EMAILS REGARDING REQUESTS TO LIFT STAY (.4).
3.40	GRAVES, JEREMY L	REVIEW VARIOUS LIFT STAY MOTIONS AND SEND EMAIL SUMMARIZING THE RELIEF REQUESTED (2.5); SEND LETTER TO M. KEATING WITH CERTIFICATES OF INSURANCE (.9).
11/03/09		
6.70	YORK, AARON G	ANALYZE STAY RELIEF REQUESTS AND MOTIONS (6.0); DRAFT FORM OF STIPULATION FOR WILLIAM LYON HOMES (.5); CORRESPOND WITH L. VANDYKE REGARDING WEIS PLEADINGS (.2).
0.20	GRAVES, JEREMY L	TELECONFERENCES WITH A. YORK REGARDING STATUS OF LIFT STAY MOTIONS.
0.50	BOHNE, KELLY A	CORRESPOND WITH A. YORK REGARDING THOMAS MOTION TO OPPOSE RELIEF FROM STAY.
11/04/09		
4.70	YORK, AARON G	CALL WITH M. THOMAS, L. BAUMANN, J. GRAVES REGARDING LIFT STAY REQUESTS (.3); ANALYZE LIFT STAY ISSUES (3.8); REVIEW HARRIS STAY MOTION (.6).
0.70	GRAVES, JEREMY L	PREPARE FOR AND PARTICIPATE IN TELECONFERENCE REGARDING AUTOMATIC STAY ISSUES (.3); FOLLOW-UP WITH A. YORK (GDC) (.1); CONFERENCE WITH K. BOHNE (GDC) REGARDING AN OBJECTION TO THE THOMAS LIFT STAY MOTION (.3).

2.50	BOHNE, KELLY A	CONFER WITH J. GRAVES REGARDING THOMAS MOTION FOR RELIEF FROM STAY (.3); CONFER WITH LOCAL COUNSEL REGARDING MERITS OF UNDERLYING ACTION (.3); CONFER WITH CLIENT REGARDING INSURANCE POLICY (.3); DRAFT OPPOSITION TO THOMAS MOTION FOR RELIEF FROM STAY (1.6).
11/05/09		
6.10	BOHNE, KELLY A	DRAFT MOTION IN OPPOSITION TO THOMAS'S MOTION FOR RELIEF FROM STAY (5.5); CONFER WITH T. APPLER REGARDING SAME (.6).
11/06/09		
2.60	BOHNE, KELLY A	DRAFT EXHIBITS AND ATTACHMENTS TO MOTION IN OPPOSITION TO THOMAS'S MOTION FOR RELIEF FROM STAY.
11/09/09		
3.30	YORK, AARON G	CALLS AND EMAILS TO COUNSEL REGARDING LIFT STAY REQUESTS (.5); CALL WITH Z. ALLENSON REGARDING HARRIS MOTION (.3); ANALYZE LIFT STAY ISSUES (2.5).
0.70	GRAVES, JEREMY L	CONFERENCE WITH K. BOHNE (GDC) REGARDING THE RESPONSE TO THE THOMAS LIFT STAY MOTION (.4); EMAILS WITH A. YORK (GDC) AND K. BOHNE REGARDING THE THOMAS LIFT STAY MOTION (.3).
3.70	BOHNE, KELLY A	REVISE THOMAS MOTION TO OPPOSE RELIEF FROM STAY (3.3); CONFER WITH J. GRAVES REGARDING SAME (.4).
11/10/09		
0.60	ROSENTHAL, MICHAEL A	EMAILS REGARDING MOTIONS TO LIFT AUTOMATIC STAY.
3.20	YORK, AARON G	REVIEW AND REVISE STAY OPPOSITIONS (1.5); CALL WITH L. MCKECHNIC REGARDING WILLIAM LYONS MOTION (.2); CALL WITH K. MCSHERRY REGARDING WILLIAM LYON MOTION (.2); REVISE STAY STIPULATION (1.3).

0.30	GRAVES, JEREMY L	TELECONFERENCE WITH S. BEACH (YCST) AND A. YORK (GDC) REGARDING INSURANCE ISSUES RELATED TO THE LIFT STAY MOTIONS.
1.50	BOHNE, KELLY A	REVISE THOMAS MOTION TO OPPOSE RELIEF FROM STAY (.6); CONFER WITH A. YORK REGARDING SAME (.1); DRAFT DECLARATION FOR L. BAUMANN (.6); CONFER WITH T. APPLER REGARDING DECLARATION (.2).
11/11/09		
3.10	YORK, AARON G	FINALIZE WILLIAM LYON STIPULATION (.8); CALLS AND EMAILS REGARDING ERIC THOMAS MOTION (1.0); REVISE ERIC THOMAS RESPONSE (.7); DRAFT WILLIAM LYONS CERTIFICATION OF COUNSEL (.6).
1.00	BOHNE, KELLY A	REVISE THOMAS OPPOSITION MOTION (.5); ASSEMBLE EXHIBITS FOR FILING (.4); COORRESPOND WITH A. YORK REGARDING SAME (.1).
11/12/09		
0.80	YORK, AARON G	FINALIZE WILLIAM LYON STIPULATION (.3); REVISE DRAFT HARRIS STIPULATION (.5).
0.40	GRAVES, JEREMY L	REVIEW AND RESPOND TO CORRESPONDENCE FROM COUNSEL FOR BRINKMANN ROOFING IN THE KENDALL RILEY CASE.
11/13/09		
4.00	YORK, AARON G	CALL WITH M. THOMAS REGARDING PARKER DEVELOPMENT MOTION TO LIFT STAY (.2); DRAFT OPPOSITION TO PARKER DEVELOPMENT MOTION TO LIFT STAY (3.8).
0.60	GRAVES, JEREMY L	RESPOND TO CORRESPONDENCE FROM COUNSEL FOR BRINKMANN ROOFING IN THE KENDALL RILEY CASE (.4); EMAILS WITH M. THOMAS (BMHC) REGARDING SAME (.2).
11/16/09		
0.60	ROSENTHAL, MICHAEL A	ADDRESS NUMEROUS EMAILS FROM A. YORK REGARDING HARRIS MOTION.

6.30	YORK, AARON G	CALL WITH S. BEACH, J. GRAVES, L. BAUMANN REGARDING WEIS CLAIM AND LIFT STAY HEARING (.4); CALL WITH Z. ALLINSON REGARDING HARRIS LIFT STAY STIPULATION (.3); FINALIZE PARKER LIFT STAY OPPOSITION (2.7); FINALIZE HARRIS LIFT STAY STIPULATION (2.2); EMAILS AND CALLS REGARDING ERIC THOMAS LIFT STAY MOTION (.7).
1.40	GRAVES, JEREMY L	SEND FOLLOW-UP LETTER TO M. KEATING, COUNSEL TO BRINKMANN ROOFING, IN THE WILSON V. KENDALL RILEY HOMES ACTION REGARDING THE INSURANCE AVAILABLE TO PAY BMHC'S CLAIMS (.7); PREPARE TO ARGUE THE PARKER LIFT STAY MOTION (.7).
2.60	BOHNE, KELLY A	REVISE DECLARATIONS FOR PARKER DEVELOPMENT OPPOSITION (1.5); REVISE THOMAS OPPOSITION MOTION (1.1).
11/17/09		
0.30	ROSENTHAL, MICHAEL A	ADDRESS NUMEROUS EMAILS REGARDING HARRIS STIPULATION.
0.60	ROSENTHAL, MICHAEL A	EMAILS FROM ZEKE ALLINSON, A. YORK, S. BEACH REGARDING HARRIS AND PARKER SETTLEMENTS.
1.30	YORK, AARON G	DRAFT CERTIFICATE OF COUNSEL REGARDING HARRIS STIPULATION (.6); EMAILS REGARDING HARRIS STIPULATION (.3); CALL WITH PARKER COUNSEL REGARDING LIFT STAY MOTION (.2); EMAILS REGARDING SAME (.2).
4.40	BOHNE, KELLY A	CORRESPOND WITH A. YORK REGARDING PARKER DEVELOPMENT LIFT STAY MOTION (.4); RESEARCH CLAIMS IN CALIFORNIA FRANCHISE TAX BOARD LETTER (4.0).
11/18/09		
0.70	YORK, AARON G	EMAILS AND CALLS REGARDING HARRIS STIPULATION.
11/20/09		
0.70	YORK, AARON G	ANALYZE HARRIS STIPULATION ISSUE.

11/24/09		
0.40	YORK, AARON G	FINALIZE HARRIS STIPULATION AND CERTIFICATE OF COUNSEL.
0.30	BOHNE, KELLY A	CORRESPOND WITH J. GRAVES REGARDING ATTORNEY CHARGING LIEN RESEARCH.
11/27/09		
0.20	ROSENTHAL, MICHAEL A	EMAIL REGARDING HARRIS STIPULATION.
11/30/09		
0.20	BOHNE, KELLY A	CORRESPOND WITH T. APPLER REGARDING OBJECTION TO THOMAS STAY MOTION.

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BUSINESS OPERATIONS
08299-00103

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
GREGORY T. DAVIDSON	15.80	\$ 840.00	\$ 13,272.00
ANNE C. POGUE	13.60	400.00	5,440.00
JEREMY L. GRAVES	14.30	400.00	<u>5,720.00</u>
Total Services			\$ 24,432.00

Total Services, Costs/Charges 24,432.00

BALANCE DUE \$ 24,432.00

BUSINESS OPERATIONS
08299-00103

Detail Services:

11/03/09 0.70	GRAVES, JEREMY L	EMAILS WITH E. BEEM (BMHC) REGARDING CASE RELATED ISSUES (.1); TELECONFERENCE WITH POTENTIAL PURCHASER OF PROPERTY (.2); SEND FOLLOW-UP EMAILS REGARDING SAME (.2); TELECONFERENCE WITH P. STREET (BMHC) AND J. ALDERMAN (BATT FISHER) REGARDING SAME (.2).
11/04/09 1.60	GRAVES, JEREMY L	CORRESPOND WITH THIRD PARTIES WITH INQUIRIES RELATED TO THE CASE (.8); TELECONFERENCE WITH P. STREET (BMHC) REGARDING CASE RELATED ISSUES (.1); CORRESPOND WITH B. GABLE (BMHC) REGARDING AUCTIONEERS (.7).
11/05/09 0.90	GRAVES, JEREMY L	EMAILS WITH B. GABLE REGARDING AUCTIONEERS (.3); WORK ON REPORT OF ITEMS SOLD AT AUCTION (.6).
11/06/09 0.30	GRAVES, JEREMY L	EMAILS WITH J. ALDERMAN (BATT FISHER) REGARDING PROPERTY SALES (.1); GENERAL CASE RELATED EMAILS (.2).
11/12/09 1.60	GRAVES, JEREMY L	EMAILS WITH STARMARK COUNSEL REGARDING WARRANTY ISSUES (.1); REVISE AND EDIT STATEMENT OF DE MINIMIS ASSET SALES (1.1); EMAILS WITH P. STREET AND B. GABLE REGARDING ASSET SALES (.2); EMAILS WITH COMPANY PERSONNEL REGARDING OTHER CASE RELATED ISSUES (.2).
11/13/09 0.50	GRAVES, JEREMY L	REVISE AND EDIT STATEMENT OF DE MINIMIS ASSET SALES AND SEND EMAILS REGARDING SAME.

11/16/09	0.70 GRAVES, JEREMY L	RESPOND TO VARIOUS CASE RELATED INQUIRIES FROM THIRD PARTIES (.1); WORK ON REPORT OF DE MINIMIS ASSET SALES FOR FILING (.6).
11/17/09	0.80 GRAVES, JEREMY L	TELECONFERENCE WITH M. ECKARD (REED SMITH) REGARDING THE CIT/MICROSOFT FINANCING AGREEMENT (.2); FOLLOW UP EMAILS REGARDING SAME (.4); TELECONFERENCE WITH R. PARK (A&M) REGARDING CONTRACT REJECTION DAMAGES (.1); REVIEW AND RESPOND TO OTHER CASE RELATED EMAILS (.1).
11/18/09	0.60 GRAVES, JEREMY L	TELECONFERENCE WITH H. FITCHETT (BMHC) REGARDING MICROSOFT/CIT CONTRACT (.2); TELECONFERENCE WITH B. GABLE REGARDING DE MINIMIS ASSET SALES (.2); CALL M. ECKARD (REED SMITH) REGARDING THE MICROSOFT/CIT CONTRACT (.2).
11/19/09	1.70 GRAVES, JEREMY L	CORRESPOND WITH R. PARK (A&M) REGARDING CONTRACT REJECTION DAMAGES AND REVIEW RELATED DOCUMENTS (.5); REVIEW AND RESPOND TO EMAILS FROM M. THOMAS (BMHC) (.5); BEGIN DRAFTING MOTION TO AUTHORIZE THE DEBTORS TO AMEND AND ASSUME THE MICROSOFT CONTRACT (.7).
11/20/09	1.30 GRAVES, JEREMY L	RESPOND TO GENERAL CASE RELATED INQUIRIES (.2); TELECONFERENCES WITH H. FITCHETT (BMHC) AND L. THOMAS (BMHC) REGARDING THE MICROSOFT/CIT CONTRACT (.4); CONTINUE DRAFTING MOTION TO AUTHORIZE THE DEBTORS TO AMEND AND ASSUME THE MICROSOFT CONTRACT (.7).
11/23/09	1.10 GRAVES, JEREMY L	RESPOND TO EMAILS FROM B. ARMITAGE (BMHC) REGARDING TAX CLAIMS (1); TELECONFERENCE WITH P. STREET (BMHC) REGARDING WARRANTY CLAIMS (.1).

11/24/09		
2.20	DAVIDSON, GREGORY T	TELEPHONE CONFERENCES AND CORRESPONDENCE WITH P. STREET REGARDING PROPOSED TRANSACTION WITH DAVIS BROTHERS (0.8); CONFERENCE WITH A. POGUE REGARDING SAME (0.4); REVIEW 2006 PURCHASE AGREEMENT WITH DAVIS BROTHERS (1.0).
0.50	POGUE, ANNE C	CONFERENCE WITH A. G. DAVIDSON REGARDING ASSET PURCHASE AGREEMENT (.4); BEGIN REVIEWING PRIOR AGREEMENT FOR THE ASSET PURCHASE SALE TO DAVIS BROTHERS FRAMING, INC. (.1).
0.10	GRAVES, JEREMY L	EMAILS WITH B. GABLE (BMHC) REGARDING BROKER AFFIDAVIT.
11/25/09		
1.50	DAVIDSON, GREGORY T	CORRESPONDENCE WITH P. STREET REGARDING PROPOSED TRANSACTION WITH DAVIS BROTHERS AND OPEN ISSUES (0.2); CONFERENCE WITH A. POGUE REGARDING ASSET PURCHASE AGREEMENT (0.3); REVIEW 2006 DAVIS BROTHERS ASSET PURCHASE AGREEMENT (1.0).
0.80	POGUE, ANNE C	BEGIN DRAFTING ASSET PURCHASE AGREEMENT.
2.30	GRAVES, JEREMY L	RESPOND TO EMAILS FROM B. ARMITAGE (BMHC) REGARDING TAX CLAIMS.
0.10	GRAVES, JEREMY L	TELECONFERENCE WITH P. STREET (BMHC) REGARDING CASE RELATED ISSUES.
11/27/09		
4.90	POGUE, ANNE C	DRAFT ASSET PURCHASE AGREEMENT FOR SALE OF ONTARIO FRAMING BUSINESS TO DAVIS BROTHERS.
11/28/09		
3.50	DAVIDSON, GREGORY T	CORRESPONDENCE WITH A. POGUE REGARDING DAVIS BROTHERS ASSET PURCHASE AGREEMENT (0.4); TELEPHONE CONFERENCES WITH A. POGUE REGARDING ASSET PURCHASE AGREEMENT (0.3); CORRESPONDENCE WITH P. STREET REGARDING SAME (0.2); REVIEW AND REVISE DRAFT OF ASSET PURCHASE AGREEMENT (2.6).

1.40	POGUE, ANNE C	COMPLETE DRAFT OF ASSET PURCHASE AGREEMENT FOR THE SALE OF THE ONTARIO FRAMING BUSINESS.
11/29/09		
0.30	DAVIDSON, GREGORY T	REVIEW DOCUMENTS REGARDING ASSET PURCHASE AGREEMENT (0.3).
11/30/09		
8.30	DAVIDSON, GREGORY T	PREPARE DAVIS BROTHERS ASSET PURCHASE AGREEMENT (4.5); CORRESPONDENCE, CONFERENCES AND TELEPHONE CONFERENCES WITH A. POGUE REGARDING SAME (1.0); REVIEW RELATED DOCUMENTS (0.7); CONFERENCE CALL WITH P. STREET, L. THOMAS AND A. POGUE REGARDING ASSET PURCHASE AGREEMENT (0.9); TELEPHONE CONFERENCE WITH A. YORK REGARDING BANKRUPTCY MATTERS (0.1); CORRESPONDENCE WITH J. WEISS REGARDING BANKRUPTCY MATTERS (0.2); CORRESPONDENCE AND CONFERENCES WITH A. POGUE REGARDING CONFIDENTIALITY AGREEMENT (0.2); CORRESPONDENCE WITH M. ARTH AND P. STREET REGARDING PURCHASE AGREEMENT (0.2); TELEPHONE CONFERENCE WITH P. STREET REGARDING OPEN ISSUES ON ASSET PURCHASE AGREEMENT (0.5).
5.70	POGUE, ANNE C	CONTINUE TO DRAFT AND REVISE ASSET PURCHASE AGREEMENT INCLUDING BY INCORPORATING EDITS FROM P. STREET AND ADDING PROVISIONS SPECIFIC TO SALES UNDER BANKRUPTCY (3.9) CONFERENCE CALL WITH P. STREET, L. THOMAS AND G. DAVIDSON REGARDING ASSET PURCHASE AGREEMENT (.9) CORRESPONDENCE, CONFERENCES AND TELEPHONE CALLS WITH G. DAVIDSON REGARDING SAME (.9)
0.30	POGUE, ANNE C	REVIEW PRIOR EXAMPLES OF BMHC CONFIDENTIALITY AGREEMENTS IN PREPARATION FOR DRAFTING AN AGREEMENT TO BE SIGNED IN CONNECTION WITH THE ASSET PURCHASE AGREEMENT.

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CASE ADMINISTRATION
08299-00104

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	1.80	\$ 995.00	\$ 1,791.00
MATTHEW K. KELSEY	0.90	710.00	639.00
AARON G. YORK	16.40	635.00	10,414.00
JUSTO A. CHAMAS	1.80	710.00	1,278.00
JEREMY L. GRAVES	5.40	400.00	2,160.00
SAEE MUZUMDAR	0.60	420.00	252.00
JENNIFER M. CONTRERAS	2.10	290.00	<u>609.00</u>
Total Services			\$ 17,143.00
Total Services, Costs/Charges			17,143.00
BALANCE DUE			<u>\$ 17,143.00</u>

CASE ADMINISTRATION
08299-00104

Detail Services:

11/02/09		
1.90	YORK, AARON G	UPDATE WORK IN PROGRESS.
0.60	CHAMAS, JUSTO A	REVISE TASKS AND RESPONSIBILITIES CHECKLIST.
1.10	GRAVES, JEREMY L	REVIEW FILINGS IN THE CASE (.1); REVIEW AND SEND CASE RELATED EMAILS (1.0).
11/03/09		
0.10	YORK, AARON G	REVIEW AND REVISE NOTICE OF FILING OF SOLICIATION MATERIAL.
0.80	CONTRERAS, JENNIFER M	REVIEW YCS&T CALENDAR (.2); CALL WITH S. MUZUMDAR RE FEES (.1); REVIEW DOCKET (.2); EMAILS TO C. CATHCART RE SAME (.1); FOLLOW-UP EMAILS RE SAME (.2).
11/04/09		
1.70	YORK, AARON G	RESPOND TO CREDITOR INQUIRIES (.7); UPDATE WORK IN PROGRESS (1.0).
11/05/09		
0.80	YORK, AARON G	UPDATE WORK IN PROGRESS.
1.20	CHAMAS, JUSTO A	UPDATE RESPONSIBILITIES CHECKLIST AND DISCUSS SAME WITH A. YORK.
11/06/09		
0.40	YORK, AARON G	RESPOND TO CREDITOR INQUIRIES.
11/09/09		
0.80	YORK, AARON G	UPDATE WORK IN PROGRESS.
0.20	GRAVES, JEREMY L	EMAILS WITH COMPANY PERSONNEL RELATING TO THE BANKRUPTCY.

11/10/09			
0.60	GRAVES, JEREMY L		EMAILS WITH COMPANY PERSONNEL RELATING TO THE BANKRUPTCY (.4); REVIEW DOCKET AND OTHER MATERIALS RELATED TO THE CASE (.2).
0.30	CONTRERAS, JENNIFER M		REVIEW AND FORWARD RELEVANT CORRESPONDENCE TO J. GRAVES.
11/11/09			
0.10	KELSEY, MATTHEW K		REVIEW RESPONSE TO OMNIBUS CLAIMS OBJECTION AND FORWARD TO TEAM.
1.40	YORK, AARON G		RESPOND TO CREDITOR INQUIRIES (.2); UPDATE WORK IN PROGRESS (1.2).
11/12/09			
1.80	FINLEY, STEVEN R		E-MAILS AND PHONE CALLS WITH B. DIETZ AND M. ROSENTHAL REGARDING AGREEMENTS WITH MANAGEMENT (0.7); PHONE CALL WITH P. STREET REGARDING AGREEMENTS (0.5); CONFERENCE CALL REGARDING LEADER POSITION ON APPLICATION OF TAX REFUND (0.6).
0.50	YORK, AARON G		RESPOND TO CREDITOR INQUIRIES.
0.50	GRAVES, JEREMY L		REVIEW NUMEROUS FILINGS IN THE CASE (.3); SEND EMAILS TO GDC AND YCST TO MAKE SURE THAT ALL OF THE CASE FILINGS ARE HANDLED (.2)
11/13/09			
0.40	GRAVES, JEREMY L		REVIEW NUMEROUS FILINGS IN THE CASE.
0.60	MUZUMDAR, SAEED		ASSIST ORDINARY COURSE PROFESSIONAL WITH OCP PROCEDURES AT REQUEST OF CLIENT (.6).
11/16/09			
0.30	KELSEY, MATTHEW K		CORRESPONDENCE WITH A. YORK REGARDING OMNI CLAIM OBJECTIONS AND CASE STATUS.
0.90	YORK, AARON G		RESPOND TO CREDITOR INQUIRIES (.6); CORRESPOND WITH J. GRAVES REGARDING NOVEMBER 19 HEARING (.3).

11/17/09			
1.10	YORK, AARON G		REVIEW AND REVISE AGENDA (.3); RESPOND TO CREDITOR INQUIRIES (.5); UPDATE WORK IN PROGRESS (.3).
1.00	CONTRERAS, JENNIFER M		PREPARE INTERNAL CRITICAL DATES CALENDAR (.7); EMAILS RE SAME (.3).
11/18/09			
0.30	YORK, AARON G		CALL WITH S. BEACH REGARDING HEARING STATUS (.2); RESPOND TO CREDITOR INQUIRIES (.1).
11/19/09			
0.50	KELSEY, MATTHEW K		REVIEW CORRESPONDENCE REGARDING PENDING MATTERS AND VOTING RESULTS.
0.80	YORK, AARON G		RESPOND TO CREDITOR INQUIRES.
1.80	GRAVES, JEREMY L		PREPARE FOR AND ATTEND OMNIBUS HEARING.
11/20/09			
0.10	GRAVES, JEREMY L		CORRESPOND WITH M. KELSEY REGARDING CASE DEADLINES.
11/23/09			
2.00	YORK, AARON G		RESPOND TO CREDITOR INQUIRIES (1.4); UPDATE WORK IN PROGRESS (.6).
11/24/09			
2.00	YORK, AARON G		RESPOND TO CREDITOR INQUIRIES (1.5); UPDATE WORK IN PROGRESS (.5).
0.70	GRAVES, JEREMY L		RESPOND TO CALLS FROM THIRD PARTIES REGARDING THE BANKRUPTCY CASE (.6); EMAILS WITH R. POPPITI (YCST) REGARDING FEE AUDITOR REQUESTS (.1).
11/25/09			
0.50	YORK, AARON G		RESPOND TO CREDITOR INQUIRIES.
11/27/09			
0.20	YORK, AARON G		RESPOND TO CREDITOR INQUIRES.

11/30/09

1.00 YORK, AARON G

UPDATE WORK IN PROGRESS.

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CLAIMS ADMINISTRATION AND OBJECTIONS
08299-00105

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
WILLIAM D. CLASTER	1.50	\$ 865.00	\$ 1,297.50
MICHAEL A. ROSENTHAL	2.50	985.00	2,462.50
MATTHEW K. KELSEY	0.30	710.00	213.00
AARON G. YORK	12.00	635.00	7,620.00
LAWRENCE J. VANDYKE	8.40	495.00	4,158.00
CHARLES P. FLOYD	22.50	470.00	10,575.00
JEREMY L. GRAVES	44.80	400.00	<u>17,920.00</u>

Total Services \$ 44,246.00

Total Services, Costs/Charges 44,246.00

BALANCE DUE \$ 44,246.00

CLAIMS ADMINISTRATION AND OBJECTIONS
08299-00105

Detail Services:

11/02/09
0.30 KELSEY, MATTHEW K CORRESPONDENCE WITH S. MUZUMDAR AND A. YORK AND J. GRAVES REGARDING SERP CLAIM ISSUES.

0.20 GRAVES, JEREMY L REVIEW SERP ISSUE IN CONNECTION WITH CLAIMS OBJECTIONS AND SEND RELATED EMAIL.

11/03/09
0.20 YORK, AARON G CALL WITH R. POPPITTI REGARDING SERP CLAIMS.

3.20 VANDYKE, LAWRENCE J REVIEW AND ANALYZE WEIS LIFT-STAY RESPONSE AND WEIS BAR DATE EXTENSION MOTION (3.0); CORRESPOND VIA E-MAILS WITH A. YORK AND J. GRAVES (0.2).

0.40 GRAVES, JEREMY L EMAILS WITH L. VANDYKE (GDC) REGARDING WEIS MOTIONS.

11/04/09
3.20 YORK, AARON G CALL WITH S. BEACH, R. POPPITTI REGARDING INSURANCE ISSUES (.7); ANALYZE INSURANCE ISSUES (1.5); ANALYZE DEFERRED COMPENSATION ISSUE (1.0).

1.80 VANDYKE, LAWRENCE J READ AND ANALYZE WEIS MOTION TO EXTEND BAR DATE (0.8); DISCUSS RESEARCH TASKS WITH C. FLOYD (0.2); OUTLINE LEGAL ARGUMENTS FOR OPPOSITION TO WEIS MOTION TO EXTEND BAR DATE WITH J. GRAVES (0.8).

2.30 FLOYD, CHARLES P RESEARCH CONCERNING BAR DATE EXTENSION MOTION.

1.00 GRAVES, JEREMY L CONFERENCE WITH L. VANDYKE (GDC) REGARDING WEIS MOTIONS (.8); BEGIN PREPARING OBJECTION TO WEIS MOTION TO EXPAND THE BAR DATE (.2).

11/05/09		
0.70	ROSENTHAL, MICHAEL A	EMAILS REGARDING ROBERT GARCIA ISSUE AND LETTER (.3); EMAILS FROM P. STREET REGARDING GARCIA ISSUE (.4).
0.80	YORK, AARON G	ANALYZE SURETY DEMAND (.5); CALL WITH S. BEACH, R. POPPITI REGARDING INSURANCE (.3).
0.50	VANDYKE, LAWRENCE J	CONFER WITH J. GRAVES REGARDING ADDITIONAL ARGUMENTS FOR OPPOSITION TO WEIS BAR DATE MOTION (0.5).
6.80	FLOYD, CHARLES P	RESEARCH AND CONFERENCE (PARTIAL) WITH J. GRAVES AND L. VAN DYKE REGARDING BAR DATE MOTION.
2.10	GRAVES, JEREMY L	DRAFT OBJECTION TO THE WEIS MOTION TO EXPAND THE BAR DATE (1.6); TELECONFERENCE WITH L. VANDYKE (GDC) REGARDING RELATED RESEARCH (.5).
11/06/09		
0.30	VANDYKE, LAWRENCE J	DISCUSS OPPOSITION TO WEIS BAR DATE MOTION WITH J. GRAVES (0.3).
5.30	FLOYD, CHARLES P	RESEARCH AND DRAFT SUMMARIES REGARDING BAR DATE EXTENSION MOTION.
6.20	GRAVES, JEREMY L	DRAFT OBJECTION TO THE WEIS MOTION TO EXPAND THE BAR DATE (5.9); CONFERENCE WITH L. VANDYKE (.3).
11/09/09		
0.30	VANDYKE, LAWRENCE J	DISCUSS WEIS OPPOSITION ARGUMENTS WITH J. GRAVES.
4.30	GRAVES, JEREMY L	DRAFT OBJECTION TO THE WEIS MOTION TO EXPAND THE BAR DATE (4.0); CONFERENCE WITH L. VANDYKE (.3).
11/10/09		
0.30	YORK, AARON G	CALL WITH S. BEACH, J. GRAVES REGARDING INSURANCE.

0.40	VANDYKE, LAWRENCE J	REVIEW DRAFT WEIS OPPOSITION.
4.50	FLOYD, CHARLES P	RESEARCH CONCERNING BAR DATE MOTION.
11.70	GRAVES, JEREMY L	DRAFT OBJECTION TO THE WEIS MOTION TO EXPAND THE BAR DATE.
11/11/09		
1.10	YORK, AARON G	REVIEW AND REVISE OPPOSITION TO WEIS MOTION TO EXTEND BAR DATE.
1.90	VANDYKE, LAWRENCE J	READ, EDIT, AND REVISE OPPOSITION TO WEIS BAR DATE EXTENSION MOTION AND E-MAIL SUGGESTED EDITS TO SAME WITH J. GRAVES.
3.60	FLOYD, CHARLES P	FINALIZE RESEARCH CONCERNING BAR DATE MOTION(2.8); REVIEW AND REVISE DRAFT OF OPPOSITION TO MOTION TO EXPAND BAR DATE (0.8).
13.70	GRAVES, JEREMY L	DRAFT AND REVISE OBJECTION TO THE WEIS MOTION TO EXPAND THE BAR DATE.
11/12/09		
1.90	GRAVES, JEREMY L	REVISE AND EDIT OBJECTION TO THE WEIS MOTION TO EXPAND THE BAR DATE AND FINALIZE FOR FILING (1.6); EMAILS WITH L. VANDYKE (GDC) REGARDING SAME (.1); CORRESPOND WITH A. YORK (GDC) REGARDING SAME (.1); TELECONFERENCE WITH M. UHRIG (GCG) REGARDING DECLARATIONS (.1).
11/16/09		
0.80	ROSENTHAL, MICHAEL A	REVIEW EMAILS REGARDING CLAIMS ISSUES (.3); REVIEW RESPONSES TO CLAIMS OBJECTIONS (.5).
0.90	GRAVES, JEREMY L	TELECONFERENCE WITH L. BAUMANN (BMHC), AND S. BEACH (YCST) REGARDING LATE FILED CLAIMS (.6); CORRESPOND WITH A. YORK (GDC) REGARDING THE ARGUMENT IN THE WEIS MOTION TO EXPAND THE BAR DATE (.3).

11/17/09	1.60	GRAVES, JEREMY L	PREPARE FOR ORAL ARGUMENT IN THE WEIS MOTION TO EXPAND THE BAR DATE.
11/20/09	1.30	CLASTER, WILLIAM D	TELEPHONE CONFERENCES, EMAILS AND RESEARCH RE ILLINOIS CLAIM FOR UNPAID PENSION CONTRIBUTIONS, ETC.
	0.30	ROSENTHAL, MICHAEL A	TELEPHONE CONFERENCE (PARTIAL) WITH A. YORK AND P. STREET REGARDING CARPENTER'S CLAIM.
	3.80	YORK, AARON G	PREPARE FOR CALL ON CORPORATE FUND CLAIM (.7); CALL WITH P. STREET, M. ROSENTHAL, J. GRAVES, R. WENDERS REGARDING SAME (.8); CALL WITH B. CLASTER REGARDING CARPENTERS CLAIM (.4); ADDITIONAL CALL WITH R. WENDERS, K. KOTCHE, B. CLASTER REGARDING SAME (.5); CALL WITH B. CLASTER, H. BERNSTEIN REGARDING SAME (.4); ANALYZE CARPENTER FUND CLAIM RESPONSE (1.0).
	0.80	GRAVES, JEREMY L	TELECONFERENCE REGARDING CLAIM FILED BY THE CHICAGO CARPENTERS UNION WITH P. STREET (BMHC), KEITH KUTCHE (BMHC), R. WANDERS (BMHC), S. BEACH (YCST) AND A. YORK (GDC).
11/21/09	0.30	YORK, AARON G	REVIEW DELL MARKETING BAR DATE EXTENSION MOTION.
11/23/09	0.40	ROSENTHAL, MICHAEL A	EMAILS REGARDING OBJECTIONS TO CLAIMS.
	1.30	YORK, AARON G	CALL WITH P. STREET, L. BAUMANN, S. BEACH, REGARDING WEIS DISCOVERY REQUESTS, HARRIS STIPULATION, WARRANTY CLAIMS (.8); ANALYZE SURETY CLAIM ISSUE (.5).
11/24/09	0.20	CLASTER, WILLIAM D	REVIEW CORRESPONDENCE RE CLAIM.
	0.30	ROSENTHAL, MICHAEL A	EMAILS REGARDING SETTLEMENT OF VARIOUS CLAIMS OBJECTIONS.

0.80 YORK, AARON G

CALL AND EMAIL WITH C. CHAPMAN REGARDING
CARPENTER FUND CLAIM (.6); REVIEW LIUNA
SETTLEMENT MOTION (.2).

11/25/09

0.20 YORK, AARON G

CALL WITH C. CHAPMAN REGARDING CARPENTERS
FUND CLAIM.

Paul Street, Esq.
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Boise, ID 83712-7714

CORPORATE GOVERNANCE SECURITIES LAW COMP
08299-00106

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	1.50	\$ 995.00	\$ 1,492.50
STEPHEN W. FACKLER	17.40	810.00	14,094.00
GREGORY T. DAVIDSON	0.30	840.00	<u>252.00</u>
Total Services			\$ 15,838.50
Total Services, Costs/Charges			15,838.50
BALANCE DUE			<u>\$ 15,838.50</u>

Detail Services:

11/03/09	0.50	FINLEY, STEVEN R	E-MAILS, PHONE CALLS WITH P. STREET, M. ROSENTHAL AND C. MARTIN REGARDING CONSULTING ARRANGEMENTS FOR KEY OFFICERS.
11/05/09	1.00	FINLEY, STEVEN R	PREPARE FOR AND PARTICIPATE IN BOARD OF DIRECTORS CONFERENCE CALL WITH ADVISORS.
11/09/09	2.30	FACKLER, STEPHEN W	REVIEW GRANT THORNTON MATERIALS (.8); PREPARE ISSUES LIST (1.0); INTEROFFICE CONFERENCE WITH M. ROSENTHAL REGARDING POST-BANKRUPTCY EXECUTIVE COMPENSATION PROPOSAL (.5).
	1.30	FACKLER, STEPHEN W	REVIEW DEFERRED COMPENSATION ISSUE (.3); REVIEW LETTER; DRAFT EMAIL, INCLUDING REVISED LETTER OUTLINE (.8); INTEROFFICE CORRESPOND WITH M. ROSENTHAL REGARDING SAME ISSUE (.2).
11/10/09	6.00	FACKLER, STEPHEN W	REVIEW BACKGROUND MATERIALS AND RESEARCH COMPARABLES FOR COMPETITIVE EXECUTIVE COMPENSATION FOR COMPANY EMERGING FROM BANKRUPTCY (3.5); PREPARE WORKING OUTLINE AND ISSUES LIST (2.5).
11/11/09	6.30	FACKLER, STEPHEN W	PREPARE AND DRAFT EXECUTIVE COMPENSATION OUTLINE.
11/12/09	1.00	FACKLER, STEPHEN W	FOLLOW UP ON EXECUTIVE DIRECTOR COMPENSATION TERM SHEET (.5); DRAFT EMAIL TO M. ROSENTHAL (.3); REVIEW ADDITIONAL DEVELOPMENTS(.2).

0.50 FACKLER, STEPHEN W

REVIEW EXECUTIVE EMPLOYMENT AGREEMENTS (.3); DRAFT E-MAIL TO P. STREET (.1); INTEROFFICE CONFERENCE WITH K. KREISS (.1).

11/13/09

0.30 DAVIDSON, GREGORY T

REVIEW PRESS RELEASE AND PREPARE COMMENTS REGARDING SAME (.2); TELEPHONE CONFERENCE AND CORRESPONDENCE WITH P. STREET REGARDING SAME; ETC. (.1).

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DIP FINANCING/CASH COLLATERAL/CASH MANAG
08299-00108

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
CROMWELL R. MONTGOMERY	23.40	\$ 635.00	\$ 14,859.00
MATTHEW K. KELSEY	1.20	710.00	852.00
NICHOLAS D. GREENWOOD	73.20	495.00	36,234.00
LESLEY V. WASSER	2.70	495.00	1,336.50
LOUIE S. HOPKINS	5.70	295.00	<u>1,681.50</u>

Total Services \$ 54,963.00

Total Services, Costs/Charges 54,963.00

BALANCE DUE \$ 54,963.00

Detail Services:

11/04/09			
4.60	MONTGOMERY, CROMWELL R		REVIEW REVISED DRAFT CREDIT AGREEMENT (1.5); CONFER WITH N. GREENWOOD RELATIVE TO FOREGOING (0.5) TELEPHONE CALL WITH D. DEDYO RELATIVE TO REVISED CREDIT AGREEMENT (0.8); CONFERENCE CALL WITH P. STREET, M. ROSENTHAL, K. FISHER ET AL. RELATIVE TO TAX RELATED MATTERS (1.0); TELEPHONE CALL WITH M. ROSENTHAL RELATIVE TO FOREGOING (0.3); REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO FOREGOING (0.5).
5.70	GREENWOOD, NICHOLAS D		REVIEW REVISED DRAFT EXIT CREDIT AGREEMENT (3.3); PREPARE LIST OF ISSUES AND EMAIL GROUP WITH RESPECT TO SAME (1.9); DISCUSS SAME WITH C. MONTGOMERY AND LENDER COUNSEL (0.5).
11/05/09			
4.50	GREENWOOD, NICHOLAS D		PARTICIPATE ON CONFERENCE CALL TO DISCUSS TAX AND CREDIT AGREEMENT ISSUES (1.0); DISCUSS ADDITIONAL ISSUES WITH RESPECT TO REVISED EXIT CREDIT AGREEMENT WITH COMPANY AND ITS ADVISERS (1.3); PREPARE AND SUBMIT ADDITIONAL COMMENTS ON REVISED CREDIT AGREEMENT TO LENDER'S COUNSEL (2.2).
11/06/09			
1.90	MONTGOMERY, CROMWELL R		REVIEW TAX RELATED CORRESPONDENCE (0.3); REVIEW REVISED EXIT REVOLVER (0.8); REVIEW REVISED SECURITY AGREEMENT (0.5); CONFER WITH N. GREENWOOD RELATIVE TO FOREGOING (0.3).
5.60	GREENWOOD, NICHOLAS D		REVIEW AND PROVIDE COMMENTS ON REVISED SECURITY AGREEMENT IN CONNECTION WITH EXIT CREDIT FACILITY (2.1); REVIEW REVISED EXHIBITS WITH RESPECT TO EXIT CREDIT FACILITY (1.6); DISCUSS ADDITIONAL COMMENTS TO REVISED EXIT CREDIT AGREEMENT WITH COMPANY AND ITS ADVISORS (1.1); PROVIDE ADDITIONAL COMMENTS TO EXIT CREDIT FACILITY TO LENDER'S COUNSEL (.3); CONFERENCE WITH C. MONTGOMERY (.3).

11/09/09			
1.60	MONTGOMERY, CROMWELL R		TELEPHONE CALL WITH P. STREET, E. BEEM ET AL. RELATIVE TO COMMENTS TO CREDIT AGREEMENT (0.3); REVIEW CREDIT AGREEMENT IN LIGHT OF FOREGOING AND DISTRIBUTE COMMENTS TO SAME (0.2); REVIEW AND COMMENT UPON CLOSING CHECKLIST/PLAN SUMMARY (0.3); REVIEW EVERGREEN L/C SIDE LETTER CORRESPONDENCE (0.2); TELEPHONE CALL WITH D. DEDYO RELATIVE TO INCREMENTAL COMMENTS TO DIP REVOLVER (0.2); TELEPHONE CALL WITH P. STREET RELATIVE TO SAME (0.2); REVIEW COMMITMENT LETTER IN LIGHT OF INQUIRIES THERETO (0.2).
5.90	GREENWOOD, NICHOLAS D		PROVIDE COMMENTS TO CLOSING CHECKLIST (1.1); DISCUSS OPEN ISSUES ON CREDIT AGREEMENTS WITH COMPANY (0.9); PREPARE AND PROVIDE COMMENTS OPEN ISSUES ON CREDIT AGREEMENT TO LENDER'S COUNSEL (2.7); PROVIDE COMMENTS TO CREDIT AGREEMENT TO LENDER COUNSEL (1.2).
0.70	WASSER, LESLEY V		REVIEW CLOSING CHECKLIST (.4); EMAIL EXCHANGE WITH N. GREENWOOD AND C. MONTGOMERY RE SAME (.1); REVIEW DRAFT CREDIT AGREEMENT (.2).
11/11/09			
1.10	MONTGOMERY, CROMWELL R		TELEPHONE CALLS WITH L. THOMAS, P. STREET RELATIVE TO SCHEDULES AND OTHER EXIT FINANCING PREPARATION (0.6); REVIEW CORRESPONDENCE RELATIVE TO REAL PROPERTY COLLATERAL (0.2); TELEPHONE CALL WITH B. SMARTT RELATIVE TO DIP CREDIT FACILITY (0.2); DRAFT AND DISTRIBUTE CORRESPONDENCE RELATIVE TO SAME (0.1).
11/12/09			
2.80	MONTGOMERY, CROMWELL R		TELEPHONE CALL WITH A. YORK, K. FISHER, ET AL. RELATIVE TO EXIT MATTERS (0.5); REVIEW REVISED INTERCREDITOR AGREEMENT (0.5); REVIEW SECOND LIEN CREDIT AGREEMENT (0.5); CONFER WITH N. GREENWOOD RELATIVE TO FOREGOING (0.8).

10.80	GREENWOOD, NICHOLAS D	REVIEW REVISED DRAFT 1ST LIEN CREDIT AGREEMENT AND PREPARE LIST OF MAJOR OPEN ISSUES AND FORWARD SAME TO COMPANY (3.8); PARTICIPATE ON CONFERENCE CALL TO DISCUSS OPEN ISSUES WITH RESPECT TO FINANCING DOCUMENTS AND PLAN (1.1); REVIEW 2ND LIEN CREDIT AGREEMENT AND PREPARE LIST OF MAJOR OPEN ISSUES AND FORWARD SAME TO COMPANY (3.8); PREPARE AND PROVIDE COMMENTS TO LENDERS' COUNSEL ON REVISED 1ST LIEN AND 2ND LIEN CREDIT AGREEMENT DRAFTS (1.3); CONFERENCE WITH C. MONTGOMERY RE SAME (.8).
11/13/09		
2.00	MONTGOMERY, CROMWELL R	REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO TRANSACTION DOCUMENTATION (0.5); TELEPHONE CALL WITH B. DIETZ RELATIVE TO PROPOSED CHANGES TO CREDIT AGREEMENTS (0.4); CONFER WITH NICK GREENWOOD RELATIVE TO TRANSACTION DOCUMENTATION; (0.5); REVIEW PLAN SUPPLEMENT MATERIALS (0.3); REVIEW DRAFT REAL PROPERTY MORTGAGE (0.3).
3.20	GREENWOOD, NICHOLAS D	REVIEW FURTHER REVISED DRAFT 1ST LIEN CREDIT AGREEMENT AND 2ND LIEN CREDIT AGREEMENT AND PREPARE LIST OF MAJOR OPEN ISSUES AND FORWARD SAME TO COMPANY. (2.7); CONFERENCE WITH C. MONTGOMERY (.5).
11/14/09		
4.80	GREENWOOD, NICHOLAS D	PARTICIPATE ON CONFERENCE CALL TO DISCUSS REVISED FINANCING AGREEMENTS (1.3); PREPARE AND FORWARD COMMENTS TO REVISED AGREEMENTS TO LENDERS' COUNSEL (1.1); DISCUSS OPEN ISSUES WITH LENDER'S COUNSEL (0.9); SUMMARIZE DISCUSSIONS AND FORWARD SUMMARY OF DISCUSSIONS WITH LENDER'S COUNSEL TO COMPANY AND FINANCIAL ADVISERS (0.4); REVIEW AND REVISE LLC AGREEMENTS (1.1).

11/17/09			
3.80	GREENWOOD, NICHOLAS D	PARTICIPATE ON CONFERENCE CALL WITH KPMG (1.2) TO DISCUSS AUDITOR ISSUES AND GOING CONCERN AUDITOR OPINION ISSUES; PARTICIPATE ON CONFERENCE CALL WITH DELOITTE AND TOUCHE TO DISCUSS AUDITOR ISSUES AND GOING CONCERN AUDITOR OPINION ISSUES (1.1); REVIEW DRAFT EXIT CREDIT AGREEMENTS AND NOTE COMMENTS WITH RESPECT TO ISSUES DISCUSSED ON CALLS (1.5).	
11/18/09			
1.30	GREENWOOD, NICHOLAS D	DISCUSS CONSIGNMENT ISSUES WITH THE COMPANY AND REVIEW CREDIT AGREEMENT REGARDING SAME (0.9) AND DISCUSS EXIT CREDIT FACILITIES STATUS WITH LENDERS' COUNSEL (0.4).	
0.10	WASSER, LESLEY V	EMAIL EXCHANGE WITH M. VANDERZANDEN RE SIGNATURE PAGES; CORRESPOND WITH N. GREENWOOD RE SAME.	
11/19/09			
0.90	MONTGOMERY, CROMWELL R	REVIEW CORRESPONDENCE RELATIVE TO AUDIT OPINIONS (0.2); REVIEW DRAFT EXIT FACILITY IN LIGHT OF INQUIRIES THERETO (0.2); CORRESPOND WITH N. GREENWOOD RELATIVE TO FOREGOING (0.1); REVIEW REAL ESTATE RELATED MATTERS/CORRESPONDENCE (0.4).	
3.30	GREENWOOD, NICHOLAS D	FOLLOW-UP WITH KPMG WITH REGARD TO GOING CONCERN AUDIT ISSUES (0.7); DISCUSS POST-EMERGENCE BOARD INTERNALLY AND WITH COMPANY (1.4); DISCUSS COORDINATION OF EXECUTION OF LOAN DOCUMENTS AND CLOSING ITEMS WITH LENDERS' COUNSEL (0.6); UPDATE INTERNAL TEAM AS TO STATUS OF EXIT FACILITIES (0.6).	
1.70	WASSER, LESLEY V	REVIEW REVISED CA FORM OF SENIOR DEED OF TRUST AND CA FORM OF SECOND DEED OF TRUST (1.5); CALL WITH M. VANDERZANDEN RE SAME (.2).	
11/20/09			
0.50	MONTGOMERY, CROMWELL R	REVIEW CORRESPONDENCE RELATIVE TO EXIT REVOLVER MATTERS (.3; EMAILS WITH N. GREENWOOD RELATIVE TO FOREGOING (.2).	

1.20	KELSEY, MATTHEW K	COORDINATE INTERNALLY REGARDING EXIT FINANCING.
11/23/09		
0.50	MONTGOMERY, CROMWELL R	REVIEW AND COMMENT UPON EVERGREEN L/C AGREEMENT (0.3); DISTRIBUTE CORRESPONDENCE RELATIVE TO FOREGOING (0.2).
3.00	GREENWOOD, NICHOLAS D	DRAFT RESOLUTIONS FOR BOARD APPROVING EXIT FINANCING (1.1); BEGIN REVIEW OF DRAFT SCHEDULES TO EXIT CREDIT AND SECURITY AGREEMENTS (1.9).
0.10	WASSER, LESLEY V	CALL WITH M. VANDERZANDEN RE STATUS OF DEEDS OF TRUST.
11/24/09		
5.00	GREENWOOD, NICHOLAS D	BEGIN ORDERING DOCUMENTS NEEDED AS CONDITIONS PRECEDENT FOR EXIT FINANCING (0.4); BEGIN DRAFTING ANCILLARY CERTIFICATES NEEDED AS CONDITIONS PRECEDENT FOR EXIT FINANCING (2.5); PROVIDE ADDITIONAL COMMENTS TO DRAFT EXIT FINANCING AGREEMENTS AND DISCUSS SAME WITH LENDER'S COUNSEL (2.1).
0.20	HOPKINS, LOUIE S	REVIEW DOCUMENT REQUEST FROM N. GREENWOOD (.1); COORDINATE ORDER FOR CALIFORNIA GOOD STANDING CERTIFICATE FOR HNR FRAMING SYSTEMS, INC.; PREPARE WORKING FILE FOR FOLLOW-UP (.1).
11/25/09		
0.30	MONTGOMERY, CROMWELL R	REVIEW CORRESPONDENCE RELATIVE TO DRAFT CREDIT AGREEMENT.
1.80	GREENWOOD, NICHOLAS D	PROVIDE ADDITIONAL COMMENTS TO DRAFT EXIT FINANCING AGREEMENTS AND DISCUSS SAME WITH LENDER'S COUNSEL.
11/27/09		
2.50	MONTGOMERY, CROMWELL R	REVIEW LENDEREXPENSE LETTER/TERM SHEET AND DISTRIBUTE COMMENTS TO SAME (2.0); REVIEW RELATED CORRESPONDENCE (.5).

11/28/09			
2.90	GREENWOOD, NICHOLAS D		PARTICIPATE ON CONFERENCE CALL TO DISCUSS PROPOSED ALTERNATE EXIT FINANCING OPTION WITH LENDER AND DOCUMENTATION THEREOF (1.9); REVISE TERM SHEET IN RESPECT OF THE FOREGOING (1.0).
11/29/09			
2.10	GREENWOOD, NICHOLAS D		BEGIN DRAFTING GDC OPINION IN RESPECT OF 1ST LIEN EXIT FINANCING AGREEMENT.
11/30/09			
4.70	MONTGOMERY, CROMWELL R		REVIEW AND RESPOND TO CORRESPONDENCE RELATING TO EXIT FINANCING (0.5); REVIEW PROPOSED CHANGES TO EXIT FINANCING DOCUMENTS (1.5); TELEPHONE CALL WITH B. DIETZ RELATIVE TO LENDER FINANCING (0.3); CONFERENCE CALL WITH N. GREENWOOD RELATIVE TO COMMENTS TO FOREGOING (0.7); TELEPHONE CALL WITH P. STREET RELATIVE TO REVISED DRAFT DOCUMENTS (0.2); CONFERENCE CALLS WITH P. STREET, B. DIETZ, M. ROSENTHAL, ET AL. RELATIVE TO LENDER FINANCINGS (1.5).
9.50	GREENWOOD, NICHOLAS D		COMPLETE INITIAL DRAFT OF GDC OPINION IN RESPECT OF 1ST LIEN EXIT FINANCING AGREEMENT AND FORWARD SAME TO C. MONTGOMERY (1.9); ASSEMBLE SIGNATURE PAGES TO NUMEROUS FINANCING AGREEMENTS AND CERTIFICATES IN RESPECT OF EXIT FINANCING AND ASSEMBLE APPROPRIATE ORIGINALS OF EACH, TOGETHER WITH NUMEROUS BLANK STOCK CERTIFICATES AND FORWARD TO COMPANY FOR EXECUTION (1.9); CONTINUE REVIEW OF SCHEDULES TO EXIT CREDIT AND SECURITY AGREEMENTS (1.8); CONTINUE DRAFTING ANCILLARY CERTIFICATES NEEDED AS CONDITIONS PRECEDENT FOR EXIT FINANCING (2.1); REVIEW AND PROVIDE SUMMARY COMMENTS TO REVISED EXIT CREDIT FACILITY DOCUMENTS (1.1); CONFERENCE WITH C. MONTGOMERY (.7).
0.10	WASSER, LESLEY V		EMAIL EXCHANGE WITH N. GREENWOOD AND S. REIMERS RE SIGNATURE PAGES TO DEEDS OF TRUST.

5.50 HOPKINS, LOUIE S

CORRESPOND WITH N. GREENWOOD RE NEW STOCK CERTIFICATES FOR BUILDING MATERIALS HOLDING CORP. (.2); PREPARE 150 STOCK CERTIFICATES FOR SIGNATURES AND FORWARD TO N. GREENWOOD (.5); REVIEW REQUEST FOR DELAWARE CHARTERS AND GOOD STANDING CERTIFICATES AND MUTLI-STATE GOOD STANDING CERTIFICATES FOR FOREIGN QUALIFIED ENTITIES (2,5); REVIEW AND ORGANIZE GOOD STANDING CERTIFICATES AND CHARTER DOCUMENTS RECEIVED (1.0); PREPARE WORKING FILE FOR FOLLOW-UP (.8); UPDATE DOCUMENT STATUS CHART (.5).

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EMPLOYEES
08299-00109

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
CHRISTOPHER J. MARTIN	3.10	\$ 880.00	\$ 2,728.00
MICHAEL A. ROSENTHAL	1.70	985.00	1,674.50
STEPHEN W. FACKLER	4.20	810.00	3,402.00
AARON G. YORK	0.50	635.00	317.50
MATTHEW OSHINSKY	0.40	635.00	254.00
JONATHAN D. ROSENBLATT	7.40	495.00	3,663.00
KYLE B. KREISS	21.50	400.00	8,600.00
JEREMY L. GRAVES	3.60	400.00	<u>1,440.00</u>

Total Services \$ 22,079.00

Total Services, Costs/Charges 22,079.00

BALANCE DUE \$ 22,079.00

EMPLOYEES
08299-00109

Detail Services:

11/03/09	0.20	GRAVES, JEREMY L	TELECONFERENCE WITH E. FRANKLIN (BMHC) REGARDING EMPLOYEE WAGE RELATED ISSUES.
11/04/09	0.20	FACKLER, STEPHEN W	REVIEW DEFERRED COMPENSATION ACCOUNT CLAIM.
	0.10	ROSENBLATT, JONATHAN D	EMAIL K. KREISS REGARDING TRANSITION AND RELEASE AGREEMENTS.
11/05/09	0.30	MARTIN, CHRISTOPHER J	COMMUNICATION FROM J. ROSENBLATT CONCERNING STREET AND SMART AND OTHER TRANSITION AGREEMENTS (.1); CONFERENCE CALL WITH J. ROSENBLATT AND KRIESS (.1); REVIEW EMAIL COMMUNICATION FROM PAUL STREET (.1).
	0.50	FACKLER, STEPHEN W	TELEPHONE CONFERENCE WITH P. STREET REGARDING DEFERRED COMPENSATION CLAIM ISSUE (.3); FOLLOW-UP (.2).
	0.60	ROSENBLATT, JONATHAN D	CONFER WITH K. KREISS REGARDING TRANSITION AGREEMENTS (.5); CORRESPOND WITH K. KREISS AND C. MARTIN REGARDING SAME (.1).
	7.70	KREISS, KYLE B	PREPARE DRAFT OF TERMINATION AND SEPARATION AGREEMENT AND MUTUAL RELEASE OF CLAIMS FOR B. SMARTT (7.2); CONFERENCE WITH J. ROSENBLATT REGARDING SAME (.5).
11/06/09	0.50	MARTIN, CHRISTOPHER J	COMMUNICATIONS REGARDING SMARTT AND STREET AMENDED AND RESTATED AGREEMENTS (.2); REVIEW TRANSITION ISSUES (.2); CORRESPOND WITH J. ROSENBLATT (.1).

0.50	ROSENTHAL, MICHAEL A	CONFERENCE CALL WITH STEVE FACKLER AND PAUL STREET REGARDING ROBERT GARCIA LETTER AND CLAIMS.
2.50	FACKLER, STEPHEN W	REVIEW DEFERRED COMPENSATION ISSUE (.5); REVIEW 409A GUIDANCE (.5); CORRESPOND WITH M. COLLINS REGARDING 409A TRANSITIONAL GUIDANCE (.5); CONFERENCE CALL WITH CLIENT AND M. ROSENTHAL (.3); FOLLOW-UP (.5).
0.50	FACKLER, STEPHEN W	REVIEW LTIP CONSIDERATIONS (.3); CONFERENCE CALL WITH CLIENT (.2).
0.50	YORK, AARON G	PARTICIPATE IN CALL WITH P. STREET, M. ROSENTHAL, S. FACKLER REGARDING DEFERRED COMPENSATION AND LONG TERM INCENTIVE PLAN.
0.40	OSHINSKY, MATTHEW	CORRESPOND WITH J. ROSENBLATT REGARDING PAUL STREET ACCELERATION TERMS ON CHANGE OF CONTROL.
4.70	ROSENBLATT, JONATHAN D	CONFER WITH C. MARTIN REGARDING P. STREET AND S. WILSON EMPLOYMENT AGREEMENTS (.2); CORRESPOND WITH M. ROSENTHAL AND P. STREET REGARDING SAME (.2); DRAFT SAME (3.0); REVIEW AND REVISE SAME (1.0); EMAIL SAME TO C. MARTIN (.1); CORRESPOND WITH K. KREISS REGARDING FORM OF TRANSITION AND SEPARATION AGREEMENT (.2).
2.70	KREISS, KYLE B	REVISE DRAFT OF TRANSITION AND SEPARATION AGREEMENT AND MUTUAL RELEASE FOR CLAIMS FOR B. SMARTT (2.5); CORRESPONDENCE WITH C. MARTIN AND J. ROSENBLATT REGARDING SAME (.2).
11/07/09		
1.70	ROSENBLATT, JONATHAN D	REVIEW AND REVISE TRANSITION AND SEPARATION AGREEMENT PREPARED BY K. KREISS (1.5); EMAIL SAME TO K. KREISS (.2).
0.80	KREISS, KYLE B	REVISE DRAFT OF THE TRANSITION AND SEPARATION AGREEMENT AND MUTUAL RELEASE OF CLAIMS (.6); CORRESPONDENCE WITH C. MARTIN AND J. ROSENBLATT REGARDING SAME (.2).

11/08/09			
0.80	MARTIN, CHRISTOPHER J	REVIEW DRAFT TRANSITION AGREEMENT (.5); ANALYZE MAHRE TEMPLATE (.1); REVIEW POINTS RAISED BY K. KREISS (.1); FOLLOW UP COMMENTS/PROPOSED EDITS (.1).	
11/09/09			
0.70	MARTIN, CHRISTOPHER J	REVIEW BMHC DRAFT DOCUMENTS (.5); FOLLOW UP COMMUNICATION WITH J. ROSENBLATT WITH PROPOSED EDITS, ISSUES AND CONCERNS (.2).	
0.30	ROSENBLATT, JONATHAN D	EMAIL K. KREISS REGARDING TRANSITION AGREEMENTS (.2); EMAIL EMPLOYMENT AGREEMENTS TO M. ROSENTHAL (.1).	
0.50	KREISS, KYLE B	CORRESPONDENCE WITH M. ROSENTHAL AND J. ROSENBLATT REGARDING DRAFT OF TRANSITION AND SEPARATION AGREEMENT AND MUTUAL RELEASE OF CLAIMS FOR B. SMARTT.	
11/10/09			
0.20	MARTIN, CHRISTOPHER J	REVIEW COMMUNICATION CONCERNING STREET AND WILSON EMPLOYMENT AGREEMENT (.1); FOLLOW UP WITH M. ROSENTHAL (.1).	
0.40	ROSENTHAL, MICHAEL A	EMAILS REGARDING R. GARCIA LETTER AND CLAIMS.	
2.40	KREISS, KYLE B	REVISE TRANSITION AND SEPARATION AGREEMENT AND RELEASE OF CLAIMS FOR EACH OF THE FOUR DEPARTING EXECUTIVES AS WELL AS THE EMPLOYMENT AGREEMENTS FOR P. STREET AND S. WILSON (2.0; CORRESPONDENCE WITH M. ROSENTHAL, J. ROSENBLATT AND CLIENT REGARDING SAME (.4).	
11/11/09			
0.40	KREISS, KYLE B	CORRESPONDENCE WITH M. ROSENTHAL, C. MARTIN, J. ROSENBLATT AND CLIENT REGARDING REVISIONS TO EMPLOYMENT AGREEMENTS FOR P. STREET AND S. WILSON.	

11/12/09	1.80	KREISS, KYLE B	REVISE DRAFTS OF EMPLOYMENT AGREEMENTS FOR P. STREET AND S. WILSON AS WELL AS THE TRANSITION AND SEPARATION AGREEMENT AND RELEASE OF CLAIMS (1.5); CORRESPONDENCE WITH M. ROSENTHAL AND J. ROSENBLATT REGARDING SAME (.3).
11/13/09	0.30	MARTIN, CHRISTOPHER J	REVIEW COMMUNICATIONS FROM M. ROSENTHAL (.2); CORRESPOND WITH K. KREISS RE ISSUES IN THE RELEASES (.1).
	2.60	KREISS, KYLE B	REVISE DRAFTS OF EMPLOYMENT AGREEMENTS FOR P. STREET AND S. WILSON AS WELL AS THE TRANSITION AND SEPARATION AGREEMENT AND RELEASE OF CLAIMS FOR EACH OF THE EXECUTIVES DEPARTING THE COMPANY AS OF THE DATE OF EMERGENCE (2.2); CORRESPONDENCE WITH M. ROSENTHAL, J. ROSENBLATT AND CLIENT REGARDING SAME (.4).
11/17/09	0.10	MARTIN, CHRISTOPHER J	CORRESPOND WITH K. KREISS; REVIEW VARIOUS EMAILS CONCERNING TRANSITION AGREEMENTS.
	1.00	KREISS, KYLE B	REVISE DRAFTS OF TRANSITION AND SEPARATION AGREEMENT AND RELEASE OF CLAIMS (.8); CORRESPONDENCE WITH M. ROSENTHAL, C. MARTIN, J. ROSENBLATT AND CLIENT REGARDING SAME (.2).
11/18/09	0.20	MARTIN, CHRISTOPHER J	REVIEW EMAILS FROM INTERNAL TEAM MEMBERS (.1); COMMUNICATION WITH K. KREISS; REVIEW PROPOSED CARVE-OUT FROM RELEASE LANGUAGE (.1).
	0.80	ROSENTHAL, MICHAEL A	COMMENT ON REVISED VERSIONS OF TRANSITION AND EMPLOYMENT AGREEMENTS AND EMAIL TO PAUL STREET REGARDING SAME.
	1.00	KREISS, KYLE B	REVISE DRAFTS OF EMPLOYMENT AGREEMENTS AND TRANSITION AND SEPARATION AGREEMENT AND RELEASE OF CLAIMS (.8); CORRESPONDENCE WITH M. ROSENTHAL REGARDING SAME (.2).

11/19/09			
0.50	FACKLER, STEPHEN W	REVIEW LENDER'S INCENTIVE COMPENSATION AND ORGANIZATIONAL STRUCTURE PROPOSALS.	
0.60	KREISS, KYLE B	REVISE DRAFTS OF EMPLOYMENT AGREEMENTS AND TRANSITION AND SEPARATION AGREEMENT AND RELEASE OF CLAIMS (.5); CORRESPONDENCE WITH M. ROSENTHAL REGARDING SAME (.1).	
11/24/09			
2.50	GRAVES, JEREMY L	TELECONFERENCE WITH E. FRANKLIN REGARDING THE SETTLEMENT OF CERTAIN NLRB COMPLAINTS (.3); DRAFT MOTION TO APPROVE THE SETTLEMENT (2); EMAILS REGARDING SAME (.2).	
11/25/09			
0.90	GRAVES, JEREMY L	TELECONFERENCE WITH L. COULTER (SNELL WILMER) REGARDING THE SETTLEMENT OF CERTAIN NLRB COMPLAINTS (.3); TELECONFERENCE WITH E. FRANKLIN REGARDING SAME (.1); FINALIZE MOTION TO APPROVE THE RELATED SETTLEMENT (.5).	

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EXECUTORY CONTRACTS/UNEXPIRED LEASES
08299-00111

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	3.40	\$ 985.00	\$ 3,349.00
AARON G. YORK	5.50	635.00	3,492.50
JEREMY L. GRAVES	10.60	400.00	4,240.00
FINITY E. JERNIGAN	10.10	415.00	<u>4,191.50</u>

Total Services \$ 15,273.00

Total Services, Costs/Charges 15,273.00

BALANCE DUE \$ 15,273.00

EXECUTORY CONTRACTS/UNEXPIRED LEASES
08299-00111

Detail Services:

11/02/09	1.70	GRAVES, JEREMY L	DRAFT SUPPLEMENT TO THE MOTION TO AUTHORIZE THE DEBTORS TO ENTER INTO THE NEW BOISE LEASE (1.6); EMAILS WITH R. POPPITI (YCST) REGARDING SAME (.1).
11/03/09	0.50	ROSENTHAL, MICHAEL A	CONFERENCE CALL WITH P. STREET, R. MELLOR AND B. SMARTT REGARDING REJECTION OF SAN FRANCISCO LEASE.
	0.50	YORK, AARON G	CALL WITH P. STREET, R. MELLON, M. ROSENTHAL REGARDING LEASE.
11/06/09	0.30	YORK, AARON G	CALL WITH G. ZUANG REGARDING LEASE EXTENSION (.2); EMAIL REGARDING SAME (.1).
11/11/09	0.40	YORK, AARON G	CALL WITH J. HARTER AND EMAIL REGARDING HES CONTRACT.
	0.20	GRAVES, JEREMY L	TELECONFERENCE WITH R. PARK (A&M) REGARDING MICROSOFT SERVICES CONTRACT.
11/12/09	0.20	GRAVES, JEREMY L	REVIEW OBJECTION TO THE MOTION TO REJECT THE FRISCO LEASE.
11/13/09	0.50	GRAVES, JEREMY L	EMAILS WITH P. STREET (BMHC) AND OTHERS REGARDING THE MOTION TO REJECT THE FRISCO LEASE.

11/14/09	2.00	ROSENTHAL, MICHAEL A	REVIEW FORMS OF TRANSITION AGREEMENTS AND EMPLOYMENT AGREEMENTS FOR P. STREET, S. WILSON, R. MELLOR, B. SMARTT, M. KAILER AND B. ROURE (1.6); EMAILS WITH KYLE KREISS AND P. STREET REGARDING FORMS OF AGREEMENTS (.4).
11/16/09	1.60	YORK, AARON G	CALL WITH GARDEN CITY REGARDING NOTICE OF CONTRACT ASSUMPTION (.2); CALL WITH P. STREET REGARDING EMPLOYMENT AGREEMENTS (.2); ANALYZE CONTRACT ASSUMPTION ISSUES (1.2).
11/17/09	0.60	ROSENTHAL, MICHAEL A	REVIEW EXECUTORY CONTRACT ASSUMPTION LIST AND NOTICE.
	0.90	YORK, AARON G	CALL WITH F. JERNIGAN REGARDING CONTRACT ASSUMPTION TIMING (.2); ADDITIONAL EMAILS REGARDING SAME (.3); CALL WITH LESSOR COUNSEL REGARDING REJECTION MOTION (.2); CALL WITH P. STREET, J. GRAVES REGARDING LEASE REJECTIONS (.2).
	0.20	GRAVES, JEREMY L	TELECONFERENCE WITH P. STREET (BMHC) AND A. YORK (GDC) REGARDING LEASES.
	6.60	JERNIGAN, FINITY E	CONFERENCE WITH A. YORK REGARDING RESEARCH OF 11 U.S.C. 365(D)(4) AND 11 U.S.C. 365(D)(2) CONTRACT ASSUMPTION ISSUE (.3); RESEARCH 11 U.S.C. 365(D)(4) AND 11 U.S.C. 365(D)(2) REGARDING CONTRACT ASSUMPTION TIMING (6.3).
11/18/09	0.40	YORK, AARON G	REVIEW RESEARCH REGARDING LEASE REJECTIONS.
	3.50	JERNIGAN, FINITY E	RESEARCH 11 U.S.C. 365(D)(4) AND 11 U.S.C. 365(D)(2) REGARDING CONTRACT ASSUMPTION TIMING (2.9); DRAFT EMAIL CONCERNING CONTRACT ASSUMPTION TIMING (.6).
11/19/09	0.30	ROSENTHAL, MICHAEL A	EMAILS REGARDING SF LEASE.

0.30	YORK, AARON G	CALL WITH G. ZWANG REGARDING SAN FRANCISCO LEASE.
2.10	GRAVES, JEREMY L	DRAFT MOTION TO AUTHORIZE THE DEBTORS TO AMEND AND ASSUME THE DIXON LEASE.
11/20/09		
0.10	YORK, AARON G	CALL WITH E. EVERTON REGARDING STATUS OF CURE NOTICE MEETING.
0.40	YORK, AARON G	REVIEW AND REVISE DIXON LEASE MOTION.
0.20	GRAVES, JEREMY L	REVISE AND EDIT MOTION TO AUTHORIZE THE DEBTORS TO AMEND AND ASSUME THE DIXON LEASE.
11/23/09		
0.30	YORK, AARON G	EMAILS REGARDING MICROSOFT AGREEMENT.
3.90	GRAVES, JEREMY L	REVISE AND EDIT MOTION TO ASSUME THE MICROSOFT LICENSING AGREEMENT AND ADD SECTION REJECTING THE RELATED CIT FINANCE AGREEMENT (3.2); FINALIZE MOTION TO ASSUME THE DIXON LEASE AS AMENDED (.4); TELECONFERENCE WITH A. YORK (GDC) REGARDING THE MICROSOFT/CIT MOTION (.3).
11/24/09		
0.30	YORK, AARON G	REVIEW CIT REJECTION MOTION.
1.00	GRAVES, JEREMY L	REVISE AND EDIT MOTION TO ASSUME THE MICROSOFT LICENSING AGREEMENT AND TO REJECT THE RELATED CIT FINANCE AGREEMENT (.4); CALLS AND EMAILS WITH CIT'S COUNSEL REGARDING SAME (.4); EMAILS WITH T. COHEN REGARDING THE CURE NOTICE MAILED TO CAMPBELL (.2).
11/30/09		
0.60	GRAVES, JEREMY L	CORRESPONDENCE RELATING TO THE MOTION TO ASSUME THE MICROSOFT LICENSING AGREEMENT AND TO REJECT THE RELATED CIT FINANCE AGREEMENT.

Invoice Date: December 3, 2009

Due and Payable Upon Receipt

Invoice No. 2009121212

Paul Street, Esq.
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FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00112

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	1.60	\$ 985.00	\$ 1,576.00
AARON G. YORK	2.80	635.00	1,778.00
JEREMY L. GRAVES	4.50	400.00	1,800.00
JENNIFER M. CONTRERAS	25.90	290.00	7,511.00
SHERIF FARRAG	15.40	235.00	<u>3,619.00</u>
Total Services			\$ 16,284.00

Total Services, Costs/Charges 16,284.00

BALANCE DUE \$ 16,284.00

FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00112

Detail Services:

11/03/09			
0.30	GRAVES, JEREMY L		CORRESPOND WITH FEE AUDITOR IN CONNECTION WITH GIBSON DUNN FEE APPLICATIONS.
0.60	CONTRERAS, JENNIFER M		EMAILS WITH J. GRAVES RE AUDITOR REQUEST (.2); COMPLY WITH REQUESTS AND FORWARD REQUESTED INFORMATION (.4).
3.00	FARRAG, SHERIF		REVISE PREBILL FOR OCTOBER TIME.
11/06/09			
6.50	CONTRERAS, JENNIFER M		REVIEW AND CONFORM PREBILL FOR COMPLIANCE WITH US TRUSTEE GUIDELINES.
0.20	FARRAG, SHERIF		EMAILS WITH J. CONTRERAS RE PREBILL.
11/09/09			
5.70	CONTRERAS, JENNIFER M		REVIEW AND REVISE PREBILL FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES (5.7).
11/10/09			
2.30	YORK, AARON G		REVIEW AND REVISE FEE APPLICATION ATTACHMENT.
5.10	CONTRERAS, JENNIFER M		REVIEW AND REVISE PREBILL FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES (4.5); EMAILS WITH ACCOUNTING RE REVISIONS (.5); EMAILS TO A. YORK (.1).
11/11/09			
5.00	FARRAG, SHERIF		FILL IN VARIOUS CHARTS IN FIFTH MONTHLY FEE APPLICATION AS PER REQUEST OF M. ROSENTHAL.
11/12/09			
0.50	GRAVES, JEREMY L		EMAILS WITH FEE AUDITOR REGARDING GIBSON DUNN BILLS (.1); EMAILS WITH GIBSON DUNN PERSONNEL TO OBTAIN INFORMATION REQUESTED BY FEE AUDITOR (.4).

	3.50	FARRAG, SHERIF	REVISE FEE APPLICATION CHARTS BASED ON REVISED PREBILL AS REQUESTED BY M. ROSENTHAL.
11/13/09	5.50	CONTRERAS, JENNIFER M	DRAFT AND REVISE FIFTH INTERIM FEE APPLICATION.
	3.70	FARRAG, SHERIF	REVIEW CHARTS IN FEE APPLICATION AND INCORPORATE NUMBERS INTO TEXT OF APPLICATION AS REQUESTED BY M. ROSENTHAL.
11/16/09	0.60	ROSENTHAL, MICHAEL A	REVIEW MONTHLY FEE APP.
11/17/09	0.50	YORK, AARON G	REVIEW AND REVISE FIFTH FEE APPLICATION.
	1.80	GRAVES, JEREMY L	REVISE AND EDIT GIBSON DUNN OCTOBER FEE APPLICATION.
	2.00	CONTRERAS, JENNIFER M	PREPARE EXHIBITS TO FEE APPLICATION (1.3); EMAILS TO M. ROSENTHAL AND S. FINLEY RE FILING (.2); FINALIZE AND COORDINATE FILING OF SAME WITH YCS&T (.5).
11/18/09	0.80	ROSENTHAL, MICHAEL A	REVIEW FEE AUDITOR REPORT AND EMAILS FROM J. GRAVES RE SAME.
	1.00	GRAVES, JEREMY L	REVIEW INITIAL FEE AUDITOR REPORT AND EMAILS REGARDING SAME.
	0.50	CONTRERAS, JENNIFER M	REVIEW FEE AUDITORS REQUEST FROM J. GRAVES (.3); EMAILS WITH J. GRAVES RE SAME (.1); FOLLOW-UP EMAILS WITH M. ROSENTHAL RE SAME (.1).
11/19/09	0.20	ROSENTHAL, MICHAEL A	EMAILS WITH S. BEACH AND B. DIETZ AND OTHERS REGARDING FEE HEARING.

0.00	CONTRERAS, JENNIFER M	INDEX PAST FILED FEE APPLICATIONS, EXHIBITS, ETC. FOR PURPOSES OF FEE AUDITOR REFERENCE (2.5); REVIEW OUTSTANDING BALANCES (1.5); EMAILS RE TIME MATTER TRANSFER TO CORRECT BILLING MATTERS (.5).
11/20/09		
0.60	GRAVES, JEREMY L	PREPARE RESPONSE TO THE FEE AUDITOR'S INITIAL REPORT (.4); TELECONFERENCE WITH D. OLIVER (DIRECT FEE REVIEW) REGARDING THE INITIAL REPORT (.2).
11/23/09		
0.30	GRAVES, JEREMY L	REVIEW AND RESPOND TO FINAL FEE AUDITOR REPORT.

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FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00113

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
AARON G. YORK	0.40	\$ 635.00	\$ 254.00
SAEE MUZUMDAR	3.40	420.00	1,428.00
KEVIN P. GRADY	3.00	360.00	<u>1,080.00</u>
Total Services			\$ 2,762.00

Total Services, Costs/Charges 2,762.00

BALANCE DUE \$ 2,762.00

FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00113

Detail Services:

11/16/09		
1.20	MUZUMDAR, SAE	DRAFT PETER J. SOLOMON FINAL FEE APPLICATION.
11/17/09		
0.20	YORK, AARON G	CALL WITH P. CROCI REGARDING FINAL FEE PROCEDURES.
2.20	MUZUMDAR, SAE	DRAFT PETER J. SOLOMON FINAL FEE APPLICATION.
11/23/09		
0.20	YORK, AARON G	REVIEW FEE APPLICATIONS SUMMARY.
3.00	GRADY, KEVIN P	REVIEW MONTHLY AND QUARTERLY FEE APPLICATIONS (1.5); DRAFT SUMMARIES CONTAINING AMOUNT OF FEES, EXPENSES, AND NATURE AND EXTENT OF WORK PERFORMED (1.5).

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PLAN & DISCLOSURE STATEMENT
08299-00115

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	10.60	\$ 995.00	\$ 10,547.00
MICHAEL A. ROSENTHAL	90.40	985.00	89,044.00
CROMWELL R. MONTGOMERY	9.70	635.00	6,159.50
RICHARD FALEK	1.80	710.00	1,278.00
MATTHEW K. KELSEY	3.80	710.00	2,698.00
AARON G. YORK	111.30	635.00	70,675.50
JUSTO A. CHAMAS	29.10	710.00	20,661.00
JOHN F. GUILD	43.20	525.00	22,680.00
LESLEY V. WASSER	3.80	495.00	1,881.00
JEREMY L. GRAVES	5.00	400.00	2,000.00
KELLY A. BOHNE	0.20	345.00	69.00
PETER BACH-Y-RITA	1.20	360.00	432.00
JENNIFER M. CONTRERAS	1.00	290.00	<u>290.00</u>

Total Services \$ 228,415.00

Total Services, Costs/Charges 228,415.00

BALANCE DUE \$ 228,415.00

PLAN & DISCLOSURE STATEMENT
08299-00115

Detail Services:

11/01/09	1.20	ROSENTHAL, MICHAEL A	EMAILS AND DOCUMENTS REGARDING PLAN SUPPLEMENT ISSUES.
11/02/09	3.40	ROSENTHAL, MICHAEL A	TELEPHONE WITH P. STREET REGARDING POST-EFFECTIVE DATE MANAGEMENT ISSUES (.3); EMAILS WITH A. YORK REGARDING PLAN SUPPLEMENT ISSUES (.6); REVIEW AND COMMENT ON PROPOSED TERMS OF POST-EFFECTIVE DATE TRANSITION AND EMPLOYMENT AGREEMENTS (.7); REVIEW PLAN SUPPLEMENT DOCUMENTS FROM PAUL HASTINGS, INCLUDING ADDENDUM AND ACKNOWLEDGMENT AND EMAILS RELATED TO SAME (1.5); REVIEW CONTRACT REJECTION/ASSUMPTION NOTICE (.3).
	1.20	MONTGOMERY, CROMWELL R	REVIEW REVISED DRAFT ADDENDUM AND DISTRIBUTE COMMENTS TO SAME (0.2); TELEPHONE CALL WITH P. STREET RELATIVE TO FOREGOING (0.2); TELEPHONE CALL WITH B. DIETZ, D. DEDYO, ET AL. RELATIVE TO ADDITIONAL CHANGES TO ADDENDUM (0.4); REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO FOREGOING MATTERS (0.4).
	0.30	WASSER, LESLEY V	FINALIZE OWNER'S AND SURVEY AFFIDAVITS (.2); EMAIL EXCHANGE WITH S. REIMERS RE STATUS OF SURVEYS (.1).
11/03/09	2.80	ROSENTHAL, MICHAEL A	REVISE ISSUES RELATED TO PLAN CONFIRMATION AND PLAN SUPPLEMENT.
	0.80	MONTGOMERY, CROMWELL R	TELEPHONE CALL WITH B. DIETZ RELATIVE TO REVISED EXIT DOCUMENTATION (0.2); REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO DRAFT DOCUMENTATION (0.3); TELEPHONE CALL WITH D. DEDYO RELATIVE TO DOCUMENTATION (0.3).
	0.50	WASSER, LESLEY V	FINALIZE OWNER'S AND SURVEY AFFIDAVITS.

11/04/09	3.80	ROSENTHAL, MICHAEL A	PREPARE FOR AND PARTICIPATE IN CONFERENCE CALLS WITH PAUL STREET AND OTHERS REGARDING POST-EFFECTIVE DATE ORGANIZATIONAL STRUCTURE AND NOL ISSUES (1.6); EMAIL FROM P. STREET REGARDING ORGANIZATION STRUCTURE AND NOL ISSUES (.3); REVIEW OF PAUL HASTINGS DRAFTS OF DOCUMENTS (1.7); EMAIL FROM P. STREET REGARDING SERP INSURANCE POLICY LIQUIDATIONS (.2).
	1.00	YORK, AARON G	ALL HANDS CALL REGARDING TAX ISSUES AND RESTRUCTURING.
	0.10	WASSER, LESLEY V	FINALIZE SURVEY AFFIDAVITS.
11/05/09	0.80	FINLEY, STEVEN R	CONFER WITH M. ROSENTHAL REGARDING TAX REFUND (0.2); MULTIPLE E-MAILS REGARDING TAX REFUND (0.6).
	2.80	ROSENTHAL, MICHAEL A	CONSIDER PLAN AND CONFIRMATION IMPLICATIONS OF PROPOSED NEW LEGISLATION (1.4); TELEPHONE WITH K. FISHER AND T. KENT REGARDING PROPOSED NEW LEGISLATION (.6); TELEPHONE (PARTIAL) WITH A. YORK AND P. STREET REGARDING PAYMENT OF PRIORITY TAX CLAIMS OVER TIME UNDER PLAN AND BANKRUPTCY CODE PROVISIONS RELATED TO SAME (.4); EMAIL FROM P. STREET REGARDING S. WILSON AND OTHER EMPLOYMENT/TRANSITION AGREEMENTS (.2); CONFERENCE WITH S. FINLEY RE TAX ISSUE (.2).
	0.30	MONTGOMERY, CROMWELL R	REVIEW CORRESPONDENCE RELATIVE TO CREDIT AGREEMENT DOCUMENTATION (0.3).
	6.40	YORK, AARON G	ANALYZE PLAN TRANSACTIONS AND ISSUES (3.9); CALL WITH M. ROSENTHAL, P. STREET, B. DIETZ, S. VERNER, S. FINLEY REGARDING TAX ISSUES (1.1); ANALYZE CREDIT AGREEMENT ISSUES (.4); CORRESPOND WITH N. GREENWOOD REGARDING STATUS (.3); EMAILS WITH M. ROSENTHAL REGARDING TAX PRORATING (.3); ANALYZE PRIORITY TAX ISSUE (.5).

0.20	WASSER, LESLEY V	COMPILE AND SEND PROPERTY SURVEYS TO S. REIMERS.
11/06/09		
3.90	ROSENTHAL, MICHAEL A	CONFERENCE CALL WITH P. STREET AND S. BEACH REGARDING LETTERS OF CREDIT AND PLAN PROVISIONS RELATED TO SAME (1); REVIEW EMAIL FROM S. BEACH REGARDING PLAN PROVISIONS RELATED TO LETTERS OF CREDIT (.4); CONFERENCE CALL WITH P. STREET ON CLAIMS PROCESSING (.7); CONFERENCE CALL WITH J. ROSENBLATT AND P. STREET REGARDING EMPLOYMENT AND TRANSITION AGREEMENT ISSUES (.6); REVIEW EMAILS REGARDING, AND REVISIONS TO, CREDIT AGREEMENT (1.2).
0.30	WASSER, LESLEY V	FINALIZE SURVEY AFFIDAVITS, EMAIL EXCHANGE WITH S. REIMERS RE SURVEYS AND SURVEY AFFIDAVITS, CALL WITH M. VANDERZANDEN.
11/07/09		
1.50	ROSENTHAL, MICHAEL A	CONFERENCE CALL WITH B. DIETZ, S. VARNER, P. STREET REGARDING ALLOCATION OF TAX REFUND PROCEEDS (1.0); EMAILS TO B. DIETZ, S. VARNER, P. STREET REGARDING INPUT FROM LENDERS' COUNSEL ON TAX REFUND PROCEEDS (.5).
1.00	YORK, AARON G	CALL WITH M. ROSENTHAL, P. STREET, S. WARNER, P. CROCI, ETC. REGARDING TAX ISSUES.
11/09/09		
4.70	ROSENTHAL, MICHAEL A	PRE-CALL WITH P. STREET AND OTHERS REGARDING CONFERENCE CALL RELATED TO TAX REFUND (.5); EXTENDED CONFERENCE CALL WITH P. STREET, S. VARNER, B. DIETZ, PWC AND OTHERS REGARDING NEW TAX LEGISLATION AND IMPACT ON COMPANY (2.3); WORK ON PLAN SUPPLEMENT DOCUMENTS (1.6); MEETING WITH S. FACKLER REGARDING LTIP ISSUES (.3).
0.30	KELSEY, MATTHEW K	CORRESPONDENCE WITH A. YORK REGARDING OUTSTANDING PLAN ACTION ITEMS AND CORPORATE CLOSING CHECKLIST.

1.90	YORK, AARON G	UPDATE PLAN TRANSACTIONS CHECKLIST (1.0); CORRESPOND WITH M. ROSENTHAL WITH PLAN STATUS (.2); ANALYZE VOTING QUESTIONS (.7).
0.50	CHAMAS, JUSTO A	REVIEW REVISED CHECKLIST
11/10/09		
3.60	ROSENTHAL, MICHAEL A	WORK ON ISSUES RELATED TO PLAN SUPPLEMENT DOCUMENTS (1.6); REVIEW AND COMMENT ON EMPLOYMENT AND TRANSITION AGREEMENTS FOR KEY MANAGEMENT EMPLOYEES, INCLUDING EMAILS TO K. KREISS REGARDING SAME (1.2); TELEPHONE WITH P. STREET REGARDING PLAN SUPPLEMENT ISSUES (.4); TELEPHONE AND EMAILS WITH P. CROCI AND OTHERS REGARDING LIQUIDATION ANALYSIS AND FEASIBILITY ISSUES IN VIEW OF REFUND (.4).
1.10	YORK, AARON G	CALL WITH G. GUARTON REGARDING VOTING TABULATION PROCESS (.3); ANALYZE VOTING TABULATION ISSUES (.7); CORRESPOND WITH M. ROSENTHAL REGARDING PLAN TRANSACTIONS (.1).
0.20	WASSER, LESLEY V	EMAIL EXCHANGE WITH S. REIMERS, M. RASKIN AND M. VANDERZANDEN RE SURVEY CERTIFICATION.
11/11/09		
4.60	ROSENTHAL, MICHAEL A	REVIEW AND COMMENT ON PLAN SUPPLEMENT DOCUMENTS (2.3); TELEPHONE WITH P. STREET REGARDING PLAN SUPPLEMENT DOCUMENTS (.4); TELEPHONE WITH A. YORK REGARDING PLAN SUPPLEMENT DOCUMENTS (.5); REVIEW AND COMMENT ON LTIP, EMPLOYMENT AGREEMENTS AND TRANSITION AGREEMENTS FOR MANAGEMENT TEAM (1.4).
1.20	ROSENTHAL, MICHAEL A	PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH P. STREET AND OTHERS REGARDING CLAIMS IN CLASSES 5 AND 6.
2.70	YORK, AARON G	CALL WITH S. JOHNSON REGARDING PLAN STATUS (.2); WORK ON PLAN SUPPLEMENT DOCUMENT (2.0); CONFERENCE WITH M. ROSENTHAL (.5).

0.40	WASSER, LESLEY V	EMAIL EXCHANGE WITH S. REIMERS AND M. VANDERZANDEN RE STATUS; CALL WITH S. REIMERS RE SAME.
11/12/09		
3.20	ROSENTHAL, MICHAEL A	PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH K. FISHER, A. YORK, P. STREET AND OTHERS REGARDING STATUS OF PLAN SUPPLEMENT DOCUMENTS (1.2); REVIEW OF VERSIONS OF PLAN SUPPLEMENT DOCUMENTS (1.2); CONSIDERATION OF ISSUES RELATED TO FEASIBILITY AND LIQUIDATION ANALYSIS GIVEN REFUND LEGISLATION (.8).
6.30	YORK, AARON G	REVISE PLAN SUPPLEMENT DOCUMENTS (3.3); CALL WITH P. STREET REGARDING PLAN SUPPLEMENT (.3); ALL HANDS CALL REGARDING PLAN SUPPLEMENT (1.2); ANALYZE CONFIRMATION TASKS (1.3); CALL WITH P. CROCI REGARDING CONFIRMATION ANALYSIS (.2).
1.20	CHAMAS, JUSTO A	CONFERENCE CALL TO DISCUSS STATUS OF DOCUMENTS FOR FILING OF PLAN SUPPLEMENT.
11/13/09		
0.50	FINLEY, STEVEN R	PHONE CALL WITH M. ROSENTHAL AND B. DIETZ REGARDING MANAGEMENT AGREEMENTS, TAX REFUND, PLAN.
3.60	ROSENTHAL, MICHAEL A	CALL WITH A. YORK REGARDING CONFIRMATION BRIEF (.3); CALL WITH B. DIETZ AND S. FINLEY REGARDING UNSECURED CREDITOR ISSUES RELATED TO REFUND AND EMPLOYMENT AGREEMENT ISSUES (.5); EMAILS TO AND FROM K. FISHER REGARDING REFUND AND EMPLOYMENT AGREEMENT ISSUES (.4); EMAILS TO AND FROM C. GIAIMO REGARDING REFUND ISSUES (.3); REVIEW FORMS OF PLAN SUPPLEMENT DOCUMENTS (1.3); REVIEW AND COMMENT ON FORMS OF EMPLOYMENT AND TRANSITION AGREEMENTS AND EMAIL WITH P STREET REGARDING SAME (.8).
0.50	KELSEY, MATTHEW K	CORRESPONDENCE WITH A. YORK REGARDING CONFIRMATION HEARING PREPARATIONS.

5.00	YORK, AARON G	CALL WITH J. GRAVES, K. BOHNE REGARDING BRIEF (.2); ANALYZE CONFIRMATION TASKS (.7); REVIEW AND REVISE PLAN SUPPLEMENT DOCUMENTS (3.8); CALL WITH M. ROSENTHAL (.3).
0.20	GRAVES, JEREMY L	TELECONFERENCE WITH A. YORK (GDC) AND K. BOHNE (GDC) REGARDING DRAFTING THE CONFIRMATION BRIEF AND RELATED MATERIALS.
0.20	BOHNE, KELLY A	CONFER WITH A. YORK AND J. GRAVES REGARDING PLAN OBJECTIONS.
11/14/09		
0.70	FINLEY, STEVEN R	ALL HANDS CONFERENCE CALL TO DISCUSS MANAGEMENT AGREEMENTS, TAX REFUND, STRATEGY WITH LENDER GROUP AND UNSECURED CREDITORS.
3.70	ROSENTHAL, MICHAEL A	PREPARE FOR AND PARTICIPATE IN EXTENDED CONFERENCE CALL WITH B. DIETZ, S. VARNER, P. STREET, S. FINLEY, A. YORK AND OTHERS REGARDING PLAN SUPPLEMENT DOCUMENTS, INCLUDING STATUS OF CORPORATE GOVERNANCE DOCUMENTS (1.6); REVIEW FORMS OF CREDIT AGREEMENTS AND ISSUES RELATED THERETO FOR PLAN SUPPLEMENT (1.4); REVIEW AND COMMENT ON NOTICE OF FILING OF PLAN SUPPLEMENT (.3); REVIEW COMMENTS FROM J. CHAMAS TO FORMS OF LLC AGREEMENTS AND ARTICLES (.4).
3.00	MONTGOMERY, CROMWELL R	REVIEW REVISED CREDIT AGREEMENTS (0.5); REVIEW AND RESPOND TO RELATED CORRESPONDENCE (0.5); CONFERENCE CALL WITH P. STREET, B. DIETZ, ET AL. RELATIVE TO EXIT DOCUMENTATION (1.3); TELEPHONE CALL WITH D. DEDYO, S. MENILLO, RELATIVE TO COMMENTS TO FINANCING DOCUMENTS (0.2); REVIEW CORPORATE DOCUMENTS (0.5).
9.40	YORK, AARON G	CALL WITH M. ROSENTHAL, P. STREET, S. VERNER, B. DIETZ, C. MONTGOMERY, S. FINLEY REGARDING PLAN SUPPLEMENT (1.3); PREPARE PLAN SUPPLEMENT AND DOCUMENTS (8.1).
5.60	CHAMAS, JUSTO A	REVIEW AND REVISE SHAREHOLDERS AGREEMENT AND LLC OPERATING AGREEMENTS.

11/15/09		
2.40	ROSENTHAL, MICHAEL A	EMAILS WITH P. STREET AND A. YORK REGARDING FINALIZATION OF PLAN SUPPLEMENT DOCUMENTS (.6); REVIEW FINAL FORMS OF PLAN SUPPLEMENT DOCUMENTS (1.4); EMAILS FROM B. DIETZ REGARDING VALUATION ISSUES (.4).
7.40	YORK, AARON G	PREPARE PLAN SUPPLEMENT DOCUMENTS FOR FILING.
1.80	CHAMAS, JUSTO A	REVIEW AND REVISE BYLAWS AND CERTIFICATE OF INCORPORATION.
11/16/09		
1.20	FINLEY, STEVEN R	CORRESPOND WITH M. ROSENTHAL AND CALLS WITH B. DIETZ REGARDING TRANSITION AGREEMENTS AND CONTRACTS FOR STREET AND WILSON (0.9); PHONE CALL WITH P. STREET (0.3).
0.90	ROSENTHAL, MICHAEL A	EMAIL FROM B. DIETZ REGARDING ALTERNATIVE BRIDGE FINANCING (.3); REVIEW PRESENTATION REGARDING POSSIBLE ADDITIONAL LOSSES (.6).
0.20	MONTGOMERY, CROMWELL R	TELEPHONE CALL WITH E. BEEM/P. STREET RELATIVE TO AUDITOR INQUIRIES (0.2).
1.80	CHAMAS, JUSTO A	FOLLOW-UP REGARDING LLC AGREEMENTS AND OTHER CORPORATE DOCUMENTS FILED IN PLAN SUPPLEMENT.
1.00	WASSER, LESLEY V	REVIEW FORM OF CA DEED OF TRUST (.8); EMAIL EXCHANGE WITH M. RASKIN AND S. REIMERS RE SURVEYS (.2).
11/17/09		
4.10	FINLEY, STEVEN R	MULTIPLE PHONE CALLS AND E-MAILS WITH M. ROSENTHAL, B. DIETZ AND P. STREET REGARDING TRANSITION AGREEMENTS FOR SECULAR MANAGEMENT (1.8); REVIEW PAYMENT SCHEDULE FOR TRANSITION AGREEMENT (0.1); E-MAILS AND CONFERENCE CALLS WITH M. ROSENTHAL AND B. DIETZ REGARDING POSSIBLE BRIDGE TO TAX REFUND AND OTHER OPTIONS (1.2); REVIEW AND ANALYZE PRESENTATION ON MAXIMIZING TAX REFUND (1.0).

0.90	ROSENTHAL, MICHAEL A	CONFERENCE CALL (PARTIAL) WITH S. FINLEY, B. DIETZ AND P. STREET REGARDING EMPLOYMENT AND TRANSITION AGREEMENT ISSUES (.6); TELE WITH B. DIETZ REGARDING BRIDGE FINANCING OPTIONS (.3).
2.60	YORK, AARON G	CORRESPOND WITH K. BOHNE REGARDING CALIFORNIA FRANCHISE TAX BOARD (.1); PREPARE STRUCTURE OF CONFIRMATION BRIEF (1.8); EMAILS REGARDING CURE NOTICES (.2); REVIEW VALUATION ISSUE (.5).
0.60	WASSER, LESLEY V	REVIEW FORM OF CA DEED OF TRUST (.4); EMAIL EXCHANGE WITH M. RASKIN AND S. REIMERS RE SURVEYS (.2).
11/18/09		
1.40	FINLEY, STEVEN R	PHONE CALLS AND E-MAILS REGARDING TRANSITION AGREEMENTS (0.4); PHONE CALLS AND E-MAILS REGARDING BRIDGE TO TAX REFUND AND POSSIBLE NEW INVESTORS (0.7); REVIEW REVISED PRESENTATION ON MAXIMIZING TAX REFUNDS (0.3).
3.70	ROSENTHAL, MICHAEL A	REVIEW WIND-DOWN PROPOSAL RELATED TO NOL (1); TELEPHONE WITH S. VARNER REGARDING WIND-DOWN PROPOSALS (.3); TELEPHONE WITH B. DIETZ REGARDING FEASIBILITY AND LIQUIDATION ANALYSIS ISSUES (.4); CONFERENCE CALL WITH R. MELLOR, M. KAILER, S. WILSON, P. STREET REGARDING WIND-DOWN ISSUES (1.3); REVIEW BALLOT REPORT FROM GARDEN CITY (.3); EMAILS REGARDING HARRIS SETTLEMENT AND ISSUES RELATED TO SAME, AND TELE WITH P. STREET REGARDING HARRIS (.4).
0.60	YORK, AARON G	ANALYZE VOTE TABULATION ISSUE.
11/19/09		
0.90	FINLEY, STEVEN R	E-MAILS AND PHONE CALLS REGARDING REVISIONS TO TAX LOSS ANALYSIS (0.7); E-MAILS REGARDING TRANSITION SERVICE AGREEMENTS (0.2).

4.50	ROSENTHAL, MICHAEL A	MEETING WITH A. YORK REGARDING VOTE AND CONFIRMATION BRIEF (.4); TELE WITH P. STREET REGARDING TRANSITION AGREEMENTS (.3); TELE WITH B. DIETZ REGARDING TRANSITION AGREEMENTS AND NEW EXIT FINANCING (.4); EMAILS FROM N. GREENWOOD, P. CROCI REGARDING EXIT FINANCING CHANGES (.3); EMAILS WITH B. DIETZ RE GOING CONCERN ISSUES (.3); EMAILS REGARDING WIND-DOWN OPTIONS AND GOING CONCERN ISSUES (.6); WORK ON CONFIRMATION BRIEF OVERVIEW (1.6); TELEPHONE WITH M. KELSEY REGARDING TIMETABLE AND PLAN STRATEGIES AND REVIEW OF TIMETABLE (.4); EMAILS WITH T. KENT REGARDING VOTING STATUS (.2).
9.90	YORK, AARON G	ANALYZE CALIFORNIA FRANCHISE TAX BOARD ISSUE (.4); CALL WITH K. ORR (CALIFORNIA TAX BOARD) REGARDING SAME (.3); REVIEW BALLOTING REPORT (.4); CALL WITH P. GUERINO REGARDING LIQUIDATION/FEASIBILITY ANALYSIS (.2); CONFERENCE WITH J. GUILD REGARDING CONFIRMATION DECLARATIONS (.7); WORK ON CONFIRMATION BRIEF (2.1); PREPARE CONFIRMATION DECLARATION FORMS (1.4); CONFERENCE WITH M. ROSENTHAL (.4).
4.40	GUILD, JOHN F	DISCUSS ISSUES RELATED TO FEASIBILITY AND LIQUIDITY ANALYSIS WITH A. YORK (.7); REVIEW CHAPTER 11 FILINGS RE SAME (3.7).
1.00	CONTRERAS, JENNIFER M	INDEX AND SAVE PLAN AND DISCLOSURE, PLAN SUPPLEMENTS, AND OTHER DOCUMENTS FOR A. YORK (.8); FOLLOW-UP EMAILS WITH A. YORK RE SAME (.2).
11/20/09		
1.00	FINLEY, STEVEN R	CONFER WITH M. ROSENTHAL, R. MELLOR REGARDING TRANSITION AGREEMENTS, TAX REFUND (0.6); CONFER WITH R. MELLOR REGARDING UNSECURED CREDITORS (0.4).

3.70	ROSENTHAL, MICHAEL A	EMAILS REGARDING LATEST CLAIMS TALLY (.5); REVISE POST-EFFECTIVE DATE TRANSITION AND EMPLOYMENT AGREEMENTS AND TRANSMITTAL EMAIL TO K. FISHER (.7); TELE WITH P. STREET REGARDING EMPLOYMENT/TRANSITION AGREEMENTS (.3); MEETING WITH R. MELLOR AND S. FINLEY (.6); REVIEW REVISED FEASIBILITY AND LIQUIDATION ANALYSIS (.8); TELE WITH B. DIETZ AND EMAILS FROM B. DIETZ REGARDING ALTERNATIVE FUNDING SOURCES (.8).
1.50	YORK, AARON G	ALL-HANDS CALL REGARDING TAX REFUND (1.3); CALL WITH G. GUARTON REGARDING VOTING ISSUES (.2).
8.10	GUILD, JOHN F	REVIEW CHAPTER 11 FILINGS RE LIQUIDITY ANALYSIS (8.1).
11/21/09	0.40 ROSENTHAL, MICHAEL A	TELEPHONE WITH B. DIETZ REGARDING ALTERNATIVE FINANCING (.2); EMAIL FROM B. DIETZ REGARDING STATUS OF ALTERNATIVE FINANCING (.2).
4.70	YORK, AARON G	DRAFT CONFIRMATION BRIEF.
6.00	GUILD, JOHN F	REVIEW CHAPTER 11 FILINGS RE FEASIBILITY ANALYSIS (6.0).
11/22/09	0.20 ROSENTHAL, MICHAEL A	EMAIL TO K. FISHER REGARDING CLASS 2 VOTING RESULTS.
9.70	GUILD, JOHN F	RESEARCHING AND DRAFTING DECLARATION RE: LIQUIDATION VALUE OF DEBTORS (3.9); RESEARCHING AND DRAFTING DECLARATION RE GOING CONCERN VALUE OF DEBTORS (5.8).

11/23/09

- 6.80 ROSENTHAL, MICHAEL A EMAILS FROM B. DIETZ REGARDING ALTERNATIVE EXIT PROVIDERS (.3); TELEPHONE WITH B. DIETZ REGARDING ALTERNATIVE EXIT PROVIDERS (.3); REVIEW LIQUIDATION AND FEASIBILITY ANALYSIS AND EMAILS TO P. CROCI REGARDING SAME (.6); PREPARE FOR CONFIRMATION HEARING (2.4); EMAILS REGARDING VOTE TALLIES (.3); REVIEW PLAN OBJECTIONS FROM VARIOUS PARTIES (.4); EMAILS REGARDING, AND ATTENTION TO, CLOSE DOWN ISSUES TO MAXIMIZE TAX REFUND CLAIM (1.3); CONFERENCE CALL WITH M. KELSEY AND A. YORK REGARDING CONFIRMATION PREPARATION (.5); EMAILS TO AND FROM P. STREET AND K. FISHER REGARDING POST-EFFECTIVE DATE EMPLOYMENT AGREEMENTS AND TRANSITION AGREEMENTS (.4); REVIEW PROPOSED CHANGES TO EXIT FINANCING COVENANTS (.3).
- 0.50 KELSEY, MATTHEW K CALL WITH M. ROSENTHAL, J. GRAVES, AND A. YORK REGARDING STATUS OF BMHC PLAN ISSUES.
- 4.40 YORK, AARON G CALL WITH J. GUILD REGARDING CONFIRMATION DECLARATION (.2); ANALYZE CONFIRMATION OBJECTIONS (2.4); ANALYZE PLAN RESERVE ISSUE (1.0); ANALYZE VOTING ISSUE (.3); CALL WITH M. ROSENTHAL AND OTHERS REGARDING SAME (.5).
- 4.90 GUILD, JOHN F RESEARCHING AND DRAFTING DECLARATION RE: FEASIBILITY OF REORGANIZED DEBTORS (3.1); PHONE CALL WITH P. CROCI AT PJSC RE DECLARATION (.3); CONFERRING WITH A. YORK RE SAME (.2); REVIEWING REVISIONS TO PJSC DECLARATION REGARDING FEASIBILITY TO INCLUDE TAX REFUND (.3); REVIEWING GREAT AMERICAN INVENTORY APPRAISAL (.4); REVIEWING HILCO APPRAISAL SERVICES LLC REPORT (.3); REVIEWING REAL PROPERTY APPRAISAL (.3).
- 0.70 GRAVES, JEREMY L PREPARE FOR AND PARTICIPATE IN TELECONFERENCE WITH P. STREET (BMHC), L. BAUMANN (BMHC), A. YORK (GDC), AND S. BEACH (YCST) REGARDING THE WEIS MOTION TO EXPAND THE BAR DATE.
- 1.00 GRAVES, JEREMY L TELECONFERENCE WITH COUNSEL FOR LIBERTY MUTUAL REGARDING VOTING ON THE PLAN (.3); EMAILS REGARDING SAME (.7).

11/24/09

- 4.80 ROSENTHAL, MICHAEL A TELEPHONE AND EMAILS WITH B. DIETZ REGARDING ALTERNATIVE FINANCING (.4); EMAILS TO P. CROCI REGARDING LIQUIDATION ANALYSIS (.3); EMAILS REGARDING VOTING TALLIES (.3); PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH P. STREET, B. DIETZ, P. CROCI, S VARNER, R. MELLOR AND OTHERS REGARDING ALTERNATIVE FINANCING, COVENANT CHANGES AND CLOSE DOWN ISSUES (1.2); TELEPHONE WITH K. FISHER REGARDING ALTERNATIVE FINANCING AND CLOSE DOWN ISSUES AND EMPLOYMENT AGREEMENTS (.6); WORK ON CONFIRMATION HEARING PREPARATION (1.6); CONFERENCE CALL WITH S. BEACH, A. YORK REGARDING CONFIRMATION WITNESSES AND EXHIBITS (.4).
- 1.20 MONTGOMERY, CROMWELL R REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO TAX AUTHORITY LIENS AND RELATED MATTERS (0.2); CONFERENCE CALL WITH P. STREET, B. DIETZ, S. VARUER, ET AL. RELATIVE TO TRANSACTION DOCUMENTATION/ALTERNATIVES (1.0).
- 5.90 YORK, AARON G CALL WITH S. BEACH, M. ROSENTHAL, R. POPPITI, J. GRAVES REGARDING CONFIRMATION LOGISTICS (.4); ANALYZE CONFIRMATION OBJECTIONS (.9); DRAFT CONFIRMATION BRIEF (4.3); REVIEW VOTING REPORT (.3).
- 6.40 GUILD, JOHN F REVIEW REVISED LIQUIDATION ANALYSIS INCLUDING TAX REFUND (.5); REVISE DECLARATION TO REFLECT REVISED LIQUIDATION ANALYSIS (2.4); REVIEW REVISED GOING CONCERN VALUATION TO INCLUDE TAX REFUND (1.7); REVISE DECLARATION TO REFLECT REVISED GOING CONCERN VALUATION (1.8).
- 0.10 WASSER, LESLEY V EMAIL EXCHANGE WITH S. REIMERS AND M. VANDERZANDEN RE LOCATION OF BMHC'S CORPORATE HEADQUARTERS.

1.30	GRAVES, JEREMY L	TELECONFERENCE WITH A. YORK (GDC), S. BEACH (YCST) AND OTHERS REGARDING PREPARATIONS FOR THE CONFIRMATION HEARING (.4); TELECONFERENCE WITH COUNSEL FOR LIBERTY MUTUAL REGARDING VOTING ON THE PLAN (.2); EMAILS WITH COUNSEL FOR LIBERTY MUTUAL REGARDING VOTING ON THE PLAN (.3); CORRESPOND WITH COUNSEL FOR RABO BANK REGARDING EQUITY DISTRIBUTIONS UNDER THE PLAN (.4).
11/25/09		
4.40	ROSENTHAL, MICHAEL A	REVIEW VARIOUS PLAN OBJECTIONS (1.2); EMAILS WITH A. YORK REGARDING VOTING RESULTS (.3); EMAIL WITH K. FISHER REGARDING VOTING IN CLASS 2 (.3); ADDRESS CONFIRMATION ISSUES REGARDING REJECTIONS IN CLASS 6 (.8); EMAILS AND TELE WITH PAUL STREET REGARDING CONFIRMATION AND VOTING STATUS (.4); EMAILS FROM AND TO BRAD DIETZ REGARDING BACK-UP FINANCING (.4); REVIEW PROPOSED AGREEMENT WITH BACK-UP LENDER FOR EXPENSE REIMBURSEMENT AND EMAIL WITH JUSTO CHAMAS REGARDING SAME (.4); REVISE EXPENSE REIMBURSEMENT LETTER WITH BACK-UP LENDER (.6).
10.80	YORK, AARON G	REVIEW AND REVISE PLAN DECLARATIONS (2.3); EMAILS REGARDING VOTING STATUS (1.5); DRAFT CONFIRMATION BRIEF (6.0); ANALYZE PLAN OBJECTION (1.0).
5.70	CHAMAS, JUSTO A	DRAFT EXPENSE DEPOSIT EXPENSE LETTER (2.1); REVIEW AND REVISE SCHULTE'S DRAFT OF EXPENSE DEPOSIT LETTER AND TERM SHEET AND DISCUSS WITH SCHULTE (3.2); EMAILS WITH M. ROSENTHAL AND THE COMPANY (.4).
0.30	CHAMAS, JUSTO A	REVIEW CHARTER DOCUMENTS FOR PROHIBITION ON ISSUANCE OF NON-VOTING STOCK AS PER A. YORK'S REQUEST.
3.10	GUILD, JOHN F	REVISING DECLARATION RE: BEST INTEREST OF CREDITORS TEST (1.9) AND FEASIBILITY ANALYSIS (1.2).
0.10	WASSER, LESLEY V	EMAIL EXCHANGE WITH M. VANDERZANDEN AND S. REIMERS RE DEEDS OF TRUST SIGNATURE PAGES.

11/26/09

2.40 ROSENTHAL, MICHAEL A EMAILS REGARDING CONFIRMATION OBJECTION RESPONSE (.3); EMAILS WITH B. DIETZ REGARDING NEGOTIATIONS WITH BACK-UP LENDER (.3); REVIEW AND REVISE REIMBURSEMENT AGREEMENT WITH BACK-UP LENDER (.8); EMAIL FROM J. MCMAHON WITH PRELIMINARY CONFIRMATION ISSUES (.4); REVIEW ARMSTRONG REQUIREMENTS (.4); EMAIL TO PAUL STREET REGARDING ARMSTRONG ISSUES (.2).

3.20 CHAMAS, JUSTO A REVIEW AND REVISE MULTIPLE DRAFTS OF EXPENSE DEPOSIT LETTER AND TERM SHEET (2.8); DISCUSS WITH SCHULTE (.2); CORRESPOND WITH M. ROSENTHAL (.2).

11/27/09

1.30 ROSENTHAL, MICHAEL A EMAILS WITH D. OSHINSKY, B. DIETZ, C. MONTGOMERY REGARDING STATUS OF BACK-UP LENDER NEGOTIATIONS (.2); CONFERENCE CALL WITH S. BEACH, S. TOLLES, A. YORK REGARDING ARMSTRONG ISSUE (.8); EMAILS TO AND FROM P. STREET REGARDING BACK-UP LENDER NEGOTIATIONS AND ARMSTRONG ISSUE (.1); EMAIL FROM S. VARNER REGARDING STATUS OF EXIT FINANCING (.2).

2.50 KELSEY, MATTHEW K REVIEW CASE LAW REGARDING PLAN GIFTING MECHANISMS (1.5); CORRESPONDENCE TO GIBSON DUNN TEAM (.4); RESEARCH REGARDING GIFTING (.6).

8.50 YORK, AARON G ANALYZE U.S. TRUSTEE PLAN COMMENTS (1.2); CALL WITH M. ROSENTHAL, S. BEACH, S. TOLLES, P. STREET REGARDING U.S. TRUSTEE PLAN COMMENTS (.8); DRAFT CONFIRMATION BRIEF (6.5).

2.40 CHAMAS, JUSTO A REVIEW AND REVISE REVISED DRAFT OF EXPENSE DEPOSIT LETTER AND M. MONTGOMERY REVISIONS TO TERM SHEET.

0.80 GRAVES, JEREMY L TELECONFERENCE WITH M. ROSENTHAL (GDC), A. YORK (GDC), S. BEACH (YCST) AND OTHERS REGARDING UST COMMENTS TO THE PLAN.

11/28/09		
2.60	ROSENTHAL, MICHAEL A	NUMEROUS EMAILS FROM AND TO B. DIETZ REGARDING REVISED BACK-UP LENDER TERMS (.5); TELE WITH B. DIETZ REGARDING BACK-UP LENDER NEGOTIATIONS (.3); CONFERENCE CALL WITH S. VARNER, P. STREET, C. MONTGOMERY, A. YORK REGARDING BACK-UP PROPOSAL (.8); EMAILS FROM AND TELE WITH C. MONTGOMERY REGARDING STRUCTURE OF BACK-UP PROPOSAL (.3); REVIEW REVISED CONFIRMATION ORDER RESPONDING TO OBJECTIONS (.5); TELE WITH P. STREET REGARDING BACK-UP NEGOTIATIONS (.2).
1.70	MONTGOMERY, CROMWELL R	DRAFT CORRESPONDENCE RELATIVE TO BACK-UP PROPOSAL (.3); CONFERENCE CALL WITH M. ROSENTHAL, B. DIETZ, S. VARNER, P. STREET ET AL. RELATIVE TO BACK-UP PROPOSAL (.8); FOLLOW-UP WITH M. ROSENTHAL RELATIVE TO FOREGOING (.6).
9.70	YORK, AARON G	REVISE PLAN, GLOSSARY, CONFIRMATION ORDER (7.9); DRAFT CONFIRMATION BRIEF (1.0); CALL WITH M. ROSENTHAL, P. STREET, C. MONTGOMERY, N. GREENWOOD, B. DIETZ, S. VERNER REGARDING FINANCING (.8).
1.60	CHAMAS, JUSTO A	REVIEW REVISED PLAN SUPPLEMENT DISTRIBUTED BY A. YORK.
11/29/09		
2.60	ROSENTHAL, MICHAEL A	EMAILS WITH B. DIETZ REGARDING BACK-UP LENDER STATUS (.3); EMAILS WITH A. YORK REGARDING CONFIRMATION OBJECTIONS AND BRIEF (.3); TELEPHONE WITH P. STREET AND B. DIETZ REGARDING BACK-UP FINANCING STATUS (.4); REVIEW PROPOSED –BACK-UP LETTER EXPENSE AGREEMENT (.6); ADDRESS ISSUES RELATED TO POTENTIAL CRAM-DOWN OBJECTION (.4); EMAIL TO K. FISHER REGARDING CRAM-DOWN OBJECTION AND FINANCING (.3); EMAILS WITH M. KARLAN REGARDING MOTION TO COMPEL FUNDING (.3).
1.30	MONTGOMERY, CROMWELL R	TELEPHONE CALL WITH D. OSHINSKY RELATIVE TO PROPOSED FINANCING (.3); REVIEW RELATED CORRESPONDENCE (.4); DRAFT CORRESPONDENCE RELATIVE TO FOREGOING (.6).

11/30/09

3.90 ROSENTHAL, MICHAEL A

EXTENDED CONFERENCE CALL WITH B. DIETZ, C. MONTGOMERY, S. VARNER, S. JOHNSON, P. STREET, R. MELLOR AND OTHERS REGARDING STATUS OF FINANCING AND ISSUES RELATED THERETO (.8); EXTENDED CONFERENCE CALL WITH K. FISHER, T. KENT, P. STREET, A. YORK, S BEACH REGARDING UST COMMENTS TO PLAN AND FINANCING ISSUES (.8); TELEPHONE WITH K. FISHER REGARDING FINANCING AND CRAM-DOWN RELATED ISSUES (.4); TELEPHONE WITH A. YORK REGARDING CRAM-DOWN ISSUES (.4); CONFERENCE CALL WITH S. BEACH, A YORK REGADING CALL WITH J. MCMAHON REGARDING UST COMMENTS TO PLAN AND ALTERNATIVES RELATED THERETO (.6); EMAILS TO AND FROM A. YORK AND S. BEACH REGARDING CALL WITH J. MCMAHON ON UST COMMENTS TO PLAN (.3); EMAILS WITH P. GUARINO, C. MONTGOMERY AND OTHERS REGARDING FEASIBILITY ANALYSIS WITH \$70 MILLION EXIT (.3); EMAIL FROM C. MONTGOMERY DETAILING CHANGES TO LATEST VERSION OF EXIT FINANCING DOCUMENTS (.3).

0.90 ROSENTHAL, MICHAEL A

EMAILS AND TELEPHONE WITH A. YORK REGARDING MOTION OBJECTING TO CLAIMS FOR VOTING PURPOSES (.3); REVIEW AMENDED PLAN AND GLOSSARY TO ADDRESS OBJECTIONS (.6).

1.80 FALEK, RICHARD

REVIEW VARIOUS MATERIALS IN CONNECTION WITH POSSIBLE COMPLAINT AGAINST LENDER

10.50 YORK, AARON G

PREPARE FOR CALL WITH U.S. TRUSTEE REGARDING PLAN COMMENTS (.6); CALL WITH J. MCMAHON (U.S. TRUSTEE), S. BEACH, P. STREET, REGARDING PLAN (.4); FOLLOW UP CALL WITH P. STREET, M. ROSENTHAL, S. BEECH REGARDING U.S. TRUSTEE COMMENTS TO PLAN (.8); CALL WITH R. POPPIT REGARDING VOTING ISSUES (.7); CALL WITH M. ROSENTHAL, C. MONTGOMERY, S. VARNER, J. GRAVES, P. STREET, S. BEECH REGARDING PLAN STATUS (1.0); PREPARE REJECTED EXECUTORY CONTRACTS LIST (1.5); CALL WITH P. BACH Y RITA REGARDING CRAMDOWN RESEARCH (.2); ANALYZE VOTING/CLAIM OBJECTION ISSUES (4.3); REVIEW CONFIRMATION DECLARATION (.5); EMAIL TO J. MCMAHON REGARDING VOTING REPORT (.5).

1.60 CHAMAS, JUSTO A

REVIEW AND REVISE ARTICLES OF INCORPORATION.

2.00	CHAMAS, JUSTO A	REVIEW AND REVISE SHAREHOLDERS AGREEMENT
1.40	CHAMAS, JUSTO A	REVIEW AND REVISE BYLAWS.
0.60	GUILD, JOHN F	PHONE CALL WITH PJSC REGARDING DRAFT DECLARATION CONCERNING LIQUIDATION ANALYSIS, GOING CONCERN VALUE, AND FEASIBILITY ANALYSIS.
1.00	GRAVES, JEREMY L	TELECONFERENCE WITH P. STREET (BMHC), M. ROSENTHAL (GDC), T. KENT (PH), AND OTHERS REGARDING UST COMMENTS TO THE PLAN.
1.20	BACH-Y-RITA, PETER	CORRESPOND WITH A. YORK REGARDING RESEARCH PROJECT IN CONNECTION WITH CRAMDOWN (.3); CONDUCT RESEARCH REGARDING CRAMDOWN ISSUE (.9).

Paul Street, Esq.
Senior Vice President, General Counsel and Secretary
Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712-7714

TAXES
08299-00120

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEPHEN L. TOLLES	5.30	\$ 860.00	\$ 4,558.00
MICHAEL A. ROSENTHAL	4.60	985.00	4,531.00
DAVID B. ROSENAUER	4.70	990.00	4,653.00
JOHN-PAUL VOJTISEK	8.10	585.00	4,738.50
ANDREW L. KREISBERG	3.00	470.00	<u>1,410.00</u>
Total Services			\$ 19,890.50

Total Services, Costs/Charges 19,890.50

BALANCE DUE \$ 19,890.50

TAXES
08299-00120

Detail Services:

11/04/09			
1.50	TOLLES, STEPHEN L	CONFERENCE CALL RE VARIOUS TAX ISSUES (.7); RESEARCH RE TAX ISSUES (.8).	
0.30	ROSENTHAL, MICHAEL A	REVIEW LETTER FROM STATE OF CALIFORNIA REGARDING TAXES DUE AND EMAILS TO AND FROM P. STREET REGARDING SAME.	
11/05/09			
0.50	TOLLES, STEPHEN L	REVIEW NOL STATUTE (.4); TELEPHONE CALL ROSENTHAL RE STATUTE (.1).	
4.30	ROSENTHAL, MICHAEL A	EMAILS AND EXTENDED CONFERENCE CALLS WITH PWC, PAUL STREET, B. DIETZ, S. VARNER AND OTHERS REGARDING PROPOSED NEW LEGISLATION RELATED TO NOL CARRYBACK (2.5); TELEPHONE WITH D. ROSENAUER REGARDING BANKS SECURITY INTEREST IN NEW TAX REFUND (.3); REVIEW AND ANALYSIS OF PROPOSED LEGISLATION AND ELECTION OPTIONS (1.1); TELEPHONE WITH STEVE TOLLES REGARDING NEW LEGISLATION AND ELECTION OPTIONS (.1); MEETING WITH S. FINLEY REGARDING PROPOSED LEGISLATION (.3).	
11/06/09			
2.00	ROSENAUER, DAVID B	TELEPHONE CALL WITH M. ROSENTHAL (.3); RESEARCH RE LIEN ON TAX REFUND (.7); TELEPHONE CALL J.P. VOJTISEK (.3); RESEARCH RE TAX LIEN ISSUES (.7).	
2.40	VOJTISEK, JOHN-PAUL	CONFERENCE WITH D. ROSENAUER (.3); RESEARCH AND ADVISE REGARDING LOSS CARRYBACK (2.1).	
11/09/09			
1.80	TOLLES, STEPHEN L	ANALYSIS OF NOL CARRYBACK ISSUES (.3); CONFERENCE CALL WITH ALL HANDS RE TAX ISSUES (1.); CONFERENCE CALL WITH COMPANY AND BANKERS RE FEASIBILITY STUDY (.5).	
1.00	ROSENAUER, DAVID B	RESEARCH REGARDING LIENS ON TAX REFUNDS.	

3.40	VOJTISEK, JOHN-PAUL	RESEARCH REGARDING TAX REFUND CONSIDERATIONS.
3.00	KREISBERG, ANDREW L	RESEARCH VARIOUS ISSUES RELATED TO OPERATION OF COD AND 382 (1.7); REVIEW NEW LAW RE EXTENSION OF NOL CARRYBACK PERIOD (1.3).
11/10/09		
1.70	ROSENAUER, DAVID B	REVIEW TAX LIEN ISSUE (1.0); CONFERENCE WITH J. VOJTISEK REGARDING NOL CARRYBACK ISSUES (.4); TELEPHONE CONFERENCE WITH M. ROSENTHAL (.3).
2.30	VOJTISEK, JOHN-PAUL	CONFERENCE WITH D. ROSENAUER (.4); RESEARCH REGARDING TAX REFUNDS (1.9).
11/19/09		
0.50	TOLLES, STEPHEN L	REVIEW PRESENTATION ON TAX SAVINGS FROM NOL CARRYBACK.
11/27/09		
1.00	TOLLES, STEPHEN L	PARTICIPATE IN CONFERENCE CALL WITH ROSENTHAL ET AL. RE TAX ISSUES RELATED TO UNSECURED DEBTORS ACTIONS.

Paul Street, Esq.
Senior Vice President, General Counsel and Secretary
Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712-7714

NON-WORKING TRAVEL TIME
08299-00121

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JEREMY L. GRAVES	6.60	\$ 400.00	\$ <u>2,640.00</u>
			2,640.00
Discount			<u>-1,320.00</u>
Total Services			\$ 1,320.00
Total Services, Costs/Charges			1,320.00
BALANCE DUE			<u>\$ 1,320.00</u>

NON-WORKING TRAVEL TIME
08299-00121

Detail Services:

11/18/09			
2.90	GRAVES, JEREMY L		TRAVEL TO WILMINGTON FOR OMNIBUS HEARING (TRAVEL TIME BILLED AT ONE-HALF).
11/19/09			
3.70	GRAVES, JEREMY L		RETURN TO DALLAS FROM OMNIBUS HEARING (TRAVEL TIME BILLED AT ONE-HALF).

Paul Street, Esq.
Senior Vice President, General Counsel and Secretary
Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712-7714

UTILITIES
08299-00122

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JEREMY L. GRAVES	1.50	\$ 400.00	\$ <u>600.00</u>
Total Services			\$ 600.00
Total Services, Costs/Charges			600.00
BALANCE DUE			<u>\$ 600.00</u>

UTILITIES
08299-00122

Detail Services:

11/12/09	0.40	GRAVES, JEREMY L	EMAILS WITH R. RISSE OF NV ENERGY REGARDING ADEQUATE ASSURANCE REQUEST (.2); REVIEW PROPOSED STIPULATION FROM NV ENERGY (.2).
11/13/09	0.40	GRAVES, JEREMY L	REVIEW REVISED PROPOSED STIPULATION FROM NV ENERGY.
11/16/09	0.40	GRAVES, JEREMY L	FINALIZE STIPULATION WITH NV ENERGY REGARDING ADEQUATE ASSURANCE AND EMAIL P. MILLER (BMHC) REGARDING SAME.
11/23/09	0.30	GRAVES, JEREMY L	CORRESPOND WITH P. MILLER (BMHC) REGARDING THREATS TO SHUT OFF POWER FOR NON-PAYMENT OF PREPETITION BILLS.

Paul Street, Esq.
Senior Vice President, General Counsel and Secretary
Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712-7714

CLASS ACTION ISSUES
08299-00125

For Services Rendered Through November 30, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
SASCHA M. GLECKLER	0.50	\$ 495.00	\$ <u>247.50</u>
Total Services			\$ 247.50
Total Services, Costs/Charges			247.50
BALANCE DUE			<u>\$ 247.50</u>

CLASS ACTION ISSUES
08299-00125

Detail Services:

11/17/09

0.50 GLECKLER, SASCHA M

TELEPHONE CALL WITH E. FRANKLIN RE INDIVIDUAL
WAGE CLAIMS (.3); LOCATE ACEVEDO
DOCUMENTATION RE SAME AND PROVIDE TO E.
FRANKLIN (.2).

EXHIBIT E – Expense Records

Paul Street, Esq.
Senior Vice President, General Counsel and Secretary
Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712-7714

DISBURSEMENTS
08299-00124

<u>COSTS/CHARGES</u>	<u>TOTAL</u>	
IN HOUSE DUPLICATION	\$ 438.60	
LODGING	1,885.08	
MEALS	662.62	
MESSENGER AND COURIER EXPENSE	307.43	
ON-LINE RESEARCH (LEXIS)	560.34	
ON-LINE RESEARCH (WESTLAW)	2,633.90	
OUTSIDE DUPLICATION AND BINDING	786.24	
POSTAGE	0.61	
TELEPHONE CHARGES	329.59	
TRAVEL - AIR & RAIL	8,833.39	
TRAVEL - MISCELLANEOUS (TIPS)	54.00	
TRAVEL - PARKING	36.00	
TRAVEL - TAXI & OTHER MODES/MILES	<u>590.26</u>	
Total Costs/Charges		<u>17,118.06</u>
BALANCE DUE		<u>\$ 17,118.06</u>

DISBURSEMENTS
08299-00124

Detail Costs/Charges:

In House Duplication

10/30/09	15.30	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/30/09
11/02/09	165.10	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 11/02/09
11/03/09	10.60	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 11/03/09
11/04/09	36.50	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 11/04/09
11/05/09	10.10	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 11/05/09
11/06/09	35.60	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 11/06/09
11/09/09	18.10	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 11/09/09
11/10/09	10.50	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 11/10/09
11/11/09	1.10	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 11/11/09
11/12/09	64.30	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 11/12/09
11/13/09	14.20	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 11/13/09
11/16/09	7.90	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 11/16/09
11/18/09	23.30	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 11/18/09
11/30/09	26.00	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 11/30/09

Lodging

10/07/09	415.90	VENDOR: MITCHELL A. KARLAN; INVOICE#: 10/06-10/07/09; DATE: 10/7/2009 - WILMINGTON, DE/HOTEL DUPONT/RM CHARGE, FAX/COPIES; TRAVEL FOR HEARING
10/29/09	598.72	VENDOR: AARON G. YORK; INVOICE#: 10/28-10/30/09; DATE:

10/29/2009 - 10/28-10/30/09 W SAN FRANCISCO HOTEL/ROOM;
TRAVEL TO SAN FRANCISCO, CA TO ATTEND MEETING RE PLAN
TRANSACTIONS

10/30/09 445.87 VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/28-10/30/09;
DATE: 10/30/2009 - 10/28-10/29/09 W SAN FRANCISCO
HOTEL/ROOM, PHONE, INTERNET; TRAVEL TO SAN FRANCISCO,
CA TO ATTEND MEETING RE PLAN EFFECTIVE DATE
DOCUMENTS AND EXIT FINANCING ADDEMDUM ISSUES

10/30/09 424.59 VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/28-10/30/09;
DATE: 10/30/2009 - 10/29-10/30/09 ST. REGIS HOTEL/ROOM,
PHONE, INTERNET; TRAVEL TO SAN FRANCISCO, CA TO ATTEND
MEETING RE PLAN EFFECTIVE DATE DOCUMENTS AND EXIT
FINANCING ADDEMDUM ISSUES

Meals

10/06/09 33.90 VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/06/09-1; DATE:
10/6/2009 - QUALITY MEATS/PRE DINNER DRINKS; MEETING
WITH KEVIN FISHER

10/07/09 6.50 VENDOR: MITCHELL A. KARLAN; INVOICE#: 10/06-10/07/09; DATE:
10/7/2009 - WILMINGTON, DE/HOTEL DUPONT/MEAL; TRAVEL
FOR HEARING

10/18/09 180.38 VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS, INC.;
INVOICE#: 584126; DATE: 10/18/2009 - 129466200, 10/12/09, M.
ROSENTHAL, BMHC - CLIENT MEETING, 12 ATTENDING/BFG/D.
MACRI

10/25/09 119.59 VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS, INC.;
INVOICE#: 586540; DATE: 10/25/2009 - 130471062, 10/21/09, J.
COTRERAS, 8 ATTENDING/D. MACRI/S. FAGA FOR B. GIBSON

10/29/09 301.35 VENDOR: J AND V CATERING; INVOICE#: 66517; DATE: 10/29/2009
- BREAKFAST AND LUNCH FOR BMHC MEETING/M. ROSENTHAL

10/30/09 20.90 VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/28-10/30/09;
DATE: 10/30/2009 - 10/29-10/30/09 ST. REGIS HOTEL/MEAL;
TRAVEL TO SAN FRANCISCO, CA TO ATTEND MEETING RE PLAN
EFFECTIVE DATE DOCUMENTS AND EXIT FINANCING
ADDEMDUM ISSUES

Messenger and Courier Expense

10/04/09 109.18 VENDOR: DELUXE DELIVERY SYSTEMS, INC.; INVOICE#: 093844;
DATE: 10/4/2009 - W0422227, 10/2/09, J. CONTRERAS, FROM GDC

TO M. KARLAN/BFG/N. STEELE

10/31/09	160.69	VENDOR: SPECIAL DELIVERY SERVICE, INC.; INVOICE#: 319346; DATE: 10/31/2009 - COURIER TO GALVESTON TO FILE NOTICE OF BANKRUPTCY, OBTAIN COPY OF DOCKET SHEET IN WILSON V. KENDALL RILEY HOMES, INC., ET AL.; CASE NO. 08CV0360, 10TH JUDICIAL DISTRICT COURT, GALVESTON COUNTY, TEXAS AND RETURN FILE-STAMPED COPY OF FILING WITH DOCKET VIA FAX/J. GRAVES
11/05/09	24.21	UNITED PARCEL SERVICE UP1107 INVOICE 00000975463459 SHIP DATE 11/05/2009 TRACKING NO: 1Z9754630195013533 FROM: MARISELA ARVAYO, GIBSON, DUNN & CRUTCHER LL, IRVINE, CA TO: SUSAN REIMERS, BUILDING MATERIALS HOLDING , BOISE, ID
11/09/09	13.35	UNITED PARCEL SERVICE UP1114 INVOICE 00000975463469 SHIP DATE 11/09/2009 TRACKING NO: 1Z9754630190722919 FROM: MARISELA ARVAYO, GIBSON, DUNN & CRUTCHER LL, IRVINE, CA TO: MATTHEW R. VANDERZAN, PAUL, HASTINGS, ET AL., SAN FRANCISCO, CA

On-Line Research (Lexis)

10/28/09	59.97	GRAVES, JEREMY L LEXIS RESEARCH	10/28/09	08299-00124
11/05/09	24.97	GRAVES, JEREMY L LEXIS RESEARCH	11/05/09	08299-00124
11/09/09	197.67	GRAVES, JEREMY L LEXIS RESEARCH	11/09/09	08299-00124
11/10/09	69.93	GRAVES, JEREMY L LEXIS RESEARCH	11/10/09	08299-00124
11/11/09	134.90	GRAVES, JEREMY L LEXIS RESEARCH	11/11/09	08299-00124
11/25/09	72.90	GRAVES, JEREMY L LEXIS RESEARCH	11/25/09	08299-00124

On-Line Research (Westlaw)

11/04/09	177.60	FLOYD, CHARLIE	11/04/09	08299-00125	WESTLAW RESEARCH AND PRINTING CHARGES
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Invoice Date: December 3, 2009

Due and Payable Upon Receipt

Invoice No. 2009121212

11/05/09	263.74	FLOYD,CHARLIE	11/05/09	08299-00125	WESTLAW RESEARCH AND PRINTING CHARGES
11/06/09	350.52	FLOYD,CHARLIE	11/06/09	08299-00125	WESTLAW RESEARCH AND PRINTING CHARGES
11/10/09	369.70	FLOYD,CHARLIE	11/10/09	08299-00125	WESTLAW RESEARCH AND PRINTING CHARGES
11/11/09	267.57	FLOYD,CHARLIE	11/11/09	08299-00124	WESTLAW RESEARCH AND PRINTING CHARGES
11/11/09	128.98	FLOYD,CHARLIE	11/11/09	08299-00125	WESTLAW RESEARCH AND PRINTING CHARGES
11/17/09	647.25	JERNIGAN,FINITY	11/17/09	08299-00111	WESTLAW RESEARCH AND PRINTING CHARGES
11/20/09	417.88	GUILD,JOHN	11/20/09	08299-00124	WESTLAW RESEARCH AND PRINTING CHARGES
11/22/09	10.66	GUILD,JOHN	11/22/09	08299-00124	WESTLAW RESEARCH AND PRINTING CHARGES

Outside Duplication and Binding

10/15/09	642.99	VENDOR: DOCUMENT TECHNOLOGIES LLC DBA DTI SKYLIN; INVOICE#: 492245; DATE: 10/15/2009 - OUTSIDE DUPLICATION- CX1 OF 6 CDS TO BE PRINTED IN A FEW HOURS, TKT#69871, REQUESTED BY R. FALEL/BFG			
11/05/09	137.44	VENDOR: NO RUSH CHARGE REPROGRAPHICS, INC.; INVOICE#: 15995; DATE: 11/5/2009 - 142 SQ FT OVERSIZE DOCUMENTS/PLANS/A. DIAZ/L. WASSER			
11/09/09	5.81	VENDOR: NO RUSH CHARGE REPROGRAPHICS, INC.; INVOICE#: 16021; DATE: 11/9/2009 - 6 SQ FT OVERSIZE DOCUMENTS/PLANS/A. DIAZ/L. WASSER			

Postage

11/10/09	0.61	10/29 & 30/09, M. ROSENTHAL, 1ST CLASS MAIL			
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Telephone Charges

Invoice Date: December 3, 2009

Due and Payable Upon Receipt

Invoice No. 2009121212

10/26/09	15.26	CONFERENCEING SERVICES BY MICHAEL ROSENTHAL
10/28/09	11.11	CONFERENCEING SERVICES BY MICHAEL ROSENTHAL
10/29/09	14.72	CONFERENCEING SERVICES BY MICHAEL ROSENTHAL
10/29/09	19.85	CONFERENCEING SERVICES BY MICHAEL ROSENTHAL
10/29/09	9.39	CONFERENCEING SERVICES BY MICHAEL ROSENTHAL
10/31/09	34.69	CONFERENCEING SERVICES BY CROMWELL R. MONTGOMERY
11/03/09	5.70	1(650)320-1837 11/03/2009 PALO ALTO CA
11/04/09	2.99	CONFERENCEING SERVICES BY AARON G. YORK
11/04/09	5.32	CONFERENCEING SERVICES BY CROMWELL R. MONTGOMERY
11/05/09	1.90	1(650)320-1837 11/05/2009 PALO ALTO CA
11/05/09	2.66	1(212)508-1663 11/05/2009 NEW YORK NY
11/05/09	32.37	CONFERENCEING SERVICES BY MICHAEL ROSENTHAL
11/06/09	1.14	1(650)320-1837 11/06/2009 PALO ALTO CA
11/07/09	0.52	CONFERENCEING SERVICES BY MICHAEL ROSENTHAL
11/07/09	27.84	CONFERENCEING SERVICES BY MICHAEL ROSENTHAL
11/09/09	1.14	1(415)856-7000 11/09/2009 SNFC CNTRL CA
11/09/09	1.90	1(415)627-9195 11/09/2009 SNFC CNTRL CA
11/09/09	1.14	1(208)331-4382 11/09/2009 BOISE ID
11/12/09	1.52	1(214)755-2090 11/12/2009 GRAND PRAR TX

Invoice Date: December 3, 2009

Invoice No. 2009121212

Due and Payable Upon Receipt

11/12/09	2.66	1(208)331-4381	11/12/2009 BOISE ID
11/12/09	3.42	1(415)856-7088	11/12/2009 SNFC CNTRL CA
11/12/09	61.63	CONFERENCING SERVICES BY AARON G. YORK	
11/13/09	4.18	1(212)508-1616	11/13/2009 NEW YORK NY
11/13/09	1.14	CONFERENCING SERVICES BY AARON G. YORK	
11/14/09	38.50	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
11/19/09	1.52	1(208)331-4382	11/19/2009 BOISE ID
11/20/09	12.25	CONFERENCING SERVICES BY AARON G. YORK	
11/20/09	7.05	CONFERENCING SERVICES BY AARON G. YORK	
11/24/09	6.08	415-489-7647	11/24/09 SNFC CNTRL CA
<u>Travel - Air & Rail</u>			
10/05/09	823.08	AMERICAN EXPRESS LT1011 INVOICE: 55484 INV. DATE: 10/05/2009 TICKET: 7708621634 TRAVEL DATES: 10/06/2009 - 10/06/2009 PASSENGER: GRAVES/JEREMY ITINERARY: DFW/PHL/DFW	
10/05/09	285.00	AMERICAN EXPRESS LT1011 INVOICE: 55514 INV. DATE: 10/05/2009 TICKET: 7708621653 TRAVEL DATES: 10/07/2009 - 10/07/2009 PASSENGER: FALEK/RICHARD ITINERARY: NYP/WIL/NYP	
10/05/09	347.00	AMERICAN EXPRESS LT1011 INVOICE: 55505 INV. DATE: 10/05/2009 TICKET: 7708621628 TRAVEL DATES: 10/06/2009 - 10/06/2009 PASSENGER: KARLAN/MITCHELL A ITINERARY: NYP/WIL/STM	
10/06/09	253.00	AMERICAN EXPRESS LT1011 INVOICE: 1000000 INV. DATE: 10/06/2009 TICKET: 7681710052 TRAVEL DATES: 10/07/2009 - 10/07/2009 PASSENGER: FALEK/RICHARD ITINERARY: NYP/WIL/NYP	

10/07/09	89.00	VENDOR: MITCHELL A. KARLAN; INVOICE#: 10/06-10/07/09; DATE: 10/7/2009 - NY-WILMINGTON, DE/AMTRAK TRAIN FARE TK#4873466706; TRAVEL FOR HEARING
10/07/09	104.00	VENDOR: MITCHELL A. KARLAN; INVOICE#: 10/06-10/07/09; DATE: 10/7/2009 - WILMINGTON, DE-NY/AMTRAK TRAIN FARE TK#09131240105; TRAVEL FOR HEARING
10/13/09	-238.00	AMERICAN EXPRESS LT1018 INVOICE: 67184 INV. DATE: 10/13/2009 TICKET: 7708621653 TRAVEL DATES: 10/07/2009 - 10/07/2009 PASSENGER: FALEK/RICHARD ITINERARY: NYP/WIL/NYP
10/21/09	848.45	AMERICAN EXPRESS LT1025 INVOICE: 56155 INV. DATE: 10/21/2009 TICKET: 7712766595 TRAVEL DATES: 10/22/2009 - 10/22/2009 PASSENGER: GRAVES/JEREMY ITINERARY: DFW/PHL/DFW
10/21/09	149.00	AMERICAN EXPRESS LT1025 INVOICE: 1000000 INV. DATE: 10/21/2009 TICKET: 7681710067 TRAVEL DATES: 10/22/2009 - 10/22/2009 PASSENGER: STREET/PAUL ITINERARY: NYP/WIL
10/22/09	298.00	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/22/09; DATE: 10/22/2009 - 10/22/09 NY-WILMINGTON-NY/AIRFARE (AMTRAK); TRIP TO WILMINGTON, DE TO ATTEND DISCLOSURE STATEMENT HEARING
10/22/09	47.00	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/22/09; DATE: 10/22/2009 - 10/22/09 SERVICE FEE (AMTRAK); TRIP TO WILMINGTON, DE TO ATTEND DISCLOSURE STATEMENT HEARING
10/22/09	-93.60	AMERICAN EXPRESS LT1025 INVOICE: 67434 INV. DATE: 10/22/2009 TICKET: 7681710052 TRAVEL DATES: 10/07/2009 - 10/07/2009 PASSENGER: FALEK/RICHARD ITINERARY: WIL/NYP
10/22/09	-270.00	AMERICAN EXPRESS LT1025 INVOICE: 67436 INV. DATE: 10/22/2009 TICKET: 7708621628 TRAVEL DATES: 10/06/2009 - 10/06/2009 PASSENGER: KARLAN/MITCHELL A ITINERARY: NYP/WIL/STM
10/27/09	911.27	AMERICAN EXPRESS LT1101 INVOICE: 56326 INV. DATE: 10/27/2009 TICKET: 7712766714 TRAVEL DATES: 10/28/2009 - 10/28/2009 PASSENGER: YORK/AARON G ITINERARY:

DFW/SFO/DFW

10/27/09	862.74	AMERICAN EXPRESS LT1101 INVOICE: 56340 INV. DATE: 10/27/2009 TICKET: 7712766726 TRAVEL DATES: 10/28/2009 - 10/28/2009 PASSENGER: CHAMAS/JUSTO ITINERARY: JFK/SFO/JFK
10/29/09	40.00	VENDOR: AARON G. YORK; INVOICE#: 10/28-10/30/09; DATE: 10/29/2009 - 10/28-10/30/09 BAGGAGE FEE; TRAVEL TO SAN FRANCISCO, CA TO ATTEND MEETING RE PLAN TRANSACTIONS
10/30/09	2,311.60	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/28-10/30/09; DATE: 10/30/2009 - 10/28/09 NY-SF/AIRFARE (TKT # UA 7712766690); TRAVEL TO SAN FRANCISCO, CA TO ATTEND MEETING RE PLAN EFFECTIVE DATE DOCUMENTS AND EXIT FINANCING ADDEMDUM ISSUES
10/30/09	49.25	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/28-10/30/09; DATE: 10/30/2009 - 10/28/09 NY-SF/SERVICE FEE (TKT # XD 0508252231); TRAVEL TO SAN FRANCISCO, CA TO ATTEND MEETING RE PLAN EFFECTIVE DATE DOCUMENTS AND EXIT FINANCING ADDEMDUM ISSUES
10/30/09	2,016.60	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/28-10/30/09; DATE: 10/30/2009 - 10/28/09 SF-NT/AIRFARE (TKT # UA 7715367789); TRAVEL TO SAN FRANCISCO, CA TO ATTEND MEETING RE PLAN EFFECTIVE DATE DOCUMENTS AND EXIT FINANCING ADDEMDUM ISSUES
<u>Travel - Miscellaneous (tips)</u>		
10/22/09	15.00	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/22/09; DATE: 10/22/2009 - MISC/TIPS; TRIP TO WILMINGTON, DE TO ATTEND DISCLOSURE STATEMENT HEARING
10/30/09	39.00	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/28-10/30/09; DATE: 10/30/2009 - 10/28-10/30/09 MISC/TIPS; TRAVEL TO SAN FRANCISCO, CA TO ATTEND MEETING RE PLAN EFFECTIVE DATE DOCUMENTS AND EXIT FINANCING ADDEMDUM ISSUES
<u>Travel - Parking</u>		
10/29/09	36.00	VENDOR: AARON G. YORK; INVOICE#: 10/28-10/30/09; DATE: 10/29/2009 - 10/28-10/30/09 PARKING; TRAVEL TO SAN FRANCISCO, CA TO ATTEND MEETING RE PLAN TRANSACTIONS
<u>Travel - Taxi & Other Modes/Miles</u>		
10/07/09	22.00	VENDOR: MITCHELL A. KARLAN; INVOICE#: 10/06-10/07/09; DATE:

10/7/2009 - WILMINGTON, DE-NY/CAB FARE; TRAVEL FOR HEARING

10/09/09	88.23	VENDOR: EXECUTIVE CHARGE,INC. (NY TAXI; INVOICE#: 1862301; DATE: 10/9/2009 - 49065, 9/15/09, J. CONTRERAS, FROM 200 PARK AVE. TO RIDGEFIELD NJ/BFG
10/16/09	146.80	VENDOR: EXECUTIVE CHARGE,INC. (NY TAXI; INVOICE#: 1868808; DATE: 10/16/2009 - 133728, 10/7/09, R. FALEK, FROM 32 LAGOON LN. TO 2 PENN PLAZA/BFG
10/16/09	48.23	VENDOR: EXECUTIVE CHARGE,INC. (NY TAXI; INVOICE#: 1868808; DATE: 10/16/2009 - 224064, 10/7/09, R. FALEK, FROM 401 7TH AVE. TO 200 PARK AVE./BFG
10/22/09	40.00	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/22/09; DATE: 10/22/2009 - CABFARE; TRIP TO WILMINGTON, DE TO ATTEND DISCLOSURE STATEMENT HEARING
10/29/09	88.00	VENDOR: AARON G. YORK; INVOICE#: 10/28-10/30/09; DATE: 10/29/2009 - 10/28-10/30/09 CABFARE; TRAVEL TO SAN FRANCISCO, CA TO ATTEND MEETING RE PLAN TRANSACTIONS
10/30/09	157.00	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/28-10/30/09; DATE: 10/30/2009 - 10/28-10/30/09 CABFARE; TRAVEL TO SAN FRANCISCO, CA TO ATTEND MEETING RE PLAN EFFECTIVE DATE DOCUMENTS AND EXIT FINANCING ADDEMDUM ISSUES

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

In re:

BUILDING MATERIALS HOLDING CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 09-12074 (KJC)

Jointly Administered

AFFIDAVIT OF SERVICE

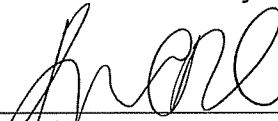
STATE OF DELAWARE)
) SS
NEW CASTLE COUNTY)

Casey S. Cathcart, an employee of the law firm of Young Conaway Stargatt & Taylor, LLP, co-counsel to the above-captioned debtors, being duly sworn according to law, deposes and says that on December 7, 2009, she caused a copy of the foregoing document to be served as indicated upon the parties identified on the attached service list.



Casey S. Cathcart

SWORN TO AND SUBSCRIBED before me this 7th day of December, 2009.



Notary Public
My Commission Expires:



¹ The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

BUILDING MATERIALS HOLDING CORPORATION
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12/7/2009

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**IN THE UNITED STATES BANKRUPTCY COURT
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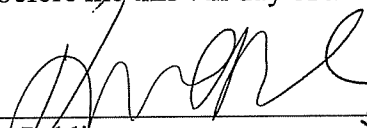
STATE OF DELAWARE)
) SS
NEW CASTLE COUNTY)

Casey S. Cathcart, an employee of the law firm of Young Conaway Stargatt & Taylor, LLP, co-counsel to the above-captioned debtors, being duly sworn according to law, deposes and says that on December 7, 2009, she caused a copy of the notice of the foregoing document to be served as indicated upon the parties identified on the attached service list.

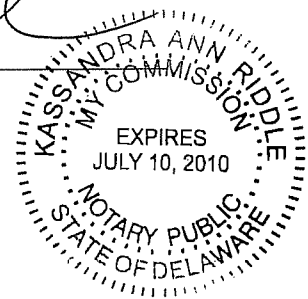


Casey S. Cathcart

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