

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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In re:	)	Chapter 11
	)	
BUILDING MATERIAL HOLDING	)	Case No. 09-12074 (KJC)
CORPORATION, <i>et al.</i> ,	)	
	)	
Debtors	)	Objection Deadline: 28, 2009 at 4:00 p.m. (ET)
	)	
	)	

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**FIFTH APPLICATION OF BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP FOR INTERIM COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS DELAWARE COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM  
NOVEMBER 1, 2009 THROUGH NOVEMBER 30, 2009**

Name of Applicant:	Benesch Friedlander Coplan & Aronoff LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	June 26, 2009
Period for which Compensation and Reimbursement of Expenses is Sought	November 1, 2009 through November 30, 2009
Amount of Compensation Sought as Actual, Reasonable, and Necessary	\$16,277.00
Amount of Expense Reimbursement Sought As Actual, Reasonable, and Necessary:	\$473.12

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

### PREVIOUSLY FILED FEE APPLICATIONS

Fee Application Filed	Total Fees Requested	Total Expenses Requested	Certification of No Objection Filed	Allowed Fees	Allowed Expenses
09/02/09 [Docket No. 556] 6/26/09 – 7/31/09	\$26,405.50	\$300.08	Filed 9/29/09 [Docket No. 671]	\$21,124.40	\$300.08
9/18/09 [Docket No. 643] 8/1/09 – 8/31/09	\$13,029.00	\$50.51	Filed 10/9/09 [Docket No. 733]	\$10,423.20	\$50.51
10/23/09 [Docket No. 770] 9/1/09 – 9/30/09	\$15,119.00	\$1,083.79	Filed 11/11/09 [Docket No. 858]	\$12,095.20	\$1,083.79
11/13/09 [Docket No. 919] 10/1/09 – 10/31/09	\$27,183.00	\$201.53	Filed 12/07/09 [Docket No. 1069]	\$21,746.40	\$201.53
Totals:	\$81,736.50	\$1,635.91		\$65,389.20	\$1,635.91

### TIMEKEEPER SUMMARY

Name of Professional	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bradford J. Sandler, Esquire	Partner since 2007. Admitted to DE Bar in 2001, Member of PA Bar since 1996, Member of NJ Bar since 1995.	\$590.00	22.30	\$13,157.00
Jennifer R. Hoover, Esquire	Associate since 2007. Member of the DE bar since 2007. Member of PA bar since 2001.	\$360.00	0.30	\$108.00
Jennifer E. Smith, Esquire	Associate since 2009. Member of DE bar since 2009.	\$240.00	1.30	\$312.00
Lisa M. Behra, Paralegal	N/A	\$190.00	10.70	\$2,033.00
Elizabeth Hein, Paralegal	N/A	\$230.00	2.90	\$667.00

**TOTAL HOURS BILLED:            37.50**

**TOTAL COMPENSATION:       \$16,277.00**

**BLENDED RATE:               \$434.05**

**COMPENSATION BY PROJECT CATEGORY**

<b>PROJECT CATEGORY</b>	<b>Total Cumulative Hours 06/26/09 – 10/31/09</b>	<b>Total Hours 11/01/09 – 11/30/09</b>	<b>Total Cumulative Fees 06/26/09 – 10/31/09</b>	<b>Total Fees 11/01/09 – 11/30/09</b>
02-Reclamation Claims	0.70	0.00	\$374.50	\$0.00
03-Case Administration	56.90	3.40	\$25,971.50	\$1,263.00
04-Financing	4.60	0.00	\$2,390.00	\$0.00
05-Firm Retention/Fees	19.90	10.40	\$6,548.50	\$3,563.00
06-Other Professionals Retention/Fees	23.40	11.40	\$10,524.50	\$4,266.00
07-Business Operations	7.00	0.40	\$3,811.00	\$236.00
08-Use/Adequate Protection/Relief from Stay	4.70	2.90	\$2,575.00	\$1,711.00
09-Executory Contracts/Unexpired Personal Property Leases	4.00	0.50	\$2,184.00	\$295.00
10-Real Estate Leases	2.00	0.90	\$1,097.50	\$531.00
11-Asset Disposition/Sale	2.00	0.00	\$1,070.00	\$0.00
12-Employee Issues	0.80	0.00	\$450.00	\$0.00
13-Tax	0.00	0.00	\$0.00	\$0.00
14-Environmental	0.00	0.00	\$0.00	\$0.00
15-General Claims Matters	7.00	3.80	\$3,508.50	\$2,242.00
16-Plan and Disclosure Statement	39.70	3.50	\$17,757.50	\$1,993.00
17-Travel	0.00	0.00	\$0.00	\$0.00
18-Litigation	5.00	0.30	\$2,297.00	\$177.00
19-Utilities	1.10	0.00	\$588.50	\$0.00
20-503(b)(9) Claims	1.10	0.00	\$588.50	\$0.00
<b>Totals</b>	<b>179.90</b>	<b>37.50</b>	<b>\$81,736.50</b>	<b>\$16,277.00</b>

### EXPENSE SUMMARY

<b>EXPENSE CATEGORY</b>	<b>SERVICE PROVIDER</b>	<b>CUMULATIVE TOTAL EXPENSES 06/26/09 – 10/31/09</b>	<b>TOTAL EXPENSES 11/01/09 – 11/30/09</b>
Photocopying	In-house	\$548.14	\$158.30
Parcels, Inc. (Copy Service/Courier/E- filing)	Parcels, Inc.	\$827.39	\$38.15
Delivery	Federal Express	\$307.19	\$276.67
Long Distance		\$1.75	\$0.00
Postage		\$0.00	\$0.00
Filing Fees		\$50.00	\$0.00
Computer Research	Westlaw/Pacer	\$5.68	\$0.00
Conference Calls		\$0.00	\$0.00
Transcripts		\$0.00	\$0.00
Facsimile		\$0.00	\$0.00
<b>Total</b>		<b>\$1,740.15</b>	<b>\$473.12</b>

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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In re:	)	Chapter 11
	)	
BUILDING MATERIAL HOLDING	)	Case No. 09-12074 (KJC)
CORPORATION, et al.,	)	
	)	
Debtors	)	<b>Objection Deadline: December 28, 2009 at 4:00</b>
	)	<b>p.m. (ET)</b>
	)	

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**FIFTH APPLICATION OF BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP FOR INTERIM COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS DELAWARE COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM  
NOVEMBER 1, 2009 THROUGH NOVEMBER 30, 2009**

Pursuant to 11 U.S.C. §§ 327 and 1103 and Rule 2014 of the Federal Rules of Bankruptcy Procedure, the law firm of Benesch Friedlander Coplan & Aronoff LLP (hereinafter “BFCA”) hereby submits its Fifth Application for Interim Compensation for Services Rendered and Reimbursement of Expenses as Delaware Counsel to the Official Committee of Unsecured Creditors for the Period from November 1, 2009 through November 30, 2009 (the “Fee Period”) for professional legal services rendered as counsel to the Official Committee of Unsecured Creditors of Building Material Holding Corporation., *et al.* (the “Debtors”). In support of its application, BFCA respectfully represents as follows:

1. On June 16, 2009, the Debtors filed with this Court Voluntary Petitions for relief under Chapter 11 of the Bankruptcy Code. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors were operating their businesses and managing their properties as debtors-in-possession.

2. On June 26, 2009, the United States Trustee appointed the Official Committee of Unsecured Creditors in the Debtors' chapter 11 cases (the "Creditors' Committee" or "Committee").

3. On July 29, 2009, the Creditors' Committee filed an Application to employ BFCA as its Delaware counsel. The Bankruptcy Court entered an Order on August 11, 2009 employing BFCA as Delaware Counsel to the Creditors' Committee effective as of June 26, 2009.

#### **SUMMARY OF SERVICES RENDERED**

4. BFCA has rendered professional legal services to the Creditors' Committee on a regular basis during the Fee Period, including:

- (a) providing legal advice with respect to the Committee's powers and duties with respect to the management of properties of the Estates;
- (b) taking necessary action to protect and preserve the Debtors' Estates;
- (c) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtors' Estates in these cases;
- (d) performing any other legal services for the Committee, in connection with these Chapter 11 cases, except those requiring specialized expertise that BFCA is not qualified to render and for which special counsel has been or will be retained.

#### **SUMMARY OF SERVICES BY PROJECT**

5. To assist the Court in its review of the fees sought by Applicant, BFCA has separated its time entries into the project categories set forth below. The attorneys and paraprofessionals that have rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category in attachments hereto.

(03) Case Administration - (Fees: \$1,263.00 – Total Hours: 3.40)

This category represents time spent on ministerial matters arising in this case, such as file

organization, notices of various events, scheduling hearings or conference calls. This category captures time spent updating dockets, calendars and files.

(05) Firm Retention/Fees – (Fees: \$3,563.00 -- Total Hours: 10.40)

This category represents time spent preparing and coordinating application for employment and fee applications for applicant.

(06) Other Professionals Retention/Fees - (Fees: \$4,266.00 – Total Hours: 11.40)

This category represents time spent preparing and coordinating applications for employment and fee applications for other professionals in these cases.

(07) Business Operations – (Fees: \$236.00 – Total Hours: 0.40)

This category represents time spent attending to matters relating to the operation of the Debtors' businesses, including due diligence, regulatory and license issues, insurance matters and ordinary course professional issues.

(08) Use/Adequate Protection/Relief from Stay – (Fees: \$1,711.00 – Total Hours: 2.90)

This category covers issues relative to Debtors' use of property in which other parties have an interest, including adequate protection and relief from stay issues, recoupment and set off issues.

(09) Executory Contracts/Unexpired Personal Property Leases – (Fees: \$295.00 – Total Hours: 0.50)

This category covers time used on issues regarding executory contracts, motions for assumption or rejection, any unexpired personal property leases, § 365(d)(4)(1) motions to extend time for performance of obligations thereunder, etc.

(10) Real Estate Leases – (Fees: \$531.00 – Total Hours: 0.90)

This category covers issues regarding unexpired real estate leases, including motions for assumption or rejection, motions to extend time for assumption and rejection, etc.

(15) General Claims Matters – (Fees: \$2,242.00 – Total Hours: 3.80)

This category captures time spent in all other claims matters including review and objections thereto.

(16) Plan and Disclosure Statement – (Fees: \$1,993.00 – Total Hours: 3.50)

This category involves all issues regarding plans of reorganization and disclosure statements.

(18) Litigation – (Fees: \$177.00 – Total Hours: 0.30)

This category relates to all postpetition litigation matters in these cases, such as prosecution of avoidance actions, including preparation of complaints, pre-trial statements, attendance at pre-trials, preparation of motions for summary judgment and trial briefs and preparing for and attending trials.

### **DISBURSEMENTS**

6. BFCFA has incurred total out of pocket disbursements during the Fee Period in the amount of \$473.12. This disbursement sum is broken down into categories of charges and is included in attachments hereto.

7. BFCFA represents as follows with regard to its charges for actual and necessary costs and expenses during the Fee Period:

(a) Copy charges are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, together with a margin for recovery of lost expenditures.

(b) Incoming facsimiles are not billed.

(c) Outgoing facsimiles are billed at the rate of \$1.00 per page. The cost represents operator time, maintaining several dedicated facsimile telephone lines, supplies and

equipment, and includes a margin for recovery of lost expenditures.

### **VALUATION OF SERVICES**

8. Attorneys and paraprofessionals of BFCA have expended a total of 37.50 hours in connection with this matter during the Fee Period. A detailed breakdown of the hours spent and services performed by such attorneys and paraprofessionals is set forth in attachments hereto.

9. The nature of the work performed by these persons is fully set forth in the attachments contained in this Application. The rates charged are BFCA's normal hourly rates for work of this character. The reasonable value of the services rendered by BFCA to the Committee during the Fee Period is \$16,277.00.

10. At all relevant times, BFCA has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Creditors' Committee.

11. BFCA has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with the requirements of same.

12. All services for which compensation is requested by BFCA were performed for or on behalf of the Creditors' Committee, and not on behalf of the Debtors or other persons. There is no agreement or understanding between BFCA and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

13. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

WHEREFORE, BFCA respectfully requests compensation for professional services rendered to the Creditors' Committee in the sum of \$16,277.00 and reimbursement of actual and

necessary expenses incurred in the sum of \$473.12 for the period from November 1, 2009 through November 30, 2009, and such other relief as this Court deems just and proper.

Dated: December 10, 2009

Respectfully submitted,

BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP

By: /s/ Bradford J. Sandler

Bradford J. Sandler, Esq. (No.4142)

Jennifer R. Hoover (DE #5111)

222 Delaware Avenue, Suite 801

Wilmington, DE 19801

(302) 442-7010

(302) 442-7012

[bsandler@beneschlaw.com](mailto:bsandler@beneschlaw.com)

[jhoover@beneschlaw.com](mailto:jhoover@beneschlaw.com)

Counsel to the Official Committee of Unsecured  
Creditors

## CERTIFICATION OF RESPONSIBLE ATTORNEY

Pursuant to the Guidelines for Applications for Compensation and Reimbursement of Expenses Adopted by the Executive Office for the United States Trustees Pursuant to the Bankruptcy Reform Act 1994, effective January 30, 1996 (“U.S.T. Guidelines”) and Local Bankruptcy Rule 2016-2 (the “Local Bankruptcy Rules”), the undersigned, as responsible attorney, certifies (a) I have read the foregoing application, (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the compensation and expense reimbursement sought conforms with the U.S.T. Guidelines and the Local Bankruptcy Rules, and (c) the compensation and expense reimbursement requested are billed at rates and in accordance with practices no less favorable to the Debtor than those customarily employed by BFC&A generally.

/s/ Bradford J. Sandler

Bradford J. Sandler, Esq. (No.4142)

Jennifer R. Hoover (DE #5111)

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[jhoover@beneschlaw.com](mailto:jhoover@beneschlaw.com)

Counsel to the Official Committee of Unsecured  
Creditors

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
BUILDING MATERIAL HOLDING	)	Case No. 09-12074 (KJC)
CORPORATION, et al.,	)	
	)	
Debtors	)	Objection Deadline: 28, 2009 at 4:00 p.m. (ET)
	)	
	)	

**NOTICE OF APPLICATION**

TO: **The Debtor, Office of the United States Trustee and Notice Parties**

Benesch Friedlander Coplan & Aronoff LLP has filed its **Fifth Application for Interim Compensation for Services Rendered and Reimbursement of Expenses as Delaware Counsel to the Official Committee of Unsecured Creditors for the Period from November 1, 2009 through November 30, 2009** (the "Application") requesting compensation in the amount of \$16,277.00 and reimbursement of expenses in the amount of \$473.12.

You are required to file a response, if any, to the attached Application with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, DE 19801 on or before **December 28, 2009 at 4:00 p.m. (ET)**.

At the same time, you must also serve a copy of any response upon:

Bradford J. Sandler, Esquire  
Benesch, Friedlander, Coplan & Aronoff LLP  
222 Delaware Ave., Suite 801  
Wilmington, DE 19801

A HEARING ON THIS MATTER WILL BE HELD ON A DATE TO BE DETERMINED BY THE COURT, ONLY IF OBJECTIONS ARE FILED BY **DECEMBER 28, 2009 AT 4:00 P.M. (ET)**. IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE DEBTORS ARE AUTHORIZED TO IMMEDIATELY PAY 80% OF THE COMPENSATION

AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION WITHOUT  
FURTHER NOTICE OR HEARING.

BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP

By: /s/ Bradford J. Sandler

Bradford J. Sandler, Esq. (No.4142)

Jennifer R. Hoover (DE #5111)

222 Delaware Avenue, Suite 801

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[bsandler@beneschlaw.com](mailto:bsandler@beneschlaw.com)

[jhoover@beneschlaw.com](mailto:jhoover@beneschlaw.com)

Counsel to the Official Committee of Unsecured  
Creditors

Dated: December 10, 2009

Case Administration

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2009

Date	Atty	Services	Hours
11/03/09	BJS	Review committee update	0.20
11/13/09	BJS	Review substitution of counsel and discuss with L. Hein regarding 2002 list	0.10
11/17/09	BJS	Review agenda and discuss with J. Smith	0.30
11/17/09	BJS	Review CNO regarding D1 776 and discuss with L. Hein	0.10
11/17/09	BJS	Review CNO regarding D1 777 and discuss with L. Hein	0.10
11/17/09	EH	Review agenda for 11/19/09 hearing	0.20
11/17/09	EH	Prepare binder for 11/19/09 hearing	0.60
11/19/09	BJS	Review order regarding Davis	0.10
11/19/09	BJS	Conference with J. Smith regarding omnibus hearing	0.30
11/19/09	JES	Preparation for and attendance at hearing on 11/19	1.30
11/30/09	BJS	Review operating report	0.10

Case Administration

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$590.00	1.30	\$767.00
			<u>1.30</u>	<u>\$767.00</u>
<u>ASSOCIATE</u>				
JENNIFER E. SMITH	(JES)	\$240.00	1.30	\$312.00
			<u>1.30</u>	<u>\$312.00</u>
<u>PARALEGAL</u>				
ELIZABETH HEIN	(EH )	\$230.00	0.80	\$184.00
			<u>0.80</u>	<u>\$184.00</u>
		TOTAL:	<u>3.40</u>	<u>\$1,263.00</u>

Firm Retention/Fees

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2009

Date	Atty	Services	Hours
11/02/09	EH	Review order appointing fee auditor and additional fee application procedures	0.30
11/03/09	BJS	Review fee auditor order	0.10
11/03/09	BJS	Email with L. Hein regarding fee auditor	0.10
11/03/09	BJS	Various emails with L. Behra regarding D. Oliver's request	0.20
11/03/09	BJS	Various emails with K. Lane regarding D. Oliver's request	0.20
11/03/09	BJS	Various emails with D. Oliver regarding fee applications	0.20
11/03/09	LMS	Telephone calls with Accounting relative to fee auditor's request for monthly application in searchable format	0.20
11/03/09	LMS	Email to B. Sandler regarding fee auditor's request for monthly applications in searchable format	0.20
11/03/09	EH	Email L. Behra regarding appointment of fee auditor and new fee application procedure	0.20
11/06/09	BJS	Various emails with L. Behra regarding fee applications	0.30
11/06/09	LMS	Email to B. Sandler regarding invoices to auditor	0.20
11/06/09	LMS	Telephone call with L. Hein regarding procedures for quarterly fee hearings	0.20
11/06/09	EH	Telephone conference with L. Behra regarding fee auditor and notice of quarterly fee application	0.20
11/09/09	LMS	Review and revise time entries to comply with UST guidelines and Local Rules in preparation of monthly fee application for October 2009	0.50
11/10/09	BJS	Various emails with L. Behra regarding fee auditor	0.20
11/10/09	LMS	Preparation of BFCA monthly fee application for October 2009	1.00
11/11/09	BJS	Review and revise BFCA 4th fee application	0.40

Date	Atty	Services	Hours
11/11/09	BJS	Various emails with L. Behra regarding BFCA 4th fee application	0.20
11/11/09	BJS	Review CNO regarding D1 770 and discuss with L. Hein	0.10
11/11/09	LMS	Continued preparation of BFCA monthly fee application for October 2009	1.30
11/11/09	LMS	Prepare and file CNO regarding BFCA September monthly fee application	0.20
11/12/09	LMS	Revise BFCA monthly fee application for October 2009 to incorporate changes by B. Sandler	0.10
11/13/09	BJS	Review email from L. Behra regarding fee auditor	0.10
11/13/09	LMS	Prepare notice, serve and file BFCA monthly fee application for October 2009	0.40
11/14/09	BJS	Review email from D. Oliver	0.10
11/14/09	BJS	Review fee auditor report regarding BFCA	0.30
11/14/09	BJS	Email from L. Behra, J. Hoover regarding fee auditor report	0.10
11/16/09	BJS	Various emails with L. Behra regarding fee auditor	0.40
11/16/09	JRH	Review initial fee auditor's report, email comments to B. Sandler regarding same	0.30
11/16/09	LMS	Review fee auditor's comments to interim fee application and provide responses to B. Sandler	0.50
11/19/09	BJS	Various emails with D. Oliver regarding BFCA fees	0.20
11/22/09	EH	Review e-file notices and download documents related to committee professionals' fee applications	0.50
11/24/09	BJS	Various emails with R. Pappiti regarding fee hearing	0.20
11/25/09	BJS	Review fee auditor report	0.30
11/30/09	LMS	Review email from Debtor's counsel regarding fee hearings and respond to B. Sandler regarding same	0.20
11/30/09	EH	Review e-file notices and download CNOs for committee professionals' fee applications	0.20

Firm Retention/Fees

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$590.00	3.70	\$2,183.00
			<u>3.70</u>	<u>\$2,183.00</u>
<u>ASSOCIATE</u>				
JENNIFER R HOOVER	(JRH)	\$360.00	0.30	\$108.00
			<u>0.30</u>	<u>\$108.00</u>
<u>PARALEGAL</u>				
LISA M BEHRA	(LMS)	\$190.00	5.00	\$950.00
ELIZABETH HEIN	(EH )	\$230.00	1.40	\$322.00
			<u>6.40</u>	<u>\$1,272.00</u>
TOTAL:			<u>10.40</u>	<u>\$3,563.00</u>

Other Professional Retention/Fees

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2009

Date	Atty	Services	Hours
11/04/09	BJS	Review CNO regarding D1 750 and discuss with L. Hein	0.10
11/06/09	BJS	Various emails with D. Kerrigan regarding ESBA fees	0.40
11/06/09	BJS	Various emails with O. Ruiz regarding ESBA fees	0.20
11/06/09	BJS	Review ESBA fee applications	0.40
11/06/09	BJS	Various emails with L. Behra regarding ESBA fee applications	0.20
11/09/09	BJS	Review fee application of PJS and discuss with L. Hein	0.20
11/10/09	BJS	Review email from D. Kerrigan regarding fee applications	0.10
11/10/09	BJS	Review ESBA quarterly fee application	0.20
11/10/09	BJS	Various emails with O. Ruiz regarding ESBA quarterly fee application	0.20
11/10/09	BJS	Various emails with L. Behra regarding ESBA fee application	0.20
11/10/09	LMS	Prepare and file Executive Sounding Board monthly fee applications for June, July and August 2009	1.90
11/10/09	LMS	Email to B. Sandler regarding requirements for ESBA's monthly and quarterly fee applications	0.20
11/10/09	LMS	Prepare and file Executive Sounding Board First Quarterly Fee Application	0.40
11/10/09	EH	Review e-file notices and download ESBA 1st, 2nd and 3rd monthly fee applications and ESBA 1st quarterly fee application	0.30
11/12/09	BJS	Review ESBA 4th and 5th fee applications	0.30
11/12/09	BJS	Various emails with O. Ruiz regarding ESBA's 4th and 5th fee application	0.20
11/12/09	BJS	Various emails with L. Behra regarding 4th and 5th fee applications	0.20
11/12/09	BJS	Review AF Fee application and discuss with L. Hein	0.30

<b>Date</b>	<b>Atty</b>	<b>Services</b>	<b>Hours</b>
11/12/09	BJS	Various emails with L. Behra regarding AF fee application	0.20
11/13/09	BJS	Various emails with L. Behra regarding ESBA fee applications regarding signature pages	0.20
11/13/09	LMS	Prepare and file Arent Fox monthly fee application for October 2009	0.50
11/13/09	LMS	Prepare and file Executive Sounding Board monthly fee application for September and October 2009	1.30
11/13/09	LMS	Telephone conference with L. Hein regarding amending ESB exhibit	0.20
11/13/09	LMS	Revise and file exhibit for September 2009 fee statement	0.50
11/18/09	BJS	Various emails with Arent Fox regarding fee applications	0.30
11/18/09	BJS	Review CNO regarding D1 802 and discuss with L. Hein	0.10
11/18/09	BJS	Review CNO regarding D1 804 and discuss with L. Hein	0.10
11/18/09	BJS	Review fee application for A&M	0.10
11/18/09	BJS	Review fee application for GDC	0.10
11/18/09	LMS	Prepare and file Arent CNO regarding September monthly fee application	0.20
11/20/09	BJS	Review YCST fee application	0.10
11/25/09	EH	Review e-file notices and download fee auditor reports for first quarterly fee applications	0.20
11/30/09	BJS	Review CNO regarding D1 840 and discuss with L. Hein	0.10
11/30/09	BJS	Review CNO regarding D1 845	0.10
11/30/09	BJS	Review 2 CNOs regarding D1 846 and 847 and discuss with L. Hein	0.10
11/30/09	BJS	Various emails with O. Ruiz regarding objection deadlines	0.20
11/30/09	BJS	Review fee auditor report regarding A&M	0.10
11/30/09	BJS	Telephone call with O. Ruiz regarding ESBA fees	0.20
11/30/09	LMS	Prepare and file CNOs regarding ESB's monthly fee applications for June, July and August	0.40

Date	Atty	Services	Hours
11/30/09	LMS	Respond to inquiry from ESB regarding objection deadlines	0.10

Other Professional Retention/Fees

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$590.00	5.20	\$3,068.00
			<u>5.20</u>	<u>\$3,068.00</u>
<u>PARALEGAL</u>				
LISA M BEHRA	(LMS)	\$190.00	5.70	\$1,083.00
ELIZABETH HEIN	(EH )	\$230.00	0.50	\$115.00
			<u>6.20</u>	<u>\$1,198.00</u>
TOTAL:			<u>11.40</u>	<u>\$4,266.00</u>

Business Operations

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2009

Date	Atty	Services	Hours
11/04/09	BJS	Review declaration of disinterestedness of ordinary course profs	0.10
11/11/09	BJS	Review 13th notice of disinterestedness	0.10
11/17/09	BJS	Review declaration of disinterestedness	0.10
11/19/09	BJS	Review ordinary course professional list	0.10

Business Operations

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$590.00	0.40	\$236.00
			0.40	\$236.00
		TOTAL:	0.40	\$236.00

Use/Adequate Protection/Relief from Stay

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2009

Date	Atty	Services	Hours
11/02/09	BJS	Review motion for relief regarding WL Homes	0.30
11/03/09	BJS	Review motion for relief procedures	0.30
11/04/09	BJS	Review motion of Kouny for relief from stay	0.30
11/16/09	BJS	Review objection to motion for relief regarding Parker	0.30
11/17/09	BJS	Review COC regarding William Lyon Homes	0.30
11/17/09	BJS	Review COC regarding prepetition litigation	0.30
11/19/09	BJS	Review order regarding William Lyons Homes	0.10
11/19/09	BJS	Review omnibus order regarding automatic stay	0.10
11/19/09	BJS	Review order regarding Harris motion	0.10
11/20/09	BJS	Review order regarding Murray Ridge	0.10
11/25/09	BJS	Review order regarding Harris	0.10
11/25/09	BJS	Review COC regarding Harris and discuss with L. Hein	0.30
11/30/09	BJS	Review Ryland's motion for relief	0.30

Use/Adequate Protection/Relief from Stay

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$590.00	2.90	\$1,711.00
			2.90	\$1,711.00
	TOTAL:		2.90	\$1,711.00

Executory Contracts/Unexpired Personal Property Leases

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2009

Date	Atty	Services	Hours
11/17/09	BJS	Review CNO regarding D1 810 and discuss with L. Hein	0.10
11/17/09	BJS	Review CNO regarding D1 778 and discuss with L. Hein	0.10
11/19/09	BJS	Review order regarding GSA	0.10
11/19/09	BJS	Review order regarding subcontract finalization agreement	0.10
11/19/09	BJS	Review order regarding Lone Butte	0.10

Executory Contracts/Unexpired Personal Property Leases

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$590.00	0.50	\$295.00
			0.50	\$295.00
		TOTAL:	0.50	\$295.00

Real Estate Leases

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2009

Date	Atty	Services	Hours
11/03/09	BJS	Review supplement to debtor's motion regarding New Boise lease	0.20
11/12/09	BJS	Review CRP Holding's response to debtor's motion authorizing rejection of lease with Parker Metro and discuss with L. Hein	0.30
11/17/09	BJS	Review CNO regarding D1 775 and discuss with L. Hein	0.10
11/17/09	BJS	Review CNO regarding D1 812 and discuss with L. Hein	0.10
11/19/09	BJS	Review order regarding New Boise lease	0.10
11/23/09	BJS	Review motion to amend Dixon lease	0.10

Real Estate Leases

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$590.00	0.90	\$531.00
			0.90	\$531.00
	TOTAL:		0.90	\$531.00

General Claims Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2009

Date	Atty	Services	Hours
11/03/09	BJS	Review letter from J. Dibus regarding late claim	0.10
11/05/09	BJS	Review 2 notices of submission of claims and discuss with L. Hein	0.10
11/10/09	BJS	Review objection to claims objection by W&F Mfr, and discuss with L. Hein	0.20
11/10/09	BJS	Review Brazos response to claim objection and discuss with L. Hein	0.30
11/10/09	BJS	Review Robertson's objections to claim objection and discuss with L. Hein	0.20
11/10/09	BJS	Review Pineda response to claim objection	0.10
11/10/09	BJS	Review CHK Company's response to claim objection and discuss with L. Hein	0.20
11/12/09	BJS	Review responses of employees claim objection and discuss with L. Hein	0.30
11/12/09	BJS	Review debtor's objection to Weis Builder's motion to enlarge bar date	0.20
11/13/09	BJS	Review response of Monarch Windows to claim objection and discuss with L. Hein	0.20
11/13/09	BJS	Review notice of claim satisfaction	0.10
11/13/09	BJS	Review 3rd objection to claims and discuss with L. Hein	0.30
11/13/09	BJS	Review 4th objection to claims and discuss with L. Hein	0.30
11/13/09	BJS	Review 5th objection to claims and discuss with L. Hein	0.30
11/13/09	BJS	Review 6th objection to claims and discuss with L. Hein	0.30
11/19/09	BJS	Review Dell motion	0.30
11/19/09	BJS	Review order regarding 1st omnibus objection to claims	0.10
11/30/09	BJS	Review motion for leave to file late filed claim regarding Parker	0.20

General Claims Matters

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$590.00	3.80	\$2,242.00
			3.80	\$2,242.00
	TOTAL:		3.80	\$2,242.00

Plan & Disclosure Statement

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2009

Date	Atty	Services	Hours
11/04/09	BJS	Review CNO regarding D1 737 and discuss with L. Hein	0.10
11/10/09	BJS	Review withdrawal of objection to plan regarding Travis County	0.10
11/19/09	BJS	Meeting with K. Lane regarding confirmation issues	1.00
11/19/09	BJS	Review objection to plan by Milligan	0.20
11/21/09	BJS	Review objection to plan regarding County of Carmel	0.30
11/23/09	BJS	Review objection to plan of Bexan County	0.30
11/23/09	EH	Update pleading and docket files; track debtors' extended deadlines regarding plan exclusivity	0.20
11/24/09	BJS	Review objection of CA Tax Board to plan	0.30
11/25/09	BJS	Review Thomas Trust objection to plan	0.30
11/25/09	BJS	Review Nevarro objection to plan	0.30
11/25/09	BJS	Review Satterfield's objection to plan	0.30
11/30/09	BJS	Review declaration in support of objection regarding disclosure statement	0.10

Plan & Disclosure Statement

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$590.00	3.30	\$1,947.00
			<u>3.30</u>	<u>\$1,947.00</u>
<u>PARALEGAL</u>				
ELIZABETH HEIN	(EH )	\$230.00	0.20	\$46.00
			<u>0.20</u>	<u>\$46.00</u>
		TOTAL:	<u>3.50</u>	<u>\$1,993.00</u>

Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2009

<b>Date</b>	<b>Atty</b>	<b>Services</b>	<b>Hours</b>
11/25/09	BJS	Review motion to approve LIUNA settlement	0.30

Litigation

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$590.00	0.30	\$177.00
			0.30	\$177.00
		TOTAL:	0.30	\$177.00

### Document Reproduction

Date	User	Description	Amount
10/05/09	BJS	Document Reproduction 55 copies	5.50
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**Federal Express**

<u>Date</u>	<u>User</u>	<u>Description</u>	<u>Amount</u>
10/28/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 9/18 TO J. J.MCMAHON	13.45
10/28/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 9/18 TO S. BEACH AND R. POPPITI	13.45
10/28/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 9/18TO ATTN PAUL S. STREET	16.01
10/28/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 9/18 TO K. B. FISHER	16.43
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 10/23 TO PAUL STREET	11.41
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 10/23 TO M. ROSENTHAL M. KELSEY	9.59
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 10/23 TO JOSEPH MCMAHON	9.59
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 10/23 TO S. BEACH R. POPPITI JR.	9.59
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 10/23 TO K. FISHER	11.92
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 11/10 TO M. ROSENTHAL M. KELSEY	9.46
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 11/10 TO J. MCMAHON	9.46
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 11/10 TO KEVIN FISHER	11.76
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 11/10 TO PAUL STREET	11.25
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 11/10 TO S. BEACH R. POPPITI JR.	9.46
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 11/13 TO R. KELSEY	13.52
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 11/13 TO S. BEACH R. POPPITI	13.52
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 11/13 TO P. STREET	16.09

11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 11/13 TO JOSEPH MCMAHON	13.52
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 11/13 TO KEVIN FISHER	16.50
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 10/30 TO J MCMAHON	9.59
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 10/30 TO S. BEACH R. POPPITI	9.59
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 10/30 TO M. ROSENTHAL M. KELSEY	9.59
11/29/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 10/30 TO K. FISHER	11.92

TOTAL:

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\$276.67

# Outside Professional Services

Date	User	Description	Amount
11/30/09	BJS	Outside Professional Services - Vendor: PARCELS, INC 7/10	38.15
TOTAL:			<u>\$38.15</u>

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
BUILDING MATERIAL HOLDING	)	Case No. 09-12074 (KJC)
CORPORATION, et al.,	)	
	)	
Debtors	)	
	)	

**CERTIFICATE OF SERVICE**

I, Bradford J. Sandler, Esquire, hereby certify that on December 10, 2009, a true and correct copy of the foregoing document was served via overnight delivery upon all parties on the attached list.

Dated: December 10, 2009

BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP

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