

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

IN RE: )

BUILDING MATERIALS HOLDING )  
CORPORATION, *et al.*,<sup>1</sup> )

Debtors. )

) Chapter 11

) Case No. 09-12074 (KJC)

) Jointly Administered

**FIFTH MONTHLY APPLICATION OF PETER J. SOLOMON COMPANY FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS  
INVESTMENT BANKER AND FINANCIAL ADVISOR TO THE DEBTORS FOR THE  
PERIOD FROM NOVEMBER 1, 2009 TO NOVEMBER 30, 2009**

Name of Applicant:

Peter J. Solomon Company

Authorized to Provide Professional Services as:

Investment Banker and Financial Advisor to  
the Debtors

Date of Retention:

*Nunc Pro Tunc* to June 16, 2009

Period for Which Compensation and  
Reimbursement is Sought:

November 1, 2009 to November 30, 2009.

Amount of Compensation Sought as  
Actual, Reasonable and Necessary:

\$200,000.00

Amount of Expense Reimbursement Sought  
as Actual, Reasonable and Necessary:

\$6,699.21

This Application includes 0.0 hours and \$0.00 in fees incurred in connection with the preparation of Fee Applications.

<sup>1</sup> 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 APPLICATIONS**

			Requested		Approved and/or Paid	
	Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
1	8/13/09	06/16/09 – 07/31/09	\$200,000.00	\$7,859.65	Paid <sup>(b)</sup>	Paid <sup>(b)</sup>
2	9/15/09	08/01/09 – 08/31/09	\$200,000.00	\$0.00	Paid <sup>(b)</sup>	Paid <sup>(b)</sup>
3	10/08/09	09/01/09 – 09/30/09	\$200,000.00	\$29,946.05 <sup>(a)</sup>	Paid <sup>(b)</sup>	Paid <sup>(b)</sup>
4	11/06/09	10/01/09 – 10/31/09	\$200,000.00	\$4,053.24	Paid <sup>(b)</sup>	Paid <sup>(b)</sup>
5	12/06/09	11/01/09 – 11/30/09	\$200,000.00	\$6,699.21	Pending	Pending
<b>TOTALS:</b>			<b>\$1,000,000.00</b>	<b>\$48,558.15</b>	<b>\$800,000.00</b>	<b>\$41,858.94</b>

(a) Includes August and September Expenses.

(b) Less 20% holdback amount.

This is the Fifth Monthly Application.

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

IN RE: )

BUILDING MATERIALS HOLDING )  
CORPORATION, *et al.*,<sup>2</sup> )

Debtors. )

Chapter 11

Case No. 09-12074 (KJC)

Jointly Administered

**FIFTH MONTHLY APPLICATION OF PETER J. SOLOMON COMPANY FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS  
INVESTMENT BANKER AND FINANCIAL ADVISOR TO THE DEBTORS FOR THE  
PERIOD FROM NOVEMBER 1, 2009 TO NOVEMBER 30, 2009**

Pursuant to 11 U.S.C. section 105 and 328, Peter J. Solomon Company ("*PJS*")

hereby moves this Court for an Order awarding it reasonable compensation for professional services rendered as investment banker and financial advisor to the above-captioned debtors and debtors-in-possession (collectively, the "*Debtors*") in the amount of \$200,000.00 together with reimbursement for the period commencing November 1, 2009 through and including November 30, 2009 (the "*Fee Period*") and for actual and necessary expenses incurred in the amount of \$6,699.21 the period commencing November 1, 2009 through and including November 30, 2009 (the "*Expense Period*"). In support of its Application, PJS respectfully represents as follows:

1. PJS was employed *nunc pro tunc* to June 16, 2009 to represent the Debtors as investment banker and financial advisor in connection with these chapter 11 cases pursuant to

<sup>2</sup> 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.

an order entered by this Court on July 16, 2009 [Docket No. 240]. The order authorized PJS to be compensated on an monthly fee basis and to be reimbursed for actual and necessary expenses.

2. All services for which compensation is requested by PJS were performed for or on behalf of the Debtors.

### SUMMARY OF SERVICES RENDERED

3. Attached hereto as *Exhibit A* is a detailed statement of fees incurred during the Fee Period, showing the amount of \$200,000.00 due for fees incurred during the period of November 1, 2009 through November 30, 2009. Attached hereto as *Exhibit B* is a detailed statement of expenses incurred during the Expense Period, November 1, 2009 through November 30, 2009, showing the amount of \$6,699.21 due for reimbursement of expenses.

4. The services rendered by PJS during the Fee Period are grouped into the categories set forth in *Exhibit A* attached hereto. The professionals who rendered services relating to each category are identified in *Exhibit A* attached hereto.

### DISBURSEMENTS

5. PJS incurred out-of-pocket disbursements during the Expense Period in the amount of \$6,699.21. This disbursement sum is broken down into categories of charges, including, among other things, travel, taxi fares, lodging, legal, meals, word processing, copies / duplication, faxing, research / database, telephone / communications, courier services and shipping. A complete review by category of the expenses incurred during the Expense Period may be found in *Exhibit B* attached hereto.

6. Pursuant to Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "*Local Rules*"), PJS represents that its rate for duplication is \$0.10 per page, its rate for outgoing

telecopier transmissions is \$1.00 per page (excluding related long distance charges), and there is no charge for incoming telecopier transmissions.

### VALUATION OF SERVICES

7. Professionals of PJS have expended a total of 227.5 hours in connection with this matter during the Fee Period.

8. The amount of time spent by each of these persons providing services to the Debtors during the Fee Period is fully set forth in *Exhibit A* attached hereto. The reasonable value of the services rendered by PJS during the Fee Period as investment banker and financial advisor to the Debtors is \$200,000.00.

9. PJS believes that the time and expense entries included in Exhibits A and B attached hereto are in compliance with the requirements of Del. Bankr. LR 2016-2.

10. In accordance with the factors enumerated in 11 U.S.C. section 328, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

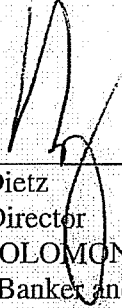
11. This Application covers the Fee Period and Expense Period from November 1, 2009 through and including November 30, 2009. PJS has and will continue to perform additional necessary services subsequent to November 30, 2009, for which PJS will file subsequent fee applications.

WHEREFORE, PJS respectfully requests that allowance be made to it in the sum of \$200,000.00 as compensation for necessary professional services rendered to the Debtors during the Fee Period, and the sum of \$6,699.21 for reimbursement of actual and necessary costs and expenses incurred during the Expense Period, and further requests such other and further relief as this Court may deem just and proper.

Dated:

Wilmington, Delaware

December 10, 2009



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Bradley I. Dietz  
Managing Director  
PETER J. SOLOMON COMPANY  
Investment Banker and Financial Advisor to the Debtors  
and Debtors-in-Possession

VERIFICATION

STATE OF NEW YORK    )  
                                  )  
NEW YORK COUNTY    )

SS:

Bradley I. Dietz, after being duly sworn according to law, deposes and says:

1. I am a managing director in the applicant firm, Peter J. Solomon Company.
2. I have personally performed many of the services rendered by Peter J. Solomon Company as investment banker and financial advisor to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the professionals 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.

  
\_\_\_\_\_  
BRADLEY I. DIETZ

SWORN TO AND SUBSCRIBED before me this 10 day of December, 2009.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 3/31/2011

**LORRAINE R. MACKEY**  
**NOTARY PUBLIC, STATE OF NEW YORK**  
**No. 01MA5075288**  
**Qualified in Nassau County**  
**Commission Expires March 31, 2011**

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

In re:

BUILDING MATERIALS HOLDING  
CORPORATION, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 09-12074 (KJC)

Jointly Administered

**Objection Deadline: December 28, 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 **Fifth Monthly Application of Peter J. Solomon Company for Allowance of Compensation and Reimbursement of Expenses as Investment Banker and Financial Advisor to the Debtors for the Period from November 1, 2009 to 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 \$200,000.00 and expenses in the amount of \$6,699.21.

**PLEASE TAKE FURTHER NOTICE** that objections to the Application, if any, must be filed on or before **December 28, 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.

**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, ID 83712 (Attn.: Paul S. Street); (ii) counsel to the Debtors: (a) Gibson, Dunn &

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<sup>1</sup> If applicable, the Debtors, along with the last four digits of each Debtor's tax identification number, and chapter 11 case number, are as follows: Building Materials Holding Corporation (4269) Case No. 09-12074, BMC West Corporation (0454) Case No. 09-12075, SelectBuild Construction, Inc. (1340) Case No. 09-12076, SelectBuild Northern California, Inc. (7579) Case No. 09-12077, Illinois Framing, Inc. (4451) Case No. 09-12078, C Construction, Inc. (8206) Case No. 09-12079, TWF Construction, Inc. (3334) Case No. 09-12080, H.N.R. Framing Systems, Inc. (4329) Case No. 09-12081, SelectBuild Southern California, Inc. (9378) Case No. 09-12082, SelectBuild Nevada, Inc. (8912) Case No. 09-12083, SelectBuild Arizona, LLC (0036) Case No. 09-12084, and SelectBuild Illinois, LLC (0792) Case No. 09-12085. The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.



Crutcher LLP, 200 Park Avenue, New York, NY 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, DE 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, DE 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, DE 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, CA 94105 (Attn.: Kevin B. Fisher) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 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 10, 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**

December 10, 2009

Building Materials Holding Corporation  
Four Embarcadero Center, Suite 3250  
San Francisco, CA 94111

Attention: William M. Smartt  
Senior Vice President and Chief Financial Officer

INVOICE

Fee amount due for the month of November 2009 per  
section 3(b) of Engagement Letter dated  
March 31, 2009:

\$200,000.00

Less fee holdback amount, 20%

40,000.00

Net fee amount

160,000.00

Out-of-pocket expenses for the period  
November 1, 2009 through November 30, 2009:

Research and copies

\$1,300.46

Travel and meetings

4,997.86

Conference calls and other communications

400.89

6,699.21

**Amount due upon receipt**

\$166,699.21

*Please remit payment by wire transfer in U.S. Dollars to:*

Bank of America

1185 Avenue of the Americas

New York, NY 10036

**ABA # 026 009 593 (ACH transfers, use # 021 000 322)**

For further credit to: **Peter J. Solomon, L.P.**

**Account number 94292 62215**

**HOURS BY PROJECT CATEGORY**

<b>Category</b>	<b>Hours</b>
Preparation / Review of Court Filings (B001)	4.00
Capital Structure Review and Analysis (B002)	0.00
Financing, Including DIP and Exit Financing (B003)	89.00
Valuation Analysis (B004)	41.50
Creditor Committee Updates (B005)	10.25
Business Operations Analysis (B006)	24.00
Miscellaneous (B007)	2.75
Board / Company Calls and Meetings (B008)	52.50
Third Party M&A Activity (B009)	3.50
<b>TOTAL HOURS:</b>	<b>227.50</b>

**INDIVIDUALS RENDERING SERVICES**

<b>Individual</b>	<b>Position</b>	<b>Hours</b>
Bradley I. Dietz	Managing Director	70.00
Paul Croci	Associate Director	74.25
Paul Guarino	Associate	83.25
<b>Total</b>		<b>227.50</b>

## BMHC Hourly Detail

BMHC - Summary of Hours  
Month Ending November 30, 2009

PJSC Code	Professional	Date	Hours	Code	Category	Explanation
BD	Brad Dietz	11/2/2009	1.0	1	Preparation / Review of Court Filings	Review of Draft Final Fee App
BD	Brad Dietz	11/3/2009	2.0	3	Financing Including DIP and Exit Financing	Liquidity at Exit Covenant Review
BD	Brad Dietz	11/3/2009	0.5	3	Financing Including DIP and Exit Financing	Exit Cost / Liquidity Review
BD	Brad Dietz	11/4/2009	1.0	8	Business Operations Analysis	Review of actual financial results
BD	Brad Dietz	11/4/2009	0.5	11	Misc	Accounting Call - Mgmt
BD	Brad Dietz	11/4/2009	1.3	13	Third Party M&A	Call with Third Party Investor
BD	Brad Dietz	11/4/2009	1.0	3	Financing Including DIP and Exit Financing	Review/Comment Exit Facility Doc
BD	Brad Dietz	11/5/2009	1.5	12	Board & Company Meetings / Calls	Tax update call
BD	Brad Dietz	11/5/2009	1.0	3	Financing Including DIP and Exit Financing	Covenant review
BD	Brad Dietz	11/5/2009	0.5	3	Financing Including DIP and Exit Financing	Call with GT
BD	Brad Dietz	11/6/2009	1.5	4	Valuation Analysis	Review of Refund on Liquidation
BD	Brad Dietz	11/6/2009	1.5	7	Creditor Committee Updates	Call with UCC on Tax refund
BD	Brad Dietz	11/7/2009	1.0	12	Board & Company Meetings / Calls	Mgmt call on Tax Refund
BD	Brad Dietz	11/7/2009	1.0	4	Valuation Analysis	Call with Street re Tax Refund
BD	Brad Dietz	11/8/2009	2.5	4	Valuation Analysis	Refresh of Liquidation analysis
BD	Brad Dietz	11/9/2009	1.0	12	Board & Company Meetings / Calls	Tax Pre-call
BD	Brad Dietz	11/9/2009	1.0	12	Board & Company Meetings / Calls	Tax call
BD	Brad Dietz	11/9/2009	1.0	8	Business Operations Analysis	Analysis of GF tax assumptions
BD	Brad Dietz	11/10/2009	1.0	12	Board & Company Meetings / Calls	PWC Tax calls
BD	Brad Dietz	11/10/2009	1.0	8	Business Operations Analysis	Review of CODI calculation with Croci / Guarino
BD	Brad Dietz	11/12/2009	1.3	12	Board & Company Meetings / Calls	Tax Refund Issues Call
BD	Brad Dietz	11/12/2009	1.0	4	Valuation Analysis	Call with Smartt re Tax Implications
BD	Brad Dietz	11/12/2009	1.3	3	Financing Including DIP and Exit Financing	Credit doc review / comments
BD	Brad Dietz	11/17/2009	0.5	7	Creditor Committee Updates	Call with ESB
BD	Brad Dietz	11/17/2009	1.0	4	Valuation Analysis	Tax refund analysis review w Croci / Guarino
BD	Brad Dietz	11/18/2009	1.5	12	Board & Company Meetings / Calls	Tax diligence call
BD	Brad Dietz	11/18/2009	1.3	4	Valuation Analysis	Call with GT re Davis/III, w Croci / Guarino
BD	Brad Dietz	11/18/2009	1.5	3	Financing Including DIP and Exit Financing	Call with Proposed Exit Lender
BD	Brad Dietz	11/18/2009	0.8	3	Financing Including DIP and Exit Financing	Call with Proposed Exit Lender
BD	Brad Dietz	11/18/2009	0.8	8	Business Operations Analysis	Davis Bros. EBITDA review
BD	Brad Dietz	11/18/2009	0.5	8	Business Operations Analysis	Call with Street re GF business mgmt learn
BD	Brad Dietz	11/18/2009	0.8	8	Business Operations Analysis	Preparation / Review of materials prior to Mgmt Call
BD	Brad Dietz	11/20/2009	1.0	12	Board & Company Meetings / Calls	Unit Closures call w Mgmt
BD	Brad Dietz	11/20/2009	1.5	3	Financing Including DIP and Exit Financing	Dilig calls with proposed exit lenders
BD	Brad Dietz	11/20/2009	1.3	3	Financing Including DIP and Exit Financing	Discussion of Financial Terms w Proposed Exit Lender
BD	Brad Dietz	11/22/2009	1.0	3	Financing Including DIP and Exit Financing	Call with Proposed Exit Lender
BD	Brad Dietz	11/22/2009	1.3	12	Board & Company Meetings / Calls	Model liquidity review
BD	Brad Dietz	11/22/2009	1.5	3	Financing Including DIP and Exit Financing	Dilig calls with proposed exit lenders
BD	Brad Dietz	11/22/2009	0.8	12	Board & Company Meetings / Calls	Accounting going concern discussion w Mgmt
BD	Brad Dietz	11/23/2009	1.0	7	Creditor Committee Updates	Call with ESB regarding tax refund
BD	Brad Dietz	11/23/2009	1.5	3	Financing Including DIP and Exit Financing	Discussion w Principal related to Proposed Exit Financing
BD	Brad Dietz	11/23/2009	1.3	12	Board & Company Meetings / Calls	Call with Proposed Exit Lender
BD	Brad Dietz	11/23/2009	1.5	3	Financing Including DIP and Exit Financing	Call with Proposed Exit Lender - Expense reimbursement
BD	Brad Dietz	11/24/2009	1.5	12	Board & Company Meetings / Calls	Call w Mgmt and Advisers re covenant changes
BD	Brad Dietz	11/24/2009	3.0	4	Valuation Analysis	Review of Unit Closure Analysis
BD	Brad Dietz	11/24/2009	0.5	3	Financing Including DIP and Exit Financing	Review of timeline with Proposed Exit Lenders
BD	Brad Dietz	11/24/2009	1.0	3	Financing Including DIP and Exit Financing	Discussing model with Proposed Exit Lenders
BD	Brad Dietz	11/24/2009	0.5	8	Business Operations Analysis	Call with Mellor re Recent results
BD	Brad Dietz	11/25/2009	1.0	3	Financing Including DIP and Exit Financing	Call with Proposed Exit Lender re LCs
BD	Brad Dietz	11/27/2009	2.0	3	Financing Including DIP and Exit Financing	Calls with Proposed Exit Lender
BD	Brad Dietz	11/28/2009	3.0	3	Financing Including DIP and Exit Financing	Exit Financing Analysis
BD	Brad Dietz	11/29/2009	2.0	3	Financing Including DIP and Exit Financing	Exit Financing Analysis
BD	Brad Dietz	11/29/2009	2.5	4	Valuation Analysis	Liquidity Analysis - Excluding Davis and III. Review
BD	Brad Dietz	11/29/2009	1.0	12	Board & Company Meetings / Calls	Adviser Call
BD	Brad Dietz	11/29/2009	1.0	3	Financing Including DIP and Exit Financing	Calls with Proposed Exit Lender - Diligence
BD	Brad Dietz	11/29/2009	1.5	3	Financing Including DIP and Exit Financing	Review of Feasibility under proposed new lender terms
BD	Brad Dietz	11/30/2009	0.3	3	Financing Including DIP and Exit Financing	Credit document review
BD	Brad Dietz	11/30/2009	1.0	3	Financing Including DIP and Exit Financing	Discussions with Proposed Exit Lenders
PC	Paul Croci	11/2/2009	1.0	1	Preparation / Review of Court Filings	Final Fee App work w Guarino
PC	Paul Croci	11/3/2009	2.0	3	Financing Including DIP and Exit Financing	Exit Liquidity Analysis
PC	Paul Croci	11/3/2009	0.5	3	Financing Including DIP and Exit Financing	Exit cost estimates review w adviser team
PC	Paul Croci	11/3/2009	0.5	8	Business Operations Analysis	Call w Koller re LCs
PC	Paul Croci	11/4/2009	2.0	3	Financing Including DIP and Exit Financing	Cash flow discussion with Roure
PC	Paul Croci	11/4/2009	0.5	11	Misc	Noise call re KMPG valuation
PC	Paul Croci	11/4/2009	1.3	13	Third Party M&A	Call with Third Party Investor
PC	Paul Croci	11/4/2009	0.5	13	Third Party M&A	Review of Diligence materials to be provided to Third Party Investor
PC	Paul Croci	11/4/2009	1.0	3	Financing Including DIP and Exit Financing	Credit document review / comments
PC	Paul Croci	11/5/2009	1.5	12	Board & Company Meetings / Calls	Adviser call re tax issues
PC	Paul Croci	11/5/2009	0.5	3	Financing Including DIP and Exit Financing	Call with Sven / Guarino
PC	Paul Croci	11/5/2009	1.0	3	Financing Including DIP and Exit Financing	Covenant analysis w GT
PC	Paul Croci	11/6/2009	2.3	4	Valuation Analysis	Tax Refund / Liquidation Refresh
PC	Paul Croci	11/6/2009	1.5	7	Creditor Committee Updates	ESB call re tax refund
PC	Paul Croci	11/7/2009	1.0	12	Board & Company Meetings / Calls	Tax refund call w Company and Advisers
PC	Paul Croci	11/8/2009	3.0	4	Valuation Analysis	Updating liquidation analysis w Guarino
PC	Paul Croci	11/9/2009	1.0	12	Board & Company Meetings / Calls	Adviser / Co. pre-call re Tax Refund
PC	Paul Croci	11/9/2009	1.0	12	Board & Company Meetings / Calls	Adviser / Co. call re Tax Refund
PC	Paul Croci	11/9/2009	1.0	8	Business Operations Analysis	Tax refund analysis w Roure
PC	Paul Croci	11/9/2009	1.5	8	Business Operations Analysis	Cash Flow analysis with Roure and Mallatt and Guarino

PC	Paul Croci	11/9/2009	0.5	11	Misc	BFS capital structure review
PC	Paul Croci	11/10/2009	0.5	12	Board & Company Meetings / Calls	Tax call with Roure
PC	Paul Croci	11/10/2009	1.0	12	Board & Company Meetings / Calls	PWC tax calls
PC	Paul Croci	11/10/2009	1.5	8	Business Operations Analysis	CODI calculation work with PWC and Company
PC	Paul Croci	11/12/2009	1.3	12	Board & Company Meetings / Calls	PWC, Roure and A&M on Tax Refund discussion
PC	Paul Croci	11/12/2009	0.8	3	Financing Including DIP and Exit Financing	Credit Document review / commentary
PC	Paul Croci	11/17/2009	0.5	7	Creditor Committee Updates	Call with ESB re Tax refund
PC	Paul Croci	11/18/2009	0.5	12	Board & Company Meetings / Calls	Tax refund call w Sven and Guarino
PC	Paul Croci	11/18/2009	0.5	12	Board & Company Meetings / Calls	Wind-down discussion w Co.
PC	Paul Croci	11/18/2009	1.5	12	Board & Company Meetings / Calls	Tax diligence call
PC	Paul Croci	11/18/2009	1.3	4	Valuation Analysis	Davis / Ill. Impact call with GT
PC	Paul Croci	11/18/2009	1.5	3	Financing Including DIP and Exit Financing	Introductory call with Proposed Exit Lender
PC	Paul Croci	11/18/2009	0.8	3	Financing Including DIP and Exit Financing	Introductory call with Proposed Exit Lender
PC	Paul Croci	11/18/2009	0.5	3	Financing Including DIP and Exit Financing	NDAs document creation for Proposed lenders
PC	Paul Croci	11/18/2009	0.8	8	Business Operations Analysis	Davis Bros EBITDA projections work
PC	Paul Croci	11/20/2009	1.0	12	Board & Company Meetings / Calls	Call w Mgmt and Advisers re Unit Closures
PC	Paul Croci	11/20/2009	1.5	3	Financing Including DIP and Exit Financing	Diligence Lists review / responses of Proposed Exit Lenders
PC	Paul Croci	11/22/2009	1.0	3	Financing Including DIP and Exit Financing	Introductory call with Proposed Exit Lender
PC	Paul Croci	11/22/2009	1.8	12	Board & Company Meetings / Calls	Calls with Roure re Model / EBITDA
PC	Paul Croci	11/22/2009	1.5	3	Financing Including DIP and Exit Financing	Diligence calls with Proposed exit lenders
PC	Paul Croci	11/22/2009	0.8	12	Board & Company Meetings / Calls	Accounting discussion w Co.
PC	Paul Croci	11/23/2009	1.0	7	Creditor Committee Updates	Call with ESB regarding tax refund
PC	Paul Croci	11/23/2009	1.3	12	Board & Company Meetings / Calls	Call with Proposed Exit Lender
PC	Paul Croci	11/23/2009	1.5	3	Financing Including DIP and Exit Financing	Call with Proposed Exit Lender - Expense reimbursement
PC	Paul Croci	11/23/2009	2.0	8	Business Operations Analysis	BMHC liquidity discussion - Roure
PC	Paul Croci	11/24/2009	1.5	12	Board & Company Meetings / Calls	Covenant change call w mgmt and advisors
PC	Paul Croci	11/24/2009	3.0	4	Valuation Analysis	Unit Closure Analysis
PC	Paul Croci	11/24/2009	0.5	4	Valuation Analysis	Unsecured claim amount review
PC	Paul Croci	11/24/2009	1.0	3	Financing Including DIP and Exit Financing	Model discussion w proposed lenders
PC	Paul Croci	11/25/2009	1.0	3	Financing Including DIP and Exit Financing	Call with Proposed Exit Lender re LCS
PC	Paul Croci	11/27/2009	2.0	3	Financing Including DIP and Exit Financing	Calls with Proposed Exit Lender
PC	Paul Croci	11/28/2009	3.0	3	Financing Including DIP and Exit Financing	Exit Financing Analysis w Guarino
PC	Paul Croci	11/28/2009	2.0	3	Financing Including DIP and Exit Financing	Exit Financing Analysis w Guarino
PC	Paul Croci	11/29/2009	2.5	4	Valuation Analysis	Liquidity Analysis - Excluding Davis and Ill.
PC	Paul Croci	11/29/2009	1.0	12	Board & Company Meetings / Calls	Adviser Call - re taxes and Davis
PC	Paul Croci	11/29/2009	1.0	3	Financing Including DIP and Exit Financing	Proposed Exit Lender - Diligence
PC	Paul Croci	11/28/2009	1.5	3	Financing Including DIP and Exit Financing	Review of Feasibility
PC	Paul Croci	11/30/2009	0.3	3	Financing Including DIP and Exit Financing	Review of Credit document language re debt repayments
PC	Paul Croci	11/30/2009	1.0	3	Financing Including DIP and Exit Financing	Providing diligence information to proposed exit lenders
PC	Paul Croci	11/30/2009	0.5	1	Preparation / Review of Court Filings	Discussion of Dietz Declaration with Guild
PC	Paul Croci	11/30/2009	1.5	12	Board & Company Meetings / Calls	Calls with Roure re Model
PG	Paul Guarino	11/2/2009	1.0	1	Preparation / Review of Court Filings	Work regarding final fee application
PG	Paul Guarino	11/2/2009	0.3	11	Misc	Review of pre-pollition debt holders schedule
PG	Paul Guarino	11/3/2009	2.0	3	Financing Including DIP and Exit Financing	Liquidity at Exit Analysis
PG	Paul Guarino	11/3/2009	0.5	3	Financing Including DIP and Exit Financing	Review of Costs at Exit w Advisers & Co.
PG	Paul Guarino	11/3/2009	0.5	8	Business Operations Analysis	LC call with Kaiter
PG	Paul Guarino	11/4/2009	2.0	3	Financing Including DIP and Exit Financing	Revolver Sensitivity with Roure
PG	Paul Guarino	11/4/2009	1.0	6	Business Operations Analysis	Review of actual financial results
PG	Paul Guarino	11/4/2009	0.5	11	Misc	Call with Boise Mgmt, over KPMG valuation
PG	Paul Guarino	11/4/2009	0.5	13	Third Party M&A	Providing Third Party Investor Diligence materials
PG	Paul Guarino	11/4/2009	1.0	3	Financing Including DIP and Exit Financing	Review of Credit Agreement Draft
PG	Paul Guarino	11/5/2009	1.5	12	Board & Company Meetings / Calls	Tax call with Mgmt and Advisers
PG	Paul Guarino	11/5/2009	0.5	3	Financing Including DIP and Exit Financing	Call with Sven Johnson - Credit Agreement
PG	Paul Guarino	11/5/2009	1.0	3	Financing Including DIP and Exit Financing	Review of Covenants in Draft Credit Agreement
PG	Paul Guarino	11/5/2009	0.5	3	Financing Including DIP and Exit Financing	Review of financial covenants w GT
PG	Paul Guarino	11/6/2009	2.0	4	Valuation Analysis	Tax Refund Impact Analysis
PG	Paul Guarino	11/6/2009	1.5	7	Creditor Committee Updates	Call with UCC on Tax refund
PG	Paul Guarino	11/6/2009	0.8	7	Creditor Committee Updates	Historical Prof. Fee Analysis for ESB
PG	Paul Guarino	11/6/2009	0.5	7	Creditor Committee Updates	Compiling of Historical Waiver fees for ESB
PG	Paul Guarino	11/7/2009	1.0	12	Board & Company Meetings / Calls	Adviser / Co. call re Tax Refund
PG	Paul Guarino	11/7/2009	0.5	12	Board & Company Meetings / Calls	Call with Company to get Revised Liquidation Information
PG	Paul Guarino	11/8/2009	3.0	4	Valuation Analysis	Updating liquidation analysis
PG	Paul Guarino	11/8/2009	1.0	4	Valuation Analysis	Analysis of Tax Refund by Entity w/ Company
PG	Paul Guarino	11/9/2009	1.0	12	Board & Company Meetings / Calls	Adviser / Co. pre-call re Tax Refund
PG	Paul Guarino	11/9/2009	1.0	12	Board & Company Meetings / Calls	Adviser / Co. pre-call re Tax Refund
PG	Paul Guarino	11/9/2009	1.0	8	Business Operations Analysis	Tax Analysis
PG	Paul Guarino	11/9/2009	1.5	8	Business Operations Analysis	Cash Flow analysis with Roure and Mallat
PG	Paul Guarino	11/10/2009	0.5	11	Misc	Review of BFS Rights Offering
PG	Paul Guarino	11/10/2009	0.5	12	Board & Company Meetings / Calls	Tax call with Roure
PG	Paul Guarino	11/10/2009	1.0	12	Board & Company Meetings / Calls	Calls with PWC re: Tax Refund
PG	Paul Guarino	11/10/2009	1.5	8	Business Operations Analysis	Review of CODI calculation with PWC and Company
PG	Paul Guarino	11/12/2009	1.3	12	Board & Company Meetings / Calls	Call with Roure, PWC and A&M on Tax Refund Issues / Elections
PG	Paul Guarino	11/12/2009	0.8	3	Financing Including DIP and Exit Financing	Draft Credit Agreement Review
PG	Paul Guarino	11/17/2009	0.5	7	Creditor Committee Updates	Call with ESB re Tax refund
PG	Paul Guarino	11/17/2009	1.5	4	Valuation Analysis	Preparation of Tax refund analysis
PG	Paul Guarino	11/18/2009	0.5	12	Board & Company Meetings / Calls	Call with Sven re Tax Refund
PG	Paul Guarino	11/18/2009	0.5	12	Board & Company Meetings / Calls	Call with Roure re Further Wind-down
PG	Paul Guarino	11/18/2009	1.5	12	Board & Company Meetings / Calls	Tax diligence call
PG	Paul Guarino	11/18/2009	1.3	4	Valuation Analysis	Call with GT re Unit Closures
PG	Paul Guarino	11/18/2009	1.5	3	Financing Including DIP and Exit Financing	Introductory call with Proposed Exit Lender
PG	Paul Guarino	11/18/2009	0.8	3	Financing Including DIP and Exit Financing	Introductory call with Proposed Exit Lender
PG	Paul Guarino	11/18/2009	0.5	3	Financing Including DIP and Exit Financing	Preparation of NDAs for Proposed Exit Lenders
PG	Paul Guarino	11/18/2009	0.8	8	Business Operations Analysis	Work with A&M and Company to estimate Davis Bros. EBITDA
PG	Paul Guarino	11/20/2009	1.0	12	Board & Company Meetings / Calls	Calls w Mgmt and Advisers re Unit Closures
PG	Paul Guarino	11/20/2009	1.5	3	Financing Including DIP and Exit Financing	Responding to Diligence Lists of Proposed Exit Lenders
PG	Paul Guarino	11/20/2009	3.0	8	Business Operations Analysis	Work with Roure to remove Illinois / Davis from Model
PG	Paul Guarino	11/21/2009	0.5	4	Valuation Analysis	Review of Employee claims in Unsecured claim estimate
PG	Paul Guarino	11/22/2009	1.0	3	Financing Including DIP and Exit Financing	Introductory call with Proposed Exit Lender



PG	Paul Guarino	11/22/2009	1.8	12	Board & Company Meetings / Calls	Calls with Roure / Jeon to check model excluding Davis / Illinois
PG	Paul Guarino	11/22/2009	1.5	3	Financing Including DIP and Exit Financing	calls with Proposed Exit Lenders answering diligence questions
PG	Paul Guarino	11/22/2009	0.8	12	Board & Company Meetings / Calls	Accounting going-concern discussion w Mgmt
PG	Paul Guarino	11/23/2009	1.0	7	Creditor Committee Updates	Call with ESB regarding tax refund
PG	Paul Guarino	11/23/2009	1.3	12	Board & Company Meetings / Calls	Call with Proposed Exit Lender
PG	Paul Guarino	11/23/2009	1.5	3	Financing Including DIP and Exit Financing	Call with Proposed Exit Lender - Expense reimbursement
PG	Paul Guarino	11/23/2009	2.0	8	Business Operations Analysis	Work with Roure / Jeon regarding DMHC sensitivity
PG	Paul Guarino	11/23/2009	0.5	3	Financing Including DIP and Exit Financing	Preparation of NDA for Proposed Exit Lender
PG	Paul Guarino	11/24/2009	1.5	12	Board & Company Meetings / Calls	Calls w Mgmt and Advisers re covenant changes
PG	Paul Guarino	11/24/2009	3.0	4	Valuation Analysis	Unit Closure Analysis
PG	Paul Guarino	11/24/2009	0.5	3	Financing Including DIP and Exit Financing	Review of timeline with Proposed Exit Lenders
PG	Paul Guarino	11/24/2009	0.5	4	Valuation Analysis	Correspondence with GD on Unsecured claims amounts
PG	Paul Guarino	11/24/2009	1.0	3	Financing Including DIP and Exit Financing	Discussing model with Proposed Exit Lenders
PG	Paul Guarino	11/25/2009	1.0	3	Financing Including DIP and Exit Financing	Call with Proposed Exit Lender re LCs
PG	Paul Guarino	11/27/2009	2.0	3	Financing Including DIP and Exit Financing	Calls with Proposed Exit Lender
PG	Paul Guarino	11/29/2009	3.0	3	Financing Including DIP and Exit Financing	Exit Financing Analysis
PG	Paul Guarino	11/29/2009	2.0	3	Financing Including DIP and Exit Financing	Exit Financing Analysis
PG	Paul Guarino	11/29/2009	2.5	4	Valuation Analysis	Liquidity Analysis - Excluding Davis and Ill.
PG	Paul Guarino	11/29/2009	1.0	12	Board & Company Meetings / Calls	Adviser Call
PG	Paul Guarino	11/29/2009	1.0	3	Financing Including DIP and Exit Financing	Calls with Proposed Exit Lender - Diligence
PG	Paul Guarino	11/29/2009	1.5	3	Financing Including DIP and Exit Financing	Review of Feasibility under proposed new lender terms
PG	Paul Guarino	11/30/2009	0.3	3	Financing Including DIP and Exit Financing	Review of Credit document language re debt repayments
PG	Paul Guarino	11/30/2009	1.0	3	Financing Including DIP and Exit Financing	Providing diligence information to proposed exit lenders
PG	Paul Guarino	11/30/2009	0.5	1	Preparation / Review of Court Filings	Discussion of Dietz Declaration with Guild
PG	Paul Guarino	11/30/2009	1.5	12	Board & Company Meetings / Calls	Calls with Roure re Model / Liquidity

Professional	Total Hours	Activity #	Project Description	Total Hours
Anders Maxwell	0.00	1	Preparation / Review of Court Filings	4.00
Brad Dietz	70.00	2	Capital Structure Review and Analysis	0.00
Paul Croci	74.25	3	Financing Including DIP and Exit Financing	89.00
Paul Guarino	83.25	4	Valuation Analysis	41.50
		5	Valuation Hearing - Preparation and Attendance	0.00
		6	Expert Report / Rebuttal Report Preparation	0.00
		7	Creditor Committee Updates	10.25
		8	Business Operations Analysis	24.00
		9	Plan and Disclosure Statement Analysis	0.00
		10	Court Hearings	0.00
		11	Misc	2.75
		12	Board & Company Meetings / Calls	52.50
<b>TOTAL</b>	<b>227.50</b>	13	Third Party M&A	3.50

**EXHIBIT B**

# Peter J. Solomon Company, L. P.

## Expense Breakdown

### *BMHC*

November 1 - 30, 2009

Travel	\$3,376.20
Taxis	\$329.20
Lodging	\$264.65
Miscellaneous	\$0.00
Legal	\$0.00
Meals	\$1,027.81
Word Processing	\$0.00
Duplicating	\$137.70
Faxing	\$0.00
Research/Database	\$1,162.76
Telephone/Communications	\$391.89
Courier Services	\$9.00
Shipping	\$0.00

**Total Billable Expenses: \$6,699.21**

***Total expenses for the month: \$6,699.21***

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

BUILDING MATERIALS HOLDING  
CORPORATION, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 09-12074 (KJC)

Jointly Administered

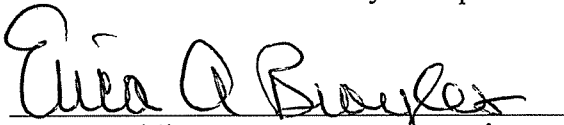
AFFIDAVIT OF SERVICE

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 10, 2009, she caused (i) a copy of the **Fifth Monthly Application of Peter J. Solomon Company for Allowance of Compensation and Reimbursement of Expenses as Investment Banker and Financial Advisor to the Debtors for the Period from November 1, 2009 to November 30, 2009** to be served as indicated upon the parties identified in Exhibit A and (ii) a copy of the **Notice of Peter J. Solomon's Fifth Monthly Application** to be served as indicated upon the parties identified in Exhibit B.

  
\_\_\_\_\_  
Casey S. Cathcart

SWORN TO AND SUBSCRIBED before me this 10th day of September, 2009.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 9/6/2013

**ERICA A. BROYLES**  
**NOTARY PUBLIC**  
**STATE OF DELAWARE**  
My commission expires Sept. 6, 2013

<sup>1</sup> 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.

**EXHIBIT A**

**BUILDING MATERIALS HOLDING CORPORATION**  
**FEE APPLICATION NOTICE PARTIES**  
**12/10/2009**

W. Joseph Dryer, CPA, CIRA  
Don F. Oliver, CPA, CA, CTA  
Direct Fee Review, LLC  
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**EXHIBIT B**

**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**12/10/2009**

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**2002 SERVICE LIST**  
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**12/10/2009**

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**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**12/10/2009**

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Macon, GA 31208-3708  
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Internal Revenue Service  
Attn: Insolvency Section  
11601 Roosevelt Blvd., Mail Drop N781  
P.O. Box 21126  
Philadelphia, PA 19114  
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**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**12/10/2009**

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