

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

-----	X	
In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u> ¹	:	
	:	Jointly Administered
Debtors.	:	
	:	Obj. Deadline: December 31, 2009 @ 4:00 p.m. (ET)
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**VERIFIED SIXTH MONTHLY APPLICATION
OF ARENT FOX LLP FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM NOVEMBER 1, 2009 THROUGH NOVEMBER 31, 2009**

Name of Applicant:	Arent Fox LLP
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>July 10, 2009, <i>nunc pro tunc</i> to June 26, 2009</u>
Period for which compensation and reimbursement are sought:	<u>November 1, 2009 through November 30, 2009</u>
Amount of Compensation sought as actual, reasonable, and necessary:	\$62,167.50
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$526.72
This is a(n): <input checked="checked" type="checkbox"/> monthly <input type="checkbox"/> interim <input type="checkbox"/> final application	

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).

PREVIOUS FEE APPLICATIONS

Fee Application Covered Dates, Date Filed, Doc No.	Total Fee Request	Total Expense Request	Certificate of No Objection/ Certification of Counsel Filing Date, Doc. No.	Total Amount of Fees Approved to Date via Certificate of No Objection (80%)	Total Amount of Expenses Approved to Date via Certificate of No Objection (100%)	Amount of Holdback Fees
First Monthly Fee Application of Arent Fox LLP for June 26, 2009 – June 30, 2009 Filed on July 21, 2009 [Docket No. 513]	\$47,820.50	\$154.50	September 11, 2009 Docket No. 596	\$38,256.40	\$154.50	\$9,564.10
Second Monthly Fee Application of Arent Fox LLP for July 1, 2009 – July 31, 2009 Filed on September 18, 2009 [Docket No. 641]	\$216,997.50	\$4,989.44	October 7, 2009 Docket No. 724	\$173,598.00	\$4,989.44	\$43,399.50
Third Monthly Fee Application of Arent Fox LLP for August 1, 2009 – August 31, 2009 Filed on September 18, 2009 [Docket No. 642]	\$192,395.00	\$2,044.34	October 7, 2009 Docket No. 725	\$153,916.00	\$2,044.34	\$38,479.00
Fourth Monthly Fee Application of Arent Fox LLP for September 1, 2009 – September 30, 2009 Filed on October 30, 2009 [Docket No. 804]	\$215,045.00	\$650.67	November 18, 2009 Docket No. 955	\$172,036.00	\$650.67	\$43,009.00
Fifth Monthly Fee Application of Arent Fox LLP for October 1, 2009 – October 31, 2009 Filed on	\$309,355.50	\$8,032.19	December 7, 2009 Docket No. 1070	\$247,484.40	\$8,032.19	\$61,871.10

November 13, 2009 [Docket No. 920]						
Total:	\$981,613.50	\$15,871.14		\$785,290.80	\$15,871.14	\$196,322.70

This is the Sixth Monthly Fee Application for the period of November 1, 2009 through November 30, 2009.

ARENT FOX LLP'S PROFESSIONALS

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

Name of Professional Person	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Christopher J. Giaimo	Partner since 2005. Member of DC and MD bar since 1998. Member of NY bar since 1995.	\$560	59.1	\$33,096.00
Schuyler G. Carroll	Joined firm as a partner in 2003; Member of NY bar since 1993.	\$670	0.3	\$201.00
Robert G. Honigman	Joined firm as a partner in 2008. Member of DC bar since 1993.	\$565	1.5	\$847.50
Caroline English	Joined firm as an associate in 1996, elevated to partner in 2006. Member of VA bar since 1996 and DC bar since 2003.	\$510	1.3	\$663.00
Katie A. Lane	Joined firm as an associate in 2008. Member of DC bar since 2007. Member of FL bar since 2002.	\$465	27.8	\$12,927.00
Rachel J. Richardson	Joined firm as an associate in 2008. Member of the NY bar since 2004 and DC bar since 2005.	\$410	13.6	\$5,576.00

Name of Professional Person	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Kate B. Briscoe	Joined firm as an associate in 2002. Member of MD bar since 2001 and DC bar since 2003.	\$460	3.6	\$1,656.00
Andrea Campbell	Joined firm as an associate in 2008. Member of DC bar and VA bar since 2009. Member of FL bar since 2008.	\$310	15.4	\$4,774.00
Margo Klosterman	Paraprofessional	\$255	0.2	\$51.00
Sheila Linn	Paraprofessional	\$165	14.4	\$2,376.00
TOTAL			137.2	\$62,167.50

Blended Rate: \$453.12¹

¹ The blended rate is calculated by dividing total fees of \$62,167.50 by the total number of hours of 137.2.

COMPENSATION BY PROJECT CATEGORY
For the Interim Fee Period of November 1, 2009 through November 30, 2009

Project Category	Total Hours	Total Fees
Petition, Schedules, First Day Orders (01)	0.9	\$148.50
Case Management and Operating Expenses (02)	0.0	\$0.00
Corporate and Business Matters (03)	0.0	\$0.00
Sale and Disposition of Assets (04)	0.0	\$0.00
Asset Analysis and Recovery (05)	0.7	\$325.50
Claims Administration and Objections (06)	4.0	\$1,940.00
Miscellaneous Motions and Objections (07)	12.7	\$5,721.00
Committee and Debtor Communications (08)	6.4	\$3,427.00
Adversary Proceedings (09)	0.0	\$0.00
Professional Retention (10)	12.0	\$2,619.00
Plan and Disclosure Statement Matters (11)	23.5	\$12,665.50
Cash Collateral and DIP Financing (12)	0.0	\$0.00
Employee Benefits and Severance, Pensions (13)	0.4	\$124.00
Real Estate and Leasing and Executory Contracts (14)	2.2	\$957.00
Creditor Inquiries (15)	2.0	\$1,072.50
Automatic Stay and Section 362 and 363 Matters (16)	4.9	\$2,687.00
Investigation of Secured Creditor, Equipment Lessors (17)	19.2	\$8,287.00
Utilities and Regulatory Matters (18)	0.0	\$0.00
Chapter 5 Litigation, Collection and Investigation (19)	0.0	\$0.00
Contracts (20)	0.6	\$336.00
Tax (21)	23.2	\$12,074.00
Fee Applications (22)	24.5	\$9,783.50
Environmental Matters (23)	0.0	\$0.00
Creditor Information Sharing and 1102 Services (24)	0.0	\$0.00
TOTALS	137.2	\$62,167.50

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

Expense Category	Service Provider/Description (if applicable)	Total Expenses
Duplicating (\$0.10 / page)		\$187.80
Phone Charges		\$54.27
Taxicabs		\$37.00
Out of Town Transportation		\$229.00
Out of Town Meals		\$18.65
TOTAL		\$526.72

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FOR THE DISTRICT OF DELAWARE**

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In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
	:	Obj. Deadline: December 31, 2009 @ 4:00 p.m. (ET)
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**VERIFIED SIXTH MONTHLY APPLICATION OF
ARENT FOX LLP FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD FROM NOVEMBER 1, 2009 THROUGH NOVEMBER 30, 2009**

Arent Fox LLP (“Arent Fox”) hereby files its Verified Sixth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee (the “Committee”) of Unsecured Creditors of Building Materials Holding Corporation., *et al.* (collectively, “the Debtors”) for the Period from November 1, 2009 through November 30, 2009 (the “Application”) and respectfully states:

Fees and Expenses for Which Allowance is Sought

1. Arent Fox makes this Application pursuant to Sections 330 and 331 of Title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Local Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and this Court’s administrative order establishing procedures for interim compensation and reimbursement of expenses of professionals, dated July 16, 2009 (the “Professional Fee Order”).

2. By this Application, Arent Fox seeks a monthly allowance pursuant to the Professional Fee Order with respect to sums of \$62,167.50 for compensation and \$526.72 for reimbursement of actual and necessary expenses for a total of \$62,694.22 for the period from November 1, 2009 through and including November 30, 2009 (the “Compensation Period”). In support of this Application, Arent Fox respectfully represents as follows:

Background

3. On June 16, 2009, each of the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors remain in possession of their assets as debtors-in-possession pursuant to Section 1107 and 1108 of the Bankruptcy Code.

4. On June 26, 2009, the Office of the United States Trustee appointed the Committee. *See* Docket No. 108. On that same day, the Committee elected to retain Arent Fox as counsel, subject to approval by this Court. On July 10, 2009, the Court approved the retention of Arent Fox as counsel to the Committee *nunc pro tunc* to June 26, 2009. *See* Docket No. 414.

Compensation Paid and Its Source

5. All services for which compensation is requested by Arent Fox were performed for or on behalf of the Committee.

6. Arent Fox has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Arent Fox and any other person other than the partners of Arent Fox for the sharing of compensation to be received for services rendered in these cases.

Time Records

7. A copy of the time records for the Compensation Period is attached hereto as **Exhibit A**. The time records contain daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of Arent Fox's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines adopted by the Office of the United States Trustee, Local Rule 2016-2, and the Professional Fee Order.

Actual and Necessary Expenses

8. A summary of the actual and necessary expenses incurred by Arent Fox during the Compensation Period is also contained in **Exhibit A**. While representing the Committee in these cases, Arent Fox will limit its photocopying expenses to \$.10 per page and its charges for out-going facsimile transmissions to \$1.00 per page, in accordance with the Local Rules. Actual long-distance carrier charges for outgoing facsimile transmissions are reflected in the long-distance telephone charges.

9. Regarding providers of on-line legal research (e.g., Westlaw), Arent Fox charges all of its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal Arent Fox's actual cost. Arent Fox currently is under contract to pay these providers a flat fee every month. Charging its clients the on-line providers' standard usage rates allows Arent Fox to cover adequately the monthly flat fees it must pay to these types of providers.

10. Arent Fox believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, Arent Fox believes that such charges are in accordance with the guidelines of the American Bar Association ("ABA"), as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and

other charges.

Summary of Services Rendered

11. The partners and associates of Arent Fox who have rendered professional services during the Compensation Period are: Christopher Giaimo, Schuyler Carroll, Robert Honigman, Caroline English, Katie Lane, Rachel Richardson, Kate Briscoe, and Andrea Campbell. Margo Klosterman and Sheila Linn are paraprofessionals of Arent Fox who also rendered services in these cases during the Compensation Period.

12. Arent Fox, by and through the above-named persons, has prepared its retention application and has engaged in substantive negotiations with the Debtors and pre-petition lenders regarding the myriad of pleadings filed with the Court and has advised the Committee on a regular basis with respect to various matters in connection with these cases, and performed all necessary professional services which are described and narrated in detail below.

Summary of Services By Project

13. The services rendered by Arent Fox during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on **Exhibit A**. The attorneys and paraprofessionals who 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 **Exhibit A**.

A. Petition, Schedules, First Day Orders (01)

Fees: \$148.50

Total Hours: 0.9

This category includes time spent reviewing the Debtors' schedules, pleadings and other related documents and revising and updating the master pleadings binders maintained by the Committee.

B. Asset Analysis and Recovery (05)

Fees: \$325.50

Total Hours: 0.7

This category includes strategy and analysis with regard to certain assets of the estates, including, but not limited to, the potential D&O claims, real estate holdings, and other potential Debtors' assets available to increase creditor distribution, and the Committee's investigation related thereto.

C. Claims Administration and Objections (06)

Fees: \$1,940.00

Total Hours: 4.0

This category includes reviewing various claims and claim-related filings in these cases, including review of omnibus claim objections, responses/objections thereto, and motions to enlarge the bar date. It also includes an analysis of the impact of such filings on the distribution to unsecured creditors.

D. Miscellaneous Motions and Objections (07)

Fees: \$5,721.00

Total Hours: 12.7

This category includes the review of all motions, responses, stipulations, and proposed settlements filed by the Debtors and other parties in this proceeding, and the preparation of summaries and recommendations to the Committee. In particular, this category includes time spent reviewing various objections to claims filed by the Debtors and reviewing creditors' responses to those objections. Where necessary, and in accordance with the Committee's direction, Arent Fox also negotiated with the Debtors to revise many proposed orders, including those dealing with stay relief issues going forward to endure that terms sought by the Committee were considered and/or built into the orders entered by the Court. Arent Fox also worked with the Debtors to obtain additional information and to gain a better understanding of the relief

sought by certain motions. This category also includes time spent attending hearings on various motions and objections filed in the case.

E. Committee and Debtor Communications, Conferences (08)

Fees: \$3,427.00 Total Hours: 6.4

The Committee and Arent Fox conducted numerous conference calls during the Compensation Period to discuss relevant issues and decide upon strategy and courses of action with regard to the various motions and other issues in these cases, including stay procedures and tax refund legislation. Arent Fox also fielded numerous telephone calls and emails from Committee members and creditors regarding various issues. Arent Fox also prepared numerous Committee status memoranda regarding the status of the cases and impact on the unsecured creditors.

F. Professional Retention (10)

Fees: \$2,619.00 Total Hours: 12.0

This category includes time spent preparing and running necessary searches for connections to the Debtors, the estates, its creditors, and professionals. This category also includes time expended performing further inquiries into possible connections and preparing disclosures of same.

G. Plan and Disclosure Statement Matters and Solicitation (11)

Fees: \$12,665.50 Total Hours: 23.5

This category includes Arent Fox's review of various filings related to the Debtors' Plan including the order approving the Plan stipulation and various objections to Plan confirmation. Arent Fox expended time reviewing the plan supplement filed by the Debtors in support of the plan. Arent Fox also engaged in extensive analysis, discussion and negotiation related to NOL

tax refunds and the possibility of the unsecured creditors' recovery of certain moneys from such tax refunds. Specifically, Arent Fox consulted with ESBA regarding the implications of the infusion of tax refunds into the estates and engaged in discussions with the Debtors' professionals to work through the impact on liquidation analysis. Arent Fox corresponded with the Committee to explain the legislation and the expected impact on the estates.

H. Employee Benefits and Severance, Pensions, ERISA, Labor and Related Litigation (13)

Fees: \$124.00 Total Hours: 0.4

This category includes time spent reviewing and summarizing the Debtors' motion to settle certain labor relations claims.

I. Real Estate and Leasing and Executory Contracts (14)

Fees: \$957.00 Total Hours: 2.20

This category includes time spent reviewing, analyzing and summarizing for the Committee the Debtors' motions to reject certain real property leases.

J. Creditor Inquiries (15)

Fees: \$1,072.50 Total Hours: 2.0

Arent Fox spent time fielding and responding to various inquiries from unsecured creditors in these cases related to the status of the cases, including issues surrounding the solicitation of votes, the Committee's support of the Plan, and inquiries about cure amount issues and objections.

K. Automatic Stay and Section 362 and 363 Matters (16)

Fees: \$2,687.00 Total Hours: 4.9

This category includes time spent reviewing various motions for stay relief filed against the Debtors and the estates. Further time was spent reviewing the Debtors' responses thereto and

summarizing the relief sought in the motions for the Committee. Additional time was spent working with the Debtors on stipulations for stay relief.

L. Investigation of Secured Creditor, Equipment Lessors, and Lienholders (17)

Fees: \$8,287.00 Total Hours: 19.2

This category includes time spent compiling the results of the Committee's due diligence and investigation of the secured lenders into a comprehensive memorandum that Arent Fox provided to the Committee.

M. Contracts (20)

Fees: \$336.00 Total Hours: 0.6

This category includes time spent reviewing various court motions filed with regard to certain executory contracts to which the Debtors are a party. In addition, it includes analysis and correspondence with the Committee's financial advisors regarding the same.

N. Tax (21)

Fees: \$12,074.00 Total Hours: 23.2

This category includes time spent researching and corresponding with the Debtors regarding the transfer of a tax refund related to the Debtors' net operating losses. It further includes time spent investigating legislation related to net operating loss carry backs and understanding the impact of such legislation with respect to the Debtors' 2008 and 2009 losses. Arent Fox's attorneys conferred with its legislative professionals regarding the timing, force and effect of the legislation. Significant time was expended working with the Committee's financial advisors to determine whether sharing in such tax refund proceeds justified deviation from the negotiated plan treatment. Arent Fox performed the necessary research and analysis to formulate a strategy to improve the distribution to the unsecured creditors.

O. Fee Applications (22)

Fees: \$9,783.50

Total Hours: 24.5

This category includes time spent preparing and reviewing Arent Fox's Fifth Monthly Fee Application. It also includes time spent corresponding with the fee auditor appointed in the cases, reviewing requirements for submitting applications to the fee auditor, and discussions with the fee auditor regarding review of Arent Fox's prior fee applications. Finally, it includes time spent analyzing and creating a master chart detailing the fee applications of other parties in the case.

Valuation of Services

14. Attorneys and paraprofessionals of Arent Fox have expended a total of 137.2 hours in connection with this matter during the Compensation Period, as follows:

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Christopher J. Giaimo	59.1	\$560
Schuyler Carroll	0.3	\$670
Robert Honigman	1.5	\$565
Caroline English	1.3	\$510
Katie Lane	27.8	\$465
Kate Briscoe	3.6	\$460
Rachel Richardson	13.6	\$410
Andrea Campbell	15.4	\$310
Margo Klosterman	0.2	\$255
Sheila Linn	14.4	\$165

The nature of the work performed by these persons is fully set forth in **Exhibit A**. These are Arent Fox's normal hourly rates for work of this character. The reasonable value of the services rendered by Arent Fox to the Committee during the Compensation Period is \$62,167.50.

15. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Arent Fox 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 in other cases. Moreover, Arent Fox has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, Arent Fox respectfully requests that the Court authorize that for the period from November 1, 2009 through November 30, 2009, (a) an allowance be made to Arent Fox pursuant to the terms of the Professional Fee Order, with respect to the sum of \$62,167.50 as compensation for the necessary professional services rendered, and the sum of \$526.72 as reimbursement of the actual and necessary expenses, for a total of \$62,694.22; (c) for such other and further relief as this Court may deem just and proper.

Dated: Washington, DC
December 16, 2009

Benesch Friedlander Coplan & Aronoff, LLP

/s/ Bradford J. Sandler
Bradford J. Sandler, Esquire (No. 4142)
Jennifer R. Hoover, Esquire (No. 5111)
Jennifer E. Smith, Esquire (No. 5278)
222 Delaware Ave., Suite 801
Wilmington, DE 19801
302-442-7010 (telephone)
302-442-7012 (facsimile)
bsandler@beneschlaw.com

-and -

ARENT FOX LLP
Christopher J. Giaimo, Jr.
Katie A. Lane
1050 Connecticut Avenue, NW
Washington DC 20036
(202) 857-6424
(202) 857-6395 (Fax)

*Counsel for the Official Committee of
Unsecured Creditors*

CERTIFICATION

I, Christopher J. Giaimo, hereby certify under the penalty of perjury under the laws of the State of Delaware that the following is true to the best of my knowledge, information and belief:

1. I am a member of the firm of Arent Fox LLP (“Arent Fox”), with offices located at 1050 Connecticut Avenue, NW, Washington DC 20036, as well as in New York, NY and Los Angeles, CA, and have been duly admitted to practice before, among others, the Southern District of New York, the District of Maryland, and have been admitted to the United States District Court for the District of Delaware *pro hac vice*.

2. This certification is submitted in support of the attached application (the “Application”) and all capitalized terms not otherwise defined herein are defined in accordance with their usage in the Application.

3. I am familiar with the legal services rendered by Arent Fox as counsel to the Committee during the Compensation Period and I am familiar with the compensation and reimbursement sought by the Application.

4. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have also reviewed Del. Bankr. LR 2016-2 and the Professional Fee Order and submit that the Application substantially complies with such Rule and Order.

Dated: December 16, 2009
Washington, DC

/s/ Christopher J. Giaimo
Christopher J. Giaimo

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

-----	X	
In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
-----	X	

NOTICE OF SIXTH MONTHLY FEE APPLICATION

TO: (I) THE DEBTORS; (II) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; AND (III) ALL PARTIES WHO HAVE FILED AND SERVED REQUESTS FOR NOTICE PURSUANT TO BANKRUPTCY RULE 2002.

PLEASE TAKE NOTICE that on December 16, 2009, Arent Fox LLP, counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors (the “Debtors”) filed the attached **Sixth Monthly Application of Arent Fox LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from November 1, 2009 through November 30, 2009** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Court”), seeking an allowance of fees in the amount of \$62,167.50 and reimbursement of expenses in the amount of \$526.72.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with this Court’s administrative order establishing procedures for interim compensation and reimbursement of expenses of professionals, dated July 16, 2009 [Docket No. 201] (the “Professional Fee Order”), and must be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington,

Delaware 19801, and be served upon and received by (i) the Debtors, Building Materials Holding Corporation, 720 Park Boulevard, Suite 200, Boise, Idaho, 83712, Attn: Paul S. Street; (ii) 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, (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 2270, Lockbox 35, Wilmington, Delaware, 19801, Attn: Joseph McMahon; (iv) counsel for Official Committee of Unsecured Creditors, (a) Arent Fox LLP, 1050 Connecticut Avenue, NW, Washington DC, 20036, Attn: Christopher J. Giaimo and Katie A. Lane, (b) Benesch, Friedlander, Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware, 19801, Attn: Bradford J. Sandler; and (v) Paul, Hastings, Janofsky, & Walker LLP, 55 Second Street, Twenty Fourth Floor, San Francisco, California, 94105, Attn: Kevin B. Fisher, by no later than **December 31, 2009 at 4:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served, and received, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Professional Fee Order, if no objection to the Application is timely filed, served, and received by the Objection Deadline, the Applicant may be paid an amount equal to the lesser of (i) 80% of the fees and 100% of expenses requested in the Application, or (ii) 80% of the fees and 100% of the expenses not

subject to an objection, without the need for further order of the Bankruptcy Court.

Dated: Washington, DC
December 16, 2009

Benesch Friedlander Coplan & Aronoff, LLP

/s/ Bradford J. Sandler
Bradford J. Sandler, Esquire (No. 4142)
Jennifer R. Hoover, Esquire (No. 5111)
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-and -

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*Counsel for the Official Committee of
Unsecured Creditors*

ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Building Materials Holding Corporation, et al. - Official
Official Committee of Unsecured Creditors
c/o Arent Fox LLP
1050 Connecticut Avenue, NW
Washington, DC 20036
Attn: Christopher J. Giaimo

Invoice Number 1225549
Invoice Date 12/08/09
Client Number 031659

Category	Hours	Total

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2009		
00000 General	.00	526.72
00001 Petition, Schedules, First Day Orders	.90	148.50
00005 Asset Analysis and Recovery	.70	325.50
00006 Claims Administration and Objections	4.00	1,940.00
00007 Miscellaneous Motions and Objections	12.70	5,721.00
00008 Committee and Debtor Communications, Conference	6.40	3,427.00
00010 Professional Retention	12.00	2,619.00
00011 Plan and Disclosure Statement Matters and Solici	23.50	12,665.50
00013 Employee Benefits and Severance, Pensions ERISA,	.40	124.00
00014 Real Estate and Leasing and Executory Contracts	2.20	957.00
00015 Creditor Inquiries	2.00	1,072.50
00016 Automatic Stay and Section 362 and 363 Matters	4.90	2,687.00
00017 Investigation of Secured Creditor, Equipment Les	19.20	8,287.00
00020 Contracts	.60	336.00
00021 Tax	23.20	12,074.00
00022 Fee Applications	24.50	9,783.50

Totals	137.20	62,694.22

(00000) MATTER NUMBER
RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

FOR CHARGES:

09/26/09	PHONE CHARGES	8.20
10/06/09	PHONE CHARGES	23.68
09/30/09	PHONE CHARGES	22.39

TOTAL FOR: PHONE CHARGES 54.27

11/16/09	COLOR DUPLICATING User Duplicate Duplication copied 24 on 11/16/2009 at 16:25 hrs	18.00
11/18/09	DUPLICATING SUMMARY User Duplicate Duplication copied 1698 on 11/18/2009 at 15:41 hrs	169.80

TOTAL FOR: DUPLICATING SUMMARY 187.80

11/19/09	TAXICABS - KATIE LANE PARKING/TAXI;TRAVEL DEST: DELAWARE	37.00
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TOTAL FOR: TAXICABS 37.00

11/19/09	OUT-OF-TOWN TRANSPORTATION - KATIE LANE AMTRAK:TRAVEL DEST: DELAWARE	229.00
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TOTAL FOR: OUT-OF-TOWN TRANSPORTATION 229.00

11/19/09	OUT-OF-TOWN MEALS - KATIE LANE MEALS:TRAVEL DEST: DELAWARE	18.65
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TOTAL FOR: OUT-OF-TOWN MEALS 18.65

CURRENT CHARGES 526.72

SUBTOTAL FOR THIS MATTER \$526.72

(00001) MATTER NUMBER

RE: Petition, Schedules, First Day Orders

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
11/11/09	SL LINN	Review docket and update pleadings binders;	.9	148.50

CURRENT FEES

148.50

TIMEKEEPER TIME SUMARY

SHEILA LINN	.9	at \$165.00 =	148.50
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TOTALS	0.9		148.50

SUBTOTAL FOR THIS MATTER

\$148.50

(00005) MATTER NUMBER

RE: Asset Analysis and Recovery

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
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11/13/09	KA LANE	Review draft investigation memorandum prepared by R. Richardson and K. Briscoe.	.7	325.50

CURRENT FEES

325.50

TIMEKEEPER TIME SUMARY

KATIE A. LANE	.7	at \$465.00 =	325.50
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TOTALS	0.7		325.50

SUBTOTAL FOR THIS MATTER

\$325.50

(00006) MATTER NUMBER

RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
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11/03/09	CG GIAIMO	Review critical vendor reports.	.2	112.00
11/09/09	CG GIAIMO	Review numerous responses to omnibus objection to claims.	.7	392.00
11/10/09	CG GIAIMO	Review multiple responses to objections to claims and issues related thereto.	.7	392.00
11/13/09	CG GIAIMO	Review recently filed notices of claim satisfaction.	.2	112.00
11/18/09	AK CAMPBELL	Review and summarize motion to enlarge bar date; discuss the same with K. Lane.	.5	155.00
11/27/09	AK CAMPBELL	Review and summarize third, fourth, fifth and sixth omnibus objections.	.7	217.00
11/30/09	CG GIAIMO	Review filings regarding motion to extend bar date.	.3	168.00
11/30/09	CG GIAIMO	Review motions to file claims and analysis on impact on unsecureds.	.7	392.00

CURRENT FEES

1,940.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	2.8	at \$560.00 =	1,568.00
ANDREA K. CAMPBELL	1.2	at \$310.00 =	372.00
TOTALS	4.0		1,940.00

SUBTOTAL FOR THIS MATTER

\$1,940.00

(00007) MATTER NUMBER

RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
11/02/09	CG GIAIMO	Confer with local counsel regarding hearing agenda and hearing matters.	.2	112.00
11/02/09	KA LANE	Review and comment on Debtors' motion to implement omnibus stay procedures.	.6	279.00
11/02/09	AK CAMPBELL	Review and summarize various motions filed by Debtors.	1.3	403.00
11/10/09	CG GIAIMO	Internal discussions regarding upcoming hearing dates and matters related thereto.	.3	168.00
11/12/09	KA LANE	Review correspondence of counsel regarding multiple docket filings with Court.	.2	93.00
11/12/09	KA LANE	Review various court filings, including multiple responses to Debtors' First Omnibus Non-Substantive Objection.	.8	372.00
11/17/09	KA LANE	Confer with C. Giaimo and A. Campbell regarding review of recently filed court papers.	.4	186.00
11/17/09	KA LANE	Review list of recently filed court papers and determine which require substantive review.	.3	139.50
11/17/09	KA LANE	Telephone conference with A. Campbell regarding review of recently filed court papers.	.1	46.50
11/17/09	AK CAMPBELL	Review docket for new filings; discuss summarizing the same with K. Lane.	.4	124.00
11/17/09	KA LANE	Review agenda for 11/18 omnibus hearing and confer with C. Giaimo regarding attendance at same.	.3	139.50
11/17/09	CG GIAIMO	Confer with K. Lane regarding review and analysis of all recently-filed pleadings for Committee review.	.3	168.00
11/17/09	CG GIAIMO	Review recently-received agenda.	.2	112.00
11/18/09	KA LANE	Confer with A. Campbell regarding items on court hearing agenda and review summaries of same.	.4	186.00
11/18/09	KA LANE	Confer with A. Campbell regarding Weis Builders motion and related issues.	.3	139.50
11/18/09	KA LANE	Prepare for omnibus hearing by reviewing motions and related objections and papers.	1.6	744.00
11/19/09	KA LANE	Non-working travel to and from DE for omnibus hearing (billed at half rate).	1.1	511.50
11/19/09	KA LANE	Attend omnibus hearing.	.8	372.00

11/19/09	CG	GIAIMO	Confer with K. Lane regarding hearing results.	.3	168.00
11/19/09	CG	GIAIMO	Review recently-filed sales and claim-related pleadings.	.4	224.00
11/20/09	KA	LANE	Confer with S. Beach regarding court scheduling issues.	.2	93.00
11/20/09	KA	LANE	Confer with C. Giaimo regarding court scheduling issues.	.1	46.50
11/23/09	KA	LANE	Various correspondence with A. York and other counsel regarding payment of insurance deductible.	.3	139.50
11/23/09	CG	GIAIMO	Confer with K. Lane regarding various pleading and analysis of same.	.3	168.00
11/25/09	CG	GIAIMO	Review LIUNA Plaintiff's motion.	.3	168.00
11/27/09	AK	CAMPBELL	Review and summarize miscellaneous motions/objections filed.	.9	279.00
11/30/09	KA	LANE	Exchange correspondence with counsel regarding status of matter, recently filed documents and reports to Committee.	.3	139.50

CURRENT FEES

5,721.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	2.3	at \$560.00 =	1,288.00
KATIE A. LANE	7.8	at \$465.00 =	3,627.00
ANDREA K. CAMPBELL	2.6	at \$310.00 =	806.00

TOTALS	12.7		5,721.00

SUBTOTAL FOR THIS MATTER

\$5,721.00

(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
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11/02/09	KA LANE	Correspondence to and from Debtors' counsel commenting on Omnibus Stay Procedures motion.	.2	93.00
11/02/09	CG GIAIMO	Calls with R. Garcia regarding pension related claims.	.3	168.00
11/02/09	CG GIAIMO	Additional Committee updates regarding lease rejections.	.2	112.00
11/02/09	CG GIAIMO	Review Committee update on claims objections.	.2	112.00
11/03/09	CG GIAIMO	Committee updates regarding case status.	.3	168.00
11/06/09	KA LANE	Telephone call with R. Richardson regarding due diligence memorandum to Committee.	.2	93.00
11/10/09	KA LANE	Review correspondence from Committee Member Garcia and confer with C. Giaimo regarding same.	.2	93.00
11/10/09	CG GIAIMO	Emails with R. Garcia regarding new tax bill and issues related to possible distribution for creditors.	.4	224.00
11/16/09	CG GIAIMO	Confer with Committee Members regarding tax refund legislation and issues related thereto.	.4	224.00
11/17/09	CG GIAIMO	Continued discussions with R. Garcia regarding tax refund issues.	.4	224.00
11/17/09	CG GIAIMO	Emails with R. Garcia regarding case status matters.	.2	112.00
11/18/09	CG GIAIMO	Emails with R. Garcia regarding Plan and tax refund matters.	.3	168.00
11/18/09	CG GIAIMO	Call with R. Garcia regarding case matters.	.4	224.00
11/23/09	CG GIAIMO	Emails with R. Garcia regarding Plan status.	.2	112.00
11/24/09	AK CAMPBELL	Review docket and strategize with K. Lane on committee updates.	.4	124.00
11/25/09	CG GIAIMO	Call with Robert Garcia regarding issues related to treatment of unsecured creditors, employee and restructuring issues.	1.7	952.00
11/28/09	CG GIAIMO	Review Committee summaries regarding recent filings.	.4	224.00

CURRENT FEES

3,427.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	5.4	at	\$560.00 =	3,024.00
KATIE A. LANE	.6	at	\$465.00 =	279.00
ANDREA K. CAMPBELL	.4	at	\$310.00 =	124.00

TOTALS	6.4			3,427.00

SUBTOTAL FOR THIS MATTER

\$3,427.00

(00010) MATTER NUMBER
RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
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11/04/09	KA LANE	Correspondence with S. Linn regarding connections issues.	.2	93.00
11/05/09	KA LANE	Confer with S. Linn regarding connections search issues and claims trading issues.	.2	93.00
11/06/09	SL LINN	Review docket and prepare supplemental connections search request;	2.1	346.50
11/10/09	AK CAMPBELL	Meet with S. Linn re: drafting supplemental declaration.	.4	124.00
11/10/09	SL LINN	Meeting with A. Campbell regarding supplemental disclosure statement;	.4	66.00
11/12/09	CG GIAIMO	Review and respond to connections issues.	.2	112.00
11/13/09	SL LINN	Research entities for connections and review status with A. Campbell;	.9	148.50
11/17/09	SL LINN	Review connections search results and research open matter;	.4	66.00
11/17/09	CG GIAIMO	Review supplemental connections report.	.2	112.00
11/19/09	SL LINN	Review connections search results and prepare supplemental disclosure statement;	.9	148.50
11/20/09	SL LINN	Review connections search results and draft supplemental disclosure statement;	3.2	528.00
11/20/09	CG GIAIMO	Confer with A. Campbell regarding required supplements for connections notices.	.2	112.00
11/24/09	CG GIAIMO	Review supplemental declaration.	.2	112.00
11/24/09	AK CAMPBELL	Review and revise second supplemental declaration.	.8	248.00
11/30/09	SL LINN	Review docket; prepare supplemental connections searches;	1.5	247.50
11/30/09	AK CAMPBELL	Discuss supplemental declaration with C. Giaimo.	.2	62.00

CURRENT FEES

2,619.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.8	at \$560.00 =	448.00
KATIE A. LANE	.4	at \$465.00 =	186.00
ANDREA K. CAMPBELL	1.4	at \$310.00 =	434.00
SHEILA LINN	9.4	at \$165.00 =	1,551.00

TOTALS	12.0		2,619.00

SUBTOTAL FOR THIS MATTER

\$2,619.00

(00011) MATTER NUMBER

RE: Plan and Disclosure Statement Matters and
Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
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11/02/09	CG GIAIMO	Review entered order approving Plan stipulation.	.3	168.00
11/04/09	CG GIAIMO	Analysis of issues regarding required modifications of Plan per new tax law and expected refund.	2.2	1,232.00
11/06/09	KA LANE	Various correspondence with ESBA and Debtors' counsel regarding coordination with PJS to rework liquidation analysis.	.4	186.00
11/06/09	KA LANE	Conference with Debtors' counsel about general results of liquidation projections.	.1	46.50
11/06/09	KA LANE	Confer with counsel for WFB regarding tax refund infusion into estate.	.1	46.50
11/06/09	CG GIAIMO	Strategy with respect to asserting claims to NOL tax refunds and issues regarding same.	.9	504.00
11/06/09	CG GIAIMO	Emails with Lender's counsel regarding NOLs.	.2	112.00
11/06/09	CG GIAIMO	Internal discussions regarding strategy for unsecured claim to NOLs.	.7	392.00
11/10/09	CG GIAIMO	Call with M. Rosenthal regarding status of discussions with Lenders regarding NOL.	.3	168.00
11/10/09	CG GIAIMO	Internal discussions regarding strategy for resolution of dispute over NOLs and ability to claim same for unsecured creditors.	.5	280.00
11/10/09	CG GIAIMO	Discussions with interested parties regarding post-confirmation issues.	.3	168.00
11/10/09	CG GIAIMO	Further discussions regarding strategy for NOL distributions.	.4	224.00
11/13/09	KA LANE	Consider strategies to share in tax refund and confer with C. Giaimo regarding same.	1.4	651.00
11/13/09	KA LANE	Exchange correspondence with C. Giaimo regarding WFB's position that NOL was known at time of plan negotiation.	.4	186.00
11/13/09	SG CARROLL	Telephone conference with Chris Giaimo re consideration of issues related to disclosure statement and plan.	.3	201.00
11/13/09	CG GIAIMO	Discussions among attorneys for debtors and lenders regarding split of tax refund with unsecured creditors.	.8	448.00

11/13/09	CG	GIAIMO	Continued discussions with Lender's counsel regarding sharing of tax refund.	.5	280.00
11/13/09	CG	GIAIMO	Discussions with ESBA regarding status of Lender positions on tax refund distributions.	.4	224.00
11/13/09	CG	GIAIMO	Internal analysis and discussions regarding tax refunds and rights of unsecured creditors regarding same.	.6	336.00
11/13/09	CG	GIAIMO	Review plan supplement.	.4	224.00
11/16/09	CG	GIAIMO	Analysis of revised liquidation analysis prepared by P.S. Solomon and issues related to tax refund matters.	.8	448.00
11/16/09	CG	GIAIMO	Review materials related to new tax law.	.4	224.00
11/16/09	CG	GIAIMO	Discussions with ESBA regarding rights to tax refund proceeds.	.7	392.00
11/16/09	CG	GIAIMO	Further analysis of tax refund issues.	.5	280.00
11/17/09	CG	GIAIMO	Internal discussions regarding tax refund strategy.	.3	168.00
11/17/09	KA	LANE	Compile list of issues with respect to WFB's arguments regarding NOL and confer with C. Giaimo regarding same.	.7	325.50
11/19/09	KA	LANE	Lunch meeting with B. Sandler to discuss approach for dealing with tax refund issue.	1.0	465.00
11/19/09	CG	GIAIMO	Analysis of potential recoveries under liquidation to determine access to tax refund proceeds.	.9	504.00
11/20/09	CG	GIAIMO	Internal discussions regarding strategies for gaining access to tax refund proceeds for unsecured creditors.	.8	448.00
11/20/09	CG	GIAIMO	Review various objections to confirmation of Plan and issues related thereto.	.4	224.00
11/23/09	CG	GIAIMO	Review Plan-related filings.	.7	392.00
11/23/09	KA	LANE	Review objection of taxing authorities to plan.	.2	93.00
11/24/09	KA	LANE	Confer with A. Campbell regarding status of plan objections and summaries of same.	.2	93.00
11/24/09	CG	GIAIMO	Review confirmation objections.	.6	336.00
11/25/09	CG	GIAIMO	Review and analyze various objections to confirmation of Plan.	.8	448.00
11/28/09	AK	CAMPBELL	Review docket and summarize newly filed plan objections.	.4	124.00
11/30/09	CG	GIAIMO	Review recently-filed objections to confirmation.	.7	392.00
11/30/09	CG	GIAIMO	Continued analysis of strategy to obtain distribution of tax refund for unsecured creditors.	2.2	1,232.00

CURRENT FEES

12,665.50

TIMEKEEPER TIME SUMARY

SCHUYLER CARROLL	.3	at	\$670.00 =	201.00
CHRIS GIAIMO	18.3	at	\$560.00 =	10,248.00
KATIE A. LANE	4.5	at	\$465.00 =	2,092.50
ANDREA K. CAMPBELL	.4	at	\$310.00 =	124.00
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TOTALS	23.5			12,665.50

SUBTOTAL FOR THIS MATTER

\$12,665.50

(00013) MATTER NUMBER

RE: Employee Benefits and Severance, Pensions ERISA,
Labor

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
11/28/09	AK CAMPBELL	Review Debtor's motion to settle labor relations claims.	.4	124.00

CURRENT FEES

124.00

TIMEKEEPER TIME SUMARY

ANDREA K. CAMPBELL	.4	at \$310.00 =	124.00
TOTALS	0.4		124.00

SUBTOTAL FOR THIS MATTER

\$124.00

(00014) MATTER NUMBER

RE: Real Estate and Leasing and Executory Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
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11/02/09	CG GIAIMO	Review motion to enter into subcontract finalization agreement.	.2	112.00
11/02/09	CG GIAIMO	Review motion to reject lease with Parker Metro.	.2	112.00
11/02/09	CG GIAIMO	Review motion to reject Lone Butte Indus lease.	.3	168.00
11/03/09	CG GIAIMO	Review Boise lease supplement.	.1	56.00
11/18/09	AK CAMPBELL	Review and draft summaries of the Debtors' motion to reject Frisco lease and Lone Butte Industrial Park lease and related pleadings.	1.1	341.00
11/18/09	CG GIAIMO	Review Committee updates and confer with A. Campbell regarding same.	.3	168.00

CURRENT FEES

957.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	1.1	at \$560.00 =	616.00
ANDREA K. CAMPBELL	1.1	at \$310.00 =	341.00
TOTALS	2.2		957.00

SUBTOTAL FOR THIS MATTER

\$957.00

(00015) MATTER NUMBER
RE: Creditor Inquiries

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
11/02/09	CG GIAIMO	Emails and calls with creditors regarding voting issues.	.3	168.00
11/04/09	KA LANE	Telephone call with unsecured creditor regarding voting package, distribution to creditors and related issues.	.3	139.50
11/05/09	KA LANE	Further conference with attorney Gunn regarding solicitation and confirmation deadlines.	.2	93.00
11/10/09	CG GIAIMO	Respond to creditor inquiries regarding Disclosure Statement and voting issues.	.4	224.00
11/11/09	CG GIAIMO	Respond to creditor inquiries regarding assertion of claims.	.3	168.00
11/19/09	CG GIAIMO	Respond to creditor inquiries regarding claims against debtors.	.2	112.00
11/24/09	CG GIAIMO	Respond to creditor inquiries regarding cure notices.	.3	168.00

CURRENT FEES

1,072.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	1.5	at \$560.00 =	840.00
KATIE A. LANE	.5	at \$465.00 =	232.50
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TOTALS	2.0		1,072.50

SUBTOTAL FOR THIS MATTER

\$1,072.50

(00016) MATTER NUMBER

RE: Automatic Stay and Section 362 and 363 Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
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11/02/09	CG GIAIMO	Review multiple lift stay motions.	.4	224.00
11/02/09	CG GIAIMO	Review Weis Building filings.	.3	168.00
11/02/09	CG GIAIMO	Confer regarding proposed automatic stay procedures.	.2	112.00
11/02/09	CG GIAIMO	Review recently-filed stay relief motion.	.1	56.00
11/03/09	CG GIAIMO	Review revised motion to implement omnibus procedures for stay relief.	.3	168.00
11/04/09	CG GIAIMO	Review recently-received lift stay motion.	.4	224.00
11/12/09	CG GIAIMO	Review objection to Weis Motion.	.3	168.00
11/16/09	CG GIAIMO	Review objection to stay relief motion for Parker Dev.	.3	168.00
11/18/09	CG GIAIMO	Discussions with Debtor's counsel regarding terms of Harris stipulation.	.4	224.00
11/18/09	CG GIAIMO	Review issues regarding Harris stipulation and insurance related issues and emails with counsel regarding same.	.5	280.00
11/18/09	CG GIAIMO	Additional emails with A. York regarding Harris stipulation.	.2	112.00
11/18/09	KA LANE	Various correspondence with C. Giaimo and Debtors' counsel regarding Harris stipulation regarding PI claims.	.4	186.00
11/18/09	KA LANE	Conference with C. Giaimo regarding Harris motion and Debtors' proposed resolution at 11/19 hearing.	.1	46.50
11/18/09	KA LANE	Review correspondence between C. Giaimo and A. York regarding Harris motion and deferral to later date.	.1	46.50
11/23/09	CG GIAIMO	Review and respond to A. York emails regarding Harris stipulation.	.3	168.00
11/25/09	CG GIAIMO	Review order approving Harris stipulation.	.2	112.00
11/30/09	CG GIAIMO	Review various filings regarding stay relief.	.4	224.00

CURRENT FEES

2,687.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	4.3	at \$560.00 =	2,408.00
KATIE A. LANE	.6	at \$465.00 =	279.00
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TOTALS	4.9		2,687.00

SUBTOTAL FOR THIS MATTER

\$2,687.00

(00017) MATTER NUMBER

RE: Investigation of Secured Creditor, Equipment Lessors

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
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10/16/09	C- ENGLISH	Email correspondence with C. Giaimo and litigation team regarding discovery efforts and strategy.	.2	102.00
11/04/09	C- ENGLISH	Telephone conference with R. Richardson regarding memo summarizing secured lien analysis.	.5	255.00
11/04/09	RJ RICHARDSON	Discussed BMHC memo with C. English.	.4	164.00
11/05/09	RJ RICHARDSON	Worked on drafting BMHC memo summarizing investigation of creditor and review of documents produced by Debtors and Lenders.	3.1	1,271.00
11/06/09	RJ RICHARDSON	Finalized revised memo summarizing investigation of creditor.	6.9	2,829.00
11/06/09	C- ENGLISH	Review info from financial advisors regarding fees and email with R. Richardson regarding same and summary of analysis.	.6	306.00
11/06/09	KB BRISCOE	Prepare summary analysis of investigation into potential claims.	1.2	552.00
11/08/09	KB BRISCOE	Prepare summary analysis of investigation into potential claims.	1.2	552.00
11/09/09	RJ RICHARDSON	Continued work on BMHC memo summarizing investigation of lender.	.8	328.00
11/11/09	KB BRISCOE	Conference with R. Richardson; revise summary analysis of investigation into potential claims.	1.2	552.00
11/11/09	RJ RICHARDSON	Finalized BMHC memo summarizing investigation of lender. Forwarded to C. Giaimo and K. Lane for review and comment.	2.4	984.00
11/11/09	CG GIAIMO	Review and analyze final investigation results memorandum for Committee.	.7	392.00

CURRENT FEES

8,287.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.7	at \$560.00 =	392.00
CAROLINE ENGLISH	1.3	at \$510.00 =	663.00
KATE B. BRISCOE	3.6	at \$460.00 =	1,656.00
RACHEL RICHARDSON	13.6	at \$410.00 =	5,576.00
TOTALS	19.2		8,287.00

031659 Building Materials Holding Corporation,
8 DECEMBER 2009

Invoice Number 1225549
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SUBTOTAL FOR THIS MATTER

\$8,287.00

(00020) MATTER NUMBER
RE: Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
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11/30/09	CG GIAIMO	Analysis of issues regarding termination of Davis Bros. business and results thereof and discussions with ESBA regarding same.	.6	336.00

CURRENT FEES

336.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.6	at \$560.00 =	336.00
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TOTALS	0.6		336.00

SUBTOTAL FOR THIS MATTER

\$336.00

(00021) MATTER NUMBER

RE: Tax

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
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11/04/09	CG GIAIMO	Calls with Debtors' counsel regarding potential tax refund.	.4	224.00
11/04/09	CG GIAIMO	Analysis of new tax law regarding NOL carrybacks.	.9	504.00
11/05/09	CG GIAIMO	Call with M. Rosenthal regarding potential tax refund and issues related thereto.	.8	448.00
11/05/09	CG GIAIMO	Review correspondence from Debtors' counsel regarding tax refund.	.3	168.00
11/05/09	CG GIAIMO	Research of issues regarding new NOL provisions to the Tax Code.	.8	448.00
11/05/09	CG GIAIMO	Review spreadsheets regarding possible tax losses and refunds derived therefrom.	.4	224.00
11/05/09	MK KLOSTERMAN	Discussion with Katie Lane regarding the status of H.R. 3548.	.1	25.50
11/05/09	MK KLOSTERMAN	Research into the status of H.R. 3548	.1	25.50
11/05/09	KA LANE	Confer with Debtors' counsel regarding legislation related to NOL carrybacks.	.3	139.50
11/05/09	KA LANE	Correspondence with M. Klosterman regarding legislation related to tax refunds.	.3	139.50
11/05/09	KA LANE	Conferences with C. Giaimo and R. Richardson regarding impact of potential additional tax return.	.4	186.00
11/05/09	KA LANE	Review correspondence from Debtors' counsel explaining impact of tax legislation.	.2	93.00
11/05/09	KA LANE	Review legislation dealing with NOL carrybacks.	.8	372.00
11/05/09	KA LANE	Review spreadsheet detailing available losses to be claimed by debtors.	.3	139.50
11/06/09	KA LANE	Conference with Debtors' FAs to discuss 2008 and 2009 NOL carrybacks.	.5	232.50
11/06/09	KA LANE	Correspondence and confer with Committee FAs to discuss tax refund issues.	.6	279.00
11/06/09	KA LANE	Various correspondence with Debtors' counsel regarding effect of tax legislation.	.4	186.00
11/06/09	KA LANE	Further conference with M. Rosenthal and C. Giaimo regarding additional tax refund.	.3	139.50

11/06/09	KA	LANE	Further conferences and correspondence with C. Giaimo regarding additional tax refund and negotiation strategies with lenders.	.6	279.00
11/06/09	KA	LANE	Review analysis of NOL carrybacks and prepare for call with Debtors' FAs.	.6	279.00
11/06/09	KA	LANE	Correspondence with Debtors' counsel regarding tax refund analysis.	.3	139.50
11/06/09	CG	GIAIMO	Confer with ESBA regarding NOL tax return issues.	.6	336.00
11/06/09	CG	GIAIMO	Emails and call with M. Rosenthal regarding tax legislation.	.6	336.00
11/06/09	CG	GIAIMO	Call with Debtor and professionals regarding NOL calculation and related issues.	1.0	560.00
11/09/09	CG	GIAIMO	Emails with M. Rosenthal regarding tax and NOL issues.	.3	168.00
11/09/09	CG	GIAIMO	Internal discussions regarding revised tax laws for NOL carry-backs.	.4	224.00
11/09/09	CG	GIAIMO	Call with ESBA regarding status of discussions with Debtors' advisors regarding NOL issues.	.4	224.00
11/09/09	CG	GIAIMO	Call with Debtors, Lenders and professionals regarding NOL issues.	1.3	728.00
11/09/09	RG	HONIGMAN	Tax attribute telephone conference	1.0	565.00
11/09/09	RG	HONIGMAN	Prepare regarding tax attribute.	.2	113.00
11/09/09	RG	HONIGMAN	Conference with Ms. Richardson regarding tax attribute.	.3	169.50
11/09/09	KA	LANE	Conference call with Debtors' and Lenders' professionals to discuss tax implications of NOL law and effect on refund.	1.0	465.00
11/10/09	KA	LANE	Consider settlement strategy and mechanism with respect to tax refund and confer with C. Giaimo regarding same.	1.1	511.50
11/12/09	CG	GIAIMO	Emails with M. Rosenthal regarding status of discussions with lenders regarding tax refund.	.2	112.00
11/13/09	CG	GIAIMO	Discussions with ESBA regarding tax refund matters.	.5	280.00
11/13/09	KA	LANE	Confer with counsel regarding discussions with WFB to resolve tax refund issues.	.6	279.00
11/16/09	KA	LANE	Review NYT article on NOL legislation.	.2	93.00
11/19/09	KA	LANE	Confer with C. Giaimo about hearing and discussion with B. Sandler regarding tax refund issue.	.6	279.00
11/20/09	CG	GIAIMO	Emails with R. Garcia regarding tax refunds.	.2	112.00
11/23/09	CG	GIAIMO	Confer with D. Kerrigan regarding 2009 tax losses and strategy related thereto.	.5	280.00

11/24/09	CG	GIAIMO	Review case law regarding estate interest in tax refunds and timing thereof.	2.8	1,568.00
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CURRENT FEES

12,074.00

TIMEKEEPER TIME SUMARY

ROBERT G. HONIGMAN	1.5	at	\$565.00 =	847.50
CHRIS GIAIMO	12.4	at	\$560.00 =	6,944.00
KATIE A. LANE	9.1	at	\$465.00 =	4,231.50
MARGO. KLOSTERMAN	.2	at	\$255.00 =	51.00

TOTALS	23.2			12,074.00

SUBTOTAL FOR THIS MATTER

\$12,074.00

(00022) MATTER NUMBER
RE: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: NOVEMBER 30, 2009

Date	Timekeeper		Hours	Value
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11/02/09	SL LINN	Review docket for new fee application filings; analyze fee applications and update tracking chart of fee data;	2.4	396.00
11/02/09	CG GIAIMO	Review entered fee examiner order.	.1	56.00
11/02/09	CG GIAIMO	Review status of filing of fee applications.	.2	112.00
11/02/09	CG GIAIMO	Emails with ESBA regarding filing of fee applications.	.2	112.00
11/03/09	AK CAMPBELL	Review LEDES bills, and coordinate filing monthly statements with fee auditor.	1.1	341.00
11/04/09	SL LINN	Review docket for new fee application filings; analyze fee applications and update tracking chart of fee data;	1.7	280.50
11/05/09	CG GIAIMO	Review and revise October invoice for filing with the Court.	3.1	1,736.00
11/09/09	AK CAMPBELL	Begin to draft fifth monthly fee application; correspond with C. Giaimo and accounting re: the same.	.4	124.00
11/09/09	CG GIAIMO	Review and revise October bill for submission.	.4	224.00
11/10/09	CG GIAIMO	Review Committee member reimbursement requests.	.2	112.00
11/10/09	KA LANE	Confer with A. Campbell regarding reimbursement of Committee Member's expenses.	.2	93.00
11/10/09	AK CAMPBELL	Review Garcia reimbursement request; correspond with K. Lane re: the same.	.2	62.00
11/10/09	AK CAMPBELL	Draft October fee application.	2.6	806.00
11/11/09	AK CAMPBELL	Draft and revise fifth monthly statement.	1.9	589.00
11/11/09	CG GIAIMO	Review and revise fifth monthly fee application.	.9	504.00
11/11/09	CG GIAIMO	Review issues regarding fifth fee application and notice thereof.	.3	168.00
11/12/09	CG GIAIMO	Review and revise fee application and forward to K. Lane for further revisions.	.7	392.00
11/12/09	CG GIAIMO	Final review of fee application.	.3	168.00
11/12/09	KA LANE	Confer with C. Giaimo and A. Campbell regarding Fifth fee application of AF.	.3	139.50
11/12/09	KA LANE	Review invoices related to Fifth Fee Application to prepare detailed narratives.	.8	372.00
11/12/09	AK CAMPBELL	Correspond with K. Lane and accounting re: fourth monthly fee application.	.4	124.00

11/12/09	KA	LANE	Draft additional narratives to include detail as to various tasks in Fifth Fee Application of AF.	.7	325.50
11/12/09	KA	LANE	Various correspondence with counsel regarding Fifth Fee Application of AF.	.4	186.00
11/12/09	KA	LANE	Correspondence with local counsel regarding Fifth Fee Application of AF.	.2	93.00
11/13/09	CG	GIAIMO	Review matters for submission for fee application to fee auditor.	.3	168.00
11/17/09	CG	GIAIMO	Review of Fee Examiner report.	.3	168.00
11/17/09	KA	LANE	Correspond with Fee Auditor regarding preliminary report.	.2	93.00
11/17/09	KA	LANE	Confer with C. Giaimo and A. Campbell regarding Fee Auditor's preliminary report.	.2	93.00
11/18/09	KA	LANE	Confer and correspond with C. Giaimo regarding fee auditor request.	.3	139.50
11/18/09	KA	LANE	Analyze and compile universe of fee applications and related documents in connection with fee auditor request.	.3	139.50
11/18/09	AK	CAMPBELL	Begin to draft Garcia reimbursement claim; review fee order re: the same.	1.2	372.00
11/18/09	CG	GIAIMO	Emails with Fee Examiner regarding draft report.	.2	112.00
11/18/09	CG	GIAIMO	Review fee applications for responses to Fee Examiner report.	.4	224.00
11/19/09	CG	GIAIMO	Call with D. Oliver to discuss fee report and revisions to applications and emails regarding same.	.6	336.00
11/19/09	AK	CAMPBELL	Review correspondence re: fee applications and fee auditor standards.	.1	31.00
11/20/09	CG	GIAIMO	Emails with D. Oliver regarding final report of quarterly fees.	.1	56.00
11/24/09	CG	GIAIMO	Emails with R. Poppiti regarding hearings of interim fee applications.	.3	168.00
11/25/09	CG	GIAIMO	Review fee auditors' reports.	.3	168.00

CURRENT FEES

9,783.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	8.9	at	\$560.00 =	4,984.00
KATIE A. LANE	3.6	at	\$465.00 =	1,674.00
ANDREA K. CAMPBELL	7.9	at	\$310.00 =	2,449.00
SHEILA LINN	4.1	at	\$165.00 =	676.50

TOTALS	24.5			9,783.50

SUBTOTAL FOR THIS MATTER

\$9,783.50

SUMMARY OF CHARGES

TOTAL FOR: PHONE CHARGES	54.27
TOTAL FOR: DUPLICATING SUMMARY	187.80
TOTAL FOR: TAXICABS	37.00
TOTAL FOR: OUT-OF-TOWN TRANSPORTATION	229.00
TOTAL FOR: OUT-OF-TOWN MEALS	18.65

	Area of Expertise, Year Admitted	Hours	Rate (\$)	Amount (\$)
PARTNER				
SCHUYLER CARROLL	BR, 1993 (NY)	.30	670.00	201.00
ROBERT G. HONIGMAN		1.50	565.00	847.50
CHRIS GIAIMO	BR, 1995 (NY), 1998 (DC, MD)	59.10	560.00	33,096.00
CAROLINE ENGLISH		1.30	510.00	663.00
ASSOCIATES				
KATIE A. LANE	BR, 2002 (FL), 2007 (DC)	27.80	465.00	12,927.00
KATE B. BRISCOE		3.60	460.00	1,656.00
RACHEL RICHARDSON		13.60	410.00	5,576.00
ANDREA K. CAMPBELL	BR, 2008 (FL), 2009 (VA, DC)	15.40	310.00	4,774.00
PARAPROFESSIONALS				
MARGO KLOSTERMAN		.20	255.00	51.00
SHEILA LINN		14.40	165.00	2,376.00
		137.20		62,167.50

Blended Rate: 453.12

BF: Banking and Finance
BR: Bankruptcy and Reorganization
CORP: Corporate
EMPL: Employment Law
HEALTH: Health Law
INTL: International Law
LDR: Litigation Dispute Resolution
RE: Real Estate

CURRENT CHARGES FOR ALL MATTERS 526.72

CURRENT FEES FOR ALL MATTERS 62,167.50

TOTAL AMOUNT OF THIS INVOICE \$62,694.22
=====

REMAINING RETAINER BALANCE: \$.00

ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Building Materials Holding Corporation, et al. - Official
Official Committee of Unsecured Creditors
c/o Arent Fox LLP
1050 Connecticut Avenue, NW
Washington, DC 20036
Attn: Christopher J. Giaino

Invoice Number 1225549
Invoice Date 12/08/09
Client Number 031659

-- REMITTANCE COPY --
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$62,694.22

PLEASE REMIT PAYMENT BY CHECK TO THE FOLLOWING ADDRESS:

Arent Fox LLP
P.O. Box 758670
Baltimore, Maryland 21275

WIRING INSTRUCTIONS (if applicable):

Bank: Wachovia Bank, NA
Address: Roanoke, VA
ABA#: 051400549
SWIFT CODE: PNBPU333 (for international use)
Account #: 2065204060070
Beneficiary Name: Arent Fox LLP
Beneficiary Address: 1050 Connecticut Ave., NW
Washington, DC 20036

Please reference the following:

Client # 031659
Client Name Building Materials Holding Corporation, et al. - O
Invoice Number 1225549

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----	X	
In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
	:	
-----	X	

CERTIFICATE OF SERVICE

I, Bradford J. Sandler, Esquire, hereby certify that on December 16, 2009, a true and correct copy of the foregoing document was served via overnight delivery, postage prepaid, upon all parties on the attached list.

Dated: December 16, 2009

BENESCH, FRIEDLANDER, COPLAN &
ARONOFF LLP

By: /s/ Bradford J. Sandler
Bradford J. Sandler, Esquire (No. 4142)
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Wilmington, DE 19809
302-442-7010 (telephone)
302-442-7012 (facsimile)
bsandler@beneschlaw.com

Counsel to the Official Committee of Unsecured
Creditors

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Office of the United States Trustee
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Wilmington, DE 19801

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San Francisco, CA 94105