

**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 31, 2009 at 4:00 p.m. (ET)**

**Hearing Date: January 5, 2010 at 11:00 a.m. (ET)**

**NOTICE OF SECOND INTERIM QUARTERLY FEE REQUESTS  
OF THE DEBTORS' PROFESSIONALS FOR THE PERIOD  
FROM SEPTEMBER 1, 2009 THROUGH NOVEMBER 30, 2009**

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 pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 201] (the "Interim Compensation Order"), the professionals retained by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") hereby apply for interim quarterly allowance of compensation and reimbursement of expenses (the "Fee Request") for all interim monthly applications filed during the previous quarterly period, September 1, 2009 through and including November 30, 2009. Summaries of the fees and expenses subject to the Fee Request are provided in the attachments hereto.

**PLEASE TAKE FURTHER NOTICE** that pursuant to the Interim Compensation Order, the Debtors were authorized to pay on an interim basis 80% of the amount of compensation requested and 100% of the amount requested for reimbursement of expenses without further order from the Court upon the expiration of a fifteen-day objection period.

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the Fee Request are to be filed and served on the affected professional(s) and the parties set forth in the Interim Compensation Order on or before **December 31, 2009 at 4:00 p.m. (ET)**.

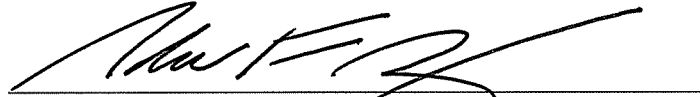
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<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern 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.

**PLEASE TAKE FURTHER NOTICE** that a hearing to consider approval of the Fee Request will be held on **January 5, 2010 at 11:00 a.m. (ET)** before the Honorable Kevin J. Carey at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801.

Dated: Wilmington, Delaware  
December 16, 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  
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----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

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

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Chapter 11

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Jointly Administered

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Hearing Date: January 5, 2010 at 11:00 a.m. (ET)

**SECOND INTERIM QUARTERLY FEE REQUEST OF  
GIBSON, DUNN & CRUTCHER LLP**

Name of Applicant:

Gibson, Dunn & Crutcher LLP

Authorized to Provide Professional Services as:

Co-Counsel to the Debtors

Date of Retention:

June 16, 2009

Period for Which Compensation and Reimbursement is Sought:

September 1, 2009 through November 30, 2009

Monthly Fee Application Filing Date & Docket No.	Period Covered	Total Fees Requested	Total Expenses Requested	CNO Filing Date & Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
10/7/09 D.I. 726	9/1/09 – 9/30/09	\$679,542.50	\$7,817.46	10/26/09 D.I. 774	\$543,634.00	\$7,817.46	\$135,908.50
11/18/09 D.I. 953	10/1/09 – 10/31/09	\$588,815.75	\$15,325.17	12/7/09 D.I. 1087	\$471,052.60	\$15,325.17	\$117,763.15
12/7/09 D.I. 1083	11/1/09 – 11/30/09	\$502,113.00	\$17,118.06	Objections Due 12/22/09	\$401,690.40 <sup>2</sup>	\$17,118.06 <sup>2</sup>	\$100,422.60 <sup>2</sup>
<b>TOTALS</b>		<b>\$1,770,471.25</b>	<b>\$40,260.69</b>		<b>\$1,416,377.00</b>	<b>\$40,260.69</b>	<b>\$354,094.25</b>

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**SECOND INTERIM QUARTERLY FEE REQUEST OF  
YOUNG CONAWAY STARGATT & TAYLOR, LLP**

Name of Applicant:

Young Conaway Stargatt & Taylor, LLP

Authorized to Provide Professional Services as:

Co-Counsel to the Debtors

Date of Retention:

June 16, 2009

Period for Which Compensation and Reimbursement is Sought:

September 1, 2009 through November 30, 2009

Monthly Fee Application Filing Date & Docket No.	Period Covered	Total Fees Requested	Total Expenses Requested	CNO Filing Date & Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
10/16/09 D.I. 750	9/1/09 – 9/30/09	\$46,384.50	\$6,986.20	11/4/09 D.I. 830	\$37,107.60	\$6,986.20	\$9,276.90
11/20/09 D.I. 980	10/1/09 – 10/31/09	\$70,752.00	\$31,360.12	12/9/09 D.I. 1106	\$56,601.60	\$31,360.12	\$14,150.40
12/7/09 D.I. 1084	11/1/09 – 11/30/09	\$86,727.50	\$10,159.78	Objections Due 12/22/09	\$69,382.00 <sup>2</sup>	\$10,159.78 <sup>2</sup>	\$17,345.50 <sup>2</sup>
<b>TOTALS</b>		<b>\$203,864.00</b>	<b>\$48,506.10</b>		<b>\$163,091.20</b>	<b>\$48,506.10</b>	<b>\$40,772.80</b>

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**SECOND INTERIM QUARTERLY FEE REQUEST OF  
PRICEWATERHOUSECOOPERS LLP**

Name of Applicant:

PricewaterhouseCoopers LLP

Authorized to Provide Professional Services as:

Tax Advisor to the Debtors

Date of Retention:

June 16, 2009

Period for Which Compensation and  
Reimbursement is Sought:

September 1, 2009 through November 30, 2009

Monthly Fee Application Filing Date & Docket No.	Period Covered	Total Fees Requested	Total Expenses Requested	CNO Filing Date & Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
10/30/09 D.I. 802	9/1/09 – 9/30/09	\$224,618.50	\$121.41	11/18/09 D.I. 954	\$179,694.80	\$121.41	\$44,923.70
12/3/09 D.I. 1062	10/1/09 – 10/31/09	\$158,630.00	\$0.00	Objections Due 12/18/09	\$126,904.00 <sup>2</sup>	\$0.00 <sup>2</sup>	\$31,726.00 <sup>2</sup>
12/7/09 D.I. 1085	11/1/09 – 11/30/09	\$163,672.50	\$0.00	Objections Due 12/22/09	\$130,938.00 <sup>2</sup>	\$0.00 <sup>2</sup>	\$32,734.50 <sup>2</sup>
<b>TOTALS</b>		<b>\$546,921.00</b>	<b>\$121.41</b>		<b>\$437,536.80</b>	<b>\$121.41</b>	<b>\$109,384.20</b>

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**SECOND INTERIM QUARTERLY FEE REQUEST OF  
ALVAREZ & MARSAL NORTH AMERICA, LLC**

Name of Applicant:

Alvarez & Marsal North America, LLC

Authorized to Provide Professional Services as:

Restructuring Advisor to the Debtors

Date of Retention:

June 16, 2009

Period for Which Compensation and  
Reimbursement is Sought:

September 1, 2009 through November 30, 2009

Monthly Fee Application Filing Date & Docket No.	Period Covered	Total Fees Requested	Total Expenses Requested	CNO Filing Date & Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
10/6/09 D.I. 716	9/1/09 – 9/30/09	\$383,075.50	\$21,066.45	10/23/09 D.I. 772	\$306,460.40	\$21,066.45	\$76,615.10
11/18/09 D.I. 952	10/1/09 – 10/31/09	\$291,126.00	\$20,377.62	12/7/09 D.I. 1086	\$232,900.80	\$20,377.62	\$58,225.20
12/9/09 D.I. 1107	11/1/09 – 11/30/09	\$190,004.50	\$7,752.25	Objections Due 12/24/09	\$152,003.60 <sup>2</sup>	\$7,752.25 <sup>2</sup>	\$38,000.90 <sup>2</sup>
<b>TOTALS</b>		<b>\$864,206.00</b>	<b>\$49,196.32</b>		<b>\$691,364.80</b>	<b>\$49,196.32</b>	<b>\$172,841.20</b>

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**SECOND INTERIM QUARTERLY FEE REQUEST OF  
PETER J. SOLOMON COMPANY**

Name of Applicant:

Peter J. Solomon Company

Authorized to Provide Professional Services as:

Investment Banker and Financial Advisor  
to the Debtors

Date of Retention:

June 16, 2009

Period for Which Compensation and  
Reimbursement is Sought:

September 1, 2009 through November 30, 2009

Monthly Fee Application Filing Date & Docket No.	Period Covered	Total Fees Requested	Total Expenses Requested	CNO Filing Date & Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
10/8/09 D.I. 731	9/1/09 – 9/30/09	\$200,000.00	\$29,946.05	10/27/09 D.I. 783	\$160,000.00	\$29,946.05	\$40,000.00
11/9/09 D.I. 840	10/1/09 – 10/31/09	\$200,000.00	\$4,053.24	11/30/09 D.I. 1021	\$160,000.00	\$4,053.24	\$40,000.00
12/10/09 D.I. 1119	11/1/09 – 11/30/09	\$200,000.00	\$6,699.21	Objections Due 12/28/09	\$160,000.00 <sup>2</sup>	\$6,699.21 <sup>2</sup>	\$40,000.00 <sup>2</sup>
<b>TOTALS</b>		<b>\$600,000.00</b>	<b>\$40,698.50</b>		<b>\$480,000.00</b>	<b>\$40,698.50</b>	<b>\$120,000.00</b>

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Debtors.

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**SECOND INTERIM QUARTERLY FEE REQUEST OF  
KPMG LLP**

Name of Applicant:

KPMG LLP

Authorized to Provide Professional Services as:

Auditors and Tax Advisor to the Debtors

Date of Retention:

June 16, 2009

Period for Which Compensation and  
Reimbursement is Sought:

September 1, 2009 through November 30, 2009

Monthly Fee Application Filing Date & Docket No.	Period Covered	Total Fees Requested	Total Expenses Requested	CNO Filing Date & Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
12/10/09 D.I. 1120	9/1/09 – 11/30/09	\$101,103.05	\$0.00	Objections Due 12/28/09	\$80,882.44 <sup>2</sup>	\$0.00 <sup>2</sup>	\$20,220.61 <sup>2</sup>
<b>TOTALS</b>		<b>\$101,103.05</b>	<b>\$0.00</b>		<b>\$80,882.44</b>	<b>\$0.00</b>	<b>\$20,220.61</b>

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**FIRST INTERIM QUARTERLY FEE REQUEST OF  
DIRECT FEE REVIEW LLC**

Name of Applicant:

Direct Fee Review LLC

Authorized to Provide Professional Services as:

Court-Appointed Fee Auditor

Date of Retention:

October 30, 2009

Period for Which Compensation and  
Reimbursement is Sought:

October 30, 2009 through November 30, 2009

Monthly Fee Application Filing Date & Docket No.	Period Covered	Total Fees Requested	Total Expenses Requested	CNO Filing Date & Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
12/11/09 D.I. 1127	10/30/09 – 11/30/09	\$14,175.00	\$18.94	Objections Due 12/28/09	\$11,340.00 <sup>2</sup>	\$18.94 <sup>2</sup>	\$2,835.00 <sup>2</sup>
<b>TOTALS</b>		<b>\$14,175.00</b>	<b>\$18.94</b>		<b>\$11,340.00</b>	<b>\$18.94</b>	<b>\$2,835.00</b>

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