

**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, et al.<sup>1</sup> : :  
: : Jointly Administered  
Debtors. : :  
----- X

**Objection Deadline for Monthly Application:  
January 29, 2010 at 4:00 p.m. (ET)**

**Objection Deadline for Final Application:  
February 3, 2010 at 4:00p.m. (ET)**

**Hearing Date: February 22, 2010 at 1:00p.m. (ET)**

**VERIFIED SEVENTH MONTHLY AND FINAL 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 INTERIM PERIOD FROM DECEMBER 1, 2009 THROUGH DECEMBER 17,  
2009 AND THE FINAL PERIOD FROM JUNE 26, 2009 TO DECEMBER 17, 2009**

Name of Applicant: Arent Fox LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: July 10, 2009, *nunc pro tunc* to June 26, 2009

Interim Period for which compensation and reimbursement are sought: December 1, 2009 through December 17, 2009

Interim Amount of Compensation sought as actual, reasonable, and necessary: \$45,335.00

<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).

Interim Amount of Expense Reimbursement \$867.42  
sought as actual, reasonable, and necessary:

Final Period for Which Compensation and June 26, 2009 to December 17, 2009  
Reimbursement is Sought:

Final Amount of Compensation Sought as Actual, \$1,089,116.00  
Reasonable and Necessary:

Final Amount of Expense Reimbursement Sought \$17,265.28  
as Actual, Reasonable and Necessary:

This is a(n):  monthly  interim  final application

**PREVIOUS FEE APPLICATIONS**

<b>Fee Application Covered Dates, Date Filed, Doc No.</b>	<b>Total Fee Request</b>	<b>Total Expense Request</b>	<b>Certificate of No Objection/ Certification of Counsel Filing Date, Doc. No.</b>	<b>Total Amount of Fees Approved to Date via Certificate of No Objection (80%)</b>	<b>Total Amount of Expenses Approved to Date via Certificate of No Objection (100%)</b>	<b>Amount of Holdback Fees</b>
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]						
Sixth Monthly Fee Application of Arent Fox LLP for November 1, 2009 – November 30, 2009 Filed on December 16, 2009 [Docket No.1159]	\$62,167.50	\$526.72	January 5, 2010 Docket No. 1268	\$49,734.00	\$526.72	\$12,433.50
Seventh and Final Monthly Fee Application of Arent Fox LLP for December 1, 2009 – December 17, 2009 [_____]	\$45,335.00	\$867.42	February 3, 2010 objection deadline	Pending		
<b>Total:</b>	<b>\$1,089,116</b>	<b>\$17,265.28</b>		<b>\$835,024.80</b>	<b>\$16,397.86</b>	<b>\$208,756.20</b>

This is the Seventh Monthly Fee Application for the period of December 1, 2009 through December 17, 2009 and the Final Fee Application for the period of June 26, 2009 through December 17, 2009.

**ARENT FOX LLP'S PROFESSIONALS**

**Summary of Breakdown of Professional and Paraprofessional  
Hours and Fees for the Interim Period of December 1, 2009 through December 17, 2009**

<b>Name of Professional Person</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Christopher J. Giaimo	Partner since 2005. Member of DC and MD bar since 1998. Member of NY bar since 1995.	\$560	32.6	\$18,256.00
Gerald L. Mitchell	Joined firm as an associate in 1984; elevated to partner in 1992. Member of DC and NY bars since 1985.	\$615	0.3	\$184.50
Katie A. Lane	Joined firm as an associate in 2008. Member of DC bar since 2007. Member of FL bar since 2002.	\$465	45.6	\$21,204.00
Jeffrey N. Rothleder	Joined firm as an associate in 2004. Member of the Maryland bar since 2002 and the DC bar since 2005.	\$465	1.3	\$604.50
Rachel J. Richardson	Joined firm as an associate in 2008. Member of the NY bar since 2004 and DC bar since 2005.	\$410	2.5	\$1,025.00

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
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	13.1	\$4,061.00
<b>TOTAL</b>			<b>95.4</b>	<b>\$45,335.00</b>

**Blended Rate:**

**\$475.21<sup>1</sup>**

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<sup>1</sup> The blended rate is calculated by dividing total fees of \$45,335.00 by the total number of hours of 95.4.

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

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Petition, Schedules, First Day Orders (01)	0.0	\$0.00
Case Management and Operating Expenses (02)	4.9	\$2,139.00
Corporate and Business Matters (03)	0.0	\$0.00
Sale and Disposition of Assets (04)	4.3	\$1,433.00
Asset Analysis and Recovery (05)	0.2	\$93.00
Claims Administration and Objections (06)	0.9	\$279.00
Miscellaneous Motions and Objections (07)	3.3	\$1,446.00
Committee and Debtor Communications (08)	7.8	\$3,988.00
Adversary Proceedings (09)	0.0	\$0.00
Professional Retention (10)	0.5	\$280.00
Plan and Disclosure Statement Matters (11)	60.6	\$30,461.50
Cash Collateral and DIP Financing (12)	0.0	\$0.00
Employee Benefits and Severance, Pensions (13)	0.0	\$0.00
Real Estate and Leasing and Executory Contracts (14)	0.0	\$0.00
Creditor Inquiries (15)	0.0	\$0.00
Automatic Stay and Section 362 and 363 Matters (16)	0.0	\$0.00
Investigation of Secured Creditor, Equipment Lessors (17)	0.0	\$0.00
Utilities and Regulatory Matters (18)	0.0	\$0.00
Chapter 5 Litigation, Collection and Investigation (19)	0.0	\$0.00
Contracts (20)	0.0	\$0.00
Tax (21)	0.0	\$0.00
Fee Applications (22)	12.9	\$5,215.50
Environmental Matters (23)	0.0	\$0.00
Creditor Information Sharing and 1102 Services (24)	0.0	\$0.00
<b>TOTALS</b>	<b>95.4</b>	<b>\$45,335.00</b>

**EXPENSE SUMMARY**  
**For the Interim Fee Period of December 1, 2009 through December 17, 2009**

<b>Expense Category</b>	<b>Service Provider/Description (if applicable)</b>	<b>Total Expenses</b>
Duplicating (\$0.10 / page)		\$11.90
Phone Charges		\$67.73
Taxicabs		\$45.00
Out of Town Transportation		\$629.89
Out of Town Meals		\$48.64
Meals		\$64.26
<b>TOTAL</b>		<b>\$867.42</b>



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

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

**VERIFIED SEVENTH MONTHLY AND FINAL 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 INTERIM  
PERIOD FROM DECEMBER 1, 2009 THROUGH DECEMBER 17, 2009  
AND THE FINAL PERIOD FROM JUNE 26, 2009 TO DECEMBER 17, 2009**

Arent Fox LLP (“Arent Fox”) hereby files its Verified Seventh Monthly and Final 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 Monthly Period from December 1, 2009 through December 17, 2009 (the “Compensation Period”) and the Final Period from June 26, 2009 to December 17, 2009 (the “Final Period”) (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”), this Court’s administrative order establishing

procedures for interim compensation and reimbursement of expenses of professionals, dated July 16, 2009 (the “Professional Fee Order”) and the Notice of Deadline for Filing Professional Claims. *See* Docket No. 1198.

2. By this Application, Arent Fox seeks a monthly allowance pursuant to the Professional Fee Order with respect to sums of \$45,335.00 for compensation and \$867.42 for reimbursement of actual and necessary for the Compensation Period and a final allowance of \$1,089,116 for compensation and \$17,265.28 for reimbursement of actual and necessary expenses with respect to the Final 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.

5. On December 14, 2009, the Debtors filed the Joint Plan of Reorganization for the Debtors under Chapter 11 of the Bankruptcy Code Amended December 14, 2009 (With Technical Modifications) (the “Plan”). The Court entered an order (the “Confirmation Order”) confirming the Plan. *See* Docket No. 1182. The Plan went effective on January 4, 2010.

### Compensation Paid and Its Source

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

7. 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

8. 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

9. 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.

10. 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.

11. 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**

12. The partners and associates of Arent Fox who have rendered professional services during the Compensation Period are: Christopher Giaimo, Gerald Mitchell, Katie Lane, Rachel Richardson, Jeffrey Rothleder, and Andrea Campbell.

13. 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**

14. 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. Case Management and Operating Reports (02)

Fees: \$2,139.00                      Total Hours: 4.9

This category includes time spent reviewing the Debtors' filings, pleadings and other related documents and revising and updating the master pleadings binders maintained by the Committee. Time in this category also includes monitoring the status of hearings and determining which matters will be heard by the Court.

B. Sale and Disposition of Assets (04)

Fees: \$1,433.00                      Total Hours: 4.3

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. Specifically, time in this category included review, analysis and recommendations to the Committee concerning the Debtors' motions to sell Ontario Framing and Illinois based business operations. Further time was spent reviewing the Davis Brothers asset purchase and sale agreement.

C. Asset Analysis and Recovery (05)

Fees: \$93.00                      Total Hours: 0.2

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. Specifically, time was spent discussing the implications of a potential tax refund due the Debtors.

D. Claims Administration and Objections (06)

Fees: \$279.00                      Total Hours: 0.9

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. During the Compensation Period, a small amount of time was expended reviewing omnibus objections to claims.

E. Miscellaneous Motions and Objections (07)

Fees: \$1,446.00                      Total Hours: 3.3

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 confirmation and objections to proposed cure amounts. Where necessary, and in accordance with the Committee's direction, Arent Fox also negotiated with the Debtors to understand the implications of future tax refunds and the impact on the estates' recoveries, if any. Arent Fox also worked with the Debtors to obtain additional information and to gain a better understanding of the relief sought by certain motions, including that of Parker Development, Ryland Homes and Davis Brothers. This category also includes time spent attending hearings on various motions and objections filed in the case.

F. Committee and Debtor Communications, Conferences (08)

Fees: \$3,988.00                      Total Hours: 7.8

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. Specifically, Arent Fox spent significant time walking the Committee

members through the tax analysis provided by the Debtors and vetted by the Committee's financial advisors. Arent Fox also fielded several telephone calls and emails from Committee members and creditors regarding various issues, including whether the Committee should seek continuance of the Confirmation Hearing pending additional financial information from the Debtors. Arent Fox also prepared numerous Committee status memoranda regarding the status of the cases and impact on the unsecured creditors.

G. Professional Retention (10)

Fees: \$280.00                      Total Hours: 0.5

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.

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

Fees: \$30,461.50                      Total Hours: 60.60

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' support of the

Plan, and inquiries about cure amount issues and objections. Arent Fox expended significant time analyzing financials with the Committee’s financial advisors regarding the same. Arent Fox implemented a strategy to work with the Lenders and Debtors to determine whether the improved financial condition of the Debtors would translate to an improved distribution to the unsecured creditors. Finally, Arent Fox prepared for and attended the Debtors’ confirmation hearing at which several matters were considered in conjunction with confirmation.

I. Fee Applications (22)

Fees: \$5,215.50                      Total Hours: 12.9

This category includes time spent preparing and reviewing Arent Fox’s Sixth Monthly Fee Application and Arent Fox’s Second Quarterly 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**

15. Attorneys and paraprofessionals of Arent Fox have expended a total of 95.4 hours in connection with this matter during the Compensation Period, as follows:

<b><u>ATTORNEYS</u></b>	<b><u>HOURS</u></b>	<b><u>HOURLY RATE</u></b>
Christopher J. Giaimo	32.6	\$560
Gerald Mitchell	0.3	\$615
Katie Lane	45.6	\$465
Jeffrey Rothleder	1.3	\$465
Rachel Richardson	2.5	\$410
Andrea Campbell	13.1	\$310

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 \$45,335.00.

16. 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 (a) for the interim period from December 1, 2009 through December 17, 2009 an allowance be made to Arent Fox pursuant to the terms of the Professional Fee Order (i) with respect to the sum of \$45,335.00 as compensation for the necessary professional services rendered; and (ii) the sum of \$867.42 as reimbursement of the actual and necessary expenses, for a total of \$46,202.42; (b) for the final period from June 24, 2009 to December 17, 2009 an allowance be made to Arent Fox pursuant to the terms of the Professional Fee Order (i) with respect to the sum of \$1,089,116.00 as compensation for the necessary professional services rendered; and (ii) the sum of \$17,265.28 as reimbursement of the actual and necessary expenses, for a total of \$1,106,381.28; and (c) for such other and further relief as is just and proper.

Dated: Washington, DC  
January 15, 2010

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: January 15, 2010  
Washington, DC

/s/ Christopher J. Giaimo  
Christopher J. Giaimo

# 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 1229644  
Invoice Date 01/08/10  
Client Number 031659

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Category	Hours	Total
FOR PROFESSIONAL SERVICES RENDERED THROUGH DECEMBER 17, 2009		
00000 General	.00	867.42
00002 Case Management and Operating Reports	4.90	2,139.00
00004 Sale and Disposition of Assets	4.30	1,433.00
00005 Asset Analysis and Recovery	.20	93.00
00006 Claims Administration and Objections	.90	279.00
00007 Miscellaneous Motions and Objections	3.30	1,446.00
00008 Committee and Debtor Communications, Conference	7.80	3,988.00
00010 Professional Retention	.50	280.00
00011 Plan and Disclosure Statement Matters and Solici	60.60	30,461.50
00022 Fee Applications	12.90	5,215.50
Totals	95.40	46,202.42

(00000) MATTER NUMBER  
RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 17, 2009

FOR CHARGES:

10/14/09	PHONE CHARGES	15.02
10/16/09	PHONE CHARGES	52.71

**TOTAL FOR: PHONE CHARGES 67.73**

12/04/09	DUPLICATING SUMMARY User Sharon Brown copied 3 on 12/04/2009 at 13:02 hrs	0.30
12/08/09	DUPLICATING SUMMARY User Sharon Brown copied 116 on 12/08/2009 at 16:11 hrs	11.60

**TOTAL FOR: DUPLICATING SUMMARY 11.90**

11/09/09	TAXICABS - KATIE LANE PARKING/TAXI:TRAVEL DEST: DELAWARE	38.00
12/17/09	TAXICABS - CHRISTOPHER GIAIMO PARKING/TAXI:TRAVEL DEST: WILMINGTON, DE	7.00

**TOTAL FOR: TAXICABS 45.00**

12/08/09	MEALS - CHRISTOPHER GIAIMO LUNCH W K LANE AND A CAMPBELL	64.26
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**TOTAL FOR: MEALS 64.26**

12/17/09	OUT-OF-TOWN TRANSPORTATION - CHRISTOPHER GIAIMO AMTRAK:TRAVEL DEST: WILMINGTON, DE	108.00
11/09/09	OUT-OF-TOWN TRANSPORTATION - KATIE LANE AMTRAK:TRAVEL DEST: DELAWARE	233.89
12/17/09	OUT-OF-TOWN TRANSPORTATION - CHRISTOPHER GIAIMO MILEAGE:60 MILES:TRAVEL DEST: WILMINGTON, DE--BMHC HEARING	33.00
12/07/09	OUT-OF-TOWN TRANSPORTATION - CHRISTOPHER GIAIMO NEW YORK: MEET ESBA	255.00

**TOTAL FOR: OUT-OF-TOWN TRANSPORTATION 629.89**

11/09/09	OUT-OF-TOWN MEALS - KATIE LANE MEALS;TRAVEL DEST: DELAWARE	45.46
12/17/09	OUT-OF-TOWN MEALS - CHRISTOPHER GIAIMO MEALS:TRAVEL DEST: WILMINGTON, DE	3.18

**TOTAL FOR: OUT-OF-TOWN MEALS 48.64**

CURRENT CHARGES

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867.42

SUBTOTAL FOR THIS MATTER

\$867.42

(00002) MATTER NUMBER

RE: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 17, 2009

Date	Timekeeper		Hours	Value
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12/01/09	KA LANE	Meeting with A. Campbell and C. Giaimo to discuss recent filings, distribution of review and upcoming plan hearing.	.6	279.00
12/01/09	KA LANE	Pull docket and review various substantive filings, including cure objections, plan objections and responses to omnibus objections to claims.	.6	279.00
12/01/09	AK CAMPBELL	Meetings with C. Giaimo and K. Lane re: review of docket, committee updates, etc.	.9	279.00
12/02/09	KA LANE	Correspond with A. Campbell regarding Committee update.	.2	93.00
12/08/09	KA LANE	Review latest docket entries and analyze substantive filings for issues pertinent to Committee.	.6	279.00
12/08/09	KA LANE	Review agenda of upcoming confirmation hearing, pertinent objections to confirmation and meet with support staff to compile exhibit binders.	.9	418.50
12/08/09	KA LANE	Review and respond to correspondence from Debtors' counsel regarding alternate source of financing on better terms and correspond with C. Giaimo regarding same.	.3	139.50
12/09/09	KA LANE	Review Amended Agenda and update calendar to reflect new Confirmation Hearing date.	.2	93.00
12/14/09	KA LANE	Correspond internally regarding timing of various fee applications due to rescheduled hearing.	.4	186.00
12/15/09	KA LANE	Correspond with local counsel concerning upcoming confirmation hearing.	.2	93.00

CURRENT FEES

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2,139.00

TIMEKEEPER TIME SUMMARY

KATIE A. LANE	4.0	at	\$465.00 =	1,860.00
ANDREA K. CAMPBELL	.9	at	\$310.00 =	279.00
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TOTALS	4.9			2,139.00

SUBTOTAL FOR THIS MATTER

\$2,139.00



(00004) MATTER NUMBER  
RE: Sale and Disposition of Assets

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 17, 2009

Date	Timekeeper		Hours	Value
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12/09/09	AK CAMPBELL	Review Debtor's motion to sell Ontario Framing; various correspondence with C. Giaimo re: the same.	1.1	341.00
12/13/09	AK CAMPBELL	Review motion/proposed order for private sale of Ontario Framing and draft summary for committee re: the same.	.9	279.00
12/14/09	CG GIAIMO	Review summary of private sale motion.	.2	112.00
12/14/09	CG GIAIMO	Review sale objections.	.2	112.00
12/17/09	AK CAMPBELL	Review Davis Brothers APA to determine payment amounts/other implications of private sale.	1.9	589.00

CURRENT FEES

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1,433.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	.4	at \$560.00 =	224.00
ANDREA K. CAMPBELL	3.9	at \$310.00 =	1,209.00
	----		-----
TOTALS	4.3		1,433.00

SUBTOTAL FOR THIS MATTER

\$1,433.00

(00005) MATTER NUMBER  
RE: Asset Analysis and Recovery

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 17, 2009

Date	Timekeeper		Hours	Value
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12/02/09	KA LANE	Correspond with C. Giaimo and S. Carroll regarding negotiations with lenders re: NOL benefit.	.2	93.00

CURRENT FEES

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93.00

TIMEKEEPER TIME SUMMARY

KATIE A. LANE	.2	at \$465.00 =	93.00
	-----		-----
TOTALS	0.2		93.00

SUBTOTAL FOR THIS MATTER

\$93.00

(00006) MATTER NUMBER  
RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 17, 2009

Date	Timekeeper		Hours	Value
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12/02/09	AK CAMPBELL	Review and revise committee summary of omnibus objections.	.9	279.00

CURRENT FEES

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279.00

TIMEKEEPER TIME SUMMARY

ANDREA K. CAMPBELL	.9	at \$310.00 =	279.00
	-----		-----
TOTALS	0.9		279.00

SUBTOTAL FOR THIS MATTER

\$279.00

(00007) MATTER NUMBER  
RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 17, 2009

Date	Timekeeper		Hours	Value
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12/02/09	KA LANE	Review various court filings including various objections to confirmation and cure amounts.	.4	186.00
12/02/09	AK CAMPBELL	Draft and revise committee update on various motions/requests recently filed.	.5	155.00
12/02/09	CG GIAIMO	Review various filings regarding claim objections and cure objections.	.2	112.00
12/07/09	KA LANE	Telephone call with C. Giaimo and B. Sandler concerning merits of motion to continue confirmation in light of new financials.	.2	93.00
12/07/09	KA LANE	Telephone call with C. Giaimo and FAs concerning M. Dervis' analysis in light of new financials.	.3	139.50
12/08/09	AK CAMPBELL	Review various pleadings filed by Ryland Homes and Parker Development, and email C. Giaimo and K. Lane summary of issues re: the same.	.5	155.00
12/08/09	CG GIAIMO	Confer with A. Campbell regarding review of recently-filed pleadings for Committee update.	.3	168.00
12/09/09	CG GIAIMO	Review e-mail update from A. Campbell.	.2	112.00
12/09/09	KA LANE	Review summary of Parker Development papers and correspond with A. Campbell regarding review of additional docket entries.	.4	186.00
12/16/09	KA LANE	Correspond internally regarding Davis Brothers issues and proper response to Committee Member Garcia's inquiries.	.3	139.50

CURRENT FEES

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1,446.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	.7	at	\$560.00 =	392.00
KATIE A. LANE	1.6	at	\$465.00 =	744.00
ANDREA K. CAMPBELL	1.0	at	\$310.00 =	310.00
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TOTALS	3.3			1,446.00

SUBTOTAL FOR THIS MATTER

\$1,446.00

(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 17, 2009

Date	Timekeeper		Hours	Value
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12/01/09	KA LANE	Telephone call with BMHC West creditor's attorney regarding distributions under plan.	.2	93.00
12/01/09	KA LANE	Review proposed notice of hearing and correspond with Debtors' counsel regarding same.	.3	139.50
12/02/09	CG GIAIMO	Review Committee e-mails regarding recent filings and confer with A. Campbell regarding same.	.2	112.00
12/02/09	CG GIAIMO	E-mail communications with Committee regarding claim objections.	.2	112.00
12/02/09	CG GIAIMO	E-mails with R. Garcia regarding Plan status.	.2	112.00
12/02/09	CG GIAIMO	Review additional Committee updates.	.1	56.00
12/02/09	CG GIAIMO	Committee update regarding tax refund and issues related thereto and request for vote.	.3	168.00
12/03/09	CG GIAIMO	Emails with R. Garcia regarding Davis Bros. contract issues.	.3	168.00
12/03/09	CG GIAIMO	E-mails with R. Garcia regarding Plan.	.1	56.00
12/03/09	CG GIAIMO	E-mail memorandum to Committee regarding tax refund and Plan issues and strategy regarding same.	.3	168.00
12/03/09	CG GIAIMO	Call with Committee regarding strategy for Plan confirmation.	.5	280.00
12/03/09	KA LANE	Participate in call with Committee members to determine vote on tax refund issue.	.5	232.50
12/03/09	KA LANE	Meeting with C. Giaimo to discuss motion to continue confirmation pending disclosure by Debtors of information necessary to assess tax refund issue.	.4	186.00
12/03/09	KA LANE	Review and respond to correspondence from Committee member Garcia.	.2	93.00
12/03/09	JN ROTHLEDER	Comment on draft correspondence to Committee on NOL issues and interplay with plan process and conference with C. Giaimo re same.	.6	279.00
12/04/09	KA LANE	Correspondence to Committee updating status of motion they instructed to be filed.	.2	93.00
12/04/09	KA LANE	Correspondence to Debtors requesting consent to continuance of confirmation hearing.	.2	93.00

12/04/09	CG	GIAIMO	Additional Committee communications regarding status.	.3	168.00
12/04/09	CG	GIAIMO	Additional Committee updates.	.2	112.00
12/05/09	CG	GIAIMO	Discussions with R. Garcia, et al. regarding results of analysis and related reorganization issues.	.3	168.00
12/07/09	CG	GIAIMO	Draft, review and revise Committee update regarding proposed Plan strategy.	.4	224.00
12/07/09	KA	LANE	Compose correspondence to Committee explaining status of confirmation and analysis of liquidation data.	.3	139.50
12/08/09	KA	LANE	Review and respond to Committee correspondence related to Confirmation hearing.	.3	139.50
12/09/09	KA	LANE	Correspond with Debtor's counsel regarding adjournment of conformation hearing.	.1	46.50
12/11/09	CG	GIAIMO	Review and revise Committee updates on recent filings.	.2	112.00
12/14/09	CG	GIAIMO	E-mails with R. Garcia regarding status of expense reimbursement.	.2	112.00
12/15/09	KA	LANE	Exchange correspondence with Debtors' counsel regarding upcoming confirmation hearing, revised plan and supplement and alternative financing.	.3	139.50
12/15/09	KA	LANE	Correspondence to Committee advising of important matters to be heard at next omnibus hearing.	.2	93.00
12/16/09	KA	LANE	Correspondence to and from Committee Member Garcia.	.2	93.00

CURRENT FEES

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3,988.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	3.8	at	\$560.00 =	2,128.00
JEFFREY ROTHLEDER	.6	at	\$465.00 =	279.00
KATIE A. LANE	3.4	at	\$465.00 =	1,581.00
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TOTALS	7.8			3,988.00

SUBTOTAL FOR THIS MATTER

\$3,988.00

(00010) MATTER NUMBER

RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 17, 2009

Date	Timekeeper		Hours	Value
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12/02/09	CG GIAIMO	Review supplemental disclosures.	.1	56.00
12/02/09	CG GIAIMO	Review and analyze connection issues to Marsh & McLennan.	.2	112.00
12/08/09	CG GIAIMO	Review final supplement to disclosure.	.2	112.00
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		CURRENT FEES		280.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	.5	at \$560.00 =	280.00
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TOTALS	0.5		280.00

SUBTOTAL FOR THIS MATTER \$280.00

(00011) MATTER NUMBER

RE: Plan and Disclosure Statement Matters and  
Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 17, 2009

Date	Timekeeper		Hours	Value
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12/01/09	CG GIAIMO	Analysis of application of tax refunds to best interest test.	.6	336.00
12/01/09	CG GIAIMO	Confer with K. Lane regarding hearing on Plan and objection deadlines and related issues.	.3	168.00
12/02/09	CG GIAIMO	Review Plan objection.	.2	112.00
12/02/09	KA LANE	Strategy conference with counsel regarding Committee vote on disclosure issues.	.3	139.50
12/03/09	KA LANE	Draft Motion to Continue Confirmation Hearing.	2.1	976.50
12/03/09	KA LANE	Several emails to C. Giaimo and financial advisors concerning tax refund issues, Committee vote and other strategic options.	.5	232.50
12/03/09	KA LANE	Several correspondences with C. Giaimo regarding draft motion to continue.	.4	186.00
12/03/09	KA LANE	Confer with local counsel regarding DE procedures as to emergency conferences with Court.	.3	139.50
12/03/09	CG GIAIMO	Consideration of additional confirmation strategies for application of tax refund.	.6	336.00
12/03/09	CG GIAIMO	Confer with ESBA regarding liquidation analysis and Plan issues.	.4	224.00
12/03/09	CG GIAIMO	E-mails with Debtors' counsel regarding confirmation.	.2	112.00
12/03/09	CG GIAIMO	Legal research and review of case law regarding application of section 552(c) and tax refund issues.	.8	448.00
12/03/09	CG GIAIMO	Confer with D. Kerrigan regarding tax refund matters.	.4	224.00
12/03/09	CG GIAIMO	Review issues regarding continuation of confirmation and draft e-mails to lenders' counsel regarding same.	.4	224.00
12/03/09	CG GIAIMO	Confer with K. Lane regarding emergency motion to continue confirmation.	.4	224.00
12/03/09	CG GIAIMO	Review and revise emergency motion to continue.	1.0	560.00
12/04/09	CG GIAIMO	Confer with K. Lane on motion for a continuance and revisions to same.	.5	280.00
12/04/09	CG GIAIMO	Strategy with respect to Plan and tax refund.	.7	392.00



12/04/09	CG	GIAIMO	Confer with ESBA regarding liquidation analysis and impact of tax refund.	.4	224.00
12/04/09	CG	GIAIMO	Discussions with Debtors' counsel regarding continuance motion.	.4	224.00
12/04/09	CG	GIAIMO	E-mails with counsel regarding status of confirmation.	.3	168.00
12/04/09	CG	GIAIMO	Discussions with Debtors' counsel regarding hearing and Plan status.	.5	280.00
12/04/09	CG	GIAIMO	E-mails with Lenders' counsel regarding tax refund.	.2	112.00
12/04/09	CG	GIAIMO	Internal discussions regarding motion and Plan.	.7	392.00
12/04/09	KA	LANE	Review and revise Motion to Continue to include and improve upon C. Giaimo's edits and suggestions.	.8	372.00
12/04/09	KA	LANE	Several correspondences with C. Giaimo and J. Rothleder regarding additional points to include in motion to continue.	1.1	511.50
12/04/09	KA	LANE	Revise motion to continue to utilize strategy suggested by local counsel.	1.4	651.00
12/04/09	KA	LANE	Confer and correspond with local counsels Sandler and Hoover regarding expedited filing and substantive comments thereto.	.6	279.00
12/04/09	JN	ROTHLEDER	Review and comment on motion to adjourn confirmation hearing and correspond with C. Giaimo and K. Lane re same.	.7	325.50
12/04/09	RJ	RICHARDSON	Met with G. Mitchell to discuss new NOL legislation and impact on lender's security interest.	.5	205.00
12/04/09	GL	MITCHELL	Conference with R. Richardson re Article 9 issues	.3	184.50
12/04/09	RJ	RICHARDSON	Discussed new NOL legislation with K. Lane and impact on lender's security interest based on statutory research and caselaw.	.2	82.00
12/04/09	RJ	RICHARDSON	Analyzed tax refund issue relating to new NOL legislation.	1.7	697.00
12/04/09	RJ	RICHARDSON	Sent e-mail to A. Dubin seeking advice regarding the new NOL legislation and impact on secured lender's security interest in tax refund.	.1	41.00
12/05/09	CG	GIAIMO	Continued work on tax analysis and e-mails to Committee regarding results of same.	.7	392.00
12/05/09	CG	GIAIMO	Call with M. Dervis to discuss issues regarding liquidation analysis.	.6	336.00
12/05/09	CG	GIAIMO	Call with M. Rosenthal regarding Plan and exit financing.	.3	168.00
12/06/09	CG	GIAIMO	Strategy for Plan confirmation and legal research regarding same.	.9	504.00

12/06/09	KA	LANE	Review results of research into effect of postpetition law change and determine parties' entitlement to tax refund.	.7	325.50
12/06/09	KA	LANE	Various correspondence with C. Giaimo, R. Richardson and FAs regarding results of research into effect of postpetition law change.	.4	186.00
12/06/09	KA	LANE	Perform legal research to confirm pertinent timing for purposes of Section 1129 liquidation test.	.7	325.50
12/06/09	KA	LANE	Correspond with C. Giaimo regarding pertinent timing for purposes of Section 1129 liquidation test.	.2	93.00
12/07/09	KA	LANE	Confer and correspond several times with C. Giaimo, D. Kerrigan and M. Dervis concerning analysis of liquidation figures.	1.6	744.00
12/07/09	KA	LANE	Review and comment on revised liquidation analysis prepared by M. Dervis.	.3	139.50
12/07/09	KA	LANE	Conference and correspondence with M. Dervis concerning simplification of revised liquidation analysis and provision to Committee.	.6	279.00
12/07/09	KA	LANE	Review revised Plan Supplement and multiple exhibits and summarize for report to Committee professionals.	2.2	1,023.00
12/07/09	KA	LANE	Further correspondence and conference with local counsel regarding abstention from filing motion to continue based on B. Dietz' analysis.	.3	139.50
12/07/09	CG	GIAIMO	Continued internal analysis of Plan issues with ESBA.	.6	336.00
12/07/09	CG	GIAIMO	Review revised analysis of liquidation and call with K. Lane and B. Sandler regarding same.	.5	280.00
12/07/09	CG	GIAIMO	Review recent Plan-related filings.	.6	336.00
12/07/09	CG	GIAIMO	Call with ESBA to get update on P. J. Solomon analysis.	.4	224.00
12/07/09	CG	GIAIMO	Analysis of Plan supplements.	.4	224.00
12/07/09	CG	GIAIMO	E-mails to M. Rosenthal regarding filing of continuance motion.	.2	112.00
12/08/09	CG	GIAIMO	Review revised liquidation chart.	.2	112.00
12/08/09	CG	GIAIMO	Discussion of Plan and J. McMahon.	.4	224.00
12/08/09	CG	GIAIMO	Review additional filings regarding Plan.	.7	392.00
12/08/09	CG	GIAIMO	E-mails with M. Rosenthal regarding financing status.	.3	168.00
12/08/09	CG	GIAIMO	E-mails with M. Rosenthal regarding adjournment of hearing.	.2	112.00

12/08/09	KA	LANE	Strategize with C. Giaimo regarding update to Committee as to Confirmation, Dervis' financial analysis and preparation for Confirmation hearing.	.8	372.00
12/09/09	CG	GIAIMO	Review status of hearing and analysis of possible strategy for additional funds for unsecured creditors.	.9	504.00
12/11/09	CG	GIAIMO	Review Plan-related filings.	.6	336.00
12/11/09	CG	GIAIMO	E-mails and calls to M. Rosenthal regarding Plan.	.3	168.00
12/14/09	CG	GIAIMO	Review objections to confirmation.	.3	168.00
12/14/09	CG	GIAIMO	Review recently-filed plan documents.	1.5	840.00
12/14/09	CG	GIAIMO	E-mails with A. York regarding financing and additional filings.	.2	112.00
12/15/09	KA	LANE	Confer internally regarding latest version of plan and related documents.	.4	186.00
12/16/09	CG	GIAIMO	Prepare for hearing on confirmation.	.7	392.00
12/16/09	KA	LANE	Review plan documents, plan supplement documents and other plan related papers in preparation for confirmation hearing.	6.4	2,976.00
12/16/09	KA	LANE	Review Confirmation Hearing agenda to determine which non-plan-related matters remain outstanding and review summaries of same in preparation for hearing.	.7	325.50
12/17/09	CG	GIAIMO	Attendance at confirmation hearing.	4.5	2,520.00
12/17/09	KA	LANE	Working travel to DE for hearing on confirmation of plan and other motions (review Davis Brothers motion, review opposition of Southwest Management, prepare outline of comments for Committee presentment).	2.2	1,023.00
12/17/09	KA	LANE	Attend hearing on Plan Confirmation.	5.3	2,464.50
12/17/09	KA	LANE	Non-working travel from court in DE (billed at half time).	1.2	558.00
12/17/09	KA	LANE	Various internal correspondence regarding remaining matters pending and outcome of confirmation hearing.	.6	279.00

CURRENT FEES

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30,461.50

TIMEKEEPER TIME SUMMARY

GERALD L. MITCHELL	.3	at	\$615.00 =	184.50
CHRIS GIAIMO	25.0	at	\$560.00 =	14,000.00
JEFFREY ROTHLEDER	.7	at	\$465.00 =	325.50
KATIE A. LANE	32.1	at	\$465.00 =	14,926.50
RACHEL RICHARDSON	2.5	at	\$410.00 =	1,025.00
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031659 Building Materials Holding Corporation,  
8 JANUARY 2010

Invoice Number 1229644  
Page 17

TOTALS	60.6	30,461.50	
	SUBTOTAL FOR THIS MATTER		\$30,461.50

(00022) MATTER NUMBER  
RE: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 17, 2009

Date	Timekeeper		Hours	Value
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12/01/09	CG GIAIMO	E-mails with Debtors' counsel regarding fee orders and submission of same.	.2	112.00
12/02/09	CG GIAIMO	Review fee auditor report.	.2	112.00
12/08/09	CG GIAIMO	Review and revise November invoice and application.	1.4	784.00
12/08/09	AK CAMPBELL	Correspond with C. Giaimo re: November and interim fee application.	.1	31.00
12/09/09	AK CAMPBELL	Begin to draft November monthly fee application.	.4	124.00
12/13/09	AK CAMPBELL	Draft sixth interim fee application; correspond with D. Oliver, V. Santiago and C. Giaimo re: the same.	1.5	465.00
12/13/09	AK CAMPBELL	Begin to draft second interim fee application.	.5	155.00
12/14/09	KA LANE	Correspondence with local counsel and A. Campbell regarding upcoming deadlines for fee applications.	.4	186.00
12/14/09	KA LANE	Review and revise draft Sixth Fee Application (month of November) to include detailed narratives.	2.1	976.50
12/14/09	KA LANE	Review detailed time billings for month of November for incorporation into fee application.	.6	279.00
12/14/09	AK CAMPBELL	Revise second interim fee application and November monthly statement.	1.3	403.00
12/14/09	CG GIAIMO	Internal discussions regarding filing of quarterly fee application.	.4	224.00
12/15/09	KA LANE	Confer internally regarding review of interim fee application, fee auditor report, and compliance.	.7	325.50
12/15/09	KA LANE	Review and revise Second Interim Fee Application.	.5	232.50
12/15/09	AK CAMPBELL	Finalize second interim fee application and compliance with fee auditor's report; correspondence with C. Giaimo, K. Lane, accounting, D. Oliver and local counsel re: the same.	1.4	434.00
12/16/09	AK CAMPBELL	Correspond with local counsel and fee auditor re: filing of November monthly and second interim fee application.	.3	93.00
12/16/09	AK CAMPBELL	Draft application for reimbursement of Garcia expenses.	.9	279.00

CURRENT FEES

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5,215.50

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	2.2	at	\$560.00 =	1,232.00
KATIE A. LANE	4.3	at	\$465.00 =	1,999.50
ANDREA K. CAMPBELL	6.4	at	\$310.00 =	1,984.00
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TOTALS	12.9			5,215.50

SUBTOTAL FOR THIS MATTER

\$5,215.50

SUMMARY OF CHARGES  
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TOTAL FOR: PHONE CHARGES	67.73
TOTAL FOR: DUPLICATING SUMMARY	11.90
TOTAL FOR: TAXICABS	45.00
TOTAL FOR: MEALS	64.26
TOTAL FOR: OUT-OF-TOWN TRANSPORTATION	629.89
TOTAL FOR: OUT-OF-TOWN MEALS	48.64

	Area of Expertise, Year Admitted	Hours	Rate (\$)	Amount (\$)
<b>PARTNER</b>				
GERALD L. MITCHELL	RE, 1985 (DC), 1985 (NY)	.30	615.00	184.50
CHRIS GIAIMO	BR, 1995 (NY), 1998 (DC, MD)	32.60	560.00	18,256.00
<b>ASSOCIATES</b>				
JEFFREY ROTHLEDER	BR, 2002 (MD)	1.30	465.00	604.50
KATIE A. LANE	BR, 2002 (FL), 2007 (DC)	45.60	465.00	21,204.00
RACHEL RICHARDSON		2.50	410.00	1,025.00
ANDREA K. CAMPBELL	BR, 2008 (FL), 2009 (VA, DC)	13.10	310.00	4,061.00
		<b>95.40</b>		<b>45,335.00</b>

**Blended Rate: 475.21**

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	867.42
CURRENT FEES FOR ALL MATTERS	45,335.00
TOTAL AMOUNT OF THIS INVOICE	\$46,202.42 =====
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. Giaimo

Invoice Number 1229644  
Invoice Date 01/08/10  
Client Number 031659

-----  
-- REMITTANCE COPY --  
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$46,202.42

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: PNBPUS33 (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 1229644

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, et al. : :  
: Jointly Administered  
Debtors. : :  
: :  
----- X

**CERTIFICATE OF SERVICE**

I, Bradford J. Sandler, Esquire, hereby certify that on January 15, 2010, a true and correct copy of the foregoing document was served via overnight delivery, postage prepaid, upon all parties on the attached list.

Dated: January 15, 2010

BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP

By: /s/ Bradford J. Sandler  
Bradford J. Sandler, Esquire (No. 4142)  
222 Delaware Ave., Suite 801  
Wilmington, DE 19809  
302-442-7010 (telephone)  
302-442-7012 (facsimile)  
[bsandler@beneschlaw.com](mailto:bsandler@beneschlaw.com)

Counsel to the Official Committee of Unsecured  
Creditors

Building Materials Holding Corporation  
Attn: Paul S. Street  
720 Park Boulevard  
Suite 200  
Boise, ID 83712

Gibson, Dunn & Crutcher LLP  
Attn: Michael A. Rosenthal and Matthew K. Kelsey  
200 Park Avenue  
New York, NY 10166

Office of the United States Trustee  
Attn: Joseph McMahon  
844 King Street  
Suite 2207  
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