

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

In re:

BUILDING MATERIALS HOLDING
CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 09-12074 (KJC)

Jointly Administered

Objection Deadline for Monthly Application:

February 1, 2010 at 4:00 p.m. (ET)

Objection Deadline for Final Application:

February 4, 2010 at 4:00 p.m. (ET)

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

**SIXTH MONTHLY AND FINAL APPLICATION OF PETER J. SOLOMON
COMPANY, L.P. FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES AS INVESTMENT BANKER AND
FINANCIAL ADVISOR TO THE DEBTORS
FOR THE INTERIM PERIOD FROM DECEMBER 1, 2009 TO DECEMBER 17, 2009
AND THE FINAL PERIOD FROM JUNE 16, 2009 TO DECEMBER 17, 2009**

Name of Applicant:

Peter J. Solomon Company, L.P.

Authorized to Provide Professional Services as:
the Debtors

Investment Banker and Financial Advisor to

Date of Retention:

Nunc Pro Tunc to June 16, 2009

Interim Period for Which Compensation
and Reimbursement is Sought:

December 1, 2009 to December 17, 2009

Interim Amount of Compensation Sought
as Actual, Reasonable and Necessary:

\$0

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

\$4,884.70

Final Period for Which Compensation
and Reimbursement is Sought:

June 16, 2009 to December 17, 2009

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). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

Final Amount of Compensation Sought
as Actual, Reasonable and Necessary: \$2,750,000.00

Final Amount of Expense Reimbursement
Sought as Actual, Reasonable and Necessary: \$49,107.35

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

PREVIOUS APPLICATIONS

			Requested		Approved and/or Paid	
	Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
1	8/13/09	06/16/09 – 07/31/09	\$200,000.00	\$7,859.65	Paid ^(b)	Paid
2	9/15/09	08/01/09 – 08/31/09	\$200,000.00	\$0.00	Paid ^(b)	Paid
3	10/08/09	09/01/09 – 09/30/09	\$200,000.00	\$29,946.05 ^(a)	Paid ^(b)	Paid
4	11/06/09	10/01/09 – 10/31/09	\$200,000.00	\$4,053.24	Paid ^(b)	Paid
5	12/06/09	11/01/09 – 11/30/09	\$200,000.00	\$2,363.71 ^(c)	Paid ^(b)	Paid
6	1/16/10	12/01/10 – 12/17/10	\$0.00 ^(d)	\$4,884.70	Pending	Pending
MONTHLY TOTALS:			\$1,000,000.00	\$49,107.35	\$1,000,000	\$44,222.65
Financing and Restructuring Transaction Fees application filed 1/06/10 ^(e)			\$1,750,000.00	N/A	Pending	N/A
TOTALS:			\$2,750,000.00	\$49,107.35	\$1,000,000	\$44,222.65

(a) Includes August and September Expenses.

(b) Less 20% holdback amount which the court has approved Debtors to pay. PJS anticipates receipt of these hold back amounts.

(c) Gross Expense amount requested of \$6,699.21 shown net of \$4,335.50 of cumulative fee auditor adjustments which were credited to Debtor.

(d) Subject to entry of an order approving the Restructuring Transaction Fee, as more fully described in [Docket No. 1276], Application of Peter J. Solomon for Restructuring and Financing Transaction Fees, PJS agreed with the Debtors not to separately apply for approval of a pro rated December Monthly fee because this amount would have been credited toward payment of the Restructuring Transaction Fee. If the Restructuring Transaction Fee is not approved, Peter J. Solomon intends to amend this Application to request, both on an interim and final basis, approval of a pro-rated December Monthly Fee.

(e) Includes Financing Fees of \$1,700,000.00 and Restructuring Transaction Fees of \$50,000.00 as more fully described in [Docket No. 1276], Application of Peter J. Solomon for Restructuring and Financing Transaction Fees.

This is the Sixth Monthly Application.

EXPENSE SUMMARY

Peter J. Solomon Company, L. P.

Expense Breakdown

BMHC

December 1 - 17, 2009

Travel	\$793.00
Taxis	\$325.55
Lodging	\$0.00
Miscellaneous	\$0.00
Legal	\$0.00
Meals	\$94.95
Word Processing	\$0.00
Duplicating	\$280.50
Faxing	\$0.00
Research/Database	\$684.77
Telephone/Communications	\$2,705.93
Courier Services	\$0.00
Shipping	\$0.00
Total Billable Expenses:	\$4,884.70

Total expenses for the month: **\$4,884.70**

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

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

**SIXTH MONTHLY AND FINAL APPLICATION OF PETER J. SOLOMON
COMPANY, L.P. FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES AS INVESTMENT BANKER AND
FINANCIAL ADVISOR TO THE DEBTORS
FOR THE INTERIM PERIOD FROM DECEMBER 1, 2009 TO DECEMBER 17, 2009
AND THE FINAL PERIOD FROM JUNE 16, 2009 TO DECEMBER 17, 2009**

Pursuant to 11 U.S.C. §§ 105 and 330, the firm of Peter J. Solomon Company, L.P. (“PJS”) hereby moves this Court for an Order awarding it reasonable compensation for professional services rendered as investment banker and financial advisor to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) during the period from December 1, 2009 through and including December 17, 2009 (the “Interim Fee Period”) in the amount of \$0.0 together with reimbursement for actual and necessary expenses incurred in the amount of \$4,884.70 as well as final approval of compensation for professional services rendered during the period from June 16, 2009 through and including December 17, 2009 (the “Final Fee Period”) in the amount of \$2,750,000.00 together with reimbursement for actual and necessary expenses

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). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

incurred in the amount of \$49,107.35. In support of its Application, PJS respectfully represents as follows:

1. PJS was employed *nunc pro tunc* to June 16, 2009 to represent the Debtors as investment banker and financial advisor in connection with these chapter 11 cases pursuant to an order entered by this Court on July 16, 2009 [Docket No. 240]. The order authorized PJS to be compensated on a monthly fee basis and to be reimbursed for actual and necessary expenses.

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

3. Subject to entry of an order approving the Restructuring Transaction Fee, as more fully described in the Application of Peter J. Solomon Company for Allowance and Approval of Payment of Restructuring Transaction Fee and Financing Transaction Fees [Docket No. 1276] (the “Application for Restructuring and Financing Transaction Fees”), PJS agreed with the Debtors not to seek approval for payment of a pro rated December Monthly fee because this amount would have been credited toward payment of the Restructuring Transaction Fee. If the Restructuring Transaction Fee is not approved, Peter J. Solomon intends to amend this Application to request, both on an interim and final basis, approval of a pro-rated December Monthly Fee. Pursuant to the Application of Peter J. Solomon for Restructuring and Financing Transaction Fees, PJS requested allowance and approval of fees of \$1,750,000.00 consisting of (i) the Restructuring Transaction Fee of (a) \$2,500,000.00 less (b) \$2,450,000.00 of applicable credits and (ii) the Financing Transaction Fees of \$1,700,000.00.

DISBURSEMENTS

4. PJS incurred out-of-pocket disbursements during the Interim Fee Period in the amount of \$4,884.70. This disbursement sum is broken down into categories of charges, including, among other things, travel, taxi fares, lodging, legal, meals, word processing, copies /

duplication, faxing, research / database, telephone / communications, courier services and shipping. A complete review by category of the expenses incurred during the Expense Period may be found in *Exhibit A* attached hereto.

5. Pursuant to Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "*Local Rules*"), PJS represents that its rate for duplication is \$0.10 per page, its rate for outgoing telecopier transmissions is \$1.00 per page (excluding related long distance charges), and there is no charge for incoming telecopier transmissions.

6. This Application covers the Interim Fee Period from December 1, 2009 through and including December 17, 2009.

REQUEST FOR FINAL APPROVAL OF FEES AND EXPENSES

7. By this Application, PJS also seeks final approval of all fees and expenses incurred from the commencement of the Debtors' chapter 11 cases on June 16, 2009 through and including December 17, 2009.

8. PJS previously filed (i) First Interim Quarterly Fee Requests of the Debtors' Professionals for the Period from June 16, 2009 Through August 31, 2009 [D.I. 654] (the "First Quarterly Application") (ii) Second Interim Quarterly Fee Requests of the Debtors' Professionals for the Period from September 1, 2009 Through November 30, 2009 [D.I. 1175] (the "Second Quarterly Application"), and together with the First Quarterly Application, the "Quarterly Applications") and (iii) Application for Restructuring and Financing Transaction Fees.


9. The Court has entered Orders [D.I. 1262 and 1263] approving the First Quarterly Application in the amount of \$400,000.00 for fees and \$4,995.59 for expenses and the Second Quarterly Application in the amount of \$600,000.00 for fees and \$39,227.06 for expenses.

10. The Application for Restructuring and Financing Transaction Fees is currently scheduled to be heard by this Court on January 27th.

11. By this application, PJS is requesting final approval of the Quarterly Applications in the amounts previously approved, interim and final approval of its fees and expenses for the Interim Fee Period in the amounts set forth herein and final approval of its Application for Restructuring and Financing Transaction Fees. Accordingly, PJS is seeking final approval of fees in the amount of \$2,750,000.00 and expenses in the amount of \$49,107.35.

WHEREFORE, PJS respectfully requests that allowance be made to it in the sum of \$4,884.70 for reimbursement of actual and necessary costs and expenses incurred during the Interim Fee Period, the sum of \$2,750,000.00 as compensation for necessary professional services rendered to the Debtors during the Final Fee Period, the sum of \$49,107.35 for reimbursement of actual and necessary costs and expenses incurred during the Final Fee Period, and respectfully requests such other and further relief as this Court may deem just and proper.

Dated: Wilmington, Delaware
January 15, 2010



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

VERIFICATION


STATE OF NEW YORK)
)
NEW YORK COUNTY) SS:

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

1. I am a managing director in the applicant firm, Peter J. Solomon Company.

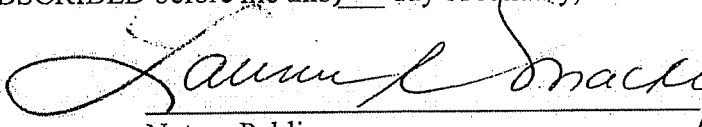
2. I have personally performed many of the services rendered by Peter J. Solomon Company as investment banker and financial advisor to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the professionals in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



BRADLEY I. DIETZ

SWORN TO AND SUBSCRIBED before me this 15 day of January, 2010.



Notary Public
My Commission Expires: 1-15-10

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

EXHIBIT A

Peter J. Solomon Company, L. P.

Expense Breakdown

BMHC

December 1 - 17, 2009

Travel	\$793.00
Taxis	\$325.55
Lodging	\$0.00
Miscellaneous	\$0.00
Legal	\$0.00
Meals	\$94.95
Word Processing	\$0.00
Duplicating	\$280.50
Faxing	\$0.00
Research/Database	\$684.77
Telephone/Communications	\$2,705.93
Courier Services	\$0.00
Shipping	\$0.00
Total Billable Expenses:	\$4,884.70

Total expenses for the month: **\$4,884.70**

January 14, 2010

Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712

Attention: Danny McQuary
Chief Financial Officer

INVOICE

Out-of-pocket expenses for the period
December 1, 2009 through December 17, 2009:

Research and copies	\$ 965.27
Travel and meetings	1,213.50
Communications	<u>2,705.93</u>
Amount due upon receipt	<u>\$4,884.70</u>

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

Bank of America
1185 Avenue of the Americas
New York, NY 10036
ABA # 026 009 593 (For ACH, 021 000 322)
For further credit to: **Peter J. Solomon, L.P.**
Account number 94292 62215

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NOTICE OF APPLICATION

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; (III) COUNSEL TO WELLS FARGO BANK, AS AGENT UNDER THE PREPETITION CREDIT FACILITY AND THE DIP FACILITY (AS DEFINED IN THE CHAPTER 11 PLAN FILED BY THE DEBTORS IN THESE CASES); (IV) THE FEE AUDITOR; AND (V) ALL PARTIES THAT HAVE REQUESTED NOTICE PURSUANT TO RULE 2002 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE.

PLEASE TAKE NOTICE that the **Sixth Monthly and Final Application of Peter J. Solomon Company, L.P. for Allowance of Reimbursement of Expenses as Investment Banker and Financial Advisor to the Debtors for the Interim Period from December 1, 2009 to December 17, 2009 and the Final Period from June 16, 2009 to December 17, 2009** (the "Application") has been filed with the United States Bankruptcy Court for the District of Delaware. The Application seeks interim allowance of fees in the amount of \$0 since any such fee would have been credited against PJS's Restructuring Fee as discussed further in [Docket No. 1276], Application of Peter J. Solomon for Restructuring and Financing Transaction Fees, and expenses in the amount of \$4,884.70 for the period from December 1, 2009 to December 17, 2009 (the "Interim Fee Period") and final allowance of fees in the amount of \$2,750,000.00 and expenses in the amount of \$49,107.35 for the period from June 16, 2009 to December 17, 2009 (the "Final Fee Period").

PLEASE TAKE FURTHER NOTICE that objections to the Application as it pertains to the Interim Fee Period, if any, must be filed on or before **February 1, 2010 at 4:00**

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p.m. (ET) (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that objections to the Application as it pertains to the Final Fee Period, if any, must be filed on or before **February 4, 2010 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the objection so as to be received by the following on or before the respective Objection Deadline: (i) the Debtors, Building Materials Holding Corporation, 720 Park Boulevard, Suite 200, Boise, Idaho 83712 (Attn.: Paul S. Street); (ii) co-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) and (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 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn.: Joseph J. McMahon, Jr.); (iv) counsel to the Official Committee of Unsecured Creditors: (a) Arent Fox, LLP, 1050 Connecticut Avenue, NW, Washington, DC 20036-5339 (Attn.: Christopher J. Giaimo and Katie A. Lane) and (b) Benesch, Friedlander, Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware 19801 (Attn.: Bradford J. Sandler); and (v) counsel to Wells Fargo Bank, as agent under the Prepetition Credit Facility and the DIP Facility (as defined in the chapter 11 plan filed by the Debtors in these cases): (a) Paul, Hastings, Janofsky & Walker LLP, 55 Second Street, Twenty-Fourth Floor, San Francisco, California 94105 (Attn.: Kevin B. Fisher) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn.: Paul N. Heath).

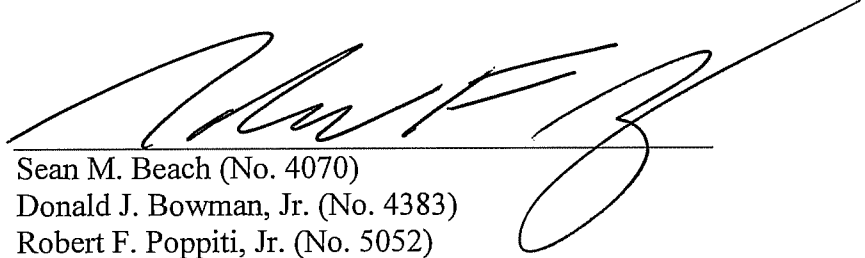
PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS [DOCKET NO. 201], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED INTERIM FEES AND 100% OF THE REQUESTED INTERIM EXPENSES FOR THE INTERIM FEE PERIOD WITHOUT FURTHER ORDER OF THE COURT.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE APPLICATION AS IT PERTAINS TO THE FINAL FEE PERIOD WILL BE HELD ON FEBRUARY 22, 2010 AT 1:00 P.M. (ET) BEFORE THE HONORABLE KEVIN J. CAREY AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE that if you fail to respond in accordance with this notice, the Court may grant the relief requested in the Application without further notice or a hearing.

Dated: Wilmington, Delaware
January 15, 2010

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Sean M. Beach (No. 4070)
Donald J. Bowman, Jr. (No. 4383)
Robert F. Poppiti, Jr. (No. 5052)
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, Delaware 19899-0391
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

----and----

GIBSON, DUNN & CRUTCHER LLP
Michael A. Rosenthal (admitted *pro hac vice*)
Matthew K. Kelsey (admitted *pro hac vice*)
Saeed M. Muzumdar (admitted *pro hac vice*)
200 Park Avenue, 47th Floor
New York, New York 10166-0193
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Facsimile: (212) 351-4035

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2100 McKinney Avenue, Suite 1100
Dallas, Texas 75201-6911
Telephone: (214) 698-3100
Facsimile: (214) 571-2900

ATTORNEYS FOR THE REORGANIZED DEBTORS