

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

IN RE:)	
	)	Chapter 11
BUILDING MATERIALS HOLDING CORPORATION, et al.,¹	)	Case No. 09-12074 (KJC)
Debtors.	)	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)

COMBINED SEVENTH MONTHLY AND FINAL FEE APPLICATION OF GIBSON, DUNN & CRUTCHER LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES FOR THE INTERIM PERIOD FROM DECEMBER 1, 2009 TO DECEMBER 17, 2009 AND FOR THE FINAL PERIOD FROM JUNE 16, 2009 TO DECEMBER 17, 2009

Name of Applicant:	GIBSON, DUNN & CRUTCHER LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	<i>Nunc pro tunc</i> to June 16, 2009 (the "Petition Date"), by order dated July 16, 2009
Period for Which Interim Compensation and Reimbursement Is Sought:	December 1, 2009 through December 17, 2009
Amount of Interim Compensation Sought as Actual, Necessary, and Reasonable:	\$842,130.75

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.

Amount of Interim Expenses Reimbursement
Sought as Actual, Necessary, and Reasonable: \$26,150.83

Period for Which Final Compensation and
Reimbursement is Sought: June 16, 2009 through December 17, 2009

Amount of Final Compensation Sought as
Actual, Necessary and Reasonable: \$4,087,048.75²

Amount of Final Expenses Reimbursement
Sought as Actual, Necessary and Reasonable: \$97,507.45³

This is a(n): Monthly Final Application

² This amount takes into account a voluntary reduction of \$523.50 as described in the Order Approving the First Interim Quarterly Fee Request of Gibson, Dunn & Crutcher LLP for the Period from June 16, 2009 through August 31, 2009 (Docket Entry No. 1179), and a voluntary reduction of \$2,433.50 as described in the Order Approving Second Interim Quarterly Fee Requests of Debtors' Professionals and the Fee Auditor for the Period September 1, 2009 through November 30, 2009 (Docket Entry No. 1263).

³ This amount takes into account a voluntary reduction of \$4,748.22 as described in the Order Approving the First Interim Quarterly Fee Request of Gibson, Dunn & Crutcher LLP for the Period from June 16, 2009 through August 31, 2009 (Docket Entry No. 1179), and a voluntary reduction of \$4,548.04 as described in the Order Approving Second Interim Quarterly Fee Requests of Debtors' Professionals and the Fee Auditor for the Period September 1, 2009 through November 30, 2009 (Docket Entry No. 1263).

PREVIOUS FEE APPLICATIONS

<u>Title</u>	<u>Date Filed</u>	<u>Period Covered</u>	<u>Fees Requested</u>	<u>Expenses Requested</u>	<u>Fees Approved</u>	<u>Expenses Approved</u>
Verified First Monthly Application of Gibson, Dunn & Crutcher LLP Beginning June 16, 2009 Through June 30, 2009 [Docket Entry No. 313]	7/27/09	June 16, 2009 – June 30, 2009	\$391,533.25	\$12,722.72	100%	100%
Verified Second Monthly Application of Gibson, Dunn & Crutcher LLP Beginning July 1, 2009 Through July 30, 2009 [Docket Entry No. 530]	8/27/09	July 1, 2009 – July 30 2009	\$681,530.25	\$22,211.78	100%	100%
Verified Third Monthly Application of Gibson, Dunn & Crutcher LLP Beginning August 1, 2009 Through August 30, 2009 [Docket Entry No. 648]	9/18/09	August 1, 2009 – August 31, 2009	\$404,340.25	\$5,457.69	100%	100%
Verified Fourth Monthly Application of Gibson, Dunn & Crutcher LLP Beginning September 1, 2009 Through September 30, 2009 [Docket Entry No. 726]	10/7/09	September 1, 2009 – September 30, 2009	\$679,542.50	\$7,817.46	100%	100%
Verified Fifth Monthly Application of Gibson, Dunn & Crutcher LLP Beginning October 1, 2009 Through October 31, 2009 [Docket Entry No. 953]	11/18/09	October 1, 2009 – October 31, 2009	\$588,815.75	\$15,325.17	100%	100%

Verified Sixth Monthly Application of Gibson, Dunn & Crutcher LLP Beginning November 1, 2009 Through November 30, 2009 [Docket Entry No. 1083]	12/7/09	November 1, 2009 – November 30, 2009	\$502,113.00	\$17,118.06	100%	100%
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BUILDING MATERIALS HOLDING CORPORATION, et al.

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

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
S. FINLEY	Partner— Corp.	8/29/1988	1974 NY	41.6	995	\$41,392.00
W. D. CLASTER	Partner— Labor	6/1/1976	1976 CA	0.2	865	\$173.00
M. A. KARLAN	Partner—Lit.	9/10/1984	1980 NY	16.3	990	\$16,137.00
S. L. TOLLES	Partner—Tax	6/1/1982	1982 CA	8.8	860	\$7,568.00
M. ROSENTHAL	Partner— Bankr.	11/27/1989	1985 TX 2009 NY	152.1	985	\$149,818.50
B. D. KILB	Partner— Corp.	4/04/1988	1987 CA	3.5	870	\$3,045.00
G. T. DAVIDSON	Partner— Corp.	10/24/1988	1988 CA	44.8	840	\$37,632.00
J. M. WEISS	Partner— Corp.	09/12/1994	1990 NY	3.1	940	\$2,914.00
C. R. MONTGOMERY	Partner— Corp.	3/12/2001	1997 CA	83.4	635	\$52,959.00
R. FALEK	Of Counsel— Lit.	4/18/2005	1997 NY	78.0	710	\$55,380.00
M. K. KELSEY	Of Counsel – Bankr.	11/10/2008	2004 NY	37.8	710	\$26,838.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
A. G. YORK	Associate— Bankr.	8/24/1998	1998 TX	180.6	635	\$114,681.00
J. A. CHAMAS	Associate— Corp.	8/30/2007	2001 NY	46.2	710	\$32,802.00
J. F. GUILD	Associate— Lit.	8/17/2009	2003 TX	37.7	525	\$19,792.50
N. D. GREENWOOD	Associate— Corp.	5/17/2004	2005 CA	100.6	495	\$49,797.00
L. V. WASSER	Associate— R.E.	10/17/2005	2005 CA	8.5	495	\$4,207.50
J. WEISSER	Associate— Corp.	4/20/2009	2006 NY	56.9	585	\$33,286.50
J. D. ROSENBLATT	Associate— Corp.	10/3/2005	2006 NY	2.2	495	\$1,089.00
J. L. GRAVES	Associate— Bankr.	10/6/2008	2007 TX	129.7	400	\$51,880.00
N. SREEPRAKASH	Associate— Lit.	11/06/2006	2007 NY	34.8	545	\$18,966.00
A. C. POGUE	Associate— Corp.	10/1/2007	2007 CA	2.4	400	\$960.00
A. L. KREISBERG	Associate— Tax	4/28/2008	2008 NY	11.2	470	\$5,264.00
K. A. BOHNE	Associate— Bankr.	9/2/2008	2008 TX	35.3	345	\$12,178.50
S. MUZUMDAR	Associate— Corp.	10/6/2008	2009 NY	1.1	420	\$462.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
J. C. MCKENNEY	Associate— Lit.	11/16/2009	2009 TX	31.0	360	\$11,160.00
J. DUDA	Associate— Bankr.	9/08/2008	PASSED NY 2008 (not yet admitted)	4.1	420	\$1,722.00
P. BACH-Y-RITA	Associate – Unassigned	11/16/2009	2009 CA	20.2	360	\$7,272.00
J. M. WHALEN	Associate— Unassigned	11/16/2009	2009 TX	52.2	360	\$18,792.00
B.S. FLEMING	Associate— Lit.	11/30/2009	PASSED NY 2009 (not yet admitted)	26.0	435	\$11,310.00
C. GREENBERG	Associate— Unassigned	11/16/2009	PASSED CA 2009 (not yet admitted)	27.5	360	\$9,900.00
K.P. HANVEY	Associate— Unassigned	11/16/2009	2009 TX	6.0	360	\$2,160.00
J. M. KREUZIGER	Associate— Unassigned	11/30/2009	2009 TX	10.8	360	\$3,888.00
D. HOROWITZ	Associate— Unassigned	11/30/2009	PASSED NY 2009 (not yet admitted)	18.0	435	\$7,830.00
K. H. YONEI	Senior Paralegal— Corp.	12/04/2006	N/A	30.2	310	\$9,362.00
L. S. HOPKINS	Legal Assistant— Nat'l Corp. Coordinator	4/6/1998	N/A	22.0	295	\$6,490.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
J. M. CONTRERAS	Legal Assistant—Bankr.	3/20/2000	N/A	67.7	290	\$19,633.00
L. A. JOHN	Legal Assistant—Corp.	7/14/2008	N/A	1.6	235	\$376.00
S. G. FARRAG	Legal Assistant—Bankr.	6/17/2009	N/A	2.3	235	\$540.50
S. E. SCOTT	Research Project Assistant	07/20/1988	N/A	1.8	185	\$333.00
B. J. PAGE	Library Research Project Assistant	03/03/1986	N/A	0.2	180	\$36.00
SUBTOTAL:				1,438.4		\$850,027.00
LESS REDUCTION FOR NON-WORKING TRAVEL TIME						-\$7,896.25
TOTAL FEES REQUESTED						\$842,130.75

Blended Rate: \$585.44
Blended Rate (excluding legal assistant time): \$613.58

Bankr. = Business Restructuring and Reorganization Practice Group
Corp. = Corporate Practice Group
Lit. = Litigation Practice Group

Tax = Tax Practice Group
Labor = Labor Practice Group
R.E. = Real Estate Group

BUILDING MATERIALS HOLDING CORPORATION, et al.

**Summary Breakdown of Professional and Paraprofessional Hours and Fees for the
Final Fee Period of June 16, 2009 through December 17, 2009**

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
C. F. FELDMAN	Partner—Tax	05/01/1986	1968 NY	0.7	985	\$689.50
S. FINLEY	Partner—Corp.	8/29/1988	1974 NY	327.0	995	\$325,365.00
W. D. CLASTER	Partner—Labor	6/1/1976	1976 CA	51.4	865	\$44,461.00
C. J. MARTIN	Partner—Labor	10/4/1982	1978 CA	4.6	880	\$4,048.00
M. A. KARLAN	Partner—Lit.	09/10/1984	1980 NY	41.4	990	\$40,986.00
S. L. TOLLES	Partner—Tax	6/1/1982	1982 CA	27.7	860	\$23,822.00
S. FACKLER	Partner—Labor	9/23/2005	1984 CA 2004 NY	24.9	810	\$20,169.00
M. ROSENTHAL	Partner—Bankr.	11/27/1989	1985 TX 2009 NY	1,078.5	985	\$1,062,322.50
B. D. KILB	Partner—Corp.	04/04/1988	1987 CA	3.5	870	\$3,045.00
G. T. DAVIDSON	Partner—Corp.	10/24/1988	1988 CA	70.7	840	\$59,388.00
R. LUDWISZEWSKI	Partner—Lit.	04/01/1993	1989 D.C.	1.0	905	\$905.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
J. M. WEISS	Partner— Corp.	09/12/1994	1990 NY	3.1	940	\$2,914.00
K. G. NELSON	Partner— Labor	09/23/1991	1991 TX	0.5	800	\$400.00
D. B. ROSENAUER	Partner—Tax	10/26/1987	1993-NY	4.7	990	\$4,653.00
C. R. MONTGOMERY	Partner— Corp.	3/12/2001	1997 CA	202.4	635	\$128,524.00
S. C. FELLER	Partner—Tax	01/20/2004	2001 NY 2005 CA	1.6	635	\$1,016.00
M. J. COLLINS	Partner— Labor	05/01/2000	2005 D.C.	2.7	675	\$1,822.50
M. PFUNDER	Of Counsel— Corp.	11/29/1993	1971 D.C.	5.9	775	\$4,572.50
R. FALEK	Of Counsel— Lit.	4/18/2005	1997 NY	150.3	710	\$106,713.00
M. K. KELSEY	Of Counsel – Bankr.	11/10/2008	2004 NY	332.5	710	\$236,075.00
A. G. YORK	Associate— Bankr.	8/24/1998	1998 TX	1,107.3	635	\$703,135.50
M. OSHINSKY	Associate-- Corp.	4/26/2004	1999 CA	0.4	635	\$254.00
J. SHAPIRO	Associate— Real Estate	09/12/2005	2000 NJ 2001 NY 2006 CA	4.2	610	\$2,562.00
E. S. TILTON	Associate— Lit.	03/07/2005	2001 TX	6.0	610	\$3,660.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
J. A. CHAMAS	Associate— Corp.	8/30/2007	2001 NY	98.6	710	\$70,006.00
J. F. GUILD	Associate— Lit.	8/17/2009	2003 TX	87.4	525	\$45,885.00
N. E. HART	Associate— Lit.	09/08/2003	2003 TX 2006 NY	11.8	635	\$7,493.00
T. SICA	Associate— Corp.	11/24/2008	2003 NY	2.9	650	\$1,885.00
S. TENDOLKAR	Associate— Lit.	09/12/2005	2003 NY 2006 TX	7.8	570	\$4,446.00
M. C. NELSON	Associate— Lit.	10/04/2004	2004 TX	15.3	525	\$8,032.50
N. D. GREENWOOD	Associate— Corp.	5/17/2004	2005 CA	277.7	495	\$137,461.50
S. M. GLECKLER	Associate— Corp.	9/12/2005	2005 CA	35.8	495	\$17,721.00
S. LUNN	Associate— Lit.	09/12/2005	2005 TX	9.1	495	\$4,504.50
C. L. MABERRY	Associate— Lit.	09/06/2005	2005 TX	21.0	495	\$10,395.00
L. V. WASSER	Associate— R.E.	10/17/2005	2005 CA	25.7	495	\$12,721.50
M. C. WALSH	Associate— Corp.	09/07/2004	2005 NY	26.5	620	\$16,430.00
J. WEISSER	Associate— Corp.	04/20/2009	2006 NY	115.6	585	\$67,626.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
VOJTISEK, JOHN-PAUL	Associate—Tax	5/31/2005	2006 NY	8.1	585	\$4,738.50
S. B. FLETCHER	Associate—Lit.	09/05/2006	2006 VA 2007 D.C.	5.5	470	\$2,585.00
J. D. ROSENBLATT	Associate—Corp.	10/3/2005	2006 NY	9.6	495	\$4,752.00
L. J VANDYKE	Associate—Lit.	10/1/2007	2006 DC 2008 TX	122.3	495	\$60,538.50
C. P. FLOYD	Associate—Lit.	9/5/2006	2006 TX	164.5	470	\$77,315.00
M. T. TOOMEY	Associate—Corp.	10/04/2004	2006 NY	36.6	620	\$22,692.00
J. A. SMITH	Associate—Corp.	9/5/2006	2006 TX	25.4	470	\$11,938.00
A. C. POGUE	Associate – Corp.	10/1/2007	2007 CA	16.0	400	\$6,400.00
J. L. GRAVES	Associate—Bankr.	10/6/2008	2007 TX	902.3	400	\$360,920.00
N. SREEPRAKASH	Associate—Lit.	11/06/2006	2007 NY	34.8	545	\$18,966.00
P. A. HALLING	Associate—Corp.	10/08/2007	2008 NY	6.3	495	\$3,118.50
K. B. KREISS	Associate--Corp.	11/5/2007	2008 CA	21.5	400	\$8,600.00
L. MAXWELL	Associate—Unassigned	11/03/2008	2008 TX	1.0	345	\$345.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
A. L. KREISBERG	Associate— Tax	4/28/2008	2008 NY	43.2	470	\$20,304.00
K. A. BOHNE	Associate— Bankr.	9/2/2008	2008 TX	110.1	345	\$37,984.50
F. E. JERNIGAN	Associate-- Lit.	11/16/2009	2008 TX 2009 CO	10.1	415	\$4,191.50
R. SCHMUTTER	Associate— Tax	10/08/2007	2008 NY	2.9	495	\$1,435.50
T. S. SOUZA	Associate— Unassigned	09/02/2008	2008 TX	7.6	345	\$2,622.00
J. DUDA	Associate— Bankr.	09/08/2008	PASSED NY 2008 (not yet admitted)	4.1	420	\$1,722.00
S. MUZUMDAR	Associate— Corp.	10/6/2008	2009 NY	183.3	420	\$76,986.00
J. SHERKOW	Associate— Unassigned	06/08/2009	2009 NY	37.3	365	\$13,614.50
J. C. MCKENNEY	Associate— Lit.	11/16/2009	2009 TX	31.0	360	\$11,160.00
J. M. KREUZIGER	Associate— Unassigned	11/30/2009	2009 TX	10.8	360	\$3,888.00
P. BACH-Y-RITA	Associate – Unassigned	11/16/2009	2009 CA	21.4	360	\$7,704.00
K. GRADY	Associate— Unassigned	11/16/2009	2009 TX	3.0	360	\$1,080.00
J. M. WHALEN	Associate— Unassigned	11/16/2009	2009 TX	52.2	360	\$18,792.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
B.S. FLEMING	Associate— Lit.	11/30/2009	PASSED NY 2009 (not yet admitted)	26.0	435	\$11,310.00
C. GREENBERG	Associate— Unassigned	11/16/2009	PASSED CA 2009 (not yet admitted)	27.5	360	\$9,900.00
K.P. HANVEY	Associate— Unassigned	11/16/2009	2009 TX	6.0	360	\$2,160.00
D. HOROWITZ	Associate— Unassigned	11/30/2009	PASSED NY 2009 (not yet admitted)	18.0	435	\$7,830.00
A. R. PEZZANO	Summer Associate— Unassigned	05/18/2009	N/A	3.2	275	\$880.00
D. SHANK	Summer Associate— Unassigned	06/15/2009	N/A	12.6	275	\$3,465.00
J. S. BAUMGART	Summer Associate— Unassigned	05/18/2009	N/A	19.2	295	\$5,664.00
K. H. YONEI	Senior Paralegal— Corp.	12/04/2006	N/A	30.2	310	\$9,362.00
L. S. HOPKINS	Legal Assistant— Nat'l Corp. Coordinator	4/6/1998	N/A	28.0	295	\$8,260.00
J. M. CONTRERAS	Legal Assistant— Bankr.	3/20/2000	N/A	292.9	290	\$84,941.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
L. A. JOHN	Legal Assistant— Corp.	07/14/2008	N/A	1.6	235	\$376.00
S. G. FARRAG	Legal Assistant— Bankr.	6/17/2009	N/A	88.3	235	\$20,750.50
V. V. BRATCHER	Manager— Lit. Tech Services	08/29/2005	N/A	11.0	370	\$4,070.00
F. LEE	Specialist— Lit. Tech Services	06/16/2007	N/A	12.1	335	\$4,053.50
A. LESCH	Specialist— Lit. Tech Services	01/03/2008	N/A	25.8	295	\$7,611.00
T. IN	Data Center Analyst	11/12/2007	N/A	10.8	270	\$2,916.00
S. E. SCOTT	Research Project Assistant	07/20/1988	N/A	2.3	185	\$425.50
B. J. PAGE	Library Research Project Assistant	03/03/1986	N/A	0.3	180	\$54.00
M. KO	Legal Intern—Lit.	05/18/2009	N/A	1.7	145	\$246.50
SUBTOTAL:				6,676.6		\$4,154,777.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
LESS REDUCTION FOR NON-WORKING TRAVEL TIME						-\$64,891.25
TOTAL FEES REQUESTED						\$4,089,885.75 ⁴

Blended Rate: \$612.57

Bankr. = Business Restructuring and Reorganization Practice Group
 Corp. = Corporate Practice Group
 Lit. = Litigation Practice Group
 Tax = Tax Practice Group
 Labor = Labor Practice Group
 R.E. = Real Estate Group

⁴ This amount does not reflect voluntary reductions.

TOTAL COMPENSATION BY PROJECT CATEGORY

For the Seventh Monthly Fee Period of December 1, 2009 through December 17, 2009

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Asset Disposition Sale Issues (Matter 00101)	241.2	\$135,406.00
Automatic Stay (Matter 00102)	6.5	\$2,783.50
Business Operations (Matter 00103)	7.8	\$2,944.00
Case Administration (Matter 00104)	7.0	\$2,536.00
Claims Administration and Objections (Matter 00105)	71.2	\$27,267.50
Corporate Governance and Securities Law Compliance (Matter 00106)	10.9	\$10,806.50
Creditor Committee Issues (Matter 00107)	0.5	\$200.00
Employees (Matter 00109)	2.9	\$1,462.00
Executory Contracts/Unexpired Leases (Matter 00111)	67.7	\$27,902.50
Fee and Retention Applications (GD&C) (Matter 00112)	30.8	\$9,451.00
Fee and Retention Applications (Other Professionals) (Matter 00113)	0.3	\$98.00
Plan & Disclosure Statement (Matter 00115)	945.2	\$600,465.50
Taxes (Matter 00120)	20.2	\$12,912.00
Non-Working Travel Time (after 50% write- off) (Matter 00121)	26.2	\$7,896.25
<u>TOTAL</u>	1438.4	\$842,130.75

TOTAL COMPENSATION BY PROJECT CATEGORY

For the Final Fee Period of June 16, 2009 through December 17, 2009

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Asset Disposition Sale Issues (Matter 00101)	242.6	\$137,423.00
Automatic Stay (Matter 00102)	236.6	\$125,072.50
Business Operations (Matter 00103)	188.3	\$109,400.00
Case Administration (Matter 00104)	708.8	\$383,795.00
Claims Administration and Objections (Matter 00105)	296.0	\$149,513.00
Corporate Governance and Securities Law Compliance (Matter 00106)	106.3	\$99,185.50
Creditor Committee Issues (Matter 00107)	357.8	\$221,263.50
DIP Financing/Cash Collateral/Cash Management (Matter 00108)	296.0	\$167,376.50
Employees (Matter 00109)	74.2	\$43,468.50
Executory Contracts/Unexpired Leases (Matter 00111)	272.7	\$132,642.50
Fee and Retention Applications (GD&C) (Matter 00112)	309.4	\$108,257.50
Fee and Retention Applications (Other Professionals) (Matter 00113)	73.8	\$38,313.50
Insurance (Matter 00114)	74.9	\$39,318.00
Plan & Disclosure Statement (Matter 00115)	2,693.8	\$1,970,281.50
Plan Exclusivity (Matter 00116)	13.8	\$6,157.00
Real Property Leases (Matter 00117)	16.1	\$9,818.50
Secured Creditor Collateral (Matter 00118)	5.5	\$5,060.00
Shareholder/Equity Committee (Matter 00119)	1.0	\$290.00

Taxes (Matter 00120)	112.4	\$70,656.00
Non-Working Travel Time (after 50% write-off) (Matter 00121)	206.0	\$64,891.25
Utilities (Matter 00122)	64.5	\$27,607.00
Vendors and Suppliers (Matter 00123)	18.2	\$8,601.50
Class Action Issues (Matter 00125)	302.3	\$167,154.00
HSR (Matter 00126)	5.6	\$4,340.00
<u>TOTAL</u>	6,676.6	\$4,089,885.75⁵

⁵ This amount does not reflect voluntary reductions.

TOTAL EXPENSE SUMMARY

For the Seventh Monthly Fee Period of December 1, 2009 through December 17, 2009

<u>Expense Category</u>	<u>Total Expenses</u>
Certified Copies	\$1,939.35
Document Retrieval Service	\$1,316.50
Filing Fees	\$2,931.50
Freight and Shipping	\$115.33
In-House Duplication (Photocopies -- \$0.10 per page)	\$917.70
Lodging	\$3,037.26
Meals	\$602.14
Messenger and Courier Expense	\$12.74
On-Line Research (Lexis)	\$2,333.53
On-Line Research (Westlaw)	\$1,782.27
On Line Research – Main	\$315.00
Postage	\$2.10
Searches (UCC & Others)	\$1,974.00
Secretary Support	\$30.00
Specialized Research/Filing Fees	\$26.08
Telephone Charges	\$2,855.36
Travel – Air & Rail	\$5,291.17
Travel – Parking	\$194.00
Travel – Taxi & Other Modes/Miles	\$474.80
TOTAL	\$26,150.83

TOTAL EXPENSE SUMMARY

For the Final Fee Period of June 16, 2009 through December 17, 2009

<u>Expense Category</u>	<u>Total Expenses</u>
Certified Copies	\$1,939.35
Document Retrieval Service	\$1,910.02
Filing Fees	\$2,931.50
Freight and Shipping	\$755.57
In-House Duplication (Photocopies -- \$0.10 per page)	\$7,696.05
Lodging	\$11,250.30
Meals	\$5,810.75
Messenger and Courier Expense	\$406.37
On-Line Research (Lexis)	\$7,040.03
On-Line Research (Westlaw)	\$10,380.83
On Line Research – Main	\$1,987.50
Outside Duplication and Binding	\$786.24
Outside Process Server	\$35.50
Postage	\$38.49
Searches (UCC & Others)	\$1,974.00
Secretary Support	\$100.00
Specialized Research/Filing Fees	\$527.74
Telephone Charges	\$6,008.36
Transcripts/Digesting	\$3,178.45
Travel – Air & Rail	\$30,995.58

Travel – Miscellaneous (tips)	\$80.00
Travel – Parking	\$389.00
Travel – Taxi & Other Modes/Miles	\$4,628.30
TOTAL	\$100,849.93⁶

⁶ This amount does not reflect voluntary reductions.

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

IN RE:)	
	)	Chapter 11
BUILDING MATERIALS HOLDING CORPORATION, <i>et al.</i> ¹	)	Case No. 09-12074 (KJC)
Debtors.	)	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)

COMBINED SEVENTH MONTHLY AND FINAL FEE APPLICATION OF GIBSON, DUNN & CRUTCHER LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES FOR THE INTERIM PERIOD FROM DECEMBER 1, 2009 TO DECEMBER 17, 2009 AND FOR THE FINAL PERIOD FROM JUNE 16, 2009 TO DECEMBER 17, 2009

Gibson, Dunn & Crutcher LLP ("Gibson Dunn"), counsel for Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "Debtors"), hereby applies for allowance of compensation for professional services rendered and reimbursement of expenses for the interim period from December 1, 2009 to December 17, 2009 and final fee period from June 16, 2009 through December 17, 2009 (herein, the "Application"), and respectfully states the following:

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.

FEES AND EXPENSES FOR WHICH ALLOWANCE IS SOUGHT

1. Gibson Dunn makes this Application pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), the Local Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered by the Court on July 15, 2009 [Docket No. 201] (the "Interim Fee Procedures Order") in connection with the Chapter 11 Cases (as defined below). Gibson Dunn seeks approval and allowance of interim compensation for professional services charged to the Debtors during the period from December 1, 2009 through December 17, 2009 (the "Interim Fee Period") in the amount of \$842,130.75. In addition, Gibson Dunn seeks approval of allowance of final compensation for professional services charged to the Debtors during the period from June 16, 2009 through December 17, 2009 (the "Final Fee Period") in the amount of \$4,087,048.75. A schedule setting forth the number of hours expended by partners, counsel, associates, staff attorneys, and legal assistants of Gibson Dunn who rendered services to the Debtors during the Interim Fee Period and Final Fee Period, and their respective hourly rates, is attached hereto as **Exhibit A**. Gibson Dunn also requests reimbursement of actual and necessary out-of-pocket expenses incurred in connection with its representation of the Debtors during the Interim Fee Period in the amount of \$26,150.83 and the Final Fee Period in the amount of \$97,507.45. Schedules setting forth the expenses for which Gibson Dunn is seeking reimbursement is attached hereto as **Exhibit B**.

2. Gibson Dunn has attempted to include in this Application all time and expenses relating to the Interim Fee Period. Delays in processing such time and receiving invoices for expenses, however, do occur. Accordingly, Gibson Dunn reserves the right to supplement this

Application prior to the date set by this Court for final hearing on this Application in order to request additional compensation for professional services rendered and reimbursement of expenses incurred during the Interim Fee Period.

3. In addition, as of the Petition Date, Gibson Dunn held an Advance Deposit in the amount of \$710,762.59 as security for its postpetition fees and related expenses. Paragraph 4 of the Court's July 16, 2009 Order Approving the Employment of Gibson, Dunn & Crutcher as Attorneys for Debtors in Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 246] provides that Gibson Dunn (a) "shall be paid from the Advance Deposit until the Advance Deposit is reduced to \$355,381 before the firm seeks further payment for allowed/fees expenses from the Debtors" and (b) "may hold the remaining \$355,381 Advance Deposit as an evergreen retainer for the duration of the Chapter 11 Cases, the application of which shall be subject to further Court Order" (the "Advance Deposit Minimum Balance").

4. This is Gibson Dunn's combined seventh monthly and final fee application for compensation and reimbursement of expenses in these Chapter 11 Cases.

**COMPLIANCE WITH THE U.S. TRUSTEE'S
GUIDELINES AND LOCAL RULE 2016-2**

5. Pursuant to section 586(a)(3)(A) of title 28 of the United States Code, the Executive Office for United States Trustees promulgated certain procedural guidelines governing review by the Offices of the United States Trustees of applications for compensation and reimbursement of expenses under section 330 of the Bankruptcy Code (the "Guidelines"). The Guidelines became effective on May 1, 1995. Except as set forth herein, this Application materially complies with the Guidelines. This Application also materially complies with Rule 2016-2 of the Local Rules. Gibson Dunn's certification under section 504 of the Bankruptcy

Code, Federal Rule of Bankruptcy Procedure 2016(a), the Guidelines and Local Rule 2016-2 is attached hereto as **Exhibit C**.

6. During the Chapter 11 Cases, Gibson Dunn has maintained contemporaneous time records for each of the categories specified in the Guidelines. A schedule setting forth the number of hours expended by partners, counsel, associates, staff attorneys, and legal assistants of Gibson Dunn who rendered services to the Debtors during the Interim Fee Period, and their respective hourly rates is attached hereto as **Exhibit D**. Schedules for the Final Fee Period are hereby incorporated by reference⁷. A schedule setting forth the Interim Fee Period expenses for which Gibson Dunn is seeking reimbursement is attached hereto as **Exhibit E**. Expenses for the Final Fee Period are hereby incorporated by reference⁸.

⁷ Schedules for the Final Fee Period can be found in the previous monthly fee applications: Verified First Monthly Application [Docket Entry No. 313], Verified Second Monthly Application [Docket Entry No. 530], Verified Third Monthly Application [Docket Entry No. 648], Verified Fourth Monthly Application [Docket Entry No. 726], Verified Fifth Monthly Application [Docket Entry No. 953], Verified Sixth Monthly Application [Docket Entry No. 1083].

⁸ See above docket entry numbers.

GENERAL BACKGROUND

7. On June 16, 2009 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Cases"). No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases. On June 26, 2009, the Office of the United States Trustee (the "US Trustee") appointed the official committee of unsecured creditors (the "Creditors' Committee").

8. The Debtors are one of the largest providers of residential building products and construction services in the United States. The Debtors distribute building materials, manufacture building components (e.g., millwork, floor and roof trusses, and wall panels), and provide construction services to professional builders and contractors through a network of 31 distribution facilities, 43 manufacturing facilities, and five regional construction services facilities.

9. The Debtors operate under two brand names: BMC West® and SelectBuild®.

- ***BMC West.*** Under the BMC West brand, the Debtors market and sell building products, manufacture building components, and provide construction services to professional builders and contractors. Products include structural lumber and building materials purchased from manufacturers, as well as manufactured building components such as millwork, trusses, and wall panels. Construction services include installation of various building products and framing. The Debtors currently offer these products and services in major metropolitan markets in Texas, Washington, Colorado, Idaho, Utah, Montana, North Carolina, California, and Oregon.
- ***SelectBuild.*** Under the SelectBuild brand, the Debtors offer integrated construction services to production homebuilders, as well as commercial and multi-family builders. Services include wood framing, concrete services, managing labor and construction schedules, and sourcing materials. The Debtors currently offer these services in major metropolitan markets in California, Arizona, Nevada and Illinois.

10. On the Petition Date, the Debtors filed their proposed chapter 11 plan (the "Plan") and accompanying disclosure statement (the "Disclosure Statement"). Since the Petition Date, the Debtors filed several amended versions of the Plan and Disclosure Statement. The Court approved the Disclosure Statement by order entered on October 22, 2009 (Docket No 768), and the Court confirmed the Plan on December 17, 2009. The effective date of the Plan (the "Effective Date") was January 4, 2010.

RETENTION OF GIBSON, DUNN & CRUTCHER LLP

11. By order dated July 16, 2009, the Court approved the retention of Gibson Dunn as restructuring counsel *nunc pro tunc* to the Petition Date pursuant to section 327(a) of the Bankruptcy Code.

12. By order dated July 14, 2009, the Court approved the Debtors' retention of Young Conaway Stargatt & Taylor, LLP ("YCS&T") as restructuring counsel pursuant to section 327(a) of the Bankruptcy Code. Gibson Dunn and YCS&T have made every effort to ensure that the services they provide to the Debtors are not duplicative.

13. On July 27, 2009, Gibson Dunn filed its Verified First Monthly Application of Gibson, Dunn & Crutcher LLP Beginning June 16, 2009 Through June 30, 2009 (the "First Monthly Fee Application") [Docket No. 313]. By the First Monthly Fee Application, Gibson Dunn requested the amount of \$313,226.60 (80% of \$391,533.25) of actual, reasonable, and necessary compensation and \$12,722.72 of actual, reasonable, and necessary expense reimbursement, for a total amount of \$325,949.32.

14. On August 27, 2009, Gibson Dunn Filed its Verified Second Monthly Application of Gibson, Dunn & Crutcher LLP Beginning July 1, 2009 Through July 30, 2009 (the "Second Monthly Fee Application") [Docket No. 530]. By the Second Monthly Fee Application, Gibson

Dunn requested the amount of \$545,224.20 (80% of \$681,530.25) of factual, reasonable, and necessary compensation and \$22,211.78 of actual, reasonable, and necessary expense reimbursement, for a total amount of \$567,435.98.

15. On September 18, 2009, Gibson Dunn Filed its Verified Third Monthly Application of Gibson, Dunn & Crutcher LLP Beginning August 1, 2009 Through August 30, 2009 (the "Third Monthly Fee Application") [Docket No. 648]. By the Third Monthly Fee Application, Gibson Dunn requested the amount of \$323,472.20 (80% of \$404,340.25) of factual, reasonable, and necessary compensation and \$5,457.69 of actual, reasonable, and necessary expense reimbursement, for a total amount of \$328,929.89.

16. On October 7, 2009, Gibson Dunn Filed its Verified Fourth Monthly Application of Gibson, Dunn & Crutcher LLP Beginning September 1, 2009 Through September 30, 2009 (the "Fourth Monthly Fee Application") [Docket No. 726]. By the Fourth Monthly Fee Application, Gibson Dunn requested the amount of \$543,634.00 (80% of \$679,542.50) of factual, reasonable, and necessary compensation and \$7,817.46 of actual, reasonable, and necessary expense reimbursement, for a total amount of \$551,451.46.

17. On November 18, 2009, Gibson Dunn Filed its Verified Fifth Monthly Application of Gibson, Dunn & Crutcher LLP Beginning October 1, 2009 Through October 31, 2009 (the "Fifth Monthly Fee Application") [Docket No. 953]. By the Fifth Monthly Fee Application, Gibson Dunn requested the amount of \$486,377.77 (80% of \$588,815.75) of factual, reasonable, and necessary compensation and \$15,325.17 of actual, reasonable, and necessary expense reimbursement, for a total amount of \$501,702.94.

18. On December 7, 2009, Gibson Dunn Filed its Verified Sixth Monthly Application of Gibson, Dunn & Crutcher LLP Beginning November 1, 2009 Through November 30, 2009

(the “Sixth Monthly Fee Application”) [Docket No. 1083]. By the Sixth Monthly Fee Application, Gibson Dunn requested the amount of \$401,690.40 (80% of \$502,113.00) of factual, reasonable, and necessary compensation and \$17,118.06 of actual, reasonable, and necessary expense reimbursement, for a total amount of \$418,808.46.

13. By Order dated December 17, 2009 [Docket No. 1179], Gibson Dunn was awarded 100% of fees and disbursements less applicable write-offs for the quarterly period beginning June 16, 2009 through August 31, 2009 (the “First Quarterly Fee Period”).

14. By Order dated January 5, 2010 [Docket No. 1263], Gibson Dunn was awarded 100% of fees and disbursements less applicable write-offs for the quarterly period beginning September 1, 2009 through November 30, 2009 (the “Second Quarterly Fee Period”).

SERVICES RENDERED BY GIBSON DUNN

15. Gibson Dunn is an international law firm with approximately 1,000 attorneys. The firm maintains offices for the practice of law in New York City and several other cities in the United States and abroad. Gibson Dunn has extensive expertise in business reorganizations, corporate transactions, and debtor-in-possession financings, and possesses related professional experience necessary for successful reorganization under chapter 11 of the Bankruptcy Code. In particular, Gibson Dunn has substantial experience in the representation of debtors and debtors in possession in chapter 11 cases before this Court and other courts throughout the United States. Consequently, Gibson Dunn brings to these cases a high level of expertise and experience that inures to the benefit of the Debtors and their estates.

16. During the Interim Fee Period, Gibson Dunn partners, counsel, associates, staff attorneys, and paralegals expended 1438.4 hours in rendering services to the Debtors. During

the Final Fee Period, Gibson Dunn partners, counsel, associates, staff attorneys, and paralegals expended 6676.5 hours in rendering services to the Debtors.

17. The following description summarizes the services rendered by Gibson Dunn in the Interim Fee Period. Summary descriptions for previous interim applications are herein incorporated by reference.⁹

A. Asset Disposition Sale Issues (Matter 00101)

(Interim Fee Period Fees: \$135,406.00 Total Hours: 241.2)

16. This matter includes advice to the Debtors regarding asset disposition sale issues. During the Interim Fee Period, Gibson Dunn prepared a motion for the sale of the Ontario Framing Business, and prepared a motion for the sale and wind of certain business operations in Illinois. Gibson Dunn worked with the Debtors in preparing the asset purchase agreement, schedules and assignments of contracts, and other items related thereto. The Court approved the sales.

B. Automatic Stay (Matter 00102)

(Interim Fee Period Fees: \$2,783.50 Total Hours: 6.5)

17. This matter includes time spent addressing issues relating to the automatic stay. During the Interim Fee Period, Gibson Dunn spent time considering the applicability of the

⁹ See Verified First Monthly Application [Docket Entry No. 313], Verified Second Monthly Application [Docket Entry No. 530], Verified Third Monthly Application [Docket Entry No. 648], Verified Fourth Monthly Application [Docket Entry No. 726], Verified Fifth Monthly Application [Docket Entry No. 953], Verified Sixth Monthly Application [Docket Entry No. 1083].

automatic stay on various litigation actions, drafting objections to the Ryland Homes and Eric Thomas lift stay motions, and negotiating and preparing stipulations to settle such actions.

C. Business Operations (Matter 00103)

(Interim Fee Period Fees: \$2,944.00 Total Hours: 7.8)

18. This matter includes work relating to the day-to-day operations of the Debtors. During the Interim Fee Period, Gibson Dunn advised the Debtors relative to legal issues arising in the course of the Debtors' day-to-day business operations.,

D. Case Administration (Matter 00104)

(Interim Fee Period Fees: \$2,536.00 Total Hours: 7.0)

19. Time in this matter includes work necessary for the successful administration of these Chapter 11 Cases. During the Interim Fee Period, Gibson Dunn spent numerous hours finalizing and filing various pleadings, communicating with the Debtors and other key constituencies regarding administrative tasks within these Chapter 11 Cases, and addressing the myriad of other administrative matters that arose in the course of these Chapter 11 Cases. These tasks include, but are not limited to, coordinating task and responsibility checklists, maintaining agendas, and maintaining a case calendar in coordination with YCS&T..

E. Claims Administration and Objections (Matter 00105)

(Interim Fee Period Fees: \$27,267.50 Total Hours: 71.2)

20. This category covers time addressing issues concerning claims made against the Debtors' estates. During the Interim Fee Period, Gibson Dunn responded to a motion filed by Parker Management to expand the bar date. Furthermore, Gibson Dunn reviewed potential claims and corresponded with the Debtors regarding potential objections to these claims. Gibson

Dunn expended time objecting to, and/or advising the Debtors with respect to, various claims and the rights of the claimants that filed such claims.

F. Corporate Governance/Securities Law Compliance (Matter 00106)

(Interim Fee Period Fees: \$10,806.50 Total Hours: 10.9)

21. This category addresses issues concerning compliance with securities law, and participating in the Debtors' board meetings. During the Interim Fee Period, Gibson Dunn prepared for and participated in telephonic meetings of the Debtors' board of directors, addressed issues concerning officer and director compensation, and assisted the Debtors to evaluate corporate governance issues relevant to the transactions to be consummated on the Effective Date of the Plan.

G. Creditor Committee Issues (Matter 00107)

(Interim Fee Period Fees: \$200.00 -Total Hours: 0.5)

22. This category includes advice to clients regarding creditor committee issues and responding to creditor committee requests.

H. Employees (Matter 00109)

(Interim Fee Period Fees: \$1,462.00 Total Hours: 2.9)

23. This category covers issues concerning the Debtors' current and former employees. During the Interim Fee Period, time was spent addressing and negotiating deferred compensation and incentive plans for certain employees of the Debtors, and post-Effective Date employment and transition agreements. Furthermore, Gibson Dunn drafted and revised a separation agreements and claims releases for certain employees.

I. Executory Contracts/Unexpired Leases (Matter 00111)

(Interim Fee Period Fees: \$27,902.50 Total Hours: 67.7)

24. This category includes time addressing issues regarding the Debtors executory contracts and unexpired leases. During the Interim Fee Period, Gibson Dunn spent time reviewing the Debtors' executory contracts and unexpired leases and preparing motions to assume or reject the same. In addition, time was spent preparing a list of rejected contracts, addressing cure amounts with respect to assumed contracts, , and reviewing and responding to objections to various lease assumption and rejection motions.

J. Fee Applications/Retention Applications [Gibson Dunn] (Matter 00112)

(Interim Fee Period Fees: \$9,451.00 Total Hours: 30.8)

25. During the Interim Period, time was spent preparing Gibson Dunn's sixth monthly interim compensation and reimbursement of expenses covering November time. In addition, time was spent ensuring compliance with applicable U.S. Trustee Guidelines related to Gibson Dunn's retention and compensation.

K. Fee Applications/Retention Applications [Other professionals] (Matter 00113)

(Interim Fee Period Fees: \$98.00 Total Hours: 0.3)

26. Time in this category is related to the retention and compensation of additional professionals hired by the Debtors in these Chapter 11 Cases. During the Interim Fee Period, Gibson Dunn assisted the Debtors' financial advisor in addressing issues related to their fees and retention.

L. Plan & Disclosure Statement (Matter 00115)

(Interim Fee Period Fees: \$600,465.50 Total Hours: 945.2)

27. The Interim Fee Period was a critical juncture for the Debtors' Plan and Disclosure Statement. During the Interim Fee Period, Gibson Dunn expended considerable time and effort orchestrating all of the various matters critical to the solicitation of votes on, and ultimate confirmation of, the Plan. In particular, Gibson Dunn spent a significant amount of time obtaining alternative exit financing for the Debtors and negotiating and drafting related revisions to the Plan and transaction documents. In addition, during the Interim Fee Period, Gibson Dunn spent an extensive amount of time negotiating and revising the Debtors' plan supplement and addendum, analyzing the tabulation of votes for confirmation of the Plan, and preparing for the confirmation hearing. Gibson Dunn also spent time addressing last minute objection filed prior to confirmation. On December 17, 2009, the Court confirmed the Debtors' Plan.

M. Taxes (Matter 00120)

(Interim Fee Period Fees: \$12,912.00 Total Hours: 20.2)

28. This matter includes time spent addressing tax issues. During the Interim Fee Period, time was devoted to reviewing and researching various tax issues as they relate to the Debtors' plan confirmation. In particular, time was spent analyzing tax lien, tax refund, and NOL carryback issues, including those related to the very recently enacted Worker, Homeownership, and Business Assistance Act of 2009 (the "New Legislation"), which was enacted on November 9, 2009.

N. Non-Working Travel Time (Matter 00121)

(Interim Fee Period Fees: \$7,896.25 Total Hours: 26.2)

29. This category covers travel time in which no other work was performed on behalf of the Debtors. Consistent with prior applications filed during the Final Fee Period, **this Application seeks compensation for 50% of any fees associated with non-working travel time.**

ALLOWANCE OF COMPENSATION

30. Gibson Dunn is cognizant of the factors considered by courts in determining allowances of compensation under section 331 of the Bankruptcy Code. Application of those factors to this Application more than justifies the compensation requested.

31. **The Time And Labor Required.** The professional services rendered by Gibson Dunn have required substantial time and effort, very frequently on an emergency and after-hours basis. During the Interim Fee Period, approximately 1,438.4 recorded hours were expended by Gibson Dunn partners, counsel, associates, staff attorneys, and legal assistants in providing the professional services described in this Application. During the Final Fee Period, Gibson Dunn partners, counsel, associates, staff attorneys, and paralegals expended 6676.6 hours in rendering services to the Debtors.

32. **The Rates Charged For Such Services.** During the Interim Fee Period, Gibson Dunn's hourly billing rates ranged from \$635 to \$995 per hour for partners and of counsel; \$345 to \$710 for associates and staff attorneys; and \$235 to \$295 for legal assistants. These billing rates represent customary rates that are routinely billed to the firm's many clients. Based upon the recorded hours expended by Gibson Dunn's attorneys and legal assistants, the average hourly billing rate for Gibson Dunn's services for the Interim Fee Period was approximately \$585.44. The average hourly billing rate for Gibson Dunn's services for the Final Fee Period was approximately \$612.57.

33. **The Necessity of the Services and Benefit to the Estate.** As detailed above, the services Gibson Dunn provided to the Debtors were necessary to preserve and enhance the Debtors' business operations and going-concern value and conferred substantial benefit on the Debtors' estates. Gibson Dunn respectfully submits that it assisted the Debtors to achieve excellent results in these cases, taking them from filing to Effective Date in just over six months, assisting in obtaining two alternative and competing exit facilities, resolving almost every dispute without the need for lengthy and wasteful litigation, and assisting the Debtors to effectively restructure their balance sheet so that they can succeed as a viable post-Effective Date company.

34. **The Complexity, Importance, and Nature of the Problem, Issue or Task Addressed.** The complexity, importance, and nature of the matters Gibson Dunn has addressed in these cases justify the compensation sought by Gibson Dunn in this Application. During the Interim Fee Period, Gibson Dunn encountered and successfully resolved complex and difficult legal problems in many areas involving bankruptcy, corporate, tax, litigation, and labor issues, many of which required specialized expertise. As is more fully detailed above, Gibson Dunn believes that it has been able to resolve many difficult and complex questions as they have arisen in an expeditious and efficient manner.

35. **Customary Compensation.** Gibson Dunn relies on the Court's experience and knowledge with respect to the compensation awards in similar cases. Given that frame of reference, Gibson Dunn submits that, in light of the circumstances of the case and the substantial benefits derived from Gibson Dunn's assistance, compensation in the amount requested is fair and reasonable.

36. **Time Constraints Required by the Exigencies of the Case.** On many occasions, Gibson Dunn attorneys rendered services on behalf of the Debtors under severe time constraints. Moreover, Gibson Dunn attorneys undertook matters on behalf of the Debtors, to the preclusion of other firm matters and clients. Often, the services were performed well after regular business hours.

37. **Experience, Reputation and Ability of the Attorneys Rendering Services.** Gibson Dunn's services have been rendered in a highly efficient manner by attorneys who have a high degree of expertise in business reorganizations and corporate transactions. The skill and competency of the Gibson Dunn attorneys who have represented the Debtors are unquestionable. Gibson Dunn's highly professional group of attorneys has ensured that these cases have been administered in the most efficient and expeditious manner possible under the circumstances.

38. Based on the factors to be considered under section 331 of the Bankruptcy Code, the results Gibson Dunn has achieved to date more than justify allowance in full of Gibson Dunn's compensation and reimbursement request.

DISBURSEMENTS

39. For the Interim Fee Period, Gibson Dunn requests reimbursement of \$26,150.83 for reasonable and necessary out-of-pocket expenses incurred on behalf of the Debtors. For the Final Fee Period, Gibson Dunn requests reimbursement of \$97,507.45. **Exhibit B** attached hereto summarizes the actual expenses incurred by Gibson Dunn on behalf of the Debtors during the Interim Fee Period and **Exhibit E** details each of the expenses incurred. Summaries for expenses incurred for prior fee periods are located in Exhibits B and E of previous applications

and are herein incorporated by reference.¹⁰ Each of the charges reflected in **Exhibits B** and **E** is based on the actual and necessary expenses incurred by Gibson Dunn, in the exercise of reasonable discretion, on behalf of the Debtors.

40. The time constraints frequently imposed by the circumstances of these cases have required Gibson Dunn's attorneys and other employees to devote time during the evenings and on weekends to perform legal services on behalf of the Debtors. Consistent with firm policy, and to ensure the personal safety of attorneys and other employees of Gibson Dunn, the cost of transportation home was reimbursed to employees working late into the night. Unlike many New York firms, Gibson Dunn does not charge clients for reimbursement of meals for attorneys who worked after regular business hours. Gibson Dunn only seeks reimbursement for overtime meals if the client is present, or if an attorney is traveling on a client's behalf.

41. Gibson Dunn has not sought reimbursement for proofreading services, luxury accommodations, or deluxe meals. Gibson Dunn does not seek compensation for first-class airfare. Rather, Gibson Dunn attorneys travel by coach for domestic air travel, with any upgrade being at the attorney's own expense. Gibson Dunn does not charge for incoming or outgoing facsimile transmission, other than the costs, if any, of the associated long distance phone call. Gibson Dunn **charges its clients \$0.10 per page for photocopying.**

42. Gibson Dunn has made every effort to minimize its disbursements in this case. Each of the expenses incurred by Gibson Dunn in providing professional services to the Debtors

¹⁰ See Verified First Monthly Application [Docket Entry No. 313], Verified Second Monthly Application [Docket Entry No. 530], Verified Third Monthly Application [Docket Entry No. 648], Verified Fourth Monthly Application [Docket Entry No. 726], Verified Fifth Monthly Application [Docket Entry No. 953], Verified Sixth Monthly Application [Docket Entry No. 1083].

was necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors, their estates, and creditors.

REMAINING ADVANCE DEPOSIT

43. As described above, as of the Petition Date, Gibson Dunn held an Advance Deposit in the amount of \$710,762.59 as security for its postpetition fees and related expenses. After the expiration of the objection period with respect to Gibson Dunn's first interim application (for the period from June 16, 2009 through June 30, 2009), and based on the lack of objections to such application, Gibson Dunn filed a Certificate of No Objection and applied \$325,949.32 against the Advance Deposit, which amount represents the sum of 80% of the fees and 100% of the expenses requested for such period. After the expiration of the objection period with respect to Gibson Dunn's second interim application (for the period from July 1, 2009 through July 31, 2009), and based on the lack of objections to such application, Gibson Dunn filed a Certificate of No Objection with respect to \$567,435.98 of approved fees (at 80%) and expenses. Gibson Dunn applied \$29,432.27 of these fees and expenses against the Advance Deposit, which reduced such Advance Deposit to the Advance Deposit Minimum Balance of \$355,381.00, and requested payment of the balance from the Debtors as provided in the Order employing Gibson Dunn. Application of the Advance Deposit Minimum Balance is subject to further Court order. Gibson Dunn hereby requests authority to apply the remaining Advance Deposit Minimum Balance to the fees and expenses approved by the Court pursuant to this Application.

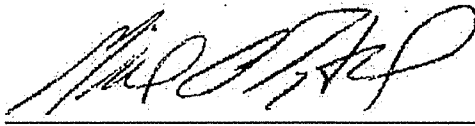
CONCLUSION

44. Gibson Dunn's services have resulted in significant benefits to the Debtors and their estates. Accordingly, Gibson Dunn respectfully submits that its request for compensation and reimbursement of expenses is reasonable and is more than justified by the benefits received by the Debtors and their estates, and that such request, therefore, should be allowed in full.

WHEREFORE Gibson Dunn respectfully requests entry of an order (a) allowing Gibson Dunn, for the period from December 1, 2009 through December 17, 2009, interim compensation for professional services rendered in the amount of \$842,130.75 and reimbursement of expenses in the amount of \$26,150.83; (b) allowing final compensation to Gibson Dunn for professional services rendered in the amount of \$4,087,048.75 and reimbursement of expenses in the amount of \$97,507.45 for the period of June 16, 2009 through December 17, 2009; (c) authorizing Gibson Dunn to apply the remaining Advance Deposit Minimum Balance against its approved fees and expenses; and (d) granting Gibson Dunn such other and further relief as is just and proper.

Dated: New York, New York
January 15, 2010

GIBSON, DUNN & CRUTCHER LLP

By: 
Michael A. Rosenthal (admitted *pro hac vice*)
Matthew K. Kelsey (admitted *pro hac vice*)
200 Park Avenue
New York, New York 10166
Phone (212) 351-4000
Fax (212) 351-4035

ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

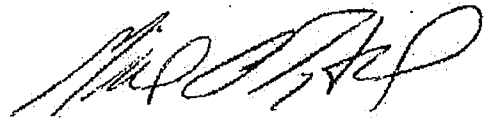
VERIFICATION

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

1. I am a partner in the applicant firm, Gibson, Dunn & Crutcher LLP, and am admitted to practice *pro hac vice* before this Court.

2. I have personally performed many of the legal services rendered by Gibson, Dunn & Crutcher LLP, as counsel for the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and legal assistants 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.



Michael A. Rosenthal

**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)

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 **Combined Seventh Monthly and Final Fee Application of Gibson, Dunn & Crutcher LLP as Counsel for the Debtors and Debtors in Possession for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses 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 \$842,130.75 and expenses in the amount of \$26,150.83 for the period from December 1, 2009 to December 17, 2009 (the "Interim Fee Period") and final allowance of fees in the amount of \$4,087,048.75 and expenses in the amount of \$97,507.45 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**

¹ The Reorganized Debtors, along with the last four digits of each Reorganized 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 Reorganized Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

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 Reorganized 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. McMahan, 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).

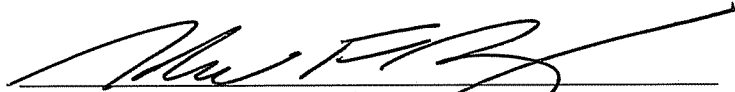
PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS [DOCKET NO. 201], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED 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. 4883)
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
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 REORGANIZED DEBTORS

EXHIBIT A

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

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
S. FINLEY	Partner— Corp.	8/29/1988	1974 NY	41.6	995	\$41,392.00
W. D. CLASTER	Partner— Labor	6/1/1976	1976 CA	0.2	865	\$173.00
M. A. KARLAN	Partner—Lit.	9/10/1984	1980 NY	16.3	990	\$16,137.00
S. L. TOLLES	Partner—Tax	6/1/1982	1982 CA	8.8	860	\$7,568.00
M. ROSENTHAL	Partner— Bankr.	11/27/1989	1985 TX 2009 NY	152.1	985	\$149,818.50
B. D. KILB	Partner— Corp.	4/04/1988	1987 CA	3.5	870	\$3,045.00
G. T. DAVIDSON	Partner— Corp.	10/24/1988	1988 CA	44.8	840	\$37,632.00
J. M. WEISS	Partner— Corp.	09/12/1994	1990 NY	3.1	940	\$2,914.00
C. R. MONTGOMERY	Partner— Corp.	3/12/2001	1997 CA	83.4	635	\$52,959.00
R. FALEK	Of Counsel— Lit.	4/18/2005	1997 NY	78.0	710	\$55,380.00
M. K. KELSEY	Of Counsel – Bankr.	11/10/2008	2004 NY	37.8	710	\$26,838.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
A. G. YORK	Associate— Bankr.	8/24/1998	1998 TX	180.6	635	\$114,681.00
J. A. CHAMAS	Associate— Corp.	8/30/2007	2001 NY	46.2	710	\$32,802.00
J. F. GUILD	Associate— Lit.	8/17/2009	2003 TX	37.7	525	\$19,792.50
N. D. GREENWOOD	Associate— Corp.	5/17/2004	2005 CA	100.6	495	\$49,797.00
L. V. WASSER	Associate— R.E.	10/17/2005	2005 CA	8.5	495	\$4,207.50
J. WEISSER	Associate— Corp.	4/20/2009	2006 NY	56.9	585	\$33,286.50
J. D. ROSENBLATT	Associate— Corp.	10/3/2005	2006 NY	2.2	495	\$1,089.00
J. L. GRAVES	Associate— Bankr.	10/6/2008	2007 TX	129.7	400	\$51,880.00
N. SREEPRAKASH	Associate— Lit.	11/06/2006	2007 NY	34.8	545	\$18,966.00
A. C. POGUE	Associate— Corp.	10/1/2007	2007 CA	2.4	400	\$960.00
A. L. KREISBERG	Associate— Tax	4/28/2008	2008 NY	11.2	470	\$5,264.00
K. A. BOHNE	Associate— Bankr.	9/2/2008	2008 TX	35.3	345	\$12,178.50
S. MUZUMDAR	Associate— Corp.	10/6/2008	2009 NY	1.1	420	\$462.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
J. C. MCKENNEY	Associate— Lit.	11/16/2009	2009 TX	31.0	360	\$11,160.00
J. DUDA	Associate— Bankr.	9/08/2008	PASSED NY 2008 (not yet admitted)	4.1	420	\$1,722.00
P. BACH-Y-RITA	Associate – Unassigned	11/16/2009	2009 CA	20.2	360	\$7,272.00
J. M. WHALEN	Associate— Unassigned	11/16/2009	2009 TX	52.2	360	\$18,792.00
B.S. FLEMING	Associate— Lit.	11/30/2009	PASSED NY 2009 (not yet admitted)	26.0	435	\$11,310.00
C. GREENBERG	Associate— Unassigned	11/16/2009	PASSED CA 2009 (not yet admitted)	27.5	360	\$9,900.00
K.P. HANVEY	Associate— Unassigned	11/16/2009	2009 TX	6.0	360	\$2,160.00
J. M. KREUZIGER	Associate— Unassigned	11/30/2009	2009 TX	10.8	360	\$3,888.00
D. HOROWITZ	Associate— Unassigned	11/30/2009	PASSED NY 2009 (not yet admitted)	18.0	435	\$7,830.00
K. H. YONEI	Senior Paralegal— Corp.	12/04/2006	N/A	30.2	310	\$9,362.00
L. S. HOPKINS	Legal Assistant— Nat'l Corp. Coordinator	4/6/1998	N/A	22.0	295	\$6,490.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
J. M. CONTRERAS	Legal Assistant—Bankr.	3/20/2000	N/A	67.7	290	\$19,633.00
L. A. JOHN	Legal Assistant—Corp.	7/14/2008	N/A	1.6	235	\$376.00
S. G. FARRAG	Legal Assistant—Bankr.	6/17/2009	N/A	2.3	235	\$540.50
S. E. SCOTT	Research Project Assistant	07/20/1988	N/A	1.8	185	\$333.00
B. J. PAGE	Library Research Project Assistant	03/03/1986	N/A	0.2	180	\$36.00
SUBTOTAL:				1,438.4		\$850,027.00
LESS REDUCTION FOR NON-WORKING TRAVEL TIME						-\$7,896.25
TOTAL FEES REQUESTED						\$842,130.75

Blended Rate: \$585.44
Blended Rate (excluding legal assistant time): \$613.58

Bankr. = Business Restructuring and Reorganization Practice Group
Corp. = Corporate Practice Group
Lit. = Litigation Practice Group

Tax = Tax Practice Group
Labor = Labor Practice Group
R.E. = Real Estate Group

EXHIBIT B

TOTAL EXPENSE SUMMARY

For the Seventh Monthly Fee Period of December 1, 2009 through December 17, 2009

<u>Expense Category</u>	<u>Total Expenses</u>
Certified Copies	\$1,939.35
Document Retrieval Service	\$1,316.50
Filing Fees	\$2,931.50
Freight and Shipping	\$115.33
In-House Duplication (Photocopies -- \$0.10 per page)	\$917.70
Lodging	\$3,037.26
Meals	\$602.14
Messenger and Courier Expense	\$12.74
On-Line Research (Lexis)	\$2,333.53
On-Line Research (Westlaw)	\$1,782.27
On Line Research – Main	\$315.00
Postage	\$2.10
Searches (UCC & Others)	\$1,974.00
Secretary Support	\$30.00
Specialized Research/Filing Fees	\$26.08
Telephone Charges	\$2,855.36
Travel – Air & Rail	\$5,291.17
Travel – Parking	\$194.00
Travel – Taxi & Other Modes/Miles	\$474.80

TOTAL	\$26,150.83
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:)	Chapter 11
BUILDING MATERIALS HOLDING CORPORATION, <i>et al.</i>,¹	)	Case No. 09-12074 (KJC)
Debtors.	)	Jointly Administered
)	
)	
)	

CERTIFICATION OF GIBSON, DUNN & CRUTCHER LLP UNDER SECTION 504 OF THE BANKRUPTCY CODE, FEDERAL RULE OF BANKRUPTCY PROCEDURE 2016(a), THE UNITED STATES TRUSTEE GUIDELINES AND LOCAL RULE 2016-2

The undersigned attorney certifies under penalty of perjury as follows:

1. I am a member of the applicant law firm, Gibson, Dunn & Crutcher LLP ("Gibson Dunn").
2. Gibson Dunn has rendered professional services in these chapter 11 cases as counsel for Building Materials Holding Corporation and its affiliated debtors and debtors in possession (collectively, the "Debtors").
3. In accordance with section 504(a) of title 11 of the United States Code (the "Bankruptcy Code") and Federal Rule of Bankruptcy Procedure 2016, no agreement or understanding exists between Gibson Dunn and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these chapter 11 cases,

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.

and Gibson Dunn shall not share or agree to share the compensation paid or allowed from the Debtors' estates for such services with any other person.

4. Gibson Dunn has not entered, and will not enter, into any agreement prohibited by 18 U.S.C. § 155.

5. I have read the foregoing application of Gibson Dunn for interim and final compensation and reimbursement of expenses (the "Application").

6. To the best of my knowledge, information and belief formed after reasonable inquiry, the compensation and reimbursement of expenses sought in the Application materially comply with the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of this Court and the procedural guidelines governing the review by the Offices of the United States Trustees of applications for compensation and reimbursement of expenses under section 331 of the Bankruptcy Code and the Guidelines for Reviewing Applications for Compensation promulgated by the Executive Office for United States Trustee under 28 U.S.C. § 586(a)(3)(A) (the "Guidelines"), except to the extent set forth in the Application.

7. Except to the extent that certain compensation and reimbursement of expenses that normally would be paid by our clients but which may be prohibited by Local Rule 2016-2 or the Guidelines, the compensation and reimbursement of expenses sought are billed at rates and are in accordance with practices that are customarily employed by Gibson Dunn and are generally accepted by its clients.

8. In accordance with the Guidelines, Gibson Dunn requests reimbursement only for the amount billed to, and paid by, it for any service purchased or contracted for from a third party.

Dated: New York, New York
January 15, 2009



Michael A. Rosenthal

GIBSON, DUNN & CRUTCHER LLP
1881 Page Mill Road
Palo Alto, California 94304

Federal Taxpayer ID #95-1611234

January 5, 2010

Invoice No. 2010011234

Paul Street, Esq.
Senior Vice President, General Counsel and
Secretary
Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712-7714

For Services Rendered and Costs/Charges Advanced Through December 17, 2009

	Services Rendered	Costs/ Charges	Totals	
08299-00101	Asset Disposition Sale Issues	135,406.00	0.00	135,406.00
08299-00102	Automatic Stay	2,783.50	0.00	2,783.50
08299-00103	Business Operations	2,944.00	0.00	2,944.00
08299-00104	Case Administration	2,536.00	0.00	2,536.00
08299-00105	Claims Administration and Objections	27,267.50	0.00	27,267.50
08299-00106	Corporate Governance Securities Law Comp	10,806.50	0.00	10,806.50
08299-00107	Creditor Committee Issues	200.00	0.00	200.00
08299-00109	Employees	1,462.00	0.00	1,462.00
08299-00111	Executory Contracts/Unexpired Leases	27,902.50	0.00	27,902.50
08299-00112	Fee Applications/Retention Applications	9,451.00	0.00	9,451.00
08299-00113	Fee Applications/Retention Applications	98.00	0.00	98.00
08299-00115	Plan & Disclosure Statement	600,465.50	0.00	600,465.50
08299-00120	Taxes	12,912.00	0.00	12,912.00
08299-00121	Non-Working Travel Time	15,792.50	0.00	15,792.50
08299-00124	Disbursements	0.00	26,150.83	26,150.83

Remit By Wire To:

Wells Fargo Bank
333 South Grand Avenue
Los Angeles, CA 90071-1515
Name of account: Gibson, Dunn & Crutcher LLP
Account No: 4600-146039
ABA No: 121000248
Attn: Mario Prego, Telephone: (213) 229-7253
Please include the client number and the proper attorney to notify in the wire instructions.

Remit By Mail To:

Gibson, Dunn & Crutcher LLP
Department 0723
Los Angeles, CA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.
If you have any questions, please call Terri Bono, GD&C at 213-229-7528.

Invoice Date: January 5, 2010

Due and Payable Upon Receipt

Invoice No. 2010011234

Totals	\$ 850,027.00	\$ 26,150.83	\$ 876,177.83
Discount			-7,896.25
Current Balance Due			<u>\$ 868,281.58</u>

GIBSON, DUNN & CRUTCHER LLP
1881 Page Mill Road
Palo Alto, California 94304

Federal Taxpayer ID #95-1611234

January 5, 2010

Invoice No. 2010011234

REMITTANCE COPY

To ensure proper crediting, please send this copy in the enclosed envelope.

Paul Street, Esq.
Senior Vice President, General Counsel and
Secretary
Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712-7714

For Services Rendered and Costs/Charges Advanced Through December 17, 2009

	Services Rendered	Costs/ Charges	Totals
08299-00101	Asset Disposition Sale Issues	135,406.00	135,406.00
08299-00102	Automatic Stay	2,783.50	2,783.50
08299-00103	Business Operations	2,944.00	2,944.00
08299-00104	Case Administration	2,536.00	2,536.00
08299-00105	Claims Administration and Objections	27,267.50	27,267.50
08299-00106	Corporate Governance Securities Law Comp	10,806.50	10,806.50
08299-00107	Creditor Committee Issues	200.00	200.00
08299-00109	Employees	1,462.00	1,462.00
08299-00111	Executory Contracts/Unexpired Leases	27,902.50	27,902.50
08299-00112	Fee Applications/Retention Applications	9,451.00	9,451.00
08299-00113	Fee Applications/Retention Applications	98.00	98.00
08299-00115	Plan & Disclosure Statement	600,465.50	600,465.50

Remit By Wire To:

Wells Fargo Bank
333 South Grand Avenue
Los Angeles, CA 90071-1515
Name of account: Gibson, Dunn & Crutcher LLP
Account No: 4600-146039
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Los Angeles, CA 90084-0723

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If you have any questions, please call Terri Bono, GD&C at 213-229-7528.

Invoice Date: January 5, 2010

Due and Payable Upon Receipt

Invoice No. 2010011234

		Services Rendered	Costs/ Charges	Totals
08299-00120	Taxes	12,912.00	0.00	12,912.00
08299-00121	Non-Working Travel Time	15,792.50	0.00	15,792.50
08299-00124	Disbursements	0.00	26,150.83	26,150.83
	Totals	\$ 850,027.00	\$ 26,150.83	\$ 876,177.83
	Discount			-7,896.25
	Current Balance Due			<u>\$ 868,281.58</u>

Paul Street, Esq.
Senior Vice President, General Counsel and Secretary
Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712-7714

ASSET DISPOSITION SALE ISSUES
08299-00101

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	7.40	\$ 985.00	\$ 7,289.00
GREGORY T. DAVIDSON	44.80	840.00	37,632.00
JANET M. WEISS	3.10	940.00	2,914.00
MATTHEW K. KELSEY	29.70	710.00	21,087.00
AARON G. YORK	0.30	635.00	190.50
JOSHUA WEISSER	55.60	585.00	32,526.00
ANNE C. POGUE	1.30	400.00	520.00
SHERIF FARRAG	2.30	235.00	540.50
CHRISTINA GREENBERG	23.10	360.00	8,316.00
LOUIE S. HOPKINS	22.00	295.00	6,490.00
DANIEL HOROWITZ	18.00	435.00	7,830.00
LEILA A. JOHN	1.60	235.00	376.00
SPENCER E. SCOTT	1.80	185.00	333.00
KEVIN H. YONEI	30.20	310.00	<u>9,362.00</u>

Total Services \$ 135,406.00

Total Services, Costs/Charges 135,406.00

BALANCE DUE \$ 135,406.00

ASSET DISPOSITION SALE ISSUES
08299-00101

Detail Services:

12/01/09

4.70 DAVIDSON, GREGORY T

PREPARE PROVISIONS REGARDING CONFIDENTIALITY (.8); CONFERENCES AND CORRESPONDENCE WITH A. POGUE REGARDING OPEN ISSUES (.5); PREPARE INSERT REGARDING WIP ADJUSTMENTS, ETC. (1.2); CORRESPONDENCE WITH E. BEEM REGARDING SAME (.3); CORRESPONDENCE WITH P. STREET REGARDING STATUS, OPEN ISSUES, DOCUMENTS, ETC. (.4); FINALIZE DRAFT OF TRANSITION SERVICES AGREEMENT (.9); CONFERENCES AND CORRESPONDENCE WITH C. GREENBERG REGARDING CONFIDENTIALITY AGREEMENT (.2); TELEPHONE CONFERENCES WITH P. STREET REGARDING STATUS, OPEN ISSUES, ETC. (.4); ETC.

5.30 HOPKINS, LOUIE S

REVIEW AND ORGANIZE GOOD STANDING CERTIFICATES RECEIVED AND UPDATE STATUS CHART (.3); FOLLOW-UP WITH SERVICE COMPANIES RE STATUS OF GOOD STANDING CERTIFICATES (.5); REVIEW RECORDS AND CONFER WITH K. YONEI RE PREPARATION OF UPDATED UCC SEARCH CHART (.5); REVIEW DELAWARE JUNE 1, 2009 UCC SEARCH RESULTS (.6); FOLLOW-UP WITH N. GREENWOOD REGARDING INCLUSION OF CERTAIN ENTITIES IN UPDATED UCC SUMMARY CHART (.3); COORDINATE ORDER FOR BRINGDOWN UCC SEARCH REPORTS FOR DELAWARE AND ARIZONA (.2); REVIEW AND ORGANIZE DELAWARE UCC SEARCH REPORTS (.6); REVIEW UCC SEARCH REPORTS AND PREPARE SUMMARY CHART (2.3).

5.00 YONEI, KEVIN H

TELECONFERENCE WITH L. HOPKINS REGARDING UCC SEARCH SUMMARY CHART (1.5); REVIEW UCC SEARCH RESULTS (1.0); PREPARATION OF UCC SUMMARY CHART (2.5).

12/02/09

4.00 DAVIDSON, GREGORY T

CORRESPONDENCE WITH M. ROSENTHAL REGARDING DAVIS BROTHERS ASSET PURCHASE AGREEMENT (.1); CORRESPONDENCE AND TELEPHONE CONFERENCE WITH J. WEISS REGARDING ASSET PURCHASE AGREEMENT AND BANKRUPTCY MATTERS (.5); CORRESPONDENCE WITH R. GIESBRECHT AND E. BEEM REGARDING WIP ADJUSTMENTS (.4); REVIEW AND REVISE PROVISIONS REGARDING WIP ADJUSTMENTS (1.2); TELEPHONE CONFERENCES AND CORRESPONDENCE WITH P. STREET REGARDING ASSET PURCHASE AGREEMENT, ETC. (1.2); COORDINATION REGARDING DOCUMENTS (.4); CONFERENCE WITH A. POGUE REGARDING ASSET PURCHASE AGREEMENT (.2); ETC.

2.60 WEISS, JANET M

REVIEW AND REVISE DRAFT PURCHASE AGREEMENT.

7.30 HOPKINS, LOUIE S

REVIEW AND ORGANIZE MULTI-STATE GOOD STANDING CERTIFICATES AND UPDATE STATUS CHART (3.5); FOLLOW-UP WITH SERVICE COMPANY RE STATUS OF S. CAROLINA CERTIFICATE (.2); REVIEW UCC REPORTS AND PREPARE UCC SUMMARY CHART (1.9); CONFER WITH K. YONEI RE STATUS OF UCC SUMMARY CHART (.2); CONDUCT ONLINE CALIFORNIA SOS UCC SEARCH FOR H.N.R. FRAMING SYSTEMS INC. AND ORGANIZE SEARCH REPORTS (1.5).

5.10 YONEI, KEVIN H

TELECONFERENCE WITH L. HOPKINS REGARDING UCC SEARCH SUMMARY CHART (.2); REVIEW UCC SEARCH RESULTS (1.9); PREPARATION OF UCC SUMMARY CHART (3.0).

12/03/09

6.50 DAVIDSON, GREGORY T

CORRESPONDENCE WITH J. WEISS REGARDING ASSET PURCHASE AGREEMENT AND BANKRUPTCY ISSUES (.5); TELEPHONE CONFERENCES AND CORRESPONDENCE WITH A. YORK AND M. KELSEY REGARDING MOTION FOR APPROVAL OF SALE AND RELATED MATTERS (.8); CONFERENCE WITH C. GREENBERG REGARDING EXHIBITS TO ASSET PURCHASE AGREEMENT (.8); REVIEW MATERIALS FOR EXHIBITS (.6); REVISE DRAFT OF ASSET PURCHASE AGREEMENT (1.3); CORRESPONDENCE REGARDING SAME (.3); REVIEW ANCILLARY DOCUMENTS (.4); TELEPHONE CONFERENCE WITH AND CORRESPONDENCE WITH E. FRANKLIN REGARDING EMPLOYEE PROVISIONS OF ASSET PURCHASE AGREEMENT (.6); CORRESPONDENCE WITH BMHC TEAM REGARDING PURCHASE PRICE, ETC. (.3); CORRESPONDENCE REGARDING EMPLOYEE MATTERS (.2); REVIEW OF BUYER'S COMMENTS TO ASSET PURCHASE AGREEMENT AND OTHER DOCUMENTS (.4); CORRESPONDENCE REGARDING SAME (.3).

0.50 WEISS, JANET M

EMAILS WITH G. DAVIDSON RE PURCHASE AGREEMENT ISSUES.

2.10 KELSEY, MATTHEW K

CALL WITH A. YORK REGARDING POTENTIAL SALE OF ONTARIO FRAMING BUSINESS (.3); REVIEW CORRESPONDENCE REGARDING SAME (.4); CONFERENCE WITH J. WEISSER REGARDING SALE MOTION ISSUES (.2); CONFERENCE WITH R. POPPITI AND S. BEACH REGARDING PRIVATE SALE ISSUES (.3); REVIEW DAVIS BROTHERS PLEADINGS (.9).

0.30 YORK, AARON G

CALL WITH G. DAVIDSON, M. KELSEY REGARDING DAVIS 363 SALE.

0.20 WEISSER, JOSHUA

CONFERENCE WITH M. KELSEY REGARDING SALE MOTION.

2.60 GREENBERG, CHRISTINA

REVIEW AND ORGANIZE EXHIBITS (1.5); EMAIL G. DAVIDSON REGARDING SAME (.1); CONFER WITH G. DAVIDSON REGARDING CONTENT OF EXHIBITS (.8); EMAIL E. BEEM REGARDING MISSING EXHIBITS (.2).

6.70 HOPKINS, LOUIE S

REVIEW DELAWARE UCC FILINGS AND PREPARE UCC SUMMARY CHART.

6.50	YONEI, KEVIN H	EMAILS WITH L. HOPKINS REGARDING UCC SEARCH SUMMARY CHART (.2); REVIEW UCC SEARCH RESULTS (3.7); PREPARATION OF UCC SUMMARY CHART (2.6).
12/04/09		
1.10	ROSENTHAL, MICHAEL A	REVIEW AND COMMENT ON DAVIS SALE MOTION (.8); EMAILS WITH G. DAVIDSON REGARDING DAVIS SALE MOTION AND WAIVER OF STAY OF SALE ORDER (.3).
5.70	DAVIDSON, GREGORY T	CORRESPONDENCE WITH J. WEISSER, M. KELSEY AND S. TOLLES REGARDING MOTION TO APPROVAL SALE, ETC. (.6); TELEPHONE CONFERENCE WITH CORRESPONDENCE WITH P. STREET AND OTHER BMHC REPRESENTATIVES REGARDING ASSET PURCHASE AGREEMENT, OPEN ISSUES, ETC. (.4); REVISE ASSET PURCHASE AGREEMENT (.5); CORRESPONDENCE REGARDING SAME (.2); CONFERENCE CALL WITH ALL PARTIES REGARDING ASSET PURCHASE AGREEMENT (.9); CONFERENCES AND CORRESPONDENCE WITH C. GREENBERG REGARDING EXHIBITS (.4); REVIEW EXHIBITS (.6); CORRESPONDENCE REGARDING SAME (.3); CORRESPONDENCE WITH M. ROSENTHAL REGARDING OPEN ISSUES (.2); REVIEW AND REVISE FORM OF CONSENT LETTER (.4); CORRESPONDENCE REGARDING TRANSITION SERVICES AGREEMENT (.2); REVISE TRANSITION SERVICES AGREEMENT (.3); FURTHER REVISE ASSET PURCHASE AGREEMENT (.3); CORRESPONDENCE REGARDING SAME (.1); TELEPHONE CONFERENCES WITH P. STREET REGARDING STATUS AND OPEN ISSUES (.3); ETC.

- 6.30 KELSEY, MATTHEW K COMMUNICATIONS WITH A. YORK REGARDING SALE OF ONTARIO FRAMING BUSINESS (.1); CALL WITH P. STREET AND E. BEEM OF BMHC REGARDING SALE OF ONTARIO FRAMING BUSINESS AND WIND DOWN OF ILLINOIS BUSINESS OPERATIONS (.5); REVIEW AND REVISE DRAFT MOTION TO APPROVE ONTARIO FRAMING BUSINESS (2.4); CONFERENCE WITH S. BEACH AND R. POPPITI OF YOUNG CONAWAY REGARDING SAME (.3); REVIEW CORRESPONDENCE FROM J. WEISSER REGARDING TERMS OF ASSET PURCHASE AGREEMENT AND CONFERENCE REGARDING SAME (.6); PREPARE FOR AND CALL WITH M. ROSENTHAL, S. BEACH, P. STREET, AND A. YORK REGARDING CONFIRMATION HEARING, EXIT FINANCE ISSUES, AND ONTARIO FRAMING SALE (.8); COORDINATE WITH S. TOLLES REGARDING SALE ISSUES (.5); CONFERENCES WITH J. WEISSER REGARDING ONTARIO FRAMING BUSINESS SALE AND SALE MOTION ISSUES (.6); REVIEW CORRESPONDENCE FROM G. DAVIDSON AND J. WEISS REGARDING THE ASSET PURCHASE AGREEMENT (.2); REVIEW INFORMATION FROM P. STREET AND E. BEEM OF BMHC RELATING TO WIND DOWN OF ILLINOIS OPERATIONS (.3).
- 11.60 WEISSER, JOSHUA ATTEND CONFERENCE REGARDING ASSET DISPOSITION AND WIND DOWN (.7); CONFERENCE WITH M. KELSEY (.6) AND D. HOROWITZ (.2) REGARDING SAME; WORK WITH M. KELSEY TO DRAFT MOTION SEEKING APPROVAL OF SALE AND WIND DOWN (8.6); REVIEW AND ANALYZE CURE NOTICE IN RESPECT OF SALE (.4); CONFERENCE WITH D. HOROWITZ REGARDING SAME (.3); COMPOSE DRAFT ORDER RELATING TO SALE AND WIND DOWN (.8).
- 0.40 POGUE, ANNE C CALL WITH G. DAVIDSON, P. STREET, AND OTHER BMHC TEAM MEMBERS TO DISCUSS OPEN ISSUES.
- 0.40 POGUE, ANNE C AFTERNOON CALL WITH G. DAVIDSON, C. GREENBERG, AND BMHC TO DISCUSS OPEN ISSUES WITH PURCHASE AGREEMENT.
- 0.50 POGUE, ANNE C DRAFT FORM OF LETTER CONSENT TO ASSIGNMENT OF CONTRACT.

5.00	GREENBERG, CHRISTINA	ORGANIZE EXHIBITS (1.1); CONFER WITH G. DAVIDSON REGARDING CONTENT OF EXHIBITS (.4); DRAFT, EDIT AND COMPILE EXHIBITS (3.5).
2.70	HOPKINS, LOUIE S	REVIEW UCC SEARCH RESULTS FOR BUILDING MATERIALS HOLDING CORPORATION ET AL AND PREPARE UCC SUMMARY CHART (2.0); REVIEW REQUEST FROM N. GREENWOOD RE CHARTER DOCUMENTS FOR SELECTBUILD ARIZONA, LLC AND SELECTBUILD ILLINOIS, LLC (.2); ASSEMBLE AND FORWARD CHARTER DOCUMENTS TO N. GREENWOOD AND J. CHAMAS (.3); FOLLOW-UP WITH SERVICE COMPANY RE STATUS OF BMC WEST CORPORATION OKLAHOMA GOOD STANDING CERTIFICATE (.2).
5.00	HOROWITZ, DANIEL	TYPE NOTICE TO CURE CLAIM FOR J. WEISSER (1.5); REVIEW CASES IN DEBTOR'S MOTION TO DETERMINE THE ACCURACY AND RELEVANCY OF THE QUOTES AND CITES (2.0); EDIT A MOTION FOR J. WEISSER (1.5).
0.30	JOHN, LEILA A	CREATE PDFS OF UCC ITEMS.
6.30	YONEI, KEVIN H	COMMUNICATIONS WITH L. HOPKINS REGARDING UCC SEARCH SUMMARY CHART (.3); REVIEW UCC SEARCH RESULTS (3.1); PREPARATION OF UCC SUMMARY CHART (2.9).
12/05/09	3.80	DAVIDSON, GREGORY T
		CORRESPONDENCE REGARDING STATUS AND OPEN ISSUES (.3); PREPARE WAIVER AGREEMENT (2.2); CORRESPONDENCE REGARDING SAME (.1); REVIEW DRAFT BILL OF SALE (.2); CORRESPONDENCE REGARDING CONSENT TO ASSIGNMENT (.1); REVIEW DRAFTS OF BANKRUPTCY MOTIONS AND OTHER FILINGS REGARDING ASSET PURCHASE AGREEMENT (.9).
3.80	KELSEY, MATTHEW K	CONFERENCE WITH J. WEISSER REGARDING DRAFTS OF SALE MOTION, ORDER, AND NOTICE OF ASSUMPTION AND ASSIGNMENT (.6); REVIEW AND REVISE DRAFTS OF MOTION, ORDER, AND ASSUMPTION NOTICE (3.0); CORRESPONDENCE TO M. ROSENTHAL REGARDING SAME (.2).

4.40	WEISSER, JOSHUA	WORK WITH M. KELSEY TO REVISE AND FINALIZE DRAFT OF SALE / WIND DOWN MOTION (3.0); FINALIZE DRAFTS OF INTERIM ORDER AND OTHER RELATED EXHIBITS (1.4).
12/06/09		
0.60	ROSENTHAL, MICHAEL A	EMAILS REGARDING DAVIS SALE AND WIND-DOWN MOTION.
2.50	DAVIDSON, GREGORY T	PREPARE DISCLOSURE SCHEDULE (.2); CORRESPONDENCE REGARDING COMMENTS ON DOCUMENTS FROM BUYER (.5); REVIEW DOCUMENTS (.2); REVISE AGREEMENTS (.3); CORRESPONDENCE REGARDING BANKRUPTCY REQUIREMENTS AND THIRD PARTY CONSENTS, USE COSTS, ETC. (.4); CORRESPONDENCE AND TELEPHONE CONFERENCE WITH PAUL STREET REGARDING ASSET PURCHASE AGREEMENT AND RELATED MATTERS (.6); CORRESPONDENCE REGARDING REVISED AGREEMENTS (.3).
1.20	KELSEY, MATTHEW K	REVIEW AND RESPOND TO NUMEROUS CORRESPONDENCE FROM G. DAVIDSON, J. WEISSER, S. TOLLES, M. ROSENTHAL, AND S. BEACH REGARDING SALE OF ONTARIO FRAMING BUSINESS AND MOTION TO APPROVE SAME.
1.30	WEISSER, JOSHUA	REVIEW PLEADINGS REGARDING SALE / WIND DOWN (.5); RESPOND TO CORRESPONDENCE AND INQUIRIES REGARDING SAME AND RELATED MOTION TO SHORTEN TIME (.8).
0.50	HOROWITZ, DANIEL	REVIEW CASES IN DEBTOR'S MOTION TO CHECK THE ACCURACY OF THE QUOTES AND THE CITES.
12/07/09		
0.80	ROSENTHAL, MICHAEL A	EMAILS TO M. KELSEY REGARDING DAVIS BROS. ASSET SALE MOTION (.2); REVIEW AND COMMENT ON FINAL DAVIS BROS ASSET SALE MOTION (.6).

- 4.90 DAVIDSON, GREGORY T TELEPHONE CONFERENCES WITH M. ROSENTHAL REGARDING BANKRUPTCY MATTERS (.3); TELEPHONE CONFERENCES AND CORRESPONDENCE WITH P. STREET REGARDING OPEN ISSUES (.4); REVISE FORM OF LETTER TO CUSTOMERS (.4); REVIEW BANKRUPTCY MOTIONS (.7); CONFERENCE CALL WITH BMHC REPRESENTATIVES AND ADVISORS REGARDING BANKRUPTCY MATTERS, DAVIS SALE, ETC. (.8); CORRESPONDENCE WITH DEAL TEAM REGARDING STATUS, OPEN ISSUES, ETC. (.3); FINALIZE TRANSACTION DOCUMENTS (1.0); CORRESPONDENCE REGARDING SAME (.2); TELEPHONE CONFERENCES AND CORRESPONDENCE WITH BANKRUPTCY COUNSEL REGARDING BANKRUPTCY MATTERS (.6); CORRESPONDENCE REGARDING NOTICE TO COUNTER-PARTIES (.2); ETC.
- 4.80 KELSEY, MATTHEW K CALL WITH BMHC EMAILS WITH AND M. ROSENTHAL REGARDING SALE OF ONTARIO FRAMING BUSINESS AND CONFIRMATION ISSUES (.9); CONFERENCE WITH M. ROSENTHAL REGARDING SALE OF ONTARIO FRAMING BUSINESS (.3); CALL WITH R. POPPITI REGARDING SALE OF ONTARIO FRAMING BUSINESS (.2); CALL WITH R. POPPITI AND G. GUARTAM OF GARDEN CITY GROUP REGARDING SALE OF ONTARIO FRAMING BUSINESS (.3); CORRESPONDENCE WITH N. GREENWOOD REGARDING NOTICE ISSUES (.2); CALL WITH S. BEACH REGARDING NOTICE ISSUES AND TIMING OF SALE MOTION (.3); CONFERENCES WITH J. WEISSER REGARDING REVISIONS TO SALE MOTION, ASSUMPTION AND ASSIGNMENT NOTICE, AND ASSET PURCHASE AGREEMENT (.7); REVIEW AND REVISE NOTICE OF ASSUMPTION AND ASSIGNMENT, SALE MOTION, AND SALE ORDER (1.5); CORRESPONDENCE TO P. STREET REGARDING TIMING OF MOTION AND STATUS OF SALE DOCUMENTS (.4).
- 6.60 WEISSER, JOSHUA REVISE MOTION SEEKING APPROVAL OF WIND DOWN AND SALE (3.4); PREPARE FOR AND ATTEND CONFERENCE CALL REGARDING SAME (1.0); REVISE RELATED ORDER (.8); CONFERENCES WITH M. KELSEY REGARDING EACH OF THE FOREGOING (.7); REVISE CURE NOTICE (.7).

2.80	HOROWITZ, DANIEL	RESEARCH ON COURT DECISIONS CONCERNING "SALE" TRANSACTIONS FOR J. WEISSER (1.5); COMPARE CURRENT APA AGREEMENT TO DEBTOR'S MOTION TO ENSURE INCLUDED AND EXCLUDED ASSETS ARE THE SAME ACROSS THE TWO DOCUMENTS (1.3).
0.40	SCOTT, SPENCER E	SEARCH ON BLOOMBERG FOR SAMPLE AFFIDAVITS OR DECLARATIONS OF PRIVATE SALE, FOR J. WEISSER.
5.00	YONEI, KEVIN H	COMMUNICATIONS WITH L. HOPKINS REGARDING UCC SEARCH SUMMARY CHART (.2); REVIEW UCC SEARCH RESULTS (2.5); PREPARATION OF UCC SUMMARY CHART (2.3).
12/08/09		
0.50	DAVIDSON, GREGORY T	CORRESPONDENCE REGARDING BANKRUPTCY MATTERS (.3); CORRESPONDENCE REGARDING FINAL PURCHASE AGREEMENT AND RELATED DOCUMENTS (.2).
3.30	KELSEY, MATTHEW K	TELEPHONE CALL WITH P.STREET REGARDING ONTARIO FRAMING BUSINESS SALE (.1); REVIEW REVISIONS TO SALE MOTION (.3); CONFERENCE WITH J. WEISSER REGARDING SALE MOTION REVISIONS AND PREPARING DOCUMENTS FOR FILING (.6); COORDINATE WITH G. DAVIDSON REGARDING EXECUTED VERSIONS OF ASSET PURCHASE AGREEMENT (.2); CALLS WITH R. POPPITI REGARDING SERVING SALE PAPERS AND MOTION TO SHORTEN TIME (.3); RESPOND TO CORRESPONDENCE FROM G. GUARTON OF GARDEN CITY GROUP REGARDING SERVICE OF SALE MOTION (.3); CALL WITH C. JOHNSON OF GARDEN CITY GROUP REGARDING SERVICE OF SALE MOTION (.2); REVIEW LIST OF ASSUMED AND ASSIGNED CONTRACTS (.5); CORRESPONDENCE TO P. STREET REGARDING SAME AND UPDATE LIST (.2); COORDINATE WITH J. WEISSER REGARDING PREPARATION OF DECLARATIONS (.3); CORRESPONDENCE TO S. BEACH AND R. POPPITI REGARDING DECLARATIONS (.1); COORDINATE WITH J. WEISSER REGARDING UCC SEARCHES AND NOTICE PARTIES (.2).

6.90	WEISSER, JOSHUA	FINALIZE MOTION SEEKING APPROVAL OF SALE AND WIND DOWN (4.5); FINALIZE RELATED ORDER (1.3) AND RELATED EXHIBITS (.5); CONFERENCES REGARDING SAME WITH M. KELSEY (GDC) AND LOCAL COUNSEL (.6).
6.90	HOROWITZ, DANIEL	RESEARCH SALE DECLARATION (.9); DRAFT DECLARATION IN SUPPORT OF A MOTION FOR SALE (6.0).
1.30	JOHN, LEILA A	CREATE PDF SETS AS PER THE REQUEST OF J. CHAMAS.
0.60	SCOTT, SPENCER E	RESEARCH SALE DECLARATIONS.
2.30	YONEI, KEVIN H	RESEARCH REGARDING UCC SEARCH RESULTS (1.3); DOCUMENT COMPILATION AND PREPARATION REGARDING UCC LIENS (.7); TELECONFERENCE WITH N. GREENWOOD REGARDING UCC EQUIPMENT FILINGS (.1); DOCUMENT SEARCH REGARDING SAME (.2).
12/09/09		
0.50	KELSEY, MATTHEW K	COORDINATE WITH TEAM REGARDING FILING OF SALE MOTION, SERVICE, AND PREPARATION OF DECLARATIONS IN SUPPORT OF MOTION.
0.10	WEISSER, JOSHUA	CONFERENCE WITH M. KELSEY REGARDING SALE HEARING.
12/10/09		
1.20	DAVIDSON, GREGORY T	CORRESPONDENCE AND TELEPHONE CONFERENCES WITH P. STREET REGARDING PROPOSED PROVISIONS IN CLOSING DOCUMENTS (.4); REVIEW PROPOSED PROVISIONS (.2); PREPARE BILL OF SALE (.4); CORRESPONDENCE REGARDING SAME (.1); CORRESPONDENCE REGARDING CLOSING MATTERS (.1).
1.50	KELSEY, MATTHEW K	COORDINATE WITH J. WEISSER REGARDING DECLARATIONS (.4); REVIEW AND REVISE DECLARATIONS (1.1).

1.90	WEISSER, JOSHUA	REVIEW AND REVISE STREET DECLARATION (1.2) IN SUPPORT OF SALE AND WIND DOWN MOTION; REVIEW AND REVISE DIETZ DECLARATION (.7).
12/11/09		
2.10	ROSENTHAL, MICHAEL A	TELEPHONE WITH P. STREET REGARDING CHICAGO COLLECTIVE BARGAINING WITHDRAWAL LIABILITY (.3); EMAILS REGARDING SAME (.3); REVIEW AND REVISE MOTION TO SELL DAVIS BROS AND CLOSE DOWN ILLINOIS, AND RELATED AFFIDAVIT (1.2); MEETING WITH J. WEISSER REGARDING AFFIDAVITS (.3).
0.20	DAVIDSON, GREGORY T	CORRESPONDENCE WITH P. STREET AND M. ARTH REGARDING BILL OF SALE, ETC. (.1); REVISE BILL OF SALE (.1).
0.30	WEISSER, JOSHUA	MEETING WITH M. ROSENTHAL RE ISSUES RELATING TO SALE AND WIND DOWN MOTION AND RELATED HEARING.
12/12/09		
0.80	WEISSER, JOSHUA	REVISIONS TO STREET DECLARATION IN SUPPORT OF SALE AND WIND DOWN MOTION.
12/13/09		
0.80	ROSENTHAL, MICHAEL A	REVIEW AND COMMENT ON FINAL VERSION OF DAVIS SALES MOTION AND DECLARATION OF B. DIETZ AND P. STREET.
1.20	WEISSER, JOSHUA	COMPLETE DRAFT OF STREET DECLARATION (.3); COMPLETE DRAFT OF DIETZ DECLARATION (.6); ATTEND TO CORRESPONDENCE REGARDING EXHIBITS TO APA (.2); CORRESPONDENCE WITH DIETZ REGARDING SAME (.1).
12/14/09		
1.10	ROSENTHAL, MICHAEL A	REVIEW AND REVISE DECLARATIONS RELATIVE TO DAVIS SALE.

- 3.80 DAVIDSON, GREGORY T TELEPHONE CONFERENCES P. STREET REGARDING TRANSFER OF ILLINOIS BUSINESSES (.4); REVIEW CORRESPONDENCE REGARDING SAME (.3); CONFERENCES WITH A. POGUE AND C. GREENBERG REGARDING SAME (.6); CORRESPONDENCE WITH M. ROSENTHAL AND J. WEISSER REGARDING BANKRUPTCY MATTERS (.2); CONFERENCE CALL WITH BMHC REPRESENTATIVES REGARDING ASSIGNMENT OF ILLINOIS CONTRACTS (.4); TELEPHONE CALL WITH M. ROSENTHAL REGARDING SAME (.2); TELEPHONE CONFERENCE WITH M. ROSENTHAL AND P. STREET REGARDING SAME (.1); REVIEW AGREEMENT PROVISIONS (.5); CORRESPONDENCE WITH J. WEISER REGARDING BANKRUPTCY ISSUES (.3); CORRESPONDENCE WITH WORKING GROUP REGARDING ASSIGNMENT AGREEMENT, ETC. (.4); DRAFT LANGUAGE REGARDING EMPLOYEES FOR ASSIGNMENT AGREEMENT (.4); ETC.
- 1.90 KELSEY, MATTHEW K CONFERENCE WITH J. WEISSER REGARDING PETER J. SOLOMON DECLARATION IN CONNECTION WITH PRIVATE SALE (.4); REVIEW DRAFT DECLARATION (.5); CONFERENCE WITH S. BEACH AND R. POPPITI REGARDING SAME (.1); COORDINATE WITH J. WEISSER AND R. POPPITI REGARDING REVISED EXHIBIT (.1); CORRESPONDENCE WITH M. ROSENTHAL REGARDING STATUS OF DECLARATIONS (.1); COORDINATE WITH P. STREET AND J. WEISSER REGARDING REVISIONS TO DECLARATIONS (.2); REVIEW CORRESPONDENCE FROM G. DAVIDSON REGARDING ASSUMPTION AND ASSIGNMENT OF AGREEMENTS RELATING TO ILLINOIS BUSINESS (.2); EMAILS WITH J. WEISSER REGARDING THE SAME AND PENDING MATTERS RELATING TO PRIVATE SALE AND WIND DOWN (.3).
- 6.50 WEISSER, JOSHUA REVISIONS TO DIETZ DECLARATION IN SUPPORT OF SALE AND WIND DOWN MOTION (.9); ATTEND TO ISSUES RELATED TO RE-FILING OF EXHIBIT B TO MOTION (.3); CONFERENCE WITH M. KELSEY REGARDING DIETZ DECLARATION (.1); DRAFT SUPPLEMENT TO MOTION CONCERNING ASSIGNMENT AGREEMENTS (4.6); CONFERENCES WITH G. DAVIDSON REGARDING SAME (.3); DRAFT CORRESPONDENCE TO M. ROSENTHAL AND M. KELSEY REGARDING MOTION SUPPLEMENT (.3).

7.10	GREENBERG, CHRISTINA	CONFER WITH G. DAVIDSON REGARDING DRAFTING ASSIGNMENT AGREEMENTS (.6); CONFER WITH BMHC AND BANKRUPTCY ATTORNEYS REGARDING CONTENT OF ASSIGNMENT AGREEMENTS (.5); DRAFT ASSIGNMENT AGREEMENT AMONG MICHAEL NICHOLAS AND SELECTBUILD ILLINOIS AND AMONG ILLINOIS FRAMING AND WOODMARK (6.0).
0.40	SCOTT, SPENCER E	OBTAIN THE SALES HEARING TRANSCRIPT FOR J. WEISSER.
12/15/09		
3.90	DAVIDSON, GREGORY T	CORRESPONDENCE AND TELEPHONE CONFERENCE WITH E. BEEM REGARDING ILLINOIS CONTRACT ASSIGNMENTS AND RELATED MATTERS (.2); CORRESPONDENCE WITH P. STREET REGARDING SAME (.1); CORRESPONDENCE WITH J. WEISSER REGARDING ASSIGNMENTS (.2); CONFERENCES AND CORRESPONDENCE WITH C. GREENBERG REGARDING ASSIGNMENT AGREEMENTS (.7); TELEPHONE CONFERENCE WITH WITH J. WEISSER REGARDING BANKRUPTCY MATTERS (.1); TELEPHONE CONFERENCE WITH K. KOTCHE REGARDING COMMENTS ON AGREEMENTS (.2); REVISE AGREEMENTS (.5); CORRESPONDENCE REGARDING SAME (.3); REVIEW SCHEDULES AND EXHIBITS (.2); TELEPHONE CONFERENCE WITH C. SHEHAN REGARDING EMPLOYEE MATTERS (.2); FURTHER CORRESPONDENCE WITH BANKRUPTCY ATTORNEYS (.2); FURTHER TELEPHONE CONFERENCES WITH J. WEISSER (.3); REVIEW DOCUMENTS, EXHIBITS, ETC. (.5); CORRESPONDENCE REGARDING WARRANTY SUBCONTRACTS (.2); ETC.
1.30	KELSEY, MATTHEW K	CONFERENCE WITH J. WEISSER REGARDING ASSUMPTION AND ASSIGNMENT OF CONTRACTS AND ASSIGNMENT AGREEMENT RELATING TO ILLINOIS BUSINESS (.2); CONFERENCE WITH S. BEACH AND R. POPPITI REGARDING SAME (.2); REVIEW REVISED DECLARATIONS (.7); REVIEW CORRESPONDENCE FROM S. BEACH REGARDING REAL PROPERTY SALE (.2).

8.60	WEISSER, JOSHUA	FINALIZE DRAFT OF MOTION SUPPLEMENT REGARDING ASSIGNMENT AGREEMENTS (3.0); FINALIZE STREET DECLARATION IN FAVOR OF SALE AND WIND DOWN MOTION (.5); ARRANGE FOR FILING OF SAME (.2); FINALIZE DIETZ DECLARATION IN FAVOR OF SALE AND WIND DOWN MOTION (1.0); CONFERENCES WITH M. KELSEY (.2) AND P. CROCI (.3) REGARDING SAME; ARRANGE FOR FILING OF SAME (.1); REVIEW, ANALYZE AND REVISE PROPOSED ORDER (3.3).
1.70	GREENBERG, CHRISTINA	COMPLETE DRAFT ASSIGNMENT AGREEMENT AMONG ILLINOIS FRAMING AND WOODMARK (.5); CONFER WITH G. DAVIDSON REGARDING EMPLOYEE LANGUAGE AND PAYMENT ALLOCATION (.7); CREATE REDLINE OF AGREEMENTS (.3); REVIEW FINAL AGREEMENTS; EDIT ASSIGNMENT AGREEMENTS (.1).
12/16/09		
0.90	ROSENTHAL, MICHAEL A	MEETING WITH J. WEISSER REGARDING DAVIS SALE AND AFFIDAVIT RELATED THERETO.
1.00	DAVIDSON, GREGORY T	CORRESPONDENCE AND TELEPHONE CONFERENCES WITH J. WEISSER REGARDING BANKRUPTCY COURT ORDER, BANKRUPTCY ISSUES, ETC. (.2); CORRESPONDENCE WITH DAVIS REPRESENTATIVES REGARDING SAME (.2); CORRESPONDENCE REGARDING CLOSING MATTERS (.2); CONFERENCE WITH C. GREENBERG REGARDING CLOSING MATTERS (.1); REVIEW DOCUMENTS (.3); ETC.
2.30	KELSEY, MATTHEW K	CONFERENCE WITH J. WEISSER REGARDING PREPARATION FOR DAVIS BROTHERS SALE (.3); COORDINATE WITH R. POPPITI REGARDING DOCKET, OBJECTIONS, AND AGENDA (.2); CALL WITH S. BEACH REGARDING STATUS OF SALE HEARING (.1); EMAILS WITH J. WEISSER REGARDING ASSUMPTION AND ASSIGNMENT OF CONTRACTS IN CONNECTION WITH ILLINOIS BUSINESS WIND DOWN (.3); TELEPHONE CALL WITH P. STREET REGARDING SAME (.3); EMAILS WITH M. ROSENTHAL REGARDING SAME (.1); COORDINATE WITH J. WEISSER REGARDING REVISED SALE ORDER (.3); REVIEW REVISED SALE ORDER (.5); CORRESPONDENCE WITH P. STREET REGARDING SAME (.2).

3.10	WEISSER, JOSHUA	REVISE ORDER AND REVIEW (.5); CONFERENCE WITH CONFIRM ACCURACY OF EXHIBITS (.7); REVIEW AND ANALYZE MOTION FOR PURPOSE OF PUTTING TOGETHER PRESENTATION (1.0); CONFERENCE WITH M. ROSENTHAL (.9).
2.30	FARRAG, SHERIF	PRINT HEARING AGENDA AS PER REQUEST OF A. YORK (.1); PREPARE BINDERS FOR SALE HEARING AS PER REQUEST OF J. WEISSER (2.2).
2.30	GREENBERG, CHRISTINA	CORRESPONDENCE WITH A. POGUE REGARDING CLOSING CHECKLIST (.2); DRAFT CLOSING CHECKLIST (2.1).
2.80	HOROWITZ, DANIEL	REVIEW AND SUMMARIZE SALES HEARINGS TRANSCRIPTS FOR J. WEISSER.
0.40	SCOTT, SPENCER E	SEARCH FOR SAMPLE "MOTION FOR DEBTOR TO ENTER INTO ASSIGNMENT AGREEMENT" FOR J. WEISSER.
12/17/09		
2.10	DAVIDSON, GREGORY T	CONFERENCES AND CORRESPONDENCE WITH C. GREENBERG REGARDING CLOSING DOCUMENTS AND OTHER CLOSING MATTERS FOR DAVIS TRANSACTION (.5); REVIEW AND REVISE CLOSING CHECKLIST (.3); TELEPHONE CONFERENCES AND CORRESPONDENCE WITH J. WEISSER REGARDING BANKRUPTCY MATTERS FOR DAVIS AND ILLINOIS TRANSACTIONS (.5); TELEPHONE CONFERENCE WITH AND CORRESPONDENCE WITH E. BEEM REGARDING VACATION PAY MATTERS (.2); CORRESPONDENCE WITH WORKING GROUP REGARDING ILLINOIS AGREEMENTS AND COMMENTS FROM ASSIGNEES (.2); REVIEW DOCUMENTS (.4); ETC.
0.70	KELSEY, MATTHEW K	CORRESPONDENCE WITH P. STREET AND R. POPPITI REGARDING SALE OF ARIZONA PROPERTY (.2); REVIEW SALE MOTION (.5).
2.10	WEISSER, JOSHUA	REVISIONS TO ASSIGNMENT MOTION (1.8) AND RELATED EXHIBITS (.3).

4.40 GREENBERG, CHRISTINA

COMPLETE CLOSING CHECKLIST (1.0); REVIEW
CLOSING DOCUMENTS (.4); CONFER WITH G.
DAVIDSON REGARDING CLOSING CHECKLIST (.5);
DRAFT CLOSING CERTIFICATES AND COVER PAGE
TO EXHIBIT 8 (2.5).

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AUTOMATIC STAY
08299-00102

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
AARON G. YORK	1.70	\$ 635.00	\$ 1,079.50
KELLY A. BOHNE	1.60	345.00	552.00
JASON C. MCKENNEY	3.20	360.00	<u>1,152.00</u>

Total Services \$ 2,783.50

Total Services, Costs/Charges 2,783.50

BALANCE DUE \$ 2,783.50

AUTOMATIC STAY
08299-00102

Detail Services:

12/01/09			
0.50	YORK, AARON G		ANALYZE LIFT STAY REQUESTS.
12/03/09			
0.30	YORK, AARON G		REVIEW AND REVISE DRAFT RYLAND STIPULATION AND EMAIL TO COUNSEL REGARDING SAME.
1.70	MCKENNEY, JASON C		DRAFT STIPULATION FOR LIFTING OF AUTOMATIC STAY FOR RYLAND HOMES LITIGATION.
12/04/09			
0.50	YORK, AARON G		FINALIZE RYLAND LIFT STAY STIPULATION.
12/05/09			
0.30	YORK, AARON G		CALL WITH M. THOMAS REGARDING TOLL LIFT STAY ISSUES.
12/08/09			
0.80	BOHNE, KELLY A		COMPILE DOCUMENTS TO FILE IN OPPOSITION TO THOMAS LIFT STAY MOTION.
0.10	MCKENNEY, JASON C		CONFERENCE WITH A. YORK TO DISCUSS DRAFTING CERTIFICATION OF COUNSEL AND PROPOSED ORDER FOR RYLAND STIPULATION FOR LIFT OF AUTOMATIC STAY.
12/09/09			
0.10	YORK, AARON G		REVISE RYLAND CERTIFICATE OF COUNSEL.
0.30	BOHNE, KELLY A		CORRESPOND WITH LOCAL COUNSEL AND A. YORK REGARDING WITHDRAWAL OF THOMAS LIFT STAY MOTION.
1.40	MCKENNEY, JASON C		DRAFT CERTIFICATION OF COUNSEL AND PROPOSED ORDER FOR RYLAND'S STIPULATION FOR THE LIFTING OF THE AUTOMATIC STAY.

12/15/09

0.50 BOHNE, KELLY A

REVIEW RESPONSE TO SOUTHWEST MANAGEMENT
OBJECTION (.4); EMAILS WITH J. GRAVES REGARDING
SAME (.1).

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BUSINESS OPERATIONS
08299-00103

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
ANNE C. POGUE	0.60	\$ 400.00	\$ 240.00
JEREMY L. GRAVES	2.80	400.00	1,120.00
CHRISTINA GREENBERG	4.40	360.00	<u>1,584.00</u>
Total Services			\$ 2,944.00

Total Services, Costs/Charges 2,944.00

BALANCE DUE \$ 2,944.00

BUSINESS OPERATIONS
08299-00103

Detail Services:

12/01/09			
0.30	POGUE, ANNE C	REVIEW PAST EMPLOYMENT AGREEMENTS AND EXTENSION AGREEMENTS FOR THE DAVIS BROTHERS.	
0.30	POGUE, ANNE C	DISCUSS CONFIDENTIALITY AGREEMENT WITH C. GREENBERG.	
1.40	GRAVES, JEREMY L	TELECONFERENCE WITH M. NESS (CHARTIS) REGARDING LITIGATION INVOLVING DAVIS FRAMING (.2); SEND FOLLOW-UP EMAILS REGARDING SAME (.3); EMAILS WITH M. THOMAS (BMHC) REGARDING CASE RELATED ISSUES (.8); CONFERENCE WITH K. BOHNE (GDC) REGARDING SAME (.1).	
4.40	GREENBERG, CHRISTINA	CONFERENCE WITH G. DAVIDSON REGARDING CONFIDENTIALITY AGREEMENT (.2); DRAFT CONFIDENTIALITY AGREEMENT (4.0); EMAIL G. DAVIDSON REGARDING SAME (.2).	
12/02/09			
0.20	GRAVES, JEREMY L	EMAILS WITH M. THOMAS (BMHC) REGARDING CASE RELATED ISSUES.	
12/03/09			
1.10	GRAVES, JEREMY L	EMAILS WITH M. THOMAS (BMHC) REGARDING CASE RELATED ISSUES.	
12/04/09			
0.10	GRAVES, JEREMY L	TELECONFERENCE WITH L. BAUMANN (BMHC) REGARDING CASE RELATED ISSUES.	

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CASE ADMINISTRATION
08299-00104

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JEREMY L. GRAVES	4.60	\$ 400.00	\$ 1,840.00
JENNIFER M. CONTRERAS	2.40	290.00	<u>696.00</u>
Total Services			\$ 2,536.00
Total Services, Costs/Charges			2,536.00
BALANCE DUE			<u>\$ 2,536.00</u>

CASE ADMINISTRATION
08299-00104

Detail Services:

12/01/09	0.20	GRAVES, JEREMY L	EMAILS WITH R. POPPITI (YCST) REGARDING CASE STATUS AND DATES (.1); PERFORM CASE RELATED ADMINISTRATIVE TASKS (.1).
	1.00	CONTRERAS, JENNIFER M	UPDATE CASE CALENDAR WITH YCS&T UPDATES (.7); EMAILS TO M. KELSEY AND S. MUZUMDAR RE STATUS OF CONFIRMATION (.3).
12/03/09	0.80	GRAVES, JEREMY L	CORRESPOND WITH THIRD PARTIES REGARDING THE CASE AND CASE RELATED ISSUES.
12/07/09	0.40	GRAVES, JEREMY L	GENERAL CASE RELATED EMAILS.
12/08/09	0.90	GRAVES, JEREMY L	REVIEW AGENDA FOR THE CONFIRMATION HEARING AND EMAILS REGARDING SAME (.7); GENERAL CASE RELATED EMAILS AND CALLS WITH THIRD PARTIES (.2).
	0.90	CONTRERAS, JENNIFER M	MONITOR CONFIRMATION PLEADINGS (.4); UPDATE CALENDAR (.5).
12/09/09	0.20	GRAVES, JEREMY L	GENERAL CASE RELATED EMAILS.
12/10/09	0.40	GRAVES, JEREMY L	GENERAL CASE RELATED EMAILS AND THIRD PARTY PHONE CALLS.
12/11/09	1.20	GRAVES, JEREMY L	GENERAL CASE RELATED EMAILS AND THIRD PARTY PHONE CALLS.
	0.50	CONTRERAS, JENNIFER M	UPDATE CASE CALENDAR WITH ADJOURNMENT DATES AND ADDITIONAL ITEMS.

12/15/09

0.50 GRAVES, JEREMY L

RETURN CASE RELATED CALLS TO THIRD PARTIES.

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CLAIMS ADMINISTRATION AND OBJECTIONS
08299-00105

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
AARON G. YORK	1.80	\$ 635.00	\$ 1,143.00
JEREMY L. GRAVES	23.30	400.00	9,320.00
KELLY A. BOHNE	2.50	345.00	862.50
JUSTIN P. DUDA	4.10	420.00	1,722.00
JASON C. MCKENNEY	15.10	360.00	5,436.00
JONATHAN M. WHALEN	24.40	360.00	<u>8,784.00</u>

Total Services \$ 27,267.50

Total Services, Costs/Charges 27,267.50

BALANCE DUE \$ 27,267.50

CLAIMS ADMINISTRATION AND OBJECTIONS
08299-00105

Detail Services:

12/01/09
0.50 YORK, AARON G RESPOND TO CREDITOR INQUIRIES.

0.20 YORK, AARON G CALL WITH P. STREET REGARDING SRC CLAIMS.

2.30 GRAVES, JEREMY L DRAFT OUTLINE OF OBJECTION TO PARKER DEVELOPMENT'S MOTION TO EXPAND THE BAR DATE (1.1); CONFERENCE WITH J. WHALEN (GDC) REGARDING SAME (.4); TELECONFERENCE WITH G. GUARTON (GCG) REGARDING PROOFS OF CLAIM (.3); DRAFT CHART OF CURE CLAIM OBJECTIONS (.5).

2.50 BOHNE, KELLY A REVIEW CASE LAW REGARDING ATTORNEY RETAINING LIENS (2.1); EMAILS WITH A. YORK AND J. GRAVES REGARDING SAME (.4).

0.40 WHALEN, JONATHAN M RESEARCH BAR DATE CASE LAW.

12/02/09
1.70 GRAVES, JEREMY L DRAFT CHART OF CURE CLAIM OBJECTIONS AND SEND RELATED EMAILS (1.1); SEND RELATED EMAILS (.4); EMAILS RELATING TO THE WEIS MOTIONS (.1); CONFERENCE WITH J. WHALEN (GDC) REGARDING THE OBJECTION TO THE PARKER MOTION TO EXPAND THE BAR DATE (.1).

6.50 WHALEN, JONATHAN M RESEARCH CASE LAW REGARDING DELINQUENT FILING OF PROOF OF CLAIMS AND DRAFT OPPOSITION TO PARKER DEVELOPMENT'S MOTION TO EXTEND THE BAR DATE.

12/03/09
2.90 GRAVES, JEREMY L CONFERENCE WITH J. WHALEN (GDC) REGARDING THE OBJECTION TO THE PARKER MOTION TO EXPAND THE BAR DATE (.2); TELECONFERENCE WITH P. STREET (BMHC), L. THOMAS (BMHC), AND A. YORK (GDC) REGARDING CURE CLAIMS (.2); TELECONFERENCE WITH A. YORK (GDC) REGARDING SAME (.1); DRAFT CHART OF CURE CLAIM OBJECTIONS (2.4).

5.70	WHALEN, JONATHAN M	DRAFT OPPOSITION TO PARKER DEVELOPMENT'S MOTION TO EXTEND THE BAR DATE.
12/04/09		
2.10	GRAVES, JEREMY L	EMAILS REGARDING CURE CLAIM OBJECTIONS (.1); TELECONFERENCE WITH A. YORK (GDC) REGARDING CURE CLAIM OBJECTIONS (.2); TELECONFERENCE WITH R. POPPITI (YCST) REGARDING CURE CLAIM OBJECTIONS (.1); CONFERENCE WITH J. WHALEN (GDC) REGARDING THE OBJECTION TO THE PARKER MOTION TO EXPAND THE BAR DATE (.5); TELECONFERENCE WITH L. OWENS (BMHC) REGARDING CURE CLAIM OBJECTIONS (.2); REVISE AND EDIT THE OBJECTION TO THE PARKER MOTION TO EXPAND THE BAR DATE (1.0).
5.10	WHALEN, JONATHAN M	DRAFT OPPOSITION TO PARKER DEVELOPMENT'S MOTION TO EXTEND THE BAR DATE.
12/07/09		
4.10	DUDA, JUSTIN P	EMAILS M. KELSEY RE GUARANTEE SUIT ISSUE (.2); RESEARCH AND COMPOSE RESEARCH E-MAIL RE: GUARANTEE SUITS (3.9).
0.40	WHALEN, JONATHAN M	CONTACT OREGON COURT TO DETERMINE THE ORIGINAL DATE OF FILING IN THE PARKER STATE COURT ACTION (.2); REVIEW COUNSEL OF RECORD AND SERVICE NOTICE OF THE BAR DATE (.2).
12/08/09		
1.50	GRAVES, JEREMY L	CONFERENCE WITH J. WHALEN (BMHC) REGARDING PROPOSED STIPULATION RESOLVING THE PARKER MOTION TO EXPAND THE BAR DATE (.2); REVISE AND EDIT PROPOSED STIPULATION (1.3).
3.20	WHALEN, JONATHAN M	DRAFT STIPULATION REGARDING THE WITHDRAW OF PARKER DEVELOPMENT'S MOTIONS.
12/10/09		
0.60	YORK, AARON G	REVIEW AND REVISE PROPOSED PARTIES STIPULATION.

10.30	GRAVES, JEREMY L	TELECONFERENCE WITH A. YORK REGARDING THE PROPOSED STIPULATION WITH PARKER (.1); EMAILS REGARDING SAME (.8); REVISE AND EDIT PROPOSED STIPULATION (.2); REVISE AND EDIT OBJECTION TO THE PARKER MOTION TO EXPAND THE BAR DATE (9.2).
1.10	WHALEN, JONATHAN M	DRAFT DECLARATION OF GREG GUARTON.
12/11/09		
0.50	YORK, AARON G	REVIEW AND REVISE OBJECTION TO PARKER MOTION TO EXTEND BAR DATE.
1.00	GRAVES, JEREMY L	TELECONFERENCE WITH M. THOMAS (BMHC) REGARDING THE PARKER MOTION TO EXPAND THE BAR DATE (.4); TELECONFERENCE WITH A. MCKENNEY (GDC) REGARDING SOUTHWEST CURE CLAIM (.1); REVISE AND EDIT OBJECTION TO THE PARKER MOTION TO EXPAND THE BAR DATE (.5).
3.80	MCKENNEY, JASON C	CONFERENCE WITH J. GRAVES REGARDING RESEARCH OF RES JUDICATA ISSUE FOR OUR MEMORANDUM IN SUPPORT OF LAW AGAINST SOUTHWEST MANAGEMENT CURE CLAIM OBJECTION (.1); READ RELEVANT PLEADINGS TO OBTAIN NECESSARY BACKGROUND (3.7).
1.50	WHALEN, JONATHAN M	DISCUSS PARKER MOTION, DRAFT DECLARATION OF MAUREEN THOMAS.
12/13/09		
3.30	MCKENNEY, JASON C	CONTINUE RESEARCH OF RES JUDICATA AND COLLATERAL ESTOPPEL ISSUE FOR OUR MEMORANDUM IN SUPPORT OF LAW AGAINST SOUTHWEST MANAGEMENT CURE CLAIM OBJECTION.
12/14/09		
0.50	GRAVES, JEREMY L	REVISE AND EDIT OBJECTION TO PARKER DEVELOPMENT'S MOTION TO EXPAND THE BAR DATE.

7.80	MCKENNEY, JASON C	CONTINUE RESEARCH AND DRAFT OF RES JUDICATA AND COLLATERAL ESTOPPEL SECTION FOR OUR MEMORANDUM OF LAW IN SUPPORT OF CURE CLAIM (I.E., RESPONSE TO CURE CLAIM OBJECTION BY SOUTHWEST MANAGEMENT) (7.5); SEND FINAL SECTION TO J. GRAVES FOR INCORPORATION INTO FINAL PLEADING (.3).
0.50	WHALEN, JONATHAN M	REVISE DECLARATION OF MAUREEN THOMAS (.4); SEND DECLARATION TO MAUREEN FOR REVIEW (.1).
12/15/09		
1.00	GRAVES, JEREMY L	FINALIZE OBJECTION TO PARKER DEVELOPMENT'S MOTION TO EXPAND THE BAR DATE.
0.20	MCKENNEY, JASON C	E-MAIL J. GRAVES REGARDING RES JUDICATA AND COLLATERAL ESTOPPEL SECTION OF RESPONSE TO SOUTHWEST MANAGEMENT'S CURE CLAIM OBJECTION.

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CORPORATE GOVERNANCE SECURITIES LAW COMP
08299-00106

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	7.00	\$ 995.00	\$ 6,965.00
MICHAEL A. ROSENTHAL	3.90	985.00	<u>3,841.50</u>
Total Services			\$ 10,806.50
Total Services, Costs/Charges			10,806.50
BALANCE DUE			<u>\$ 10,806.50</u>

Detail Services:

12/03/09			
1.30	FINLEY, STEVEN R		PHONE CALLS WITH PAUL HASTINGS REGARDING 34 ACT FILING OBLIGATIONS, FORM 15 FILINGS AND CONFER WITH D. LEE, RESEARCH SEC RULES AND PRACTICE ON QUESTION.
12/04/09			
2.50	FINLEY, STEVEN R		PHONE CALLS AND E-MAILS REGARDING 34 ACT FILING OBLIGATIONS (.5); RESEARCH ONGOING FILING OBLIGATIONS (.9); PHONE CALL WITH D. LEE REGARDING SEC POSITIONS ON FILING OBLIGATIONS (.6); PHONE CALL WITH PAUL HASTINGS REGARDING FORM 15 FILING (.5).
12/07/09			
1.00	ROSENTHAL, MICHAEL A		PREPARE FOR AND PARTICIPATE IN BOARD CONFERENCE CALL.
12/08/09			
1.30	ROSENTHAL, MICHAEL A		PREPARE FOR AND PARTICIPATE IN TELEPHONIC BOARD MEETING (1.0); REVIEW AND COMMENT TO PJS ON BOARD PRESENTATION (.3).
12/09/09			
1.80	FINLEY, STEVEN R		E-MAILS, PHONE CALLS WITH R. MELLOR REGARDING GORES INDICATIONS OF INTEREST (.6); PREPARE FOR AND PARTICIPATE IN BOARD UPDATE CALL (1.2).
0.60	ROSENTHAL, MICHAEL A		PARTICIPATE IN BOARD UPDATE CALL.
12/14/09			
1.40	FINLEY, STEVEN R		REVIEW PJSC BRAND PRESENTATIONS (.4); PREPARE FOR AND PARTICIPATE IN TELEPHONIC BOARD MEETING (1.0).
1.00	ROSENTHAL, MICHAEL A		ATTEND SPECIAL BOARD MEETING TO APPROVE FOOTHILL FINANCING.

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CREDITOR COMMITTEE ISSUES
08299-00107

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JEREMY L. GRAVES	0.50	\$ 400.00	\$ <u>200.00</u>
Total Services			\$ 200.00
Total Services, Costs/Charges			200.00
BALANCE DUE			<u>\$ 200.00</u>

CREDITOR COMMITTEE ISSUES
08299-00107

Detail Services:

12/04/09

0.50 GRAVES, JEREMY L

REVIEW CREDITORS' COMMITTEE'S POTENTIAL
MOTION TO ADJOURN THE CONFIRMATION HEARING
AND SEND RELATED EMAILS.

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EMPLOYEES
08299-00109

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
WILLIAM D. CLASTER	0.20	\$ 865.00	\$ 173.00
JONATHAN D. ROSENBLATT	2.20	495.00	1,089.00
ANNE C. POGUE	0.50	400.00	<u>200.00</u>

Total Services \$ 1,462.00

Total Services, Costs/Charges 1,462.00

BALANCE DUE \$ 1,462.00

EMPLOYEES
08299-00109

Detail Services:

12/02/09	0.30	ROSENBLATT, JONATHAN D	TELEPHONE CALL WITH PRUDENTIAL REGARDING LIQUIDATION OF DEFERRED COMPENSATION TRUSTS (.2); E-MAIL P. STREET REGARDING SAME (.1).
12/03/09	0.20	CLASTER, WILLIAM D	TELEPHONE CONFERENCE WITH E. FRANKLIN RE WARN ISSUES.
	0.20	ROSENBLATT, JONATHAN D	CONFER WITH K. KREISS REGARDING TRUST LIQUIDATION LETTER (.1); TELEPHONE CALL WITH J. TUSCHER REGARDING SAME (.1).
12/04/09	0.20	ROSENBLATT, JONATHAN D	E-MAIL J. TUSCHER REGARDING CONTENTS OF LIQUIDATION ORDER.
12/05/09	0.50	POGUE, ANNE C	DRAFT BILL OF SALE.
12/09/09	1.00	ROSENBLATT, JONATHAN D	E-MAIL K. FREEMAN REGARDING J. TUSCHER E-MAIL (.1); REVIEW TRUST AGREEMENTS REGARDING LIQUIDATION AND DISTRIBUTION LETTER; DRAFT LIQUIDATION AND DISTRIBUTION LETTER (.4); REVIEW AND REVISE SAME (.4); E-MAIL SAME TO M. ROSENTHAL (.1).
12/14/09	0.50	ROSENBLATT, JONATHAN D	E-MAIL M. ROSENTHAL REGARDING FINAL DRAFTS OF EXECUTIVE EMPLOYMENT AGREEMENTS AND SEPARATION AND RELEASE AGREEMENTS (.1); REVIEW AND REVISE LETTER REGARDING LIQUIDATION OF DEFERRED COMPENSATION TRUSTS (.3); E-MAIL SAME TO P. STREET AND K. FREEMAN (.1).

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EXECUTORY CONTRACTS/UNEXPIRED LEASES
08299-00111

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	2.10	\$ 985.00	\$ 2,068.50
AARON G. YORK	4.20	635.00	2,667.00
JEREMY L. GRAVES	27.70	400.00	11,080.00
KELLY A. BOHNE	7.40	345.00	2,553.00
SAEE MUZUMDAR	1.10	420.00	462.00
JONATHAN M. WHALEN	25.20	360.00	<u>9,072.00</u>

Total Services \$ 27,902.50

Total Services, Costs/Charges 27,902.50

BALANCE DUE \$ 27,902.50

EXECUTORY CONTRACTS/UNEXPIRED LEASES
08299-00111

Detail Services:

12/01/09			
1.00	YORK, AARON G	PREPARE REJECTED EXECUTORY CONTRACT LIST.	
0.40	GRAVES, JEREMY L	TELECONFERENCE WITH T. RUST (BMHC) REGARDING THE MICROSOFT/CIT CONTRACT (.2); TELECONFERENCE WITH M. ECKARD (REED SMITH) REGARDING SAME (.2).	
1.20	BOHNE, KELLY A	REVIEW SCHEDULE OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES.	
12/02/09			
0.70	YORK, AARON G	PREPARE REJECTED CONTRACTS LIST.	
12/03/09			
0.40	YORK, AARON G	CALL WITH P. STREET, L. THOMAS, J. GRAVES (PARTIAL) REGARDING CURE CLAIMS.	
12/07/09			
0.40	YORK, AARON G	REVIEW AND REVISE CURE RESOLUTION PLEADING.	
6.90	GRAVES, JEREMY L	DRAFT OMNIBUS CURE CLAIM RESPONSE AND RESPOND TO CURE CLAIM OBJECTIONS.	
12/08/09			
3.10	GRAVES, JEREMY L	EMAILS REGARDING CURE CLAIM OBJECTIONS (.3); DRAFT REJECTED EXECUTORY CONTRACTS LIST AND SEND RELATED EMAILS (1.8); REVISE AND EDIT THE MICROSOFT/CIT MOTION AND SEND RELATED EMAILS (1.0).	
12/09/09			
0.10	YORK, AARON G	CALL WITH J. GRAVES REGARDING EXECUTORY CONTRACTS LIST.	
2.30	GRAVES, JEREMY L	REVISE AND EDIT REJECTED EXECUTORY CONTRACT AND UNEXPIRED LEASE LIST.	

12/10/09		
0.30	ROSENTHAL, MICHAEL A	EMAILS REGARDING FRISCO LEASE REJECTION.
1.70	GRAVES, JEREMY L	REVISE AND EDIT REJECTED EXECUTORY CONTRACT AND UNEXPIRED LEASE LIST AND SEND EMAILS REGARDING SAME.
0.90	WHALEN, JONATHAN M	REVIEW CAMPBELL OBJECTION.
12/11/09		
1.20	YORK, AARON G	ANALYZE REJECTION CLAIM FOR LEASE AND EMAIL REGARDING SAME.
4.60	GRAVES, JEREMY L	TELECONFERENCE WITH P. STREET (BMHC), K. BOHNE (GDC), AND J. WHALEN (GDC) REGARDING THE SOUTHWEST MANAGEMENT CURE CLAIM OBJECTION (.3); TELECONFERENCE WITH J. MCKENNEY (GDC) REGARDING SAME (.1); WORK ON RESPONSE TO THE SOUTHWEST MANAGEMENT CURE CLAIM OBJECTION (4.2).
2.10	BOHNE, KELLY A	DRAFT RESPONSE TO OBJECTION OF SOUTHWEST MANAGEMENT (1.8); CONFERENCE CALL REGARDING SAME (.3).
5.10	WHALEN, JONATHAN M	REVIEW PURCHASE CONTRACT AND LEASES (2.0); DRAFT CAMPBELL OBJECTION (2.8); CONFERENCE CALL WITH PAUL STREET (.3).
12/12/09		
2.50	GRAVES, JEREMY L	REVISE ON RESPONSE TO THE SOUTHWEST MANAGEMENT CURE CLAIM OBJECTION.
12/13/09		
6.20	GRAVES, JEREMY L	REVISE RESPONSE TO THE SOUTHWEST MANAGEMENT CURE CLAIM OBJECTION.
4.10	BOHNE, KELLY A	REVIEW CASE LAW AND DRAFT RESPONSE TO OBJECTION OF SOUTHWEST MANAGEMENT.
3.20	WHALEN, JONATHAN M	DRAFT CAMPBELL OBJECTION.

12/14/09		
9.80	WHALEN, JONATHAN M	DRAFT AND EDIT CAMPBELL OBJECTION.
12/15/09		
1.20	ROSENTHAL, MICHAEL A	EMAILS REGARDING ASSIGNMENT OF ILLINOIS FRAMING CONTRACTS (.4); MEETING WITH J. WEISSER REGARDING HEARING ON SAME (.2); EMAILS REGARDING CURE OBJECTION CLAIMS AND RESPONSES (.6).
0.40	YORK, AARON G	REVIEW AND REVISE MOTION TO ASSUME BOULDERS LEASE.
1.10	MUZUMDAR, SAEED	DRAFT MOTION TO APPROVE AMENDMENT TO UNEXPIRED LEASE AND ASSUME LEASE, AS AMENDED.
12/16/09		
0.60	ROSENTHAL, MICHAEL A	EMAILS WITH J. GRAVES AND P. STREET REGARDING RESOLUTION OF CURE CLAIMS AND REJECTED CONTRACTS LIST.
6.20	WHALEN, JONATHAN M	RESEARCH INTEGRATION AND SEVERABILITY ISSUES WITH REGARD TO SOUTHWEST'S LEASE AND PURCHASE AGREEMENT INTEGRATION ARGUMENT.

Paul Street, Esq.
Senior Vice President, General Counsel and Secretary
Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712-7714

FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00112

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	0.30	\$ 985.00	\$ 295.50
AARON G. YORK	0.90	635.00	571.50
JENNIFER M. CONTRERAS	29.60	290.00	8,584.00

Total Services \$ 9,451.00

Total Services, Costs/Charges 9,451.00

BALANCE DUE \$ 9,451.00

FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00112

Detail Services:

12/01/09	0.50	CONTRERAS, JENNIFER M	EMAILS TO R. POPPITI RE FEE HEARINGS (.2); CALENDAR SAME (.1); EMAILS TO ACCOUNTING DEPARTMENT RE NOVEMBER FEES (.2).
12/02/09	5.80	CONTRERAS, JENNIFER M	REVIEW AND REVISE PREBILL FOR COMPLIANCE WITH US TRUSTEE GUIDELINES.
12/03/09	8.50	CONTRERAS, JENNIFER M	PREPARE AND REVISE 6TH INTERIM FEE APPLICATION FOR NOVEMBER.
12/04/09	6.50	CONTRERAS, JENNIFER M	CALCULATE NOVEMBER FEES AND DISBURSEMENTS FOR FEE APPLICATION (2.6); REVISE EXHIBITS (3.9).
12/07/09	0.30	ROSENTHAL, MICHAEL A	EMAILS REGARDING GDC NOVEMBER FEE APPLICATION.
	0.90	YORK, AARON G	REVISE GDC FEE APPLICATION.
	6.00	CONTRERAS, JENNIFER M	FINALIZE FEE APPLICATION EXHIBITS AND NUMBERS FOR CHARTS (2.4); INCORPORATE M. ROSENTHAL AND A. YORK REVISIONS (1.8); EMAILS TO YCS&T RE FILING (.1); PROOF SAME (1.5); PREPARE FINAL E- FILING VERSIONS AND FORWARD TO YCS&T FOR FILING (.2).
12/08/09	0.60	CONTRERAS, JENNIFER M	PREPARE AND REVISE LETTER TO P. STREET FOR M. ROSENTHAL (.5); EMAILS TO M. ROSENTHAL RE SAME (.1).

12/14/09

1.70 CONTRERAS, JENNIFER M

LOCATE AND COORDINATE LEDES CONVERSIONS OF DOCUMENTS FOR FEE AUDITOR (.8); EMAILS TO J. GRAVES RE SAME (.2); REVIEW SECOND QUARTERLY FEE APPLICATION NUMBERS (.5); EMAILS TO M. ROSENTHAL RE SAME (.2).

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FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00113

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JEREMY L. GRAVES	0.10	\$ 400.00	\$ 40.00
JENNIFER M. CONTRERAS	0.20	290.00	<u>58.00</u>
Total Services			\$ 98.00
Total Services, Costs/Charges			98.00
BALANCE DUE			<u>\$ 98.00</u>

FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00113

Detail Services:

12/01/09		
0.10	GRAVES, JEREMY L	EMAILS WITH P. CROCI (PJS) REGARDING THE FEE AUDITOR'S REQUESTS.
12/14/09		
0.20	CONTRERAS, JENNIFER M	EMAILS TO S. MUZUMDAR RE P. J. SOLOMON FEE APPLICATION.

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PLAN & DISCLOSURE STATEMENT
08299-00115

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	34.60	\$ 995.00	\$ 34,427.00
MITCHELL A. KARLAN	13.30	990.00	13,167.00
MICHAEL A. ROSENTHAL	136.40	985.00	134,354.00
BRIAN D. KILB	3.50	870.00	3,045.00
CROMWELL R. MONTGOMERY	83.40	635.00	52,959.00
RICHARD FALEK	76.20	710.00	54,102.00
MATTHEW K. KELSEY	8.10	710.00	5,751.00
AARON G. YORK	162.20	635.00	102,997.00
JUSTO A. CHAMAS	46.20	710.00	32,802.00
JOHN F. GUILD	37.70	525.00	19,792.50
NICHOLAS D. GREENWOOD	100.60	495.00	49,797.00
LESLEY V. WASSER	8.50	495.00	4,207.50
JOSHUA WEISSER	1.30	585.00	760.50
NETRA SREEPRAKASH	34.80	545.00	18,966.00
JEREMY L. GRAVES	64.40	400.00	25,760.00
KELLY A. BOHNE	23.80	345.00	8,211.00
PETER BACH-Y-RITA	20.20	360.00	7,272.00
JENNIFER M. CONTRERAS	31.70	290.00	9,193.00
BRENDON S. FLEMING	26.00	435.00	11,310.00
KRISTA P. HANVEY	6.00	360.00	2,160.00
JENNIFER M. KREUZIGER	10.80	360.00	3,888.00
JASON C. MCKENNEY	12.70	360.00	4,572.00
BETTE J. PAGE	0.20	180.00	36.00
JONATHAN M. WHALEN	2.60	360.00	<u>936.00</u>

Total Services \$ 600,465.50

Total Services, Costs/Charges 600,465.50

BALANCE DUE \$ 600,465.50

Invoice Date: January 5, 2010

Due and Payable Upon Receipt

Invoice No. 2010011234

Invoice Date: January 5, 2010

Due and Payable Upon Receipt

Invoice No. 2010011234

Detail Services:

12/01/09

- 4.70 ROSENTHAL, MICHAEL A EMAILS TO AND FROM B. DIETZ REGARDING DK FINANCING ALTERNATIVE (.3); CONSIDERATION OF CRAM-DOWN ALTERNATIVES (.3); PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL REGARDING CRAM-DOWN REVISION TO PLAN AND UST PLAN OBJECTION (1.6); NUMEROUS TELEPHONE CALLS WITH B. DIETZ, K. FISHER, A. YORK REGARDING RESPONSE TO PLAN OBJECTIONS (.4); EMAILS FROM AND TO A. YORK REGARDING RESPONSES TO PLAN OBJECTIONS AND CONFIRMATION PREPARATION (.6); WORK ON ISSUES RELATED TO DK FINANCING ALTERNATIVE (.8); REVIEW ION CASE RELATIVE TO CRAM-DOWN ISSUE (.3); EMAIL TO S. TOLLES REGARDING TAX IMPLICATIONS OF CLOSING BUSINESSES (.2); EMAILS WITH S. VARNER REGARDING FOOTHILL COMMITMENT (.2).
- 2.50 MONTGOMERY, CROMWELL R REVIEW CORRESPONDENCE RELATIVE TO DK FINANCING PROPOSAL (.5); TELEPHONE CALL WITH B. DIETZ RELATIVE TO FOREGOING (.2); TELEPHONE CALL WITH D. DEDYO/S. MENILLO RELATIVE TO WFB EXIT FINANCING (.4); DRAFT AND DISTRIBUTE CORRESPONDENCE RELATIVE TO EXIT/WFB FINANCING (.2); REVIEW COMMENTS TO EQUITY DOCUMENTATION (1.0); TELEPHONE CALL WITH P. STREET RELATIVE TO DOCUMENTATION MATTERS (.2).
- 9.80 YORK, AARON G PREPARE AMENDED PLAN SUPPLEMENT (.5); DRAFT CONFIRMATION DECLARATIONS (.8); CALL WITH T. KENT REGARDING PLAN REVISIONS (.2); EMAIL TO CLIENT REGARDING PLAN STATUS (.3); ANALYZE PLAN CONFIRMATION ISSUES (3.0); ALL HANDS CALL REGARDING PLAN CONFIRMATION (1.6); CALL WITH P. STREET, P. CROCI REGARDING TAX TREATMENT (.2); REVISE PLAN, GLOSSARY AND CONFIRMATION ORDER (2.7); REVIEW AND REVISE LIBERTY MUTUAL VOTING STIPULATION (.5).
- 2.50 CHAMAS, JUSTO A REVIEW AND REVISE STOCKHOLDERS AGREEMENT.

0.50	CHAMAS, JUSTO A	COMMUNICATIONS WITH C. MONTGOMERY TO DISCUSS STOCKHOLDERS AGREEMENT COMMENTS AND FOLLOW-UP REGARDING SAME AFTER CALL WITH PAUL HASTINGS.
0.50	CHAMAS, JUSTO A	CALL WITH PAUL HASTINGS TO DISCUSS STOCKHOLDER'S AGREEMENT.
5.20	GREENWOOD, NICHOLAS D	COMPLETE INITIAL DRAFT OF SCHEDULES TO 1ST LIEN CREDIT AGREEMENT, 2ND LIEN CREDIT AGREEMENT, 1ST LIEN SECURITY AGREEMENT AND 2ND LIEN SECURITY AGREEMENT AND FORWARD SAME TO LENDER'S COUNSEL FOR REVIEW.
0.10	WASSER, LESLEY V	EMAIL EXCHANGE WITH N. GREENWOOD AND S. REIMERS RE SIGNATURE PAGES TO DEEDS OF TRUST.
1.00	GRAVES, JEREMY L	REVISE AND EDIT VOTING DECLARATION OF GARDEN CITY GROUP (.3); RESPOND TO LIBERTY MUTUAL'S \$100 MILLION VOTE IN FAVOR OF THE PLAN (.7).
1.80	BOHNE, KELLY A	DRAFT PAUL STREET DECLARATION FOR CONFIRMATION MOTION.
3.60	BACH-Y-RITA, PETER	RESEARCH CRAMDOWN ISSUE (1.8); RESEARCH CRAMDOWN ISSUE (1.5); CALL A. YORK TO DISCUSS RESEARCH (.1); EMAIL TO A. YORK REGARDING CRAMDOWN ISSUE (.2).
12/02/09		
0.50	FINLEY, STEVEN R	E-MAILS AND PHONE CALLS REGARDING STATUS OF FOOTHILL AND DK PROPOSAL.

- 6.10 ROSENTHAL, MICHAEL A EMAILS TO AND FROM A. YORK REGARDING CONFIRMATION PREPARATION (.8); WORK ON CONFIRMATION PREPARATION (1.8); TELEPHONE WITH B. DIETZ AND P. STREET REGARDING FINANCING ALTERNATIVES (.6); EMAIL FROM A. YORK REGARDING TREATMENT OF TAX CLAIMS AND DK FINANCING (.2); TELEPHONE WITH P. STREET REGARDING FINANCING ALTERNATIVES (.5); TELEPHONE WITH M. KARLAN REGARDING POTENTIAL LIQUIDATION ANALYSIS FIGHT AND MOTION TO COMPEL FUNDING BY HIG (.5); COMMENT ON ISSUES RELATED TO MOTION TO COMPEL HIG TO FUND (.8); TELEPHONE WITH S. VARNER REGARDING FINANCING AND CONFIRMATION ISSUES (.3); ADDRESS ISSUES RELATED TO COMMITTEE REQUEST FOR SHARE OF TAX REFUND PROCEEDS, INCLUDING EMAILS RELATED TO SAME (.4); EMAILS REGARDING LIQUIDATING DEFERRED COMP PLANS (.2).
- 5.90 MONTGOMERY, CROMWELL R REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO DK FINANCING (2.0); REVISE/DISTRIBUTE DK TERM SHEET (1.5); DRAFT EXTENSION OPTION NOTICE (.2); TELEPHONE CALLS WITH P. CROCI, P. GAURINO, A. YORK, M. ROSENTHAL, ET AL. RELATIVE TO DK FINANCING (1.5); TELEPHONE CALL WITH P. CROCI/P. GAURINO/WFF REGARDING PROPOSED WFF FACILITY (.5); TELEPHONE CALLS WITH P. STREET RELATIVE TO RESTRUCTURING AND RELATED MATTERS (.2).
- 0.30 MONTGOMERY, CROMWELL R DRAFT AND DISTRIBUTE CORRESPONDENCE RELATIVE TO REVISED TERM SHEET (.2); REVIEW RELATED CORRESPONDENCE (.1).
- 11.80 FALEK, RICHARD VARIOUS CALLS/EMAILS RE COMPLAINT, MOTION TO COMPEL (1.0); REVIEW VARIOUS EXEMPLARS OF COMPLAINT AND MOTION TO COMPEL (2.5); RESEARCH CASE LAW (3.0); RESEARCH PRIOR FACTS (2.5); BEGIN DRAFTING COMPLAINT (2.8).
- 12.10 YORK, AARON G EMAILS REGARDING PLAN FUNDING (1.2); ANALYZE VOTING TABULATION AND EMAILS REGARDING SAME (1.4); DRAFT CONFIRMATION BRIEF (9.0); REVIEW AND COMMENT ON EXIT TERM SHEET (.5).

2.60	CHAMAS, JUSTO A	CALL WITH J. HARTLIN AT PAUL HASTINGS TO DISCUSS FORM 15 FILING (.4); COMMUNICATIONS WITH S. FINLEY TO DISCUSS SAME (.2); REVIEW REVISED VERSIONS OF CORPORATE DOCUMENTS (2.0).
1.00	GUILD, JOHN F	WORK WITH P. GUARINO ON B. DIETZ DECLARATION IN SUPPORT OF CHAPTER 11 REORGANIZATION (.3); REVIEW FINANCING DOCUMENTS RELATED TO FEASIBILITY ANALYSIS (.7).
3.70	GREENWOOD, NICHOLAS D	ASSEMBLE COMMITMENT LETTER, COMMITMENT LETTER SUPPLEMENT, PRE-PETITION CREDIT AGREEMENT AND RELATED DOCUMENTS AND PROVIDE R. FALEK WITH RESPECT TO MOTION TO COMPEL AND DISCUSS SAME INTERNALLY (3.1); ASSEMBLE ORGANIZATIONAL DOCUMENTS OF COMPANY AND PROVIDE TO A. YORK (.6).
1.30	WEISSER, JOSHUA	DRAFT INSERT RELATING TO PREPETITION CREDIT AGREEMENTS FOR CONFIRMATION ORDER.
10.30	SREEPRAKASH, NETRA	DRAFT COMPLAINT (6.5); PERFORM RESEARCH FOR AND DRAFT MEMORANDUM IN SUPPORT OF MOTION FOR PRELIMINARY INJUNCTION (3.8).
3.30	GRAVES, JEREMY L	REVISE AND EDIT VOTING DECLARATION OF GARDEN CITY GROUP.
6.70	BOHNE, KELLY A	DRAFT DECLARATION FOR P. STREET FOR CONFIRMATION HEARING BRIEF.
2.00	CONTRERAS, JENNIFER M	RESEARCH AND FORWARD BACKGROUND MATERIALS AND PRECEDENT DOCUMENTS TO R. FALEK.
5.00	FLEMING, BRENDON S	TELEPHONE CONFERENCES WITH N. SREEPRAKASH REGARDING BACKGROUND OF CASE, DOCUMENTS TO BE DRAFTED, AND LEGAL RESEARCH FINDINGS (.2); RESEARCH STATUTES FOR DRAFT ADVERSARY COMPLAINT (1.8); RESEARCH INJUNCTIVE RELIEF, BANKRUPTCY STATUTE AND APPLICABLE CASES, SPECIFIC PERFORMANCE FOR MOTION ACCOMPANYING COMPLAINT (1.5); DRAFT PORTION OF COMPLAINT (1.5).

2.50 MCKENNEY, JASON C	CONFERENCE WITH A. YORK TO DISCUSS RESEARCH PROJECT ON EXCULPATION AND RELEASE CLAUSE STANDARDS IN THE THIRD CIRCUIT (.1); CONDUCT RESEARCH ON SAME (2.1); PREPARE E-MAIL TO A. YORK TO SUMMARIZE RESEARCH AND CONCLUSIONS (.3).
12/03/09	
3.20 ROSENTHAL, MICHAEL A	NUMEROUS EMAILS WITH B. DIETZ, K. FISHER, C. MONTGOMERY AND OTHERS REGARDING TERMS OF OLD EXIT FINANCING, RECEIPT OF SIGNATURE PAGES, OPEN ISSUES AND RELATED POINTS (.8); EMAILS REGARDING TERMS OF POTENTIAL NEW FINANCING WITH FOOTHILL/DK (.6); TELEPHONE CALL WITH A. YORK REGARDING STATUS OF PLAN CONFIRMATION ISSUES (.4); TELEPHONE WITH B. DIETZ AND P. STREET REGARDING STATUS OF FINANCING DISCUSSIONS AND PLAN CONFIRMATION ISSUES (.8); CONFERENCE CALL WITH C. MONTGOMERY, K. FISHER AND OTHERS REGARDING FOOTHILL/DK FINANCING STRUCTURE AND INTERPLAY WITH 2D LIEN FOR PREPETITION LENDERS (.6).
4.50 MONTGOMERY, CROMWELL R	TELEPHONE CALLS WITH S. VARNER RELATIVE TO DK FINANCING (.2); REVIEW AND RESPOND TO RELATED MATTERS (.3); REVIEW REVISED EQUITY DOCUMENTS (1.5); TELEPHONE CALLS WITH D. OSHINSKY, K. FISCHER, M. ROSENTHAL, ET. AL RELATIVE TO DK/WFF FINANCING (.8); DRAFT AND DISTRIBUTE CORRESPONDENCE RELATIVE TO SAME (1.5); TELEPHONE CALL WITH K. FISCHER RELATIVE TO FINANCIAL COVENANTS (.2).
12.20 FALEK, RICHARD	VARIOUS PHONE CALLS/EMAILS RE COMPLAINT AND MOTION TO COMPEL (1.5); DRAFT COMPLAINT (6.8); CIRCULATE FIRST VERSION OF COMPLAINT (.2); CASE LAW RESEARCH FOR MOTION TO COMPEL (2.5); BEGIN DRAFTING MOTION TO COMPEL (1.2).
11.70 YORK, AARON G	REVISE CONFIRMATION DECLARATIONS (2.7); PREPARE FOR CONFIRMATION HEARING (4.0); PREPARE AMENDED PLAN SUPPLEMENT DOCUMENTS (2.2); CALL WITH G. GUARTAN REGARDING VOTING TABULATION (.3); REVISE CONFIRMATION BRIEF (2.1); CALL WITH M. ROSENTHAL (.4).

2.50	CHAMAS, JUSTO A	REVIEW REVISED VERSIONS OF BMHC CORPORATE DOCUMENTS.
1.60	GUILD, JOHN F	WORK WITH P. GUARINO ON B. DIETZ DECLARATION IN SUPPORT OF CHAPTER 11 REORGANIZATION (.3); REVIEW TAX ISSUES RELATED TO FEASIBILITY ANALYSIS (1.3).
7.10	GREENWOOD, NICHOLAS D	DRAFT, REVIEW AND ASSEMBLE ANNEXES TO SCHEDULES TO EXIT CREDIT AND SECURITY AGREEMENTS AND DISCUSSES SAME WITH COMPANY (2.9); PREPARE REVISED ORGANIZATIONAL CHART AND PROVIDE SAME TO DK PARTNERS' COUNSEL (1.1); DRAFT OFFICER AND SECRETARY CERTIFICATES UNDER EXIT CREDIT FACILITIES AND PROVIDE SAME TO LENDER'S COUNSEL (3.1).
0.20	WASSER, LESLEY V	CALL WITH M. VANDERZANDEN (.1); EMAIL EXCHANGE WITH C. MONTGOMERY AND N. GREENWOOD; EMAIL EXCHANGE WITH M. VANDERZANDEN RE FORMS OF DEEDS OF TRUST (.1).
10.80	SREEPRAKASH, NETRA	REVISE COMPLAINT (7.0); PERFORM RESEARCH FOR AND DRAFT MOTION FOR PRELIMINARY INJUNCTION (3.5); DISCUSS PROCEDURAL AND SUBSTANTIVE QUESTIONS WITH DELAWARE COUNSEL (.3).
1.10	GRAVES, JEREMY L	REVISE AND EDIT VOTING DECLARATION OF GARDEN CITY GROUP.
4.80	BOHNE, KELLY A	REVISE P. STREET DECLARATION FOR CONFIRMATION HEARING BRIEF.
9.00	FLEMING, BRENDON S	RESEARCH CALIFORNIA STANDARDS FOR INJUNCTIVE RELIEF, SPECIFIC PERFORMANCE, CONTRACTUAL DUTIES, MUTUALITY OF REMEDIES (3.5); RESEARCH CASES UNDER BANKRUPTCY STATUTES (4.5); PROVIDE EMAIL SUMMARY OF RESEARCH FINDINGS TO N. SREEPRAKASH (1.0).

1.40	MCKENNEY, JASON C	CONDUCT RESEARCH IN THIRD CIRCUIT REGARDING WHETHER THE NON-FILING OF A PROOF OF CLAIM BARS THE AFFIRMATIVE DEFENSE OF SET-OFF (1.0); REVIEW J. GRAVES' PREVIOUS RESEARCH ON THE SUBJECT (.2); PREPARE E-MAIL TO A. YORK SUMMARIZING RESEARCH AND CONCLUSIONS (.2).
12/04/09		
2.10	FINLEY, STEVEN R	REVIEW AND COMMENT ON DRAFT COMPLAINT (.4); E-MAILS AND CONFERENCE CALLS REGARDING POSSIBLE FOOTHILLS/DK PARTICIPATION (.7); ALL HANDS CALL TO DISCUSS STATUS (1.0).
7.40	ROSENTHAL, MICHAEL A	CONFERENCE CALL WITH S. BEACH, P. STREET, A. YORK AND OTHERS REGARDING TIMING OF HEARING (.3); PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH FOOTHILL/DK TO DISCUSS EXIT FINANCING PROVISIONS (1.4); EXTENSIVE EMAILS AND CONFERENCE CALLS REGARDING COMMITTEE MOTION TO CONTINUE CONFIRMATION HEARING AND FINANCING ALTERNATIVES (2.2); TELEPHONE WITH B. DIETZ REGARDING FINANCING ISSUES (.4); TELEPHONE WITH P. STREET REGARDING PLAN AND FINANCING ISSUES (.3); REVIEW AND COMMENT ON PROPOSED CONFIRMATION BRIEF (1.6); TELEPHONE WITH A. YORK REGARDING CONFIRMATION PREPARATION ISSUES (.3); REVIEW AND COMMENT ON MOTION TO COMPEL HIG FUNDING (.6); EMAILS REGARDING FOOTHILL COMMITMENT (.3).
4.20	MONTGOMERY, CROMWELL R	CONFERENCE CALL WITH D. OSHINSKY, K. FISHER, P. STREET, ET AL. RELATIVE TO PROPOSED WFF/DK FACILITY (1.4); TELEPHONE CALL WITH P. STREET RELATIVE TO FOREGOING AND EXIT FINANCING (.3); REVIEW REVISED EXIT/EQUITY DOCUMENTATION (1.0); REVIEW DK FINANCING RELATED CORRESPONDENCE (1.0); DRAFT/DISTRIBUTE CORRESPONDENCE RELATIVE TO FOREGOING (.5).
11.50	FALEK, RICHARD	COMPLETE RESEARCH RE MOTION TO COMPEL AND FINISH DRAFT OF MOTION TO COMPEL AND CIRCULATE DRAFT (4.0); EDIT COMPLAINT (3.5); BEGIN TO DRAFT MOTION TO EXPEDITE (1.5); VARIOUS CALLS/EMAILS RE MOTION AND HEARING (1.0); EDIT FIRST DRAFT OF MOTION TO COMPEL (1.5).

12.10	YORK, AARON G	FINALIZE VOTING STIPULATIONS WITH LIBERTY MUTUAL AND CARPENTERS BENEFIT FUND (2.3); ROBERT THOMAS CLAIM ANALYSIS (.8); ALL HANDS CALL REGARDING PLAN CONFIRMATION STATUS (1.4); CALL WITH J. GUILD REGARDING CONFIRMATION DECLARATION (.3); PREPARE PLAN SUPPLEMENT DOCUMENTS (1.8); PREPARE FOR CONFIRMATION HEARING (5.2); CALL WITH M. ROSENTHAL (.3).
7.70	CHAMAS, JUSTO A	REVIEW AND REVISE CORPORATE BMHC DOCUMENTS AND DRAFT NEW BYLAWS, CERTIFICATES OF INCORPORATION AND LLC OPERATING AGREEMENTS FOR SUBSIDIARIES FILING AS EXHIBITS TO PLAN SUPPLEMENT.
0.70	CHAMAS, JUSTO A	ASSIST IN PREPARING SIGNATURE PAGE PACKAGE.
5.00	GUILD, JOHN F	ANALYSIS (3.9); CONFERENCE CALL WITH CLIENT, PJSC, A. YORK TO DISCUSS NEW CHALLENGE TO "BEST INTEREST OF THE CREDITORS" ANALYSIS (1.1).
4.40	GREENWOOD, NICHOLAS D	REVIEW REVISED DRAFTS OF 1ST LIEN CREDIT AGREEMENT, 1ST LIEN SECURITY AGREEMENT, 2ND LIEN CREDIT AGREEMENT AND 2ND LIEN SECURITY AGREEMENT AND DISCUSS CHANGES INTERNALLY AND WITH COMPANY (2.0); ASSEMBLE REPORTING DOCUMENTS FOR PREPARATION OF NEW EXHIBITS TO CREDIT FACILITIES (1.1); REVISE SCHEDULES TO 1ST AND 2ND LIEN SECURITY AGREEMENTS AND DISCUSS SAME WITH COMPANY (1.3).
1.50	WASSER, LESLEY V	REVIEW FORMS OF DEEDS OF TRUST FOR EACH STATE WHERE REAL PROPERTY LOCATED (1.3); EMAIL EXCHANGE WITH M. VANDERZANDEN RE SAME (.2).
9.20	SREEPRAKASH, NETRA	PERFORM RESEARCH FOR AND DRAFT PORTIONS OF COMPLAINT AND MOTION FOR INJUNCTIVE RELIEF (3.5); REVISE COMPLAINT AND MOTION FOR INJUNCTIVE RELIEF (3.6); DRAFT EMERGENCY MOTION FOR EXPEDITED HEARING (2.1).

- 1.90 GRAVES, JEREMY L DRAFT NOTICE OF FILING OF PROPOSED CONFIRMATION ORDER (.5); REVISE AND EDIT NOTICE OF ENTRY OF CONFIRMATION ORDER (.7); CORRESPOND WITH COUNSEL FOR RABOBANK REGARDING EQUITY DISTRIBUTIONS UNDER THE PLAN (.1); DRAFT NOTICE RELATING TO THE ASSUMPTION OF CONTRACTS (.6).
- 2.10 BOHNE, KELLY A DRAFT CARPENTERS' STIPULATION TO WITHDRAW BALLOT.
- 9.00 FLEMING, BRENDON S RESEARCH WORKER, HOMEOWNERSHIP, AND BUSINESS ASSISTANCE ACT OF 2009 (2.0); RESEARCH BREACH OF CONTRACT UNDER CALIFORNIA LAW, INCLUDING CASES AND CALIFORNIA CIVIL CODE (2.5); DRAFT AND SEND EMAIL OF RESEARCH FINDINGS TO N. SREEPRAKASH (.5); REVISE LANGUAGE FOR DRAFT DOCUMENTS TO INCLUDE WORKER, HOMEOWNERSHIP, AND BUSINESS ASSISTANCE ACT OF 2009 (2.0); REVISE LANGUAGE FOR DRAFT DOCUMENTS TO INCLUDE CITATIONS TO CALIFORNIA LAW FOR BREACH OF CONTRACT STANDARDS (2.0).
- 6.40 KREUZIGER, JENNIFER M CITE CHECK DEBTORS' MEMORANDUM OF LAW IN SUPPORT OF CONFIRMATION OF JOINT PLAN OF REORGANIZATION FOR A. YORK.
- 0.20 PAGE, BETTE J SEARCH FOR CITED DOCUMENT IN DELAWARE BANKRUPTCY CASE FOR J. KREUZIGER.

12/05/09

- 6.20 ROSENTHAL, MICHAEL A REVIEW REVISED VERSIONS OF PLAN SUPPLEMENT DOCUMENTS (1.2); EMAILS TO AND FROM A. YORK REGARDING CONFIRMATION PREPARATION AND BRIEF (.6); REVIEW REVISED VERSION OF CONFIRMATION BRIEF (.8); REVIEW AND COMMENT ON REVISED VERSION OF PLAN AND GLOSSARY (1.4); PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH B. DIETZ, P. CROCI, P. STREET REGARDING LIQUIDATION ANALYSIS (.8); EMAILS WITH K. FISHER, T. KENT, P. STREET, B. DIETZ AND OTHERS REGARDING COMMITTEE MOTION TO CONTINUE CONFIRMATION AND RESPONSE THERETO AND VALUATION ISSUES (.4); EMAILS WITH M. KARLAN REGARDING MOTION TO COMPEL (.3); REVIEW SUMMARY FROM PJS OF COMMUNICATIONS WITH COMMITTEE REGARDING TAX REFUND (.4); EMAILS WITH B. DIETZ, K. FISHER REGARDING STATUS OF FINANCING DISCUSSIONS (.3).
- 0.80 MONTGOMERY, CROMWELL R REVIEW CORRESPONDENCE RELATIVE TO EXIT FINANCING/DK PROPOSAL AND RELATED DILIGENCE MATTERS.
- 11.50 YORK, AARON G REVISE CONFIRMATION ORDER (2.0); REVISE CONFIRMATION BRIEF (4.1); PREPARE PLAN SUPPLEMENTAL DOCUMENTS (1.8); CALL WITH M. ROSENTHAL, B. DIETZ, P. CROCI, P. GUERRINO REGARDING CONFIRMATION HEARING (.8); PREPARE FOR CONFIRMATION HEARING (2.8).
- 5.60 CHAMAS, JUSTO A DRAFT NEW BYLAWS, CERTIFICATES OF INCORPORATION AND LLC OPERATING AGREEMENTS FOR FILING AS EXHIBITS TO PLAN SUPPLEMENT (5.0); DISCUSS SAME WITH M. KELSEY (.6).
- 3.50 GUILD, JOHN F DISCUSSING ISSUES RELATED TO B. DIETZ DECLARATION WITH A. YORK (.4); WORK WITH PSJC ON "BEST INTEREST OF THE CREDITORS" ANALYSIS (.6); REVISE B. DIETZ DECLARATION (2.5).

4.10	GREENWOOD, NICHOLAS D	REVIEW REVISED 2ND LIEN CREDIT AGREEMENT, AND 1ST AND 2ND LIEN SECURITY AGREEMENTS AND DISCUSS CHANGES INTERNALLY AND WITH COMPANY (1.9); DRAFT BYLAWS OF CALIFORNIA SUBSIDIARY (1.6); REVIEW DELAWARE AND CALIFORNIA CODE PROVISIONS IN CONNECTION WITH FILING OF NEW ORGANIZATIONAL DOCUMENTS (.6).
0.60	GRAVES, JEREMY L	REVISE AND EDIT NOTICE OF ENTRY OF CONFIRMATION ORDER.
4.40	KREUZIGER, JENNIFER M	CITE CHECK DEBTOR'S MEMORANDUM OF LAW IN SUPPORT OF CONFIRMATION OF JOINT PLAN OF REORGANIZATION FOR A. YORK.
12/06/09		
7.40	ROSENTHAL, MICHAEL A	CALL WITH C. GIAIMO REGARDING LIQUIDATION ANALYSIS AND COMMITTEE MOTION TO CONTINUE CONFIRMATION (.4); EMAILS WITH B. DIETZ, P. STREET, K. FISHER AND OTHERS REGARDING CALL WITH C. GIAIMO (.3); EMAILS REGARDING CONTINUANCE OF CONFIRMATION HEARING (.3); REVIEW AND FINALIZE PLAN RELATED DOCUMENTS TO BE FILED ON 12/7, INCLUDING CONFIRMATION BRIEF, REVISED PLAN AND GLOSSARY, REVISED LOAN AND CORPORATE GOVERNANCE DOCUMENTS, VOTING CERTIFICATION, B. DIETZ DECLARATION, LIQUIDATION ANALYSIS AND THE LIKE AND EMAILS FROM AND TO A. YORK REGARDING SAME (5.7); EMAILS REGARDING TAX RELATED PAYMENT PROVISIONS OF PLAN AND INTERACTION WITH FINANCING REQUIREMENTS (.3); EMAILS FROM P. CROCI REGARDING COVENANT DISCUSSIONS WITH FOOTHILL (.4).
2.20	MONTGOMERY, CROMWELL R	REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO EXIT FINANCING/DK RELATED PROPOSAL (.4); REVISE AND DISTRIBUTE LEGAL OPINION (1.8).
4.20	FALEK, RICHARD	EDIT LATEST DRAFT OF COMPLAINT, MOTION TO COMPEL, MOTION TO EXPEDITE AND ANCILLARY PAPERS (3.8); VARIOUS EMAILS (.4).

9.80	YORK, AARON G	REVISE CONFIRMATION ORDER (.7); REVISE CONFIRMATION BRIEF (2.9); REVIEW CONFIRMATION DECLARATIONS (1.8); PREPARE PLAN SUPPLEMENT DOCUMENTS (3.1); PREPARE FOR CONFIRMATION HEARING (1.3).
2.40	CHAMAS, JUSTO A	REVIEW AND REVISE SHAREHOLDERS AGREEMENT AND REGISTRATION RIGHTS AGREEMENT FOR FILING WITH PLAN SUPPLEMENT.
0.60	CHAMAS, JUSTO A	ASSIST IN PREPARING EXHIBITS TO PLAN SUPPLEMENT FILING.
2.70	GUILD, JOHN F	DISCUSS ISSUES RELATED TO B. DIETZ DECLARATION WITH P. GUARINO (.4); REVISE B. DIETZ DECLARATION (2.3).
5.70	GREENWOOD, NICHOLAS D	DRAFT EXPLANATORY EMAIL TO LOCAL COUNSEL WITH RESPECT TO FILING OF AMENDED SUPPLEMENT (1.6); ASSEMBLE AND REVIEW BYLAWS AND CHARTER DOCUMENTS WITH RESPECT TO EACH SUBSIDIARY (1.1); ASSEMBLE EXHIBITS TO REVISED PLAN SUPPLEMENT FILING (2.6); FORWARD ALL TO A. YORK (.4).
2.30	GRAVES, JEREMY L	DRAFT OMNIBUS RESPONSE TO CURE CLAIM OBJECTIONS.
12/07/09		
4.30	FINLEY, STEVEN R	E-MAILS AND PHONE CALLS REGARDING FOOTHILLS/DK PROPOSAL (.8); PHONE CALL WITH P. STREET REGARDING BOARD MEETING (.2); REVIEW STATUS OF FOOTHILLS PROPOSAL IN PREPARATION FOR BOARD CALL (.4); CONFERENCE CALL WITH BOARD OF DIRECTORS AND ADVISORS TO INSIDER PURSUING FOOTHILLS PROPOSAL AND POSTPONING WEDNESDAY HEARING (1.6); REVIEW CURRENT DRAFT OF ADVISORY COMPLAINT (1.3).

- 6.90 ROSENTHAL, MICHAEL A EXTENSIVE WORK ON FILING OF AMENDED DOCUMENTS RELATIVE TO CONFIRMATION OF PLAN, INCLUDING PLAN, GLOSSARY, B. DIETZ DECLARATION, REVISED PLAN SUPPLEMENT DOCUMENTS (INCLUDING CORPORATE GOVERNANCE DOCUMENTS) - (4.2); EMAILS WITH B. DIETZ, S. VARNER, S. FINLEY, P. STREET, A. YORK AND OTHERS REGARDING ALTERNATIVE FINANCING AND DECISION WHETHER TO CONTINUE CONFIRMATION HEARING (1.1); PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH B. DIETZ, P. STREET, S. VARNER AND OTHERS TO DISCUSS PLAN, FINANCING AND SALE STATUS (1.0); EMAILS WITH C. MONTGOMERY AND COUNSEL FOR DK RELATIVE TO FINANCING AND FEE AGREEMENT (.6).
- 3.50 KILB, BRIAN D REVIEW DRAFT GDC LEGAL OPINION AND COVERED DOCUMENTS (3.2); OFFICE CONFERENCES WITH C. MONTGOMERY RE SAME (.3).
- 5.00 MONTGOMERY, CROMWELL R TELEPHONE CALL WITH P. GUARINO RELATIVE TO PROCEEDS PREPAYMENTS/ALLOCATIONS (.4); CONFERENCE CALL WITH D. OSHINSKY, P. STREET, D. DEDYO, ET AL. RELATIVE TO DILIGENCE MATTERS (.8); REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO TRANSACTION DOCUMENTATION (.3); CONFERENCE CALL WITH M. ROSENTHAL, N. GREENWOOD, A. YORK, B. DIETZ, S. WARNER RELATIVE TO EXIT FINANCING MATTERS (1.1); CONFER WITH N. GREENWOOD RELATIVE TO FINALIZING SCHEDULES (.3); REVIEW RELATED CORRESPONDENCE (.5); REVIEW TERM SHEET SUMMARY (1.0); COMMENCE REVIEW OF DK COMMENTS TO EXIT FINANCING (.6).
- 8.80 FALEK, RICHARD MEETING, CALLS AND EMAILS RE PLEADINGS (.8); EDIT MOTIONS AND BRIEFS (8.0).
- 0.90 KELSEY, MATTHEW K CORRESPOND WITH M. ROSENTHAL REGARDING CONFIRMATION RESEARCH ISSUE REGARDING LIQUIDATION ANALYSIS (.2); CONFERENCE WITH J. DUDA REGARDING SAME (.3); REVIEW RESEARCH FROM J. DUDA REGARDING LIQUIDATION ANALYSIS ASSUMPTIONS (.4).

9.40	YORK, AARON G	FINALIZE CONFIRMATION BRIEF AND DECLARATIONS FOR FILING (6.5); ALL HANDS CALL REGARDING PLAN STATUS (.8); CALLS AND EMAILS WITH PARTIES WHO FILED CONFIRMATION OBJECTIONS REGARDING PROPOSED RESOLUTIONS (2.1).
0.60	GUILD, JOHN F	WORK WITH P. GUARINO ON LAST MINUTE REVISIONS TO DECLARATION OF B. DIETZ.
10.20	GREENWOOD, NICHOLAS D	PREPARE REVISED DRAFTS OF SCHEDULES TO EACH OF 1ST LIEN CREDIT AGREEMENT, 2ND LIEN CREDIT AGREEMENT, 1ST LIEN SECURITY AGREEMENT AND SECOND LIEN SECURITY AGREEMENT AND FORWARD DRAFT TO LENDERS' COUNSEL (3.8); REVIEW ISSUES LIST PROVIDED BY POTENTIAL NEW EXIT LENDERS AND PARTICIPATE ON CONFERENCE CALL TO DISCUSS SAME (2.0); RESPOND TO QUESTIONS FROM LENDERS COUNSEL WITH RESPECT TO SCHEDULES AND GATHER INFORMATION IN CONNECTION THEREWITH AND FURTHER REVISE SCHEDULES (3.3); PREPARE DRAFT OF BOARD SUMMARY REGARDING CHANGES TO EXIT FACILITIES SINCE LAST BOARD MEETING AND FORWARD SAME TO P. STREET (1.1).
0.20	WASSER, LESLEY V	CALL WITH M. VANDERZANDEN RE FORMS OF DEEDS OF TRUST (.1); CORRESPOND WITH N. GREENWOOD (.1).
4.50	SREEPRAKASH, NETRA	REVISE COMPLAINT, MOTION FOR INJUNCTIVE RELIEF, AND EMERGENCY MOTION FOR EXPEDITED HEARING.
0.80	GRAVES, JEREMY L	CASE STATUS CALL WITH P. STREET (BMHC), M. ROSENTHAL (GDC), AND OTHERS REGARDING PLAN STATUS AND EXIT FINANCING.
2.00	BOHNE, KELLY A	PROOF AND REVISE CONFIRMATION BRIEF.
3.00	FLEMING, BRENDON S	PROOFREAD DRAFT DOCUMENTS FOR LEGAL CITATION ERRORS AND TYPOGRAPHICAL ERRORS (1.5); REVISE DRAFT DOCUMENTS TO INCORPORATE CORRECTIONS TO LEGAL CITATIONS AND TYPOGRAPHICAL ERRORS (1.5).

12/08/09

6.00 FINLEY, STEVEN R

REVIEW CHANGES TO CREDIT FACILITY (1.1); REVIEW DK PROPOSAL (.5); MULTIPLE E-MAILS AND PHONE CALLS REGARDING DK PROPOSAL AND APPROPRIATE RESPONSES (.8); ALL HANDS CONFERENCE CALL WITH DK, SCHULTE ROTH, P. STREET, GD&C, B. DIETZ TO NEGOTIATE DK OPEN ISSUES LIST (1.2); REVIEW REVISED GORES PROPOSAL AND DISCUSS WITH BMHC, B. DIETZ, AND M. ROSENTHAL (.5); REVIEW FOOTHILLS TERM SHEET (.4); CONFERENCE CALL WITH BMHC AND ADVISOR TO CONSIDER REVISED DK ISSUES LIST (1.5).

7.50 ROSENTHAL, MICHAEL A

EMAILS TO AND FROM R. FALEK REGARDING STATUS OF HIG MOTION TO COMPEL (.2); NUMEROUS EMAILS TO AND FROM B. DIETZ, S. VARNER, P. STREET, C. MONTGOMERY REGARDING ISSUES RAISED BY DK AND FOOTHILL (.8); REVIEW EXTENSIVE ISSUES LIST FROM DK AND C. MONTGOMERY RESPONSE TO SAME (.4); TELEPHONE WITH B. DIETZ, C. MONTGOMERY, S. FINLEY, P. STREET REGARDING DK ISSUES LIST (1.2); EXTENDED CALL WITH DK AND FOOTHILL REGARDING STATUS OF ALTERNATIVE FINANCING AND RESOLUTION OF OPEN ISSUES LIST (1.7); FOLLOW-UP CALL WITH S. VARNER, P. STREET, B. DIETZ, S. FINLEY (.6); REVIEW REVISED CREDIT AGREEMENTS FROM PAUL HASTINGS (.6); PARTICIPATE IN EVENING CONFERENCE CALL TO DETERMINE WHETHER TO CONTINUE CONFIRMATION HEARING (1.0); EMAILS TO C. GIAIMO, K. FISHER AND OTHERS REGARDING CONTINUANCE OF CONFIRMATION HEARING (.3); EMAILS WITH A. YORK, P. CROCI REGARDING LIQUIDATION ANALYSIS CLAIMS' ISSUES (.3); WORK ON DK EXPENSE REIMBURSEMENT MOTION AND EMAILS WITH J. GRAVES REGARDING SAME (.4).

10.00 MONTGOMERY, CROMWELL
R

REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO DK FINANCING (1.8); TELEPHONE ALLS WITH K. FISHER, M. ROSENTHAL, D. OSHINSKY ET AL. RELATIVE TO DK RELATED MATTERS (1.2); PREPARE ANNOTATION OF DK ISSUES LIST (5.0); TELEPHONE CALL WITH P. STREET RELATIVE TO COMMENTS TO SCHEDULES TO EXIT FACILITY (.5); TELEPHONE CALLS WITH J. YOUNT/D. OSHINSKY RELATIVE TO DK FINANCING (.5); REVIEW INCREMENTAL DK ISSUES (1.0).

1.80 FALEK, RICHARD

CALLS/EMAILS RE PLEADINGS (.4); EDIT PLEADINGS (1.4).

7.70	YORK, AARON G	PREPARE FOR CONFIRMATION HEARING (6.5); ALL HANDS CALL REGARDING FINANCING ISSUES (1.2).
6.60	CHAMAS, JUSTO A	REVISE ALL NEW BYLAWS, LLC AGREEMENTS AND CHARTER DOCUMENTS.
2.30	GUILD, JOHN F	DRAFT OUTLINE FOR DIRECT EXAMINATION OF B. DIETZ.
9.60	GREENWOOD, NICHOLAS D	FURTHER REVISE DRAFTS OF SCHEDULES TO EACH OF 1ST LIEN CREDIT AGREEMENT, 2ND LIEN CREDIT AGREEMENT, 1ST LIEN SECURITY AGREEMENT AND SECOND LIEN SECURITY AGREEMENT AND FORWARD DRAFT TO LENDERS' COUNSEL (4.2); RESPOND TO QUESTIONS FROM LENDERS COUNSEL WITH RESPECT TO SCHEDULES AND GATHER INFORMATION IN CONNECTION THEREWITH AND FINALIZE DRAFT SCHEDULES (2.3); PREPARE PACKAGE OF ADDITIONAL LOAN DOCUMENT SIGNATURE PAGES AND FORWARD SAME TO L. THOMAS (1.1); DISCUSS AND RESOLVE EXISTING LIEN ISSUES WITH LENDERS' COUNSEL (.9); PROVIDE DRAFT SCHEDULES AND OTHER LOAN DOCUMENTS TO COUNSEL TO POTENTIAL NEW LENDERS (1.1).
2.00	WASSER, LESLEY V	CALLS WITH M. VANDERZANDEN RE DEEDS OF TRUST (.4); REVIEW VARIOUS STATES' FORMS OF SECOND LIEN DEEDS OF TRUST (1.4); EMAIL EXCHANGE WITH M. VANDERZANDEN AND S. REIMERS RE TUSCON PROPERTY (.2).
0.50	GRAVES, JEREMY L	EMAILS REGARDING SURETY BONDS AND THE CONFIRMATION ORDER (.2); PREPARE FOR CONFIRMATION HEARING (.3).
12/09/09		
3.70	FINLEY, STEVEN R	REVIEW FOOTHILLS TERM SHEET, COMMENTS (.4); CONFER WITH M. ROSENTHAL REGARDING STATUS, PROCESS (.3); REVIEW COMMENTS TO FIRST LIEN CREDIT AGREEMENT (.6); REVIEW EXIT FACILITY COMPARISON (.4); CONFERENCE CALL WITH BMHC, A&M, P.J. SALOMON AND GD&C TO DISCUSS TERMS AND STATUS OF DK/FOOTHILLS PROPOSAL (1.5); REVIEW AND COMMENT ON DRAFT MOTION FOR BANKRUPTCY COURT (.5).

- 8.20 ROSENTHAL, MICHAEL A REVIEW ON OPEN ISSUES RELATED TO FOOTHILL AND DK FINANCING (2.8); NUMEROUS EMAILS WITH B. DIETZ, C. MONTGOMERY, S. FINLEY, S. VARNER, P. STREET REGARDING FOOTHILL AND DK FINANCING ISSUES (1.2); CONFERENCE CALL WITH S. VARNER, C. MONTGOMERY AND B. DIETZ REGARDING OPEN FOOTHILL AND DK FINANCING ISSUES (1.0); REVISE EXPENSE DEPOSIT MOTION AND TELEPHONE WITH B. DIETZ AND P. STREET REGARDING SAME (.8); EMAILS WITH J. GRAVES REGARDING EXPENSE DEPOSIT MOTION(.4); TELEPHONE WITH B. DIETZ REGARDING FOOTHILL/DK FINANCING ISSUES (.3); WORK ON INTEGRATION OF FOOTHILL AND DK FINANCING INTO PROPOSED PLAN AND CONFIRMATION ORDER (1.7).
- 5.50 MONTGOMERY, CROMWELL R REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO DK RELATED FINANCING MATTERS (1.5); REVIEW/COMMENT UPON DRAFT DK FEE LETTER, EXPENSE LETTER AND COMMITMENT LETTER (2.0); DISTRIBUTE COMMENTS TO SAME (.5); REVIEW COMMENTS TO CREDIT AGREEMENT (.4); TELEPHONE CALLS RELATIVE TO FOREGOING (.4); TELEPHONE CALL WITH S. VARNER RELATIVE TO WFF MATTERS (.7).
- 2.50 YORK, AARON G EMAILS REGARDING REVISED AGENDA (.3); REVIEW ALTERNATIVE FINANCING DOCUMENTS (1.6); EMAILS REGARDING CONFIRMATION OBJECTION RESOLUTIONS (.4); REVISE CONFIRMATION ORDER (.2).
- 0.60 CHAMAS, JUSTO A CALL WITH PAUL HASTING REGARDING SHARE NUMBERS (.4); FOLLOW-UP WITH N. GREENWOOD REGARDING SAME (.2).
- 5.40 GREENWOOD, NICHOLAS D REVIEW COMMENTS TO 1ST LIEN CREDIT AGREEMENT DRAFT PROVIDED BY COUNSEL TO POTENTIAL NEW EXIT LENDERS AND PARTICIPATE ON CALLS TO DISCUSS SAME (3.3); WORK TO SET-UP NEW TRUST ACCOUNT OF THE COMPANY INTO WHICH TAX REFUNDS WILL BE DEPOSITED (.9); DISCUSS AND REVIEW CREDIT AGREEMENT REQUIREMENTS IN RESPECT OF EQUITY TO BE ISSUED AT CLOSING (1.2).
- 0.50 WASSER, LESLEY V EMAIL EXCHANGE WITH M. VANDERZANDEN AND S. REIMERS RE TUSCON PROPERTY AND STATUS OF SURVEYS.

6.40	GRAVES, JEREMY L	DRAFT MOTION TO APPROVE THE DKAP EXPENSE REIMBURSEMENT (6.2); TELECONFERENCE WITH M. ROSENTHAL (GDC) REGARDING SAME (.2).
2.60	WHALEN, JONATHAN M	CITE CHECK MOTION TO AUTHORIZE REIMBURSEMENT OF CERTAIN EXPENSES.
12/10/09		
5.20	FINLEY, STEVEN R	E-MAILS AND PHONE CALLS REGARDING CLOSING ON JANUARY 4 (.4); REVIEW FORM OF MORTGAGE (.3); REVIEW CHANGES TO CREDIT AGREEMENT (.7); E-MAILS AND PHONE CALLS REGARDING STATUS OF, AND NEGOTIATIONS WITH RESPECT TO Foothills/DK AGREEMENT (3.8).
0.50	KARLAN, MITCHELL A	CONFERENCE WITH M. ROSENTHAL.
8.20	ROSENTHAL, MICHAEL A	REVIEW AND COMMENT ON PROPOSED FOOTHILL CREDIT AGREEMENT (1.6); TELEPHONE WITH P. STREET AND B. DIETZ REGARDING FOOTHILL CREDIT AGREEMENT (.4); TELEPHONE WITH C. MONTGOMERY AND S. FINLEY REGARDING PROPOSED FOOTHILL CREDIT AGREEMENT (.3); CONFERENCE CALL WITH P. STREET, D. MCQUARRY, B. DIETZ, S. FINLEY, C. MONTGOMERY AND OTHERS REGARDING FOOTHILL CREDIT AGREEMENT (1.2); FINALIZE EXPENSE DEPOSIT MOTION RELATED TO DK AND EMAILS TO AND FROM J. GRAVES AND P. STREET REGARDING SAME (.6); ADDRESS ISSUES RELATED TO AMENDMENTS TO 2D LIEN FACILITY, COVENANTS RELATED THERETO AND RESOLICITATION (.6); TELEPHONE WITH K. FISHER REGARDING 2D LIEN ISSUES (.3); TELEPHONE WITH K. FISHER REGARDING STATUS OF NEGOTIATIONS AND AGREEMENTS WITH FOOTHILL AND DK (.4); TELEPHONE WITH B. DIETZ AND S. FINLEY REGARDING TREATMENT OF UNSECURED CREDITORS IN PLAN (.4); CONSIDERATION OF POSSIBLE ISSUES POSED BY REPLACEMENT OF OLD EXIT LENDERS WITH FOOTHILL/DK (1.2); MEETING WITH R. FALEK AND M. KARLAN REGARDING POSSIBLE LITIGATION FROM OLD EXIT LENDERS (.5); EMAILS FROM B. DIETZ REGARDING COMMENTS TO FIRST LIEN CREDIT AGREEMENT (.4); REVIEW PROPOSED CHANGES TO CONFIRMATION ORDER RELATED TO DK AND FOOTHILL REQUESTS (.3).

9.50	MONTGOMERY, CROMWELL R	REVIEW EXPENSE MOTION (2.5); TELEPHONE CALLS WITH D. OSHINSKY, J. HILDEBRANDT, P. STREET M. ROSENTHAL, B. DIETZ, ET AL. RELATIVE TO PROPOSED WFF AND DK FINANCING (1.2); REVIEW DRAFT WFF CREDIT AGREEMENT (1.8); REVIEW REVISIONS TO DK COMMITMENT LETTER, EXPENSE AND FEE LETTERS (2.0); REVIEW TAX REFUND CONTROL AGREEMENT (2.0).
7.50	YORK, AARON G	CALLS AND EMAILS WITH WESTCHESTER FIRE REGARDING CONFIRMATION ORDER (.3); REVIEW EXPENSE FEE MOTION (.8); PREPARE FOR CONFIRMATION HEARING (5.7); CONFERENCE WITH J. GRAVES (.7).
2.60	CHAMAS, JUSTO A	REVIEW FEE LETTER AND COMMITMENT LETTER.
0.70	CHAMAS, JUSTO A	REVIEW EXPENSE DEPOSIT LETTER.
5.50	GREENWOOD, NICHOLAS D	REVIEW FURTHER REVISIONS TO REVISED 1ST LIEN CREDIT AGREEMENT FROM POTENTIAL NEW LENDERS' COUNSEL AND PARTICIPATE ON CONFERENCE CALLS TO DISCUSS SAME (2.6); REVIEW DRAFT CONTROL AGREEMENTS (1.0); REVIEW REVISED COMMITMENT LETTERS AND DISCUSS SAME (1.9).
0.50	WASSER, LESLEY V	REVIEW REVISED DEED OF TRUST FORMS (.4); EMAIL EXCHANGE WITH M. VANDERZANDEN RE SAME (.1).
1.90	GRAVES, JEREMY L	REVISE AND EDIT MOTION TO APPROVE THE DKAP EXPENSE REIMBURSEMENT (1.1); TELECONFERENCE WITH P. STREET (BMHC), M. ROSENTHAL (GDC), AND OTHERS REGARDING THE DKAP EXPENSE REIMBURSEMENT MOTION (.7); TELECONFERENCE WITH A. YORK REGARDING SURETY BONDS AND THE CONFIRMATION ORDER (.1).
12/11/09	3.40	FINLEY, STEVEN R
		REVIEW REVISED FOOTHILLS/DK AGREEMENTS (1.0); E-MAILS, PHONE CALLS REGARDING STATUS OF NEGOTIATIONS (1.4); WORKING GROUP "GO-NO GO" CALL (1.0).

- 8.40 ROSENTHAL, MICHAEL A REVIEW OPEN ISSUES LIST RELATIVE TO DK/FOOTHILL TRANSACTION (.6); EMAILS REGARDING OPEN ISSUES LIST WITH B. DIETZ, P. STREET AND OTHERS (.6); REVIEW DK COMMENTS TO EXPENSE REIMBURSEMENT MOTION (.4); VARIOUS EMAILS FROM AND TO B. DIETZ REGARDING OPEN ISSUES WITH DK AND FOOTHILL (.5); TELEPHONE WITH P. GUARINO AND B. DIETZ REGARDING OPEN FOOTHILL/DK ISSUES (.4); EMAILS FROM B. DIETZ REGARDING OPEN ISSUES (.3); PLAN RELATED EMAILS OPEN ISSUES ON LIQUIDATION OF INSURANCE POLICIES, LIQUIDITY COVENANT, RESOLICITATION ISSUES, TAX REFUND (.8); TELEPHONE WITH P. BACH Y RITA REGARDING RESOLICITATION RESEARCH (.3); TELEPHONE WITH A. YORK REGARDING RESOLICITATION ISSUE (.2); TELEPHONE WITH K. FISHER REGARDING RESOLICITATION ISSUE (.3); EMAIL TO C. MONTGOMERY REGARDING OPEN ISSUES (.2); TELEPHONE WITH P. STREET REGARDING OPEN FINANCING ISSUES AND RESOLUTION OF SAME (.3); TELE WITH K. FISHER REGARDING STATUS OF FINANCING AND POSSIBLE UNSECURED DISTRIBUTION ISSUES (.3); REVIEW AND COMMENT ON DOCUMENTS RELATED TO CONFIRMATION AND EXIT FINANCING FACILITIES (2.4); PREPARE FOR AND PARTICIPATE IN CONFERENCE CALLS WITH S. VARNER, P. STREET, B. DIETZ, C MONTGOMERY REGARDING STATUS OF EXIT FINANCING NEGOTIATIONS AND STATUS (.8).
- 8.50 MONTGOMERY, CROMWELL R REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO WFF/DK FINANCING (1.5); CONFERENCE CALLS WITH P. STREET, M. ROSENTHAL, J. HILSON, J. HILDEBRANDT, ET AL. RELATIVE TO WFF/DK FINANCING (.8); REVIEW REVISED CONTROL AGREEMENT/RELATED COMMITMENT PAPERS (2.0); REVISE AND DISTRIBUTE LEGAL OPINION (4.2).
- 10.20 YORK, AARON G REVIEW CORRESPONDENCE AND DRAFTS REGARDING ALTERNATE FINANCING (3.3); CALLS AND EMAILS REGARDING WESTCHESTER FIRE SALE AND CONFIRMATION ISSUES (.7); ANALYZE COLLECTIVE BARGAINING PLAN ISSUE (.4); CALL WITH M. ROSENTHAL REGARDING STATUS OF FINANCING ISSUES (.2); PREPARE FOR CONFIRMATION HEARING (4.9); ALL HANDS STATUS CALL (.5); CALL WITH P. BACH Y RITA REGARDING CONFIRMATION RESEARCH (.2).

2.40	CHAMAS, JUSTO A	REVIEW REVISED DK FEE LETTER AND DEPOSIT LETTER.
0.70	CHAMAS, JUSTO A	REVIEW COMMITMENT LETTER.
3.50	GUILD, JOHN F	PREPARE FOR DIRECT EXAMINATION OF B. DIETZ.
7.10	GREENWOOD, NICHOLAS D	PREPARE AND PROVIDE CERTIFICATES AND ANCILLARY DOCUMENTS TO LENDERS' COUNSEL (2.1); DRAFT AND REVISE RESOLUTIONS APPROVING FINANCING AND CERTAIN EQUITY DOCUMENTS (2.1); REVIEW AND DISCUSS REVISED CREDIT AGREEMENT DRAFTS, ANCILLARY AGREEMENT DRAFTS AND PARTICIPATE ON CONFERENCE CALLS REGARDING SAME (2.9).
0.40	WASSER, LESLEY V	EMAIL EXCHANGE WITH N. GREENWOOD RE NEW LENDER ON SENIOR LOAN (.2); EMAIL EXCHANGE WITH M. RASKIN RE TITLE ISSUES (.1); EMAIL EXCHANGE WITH M. VANDERZANDEN (.1).
0.50	GRAVES, JEREMY L	REVISE AND EDIT MOTION TO APPROVE THE DKAP EXPENSE REIMBURSEMENT.
6.30	BACH-Y-RITA, PETER	CONFER WITH M. ROSENTHAL REGARDING RESEARCH INTO CASE LAW ON PLAN MODIFICATION (.2); CONFER WITH G. LEVIN REGARDING DOCUMENT DATABASE (.1); RESEARCH MODIFICATION OF PLANS AND PLAN SUPPLEMENTS (1.2); RESEARCH MODIFICATION OF PLAN SUPPLEMENTS (1.6); RESEARCH MODIFICATION OF PLAN SUPPLEMENTS (3.2).
1.70	HANVEY, KRISTA P	PREPARE EXHIBIT LIST FOR CONFIRMATION HEARING.
12/12/09	0.80	FINLEY, STEVEN R
		REVIEW VARIOUS REVISIONS TO FOOTHILLS/DK DOCUMENTS (.5); E-MAILS REGARDING STATUS AND ANALYSIS OF CURRENT STATE OF THE DRAFTS (.3).

6.20	ROSENTHAL, MICHAEL A	REVIEW AND COMMENT ON EXIT CREDIT DOCUMENTS AND ISSUES FROM FOOTHILL AND DK (2.2); REVIEW AND COMMENT ON PLAN RELATED DOCUMENTS, INCLUDING REVISED CONFIRMATION ORDER, PLAN, DIETZ DECLARATION (2.9); CONFERENCE CALL WITH P. STREET, S. VARNER, S. FINLEY, A. YORK AND OTHERS REGARDING EXIT ISSUES, INCLUDING BORROWING BASE CALCULATION (.8); TELEPHONE WITH B. DIETZ RE BORROWING BASE ISSUES (.3).	
7.50	MONTGOMERY, CROMWELL R	REVIEW REVISED CREDIT AGREEMENT (2.5); REVIEW DRAFT FEE AND COMMITMENT LETTERS (.5); DISTRIBUTE COMMENTS TO SAME (.5); REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO FOREGOING (1.5); CONFERENCE CALL WITH P. STREET, M. ROSENTHAL, ET AL. RELATIVE TO FOREGOING (1.0); DISTRIBUTE COMMENTS TO DK RELATED COMMITMENT PAPERS (1.5).	
5.50	YORK, AARON G	REVISE PLAN, GLOSSARY AND CONFIRMATION ORDER (1.8); PREPARE FOR CONFIRMATION HEARING (3.7).	
8.20	GUILD, JOHN F	DRAFT OUTLINE FOR DIRECT EXAMINATION OF P. STREET (4.8); DRAFT OUTLINE FOR DIRECT EXAMINATION OF J. STEIN (3.4).	
4.40	GREENWOOD, NICHOLAS D	REVIEW REVISED DRAFTS OF 1ST AND 2ND LIEN CREDIT AGREEMENTS, AND COMMITMENT LETTERS AND WORK TO FINALIZE SAME, AND DISCUSS SAME INTERNALLY AND WITH COMPANY.	
12/13/09	1.50	FINLEY, STEVEN R	ALL HANDS "GO-NO GO" CALL (.5); REVIEW FURTHER REVISIONS TO VARIOUS DOCUMENTS (.7); E-MAILS (.3).

- 9.30 ROSENTHAL, MICHAEL A REVIEW AND COMMENT ON EXIT CREDIT DOCUMENTS AND ISSUES FROM FOOTHILL AND DK (3.9); REVIEW AND COMMENT ON PLAN RELATED DOCUMENTS, INCLUDING REVISED CONFIRMATION ORDER, PLAN, DIETZ DECLARATION (2.3); CONFERENCE CALL WITH P. STREET, S. VARNER, S. FINLEY, A. YORK AND OTHERS REGARDING EXIT ISSUES (.8); CONFERENCE CALL WITH P. STREET, S. VARNER AND OTHERS RE UPDATE ON EXIT ISSUES (.6); CONF CALL WITH C. MONTGOMERY AND A. YORK REGARDING STATUS (.8); CONFERENCE CALL WITH CINDY COHEN, JENNIFER YONT, A. YORK REGARDING BANKRUPTCY RELATED PROVISIONS (.6); TELE WITH B. DIETZ REGARDING BORROWING BASE (.3).
- 12.00 MONTGOMERY, CROMWELL R CONFERENCE CALLS WITH S. VARNER, B. DIETZ, P. STREET, M. ROSENTHAL, J. HILDEBRANDT, D. OSHINSKY, ET AL. RELATIVE TO WFF AND DK FINANCING DOCUMENTATION (.8); REVIEW REVISIONS TO CREDIT AGREEMENT, SECURITY AGREEMENT, INTERCREDITOR AGREEMENT AND RELATED DOCUMENTATION (11.2).
- 8.90 YORK, AARON G TELEPHONE CONFERENCE WITH M. ROSENTHAL, C. MONTGOMERY AND N. GREENWOOD REGARDING PLAN AND FINANCING STATUS (.8); REVISE PLAN, GLOSSARY AND CONFIRMATION ORDER (2.0); REVIEW AND REVISE AMENDED AND RESTATED DECLARATIONS (3.7); REVIEW AND REVISE PLAN SUPPLEMENT DOCUMENTS (1.8); AND PREPARE FOR CONFIRMATION HEARING (.6).
- 2.80 CHAMAS, JUSTO A REVIEW AMENDED PLAN AND EXHIBITS.
- 4.10 GUILD, JOHN F REVISE AMENDED AND RESTATED DECLARATION OF B. DIETZ (2.8); DRAFT DOCUMENTS RELATED TO NEW EXIT CREDIT FACILITIES (1.3).
- 8.40 GREENWOOD, NICHOLAS D REVIEW FURTHER REVISED DRAFTS OF 1ST AND 2ND LIEN CREDIT AGREEMENTS AND ANCILLARY DOCUMENTS AND WORK TO FINALIZE SAME, AND DISCUSS SAME INTERNALLY AND WITH COMPANY.

12/14/09		
3.20	FINLEY, STEVEN R	E-MAILS AND PHONE CALLS REGARDING STATUS OF NEGOTIATIONS AND DOCUMENTATION OF FOOTHILLS/DK DEAL (1.2); REVIEW ADDITIONAL COMMENTS TO TRANSACTION DOCUMENTS (2.0).
11.60	ROSENTHAL, MICHAEL A	EXTENSIVE, CONCENTRATED WORK REGARDING FINALIZATION OF EXIT FINANCING AND FILING OF VARIOUS DOCUMENTS RELATED TO AMENDED AND RESTATED PLAN SUPPLEMENT (8.4); NUMEROUS CONFERENCE CALLS REGARDING EXIT FINANCING AND PLAN WITH B. DIETZ, S. VARNER, P. STREET, S. FINLEY, A. YORK, J. GRAVES (1.2); NUMEROUS EMAILS REGARDING SAME (1.2); REVISE DIETZ AFFIDAVIT AND TELE WITH B. DIETZ RE SAME (.8).
4.50	MONTGOMERY, CROMWELL R	REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO DRAFT DOCUMENTATION (1.1); TELEPHONE CALLS WITH D. COSHINSKY, J. HILDEBRANDT, B. DIETZ, ET AL. RELATIVE TO FINALIZING DOCUMENTATION (1.2); REVIEW AND COMMENT UPON DRAFT DOCUMENTATION (2.2).
4.80	FALEK, RICHARD	REVIEW/EDIT VARIOUS PLEADINGS (2.3); PREPARE FOR HEARING (2.2); VARIOUS CALL/EMAILS (.3).
11.50	YORK, AARON G	REVISE EXPENSE REIMBURSEMENT MOTION (2.0); REVISE PLAN, GLOSSARY AND CONFIRMATION ORDER AND PLAN SUPPLEMENT FOR FILING (8.4); ALL-HANDS TELEPHONE CONFERENCE REGARDING FINANCING AND PLAN DOCUMENTS (.3); ATTEND BOARD TELEPHONE CONFERENCE REGARDING FINANCING (.5); AND ADDITIONAL ALL-HANDS TELEPHONE CONFERENCE REGARDING FINANCING AND PLAN DOCUMENTS (.3).
3.20	CHAMAS, JUSTO A	REVIEW SHAREHOLDERS AGREEMENT (1.8); REVIEW REGISTRATION RIGHTS AGREEMENT (1.0); PREPARE COVER EMAIL FOR FILING OF PLAN SUPPLEMENT (.4).
5.20	GUILD, JOHN F	WORK WITH PJSC ON ISSUES RELATED TO NEW EXIT CREDIT FACILITIES (1.2); REVISE AMENDED AND RESTATED DECLARATION OF B. DIETZ (2.2); DRAFT DOCUMENTS RELATED TO NEW EXIT CREDIT FACILITIES (1.8).

10.70	GREENWOOD, NICHOLAS D	REVIEW REVISED DRAFT OF 1ST LIEN CREDIT AGREEMENT AND PARTICIPATE ON CONFERENCE CALLS TO DISCUSS SAME (3.5); REVISE ANCILLARY DOCUMENTS AND SCHEDULES AND DISTRIBUTE SAME (2.8); ASSEMBLE FINAL COMMITMENT LETTERS WITH EXHIBITS AND SCHEDULES THERETO AND DISTRIBUTE SAME TO EACH OF DK PARTNERS' AND WELLS FARGO FOOTHILL'S COUNSEL (2.1); ASSEMBLE FINAL CREDIT FACILITY DOCUMENTS AND EQUITY DOCUMENTS, AND EXHIBITS THERETO, AND DISTRIBUTE SAME FOR FILING WITH BANKRUPTCY COURT (2.3).	
0.60	WASSER, LESLEY V	EMAIL EXCHANGES WITH M. VANDERZANDEN AND M. RASKIN RE VARIOUS TITLE AND SURVEY MATTERS (.3); EMAIL EXCHANGES WITH C. MONTGOMERY RE CLOSING COSTS AND LOGISTICS (.2); CALL WITH M. VANDERZANDEN RE VARIOUS REAL ESTATE MATTERS (.1).	
10.00	GRAVES, JEREMY L	DRAFT MEMORANDUM OF LAW REGARDING THE SOUTHWEST MANAGEMENT OBJECTION TO THE DEBTORS' PROPOSED CURE AMOUNT (8.5); REVISE AND EDIT MOTION TO PAY DKAP AND WFF EXPENSES (1.5).	
6.40	BOHNE, KELLY A	DRAFT RESPONSE TO SOUTHWEST MANAGEMENT OBJECTION.	
3.70	BACH-Y-RITA, PETER	REVIEW CASES REGARDING MODIFICATION OF BANKRUPTCY PLANS (.1); CONFER WITH WESTLAW REGARDING SEARCH (.2); EMAIL A. YORK REGARDING PROGRESS (.1); SEARCH CASE LAW REGARDING MODIFICATION OF PLANS (.5); EMAIL A. YORK AND M. ROSENTHAL (.2); RESEARCH CASE LAW REGARDING MODIFICATION OF PLANS (.9); EMAIL A. YORK AND M. ROSENTHAL (.1); COMPOSE ANALYSIS AND SUMMARY OF THE LAW ON PLAN MODIFICATION (1.6).	
12/15/09	2.20	FINLEY, STEVEN R	REVIEW P.J. SOLOMON COMPARISON OF EXIT FACILITIES (.3); CONFER WITH M. ROSENTHAL REGARDING STATUS (.3); PHONE CALLS WITH B. DIETZ, M. ROSENTHAL TO DISCUSS COMPARISON OF EXIT FACILITIES, HIG PROPOSALS (.7); CONFER WITH M. KARLAN REGARDING LITIGATION SUPPORT (.3); E-MAILS AND PHONE CALLS REGARDING STATUS (.6).

0.80	KARLAN, MITCHELL A	CONFERENCE WITH M. FINLEY AND CLIENT (.3); PREPARE FOR HEARING (.5).
8.60	ROSENTHAL, MICHAEL A	REVIEW OF RELEVANT DOCUMENTS IN PREPARATION FOR CONFIRMATION HEARING AND PRESENTATION.
5.20	FALEK, RICHARD	CONTINUE EDITING VARIOUS PLEADINGS (3.5); CALLS/EMAILS RE NUMEROUS MATTERS (.5); PREPARE FOR HEARING (1.2).
0.50	KELSEY, MATTHEW K	CORRESPONDENCE WITH A. YORK REGARDING REVISION TO CONFIRMATION ORDER (.1); CORRESPONDENCE WITH COUNSEL TO WESTCHESTER FIRE REGARDING CONFIRMATION ORDER (.2); CORRESPONDENCE WITH P. STREET AND L. REGARDING SAME (.1); REVIEW CONFIRMATION ORDER AND CORRESPONDENCE ARCHIVE (.1).
8.00	YORK, AARON G	TELEPHONE CONFERENCE P. GUARINO REGARDING TAX PROCEEDS ISSUE (1.0); AND PREPARE FOR CONFIRMATION HEARING (7.0).
0.30	CHAMAS, JUSTO A	CALL WITH PAUL HASTINGS REGARDING SHARE TO BE ISSUED BY BMHC UPON EXIT.
0.40	GREENWOOD, NICHOLAS D	GATHER AND FORWARD CREDIT FACILITY DOCUMENTS PER REQUEST OF M. ROSENTHAL AND B. DIETZ.
1.40	WASSER, LESLEY V	EMAIL EXCHANGES WITH S. REIMERS, M. VANDERZANDEN AND M. RASKIN (.3); EMAIL EXCHANGE WITH C. MONTGOMERY (.4); CALL WITH M. VANDERZANDEN (.3); CALL WITH M. RASKIN (.4).
11.10	GRAVES, JEREMY L	DRAFT MEMORANDUM OF LAW REGARDING THE SOUTHWEST MANAGEMENT OBJECTION TO THE DEBTORS' PROPOSED CURE AMOUNT (7.0); PREPARE FOR CONFIRMATION HEARING (2.6); FINALIZE REJECTED EXECUTORY CONTRACT AND UNEXPIRED LEASE LIST (1.5).

4.00	CONTRERAS, JENNIFER M	REVIEW AND PREPARE REQUESTED ITEMS FOR A. YORK AND M. ROSENTHAL NECESSARY FOR CONFIRMATION HEARING (3.5); FOLLOW-UP EMAILS THROUGHOUT THE DAY RE SAME (.5).
0.40	HANVEY, KRISTA P	REVISE EXHIBIT LIST FOR CONFIRMATION HEARING.
12/16/09		
0.90	FINLEY, STEVEN R	ARRANGE FOR LITIGATION COVERAGE OF THURSDAY HEARING IN ANTICIPATION OF OBJECTIONS FROM EXIT LENDERS AND DEBRIEF BACKGROUND (.5); PHONE CALLS WITH BMHC (.4).
1.00	KARLAN, MITCHELL A	PREPARE FOR HEARING.
0.20	ROSENTHAL, MICHAEL A	EMAILS REGARDING REJECTED CONTRACTS LIST.
14.30	ROSENTHAL, MICHAEL A	EXTENSIVE PREPARATION FOR CONFIRMATION HEARING, INCLUDING REVIEW OF RELEVANT DOCUMENTS, DRAFT OF CONFIRMATION SCRIPT, DRAFT OF RESPONSE TO ADJOURNMENT ARGUMENT (8.6); TELEPHONE WITH B. DIETZ AND R. MELLOR REGARDING SAME (.6); MEETING WITH B. DIETZ REGARDING TESTIMONY (1.0); MEETING WITH S. VARNER REGARDING CONFIRMATION ISSUES (1.3); NUMEROUS TELE CALLS WITH P. CROCI AND P. CROCI REGARDING COMPARISON OF EXIT FACILITIES (.8); EMAILS AND TELE WITH R. FALEK REGARDING WITNESS OUTLINE AND STRATEGIES (.8); TELE WITH P. STREET REGARDING CONFIRMATION HEARING (.4); TELE WITH K. FISHER REGARDING CONFIRMATION HEARING (.3); TELE WITH B. DIETZ AND S. FINLEY REGARDING THREAT OF LITIGATION FROM HIG (.5).
5.50	FALEK, RICHARD	REVIEW VARIOUS PLEADINGS (1.5); CALLS/EMAILS (.6); PREPARE FOR HEARING (3.4).
1.50	KELSEY, MATTHEW K	CONFERENCE WITH M. ROSENTHAL, J. GRAVES, AND A. YORK REGARDING PREPARATION FOR CONFIRMATION HEARING AND OTHER MATTERS GOING FORWARD (1.2); CONFERENCE WITH J. GRAVES REGARDING STATUS OF HEARING ON MOTION TO EXTEND BAR DATE (.3).
15.80	YORK, AARON G	PREPARE FOR CONFIRMATION HEARING.

0.70	CHAMAS, JUSTO A	REVIEW SCHEDULE PREPARED BY PAUL HASTING RE: SHARE NUMBER TO BE ISSUED BY BMHC (.5); FOLLOW-UP REGARDING SAME WITH PAUL HASTINGS (.2).
4.80	GREENWOOD, NICHOLAS D	REVIEW COMMITMENT LETTERS AND PROVIDE LANGUAGE REGARDING PLAN APPROVAL TO M. ROSENTHAL AND A. YORK (.7); REVIEW PROPOSED EQUITY ISSUANCE TABLE; DISCUSS SAME WITH PAUL HASTINGS AND FORWARD SAME TO COMPANY (1.9); PROVIDE LANGUAGE FOR CONFIRMATION ORDER AND DISCUSS SAME WITH A. YORK (1.1); LOCATE AND FORWARD DOCUMENTS TO A. YORK IN PREPARATION FOR CONFIRMATION HEARING (1.1).
0.80	WASSER, LESLEY V	EMAIL EXCHANGE RE PAYMENT OF TAXES AT CLOSING (.4); CALL WITH M. VANDERZANDEN (.2); REVIEW 2ND LIEN DEEDS OF TRUST FOR EACH PROPERTY (.2).
11.70	GRAVES, JEREMY L	PREPARE FOR THE CONFIRMATION HEARING.
5.50	BACH-Y-RITA, PETER	RESEARCH STANDING OF CREDITORS TO QUESTION PLAN MODIFICATIONS (5.0); EMAIL A. YORK WITH FINDINGS AND CASES PERTAINING TO SAME (.5).
15.00	CONTRERAS, JENNIFER M	PREPARE AND REVISE DOCUMENTS, DECLARATIONS, EXHIBITS, AND BINDERS NECESSARY FOR CASE CONFIRMATION AND HEARING FOR M. ROSENTHAL, A. YORK, AND J. GRAVES (13.8); MULTIPLE EMAILS THROUGHOUT THE DAY RE SAME (1.2).
3.90	HANVEY, KRISTA P	RESEARCH PLAN APPROVAL CLASS VOTING REQUIREMENTS (3.4); E-MAIL FINDINGS TO A. YORK (.5).
7.50	MCKENNEY, JASON C	RESEARCH STANDARD OF REVIEW FOR A DEBTOR'S DECISION TO ACQUIRE EXIT FINANCING (4.5); DRAFT SUMMARY OF RESEARCH AND CONCLUSIONS (2.5); AND E-MAIL SAME TO A. YORK (.5).
12/17/09	0.80	FINLEY, STEVEN R
		E-MAILS AND PHONE CALLS WITH BMHC AND TEAM IN COURT IN DELAWARE REGARDING CONFIRMATION HEARING.

11.00	KARLAN, MITCHELL A	PREPARE FOR AND ATTEND HEARING.
12.00	ROSENTHAL, MICHAEL A	PREPARE FOR AND CONDUCT CONFIRMATION HEARING, INCLUDING PREPARATION OF OPENING STATEMENT, MEETING WITH WITNESSES AND LOCAL COUNSEL, REVIEWING AND PREPARING TO REPLY TO LAST MINUTE OBJECTION OF HIG AND THIRD AVENUE.
0.50	MONTGOMERY, CROMWELL R	REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO EXIT FINANCING (.4); CONFERENCE CALL WITH J. HILDEBRANDT RELATIVE TO FOREGOING (.1).
10.40	FALEK, RICHARD	PREPARE FOR ORAL ARGUMENT (4.4); ATTEND ORAL ARGUMENT (6.0).
5.20	KELSEY, MATTHEW K	REVIEW CORRESPONDENCE FROM M. ROSENTHAL AND A. YORK REGARDING RESEARCH ISSUE (.2); REVIEW AVENUE OBJECTION TO PLAN (.4); DRAFT SUMMARY OF OBJECTION (.2); RESEARCH REGARDING MATERIAL PLAN MODIFICATIONS (1.6); TELEPHONE CALL WITH P. BACH Y RITA REGARDING RESEARCH RESULTS (.5); REVIEW CASE (.2); CORRESPONDENCE WITH C. MONTGOMERY AND N. GREENWOOD REGARDING CREDIT AGREEMENT (.2); CALL WITH N. GREENWOOD REGARDING SAME (.2); REVIEW CREDIT AGREEMENT PROVISIONS (.6); CORRESPONDENCE WITH M. ROSENTHAL AND A. YORK REGARDING SAME (.4); CONFERENCE WITH S. BEACH REGARDING CONFIRMATION HEARING (.3); CORRESPONDENCE WITH J. ZUGERMAN OF BALLARD SPAHR REGARDING CONFIRMATION ORDER (.2); REVIEW CONFIRMATION ORDER AND CIRCULATE SAME (.2).
8.20	YORK, AARON G	PREPARE FOR AND ATTEND CONFIRMATION HEARING.
3.90	GREENWOOD, NICHOLAS D	REVIEW PRIOR DRAFT OF 1ST AND 2ND LIEN FINANCE DOCUMENTS WITH RESPECT TO ASSIGNMENT REQUIREMENTS AND FORWARD FINDINGS TO M. KELSEY (1.1); REVISE ANCILLARY CERTIFICATES TO REFLECT FINAL CREDIT FACILITY DOCUMENTS (1.9); REVIEW AND DISCUSS LIST OF MATERIALS AND EQUIPMENT FOR LENDERS (.9).

0.30	WASSER, LESLEY V	EMAIL EXCHANGE WITH M. VANDERZANDEN AND S. REIMERS (.1); REVIEW 2ND LIEN DEEDS OF TRUST FOR EACH PROPERTY (.2).
11.30	GRAVES, JEREMY L	PREPARE FOR AND ATTEND CONFIRMATION HEARING.
1.10	BACH-Y-RITA, PETER	RESEARCH ISSUES REGARDING PLAN MODIFICATION AND EXIT FINANCING (.8); CONFER WITH M. KELSEY REGARDING SAME (.1); EMAIL A. YORK REGARDING SAME (.1); CONFER WITH J. MCKENNEY REGARDING SAME (.1).
10.70	CONTRERAS, JENNIFER M	ASSIST M. ROSENTHAL, A. YORK, J. GRAVES AND LOCAL COUNSEL WITH FINAL PREPARATIONS FOR CONFIRMATION HEARING (5.7); PARTICIPATE IN CONFIRMATION HEARING (5.0).
1.30	MCKENNEY, JASON C	RESEARCH ISSUE RE MATERIAL MODIFICATIONS OF THE PLAN REQUIRING RE-SOLICITATION OF VOTES (1.0); E-MAIL AND TELEPHONE CONFERENCE WITH P. BACH-Y-RITA AND M. KELSEY REGARDING LAST-MINUTE RESEARCH BEFORE PLAN CONFIRMATION HEARING (.3).

Paul Street, Esq.
Senior Vice President, General Counsel and Secretary
Building Materials Holding Corporation
720 Park Boulevard, Suite 200
Boise, ID 83712-7714

TAXES
08299-00120

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEPHEN L. TOLLES	8.80	\$ 860.00	\$ 7,568.00
ANDREW L. KREISBERG	11.20	470.00	5,264.00
JEREMY L. GRAVES	0.20	400.00	<u>80.00</u>

Total Services \$ 12,912.00

Total Services, Costs/Charges 12,912.00

BALANCE DUE \$ 12,912.00

TAXES
08299-00120

Detail Services:

11/04/09			
0.80	KREISBERG, ANDREW L	PREPARE FOR CALL WITH PWC (.7); DISCUSS ISSUES WITH S. TOLLES AFTER CALL (.1).	
12/01/09			
3.50	TOLLES, STEPHEN L	CONFERENCE CALL RE CRAM DOWN ISSUES (1.5); ANALYSIS OF POSSIBLE G REORGANIZATION STRUCTURE (2.0).	
0.20	KREISBERG, ANDREW L	TALK WITH S. TOLLES RE POSSIBILITY OF G REORG.	
12/02/09			
2.30	TOLLES, STEPHEN L	TAX ANALYSIS OF STRUCTURING ALTERNATIVES.	
1.00	KREISBERG, ANDREW L	RESEARCH RE WHETHER G REORG RULES CAN APPLY IF FORCED TO CANCEL STOCK IN SUBS AND REISSUE TO CREDITORS.	
12/03/09			
1.50	TOLLES, STEPHEN L	ANALYSIS OF CONSOLIDATED RETURN TAX ISSUES.	
5.20	KREISBERG, ANDREW L	RESEARCH RE WHETHER G REORG RULES CAN APPLY IF FORCED TO CANCEL STOCK IN SUBS AND REISSUE TO CREDITORS.	
12/04/09			
0.50	TOLLES, STEPHEN L	CONFERENCE CALL WITH PWC RE TAX ISSUES.	
4.00	KREISBERG, ANDREW L	PROVIDE SUMMARY OF NEW NOL CARRYBACK LEGISLATION TO CORPORATE ATTORNEYS (2.0); RESEARCH POSSIBLE APPLICATION OF SECTION 368(A)(1)(G) (2.0).	
12/06/09			
0.50	TOLLES, STEPHEN L	REVIEW MOTION PAPERS RE SALE OF DIVISION.	

Invoice Date: January 5, 2010

Due and Payable Upon Receipt

Invoice No. 2010011234

12/08/09			
0.20	TOLLES, STEPHEN L	RESEARCH RE TREATMENT OF SALE OF INTANGIBLES (.1); EMAIL RE SAME (.1).	
0.20	GRAVES, JEREMY L	EMAILS WITH B. ARMITAGE (BMHC) REGARDING TAXES.	
12/11/09			
0.30	TOLLES, STEPHEN L	TELEPHONE CALL AND EMAIL TO MONTGOMERY RE CREDIT AGREEMENT LANGUAGE.	

Paul Street, Esq.
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720 Park Boulevard, Suite 200
Boise, ID 83712-7714

NON-WORKING TRAVEL TIME
08299-00121

For Services Rendered Through December 17, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MITCHELL A. KARLAN	3.00	\$ 990.00	\$ 2,970.00
MICHAEL A. ROSENTHAL	2.00	985.00	1,970.00
RICHARD FALEK	1.80	710.00	1,278.00
AARON G. YORK	9.50	635.00	6,032.50
JEREMY L. GRAVES	6.10	400.00	2,440.00
JENNIFER M. CONTRERAS	3.80	290.00	<u>1,102.00</u>
			15,792.50
Discount			<u>-7,896.25</u>
Total Services			\$ 7,896.25
Total Services, Costs/Charges			7,896.25
BALANCE DUE			<u>\$ 7,896.25</u>

NON-WORKING TRAVEL TIME
08299-00121

Detail Services:

12/14/09		
3.60	GRAVES, JEREMY L	TRAVEL TO NEW YORK TO ASSIST WITH FINAL PREPARATIONS FOR THE CONFIRMATION HEARING.
12/15/09		
5.50	YORK, AARON G	TRAVEL TO NEW YORK FOR CONFIRMATION HEARING PREPARATION.
12/17/09		
3.00	KARLAN, MITCHELL A	TRAVEL TO AND FROM DELAWARE.
2.00	ROSENTHAL, MICHAEL A	TRAVEL TO AND FROM DELAWARE.
1.80	FALEK, RICHARD	TRAVEL HOME FROM DELAWARE.
4.00	YORK, AARON G	TRAVEL TO AND FROM WILMINGTON FOR CONFIRMATION HEARING.
2.50	GRAVES, JEREMY L	TRAVEL TO AND FROM NEW YORK TO WILMINGTON FOR THE CONFIRMATION HEARING.
3.80	CONTRERAS, JENNIFER M	TRAVEL TO AND FROM DELAWARE FROM NEWARK.

Paul Street, Esq.
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DISBURSEMENTS
08299-00124

<u>COSTS/CHARGES</u>	<u>TOTAL</u>
CERTIFIED COPIES	\$ 1,939.35
DOCUMENT RETRIEVAL SERVICE	1,316.50
FILING FEES	2,931.50
FREIGHT AND SHIPPING	115.33
IN HOUSE DUPLICATION	917.70
LODGING	3,037.26
MEALS	602.14
MESSENGER AND COURIER EXPENSE	12.74
ON-LINE RESEARCH (LEXIS)	2,333.53
ON-LINE RESEARCH (WESTLAW)	1,782.27
ON-LINE RESEARCH NEXIS - MAIN	315.00
POSTAGE	2.10
SEARCHES-(UCC & OTHERS)	1,974.00
SECRETARY SUPPORT	30.00
SPECIALIZED RESEARCH/FILING FEES	26.08
TELEPHONE CHARGES	2,855.36
TRAVEL - AIR & RAIL	5,291.17
TRAVEL - PARKING	194.00
TRAVEL - TAXI & OTHER MODES/MILES	<u>474.80</u>
Total Costs/Charges	<u>26,150.83</u>
 BALANCE DUE	 <u>\$ 26,150.83</u>

DISBURSEMENTS
08299-00124

Detail Costs/Charges:

Certified Copies

11/30/09	666.00	VENDOR: NATIONAL CORPORATE RESEARCH LTD.; INVOICE#: D328716-00; DATE: 11/30/2009 - CUST #01-GIBSO07 DE: DEPARTMENT OF STATE; DIVISION OF CORPORATIONS CERTIFIED COPY CHARTER DOCUMENTS GOOD STANDING CERTIFICATE SELECTBUILD SOUTHERN CALIFORNIA INC/L. HOPKINS
12/01/09	206.00	VENDOR: CT CORPORATION SYSTEM DBA CT CORSEARCH; INVOICE#: 5581441-RI; DATE: 12/1/2009 - CUST#1411736 IL: CERTIFICATE OF GOOD STANDING FOREIGN ILLINOIS FRAMING, INC. SELECTBUILD ILLINOIS LLC/L HOPKINS
12/01/09	133.00	VENDOR: CL@S INFORMATION SERVICES; INVOICE#: 94189-9381; DATE: 12/1/2009 - ACCT#1076 ID: CERTIFICATE OF STATUS BMC WEST CORPORATION/L HOPKINS
12/01/09	39.75	VENDOR: CORPDIRECT AGENTS, INC.; INVOICE#: 2711475; DATE: 12/1/2009 - FL: CERTIFICATE OF GOODSTANDING BMC WEST CORPORATION/L HOPKINS
12/01/09	30.00	VENDOR: DATA RESEARCH, INC; INVOICE#: 31368; DATE: 12/1/2009 - OR: STATUS CERTIFICATE SVC BMC WEST CORPORATION/L HOPKINS
12/02/09	385.60	VENDOR: CT CORPORATION SYSTEM DBA CT CORSEARCH; INVOICE#: 5583487-RI; DATE: 12/2/2009 - CUST#1411736 KY, MT, AK, IL, WY: CERTIFICATE OF GOOD STANDING FOREIGN BMC WEST CORPORATION/L HOPKINS
12/03/09	39.00	VENDOR: CAPITOL SERVICES, INC.; INVOICE#: 4038134; DATE: 12/3/2009 - CLIENT#3156 AZ: CERTIFIED UCC RIGGS PLUMBING LLC/L HOPKINS
12/07/09	90.00	VENDOR: CL@S INFORMATION SERVICES; INVOICE#: 93973-44551; DATE: 12/7/2009 - ACCT#1076 CA: CERTIFICATE OF STATUS HNR FRAMING SYSTEMS INC/L HOPKINS
12/10/09	350.00	VENDOR: CL@S INFORMATION SERVICES; INVOICE#: 94126-44551; DATE: 12/10/2009 - ACCT#1076 CA: CERTIFICATE OF STATUS BUILDING MATERIALS HOLDING CORPORATION BMC WEST CORPORATION C. CONSTRUCTION INC. TWF

CONSTRUCTION INC. SELECTBUILD NORTHERN CALIFORNIA
INC./L HOPKINS

Document Retrieval Service

11/30/09	40.00	VENDOR: PARALEGAL SERVICES OF NORTH CAROLINA, IN; INVOICE#: 75562; DATE: 11/30/2009 - CLIENT REF #08299-124 NC: SECRETARY OF STATE NAME SEARCHED BMC WEST CORPORATION CERTIFICATE OF EXISTENCE ADVANCED STATE CERTIFICATE FEES/L. HOPKINS
11/30/09	350.00	VENDOR: CAPITOL SERVICES, INC.; INVOICE#: 4038091; DATE: 11/30/2009 - CLIENT#3156 AZ: DOCUMENT RETRIEVAL GOOD STANDING BMC WEST CORP SELECTBUILD CONSTRUCTION INC. C. CONSTRUCTION INC. SELECTBUILD ARIZONA LLC SELECTBUILD NEVADA INC/L HOPKINS
11/30/09	300.00	VENDOR: CAPITOL SERVICES, INC.; INVOICE#: 6031448; DATE: 11/30/2009 - CLIENT#3156 NV: DOCUMENT RETRIEVAL GOOD STANDING BMC WEST CORP SELECTBUILD CONSTRUCTION INC. SELECTBUILD NEVADA INC SELECTBUILD NORTHERN CALIFORNIA INC/L HOPKINS
11/30/09	65.00	VENDOR: CL@S INFORMATION SERVICES; INVOICE#: 94123- 44131; DATE: 11/30/2009 - ACCT#1076 GA: CERTIFICATE OF STATUS BMC WEST CORPORATION/L HOPKINS
11/30/09	82.00	VENDOR: CL@S INFORMATION SERVICES; INVOICE#: 94125- 22651; DATE: 11/30/2009 - ACCT#1076 MS: CERTIFICATE OF STATUS BMC WEST CORPORATION/L HOPKINS
12/01/09	65.00	VENDOR: FAIRCHILD RECORD SEARCH LTD.; INVOICE#: I0127610; DATE: 12/1/2009 - ACCT#1838/WA; SECRETARY OF STATE/CORPORATIONS CORP STATUS CERTIFICATE BMC WEST CORPORATIONS/L.HOPKINS
12/01/09	65.00	VENDOR: FAIRCHILD RECORD SEARCH LTD.; INVOICE#: I0127611; DATE: 12/1/2009 - ACCT#1838/WA; SECRETARY OF STATE OF STATE/CORPORATIONS CORP STATUS CERTIFICATE BUILDING MATERIALS HOLDING COR/L.HOPKINS
12/01/09	67.50	VENDOR: PENNCORP SERVICE GROUP, INC.; INVOICE#: 48903- 09; DATE: 12/1/2009 - CLIENT #08299-124 PA: GOOD STANDING CERTIFICATE BMC WEST CORPORATION/L. HOPKINS
12/01/09	22.00	VENDOR: QUICK DATA SERVICES INC.; INVOICE#: 09-100540; DATE: 12/1/2009 - REF #08299-124 UT: GOOD STANDING

Invoice Date: January 5, 2010

Due and Payable Upon Receipt

Invoice No. 2010011234

CERTIFICATE BMC WEST CORPORATION/L. HOPKINS

12/01/09	47.00	VENDOR: SEARCH NETWORK, LTD.; INVOICE#: 65208; DATE: 12/1/2009 - CUST #33091 KS: STATE DOCUMENT RETRIEVAL CERTIFICATE OF GOOD STANDING BMC WEST CORP/L. HOPKINS
12/01/09	80.00	VENDOR: STATEWIDE CORPORATE RESEARCH COMPANY, IN; INVOICE#: 139191; DATE: 12/1/2009 - CUST REF #08299-124 LA: SECRETART OF STATE GOOD STANDING CERTIFICATE BMC WEST CORPORATION/L. HOPKINS
12/02/09	63.00	VENDOR: UCC SEARCH, INC.; INVOICE#: 4527; DATE: 12/2/2009 - NM: GOOD STANDING CERTIFICATE BMC WEST CORPORATION/L HOPKINS
12/02/09	25.00	VENDOR: DEDE HARBIN HARBIN RESEARCH SERVICES; INVOICE#: 09-2093; DATE: 12/2/2009 - AL: SEC OF STATE LEGAL EXISTENCE BMC WEST CORPORATION/L HOPKINS
12/04/09	45.00	VENDOR: DOCUMENT RETRIEVAL SERVICE; INVOICE#: 159914; DATE: 12/4/2009 - OK: SCE OF STATE DOCUMENT RETRIEVAL GOOD STANDING CERTIFICATE BMC WEST CORPORATION/L HOPKINS
<u>Filing Fees</u>		
11/30/09	1,470.00	VENDOR: NATIONAL CORPORATE RESEARCH LTD.; INVOICE#: D328713-00; DATE: 11/30/2009 - CUST #01-GIBSO07 DE; DEPARTMENT OF STATE; DIVISION OF CORPORATIONS CERTIFIED COPY OF RESTATED FORWARD GOOD STANDING CERTIFICATE BMC WEST CORPORATION BUILDING MATERIALS HOLDING CORPORATION C CONSTRUCTION INC SELECTBUILD CONSTRUCTION INC TWF CONSTRUCTION INC/L. HOPKINS
11/30/09	1,410.00	VENDOR: NATIONAL CORPORATE RESEARCH LTD.; INVOICE#: D328715-00; DATE: 11/30/2009 - CUST #01-GIBSO07 DE; DEPARTMENT OF STATE: DIVISION OF CORPORATIONS CERTIFIED COPY CHARTER DOCUMENTS GOOD STANDING CERTIFICATE ILLINOIS FRAMING INC SELECTBUILD ARIZONA LLC SELECTBUILD NEVADA INC SELECTBUILD NORTHERN CALIFORNIA INC SELECTBUILD ILLINOIS LLC/L. HOPKINS
12/09/09	51.50	VENDOR: CL@S INFORMATION SERVICES; INVOICE#: 94124-44551; DATE: 12/9/2009 - ACCT#1076 CA: ARTICLES & AMENDMENTS H.N.R. FRAMING SYSTEMS INC/L HOPKINS

Freight and Shipping

Invoice Date: January 5, 2010

Invoice No. 2010011234

Due and Payable Upon Receipt

12/01/09	50.72	FEDERAL EXPRESS FX1204 INVOICE 942190854 SHIP DATE 12/01/2009 AIRBILL NO: 865389872974 FROM: NICK GREENWOOD ESQ, GIBSON DUNN & CRUTCHER, LOS ANGELES, CA TO: LESA D THOMAS, BUILDINGS MATERIALS BUILDING C, BOISE, ID
12/08/09	64.61	FEDERAL EXPRESS FX1211 INVOICE 942990333 SHIP DATE 12/08/2009 AIRBILL NO: 798203178091 FROM: AARON YORK, GIBSON DUNN & CRUTCHER LLP, DALLAS, TX TO: ROBERT F. POPPITI, JR., YOUNG CONAWAY STARGATT & TAYLO, WILMINGTON, DE
<u>In House Duplication</u>		
08/29/09	141.80	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/29/09
12/01/09	58.50	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/01/09
12/02/09	43.40	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/02/09
12/03/09	27.00	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/03/09
12/04/09	54.90	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/04/09
12/05/09	6.30	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/05/09
12/07/09	46.60	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/07/09
12/08/09	0.60	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/08/09
12/09/09	39.90	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/09/09
12/10/09	5.00	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/10/09
12/14/09	11.80	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/14/09
12/15/09	29.20	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/15/09
12/16/09	441.60	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/16/09
12/17/09	11.10	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/17/09

Invoice Date: January 5, 2010

Due and Payable Upon Receipt

Invoice No. 2010011234

Lodging

11/19/09 438.90 VENDOR: JEREMY GRAVES; INVOICE#: 11/18-11/19/09; DATE: 11/19/2009 - WILMINGTON, DE; FOR OMNIBUS HEARING/ROOM CHGS @ HOTEL DUPONT

12/18/09 1,487.62 VENDOR: JEREMY GRAVES; INVOICE#: 12/14-12/18/09; DATE: 12/18/2009 - WILMINGTON, DE-NY/WALDORF ASTORIA HOTEL/RM CHARGE, INTERNET; TRAVEL FOR OMNIBUS HEARING AND CONFIRMATION HEARING

12/18/09 1,110.74 VENDOR: AARON G. YORK; INVOICE#: 12/15-12/18/09; DATE: 12/18/2009 - 12/15-12/18/09 NY, THE WALDORF-ASTORIA HOTEL/ROOM, INTERNET; TRAVEL TO NY TO PREPARE FOR CONFIRMATION HEARING; TRAVEL TO WILMINGTON, DE BACK TO NYC ON 12/17/09 FOR CONFIRMATION HEARING

Meals

10/22/09 18.26 VENDOR: JEREMY GRAVES; INVOICE#: 10/22/09; DATE: 10/22/2009 - WILMINGTON, DE; FOR OMNIBUS HEARING

11/19/09 44.15 VENDOR: JEREMY GRAVES; INVOICE#: 11/18-11/19/09; DATE: 11/19/2009 - WILMINGTON, DE; FOR OMNIBUS HEARING

12/17/09 3.75 VENDOR: JENNIFER CONTRERAS; INVOICE#: 12/17/09; DATE: 12/17/2009 - WILMINGTON, DE; FOR CONFIRMATION HEARING FOR BUILDING MATERIALS HOLDING CORPORATION

12/18/09 172.51 VENDOR: AARON G. YORK; INVOICE#: 12/15-12/18/09; DATE: 12/18/2009 - 12/15-12/18/09 MEAL; TRAVEL TO NY TO PREPARE FOR CONFIRMATION HEARING; TRAVEL TO WILMINGTON, DE BACK TO NYC ON 12/17/09 FOR CONFIRMATION HEARING

12/18/09 100.02 VENDOR: AARON G. YORK; INVOICE#: 12/15-12/18/09; DATE: 12/18/2009 - 12/15-12/18/09 NY, THE WALDORF-ASTORIA HOTEL/MEAL; TRAVEL TO NY TO PREPARE FOR CONFIRMATION HEARING; TRAVEL TO WILMINGTON, DE BACK TO NYC ON 12/17/09 FOR CONFIRMATION HEARING

12/18/09 211.83 VENDOR: JEREMY GRAVES; INVOICE#: 12/14-12/18/09; DATE: 12/18/2009 - WILMINGTON, DE-NY/MEALS; TRAVEL FOR OMNIBUS HEARING AND CONFIRMATION HEARING

12/18/09 51.62 VENDOR: JEREMY GRAVES; INVOICE#: 12/14-12/18/09; DATE: 12/18/2009 - WILMINGTON, DE-NY/WALDORF ASTORIA HOTEL/MEALS; TRAVEL FOR OMNIBUS HEARING AND

CONFIRMATION HEARING

Messenger and Courier Expense

12/15/09 12.74 VENDOR: UNITED PARCEL SERVICE, INC. INVOICE#: UPS-20091219 DATE: 12/19/2009 SHIP DATE 12/15/2009 TRACKING NO: 1Z9754630190925496 FROM: MARISELA ARVAYO, GIBSON, DUNN & CRUTCHER LLP, IRVINE, CA TO: MARK E. RASKIN, CHICAGO TITLE COMPANY, LOS ANGELES, CA

On-Line Research (Lexis)

12/02/09	129.87	SREEPRAKASH, NETRA LEXIS RESEARCH	12/02/09	08299-00115
12/03/09	69.97	SREEPRAKASH, NETRA LEXIS RESEARCH	12/03/09	08299-00115
12/04/09	153.93	SREEPRAKASH, NETRA LEXIS RESEARCH	12/04/09	08299-00115
12/04/09	160.47	KREUZIGER, MEGHAN LEXIS RESEARCH	12/04/09	08299-00124
12/05/09	106.75	KREUZIGER, MEGHAN LEXIS RESEARCH	12/05/09	08299-00124
12/07/09	465.30	DUDA, JUSTIN LEXIS RESEARCH	12/07/09	08299-00104
12/09/09	10.00	GRAVES, JEREMY L LEXIS RESEARCH	12/09/09	08299-00124
12/09/09	14.97	WHALEN, JONATHAN LEXIS RESEARCH	12/09/09	08299-00124
12/11/09	5.00	GRAVES, JEREMY L LEXIS RESEARCH	12/11/09	08299-00124
12/11/09	168.02	MCKENNEY, JASON LEXIS RESEARCH	12/11/09	08299-00124
12/13/09	97.02	MCKENNEY, JASON LEXIS RESEARCH	12/13/09	08299-00124

12/14/09	59.97	GRAVES, JEREMY L LEXIS RESEARCH	12/14/09	08299-00124
12/14/09	125.80	MCKENNEY, JASON LEXIS RESEARCH	12/14/09	08299-00124
12/15/09	44.90	GRAVES, JEREMY L LEXIS RESEARCH	12/15/09	08299-00124
12/16/09	84.73	HANVEY, KRISTA LEXIS RESEARCH	12/16/09	08299-00115
12/16/09	497.23	MCKENNEY, JASON LEXIS RESEARCH	12/16/09	08299-00115
12/16/09	5.00	BACHYRITA, PETER LEXIS RESEARCH	12/16/09	08299-00124
12/17/09	134.60	MCKENNEY, JASON LEXIS RESEARCH	12/17/09	08299-00124
<u>On-Line Research (Westlaw)</u>				
12/01/09	52.80	BACH-Y-RITA,PETER RESEARCH AND PRINTING CHARGES	12/01/09	08299-00124 WESTLAW
12/01/09	130.92	BOHNE,KELLY ANNE RESEARCH AND PRINTING CHARGES	12/01/09	08299-00124 WESTLAW
12/03/09	153.08	WEISSER,JOSHUA RESEARCH AND PRINTING CHARGES	12/03/09	08299-00104 WESTLAW
12/07/09	64.45	WEISSER,JOSHUA RESEARCH AND PRINTING CHARGES	12/07/09	08299-00104 WESTLAW
12/11/09	499.40	BACH-Y-RITA,PETER RESEARCH AND PRINTING CHARGES	12/11/09	08299-00124 WESTLAW
12/13/09	129.62	BOHNE,KELLY ANNE RESEARCH AND PRINTING CHARGES	12/13/09	08299-00111 WESTLAW
12/14/09	94.40	BACH-Y-RITA,PETER	12/14/09	08299-00124 WESTLAW

Invoice Date: January 5, 2010

Due and Payable Upon Receipt

Invoice No. 2010011234

RESEARCH AND PRINTING CHARGES

12/16/09	313.40	BACH-Y-RITA,PETER	12/16/09	08299-00124	WESTLAW RESEARCH AND PRINTING CHARGES
12/17/09	273.80	KELSEY,MATTHEW	12/17/09	08299-00124	WESTLAW RESEARCH AND PRINTING CHARGES
12/17/09	70.40	BACH-Y-RITA,PETER	12/17/09	08299-00124	WESTLAW RESEARCH AND PRINTING CHARGES
<u>On-Line Research Nexis - Main</u>					
12/07/09	265.00	DUDA, JUSTIN	12/07/09	08299-00104	NEXIS RESEARCH
12/16/09	50.00	BACHYRITA, PETER	12/16/09	08299-00124	NEXIS RESEARCH
<u>Postage</u>					
12/15/09	1.05	11/10 & 11/09, M. ROSENTHAL, 1ST CLASS MAIL			
12/15/09	1.05	11/10-11/11/2009 POSTAGE - 1F M. ROSENTHAL / PAUL STREET, ESQ C/M 08299-00124			
<u>Searches-(UCC & Others)</u>					
12/01/09	477.00	VENDOR: NATIONAL CORPORATE RESEARCH LTD.; INVOICE#: D328765-00; DATE: 12/1/2009 - CUST #01-GIBSO07 DE: DEPARTMENT OF STATE: DIVISION OF CORPORATIONS UCC SEARCH ILLINOIS FRAMING INS SELECTBUILD ILLINOIS LLC SELECTBUILD SOUTHERN CALIFORNIA INC/L. HOPKINS			
12/01/09	1,454.00	VENDOR: NATIONAL CORPORATE RESEARCH LTD.; INVOICE#: D328762-00; DATE: 12/1/2009 - CUST #01-GIBSO07 DE: DEPARTMENT OF STATE: DIVISION OF CORPORATIONS UCC SEARCH BMC WEST CORPORATION BUILDING MATERIALS HOLDING CORPORATION C CONSTRUCTION INC SELECTBUILD ARIZONA LLC SELECTBUILD CONSTRUCTION INC SELECTBUILD NEVADA INC SELECTBUILD NORTHERN CALIFORNIA INC TWF CONSTRUCTION INC/L. HOPKINS			
12/02/09	43.00	VENDOR: UCC RETRIEVALS; INVOICE#: GDCLA09-2; DATE: 12/2/2009 - REF # 08299-124; VA: SCC C-RETRIEVAL BMC WEST CORPORATION/L HOPKINS			

Secretary Support

12/16/09 30.00 PROVIDE ASSISTANCE DURING MEETING

Specialized Research/Filing Fees

12/14/09 6.88 PACER, 11/09 - COURT INFORMATION

12/14/09 19.20 PACER, 11/09 - COURT INFORMATION

Telephone Charges

11/16/09 785.32 VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 11/10-11/16/09;
DATE: 11/16/2009 - 11/11, 11/14/09 LONDON, CONNAUGHT
HOTEL/PHONE; MEETING WITH GS/OAKTREE, K&E AND CLOSE

11/24/09 8.37 CONFERENCING SERVICES BY AARON G. YORK

11/27/09 17.22 CONFERENCING SERVICES BY MICHAEL ROSENTHAL

11/28/09 25.95 CONFERENCING SERVICES BY MICHAEL ROSENTHAL

11/30/09 8.76 CONFERENCING SERVICES BY AARON G. YORK

11/30/09 29.54 CONFERENCING SERVICES BY MICHAEL ROSENTHAL

12/02/09 11.02 1(212)508-1663 12/02/2009 NEW YORK NY

12/02/09 2.28 1(208)331-4381 12/02/2009 BOISE ID

12/02/09 3.24 CONFERENCING SERVICES BY MICHAEL ROSENTHAL

12/03/09 1.14 1(208)331-4382 12/03/2009 BOISE ID

12/03/09 1.14 1(415)856-7094 12/03/2009 SNFC CNTRL CA

12/03/09 1.14 1(212)508-1663 12/03/2009 NEW YORK NY

12/03/09 3.42 1(208)331-4381 12/03/2009 BOISE ID

12/03/09 4.94 1(415)856-7219 12/03/2009 SNFC CNTRL CA

12/04/09	1.14	1(212)508-1663	12/04/2009 NEW YORK NY
12/04/09	2.66	1(208)331-4381	12/04/2009 BOISE ID
12/04/09	48.36	CONFERENCING SERVICES BY AARON G. YORK	
12/07/09	32.16	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
12/07/09	1.90	1(415)856-7094	12/07/2009 SNFC CNTRL CA
12/07/09	1.90	1(415)856-7094	12/07/2009 SNFC CNTRL CA
12/07/09	1.90	1(208)331-4381	12/07/2009 BOISE ID
12/08/09	13.30	1(212)756-2111	12/08/2009 NEW YORK NY
12/08/09	2.28	1(415)856-7094	12/08/2009 SNFC CNTRL CA
12/08/09	1.14	1(208)331-4382	12/08/2009 BOISE ID
12/08/09	127.92	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
12/08/09	12.30	CONFERENCING SERVICES BY STEVEN R. FINLEY	
12/08/09	45.47	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
12/08/09	1,534.76	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 7552090-1209; DATE: 12/8/2009 - 12/09 AT&T # 214-226-0938; 11/08-12/07/09 VARIOUS CELL PHONE CHARGES FOR INTERNATIONAL ROAMING CALLS WHILE IN THE UK AND TURKS & CAICOS	
12/09/09	1.14	1(415)856-7094	12/09/2009 SNFC CNTRL CA
12/09/09	3.04	1(415)856-7094	12/09/2009 SNFC CNTRL CA
12/10/09	1.90	1(208)331-4381	12/10/2009 BOISE ID

12/10/09	2.28	1(208)331-4381	12/10/2009 BOISE ID
12/10/09	11.40	1(212)756-2111	12/10/2009 NEW YORK NY
12/10/09	26.61	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
12/10/09	8.18	CONFERENCING SERVICES BY CROMWELL R. MONTGOMERY	
12/11/09	3.04	1(415)856-7228	12/11/2009 SNFC CNTRL CA
12/13/09	7.99	CONFERENCING SERVICES BY AARON G. YORK	
12/13/09	18.04	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
12/13/09	12.48	CONFERENCING SERVICES BY CROMWELL R. MONTGOMERY	
12/13/09	12.61	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
12/14/09	2.66	1(415)856-7094	12/14/2009 SNFC CNTRL CA
12/14/09	5.72	CONFERENCING SERVICES BY CROMWELL R. MONTGOMERY	
12/15/09	5.70	1(208)331-4343	12/15/2009 BOISE ID
12/16/09	1.90	1(212)756-2111	12/16/2009 NEW YORK NY

Travel - Air & Rail

11/17/09	842.67	AMERICAN EXPRESS LT1122 INVOICE: 57024 INV. DATE: 11/17/2009 TICKET: 7718008160 TRAVEL DATES: 11/18/2009 - 11/18/2009 PASSENGER: GRAVES/JEREMY ITINERARY: DFW/PHL/DFW	
12/10/09	1,851.75	AMERICAN EXPRESS LT1213 INVOICE: 57772 INV. DATE: 12/10/2009 TICKET: 7722982147 TRAVEL DATES: 12/14/2009 - 12/14/2009 PASSENGER: GRAVES/JEREMY LEE ITINERARY: DFW/LGA/DFW	
12/10/09	1,851.75	AMERICAN EXPRESS LT1213 INVOICE: 57769 INV. DATE: 12/10/2009 TICKET: 7722982144 TRAVEL DATES: 12/14/2009 - 12/14/2009 PASSENGER: YORK/AARON G ITINERARY:	

DFW/LGA/DFW

12/17/09	134.00	VENDOR: JENNIFER CONTRERAS; INVOICE#: 12/17/09; DATE: 12/17/2009 - WILMINGTON, DE/NEWARK; FOR CONFIRMATION HEARING FOR BUILDING MATERIALS HOLDING CORPORATION/ AMTRAK3519610550309
12/17/09	149.00	VENDOR: JENNIFER CONTRERAS; INVOICE#: 12/17/09; DATE: 12/17/2009 - NEWARK/WILMINGTON, DE; FOR CONFIRMATION HEARING FOR BUILDING MATERIALS HOLDING CORPORATION/ AMTRAK3519333114920
12/18/09	20.00	VENDOR: JEREMY GRAVES; INVOICE#: 12/14-12/18/09; DATE: 12/18/2009 -12/18/09 WILMINGTON, DE-NY/BAGGAGE FEE; TRAVEL FOR OMNIBUS HEARING AND CONFIRMATION HEARING
12/18/09	134.00	VENDOR: JEREMY GRAVES; INVOICE#: 12/14-12/18/09; DATE: 12/18/2009 -12/17/09 WILMINGTON, DE-NY/AMTRAK TRAIN FARE TK#3514936560256; TRAVEL FOR OMNIBUS HEARING AND CONFIRMATION HEARING
12/18/09	40.00	VENDOR: AARON G. YORK; INVOICE#: 12/15-12/18/09; DATE: 12/18/2009 - 12/15-12/18/09 BAGAGGE FEE; TRAVEL TO NY TO PREPARE FOR CONFIRMATION HEARING; TRAVEL TO WILMINGTON, DE BACK TO NYC ON 12/17/09 FOR CONFIRMATION HEARING
12/18/09	268.00	VENDOR: AARON G. YORK; INVOICE#: 12/15-12/18/09; DATE: 12/18/2009 - 12/17/09 NY-WILMINGTON-NY/ARMTRAK; TRAVEL TO NY TO PREPARE FOR CONFIRMATION HEARING; TRAVEL TO WILMINGTON, DE BACK TO NYC ON 12/17/09 FOR CONFIRMATION HEARING
<u>Travel - Parking</u>		
10/22/09	17.00	VENDOR: JEREMY GRAVES; INVOICE#: 10/22/09; DATE: 10/22/2009 - WILMINGTON, DE; FOR OMNIBUS HEARING
11/19/09	23.00	VENDOR: JEREMY GRAVES; INVOICE#: 11/18-11/19/09; DATE: 11/19/2009 - WILMINGTON, DE; FOR OMNIBUS HEARING
12/18/09	18.00	VENDOR: MITCHELL A. KARLAN; INVOICE#: 12/17-12/18/09; DATE: 12/18/2009 - DELAWARE/PARKING AT TRAIN STATION TO ATTEND HEARING
12/18/09	68.00	VENDOR: AARON G. YORK; INVOICE#: 12/15-12/18/09; DATE:

12/18/2009 - 12/15-12/18/09 PARKING; TRAVEL TO NY TO PREPARE FOR CONFIRMATION HEARING; TRAVEL TO WILMINGTON, DE BACK TO NYC ON 12/17/09 FOR CONFIRMATION HEARING

12/18/09 68.00 VENDOR: JEREMY GRAVES; INVOICE#: 12/14-12/18/09; DATE: 12/18/2009 -12/14-12/18/09 WILMINGTON, DE-NY/PARKING; TRAVEL FOR OMNIBUS HEARING AND CONFIRMATION HEARING

Travel - Taxi & Other Modes/Miles

10/22/09 64.65 VENDOR: JEREMY GRAVES; INVOICE#: 10/22/09; DATE: 10/22/2009 - WILMINGTON, DE; FOR OMNIBUS HEARING

11/01/09 66.32 VENDOR: FINESSE LIMOUSINE INC.; INVOICE#: 091101; DATE: 11/1/2009 - 10/28/09 M. ROSENTHAL, CAR SERVICE-200 PARK AVE TO JFK AIRPORT, #1609

11/19/09 148.40 VENDOR: JEREMY GRAVES; INVOICE#: 11/18-11/19/09; DATE: 11/19/2009 - WILMINGTON, DE; FOR OMNIBUS HEARING

12/16/09 9.00 VENDOR: NEW YORK PETTY CASH; INVOICE#: 2740/2009; DATE: 12/16/2009 - #3165, N. SREEPRAKASH, 12/03/09, TAXI/B. GIBSON

12/17/09 14.00 VENDOR: MITCHELL A. KARLAN; INVOICE#: 12/17/09; DATE: 12/17/2009 - CAB FARE TO/FROM TRAIN TO ATTEND HEARING IN DELAWARE

12/17/09 10.00 VENDOR: JENNIFER CONTRERAS; INVOICE#: 12/17/09; DATE: 12/17/2009 - WILMINGTON, DE; FOR CONFIRMATION HEARING FOR BUILDING MATERIALS HOLDING CORPORATION

12/18/09 74.49 VENDOR: JEREMY GRAVES; INVOICE#: 12/14-12/18/09; DATE: 12/18/2009 -12/14, 12/18/09 WILMINGTON, DE-NY/CAB FARE; TRAVEL FOR OMNIBUS HEARING AND CONFIRMATION HEARING

12/18/09 87.94 VENDOR: AARON G. YORK; INVOICE#: 12/15-12/18/09; DATE: 12/18/2009 - 12/15-12/18/09 CABFARE; TRAVEL TO NY TO PREPARE FOR CONFIRMATION HEARING; TRAVEL TO WILMINGTON, DE BACK TO NYC ON 12/17/09 FOR CONFIRMATION HEARING