

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

-----	X	
In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
	:	<b>Objection Deadline: September 8, 2009 at 4:00 p.m.</b>
	:	<b>(ET)</b>
-----	X	

**NOTICE OF FIRST MONTHLY FEE APPLICATION**

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

PLEASE TAKE NOTICE that on August 21, 2009, Arent Fox LLP, counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors (the “Debtors”) filed the attached **First Monthly Application of Arent Fox LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from June 26, 2009 through June 30, 2009** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Court”), seeking an allowance of fees in the amount of \$47,820.50 and reimbursement of expenses in the amount of \$154.50.

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

Delaware 19801, and be served upon and received by (i) the Debtors, Building Materials Holding Corporation, 720 Park Boulevard, Suite 200, Boise, Idaho, 83712, Attn: Paul S. Street; (ii) counsel to the Debtors, (a) Gibson, Dunn & Crutcher, LLP, 200 Park Avenue, New York, New York, 10166, Attn: Michael A. Rosenthal and Matthew K. Kelsey, (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17<sup>th</sup> Floor, Wilmington, Delaware, 19801, Attn: Sean M. Beach and Robert F. Poppiti, Jr.; (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2270, Lockbox 35, Wilmington, Delaware, 19801, Attn: Joseph McMahon; (iv) counsel for Official Committee of Unsecured Creditors, (a) Arent Fox LLP, 1050 Connecticut Avenue, NW, Washington DC, 20036, Attn: Christopher J. Giaimo and Katie A. Lane, (b) Benesch, Friedlander, Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware, 19801, Attn: Bradford J. Sandler; and (v) Paul, Hastings, Janofsky, & Walker LLP, 55 Second Street, Twenty Fourth Floor, San Francisco, California, 94105, Attn: Kevin B. Fisher, by no later than **September 8, 2009 at 4:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”).

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

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

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

Dated: August 21, 2009

BENESCH FRIEDLANDER COPLAN &  
ARONOFF, LLP

/s/ Bradford J. Sandler

Bradford J. Sandler, Esquire (No. 4142)

Jennifer R. Hoover, Esquire (No. 5111)

Jennifer E. Smith, Esquire (No. 5278)

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-and -

ARENT FOX LLP

Christopher J. Giaimo, Jr.

Katie A. Lane

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Washington DC 20036

(202) 857-6424

(202) 857-6395 (Fax)

*Counsel for the Official Committee of  
Unsecured Creditors*

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

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In re: : Chapter 11  
: :  
BUILDING MATERIAL HOLDING : Case No. 09-12074 (KJC)  
CORPORATION, et al.<sup>1</sup> : :  
: Jointly Administered  
Debtors. : :  
: **Objection Deadline: September 8, 2009 at 4:00 p.m.**  
: **(ET)**  
: :  
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**FIRST MONTHLY APPLICATION OF  
ARENT FOX LLP FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD FROM JUNE 26, 2009 THROUGH JUNE 30, 2009**

Name of Applicant: Arent Fox LLP

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

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

Period for which compensation and reimbursement are sought: June 26, 2009 through June 30, 2009

Amount of Compensation sought as actual, reasonable, and necessary: \$47,820.50

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$154.50

This is a(n): ☒ monthly ☐ interim ☐ final application

<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269); BMC West Corporation (0454); SelectBuild Construction, Inc. (1340); SelectBuild Northern California, Inc. (7579); Illinois Framing, Inc. (4451); C Construction, Inc. (8206); TWF Construction, Inc. (3334); H.N.R. Framing Systems, Inc. (4329); SelectBuild Southern California, Inc. (9378); SelectBuild Nevada, Inc. (8912); SelectBuild Arizona, LLC (0036); and SelectBuild Illinois, LLC (0792).

**ARENT FOX LLP'S PROFESSIONALS**

<b>Name of Professional Person</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Christopher J. Giaimo	Partner since 2005. Member of DC and MD bar since 1998. Member of NY bar since 1995.	\$540	33.0	\$17,820.00
Robert M. Hirsh	Joined firm as a Partner in 2005. Member of NY and NJ bar since 1998.	\$580	7.1	\$4,118.00
Schuyler G. Carroll	Joined firm as a Partner in 2003. Member of NY bar since 1993.	\$650	0.7	\$455.00
Heike M. Vogel	Joined firm as an associate in 2005. Member of NY bar since 2001. Member of NJ bar since 2000.	\$480	7.9	\$3,792.00
Jeffrey Rothleder	Joined firm as an associate in 2004. Member of DC bar since 2005. Member of MD bar since 2002.	\$445	1.5	\$667.00
Katie A. Lane	Joined firm as an associate in 2008. Member of DC bar since 2007. Member of FL bar since 2002.	\$440	20.3	\$8,932.00
Adrienne W. Blankley	Joined firm as an associate in 2005. Member of NY bar since 2005.	\$400	13.3	\$5,320.00

<b>Name of Professional Person</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Andrea Campbell	Joined firm as an associate in 2008. Member of DC bar and VA bar since 2009. Member of FL bar since 2008.	\$290	15.3	\$4,437.00
Nova Constantino	Paraprofessional	\$265	5.0	\$1,325.00
Lisa Indelicato	Paraprofessional	\$265	3.6	\$954.00
<b>TOTAL</b>			<b>107.7</b>	<b>\$47,820.50</b>

**Blended Rate: \$444.02<sup>1</sup>**

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<sup>1</sup> The blended rate is calculated by dividing total fees of \$47,820.50 by the total number of hours of 107.7.

**COMPENSATION BY PROJECT CATEGORY**  
**JUNE 26, 2009 THROUGH JUNE 30, 2009**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Petition, Schedules, First Day Orders (01)	21.60	\$9,785.50
Case Management and Operating Expenses (02)	13.20	\$5,149.50
Corporate and Business Matters (03)	0.00	\$0.00
Sale and Disposition of Assets (04)	0.00	\$0.00
Asset Analysis and Recovery (05)	0.60	\$324.00
Claims Administration and Objections (06)	0.00	\$0.00
Miscellaneous Motions and Objections (07)	15.20	\$5,610.50
Committee and Debtor Communications (08)	10.60	\$5,144.00
Adversary Proceedings (09)	0.00	\$0.00
Professional Retention (10)	5.50	\$2,240.00
Plan and Disclosure Statement Matters (11)	1.00	\$402.00
Cash Collateral and DIP Financing (12)	36.30	\$18,016.50
Employee Benefits and Severance, Pensions (13)	1.40	\$406.00
Real Estate and Leasing and Executory Contracts (14)	1.10	\$319.00
Creditor Inquiries (15)	0.00	\$0.00
Automatic Stay and Section 362 and 363 Matters (16)	0.00	\$0.00
Investigation of Secured Creditor, Equipment Lessors (17)	0.30	\$319.00
Utilities and Regulatory Matters (18)	0.00	\$0.00
Chapter 5 Litigation, Collection and Investigation (19)	0.00	\$0.00
Contracts (20)	0.00	\$0.00
Tax (21)	0.00	\$0.00
Fee Applications (22)	0.00	\$0.00
Environmental Matters (23)	0.00	\$0.00
Creditor Information Sharing and 1102 Services (24)	0.90	\$261.00
<b>TOTALS</b>	<b>107.70</b>	<b>\$47,820.50</b>

**EXPENSE SUMMARY**  
**JUNE 26, 2009 THROUGH JUNE 30, 2009**

<b>Expense Category</b>	<b>Service Provider/Description (if applicable)</b>	<b>Total Expenses</b>
Out of Town Transportation		\$130.00
Out of Town Meals		\$4.50
Taxicabs		\$20.00
<b>TOTAL</b>		<b>\$154.50</b>



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BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
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Debtors.	:	
	:	<b>Objection Deadline: September 8, 2009 at 4:00 p.m.</b>
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**FIRST MONTHLY APPLICATION OF  
ARENT FOX LLP FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR THE PERIOD FROM JUNE 26, 2009 THROUGH JUNE 30, 2009**

Pursuant to Sections 330 and 331 of Title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s administrative order establishing procedures for interim compensation and reimbursement of expenses of professionals, dated July 16, 2009 (the “Professional Fee Order”), Arent Fox LLP (“Arent Fox”) hereby files its First Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee (the “Committee”) of Unsecured Creditors of Building Materials Holding Corporation., *et al.* (collectively, “the Debtors”) for the Period from June 26, 2009 through June 30, 2009 (the “Application”). By this Application, Arent Fox seeks a monthly allowance pursuant to the Professional Fee Order with respect to sums of \$47,820.50 for compensation and \$154.50 for reimbursement of actual and necessary expenses for a total of \$47,975.00 for the period from June 26, 2009 through and including June 30, 2009 (the

“Compensation Period”). In support of this Application, Arent Fox respectfully represents as follows:

### **Background**

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

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

### **Compensation Paid and Its Source**

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

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

### **Time Records**

5. A copy of the time records for the Compensation Period is attached hereto as **Exhibit A**. The time records contain daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of Arent Fox’s knowledge, this Application

complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016–2, and the Professional Fee Order (defined below).

### **Actual and Necessary Expenses**

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

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

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

### **Summary of Services Rendered**

9. The partners and associates of Arent Fox who have rendered professional services in these cases are: Christopher Giaimo, Robert Hirsh, Schuyler Carroll, Heike Vogel, Jeffrey

Rothleder, Katie Lane, Adrienne Blankley, and Andrea Campbell. Nova Constantino and Lisa Indelecato are paraprofessionals of Arent Fox who also rendered services in these cases.

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

### **Summary of Services By Project**

11. The services rendered by Arent Fox during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on **Exhibit A**. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in **Exhibit A**.

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

Fees: \$9,785.50                      Total Hours: 21.60

This category includes reviewing and analyzing the Debtors' petitions and schedules and the first day motions submitted to and orders approved by the Court.

B. Case Management and Operating Reports (02)

Fees: \$5,149.00                      Total Hours: 13.20

This category includes reviewing and analyzing certain administrative motions and orders related to these cases, including but not limited to, the Professional Fee Order. Certain administrative tasks are included in this category such as coordinating attendance at the Section

341 meeting of creditors and preparing and revising the Committee Bylaws.

C. Asset Analysis and Recovery (05)

Fees: \$324.00                      Total Hours: 0.60

This category includes time spent reviewing the Debtors' assets, and analyzing the value of such assets to the estate and the value or accuracy of any liens asserted thereon.

D. Miscellaneous Motions and Objections (07)

Fees: \$5,610.50                      Total Hours: 15.20

Arent Fox reviewed all motions, responses, and proposed settlements filed by the Debtors and other parties in this proceeding, and often provided summaries of such motions to the Committee. Where necessary, and in accordance with the Committee's direction, Arent Fox negotiated the agreed-to terms with Debtors' counsel. This category also includes preparation for and attendance at all required hearings.

E. Committee and Debtor Communications, Conference (08)

Fees: \$5,144.00                      Total Hours: 10.60

The Committee and Arent Fox conducted conference calls as necessary to discuss relevant issues and decide upon strategy and courses of action with regard to the various motions and other issues in these cases. Arent Fox also fielded numerous telephone calls and emails from Committee members regarding various issues. Finally, Arent Fox corresponded with the Debtors' counsel on a number of issues, including, but not limited to, the status of DIP negotiations.

F. Professional Retention (10)

Fees: \$2,240.00                      Total Hours: 5.50

The Committee, along with Arent Fox, carefully interviewed and selected Executive

Sounding Board as the financial advisors to the Committee these cases. This category also includes time spent preparing running a connection checks and drafting an application and declaration in support of the retention of Arent Fox.

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

Fees: \$402.50                      Total Hours: 1.0

This category includes Arent Fox's initial discussions and/or negotiations regarding the Debtors' Plan and Disclosure Statement and analysis of the Committee's issues therewith.

H. Cash Collateral and DIP Financing (12)

Fees: \$18,016.50                      Total Hours: 36.30

This category includes time spent reviewing and analyzing the Debtors' DIP motion, DIP budget, and proposed credit agreement and order. It also includes extensive correspondence and negotiations between Arent Fox professionals, the Committee's financial advisors, Debtors' counsel, and the pre-petition lenders' counsel regarding the Committees' concerns with regards to the proposed DIP financing terms and order. It further includes attendance of the hearing thereon.

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

Fees: \$406.00                      Total Hours: 1.40

This category includes time spent reviewing, analyzing and summarizing for the Committee the Debtors' proposed motion and order on payment of employee wages and related issues

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

Fees: \$319.00                      Total Hours: 1.10

This category includes time spent reviewing, analyzing and summarizing for the

Committee the Debtors' motion to reject the Union Pacific lease and proposed order related thereto.

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

Fees: \$162.00 Total Hours: 0.30

This category time spent planning and/or strategizing for the Committee's investigation of the secured lender and related liens.

L. Creditor Information Sharing and 1102 Services (24)

Fees: \$261.00 Total Hours: 0.90

This category includes time spent with respect to the preparation of a motion for an order, pursuant to Sections 105(a), 1102(b)(3)(A), and 1103(c) of the Bankruptcy Code, clarifying the requirement to provide access to information for constituent creditors and setting and fixing creditor information sharing procedures and protocols.

**Valuation of Services**

12. Attorneys and paraprofessionals of Arent Fox have expended a total of 107.7 hours in connection with this matter during the Compensation Period, as follows:

<b><u>ATTORNEYS</u></b>	<b><u>HOURS</u></b>	<b><u>HOURLY RATE</u></b>
Christopher J. Giaimo	33.0	\$540
Robert M. Hirsh	7.0	\$580
Schuyler G. Carroll	0.7	\$650
Heike M. Vogel	7.9	\$480
Jeffrey Rothleder	1.5	\$445
Katie A. Lane	20.3	\$440
Adrienne W. Blankley	13.3	\$400
Andrea K. Campbell	15.3	\$290
Lisa Indelicato	3.6	\$265
Nova A. Constantino	5.0	\$265

The nature of the work performed by these persons is fully set forth in **Exhibit A**. These are

Arent Fox's normal hourly rates for work of this character. The reasonable value of the services rendered by Arent Fox to the Committee during the Compensation Period is \$47,820.50.

13. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Arent Fox is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services in other cases. Moreover, Arent Fox has reviewed the requirements of Del. Bankr. L.R. 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, Arent Fox respectfully requests that the Court authorize that for the period from June 26, 2009 through June 30, 2009, (a) an allowance be made to Arent Fox pursuant to the terms of the Professional Fee Order, with respect to the sum of \$47,820.50 as compensation for the necessary professional services rendered, and the sum of \$154.50 as reimbursement of the actual and necessary expenses, for a total of \$47,975.00; (c) for such other and further relief as this Court may deem just and proper.



Dated: August 21, 2009

BENESCH FRIEDLANDER COPLAN &  
ARONOFF, LLP

/s/ Bradford J. Sandler

Bradford J. Sandler, Esquire (No. 4142)

Jennifer R. Hoover, Esquire (No. 5111)

Jennifer E. Smith, Esquire (No. 5278)

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(202) 857-6395 (Fax)

*Counsel for the Official Committee of  
Unsecured Creditors*

## **CERTIFICATION**

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

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

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

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

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

Dated: August 21, 2009  
New York, New York

/s/ Christopher J. Giaimo  
Christopher J. Giaimo

# ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

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

Taxpayer Identification Number: 53-0214923

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

Invoice Number 1208223  
Invoice Date 07/31/09  
Client Number 031659

Category	Hours	Total
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FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2009		
00000 General	.00	154.50
00001 Petition, Schedules, First Day Orders	21.60	9,785.50
00002 Case Management and Operating Reports	13.20	5,149.50
00005 Asset Analysis and Recovery	.60	324.00
00007 Miscellaneous Motions and Objections	15.20	5,610.50
00008 Committee and Debtor Communications, Conference	10.60	5,144.00
00010 Professional Retention	5.50	2,240.00
00011 Plan and Disclosure Statement Matters and Solici	1.00	402.50
00012 Cash Collateral and DIP Financing	36.30	18,016.50
00013 Employee Benefits and Severance, Pensions ERISA,	1.40	406.00
00014 Real Estate and Leasing and Executory Contracts	1.10	319.00
00017 Investigation of Secured Creditor, Equipment Les	.30	162.00
00024 Creditor Information Sharing and 1102 Services	.90	261.00
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Totals	107.70	47,975.00

(00000) MATTER NUMBER  
RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

FOR CHARGES:

06/26/09 TAXICABS - KATIE LANE 20.00  
0626:PARKING/TAXI:TRAVEL DEST:  
DELAWARE:

**TOTAL FOR: TAXICABS 20.00**

06/26/09 OUT-OF-TOWN TRANSPORTATION - KATIE 130.00  
LANE 0626:AMTRAK:TRAVEL DEST: DELAWARE

**TOTAL FOR: OUT-OF-TOWN TRANSPORTATION 130.00**

06/26/09 OUT-OF-TOWN MEALS - KATIE LANE 4.50  
0626:MEALS:TRAVEL DEST: DELAWARE

**TOTAL FOR: OUT-OF-TOWN MEALS 4.50**

CURRENT CHARGES 154.50

SUBTOTAL FOR THIS MATTER \$154.50

(00001) MATTER NUMBER

RE: Petition, Schedules, First Day Orders

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/26/09	NA CONSTANTINO	[Bldg. Materials]: Draft Notice of Appearance	.4	106.00
06/26/09	NA CONSTANTINO	[Bldg. Materials]: Compile substantive pleadings and prepare multiple binders	4.2	1,113.00
06/26/09	AB BLANKLEY	Begin review of first day motions.	2.4	960.00
06/26/09	RM HIRSH	(Building Materials Holding) Review/analysis docket and first day motions and interim orders (2.50); Multiple telephone conferences with C. Giamo regarding strategy (1.10).	3.6	2,088.00
06/26/09	CG GIAIMO	Meeting with Committee to discuss case issues and Committee concerns and strategy and related first day motions.	2.0	1,080.00
06/26/09	CG GIAIMO	Calls with Committee members regarding immediately pending first day matters and issues related thereto.	.8	432.00
06/27/09	CG GIAIMO	Confer with H. Blankley regarding review of first-day pleadings and strategy for same.	.3	162.00
06/27/09	KA LANE	Correspondence with H. Vogel and A. Blankely explaining status of case and regarding review of first day papers (.7).	.7	308.00
06/27/09	RM HIRSH	(Building Materials Holding) Review/analysis proposed Plan of Reorganization and Disclosure Statement.	3.5	2,030.00
06/28/09	KA LANE	Telephone call with C. Giaimo regarding DIP financing and other first day motions (.3).	.3	132.00
06/28/09	AK CAMPBELL	Review declaration in support of first day motion for background on case.	.9	261.00
06/28/09	CG GIAIMO	Confer with A. Blankley regarding issues related to first-day motions.	.3	162.00
06/29/09	CG GIAIMO	Call with A. Blankley regarding concerns with first-day motions and orders.	.5	270.00
06/29/09	KA LANE	Various correspondence with C. Giaimo and A. Campbell regarding certain first day motions (.6).	.6	264.00
06/29/09	NA CONSTANTINO	[Bldg. Materials/00002]: Setup ecf notifications in case	.3	79.50
06/30/09	NA CONSTANTINO	[Bldg. Materials/00022]: Setup ecf notifications	.1	26.50

06/30/09 JN ROTHLEDER Review first day orders including cash .7 311.50  
management and critical vendors for  
open issues and correspond with C.  
Giaimo regarding same.

CURRENT FEES

-----  
9,785.50

TIMEKEEPER TIME SUMARY

-----  
ROBERT HIRSH 7.1 at \$580.00 = 4,118.00  
CHRIS GIAIMO 3.9 at \$540.00 = 2,106.00  
JEFFREY ROTHLEDER .7 at \$445.00 = 311.50  
KATIE A. LANE 1.6 at \$440.00 = 704.00  
ADRIENNE W. BLANKLE 2.4 at \$400.00 = 960.00  
ANDREA K. CAMPBELL .9 at \$290.00 = 261.00  
NOVA A. CONSTANTINO 5.0 at \$265.00 = 1,325.00  
-----  
TOTALS 21.6 9,785.50

SUBTOTAL FOR THIS MATTER

\$9,785.50

(00002) MATTER NUMBER

RE: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
06/26/09	AB BLANKLEY	Office conference with Andrea Campbell, David Kozlowski and Rob Hirsh re status and division of efforts on case.	.4	160.00
06/26/09	LA INDELICATO	Meet with Rob Hirsh and team regarding assignments.	.3	79.50
06/26/09	KA LANE	Return from Wilmington to Washington DC and discuss case strategy and interim orders with C. Giaimo (2.8).	2.8	1,232.00
06/26/09	AK CAMPBELL	Review docket and relevant documents to plan strategy and begin connections check.	2.5	725.00
06/26/09	AK CAMPBELL	Team meeting on case strategy.	.3	87.00
06/27/09	KA LANE	Various correspondence with C. Giaimo regarding management of case, by-laws, and establishing objection points to DIP financing (1.2).	1.2	528.00
06/28/09	KA LANE	Review Debtors' website and ascertain identities of Debtors' professionals and other salient information to create Working Group List (1.2).	1.2	528.00
06/28/09	KA LANE	Various correspondence with H. Vogel and C. Giaimo regarding concerns to address with Debtors' counsel (.5).	.5	220.00
06/29/09	CG GIAIMO	Calls with Debtors' counsel regarding confidentiality and disclosure issues and review of proposed language regarding same.	.4	216.00
06/29/09	CG GIAIMO	Review draft by-laws for Committee.	.4	216.00
06/29/09	CG GIAIMO	Review confidentiality issues regarding Debtor materials.	.2	108.00
06/29/09	CG GIAIMO	Review draft 1102 motion and forward same to Debtors' counsel.	.4	216.00
06/29/09	AK CAMPBELL	Draft committee bylaws and compare confidentiality provisions to Debtors' counsel form.	2.2	638.00
06/30/09	CG GIAIMO	Review interim compensation order.	.2	108.00
06/30/09	KA LANE	Review pro hac vice application and return same to local counsel (.2).	.2	88.00
CURRENT FEES			-----	5,149.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	1.6	at	\$540.00 =	864.00
KATIE A. LANE	5.9	at	\$440.00 =	2,596.00
ADRIENNE W. BLANKLE	.4	at	\$400.00 =	160.00
ANDREA K. CAMPBELL	5.0	at	\$290.00 =	1,450.00
LISA INDELICATO	.3	at	\$265.00 =	79.50
	----			-----
TOTALS	13.2			5,149.50

SUBTOTAL FOR THIS MATTER

\$5,149.50



(00005) MATTER NUMBER

RE: Asset Analysis and Recovery

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/30/09	CG GIAIMO	Confer with R. Hirsh regarding sale of insurance policies and potential liens thereon.	.3	162.00
06/30/09	CG GIAIMO	Discussions with estate professionals regarding life insurance policies.	.3	162.00

CURRENT FEES

-----  
324.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.6	at \$540.00 =	324.00
	-----		-----
TOTALS	0.6		324.00

SUBTOTAL FOR THIS MATTER

\$324.00

(00007) MATTER NUMBER  
RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/26/09	LA INDELICATO	Retrieve miscellaneous pleadings requested by Adrienne Blankley.	.3	79.50
06/27/09	CG GIAIMO	Confer with A. Campbell regarding review of certain pleadings for review and analysis.	.3	162.00
06/28/09	AK CAMPBELL	Review and summarize motion/final order related to Debtors' customer programs and warranties; review correspondence re: the same.	1.3	377.00
06/28/09	AB BLANKLEY	Review of motion and order for payment of foreign vendors.	.7	280.00
06/28/09	AB BLANKLEY	Review of motion, order and vendor agreement for payment of critical vendors.	1.7	680.00
06/28/09	AB BLANKLEY	Review of motion and order for administrative consolidation.	.3	120.00
06/28/09	AB BLANKLEY	Review of debtors' motion for authority to continue use of existing cash management system.	1.3	520.00
06/29/09	AB BLANKLEY	Follow up with Chris Giaimo re motions reviewed and potential issues re same.	.4	160.00
06/29/09	AB BLANKLEY	Arrange for calendaring of relevant dates and ECF notification for members of team.	.2	80.00
06/29/09	AB BLANKLEY	Draft memorandum to committee detailing all important motions filed to date and related review of motions.	5.9	2,360.00
06/29/09	LA INDELICATO	Review and update binders of first day motions, DIP financing documents and Plan & Disclosure Statement and forward to Rob Hirsh.	.8	212.00
06/30/09	AK CAMPBELL	Review omnibus procedures motion and order and draft summary of the same.	1.2	348.00
06/30/09	AK CAMPBELL	Review and summarize Debtors' insurance motion, interim and final orders.	.8	232.00

CURRENT FEES

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5,610.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.3	at	\$540.00 =	162.00
ADRIENNE W. BLANKLE	10.5	at	\$400.00 =	4,200.00
ANDREA K. CAMPBELL	3.3	at	\$290.00 =	957.00
LISA INDELICATO	1.1	at	\$265.00 =	291.50
	----			-----
TOTALS	15.2			5,610.50

SUBTOTAL FOR THIS MATTER

\$5,610.50

(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/26/09	CG GIAIMO	Calls with Debtors' counsel regarding pending first day motions and hearing dates and open issues.	.4	216.00
06/26/09	KA LANE	Various calls and correspondence with Committee Members regarding formation and their duties on Committee (.6).	.6	264.00
06/26/09	KA LANE	Meetings with proxies and Committee member following appointment as counsel to Committee (2.3).	2.3	1,012.00
06/28/09	KA LANE	Telephone call with Debtors' professionals and C. Giaimo to discuss issues with DIP and to plan meeting to exchange information (.6).	.6	264.00
06/28/09	CG GIAIMO	Emails with Committee members regarding status of discussions and conference calls regarding DIP financing and related issues.	.2	108.00
06/29/09	CG GIAIMO	Confer with K. Lane regarding communications with Committee and call with Debtors to discuss open matters.	.3	162.00
06/29/09	CG GIAIMO	Emails to Committee regarding call-agenda and forwarding of financial advisor materials.	.3	162.00
06/29/09	CG GIAIMO	Participate in conference call with Committee regarding first-day motions, bylaws, DIP and strategy issues and financial advisor selections.	1.1	594.00
06/29/09	CG GIAIMO	Emails to Committee members attaching bylaws.	.1	54.00
06/29/09	KA LANE	Telephone call with the Members of the Committee regarding appointment and first day motions (1.0).	1.0	440.00
06/30/09	KA LANE	Prepare minutes of Committee meeting (.4).	.4	176.00
06/30/09	KA LANE	Various correspondence with Committee members regarding status of case (.6).	.6	264.00
06/30/09	KA LANE	Telephone call with Committee member R. Garcia regarding pending motions (.3).	.3	132.00
06/30/09	CG GIAIMO	Calls with Committee regarding negotiations of DIP order and related matters.	.3	162.00
06/30/09	CG GIAIMO	Email discussions among estate professionals regarding status of DIP negotiations.	.7	378.00

06/30/09	CG	GIAIMO	Participate in Debtors' Committee presentation and follow-up discussions regarding same.	1.3	702.00
06/30/09	CG	GIAIMO	Review Committee correspondence regarding Debtor presentation.	.1	54.00

CURRENT FEES

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5,144.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	4.8	at	\$540.00 =	2,592.00
KATIE A. LANE	5.8	at	\$440.00 =	2,552.00
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TOTALS	10.6			5,144.00

SUBTOTAL FOR THIS MATTER

\$5,144.00

(00010) MATTER NUMBER

RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/26/09	LA INDELICATO	Call and emails with Rob Hirsh regarding retention application and connections search.	.2	53.00
06/26/09	CG GIAIMO	Meeting with Committee to discuss selection of financial advisors.	.5	270.00
06/26/09	CG GIAIMO	Review Building Materials connections issues for retention purposes and emails regarding same.	.5	270.00
06/26/09	CG GIAIMO	Email exchanged with interested financial advisors.	.3	162.00
06/28/09	CG GIAIMO	Emails to proposed financial advisors regarding pitch materials and presentations.	.3	162.00
06/29/09	CG GIAIMO	Emails with financial advisors regarding pitches to Committee.	.4	216.00
06/29/09	CG GIAIMO	Review issues regarding connections and related disclosure issues.	.3	162.00
06/29/09	AK CAMPBELL	Review schedules/creditor list and correspond re: connections checks; correspond re: first connection check.	2.1	609.00
06/30/09	AK CAMPBELL	Correspond with C. Giaimo, J. Hranicky, and K. Knight re: status of connections checks; begin to draft supplement re: the same.	.6	174.00
06/30/09	CG GIAIMO	Review connections information for retention disclosure requirements.	.3	162.00

CURRENT FEES

2,240.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	2.6	at	\$540.00 =	1,404.00
ANDREA K. CAMPBELL	2.7	at	\$290.00 =	783.00
LISA INDELICATO	.2	at	\$265.00 =	53.00
TOTALS	5.5			2,240.00

SUBTOTAL FOR THIS MATTER

\$2,240.00

(00011) MATTER NUMBER

RE: Plan and Disclosure Statement Matters and  
Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
06/26/09	LA INDELICATO	Retrieve Plan and Disclosure Statement for Rob Hirsh.	.5	132.50
06/30/09	CG GIAIMO	Discussions with estate professionals regarding meeting to discuss plan.	.3	162.00
06/30/09	CG GIAIMO	Confer with K. Lane regarding research into plan classification issues.	.2	108.00
			-----	
CURRENT FEES				402.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.5	at \$540.00 =	270.00
LISA INDELICATO	.5	at \$265.00 =	132.50
		----	-----
TOTALS	1.0		402.50

SUBTOTAL FOR THIS MATTER \$402.50

(00012) MATTER NUMBER

RE: Cash Collateral and DIP Financing

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/26/09	LA INDELICATO	Prepare binder of DIP financing documents.	1.2	318.00
06/26/09	LA INDELICATO	Retrieve DIP Motion for Heike Vogel.	.3	79.50
06/26/09	CG GIAIMO	Discussions with K. Lane regarding DIP financing issues and objections and matters related thereto.	.4	216.00
06/26/09	CG GIAIMO	Calls with counsel for Wells Fargo regarding DIP financing hearing and issues regarding continuance.	.3	162.00
06/26/09	HM VOGEL	Correspondence with Chris Giaimo and Katie Lane re DIP financing and begin to review and analyze DIP motion.	1.6	768.00
06/26/09	KA LANE	Conferences with J. Fox and D. Kerrigan at ESB regarding financial analysis of Debtors' budget (.7).	.7	308.00
06/27/09	KA LANE	Review Motion for DIP Financing and related papers and establish objection points (1.3).	1.3	572.00
06/27/09	HM VOGEL	Correspondence with Katie Lane and Chris Giaimo re pertinent points outline of DIP and first draft of DIP objection, if necessary.	.3	144.00
06/27/09	CG GIAIMO	Confer with H. Vogel regarding review of DIP motion and outline of possible objections thereto.	.4	216.00
06/27/09	CG GIAIMO	[Builder] Emails and calls with Debtors' counsel regarding DIP financing and hearing on same.	.5	270.00
06/28/09	CG GIAIMO	Review and analysis of DIP financing provisions and analysis of interim order and Credit Agreement and prepare for call with Debtors.	2.6	1,404.00
06/28/09	CG GIAIMO	Internal analysis concerning DIP financing terms with H. Vogel and K. Lane.	.5	270.00
06/28/09	CG GIAIMO	Call with Debtors' counsel and advisors regarding Committee concerns with DIP financing terms.	.9	486.00
06/28/09	CG GIAIMO	Review and revise terms of interim DIP order and consideration of issues related thereto.	.6	324.00
06/28/09	HM VOGEL	Continue review and analysis of DIP motion.	.6	288.00
06/28/09	HM VOGEL	Review and analyze proposed credit agreement and DIP budget.	1.7	816.00



06/28/09	HM	VOGEL	Review and analyze interim DIP order in preparation of drafting outline of pertinent issues.	.8	384.00
06/28/09	HM	VOGEL	Draft, review and revise outline of pertinent points of DIP financing for Chris Giaimo and multiple correspondence with Chris Giaimo re same.	1.9	912.00
06/28/09	KA	LANE	Telephone call with H. Vogel to discuss our concerns about the DIP financing (.7).	.7	308.00
06/29/09	KA	LANE	Review changes to proposed DIP Order (.8).	.8	352.00
06/29/09	JN	ROTHLEDER	Analyze financial advisor presentations.	.8	356.00
06/29/09	HM	VOGEL	Follow up correspondence with Chris Giaimo re DIP termination and review of DIP order and credit agreement with respect to same.	.4	192.00
06/29/09	HM	VOGEL	Review and analyze DIP budget and provisions in credit agreement with regard to budget going forward and professional fees and preparation of summary re same for Chris Giaimo.	.6	288.00
06/29/09	SG	CARROLL	Telephone calls and e-mails with Chris Giaimo re strategy in relation to proposed DIP financing.	.7	455.00
06/29/09	CG	GIAIMO	Continued analysis of DIP agreement, terms of order and issues related to troubling provisions.	1.6	864.00
06/29/09	CG	GIAIMO	Review Texas DIP objection and communications with Debtors' counsel regarding reconciliation thereof.	.6	324.00
06/29/09	CG	GIAIMO	Conference call with Debtors' counsel and counsel to Wells Fargo and professionals regarding revisions to DIP to resolve Committee concerns.	1.3	702.00
06/29/09	CG	GIAIMO	Review and analyze revisions to Final DIP order and emails with counsel regarding negotiations of same.	.9	486.00
06/29/09	CG	GIAIMO	Review and revise proposed DIP order for purposes of negotiation.	1.8	972.00
06/29/09	CG	GIAIMO	Call with Debtors' counsel regarding DIP order and issues related to Lender interests and strategy.	.4	216.00
06/29/09	CG	GIAIMO	Continued negotiations of DIP order with Lender's counsel by email.	.6	324.00
06/29/09	CG	GIAIMO	Confer with Les Jacobowitz regarding Credit Agreement and analysis of same and DIP issues.	.3	162.00
06/29/09	CG	GIAIMO	Continued revisions and analysis of DIP order and agreement and confer with H. Vogel regarding same.	.8	432.00

06/30/09	CG	GIAIMO	Continued analysis of DIP agreement and order terms and discussions with financial advisors and H. Vogel regarding same.	.5	270.00
06/30/09	CG	GIAIMO	Negotiations with lenders' counsel regarding DIP order.	1.8	972.00
06/30/09	CG	GIAIMO	Review and revise final DIP order.	.6	324.00
06/30/09	CG	GIAIMO	Email discussions with Debtors' counsel and Lenders' counsel and negotiations of final DIP order.	.6	324.00
06/30/09	CG	GIAIMO	Confer with B. Sandler regarding hearing on DIP motion.	.2	108.00
06/30/09	CG	GIAIMO	Confer with L. Jacobowitz regarding DIP Credit Agreement analysis and emails with D. Kerrigan regarding same.	.2	108.00
06/30/09	KA	LANE	Review and revise final DIP order (2.6).	2.6	1,144.00
06/30/09	KA	LANE	Various correspondence with C. Giaimo regarding upcoming DIP hearing and remaining issues with DIP order (.9).	.9	396.00

CURRENT FEES

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18,016.50

TIMEKEEPER TIME SUMMARY

SCHUYLER CARROLL	.7	at	\$650.00 =	455.00
CHRIS GIAIMO	18.4	at	\$540.00 =	9,936.00
HEIKE M. VOGEL	7.9	at	\$480.00 =	3,792.00
JEFFREY ROTHLEDER	.8	at	\$445.00 =	356.00
KATIE A. LANE	7.0	at	\$440.00 =	3,080.00
LISA INDELICATO	1.5	at	\$265.00 =	397.50
	----			-----
TOTALS	36.3			18,016.50

SUBTOTAL FOR THIS MATTER

\$18,016.50

(00013) MATTER NUMBER

RE: Employee Benefits and Severance, Pensions ERISA,  
Labor

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/30/09	AK CAMPBELL	Review motion, interim order and final order on wages and draft summary of the same.	1.4	406.00

CURRENT FEES

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406.00

TIMEKEEPER TIME SUMARY

ANDREA K. CAMPBELL	1.4	at \$290.00 =	406.00
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TOTALS	1.4		406.00

SUBTOTAL FOR THIS MATTER

\$406.00

(00014) MATTER NUMBER

RE: Real Estate and Leasing and Executory Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/30/09	AK CAMPBELL	Review motion and order to reject Union Pacific lease and draft summary of the same.	1.1	319.00

CURRENT FEES

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319.00

TIMEKEEPER TIME SUMARY

ANDREA K. CAMPBELL	1.1	at \$290.00 =	319.00
	---		-----
TOTALS	1.1		319.00

SUBTOTAL FOR THIS MATTER

\$319.00

(00017) MATTER NUMBER

RE: Investigation of Secured Creditor, Equipment Lessors

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/30/09	CG GIAIMO	Strategy with K. Lane regarding Lender lien investigation and issues related thereto.	.3	162.00

CURRENT FEES

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162.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.3	at \$540.00 =	162.00
	----		-----
TOTALS	0.3		162.00

SUBTOTAL FOR THIS MATTER

\$162.00

(00024) MATTER NUMBER

RE: Creditor Information Sharing and 1102 Services

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/29/09	AK CAMPBELL	Draft 1102(b)(3) creditor sharing motion and order.	.9	261.00

CURRENT FEES

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261.00

TIMEKEEPER TIME SUMMARY

ANDREA K. CAMPBELL	.9	at \$290.00 =	261.00
	----		-----
TOTALS	0.9		261.00

SUBTOTAL FOR THIS MATTER

\$261.00

SUMMARY OF CHARGES

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TOTAL FOR: TAXICABS	20.00
TOTAL FOR: OUT-OF-TOWN TRANSPORTATION	130.00
TOTAL FOR: OUT-OF-TOWN MEALS	4.50

		Area of Expertise, Year Admitted	Hours	Rate (\$)	Amount (\$)
-----					
<b>PARTNER</b>					
SCHUYLER CARROLL	BR, 1993 (NY)		.70	650.00	455.00
ROBERT HIRSH	BR, 1998 (NY & NJ)		7.10	580.00	4,118.00
CHRIS GIAIMO	BR, 1995 (NY), 1998 (DC, MD)		33.00	540.00	17,820.00
<b>ASSOCIATES</b>					
HEIKE M. VOGEL	BR, 2000 (NJ), 2001 (NY)		7.90	480.00	3,792.00
JEFFREY ROTHLEDER	BR, 2002 (MD)		1.50	445.00	667.50
KATIE A. LANE			20.30	440.00	8,932.00
ADRIENNE W. BLANKLEY	BR, 2005 (NY)		13.30	400.00	5,320.00
ANDREA K. CAMPBELL	RE, 2008 (FL)		15.30	290.00	4,437.00
<b>PARAPROFESSIONALS</b>					
LISA INDELICATO	BR		3.60	265.00	954.00
NOVA A. CONSTANTINO			5.00	265.00	1,325.00
			107.70		47,820.50
-----					

**Blended Rate: 444.02**

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





CURRENT CHARGES FOR ALL MATTERS	154.50
CURRENT FEES FOR ALL MATTERS	47,820.50
TOTAL AMOUNT OF THIS INVOICE	\$47,975.00 =====
REMAINING RETAINER BALANCE:	\$ .00

# ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C 20036-5339

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

Taxpayer Identification Number: 53-0214923

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

Invoice Number 1208223  
Invoice Date 07/31/09  
Client Number 031659

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

TOTAL AMOUNT OF THIS INVOICE

\$47,975.00

PLEASE REMIT PAYMENT BY CHECK TO THE FOLLOWING ADDRESS:

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

WIRING INSTRUCTIONS (if applicable):

Bank: Wachovia Bank, NA  
Address: Roanoke, VA  
ABA#: 051400549  
SWIFT CODE: PNBPU33 (for international use)  
Account #: 2065204060070  
Beneficiary Name: Arent Fox LLP  
Beneficiary Address: 1050 Connecticut Ave., NW  
Washington, DC 20036

Please reference the following:

Client # 031659  
Client Name Building Materials Holding Corporation, et al. - O  
Invoice Number 1208223

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**CERTIFICATE OF SERVICE**

I, Bradford J. Sandler, Esquire, hereby certify that on August 21, 2009, a true and correct copy of the foregoing document was served via overnight delivery, postage prepaid, upon all parties on the attached list.

Dated: August 21, 2009

BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP

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

Counsel to the Official Committee of Unsecured  
Creditors

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

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

Office of the United States Trustee  
Attn: Joseph McMahon  
844 King Street  
Suite 2207  
Wilmington, DE 19801

Young Conaway Stargatt & Taylor, LLP  
Attn: Sean M. Beach and Robert F. Poppiti, Jr.  
The Brandywine Building  
1000 West Street  
17<sup>th</sup> Floor  
Wilmington, DE 19801

Paul, Hastings, Janofsky & Walker LLP  
Attn: Kevin B. Fisher  
55 Second Street  
24<sup>th</sup> Floor  
San Francisco, CA 94105