

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
BUILDING MATERIAL HOLDING)	Case No. 09-12074 (KJC)
CORPORATION, <i>et al.</i> ,)	
)	
Debtors)	Objection Deadline: September 18, 2009 at 4:00
)	p.m. (ET)
)	

**FIRST APPLICATION OF BENESCH, FRIEDLANDER, COPLAN &
ARONOFF LLP FOR INTERIM COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS DELAWARE
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM JUNE 26, 2009 THROUGH JULY 31, 2009**

Name of Applicant:	Benesch Friedlander Coplan & Aronoff LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	June 26, 2009
Period for which Compensation and Reimbursement of Expenses is Sought	June 26, 2009 through July 31, 2009
Amount of Compensation Sought as Actual, Reasonable, and Necessary	\$26,405.50
Amount of Expense Reimbursement Sought As Actual, Reasonable, and Necessary:	\$300.08

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

TIMEKEEPER SUMMARY

Name of Professional	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bradford J. Sandler, Esquire	Partner since 2007. Admitted to DE Bar in 2001, Member of PA Bar since 1996, Member of NJ Bar since 1995.	\$535.00	40.30	\$21,560.50
Jennifer R. Hoover Esquire	Associate since 2007. Member of the DE bar since 2007. Member of PA bar since 2001.	\$330.00	9.40	\$3,102.00
Jennifer E. Smith Esquire	Associate since 2009. Member of DE bar since 2009.	\$210.00	8.30	\$1,743.00

TOTAL HOURS BILLED: 58.00

TOTAL COMPENSATION: \$26,405.50

BLENDED RATE: \$455.27

COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	Total Cumulative Hours 06/26/09 – 07/31/09	Total Hours 06/26/09 – 07/31/09	Total Cumulative Fees 06/26/09 – 07/31/09	Total Fees 06/26/09 – 07/31/09
02-Reclamation Claims	0.40	0.40	\$214.00	\$214.00
03-Case Administration	26.80	26.80	\$11,645.50	\$11,645.50
04-Financing	1.50	1.50	\$802.50	\$802.50
05-Firm Retention/Fees	4.80	4.80	\$1,463.00	\$1,463.00
06-Other Professionals Retention/Fees	4.00	4.00	\$1,832.50	\$1,832.50
07-Business Operations	0.80	0.80	\$428.00	\$428.00
08-Use/Adequate Protection/Relief from Stay	0.50	0.50	\$267.50	\$267.50

PROJECT CATEGORY	Total Cumulative Hours 06/26/09 – 07/31/09	Total Hours 06/26/09 – 07/31/09	Total Cumulative Fees 06/26/09 – 07/31/09	Total Fees 06/26/09 – 07/31/09
09-Executory Contracts/Unexpired Personal Property Leases	1.60	1.60	\$856.00	\$856.00
10-Real Estate Leases	1.20	1.20	\$642.00	\$642.00
11-Asset Disposition/Sale	1.30	1.30	\$695.50	\$695.50
12-Employee Issues	0.40	0.40	\$214.00	\$214.00
13-Tax	0.00	0.00	\$0.00	\$0.00
14-Environmental	0.00	0.00	\$0.00	\$0.00
15-General Claims Matters	2.30	2.30	\$1,100.50	\$1,100.50
16-Plan and Disclosure Statement	10.30	10.30	\$5,121.00	\$5,121.00
17-Travel	0.00	0.00	\$0.00	\$0.00
18-Litigation	0.00	0.00	\$0.00	\$0.00
19-Utilities	1.00	1.00	\$535.00	\$535.00
20-503(b)(9) Claims	1.10	1.10	\$588.50	\$588.50
Totals	58.00	58.00	\$26,405.50	\$26,405.50

EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER	CUMULATIVE TOTAL EXPENSES 06/26/09 – 07/31/09	TOTAL EXPENSES 06/26/09 – 07/31/09
Photocopying	In-house	\$190.08	\$190.08
Parcels, Inc. (Copy Service/Courier/E- filing)	Parcels, Inc.	\$60.00	\$60.00
Long Distance		\$0.00	\$0.00
Postage		\$0.00	\$0.00
Filing Fees		\$50.00	\$50.00
Computer Research	Westlaw/Pacer	\$0.00	\$0.00
Conference Calls		\$0.00	\$0.00
Transcripts		\$0.00	\$0.00
Facsimile		\$0.00	\$0.00
Total		\$300.08	\$300.08

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In re:)	Chapter 11
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Debtors)	Objection Deadline: September 18, 2009
)	at 4:00 p.m. (ET)
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**FIRST APPLICATION OF BENESCH, FRIEDLANDER, COPLAN &
ARONOFF LLP FOR INTERIM COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS DELAWARE
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM JUNE 26, 2009 THROUGH JULY 31, 2009**

Pursuant to 11 U.S.C. §§ 327 and 1103 and Rule 2014 of the Federal Rules of Bankruptcy Procedure, the law firm of Benesch Friedlander Coplan & Aronoff LLP (hereinafter “BFCA”) hereby submits its First Application for Interim Compensation for Services Rendered and Reimbursement of Expenses as Delaware Counsel to the Official Committee of Unsecured Creditors for the Period from June 26, 2009 through July 31, 2009 (the “Fee Period”) for professional legal services rendered as counsel to the Official Committee of Unsecured Creditors of Building Material Holding Corporation., *et al.* (the “Debtors”). In support of its application, BFCA respectfully represents as follows:

1. On June 16, 2009, the Debtors filed with this Court Voluntary Petitions for relief under Chapter 11 of the Bankruptcy Code. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors were operating their businesses and managing their properties as debtors-in-possession.

2. On June 26, 2009, the United States Trustee appointed the Official Committee of Unsecured Creditors in the Debtors' chapter 11 cases (the "Creditors' Committee" or "Committee").

3. On July 29, 2009, the Creditors' Committee filed an Application to employ BFCA as its Delaware counsel. The Bankruptcy Court entered an Order on August 11, 2009 employing BFCA as Delaware Counsel to the Creditors' Committee effective as of June 26, 2009.

SUMMARY OF SERVICES RENDERED

4. BFCA has rendered professional legal services to the Creditors' Committee on a regular basis during the Fee Period, including:

- (a) providing legal advice with respect to the Committee's powers and duties with respect to the management of properties of the Estates;
- (b) taking necessary action to protect and preserve the Debtors' Estates;
- (c) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtors' Estates in these cases;
- (d) performing any other legal services for the Committee, in connection with these Chapter 11 cases, except those requiring specialized expertise that BFCA is not qualified to render and for which special counsel has been or will be retained.

SUMMARY OF SERVICES BY PROJECT

5. To assist the Court in its review of the fees sought by Applicant, BFCA has separated its time entries into the project categories set forth below. The attorneys and paraprofessionals that have 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 attachments hereto.

(02) Reclamation Claims – (Fees: \$214.00 – Total Hours: 0.40)

This category represents time spent relating solely to reclamation claims, including review of reclamation claims and preparing objections thereto.

(03) Case Administration - (Fees: \$11,645.50 – Total Hours: 26.80)

This category represents time spent on ministerial matters arising in this case, such as file organization, notices of various events, scheduling hearings or conference calls. This category captures time spent updating dockets, calendars and files.

(04) Financing - (Fees: \$802.50 – Total Hours: 1.50)

This category represents time used regarding funding for post-petition or post-confirmation operations, such as, use of cash collateral, DIP financing, post-confirmation financing.

(05) Firm Retention/Fees – (Fees: \$1,463.00 -- Total Hours: 4.80)

This category represents time spent preparing and coordinating application for employment and fee applications for applicant.

(06) Other Professionals Retention/Fees - (Fees: \$1,832.50 – Total Hours: 4.00)

This category represents time spent preparing and coordinating applications for employment and fee applications for other professionals in these cases.

(07) Business Operations – (Fees: \$428.00 – Total Hours: 0.80)

This category represents time spent attending to matters relating to the operation of the Debtors' businesses, including due diligence, regulatory and license issues, insurance matters and ordinary course professional issues.

(08) Use/Adequate Protection/Relief from Stay – (Fees: \$267.50 – Total Hours: 0.50)

This category covers issues relative to Debtors' use of property in which other

parties have an interest, including adequate protection and relief from stay issues, recoupment and set off issues.

- (09) Executory Contracts/Unexpired Personal Property Leases – (Fees: \$856.00 – Total Hours: 1.60)

This category covers time used on issues regarding executory contracts, motions for assumption or rejection, any unexpired personal property leases, § 365(d)(4)(1) motions to extend time for performance of obligations thereunder, etc.

- (10) Real Estate Leases – (Fees: \$642.00 – Total Hours: 1.20)

This category covers issues regarding unexpired real estate leases, including motions for assumption or rejection, motions to extend time for assumption and rejection, etc.

- (11) Asset Disposition/Sale – (Fees: \$695.50 – Total Hours: 1.30)

This category covers issues regarding sale or disposition of estate assets.

- (12) Employee Issues – (Fees: \$214.00 – Total Hours: 0.40)

This matter covers time dealing with Debtors' employees, such as, priority wage claims, employee benefit claims, pensions, collective bargaining agreement issues, termination issues, reimbursement of expenses issues, employee claims, etc.

- (15) General Claims Matters – (Fees: \$1,100.50 – Total Hours: 2.30)

This category captures time spent in all other claims matters including review and objections thereto.

- (16) Plan and Disclosure Statement – (Fees: \$5,121.00 – Total Hours: 10.30)

This category involves all issues regarding plans of reorganization and disclosure statements.

(19) Utilities – (Fees: \$535.00 – Total Hours: 1.00)

This matter covers negotiating with Debtor's utility companies, prohibiting utilities from discontinuing services, etc.

(20) 503(b)(9) Claims – (Fees: \$588.50 – Total Hours: 1.10)

This category represents time spent relating solely to 503(b)(9) claims, including review of and objections thereto.

DISBURSEMENTS

6. BFCA has incurred total out of pocket disbursements during the Fee Period in the amount of \$300.08. This disbursement sum is broken down into categories of charges and is included in attachments hereto.

7. BFCA represents as follows with regard to its charges for actual and necessary costs and expenses during the Fee Period:

(a) Copy charges are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, together with a margin for recovery of lost expenditures.

(b) Incoming facsimiles are not billed.

(c) Outgoing facsimiles are billed at the rate of \$1.00 per page. The cost represents operator time, maintaining several dedicated facsimile telephone lines, supplies and equipment, and includes a margin for recovery of lost expenditures.

VALUATION OF SERVICES

8. Attorneys and paraprofessionals of BFCA have expended a total of 58.00 hours in connection with this matter during the Fee Period. A detailed breakdown of the hours spent and services performed by such attorneys and paraprofessionals is set forth in

attachments hereto.

9. The nature of the work performed by these persons is fully set forth in the attachments contained in this Application. The rates charged are BFCA's normal hourly rates for work of this character. The reasonable value of the services rendered by BFCA to the Committee during the Fee Period is \$26,405.50.

10. At all relevant times, BFCA has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Creditors' Committee.

11. BFCA has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with the requirements of same.

12. All services for which compensation is requested by BFCA were performed for or on behalf of the Creditors' Committee, and not on behalf of the Debtors or other persons. There is no agreement or understanding between BFCA and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

13. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of this case, (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 other than in a case under this title.

WHEREFORE, BFCA respectfully requests compensation for professional services rendered to the Creditors' Committee in the sum of \$26,405.50 and reimbursement of actual and necessary expenses incurred in the sum of \$300.08 for the period from June 26, 2009 through July 31, 2009, and such other relief as this Court deems just and proper.

Dated: September 2, 2009

Respectfully submitted,

BENESCH, FRIEDLANDER, COPLAN &
ARONOFF LLP

By: /s/ Bradford J. Sandler

Bradford J. Sandler, Esq. (No.4142)

Jennifer R. Hoover (DE #5111)

222 Delaware Avenue, Suite 801

Wilmington, DE 19801

(302) 442-7010

(302) 442-7012

bsandler@beneschlaw.com

jhoover@beneschlaw.com

Counsel to the Official Committee of
Unsecured Creditors

CERTIFICATION OF RESPONSIBLE ATTORNEY

Pursuant to the Guidelines for Applications for Compensation and Reimbursement of Expenses Adopted by the Executive Office for the United States Trustees Pursuant to the Bankruptcy Reform Act 1994, effective January 30, 1996 (“U.S.T. Guidelines”) and Local Bankruptcy Rule 2016-2 (the “Local Bankruptcy Rules”), the undersigned, as responsible attorney, certifies (a) I have read the foregoing application, (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the compensation and expense reimbursement sought conforms with the U.S.T. Guidelines and the Local Bankruptcy Rules, and (c) the compensation and expense reimbursement requested are billed at rates and in accordance with practices no less favorable to the Debtor than those customarily employed by BFC&A generally.

/s/ Bradford J. Sandler

Bradford J. Sandler, Esq. (No.4142)

Jennifer R. Hoover (DE #5111)

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Counsel to the Official Committee of
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UNITED STATES BANKRUPTCY COURT
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Debtors)	Objection Deadline: September 18, 2009
)	at 4:00 p.m. (ET)
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NOTICE OF APPLICATION

TO: The Debtor, Office of the United States Trustee and Notice Parties

Benesch Friedlander Coplan & Aronoff LLP has filed its **First Application for Interim Compensation for Services Rendered and Reimbursement of Expenses as Delaware Counsel to the Official Committee of Unsecured Creditors for the Period from June 26, 2009 through July 31, 2009** (the “Application”) requesting compensation in the amount of \$26,405.50 and reimbursement of expenses in the amount of \$300.08.

You are required to file a response, if any, to the attached Application with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, DE 19801 on or before **September 18, 2009 at 4:00 p.m. (ET)**.

At the same time, you must also serve a copy of any response upon:

Bradford J. Sandler, Esquire
Benesch, Friedlander, Coplan & Aronoff LLP
222 Delaware Ave., Suite 801
Wilmington, DE 19801

A HEARING ON THIS MATTER WILL BE HELD ON A DATE TO BE DETERMINED BY THE COURT, ONLY IF OBJECTIONS ARE FILED BY **SEPTEMBER 18, 2009 AT 4:00 P.M. (ET)**. IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE DEBTORS ARE AUTHORIZED TO IMMEDIATELY PAY 80% OF THE COMPENSATION

AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION WITHOUT
FURTHER NOTICE OR HEARING.

BENESCH, FRIEDLANDER, COPLAN &
ARONOFF LLP

By: /s/ Bradford J. Sandler

Bradford J. Sandler, Esq. (No.4142)

Jennifer R. Hoover (DE #5111)

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Counsel to the Official Committee of Unsecured
Creditors

Dated: September 2, 2009

Reclamation Claims

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
07/02/09	BJS	Review reclamation notice of ACI	0.20
07/06/09	BJS	Review amended reclamation claim of ACI	0.20

Reclamation Claims

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	0.40	\$214.00
			0.40	\$214.00
		TOTAL:	0.40	\$214.00

Case Administration

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
06/26/09	BJS	Review 1st day motions, plan, disclosure statement	3.00
06/26/09	BJS	Conference with J. Smith regarding pro hac motions, NOA	0.30
06/26/09	BJS	Various emails with C. Giaimo regarding strategy	0.30
06/26/09	JES	Drafted notice of appearance as proposed counsel	0.90
06/26/09	JES	Drafted pro hac vice motions for 2 attorneys	0.80
06/29/09	JRH	Review docket; case status, attention to case	1.00
06/29/09	JES	Created binder for July 1, 2009 hearing	2.10
06/30/09	BJS	Various emails with L. Behra regarding BFCA Application and NOA	0.30
07/01/09	BJS	Review equity security holders	0.10
07/01/09	BJS	Review orders granting pro hac vice motions of Lane, Giano	0.20
07/01/09	BJS	Various conferences with J. Smith regarding pro hac vice motion for K. Lane and C. Giaimo	0.30
07/01/09	BJS	Review amended agenda and discuss with J. Kittinger	0.30
07/01/09	BJS	Prepare for and attend omnibus hearing	1.50
07/01/09	JRH	Follow-up on open items	0.20
07/01/09	JES	Emailed Katie Lane's assistant at Arent Fox to determine if \$25 pro hac fee had previously been paid	0.10
07/01/09	JES	Prepared 2 pro hac motions for filing.	0.60
07/06/09	BJS	Review NOA of Yuba County and discuss with J. Kittinger 2002 list	0.20
07/06/09	BJS	Various emails with M. Mahre regarding committee membership	0.30
07/07/09	BJS	Various emails with M. Mahre regarding committee membership	0.30
07/07/09	BJS	Review cert of publication	0.10

Date	Atty	Services	Hours
07/07/09	BJS	Various emails with C. Giaimo regarding bylaws, 1102 motion	0.30
07/07/09	BJS	Review motion to intervene	0.30
07/08/09	BJS	Review NOA of Partners Building LP and discuss with J. Kittinger 2002 list	0.20
07/09/09	BJS	Review 1102 motion	0.40
07/09/09	BJS	Various emails with C. Giaimo regarding 1102 motion	0.20
07/10/09	BJS	Review NOA MO Dept of Rev and discuss with J. Smith 2002 list	0.20
07/10/09	BJS	Various emails with K. Caruso regarding 1102 motion	0.20
07/10/09	BJS	Review pro hac vice motion of R. Johnson and discuss with J. Smith 2002 list	0.20
07/10/09	JRH	Review 341 notice and emails related thereto	0.10
07/13/09	BJS	Review motion to authorize reimbursement of due diligence expense	0.30
07/13/09	BJS	Review NOA regarding Arapahoe County and discuss with J. Smith 2002 list	0.20
07/13/09	BJS	Review order granting pro hac vice of R. Johnson and discuss with J. Smith	0.20
07/13/09	JRH	Meeting with B. Sandler regarding status/open items and pending hearings	0.20
07/14/09	BJS	Review agenda and discuss with J. Smith	0.30
07/14/09	BJS	Review letter regarding MTPCS	0.20
07/14/09	BJS	Review CNO regarding D1 117	0.10
07/14/09	BJS	Review order granting motion to shorten	0.20
07/14/09	BJS	Review NOA of Royal Mouldings	0.10
07/15/09	BJS	Review amended agenda and discuss with J. Smith	0.30
07/15/09	BJS	Review 8 orders and discuss with J. Smith	0.40
07/15/09	JRH	Review various e-filings, agenda, etc	0.30
07/16/09	BJS	Review schedules and statements	0.50
07/16/09	BJS	Various conferences with J. Hoover regarding omnibus hearing	0.30

Date	Atty	Services	Hours
07/16/09	JRH	Review agenda and items for hearing	1.00
07/16/09	JRH	Attend omnibus hearing	1.00
07/16/09	JRH	Meeting with B. Sandler regarding results of hearing, etc	0.20
07/17/09	BJS	Various emails with M. Mahre regarding bar date order	0.30
07/17/09	BJS	Various emails with C. Giaimo regarding expenses of official committee members	0.30
07/17/09	BJS	Conference with J. Hoover regarding 341 meeting	0.40
07/17/09	BJS	Various emails with C. Giaimo regarding 341 meeting	0.20
07/17/09	JRH	Attend 341 meeting	1.50
07/19/09	BJS	Review report from J. Hoover regarding 341 meeting	0.30
07/19/09	JRH	Prepare summary of 341 meeting with B. Sandler	0.50
07/21/09	BJS	Review amended schedules	0.30
07/21/09	BJS	Review response to motion of J. Riches to intervene	0.20
07/27/09	BJS	Review agenda and discuss with J. Smith	0.20
07/27/09	BJS	Review status report from K. Lane	0.20
07/28/09	BJS	Review email from M. Rennalls regarding amended agenda	0.10
07/28/09	BJS	Review NOA of Bay Oil and discuss with J. Smith 2002 list	0.10
07/28/09	BJS	Review NOA of CIT and discuss with J. Smith 2002 list	0.10
07/28/09	BJS	Review amended agenda	0.10
07/30/09	BJS	Review notice of cancellation of hearing and discuss with M. Rennalls	0.20
07/30/09	BJS	Review COC regarding omnibus hearing	0.20
07/30/09	BJS	Review operating report	0.20
07/31/09	BJS	Review email from K. Lane regarding schedules	0.20
07/31/09	BJS	Review summary of schedules	0.20
07/31/09	BJS	Review NOA regarding Grace Bay and discuss with M. Rennalls regarding 2002 list	0.20

Attorney Name		Hourly Rate	Hours	Amount
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	16.30	\$8,720.50
			<u>16.30</u>	<u>\$8,720.50</u>
<u>ASSOCIATE</u>				
JENNIFER R HOOVER	(JRH)	\$330.00	6.00	\$1,980.00
JENNIFER E. SMITH	(JES)	\$210.00	4.50	\$945.00
			<u>10.50</u>	<u>\$2,925.00</u>
		TOTAL:	<u>26.80</u>	<u>\$11,645.50</u>

Financing

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
06/30/09	BJS	Various emails with C. Giaimo regarding DIP	0.30
07/01/09	BJS	Review final DIP order and discuss with C. Giaimo	0.50
07/02/09	BJS	Various emails with committee regarding DIP order	0.40
07/15/09	BJS	Various emails with K. Bahne regarding cash management	0.30

Financing

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	1.50	\$802.50
			<u>1.50</u>	<u>\$802.50</u>
		TOTAL:	<u>1.50</u>	<u>\$802.50</u>

Firm Retention/Fees

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
07/06/09	JES	Drafted application to employ BFCA as Building Materials' Delaware and conflicts counsel to the Official Committee of Unsecured Creditors	2.30
07/13/09	BJS	Various emails with C. Giaimo regarding interim comp procedures	0.30
07/14/09	BJS	Review COC regarding D1 96	0.20
07/26/09	BJS	Various emails with J. Brighton regarding BFCA employment	0.30
07/27/09	BJS	Various emails with K. Lane regarding BFCA employment application	0.20
07/28/09	BJS	Various emails with K. Lane, J. Smith regarding BFCA employment application	0.20
07/28/09	JES	Updated App to Employ BFCA in preparation for filing	0.30
07/29/09	BJS	Review and revise BFCA employment application	0.20
07/29/09	JES	Conversation with Judge Carey's scheduling clerk to obtain hearing date for app to employ	0.20
07/29/09	JES	Updated app to employ BFCA with hearing date and objection deadline, pursuant to DE local rules	0.20
07/29/09	JES	Filed app to employ BFCA with verification and proposed order	0.40

Firm Retention/Fees

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	1.40	\$749.00
			<u>1.40</u>	<u>\$749.00</u>
<u>ASSOCIATE</u>				
JENNIFER E. SMITH	(JES)	\$210.00	3.40	\$714.00
			<u>3.40</u>	<u>\$714.00</u>
		TOTAL:	<u>4.80</u>	<u>\$1,463.00</u>

Other Professional Retention/Fees

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
07/14/09	BJS	Review CNO regarding D1 100	0.10
07/16/09	BJS	Review order authorizing retention of Alverney	0.10
07/16/09	BJS	Review order authorizing retention of PJS	0.10
07/16/09	BJS	Review order authorizing employment of Gibson, Dunn	0.10
07/21/09	BJS	Review supplemental declaration of S. Vanner regarding Alvarez	0.20
07/21/09	BJS	Review supplemental declaration of B. Deitz regarding PJS	0.20
07/21/09	BJS	Review AF's employment application	0.30
07/27/09	BJS	Review GDC fee application	0.30
07/27/09	JRH	Review various motions, including NHB application to employ, meeting with B. Sandler, discuss objection	1.50
07/28/09	BJS	Review order authorizing retention of KPMG	0.10
07/28/09	BJS	Review COC regarding KPMG	0.20
07/28/09	BJS	Review YCST Fee application and discuss with J. Smith	0.30
07/31/09	BJS	Review ESBA employment application	0.30
07/31/09	BJS	Email with J. Hoffman regarding ESBA employment application	0.20

Other Professional Retention/Fees

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	2.50	\$1,337.50
			<u>2.50</u>	<u>\$1,337.50</u>
<u>ASSOCIATE</u>				
JENNIFER R HOOVER	(JRH)	\$330.00	1.50	\$495.00
			<u>1.50</u>	<u>\$495.00</u>
		TOTAL:	<u>4.00</u>	<u>\$1,832.50</u>

Business Operations

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
07/14/09	BJS	Review notice of withdrawal of CNO regarding insurance financing	0.20
07/14/09	BJS	Review CNO regarding D1 10 and discuss with J. Smith	0.20
07/15/09	BJS	Review COC regarding insurance coverage	0.30
07/16/09	BJS	Review final insurance financing order	0.10

Business Operations

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	0.80	\$428.00
			0.80	\$428.00
		TOTAL:	0.80	\$428.00

Use/Adequate Protection/Relief from Stay

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
07/23/09	BJS	Various emails with R. Risse regarding adequate assurance	0.30
07/28/09	BJS	Review correspondence from NV Energy regarding adequate assurance	0.20

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Executory Contracts/Unexpired Personal Property Leases
FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
07/10/09	BJS	Review motion to assume assignment agreement with PBS	0.30
07/10/09	BJS	Review motion to reject leases	0.30
07/14/09	BJS	Review CNO regarding D1 34 and discuss with J. Smith	0.20
07/14/09	BJS	Review CNO regarding D1 35	0.10
07/14/09	BJS	Review CNO regarding D1 36	0.10
07/14/09	BJS	Review CNO regarding D1 40	0.10
07/16/09	BJS	Review order authorizing rejection of contracts	0.10
07/27/09	BJS	Review COC regarding lease rejection and discuss with J. Smith	0.30
07/27/09	BJS	Review order approving 6th lease rejection motion	0.10

Executory Contracts/Unexpired Personal Property Leases

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	<u>1.60</u>	<u>\$856.00</u>
			1.60	\$856.00
		TOTAL:	<u>1.60</u>	<u>\$856.00</u>

Real Estate Leases

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
07/10/09	BJS	Review motion to reject Embarcadero Center	0.30
07/10/09	BJS	Review response of Robert Thomas Trust to Omnibus objection to reject leases	0.30
07/13/09	BJS	Review reservation of rights regarding rejection of leases	0.30
07/27/09	BJS	Review CNO regarding Union Pacific and discuss with J. Smith	0.20
07/27/09	BJS	Review order regarding Union Pacific	0.10

Real Estate Leases

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	1.20	\$642.00
			1.20	\$642.00
	TOTAL:		1.20	\$642.00

Asset Disposition/Sale

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
07/10/09	BJS	Review motion to assume purchase agreement with Davis Bros	0.30
07/15/09	BJS	Review objection to sale	0.30
07/21/09	BJS	Review COC regarding D1, 17, 197	0.20
07/22/09	BJS	Review sale procedures order for De Minimus assets	0.20
07/31/09	BJS	Review notice of De Minimus asset sale and discuss with M. Rennalls	0.30

Asset Disposition/Sale

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	1.30	\$695.50
			1.30	\$695.50
		TOTAL:	1.30	\$695.50

Employee Issues

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
07/15/09	BJS	Review COC regarding wages	0.30
07/16/09	BJS	Review final wage order	0.10

Employee Issues

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	0.40	\$214.00
			0.40	\$214.00
		TOTAL:	0.40	\$214.00

General Claims Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
07/01/09	BJS	Review supplemental motion to pay certain pre petition claims	0.30
07/01/09	BJS	Review motion to shorten	0.10
07/02/09	BJS	Review order shortening notice	0.20
07/14/09	BJS	Review notice of withdrawal of demand of Ray McDermett	0.10
07/14/09	BJS	Review CNO regarding D1 114	0.10
07/22/09	JES	Conversation with Jay Frank from Creditor Liquidity regarding claims trading and future distribution under plan; emailed Brad Sandler	0.20
07/23/09	BJS	Review notice of bar date	0.10
07/23/09	BJS	Various emails with A. Blankley regarding proof of claim	0.40
07/23/09	BJS	Various emails with committee regarding claims	0.30
07/23/09	BJS	Conference with J. Smith regarding claims	0.20
07/23/09	JES	Emailed Adrienne Woods Blankley regarding deadline and procedures for filing proofs of claims	0.20
07/24/09	BJS	Review notice of withdrawal regarding Atrium	0.10

General Claims Matters

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	1.90	\$1,016.50
			<u>1.90</u>	<u>\$1,016.50</u>
<u>ASSOCIATE</u>				
JENNIFER E. SMITH	(JES)	\$210.00	0.40	\$84.00
			<u>0.40</u>	<u>\$84.00</u>
		TOTAL:	<u>2.30</u>	<u>\$1,100.50</u>

Plan & Disclosure Statement

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
07/01/09	BJS	Review plan and disclosure statement	2.00
07/13/09	BJS	Review motion to approve disclosure statement	0.50
07/20/09	BJS	Review objection to disclosure statement of Rhynes	0.30
07/21/09	BJS	Various emails with C. Giaimo regarding disclosure statement	0.30
07/21/09	BJS	Review objection to disclosure statement of Milligan	0.30
07/21/09	BJS	Review response to disclosure statement of Dixon	0.30
07/22/09	BJS	Various emails with C. Giaimo regarding disclosure statement, solicitation motion	0.40
07/22/09	BJS	Review and revise email from J. Hoover regarding solicitation dates	0.40
07/22/09	BJS	Review solicitation motion and discuss with J. Hoover	0.60
07/22/09	JRH	Review solicitation motion and summarize; meeting with B. Sandler regarding same	1.50
07/22/09	JRH	Summary of solicitation motion for B. Sandler	0.40
07/23/09	BJS	Review draft objection to disclosure statement	0.40
07/24/09	BJS	Various emails with committee regarding objection to disclosure statement	0.40
07/24/09	BJS	Review letter regarding disclosure statement from S. Pearson	0.20
07/27/09	BJS	Review amended plan and disclosure statement	1.00
07/27/09	BJS	Review response of Martin Uriarte to motion to approve disclosure statement	0.30
07/29/09	BJS	Review amended plan and disclosure statement	1.00

Plan & Disclosure Statement

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	8.40	\$4,494.00
			<u>8.40</u>	<u>\$4,494.00</u>
<u>ASSOCIATE</u>				
JENNIFER R HOOVER	(JRH)	\$330.00	1.90	\$627.00
			<u>1.90</u>	<u>\$627.00</u>
		TOTAL:	<u>10.30</u>	<u>\$5,121.00</u>

Utilities

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
07/06/09	BJS	Review exhibit to utility order	0.30
07/10/09	BJS	Review Arizona Public Services objection to utility motion	0.30
07/15/09	BJS	Review COC regarding utilties	0.30
07/16/09	BJS	Review final utility order	0.10

Attorney Name	Hourly Rate	Hours	Amount
<u>PARTNER</u>			
BRADFORD J SANDLER	(BJS) \$535.00	1.00	\$535.00
		<u>1.00</u>	<u>\$535.00</u>
	TOTAL:	<u>1.00</u>	<u>\$535.00</u>

503(b)(9)

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009

Date	Atty	Services	Hours
07/06/09	BJS	Review motion for payment of admin expenses of ACI	0.30
07/10/09	BJS	Review motion to allow 503(b)(9) claims of All Coast	0.30
07/15/09	BJS	Review motion for payment of admin claim of El Peso Lumber	0.30
07/27/09	BJS	Review All Coast stip order	0.20

503 (b) (9)

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	1.10	\$588.50
			1.10	\$588.50
		TOTAL:	1.10	\$588.50

Document Reproduction

Date	User	Description	Amount
07/21/09	JRH	Document Reproduction 107 copies	19.26
07/24/09	BJS	Document Reproduction 949 copies	170.82
TOTAL:			<hr/> \$190.08

Delivery Fee - Outside

<u>Date</u>	<u>User</u>	<u>Description</u>	<u>Amount</u>
07/17/09	BJS	Delivery Fee - Outside - Vendor: PARCELS, INC 7/2	45.00
07/17/09	BJS	Delivery Fee - Outside - Vendor: PARCELS, INC 7/1	15.00
TOTAL:			<hr/> \$60.00

Filing Fees

Date	User	Description	Amount
07/15/09	BJS	Filing Fees - Vendor: U. S. District Court of Delaware PRO HAC MOTION -2	50.00
TOTAL:			<hr/> \$50.00

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

CERTIFICATE OF SERVICE

I, Bradford J. Sandler, Esquire, hereby certify that on September 2, 2009, a true and correct copy of the foregoing document was served via overnight delivery upon all parties on the attached list.

Dated: September 2, 2009

BENESCH, FRIEDLANDER, COPLAN &
ARONOFF LLP

By: /s/ Bradford J. Sandler
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