

Compensation Previously Requested

Date / Docket No.	Compensation Period	Requested Fees	Requested Expenses	Fees Paid to Date	Expenses Paid to Date	20 % Holdback
09/01/09/552	06/16/09 - 07/31/09	\$ 39,110.40	\$ -	\$ -	\$ -	\$ 7,822.08

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

IN RE:)	
	)	Chapter 11
BUILDING MATERIALS HOLDING)	
CORPORATION, <i>et al.</i>,³	)	Case No. 09-12074 (KJC)
)	
Debtors.	)	Jointly Administered
)	
)	
)	

**SECOND MONTHLY FEE APPLICATION OF
KPMG LLP AS AUDITORS AND TAX ADVISOR TO THE DEBTORS FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE
PERIOD BEGINNING AUGUST 1, 2009 THROUGH AUGUST 31, 2009**

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³ 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.

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

IN RE:)	
	)	Chapter 11
BUILDING MATERIALS HOLDING CORPORATION, <i>et al.</i>,⁴)	
)	Case No. 09-12074 (KJC)
Debtors.)	
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**SECOND MONTHLY FEE APPLICATION OF
KPMG LLP AS AUDITORS AND TAX ADVISOR TO THE DEBTORS FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE
PERIOD BEGINNING AUGUST 1, 2009 THROUGH AUGUST 31, 2009**

KPMG LLP, (“KPMG”) as auditors and tax advisor to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) files this Second Monthly Fee Application (the “Application”), pursuant to section 327, 328, 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”) and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. Section 330 issued by the Executive Office for the United States Trustee (the “U.S. Trustee Guidelines”), and this Court’s Administrative

⁴ 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.

Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated July 15, 2009 (the "Interim Compensation Order") (Docket No. 201), for the allowance of interim compensation for professional services performed by KPMG for the period beginning August 1, 2009 through August 31, 2009 (the "Compensation Period"), in the amount of \$24,218.70 (the "Compensation Amount"), respectfully represents:

Jurisdiction

1. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory predicates for the relief requested herein are sections 327(a), 328(a), 330, and 331 of the Bankruptcy Code.

Background

2. 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"). The Debtors continue to operate their businesses and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases. On July 26, 2009, the Office of the United States Trustee (the "U.S. Trustee") appointed the official committee of unsecured creditors (the "Creditors Committee").

3. On July 28, 2009, this Court entered an order approving the Original Application [Docket No. 326] (the "Original Retention Order"). Specifically, the Original Retention Order approved the retention of KPMG to provide the Debtors with audit and tax advisory services during these cases. A copy of the Original Retention Order is attached as Exhibit A. The Retention Order authorized the Debtors to compensate KPMG in accordance with the procedures set forth in section 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as were fixed by order of the Court.

4. On September 10, 2009, this Court entered an order approving the Supplemental Application [Docket No. 583] (the "Supplemental Retention Order"). Specifically, the Supplemental Retention Order approved KPMG to provide the Debtors with expanded audit services during these cases *nunc pro tunc* to August 7, 2009. A copy of the Supplemental Retention Order is attached as Exhibit B.

Summary of Application

5. By this Application, KPMG requests allowance of monthly compensation of professional fees totaling \$24,218.70 and payable in accordance with the Interim Compensation Order at eighty percent (80%) of fees or \$19,374.96. KPMG is not requesting reimbursement of any expenses for this period.

Summary of Services During the Compensation Period

6. This Application is KPMG's Second Monthly Fee Application for compensation and expense reimbursement filed in these cases. During the

Compensation Period, KPMG provided significant professional services to the Debtors in their efforts to navigate their business through the chapter 11 process.

7. Set forth below is summary of the services KPMG rendered to the Debtors during the Compensation Period.

Audit Services

Performed preliminary activities required for the audit of the Debtors' consolidated balance sheets as of December 31, 2009, the audit of the related consolidated statements of operations, shareholders' equity, comprehensive income, and cash flows for each the years in the three-year period ended December 31, 2009, and the audit of the Debtors' internal control over financial reporting as of December 31, 2009.

Benefit Plan Audit

Begin audit of Building Materials Holding Corporation Employees Savings and Retirement Plan, Building Materials Holding Corporation Union Employees Savings and Retirement Plan, and Building Materials Holding Corporation BMC Construction Employees Savings and Retirement Plan.

Tax Advisory Services

Assist the Debtors in their current IRS income tax examination with regard to uniform capitalization of costs under IRC section 263A for the 2005, 2006 and 2007 tax years.

Retention

Services included the preparation of supplemental employment application and affidavit; the investigation of potential relationships with Debtors, affiliates and other parties of interest; and discussions related to employment application.

Fee Statement and Fee Application Preparation

The billing procedures required by the US Trustee Guidelines differ from KPMG's normal billing procedures and as such, the Local Rules and the Interim Compensation Order entered in these cases have required significant effort to inform the timekeepers of their responsibilities, gather and review the detailed time entries and expenses and preparation of this Application. Such activities included compiling and reviewing detailed time entries, compiling and reviewing detailed expenses incurred, preparing detailed and summary schedules of fees and expenses incurred, drafting the narratives and schedules included in this Application.

8. A summary of the hours and fees incurred by professional and category is annexed hereto as Exhibit C and Exhibit D, respectively, and described in detail in the time records annexed hereto as Exhibits E1 – E5. KPMG maintains contemporaneous records of the time expended for the professional services and expenses related hereto performed in connection with this chapter 11 cases and such records are maintained in the ordinary course of business.

9. The fees applied for herein are based on the usual and customary fees KPMG charges to audit and tax clients and are commensurate with the usual and customary rates charged for services performed.

10. During the Compensation Period, KPMG billed the Debtors for time expended by professionals based on hourly rates ranging from \$126 to \$598 per hour. Pursuant to the Retention Order, the rates reflected on this Application represent approximately a 30-44% discount on KPMG's standard rates. Of the aggregate time expended, 17 hours were expended by partners, 22.2 hours were expended by senior managers and managers, 42.4 hours were expended by senior associates and 8.5 hours were expended by associates. KPMG's blended hourly rate for services provided during the Compensation Period is \$268.80.

11. KPMG respectfully submits that the amounts applied for herein for professional services rendered on behalf of the Debtors in these cases to date are fair and reasonable given: (a) the time expended; (b) the nature and extent of the services performed at the time at which such services were rendered; (c) the value of such services; and (d) the costs of comparable services other than in these chapter 11 cases.

12. The time and labor expended by KPMG during the Compensation Period has been commensurate with the size and complexity of these cases. In rendering these services, KPMG has made every effort to maximize the benefit to the Debtors' estates, to work efficiently with the other professionals employed in these cases, and to leverage staff appropriately in order to minimize duplication of effort.

13. During the Compensation Period, KPMG provided a focused range of professional services as requested by the Debtors. KPMG respectfully submits that these services: (a) were necessary and beneficial to the successful and prompt administration of these cases; and (b) have been provided in a cost efficient manner.

14. Except as provided in section 504(b) of the Bankruptcy Code, KPMG has not shared, or agreed to share, any compensation received as a result of this case with any person, firm or entity. Except as set forth in the Retention Order, no promises concerning compensation have been made to KPMG by any firm, person or entity.

Summary of Actual and Necessary Expenses During the Compensation Period

15. As set forth on Exhibit F, KPMG is not seeking any reimbursement of actual and necessary expenses incurred by KPMG during the period of August 1, 2009 through August 31, 2009.

Reservation

To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, KPMG reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application. Furthermore, KPMG reserves the right to seek final approval of, the fees and expenses requested herein.

Conclusion

WHEREFORE, subject to the terms of the Interim Compensation Order, KPMG respectfully requests that the Court approve the interim compensation of \$24,218.70 as compensation for professional services rendered during the Compensation Period.

Dated: September 17, 2009

Respectfully submitted,

KPMG LLP



Glenn Farrell
Partner
KPMG LLP
55 Second Street
Suite 1400
San Francisco, California 94105
Phone: 415 963 7673

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

In re: BUILDING MATERIALS HOLDING CORPORATION, <i>et al.</i>,¹ Debtors.	Chapter 11 Case No. 09-12074 (KJC) (Jointly Administered)
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**DECLARATION PURSUANT TO RULE 2016 OF THE
LOCAL RULES OF BANKRUPTCY PROCEDURE FOR THE
UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

I, Glenn Farrell, being duly sworn, deposes and says:

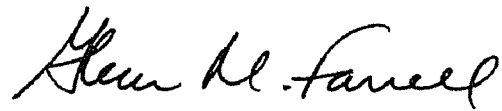
1. I am a Certified Public Accountant and a partner of KPMG LLP (“KPMG”), a professional services firm.
2. By Order dated July 28, 2009, KPMG was retained as auditor and tax advisor to Debtor pursuant to Debtor Order and Sections 105 and 327 of the Bankruptcy Code *nunc pro tunc* to July 16, 2009. I submit this Declaration in conjunction with KPMG’s second monthly fee application for compensation and allowance of expenses for the period of August 1, 2009 through August 31, 2009 (the “Application”).
3. I have personally performed some of the services rendered by KPMG for the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the professionals of KPMG.

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.

4. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Rule 2016-1 of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the District of Delaware, and submit that the Application substantially complies with such Rule.

I declare under the penalty of perjury that the foregoing is true and correct.

Executed this 17th day of September, 2009

A handwritten signature in cursive script, reading "Glenn H. Farrell".

Glenn Farrell

**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: October 2, 2009 at 4:00 p.m. (ET)**

) **Hearing Date: To Be Determined**

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); AND (IV) ALL PARTIES THAT HAVE REQUESTED NOTICE PURSUANT TO RULE 2002 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE.

PLEASE TAKE NOTICE that the **Second Monthly Fee Application of KPMG LLP as Auditors and Tax Advisor to the Debtors for Allowance of Compensation and Reimbursement of Expenses for the Period Beginning August 1, 2009 Through August 31, 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 \$24,218.70 and expenses in the amount of \$0.00.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed on or before **October 2, 2009 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 Objection Deadline: (i) the Debtors, Building Materials Holding Corporation, 720 Park Boulevard, Suite

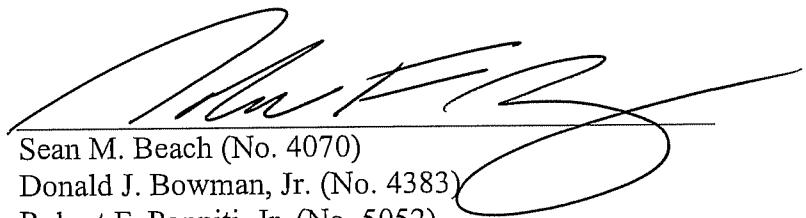
¹ The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C 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.

200, Boise, Idaho 83712 (Attn.: Paul S. Street); (ii) co-counsel to the Debtors: (a) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166 (Attn.: Michael A. Rosenthal and Matthew K. Kelsey) and (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801 (Attn.: Sean M. Beach and Robert F. Poppiti, Jr.); (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn.: Joseph J. McMahon, Jr.); (iv) counsel to the Official Committee of Unsecured Creditors: (a) Arent Fox, LLP, 1050 Connecticut Avenue, NW, Washington, DC 20036-5339 (Attn.: Christopher J. Giaimo and Katie A. Lane) and (b) Benesch, Friedlander, Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware 19801 (Attn.: Bradford J. Sandler); and (v) counsel to Wells Fargo Bank, as agent under the Prepetition Credit Facility and the DIP Facility (as defined in the chapter 11 plan filed by the Debtors in these cases): (a) Paul, Hastings, Janofsky & Walker LLP, 55 Second Street, Twenty-Fourth Floor, San Francisco, California 94105 (Attn.: Kevin B. Fisher) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn.: Paul N. Heath).

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS [DOCKET NO. 201], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.

Dated: Wilmington, Delaware
September 17, 2009

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Sean M. Beach (No. 4070)
Donald J. Bowman, Jr. (No. 4383)
Robert F. Poppiti, Jr. (No. 5052)
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Telephone: (302) 571-6600
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----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
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ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION

Exhibit A

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)
	)	Jointly Administered
Debtors.)	
	)	Ref. Docket Nos. 104 and <u>318</u>

ORDER PURSUANT TO SECTIONS 327(a) AND 328(a) OF THE BANKRUPTCY
CODE AUTHORIZING THE DEBTORS TO RETAIN AND EMPLOY KPMG LLP AS
AUDITORS AND TAX ADVISOR *NUNC PRO TUNC* TO THE PETITION DATE AND
WAIVING CERTAIN REQUIREMENTS OF LOCAL RULE 2016-2

Upon consideration of the application (the "*Application*") of Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "*Debtors*") for entry of an order pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the "*Bankruptcy Code*"), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*"), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "*Local Rules*") for authorization to employ and retain KPMG LLP ("*KPMG*") as auditors and tax consultants to the Debtors, all as set forth in the Application; and upon the declaration of Glenn M. Farrell in support of the Application;² and the Court having found that venue of this

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.

² Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Application.

proceeding and the Application in this district is proper pursuant to 28 U.S.C. sections 1408 and 1409; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances; and the Court having reviewed the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Application is granted as set forth below.
2. In accordance with sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Debtors are authorized to employ and retain KPMG *nunc pro tunc* to the Petition Date as their auditors and tax consultants on the terms set forth in the Application as modified by this Order.
3. KPMG shall be compensated in accordance with the procedures set forth in section 330 of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and such procedures as may be fixed by order of this Court; *provided, however*, that KPMG shall be granted a limited waiver of the information requirements set forth in Local Rule 2016-2 to keep time records in half-hour increments.
4. The indemnification provisions of the January 22, 2009 Engagement Letter (the "January 2009 Engagement Letter") to provide tax consulting services are approved, subject to the following clarifications:
 - (a) Subject to the provisions of subparagraphs (c) and (d) below, the Debtors are authorized to indemnify, and shall indemnify, KPMG, in accordance with the January 2009 Engagement Letter and to the extent permitted by

applicable law, for any claim arising from, related to, or in connection with KPMG's performance of the services described in the January 2009 Engagement Letter;

- (b) KPMG shall not be entitled to indemnification, contribution, or reimbursement for services provided under the January 2009 Engagement Letter, unless such services and the indemnification, contribution, or reimbursement therefor are approved by the Court;
- (c) Notwithstanding anything to the contrary in the January 2009 Engagement Letter, the Debtors shall have no obligation to indemnify any person, or provide contribution or reimbursement to any person, for any claim or expense to the extent that it is (i) judicially determined (the determination having become final and no longer subject to appeal) to have arisen from that person's gross negligence or willful misconduct; (ii) for a contractual dispute in which the Debtors allege the breach of KPMG's contractual obligations unless the Court determines that indemnification, contribution, or reimbursement would be permissible pursuant to *In re United Artists Theatre Co.*, 315 F.3d 217 (3d Cir. 2003); or (iii) settled prior to a judicial determination as to the exclusions set forth in clauses (i) and (ii), but determined by this Court, after notice and a hearing, to be a claim or expense for which that person should not receive indemnity, contribution, or reimbursement under the terms of the January 2009 Engagement Letter as modified by this Order; and
- (d) If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal) and (ii) the entry of an order closing the Chapter 11 Cases, KPMG believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution, or reimbursement obligations under the January 2009 Engagement Letter, including without limitation the advancement of defense costs, KPMG must file an application before this Court, and the Debtors may not pay any such amounts to KPMG before the entry of an order by this Court approving the payment. This subparagraph (d) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for payment by KPMG for indemnification, contribution, or reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify KPMG.

5. Notwithstanding any terms of the Engagement Letters to the contrary, paragraph 6 of the terms and conditions annexed to the January 2009 Engagement Letter shall be struck in its entirety.

6. Notwithstanding any terms of the Engagement Letters to the contrary, the Court shall have jurisdiction over any controversy arising from or related to the Application, the Engagement Letters, or KPMG's retention in the Chapter 11 Cases.

7. Notwithstanding paragraph 6 of the Farrell Declaration or any similar provision in the Engagement Letters, KPMG shall not provide such other consulting, advice, research, planning, and analysis regarding audit and tax and advisory services as may be necessary, desirable, or requested from time to time by the Debtors without prior authorization from the Court after notice and a hearing.

8. Notwithstanding paragraph 17 of the Farrell Declaration or any similar provision in the Engagement Letters, during the pendency of these chapter 11 cases and without prejudice to KPMG seeking different terms in other bankruptcy cases, KPMG shall not employ any independent contractors to provide professional services to the Debtors or otherwise with respect to these chapter 11 cases without prior authorization from the Court after notice and a hearing; *provided, however*, that the foregoing limitation shall not apply to services related to non-professional expenses.

9. Notwithstanding anything in the Application, the Engagement Letters or the attachments thereto to the contrary, reimbursement of expenses for legal advice is not being pre-approved as a term or condition of employment under section 328(a) of the Bankruptcy Code, and expense reimbursement requests for legal counsel shall remain subject to applicable law.

10. Upon the resolution of the Internal Revenue Service audit referenced in the second and third full paragraphs on page 2 of the January 2009 Engagement Letter, the Debtors shall provide notice to the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") of such resolution; *provided, however*, that the Debtors and the U.S. Trustee may

establish reasonable procedures which address the handling of any information provided by the Debtors to the U.S. Trustee in connection therewith; *provided further, however*, that the parties reserve the right to seek any and all appropriate relief from this Court with respect to the establishment or scope of such procedures and to defend, dispute, or otherwise oppose any requests for such relief on any and all grounds.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

12. The Court shall retain jurisdiction with respect to all matters arising under or relating to the implementation and enforcement of this Order.

Dated: Wilmington, Delaware
July 28, 2009



Kevin J. Carey
Chief United States Bankruptcy Judge

Exhibit B

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
)	
	)	Ref. Docket No. <u>490</u>

ORDER PURSUANT TO SECTIONS 327(a), 328 (a), AND 330 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2014(a) AND 2016 EXPANDING THE SCOPE OF EMPLOYMENT AND RETENTION OF KPMG LLP TO INCLUDE FURTHER AUDIT SERVICES, *NUNC PRO TUNC* TO AUGUST 7, 2009

Upon consideration of the supplemental application (the "*Supplemental Application*") of Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "*Debtors*") for entry of an order pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the "*Bankruptcy Code*"), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*"), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "*Local Rules*") expanding the scope of employment and retention of KPMG LLP ("*KPMG*") to include further audit services, *nunc pro tunc* to August 7, 2009, all as set forth in the Supplemental Application; and upon the Declarations of Glenn M. Farrell in

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.

support of the Supplemental Application;² and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. sections 1408 and 1409; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and notice of the Supplemental Application and the opportunity for a hearing on the Supplemental Application was appropriate under the particular circumstances; and the Court having reviewed the Supplemental Application and having considered the statements in support of the relief requested therein at a hearing before the Court (the "*Hearing*"); and the Court having determined that the legal and factual bases set forth in the Supplemental Application and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Supplemental Application is granted as set forth below.

2. The Additional Engagement Letters are hereby approved,

Subject to the terms of the Court's Order of July 28, 2009 (Pocut No. 326).

3. In accordance with sections 327(a) and 328(a) of the Bankruptcy Code, the

Debtors are authorized to expand the scope of KPMG's employment and retention in these cases for KPMG to provide additional audit services, *nunc pro tunc* to August 7, 2009, in accordance with the Additional Engagement Letters.

4. KPMG will file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court, as applicable.

² Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Application.

5. Notwithstanding the possible applicability of Rules 6004(g), 7062, and 9014 of the Bankruptcy Rules, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: September 9, 2009
Wilmington, Delaware



Kevin J. Carey
Chief United States Bankruptcy Judge

EXHIBIT C
Building Materials Holding Corporation., et al
Summary Of Hours and Discounted Fees Incurred By Professional
August 1, 2009 through August 31, 2009

Professional	Position	Hours Billed	Discounted Hourly Rate	Discounted Fees
Bird, Lewis R.	Senior Associate	14.6	\$ 210	\$ 3,066.00
Campbell, Celeste H.	Senior Associate	6.8	\$ 238	\$ 1,618.40
Chen, Allison	Senior Associate	9.0	\$ 210	\$ 1,890.00
Denning, Brandon	Associate	5.5	\$ 126	\$ 693.00
Eckert, Angella N.	Senior Manager	8.2	\$ 322	\$ 2,640.40
Farrell, Glenn M.	Partner	2.5	\$ 392	\$ 980.00
Fredriksen, Laura	Associate	3.0	\$ 126	\$ 378.00
Hunter, Linda D.	Partner	14.0	\$ 392	\$ 5,488.00
Husby, Richard K	Senior Manager	7.5	\$ 322	\$ 2,415.00
Lee, Mia O	Senior Associate	10.5	\$ 210	\$ 2,205.00
Nakayama, Taro	Senior Associate	1.5	\$ 210	\$ 315.00
Rathnau, Regina L	Manager - Tax	1.0	\$ 333	\$ 332.50
Schlenzig, Kathleen C.	Senior Manager - Tax	0.6	\$ 420	\$ 252.00
Sellers, Monica	Manager	4.9	\$ 336	\$ 1,646.40
Suttora, John C.	Partner - Tax	0.5	\$ 598	\$ 299.00
Total Hours and Fees at Discounted Rate		90.1		\$ 24,218.70
Discounted Fees				\$ 24,218.70
Out of Pocket Expenses				-
Subtotal of Fees and Out of Pocket Expenses				\$ 24,218.70
less Holdback Adjustment (20%)				(4,843.74)
Net Requested Fees & Out of Pocket Expenses				\$ 19,374.96

Blended Rate \$ 268.80

EXHIBIT D
Building Materials Holding Corporation., et al
Summary of Hours and Discounted Fees Incurred by Category
August 1, 2009 through August 31, 2009

Category	Exhibit	Hours	Discounted Fees
2009 Integrated Audit	E1	28.5	6,965.00
2008 Benefit Plan Audit	E2	45.3	12,265.40
IRS EXAM - IRC 263A	E3	2.1	883.50
Fee Statement and Fee Application Preparation	E4	7.0	1,754.20
Retention	E5	7.2	2,350.60
Total		90.1	\$ 24,218.70

EXHIBIT E1

Building Materials Holding Corporation., et al
2009 Integrated Audit
August 1, 2009 through August 31, 2009

Name	Date	Description	Hours	Rate	Amount
Lee, Mia O	08/03/09	Research specific accounting and reporting requirements for companies in bankruptcy, in order to incorporate in planned audit procedures for BMHC.	1.6	\$ 210	\$ 336.00
Lee, Mia O	08/03/09	Perform benchmarking to compare financial performance of construction companies	1.0	\$ 210	\$ 210.00
Lee, Mia O	08/03/09	Update work plan to reflect anticipated new testwork required for the FY 2009 audit.	1.9	\$ 210	\$ 399.00
Lee, Mia O	08/03/09	Review and analyze prior year controls testwork to determine controls necessary for significant accounts to facilitate testing via a controls approach	1.2	\$ 210	\$ 252.00
Lee, Mia O	08/03/09	Research audit procedures for opening balances as a result of fresh-start accounting.	1.2	\$ 210	\$ 252.00
Husby, Richard K	08/04/09	Review upcoming 2009 audit requirements to ensure resources are aligned with timing of required audit procedures.	0.5	\$ 322	\$ 161.00
Husby, Richard K	08/04/09	Perform senior manager review of planned audit approach including testing of controls and substantive audit procedures.	0.5	\$ 322	\$ 161.00
Lee, Mia O	08/04/09	Revise work plan to reflect manager's comments regarding anticipated new testwork required for the FY 2009 audit.	2.2	\$ 210	\$ 462.00
Lee, Mia O	08/17/09	Review and analyze progress of audit activities compared to planned schedule	1.4	\$ 210	\$ 294.00
Husby, Richard K	08/18/09	Prepare and distribute workpaper access authorization letters relating to due diligence review of 2007 and 2008 audit work papers by Insight Equity and E&Y.	1.5	\$ 322	\$ 483.00
Husby, Richard K	08/18/09	Identify 2007 and 2008 audit work papers required in preparation for due diligence review by Insight Equity and E&Y and request same.	1.5	\$ 322	\$ 483.00
Farrell, Glenn M.	08/19/09	Perform coordination of due diligence letters.	0.5	\$ 392	\$ 196.00
Chen, Allison	08/24/09	Maintain required presence with KPMG's prior year audit workpapers while Ernst and Young examined the workpapers as part of a due diligence review on behalf of a potential investor.	3.1	\$ 210	\$ 651.00
Chen, Allison	08/24/09	Continue to maintain required presence with KPMG's prior year audit workpapers while Ernst and Young examined the workpapers as part of a due diligence review on behalf of a potential investor.	2.7	\$ 210	\$ 567.00
Chen, Allison	08/24/09	Continue to maintain required presence with KPMG's prior year audit workpapers while Ernst and Young examined the workpapers as part of a due diligence review on behalf of a potential investor.	3.2	\$ 210	\$ 672.00
Farrell, Glenn M.	08/24/09	Attend meeting with R. Husby (KPMG) and E&Y due diligence team to respond to questions regarding the Company's business based on our 2007 and 2008 audits.	1.5	\$ 392	\$ 588.00
Husby, Richard K	08/24/09	Attend meeting with G. Farrell (KPMG) and E&Y due diligence team to respond to questions regarding the Company's business based on our 2007 and 2008 audits.	1.5	\$ 322	\$ 483.00
Nakayama, Taro	08/24/09	Maintain required presence with KPMG's prior year audit workpapers while Ernst and Young examined the workpapers as part of a due diligence review on behalf of a potential investor while A. Chen (KPMG) took lunch break.	1.5	\$ 210	\$ 315.00
Total 2009 Integrated Audit			<u>28.5</u>		<u>\$ 6,965.00</u>

EXHIBIT E2

Building Materials Holding Corporation., et al
2008 Benefit Plan Audit
August 1, 2009 through August 31, 2009

Name	Date	Description	Hours	Rate	Amount
Bird, Lewis R.	08/07/09	Review and analyze prior year financial statements to obtain background for the benefit plans and any related significant accounting issues.	0.8	\$ 210	\$ 168.00
Bird, Lewis R.	08/07/09	Utilize populations provided by the Client and select samples for contributions for union, non-union, and select build plans.	2.7	\$ 210	\$ 567.00
Bird, Lewis R.	08/07/09	Utilize populations provided by the Client and select samples for non-Prudential distributions and loans for union, non-union, and select build plans.	1.3	\$ 210	\$ 273.00
Eckert, Angella N.	08/10/09	Review and analyze sample size selections for benefit plan audits for contributions, distributions, and loans for non-Prudential selections.	1.0	\$ 322	\$ 322.00
Eckert, Angella N.	08/10/09	Call with L. Hunter (KPMG) and J. Babcock-Hyde (BMHC) regarding planned timing for benefit plan audits.	0.2	\$ 322	\$ 64.40
Eckert, Angella N.	08/10/09	Determine Prudential sample size selection and call with J. Babcock-Hyde (BMHC) regarding Prudential reports and sample populations.	0.8	\$ 322	\$ 257.60
Hunter, Linda D.	08/10/09	Call with A. Eckert (KPMG) and J. Babcock-Hyde (BMHC) regarding planned timing for benefit plan audits.	0.2	\$ 392	\$ 78.40
Hunter, Linda D.	08/10/09	Perform preliminary planning and go-forward procedures for the Benefit Plan Audit.	1.8	\$ 392	\$ 705.60
Eckert, Angella N.	08/11/09	Perform Prudential sample size determination for non-union distributions and loans.	0.7	\$ 322	\$ 225.40
Eckert, Angella N.	08/11/09	Prepare e-mail to L. Hunter (KPMG) including Prudential Non-Union Distribution and Loan selections for review.	0.1	\$ 322	\$ 32.20
Fredriksen, Laura	08/11/09	Perform sample selection for testing over Distribution Non-Union Prudential.	0.4	\$ 126	\$ 50.40
Fredriksen, Laura	08/11/09	Perform sample selection for testing over Loan Non-Union Prudential.	0.3	\$ 126	\$ 37.80
Hunter, Linda D.	08/11/09	Review samples selected to date for various areas.	1.0	\$ 392	\$ 392.00
Bird, Lewis R.	08/12/09	Utilize Prudential Select Build distribution population provided by the Client to run Monetary Unit Sampling (MUS) tool and select a sample for testing.	0.9	\$ 210	\$ 189.00
Eckert, Angella N.	08/12/09	Perform Prudential sample size determination for union and select build distributions and loans.	1.4	\$ 322	\$ 450.80
Eckert, Angella N.	08/12/09	Review and analyze distribution sample for Select Build plan for Prudential and draft e-mail to L. Hunter (KPMG) regarding same.	0.1	\$ 322	\$ 32.20
Eckert, Angella N.	08/12/09	Follow-up with L. Hunter (KPMG) and R. Bird (KPMG) to discuss sample size selection for Prudential distributions for Select Build and sending e-mail to J. Babcock-Hyde (BMHC) with sample selections for other Prudential distribution and loan samples.	0.2	\$ 322	\$ 64.40
Fredriksen, Laura	08/12/09	Perform sample selection for testing over Distribution Select Building Prudential.	0.8	\$ 126	\$ 100.80
Eckert, Angella N.	08/13/09	Review and analyze distribution sample for Select Build plan for Prudential using Monetary Unit Sampling and draft e-mails to L. Hunter (KPMG) and J. Babcock-Hyde (BMHC).	0.5	\$ 322	\$ 161.00
Hunter, Linda D.	08/20/09	Review of key audit risks, audit approach and documentation expectations in preparation for meeting regarding same with team.	1.5	\$ 392	\$ 588.00
Eckert, Angella N.	08/24/09	Benefit plan audit status call with L. Hunter, A. Eckert, (KPMG) and the client Julie Babcock-Hyde (BMHC).	0.3	\$ 322	\$ 96.60
Hunter, Linda D.	08/24/09	Benefit plan audit status call with L. Hunter, A. Eckert, (KPMG) and the client Julie Babcock-Hyde (BMHC).	0.3	\$ 392	\$ 117.60
Eckert, Angella N.	08/24/09	Benefit plan audit status call with L. Hunter and A. Eckert (KPMG)	0.2	\$ 322	\$ 64.40
Hunter, Linda D.	08/24/09	Benefit plan audit status call with L. Hunter and A. Eckert (KPMG)	0.2	\$ 392	\$ 78.40
Eckert, Angella N.	08/24/09	Coordinate with J. Chiu (KPMG) to receive corporate payroll testing.	0.2	\$ 322	\$ 64.40

EXHIBIT E2

Building Materials Holding Corporation., et al
2008 Benefit Plan Audit
August 1, 2009 through August 31, 2009

Name	Date	Description	Hours	Rate	Amount
Bird, Lewis R.	08/26/09	Identify and perform preliminary review of the Vector engagement file and loaded the general binder engagement work flow.	0.9	\$ 210	\$ 189.00
Bird, Lewis R.	08/26/09	Prepare files to facilitate the start of field work as directed by the audit partner.	0.2	\$ 210	\$ 42.00
Hunter, Linda D.	08/27/09	Continue review of key audit risks, audit approach and documentation expectations in preparation for meeting regarding same with team.	1.0	\$ 392	\$ 392.00
Bird, Lewis R.	08/28/09	Prepare for Monday morning team meeting with audit staff including compiling documents regarding prior year financial statements and expectations outline.	0.3	\$ 210	\$ 63.00
Bird, Lewis R.	08/31/09	Communication with J. Babcock-Hyde (BMHC) regarding a population of payroll remittances for testing of timely remittance in accordance with DOL regulations.	0.3	\$ 210	\$ 63.00
Denning, Brandon	08/31/09	Obtained and reviewed prior year audit documentation needed to perform current year benefit plan test work	0.4	\$ 126	\$ 50.40
Bird, Lewis R.	08/31/09	Review and analyze prior year workpapers to ensure completeness of current year planned procedures.	0.6	\$ 210	\$ 126.00
Bird, Lewis R.	08/31/09	Review and analyze significant issues from prior year Planning Document and Completion Document.	0.7	\$ 210	\$ 147.00
Bird, Lewis R.	08/31/09	Compare remittance population provided by the Client to the total contributions amount from the financial statements, for completeness and consistency.	0.8	\$ 210	\$ 168.00
Bird, Lewis R.	08/31/09	Prepare workplan for benefit plan audit.	0.8	\$ 210	\$ 168.00
Bird, Lewis R.	08/31/09	Review and coordinate work performed by staff regarding loans, distributions, and contributions.	0.8	\$ 210	\$ 168.00
Bird, Lewis R.	08/31/09	Discussion with L. Hunter and L. Bird (both KPMG) on planning document, prior year issues, and audit plan.	1.0	\$ 210	\$ 210.00
Hunter, Linda D.	08/31/09	Discussion with L. Hunter and L. Bird (both KPMG) on planning document, prior year issues, and audit plan.	1.0	\$ 392	\$ 392.00
Eckert, Angella N.	08/31/09	Discussion with L. Hunter and R. Bird (KPMG) on planning document, prior year issues, and audit plan.	1.0	\$ 322	\$ 322.00
Bird, Lewis R.	08/31/09	Prepare applicable sections of the Planning Document and Completion Document for the current year audit.	1.0	\$ 210	\$ 210.00
Bird, Lewis R.	08/31/09	Benefit plan audit planning discussion with L. Hunter, A. Eckert, R. Bird, L. Fredriksen, and B. Denning (KPMG)	1.5	\$ 210	\$ 315.00
Denning, Brandon	08/31/09	Benefit plan audit planning discussion with L. Hunter, A. Eckert, R. Bird, L. Fredriksen, and B. Denning (KPMG)	1.5	\$ 126	\$ 189.00
Eckert, Angella N.	08/31/09	Benefit plan audit planning discussion with L. Hunter, A. Eckert, R. Bird, L. Fredriksen, and B. Denning (KPMG)	1.5	\$ 322	\$ 483.00
Fredriksen, Laura	08/31/09	Benefit plan audit planning discussion with L. Hunter, A. Eckert, R. Bird, L. Fredriksen, and B. Denning (KPMG)	1.5	\$ 126	\$ 189.00
Hunter, Linda D.	08/31/09	Benefit plan audit planning discussion with L. Hunter, A. Eckert, R. Bird, L. Fredriksen, and B. Denning (KPMG)	1.5	\$ 392	\$ 588.00
Denning, Brandon	08/31/09	Identify and review loan policy documents needed to perform substantive test work.	1.5	\$ 126	\$ 189.00
Denning, Brandon	08/31/09	Perform substantive testing of a sample for the Non - Union Loans.	2.1	\$ 126	\$ 264.60
Hunter, Linda D.	08/31/09	Perform partner review of financials	2.0	\$ 392	\$ 784.00
Hunter, Linda D.	08/31/09	Perform partner review and consideration of participant issues to date.	3.5	\$ 392	\$ 1,372.00
Total 2008 Benefit Plan Audit			<u>45.3</u>		<u>\$ 12,265.40</u>

EXHIBIT E3

Building Materials Holding Corporation., et al
IRS EXAM - IRC 263A
August 1, 2009 through August 31, 2009

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Schlenzig, Kathleen C.	08/25/09	Telephone conference with R. Rathnau (KPMG), J. Suttora (KPMG - WNT) and K. Schlenzig (KPMG) to discuss the Service's proposed Sec. 263A adjustments with respect to the construction companies and the best method to challenge the adjustments.	0.6	\$ 420	\$ 252.00
Suttora, John C.	08/25/09	Partial attendance of telephone conference with R. Rathnau (KPMG), J. Suttora (KPMG - WNT) and K. Schlenzig (KPMG) to discuss the Service's proposed Sec. 263A adjustments with respect to the construction companies and the best method to challenge the adjustments.	0.5	\$ 598	\$ 299.00
Rathnau, Regina L	08/25/09	Telephone conference with R. Rathnau (KPMG), J. Suttora (KPMG - WNT) and K. Schlenzig (KPMG) to discuss the Service's proposed Sec. 263A adjustments with respect to the construction companies and the best method to challenge the adjustments.	0.6	\$ 333	\$ 199.50
Rathnau, Regina L	08/25/09	Research percentage of completion rules and how it interacts with Unicap rules as implemented by BMHC's construction companies for discussion with K. Schlenzig (KPMG) and J. Suttora (KPMG-WNT).	0.4	\$ 333	\$ 133.00
Total IRS EXAM - IRC 263A			<u>2.1</u>		<u>\$ 883.50</u>

EXHIBIT E4

Building Materials Holding Corporation., et al
Fee Statement and Fee Application Preparation
August 1, 2009 through August 31, 2009

Name	Date	Description	Hours	Rate	Amount
Campbell, Celeste H.	08/03/09	Follow-up with BMHC engagement management coordinators for time details for period of 6/16 to 7/31 and request to be set up as secondary engagement management coordinator to facilitate reconciliation process going forward.	0.2	\$ 238	\$ 47.60
Campbell, Celeste H.	08/05/09	Follow-up with L. Flecha (KPMG) regarding work in process reports for BMHC.	0.1	\$ 238	\$ 23.80
Campbell, Celeste H.	08/05/09	Access DASC and obtain details reports for period of 6-16 - 7-31.	0.2	\$ 238	\$ 47.60
Campbell, Celeste H.	08/05/09	Create summary report of time charged since retention to aid reconciliation of time charged via Timenx versus time detail submitted.	0.3	\$ 238	\$ 71.40
Campbell, Celeste H.	08/11/09	Perform analysis of time detail submitted to date versus Timenx hours charged.	0.3	\$ 238	\$ 71.40
Campbell, Celeste H.	08/11/09	Create initial consolidation spreadsheet for BMHC to facilitate preparation of fee statements	0.4	\$ 238	\$ 95.20
Campbell, Celeste H.	08/11/09	Extract and consolidate time detail received to date into consolidation spreadsheet	0.4	\$ 238	\$ 95.20
Campbell, Celeste H.	08/12/09	Follow-up with professionals regarding outstanding time detail	0.2	\$ 238	\$ 47.60
Campbell, Celeste H.	08/12/09	Follow-up with professionals regarding time detail requiring clarification.	0.3	\$ 238	\$ 71.40
Campbell, Celeste H.	08/15/09	Prepare BMHC 1st monthly fee statement to comply with District of Delaware requirements.	1.0	\$ 238	\$ 238.00
Campbell, Celeste H.	08/17/09	Incorporate clarification received from professionals into time detail, review format and edit additional detail	0.5	\$ 238	\$ 119.00
Campbell, Celeste H.	08/17/09	Review format and edit additional detail received for compliance with bankruptcy requirements.	0.5	\$ 238	\$ 119.00
Campbell, Celeste H.	08/17/09	Continue to prepare BMHC 1st monthly fee statement to comply with District of Delaware requirements.	1.0	\$ 238	\$ 238.00
Sellers, Monica	08/17/09	Review time detail and provide revisions and comments.	0.9	\$ 336	\$ 302.40
Campbell, Celeste H.	08/19/09	Address M. Seller's (KPMG) review comments for the first monthly fee statement.	0.4	\$ 238	\$ 95.20
Campbell, Celeste H.	08/26/09	Incorporate R. Husby (KPMG) review comments into 7-09 fee statement.	0.3	\$ 238	\$ 71.40
Total Fee Statement and Fee Application Preparation			<u>7.0</u>		<u>\$ 1,754.20</u>

EXHIBIT E5

Building Materials Holding Corporation., et al
Retention
August 1, 2009 through August 31, 2009

Name	Date	Description	Hours	Rate	Amount
Sellers, Monica	08/07/09	Respond to emails regarding receivables, including notations from declaration.	0.2	\$ 336	\$ 67.20
Sellers, Monica	08/07/09	Review emails received regarding additional engagement letter and email Partners accordingly.	0.1	\$ 336	\$ 33.60
Campbell, Celeste H.	08/07/09	Respond to R. Rathnau (KPMG) regarding next steps for additional fees approvals.	0.1	\$ 238	\$ 23.80
Sellers, Monica	08/07/09	Correspondence with C. Campbell (KPMG) regarding emails referencing outstanding receivables and new engagement letters and any need for supplemental retention documents.	0.2	\$ 336	\$ 67.20
Campbell, Celeste H.	08/07/09	Respond to R. Rathnau (KPMG) regarding pre-petition outstanding amounts.	0.2	\$ 238	\$ 47.60
Campbell, Celeste H.	08/07/09	Review Farrell declaration for specifics regarding pre-petition amounts.	0.4	\$ 238	\$ 95.20
Husby, Richard K	08/10/09	Review and provide comments on draft supplemental retention agreement.	1.5	\$ 322	\$ 483.00
Husby, Richard K	08/10/09	Discussion with M. Sellers and G. Farrell (both KPMG) regarding go-forward procedures for retention purposes, including engagement letters, notifications, etc.	0.5	\$ 322	\$ 161.00
Farrell, Glenn M.	08/10/09	Discussion with M. Sellers and R. Husby (both KPMG) regarding go-forward procedures for retention purposes, including engagement letters, notifications, etc.	0.5	\$ 392	\$ 196.00
Sellers, Monica	08/10/09	Discussion with R. Husby and G. Farrell (both KPMG) regarding go forward procedures for retention purposes, including engagement letters, notifications, etc.	0.5	\$ 336	\$ 168.00
Sellers, Monica	08/10/09	Transmit email to Managing Director regarding unpaid invoice, bankruptcy rules and go-forward procedures.	0.1	\$ 336	\$ 33.60
Sellers, Monica	08/11/09	Call with Partners, Managing Director and Office of General Counsel (all KPMG) regarding project, retention and unpaid invoice.	0.8	\$ 336	\$ 268.80
Sellers, Monica	08/12/09	Revise supplemental documents with comments received from L. Hunter (KPMG).	0.4	\$ 336	\$ 134.40
Sellers, Monica	08/13/09	Continue revisions to draft supplemental, alert counsel of language change.	0.5	\$ 336	\$ 168.00
Sellers, Monica	08/14/09	Revise supplemental documents throughout day and provide information regarding same to counsel, Partners; revise and finalize documents with most recent information received.	1.1	\$ 336	\$ 369.60
Sellers, Monica	08/17/09	Send Supplemental documents that were filed in the matter to the Partners for their files.	0.1	\$ 336	\$ 33.60
Total Retention			<u><u>7.2</u></u>		<u><u>\$ 2,350.60</u></u>

EXHIBIT F
Building Materials Holding Corporation., et al
Summary of Out of Pocket Expenses
August 1, 2009 through August 31, 2009

<u>Category</u>	<u>Amount</u>
Airfare	\$ -
Lodging	-
Meals	-
Ground Transportation	-
Miscellaneous	-
Total	<u><u>\$ -</u></u>

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


AFFIDAVIT OF SERVICE

STATE OF DELAWARE)
) SS
NEW CASTLE COUNTY)

Casey S. Cathcart, an employee of the law firm of Young Conaway Stargatt & Taylor, LLP, co-counsel to the above-captioned debtors, being duly sworn according to law, deposes and says that on September 17, 2009, she caused (i) a copy of the **Second Monthly Fee Application of KPMG LLP as Auditors and Tax Advisor to the Debtors for Allowance of Compensation and Reimbursement of Expenses for the Period Beginning August 1, 2009 Through August 31, 2009** to be served as indicated upon the parties identified in Exhibit A and (ii) a copy of the **Notice of KPMG's Second Monthly Application** to be served as indicated upon the parties identified in Exhibit B.


Casey S. Cathcart

SWORN TO AND SUBSCRIBED before me this 17th day of September, 2009.


Notary Public
My Commission Expires:

ANGELA M. COLSON
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Aug. 31, 2011

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.

EXHIBIT A

BUILDING MATERIALS HOLDING CORPORATION
FEE APPLICATION NOTICE PARTIES
9/17/2009

Kevin B. Fisher, Esq.
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Federal Express

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(Counsel to the Official Committee
of Unsecured Creditors)
Federal Express

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Hand Delivery

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Jennifer E. Smith, Esq.
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of Unsecured Creditors)
Hand Delivery

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

EXHIBIT B

2002 SERVICE LIST
BUILDING MATERIALS HOLDING CORPORATION
9/17/2009

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