

**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, <u>et al.</u> ¹	:	
	:	Jointly Administered
Debtors.	:	
	:	Objection Deadline: October 5, 2009 at 4:00 p.m. (ET)
	:	
-----	X	

**VERIFIED SECOND 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 JULY 1, 2009 THROUGH JULY 31 2009**

Name of Applicant:	<u>Arent Fox LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>July 10, 2009, <i>nunc pro tunc</i> to June 26, 2009</u>
Period for which compensation and reimbursement are sought:	<u>July 1, 2009 through July 31, 2009</u>
Amount of Compensation sought as actual, reasonable, and necessary:	\$216,997.50
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$4,989.44
This is a(n): <input checked="" type="checkbox"/> monthly <input type="checkbox"/> interim <input type="checkbox"/> final application	

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).

PREVIOUS FEE APPLICATIONS

Fee Application Covered Dates, Date Filed, Doc No.	Total Fee Request	Total Expense Request	Certificate of No Objection/ Certification of Counsel Filing Date, Doc. No.	Total Amount of Fees Approved to Date via Certificate of No Objection (80%)	Total Amount of Expenses Approved to Date via Certificate of No Objection (100%)	Amount of Holdback Fees
First Monthly Fee Application of Arent Fox LLP for June 26, 2009 – June 30, 2009 Filed on July 21, 2009 [Docket No. 513]	\$47,820.50	\$154.50	September 11, 2009 Doc. No.596	\$38,256.40	\$154.50	\$9,564.10
Total:	\$47,820.50	\$154.50		\$38,256.40	\$154.50	\$9,564.10

This is the Second Monthly Fee Application for the period of July 1, 2009 – July 31, 2009.

ARENT FOX LLP'S PROFESSIONALS

**Summary of Breakdown of Professional and Paraprofessional Hours and Fees for the
Interim Period of July 1, 2009 – July 31, 2009**

Name of Professional Person	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Christopher J. Giaimo	Partner since 2005. Member of DC and MD bar since 1998. Member of NY bar since 1995.	\$560	123.0	\$68,880.00
Robert M. Hirsh	Joined firm as a Partner in 2005. Member of NY and NJ bar since 1998.	\$600	5.3	\$3,180.00
Carol C. Cohen	Joined firm as a partner in 1995. Member of OH bar since 1977 and DC bar since 1981.	\$615	37.9	\$23,308.50
Timothy F. Brown	Joined firm as a partner in 1998. Member of WA bar, VA bar and DC bar since 1990.	\$610	0.7	\$441.00
Les Jacobowitz	Joined firm as a partner in 2008. Member of NY bar since 1987 and DC bar since 1988.	\$590	1.4	\$826.00
Thomas R. Castiello	Joined firm as associate in 1997, elevated to partner in 2006. Member of MD bar since 1997 and DC bar since 1998.	\$510	21.5	\$10,965.00

Name of Professional Person	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Heike M. Vogel	Joined firm as an associate in 2005. Member of NY bar since 2001. Member of NJ bar since 2000.	\$500	34.3	\$17,150.00
Jeffrey Rothleder	Joined firm as an associate in 2004. Member of DC bar since 2005. Member of MD bar since 2002.	\$465	1.1	\$511.50
Katie A. Lane	Joined firm as an associate in 2008. Member of DC bar since 2007. Member of FL bar since 2002.	\$465	120.9	\$56,218.50
Adrienne W. Blankley	Joined firm as an associate in 2005. Member of NY bar since 2005.	\$420	22.2	\$9,324.00
Rachel J. Richardson	Joined the firm as an associate in 2008. Member of the NY bar since 2004 and DC bar since 2005.	\$410	38.6	\$15,826.00
Andrea Campbell	Joined firm as an associate in 2008. Member of DC bar and VA bar since 2009. Member of FL bar since 2008.	\$310	20.1	\$6,231.00
Nova Constantino	Paraprofessional	\$265	4.7	\$1,245.50
Lisa Indelicato	Paraprofessional	\$265	2.8	\$742.00

Name of Professional Person	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Alvin Thurman	Paraprofessional	\$205	0.5	\$102.50
Sheila Linn	Paraprofessional	\$165	12.4	\$2,046.00
TOTAL			447.4	\$216,997.50

Blended Rate: \$485.02¹

¹ The blended rate is calculated by dividing total fees of \$216,997.50 by the total number of hours of 447.4.

COMPENSATION BY PROJECT CATEGORY
For the Interim Fee Period of July 1, 2009 through July 31, 2009

Project Category	Total Hours	Total Fees
Petition, Schedules, First Day Orders (01)	35.20	\$12,475.00
Case Management and Operating Expenses (02)	9.30	\$4,304.50
Corporate and Business Matters (03)	0.20	\$112.00
Sale and Disposition of Assets (04)	1.60	\$810.50
Asset Analysis and Recovery (05)	1.20	\$721.00
Claims Administration and Objections (06)	4.50	\$2,068.00
Miscellaneous Motions and Objections (07)	52.40	\$24,891.00
Committee and Debtor Communications (08)	77.60	\$40,097.50
Adversary Proceedings (09)	0.00	\$0.00
Professional Retention (10)	25.40	\$8,697.00
Plan and Disclosure Statement Matters (11)	119.50	\$64,161.50
Cash Collateral and DIP Financing (12)	12.40	\$6,378.00
Employee Benefits and Severance, Pensions (13)	5.70	\$3,100.00
Real Estate and Leasing and Executory Contracts (14)	16.70	\$7,724.00
Creditor Inquiries (15)	4.50	\$2,396.50
Automatic Stay and Section 362 and 363 Matters (16)	0.00	\$0.00
Investigation of Secured Creditor, Equipment Lessors (17)	80.80	\$38,837.00
Utilities and Regulatory Matters (18)	0.4	\$224.00
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)	0.00	\$0.00
TOTALS	447.40	\$216,997.50

EXPENSE SUMMARY
JULY 1, 2009 THROUGH JULY 31, 2009

Expense Category	Service Provider/Description (if applicable)	Total Expenses
Out of Town Transportation		\$1,073.20
Meals		\$357.92
Phone Charges		\$30.29
Duplicating (\$0.10 / page)		\$2,468.80
Computerized Research		\$50.77
Printing/Binding		\$3.00
Parking/Mileage		\$33.00
Overtime Meals/Cabs		\$8.25
Out of Town Meals		\$305.93
Out-of Town Lodging		\$460.60
Taxicabs		\$197.68
TOTAL		\$4,989.44

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FOR THE DISTRICT OF DELAWARE**

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In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
	:	Objection Deadline: October 5, 2009 at 4:00 p.m. (ET)
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**VERIFIED SECOND 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 JULY 1, 2009 THROUGH JULY 31, 2009**

Arent Fox LLP (“Arent Fox”) hereby files its Verified Second 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 July 1, 2009 through July 31, 2009 (the “Application”) and respectfully states:

Fees and Expenses for Which Allowance is Sought

1. Arent Fox makes this Application 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”), Local Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local 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”).

2. By this Application, Arent Fox seeks a monthly allowance pursuant to the Professional Fee Order with respect to sums of \$216,997.50 for compensation and \$4,989.44 for reimbursement of actual and necessary expenses for a total of \$221,986.94 for the period from July 1, 2009 through and including July 31, 2009 (the “Compensation Period”). In support of this Application, Arent Fox respectfully represents as follows:

Background

3. 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.

4. 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

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

6. 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

7. 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, Local Rule 2016-2, and the Professional Fee Order.

Actual and Necessary Expenses

8. A summary of the actual and necessary expenses incurred by Arent Fox during the Compensation Period is also contained in **Exhibit A**. 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.

9. 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.

10. 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

11. The partners and associates of Arent Fox who have rendered professional services during the Compensation Period are: Christopher Giaimo, Robert Hirsh, Carol Connor Cohen, Timothy Brown, Les Jacobowitz, Thomas Castiello, Heike Vogel, Jeffrey Rothleder, Katie Lane, Adrienne Blankley, Rachel Richardson and Andrea Campbell. Nova Constantino, Lisa Indelecato, Alvin Thurman and Sheila Linn are paraprofessionals of Arent Fox who also rendered services in these cases during the Compensation Period.

12. 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 has 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

13. 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: \$12,475.00

Total Hours: 35.20

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

category also includes the preparation of a memorandum to the Committee explaining the first day motions and making recommendations to the Committee regarding the relief sought therein. Furthermore, time was spent analyzing the Debtors' schedules, amended schedules and related documents.

B. Case Management and Operating Reports (02)

Fees: \$4,304.50 Total Hours: 9.30

This category includes reviewing and analyzing certain administrative motions and orders related to these cases. Certain administrative tasks are included in this category such as preparing and revising the Committee Bylaws, incorporating provisions requested by the Debtors and Lenders, negotiating a Section 1102 creditor access order, reviewing the request of a proposed ad hoc committee, and maintaining and updating a master calendar of critical dates.

C. Corporate and Business Matters (03)

Fees: \$112.00 Total Hours: 0.20

This category includes the review and analysis of certain court orders related to certain aspects of the Debtors' businesses, including insurance premium financing.

D. Sale and Disposition of Assets (04)

Fees: \$810.50 Total Hours: 1.60

This category includes review and analysis of the Debtors' motion for sale of de minimis assets. It also includes time spent on correspondence and analysis related to insurance and surety bond issues.

E. Asset Analysis and Recovery (05)

Fees: \$721.00 Total Hours: 1.20

This category includes time spent reviewing the Debtors' assets, including but not limited

to bonds and insurance holdings, and analyzing the value of such assets to the estate and the value or accuracy of any liens asserted thereon.

F. Claims Administration and Objections (06)

Fees: \$2,068.00 Total Hours: 4.50

This category includes reviewing various claims filed in these cases, including general proofs of claim, administrative and reclamation claims. Time in this category also includes the review and analysis of the bar date order and the preparation of a memorandum to the Committee summarizing the procedures set forth in the bar date order.

G. Miscellaneous Motions and Objections (07)

Fees: \$24,891.00 Total Hours: 52.40

This category includes the review of all motions, responses, and proposed settlements filed by the Debtors and other parties in this proceeding, and the preparation of summaries and recommendations to the Committee. Where necessary, and in accordance with the Committee's direction, Arent Fox also negotiated with the Debtors to revise many proposed orders to include the terms sought by the Committee, which were often built into the orders entered by the Court. Arent Fox also worked with the Debtors to obtain additional information and to gain a better understanding of the relief sought by certain motions. This category also includes preparation for and attendance at required omnibus hearings.

H. Committee and Debtor Communications, Conferences (08)

Fees: \$40,097.50 Total Hours: 77.60

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 and creditors regarding various issues. This category also includes time expended for all-hands meetings with the Debtors, Lenders and their professionals. Finally, Arent Fox corresponded with the Debtors' and Lenders' counsel on a number of issues, including, but not limited to, the status of DIP negotiations and the Disclosure Statement and Plan.

I. Professional Retention (10)

Fees: \$8,697.00 Total Hours: 25.40

This category includes time spent preparing and running necessary searches for connections to the Debtors, the estates, its creditors, and professionals. This category also includes drafting applications and declarations in support of the retention of the Committee's professionals, Arent Fox and Executive Sounding Board. Finally, Arent Fox expended time updating and running supplemental connections searches as required.

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

Fees: \$64,161.50 Total Hours: 119.50

This category includes Arent Fox's continued discussions and/or negotiations regarding the Debtors' Plan and Disclosure Statement and analysis of the Committee's issues therewith. Additional time in this category was spent discussing the Debtors' financial projections, feasibility analysis and liquidation analysis with the Committee's financial advisors. Finally, substantial time was spent reviewing the Disclosure Statement and preparing a draft objection to the Debtors' Disclosure Statement, and legal research related thereto. This category also includes time expended reviewing the Debtors' revised Disclosure Statement, Plan and exhibits.

K. Cash Collateral and DIP Financing (12)

Fees: \$6,378.00 Total Hours: 12.40

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. Finally, time in this category includes preparation for and attendance of the final DIP hearing.

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

Fees: \$3,100.00 Total Hours: 5.70

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. It also includes analysis of various class action issues.

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

Fees: \$7,724.00 Total Hours: 16.70

This category includes time spent reviewing, analyzing and summarizing for the Committee the Debtors' motions to reject various leases and/or executory contracts. It also includes correspondence related thereto.

N. Creditor Inquiries (15)

Fees: \$2,396.50 Total Hours: 4.50

Arent Fox spent time fielding and responding to various inquiries from unsecured creditors in these cases related to the status of the cases, claims trading, and a possible ad hoc committee.

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

Fees: \$38,837.00 Total Hours: 80.80

This category includes time spent conducting the Committee's investigation of the secured lender and related liens, including a thorough review of the loan documents and other documents produced by the Debtors and the preparation of a loan perfection analysis for the Committee.

P. Utilities and Regulatory Matters (18)

Fees: \$224.00 Total Hours: 0.40

This category includes time spent with various utility provider papers and filings.

Valuation of Services

14. Attorneys and paraprofessionals of Arent Fox have expended a total of 447.40 hours in connection with this matter during the Compensation Period, as follows:

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Christopher J. Giaimo	123.0	\$560
Robert M. Hirsh	5.3	\$600
Carol Connor Cohen	37.9	\$615
Timothy F. Brown	0.7	\$630
Les Jacobowitz	1.4	\$590
Thomas R. Castiello	21.5	\$510
Heike M. Vogel	34.3	\$500
Jeffrey N. Rothleder	1.1	\$465
Katie A. Lane	120.9	\$465
Adrienne W. Blankley	22.2	\$420
Rachel J. Richardson	38.6	\$410
Andrea K. Campbell	20.1	\$310
Lisa Indelicato	2.8	\$265
Nova A. Constantino	4.7	\$265
Alvin D. Thurman	0.5	\$205
Sheila Linn	12.4	\$165

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 \$216,997.50.

15. 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 Local Rule 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 July 1, 2009 through July 31, 2009, (a) an allowance be made to Arent Fox pursuant to the terms of the Professional Fee Order, with respect to the sum of \$216,997.50 as compensation for the necessary professional services rendered, and the sum of \$4,989.44 as reimbursement of the actual and necessary expenses, for a total of \$221,986.94; (c) for such other and further relief as this Court may deem just and proper.

Dated: Washington, DC
September 18, 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)
222 Delaware Ave., Suite 801
Wilmington, DE 19801
302-442-7010 (telephone)
302-442-7012 (facsimile)
bsandler@beneschlaw.com

-and -

ARENT FOX LLP
Christopher J. Giaimo, Jr.
Katie A. Lane
1050 Connecticut Avenue, NW
Washington DC 20036
(202) 857-6424
(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: September 18, 2009
Washington, DC

/s/ Christopher J. Giaimo
Christopher J. Giaimo

**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, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
	:	Objection Deadline: October 5, 2009 at 4:00 p.m. (ET)
	:	
-----	X	

NOTICE OF SECOND 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 September 18, 2009, Arent Fox LLP, counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors (the “Debtors”) filed the attached **Second 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 July 1, 2009 through July 31, 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 \$216,997.50 and reimbursement of expenses in the amount of \$4,989.44.

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, 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 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 **October 5, 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: Washington, DC
September 18, 2009

Benesch Friedlander Coplan & Aronoff, LLP

/s/ Bradford J. Sandler
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-and -

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*Counsel for the Official Committee of
Unsecured Creditors*

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 1212983
Invoice Date 09/11/09
Client Number 031659

Category	Hours	Total

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009		
00000 General	.00	4,989.44
00001 Petition, Schedules, First Day Orders	35.20	12,475.00
00002 Case Management and Operating Reports	9.30	4,304.50
00003 Corporate and Business Matters	.20	112.00
00004 Sale and Disposition of Assets	1.60	810.50
00005 Asset Analysis and Recovery	1.20	721.00
00006 Claims Administration and Objections	4.50	2,068.00
00007 Miscellaneous Motions and Objections	52.40	24,891.00
00008 Committee and Debtor Communications, Conference	77.60	40,097.50
00010 Professional Retention	25.40	8,697.00
00011 Plan and Disclosure Statement Matters and Solici	119.50	64,161.50
00012 Cash Collateral and DIP Financing	12.40	6,378.00
00013 Employee Benefits and Severance, Pensions ERISA,	5.70	3,100.00
00014 Real Estate and Leasing and Executory Contracts	16.70	7,724.00
00015 Creditor Inquiries	4.50	2,396.50
00017 Investigation of Secured Creditor, Equipment Les	80.80	38,837.00
00018 Utilities and Regulatory Matters	.40	224.00

Totals	447.40	221,986.94

(000000) MATTER NUMBER
RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

FOR CHARGES:

07/16/09	PHONE CHARGES User Chris Giaimo called (916) 419-9335 on 07/16/2009 at 17:10 hrs (for 24 mins)	2.40
07/20/09	PHONE CHARGES User Christopher Giaimo called (212) 944-0750 on 07/20/2009 at 13:40 hrs (for 43 mins)	4.30
07/06/09	PHONE CHARGES	21.09
07/29/09	PHONE CHARGES User Christopher Giaimo called (201) 240-0721 on 07/29/2009 at 10:59 hrs (for 25 mins)	2.50

TOTAL FOR: PHONE CHARGES

30.29

07/30/09	DUPPLICATING SUMMARY User Duplicate Duplication copied 552 on 07/30/2009 at 10:21 hrs	55.20
07/31/09	DUPPLICATING SUMMARY User Emily Williams copied 24 on 07/31/2009 at 15:22 hrs	2.40
07/20/09	DUPPLICATING SUMMARY User Duplicate Duplication copied 1001 on 07/20/2009 at 15:51 hrs	100.10
07/20/09	DUPPLICATING SUMMARY User Christopher Giaimo copied 16 on 07/20/2009 at 16:37 hrs	1.60
07/20/09	DUPPLICATING SUMMARY User Julie Hranicky copied 128 on 07/20/2009 at 16:22 hrs	12.80
07/21/09	DUPPLICATING SUMMARY User Duplicate Duplication copied 7598 on 07/21/2009 at 18:22 hrs	759.80
07/21/09	DUPPLICATING SUMMARY User Duplicate Duplication copied 2334 on 07/21/2009 at 09:15 hrs	233.40
07/22/09	DUPPLICATING SUMMARY User Julie Hranicky copied 92 on 07/22/2009 at 13:29 hrs	9.20
07/22/09	DUPPLICATING SUMMARY User Duplicate Duplication copied 3267 on 07/22/2009 at 16:56 hrs	326.70
07/14/09	DUPPLICATING SUMMARY User Duplicate Duplication copied 121 on 07/14/2009 at 08:48 hrs	12.10
07/16/09	DUPPLICATING SUMMARY User Duplicate Duplication copied 2584 on 07/16/2009 at 15:46 hrs	258.40
07/16/09	DUPPLICATING SUMMARY User Duplicate Duplication copied 1228 on 07/16/2009	122.80

07/23/09	at 16:51 hrs DUPLICATING SUMMARY User Duplicate Duplication copied 311 on 07/23/2009 at 12:08 hrs	31.10
07/23/09	DUPLICATING SUMMARY User Denise Newman copied 177 on 07/23/2009 at 11:35 hrs	17.70
07/24/09	DUPLICATING SUMMARY User Denise Newman copied 15 on 07/24/2009 at 12:13 hrs	1.50
07/28/09	DUPLICATING SUMMARY User Duplicate Duplication copied 963 on 07/28/2009 at 14:21 hrs	96.30
07/28/09	DUPLICATING SUMMARY User Duplicate Duplication copied 3098 on 07/28/2009 at 13:00 hrs	309.80
07/28/09	DUPLICATING SUMMARY User Duplicate Duplication copied 933 on 07/28/2009 at 12:44 hrs	93.30
07/28/09	DUPLICATING SUMMARY User Emily Williams copied 246 on 07/28/2009 at 12:06 hrs	24.60
TOTAL FOR: DUPLICATING SUMMARY		2,468.80
07/31/09	WESTLAW User: RICHARDSON,RACHEL	19.04
07/31/09	WESTLAW User: RICHARDSON,RACHEL	31.73
TOTAL FOR: WESTLAW		50.77
07/28/09	PRINTING/BINDING	1.00
07/28/09	PRINTING/BINDING	2.00
TOTAL FOR: PRINTING/BINDING		3.00
07/01/09	PARKING AND/OR MILEAGE - CHRISTOPHER GLAIMO 0701:MILEAGE:60MILES:TRAVEL DEST: WILMINGTON, DE	33.00
TOTAL FOR: PARKING AND/OR MILEAGE		33.00
07/06/09	OVERTIME MEALS & CABS - ADRIENNE BLANKLEY 0706:CAB HOME LATE	8.25
TOTAL FOR: OVERTIME MEALS & CABS		8.25
07/16/09	TAXICABS - KATIE LANE 0716:MEALS: DELAWARE	2.08
07/16/09	TAXICABS - KATIE LANE 0716:PARKING/TAXI: DELAWARE	28.00
07/01/09	TAXICABS - CHRISTOPHER GLAIMO 0701:PARKING/TAXI:TRAVEL DEST: WILMINGTON, DE	7.00
07/07/09	TAXICABS - CHRISTOPHER GLAIMO 0707:PARKING/TAXI:TRAVEL DEST: NEW YORK	117.52
07/01/09	TAXICABS - KATIE LANE	24.00

07/06/09 0701:PARKING/TAXI:TRAVEL DEST: DELAWARE
TAXICABS - KATIE LANE 19.08
0706-0707:PARKING/TAXI:TRAVEL DEST:
DELAWARE

TOTAL FOR: TAXICABS 197.68

07/07/09 MEALS - CHRISTOPHER GIAIMO 357.92
0707:LUNCH:VARIOUS ASSOCIATIONS:TRAVEL
DEST: NEW YORK

TOTAL FOR: MEALS 357.92

07/01/09 OUT-OF-TOWN TRANSPORTATION - KATIE 229.00
LANE 0701:AMTRAK:TRAVEL DEST: DELAWARE
07/06/09 OUT-OF-TOWN TRANSPORTATION - KATIE 310.00
LANE 0706:AMTRAK;TRAVEL DEST: DELAWARE
07/01/09 OUT-OF-TOWN TRANSPORTATION - 165.00
CHRISTOPHER GIAIMO 0701:AMTRAK:TRVEL
DEST: WILMINGTON, DE-HEARING
07/06/09 OUT-OF-TOWN TRANSPORTATION - 369.20
CHRISTOPHER GIAIMO 0706:DELTA
AIRLINES:TRAVEL DEST: NEW YORK

TOTAL FOR: OUT-OF-TOWN TRANSPORTATION 1,073.20

07/06/09 OUT OF TOWN LODGING - CHRISTOPHER 230.86
GIAIMO 0706HYATT HOTEL:TRAVEL DEST:
NEW YORK
07/07/09 OUT OF TOWN LODGING - KATIE LANE 229.74
0707:GRAND HYATT NEW YORK:TRAVEL DEST:
DELAWARE

TOTAL FOR: OUT OF TOWN LODGING 460.60

07/06/09 OUT-OF-TOWN MEALS - KATIE LANE 162.55
0706:MEALS:TRAVEL DEST: DELAWARE
07/01/09 OUT-OF-TOWN MEALS - KATIE LANE 64.00
0701:MEALS:TRAVEL DEST: DELAWARE
07/06/09 OUT-OF-TOWN MEALS - CHRISTOPHER 79.38
GIAIMO 0706:MEALS:TRAVEL DEST: NEW YORK

TOTAL FOR: OUT-OF-TOWN MEALS 305.93

CURRENT CHARGES -----
4,989.44
SUBTOTAL FOR THIS MATTER \$4,989.44

(000001) MATTER NUMBER
RE: Petition, Schedules, First Day Orders

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/01/09	AK CAMPBELL	1.3	403.00
Review/revise summaries of first day motions/orders and conference with A. Blankley re: clarification/questions re: the same.			
07/01/09	AB BLANKLEY	5.7	2,394.00
Continue to draft, review and revise memorandum to Committee on all first day and other related motions and case status issues.			
07/04/09	AK CAMPBELL	.8	248.00
Review and revise memo to Committee re: first day motions.			
07/06/09	AB BLANKLEY	.2	84.00
Telephone conference with Chris Giaimo re proposed revisions to first day memorandum to be sent to Committee.			
07/06/09	AB BLANKLEY	3.8	1,596.00
Review and revise and send first day memorandum to the Committee.			
07/07/09	KA LANE	3.7	1,720.50
Working travel (review of Disclosure and Plan Issues) back to DC.			
07/08/09	KA LANE	.2	93.00
Telephone call with A. Blankley regarding first days.			
07/15/09	NA CONSTANTINO	.2	53.00
Review docket to determine status of first omnibus motion to reject leases			
07/16/09	SL LINN	4.2	693.00
Collect, review, organize and assemble docket items including orders, statements of financial affairs and related schedules for debtors; review status with C. Giaimo.			
07/17/09	SL LINN	2.2	363.00
Collect, review, organize and assemble docket items including orders, statements of financial affairs and related schedules for debtors.			
07/20/09	CG GIAIMO	.8	448.00
Review and analyze schedules and confer with S. Linn regarding assembly of same.			
07/20/09	SL LINN	1.5	247.50
Prepare pleadings binders; review status with K. Lane.			
07/21/09	CG GIAIMO	.9	504.00
Review and analysis of filed schedules and statements of financial affairs.			
07/21/09	CG GIAIMO	.4	224.00
Review recently-filed amended schedules.			
07/22/09	SL LINN	1.1	181.50
Prepare and update pleadings binders; research docket for new entries.			
07/28/09	KA LANE	6.1	2,836.50
Review Debtors' Global Notes and Debtors' schedules generally.			
07/31/09	CG GIAIMO	.1	56.00
Coordinate analysis of amended Schedules with S. Linn.			

07/31/09	SL	LINN	Review Schedules and Statements and prepare and distribute combined summary schedule.	2.0	330.00
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CURRENT FEES

12,475.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	2.2	at	\$560.00 =	1,232.00
KATIE A. LANE	10.0	at	\$465.00 =	4,650.00
ADRIENNE W. BLANKLE	9.7	at	\$420.00 =	4,074.00
ANDREA K. CAMPBELL	2.1	at	\$310.00 =	651.00
NOVA A. CONSTANTINO	.2	at	\$265.00 =	53.00
SHEILA LINN	11.0	at	\$165.00 =	1,815.00
TOTALS	35.2			12,475.00

SUBTOTAL FOR THIS MATTER

\$12,475.00

(000002) MATTER NUMBER
RE: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/01/09	KA LANE	.3	139.50
07/01/09	KA LANE	.3	139.50
07/02/09	NA CONSTANTINO	.6	159.00
07/02/09	CG GIAIMO	.3	168.00
07/06/09	CG GIAIMO	.2	112.00
07/07/09	CG GIAIMO	.1	56.00
07/08/09	KA LANE	.4	186.00
07/09/09	CG GIAIMO	.9	504.00
07/09/09	CG GIAIMO	.7	392.00
07/09/09	CG GIAIMO	.2	112.00
07/09/09	KA LANE	.4	186.00
07/09/09	AK CAMPBELL	1.1	341.00
07/09/09	JN ROTHLEDER	.3	139.50
07/10/09	CG GIAIMO	.1	56.00
07/14/09	CG GIAIMO	.1	56.00
07/21/09	KA LANE	.2	93.00
07/21/09	CG GIAIMO	.1	56.00
07/21/09	CG GIAIMO	.1	56.00
07/22/09	AK CAMPBELL	.2	62.00
07/27/09	KA LANE	.2	93.00

Review proposed Bylaws.
Review Bylaws as proposed by Debtors and incorporate confidentiality concepts.
Review of docket to calendar hearing and objection deadline dates
E-mails with S. Beach regarding By-laws and confidentiality issues.
Review debtor comments to By-laws and issues regarding same.
Confer with local counsel regarding By-laws and 1102 motion.
Various correspondence to Debtor and ACE's counsel regarding reexecution of indemnity agreement.
Review and revise by-laws regarding Debtor request and issues regarding 1102 and amendments thereto.
Negotiations with S. Beach regarding terms of by-laws and 1102 order.
Communication with local counsel regarding by-laws and revised 1102 order.
Correspondence with Lenders and others regarding Bylaws.
Revise various Committee documents including bylaws and creditor information sharing order.
Analyze Debtor's comments to bylaws and conference with C. Giaimo re same.
Emails with local counsel regarding 1102 and filing of same.
Emails with R. Sims regarding retention and by-laws and meeting issues.
Correspondence with Debtor's counsel regarding case schedule.
Respond to Ad Hoc Committee solicitations.
Review Debtors' critical dates memorandum.
Review critical date spreadsheet and correspond with K. Lane and C. Giaimo re: the same.
Review agenda of upcoming matters and study objection deadlines.

07/27/09	KA	LANE	Review notes from call with Debtors' professionals.	.2	93.00
07/27/09	AK	CAMPBELL	Review correspondence from K. Lane re: hearing dates/deadlines.	.1	31.00
07/28/09	KA	LANE	Review correspondence from D. Snider regarding Ad Hoc Committee's position.	.2	93.00
07/28/09	KA	LANE	Review latest docket and flag entries for review.	.3	139.50
07/28/09	CG	GIAIMO	Review and revise monthly invoice for compliance with local Rules.	.4	224.00
07/30/09	CG	GIAIMO	Review monthly operating report.	.3	168.00
07/31/09	KA	LANE	Correspondence with C. Giaimo regarding various matters needing attention.	.9	418.50
07/31/09	AK	CAMPBELL	Begin to draft/revise master hearing and deadline chart.	.1	31.00

CURRENT FEES

4,304.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	3.5	at	\$560.00 =	1,960.00
JEFFREY ROTHLEDER	.3	at	\$465.00 =	139.50
KATIE A. LANE	3.4	at	\$465.00 =	1,581.00
ANDREA K. CAMPBELL	1.5	at	\$310.00 =	465.00
NOVA A. CONSTANTINO	.6	at	\$265.00 =	159.00
TOTALS	9.3			4,304.50

SUBTOTAL FOR THIS MATTER

\$4,304.50

(000003) MATTER NUMBER
RE: Corporate and Business Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/16/09	CG GIAIMO	.2	112.00
Review order authorizing insurance premium financing.			

CURRENT FEES

112.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	.2	at \$560.00 =	112.00
TOTALS	0.2		112.00
SUBTOTAL FOR THIS MATTER			\$112.00

(000004) MATTER NUMBER
RE: Sale and Disposition of Assets

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/07/09	CG GIAIMO	.4	224.00
E-mails with Debtors' counsel pre surety bond issues and related financial matters.			
07/07/09	KA LANE	.3	139.50
Correspondence with T. Brown regarding insurance and surety bond issues.			
07/07/09	KA LANE	.3	139.50
Various correspondence with M. Kelsey regarding surety bond issues.			
07/08/09	KA LANE	.3	139.50
Telephone call with T. Brown to discuss bonding and surety issues.			
07/31/09	CG GIAIMO	.3	168.00
Review motion for sale of de minimis assets.			

CURRENT FEES

810.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.7	at \$560.00 =	392.00
KATIE A. LANE	.9	at \$465.00 =	418.50
TOTALS	1.6		810.50

SUBTOTAL FOR THIS MATTER

\$810.50

(000005) MATTER NUMBER
RE: Asset Analysis and Recovery

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/06/09	CG GIAIMO	.2	112.00
07/07/09	TF BROWN	.2	126.00
07/08/09	TF BROWN	.1	63.00
07/08/09	TF BROWN	.3	189.00
07/08/09	TF BROWN	.1	63.00
07/08/09	CG GIAIMO	.3	168.00

Analysis of claims in insurance policies.
Email exchange with K. Lane regarding bonding issues.
Review email from K. Lane regarding bonding issues.
Telephone call with K. Lane regarding bonding issues.
Email exchange regarding same.
Review email correspondence regarding surety and bond issues.

CURRENT FEES

721.00

TIMEKEEPER TIME SUMARY

TIMOTHY F. BROWN	.7	at \$630.00 =	441.00
CHRIS GIAIMO	.5	at \$560.00 =	280.00
TOTALS	1.2		721.00

SUBTOTAL FOR THIS MATTER

\$721.00

(000006) MATTER NUMBER
RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/02/09	CG GIAIMO	.2	112.00
07/06/09	CG GIAIMO	.2	112.00
07/06/09	KA LANE	.4	186.00
07/06/09	KA LANE	.3	139.50
07/07/09	CG GIAIMO	.3	168.00
07/07/09	NA CONSTANTINO	.3	79.50
07/08/09	AB BLANKLEY	.3	126.00
07/15/09	CG GIAIMO	.3	168.00
07/20/09	CG GIAIMO	.1	56.00
07/23/09	AB BLANKLEY	.4	168.00
07/23/09	AB BLANKLEY	.8	336.00
07/23/09	CG GIAIMO	.3	168.00
07/23/09	CG GIAIMO	.2	112.00
07/23/09	NA CONSTANTINO	.2	53.00
07/24/09	AB BLANKLEY	.2	84.00

CURRENT FEES

2,068.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	1.6	at \$560.00 =	896.00
KATIE A. LANE	.7	at \$465.00 =	325.50
ADRIENNE W. BLANKLEY	1.7	at \$420.00 =	714.00
NOVA A. CONSTANTINO	.5	at \$265.00 =	132.50
TOTALS	4.5		2,068.00

SUBTOTAL FOR THIS MATTER

\$2,068.00

(000007) MATTER NUMBER
RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
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07/01/09	CG GIAIMO	.4	224.00
Review insurance motion summary and issues related thereto.			
07/01/09	CG GIAIMO	.1	56.00
Review proposed hearing agenda.			
07/01/09	CG GIAIMO	.1	56.00
Review interim compensation summary.			
07/01/09	CG GIAIMO	.2	112.00
Review motion to increase mechanic's liens payments.			
07/02/09	AB BLANKLEY	.7	294.00
Draft and review of summary of supplemental motion for an order (a) increasing the debtors' authorization to pay certain prepetition claims of shippers, warehousemen, and mechanic's Materialman's lien claimants; and (b) authorizing financial institutions to honor and process related checks and transfers.			
07/06/09	CG GIAIMO	.3	168.00
Analysis of issues related to insurance motion.			
07/08/09	KA LANE	.4	186.00
Correspondence with A. Blankley regarding various motions filed to date.			
07/13/09	KA LANE	.2	93.00
Various correspondence with C Giaimo regarding upcoming hearing and preparations therefor.			
07/13/09	KA LANE	3.7	1,720.50
Review several of the various motions and proposed orders for upcoming hearing and mark up comments to same.			
07/13/09	CG GIAIMO	.2	112.00
Confer with K. Lane regarding open motions for hearing on July 19.			
07/14/09	KA LANE	.7	325.50
Various correspondence with C. Giaimo regarding open issues pertaining to upcoming hearing for final orders.			
07/14/09	KA LANE	5.3	2,464.50
Continue review and analysis of motions and proposed orders to be heard and considered at 7/16 hearing, including motions to reject leases and executory contracts, wage motion, insurance motion and utilities motion.			
07/14/09	KA LANE	1.2	558.00
Prepare written summary of objection points to various motions and orders.			
07/14/09	KA LANE	.3	139.50
Conference with R. Poppitti regarding various comments to orders.			
07/14/09	CG GIAIMO	.7	392.00
Confer with K. Lane regarding pending motions for July 16 hearing and Committee analysis and response to same.			

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07/14/09	CG	GLAIMO	Review docket entries regarding pending motions and certificates of no objection.	.5	280.00
07/14/09	CG	GLAIMO	Review notice of Agenda matters for July 16 hearing and confer with K. Lane regarding same.	.2	112.00
07/14/09	CG	GLAIMO	Emails with Debtors' counsel regarding hearing status for July 16.	.1	56.00
07/14/09	CG	GLAIMO	Confer with K. Lane regarding negotiation of terms of proposed orders.	.3	168.00
07/14/09	CG	GLAIMO	Confer with K. Lane regarding negotiations of proposed orders and protections for unsecureds.	.8	448.00
07/15/09	CG	GLAIMO	Confer with K. Lane regarding hearing strategy and issues.	.4	224.00
07/15/09	CG	GLAIMO	Confer with K. Lane and Debtors' counsel regarding negotiations of numerous proposed orders prior to July 16 hearing.	2.3	1,288.00
07/15/09	CG	GLAIMO	Confer with K. Lane regarding objections with respect to matters pending for July 16.	.3	168.00
07/15/09	CG	GLAIMO	Confer with K. Lane regarding contested matters for July 16 hearing and strategy for same.	.5	280.00
07/15/09	KA	LANE	Multiple correspondence with C. Giaimo regarding upcoming omnibus hearing.	.8	372.00
07/15/09	KA	LANE	Various correspondence with R. Poppetti and M. Rosenthal regarding draft orders and Committee's comments thereto.	1.2	558.00
07/15/09	KA	LANE	Review proposed orders.	.4	186.00
07/15/09	KA	LANE	Correspondence with C. Giaimo regarding comments to employee wage order.	.2	93.00
07/15/09	KA	LANE	Review Objection to De Minimus Motion filed by United States Trustee.	.2	93.00
07/16/09	KA	LANE	Travel to and from DE and attend omnibus hearing (working travel--preparing for hearing, summarizing hearing for Committee).	6.1	2,836.50
07/16/09	KA	LANE	Various correspondence with C. Giaimo and C. Cohen regarding Committee's issues with remaining second day motions.	.6	279.00
07/16/09	AB	BLANKLEY	Review of summary of 07/16/09 hearing from Katie Lane.	.2	84.00
07/16/09	CG	GLAIMO	Confer with K. Lane regarding attendance at hearing, issues to be raised and matters related to Committee presentation.	.4	224.00
07/16/09	CG	GLAIMO	Confer with K. Lane regarding hearing results and issues related thereto.	.2	112.00

07/21/09	CG	GLAIMO	Review currently-pending motions for objectionable relief and confer with K. Lane regarding same.	.7	392.00
07/21/09	CG	GLAIMO	Review withdrawal of motion for reimbursement expense and confer with K. Lane regarding same.	.2	112.00
07/21/09	CG	GLAIMO	Emails with Debtors' counsel regarding proposed fee for HIG due diligence.	.2	112.00
07/21/09	KA	LANE	Various conferences and correspondence with A. Campbell and A. Blankley regarding objections to certain motions pending before the Court.	1.6	744.00
07/21/09	AK	CAMPBELL	Review and summarize various motions on July 29, 2009 hearing agenda; discuss the same with K.Lane.	2.7	837.00
07/21/09	AB	BLANKLEY	Telephone conference with Katie Lane re objection to HIG motion for reimbursement of appraisal expenses.	.3	126.00
07/21/09	KA	LANE	Conference with C. Giaimo regarding various pending matters.	.3	139.50
07/21/09	KA	LANE	Review various motions up for hearing on July 29 and summarize for Committee making recommendations.	3.1	1,441.50
07/21/09	KA	LANE	Correspondence with Debtor's counsel regarding Davis Brothers APA.	.2	93.00
07/22/09	CG	GLAIMO	Review Debtors' analysis of critical vendor tracking.	.2	112.00
07/22/09	KA	LANE	Review additional documentation and correspondence provided by Debtors concerning Davis Brothers, Embarcadero, Trim Solutions and Axelrod.	3.1	1,441.50
07/22/09	KA	LANE	Various correspondence with C. Giaimo and C. Cohen regarding advice to Committee and other issues.	2.2	1,023.00
07/22/09	KA	LANE	Conferences and correspondence with A. Blankley regarding review of Davis Brothers APA and related documents and preparation of objection.	.4	186.00
07/23/09	KA	LANE	Conference with A. Blankley regarding Davis Bros. APA and agreement and recommendation not to object.	.4	186.00
07/23/09	KA	LANE	Telephone call and correspondence with J. Graves regarding adjournment of Trim Solutions and Davis Brothers motions.	.4	186.00
07/23/09	KA	LANE	Conferences and correspondence with C. Giaimo regarding Axelrod, Trim, and Davis and potential adjournment.	.7	325.50
07/23/09	CG	GLAIMO	Confer with K. Lane regarding Committee memorandum for pending matters and related hearing dates.	.3	168.00

07/23/09	CG	GIAIMO	Meeting with K. Lane to strategize regarding pending motions and proposed calendar for hearings and Debtors' position with respect to same. Review Nevada Power motion for adequate protection.	.4	224.00
07/23/09	CG	GIAIMO	Email discussions with Debtors' counsel regarding continuation of hearing dates and related matters.	.1	56.00
07/23/09	CG	GIAIMO	Correspondence with ESBA concerning Davis Brothers and updating from call with Rosenthal.	.2	112.00
07/24/09	KA	LANE	Various correspondence with C. Giaimo and ESBA concerning calculation of contingency payments to Davis Bros.	.6	279.00
07/27/09	KA	LANE	Various correspondence with C. Giaimo, C. Cohen and A. Campbell regarding work on upcoming issues.	1.2	558.00
07/27/09	CG	GIAIMO	Review revised and updated agenda.	.1	56.00
07/28/09	CG	GIAIMO	Review agenda and issues regarding hearing.	.1	56.00
07/29/09	KA	LANE	Review latest docket entries and review supplemental filings and other docket matters.	1.9	883.50

CURRENT FEES

24,891.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	10.5	at	\$560.00 =	5,880.00
KATIE A. LANE	38.0	at	\$465.00 =	17,670.00
ADRIENNE W. BLANKLE	1.2	at	\$420.00 =	504.00
ANDREA K. CAMPBELL	2.7	at	\$310.00 =	837.00
TOTALS	52.4			24,891.00
SUBTOTAL FOR THIS MATTER				\$24,891.00

(000008) MATTER NUMBER
RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/01/09	CG GIAIMO	.3	168.00
07/01/09	CG GIAIMO	.2	112.00
07/01/09	CG GIAIMO	.2	112.00
07/01/09	RM HIRSH	.5	300.00
07/01/09	KA LANE	.6	279.00
07/02/09	KA LANE	.4	186.00
07/02/09	KA LANE	.2	93.00
07/02/09	CG GIAIMO	.4	224.00
07/02/09	CG GIAIMO	.8	448.00
07/03/09	CG GIAIMO	.9	504.00
07/06/09	CG GIAIMO	1.0	560.00
07/06/09	CG GIAIMO	.4	224.00
07/06/09	CG GIAIMO	.3	168.00
07/06/09	CG GIAIMO	2.0	1,120.00
07/06/09	CG GIAIMO	1.4	784.00
07/06/09	KA LANE	1.3	604.50
07/06/09	KA LANE	.2	93.00
07/06/09	KA LANE	3.8	1,767.00
07/06/09	KA LANE	.7	325.50

07/06/09	KA	LANE	Various correspondence and conferences with C. Giaimo in preparation for meeting with Debtors and Lenders.	.8	372.00
07/06/09	KA	LANE	Conference with Committee Members concerning events at DIP hearing and upcoming matters.	.8	372.00
07/07/09	RM	HIRSH	Multiple conferences with C. Giaimo and Committee financial advisors regarding discussion of Debtor presentation and strategy.	.7	420.00
07/07/09	RM	HIRSH	Attended Debtor presentation to the Committee.	4.1	2,460.00
07/07/09	AK	CAMPBELL	Review and summarize bar date motion and order.	.6	186.00
07/07/09	KA	LANE	All-hands meeting with the Debtors and Lenders.	4.1	1,906.50
07/07/09	KA	LANE	Meeting with C. Giaimo to prepare for meeting with debtors and secured lenders.	.8	372.00
07/07/09	KA	LANE	Correspondence with R. Hirsh regarding meeting with Debtors and Lenders.	.2	93.00
07/07/09	CG	GIAIMO	Non-working return travel from New York [billed at half-time].	2.5	1,400.00
07/07/09	CG	GIAIMO	Meeting with Debtors, Lenders and financial advisors.	4.1	2,296.00
07/08/09	KA	LANE	Review notes and prepare correspondence to Committee explaining happenings at meeting with Debtors and Lenders.	.7	325.50
07/08/09	CG	GIAIMO	Review Bar Date Committee memorandum and confer with A. Blankley regarding same.	.3	168.00
07/08/09	HM	VOGEL	Review of update to Committee of meeting with professionals and status of case and review of first day motions and pertinent pleadings.	.4	200.00
07/08/09	AB	BLANKLEY	Attention to Committee distribution list.	.1	42.00
07/09/09	CG	GIAIMO	Review Committee correspondence regarding status of negotiations.	.1	56.00
07/09/09	CG	GIAIMO	Communications with Committee member regarding confidentiality issues.	.3	168.00
07/09/09	KA	LANE	Correspondence to Committee explaining informal discovery letter.	.2	93.00
07/10/09	CG	GIAIMO	Email with R. Garcia regarding confidentiality terms.	.2	112.00
07/11/09	CG	GIAIMO	Confer with K. Lane regarding status of discussions with Debtors' counsel on pending matters.	.3	168.00
07/11/09	CG	GIAIMO	Review meeting summary for Committee.	.2	112.00
07/11/09	KA	LANE	Correspondence with C. Giaimo regarding open issues related to Committee communication.	.4	186.00
07/11/09	KA	LANE	Conference with R. Garcia regarding events in case and updating on status.	.9	418.50

07/11/09	KA	LANE	Prepare letter to Committee outlining meeting with Lenders and Debtor.	2.7	1,255.50
07/13/09	KA	LANE	Telephone call with Debtor's counsel regarding updates as to Plan and related issues.	.3	139.50
07/14/09	CG	GIAIMO	Email communications with R. Garcia regarding lease rejections and Disclosure Statement issues.	.5	280.00
07/14/09	CG	GIAIMO	Emails with R. Garcia regarding ESBA financial requests and direction regarding cash flow analysis required.	.2	112.00
07/14/09	CG	GIAIMO	Review of email from R. Garcia regarding document production.	.1	56.00
07/14/09	CG	GIAIMO	Review meeting notes from July 7 meeting for Committee dissemination.	.2	112.00
07/14/09	CG	GIAIMO	Review status of retention application and emails with Committee Members regarding same.	.2	112.00
07/14/09	CG	GIAIMO	Emails with R. Garcia regarding objections to Disclosure Statement and confer with R. Garcia regarding same.	.3	168.00
07/14/09	CG	GIAIMO	Emails to Committee regarding retention applications.	.3	168.00
07/14/09	CG	GIAIMO	Confer with K. Lane regarding interim compensation order for Committee Members and email to Committee regarding same.	.3	168.00
07/14/09	KA	LANE	Telephone call with Debtors' counsel regarding revised language for certain orders.	.3	139.50
07/14/09	KA	LANE	Various correspondence with Debtor's counsel regarding open issues pertaining to upcoming hearing for final orders.	.3	139.50
07/14/09	KA	LANE	Correspondence with Committee regarding reimbursement of expenses.	.2	93.00
07/15/09	CG	GIAIMO	Confer with K. Lane regarding Debtor/Lender meeting summary to be sent to Committee.	.2	112.00
07/15/09	CG	GIAIMO	Emails with Committee Members regarding by-laws.	.2	112.00
07/15/09	CG	GIAIMO	Confer with A. Blankley regarding review and analysis of pending motions, recommendations and Committee summaries.	.6	336.00
07/15/09	KA	LANE	Review ESBA's comments to notes and incorporate same into revised notice to Committee Members.	1.6	744.00
07/15/09	KA	LANE	Draft and finalize detailed memorandum to Committee Members detailing upcoming hearings, objections and replies, and our recommendations therefor.	2.7	1,255.50

07/15/09	HM	VOGEL	Review and analyze correspondence with Committee setting forth status of first day motions and various other relief as approved by Court and strategy moving forward.	.2	100.00
07/16/09	HM	VOGEL	Review of internal correspondence re summary of hearing and rulings of the Court during same.	.1	50.00
07/16/09	CC	COHEN	Telephone call from co-chair of Committee regarding various matters.	.3	184.50
07/16/09	CG	GIAIMO	Emails and call with R. Garcia regarding Plan and Disclosure Statement and matters related to procedure and issues for same.	.9	504.00
07/16/09	CG	GIAIMO	Emails with Committee regarding hearing results and calls regarding Disclosure Statement.	.3	168.00
07/17/09	CG	GIAIMO	Review weekly Committee update memorandum and revise same.	.2	112.00
07/17/09	CG	GIAIMO	Call with K. Lane regarding Committee emails and request for Committee information and matters related thereto.	.3	168.00
07/17/09	CG	GIAIMO	Emails to R. Garcia regarding status of Disclosure Statement hearing.	.1	56.00
07/17/09	HM	VOGEL	Review and analyze correspondence to Committee re status of case and strategy moving forward and internal communications with respect to revised Disclosure Statement.	.3	150.00
07/20/09	CG	GIAIMO	Call with D. Kerrihan to discuss status of financial analysis and impediments being imposed by P. J. Solomon.	.4	224.00
07/20/09	CG	GIAIMO	Emails and call with D. Kerrihan regarding issues being presented by P. J. Solomon and Plan to resolve same.	.4	224.00
07/20/09	CG	GIAIMO	Communications with D. Kerrihan regarding status of financial analysis and related matters.	.3	168.00
07/21/09	CG	GIAIMO	Weekly Committee call with Members to discuss pending motions, ESBA update, Disclosure Statement and related matters.	1.0	560.00
07/21/09	CG	GIAIMO	Emails to Committee regarding schedules and ESBA agenda regarding Plan.	.2	112.00
07/21/09	CG	GIAIMO	Call with R. Sims regarding treatment as critical vendor and related Committee issues.	.4	224.00
07/21/09	CG	GIAIMO	Review Committee update memorandum regarding pending matters.	.1	56.00
07/21/09	KA	LANE	Telephone call with R. Garcia regarding disclosure and other issues.	.5	232.50

07/21/09	KA	LANE	Telephone call with Debtors' counsel regarding issues with pending motions.	.2	93.00
07/21/09	KA	LANE	Telephone call with Committee to inform of upcoming hearings and related issues.	1.2	558.00
07/21/09	HM	VOGEL	Telephone conference with Committee re Debtors' proposed Disclosure Statement and Plan and recently filed pleadings and possible strategies moving forward	1.5	750.00
07/21/09	CC	COHEN	Telephone conference with Committee.	1.5	922.50
07/21/09	KA	LANE	Review letter from former employee Milligan.	.2	93.00
07/22/09	KA	LANE	Various correspondence with Committee Members making recommendations and explaining certain motions pending before Court.	1.8	837.00
07/22/09	KA	LANE	Conference with J. Frank regarding claims trading issues.	.2	93.00
07/22/09	CG	GIAIMO	Emails with R. Garcia regarding CPA retention matters.	.2	112.00
07/22/09	CG	GIAIMO	Review R. Garcia's letter and address concerns with creditor information and related matters.	.3	168.00
07/22/09	CG	GIAIMO	Emails with R. Garcia regarding pending motions and issues related thereto.	.3	168.00
07/22/09	CG	GIAIMO	Emails with R. Garcia regarding Committee's comments to Disclosure Statement and review of same.	.3	168.00
07/22/09	CG	GIAIMO	Emails with R. Garcia regarding Ad Hoc Committee and issues regarding same.	.3	168.00
07/22/09	CG	GIAIMO	Emails with R. Garcia regarding Debtors' Statements and Schedules.	.2	112.00
07/22/09	CG	GIAIMO	Review Committee update on pending motions and recently-entered orders.	.1	56.00
07/22/09	CG	GIAIMO	Emails to Committee regarding ESBA retention application.	.2	112.00
07/22/09	AB	BLANKLEY	Review of status updates from Katie Lane and Chris Giaimo re hearing and order on de minimis sale order and ESBA retention.	.2	84.00
07/22/09	HM	VOGEL	Review of correspondence to Committee re de minimis sale order and review of annexed order.	.2	100.00
07/23/09	CG	GIAIMO	Review correspondence from R. Garcia regarding Debtors' restructuring plans.	.2	112.00
07/23/09	CG	GIAIMO	Review proposed Committee email on Davis Bros. contract and confer with A. Blankley regarding same.	.2	112.00
07/23/09	CG	GIAIMO	Review and revise Committee memorandum on pending motions.	.2	112.00
07/23/09	CG	GIAIMO	Exchange emails with Committee regarding proposals for pending contract motions.	.1	56.00

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07/23/09	CG	GIAIMO	Emails with K. Lane regarding circulation of objection to Disclosure Statement to the Committee.	.1	56.00
07/23/09	CG	GIAIMO	Emails with R. Garcia regarding Davis Bros. contract issues.	.1	56.00
07/23/09	KA	LANE	Revise objection to Disclosure Statement and send draft to Committee.	.9	418.50
07/24/09	KA	LANE	Conference call with C. Giaimo and Debtors' counsel to discuss Committee's concerns with draft Disclosure Statement.	1.1	511.50
07/24/09	KA	LANE	Telephone call with M. Rosenthal regarding need for additional time to determine Davis Brothers position.	.2	93.00
07/24/09	CG	GIAIMO	Emails with M. Rosenthal regarding Plan and Disclosure Statement matters.	.2	112.00
07/24/09	CG	GIAIMO	Call with Debtors' counsel to discuss Plan and Disclosure Statement and Committee's concerns with same and related pending matters.	.9	504.00
07/27/09	CG	GIAIMO	Emails with K. Lane regarding Committee update on Disclosure Statement.	.1	56.00
07/27/09	CG	GIAIMO	Review Committee update.	.1	56.00
07/27/09	KA	LANE	Review status of various pending matters, hearings and related issues and compose correspondence to Committee.	1.4	651.00
07/27/09	KA	LANE	Review and respond to correspondence from R. Garcia.	.3	139.50
07/28/09	KA	LANE	Review and respond to correspondence from Committee Chair Garcia.	.3	139.50
07/28/09	KA	LANE	Committee call with R. Garcia and his accountant.	1.0	465.00
07/28/09	CG	GIAIMO	Emails with R. Garcia regarding Debtors' Disclosure Statement and restructuring plans.	.4	224.00
07/28/09	CG	GIAIMO	Confer with K. Lane regarding Committee call and proposed agenda.	.2	112.00
07/28/09	CG	GIAIMO	Call with Committee regarding case status.	1.0	560.00
07/28/09	CG	GIAIMO	Review creditor correspondence forwarded from R. Garcia regarding Plan and Disclosure Statement.	.3	168.00
07/28/09	CG	GIAIMO	Call with R. Garcia regarding restructuring issues.	.5	280.00
07/28/09	CG	GIAIMO	Review and analyze discussion points from R. Garcia and confer with D. Kerrigan regarding same.	.5	280.00
07/29/09	CG	GIAIMO	Confer with K. Lane regarding amended Disclosure Statement and matters for Committee update.	.2	112.00
07/29/09	CG	GIAIMO	Review Committee update regarding Plan and Disclosure Statement	.1	56.00

07/29/09	CG	GIAIMO	Emails with R. Garcia regarding creditor comments and inquiries regarding corporate restructuring and Plan matters.	.2	112.00
07/29/09	KA	LANE	Correspondence to Committee attaching new Plan and Disclosure Statement.	.2	93.00
07/30/09	KA	LANE	Various correspondence with Committee member Garcia concerning amounts of distributions and meeting with ESBA.	.6	279.00
07/30/09	CG	GIAIMO	Emails with Committee Members regarding execution of ESBA retention application.	.1	56.00
07/30/09	CG	GIAIMO	Emails with D. Kerrigan regarding meeting with R. Garcia and related restructuring issues.	.2	112.00
07/31/09	CG	GIAIMO	Confer with K. Lane regarding amended Schedules and information to be provided to Committee.	.2	112.00
07/31/09	CG	GIAIMO	Emails with R. Garcia regarding comments to Disclosure Statement.	.2	112.00
07/31/09	CG	GIAIMO	Emails with M. Kelsey regarding Disclosure Statement and comments thereto.	.2	93.00
07/31/09	KA	LANE	Telephone call from M. Kelsey regarding status of our objections to the Disclosure Statement and position as to Wells.	.4	186.00
07/31/09	KA	LANE	Various correspondence to Committee Members attaching spreadsheets and answering inquiries.		

CURRENT FEES

40,097.50

TIMEKEEPER TIME SUMMARY

CAROL C. COHEN	1.8	at \$615.00 =	1,107.00
ROBERT HIRSH	5.3	at \$600.00 =	3,180.00
CHRIS GIAIMO	32.0	at \$560.00 =	17,920.00
HEIKE M. VOGEL	2.7	at \$500.00 =	1,350.00
KATIE A. LANE	34.9	at \$465.00 =	16,228.50
ADRIENNE W. BLANKIE	.3	at \$420.00 =	126.00
ANDREA K. CAMPBELL	.6	at \$310.00 =	186.00
TOTALS	77.6		40,097.50

SUBTOTAL FOR THIS MATTER

\$40,097.50

(00010) MATTER NUMBER
RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/01/09	AK CAMPBELL	.9	279.00
Review interim compensation of professionals order, draft summary re: the same.			
07/01/09	AK CAMPBELL	.4	124.00
Gather documents to prep for supplemental connections check.			
07/02/09	LA INDELICATO	1.6	424.00
Draft retention application, declaration in support and proposed order.			
07/02/09	LA INDELICATO	.7	185.50
Review and analysis of results of connections search.			
07/02/09	LA INDELICATO	.2	53.00
Communications with Andrea Campbell and Chris Giaimo regarding retention application and connections search.			
07/02/09	CG GIAIMO	.4	224.00
Review retention and connection matters.			
07/02/09	CG GIAIMO	.3	168.00
Review initial draft of retention application.			
07/02/09	AK CAMPBELL	1.7	527.00
Correspond re: connections check and gather supplemental list of parties in interest.			
07/06/09	CG GIAIMO	.5	280.00
Review and revise retention application.			
07/06/09	CG GIAIMO	.2	112.00
Confer with A. Campbell regarding ESBA retention application.			
07/06/09	LA INDELICATO	.3	79.50
Communications with Chris Giaimo and Andrea Campbell regarding retention application and connections search.			
07/07/09	AK CAMPBELL	1.6	496.00
Draft list for third supplemental connections check; correspond with K. Knight and C. Giaimo re: the same.			
07/07/09	AK CAMPBELL	1.1	341.00
Draft ESBA retention application and proposed order; distribute to C. Giaimo and D. Kerrigan.			
07/07/09	CG GIAIMO	.3	168.00
Review additional connections information.			
07/07/09	CG GIAIMO	.3	168.00
Review ESBA application for retention.			
07/08/09	AK CAMPBELL	.4	124.00
Review/update connections chart on AF retention documents.			
07/09/09	AK CAMPBELL	2.1	651.00
Draft exhibits for Silfen Declaration in support of retention.			
07/09/09	CG GIAIMO	.2	112.00
Confer with D. Kerrigan regarding retention application.			
07/09/09	KA LANE	.2	93.00
Correspondence with D. Kerrigan and A. Campbell regarding connections checks.			
07/10/09	CG GIAIMO	.1	56.00
Finalization of Silfen declaration.			

07/10/09	AB	BLANKLEY	Telephone conference with Katie Lane, Nova Constantino re connections and related issues for retention application.	.2	84.00
07/10/09	AK	CAMPBELL	Draft, revise and finalize Silfen Declaration in support of retention; review and assemble exhibits; correspond with K. Lehnkuhl re: the same.	4.1	1,271.00
07/14/09	NA	CONSTANTINO	Review retention application and prepare for filing	.6	159.00
07/14/09	AK	CAMPBELL	Revise retention application and prepare for filing.	.6	186.00
07/21/09	CG	GIAIMO	Emails with Committee Members regarding retention applications and by-laws.	.3	168.00
07/21/09	NA	CONSTANTINO	Finalize AF retention application and forward to local counsel for filing	.4	106.00
07/22/09	NA	CONSTANTINO	Email C. Giaimo re word version of retention application	.2	53.00
07/22/09	CG	GIAIMO	Work with ESBA on retention application and connections issues.	.3	168.00
07/22/09	CG	GIAIMO	Review revised ESBA retention application.	.2	112.00
07/23/09	CG	GIAIMO	Consideration of connections with P. J. Solomon company.	.2	112.00
07/27/09	KA	LANE	Correspondence from local counsel regarding employment applications.	.2	93.00
07/27/09	KA	LANE	Review Benesch Employment Application.	.3	139.50
07/27/09	KA	LANE	Communication with Benesch and R. Garcia regarding Benesch employment application.	.4	186.00
07/28/09	NA	CONSTANTINO	Upload filed copy of AF retention application	.1	26.50
07/31/09	NA	CONSTANTINO	Email re ESBA retention application and Committee member signatures	.2	53.00
07/31/09	NA	CONSTANTINO	Finalize ESBA retention application	.7	185.50
07/31/09	KA	LANE	Review ESBA retention application and exhibits and return to N. Constantino for filing.	.3	139.50
07/31/09	KA	LANE	Various correspondence with Committee Members regarding ESBA retention.	.4	186.00
07/31/09	AK	CAMPBELL	Correspond with C. Giaimo, S. Linn and K. Knight re: supplemental connections checks.	.3	93.00
07/31/09	CG	GIAIMO	Coordinate filing of ESBA retention documents.	.3	168.00
07/31/09	CG	GIAIMO	Confer with S. Linn and A. Campbell regarding need to update connections search and file supplemental disclosures with the Court.	.2	112.00
07/31/09	SL	LINN	Research and prepare tracking chart of Appearances for submission to Conflict Department.	1.4	231.00

CURRENT FEES

8,697.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	3.8	at	\$560.00 =	2,128.00
KATIE A. LANE	1.8	at	\$465.00 =	837.00
ADRIENNE W. BLANKLE	.2	at	\$420.00 =	84.00
ANDREA K. CAMPBELL	13.2	at	\$310.00 =	4,092.00
LISA INDELICATO	2.8	at	\$265.00 =	742.00
NOVA A. CONSTANTINO	2.2	at	\$265.00 =	583.00
SHEILA LINN	1.4	at	\$165.00 =	231.00
TOTALS	25.4			8,697.00

SUBTOTAL FOR THIS MATTER

\$8,697.00

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(00011) MATTER NUMBER

RE: Plan and Disclosure Statement Matters and
Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/02/09	CG GIAIMO	2.0	1,120.00
Review Plan confirmation and feasibility issues and confer with Financial Advisors regarding same.			
07/03/09	CG GIAIMO	2.2	1,232.00
Continued review and analysis of Debtor-provided financial information and prepare outline of questions for same.			
07/06/09	CG GIAIMO	.7	392.00
Conference call with D. Kerrigan regarding information and case strategy and issues related to Debtor and lender meeting.			
07/06/09	CG GIAIMO	.2	112.00
Confer with D. Kerrigan regarding financial analysis and feasibility issues.			
07/06/09	CG GIAIMO	1.1	616.00
Review Plan and Disclosure Statement for post-confirmation capital structure issues and confer with D. Kerrigan regarding same.			
07/07/09	CG GIAIMO	.1	56.00
Confer with local counsel regarding solicitation motion.			
07/07/09	CG GIAIMO	.6	336.00
Review class action filings and issues related to impact on confirmation.			
07/07/09	CG GIAIMO	1.2	672.00
Meeting with ESBA to discuss feasibility and capital structure issues.			
07/08/09	KA LANE	.3	139.50
Review draft informational requests received from D. Kerrigan and correspondence regarding same.			
07/08/09	KA LANE	.2	93.00
Correspondence to Garden City Group requesting access to data room.			
07/08/09	CG GIAIMO	.2	112.00
Review and comment on ESBA information request.			
07/08/09	CG GIAIMO	.2	112.00
Communications with ESBA regarding information request.			
07/08/09	CG GIAIMO	.3	168.00
Confer with D. Kerrigan regarding reluctance by P. J. Solomon to provide information and additional avenues to obtain same.			
07/09/09	CG GIAIMO	.5	280.00
Meeting with C. Cohen and K. Lane regarding Plan confirmation issues.			
07/09/09	CG GIAIMO	.3	168.00
Conference call with D. Kerrigan regarding discovery and production issues.			
07/09/09	CG GIAIMO	.3	168.00
Emails with Debtors' counsel regarding financial production for ESBA.			

07/10/09	CG	GIAIMO	Confer with H. Vogel regarding Disclosure Statement issues and objection.	.3	168.00
07/10/09	CG	GIAIMO	Review ESBA information on strategic and financial partners for the Debtors. Telephone conference with Chris Giaimo re Disclosure Statement and strategy moving forward with respect to hearing for approval of same and review of Court docket re same.	.3	168.00
07/11/09	CG	GIAIMO	Communications with estate professionals regarding financial data for Plan.	.3	168.00
07/11/09	CG	GIAIMO	Emails with D. Kerrigan regarding Committee requests for financial information.	.2	112.00
07/13/09	HM	VOGEL	Begin to review and analyze debtors' Disclosure Statement in preparation of responding to same.	2.4	1,200.00
07/14/09	HM	VOGEL	Continue to review and analyze debtors' Disclosure Statement.	1.1	550.00
07/14/09	CG	GIAIMO	Review ESBA investigation update to Committee.	.2	112.00
07/14/09	CG	GIAIMO	Review ESBA comments to meeting notes.	.3	168.00
07/14/09	CG	GIAIMO	Confer with C. Cohen regarding Disclosure Statement issues.	.4	224.00
07/14/09	CC	COHEN	Review documents and confer with co-counsel regarding potential objections to Disclosure Statement.	1.3	799.50
07/15/09	CC	COHEN	Review and analyze Disclosure Statement (1.5) and confer with Committee Members regarding potential objections to Disclosure Statement (1.2).	2.7	1,660.50
07/15/09	CG	GIAIMO	Confer with H. Vogel regarding objectionable issues regarding Disclosure Statement.	.3	168.00
07/15/09	CG	GIAIMO	Confer with C. Cohen regarding discussions with Committee regarding Disclosure Statement.	.1	56.00
07/15/09	HM	VOGEL	Continue review of Disclosure Statement and telephone conference with Carol Cohen re same and strategy moving forward.	1.2	600.00
07/15/09	HM	VOGEL	Preparation of brief summary of possible Disclosure Statement issues for Katie Lane and Chris Giaimo.	.4	200.00
07/15/09	HM	VOGEL	Telephone conference with Robert Garcia and Carol Cohen re possible issues with Disclosure Statement and strategies moving forward.	.6	300.00

07/15/09	HM	VOGEL	Review and analyze feasibility analysis and projected financial information in connection with insurance proceeds and other issues re Disclosure Statement.	.8	400.00
07/16/09	HM	VOGEL	Review of additional sections and exhibits to Disclosure Statement and preparation of list of possible issues to be considered during telephone conference with Chris Giaimo, Carol Cohen and Katie Lane.	.9	450.00
07/16/09	HM	VOGEL	Telephone conference with Carol Cohen and Chris Giaimo re issues with Disclosure Statement, preparation of objection to Disclosure Statement and obtaining clarifications from debtors.	1.2	600.00
07/16/09	CC	COHEN	Review Disclosure Statement for potential objections.	2.0	1,230.00
07/16/09	CG	GIAIMO	Review and analyze Plan and Disclosure Statement.	2.2	1,232.00
07/16/09	CG	GIAIMO	Confer with C. Cohen regarding concerns with Trust terms and limitation on payment to unsecureds.	.3	168.00
07/16/09	CG	GIAIMO	Review Disclosure Statement check list of objectionable issues.	.1	56.00
07/16/09	CG	GIAIMO	Meeting with C. Cohen and H. Vogel regarding analysis of Disclosure Statement and objections related thereto.	1.2	672.00
07/16/09	CG	GIAIMO	Confer with C. Cohen regarding Plan provisions and issues related to claims estimation.	.2	112.00
07/16/09	CG	GIAIMO	Emails with C. Cohen and H. Vogel regarding objections to be raised to Disclosure Statement.	.4	224.00
07/17/09	CG	GIAIMO	Emails with M. Rosenthal regarding Debtors' intention to modify Plan and Disclosure Statement.	.2	112.00
07/17/09	CG	GIAIMO	Internal discussions regarding objection to Disclosure Statement and matters related thereto.	.4	224.00
07/17/09	CG	GIAIMO	Consideration of classification issues in Plan and possible objections thereto.	.5	280.00
07/17/09	CG	GIAIMO	Emails with D. Kerrigan and P. Croci regarding financial analysis and update on same.	.3	168.00
07/17/09	CG	GIAIMO	Call with M. Rosenthal, et al. regarding Plan and Disclosure Statement and Debtors' modification of same.	.5	280.00
07/17/09	CG	GIAIMO	Email to professionals providing update regarding discussions with Debtors regarding Plan and Disclosure Statement and related issues.	.3	168.00

07/17/09	CG	GIAIMO	Emails with counsel to Debtors regarding Disclosure Statement objections.	.2	112.00
07/17/09	CC	COHEN	Review Disclosure Statement for potential objections.	.5	307.50
07/18/09	HM	VOGEL	Begin to draft, review and revise first draft of objection to Disclosure Statement.	1.9	950.00
07/19/09	HM	VOGEL	Continue to draft, review and revise first draft of objection to Disclosure Statement incorporating background section and revisions to preliminary statement.	1.6	800.00
07/19/09	HM	VOGEL	Continue analysis of pertinent provisions of Disclosure Statement in further preparation of drafting objection to same.	.9	450.00
07/20/09	HM	VOGEL	Westlaw legal research re additional 3d Circuit cases with respect to adequate information requirement of section 1125.	2.3	1,150.00
07/20/09	HM	VOGEL	Review and analyze additional 3d Circuit cases re section 1125 and incorporate same in first draft of objection to Disclosure Statement.	1.7	850.00
07/20/09	HM	VOGEL	Continue to draft, review and revise first draft of objection to Disclosure Statement and circulate same internally with brief explanation re same.	2.4	1,200.00
07/20/09	HM	VOGEL	Review and analyze glossary, term loan agreement and feasibility analysis annexed to Disclosure Statement for additional information to be included in Committee's objection.	1.1	550.00
07/20/09	CC	COHEN	Work on objection to Disclosure Statement.	.6	369.00
07/20/09	TR	CASTIELLO	Review Plan and Disclosure Statement and financial data with C. Giaimo re same.	3.9	1,989.00
07/20/09	CG	GIAIMO	Draft outline of objections to be raised to Disclosure Statement.	.5	280.00
07/20/09	CG	GIAIMO	Confer with C. Cohen regarding provisions of Disclosure Statement and concerns therewith.	.4	224.00
07/20/09	CG	GIAIMO	Confer with T. Castiello regarding exit financing matters in Plan.	.3	168.00
07/20/09	CG	GIAIMO	Review ESBA meeting agenda for financial discussions and revise same.	.5	280.00
07/20/09	CG	GIAIMO	Confer with C. Cohen regarding draft of Disclosure Statement objection.	.1	56.00
07/20/09	CG	GIAIMO	Continued review and analysis of Disclosure Statement for 1125 purposes.	1.2	672.00
07/21/09	CG	GIAIMO	Review filed objections to Disclosure Statement.	.2	112.00

07/21/09	CG	GIAIMO	Continued review and analysis of Disclosure Statement and Plan and exhibits thereto.	1.8	1,008.00
07/21/09	CG	GIAIMO	Review ESBA revised agenda for Plan analysis and issues related thereto.	.3	168.00
07/21/09	CG	GIAIMO	Emails with M. Dervis regarding terminal value issues and issues regarding feasibility analysis.	.4	224.00
07/21/09	CG	GIAIMO	Emails with B. Sandler regarding extension of objection deadline to Disclosure Statement and issues regarding solicitation motion.	.2	112.00
07/21/09	CG	GIAIMO	Emails to ESBA regarding comments to Disclosure Statement.	.2	112.00
07/21/09	CG	GIAIMO	Continued analysis of Disclosure Statement.	.5	280.00
07/21/09	CG	GIAIMO	Review and revise Disclosure Statement objection.	.3	168.00
07/21/09	TR	CASTIELLO	Review Disclosure Statement and attachments.	2.3	1,173.00
07/21/09	CC	COHEN	Work on objection to Disclosure Statement.	4.4	2,706.00
07/22/09	CC	COHEN	Draft/revise objection to Disclosure Statement and transmit same to C. Giaimo and K. Lane.	3.6	2,214.00
07/22/09	TR	CASTIELLO	Review bankruptcy materials; discuss terms of new financing with C. Giaimo.	2.3	1,173.00
07/22/09	KA	LANE	Review and analyze draft Disclosure Statement objection, noting research and factual points to be addressed.	1.2	558.00
07/22/09	CG	GIAIMO	Review and revise Disclosure Statement objection.	.9	504.00
07/22/09	CG	GIAIMO	Calls with D. Kerrigan regarding analysis of Debtors' projections and related financial data.	.4	224.00
07/22/09	CG	GIAIMO	Emails with B. Sandler regarding solicitation motion and issues/concerns with Debtors' releases contained in Plan.	.3	168.00
07/23/09	CG	GIAIMO	Discussions with ESBA regarding P. J. Solomon's failure to produce requested financial information and need to discuss with Debtors' counsel.	.4	224.00
07/23/09	CG	GIAIMO	Continued analysis of Disclosure Statement and review and revise objection.	3.4	1,904.00
07/23/09	CG	GIAIMO	Emails with ESBA regarding issues related to feasibility analysis.	.3	168.00
07/23/09	CG	GIAIMO	Discussions with M. Dervis regarding feasibility test enclosed with Disclosure Statement and issues related thereto.	.2	112.00
07/23/09	CG	GIAIMO	Review and respond to R. Garcia list of questions regarding Plan and Disclosure Statement.	.5	280.00

07/23/09	CG	GLAIMO	Emails with M. Dervis regarding document and data request for P. J. Solomon.	.2	112.00
07/23/09	CG	GLAIMO	Confer with T. Castiello regarding Plan provisions regarding cash flow and analysis of same.	.3	168.00
07/23/09	CG	GLAIMO	Emails with ESBA regarding cash flow analysis under Plan.	.2	112.00
07/23/09	CG	GLAIMO	Confer with K. Lane regarding email to Debtors' counsel regarding objectionable points in Disclosure Statement.	.3	168.00
07/23/09	CG	GLAIMO	Continued review and revisions to objection to Disclosure Statement based on ESBA input.	.3	168.00
07/23/09	KA	LANE	Telephone calls with H. Vogel regarding sophistication of investors. Continue review of Disclosure Statement statement, review draft objection and revise accordingly.	.3	139.50
07/23/09	KA	LANE	Further correspondence with opposing counsel about changes to Disclosure Statement .	.3	139.50
07/23/09	HM	VOGEL	Westlaw legal research re additional cases re "reasonable investor" and Disclosure Statements that are too complex and contingent to understand. Review and analyze multiple cases re language used in Disclosure Statement to describe Plan and whether it is comprehensible and constitutes "adequate information" to reasonable investor.	1.7	850.00
07/23/09	HM	VOGEL	Telephone conference with Katie Lane re additional legal research re "reasonable investor" and strategy moving forward.	1.8	900.00
07/23/09	HM	VOGEL	Preparation of summaries of several cases re "adequate information" and "reasonable investor" standards under section 1125.	.3	150.00
07/23/09	HM	VOGEL	Westlaw legal research re additional third circuit case law with respect to adequate information and reasonable investor under section 1125.	.9	450.00
07/24/09	HM	VOGEL	Review and analyze additional third circuit cases re section 1125 standards and include same in objection to Disclosure Statement.	1.9	950.00
07/24/09	HM	VOGEL	Final review and revision of objection to Disclosure Statement including additional citations to Disclosure Statement, exhibits and legal authority.	1.7	850.00
07/24/09	HM	VOGEL		1.3	650.00

07/24/09	HM	VOGEL	Review and analyze Disclosure Statement and its exhibits to ensure proper citations to same in objection. Review and comment on draft objection to Disclosure Statement.	.8	400.00
07/24/09	JN	ROTHLEDER	Emails with M. Dervis regarding feasibility analysis and related disclosure matters.	.2	112.00
07/24/09	CG	GIAIMO	Call with R. Garcia regarding Disclosure Statement and general restructuring matters.	.7	392.00
07/24/09	CG	GIAIMO	Continued work on Disclosure Statement objection.	1.4	784.00
07/24/09	CG	GIAIMO	Numerous emails among Committee professionals regarding objection to Disclosure Statement.	.6	336.00
07/24/09	CG	GIAIMO	Confer with H. Vogel regarding revisions to Disclosure Statement objection.	.2	112.00
07/24/09	CG	GIAIMO	Emails with ESBA regarding results of discussions with Debtors' counsel. Review revised Disclosure Statement objection.	.2	112.00
07/27/09	CG	GIAIMO	Brief review of recently-filed amended Plan and Disclosure Statement. Review filed objections to Disclosure Statement.	.4	224.00
07/27/09	CG	GIAIMO	Conference with H. Vogel regarding Disclosure Statement objection and adjournment of hearing.	.2	112.00
07/27/09	KA	LANE	Conferences and correspondence with C. Giaimo regarding approach to disclosure issues.	.6	279.00
07/27/09	KA	LANE	Preparation of e-mail to Chris Giaimo and Katie Lane re final revisions to objection to Disclosure Statement and strategy moving forward re filing of same, follow up telephone conference with Katie Lane with respect to adjournment of Disclosure Statement hearing.	.4	200.00
07/27/09	HM	VOGEL	Review blackline of Disclosure Statement.	.8	492.00
07/28/09	CC	COHEN	Review briefly, amended Disclosure Statement.	.9	504.00
07/28/09	CG	GIAIMO	Emails with D. Kerrigan regarding restructuring and forecast issues.	.2	112.00
07/28/09	CG	GIAIMO	Correspondence with C. Giaimo and C. Cohen regarding response to disclosure and Plan issues raised by Garcia.	.4	186.00
07/28/09	KA	LANE	Call with D. Kerrigan regarding status of feasibility and financial analysis and issues related thereto.	.5	280.00
07/29/09	CG	GIAIMO	Continued analysis of amended Disclosure Statement.	1.2	672.00

07/30/09	CG	GIAIMO	Review revised Disclosure Statement exhibits with respect to feasibility analysis.	.7	392.00
07/30/09	CG	GIAIMO	Emails with ESBA regarding comments and analysis of Debtors' feasibility analysis and related Plan issues.	.3	168.00
07/30/09	CG	GIAIMO	Review amended Plan and Disclosure Statement documents.	1.3	728.00
07/30/09	CG	GIAIMO	Confer with T. Castiello regarding feasibility and liquidation analysis and issues.	1.7	952.00
07/30/09	CC	COHEN	Review blackline of Disclosure Statement.	1.1	676.50
07/30/09	KA	LANE	Begin review of blacklined Disclosure Statement and compare against Committee's concerns.	1.7	790.50
07/30/09	TR	CASTIELLO	Review Feasibility Analysis and Liquidation Plan (2.0); discuss Feasibility Analysis and Liquidation Plan with Chris Giaimo (1.7).	3.7	1,887.00
07/30/09	KA	LANE	Various correspondence with C. Cohen and C. Giaimo regarding Disclosure Statement objection.	.4	186.00
07/30/09	KA	LANE	Various correspondence with ESBA regarding approach to Plan distribution percentages.	.4	186.00
07/31/09	CG	GIAIMO	Internal strategy discussions with Committee professionals with respect to proposed distributions for unsecured creditors.	.6	336.00
07/31/09	CG	GIAIMO	Review issues regarding proposed HIG funding in Plan and matters related to equity valuation.	.3	168.00
07/31/09	CG	GIAIMO	Confer with K. Lane regarding matters related to amended Disclosure Statement and discussions with Debtors' counsel regarding same.	.4	224.00

CURRENT FEES 64,161.50

TIMEKEEPER TIME SUMARY

CAROL C. COHEN	17.0	at	\$615.00 =	10,455.00
CHRIS GIAIMO	46.2	at	\$560.00 =	25,872.00
THOMAS R. CASTIELLO	12.2	at	\$510.00 =	6,222.00
HEIKE M. VOGEL	31.6	at	\$500.00 =	15,800.00
JEFFREY ROTHLEDER	.8	at	\$465.00 =	372.00
KATIE A. LANE	11.7	at	\$465.00 =	5,440.50
TOTALS	119.5			64,161.50

SUBTOTAL FOR THIS MATTER \$64,161.50

(000012) MATTER NUMBER
RE: Cash Collateral and DIP Financing

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/01/09	KA LANE	2.2	1,023.00
07/01/09	KA LANE	1.7	790.50
07/01/09	KA LANE	1.2	558.00
07/01/09	KA LANE	.9	418.50
07/01/09	CG GIAIMO	.7	392.00
07/01/09	CG GIAIMO	.3	168.00
07/01/09	CG GIAIMO	.3	168.00
07/01/09	CG GIAIMO	.2	112.00
07/01/09	CG GIAIMO	1.0	560.00
07/01/09	CG GIAIMO	1.0	560.00
07/01/09	CG GIAIMO	1.1	616.00
07/01/09	LJ JACOBOWITZ	1.4	826.00
07/09/09	KA LANE	.4	186.00

CURRENT FEES

6,378.00

TIMEKEEPER TIME SUMARY

LES JACOBOWITZ	1.4	at	\$590.00	=	826.00
CHRIS GIAIMO	4.6	at	\$560.00	=	2,576.00
KATIE A. LANE	6.4	at	\$465.00	=	2,976.00
TOTALS	12.4				6,378.00

SUBTOTAL FOR THIS MATTER

\$6,378.00

(00013) MATTER NUMBER
RE: Employee Benefits and Severance, Pensions ERISA,
Labor

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper		Hours	Value
07/06/09	KA LANE	Various correspondence with C. Cohen regarding ERISA and employee issues.	.4	186.00
07/06/09	CG GIAIMO	Confer with C. Cohen regarding SERP claims and related employee matters.	.5	280.00
07/06/09	CG GIAIMO	Analysis of wage motion issues and confer with A. Blankley regarding same.	.4	224.00
07/09/09	KA LANE	Meeting with C. Cohen and C. Giaimo to give overview of class action and related issues.	1.1	511.50
07/10/09	CC COHEN	Review and analyze class action complaint.	1.2	738.00
07/13/09	CC COHEN	Analyze class action issues.	1.1	676.50
07/13/09	KA LANE	Various correspondence with C. Cohen regarding class actions.	.4	186.00
07/14/09	KA LANE	Various calls and correspondence with C. Cohen regarding Employee and Disclosure Statement issues.	.4	186.00
07/16/09	CG GIAIMO	Review order authorizing payment of employee wages and related benefits.	.2	112.00

CURRENT FEES

3,100.00

TIMEKEEPER TIME SUMARY

CAROL C. COHEN	2.3	at \$615.00 =	1,414.50
CHRIS GIAIMO	1.1	at \$560.00 =	616.00
KATIE A. LANE	2.3	at \$465.00 =	1,069.50
TOTALS	5.7		3,100.00

SUBTOTAL FOR THIS MATTER

\$3,100.00

(00014) MATTER NUMBER
RE: Real Estate and Leasing and Executory Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/10/09	CG GIAIMO	.6	336.00
Review recently-filed lease motions (.5); confer with A. Blankley regarding same (.1).			
07/10/09	NA CONSTANTINO	.2	53.00
Obtain first five omnibus motions to reject leases for A. Blankley			
07/11/09	CG GIAIMO	.6	336.00
Review and analyze recent filings regarding leases and related asset matters.			
07/11/09	CG GIAIMO	.3	168.00
Emails with Committee member regarding lease rejection matters.			
07/11/09	CG GIAIMO	.2	112.00
Confer with K. Lane regarding status of lease matters.			
07/13/09	NA CONSTANTINO	.2	53.00
Review docket for pleadings associated with assumption/rejection of leases			
07/14/09	NA CONSTANTINO	.1	26.50
Obtain CNO to Fifth Omnibus Motion to Reject Leases			
07/14/09	NA CONSTANTINO	.7	185.50
Review of case and docket and obtain all pleadings related to assumption/rejection/assignment of leases and contracts			
07/14/09	AB BLANKLEY	.3	126.00
Review of docket for items filed related to lease and contract rejection/assumption issues.			
07/15/09	AB BLANKLEY	3.7	1,554.00
Review of all motions and order addressing assumption or rejection in preparation of telephone conference with Chris Giaimo.			
07/15/09	CG GIAIMO	.7	392.00
Review multiple rejection orders rejecting leases and confer with K. Lane regarding same.			
07/21/09	AB BLANKLEY	.2	84.00
Telephone conferences with Katie Lane re rejection date effective for Embarcadero lease and sublease.			
07/21/09	CG GIAIMO	.4	224.00
Review and analysis of motion to approve Davis Bros. contract.			
07/21/09	CG GIAIMO	.3	168.00
Review and analyze Axelrod motion.			
07/22/09	CG GIAIMO	.3	168.00
Review Tri Solutions motion.			
07/22/09	CG GIAIMO	.1	56.00
Email to M. Rosenthal regarding Axelrod motion and request for information for same.			
07/22/09	AB BLANKLEY	.2	84.00
Telephone conference with Katie Lane re Davis Bros. motion for assumption.			
07/22/09	CG GIAIMO	.2	112.00
Review Debtor correspondence regarding pending leases and issues regarding cost to the estate.			

07/22/09	CG	GIAIMO	Call with R. Garcia regarding Davis Bros. contract and issues related thereto.	.3	168.00
07/22/09	CG	GIAIMO	Review M. Rosenthal emails regarding Davis Bros. contract issues.	.1	56.00
07/22/09	CG	GIAIMO	Emails with ESBA regarding Trim Solutions and Axelrod motions.	.2	112.00
07/22/09	CG	GIAIMO	Confer with K. Lane regarding response to Embarcadero lease motion.	.2	112.00
07/22/09	CG	GIAIMO	Emails with R. Garcia regarding executory contract and lease motions.	.2	112.00
07/23/09	AB	BLANKLEY	Review of asset purchase agreement and contingency fee agreement in context of motion to assume contract with Davis Bros.	3.2	1,344.00
07/23/09	AB	BLANKLEY	Review and comment on proposed purchase of Davis Bros. asset purchase agreement.	.5	210.00
07/23/09	AB	BLANKLEY	Multiple telephone calls and e-mails with Katie Lane re comments and conclusions on proposed assumption Davis Bros. asset purchase agreement.	.4	168.00
07/23/09	AB	BLANKLEY	Draft, review and revise and send Committee update re proposed assumption of Davis Bros.' asset purchase agreement and contingency fee agreement.	.4	168.00
07/24/09	AB	BLANKLEY	Review of and respond to e-mails from Michael Dervis re ramifications of failure to pay \$3.1M due under Davis Bros. asset purchase agreement.	.2	84.00
07/24/09	CG	GIAIMO	Multiple emails with M. Dervis, et al. regarding Davis Bros. contract matters as related by R. Garcia.	.4	224.00
07/24/09	CG	GIAIMO	Emails with Debtors' counsel regarding extensions of time on certain motions.	.3	168.00
07/24/09	CG	GIAIMO	Numerous email discussions with Committee professionals regarding pending contract related motions and financial analysis of same.	.8	448.00
07/25/09	CG	GIAIMO	Emails with D. Kerrigan regarding progress on Davis Bros. motion/analysis.	.2	112.00

CURRENT FEES

7,724.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	6.4	at	\$560.00	=	3,584.00
ADRIENNE W. BLANKLE	9.1	at	\$420.00	=	3,822.00
NOVA A. CONSTANTINO	1.2	at	\$265.00	=	318.00
TOTALS	16.7				7,724.00

SUBTOTAL FOR THIS MATTER

\$7,724.00

(000015) MATTER NUMBER
RE: Creditor Inquiries

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/02/09	CG GIAIMO	.1	56.00
07/06/09	CG GIAIMO	.3	168.00
07/08/09	CG GIAIMO	.4	224.00
07/14/09	CG GIAIMO	.2	112.00
07/16/09	CG GIAIMO	.3	168.00
07/17/09	CG GIAIMO	.4	224.00
07/17/09	CG GIAIMO	.2	112.00
07/20/09	CG GIAIMO	.1	56.00
07/20/09	CG GIAIMO	.3	168.00
07/20/09	CG GIAIMO	.1	56.00
07/27/09	KA LANE	.9	418.50
07/27/09	CG GIAIMO	.5	280.00
07/28/09	CG GIAIMO	.3	168.00
07/29/09	KA LANE	.4	186.00

CURRENT FEES

2,396.50

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	3.2	at	\$560.00 =	1,792.00
KATIE A. LANE	1.3	at	\$465.00 =	604.50
TOTALS	4.5			2,396.50

SUBTOTAL FOR THIS MATTER

\$2,396.50

(00017) MATTER NUMBER
RE: Investigation of Secured Creditor, Equipment Lessors

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/01/09	CG GIAIMO	.2	112.00
Communications with C. Cohen regarding lender investigation and issues related thereto.			
07/01/09	CC COHEN	1.7	1,045.50
Review documents in connection with investigation of possible lender claims.			
07/06/09	CC COHEN	2.0	1,230.00
Review documents in connection with lender investigation.			
07/06/09	CG GIAIMO	.2	112.00
Confer with K. Lane regarding informal discovery for lender investigation and issues related thereto.			
07/06/09	KA LANE	.8	372.00
Analyze loan documents and various other DIP related papers to prepare draft informal discovery letter.			
07/08/09	KA LANE	.7	325.50
Various correspondence with C. Giaimo regarding informal discovery.			
07/08/09	KA LANE	2.2	1,023.00
Draft review and revise informal discovery letter to lenders and Debtors.			
07/08/09	KA LANE	1.1	511.50
Correspondence and conferences with C. Cohen regarding investigation to lenders and debtors.			
07/08/09	KA LANE	.3	139.50
Review first day affidavit for facts to include in revised discovery letter.			
07/08/09	CG GIAIMO	.2	112.00
Review lender investigation letter.			
07/08/09	CG GIAIMO	.3	168.00
Emails with C. Cohen and K. Lane regarding investigation letter and production issues.			
07/08/09	CG GIAIMO	.1	56.00
Emails with M. Dervis regarding lien investigation letter request.			
07/08/09	CG GIAIMO	.1	56.00
Confer by email with C. Cohen regarding virtual data room information.			
07/08/09	CC COHEN	1.9	1,168.50
Review documents in connection with investigation of potential lender claims and review/revise document request for same.			
07/09/09	CC COHEN	1.1	676.50
Review DIP order and related documents in connection with investigation of potential lender claims.			
07/09/09	CG GIAIMO	.5	280.00
Meeting with C. Cohen and K. Lane regarding lien investigation issues.			
07/09/09	KA LANE	.4	186.00
Correspondence with C. Giaimo and C. Cohen regarding litigation issues.			

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Date	Initials	Name	Description	Hours	Amount
07/10/09	CG	GIAIMO	Confer with K. Lane regarding status of emails to Committee regarding investigation of secured lender and related matters.	.2	112.00
07/13/09	KA	LANE	Correspondence with Debtors' counsel regarding discovery requests.	.2	93.00
07/13/09	CC	COHEN	Review documents to investigate potential lender claims.	.8	492.00
07/15/09	KA	LANE	Correspondence with C. Cohen and M. Kelsey regarding informal discovery request and non-response.	.2	93.00
07/16/09	KA	LANE	Conference call with H. Vogel, C. Connor Cohen and C. Giaimo regarding case management and investigation of lenders.	.9	418.50
07/16/09	CC	COHEN	Review documents in connection with investigation of potential lender claims.	2.2	1,353.00
07/16/09	CG	GIAIMO	Confer with C. Cohen, et al. regarding status of Debtors' document production and issues related to investigation. Multiple emails with C. Cohen and K. Lane regarding data room access and related investigation strategy issues.	.3	168.00
07/17/09	CG	GIAIMO	Review First Day Declaration.	.4	224.00
07/17/09	TR	CASTIELLO	Review response from Debtors to Committee document request and internal emails regarding same.	2.1	1,071.00
07/20/09	CG	GIAIMO	Meet with T. Castiello regarding issues and documents to be investigated.	.3	168.00
07/20/09	CG	GIAIMO	Emails with C. Cohen regarding Debtors' informal discovery responses and issues related thereto.	.3	168.00
07/21/09	CG	GIAIMO	Review issues regarding Debtors' response to informal discovery requests.	.3	168.00
07/23/09	CG	GIAIMO	Confer with T. Castiello regarding lien investigation deadlines and issues.	.2	112.00
07/23/09	TR	CASTIELLO	Speak with R. Richardson regarding perfection analysis; review loan documents.	1.2	612.00
07/23/09	RJ	RICHARDSON	Commenced review of loan documents in connection with BMHC case.	1.9	779.00
07/24/09	RJ	RICHARDSON	Continued review of loan documents in connection with BMHC case. Commenced organization of perfection analysis.	7.9	3,239.00
07/27/09	RJ	RICHARDSON	Continued review of loan documents and other materials in connection with perfection analysis.	6.9	2,829.00
07/27/09	CC	COHEN	Begin review of documents regarding potential lender claims.	.5	307.50

07/28/09	CG	GIAIMO	Review status of lien investigation and matters related to document production.	.4	224.00
07/28/09	RJ	RICHARDSON	Continued perfection analysis (5.0). Commenced drafting of memo outlining findings (1.1).	6.1	2,501.00
07/29/09	KA	LANE	Conference with C. Cohen regarding litigation issues.	.2	93.00
07/29/09	CG	GIAIMO	Emails with C. Cohen regarding Debtors' document production and investigation status.	.3	168.00
07/29/09	CG	GIAIMO	Meet with T. Castiello and C. Cohen regarding status of investigation and current findings.	1.3	728.00
07/29/09	CC	COHEN	Review documents for potential lender claims.	4.6	2,829.00
07/29/09	RJ	RICHARDSON	Continued perfection analysis and memo. Speak with R. Richardson regarding perfection issues (.5); meeting with C	5.1	2,091.00
07/29/09	TR	CASTIELLO	Giaimo and C. Cohen regarding financial issues relating to proposed restructuring of debtors (1.3).	1.8	918.00
07/29/09	KA	LANE	Begin review of documents produced by Debtors.	2.2	1,023.00
07/30/09	CC	COHEN	Review documents for potential lender claims.	.9	553.50
07/30/09	RJ	RICHARDSON	Continued review of loan documents and preparation of perfection analysis.	2.3	943.00
07/31/09	CC	COHEN	Review documents for potential lender claims.	1.1	676.50
07/31/09	KA	LANE	Review lien analysis prepared by R. Richardson.	.3	139.50
07/31/09	TR	CASTIELLO	Review Credit Agreement and amendments to Credit Agreement and financial paperwork (2.2); discuss Credit Agreement and paperwork with C.C. Cohen (2.0).	4.2	2,142.00
07/31/09	CG	GIAIMO	Emails with R. Richardson regarding lien investigation and memorandum regarding same.	.2	112.00
07/31/09	AT	THURMAN	Conference with R. Richardson and CT Corporation organizational documents and subsequent amendments in Delaware, California and Texas; ordered list of organizational activities for sixteen entities from Delaware. Requested by R. Richardson.	.5	102.50
07/31/09	RJ	RICHARDSON	Finalized initial perfection analysis and forwarded to C. Cohen, T. Castiello, C. Giaimo, and K. Lane for review and comment.	8.4	3,444.00

CURRENT FEES

38,837.00

TIMEKEEPER TIME SUMARY

CAROL C. COHEN	16.8	at	\$615.00 =	10,332.00
CHRIS GLAIMO	6.1	at	\$560.00 =	3,416.00
THOMAS R. CASTIELLO	9.3	at	\$510.00 =	4,743.00
KATIE A. LANE	9.5	at	\$465.00 =	4,417.50
RACHEL J. RICHARDSO	38.6	at	\$410.00 =	15,826.00
ALVIN D. THURMAN	.5	at	\$205.00 =	102.50
TOTALS	80.8			38,837.00

SUBTOTAL FOR THIS MATTER

\$38,837.00

(00018) MATTER NUMBER
RE: Utilities and Regulatory Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper	Hours	Value
07/06/09	CG GIAIMO	.2	112.00
07/16/09	CG GIAIMO	.2	112.00

Review utility provider papers and filings.
Review utility order and issues regarding required deposits.

CURRENT FEES

224.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.4	at \$560.00 =	224.00
TOTALS	0.4		224.00

SUBTOTAL FOR THIS MATTER

\$224.00

SUMMARY OF CHARGES

TOTAL FOR: PHONE CHARGES	30.29
TOTAL FOR: DUPLICATING SUMMARY	2,468.80
TOTAL FOR: WESTLAW	50.77
TOTAL FOR: PRINTING/BINDING	3.00
TOTAL FOR: PARKING AND/OR MILEAGE	33.00
TOTAL FOR: OVERTIME MEALS & CABS	8.25
TOTAL FOR: TAXICABS	197.68
TOTAL FOR: MEALS	357.92
TOTAL FOR: OUT-OF-TOWN TRANSPORTATION	1,073.20
TOTAL FOR: OUT OF TOWN LODGING	460.60
TOTAL FOR: OUT-OF-TOWN MEALS	305.93

Area of Expertise, Year Admitted

Hours

Rate (\$)

Amount (\$)

PARTNER

TIMOTHY F. BROWN		.70	630.00	441.00
CAROL C. COHEN	EMPL & BR 1977 (OH), 1981 (DC)	37.90	615.00	23,308.50
ROBERT HIRSH	BR, 1998 (NY & NJ)	5.30	600.00	3,180.00
LES JACOBOWITZ		1.40	590.00	826.00
CHRIS GIAIMO	BR, 1995 (NY), 1998 (DC, MD)	123.00	560.00	68,880.00
THOMAS R. CASTIELLO		21.50	510.00	10,965.00

ASSOCIATES

HEIKE M. VOGEL	BR, 2000 (NJ), 2001 (NY)	34.30	500.00	17,150.00
JEFFREY ROTHLEDER	BR, 2002 (MD)	1.10	465.00	511.50
KATIE A. LANE	BR, 2002 (FL), 2007 (DC)	120.90	465.00	56,218.50
ADRIENNE W. BLANKLEY	BR, 2005 (NY)	22.20	420.00	9,324.00
RACHEL J. RICHARDSON		38.60	410.00	15,826.00
ANDREA K. CAMPBELL	BR, 2008 (FL), 2009 (VA, DC)	20.10	310.00	6,231.00

PARAPROFESSIONALS

LISA INDELICATO	BR	2.80	265.00	742.00
NOVA A. CONSTANTINO		4.70	265.00	1,245.50
ALVIN D. THURMAN		.50	205.00	102.50
SHEILA LINN		12.40	165.00	2,046.00

447.40

216,997.50

Blended Rate: 485.02

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	4,989.44
CURRENT FEES FOR ALL MATTERS	216,997.50
TOTAL AMOUNT OF THIS INVOICE	\$221,986.94
	=====
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 1212983
Invoice Date 09/11/09
Client Number 031659

- - REMITTANCE COPY - -

PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$221,986.94

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 1212983

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 September 18, 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: September 18, 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

Counsel to the Official Committee of Unsecured
Creditors

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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
17th Floor
Wilmington, DE 19801

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