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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)
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Name of Applicant: Arent Fox LLP

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

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

Period for which compensation and reimbursement are sought: August 1, 2009 through August 31, 2009

Amount of Compensation sought as actual, reasonable, and necessary: \$192,395.00

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$2,044.34

This is a(n): ☒ monthly ☐ interim ☐ 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 Docket No. 596	\$38,256.40	\$154.50	\$9,564.10
Second Monthly Fee Application of Arent Fox LLP for July 1, 2009 – July 31, 2009 Filed on September 18, 2009 [Docket No. ____]	\$216,997.50	\$4,989.44	Pending	Pending	Pending	Pending
Total:	\$264,818.00	\$5,143.84		\$38,256.40	\$154.50	\$9,564.10

This is the Third Monthly Fee Application for the period of August 1, 2009 through August 31, 2009.

ARENT FOX LLP'S PROFESSIONALS

**Summary of Breakdown of Professional and Paraprofessional Hours and Fees for the
Interim Period of August 1, 2009 through August 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	100.7	\$56,392.00
Carol C. Cohen	Joined firm as a partner in 1995. Member of OH bar since 1977 and DC bar since 1981.	\$615	14.2	\$8,733.00
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	4.4	\$2,244.00
Caroline English	Joined firm as an associate in 1996, elevated to partner in 2006. Member of VA bar since 1996 and DC bar since 2003.	\$510	15.1	\$7,701.00
Katie A. Lane	Joined firm as an associate in 2008. Member of DC bar since 2007. Member of FL bar since 2002.	\$465	142.4	\$66,216.00
Adrienne W. Blankley	Joined firm as an associate in 2005. Member of NY bar since 2005.	\$420	0.5	\$210.00

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
Rachel J. Richardson	Joined the firm as an associate in 2008. Member of the NY bar since 2004 and DC bar since 2005.	\$410	48.1	\$19,721.00
Emily Thorne	Joined the firm as an associate in 2005. Member of MD bar since 2005 and DC since 2006.	\$380	5.6	\$2,128.00
Aswathi Zachariah	Joined the firm as an associate in 2006. Member of MD bar since 2006 and DC bar since 2007.	\$480	48.1	\$18,037.50
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	25.2	\$7,812.00
Nova Constantino	Paraprofessional	\$265	0.1	\$26.50
Alvin Thurman	Paraprofessional	\$205	5.1	\$1,045.50
Sheila Linn	Paraprofessional	\$165	12.9	\$2,128.50
TOTAL			422.4	\$192,395.00

Blended Rate: \$455.48¹

¹ The blended rate is calculated by dividing total fees of \$192,395.00 by the total number of hours of 422.40.

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

Project Category	Total Hours	Total Fees
Petition, Schedules, First Day Orders (01)	5.60	\$1,003.00
Case Management and Operating Expenses (02)	13.10	\$5,128.50
Corporate and Business Matters (03)	0.00	\$0.00
Sale and Disposition of Assets (04)	0.20	\$112.00
Asset Analysis and Recovery (05)	0.00	\$0.00
Claims Administration and Objections (06)	1.30	\$642.50
Miscellaneous Motions and Objections (07)	8.30	\$3,971.00
Committee and Debtor Communications (08)	31.80	\$16,413.00
Adversary Proceedings (09)	0.00	\$0.00
Professional Retention (10)	12.30	\$3,697.00
Plan and Disclosure Statement Matters (11)	121.10	\$61,466.00
Cash Collateral and DIP Financing (12)	0.00	\$0.00
Employee Benefits and Severance, Pensions (13)	49.70	\$24,769.00
Real Estate and Leasing and Executory Contracts (14)	11.50	\$5,677.50
Creditor Inquiries (15)	0.7	\$392.00
Automatic Stay and Section 362 and 363 Matters (16)	2.30	\$943.00
Investigation of Secured Creditor, Equipment Lessors (17)	152.40	\$63,591.50
Utilities and Regulatory Matters (18)	0.00	\$0.00
Chapter 5 Litigation, Collection and Investigation (19)	2.00	\$1,230.00
Contracts (20)	0.00	\$0.00
Tax (21)	0.00	\$0.00
Fee Applications (22)	10.10	\$3,359.00
Environmental Matters (23)	0.00	\$0.00
Creditor Information Sharing and 1102 Services (24)	0.00	\$0.00
TOTALS	422.50	\$192,395.00

EXPENSE SUMMARY
For the Interim Fee Period of August 1, 2009 through August 31, 2009

Expense Category	Service Provider/Description (if applicable)	Total Expenses
Duplicating (\$0.10 / page)		\$382.80
Computerized Research	Westlaw	\$385.52
Other Database Search		\$94.74
Taxicabs		\$49.37
Overnight Delivery		\$28.94
Meals		\$344.22
Out of Town Transportation		\$736.00
Out of Town Meals		\$22.75
TOTAL		\$2,044.34

**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.	:	
	:	Objection Deadline: October 5, 2009 at 4:00 p.m. (ET)
	:	
-----	X	

**VERIFIED THIRD 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 AUGUST 1, 2009 THROUGH AUGUST 31, 2009**

Arent Fox LLP (“Arent Fox”) hereby files its Verified Third 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 August 1, 2009 through August 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 \$192,395.00 for compensation and \$2,044.34 for reimbursement of actual and necessary expenses for a total of \$194,439.34 for the period from August 1, 2009 through and including August 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, Carol Connor Cohen, Thomas Castiello, Caroline English, Katie Lane, Adrienne Blankley, Rachel Richardson, Emily Thorne, Aswathi Zachariah and Andrea Campbell. Nova Constantino, 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: \$1,003.00

Total Hours: 5.60

This category includes reviewing and analyzing the Debtors' petitions and schedules and the first day motions submitted to and orders approved by the Court. This category also includes the preparation of necessary supplemental connections searches and related disclosures. Furthermore, time was spent updating the Debtors' schedules, pleadings and related documents and preparing documents for review by the Committee's financial advisors.

B. Case Management and Operating Reports (02)

Fees: \$5,128.50 Total Hours: 13.10

This category includes reviewing and analyzing certain substantive docket entries, motions and orders related to these cases. Certain administrative tasks are included in this category such as preparing and revising the master pleadings binders. Additional time is attributable to strategic planning with respect to upcoming critical hearing and milestone dates.

C. Sale and Disposition of Assets (04)

Fees: \$112.00 Total Hours: 0.20

This category includes the review and analysis of a notice of sale with respect to certain of the Debtors' de minimis assets.

D. Claims Administration and Objections (06)

Fees: \$642.50 Total Hours: 1.30

This category includes reviewing various claims and claim-related filings in these cases, including critical vendor claims. Time in this category also includes the review and analysis of critical vendor reports provided by the Debtors and discussions about potential Chapter 5 claims.

E. Miscellaneous Motions and Objections (07)

Fees: \$3,971.00 Total Hours: 8.30

This category includes the review of all motions, responses, stipulations, 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, including the ACE stipulation.

F. Committee and Debtor Communications, Conferences (08)

Fees: \$16,413.00 Total Hours: 31.80

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 provided substantial services in this category preparing memoranda to the Committee explaining the creditors' proposed treatment by the Debtors' Plan and Disclosure Statement. Arent Fox also fielded numerous telephone calls and emails from Committee members and creditors regarding various issues. This category also includes time expended for conferences with the Committee and its financial advisors to discuss the Debtors' projections and anticipated funding of the creditor trust. 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.

G. Professional Retention (10)

Fees: \$3,697.00 Total Hours: 12.30

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 time expended performing further inquiries into possible connections and preparing disclosures of same.

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

Fees: \$61,466.00 Total Hours: 121.10

This category includes Arent Fox's continued discussions and/or negotiations regarding the Debtors' Amended Plan and Amended 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. Significant time was spent analyzing the Amended Disclosure Statement and Plan against the Committee's earlier informal comments to the Debtors to determine outstanding issues. Arent Fox and ESBA also expended time attending a meeting in New York with the Lenders' professionals to discuss the Committee's requests regarding plan treatment and allocation of funds. Additional time was spent updating the draft objection to the Debtors' Disclosure Statement and performing additional legal research.

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

Fees: \$24,769.00 Total Hours: 49.70

This category includes time spent reviewing, analyzing and summarizing for the Committee the Debtors' proposed motion, settlement agreement, and order related to the settlement of the Acevedo class action. This category also includes time expended requesting further information from the Debtors to complete the Committee's due diligence with respect to notice to putative class members and related issues, reviewing the information provided by the Debtors, and performing necessary research. Arent Fox also expended time in this category reviewing and analyzing the Alvarado motion to approve class action proof of claim and working

with the Debtors to determine an appropriate strategy for responding.

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

Fees: \$5,677.50 Total Hours: 11.50

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

K. Creditor Inquiries (15)

Fees: \$392.00 Total Hours: 0.70

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 Plan-related matters.

L. Automatic Stay and Section 362 and 363 Matters (16)

Fees: \$943.00 Total Hours: 2.30

This category includes time spent reviewing various motions for stay relief filed against the Debtors and the estates. Further time was spent reviewing the Debtors' responses thereto and summarizing the relief sought in the motions for the Committee.

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

Fees: \$63,591.50 Total Hours: 152.40

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. Further time was expended reconciling the documents produced by the Debtors against the requests made to the Lenders and the Debtors. Additional time was spent tracing corporate structure and related liens. This category also includes correspondence and conferences with the Debtors' and Lenders' professionals regarding same.

N. Chapter 5 Litigation, Collection and Investigation (19)

Fees: \$1,230.00 Total Hours: 2.00

This category includes time spent reviewing the Debtors' schedules for potential Chapter 5 claims.

O. Fee Applications (22)

Fees: \$3,359.00 Total Hours: 10.10

This category includes time spent preparing and reviewing Arent Fox's First Monthly Fee Application and reviewing related orders, including Arent Fox's retention order and the Court's Professional Fee Order.

Valuation of Services

14. Attorneys and paraprofessionals of Arent Fox have expended a total of 422.40 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	100.7	\$560
Carol Connor Cohen	14.2	\$615
Thomas R. Castiello	4.4	\$510
Caroline English	15.1	\$510
Katie A. Lane	142.4	\$465
Adrienne W. Blankley	0.5	\$420
Rachel J. Richardson	48.1	\$410
Emily Thorne	5.6	\$380
Aswathi Zachariah	48.1	\$375
Andrea K. Campbell	25.2	\$310
Nova A. Constantino	0.1	\$265
Alvin D. Thurman	5.1	\$205

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 \$192,395.00.

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 August 1, 2009 through August 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 \$192,395.00 as compensation for the necessary professional services rendered, and the sum of \$2,044.34 as reimbursement of the actual and necessary expenses, for a total of \$194,439.34; (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
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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**

-----	X	
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 THIRD 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 **Third 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 August 1, 2009 through August 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 \$192,395.00 and reimbursement of expenses in the amount of \$2,044.34.

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

Bradford J. Sandler, Esquire (No. 4142)

Jennifer R. Hoover, Esquire (No. 5111)

Jennifer E. Smith, Esquire (No. 5278)

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*Counsel for the Official Committee of
Unsecured Creditors*

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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 1213842
Invoice Date 09/16/09
Client Number 031659

Category	Hours	Total

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST 31, 2009		
00000 General	.00	2,044.34
00001 Petition, Schedules, First Day Orders	5.60	1,003.00
00002 Case Management and Operating Reports	13.10	5,128.50
00004 Sale and Disposition of Assets	.20	112.00
00006 Claims Administration and Objections	1.30	642.50
00007 Miscellaneous Motions and Objections	8.30	3,971.00
00008 Committee and Debtor Communications, Conference	31.80	16,413.00
00010 Professional Retention	12.30	3,697.00
00011 Plan and Disclosure Statement Matters and Solici	121.10	61,466.00
00013 Employee Benefits and Severance, Pensions ERISA,	49.70	24,769.00
00014 Real Estate and Leasing and Executory Contracts	11.50	5,677.50
00015 Creditor Inquiries	.70	392.00
00016 Automatic Stay and Section 362 and 363 Matters	2.30	943.00
00017 Investigation of Secured Creditor, Equipment Les	152.40	63,591.50
00019 Chapter 5 Litigation, Collection and Investigati	2.00	1,230.00
00022 Fee Applications	10.10	3,359.00

Totals	422.40	194,439.34

(000000) MATTER NUMBER
RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

FOR CHARGES:

08/27/09	DUPLICATING SUMMARY User Sharon Brown copied 4 on 08/27/2009 at 11:12 hrs	0.40
08/27/09	DUPLICATING SUMMARY User Duplicate Duplication copied 1497 on 08/27/2009 at 15:15 hrs	149.70
08/14/09	DUPLICATING SUMMARY User Duplicate Duplication copied 160 on 08/14/2009 at 11:24 hrs	16.00
08/17/09	DUPLICATING SUMMARY User Sharon Brown copied 535 on 08/17/2009 at 08:38 hrs	53.50
08/17/09	DUPLICATING SUMMARY User Sharon Brown copied 233 on 08/17/2009 at 07:40 hrs	23.30
08/20/09	DUPLICATING SUMMARY User Duplicate Duplication copied 473 on 08/20/2009 at 16:24 hrs	47.30
08/20/09	DUPLICATING SUMMARY User Duplicate Duplication copied 921 on 08/20/2009 at 16:33 hrs	92.10
08/06/09	DUPLICATING SUMMARY User Sheila Linn copied 5 on 08/06/2009 at 19:12 hrs	0.50

TOTAL FOR: DUPLICATING SUMMARY 382.80

08/28/09	OTHER DATABASE SEARCH-PACER 07-31-2009	47.74
08/28/09	OTHER DATABASE SEARCH-PACER 07-31-2009	11.75
08/28/09	OTHER DATABASE SEARCH-PACER 07-31-2009	20.07
08/28/09	OTHER DATABASE SEARCH-PACER 07-31-2009	15.18

TOTAL FOR: OTHER DATABASE SEARCH 94.74

08/24/09	WESTLAW User: RICHARDSON,RACHEL	7.93
08/24/09	WESTLAW User: RICHARDSON,RACHEL	46.17
08/19/09	WESTLAW User: RICHARDSON,RACHEL	6.35
08/19/09	WESTLAW User: RICHARDSON,RACHEL	325.07

TOTAL FOR: WESTLAW 385.52

08/19/09	TAXICABS - KATIE LANE	11.37
08/19/09	0819:PARKING/TAXI:TRAVEL DEST: NEW YORK TAXICABS - KATIE LANE	19.00
08/19/09	0819:PARKING/TAXI:TRAVEL DEST: NEW YORK TAXICABS - CHRISTOPHER GIAIMO	19.00
	0819:PARKING/TAXI:TRAVEL DEST: NEW YORK	

TOTAL FOR: TAXICABS 49.37

08/06/09	FedEx Package From: Sheila B. Linn Company: Arent Fox LLP City/State:	14.47
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WASHINGTON, DC To: Daniel J. Kerrigan,
Managing D Company: Executive Sounding
Board Assoc City: NEW YORK CITY, NY
Received by: L.RUIZ

08/06/09

14.47

Fedex Package From: Sheila B. Linn
Company: Arent Fox LLP City/State:
WASHINGTON, DC To: Daniel J. Kerrigan,
Managing D Company: Executive Sounding
Board Assoc City: NEW YORK CITY, NY
Received by: L.RUIZ

TOTAL FOR: OVERNIGHT DELIVERY

28.94

08/12/09

331.79

MEALS - CHRISTOPHER GIAIMO
0812:DINNER W D KERRIGAN, M DERRVIS, K
LANE

08/12/09

12.43

MEALS - KATIE LANE 0812:COFFEE

TOTAL FOR: MEALS

344.22

08/19/09

376.00

OUT-OF-TOWN TRANSPORTATION - KATIE
LANE 0819:AMTRAK:TRAVEL DEST: NEW YORK

08/19/09

360.00

OUT-OF-TOWN TRANSPORTATION -
CHRISTOPHER GIAIMO 0819:AMTRAK:TRAVEL
DEST: NEW YORK FOR HEARING

TOTAL FOR: OUT-OF-TOWN TRANSPORTATION

736.00

08/19/09

18.00

OUT-OF-TOWN MEALS - CHRISTOPHER
GIAIMO 0819:MEALS FOR SELF: TRAVEL
DEST: NEW YORK

08/19/09

4.75

OUT-OF-TOWN MEALS - KATIE LANE
0819:MEALS:TRAVEL DEST: NEW YORK

TOTAL FOR: OUT-OF-TOWN MEALS

22.75

CURRENT CHARGES

2,044.34

SUBTOTAL FOR THIS MATTER

\$2,044.34

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

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
08/03/09	SL LINN	.7	115.50
08/03/09	SL LINN	.8	132.00
08/04/09	SL LINN	.7	115.50
08/17/09	CG GIAIMO	.2	112.00
08/21/09	SL LINN	1.2	198.00
08/28/09	SL LINN	2.0	330.00
Assemble and send out package to financial advisors. Revise supplemental conflicts submission. Review docket and update pleadings binders. Review motion for final order on 345 motion. Prepare supplemental connections search list; review status with K. Lehmkuhl; Update pleadings binders; review docket; prepare supplemental connections list; review status of existing supplemental list;			

CURRENT FEES

1,003.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	.2	at \$560.00 =	112.00
SHEILA LINN	5.4	at \$165.00 =	891.00
TOTALS	5.6		1,003.00

SUBTOTAL FOR THIS MATTER

\$1,003.00

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

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
08/02/09	KA LANE	.9	418.50
Review various correspondence from C. Giaimo regarding pending matters and hearings and return same.			
08/03/09	CG GIAIMO	.1	56.00
08/04/09	AK CAMPBELL	1.0	310.00
Review notice of omnibus hearing dates. Begin to draft master calendar for Committee deadlines.			
08/07/09	KA LANE	.2	93.00
Review agenda of items for hearing on August 11.			
08/10/09	KA LANE	.4	186.00
Various correspondence with Debtors' IT administrators regarding access to data rooms.			
08/10/09	KA LANE	.5	232.50
08/11/09	KA LANE	.4	186.00
Review latest court filings. Various correspondence with B. Sandler regarding status of hearing.			
08/11/09	KA LANE	.4	186.00
Review various documents filed with Court.			
08/14/09	SL LINN	.9	148.50
Review docket for updates to pleadings binders, order binder.			
08/16/09	CG GIAIMO	.2	112.00
Review revised case management report and calendar for pending matters and deadlines.			
08/16/09	AK CAMPBELL	1.7	527.00
08/16/09	KA LANE	.2	93.00
Draft/update master calendar. Correspondence with A. Campbell regarding Committee member expenses.			
08/18/09	KA LANE	.4	186.00
Various correspondence with D. Kerrigan regarding Committee issues.			
08/18/09	SL LINN	.7	115.50
Review status of pleadings binders with T. Zorrilla and O. Pate;			
08/20/09	KA LANE	1.2	558.00
Review various docket entries and court filings.			
08/21/09	KA LANE	1.3	604.50
Review multiple motions and other docket entries.			
08/21/09	KA LANE	.4	186.00
Review schedule of upcoming matters and prepare agenda for Committee.			
08/24/09	KA LANE	.2	93.00
Review latest docket entries and direct assistant to pull substantive pleadings.			
08/26/09	KA LANE	.3	139.50
Prepare for committee conference call.			
08/26/09	AK CAMPBELL	.6	186.00
Update master calendar.			
08/28/09	KA LANE	.3	139.50
Exchange correspondence with C. Giaimo updating him on status of pending issues.			
08/31/09	KA LANE	.8	372.00
Review various recent motions and determine impact on Committee.			

CURRENT FEES

5,128.50

TIMEKEEPER TIME SUMMARY

CHRIS GLAIMO	.3	at	\$560.00 =	168.00
KATIE A. LANE	7.9	at	\$465.00 =	3,673.50
ANDREA K. CAMPBELL	3.3	at	\$310.00 =	1,023.00
SHEILA LINN	1.6	at	\$165.00 =	264.00
TOTALS	13.1			5,128.50

SUBTOTAL FOR THIS MATTER

\$5,128.50

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

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
08/03/09	CG GIAIMO	.2	112.00
Review notice of sale regarding assets to be liquidated and issues related thereto.			

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

(00006) MATTER NUMBER
RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
08/06/09	KA LANE	Review various transfer of claim notices.	.4	186.00
08/07/09	CG GIAIMO	Review updated critical vendor report.	.2	112.00
08/13/09	KA LANE	Meeting with B. Sandler and discussion regarding Chapter 5 claims and related issues.	.5	232.50
08/21/09	CG GIAIMO	Review critical vendor report.	.2	112.00

CURRENT FEES

642.50

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	.4	at \$560.00 =	224.00
KATIE A. LANE	.9	at \$465.00 =	418.50
TOTALS	1.3		642.50

SUBTOTAL FOR THIS MATTER

\$642.50

(000007) MATTER NUMBER
RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
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08/06/09	KA LANE	.2	93.00
Review docket to confirm objection deadlines on retention applications and to respond to Debtors' request about CNOs.			
08/06/09	KA LANE	.4	186.00
Review several of Debtors' filings, most pertaining to upcoming hearing.			
08/06/09	KA LANE	.3	139.50
Further correspondence with J. Graves and R. Poppeti concerning upcoming matters.			
08/07/09	CG GIAIMO	.2	112.00
Review proposed agenda for hearing and confer with K. Lane regarding same.			
08/11/09	CG GIAIMO	.3	168.00
Confer with K. Lane regarding possible claims against D&Os and matters related thereto.			
08/11/09	KA LANE	.5	232.50
Various calls and correspondence with R. Poppeti regarding potential cancellation of hearing.			
08/18/09	KA LANE	.4	186.00
Review A&M's first fee application.			
08/18/09	KA LANE	.9	418.50
Review latest docket entries.			
08/20/09	CG GIAIMO	.6	336.00
Review and revise first monthly fee application.			
08/20/09	CG GIAIMO	.2	112.00
Review notice of lien and issues related thereto.			
08/21/09	KA LANE	.5	232.50
Review A&M's second fee application and report to C. Giaimo regarding same.			
08/21/09	KA LANE	.3	139.50
Review PWC first application for fees and expenses and report to C. Giaimo regarding same.			
08/24/09	KA LANE	.4	186.00
Review ACE Stipulation and related correspondence.			
08/24/09	KA LANE	.3	139.50
Correspondence and telephone call with D. Bowman regarding Committee's agreement to relief sought in ACE Stipulation.			
08/24/09	KA LANE	.2	93.00
Conference with C. Giaimo explaining relief sought in ACE insurance stipulation.			
08/26/09	KA LANE	.8	372.00
Various correspondence with C. Giaimo concerning issues with respect to proposed order, transferred claims, etc.			
08/26/09	KA LANE	.3	139.50
Review PWC fee application from June 16 until July 31.			
08/26/09	KA LANE	.1	46.50
Review cert of counsel concerning ACE stipulation.			

08/26/09	CG	GIAIMO	Review recently-filed notice for omnibus dates and pending matters.	.2	112.00
08/28/09	KA	LANE	Review fee application and detail filed by GDC.	.7	325.50
08/28/09	KA	LANE	Review Debtors' local counsel's fee application.	.3	139.50
08/31/09	AK	CAMPBELL	Review notice of lien filed by Travis County taxing authorities.	.2	62.00

CURRENT FEES

3,971.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	1.5	at	\$560.00 =	840.00
KATIE A. LANE	6.6	at	\$465.00 =	3,069.00
ANDREA K. CAMPBELL	.2	at	\$310.00 =	62.00
TOTALS	8.3			3,971.00

SUBTOTAL FOR THIS MATTER

\$3,971.00

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

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
08/01/09	CC COHEN	.2	123.00
08/02/09	KA LANE	.4	186.00
08/02/09	CG GIAIMO	.3	168.00
08/03/09	CG GIAIMO	.2	112.00
08/03/09	CG GIAIMO	.3	168.00
08/03/09	CG GIAIMO	.1	56.00
08/03/09	KA LANE	.3	139.50
08/03/09	KA LANE	.5	232.50
08/04/09	KA LANE	.6	279.00
08/04/09	KA LANE	.7	325.50
08/04/09	KA LANE	.4	186.00
08/04/09	CG GIAIMO	.6	336.00
08/04/09	CG GIAIMO	.7	392.00
08/04/09	CG GIAIMO	.4	224.00
08/04/09	CG GIAIMO	.9	504.00
08/04/09	CG GIAIMO	.6	336.00
08/04/09	CG GIAIMO	.3	168.00

Review letter from client.
Review correspondence from Committee member Garcia.
Emails with R. Garcia regarding hearing schedule and recent docket entries.
Email exchanges with D. Kerrigan regarding site visits and updates for Committee.
Review emails and faxes from R. Garcia regarding various filings and issues regarding class actions.
Review Committee update regarding Amended Disclosure Statement negotiations.
Correspondence to Committee regarding Sale of Alvernon Manor property.
Correspondence to Debtors' counsel regarding outstanding disclosure issues.
Conference call with A. York and C. Giaimo to address remaining disclosure statement issues.
Review various correspondence from Committee member Garcia regarding SERP and other disclosure statement issues.
Review and revise Giaimo response to R. Garcia and Committee's concerns.
Numerous email exchanges with R. Garcia regarding Plan treatment of unsecured creditors.
Discussions with Committee Members and ESBA regarding Plan treatment and negotiations regarding same.
Review ESBA email and attached Committee memorandum regarding site visits and results of same.
Draft, review and revise memorandum response to R. Garcia regarding Plan and Disclosure Statement comments.
Professional Committee call to discuss Plan treatment and related case issues.
Email communications with R. Garcia regarding communications with Debtors' counsel expressing his concerns with Disclosure Statement.

08/04/09	CG	GIAIMO	Draft, review and revise Committee memorandum regarding comments to Disclosure Statement and email to Committee attaching and explaining same.	.6	336.00
08/05/09	CG	GIAIMO	Call with K. Lane regarding updating Committee on recent developments and review of email regarding same.	.3	168.00
08/05/09	CG	GIAIMO	Email exchanges with R. Garcia regarding continuation of hearing and matters related thereto.	.2	112.00
08/05/09	CG	GIAIMO	Review Committee update memoranda regarding recent filings.	.2	112.00
08/05/09	KA	LANE	Conference with M. Rosenthal and M. Kelsey regarding disclosure statement adjournment and related issues.	.4	186.00
08/05/09	KA	LANE	Correspondence to and from Committee explaining status of adjourned disclosure statement hearing.	.4	186.00
08/05/09	KA	LANE	Review and respond to correspondence from R. Garcia.	.2	93.00
08/07/09	CG	GIAIMO	Review Committee update on Davis Bros. discussions and confer with K. Lane regarding same.	.2	112.00
08/10/09	CG	GIAIMO	Email communications with Committee Members regarding Davis Bros. and Plan treatment.	.3	168.00
08/10/09	CG	GIAIMO	Email communications with Committee regarding Davis Bros. and Plan treatment.	.3	168.00
08/11/09	CG	GIAIMO	Communications with Committee Members regarding Amended Disclosure Statement and Plan and concerns therewith and strategy therefor.	.4	224.00
08/11/09	CG	GIAIMO	Emails with K. Lane regarding status report to the Committee regarding hearing.	.1	56.00
08/11/09	CG	GIAIMO	Review of information and outline of issues provided by R. Garcia and draft, review and revise response memorandum to same.	.9	504.00
08/11/09	KA	LANE	Correspondence to Committee explaining status of plan and disclosure statement and setting up a call.	.2	93.00
08/11/09	KA	LANE	Additional correspondence to Committee members.	.4	186.00
08/13/09	CG	GIAIMO	Email exchanges with R. Garcia regarding restructuring and related case status issues.	.2	112.00
08/14/09	KA	LANE	Correspondence to R. Garcia responding to his questions.	.3	139.50
08/14/09	CG	GIAIMO	Email report to Committee regarding case status and issues regarding discussions with Debtors regarding improvement of Plan treatment.	.4	224.00

08/14/09	CG	GIAIMO	Confer with ESBA regarding projection issues and concerns regarding Debtors' need to obtain financing in future and resulting impact on funding of the Trust.	.7	392.00
08/17/09	CG	GIAIMO	Confer with D. Kerrigan regarding meeting with Lenders' professionals and outline of issues to be raised.	.4	224.00
08/17/09	CG	GIAIMO	Emails with K. Lane regarding Lender meeting and coordination thereof.	.3	168.00
08/18/09	CG	GIAIMO	Further discussions and strategy with ESBA regarding meeting with Lenders' professionals and related Plan modification issues.	.9	504.00
08/18/09	CG	GIAIMO	Email exchanged with R. Garcia regarding case status.	.2	112.00
08/18/09	CG	GIAIMO	Review R. Garcia letter regarding restructuring proposals and respond thereto.	.6	336.00
08/18/09	CG	GIAIMO	Emails with K. Fisher regarding upcoming meeting.	.2	112.00
08/18/09	CG	GIAIMO	Review Committee update email and confer with K. Lane regarding same.	.3	168.00
08/18/09	CG	GIAIMO	Emails with R. Garcia regarding SERP issues.	.3	168.00
08/18/09	KA	LANE	Correspondence to Committee advising of meeting with lenders.	.3	139.50
08/19/09	CG	GIAIMO	Emails with M. Rosenthal regarding Lender meeting and issues regarding status of class action.	.3	168.00
08/19/09	CG	GIAIMO	Email exchanges with R. Garcia regarding results of Lender meeting.	.3	168.00
08/20/09	CG	GIAIMO	Emails with M. Rosenthal regarding Lender meeting and issues regarding F.A. cooperation and communication.	.3	168.00
08/20/09	CG	GIAIMO	Emails with D. Kerrigan regarding P. J. Solomon cooperation and related due diligence issues.	.3	168.00
08/20/09	CG	GIAIMO	Confer with K. Lane regarding update for the Committee.	.2	112.00
08/20/09	CG	GIAIMO	Email communications with Committee members regarding conference call and case update.	.2	112.00
08/20/09	KA	LANE	Correspondence to Committee members detailing meeting with lenders' professionals.	.3	139.50
08/21/09	RJ	RICHARDSON	Tailored perfection memo to committee. Updated perfection memo based on new information. Forwarded to K. Lane for distribution to the committee.	2.1	861.00
08/21/09	KA	LANE	Correspondence to and from the Committee regarding lien analysis and plan and disclosure issues.	.4	186.00

08/21/09	KA	LANE	Correspondence to and from Committee members concerning Committee call and upcoming agenda items.	.3	139.50
08/21/09	CG	GIAIMO	Emails with R. Garcia regarding Plan issues.	.3	168.00
08/25/09	CG	GIAIMO	Review and revise weekly Committee update email regarding Lender meeting and Acevedo settlement.	.4	224.00
08/25/09	CG	GIAIMO	Emails with R. Garcia regarding Acevedo settlement proposal.	.2	112.00
08/25/09	KA	LANE	Draft and revise correspondence to committee explaining class action settlement, consequences, and recommendation.	2.1	976.50
08/26/09	KA	LANE	Review correspondence and related attachments from Committee member Garcia.	.4	186.00
08/26/09	KA	LANE	Conference call with Committee.	1.2	558.00
08/26/09	RJ	RICHARDSON	Attended creditors' committee call and addressed current status of lien analysis. Discussed document reconciliation with K. Lane.	1.0	410.00
08/26/09	CG	GIAIMO	Review emails and articles from R. Garcia regarding related bankruptcy cases.	.5	280.00
08/26/09	CG	GIAIMO	Committee call to discuss Plan negotiations, Lender meeting, class action matters and pending motions.	1.2	672.00
08/26/09	CG	GIAIMO	Follow-up call with M. Dervis regarding Plan proposals.	.1	56.00
08/26/09	CC	COHEN	Participate in committee call and confer with colleagues regarding issues.	1.2	738.00
08/28/09	KA	LANE	Call with Debtors' counsel regarding class actions.	.6	279.00
08/31/09	KA	LANE	Correspondence to Debtors' counsel requesting missing documents from document request.	.2	93.00

CURRENT FEES

16,413.00

TIMEKEEPER TIME SUMMARY

CAROL C. COHEN	1.4	at	\$615.00 =	861.00
CHRIS GIAIMO	16.7	at	\$560.00 =	9,352.00
KATIE A. LANE	10.6	at	\$465.00 =	4,929.00
RACHEL J. RICHARDSON	3.1	at	\$410.00 =	1,271.00
TOTALS	31.8			16,413.00

SUBTOTAL FOR THIS MATTER

\$16,413.00

(00010) MATTER NUMBER
RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
08/03/09	CG GIAIMO	.1	56.00
Email exchanges with D. Kerrigan regarding filing of retention application.			
08/04/09	CG GIAIMO	.2	112.00
08/04/09	AK CAMPBELL	.6	186.00
Review updated connections analysis. Coordinate supplemental connections check; discuss the same with S. Linn, K. Knight and K. Lehmkuhl.			
08/04/09	SL LINN	.5	82.50
Revise and submit supplemental connections list.			
08/06/09	KA LANE	.4	186.00
Correspondence with local counsel concerning filing of CNOs with respect to retention applications.			
08/06/09	CG GIAIMO	.3	168.00
Emails with B. Sandler regarding status of professional retentions.			
08/08/09	CG GIAIMO	.3	168.00
Review additional connections information and confer with A. Campbell regarding supplemental declaration for same.			
08/08/09	AK CAMPBELL	.2	62.00
Review connections from supplemental check.			
08/10/09	KA LANE	.1	46.50
Correspondence to local counsel regarding his fee application.			
08/13/09	KA LANE	.2	93.00
Correspondence with A. Campbell regarding BMHC fee application.			
08/14/09	SL LINN	.4	66.00
Supplemental conflicts checks and prepare supplemental conflict submission			
08/17/09	AK CAMPBELL	.3	93.00
Correspond with S. Linn and C. Giaimo re: supplemental disclosure of connections.			
08/17/09	KA LANE	.2	93.00
Telephone call with A. Campbell regarding fee application and related issues.			
08/17/09	SL LINN	1.7	280.50
Prepare supplemental connections search; review status with A. Campbell			
08/17/09	CG GIAIMO	.3	168.00
Review new matters and names for further connections and disclosure.			
08/18/09	SL LINN	.5	82.50
Review docket; prepare supplemental connections search list.			
08/18/09	CG GIAIMO	.3	168.00
Review application for further retention of KPMG and issues related thereto.			
08/20/09	SL LINN	.9	148.50
Review docket; prepare supplemental connections searches; review status with A. Campbell and K. Lehmkuhl.			

08/21/09	CG	GLAIMO	Review matters related to connections with Allied Irish Bank and need to disclose same.	.3	168.00
08/24/09	AK	CAMPBELL	Correspond with S. Linn re: status of connections checks for supplemental declaration.	.4	124.00
08/25/09	CG	GLAIMO	Review supplemental connections analysis.	.2	112.00
08/25/09	SL	LINN	Finalize and submit supplemental connections search list; review status with A. Campbell and K. Lehmkuhl; research status of creditor matrix conflict/connection searches; Review issues regarding disclosure of Allied Irish Bank.	1.1	181.50
08/26/09	CG	GLAIMO	Continued analysis of outstanding connections and required disclosures.	.2	112.00
08/27/09	CG	GLAIMO	Various correspondence with S. Linn re: connections checks including third supplemental and creditor matrix.	1.6	496.00
08/27/09	AK	CAMPBELL	Research AIB entities; review status with A. Campbell and K. Lehmkuhl regarding conflict/connections search status; review supplemental connections status; review docket for new supplement;	.8	132.00

CURRENT FEES

3,697.00

TIMEKEEPER TIME SUMMARY

CHRIS GLAIMO	2.4	at	\$560.00 =	1,344.00
KATIE A. LANE	.9	at	\$465.00 =	418.50
ANDREA K. CAMPBELL	3.1	at	\$310.00 =	961.00
SHEILA LINN	5.9	at	\$165.00 =	973.50
TOTALS	12.3			3,697.00

SUBTOTAL FOR THIS MATTER

\$3,697.00

(00011) MATTER NUMBER
RE: Plan and Disclosure Statement Matters and
Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
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08/01/09	KA LANE	4.1	1,906.50
08/02/09	KA LANE	5.9	2,743.50
08/02/09	KA LANE	.2	93.00
08/02/09	CG GIAIMO	.4	224.00
08/02/09	CG GIAIMO	.2	112.00
08/02/09	CG GIAIMO	.2	112.00
08/02/09	CG GIAIMO	.2	112.00
08/02/09	CG GIAIMO	.2	112.00
08/03/09	CG GIAIMO	2.7	1,512.00
08/03/09	CG GIAIMO	.4	224.00
08/03/09	CG GIAIMO	1.4	784.00
08/03/09	CG GIAIMO	.4	224.00
08/03/09	CG GIAIMO	.3	168.00
08/03/09	CG GIAIMO	.9	504.00
08/03/09	CG GIAIMO	.2	112.00
08/03/09	CG GIAIMO	.3	168.00

08/03/09	CG	GIAIMO	Email discussions with ESHA regarding concerns and questions related to liquidation and feasibility analysis. Complete review of disclosure statement and attachments and prepare for meeting with C. Giaimo.	.4	224.00
08/03/09	KA	LANE	Various correspondence with C. Giaimo concerning disclosure statement issues and preparation for call with Debtors. Meeting with C. Giaimo regarding remaining objections to disclosure statement.	3.3	1,534.50
08/03/09	KA	LANE	Various correspondence with C. Giaimo concerning disclosure statement issues and preparation for call with Debtors. Meeting with C. Giaimo regarding remaining objections to disclosure statement.	.8	372.00
08/03/09	KA	LANE	Various correspondence with C. Giaimo in preparation for call with Debtors' counsel.	1.4	651.00
08/04/09	KA	LANE	Correspondence with local counsel regarding today's filing.	.6	279.00
08/04/09	KA	LANE	Revise Objection to Disclosure Statement.	.2	93.00
08/04/09	KA	LANE	Perform further revisions to draft disclosure statement objection.	2.2	1,023.00
08/04/09	KA	LANE	Review Liquidation Analysis.	1.7	790.50
08/04/09	KA	LANE	Review new version of disclosure statement.	.7	325.50
08/04/09	CC	COHEN	Telephone conference with A. York regarding comments to Amended Disclosure Statement.	.7	430.50
08/04/09	CG	GIAIMO	Email exchanges with M. Kelsey regarding comments to Disclosure Statement and Committee's requested support for same.	.5	280.00
08/04/09	CG	GIAIMO	Email exchanges with A. York regarding Amended Disclosure Statement and revisions thereto by Committee.	.4	224.00
08/04/09	CG	GIAIMO	Review and revise updated objection to Amended Disclosure Statement.	.3	168.00
08/04/09	CG	GIAIMO	Confer with K. Lane regarding extension of deadline to file objection to Amended Disclosure Statement.	1.9	1,064.00
08/04/09	CG	GIAIMO	Emails with C. Cohen regarding revised Disclosure Statement objection.	.2	112.00
08/04/09	CG	GIAIMO	Continued review and revisions to updated Disclosure Statement objection and email exchanges with K. Lane regarding same.	2.1	1,176.00
08/05/09	CG	GIAIMO	Revise Amended Disclosure Statement objection and confer with K. Lane regarding same.	.6	336.00
08/05/09	CG	GIAIMO	Email exchanges with B. Sandler regarding objection to Amended Disclosure Statement and additional issues to be raised.	.4	224.00

08/05/09	CG	GIAIMO	Numerous email communications with K. Lane and A. York regarding continuance of hearing on Amended Disclosure Statement and matters related thereto. Internal Committee professional discussions regarding continuance of hearing on Disclosure Statement and matters related thereto.	.6	336.00
08/05/09	CG	GIAIMO	Various correspondence with C. Giaimo and C. Cohen regarding disclosure statement objection.	1.6	744.00
08/05/09	KA	LANE	Various correspondence with local counsel regarding his suggestions for objection to disclosure statement. Telephone calls with B. Sandler regarding local procedures as to deadlines and decision whether to file disclosure statement objection.	.3	139.50
08/05/09	KA	LANE	Various correspondence with A. York regarding adjournment of disclosure hearing and related issues.	.2	93.00
08/05/09	KA	LANE	Correspondence with FAs regarding disclosure issues.	.6	279.00
08/05/09	KA	LANE	Review C. Giaimo edits and latest version of objection and finalize objection to disclosure statement.	.4	186.00
08/05/09	KA	LANE	Email exchanges and calls with D. Kerriegan and K. Lane regarding strategy to improve treatment of unsecured creditors.	1.3	604.50
08/06/09	CG	GIAIMO	Review R. Garcia letter and memorandum regarding restructuring issues.	.7	392.00
08/06/09	AK	CAMPBELL	Review committee correspondence re: disclosure statement.	.2	112.00
08/06/09	CG	GIAIMO	Review and analyze legal issues and case law for opposition to Plan and strategy for obtaining higher and more guaranteed return for unsecured creditors.	.1	31.00
08/10/09	CG	GIAIMO	Meeting with K. Lane regarding Plan negotiation strategy and issues related thereto.	1.6	896.00
08/10/09	CG	GIAIMO	Confer with ESBA regarding strategy meeting and issues regarding status of due diligence.	.4	224.00
08/10/09	CG	GIAIMO	Conference call with ESBA regarding feasibility analysis and issues related to Plan terms and concerns therewith.	.9	504.00
08/10/09	KA	LANE	Begin review of Bank Reporting Packages.	3.2	1,488.00
08/11/09	KA	LANE	Various correspondence with C. Giaimo regarding plan and related issues.	.9	418.50

08/11/09	CG	GIAIMO	Confer with D. Kerrigan regarding lender discussions, due diligence and strategy for improvement of distribution to unsecureds.	.7	392.00
08/12/09	CG	GIAIMO	Meeting with D. Kerrigan and K. Lane to discuss feasibility, site visit information, liquidation and related Plan matters and issues for strategy to obtain greater certainty and amount of distribution to unsecured creditors. Review information and spreadsheets and analysis of same for feasibility purposes.	6.0	3,360.00
08/12/09	CG	GIAIMO	Emails and meeting with T. Castiello regarding extension of lien on assets of BMHC and issues relating to liquidation analysis.	.6	336.00
08/12/09	CG	GIAIMO	Meeting with C. Giaimo and D. Kerrigan to review financials and feasibility, site visit information, liquidation and related Plan matters and issues for strategy to obtain greater certainty and amount of distribution to unsecured creditors.	.4	224.00
08/12/09	KA	LANE	Meeting with Financial Advisor and C. Giaimo to discuss issues in feasibility analysis and liquidation plan.	6.0	2,790.00
08/12/09	TR	CASTIELLO	Discusses research on plan classification issues with C. Giaimo. Review and analyze issues regarding confirmability of proposed Plan and issues under 1129 and conduct legal research regarding same.	1.3	663.00
08/13/09	AK	CAMPBELL	Confer with A. Campbell regarding additional required legal research for Plan purposes.	.5	155.00
08/13/09	CG	GIAIMO	Continued analysis of financial information and correspondence for due diligence purposes with respect to Plan feasibility.	2.7	1,512.00
08/13/09	CG	GIAIMO	Confer with K. Lane regarding meeting with Lenders' professionals.	.6	336.00
08/13/09	CG	GIAIMO	Telephone conference with D. Kerrigan and M. Dervis regarding outline of issues to be discussed with Lenders' professionals to improve treatment of unsecured creditors and strategy with respect thereto.	2.4	1,344.00
08/14/09	CG	GIAIMO	Consideration of Lenders' lien of chapter 5 avoidance actions and review of terms of DIP Credit Agreement and possible turn-over upon confirmation and funding of exit financing.	.4	224.00
08/14/09	CG	GIAIMO		1.2	672.00
08/14/09	CG	GIAIMO		.7	392.00

08/14/09	KA	LANE	Various correspondence with C. Giaimo regarding Wells Fargo and lender issues.	.8	372.00
08/14/09	KA	LANE	Correspondence and calls to Kevin Fisher regarding meeting with him to discuss lender related plan issues.	.3	139.50
08/17/09	CG	GIAIMO	Confer with M. Dervis regarding Debtors' excess cash flow projections and analysis and concerns with same.	.7	392.00
08/17/09	CG	GIAIMO	Review home building historical and Moody's data and related available information regarding housing starts and permits for feasibility purposes.	1.3	728.00
08/17/09	KA	LANE	Correspondence with M. Dervis concerning cash flow analysis.	.2	93.00
08/17/09	KA	LANE	Telephone calls with K. Fisher regarding a meeting in NYC to discuss plan and disclosure related issues.	.2	93.00
08/18/09	KA	LANE	Various correspondence with C. Giaimo regarding meeting with lenders.	.8	372.00
08/18/09	KA	LANE	Review results of research into fair and equitable treatment of classes and review case law to learn details.	2.2	1,023.00
08/18/09	AK	CAMPBELL	Research discrimination of unsecured classes based on plan vote.	3.1	961.00
08/18/09	CG	GIAIMO	Review of ESBA's analysis of projected excess cash flow.	.4	224.00
08/18/09	CG	GIAIMO	Legal research and analysis of Plan discrimination issues.	.7	392.00
08/18/09	CG	GIAIMO	Review summary memorandum of legal research on Plan issues and confer with A. Campbell regarding same.	.3	168.00
08/18/09	CG	GIAIMO	Meet with A. Campbell regarding required legal research and issues related to Plan.	.5	280.00
08/18/09	CG	GIAIMO	Review cases under Third Circuit regarding class discrimination.	.6	336.00
08/18/09	CG	GIAIMO	Emails with B. Sandler regarding results of Third Circuit research on Plan confirmation issues.	.2	112.00
08/18/09	CG	GIAIMO	Review and assemble material and prepare for meeting with Lenders' professionals.	.8	448.00
08/19/09	AK	CAMPBELL	Review research materials on confirmation/unfair discrimination issues.	.2	62.00
08/19/09	KA	LANE	Working travel to NY to meet with T. Kent and K. Fisher.	4.2	1,953.00
08/19/09	KA	LANE	Working lunch with M. Dervis, D. Kerrigan and C. Giaimo to discuss debtors' financial projections and to prepare for meeting with K. Fisher and T. Kent.	1.8	837.00

Date	Party	Description	Amount	Balance
08/19/09	KA LANE	Attend meeting with K. Fisher, T. Kent and K. Miramadi to discuss Committee's requests regarding plan treatment.	2.3	1,069.50
08/19/09	KA LANE	Follow up meeting with M. Dervis, C. Giaimo and D. Kerrigan to discuss meeting with Wells Fargo's professionals.	1.6	744.00
08/19/09	KA LANE	Various correspondence with M. Dervis regarding mathematical calculations supporting feasibility and distributions to creditors.	.6	279.00
08/19/09	KA LANE	Travel back to Washington DC from New York (billed at half-time).	3.0	1,395.00
08/19/09	CG GIAIMO	Follow-up meeting with M. Dervis, K. Lane and D. Kerrigan to discuss meeting with Wells Fargo's professionals.	1.6	896.00
08/19/09	CG GIAIMO	Review Plan, Disclosure Statement, proposed treatment of unsecureds, and ESBA documents and case law regarding class discrimination in preparation for meeting with Lenders' professionals.	3.4	1,904.00
08/19/09	CG GIAIMO	Meeting with Lenders' professionals to discuss Committee concern with Plan and suggested modifications to same to allow greater return to unsecureds.	2.3	1,288.00
08/19/09	CG GIAIMO	Extensive emails and calls with M. Dervis and D. Kerrigan regarding Plan classification and possible payout scenarios.	.8	448.00
08/19/09	CG GIAIMO	Meeting with D. Kerrigan and M. Dervis in preparation for meeting with Lenders.	1.4	784.00
08/19/09	CG GIAIMO	Non-working return travel from meeting with Lenders [billed at half-time].	2.5	1,400.00
08/24/09	CG GIAIMO	Email communications with M. Dervis regarding employee related claims and matters regarding Plan payments to same.	.4	224.00
08/24/09	CG GIAIMO	Internal discussions regarding Plan treatment of employee related claims.	.5	280.00
08/24/09	CG GIAIMO	Discussions with possible expert witnesses regarding testimony on feasibility and matters related thereto.	2.3	1,288.00
08/24/09	KA LANE	Telephone call and correspondence with M. Dervis regarding amended financial covenants and related issues.	.3	139.50
08/25/09	CG GIAIMO	Confer with M. Dervis regarding SERP claims and review emails with P. Croci regarding same.	.3	168.00
08/26/09	CG GIAIMO	Confer with M. Dervis regarding priority claims and issues regarding audit.	.3	168.00

08/26/09	CG	GIAIMO	Review email correspondence regarding audit status and issues as it affects feasibility.	.2	112.00
08/26/09	CG	GIAIMO	Continued discussion and analysis of pending and scheduled employee related claims with M. Dervis.	.4	224.00
08/26/09	CG	GIAIMO	Review P. J. Solomon correspondence regarding claims estimates and response thereto.	.2	112.00
08/26/09	KA	LANE	Review various correspondence from M. Dervis and P. Croci and P. Gaurino regarding priority tax claims and related issues.	.4	186.00
08/26/09	KA	LANE	Correspondence to and from C. Giaimo regarding lender consortium composition.	.2	93.00
08/26/09	KA	LANE	Follow up call with M. Dervis regarding restructuring of SERP treatment.	.1	46.50
08/27/09	CG	GIAIMO	Emails with M. Dervis regarding employee claims.	.2	112.00
08/28/09	CG	GIAIMO	Emails and calls with ESBA regarding feasibility and cash flow related analysis and related Plan matters.	.7	392.00
08/28/09	KA	LANE	Telephone call with M. Dervis regarding SERP cash surrender, tax audit and related issues.	.2	93.00
08/28/09	KA	LANE	Review draft sensitivity presentation prepared by M. Dervis.	1.5	697.50
08/31/09	CG	GIAIMO	Review recently-filed objection to confirmation.	.3	168.00

CURRENT FEES

61,466.00

TIMEKEEPER TIME SUMMARY

CAROL C. COHEN	.7	at	\$615.00 =	430.50
CHRIS GIAIMO	58.9	at	\$560.00 =	32,984.00
THOMAS R. CASTIELLO	1.3	at	\$510.00 =	663.00
KATIE A. LANE	56.3	at	\$465.00 =	26,179.50
ANDREA K. CAMPBELL	3.9	at	\$310.00 =	1,209.00
TOTALS	121.1			61,466.00

SUBTOTAL FOR THIS MATTER

\$61,466.00

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

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
08/14/09	CG GIAIMO	.3	168.00
08/21/09	CG GIAIMO	.2	112.00
08/21/09	KA LANE	.3	139.50
08/21/09	CG GIAIMO	.7	392.00
08/24/09	CG GIAIMO	.9	504.00
08/24/09	CG GIAIMO	.4	224.00
08/24/09	CG GIAIMO	.2	112.00
08/24/09	KA LANE	1.4	651.00
08/24/09	KA LANE	1.3	604.50
08/24/09	KA LANE	.2	93.00
08/24/09	KA LANE	.4	186.00
08/24/09	KA LANE	.2	93.00
08/24/09	KA LANE	1.7	790.50
08/24/09	CC COHEN	.8	492.00
08/25/09	CC COHEN	.2	123.00
08/25/09	KA LANE	.9	418.50

Review status of class actions and claims arising therefrom.
Emails with C. Cohen regarding same.
Review Motion to Approve Compromise and Settlement with Acevedo plaintiffs and attorneys.
Review and analyze recently-filed 9019 for Acevedo matter.
Review and analyze class action settlement and internal review and discussions regarding issues with respect to same.
Strategy discussions with K. Lane regarding Committee questions regarding Acevedo settlement.
Review M. Rosenthal correspondence regarding Acevedo settlement and questions related thereto.
Review settlement agreement and summarize relief requested in Acevedo settlement and convey same to C. Giaimo.
Various correspondence and calls with C. Giaimo and C. Cohen regarding Acevedo attorney fee settlement.
Correspondence with M. Rosenthal concerning Acevedo settlement.
Telephone calls and correspondence with M. Kelsey regarding details of settlement with Acevedo plaintiffs.
Review and analyze schedule of fees and costs provided by Acevedo plaintiffs' counsel.
Research and review Third Circuit case law concerning attorneys' fee awards and standards under 9019.
Review and analyze class action issues.
Review and analyze class action settlement.
Various correspondence with C. Giaimo and C. Cohen concerning recommendation to Committee regarding Acevedo settlement.

08/25/09	KA	LANE	Perform closer review of Acevedo Settlement Agreement terms to review for estimation, timing and source of payment and other issues.	.4	186.00
08/25/09	CG	GLAIMO	Continued internal discussion and analysis of proposed Acevedo settlement.	.6	336.00
08/25/09	CG	GLAIMO	Review attorney time records related to Acevedo settlement.	.3	168.00
08/25/09	CG	GLAIMO	Review Settlement Agreement for Acevedo and draft internal email regarding issues and concerns to be raised with Debtors.	.8	448.00
08/26/09	CG	GLAIMO	Confer with K. Lane regarding Acevedo settlement and fee detail for same.	.4	224.00
08/26/09	KA	LANE	Various correspondence with J. Graves concerning fee detail of Acevedo settlement.	.2	93.00
08/26/09	KA	LANE	Review detailed Acevedo billings.	1.4	651.00
08/27/09	KA	LANE	Various correspondence with C. Cohen regarding class action issues and discussions with Debtors' counsel.	.7	325.50
08/27/09	KA	LANE	Telephone calls and correspondence with C. English regarding bar date, potential putative class, and related issues.	.6	279.00
08/27/09	KA	LANE	Continue working on class action and certification related issues.	3.2	1,488.00
08/27/09	KA	LANE	Review correspondence and attachments from J. Graves detailing Debtors' efforts at noticing putative class and individual plaintiffs.	.3	139.50
08/27/09	KA	LANE	Further various correspondence with C. English regarding class action related issues.	.4	186.00
08/27/09	CG	GLAIMO	Confer with C. Cohen regarding Acevedo class action and concerns with certification and binding effect on putative class.	.4	224.00
08/27/09	CG	GLAIMO	Emails with K. Lane regarding outstanding Acevedo issues and discussions with Debtors' counsel.	.3	168.00
08/27/09	CG	GLAIMO	Call with C. English regarding terms of settlement and bar date related matters and issues regarding claim resolutions for class action.	.4	224.00
08/27/09	CC	COHEN	Further analysis of materials regarding class action settlement and confer with C. English regarding same.	1.8	1,107.00
08/27/09	C-	ENGLISH	Review and analyze Acevedo and bankruptcy court pleadings.	1.8	918.00
08/27/09	C-	ENGLISH	Internal conferences regarding Acevedo FLSA settlement.	1.4	714.00
08/28/09	C-	ENGLISH	Review documents and analyze Acevedo case and settlement.	4.2	2,142.00

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08/28/09	C-	ENGLISH	Telephone conference with Debtor's counsel and K. Lane regarding Acevedo claims and settlement.	.8	408.00
08/28/09	C-	ENGLISH	Conference with C. Cohen regarding Acevedo due diligence.	.5	255.00
08/28/09	C-	ENGLISH	Prepare memo outlining due diligence on Acevedo settlement.	1.4	714.00
08/28/09	CC	COHEN	Confer with C. English regarding call with debtors' counsel to discuss class action settlement.	.3	184.50
08/28/09	CG	GIAIMO	Emails with K. Lane regarding status of discussions with Debtors' counsel regarding Acevedo settlement.	.4	224.00
08/28/09	CG	GIAIMO	Review and analyze preclusive effect of bar date for class action claimants and internal email discussions regarding same.	.5	280.00
08/28/09	KA	LANE	Conference with C. English in preparation for call with Debtors' professionals.	.2	93.00
08/28/09	KA	LANE	Exchange emails with J. Graves and M. Rosenthal regarding class action related issues.	.4	186.00
08/28/09	KA	LANE	Follow up call with C. English regarding call with Debtors' counsel.	.2	93.00
08/28/09	KA	LANE	Various correspondence with J. Graves regarding class action information.	.4	186.00
08/28/09	KA	LANE	Correspondence with C. English regarding Debtors' research into sufficiency of bar date to preclude putative class claims.	.3	139.50
08/31/09	CG	GIAIMO	Review motion to file one claim for Alverado and internal discussions regarding same.	.6	336.00
08/31/09	CG	GIAIMO	Review internal Acevedo due diligence report and issues related thereto.	.5	280.00
08/31/09	CG	GIAIMO	Emails with K. Lane and C. English regarding strategy for pending class action matters.	.4	224.00
08/31/09	CG	GIAIMO	Review issues regarding settlement of class action and issues regarding failure to certify class and internal discussions regarding same.	.7	392.00
08/31/09	KA	LANE	Various correspondence with C. Cohen, C. Giaimo and C. English regarding motion to permit class action proof of claim.	.4	186.00
08/31/09	KA	LANE	Perform review of motion to file class action proof of claim and attachments.	.3	139.50
08/31/09	KA	LANE	Correspondence to Debtors' counsel regarding a call to discuss class action proof of claim issues.	.2	93.00
08/31/09	ET	THORNE	Met with C. English to discuss research assignment.	.4	152.00

08/31/09	CC	COHEN	Review motion filed for class proof of claim and confer with C. English regarding same.	.9	553.50
08/31/09	ET	THORNE	Conducted research on whether putative class members must file individual proofs of claims by bar date.	4.8	1,824.00
08/31/09	ET	THORNE	Emails with C. English re: research.	.4	152.00
08/31/09	C-	ENGLISH	Complete memo outlining status of due diligence and analysis of Acevedo settlement.	1.8	918.00
08/31/09	C-	ENGLISH	Internal conferences and emails regarding research and analysis pertaining to Acevedo due diligence.	.9	459.00
08/31/09	C-	ENGLISH	Review/analyze new class proof of claim motion filed regarding Alvarado California state class action.	1.1	561.00
08/31/09	C-	ENGLISH	Internal conferences/email regarding Alvarado class proof of claim.	1.2	612.00

CURRENT FEES

24,769.00

TIMEKEEPER TIME SUMMARY

CAROL C. COHEN	4.0	at	\$615.00 =	2,460.00
CHRIS GIAIMO	9.0	at	\$560.00 =	5,040.00
CAROLINE ENGLISH	15.1	at	\$510.00 =	7,701.00
KATIE A. LANE	16.0	at	\$465.00 =	7,440.00
EMILY THORNE	5.6	at	\$380.00 =	2,128.00
TOTALS	49.7			24,769.00

SUBTOTAL FOR THIS MATTER

\$24,769.00

(000014) MATTER NUMBER
RE: Real Estate and Leasing and Executory Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
08/03/09	CG GIAIMO	.4	224.00
Email exchanges and conference call discussions with ESBA regarding status of Davis Bros. contract and issues related thereto.			
08/06/09	CG GIAIMO	.4	224.00
Email exchanges with M. Rosenthal, et al. regarding Davis Bros. motion and issues regarding employment agreements for same.			
08/06/09	CG GIAIMO	.8	448.00
Substantial email and telephone discussions with K. Lane and D. Kerrigan regarding Davis Bros. and Trim Solutions matters and Committee's position on same.			
08/06/09	KA LANE	.4	186.00
Correspondence with C. Giaimo and D. Kerrigan regarding Trim Solutions and Davis Brothers.			
08/06/09	KA LANE	.3	139.50
Correspondence to and from Debtors' counsel regarding Trim Solutions and Davis Brothers motions.			
08/06/09	KA LANE	.2	93.00
Further correspondence with R. Poppeti regarding Davis Brothers.			
08/06/09	KA LANE	.8	372.00
Review Davis Brothers guaranty, term sheet and agreement.			
08/07/09	KA LANE	1.4	651.00
Various correspondence with C. Giaimo and D. Kerrigan regarding Davis Brothers issues.			
08/07/09	KA LANE	.2	93.00
Review Davis Brothers performance incentive structure.			
08/07/09	KA LANE	1.1	511.50
Various correspondence with D. Kerrigan following up on his comments to the Davis Brothers motion.			
08/07/09	CG GIAIMO	.9	504.00
Continued analysis of Davis Bros. materials and discussions with ESBA regarding concerns with same and possible negotiation of terms thereto.			
08/07/09	CG GIAIMO	1.1	616.00
Numerous email exchanges and discussions among estate professionals regarding issues related to Davis Bros. contracts and matters related to concerns therewith.			
08/10/09	CG GIAIMO	.2	112.00
Email exchanges with M. Rosenthal regarding Davis Bros. contracts.			
08/10/09	CG GIAIMO	.3	168.00
Confer with K. Lane regarding status of hearing on Davis Bros. motion and issues related thereto.			

08/10/09	KA	LANE	Meeting with C. Giaimo regarding Davis Brothers and remaining matters on agenda.	.3	139.50
08/10/09	KA	LANE	Telephone call with Debtors' professionals regarding possible renote of Davis Brothers.	.2	93.00
08/11/09	KA	LANE	Review revised Davis Brothers order.	.2	93.00
08/11/09	CG	GIAIMO	Confer with K. Lane regarding revised Davis Bros. materials and issues regarding hearing on same.	.3	168.00
08/16/09	RJ	RICHARDSON	Finalized review of appraisals. Reviewed additional financing statements.	1.6	656.00
08/18/09	KA	LANE	Various correspondence with R. Richardson concerning unencumbered real estate and recorded mortgages.	.4	186.00

CURRENT FEES

5,677.50

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	4.4	at \$560.00 =	2,464.00
KATIE A. LANE	5.5	at \$465.00 =	2,557.50
RACHEL J. RICHARDSON	1.6	at \$410.00 =	656.00
TOTALS	11.5		5,677.50
SUBTOTAL FOR THIS MATTER			\$5,677.50

(00015) MATTER NUMBER
RE: Creditor Inquiries

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
08/07/09	CG GIAIMO	.3	168.00
Respond to creditor inquiries regarding case status and Amended Disclosure Statement concerns.			
08/20/09	CG GIAIMO	.4	224.00
Respond to creditor inquiries regarding case status and Plan matters.			

CURRENT FEES

392.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	.7	at \$560.00 =	392.00
TOTALS	0.7		392.00
SUBTOTAL FOR THIS MATTER			\$392.00

(00016) MATTER NUMBER
RE: Automatic Stay and Section 362 and 363 Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
08/04/09	AB BLANKLEY	.3	126.00
Review of motion for relief from stay and summarize for Chris Giaimo and Katie Lane.			
08/04/09	CG GIAIMO	.2	112.00
Confer with A. Blankley regarding recently-filed motion for stay relief.			
08/19/09	AB BLANKLEY	.2	84.00
Review of motion filed by Greystone against HNR for relief from stay and send summary to Chris Giaimo.			
08/19/09	CG GIAIMO	.2	112.00
Emails with A. Blankley regarding recently-filed stay relief motion.			
08/21/09	CG GIAIMO	.3	168.00
Review objection to stay relief motion.			
08/31/09	AK CAMPBELL	1.1	341.00
Read and summarize Suntrust stay relief motion.			

CURRENT FEES

943.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	.7	at \$560.00 =	392.00
ADRIENNE W. BLANKLEY	.5	at \$420.00 =	210.00
ANDREA K. CAMPBELL	1.1	at \$310.00 =	341.00
TOTALS	2.3		943.00

SUBTOTAL FOR THIS MATTER

\$943.00

(000017) MATTER NUMBER
RE: Investigation of Secured Creditor, Equipment Lessors

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
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08/01/09	CC COHEN	.2	123.00
08/02/09	CG GIAIMO	.6	336.00
08/03/09	CG GIAIMO	.3	168.00
08/03/09	CC COHEN	.8	492.00
08/03/09	AT THURMAN	1.3	266.50
08/03/09	RJ RICHARDSON	2.1	861.00
08/04/09	KA LANE	.8	372.00
08/04/09	KA LANE	.7	325.50
08/04/09	CC COHEN	3.6	2,214.00
08/04/09	CG GIAIMO	.3	168.00
08/07/09	AZ ZACHARIAH	.5	187.50
08/07/09	KA LANE	.5	232.50
08/07/09	KA LANE	3.8	1,767.00
08/07/09	KA LANE	1.7	790.50
08/07/09	KA LANE	.3	139.50
08/07/09	CG GIAIMO	.4	224.00
08/07/09	AZ ZACHARIAH	6.4	2,400.00
08/10/09	RJ RICHARDSON	.2	82.00

Review lien analysis.
Review and analyze lien search memorandum, attached documents and issues related thereto.
Internal discussions regarding status of lender investigation.
Review documents to investigate potential lender claims.
Researched corporate history from Delaware for the sixteen BMHC related entities. Requested by R. Richardson. Reviewed initial perfection analysis memo and outlined additional areas requiring research.
Various correspondence with C. Cohen regarding discovery related issues.
Various correspondence with C. Cohen regarding document production and investigation-related issues.
Review documents to investigate potential lender claims.
Confer with C. Cohen regarding extent and nature of Wells Fargo's lien in BMHC assets.
Meet with K. Lane regarding review of the dataroom.
Meeting with A. Zachariah regarding data room review.
Review document categories and documents generally to determine which documents have not been produced.
Review selected documents from database.
Correspondence to Debtors and Lenders advising of documents missing from production.
Call with K. Lane regarding lender's production of documents and status of investigation.
Begin review of all the documents received to date in investigation.
Met with T. Castiello to discuss additional guarantors and grantors under the credit agreement and security agreement in response to earlier inquiries.

08/10/09	RJ	RICHARDSON	Met with T. Castiello to discuss comments to the initial perfection analysis memo.	.2	82.00
08/10/09	KA	LANE	Correspondence and calls with A. Zachariah and R. Richardson regarding document review.	.4	186.00
08/10/09	KA	LANE	Complete review of minutes and corporate resolutions.	5.8	2,697.00
08/10/09	KA	LANE	Conference with document review team regarding division of labor.	.3	139.50
08/10/09	AZ	ZACHARIAH	Continue review of dataroom for purposes of investigation. Provide summary of findings to team.	6.7	2,512.50
08/10/09	AK	CAMPBELL	Discuss BMHC document review/investigation of secured lender with K. Lane.	.3	93.00
08/10/09	AK	CAMPBELL	Conference call with K. Lane, A. Zachariah and R. Richardson re: doc review/investigation.	.3	93.00
08/10/09	AK	CAMPBELL	Review documents for secured lender investigation.	1.4	434.00
08/10/09	RJ	RICHARDSON	Commenced review of additional production documents. Incorporated additional information into the perfection analysis.	4.3	1,763.00
08/10/09	TR	CASTIELLO	Review memorandum regarding perfection issues prepared by R. Richardson; discuss memorandum with R. Richardson. Prepare analysis and timeline related to minutes from Board meetings and written resolutions.	1.3	663.00
08/11/09	KA	LANE	Review data room materials and summary of board minutes.	1.8	837.00
08/11/09	AZ	ZACHARIAH	Correspondence with K. Fisher and A. York requesting documents that were not produced in data room.	3.9	1,462.50
08/11/09	KA	LANE	Correspondence with review team and review results of other members' reviews.	.2	93.00
08/11/09	KA	LANE	Continued review of additional production documents.	.4	186.00
08/11/09	RJ	RICHARDSON	Review outline and timeline of produced Board minutes and analysis of issues related thereto.	4.1	1,681.00
08/11/09	CG	GIAIMO	Review correspondence regarding lender document production and issues related thereto and confer with K. Lane regarding same.	.5	280.00
08/11/09	CG	GIAIMO	Confer with R. Richardson regarding lien investigation and status thereof and open issues.	.3	168.00
08/11/09	CG	GIAIMO	Various correspondence with review team regarding results of searches.	.3	168.00
08/12/09	KA	LANE		.4	186.00

08/12/09	KA	LANE	Continue document review of financial reporting packages and related documents.	4.2	1,953.00
08/12/09	AZ	ZACHARIAH	Review data room materials for K. Lane and R. Richardson.	1.4	525.00
08/12/09	RJ	RICHARDSON	Continued review of additional loan documents.	3.1	1,271.00
08/12/09	AK	CAMPBELL	Document review and draft summary of the same.	3.1	961.00
08/13/09	RJ	RICHARDSON	Commenced review of appraisals relating to real property mortgaged under the Wells' loan.	2.4	984.00
08/13/09	KA	LANE	Continue review of documents pertaining to financial compliance.	3.3	1,534.50
08/17/09	RJ	RICHARDSON	Reviewed new documents placed in data room and prepared summary e-mail for K. Lane.	.3	123.00
08/17/09	RJ	RICHARDSON	Reviewed additional guarantor assumption agreements in connection with perfection analysis.	1.3	533.00
08/17/09	KA	LANE	Correspondence to and from R. Richardson about default letters from BMHC to Wells.	.2	93.00
08/17/09	RJ	RICHARDSON	Continued review of financing statements for grantor entities.	2.9	1,189.00
08/17/09	KA	LANE	Review documents in Debtors' data room.	3.1	1,441.50
08/17/09	AT	THURMAN	Researched status of Riggs Plumbing, LLC in the State of Arizona.	.4	82.00
08/17/09	AZ	ZACHARIAH	Requested by R. Richardson.		
08/17/09	AZ	ZACHARIAH	Document Review in furtherance of investigation. Review loan documents received.	5.3	1,987.50
08/18/09	AZ	ZACHARIAH	Document review in furtherance of investigation. Review additional loan documents and requested materials.	4.2	1,575.00
08/18/09	KA	LANE	Review forbearance and default letters.	.4	186.00
08/18/09	RJ	RICHARDSON	Continued reconciliation of documents produced in connection with informal discovery request. Reviewed swap agreements and current docket.	4.1	1,681.00
08/18/09	KA	LANE	Reviewed Limited Waiver Agreements and BMHC letters notifying lender of potential default under the pre-petition loan.		
08/18/09	KA	LANE	Meet with A. Zachariah to discuss document review.	.3	139.50
08/18/09	KA	LANE	Review and respond to correspondence from R. Richardson concerning waivers, compliance with covenants and related documents.	.2	93.00
08/18/09	KA	LANE	Complete review of financial documents from data room.	4.1	1,906.50
08/19/09	KA	LANE	Various correspondence with R. Richardson and C. Cohen regarding document review issues.	.5	232.50

08/19/09	RJ	RICHARDSON	Researched merger transactions and grantor entity name changes.	1.1	451.00
08/19/09	RJ	RICHARDSON	Researched additional perfection issues and prepared modifications to perfection analysis memo. Circulated revised perfection analysis.	3.4	1,394.00
08/19/09	CC	COHEN	Review draft memorandum reflecting lien research.	.4	246.00
08/19/09	RJ	RICHARDSON	Continued reviewing documents in data room as part of reconciling against documents requested and identifying documents we still require. Worked on draft of document reconciliation memo. Email exchange with R. Richardson regarding lien analysis and review memorandum regarding same.	5.1	2,091.00
08/19/09	CG	GLAIMO	Document review in furtherance of investigation including loan documents received.	.7	392.00
08/19/09	AZ	ZACHARIAH	Document Review in furtherance of investigation, prepare review chart of documents reviewed to date.	6.9	2,587.50
08/20/09	AZ	ZACHARIAH	Review revised perfection memorandum and discuss issues from memorandum with R. Richardson.	8.9	3,337.50
08/20/09	TR	CASTIELLO	Continued review of lien analysis memorandum and related documents. Confer with K. Lane regarding status and issues related to lenders' response to informal discovery and review correspondence related thereto.	.5	255.00
08/20/09	CG	GLAIMO	Conference with R. Richardson regarding corporate history of nine Delaware companies; reviewed corporate filing history for nine Delaware companies; conferences with R. Richardson and the Texas Secretary of State regarding BMCW SouthCentral, L.P.; ordered organizational documents from California for Selectbuild, L.P. and Vaughn Road, L.L.C. Requested by R. Richardson.	.7	392.00
08/20/09	CG	GLAIMO	Meet with team to discuss document review and further work to be done.	.4	224.00
08/20/09	AT	THURMAN	Various correspondence with R. Richardson regarding memorandum to Committee.	1.6	328.00
08/20/09	CC	COHEN	Commenced modifications to perfection memo in preparation for forwarding to the committee.	1.1	676.50
08/20/09	KA	LANE	Finalized document reconciliation memo and research relating to pre-petition merger transactions. Documented results of research and forwarded memo to K. Lane for review and comment.	.2	93.00
08/20/09	RJ	RICHARDSON		.3	123.00
08/20/09	RJ	RICHARDSON		4.1	1,681.00

08/20/09	KA	LANE	Correspondence to K. Fisher regarding outstanding discovery requests.	.2	93.00
08/20/09	KA	LANE	Meeting with C. Cohen and R. Richardson regarding lien analysis and reconciliation of documents.	.9	418.50
08/20/09	RJ	RICHARDSON	Met with T. Castiello to discuss questions relating to the liquidation analysis and other items we need to finalize the perfection analysis.	.2	82.00
08/20/09	RJ	RICHARDSON	Met with K. Lane and C. Cohen to discuss document reconciliation and next steps to obtaining documents we need to finalize perfection analysis.	.9	369.00
08/20/09	RJ	RICHARDSON	Met with T. Castiello to provide update on meeting with K. Lane and C. Cohen. Discussed note in liquidation analysis identifying BMHC assets as being unsecured with respect to the pre-petition lender.	.2	82.00
08/20/09	RJ	RICHARDSON	Prepared for meeting with K. Lane and C. Cohen to discuss document reconciliation and next steps.	.4	164.00
08/21/09	AT	THURMAN	Conference with R. Richardson regarding financing statements in Arizona for Riggs Plumbing, LLC; ordered UCC statements from the State of Arizona. Requested by R. Richardson.	.7	143.50
08/21/09	RJ	RICHARDSON	Prepared for meeting with A. Dubin to discuss perfection issues.	.1	41.00
08/21/09	KA	LANE	Review revised lien analysis.	.4	186.00
08/21/09	RJ	RICHARDSON	Met with A. Dubin to discuss perfection issues relating to merger transactions.	.5	205.00
08/21/09	TR	CASTIELLO	Review Credit Agreement and Amendments and summarize requirements for payoff of secured loan in connection with tax refund for C. Connor.	1.3	663.00
08/21/09	CG	GIAIMO	Confer with Committee professionals regarding lien search and analysis and matters related thereto.	.6	336.00
08/21/09	AZ	ZACHARIAH	Document review in furtherance of the investigation.	3.9	1,462.50
08/24/09	RJ	RICHARDSON	Researched perfection of security interest in money.	.4	164.00
08/24/09	KA	LANE	Various correspondence with R. Richardson regarding documents requested by FAs.	.4	186.00
08/24/09	AT	THURMAN	Reviewed lien search results for Riggs Plumbing, LLC from the State of Arizona. Requested by R. Richardson.	.7	143.50
08/26/09	KA	LANE	Telephone call with K. Fisher regarding document production and related documents.	.2	93.00

08/26/09	KA	LANE	Conference with R. Richardson regarding reconciliation for Wells Fargo.	.2	93.00
08/27/09	RJ	RICHARDSON	Prepared document reconciliation e-mail for lender's counsel. Forwarded to K. Lane for distribution to lender's counsel.	.3	123.00
08/27/09	KA	LANE	Review draft correspondence from R. Fisher to secured lenders. Correspondence to lender's counsel regarding reconciliation of documents produced by debtors to request.	.1	46.50
08/27/09	CG	GIAIMO	Confer with K. Lane regarding informal discovery reconciliation and review emails regarding same.	.2	112.00
08/31/09	AT	THURMAN	Reviewed merger evidence from California for Selectbuild, L.P. and Vaughn Road, L.L.C. Requested by R. Richardson.	.4	82.00
08/31/09	RJ	RICHARDSON	Prepared listing of questions relating to bankruptcy perfection analysis.	1.4	574.00

CURRENT FEES

63,591.50

TIMEKEEPER TIME SUMMARY

CAROL C. COHEN	6.1	at	\$615.00 =	3,751.50
CHRIS GIAIMO	5.3	at	\$560.00 =	2,968.00
THOMAS R. CASTIELLO	3.1	at	\$510.00 =	1,581.00
KATIE A. LANE	36.2	at	\$465.00 =	16,833.00
RACHEL J. RICHARDSON	43.4	at	\$410.00 =	17,794.00
ASWATHI ZACHARIAH	48.1	at	\$375.00 =	18,037.50
ANDREA K. CAMPBELL	5.1	at	\$310.00 =	1,581.00
ALVIN D. THURMAN	5.1	at	\$205.00 =	1,045.50
TOTALS	152.4			63,591.50

SUBTOTAL FOR THIS MATTER

\$63,591.50

(00019) MATTER NUMBER
RE: Chapter 5 Litigation, Collection and Investigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
08/04/09	CC COHEN	2.0	1,230.00
Review schedules for potential Chapter 5 claims.			

CURRENT FEES

1,230.00

TIMEKEEPER TIME SUMMARY

CAROL C. COHEN	2.0	at \$615.00 =	1,230.00
TOTALS	2.0		1,230.00

SUBTOTAL FOR THIS MATTER

\$1,230.00

(000022) MATTER NUMBER
RE: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper	Hours	Value
08/03/09	AK CAMPBELL	.9	279.00
08/04/09	AK CAMPBELL	.2	62.00
08/10/09	NA CONSTANTINO	.1	26.50
08/12/09	AK CAMPBELL	1.1	341.00
08/13/09	AK CAMPBELL	4.3	1,333.00
08/14/09	AK CAMPBELL	1.1	341.00
08/20/09	KA LANE	.4	186.00
08/20/09	AK CAMPBELL	.9	279.00
08/20/09	KA LANE	.5	232.50
08/21/09	KA LANE	.6	279.00

Begin to prepare June monthly statement; review bill re: the same.
Review docket for monthly fee application procedures; discuss the same with C. Giaimo.
Review retention order and compensation order to determine filing of first monthly fee application.
Draft monthly fee application.
Draft first monthly fee application.
Review professional fee order for provision related to committee member fee; draft email to committee and discuss the same with K. Lane.
Conferences with C. Giaimo and A. Campbell regarding fee application.
Revise monthly fee statement and coordinate filing.
Review draft fee application.
Various correspondence with C. Giaimo regarding Committee fee applications and related issues.

CURRENT FEES

3,359.00

TIMEKEEPER TIME SUMMARY

KATIE A. LANE	1.5	at \$465.00 =	697.50
ANDREA K. CAMPBELL	8.5	at \$310.00 =	2,635.00
NOVA A. CONSTANTINO	.1	at \$265.00 =	26.50
TOTALS	10.1		3,359.00

SUBTOTAL FOR THIS MATTER

\$3,359.00

SUMMARY OF CHARGES

TOTAL FOR: DUPLICATING SUMMARY	382.80
TOTAL FOR: OTHER DATABASE SEARCH	94.74
TOTAL FOR: WESTLAW	385.52
TOTAL FOR: TAXICABS	49.37
TOTAL FOR: OVERNIGHT DELIVERY	28.94
TOTAL FOR: MEALS	344.22
TOTAL FOR: OUT-OF-TOWN TRANSPORTATION	736.00
TOTAL FOR: OUT-OF-TOWN MEALS	22.75

Area of Expertise, Year Admitted		Hours	Rate (\$)	Amount (\$)
PARTNER				
CAROL C. COHEN	EMPL & BR 1977 (OH), 1981 (DC)	14.20	615.00	8,733.00
CHRIS GIAIMO	BR, 1995 (NY), 1998 (DC, MD)	100.70	560.00	56,392.00
CAROLINE ENGLISH		15.10	510.00	7,701.00
THOMAS R. CASTIELLO		4.40	510.00	2,244.00
ASSOCIATES				
KATIE A. LANE	BR, 2002 (FL), 2007 (DC)	142.40	465.00	66,216.00
ADRIENNE W. BLANKLEY	BR, 2005 (NY)	.50	420.00	210.00
RACHEL J. RICHARDSON		48.10	410.00	19,721.00
EMILY THORNE		5.60	380.00	2,128.00
ASWATHI ZACHARIAH		48.10	375.00	18,037.50
ANDREA K. CAMPBELL	BR, 2008 (FL), 2009 (VA, DC)	25.20	310.00	7,812.00
PARAPROFESSIONALS				
NOVA A. CONSTANTINO		.10	265.00	26.50
ALVIN D. THURMAN		5.10	205.00	1,045.50
SHEILA LINN		12.90	165.00	2,128.50
		422.40		192,395.00

Blended Rate: 455.48

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	2,044.34
CURRENT FEES FOR ALL MATTERS	192,395.00
TOTAL AMOUNT OF THIS INVOICE	\$194,439.34
	=====
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 1213842
Invoice Date 09/16/09
Client Number 031659

-- REMITTANCE COPY --
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$194,439.34

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 1213842

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)
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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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New York, NY 10166

Office of the United States Trustee
Attn: Joseph McMahon
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Wilmington, DE 19801

Young Conaway Stargatt & Taylor, LLP
Attn: Sean M. Beach and Robert F. Poppiti, Jr.
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San Francisco, CA 94105