

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

<b>IN RE:</b>	)	<b>Chapter 11</b>
	)	
<b>BUILDING MATERIALS HOLDING</b>	)	<b>Case No. 09-12074 (KJC)</b>
<b>CORPORATION, <i>et al.</i>,<sup>1</sup></b>	)	
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>
	)	
	)	<b>Objection Deadline: October 5, 2009 at 4:00 p.m. (ET)</b>
	)	<b>Hearing Date: To Be Determined</b>

**VERIFIED THIRD MONTHLY APPLICATION OF GIBSON, DUNN &  
CRUTCHER LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS IN  
POSSESSION FOR ALLOWANCE OF INTERIM COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES FOR THE  
PERIOD BEGINNING AUGUST 1, 2009 THROUGH AUGUST 31, 2009**

Name of Applicant:	GIBSON, DUNN & CRUTCHER LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	<i>Nunc pro tunc</i> to June 16, 2009 ("Petition Date"), by order dated July 16, 2009
Period for Which Interim Compensation and Reimbursement Is Sought:	August 1, 2009 through August 31, 2009
Amount of Interim Compensation Sought as Actual, Necessary and Reasonable:	\$404,340.25
Amount of Interim Expenses Reimbursement Sought as Actual, Necessary and Reasonable:	\$5,457.69

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<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

**PREVIOUS FEE APPLICATIONS**

<b><u>Title</u></b>	<b><u>Date Filed</u></b>	<b><u>Period Covered</u></b>	<b><u>Fees Requested</u></b>	<b><u>Expenses Requested</u></b>	<b><u>Fees Approved</u></b>	<b><u>Expenses Approved</u></b>
Verified First Monthly Application of Gibson, Dunn & Crutcher LLP Beginning June 16, 2009 Through June 30, 2009 [Docket Entry No. 313]	7/27/09	June 16, 2009 – June 30, 2009	\$391,533.25	\$12,722.72	80%	100%
Verified Second Monthly Application of Gibson, Dunn & Crutcher LLP Beginning July 1, 2009 Through July 30, 2009 [Docket Entry No. 530]	8/27/09	July 1 – July 30 2009	\$681,530.25	\$22,211.78	80%	100%

**BUILDING MATERIALS HOLDING CORPORATION, et al.**

**Summary Breakdown of Professionals and Paraprofessional Hours and Fees for the  
Interim Period of August 1, 2009 through August 31, 2009**

<b><u>NAME OF PROFESSIONAL PERSON</u></b>	<b><u>POSITION</u></b>	<b><u>STARTING DATE EMPLOYED AT GD&amp;C</u></b>	<b><u>YEAR ADMITTED TO BAR</u></b>	<b><u>TOTAL HOURS BILLED</u></b>	<b><u>RATE</u></b>	<b><u>AMOUNT</u></b>
S. FINLEY	Partner— Corp.	08/29/1988	1974 NY	89.9	995	\$89,450.50
M. ROSENTHAL	Partner— Bankr.	11/27/1989	2009 NY 1985 TX	113.9	985	\$112,191.50
W. D. CLASTER	Partner— Labor	6/1/1976	1976 CA	16.2	865	\$14,013.00
C. J. MARTIN	Partner— Labor	10/4/1982	1978 CA	0.2	880	\$176.00
G. T. DAVIDSON	Partner— Corp.	10/24/1988	1988 CA	1.0	840	\$840.00
K. G. NELSON	Partner— Labor	9/23/1991	1991 TX	0.2	800	\$160.00
C. R. MONTGOMERY	Partner— Corp.	3/12/2001	1997 CA	14.3	635	\$9,080.50
M. R. PFUNDER	Of Counsel – Corp.	11/29/1993	1971 DC	1.8	775	\$1,395.00
M. K. KELSEY	Of Counsel – Corp.	11/10/2008	2004 NY	17.9	710	\$12,709.00
A. G. YORK	Associate— Bankr.	8/24/1998	1998 TX	91.8	635	\$58,293.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&amp;C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
M. C. NELSON	Associate— Lit.	10/4/2004	2004 TX	1.8	525	\$945.00
M.C. WALSH	Associate— Corp.	9/7/2004	2005 NY	11.2	620	\$6,944.00
S. M. GLECKLER	Associate— Labor	9/12/2005	2005 CA	11.9	495	\$5,890.50
N. D. GREENWOOD	Associate— Corp.	5/17/2004	2005 CA	18.0	495	\$8,910.00
C. P. FLOYD	Associate— Lit.	9/5/2006	2006 TX	31.9	470	\$14,993.00
A. L. KREISBERG	Associate— Tax	4/28/2008	2008 NY	1.0	470	\$470.00
S. MUZUMDAR	Associate— Corp.	10/6/2008	2009 NY	15.9	420	\$6,678.00
J. L. GRAVES	Associate— Bankr.	10/6/2008	2007 TX	118.7	400	\$47,480.00
K. A. BOHNE	Associate— Bankr.	9/2/2008	2008 TX	7.1	345	\$2,449.50
J. M. CONTRERAS	Legal Assistant – Bankr.	3/20/2000	N/A	30.1	290	\$8,729.00
S. G. FARRAG	Legal Assistant – Bankr.	6/17/2009	N/A	16.9	235	\$3,971.50
<b>SUBTOTAL:</b>				<b>611.7</b>		<b>\$405,769.00</b>
<b>LESS REDUCTION FOR NON- WORKING TRAVEL TIME</b>						<b>-\$1,428.75</b>

<b><u>NAME OF PROFESSIONAL PERSON</u></b>	<b><u>POSITION</u></b>	<b><u>STARTING DATE EMPLOYED AT GD&amp;C</u></b>	<b><u>YEAR ADMITTED TO BAR</u></b>	<b><u>TOTAL HOURS BILLED</u></b>	<b><u>RATE</u></b>	<b><u>AMOUNT</u></b>
<b>TOTAL FEES REQUESTED</b>						<b>\$404,340.25</b>

**Blended Rate: \$661.01**

**Blended Rate (excluding legal assistant time): \$693.54**

Bankr. = Business Restructuring and Reorganization Practice Group

Corp. = Corporate Practice Group

Lit. = Litigation Practice Group

Tax = Tax Practice Group

Labor = Labor Practice Group

R.E. = Real Estate Group

**TOTAL COMPENSATION BY PROJECT CATEGORY**

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

<b><u>Project Category</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees</u></b>
Automatic Stay Issues (Matter 00102)	29.3	\$15,077.50
Business Operations (Matter 00103)	20.4	\$11,426.00
Case Administration (Matter 00104)	46.3	\$22,918.50
Claims Administration and Objections (Matter 00105)	25.6	\$15,442.00
Corporate Governance and Securities Law Compliance (Matter 00106)	16.3	\$15,205.50
Creditor Committee Issues (Matter 00107)	2.8	\$2,442.50
DIP Financing/Cash Collateral/Cash Management (Matter 00108)	37.3	\$18,267.50
Employees (Matter 00109)	3.2	\$2,461.00
Executory Contracts/Unexpired Leases (Matter 00111)	29.2	\$14,492.50
Fee and Retention Applications (GD&C) (Matter 00112)	42.4	\$12,382.00
Fee and Retention Applications (Other Professionals) (Matter 00113)	14.2	\$7,115.50
Insurance (Matter 00114)	11.5	\$6,715.00
Plan & Disclosure Statement (Matter 00115)	247.3	\$215,422.50
Shareholder/Equity Committee (Matter 00119)	1.0	\$290.00
Taxes (Matter 00120)	5.4	\$3,042.00
Non-Working Travel Time (after 50% write- off) (Matter 00121)	4.5	\$1,428.75
Utilities (Matter 00122)	19.7	\$7,880.00
Class Action Issues (Matter 00125)	53.5	\$30,936.50

HSR (Matter 00126)	1.8	\$1,395.00
<b><u>TOTAL</u></b>	<b>611.7</b>	<b>\$404,340.25</b>

**TOTAL EXPENSE SUMMARY**

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

<b><u>Expense Category</u></b>	<b><u>Total Expenses</u></b>
Document Retrieval Service	\$194.80
Freight & Shipping	\$113.00
In-House Duplication (Photocopies -- \$0.10 per page)	\$357.40
Lodging	\$1,846.97
Meals	\$390.73
On-Line Research (Lexis)	\$355.03
On-Line Research (Westlaw)	\$270.36
On-Line Research Nexis-Main	\$25.00
Outside Process Server	\$35.50
Postage	\$18.28
Specialized Research/Filing Fees	\$58.72
Telephone Charges	\$466.29
Travel – Air & Rail	\$643.16
Travel – Parking	\$102.00
Travel – Taxi & Other Modes/Miles	\$580.45
<b>TOTAL</b>	<b>\$5,457.69</b>



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

**IN RE:**

**BUILDING MATERIALS HOLDING  
CORPORATION, *et al.*,<sup>2</sup>**

**Debtors.**

) **Chapter 11**

) **Case No. 09-12074 (KJC)**

) **Jointly Administered**

) **Objection Deadline: October 5, 2009 at 4:00 p.m. (ET)**  
) **Hearing Date: To Be Determined**

**VERIFIED THIRD MONTHLY APPLICATION OF GIBSON, DUNN &  
CRUTCHER LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS IN  
POSSESSION FOR ALLOWANCE OF INTERIM COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES FOR THE  
PERIOD BEGINNING AUGUST 1, 2009 THROUGH AUGUST 31, 2009**

Gibson, Dunn & Crutcher LLP ("Gibson Dunn"), counsel for Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "Debtors"), hereby applies for allowance of interim compensation for professional services rendered and reimbursement of expenses incurred for the monthly period beginning August 1, 2009 through August 31, 2009 (herein, the "Application"), and respectfully states the following:

**FEES AND EXPENSES FOR WHICH ALLOWANCE IS SOUGHT**

1. Gibson Dunn makes this Application pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), the Court's administrative order ("Administrative Order") dated January 28, 2002, establishing procedures for interim

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<sup>2</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

compensation and reimbursement of expenses of professionals employed in chapter 11 cases, and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered by the Court on July 16, 2009 (the "Interim Fee Procedures Order") in connection with the Chapter 11 Cases (as defined below). Gibson Dunn seeks approval and allowance of interim compensation for professional services charged to the Debtors during the period from August 1, 2009 through August 31, 2009 (the "Interim Fee Period") in the amount of \$404,340.25. A schedule setting forth the number of hours expended by partners, counsel, associates, staff attorneys, and legal assistants of Gibson Dunn who rendered services to the Debtors during the Interim Fee Period, and their respective hourly rates is attached hereto as **Exhibit A**. Gibson Dunn also requests reimbursement of actual and necessary out-of-pocket expenses incurred in connection with its representation of the Debtors during the Interim Fee Period in the amount of \$5,457.69. A schedule setting forth the expenses for which Gibson Dunn is seeking reimbursement is attached hereto as **Exhibit B**.

2. Gibson Dunn has attempted to include in this Application all time and expenses relating to the Interim Fee Period. Delays in processing such time and receiving invoices for expenses, however, do occur. Accordingly, Gibson Dunn reserves the right to supplement this Application prior to the date set by this Court for final hearing on this Application in order to request additional compensation for professional services rendered and reimbursement of expenses incurred during the Interim Fee Period.

3. In addition, as of the Petition Date, Gibson Dunn held an Advance Deposit in the amount of \$710,762.59 as security for its postpetition fees and related expenses. Paragraph 4 of the Court's July 16, 2009 order employing Gibson Dunn provides that Gibson Dunn (a) shall be paid from the Advance Deposit until the Advance Deposit is reduced to \$355,381.00 before the

firm seeks further payment for allowed/fees expenses from the Debtors and (b) may hold the remaining \$355,381.00 Advance Deposit as an evergreen retainer (the "Advance Deposit Minimum Balance") for the duration of the Chapter 11 Cases. Any amounts approved to be paid to Gibson Dunn that are not paid from the Advance Deposit, as described above, shall be paid to Gibson Dunn by the Debtors.

4. This is Gibson Dunn's third monthly interim application for compensation and reimbursement of expenses in these Chapter 11 Cases.

**COMPLIANCE WITH THE U.S. TRUSTEE'S  
GUIDELINES AND LOCAL RULE 2016-2**

5. Pursuant to section 586(a)(3)(A) of title 28 of the United States Code, the Executive Office for United States Trustees promulgated certain procedural guidelines governing review by the Offices of the United States Trustees of applications for compensation and reimbursement of expenses under section 330 of the Bankruptcy Code (the "Guidelines"). The Guidelines became effective on May 1, 1995. Except as set forth herein, this Application materially complies with the Guidelines. This Application also materially complies with 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"). Gibson Dunn's certification under section 504 of the Bankruptcy Code, Federal Rule of Bankruptcy Procedure 2016(a), the Guidelines and Local Rule 2016-2 is attached hereto as **Exhibit C**.

6. During the Chapter 11 Cases, Gibson Dunn has maintained contemporaneous time records for each of the categories specified in the Guidelines. A copy of Gibson Dunn's contemporaneous time records for the Interim Fee Period is attached hereto as **Exhibit D**.

**GENERAL BACKGROUND**

7. On June 16, 2009 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Cases"). The Debtors continue to operate their businesses and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases. On July 26, 2009, the Office of the United States Trustee (the "US Trustee") appointed the official committee of unsecured creditors (the "Creditors' Committee").

8. The Debtors are one of the largest providers of residential building products and construction services in the United States. The Debtors distribute building materials, manufacture building components (e.g., millwork, floor and roof trusses, and wall panels), and provide construction services to professional builders and contractors through a network of 31 distribution facilities, 43 manufacturing facilities, and five regional construction services facilities.

9. The Debtors operate under two brand names: BMC West® and SelectBuild®.

- ***BMC West.*** Under the BMC West brand, the Debtors market and sell building products, manufacture building components, and provide construction services to professional builders and contractors. Products include structural lumber and building materials purchased from manufacturers, as well as manufactured building components such as millwork, trusses, and wall panels. Construction services include installation of various building products and framing. The Debtors currently offer these products and services in major metropolitan markets in Texas, Washington, Colorado, Idaho, Utah, Montana, North Carolina, California, and Oregon.
- ***SelectBuild.*** Under the SelectBuild brand, the Debtors offer integrated construction services to production homebuilders, as well as commercial and multi-family builders. Services include wood framing, concrete services, managing labor and construction schedules, and sourcing materials. The Debtors currently offer these services in major metropolitan markets in California,

Arizona, Nevada and Illinois.

**RETENTION OF GIBSON, DUNN & CRUTCHER LLP**

10. By order dated July 16, 2009, the Court approved the retention of Gibson Dunn as restructuring counsel *nunc pro tunc* to the Petition Date pursuant to section 327(a) of the Bankruptcy Code.

11. By order dated July 14, 2009, the Court approved the Debtors' retention of Young Conaway Stargatt & Taylor, LLP ("YCS&T") as restructuring counsel pursuant to section 327(a) of the Bankruptcy Code. Gibson Dunn and YCS&T have made every effort to ensure that the services they provide to the Debtors are not duplicative.

**SERVICES RENDERED BY GIBSON DUNN**

12. Gibson Dunn is an international law firm with approximately 1,000 attorneys. The firm maintains offices for the practice of law in New York City and several other cities in the United States and abroad. Gibson Dunn has extensive expertise in business reorganizations, corporate transactions, debtor-in-possession financings, and related professional experience necessary for successful reorganization under chapter 11 of the Bankruptcy Code. In particular, Gibson Dunn has substantial experience in the representation of debtors and debtors in possession in Chapter 11 Cases before this Court and other courts throughout the United States. As a consequence, Gibson Dunn brings to these cases a high level of expertise and experience that inures to the benefit of the Debtors and their estates.

13. Gibson Dunn partners, counsel, associates, staff attorneys, and paralegals provided 611.7 hours of time in the Business Restructuring and Reorganization Practice Group, the Litigation Practice Group, the Labor Practice Group, the Tax Practice Group, and the Corporate Practice Group during the Interim Fee Period.

14. The following description summarizes the services rendered by Gibson Dunn in the Interim Fee Period.

**A. Automatic Stay (Matter 00102)**

(Interim Fee Period Fees: \$15,077.50 Total Hours: 29.3)

15. During the Interim Fee Period, Gibson, Dunn addressed issues relating to the automatic stay, including providing notice to litigation parties of the impact of the automatic stay, considering the applicability of the automatic stay on various litigation and insurance actions, drafting motions and stipulations to lift the automatic stay, and drafting objections to lift stay motions.

**B. Business Operations (Matter 00103)**

(Interim Fee Period Fees: \$11,426.00 Total Hours: 20.4)

16. During the Interim Fee Period, Gibson Dunn performed work related to the business operations of the Debtors, including, but not limited to, advising the Debtors on the provisions of the Bankruptcy Code as they relate to the day to day and out of the ordinary course business operations of the Debtors and drafting appropriate pleadings to authorize the Debtors to continue such day to day and out of the ordinary course business operations.

**C. Case Administration (Matter 00104)**

(Interim Fee Period Fees: \$22,918.50 Total Hours: 46.3)

17. During the Interim Fee Period, Gibson Dunn performed work necessary for the successful administration of these Chapter 11 Cases. Gibson Dunn spent numerous hours finalizing and filing various pleadings, communicating with the Debtors and other key constituencies regarding administrative tasks within these Chapter 11 Cases, responding to

inquiries regarding the Debtors' Chapter 11 Cases, and addressing the myriad of other administrative matters that arose in the course of these Chapter 11 Cases.

**D. Claims Administration and Objections (Matter 00105)**

(Interim Fee Period Fees: \$15,442.00 Total Hours: 25.6)

18. During the Interim Fee Period, Gibson Dunn addressed issues concerning claims made against the Debtors' estates. Gibson Dunn spent time addressing, among other things, claims for reclamation of goods and claims for administrative priority status under section 503(b)(9) of the Bankruptcy Code, as well as analyzing the impact that the proofs of claim filed by the IRS might have on the Chapter 11 Cases.

**E. Corporate Governance/Securities Law Compliance (Matter 00106)**

(Interim Fee Period Fees: \$15,205.50 Total Hours: 16.3)

19. During the Interim Fee Period, Gibson Dunn addressed issues concerning compliance with securities law and preparing and reviewing items filed with the Securities Exchange Commission. In addition, time was spent preparing for and participating in the Debtors' corporate governance meetings and board meetings.

**F. Creditor Committee Issues (Matter 00107)**

(Interim Fee Period Fees: \$2,442.50 Total Hours: 2.8)

20. During the Interim Fee Period, time was spent preparing for and addressing issues raised by the Creditors' Committee. Time was spent attending meetings with the Creditors' Committee, responding to various document requests, and negotiating with the Creditors' Committee to address certain concerns with respect to the Debtors' plan and related disclosure statement.

**G. DIP Financing/Cash Collateral/Cash Management (Matter 00108)**

(Interim Fee Period Fees: \$18,267.50 Total Hours: 37.3)

21. During the Interim Fee Period, time was spent in this category negotiating and preparing documents to secure exit financing at the close of these Chapter 11 Cases. In addition, time was spent preparing a motion to waive section 345(b)'s investment requirements with respect to a Wells Fargo money market investment account.

**H. Employees (Matter 00109)**

(Interim Fee Period Fees: \$2,461.00 Total Hours: 3.2)

22. During the Interim Fee Period, time was spent addressing employee wage, severance, and retention issues as well as issues relating to pending EEOC actions.

**I. Executory Contracts/Unexpired Leases (Matter 00111)**

(Interim Fee Period Fees: \$14,492.50 Total Hours: 29.2)

23. During the Interim Fee Period, Gibson Dunn spent time, in coordination with the Debtors, reviewing the Debtors' executory contracts and unexpired leases, and preparing motions to assume or reject same. Gibson Dunn also spent time addressing and resolving informal comments received from the Creditors' Committee regarding the motion to assume the Purchase Agreement with the Davis brothers and drafting a separate motion to approve the Randolph Davis incentive plan.

**J. Fee Applications/Retention Applications [Gibson Dunn] (Matter 00112)**

(Interim Fee Period Fees: \$12,382.00 Total Hours: 42.4)



24. During the Interim Fee Period, time was spent preparing Gibson Dunn's second and third monthly requests for interim compensation and reimbursement of expenses as well as complying with applicable U.S. Trustee Guidelines related to Gibson Dunn's retention.

**K. Fee Applications/Retention Applications [Other professionals]  
(Matter 00113)**

(Interim Fee Period Fees: \$7,115.50 Total Hours: 14.2)

25. During the Interim Fee Period, Gibson Dunn spent time related to the retention and compensation of additional professionals hired by the Debtors in these Chapter 11 Cases.

**L. Insurance (Matter 00114)**

(Interim Fee Period Fees: \$6,715.00 Total Hours: 11.5)

26. Gibson Dunn spent time reviewing insurance policies and addressing issues related thereto. During the Interim Fee Period, critical discussions were held and agreements reached with ACE Insurance, which provides, among other things, worker's compensation insurance for the Debtors. Time was also spent advising the Debtors regarding the recovery of assets from a captive insurance cell and drafting a motion to approve the contemplated transaction.

**M. Plan & Disclosure Statement (Matter 00115)**

(Interim Fee Period Fees: \$215,422.50 Total Hours: 247.3)

27. During the Interim Fee Period, Gibson Dunn spent time negotiating and revising the Debtors' plan of reorganization, disclosure statement, and preparing and revising the solicitation procedures motion, ballots and schedules related thereto. Critical discussions were held with potential plan bidders and time was spent analyzing and preparing alternative plan and exit financing proposals.

**N. Shareholder/Equity Committee (Matter 00118)**

(Interim Fee Period Fees: \$290.00 Total Hours: 1.0)

28. During the Interim Fee Period, time was spent responding to inquiries from shareholders regarding the bar date and other matters.

**O. Taxes (Matter 00120)**

(Interim Fee Period Fees: \$3,042.00 Total Hours: 5.4)

29. This matter includes time spent addressing tax issues. During the Interim Fee Period, time was spent reviewing the claims filed by the IRS and researching legal questions relating to the IRS's claims.

**P. Non-Working Travel Time (Matter 00121)**

(Interim Fee Period Fees: \$1,428.75 Total Hours: 4.5)

30. This category covers travel time in which no other work was performed on behalf of the Debtors. **This Application seeks compensation for 50% of any fees associated with non-working travel time.**

**Q. Utilities (Matter 00122)**

(Interim Fee Period Fees: \$7,880.00 Total Hours: 19.7)

31. During the Interim Fee Period, Gibson Dunn addressed numerous issues concerning utilities, including assisting the Debtors with providing adequate assurance of payment for certain of the Debtors' utility providers, and reviewing and addressing requests for additional adequate assurance. In addition, time was spent preparing and revising an amended list of utility providers that are subject to the Court's July 16, 2009 Final Order (A) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Service; (B) Approving the Debtors'

Proposed Adequate Assurance; and (C) Establishing Procedures for Resolving Requests for Additional Adequate Assurance [Docket No. 238].

**R. Class Action Issues (Matter 00125)**

(Interim Fee Period Fees: \$30,936.50 Total Hours: 53.5)

32. During the Interim Fee Period, Gibson Dunn addressed issues concerning potential class action matters that were pending on the Petition Date. Time was spent negotiating a settlement with the Acevedo Plaintiffs and preparing a motion to approve the settlement pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure. Time was also spent resolving the Creditors' Committee's concerns relative to the 9019 motion.

**S. Hart-Scott-Rodino Issues (Matter 00126)**

(Interim Fee Period Fees: \$1,395.00 Total Hours: 1.8)

33. Time was spent during the Interim Fee Period conducting analysis of the issues that might be raised by the Hart-Scott-Rodino Act in connection with certain contemplated transactions.

**ALLOWANCE OF COMPENSATION**

34. Gibson Dunn is cognizant of the factors considered by courts in determining allowances of compensation under section 331 of the Bankruptcy Code. Application of those factors to this Application more than justifies the compensation requested.

35. **The Time And Labor Required.** The professional services rendered by Gibson Dunn have required substantial time and effort, very frequently on an emergency and after-hours basis. During the Interim Fee Period, approximately 611.7 recorded hours were expended by

Gibson Dunn partners, counsel, associates, staff attorneys, and legal assistants in providing the professional services described in this Application.

36. **The Rates Charged For Such Services.** During the Interim Fee Period, Gibson Dunn's hourly billing rates ranged from \$710 to \$995 per hour for partners and of counsel; \$345 to \$635 for associates and staff attorneys; and \$235 to \$290 for legal assistants. These billing rates represent customary rates that are routinely billed to the firm's many clients. Based upon the recorded hours expended by Gibson Dunn's attorneys and legal assistants, the average hourly billing rate for Gibson Dunn's services for the Interim Fee Period was approximately \$661.01.

37. **The Necessity of the Services and Benefit to the Estate.** As detailed above, the services Gibson Dunn provided to the Debtors were necessary to preserve and enhance the Debtors' business operations and going-concern value and conferred substantial benefit on the Debtors' estates.

38. **The Complexity, Importance, and Nature of the Problem, Issue or Task Addressed.** The complexity, importance, and nature of the matters Gibson Dunn has addressed in these cases justify the compensation sought by Gibson Dunn in this Application. During the Interim Fee Period, Gibson Dunn encountered and successfully resolved complex and difficult legal problems in many areas involving bankruptcy, corporate, tax, litigation, and labor issues, many of which required specialized expertise. As is more fully detailed above, Gibson Dunn believes that it has been able to resolve many difficult and complex questions as they have arisen in an expeditious and efficient manner.

39. **Customary Compensation.** Gibson Dunn relies on the Court's experience and knowledge with respect to the compensation awards in similar cases. Given that frame of reference, Gibson Dunn submits that, in light of the circumstances of the case and the substantial

benefits derived from Gibson Dunn's assistance, compensation in the amount requested is fair and reasonable.

40. **Time Constraints Required by the Exigencies of the Case.** On many occasions, Gibson Dunn attorneys rendered services on behalf of the Debtors under severe time constraints. Moreover, Gibson Dunn attorneys undertook matters on behalf of the Debtors, to the preclusion of other firm matters and clients. Often, the services were performed well after regular business hours.

41. **Experience, Reputation and Ability of the Attorneys Rendering Services.** Gibson Dunn's services have been rendered in a highly efficient manner by attorneys who have a high degree of expertise in business reorganizations and corporate transactions. The skill and competency of the Gibson Dunn attorneys who have represented the Debtors are unquestionable. Gibson Dunn's highly professional group of attorneys has ensured that these cases have been administered in the most efficient and expeditious manner possible under the circumstances.

42. Based on the factors to be considered under section 331 of the Bankruptcy Code, the results Gibson Dunn has achieved to date more than justify allowance in full of Gibson Dunn's compensation and reimbursement request.

### **DISBURSEMENTS**

43. For the Interim Fee Period, Gibson Dunn requests reimbursement of \$5,457.69 for reasonable and necessary out-of-pocket expenses incurred on behalf of the Debtors. **Exhibit B** attached hereto summarizes the actual expenses incurred by Gibson Dunn on behalf of the Debtors during the Interim Fee Period and **Exhibit E** details each of the expenses incurred. Each of the charges reflected in **Exhibits B and E** is based on the actual and necessary expenses incurred by Gibson Dunn, in the exercise of reasonable discretion, on behalf of the Debtors.

44. The time constraints frequently imposed by the circumstances of these cases have required Gibson Dunn's attorneys and other employees to devote time during the evenings and on weekends to perform legal services on behalf of the Debtors. Consistent with firm policy, and to ensure the personal safety of attorneys and other employees of Gibson Dunn, the cost of transportation home was reimbursed to employees working late into the night. Unlike many New York firms, Gibson Dunn does not charge clients for reimbursement of meals for attorneys who worked after regular business hours. Gibson Dunn only seeks reimbursement for overtime meals if the client is present, or if an attorney is traveling on a client's behalf.

45. Gibson Dunn has not sought reimbursement for proofreading services, luxury accommodations, or deluxe meals. Gibson Dunn does not seek compensation for first-class airfare. Rather, Gibson Dunn attorneys travel by coach for domestic air travel, with any upgrade being at the attorney's own expense. Gibson Dunn does not charge for incoming or outgoing facsimile transmission, other than the costs, if any, of the associated long distance phone call. **Gibson Dunn charges its clients \$0.10 per page for photocopying.**

46. Gibson Dunn has made every effort to minimize its disbursements in this case. Each of the expenses incurred by Gibson Dunn in providing professional services to the Debtors was necessary, reasonable and justified under the circumstances to serve the needs of the Debtors, their estates and creditors.

#### **REMAINING ADVANCE DEPOSIT**

47. As described above, as of the Petition Date, Gibson Dunn held an Advance Deposit in the amount of \$710,762.59 as security for its postpetition fees and related expenses. After the expiration of the objection period with respect to Gibson Dunn's first interim application (for the period from June 16, 2009 through June 30, 2009), and based on the lack of

objections to such application, Gibson Dunn filed a Certificate of No Objection and applied \$325,949.32 against the Advance Deposit, which amount represents the sum of 80% of the fees and 100% of the expenses requested for such period. After the expiration of the objection period with respect to Gibson Dunn's second interim application (for the period from July 1, 2009 through July 31, 2009), and based on the lack of objections to such application, Gibson Dunn filed a Certificate of No Objection with respect to \$567,435.98 of approved fees (at 80%) and expenses. Gibson Dunn applied \$29,432.27 of these fees and expenses against the Advance Deposit, which reduced such Advance Deposit to the Advance Deposit Minimum Balance of \$355,381.00, and requested payment of the balance from the Debtors as provided in the Order employing Gibson Dunn.

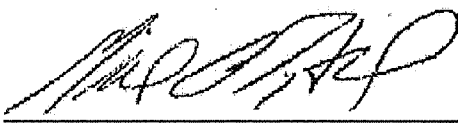
### CONCLUSION

48. Gibson Dunn's services have resulted in significant benefits to the Debtors and their estates. Accordingly, Gibson Dunn respectfully submits that its request for compensation and reimbursement of expenses is reasonable and is more than justified by the benefits received by the Debtors and their estates, and that such request, therefore, should be allowed in full.

WHEREFORE Gibson Dunn respectfully requests entry of an order (a) allowing Gibson Dunn, for the period from August 1, 2009 through August 31, 2009, interim compensation for professional services rendered in the amount of \$404,340.25 and reimbursement of expenses in the amount of \$5,457.69 ; and (b) granting Gibson Dunn such other and further relief as is just and proper.

Dated: New York, New York  
September 18, 2009

GIBSON, DUNN & CRUTCHER LLP

By:   
Michael A. Rosenthal (admitted *pro hac vice*)  
Matthew K. Kelsey (admitted *pro hac vice*)  
200 Park Avenue  
New York, New York 10166  
Phone (212) 351-4000  
Fax (212) 351-4035

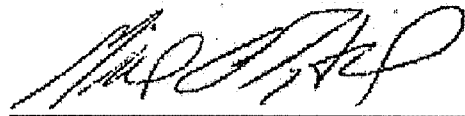
ATTORNEYS FOR THE DEBTORS  
AND DEBTORS IN POSSESSION



**VERIFICATION**

STATE OF NEW YORK     )  
                                      )  
COUNTY OF NEW YORK    )     SS:

1.     I am a partner in the applicant firm, Gibson, Dunn & Crutcher LLP, and am admitted to practice *pro hac vice* before this Court.
2.     I have personally performed many of the legal services rendered by Gibson, Dunn & Crutcher LLP, as counsel for the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and legal assistants in the firm.
3.     The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
Michael A. Rosenthal

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

<b>IN RE:</b>	)	<b>Chapter 11</b>
	)	
<b>BUILDING MATERIALS HOLDING CORPORATION, <i>et al.</i>,<sup>1</sup></b>	)	<b>Case No. 09-12074 (KJC)</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>
	)	
	)	<b>Objection Deadline: October 5, 2009 at 4:00 p.m. (ET)</b>
	)	<b>Hearing Date: To Be Determined</b>

**NOTICE OF APPLICATION**

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; (III) COUNSEL TO WELLS FARGO BANK, AS AGENT UNDER THE PREPETITION CREDIT FACILITY AND THE DIP FACILITY (AS DEFINED IN THE CHAPTER 11 PLAN FILED BY THE DEBTORS IN THESE CASES); AND (IV) ALL PARTIES THAT HAVE REQUESTED NOTICE PURSUANT TO RULE 2002 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE.

**PLEASE TAKE NOTICE** that the **Verified Third Monthly Application of Gibson, Dunn & Crutcher LLP as Counsel for the Debtors and Debtors in Possession for Allowance of Interim Compensation for Services Rendered and for Reimbursement of Expenses for the Period Beginning August 1, 2009 Through August 31, 2009** (the "Application") has been filed with the United States Bankruptcy Court for the District of Delaware. The Application seeks interim allowance of fees in the amount of \$404,340.25 and expenses in the amount of \$5,457.69.

**PLEASE TAKE FURTHER NOTICE** that objections to the Application, if any, must be filed on or before **October 5, 2009 at 4:00 p.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the objection so as to be received by the following on or before the Objection

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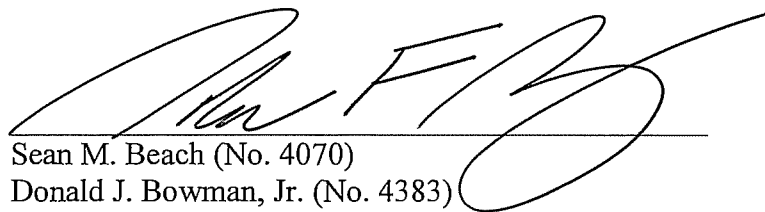
<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

Deadline: (i) the Debtors, Building Materials Holding Corporation, 720 Park Boulevard, Suite 200, Boise, Idaho 83712 (Attn.: Paul S. Street); (ii) co-counsel to the Debtors: (a) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166 (Attn.: Michael A. Rosenthal and Matthew K. Kelsey) and (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801 (Attn.: Sean M. Beach and Robert F. Poppiti, Jr.); (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn.: Joseph J. McMahon, Jr.); (iv) counsel to the Official Committee of Unsecured Creditors: (a) Arent Fox, LLP, 1050 Connecticut Avenue, NW, Washington, DC 20036-5339 (Attn.: Christopher J. Giaimo and Katie A. Lane) and (b) Benesch, Friedlander, Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware 19801 (Attn.: Bradford J. Sandler); and (v) counsel to Wells Fargo Bank, as agent under the Prepetition Credit Facility and the DIP Facility (as defined in the chapter 11 plan filed by the Debtors in these cases): (a) Paul, Hastings, Janofsky & Walker LLP, 55 Second Street, Twenty-Fourth Floor, San Francisco, California 94105 (Attn.: Kevin B. Fisher) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn.: Paul N. Heath).

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

Dated: Wilmington, Delaware  
September 18, 2009

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Sean M. Beach (No. 4070)  
Donald J. Bowman, Jr. (No. 4383)  
Robert F. Poppiti, Jr. (No. 5052)  
The Brandywine Building  
1000 West Street, 17th Floor  
P.O. Box 391  
Wilmington, Delaware 19899-0391  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253

----and----

GIBSON, DUNN & CRUTCHER LLP  
Michael A. Rosenthal (admitted *pro hac vice*)  
Matthew K. Kelsey (admitted *pro hac vice*)  
Saeed M. Muzumdar (admitted *pro hac vice*)  
200 Park Avenue, 47th Floor  
New York, New York 10166-0193  
Telephone: (212) 351-4000  
Facsimile: (212) 351-4035

Aaron G. York (admitted *pro hac vice*)  
Jeremy L. Graves (admitted *pro hac vice*)  
2100 McKinney Avenue, Suite 1100  
Dallas, Texas 75201-6911  
Telephone: (214) 698-3100  
Facsimile: (214) 571-2900

ATTORNEYS FOR THE DEBTORS  
AND DEBTORS-IN-POSSESSION

**EXHIBIT A – Timekeeper Breakdown**

**BUILDING MATERIALS HOLDING CORPORATION, et al.**

**Summary Breakdown of Professionals and Paraprofessional Hours and Fees for the  
Interim Period of August 1, 2009 through August 31, 2009**

<b><u>NAME OF PROFESSIONAL PERSON</u></b>	<b><u>POSITION</u></b>	<b><u>STARTING DATE EMPLOYED AT GD&amp;C</u></b>	<b><u>YEAR ADMITTED TO BAR</u></b>	<b><u>TOTAL HOURS BILLED</u></b>	<b><u>RATE</u></b>	<b><u>AMOUNT</u></b>
S. FINLEY	Partner— Corp.	08/29/1988	1974 NY	89.9	995	\$89,450.50
M. ROSENTHAL	Partner— Bankr.	11/27/1989	2009 NY 1985 TX	113.9	985	\$112,191.50
W. D. CLASTER	Partner— Labor	6/1/1976	1976 CA	16.2	865	\$14,013.00
C. J. MARTIN	Partner— Labor	10/4/1982	1978 CA	0.2	880	\$176.00
G. T. DAVIDSON	Partner— Corp.	10/24/1988	1988 CA	1.0	840	\$840.00
K. G. NELSON	Partner— Labor	9/23/1991	1991 TX	0.2	800	\$160.00
C. R. MONTGOMERY	Partner— Corp.	3/12/2001	1997 CA	14.3	635	\$9,080.50
M. R. PFUNDER	Of Counsel – Corp.	11/29/1993	1971 DC	1.8	775	\$1,395.00
M. K. KELSEY	Of Counsel – Corp.	11/10/2008	2004 NY	17.9	710	\$12,709.00
A. G. YORK	Associate— Bankr.	8/24/1998	1998 TX	91.8	635	\$58,293.00

<b><u>NAME OF PROFESSIONAL PERSON</u></b>	<b><u>POSITION</u></b>	<b><u>STARTING DATE EMPLOYED AT GD&amp;C</u></b>	<b><u>YEAR ADMITTED TO BAR</u></b>	<b><u>TOTAL HOURS BILLED</u></b>	<b><u>RATE</u></b>	<b><u>AMOUNT</u></b>
M. C. NELSON	Associate—Lit.	10/4/2004	2004 TX	1.8	525	\$945.00
M.C. WALSH	Associate—Corp.	9/7/2004	2005 NY	11.2	620	\$6,944.00
S. M. GLECKLER	Associate—Labor	9/12/2005	2005 CA	11.9	495	\$5,890.50
N. D. GREENWOOD	Associate—Corp.	5/17/2004	2005 CA	18.0	495	\$8,910.00
C. P. FLOYD	Associate—Lit.	9/5/2006	2006 TX	31.9	470	\$14,993.00
A. L. KREISBERG	Associate—Tax	4/28/2008	2008 NY	1.0	470	\$470.00
S. MUZUMDAR	Associate—Corp.	10/6/2008	2009 NY	15.9	420	\$6,678.00
J. L. GRAVES	Associate—Bankr.	10/6/2008	2007 TX	118.7	400	\$47,480.00
K. A. BOHNE	Associate—Bankr.	9/2/2008	2008 TX	7.1	345	\$2,449.50
J. M. CONTRERAS	Legal Assistant – Bankr.	3/20/2000	N/A	30.1	290	\$8,729.00
S. G. FARRAG	Legal Assistant – Bankr.	6/17/2009	N/A	16.9	235	\$3,971.50
<b>SUBTOTAL:</b>				<b>611.7</b>		<b>\$405,769.00</b>
<b>LESS REDUCTION FOR NON-WORKING TRAVEL TIME</b>						<b>-\$1,428.75</b>

<b><u>NAME OF PROFESSIONAL PERSON</u></b>	<b><u>POSITION</u></b>	<b><u>STARTING DATE EMPLOYED AT GD&amp;C</u></b>	<b><u>YEAR ADMITTED TO BAR</u></b>	<b><u>TOTAL HOURS BILLED</u></b>	<b><u>RATE</u></b>	<b><u>AMOUNT</u></b>
<b>TOTAL FEES REQUESTED</b>						<b>\$404,340.25</b>

**Blended Rate: \$661.01**

**Blended Rate (excluding legal assistant time): \$693.54**

Bankr. = Business Restructuring and Reorganization Practice Group

Corp. = Corporate Practice Group

Lit. = Litigation Practice Group

Tax = Tax Practice Group

Labor = Labor Practice Group

R.E. = Real Estate Group



**EXHIBIT B – Expense Summary**

## **TOTAL EXPENSE SUMMARY**

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

<b><u>Expense Category</u></b>	<b><u>Total Expenses</u></b>
Document Retrieval Service	\$194.80
Freight & Shipping	\$113.00
In-House Duplication (Photocopies -- <b>\$0.10 per page</b> )	\$357.40
Lodging	\$1,846.97
Meals	\$390.73
On-Line Research (Lexis)	\$355.03
On-Line Research (Westlaw)	\$270.36
On-Line Research Nexis-Main	\$25.00
Outside Process Server	\$35.50
Postage	\$18.28
Specialized Research/Filing Fees	\$58.72
Telephone Charges	\$466.29
Travel – Air & Rail	\$643.16
Travel – Parking	\$102.00
Travel – Taxi & Other Modes/Miles	\$580.45
<b>TOTAL</b>	<b>\$5,457.69</b>

**EXHIBIT C - Certification**

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

<b>IN RE:</b>	)	
	)	<b>Chapter 11</b>
<b>BUILDING MATERIALS HOLDING</b>	)	
<b>CORPORATION, <i>et al.</i>,<sup>1</sup></b>	)	<b>Case No. 09-12074 (KJC)</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>
	)	
	)	
	)	

**CERTIFICATION OF GIBSON, DUNN & CRUTCHER LLP UNDER  
SECTION 504 OF THE BANKRUPTCY CODE, FEDERAL RULE  
OF BANKRUPTCY PROCEDURE 2016(a), THE UNITED  
STATES TRUSTEE GUIDELINES AND LOCAL RULE 2016-2**

The undersigned attorney certifies under penalty of perjury as follows:

1. I am a member of the applicant law firm, Gibson, Dunn & Crutcher LLP ("Gibson Dunn").
2. Gibson Dunn has rendered professional services in these chapter 11 cases as counsel for Building Materials Holding Corporation and its affiliated debtors and debtors in possession (collectively, the "Debtors").
3. In accordance with section 504(a) of title 11 of the United States Code (the "Bankruptcy Code") and Federal Rule of Bankruptcy Procedure 2016, no agreement or understanding exists between Gibson Dunn and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these chapter 11 cases,

---

<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

and Gibson Dunn shall not share or agree to share the compensation paid or allowed from the Debtors' estates for such services with any other person.

4. Gibson Dunn has not entered, and will not enter, into any agreement prohibited by 18 U.S.C. § 155.

5. I have read the foregoing application of Gibson Dunn for interim compensation and reimbursement of expenses (the "Application").

6. To the best of my knowledge, information and belief formed after reasonable inquiry, the compensation and reimbursement of expenses sought in the Application materially comply with the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of this Court and the procedural guidelines governing the review by the Offices of the United States Trustees of applications for compensation and reimbursement of expenses under section 331 of the Bankruptcy Code and the Guidelines for Reviewing Applications for Compensation promulgated by the Executive Office for United States Trustee under 28 U.S.C. § 586(a)(3)(A) (the "Guidelines"), except to the extent set forth in the Application.

7. Except to the extent that certain compensation and reimbursement of expenses that normally would be paid by our clients but which may be prohibited by Local Rule 2016-2 or the Guidelines, the compensation and reimbursement of expenses sought are billed at rates and are in accordance with practices that are customarily employed by Gibson Dunn and are generally accepted by its clients.

8. In accordance with the Guidelines, Gibson Dunn requests reimbursement only for the amount billed to, and paid by, it for any service purchased or contracted for from a third party.

Dated: New York, New York  
September 18, 2009

A handwritten signature in black ink, appearing to read "Michael A. Rosenthal", written in a cursive style.

---

Michael A. Rosenthal

**EXHIBIT D – Time Records**

**GIBSON, DUNN & CRUTCHER LLP**  
**200 Park Avenue**  
**New York, New York 10166-0193**  
  
**Federal Taxpayer ID #95-1611234**

**September 16, 2009**

**Invoice No. 2009092030**

Paul Street, Esq.  
Senior Vice President, General Counsel and  
Secretary  
Building Materials Holding Corporation  
720 Park Boulevard, Suite 200  
Boise, ID 83712-7714

**For Services Rendered and Costs/Charges Advanced Through August 31, 2009**

		Services Rendered	Costs/ Charges	Totals
08299-00102	Automatic Stay	15,077.50	0.00	15,077.50
08299-00103	Business Operations	11,426.00	0.00	11,426.00
08299-00104	Case Administration	22,918.50	0.00	22,918.50
08299-00105	Claims Administration and Objections	15,442.00	0.00	15,442.00
08299-00106	Corporate Governance Securities Law Comp	15,205.50	0.00	15,205.50
08299-00107	Creditor Committee Issues	2,442.50	0.00	2,442.50
08299-00108	DIP Financing/Cash Collateral/Cash Manag	18,267.50	0.00	18,267.50
08299-00109	Employees	2,461.00	0.00	2,461.00
08299-00111	Executory Contracts/Unexpired Leases	14,492.50	0.00	14,492.50
08299-00112	Fee Applications/Retention Applications	12,382.00	0.00	12,382.00
08299-00113	Fee Applications/Retention Applications	7,115.50	0.00	7,115.50
08299-00114	Insurance	6,715.00	0.00	6,715.00
08299-00115	Plan & Disclosure Statement	215,422.50	0.00	215,422.50
08299-00119	Shareholder/Equity Committee	290.00	0.00	290.00
08299-00120	Taxes	3,042.00	0.00	3,042.00

**Remit By Wire To:**

Wells Fargo Bank  
333 South Grand Avenue  
Los Angeles, CA 90071-1515  
Name of account: Gibson, Dunn & Crutcher LLP  
Account No: 4600-146039  
ABA No: 121000248  
Attn: Mario Prego, Telephone: (213) 229-7253  
*Please include the client number and the proper attorney to notify in the wire instructions.*

**Remit By Mail To:**

Gibson, Dunn & Crutcher LLP  
Department 0723  
Los Angeles, CA 90084-0723

Please enclose the remittance copy of this  
invoice with your payment in the enclosed  
Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.  
If you have any questions, please call Terri Bono, GD&C at 213-229-7528.

**Invoice Date: September 16, 2009**

**Due and Payable Upon Receipt**

**Invoice No. 2009092030**



		Services Rendered	Costs/ Charges	Totals
08299-00121	Non-Working Travel Time	2,857.50	0.00	2,857.50
08299-00122	Utilities	7,880.00	0.00	7,880.00
08299-00124	Disbursements	0.00	5,457.69	5,457.69
08299-00125	Class Action Issues	30,936.50	0.00	30,936.50
08299-00126	HSR	1,395.00	0.00	1,395.00
<b>Totals</b>		<b>\$ 405,769.00</b>	<b>\$ 5,457.69</b>	<b>\$ 411,226.69</b>
<b>Discount</b>				<b>-1,428.75</b>
<b>Current Balance Due</b>				<b><u>\$ 409,797.94</u></b>

**PREVIOUS INVOICE STATEMENT BALANCES OUTSTANDING:**

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
08299-00101	07/16/09	2009071900	665.10	0.00	665.10
08299-00101	08/25/09	2009081337	7,526.00	0.00	7,526.00
08299-00102	07/16/09	2009071900	1,507.40	0.00	1,507.40
08299-00102	08/25/09	2009081337	16,471.50	0.00	16,471.50
08299-00103	07/16/09	2009071900	1,063.60	0.00	1,063.60
08299-00103	08/25/09	2009081337	1,773.00	0.00	1,773.00
08299-00104	07/16/09	2009071900	34,334.10	0.00	34,334.10
08299-00104	08/25/09	2009081337	129,334.50	0.00	129,334.50
08299-00105	07/16/09	2009071900	3,862.00	0.00	3,862.00
08299-00105	08/25/09	2009081337	22,450.50	0.00	22,450.50
08299-00106	07/16/09	2009071900	1,800.90	0.00	1,800.90
08299-00106	08/25/09	2009081337	7,434.00	0.00	7,434.00
08299-00107	07/16/09	2009071900	5,405.50	0.00	5,405.50
08299-00107	08/25/09	2009081337	57,632.00	0.00	57,632.00
08299-00108	07/16/09	2009071900	6,939.60	0.00	6,939.60
08299-00108	08/25/09	2009081337	29,544.50	0.00	29,544.50
08299-00109	07/16/09	2009071900	318.10	0.00	318.10
08299-00109	08/25/09	2009081337	2,063.00	0.00	2,063.00
08299-00111	07/16/09	2009071900	1,385.40	0.00	1,385.40
08299-00111	08/25/09	2009081337	45,033.00	0.00	45,033.00
08299-00112	07/16/09	2009071900	3,732.70	0.00	3,732.70
08299-00112	08/25/09	2009081337	25,237.00	0.00	25,237.00
08299-00113	07/16/09	2009071900	2,295.60	0.00	2,295.60
08299-00113	08/25/09	2009081337	14,440.50	0.00	14,440.50
08299-00114	07/16/09	2009071900	576.70	0.00	576.70
08299-00114	08/25/09	2009081337	7,220.50	0.00	7,220.50
08299-00115	07/16/09	2009071900	5,245.40	0.00	5,245.40
08299-00115	08/25/09	2009081337	245,569.00	0.00	245,569.00
08299-00120	07/16/09	2009071900	857.40	0.00	857.40
08299-00120	08/25/09	2009081337	2,896.50	0.00	2,896.50
08299-00121	07/16/09	2009071900	1,799.05	0.00	1,799.05
08299-00121	08/25/09	2009081337	12,122.75	0.00	12,122.75
08299-00122	07/16/09	2009071900	570.30	0.00	570.30
08299-00122	08/25/09	2009081337	13,195.50	0.00	13,195.50
08299-00124	08/25/09	2009081337	0.00	22,211.78	22,211.78
08299-00125	07/16/09	2009071900	2,167.70	0.00	2,167.70
08299-00125	08/25/09	2009081337	37,499.50	0.00	37,499.50

**PREVIOUS BALANCE DUE** **\$ 774,181.58**

**TOTAL OUTSTANDING BALANCE DUE** **\$1,183,979.52**

**GIBSON, DUNN & CRUTCHER LLP**  
**200 Park Avenue**  
**New York, New York 10166-0193**

**Federal Taxpayer ID #95-1611234**

**September 16, 2009**

**Invoice No. 2009092030**

**REMITTANCE COPY**

**To ensure proper crediting, please send this copy in the enclosed envelope.**

Paul Street, Esq.  
Senior Vice President, General Counsel and  
Secretary  
Building Materials Holding Corporation  
720 Park Boulevard, Suite 200  
Boise, ID 83712-7714

**For Services Rendered and Costs/Charges Advanced Through August 31, 2009**

	Services Rendered	Costs/ Charges	Totals
08299-00102	Automatic Stay	15,077.50	15,077.50
08299-00103	Business Operations	11,426.00	11,426.00
08299-00104	Case Administration	22,918.50	22,918.50
08299-00105	Claims Administration and Objections	15,442.00	15,442.00
08299-00106	Corporate Governance Securities Law Comp	15,205.50	15,205.50
08299-00107	Creditor Committee Issues	2,442.50	2,442.50
08299-00108	DIP Financing/Cash Collateral/Cash Manag	18,267.50	18,267.50
08299-00109	Employees	2,461.00	2,461.00
08299-00111	Executory Contracts/Unexpired Leases	14,492.50	14,492.50
08299-00112	Fee Applications/Retention Applications	12,382.00	12,382.00
08299-00113	Fee Applications/Retention Applications	7,115.50	7,115.50

**Remit By Wire To:**

Wells Fargo Bank  
333 South Grand Avenue  
Los Angeles, CA 90071-1515  
Name of account: Gibson, Dunn & Crutcher LLP  
Account No: 4600-146039  
ABA No: 121000248  
Attn: Mario Prego, Telephone: (213) 229-7253  
*Please include the client number and the proper attorney to notify in the wire instructions.*

**Remit By Mail To:**

Gibson, Dunn & Crutcher LLP  
Department 0723  
Los Angeles, CA 90084-0723

Please enclose the remittance copy of this  
invoice with your payment in the enclosed  
Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.  
If you have any questions, please call Terri Bono, GD&C at 213-229-7528.

**Invoice Date: September 16, 2009**

**Due and Payable Upon Receipt**

**Invoice No. 2009092030**

		Services Rendered	Costs/ Charges	Totals
08299-00114	Insurance	6,715.00	0.00	6,715.00
08299-00115	Plan & Disclosure Statement	215,422.50	0.00	215,422.50
08299-00119	Shareholder/Equity Committee	290.00	0.00	290.00
08299-00120	Taxes	3,042.00	0.00	3,042.00
08299-00121	Non-Working Travel Time	2,857.50	0.00	2,857.50
08299-00122	Utilities	7,880.00	0.00	7,880.00
08299-00124	Disbursements	0.00	5,457.69	5,457.69
08299-00125	Class Action Issues	30,936.50	0.00	30,936.50
08299-00126	HSR	1,395.00	0.00	1,395.00
<b>Totals</b>		<b>\$ 405,769.00</b>	<b>\$ 5,457.69</b>	<b>\$ 411,226.69</b>
<b>Discount</b>				<b>-1,428.75</b>
<b>Current Balance Due</b>				<b><u>\$ 409,797.94</u></b>

**PREVIOUS INVOICE STATEMENT BALANCES OUTSTANDING:**

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
08299-00101	07/16/09	2009071900	665.10	0.00	665.10
08299-00101	08/25/09	2009081337	7,526.00	0.00	7,526.00
08299-00102	07/16/09	2009071900	1,507.40	0.00	1,507.40
08299-00102	08/25/09	2009081337	16,471.50	0.00	16,471.50
08299-00103	07/16/09	2009071900	1,063.60	0.00	1,063.60
08299-00103	08/25/09	2009081337	1,773.00	0.00	1,773.00
08299-00104	07/16/09	2009071900	34,334.10	0.00	34,334.10
08299-00104	08/25/09	2009081337	129,334.50	0.00	129,334.50
08299-00105	07/16/09	2009071900	3,862.00	0.00	3,862.00
08299-00105	08/25/09	2009081337	22,450.50	0.00	22,450.50
08299-00106	07/16/09	2009071900	1,800.90	0.00	1,800.90
08299-00106	08/25/09	2009081337	7,434.00	0.00	7,434.00
08299-00107	07/16/09	2009071900	5,405.50	0.00	5,405.50
08299-00107	08/25/09	2009081337	57,632.00	0.00	57,632.00
08299-00108	07/16/09	2009071900	6,939.60	0.00	6,939.60
08299-00108	08/25/09	2009081337	29,544.50	0.00	29,544.50
08299-00109	07/16/09	2009071900	318.10	0.00	318.10
08299-00109	08/25/09	2009081337	2,063.00	0.00	2,063.00
08299-00111	07/16/09	2009071900	1,385.40	0.00	1,385.40
08299-00111	08/25/09	2009081337	45,033.00	0.00	45,033.00
08299-00112	07/16/09	2009071900	3,732.70	0.00	3,732.70
08299-00112	08/25/09	2009081337	25,237.00	0.00	25,237.00
08299-00113	07/16/09	2009071900	2,295.60	0.00	2,295.60
08299-00113	08/25/09	2009081337	14,440.50	0.00	14,440.50
08299-00114	07/16/09	2009071900	576.70	0.00	576.70
08299-00114	08/25/09	2009081337	7,220.50	0.00	7,220.50
08299-00115	07/16/09	2009071900	5,245.40	0.00	5,245.40
08299-00115	08/25/09	2009081337	245,569.00	0.00	245,569.00
08299-00120	07/16/09	2009071900	857.40	0.00	857.40
08299-00120	08/25/09	2009081337	2,896.50	0.00	2,896.50
08299-00121	07/16/09	2009071900	1,799.05	0.00	1,799.05
08299-00121	08/25/09	2009081337	12,122.75	0.00	12,122.75
08299-00122	07/16/09	2009071900	570.30	0.00	570.30

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
08299-00122	08/25/09	2009081337	13,195.50	0.00	13,195.50
08299-00124	08/25/09	2009081337	0.00	22,211.78	22,211.78
08299-00125	07/16/09	2009071900	2,167.70	0.00	2,167.70
08299-00125	08/25/09	2009081337	37,499.50	0.00	37,499.50

<b>PREVIOUS BALANCE DUE</b>	<b><u>\$ 774,181.58</u></b>
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<b>TOTAL OUTSTANDING BALANCE DUE</b>	<b><u>\$1,183,979.52</u></b>
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Paul Street, Esq.  
Senior Vice President, General Counsel and Secretary  
Building Materials Holding Corporation  
720 Park Boulevard, Suite 200  
Boise, ID 83712-7714

AUTOMATIC STAY  
08299-00102

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	0.60	\$ 985.00	\$ 591.00
AARON G. YORK	12.80	635.00	8,128.00
CHARLES P. FLOYD	5.40	470.00	2,538.00
JEREMY L. GRAVES	3.60	400.00	1,440.00
KELLY A. BOHNE	6.90	345.00	<u>2,380.50</u>

<b>Total Services</b>			\$ 15,077.50
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<b>Total Services, Costs/Charges</b>			15,077.50
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<b>BALANCE DUE</b>			<u>\$ 15,077.50</u>
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AUTOMATIC STAY  
08299-00102

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Detail Services:

08/05/09			
1.80	FLOYD, CHARLES P	REVIEW EMAIL CORRESPONDENCE AND PROPOSED STIPULATION FROM BMHC (.8); PREPARE REVISED STIPULATION WITH DAVIDSON FOR RELIEF FROM AUTOMATIC STAY FOR DAVIDSON CALIFORNIA ACTION (1.0).	
0.70	GRAVES, JEREMY L	CORRESPOND WITH M. THOMAS (BMHC) REGARDING A STIPULATION TO LIFT THE STAY IN CONSTRUCTION DEFECT LITIGATION (.4); CORRESPOND WITH R. POPPITI (YCST) REGARDING SAME (.2); CORRESPOND WITH C. FLOYD (GDC) REGARDING DRAFTING A FORM LIFT STAY STIPULATION (.1).	
08/07/09			
0.20	GRAVES, JEREMY L	CORRESPOND WITH LOCAL COUNSEL IN PENDING LITIGATION REGARDING THE IMPACT OF THE AUTOMATIC STAY ON THE LITIGATION.	
08/11/09			
0.60	YORK, AARON G	ANALYZE STAY LIFT STIPULATION ISSUES.	
1.20	FLOYD, CHARLES P	REVISE STIPULATION BETWEEN DAVIDSON AND BMHC FOR RELIEF FROM AUTOMATIC STAY FOR DAVIDSON CALIFORNIA ACTION.	
08/12/09			
0.30	YORK, AARON G	REVISE PROPOSED STAY STIPULATION.	
2.40	FLOYD, CHARLES P	DRAFT, REVISE AND FINALIZE STIPULATION BETWEEN BMHC AND DAVIDSON FOR RELIEF FROM AUTOMATIC STAY FOR DAVIDSON CALIFORNIA ACTION.	
08/14/09			
3.30	YORK, AARON G	CONFERENCE WITH J. GRAVES REGARDING CONSTRUCTION DEFECT CASE (.2); REVIEW CRUZ LIFT STAY MOTION (.4); DRAFT MOTION TO LIFT STAY FOR PERSONAL INJURY LITIGATION (2.7).	

1.90	GRAVES, JEREMY L	CORRESPOND WITH LOCAL COUNSEL AND OPPOSING COUNSEL IN PENDING LITIGATION REGARDING THE IMPACT OF THE AUTOMATIC STAY ON THE LITIGATION (1.7); CONFERENCE WITH A. YORK RE SAME (.2).
08/17/09		
0.60	YORK, AARON G	CALL WITH L. BAUMANN, P. STREET, M. THOMAS, J. GRAVES REGARDING LUNA LIFT STAY MOTION (.3); EMAILS REGARDING HARRIS LIFT STAY MOTION (.3).
0.30	GRAVES, JEREMY L	TELECONFERENCE WITH M. THOMAS (BMHC) AND E. FRANKLIN (BMHC), AMONG OTHERS, REGARDING THE M. CRUZ LUNA MOTION TO LIFT THE STAY AND OTHER AUTOMATIC STAY ISSUES.
08/19/09		
0.20	ROSENTHAL, MICHAEL A	EMAILS WITH A. YORK REGARDING AUTOMATIC STAY ISSUES.
4.00	YORK, AARON G	REVISE MOTION AND LIFT STAY STIPULATION REGARDING HARRIS LITIGATION (1.7); ANALYZE STAY STRATEGY (1.5); REVIEW GREYSTONE STAY MOTION (.2); REVIEW PROPOSED STAY STIPULATIONS (.6).
6.90	BOHNE, KELLY A	DRAFT OPPOSITION TO MOTION TO LIFT AUTOMATIC STAY.
08/20/09		
0.40	ROSENTHAL, MICHAEL A	PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL REGARDING AUTOMATIC STAY ISSUES.
1.30	YORK, AARON G	REVISE CRUZ LIFT STAY OPPOSITION (.8); EMAIL REGARDING AUTOMATIC STAY ISSUES (.5); CALL WITH M. ROSENTHAL, L. BAUMANN, M. THOMAS, J. GRAVES, D. BOWMAN REGARDING AUTOMATIC STAY STRATEGY (.3).
0.50	GRAVES, JEREMY L	TELECONFERENCE WITH M. THOMAS (BMHC) AND OTHERS REGARDING STIPULATION TO LIFT THE STAY (.2); REVIEW STIPULATION LIFTING THE STAY (.3).

08/24/09

2.70 YORK, AARON G

REVISE MOTION, STIPULATION, AND ORDER  
REGARDING PERSONAL INJURY LITIGATION.



Paul Street, Esq.  
Senior Vice President, General Counsel and Secretary  
Building Materials Holding Corporation  
720 Park Boulevard, Suite 200  
Boise, ID 83712-7714

BUSINESS OPERATIONS  
08299-00103

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	4.90	\$ 985.00	\$ 4,826.50
AARON G. YORK	1.70	635.00	1,079.50
JEREMY L. GRAVES	13.80	400.00	<u>5,520.00</u>

<b>Total Services</b>			\$ 11,426.00
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<b>Total Services, Costs/Charges</b>			11,426.00
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<b>BALANCE DUE</b>			<u>\$ 11,426.00</u>
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BUSINESS OPERATIONS  
08299-00103

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Detail Services:

08/03/09	1.80	ROSENTHAL, MICHAEL A	PARTICIPATE IN EXTENDED BOARD OF DIRECTORS' CALL REGARDING PLAN ALTERNATIVE AND OTHER PENDING MATTERS.
08/12/09	0.20	ROSENTHAL, MICHAEL A	TELEPHONE WITH B. DIETZ, R. MELLOR REGARDING A&M RELATED MATTERS.
08/14/09	0.50	ROSENTHAL, MICHAEL A	EMAILS REGARDING PROJECTIONS AND A&M WORK RELATED THERETO (.3); TELEPHONE WITH P. STREET REGARDING DAVIS BROS CALCULATIONS (.2).
08/16/09	1.50	GRAVES, JEREMY L	EDIT AND REVISE MOTION TO PERMANENTLY WAIVE THE SECTION 345(B) REQUIREMENTS WITH RESPECT TO THE WELLS FARGO MONEY MARKET ACCOUNT.
08/17/09	1.80	GRAVES, JEREMY L	REVISE AND EDIT MOTION TO WAIVE 345(B) REQUIREMENTS.
08/20/09	2.40	ROSENTHAL, MICHAEL A	REVIEW SENSITIVITY ANALYSIS PERFORMED BY PJS (.7); PARTICIPATE IN CONFERENCE CALL WITH B. DIETZ, B. SMARTT, S. FINLEY, P. STREET, S. WILSON, S. VARNER REGARDING SENSITIVITY ANALYSIS (1.2); CORRESPOND WITH M. KELSEY REGARDING SENSITIVITY ANALYSIS (.2); TELEPHONE WITH S. VARNER REGARDING SENSITIVITY ANALYSIS (.3).
08/25/09	1.70	YORK, AARON G	CALL WITH OSHA REGARDING INSPECTION (.3); CALL WITH D. MCQUARY, J. GRAVES REGARDING SELECT BUILD ARIZONE SUBCONTRACT AGREEMENT (.9); REVIEW BACKGROUND DOCUMENTS REGARDING SAME (.5).

2.40 GRAVES, JEREMY L

PREPARE FOR TELECONFERENCE WITH D. MCQUARY (BMHC) REGARDING THE CHANEN CONTRACT (.3); TELECONFERENCE WITH A. YORK (GDC) AND D. MCQUARY (BMHC) REGARDING THE CHANEN CONTRACT (.9); DRAFT MOTION TO APPROVE THE CHANEN CONTRACT AND RELATED DOCUMENTS (1.2).

08/26/09

3.70 GRAVES, JEREMY L

DRAFT MOTION TO APPROVE THE CHANEN CONTRACT AND RELATED DOCUMENTS.

08/27/09

4.40 GRAVES, JEREMY L

DRAFT MOTION TO APPROVE THE CHANEN CONTRACT AND RELATED DOCUMENTS.

Paul Street, Esq.  
Senior Vice President, General Counsel and Secretary  
Building Materials Holding Corporation  
720 Park Boulevard, Suite 200  
Boise, ID 83712-7714

CASE ADMINISTRATION  
08299-00104

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	4.00	\$ 995.00	\$ 3,980.00
CROMWELL R. MONTGOMERY	0.40	635.00	254.00
MATTHEW K. KELSEY	3.10	710.00	2,201.00
AARON G. YORK	6.30	635.00	4,000.50
JEREMY L. GRAVES	23.80	400.00	9,520.00
KELLY A. BOHNE	0.20	345.00	69.00
SAEE MUZUMDAR	3.30	420.00	1,386.00
JENNIFER M. CONTRERAS	5.20	290.00	<u>1,508.00</u>

<b>Total Services</b>			\$ 22,918.50
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<b>Total Services, Costs/Charges</b>			22,918.50
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<b>BALANCE DUE</b>			<u>\$ 22,918.50</u>
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Detail Services:

08/03/09			
1.40	GRAVES, JEREMY L	CORRESPOND WITH VARIOUS COMPANY PERSONNEL REGARDING BANKRUPTCY RELATED QUESTIONS.	
1.80	MUZUMDAR, SAE	DRAFT SUPPLEMENT TO LIST OF ORDINARY COURSE PROFESSIONALS.	
0.20	CONTRERAS, JENNIFER M	FIELD CALL WITH VENDOR RE SCHEDULES AND STATEMENT OF FINANCIAL AFFAIRS.	
08/04/09			
1.30	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING BANKRUPTCY RELATED QUESTIONS (1.0); TELECONFERENCE WITH P. STREET (BMHC) AND L. THOMAS (BMHC) REGARDING POST-PETITION LAW SUITS (.3).	
08/05/09			
2.30	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING GENERAL BANKRUPTCY ISSUES (1.6); RESPOND TO VARIOUS INQUIRIES BY THIRD PARTIES RELATING TO BANKRUPTCY ISSUES (.7).	
08/06/09			
0.20	YORK, AARON G	LETTER TO NEVADA OSHA REGARDING CLAIM.	
1.10	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING GENERAL BANKRUPTCY QUESTIONS (.8); RESPOND TO THIRD PARTY INQUIRIES RELATING TO THE BANKRUPTCY CASE (.3).	
0.20	MUZUMDAR, SAE	REVIEW AGENDA FOR AUGUST 11 HEARING.	
08/07/09			
0.40	MONTGOMERY, CROMWELL R	REVIEW CONSENT LETTER RELATIVE TO EXTENSION OF PREPARATION EVERGREEN LETTERS OF CREDIT AND DISTRIBUTE CORRESPONDENCE RELATIVE TO SAME (.4).	

1.70	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING GENERAL BANKRUPTCY QUESTIONS AND PERFORM MISCELLANEOUS CASE RELATED TASKS (1.0); CORRESPOND WITH THIRD PARTIES REGARDING QUESTIONS RELATED TO THE BANKRUPTCY (.3); TELECONFERENCE WITH P. STREET REGARDING BANKRUPTCY RELATED ISSUES (.2); CORRESPOND WITH R. POPPITI REGARDING THE AGENDA FOR THE AUGUST 11 HEARING (.2).
0.20	BOHNE, KELLY A	CONFIRM MAILING OF CEASE AND DESIST LETTERS (.1); EMAILS WITH J. GRAVES REGARDING SAME (.1).
08/10/09		
0.60	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING GENERAL BANKRUPTCY QUESTIONS (.5); RESPOND TO THIRD PARTY INQUIRIES RELATING TO THE BANKRUPTCY CASE (.1).
08/11/09		
0.70	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING GENERAL BANKRUPTCY QUESTIONS AND PERFORM GENERAL CASE ADMINISTRATION.
08/12/09		
1.20	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING GENERAL BANKRUPTCY QUESTIONS AND PERFORM GENERAL CASE ADMINISTRATION.
08/13/09		
0.90	GRAVES, JEREMY L	TELECONFERENCE WITH P. STREET (BMHC), L. THOMAS (BMHC), AND TEAM REGARDING CASE RELATED ISSUES (.3); CORRESPOND WITH COMPANY PERSONNEL REGARDING GENERAL BANKRUPTCY QUESTIONS AND PERFORM GENERAL CASE ADMINISTRATION (.6).
08/14/09		
1.80	YORK, AARON G	REVIEW PLEADINGS AND UPDATE TASKS.
0.80	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING GENERAL BANKRUPTCY QUESTIONS AND PERFORM MISCELLANEOUS CASE RELATED TASKS.

08/17/09	0.90	KELSEY, MATTHEW K	COORDINATE WITH J. GRAVES AND A. YORK REGARDING CASE CALENDAR (.5); REVIEW CORRESPONDENCE REGARDING MOTION TO APPROVE ACEVEDO SETTLEMENT (.2); REVIEW CORRESPONDENCE REGARDING 345 WAIVER MOTION (.2).
	1.00	YORK, AARON G	REVIEW AND REVISE SECTION 345 MOTION (.4); RESPOND TO PAYMENT ISSUES (.6).
	0.50	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING BANKRUPTCY ISSUES AND PERFORM GENERAL ADMINISTRATIVE CASE RELATED TASKS.
08/18/09	0.50	KELSEY, MATTHEW K	COMMUNICATIONS WITH M. ROSENTHAL REGARDING CASE STATUS (.2); CALL WITH P. STREET REGARDING BILLS (.3).
08/19/09	0.30	KELSEY, MATTHEW K	CORRESPONDENCE TO GIBSON DUNN TEAM REGARDING PENDING MATTERS AND REVIEW RESPONSES TO SAME.
	0.50	YORK, AARON G	RESPOND TO PAYMENT INQUIRIES.
	0.90	GRAVES, JEREMY L	TELECONFERENCE WITH E. FRANKLIN (BMHC) REGARDING BANKRUPTCY RELATED ISSUES (.2); CORRESPOND WITH COMPANY PERSONNEL REGARDING BANKRUPTCY ISSUES AND PERFORM GENERAL CASE RELATED ADMINISTRATIVE TASKS (.7).
08/20/09	1.70	FINLEY, STEVEN R	REVIEW PJSC 2009 SENSITIVITY CASE (.5); E-MAILS, PHONE CALLS WITH GD&C, BMHC AND PJSC REGARDING SENSITIVITY CASE IMPLICATIONS AND BIDDING PROCESS (1.2).
	0.50	KELSEY, MATTHEW K	TELEPHONE CALL WITH A. YORK, J. GRAVES, AND S. MUZUMDAR REGARDING OPEN ITEMS AND CASE STATUS (.4); REVIEW FOLLOW-UP EMAILS RE SAME (.1).

0.40	YORK, AARON G	CALL WITH J. GRAVES, S. MUZUNDAR, M. KELSEY, J. CONTRERAS REGARDING CASE STATUS.
2.50	GRAVES, JEREMY L	TELECONFERENCE WITH P. STREET (BMHC) REGARDING CASE RELATED ISSUES (.3); REVIEW CRITICAL VENDOR REPORT (.2); CORRESPOND WITH THIRD PARTIES REGARDING THE BANKRUPTCY (.3); INTERNAL CASE STATUS AND TASKING TELECONFERENCE WITH TEAM (.4); CORRESPOND WITH COMPANY PERSONNEL REGARDING BANKRUPTCY ISSUES AND PERFORM GENERAL ADMINISTRATIVE CASE RELATED TASKS. (1.3).
1.00	CONTRERAS, JENNIFER M	CONFERENCE CALL WITH TEAM (.4); UPDATE AND CIRCULATE CASE CALENDAR (.6).
08/21/09		
0.90	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING BANKRUPTCY ISSUES AND PERFORM GENERAL ADMINISTRATIVE CASE RELATED TASKS (.6); TELECONFERENCE WITH E. FRANKLIN REGARDING BANKRUPTCY RELATED ISSUES (.3).
08/24/09		
0.50	YORK, AARON G	EMAIL TO M. WESTERN REGARDING SETTLEMENT PROCEDURES AND CONTRACT ASSUMPTION.
0.90	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING VARIOUS CASE RELATED ISSUES AND PERFORM CASE RELATED ADMINISTRATIVE TASKS (.6); CORRESPOND WITH THIRD PARTIES REGARDING THE BANKRUPTCY CASE (.3).
0.90	CONTRERAS, JENNIFER M	REVIEW AND INDEX THIRD-PARTY CORRESPONDENCE RECEIVED (.8); FORWARD RELEVANT DOCUMENTS TO J. GRAVES (.1).
08/25/09		
2.30	FINLEY, STEVEN R	REVIEW E-MAILS REGARDING REVISED BANK PROPOSAL (1.2); COMPARE BANK PROPOSAL TO OTHER INDICATIONS OF INTEREST AND CASH FLOW PROJECTIONS (.7); PHONE CALL WITH R. MELLOR REGARDING PROCESS (.4).



0.30	KELSEY, MATTHEW K	REVIEW CORRESPONDENCE FROM J. GRAVES AND D. BOWMAN OF YOUNG CONAWAY REGARDING EXTENSION OF 365(D)(4) DEADLINE AND TIME TO REMOVE CASES.
1.00	YORK, AARON G	ANALYZE DEADLINE EXTENSION ISSUE.
1.60	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING VARIOUS CASE RELATED ISSUES AND PERFORM CASE RELATED ADMINISTRATIVE TASKS.
0.60	CONTRERAS, JENNIFER M	REVIEW ADDITIONAL THIRD-PARTY CORRESPONDENCE RECEIVED (.4); FORWARD CERTAIN ITEMS TO M. KELSEY WITH COMMENTS (.2).
08/26/09		
0.20	KELSEY, MATTHEW K	CORRESPONDENCE WITH R. POPPITI OF YOUNG CONAWAY REGARDING MORS AND OTHER PENDING MATTERS.
0.60	YORK, AARON G	CALL WITH CLAIMANT REGARDING STATUS (.2); TEAM WORKSTREAM CALL (.4).
0.40	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING THE BANKRUPTCY CASE.
08/27/09		
1.10	GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL REGARDING CASE RELATED ISSUES (.8); CORRESPOND WITH THIRD PARTIES REGARDING THE BANKRUPTCY CASE (.3).
0.80	MUZUMDAR, SAEED	DRAFT SECOND SUPPLEMENTAL LIST OF ORDINARY COURSE PROFESSIONALS.
1.90	CONTRERAS, JENNIFER M	REVIEW AND FORWARD THIRD-PARTY CORRESPONDENCE TO J. GRAVES (.9); UPDATE OUTLOOK CASE CALENDAR (1.0).

08/28/09	1.30 GRAVES, JEREMY L	CORRESPOND WITH COMPANY PERSONNEL, INCLUDING R. MELLOR AND P. STREET, REGARDING CASE RELATED QUESTIONS AND ISSUES (.9); CORRESPOND WITH M. ROSENTHAL AND A. YORK REGARDING SAME (.4).
	0.50 MUZUMDAR, SAE E	REVISE SECOND SUPPLEMENTAL LIST OF ORDINARY COURSE PROFESSIONALS.
08/31/09	0.40 KELSEY, MATTHEW K	CALL WITH J. GRAVES REGARDING 365(D)(4) EXTENSION AND REMOVAL EXTENSION (.3); CORRESPONDENCE WITH D. BOWMAN OF YOUNG CONAWAY REGARDING SAME (.1); CORRESPOND WITH M. ROSENTHAL REGARDING PENDING DEADLINES (.1).
	0.30 YORK, AARON G	EMAIL REGARDING ORDINARY COURSE PROFESSIONAL PAYMENT.
	1.70 GRAVES, JEREMY L	TELECONFERENCE WITH M. KELSEY (GDC) REGARDING CASE STATUS AND ISSUES (.3); TELECONFERENCE WITH P. STREET (BMHC) AND M. THOMAS (BMHC) REGARDING CASE ISSUES (.2); EMAILS TO M. KELSEY (GDC) REGARDING THE IRS PROOFS OF CLAIM (.2); CORRESPOND WITH YCST TEAM REGARDING OMNIBUS MOTION PROCEDURES (.3); RESEARCH OMNIBUS MOTIONS TO EXTEND THE REMOVAL DEADLINE (.3); CORRESPOND WITH COMPANY PERSONNEL AND A&M PERSONNEL REGARDING CASE RELATED QUESTIONS AND ISSUES (.4).
	0.60 CONTRERAS, JENNIFER M	REVIEW AND INDEX GENERAL CORRESPONDENCE FILES.

Paul Street, Esq.  
Senior Vice President, General Counsel and Secretary  
Building Materials Holding Corporation  
720 Park Boulevard, Suite 200  
Boise, ID 83712-7714

CLAIMS ADMINISTRATION AND OBJECTIONS  
08299-00105

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	5.90	\$ 985.00	\$ 5,811.50
AARON G. YORK	6.10	635.00	3,873.50
CHARLES P. FLOYD	5.00	470.00	2,350.00
JEREMY L. GRAVES	4.40	400.00	1,760.00
SAEE MUZUMDAR	3.30	420.00	1,386.00
JENNIFER M. CONTRERAS	0.90	290.00	<u>261.00</u>

<b>Total Services</b>			\$ 15,442.00
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<b>Total Services, Costs/Charges</b>			15,442.00
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<b>BALANCE DUE</b>			<u>\$ 15,442.00</u>
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CLAIMS ADMINISTRATION AND OBJECTIONS  
08299-00105

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Detail Services:

08/03/09			
0.90	MUZUMDAR, SAE	SETTLE EL PASO LUMBER & PLYWOOD MOTION FOR ALLOWANCE FOR ADMINISTRATIVE EXPENSE.	
08/04/09			
0.80	MUZUMDAR, SAE	DRAFT RESPONSE TO LETTER FROM NEVADA OSHA REGARDING PROPOSED SETTLEMENT.	
08/05/09			
2.30	FLOYD, CHARLES P	PREPARE TEMPLATE FOR STIPULATION OF RESOLUTION OF CLAIMS BETWEEN VARIOUS CLAIMANTS AND BMHC.	
0.90	MUZUMDAR, SAE	REVISE EL PASO LUMBER & PLYWOOD STIPULATION.	
08/06/09			
0.80	YORK, AARON G	REVISE PROPOSED SETTLEMENT AGREEMENT FOR DE MINIMUS CLAIMS.	
1.50	FLOYD, CHARLES P	PREPARE STIPULATION BY DEBTOR AND NV ENERGY FOR PAYMENT OF UTILITY CHARGES.	
2.60	GRAVES, JEREMY L	DRAFT FORM OF STIPULATION FOR SETTLING DISPUTED CLAIMS.	
08/07/09			
0.30	ROSENTHAL, MICHAEL A	REVIEW DRAFT CLAIMS SETTLEMENT ORDER AND EMAIL FROM A. YORK REGARDING SAME.	
1.50	YORK, AARON G	REVIEW SETTLEMENT AGREEMENT FOR DEMINIMUS CLAIMS.	
08/11/09			
0.50	CONTRERAS, JENNIFER M	REVIEW CLAIMS RECEIVED.	
08/12/09			
1.70	YORK, AARON G	ANALYZE CLAIM AND PAYMENT ISSUES.	

08/14/09		
0.80	YORK, AARON G	ANALYZE CLAIM SETTLEMENT PROCESS (.5); CALL WITH M. WESTERN REGARDING SAME (.3).
08/17/09		
1.20	FLOYD, CHARLES P	DRAFT CORRESPONDENCE TO STATE OF UTAH REGARDING OSHA CITATION PENALTIES.
08/20/09		
0.50	YORK, AARON G	FINALIZE ACE STIPULATION.
0.40	CONTRERAS, JENNIFER M	RETURN CALLS TO CREDITORS REQUESTING BAR DATE INFORMATION AND GENERAL BANKRUPTCY QUESTIONS.
08/24/09		
0.80	YORK, AARON G	ANALYZE IRS TAX PAYMENT ISSUE AND DRAFT LETTER REGARDING SAME.
0.40	MUZUMDAR, SAE E	DISCUSS POSSIBLE CLAIMS OF INSURANCE COMPANY WITH REPRESENTATIVE OF COMPANY (.2); CORRESPOND WITH CLIENT REGARDING THE SAME (.2).
08/27/09		
0.30	ROSENTHAL, MICHAEL A	EMAILS REGARDING IRS CLAIM.
0.50	GRAVES, JEREMY L	REVIEW PROOFS OF CLAIM FILED BY THE INTERNAL REVENUE SERVICE AND DRAFT EMAIL REGARDING THE SAME.
08/28/09		
2.10	ROSENTHAL, MICHAEL A	REVIEW PROOF OF CLAIM FROM IRS (.3); TELEPHONE AND EMAIL TO P STREET, J GRAVES REGARDING IRS PROOF OF CLAIM (.3); REVIEW AND CONSIDER SECTION 505 OF BANKRUPTCY CODE (.3); REVIEW OFFERS FROM PLAN BIDDERS (1.2).
0.90	GRAVES, JEREMY L	RESEARCH THE STANDARDS GOVERNING A MOTION TO DETERMINE TAX LIABILITY AND DRAFT EMAIL TO M. ROSENTHAL WITH RESEARCH RESULTS (.9).

0.30	MUZUMDAR, SAE	DISCUSS POTENTIAL CLAIM OF CONTRACT COUNTERPARTY WITH CLAIMANT'S ATTORNEY.
08/29/09		
1.50	ROSENTHAL, MICHAEL A	REVIEW AND COMMENT ON PROPOSED LETTER TO IRS (.3); DEVELOP STRATEGY FOR IRS AND OTHER CLAIMS (.8); EMAILS WITH P STREET AND J GRAVES AND A YORK REGARDING EMPLOYEE CLAIMS (.4).
08/31/09		
1.70	ROSENTHAL, MICHAEL A	EMAILS REGARDING TAX CLAIM FILED BY IRS (1.0); RESEARCH REGARDING CLAIMS OBJECTION ALTERNATIVES (.6); CALL WITH J. GRAVES REGARDING CLAIMS OBJECTION (.1).
0.40	GRAVES, JEREMY L	RESEARCH POTENTIAL RESPONSES TO THE 'PROTECTIVE' PROOF OF CLAIM FILED BY THE IRS (.3); CALL WITH M. ROSENTHAL RE SAME (.1).

Paul Street, Esq.  
Senior Vice President, General Counsel and Secretary  
Building Materials Holding Corporation  
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CORPORATE GOVERNANCE SECURITIES LAW COMP  
08299-00106

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	6.50	\$ 995.00	\$ 6,467.50
MICHAEL A. ROSENTHAL	6.00	985.00	5,910.00
GREGORY T. DAVIDSON	1.00	840.00	840.00
MATTHEW K. KELSEY	2.80	710.00	<u>1,988.00</u>

<b>Total Services</b>			\$ 15,205.50
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<b>Total Services, Costs/Charges</b>			15,205.50
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<b>BALANCE DUE</b>			<u>\$ 15,205.50</u>
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Detail Services:

08/03/09	2.00	FINLEY, STEVEN R	PREPARE FOR AND PARTICIPATE IN STATUS UPDATE CALL (1.0);FOLLOW-UP PHONE CALLS WITH R. MELLOR, P. STREET (1.0).
08/06/09	1.70	ROSENTHAL, MICHAEL A	PARTICIPATE IN PRE-CALL WITH R. MELLOR, S. VARNER, B. DIETZ AND P. STREET (1.0); PARTICIPATE IN BOARD OF DIRECTORS CONFERENCE CALL REGARDING PLAN ALTERNATIVES (.7).
08/07/09	0.60	ROSENTHAL, MICHAEL A	PARTICIPATE IN MEETING OF COMPENSATION COMMITTEE REGARDING TREATMENT OF EMPLOYMENT CONTRACTS.
08/17/09	1.00	ROSENTHAL, MICHAEL A	PREPARE FOR AND PARTICIPATE IN BOARD MEETING REGARDING CHAPTER 11 CASE AND PLAN STRATEGY.
08/28/09	0.20	ROSENTHAL, MICHAEL A	REVIEW BOARD MEETING SUMMARY.
08/29/09	0.50	DAVIDSON, GREGORY T	REVIEW FINRA NOTIFICATION REGARDING DELISTING FROM OTCBB (.3); CORRESPONDENCE WITH S. FINLEY REGARDING SAME (.2); ETC.
08/30/09	0.20	ROSENTHAL, MICHAEL A	EMAIL WITH S. FINLEY REGARDING BOARD ISSUES.
08/31/09	4.50	FINLEY, STEVEN R	E-MAILS, PHONE CALLS WITH G. DAVIDSON, P. STREET REGARDING FINRA NOTICE AND DELISTING FROM OTCBB (.8); WORK GROUP CALL TO PREPARE FOR BOARD MEETING (1.0); REVIEW BOARD MATERIALS (.7); PARTICIPATE IN BOARD CONFERENCE CALL (1.0); FOLLOW-UP CORRESPONDENCE WITH M. ROSENTHAL (1.0).



2.30	ROSENTHAL, MICHAEL A	TELEPHONE CONFERENCE WITH B. DIETZ, P. STREET, S. FINLEY IN PREPARATION FOR BOARD CALL (1.0); PREPARE FOR AND PARTICIPATE IN BOARD CALL (1.3).
0.50	DAVIDSON, GREGORY T	TELEPHONE CONFERENCE (PARTIAL) WITH TEAM AND S. FINLEY REGARDING FINRA NOTIFICATION CONCERNING OTCBB DELISTING (.3); TELEPHONE CONFERENCE WITH P. STREET REGARDING SAME (.1); CORRESPONDENCE REGARDING SAME (.1).
2.80	KELSEY, MATTHEW K	CALL WITH PETER J. SOLOMON, A&M, AND COMPANY REGARDING PLAN SPONSORSHIP PROPOSALS AND STATUS WITH SENIOR LENDERS (1.1); REVIEW ANALYSIS BY PETER J. SOLOMON REGARDING SPONSORSHIP PROPOSALS (.5); CALL WITH BOARD REGARDING SPONSORSHIP PROPOSALS (1.2).

Paul Street, Esq.  
Senior Vice President, General Counsel and Secretary  
Building Materials Holding Corporation  
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CREDITOR COMMITTEE ISSUES  
08299-00107

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	2.10	\$ 985.00	\$ 2,068.50
AARON G. YORK	0.40	635.00	254.00
JEREMY L. GRAVES	0.30	400.00	<u>120.00</u>

<b>Total Services</b>			\$ 2,442.50
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<b>Total Services, Costs/Charges</b>			2,442.50
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<b>BALANCE DUE</b>			<u>\$ 2,442.50</u>
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CREDITOR COMMITTEE ISSUES  
08299-00107

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Detail Services:

08/05/09			
0.90	ROSENTHAL, MICHAEL A	TELEPHONE CONFERENCE WITH K. LANE REGARDING FILING OF OBJECTION BY COMMITTEE AND STATUS OF PLAN DISCUSSIONS (.3); REVIEW COMMITTEE PROPOSED OBJECTIONS TO DISCLOSURE STATEMENT (.6).	
08/06/09			
0.30	GRAVES, JEREMY L	CORRESPOND WITH K. LANE (AF) REGARDING THE MOTION TO ASSUME THE DAVIS BROTHERS AGREEMENT.	
08/07/09			
0.30	ROSENTHAL, MICHAEL A	EMAIL CORRESPONDENCES REGARDING COMMITTEE DISCOVERY REQUESTS.	
0.40	YORK, AARON G	EMAIL REGARDING COMMITTEE DOCUMENT REQUESTS.	
08/20/09			
0.30	ROSENTHAL, MICHAEL A	TELEPHONE WITH K. FISHER AND OTHERS REGARDING RESULTS OF STEERING COMMITTEE MEETING.	
08/24/09			
0.30	ROSENTHAL, MICHAEL A	EMAILS WITH KATIE LANE REGARDING CLASS ACTION SETTLEMENT.	
08/31/09			
0.30	ROSENTHAL, MICHAEL A	EMAILS FROM K. LANE REGARDING BANK DOCUMENTS.	

Paul Street, Esq.  
Senior Vice President, General Counsel and Secretary  
Building Materials Holding Corporation  
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Boise, ID 83712-7714

DIP FINANCING/CASH COLLATERAL/CASH MANAG  
08299-00108

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	0.30	\$ 985.00	\$ 295.50
CROMWELL R. MONTGOMERY	0.80	635.00	508.00
NICHOLAS D. GREENWOOD	18.00	495.00	8,910.00
CHARLES P. FLOYD	18.20	470.00	<u>8,554.00</u>

<b>Total Services</b>			\$ 18,267.50
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<b>Total Services, Costs/Charges</b>			18,267.50
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<b>BALANCE DUE</b>			<u>\$ 18,267.50</u>
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Detail Services:

08/06/09	0.80	MONTGOMERY, CROMWELL R	REVIEW CREDIT AGREEMENT IN LIGHT OF INQUIRIES THERETO (.2); EMAILS WITH N. GREENWOOD RELATIVE TO TERM SHEET (.1); DRAFT AND DISTRIBUTE CORRESPONDENCE RELATIVE TO THE PAYMENT OF FEES (.5).
08/07/09	2.80	GREENWOOD, NICHOLAS D	REVISE EXIT REVOLVER TERM SHEET AND FORWARD REVISED DRAFT TO C. MONTGOMERY.
08/13/09	0.90	GREENWOOD, NICHOLAS D	REVIEW CORPORATE STRUCTURE AND PARTICIPATE ON CALL REGARDING SAME WITH RESPECT TO MERGERS OF ENTITIES.
	2.20	FLOYD, CHARLES P	REVIEW BACKGROUND MATERIALS AND BEGIN DRAFT OF MOTION FOR WAIVER OF SECTION 345(B) FOR WELLS FARGO MONEY MARKET ACCOUNT.
08/14/09	5.70	FLOYD, CHARLES P	CONTINUE PREPARATION OF DRAFT AND SUPPORTING MATERIALS FOR MOTION FOR WAIVER OF SECTION 345(B) FOR WELLS FARGO MONEY MARKET ACCOUNT.
08/17/09	4.30	GREENWOOD, NICHOLAS D	REVISE DRAFT EXIT REVOLVER CREDIT AGREEMENT AND DISCUSS SAME WITH C. MONTGOMERY (3.3); REVIEW REVISED EXIT REVOLVER TERM SHEET IN CONNECTION WITH SAME (1.0).
08/18/09	4.80	GREENWOOD, NICHOLAS D	FURTHER REVISE EXIT REVOLVER CREDIT AGREEMENT PER COMMENTS FROM C. MONTGOMERY (2.7); REVISE EXHIBITS TO EXIT REVOLVER CREDIT AGREEMENT (2.1); FORWARD ALL TO M. ROSENTHAL.

08/19/09			
2.40	GREENWOOD, NICHOLAS D	REVISE SECURITY AGREEMENT IN CONNECTION WITH EXIT REVOLVER AND FORWARD SAME TO M. ROSENTHAL.	
08/21/09			
2.80	GREENWOOD, NICHOLAS D	BEGIN REVIEW OF DRAFT EXIT TERM LOAN AGREEMENT PROVIDED BY AGENT'S COUNSEL AND PREPARE REDLINE OF SAME AGAINST DRAFT EXIT REVOLVING LOAN AGREEMENT.	
08/24/09			
0.30	ROSENTHAL, MICHAEL A	TELEPHONE WITH B. DIETZ REGARDING REFRESH OF FINANCIALS AND REPORTING TO LENDERS.	
08/26/09			
3.80	FLOYD, CHARLES P	BEGIN PREPARATION OF MOTION TO EXTEND DEADLINE FOR DEBTORS TO ASSUME OR REJECT NONRESIDENTIAL REAL PROPERTY LEASES UNDER 365(D)(4).	
08/28/09			
3.60	FLOYD, CHARLES P	DRAFT AND REVISE MOTION TO EXTEND DEADLINE FOR DEBTORS TO ASSUME OR REJECT NONRESIDENTIAL REAL PROPERTY LEASES UNDER 365(D)(4).	
08/31/09			
2.90	FLOYD, CHARLES P	CONTINUE REVISIONS TO MOTION TO EXTEND DEADLINE FOR DEBTORS TO ASSUME OR REJECT NONRESIDENTIAL REAL PROPERTY LEASES UNDER 365(D)(4); DRAFT AND REVIEW EMAIL CORRESPONDENCE WITH J. GRAVES AND M. KELSEY RE: SAME.	

Paul Street, Esq.  
Senior Vice President, General Counsel and Secretary  
Building Materials Holding Corporation  
720 Park Boulevard, Suite 200  
Boise, ID 83712-7714

EMPLOYEES  
08299-00109

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
WILLIAM D. CLASTER	1.60	\$ 865.00	\$ 1,384.00
KARL G. NELSON	0.20	800.00	160.00
MATTHEW K. KELSEY	1.00	710.00	710.00
AARON G. YORK	0.20	635.00	127.00
JEREMY L. GRAVES	0.20	400.00	<u>80.00</u>

<b>Total Services</b>			\$ 2,461.00
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<b>Total Services, Costs/Charges</b>			2,461.00
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<b>BALANCE DUE</b>			<u>\$ 2,461.00</u>
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EMPLOYEES  
08299-00109

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Detail Services:

08/04/09			
0.30	CLASTER, WILLIAM D	DISCUSSIONS WITH S. GLECKLER RE PIECE RATE ISSUES.	
08/06/09			
0.70	CLASTER, WILLIAM D	REVIEW MEMO RE PIECE RATE ISSUES; TELEPHONE CONFERENCE WITH S. GLECKLER.	
08/07/09			
0.30	CLASTER, WILLIAM D	REVIEW PIECE RATE ISSUES AND MEMO.	
08/21/09			
0.30	CLASTER, WILLIAM D	TELEPHONE CONFERENCE WITH E. FRANKLIN RE EEOC MATTER.	
08/24/09			
0.20	NELSON, KARL G	TELEPHONE DISCUSSION WITH A. YORK AND J. GRAVES REGARDING EEOC CHARGE HANDLING PROCEDURES.	
0.20	YORK, AARON G	CALL WITH J. GRAVE, K. NELSON REGARDING EMPLOYMENT CLAIM ISSUE.	
0.20	GRAVES, JEREMY L	TELECONFERENCE WITH A. YORK (GDC) AND K. NELSON (GDC) REGARDING ISSUES RELATING TO A PENDING ACTION WITH THE EEOC AND THE RECONCILIATION OF THAT ACTION.	
08/25/09			
1.00	KELSEY, MATTHEW K	REVIEW CORRESPONDENCE FROM S. BEACH OF YOUNG CONAWAY REGARDING DAVIS BROTHERS INCENTIVE PROGRAM (.2); CORRESPONDENCE WITH M. ROSENTHAL REGARDING SAME (.1); REVIEW DRAFT MOTION TO APPROVE R. DAVIS INCENTIVE BONUS (.6); REVIEW CORRESPONDENCE FROM P. STREET REGARDING SAME (.1).	



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Building Materials Holding Corporation  
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EXECUTORY CONTRACTS/UNEXPIRED LEASES  
08299-00111

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	0.40	\$ 995.00	\$ 398.00
MICHAEL A. ROSENTHAL	4.20	985.00	4,137.00
AARON G. YORK	0.50	635.00	317.50
JEREMY L. GRAVES	24.10	400.00	<u>9,640.00</u>

<b>Total Services</b>			\$ 14,492.50
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<b>Total Services, Costs/Charges</b>			14,492.50
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<b>BALANCE DUE</b>			<u>\$ 14,492.50</u>
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EXECUTORY CONTRACTS/UNEXPIRED LEASES  
08299-00111

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Detail Services:

08/03/09		
1.90	ROSENTHAL, MICHAEL A	REVIEW MEMORANDUM FROM M. THOMAS REGARDING REJECTION OF ASSET PURCHASE AGREEMENTS (.6); PARTICIPATE IN CONFERENCE CALL WITH P. STREET AND M. THOMAS REGARDING REJECTION OF ACQUISITION AGREEMENTS (.8); TELEPHONE CONFERENCE WITH P. STREET REGARDING REJECTION OF EMPLOYMENT CONTRACTS (.2); REVIEW AND REVISE MEMORANDUM FROM P. STREET REGARDING REJECTION OF EMPLOYMENT CONTRACTS AND CONSEQUENCES (.3).
0.80	GRAVES, JEREMY L	TELECONFERENCE WITH P. STREET (BMHC), M. THOMAS (BMHC), AND M. ROSENTHAL (GDC) REGARDING THE ASSUMPTION OR REJECTION OF CERTAIN EXECUTORY CONTRACTS.
08/05/09		
0.40	FINLEY, STEVEN R	REVIEW P. STREET MEMO TO COMPENSATION COMMITTEE ON EXECUTING EMPLOYMENT AGREEMENTS AND A. YORK'S COMMENTS (.4).
08/06/09		
0.80	GRAVES, JEREMY L	REVIEW AGREEMENT WITH RANDY DAVIS AND DRAFT EMAIL SUMMARIZING ITS IMPACT ON THE PENDING ASSUMPTION MOTION.
08/07/09		
0.90	ROSENTHAL, MICHAEL A	REVIEW EMAIL CORRESPONDENCE FROM COMMITTEE REGARDING REVISED CONTRACTS RELATED TO DAVIS BROTHERS (.3); CONFERENCE CALL WITH P. STREET AND S. VARNER REGARDING DAVIS BROTHERS' CONTRACT (.4); CONFERENCE CALL (PARTIAL) WITH S. BEACH AND J. GRAVES REGARDING DAVIS BROTHERS AGREEMENT (.2).

	2.10 GRAVES, JEREMY L	TELECONFERENCE WITH P. STREET (BMHC), S. VARNER (A&M), M. ROSENTHAL (GDC), AND S. BEACH (YCST) REGARDING THE ISSUES RAISED BY THE AMENDMENT TO R. DAVIS' EMPLOYMENT AGREEMENT (1.0); CORRESPOND WITH SAME REGARDING THE ISSUES RAISED BY THE AMENDMENT TO R. DAVIS' EMPLOYMENT AGREEMENT (1.1).
08/10/09	0.30 ROSENTHAL, MICHAEL A	EMAIL CORRESPONDENCES FROM AND TELEPHONE CONFERENCE WITH J. GRAVES REGARDING RESOLUTION OF DAVIS BROTHERS OBJECTION (.2); EMAIL CORRESPONDENCE FROM C. GIAIMI REGARDING DAVIS BROTHERS AGREEMENT (.1).
	2.60 GRAVES, JEREMY L	TELECONFERENCE WITH P. STREET (BMHC) REGARDING THE IMPACT OF THE CHANGES TO THE R. DAVIS EMPLOYMENT AGREEMENT ON THE MOTION TO ASSUME THE PURCHASE AGREEMENT (.2); TELECONFERENCE WITH S. BEACH AND R. POPPITI REGARDING THE IMPACT OF THE CHANGES TO THE R. DAVIS EMPLOYMENT AGREEMENT ON THE MOTION TO ASSUME THE PURCHASE AGREEMENT (.7); EDIT PROPOSED ORDER RELATING TO THE MOTION TO ASSUME THE PURCHASE AGREEMENT (.5); EDIT PROPOSED CERTIFICATION OF COUNSEL RELATING TO THE MOTION TO ASSUME THE PURCHASE AGREEMENT (.6); CORRESPOND WITH M. ROSENTHAL (GDC) REGARDING THE IMPACT OF THE CHANGES TO THE R. DAVIS EMPLOYMENT AGREEMENT ON THE MOTION TO ASSUME THE PURCHASE AGREEMENT (.4); TELECONFERENCE WITH K. LANE (AF), S. BEACH (YCST), AND R. POPPITI (YCST) REGARDING THE IMPACT OF THE CHANGES TO THE R. DAVIS EMPLOYMENT AGREEMENT ON THE MOTION TO ASSUME THE PURCHASE AGREEMENT (.2).
08/12/09	0.20 ROSENTHAL, MICHAEL A	CONFERENCE WITH P. STREET REGARDING R. DAVIS PERFORMANCE INCENTIVES.
	1.20 GRAVES, JEREMY L	REVIEW RELEVANT CASE LAW RELATING TO THE STANDARDS GOVERNING APPROVAL OF THE INCENTIVE PLAN WITH R. DAVIS (.5); CORRESPOND WITH P. STREET (BMHC), M. ROSENTHAL (GDC), AND S. BEACH (YCST) REGARDING THE MOTION TO APPROVE THE INCENTIVE PLAN (.7).

08/13/09	0.20	ROSENTHAL, MICHAEL A	EMAILS WITH P. STREET AND T. KENT REGARDING RANDY DAVIS PERFORMANCE BONUS ISSUES.
08/17/09	0.40	GRAVES, JEREMY L	DRAFT MOTION TO APPROVE THE RANDOLPH DAVIS INCENTIVE PLAN.
08/18/09	6.60	GRAVES, JEREMY L	DRAFT MOTION TO APPROVE THE RANDOLPH DAVIS INCENTIVE PLAN.
08/19/09	0.90	GRAVES, JEREMY L	DRAFT MOTION TO APPROVE THE RANDOLPH DAVIS INCENTIVE PLAN.
08/20/09	4.90	GRAVES, JEREMY L	REVISE MOTION TO APPROVE THE RANDOLPH DAVIS INCENTIVE PLAN.
08/24/09	3.50	GRAVES, JEREMY L	REVISE MOTION TO APPROVE THE RANDOLPH DAVIS INCENTIVE PLAN.
08/25/09	0.40	ROSENTHAL, MICHAEL A	EMAILS REGARDING DAVIS INCENTIVE AGREEMENT.
08/26/09	0.30	ROSENTHAL, MICHAEL A	CONFERENCE CALL WITH P. STREET AND SEAN BEACH REGARDING RANDY DAVIS CONTRACT.
	0.30	GRAVES, JEREMY L	TELECONFERENCE WITH P. STREET (BMHC), M. ROSENTHAL (GDC), AND S. BEACH (YCST) REGARDING MOTION TO APPROVE THE RANDOLPH DAVIS INCENTIVE PLAN (.3).
08/31/09	0.50	YORK, AARON G	REVIEW EMAILS AND DOCUMENTS REGARDING LEASE ASSUMPTION.

Paul Street, Esq.  
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FEE APPLICATIONS/RETENTION APPLICATIONS  
08299-00112

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	0.80	\$ 985.00	\$ 788.00
MATTHEW K. KELSEY	0.50	710.00	355.00
AARON G. YORK	0.50	635.00	317.50
JEREMY L. GRAVES	0.70	400.00	280.00
JENNIFER M. CONTRERAS	23.00	290.00	6,670.00
SHERIF FARRAG	16.90	235.00	<u>3,971.50</u>

**Total Services** \$ 12,382.00

**Total Services, Costs/Charges** 12,382.00

**BALANCE DUE** \$ 12,382.00

FEE APPLICATIONS/RETENTION APPLICATIONS  
08299-00112

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Detail Services:

08/03/09			
0.70	GRAVES, JEREMY L	PREPARE POTENTIAL SUPPLEMENTAL DISCLOSURE REGARDING RELATIONSHIPS WITH CERTAIN PARTIES.	
08/10/09			
5.00	CONTRERAS, JENNIFER M	REVIEW AND EDIT BILL FOR COMPLIANCE WITH US TRUSTEE GUIDELINES (1.6); PREPARE DRAFT OF SECOND MONTHLY FEE APPLICATION (3.4).	
08/11/09			
2.60	FARRAG, SHERIF	REVISE BMHC PREBILL (1.8); GIVE TO J. CONTRERAS FOR FURTHER REVISIONS (.5); SCAN PREBILL AND SEND TO GISELLE SIMONIAN FOR ACCOUNTING CORRECTIONS (.3).	
08/12/09			
0.50	CONTRERAS, JENNIFER M	REVISE PREBILL FOR COMPLIANCE WITH US TRUSTEE GUIDELINES.	
08/13/09			
1.40	CONTRERAS, JENNIFER M	REVIEW CERTIFICATE OF NO OBJECTION FOR FIRST FEE APPLICATION (.2); EMAILS TO YOUNG CONAWAY RE SAME (.2); COMMUNICATIONS WITH M. ROSENTHAL RE APPLIANCE OF RETAINER AND ACCOUNTING ISSUES (.3); EMAILS WITH ACCOUNTING RE BALANCES (.4); EMAILS WITH S. FARRAG RE OUTSTANDING ISSUES FOR COMPLETION OF FEE APP CHARTS (.3).	
3.60	FARRAG, SHERIF	PREPARE PROFESSIONAL AND PARAPROFESSIONALS HOURS AND FEES CHART PER REQUEST OF M. ROSENTHAL (3.5); SEND EMAIL TO M. ROA IN HR FOR RETRIEVAL OF MISSING INFORMATION IN CHART (.1).	
08/14/09			
1.90	FARRAG, SHERIF	UPDATE FEE APPLICATION CHART WITH MISSING INFORMATION RETRIEVED FROM HR, AND ADD UP ATTORNEY AND PARALEGAL HOURS AND FEES.	

08/17/09			
3.30	FARRAG, SHERIF		REVISE PREBILL (1.1); SCAN AND SEND PREBILL TO G. SIMONIAN FOR ACCOUNTING UPDATE (.3) UPDATE CHARTS IN FEE APPLICATION WITH REVISED PREBILL NUMBERS (1.4); REVISE ARITHMETIC (.5).
08/18/09			
1.80	CONTRERAS, JENNIFER M		REVISE LANGUAGE FOR SECOND INTERIM FEE APPLICATION.
3.60	FARRAG, SHERIF		SEND EMAIL TO GISELLE SIMONIAN REQUESTING ACCOUNTING REVISION OF PREBILL (.1); INSERT ALL NUMBERS IN PROPER PLACES IN SECOND FEE APPLICATION AND COMPLETE CHARTS (3.5).
08/19/09			
1.80	CONTRERAS, JENNIFER M		REVISE DRAFT OF SECOND INTERIM FEE APPLICATION.
08/20/09			
1.20	CONTRERAS, JENNIFER M		INCORPORATE M. KELSEY REVISIONS INTO FEE APPLICATION.
08/21/09			
3.10	CONTRERAS, JENNIFER M		INCORPORATE ADDITIONAL M. KELSEY AND M. ROSENTHAL REVISIONS INTO FEE APPLICATION (1.3); REDACT BILL (1.8).
08/24/09			
0.60	ROSENTHAL, MICHAEL A		REVIEW SECOND MONTHLY FEE APPLICATION.
0.50	KELSEY, MATTHEW K		REVIEW AND REVISE FEE APPLICATION (.3); CONFERENCE WITH J. CONTRERAS REGARDING SAME (.1); CORRESPONDENCE WITH S. MUZUMDAR REGARDING COMMITTEE FEE APPLICATION (.1).
1.60	CONTRERAS, JENNIFER M		REVIEW AND REDACT BILL (1.5); CONFERENCE WITH M. KELSEY RE SAME (.1).
08/25/09			
0.50	YORK, AARON G		REVIEW AND REVISE FEE APPLICATION.
1.90	CONTRERAS, JENNIFER M		CONTINUE FURTHER REDACTIONS TO BILL.

08/26/09

0.20 ROSENTHAL, MICHAEL A FINALIZE FEE APPLICATION.

4.70 CONTRERAS, JENNIFER M REVIEW AND INCORPORATE M. ROSENTHAL REVISIONS INTO FEE APPLICATION (1.8); COORDINATE ADDITIONAL REDACTIONS (.9); FINALIZE FEE APPLICATION (.6); WORK WITH S. FARRAG TO PREPARE EXHIBITS (.3); EDIT EXHIBITS (.7); FINALIZE PACKAGE AND FORWARD TO YCS&T FOR FILING (.4).

1.90 FARRAG, SHERIF INSERT FINAL REVISIONS TO PREBILL INTO FEE APPLICATION (.8); CREATE EXHIBITS (.4); ADD COVER PAGES TO EXHIBITS (.2); SEND TO J. CONTRERAS FOR REVISION (.5).



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FEE APPLICATIONS/RETENTION APPLICATIONS  
08299-00113

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MATTHEW K. KELSEY	3.50	\$ 710.00	\$ 2,485.00
AARON G. YORK	0.70	635.00	444.50
JEREMY L. GRAVES	0.70	400.00	280.00
SAEE MUZUMDAR	9.30	420.00	<u>3,906.00</u>

<b>Total Services</b>			\$ 7,115.50
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<b>Total Services, Costs/Charges</b>			7,115.50
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<b>BALANCE DUE</b>			<u>\$ 7,115.50</u>
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FEE APPLICATIONS/RETENTION APPLICATIONS  
08299-00113

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Detail Services:

08/05/09			
0.70	GRAVES, JEREMY L	TELECONFERENCE WITH P. STREET (BMHC) REGARDING SUPPLEMENTAL KPMG APPLICATION (.2); REVIEW MATERIALS RELEVANT TO SUPPLEMENTAL KPMG APPLICATION (5).	
08/06/09			
2.00	MUZUMDAR, SAE	DRAFT SUPPLEMENTAL RETENTION APPLICATION FOR KPMG.	
08/07/09			
0.70	YORK, AARON G	REVIEW AND REVISE KPMG SUPPLEMENT APPLICATION.	
1.60	MUZUMDAR, SAE	DRAFT SUPPLEMENTAL RETENTION APPLICATION FOR KPMG.	
08/11/09			
1.50	MUZUMDAR, SAE	DRAFT PETER J. SOLOMON FEE APPLICATION.	
08/13/09			
0.90	MUZUMDAR, SAE	REVISE KPMG SUPPLEMENTAL RETENTION APPLICATION.	
08/14/09			
1.40	MUZUMDAR, SAE	REVISE PETER J. SOLOMON COMPANY FEE APPLICATION (.8); REVISE KPMG SUPPLEMENTAL RETENTION APPLICATION (.6).	
08/17/09			
1.20	MUZUMDAR, SAE	FINALIZE KPMG SUPPLEMENTAL RETENTION APPLICATION (.8); CORRESPOND WITH PAUL CROCI REGARDING PJS FEE APPLICATION (.4).	
08/20/09			
2.10	KELSEY, MATTHEW K	REVIEW AND REVISE SECOND FEE APPLICATION AND SUPPORTING TIME DETAIL.	

0.70	MUZUMDAR, SAE	FINALIZE PJS FEE APPLICATION.
08/25/09		
0.40	KELSEY, MATTHEW K	REVIEW ARENT FOX FEE APPLICATION (.3); COORDINATE WITH S. MUZUMDAR REGARDING SAME (.1).
0.60	KELSEY, MATTHEW K	REVIEW CORRESPONDENCE FROM A. YORK AND M. ROSENTHAL REGARDING FEE APPLICATION (.1); REVIEW REVISED FEE APPLICATION (.2); REVIEW TIME DETAIL (.3).
08/26/09		
0.40	KELSEY, MATTHEW K	CORRESPOND WITH S. MUZUMDAR REGARDING ARENT FOX FEE APPLICATION AND REVIEWING SUMMARY OF SAME.

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INSURANCE  
08299-00114

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	0.30	\$ 985.00	\$ 295.50
MATTHEW K. KELSEY	0.30	710.00	213.00
AARON G. YORK	6.90	635.00	4,381.50
MAXWELL C. NELSON	1.80	525.00	945.00
JEREMY L. GRAVES	2.20	400.00	<u>880.00</u>

<b>Total Services</b>			\$ 6,715.00
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<b>Total Services, Costs/Charges</b>			6,715.00
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<b>BALANCE DUE</b>			<u>\$ 6,715.00</u>
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INSURANCE  
08299-00114

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Detail Services:

08/14/09			
1.50	YORK, AARON G		PREPARE FOR AND CONDUCT CALL REGARDING ACE INSURANCE ISSUES.
08/17/09			
0.30	ROSENTHAL, MICHAEL A		REVIEW EMAILS FROM M. REED REGARDING ACE ISSUES.
0.50	YORK, AARON G		REVISE STIPULATION REGARDING ACE CLAIMS.
08/18/09			
0.90	GRAVES, JEREMY L		REVIEW DOCUMENTS RELATED TO CLOSING DOWN CAPTIVE CELL 17H.
08/19/09			
0.30	KELSEY, MATTHEW K		TELEPHONE CALL WITH C. JOHNSON OF GARDEN CITY GROUP REGARDING SCHEDULES AND STATEMENTS.
08/21/09			
0.80	YORK, AARON G		CALL WITH GALLAGHER BASSET INSURANCE CLAIMS REGARDING INSURANCE HANDLING.
08/22/09			
0.40	YORK, AARON G		ANALYZE PAYMENT OBLIGATIONS REGARDING GALLAGHER BASSETT CLAIMS (.3); EMAIL TO L. BAUMANN REGARDING SAME (.1).
08/24/09			
0.70	YORK, AARON G		ANALYZE GALLAGHER BASSET INSURANCE PAYMENT ISSUES.
1.00	YORK, AARON G		REVIEW INSURANCE SETTLEMENT MATERIALS FOR MOTION (.9); CONFERENCE WITH M. NELSON RE SAME (.1).

0.90	NELSON, MAXWELL C	PHONE CALL WITH A. YORK REGARDING HELP WITH MOTION REGARDING COMMUTATION AGREEMENT (.1); REVIEW COMMUTATION AGREEMENT AND OTHER BACKGROUND DOCUMENTS IN PREPARATION FOR PHONE CALL WITH L. BAUMANN.
08/25/09		
2.00	YORK, AARON G	REVIEW PROPOSED INSURANCE TRANSACTION DOCUMENTS FOR APPROVAL MOTION (1.4); CALL WITH C. BEAMANN, J. GRAVES, C. NELSON REGARDING INSURANCE TRANSACTION (.6).
0.90	NELSON, MAXWELL C	MEET WITH J. GRAVES REGARDING MOTION FOR APPROVAL OF COMMUTATION AGREEMENT TRANSACTION (.3); PHONE CALL WITH L. BAUMANN, J. GRAVES, AND A. YORK REGARDING SAME (.6).
1.30	GRAVES, JEREMY L	CONFERENCE WITH C. NELSON REGARDING THE PROPOSED INSURANCE TRANSACTION WITH ALTERNATIVE RE (.5); PREPARE FOR TELECONFERENCE WITH L. BAUMANN REGARDING THE PROPOSED INSURANCE TRANSACTION WITH ALTERNATIVE RE (.2); TELECONFERENCE WITH L. BAUMANN (BMHC), A. YORK (GDC), AND C. NELSON (GDC) REGARDING THE PROPOSED INSURANCE TRANSACTION WITH ALTERNATIVE RE (.6).

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PLAN & DISCLOSURE STATEMENT  
08299-00115

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	79.00	\$ 995.00	\$ 78,605.00
MICHAEL A. ROSENTHAL	86.20	985.00	84,907.00
CROMWELL R. MONTGOMERY	13.10	635.00	8,318.50
MATTHEW K. KELSEY	4.60	710.00	3,266.00
AARON G. YORK	51.20	635.00	32,512.00
MATTHEW C. WALSH	11.20	620.00	6,944.00
ANDREW L. KREISBERG	1.00	470.00	470.00
JEREMY L. GRAVES	1.00	400.00	<u>400.00</u>

**Total Services** \$ 215,422.50

**Total Services, Costs/Charges** 215,422.50

**BALANCE DUE** \$ 215,422.50

PLAN & DISCLOSURE STATEMENT  
08299-00115

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Detail Services:

08/01/09		
2.90	YORK, AARON G	ANALYZE ALTERNATIVE PLAN ISSUES.
08/02/09		
0.50	KELSEY, MATTHEW K	PREPARE FOR CALL WITH EQUITY INVESTOR.
1.20	YORK, AARON G	ANALYZE REVISED PLAN ISSUE.
08/03/09		
2.90	FINLEY, STEVEN R	REVIEW PJ SOLOMON CO. ANALYSES OF OFFERS RECEIVED (.8); PHONE CALLS WITH P. STREET REGARDING BOARD CALL (.2); REVIEW AND COMMENT ONPLAN BIDDER DOCUMENTS (1.5); CONFER WITH M. ROSENTHAL REGARDING PLAN BIDDER STATUS, BANK CONSIDERATION (.4).
3.20	ROSENTHAL, MICHAEL A	CONFERENCE CALL (PARTIAL) WITH COUNSEL REGARDING BUSINESS ISSUES RELATED TOPLAN BIDDER PROPOSAL (.4); REVIEW REDLINED PLAN PROPOSAL, INCLUDING REVISED PLAN, GLOSSARY, FUNDING AGREEMENT AND EXPENSE REIMBURSEMENT MOTION (1.6); TELEPHONE CONFERENCE WITH M. KELSEY REGARDING RESPONSE TO PLAN COMMENTS (.4); TELEPHONE CONFERENCE WITH B. DIETZ REGARDING PLAN BIDDER ISSUES (.2); DEVELOP STRATEGY RELATIVE TO ALTERNATIVE PLAN AND EXPENSE REIMBURSEMENT (.6).
1.50	KELSEY, MATTHEW K	CALL WITH POTENTIAL EQUITY INVESTOR REGARDING PLAN, COMMITMENT LETTER, AND EQUITY INVESTMENT (.4); REVIEW DOCUMENTS (.7); CALL WITH M. ROSENTHAL REGARDING SAME (.4).
14.10	YORK, AARON G	CALL WITH COUNSEL M. ROSENTHAL, M. KELSEY REGARDING PLAN PROPOSAL DOCUMENTS (.5); ANALYZE, REVIEW AND REVISE SAME (14.1).



08/04/09

5.90 FINLEY, STEVEN R

REVIEW AND COMMENT ON PLAN BIDDER EQUITY AND DEBT COMMITMENT LETTER (1.8); E-MAIL COMMENTS TO A. YORK, M. ROSENTHAL AND RESPOND (.4); ALL HANDS CONFERENCE CALL ON STATUS OF PLAN (1.2); CONFERENCE CALL WITH R. MELLOR, B. SMARTT, K. FISCHER, S. MOLDOFF REGARDING BANK GROUP POSITION (.6); MULTIPLE E-MAILS ON BANK GROUP, PLAN BIDDER ISSUES (1.9).

3.10 ROSENTHAL, MICHAEL A

TELEPHONE WITH K. FISHER REGARDING DISCLOSURE STATEMENT HEARING, AND PLAN BIDDER AND LENDER EXIT FINANCING ISSUES (.3); CONFERENCE CALL WITH PAUL STREET, R. MELLOR, S. FINLEY REGARDING DELAY OF DISCLOSURE STATEMENT HEARING, PLAN ALTERNATIVE AND BANK GROUP EXIT FINANCING ISSUES (.6); CONFERENCE CALL WITH K. FISHER, S. MENNILLO AND CLIENT REGARDING ISSUES RELATED TO DELAY IN DISCLOSURE STATEMENT HEARING (.5); REVIEW EMAILS FROM K. FISHER AND OTHERS REGARDING DELAY IN DISCLOSURE STATEMENT HEARING (.2); EMAILS REGARDING DELAY IN DISCLOSURE STATEMENT HEARING (.3); REVIEW AND COMMENT ON REVISIONS TO PLAN BIDDER PLAN FUNDING AGREEMENTS, PLAN AND GLOSSARY (1.2).

1.90 MONTGOMERY, CROMWELL  
R

REVIEW CORRESPONDENCE RELATIVE TO PROPOSED PLAN BIDDER COMMITMENT PAPERS (.4); REVIEW AND COMMENT UPON PLAN BILLDER COMMITMENT PAPERS (1.3); TELEPHONE CALL WITH A. YORK RELATIVE TO FOREGOING (.2).

2.10 KELSEY, MATTHEW K

REVIEW MARK UP OF EQUITY SPONSOR PLAN AND COMMITMENT PROPOSAL (1.1); CORRESPONDENCE TO A. YORK, M. ROSENTHAL, AND C.MONTGOMERY REGARDING ISSUES WITH SAME (.6); REVIEW CORRESPONDENCE RELATING TO CHANGES TO SAME (.5).

8.70 YORK, AARON G

REVIEW PLAN BIDDER PROPOSAL DOCUMENTS (6.5); PREPARE FOR AND ATTEND CALL WITH COMMITTEE COUNSEL REGARDING DISCLOSURE STATEMENT (1.3); CALL WITH M. ROSENTHAL, P. STREET, S. FINLEY, B. DIETZ, ETC. REGARDING PLAN STATUS (.9).

08/05/09

4.00 FINLEY, STEVEN R

PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH BMHC TO B. DIETZ, M. ROSENTHAL REGARDING PLAN BIDDER (.9); REVIEW SLIDES OF PLAN BIDDER PROPOSAL (.6); CONFER WITH M. ROSENTHAL REGARDING PLAN BIDDER PROPOSALS AND BANK POSITION (.8); ANALYSIS OF ISSUES WITH PLAN PROPOSAL (1.7).

3.30 ROSENTHAL, MICHAEL A

TELEPHONE CONFERENCE WITH P. STREET REGARDING PLAN (.3); CONSIDER PROCEDURES AND MECHANISMS FOR INCORPORATING PLAN BIDDER PROPOSALS IN PLAN OF REORGANIZATION (1.6); REVIEW PLAN BIDDER AND TELEPHONE CONFERENCE WITH P. STREET AND S. FINLEY REGARDING SAME (.8); TELEPHONE CONFERENCE WITH COUNSEL REGARDING CONFERENCE CALL REGARDING PLAN PROPOSAL AND ADJOURNMENT OF DISCLOSURE STATEMENT HEARING (.4); TELEPHONE CONFERENCE WITH K. FISHER REGARDING ADJOURNMENT ISSUES AND STATUS WITH PLAN BIDDER (.2).

0.30 YORK, AARON G

CALL WITH M. ROSENTHAL, K. LANE REGARDING DISCLOSURE STATEMENT HEARING.

08/06/09

5.50 FINLEY, STEVEN R

CONTINUE REVIEW AND COMPARISON OF PLAN OFFERS, BANK ISSUES (1.0); CONFERENCE CALL WITH BMHC BOARD, M. ROSENTHAL, S. VANNER AND B. DIETZ (1.0); CONFERENCE CALL WITH GREENBERG, P. STREET, ROSENTHAL AND DIETZ (2.5); REVIEW PROVISIONS OF DIP FINANCING REGARDING PLAN BIDDER PAYMENTS (.4); E-MAILS (.6).

3.10 ROSENTHAL, MICHAEL A

PREPARE FOR AND PARTICIPATE IN MEETING AND CONFERENCE CALL WITH P. STREET, S. FINLEY, N. MITCHELL AND B. DIETZ REGARDING PLAN PROPOSAL (1.7); TELEPHONE CONFERENCE WITH B. DIETZ REGARDING PLAN PROPOSAL (.3); MEETING WITH S. FINLEY REGARDING PLAN PROPOSAL (.2); REVIEW LATEST BAYSIDE PROPOSAL IN PREPARATION FOR CONFERENCE CALL (.6); TELEPHONE CONFERENCE WITH K. FISHER REGARDING PLAN BIDDER MEETING AND STATUS (.3).

08/07/09	0.70	FINLEY, STEVEN R	PHONE CALL WITH R. MELLOR REGARDING STATUS OF HIG AND WELLS PROPOSALS (.4); E-MAILS WITH M. ROSENTHAL, P. STREET REGARDING TUESDAY MEETING (.3).
	3.70	ROSENTHAL, MICHAEL A	ADDRESS ISSUES RELATED TO PLAN BIDDER REVISED PROPOSAL (1.6); TELEPHONE CONFERENCE WITH P. STREET REGARDING ALTERNATIVE PLAN PROPOSALS (.4); PREPARE FOR MEETING WITH PLAN BIDDER, INCLUDING PREPARATION OF DETAILED TERM SHEET (1.4); TELEPHONE CONFERENCE WITH C. MONTGOMERY REGARDING TERM SHEET FOR REVOLVING CREDIT AGREEMENT (.3).
	0.20	ROSENTHAL, MICHAEL A	EMAIL CORRESPONDENCES REGARDING TREATMENT OF EVERGREEN LETTERS OF CREDIT.
	1.40	MONTGOMERY, CROMWELL R	TELEPHONE CALL WITH M. ROSENTHAL RELATIVE TO TERMS OF EXIT FINANCING (.3); CONFER WITH N. GREENWOOD RELATIVE TO SAME (.1); REVISE EXIT TERM SHEET FOR REVOLVER AND DISTRIBUTE SAME (1.0).
08/08/09	2.30	ROSENTHAL, MICHAEL A	REVIEW AND REVISE PLAN BIDDER TERM SHEET (1.6); TELEPHONE CONFERENCE WITH B. DIETZ REGARDING PLAN BIDDER TERM SHEET (.3); EMAIL CORRESPONDENCES TO AND FROM B. DIETZ REGARDING PLAN BIDDER TERM SHEET (.2); CORRESPOND WITH A. YORK REGARDING PLAN BIDDER TERM SHEET ISSUES (.2).
08/09/09	0.60	ROSENTHAL, MICHAEL A	ADDRESS ISSUES RE PLAN TERM SHEETS.
08/10/09	6.00	FINLEY, STEVEN R	MULTIPLE PHONE CALLS AND E-MAILS WITH M. ROSENTHAL, P. STREET AND B. DIETZ REGARDING PLAN BIDDER PROPOSAL AND APPROPRIATE RESPONSES (1.2); REVIEW AND COMMENT ON REVISED TERM SHEET AND COST OF OPEN POINTS (1.0); MEETING WITH P. STREET, B. DIETZ AND M. ROSENTHAL WITH C. MONTGOMERY DIAL-IN (3.4); RESEARCH ABILITY TO PAY FEES TO PLAN BIDDER UNDER DIP FINANCING DOCUMENTS.

4.10	ROSENTHAL, MICHAEL A	MEETING WITH P. STREET, S. FINLEY AND B. DIETZ REGARDING PLAN BIDDER ALTERNATIVE AND PREPARATION FOR MEETING WITH PLAN BIDDER AND COUNSEL (2.7); REVIEW AND REVISE PLAN TERM SHEET AND EXIT REVOLVER TERM SHEET (1.2); EMAIL CORRESPONDENCES FROM B. DIETZ AND S. VARNER REGARDING PLAN BIDDER EXIT REVOLVER TERM SHEET (.2).
2.00	MONTGOMERY, CROMWELL R	CONFERENCE CALL WITH D. DIETZ, P. STREET, S. FINLEY, M. ROSENTHAL RELATIVE TO EXIT REVOLVER AND PLAN CONSIDERATIONS (2.0).
4.40	YORK, AARON G	REVISE PLAN BIDDER TERM SHEET (2.9); PREPARE FOR PLAN BIDDER MEETING (1.5).
08/11/09		
8.70	FINLEY, STEVEN R	MEETING WITH P. STREET TO PREPARE FOR PLAN BIDDER MEETING (.6); CONFER WITH M. ROSENTHAL (.4); MEETING WITH PAUL HASTING, GRANT THORNTON PLAN BIDDER M. ROSENTHAL, A. YORK TO DISCUSS AND NEGOTIATE PROPOSAL (6.5); REVIEW REVISED PLAN PROPOSAL (.5); MULTIPLE PHONE CALLS REGARDING PLAN PROPOSAL (.7).
8.50	ROSENTHAL, MICHAEL A	PREPARE FOR AND PARTICIPATE IN EXTENDED SESSION WITH P. STREET, PLAN BIDDER AND BANK COUNSEL REGARDING PLAN PROPOSAL (5.2); REVISE PLAN TERM SHEET AND EXIT REVOLVER TERM SHEET (1.2); TELEPHONE WITH B. DIETZ AND P. GUARINO REGARDING FEASIBILITY AND CAPITAL STRUCTURE (.3); REVIEW NEW PLAN PROPOSAL (.4); TELEPHONE WITH S. FINLEY REGARDING PLAN PROPOSAL (.1); CONFERENCE CALL WITH S. FINLEY, K. FISHER, TIM SKILLMAN AND OTHERS REGARDING PLAN PROPOSAL (.4); TELEPHONE WITH P. STREET REGARDING PLAN PROPOSAL (.4); VARIOUS EMAILS FROM B. DIETZ AND S. VARNER REGARDING PLAN PROPOSAL AND STRATEGY (.3).
2.50	MONTGOMERY, CROMWELL R	CONFERENCE CALL WITH K. FISHER, P. STREET, S. FINLEY, AND OTHERS RELATIVE TO EXIT STRUCTURING.
6.50	YORK, AARON G	PREPARE FOR AND ATTEND MEETING ON PLAN PROPOSAL.

08/12/09

8.70 FINLEY, STEVEN R

CONTINUE ANALYSIS OF PLAN PROPOSAL, INCLUDING PROCESS (1.5); MEETINGS WITH P. STREET AND R. MELLOR AND ADDRESS FOLLOW-UP ISSUES (4.3); REVIEW AND DISCUSS PJ SOLOMON SUMMARY OF VARIOUS PROPOSALS (1.4); E-MAILS, PHONE CALLS WITH WELLS, M. ROSENTHAL (.6); MULTIPLE E-MAILS AND PHONE CALLS REGARDING PLANS TO ESTABLISH BIDDING PROCESS (.9).

4.50 ROSENTHAL, MICHAEL A

PREPARE FOR AND PARTICIPATE IN EXTENDED DISCUSSIONS WITH P. STREET, S. FINLEY, B. DIETZ, R. MELLOR REGARDING PLAN ALTERNATIVES AND BIDDING STRUCTURE (3.0); TELEPHONE WITH COUNSEL REGARDING PLAN ALTERNATIVE AND DOCUMENTS (.3); TELEPHONE WITH K. FISHER REGARDING BIDDING STRUCTURE (.2); MEETING WITH R. MELLOR, P. STREET AND S. FINLEY REGARDING BIDDING STRUCTURE (.5); TELEPHONE WITH S. PFUNDER REGARDING HSR ISSUES (.2); TELEPHONE WITH COUNSEL REGARDING PLAN BIDDER PROPOSAL (.3).

0.80 YORK, AARON G

CALL (PARTIAL) WITH B. DIETZ, M. ROSENTHAL, S. FINLEY, P. STREET, R. MELLOR REGARDING PLAN PROPOSALS.

08/13/09

4.50 FINLEY, STEVEN R

MULTIPLE PHONE CALLS AND E-MAILS REGARDING PLAN BIDDER ISSUES (1.2); PREPARE FOR AND PARTICIPATE IN CALLS WITH BMHC, PJSC, M. ROSENTHAL REGARDING BIDDING PROCESS (1.8); ANALYZE PLAN PROPOSALS (1.0); PHONE CALLS WITH COUNSEL REGARDING DILIGENCE ISSUES (.5).

4.50	ROSENTHAL, MICHAEL A	TELEPHONE WITH K. FISHER REGARDING BANK GROUP ISSUES REGARDING PROPOSALS (.3); TELEPHONE WITH COUNSEL REGARDING PLAN BID ISSUES (.2); CONFERENCE CALL WITH P. STREET, B. DIETZ, S. FINLEY, K. FISHER AND OTHERS REGARDING BIDDING STRATEGY (.7); TELEPHONE WITH P. STREET, R. MADDON AND S. FINLEY REGARDING PLAN DISCLOSURE ISSUES (.3); WORK ON ISSUES RELATED TO FORM DOCUMENTS IN CONNECTION WITH COMPETING BID STRUCTURE (2.4); CONFERENCE CALL WITH P. STREET AND L. THOMAS REGARDING STRUCTURE OF REORGANIZED BMHC (.3); EMAILS FROM AND TO S. PFUNDER REGARDING HSR ISSUES (.3).
0.70 WALSH, MATTHEW C		CONFERENCE CALL WITH PETER J. SOLOMON AND LAWYERS FROM CREDITORS COMMITTEE RE BID PROCESS.
08/14/09		
1.30	FINLEY, STEVEN R	PHONE CALLS AND E-MAILS REGARDING PLAN DUE DILIGENCE PROCESS (.8); ANALYZE PLAN BIDDER STANDSTILLS AND POTENTIAL IMPACT ON BIDDING PROCESS (.3); CORRESPOND WITH M. ROSENTHAL REGARDING STATUS OF DISCOUNT PRODUCTION (.2).
2.40 ROSENTHAL, MICHAEL A		TELEPHONE WITH P. CROCI, P. GUARINO AND B. ROURE REGARDING NEW PROJECTIONS AND VALUATION REQUIRED FOR PLAN (.5); REVISE FORM PLAN AND BID DOCUMENTS ( 1.6); TELEPHONE WITH COUNSEL REGARDING BID DOCUMENTS (.3).
08/15/09		
2.20	ROSENTHAL, MICHAEL A	PREPARE FOR AND PARTICIPATE IN DILIGENCE SESSION WITH PLAN BIDDER REGARDING POSSIBLE PLAN SPONSORSHIP (1.0); PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH B. DIETZ, P. STREET, P. CROCI, P. GUARINO AND B. ROURE REGARDING VALUATION AND FORECASTING ISSUES RELATED TO PLAN (1.2).

08/17/09

5.00 FINLEY, STEVEN R

PREPARE FOR AND PARTICIPATE IN BOARD OF DIRECTORS CONFERENCE CALL (1.2); REVIEW NON-SOLICITATION PROVISIONS IN PLAN BIDDER CONFIDENTIALITY AGREEMENTS AND CONFER WITH M. WALSH (.8); CONFER WITH M. ROSENTHAL AND E-MAILS WITH WORKING GROUP REGARDING PLAN BIDDER PROPOSALS (1.3); ANALYZE STANDSTILLS AND DILIGENCE REQUESTS IN LIGHT OF ENCOURAGING PARTICIPATION IN AUCTION PROCESS (1.2); PHONE CALL WITH P. STREET REGARDING DILIGENCE ISSUES (.5).

5.00 ROSENTHAL, MICHAEL A

MEETING WITH M. WALSH AND S. FINLEY REGARDING PROCESS LETTER (.3); TELEPHONE WITH M. WALSH, C. MONTGOMERY AND A. YORK REGARDING BIDDING FORMS (.4); WORK ON FORM PLAN FOR BIDDING PROCESS (2.1); TELEPHONE CALL WITH COUNSEL REGARDING PLAN BIDDER DILIGENCE ISSUES (.4); EMAILS FROM B. DIETZ REGARDING PLAN BIDDER ISSUES (.2); TELEPHONE WITH B. DIETZ REGARDING VALUATION AND REFORECASTING EFFORT (.2); EMAIL FROM AND TELEPHONE WITH K. FISHER REGARDING DISCUSSIONS WITH COMMITTEE (.3); WORK ON ISSUES RELATED TO BANK STAND-ALONE PLAN (.6); REVIEW BANK STAND-ALONE FINANCING TERM SHEET (.3); EMAILS WITH A. YORK REGARDING FORM PLAN (.2).

2.90 MONTGOMERY, CROMWELL  
R

CONFERENCE CALL WITH M. ROSENTHAL, M. KELSEY, A. YORK RELATIVE TO EXIT STRUCTURES/ DOCUMENTATION (.3); REVIEW RELATED CORRESPONDENCE (.5); CORRESPOND WITH N. GREENWOOD RELATIVE TO REVISIONS TO CREDIT AGREEMENT (.3); REVIEW AND COMMENT UPON SAME (1.8).

7.00 YORK, AARON G

REVIEW PLAN/GLOSSARY FOR BIDDERS (6.5); EMAILS WITH M. ROSENTHAL REGARDING SAME (.5).

5.50 WALSH, MATTHEW C

CALL WITH M. ROSENTHAL, A. YORK AND C. MONTGOMERY RE BID DOCUMENTATION (.3); REVIEW PROPOSALS FROM BIDDERS AND RELATED DOCUMENTATION (1.7); MEET WITH M. ROSENTHAL AND S. FINLEY RE BID DOCUMENTATION (.3); DRAFT PROCESS LETTER FOR BID PROCESS (3.2).

08/18/09

3.10 FINLEY, STEVEN R

E-MAILS AND PHONE CALLS REGARDING DILIGENCE ISSUES FOR BANKS, AND PLAN BIDDER (1.0); REVIEW UPDATED LIST OF HOLDERS (.2); REVIEW AND COMMENT ON DRAFT PROCESS LETTER AND CONFIDENTIALITY AGREEMENTS (1.3); CONFER WITH M. ROSENTHAL AND M. WALSH ON AUCTION PROCESS (.3); ANALYZE NEW PLAN PROPOSAL (.3).

4.60 ROSENTHAL, MICHAEL A

CONFERENCE CALL WITH PLAN BIDDER COUNSEL REGARDING BANKRUPTCY ISSUES RELATED TO BID (.7); EMAILS AND CALLS WITH COUNSEL FOR PLAN BIDDER REGARDING BID (.3); REVIEW AND COMMENT ON PROCESS LETTER (.5); REVIEW AND COMMENT ON PROPOSED FORM OF PLAN (1.6); REVIEW EXIT REVOLVER FORM FOR BIDDING PROCESS (.6); REVIEW EXIT REVOLVER TERM SHEET FROM BANK GROUP (.4); EMAILS REGARDING BIDDING PROCESS (.3); REVIEW PLAN BIDDER DILIGENCE LIST (.2).

0.80 MONTGOMERY, CROMWELL  
R

REVIEW REVISIONS TO DRAFT EXIT REVOLVER DOCUMENTS (.5); REVIEW DRAFT WFB EXIT REVOLVER TERM SHEET (.3).

3.30 YORK, AARON G

CALL WITH M. ROSENTHAL, P. STREET REGARDING PLAN STATUS (.3); REVISE BIDDER PLAN/GLOSSARY (3.0).

1.60 WALSH, MATTHEW C

CALL WITH P. STREET RE CONFIDENTIALITY AGREEMENTS FOR POTENTIAL DIRECTORS (.1); DRAFT SAME (.7); REVISE BID PROCESS LETTER (.5).

08/19/09

6.50 FINLEY, STEVEN R

REVIEW AND COMMENT ON DRAFTS OF REVISED PROCESS LETTER (1.7); PHONE CALLS AND FOLLOW-UP E-MAILS WITH B. DIETZ, P. STREET, M. ROSENTHAL AND M. WALSH REGARDING BIDDING PROCESS (1.0); REVIEW AND COMMENT ON FORM OF CONFIDENTIALITY AGREEMENT FOR DIRECTOR CANDIDATES (.4); REVIEW AND COMMENT ON DRAFT EXIT REVOLVER (2.5); REVIEW AND COMMENT ON DRAFT TERM LOAN TERM SHEET AND DISCUSS WITH M. ROSENTHAL AND B. DIETZ (.9).



2.90	ROSENTHAL, MICHAEL A	PARTICIPATE IN DILIGENCE CONFERENCE CALL WITH PLAN BIDDER (1.3); EMAILS WITH B. DIETZ REGARDING BID PROCESS LETTER (.5); REVIEW AND COMMENT ON BID PROCESS LETTER (.3); TELEPHONE WITH P STREET REGARDING BID PROCESS LETTER AND STATUS OF COMPETING BIDS (.3); CONFERENCE CALL WITH S. FINLEY AND B. DIETZ REGARDING BANK GROUP EXIT REVOLVER TERM SHEET (.3); CALL WITH M. WALSH REGARDING BID PROCESS LETTER (.2).
0.40	MONTGOMERY, CROMWELL R	REVIEW EXIT REVOLVER SECURITY AGREEMENT (.4).
3.40	WALSH, MATTHEW C	MULTIPLE ROUNDS OF REVISIONS OF PROCESS LETTER (2.5); CALL WITH GIBSON DUNN TEAM AND PETER J. SOLOMON RE PROCESS LETTER (.6); REVISE AND CIRCULATE CONFIDENTIALITY AGREEMENTS TO POTENTIAL DIRECTOR NOMINEES (.2); CALL WITH S. FINLEY AND M. ROSENTHAL TO DISCUSS BID PROCESS (.1).
08/20/09		
3.90	ROSENTHAL, MICHAEL A	REVIEW AND FINALIZE PROCESS LETTER AND DOCUMENTS RELATED THERETO (.8); EMAILS WITH M. WALSH AND COUNSEL REGARDING PROCESS LETTER (.4); TELEPHONE WITH B. DIETZ REGARDING PROCESS LETTER (.2); TELEPHONE WITH K. FISHER AND OTHERS REGARDING BANK EXIT FINANCING PROPOSAL (.3); REVIEW PROPOSED INTERCREDITOR, TERM LOAN AND SHAREHOLDER AGREEMENTS (2.2).
08/21/09		
0.50	FINLEY, STEVEN R	PHONE CALLS, E-MAILS WITH P. STREET, M. ROSENTHAL REGARDING BANKS' RESPONSE TO PLAN BIDDER PROPOSAL.
2.50	ROSENTHAL, MICHAEL A	TELEPHONE WITH B. DIETZ REGARDING PLAN PROJECTIONS AND STRATEGY (.2); TELEPHONE WITH P. STREET AND S. FINLEY REGARDING DISCUSSIONS WITH BIDDERS (.3); WORK ON SOLICITATION MATERIALS (1.4); ADDRESS ISSUES RELATED TO LIQUIDATION ANALYSIS AND FEASIBILITY ANALYSIS (.6).

08/22/09			
0.30	ROSENTHAL, MICHAEL A	EMAILS FROM COUNSEL AND P. STREET REGARDING BIDDERS' DILIGENCE.	
08/24/09			
4.20	FINLEY, STEVEN R	REVIEW AND COMMENT ON REVISED DRAFTS OF PLAN AND SHAREHOLDER AGREEMENT (2.5); PHONE CALLS WITH BMHC (.5); CONFER WITH M. ROSENTHAL REGARDING BIDDING PROCESS (.2); REVIEW REVISED COMMITMENT LETTER FROM BANKS AND DISCUSS WITH WORKING GROUP (.6); E-MAILS (.4).	
3.60	ROSENTHAL, MICHAEL A	REVIEW BANK FINANCING PROPOSAL (.6); EMAIL FROM K. FISHER REGARDING STATUS OF BANK DISCUSSIONS (.3); TELEPHONE WITH P. STREET REGARDING ISSUES RELATED TO BIDDERS' DILIGENCE EFFORTS (.6); TELEPHONE WITH B. DIETZ REGARDING COMMUNICATIONS WITH BIDDERS (.4); EMAILS REGARDING BID DOCUMENTS (.3); PREPARE FOR BID DEADLINE AND ALTERNATIVE PLAN POSSIBILITIES (1.4).	
08/25/09			
2.80	ROSENTHAL, MICHAEL A	TELEPHONE WITH K FISHER REGARDING BANK FINANCING FOR PLAN (.8); EMAILS TO CLIENT REGARDING CALL WITH K FISHER (.3); CALL WITH P STREET REGARDING POTENTIAL BIDDERS (.4); TELEPHONE CALL WITH COUNSEL RE PLAN BID (.2); CALL WITH P CROCI RE PLAN BID (.3); CORRESPOND WITH S. FINLEY REGARDING BANK FINANCING (.2); EMAILS REGARDING PLAN ISSUES AND STRATEGY (.6).	
0.20	KELSEY, MATTHEW K	COORDINATE WITH A. YORK AND S. BEACH OF YOUNG CONAWAY REGARDING EXHIBITS TO DISCLOSURE STATEMENT AND REVIEWING CORRESPONDENCE REGARDING SAME.	
08/26/09			
1.50	FINLEY, STEVEN R	E-MAILS AND PHONE CALLS WITH B. DIETZ REGARDING POTENTIAL BIDDERS (.6); CONFER WITH M. ROSENTHAL REGARDING PROCESS AND TIMING (.3); REVIEW AND COMPARE CURRENT PROPOSALS (.6).	

1.30	ROSENTHAL, MICHAEL A	EMAILS TO A YORK AND M KELSEY REGARDING PLAN SUBMISSIONS BY BIDDERS (.3); EMAILS FROM AND TO R MELLOR REGARDING REPORT FROM K FISHER AND S MOLDOFF (.2); EMAILS FROM B DIETZ REGARDING PLAN STATUS (.1); EMAILS TO P STREET REGARDING PLAN BIDDER PROPOSAL (.2); EMAILS REGARDING PLAN RELATED EFFORTS FOR COMPETITIVE BID PROCESS (.2); CONSIDER STRATEGY REGARDING SELECTION OF WINNING BIDDER (.3).
1.00	KREISBERG, ANDREW L	REVIEW DISCLOSURE STATEMENT AND PLAN AND COMPARE CHANGES SINCE JUNE.
08/27/09		
3.10	FINLEY, STEVEN R	E-MAILS, PHONE CALLS WITH M. ROSENTHAL, B. DIETZ, BMHC REGARDING STATUS OF BID PROCESS, COMMUNICATIONS WITH BIDDERS (2.0); CONFER WITH B. DIETZ REGARDING PRESENTATIONS FOR MONDAY BOARD CALL (.5); REVIEW CLAIMS NOTICES AND DISCUSS WITH P. STREET (.6).
1.00	ROSENTHAL, MICHAEL A	EMAILS REGARDING BIDDING PROCESS (.3); CONFERENCE WITH B. DIETZ RE PROPOSED OFFERS (.3); REVIEW EMAIL FROM B. DIETZ REGARDING OFFERS (.2); EMAILS REGARDING PLAN REVISIONS (.2).
0.30	KELSEY, MATTHEW K	REVIEW CORRESPONDENCE FROM S. VARNER AND K. FISHER REGARDING PLAN ISSUES.
08/28/09		
1.50	FINLEY, STEVEN R	E-MAILS REGARDING STATUS OF BID PROCESS (.9); E-MAILS REGARDING IRS CLAIM (.6).
1.00	ROSENTHAL, MICHAEL A	EMAILS TO AND FROM K FISHER REGARDING BID REVIEW PROCESS (.2); EMAILS FROM B DIETZ, P STREET AND R MELLOR REGARDING MEETINGS WITH PLAN BIDDER AND CALLS FROM S MOLDOFF (.4); CONFERENCE WITH COUNSEL FOR PLAN BIDDER RE TREATMENT OF LETTERS OF CREDIT (.2); CONFERENCE WITH B DIETZ RE PLAN BIDS (.2).
08/29/09		
1.90	FINLEY, STEVEN R	REVIEW BIDS AND E-MAILS REGARDING BIDS.

1.90	ROSENTHAL, MICHAEL A	REVIEW AND ANALYZE BIDS (1.6); CONFERENCE WITH B DIETZ REGARDING BIDS (.3).
2.00	YORK, AARON G	ANALYZE INVESTOR PROPOSALS.
1.00	GRAVES, JEREMY L	REVIEW EXIT FINANCING PROPOSALS RECEIVED FROM POTENTIAL FINANCING PARTIES.
08/30/09		
2.00	FINLEY, STEVEN R	PREPARE FOR AND PARTICIPATE IN CALL WITH PJ SOLOMON, BMHC, S. VARNES, M. ROSENTHAL REGARDING STATUS OF BID PROCESS, COMPARISON OF BIDS, BANK REACTION AND BOARD DUTIES.
6.40	ROSENTHAL, MICHAEL A	REVIEW VARIOUS PROPOSALS FROM BIDDERS (3.6); TELEPHONE WITH B. DIETZ, R. MELLOR, P. STREET, S. FINLEY AND OTHERS REGARDING BIDDERS' PROPOSALS (1.5); REVIEW SIDE BY SIDE ANALYSIS FROM PJS (.8); EMAILS TO AND FROM K. FISHER REGARDING PROPOSALS (.3); DRAFT LANGUAGE RELATIVE TO PJS ANALYSIS (.2).
1.20	MONTGOMERY, CROMWELL R	REVIEW EXIT PROPOSALS AND SUMMARIES THEREOF.
08/31/09		
1.50	FINLEY, STEVEN R	CONTINUE WORKING GROUP DISCUSSIONS AND E-MAILS REGARDING PROCESS OF MOVING FORWARD WITH PLAN (.8); ANALYSIS OF ISSUES IN BANK SELF-HELP PLAN (.7).
3.30	ROSENTHAL, MICHAEL A	CONTINUE REVIEW OF BIDS (1.3); REVIEW OF SIDE BY SIDE BID SUMMARY FROM PJS (.8); CONFERENCE WITH K. FISHER REGARDING PLAN ALTERNATIVES (.4); CONFERENCE WITH P. STREET REGARDING PLAN ALTERNATIVES (.3); EMAILS WITH P. STREET REGARDING SELF-HELP PLAN (.2); CONFERENCE WITH B. DIETZ REGARDING ALTERNATIVE BIDS (.3).

Paul Street, Esq.  
Senior Vice President, General Counsel and Secretary  
Building Materials Holding Corporation  
720 Park Boulevard, Suite 200  
Boise, ID 83712-7714

SHAREHOLDER/EQUITY COMMITTEE  
08299-00119

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JENNIFER M. CONTRERAS	1.00	\$ 290.00	\$ <u>290.00</u>
<b>Total Services</b>			\$ 290.00
<b>Total Services, Costs/Charges</b>			290.00
<b>BALANCE DUE</b>			<u>\$ 290.00</u>

SHAREHOLDER/EQUITY COMMITTEE  
08299-00119

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Detail Services:

08/21/09		
0.60	CONTRERAS, JENNIFER M	FIELD MULTIPLE CALLS FROM SHAREHOLDERS REQUESTING BAR DATE INFORMATION.
08/24/09		
0.40	CONTRERAS, JENNIFER M	FIELD CASE INQUIRIES FROM STOCKHOLDERS.

Paul Street, Esq.  
Senior Vice President, General Counsel and Secretary  
Building Materials Holding Corporation  
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Boise, ID 83712-7714

TAXES  
08299-00120

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MATTHEW K. KELSEY	2.10	\$ 710.00	\$ 1,491.00
CHARLES P. FLOYD	3.30	470.00	<u>1,551.00</u>

<b>Total Services</b>			\$ 3,042.00
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<b>Total Services, Costs/Charges</b>			3,042.00
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<b>BALANCE DUE</b>			<u>\$ 3,042.00</u>
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TAXES  
08299-00120

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Detail Services:

08/24/09

3.30 FLOYD, CHARLES P

RESEARCH QUESTION OF WHETHER IRS MAY  
ASSESS LEVY FOR UNPAID TAXES (1.9); DRAFT AND  
REVISE LETTER TO IRS REGARDING FILING PROOF  
OF CLAIM (1.4).

08/31/09

2.10 KELSEY, MATTHEW K

REVIEW TAX CLAIM (.4); CONFERENCE WITH M.  
ROSENTHAL REGARDING SAME (.4); CALL WITH J.  
GRAVES AND M. ROSENTHAL REGARDING SAME (.3);  
RESEARCH REGARDING SAME (1.0).



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NON-WORKING TRAVEL TIME  
08299-00121

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
AARON G. YORK	4.50	\$ 635.00	\$ <u>2,857.50</u>
			2,857.50
<b>Discount</b>			<u>-1,428.75</u>
<b>Total Services</b>			\$ 1,428.75
 <b>Total Services, Costs/Charges</b>			1,428.75
<b>BALANCE DUE</b>			<u>\$ 1,428.75</u>

NON-WORKING TRAVEL TIME  
08299-00121

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Detail Services:

08/10/09

4.50 YORK, AARON G

TRAVEL TO NEW YORK FOR PLAN BIDDER MEETING.

Paul Street, Esq.  
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UTILITIES  
08299-00122

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JEREMY L. GRAVES	19.70	\$ 400.00	\$ <u>7,880.00</u>
<b>Total Services</b>			\$ 7,880.00
<b>Total Services, Costs/Charges</b>			7,880.00
<b>BALANCE DUE</b>			\$ <u>7,880.00</u>

UTILITIES  
08299-00122

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Detail Services:

08/03/09			
4.10	GRAVES, JEREMY L	DRAFT LETTERS TO UTILITIES THAT INCLUDED REQUESTS FOR ADDITIONAL DEPOSITS IN BILLS.	
08/04/09			
3.80	GRAVES, JEREMY L	DRAFT LETTERS TO UTILITY PROVIDERS THAT INCLUDED REQUESTS FOR DEPOSITS IN BILLS (2.0); DRAFT NOTICE OF FILING OF UPDATED UTILITY PROVIDER LIST (1.4); TELECONFERENCE WITH VARIOUS UTILITIES REGARDING ADEQUATE ASSURANCE REQUESTS (.4).	
08/05/09			
0.50	GRAVES, JEREMY L	PREPARE NEW UTILITIES LIST (.4); CORRESPOND WITH P. MILLER (BMHC) REGARDING ISSUES RELATING TO UTILITY SERVICE (.1).	
08/06/09			
0.70	GRAVES, JEREMY L	CORRESPOND WITH P. MILLER (BMHC) REGARDING ISSUES RELATING TO UTILITIES.	
08/07/09			
0.60	GRAVES, JEREMY L	CORRESPOND WITH P. MILLER REGARDING UTILITY ISSUES AND FINALIZE SECOND AMENDED UTILITY LIST FOR FILING.	
08/11/09			
1.70	GRAVES, JEREMY L	CORRESPOND WITH P. MILLER (BMHC) AND R. RISSE (NV ENERGY) IN AN EFFORT TO RESTORE POWER THAT WAS DISCONNECTED TO THE 4040 W. RUSSELL ROAD LOCATION IN LAS VEGAS.	
08/12/09			
1.80	GRAVES, JEREMY L	CORRESPOND WITH P. MILLER (BMHC) AND R. RISSE (NV ENERGY) IN AN EFFORT TO RESTORE POWER THAT WAS DISCONNECTED TO THE 4040 W. RUSSELL ROAD LOCATION IN LAS VEGAS (1.5); CORRESPOND WITH P. MILLER (BMHC) REGARDING OTHER UTILITY ISSUES (.3).	

08/13/09	0.90	GRAVES, JEREMY L	CORRESPOND WITH P. MILLER (BMHC) AND VARIOUS UTILITY PROVIDERS REGARDING SHUT-OFF NOTICES AND DISCONTINUED SERVICES.
08/14/09	1.20	GRAVES, JEREMY L	CORRESPOND WITH P. MILLER (BMHC) AND VARIOUS UTILITY PROVIDERS REGARDING SHUT-OFF NOTICES AND DISCONTINUED SERVICES (.6); REVIEW DOCUMENTS RELATING TO SAME (.6).
08/17/09	1.30	GRAVES, JEREMY L	CORRESPOND WITH P. MILLER (BMHC) REGARDING UTILITY SERVICES (.4); REVIEW RELEVANT DOCUMENTATION AND CORRESPOND WITH NV ENERGY REGARDING UTILITY SERVICES IN NEVADA (.9).
08/19/09	1.50	GRAVES, JEREMY L	CORRESPOND WITH P. MILLER REGARDING UTILITY SERVICE (.6); REVIEW RELEVANT DOCUMENTS AND CORRESPOND WITH VARIOUS PERSONS REGARDING TRASH SERVICE IN BOISE (.9).
08/24/09	0.40	GRAVES, JEREMY L	CORRESPOND WITH P. MILLER (BMHC) REGARDING UTILITY ISSUES (.2); CORRESPOND WITH UTILITY PROVIDERS REGARDING UTILITY DEPOSITS (.2).
08/25/09	1.00	GRAVES, JEREMY L	DRAFT UTILITY DEPOSIT STIPULATIONS TO SEND TO PG&E AND UNITED POWER (.8); CORRESPOND WITH P. MILLER (BMHC) REGARDING SAME (.2).
08/26/09	0.20	GRAVES, JEREMY L	CORRESPOND WITH UTILITY PROVIDERS REGARDING DEPOSIT ISSUES.

Paul Street, Esq.  
Senior Vice President, General Counsel and Secretary  
Building Materials Holding Corporation  
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Boise, ID 83712-7714

CLASS ACTION ISSUES  
08299-00125

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
WILLIAM D. CLASTER	14.60	\$ 865.00	\$ 12,629.00
CHRISTOPHER J. MARTIN	0.20	880.00	176.00
MICHAEL A. ROSENTHAL	2.60	985.00	2,561.00
SASCHA M. GLECKLER	11.90	495.00	5,890.50
JEREMY L. GRAVES	24.20	400.00	<u>9,680.00</u>

<b>Total Services</b>			\$ 30,936.50
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<b>Total Services, Costs/Charges</b>			30,936.50
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<b>BALANCE DUE</b>			<u>\$ 30,936.50</u>
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CLASS ACTION ISSUES  
08299-00125

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Detail Services:

08/03/09			
1.50	CLASTER, WILLIAM D	TELEPHONE CONFERENCE AND EMAILS WITH E. FRANKLIN (.5); DRAFT AND EDIT SETTLEMENT AGREEMENT (.6); REVIEW AND SEND EMAILS RE SETTLEMENT (.1); REVIEW SPREADSHEET ISSUES (.3).	
0.40	GLECKLER, SASCHA M	DISCUSS CLAIMS AND STATUTE OF LIMITATIONS PERIODS WITH E. FRANKLIN IN RELATION TO BOARD INQUIRIES.	
0.20	GLECKLER, SASCHA M	DISCUSS ISSUES/ALLEGATIONS REGARDING PIECE RATE COMPENSATION RELATING TO ACEVEDO CLASS ACTION WITH E. FRANKLIN AND COMPLIANCE RECOMMENDATIONS.	
08/04/09			
1.10	CLASTER, WILLIAM D	EMAILS RE SETTLEMENT ISSUES (.4); REVIEW NEW SPREADSHEET (.2); REVIEW SETTLEMENT AGREEMENT EDITS AND EMAIL FROM PLAINTIFF'S ATTORNEY (.5).	
1.00	GLECKLER, SASCHA M	LEGAL RESEARCH REGARDING FEDERAL AND STATE REQUIREMENTS RELATING TO PIECE RATE COMPENSATION FOR PURPOSES OF COMPLIANCE RECOMMENDATIONS IN LIGHT OF ALLEGATIONS IN ACEVEDO (.8); CORRESPONDENCE WITH W. CLASTER REGARDING ANALYSIS OF SAME (.2).	
08/05/09			
0.20	CLASTER, WILLIAM D	EMAILS RE SETTLEMENT.	
2.50	GLECKLER, SASCHA M	LEGAL RESEARCH REGARDING CA LEGAL REQUIREMENTS REGARDING PIECE RATE COMPENSATION (1.9); DRAFT PIECE RATE AGREEMENT AND TIME CARD ACKNOWLEDGEMENT (.6).	

08/06/09	2.80	CLASTER, WILLIAM D	MULTIPLE TELEPHONE CONFERENCES AND EMAILS RE SETTLEMENT AGREEMENT (.5); EDIT AND REVISE AGREEMENT (2.3).
	4.50	GLECKLER, SASCHA M	WRITE MEMORANDUM REGARDING ALLEGATIONS/ISSUES REGARDING PIECE RATE RAISED IN ACEVEDO (4.0); DISCUSS AND ANALYZE SAME WITH B. CLASTER AND REVISE PER COMMENTS (.5).
	0.50	GRAVES, JEREMY L	TELECONFERENCE WITH E. FRANKLIN (BMHC) REGARDING THE ACEVEDO ACTION AND REVIEW RELATED DOCUMENTS.
08/07/09	1.00	CLASTER, WILLIAM D	CORRESPONDENCE RE SETTLEMENT AGREEMENT (.2); PREPARE ATTACHMENTS TO SETTLEMENT AGREEMENT (.8).
	0.30	ROSENTHAL, MICHAEL A	EMAILS REGARDING CLASS ACTION SETTLEMENT.
	3.30	GLECKLER, SASCHA M	DISCUSS AND ANALYZE CALCULATION OF OVER TIME ON PIECE RATE COMPENSATION WITH E. FRANKLIN (1.1); LEGAL RESEARCH REGARDING SAME (.1); DISCUSS AND ANALYZE MEMORANDUM SUMMARIZING ISSUES REGARDING PIECE RATE RAISED IN ACEVEDO WITH E. FRANKLIN (1.1); REVISE MEMO AND PIECE RATE AGREEMENT PER COMMENTS OF E. FRANKLIN (1.0).
08/11/09	0.70	CLASTER, WILLIAM D	REVIEW FORMS RE SETTLEMENT FROM PLAINTIFFS (.5); EMAILS WITH E. FRANKLIN RE SETTLEMENT AND CLAIM ISSUES (.2).
08/12/09	0.30	CLASTER, WILLIAM D	EMAILS RE SETTLEMENT DOCUMENTS.
08/13/09	0.20	CLASTER, WILLIAM D	TELEPHONE CONFERENCE WITH PLAINTIFF'S ATTORNEY RE SETTLEMENT.



3.80	GRAVES, JEREMY L	DRAFT MOTION TO APPROVE SETTLEMENT AGREEMENT IN THE ACEVEDO ACTION.
08/14/09		
0.30	CLASTER, WILLIAM D	REVIEW EMAILS RE SETTLEMENT ISSUES (.2); EMAIL TO E. FRANKLIN (.1).
3.00	GRAVES, JEREMY L	DRAFT MOTION TO APPROVE THE SETTLEMENT AGREEMENT IN THE ACEVEDO ACTION.
08/17/09		
0.70	CLASTER, WILLIAM D	EMAILS RE SETTLEMENT ISSUES (.2); REVIEW BANKRUPTCY COURT MOTION FOR SETTLEMENT APPROVAL (.5).
0.40	ROSENTHAL, MICHAEL A	REVIEW AND COMMENT ON PROPOSED FORM OF MOTION TO APPROVE SETTLEMENT AGREEMENT.
4.70	GRAVES, JEREMY L	DRAFT MOTION TO APPROVE THE ACEVEDO SETTLEMENT.
08/18/09		
0.50	CLASTER, WILLIAM D	TELEPHONE CONFERENCE WITH E. FRANKLIN (.1); TELEPHONE CONFERENCE WITH ATTORNEY FOR PLAINTIFFS (.2); REVIEW SPREADSHEET (.2).
0.20	ROSENTHAL, MICHAEL A	REVIEW SETTLEMENT MOTION.
08/19/09		
0.60	CLASTER, WILLIAM D	EMAILS RE REVISED SETTLEMENT (.2); EDIT SETTLEMENT AGREEMENT (.4).
08/20/09		
0.20	CLASTER, WILLIAM D	EMAILS RE SETTLEMENT.
0.40	ROSENTHAL, MICHAEL A	REVIEW AND COMMENT ON PROPOSED CLASS ACTION SETTLEMENT MOTION.
1.20	GRAVES, JEREMY L	REVISE AND EDIT MOTION TO APPROVE THE SETTLEMENT IN THE ACEVEDO ACTION.

08/21/09		
0.20	CLASTER, WILLIAM D	DISCUSSION WITH E. FRANKLIN RE SETTLEMENT.
0.30	ROSENTHAL, MICHAEL A	REVIEW AND COMMENT ON FINAL SETTLEMENT APPROVAL MOTION.
1.00	GRAVES, JEREMY L	TELECONFERENCE WITH E. FRANKLIN (BMHC) REGARDING THE MOTION TO APPROVE THE SETTLEMENT IN THE ACEVEDO ACTION (.4); FINALIZE AND TRANSMIT FOR FILING THE MOTION TO APPROVE THE SETTLEMENT AGREEMENT IN THE ACEVEDO ACTION (.6).
08/24/09		
1.10	CLASTER, WILLIAM D	TELEPHONE CONFERENCE WITH FRANKLIN AND PLAINTIFF'S ATTORNEY RE SETTLEMENT AND ATTORNEYS' FEE ISSUES (.6); REVIEW EMAILS AND DOCUMENTS RE SETTLEMENT (.5).
0.60	GRAVES, JEREMY L	TELECONFERENCE WITH E. FRANKLIN (BMHC) REGARDING THE MOTION TO APPROVE THE SETTLEMENT AGREEMENT IN THE ACEVEDO ACTION (.3); TELECONFERENCE WITH K. LANE (AF) REGARDING THE MOTION TO APPROVE THE SETTLEMENT AGREEMENT IN THE ACEVEDO ACTION (.3).
08/25/09		
1.00	CLASTER, WILLIAM D	EMAILS RE SETTLEMENT AND ATTORNEY'S FEES (.2); REVIEW MOTION FOR APPROVAL (.3); REVIEW ATTORNEY'S FEES SUMMARY; REVIEW SECOND BATCH OF ATTORNEY'S FEES RESEARCH (.4); EMAILS RE SAME (.1).
0.30	GRAVES, JEREMY L	CORRESPOND WITH K. LANE (AF) REGARDING THE MOTION TO APPROVE THE SETTLEMENT AGREEMENT IN THE ACEVEDO ACTION.
08/26/09		
0.20	CLASTER, WILLIAM D	EMAILS RE SETTLEMENT.
0.20	GRAVES, JEREMY L	CORRESPOND WITH K. LANE (AF) REGARDING THE MOTION TO APPROVE THE SETTLEMENT AGREEMENT IN THE ACEVEDO ACTION.

08/27/09	0.70 GRAVES, JEREMY L	TELECONFERENCE WITH C. COHEN (AF) REGARDING THE MOTION TO APPROVE THE SETTLEMENT AGREEMENT IN THE ACEVEDO ACTION (.2); CORRESPOND WITH M. ROSENTHAL REGARDING SAME AND OTHER ISSUES RELATING TO THE 9019 MOTION (.5).
08/28/09	1.80 CLASTER, WILLIAM D	PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH COUNSEL FOR CREDITOR'S COMMITTEE (1.1); REVIEW SUMMARY RE SETTLEMENT (.7).
	0.20 ROSENTHAL, MICHAEL A	EMAILS WITH J GRAVES AND COMMITTEE REGARDING SETTLEMENT MOTION.
	2.60 GRAVES, JEREMY L	PREPARE FOR AND ATTEND TELECONFERENCE WITH K. LANE (AF), C. ENGLISH (AF), AND W. CLASTER (GDC) REGARDING THE MOTION TO APPROVE THE SETTLEMENT IN THE ACEVEDO ACTION (1.1); PERFORM FOLLOW-UP RESEARCH ON QUESTIONS ASKED BY K. LANE AND TRANSMIT RESULTS OF RESEARCH (1.5).
08/31/09	0.20 CLASTER, WILLIAM D	EMAILS RE SETTLEMENT AGREEMENT ISSUES.
	0.20 MARTIN, CHRISTOPHER J	COMMUNICATIONS WITH D. ROSENTHAL CONCERNING VACATION PAY CLAIMS (.1); FOLLOW-UP WITH R. MELLOR REGARDING SAME (.1).
	0.80 ROSENTHAL, MICHAEL A	REVIEW MOTION FOR CLASS CLAIM FILED BY ACEVEDO (.5); CONFERENCE WITH E. FRANKLIN AND P. STREET REGARDING SAME (.3).
	5.60 GRAVES, JEREMY L	DRAFT EMAIL TO GDC TEAM REGARDING THE CREDITORS' COMMITTEE'S REQUEST FOR RESEARCH AND OTHER ISSUES RELATING TO THE ACEVEDO SETTLEMENT (.6); PREPARE RESPONSE TO THE CREDITORS' COMMITTEE'S REQUESTS FOR INFORMATION AND PERFORM RELATED RESEARCH (3.7); REVIEW MOTION TO FILE CLASS PROOF OF CLAIM AND STRATEGIZE POTENTIAL RESPONSE (1.0); DRAFT EMAIL TO E. FRANKLIN AND P. STREET REGARDING SAME (.3).

**Invoice Date: September 16, 2009**

**Due and Payable Upon Receipt**

**Invoice No. 2009092030**

Paul Street, Esq.  
Senior Vice President, General Counsel and Secretary  
Building Materials Holding Corporation  
720 Park Boulevard, Suite 200  
Boise, ID 83712-7714

HSR  
08299-00126

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For Services Rendered Through August 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MALCOLM R. PFUNDER	1.80	\$ 775.00	\$ <u>1,395.00</u>
<b>Total Services</b>			\$ 1,395.00
<b>Total Services, Costs/Charges</b>			1,395.00
<b>BALANCE DUE</b>			<u>\$ 1,395.00</u>

HSR  
08299-00126

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Detail Services:

08/12/09			
1.00	PFUNDER, MALCOLM R	CORRESPOND WITH S. FINLEY, M. ROSENTHAL RE NEED FOR HSR ACT ANALYSIS OF PROPOSED ACQUISITION IN BANKRUPTCY (.2); E-MAIL TO S. FINLEY AND M. ROSENTHAL RE POSSIBLE EXEMPTION (.1); PREPARE INITIAL DRAFT OF HSR FILING FOR DIP (.7).	
08/13/09			
0.80	PFUNDER, MALCOLM R	E-MAIL EXCHANGE WITH M. ROSENTHAL RE APPLICABILITY OF HSR ACT TO PROPOSED ACQUISITION (.3); REVISE DRAFT HSR ACT FILING FOR BMHC (DIP)(.4) AND SEND TO M. ROSENTHAL (.1).	

**EXHIBIT E – Expense Records**

Paul Street, Esq.  
Senior Vice President, General Counsel and Secretary  
Building Materials Holding Corporation  
720 Park Boulevard, Suite 200  
Boise, ID 83712-7714

DISBURSEMENTS  
08299-00124

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<u>COSTS/CHARGES</u>		<u>TOTAL</u>
DOCUMENT RETRIEVAL SERVICE	\$	194.80
FREIGHT AND SHIPPING		113.00
IN HOUSE DUPLICATION		357.40
LODGING		1,846.97
MEALS		390.73
ON-LINE RESEARCH (LEXIS)		355.03
ON-LINE RESEARCH (WESTLAW)		270.36
ON-LINE RESEARCH NEXIS - MAIN		25.00
OUTSIDE PROCESS SERVER		35.50
POSTAGE		18.28
SPECIALIZED RESEARCH/FILING FEES		58.72
TELEPHONE CHARGES		466.29
TRAVEL - AIR & RAIL		643.16
TRAVEL - PARKING		102.00
TRAVEL - TAXI & OTHER MODES/MILES		<u>580.45</u>
<b>Total Costs/Charges</b>		<u>5,457.69</u>
 <b>BALANCE DUE</b>		 <u>\$ 5,457.69</u>



DISBURSEMENTS  
08299-00124

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Detail Costs/Charges:

Document Retrieval Service

07/06/09	194.80	VENDOR: PACER SERVICE CENTER; INVOICE#: GD0147-0709; DATE: 7/6/2009 - 4/1/09-6/30/09 COURT DOCUMENT & RETRIEVAL SERVICES RE: BUILDING MATERIAL HOLDING/M. ROSENATHAL
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Freight and Shipping

07/29/09	24.06	FEDERAL EXPRESS FX0807 INVOICE 928848796 SHIP DATE 07/29/2009 AIRBILL NO: 797805179160 FROM: NICHOLAS D. GREENWOOD, GIBSON, DUNN & CRUTCHER, LOS ANGELES, CA TO: LESA D. THOMAS, BUILDING MATERIALS HOLDING COR, BOISE, ID
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08/17/09	71.41	FEDERAL EXPRESS FX0821 INVOICE 930451656 SHIP DATE 08/17/2009 AIRBILL NO: 865389874885 FROM: NICHOLAS D GREENWOOD ESQ, GIBSON DUNN & CRUTCHER, LOS ANGELES, CA TO: LESA D THOMAS, BUILDING MATERIALS HOLDING COP, BOISE, ID
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08/24/09	17.53	FEDERAL EXPRESS FX0828 INVOICE 931232405 SHIP DATE 08/24/2009 AIRBILL NO: 714492248328 FROM: JENNIFER CONTRERAS, GIBSON DUNN, NEW YORK, NY TO: THE GARDEN CITY GROUP, INC, THE BUILDING MATERIALS HOLDING, DUBLIN, OH
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In House Duplication

07/29/09	0.80	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 07/29/09
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07/30/09	1.00	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 07/30/09
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07/31/09	0.60	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 07/31/09
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08/04/09	12.20	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/04/09
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08/05/09	0.40	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/05/09
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08/06/09	1.70	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/06/09
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08/07/09	0.80	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/07/09
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08/11/09	57.30	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/11/09
08/12/09	16.00	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/12/09
08/13/09	14.20	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/13/09
08/14/09	1.80	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/14/09
08/17/09	46.20	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/17/09
08/18/09	31.60	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/18/09
08/19/09	14.50	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/19/09
08/20/09	0.20	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/20/09
08/21/09	134.30	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/21/09
08/24/09	14.30	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/24/09
08/25/09	5.40	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/25/09
08/27/09	4.10	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 08/27/09
<u>Lodging</u>		
06/17/09	295.90	VENDOR: SAEED MUZUMDAR; INVOICE#: 06/16-06/17/09; DATE: 6/17/2009 - 6/16-6/17/09 HOTEL DUPONT ROOM CHARGE; CLIENT WORK TRAVEL
07/10/09	246.34	VENDOR: JEREMY GRAVES; INVOICE#: 07/08-07/10/09; DATE: 7/10/2009 - BOISE, ID/SPRINGHILL SUITES/RM CHARGE; TRAVEL TO ASSIST IN PREPARATION OF SCHEDULES AND STATEMENTS.ETC
07/17/09	877.80	VENDOR: JEREMY GRAVES; INVOICE#: 07/15-07/17/09; DATE: 7/17/2009 -07/17/09 WILMINGTON, DE/HOTEL DUPONT/RM CHARGE; TRAVEL TO ATTEND SECOND DAY HEARINGS AND THE SECTION 341 MEETING OF CREDITORS
08/13/09	426.93	VENDOR: AARON G. YORK; INVOICE#: 08/10-08/13/09-1; DATE:

8/13/2009 - 08/10-08/11/09 W NEW YORK HOTEL/ROOM - SPLIT;  
ATTEND MEETINGS WITH PLAN BIDDER.

Meals

07/10/09	46.30	VENDOR: JEREMY GRAVES; INVOICE#: 07/08-07/10/09; DATE: 7/10/2009 - BOISE, ID/MEAL; TRAVEL TO ASSIST IN PREPARATION OF SCHEDULES AND STATEMENTS.ETC
07/17/09	23.40	VENDOR: JEREMY GRAVES; INVOICE#: 07/15-07/17/09; DATE: 7/17/2009 -07/17/09 WILMINGTON, DE/HOTEL DUPONT/MEALS; TRAVEL TO ATTEND SECOND DAY HEARINGS AND THE SECTION 341 MEETING OF CREDITORS
07/17/09	9.92	VENDOR: JEREMY GRAVES; INVOICE#: 07/15-07/17/09; DATE: 7/17/2009 -07/17/09 WILMINGTON, DE/MEAL; TRAVEL TO ATTEND SECOND DAY HEARINGS AND THE SECTION 341 MEETING OF CREDITORS
08/16/09	104.27	VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS, INC.; INVOICE#: 556244; DATE: 8/16/2009 - 123954795, 8/11/09, M. ROSENTHAL, BMHC, 14 ATTENDING/D. MACRI/BFG
08/16/09	150.38	VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS, INC.; INVOICE#: 556244; DATE: 8/16/2009 - 123956226, 8/11/09, M. ROSENTHAL, BMHC, 14 ATTENDING/D. MACRI/BFG
08/16/09	56.46	VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS, INC.; INVOICE#: 556244; DATE: 8/16/2009 - 124026993, 8/11/09, M. ROSENTHAL, BMHC, 14 ATTENDING/D. MACRI/BFG

On-Line Research (Lexis)

08/03/09	26.47	GLECKLER, SASCHA LEXIS RESEARCH	08/03/09	08299-00125
08/04/09	15.72	GLECKLER, SASCHA LEXIS RESEARCH	08/04/09	08299-00125
08/07/09	97.97	GLECKLER, SASCHA LEXIS RESEARCH	08/07/09	08299-00125
08/14/09	25.00	GRAVES, JEREMY L LEXIS RESEARCH	08/14/09	08299-00102
08/14/09	64.90	GRAVES, JEREMY L	08/14/09	08299-00124

Invoice Date: September 16, 2009

**Due and Payable Upon Receipt**

Invoice No. 2009092030

LEXIS RESEARCH

08/17/09	35.00	GRAVES, JEREMY L LEXIS RESEARCH	08/17/09	08299-00124
08/18/09	20.00	GRAVES, JEREMY L LEXIS RESEARCH	08/18/09	08299-00124
08/19/09	5.00	GRAVES, JEREMY L LEXIS RESEARCH	08/19/09	08299-00124
08/20/09	19.97	GRAVES, JEREMY L LEXIS RESEARCH	08/20/09	08299-00124
08/26/09	45.00	GRAVES, JEREMY L LEXIS RESEARCH	08/26/09	08299-00124

On-Line Research (Westlaw)

08/19/09	152.02	BOHNE,KELLY ANNE RESEARCH AND PRINTING CHARGES	08/19/09	08299-00104	WESTLAW
08/24/09	118.34	FLOYD,CHARLIE RESEARCH AND PRINTING CHARGES	08/24/09	08299-00102	WESTLAW

On-Line Research Nexis - Main

08/14/09	12.50	GRAVES, JEREMY L NEXIS RESEARCH	08/14/09	08299-00102
08/18/09	12.50	GRAVES, JEREMY L NEXIS RESEARCH	08/18/09	08299-00124

Outside Process Server

06/17/09	15.00	U.S. LEGAL MANAGEMENT SERVICES FL0623 INVOICE 17220 JOB DATE 06/17/09 CONTROL NO: 4388375 FROM: GIBSON DUNN & CRUTCHER, LOS ANGELES, CA TO: USDC-LOS ANGELES, LOS ANGELES, CA
06/17/09	20.50	U.S. LEGAL MANAGEMENT SERVICES FL0623 INVOICE 17220 JOB DATE 06/17/09 CONTROL NO: 4388595 FROM: FIRST LEGAL SUPPORT SERVICES, LOS ANGELES, CA TO: USDC-LOS ANGELES, LOS ANGELES, CA

Postage

Invoice Date: September 16, 2009

**Due and Payable Upon Receipt**

Invoice No. 2009092030

07/13/09	5.98	06/15/09 - POSTAGE
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07/14/09	6.15	07/07/09 - POSTAGE
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07/20/09	6.15	07/14/09 - POSTAGE
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Specialized Research/Filing Fees

07/16/09	58.72	PACER - 06/09 - COURT INFORMATION
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Telephone Charges

07/02/09	4.94	1(302)252-4440	07/02/2009 WILMINGTON DE
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08/03/09	1.90	1(302)576-3591	08/03/2009 WILMINGTON DE
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08/03/09	1.14	1(559)419-9094	08/03/2009 KINGSBURG CA
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08/03/09	10.78	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
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08/04/09	3.42	1(214)534-8000	08/04/2009 GRAND PRAR TX
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08/04/09	3.42	1(702)402-5793	08/04/2009 LAS VEGAS NV
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08/04/09	4.56	1(415)986-0688	08/04/2009 SNFC CNTRL CA
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08/04/09	3.42	1(213)509-5593	08/04/2009 LOSANGELES CA
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08/04/09	6.02	CONFERENCING SERVICES BY AARON G. YORK	
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08/04/09	33.67	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
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08/04/09	5.95	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
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08/05/09	1.90	1(312)543-7608	08/05/2009 CHICAGO IL
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08/05/09	7.60	1(208)331-4381	08/05/2009 BOISE ID
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08/05/09	2.28	1(302)576-3591	08/05/2009 WILMINGTON DE
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08/05/09	2.28	1(302)576-3591	08/05/2009 WILMINGTON DE
08/05/09	3.49	CONFERENCING SERVICES BY AARON G. YORK	
08/06/09	3.04	1(208)331-4357	08/06/2009 BOISE ID
08/06/09	2.66	1(702)388-2005	08/06/2009 LAS VEGAS NV
08/06/09	5.32	1(415)309-6695	08/06/2009 SNFC CNTRL CA
08/06/09	14.70	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
08/07/09	8.74	1(415)489-7647	08/07/2009 SNFC CNTRL CA
08/07/09	1.90	1(213)330-2384	08/07/2009 LOSANGELES CA
08/07/09	1.90	1(702)366-7076	08/07/2009 LAS VEGAS NV
08/07/09	2.66	1(402)346-6000	08/07/2009 OMAHA NE
08/07/09	12.84	CONFERENCING SERVICES BY JEREMY GRAVES	
08/10/09	6.84	1(302)576-3591	08/10/2009 WILMINGTON DE
08/10/09	15.20	1(302)576-3591	08/10/2009 WILMINGTON DE
08/11/09	1.52	1(208)331-4357	08/11/2009 BOISE ID
08/11/09	1.90	1(702)402-5793	08/11/2009 LAS VEGAS NV
08/11/09	1.52	1(209)829-2395	08/11/2009 LOS BANOS CA
08/11/09	1.14	1(208)331-4357	08/11/2009 BOISE ID
08/12/09	4.18	1(248)698-0965	08/12/2009 COMMERCE MI

08/12/09	1.14	1(832)595-3400	08/12/2009 RCHMNDRSBG TX
08/12/09	5.32	1(208)331-4382	08/12/2009 BOISE ID
08/12/09	1.14	1(302)576-3591	08/12/2009 WILMINGTON DE
08/12/09	4.18	1(302)576-3591	08/12/2009 WILMINGTON DE
08/12/09	1.14	1(208)665-0994	08/12/2009 COEURDALEN ID
08/12/09	1.90	1(302)252-2900	08/12/2009 WILMINGTON DE
08/12/09	1.52	1(208)331-4382	08/12/2009 BOISE ID
08/12/09	1.14	1(702)402-5793	08/12/2009 LAS VEGAS NV
08/12/09	2.28	1(702)402-5793	08/12/2009 LAS VEGAS NV
08/13/09	1.14	1(310)824-6104	08/13/2009 WLOSANGELS CA
08/13/09	1.52	1(415)856-7219	08/13/2009 SNFC CNTRL CA
08/13/09	7.22	1(702)402-5793	08/13/2009 LAS VEGAS NV
08/13/09	1.52	1(208)331-4357	08/13/2009 BOISE ID
08/13/09	3.42	1(213)687-5379	08/13/2009 LOSANGELES CA
08/13/09	4.18	1(208)331-4381	08/13/2009 BOISE ID
08/13/09	3.04	1(208)331-4381	08/13/2009 BOISE ID
08/13/09	14.76	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
08/13/09	31.23	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
08/13/09	3.42	CONFERENCING SERVICES BY STEVEN R. FINLEY	

08/13/09	0.94	CONFERENCING SERVICES BY MICHAEL A. ROSENTHAL	
08/14/09	3.04	1(302)571-6621	08/14/2009 WILMINGTON DE
08/14/09	1.14	1(505)884-0777	08/14/2009 ALBUQUERQUE NM
08/14/09	1.52	1(208)863-8212	08/14/2009 BOISE ID
08/14/09	7.22	1(215)979-1518	08/14/2009 PHILA PA
08/14/09	3.04	1(801)363-7611	08/14/2009 SALT LAKE UT
08/14/09	4.18	1(909)987-2591	08/14/2009 UPLAND CA
08/14/09	1.52	1(415)489-7577	08/14/2009 SNFC CNTRL CA
08/15/09	31.05	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
08/17/09	1.23	6/1/09, S. FINLEY, TELEPHONE COST RECOVERY/GDC	
08/17/09	0.21	7/22/09, S. FINLEY, TELEPHONE COST RECOVERY/GDC	
08/17/09	1.90	1(248)698-0965	08/17/2009 COMMERCE MI
08/17/09	1.14	1(215)979-1547	08/17/2009 PHILA PA
08/17/09	4.56	1(404)788-8414	08/17/2009 ATLANTA GA
08/17/09	3.93	CONFERENCING SERVICES BY AARON G. YORK	
08/18/09	9.88	1(214)405-4688	08/18/2009 GRAND PRAR TX
08/18/09	4.56	1(208)331-4381	08/18/2009 BOISE ID
08/18/09	2.28	1(516)792-2209	08/18/2009 VALLEYSTRM NY



08/19/09	2.66	1(631)470-1866	08/19/2009 HUNTINGTON NY
08/19/09	3.80	1(208)345-1265	08/19/2009 BOISE ID
08/19/09	1.52	1(208)384-3785	08/19/2009 BOISE ID
08/19/09	1.90	1(302)571-5033	08/19/2009 WILMINGTON DE
08/19/09	3.42	1(208)384-3785	08/19/2009 BOISE ID
08/20/09	3.42	1(208)331-4381	08/20/2009 BOISE ID
08/20/09	4.56	1(415)489-7647	08/20/2009 SNFC CNTRL CA
08/20/09	6.08	1(415)489-7647	08/20/2009 SNFC CNTRL CA
08/20/09	5.78	CONFERENCING SERVICES BY AARON G. YORK	
08/20/09	27.90	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
08/20/09	7.08	CONFERENCING SERVICES BY MATTHEW KELSEY	
08/21/09	3.04	1(425)369-5613	08/21/2009 ISSAQUAH WA
08/21/09	1.52	1(208)384-3785	08/21/2009 BOISE ID
08/25/09	4.37	CONFERENCING SERVICES BY JEREMY GRAVES	
08/25/09	8.36	CONFERENCING SERVICES BY JEREMY GRAVES	
08/26/09	14.45	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
08/28/09	9.05	CONFERENCING SERVICES BY JEREMY GRAVES	
<u>Travel - Air &amp; Rail</u>			
07/10/09	15.00	VENDOR: JEREMY GRAVES; INVOICE#: 07/08-07/10/09; DATE: 7/10/2009 -07/08/09 BOISE, ID/EXCESS BAGGAGE FEE; TRAVEL	

TO ASSIST IN PREPARATION OF SCHEDULES AND  
STATEMENTS.ETC

07/14/09	431.26	AMERICAN EXPRESS LT0719 INVOICE: 52827 INV. DATE: 07/14/2009 TICKET: 7688504471 TRAVEL DATES: 07/15/2009 - 07/15/2009 PASSENGER: GRAVES/JEREMY ITINERARY: DFW/PHL
07/14/09	389.60	AMERICAN EXPRESS LT0719 INVOICE: 52828 INV. DATE: 07/14/2009 TICKET: 7688504472 TRAVEL DATES: 07/17/2009 - 07/17/2009 PASSENGER: GRAVES/JEREMY ITINERARY: PHL/DFW
07/15/09	-227.70	AMERICAN EXPRESS LT0719 INVOICE: 64933 INV. DATE: 07/15/2009 TICKET: 7681710015 TRAVEL DATES: 07/01/2009 - 07/01/2009 PASSENGER: KELSEY/MATTHEW ITINERARY: NYP/WIL/NYP
07/17/09	35.00	VENDOR: JEREMY GRAVES; INVOICE#: 07/15-07/17/09; DATE: 7/17/2009 -07/15, 07/17/09 WILMINGTON, DE/AIRLINE BAGGAGE FEE; TRAVEL TO ATTEND SECOND DAY HEARINGS AND THE SECTION 341 MEETING OF CREDITORS
<u>Travel - Parking</u>		
07/10/09	51.00	VENDOR: JEREMY GRAVES; INVOICE#: 07/08-07/10/09; DATE: 7/10/2009 - BOISE, ID/HERTZ CAR RENTAL; TRAVEL TO ASSIST IN PREPARATION OF SCHEDULES AND STATEMENTS.ETC
07/17/09	51.00	VENDOR: JEREMY GRAVES; INVOICE#: 07/15-07/17/09; DATE: 7/17/2009 -07/15- 07/17/09 WILMINGTON, DE/PARKING; TRAVEL TO ATTEND SECOND DAY HEARINGS AND THE SECTION 341 MEETING OF CREDITORS
<u>Travel - Taxi &amp; Other Modes/Miles</u>		
07/10/09	225.59	VENDOR: JEREMY GRAVES; INVOICE#: 07/08-07/10/09; DATE: 7/10/2009 - BOISE, ID/HERTZ CAR RENTAL; TRAVEL TO ASSIST IN PREPARATION OF SCHEDULES AND STATEMENTS.ETC
07/15/09	27.00	VENDOR: DIAL CAR INC.; INVOICE#: 1085938; DATE: 7/15/2009 - GD44247, 7/1/09, M. KELSEY, FROM 200 PARK AVE. TO PENN ST./BFG
07/17/09	145.20	VENDOR: JEREMY GRAVES; INVOICE#: 07/15-07/17/09; DATE: 7/17/2009 -07/15, 07/17/09 WILMINGTON, DE/CAB FARE; TRAVEL TO ATTEND SECOND DAY HEARINGS AND THE SECTION 341 MEETING OF CREDITORS

07/31/09	86.96	VENDOR: EXECUTIVE CHARGE,INC. (NY TAXI; INVOICE#: 1792487; DATE: 7/31/2009 - 43038, 7/21/09, J. CONTRERAS, FROM 200 PARKA VE. TO RIDGEFIELD/BFG
08/03/09	56.40	VENDOR: NEW YORK PETTY CASH; INVOICE#: 2673/2009; DATE: 8/3/2009 - #1775, M. KELSEY, 07/24, 07/28/09, TAXI/BFG
08/03/09	27.30	VENDOR: NEW YORK PETTY CASH; INVOICE#: 2673/2009; DATE: 8/3/2009 - #1776, M. KELSEY, 07/27/09, TAXI/BFG
08/05/09	12.00	VENDOR: NEW YORK PETTY CASH; INVOICE#: 2675/2009; DATE: 8/5/2009 - #1817, S. MUZUMDAR, 07/14/09, TAXI/BFG

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

BUILDING MATERIALS HOLDING  
CORPORATION, *et al.*,<sup>1</sup>

Debtors.

Chapter 11


Case No. 09-12074 (KJC)

Jointly Administered


AFFIDAVIT OF SERVICE

STATE OF DELAWARE     )  
                                      ) SS  
NEW CASTLE COUNTY    )

Casey S. Cathcart, an employee of the law firm of Young Conaway Stargatt & Taylor, LLP, co-counsel to the above-captioned debtors, being duly sworn according to law, deposes and says that on September 18, 2009, she caused (i) a copy of the **Verified Third Monthly Application of Gibson, Dunn & Crutcher LLP as Counsel for the Debtors and Debtors in Possession for Allowance of Interim Compensation for Services Rendered and for Reimbursement of Expenses for the Period Beginning August 1, 2009 Through August 31, 2009** to be served as indicated upon the parties identified in Exhibit A and (ii) a copy of the **Notice of GDC's Third Monthly Application** to be served as indicated upon the parties identified in Exhibit B.

  
Casey S. Cathcart

SWORN TO AND SUBSCRIBED before me this 18th day of September, 2009.

  
Notary Public  
My Commission Expires:

**ERICA A. BROYLES**  
**NOTARY PUBLIC**  
**STATE OF DELAWARE**

**My commission expires Sept. 6, 2013**

<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

**EXHIBIT A**

**BUILDING MATERIALS HOLDING CORPORATION**  
**FEE APPLICATION NOTICE PARTIES**  
**9/18/2009**

Kevin B. Fisher, Esq.  
Seth Mennillo, Esq.  
Paul, Hastings, Janofsky & Walker LLP  
55 Second Street, 24th Floor  
San Francisco, CA 94105  
(Counsel to Wells Fargo Bank, N.A.)  
*Federal Express*

Paul N. Heath, Esq.  
Richards, Layton & Finger, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801  
(Counsel to Wells Fargo Bank, N.A.)  
*Hand Delivery*

Bradford J. Sandler, Esq.  
Jennifer R. Hoover, Esq.  
Jennifer B. Smith, Esq.  
Benesch, Friedlander, Coplan & Aronoff LLP  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
(Counsel to the Official Committee  
of Unsecured Creditors)  
*Hand Delivery*

Christopher J. Giaimo, Jr., Esq.  
Katie A. Lane, Esq.  
Arent Fox LLP  
1050 Connecticut Avenue, NW  
Washington, DC 20036-5339  
(Counsel to the Official Committee  
of Unsecured Creditors)  
*Federal Express*

Joseph J. McMahon, Jr., Esq.  
Office of the United States Trustee  
844 King Street, Suite 2207  
Lock Box 35  
Wilmington, DE 19801  
*Hand Delivery*

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

**EXHIBIT B**

**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**9/18/2009**

David G. Aelvoet, Esq.  
Linebarger Goggan Blair & Sampson LLP  
Travis Building, 711 Navarro, Suite 300  
San Antonio, TX 78205  
(Counsel to Bexar County)  
*First Class Mail*

Christopher M. Alston, Esq.  
Foster Pepper PLLC  
1111 Third Avenue, Suite 3400  
Seattle, WA 98101  
(Counsel to JELD-WEN, inc.)  
*First Class Mail*

Brian W. Bisignani, Esq.  
Post & Schell, P.C.  
17 North 2nd Street, 12th Floor  
Harrisburg, PA 17101-1601  
(Counsel to Aon Consulting)  
*First Class Mail*

Robert McL. Boote, Esq.  
Ballard Spahr Andrews & Ingersoll, LLP  
1735 Market Street, 51st Floor  
Philadelphia, PA 19103-7599  
(Counsel to Westchester Fire Insurance  
Company and ACE USA)  
*First Class Mail*

David Boyle  
Airgas, Inc.  
259 Radnor-Chester Road, Suite 100  
P.O. Box 6675  
Radnor, PA 19087-8675  
*First Class Mail*

Celeste H. Campbell  
KPMG LLP  
303 Peachtree Street NE, Suite 2000  
Atlanta, GA 30308  
(Auditors and Tax Advisor to the Debtors)  
*First Class Mail*

Andrew Cardonick, Esq.  
Greenberg Traurig, LLP  
77 West Wacker Drive, Suite 3100  
Chicago, IL 60601  
(Counsel to Grace Bay Holdings, II, LLC)  
*First Class Mail*

Scott T. Citek, Esq.  
Lamm & Smith, P.C.  
3730 Kirby Drive, Suite 650  
Houston, TX 77098  
(Counsel to Bay Oil Company)  
*First Class Mail*

Scott D. Cousins, Esq.  
Dennis A. Melero, Esq.  
Greenberg Traurig, LLP  
1007 North Orange Street, Suite 1200  
Wilmington, DE 19801  
(Counsel to Grace Bay Holdings, II, LLC)  
*Hand Delivery*

Raniero D. D'Aversa, Jr., Esq.  
Laura D. Metzger, Esq.  
Weston T. Eguchi, Esq.  
Ornick, Herrington & Sutcliffe LLP  
666 Fifth Avenue  
New York, NY 10103-0001  
(Counsel to Rabobank International)  
*First Class Mail*



**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**9/18/2009**

Tobey M. Daluz, Esq.  
Joshua E. Zugerinan, Esq.  
Ballard Spahr Andrews & Ingersoll, LLP  
919 North Market Street, 12th Floor  
Wilmington, DE 19801  
(Counsel to Westchester Fire Insurance  
Company and ACE USA)  
*Hand Delivery*

Robert J. Dehney, Esq.  
Erin R. Fay, Esq.  
Morris Nichols Arsht & Tunnell LLP  
1201 North Market Street, 18th Floor  
P.O. Box 1347  
Wilmington, DE 19899-1347  
(Counsel to D.R. Horton, Inc.)  
*Hand Delivery*

John P. Dillman, Esq.  
Linebarger Goggan Blair & Sampson LLP  
P.O. Box 3064  
Houston, TX 77253-3064  
(Counsel to Cypress-Fairbanks ISD, Fort  
Bend County, and Harris County)  
*First Class Mail*

Mark W. Eckard, Esq.  
Reed Smith LLP  
1201 North Market Street, Suite 1500  
Wilmington, DE 19801  
(Counsel to CIT Technology Financing Services,  
Inc.)  
*Hand Delivery*

Kevin B. Fisher, Esq.  
Seth Mennillo, Esq.  
Paul, Hastings, Janofsky & Walker LLP  
55 Second Street, 24th Floor  
San Francisco, CA 94105  
(Counsel to Wells Fargo Bank, N.A.)  
*First Class Mail*

John M. Flynn, Esq.  
Carruthers & Roth, P.A.  
235 North Edgeworth Street  
P.O. Box 540  
Greensboro, NC 27401  
(Counsel to Arrowood Indemnity Company)  
*First Class Mail*

Christopher J. Giaimo, Jr., Esq.  
Katie A. Lane, Esq.  
Arent Fox LLP  
1050 Connecticut Avenue, NW  
Washington, DC 20036-5339  
(Counsel to the Official Committee of  
Unsecured Creditors)  
*First Class Mail*

Paul N. Heath, Esq.  
Richards, Layton & Finger, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801  
(Counsel to Wells Fargo Bank, N.A.)  
*Hand Delivery*

**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**9/18/2009**

Melody C. Hogston  
Royal Mouldings Limited  
P.O. Box 610  
Marion, VA 24354  
*First Class Mail*

Eric H. Holder, Jr., Esq.  
U. S. Attorney General  
Department of Justice - Commercial Litigation  
Branch  
950 Pennsylvania Avenue, N.W.  
Washington, DC 20530-0001  
*First Class Mail*

James E. Huggett, Esq.  
Amy D. Brown, Esq.  
Margolis Edelstein  
750 Shipyard Drive, Suite 102  
Wilmington, DE 19801  
(Counsel to Eduardo Acevedo, et al.)  
*First Class Mail*

IKON Financial Services  
Attn: Bankruptcy Administration  
1738 Bass Road  
P.O. Box 13708  
Macon, GA 31208-3708  
*First Class Mail*

Internal Revenue Service  
Attn: Insolvency Section  
11601 Roosevelt Blvd., Mail Drop N781  
P.O. Box 21126  
Philadelphia, PA 19114  
*First Class Mail*

Thomas W. Isaac, Esq.  
Dietrich, Glasrud, Mallek & Aune  
5250 North Palm Avenue, Suite 402  
Fresno, CA 93704  
(Counsel to Wilson Homes, Inc.)  
*First Class Mail*

Neal Jacobson, Esq.  
Senior Trial Counsel  
Securities and Exchange Commission  
3 World Financial Center, Suite 400  
New York, NY 10281  
*First Class Mail*

Michael J. Joyce, Esq.  
Cross & Simon, LLC  
913 North Market Street, 11th Floor  
Wilmington, DE 19801  
(Counsel to Arrowood Indemnity Company)  
*Hand Delivery*

Thomas L. Kent, Esq.  
Paul, Hastings, Janofsky & Walker LLP  
75 East 55th Street, 1st Floor  
New York, NY 10022  
(Counsel to Wells Fargo Bank)  
*First Class Mail*

Louisiana-Pacific Corporation  
Attn: Bruce J. Iddings  
P.O. Box 4000-98  
Hayden Lake, ID 83835-4000  
(Top 50)  
*First Class Mail*

**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**9/18/2009**

Cliff W. Marcek, Esq.  
Cliff W. Marcek, P.C.  
700 South Third Street  
Las Vegas, NV 89101  
(Counsel to Edward and Gladys Weisgerber)  
*First Class Mail*

Dan McAllister  
San Diego County Treasurer-Tax Collector,  
Bankruptcy Desk  
1600 Pacific Highway, Room 162  
San Diego, CA 92101  
*First Class Mail*

Frank F. McGinn, Esq.  
Bartlett Hackett Feinberg, P.C.  
155 Federal Street, 9th Floor  
Boston, MA 02110  
(Counsel to Iron Mountain Information  
Management, Inc.)  
*First Class Mail*

Joseph J. McMahon, Jr., Esq.  
Office of the United States Trustee  
844 King Street, Suite 2207  
Lock Box 35  
Wilmington, DE 19801  
*Hand Delivery*

Joseph McMillen  
Midlands Claim Administrators, Inc.  
3503 N.W. 63rd Street, Suite 204  
P.O. Box 23198  
Oklahoma, OK 73123  
*First Class Mail*

Kathleen M. Miller, Esq.  
Smith, Katzenstein & Furlow LLP  
800 Delaware Avenue, 7th Floor  
P.O. Box 410  
Wilmington, DE 19801  
(Counsel to Airgas, Inc.)  
*Hand Delivery*

Sheryl L. Moreau, Esq.  
Missouri Department of Revenue - Bankruptcy  
Unit  
P.O. Box 475  
Jefferson City, MO 65105-0475  
*First Class Mail*

Charles J. Pignuolo, Esq.  
Devlin & Pignuolo, P.C.  
1800 Bering Drive, Suite 310  
Houston, TX 77057  
(Counsel to Partners in Building, L.P.)  
*First Class Mail*

Michael Reed, Esq.  
McCreary, Veselka, Bragg & Allen, P.C.  
P.O. Box 1269  
Round Rock, TX 78680  
(Counsel to Local Texas Taxing Authorities)  
*First Class Mail*

Jonathan Lee Riches  
Federal Medical Center  
P.O. Box 14500  
Lexington, KY 40512  
*First Class Mail*

**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**9/18/2009**

Debra A. Riley, Esq.  
Allen Matkins Leck Gamble Mallory & Natsis  
LLP  
501 West Broadway, 15th Floor  
San Diego, CA 92101  
(Counsel to D.R. Horton, Inc.)  
*First Class Mail*

Randall A. Rios, Esq.  
Timothy A. Million, Esq.  
Munsch Hardt Kopf & Harr, PC  
700 Louisiana, 46th Floor  
Houston, TX 77002  
(Counsel to Cedar Creek Lumber, Inc.)  
*First Class Mail*

Martha E. Romero, Esq.  
Romero Law Firm  
6516 Bright Avenue  
Whittier, CA 90601  
(Counsel to Yuba County)  
*First Class Mail*

George Rosenberg, Esq.  
Assistant Arapahoe County Attorney  
5334 South Prince Street  
Littleton, CO 80166  
(Counsel to Arapahoe County Treasurer)  
*First Class Mail*

Bradford J. Sandler, Esq.  
Jennifer R. Hoover, Esq.  
Jennifer E. Smith, Esq.  
Benesch, Friedlander, Coplan & Aronoff LLP  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
(Counsel to the Official Committee of  
Unsecured Creditors)  
*Hand Delivery*

Secretary of State  
Franchise Tax  
Division of Corporations  
P.O. Box 7040  
Dover, DE 19903  
*First Class Mail*

Secretary of Treasury  
Attn: Officer, Managing Agent or General  
Agent  
P.O. Box 7040  
Dover, DE 19903  
*First Class Mail*

Securities & Exchange Commission  
Attn: Christopher Cox  
100 F Street, NE  
Washington, DC 20549  
*First Class Mail*

Securities & Exchange Commission  
Bankruptcy Unit  
Attn: Michael A. Berman, Esq.  
450 Fifth Street NW  
Washington, DC 20549  
*First Class Mail*

Ellen W. Slights, Esq.  
Assistant United States Attorney  
U.S. Attorney's Office  
1007 Orange Street, Suite 700  
P.O. Box 2046  
Wilmington, DE 19899  
*Hand Delivery*

**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**9/18/2009**

Kimberly Walsh, Esq.  
Assistant Attorney General  
Texas Comptroller of Public Accounts,  
Bankruptcy & Collections Division  
P.O. Box 12548  
Austin, TX 78711-2548  
*First Class Mail*

Christopher A. Ward, Esq.  
Shanti M. Katona, Esq.  
Polsinelli Shughart PC  
222 Delaware Avenue, Suite 1101  
Wilmington, DE 19801  
(Counsel to SunTrust Bank)  
*Hand Delivery*

Elizabeth Weller, Esq.  
Linebarger Goggan Blair & Sampson LLP  
2323 Bryan Street, Suite 1600  
Dallas, TX 75201  
(Counsel to Dallas County and Tarrant  
County)  
*First Class Mail*

Joanne B. Wills, Esq.  
Sally E. Veghte, Esq.  
Klehr, Harrison, Harvey, Branzburg & Ellers LLP  
919 Market Street, Suite 1000  
Wilmington, DE 19801  
(Counsel to Rabobank International)  
*Hand Delivery*