

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

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In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u> <sup>1</sup>	:	
	:	Jointly Administered
Debtors.	:	
	:	<b>Objection Deadline: October 13, 2009 at 4:00 p.m.</b>
	:	<b>(ET)</b>
	:	
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**VERIFIED FIRST INTERIM FEE APPLICATION  
OF ARENT FOX LLP AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES FOR THE PERIOD OF JUNE 26, 2009 THROUGH AUGUST 31, 2009**

Pursuant to Sections 330 and 331 of Title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Professional Fee Order establishing procedures for interim compensation and reimbursement of expenses of professionals, dated July 16, 2009 (the “Professional Fee Order”), Arent Fox LLP (“Arent Fox”) hereby files this Verified First Interim Fee Application of Arent Fox LLP, as Counsel to the Official Committee of Unsecured Creditors (“Committee”) for Services Rendered and Reimbursement of Expenses for the Period of June 26, 2009 through August 31, 2009 (the “Interim Application”). In support of this Interim Application, Arent Fox respectfully represent as follows:

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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).

## **INTRODUCTION**

1. By this Interim Application, Arent Fox seeks quarterly allowance and approval of \$464,401.28 (the “Interim Amount”) for fees and expenses for the period of June 26, 2009 through August 31, 2009 (the “First Interim Period”). The Interim Amount consists of (i) 100% of the compensation that Arent Fox earned during the First Interim Period in the amount of \$47,820.50, and (ii) 100% of the expenses that Arent Fox incurred in the course of its representation as counsel to the Committee during the First Interim Period in the amount of \$154.50.

2. On July 21, 2009, Arent Fox filed its First Monthly Application for the Period June 26, 2009 through June 30, 2009 (the “June Fee Application”) for approval of compensation in the amount of \$47,820.50 for fees and reimbursement in the amount of \$154.50 for expenses incurred in the first monthly period. No objections to the June Fee Application were received.

3. On September 18, 2009, Arent Fox filed its Second Monthly Application for the Period July 1, 2009 through July 31, 2009 (“July Fee Application”, together with the June Fee Application and any subsequent monthly applications, the “Monthly Applications”) for approval of compensation in the amount of \$216,997.50 for fees and reimbursement in the amount of \$4,989.44 for expenses incurred in the second monthly period. The deadline to object to the July Fee Application is October 5, 2009.

4. On September 18, 2009, Arent Fox filed its Third Monthly application for the Period August 1, 2009 through August 31, 2009 (the “August Fee Application”) for approval of compensation in the amount of \$192,395.00 for fees and reimbursement in the amount of \$2,044.34 for expenses incurred in the third monthly period. The deadline to object to the August Fee Application is October 5, 2009.

## **FACTUAL BACKGROUND**

1. On June 16, 2009, each of the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors remain in possession of their assets as debtors-in-possession pursuant to Section 1107 and 1108 of the Bankruptcy Code.

2. On June 26, 2009, the Office of the United States Trustee appointed the Committee. *See* Docket No. 108. On that same day, the Committee elected to retain Arent Fox as counsel, subject to approval by this Court. On July 10, 2009, the Court approved the retention of Arent Fox as counsel to the Committee *nunc pro tunc* to June 26, 2009. *See* Docket No. 414.

## **MONTHLY APPLICATIONS COVERED HEREIN**

5. Arent Fox has filed and served monthly fee applications for the periods of (i) June 26, 2009 through June 30, 2009, (ii) July 2009, and (iii) August 2009. The following table summarizes the monthly fee applications that Arent Fox filed with respect to the First Interim Period.

<b>Fee Application Covered Dates, Date Filed, Doc No.</b>	<b>Total Fee Request</b>	<b>Total Expense Request</b>	<b>Certificate of No Objection/ Certification of Counsel Filing Date, Doc. No.</b>	<b>Total Amount of Fees Approved to Date via Certificate of No Objection (80%)</b>	<b>Total Amount of Expenses Approved to Date via Certificate of No Objection (100%)</b>	<b>Amount of Holdback Fees</b>
First Monthly Fee Application of Arent Fox LLP for June 26, 2009 – June 30, 2009 Filed on July 21, 2009 [Docket No. 513]	\$47,820.50	\$154.50	September 11, 2009 Doc. No.596	\$38,256.40	\$154.50	\$9,564.10
Second Monthly Fee Application of Arent Fox LLP	\$216,997.50	\$4,989.44	Pending	Pending	Pending	Pending

for July 1, 2009 – July 31, 2009 Filed September 18, 2009 [Docket No. 641]						
Third Monthly Fee Application of Arent Fox LLP for August 1, 2009 – August 31, 2009 Filed September 18, 2009 [Docket No. 642]	\$192,395.00	\$2,044.34	Pending	Pending	Pending	Pending
<b>Total:</b>	<b>\$457,213.00</b>	<b>\$7,188.28</b>		<b>\$38,256.40</b>	<b>\$154.50</b>	<b>\$9,564.10</b>

6. Twenty percent (20%) of such fees are to be withheld on a quarterly basis (the “Holdback Fees”). Beginning with the period ending August 31, 2009, and at three month intervals, each professional must file and serve a quarterly application for such period. *See* Fee Procedures Order at p.2, sub-paragraph d. All fees and costs paid to a professional pursuant to monthly and quarterly fee applications are subject to this Court’s approval of the final fee application of such professional.

7. The June Fee Application. On July 21, 2009, Arent Fox filed and served its First Monthly Fee Application for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period of June 26, 2009 through June 30, 2009 (Docket No. 513) requesting, *inter alia*, allowance of \$47,820.50 in fees and reimbursement of \$154.40 in expenses. No objections to the June Fee Application were received. A true and correct copy of the June Fee Application is attached hereto as Exhibit A.

8. The July Fee Application. On September 18, 2009, Arent Fox filed and served its Verified Second Monthly Fee Application for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period of July 1,

2009 through July 31, 2009 (Docket No. 641) requesting, *inter alia*, allowance of \$216,997.50 in fees and reimbursement of \$4,898.44 in expenses. The deadline to object to the July Fee Application is October 5, 2009. A true and correct copy of the July Fee Application is attached hereto as Exhibit B.

9. The August Fee Application. On September 18, 2009, Arent Fox filed and served its Verified Third Monthly Fee Application for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period of August 1, 2009 through August 31, 2009 (Docket No. 642) requesting, *inter alia*, allowance of \$192,395.00 in fees and reimbursement of \$2,044.34 in expenses. The deadline to object to the August Fee Application is October 5, 2009. A true and correct copy of the August Fee Application is attached hereto as Exhibit C.

10. The Monthly Fee Applications covered by this First Interim Application contain detailed daily time logs describing the actual and necessary services provided by Arent Fox during the First Interim Period as well as other detailed information required to be included in its fee applications.

11. By this First Interim Application, Arent Fox requests that the Court (i) approve the First Interim Amount of one-hundred percent (100%) of the fees earned and expenses incurred by Arent Fox during the First Interim Period and evidenced in the Monthly Fee Applications and (ii) payment of the outstanding fees and expenses for the quarterly period.

12. At all relevant times, Arent Fox has been a disinterested person, as that term is defined at § 101(14) of the Bankruptcy Code, as modified by § 1103(b) of the Bankruptcy Code, and has not represented or held any interest adverse to any interest of the Committee.

13. Arent Fox has no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the Debtors' cases, except as disclosed herein and in the attached monthly fee applications. There is no agreement or understanding between Arent Fox and any other person, other than members of the Firm, for the sharing of compensation to be received for services rendered in these cases.

14. All services for which Arent Fox requests compensation were performed at the direction or instruction of the Committee and for or on behalf of the Committee. The professional services and related expenses for which Arent Fox requests quarterly allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of Arent Fox's professional responsibilities as Counsel to the Committee in the Debtors' Chapter 11 cases. Arent Fox's services have been reasonable, necessary and beneficial to the Committee, the Debtors' estates, creditors and other parties in interest, and in furtherance of the administration of these proceedings.

15. In accordance with the factors enumerated at § 330 of the Bankruptcy Code, Arent Fox respectfully submits that the amount requested by Arent Fox as compensation for its services is fair and reasonable.

WHEREFORE, Arent Fox respectfully requests that the Court (i) approve and allow the Interim Amount of \$464,401.28<sup>2</sup> for the First Interim Period, consisting of fees in the sum of \$457,213.00, as compensation for necessary professional services rendered and for reimbursement of actual and necessary costs and expenses in the amount of \$7,188.28 for the First Interim Period; (ii) that the Court approve the payment of the Holdback Fees for the period

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<sup>2</sup> This amount represents the anticipated total amount of expenses approved barring objections to the July Fee Application and August Fee Application.

of June 26, 2009 to August 31, 2009; and (iv) for such other and further relief as may be just and proper.

Dated: Washington, DC  
September 21, 2009

Benesch Friedlander Coplan & Aronoff, LLP

/s/ Bradford J. Sandler

Bradford J. Sandler, Esquire (No. 4142)

Jennifer R. Hoover, Esquire (No. 5111)

Jennifer E. Smith, Esquire (No. 5278)

222 Delaware Ave., Suite 801

Wilmington, DE 19801

302-442-7010 (telephone)

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bsandler@beneschlaw.com

-and -

ARENT FOX LLP

Christopher J. Giaimo, Jr.

Katie A. Lane

1050 Connecticut Avenue, NW

Washington DC 20036

(202) 857-6424

(202) 857-6395 (Fax)

*Counsel for the Official Committee of  
Unsecured Creditors*

## **CERTIFICATION**

I, Christopher J. Giaimo, hereby certify under the penalty of perjury under the laws of the State of Delaware that the following is true to the best of my knowledge, information and belief:

1. I am a member of the firm of Arent Fox LLP (“Arent Fox”), with offices located at 1050 Connecticut Avenue, NW, Washington DC 20036, as well as in New York, NY and Los Angeles, CA, and have been duly admitted to practice before, among others, the Southern District of New York, the District of Maryland, and have been admitted to the United States District Court for the District of Delaware *pro hac vice*.

2. This certification is submitted in support of the attached application (the “Application”) and all capitalized terms not otherwise defined herein are defined in accordance with their usage in the Application.

3. I am familiar with the legal services rendered by Arent Fox as counsel to the Committee during the Compensation Period and I am familiar with the compensation and reimbursement sought by the Application.

4. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have also reviewed Del. Bankr. LR 2016-2 and the Professional Fee Order and submit that the Application substantially complies with such Rule and Order.

Dated: September 21, 2009  
Washington, DC

/s/ Christopher J. Giaimo  
Christopher J. Giaimo



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

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In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
	:	<b>Objection Deadline: September 8, 2009 at 4:00 p.m.</b>
	:	<b>(ET)</b>
-----	X	

**NOTICE OF FIRST MONTHLY FEE APPLICATION**

TO: (I) THE DEBTORS; (II) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; AND (III) ALL PARTIES WHO HAVE FILED AND SERVED REQUESTS FOR NOTICE PURSUANT TO BANKRUPTCY RULE 2002.

PLEASE TAKE NOTICE that on August 21, 2009, Arent Fox LLP, counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors (the “Debtors”) filed the attached **First Monthly Application of Arent Fox LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from June 26, 2009 through June 30, 2009** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Court”), seeking an allowance of fees in the amount of \$47,820.50 and reimbursement of expenses in the amount of \$154.50.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with this Court’s administrative order establishing procedures for interim compensation and reimbursement of expenses of professionals, dated July 16, 2009 [Docket No. 201] (the “Professional Fee Order”), and must be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington,

Delaware 19801, and be served upon and received by (i) the Debtors, Building Materials Holding Corporation, 720 Park Boulevard, Suite 200, Boise, Idaho, 83712, Attn: Paul S. Street; (ii) counsel to the Debtors, (a) Gibson, Dunn & Crutcher, LLP, 200 Park Avenue, New York, New York, 10166, Attn: Michael A. Rosenthal and Matthew K. Kelsey, (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17<sup>th</sup> Floor, Wilmington, Delaware, 19801, Attn: Sean M. Beach and Robert F. Poppiti, Jr.; (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2270, Lockbox 35, Wilmington, Delaware, 19801, Attn: Joseph McMahon; (iv) counsel for Official Committee of Unsecured Creditors, (a) Arent Fox LLP, 1050 Connecticut Avenue, NW, Washington DC, 20036, Attn: Christopher J. Giaimo and Katie A. Lane, (b) Benesch, Friedlander, Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware, 19801, Attn: Bradford J. Sandler; and (v) Paul, Hastings, Janofsky, & Walker LLP, 55 Second Street, Twenty Fourth Floor, San Francisco, California, 94105, Attn: Kevin B. Fisher, by no later than **September 8, 2009 at 4:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served, and received, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Professional Fee Order, if no objection to the Application is timely filed, served, and received by the Objection Deadline, the Applicant may be paid an amount equal to the lesser of (i) 80% of the fees and 100% of expenses requested in the Application, or (ii) 80% of the fees and 100% of the expenses not

subject to an objection, without the need for further order of the Bankruptcy Court.

Dated: August 21, 2009

BENESCH FRIEDLANDER COPLAN &  
ARONOFF, LLP

/s/ Bradford J. Sandler

Bradford J. Sandler, Esquire (No. 4142)

Jennifer R. Hoover, Esquire (No. 5111)

Jennifer E. Smith, Esquire (No. 5278)

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[jsmith@beneschlaw.com](mailto:jsmith@beneschlaw.com)

-and -

ARENT FOX LLP

Christopher J. Giaimo, Jr.

Katie A. Lane

1050 Connecticut Avenue, NW

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(202) 857-6424

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*Counsel for the Official Committee of  
Unsecured Creditors*

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

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In re: : Chapter 11  
: :  
BUILDING MATERIAL HOLDING : Case No. 09-12074 (KJC)  
CORPORATION, et al.<sup>1</sup> : :  
: Jointly Administered  
Debtors. : :  
: **Objection Deadline: September 8, 2009 at 4:00 p.m.**  
: **(ET)**  
: :  
----- X

**FIRST MONTHLY APPLICATION OF  
ARENT FOX LLP FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD FROM JUNE 26, 2009 THROUGH JUNE 30, 2009**

Name of Applicant: Arent Fox LLP

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

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

Period for which compensation and reimbursement are sought: June 26, 2009 through June 30, 2009

Amount of Compensation sought as actual, reasonable, and necessary: \$47,820.50

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$154.50

This is a(n): ☒ monthly ☐ interim ☐ final application

<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).

**ARENT FOX LLP'S PROFESSIONALS**

<b>Name of Professional Person</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Christopher J. Giaimo	Partner since 2005. Member of DC and MD bar since 1998. Member of NY bar since 1995.	\$540	33.0	\$17,820.00
Robert M. Hirsh	Joined firm as a Partner in 2005. Member of NY and NJ bar since 1998.	\$580	7.1	\$4,118.00
Schuyler G. Carroll	Joined firm as a Partner in 2003. Member of NY bar since 1993.	\$650	0.7	\$455.00
Heike M. Vogel	Joined firm as an associate in 2005. Member of NY bar since 2001. Member of NJ bar since 2000.	\$480	7.9	\$3,792.00
Jeffrey Rothleder	Joined firm as an associate in 2004. Member of DC bar since 2005. Member of MD bar since 2002.	\$445	1.5	\$667.00
Katie A. Lane	Joined firm as an associate in 2008. Member of DC bar since 2007. Member of FL bar since 2002.	\$440	20.3	\$8,932.00
Adrienne W. Blankley	Joined firm as an associate in 2005. Member of NY bar since 2005.	\$400	13.3	\$5,320.00

<b>Name of Professional Person</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Andrea Campbell	Joined firm as an associate in 2008. Member of DC bar and VA bar since 2009. Member of FL bar since 2008.	\$290	15.3	\$4,437.00
Nova Constantino	Paraprofessional	\$265	5.0	\$1,325.00
Lisa Indelicato	Paraprofessional	\$265	3.6	\$954.00
<b>TOTAL</b>			<b>107.7</b>	<b>\$47,820.50</b>

**Blended Rate: \$444.02<sup>1</sup>**

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<sup>1</sup> The blended rate is calculated by dividing total fees of \$47,820.50 by the total number of hours of 107.7.

**COMPENSATION BY PROJECT CATEGORY**  
**JUNE 26, 2009 THROUGH JUNE 30, 2009**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Petition, Schedules, First Day Orders (01)	21.60	\$9,785.50
Case Management and Operating Expenses (02)	13.20	\$5,149.50
Corporate and Business Matters (03)	0.00	\$0.00
Sale and Disposition of Assets (04)	0.00	\$0.00
Asset Analysis and Recovery (05)	0.60	\$324.00
Claims Administration and Objections (06)	0.00	\$0.00
Miscellaneous Motions and Objections (07)	15.20	\$5,610.50
Committee and Debtor Communications (08)	10.60	\$5,144.00
Adversary Proceedings (09)	0.00	\$0.00
Professional Retention (10)	5.50	\$2,240.00
Plan and Disclosure Statement Matters (11)	1.00	\$402.00
Cash Collateral and DIP Financing (12)	36.30	\$18,016.50
Employee Benefits and Severance, Pensions (13)	1.40	\$406.00
Real Estate and Leasing and Executory Contracts (14)	1.10	\$319.00
Creditor Inquiries (15)	0.00	\$0.00
Automatic Stay and Section 362 and 363 Matters (16)	0.00	\$0.00
Investigation of Secured Creditor, Equipment Lessors (17)	0.30	\$319.00
Utilities and Regulatory Matters (18)	0.00	\$0.00
Chapter 5 Litigation, Collection and Investigation (19)	0.00	\$0.00
Contracts (20)	0.00	\$0.00
Tax (21)	0.00	\$0.00
Fee Applications (22)	0.00	\$0.00
Environmental Matters (23)	0.00	\$0.00
Creditor Information Sharing and 1102 Services (24)	0.90	\$261.00
<b>TOTALS</b>	<b>107.70</b>	<b>\$47,820.50</b>

**EXPENSE SUMMARY**  
**JUNE 26, 2009 THROUGH JUNE 30, 2009**

<b>Expense Category</b>	<b>Service Provider/Description (if applicable)</b>	<b>Total Expenses</b>
Out of Town Transportation		\$130.00
Out of Town Meals		\$4.50
Taxicabs		\$20.00
<b>TOTAL</b>		<b>\$154.50</b>



**IN THE UNITED STATES BANKRUPTCY COURT  
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In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
	:	<b>Objection Deadline: September 8, 2009 at 4:00 p.m.</b>
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**FIRST MONTHLY APPLICATION OF  
ARENT FOX LLP FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR THE PERIOD FROM JUNE 26, 2009 THROUGH JUNE 30, 2009**

Pursuant to Sections 330 and 331 of Title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s administrative order establishing procedures for interim compensation and reimbursement of expenses of professionals, dated July 16, 2009 (the “Professional Fee Order”), Arent Fox LLP (“Arent Fox”) hereby files its First Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee (the “Committee”) of Unsecured Creditors of Building Materials Holding Corporation., *et al.* (collectively, “the Debtors”) for the Period from June 26, 2009 through June 30, 2009 (the “Application”). By this Application, Arent Fox seeks a monthly allowance pursuant to the Professional Fee Order with respect to sums of \$47,820.50 for compensation and \$154.50 for reimbursement of actual and necessary expenses for a total of \$47,975.00 for the period from June 26, 2009 through and including June 30, 2009 (the

“Compensation Period”). In support of this Application, Arent Fox respectfully represents as follows:

### **Background**

1. On June 16, 2009, each of the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors remain in possession of their assets as debtors-in-possession pursuant to Section 1107 and 1108 of the Bankruptcy Code.

2. On June 26, 2009, the Office of the United States Trustee appointed the Committee. *See* Docket No. 108. On that same day, the Committee elected to retain Arent Fox as counsel, subject to approval by this Court. On July 10, 2009, the Court approved the retention of Arent Fox as counsel to the Committee *nunc pro tunc* to June 26, 2009. *See* Docket No. 414.

### **Compensation Paid and Its Source**

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

4. Arent Fox has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Arent Fox and any other person other than the partners of Arent Fox for the sharing of compensation to be received for services rendered in these cases.

### **Time Records**

5. A copy of the time records for the Compensation Period is attached hereto as **Exhibit A**. The time records contain daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of Arent Fox’s knowledge, this Application

complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016–2, and the Professional Fee Order (defined below).

#### **Actual and Necessary Expenses**

6. A summary of the actual and necessary expenses incurred by Arent Fox during the Compensation Period is attached hereto as **Exhibit B**. While representing the Committee in these cases, Arent Fox will limit its photocopying expenses to \$.10 per page and its charges for out-going facsimile transmissions to \$1.00 per page, in accordance with the Local Rules. Actual long-distance carrier charges for outgoing facsimile transmissions are reflected in the long-distance telephone charges.

7. Regarding providers of on-line legal research (e.g., Westlaw), Arent Fox charges all of its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal Arent Fox's actual cost. Arent Fox currently is under contract to pay these providers a flat fee every month. Charging its clients the on-line providers' standard usage rates allows Arent Fox to cover adequately the monthly flat fees it must pay to these types of providers.

8. Arent Fox believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, Arent Fox believes that such charges are in accordance with the guidelines of the American Bar Association ("ABA"), as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

#### **Summary of Services Rendered**

9. The partners and associates of Arent Fox who have rendered professional services in these cases are: Christopher Giaimo, Robert Hirsh, Schuyler Carroll, Heike Vogel, Jeffrey

Rothleder, Katie Lane, Adrienne Blankley, and Andrea Campbell. Nova Constantino and Lisa Indelecato are paraprofessionals of Arent Fox who also rendered services in these cases.

10. Arent Fox, by and through the above-named persons, has prepared its retention application and has engaged in substantive negotiations with the Debtors and pre-petition lenders regarding the myriad of pleadings filed with the Court and have, advised the Committee on a regular basis with respect to various matters in connection with these cases, and performed all necessary professional services which are described and narrated in detail below.

#### **Summary of Services By Project**

11. The services rendered by Arent Fox during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on **Exhibit A**. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in **Exhibit A**.

A. Petition, Schedules, First Day Orders (01)

Fees: \$9,785.50                      Total Hours: 21.60

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

B. Case Management and Operating Reports (02)

Fees: \$5,149.00                      Total Hours: 13.20

This category includes reviewing and analyzing certain administrative motions and orders related to these cases, including but not limited to, the Professional Fee Order. Certain administrative tasks are included in this category such as coordinating attendance at the Section

341 meeting of creditors and preparing and revising the Committee Bylaws.

C. Asset Analysis and Recovery (05)

Fees: \$324.00                      Total Hours: 0.60

This category includes time spent reviewing the Debtors' assets, and analyzing the value of such assets to the estate and the value or accuracy of any liens asserted thereon.

D. Miscellaneous Motions and Objections (07)

Fees: \$5,610.50                      Total Hours: 15.20

Arent Fox reviewed all motions, responses, and proposed settlements filed by the Debtors and other parties in this proceeding, and often provided summaries of such motions to the Committee. Where necessary, and in accordance with the Committee's direction, Arent Fox negotiated the agreed-to terms with Debtors' counsel. This category also includes preparation for and attendance at all required hearings.

E. Committee and Debtor Communications, Conference (08)

Fees: \$5,144.00                      Total Hours: 10.60

The Committee and Arent Fox conducted conference calls as necessary to discuss relevant issues and decide upon strategy and courses of action with regard to the various motions and other issues in these cases. Arent Fox also fielded numerous telephone calls and emails from Committee members regarding various issues. Finally, Arent Fox corresponded with the Debtors' counsel on a number of issues, including, but not limited to, the status of DIP negotiations.

F. Professional Retention (10)

Fees: \$2,240.00                      Total Hours: 5.50

The Committee, along with Arent Fox, carefully interviewed and selected Executive

Sounding Board as the financial advisors to the Committee these cases. This category also includes time spent preparing running a connection checks and drafting an application and declaration in support of the retention of Arent Fox.

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

Fees: \$402.50                      Total Hours: 1.0

This category includes Arent Fox's initial discussions and/or negotiations regarding the Debtors' Plan and Disclosure Statement and analysis of the Committee's issues therewith.

H. Cash Collateral and DIP Financing (12)

Fees: \$18,016.50                      Total Hours: 36.30

This category includes time spent reviewing and analyzing the Debtors' DIP motion, DIP budget, and proposed credit agreement and order. It also includes extensive correspondence and negotiations between Arent Fox professionals, the Committee's financial advisors, Debtors' counsel, and the pre-petition lenders' counsel regarding the Committees' concerns with regards to the proposed DIP financing terms and order. It further includes attendance of the hearing thereon.

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

Fees: \$406.00                      Total Hours: 1.40

This category includes time spent reviewing, analyzing and summarizing for the Committee the Debtors' proposed motion and order on payment of employee wages and related issues

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

Fees: \$319.00                      Total Hours: 1.10

This category includes time spent reviewing, analyzing and summarizing for the

Committee the Debtors' motion to reject the Union Pacific lease and proposed order related thereto.

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

Fees: \$162.00 Total Hours: 0.30

This category time spent planning and/or strategizing for the Committee's investigation of the secured lender and related liens.

L. Creditor Information Sharing and 1102 Services (24)

Fees: \$261.00 Total Hours: 0.90

This category includes time spent with respect to the preparation of a motion for an order, pursuant to Sections 105(a), 1102(b)(3)(A), and 1103(c) of the Bankruptcy Code, clarifying the requirement to provide access to information for constituent creditors and setting and fixing creditor information sharing procedures and protocols.

**Valuation of Services**

12. Attorneys and paraprofessionals of Arent Fox have expended a total of 107.7 hours in connection with this matter during the Compensation Period, as follows:

<b><u>ATTORNEYS</u></b>	<b><u>HOURS</u></b>	<b><u>HOURLY RATE</u></b>
Christopher J. Giaimo	33.0	\$540
Robert M. Hirsh	7.0	\$580
Schuyler G. Carroll	0.7	\$650
Heike M. Vogel	7.9	\$480
Jeffrey Rothleder	1.5	\$445
Katie A. Lane	20.3	\$440
Adrienne W. Blankley	13.3	\$400
Andrea K. Campbell	15.3	\$290
Lisa Indelicato	3.6	\$265
Nova A. Constantino	5.0	\$265

The nature of the work performed by these persons is fully set forth in **Exhibit A**. These are

Arent Fox's normal hourly rates for work of this character. The reasonable value of the services rendered by Arent Fox to the Committee during the Compensation Period is \$47,820.50.

13. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Arent Fox is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services in other cases. Moreover, Arent Fox has reviewed the requirements of Del. Bankr. L.R. 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, Arent Fox respectfully requests that the Court authorize that for the period from June 26, 2009 through June 30, 2009, (a) an allowance be made to Arent Fox pursuant to the terms of the Professional Fee Order, with respect to the sum of \$47,820.50 as compensation for the necessary professional services rendered, and the sum of \$154.50 as reimbursement of the actual and necessary expenses, for a total of \$47,975.00; (c) for such other and further relief as this Court may deem just and proper.



Dated: August 21, 2009

BENESCH FRIEDLANDER COPLAN &  
ARONOFF, LLP

/s/ Bradford J. Sandler

Bradford J. Sandler, Esquire (No. 4142)

Jennifer R. Hoover, Esquire (No. 5111)

Jennifer E. Smith, Esquire (No. 5278)

222 Delaware Ave., Suite 801

Wilmington, DE 19801

302-442-7010 (telephone)

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[jhoover@beneschlaw.com](mailto:jhoover@beneschlaw.com)

[jsmith@beneschlaw.com](mailto:jsmith@beneschlaw.com)

-and -

ARENT FOX LLP

Christopher J. Giaimo, Jr.

Katie A. Lane

1050 Connecticut Avenue, NW

Washington DC 20036

(202) 857-6424

(202) 857-6395 (Fax)

*Counsel for the Official Committee of  
Unsecured Creditors*

## **CERTIFICATION**

I, Christopher J. Giaimo, hereby certify under the penalty of perjury under the laws of the State of Delaware that the following is true to the best of my knowledge, information and belief:

1. I am a member of the firm of Arent Fox LLP (“Arent Fox”), with offices located at 1050 Connecticut Avenue, NW, Washington DC 20036, as well as in New York, NY and Los Angeles, CA, and have been duly admitted to practice before, among others, the Southern District of New York, the District of Maryland, and have been admitted to the United States District Court for the District of Delaware *pro hac vice*.

2. This certification is submitted in support of the attached application (the “Application”) and all capitalized terms not otherwise defined herein are defined in accordance with their usage in the Application.

3. I am familiar with the legal services rendered by Arent Fox as counsel to the Committee during the Compensation Period and I am familiar with the compensation and reimbursement sought by the Application.

4. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have also reviewed Del. Bankr. LR 2016–2 and the Professional Fee Order and submit that the Application substantially complies with such Rule and Order.

Dated: August 21, 2009  
New York, New York

/s/ Christopher J. Giaimo  
Christopher J. Giaimo

# ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Building Materials Holding Corporation, et al. - Official  
Official Committee of Unsecured Creditors  
c/o Arent Fox LLP  
1050 Connecticut Avenue, NW  
Washington, DC 20036  
Attn: Christopher J. Giaimo

Invoice Number 1208223  
Invoice Date 07/31/09  
Client Number 031659

Category	Hours	Total
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FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2009		
00000 General	.00	154.50
00001 Petition, Schedules, First Day Orders	21.60	9,785.50
00002 Case Management and Operating Reports	13.20	5,149.50
00005 Asset Analysis and Recovery	.60	324.00
00007 Miscellaneous Motions and Objections	15.20	5,610.50
00008 Committee and Debtor Communications, Conference	10.60	5,144.00
00010 Professional Retention	5.50	2,240.00
00011 Plan and Disclosure Statement Matters and Solici	1.00	402.50
00012 Cash Collateral and DIP Financing	36.30	18,016.50
00013 Employee Benefits and Severance, Pensions ERISA,	1.40	406.00
00014 Real Estate and Leasing and Executory Contracts	1.10	319.00
00017 Investigation of Secured Creditor, Equipment Les	.30	162.00
00024 Creditor Information Sharing and 1102 Services	.90	261.00
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Totals	107.70	47,975.00

(00000) MATTER NUMBER  
RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

FOR CHARGES:

06/26/09	TAXICABS - KATIE LANE	20.00
	0626:PARKING/TAXI:TRAVEL DEST:	
	DELAWARE:	

<b>TOTAL FOR: TAXICABS</b>	<b>20.00</b>
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06/26/09	OUT-OF-TOWN TRANSPORTATION - KATIE	130.00
	LANE 0626:AMTRAK:TRAVEL DEST: DELAWARE	

<b>TOTAL FOR: OUT-OF-TOWN TRANSPORTATION</b>	<b>130.00</b>
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06/26/09	OUT-OF-TOWN MEALS - KATIE LANE	4.50
	0626:MEALS:TRAVEL DEST: DELAWARE	

<b>TOTAL FOR: OUT-OF-TOWN MEALS</b>	<b>4.50</b>
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CURRENT CHARGES	----- 154.50
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SUBTOTAL FOR THIS MATTER	\$154.50
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(00001) MATTER NUMBER

RE: Petition, Schedules, First Day Orders

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/26/09	NA CONSTANTINO	[Bldg. Materials]: Draft Notice of Appearance	.4	106.00
06/26/09	NA CONSTANTINO	[Bldg. Materials]: Compile substantive pleadings and prepare multiple binders	4.2	1,113.00
06/26/09	AB BLANKLEY	Begin review of first day motions.	2.4	960.00
06/26/09	RM HIRSH	(Building Materials Holding) Review/analysis docket and first day motions and interim orders (2.50); Multiple telephone conferences with C. Giamo regarding strategy (1.10).	3.6	2,088.00
06/26/09	CG GIAIMO	Meeting with Committee to discuss case issues and Committee concerns and strategy and related first day motions.	2.0	1,080.00
06/26/09	CG GIAIMO	Calls with Committee members regarding immediately pending first day matters and issues related thereto.	.8	432.00
06/27/09	CG GIAIMO	Confer with H. Blankley regarding review of first-day pleadings and strategy for same.	.3	162.00
06/27/09	KA LANE	Correspondence with H. Vogel and A. Blankely explaining status of case and regarding review of first day papers (.7).	.7	308.00
06/27/09	RM HIRSH	(Building Materials Holding) Review/analysis proposed Plan of Reorganization and Disclosure Statement.	3.5	2,030.00
06/28/09	KA LANE	Telephone call with C. Giaimo regarding DIP financing and other first day motions (.3).	.3	132.00
06/28/09	AK CAMPBELL	Review declaration in support of first day motion for background on case.	.9	261.00
06/28/09	CG GIAIMO	Confer with A. Blankley regarding issues related to first-day motions.	.3	162.00
06/29/09	CG GIAIMO	Call with A. Blankley regarding concerns with first-day motions and orders.	.5	270.00
06/29/09	KA LANE	Various correspondence with C. Giaimo and A. Campbell regarding certain first day motions (.6).	.6	264.00
06/29/09	NA CONSTANTINO	[Bldg. Materials/00002]: Setup ecf notifications in case	.3	79.50
06/30/09	NA CONSTANTINO	[Bldg. Materials/00022]: Setup ecf notifications	.1	26.50

06/30/09 JN ROTHLEDER Review first day orders including cash .7 311.50  
management and critical vendors for  
open issues and correspond with C.  
Giaimo regarding same.

CURRENT FEES

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9,785.50

TIMEKEEPER TIME SUMARY

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ROBERT HIRSH 7.1 at \$580.00 = 4,118.00  
CHRIS GIAIMO 3.9 at \$540.00 = 2,106.00  
JEFFREY ROTHLEDER .7 at \$445.00 = 311.50  
KATIE A. LANE 1.6 at \$440.00 = 704.00  
ADRIENNE W. BLANKLE 2.4 at \$400.00 = 960.00  
ANDREA K. CAMPBELL .9 at \$290.00 = 261.00  
NOVA A. CONSTANTINO 5.0 at \$265.00 = 1,325.00  
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TOTALS 21.6 9,785.50

SUBTOTAL FOR THIS MATTER

\$9,785.50

(00002) MATTER NUMBER

RE: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/26/09	AB BLANKLEY	Office conference with Andrea Campbell, David Kozlowski and Rob Hirsh re status and division of efforts on case.	.4	160.00
06/26/09	LA INDELICATO	Meet with Rob Hirsh and team regarding assignments.	.3	79.50
06/26/09	KA LANE	Return from Wilmington to Washington DC and discuss case strategy and interim orders with C. Giaimo (2.8).	2.8	1,232.00
06/26/09	AK CAMPBELL	Review docket and relevant documents to plan strategy and begin connections check.	2.5	725.00
06/26/09	AK CAMPBELL	Team meeting on case strategy.	.3	87.00
06/27/09	KA LANE	Various correspondence with C. Giaimo regarding management of case, by-laws, and establishing objection points to DIP financing (1.2).	1.2	528.00
06/28/09	KA LANE	Review Debtors' website and ascertain identities of Debtors' professionals and other salient information to create Working Group List (1.2).	1.2	528.00
06/28/09	KA LANE	Various correspondence with H. Vogel and C. Giaimo regarding concerns to address with Debtors' counsel (.5).	.5	220.00
06/29/09	CG GIAIMO	Calls with Debtors' counsel regarding confidentiality and disclosure issues and review of proposed language regarding same.	.4	216.00
06/29/09	CG GIAIMO	Review draft by-laws for Committee.	.4	216.00
06/29/09	CG GIAIMO	Review confidentiality issues regarding Debtor materials.	.2	108.00
06/29/09	CG GIAIMO	Review draft 1102 motion and forward same to Debtors' counsel.	.4	216.00
06/29/09	AK CAMPBELL	Draft committee bylaws and compare confidentiality provisions to Debtors' counsel form.	2.2	638.00
06/30/09	CG GIAIMO	Review interim compensation order.	.2	108.00
06/30/09	KA LANE	Review pro hac vice application and return same to local counsel (.2).	.2	88.00
CURRENT FEES			-----	5,149.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	1.6	at	\$540.00 =	864.00
KATIE A. LANE	5.9	at	\$440.00 =	2,596.00
ADRIENNE W. BLANKLE	.4	at	\$400.00 =	160.00
ANDREA K. CAMPBELL	5.0	at	\$290.00 =	1,450.00
LISA INDELICATO	.3	at	\$265.00 =	79.50
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TOTALS	13.2			5,149.50

SUBTOTAL FOR THIS MATTER

\$5,149.50



(00005) MATTER NUMBER

RE: Asset Analysis and Recovery

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/30/09	CG GIAIMO	Confer with R. Hirsh regarding sale of insurance policies and potential liens thereon.	.3	162.00
06/30/09	CG GIAIMO	Discussions with estate professionals regarding life insurance policies.	.3	162.00

CURRENT FEES

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324.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.6	at \$540.00 =	324.00
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TOTALS	0.6		324.00

SUBTOTAL FOR THIS MATTER

\$324.00

(00007) MATTER NUMBER

RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/26/09	LA INDELICATO	Retrieve miscellaneous pleadings requested by Adrienne Blankley.	.3	79.50
06/27/09	CG GIAIMO	Confer with A. Campbell regarding review of certain pleadings for review and analysis.	.3	162.00
06/28/09	AK CAMPBELL	Review and summarize motion/final order related to Debtors' customer programs and warranties; review correspondence re: the same.	1.3	377.00
06/28/09	AB BLANKLEY	Review of motion and order for payment of foreign vendors.	.7	280.00
06/28/09	AB BLANKLEY	Review of motion, order and vendor agreement for payment of critical vendors.	1.7	680.00
06/28/09	AB BLANKLEY	Review of motion and order for administrative consolidation.	.3	120.00
06/28/09	AB BLANKLEY	Review of debtors' motion for authority to continue use of existing cash management system.	1.3	520.00
06/29/09	AB BLANKLEY	Follow up with Chris Giaimo re motions reviewed and potential issues re same.	.4	160.00
06/29/09	AB BLANKLEY	Arrange for calendaring of relevant dates and ECF notification for members of team.	.2	80.00
06/29/09	AB BLANKLEY	Draft memorandum to committee detailing all important motions filed to date and related review of motions.	5.9	2,360.00
06/29/09	LA INDELICATO	Review and update binders of first day motions, DIP financing documents and Plan & Disclosure Statement and forward to Rob Hirsh.	.8	212.00
06/30/09	AK CAMPBELL	Review omnibus procedures motion and order and draft summary of the same.	1.2	348.00
06/30/09	AK CAMPBELL	Review and summarize Debtors' insurance motion, interim and final orders.	.8	232.00

CURRENT FEES

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5,610.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.3	at	\$540.00 =	162.00
ADRIENNE W. BLANKLE	10.5	at	\$400.00 =	4,200.00
ANDREA K. CAMPBELL	3.3	at	\$290.00 =	957.00
LISA INDELICATO	1.1	at	\$265.00 =	291.50
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TOTALS	15.2			5,610.50

SUBTOTAL FOR THIS MATTER

\$5,610.50

(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/26/09	CG GIAIMO	Calls with Debtors' counsel regarding pending first day motions and hearing dates and open issues.	.4	216.00
06/26/09	KA LANE	Various calls and correspondence with Committee Members regarding formation and their duties on Committee (.6).	.6	264.00
06/26/09	KA LANE	Meetings with proxies and Committee member following appointment as counsel to Committee (2.3).	2.3	1,012.00
06/28/09	KA LANE	Telephone call with Debtors' professionals and C. Giaimo to discuss issues with DIP and to plan meeting to exchange information (.6).	.6	264.00
06/28/09	CG GIAIMO	Emails with Committee members regarding status of discussions and conference calls regarding DIP financing and related issues.	.2	108.00
06/29/09	CG GIAIMO	Confer with K. Lane regarding communications with Committee and call with Debtors to discuss open matters.	.3	162.00
06/29/09	CG GIAIMO	Emails to Committee regarding call-agenda and forwarding of financial advisor materials.	.3	162.00
06/29/09	CG GIAIMO	Participate in conference call with Committee regarding first-day motions, bylaws, DIP and strategy issues and financial advisor selections.	1.1	594.00
06/29/09	CG GIAIMO	Emails to Committee members attaching bylaws.	.1	54.00
06/29/09	KA LANE	Telephone call with the Members of the Committee regarding appointment and first day motions (1.0).	1.0	440.00
06/30/09	KA LANE	Prepare minutes of Committee meeting (.4).	.4	176.00
06/30/09	KA LANE	Various correspondence with Committee members regarding status of case (.6).	.6	264.00
06/30/09	KA LANE	Telephone call with Committee member R. Garcia regarding pending motions (.3).	.3	132.00
06/30/09	CG GIAIMO	Calls with Committee regarding negotiations of DIP order and related matters.	.3	162.00
06/30/09	CG GIAIMO	Email discussions among estate professionals regarding status of DIP negotiations.	.7	378.00

06/30/09	CG	GIAIMO	Participate in Debtors' Committee presentation and follow-up discussions regarding same.	1.3	702.00
06/30/09	CG	GIAIMO	Review Committee correspondence regarding Debtor presentation.	.1	54.00

CURRENT FEES

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5,144.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	4.8	at	\$540.00 =	2,592.00
KATIE A. LANE	5.8	at	\$440.00 =	2,552.00
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TOTALS	10.6			5,144.00

SUBTOTAL FOR THIS MATTER

\$5,144.00

(00010) MATTER NUMBER

RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/26/09	LA INDELICATO	Call and emails with Rob Hirsh regarding retention application and connections search.	.2	53.00
06/26/09	CG GIAIMO	Meeting with Committee to discuss selection of financial advisors.	.5	270.00
06/26/09	CG GIAIMO	Review Building Materials connections issues for retention purposes and emails regarding same.	.5	270.00
06/26/09	CG GIAIMO	Email exchanged with interested financial advisors.	.3	162.00
06/28/09	CG GIAIMO	Emails to proposed financial advisors regarding pitch materials and presentations.	.3	162.00
06/29/09	CG GIAIMO	Emails with financial advisors regarding pitches to Committee.	.4	216.00
06/29/09	CG GIAIMO	Review issues regarding connections and related disclosure issues.	.3	162.00
06/29/09	AK CAMPBELL	Review schedules/creditor list and correspond re: connections checks; correspond re: first connection check.	2.1	609.00
06/30/09	AK CAMPBELL	Correspond with C. Giaimo, J. Hranicky, and K. Knight re: status of connections checks; begin to draft supplement re: the same.	.6	174.00
06/30/09	CG GIAIMO	Review connections information for retention disclosure requirements.	.3	162.00

CURRENT FEES

2,240.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	2.6	at	\$540.00 =	1,404.00
ANDREA K. CAMPBELL	2.7	at	\$290.00 =	783.00
LISA INDELICATO	.2	at	\$265.00 =	53.00
	----			-----
TOTALS	5.5			2,240.00

SUBTOTAL FOR THIS MATTER

\$2,240.00

(00011) MATTER NUMBER

RE: Plan and Disclosure Statement Matters and  
Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
06/26/09	LA INDELICATO	Retrieve Plan and Disclosure Statement for Rob Hirsh.	.5	132.50
06/30/09	CG GIAIMO	Discussions with estate professionals regarding meeting to discuss plan.	.3	162.00
06/30/09	CG GIAIMO	Confer with K. Lane regarding research into plan classification issues.	.2	108.00
			-----	
CURRENT FEES				402.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.5	at \$540.00 =	270.00
LISA INDELICATO	.5	at \$265.00 =	132.50
		----	-----
TOTALS	1.0		402.50

SUBTOTAL FOR THIS MATTER

\$402.50

(00012) MATTER NUMBER

RE: Cash Collateral and DIP Financing

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
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06/26/09	LA INDELICATO	Prepare binder of DIP financing documents.	1.2	318.00
06/26/09	LA INDELICATO	Retrieve DIP Motion for Heike Vogel.	.3	79.50
06/26/09	CG GIAIMO	Discussions with K. Lane regarding DIP financing issues and objections and matters related thereto.	.4	216.00
06/26/09	CG GIAIMO	Calls with counsel for Wells Fargo regarding DIP financing hearing and issues regarding continuance.	.3	162.00
06/26/09	HM VOGEL	Correspondence with Chris Giaimo and Katie Lane re DIP financing and begin to review and analyze DIP motion.	1.6	768.00
06/26/09	KA LANE	Conferences with J. Fox and D. Kerrigan at ESB regarding financial analysis of Debtors' budget (.7).	.7	308.00
06/27/09	KA LANE	Review Motion for DIP Financing and related papers and establish objection points (1.3).	1.3	572.00
06/27/09	HM VOGEL	Correspondence with Katie Lane and Chris Giaimo re pertinent points outline of DIP and first draft of DIP objection, if necessary.	.3	144.00
06/27/09	CG GIAIMO	Confer with H. Vogel regarding review of DIP motion and outline of possible objections thereto.	.4	216.00
06/27/09	CG GIAIMO	[Builder] Emails and calls with Debtors' counsel regarding DIP financing and hearing on same.	.5	270.00
06/28/09	CG GIAIMO	Review and analysis of DIP financing provisions and analysis of interim order and Credit Agreement and prepare for call with Debtors.	2.6	1,404.00
06/28/09	CG GIAIMO	Internal analysis concerning DIP financing terms with H. Vogel and K. Lane.	.5	270.00
06/28/09	CG GIAIMO	Call with Debtors' counsel and advisors regarding Committee concerns with DIP financing terms.	.9	486.00
06/28/09	CG GIAIMO	Review and revise terms of interim DIP order and consideration of issues related thereto.	.6	324.00
06/28/09	HM VOGEL	Continue review and analysis of DIP motion.	.6	288.00
06/28/09	HM VOGEL	Review and analyze proposed credit agreement and DIP budget.	1.7	816.00



06/28/09	HM	VOGEL	Review and analyze interim DIP order in preparation of drafting outline of pertinent issues.	.8	384.00
06/28/09	HM	VOGEL	Draft, review and revise outline of pertinent points of DIP financing for Chris Giaimo and multiple correspondence with Chris Giaimo re same.	1.9	912.00
06/28/09	KA	LANE	Telephone call with H. Vogel to discuss our concerns about the DIP financing (.7).	.7	308.00
06/29/09	KA	LANE	Review changes to proposed DIP Order (.8).	.8	352.00
06/29/09	JN	ROTHLEDER	Analyze financial advisor presentations.	.8	356.00
06/29/09	HM	VOGEL	Follow up correspondence with Chris Giaimo re DIP termination and review of DIP order and credit agreement with respect to same.	.4	192.00
06/29/09	HM	VOGEL	Review and analyze DIP budget and provisions in credit agreement with regard to budget going forward and professional fees and preparation of summary re same for Chris Giaimo.	.6	288.00
06/29/09	SG	CARROLL	Telephone calls and e-mails with Chris Giaimo re strategy in relation to proposed DIP financing.	.7	455.00
06/29/09	CG	GIAIMO	Continued analysis of DIP agreement, terms of order and issues related to troubling provisions.	1.6	864.00
06/29/09	CG	GIAIMO	Review Texas DIP objection and communications with Debtors' counsel regarding reconciliation thereof.	.6	324.00
06/29/09	CG	GIAIMO	Conference call with Debtors' counsel and counsel to Wells Fargo and professionals regarding revisions to DIP to resolve Committee concerns.	1.3	702.00
06/29/09	CG	GIAIMO	Review and analyze revisions to Final DIP order and emails with counsel regarding negotiations of same.	.9	486.00
06/29/09	CG	GIAIMO	Review and revise proposed DIP order for purposes of negotiation.	1.8	972.00
06/29/09	CG	GIAIMO	Call with Debtors' counsel regarding DIP order and issues related to Lender interests and strategy.	.4	216.00
06/29/09	CG	GIAIMO	Continued negotiations of DIP order with Lender's counsel by email.	.6	324.00
06/29/09	CG	GIAIMO	Confer with Les Jacobowitz regarding Credit Agreement and analysis of same and DIP issues.	.3	162.00
06/29/09	CG	GIAIMO	Continued revisions and analysis of DIP order and agreement and confer with H. Vogel regarding same.	.8	432.00

06/30/09	CG	GIAIMO	Continued analysis of DIP agreement and order terms and discussions with financial advisors and H. Vogel regarding same.	.5	270.00
06/30/09	CG	GIAIMO	Negotiations with lenders' counsel regarding DIP order.	1.8	972.00
06/30/09	CG	GIAIMO	Review and revise final DIP order.	.6	324.00
06/30/09	CG	GIAIMO	Email discussions with Debtors' counsel and Lenders' counsel and negotiations of final DIP order.	.6	324.00
06/30/09	CG	GIAIMO	Confer with B. Sandler regarding hearing on DIP motion.	.2	108.00
06/30/09	CG	GIAIMO	Confer with L. Jacobowitz regarding DIP Credit Agreement analysis and emails with D. Kerrigan regarding same.	.2	108.00
06/30/09	KA	LANE	Review and revise final DIP order (2.6).	2.6	1,144.00
06/30/09	KA	LANE	Various correspondence with C. Giaimo regarding upcoming DIP hearing and remaining issues with DIP order (.9).	.9	396.00

CURRENT FEES

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18,016.50

TIMEKEEPER TIME SUMMARY

SCHUYLER CARROLL	.7	at	\$650.00 =	455.00
CHRIS GIAIMO	18.4	at	\$540.00 =	9,936.00
HEIKE M. VOGEL	7.9	at	\$480.00 =	3,792.00
JEFFREY ROTHLEDER	.8	at	\$445.00 =	356.00
KATIE A. LANE	7.0	at	\$440.00 =	3,080.00
LISA INDELICATO	1.5	at	\$265.00 =	397.50
	----			-----
TOTALS	36.3			18,016.50

SUBTOTAL FOR THIS MATTER

\$18,016.50

(00013) MATTER NUMBER

RE: Employee Benefits and Severance, Pensions ERISA,  
Labor

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
06/30/09	AK CAMPBELL	Review motion, interim order and final order on wages and draft summary of the same.	1.4	406.00

CURRENT FEES

-----  
406.00

TIMEKEEPER TIME SUMARY

ANDREA K. CAMPBELL	1.4	at \$290.00 =	406.00
	----		-----
TOTALS	1.4		406.00

SUBTOTAL FOR THIS MATTER

\$406.00

(00014) MATTER NUMBER

RE: Real Estate and Leasing and Executory Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
06/30/09	AK CAMPBELL	Review motion and order to reject Union Pacific lease and draft summary of the same.	1.1	319.00

CURRENT FEES

-----  
319.00

TIMEKEEPER TIME SUMARY

ANDREA K. CAMPBELL	1.1	at \$290.00 =	319.00
	---		-----
TOTALS	1.1		319.00

SUBTOTAL FOR THIS MATTER

\$319.00

(00017) MATTER NUMBER

RE: Investigation of Secured Creditor, Equipment Lessors

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
06/30/09	CG GIAIMO	Strategy with K. Lane regarding Lender lien investigation and issues related thereto.	.3	162.00

CURRENT FEES

-----  
162.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.3	at \$540.00 =	162.00
	----		-----
TOTALS	0.3		162.00

SUBTOTAL FOR THIS MATTER

\$162.00

(00024) MATTER NUMBER

RE: Creditor Information Sharing and 1102 Services

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JUNE 30, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
06/29/09	AK CAMPBELL	Draft 1102(b)(3) creditor sharing motion and order.	.9	261.00

CURRENT FEES

-----  
261.00

TIMEKEEPER TIME SUMMARY

ANDREA K. CAMPBELL	.9	at \$290.00 =	261.00
	----		-----
TOTALS	0.9		261.00

SUBTOTAL FOR THIS MATTER

\$261.00

SUMMARY OF CHARGES

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TOTAL FOR: TAXICABS	20.00
TOTAL FOR: OUT-OF-TOWN TRANSPORTATION	130.00
TOTAL FOR: OUT-OF-TOWN MEALS	4.50

	Area of Expertise, Year Admitted	Hours	Rate (\$)	Amount (\$)
<b>PARTNER</b>				
SCHUYLER CARROLL	BR, 1993 (NY)	.70	650.00	455.00
ROBERT HIRSH	BR, 1998 (NY & NJ)	7.10	580.00	4,118.00
CHRIS GLAIMO	BR, 1995 (NY), 1998 (DC, MD)	33.00	540.00	17,820.00
<b>ASSOCIATES</b>				
HEIKE M. VOGEL	BR, 2000 (NJ), 2001 (NY)	7.90	480.00	3,792.00
JEFFREY ROTHLEDER	BR, 2002 (MD)	1.50	445.00	667.50
KATIE A. LANE		20.30	440.00	8,932.00
ADRIENNE W. BLANKLEY	BR, 2005 (NY)	13.30	400.00	5,320.00
ANDREA K. CAMPBELL	RE, 2008 (FL)	15.30	290.00	4,437.00
<b>PARAPROFESSIONALS</b>				
LISA INDELICATO	BR	3.60	265.00	954.00
NOVA A. CONSTANTINO		5.00	265.00	1,325.00
		<b>107.70</b>		<b>47,820.50</b>

**Blended Rate: 444.02**

BF: Banking and Finance  
BR: Bankruptcy and Reorganization  
CORP: Corporate  
EMPL: Employment Law  
HEALTH: Health Law  
INTL: International Law  
LDR: Litigation Dispute Resolution  
RE: Real Estate





CURRENT CHARGES FOR ALL MATTERS	154.50
CURRENT FEES FOR ALL MATTERS	47,820.50
TOTAL AMOUNT OF THIS INVOICE	\$47,975.00 =====
REMAINING RETAINER BALANCE:	\$ .00

# ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Building Materials Holding Corporation, et al. - Official  
Official Committee of Unsecured Creditors  
c/o Arent Fox LLP  
1050 Connecticut Avenue, NW  
Washington, DC 20036  
Attn: Christopher J. Giaimo

Invoice Number 1208223  
Invoice Date 07/31/09  
Client Number 031659

-----

- - REMITTANCE COPY - -

PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$47,975.00

PLEASE REMIT PAYMENT BY CHECK TO THE FOLLOWING ADDRESS:

Arent Fox LLP  
P.O. Box 758670  
Baltimore, Maryland 21275

WIRING INSTRUCTIONS (if applicable):

Bank: Wachovia Bank, NA  
Address: Roanoke, VA  
ABA#: 051400549  
SWIFT CODE: PNBPU33 (for international use)  
Account #: 2065204060070  
Beneficiary Name: Arent Fox LLP  
Beneficiary Address: 1050 Connecticut Ave., NW  
Washington, DC 20036

Please reference the following:

Client # 031659  
Client Name Building Materials Holding Corporation, et al. - O  
Invoice Number 1208223

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----	X	
In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
	:	
-----	X	

**CERTIFICATE OF SERVICE**

I, Bradford J. Sandler, Esquire, hereby certify that on August 21, 2009, a true and correct copy of the foregoing document was served via overnight delivery, postage prepaid, upon all parties on the attached list.

Dated: August 21, 2009

BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP

By: /s/ Bradford J. Sandler  
Bradford J. Sandler, Esquire (No. 4142)  
222 Delaware Ave., Suite 801  
Wilmington, DE 19809  
302-442-7010 (telephone)  
302-442-7012 (facsimile)  
[bsandler@beneschlaw.com](mailto:bsandler@beneschlaw.com)

Counsel to the Official Committee of Unsecured  
Creditors

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

Gibson, Dunn & Crutcher LLP  
Attn: Michael A. Rosenthal and Matthew K. Kelsey  
200 Park Avenue  
New York, NY 10166

Office of the United States Trustee  
Attn: Joseph McMahon  
844 King Street  
Suite 2207  
Wilmington, DE 19801

Young Conaway Stargatt & Taylor, LLP  
Attn: Sean M. Beach and Robert F. Poppiti, Jr.  
The Brandywine Building  
1000 West Street  
17<sup>th</sup> Floor  
Wilmington, DE 19801

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

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

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

**VERIFIED SECOND MONTHLY APPLICATION  
OF ARENT FOX LLP FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD FROM JULY 1, 2009 THROUGH JULY 31 2009**

Name of Applicant: Arent Fox LLP

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

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

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

Amount of Compensation sought as actual, reasonable, and necessary: \$216,997.50

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$4,989.44

This is a(n): ☒ monthly ☐ interim ☐ final application

<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).

**PREVIOUS FEE APPLICATIONS**

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

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

**ARENT FOX LLP'S PROFESSIONALS**

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

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



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

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

**Blended Rate: \$485.02<sup>1</sup>**

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

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

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Petition, Schedules, First Day Orders (01)	35.20	\$12,475.00
Case Management and Operating Expenses (02)	9.30	\$4,304.50
Corporate and Business Matters (03)	0.20	\$112.00
Sale and Disposition of Assets (04)	1.60	\$810.50
Asset Analysis and Recovery (05)	1.20	\$721.00
Claims Administration and Objections (06)	4.50	\$2,068.00
Miscellaneous Motions and Objections (07)	52.40	\$24,891.00
Committee and Debtor Communications (08)	77.60	\$40,097.50
Adversary Proceedings (09)	0.00	\$0.00
Professional Retention (10)	25.40	\$8,697.00
Plan and Disclosure Statement Matters (11)	119.50	\$64,161.50
Cash Collateral and DIP Financing (12)	12.40	\$6,378.00
Employee Benefits and Severance, Pensions (13)	5.70	\$3,100.00
Real Estate and Leasing and Executory Contracts (14)	16.70	\$7,724.00
Creditor Inquiries (15)	4.50	\$2,396.50
Automatic Stay and Section 362 and 363 Matters (16)	0.00	\$0.00
Investigation of Secured Creditor, Equipment Lessors (17)	80.80	\$38,837.00
Utilities and Regulatory Matters (18)	0.4	\$224.00
Chapter 5 Litigation, Collection and Investigation (19)	0.00	\$0.00
Contracts (20)	0.00	\$0.00
Tax (21)	0.00	\$0.00
Fee Applications (22)	0.00	\$0.00
Environmental Matters (23)	0.00	\$0.00
Creditor Information Sharing and 1102 Services (24)	0.00	\$0.00
<b>TOTALS</b>	<b>447.40</b>	<b>\$216,997.50</b>

**EXPENSE SUMMARY**  
**JULY 1, 2009 THROUGH JULY 31, 2009**

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

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

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

**VERIFIED SECOND MONTHLY APPLICATION OF  
ARENT FOX LLP FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR THE PERIOD FROM JULY 1, 2009 THROUGH JULY 31, 2009**

Arent Fox LLP (“Arent Fox”) hereby files its Verified Second Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee (the “Committee”) of Unsecured Creditors of Building Materials Holding Corporation., *et al.* (collectively, “the Debtors”) for the Period from July 1, 2009 through July 31, 2009 (the “Application”) and respectfully states:

**Fees and Expenses for Which Allowance is Sought**

1. Arent Fox makes this Application pursuant to Sections 330 and 331 of Title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Local Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and this Court’s administrative order establishing procedures for interim compensation and reimbursement of expenses of professionals, dated July 16, 2009 (the “Professional Fee Order”).

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

### **Background**

3. On June 16, 2009, each of the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors remain in possession of their assets as debtors-in-possession pursuant to Section 1107 and 1108 of the Bankruptcy Code.

4. On June 26, 2009, the Office of the United States Trustee appointed the Committee. *See* Docket No. 108. On that same day, the Committee elected to retain Arent Fox as counsel, subject to approval by this Court. On July 10, 2009, the Court approved the retention of Arent Fox as counsel to the Committee *nunc pro tunc* to June 26, 2009. *See* Docket No. 414.

### **Compensation Paid and Its Source**

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

6. Arent Fox has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Arent Fox and any other person other than the partners of Arent Fox for the sharing of compensation to be received for services rendered in these cases.

### **Time Records**

7. A copy of the time records for the Compensation Period is attached hereto as **Exhibit A**. The time records contain daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of Arent Fox's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines adopted by the Office of the United States Trustee, Local Rule 2016-2, and the Professional Fee Order.

### **Actual and Necessary Expenses**

8. A summary of the actual and necessary expenses incurred by Arent Fox during the Compensation Period is also contained in **Exhibit A**. While representing the Committee in these cases, Arent Fox will limit its photocopying expenses to \$.10 per page and its charges for out-going facsimile transmissions to \$1.00 per page, in accordance with the Local Rules. Actual long-distance carrier charges for outgoing facsimile transmissions are reflected in the long-distance telephone charges.

9. Regarding providers of on-line legal research (e.g., Westlaw), Arent Fox charges all of its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal Arent Fox's actual cost. Arent Fox currently is under contract to pay these providers a flat fee every month. Charging its clients the on-line providers' standard usage rates allows Arent Fox to cover adequately the monthly flat fees it must pay to these types of providers.

10. Arent Fox believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, Arent Fox believes that such charges are in accordance with the guidelines of the American Bar Association ("ABA"), as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and

other charges.

### **Summary of Services Rendered**

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

12. Arent Fox, by and through the above-named persons, has prepared its retention application and has engaged in substantive negotiations with the Debtors and pre-petition lenders regarding the myriad of pleadings filed with the Court and has advised the Committee on a regular basis with respect to various matters in connection with these cases, and performed all necessary professional services which are described and narrated in detail below.

### **Summary of Services By Project**

13. The services rendered by Arent Fox during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on **Exhibit A**. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in **Exhibit A**.

A. **Petition, Schedules, First Day Orders (01)**

Fees: \$12,475.00

Total Hours: 35.20

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



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

B. Case Management and Operating Reports (02)

Fees: \$4,304.50                      Total Hours: 9.30

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

C. Corporate and Business Matters (03)

Fees: \$112.00                      Total Hours: 0.20

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

D. Sale and Disposition of Assets (04)

Fees: \$810.50                      Total Hours: 1.60

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

E. Asset Analysis and Recovery (05)

Fees: \$721.00                      Total Hours: 1.20

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

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

F. Claims Administration and Objections (06)

Fees: \$2,068.00                      Total Hours: 4.50

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

G. Miscellaneous Motions and Objections (07)

Fees: \$24,891.00                      Total Hours: 52.40

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

H. Committee and Debtor Communications, Conferences (08)

Fees: \$40,097.50                      Total Hours: 77.60

The Committee and Arent Fox conducted conference calls as necessary to discuss relevant issues and decide upon strategy and courses of action with regard to the various motions and other issues in these cases. Arent Fox also fielded numerous telephone calls and emails from

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

I. Professional Retention (10)

Fees: \$8,697.00                      Total Hours: 25.40

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

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

Fees: \$64,161.50                      Total Hours: 119.50

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

K. Cash Collateral and DIP Financing (12)

Fees: \$6,378.00 Total Hours: 12.40

This category includes time spent reviewing and analyzing the Debtors' DIP motion, DIP budget, and proposed credit agreement and order. It also includes extensive correspondence and negotiations between Arent Fox professionals, the Committee's financial advisors, Debtors' counsel, and the pre-petition lenders' counsel regarding the Committees' concerns with regards to the proposed DIP financing terms and order. Finally, time in this category includes preparation for and attendance of the final DIP hearing.

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

Fees: \$3,100.00 Total Hours: 5.70

This category includes time spent reviewing, analyzing and summarizing for the Committee the Debtors' proposed motion and order on payment of employee wages and related issues. It also includes analysis of various class action issues.

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

Fees: \$7,724.00 Total Hours: 16.70

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

N. Creditor Inquiries (15)

Fees: \$2,396.50 Total Hours: 4.50

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

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

Fees: \$38,837.00 Total Hours: 80.80

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

P. Utilities and Regulatory Matters (18)

Fees: \$224.00 Total Hours: 0.40

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

**Valuation of Services**

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

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

The nature of the work performed by these persons is fully set forth in **Exhibit A**. These are

Arent Fox's normal hourly rates for work of this character. The reasonable value of the services rendered by Arent Fox to the Committee during the Compensation Period is \$216,997.50.

15. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Arent Fox is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services in other cases. Moreover, Arent Fox has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with that Rule.

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

Dated: Washington, DC  
September 18, 2009

Benesch Friedlander Coplan & Aronoff, LLP

/s/ Bradford J. Sandler  
Bradford J. Sandler, Esquire (No. 4142)  
Jennifer R. Hoover, Esquire (No. 5111)  
Jennifer E. Smith, Esquire (No. 5278)  
222 Delaware Ave., Suite 801  
Wilmington, DE 19801  
302-442-7010 (telephone)  
302-442-7012 (facsimile)  
bsandler@beneschlaw.com

-and -

ARENT FOX LLP  
Christopher J. Giaimo, Jr.  
Katie A. Lane  
1050 Connecticut Avenue, NW  
Washington DC 20036  
(202) 857-6424  
(202) 857-6395 (Fax)

*Counsel for the Official Committee of  
Unsecured Creditors*

## CERTIFICATION

I, Christopher J. Giaimo, hereby certify under the penalty of perjury under the laws of the State of Delaware that the following is true to the best of my knowledge, information and belief:

1. I am a member of the firm of Arent Fox LLP (“Arent Fox”), with offices located at 1050 Connecticut Avenue, NW, Washington DC 20036, as well as in New York, NY and Los Angeles, CA, and have been duly admitted to practice before, among others, the Southern District of New York, the District of Maryland, and have been admitted to the United States District Court for the District of Delaware *pro hac vice*.

2. This certification is submitted in support of the attached application (the “Application”) and all capitalized terms not otherwise defined herein are defined in accordance with their usage in the Application.

3. I am familiar with the legal services rendered by Arent Fox as counsel to the Committee during the Compensation Period and I am familiar with the compensation and reimbursement sought by the Application.

4. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have also reviewed Del. Bankr. LR 2016-2 and the Professional Fee Order and submit that the Application substantially complies with such Rule and Order.

Dated: September 18, 2009  
Washington, DC

/s/ Christopher J. Giaimo  
Christopher J. Giaimo



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

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

**NOTICE OF SECOND MONTHLY FEE APPLICATION**

TO: (I) THE DEBTORS; (II) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; AND (III) ALL PARTIES WHO HAVE FILED AND SERVED REQUESTS FOR NOTICE PURSUANT TO BANKRUPTCY RULE 2002.

PLEASE TAKE NOTICE that on September 18, 2009, Arent Fox LLP, counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors (the “Debtors”) filed the attached **Second Monthly Application of Arent Fox LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from July 1, 2009 through July 31, 2009** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Court”), seeking an allowance of fees in the amount of \$216,997.50 and reimbursement of expenses in the amount of \$4,989.44.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with this Court’s administrative order establishing procedures for interim compensation and reimbursement of expenses of professionals, dated July 16, 2009 [Docket No. 201] (the “Professional Fee Order”), and must be filed with the Clerk of the United

States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, and be served upon and received by (i) the Debtors, Building Materials Holding Corporation, 720 Park Boulevard, Suite 200, Boise, Idaho, 83712, Attn: Paul S. Street; (ii) counsel to the Debtors, (a) Gibson, Dunn & Crutcher, LLP, 200 Park Avenue, New York, New York, 10166, Attn: Michael A. Rosenthal and Matthew K. Kelsey, (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17<sup>th</sup> Floor, Wilmington, Delaware, 19801, Attn: Sean M. Beach and Robert F. Poppiti, Jr.; (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2270, Lockbox 35, Wilmington, Delaware, 19801, Attn: Joseph McMahon; (iv) counsel for Official Committee of Unsecured Creditors, (a) Arent Fox LLP, 1050 Connecticut Avenue, NW, Washington DC, 20036, Attn: Christopher J. Giaimo and Katie A. Lane, (b) Benesch, Friedlander, Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware, 19801, Attn: Bradford J. Sandler; and (v) Paul, Hastings, Janofsky, & Walker LLP, 55 Second Street, Twenty Fourth Floor, San Francisco, California, 94105, Attn: Kevin B. Fisher, by no later than **October 5, 2009 at 4:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served, and received, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Professional Fee Order, if no objection to the Application is timely filed, served, and received by the Objection Deadline, the Applicant may be paid an amount equal to the lesser of (i) 80% of the fees and 100% of

expenses requested in the Application, or (ii) 80% of the fees and 100% of the expenses not subject to an objection, without the need for further order of the Bankruptcy Court.

Dated: Washington, DC  
September 18, 2009

Benesch Friedlander Coplan & Aronoff, LLP

/s/ Bradford J. Sandler  
Bradford J. Sandler, Esquire (No. 4142)  
Jennifer R. Hoover, Esquire (No. 5111)  
Jennifer E. Smith, Esquire (No. 5278)  
222 Delaware Ave., Suite 801  
Wilmington, DE 19801  
302-442-7010 (telephone)  
302-442-7012 (facsimile)  
bsandler@beneschlaw.com

-and -

ARENT FOX LLP  
Christopher J. Giaimo, Jr.  
Katie A. Lane  
1050 Connecticut Avenue, NW  
Washington DC 20036  
(202) 857-6424  
(202) 857-6395 (Fax)

*Counsel for the Official Committee of  
Unsecured Creditors*

# ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Building Materials Holding Corporation, et al. - Official  
Official Committee of Unsecured Creditors  
c/o Arent Fox LLP  
1050 Connecticut Avenue, NW  
Washington, DC 20036  
Attn: Christopher J. Giaimo

Invoice Number 1212983  
Invoice Date 09/11/09  
Client Number 031659

Category	Hours	Total
-----		
FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY 31, 2009		
00000 General	.00	4,989.44
00001 Petition, Schedules, First Day Orders	35.20	12,475.00
00002 Case Management and Operating Reports	9.30	4,304.50
00003 Corporate and Business Matters	.20	112.00
00004 Sale and Disposition of Assets	1.60	810.50
00005 Asset Analysis and Recovery	1.20	721.00
00006 Claims Administration and Objections	4.50	2,068.00
00007 Miscellaneous Motions and Objections	52.40	24,891.00
00008 Committee and Debtor Communications, Conference	77.60	40,097.50
00010 Professional Retention	25.40	8,697.00
00011 Plan and Disclosure Statement Matters and Solici	119.50	64,161.50
00012 Cash Collateral and DIP Financing	12.40	6,378.00
00013 Employee Benefits and Severance, Pensions ERISA,	5.70	3,100.00
00014 Real Estate and Leasing and Executory Contracts	16.70	7,724.00
00015 Creditor Inquiries	4.50	2,396.50
00017 Investigation of Secured Creditor, Equipment Les	80.80	38,837.00
00018 Utilities and Regulatory Matters	.40	224.00
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Totals	447.40	221,986.94

(00000) MATTER NUMBER  
RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

FOR CHARGES:

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

**TOTAL FOR: PHONE CHARGES 30.29**

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

	at 16:51 hrs	
07/23/09	DUPLICATING SUMMARY User Duplicate Duplication copied 311 on 07/23/2009 at 12:08 hrs	31.10
07/23/09	DUPLICATING SUMMARY User Denise Newman copied 177 on 07/23/2009 at 11:35 hrs	17.70
07/24/09	DUPLICATING SUMMARY User Denise Newman copied 15 on 07/24/2009 at 12:13 hrs	1.50
07/28/09	DUPLICATING SUMMARY User Duplicate Duplication copied 963 on 07/28/2009 at 14:21 hrs	96.30
07/28/09	DUPLICATING SUMMARY User Duplicate Duplication copied 3098 on 07/28/2009 at 13:00 hrs	309.80
07/28/09	DUPLICATING SUMMARY User Duplicate Duplication copied 933 on 07/28/2009 at 12:44 hrs	93.30
07/28/09	DUPLICATING SUMMARY User Emily Williams copied 246 on 07/28/2009 at 12:06 hrs	24.60

**TOTAL FOR: DUPLICATING SUMMARY 2,468.80**

07/31/09	WESTLAW User: RICHARDSON, RACHEL	19.04
07/31/09	WESTLAW User: RICHARDSON, RACHEL	31.73

**TOTAL FOR: WESTLAW 50.77**

07/28/09	PRINTING/BINDING	1.00
07/28/09	PRINTING/BINDING	2.00

**TOTAL FOR: PRINTING/BINDING 3.00**

07/01/09	PARKING AND/OR MILEAGE - CHRISTOPHER GIAIMO 0701:MILEAGE:60MILES:TRAVEL DEST: WILMINGTON, DE	33.00
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**TOTAL FOR: PARKING AND/OR MILEAGE 33.00**

07/06/09	OVERTIME MEALS & CABS - ADRIENNE BLANKLEY 0706:CAB HOME LATE	8.25
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**TOTAL FOR: OVERTIME MEALS & CABS 8.25**

07/16/09	TAXICABS - KATIE LANE 0716:MEALS: DELAWARE	2.08
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07/16/09	TAXICABS - KATIE LANE 0716:PARKING/TAXI: DELAWARE	28.00
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07/01/09	TAXICABS - CHRISTOPHER GIAIMO 0701:PARKING/TAXI:TRAVEL DEST: WILMINGTON, DE	7.00
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07/07/09	TAXICABS - CHRISTOPHER GIAIMO 0707:PARKING/TAXI:TRAVEL DEST: NEW YORK	117.52
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07/01/09	TAXICABS - KATIE LANE	24.00
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07/06/09 0701:PARKING/TAXI:TRAVEL DEST: DELAWARE  
TAXICABS - KATIE LANE 19.08  
0706-0707:PARKING/TAXI:TRAVEL DEST:  
DELAWARE

**TOTAL FOR: TAXICABS 197.68**

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

**TOTAL FOR: MEALS 357.92**

07/01/09 OUT-OF-TOWN TRANSPORTATION - KATIE 229.00  
LANE 0701:AMTRAK:TRAVEL DEST: DELAWARE

07/06/09 OUT-OF-TOWN TRANSPORTATION - KATIE 310.00  
LANE 0706:AMTRAK;TRAVEL DEST: DELAWARE

07/01/09 OUT-OF-TOWN TRANSPORTATION - 165.00  
CHRISTOPHER GIAIMO 0701:AMTRAK:TRVEL  
DEST: WILMINGTON, DE-HEARING

07/06/09 OUT-OF-TOWN TRANSPORTATION - 369.20  
CHRISTOPHER GIAIMO 0706:DELTA  
AIRLINES:TRAVEL DEST: NEW YORK

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

07/06/09 OUT OF TOWN LODGING - CHRISTOPHER 230.86  
GIAIMO 0706HYATT HOTEL:TRAVEL DEST:  
NEW YORK

07/07/09 OUT OF TOWN LODGING - KATIE LANE 229.74  
0707:GRAND HYATT NEW YORK:TRAVEL DEST:  
DELAWARE

**TOTAL FOR: OUT OF TOWN LODGING 460.60**

07/06/09 OUT-OF-TOWN MEALS - KATIE LANE 162.55  
0706:MEALS:TRAVEL DEST: DELAWARE

07/01/09 OUT-OF-TOWN MEALS - KATIE LANE 64.00  
0701:MEALS:TRAVEL DEST: DELAWARE

07/06/09 OUT-OF-TOWN MEALS - CHRISTOPHER 79.38  
GIAIMO 0706:MEALS:TRAVEL DEST: NEW YORK

**TOTAL FOR: OUT-OF-TOWN MEALS 305.93**

CURRENT CHARGES

-----  
4,989.44

SUBTOTAL FOR THIS MATTER

\$4,989.44

(00001) MATTER NUMBER

RE: Petition, Schedules, First Day Orders

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

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



07/31/09 SL LINN

Review Schedules and Statements and  
prepare and distribute combined  
summary schedule.

2.0 330.00

CURRENT FEES

-----  
12,475.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$12,475.00

(00002) MATTER NUMBER

RE: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper		Hours	Value
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07/01/09	KA LANE	Review proposed Bylaws.	.3	139.50
07/01/09	KA LANE	Review Bylaws as proposed by Debtors and incorporate confidentiality concepts.	.3	139.50
07/02/09	NA CONSTANTINO	Review of docket to calendar hearing and objection deadline dates	.6	159.00
07/02/09	CG GIAIMO	E-mails with S. Beach regarding By-laws and confidentiality issues.	.3	168.00
07/06/09	CG GIAIMO	Review debtor comments to By-laws and issues regarding same.	.2	112.00
07/07/09	CG GIAIMO	Confer with local counsel regarding By-laws and 1102 motion.	.1	56.00
07/08/09	KA LANE	Various correspondence to Debtor and ACE's counsel regarding reexecution of indemnity agreement.	.4	186.00
07/09/09	CG GIAIMO	Review and revise by-laws regarding Debtor request and issues regarding 1102 and amendments thereto.	.9	504.00
07/09/09	CG GIAIMO	Negotiations with S. Beach regarding terms of by-laws and 1102 order.	.7	392.00
07/09/09	CG GIAIMO	Communication with local counsel regarding by-laws and revised 1102 order.	.2	112.00
07/09/09	KA LANE	Correspondence with Lenders and others regarding Bylaws.	.4	186.00
07/09/09	AK CAMPBELL	Revise various Committee documents including bylaws and creditor information sharing order.	1.1	341.00
07/09/09	JN ROTHLEDER	Analyze Debtor's comments to bylaws and conference with C. Giaimo re same.	.3	139.50
07/10/09	CG GIAIMO	Emails with local counsel regarding 1102 and filing of same.	.1	56.00
07/14/09	CG GIAIMO	Emails with R. Sims regarding retention and by-laws and meeting issues.	.1	56.00
07/21/09	KA LANE	Correspondence with Debtor's counsel regarding case schedule.	.2	93.00
07/21/09	CG GIAIMO	Respond to Ad Hoc Committee solicitations.	.1	56.00
07/21/09	CG GIAIMO	Review Debtors' critical dates memorandum.	.1	56.00
07/22/09	AK CAMPBELL	Review critical date spreadsheet and correspond with K. Lane and C. Giaimo re: the same.	.2	62.00
07/27/09	KA LANE	Review agenda of upcoming matters and study objection deadlines.	.2	93.00

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

CURRENT FEES

-----  
4,304.50

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$4,304.50

(00003) MATTER NUMBER

RE: Corporate and Business Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

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

CURRENT FEES

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112.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.2	at \$560.00 =	112.00
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TOTALS	0.2		112.00

SUBTOTAL FOR THIS MATTER

\$112.00

(00004) MATTER NUMBER

RE: Sale and Disposition of Assets

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

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

CURRENT FEES

810.50

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$810.50

(00005) MATTER NUMBER

RE: Asset Analysis and Recovery

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper		Hours	Value
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07/06/09	CG GIAIMO	Analysis of claims in insurance policies.	.2	112.00
07/07/09	TF BROWN	Email exchange with K. Lane regarding bonding issues.	.2	126.00
07/08/09	TF BROWN	Review email from K. Lane regarding bonding issues.	.1	63.00
07/08/09	TF BROWN	Telephone call with K. Lane regarding bonding issues.	.3	189.00
07/08/09	TF BROWN	Email exchange regarding same.	.1	63.00
07/08/09	CG GIAIMO	Review email correspondence regarding surety and bond issues.	.3	168.00

CURRENT FEES

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721.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$721.00

(00006) MATTER NUMBER

RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper		Hours	Value
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07/02/09	CG GIAIMO	Review recently-filed reclamation claims and issues regarding thereto.	.2	112.00
07/06/09	CG GIAIMO	Review recently-filed motion for administrative expense claim.	.2	112.00
07/06/09	KA LANE	Meeting with C. Giaimo regarding administrative and reclamation claim issues.	.4	186.00
07/06/09	KA LANE	Review administrative claim and reclamation claim filed by Atrium.	.3	139.50
07/07/09	CG GIAIMO	Review issues regarding filing of bar date motion and confer with A. Campbell regarding same.	.3	168.00
07/07/09	NA CONSTANTINO	Review docket to determine if bar date established	.3	79.50
07/08/09	AB BLANKLEY	Review, revise and send bar date motion Committee update.	.3	126.00
07/15/09	CG GIAIMO	Review issues regarding reclamation demands and procedures.	.3	168.00
07/20/09	CG GIAIMO	Emails with ESBA and Committee counsel regarding possible settlement of class action.	.1	56.00
07/23/09	AB BLANKLEY	Review of bar date order.	.4	168.00
07/23/09	AB BLANKLEY	Draft Committee bar date memorandum.	.8	336.00
07/23/09	CG GIAIMO	Review Bar Date Notice and confer with A. Blankley regarding same.	.3	168.00
07/23/09	CG GIAIMO	Review Bar Date memorandum for Committee and confer with A. Blankley regarding same.	.2	112.00
07/23/09	NA CONSTANTINO	Upload Bar Date Notice and calendar	.2	53.00
07/24/09	AB BLANKLEY	Draft, review and revise and send Committee update re notice of bar date.	.2	84.00

CURRENT FEES

2,068.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$2,068.00

(00007) MATTER NUMBER

RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

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



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

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

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

CURRENT FEES

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24,891.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$24,891.00

(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper		Hours	Value
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07/01/09	CG GIAIMO	Review Committee memorandum regarding first day motions and related issues.	.3	168.00
07/01/09	CG GIAIMO	Emails with Committee Members regarding By-laws.	.2	112.00
07/01/09	CG GIAIMO	Communications with Committee Members and ESBA regarding financial data requests.	.2	112.00
07/01/09	RM HIRSH	Conference with C. Giamo regarding case strategy.	.5	300.00
07/01/09	KA LANE	Various correspondence with Debtors' counsel regarding Committee inquiries.	.6	279.00
07/02/09	KA LANE	Various correspondence with M. Rosenthal regarding Company's financial information.	.4	186.00
07/02/09	KA LANE	Correspondence with T. Reno regarding substitution of member.	.2	93.00
07/02/09	CG GIAIMO	Review and revise Committee memorandum and confer with A. Blankley regarding same.	.4	224.00
07/02/09	CG GIAIMO	Review financial information from the Debtors for meeting.	.8	448.00
07/03/09	CG GIAIMO	Communications with Committee Members regarding financial information and Plan issues.	.9	504.00
07/06/09	CG GIAIMO	Participate in Committee conference call regarding case status, by-laws, and Debtor meeting agenda.	1.0	560.00
07/06/09	CG GIAIMO	Review and revise memorandum to Committee regarding recent motions.	.4	224.00
07/06/09	CG GIAIMO	Review Committee update memorandum	.3	168.00
07/06/09	CG GIAIMO	Non-working travel to New York for meeting [billed at half-time]	2.0	1,120.00
07/06/09	CG GIAIMO	Review materials and prepare for meeting with Debtors, Lenders and related professionals.	1.4	784.00
07/06/09	KA LANE	Review recently filed Debtor documents in preparation for hearing with Debtors and Lenders.	1.3	604.50
07/06/09	KA LANE	Review and respond to correspondence from Committee member Garcia.	.2	93.00
07/06/09	KA LANE	Working travel to NYC for meeting with Debtors and Bank.	3.8	1,767.00
07/06/09	KA LANE	Review presentation of Debtors in preparation for meeting with Debtors and Lenders.	.7	325.50

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

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

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

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



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

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

CURRENT FEES

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40,097.50

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$40,097.50

(00010) MATTER NUMBER  
RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

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

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

CURRENT FEES

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8,697.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$8,697.00

(00011) MATTER NUMBER

RE: Plan and Disclosure Statement Matters and  
Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

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

07/10/09	CG	GIAIMO	Confer with H. Vogel regarding Disclosure Statement issues and objection.	.3	168.00
07/10/09	CG	GIAIMO	Review ESBA information on strategic and financial partners for the Debtors.	.3	168.00
07/10/09	HM	VOGEL	Telephone conference with Chris Giaimo re Disclosure Statement and strategy moving forward with respect to hearing for approval of same and review of Court docket re same.	.3	150.00
07/11/09	CG	GIAIMO	Communications with estate professionals regarding financial data for Plan.	.3	168.00
07/11/09	CG	GIAIMO	Emails with D. Kerrigan regarding Committee requests for financial information.	.2	112.00
07/13/09	HM	VOGEL	Begin to review and analyze debtors' Disclosure Statement in preparation of responding to same.	2.4	1,200.00
07/14/09	HM	VOGEL	Continue to review and analyze debtors' Disclosure Statement.	1.1	550.00
07/14/09	CG	GIAIMO	Review ESBA investigation update to Committee.	.2	112.00
07/14/09	CG	GIAIMO	Review ESBA comments to meeting notes.	.3	168.00
07/14/09	CG	GIAIMO	Confer with C. Cohen regarding Disclosure Statement issues.	.4	224.00
07/14/09	CC	COHEN	Review documents and confer with co-counsel regarding potential objections to Disclosure Statement.	1.3	799.50
07/15/09	CC	COHEN	Review and analyze Disclosure Statement (1.5) and confer with Committee Members regarding potential objections to Disclosure Statement (1.2).	2.7	1,660.50
07/15/09	CG	GIAIMO	Confer with H. Vogel regarding objectionable issues regarding Disclosure Statement.	.3	168.00
07/15/09	CG	GIAIMO	Confer with C. Cohen regarding discussions with Committee regarding Disclosure Statement.	.1	56.00
07/15/09	HM	VOGEL	Continue review of Disclosure Statement and telephone conference with Carol Cohen re same and strategy moving forward.	1.2	600.00
07/15/09	HM	VOGEL	Preparation of brief summary of possible Disclosure Statement issues for Katie Lane and Chris Giaimo.	.4	200.00
07/15/09	HM	VOGEL	Telephone conference with Robert Garcia and Carol Cohen re possible issues with Disclosure Statement and strategies moving forward.	.6	300.00

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



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

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

07/23/09	CG	GIAIMO	Emails with M. Dervis regarding document and data request for P. J. Solomon.	.2	112.00
07/23/09	CG	GIAIMO	Confer with T. Castiello regarding Plan provisions regarding cash flow and analysis of same.	.3	168.00
07/23/09	CG	GIAIMO	Emails with ESBA regarding cash flow analysis under Plan.	.2	112.00
07/23/09	CG	GIAIMO	Confer with K. Lane regarding email to Debtors' counsel regarding objectionable points in Disclosure Statement.	.3	168.00
07/23/09	CG	GIAIMO	Continued review and revisions to objection to Disclosure Statement based on ESBA input.	.3	168.00
07/23/09	KA	LANE	Telephone calls with H. Vogel regarding sophistication of investors.	.3	139.50
07/23/09	KA	LANE	Continue review of Disclosure Statement statement, review draft objection and revise accordingly.	5.7	2,650.50
07/23/09	KA	LANE	Further correspondence with opposing counsel about changes to Disclosure Statement .	.3	139.50
07/23/09	HM	VOGEL	Westlaw legal research re additional cases re "reasonable investor" and Disclosure Statements that are too complex and contingent to understand.	1.7	850.00
07/23/09	HM	VOGEL	Review and analyze multiple cases re language used in Disclosure Statement to describe Plan and whether it is comprehensible and constitutes "adequate information" to reasonable investor.	1.8	900.00
07/23/09	HM	VOGEL	Telephone conference with Katie Lane re additional legal research re "reasonable investor" and strategy moving forward.	.3	150.00
07/23/09	HM	VOGEL	Preparation of summaries of several cases re "adequate information" and "reasonable investor" standards under section 1125.	.9	450.00
07/24/09	HM	VOGEL	Westlaw legal research re additional third circuit case law with respect to adequate information and reasonable investor under section 1125.	1.9	950.00
07/24/09	HM	VOGEL	Review and analyze additional third circuit cases re section 1125 standards and include same in objection to Disclosure Statement.	1.7	850.00
07/24/09	HM	VOGEL	Final review and revision of objection to Disclosure Statement including additional citations to Disclosure Statement, exhibits and legal authority.	1.3	650.00

07/24/09	HM	VOGEL	Review and analyze Disclosure Statement and its exhibits to ensure proper citations to same in objection.	.8	400.00
07/24/09	JN	ROTHLEDER	Review and comment on draft objection to Disclosure Statement.	.8	372.00
07/24/09	CG	GIAIMO	Emails with M. Dervis regarding feasibility analysis and related disclosure matters.	.2	112.00
07/24/09	CG	GIAIMO	Call with R. Garcia regarding Disclosure Statement and general restructuring matters.	.7	392.00
07/24/09	CG	GIAIMO	Continued work on Disclosure Statement objection.	1.4	784.00
07/24/09	CG	GIAIMO	Numerous emails among Committee professionals regarding objection to Disclosure Statement.	.6	336.00
07/24/09	CG	GIAIMO	Confer with H. Vogel regarding revisions to Disclosure Statement objection.	.2	112.00
07/24/09	CG	GIAIMO	Emails with ESBA regarding results of discussions with Debtors' counsel.	.2	112.00
07/27/09	CG	GIAIMO	Review revised Disclosure Statement objection.	.5	280.00
07/27/09	CG	GIAIMO	Brief review of recently-filed amended Plan and Disclosure Statement.	.4	224.00
07/27/09	CG	GIAIMO	Review filed objections to Disclosure Statement.	.2	112.00
07/27/09	KA	LANE	Conference with H. Vogel regarding Disclosure Statement objection and adjournment of hearing.	.2	93.00
07/27/09	KA	LANE	Conferences and correspondence with C. Giaimo regarding approach to disclosure issues.	.6	279.00
07/27/09	HM	VOGEL	Preparation of e-mail to Chris Giaimo and Katie Lane re final revisions to objection to Disclosure Statement and strategy moving forward re filing of same, follow up telephone conference with Katie Lane with respect to adjournment of Disclosure Statement hearing.	.4	200.00
07/28/09	CC	COHEN	Review blackline of Disclosure Statement.	.8	492.00
07/28/09	CG	GIAIMO	Review briefly, amended Disclosure Statement.	.9	504.00
07/28/09	CG	GIAIMO	Emails with D. Kerrigan regarding restructuring and forecast issues.	.2	112.00
07/28/09	KA	LANE	Correspondence with C. Giaimo and C. Cohen regarding response to disclosure and Plan issues raised by Garcia.	.4	186.00
07/29/09	CG	GIAIMO	Call with D. Kerrigan regarding status of feasibility and financial analysis and issues related thereto.	.5	280.00
07/29/09	CG	GIAIMO	Continued analysis of amended Disclosure Statement.	1.2	672.00

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

CURRENT FEES

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64,161.50

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$64,161.50

(00012) MATTER NUMBER

RE: Cash Collateral and DIP Financing

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper		Hours	Value
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07/01/09	KA LANE	Prepare for hearing in DE by reviewing DIP Order, redline, DIP Motion, Term DIP Facility and related documents.	2.2	1,023.00
07/01/09	KA LANE	Working travel to DIP financing hearing.	1.7	790.50
07/01/09	KA LANE	Attend hearing and meet with Debtors' and Wells Fargo's counsel to resolve remaining DIP issues.	1.2	558.00
07/01/09	KA LANE	Various correspondence with C. Giaimo regarding issues related to DIP hearing.	.9	418.50
07/01/09	CG GIAIMO	Review proposed final DIP order as filed.	.7	392.00
07/01/09	CG GIAIMO	Confer with L. Jacobowitz regarding issues related to post-petition credit agreement.	.3	168.00
07/01/09	CG GIAIMO	Review issues regarding lender's liens on insurance policies.	.3	168.00
07/01/09	CG GIAIMO	Communications with Debtors' counsel regarding hearing on DIP financing and related matters.	.2	112.00
07/01/09	CG GIAIMO	Travel to Wilmington for final DIP hearing [billed at half-time]	1.0	560.00
07/01/09	CG GIAIMO	Travel from Wilmington [billed at half-time]	1.0	560.00
07/01/09	CG GIAIMO	Participate in DIP hearing and discussions with counsel regarding same.	1.1	616.00
07/01/09	LJ JACOBOWITZ	Prepare summary of DIP Credit Agreement issues and discussion with Katie.	1.4	826.00
07/09/09	KA LANE	Various correspondence with C. Cohen regarding Final DIP Order.	.4	186.00

CURRENT FEES

6,378.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$6,378.00

(00013) MATTER NUMBER

RE: Employee Benefits and Severance, Pensions ERISA,  
Labor

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

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

CURRENT FEES

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3,100.00

TIMEKEEPER TIME SUMARY.

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

SUBTOTAL FOR THIS MATTER

\$3,100.00



(00014) MATTER NUMBER

RE: Real Estate and Leasing and Executory Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

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

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

CURRENT FEES

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7,724.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$7,724.00

(00015) MATTER NUMBER  
RE: Creditor Inquiries

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper		Hours	Value
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07/02/09	CG GIAIMO	Review Committee Members' list of financial inquiries.	.1	56.00
07/06/09	CG GIAIMO	Confer with D. Kerrigan regarding Committee inquiries.	.3	168.00
07/08/09	CG GIAIMO	Email communications with R. Garcia regarding informational requests and restructuring matters.	.4	224.00
07/14/09	CG GIAIMO	Respond to creditor inquiries regarding pending case.	.2	112.00
07/16/09	CG GIAIMO	Confer with B. Sandler regarding inquiries to become Ad Hoc Committee Members.	.3	168.00
07/17/09	CG GIAIMO	Review docket for 341 notice and confer with B. Sandler regarding attendance at same.	.4	224.00
07/17/09	CG GIAIMO	Review email and letter for request for Ad Hoc Committee.	.2	112.00
07/20/09	CG GIAIMO	Review 341 summary from B. Sandler.	.1	56.00
07/20/09	CG GIAIMO	Review additional inquiries from former employees to form an Ad Hoc Committee (.2); emails with K. Lane regarding same (.1).	.3	168.00
07/20/09	CG GIAIMO	Additional inquiries from former employees.	.1	56.00
07/27/09	KA LANE	Return various telephone calls to unsecured creditors inquiring into status of case, claim trading, and other issues.	.9	418.50
07/27/09	CG GIAIMO	Review and respond to numerous inquiries from creditors regarding Ad Hoc Committee.	.5	280.00
07/28/09	CG GIAIMO	Review and respond to multiple inquiries regarding Ad Hoc Committee.	.3	168.00
07/29/09	KA LANE	Return telephone calls to various claims traders.	.4	186.00

CURRENT FEES

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2,396.50

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$2,396.50

(00017) MATTER NUMBER

RE: Investigation of Secured Creditor, Equipment Lessors

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

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

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

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

CURRENT FEES

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38,837.00



TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$38,837.00

(00018) MATTER NUMBER

RE: Utilities and Regulatory Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JULY 31, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
07/06/09	CG GIAIMO	Review utility provider papers and filings.	.2	112.00
07/16/09	CG GIAIMO	Review utility order and issues regarding required deposits.	.2	112.00

CURRENT FEES

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224.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$224.00

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

	Area of Expertise, Year Admitted	Hours	Rate (\$)	Amount (\$)
<b>PARTNER</b>				
TIMOTHY F. BROWN		.70	630.00	441.00
CAROL C. COHEN	EMPL & BR 1977 (OH), 1981 (DC)	37.90	615.00	23,308.50
ROBERT HIRSH	BR, 1998 (NY & NJ)	5.30	600.00	3,180.00
LES JACOBOWITZ		1.40	590.00	826.00
CHRIS GIAIMO	BR, 1995 (NY), 1998 (DC, MD)	123.00	560.00	68,880.00
THOMAS R. CASTIELLO		21.50	510.00	10,965.00
<b>ASSOCIATES</b>				
HEIKE M. VOGEL	BR, 2000 (NJ), 2001 (NY)	34.30	500.00	17,150.00
JEFFREY ROTHLEDER	BR, 2002 (MD)	1.10	465.00	511.50
KATIE A. LANE	BR, 2002 (FL), 2007 (DC)	120.90	465.00	56,218.50
ADRIENNE W. BLANKLEY	BR, 2005 (NY)	22.20	420.00	9,324.00
RACHEL J. RICHARDSON		38.60	410.00	15,826.00
ANDREA K. CAMPBELL	BR, 2008 (FL), 2009 (VA, DC)	20.10	310.00	6,231.00
<b>PARAPROFESSIONALS</b>				
LISA INDELICATO	BR	2.80	265.00	742.00
NOVA A. CONSTANTINO		4.70	265.00	1,245.50
ALVIN D. THURMAN		.50	205.00	102.50
SHEILA LINN		12.40	165.00	2,046.00
		<b>447.40</b>		<b>216,997.50</b>

Blended Rate: 485.02

BF: Banking and Finance  
 BR: Bankruptcy and Reorganization  
 CORP: Corporate  
 EMPL: Employment Law  
 HEALTH: Health Law  
 INTL: International Law  
 LDR: Litigation Dispute Resolution  
 RE: Real Estate



031659 Building Materials Holding Corporation,  
11 SEPTEMBER 2009

Invoice Number 1212983

Page 50

CURRENT CHARGES FOR ALL MATTERS 4,989.44

CURRENT FEES FOR ALL MATTERS 216,997.50

TOTAL AMOUNT OF THIS INVOICE \$221,986.94  
=====

REMAINING RETAINER BALANCE: \$.00

**ARENT FOX LLP**

1050 Connecticut Ave., N.W.

Washington, D.C 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Building Materials Holding Corporation, et al. - Official  
Official Committee of Unsecured Creditors  
c/o Arent Fox LLP  
1050 Connecticut Avenue, NW  
Washington, DC 20036  
Attn: Christopher J. Giaimo

Invoice Number 1212983  
Invoice Date 09/11/09  
Client Number 031659

-----  
**- - REMITTANCE COPY - -**

**PLEASE SEND WITH CHECK**

**TOTAL AMOUNT OF THIS INVOICE**

**\$221,986.94**

**PLEASE REMIT PAYMENT BY CHECK TO THE FOLLOWING ADDRESS:**

Arent Fox LLP  
P.O. Box 758670  
Baltimore, Maryland 21275

**WIRING INSTRUCTIONS (if applicable):**

Bank: Wachovia Bank, NA  
Address: Roanoke, VA  
ABA#: 051400549  
SWIFT CODE: PNBPU33 (for international use)  
Account #: 2065204060070  
Beneficiary Name: Arent Fox LLP  
Beneficiary Address: 1050 Connecticut Ave., NW  
Washington, DC 20036

Please reference the following:

Client # 031659  
Client Name Building Materials Holding Corporation, et al. - O  
Invoice Number 1212983

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----	X	
In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
	:	
-----	X	

**CERTIFICATE OF SERVICE**

I, Bradford J. Sandler, Esquire, hereby certify that on September 18, 2009, a true and correct copy of the foregoing document was served via overnight delivery, postage prepaid, upon all parties on the attached list.

Dated: September 18, 2009

BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP

By: /s/ Bradford J. Sandler  
Bradford J. Sandler, Esquire (No. 4142)  
222 Delaware Ave., Suite 801  
Wilmington, DE 19809  
302-442-7010 (telephone)  
302-442-7012 (facsimile)  
[bsandler@beneschlaw.com](mailto:bsandler@beneschlaw.com)

Counsel to the Official Committee of Unsecured  
Creditors



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

Gibson, Dunn & Crutcher LLP  
Attn: Michael A. Rosenthal and Matthew K. Kelsey  
200 Park Avenue  
New York, NY 10166

Office of the United States Trustee  
Attn: Joseph McMahon  
844 King Street  
Suite 2207  
Wilmington, DE 19801

Young Conaway Stargatt & Taylor, LLP  
Attn: Sean M. Beach and Robert F. Poppiti, Jr.  
The Brandywine Building  
1000 West Street  
17<sup>th</sup> Floor  
Wilmington, DE 19801

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

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

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

**VERIFIED THIRD MONTHLY APPLICATION  
OF ARENT FOX LLP FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD FROM AUGUST 1, 2009 THROUGH AUGUST 31, 2009**

Name of Applicant:	<u>Arent Fox LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>July 10, 2009, <i>nunc pro tunc</i> to June 26, 2009</u>
Period for which compensation and reimbursement are sought:	<u>August 1, 2009 through August 31, 2009</u>
Amount of Compensation sought as actual, reasonable, and necessary:	\$192,395.00
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$2,044.34
This is a(n): <input checked="checked" type="checkbox"/> monthly <input type="checkbox"/> interim <input type="checkbox"/> final application	

<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).

**PREVIOUS FEE APPLICATIONS**

<b>Fee Application Covered Dates, Date Filed, Doc No.</b>	<b>Total Fee Request</b>	<b>Total Expense Request</b>	<b>Certificate of No Objection/ Certification of Counsel Filing Date, Doc. No.</b>	<b>Total Amount of Fees Approved to Date via Certificate of No Objection (80%)</b>	<b>Total Amount of Expenses Approved to Date via Certificate of No Objection (100%)</b>	<b>Amount of Holdback Fees</b>
First Monthly Fee Application of Arent Fox LLP for June 26, 2009 – June 30, 2009 Filed on July 21, 2009 [Docket No. 513]	\$47,820.50	\$154.50	September 11, 2009  Docket No. 596	\$38,256.40	\$154.50	\$9,564.10
Second Monthly Fee Application of Arent Fox LLP for July 1, 2009 – July 31, 2009 Filed on September 18, 2009 [Docket No. ____]	\$216,997.50	\$4,989.44	Pending	Pending	Pending	Pending
<b>Total:</b>	<b>\$264,818.00</b>	<b>\$5,143.84</b>		<b>\$38,256.40</b>	<b>\$154.50</b>	<b>\$9,564.10</b>

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

**ARENT FOX LLP'S PROFESSIONALS**

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

<b>Name of Professional Person</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Christopher J. Giaimo	Partner since 2005. Member of DC and MD bar since 1998. Member of NY bar since 1995.	\$560	100.7	\$56,392.00
Carol C. Cohen	Joined firm as a partner in 1995. Member of OH bar since 1977 and DC bar since 1981.	\$615	14.2	\$8,733.00
Thomas R. Castiello	Joined firm as associate in 1997, elevated to partner in 2006. Member of MD bar since 1997 and DC bar since 1998.	\$510	4.4	\$2,244.00
Caroline English	Joined firm as an associate in 1996, elevated to partner in 2006. Member of VA bar since 1996 and DC bar since 2003.	\$510	15.1	\$7,701.00
Katie A. Lane	Joined firm as an associate in 2008. Member of DC bar since 2007. Member of FL bar since 2002.	\$465	142.4	\$66,216.00
Adrienne W. Blankley	Joined firm as an associate in 2005. Member of NY bar since 2005.	\$420	0.5	\$210.00

<b>Name of Professional Person</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Rachel J. Richardson	Joined the firm as an associate in 2008. Member of the NY bar since 2004 and DC bar since 2005.	\$410	48.1	\$19,721.00
Emily Thorne	Joined the firm as an associate in 2005. Member of MD bar since 2005 and DC since 2006.	\$380	5.6	\$2,128.00
Aswathi Zachariah	Joined the firm as an associate in 2006. Member of MD bar since 2006 and DC bar since 2007.	\$480	48.1	\$18,037.50
Andrea Campbell	Joined firm as an associate in 2008. Member of DC bar and VA bar since 2009. Member of FL bar since 2008.	\$310	25.2	\$7,812.00
Nova Constantino	Paraprofessional	\$265	0.1	\$26.50
Alvin Thurman	Paraprofessional	\$205	5.1	\$1,045.50
Sheila Linn	Paraprofessional	\$165	12.9	\$2,128.50
<b>TOTAL</b>			<b>422.4</b>	<b>\$192,395.00</b>

**Blended Rate: \$455.48<sup>1</sup>**

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

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

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

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

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

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

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

**VERIFIED THIRD MONTHLY APPLICATION OF  
ARENT FOX LLP FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM AUGUST 1, 2009 THROUGH AUGUST 31, 2009**

Arent Fox LLP (“Arent Fox”) hereby files its Verified Third Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee (the “Committee”) of Unsecured Creditors of Building Materials Holding Corporation., *et al.* (collectively, “the Debtors”) for the Period from August 1, 2009 through August 31, 2009 (the “Application”) and respectfully states:

**Fees and Expenses for Which Allowance is Sought**

1. Arent Fox makes this Application pursuant to Sections 330 and 331 of Title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Local Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and this Court’s administrative order establishing



procedures for interim compensation and reimbursement of expenses of professionals, dated July 16, 2009 (the “Professional Fee Order”).

2. By this Application, Arent Fox seeks a monthly allowance pursuant to the Professional Fee Order with respect to sums of \$192,395.00 for compensation and \$2,044.34 for reimbursement of actual and necessary expenses for a total of \$194,439.34 for the period from August 1, 2009 through and including August 31, 2009 (the “Compensation Period”). In support of this Application, Arent Fox respectfully represents as follows:

### **Background**

3. On June 16, 2009, each of the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors remain in possession of their assets as debtors-in-possession pursuant to Section 1107 and 1108 of the Bankruptcy Code.

4. On June 26, 2009, the Office of the United States Trustee appointed the Committee. *See* Docket No. 108. On that same day, the Committee elected to retain Arent Fox as counsel, subject to approval by this Court. On July 10, 2009, the Court approved the retention of Arent Fox as counsel to the Committee *nunc pro tunc* to June 26, 2009. *See* Docket No. 414.

### **Compensation Paid and Its Source**

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

6. Arent Fox has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Arent Fox and any

other person other than the partners of Arent Fox for the sharing of compensation to be received for services rendered in these cases.

### **Time Records**

7. A copy of the time records for the Compensation Period is attached hereto as **Exhibit A**. The time records contain daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of Arent Fox's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines adopted by the Office of the United States Trustee, Local Rule 2016-2, and the Professional Fee Order.

### **Actual and Necessary Expenses**

8. A summary of the actual and necessary expenses incurred by Arent Fox during the Compensation Period is also contained in **Exhibit A**. While representing the Committee in these cases, Arent Fox will limit its photocopying expenses to \$.10 per page and its charges for out-going facsimile transmissions to \$1.00 per page, in accordance with the Local Rules. Actual long-distance carrier charges for outgoing facsimile transmissions are reflected in the long-distance telephone charges.

9. Regarding providers of on-line legal research (e.g., Westlaw), Arent Fox charges all of its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal Arent Fox's actual cost. Arent Fox currently is under contract to pay these providers a flat fee every month. Charging its clients the on-line providers' standard usage rates allows Arent Fox to cover adequately the monthly flat fees it must pay to these types of providers.

10. Arent Fox believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, Arent Fox believes that such charges are

in accordance with the guidelines of the American Bar Association (“ABA”), as set forth in the ABA’s Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

### **Summary of Services Rendered**

11. The partners and associates of Arent Fox who have rendered professional services during the Compensation Period are: Christopher Giaimo, Carol Connor Cohen, Thomas Castiello, Caroline English, Katie Lane, Adrienne Blankley, Rachel Richardson, Emily Thorne, Aswathi Zachariah and Andrea Campbell. Nova Constantino, Alvin Thurman and Sheila Linn are paraprofessionals of Arent Fox who also rendered services in these cases during the Compensation Period.

12. Arent Fox, by and through the above-named persons, has prepared its retention application and has engaged in substantive negotiations with the Debtors and pre-petition lenders regarding the myriad of pleadings filed with the Court and has advised the Committee on a regular basis with respect to various matters in connection with these cases, and performed all necessary professional services which are described and narrated in detail below.

### **Summary of Services By Project**

13. The services rendered by Arent Fox during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on **Exhibit A**. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in **Exhibit A**.

A. Petition, Schedules, First Day Orders (01)

Fees: \$1,003.00

Total Hours: 5.60

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

B. Case Management and Operating Reports (02)

Fees: \$5,128.50                      Total Hours: 13.10

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

C. Sale and Disposition of Assets (04)

Fees: \$112.00                      Total Hours: 0.20

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

D. Claims Administration and Objections (06)

Fees: \$642.50                      Total Hours: 1.30

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

E. Miscellaneous Motions and Objections (07)

Fees: \$3,971.00                      Total Hours: 8.30

This category includes the review of all motions, responses, stipulations, and proposed

settlements filed by the Debtors and other parties in this proceeding, and the preparation of summaries and recommendations to the Committee. Where necessary, and in accordance with the Committee's direction, Arent Fox also negotiated with the Debtors to revise many proposed orders to include the terms sought by the Committee, which were often built into the orders entered by the Court. Arent Fox also worked with the Debtors to obtain additional information and to gain a better understanding of the relief sought by certain motions, including the ACE stipulation.

F. Committee and Debtor Communications, Conferences (08)

Fees: \$16,413.00                      Total Hours: 31.80

The Committee and Arent Fox conducted conference calls as necessary to discuss relevant issues and decide upon strategy and courses of action with regard to the various motions and other issues in these cases. Arent Fox provided substantial services in this category preparing memoranda to the Committee explaining the creditors' proposed treatment by the Debtors' Plan and Disclosure Statement. Arent Fox also fielded numerous telephone calls and emails from Committee members and creditors regarding various issues. This category also includes time expended for conferences with the Committee and its financial advisors to discuss the Debtors' projections and anticipated funding of the creditor trust. Finally, Arent Fox corresponded with the Debtors' and Lenders' counsel on a number of issues, including, but not limited to, the status of DIP negotiations and the Disclosure Statement and Plan.

G. Professional Retention (10)

Fees: \$3,697.00                      Total Hours: 12.30

This category includes time spent preparing and running necessary searches for connections to the Debtors, the estates, its creditors, and professionals. This category also

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

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

Fees: \$61,466.00                      Total Hours: 121.10

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

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

Fees: \$24,769.00                      Total Hours: 49.70

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

with the Debtors to determine an appropriate strategy for responding.

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

Fees: \$5,677.50                      Total Hours: 11.50

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

K. Creditor Inquiries (15)

Fees: \$392.00                      Total Hours: 0.70

Arent Fox spent time fielding and responding to various inquiries from unsecured creditors in these cases related to the status of the cases, claims trading, and Plan-related matters.

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

Fees: \$943.00                      Total Hours: 2.30

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

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

Fees: \$63,591.50                      Total Hours: 152.40

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

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

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

Fees: \$1,230.00                      Total Hours: 2.00

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

O. Fee Applications (22)

Fees: \$3,359.00                      Total Hours: 10.10

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

**Valuation of Services**

14. Attorneys and paraprofessionals of Arent Fox have expended a total of 422.40 hours in connection with this matter during the Compensation Period, as follows:

<b><u>ATTORNEYS</u></b>	<b><u>HOURS</u></b>	<b><u>HOURLY RATE</u></b>
Christopher J. Giaimo	100.7	\$560
Carol Connor Cohen	14.2	\$615
Thomas R. Castiello	4.4	\$510
Caroline English	15.1	\$510
Katie A. Lane	142.4	\$465
Adrienne W. Blankley	0.5	\$420
Rachel J. Richardson	48.1	\$410
Emily Thorne	5.6	\$380
Aswathi Zachariah	48.1	\$375
Andrea K. Campbell	25.2	\$310
Nova A. Constantino	0.1	\$265
Alvin D. Thurman	5.1	\$205



The nature of the work performed by these persons is fully set forth in **Exhibit A**. These are Arent Fox's normal hourly rates for work of this character. The reasonable value of the services rendered by Arent Fox to the Committee during the Compensation Period is \$192,395.00.

15. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Arent Fox is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services in other cases. Moreover, Arent Fox has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, Arent Fox respectfully requests that the Court authorize that for the period from August 1, 2009 through August 31, 2009, (a) an allowance be made to Arent Fox pursuant to the terms of the Professional Fee Order, with respect to the sum of \$192,395.00 as compensation for the necessary professional services rendered, and the sum of \$2,044.34 as reimbursement of the actual and necessary expenses, for a total of \$194,439.34; (c) for such other and further relief as this Court may deem just and proper.

Dated: Washington, DC  
September 18, 2009

Benesch Friedlander Coplan & Aronoff, LLP

/s/ Bradford J. Sandler  
Bradford J. Sandler, Esquire (No. 4142)  
Jennifer R. Hoover, Esquire (No. 5111)  
Jennifer E. Smith, Esquire (No. 5278)  
222 Delaware Ave., Suite 801  
Wilmington, DE 19801  
302-442-7010 (telephone)  
302-442-7012 (facsimile)  
bsandler@beneschlaw.com

-and -

ARENT FOX LLP  
Christopher J. Giaimo, Jr.  
Katie A. Lane  
1050 Connecticut Avenue, NW  
Washington DC 20036  
(202) 857-6424  
(202) 857-6395 (Fax)

*Counsel for the Official Committee of  
Unsecured Creditors*

## CERTIFICATION

I, Christopher J. Giaimo, hereby certify under the penalty of perjury under the laws of the State of Delaware that the following is true to the best of my knowledge, information and belief:

1. I am a member of the firm of Arent Fox LLP (“Arent Fox”), with offices located at 1050 Connecticut Avenue, NW, Washington DC 20036, as well as in New York, NY and Los Angeles, CA, and have been duly admitted to practice before, among others, the Southern District of New York, the District of Maryland, and have been admitted to the United States District Court for the District of Delaware *pro hac vice*.

2. This certification is submitted in support of the attached application (the “Application”) and all capitalized terms not otherwise defined herein are defined in accordance with their usage in the Application.

3. I am familiar with the legal services rendered by Arent Fox as counsel to the Committee during the Compensation Period and I am familiar with the compensation and reimbursement sought by the Application.

4. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have also reviewed Del. Bankr. LR 2016-2 and the Professional Fee Order and submit that the Application substantially complies with such Rule and Order.

Dated: September 18, 2009  
Washington, DC

/s/ Christopher J. Giaimo  
Christopher J. Giaimo

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

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

**NOTICE OF THIRD MONTHLY FEE APPLICATION**

TO: (I) THE DEBTORS; (II) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; AND (III) ALL PARTIES WHO HAVE FILED AND SERVED REQUESTS FOR NOTICE PURSUANT TO BANKRUPTCY RULE 2002.

PLEASE TAKE NOTICE that on September 18, 2009, Arent Fox LLP, counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors (the “Debtors”) filed the attached **Third Monthly Application of Arent Fox LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from August 1, 2009 through August 31, 2009** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Court”), seeking an allowance of fees in the amount of \$192,395.00 and reimbursement of expenses in the amount of \$2,044.34.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with this Court’s administrative order establishing procedures for interim compensation and reimbursement of expenses of professionals, dated July 16, 2009 [Docket No. 201] (the “Professional Fee Order”), and must be filed with the Clerk of the United

States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, and be served upon and received by (i) the Debtors, Building Materials Holding Corporation, 720 Park Boulevard, Suite 200, Boise, Idaho, 83712, Attn: Paul S. Street; (ii) counsel to the Debtors, (a) Gibson, Dunn & Crutcher, LLP, 200 Park Avenue, New York, New York, 10166, Attn: Michael A. Rosenthal and Matthew K. Kelsey, (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17<sup>th</sup> Floor, Wilmington, Delaware, 19801, Attn: Sean M. Beach and Robert F. Poppiti, Jr.; (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2270, Lockbox 35, Wilmington, Delaware, 19801, Attn: Joseph McMahon; (iv) counsel for Official Committee of Unsecured Creditors, (a) Arent Fox LLP, 1050 Connecticut Avenue, NW, Washington DC, 20036, Attn: Christopher J. Giaimo and Katie A. Lane, (b) Benesch, Friedlander, Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware, 19801, Attn: Bradford J. Sandler; and (v) Paul, Hastings, Janofsky, & Walker LLP, 55 Second Street, Twenty Fourth Floor, San Francisco, California, 94105, Attn: Kevin B. Fisher, by no later than **October 5, 2009 at 4:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served, and received, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Professional Fee Order, if no objection to the Application is timely filed, served, and received by the Objection Deadline, the Applicant may be paid an amount equal to the lesser of (i) 80% of the fees and 100% of

expenses requested in the Application, or (ii) 80% of the fees and 100% of the expenses not subject to an objection, without the need for further order of the Bankruptcy Court.

Dated: Washington, DC  
September 18, 2009

Benesch Friedlander Coplan & Aronoff, LLP

/s/ Bradford J. Sandler

Bradford J. Sandler, Esquire (No. 4142)

Jennifer R. Hoover, Esquire (No. 5111)

Jennifer E. Smith, Esquire (No. 5278)

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-and -

ARENT FOX LLP

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*Counsel for the Official Committee of  
Unsecured Creditors*

# ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Building Materials Holding Corporation, et al. - Official  
Official Committee of Unsecured Creditors  
c/o Arent Fox LLP  
1050 Connecticut Avenue, NW  
Washington, DC 20036  
Attn: Christopher J. Giaimo

Invoice Number 1213842  
Invoice Date 09/16/09  
Client Number 031659

Category	Hours	Total
-----		
FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST 31, 2009		
00000 General	.00	2,044.34
00001 Petition, Schedules, First Day Orders	5.60	1,003.00
00002 Case Management and Operating Reports	13.10	5,128.50
00004 Sale and Disposition of Assets	.20	112.00
00006 Claims Administration and Objections	1.30	642.50
00007 Miscellaneous Motions and Objections	8.30	3,971.00
00008 Committee and Debtor Communications, Conference	31.80	16,413.00
00010 Professional Retention	12.30	3,697.00
00011 Plan and Disclosure Statement Matters and Solici	121.10	61,466.00
00013 Employee Benefits and Severance, Pensions ERISA,	49.70	24,769.00
00014 Real Estate and Leasing and Executory Contracts	11.50	5,677.50
00015 Creditor Inquiries	.70	392.00
00016 Automatic Stay and Section 362 and 363 Matters	2.30	943.00
00017 Investigation of Secured Creditor, Equipment Les	152.40	63,591.50
00019 Chapter 5 Litigation, Collection and Investigati	2.00	1,230.00
00022 Fee Applications	10.10	3,359.00
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Totals	422.40	194,439.34

(00000) MATTER NUMBER

RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

FOR CHARGES:

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

**TOTAL FOR: DUPLICATING SUMMARY 382.80**

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

**TOTAL FOR: OTHER DATABASE SEARCH 94.74**

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

**TOTAL FOR: WESTLAW 385.52**

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

**TOTAL FOR: TAXICABS 49.37**

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

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

**TOTAL FOR: OVERNIGHT DELIVERY 28.94**

08/12/09 MEALS - CHRISTOPHER GIAIMO 331.79  
0812:DINNER W D KERRIGAN, M DERSIS, K  
LANE

08/12/09 MEALS - KATIE LANE 0812:COFFEE 12.43

**TOTAL FOR: MEALS 344.22**

08/19/09 OUT-OF-TOWN TRANSPORTATION - KATIE 376.00  
LANE 0819:AMTRAK:TRAVEL DEST: NEW YORK

08/19/09 OUT-OF-TOWN TRANSPORTATION - 360.00  
CHRISTOPHER GIAIMO 0819:AMTRAK:TRAVEL  
DEST: NEW YORK FOR HEARING

**TOTAL FOR: OUT-OF-TOWN TRANSPORTATION 736.00**

08/19/09 OUT-OF-TOWN MEALS - CHRISTOPHER 18.00  
GIAIMO 0819:MEALS FOR SELF: TRAVEL  
DEST: NEW YORK

08/19/09 OUT-OF-TOWN MEALS - KATIE LANE 4.75  
0819:MEALS:TRAVEL DEST: NEW YORK

**TOTAL FOR: OUT-OF-TOWN MEALS 22.75**

CURRENT CHARGES

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2,044.34

SUBTOTAL FOR THIS MATTER

\$2,044.34

(00001) MATTER NUMBER

RE: Petition, Schedules, First Day Orders

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

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

CURRENT FEES

1,003.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$1,003.00

(00002) MATTER NUMBER

RE: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

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

CURRENT FEES

5,128.50

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$5,128.50

(00004) MATTER NUMBER

RE: Sale and Disposition of Assets

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

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

CURRENT FEES

-----  
112.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.2	at \$560.00 =	112.00
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TOTALS	0.2		112.00

SUBTOTAL FOR THIS MATTER

\$112.00

(00006) MATTER NUMBER

RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

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

CURRENT FEES

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642.50

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$642.50

(00007) MATTER NUMBER

RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

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

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

CURRENT FEES

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3,971.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$3,971.00



(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/01/09	CC COHEN	Review letter from client.	.2	123.00
08/02/09	KA LANE	Review correspondence from Committee member Garcia.	.4	186.00
08/02/09	CG GIAIMO	Emails with R. Garcia regarding hearing schedule and recent docket entries.	.3	168.00
08/03/09	CG GIAIMO	Email exchanges with D. Kerrigan regarding site visits and updates for Committee.	.2	112.00
08/03/09	CG GIAIMO	Review emails and faxes from R. Garcia regarding various filings and issues regarding class actions.	.3	168.00
08/03/09	CG GIAIMO	Review Committee update regarding Amended Disclosure Statement negotiations.	.1	56.00
08/03/09	KA LANE	Correspondence to Committee regarding Sale of Alvernon Manor property.	.3	139.50
08/03/09	KA LANE	Correspondence to Debtors' counsel regarding outstanding disclosure issues.	.5	232.50
08/04/09	KA LANE	Conference call with A. York and C. Giaimo to address remaining disclosure statement issues.	.6	279.00
08/04/09	KA LANE	Review various correspondence from Committee member Garcia regarding SERP and other disclosure statement issues.	.7	325.50
08/04/09	KA LANE	Review and revise Giaimo response to R. Garcia and Committee's concerns.	.4	186.00
08/04/09	CG GIAIMO	Numerous email exchanges with R. Garcia regarding Plan treatment of unsecured creditors.	.6	336.00
08/04/09	CG GIAIMO	Discussions with Committee Members and ESBA regarding Plan treatment and negotiations regarding same.	.7	392.00
08/04/09	CG GIAIMO	Review ESBA email and attached Committee memorandum regarding site visits and results of same.	.4	224.00
08/04/09	CG GIAIMO	Draft, review and revise memorandum response to R. Garcia regarding Plan and Disclosure Statement comments.	.9	504.00
08/04/09	CG GIAIMO	Professional Committee call to discuss Plan treatment and related case issues.	.6	336.00
08/04/09	CG GIAIMO	Email communications with R. Garcia regarding communications with Debtors' counsel expressing his concerns with Disclosure Statement.	.3	168.00

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

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

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

CURRENT FEES

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16,413.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$16,413.00

(00010) MATTER NUMBER

RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

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

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

CURRENT FEES

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3,697.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$3,697.00

(00011) MATTER NUMBER

RE: Plan and Disclosure Statement Matters and  
Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/01/09	KA LANE	Review and analyze amended disclosure statement.	4.1	1,906.50
08/02/09	KA LANE	Continue review of disclosure statement identifying Committee issues and cross referencing amended plan.	5.9	2,743.50
08/02/09	KA LANE	Review correspondence from M. Kelsey regarding further amendments to disclosure statement.	.2	93.00
08/02/09	CG GIAIMO	Review R. Garcia memorandum regarding comments to Disclosure Statement.	.4	224.00
08/02/09	CG GIAIMO	Confer with C. Cohen regarding status of objection to Disclosure Statement.	.2	112.00
08/02/09	CG GIAIMO	Emails with K. Lane regarding Amended Disclosure Statement and issues related thereto.	.2	112.00
08/02/09	CG GIAIMO	Emails with A. York regarding Committee comments to Amended Disclosure Statement and scheduling a call to discuss same.	.2	112.00
08/03/09	CG GIAIMO	Review and analyze recently-filed Amended Disclosure Statement.	2.7	1,512.00
08/03/09	CG GIAIMO	Draft memorandum on outstanding Disclosure Statement issues.	.4	224.00
08/03/09	CG GIAIMO	Meeting with K. Lane to discuss issues and concerns with Amended Disclosure Statement.	1.4	784.00
08/03/09	CG GIAIMO	Multiple emails with R. Garcia regarding Amended Disclosure Statement provisions and providing explanation for same.	.4	224.00
08/03/09	CG GIAIMO	Email exchanges with ESBA regarding comments to Amended Disclosure Statement.	.3	168.00
08/03/09	CG GIAIMO	Conference call with Debtors' counsel regarding Committee issues and concerns with Amended Disclosure Statement.	.9	504.00
08/03/09	CG GIAIMO	Review and revise draft email to Debtors' counsel regarding list of Committee issues regarding Amended Disclosure Statement.	.2	112.00
08/03/09	CG GIAIMO	Emails with D. Kerrigan regarding strategy meeting to discuss Plan issues.	.3	168.00

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



08/05/09	CG	GIAIMO	Numerous email communications with K. Lane and A. York regarding continuance of hearing on Amended Disclosure Statement and matters related thereto.	.6	336.00
08/05/09	CG	GIAIMO	Internal Committee professional discussions regarding continuance of hearing on Disclosure Statement and matters related thereto.	.5	280.00
08/05/09	KA	LANE	Various correspondence with C. Giaimo and C. Cohen regarding disclosure statement objection.	1.6	744.00
08/05/09	KA	LANE	Various correspondence with local counsel regarding his suggestions for objection to disclosure statement.	.3	139.50
08/05/09	KA	LANE	Telephone calls with B. Sandler regarding local procedures as to deadlines and decision whether to file disclosure statement objection.	.2	93.00
08/05/09	KA	LANE	Various correspondence with A. York regarding adjournment of disclosure hearing and related issues.	.6	279.00
08/05/09	KA	LANE	Correspondence with FAs regarding disclosure issues.	.4	186.00
08/05/09	KA	LANE	Review C. Giaimo edits and latest version of objection and finalize objection to disclosure statement.	1.3	604.50
08/06/09	CG	GIAIMO	Email exchanges and calls with D. Kerrigan and K. Lane regarding strategy to improve treatment of unsecured creditors.	.7	392.00
08/06/09	CG	GIAIMO	Review R. Garcia letter and memorandum regarding restructuring issues.	.2	112.00
08/06/09	AK	CAMPBELL	Review committee correspondence re: disclosure statement.	.1	31.00
08/09/09	CG	GIAIMO	Review and analyze legal issues and case law for opposition to Plan and strategy for obtaining higher and more guaranteed return for unsecured creditors.	1.6	896.00
08/10/09	CG	GIAIMO	Meeting with K. Lane regarding Plan negotiation strategy and issues related thereto.	.4	224.00
08/10/09	CG	GIAIMO	Confer with ESBA regarding strategy meeting and issues regarding status of due diligence.	.4	224.00
08/10/09	CG	GIAIMO	Conference call with ESBA regarding feasibility analysis and issues related to Plan terms and concerns therewith.	.9	504.00
08/10/09	KA	LANE	Begin review of Bank Reporting Packages.	3.2	1,488.00
08/11/09	KA	LANE	Various correspondence with C. Giaimo regarding plan and related issues.	.9	418.50

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

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

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

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

CURRENT FEES

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61,466.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$61,466.00

(00013) MATTER NUMBER

RE: Employee Benefits and Severance, Pensions ERISA,  
Labor

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/14/09	CG GIAIMO	Review status of class actions and claims arising therefrom.	.3	168.00
08/21/09	CG GIAIMO	Emails with C. Cohen regarding same.	.2	112.00
08/21/09	KA LANE	Review Motion to Approve Compromise and Settlement with Acevedo plaintiffs and attorneys.	.3	139.50
08/21/09	CG GIAIMO	Review and analyze recently-filed 9019 for Acevedo matter.	.7	392.00
08/24/09	CG GIAIMO	Review and analyze class action settlement and internal review and discussions regarding issues with respect to same.	.9	504.00
08/24/09	CG GIAIMO	Strategy discussions with K. Lane regarding Committee questions regarding Acevedo settlement.	.4	224.00
08/24/09	CG GIAIMO	Review M. Rosenthal correspondence regarding Acevedo settlement and questions related thereto.	.2	112.00
08/24/09	KA LANE	Review settlement agreement and summarize relief requested in Acevedo settlement and convey same to C. Giaimo.	1.4	651.00
08/24/09	KA LANE	Various correspondence and calls with C. Giaimo and C. Cohen regarding Acevedo attorney fee settlement.	1.3	604.50
08/24/09	KA LANE	Correspondence with M. Rosenthal concerning Acevedo settlement.	.2	93.00
08/24/09	KA LANE	Telephone calls and correspondence with M. Kelsey regarding details of settlement with Acevedo plaintiffs.	.4	186.00
08/24/09	KA LANE	Review and analyze schedule of fees and costs provided by Acevedo plaintiffs' counsel.	.2	93.00
08/24/09	KA LANE	Research and review Third Circuit case law concerning attorneys' fee awards and standards under 9019.	1.7	790.50
08/24/09	CC COHEN	Review and analyze class action issues.	.8	492.00
08/25/09	CC COHEN	Review and analyze class action settlement.	.2	123.00
08/25/09	KA LANE	Various correspondence with C. Giaimo and C. Cohen concerning recommendation to Committee regarding Acevedo settlement.	.9	418.50

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

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



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

CURRENT FEES

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24,769.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$24,769.00

(00014) MATTER NUMBER

RE: Real Estate and Leasing and Executory Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

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

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

CURRENT FEES

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5,677.50

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$5,677.50

(00015) MATTER NUMBER  
RE: Creditor Inquiries

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

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

CURRENT FEES

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392.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.7	at \$560.00 =	392.00
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TOTALS	0.7		392.00

SUBTOTAL FOR THIS MATTER

\$392.00

(00016) MATTER NUMBER

RE: Automatic Stay and Section 362 and 363 Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

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

CURRENT FEES

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943.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$943.00

(00017) MATTER NUMBER

RE: Investigation of Secured Creditor, Equipment Lessors

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/01/09	CC COHEN	Review lien analysis.	.2	123.00
08/02/09	CG GIAIMO	Review and analyze lien search memorandum, attached documents and issues related thereto.	.6	336.00
08/03/09	CG GIAIMO	Internal discussions regarding status of lender investigation.	.3	168.00
08/03/09	CC COHEN	Review documents to investigate potential lender claims.	.8	492.00
08/03/09	AT THURMAN	Researched corporate history from Delaware for the sixteen BMHC related entities. Requested by R. Richardson.	1.3	266.50
08/03/09	RJ RICHARDSON	Reviewed initial perfection analysis memo and outlined additional areas requiring research.	2.1	861.00
08/04/09	KA LANE	Various correspondence with C. Cohen regarding discovery related issues.	.8	372.00
08/04/09	KA LANE	Various correspondence with C. Cohen regarding document production and investigation-related issues.	.7	325.50
08/04/09	CC COHEN	Review documents to investigate potential lender claims.	3.6	2,214.00
08/04/09	CG GIAIMO	Confer with C. Cohen regarding extent and nature of Wells Fargo's lien in BMHC assets.	.3	168.00
08/07/09	AZ ZACHARIAH	Meet with K. Lane regarding review of the dataroom.	.5	187.50
08/07/09	KA LANE	Meeting with A. Zachariah regarding data room review.	.5	232.50
08/07/09	KA LANE	Review document categories and documents generally to determine which documents have not been produced.	3.8	1,767.00
08/07/09	KA LANE	Review selected documents from database.	1.7	790.50
08/07/09	KA LANE	Correspondence to Debtors and Lenders advising of documents missing from production.	.3	139.50
08/07/09	CG GIAIMO	Call with K. Lane regarding lender's production of documents and status of investigation.	.4	224.00
08/07/09	AZ ZACHARIAH	Begin review of all the documents received to date in investigation.	6.4	2,400.00
08/10/09	RJ RICHARDSON	Met with T. Castiello to discuss additional guarantors and grantors under the credit agreement and security agreement in response to earlier inquiries.	.2	82.00

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

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



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

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

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

CURRENT FEES

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63,591.50

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$63,591.50

(00019) MATTER NUMBER

RE: Chapter 5 Litigation, Collection and Investigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

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

CURRENT FEES

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1,230.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$1,230.00

(00022) MATTER NUMBER  
RE: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: AUGUST 31, 2009

Date	Timekeeper		Hours	Value
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08/03/09	AK CAMPBELL	Begin to prepare June monthly statement; review bill re: the same.	.9	279.00
08/04/09	AK CAMPBELL	Review docket for monthly fee application procedures; discuss the same with C. Giaimo.	.2	62.00
08/10/09	NA CONSTANTINO	Review retention order and compensation order to determine filing of first monthly fee application	.1	26.50
08/12/09	AK CAMPBELL	Draft monthly fee application.	1.1	341.00
08/13/09	AK CAMPBELL	Draft first monthly fee application.	4.3	1,333.00
08/14/09	AK CAMPBELL	Review professional fee order for provision related to committee member fee; draft email to committee and discuss the same with K. Lane.	1.1	341.00
08/20/09	KA LANE	Conferences with C. Giaimo and A. Campbell regarding fee application.	.4	186.00
08/20/09	AK CAMPBELL	Revise monthly fee statement and coordinate filing.	.9	279.00
08/20/09	KA LANE	Review draft fee application.	.5	232.50
08/21/09	KA LANE	Various correspondence with C. Giaimo regarding Committee fee applications and related issues.	.6	279.00

CURRENT FEES

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3,359.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$3,359.00

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

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

Blended Rate: 455.48

BF: Banking and Finance  
BR: Bankruptcy and Reorganization  
CORP: Corporate  
EMPL: Employment Law  
HEALTH: Health Law  
INTL: International Law  
LDR: Litigation Dispute Resolution  
RE: Real Estate





CURRENT CHARGES FOR ALL MATTERS 2,044.34

CURRENT FEES FOR ALL MATTERS 192,395.00

TOTAL AMOUNT OF THIS INVOICE \$194,439.34  
=====

REMAINING RETAINER BALANCE: \$.00

# ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Building Materials Holding Corporation, et al. - Official  
Official Committee of Unsecured Creditors  
c/o Arent Fox LLP  
1050 Connecticut Avenue, NW  
Washington, DC 20036  
Attn: Christopher J. Giaimo

Invoice Number 1213842  
Invoice Date 09/16/09  
Client Number 031659

-----  
**- - REMITTANCE COPY - -**  
**PLEASE SEND WITH CHECK**

**TOTAL AMOUNT OF THIS INVOICE**

**\$194,439.34**

**PLEASE REMIT PAYMENT BY CHECK TO THE FOLLOWING ADDRESS:**

Arent Fox LLP  
P.O. Box 758670  
Baltimore, Maryland 21275

**WIRING INSTRUCTIONS (if applicable):**

Bank: Wachovia Bank, NA  
Address: Roanoke, VA  
ABA#: 051400549  
SWIFT CODE: PNBPU33 (for international use)  
Account #: 2065204060070  
Beneficiary Name: Arent Fox LLP  
Beneficiary Address: 1050 Connecticut Ave., NW  
Washington, DC 20036

Please reference the following:

Client # 031659  
Client Name Building Materials Holding Corporation, et al. - O  
Invoice Number 1213842

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----	X	
In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
	:	
-----	X	

**CERTIFICATE OF SERVICE**

I, Bradford J. Sandler, Esquire, hereby certify that on September 18, 2009, a true and correct copy of the foregoing document was served via overnight delivery, postage prepaid, upon all parties on the attached list.

Dated: September 18, 2009

BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP

By: /s/ Bradford J. Sandler  
Bradford J. Sandler, Esquire (No. 4142)  
222 Delaware Ave., Suite 801  
Wilmington, DE 19809  
302-442-7010 (telephone)  
302-442-7012 (facsimile)  
[bsandler@beneschlaw.com](mailto:bsandler@beneschlaw.com)

Counsel to the Official Committee of Unsecured  
Creditors

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

Gibson, Dunn & Crutcher LLP  
Attn: Michael A. Rosenthal and Matthew K. Kelsey  
200 Park Avenue  
New York, NY 10166

Office of the United States Trustee  
Attn: Joseph McMahon  
844 King Street  
Suite 2207  
Wilmington, DE 19801

Young Conaway Stargatt & Taylor, LLP  
Attn: Sean M. Beach and Robert F. Poppiti, Jr.  
The Brandywine Building  
1000 West Street  
17<sup>th</sup> Floor  
Wilmington, DE 19801

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

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----	X	
In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
	:	
-----	X	

**CERTIFICATE OF SERVICE**

I, Bradford J. Sandler, Esquire, hereby certify that on September 22, 2009, a true and correct copy of the foregoing document was served via overnight delivery, postage prepaid, upon all parties on the attached list.

Dated: September 22, 2009

BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP

By: /s/ Bradford J. Sandler  
Bradford J. Sandler, Esquire (No. 4142)  
222 Delaware Ave., Suite 801  
Wilmington, DE 19809  
302-442-7010 (telephone)  
302-442-7012 (facsimile)  
[bsandler@beneschlaw.com](mailto:bsandler@beneschlaw.com)

Counsel to the Official Committee of Unsecured  
Creditors

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Attn: Paul S. Street  
720 Park Boulevard  
Suite 200  
Boise, ID 83712

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Attn: Michael A. Rosenthal and Matthew K. Kelsey  
200 Park Avenue  
New York, NY 10166

Office of the United States Trustee  
Attn: Joseph McMahon  
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Suite 2207  
Wilmington, DE 19801

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San Francisco, CA 94105