

IN RE:

Debtors.

Objection Deadline: October 22, 2009 at 4:00 p.m. (ET)
Hearing Date: To Be Determined

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

PREVIOUS FEE APPLICATIONS

| <u>Title</u> | <u>Date Filed</u> | <u>Period Covered</u> | <u>Fees Requested</u> | <u>Expenses Requested</u> | <u>Fees Approved</u> | <u>Expenses Approved</u> |
|---|--------------------------|----------------------------------|------------------------------|----------------------------------|-----------------------------|---------------------------------|
| Verified First Monthly Application of Gibson, Dunn & Crutcher LLP Beginning June 16, 2009 Through June 30, 2009 [Docket Entry No. 313] | 7/27/09 | June 16, 2009 – June 30, 2009 | \$391,533.25 | \$12,722.72 | 80% | 100% |
| Verified Second Monthly Application of Gibson, Dunn & Crutcher LLP Beginning July 1, 2009 Through July 30, 2009 [Docket Entry No. 530] | 8/27/09 | July 1, 2009 – July 30 2009 | \$681,530.25 | \$22,211.78 | 80% | 100% |
| Verified Third Monthly Application of Gibson, Dunn & Crutcher LLP Beginning August 1, 2009 Through August 30, 2009 [Docket Entry No. 648] | 9/18/09 | August 1, 2009 – August 31, 2009 | \$404,340.25 | \$5,457.69 | 80% | 100% |

BUILDING MATERIALS HOLDING CORPORATION, et al.

**Summary Breakdown of Professionals and Paraprofessional Hours and Fees for the
Interim Period of September 1, 2009 through September 30, 2009**

| <u>NAME OF PROFESSIONAL PERSON</u> | <u>POSITION</u> | <u>STARTING DATE EMPLOYED AT GD&C</u> | <u>YEAR ADMITTED TO BAR</u> | <u>TOTAL HOURS BILLED</u> | <u>RATE</u> | <u>AMOUNT</u> |
|---|------------------------|--|--|--|--------------------|----------------------|
| C. F. FELDMAN | Partner—Tax | 5/01/1986 | 1968 NY | 0.7 | 985 | \$689.50 |
| S. FINLEY | Partner— Corp. | 8/29/1988 | 1974 NY | 107.1 | 995 | \$106,564.50 |
| M. ROSENTHAL | Partner— Bankr. | 11/27/1989 | 2009 NY 1985 TX | 166.9 | 985 | \$164,396.50 |
| W. D. CLASTER | Partner— Labor | 6/1/1976 | 1976 CA | 6.0 | 865 | \$5,190.00 |
| C. J. MARTIN | Partner— Labor | 10/4/1982 | 1978 CA | 1.3 | 880 | \$1,144.00 |
| S. L. TOLLES | Partner—Tax | 6/1/1982 | 1982 CA | 8.7 | 860 | \$7,482.00 |
| G. T. DAVIDSON | Partner— Corp. | 10/24/1988 | 1988 CA | 5.0 | 840 | \$4,200.00 |
| S. W. FACKLER | Partner— Corp. | 9/23/2005 | 1984 CA 2004 NY | 3.3 | 810 | \$2,673.00 |
| R. B. LUDWISZEWSKI | Partner—Lit. | 4/1/1993 | 1989 DC | 1.0 | 905 | \$905.00 |
| M.J. COLLINS | Partner— Labor | 5/1/2000 | 2005 DC | 2.7 | 675 | \$1,822.50 |

| <u>NAME OF PROFESSIONAL PERSON</u> | <u>POSITION</u> | <u>STARTING DATE EMPLOYED AT GD&C</u> | <u>YEAR ADMITTED TO BAR</u> | <u>TOTAL HOURS BILLED</u> | <u>RATE</u> | <u>AMOUNT</u> |
|---|------------------------|--|------------------------------------|----------------------------------|--------------------|----------------------|
| C. R. MONTGOMERY | Partner—Corp. | 3/12/2001 | 1997 CA | 28.3 | 635 | \$17,970.50 |
| S. C. FELLER | Partner—Tax | 1/20/2004 | 2001 NY 2005 CA | 1.6 | 635 | \$1,016.00 |
| M. R. PFUNDER | Of Counsel – Corp. | 11/29/1993 | 1971 DC | 3.8 | 775 | \$2,945.00 |
| M. K. KELSEY | Of Counsel – Corp. | 11/10/2008 | 2004 NY | 34.9 | 710 | \$24,779.00 |
| A. G. YORK | Associate—Bankr. | 8/24/1998 | 1998 TX | 232.8 | 635 | \$147,828.00 |
| J. I. SHAPIRO | Associate—R.E. | 9/12/2005 | 2000 NJ 2001 NY 2006 CA | 3.1 | 610 | \$1,891.00 |
| M. C. NELSON | Associate—Lit. | 10/4/2004 | 2004 TX | 11.2 | 525 | \$5,880.00 |
| M.C. WALSH | Associate—Corp. | 9/7/2004 | 2005 NY | 13.6 | 620 | \$8,432.00 |
| N. D. GREENWOOD | Associate—Corp. | 5/17/2004 | 2005 CA | 12.1 | 495 | \$5,989.50 |
| L. J VANDYKE | Associate—Lit. | 10/1/2007 | 2006 DC 2008 TX | 111.2 | 495 | \$55,044.00 |
| M. T. TOOMEY | Associate—Corp. | 10/4/2004 | 2006 NY | 36.6 | 620 | \$22,692.00 |
| J. WEISSER | Associate—Corp. | 4/20/2009 | 2006 NY | 0.4 | 585 | \$234.00 |
| S. B. FLETCHER | Associate—Lit. | 9/5/2006 | 2006 VA 2007 DC | 5.5 | 470 | \$2,585.00 |

| <u>NAME OF PROFESSIONAL PERSON</u> | <u>POSITION</u> | <u>STARTING DATE EMPLOYED AT GD&C</u> | <u>YEAR ADMITTED TO BAR</u> | <u>TOTAL HOURS BILLED</u> | <u>RATE</u> | <u>AMOUNT</u> |
|--|--------------------------------|--|------------------------------------|----------------------------------|--------------------|----------------------|
| C. P. FLOYD | Associate— Lit. | 9/5/2006 | 2006 TX | 40.1 | 470 | \$18,847.00 |
| P. A. HALLING | Associate— Corp. | 10/8/2007 | 2008 NY | 6.3 | 495 | \$3,118.50 |
| A. L. KREISBERG | Associate— Tax | 4/28/2008 | 2008 NY | 24.3 | 470 | \$11,421.00 |
| T. S. SOUZA | Associate— Unassigned | 9/2/2008 | 2008 TX | 2.8 | 345 | \$966.00 |
| S. MUZUMDAR | Associate— Corp. | 10/6/2008 | 2009 NY | 33.2 | 420 | \$13,944.00 |
| J. L. GRAVES | Associate— Bankr. | 10/6/2008 | 2007 TX | 83.7 | 400 | \$33,480.00 |
| K. A. BOHNE | Associate— Bankr. | 9/2/2008 | 2008 TX | 18.4 | 345 | \$6,348.00 |
| J. M. CONTRERAS | Legal Assistant – Bankr. | 3/20/2000 | N/A | 31.7 | 290 | \$9,193.00 |
| S. G. FARRAG | Legal Assistant – Bankr. | 6/17/2009 | N/A | 8.0 | 235 | \$1,880.00 |
| SUBTOTAL: | | | | 1,046.3 | | \$691,550.50 |
| LESS REDUCTION FOR NON- WORKING TRAVEL TIME | | | | | | -\$12,008.00 |
| TOTAL FEES REQUESTED | | | | | | \$679,542.50 |

Blended Rate: \$649.47
Blended Rate (excluding legal assistant time): \$664.09

Bankr. = Business Restructuring and Reorganization Practice Group

Corp. = Corporate Practice Group

Lit. = Litigation Practice Group

Tax = Tax Practice Group

Labor = Labor Practice Group

R.E. = Real Estate Group

TOTAL COMPENSATION BY PROJECT CATEGORY

For the Interim Fee Period of September 1, 2009 through September 30, 2009

| <u>Project Category</u> | <u>Total Hours</u> | <u>Total Fees</u> |
|---|---------------------------|--------------------------|
| Asset Disposition Sale Issues (Matter 00103) | 4.3 | \$3,933.00 |
| Automatic Stay Issues (Matter 00102) | 69.6 | \$39,239.50 |
| Business Operations (Matter 00103) | 25.8 | \$11,875.00 |
| Case Administration (Matter 00104) | 56.4 | \$27,538.50 |
| Claims Administration and Objections (Matter 00105) | 32.4 | \$19,153.50 |
| Corporate Governance and Securities Law Compliance (Matter 00106) | 16.4 | \$15,493.00 |
| Creditor Committee Issues (Matter 00107) | 22.8 | \$14,786.00 |
| DIP Financing/Cash Collateral/Cash Management (Matter 00108) | 9.7 | \$4,837.50 |
| Employees (Matter 00109) | 15.8 | \$11,118.50 |
| Executory Contracts/Unexpired Leases (Matter 00111) | 24.2 | \$11,717.50 |
| Fee and Retention Applications (GD&C) (Matter 00112) | 36.4 | \$12,360.50 |
| Fee and Retention Applications (Other Professionals) (Matter 00113) | 3.2 | \$1,572.00 |
| Insurance (Matter 00114) | 13.4 | \$7,136.00 |
| Plan & Disclosure Statement (Matter 00115) | 478.5 | \$381,112.00 |
| Plan Exclusivity (Matter 00116) | 11.4 | \$4,633.00 |
| Secured Creditor Collateral (Matter 00118) | 0.5 | \$492.50 |
| Taxes (Matter 00120) | 39.6 | \$21,675.00 |
| Non-Working Travel Time (after 50% write- off) (Matter 00121) | 30.3 | \$12,008.00 |

| | | |
|---------------------------------------|----------------|---------------------|
| Utilities (Matter 00122) | 2.4 | \$960 |
| Class Action Issues (Matter 00125) | 149.4 | \$74,956.50 |
| HSR (Matter 00126) | 3.8 | \$2,945.00 |
| <u>TOTAL</u> | 1,046.3 | \$679,542.50 |

TOTAL EXPENSE SUMMARY

For the Interim Fee Period of September 1, 2009 through September 30, 2009

| <u>Expense Category</u> | <u>Total Expenses</u> |
|--|------------------------------|
| Freight & Shipping | \$17.53 |
| In-House Duplication (Photocopies -- \$0.10 per page) | \$241.30 |
| Lodging | \$284.06 |
| On-Line Research (Lexis) | \$1,803.74 |
| On-Line Research (Westlaw) | \$1,914.21 |
| On-Line Research Nexis-Main | \$400.00 |
| Postage | \$5.54 |
| Specialized Research/Filing Fees | \$11.12 |
| Telephone Charges | \$845.63 |
| Travel – Air & Rail | \$2,111.35 |
| Travel – Taxi & Other Modes/Miles | \$182.98 |
| TOTAL | \$7,817.46 |

IN RE:

**BUILDING MATERIALS HOLDING
CORPORATION, *et al.*,¹**

Debtors.

Chapter 11

Case No. 09-12074 (KJC)

Jointly Administered

Objection Deadline: October 22, 2009 at 4:00 p.m. (ET)
Hearing Date: To Be Determined

**VERIFIED FOURTH MONTHLY APPLICATION OF GIBSON, DUNN &
CRUTCHER LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION FOR ALLOWANCE OF INTERIM COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES FOR THE
PERIOD BEGINNING SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009**

Gibson, Dunn & Crutcher LLP ("Gibson Dunn"), counsel for Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "Debtors"), hereby applies for allowance of interim compensation for professional services rendered and reimbursement of expenses incurred for the monthly period beginning September 1, 2009 through September 30, 2009 (herein, the "Application"), and respectfully states the following:

FEES AND EXPENSES FOR WHICH ALLOWANCE IS SOUGHT

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

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

compensation and reimbursement of expenses of professionals employed in chapter 11 cases, and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered by the Court on July 16, 2009 (the "Interim Fee Procedures Order") in connection with the Chapter 11 Cases (as defined below). Gibson Dunn seeks approval and allowance of interim compensation for professional services charged to the Debtors during the period from September 1, 2009 through September 30, 2009 (the "Interim Fee Period") in the amount of \$679,542.50. A schedule setting forth the number of hours expended by partners, counsel, associates, staff attorneys, and legal assistants of Gibson Dunn who rendered services to the Debtors during the Interim Fee Period, and their respective hourly rates is attached hereto as **Exhibit A**. Gibson Dunn also requests reimbursement of actual and necessary out-of-pocket expenses incurred in connection with its representation of the Debtors during the Interim Fee Period in the amount of \$7,817.46. A schedule setting forth the expenses for which Gibson Dunn is seeking reimbursement is attached hereto as **Exhibit B**.

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

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

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

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

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

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

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

GENERAL BACKGROUND

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

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

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

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

schedules, and sourcing materials. The Debtors currently offer these services in major metropolitan markets in California, Arizona, Nevada and Illinois.

RETENTION OF GIBSON, DUNN & CRUTCHER LLP

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

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

SERVICES RENDERED BY GIBSON DUNN

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

13. Gibson Dunn partners, counsel, associates, staff attorneys, and paralegals provided 1,046.3 hours of time in the Business Restructuring and Reorganization Practice Group,

the Litigation Practice Group, the Labor Practice Group, the Tax Practice Group, and the Corporate Practice Group during the Interim Fee Period.

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

A. Asset Disposition Sales (Matter 00101)

(Interim Fee Period Fees: \$3,933.00 Total Hours: 4.3)

15. This category covers time addressing issues concerning the sale of the Debtors' assets. During the Interim Fee Period, Gibson Dunn addressed issues relating to a potential sale of assets under Section 363 of the Bankruptcy Code.

B. Automatic Stay (Matter 00102)

(Interim Fee Period Fees: \$39,239.50 Total Hours: 69.6)

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

C. Business Operations (Matter 00103)

(Interim Fee Period Fees: \$11,875.00 Total Hours: 25.8)

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

continue such day to day and out of the ordinary course business operations. This included preparing motions to authorize entry into various construction contracts on behalf of the Debtors.

D. Case Administration (Matter 00104)

(Interim Fee Period Fees: \$27,538.50 Total Hours: 56.4)

18. Gibson Dunn performed work necessary for the successful administration of these Chapter 11 Cases. During the Interim Fee Period, Gibson Dunn spent numerous hours finalizing and filing various pleadings, communicating with the Debtors and other key constituencies regarding administrative tasks within these Chapter 11 Cases, and addressing the myriad of other administrative matters that arose in the course of these Chapter 11 Cases. These tasks include, but are not limited to, coordinating case status conferences and maintaining a case calendar in coordination with YCS&T.

E. Claims Administration and Objections (Matter 00105)

(Interim Fee Period Fees: \$19,153.50 Total Hours: 32.4)

19. This category covers time addressing issues concerning claims made against the Debtors' estates. During the Interim Fee Period, Gibson Dunn spent time addressing, among other things, analyzing the impact that the proofs of claim filed by the IRS might have on the Chapter 11 Cases. Gibson Dunn also worked with the Debtors' claims agent, The Garden City Group, to develop a strategy for resolving outstanding proofs of claim and working to reconcile such claims.

F. Corporate Governance/Securities Law Compliance (Matter 00106)

(Interim Fee Period Fees: \$15,493.00 Total Hours: 16.4)

20. This category addresses issues concerning compliance with securities law and preparing, reviewing and filing items with the Securities Exchange Commission. During the Interim Fee Period, Gibson Dunn prepared a Form 8-K and worked on a press release with regards to the filing. In addition, time was spent preparing for and participating in the Debtors' corporate governance meetings and board meetings.

G. Creditor Committee Issues (Matter 00107)

(Interim Fee Period Fees: \$14,786.00 Total Hours: 22.8)

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

H. DIP Financing/Cash Collateral/Cash Management (Matter 00108)

(Interim Fee Period Fees: \$4,837.50 Total Hours: 9.7)

22. This category covers time spent negotiating and preparing documents to secure exit financing at the close of these Chapter 11 Cases. During the Interim Fee Period, time was spent reviewing and negotiating the terms of exit financing with Wells Fargo Bank.

I. Employees (Matter 00109)

(Interim Fee Period Fees: \$11,118.50 Total Hours: 15.8)

23. This category covers issues concerning the Debtors' current and former employees. During the Interim Fee Period, time was spent addressing employee wage,

severance, and retention issues, as well as working with the union representatives to address issues concerning the Debtors' collective bargaining agreements.

J. Executory Contracts/Unexpired Leases (Matter 00111)

(Interim Fee Period Fees: \$11,717.50 Total Hours: 24.2)

24. During the Interim Fee Period, Gibson Dunn spent time reviewing the Debtors' executory contracts and unexpired leases, and preparing motions to assume or reject same. In addition, Gibson Dunn prepared a motion to extend time to assume and reject such contracts under 365(d)(4) of the Bankruptcy Code.

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

(Interim Fee Period Fees: \$12,360.50 Total Hours: 36.4)

25. During the Interim Fee Period, time was spent preparing Gibson Dunn's third monthly and first quarterly requests for interim compensation and reimbursement of expenses. Furthermore, time was spent ensuring compliance with applicable U.S. Trustee Guidelines related to Gibson Dunn's retention and compensation.

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

(Interim Fee Period Fees: \$1,572.00 Total Hours: 3.2)

26. Gibson Dunn spent time related to the retention and compensation of additional professionals hired by the Debtors in these Chapter 11 Cases. During the Interim Fee Period, time was spent assisting with a fee application to be filed on behalf of the Debtors' financial advisors.

M. Insurance (Matter 00114)

(Interim Fee Period Fees: \$7,136.00 Total Hours: 13.4)

27. This category covers time spent reviewing insurance policies and addressing issues related thereto. During the Interim Fee Period, Gibson Dunn Time spent time preparing and negotiating a motion to approve a transaction between the Debtors and Arch reinsurance.

N. Plan & Disclosure Statement (Matter 00115)

(Interim Fee Period Fees: \$381,112.00 Total Hours: 478.5)

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

O. Plan Exclusivity (Matter 00116)

(Interim Fee Period Fees: \$4,633.00 Total Hours: 11.4)

29. During the Interim Fee Period, time in this category was spent drafting a motion to extend the exclusivity period for which the Debtors can file a plan of reorganization.

P. Secured Creditor Collateral (Matter 00118)

(Interim Fee Period Fees: \$492.50 Total Hours: 0.5)

30. During the Interim Fee Period, time was spent responding to issues concerning liens and inquiries of secured creditors.

Q. Taxes (Matter 00120)

(Interim Fee Period Fees: \$21,675.00 Total Hours: 39.6)

31. This matter includes time spent addressing tax issues. During the Interim Fee Period, time was spent reviewing claims filed by the IRS and researching legal questions relating to the IRS's claims. In addition, time was devoted to preparing a tax disclosure to be included in the Debtors' revised plan and disclosure statement.

R. Non-Working Travel Time (Matter 00121)

(Interim Fee Period Fees: \$12,008.00 Total Hours: 30.3)

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

S. Utilities (Matter 00122)

(Interim Fee Period Fees: \$960.00 Total Hours: 2.4)

33. During the Interim Fee Period, Gibson Dunn addressed numerous issues concerning utilities, including assisting the Debtors with providing adequate assurance of payment for certain of the Debtors' utility providers, and reviewing and addressing requests for additional adequate assurance.

T. Class Action Issues (Matter 00125)

(Interim Fee Period Fees: \$74,956.50 Total Hours: 149.4)

34. During the Interim Fee Period, Gibson Dunn addressed issues concerning potential class action matters that were pending on the Petition Date. Time was spent negotiating a settlement with the Acevedo Plaintiffs and researching, preparing and revising a motion to approve the settlement pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure.

Extensive time was also spent addressing issues regarding Alvarado's motion to file a class proof of claim.

U. Hart-Scott-Rodino Issues (Matter 00126)

(Interim Fee Period Fees: \$2,945.00 Total Hours: 3.8)

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

ALLOWANCE OF COMPENSATION

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

37. **The Time And Labor Required.** The professional services rendered by Gibson Dunn have required substantial time and effort, very frequently on an emergency and after-hours basis. During the Interim Fee Period, approximately 1,046.3 recorded hours were expended by Gibson Dunn partners, counsel, associates, staff attorneys, and legal assistants in providing the professional services described in this Application.

38. **The Rates Charged For Such Services.** During the Interim Fee Period, Gibson Dunn's hourly billing rates ranged from \$710 to \$995 per hour for partners and of counsel; \$345 to \$635 for associates and staff attorneys; and \$235 to \$290 for legal assistants. These billing rates represent customary rates that are routinely billed to the firm's many clients. Based upon the recorded hours expended by Gibson Dunn's attorneys and legal assistants, the average hourly billing rate for Gibson Dunn's services for the Interim Fee Period was approximately \$649.47.

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

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

41. **Customary Compensation.** Gibson Dunn relies on the Court's experience and knowledge with respect to the compensation awards in similar cases. Given that frame of reference, Gibson Dunn submits that, in light of the circumstances of the case and the substantial benefits derived from Gibson Dunn's assistance, compensation in the amount requested is fair and reasonable.

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

43. **Experience, Reputation and Ability of the Attorneys Rendering Services.**

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

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

DISBURSEMENTS

45. For the Interim Fee Period, Gibson Dunn requests reimbursement of \$7,817.46 for reasonable and necessary out-of-pocket expenses incurred on behalf of the Debtors. **Exhibit B** attached hereto summarizes the actual expenses incurred by Gibson Dunn on behalf of the Debtors during the Interim Fee Period and **Exhibit E** details each of the expenses incurred. Each of the charges reflected in **Exhibits B and E** is based on the actual and necessary expenses incurred by Gibson Dunn, in the exercise of reasonable discretion, on behalf of the Debtors.

46. The time constraints frequently imposed by the circumstances of these cases have required Gibson Dunn's attorneys and other employees to devote time during the evenings and on weekends to perform legal services on behalf of the Debtors. Consistent with firm policy, and to ensure the personal safety of attorneys and other employees of Gibson Dunn, the cost of transportation home was reimbursed to employees working late into the night. Unlike many New York firms, Gibson Dunn does not charge clients for reimbursement of meals for attorneys

who worked after regular business hours. Gibson Dunn only seeks reimbursement for overtime meals if the client is present, or if an attorney is traveling on a client's behalf.

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

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

REMAINING ADVANCE DEPOSIT

49. As described above, as of the Petition Date, Gibson Dunn held an Advance Deposit in the amount of \$710,762.59 as security for its postpetition fees and related expenses. After the expiration of the objection period with respect to Gibson Dunn's first interim application (for the period from June 16, 2009 through June 30, 2009), and based on the lack of objections to such application, Gibson Dunn filed a Certificate of No Objection and applied \$325,949.32 against the Advance Deposit, which amount represents the sum of 80% of the fees and 100% of the expenses requested for such period. After the expiration of the objection period with respect to Gibson Dunn's second interim application (for the period from July 1, 2009 through July 31, 2009), and based on the lack of objections to such application, Gibson Dunn filed a Certificate of No Objection with respect to \$567,435.98 of approved fees (at 80%) and

expenses. Gibson Dunn applied \$29,432.27 of these fees and expenses against the Advance Deposit, which reduced such Advance Deposit to the Advance Deposit Minimum Balance of \$355,381.00, and requested payment of the balance from the Debtors as provided in the Order employing Gibson Dunn.

CONCLUSION

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

WHEREFORE Gibson Dunn respectfully requests entry of an order (a) allowing Gibson Dunn, for the period from September 1, 2009 through September 30, 2009, interim compensation for professional services rendered in the amount of \$679,542.50 and reimbursement of expenses in the amount of \$7,817.46 ; and (b) granting Gibson Dunn such other and further relief as is just and proper.

Dated: New York, New York
October 7, 2009

GIBSON, DUNN & CRUTCHER LLP

By: 

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

ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

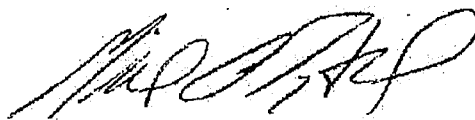
VERIFICATION

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

1. I am a partner in the applicant firm, Gibson, Dunn & Crutcher LLP, and am admitted to practice *pro hac vice* before this Court.

2. I have personally performed many of the legal services rendered by Gibson, Dunn & Crutcher LLP, as counsel for the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and legal assistants in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



Michael A. Rosenthal

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

IN RE:

**BUILDING MATERIALS HOLDING
CORPORATION, *et al.*,¹**

Debtors.

)
) **Chapter 11**
)
) **Case No. 09-12074 (KJC)**
)
) **Jointly Administered**
)
) **Objection Deadline: October 22, 2009 at 4:00 p.m. (ET)**
) **Hearing Date: To Be Determined**
)

NOTICE OF APPLICATION

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

PLEASE TAKE NOTICE that the **Verified Fourth Monthly Application of Gibson, Dunn & Crutcher LLP as Counsel for the Debtors and Debtors in Possession for Allowance of Interim Compensation for Services Rendered and for Reimbursement of Expenses for the Period Beginning September 1, 2009 Through September 30, 2009** (the "Application") has been filed with the United States Bankruptcy Court for the District of Delaware. The Application seeks interim allowance of fees in the amount of \$679,542.50 and expenses in the amount of \$7,817.46.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed on or before **October 22, 2009 at 4:00 p.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

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

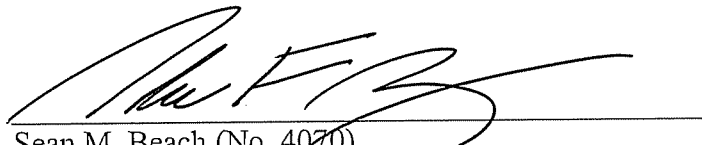
¹ The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C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

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

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

Dated: Wilmington, Delaware
October 7, 2009

YOUNG CONAWAY STARGATT & TAYLOR, LLP



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

----and----

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

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

ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION

EXHIBIT A – Timekeeper Breakdown

BUILDING MATERIALS HOLDING CORPORATION, et al.

**Summary Breakdown of Professionals and Paraprofessional Hours and Fees for the
Interim Period of September 1, 2009 through September 30, 2009**

| <u>NAME OF PROFESSIONAL PERSON</u> | <u>POSITION</u> | <u>STARTING DATE EMPLOYED AT GD&C</u> | <u>YEAR ADMITTED TO BAR</u> | <u>TOTAL HOURS BILLED</u> | <u>RATE</u> | <u>AMOUNT</u> |
|---|------------------------|--|--|--|--------------------|----------------------|
| C. F. FELDMAN | Partner—Tax | 5/01/1986 | 1968 NY | 0.7 | 985 | \$689.50 |
| S. FINLEY | Partner— Corp. | 8/29/1988 | 1974 NY | 107.1 | 995 | \$106,564.50 |
| M. ROSENTHAL | Partner— Bankr. | 11/27/1989 | 2009 NY 1985 TX | 166.9 | 985 | \$164,396.50 |
| W. D. CLASTER | Partner— Labor | 6/1/1976 | 1976 CA | 6.0 | 865 | \$5,190.00 |
| C. J. MARTIN | Partner— Labor | 10/4/1982 | 1978 CA | 1.3 | 880 | \$1,144.00 |
| S. L. TOLLES | Partner—Tax | 6/1/1982 | 1982 CA | 8.7 | 860 | \$7,482.00 |
| G. T. DAVIDSON | Partner— Corp. | 10/24/1988 | 1988 CA | 5.0 | 840 | \$4,200.00 |
| S. W. FACKLER | Partner— Corp. | 9/23/2005 | 1984 CA 2004 NY | 3.3 | 810 | \$2,673.00 |
| R. B. LUDWISZEWSKI | Partner—Lit. | 4/1/1993 | 1989 DC | 1.0 | 905 | \$905.00 |
| M.J. COLLINS | Partner— Labor | 5/1/2000 | 2005 DC | 2.7 | 675 | \$1,822.50 |

| <u>NAME OF PROFESSIONAL PERSON</u> | <u>POSITION</u> | <u>STARTING DATE EMPLOYED AT GD&C</u> | <u>YEAR ADMITTED TO BAR</u> | <u>TOTAL HOURS BILLED</u> | <u>RATE</u> | <u>AMOUNT</u> |
|---|------------------------|--|------------------------------------|----------------------------------|--------------------|----------------------|
| C. R. MONTGOMERY | Partner—Corp. | 3/12/2001 | 1997 CA | 28.3 | 635 | \$17,970.50 |
| S. C. FELLER | Partner—Tax | 1/20/2004 | 2001 NY 2005 CA | 1.6 | 635 | \$1,016.00 |
| M. R. PFUNDER | Of Counsel – Corp. | 11/29/1993 | 1971 DC | 3.8 | 775 | \$2,945.00 |
| M. K. KELSEY | Of Counsel – Corp. | 11/10/2008 | 2004 NY | 34.9 | 710 | \$24,779.00 |
| A. G. YORK | Associate—Bankr. | 8/24/1998 | 1998 TX | 232.8 | 635 | \$147,828.00 |
| J. I. SHAPIRO | Associate—R.E. | 9/12/2005 | 2000 NJ 2001 NY 2006 CA | 3.1 | 610 | \$1,891.00 |
| M. C. NELSON | Associate—Lit. | 10/4/2004 | 2004 TX | 11.2 | 525 | \$5,880.00 |
| M.C. WALSH | Associate—Corp. | 9/7/2004 | 2005 NY | 13.6 | 620 | \$8,432.00 |
| N. D. GREENWOOD | Associate—Corp. | 5/17/2004 | 2005 CA | 12.1 | 495 | \$5,989.50 |
| L. J VANDYKE | Associate—Lit. | 10/1/2007 | 2006 DC 2008 TX | 111.2 | 495 | \$55,044.00 |
| M. T. TOOMEY | Associate—Corp. | 10/4/2004 | 2006 NY | 36.6 | 620 | \$22,692.00 |
| J. WEISSER | Associate—Corp. | 4/20/2009 | 2006 NY | 0.4 | 585 | \$234.00 |
| S. B. FLETCHER | Associate—Lit. | 9/5/2006 | 2006 VA 2007 DC | 5.5 | 470 | \$2,585.00 |

| <u>NAME OF PROFESSIONAL PERSON</u> | <u>POSITION</u> | <u>STARTING DATE EMPLOYED AT GD&C</u> | <u>YEAR ADMITTED TO BAR</u> | <u>TOTAL HOURS BILLED</u> | <u>RATE</u> | <u>AMOUNT</u> |
|---|--------------------------|--|------------------------------------|----------------------------------|--------------------|----------------------|
| C. P. FLOYD | Associate—Lit. | 9/5/2006 | 2006 TX | 40.1 | 470 | \$18,847.00 |
| P. A. HALLING | Associate—Corp. | 10/8/2007 | 2008 NY | 6.3 | 495 | \$3,118.50 |
| A. L. KREISBERG | Associate—Tax | 4/28/2008 | 2008 NY | 24.3 | 470 | \$11,421.00 |
| T. S. SOUZA | Associate—Unassigned | 9/2/2008 | 2008 TX | 2.8 | 345 | \$966.00 |
| S. MUZUMDAR | Associate—Corp. | 10/6/2008 | 2009 NY | 33.2 | 420 | \$13,944.00 |
| J. L. GRAVES | Associate—Bankr. | 10/6/2008 | 2007 TX | 83.7 | 400 | \$33,480.00 |
| K. A. BOHNE | Associate—Bankr. | 9/2/2008 | 2008 TX | 18.4 | 345 | \$6,348.00 |
| J. M. CONTRERAS | Legal Assistant – Bankr. | 3/20/2000 | N/A | 31.7 | 290 | \$9,193.00 |
| S. G. FARRAG | Legal Assistant – Bankr. | 6/17/2009 | N/A | 8.0 | 235 | \$1,880.00 |
| SUBTOTAL: | | | | 1,046.3 | | \$691,550.50 |
| LESS REDUCTION FOR NON-WORKING TRAVEL TIME | | | | | | -\$12,008.00 |
| TOTAL FEES REQUESTED | | | | | | \$679,542.50 |

Blended Rate: \$649.47
Blended Rate (excluding legal assistant time): \$664.09

Bankr. = Business Restructuring and Reorganization Practice Group
Corp. = Corporate Practice Group
Lit. = Litigation Practice Group
Tax = Tax Practice Group
Labor = Labor Practice Group
R.E. = Real Estate Group

EXHIBIT B – Expense Summary

TOTAL EXPENSE SUMMARY

For the Interim Fee Period of September 1, 2009 through September 30, 2009

| <u>Expense Category</u> | <u>Total Expenses</u> |
|--|------------------------------|
| Freight & Shipping | \$17.53 |
| In-House Duplication (Photocopies -- \$0.10 per page) | \$241.30 |
| Lodging | \$284.06 |
| On-Line Research (Lexis) | \$1,803.74 |
| On-Line Research (Westlaw) | \$1,914.21 |
| On-Line Research Nexis-Main | \$400.00 |
| Postage | \$5.54 |
| Specialized Research/Filing Fees | \$11.12 |
| Telephone Charges | \$845.63 |
| Travel – Air & Rail | \$2,111.35 |
| Travel – Taxi & Other Modes/Miles | \$182.98 |
| TOTAL | \$7,817.46 |

EXHIBIT C - Certification

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

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

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

The undersigned attorney certifies under penalty of perjury as follows:

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

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

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

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

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

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

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

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

Dated: New York, New York
October 7, 2009

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

Michael A. Rosenthal

EXHIBIT D – Time Records

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

Federal Taxpayer ID #95-1611234

October 13, 2009

Invoice No. 2009101408

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

For Services Rendered and Costs/Charges Advanced Through September 30, 2009

| | | Services Rendered | Costs/ Charges | Totals |
|-------------|---|----------------------|-------------------|-------------|
| 08299-00101 | Asset Disposition Sale Issues | \$ 3,933.00 | \$ 0.00 | \$ 3,933.00 |
| 08299-00102 | Automatic Stay | 39,239.50 | 0.00 | 39,239.50 |
| 08299-00103 | Business Operations | 11,875.00 | 0.00 | 11,875.00 |
| 08299-00104 | Case Administration | 27,538.50 | 0.00 | 27,538.50 |
| 08299-00105 | Claims Administration and Objections | 19,153.50 | 0.00 | 19,153.50 |
| 08299-00106 | Corporate Governance Securities Law Comp | 15,493.00 | 0.00 | 15,493.00 |
| 08299-00107 | Creditor Committee Issues | 14,786.00 | 0.00 | 14,786.00 |
| 08299-00108 | DIP Financing/Cash Collateral/Cash Manag | 4,837.50 | 0.00 | 4,837.50 |
| 08299-00109 | Employees | 11,118.50 | 0.00 | 11,118.50 |
| 08299-00111 | Executory Contracts/Unexpired Leases | 11,717.50 | 0.00 | 11,717.50 |
| 08299-00112 | Fee Applications/Retention Applications | 12,360.50 | 0.00 | 12,360.50 |
| 08299-00113 | Fee Applications/Retention Applications | 1,572.00 | 0.00 | 1,572.00 |
| 08299-00114 | Insurance | 7,136.00 | 0.00 | 7,136.00 |
| 08299-00115 | Plan & Disclosure Statement | 381,112.00 | 0.00 | 381,112.00 |
| 08299-00116 | Plan Exclusivity | 4,633.00 | 0.00 | 4,633.00 |

Remit By Wire To:

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

Remit By Mail To:

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

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

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

Invoice Date: October 13, 2009

Due and Payable Upon Receipt

Invoice No. 2009101408

| | | Services Rendered | Costs/ Charges | Totals |
|----------------------------|-----------------------------|----------------------|--------------------|-----------------------------|
| 08299-00118 | Secured Creditor Collateral | 492.50 | 0.00 | 492.50 |
| 08299-00120 | Taxes | 21,675.00 | 0.00 | 21,675.00 |
| 08299-00121 | Non-Working Travel Time | 24,016.00 | 0.00 | 24,016.00 |
| 08299-00122 | Utilities | 960.00 | 0.00 | 960.00 |
| 08299-00124 | Disbursements | 0.00 | 7,817.46 | 7,817.46 |
| 08299-00125 | Class Action Issues | 74,956.50 | 0.00 | 74,956.50 |
| 08299-00126 | HSR | <u>2,945.00</u> | <u>0.00</u> | <u>2,945.00</u> |
| Totals | | \$ 691,550.50 | \$ 7,817.46 | \$ 699,367.96 |
| Discount | | | | -12,008.00 |
| Current Balance Due | | | | <u>\$ 687,359.96</u> |

PREVIOUS INVOICE STATEMENT BALANCES OUTSTANDING:

| <u>Matter</u> | <u>Invoice Date</u> | <u>Invoice No.</u> | <u>Services</u> | <u>Costs</u> | <u>Balance Due</u> |
|---------------|---------------------|--------------------|-----------------|--------------|--------------------|
| 08299-00101 | 07/16/09 | 2009071900 | \$ 665.10 | \$ 0.00 | \$ 665.10 |
| 08299-00101 | 08/25/09 | 2009081337 | 7,526.00 | 0.00 | 7,526.00 |
| 08299-00102 | 07/16/09 | 2009071900 | 1,507.40 | 0.00 | 1,507.40 |
| 08299-00102 | 08/25/09 | 2009081337 | 16,471.50 | 0.00 | 16,471.50 |
| 08299-00102 | 09/16/09 | 2009092030 | 15,077.50 | 0.00 | 15,077.50 |
| 08299-00103 | 07/16/09 | 2009071900 | 1,063.60 | 0.00 | 1,063.60 |
| 08299-00103 | 08/25/09 | 2009081337 | 1,773.00 | 0.00 | 1,773.00 |
| 08299-00103 | 09/16/09 | 2009092030 | 11,426.00 | 0.00 | 11,426.00 |
| 08299-00104 | 07/16/09 | 2009071900 | 34,334.10 | 0.00 | 34,334.10 |
| 08299-00104 | 08/25/09 | 2009081337 | 129,334.50 | 0.00 | 129,334.50 |
| 08299-00104 | 09/16/09 | 2009092030 | 22,918.50 | 0.00 | 22,918.50 |
| 08299-00105 | 07/16/09 | 2009071900 | 3,862.00 | 0.00 | 3,862.00 |
| 08299-00105 | 08/25/09 | 2009081337 | 22,450.50 | 0.00 | 22,450.50 |
| 08299-00105 | 09/16/09 | 2009092030 | 15,442.00 | 0.00 | 15,442.00 |
| 08299-00106 | 07/16/09 | 2009071900 | 1,800.90 | 0.00 | 1,800.90 |
| 08299-00106 | 08/25/09 | 2009081337 | 7,434.00 | 0.00 | 7,434.00 |
| 08299-00106 | 09/16/09 | 2009092030 | 15,205.50 | 0.00 | 15,205.50 |
| 08299-00107 | 07/16/09 | 2009071900 | 5,405.50 | 0.00 | 5,405.50 |
| 08299-00107 | 08/25/09 | 2009081337 | 57,632.00 | 0.00 | 57,632.00 |
| 08299-00107 | 09/16/09 | 2009092030 | 2,442.50 | 0.00 | 2,442.50 |
| 08299-00108 | 07/16/09 | 2009071900 | 6,939.60 | 0.00 | 6,939.60 |
| 08299-00108 | 08/25/09 | 2009081337 | 29,544.50 | 0.00 | 29,544.50 |
| 08299-00108 | 09/16/09 | 2009092030 | 18,267.50 | 0.00 | 18,267.50 |
| 08299-00109 | 07/16/09 | 2009071900 | 318.10 | 0.00 | 318.10 |
| 08299-00109 | 08/25/09 | 2009081337 | 2,063.00 | 0.00 | 2,063.00 |
| 08299-00109 | 09/16/09 | 2009092030 | 2,461.00 | 0.00 | 2,461.00 |
| 08299-00111 | 07/16/09 | 2009071900 | 1,385.40 | 0.00 | 1,385.40 |
| 08299-00111 | 08/25/09 | 2009081337 | 45,033.00 | 0.00 | 45,033.00 |
| 08299-00111 | 09/16/09 | 2009092030 | 14,492.50 | 0.00 | 14,492.50 |
| 08299-00112 | 07/16/09 | 2009071900 | 3,732.70 | 0.00 | 3,732.70 |
| 08299-00112 | 08/25/09 | 2009081337 | 25,237.00 | 0.00 | 25,237.00 |
| 08299-00112 | 09/16/09 | 2009092030 | 12,382.00 | 0.00 | 12,382.00 |
| 08299-00113 | 07/16/09 | 2009071900 | 2,295.60 | 0.00 | 2,295.60 |
| 08299-00113 | 08/25/09 | 2009081337 | 14,440.50 | 0.00 | 14,440.50 |
| 08299-00113 | 09/16/09 | 2009092030 | 7,115.50 | 0.00 | 7,115.50 |
| 08299-00114 | 07/16/09 | 2009071900 | 576.70 | 0.00 | 576.70 |
| 08299-00114 | 08/25/09 | 2009081337 | 7,220.50 | 0.00 | 7,220.50 |
| 08299-00114 | 09/16/09 | 2009092030 | 6,715.00 | 0.00 | 6,715.00 |
| 08299-00115 | 07/16/09 | 2009071900 | 5,245.40 | 0.00 | 5,245.40 |
| 08299-00115 | 08/25/09 | 2009081337 | 245,569.00 | 0.00 | 245,569.00 |

| <u>Matter</u> | <u>Invoice Date</u> | <u>Invoice No.</u> | <u>Services</u> | <u>Costs</u> | <u>Balance Due</u> |
|---------------|---------------------|--------------------|-----------------|--------------|--------------------|
| 08299-00115 | 09/16/09 | 2009092030 | 215,422.50 | 0.00 | 215,422.50 |
| 08299-00118 | 07/16/09 | 2009071900 | 354.60 | 0.00 | 354.60 |
| 08299-00118 | 08/25/09 | 2009081337 | 2,794.50 | 0.00 | 2,794.50 |
| 08299-00120 | 07/16/09 | 2009071900 | 857.40 | 0.00 | 857.40 |
| 08299-00120 | 08/25/09 | 2009081337 | 2,896.50 | 0.00 | 2,896.50 |
| 08299-00120 | 09/16/09 | 2009092030 | 3,042.00 | 0.00 | 3,042.00 |
| 08299-00121 | 07/16/09 | 2009071900 | 1,799.05 | 0.00 | 1,799.05 |
| 08299-00121 | 08/25/09 | 2009081337 | 12,122.75 | 0.00 | 12,122.75 |
| 08299-00121 | 09/16/09 | 2009092030 | 1,428.75 | 0.00 | 1,428.75 |
| 08299-00122 | 07/16/09 | 2009071900 | 570.30 | 0.00 | 570.30 |
| 08299-00122 | 08/25/09 | 2009081337 | 13,195.50 | 0.00 | 13,195.50 |
| 08299-00122 | 09/16/09 | 2009092030 | 7,880.00 | 0.00 | 7,880.00 |
| 08299-00124 | 08/25/09 | 2009081337 | 0.00 | 22,211.78 | 22,211.78 |
| 08299-00124 | 09/16/09 | 2009092030 | 0.00 | 5,457.69 | 5,457.69 |
| 08299-00125 | 07/16/09 | 2009071900 | 2,167.70 | 0.00 | 2,167.70 |
| 08299-00125 | 08/25/09 | 2009081337 | 37,499.50 | 0.00 | 37,499.50 |
| 08299-00125 | 09/16/09 | 2009092030 | 30,936.50 | 0.00 | 30,936.50 |
| 08299-00126 | 09/16/09 | 2009092030 | 1,395.00 | 0.00 | <u>1,395.00</u> |

PREVIOUS BALANCE DUE

\$1,186,838.62

TOTAL OUTSTANDING BALANCE DUE

\$1,874,198.58

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

ASSET DISPOSITION SALE ISSUES
08299-00101

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|----------------------|--------------|-------------|---------------|
| MICHAEL A. ROSENTHAL | 3.20 | \$ 985.00 | \$ 3,152.00 |
| MATTHEW K. KELSEY | 1.10 | 710.00 | <u>781.00</u> |

| | | | |
|-----------------------|--|--|-------------|
| Total Services | | | \$ 3,933.00 |
|-----------------------|--|--|-------------|

| | | | |
|--------------------------------------|--|--|----------|
| Total Services, Costs/Charges | | | 3,933.00 |
|--------------------------------------|--|--|----------|

| | | | |
|--------------------|--|--|--------------------|
| BALANCE DUE | | | <u>\$ 3,933.00</u> |
|--------------------|--|--|--------------------|

ASSET DISPOSITION SALE ISSUES
08299-00101

Detail Services:

09/02/09

3.20 ROSENTHAL, MICHAEL A

CONFERENCE CALL WITH K. FISHER, S. MENNILLO, D. DEDYO REGARDING 363 SALE ALTERNATIVE (.6); TELEPHONE WITH R. MELLOR REGARDING 363 SALE ALTERNATIVE (.3); CONFERENCE CALL WITH P. STREET, R. MELLOR AND B. DIETZ REGARDING 363 SALE ALTERNATIVE (.7); CONSIDER ISSUES RELATED TO SECTION 363 SALE ALTERNATIVE (1.3); REVIEW CREDIT BID CASE (.3)

0.60 KELSEY, MATTHEW K

COORDINATE WITH J. CONTRERAS REGARDING ASSET SALE FORMS (.2); E-MAILS TO S. MUZUMDAR REGARDING ASSET SALES (.4).

09/04/09

0.50 KELSEY, MATTHEW K

CORRESPONDENCE WITH S. MUZUMDAR AND A. YORK REGARDING ASSET SALE ISSUE.

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

AUTOMATIC STAY
08299-00102

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|----------------------|--------------|-------------|---------------|
| MICHAEL A. ROSENTHAL | 0.80 | \$ 985.00 | \$ 788.00 |
| AARON G. YORK | 31.60 | 635.00 | 20,066.00 |
| LAWRENCE J. VANDYKE | 36.90 | 495.00 | 18,265.50 |
| JEREMY L. GRAVES | 0.30 | 400.00 | <u>120.00</u> |

| | | | |
|-----------------------|--|--|--------------|
| Total Services | | | \$ 39,239.50 |
|-----------------------|--|--|--------------|

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|--------------------------------------|--|--|-----------|
| Total Services, Costs/Charges | | | 39,239.50 |
|--------------------------------------|--|--|-----------|

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|--------------------|--|--|---------------------|
| BALANCE DUE | | | <u>\$ 39,239.50</u> |
|--------------------|--|--|---------------------|

AUTOMATIC STAY
08299-00102

Detail Services:

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|----------|----------------------|--|--|
| 09/03/09 | | | |
| 0.20 | YORK, AARON G | EMAIL REGARDING LIFT STAY STIPULATION. | |
| 09/04/09 | | | |
| 2.50 | YORK, AARON G | ANALYZE SUN TRUST MOTION. | |
| 09/08/09 | | | |
| 1.20 | YORK, AARON G | DRAFT CONSTRUCTION LITIGATION STAY STIPULATION (.5); EMAILS REGARDING SAME (.2); CALL TO OPPOSING COUNSEL REGARDING SAME (.2); EMAILS TO M. THOMAS REGARDING SUN TRUST MOTION (.30). | |
| 09/09/09 | | | |
| 1.10 | YORK, AARON G | EMAILS REGARDING SUN TRUST STAY RELIEF MOTION (.2); CALL WITH COUNSEL REGARDING STAY (.2); DRAFT FORM AND STIPULATION (.4); EMAIL TO M. THOMAS REGARDING LIFT STAY STIPULATION (.3). | |
| 09/10/09 | | | |
| 1.00 | YORK, AARON G | EMAILS TO CLIENT AND COUNSEL REGARDING GREYSTONE STAY MOTION (.3); EMAILS TO COUNSEL REGARDING LIFT STAY MOTION (.5); CALL WITH T. KENT REGARDING SUN TRUST MOTION (.2). | |
| 09/11/09 | | | |
| 1.10 | YORK, AARON G | CALL WITH M. THOMAS AND T. KENT REGARDING SUN TRUST (.2); EMAILS WITH COUNSEL REGARDING GREYSTONE STIPULATION (.7); CALL WITH M. THOMAS REGARDING SAME (.2). | |
| 09/12/09 | | | |
| 1.50 | YORK, AARON G | DRAFT PLEADING APPROVING LIFT STAY STIPULATION (.4); REVIEW WEISS MOTION TO MODIFY STAY (1.1). | |
| 09/14/09 | | | |
| 0.30 | ROSENTHAL, MICHAEL A | EMAILS REGARDING SUNTRUST AUTOMATIC STAY RELIEF. | |

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| 3.40 | YORK, AARON G | CALLS WITH SUN TRUST COUNSEL REGARDING MOTION TO LIFT STAY (.5); REVISE DRAFT STIPULATION (.4); FINALIZE GREYSTONE STIPULATION AND COUNSEL CERTIFICATE (.5); DRAFT SUN TRUST OBJECTION (2.0). |
| 09/15/09 | | |
| 0.20 | ROSENTHAL, MICHAEL A | EMAILS REGARDING SUNTRUST AGREEMENT. |
| 0.80 | YORK, AARON G | EMAIL TO SUN TRUST COUNSEL REGARDING STATUS (.8); REVIEW AND REVISE SUN TRUST STIPULATION (.4); EMAILS REGARDING SAME (.2). |
| 09/16/09 | | |
| 0.60 | YORK, AARON G | DRAFT CERTIFICATE OF COUNSEL FOR SUN TRUST STIPULATION. |
| 09/17/09 | | |
| 0.30 | ROSENTHAL, MICHAEL A | EMAILS REGARDING WEIS BUILDERS CLAIM |
| 0.80 | YORK, AARON G | CONFERENCE WITH L. VANDYKE REGARDING WEIS STAY MOTION (.3); ANALYZE WEIS MOTION ISSUES (.5). |
| 5.50 | VANDYKE, LAWRENCE J | RECEIVE ASSIGNMENT FROM A. YORK TO DRAFT OBJECTION TO WEIS BUILDERS MOTION TO LIFT STAY (0.3); RESEARCH LAW AND FACTS REGARDING SAME (4.8); REVIEW SAME. |
| 0.30 | GRAVES, JEREMY L | E-MAILS TO L. VANDYKE (GDC) REGARDING THE WEIS LIFT STAY MOTION. |
| 09/18/09 | | |
| 1.80 | YORK, AARON G | EMAILS REGARDING WEIS LIFT STAY MOTION OPPOSITION (.3); CALL WITH L. BAUMANN, P. STREET, P. MCQUARRY, L. VANDYKE REGARDING WEIS MOTION (.7); ANALYZE RESPONSE TO SAME (.8). |
| 6.70 | VANDYKE, LAWRENCE J | RESEARCH LIFT-STAY AND BAR NOTICE STANDARDS FOR OPPOSITION TO WEIS MOTION (3.9); PARTICIPATION IN TELEPHONE CALL WITH CLIENT TO OBTAIN FACTUAL BACKGROUND FOR OPPOSITION TO WEIS MOTION (0.7); DRAFT OUTLINE OF OPPOSITION TO WEIS MOTION (2.1) |

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| 09/21/09 | | |
| 2.90 | YORK, AARON G | ANALYZE STAY RELIEF REQUESTS BY BUILDERS (1.7); CALL WITH M. DIAMOND REGARDING WEIS MOTION TO LIFT STAY (.2); REVISE HARRIS LIFT STAY PLEADING (1.0). |
| 6.70 | VANDYKE, LAWRENCE J | RESEARCH REGARDING OBJECTION TO WEIS MOTION (4.3); OUTLINE AND DRAFT OBJECTION TO WEIS MOTION (2.4). |
| 09/22/09 | | |
| 2.00 | YORK, AARON G | E-MAILS WITH L. VANDYKE REGARDING WEIS RESPONSE (.4); REVISE PLEADINGS REGARDING OPPOSITION TO WEIS STAY MOTION (.7); CALL WITH M. DIAMOND, L. VANDYKE REGARDING WEIS (.9). |
| 9.40 | VANDYKE, LAWRENCE J | RESEARCH FOR OBJECTION TO WEIS MOTION TO LIFT STAY (0.6); DRAFT OBJECTION TO WEIS MOTION TO LIFT STAY (4.7); CONFERENCE CALL WITH A. YORK AND M. DIAMOND REGARDING HISTORY AND STATUS OF WEIS LITIGATION (0.9); DRAFT OPPOSITION TO WEIS MOTION (3.2) |
| 09/23/09 | | |
| 7.50 | YORK, AARON G | ANALYZE WEIS OPPOSITION ISSUES (1.8); CALL WITH J. RHOADES REGARDING HNR FRAMING LIFT STAY REQUESTS (.2); CALLS WITH A. CAMPBELL (COMMITTEE) REGARDING PERSONAL INJURY STAY RELIEF REQUESTS (.2); REVIEW AND REVISE WEIS LIFT STAY OPPOSITION (4.9); CALL WITH D. BAUMANN REGARDING LIFT STAY PROCEDURE (.2). |
| 6.00 | VANDYKE, LAWRENCE J | DRAFT OBJECTIONS TO WEIS MOTION (3.8); RESEARCH BALANCE OF THE HARDSHIPS PRONG OF STAY STANDARD FOR OBJECTION TO WEIS MOTION (0.9); REVISE AND EDIT DRAFT AND FORWARD TO A. YORK FOR REVIEW (0.7); CALL REGARDING DECLARATION WITH M. DIAMOND AND REVIEW SIGNED DECLARATION (0.6). |
| 09/24/09 | | |
| 1.70 | YORK, AARON G | REVISE WEIS OPPOSITION (1.5); REVIEW CORRESPONDENCE REGARDING WECKMAN LITIGATION (.2). |

2.60 VANDYKE, LAWRENCE J

REVISE AND EDIT OBJECTION TO WEIS MOTION (1.5);
COORDINATE AND PREPARE ATTACHMENTS TO
OBJECTION TO WEIS MOTION (1.1).

09/25/09

0.70 YORK, AARON G

FINALIZE WEIS OBJECTION (.4); CALL WITH C.
JOHNSON REGARDING SAME (.1); CALL WITH Z.
ALLINSON (HARRIS PLAINTIFFS) REGARDING STAY
RELIEF (.2).

09/29/09

0.80 YORK, AARON G

ANALYZE LIFT STAY REQUESTS.

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

BUSINESS OPERATIONS
08299-00103

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|------------------|--------------|-------------|-----------------|
| AARON G. YORK | 7.60 | \$ 635.00 | \$ 4,826.00 |
| JEREMY L. GRAVES | 14.00 | 400.00 | 5,600.00 |
| KELLY A. BOHNE | 4.20 | 345.00 | <u>1,449.00</u> |

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|-----------------------|--|--|--------------|
| Total Services | | | \$ 11,875.00 |
|-----------------------|--|--|--------------|

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|--------------------------------------|--|--|-----------|
| Total Services, Costs/Charges | | | 11,875.00 |
|--------------------------------------|--|--|-----------|

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| BALANCE DUE | | | <u>\$ 11,875.00</u> |
|--------------------|--|--|---------------------|

BUSINESS OPERATIONS
08299-00103

Detail Services:

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| 09/04/09 | | | |
| 0.60 | YORK, AARON G | REVISE CHANEN AGREEMENT. | |
| 2.00 | GRAVES, JEREMY L | MARK-UP THE PROPOSED AGREEMENT CONTEMPLATED IN CONNECTION WITH THE CHANEN CONTRACT. | |
| 09/07/09 | | | |
| 0.40 | GRAVES, JEREMY L | REVIEW AND EDIT REVISIONS TO THE CHANEN AGREEMENT AND TRANSMIT SAME TO P. STREET (BMHC) AND M. THOMAS (BMHC). | |
| 09/10/09 | | | |
| 0.20 | BOHNE, KELLY A | CORRESPONDENCE WITH J. GRAVES REGARDING COMFORT MOTION TO AUTHORIZE ENTRY INTO CONSTRUCTION CONTRACTS. | |
| 09/11/09 | | | |
| 0.30 | GRAVES, JEREMY L | GATHER RESEARCH AND CASE CITES FOR USE IN THE COMFORT MOTION TO APPROVE THE WESTERN NATIONAL CONTRACTS. | |
| 0.20 | BOHNE, KELLY A | REVIEW CORRESPONDENCE REGARDING COMFORT MOTION TO AUTHORIZE ENTRY INTO CONSTRUCTION CONTRACTS. | |
| 09/14/09 | | | |
| 2.50 | BOHNE, KELLY A | DRAFT COMFORT MOTION TO AUTHORIZE ENTRY INTO CONSTRUCTION CONTRACTS WITH WESTERN NATIONAL CONTRACTORS. | |
| 09/15/09 | | | |
| 3.30 | GRAVES, JEREMY L | REVIEW AND EDIT MOTION TO AUTHORIZE ENTRY INTO CONSTRUCTION CONTRACTS WITH WESTERN NATIONAL CONTRACTORS. | |
| 1.30 | BOHNE, KELLY A | REVISE COMFORT MOTION FOR ENTRY INTO CONSTRUCTION CONTRACTS; CONFER WITH J. GRAVES REGARDING SAME. | |

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| 09/16/09 | | |
| 0.70 | YORK, AARON G | REVIEW AND REVISE CAPTIVE INSURANCE SETTLEMENT MOTION. |
| 6.50 | GRAVES, JEREMY L | DRAFT MOTION TO APPROVE THE AGREEMENT WITH CHANEN (4.4); EMAILS REGARDING THE MOTION TO AUTHORIZE ENTRY INTO CONSTRUCTION CONTRACTS WITH WESTERN NATIONAL CONTRACTORS (.2); REVISE AND EDIT THE MOTION TO APPROVE THE MOTION TO APPROVE THE INSURANCE TRANSACTION RELATIVE TO THE CAPTIVE INSURANCE CELLS (1.9). |
| 09/17/09 | | |
| 1.40 | YORK, AARON G | REVIEW AND REVISE MOTION TO ENTER INTO CONSTRUCTION CONTRACTS (.5); CALL WITH J. GRAVES, P. STREET REGARDING SAME (.2); REVISE CAPTIVE INSURANCE MOTION (.5); EMAILS REGARDING SAME (.6). |
| 1.00 | GRAVES, JEREMY L | EMAILS REGARDING THE MOTION TO AUTHORIZE ENTRY INTO CONSTRUCTION CONTRACTS WITH WESTERN NATIONAL CONTRACTORS (.5); TELECONFERENCE WITH P. STREET (BMHC) AND A. YORK (GDC) REGARDING SAME (.2); EDIT AND REVISE SAME (.3). |
| 09/18/09 | | |
| 2.70 | YORK, AARON G | FINALIZE CAPTIVE INSURANCE TRANSACTION MOTION. |
| 0.50 | GRAVES, JEREMY L | FINALIZE AND FILE MOTION TO AUTHORIZE ENTRY INTO CONSTRUCTION CONTRACTS WITH WESTERN NATIONAL CONTRACTORS. |
| 09/24/09 | | |
| 0.40 | YORK, AARON G | RESPOND TO INQUIRIES CONCERNING LEASE PAYOFF (.3); CALL WITH J. PENION REGARDING TRUCK SALE (.1). |

09/28/09

1.40 YORK, AARON G

PREPARE FOR AND ATTEND CALL WITH L. BAUMANN REGARDING REINSURANCE MOTION (.4); CALL WITH K. LANE REGARDING INSURANCE MOTION (.2); EMAILS REGARDING SAME (.5); EMAIL TO COUNSEL REGARDING INSURANCE REIMBURSEMENT RELATED TO DEDUCTIBLE (.3).

09/29/09

0.40 YORK, AARON G

CALL WITH M. REED REGARDING INSURANCE REIMBURSEMENT.

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

CASE ADMINISTRATION
08299-00104

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|------------------------|--------------|-------------|---------------|
| MICHAEL A. ROSENTHAL | 0.40 | \$ 985.00 | \$ 394.00 |
| CROMWELL R. MONTGOMERY | 0.30 | 635.00 | 190.50 |
| MATTHEW K. KELSEY | 5.00 | 710.00 | 3,550.00 |
| AARON G. YORK | 14.90 | 635.00 | 9,461.50 |
| JEREMY L. GRAVES | 14.40 | 400.00 | 5,760.00 |
| SAEE MUZUMDAR | 15.50 | 420.00 | 6,510.00 |
| JENNIFER M. CONTRERAS | 5.20 | 290.00 | 1,508.00 |
| SHERIF FARRAG | 0.70 | 235.00 | <u>164.50</u> |

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|-----------------------|--|--|---------------------|
| Total Services | | | \$ 27,538.50 |
|-----------------------|--|--|---------------------|

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|--------------------------------------|--|--|------------------|
| Total Services, Costs/Charges | | | 27,538.50 |
|--------------------------------------|--|--|------------------|

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| BALANCE DUE | | | <u>\$ 27,538.50</u> |
|--------------------|--|--|----------------------------|

Detail Services:

09/01/09

- | | | |
|------|-----------------------|---|
| 0.70 | KELSEY, MATTHEW K | TEAM MEETING REGARDING CASE STATUS, PLAN, AND OTHER ISSUES (.3); REVIEW FOLLOW-UP ISSUES (.4). |
| 1.70 | YORK, AARON G | ANALYZE WORK IN PROGRESS CHART (1.4); TEAM CALL (.3). |
| 0.30 | GRAVES, JEREMY L | TELECONFERENCE WITH M. ROSENTHAL (GDC), M. KELSEY (GDC), AND A. YORK (GDC) REGARDING CASE RELATED ISSUES. |
| 0.60 | MUZUMDAR, SAEED | FINALIZE SECOND SUPPLEMENTAL OCP LIST (.2); REVIEW SOLICITATION PROCEDURES ORDER AND BALLOTS (.4). |
| 1.30 | CONTRERAS, JENNIFER M | UPDATE INTERNAL CASE CALENDAR (.7); PARTICIPATE IN TEAM CALL (.3); REVIEW OPEN ITEMS (.3). |

09/02/09

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|------|-------------------|--|
| 1.70 | KELSEY, MATTHEW K | TEAM MEETING (.7); REVIEW PENDING MATTERS SHEET (.3); CORRESPONDENCE WITH R. POPPITI REGARDING LOCAL RULES (.2); CORRESPONDENCE WITH C. FLOYD REGARDING 365(D)(4) EXTENSION AND REVIEW 365(D)(4) (.5). |
| 0.90 | YORK, AARON G | CALL WITH M. ROSENTHAL REGARDING CASE STATUS (.2); CALL WITH M. ROSENTHAL, M. KELSEY, S. MUZUMDAR, J. CONTRERAS REGARDING WORK IN PROGRESS AND STATUS (.7). |
| 1.70 | GRAVES, JEREMY L | TELECONFERENCE WITH GCG REPRESENTATIVES, M. KELSEY (GDC), M. WESTERN (A&M), AND OTHERS REGARDING THE STRATEGY FOR OBJECTING TO PROOFS OF CLAIM (.7); GDC TASKING AND STATUS TELECONFERENCE (.5); CORRESPOND WITH COMPANY PERSONNEL REGARDING BANKRUPTCY RELATED ISSUES AND PERFORM CASE RELATED ADMINISTRATIVE TASKS (.5). |

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| 3.30 | MUZUMDAR, SAE | ATTEND CONFERENCE CALL TO DISCUSS STATUS OF CASE (.5); REVIEW EXECUTIVE SOUNDING BOARD RETENTION APPLICATION (.6); REVIEW AND SUMMARIZE DOCKET FOR GDC TEAM (.6); DRAFT BIDDING PROCEDURES MOTION (1.60). |
| 1.10 | CONTRERAS, JENNIFER M | COORDINATE STATUS MEETING (.2); PARTICIPATE IN CALL (.5); REVIEW NOTES ON SAME (.3); CONFERENCE WITH S. FARRAG RE STATUS (.1). |
| 0.70 | FARRAG, SHERIF | CONFERENCE CALL (.5); REVIEW NOTES (.2). |
| 09/03/09 | | |
| 1.50 | YORK, AARON G | UPDATE WORK IN PROGRESS. |
| 1.70 | GRAVES, JEREMY L | CORRESPOND WITH COMPANY PERSONNEL REGARDING CASE RELATED ISSUES. |
| 6.50 | MUZUMDAR, SAE | DRAFT BIDDING PROCEDURES MOTION. |
| 09/04/09 | | |
| 0.40 | KELSEY, MATTHEW K | CORRESPONDENCE WITH R. POPPITI OF YOUNG CONAWAY REGARDING STATUS OF PENDING MATTERS (.2); REVIEW UPDATED WIP (.2). |
| 2.50 | GRAVES, JEREMY L | CORRESPOND WITH COMPANY PERSONNEL AND THIRD PARTIES REGARDING CASE RELATED ISSUES. |
| 0.70 | MUZUMDAR, SAE | ATTEND CONFERENCE CALL WITH PETER J. SOLOMON REGARDING FACTUAL BACKGROUND FOR BIDDING PROCEDURES MOTION (.4); REVIEW AND SUMMARIZE DOCKET FOR GDC TEAM (.3). |
| 09/06/09 | | |
| 1.10 | KELSEY, MATTHEW K | ORGANIZE FILE (.6); REVIEW UPDATED WIP (.3); PREPARE FOR PENDING MATTERS (2). |
| 09/07/09 | | |
| 0.90 | GRAVES, JEREMY L | RESPOND TO EMAILS FROM P. STREET (BMHC) REGARDING BANKRUPTCY RELATED QUESTIONS. |

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| 09/08/09 | | |
| 0.30 | MONTGOMERY, CROMWELL R | REVIEW CORRESPONDENCE RELATIVE TO LETTER OF CREDIT EVERGREEN PROVISIONS (0.2); DISTRIBUTE CORRESPONDENCE RELATIVE TO SAME (0.1). |
| 0.80 | YORK, AARON G | UPDATE CASE STATUS. |
| 2.00 | GRAVES, JEREMY L | TELECONFERENCES WITH P. STREET (BMHC) REGARDING BANKRUPTCY RELATED ISSUES (.5); RESEARCH ISSUES RAISED BY P. STREET AND RESPOND (.7); CORRESPOND WITH COMPANY PERSONNEL AND THIRD PARTIES REGARDING CASE RELATED ISSUES AND PERFORM CASE RELATED RESEARCH AND ADMINISTRATIVE TASKS (.8). |
| 1.00 | MUZUMDAR, SAEED | ATTEND CONFERENCE CALL TO DISCUSS REVISED TIMELINE FOR PLAN CONFIRMATION (.5); REVIEW DRAFT AGENDA FOR OMNIBUS HEARING (.2); CORRESPOND WITH PROFESSIONALS REGARDING DOCKET UPDATES (.3). |
| 09/09/09 | | |
| 0.50 | KELSEY, MATTHEW K | COORDINATE WITH R. POPPITI OF YOUNG CONAWAY REGARDING STATUS OF MATTERS GOING FORWARD ON SEPTEMBER 10 HEARING (.3); REVIEW OUTSTANDING WORKS IN PROGRESS LIST AND CORRESPONDENCE TO S. MUZUMDAR REGARDING SAME (.2). |
| 09/10/09 | | |
| 0.90 | YORK, AARON G | ANALYZE REMOVAL ISSUES (.5); REVISE REMOVAL EXTENSION MOTION AND ORDER (.4). |
| 0.40 | GRAVES, JEREMY L | CORRESPOND WITH COMPANY PERSONNEL REGARDING CASE RELATED ISSUES AND PERFORM CASE RELATED RESEARCH AND ADMINISTRATIVE TASKS. |
| 2.40 | MUZUMDAR, SAEED | DRAFT MOTION TO EXTEND REMOVAL DEADLINE (1.8); REVIEW AND SUMMARIZE DOCKET FOR GDC TEAM (.3); REVIEW REVISED DATES FOR PLAN CONFIRMATION (.3). |

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| 09/11/09 | 0.40 | ROSENTHAL, MICHAEL A | EMAILS REGARDING REMOVAL EXTENSION APPLICATION (.2); REVIEW DRAFT MOTION TO EXTEND REMOVAL DEADLINE (.2) |
| | 0.60 | GRAVES, JEREMY L | CORRESPOND WITH COMPANY PERSONNEL REGARDING CASE RELATED ISSUES AND PERFORM CASE RELATED RESEARCH AND ADMINISTRATIVE TASKS. |
| 09/12/09 | 0.70 | YORK, AARON G | UPDATE WORKSTREAM AND TASKS. |
| 09/14/09 | 0.60 | KELSEY, MATTHEW K | REVIEW CORRESPONDENCE REGARDING PENDING MATTERS (.3); COORDINATE WITH S. MUZUMDAR AND J. GRAVES REGARDING WIP (.2); CORRESPONDENCE WITH M. ROSENTHAL REGARDING WIP AND PENDING MATTERS (.1). |
| | 0.50 | YORK, AARON G | CALL WITH G. GUARTAN REGARDING SERVICE ISSUE (.3); CALL WITH L. THOMAS REGARDING SAME (.2). |
| | 1.50 | GRAVES, JEREMY L | PERFORM CASE RELATED GENERAL ADMINISTRATIVE TASKS AND RESPOND TO CASE RELATED QUESTIONS FROM COMPANY PERSONNEL (.7); RESPOND TO INQUIRES BY THIRD PARTIES REGARDING THE BANKRUPTCY CASE (.6); CORRESPONDENCE WITH A. YORK REGARDING STATUS OF EXIT FINANCING AND OTHER CASE RELATED ISSUES (.2). |
| 09/15/09 | 1.00 | YORK, AARON G | REVIEW AGENDA (.3); UPDATE WORK IN PROGRESS (.7). |
| | 0.50 | GRAVES, JEREMY L | RESPOND TO CASE RELATED QUESTIONS FROM COMPANY PERSONNEL. |
| 09/16/09 | 0.50 | YORK, AARON G | UPDATE WORK IN PROGRESS (.3); CALL WITH M. ROSENTHAL, M. KELSEY, K. LANE, C. GIAMO REGARDING PLAN STATUS (.2). |

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| 0.70 | GRAVES, JEREMY L | EMAILS REGARDING THE AGENDA FOR THE 9/18 HEARING (.4); RESPOND TO CASE RELATED QUESTIONS FROM COMPANY PERSONNEL (.1); PERFORM CASE RELATED ADMINISTRATIVE TASKS (.2). |
| 09/17/09 | | |
| 1.50 | YORK, AARON G | ATTEND TO CASE SCHEDULING ISSUES. |
| 1.40 | GRAVES, JEREMY L | PREPARE NOTICE OF NEW BMHC SCHEDULES AND SPREADSHEET WITH PROPOSED ADDITIONS TO THE SCHEDULES (1.0); TELECONFERENCE WITH P. STREET REGARDING CASE RELATED ISSUES (.1); CORRESPOND WITH THIRD PARTIES REGARDING CASE RELATED ISSUES (.3). |
| 09/18/09 | | |
| 0.20 | GRAVES, JEREMY L | EMAILS REGARDING POTENTIAL AMENDMENT TO BMHC SCHEDULES. |
| 0.70 | MUZUMDAR, SAEED | REVIEW AND SUMMARY DOCKET FOR GDC TEAM (.3); REVIEW AND SUMMARIZE BENESCH, FRIEDLANDER FEE APPLICATION (.4). |
| 09/21/09 | | |
| 1.50 | YORK, AARON G | UPDATE WORK IN PROGRESS (.9); REVISE LETTER TO WORKERS COMPENSATION FIRM (.1); RESPOND TO CLIENT INQUIRIES (.5). |
| 0.80 | CONTRERAS, JENNIFER M | UPDATE AND INDEX CORRESPONDENCE FILES (.8). |
| 09/22/09 | | |
| 0.50 | YORK, AARON G | RESPOND TO CLIENT INQUIRIES REGARDING STATUS. |
| 0.40 | CONTRERAS, JENNIFER M | UPDATE CALENDAR FOR M. ROSENTHAL. |
| 09/23/09 | | |
| 0.30 | YORK, AARON G | UPDATE WORK IN PROGRESS. |
| 09/25/09 | | |
| 0.70 | YORK, AARON G | RESPOND TO CREDITOR INQUIRES (.5); UPDATE WORK IN PROGRESS (.2). |

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| 09/28/09 | | | |
| 0.70 | YORK, AARON G | | UPDATE WORK ON PROGRESS. |
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| 09/29/09 | | | |
| 1.20 | YORK, AARON G | | UPDATE WORK IN PROGRESS (.5); EMAIL TO R. POPPITTI REGARDING ALVARADO SUR-REPLY; EMAIL TO CLIENT REGARDING ORDINARY COURSE PROFESSIONAL REPORT (.2); REVIEW MONTHLY OPERATING REPORT (.3). |
| | | | |
| 09/30/09 | | | |
| 0.30 | MUZUMDAR, SAE | | CONFERENCE CALL WITH LOCAL COUNSEL REGARDING STATUS OF MATTERS POTENTIALLY GOING FORWARD AT 10/7 HEARING. |
| | | | |
| 1.60 | CONTRERAS, JENNIFER M | | REVIEW YCST CALENDAR (.3); UPDATE INTERNAL CALENDAR FOR M. ROSENTHAL, A. YORK AND TEAM (1.3). |

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CLAIMS ADMINISTRATION AND OBJECTIONS
08299-00105

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|-----------------------|--------------|-------------|---------------|
| MICHAEL A. ROSENTHAL | 4.40 | \$ 985.00 | \$ 4,334.00 |
| MATTHEW K. KELSEY | 3.00 | 710.00 | 2,130.00 |
| AARON G. YORK | 8.70 | 635.00 | 5,524.50 |
| CHARLES P. FLOYD | 10.90 | 470.00 | 5,123.00 |
| JEREMY L. GRAVES | 0.90 | 400.00 | 360.00 |
| SAEE MUZUMDAR | 2.90 | 420.00 | 1,218.00 |
| JENNIFER M. CONTRERAS | 1.60 | 290.00 | <u>464.00</u> |

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|-----------------------|--|--|--------------|
| Total Services | | | \$ 19,153.50 |
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| Total Services, Costs/Charges | | | 19,153.50 |
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| BALANCE DUE | | | <u>\$ 19,153.50</u> |
|--------------------|--|--|---------------------|

CLAIMS ADMINISTRATION AND OBJECTIONS
08299-00105

Detail Services:

09/01/09

| | | |
|------|----------------------|--|
| 0.70 | ROSENTHAL, MICHAEL A | CONFERENCE CALL WITH A. YORK REGARDING IRS CLAIM (.3); REVIEW ALTERNATIVES REGARDING IRS CLAIM (.4) |
| 0.40 | KELSEY, MATTHEW K | COORDINATE WITH S. MUZUMDAR AND THE GARDEN CITY GROUP REGARDING INITIAL CLAIMS REGISTER AND STRATEGIES FOR CLAIMS RECONCILIATION AND RESOLUTION. |
| 0.30 | YORK, AARON G | CALL WITH M. ROSENTHAL, J. GRAVES REGARDING CLAIM RESOLUTION ISSUES. |

09/02/09

| | | |
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| 1.20 | ROSENTHAL, MICHAEL A | CONFERENCE CALL REGARDING IRS CLAIM ISSUES (.6); TELEPHONE WITH K. FISHER REGARDING IRS CLAIM ISSUES (.3) EMAILS REGARDING IRS CLAIM ISSUES (.3) |
| 1.20 | KELSEY, MATTHEW K | CALL WITH THE GARDEN CITY GROUP AND M. WESTERN FROM A&M REGARDING CLAIMS RECONCILIATION (.7); CALL WITH S. BEACH OF YOUNG CONAWAY REGARDING THE SAME (.3); REVIEW RESEARCH MEMORANDUM FROM S. MUZUMDAR REGARDING TAX ISSUES (.2). |
| 0.80 | YORK, AARON G | CALL AND EMAIL TO M. THOMAS REGARDING REMOVAL ISSUE. |
| 1.30 | MUZUMDAR, SAEED | ATTEND CONFERENCE CALL WITH CLAIMS AND NOTICING AGENT TO DISCUSS CLAIMS DOCKET AND STRATEGY FOR OBJECTING TO CLAIMS (.8); ATTEND CONFERENCE CALL WITH LOCAL COUNSEL TO DISCUSS NEXT STEPS WITH RESPECT TO CLAIMS AND PLAN (.5). |

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| 09/03/09 | 0.20 | KELSEY, MATTHEW K | REVIEW CORRESPONDENCE FROM R. POPPITI OF YOUNG CONAWAY AND S. MUZUMDAR AND A. YORK REGARDING PROOF OF CLAIM FORMS. |
| 09/05/09 | 0.20 | ROSENTHAL, MICHAEL A | EMAILS REGARDING IRS CLAIMS AND TREATMENT IN PLAN. |
| 09/08/09 | 0.20 | ROSENTHAL, MICHAEL A | REVIEW LETTER RELATED TO RENEWAL OF LETTERS OF CREDIT. |
| 09/09/09 | 0.60 | KELSEY, MATTHEW K | TELEPHONE CALL WITH M. WESTERN OF A&M AND S. MUZUMDAR REGARDING CLAIMS ISSUES. |
| | 1.00 | MUZUMDAR, SAE E | ATTEND CONFERENCE CALL TO DISCUSS CLAIMS OBJECTIONS (.6); CORRESPOND WITH LOCAL COUNSEL REGARDING PROCEDURE FOR BRINGING OMNIBUS CLAIMS OBJECTIONS (.4). |
| | 1.60 | CONTRERAS, JENNIFER M | REVIEW AND UPDATE DUPLICATE PROOFS OF CLAIM FILES. |
| 09/10/09 | 0.20 | KELSEY, MATTHEW K | REVIEW CORRESPONDENCE BETWEEN S. BEACH OF YOUNG CONAWAY AND S. MUZUMDAR REGARDING CLAIMS RECONCILIATION AND OBJECTION PROCEDURES. |
| | 3.30 | YORK, AARON G | REVIEW AND REVISE ALVARADO OBJECTION (2.4); CALL WITH P. STREET, M. WESTERN, J. GRAVES REGARDING CLAIM STATUS (.9). |
| | 0.90 | GRAVES, JEREMY L | TELECONFERENCE WITH P. STREET (BMHC), M. WESTERN (A&M), A. YORK (GDC) AND VARIOUS COMPANY PERSONNEL REGARDING THE CLAIMS OBJECTION AND RECONCILIATION PROCESS. |
| 09/17/09 | 1.70 | YORK, AARON G | ANALYZE POTENTIAL OBJECTIONS TO CONTINGENT CLAIMS (1.3); CALL AND EMAIL WITH L. BAUMANN REGARDING INSURANCE CLAIMS (.4). |

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| 09/18/09 | | |
| 3.60 | FLOYD, CHARLES P | RESEARCH CLAIM OBJECTION ISSUES. |
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| 09/21/09 | | |
| 0.20 | KELSEY, MATTHEW K | COORDINATE WITH S. MUZUMDAR REGARDING CLAIMS ISSUES. |
| 4.60 | FLOYD, CHARLES P | RESEARCH CLAIM OBJECTION ISSUES. |
| 0.60 | MUZUMDAR, SAEED | DRAFT RESPONSE LETTER TO MONGE LAW FIRM LETTER REGARDING AUTOMATIC STAY. |
| | | |
| 09/22/09 | | |
| 0.90 | ROSENTHAL, MICHAEL A | REVIEW AND DEVELOP STRATEGY REGARDING TREATMENT OF SERP CLAIMS. |
| 0.90 | YORK, AARON G | PREPARE FOR AND ATTEND CALL WITH J. SPANO, R. PARK REGARDING CLAIM OBJECTIONS (.7); CALL WITH L. BAUMANN REGARDING INSURANCE CLAIMS (.2). |
| 2.70 | FLOYD, CHARLES P | FINALIZE RESEARCH AND DRAFT OF SECTION ON SUFFICIENCY OF NOTICE OF BAR DATE TO COUNSEL FOR CLAIMANTS. |
| | | |
| 09/23/09 | | |
| 0.60 | ROSENTHAL, MICHAEL A | EMAIL FROM P. STREET REGARDING CLAIMS RECONCILIATION (.3); EMAIL FROM M. WESTERN REGARDING DE MINIMIS CLAIMS (.3) |
| 0.60 | ROSENTHAL, MICHAEL A | EMAIL FROM P. STREET AND A. YORK RE TREATMENT OF VACATION CLAIMS (.3); EMAILS REGARDING OBJECTIONS AND REVIEW OF SCHEDULE (.3) |
| 0.20 | KELSEY, MATTHEW K | TELEPHONE CALL WITH R. POPPITI REGARDING CLAIMS ADMINISTRATION ISSUES (.1); CORRESPONDENCE TO M. ROSENTHAL REGARDING SAME (.1). |

1.70 YORK, AARON G

PREPARE FOR AND ATTEND CALL WITH P. STREET, S, ERICKSON, N. WATERS REGARDING VACATION CLAIMS (.5); DRAFT MEMO REGARDING VACATION CLAIM TREATMENT (.8); REVIEW EMAILS REGARDING CLAIM OBJECTION (.4).

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CORPORATE GOVERNANCE SECURITIES LAW COMP
08299-00106

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|----------------------|--------------|-------------|-----------------|
| STEVEN R. FINLEY | 6.40 | \$ 995.00 | \$ 6,368.00 |
| MICHAEL A. ROSENTHAL | 5.00 | 985.00 | 4,925.00 |
| GREGORY T. DAVIDSON | 5.00 | 840.00 | <u>4,200.00</u> |

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|-----------------------|--|--|--------------|
| Total Services | | | \$ 15,493.00 |
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| Total Services, Costs/Charges | | | 15,493.00 |
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| BALANCE DUE | | | <u>\$ 15,493.00</u> |
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CORPORATE GOVERNANCE SECURITIES LAW COMP
08299-00106

Detail Services:

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|----------|------|----------------------|--|
| 09/01/09 | 0.80 | DAVIDSON, GREGORY T | REVIEW FORM 8-K DRAFT AND PREPARE COMMENTS REGARDING SAME (.4); CORRESPONDENCE REGARDING SAME (.1); RESEARCH REGARDING FORM 8-K REQUIREMENTS, ETC. (.3). |
| 09/02/09 | 0.80 | DAVIDSON, GREGORY T | CORRESPONDENCE AND TELEPHONE CONFERENCE WITH M. ROSENTHAL REGARDING ASSET PURCHASE AGREEMENTS, STATUS, ETC. (.5); REVIEW FILES REGARDING SAME (.3). |
| 09/03/09 | 2.00 | FINLEY, STEVEN R | PREPARE FOR AND PARTICIPATE IN PRE-BOARD CALL WITH MANAGEMENT, DIETZ, VARNER AND ROSENTHAL (1.0); PARTICIPATE IN BOARD CONFERENCE CALL (1.0). |
| | 1.80 | ROSENTHAL, MICHAEL A | PREPARE FOR (.8) AND PARTICIPATE IN THE BOARD MEETING REGARDING PLAN ALTERNATIVES (1.0). |
| 09/09/09 | 0.80 | FINLEY, STEVEN R | REVIEW AND COMMENT ON MINUTES OF BOARD MEETINGS. |
| 09/14/09 | 0.70 | DAVIDSON, GREGORY T | REVIEW AND PREPARE COMMENTS ON PRESS RELEASE (.5); CORRESPONDENCE WITH P. STREET REGARDING SAME, ETC. (.2). |
| 09/15/09 | 0.80 | DAVIDSON, GREGORY T | REVIEW REVISED VERSION OF PRESS RELEASE (.5); PREPARE COMMENTS REGARDING SAME (.2); CORRESPONDENCE WITH P. STREET REGARDING SAME, ETC. (.2). |
| 09/18/09 | 0.80 | DAVIDSON, GREGORY T | CORRESPONDENCE REGARDING PRESS RELEASE (.3); REVIEW PRESS RELEASE AND PREPARE COMMENTS REGARDING SAME (.5). |

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| 09/26/09 | | | |
| 0.30 | DAVIDSON, GREGORY T | | CORRESPONDENCE REGARDING PRESS RELEASE, NOTICE TO EMPLOYEES, ETC. |
| | | | |
| 09/27/09 | | | |
| 0.70 | ROSENTHAL, MICHAEL A | | REVIEW PROPOSED BOARD PACKAGE REGARDING PLAN |
| 0.80 | DAVIDSON, GREGORY T | | REVIEW AND PREPARE COMMENTS TO DRAFT OF PRESS RELEASE AND NOTICE TO EMPLOYEES; CORRESPONDENCE REGARDING SAME. |
| | | | |
| 09/29/09 | | | |
| 3.60 | FINLEY, STEVEN R | | PREPARE FOR BOARD CALLS INCLUDING PARTICIPATION IN PRE-BOARD CALL WITH MANAGEMENT AND ADVISORS (1.8); PARTICIPATE IN BOARD CONFERENCE CALL (0.8); MULTIPLE E-MAILS AND CALLS REGARDING TERMS OF BANK GROUP PROPOSAL AND APPROPRIATE RESPONSE (1.0). |
| 2.50 | ROSENTHAL, MICHAEL A | | PREPARE FOR AND PARTICIPATE IN PRE-CALL RELATED TO PLAN AND DISCLOSURE STATEMENT, ALTERNATIVE PROPOSALS, CREDITOR TREATMENT (1); PARTICIPATE IN BOARD CALL REGARDING PLAN AND DISCLOSURE STATEMENT, ALTERNATIVE PROPOSALS, CREDITOR TREATMENT (1.5) |

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CREDITOR COMMITTEE ISSUES
08299-00107

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|------------------------|--------------|-------------|-----------------|
| MICHAEL A. ROSENTHAL | 2.00 | \$ 985.00 | \$ 1,970.00 |
| CROMWELL R. MONTGOMERY | 0.50 | 635.00 | 317.50 |
| AARON G. YORK | 17.50 | 635.00 | 11,112.50 |
| NICHOLAS D. GREENWOOD | 2.80 | 495.00 | <u>1,386.00</u> |

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| Total Services | | | \$ 14,786.00 |
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| Total Services, Costs/Charges | | | 14,786.00 |
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| BALANCE DUE | | | <u>\$ 14,786.00</u> |
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CREDITOR COMMITTEE ISSUES
08299-00107

Detail Services:

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| 09/02/09 | | | |
| 0.30 | ROSENTHAL, MICHAEL A | EMAIL REGARDING COMMITTEE OBJECTIONS TO DISCLOSURE STATEMENT. | |
| 1.00 | YORK, AARON G | ANALYZE COMMITTEE FOLLOW UP DOCUMENT REQUEST. | |
| 1.20 | GREENWOOD, NICHOLAS D | REVIEW CREDITOR COMMITTEE REQUEST AND COMPARE TO DOCUMENTS PROVIDED. | |
| 09/03/09 | | | |
| 0.50 | MONTGOMERY, CROMWELL R | TELEPHONE CALL WITH A. YORK, P. STREET, N. GREENWOOD RELATIVE TO INCREMENTAL CREDITOR COMMITTEE DILIGENCE INQUIRIES (0.5). | |
| 3.00 | YORK, AARON G | ANALYZE COMMITTEE FOLLOW UP DOCUMENT REQUESTS (1.1); CALL WITH P. STREET, L. THOMAS, C. MONTOMERY, N. GREENWOOD REGARDING COMMITTEE DOCUMENT REQUESTS (.5); COORDINATE RESPONSE TO COMMITTEE FOLLOW UP DOCUMENT REQUESTS (1.1); CALL WITH K. FISHER REGARDING SAME (.3). | |
| 0.50 | GREENWOOD, NICHOLAS D | PARTICIPATE ON CALL TO DISCUSS CREDITOR COMMITTEE REQUEST AND ACTIONS TO TAKE IN RESPECT THEREOF. | |
| 09/04/09 | | | |
| 1.90 | YORK, AARON G | PREPARE FOR AND ATTEND CALL WITH K. LOWE, K. FISHER, A. FORD, R. RICHARDSON (1.7); EMAIL TO L. THOMAS REGARDING SAME (.2). | |
| 09/11/09 | | | |
| 0.80 | YORK, AARON G | REVIEW DOCUMENT PRODUCTION FOR COMMITTEE. | |
| 09/14/09 | | | |
| 3.70 | YORK, AARON G | REVIEW DOCUMENTS FOR PRODUCTION (3.1); EMAIL TO K. LANE REGARDING SAME (.1); EMAILS REGARDING SAME (.5). | |

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| 09/15/09 | | | |
| 0.40 | ROSENTHAL, MICHAEL A | CONSIDER STRATEGY RELATIVE TO TREATMENT OF UNSECURED CREDITORS. | |
| 2.00 | YORK, AARON G | EMAILS REGARDING LOGISTICS OF EMAIL PRODUCTION (.4); CALL WITH K. LANE, C. COHEN REGARDING PRODUCTION (.3); CALL WITH A. FORD REGARDING LIEN CHALLENGE PERIOD (.2); PREPARE FOR AND ATTEND ADDITIONAL CALL WITH K. LANE, C. COHEN REGARDING DOCUMENT PRODUCTION (.6); REVIEW COMMITTEE PROPOSED CHALLENGE PERIOD STIPULATION (.5). | |
| 09/16/09 | | | |
| 0.30 | ROSENTHAL, MICHAEL A | TELEPHONE WITH C. GIAIMO, K. LANE, A YORK REGARDING CONTINUATION OF DISCLOSURE STATEMENT HEARING | |
| 0.40 | YORK, AARON G | REVIEW AND REVISE COMMITTEE CHALLENGE PERIOD STIPULATION. | |
| 09/17/09 | | | |
| 1.30 | YORK, AARON G | REVIEW AND REVISE PLEADINGS EXTENDING CHALLENGE PERIOD AND CORRESPOND WITH COUNSEL REGARDING SAME. | |
| 09/23/09 | | | |
| 0.20 | YORK, AARON G | EMAILS REGARDING COMMITTEE DISCOVERY REQUESTS. | |
| 09/25/09 | | | |
| 0.60 | YORK, AARON G | CALL WITH P. STREET, L. THOMAS, N. GREENWOOD, H. FITCHETT REGARDING CORRESPONDENCE STATUS (.4); CALLS WITH A. FORD REGARDING COMMITTEE DISCOVERY (.2). | |
| 1.10 | GREENWOOD, NICHOLAS D | PARTICIPATE ON CONFERENCE CALL TO DISCUSS COMMITTEE REQUESTS (.4); REVIEW MATERIALS RELATED TO SAME (.7). | |

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| 09/26/09 | | | |
| 1.60 | YORK, AARON G | | EMAILS REGARDING CALL WITH COMMITTEE ON INSURANCE AND INFORMATION REQUESTS (.2); PREPARE FOR AND ATTEND CALL WITH K. LANE, C. ENGLISH REGARDING INSURANCE MOTION AND INFORMATION REQUEST (1.4). |
| | | | |
| 09/27/09 | | | |
| 0.30 | ROSENTHAL, MICHAEL A | | EMAIL TO GIAIMO AND LANE REGARDING PLAN TREATMENT OF UNSECURED. |
| | | | |
| 09/28/09 | | | |
| 0.60 | YORK, AARON G | | ANALYZE COMMITTEE REQUEST REGARDING CORRESPONDENCE (.2); EMAILS TO COMPANY REGARDING SAME (.4). |
| | | | |
| 09/29/09 | | | |
| 0.70 | ROSENTHAL, MICHAEL A | | TELEPHONE WITH COMMITTEE COUNSEL AND A. YORK REGARDING TREATMENT OF CREDITORS UNDER PLAN (.5); TELEPHONE WITH P. STREET, B. DIETZ REGARDING RESULTS OF CALL WITH COMMITTEE COUNSEL (.2) |
| | | | |
| 09/30/09 | | | |
| 0.40 | YORK, AARON G | | EMAILS REGARDING COMMITTEE DOCUMENT REQUESTS. |

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DIP FINANCING/CASH COLLATERAL/CASH MANAG
08299-00108

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|-----------------------|--------------|-------------|---------------|
| NICHOLAS D. GREENWOOD | 9.30 | \$ 495.00 | \$ 4,603.50 |
| JOSHUA WEISSER | 0.40 | 585.00 | <u>234.00</u> |

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|-----------------------|--|--|-------------|
| Total Services | | | \$ 4,837.50 |
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| Total Services, Costs/Charges | | | 4,837.50 |
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| BALANCE DUE | | | <u>\$ 4,837.50</u> |
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Detail Services:

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| 09/13/09 | | | |
| 1.80 | GREENWOOD, NICHOLAS D | REVIEW RESTRUCTURING PROPOSAL DOCUMENTS WITH FOCUS ON POTENTIAL EXIT FINANCING ISSUES. | |
| | | | |
| 09/23/09 | | | |
| 0.40 | WEISSER, JOSHUA | DRAFT MEMORANDUM TO A. YORK REGARDING PREPETITION CREDIT AGREEMENT. | |
| | | | |
| 09/26/09 | | | |
| 2.90 | GREENWOOD, NICHOLAS D | READ AND REVIEW TERM SHEETS, COMMITMENT LETTER AND FEE LETTER. | |
| | | | |
| 09/30/09 | | | |
| 4.60 | GREENWOOD, NICHOLAS D | COMPLETE REVIEW OF DRAFT REVISED TERM SHEETS, COMMITMENT LETTER AND FEE LETTER RECEIVED FROM WELLS FARGO (1.1); PARTICIPATE ON CONFERENCE CALL TO DISCUSS SAME (1.0); REVISE SAME (0.4); DISCUSS SAME WITH WELLS FARGO'S COUNSEL AND COMPANY (0.9); REVIEW REVISED VERSIONS OF SAME AND MANAGE EXECUTION OF SAME BY COMPANY (1.2). | |

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720 Park Boulevard, Suite 200
Boise, ID 83712-7714

EMPLOYEES
08299-00109

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|-----------------------|--------------|-------------|---------------|
| STEVEN R. FINLEY | 1.00 | \$ 995.00 | \$ 995.00 |
| CHARLES F. FELDMAN | 0.70 | 985.00 | 689.50 |
| CHRISTOPHER J. MARTIN | 1.30 | 880.00 | 1,144.00 |
| MICHAEL A. ROSENTHAL | 2.10 | 985.00 | 2,068.50 |
| STEPHEN W. FACKLER | 3.30 | 810.00 | 2,673.00 |
| MICHAEL J. COLLINS | 2.70 | 675.00 | 1,822.50 |
| JEREMY L. GRAVES | 1.90 | 400.00 | 760.00 |
| TRAVIS S. SOUZA | 2.80 | 345.00 | <u>966.00</u> |

| | | | |
|-----------------------|--|--|---------------------|
| Total Services | | | \$ 11,118.50 |
|-----------------------|--|--|---------------------|

| | | | |
|--------------------------------------|--|--|------------------|
| Total Services, Costs/Charges | | | 11,118.50 |
|--------------------------------------|--|--|------------------|

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|--------------------|--|--|----------------------------|
| BALANCE DUE | | | <u>\$ 11,118.50</u> |
|--------------------|--|--|----------------------------|

EMPLOYEES
08299-00109

Detail Services:

| | | | |
|----------|-----------------------|--|--|
| 09/11/09 | | | |
| 0.50 | FACKLER, STEPHEN W | ATTENTION TO SERP RESTRUCTURING (.4); FOLLOW-UP (.1). | |
| 09/14/09 | | | |
| 0.30 | MARTIN, CHRISTOPHER J | REVIEW MATERIALS FORWARDED BY D. ROSENTHAL CONCERNING TEAMSTER'S COLLECTIVE BARGAINING AGREEMENT (.1); ANALYZE LETTER, BRIEF CASE REVIEW (.1); PREPARE FOR CALL (.1). | |
| 0.60 | GRAVES, JEREMY L | READ AND RESEARCH QUESTION FROM P. STREET (BMHC) REGARDING UNION CBA RENEWAL. | |
| 09/15/09 | | | |
| 0.80 | MARTIN, CHRISTOPHER J | REVIEW EMAIL COMMUNICATION FROM M. ROSENTHAL CONCERNING TEAMSTER'S COLLECTIVE BARGAINING AGREEMENT AND POSITION BEING TAKEN BY TEAMSTER'S UNION (.4); REVIEW ATTACHMENTS AND CORRESPONDENCE (.1); BRIEF RESEARCH/ANALYSIS (.1); CONFERENCE WITH J. GRAVES TO DISCUSS TEAMSTER/CBA ISSUE, LEGAL ISSUES, POSSIBLE APPROACHES (.1); REVIEW FURTHER COMMUNICATION FOLLOWING RESEARCH (.1). | |
| 1.30 | GRAVES, JEREMY L | TELECONFERENCE WITH C. MARTIN (GDC) REGARDING UNION CBA RENEWAL (.1); RESEARCH QUESTION FROM P. STREET (BMHC) REGARDING UNION CBA RENEWAL AND REVIEW RESULTS OF T. SOUZA'S (GDC) RESEARCH (1.1); TELECONFERENCE WITH P. STREET REGARDING RESULTS OF RESEARCH (.2). | |
| 2.80 | SOUZA, TRAVIS S | RESEARCH EFFECT OF TERMINATION PROVISION IN COMPANY'S LABOR AGREEMENT. | |
| 09/17/09 | | | |
| 0.40 | ROSENTHAL, MICHAEL A | CONSIDER ISSUES RELATED TO SERP. | |

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|----------|------|-----------------------|---|
| 09/19/09 | 0.30 | FACKLER, STEPHEN W | REVIEW SERP ANALYSIS. |
| 09/21/09 | 1.00 | FINLEY, STEVEN R | EMAILS WITH M. ROSENTHAL WITH RESPECT TO SERP CLAIMS (.4); STUDY PROPOSALS FOR TREATMENT OF SERP (.6). |
| | 0.20 | MARTIN, CHRISTOPHER J | REVIEW COMMUNICATIONS FROM M. ROSENTHAL CONCERNING CAPPED SERP ISSUE (.1); FOLLOW UP COMMUNICATION REGARDING SAME (.1). |
| 09/25/09 | 0.30 | FACKLER, STEPHEN W | REVIEW SERP ISSUES AND HANDLING OF LIFE INSURANCE POLICIES HELD IN RABBI TRUST. |
| | 0.60 | COLLINS, MICHAEL J | EMAILS WITH M. ROSENTHAL AND P. STREET RE TAX ISSUES WITH TERMINATION OF SERP (.6). |
| 09/27/09 | 1.10 | ROSENTHAL, MICHAEL A | EMAILS WITH M. COLLINS REGARDING SERP TAX ISSUES (.3); CONF CALL WITH KIRK PENLIN AND OTHERS RE SERP ISSUES (.8) |
| | 1.00 | FACKLER, STEPHEN W | REVIEW SRIP ANALYSIS FROM CONSULTANTS (.8); REVIEW FEDERAL INCOME TAXATION OF LIFE INSURANCE POLICIES (.2). |
| | 2.10 | COLLINS, MICHAEL J | RESEARCH TAX ISSUES RE: TERMINATION OF SERP AND LIQUIDATING TRUST AND EMAIL M. ROSENTHAL RE: SAME (1.3); CALL WITH M. ROSENTHAL, P. STREET AND PENCOMP RE: SAME (.8). |
| 09/28/09 | 0.60 | ROSENTHAL, MICHAEL A | ADDRESS SERP ISSUES. |
| | 1.00 | FACKLER, STEPHEN W | REVIEW CONSULTANT'S MATERIALS ON LIFE INSURANCE POLICIES AND SRIP (.6); DRAFT E-MAIL TO M. COLLINS REGARDING SAME ISSUE (.3); FOLLOW-UP (.1). |

09/29/09

0.70 FELDMAN, CHARLES F

REVIEW EMAILS FROM M. COLLINS AND M. ROSENTHAL REGARDING SERP FUNDED THROUGH A RABBI TRUST THAT HOLDS LIFE INSURANCE POLICIES (.3); REVIEW AND CHECK SECULAR TRUST ANALYSIS (.3); EMAIL TO M. COLLINS REGARDING SAME (.1).

0.20 FACKLER, STEPHEN W

INTEROFFICE CONFERENCE WITH M. COLLINS REGARDING HANDLING OF COLI FOR SRIP AND INCOME TAX VALUATION ISSUES.

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EXECUTORY CONTRACTS/UNEXPIRED LEASES
08299-00111

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|-----------------------|--------------|-------------|---------------------|
| MICHAEL A. ROSENTHAL | 1.10 | \$ 985.00 | \$ 1,083.50 |
| MATTHEW K. KELSEY | 0.20 | 710.00 | 142.00 |
| AARON G. YORK | 4.60 | 635.00 | 2,921.00 |
| CHARLES P. FLOYD | 9.40 | 470.00 | 4,418.00 |
| KELLY A. BOHNE | 7.80 | 345.00 | 2,691.00 |
| SAEE MUZUMDAR | 1.10 | 420.00 | <u>462.00</u> |
| Total Services | | | \$ 11,717.50 |

Total Services, Costs/Charges 11,717.50

BALANCE DUE \$ 11,717.50

EXECUTORY CONTRACTS/UNEXPIRED LEASES
08299-00111

Detail Services:

| | | |
|----------|-------------------|--|
| 09/01/09 | | |
| 0.50 | YORK, AARON G | ANALYZE EQUIPMENT LEASE ASSUMPTION. |
| 5.80 | FLOYD, CHARLES P | REVISE DRAFT OF MOTION TO EXTEND DEADLINE FOR DEBTORS TO ASSUME OR REJECT NONRESIDENTIAL REAL PROPERTY LEASES UNDER 365(D)(4). |
| 2.50 | BOHNE, KELLY A | REVIEW VEHICLE LEASES (.9); DRAFT MOTION REGARDING ASSUMPTION OF SAME (1.6). |
| 09/02/09 | | |
| 1.50 | YORK, AARON G | REVIEW AND REVISE MOTION TO EXTEND 365(D)(4) DATE. |
| 3.60 | FLOYD, CHARLES P | FINALIZE MOTION TO EXTEND DEADLINE FOR DEBTORS TO ASSUME OR REJECT NONRESIDENTIAL REAL PROPERTY LEASES UNDER 365(D)(4). |
| 1.50 | BOHNE, KELLY A | DRAFT MOTION REGARDING ASSUMPTION OF VEHICLE LEASES. |
| 09/03/09 | | |
| 0.20 | YORK, AARON G | CORRESPONDENCE WITH J. GRAVES REGARDING CONTRACT ISSUE. |
| 3.80 | BOHNE, KELLY A | DRAFT MOTION TO ASSUME GUARDIAN LEASES AND SALE AGREEMENTS. |
| 09/04/09 | | |
| 0.20 | KELSEY, MATTHEW K | CORRESPONDENCE WITH J. GRAVES REGARDING STATUS OF MOTION TO REJECT SAN FRANCISCO LEASE. |
| 0.70 | YORK, AARON G | FINALIZE 365(D)(4) MOTION. |

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|----------|------|----------------------|--|
| 09/05/09 | 0.30 | ROSENTHAL, MICHAEL A | REVIEW 365(D)(4) MOTION. |
| 09/08/09 | 0.20 | YORK, AARON G | EMAILS REGARDING FILING OF 365(D)(4) MOTION. |
| 09/10/09 | 0.20 | ROSENTHAL, MICHAEL A | EMAIL FROM P. STREET REGARDING GE RECOUPMENT ISSUE |
| 09/11/09 | 0.40 | ROSENTHAL, MICHAEL A | CONFERENCE CALL WITH M. THOMAS, P. STREET AND S. BEACH REGARDING SUBCONTRACT REJECTION ISSUES |
| 09/18/09 | 0.20 | ROSENTHAL, MICHAEL A | EMAILS REGARDING HE'S REJECTION. |
| 09/22/09 | 0.80 | YORK, AARON G | ANALYZE CONTRACT REJECTION ISSUES (.5); REVISE REJECTION MOTION (.3). |
| | 1.10 | MUZUMDAR, SAEED | DRAFT MOTION TO REJECT MOTION TO REJECT HES EXECUTORY CONTRACT. |
| 09/24/09 | 0.70 | YORK, AARON G | ANALYZE CONTRACT REJECT IMPLICATIONS RELATED TO TELECOM AGREEMENT (.5); CALL WITH H. FITCHETT REGARDING SAME (.2). |

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FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00112

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|-----------------------|--------------|-------------|-----------------|
| MICHAEL A. ROSENTHAL | 0.50 | \$ 985.00 | \$ 492.50 |
| MATTHEW K. KELSEY | 0.70 | 710.00 | 497.00 |
| AARON G. YORK | 3.10 | 635.00 | 1,968.50 |
| JEREMY L. GRAVES | 4.50 | 400.00 | 1,800.00 |
| JENNIFER M. CONTRERAS | 20.30 | 290.00 | 5,887.00 |
| SHERIF FARRAG | 7.30 | 235.00 | <u>1,715.50</u> |

| | | | |
|-----------------------|--|--|--------------|
| Total Services | | | \$ 12,360.50 |
|-----------------------|--|--|--------------|

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|--------------------------------------|--|--|-----------|
| Total Services, Costs/Charges | | | 12,360.50 |
|--------------------------------------|--|--|-----------|

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|--------------------|--|--|---------------------|
| BALANCE DUE | | | <u>\$ 12,360.50</u> |
|--------------------|--|--|---------------------|

FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00112

Detail Services:

| | | | |
|----------|-----------------------|---|--|
| 09/02/09 | | | |
| 0.20 | KELSEY, MATTHEW K | COORDINATE WITH J. CONTRERAS REGARDING FIRST INTERIM FEE APPLICATION AND CALL WITH R. POPPITI OF YOUNG CONAWAY REGARDING SAME. | |
| 09/08/09 | | | |
| 3.80 | CONTRERAS, JENNIFER M | REVIEW AND REVISE PREBILL FOR CONFORMITY WITH US TRUSTEE GUIDELINES. | |
| 09/09/09 | | | |
| 0.60 | CONTRERAS, JENNIFER M | ADDRESS ISSUES AND QUESTIONS CONCERNING QUARTERLY FEE REQUEST FOR M. ROSENTHAL (.6). | |
| 09/11/09 | | | |
| 3.70 | CONTRERAS, JENNIFER M | REVIEW AND REVISE PREBILLS FOR US TRUSTEE GUIDELINES COMPLIANCE. | |
| 09/14/09 | | | |
| 4.10 | CONTRERAS, JENNIFER M | FINALIZE REVISIONS TO CONFORM WITH US TRUSTEE GUIDELINES (.8); CORRESPOND WITH S. FARRAG RE FEE APPLICATION (.2); PREPARE DRAFT OF MONTHLY FEE APPLICATION FOR AUGUST (2.8); REVIEW DOCKET FOR CERTIFICATE OF NO OBJECTION (.2); EMAILS TO M. ROSENTHAL RE SAME (.1). | |
| 09/15/09 | | | |
| 1.00 | YORK, AARON G | REVISE FEE APPLICATION. | |
| 4.80 | CONTRERAS, JENNIFER M | REVISIONS TO FEE APPLICATION (2.6); FOLLOW-UP WITH CNO ISSUES FOR M. ROSENTHAL (.3); PREPARE LETTER TO P. STREET REQUESTING PAYMENT (1.1); INCORPORATE M. ROSENTHAL REVISIONS TO SAME (.8). | |
| 09/16/09 | | | |
| 0.20 | ROSENTHAL, MICHAEL A | LETTER TO P. STREET REGARDING FEE PAYMENT | |

| | | |
|----------|-----------------------|--|
| 1.80 | CONTRERAS, JENNIFER M | REVIEW AND COORDINATE REVISIONS TO BILL (.9); EMAILS TO S. FARRAG RE SAME (.2); CONFERENCE WITH S. FARRAG RE ADDITIONAL ITEMS NECESSARY FOR FILING (.2); REVIEW EXHIBITS AND CERTIFICATION (.4); EMAILS TO A. YORK (.1). |
| 1.80 | FARRAG, SHERIF | DELIVER PREBILL TO M. KELSEY FOR REVIEW (0.1); CONTINUE FILLING IN FEE APPLICATION CHARTS (1.2); INSERT INFORMATION RE BAR DATES RECEIVED FROM HR IN LA (0.5). |
| 09/17/09 | | |
| 0.60 | YORK, AARON G | REVIEW AND REVISE THIRD FEE APPLICATION (.4); CONFERENCE WITH J. GRAVES REGARDING SAME (.2). |
| 4.30 | GRAVES, JEREMY L | CONFERENCE WITH A. YORK REGARDING THE GDC FEE APPLICATION (.2); REVISE AND EDIT GDC FEE APPLICATION (4.1). |
| 1.50 | CONTRERAS, JENNIFER M | ADDRESS OUTSTANDING FEE APP FILING ISSUES WITH M. ROSENTHAL, A. YORK, AND S. FARRAG. |
| 1.90 | FARRAG, SHERIF | CONTINUE INSERTING NUMBERS IN LANGUAGE OF FEE APPLICATION. |
| 09/18/09 | | |
| 0.30 | ROSENTHAL, MICHAEL A | REVIEW AND COMMENT ON MONTHLY FEE APPLICATION. |
| 1.50 | YORK, AARON G | FINALIZE FEE APPLICATION. |
| 0.20 | GRAVES, JEREMY L | EMAILS REGARDING GDC FEE APPLICATION. |
| 3.60 | FARRAG, SHERIF | REVISE FEE APPLICATION INCORPORATING J. GRAVES' REVISIONS (1.3); INSERT NUMBERS INTO LANGUAGE OF DOCUMENT (1.1); FIX PAGE NUMBERS ORDER (0.5); CREATE PDF VERSION OF ALL DOCUMENTS WITH SEPARATE EXHIBITS (0.7). |

09/21/09

0.50 KELSEY, MATTHEW K

REVIEW INTERIM FEE APPLICATION (.2); COORDINATE
WITH TEAM REGARDING OUTSTANDING ITEMS ON
FEE APPLICATION AND FILING (.3).

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FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00113

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|-------------------|--------------|-------------|---------------|
| MATTHEW K. KELSEY | 0.20 | \$ 710.00 | \$ 142.00 |
| AARON G. YORK | 1.00 | 635.00 | 635.00 |
| KELLY A. BOHNE | 0.60 | 345.00 | 207.00 |
| SAEE MUZUMDAR | 1.40 | 420.00 | <u>588.00</u> |

| | | | |
|-----------------------|--|--|-------------|
| Total Services | | | \$ 1,572.00 |
|-----------------------|--|--|-------------|

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|--------------------------------------|--|--|----------|
| Total Services, Costs/Charges | | | 1,572.00 |
|--------------------------------------|--|--|----------|

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|--------------------|--|--|--------------------|
| BALANCE DUE | | | <u>\$ 1,572.00</u> |
|--------------------|--|--|--------------------|

FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00113

Detail Services:

| | | | |
|----------|-------------------|---|--|
| 09/15/09 | | | |
| 0.20 | KELSEY, MATTHEW K | CORRESPONDENCE WITH A. YORK AND S. MUZUMDAR REGARDING PETER J. SOLOMON FEE APPLICATION. | |
| 1.00 | MUZUMDAR, SAE | DRAFT THIRD SUPPLEMENT TO ORDINARY COURSE PROFESSIONALS LIST (.6); REVIEW AND SUMMARIZE CREDITOR INFORMATION PROTOCOL ORDER (.4). | |
| 0.40 | MUZUMDAR, SAE | REVIEW AND EDIT PETER J. SOLOMON FEE APPLICATION. | |
| 09/28/09 | | | |
| 0.40 | YORK, AARON G | REVIEW ORDINARY COURSE PROFESSIONAL REQUIREMENT AND EMAIL REGARDING SAME. | |
| 09/29/09 | | | |
| 0.20 | YORK, AARON G | REVIEW FEE APPLICATION SUMMARY. | |
| 0.60 | BOHNE, KELLY A | DRAFT NOTICE OF PAYMENT TO ORDINARY COURSE PROFESSIONALS. | |
| 09/30/09 | | | |
| 0.40 | YORK, AARON G | EMAILS TO CLIENT REGARDING ORDINARY COURSE PROFESSIONAL PAYMENTS. | |

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INSURANCE
08299-00114

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|-------------------|--------------|-------------|---------------|
| AARON G. YORK | 1.60 | \$ 635.00 | \$ 1,016.00 |
| MAXWELL C. NELSON | 11.20 | 525.00 | 5,880.00 |
| JEREMY L. GRAVES | 0.60 | 400.00 | <u>240.00</u> |

| | | | |
|-----------------------|--|--|-------------|
| Total Services | | | \$ 7,136.00 |
|-----------------------|--|--|-------------|

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| Total Services, Costs/Charges | | | 7,136.00 |
|--------------------------------------|--|--|----------|

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| BALANCE DUE | | | <u>\$ 7,136.00</u> |
|--------------------|--|--|--------------------|

INSURANCE
08299-00114

Detail Services:

| | | | |
|----------|-------------------|--|--|
| 09/01/09 | | | |
| 0.90 | YORK, AARON G | PREPARE FOR AND ATTEND CALL REGARDING INSURANCE POLICIES. | |
| 0.60 | GRAVES, JEREMY L | TELECONFERENCE WITH P. STREET (BMHC) ET AL. REGARDING INSURANCE RELATED ISSUES. | |
| 09/10/09 | | | |
| 0.40 | YORK, AARON G | CALL WITH L. BAUMANN REGARDING STATUS OF INSURANCE ISSUES (.2); EMAILS REGARDING HARRIS STIPULATION (.2). | |
| 09/11/09 | | | |
| 1.80 | NELSON, MAXWELL C | REVIEW BACKGROUND MATERIALS IN PREPARATION FOR DRAFTING SECTION 363(B) MOTION REGARDING ARCH REINSURANCE TRANSACTION. | |
| 09/15/09 | | | |
| 7.20 | NELSON, MAXWELL C | DRAFT SECTION 363(B) MOTION AND PROPOSED ORDER FOR BMHC/ARCH SETTLEMENT, AND SEND TO A. YORK AND J. GRAVES FOR REVIEW AND COMMENT. | |
| 09/16/09 | | | |
| 0.30 | YORK, AARON G | CALLS AND EMAILS REGARDING INSURANCE PAYMENTS. | |
| 0.20 | NELSON, MAXWELL C | MEET WITH J. GRAVES REGARDING BMHC/ARCH SETTLEMENT MOTION. | |
| 09/17/09 | | | |
| 0.90 | NELSON, MAXWELL C | MAKE REVISIONS TO SECTION 363(B) MOTION FOR BMHC/ARCH SETTLEMENT, AND SEND TO A. YORK FOR FURTHER COMMENTS. | |

09/18/09

1.10 NELSON, MAXWELL C

MAKE FURTHER REVISIONS TO SECTION 363(B)
MOTION FOR BMHC/ARCH SETTLEMENT AND SEND
TO A. YORK FOR FILING (.8); ASSIST A. YORK IN
COLLATING DOCUMENTS TO BE ATTACHED TO
MOTION (.3).

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Boise, ID 83712-7714

PLAN & DISCLOSURE STATEMENT
08299-00115

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|-------------------------|--------------|-------------|-----------------|
| STEVEN R. FINLEY | 87.70 | \$ 995.00 | \$ 87,261.50 |
| RAYMOND B. LUDWISZEWSKI | 1.00 | 905.00 | 905.00 |
| MICHAEL A. ROSENTHAL | 140.60 | 985.00 | 138,491.00 |
| CROMWELL R. MONTGOMERY | 27.50 | 635.00 | 17,462.50 |
| SEAN C. FELLER | 1.60 | 635.00 | 1,016.00 |
| MATTHEW K. KELSEY | 19.30 | 710.00 | 13,703.00 |
| AARON G. YORK | 141.50 | 635.00 | 89,852.50 |
| JESSE I. SHAPIRO | 3.10 | 610.00 | 1,891.00 |
| MATTHEW C. WALSH | 13.60 | 620.00 | 8,432.00 |
| MELISSA T. TOOMEY | 20.30 | 620.00 | 12,586.00 |
| STACIE B. FLETCHER | 5.50 | 470.00 | 2,585.00 |
| PATRICIA A. HALLING | 6.30 | 495.00 | 3,118.50 |
| JEREMY L. GRAVES | 0.20 | 400.00 | 80.00 |
| SAEE MUZUMDAR | 5.70 | 420.00 | 2,394.00 |
| JENNIFER M. CONTRERAS | 4.60 | 290.00 | <u>1,334.00</u> |

Total Services \$ 381,112.00

Total Services, Costs/Charges 381,112.00

BALANCE DUE \$ 381,112.00

PLAN & DISCLOSURE STATEMENT
08299-00115

Detail Services:

09/01/09

2.00 FINLEY, STEVEN R CONFER WITH M. ROSENTHAL (.3); E-MAILS AND PHONE CALLS REGARDING BANK GROUP'S POSITION ON OTHER BIDS AND IMPACT OF IRS LETTER ON POSSIBLE 363 SALE (1.7)

5.60 ROSENTHAL, MICHAEL A CONFERENCE CALL WITH P. STREET, WELLS FARGO, K. FISHER AND OTHERS REGARDING BANK STEERING COMMITTEE CALL ON PLAN OPTIONS (.4); CONFERENCE CALL WITH K. FISHER AND OTHER PH LAWYERS, P. STREET, S. MUZUMDAR REGARDING POSSIBLE 363 SALE AS ALTERNATIVE TO PLAN (1.2); TELEPHONE CALLS WITH P. STREET REGARDING PLAN ISSUES AND IRS CLAIM RELATIVE TO PLAN (.3); CONSIDERATION OF PLAN VS 363 SALE ISSUES (1.4); COMPARE PLAN ISSUES VS 363 SALE ISSUES (1.2); MEETING WITH S. FINLEY (.3); TELE WITH P. STREET REGARDING 363 ISSUES (.5); EMAILS WITH B. DIETZ REGARDING PLAN VS 363 (.3)

0.20 MONTGOMERY, CROMWELL R REVIEW CORRESPONDENCE RELATIVE TO WFB EXIT FACILITIES (0.2).

5.50 YORK, AARON G CORRESPONDENCE WITH M. ROSENTHAL REGARDING BMHC PLAN STATUS (.2); REVISE PLAN AND GLOSSARY (4.2); REVISE DISCLOSURE STATEMENT (1.1).

0.90 CONTRERAS, JENNIFER M LOCATE AND FORWARD PLAN AND DISCLOSURE PRECEDENT FOR M. KELSEY.

09/02/09

0.40 FINLEY, STEVEN R E-MAILS, PHONE CALLS REGARDING PLAN OF REORGANIZATION.

1.40 ROSENTHAL, MICHAEL A REVIEW AND COMMENT ON REVISION TO SELF-HELP PLAN.

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|----------|------------------------|--|
| 1.50 | MONTGOMERY, CROMWELL R | REVIEW CORRESPONDENCE FROM M. ROSENTHAL RELATIVE TO PROPOSED WFB EXIT FACILITIES AND RECENT DEVELOPMENTS WITH PLAN DEVELOPMENT (0.3); REVIEW WFB COMMITMENT PAPERS (0.5); CONFER WITH N. GREENWOOD RELATIVE TO FOREGOING (0.2); REVIEW PRECEDENT CASE LAW (0.5). |
| 0.80 | KELSEY, MATTHEW K | CORRESPONDENCE WITH S. BEACH REGARDING RELEASES AND SEC ISSUES (.2); CALL WITH N. JACOBSON OF THE SEC REGARDING OBJECTION DEADLINE TO DISCLOSURE STATEMENT (.1); COORDINATE WITH J. CONTRERAS REGARDING RESEARCH ON PLAN ISSUE (.2) ;CALL WITH P. STREET AND PWC REGARDING STATUS OF IRS CLAIM (.3). |
| 0.50 | YORK, AARON G | REVISE DISCLOSURE STATEMENT. |
| 2.60 | CONTRERAS, JENNIFER M | LOCATE 363 MOTION AND BIDDING PROCEDURES PRECEDENT FOR M. ROSENTHAL (.8); LOCATE ADDITIONAL PRECEDENT FOR M. KELSEY (.7); REVIEW FORM FILES FOR APA DOCUMENTS AND FOLLOW-UP EMAILS RE SAME (1.1). |
| 09/03/09 | | |
| 1.50 | FINLEY, STEVEN R | REVIEW REVISED PROPOSAL (.4); E-MAILS AND PHONE CALLS REGARDING BANK GROUP POSITION, BIDS AND IMPACT ON TIMING (1.1). |
| 2.50 | ROSENTHAL, MICHAEL A | REVIEW PLAN ALTERNATIVES, INCLUDING NEW PROPOSAL (.9); EMAILS REGARDING COMMITTEE PLAN OBJECTIONS (.6); TELEPHONE WITH K. FISHER REGARDING PLAN ALTERNATIVES (.3); TELEPHONE WITH B. DIETZ AND P. STREET REGARDING PROVISIONS OF TERM LOAN AND EXIT FINANCING DEBT (.4);REVIEW AND COMMENT ON MANAGEMENT INCENTIVE PLAN (.3) |
| 0.70 | KELSEY, MATTHEW K | TELEPHONE CALL WITH P. STREET REGARDING IRS UPDATE AND STATUS OF DISCLOSURE STATEMENT (.4); CORRESPONDENCE WITH M. ROSENTHAL REGARDING SAME (.1); CALL WITH K. FISHER OF PAUL HASTINGS REGARDING DISCLOSURE STATEMENT HEARING (.1); CORRESPONDENCE WITH A. YORK REGARDING SAME (.1). |

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|----------|----------------------|--|
| 0.50 | KELSEY, MATTHEW K | REVISE LANGUAGE REGARDING RELEASES (.2); CORRESPONDENCE TO AND FROM N. JACOBSON OF THE SEC REGARDING SAME (.3). |
| 09/04/09 | | |
| 1.50 | ROSENTHAL, MICHAEL A | TELEPHONE WITH B. DIETZ AND P. STREET REGARDING DEBT COVENANTS IN PLAN LOANS (.3); EMAIL FROM K. FISHER REGARDING EXIT TERM SHEETS (.2); REVIEW AND CONSIDER DISCLOSURE STATEMENT DRAFT OBJECTIONS FROM COMMITTEE (1.0). |
| 0.70 | KELSEY, MATTHEW K | CORRESPONDENCE WITH N. JACOBSON OF SEC REGARDING CARVE OUT LANGUAGE (.3); CORRESPONDENCE WITH S. BEACH REGARDING SAME (.1); REVIEW OBJECTION TO DISCLOSURE STATEMENT BY THE COMMITTEE (.2); CORRESPONDENCE REGARDING SAME (.1). |
| 0.20 | GRAVES, JEREMY L | REVIEW THE COMMITTEE'S OBJECTION TO THE DISCLOSURE STATEMENT. |
| 09/05/09 | | |
| 0.30 | ROSENTHAL, MICHAEL A | TELEPHONE WITH A. YORK REGARDING PLAN AND DISCLOSURE STATEMENT MODIFICATIONS (.3). |
| 6.20 | YORK, AARON G | REVISE DISCLOSURE STATEMENT (5.9); CONFER WITH M. ROSENTHAL RE SAME (.3). |
| 09/06/09 | | |
| 2.00 | ROSENTHAL, MICHAEL A | REVIEW REVISED DISCLOSURE STATEMENT (1.6); CONSIDERATION OF PLAN DEADLINES AND SOLICITATION PROCEDURES (.4). |
| 09/07/09 | | |
| 4.00 | ROSENTHAL, MICHAEL A | WORK ON ISSUES RELATED TO REVISED PLAN AND DISCLOSURE STATEMENT AND DOCUMENTS RELATED TO SAME (2.6); EMAILS REGARDING PLAN AND DISCLOSURE STATEMENT AND PLAN PROCESS (.4); REVIEW COMMITTEE OBJECTION TO DISCLOSURE STATEMENT (.8); EMAIL FROM B. DIETZ REGARDING PROPOSAL (.2). |

09/08/09

1.80 FINLEY, STEVEN R

E-MAILS AND PHONE CALLS WITH B. DIETZ, BMHC REGARDING CURRENT STATUS OF INVESTOR AND BANK GROUP PROPERTY (.8); REVIEW CURRENT DRAFT OF PLAN OF REORGANIZATION (1.0).

2.20 ROSENTHAL, MICHAEL A

CONFERENCE CALL WITH B. DIETZ, R. MELLOR, M. KELSEY REGARDING PLAN ISSUES (.4); TELEPHONE WITH P. STREET REGARDING PLAN ISSUES (.3); EMAILS REGARDING PLAN ISSUES AND LATEST PROPOSAL (.3); REVIEW AND COMMENT ON EXIT FINANCING TERM SHEET AND REVIEW OF B. DIETZ COMMENTS REGARDING SAME (.4); REVIEW AND COMMENT ON LATEST VERSION OF PLAN AND DISCLOSURE STATEMENT (.8).

1.00 MONTGOMERY, CROMWELL
R

REVIEW AND COMMENT UPON WFB COMMITMENT PAPERS (1.0).

1.10 KELSEY, MATTHEW K

TELEPHONE CALL WITH M. ROSENTHAL, B. DIETZ, AND R. MELLOR REGARDING MARK UP TO EXIT TERM SHEETS AND DISCLOSURE STATEMENT ISSUES (.4); REVIEW AND SUMMARIZE COMMITTEE'S OBJECTION TO DISCLOSURE STATEMENT (.7).

0.70 YORK, AARON G

CALL WITH M. ROSENTHAL, M. KELSEY, B. DICK, R. MELLOR REGARDING PLAN STATUS (.4); FOLLOW-UP ISSUES RE SAME (.3).

09/09/09

1.90 FINLEY, STEVEN R

REVIEW REVISED OFFER FROM INVESTOR (.8); E-MAILS REGARDING STATUS (.6); REVIEW BANKS PROPOSAL (.5).

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| 5.40 | ROSENTHAL, MICHAEL A | ADDRESS ISSUES RELATED TO PLAN AND DISCLOSURE STATEMENT, INCLUDING REVISIONS TO PLAN AND DISCLOSURE STATEMENT IN PREPARATION FOR FILING (2.4); CONFERENCE CALL WITH A. YORK, P. STREET, B. DIETZ REGARDING DISCLOSURE STATEMENT AND FEASIBILITY DISCUSSION (1.0); EMAIL TO K. FISHER REGARDING OPEN TERM SHEET ISSUES (.6); TELEPHONE WITH K. FISHER REGARDING BANK EXIT FINANCING (.4); EMAILS REGARDING LATEST PROPOSALS (.3); REVIEW AND COMMENT ON REVISIONS TO EXIT FACILITY TERM SHEET (.7). |
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| 0.30 | MONTGOMERY, CROMWELL R | REVIEW CORRESPONDENCE RELATIVE TO PROPOSED WFB EXIT FINANCING. |
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| 0.20 | KELSEY, MATTHEW K | REVIEW CORRESPONDENCE FROM S. BEACH REGARDING PLAN ISSUE (.2). |
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| 6.30 | YORK, AARON G | EMAILS WITH M. ROSENTHAL REGARDING DISCLOSURE STATEMENT REVISION (.4); CALL WITH M. ROSENTHAL, P. STREET REGARDING DISCLOSURE STATEMENT (1.0); REVISE PLAN AND DISCLOSURE STATEMENT (4.9). |
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| 09/10/09 | | |
| 6.00 | FINLEY, STEVEN R | REVIEW REVISED PROPOSAL (.4); REVIEW REVISED PROPOSAL (0.5); REVIEW AND COMMENT ON REVISED DRAFT OF PLAN OF REORGANIZATION (3.7); CONFER WITH M. ROSENTHAL AND B. DIETZ REGARDING FRIDAY BOARD MEETING (.6); PHONE CALLS, E-MAILS WITH WORKING GROUP REGARDING VARIOUS PROPOSAL AND FRIDAY BOARD MEETING (.8). |
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| 4.90 | ROSENTHAL, MICHAEL A | EXTENSIVE WORK ON REVISIONS TO PLAN AND DISCLOSURE STATEMENT AND OTHER PLEADINGS REQUIRED IN CONNECTION WITH UPCOMING DISCLOSURE STATEMENT HEARING (3.7); EMAILS AND TELEPHONE WITH S. FINLEY, B. DIETZ, PAUL CROCI OF PJS REGARDING FEASIBILITY AND LIQUIDATION ANALYSIS (.6); REVIEW REVISED LIQUIDATION ANALYSIS (.4); EMAILS REGARDING REVISED OFFER (.2) |

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| 0.70 | MONTGOMERY, CROMWELL R | CONFERENCE CALL WITH K. FISHER, M. ROSENTHAL ET AL. RELATIVE TO WFB EXIT FINANCING (0.6); REVIEW RELATED CORRESPONDENCE (0.1). |
| 1.10 | KELSEY, MATTHEW K | REVIEW UPDATED TIMELINE FOR SOLICITATION AND DISCLOSURE AND CORRESPONDENCE WITH S. MUZUMDAR REGARDING SAME (.6); CORRESPONDENCE WITH M. ROSENTHAL REGARDING STATUS OF PLAN AND DISCLOSURE STATEMENT (.3); REVIEW CORRESPONDENCE FROM PETER J. SOLOMON REGARDING UPDATED LIQUIDATION ANALYSIS (.2). |
| 10.60 | YORK, AARON G | REVIEW AND REVISE DISCLOSURE STATEMENT (4.8); REVISE PLAN AND GLOSSARY (3.6); REVIEW AND REVISE LIQUIDATION ANALYSIS (2.2). |
| 09/11/09 2.70 | FINLEY, STEVEN R | PRE-BOARD CONFERENCE CALL WITH WORKING GROUP (0.5); PREPARE FOR AND PARTICIPATE IN BOARD CONFERENCE CALL PARTIAL (0.8); PHONE CALLS AND E-MAILS WITH B. DIETZ AND M. ROSENTHAL REGARDING VARIOUS PROPOSALS (0.6); REVIEW MATERIALS PREPARED FOR BOARD MEETING (0.8). |
| 1.70 | FINLEY, STEVEN R | REVIEW REVISED PROPOSAL (.5); MULTIPLE PHONE CALLS AND E-MAILS REGARDING PROPOSAL AND BANK GROUP RESPONSES (1.2). |
| 8.50 | ROSENTHAL, MICHAEL A | PREPARE FOR AND PARTICIPATE IN BOARD PRE-CALL AND BOARD MEETING (1.5); EMAILS REGARDING REVISED PROPOSAL (.8); REVIEW BOARD DECK FROM PJS (.7); TELEPHONE WITH B. DIETZ, P. CROCI AND A. YORK REGARDING FEASIBILITY ANALYSIS (.4); REVIEW FEASIBILITY ANALYSIS AND DISCLOSURE STATEMENT INSERT REGARDING SAME (.5); REVIEW WRITTEN LETTER PROPOSAL (.3); REVIEW PROPOSED BID DOCUMENTS RELATIVE TO PREPARATION OF PLAN (1.6); CONFERENCE CALL WITH K. FISHER, T. KENT, B. DIETZ, T. SKILLMAN REGARDING PROPOSAL (1.0); REVIEW DISCLOSURE STATEMENT FOR STANDALONE PLAN (.8); REVIEW REVISED BALLOTS AND SOLICITATION MATERIALS FOR STANDALONE PLAN (.6); CONFERENCE CALL WITH K. FISHER RE PROPOSAL AND NEXT STEPS (.3) |

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| 0.20 | MONTGOMERY, CROMWELL R | TELEPHONE CALL (PARTIAL) WITH M. ROSENTHAL AND OTHERS RELATIVE TO EXIT PROPOSAL. |
| 8.00 | YORK, AARON G | EMAILS TO PJS REGARDING DISCLOSURE STATEMENT (.4); PLAN REVISIONS (1.0); REVISIONS TO DISCLOSURE STATEMENT (3.5); CALL WITH M. ROSENTHAL, B. DICK REGARDING DISCLOSURE STATEMENT (.4); CALL WITH A. KREISBERG REGARDING DISCLOSURE STATEMENT (.2); ATTEND BMHC BOARD CALL REGARDING PLAN STATUS (.6); E-MAILS WITH M. ROSENTHAL REGARDING SAME (.2); EMAILS WITH M. ROSENTHAL, S. BEACH REGARDING SAME (.4); CALL WITH M. ROSENTHAL, K. FISHER, S. MOLDOFF, P. STREET REGARDING PLAN STATUS (1.0); ADDITIONAL CALL WITH M. ROSENTHAL, P. STREET, B. DIETZ (.3). |
| 3.40 | MUZUMDAR, SAEED | REVIEW SOLICITATION PROCEDURES ORDER AND EXHIBITS(3.1); CORRESPOND WITH THIRD-PARTY REGARDING STATUS OF RIGGS PLUMBING LLC (.3). |
| 09/12/09 | | |
| 2.00 | FINLEY, STEVEN R | WORKING GROUP CONFERENCE CALL TO UPDATE GROUP ON BANK RESPONSE TO REVISED PROPOSAL AND PLAN FOR MOVING FORWARD (1.0); E-MAILS (.5); REVIEW DRAFTS (.5). |
| 3.30 | ROSENTHAL, MICHAEL A | PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL REGARDING PROPOSAL (1.4); TELEPHONE WITH K. FISHER RE PROPOSAL (.3); CONTINUE REVIEW OF DOCUMENTS (1.6) |
| 0.20 | MONTGOMERY, CROMWELL R | REVIEW AND RESPOND TO CORRESPONDENCE RELATIVE TO EXIT PROPOSALS. |
| 1.00 | YORK, AARON G | CALL WITH M. ROSENTHAL, S. FINLEY, P. STREET, K. FISHER REGARDING ALTERNATIVE PLAN PROPOSAL. |
| 09/14/09 | | |
| 6.00 | FINLEY, STEVEN R | REVIEW PROPOSAL AND PARTICIPATE IN ALL HANDS CALL ON PROPOSAL (1.0); REVIEW DRAFT OF INVESTMENT AGREEMENT AND COMMENT ON BUY PROVISIONS (2.5); DAILY UPDATE STATUS CALL (1.0); CONFER WITH M. ROSENTHAL (.2); E-MAILS, PHONE CALLS WITH P. STREET, R. MELLOR (.3). |

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| 5.30 | ROSENTHAL, MICHAEL A | REVIEW AND COMMENT ON PLAN AND PLAN FUNDER AGREEMENTS (3.5); CONFERENCE CALL WITH P. STREET, R. MELLOR, B. SMARTT, B. DIETZ, S. VARNER REGARDING PLAN FUNDER AGREEMENTS AND STRATEGY RELATED THERETO (1.0); TELEPHONE WITH R. MADDEN AND C. MONTGOMERY REGARDING REVISED DOCUMENTS AND GAMEPLAN FOR COMMENTS (.3); TELEPHONE WITH B. DIETZ REGARDING MORTGAGE NOTES ISSUE (.3); TELEPHONE WITH S. VARNER REGARDING PROPOSAL (.2) |
| 2.10 | MONTGOMERY, CROMWELL R | REVIEW PROPOSAL (0.2); REVIEW RELATED CORRESPONDENCE (0.2); REVIEW CREDIT AGREEMENT IN LIGHT OF FOREGOING (0.9); REVIEW PROPOSED DOCUMENTS (0.5); CONFERENCE CALL WITH K. FISHER, M. ROSENTHAL, ET AL. RELATIVE TO FOREGOING (0.3). |
| 0.90 | FELLER, SEAN C | REVIEW INVESTMENT AGREEMENT. |
| 2.90 | KELSEY, MATTHEW K | REVIEW CORRESPONDENCE FROM M. ROSENTHAL REGARDING PLAN SPONSOR AGREEMENTS AND TERM SHEET (.2); REVIEW PROPOSED DOCUMENTS (.3); REVIEW AND COMMENT ON OPEN ISSUES (2.7). |
| 4.40 | YORK, AARON G | CALL WITH P. STREET, P. CROCI, B. DICK REGARDING PLAN STATUS (.8); CALL (PARTIAL) WITH M. ROSENTHAL, S. FINLEY, C. MONTGOMERY, A. KREISBERG, P. STREET, K. FISHER, T. KENT REGARDING PLAN PROPOSALS (.6); REVIEW ALTERNATIVE PLAN STRUCTURE DOCUMENTS (3.0). |
| 7.50 | WALSH, MATTHEW C | REVIEW DRAFT DOCUMENTS (3.2); CALL WITH PAUL HASTINGS TO REVIEW DRAFT DOCUMENTS (.8); CORRESPONDENCE WITH GIBSON DUNN SPECIALISTS RE DRAFT DOCUMENTS (.5); PREPARE MARK-UP OF INVESTMENT AGREEMENT (3) |
| 09/15/09 | | |
| 6.50 | FINLEY, STEVEN R | REVIEW OF AND COMMENT ON REVISED DRAFT OF INVESTMENT AGREEMENT (4.0); CONFER WITH M. WALSH (.3); REVIEW P. STREET AND M. WALSH COMMENTS (.7); PHONE CALLS WITH R. MELLOR (.6); E-MAILS AND PHONE CALLS (.4); DAILY UPDATE STATUS CALL (.5). |

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| 0.70 | LUDWISZEWSKI, RAYMOND B | EMAIL EXCHANGE WITH S. FLETCHER RE EDITS TO INVESTMENT AGREEMENT (.4); FOLLOW UP WITH S. FLETCHER RE EDITS AND NEXT STEPS (.3). |
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| 5.90 | ROSENTHAL, MICHAEL A | CONTINUE REVIEW AND COMMENT ON PLAN DOCUMENTS (3.3); CONFERENCE CALL WITH P. STREET, S. VARNER, B. DIETZ, B. SMARTT AND OTHERS REGARDING STRATEGY (1.3); TELEPHONE WITH KIRK PENLIN REGARDING SERP PLAN (.7); TELEPHONE WITH B. DIETZ REGARDING NEGOTIATIONS (.3); TELEPHONE WITH K. FISHER REGARDING NEGOTIATIONS (.3) |
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| 2.00 | MONTGOMERY, CROMWELL R | REVIEW REVISED MORTGAGE NOTE TERM SHEET (0.2); CONFERENCE CALL WITH M. ROSENTHAL, R. MELLOR, P. STREET, ET AL. RELATIVE TO EXIT PROPOSAL AND RELATED DOCUMENTATION (1.3); TELEPHONE CALL WITH D. DEDYO RELATIVE TO SAME (0.1); TELEPHONE CALL WITH K. DUNN AND D. DEDYO RELATIVE TO SAME (0.4). |
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| 2.10 | KELSEY, MATTHEW K | TELEPHONE CALL WITH A&M, PETER J. SOLOMON, AND THE COMPANY REGARDING PLAN SPONSORSHIP PROPOSALS AND RELATED ISSUES (1.3); COORDINATE WITH S. MUZUMDAR REGARDING COMMITTEE INFORMATION SHARING PROTOCOL (.2); REVIEW DRAFT INVESTMENT AGREEMENT (.6). |
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| 7.40 | YORK, AARON G | CALL WITH M. ROSENTHAL, C. MONTGOMERY, P. STREET, ETC. REGARDING PLAN STRUCTURE (1.3); REVIEW AND REVISE ALTERNATE PLAN AND GLOSSARY (6.0). |
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| 2.90 | SHAPIRO, JESSE I | REVIEW AND COMMENT UPON INVESTOR AGREEMENT (2.8); EMAIL COMMUNICATION AND TELEPHONE CONFERENCE M. WALSH RE SAME (.1) |

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| 3.50 | FLETCHER, STACIE B | REVIEW TERMS OF BMHC INVESTMENT AGREEMENT (.5); DISCUSS TRANSACTION WITH M. WALSH (.2); RESEARCH MARKET STANDARDS FOR ENVIRONMENTAL REPS AND WARRANTIES (.7); DRAFT COMMENTS FOR ENVIRONMENTAL REPS AND WARRANTIES (1.4); RESEARCH ON NEW YORK CASE REGARDING EXCLUSIVE REMEDIES (.4); DISCUSS MARKUP AND TRANSACTION WITH R. LUDWISZEWSKI (.3). |
| 09/16/09 | | |
| 7.00 | FINLEY, STEVEN R | PARTICIPATE IN DAILY UPDATE STATUS CALL (1.0); PHONE CALL WITH PAUL HASTINGS REGARDING SHARE TRANSFERS (.4); CONFER WITH M. WALSH REGARDHG TURN OF INVESTMENT AGREEMENT WITH ALL COMMENTS (.4); REVIEW AND COMMENT ON REVISED DRAFT OF PLAN (1.5); EMAILS RE KEY PLAN ISSUES WITH M. ROSENTHAL AND P. STREET (.5); CONFER WITH M. WALSH REGARDING BREAK-UP FEE (.3); MULTIPLE E-MAILS AND PHONE CALLS REGARDING SMALL CONVENIENCE CLASS (.4); FURTHER REVISIONS TO INVESTMENT AGREEMENT (2.0). |
| 0.30 | LUDWISZEWSKI, RAYMOND B | EMAIL EXCHANGE WITH S. FLETCHER RE EXCLUSIVE REMEDY PROVISIONS (.1); FINALIZE ENVIRONMENTAL COMMENTS ON BMHC INVESTMENT AGREEMENT (.2). |
| 6.00 | ROSENTHAL, MICHAEL A | CONTINUE REVIEW AND COMMENT ON PLAN DOCUMENTS AND WORK ON DISCLOSURE STATEMENT RELATED TO PROPOSAL (3.6); CONFERENCE CALL WITH P. STREET, B. SMARTT, S. FINLEY, B. DIETZ AND OTHERS REGARDING OPEN ISSUES (1.0); SEVERAL TELEPHONE CALLS WITH K. FISHER REGARDING OPEN ISSUES (.4); EMAIL FROM P. STREET REGARDING COMMENTS TO INVESTMENT AGREEMENT (.4); TELEPHONE WITH A. YORK REGARDING TAX ISSUES (.2); CONFERENCE CALL WITH K. FISHER AND S. FISHER REGARDING SECURITIES ISSUES (.2); TELEPHONE WITH P. CROCI REGARDING LIQUIDATION ANALYSIS (.2) |
| 0.10 | MONTGOMERY, CROMWELL R | DRAFT AND DISTRIBUTE CORRESPONDENCE RELATIVE TO MORTGAGE. |

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| 2.90 | KELSEY, MATTHEW K | REVIEW AND REVISE PROPOSED INVESTMENT AGREEMENT RELATED TO PLAN (1.2); TELEPHONE CALLS WITH M. WALSH REGARDING COMMENTS TO INVESTMENT AGREEMENT (.3); TELEPHONE CALL WITH C. GIAIMO AND K. LANE REGARDING DISCLOSURE STATEMENT (.3); PREPARE FOR AND TELEPHONE CALL WITH COMPANY AND A&M AND PETER J. SOLOMON REGARDING INVESTMENT PROPOSAL (1.1). |
| 6.20 | YORK, AARON G | EMAILS TO M. ROSENTHAL, S. FINLEY, M. KELSEY, ETC. REGARDING PLAN AND GLOSSARY (1.1); FURTHER REVISIONS TO ALTERNATIVE PLAN (3.5); CONFERENCE WITH J. GRAVES REGARDING CHANEN SETTLEMENT (.1); EMAILS TO A. KRISBERG REGARDING PLAN STRUCTURE (.5); CALL WITH M. ROSENTHAL, P. STREET, S. FINLEY, B. DIETZ REGARDING PLAN REVISIONS (1.0). |
| 1.10 | CONTRERAS, JENNIFER M | REVIEW AND LOCATE PLAN AND DISCLOSURE ITEMS FOR M. ROSENTHAL (.6); EMAILS TO M. ROSENTHAL AND A. YORK RE SAME (.2); UPDATE FILES WITH A. YORK COMMENTS AND REVISIONS (.3). |
| 09/17/09 4.50 | FINLEY, STEVEN R | MULTIPLE PHONE CALLS AND E-MAILS WITH BMHC, B. DIETZ, S. VARNER AND M. ROSENTHAL TO DISCUSS OFFER AND BANK GROUP'S RESPONSE (1.4); CONFERENCE CALL WITH B. SMARTT AND P. STREET TO DISCUSS PROCESS FOR GETTING TO AGREEMENT (.3); PREPARE DRAFT TIMELINE FOR AGREEING ON DOCUMENTS AND PROCEEDING TO CONFIRMATION (.8); REVIEW REVISED DRAFT OF GLOSSARY (.3) AND PLAN OF REORGANIZATION (1.7). |
| 6.30 | ROSENTHAL, MICHAEL A | PREPARE TIMELINE FOR TRANSACTION (.4); WORK ON PLAN DOCUMENTS (3.8); CONFERENCE CALLS WITH P. STREET, A. YORK, S. FINLEY, B. SMARTT AND OTHERS REGARDING PLAN ISSUES (1.4); CONFERENCE CALL WITH K. FISHER REGARDING PLAN OPEN ISSUES (.4); EMAILS FROM AND TO K. FISHER REGARDING OPEN ISSUES (.3). |
| 1.40 | MONTGOMERY, CROMWELL R | CONFERENCE CALL WITH B. DIETZ, M. ROSENTHAL, ET AL. RELATIVE TO RESTRUCTURING MATTERS. |

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| 1.40 | KELSEY, MATTHEW K | PREPARATION FOR AND CALL WITH COMPANY REGARDING STATUS OF INVESTOR AGREEMENT AND LENDER ISSUES (1.4). |
| 0.30 | KELSEY, MATTHEW K | REVIEW DRAFT TIMELINE REGARDING EQUITY COMMITMENT. |
| 2.00 | YORK, AARON G | CALL WITH M. ROSENTHAL, S. FINLEY, B. SMARTT, R. MELLOR, P. STREET, ETC. REGARDING PLAN STATUS (1.4); CALL WITH S. VARNER, S. JOHNSON REGARDING PLAN CONDITIONS (.6). |
| 09/18/09 | | |
| 6.40 | FINLEY, STEVEN R | PREPARE FOR AND PARTICIPATE IN ALL HANDS WORKING GROUP CALL ON OPEN ISSUES, STATUS (1.5); CONFER WITH M. WALSH ON REVISIONS TO INVESTMENT AGREEMENT (.4); REVIEW REVISED PLAN OF REORGANIZATION AND GLOSSARY (1.0); E-MAILS, PHONE CALLS REGARDING COLLATERAL FOR MORTGAGE LOAN (.4); REVIEW PAUL HASTINGS COMMENTS TO INVESTMENT AGREEMENT (1.8); REVIEW AND DISCUSS OPEN ECONOMIC ISSUES (.8); REVIEW SERP ISSUES, PUSC SPREADSHEET (.5). |
| 5.00 | ROSENTHAL, MICHAEL A | REVIEW MARK-UP OF DOCUMENTS FROM PAUL HASTINGS (1.4); TELEPHONE WITH K. FISHER REGARDING LIQUIDATION ANALYSIS (.4); TELE WITH B. DIETZ REGARDING LIQUIDATION ANALYSIS (.3); PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH PAUL HASTINGS REGARDING PLAN OPEN ISSUES (1.3); REVIEW COMMENTS TO INVESTMENT AGREEMENT (.8); PREPARE OPEN ISSUES LIST RE PLAN NEGOTIATIONS (.8) |
| 0.50 | KELSEY, MATTHEW K | REVIEW OPEN ITEMS ISSUE FOR INVESTMENT AGREEMENT. |
| 1.30 | YORK, AARON G | REVIEW PAUL HASTINGS PLAN/GLOSSARY REVISIONS. |

09/19/09

2.30 FINLEY, STEVEN R

REVIEW PAUL HASTINGS COMMENTS TO INVESTMENT AGREEMENT (.5); MULTIPLE E-MAILS AND PHONE CALLS REGARDING OPEN ISSUES (1.0); ALL HANDS CALL TO DISCUSS PAUL HASTINGS COMMENTS AND PREPARATION OF DRAFT TO SEND TO COUNSEL (.8).

5.80 ROSENTHAL, MICHAEL A

REVIEW AND COMMENT ON PH MARK-UP OF INVESTMENT AGREEMENT AND PLAN OF REORGANIZATION (3.3); CONFERENCE CALL REGARDING INVESTMENT AGREEMENT AND PLAN OF REORGANIZATION (1.2); REVIEW EQUITY TERM SHEET REVISIONS (.7); PREPARE INVESTMENT AGREEMENT OPEN ISSUES LIST (.6)

2.70 KELSEY, MATTHEW K

REVIEW MARK UP OF INVESTMENT AGREEMENT (1.1); CORRESPONDENCE WITH M. ROSENTHAL REGARDING SAME (.4); PREPARE FOR AND TELEPHONE CALL WITH COMPANY, PAUL HASTINGS, AND GIBSON DUNN TEAM REGARDING MARK UP TO INVESTMENT AGREEMENT (1.2).

5.80 YORK, AARON G

ANALYZE COMMENTS TO PLAN PROPOSAL (1.6); REVISE PLAN (4.1); CALL WITH M. WALSH REGARDING SAME (.1).

6.10 WALSH, MATTHEW C

REVIEW REVISED DRAFT OF INVESTMENT AGREEMENT (2.0); CALLS WITH WORKING GROUP RE COMMENTS (1.0); PREPARE REVISED DRAFT OF INVESTMENT AGREEMENT (3.1).

09/20/09

3.00 ROSENTHAL, MICHAEL A

REVIEW REVISION TO INVESTMENT AGREEMENT AND EMAILS REGARDING SAME (.6); REVIEW REVISIONS TO PLAN OF REORGANIZATION (1.2); EMAILS AND TELEPHONE WITH A. YORK REGARDING REVISION TO PLAN OF REORGANIZATION AND CONDITIONS PRECEDENT (.6); EMAILS TO P. STREET, M. WALSH REGARDING COMMITMENT LETTER AND PLAN TERMS (.6)

0.10 MONTGOMERY, CROMWELL
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REVIEW AND RESPOND TO CORRESPONDENCE
RELATIVE TO EXIT FINANCING.

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| 4.40 | YORK, AARON G | REVISE PLAN AND GLOSSARY (4.0); CALL WITH M. ROSENTHAL REGARDING SAME (.4). |
| 0.20 | SHAPIRO, JESSE I | EMAIL COMMUNICATION M. WALSH RE COMMENTS TO INVESTOR AGREEMENT |
| 09/21/09 | | |
| 2.00 | FINLEY, STEVEN R | MULTIPLE PHONE CALLS AND E-MAILS WITH BMHC AND PJ SOLOMON REGARDING BANK GROUP DEMANDS AND POSITION (.8); REVIEW AND COMMENT ON PROPOSALS FOR MOVING PROCESS FORWARD (.2); PREPARE FOR AND PARTICIPATE IN DAILY STATUS CALL (1.0). |
| 3.50 | FINLEY, STEVEN R | REVIEW AND DRAFT OF INVESTMENT AGREEMENT, PLAN AND GLOSSARY (1.5); CALL WITH BANK GROUP, PAUL HASTING, AND COUNSEL TO DISCUSS AND NEGOTIATE AGREEMENTS (2.0). |
| 5.60 | ROSENTHAL, MICHAEL A | PREPARE FOR AND PARTICIPATE IN EXTENDED CONFERENCE CALL WITH COUNSEL REGARDING PLAN PROPOSAL (2.6); TELEPHONE CALLS WITH K FISHER REGARDING PLAN (.4); TELEPHONE WITH P. STREET REGARDING PLAN ISSUES (.3); CONFERENCE CALL WITH P. STREET, B. SMARTT, R. MELLOR, S. FINLEY, S. VARNER AND OTHERS RE UPDATE (.7); REVISE PLAN PER DISCUSSION (1.2); MEETING WITH M. TOOMEY REGARDING INVESTMENT AGREEMENT (.2); EMAIL REGARDING REPORT ON CALL WITH COUNSEL (.2) |
| 1.30 | MONTGOMERY, CROMWELL R | CONFERENCE CALL WITH COUNSEL, M. ROSENTHAL, ET AL. RELATIVE TO DRAFT INVESTMENT AND PLAN DOCUMENTATION. |
| 1.40 | KELSEY, MATTHEW K | TELEPHONE CALL WITH A&M, PETER J. SOLOMON AND GIBSON DUNN TEAM REGARDING STATUS OF PLAN INVESTMENT AND PLAN TREATMENT (1.2); COMMUNICATIONS WITH M. ROSENTHAL REGARDING NEXT STEPS (.2). |

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| 8.00 | YORK, AARON G | CALL WITH P. CROCI REGARDING LIQUIDATION ANALYSIS (.2); REVISE PLAN (.7); CALLS WITH P. CROCI REGARDING LIQUIDATION ANALYSIS (.5); CALL WITH M. ROSENTHAL REGARDING LIQUIDATION ANALYSIS (.2); ANALYZE LIQUIDATION ANALYSIS ISSUE (1.4); CALL (PARTIAL) WITH R. MELLOR, B. SMARTT, P. STREET, M. ROSENTHAL, S. FINLEY, ETC. REGARDING PLAN STATUS (1.0); REVIEW LIQUIDATION ANALYSIS (2.2); PREPARE FOR AND ATTEND CALL WITH PLAN BIDDER COUNSEL, M. ROSENTHAL, S. FINLEY, ETC. REGARDING PLAN (1.8). |
| 2.30 | TOOMEY, MELISSA T | CONFERENCE CALL WITH CLIENT (1.0); CONFERENCE CALL WITH COUNSEL REGARDING OPEN ISSUES (1.3). |
| 09/22/09 | | |
| 6.20 | FINLEY, STEVEN R | MULTIPLE PHONE CALLS AND E-MAILS WITH M. ROSENTHAL, B. DIETZ, S. VARNER, P. STREET REGARDING PROCESS TO REACH AGREEMENTS WITH POTENTIAL BIDDER AND WELLS (1.5); REVIEW COUNSEL COMMENTS TO INVESTMENT AGREEMENT AND PLAN OF REORGANIZATION (1.3); REVIEW AND COMMENT ON ISSUES LIST (.4); DAILY ALL HANDS UPDATE CALL (1.0); CONFERENCES WITH BMHC AND ADVISORS REGARDING POSSIBLE TREATMENT FOR THE SERP, E-MAILS (.8); PHONE CALLS REGARDING OPEN BUSINESS POINTS BETWEEN COUNSEL AND BANK GROUP (1.2). |
| 5.60 | ROSENTHAL, MICHAEL A | ADDRESS PLAN ISSUES LIST (1.3); TELEPHONE WITH P. STREET AND K. FISHER REGARDING ISSUES LIST (.6); EMAILS TO AND FROM K. FISHER RE ISSUES LIST (.3); PREPARE FOR AND PARTICIPATE IN EXTENDED CONFERENCE CALL WITH P. STREET, R. MELLOR, B. SMARTT, A. YORK, S. VARNER, B. DIETZ REGARDING MEETING (2.0); WORK ON PLAN REVISIONS (1.4) |
| 0.20 | MONTGOMERY, CROMWELL R | REVIEW CORRESPONDENCE RELATIVE TO EXIT PROPOSAL. |
| 3.60 | YORK, AARON G | CALL WITH M. ROSENTHAL REGARDING LIQUIGATION ANALYSIS (.2); CONTINUE ANALYSIS OF LIQUIDATION ANALYSIS (1.0); PREPARE FOR AND ATTEND CALL WITH P. CROCI REGARDING LIQUIDATION ANALYSIS (1.0); CALL WITH B. SMARTT, P. STREET, R. MELLOR, M. ROSENTHAL, B. DIETZ, ETC. REGARDING PLAN STATUS (1.4). |

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| 2.70 | TOOMEY, MELISSA T | REVIEW OF INVESTMENT AGREEMENT AND RELATED DOCUMENTS. |
| 09/23/09 | | |
| 5.00 | FINLEY, STEVEN R | E-MAILS AND PHONE CALLS RELATING TO OPEN ISSUES (1.0); REVIEW DRAFTS AND PREPARE FOR THURSDAY MEETING WITH COUNSEL (2.0); CONFER WITH M. ROSENTHAL (.5); MEETING WITH P. STREET, C. MONTGOMERY, M. ROSENTHAL TO DISCUSS STRATEGY AND APPROACH TO THURSDAY MEETING (1.5). |
| 6.50 | ROSENTHAL, MICHAEL A | TELEPHONE WITH P. STREET REGARDING OPEN ISSUES LIST (.3); TELE WITH K. FISHER REGARDING MEETING (.2); EMAILS WITH B. DIETZ, K. FISHER REGARDING OPEN ISSUES (.4); PREPARE FOR MEETING WITH POTENTIAL BIDDER REGARDING PROPOSAL, INCLUDING REVIEW OF IMPLEMENTATION DOCUMENTS (4.1); MEETING WITH A&M, P STREET, S. FINLEY REGARDING PREPARATION FOR MEETING WITH POTENTIAL BIDDER (1.5). |
| 0.30 | ROSENTHAL, MICHAEL A | EMAILS TO AND FROM K. FISHER AND R. MADDEN RE OPEN ISSUES |
| 0.30 | YORK, AARON G | CALL WITH J. WEISSER REGARDING CASH COLLATERAL (.1); EMAIL TO P. CROCI REGARDING LIQUIDATION ANALYSIS (.2). |
| 09/24/09 | | |
| 6.30 | FINLEY, STEVEN R | MEETING WITH WELLS, POTENTIAL BIDDER (2.0); MEETING WITH WELLS AT GIBSON, DUNN (3.0); CONFER WITH M. TOOMEY REGARDING DOCUMENT DRAFTING (.5); MULTIPLE E-MAILS AND PHONE CALLS REGARDING CURRENT STATUS AND NEXT STEPS (.8). |
| 9.30 | ROSENTHAL, MICHAEL A | PREPARE FOR AND PARTICIPATE IN ALL DAY MEETING WITH K. FISHER, S. FINLEY, P. STREET, PAUL HASTINGS, GRANT THORNTON, A&M, AND OTHERS REGARDING STANDALONE PLAN AND PROPOSALS (7.0); REVIEW AND REVISE STANDALONE PLAN (.9); REVIEW PROPOSAL DOCUMENTS (1.4); |

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| 6.00 | MONTGOMERY, CROMWELL R | IN PERSON MEETING RELATIVE TO PROPOSED EXIT PLAN AND ALTERNATIVES THERETO. |
| 7.30 | YORK, AARON G | PREPARE FOR AND ATTEND TELEPHONE CONFERENCE REGARDING PLAN (2.6); CALL WITH M. ROSENTHAL, S. FINLEY, B. DIETZ, P. STREET, K. FISHER REGARDING PLAN FILING (2.5); REVISE PLAN (2.2). |
| 6.00 | TOOMEY, MELISSA T | MEETING AT GDC CENTURY CITY OFFICE WITH CLIENT (1.0); MEETING AT POTENTIAL BIDDER OFFICES (1.4); RE-CAP MEETING AT GDC CENTURY CITY OFFICE (3.6). |
| 09/25/09 | | |
| 3.10 | FINLEY, STEVEN R | REVIEW PROPOSAL (.6); MULTIPLE PHONE CALLS AND E-MAILS REGARDING NEXT STEPS (1.0); DAILY ALL HANDS CONFERENCE CALL ON STATUS (1.5). |
| 6.60 | ROSENTHAL, MICHAEL A | REVIEW DRAFT OF INVESTMENT AGREEMENT RELATED TO PROPOSAL (1.2); PREPARE FOR AND PARTICIPATE IN UPDATE CALL WITH P. STREET, A. YORK, S. VARNER, B. DIETZ AND OTHERS REGARDING STATUS OF STAND-ALONE PLAN DRAFTS AND OPEN ISSUES RELATED THERETO (1.4); PREPARE FOR AND PARTICIPATE IN FOLLOW-UP CONFERENCE CALL WITH P. STREET, B. DIETZ, S. VARNER, C. MONTGOMERY AND OTHERS REGARDING STATUS OF DOCUMENTS REQUIRED FOR STAND-ALONE PLAN (1.4); REVIEW AND CONSIDER ISSUES RELATED TERM SHEET DRAFTS FROM PAUL HASTINGS FOR EXIT FACILITY AND TERM LOAN (.8); MEETING WITH A. YORK REGARDING PLAN RELATED ISSUES (.4); REVIEW AND COMMENT ON PLAN AND PLAN GLOSSARY DRAFT (1.4) |
| 3.10 | MONTGOMERY, CROMWELL R | CONFERENCE WITH S. VARNER, P. STREET, M. ROSENTHAL RELATIVE TO BANK EXIT PLAN (0.8); COMMENCE REVIEW OF WFB EXIT COMMITMENT PAPERS (1.9); TELEPHONE CALL WITH D. DEDYO RELATIVE TO FOREGOING (0.4). |
| 0.70 | FELLER, SEAN C | REVIEW INVESTOR AGREEMENT. |

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| 6.90 | YORK, AARON G | REVISE PLAN AND GLOSSARY (3.7); REVIEW REVISED PLAN TERM SHEETS (1.1); CALL WITH M. ROSENTHAL, S. FINLEY, B. DIETZ, P. STREET REGARDING PLAN (.8); ADDITIONAL CALL WITH M. ROSENTHAL, P. STREET, P. DIETZ REGARDING PLAN STRUCTURE (.4); ANALYZE SOLICITATION PROCEDURES (.9). |
| 8.40 | TOOMEY, MELISSA T | REVIEW PROPOSAL (.8); MEETING WITH T. HALLING REGARDING STOCKHOLDERS AGREEMENT (.3); DRAFT OF AND PROOF READING OF INVESTMENT AGREEMENT (4.7); REVIEW OF AND COMMENTS TO STOCKHOLDERS AGREEMENT (2.6). |
| 5.00 | HALLING, PATRICIA A | DRAFT SHAREHOLDERS' AGREEMENT (4.7); CORRESPOND WITH M. TOOMEY (.3). |
| 0.70 | MUZUMDAR, SAEED | REVISE BALLOTS FOR VOTING ON PLAN. |
| 09/26/09 | | |
| 0.90 | FINLEY, STEVEN R | MULTIPLE E-MAILS REGARDING REVISED BANK GROUP DOCUMENTS. |
| 8.20 | ROSENTHAL, MICHAEL A | REVISE PLAN, PLAN GLOSSARY AND DISCLOSURE STATEMENT TO REFLECT STAND-ALONE PLAN (2.2); REVIEW AND COMMENT ON TERM SHEETS FROM PAUL HASTINGS RELATED TO EXIT FACILITY, TERM LOAN, COMMITMENT FEE (1.6); CONFERENCE CALL WITH C. MONTGOMERY, S. VARNER, P. STREET, A. YORK AND OTHERS REGARDING RESPONSE TO PAUL HASTINGS TERM SHEETS (1.3); TELEPHONE WITH C. MONTGOMERY REGARDING RESPONSE TO PH TERM SHEETS (.3); EMAILS TO AND FROM M. COLLINS, B. DIETZ AND P. STREET REGARDING TREATMENT OF SERP CLAIMS UNDER PLAN (.6); TELEPHONE WITH B. DIETZ AND P. STREET REGARDING TREATMENT OF SERP CLAIMS (.3); CONSIDER ISSUES RELATED TO TREATMENT OF SERP CLAIMS, INCLUDING TAX TREATMENT (.8); EMAILS FROM S. VARNER, B. DIETZ, K. FISHER REGARDING PH TERM SHEET PROVISIONS (.3); REVIEW SHAREHOLDERS' AGREEMENT DRAFT (.8) |

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| 4.00 | MONTGOMERY, CROMWELL R | CONFERENCE CALL WITH S. VARNER, B. DIETZ, M. ROSENTHAL, ET AL. RELATIVE TO WFB COMMITMENT PAPERS (1.3); REVISE AND DISTRIBUTE SAME (2.4); TELEPHONE CALL WITH M. ROSENTHAL RELATIVE TO REINSTATED TERM LOAN (.3). |
| 7.30 | YORK, AARON G | REVISE DISCLOSURE STATEMENT (6.0); CALL WITH M. ROSENTHAL, C. MONTGOMERY, P. STREET, B. DIETZ, P. CROI REGARDING PLAN AND COMMITMENT LETTER ISSUES (1.3). |
| 0.90 | TOOMEY, MELISSA T | REVISIONS TO INVESTMENT AGREEMENT. |
| 2.00 | FLETCHER, STACIE B | REVIEW REVISED INVESTMENT AGREEMENT (0.5); DRAFT ENVIRONMENTAL COMMENTS (1.0); UPDATE R. LUDWISZEWSKI AND M. TOOMEY ON MARKUP (0.5). |
| 1.30 | HALLING, PATRICIA A | REVIEW AND REVISE SHAREHOLDERS AGREEMENT (1.1); CORRESPOND WITH M. TOOMEY (.2). |
| 09/27/09 | | |
| 2.10 | FINLEY, STEVEN R | REVIEW REVISED BANK DOCUMENTS (1.0); E-MAILS (.4); ALL HANDS CONFERENCE CALL (.7). |
| 2.40 | ROSENTHAL, MICHAEL A | WORK ON PLAN AND PLAN RELATED ISSUES, INCLUDING REVIEW AND REVISION TO PLAN (1.8); PARTICIPATE (PARTIAL) IN CONFERENCE CALLS RE STAND-ALONE PLAN, INCLUDING TELEPHONE WITH K. FISHER (.6); |
| 2.60 | ROSENTHAL, MICHAEL A | REVIEW REVISED LIQUIDATION ANALYSIS AND FEASIBILITY ANALYSIS FROM PJS (1.2); CONTINUE REVISION TO PLAN AND PLAN GLOSSARY (1.4) |
| 1.50 | MONTGOMERY, CROMWELL R | REVIEW CORRESPONDENCE RELATIVE TO WFB EXIT PROPOSAL (0.2); CONFERENCE CALL WITH P. STREET, M. COLLINS, M. ROSENTHAL, S. VARNER, ET AL. RELATIVE TO WFB COMMITMENT PAPERS AND RELATED PLAN PROVISIONS (0.8); REVIEW MOTION TO APPROVE THE COMMITMENT LETTER/FEE LETTER (0.5). |

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| 7.80 | YORK, AARON G | REVIEW REVISED LIQUIDATION AND FEASIBILITY ANALYSES (1.7); REVIEW AND REVISE COMMITMENT LETTER AND TERMS SHEETS (1.2); CALL WITH M. ROSENTHAL, S. FINLEY C. MONTGOMERY, M. COLLINS, P. STREET, B. DIETZ ETC. REGARDING PLAN STRUCTURE (.8); DRAFT MOTION TO APPROVE FEE LETTER (4.1). |
| 09/28/09 | | |
| 1.90 | FINLEY, STEVEN R | REVIEW REVISED DRAFT OF PLAN OF REORGANIZATION (.5); E-MAILS (.3); REVIEW AND COMMENT ON EXCLUSIVITY LETTER (.3); REVIEW REVISED DRAFT OF DISCLOSURE STATEMENT (.8). |
| 1.90 | ROSENTHAL, MICHAEL A | EMAILS FROM A. YORK REGARDING PLAN ISSUES (.6); WORK ON ISSUES RELATED TO CONFIRMATION ISSUES (1.3) |
| 0.80 | MONTGOMERY, CROMWELL R | REVIEW REVISED DRAFT PLAN OF REORGANIZATION/DISCLOSURE STATEMENT. |
| 5.20 | YORK, AARON G | CALL WITH P. GUARINO REGARDING LIQUIDATION ANALYSIS (.2); CALL WITH M. THOMAS REGARDING STAY ORDERS (.3); CALL WITH S. VEINE REGARDING DISCLOSURE STATEMENT (.2); REVISE DISCLOSURE STATEMENT (4.5). |
| 09/29/09 | | |
| 5.70 | ROSENTHAL, MICHAEL A | WORK ON FINAL REVISIONS TO PLAN, PLAN GLOSSARY AND DISCLOSURE STATEMENT (2.7); TELEPHONE WITH A. YORK REGARDING PLAN ISSUES (.3); TELEPHONE AND EMAIL WITH K. FISHER REGARDING PLAN ISSUES (.4); ADDRESS ISSUES RELATED TO SERP, INCLUDING EVALUATION OF ALTERNATIVE TREATMENT OF SERP ASSETS (1.4); EMAIL FROM A. KREISBERG REGARDING TAX TREATMENT OF LIQUIDATING TRUST (.2); REVIEW REVISED DOCUMENTS AND PROPOSAL (.7) |
| 0.30 | MONTGOMERY, CROMWELL R | REVIEW CORRESPONDENCE RELATIVE TO REVISED WFB EXIT PROPOSAL. |

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| 13.70 | YORK, AARON G | REVIEW AND REVISE BALLOTS (2.3); REVIEW AND REVISE DISCLOSURE STATEMENT APPROVAL ORDER (1.0); CALL WITH M. ROSENTHAL, P. STREET, B. DIETZ, K. FISHER, T. SKILLMAN REGARDING PLAN STRUCTURE (.8); FOLLOW UP CALL WITH M. ROSENTHAL, P. STREET, B. DIETZ, P. CROCI REGARDING PLAN (.6); REVISE DISCLOSURE STATEMENT (3.7); REVISE PLAN AND GLOSSARY (2.0); ADDITIONAL CALL WITH M. ROSENTHAL, P. STREET, B. DIETZ, P. CROCI REGARDING PLAN (.3); ATTEND BOARD CALL REGARDING CASE STATUS (1.5); REVIEW REVISED TERM SHEETS AND BACK STOP PREMIUM (1.5). |
| 09/30/09 | | |
| 4.00 | FINLEY, STEVEN R | MULTIPLE PHONE CALLS AND E-MAILS REGARDING STATUS AND NEXT STEPS (.8); REVIEW REVISED DRAFTS OF PLAN AND GLOSSARY (1.0); CONFER WITH M. ROSENTHAL (.5); CONFERENCE CALLS WITH BMHC AND ADVISORS REGARDING BANK GROUP FINAL PROPOSAL AND FILING NEXT WEEK (1.0); REVIEW STATUS, NEXT STEPS AND OUTSTANDING ISSUES (.7). |
| 7.00 | ROSENTHAL, MICHAEL A | WORK ON FINALIZING PLAN, PLAN GLOSSARY AND DISCLOSURE STATEMENT FOR FILING (3.6); REVIEW AND COMMENT ON LIQUIDATION AND FEASIBILITY ANALYSIS (.8); CONFERENCE CALL WITH P. STREET, S. FINLEY, B. DIETZ, S. VARNER AND OTHERS REGARDING PLAN ISSUES (1.0); TELEPHONE WITH S. FINLEY REGARDING DISCUSSIONS WITH COMMITTEE REGARDING PLAN TREATMENT (.5); EMAILS TO AND FROM COMMITTEE REGARDING UNSECURED TREATMENT (.4); REVIEW AND COMMENT ON FINAL TERM SHEETS FOR EXIT FACILITY AND REINSTATED TERM LOAN, FEE LETTER AND COMMITMENT LETTER (.7). |
| 0.50 | MONTGOMERY, CROMWELL R | REVIEW CORRESPONDENCE RELATIVE TO EXIT REVOLVER. |

11.10 YORK, AARON G

CALL WITH K. FISHER REGARDING PLAN AND DISCLOSURE STATEMENT REVISIONS (.3); REVISE DISCLOSURE STATEMENT ORDER EXHIBITS (2.1); REVISE PLAN AND DISCLOSURE STATEMENT (6.7); CALL WITH M. ROSENTHAL, S. FINLEY, B. DIETZ, P. CROCI, P. STREET REGARDING TERM SHEETS (1.0); CALL WITH M. ROSENTHAL, S. BEECH, R. POPPITI, S. MAZUNDER REGARDING TIMING ISSUES (.5); CALL WITH M. ROSENTHAL, K. FISHER REGARDING PLAN STATUS (.5).

1.60 MUZUMDAR, SAEED

REVISE SOLICITATION PROCEDURES ORDER AND EXHIBITS (1.1); ATTEND CONFERENCE CALL REGARDING PROPOSED TIMELINE FOR PLAN CONFIRMATION (.5).

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720 Park Boulevard, Suite 200
Boise, ID 83712-7714

PLAN EXCLUSIVITY
08299-00116

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|------------------|--------------|-------------|-----------------|
| CHARLES P. FLOYD | 5.60 | \$ 470.00 | \$ 2,632.00 |
| KELLY A. BOHNE | 5.80 | 345.00 | <u>2,001.00</u> |

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|-----------------------|--|--|-------------|
| Total Services | | | \$ 4,633.00 |
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| Total Services, Costs/Charges | | | 4,633.00 |
|--------------------------------------|--|--|----------|

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| BALANCE DUE | | | <u>\$ 4,633.00</u> |
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PLAN EXCLUSIVITY
08299-00116

Detail Services:

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| 09/17/09 | | | |
| 3.20 | FLOYD, CHARLES P | RESEARCH AND BEGIN DRAFT FOR MOTION TO EXTEND EXCLUSIVITY PERIOD FOR PLAN FILING. | |
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| 09/18/09 | | | |
| 2.40 | FLOYD, CHARLES P | CONTINUE PREPARATION OF DRAFT FOR MOTION TO EXTEND EXCLUSIVITY PERIOD FOR PLAN FILING. | |
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| 09/25/09 | | | |
| 1.00 | BOHNE, KELLY A | REVISE MOTION TO EXTEND EXCLUSIVITY PERIODS. | |
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| 09/28/09 | | | |
| 3.90 | BOHNE, KELLY A | REVISE MOTION TO EXTEND EXCLUSIVITY PERIODS. | |
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| 09/29/09 | | | |
| 0.90 | BOHNE, KELLY A | REVISE MOTION TO EXTEND EXCLUSIVITY PERIODS. | |

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Boise, ID 83712-7714

SECURED CREDITOR COLLATERAL
08299-00118

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|--------------------------------------|--------------|-------------|------------------|
| MICHAEL A. ROSENTHAL | 0.50 | \$ 985.00 | \$ <u>492.50</u> |
| Total Services | | | \$ 492.50 |
| Total Services, Costs/Charges | | | 492.50 |
| BALANCE DUE | | | <u>\$ 492.50</u> |

SECURED CREDITOR COLLATERAL
08299-00118

Detail Services:

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| 09/10/09 | | | |
| 0.20 | ROSENTHAL, MICHAEL A | EMAILS REGARDING AGREEMENT RELATIVE TO | SUNTRUST MOTION. |
| 09/11/09 | | | |
| 0.30 | ROSENTHAL, MICHAEL A | RESEARCH REGARDING BANK'S LIEN ON SERP | FUNDS. |

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Boise, ID 83712-7714

TAXES
08299-00120

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|---------------------|--------------|-------------|-----------------|
| STEPHEN L. TOLLES | 8.70 | \$ 860.00 | \$ 7,482.00 |
| ANDREW L. KREISBERG | 24.30 | 470.00 | 11,421.00 |
| SAEE MUZUMDAR | 6.60 | 420.00 | <u>2,772.00</u> |

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| Total Services | | | \$ 21,675.00 |
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| Total Services, Costs/Charges | | | 21,675.00 |
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| BALANCE DUE | | | <u>\$ 21,675.00</u> |
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TAXES
08299-00120

Detail Services:

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| 09/01/09 | | | |
| 6.60 | MUZUMDAR, SAE E | | ATTEND CONFERENCE CALL TO DISCUSS STRATEGY WITH RESPECT TO LARGE PROTECTIVE CLAIM FILED BY IRS (1.3); RESEARCH REGARDING HOW PROTECTIVE CLAIMS ARE DEALT WITH IN CHAPTER 11 (4.2); DRAFT MEMORANDUM REGARDING THE SAME (1.1). |
| 09/11/09 | | | |
| 2.80 | KREISBERG, ANDREW L | | REVISE TAX DISCLOSURE TO REFLECT ISSUANCE OF EXIT TERM LOAN. |
| 09/12/09 | | | |
| 1.00 | KREISBERG, ANDREW L | | REVIEW TERMS OF PROPOSAL. |
| 09/14/09 | | | |
| 0.50 | KREISBERG, ANDREW L | | PARTICIPATE IN CALL TO DISCUSS SCHEDULING, DRAFTING DOCS. |
| 09/15/09 | | | |
| 1.80 | TOLLES, STEPHEN L | | REVIEW NEW PLAN DOCUMENTS. |
| 4.70 | KREISBERG, ANDREW L | | REVIEW REVISED PLAN, DEFINITIONS AND INVESTMENT AGREEMENT (1.5); RESEARCH 1.1032-3 ISSUE (2.5); OUTLINE CONSEQUENCES (.7). |
| 09/16/09 | | | |
| 1.80 | TOLLES, STEPHEN L | | TELEPHONE CALL KREISBERG RE STRUCTURE OF NEW PLAN (.2); ANALYSIS OF TAX CONSEQUENCES (1.6). |
| 5.50 | KREISBERG, ANDREW L | | DRAFT TAX DISCLOSURE BASED ON REVISED PLAN. |
| 09/17/09 | | | |
| 1.80 | TOLLES, STEPHEN L | | ANALYSIS OF TAX ISSUES FOR HOLDERS. |
| 3.50 | KREISBERG, ANDREW L | | DRAFT TAX DISCLOSURE. |

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| 09/18/09 | | | |
| 0.90 | TOLLES, STEPHEN L | CONFERENCE CALL WITH CREDITOR TAX COUNSEL (.2); TAX ANALYSIS RE LENDER ISSUES (.7). | |
| 4.00 | KREISBERG, ANDREW L | RESEARCH POSSIBLE APPLICATION OF SECTION 351 TO THE EXCHANGE BY HOLDERS (1.); E-MAIL AND TELEPHONE CALL WITH S. TOLLES TO DISCUSS SAME (.5); REVISE TAX DISCLOSURE (2.5). | |
| 09/21/09 | | | |
| 1.30 | TOLLES, STEPHEN L | REVIEW REVISED TAX DISCLOSURE. | |
| 09/22/09 | | | |
| 0.20 | TOLLES, STEPHEN L | REVIEW PORTIONS OF TAX DISCLOSURE. | |
| 09/24/09 | | | |
| 0.40 | TOLLES, STEPHEN L | REVIEW TAX DISCLOSURE. | |
| 09/25/09 | | | |
| 2.00 | KREISBERG, ANDREW L | REVISE DISCLOSURE BASED ON CHANGES TO PLAN, INCLUDING ELIMINATION OF LIQUIDATING TRUST AND PAYMENT IN CASH TO HOLDERS OF UNSECURED CLAIMS. | |
| 09/26/09 | | | |
| 0.30 | KREISBERG, ANDREW L | REVIEW TERM SHEET FOR NOTES, CONFIRM NO AHYDO ISSUE. | |
| 09/28/09 | | | |
| 0.50 | TOLLES, STEPHEN L | REVIEW DISCLOSURE STATEMENT. | |

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Boise, ID 83712-7714

NON-WORKING TRAVEL TIME
08299-00121

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|--|--------------|-------------|---------------------|
| STEVEN R. FINLEY | 12.00 | \$ 995.00 | \$ 11,940.00 |
| MICHAEL A. ROSENTHAL | 2.00 | 985.00 | 1,970.00 |
| MELISSA T. TOOMEY | 16.30 | 620.00 | <u>10,106.00</u> |
| | | | 24,016.00 |
| Discount (50%) | | | <u>-12,008.00</u> |
| Total Services | | | \$ 12,008.00 |
| Total Services, Costs/Charges | | | 12,008.00 |
| BALANCE DUE | | | <u>\$ 12,008.00</u> |

NON-WORKING TRAVEL TIME
08299-00121

Detail Services:

09/23/09

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| 6.00 | FINLEY, STEVEN R | TRAVEL TO LOS ANGELES FOR MEETING WITH POTENTIAL BIDDER AND COUNSEL. |
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| 2.00 | ROSENTHAL, MICHAEL A | NON WORKING TRAVEL |
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| 8.90 | TOOMEY, MELISSA T | TRAVEL TO LOS ANGELES. |
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09/24/09

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| 6.00 | FINLEY, STEVEN R | TRAVEL BACK FROM LOS ANGELES TO NEW YORK AFTER MEETING WITH POTENTIAL BIDDER. |
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| 7.40 | TOOMEY, MELISSA T | TRAVEL FROM LOS ANGELES. |
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Paul Street, Esq.
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Boise, ID 83712-7714

UTILITIES
08299-00122

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|--------------------------------------|--------------|-------------|------------------|
| JEREMY L. GRAVES | 2.40 | \$ 400.00 | \$ <u>960.00</u> |
| Total Services | | | \$ 960.00 |
| Total Services, Costs/Charges | | | 960.00 |
| BALANCE DUE | | | <u>\$ 960.00</u> |

UTILITIES
08299-00122

Detail Services:

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| 09/15/09 | | | |
| 0.50 | GRAVES, JEREMY L | DRAFT NOTICE OF ADDITION OF UTILITIES TO THE UTILITY LIST AND RELATED EXHIBIT. | |
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| 09/16/09 | | | |
| 1.10 | GRAVES, JEREMY L | DRAFT NOTICE OF ADDITION OF UTILITIES TO THE UTILITY LIST AND RELATED EXHIBIT AND FILE SAME. | |
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| 09/17/09 | | | |
| 0.50 | GRAVES, JEREMY L | CORRESPOND WITH S. REIMERS (BMHC) REGARDING UTILITY DEPOSIT REQUEST. | |
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| 09/28/09 | | | |
| 0.30 | GRAVES, JEREMY L | DRAFT AND SEND LETTERS TO UTILITIES THAT REQUESTED DEPOSITS IN BILLINGS. | |

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

CLASS ACTION ISSUES
08299-00125

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|----------------------|--------------|-------------|------------------|
| WILLIAM D. CLASTER | 6.00 | \$ 865.00 | \$ 5,190.00 |
| MICHAEL A. ROSENTHAL | 4.30 | 985.00 | 4,235.50 |
| MATTHEW K. KELSEY | 5.40 | 710.00 | 3,834.00 |
| AARON G. YORK | 0.70 | 635.00 | 444.50 |
| LAWRENCE J. VANDYKE | 74.30 | 495.00 | 36,778.50 |
| CHARLES P. FLOYD | 14.20 | 470.00 | 6,674.00 |
| JEREMY L. GRAVES | 44.50 | 400.00 | <u>17,800.00</u> |

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|-----------------------|--|--|--------------|
| Total Services | | | \$ 74,956.50 |
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|--------------------------------------|--|--|-----------|
| Total Services, Costs/Charges | | | 74,956.50 |
|--------------------------------------|--|--|-----------|

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| BALANCE DUE | | | <u>\$ 74,956.50</u> |
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CLASS ACTION ISSUES
08299-00125

Detail Services:

09/01/09

0.60 ROSENTHAL, MICHAEL A EMAILS REGARDING SETTLEMENT OF CLASS ACTION (.2); EMAILS TO J. GRAVES REGARDING CLASS ACTION SETTLEMENT AND RESPONSE TO MOTION FOR CLASS PROOF OF CLAIM (.4)

6.90 VANDYKE, LAWRENCE J CONFER WITH J. GRAVES REGARDING ALVARADO MOTION AND OPPOSITION REGARDING SAME (.4); RESEARCH LAW APPLICABLE TO CLASS CLAIMS (6.5).

2.90 GRAVES, JEREMY L TELECONFERENCE WITH K. LANE (AF) AND C. ENGLISH (AF) REGARDING THE CREDITORS' COMMITTEE'S COMMENTS TO THE MOTION TO APPROVE THE ACEVEDO SETTLEMENT (.8); REVIEW MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM (.3); PREPARE AN OUTLINE FOR THE OBJECTION TO THE MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM (1.1); CONFERENCE WITH L. VANDYKE (GDC) REGARDING THE OBJECTION TO THE MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM (.4); CORRESPOND WITH E. FRANKLIN (BMHC) REGARDING THE CREDITORS' COMMITTEE'S CONCERNS (.3).

09/02/09

0.90 CLASTER, WILLIAM D EMAILS RE SETTLEMENT ISSUES (.3); TELEPHONE CONFERENCE WITH E. FRANKLIN RE SETTLEMENT ISSUES (.4); REVIEW EMAILS RE ADJOURNMENT (.2).

0.30 ROSENTHAL, MICHAEL A EMAILS REGARDING OBJECTION TO CLASS ACTION SETTLEMENT.

0.30 KELSEY, MATTHEW K REVIEW CORRESPONDENCE FROM J. GRAVES REGARDING ACEVEDO SETTLEMENT AND COMMITTEE ISSUES REGARDING SAME.

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| 7.50 | VANDYKE, LAWRENCE J | CONFER WITH J. GRAVES REGARDING OPPOSITION TO ALVARADO CLASS PROOF OF CLAIM (.6); LEGAL RESEARCH REGARDING OPPOSITION TO CLASS PROOF OF CLAIM (5.7); DRAFT PRELIMINARY OUTLINE OF OPPOSITION TO CLASS PROOF OF CLAIM (1.2). |
| 3.60 | GRAVES, JEREMY L | TELECONFERENCE WITH E. FRANKLIN (BMHC) REGARDING THE MOTION TO SETTLE THE ACEVEDO ACTION AND THE MOTION TO AUTHORIZE THE ALVARADO CLASS PROOF OF CLAIM (.6); STRATEGY CONFERENCE WITH L. VANDYKE (GDC) REGARDING THE OPPOSITION TO THE MOTION TO AUTHORIZE THE CLASS PROOF OF CLAIM (.6); CORRESPOND WITH E. FRANKLIN (BMHC) AND W. CLASTER (GDC) REGARDING CLASS ACTION ISSUES (.3); GATHER AND PROCESS INFORMATION THAT IS RESPONSIVE TO THE COMMITTEE'S INFORMATION REQUESTS IN CONNECTION WITH THE MOTION TO APPROVE THE SETTLEMENT AGREEMENT IN THE ACEVEDO ACTION (2.7). |
| 09/03/09 | | |
| 0.20 | CLASTER, WILLIAM D | EMAILS RE SETTLEMENT. |
| 0.40 | ROSENTHAL, MICHAEL A | EMAILS REGARDING CLASS ACTION SETTLEMENT MOTION. |
| 0.50 | KELSEY, MATTHEW K | TELEPHONE CALL WITH P. STREET REGARDING ACEVEDO SETTLEMENT AND MOTION TO CERTIFY CLASS (.2); CORRESPONDENCE WITH J. GRAVES REGARDING SAME (.2); REVIEW CORRESPONDENCE FROM J. GRAVES TO COMMITTEE REGARDING SAME (.1). |
| 7.80 | VANDYKE, LAWRENCE J | RESEARCH AND OUTLINE OPPOSITION TO ALVARADO CLASS PROOFS OF CLAIM (3.1); DRAFT OPPOSITION TO CLASS PROOFS OF CLAIM (4.0); DISCUSS ADDITIONAL RESEARCH REGARDING OPPOSITION WITH J. GRAVES AND C. FLOYD (.7). |
| 3.30 | FLOYD, CHARLES P | RESEARCH STANDARD FOR EXTENSION OF BAR DATE FOR FILING OF CLAIMS; CONFERENCE WITH L VANDUKE RE: SAME. |

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| 3.70 | GRAVES, JEREMY L | GATHER INFORMATION RELATED TO THE COMMITTEE'S INFORMATION REQUESTS (2.9); PREPARE OPPOSITION TO THE MOTION TO ALLOW THE CLASS PROOF OF CLAIM (.8). |
| 09/04/09 | | |
| 0.60 | CLASTER, WILLIAM D | EMAILS RE SETTLEMENT ISSUES (.2); REVIEW SETTLEMENT LISTS; (.2) CORRESPONDENCE WITH PLAINTIFF'S COUNSEL AND J. GRAVES RE SETTLEMENT (.2). |
| 0.20 | ROSENTHAL, MICHAEL A | EMAILS REGARDING HEARING ON CLASS ACTION SETTLEMENT. |
| 0.40 | KELSEY, MATTHEW K | REVIEW CORRESPONDENCE FROM R. POPPITI REGARDING ACEVEDO 9019 (.1); CORRESPONDENCE TO TEAM REGARDING SAME (.1); REVIEW CORRESPONDENCE FROM J. GRAVES AND P. STREET FROM THE COMPANY REGARDING SAME (.2). |
| 7.20 | VANDYKE, LAWRENCE J | FINALIZE ALVARADO MOTION OUTLINE (3.1); DRAFT ALVARADO MOTION (3.4); EMAILS WITH C. FLOYD AND J. GRAVES REGARDING RESEARCH FOR ALVARADO MOTION (.7). |
| 1.80 | FLOYD, CHARLES P | CONTINUE RESEARCH ON STANDARD FOR EXTENSION OF BAR DATE FOR FILING OF CLAIMS. |
| 2.30 | GRAVES, JEREMY L | DRAFT PORTIONS OF THE OPPOSITION TO THE MOTION TO ALLOW THE CLASS PROOF OF CLAIM. |
| 09/05/09 | | |
| 1.40 | VANDYKE, LAWRENCE J | RESEARCH PREDOMINANCE CASES FOR OPPOSITION TO ALVARADO MOTION FOR CLASS PROOFS OF CLAIM. |
| 09/06/09 | | |
| 0.30 | ROSENTHAL, MICHAEL A | EMAILS WITH K. FISHER REGARDING CLASS ACTION SETTLEMENT. |
| 0.70 | VANDYKE, LAWRENCE J | RESEARCH STAY CASES FOR OPPOSITION TO ALVARADO MOTION FOR CLASS PROOFS OF CLAIM. |

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| 09/07/09 | | |
| 2.10 | VANDYKE, LAWRENCE J | DRAFT OPPOSITION TO ALVARADO MOTION. |
| 4.20 | FLOYD, CHARLES P | CONTINUE RESEARCH ON STANDARD FOR EXTENSION OF BAR DATE FOR FILING OF CLAIMS (2.2); DRAFT SECTION OF LAW RE: SAME FOR OBJECTION BRIEF (2.0). |
| 0.50 | GRAVES, JEREMY L | FINALIZE EXHIBIT LISTING THE ACEVEDO SETTling PLAINTIFFS AND AMOUNTS AND TRANSMIT SAME TO K. LANE. |
| 09/08/09 | | |
| 1.50 | CLASTER, WILLIAM D | EMAILS RE SETTLEMENT DOCUMENTS (.1); REVIEW EXHIBIT A ISSUES (.1); TELEPHONE CONFERENCE WITH E. FRANKLIN (.2); MULTIPLE EMAILS RE SETTLEMENT ISSUES (.1); REVIEW OBJECTIONS OF CREDITORS COMMITTEE (.5); REVIEW ALVARADO LAWSUIT (.5). |
| 0.20 | ROSENTHAL, MICHAEL A | EMAILS REGARDING CLASS ACTION SETTLEMENT ISSUES. |
| 9.10 | VANDYKE, LAWRENCE J | DRAFT OPPOSITION TO ALVARADO MOTION. |
| 4.10 | FLOYD, CHARLES P | FINALIZE RESEARCH ON STANDARD FOR EXTENSION OF BAR DATE FOR FILING OF CLAIMS (3.1); REVISE SECTION OF LAW IN OBJECTION BRIEF (1.0). |

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| 6.30 | GRAVES, JEREMY L | TELECONFERENCE WITH K. LANE (AF) REGARDING OPPOSITION TO THE ACEVEDO SETTLEMENT AND THE RELATIONSHIP OF THAT OPPOSITION TO THE ALVARADO ACTION (.2); TELECONFERENCE WITH E. FRANKLIN (BMHC) REGARDING THE CREDITORS' COMMITTEE'S OPPOSITION TO THE ACEVEDO SETTLEMENT AND THE RELATIONSHIP OF THAT OPPOSITION TO THE ALVARADO ACTION (.2); GATHER DATA RELATING TO REQUESTS FOR INFORMATION FROM THE CREDITORS' COMMITTEE AND FOR USE IN THE OBJECTION TO THE CLASS PROOF OF CLAIM (3.2); DRAFT AFFIDAVIT OF SERVICE FOR GCG PERSONNEL TO SIGN IN CONNECTION WITH THE OBJECTION TO THE CLASS PROOF OF CLAIM (1.2); REVIEW THE COMMITTEE'S OBJECTION TO THE MOTION TO APPROVE THE ACEVEDO SETTLEMENT AND DRAFT SUMMARY OF THE OBJECTION (.8); CORRESPOND WITH COMMITTEE COUNSEL AND PLAINTIFFS' COUNSEL REGARDING THE COMMITTEE'S OBJECTION TO THE MOTION TO APPROVE THE CLASS PROOF OF CLAIM (.7). |
| 09/09/09 | | |
| 0.80 | ROSENTHAL, MICHAEL A | REVIEW RESPONSE TO MOTION TO FILE CLASS PROOF OF CLAIM. |
| 0.70 | KELSEY, MATTHEW K | PREPARE FOR AND TELEPHONE CALL WITH C. GIAIMO AND K. LANE OF ARENT FOX REGARDING ACEVEDO SETTLEMENT AND ALVARADO MOTION TO FILE A CLASS PROOF OF CLAIM. |
| 12.50 | VANDYKE, LAWRENCE J | DRAFT, REVISE AND EDIT OPPOSITION TO ALVARADO MOTION AND FORWARD TO TEAM FOR REVIEW. |
| 0.80 | FLOYD, CHARLES P | FINALIZE SECTION OF OBJECTION BRIEF REGARDING EXTENSION OF BAR DATE. |

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| 12.00 | GRAVES, JEREMY L | <p>PREPARE FOR TELECONFERENCE WITH THE CREDITORS' COMMITTEE REGARDING THEIR OBJECTION TO THE ACEVEDO SETTLEMENT (.8); TELECONFERENCE WITH K. LANE (AF), C. GIAMO (AF), C. ENGLISH (AF), AND M. KELSEY (GDC) REGARDING THE CREDITORS' COMMITTEE'S OBJECTION TO THE ACEVEDO SETTLEMENT (.7); DRAFT INSERTS FOR INCLUSION IN THE OBJECTION TO THE MOTION TO AUTHORIZE THE CLASS PROOF OF CLAIM (4.1); DRAFT AND SEND SHEHAN AFFIDAVIT (.5); REVIEW AND EDIT DRAFT OF THE OBJECTION TO THE MOTION TO AUTHORIZE THE CLASS PROOF OF CLAIM (5.1); TELECONFERENCE WITH T. KENT (PH) REGARDING THE LENDERS' POSITION WITH RESPECT TO THE MOTION TO AUTHORIZE THE CLASS PROOF OF CLAIM AND SEND FOLLOW-UP INFORMATION (.8).</p> |
| 09/10/09 | | |
| 0.20 | CLASTER, WILLIAM D | <p>EMAILS RE SETTLEMENT ISSUES AND OBJECTIONS.</p> |
| 1.20 | ROSENTHAL, MICHAEL A | <p>REVIEW AND COMMENT ON OPPOSITION TO MOTION REGARDING CLASS ACTION PROOF OF CLAIM (.7); EMAIL TO AND TELEPHONE WITH J. GRAVES REGARDING OPPOSITION TO MOTION REGARDING CLASS ACTION PROOF OF CLAIM (.2); REVIEW KAISER CASE AND DISTINCTIONS FROM BMHC (.3)</p> |
| 1.80 | KELSEY, MATTHEW K | <p>REVIEW OBJECTION TO ALVARADO MOTION TO CERTIFY CLASS (.8); DRAFT MEMORANDUM WITH COMMENTS TO SAME (.3); REVIEW RELEVANT CASE LAW (.6); E-MAIL WITH M. ROSENTHAL REGARDING SAME (.1).</p> |
| 7.10 | VANDYKE, LAWRENCE J | <p>REVISE OPPOSITION TO ALVARADO MOTION BASED ON COMMENTS FROM TEAM (4.6); EDIT AND PREPARE DRAFT FOR FILING (1.7); CONFER WITH TEAM REGARDING ISSUES RELATED TO OPPOSITION (.8).</p> |
| 6.30 | GRAVES, JEREMY L | <p>REVISE AND EDIT THE OBJECTION TO THE MOTION TO AUTHORIZE THE CLASS PROOF OF CLAIM IN LIGHT OF INTERNAL COMMENTS (5.3); REVISE THE SHEHAN AND JOHNSON AFFIDAVITS (.8); TELECONFERENCE WITH K. LANE (AF) REGARDING THE OBJECTION TO THE MOTION TO AUTHORIZE THE CLASS PROOF OF CLAIM (.2).</p> |

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| 09/11/09 | | |
| 0.30 | ROSENTHAL, MICHAEL A | EMAILS WITH COMMITTEE AND BANK GROUP REGARDING OPPOSITION TO MOTION REGARDING CLASS ACTION PROOF OF CLAIM |
| 1.20 | KELSEY, MATTHEW K | REVIEW UPDATED OBJECTION TO MOTION TO FILE CLASS PROOF OF CLAIM (.6); E-MAILS TO J. GRAVES REGARDING SAME (.2); REVIEW UPDATED OBJECTION TO MOTION TO FILE CLASS PROOF OF CLAIM (.4). |
| 2.30 | VANDYKE, LAWRENCE J | REVIEW COMMENTS FROM CREDITORS COMMITTEE AND INCORPORATE CHANGES INTO DRAFT OPPOSITION TO ALVARADO MOTION WITH J. GRAVES (1.9); REVIEW FINAL VERSION OF OPPOSITION FOR FILING (.4). |
| 4.60 | GRAVES, JEREMY L | EDIT OBJECTION TO THE CLASS PROOF OF CLAIM TO RESPOND TO COMMENTS FROM THE COMMITTEE (3.7); CORRESPOND WITH COMMITTEE COUNSEL AND COUNSEL FOR THE LENDERS REGARDING THE OBJECTION TO THE CLASS PROOF OF CLAIM (.7); TELECONFERENCE WITH K. LANE (AF) REGARDING THE OBJECTION TO THE CLASS PROOF OF CLAIM (.2). |
| 09/14/09 | | |
| 0.60 | CLASTER, WILLIAM D | EMAILS RE OBJECTIONS AND SETTLEMENT ISSUES. |
| 1.30 | GRAVES, JEREMY L | GATHER INFORMATION REQUESTED BY THE CREDITORS' COMMITTEE RELATIVE TO THE CLAIMS FILED BY PUTATIVE CLASS MEMBERS AND TRANSMIT SAME TO K. LANE (AF). |
| 09/15/09 | | |
| 0.50 | KELSEY, MATTHEW K | CORRESPONDENCE WITH S. BEACH OF YOUNG CONAWAY REGARDING REQUEST FOR ADJOURNMENT OF ALVARADO MOTION TO FILE CLASS PROOF OF CLAIM AND COORDINATE WITH P. STREET REGARDING SAME (.2); REVIEW PROPOSED NOTICE OF AGENDA AND REVIEW CORRESPONDENCE REGARDING MATTERS FOR SEPTEMBER 18 HEARING (.3). |

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| 0.40 | GRAVES, JEREMY L | EMAILS WITH GDC, YCST, AND P. STREET (BMHC) REGARDING THE REQUEST TO ADJOURN THE MOTION TO AUTHORIZE THE CLASS PROOF OF CLAIM (.3); TELECONFERENCE WITH K. LANE (AF) REGARDING SAME (.1). |
| 09/16/09 | | |
| 0.40 | CLASTER, WILLIAM D | REVIEW REPLY AND DOCUMENTS (.2); REVIEW EMAILS RE REPLY AND SETTLEMENT ISSUES (.2). |
| 0.20 | GRAVES, JEREMY L | TELECONFERENCE WITH E. FRANKLIN (BMHC) REGARDING THE STATUS OF THE ACEVEDO SETTLEMENT MOTION AND OTHER ISSUES. |
| 09/17/09 | | |
| 0.30 | CLASTER, WILLIAM D | EMAILS RE SETTLEMENT (.1); REVIEW SETTLEMENT OBLIGATIONS (.2). |
| 0.30 | VANDYKE, LAWRENCE J | EMAILS WITH J. GRAVES REGARDING ALVARADO MOTION SCHEDULING AND STRATEGY (.3) |
| 09/18/09 | | |
| 0.20 | CLASTER, WILLIAM D | EMAILS RE COURT APPROVAL OF SETTLEMENT. |
| 0.40 | GRAVES, JEREMY L | READ REPLY TO THE OBJECTION TO THE MOTION TO AUTHORIZE THE CLASS PROOF OF CLAIM. |
| 09/21/09 | | |
| 0.60 | CLASTER, WILLIAM D | EMAILS RE SETTLEMENT ISSUES. |
| 0.20 | YORK, AARON G | CALL WITH L. VANDYKE REGARDING ALVARADO ISSUE. |
| 2.40 | VANDYKE, LAWRENCE J | READ AND SUMMARIZE ALVARADO REPLY (2.1); CORRESPONDENCE REGARDING ALVARADO SUR-REPLY (.3). |
| 09/25/09 | | |
| 5.50 | VANDYKE, LAWRENCE J | DRAFT SURREPLY TO ALVARADO MOTION TO ACCEPT CLASS PROOFS OF CLAIM. |

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| 09/28/09 | | |
| 0.50 | YORK, AARON G | REVIEW AND REVISE ALVARADO SUR-REPLY. |
| 1.50 | VANDYKE, LAWRENCE J | DRAFT MOTION FOR LEAVE TO FILE ALVARADO SURREPLY (1.2); REVISE AND EDIT SURREPLY AND MOTION AND FORWARD SAME TO A. YORK (.3). |
| 09/29/09 | | |
| 0.30 | CLASTER, WILLIAM D | EMAILS RE SETTLEMENT (.1); TELEPHONE CONFERENCE WITH PLAINTIFF'S ATTORNEY (.2). |
| 09/30/09 | | |
| 0.20 | CLASTER, WILLIAM D | EMAILS RE ATTORNEY FEES. |

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

HSR
08299-00126

For Services Rendered Through September 30, 2009

| <u>NAME</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|--------------------------------------|--------------|-------------|--------------------|
| MALCOLM R. PFUNDER | 3.80 | \$ 775.00 | \$ <u>2,945.00</u> |
| Total Services | | | \$ 2,945.00 |
| Total Services, Costs/Charges | | | 2,945.00 |
| BALANCE DUE | | | \$ <u>2,945.00</u> |

HSR
08299-00126

Detail Services:

| | | |
|----------|--------------------|--|
| 09/16/09 | | |
| 3.60 | PFUNDER, MALCOLM R | TELEPHONE CONFERENCE WITH P. STREET AND L. THOMAS RE PROPOSED TRANSACTION (.2); E-MAIL TO M. ROSENTHAL RE SAME (.2); REVIEW HSR FILING FROM PREVIOUS BMHC DEAL (.5); RESEARCH EDGAR FOR BMHC FILINGS (.3) AND LIST SAME FOR HSR FILING (.2); PREPARE INITIAL DRAFT HSR FILING (1.0); SEND SAME TO CLIENT (.1); TELEPHONE CONFERENCE WITH COUNSEL RE COORDINATION ON HSR FILINGS (.2); REVIEW COUNSEL DRAFT INVESTMENT AGREEMENT (.4); DRAFT DESCRIPTION OF TRANSACTION FOR HSR FORM (.2); REVIEW BMHC MANAGEMENT PRESENTATION AND TEASER (.3). |
| 09/22/09 | | |
| 0.20 | PFUNDER, MALCOLM R | TELEPHONE CONFERENCE WITH P. STREET RE HIS QUESTIONS ON HSR ACT NOTIFICATION FORM, PROCEDURES AND TIMING. |

EXHIBIT E – Expense Records

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

DISBURSEMENTS
08299-00124

| <u>COSTS/CHARGES</u> | <u>TOTAL</u> | |
|-----------------------------------|---------------|-------------------------------|
| FREIGHT AND SHIPPING | \$ 17.53 | |
| IN HOUSE DUPLICATION | 241.30 | |
| LODGING | 284.06 | |
| ON-LINE RESEARCH (LEXIS) | 1,803.74 | |
| ON-LINE RESEARCH (WESTLAW) | 1,914.21 | |
| ON-LINE RESEARCH NEXIS - MAIN | 400.00 | |
| POSTAGE | 5.54 | |
| SPECIALIZED RESEARCH/FILING FEES | 11.12 | |
| TELEPHONE CHARGES | 845.63 | |
| TRAVEL - AIR & RAIL | 2,111.35 | |
| TRAVEL - TAXI & OTHER MODES/MILES | <u>182.98</u> | |
| Total Costs/Charges | | <u><u>7,817.46</u></u> |
| BALANCE DUE | | <u><u>\$ 7,817.46</u></u> |

DISBURSEMENTS
08299-00124

Detail Costs/Charges:

Freight and Shipping

| | | |
|----------|-------|--|
| 08/27/09 | 17.53 | FEDERAL EXPRESS FX0904 INVOICE 932000541 SHIP DATE 08/27/2009 AIRBILL NO: 714492248660 FROM: JENNIFER CONTRERAS, GIBSON DUNN, NEW YORK, NY TO: GARDEN CITY GROUP, INC., BUILDING MATERIALS HOLDING CRO, DUBLIN, OH |
|----------|-------|--|

In House Duplication

| | | |
|----------|-------|---|
| 09/02/09 | 3.20 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/02/09 |
| 09/08/09 | 20.60 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/08/09 |
| 09/11/09 | 2.40 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/11/09 |
| 09/14/09 | 9.80 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/14/09 |
| 09/15/09 | 36.50 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/15/09 |
| 09/16/09 | 85.80 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/16/09 |
| 09/17/09 | 18.20 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/17/09 |
| 09/18/09 | 4.00 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/18/09 |
| 09/22/09 | 0.30 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/22/09 |
| 09/23/09 | 15.50 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/23/09 |
| 09/24/09 | 19.30 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/24/09 |
| 09/25/09 | 12.40 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/25/09 |
| 09/28/09 | 7.00 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/28/09 |
| 09/29/09 | 1.80 | IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/29/09 |

09/30/09 4.50 IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 09/30/09

Lodging

09/24/09 284.06 VENDOR: MELISSA TOOMEYS TOOMEY; INVOICE#: 09/23-09/24/09;
DATE: 9/24/2009 - 09/23-09/24/09 LA, OMNI HOTEL/ROOM; CLIENT
MEETINGS IN LOS ANGELES, CA

On-Line Research (Lexis)

| | | | | |
|----------|--------|--------------------------------------|----------|-------------|
| 09/01/09 | 5.00 | MUZUMDAR, SAE LEXIS RESEARCH | 09/01/09 | 08299-00120 |
| 09/01/09 | 29.93 | VAN DYKE, LAWRENCE LEXIS RESEARCH | 09/01/09 | 08299-00124 |
| 09/02/09 | 467.70 | VAN DYKE, LAWRENCE LEXIS RESEARCH | 09/02/09 | 08299-00124 |
| 09/03/09 | 10.00 | VAN DYKE, LAWRENCE LEXIS RESEARCH | 09/03/09 | 08299-00124 |
| 09/04/09 | 80.97 | VAN DYKE, LAWRENCE LEXIS RESEARCH | 09/04/09 | 08299-00124 |
| 09/07/09 | 5.00 | FLOYD, CHARLIE LEXIS RESEARCH | 09/07/09 | 08299-00124 |
| 09/08/09 | 74.90 | VAN DYKE, LAWRENCE LEXIS RESEARCH | 09/08/09 | 08299-00124 |
| 09/09/09 | 194.83 | VAN DYKE, LAWRENCE LEXIS RESEARCH | 09/09/09 | 08299-00124 |
| 09/10/09 | 34.97 | GRAVES, JEREMY L LEXIS RESEARCH | 09/10/09 | 08299-00124 |
| 09/10/09 | 66.00 | VAN DYKE, LAWRENCE LEXIS RESEARCH | 09/10/09 | 08299-00124 |
| 09/15/09 | 41.47 | SOUZA, TRAVIS S LEXIS RESEARCH | 09/15/09 | 08299-00109 |
| 09/17/09 | 69.97 | VAN DYKE, LAWRENCE | 09/17/09 | 08299-00124 |

LEXIS RESEARCH

| | | | | |
|----------|--------|--------------------------------------|----------|-------------|
| 09/18/09 | 239.80 | VAN DYKE, LAWRENCE LEXIS RESEARCH | 09/18/09 | 08299-00124 |
| 09/21/09 | 298.40 | FLOYD, CHARLIE LEXIS RESEARCH | 09/21/09 | 08299-00124 |
| 09/21/09 | 99.83 | VAN DYKE, LAWRENCE LEXIS RESEARCH | 09/21/09 | 08299-00124 |
| 09/22/09 | 25.00 | VAN DYKE, LAWRENCE LEXIS RESEARCH | 09/22/09 | 08299-00124 |
| 09/23/09 | 49.97 | VAN DYKE, LAWRENCE LEXIS RESEARCH | 09/23/09 | 08299-00124 |
| 09/25/09 | 10.00 | VAN DYKE, LAWRENCE LEXIS RESEARCH | 09/25/09 | 08299-00124 |

On-Line Research (Westlaw)

| | | | | | |
|----------|--------|---|----------|-------------|---------|
| 09/01/09 | 421.34 | MUZUMDAR, SAEED RESEARCH AND PRINTING CHARGES | 09/01/09 | 08299-00120 | WESTLAW |
| 09/01/09 | 92.96 | VAN DYKE, LAWRENCE RESEARCH AND PRINTING CHARGES | 09/01/09 | 08299-00124 | WESTLAW |
| 09/01/09 | 72.92 | VAN DYKE, LAWRENCE RESEARCH AND PRINTING CHARGES | 09/01/09 | 08299-00125 | WESTLAW |
| 09/02/09 | 109.37 | VAN DYKE, LAWRENCE RESEARCH AND PRINTING CHARGES | 09/02/09 | 08299-00124 | WESTLAW |
| 09/04/09 | 135.17 | FLOYD, CHARLIE RESEARCH AND PRINTING CHARGES | 09/04/09 | 08299-00124 | WESTLAW |
| 09/07/09 | 355.42 | FLOYD, CHARLIE RESEARCH AND PRINTING CHARGES | 09/07/09 | 08299-00124 | WESTLAW |
| 09/08/09 | 286.98 | FLOYD, CHARLIE RESEARCH AND PRINTING CHARGES | 09/08/09 | 08299-00124 | WESTLAW |

| | | | | | |
|---|--------|--|------------|---------------|--|
| 09/09/09 | 31.13 | FLOYD,CHARLIE | 09/09/09 | 08299-00124 | WESTLAW RESEARCH AND PRINTING CHARGES |
| 09/18/09 | 190.18 | FLOYD,CHARLIE | 09/18/09 | 08299-00124 | WESTLAW RESEARCH AND PRINTING CHARGES |
| 09/22/09 | 218.74 | FLOYD,CHARLIE | 09/22/09 | 08299-00124 | WESTLAW RESEARCH AND PRINTING CHARGES |
| <u>On-Line Research Nexis - Main</u> | | | | | |
| 09/01/09 | 200.00 | MUZUMDAR, SAE | 09/01/09 | 08299-00120 | NEXIS RESEARCH |
| 09/02/09 | 200.00 | VAN DYKE, LAWRENCE | 09/02/09 | 08299-00124 | NEXIS RESEARCH |
| <u>Postage</u> | | | | | |
| 09/29/09 | 5.54 | 9/21/09, S. MUZUMDAR, 1ST CLASS MAIL | | | |
| <u>Specialized Research/Filing Fees</u> | | | | | |
| 09/15/09 | 11.12 | PACER, 08/09 - COURT INFORMATION | | | |
| <u>Telephone Charges</u> | | | | | |
| 09/01/09 | 4.18 | 1(415)627-9191 | 09/01/2009 | SNFC CNTRL CA | |
| 09/02/09 | 13.37 | CONFERENCING SERVICES BY AARON G. YORK | | | |
| 09/02/09 | 15.95 | CONFERENCING SERVICES BY SAE MUZUMDAR | | | |
| 09/02/09 | 2.66 | 1(248)698-0965 | 09/02/2009 | COMMERCE MI | |
| 09/03/09 | 4.18 | 1(415)856-7219 | 09/03/2009 | SNFC CNTRL CA | |
| 09/03/09 | 1.90 | 1(208)331-4357 | 09/03/2009 | BOISE ID | |
| 09/03/09 | 9.37 | CONFERENCING SERVICES BY AARON G. YORK | | | |
| 09/04/09 | 13.17 | CONFERENCING SERVICES BY AARON G. YORK | | | |

| | | | |
|----------|-------|---|--------------------------|
| 09/08/09 | 4.94 | 1(202)828-3422 | 09/08/2009 WASHINGTON DC |
| 09/08/09 | 3.42 | 1(208)331-4381 | 09/08/2009 BOISE ID |
| 09/08/09 | 3.18 | CONFERENCING SERVICES BY SAE MUZUMDAR | |
| 09/08/09 | 27.72 | VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 7552090-0909; DATE: 9/8/2009 - 09/09 AT&T # 214-755-2090; 08/08-09/07/09 VARIOUS CLIENT RELATED PHONE CALLS | |
| 09/08/09 | 1.14 | 1(949)797-1246 | 09/08/2009 IRVINE CA |
| 09/09/09 | 9.74 | CONFERENCING SERVICES BY JEREMY GRAVES | |
| 09/09/09 | 8.36 | 1(213)509-5593 | 09/09/2009 LOSANGELES CA |
| 09/09/09 | 5.70 | 1(208)331-4382 | 09/09/2009 BOISE ID |
| 09/09/09 | 3.42 | 1(208)331-4313 | 09/09/2009 BOISE ID |
| 09/09/09 | 1.14 | 1(314)495-9210 | 09/09/2009 LADUE MO |
| 09/09/09 | 3.42 | 1(415)856-7219 | 09/09/2009 SNFC CNTRL CA |
| 09/09/09 | 22.42 | 1(208)331-4381 | 09/09/2009 BOISE ID |
| 09/10/09 | 3.42 | 1(415)489-7586 | 09/10/2009 SNFC CNTRL CA |
| 09/10/09 | 2.28 | 1(415)856-7219 | 09/10/2009 SNFC CNTRL CA |
| 09/10/09 | 2.28 | 1(208)331-4306 | 09/10/2009 BOISE ID |
| 09/10/09 | 2.28 | 1(212)318-6060 | 09/10/2009 NEW YORK NY |
| 09/11/09 | 1.90 | 1(212)318-6060 | 09/11/2009 NEW YORK NY |
| 09/11/09 | 2.66 | 1(310)980-8514 | 09/11/2009 SNMN SNMN CA |

| | | | |
|----------|-------|---|--------------------------|
| 09/11/09 | 1.90 | 1(415)856-7219 | 09/11/2009 SNFC CNTRL CA |
| 09/11/09 | 1.14 | 1(248)698-0965 | 09/11/2009 COMMERCE MI |
| 09/11/09 | 4.56 | 1(202)828-3422 | 09/11/2009 WASHINGTON DC |
| 09/11/09 | 20.90 | 1(208)331-4381 | 09/11/2009 BOISE ID |
| 09/11/09 | 3.81 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/11/09 | 2.66 | 1(631)470-5142 | 09/11/2009 HUNTINGTON NY |
| 09/12/09 | 49.93 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/14/09 | 17.52 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/15/09 | 7.98 | 1(415)856-7000 | 09/15/2009 SNFC CNTRL CA |
| 09/15/09 | 43.24 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/15/09 | 4.07 | CONFERENCING SERVICES BY CROMWELL R. MONTGOMERY | |
| 09/16/09 | 4.13 | CONFERENCING SERVICES BY AARON G. YORK | |
| 09/16/09 | 5.45 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/17/09 | 58.63 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/18/09 | 9.97 | CONFERENCING SERVICES BY AARON G. YORK | |
| 09/18/09 | 74.36 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/19/09 | 49.62 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/19/09 | 1.53 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |

| | | | |
|--------------------------------|----------|--|--------------------------|
| 09/21/09 | 34.10 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/21/09 | 59.32 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/22/09 | 72.72 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/24/09 | 55.86 | 1(212)508-1616 | 09/24/2009 NEW YORK NY |
| 09/25/09 | 1.14 | 1(650)320-1837 | 09/25/2009 PALO ALTO CA |
| 09/25/09 | 2.28 | 1(415)856-7228 | 09/25/2009 SNFC CNTRL CA |
| 09/25/09 | 4.25 | CONFERENCING SERVICES BY AARON G. YORK | |
| 09/25/09 | 37.09 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/25/09 | 6.43 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/26/09 | 33.42 | CONFERENCING SERVICES BY MICHAEL ROSENTHAL | |
| 09/30/09 | 1.90 | 1(212)508-1600 | 09/30/2009 NEW YORK NY |
| 09/30/09 | 1.52 | 1(208)331-4381 | 09/30/2009 BOISE ID |
| <u>Travel - Air & Rail</u> | | | |
| 08/10/09 | 920.55 | AMERICAN EXPRESS LT0816 INVOICE: 53549 INV. DATE: 08/10/2009 TICKET: 7696717502 TRAVEL DATES: 08/10/2009 - 08/10/2009 PASSENGER: YORK/AARON G ITINERARY: DFW/LGA | |
| 08/12/09 | 871.30 | AMERICAN EXPRESS LT0816 INVOICE: 53625 INV. DATE: 08/12/2009 TICKET: 7696717560 TRAVEL DATES: 08/13/2009 - 08/13/2009 PASSENGER: YORK/AARON G ITINERARY: LGA/DFW | |
| 08/13/09 | -871.30 | AMERICAN EXPRESS LT0816 INVOICE: 53660 INV. DATE: 08/13/2009 TICKET: 7696717560 TRAVEL DATES: 08/13/2009 - 08/13/2009 PASSENGER: YORK/AARON G ITINERARY: LGA/DFW | |
| 08/13/09 | 1,190.80 | AMERICAN EXPRESS LT0816 INVOICE: 53655 INV. DATE: 08/13/2009 TICKET: 7696717578 TRAVEL DATES: 08/13/2009 - 08/13/2009 PASSENGER: YORK/AARON G ITINERARY: LGA/DFW | |

Travel - Taxi & Other Modes/Miles

| | | |
|----------|-------|---|
| 09/04/09 | 87.98 | VENDOR: EXECUTIVE CHARGE, INC. (NY TAXI; INVOICE#: 1823381; DATE: 9/4/2009 - 43220, 8/18/09, J. CONTRERAS, FROM 200 PARK AVE. TO RIDGEFIELD/BFG |
| 09/22/09 | 30.00 | VENDOR: NEW YORK PETTY CASH; INVOICE#: 2698/2009; DATE: 9/22/2009 - #2253, M. KELSEY, 09/14/09, TAXI/B.GIBSON |
| 09/24/09 | 65.00 | VENDOR: MELISSA TOOMEYS TOOMEY; INVOICE#: 09/23-09/24/09; DATE: 9/24/2009 - 09/23-09/24/09 CABFARE; CLIENT MEETINGS IN LOS ANGELES, CA |

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

BUILDING MATERIALS HOLDING
CORPORATION, *et al.*,¹

Debtors.

Chapter 11


Case No. 09-12074 (KJC)

Jointly Administered

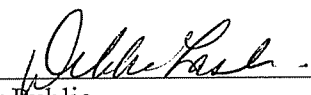
AFFIDAVIT OF SERVICE

STATE OF DELAWARE)
) SS
NEW CASTLE COUNTY)

Casey S. Cathcart, an employee of the law firm of Young Conaway Stargatt & Taylor, LLP, co-counsel to the above-captioned debtors, being duly sworn according to law, deposes and says that on October 7, 2009, she caused (i) a copy of the **Verified Fourth Monthly Application of Gibson, Dunn & Crutcher LLP as Counsel for the Debtors and Debtors in Possession for Allowance of Interim Compensation for Services Rendered and for Reimbursement of Expenses for the Period Beginning September 1, 2009 Through September 30, 2009** to be served as indicated upon the parties identified in Exhibit A and (ii) a copy of the **Notice of Gibson, Dunn & Crutcher LLP's Fourth Monthly Application** to be served as indicated upon the parties identified in Exhibit B.


Casey S. Cathcart

SWORN TO AND SUBSCRIBED before me this 7th day of October, 2009.


Notary Public
My Commission Expires **DEBRA ELLEN LASKIN**
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires **Dec. 21, 2012**

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

EXHIBIT A

BUILDING MATERIALS HOLDING CORPORATION
FEE APPLICATION NOTICE PARTIES
10/7/2009

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EXHIBIT B

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Macon, GA 31208-3708
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BUILDING MATERIALS HOLDING CORPORATION
10/7/2009

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BUILDING MATERIALS HOLDING CORPORATION
10/7/2009

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