

**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
)	
)	Objection Deadline: October 23, 2009 at 4:00 p.m. (ET)
)	Hearing Date: To Be Determined
)	

**THIRD MONTHLY APPLICATION OF PETER J. SOLOMON COMPANY FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS
INVESTMENT BANKER AND FINANCIAL ADVISOR TO THE DEBTORS FOR THE
PERIOD FROM SEPTEMBER 1, 2009 TO SEPTEMBER 30, 2009**

Name of Applicant: Peter J. Solomon Company

Authorized to Provide Professional Services as: Investment Banker and Financial Advisor to the Debtors

Date of Retention: *Nunc Pro Tunc* to June 16, 2009

Period for Which Compensation and Reimbursement is Sought: September 1, 2009 to September 30, 2009

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$200,000.00

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$29,946.05 (Includes Expenses from August 1, 2009 through September 30, 2009)

This Application includes 0.0 hours and \$0.00 in fees incurred in connection with the preparation of Fee Applications.

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 APPLICATIONS

	Date Filed	Period Covered	Requested		Approved and/or Paid	
			Fees	Expenses	Fees	Expenses
1	8/13/09	06/16/09 – 07/31/09	\$200,000.00	\$7,859.65	Paid ^(b)	Paid ^(b)
2	9/15/09	08/01/09 – 08/31/09	\$200,000.00	\$0.00	Approved	Pending
3	10/08/09	09/01/09 – 09/30/09	\$200,000.00	\$29,946.05 ^(a)	Pending	Pending
TOTALS:			\$600,000.00	\$37,805.70	\$400,000.00	\$7,859.65

(a) Includes August and September Expenses.

(b) Less 20% holdback amount.

This is the Third Monthly Application.

IN RE:

Debtors.

Case No. 09-12074 (KJC)

Objection Deadline: October 23, 2009 at 4:00 p.m. (ET)
Hearing Date: To Be Determined

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an order entered by this Court on July 16, 2009 [Docket No. 240]. The order authorized PJS to be compensated on an monthly fee basis and to be reimbursed for actual and necessary expenses.

2. All services for which compensation is requested by PJS were performed for or on behalf of the Debtors.

SUMMARY OF SERVICES RENDERED

3. Attached hereto as *Exhibit A* is a detailed statement of fees incurred during the Fee Period, showing the amount of \$200,000.00 due for fees incurred during the period of September 1, 2009 through September 30, 2009. Attached hereto as *Exhibit B* is a detailed statement of expenses incurred during the Expense Period, August 1, 2009 through September 30, 2009, showing the amount of \$29,946.05 due for reimbursement of expenses.

4. The services rendered by PJS during the Fee Period are grouped into the categories set forth in *Exhibit A* attached hereto. The professionals who rendered services relating to each category are identified in *Exhibit A* attached hereto.

DISBURSEMENTS

5. PJS incurred out-of-pocket disbursements during the Expense Period in the amount of \$29,946.05. This disbursement sum is broken down into categories of charges, including, among other things, travel, taxi fares, lodging, legal, meals, word processing, copies / duplication, faxing, research / database, telephone / communications, courier services and shipping. A complete review by category of the expenses incurred during the Expense Period may be found in *Exhibit B* attached hereto.

6. Pursuant to Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "*Local Rules*"), PJS represents that its rate for duplication is \$0.10 per page, its rate for outgoing

telecopier transmissions is \$1.00 per page (excluding related long distance charges), and there is no charge for incoming telecopier transmissions.

VALUATION OF SERVICES

7. Professionals of PJS have expended a total of 328.35 hours in connection with this matter during the Fee Period.

8. The amount of time spent by each of these persons providing services to the Debtors during the Fee Period is fully set forth in *Exhibit A* attached hereto. The reasonable value of the services rendered by PJS during the Fee Period as investment banker and financial advisor to the Debtors is \$200,000.00.

9. PJS believes that the time and expense entries included in Exhibits A and B attached hereto are in compliance with the requirements of Del. Bankr. LR 2016-2.


10. In accordance with the factors enumerated in 11 U.S.C. section 328, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

11. This Application covers the Fee Period from September 1, 2009 through and including September 30, 2009 and the Expense Period from August 1, 2009 through September 30, 2009. PJS has and will continue to perform additional necessary services subsequent to September 30, 2009, for which PJS will file subsequent fee applications.

WHEREFORE, PJS respectfully requests that allowance be made to it in the sum of \$200,000.00 as compensation for necessary professional services rendered to the Debtors during the Fee Period, and the sum of \$29,946.05 for reimbursement of actual and necessary costs and expenses incurred during the Expense Period, and further requests such other and further relief as this Court may deem just and proper.

Dated: Wilmington, Delaware

October [8], 2009




Bradley I. Dietz
Managing Director
PETER J. SOLOMON COMPANY
Investment Banker and Financial Advisor to the Debtors
and Debtors-in-Possession

VERIFICATION

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

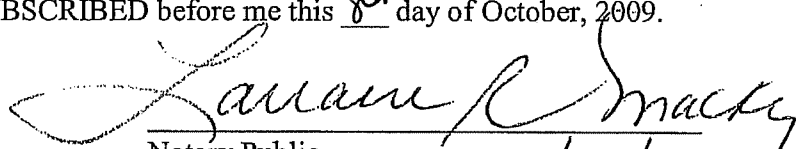
Bradley I. Dietz, after being duly sworn according to law, deposes and says:

1. I am a managing director in the applicant firm, Peter J. Solomon Company.
2. I have personally performed many of the services rendered by Peter J. Solomon Company as investment banker and financial advisor to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the professionals 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.



BRADLEY I. DIETZ

SWORN TO AND SUBSCRIBED before me this 8th day of October, 2009.



Notary Public

My Commission Expires: 3/31/2011

LORRAINE R. MACKEY
NOTARY PUBLIC, STATE OF NEW YORK
No. 01MA5075288
Qualified in Nassau County
Commission Expires March 31, 2011

**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 23, 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 **Third Monthly Application of Peter J. Solomon Company for Allowance of Compensation and Reimbursement of Expenses as Investment Banker and Financial Advisor to the Debtors for the Period from September 1, 2009 to 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 \$200,000.00 and expenses in the amount of \$29,946.05.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed on or before **October 23, 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 Deadline: (i) the Debtors: Building Materials Holding Corporation, 720 Park Boulevard, Suite

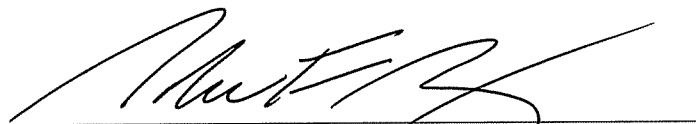
¹ If applicable, the Debtors, along with the last four digits of each Debtor's tax identification number, and chapter 11 case number, are as follows: Building Materials Holding Corporation (4269) Case No. 09-12074, BMC West Corporation (0454) Case No. 09-12075, SelectBuild Construction, Inc. (1340) Case No. 09-12076, SelectBuild Northern California, Inc. (7579) Case No. 09-12077, Illinois Framing, Inc. (4451) Case No. 09-12078, C Construction, Inc. (8206) Case No. 09-12079, TWF Construction, Inc. (3334) Case No. 09-12080, H.N.R. Framing Systems, Inc. (4329) Case No. 09-12081, SelectBuild Southern California, Inc. (9378) Case No. 09-12082, SelectBuild Nevada, Inc. (8912) Case No. 09-12083, SelectBuild Arizona, LLC (0036) Case No. 09-12084, and SelectBuild Illinois, LLC (0792) Case No. 09-12085. The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

200, Boise, ID 83712 (Attn.: Paul S. Street); (ii) counsel to the Debtors: (a) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 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, DE 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, DE 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, DE 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, CA 94105 (Attn.: Kevin B. Fisher) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 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 8, 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

October 8, 2009

Building Materials Holding Corporation
Four Embarcadero Center, Suite 3250
San Francisco, CA 94111

Attention: William M. Smartt
Senior Vice President and Chief Financial Officer

INVOICE

Fee amount due for the month of September 2009 per
section 3(b) of Engagement Letter dated
March 31, 2009:

\$200,000.00

Less fee holdback amount, 20%

40,000.00

Net fee amount

160,000.00

Out-of-pocket expenses for the period
August 1, 2009 through September 30, 2009:

Copies

\$ 689.30

Travel and meetings

27,736.35

Conference calls

1,520.40

29,946.05

Amount due upon receipt

\$189,946.05

Please remit payment by wire transfer in U.S. Dollars to:

Bank of America

1185 Avenue of the Americas

New York, NY 10036

ABA # 026 009 593 (ACH transfers, use # 021 000 322)

For further credit to: **Peter J. Solomon, L.P.**

Account number 94292 62215

HOURS BY PROJECT CATEGORY

Category	Hours
Preparation / Review of Court Filings (B001)	6.00
Capital Structure Review and Analysis (B002)	0.00
Financing, Including DIP and Exit Financing (B003)	28.85
Valuation Analysis (B004)	64.20
Creditor Committee Updates (B005)	5.95
Business Operations Analysis (B006)	46.25
Miscellaneous (B007)	35.05
Board / Company Calls and Meetings (B008)	77.10
Third Party M&A Activity (B008)	64.95
TOTAL HOURS:	328.35

INDIVIDUALS RENDERING SERVICES

Individual	Position	Hours
Bradley I. Dietz	Managing Director	109.25
Paul Croci	Associate Director	121.10
Paul Guarino	Associate	98.00
Total		328.35

BMHC Hourly Detail

BMHC - Summary of Hours						
Month Ending September 30, 2009						
PJSC Code	Professional	Date	Hours	Code	Category	Explanation
BD	Brad Dietz	9/1/2009	1.5	8	Business Operations Analysis	Work on sensitivity cases for business plan
BD	Brad Dietz	9/1/2009	1.0	8	Business Operations Analysis	Business plan sensitivity cases conference call
BD	Brad Dietz	9/1/2009	1.0	13	Third Party M&A	Contact buyers re: status of bank deliberations
BD	Brad Dietz	9/1/2009	1.0	11	Misc	IRS tax issue conf call
BD	Brad Dietz	9/1/2009	1.3	13	Third Party M&A	Recontact all bidders re IRS tax issue and status of bids w/banks
BD	Brad Dietz	9/1/2009	1.0	12	Board & Company Meetings / Calls	Conference call w/WF, company and professionals
BD	Brad Dietz	9/2/2009	0.5	13	Third Party M&A	Call to Plan Sponsor re: status of bank discussions and bid (w/Paul Street)
BD	Brad Dietz	9/2/2009	0.5	13	Third Party M&A	Call to Plan Bidder re: status of bank discussion and bid (w/Paul Street)
BD	Brad Dietz	9/2/2009	1.0	13	Third Party M&A	Review revised financing proposal by Third Party
BD	Brad Dietz	9/2/2009	1.0	11	Misc	Conf call w/PWC on IRS status
BD	Brad Dietz	9/2/2009	1.5	8	Business Operations Analysis	Work w/PJS team on covenant forecast/sensitivity cases
BD	Brad Dietz	9/2/2009	1.0	11	Misc	Tax status update w/PWC
BD	Brad Dietz	9/2/2009	1.0	12	Board & Company Meetings / Calls	Board update call
BD	Brad Dietz	9/3/2009	2.0	8	Business Operations Analysis	Sensitivity business forecast case
BD	Brad Dietz	9/3/2009	1.0	12	Board & Company Meetings / Calls	Mgmt conf call re: board meeting
BD	Brad Dietz	9/3/2009	1.0	12	Board & Company Meetings / Calls	Board meeting update
BD	Brad Dietz	9/3/2009	0.8	11	Misc	Total time spend to IRS/tax update issues
BD	Brad Dietz	9/4/2009	2.0	8	Business Operations Analysis	Business plan sensitivity case
BD	Brad Dietz	9/4/2009	1.0	12	Board & Company Meetings / Calls	Call to management including Smartt and Street re: various open items
BD	Brad Dietz	9/4/2009	0.5	13	Third Party M&A	Call to Plan Bidder re: bid
BD	Brad Dietz	9/7/2009	1.0	8	Business Operations Analysis	Review sensitivity case assumptions
BD	Brad Dietz	9/7/2009	0.8	13	Third Party M&A	Call w/Plan Bidder re: offer and revisions to same
BD	Brad Dietz	9/8/2009	1.0	8	Business Operations Analysis	Call w/GT re: covenant case business plan
BD	Brad Dietz	9/8/2009	0.5	13	Third Party M&A	Call w/GT re: Sunday call w/Plan Sponsor (bid)
BD	Brad Dietz	9/8/2009	0.8	13	Third Party M&A	Discussion w/Plan Sponsor re: their bid (Ian Weingarten)
BD	Brad Dietz	9/8/2009	0.8	13	Third Party M&A	Call w/Mellor and GD re: Plan Sponsor bid and standalone plan/financing
BD	Brad Dietz	9/8/2009	1.0	3	Financing Including DIP and Exit Financing	Markup exit financing term sheet and send to GD
BD	Brad Dietz	9/8/2009	0.3	7	Creditor Committee Updates	
BD	Brad Dietz	9/9/2009	1.0	4	Valuation Analysis	Call to UCC financial advisor (ESB) re: open plan items
BD	Brad Dietz	9/9/2009	2.0	3	Financing Including DIP and Exit Financing	Update liquidation and feasibility analysis
BD	Brad Dietz	9/9/2009	2.5	4	Valuation Analysis	Review and modify exit facility term sheet
BD	Brad Dietz	9/9/2009	0.5	3	Financing Including DIP and Exit Financing	Update liquidation and feasibility analysis
BD	Brad Dietz	9/9/2009	2.0	8	Business Operations Analysis	2 calls w/Wells Fargo re: exit facility
BD	Brad Dietz	9/9/2009	0.5	13	Third Party M&A	Modeling w/PJS team covenants
BD	Brad Dietz	9/10/2009	0.5	13	Third Party M&A	Call w/Plan Sponsor
BD	Brad Dietz	9/10/2009	4.0	12	Board & Company Meetings / Calls	Preparation of financing analysis and board package for mtg 9/11
BD	Brad Dietz	9/11/2009	1.0	12	Board & Company Meetings / Calls	Finalize board materials
BD	Brad Dietz	9/11/2009	0.5	12	Board & Company Meetings / Calls	Participate in pre board meeting conference call w/mgmt and professionals
BD	Brad Dietz	9/11/2009	1.3	12	Board & Company Meetings / Calls	Board call re: exit financing and revised Plan Sponsor bid
BD	Brad Dietz	9/11/2009	0.5	13	Third Party M&A	Participate in conf call w/Wells, GT and PH re new Plan Sponsor bid
BD	Brad Dietz	9/12/2009	1.0	13	Third Party M&A	Participate in conf call w/GD, Wells, GT and PH re: Plan Sponsor bid
BD	Brad Dietz	9/14/2009	0.5	12	Board & Company Meetings / Calls	Call w/Michael Rosenthal at GD re: feasibility analysis and liquidation analysis
BD	Brad Dietz	9/14/2009	1.0	4	Valuation Analysis	Work w/PJS team on feasibility and liquidation analysis for Plan Sponsor transaction
BD	Brad Dietz	9/14/2009	1.0	12	Board & Company Meetings / Calls	Participate in professionals call (daily call) re: various topics
BD	Brad Dietz	9/15/2009	1.0	12	Board & Company Meetings / Calls	Daily update call w/company/professionals
BD	Brad Dietz	9/15/2009	1.0	1	Preparation / Review of Court Filings	Plan documents: review and comment
BD	Brad Dietz	9/15/2009	0.8	8	Business Operations Analysis	Plan feasibility review
BD	Brad Dietz	9/16/2009	1.5	11	Misc	Devise plan mechanism for allocation of cash among lenders (menu plan)
BD	Brad Dietz	9/16/2009	1.0	12	Board & Company Meetings / Calls	Daily update call w/company/professionals
BD	Brad Dietz	9/16/2009	1.3	13	Third Party M&A	Meeting w/Plan Sponsor team at PJSC re bid
BD	Brad Dietz	9/17/2009	2.0	13	Third Party M&A	Review of plan documents and Plan Sponsor changes
BD	Brad Dietz	9/17/2009	1.0	13	Third Party M&A	Call w/GD and to Wells re: plan issues/Plan Sponsor bid
BD	Brad Dietz	9/17/2009	2.0	4	Valuation Analysis	Liquidation analysis
BD	Brad Dietz	9/18/2009	2.0	1	Preparation / Review of Court Filings	Review of plan documents and open items
BD	Brad Dietz	9/18/2009	0.5	13	Third Party M&A	Call w/GT re: various issues w/Plan Sponsor offer
BD	Brad Dietz	9/18/2009	1.5	13	Third Party M&A	Professionals and company call re: Bidder and plan issues
BD	Brad Dietz	9/19/2009	1.5	11	Misc	Review SERP information provided by Pen-Cal
BD	Brad Dietz	9/20/2009	0.5	11	Misc	Discuss SERP information w/Guarino and Croci
BD	Brad Dietz	9/21/2009	0.5	11	Misc	SERP call w/Paul Street
BD	Brad Dietz	9/21/2009	2.0	13	Third Party M&A	Review Plan Sponsor investment agreement
BD	Brad Dietz	9/21/2009	1.5	11	Misc	Pen-Cal work w/SERP plan options
BD	Brad Dietz	9/21/2009	1.0	12	Board & Company Meetings / Calls	Daily call w/mgmt and professionals re open issues POR/Bidders/banks
BD	Brad Dietz	9/22/2009	1.8	12	Board & Company Meetings / Calls	Daily call w/mgmt and professionals re open issues POR/Bidders/banks
BD	Brad Dietz	9/22/2009	1.0	11	Misc	SERP analysis and options

BD	Brad Dietz	9/22/2009	0.8	3	Financing Including DIP and Exit Financing	Exit financing
BD	Brad Dietz	9/22/2009	1.0	4	Valuation Analysis	Liquidation, valuation and feasibility analysis
BD	Brad Dietz	9/23/2009	2.0	4	Valuation Analysis	Liquidation, valuation and feasibility analysis review and modify work of Croci/Guarino
BD	Brad Dietz	9/23/2009	1.0	13	Third Party M&A	Communication w/counsel and company re: Plan Bidder mtg 9/24
BD	Brad Dietz	9/23/2009	1.5	13	Third Party M&A	Liquidation, valuation and feasibility for Plan Sponsor POR
BD	Brad Dietz	9/23/2009	1.8	13	Third Party M&A	Plan Sponsor conference call w/professionals to revise deal
BD	Brad Dietz	9/24/2009	2.0	11	Misc	Analysis of SERP options
BD	Brad Dietz	9/24/2009	2.0	3	Financing Including DIP and Exit Financing	Exit financing
BD	Brad Dietz	9/24/2009	1.0	13	Third Party M&A	Plan Sponsor deal, analysis vs. Plan Sponsor and standalone plan
BD	Brad Dietz	9/25/2009	3.0	12	Board & Company Meetings / Calls	Develop and revise board of directors presentation for Mon/Tues mtg
BD	Brad Dietz	9/25/2009	2.0	4	Valuation Analysis	Continue update of liquidation, feasibility and valuation analysis for standalone plan
BD	Brad Dietz	9/25/2009	1.0	11	Misc	SERP call w/professionals
BD	Brad Dietz	9/25/2009	1.5	3	Financing Including DIP and Exit Financing	Exit financing
BD	Brad Dietz	9/26/2009	3.0	11	Misc	Review revised disclosure statement and plan documents
BD	Brad Dietz	9/29/2009	1.0	13	Third Party M&A	Call w/Rosenthal and Stroel re: SERP options, status of Plan Sponsors' visit to Boise
BD	Brad Dietz	9/29/2009	1.5	11	Misc	Review SERP analysis based on additional death benefits information
BD	Brad Dietz	9/29/2009	0.8	12	Board & Company Meetings / Calls	Prop board call w/management/professionals
BD	Brad Dietz	9/29/2009	0.8	13	Third Party M&A	Call w/PH, GT re: SERP and open items on plan
BD	Brad Dietz	9/29/2009	1.5	12	Board & Company Meetings / Calls	Board update call
BD	Brad Dietz	9/29/2009	2.0	3	Financing Including DIP and Exit Financing	Exit financing commitment and term sheet
BD	Brad Dietz	9/30/2009	1.0	13	Third Party M&A	Call w/GT and Plan Sponsor
BD	Brad Dietz	9/30/2009	3.0	3	Financing Including DIP and Exit Financing	Review updated financing docs from lenders
BD	Brad Dietz	9/30/2009	0.8	12	Board & Company Meetings / Calls	Call w/mgmt and professional group on revised term sheet
BD	Brad Dietz	9/30/2009	1.5	12	Board & Company Meetings / Calls	Revise board presentation book for call tomorrow
PC	Paul Croci	9/2/2009	1	3	Financing Including DIP and Exit Financing	Review revised financing proposal by Sponsor
PC	Paul Croci	9/2/2009	1	11	Misc	Conf call w/PWC on IRS status
PC	Paul Croci	9/2/2009	3.5	8	Business Operations Analysis	Work on covenant forecast case
PC	Paul Croci	9/2/2009	1	12	Board & Company Meetings / Calls	Board update call
PC	Paul Croci	9/3/2009	3.5	8	Business Operations Analysis	Financial modeling - covenant case
PC	Paul Croci	9/3/2009	1	12	Board & Company Meetings / Calls	Mgmt conf call re: board meeting
PC	Paul Croci	9/3/2009	1	12	Board & Company Meetings / Calls	Board meeting update
PC	Paul Croci	9/4/2009	3	8	Business Operations Analysis	Business plan sensitivity case
PC	Paul Croci	9/4/2009	0.5	13	Third Party M&A	Call to Plan Sponsor re: bid
PC	Paul Croci	9/7/2009	3	8	Business Operations Analysis	Financial modeling covenant case
PC	Paul Croci	9/7/2009	0.8	13	Third Party M&A	
PC	Paul Croci	9/8/2009	1	8	Business Operations Analysis	Call w/Plan Sponsor re: offer and revisions to same
PC	Paul Croci	9/9/2009	0.8	3	Financing Including DIP and Exit Financing	Call w/GT re: covenant case business plan
PC	Paul Croci	9/9/2009	1	3	Financing Including DIP and Exit Financing	Call w/Moller and GD re: Plan Sponsor bid and standalone plan/financing
PC	Paul Croci	9/9/2009	0.5	3	Financing Including DIP and Exit Financing	Review of exit financing term sheet
PC	Paul Croci	9/9/2009	0.5	7	Creditor Committee Updates	Call with ESB on info requests
PC	Paul Croci	9/9/2009	1.5	4	Valuation Analysis	Update liquidation and feasibility analysis
PC	Paul Croci	9/9/2009	2.5	3	Financing Including DIP and Exit Financing	Review and modify exit facility term sheet
PC	Paul Croci	9/9/2009	0.5	4	Valuation Analysis	Update liquidation and feasibility analysis
PC	Paul Croci	9/9/2009	0.5	7	Creditor Committee Updates	ESB info requests - weekly cash flow summary
PC	Paul Croci	9/9/2009	2	8	Business Operations Analysis	Financial modeling to test covenants
PC	Paul Croci	9/10/2009	1.5	13	Third Party M&A	Call w/Plan Sponsor and review of revised offer
PC	Paul Croci	9/10/2009	4	12	Board & Company Meetings / Calls	Preparation of financing analysis and board package for mtg 9/11
PC	Paul Croci	9/11/2009	1	12	Board & Company Meetings / Calls	Finalize board materials
PC	Paul Croci	9/11/2009	0.5	12	Board & Company Meetings / Calls	Participate in pre board meeting conference call w/mgmt and professionals
PC	Paul Croci	9/11/2009	1.3	3	Financing Including DIP and Exit Financing	Board call re: exit financing and revised Plan Sponsor bid
PC	Paul Croci	9/11/2009	0.5	13	Third Party M&A	Participate in conf call w/Wells, GT and PH re new Plan Sponsor bid
PC	Paul Croci	9/12/2009	1	13	Third Party M&A	Participate in conf call w/GD, Wells, GT and PH re: Plan Sponsor bid
PC	Paul Croci	9/14/2009	0.5	8	Business Operations Analysis	Call w/Michael Rosenthal at GD re: feasibility analysis and liquidation analysis
PC	Paul Croci	9/14/2009	4.5	4	Valuation Analysis	Feasibility and liquidation analysis for Plan Sponsor transaction
PC	Paul Croci	9/14/2009	1	12	Board & Company Meetings / Calls	Participate in professionals call (daily call) re: various topics
PC	Paul Croci	9/15/2009	1	12	Board & Company Meetings / Calls	Daily update call w/company/professionals
PC	Paul Croci	9/15/2009	1	1	Preparation / Review of Court Filings	Plan documents: review and comment
PC	Paul Croci	9/15/2009	1.5	8	Business Operations Analysis	Feasibility modeling
PC	Paul Croci	9/16/2009	1.5	7	Creditor Committee Updates	ESB info requests
PC	Paul Croci	9/16/2009	1	12	Board & Company Meetings / Calls	Daily update call w/company/professionals
PC	Paul Croci	9/16/2009	1.3	13	Third Party M&A	Meeting w/Plan Sponsor team at PJSC re bid
PC	Paul Croci	9/16/2009	3.5	13	Third Party M&A	
PC	Paul Croci	9/17/2009	1	13	Third Party M&A	Review of plan documents and Plan Sponsor changes
PC	Paul Croci	9/17/2009	3.2	4	Valuation Analysis	Call w/GD and to Wells re: plan issues/Plan Sponsor bid
PC	Paul Croci	9/18/2009	2	1	Preparation / Review of Court Filings	Amend liquidation analysis
PC	Paul Croci	9/18/2009	1.5	13	Third Party M&A	Review of plan documents and open items
PC	Paul Croci	9/19/2009	2.5	11	Misc	Professionals and company call re: Plan Sponsor and plan issues
PC	Paul Croci	9/20/2009	0.5	11	Misc	Review SERP information provided by Pen-Cal and call with Kirk Penland to discuss
PC	Paul Croci	9/21/2009	1	11	Misc	Discuss SERP information w/Brad and Paul
PC	Paul Croci	9/21/2009	2	13	Third Party M&A	SERP call w/Kirk
PC	Paul Croci	9/21/2009	2.5	11	Misc	Review Plan Sponsor investment agreement
PC	Paul Croci	9/21/2009	1	13	Third Party M&A	Review of Pencil analysis of SERP plan options
PC	Paul Croci	9/22/2009	1.8	13	Third Party M&A	Daily call w/mgmt and professionals re open issues
PC	Paul Croci	9/22/2009	1	11	Misc	POR/bidders/banks
PC	Paul Croci	9/22/2009	1	11	Misc	Daily call w/mgmt and professionals re open issues
PC	Paul Croci	9/22/2009	1	11	Misc	POR/bidders/banks
PC	Paul Croci	9/22/2009	1	11	Misc	SERP analysis and options

PC	Paul Croci	9/22/2009	0.8	4	Valuation Analysis	Call with York re liquidation analysis
PC	Paul Croci	9/22/2009	1	4	Valuation Analysis	Liquidation, valuation and feasibility analysis
PC	Paul Croci	9/23/2009	5.5	4	Valuation Analysis	Liquidation, valuation and feasibility analysis review and modify
PC	Paul Croci	9/23/2009	1	13	Third Party M&A	Communication w/counsel and company re: bidder mtg 9/24
PC	Paul Croci	9/23/2009	1.5	13	Third Party M&A	
PC	Paul Croci	9/23/2009	2	13	Third Party M&A	Liquidation, valuation and feasibility for bidder POR
PC	Paul Croci	9/24/2009	1.5	11	Misc	Plan Sponsor conference call w/professionals to revise deal
PC	Paul Croci	9/24/2009	2	3	Financing Including DIP and Exit Financing	Analysis of SERP options
PC	Paul Croci	9/24/2009	2.5	13	Third Party M&A	Exit financing
PC	Paul Croci	9/25/2009	4	12	Board & Company Meetings / Calls	Plan Sponsor deal, analysts vs. Plan Sponsor and standalone plan
PC	Paul Croci	9/25/2009	3.5	4	Valuation Analysis	Develop and revise board of directors presentation for Mon/Tues mtg
PC	Paul Croci	9/25/2009	1	11	Misc	Continua update of liquidation, feasibility and valuation analysis for standalone plan
PC	Paul Croci	9/29/2009	3	12	Board & Company Meetings / Calls	SERP call w/professionals
PC	Paul Croci	9/29/2009	1	13	Third Party M&A	Prep materials to support board call
PC	Paul Croci	9/29/2009	1	11	Misc	Call w/Rosenthal and Street re: SERP options, status Bidders' visit to Boise
PC	Paul Croci	9/29/2009	0.8	12	Board & Company Meetings / Calls	Reviewed SERP analysis based on additional death benefits information
PC	Paul Croci	9/29/2009	0.8	11	Misc	Prep board call w/management/professionals
PC	Paul Croci	9/29/2009	1.5	12	Board & Company Meetings / Calls	Call w/PH, GT re: SERP and open items on plan
PC	Paul Croci	9/30/2009	3.2	7	Creditor Committee Updates	Board update call
PC	Paul Croci	9/30/2009	1	13	Third Party M&A	Prep and call with ESB on revised liquidation analysis
PC	Paul Croci	9/30/2009	1.5	3	Financing Including DIP and Exit Financing	Call w/GT and Plan Sponsor
PC	Paul Croci	9/30/2009	0.8	12	Board & Company Meetings / Calls	Review updated financing docs from lenders
PC	Paul Croci	9/30/2009	1.5	12	Board & Company Meetings / Calls	Call w/mgmt and professional group on revised term sheet
PG	Paul Guarino	9/1/2009	1	8	Business Operations Analysis	Revise board presentation book for call tomorrow
PG	Paul Guarino	9/1/2009	2	8	Business Operations Analysis	Call w Smartt, Roure - re Liquidity
PG	Paul Guarino	9/1/2009	3	8	Business Operations Analysis	Call w Roure - Near Term Liquidity
PG	Paul Guarino	9/2/2009	1	3	Financing Including DIP and Exit Financing	Near Term Liquidity Sensitivity modeling
PG	Paul Guarino	9/2/2009	1	11	Misc	Review revised financing proposal by Sponsor
PG	Paul Guarino	9/2/2009	3.5	8	Business Operations Analysis	IRS tax issue conf call
PG	Paul Guarino	9/2/2009	1	12	Board & Company Meetings / Calls	Covenant case work
PG	Paul Guarino	9/3/2009	1	12	Board & Company Meetings / Calls	Board update call
PG	Paul Guarino	9/4/2009	2	3	Financing Including DIP and Exit Financing	Board Call
PG	Paul Guarino	9/4/2009	2	12	Board & Company Meetings / Calls	Covenant presentation prepared for Smartt / Roure and GT review
PG	Paul Guarino	9/7/2009	1	3	Financing Including DIP and Exit Financing	Presentation Review with Smartt and Roure
PG	Paul Guarino	9/8/2009	1	8	Business Operations Analysis	Borrowing Base call with Roure
PG	Paul Guarino	9/8/2009	3	3	Financing Including DIP and Exit Financing	Call with GT over Covenant proposals
PG	Paul Guarino	9/8/2009	3	4	Valuation Analysis	Exit Financing Covenant Work
PG	Paul Guarino	9/9/2009	1	4	Valuation Analysis	Liquidation analysis work
PG	Paul Guarino	9/10/2009	1	13	Third Party M&A	Feasibility Analysis Refresh
PG	Paul Guarino	9/10/2009	1	12	Board & Company Meetings / Calls	Plan Sponsor revised offer overview
PG	Paul Guarino	9/10/2009	1.5	8	Business Operations Analysis	Board Call presentation materials
PG	Paul Guarino	9/10/2009	0.5	4	Valuation Analysis	Feasibility Analysis Refresh
PG	Paul Guarino	9/11/2009	1.5	12	Board & Company Meetings / Calls	Liquidation Analysis work
PG	Paul Guarino	9/11/2009	0.5	12	Board & Company Meetings / Calls	Board Call - standalone plan vs. latest Plan Sponsor offer
PG	Paul Guarino	9/11/2009	4	12	Board & Company Meetings / Calls	Adviser pre-call before Board Call
PG	Paul Guarino	9/11/2009	1	13	Third Party M&A	Board Call presentation materials
PG	Paul Guarino	9/11/2009	1	13	Third Party M&A	Revised Plan Bidder offer review
PG	Paul Guarino	9/11/2009	0.5	13	Third Party M&A	Restructuring Slide by Slide comparison
PG	Paul Guarino	9/12/2009	1	13	Third Party M&A	Call with GT / Seth re Plan Sponsor offer
PG	Paul Guarino	9/12/2009	1	13	Third Party M&A	Call with advisers - re Plan Sponsor offer
PG	Paul Guarino	9/14/2009	0.5	8	Business Operations Analysis	Conf. call w/GD, Wells, GT and PH re: Plan Sponsor bid
PG	Paul Guarino	9/14/2009	4.5	4	Valuation Analysis	Liquidation / Feasibility work (call with GD)
PG	Paul Guarino	9/14/2009	1	12	Board & Company Meetings / Calls	Liquidation / Feasibility work
PG	Paul Guarino	9/15/2009	1	12	Board & Company Meetings / Calls	Daily Adviser Call
PG	Paul Guarino	9/15/2009	1.5	8	Business Operations Analysis	Daily Adviser Call
PG	Paul Guarino	9/16/2009	1	12	Board & Company Meetings / Calls	Feasibility work
PG	Paul Guarino	9/16/2009	1.3	13	Third Party M&A	Daily Adviser Call
PG	Paul Guarino	9/16/2009	3.5	13	Third Party M&A	Meeting w/Plan Sponsor team at PJSC re bid
PG	Paul Guarino	9/17/2009	1	13	Third Party M&A	Review of plan documents and Plan Sponsor changes
PG	Paul Guarino	9/17/2009	3.2	4	Valuation Analysis	Call with GD / Wells on Plan documents
PG	Paul Guarino	9/18/2009	1.5	12	Board & Company Meetings / Calls	Liquidation analysis work
PG	Paul Guarino	9/18/2009	3	4	Valuation Analysis	Adviser Call, re Bidder Offer
PG	Paul Guarino	9/18/2009	0.5	4	Valuation Analysis	Liquidation Analysis work
PG	Paul Guarino	9/18/2009	2.5	11	Misc	Call with Andy Jordan - GT re Liquidation
PG	Paul Guarino	9/21/2009	2	4	Valuation Analysis	SERP Call with Penland
PG	Paul Guarino	9/21/2009	1	8	Business Operations Analysis	Sensitivity Work with Roure
PG	Paul Guarino	9/23/2009	4	4	Valuation Analysis	Feasibility work
PG	Paul Guarino	9/23/2009	1.5	13	Third Party M&A	Liquidation / Feasibility work
PG	Paul Guarino	9/24/2009	0.5	8	Business Operations Analysis	Review of Potential plan sponsor bid
						Tax call with PWC

PG	Paul Guarino	9/24/2009	1.5	12	Board & Company Meetings / Calls	Adviser Call - discussed Plan / proposed course of action for process
PG	Paul Guarino	9/24/2009	1	13	Third Party M&A	Call with potential plan sponsor
PG	Paul Guarino	9/25/2009	1.5	12	Board & Company Meetings / Calls	Adviser Call - discussed Plan / Potential bidder plan
PG	Paul Guarino	9/25/2009	1	12	Board & Company Meetings / Calls	Adviser Call - discussed Plan / proposed course of action for process
PG	Paul Guarino	9/25/2009	2	12	Board & Company Meetings / Calls	Board Presentation work for 9/29 meeting
PG	Paul Guarino	9/26/2009	1	12	Board & Company Meetings / Calls	Adviser Call - SERP / Plan
PG	Paul Guarino	9/26/2009	2	12	Board & Company Meetings / Calls	Board Presentation work for 9/29 meeting
PG	Paul Guarino	9/27/2009	1	12	Board & Company Meetings / Calls	Adviser Call - SERP / Plan
PG	Paul Guarino	9/28/2009	2	12	Board & Company Meetings / Calls	Board Presentation work for 9/29 meeting
PG	Paul Guarino	9/29/2009	1	12	Board & Company Meetings / Calls	Board Call
PG	Paul Guarino	9/30/2009	6	4	Valuation Analysis	Liquidation Analysis Work
PG	Paul Guarino	9/30/2009	1	11	Misc	Calls with Aaron York
PG	Paul Guarino	9/30/2009	1	4	Valuation Analysis	Call with A&M re liquidation

Professional	Total Hours	Activity #	Project Description	Total Hours
Anders Maxwell	0.00	1	Preparation / Review of Court Filings	8.00
Brad Dietz	109.25	2	Capital Structure Review and Analysis	0.00
Paul Croci	121.10	3	Financing Including DIP and Exit Financing	28.85
Paul Guarino	98.00	4	Valuation Analysis	64.20
		5	Valuation Hearing - Preparation and Attendance	0.00
		6	Expert Report / Rebuttal Report Preparation	0.00
		7	Creditor Committee Updates	5.95
		8	Business Operations Analysis	46.25
		9	Plan and Disclosure Statement Analysis	0.00
		10	Court Hearings	0.00
		11	Misc	35.05
		12	Board & Company Meetings / Calls	77.10
TOTAL	328.35	13	Third Party M&A	64.95

EXHIBIT B

Peter J. Solomon Company, L. P.

Summary of Out-of-Pocket Expenses

BMHC

August 1 - August 31, 2009

Travel	\$4,263.60
Taxis	\$329.13
Lodging	\$1,137.53
Legal	\$0.00
Meals	\$589.96
Word Processing	\$398.30
Duplicating	\$398.30
Faxing	\$0.00
Research/Database	\$1,699.68
Telephone/Communications	\$1,375.57
Courier Services	\$0.00
Shipping	\$0.00
Total Billable Expenses:	\$9,793.77

Total expenses for the month: ***\$9,793.77***

Peter J. Solomon Company, L. P.

Summary of Out-of-Pocket Expenses

BMHC

September 1 - 30, 2009

Travel	\$15,184.68
Taxis	\$134.50
Lodging	\$3,120.57
Legal	\$0.00
Meals	\$1,276.70
Word Processing	\$0.00
Duplicating	\$291.00
Faxing	\$0.00
Research/Database	\$0.00
Telephone/Communications	\$144.83
Courier Services	\$0.00
Shipping	\$0.00

Total Billable Expenses: \$20,152.28

Total expenses for the month: \$20,152.28

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

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

Debtors.

Chapter 11

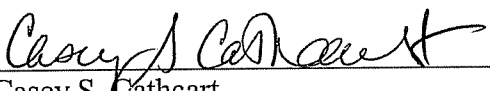
Case No. 09-12074 (KJC)

Jointly Administered

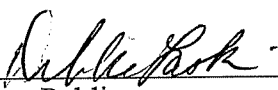
AFFIDAVIT OF SERVICE

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 8, 2009, she caused (i) a copy of the **Third Monthly Application of Peter J. Solomon Company for Allowance of Compensation and Reimbursement of Expenses as Investment Banker and Financial Advisor to the Debtors for the Period from September 1, 2009 to September 30, 2009** to be served as indicated upon the parties identified in Exhibit A and (ii) a copy of the **Notice of Peter J. Solomon Company's Third Monthly Application** to be served as indicated upon the parties identified in Exhibit B.


Casey S. Cathcart

SWORN TO AND SUBSCRIBED before me this 8th day of October, 2009.


Notary Public
My Commission Expires
DEBBIE 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
10/8/2009

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EXHIBIT B

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