

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
BUILDING MATERIAL HOLDING)	Case No. 09-12074 (KJC)
CORPORATION, <i>et al.</i> ,)	
)	
Debtors)	Objection Deadline: November 9, 2009 at 4:00
)	p.m. (ET)
)	

**THIRD APPLICATION OF BENESCH, FRIEDLANDER, COPLAN &
ARONOFF LLP FOR INTERIM COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS DELAWARE COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
SEPTEMBER 1, 2009 THROUGH
SEPTEMBER 30, 2009**

Name of Applicant:	Benesch Friedlander Coplan & Aronoff LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	June 26, 2009
Period for which Compensation and Reimbursement of Expenses is Sought	September 1, 2009 through September 30, 2009
Amount of Compensation Sought as Actual, Reasonable, and Necessary	\$15,119.00
Amount of Expense Reimbursement Sought As Actual, Reasonable, and Necessary:	\$1,083.79

This is an interim application.

No time expended for preparation of this fee application is requested herein but will be requested in Applicant's subsequent fee applications.

TIMEKEEPER SUMMARY

Name of Professional	Position with the Applicant and Number of Years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bradford J. Sandler, Esquire	Partner since 2007. Admitted to DE Bar in 2001, Member of PA Bar since 1996, Member of NJ Bar since 1995.	\$535.00	24.60	\$13,161.00
Jennifer E. Smith, Esquire	Associate since 2009. Member of DE bar since 2009.	\$210.00	0.50	\$105.00
Lisa M. Behra, Paralegal	N/A	\$175.00	3.80	\$665.00
Elizabeth Hein, Paralegal	N/A	\$220.00	5.40	\$1,188.00

TOTAL HOURS BILLED: 34.30

TOTAL COMPENSATION: \$15,119.00

BLENDED RATE: \$440.79

COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	Total Cumulative Hours 06/26/09 – 08/31/09	Total Hours 09/01/09 – 09/30/09	Total Cumulative Fees 06/26/09 – 08/31/09	Total Fees 09/01/09 – 09/30/09
02-Reclamation Claims	0.70	0.00	\$374.50	\$0.00
03-Case Administration	30.40	5.30	\$13,355.50	\$2,358.00
04-Financing	2.30	1.30	\$1,230.50	\$569.50
05-Firm Retention/Fees	10.10	4.30	\$3,063.00	\$1,400.50
06-Other Professionals Retention/Fees	10.30	9.00	\$4,578.00	\$4,063.50
07-Business Operations	5.40	0.40	\$2,889.00	\$214.00
08-Use/Adequate Protection/Relief from Stay	1.70	1.90	\$909.50	\$1,016.50
09-Executory Contracts/Unexpired Personal Property Leases	3.20	0.00	\$1,712.00	\$0.00
10-Real Estate Leases	1.20	0.30	\$642.00	\$160.50

PROJECT CATEGORY	Total Cumulative Hours 06/26/09 – 08/31/09	Total Hours 09/01/09 – 09/30/09	Total Cumulative Fees 06/26/09 – 08/31/09	Total Fees 09/01/09 – 09/30/09
11-Asset Disposition/Sale	2.00	0.00	\$1,070.00	\$0.00
12-Employee Issues	0.40	0.00	\$214.00	\$0.00
13-Tax	0.00	0.00	\$0.00	\$0.00
14-Environmental	0.00	0.00	\$0.00	\$0.00
15-General Claims Matters	2.70	2.80	\$1,314.50	\$1,309.00
16-Plan and Disclosure Statement	14.80	3.90	\$6,958.50	\$1,677.00
17-Travel	0.00	0.00	\$0.00	\$0.00
18-Litigation	0.00	5.00	\$0.00	\$2,297.00
19-Utilities	1.00	0.10	\$535.00	\$53.50
20-503(b)(9) Claims	1.10	0.00	\$588.50	\$0.00
Totals	87.30	34.30	\$39,434.50	\$15,119.00

EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER	CUMULATIVE TOTAL EXPENSES 06/26/09 – 08/31/09	TOTAL EXPENSES 09/01/09 – 09/30/09
Photocopying	In-house	\$234.54	\$229.70
Parcels, Inc. (Copy Service/Courier/E- filing)	Parcels, Inc.	\$65.00	\$694.89
Delivery	Federal Express	\$0.00	\$153.52
Long Distance		\$1.05	\$0.00
Postage		\$0.00	\$0.00
Filing Fees		\$50.00	\$0.00
Computer Research	Westlaw/Pacer	\$0.00	\$5.68
Conference Calls		\$0.00	\$0.00
Transcripts		\$0.00	\$0.00
Facsimile		\$0.00	\$0.00
Total		\$350.59	\$1,083.79

UNITED STATES BANKRUPTCY COURT
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In re:)	Chapter 11
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BUILDING MATERIAL HOLDING CORPORATION, et al.,)	Case No. 09-12074 (KJC)
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Debtors)	Objection Deadline: November 9, 2009 at 4:00 p.m. (ET)
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THIRD APPLICATION OF BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP FOR INTERIM COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009

Pursuant to 11 U.S.C. §§ 327 and 1103 and Rule 2014 of the Federal Rules of Bankruptcy Procedure, the law firm of Benesch Friedlander Coplan & Aronoff LLP (hereinafter “BFCA”) hereby submits its Third Application for Interim Compensation for Services Rendered and Reimbursement of Expenses as Delaware Counsel to the Official Committee of Unsecured Creditors for the Period from September 1, 2009 through September 30, 2009 (the “Fee Period”) for professional legal services rendered as counsel to the Official Committee of Unsecured Creditors of Building Material Holding Corporation., *et al.* (the “Debtors”). In support of its application, BFCA respectfully represents as follows:

1. On June 16, 2009, the Debtors filed with this Court Voluntary Petitions for relief under Chapter 11 of the Bankruptcy Code. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors were operating their businesses and managing their properties as debtors-in-possession.

2. On June 26, 2009, the United States Trustee appointed the Official Committee of Unsecured Creditors in the Debtors' chapter 11 cases (the "Creditors' Committee" or "Committee").

3. On July 29, 2009, the Creditors' Committee filed an Application to employ BFCA as its Delaware counsel. The Bankruptcy Court entered an Order on August 11, 2009 employing BFCA as Delaware Counsel to the Creditors' Committee effective as of June 26, 2009.

SUMMARY OF SERVICES RENDERED

4. BFCA has rendered professional legal services to the Creditors' Committee on a regular basis during the Fee Period, including:

- (a) providing legal advice with respect to the Committee's powers and duties with respect to the management of properties of the Estates;
- (b) taking necessary action to protect and preserve the Debtors' Estates;
- (c) preparing, presenting and responding to, on behalf of the Committee, necessary applications, motions, answers, orders, reports and other legal papers in connection with the administration of the Debtors' Estates in these cases;
- (d) performing any other legal services for the Committee, in connection with these Chapter 11 cases, except those requiring specialized expertise that BFCA is not qualified to render and for which special counsel has been or will be retained.

SUMMARY OF SERVICES BY PROJECT

5. To assist the Court in its review of the fees sought by Applicant, BFCA has separated its time entries into the project categories set forth below. The attorneys and paraprofessionals that have rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category in attachments hereto.

(03) Case Administration - (Fees: \$2,358.00 – Total Hours: 5.30)

This category represents time spent on ministerial matters arising in this case, such as file

organization, notices of various events, scheduling hearings or conference calls. This category captures time spent updating docket, calendars and files.

(04) Financing - (Fees: \$569.50 – Total Hours: 1.30)

This category represents time used regarding funding for post-petition or post-confirmation operations, such as, use of cash collateral, DIP financing, post-confirmation financing.

(05) Firm Retention/Fees – (Fees: \$1,400.50 -- Total Hours: 4.30)

This category represents time spent preparing and coordinating application for employment and fee applications for applicant.

(06) Other Professionals Retention/Fees - (Fees: \$4,063.50 – Total Hours: 9.00)

This category represents time spent preparing and coordinating applications for employment and fee applications for other professionals in these cases.

(08) Use/Adequate Protection/Relief from Stay – (Fees: \$1,016.50 – Total Hours: 1.90)

This category covers issues relative to Debtors' use of property in which other parties have an interest, including adequate protection and relief from stay issues, recoupment and set off issues.

(10) Real Estate Leases – (Fees: \$160.50 – Total Hours: 0.30)

This category covers issues regarding unexpired real estate leases, including motions for assumption or rejection, motions to extend time for assumption and rejection, etc.

(15) General Claims Matters – (Fees: \$1,309.00 – Total Hours: 2.80)

This category captures time spent in all other claims matters including review and objections thereto.

- (16) Plan and Disclosure Statement – (Fees: \$1,677.00 – Total Hours: 3.90)

This category involves all issues regarding plans of reorganization and disclosure statements.

- (18) Litigation – (Fees: \$2,297.00 – Total Hours: 5.00)

- (19) Utilities – (Fees: \$53.50 – Total Hours: 0.10)

This matter covers negotiating with Debtor's utility companies, prohibiting utilities from discontinuing services, etc.

DISBURSEMENTS

6. BFCA has incurred total out of pocket disbursements during the Fee Period in the amount of \$1,083.79. This disbursement sum is broken down into categories of charges and is included in attachments hereto.

7. BFCA represents as follows with regard to its charges for actual and necessary costs and expenses during the Fee Period:

(a) Copy charges are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, together with a margin for recovery of lost expenditures.

(b) Incoming facsimiles are not billed.

(c) Outgoing facsimiles are billed at the rate of \$1.00 per page. The cost represents operator time, maintaining several dedicated facsimile telephone lines, supplies and equipment, and includes a margin for recovery of lost expenditures.

VALUATION OF SERVICES

8. Attorneys and paraprofessionals of BFCA have expended a total of 34.30 hours in connection with this matter during the Fee Period. A detailed breakdown of the hours spent and

services performed by such attorneys and paraprofessionals is set forth in attachments hereto.

9. The nature of the work performed by these persons is fully set forth in the attachments contained in this Application. The rates charged are BFCA's normal hourly rates for work of this character. The reasonable value of the services rendered by BFCA to the Committee during the Fee Period is \$15,119.00.

10. At all relevant times, BFCA has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Creditors' Committee.

11. BFCA has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with the requirements of same.

12. All services for which compensation is requested by BFCA were performed for or on behalf of the Creditors' Committee, and not on behalf of the Debtors or other persons. There is no agreement or understanding between BFCA and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

13. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of this case, (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.

WHEREFORE, BFCA respectfully requests compensation for professional services rendered to the Creditors' Committee in the sum of \$15,119.00 and reimbursement of actual and necessary expenses incurred in the sum of \$1,083.79 for the period from September 1, 2009 through September 30, 2009, and such other relief as this Court deems just and proper.

Dated: October 23, 2009

Respectfully submitted,

BENESCH, FRIEDLANDER, COPLAN &
ARONOFF LLP

By: /s/ Bradford J. Sandler

Bradford J. Sandler, Esq. (No.4142)

Jennifer R. Hoover (DE #5111)

222 Delaware Avenue, Suite 801

Wilmington, DE 19801

(302) 442-7010

(302) 442-7012

bsandler@beneschlaw.com

jhoover@beneschlaw.com

Counsel to the Official Committee of Unsecured
Creditors

CERTIFICATION OF RESPONSIBLE ATTORNEY

Pursuant to the Guidelines for Applications for Compensation and Reimbursement of Expenses Adopted by the Executive Office for the United States Trustees Pursuant to the Bankruptcy Reform Act 1994, effective January 30, 1996 (“U.S.T. Guidelines”) and Local Bankruptcy Rule 2016-2 (the “Local Bankruptcy Rules”), the undersigned, as responsible attorney, certifies (a) I have read the foregoing application, (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the compensation and expense reimbursement sought conforms with the U.S.T. Guidelines and the Local Bankruptcy Rules, and (c) the compensation and expense reimbursement requested are billed at rates and in accordance with practices no less favorable to the Debtor than those customarily employed by BFC&A generally.

/s/ Bradford J. Sandler

Bradford J. Sandler, Esq. (No.4142)

Jennifer R. Hoover (DE #5111)

222 Delaware Avenue, Suite 801

Wilmington, DE 19801

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Counsel to the Official Committee of Unsecured
Creditors

UNITED STATES BANKRUPTCY COURT
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BUILDING MATERIAL HOLDING)	Case No. 09-12074 (KJC)
CORPORATION, et al.,)	
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Debtors)	Objection Deadline: November 9, 2009 at 4:00
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NOTICE OF APPLICATION

TO: The Debtor, Office of the United States Trustee and Notice Parties

Benesch Friedlander Coplan & Aronoff LLP has filed its **Third Application for Interim Compensation for Services Rendered and Reimbursement of Expenses as Delaware Counsel to the Official Committee of Unsecured Creditors for the Period from September 1, 2009 through September 30, 2009** (the "Application") requesting compensation in the amount of \$15,119.00 and reimbursement of expenses in the amount of \$1,083.79.

You are required to file a response, if any, to the attached Application with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, DE 19801 on or before **November 9, 2009 at 4:00 p.m. (ET)**.

At the same time, you must also serve a copy of any response upon:

Bradford J. Sandler, Esquire
Benesch, Friedlander, Coplan & Aronoff LLP
222 Delaware Ave., Suite 801
Wilmington, DE 19801

A HEARING ON THIS MATTER WILL BE HELD ON A DATE TO BE DETERMINED BY THE COURT, ONLY IF OBJECTIONS ARE FILED BY **NOVEMBER 9, 2009 AT 4:00 P.M. (ET)**. IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE DEBTORS ARE AUTHORIZED TO IMMEDIATELY PAY 80% OF THE COMPENSATION

AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION WITHOUT
FURTHER NOTICE OR HEARING.

BENESCH, FRIEDLANDER, COPLAN &
ARONOFF LLP

By: /s/ Bradford J. Sandler
Bradford J. Sandler, Esq. (No.4142)
Jennifer R. Hoover (DE #5111)
222 Delaware Avenue, Suite 801
Wilmington, DE 19801
(302) 442-7010
(302) 442-7012
bsandler@beneschlaw.com
jhoover@beneschlaw.com

Counsel to the Official Committee of Unsecured
Creditors

Dated: October 23, 2009

Case Administration

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2009

Date	Atty	Services	Hours
09/03/09	BJS	Various conferences with Liz Hein regarding ESBA	0.20
09/08/09	BJS	Review CNO regarding D1 487 and discuss with M. Rennalls	0.10
09/08/09	JES	Drafted pro hac vice motion for C. English	0.50
09/08/09	EH	Download and review Agenda for 9/10/09 hearing.	0.20
09/09/09	BJS	Review CNO regarding D1 169 and discuss with L. Hein	0.10
09/09/09	EH	Prepare and file CNO regarding protocol motion.	0.30
09/10/09	BJS	Various emails with K. Lane regarding omnibus hearing	0.20
09/10/09	BJS	Review order regarding 1102 motion and discuss with Liz Hein	0.10
09/10/09	BJS	Various emails with L. Hein regarding omnibus hearing	0.20
09/10/09	BJS	Review amended agenda and discuss with L. Hein	0.30
09/10/09	EH	Review Amended Agenda for 9/10/09 hearing and email to BJS, RHL and JS confirming no appearance at same.	0.20
09/10/09	EH	Review e-file notice and download creditor information procedures and protocol Order.	0.10
09/16/09	BJS	Review agenda and discuss with L. Hein	0.30
09/17/09	BJS	Various emails with M. Rennalls regarding agenda	0.30
09/17/09	BJS	Review amended agenda and discuss with L. Hein	0.10
09/17/09	EH	Download and review Amended Agenda for 9/18/09 hearing and email to BJS regarding same.	0.20
09/18/09	BJS	Review motion to authorize construction contracts	0.30
09/18/09	BJS	Various emails and conferences with K. Lane regarding investigation stipulation	0.50
09/18/09	BJS	Review committee update	0.20
09/23/09	BJS	Review NOA regarding TN Dept of Revenue and discuss with L. Hein regarding 2002 list	0.10

Date	Atty	Services	Hours
09/25/09	BJS	Various emails with committee regarding motions on for 10-7	0.40
09/30/09	BJS	Telephone call with Lee Ann Rehms regarding case status	0.20
09/30/09	BJS	Review operating report	0.20

Case Administration

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	3.80	\$2,033.00
			<u>3.80</u>	<u>\$2,033.00</u>
<u>ASSOCIATE</u>				
JENNIFER E. SMITH	(JES)	\$210.00	0.50	\$105.00
			<u>0.50</u>	<u>\$105.00</u>
<u>PARALEGAL</u>				
ELIZABETH HEIN	(EH)	\$220.00	1.00	\$220.00
			<u>1.00</u>	<u>\$220.00</u>
		TOTAL:	<u>5.30</u>	<u>\$2,358.00</u>

Financing

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2009

Date	Atty	Services	Hours
09/14/09	BJS	Various emails with K. Lane regarding challenge period	0.20
09/14/09	BJS	Review stipulation regarding challenge period	0.30
09/18/09	BJS	Review COC regarding challenge period and discuss with L. Hein	0.30
09/18/09	EH	Format proposed form of order regarding Stipulation for extension of challenge period (0.20); File Certification of Counsel regarding same (0.10); Coordinate delivery to Judge Carey (0.10)	0.40
09/21/09	BJS	Review challenge order and discuss with L. Hein	0.10

Financing

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	0.90	\$481.50
			<u>0.90</u>	<u>\$481.50</u>
<u>PARALEGAL</u>				
ELIZABETH HEIN	(EH)	\$220.00	0.40	\$88.00
			<u>0.40</u>	<u>\$88.00</u>
		TOTAL:	<u>1.30</u>	<u>\$569.50</u>

Firm Retention/Fees

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2009

Date	Atty	Services	Hours
09/02/09	BJS	Review BFCA fee app	0.40
09/02/09	LMS	Preparation of First Monthly Fee Application for service and filing	0.50
09/11/09	LMS	Preparation of BFCA monthly fee application for August 2009	0.40
09/16/09	LMS	Preparation of BFCA monthly fee application for August 2009	0.20
09/17/09	BJS	Review BFCA August fee application	0.40
09/17/09	BJS	Review BFCA 2nd fee application	0.40
09/17/09	BJS	Various emails with L. Behra regarding BFCA fee application	0.20
09/17/09	LMS	Preparation of BFCA August fee application	0.40
09/18/09	LMS	Preparation of BFCA Monthly Fee Application for August 2009 for service and filing	0.30
09/21/09	BJS	Various emails with K. Lane regarding quarterly fee applications	0.20
09/21/09	LMS	Prepare and file BFCA Quarterly Fee Application	0.30
09/22/09	LMS	Prepare BFCA quarterly fee application for service	0.10
09/23/09	BJS	Review various emails with K. Lane and L. Dancik regarding fee application	0.10
09/29/09	BJS	Review CNO regarding D1 556 and discuss with L. Hein	0.10
09/29/09	LMS	Prepare and file CNO regarding BFCA fee application	0.30

Firm Retention/Fees

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	1.80	\$963.00
			<u>1.80</u>	<u>\$963.00</u>
<u>PARALEGAL</u>				
LISA M BEHRA	(LMS)	\$175.00	2.50	\$437.50
			<u>2.50</u>	<u>\$437.50</u>
		TOTAL:	<u>4.30</u>	<u>\$1,400.50</u>

Other Professional Retention/Fees

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2009

Date	Atty	Services	Hours
09/01/09	BJS	Review CNO regarding D1 491	0.10
09/01/09	BJS	Review fee app of KPMG	0.30
09/01/09	BJS	Review fee app of YCST	0.30
09/01/09	BJS	Review fee app of GDC	0.30
09/02/09	BJS	Review CNO regarding A&M	0.20
09/03/09	BJS	Various emails with K. Lane regarding ESBA	0.30
09/04/09	BJS	Various emails with L. Hein regarding ESBA	0.20
09/04/09	BJS	Various emails with K. Lane regarding ESBA	0.20
09/04/09	EH	Review and respond to email from BJS regarding expiration of objection deadline for ESBA employment application.	0.20
09/08/09	BJS	Review CNO regarding D1 490 and discuss with Liz Hein	0.10
09/09/09	BJS	Review CNO regarding D1 359 and discuss with L. Hein	0.10
09/09/09	BJS	Various emails with R. Poppitti regarding ESBA	0.10
09/09/09	EH	Email to Katie Lane regarding pro hac vice Motion for Caroline English; Telephone call to Caroline English's office regarding execution of certification page.	0.20
09/09/09	EH	Prepare and file CNO regarding ESBA employment application.	0.30
09/10/09	BJS	Various emails with L. Hein regarding ESBA	0.20
09/10/09	BJS	Review CNO regarding D1 516 and discuss with L. Hein	0.10
09/10/09	BJS	Review order regarding ESBA and discuss with L. Hein	0.10
09/10/09	EH	Review e-file notice and download Order Employing ESBA and forward same to Olga Ruiz.	0.20
09/11/09	BJS	Various emails with A. Campbell regarding AF's fees and discuss with L. Hein	0.30
09/11/09	BJS	Review CNO regarding D1 523 and discuss with L. Hein	0.10

Date	Atty	Services	Hours
09/11/09	BJS	Review CNO regarding D1 513 and discuss with L. Hein	0.10
09/11/09	LMS	Prepare and file CNO regarding Arent monthly fee application	0.10
09/15/09	BJS	Review CNO regarding D1 530 and review with L. Hein	0.10
09/16/09	BJS	Review CNO regarding D1 535 and discuss with L. Hein	0.10
09/16/09	BJS	Conference with L. Hein regarding PJS	0.10
09/16/09	BJS	Review PJS fee app	0.20
09/17/09	BJS	Various emails with K. Lane regarding AF fee applications	0.30
09/17/09	BJS	Review KPMG fee app and discuss with L. Hein	0.30
09/17/09	BJS	Review YCST fee app and discuss with L. Hein	0.30
09/18/09	BJS	Review GDC fee application and discuss with L. Hein	0.30
09/18/09	BJS	Review A&M fee application and discuss with L. Hein	0.20
09/18/09	BJS	Telephone call with K. Lane regarding AF fees	0.20
09/18/09	BJS	Review AF fee apps and discuss with L. Behra	0.30
09/18/09	LMS	Preparation of Arent Fox July and August 2009 fee applications for services and filing	0.60
09/21/09	BJS	Review AF quarterly fee applications	0.30
09/21/09	BJS	Various emails with L. Behra regarding AF quarterly fee application	0.20
09/21/09	BJS	Telephone call with K. Lane regarding AF fees, DE procedure	0.40
09/21/09	BJS	Review quarterly fee application of GDC And discuss with L. Hein	0.20
09/21/09	BJS	Review PWC fee application and discuss with L. Hein	0.20
09/21/09	LMS	Prepare and file Arent Fox Quarterly Fee Application	0.40
09/22/09	LMS	Prepare Arent quarterly fee application for service	0.20

Other Professional Retention/Fees

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	6.80	\$3,638.00
			<u>6.80</u>	<u>\$3,638.00</u>
<u>PARALEGAL</u>				
LISA M BEHRA	(LMS)	\$175.00	1.30	\$227.50
ELIZABETH HEIN	(EH)	\$220.00	0.90	\$198.00
			<u>2.20</u>	<u>\$425.50</u>
		TOTAL:	<u>9.00</u>	<u>\$4,063.50</u>

Business Operations

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2009

Date	Atty	Services	Hours
09/02/09	BJS	Review OCP list	0.10
09/14/09	BJS	Review 6th OCP declaration and discuss with L. Hein	0.10
09/15/09	BJS	Review OCP list and discuss with L. Hein	0.10
09/15/09	BJS	Review 7th notice of disinterestedness and discuss with L. Hein	0.10

Business Operations

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	0.40	\$214.00
			<u>0.40</u>	<u>\$214.00</u>
		TOTAL:	<u>0.40</u>	<u>\$214.00</u>

Use/Adequate Protection/Relief from Stay

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2009

Date	Atty	Services	Hours
09/01/09	BJS	Review COC regarding Mario Cruz	0.30
09/01/09	BJS	Review order granting Mario Cruz stipulation	0.10
09/11/09	BJS	Review motion to modify stay	0.30
09/15/09	BJS	Review COC regarding Greystone and discuss with L. Hein	0.30
09/16/09	BJS	Review COC regarding Sun Trust and discuss with L. Hein	0.30
09/17/09	BJS	Review re-notice of hearing regarding Weis and discuss with L. Hein	0.10
09/18/09	BJS	Review order regarding Sun Trust and discuss with L. Hein	0.10
09/18/09	BJS	Review order regarding Greystone and discuss with L. Hein	0.10
09/25/09	BJS	Review objection to Weis motion for relief from stay and discuss with L. Hein	0.30

Use/Adequate Protection/Relief from Stay

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	1.90	\$1,016.50
			<u>1.90</u>	<u>\$1,016.50</u>
	TOTAL:		<u>1.90</u>	<u>\$1,016.50</u>

Real Estate Leases

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2009

Date	Atty	Services	Hours
09/08/09	BJS	Review motion to extend deadline to assume/reject and discuss with M. Rennalls	0.30

Real Estate Leases

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	0.30	\$160.50
			<u>0.30</u>	<u>\$160.50</u>
		TOTAL:	<u>0.30</u>	<u>\$160.50</u>

General Claims Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2009

Date	Atty	Services	Hours
09/01/09	BJS	Review order regarding ACE	0.10
09/11/09	BJS	Various emails with K. Lane regarding Alvarado	0.30
09/11/09	BJS	Review committee's objection to Alvarado motion	0.20
09/11/09	BJS	Various conferences with L. Hein regarding Alvarado	0.30
09/11/09	BJS	Review debtors' objection to Alvarado	0.70
09/11/09	BJS	Various emails with committee regarding Alvarado	0.20
09/11/09	EH	Format and file Committee's objection regarding Alvarado Motion and email to Katie Lane.	0.30
09/17/09	EH	Prepare and file certificate of service for Committee's Joinder to Debtors' objection to Alvarado motion.	0.30
09/18/09	BJS	Review response in support of Alvarado motion and discuss with L. Hein	0.30
09/30/09	BJS	Review order granting motion to file sur-reply	0.10

General Claims Matters

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	2.20	\$1,177.00
			<u>2.20</u>	<u>\$1,177.00</u>
<u>PARALEGAL</u>				
ELIZABETH HEIN	(EH)	\$220.00	0.60	\$132.00
			<u>0.60</u>	<u>\$132.00</u>
		TOTAL:	<u>2.80</u>	<u>\$1,309.00</u>

Plan & Disclosure Statement

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2009

Date	Atty	Services	Hours
09/03/09	BJJ	Various emails with K. Lane regarding objection to disclosure statement	0.40
09/03/09	BJJ	Review committee objection to disclosure statement	0.50
09/04/09	BJJ	Review amended disclosure statement	0.50
09/04/09	BJJ	Various emails with L. Hein regarding objection to disclosure statement	0.30
09/04/09	BJJ	Various conferences with L. Hein regarding objection to disclosure statement	0.30
09/04/09	EH	Format Committee Objection to Disclosure Statement in preparation for filing (0.20); Assemble service list (0.20); File Objection and coordinate service of same (0.20)	0.60
09/09/09	EH	Prepare Certificate of Service regarding Committee's objection to disclosure statement.	0.20
09/10/09	EH	File Certificate of Service regarding Committee objection to disclosure statement.	0.20
09/15/09	BJJ	Various emails with K. Lane regarding disclosure statement objection	0.30
09/15/09	BJJ	Conference with L. Hein regarding disclosure statement objection	0.30
09/15/09	EH	Review email from Katie Lane regarding issue with incomplete docket entry for committee's objection to disclosure statement (0.10); Review docket and prepare corrected document (0.10); Email to Katie Lane (0.10)	0.30

Plan & Disclosure Statement

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	2.60	\$1,391.00
			<u>2.60</u>	<u>\$1,391.00</u>
<u>PARALEGAL</u>				
ELIZABETH HEIN	(EH)	\$220.00	1.30	\$286.00
			<u>1.30</u>	<u>\$286.00</u>
		TOTAL:	<u>3.90</u>	<u>\$1,677.00</u>

Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2009

Date	Atty	Services	Hours
09/08/09	BJS	Review Acevedo agenda	0.40
09/08/09	BJS	Various emails with L. Hein regarding Acevedo	0.30
09/08/09	BJS	Review agenda and discuss with M. Rennalls	0.30
09/08/09	BJS	Various emails with K. Lane regarding hearing on Acevedo settlement	0.30
09/08/09	BJS	Various emails with K. Lane regarding objection to class settlement	0.30
09/08/09	BJS	Various emails with committee regarding Acevedo	0.30
09/08/09	BJS	Review list of plaintiffs regarding Acevedo	0.10
09/08/09	EH	Format, file and coordinate service of Objection to Debtors' motion to approve Acevedo settlement (0.80); Prepare and file Certificate of Service regarding same (0.40)	1.20
09/09/09	BJS	Various emails with committee regarding Acevedo	0.10
09/09/09	BJS	Conference with K. Lane regarding Acevedo	0.30
09/16/09	BJS	Various emails with counsel regarding Acevedo	0.40
09/16/09	BJS	Review and revise notice of withdrawal of Acevedo	0.20
09/16/09	BJS	Telephone call with K. Lane regarding Acevedo	0.20
09/16/09	BJS	Review Acevedo's motion for leave to file response and committee's objection	0.20
09/17/09	BJS	Review COC regarding Acevedo and discuss with L. Hein	0.30
09/18/09	BJS	Review order regarding Acevedo and discuss with L. Hein	0.10

Litigation

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	3.80	\$2,033.00
			<u>3.80</u>	<u>\$2,033.00</u>
<u>PARALEGAL</u>				
ELIZABETH HEIN	(EH)	\$220.00	1.20	\$264.00
			<u>1.20</u>	<u>\$264.00</u>
		TOTAL:	<u>5.00</u>	<u>\$2,297.00</u>

Utilities

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2009

Date	Atty	Services	Hours
09/17/09	BJS	Review exhibit to utility motion and discuss with M. Rennalls	0.10

Utilities

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	<u>0.10</u>	<u>\$53.50</u>
			0.10	\$53.50
		TOTAL:	<u>0.10</u>	<u>\$53.50</u>

Document Reproduction

<u>Date</u>	<u>User</u>	<u>Description</u>	<u>Amount</u>
09/02/09	LMS	Document Reproduction 300 copies	30.00
09/08/09	BJS	Document Reproduction 360 copies	36.00
09/18/09	LMS	Document Reproduction 508 copies	50.80
09/18/09	BJS	Document Reproduction 12 copies	1.20
09/18/09	SL	Document Reproduction 304 copies	30.40
09/22/09	LMS	Document Reproduction 793 copies	79.30
09/22/09	LMS	Document Reproduction 4 copies	0.40
09/22/09	LMS	Document Reproduction 16 copies	1.60
		TOTAL:	<hr/> \$229.70

Delivery Fee - Outside

<u>Date</u>	<u>User</u>	<u>Description</u>	<u>Amount</u>
09/17/09	BJS	Delivery Fee - Outside - Vendor: PARCELS, INC 9/11 MULTIPLE INNER CITY DELIVERIES	65.00
09/17/09	BJS	Delivery Fee - Outside - Vendor: PARCELS, INC 9/4 TO MULTIPLE INNER CITY DELIVERIES	60.00
09/17/09	BJS	Delivery Fee - Outside - Vendor: PARCELS, INC TO MULTIPLE INNER CITY DELIVERIES 9/8	55.00
09/30/09	BJS	Delivery Fee - Outside - Vendor: PARCELS, INC 9/18 TO JUDGE K. J. CAREY	5.00
09/30/09	BJS	Delivery Fee - Outside - Vendor: PARCELS, INC 9/16 VARIOUS	60.00
		TOTAL:	<u>\$245.00</u>

Federal Express

<u>Date</u>	<u>User</u>	<u>Description</u>	<u>Amount</u>
09/25/09	BJS	Federal Express - Vendor: FEDERAL EXPRESS 8/21 TO JOSEPH MCMAHON	9.50
09/25/09	BJS	Federal Express - Vendor: FEDERAL EXPRESS 8/21 TO S. BEACH - R. POPPITI	9.50
09/25/09	BJS	Federal Express - Vendor: FEDERAL EXPRESS 8/21 TO KEVIN B. FISHER	11.81
09/25/09	BJS	Federal Express - Vendor: FEDERAL EXPRESS 8/21 TO P. STREET	11.30
09/25/09	BJS	Federal Express - Vendor: FEDERAL EXPRESS 8/21 TO M. ROSENTHAL M. KELSEY	9.50
09/25/09	BJS	Federal Express - Vendor: FEDERAL EXPRESS 9/4 TO GIBSO DUNN AND CRUTCHER	7.37
09/25/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 9/02 TO PAUL STREET	11.30
09/25/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 9/2 TO JOSEPH MCMAHON	9.50
09/25/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 9/2 TO KEVIN B. FISHER	54.74
09/25/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 9/2 TO M. R. & M KELSEY	9.50
09/25/09	LMS	Federal Express - Vendor: FEDERAL EXPRESS 9/2 TO S BEACH AND R. POPPITI	9.50
TOTAL:			\$153.52

Computer Research

<u>Date</u>	<u>User</u>	<u>Description</u>	<u>Amount</u>
08/21/09	XXX	Computer Research - Pacer PACER 2009 5 PAGES	0.40
08/21/09	XXX	Computer Research - Pacer PACER 2009 11 PAGES	0.88
08/21/09	XXX	Computer Research - Pacer PACER 2009 2 PAGES	0.16
08/21/09	XXX	Computer Research - Pacer PACER 2009 6 PAGES	0.48
08/31/09	XXX	Computer Research - Pacer PACER 2009 2 PAGES	0.16
09/04/09	XXX	Computer Research - Pacer PACER SEPTEMBER 2009 10 PAGES	0.80
09/04/09	XXX	Computer Research - Pacer PACER SEPTEMBER 2009 5 PAGES	0.40
09/04/09	XXX	Computer Research - Pacer PACER SEPTEMBER 2009 2 PAGES	0.16
09/09/09	XXX	Computer Research - Pacer PACER SEPTEMBER 2009 11 PAGES	0.88
09/09/09	XXX	Computer Research - Pacer PACER SEPTEMBER 2009 8 PAGES	0.64
09/09/09	XXX	Computer Research - Pacer PACER SEPTEMBER 2009 2 PAGES	0.16
09/10/09	XXX	Computer Research - Pacer PACER SEPTEMBER 2009 7 PAGES	0.56
TOTAL:			<hr/> \$5.68

Outside Professional Services

<u>Date</u>	<u>User</u>	<u>Description</u>	<u>Amount</u>
09/17/09	BJS	Outside Professional Services - Vendor: PARCELS, INC SERVICES 9/4	183.92
09/17/09	BJS	Outside Professional Services - Vendor: PARCELS, INC SERVICES 9/11	109.30
09/30/09	BJS	Outside Professional Services - Vendor: PARCELS, INC SERVICES 9/16	156.67
		TOTAL:	<hr/> \$449.89

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
BUILDING MATERIAL HOLDING)	Case No. 09-12074 (KJC)
CORPORATION, et al.,)	
)	
Debtors)	
)	

CERTIFICATE OF SERVICE

I, Bradford J. Sandler, Esquire, hereby certify that on October 23, 2009, a true and correct copy of the foregoing document was served via overnight delivery upon all parties on the attached list.

Dated: October 23, 2009

BENESCH, FRIEDLANDER, COPLAN &
ARONOFF LLP

By: /s/ Bradford J. Sandler
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