

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

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In re: : Chapter 11
: :
BUILDING MATERIAL HOLDING : Case No. 09-12074 (KJC)
CORPORATION, et al.¹ : :
: Jointly Administered
Debtors. : :
: Obj. Deadline: November 16, 2009 at 4:00 p.m. (ET)
: :
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**VERIFIED FOURTH MONTHLY APPLICATION
OF ARENT FOX LLP FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009**

Name of Applicant: Arent Fox LLP

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

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

Period for which compensation and reimbursement are sought: September 1, 2009 through September 30, 2009

Amount of Compensation sought as actual, reasonable, and necessary: \$215,045.00

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$650.67

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

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).

PREVIOUS FEE APPLICATIONS

Fee Application Covered Dates, Date Filed, Doc No.	Total Fee Request	Total Expense Request	Certificate of No Objection/ Certification of Counsel Filing Date, Doc. No.	Total Amount of Fees Approved to Date via Certificate of No Objection (80%)	Total Amount of Expenses Approved to Date via Certificate of No Objection (100%)	Amount of Holdback Fees
First Monthly Fee Application of Arent Fox LLP for June 26, 2009 – June 30, 2009 Filed on July 21, 2009 [Docket No. 513]	\$47,820.50	\$154.50	September 11, 2009 Docket No. 596	\$38,256.40	\$154.50	\$9,564.10
Second Monthly Fee Application of Arent Fox LLP for July 1, 2009 – July 31, 2009 Filed on September 18, 2009 [Docket No. 641]	\$216,997.50	\$4,989.44	October 7, 2009 Docket No. 724	\$173,598.00	\$4,989.44	\$43,399.50
Third Monthly Fee Application of Arent Fox for August 1, 2009 – August 31, 2009 Filed on September 18, 2009 [Docket No. 642]	\$192,395.00	\$2,044.34	October 7, 2009 Docket No. 725	\$153,916.00	\$2,044.34	\$38,479.00
Total:	\$457,213.00	\$7,188.28		\$365,770.40	\$7,188.28	\$91,442.60

This is the Fourth Monthly Fee Application for the period of September 1, 2009 through September 30, 2009.

ARENT FOX LLP'S PROFESSIONALS

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

Name of Professional Person	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Christopher J. Giaimo	Partner since 2005. Member of DC and MD bar since 1998. Member of NY bar since 1995.	\$560	88.2	\$49,392.00
Carol C. Cohen	Joined firm as a partner in 1995. Member of OH bar since 1977 and DC bar since 1981.	\$615	18.4	\$11,316.00
Timothy F. Brown	Joined firm as a partner in 1998. Member of WA bar, VA bar and DC bar since 1990.	\$630	0.9	\$567.00
Alan S. Dubin	Joined the firm as an associate in 1979, elevated to partner in 1985. Member of MD bar since 1976 and DC bar since 1977.	\$655	0.4	\$262.00
Deanne M. Ottaviano	Joined the firm as an associate in 1992, elevated to partner in 2001. Member of NJ bar since 1992, and NY, DC and MD bar since 1993.	\$555	2.6	\$1,443.00
Thomas R. Castiello	Joined firm as associate in 1997, elevated to partner in 2006. Member of MD bar since 1997 and DC bar since 1998.	\$510	2.9	\$1,479.00

Name of Professional Person	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Caroline English	Joined firm as an associate in 1996, elevated to partner in 2006. Member of VA bar since 1996 and DC bar since 2003.	\$510	74.4	\$37,944.00
Katie A. Lane	Joined firm as an associate in 2008. Member of FL bar since 2002 and the DC bar since 2007.	\$465	158.1	\$73,516.50
Jeffrey N. Rothleder	Joined firm as an associate in 2004. Member of the Maryland bar since 2002 and the DC bar since 2005.	\$465	0.3	\$139.50
Rachel J. Richardson	Joined firm as an associate in 2008. Member of the NY bar since 2004 and DC bar since 2005.	\$410	58.4	\$23,944.00
Emily Thorne	Joined firm as an associate in 2005. Member of MD bar since 2005 and DC since 2006.	\$380	2.6	\$988.00
Andrea Campbell	Joined firm as an associate in 2008. Member of DC bar and VA bar since 2009. Member of FL bar since 2008.	\$310	29.4	\$9,114.00
Lisa Indelicato	Paraprofessional	\$265	0.2	\$53.00

Name of Professional Person	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Alvin Thurman	Paraprofessional	\$205	0.5	\$102.50
Sheila Linn	Paraprofessional	\$165	26.0	\$4,290.00
Librarian Reference		\$215	2.30	\$494.50
TOTAL			465.60	\$215,045.00

Blended Rate: \$461.87¹

¹ The blended rate is calculated by dividing total fees of \$215,045.00 by the total number of hours of 465.60.

COMPENSATION BY PROJECT CATEGORY
For the Interim Fee Period of September 1, 2009 through September 30, 2009

Project Category	Total Hours	Total Fees
Petition, Schedules, First Day Orders (01)	9.60	\$1,894.50
Case Management and Operating Expenses (02)	38.30	\$17,792.50
Corporate and Business Matters (03)	1.00	\$382.50
Sale and Disposition of Assets (04)	0.00	\$0.00
Asset Analysis and Recovery (05)	33.10	\$16,601.50
Claims Administration and Objections (06)	1.10	\$616.00
Miscellaneous Motions and Objections (07)	12.00	\$5,998.00
Committee and Debtor Communications (08)	27.10	\$13,534.00
Adversary Proceedings (09)	0.00	\$0.00
Professional Retention (10)	16.90	\$4,267.00
Plan and Disclosure Statement Matters (11)	47.10	\$24,869.00
Cash Collateral and DIP Financing (12)	0.70	\$392.00
Employee Benefits and Severance, Pensions (13)	101.20	\$51,609.50
Real Estate and Leasing and Executory Contracts (14)	43.50	\$19,297.00
Creditor Inquiries (15)	0.60	\$326.50
Automatic Stay and Section 362 and 363 Matters (16)	4.80	\$2,151.50
Investigation of Secured Creditor, Equipment Lessors (17)	68.80	\$32,451.00
Utilities and Regulatory Matters (18)	0.20	\$93.00
Chapter 5 Litigation, Collection and Investigation (19)	6.00	\$2,695.00
Contracts (20)	0.00	\$0.00
Tax (21)	4.50	\$2,092.50
Fee Applications (22)	49.00	\$17,926.00
Environmental Matters (23)	0.00	\$0.00
Creditor Information Sharing and 1102 Services (24)	0.10	\$56.00
TOTALS	465.60	\$215,045.00

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

Expense Category	Service Provider/Description (if applicable)	Total Expenses
Duplicating (\$0.10 / page)		\$375.00
Telephone		\$6.30
Printing/Binding		\$0.50
Meals		\$22.81
Professional Service Fees	CT Corporation System	\$246.06
TOTAL		\$650.67

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BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
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**VERIFIED FOURTH MONTHLY APPLICATION OF
ARENT FOX LLP FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD FROM SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009**

Arent Fox LLP (“Arent Fox”) hereby files its Verified Fourth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Building Materials Holding Corporation., *et al.* (collectively, “the Debtors”) for the Period from September 1, 2009 through September 30, 2009 (the “Application”) and respectfully states:

Fees and Expenses for Which Allowance is Sought

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

2. By this Application, Arent Fox seeks a monthly allowance pursuant to the Professional Fee Order with respect to sums of \$215,045.00 for compensation and \$650.67 for reimbursement of actual and necessary expenses for a total of \$215,695.67 for the period from September 1, 2009 through and including September 30, 2009 (the “Compensation Period”). In support of this Application, Arent Fox respectfully represents as follows:

Background

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

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

Compensation Paid and Its Source

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

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

Time Records

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

Actual and Necessary Expenses

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

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

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

other charges.

Summary of Services Rendered

11. The partners and associates of Arent Fox who have rendered professional services during the Compensation Period are: Christopher Giaimo, Carol Connor Cohen, Thomas Castiello, Caroline English, Alan Dubin, Timothy Brown, Deanne Ottaviano, Katie Lane, Jeffrey Rothleder, Rachel Richardson, Emily Thorne, and Andrea Campbell. Lisa Indelicato, Alvin Thurman and Sheila Linn are paraprofessionals of Arent Fox who also rendered services in these cases during the Compensation Period.

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

Summary of Services By Project

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

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

Fees: \$1,894.50 Total Hours: 9.6

This category includes a continued review of the Debtors' petitions and schedules and various pleadings filed with the Court. In addition, certain administrative tasks are included in this category such as preparing and revising the master pleadings binders.

B. Case Management and Operating Reports (02)

Fees: \$17,792.50 Total Hours: 38.3

This category includes reviewing and analyzing certain substantive docket entries, motions and orders related to these cases. In addition, time was spent corresponding and exchanging documents with the Debtors, Lenders, and Financial Advisors regarding deadlines, production and other logistical considerations and negotiations. Additional time was spent understanding the Debtors' management structure and reviewing corporate filings such as SEC documents. Additional time is attributable to coordinating with local counsel and strategic planning with respect to upcoming critical hearing and milestone dates.

C. Corporate and Business Matters (03)

Fees: \$382.50 Total Hours: 1.0

This category includes the review and analysis of certain documents related to the Debtor's corporate structure, cash flow, and other business matters. Additional time is attributable to understanding the Debtors' prepetition merger activities.

D. Asset Analysis and Recovery (05)

Fees: \$16,601.50 Total Hours: 33.1

This category includes the analysis of potential sources of recovery for the general unsecured creditors, comparisons to proposed plan treatment and discussions with the Debtors

and Financial Advisors regarding the same. This involved analysis of the Debtors' business operations and assets, tax return and refund information, insurance policies, documents related to the Debtors' assets, including real estate documents and an assessment of possible claims to be asserted.

E. Claims Administration and Objections (06)

Fees: \$616.00 Total Hours: 1.1

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

F. Miscellaneous Motions and Objections (07)

Fees: \$5,998.00 Total Hours: 12.0

This category includes the review of all motions, responses, stipulations, and proposed settlements filed by the Debtors and other parties in this proceeding, and the preparation of summaries and recommendations to the Committee. In particular, Arent Fox spent significant time conferring with the Debtors to understand the relief being sought in connection with the Debtors' reinsurance motion. That motion involved complex issues related to reinsurance, actuarial predictions, and letters of credit and other expenses related to captive reinsurance cells. Arent Fox's insurance professionals worked alongside its bankruptcy professionals to confer with the Debtors professionals to ensure that the benefit to the estate justified the costs of the proposed transaction.

G. Committee and Debtor Communications, Conferences (08)

Fees: \$13,534.00 Total Hours: 27.1

The Committee and Arent Fox conducted weekly conference calls, and more, as necessary, to discuss relevant issues and decide upon strategy and courses of action with regard to the various motions and other issues in these cases. Arent Fox also prepared memoranda detailing the relief sought by the various parties and making recommendations for the Committee members to consider before voting on certain issues. In particular, Arent Fox spent time explaining the relief sought in the class action related pleadings and seeking the Committee's approval to join in an objection that sought to limit the estates' liability for such claims. Arent Fox also fielded numerous telephone calls and emails from Committee members and creditors regarding various issues. Finally, Arent Fox corresponded with the Debtors' and Lenders' counsel on numerous issues, including, but not limited to, the status of document production, and the Disclosure Statement and Plan.

H. Professional Retention (10)

Fees: \$4,267.00 Total Hours: 16.9

This category includes time spent preparing and running necessary searches for connections to the Debtors, the estates, its creditors, and professionals. This category also includes time expended performing further inquiries into possible connections and preparing supplemental disclosures of same.

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

Fees: \$24,869.00 Total Hours: 47.1

This category includes Arent Fox's continued discussions and/or negotiations regarding the Debtors' Amended Plan and Amended Disclosure Statement and analysis of the Committee's

concerns and issues therewith. Additional time in this category was spent discussing with the Committee's financial advisors and analyzing the Debtors' revamped financial projections, feasibility analysis and liquidation analysis. Significant time was spent analyzing the Amended Disclosure Statement and Plan against the Committee's earlier informal comments to the Debtors to determine outstanding issues.

J. Cash Collateral and DIP Financing (12)

Fees: \$392.00 Total Hours: 0.7

This category includes time spent reviewing and the Debtors' cash flow reports and projections to determine variance, and includes time conferring with Debtors' financial advisors regarding the same.

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

Fees: \$51,609.50 Total Hours: 101.2

This category includes time spent reviewing, analyzing and summarizing for the Committee the Debtors' proposed motion, settlement agreement, and order related to the resolution of the Acevedo class action settlement. Arent Fox also expended time requesting further information from the Debtors to complete the Committee's due diligence with respect to the attorneys' fee portion of the proposed settlement as well as the extent of notice to putative class members and related issues. Due to the potential magnitude of estate liability related to the class actions, Arent Fox prepared and filed an objection to the Acevedo settlement pending receipt of evidence that the Acevedo class action would not overlap with the Alvarado class action. Arent Fox conferred with the Debtors, reviewed detailed employee and notice information provided by the Debtors, and performed the research necessary to determine the

propriety of the settlement. Arent Fox also devoted significant time to the Alvarado motion to file a class proof of claim or to extend the bar date. Arent Fox performed necessary research and worked with the Debtors' professionals to draft an objection to the Alvarado motion. The Committee and the Lenders joined in the Debtors' objection. Due to the magnitude of the class action claims involved, the work in this category had a favorable, direct impact on the return to unsecured creditors.

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

Fees: \$19,297.00 Total Hours: 43.5

This category includes time spent reviewing, analyzing and summarizing for the Committee information regarding the Debtors' extensive real property interests, recorded mortgages and reconciling such information with the Debtors' feasibility analysis and liquidation analysis. Due to the Debtors' extensive real estate holdings, Arent Fox reviewed over 55 mortgages to determine the value of unencumbered real estate and to better understand the Debtors' valuation of real estate in the liquidation and feasibility analyses accompanying the proposed Amended Plan and Disclosure Statement.

M. Creditor Inquiries (15)

Fees: \$326.50 Total Hours: 0.6

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

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

Fees: \$2,151.50 Total Hours: 4.8

This category includes time spent reviewing various motions for stay relief filed against the Debtors and their estates. Further time was spent reviewing the Debtors' responses thereto,

conferring with the Debtors' professionals, and summarizing the relief sought in the motions for the Committee.

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

Fees: \$32,451.00 Total Hours: 68.8

This category includes time spent conducting the Committee's investigation of the Lenders and related liens, including a thorough review of the loan documents and other documents produced by the Debtors and the Lenders and the preparation of a loan perfection analysis for the Committee. Further time was expended reconciling the documents produced by the Debtors against the requests made to the Lenders and the Debtors. Additional time was spent tracing corporate structure and related liens. This category also includes correspondence and conferences with the Debtors' and Lenders' professionals, negotiation and drafting of papers related to an extension of the Challenge Deadline, and legal research regarding the same.

P. Utilities and Regulatory Matters (18)

Fees: \$93.00 Total Hours: 0.2

This category includes time reviewing notices and other related documents with respect to the Debtors' utility providers.

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

Fees: \$2,695.00 Total Hours: 6.0

This category includes time spent time analyzing potential preference claims, legal research and weighing strategy regarding prosecution of the same. Specifically, Arent Fox spent time examining and researching the implications of the transfer of a tax refund related to the Debtors' net operating losses.

R. Tax

Fees: \$2,092.50 Total Hours: 4.5

This category includes time spent conferencing with the Committee's Financial Advisors and the Debtors' financial advisors regarding various tax issues, and research on the timing and disclosure of the same.

S. Fee Applications (22)

Fees: \$17,926.00 Total Hours: 49.0

This category includes time spent preparing and reviewing Arent Fox's Second and Third Monthly Fee Applications, and Arent Fox's First Quarterly Interim Fee Application. It also includes reviewing and analyzing fee applications filed by other professionals in these cases.

T. Creditor Information Sharing and 1102 Services (24)

Fees: \$56.00 Total Hours: 0.1

This category includes time spent reviewing the final order on creditor access to information.

Valuation of Services

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

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Christopher J. Giaimo	88.2	\$560
Carol Connor Cohen	18.4	\$615
Thomas R. Castiello	2.9	\$510
Caroline English	74.4	\$510
Alan S. Dubin	0.4	\$655
Timothy F. Brown	0.9	\$630
Deanne M. Ottaviano	2.6	\$555
Katie A. Lane	158.1	\$465
Jeffrey Rothleder	0.3	\$465
Rachel J. Richardson	58.4	\$410

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Emily Thorne	2.6	\$380
Andrea K. Campbell	29.4	\$310
Lisa Indelicato	0.2	\$265
Alvin D. Thurman	0.5	\$205
Sheila Linn	26.0	\$165
Librarian Reference	2.3	\$215

The nature of the work performed by these persons is fully set forth in **Exhibit A**. These are Arent Fox's normal hourly rates for work of this nature. The reasonable value of the services rendered by Arent Fox to the Committee during the Compensation Period is \$215,045.00.

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

WHEREFORE, Arent Fox respectfully requests that the Court authorize that for the period from September 1, 2009 through September 30, 2009, (a) an allowance be made to Arent Fox pursuant to the terms of the Professional Fee Order, with respect to the sum of \$215,045.00 as compensation for the necessary professional services rendered, and the sum of \$650.67 as reimbursement of the actual and necessary expenses, for a total of \$215,695.67; (c) for such other and further relief as this Court may deem just and proper.

Dated: Washington, DC
October 30, 2009

Benesch Friedlander Coplan & Aronoff, LLP

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

-and -

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

*Counsel for the Official Committee of
Unsecured Creditors*

CERTIFICATION

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

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

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

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

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

Dated: October 30, 2009
Washington, DC

/s/ Christopher J. Giaimo
Christopher J. Giaimo

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In re:	:	Chapter 11
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BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
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Debtors.	:	
	:	Obj. Deadline: November 16, 2009 at 4:00 p.m. (ET)
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NOTICE OF FOURTH MONTHLY FEE APPLICATION

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

PLEASE TAKE NOTICE that on October 30, 2009, Arent Fox LLP, counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors (the “Debtors”) filed the attached **Fourth Monthly Application of Arent Fox LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from September 1, 2009 through September 30, 2009** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Court”), seeking an allowance of fees in the amount of \$215,045.00 and reimbursement of expenses in the amount of \$650.67.

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

States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, and be served upon and received by (i) the Debtors, Building Materials Holding Corporation, 720 Park Boulevard, Suite 200, Boise, Idaho, 83712, Attn: Paul S. Street; (ii) counsel to the Debtors, (a) Gibson, Dunn & Crutcher, LLP, 200 Park Avenue, New York, New York, 10166, Attn: Michael A. Rosenthal and Matthew K. Kelsey, (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 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 2270, Lockbox 35, Wilmington, Delaware, 19801, Attn: Joseph McMahon; (iv) counsel for Official Committee of Unsecured Creditors, (a) Arent Fox LLP, 1050 Connecticut Avenue, NW, Washington DC, 20036, Attn: Christopher J. Giaimo and Katie A. Lane, (b) Benesch, Friedlander, Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware, 19801, Attn: Bradford J. Sandler; and (v) Paul, Hastings, Janofsky, & Walker LLP, 55 Second Street, Twenty Fourth Floor, San Francisco, California, 94105, Attn: Kevin B. Fisher, by no later than **November 16, 2009 at 4:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”).

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

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

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

Dated: Washington, DC
October 30, 2009

Benesch Friedlander Coplan & Aronoff, LLP

/s/ Bradford J. Sandler

Bradford J. Sandler, Esquire (No. 4142)

Jennifer R. Hoover, Esquire (No. 5111)

Jennifer E. Smith, Esquire (No. 5278)

222 Delaware Ave., Suite 801

Wilmington, DE 19801

302-442-7010 (telephone)

302-442-7012 (facsimile)

bsandler@beneschlaw.com

-and -

ARENT FOX LLP

Christopher J. Giaimo, Jr.

Katie A. Lane

1050 Connecticut Avenue, NW

Washington DC 20036

(202) 857-6424

(202) 857-6395 (Fax)

*Counsel for the Official Committee of
Unsecured Creditors*

EXHIBIT A

ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

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

Taxpayer Identification Number: 53-0214923

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

Invoice Number 1217009
Invoice Date 10/09/09
Client Number 031659

Category	Hours	Total

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2009		
00000 General.	.00	650.67
00001 Petition, Schedules, First Day Orders	9.60	1,894.50
00002 Case Management and Operating Reports	38.30	17,792.50
00003 Corporate and Business Matters	1.00	382.50
00005 Asset Analysis and Recovery	33.10	16,601.50
00006 Claims Administration and Objections	1.10	616.00
00007 Miscellaneous Motions and Objections	12.00	5,998.00
00008 Committee and Debtor Communications, Conference	27.10	13,534.00
00010 Professional Retention	16.90	4,267.00
00011 Plan and Disclosure Statement Matters and Solici	47.10	24,869.00
00012 Cash Collateral and DIP Financing	.70	392.00
00013 Employee Benefits and Severance, Pensions ERISA,	101.20	51,609.50
00014 Real Estate and Leasing and Executory Contracts	43.50	19,297.00
00015 Creditor Inquiries	.60	326.50
00016 Automatic Stay and Section 362 and 363 Matters	4.80	2,151.50
00017 Investigation of Secured Creditor, Equipment Les	68.80	32,451.00
00018 Utilities and Regulatory Matters	.20	93.00
00019 Chapter 5 Litigation, Collection and Investigati	6.00	2,695.00
00021 Tax	4.50	2,092.50
00022 Fee Applications	49.00	17,926.00
00024 Creditor Information Sharing and 1102 Services	.10	56.00

Totals	465.60	215,695.67

(00000) MATTER NUMBER
RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

FOR CHARGES:

09/01/09	PHONE CHARGES User Caroline Turner English called (214) 698-3225 on 09/01/2009 at 10:17 hrs (for 25 mins)	2.50
09/03/09	PHONE CHARGES User Christopher Giaimo called (707) 974-1788 on 09/03/2009 at 17:04 hrs (for 38 mins)	3.80

TOTAL FOR: PHONE CHARGES 6.30

09/10/09	DUPLICATING SUMMARY User Duplicate Duplication copied 269 on 09/10/2009 at 19:01 hrs	26.90
09/10/09	DUPLICATING SUMMARY User Duplicate Duplication copied 1856 on 09/10/2009 at 16:25 hrs	185.60
09/11/09	DUPLICATING SUMMARY User Emily Williams copied 198 on 09/11/2009 at 11:15 hrs	19.80
09/17/09	DUPLICATING SUMMARY User Emily Williams copied 94 on 09/17/2009 at 12:13 hrs	9.40
09/24/09	DUPLICATING SUMMARY User Duplicate Duplication copied 472 on 09/24/2009 at 15:36 hrs	47.20
09/29/09	DUPLICATING SUMMARY User Denise Newman copied 60 on 09/29/2009 at 16:03 hrs	6.00
09/29/09	DUPLICATING SUMMARY User Denise Newman copied 379 on 09/29/2009 at 16:21 hrs	37.90
09/29/09	DUPLICATING SUMMARY User Duplicate Duplication copied 283 on 09/29/2009 at 16:38 hrs	28.30
09/30/09	DUPLICATING SUMMARY User Duplicate Duplication copied 139 on 09/30/2009 at 16:12 hrs	13.90

TOTAL FOR: DUPLICATING SUMMARY 375.00

09/24/09	PRINTING/BINDING	0.50
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TOTAL FOR: PRINTING/BINDING 0.50

09/16/09	MEALS - CHRISTOPHER GIAIMO WORKING LUNCH W K LANE	22.81
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TOTAL FOR: MEALS 22.81

08/31/09	PROFESSIONAL SERVICE FEES - CT CORPORATION SYSTEM CERT COPY OF CERT	129.56
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031659 Building Materials Holding Corporation,
9 OCTOBER 2009

Invoice Number 1217009
Page 3

08/31/09	OF MERGER - CA	
	PROFESSIONAL SERVICE FEES - CT	116.50
	CORPORATION SYSTEM STATE LIEN SEARCH -	
	ARZ	

TOTAL FOR: PROFESSIONAL SERVICE FEES	246.06
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CURRENT CHARGES

650.67

SUBTOTAL FOR THIS MATTER

\$650.67

(00001) MATTER NUMBER

RE: Petition, Schedules, First Day Orders

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/10/09	SL LINN	Analyze docket and update pleadings binders;	3.3	544.50
09/16/09	SL LINN	Analyze docket and update pleadings binders;	2.6	429.00
09/23/09	C- ENGLISH	Conference with K. Lane and R. Richardson regarding lender document production.	.9	459.00
09/25/09	SL LINN	Analyze docket and update pleadings binders;	.7	115.50
09/29/09	SL LINN	Analyze docket and update pleading binder sets;	2.1	346.50

CURRENT FEES

1,894.50

TIMEKEEPER TIME SUMMARY

CAROLINE ENGLISH	.9	at \$510.00 =	459.00
SHEILA LINN	8.7	at \$165.00 =	1,435.50
TOTALS	9.6		1,894.50

SUBTOTAL FOR THIS MATTER

\$1,894.50

(00002) MATTER NUMBER

RE: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/01/09	SL LINN	Compile and distribute case pleadings to financial advisors;	.4	66.00
09/02/09	KA LANE	Review upcoming deadlines and inform working group of status of certain matters.	.3	139.50
09/02/09	KA LANE	Review list supplemental list of OCPs filed by Debtors.	.2	93.00
09/03/09	KA LANE	Correspondence to Brad Sandler regarding filing of objection to disclosure statement.	.2	93.00
09/04/09	AK CAMPBELL	Update master calendar; review correspondence re: the same.	.3	93.00
09/08/09	KA LANE	Exchange correspondence with R. Poppiti regarding agenda for Thursday's hearing.	.4	186.00
09/08/09	KA LANE	Correspondence with B. Sandler regarding availability to review and file objection to Acevedo Motion.	.2	93.00
09/08/09	KA LANE	Review hearing agenda.	.1	46.50
09/08/09	KA LANE	Review 13 week cash flow report and related correspondence.	.4	186.00
09/08/09	KA LANE	Review critical vendor tracking and forward same to M. Dervis and D. Kerrigan.	.3	139.50
09/08/09	AK CAMPBELL	Update master calendar with new deadlines/hearing dates.	.5	155.00
09/08/09	CG GIAIMO	Review agenda and confer with B. Sandler regarding attendance at hearing.	.2	112.00
09/09/09	KA LANE	Various correspondence with M. Dervis regarding MORs, budgeting and related issues.	.7	325.50
09/10/09	CG GIAIMO	Discussions with K. Lane regarding status of document production and review of issues related thereto.	.3	168.00
09/10/09	KA LANE	Telephone call to creditor attorney regarding settlement of employee claim.	.2	93.00
09/10/09	KA LANE	Correspondence with C. Giaimo regarding settlement of creditor's claim.	.2	93.00
09/10/09	KA LANE	Monitor docket filings and various correspondence with C. Giaimo regarding status of hearing.	.3	139.50
09/10/09	KA LANE	Telephone call to R. Poppitti and correspondence regarding status of hearing.	.2	93.00

09/10/09	KA	LANE	Correspondence to B. Sandler conveying cancellation of hearing.	.1	46.50
09/11/09	CG	GIAIMO	Confer with K. Lane and local counsel regarding filing of joinder.	.2	112.00
09/14/09	CG	GIAIMO	Discussions with A. Campbell regarding case management orders and complying therewith.	.3	168.00
09/14/09	CG	GIAIMO	Review issues regarding proposed Lender agreement and confer with K. Lane regarding same.	.4	224.00
09/14/09	KA	LANE	Draft, review and revise Stipulation to extend challenge deadline.	1.7	790.50
09/14/09	KA	LANE	Review pertinent provisions of Final DIP Order.	.3	139.50
09/14/09	KA	LANE	Draft proposed order extending challenge deadline.	.5	232.50
09/14/09	KA	LANE	Review DE local rules regarding stipulations and orders.	.3	139.50
09/14/09	KA	LANE	Draft COC extending challenge deadlines.	.7	325.50
09/14/09	KA	LANE	Various correspondence with C. Giaimo concerning extension of challenge deadline.	.6	279.00
09/14/09	KA	LANE	Telephone call to and from K. Fisher regarding challenge deadline.	.2	93.00
09/14/09	KA	LANE	Correspondence to and from R. Richardson, C. Giaimo and C. Cohen conveying Wells' agreement to produce and extend challenge date.	.3	139.50
09/15/09	KA	LANE	Telephone call to K. Fisher regarding clawback agreement.	.1	46.50
09/15/09	KA	LANE	Correspondence with C. Cohen and R. Richardson regarding upload of Debtors' emails.	.3	139.50
09/15/09	KA	LANE	Correspondence with C. Cohen regarding scope of Debtors' search.	.4	186.00
09/15/09	KA	LANE	Call with C. Cohen regarding scope of production.	.1	46.50
09/15/09	KA	LANE	Review cover letter from A. York concerning inadvertent production.	.2	93.00
09/15/09	KA	LANE	Correspondence with C. Cohen and C. Giaimo regarding Wells' clawback.	.3	139.50
09/15/09	KA	LANE	Correspondence to local counsel regarding formatting error in objection to disclosure statement.	.4	186.00
09/15/09	CG	GIAIMO	Continued discussions regarding Lenders' production, deadlines and prepared stipulations regarding same.	.6	336.00
09/15/09	CG	GIAIMO	Review Lender draw-back proposal and confer with K. Lane.	.2	112.00
09/16/09	KA	LANE	Meeting with R. Richardson regarding best method to review documents produced by WFB.	.6	279.00

09/16/09	KA	LANE	Various correspondence with R. Richardson and C. Cohen regarding review of Wells' production.	.6	279.00
09/17/09	KA	LANE	Correspondence with local counsel regarding filing of COC and DE procedures.	.2	93.00
09/17/09	KA	LANE	Various correspondence with K. Fisher, A. Ford and A. York concerning COC, Stipulation and Order.	1.6	744.00
09/17/09	KA	LANE	Review various proposed changes to COC and Stipulation and draft additional proposed language.	2.2	1,023.00
09/17/09	KA	LANE	Correspondence to and from C. Cohen concerning division of labor for document review.	.2	93.00
09/17/09	KA	LANE	Receive and review various CM/ECF notices, monitor docket and review substantive filings.	.6	279.00
09/18/09	KA	LANE	Correspondence with Debtors and internal accounting regarding wire instructions.	.4	186.00
09/18/09	KA	LANE	Meeting with C. Cohen regarding stipulation and other papers filed with Court	.2	93.00
09/18/09	KA	LANE	Prepare Players List of Debtors' management for R. Richardson and C. English.	.8	372.00
09/18/09	KA	LANE	Various correspondence with A. York and A. Ford regarding extension of Challenge Period.	.7	325.50
09/18/09	KA	LANE	Conference with B. Sandler regarding case management and upcoming strategic filings.	.6	279.00
09/18/09	KA	LANE	Meeting with C. English to discuss documents produced by Wells.	.4	186.00
09/18/09	KA	LANE	Various correspondence with C. Cohen regarding email to Committee.	.4	186.00
09/21/09	KA	LANE	Various correspondence to and from C. English, C. Cohen, R. Richardson regarding document production and meetings regarding same.	1.8	837.00
09/21/09	KA	LANE	Telephone call with R. Richardson regarding documents produced by Lenders.	.2	93.00
09/21/09	KA	LANE	Review documents to prepare for report to C. English regarding subsequent review.	.6	279.00
09/22/09	KA	LANE	Review docket and direct assistant to pull latest pertinent filings.	.2	93.00
09/22/09	KA	LANE	Correspondence with L. Thomas from BMHC regarding Benesch wire instructions.	.2	93.00
09/22/09	KA	LANE	Various correspondence to C. English regarding renewed request and dealings to date.	.4	186.00

09/22/09	KA	LANE	Correspondence to C. English regarding Final DIP Order and Street Declaration.	.2	93.00
09/22/09	KA	LANE	Correspondence to C. Cohen regarding update to Committee.	.4	186.00
09/22/09	KA	LANE	Correspondence with Lenders regarding call to set up a meeting to discuss discovery.	.2	93.00
09/23/09	KA	LANE	Correspondence from lenders regarding telephonic meeting.	.1	46.50
09/23/09	KA	LANE	Correspondence with C. English and R. Richardson regarding document review	.6	279.00
09/23/09	KA	LANE	Prepare for meeting with C. English and Lenders by reviewing pertinent correspondence and requests.	.4	186.00
09/23/09	KA	LANE	Meeting with C. English and R. Richardson to discuss document related issues.	.9	418.50
09/23/09	KA	LANE	Conference with Lenders' counsel to discuss Committee's renewed request for email and other correspondence.	.7	325.50
09/23/09	KA	LANE	Various correspondence with C. Cohen regarding Committee communications.	.4	186.00
09/23/09	KA	LANE	Review federal statutes on removal of claims.	.2	93.00
09/23/09	KA	LANE	Review various affidavits of disinterestedness filed by auctioneers, etc.	.3	139.50
09/23/09	KA	LANE	Review various notices of OCPs.	.4	186.00
09/23/09	RJ	RICHARDSON	Forwarded various lender-produced documents to C. English for analysis.	.2	82.00
09/24/09	RJ	RICHARDSON	Forwarded various document to C. English relating to pre-petition loan (e.g. limited waiver agreements, side letters, etc.).	.6	246.00
09/24/09	KA	LANE	Correspondence with R. Richardson and C. English regarding loan modifications, credit default swaps.	.4	186.00
09/24/09	KA	LANE	Various correspondence with R. Richardson, C. Cohen and C. English regarding Intralinks.	.8	372.00
09/25/09	KA	LANE	Correspondence to and from C. English regarding Hoover searches.	.4	186.00
09/25/09	KA	LANE	Correspondence to and from C. English and R. Richardson regarding loan party identities.	.2	93.00
09/28/09	KA	LANE	Consider and compile list of additional search terms for Debtor inquiry.	.2	93.00
09/28/09	KA	LANE	Correspondence to K. Fisher and A. Ford regarding follow up call.	.2	93.00
09/29/09	KA	LANE	Meeting with C. Giaimo to update about pending matters, plan and case status.	.7	325.50
09/29/09	KA	LANE	Review Hoovers reports on BMHC and its officers.	.6	279.00

09/29/09	KA	LANE	Correspondence to C. Giaimo conveying and explaining various filings made during his absence.	.4	186.00
09/29/09	KA	LANE	Telephone call from A. Ford regarding call with Lenders.	.1	46.50
09/29/09	KA	LANE	Telephone call with K. Fisher, R. Richardson and C. English regarding additional production.	.2	93.00
09/29/09	CG	GIAIMO	Meeting with K. Lane to discuss case status and pending matters.	.7	392.00
09/29/09	CG	GIAIMO	Conference with D. Kerrigan regarding case status.	.3	168.00
09/29/09	RJ	RICHARDSON	Organized additional relevant documents obtained from lender-produced e-mail correspondence.	.5	205.00
09/30/09	RJ	RICHARDSON	Forwarded recorded mortgage relating to 425 Airline Drive property to team.	.1	41.00
09/30/09	KA	LANE	Correspondence with C. Cohen regarding clawback agreement.	.2	93.00
09/30/09	KA	LANE	Review MOR.	.2	93.00

CURRENT FEES

17,792.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	3.2	at	\$560.00 =	1,792.00
KATIE A. LANE	32.5	at	\$465.00 =	15,112.50
RACHEL J. RICHARDSON	1.4	at	\$410.00 =	574.00
ANDREA K. CAMPBELL	.8	at	\$310.00 =	248.00
SHEILA LINN	.4	at	\$165.00 =	66.00

TOTALS	38.3			17,792.50

SUBTOTAL FOR THIS MATTER

\$17,792.50

(00003) MATTER NUMBER
RE: Corporate and Business Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
09/01/09	AT THURMAN	Reviewed original merger evidence from California for Vaughn Road, LLC and Selectbuild, LP.; drafted memo to R. Richardson regarding the referenced documents. Requested by R. Richardson.	.5	102.50
09/08/09	CG GIAIMO	Review operating and cash flow reports from P. J. Solomon.	.4	224.00
09/16/09	CG GIAIMO	Review emails from ESBA regarding Debtors' cash flows (.2); review Debtors' response to same (.1).	.1	56.00

CURRENT FEES

382.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.5	at \$560.00 =	280.00
ALVIN D. THURMAN	.5	at \$205.00 =	102.50
TOTALS	1.0		382.50

SUBTOTAL FOR THIS MATTER

\$382.50

(00005) MATTER NUMBER

RE: Asset Analysis and Recovery

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/04/09	CC COHEN	Review documents and status of document production; analyze potential claims.	1.6	984.00
09/04/09	KA LANE	Various correspondence with R. Richardson regarding status of reconciliation and additional documents added by debtors.	.6	279.00
09/09/09	CG GIAIMO	Internal discussions with respect to possible claims and outstanding issues regarding real estate, collateral and tax refunds.	.4	224.00
09/11/09	KA LANE	Correspondence with R. Richardson and C. Giaimo concerning de minimis sales and explanation as diminution of real estate value.	.4	186.00
09/15/09	CC COHEN	Preliminary review of emails produced by debtors and conference with K. Lane regarding document production, following by telephone calls (2) with debtors' counsel regarding deficiencies in document production and potential means by which to resolve them.	1.1	676.50
09/22/09	KA LANE	Telephone call to M. Dervis regarding MME appraisal and escape clauses.	.2	93.00
09/22/09	KA LANE	Correspondence with R. Richardson regarding MME appraisal.	.2	93.00
09/22/09	KA LANE	Review document room and send listing to M. Dervis.	.2	93.00
09/23/09	KA LANE	Review financial scenarios proposed by Mike Dervis.	1.8	837.00
09/23/09	C- ENGLISH	Review document reconciliation summary and related correspondence.	.2	102.00
09/23/09	C- ENGLISH	Review Debtors' objection letter responding to committee's document requests.	.2	102.00
09/24/09	KA LANE	Review summaries of Intralinks contents and review financial documents contained in Intralinks data room.	.8	372.00
09/28/09	KA LANE	Various correspondence with C English re minutes and other production-related issues.	.7	325.50
09/28/09	KA LANE	Review notes from Board Minute review and communicate key points to C. English.	.8	372.00

09/28/09	KA	LANE	Respond to further inquiries by C. English regarding meeting minutes.	.4	186.00
09/28/09	KA	LANE	Meeting with C. English re meeting minutes and D&O activities.	.6	279.00
09/28/09	C-	ENGLISH	Conference with K. Lane regarding Board meeting minutes and potential claims against Directors.	.6	306.00
09/28/09	C-	ENGLISH	Analysis of appropriate search terms for Debtors' document production.	.5	255.00
09/28/09	C-	ENGLISH	E-mail correspondence with ESBA regarding discovery of Debtor documents.	.2	102.00
09/28/09	C-	ENGLISH	Internal e-mail correspondence regarding discovery efforts.	.9	459.00
09/28/09	C-	ENGLISH	E-mail correspondence to Debtors' counsel regarding committee's request for documents.	.3	153.00
09/28/09	RJ	RICHARDSON	Considered search terms for additional debtor searches.	.5	205.00
09/29/09	TF	BROWN	Conference with K. Lane re settlement discussions and theories of liability with Wells.	.9	567.00
09/29/09	RJ	RICHARDSON	Discussed further D&O issues with C. English.	.8	328.00
09/29/09	RJ	RICHARDSON	Discussion of D&O issues with C. English and K. Lane.	.2	82.00
09/29/09	KA	LANE	Various correspondence to ESBA regarding increased borrowing base.	.8	372.00
09/29/09	KA	LANE	Call with C. English and R. Richardson regarding debt limits and borrowing base.	.2	93.00
09/29/09	KA	LANE	Meeting with C. English and R. Richardson regarding D&O issues.	.2	93.00
09/29/09	KA	LANE	Conference with T. Brown concerning theories as to tax return to WF and D&O related issues.	.9	418.50
09/29/09	KA	LANE	Email to group regarding current litigation strategies and various responses thereto.	1.4	651.00
09/29/09	C-	ENGLISH	Analyze issues regarding 2008 credit agreement amendments and transactions and Director's fiduciary duties.	3.1	1,581.00
09/29/09	C-	ENGLISH	Conference with R. Richardson regarding Director/Officer fiduciary duty issues and analysis.	.8	408.00
09/29/09	C-	ENGLISH	Confirm with K. Lane and R. Richardson regarding potential claims against directors and officers.	.2	102.00
09/29/09	CG	GIAIMO	Review issues regarding secured debt obligations and pre-petition loan document transactions.	.7	392.00
09/29/09	C-	ENGLISH	Review and analyze information, news articles, and documents pertaining to potential director/officer claims.	1.8	918.00

09/29/09	CG	GIAIMO	Review and analysis of liquidation of SERP proceeds and usage thereof.	.7	392.00
09/29/09	CG	GIAIMO	Review revised and updated loan transaction chronology.	.2	112.00
09/30/09	C-	ENGLISH	Internal email correspondence regarding analysis of potential director and officer claims.	.4	204.00
09/30/09	CG	GIAIMO	Continued analysis of potential issues with debt level and collateral increases prior to petition date.	.4	224.00
09/30/09	C-	ENGLISH	Analysis of issues regarding potential director/officer claims.	1.1	561.00
09/30/09	C-	ENGLISH	Review corporate disclosures/SEC filings.	1.2	612.00
09/30/09	KA	LANE	Calls and emails with R. Richardson re tax refund perfection issues.	.8	372.00
09/30/09	KA	LANE	Review Wells' documents pertaining to payment of tax return.	.2	93.00
09/30/09	KA	LANE	Call with C. English and correspondence with M. Dervis regarding D&O coverage.	.6	279.00
09/30/09	RJ	RICHARDSON	Responded to K. Lane's inquiry regarding default and tax refund provisions in the Second Amendment.	.3	123.00
09/30/09	KA	LANE	Review insurance motion and attachments to determine scope of D&O coverage.	.4	186.00
09/30/09	RJ	RICHARDSON	Met with A. Dubin to discuss perfection issues relating to tax refund.	.3	123.00
09/30/09	RJ	RICHARDSON	Researched issue relating to tax refund and whether bank has a perfected security interest in these funds.	.9	369.00
09/30/09	AS	DUBIN	Conference with R. Richardson concerning bankruptcy analysis of voidability of security interest.	.4	262.00

CURRENT FEES

16,601.50

TIMEKEEPER TIME SUMMARY

ALAN S. DUBIN	.4	at \$655.00 =	262.00
TIMOTHY F. BROWN	.9	at \$630.00 =	567.00
CAROL C. COHEN	2.7	at \$615.00 =	1,660.50
CHRIS GIAIMO	2.4	at \$560.00 =	1,344.00
CAROLINE ENGLISH	11.5	at \$510.00 =	5,865.00
KATIE A. LANE	12.2	at \$465.00 =	5,673.00
RACHEL J. RICHARDSO	3.0	at \$410.00 =	1,230.00
TOTALS	33.1		16,601.50

SUBTOTAL FOR THIS MATTER

\$16,601.50

(00006) MATTER NUMBER

RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/01/09	CG GIAIMO	Confer with M. Dervis regarding status of tax priority claims.	.2	112.00
09/03/09	CG GIAIMO	Review employee claims analysis from ESBA.	.2	112.00
09/03/09	CG GIAIMO	Email exchanged with M. Dervis regarding executive claim information from A&M.	.1	56.00
09/04/09	CG GIAIMO	Review critical vendor report.	.1	56.00
09/10/09	CG GIAIMO	Confer with M. Dervis regarding tax liability and issues regarding same.	.3	168.00
09/17/09	CG GIAIMO	Review critical vendor report.	.2	112.00
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		CURRENT FEES		616.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	1.1	at \$560.00 =	616.00
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TOTALS	1.1		616.00

SUBTOTAL FOR THIS MATTER

\$616.00

(00007) MATTER NUMBER

RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/09/09	KA LANE	Various correspondence and calls with C. Giaimo regarding pending contested matters, disclosure hearing, and case management.	1.4	651.00
09/14/09	CG GIAIMO	Review motion to extend time to remove actions.	.2	112.00
09/23/09	KA LANE	Review 345(b) order.	.2	93.00
09/23/09	KA LANE	Review Debtors' motion to extend removal of related claims and causes of action.	.3	139.50
09/25/09	DM OTTAVIANO	Telecons and emails with C. Cohen re: debtor motion to terminate certain reinsurance arrangements.	.5	277.50
09/25/09	DM OTTAVIANO	Read debtors motion to authorize termination of reinsurance arrangement.	.8	444.00
09/25/09	DM OTTAVIANO	Emails with C. Cohen and K. Lane re: obtaining additional information from debtor on motion to terminate certain reinsurance arrangements.	.3	166.50
09/25/09	KA LANE	Analyze Debtors' motion and related documents for comfort order w/r/t Western National Contractors.	.9	418.50
09/25/09	KA LANE	Analyze Debtors' motion for order authorizing reinsurance dissolution and assuming Alternative Re Holdings Limited Shareholder Agreements.	1.3	604.50
09/25/09	KA LANE	Correspondence and telephone conferences to and from C. Cohen regarding reinsurance motion.	1.3	604.50
09/25/09	KA LANE	Various correspondence with C. Cohen, C. English and D. Ottaviano regarding reinsurance and call with Debtors.	.7	325.50
09/25/09	CC COHEN	Review reinsurance motion and confer with K. Lane and D. Ottaviano regarding same.	1.1	676.50
09/26/09	DM OTTAVIANO	Conference call with A. York, K. Lane and C. English re: reinsurance motion.	.3	166.50
09/26/09	KA LANE	Various correspondence with C. Cohen, C. English and D. Ottaviano regarding reinsurance.	1.2	558.00
09/28/09	KA LANE	Review correspondence and loss run from A. York.	.2	93.00
09/28/09	KA LANE	Meeting with D. Ottaviano regarding issues with letters of credit and payments to insurers.	.4	186.00

09/28/09	KA	LANE	Follow up correspondence with C. Cohen regarding reinsurance issues.	.2	93.00
09/28/09	DM	OTTAVIANO	Telecon with A. York and K. Lane re: reinsurance motion.	.2	111.00
09/28/09	DM	OTTAVIANO	Follow up meeting with K. Lane re: reinsurance motion.	.4	222.00
09/30/09	DM	OTTAVIANO	Emails with A. York and K. Lane re: debtor's reinsurance motion.	.1	55.50

CURRENT FEES

5,998.00

TIMEKEEPER TIME SUMARY

CAROL C. COHEN	1.1	at	\$615.00 =	676.50
CHRIS GIAIMO	.2	at	\$560.00 =	112.00
DEANNE M. OTTAVIANO	2.6	at	\$555.00 =	1,443.00
KATIE A. LANE	8.1	at	\$465.00 =	3,766.50

TOTALS	12.0			5,998.00

SUBTOTAL FOR THIS MATTER

\$5,998.00

(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/01/09	CG GIAIMO	Email exchanges with R. Garcia regarding certain vendor claims (.3); emails with D. Kerrigan regarding same (.1).	.4	224.00
09/01/09	CG GIAIMO	Email exchanged with P. J. Solomon regarding tax refund matters.	.2	112.00
09/01/09	KA LANE	Review correspondence from R. Garcia and internal correspondence regarding same.	.4	186.00
09/02/09	CG GIAIMO	Emails with R. Garcia regarding Plan status and docket entries.	.2	112.00
09/03/09	CG GIAIMO	Emails with Debtors and ESBA regarding tax refunds.	.2	112.00
09/03/09	CG GIAIMO	Call with R. Garcia regarding case status, Lender discussions, Disclosure Statement and class actions.	.8	448.00
09/03/09	KA LANE	Various correspondence with A. York regarding call with he and K. Fisher.	.2	93.00
09/04/09	CG GIAIMO	Confer with K. Lane regarding status of pending matters and prepare Committee update of same.	.3	168.00
09/04/09	KA LANE	Conference call with R. Richardson, A. York and K. Fisher regarding production of documents.	.5	232.50
09/08/09	CG GIAIMO	Emails with R. Garcia regarding deferred compensation plan and matters related to hearing on Disclosure Statement.	.3	168.00
09/08/09	CG GIAIMO	Review and revise Committee update regarding class action settlements.	.2	112.00
09/08/09	CG GIAIMO	Emails with R. Garcia regarding class actions.	.3	168.00
09/08/09	KA LANE	Draft correspondence to Committee explaining Acevedo objection, Alvarado motion and adjournment of disclosure.	.6	279.00
09/09/09	KA LANE	Conference call with debtors regarding Acevedo and Alvarado issues.	.6	279.00
09/10/09	CG GIAIMO	Emails with Committee members regarding Alvarado motion and objection thereto.	.3	168.00
09/10/09	CG GIAIMO	Emails with R. Garcia regarding discussions with Debtors' management and issues related thereto.	.4	224.00
09/10/09	KA LANE	Email to Committee seeking consent to join Debtors' objection and advising of status of case.	.3	139.50

09/10/09	KA	LANE	Review and respond to emails from Committee members.	.3	139.50
09/11/09	CG	GIAIMO	Emails with Debtors' counsel regarding filing of pleadings related to class actions.	.3	168.00
09/11/09	CG	GIAIMO	Review Committee updates on class action matters.	.1	56.00
09/11/09	KA	LANE	Correspondence to Committee attaching Debtors' objection, Committee joinder, and Wells' joinder.	.3	139.50
09/14/09	KA	LANE	Correspondence to K. Fisher, A. Ford & A. York regarding extension and supplying documents.	.3	139.50
09/14/09	KA	LANE	Correspondence to A. York responding to his email regarding internal correspondence.	.2	93.00
09/14/09	KA	LANE	Correspondence to and from Debtors concerning further adjournment of disclosure statement hearing.	.2	93.00
09/15/09	KA	LANE	Correspondence to and from A. York regarding Debtors' production.	.4	186.00
09/15/09	KA	LANE	Call with A. York regarding scope of production.	.1	46.50
09/15/09	KA	LANE	Conference with A. York and C. Cohen regarding refinement of Debtors' search.	.3	139.50
09/15/09	KA	LANE	Review corrected objection and send correspondence to A. York regarding same.	.3	139.50
09/15/09	KA	LANE	Review correspondence from R. Garcia and attached newspaper article about disclosure.	.2	93.00
09/15/09	KA	LANE	Correspondence to and from R. Garcia regarding upcoming hearing.	.2	93.00
09/15/09	CG	GIAIMO	Emails and communications with Debtors regarding hearings on Disclosure Statement and class actions.	.4	224.00
09/16/09	KA	LANE	Correspondence to and from A. York regarding updates for Committee.	.4	186.00
09/16/09	KA	LANE	Conference with C. Giaimo, A. York, M. Kelsey, and M. Rosenthal regarding case status.	.3	139.50
09/16/09	KA	LANE	Various correspondence to and from J. Graves regarding Alvarado adjournment.	.6	279.00
09/16/09	KA	LANE	Telephone calls with J. Graves regarding Alvarado/Acevedo.	.2	93.00
09/17/09	CG	GIAIMO	Emails with K. Lane regarding Committee updates.	.2	112.00
09/18/09	CG	GIAIMO	Emails with R. Garcia regarding status of Disclosure Statement	.2	112.00
09/18/09	KA	LANE	Correspondence to Committee updating status of case.	.4	186.00
09/21/09	CG	GIAIMO	Emails with R. Garcia regarding Gores deal.	.1	56.00

09/22/09	KA	LANE	Correspondence to and from Committee member Garcia	.3	139.50
09/23/09	KA	LANE	Correspondence to and from R. Garcia regarding claims trading and related issues.	.7	325.50
09/23/09	KA	LANE	Correspondence with Debtors regarding need for a conference call to update status.	.2	93.00
09/23/09	C-	ENGLISH	Teleconference with Lenders' counsel K. Fisher and A. Ford, K. Lane and R. Richardson regarding lenders' document production.	.7	357.00
09/24/09	CC	COHEN	Emails with R. Garcia regarding case.	.5	307.50
09/24/09	KA	LANE	Correspondence to A. York regarding follow up to document production.	.2	93.00
09/25/09	KA	LANE	Draft and revise memorandum correspondence to committee analyzing motions and suggesting recommendations.	2.5	1,162.50
09/25/09	KA	LANE	Various correspondence with Debtors' counsel regarding conference and related issues.	.7	325.50
09/25/09	CG	GIAIMO	Review email correspondence to Committee regarding pending matters.	.2	112.00
09/25/09	CG	GIAIMO	Emails with M. Rosenthal regarding conference call to discuss Plan.	.4	224.00
09/25/09	C-	ENGLISH	Review correspondence to committee.	.2	102.00
09/26/09	KA	LANE	Call with A. York, C. English and D. Ottaviano to discuss reinsurance issues.	.4	186.00
09/26/09	KA	LANE	Correspondence to and from A. York re reinsurance questions and necessary analyses.	.3	139.50
09/27/09	CG	GIAIMO	Review email from M. Rosenthal regarding new Plan terms and distributions.	.3	168.00
09/28/09	CG	GIAIMO	Review K. Lane responses to R. Garcia requests.	.3	168.00
09/28/09	CG	GIAIMO	Review proposed email to Debtors' counsel and propose revisions to same (.3); emails with ESBA regarding same (.2).	.5	280.00
09/28/09	KA	LANE	Draft and revise responses to questions posed by Committee member Garcia.	.9	418.50
09/28/09	KA	LANE	Call with Committee member Garcia regarding financing issues.	.4	186.00
09/28/09	KA	LANE	Review various correspondence with Committee members.	.3	139.50
09/28/09	KA	LANE	Correspondence to A. York re reinsurance extension.	.2	93.00
09/28/09	KA	LANE	Telephone call with A. York regarding reinsurance issues.	.4	186.00
09/29/09	KA	LANE	Call with Debtors regarding revised plan and exit financing issues.	1.0	465.00

09/29/09	KA	LANE	Email to and from A. York regarding Max Gloger.	.1	46.50
09/29/09	CG	GIAIMO	Emails with M. Rosenthal regarding call to discuss revised Plan.	.2	112.00
09/29/09	CG	GIAIMO	Review and respond to R. Garcia inquiries regarding Plan and voting issues.	.3	168.00
09/29/09	CG	GIAIMO	Call with Debtors' counsel to discuss reasons for revised Plan, proposed SERP utilization and related distribution issues.	.8	448.00
09/30/09	CG	GIAIMO	Draft, review and revise email to the Committee advising of recent events issues related thereto (.4); call with R. Garcia regarding same (.3).	.7	392.00
09/30/09	KA	LANE	Various correspondence with A. York regarding reinsurance issues.	.4	186.00
09/30/09	KA	LANE	Various correspondence with Debtors about last minute change to disclosure and plan.	.8	372.00

CURRENT FEES

13,534.00

TIMEKEEPER TIME SUMMARY

CAROL C. COHEN	.5	at	\$615.00 =	307.50
CHRIS GIAIMO	8.6	at	\$560.00 =	4,816.00
CAROLINE ENGLISH	.9	at	\$510.00 =	459.00
KATIE A. LANE	17.1	at	\$465.00 =	7,951.50
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TOTALS	27.1			13,534.00

SUBTOTAL FOR THIS MATTER

\$13,534.00

(00010) MATTER NUMBER
RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/01/09	CG GIAIMO	Review status of connections and filing of supplements for same.	.2	112.00
09/01/09	SL LINN	Follow-up with K. Knight and K. Lehmkuhl regarding status of supplemental connections;	.1	16.50
09/01/09	AK CAMPBELL	Follow up with S. Linn re: supplemental disclosure.	.1	31.00
09/02/09	AK CAMPBELL	Discuss connections status with S. Linn.	.2	62.00
09/04/09	SL LINN	Review supplemental connections search results; discuss with K. Lehmkuhl;	.9	148.50
09/04/09	SL LINN	Review docket and prepare new supplemental connections search submission;	.6	99.00
09/09/09	SL LINN	Review docket and prepare supplemental connections submission; discuss with A. Campbell;	2.1	346.50
09/09/09	CG GIAIMO	Emails with ESBA regarding retention order.	.1	56.00
09/10/09	CG GIAIMO	Review ESBA retention order.	.1	56.00
09/10/09	SL LINN	Discuss open conflicts/connections matters with A. Campbell and K. Lehmkuhl;	.7	115.50
09/16/09	SL LINN	Compile data and prepare supplemental connections search request;	1.3	214.50
09/23/09	AK CAMPBELL	Review schedules/connections searches for connection to Ricoh; draft email re: disclosure of the same.	.4	124.00
09/25/09	SL LINN	Analyze docket and prepare supplemental connections search request;	.8	132.00
09/29/09	AK CAMPBELL	Draft supplemental declaration and send to A. Silfen for review and approval.	4.4	1,364.00
09/29/09	SL LINN	Analyze docket and prepare supplemental conflict/connections submission; review open matters with A. Campbell, K. Knight and K. Lehmkuhl;	.9	148.50
09/29/09	SL LINN	Edit prior connections submission;	.3	49.50
09/29/09	CG GIAIMO	Continued review and analysis of connections updates.	.3	168.00
09/30/09	CG GIAIMO	Review and analyze connections results for disclosure.	.4	224.00

09/30/09	SL LINN	Follow-up regarding conflicts/connections searches and results; research prior submissions and results; discuss with A. Campbell and K. Lehmkuhl;	.9	148.50
09/30/09	AK CAMPBELL	Various correspondence re: connections and supplemental declaration; revise and prepare for filing the same.	2.1	651.00

CURRENT FEES

4,267.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	1.1	at \$560.00 =	616.00
ANDREA K. CAMPBELL	7.2	at \$310.00 =	2,232.00
SHEILA LINN	8.6	at \$165.00 =	1,419.00

TOTALS	16.9		4,267.00
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SUBTOTAL FOR THIS MATTER

\$4,267.00

(00011) MATTER NUMBER

RE: Plan and Disclosure Statement Matters and
Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/01/09	CG GIAIMO	Confer with K. Lane regarding Travis County plan objection.	.2	112.00
09/01/09	CG GIAIMO	Discussions with M. Dervis regarding size, amount and nature of employee claims and class.	.4	224.00
09/01/09	CG GIAIMO	Confer with ESBA regarding terms and issues related to revised Disclosure Statement and Plan.	.6	336.00
09/02/09	CG GIAIMO	Review and revise Disclosure Statement for review by Debtors.	2.1	1,176.00
09/02/09	CG GIAIMO	Confer with K. Lane regarding status of hearing on Disclosure Statement objection deadline.	.1	56.00
09/02/09	CG GIAIMO	Confer with K. Lane regarding filing of objection to Disclosure Statement and strategy with respect thereto.	.3	168.00
09/02/09	CG GIAIMO	Confer with ESBA regarding terms of revised Plan and issues regarding cash flow and projected distributions and related strategy therefor.	.9	504.00
09/02/09	KA LANE	Various correspondence with A. York and C. Giaimo concerning status of disclosure statement amendment and corresponding deadlines.	.6	279.00
09/03/09	KA LANE	Review feasibility analysis and feasibility portions of disclosure statement.	1.2	558.00
09/03/09	KA LANE	Various correspondence to and from C. Giaimo concerning edits to revised disclosure statement.	.4	186.00
09/03/09	KA LANE	Review C. Giaimo and A. York's edits to disclosure statement.	.7	325.50
09/03/09	KA LANE	Draft revisions to disclosure statement to better explain EBITDA and feasibility disclosure in summary.	.5	232.50
09/03/09	KA LANE	Review glossary to determine absence of definition of EBITDA.	.2	93.00
09/03/09	KA LANE	Review draft disclosure statement and correspondence conveying Committee revisions to A. York.	.6	279.00
09/03/09	KA LANE	Review and perform revisions to draft objection to disclosure statement.	.3	139.50
09/03/09	CG GIAIMO	Review additional comments to revised Disclosure Statement from K. Lane.	.3	168.00

09/03/09	CG	GIAIMO	Call with D. Kerrigan and M. Dervis regarding structure of cash flow funding of trust and issues related to modification of same.	.5	280.00
09/03/09	CG	GIAIMO	Confer with K. Lane and B. Sandler regarding filing of objection to Disclosure Statement.	.3	168.00
09/03/09	CG	GIAIMO	Emails with A. York regarding comments to disclosure Statement and Committee position regarding Plan.	.2	112.00
09/04/09	CG	GIAIMO	Confer with C. Cohen regarding amended Disclosure Statement and objection thereto.	.2	112.00
09/04/09	CG	GIAIMO	Call with K. Lane regarding Debtors' intent to file amended Disclosure Statement and response to Committee's revisions thereto.	.3	168.00
09/04/09	CG	GIAIMO	Communications with Debtors regarding continuation of hearing on Disclosure Statement.	.2	112.00
09/04/09	CG	GIAIMO	Call with ESBA regarding status of Plan discussions and hearing on Disclosure Statement.	.4	224.00
09/08/09	CG	GIAIMO	Confer with D. Kerrigan regarding hearing status and attendance thereat.	.2	112.00
09/08/09	CG	GIAIMO	Emails with group regarding real estate spreadsheet and comparison to feasibility and liquidation analysis.	.3	168.00
09/09/09	CG	GIAIMO	Call with ESBA regarding different structures for greater return to unsecured creditors and discussions regarding financial analysis.	.5	280.00
09/09/09	CG	GIAIMO	Confer with C. Cohen regarding revised Disclosure Statement and hearing on same.	.2	112.00
09/09/09	CG	GIAIMO	Review Plan and Disclosure Statement for analysis of matters related to use and liquidation of real property.	.3	168.00
09/09/09	CG	GIAIMO	Continued revisions to amended Disclosure Statement.	1.6	896.00
09/09/09	CG	GIAIMO	Confer with M. Kesley regarding comments to amended Disclosure Statement and hearing thereon.	.4	224.00
09/09/09	TR	CASTIELLO	Review financial information provided by BMHC.	.2	102.00
09/11/09	CG	GIAIMO	Communications with Debtors' counsel regarding status of hearing on Disclosure Statement.	.2	112.00
09/11/09	CG	GIAIMO	Call with ESBA regarding Plan status, available assets and related claims issues and matters regarding real estate.	1.0	560.00
09/14/09	CG	GIAIMO	Confer with C. Cohen regarding status for Disclosure Statement hearing and status thereof.	.4	224.00

09/15/09	CG	GIAIMO	Confer with C. Cohen and K. Lane regarding status and strategy related to Disclosure Statement hearing.	.8	448.00
09/15/09	CG	GIAIMO	Review issues regarding objection to Disclosure Statement and matters related thereto.	.3	168.00
09/15/09	CC	COHEN	Review objection and revisions to disclosure statement to prepare for hearing on disclosure statement.	2.2	1,353.00
09/15/09	KA	LANE	Various correspondence with C. Cohen and C. Giaimo about objection and upcoming hearing.	1.3	604.50
09/16/09	CG	GIAIMO	Call with Debtors' counsel regarding case and Plan status and related issues regarding Disclosure Statement.	.7	392.00
09/16/09	CG	GIAIMO	Discussions with ESBA regarding update from the Debtors regarding Plan and Disclosure Statement.	.4	224.00
09/25/09	KA	LANE	Correspondence to C. Giaimo regarding Debtors' request for a call to discuss funding.	.3	139.50
09/26/09	KA	LANE	Various correspondence with C. Giaimo regarding issues raised by Debtors re Plan.	.6	279.00
09/26/09	CG	GIAIMO	Numerous email discussions with K. Lane regarding discussions with Lenders and Debtors professionals regarding Plan status and related case matters.	.7	392.00
09/27/09	CG	GIAIMO	Emails and calls with K. Lane regarding Debtors' new proposed Plan and concerns therewith (.6); emails with ESBA regarding same (.3).	.9	504.00
09/28/09	CG	GIAIMO	Multiple emails with ESBA outlining issues and concerns with Debtors' revised Plan.	.5	280.00
09/28/09	CG	GIAIMO	Calls with ESBA regarding meetings with Debtors and Lenders.	.3	168.00
09/28/09	CG	GIAIMO	Review and analyze terms of Plan per counsel's emails and analysis of possible confirmation issues related thereto.	1.4	784.00
09/28/09	CG	GIAIMO	Internal discussions regarding proposed Plan, lien investigation, causes of action and related Plan strategies to propose to Debtors and Lenders.	.8	448.00
09/28/09	KA	LANE	Telephone call with D Kerrigan regarding plan issues.	.4	186.00
09/28/09	KA	LANE	Various correspondence with D Kerrigan re proposed new treatment.	.8	372.00
09/28/09	KA	LANE	Various correspondence with C. Giaimo regarding proposed new terms of plan.	.6	279.00

09/29/09	KA	LANE	Prepare for meeting with C. Giaimo to debrief status of case and plan negotiations.	.6	279.00
09/29/09	KA	LANE	Conference call with D. Kerrigan to discuss shift in plan funding.	.3	139.50
09/29/09	KA	LANE	Further meeting with C. Giaimo to discuss lender issues related to funding of plan.	.5	232.50
09/29/09	KA	LANE	Meeting with C. Giaimo to discuss strategy with Lenders to increase plan funding.	.3	139.50
09/29/09	KA	LANE	Call to C. English to discuss negotiations with Debtors regarding Plan.	.2	93.00
09/29/09	C-	ENGLISH	Telephone conference with C. Giaimo regarding status of plan negotiations.	.3	153.00
09/29/09	C-	ENGLISH	Conference with K. Lane regarding negotiations with Debtor regarding Plan terms.	.2	102.00
09/29/09	CG	GIAIMO	Meeting with K. Lane to discuss Lender issues.	.5	280.00
09/29/09	CG	GIAIMO	Call with ESBA regarding discussions with Lenders' professionals and strategy therefor.	.3	168.00
09/29/09	CC	COHEN	Emails and discussions about changes to plan of reorganization and negotiations relating to same.	1.3	799.50
09/30/09	C-	ENGLISH	Internal email correspondence regarding revisions to Plan terms and disclosure statement.	.6	306.00
09/30/09	C-	ENGLISH	Email correspondence with ESBA regarding pre-petition financing analysis.	.2	102.00
09/30/09	CG	GIAIMO	Confer with K. Lane regarding Debtors' revised proposed Plan terms and issues related thereto.	.5	280.00
09/30/09	CG	GIAIMO	Call with D. Kerrigan and M. Dervis regarding revised Plan terms and strategy related thereto.	.7	392.00
09/30/09	CG	GIAIMO	Call with Debtors' counsel regarding revised Plan and issues related thereto.	.8	448.00
09/30/09	CG	GIAIMO	Call with Lenders' counsel and financial advisors and issues related to new plan.	.9	504.00
09/30/09	CG	GIAIMO	Numerous emails among estate professionals regarding filing of revised Plan and disclosure Statement and hearing thereon.	.8	448.00
09/30/09	CG	GIAIMO	Follow-up call with ESBA regarding discussions with Lender representatives.	.4	224.00

09/30/09	CG	GIAIMO	Internal discussions regarding Debtors' intention to proceed with revised Plan and Disclosure Statement and opposition thereto.	.4	224.00
09/30/09	CG	GIAIMO	Analysis of revised Plan treatment and concerns regarding same.	.8	448.00
09/30/09	KA	LANE	Meeting and calls with C. Giaimo to prepare for call with FAS to discuss plan treatment.	.6	279.00
09/30/09	KA	LANE	Various correspondence with C. English, C. Cohen and C. Giaimo regarding plan negotiation strategies.	1.8	837.00
09/30/09	KA	LANE	Review analyses prepared by M. Dervis.	.6	279.00
09/30/09	KA	LANE	Telephone conference with ESBA and C. Giaimo regarding plan treatment.	1.2	558.00
09/30/09	KA	LANE	Meeting with C. Giaimo to prepare for call with Lenders.	.2	93.00
09/30/09	KA	LANE	Call with Lenders regarding new plan and financing.	.8	372.00
09/30/09	KA	LANE	Follow up call with ESBA re plan issues.	.2	93.00
09/30/09	KA	LANE	Continue meeting with C. Giaimo to discuss plan strategy.	.6	279.00
09/30/09	KA	LANE	Various correspondence with C. Giaimo regarding response to Debtors' proposed course on plan.	.7	325.50

CURRENT FEES

24,869.00

TIMEKEEPER TIME SUMMARY

CAROL C. COHEN	3.5	at	\$615.00 =	2,152.50
CHRIS GIAIMO	25.0	at	\$560.00 =	14,000.00
CAROLINE ENGLISH	1.3	at	\$510.00 =	663.00
THOMAS R. CASTIELLO	.2	at	\$510.00 =	102.00
KATIE A. LANE	17.1	at	\$465.00 =	7,951.50
TOTALS	47.1			24,869.00

SUBTOTAL FOR THIS MATTER

\$24,869.00

(00012) MATTER NUMBER

RE: Cash Collateral and DIP Financing

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
09/09/09	CG GIAIMO	Review 13-week cash flow variance from P. J. Solomon.	.3	168.00
09/10/09	CG GIAIMO	Review weekly cash flow projections and confer with M. Dervis regarding same.	.4	224.00

CURRENT FEES

392.00

TIMEKEEPER TIME SUMARY

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

SUBTOTAL FOR THIS MATTER

\$392.00

(00013) MATTER NUMBER

RE: Employee Benefits and Severance, Pensions ERISA,
Labor

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/01/09	KA LANE	Various follow up correspondence from J. Graves regarding extension of objection deadline and status of Acevedo settlement.	.2	93.00
09/01/09	ET THORNE	Conducted research on whether individual members of class action must file proof of claim in bankruptcy; met with C. English re: same.	2.6	988.00
09/01/09	KA LANE	Telephone call with J. Graves and C. English regarding class proof and Acevedo settlement.	.5	232.50
09/01/09	KA LANE	Various correspondence with C. Giaimo and C. English re class issues.	.9	418.50
09/01/09	CG GIAIMO	Confer with K. Lane regarding possible objection to Acevedo action.	.2	112.00
09/01/09	CG GIAIMO	Review internal memorandum regarding Alvarado and Acevedo matters and concerns related to claims asserted therein.	.2	112.00
09/01/09	CG GIAIMO	Internal discussions regarding issues related to settlement of Acevedo class action and potential issues with regard to Alvarado claims.	.7	392.00
09/01/09	C- ENGLISH	Telephone conference and email with Debtors counsel regarding Acevedo and Alvarado labor claims.	.5	255.00
09/01/09	C- ENGLISH	Conference with E. Thorne regarding research conducted on class action tolling of proof of claim bar date.	.3	153.00
09/02/09	C- ENGLISH	Review research regarding tolling of class action claims in bankruptcy and related issues and analyze.	2.3	1,173.00
09/02/09	KA LANE	Exchange internal emails concerning Alvarado motion and Debtors' motion to approve Acevedo settlement.	.4	186.00
09/03/09	CC COHEN	Address issues regarding class action settlement.	.6	369.00
09/03/09	C- ENGLISH	Internal conferences and email regarding Acevedo/Alavarado claims and strategy.	.4	204.00
09/03/09	C- ENGLISH	Email correspondence with J. Graves regarding motion to approve Acevedo settlement.	.2	102.00

09/03/09	KA	LANE	Various correspondence with C. English and C. Cohen regarding issues with class action settlement.	.7	325.50
09/03/09	KA	LANE	Various correspondence with J. Graves regarding Acevedo settlement.	.3	139.50
09/03/09	KA	LANE	Telephone call with C. Giaimo regarding objection to Acevedo.	.2	93.00
09/03/09	CG	GIAIMO	Internal discussions pre concerns and strategy with respect to Acevedo settlement.	.7	392.00
09/03/09	CG	GIAIMO	Internal strategy and issue spotting discussions regarding class action settlement and impact on estate and unsecured distributions.	.9	504.00
09/03/09	CG	GIAIMO	Review status of Acevedo and related class action claims analysis and deadline to object to same.	.4	224.00
09/03/09	CG	GIAIMO	Confer with ESBA regarding outstanding employee claims issues.	.3	168.00
09/04/09	CG	GIAIMO	Additional strategy discussions regarding class action settlement and discussions of concerns with respect to overlap of claims and negative result on Trust claims post-confirmation.	1.4	784.00
09/04/09	KA	LANE	Various correspondence with C. Giaimo, C. Cohen and C. English regarding remaining class action issues.	1.2	558.00
09/04/09	KA	LANE	Telephone call with C. Giaimo, C. Cohen and C. English to discuss remaining class action issues.	.7	325.50
09/04/09	C-	ENGLISH	Telephone conference with C. Giaimo, C. Cohen, and K. Lane regarding strategy on Acevedo settlement motion.	.7	357.00
09/04/09	C-	ENGLISH	Draft objection to motion to approve Acevedo settlement.	2.6	1,326.00
09/04/09	CC	COHEN	Confer with C. English regarding issues relating to class action settlement.	.6	369.00
09/05/09	C-	ENGLISH	Internal email correspondence regarding draft objection to Acevedo settlement motion.	.3	153.00
09/07/09	C-	ENGLISH	Email with K. Lane regarding objection to Acevedo settlement.	.2	102.00
09/07/09	CG	GIAIMO	Review and revise objection to Acevedo settlement.	1.3	728.00
09/07/09	CG	GIAIMO	Review Debtors' settlement claims analysis.	.2	112.00
09/07/09	CG	GIAIMO	Emails and call with K. Lane regarding modification to Acevedo objection and review of related pleadings.	.4	224.00
09/08/09	CG	GIAIMO	Confer with K. Lane, et al. regarding Acevedo objection and required revisions and issues related thereto.	.5	280.00

09/08/09	CG	GIAIMO	Continued review and revision of Acevedo objection and circulation thereof.	.9	504.00
09/08/09	CG	GIAIMO	Internal discussions regarding outstanding claims and bar date related matters with respect to Acevedo and Alvarado class actions.	.7	392.00
09/08/09	CG	GIAIMO	Final review of Acevedo objection and confer with K. Lane regarding final edits.	.4	224.00
09/08/09	CG	GIAIMO	Confer with K. Lane and C. English regarding Acevedo objection, Alvarado motion and related class actions matters to discuss response to same and strategy for hearing.	1.0	560.00
09/08/09	CG	GIAIMO	Emails with Debtors' counsel regarding Acevedo objection and request for conference call to discuss the same.	.2	112.00
09/08/09	CC	COHEN	Conferences with C. English, K.Lane regarding Acevedo and Alvarado matters	.7	430.50
09/08/09	C-	ENGLISH	Internal conferences/email regarding objection to Acevedo settlement motion.	2.4	1,224.00
09/08/09	C-	ENGLISH	Work on objection to Acevedo settlement motion.	1.2	612.00
09/08/09	C-	ENGLISH	Email correspondence with Debtor's counsel regarding objection to Acevedo settlement.	.2	102.00
09/08/09	C-	ENGLISH	Review final Acevedo settlement numbers.	.2	102.00
09/08/09	C-	ENGLISH	Review agenda for 9/10/09 hearing.	.1	51.00
09/08/09	KA	LANE	Review and revise draft objection to Acevedo Motion.	2.4	1,116.00
09/08/09	KA	LANE	Correspondence and conference with J. Graves regarding individual proofs of claim.	.4	186.00
09/08/09	KA	LANE	Various correspondence with C. Giaimo and C. English regarding revisions to objection to Acevedo settlement.	.9	418.50
09/08/09	KA	LANE	Meeting with C. Giaimo and C. English to discuss arguments and strategy for Acevedo hearing.	1.0	465.00
09/08/09	KA	LANE	Further meeting with C. English regarding follow up research into allowance of class proofs of claim.	.2	93.00
09/08/09	KA	LANE	Review list of settling plaintiffs.	.2	93.00
09/08/09	KA	LANE	Correspondence with J. Graves and M. Kelsey regarding call in advance of settlement hearing.	.2	93.00
09/08/09	KA	LANE	Review, distinguish and shepardize Walrath opinion dealing with class certification.	.8	372.00
09/09/09	KA	LANE	Perform additional research into class action proofs of claim, DE and SDNY landscape of class action related claims.	2.6	1,209.00

09/09/09	KA	LANE	Exchange correspondence with J. Graves regarding Alvarado state court action.	.2	93.00
09/09/09	KA	LANE	Various correspondence with C. Cohen regarding Committee position as to Acevedo and Alvarado.	.4	186.00
09/09/09	KA	LANE	Exchange correspondence with C. English regarding additional class action research.	.2	93.00
09/09/09	C-	ENGLISH	Telephone call with Debtor's counsel, C. Giaimo, and K. Lane regarding Committee's objection to Acevedo settlement.	.8	408.00
09/09/09	C-	ENGLISH	Review Disclosure statement as it pertains to analysis of Acevedo and Alvarado putative classes.	.5	255.00
09/09/09	C-	ENGLISH	Conference with C. Cohen regarding objection to Acevedo settlement and strategy.	.3	153.00
09/09/09	CG	GIAIMO	Confer with C. English regarding class actions and related matters and call with Debtors' counsel regarding settlement and outstanding claims issues and discussions regarding Committee objection.	1.2	672.00
09/09/09	CG	GIAIMO	Confer with K. Lane regarding hearing on Acevedo motion and objection.	.3	168.00
09/09/09	CC	COHEN	Confer with C. English regarding Alvarado matter.	.2	123.00
09/10/09	CC	COHEN	Review and comment on debtors' draft objection to Alvarado motion and confer with team regarding same.	1.5	922.50
09/10/09	KA	LANE	Telephone calls and correspondence with J. Graves regarding case support for Alvarado opposition.	.4	186.00
09/10/09	KA	LANE	Further call with J. Graves regarding non-supervisory employee and POC issues.	.3	139.50
09/10/09	KA	LANE	Review results of case law research on POC issues.	4.1	1,906.50
09/10/09	KA	LANE	Correspondence and calls with C. English explaining significance of additional case law and conveying that Debtors' would send draft opposition to Alvarado.	.6	279.00
09/10/09	KA	LANE	Exchange correspondence with C. Cohen, C. English and J. Graves regarding proof of employment of putative class members.	.2	93.00
09/10/09	KA	LANE	Various correspondence with C. Giaimo and J. Graves regarding joining opposition.	.4	186.00
09/10/09	KA	LANE	Multiple further correspondence with C. English, C. Cohen and C. Giaimo re comments to objection, merits of motion, case law and related issues.	3.1	1,441.50

09/10/09	KA	LANE	Review Opposition drafted by Debtors (1.0)	1.0	465.00
09/10/09	KA	LANE	Conference with C. Cohen regarding Debtors' opposition (.2)	.2	93.00
09/10/09	KA	LANE	Correspondence to C. English outlining comments to objection.	.3	139.50
09/10/09	C-	ENGLISH	Internal conferences regarding Acevedo and Alvarado class actions and related strategy.	1.9	969.00
09/10/09	C-	ENGLISH	Review and analyze case law regarding treatment of class proofs of claim and Rule 23 analysis in bankruptcy.	3.4	1,734.00
09/10/09	C-	ENGLISH	Work on Debtor's draft objection to Alvarado motion to file class proof of claim.	2.9	1,479.00
09/10/09	CG	GIAIMO	Review revised agenda regarding cancellation of hearing (.1); emails with K. Lane regarding same (.1).	.2	112.00
09/10/09	CG	GIAIMO	Review and analyze case law regarding class proofs of claim in anticipation of contested hearing.	2.8	1,568.00
09/10/09	CG	GIAIMO	Additional review of information on class action issues provided by Debtors.	.7	392.00
09/10/09	CG	GIAIMO	Review draft opposition.	.7	392.00
09/10/09	CG	GIAIMO	Confer with K. Lane regarding opposition to Alvarado.	.5	280.00
09/10/09	CG	GIAIMO	Internal discussions and analysis regarding concerns with class action matters and pending motions and responses to same and discussion regarding Debtors' opposition to Alvarado motion.	2.4	1,344.00
09/10/09	CG	GIAIMO	Emails with Debtors' counsel regarding hearing schedule.	.2	112.00
09/11/09	CG	GIAIMO	Continued analysis and discussions regarding Debtors' opposition to Alvarado and Committee's joinder to same.	.6	336.00
09/11/09	CG	GIAIMO	Discussions with C. Cohen regarding class action claims and analysis thereof.	.8	448.00
09/11/09	CG	GIAIMO	Review draft Alvarado joinder.	.4	224.00
09/11/09	CG	GIAIMO	Emails with M. Rosenthal regarding joinder to Alvarado objection.	.2	112.00
09/11/09	CG	GIAIMO	Internal discussions regarding concerns with Alvarado motion and communications with J. Graves regarding same.	.5	280.00
09/11/09	C-	ENGLISH	Internal conference regarding Alvarado class proof of claim and objection to same.	.7	357.00
09/11/09	C-	ENGLISH	Work on Debtor's objection to Alvarado class proof of claim and committee's joinder.	1.7	867.00

09/11/09	C-	ENGLISH	Conference with K. Lane regarding Acevedo settlement/due diligence on class overlap issue.	.2	102.00
09/11/09	KA	LANE	Review revised objection to Alvarado and review for incorporation of Committee comments.	.8	372.00
09/11/09	KA	LANE	Various telephone calls with and correspondence to and from J. Graves regarding Committee comments to objection to Alvarado.	1.4	651.00
09/11/09	KA	LANE	Various conferences with C. English regarding remaining issues with objection.	.6	279.00
09/11/09	KA	LANE	Multiple correspondence with C. Cohen, C. Giaimo and C, English regarding Alvarado joinder and objection.	1.8	837.00
09/11/09	KA	LANE	Correspondence and calls with local counsel concerning joinder in Debtors' objection.	.4	186.00
09/11/09	KA	LANE	Review Wells Fargo's joinder to Alvarado Objection.	.2	93.00
09/11/09	KA	LANE	Correspondence and calls with J. Graves regarding substantiation of Debtors' belief that C Construction and HNR employed different putative class members.	.4	186.00
09/11/09	KA	LANE	Correspondence and calls with C. English regarding Committee's suggestions for substantiation of Debtors' belief that C Construction and HNR employed different putative class members.	.3	139.50
09/11/09	KA	LANE	Review affidavits and exhibits to Alvarado objection.	.4	186.00
09/11/09	KA	LANE	Draft joinder and reservation of rights of Committee to Debtors' Objection to Alvarado Motion.	.7	325.50
09/11/09	CC	COHEN	Review new debtors' draft of objection to Alvarado motion, review joinder, confer with team.	1.1	676.50
09/14/09	CG	GIAIMO	Review additional information provided by Debtors regarding class claims.	.9	504.00
09/15/09	CG	GIAIMO	Review issues regarding hearing on Alvarado and strategy therefor.	.3	168.00
09/16/09	CC	COHEN	Re-evaluate position on Acevedo in view of postponement of Alvarado motion.	.9	553.50
09/16/09	C-	ENGLISH	Review class action claimant and settlement spreadsheets provided by Debtor's counsel.	.7	357.00
09/16/09	C-	ENGLISH	Internal emails regarding strategy on Alvarado and Acevedo class motions.	.5	255.00
09/16/09	KA	LANE	Correspondence to and from C. Giaimo regarding Alvarado adjournment.	.8	372.00

09/16/09	KA	LANE	Correspondence to and from C. English and C. Cohen regarding Acevedo 9019.	.3	139.50
09/16/09	KA	LANE	Telephone call to local counsel directing withdrawal of the Committee's objection to Acevedo.	.1	46.50
09/16/09	KA	LANE	Telephone call with C. Giaimo regarding Alvarado/Acevedo.	.2	93.00
09/16/09	KA	LANE	Review email from Alvarado's attorney.	.1	46.50
09/16/09	KA	LANE	Meeting with C. Giaimo regarding Alvarado/Acevedo.	.6	279.00
09/16/09	KA	LANE	Review motion for leave to reply and reply filed by Acevedo.	.5	232.50
09/16/09	KA	LANE	Correspondence with C. Giaimo regarding Acevedo leave and reply.	.4	186.00
09/16/09	KA	LANE	Correspondence to Debtors and class counsel advising of withdrawal of objection to Acevedo.	.2	93.00
09/16/09	CG	GIAIMO	Internal discussions regarding strategy, concerns and response with respect to class action matters.	.9	504.00
09/16/09	CG	GIAIMO	Review recently-filed pleadings regarding class action proofs of claim (.5); draft emails with counsel regarding same (.2).	.7	392.00
09/16/09	CG	GIAIMO	Emails and calls with Debtors' counsel regarding class action matters and opposition thereto.	.3	168.00
09/17/09	CG	GIAIMO	Internal emails regarding status of class actions.	.2	112.00
09/17/09	KA	LANE	Various correspondence with C. Cohen, C. English and C. Giaimo regarding resolution of Acevedo Settlement.	.9	418.50
09/17/09	C-	ENGLISH	Email with C. Giaimo regarding Acevedo objection withdrawal.	.2	102.00
09/18/09	CG	GIAIMO	Review order approving Acevedo settlement.	.2	112.00
09/18/09	CG	GIAIMO	Review recently-filed Alvarado pleadings.	1.3	728.00
09/18/09	CC	COHEN	Review court filings regarding Acevedo and Alvarado.	.5	307.50
09/19/09	C-	ENGLISH	E-mail with K. Lane regarding Lender's document production.	.2	102.00
09/21/09	C-	ENGLISH	Review and consider Alvarado's reply brief in support of motion to file class proof of claim.	.5	255.00
09/21/09	KA	LANE	Review and analyze arguments contained in Amended Reply to Alvarado Objection/Joinders.	.6	279.00
09/23/09	KA	LANE	Review list of settling plaintiffs filed by debtors.	.2	93.00
09/28/09	CG	GIAIMO	Review status of Alvarado proceedings and issues related thereto.	.4	224.00
09/29/09	CG	GIAIMO	Review information regarding executive compensation.	.4	224.00
09/29/09	CG	GIAIMO	Review recent Alvarado pleadings.	.3	168.00

09/30/09	CG	GIAIMO	Internal discussions and analysis of Alvarado motions.	.3	168.00
09/30/09	C-	ENGLISH	Review and consider Debtor's surreply to Alvarado's motion to approve class proof of claim.	.3	153.00
09/30/09	KA	LANE	Review Motion to file Surreply to Alvarado.	.3	139.50
09/30/09	KA	LANE	Review Surreply.	.3	139.50
09/30/09	KA	LANE	Summarize surreply and correspondence to C. Cohen and C. English regarding same.	.3	139.50

CURRENT FEES

51,609.50

TIMEKEEPER TIME SUMMARY

CAROL C. COHEN	6.1	at	\$615.00 =	3,751.50
CHRIS GIAIMO	28.1	at	\$560.00 =	15,736.00
CAROLINE ENGLISH	26.4	at	\$510.00 =	13,464.00
KATIE A. LANE	38.0	at	\$465.00 =	17,670.00
EMILY THORNE	2.6	at	\$380.00 =	988.00

TOTALS	101.2			51,609.50

SUBTOTAL FOR THIS MATTER

\$51,609.50

(00014) MATTER NUMBER

RE: Real Estate and Leasing and Executory Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/08/09	KA LANE	Review and respond to correspondence from R. Richardson and C. Cohen regarding unencumbered real estate.	.4	186.00
09/08/09	RJ RICHARDSON	Reviewed and reconciled Real Property spreadsheet provided by Wells Fargo. Organized production materials relating to approximately 70 properties identified on the spreadsheet.	2.1	861.00
09/08/09	CG GIAIMO	Review updated real estate spreadsheet and issues related to unencumbered property.	.3	168.00
09/08/09	CC COHEN	Review real estate spreadsheet.	.4	246.00
09/08/09	TR CASTIELLO	Review spreadsheet prepared by R. Richardson.	.2	102.00
09/08/09	TR CASTIELLO	Speak with R. Richardson regarding spreadsheet.	.1	51.00
09/09/09	CG GIAIMO	Confer with C. Cohen regarding issues related to unencumbered real estate and matters related to possible recovery.	.3	168.00
09/09/09	RJ RICHARDSON	Reconciled updated real property spreadsheet with feasibility analysis, liquidation analysis and balance sheet.	5.2	2,132.00
09/09/09	KA LANE	Various correspondence with R. Richardson regarding real property analysis and upcoming deadlines.	.5	232.50
09/10/09	RJ RICHARDSON	Prepared e-mail summarizing reconciliation between real estate spreadsheet and liquidation analysis and feasibility analysis. Outlined plan to review mortgages.	2.1	861.00
09/10/09	KA LANE	Review analysis prepared by R. Richardson pertaining to reconciliation.	.2	93.00
09/10/09	KA LANE	Correspondence with R. Richardson regarding discrepancies and possibility that properties were sold in the ordinary course.	.2	93.00
09/10/09	CG GIAIMO	Analysis of updated real estate spreadsheet and memorandum regarding same.	.8	448.00
09/10/09	CG GIAIMO	Review analysis of recorded mortgages.	.3	168.00

Date	Initials	Name	Description	Hours	Amount
09/10/09	RJ	RICHARDSON	Met with T. Castiello to discuss plan to review mortgages and reconciliation with feasibility analysis, liquidation analysis and financial statements.	.3	123.00
09/10/09	TR	CASTIELLO	Review comparison of real estate values prepared by R. Richardson.	.4	204.00
09/10/09	TR	CASTIELLO	Speak with R. Richardson regarding issues raised by real estate value comparison.	.3	153.00
09/10/09	TR	CASTIELLO	Review memorandum prepared by R. Richardson regarding issues raised by comparison of real estate values; review correspondence from K. Lane regarding such issues.	.3	153.00
09/11/09	TR	CASTIELLO	Participate in conference call with C. Giaimo, C. Cohen, K. Lane and financial advisor to discuss real estate and tax refund issues.	.8	408.00
09/11/09	CG	GIAIMO	Confer with R. Richardson regarding real estate analysis and matters regarding unencumbered assets.	.4	224.00
09/11/09	KA	LANE	Correspondence to M. Dervis and D. Kerrigan conveying Richardson's real estate analysis.	.2	93.00
09/11/09	KA	LANE	Telephone call with C. Cohen, C. Giaimo, T. Castiello and M. Dervis regarding real estate and tax issues.	.8	372.00
09/14/09	RJ	RICHARDSON	Reviewed over 55 recorded mortgages relating to pre-petition financing.	6.3	2,583.00
09/14/09	CG	GIAIMO	Review and analyze appraisal information.	1.7	952.00
09/14/09	TR	CASTIELLO	Speak with R. Richardson regarding Wells Fargo deeds of trust.	.2	102.00
09/14/09	RJ	RICHARDSON	Categorized pre-petition secured lender's mortgages relating to real estate collateral.	.9	369.00
09/14/09	KA	LANE	Conferences, emails and calls with R. Richardson regarding real estate mortgages and Dervis analyses.	.7	325.50
09/14/09	KA	LANE	Review appraisal analysis prepared by M. Dervis.	.2	93.00
09/14/09	RJ	RICHARDSON	Reviewed documents relating to de minimus sales procedures. Research whether sale of certain real property was appropriate.	.9	369.00
09/14/09	RJ	RICHARDSON	Met with T. Castiello to discuss review of mortgages.	.2	82.00
09/15/09	RJ	RICHARDSON	Continued review of over 55 recorded mortgages and fixture filings relating to pre-petition financing.	6.1	2,501.00
09/15/09	CG	GIAIMO	Review updated real estate reconciliation and values from ESBA.	1.2	672.00

09/15/09	CG	GIAIMO	Emails with D. Kerrigan regarding status of real estate analysis and possible sources of distribution to unsecureds.	.3	168.00
09/16/09	RJ	RICHARDSON	Categorized paperwork produced relating to real estate liens.	2.1	861.00
09/16/09	RJ	RICHARDSON	Continued review of recorded mortgages.	3.8	1,558.00
09/16/09	RJ	RICHARDSON	Met with T. Castiello to discuss review of Deeds of Trust and Mortgages.	.3	123.00
09/16/09	TR	CASTIELLO	Discuss recording status of Wells Fargo mortgages with R. Richardson.	.4	204.00
09/16/09	KA	LANE	Review analysis prepared by R. Richardson regarding unencumbered property.	.2	93.00
09/16/09	CG	GIAIMO	Review real estate analysis regarding mortgages.	.2	112.00
09/17/09	CG	GIAIMO	Discussions regarding strategy for real estate/mortgage analysis.	.3	168.00
09/23/09	KA	LANE	Review real estate summary prepared by R. Richardson.	.2	93.00
09/23/09	KA	LANE	Review motion to extend deadline for assumption/rejection of nonresidential real property.	.4	186.00
09/30/09	RJ	RICHARDSON	Sent e-mail to debtor's counsel requesting recorded Mitchell obligation.	.1	41.00
09/30/09	C-	ENGLISH	Email with R. Richardson regarding review of recorded Deeds of Trust.	.2	102.00

CURRENT FEES

19,297.00

TIMEKEEPER TIME SUMMARY

CAROL C. COHEN	.4	at \$615.00 =	246.00
CHRIS GIAIMO	5.8	at \$560.00 =	3,248.00
CAROLINE ENGLISH	.2	at \$510.00 =	102.00
THOMAS R. CASTIELLO	2.7	at \$510.00 =	1,377.00
KATIE A. LANE	4.0	at \$465.00 =	1,860.00
RACHEL J. RICHARDSO	30.4	at \$410.00 =	12,464.00
TOTALS	43.5		19,297.00

SUBTOTAL FOR THIS MATTER

\$19,297.00

(00015) MATTER NUMBER
RE: Creditor Inquiries

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/03/09	CG GIAIMO	Respond to inquiries from general unsecured claimants regarding case status.	.2	112.00
09/08/09	KA LANE	Telephone call from employee creditor regarding settlement of claim in exchange for waiver of non-compete.	.1	46.50
09/11/09	CG GIAIMO	Call with claims purchasers regarding status of proceeding and related case matters.	.3	168.00

CURRENT FEES

326.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.5	at \$560.00 =	280.00
KATIE A. LANE	.1	at \$465.00 =	46.50
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TOTALS	0.6		326.50

SUBTOTAL FOR THIS MATTER

\$326.50

(00016) MATTER NUMBER

RE: Automatic Stay and Section 362 and 363 Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/01/09	CG GIAIMO	Review internal memorandum regarding Suntrust stay relief motion and issues related thereto.	.2	112.00
09/13/09	AK CAMPBELL	Review docket for status of Suntrust stay relief motion; correspond with C. Giaimo re: the same.	.2	62.00
09/14/09	KA LANE	Review docket to ascertain de minimus sales to date.	.2	93.00
09/14/09	CG GIAIMO	Confer with A. Campbell regarding SunTrust motion for stay relief and analysis of issues related thereto.	.4	224.00
09/15/09	CG GIAIMO	Emails with plaintiff's counsel regarding stay relief for proceeds of insurance.	.3	168.00
09/16/09	CG GIAIMO	Confer with A. Campbell regarding creditors' request for stay relief for insurance proceeds.	.3	168.00
09/17/09	CG GIAIMO	Confer with K. Lane regarding stipulation to modify stay to allow creditor to proceed against insurance proceeds.	.2	112.00
09/18/09	CG GIAIMO	Review order approving stipulation granting Greystone stay relief.	.1	56.00
09/18/09	CG GIAIMO	Review order approving stipulation granting Suntrust stay relief.	.1	56.00
09/21/09	AK CAMPBELL	Review personal injury claimant docs and email debtors counsel re: lift stay stip.	.5	155.00
09/23/09	KA LANE	Review Motion of Weis Builders for stay relief.	.4	186.00
09/23/09	KA LANE	Review Debtors' Stipulation with Suntrust and related order.	.3	139.50
09/23/09	KA LANE	Telephone call and correspondence with A Campbell regarding stay relief for personal injury plaintiffs.	.2	93.00
09/24/09	AK CAMPBELL	Correspond with PI claimant counsel re: lift stay.	.6	186.00
09/25/09	AK CAMPBELL	Correspond with counsel for PI claimant re: lift stay motion.	.2	62.00
09/25/09	KA LANE	Review Graystone order and stipulation.	.3	139.50
09/25/09	KA LANE	Review Suntrust order and stipulation (.3)	.3	139.50

CURRENT FEES

2,151.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	1.6	at	\$560.00 =	896.00
KATIE A. LANE	1.7	at	\$465.00 =	790.50
ANDREA K. CAMPBELL	1.5	at	\$310.00 =	465.00

TOTALS	4.8			2,151.50

SUBTOTAL FOR THIS MATTER

\$2,151.50

(00017) MATTER NUMBER

RE: Investigation of Secured Creditor, Equipment Lessors

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
09/01/09	CG GIAIMO	Confer with K. Lane regarding document reconciliation and status of investigation.	.3	168.00
09/04/09	CG GIAIMO	Internal discussions regarding document reconciliation and status of investigation.	.3	168.00
09/04/09	KA LANE	Briefly review additional documents in document room.	.3	139.50
09/04/09	KA LANE	Prepare for call with Debtors and Lenders by reviewing requests and reconciliation.	.3	139.50
09/09/09	CG GIAIMO	Email investigation analysis to ESBA and discussions and emails with M. Dervis regarding same.	.4	224.00
09/09/09	CG GIAIMO	Internal discussions regarding investigation status and matters related to Lender's production and deadline issues.	.3	168.00
09/09/09	CC COHEN	Confer with Rachel Richardson, C. Giaimo regarding investigation of potential lender claims.	.4	246.00
09/10/09	CC COHEN	Review new documents on website.	.2	123.00
09/10/09	KA LANE	Review DIP Order and Challenge Period deadlines.	.3	139.50
09/10/09	KA LANE	Correspondence to Debtors and Lenders requesting extension of Challenge Period and certainty as to receipt of documents.	.4	186.00
09/10/09	KA LANE	Telephone from Lenders' counsel assuring delivery of documents on 9/11 or 9/12.	.1	46.50
09/10/09	KA LANE	Convey status of document delivery to team.	.2	93.00
09/11/09	KA LANE	Correspondence to K. Fisher requesting extension of Challenge Period Deadline to accommodate review of correspondence.	.3	139.50
09/11/09	KA LANE	Confer with C. Giaimo and C. Cohen regarding extension of Challenge Period.	.2	93.00
09/11/09	CG GIAIMO	Confer with K. Lane regarding extension of review period and matters related thereto.	.2	112.00
09/11/09	CC COHEN	Review documents produced by lenders regarding potential claims.	.8	492.00

09/14/09	CG	GIAIMO	Review bank covenant modifications and issues related thereto.	.6	336.00
09/14/09	KA	LANE	Conference with C. Giaimo to discuss status of document review and investigation.	.3	139.50
09/14/09	KA	LANE	Analyze changes to bank agreement covenants summarized by M. Dervis.	.3	139.50
09/16/09	CG	GIAIMO	Internal discussions regarding requested production of documents and Debtors' and Lenders' reluctance to comply.	.2	112.00
09/17/09	CG	GIAIMO	Confer with K. Lane regarding status of challenge period extension and issues related thereto.	.3	168.00
09/17/09	CC	COHEN	Confer with C. English regarding review of documents produced by lenders.	.8	492.00
09/17/09	C-	ENGLISH	Conferences with C. Cohen regarding secured lien investigation.	.6	306.00
09/17/09	C-	ENGLISH	Review background file, including summaries and correspondence regarding overview of pre-petition financing.	1.1	561.00
09/17/09	C-	ENGLISH	Internal email correspondence regarding challenge period extension.	.2	102.00
09/17/09	RJ	RICHARDSON	Discussed new document production with K. Lane.	.1	41.00
09/17/09	RJ	RICHARDSON	Commenced review of e-mails and correspondence produced by the secured lender.	.4	164.00
09/18/09	RJ	RICHARDSON	Met with C. English to discuss potential causes of action relating to information discovered in lender-produced e-mails.	.3	123.00
09/18/09	RJ	RICHARDSON	Continued review of lender-produced e-mail correspondence. Analyzed e-mails for any potential claims.	2.8	1,148.00
09/18/09	C-	ENGLISH	Meeting with R. Richardson regarding review of Lenders' documents.	.3	153.00
09/18/09	C-	ENGLISH	Internal conferences/e-mail regarding secured lien investigation and discovery efforts.	1.1	561.00
09/18/09	CC	COHEN	Confer with C. English regarding document collection.	.2	123.00
09/21/09	CC	COHEN	Conferences with team regarding lender investigation.	.7	430.50
09/21/09	C-	ENGLISH	Internal e-mails regarding coordination of secured lien investigation and discovery efforts.	.8	408.00
09/21/09	C-	ENGLISH	Telephone conference with C. Cohen regarding secured lien investigation.	.4	204.00
09/21/09	C-	ENGLISH	Review and analyze documents produced by Lenders.	1.4	714.00
09/21/09	RJ	RICHARDSON	Continued review of lender-produced e-mail correspondence.	4.1	1,681.00

09/21/09	JN	ROTHLEDER	Telephone conference with C. C. Cohen regarding strategies relating to lender investigation and restrictions contained in DIP order.	.3	139.50
09/21/09	CG	GIAIMO	Review entered order approving extension of challenge period.	.2	112.00
09/21/09	CG	GIAIMO	Review email discussions regarding production of documents.	.4	224.00
09/22/09	RJ	RICHARDSON	Continued review of e-mail correspondence produced by Wells Fargo.	4.1	1,681.00
09/22/09	C-	ENGLISH	Review prior correspondence with Debtors' and Lenders' counsel regarding Committee's document requests.	.3	153.00
09/22/09	C-	ENGLISH	Conference and e-mails with K. Lane regarding Committee's document requests.	.3	153.00
09/22/09	C-	ENGLISH	Review and analyze documents produced by Lenders.	4.8	2,448.00
09/22/09	C-	ENGLISH	Email correspondence with R. Richardson regarding Lender documents.	.2	102.00
09/22/09	C-	ENGLISH	Review First Day Declaration of P. Street, DIP Order, and Stipulation extending Challenge Period.	.9	459.00
09/23/09	CC	COHEN	Respond to questions from team regarding document collection	.2	123.00
09/23/09	RJ	RICHARDSON	Prepared for meeting with C. English and K. Lane by reviewing notes relating to review of e-mail correspondence.	.5	205.00
09/23/09	RJ	RICHARDSON	Attended internal meeting with C. English and K. Lane to discuss e-mail document production and strategy moving forward.	.9	369.00
09/23/09	RJ	RICHARDSON	Attended conference call with K. Fisher, A. Ford, C. English and K. Lane to discuss limited document production and need for additional documents from lender.	.7	287.00
09/23/09	C-	ENGLISH	Review Wells Fargo credit agreement and amendments.	1.4	714.00
09/23/09	C-	ENGLISH	Conference with C. Cohen regarding secured lien discovery efforts.	.2	102.00
09/23/09	C-	ENGLISH	Review and analyze documents produced by Lenders.	2.6	1,326.00
09/23/09	C-	ENGLISH	Internal e-mail correspondence regarding coordination of discovery efforts.	.2	102.00
09/24/09	C-	ENGLISH	Review and analyze Wells limited waiver agreements and other pre-petition financing related documents.	1.9	969.00
09/24/09	C-	ENGLISH	Internal e-mail correspondence coordinating discovery efforts.	.9	459.00
09/24/09	C-	ENGLISH	Analysis of pre-petition lien issues.	1.4	714.00

09/25/09	C-	ENGLISH	Internal e-mail correspondence coordinating discovery efforts.	.6	306.00
09/25/09	C-	ENGLISH	Work on pre-petition financing chronology.	1.3	663.00
09/25/09	C-	ENGLISH	Analysis of pre-petition financing/lien issues.	1.4	714.00
09/25/09	C-	ENGLISH	Meeting with R. Richardson regarding lien perfection and grantor/guarantor analysis.	.5	255.00
09/25/09	RJ	RICHARDSON	Met with C. English to discuss pre-petition mergers as they relate to the perfection analysis.	.5	205.00
09/26/09	C-	ENGLISH	Teleconference with Debtors' counsel A. York, K. Lane and D. Ottaviano regarding document requests pertaining to pre-petition liens.	.3	153.00
09/26/09	C-	ENGLISH	Internal e-mail correspondence regarding discovery efforts.	.3	153.00
09/28/09	C-	ENGLISH	Work on pre-petition financing chronology.	1.6	816.00
09/28/09	RJ	RICHARDSON	Continued review of lender-produced e-mail correspondence.	5.6	2,296.00
09/29/09	RL	REFERENCE	Researched to find information on several companies and executives of the Building Materials Holding Corporation for C. English.	2.3	494.50
09/29/09	C-	ENGLISH	Compile/review key documents for C. Giaimo.	.3	153.00
09/29/09	C-	ENGLISH	Supplement/revise pre-petition financing chronology.	1.6	816.00
09/29/09	C-	ENGLISH	Conference with R. Richardson regarding pre-petition financing issues and analysis.	.2	102.00
09/29/09	C-	ENGLISH	Telephone conference with Lenders' counsel K. Fisher and A. Ford, K. Lane, and R. Richardson regarding lenders' document production.	.2	102.00
09/29/09	C-	ENGLISH	Review and analyze additional information received, news articles, and other documents pertaining to pre-petition liens.	1.8	918.00
09/29/09	CG	GIAIMO	Meeting with R. Richardson regarding results of lien investigation.	.4	224.00
09/29/09	RJ	RICHARDSON	Met with C. English to discuss secured lender's liens.	.2	82.00
09/29/09	RJ	RICHARDSON	Call with Kevin Fischer, Katie Lane and Caroline English regarding additional document production.	.2	82.00
09/29/09	RJ	RICHARDSON	Prepared package of potentially relevant lender-produced e-mail correspondence for each team member to review and comment.	1.4	574.00
09/29/09	RJ	RICHARDSON	Continued review of lender-produced e-mail correspondence.	1.6	656.00

09/29/09	RJ	RICHARDSON	Responded to inquiry from K. Lane relating to perfection of general intangibles.	.2	82.00
09/30/09	C-	ENGLISH	Email to C. Giaimo updating status on lender document discovery.	.2	102.00
09/30/09	C-	ENGLISH	Internal email correspondence regarding analysis of pre-petition liens.	.4	204.00
09/30/09	C-	ENGLISH	Analysis of pre-petition lien issues.	1.1	561.00
09/30/09	CG	GIAIMO	Confer with R. Richards regarding Lenders' production of documents and issues raised therein.	.2	112.00

CURRENT FEES

32,451.00

TIMEKEEPER TIME SUMARY

CAROL C. COHEN	3.3	at	\$615.00 =	2,029.50
CHRIS GIAIMO	3.8	at	\$560.00 =	2,128.00
CAROLINE ENGLISH	32.8	at	\$510.00 =	16,728.00
JEFFREY ROTHLEDER	.3	at	\$465.00 =	139.50
KATIE A. LANE	2.7	at	\$465.00 =	1,255.50
RACHEL J. RICHARDSON	23.6	at	\$410.00 =	9,676.00
LIBRARIAN REFERENCE	2.3	at	\$215.00 =	494.50

TOTALS	68.8			32,451.00

SUBTOTAL FOR THIS MATTER

\$32,451.00

(00018) MATTER NUMBER

RE: Utilities and Regulatory Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
09/23/09	KA LANE	Review notice with respect to Utility Providers.	.2	93.00

CURRENT FEES

93.00

TIMEKEEPER TIME SUMMARY

KATIE A. LANE	.2	at \$465.00 =	93.00
TOTALS	0.2		93.00

SUBTOTAL FOR THIS MATTER

\$93.00

(00019) MATTER NUMBER

RE: Chapter 5 Litigation, Collection and Investigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/11/09	CG GIAIMO	Confer with C. Cohen regarding potential chapter 5 avoidance actions.	.3	168.00
09/17/09	AK CAMPBELL	Discuss preference research with C. Cohen.	.3	93.00
09/17/09	CC COHEN	Confer with A. Campbell regarding research on preference implications of payment of tax refund to lenders.	.8	492.00
09/29/09	AK CAMPBELL	Research preference issues with regard to pre-payment of secured debt; discuss the same with K. Lane and C. Giaimo.	1.1	341.00
09/29/09	KA LANE	Review Wells correspondence dealing with application of tax refund.	.2	93.00
09/29/09	KA LANE	Correspondence to and from C. English and R. Richardson regarding application of tax refund.	.6	279.00
09/29/09	KA LANE	Call with A. Campbell regarding preference exposure and explaining current theories.	.4	186.00
09/30/09	C- ENGLISH	Email correspondence regarding preference claim analysis of tax refund payment.	.4	204.00
09/30/09	CG GIAIMO	Review and analysis regarding Lenders' receipt of tax refund and implications thereof.	.7	392.00
09/30/09	CG GIAIMO	Confer with R. Richardson regarding tax refund related matters.	.3	168.00
09/30/09	AK CAMPBELL	Research preference issues with regard to pre-payment of secured debt and review various correspondence re: the same.	.9	279.00

CURRENT FEES

2,695.00

TIMEKEEPER TIME SUMMARY

CAROL C. COHEN	.8	at \$615.00 =	492.00
CHRIS GIAIMO	1.3	at \$560.00 =	728.00
CAROLINE ENGLISH	.4	at \$510.00 =	204.00
KATIE A. LANE	1.2	at \$465.00 =	558.00
ANDREA K. CAMPBELL	2.3	at \$310.00 =	713.00

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9 OCTOBER 2009

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TOTALS 6.0 2,695.00

SUBTOTAL FOR THIS MATTER \$2,695.00

(00021) MATTER NUMBER
RE: Tax

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
09/01/09	KA LANE	Various correspondence with M. Dervis and D. Kerrigan re tax issues.	.3	139.50
09/02/09	KA LANE	Review correspondence from PJS and ESBA regarding status and application of income tax returns.	.3	139.50
09/30/09	KA LANE	Research tax refund and disclosure timing issues and review cases on same.	3.9	1,813.50

CURRENT FEES

2,092.50

TIMEKEEPER TIME SUMMARY

KATIE A. LANE	4.5	at \$465.00 =	2,092.50
TOTALS	4.5		2,092.50

SUBTOTAL FOR THIS MATTER

\$2,092.50

(00022) MATTER NUMBER
RE: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/11/09	AK CAMPBELL	Correspond with opposing counsel re: certificate of no objection; review docket re: the same.	.2	62.00
09/11/09	CG GIAIMO	Emails with A. Campbell regarding fee application and notices thereof.	.2	112.00
09/11/09	LA INDELICATO	Discussions with Nova Constantino and Vilma Santiago regarding disbursements.	.2	53.00
09/14/09	AK CAMPBELL	Review July bill and draft second monthly fee application.	3.8	1,178.00
09/15/09	AK CAMPBELL	Revise July fee application; discuss the same with C. Giaimo and K. Lane	.7	217.00
09/15/09	KA LANE	Various correspondence with A. Campbell regarding July and first interim fee application.	.6	279.00
09/15/09	KA LANE	Review and comment on draft July fee application.	1.2	558.00
09/15/09	KA LANE	Review detailed time billings for use in narratives.	1.8	837.00
09/15/09	CG GIAIMO	Review and revise invoices for compliance with local rules.	1.8	1,008.00
09/16/09	AK CAMPBELL	Draft monthly and interim fee applications; discuss the same with K. Lane and C. Giaimo.	4.2	1,302.00
09/16/09	KA LANE	Draft/revise July fee application.	3.4	1,581.00
09/16/09	KA LANE	Various correspondence with A. Campbell regarding July fee application.	.4	186.00
09/16/09	CG GIAIMO	Review and revise invoices for fee applications.	1.6	896.00
09/16/09	CG GIAIMO	Confer with A. Campbell regarding fee application formats, statements and related preparation issues.	.4	224.00
09/17/09	CG GIAIMO	Internal discussions regarding form of fee applications.	.2	112.00
09/17/09	KA LANE	Various correspondence with A. Campbell regarding July and August fee applications.	.8	372.00
09/17/09	KA LANE	Perform final review and revisions to July fee application, exhibits and related documents.	1.3	604.50
09/17/09	KA LANE	Review August invoices and detailed time entries for preparation of narratives.	1.4	651.00
09/17/09	KA LANE	Draft August fee application narratives.	1.8	837.00

09/17/09	KA	LANE	Meetings with A. Campbell regarding various fee applications to be filed.	.5	232.50
09/17/09	KA	LANE	Correspondence with local counsel regarding filing of July and August fee applications.	.3	139.50
09/17/09	AK	CAMPBELL	Revise July fee application; discuss the same with K. Lane.	2.8	868.00
09/17/09	AK	CAMPBELL	Draft and revise August fee application.	4.1	1,271.00
09/17/09	AK	CAMPBELL	Continue to draft interim fee application.	1.1	341.00
09/18/09	KA	LANE	Review, revise and finalize August Fee Application and related exhibits.	2.2	1,023.00
09/18/09	AK	CAMPBELL	Correspond with K. Lane re: status of fee applications.	.1	31.00
09/21/09	KA	LANE	Review and revise quarterly fee application.	.9	418.50
09/21/09	KA	LANE	Review prior AF fee applications for incorporation into AF quarterly fee application.	.3	139.50
09/21/09	KA	LANE	Correspondence to A. Campbell regarding quarterly fee application.	.2	93.00
09/21/09	AK	CAMPBELL	Review interim fee application.	.6	186.00
09/22/09	SL	LINN	Analyze filed fee petitions and prepare tracking chart of requested fees for financial advisors;	2.9	478.50
09/23/09	SL	LINN	Analyze filed fee petitions and prepare tracking chart of requested fees for financial advisors;	4.2	693.00
09/23/09	KA	LANE	Meeting with R. Richardson to discuss fee application requirements.	.2	93.00
09/23/09	KA	LANE	Review pertinent parts of PJS, KPMG and Young Conway Second Fee Applications.	.4	186.00
09/24/09	SL	LINN	Assemble binder of filed fee petitions and tracking data;	1.2	198.00
09/25/09	KA	LANE	Review pertinent portions of A&M, PWC and GDC third and interim fee applications.	.8	372.00
09/29/09	KA	LANE	Review Fee Applications and determine CNO return date.	.2	93.00

CURRENT FEES

17,926.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	4.2	at	\$560.00 =	2,352.00
KATIE A. LANE	18.7	at	\$465.00 =	8,695.50
ANDREA K. CAMPBELL	17.6	at	\$310.00 =	5,456.00
LISA INDELICATO	.2	at	\$265.00 =	53.00
SHEILA LINN	8.3	at	\$165.00 =	1,369.50
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TOTALS	49.0	17,926.00
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SUBTOTAL FOR THIS MATTER	\$17,926.00
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(00024) MATTER NUMBER

RE: Creditor Information Sharing and 1102 Services

FOR PROFESSIONAL SERVICES RENDERED THROUGH: SEPTEMBER 30, 2009

Date	Timekeeper		Hours	Value
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09/10/09	CG GIAIMO	Review final order on creditor access to information.	.1	56.00

CURRENT FEES

56.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.1	at \$560.00 =	56.00
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TOTALS	0.1		56.00

SUBTOTAL FOR THIS MATTER

\$56.00

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SUMMARY OF CHARGES

TOTAL FOR: PHONE CHARGES	6.30
TOTAL FOR: DUPLICATING SUMMARY	375.00
TOTAL FOR: PRINTING/BINDING	0.50
TOTAL FOR: MEALS	22.81
TOTAL FOR: PROFESSIONAL SERVICE FEES	246.06

		Area of Expertise, Year Admitted	Hours	Rate (\$)	Amount (\$)
PARTNER					
ALAN S. DUBIN		BF, 1976 (MD), 1977 (DC)	.40	655.00	262.00
TIMOTHY F. BROWN			.90	630.00	567.00
CAROL C. COHEN		EMPL & BR 1977 (OH), 1981 (DC)	18.40	615.00	11,316.00
CHRIS GIAIMO		BR, 1995 (NY), 1998 (DC, MD)	88.20	560.00	49,392.00
DEANNE M. OTTAVIANO			2.60	555.00	1,443.00
CAROLINE ENGLISH			74.40	510.00	37,944.00
THOMAS R. CASTIELLO			2.90	510.00	1,479.00
ASSOCIATES					
JEFFREY ROTHLEDER		BR, 2002 (MD)	.30	465.00	139.50
KATIE A. LANE		BR, 2002 (FL), 2007 (DC)	158.10	465.00	73,516.50
RACHEL J. RICHARDSON			58.40	410.00	23,944.00
EMILY THORNE			2.60	380.00	988.00
ANDREA K. CAMPBELL		BR, 2008 (FL), 2009 (VA, DC)	29.40	310.00	9,114.00
PARAPROFESSIONALS					
LISA INDELICATO		BR	.20	265.00	53.00
ALVIN D. THURMAN			.50	205.00	102.50
SHEILA LINN			26.00	165.00	4,290.00
LIBRARIAN REFERENCE			2.30	215.00	494.50
			465.60		215,045.00

Blended Rate: 461.87

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

031659 Building Materials Holding Corporation,
9 OCTOBER 2009

Invoice Number 1217009
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CURRENT CHARGES FOR ALL MATTERS	650.67
CURRENT FEES FOR ALL MATTERS	215,045.00
TOTAL AMOUNT OF THIS INVOICE	\$215,695.67
	=====

REMAINING RETAINER BALANCE:	\$.00
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ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C 20036-5339

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

Taxpayer Identification Number: 53-0214923

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

Invoice Number 1217009
Invoice Date 10/09/09
Client Number 031659

-- REMITTANCE COPY --

PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$215,695.67

PLEASE REMIT PAYMENT BY CHECK TO THE FOLLOWING ADDRESS:

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

WIRING INSTRUCTIONS (if applicable):

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

Please reference the following:

Client # 031659
Client Name Building Materials Holding Corporation, et al. - O
Invoice Number 1217009

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

CERTIFICATE OF SERVICE

I, Bradford J. Sandler, Esquire, hereby certify that on October 30, 2009, a true and correct copy of the foregoing document was served via overnight delivery, postage prepaid, upon all parties on the attached list.

Dated: October 30, 2009

BENESCH, FRIEDLANDER, COPLAN &
ARONOFF LLP

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

Counsel to the Official Committee of Unsecured
Creditors

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

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

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

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

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