

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

----- X	:	
In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u> <sup>1</sup>	:	
	:	Jointly Administered
Debtors.	:	
	:	<b>Objection Date: November 30, 2009 at 4:00 p.m.</b>
	:	<b>(ET)</b>
----- X		

**VERIFIED FIFTH 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 OCTOBER 1, 2009 THROUGH OCTOBER 31, 2009**

Name of Applicant:	<u>Arent Fox LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>July 10, 2009, <i>nunc pro tunc</i> to June 26, 2009</u>
Period for which compensation and reimbursement are sought:	<u>October 1, 2009 through October 31, 2009</u>
Amount of Compensation sought as actual, reasonable, and necessary:	\$309,355.50
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$8,032.19
This is a(n): <input checked="" type="checkbox"/> monthly <input type="checkbox"/> interim <input type="checkbox"/> final application	

<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269); BMC West Corporation (0454); SelectBuild Construction, Inc. (1340); SelectBuild Northern California, Inc. (7579); Illinois Framing, Inc. (4451); C Construction, Inc. (8206); TWF Construction, Inc. (3334); H.N.R. Framing Systems, Inc. (4329); SelectBuild Southern California, Inc. (9378); SelectBuild Nevada, Inc. (8912); SelectBuild Arizona, LLC (0036); and SelectBuild Illinois, LLC (0792).

**PREVIOUS FEE APPLICATIONS**

<b>Fee Application Covered Dates, Date Filed, Doc No.</b>	<b>Total Fee Request</b>	<b>Total Expense Request</b>	<b>Certificate of No Objection/ Certification of Counsel Filing Date, Doc. No.</b>	<b>Total Amount of Fees Approved to Date via Certificate of No Objection (80%)</b>	<b>Total Amount of Expenses Approved to Date via Certificate of No Objection (100%)</b>	<b>Amount of Holdback Fees</b>
First Monthly Fee Application of Arent Fox LLP for June 26, 2009 – June 30, 2009 Filed on July 21, 2009 [Docket No. 513]	\$47,820.50	\$154.50	September 11, 2009  Docket No. 596	\$38,256.40	\$154.50	\$9,564.10
Second Monthly Fee Application of Arent Fox LLP for July 1, 2009 – July 31, 2009 Filed on September 18, 2009 [Docket No. 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
Fourth Monthly Fee Application of Arent Fox September 1, 2009 – September 30, 2009 Filed on October 30, 2009 [Docket No. 804]	\$215,045.00	\$650.67	N/A	N/A	N/A	N/A
<b>Total:</b>	<b>\$672,258.00</b>	<b>\$7,838.95</b>		<b>\$365,770.40</b>	<b>\$7,188.28</b>	<b>\$91,442.60</b>

This is the Fifth Monthly Fee Application for the period of October 1, 2009 through October 31, 2009.

**ARENT FOX LLP'S PROFESSIONALS**

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

<b>Name of Professional Person</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Christopher J. Giaimo	Partner since 2005. Member of DC and MD bar since 1998. Member of NY bar since 1995.	\$560	177.4	\$99,344.00
Carol C. Cohen	Joined firm as a partner in 1995. Member of OH bar since 1977 and DC bar since 1981.	\$615	8.7	\$5,350.50
Mary Joanne Dowd	Joined firm as an associate in 1985; elevated to partner in 1991. Member of NY bar since 1981, FL bar since 1983 and DC bar since 1986.	\$645	0.8	\$516.00
Timothy F. Brown	Joined firm as a partner in 1998. Member of WA bar, VA bar and DC bar since 1990.	\$630	6.7	\$4,221.00
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	1.3	\$721.50

<b>Name of Professional Person</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
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	51.4	\$26,214.00
Katie A. Lane	Joined firm as an associate in 2008. Member of DC bar since 2007. Member of FL bar since 2002.	\$465	205.9	\$95,743.50
Jeffrey N. Rothleder	Joined firm as an associate in 2004. Member of the Maryland bar since 2002 and the DC bar since 2005.	\$465	1.3	\$604.50
Rachel J. Richardson	Joined firm as an associate in 2008. Member of the NY bar since 2004 and DC bar since 2005.	\$410	77.8	\$31,898.00
Kate B. Briscoe	Joined firm as an associate in 2002. Member of MD bar since 2001 and DC bar since 2003.	\$460	55.3	\$25,438.00
Adrienne W. Blankley	Joined firm as an associate in 2005. Member of NY bar since 2005.	\$420	19.5	\$8,190.00

<b>Name of Professional Person</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Andrea Campbell	Joined firm as an associate in 2008. Member of DC bar and VA bar since 2009. Member of FL bar since 2008.	\$310	17.9	\$5,549.00
Xiaoli Gui	Paraprofessional	\$220	15.5	\$3,410.00
Sheila Linn	Paraprofessional	\$165	11.5	\$1,897.50
Librarian Reference		\$215.00	1.2	\$258.00
<b>TOTAL</b>			<b>652.2</b>	<b>\$309,355.50</b>

**Blended Rate: \$474.33<sup>1</sup>**

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<sup>1</sup> The blended rate is calculated by dividing total fees of \$309,355.50 by the total number of hours of 652.2.

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

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Petition, Schedules, First Day Orders (01)	1.4	\$231.00
Case Management and Operating Expenses (02)	19.2	\$4,998.50
Corporate and Business Matters (03)	0.0	\$0.00
Sale and Disposition of Assets (04)	0.0	\$0.00
Asset Analysis and Recovery (05)	70.6	\$31,473.50
Claims Administration and Objections (06)	1.6	\$826.00
Miscellaneous Motions and Objections (07)	6.3	\$3,208.00
Committee and Debtor Communications (08)	34.0	\$17,591.50
Adversary Proceedings (09)	0.0	\$0.00
Professional Retention (10)	7.6	\$1,372.50
Plan and Disclosure Statement Matters (11)	358.9	\$180,603.00
Cash Collateral and DIP Financing (12)	0.0	\$0.00
Employee Benefits and Severance, Pensions (13)	5.2	\$2,687.00
Real Estate and Leasing and Executory Contracts (14)	2.2	\$947.00
Creditor Inquiries (15)	0.8	\$448.00
Automatic Stay and Section 362 and 363 Matters (16)	1.7	\$760.50
Investigation of Secured Creditor, Equipment Lessors (17)	74.3	\$34,724.00
Utilities and Regulatory Matters (18)	0.2	\$112.00
Chapter 5 Litigation, Collection and Investigation (19)	42.7	\$19,501.00
Contracts (20)	0.7	\$373.00
Tax (21)	0.6	\$279.00
Fee Applications (22)	24.2	\$9,220.00
Environmental Matters (23)	0.00	\$0.00
Creditor Information Sharing and 1102 Services (24)	0.00	\$0.00
<b>TOTALS</b>	<b>652.2</b>	<b>\$309,355.50</b>

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

<b>Expense Category</b>	<b>Service Provider/Description (if applicable)</b>	<b>Total Expenses</b>
Duplicating (\$0.10 / page)		\$842.90
Phone Charges		\$74.27
Overtime Expense		\$30.00
Printing/Binding		\$0.50
Telecopier		\$4.50
Taxicabs		\$654.15
Overnight Delivery		\$9.29
Meals		\$566.22
Out of Town Transportation		\$4,445.20
Out of Town Meals		\$148.05
Out of Town Lodging		\$1,257.11
<b>TOTAL</b>		<b>\$8,032.19</b>

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

-----	X	
In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
	:	<b>Objection Date: November 30, 2009 at 4:00 p.m.</b>
	:	<b>(ET)</b>
-----	X	

**VERIFIED FIFTH 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 OCTOBER 1, 2009 THROUGH OCTOBER 31, 2009**

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

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

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

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

2. By this Application, Arent Fox seeks a monthly allowance pursuant to the Professional Fee Order with respect to sums of \$309,355.50 for compensation and \$8,032.19 for reimbursement of actual and necessary expenses for a total of \$317,387.69 for the period from October 1, 2009 through and including October 31, 2009 (the “Compensation Period”). In support of this Application, Arent Fox respectfully represents as follows:

### **Background**

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

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

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

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

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

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

### **Time Records**

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

### **Actual and Necessary Expenses**

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

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

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

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

### **Summary of Services Rendered**

11. The partners and associates of Arent Fox who have rendered professional services during the Compensation Period are: Christopher Giaimo, Carol Connor Cohen, Mary Joanne Dowd, Timothy Brown, Deanne Ottaviano, Caroline English, Katie Lane, Jeffrey Rothleder, Adrienne Blankley, Rachel Richardson, Kate Briscoe, and Andrea Campbell. Xiaoli Gui and Sheila Linn are paraprofessionals of Arent Fox who also rendered services in these cases during the Compensation Period.

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

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

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

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

Fees: \$231.00

Total Hours: 1.40

This category includes time spent reviewing the Debtors' schedules, pleadings and other related documents and revising and updating the master pleadings binders maintained by the Committee.

B. Case Management and Operating Reports (02)

Fees: \$4,998.50

Total Hours: 19.20

This category includes reviewing and analyzing certain substantive docket entries, motions and orders related to these cases. Certain administrative tasks are included in this category such as coordinating and organizing documents produced by the Debtors for review by Arent Fox attorneys. Additional time is attributable to strategic planning with respect to upcoming critical hearings and milestone dates.

C. Asset Analysis and Recovery (05)

Fees: \$31,473.50

Total Hours: 70.60

This category includes strategy and analysis with regard to certain assets of the estates, including, but not limited to, the potential D&O claims, real estate holdings, and other potential Debtors' assets available to increase creditor distribution. It also includes a review of certain documents including the executive compensation policy and SEC filings, review of relevant insurance policies, and analysis of possible claims regarding the same.

D. Claims Administration and Objections (06)

Fees: \$826.00

Total Hours: 1.60

This category includes reviewing various claims and claim-related filings in these cases, including review of omnibus claim objections and the IRS claims.

E. Miscellaneous Motions and Objections (07)

Fees: \$3,208.00                      Total Hours: 6.30

This category includes the review of all motions, responses, stipulations, and proposed settlements filed by the Debtors and other parties in this proceeding, and the preparation of summaries and recommendations to the Committee. Where necessary, and in accordance with the Committee's direction, Arent Fox also negotiated with the Debtors to revise many proposed orders to include the terms sought by the Committee, which were often built into the orders entered by the Court. Arent Fox also worked with the Debtors to obtain additional information and to gain a better understanding of the relief sought by certain motions. For example, the Debtors' reinsurance motion was extremely complex and required significant back up information in order for the Committee's professionals to determine that the relief sought was in the best interest of the estates and their creditors.

F. Committee and Debtor Communications, Conferences (08)

Fees: \$17,591.50                      Total Hours: 34.00

The Committee and Arent Fox conducted numerous conference calls during the Compensation Period to discuss relevant issues and decide upon strategy and courses of action with regard to the various motions and other issues in these cases. Notably, Arent Fox provided substantial services in this category analyzing the creditors' proposed treatment by the Debtors' Plan and Disclosure Statement and negotiating with the Debtors and Lenders regarding the same. Arent Fox also spent time in this category conferring with Debtors' professionals to devise procedures to permit the Debtors to allow stay relief where to do so would be beneficial to the estates. Arent Fox also fielded numerous telephone calls and emails from Committee members and creditors regarding various issues, including voting and distribution. Arent Fox also

prepared numerous Committee status memorandums regarding the status and strategy related to the Debtors' Plan.

G. Professional Retention (10)

Fees: \$1,372.50                      Total Hours: 7.60

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

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

Fees: \$180,603.00                      Total Hours: 358.90

This category includes Arent Fox's continued discussions and/or negotiations regarding the Debtors' Second Amended Plan and Amended Disclosure Statement, and the multiple revisions thereto, and analysis of the Committee's issues and concerns therewith. At the direction of the Committee, Arent Fox, after careful analysis of the Debtors' Second Amended Plan and Second Amended Disclosure Statement, and other key information such as the Debtors' cash flow, feasibility and liquidation analysis, spent time drafting an objection to the Debtors' Second Amended Plan, a motion to continue the disclosure statement hearing, and a motion to shorten time. Arent Fox also attended and successfully argued for continuance of the disclosure statement hearing. Arent Fox also met with the Committee's financial advisors to discuss and analyze Plan matters and traveled to New York and California to engage the Debtors and the pre-petition lenders in lengthy and substantive negotiations to improve the proposed distribution to unsecured creditors. Arent Fox also provided substantive comments to the Debtors' proposed Second Amended Disclosure Statement and appeared at the hearing thereon. Arent Fox also

spent time coordinating with the Lenders and Debtors to enter into a stipulation that would preserve the Committee's challenge period until the effective date of the Plan.

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

Fees: \$2,687.00                      Total Hours: 5.20

This category includes time spent attending preparing for and attending the hearing on the Debtors' Alvarado motion to approve class action proof of claim and the Committee's objection thereto. It also includes time reviewing and analyzing certain SERP issues, the Davis Brothers incentive payments and other pension claims.

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

Fees: \$947.00                      Total Hours: 2.20

This category includes time spent reviewing, analyzing and summarizing for the Committee the Debtors' unencumbered assets and a review of the real estate analysis prepared by ESBA.

K. Creditor Inquiries (15)

Fees: \$448.00                      Total Hours: 0.80

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

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

Fees: \$760.50                      Total Hours: 1.70

This category includes time spent reviewing various motions for stay relief filed against the Debtors and the estates. Further time was spent reviewing the Debtors' responses thereto and summarizing the relief sought in the motions for the Committee. Additional time was spent working with the Debtors to devise a streamlined process for dealing with stay relief going

forward.

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

Fees: \$34,724.00                      Total Hours: 74.30

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, negotiations related to document production and drafting of papers related to an extension of the Challenge Deadline, and legal research regarding issues raised by production. This time was necessary in conjunction with Plan negotiations with the pre-petition lenders.

N. Utilities and Regulatory Matters (18)

Fees: \$112.00                      Total Hours: 0.20

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

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

Fees: \$19,501.00                      Total Hours: 42.70

This category includes time spent time analyzing potential preference and other Chapter 5 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 significant tax refund related to the Debtors' net operating losses to the pre-petition lenders for

possible recovery for the unsecured creditors.

P. Contracts (20)

Fees: \$373.00 Total Hours: 0.70

This category includes time spent reviewing various court motions filed with regard to certain executory contracts to which the Debtors are a party. In addition, it includes correspondence with the Debtors regarding certain swap agreements of the Debtors.

Q. Tax (21)

Fees: \$279.00 Total Hours: 0.60

This category includes time spent researching and corresponding with the Debtors regarding the transfer of a tax refund related to the Debtors' net operating losses.

R. Fee Applications (22)

Fees: \$9,220.00 Total Hours: 24.20

This category includes time spent preparing and reviewing Arent Fox's Fourth Monthly Fee Application. It also includes time spent corresponding with the Committee, the Debtors and ESBA regarding the appointment of a fee auditor, and negotiating the terms of such appointment.

**Valuation of Services**

14. Attorneys and paraprofessionals of Arent Fox have expended a total of 652.2 hours in connection with this matter during the Compensation Period, as follows:

<b><u>ATTORNEYS</u></b>	<b><u>HOURS</u></b>	<b><u>HOURLY RATE</u></b>
Christopher J. Giaimo	177.4	\$560
Carol Connor Cohen	8.7	\$615
Mary Joanne Dowd	0.8	\$645
Caroline English	51.4	\$510
Deanne Ottaviano	1.3	\$555
Timothy Brown	6.7	\$645
Jeffrey Rothleder	1.3	\$465
Katie Lane	205.9	\$465

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Kate Briscoe	55.3	\$460
Adrienne Blankley	19.5	\$420
Rachel Richardson	77.8	\$410
Andrea Campbell	17.9	\$310
Xiaoli Gui	15.5	\$220
Sheila Linn	11.5	\$165
Librarian Reference	1.2	\$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 character. The reasonable value of the services rendered by Arent Fox to the Committee during the Compensation Period is \$309,355.50.

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

WHEREFORE, Arent Fox respectfully requests that the Court authorize that for the period from October 1, 2009 through October 31, 2009, (a) an allowance be made to Arent Fox pursuant to the terms of the Professional Fee Order, with respect to the sum of \$309,355.50 as compensation for the necessary professional services rendered, and the sum of \$8,032.19 as reimbursement of the actual and necessary expenses, for a total of \$317,387.69; (c) for such other and further relief as this Court may deem just and proper.

Dated: Washington, DC  
November 13, 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  
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-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: November 13, 2009  
Washington, DC

/s/ Christopher J. Giaimo  
Christopher J. Giaimo

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

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In re:	:	Chapter 11
	:	
BUILDING MATERIAL HOLDING	:	Case No. 09-12074 (KJC)
CORPORATION, <u>et al.</u>	:	
	:	Jointly Administered
Debtors.	:	
	:	<b>Objection Date: November 30, 2009 at 4:00 p.m.</b>
	:	<b>(ET)</b>
-----	X	

**NOTICE OF FIFTH 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 November 13, 2009, Arent Fox LLP, counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors (the “Debtors”) filed the attached **Fifth 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 October 1, 2009 through October 31, 2009** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Court”), seeking an allowance of fees in the amount of \$309,355.50 and reimbursement of expenses in the amount of \$8,032.19.

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

States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, and be served upon and received by (i) the Debtors, Building Materials Holding Corporation, 720 Park Boulevard, Suite 200, Boise, Idaho, 83712, Attn: Paul S. Street; (ii) counsel to the Debtors, (a) Gibson, Dunn & Crutcher, LLP, 200 Park Avenue, New York, New York, 10166, Attn: Michael A. Rosenthal and Matthew K. Kelsey, (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17<sup>th</sup> Floor, Wilmington, Delaware, 19801, Attn: Sean M. Beach and Robert F. Poppiti, Jr.; (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2270, Lockbox 35, Wilmington, Delaware, 19801, Attn: Joseph McMahon; (iv) counsel for Official Committee of Unsecured Creditors, (a) Arent Fox LLP, 1050 Connecticut Avenue, NW, Washington DC, 20036, Attn: Christopher J. Giaimo and Katie A. Lane, (b) Benesch, Friedlander, Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, Delaware, 19801, Attn: Bradford J. Sandler; and (v) Paul, Hastings, Janofsky, & Walker LLP, 55 Second Street, Twenty Fourth Floor, San Francisco, California, 94105, Attn: Kevin B. Fisher, by no later than **November 30, 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  
November 13, 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)  
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-and -

ARENT FOX LLP  
Christopher J. Giaimo, Jr.  
Katie A. Lane  
1050 Connecticut Avenue, NW  
Washington DC 20036  
(202) 857-6424  
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*Counsel for the Official Committee of  
Unsecured Creditors*

# ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

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

Taxpayer Identification Number: 53-0214923

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

Invoice Number 1221056  
Invoice Date 11/09/09  
Client Number 031659

Category	Hours	Total
FOR PROFESSIONAL SERVICES RENDERED THROUGH OCTOBER 31, 2009		
00000 General	.00	8,032.19
00001 Petition, Schedules, First Day Orders	1.40	231.00
00002 Case Management and Operating Reports	19.20	4,998.50
00005 Asset Analysis and Recovery	70.60	31,473.50
00006 Claims Administration and Objections	1.60	826.00
00007 Miscellaneous Motions and Objections	6.30	3,208.00
00008 Committee and Debtor Communications, Conference	34.00	17,591.50
00010 Professional Retention	7.60	1,372.50
00011 Plan and Disclosure Statement Matters and Solici	358.90	180,603.00
00013 Employee Benefits and Severance, Pensions ERISA,	5.20	2,687.00
00014 Real Estate and Leasing and Executory Contracts	2.20	947.00
00015 Creditor Inquiries	.80	448.00
00016 Automatic Stay and Section 362 and 363 Matters	1.70	760.50
00017 Investigation of Secured Creditor, Equipment Les	74.30	34,724.00
00018 Utilities and Regulatory Matters	.20	112.00
00019 Chapter 5 Litigation, Collection and Investigati	42.70	19,501.00
00020 Contracts	.70	373.00
00021 Tax	.60	279.00
00022 Fee Applications	24.20	9,220.00
Totals	652.20	317,387.69

(00000) MATTER NUMBER

RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

FOR CHARGES:

09/11/09	PHONE CHARGES	20.36
09/04/09	PHONE CHARGES	10.91
08/26/09	PHONE CHARGES	43.00

**TOTAL FOR: PHONE CHARGES 74.27**

10/30/09	DUPLICATING SUMMARY User Sheila Linn copied 95 on 10/30/2009 at 15:25 hrs	9.50
10/30/09	DUPLICATING SUMMARY User Duplicate Duplication copied 286 on 10/30/2009 at 10:50 hrs	28.60
10/19/09	DUPLICATING SUMMARY User Sharon Brown copied 8 on 10/19/2009 at 12:00 hrs	0.80
10/01/09	COLOR DUPLICATING User Duplicate Duplication copied 228 on 10/01/2009 at 09:28 hrs	171.00
10/05/09	DUPLICATING SUMMARY User Duplicate Duplication copied 155 on 10/05/2009 at 11:20 hrs	15.50
10/05/09	DUPLICATING SUMMARY User Duplicate Duplication copied 450 on 10/05/2009 at 10:45 hrs	45.00
10/06/09	DUPLICATING SUMMARY User Sharon Brown copied 721 on 10/06/2009 at 17:42 hrs	72.10
10/06/09	DUPLICATING SUMMARY User Katie Lane copied 20 on 10/06/2009 at 16:52 hrs	2.00
10/06/09	COLOR DUPLICATING User Duplicate Duplication copied 264 on 10/06/2009 at 11:47 hrs	198.00
10/06/09	DUPLICATING SUMMARY User Sharon Brown copied 2 on 10/06/2009 at 12:27 hrs	0.20
10/06/09	DUPLICATING SUMMARY User Sharon Brown copied 389 on 10/06/2009 at 12:07 hrs	38.90
10/07/09	DUPLICATING SUMMARY User Suzie Kircher copied 100 on 10/07/2009 at 12:37 hrs	10.00
10/07/09	DUPLICATING SUMMARY User Duplicate Duplication copied 527 on 10/07/2009 at 12:34 hrs	52.70
10/12/09	DUPLICATING SUMMARY User Duplicate Duplication copied 1278 on 10/12/2009 at 11:31 hrs	127.80
10/12/09	DUPLICATING SUMMARY User Duplicate Duplication copied 691 on 10/12/2009 at 12:57 hrs	69.10
10/21/09	DUPLICATING SUMMARY User Julie Hranicky copied 17 on 10/21/2009 at 08:39 hrs	1.70

	<b>TOTAL FOR: DUPLICATING SUMMARY</b>	<b>842.90</b>
10/06/09	OVERTIME EXPENSE (SECRETARY) SHARON BROWN	30.00
	<b>TOTAL FOR: OVERTIME EXPENSE (SECRETARY</b>	<b>30.00</b>
10/06/09	PRINTING/BINDING	0.50
	<b>TOTAL FOR: PRINTING/BINDING</b>	<b>0.50</b>
10/14/09	TELECOPIER User Anthony Nunez faxed 3 pages to (214) 571-2982, on 10/14/2009 at 07:33 hrs	4.50
	<b>TOTAL FOR: TELECOPIER</b>	<b>4.50</b>
10/12/09	TAXICABS - KATIE LANE PARKING/TAXI:TRAVEL DEST: NEW YORK	39.10
10/07/09	TAXICABS - KATIE LANE PARKING/TAXI;TRAVEL DEST: DELAWARE	28.00
10/14/09	TAXICABS - KATIE LANE PARKING/TAXI:TRAVEL DEST: SAN FRANCISCO	129.00
10/22/09	TAXICABS - CHRISTOPHER GIAIMO PARKING/TAXI:TRAVEL DEST: WILMINGTON, DE	7.00
10/22/09	TAXICABS - CHRISTOPHER GIAIMO MILEAGE:60MILES:TRAVEL DEST: WILMINGTON, DE	33.00
10/09/09	TAXICABS - KATIE LANE PARKING/TAXI:TRAVEL DEST: DELAWARE	30.00
10/03/09	TAXICABS - ADRIENNE BLANKLEY TAXI FOR MEETING	8.28
10/04/09	TAXICABS - ADRIENNE BLANKLEY TAXI FOR MEETING	8.20
10/15/09	TAXICABS - CHRISTOPHER GIAIMO PARKING/TAXI:TRAVEL DEST: SAN FRANCISCO	164.00
10/09/09	TAXICABS - CHRISTOPHER GIAIMO LUNCH W A CAMPBELL:K LANE	84.57
10/12/09	TAXICABS - CHRISTOPHER GIAIMO PARKING/TAXI;TRAVEL DEST: NEW YORK	29.00
10/12/09	TAXICABS - CHRISTOPHER GIAIMO MILEAGE:60 MILES:TRAVEL DEST: NEW YORK	33.00
10/07/09	TAXICABS - CHRISTOPHER GIAIMO PARKING/TAXI:TRAVEL DEST: WILMINGTON, DE	17.00
10/07/09	TAXICABS - CHRISTOPHER GIAIMO MILEAGE:60 MILES:TRAVEL DEST:WILMINGTON, DE	33.00
10/03/09	TAXICABS - KATIE LANE TAXI CAB HOME	11.00
	<b>TOTAL FOR: TAXICABS</b>	<b>654.15</b>
10/13/09	FedEx Package From: Christopher J. Giaimo City/State: WASHINGTON, DC To:	9.29

Geoff Laning (Dewberry) Company: ABC  
Imaging City: FAIRFAX, VA Received by:  
K.OSA

<b>TOTAL FOR: OVERNIGHT DELIVERY</b>		<b>9.29</b>
09/30/09	MEALS - KATIE LANE LATE NIGHT DINNER:WORKING LATE	26.11
10/14/09	MEALS - CHRISTOPHER GIAIMO MEALS:M DAVIS, D KERRIGAN: EXECUTIVE SOUNDING BOARD ASSOCIATES	303.05
10/15/09	MEALS - CHRISTOPHER GIAIMO MEALS:D KERRIGAN: ESBA	48.86
10/09/09	MEALS - KATIE LANE MEAL: K LANE, C GIAIMO:TRAVEL DEST: DELAWARE	17.50
10/22/09	MEALS - CHRISTOPHER GIAIMO 1022:WORKING DINNER W K LANE	65.00
10/15/09	MEALS - CHRISTOPHER GIAIMO MEALS:K LANE:TRAVEL DEST: SAN FRANCISCO, CA	105.70

<b>TOTAL FOR: MEALS</b>		<b>566.22</b>
10/22/09	OUT-OF-TOWN TRANSPORTATION - CHRISTOPHER GIAIMO AMTRAK:TRAVEL DEST: WILMINGTON, DE:	108.00
10/12/09	OUT-OF-TOWN TRANSPORTATION - CHRISTOPHER GIAIMO AMTRAK:TRAVEL DEST: NEW YORK	435.00
10/14/09	OUT-OF-TOWN TRANSPORTATION - KATIE LANE UNITED AIRLINES:TRAVEL DEST: SAN FRANCISCO	1,149.80
10/09/09	OUT-OF-TOWN TRANSPORTATION - KATIE LANE AMTRAK:TRAVEL DEST: DELAWARE	171.00
10/14/09	OUT-OF-TOWN TRANSPORTATION - CHRISTOPHER GIAIMO DELTA AIRLINES:TRAVEL DEST: SAN FRANCISCO, CA	1,921.40
10/12/09	OUT-OF-TOWN TRANSPORTATION - KATIE LANE AMTRAK:TRAVEL DEST: NEW YORK	310.00
10/07/09	OUT-OF-TOWN TRANSPORTATION - KATIE LANE AMTRAK:TRAVEL DEST: DELAWARE	129.00
10/07/09	OUT-OF-TOWN TRANSPORTATION - CHRISTOPHER GIAIMO AMTRAK:TRAVEL DEST: WILMINGTON, DE--BMHC HEARING	121.00
10/07/09	OUT-OF-TOWN TRANSPORTATION - CHRISTOPHER GIAIMO AMTRAK:KATIE LANE:TRAVEL DEST: WILMINGONT, DE--BMHC HEARING	100.00

<b>TOTAL FOR: OUT-OF-TOWN TRANSPORTATION</b>		<b>4,445.20</b>
10/14/09	OUT OF TOWN LODGING - KATIE LANE PALACE HOTEL:TRAVEL DEST: SAN FRANCISCO,CA	1,015.54
10/14/09	OUT OF TOWN LODGING - CHRISTOPHER	241.57

GIAIMO PALACE HOTEL:TRAVEL DEST: SAN  
FRANCISCO, CA

TOTAL FOR: OUT OF TOWN LODGING 1,257.11

10/14/09	OUT-OF-TOWN MEALS - KATIE LANE	110.02
	MEALS:TRAVEL DEST: SAN FRANCISCO	
10/14/09	OUT-OF-TOWN MEALS - CHRISTOPHER	8.02
	GIAIMO MEALS:TRAVEL DEST: SAN FRANCISCO	
10/09/09	OUT-OF-TOWN MEALS - KATIE LANE	4.26
	MEALS:TRAVEL DEST: DELAWARE	
10/07/09	OUT-OF-TOWN MEALS - KATIE LANE	6.50
	MEALS:TRAVEL DEST: DELAWARE	
10/12/09	OUT-OF-TOWN MEALS - KATIE LANE	19.25
	MEALS:TRAVEL DEST: NEW YORK	

TOTAL FOR: OUT-OF-TOWN MEALS 148.05

CURRENT CHARGES

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8,032.19

SUBTOTAL FOR THIS MATTER

\$8,032.19

(00001) MATTER NUMBER

RE: Petition, Schedules, First Day Orders

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
10/30/09	SL LINN	Review docket and update pleadings binders;	1.4	231.00

CURRENT FEES

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231.00

TIMEKEEPER TIME SUMARY

SHEILA LINN	1.4	at \$165.00 =	231.00
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TOTALS	1.4		231.00

SUBTOTAL FOR THIS MATTER

\$231.00

(00002) MATTER NUMBER

RE: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/06/09	KA LANE	Review motions to appear PHV and bios of attorneys to appear on behalf of Debtors.	.4	186.00
10/06/09	KA LANE	Correspondence to and from local counsel regarding CNO requirements in DE.	.2	93.00
10/09/09	KA LANE	Review order granting COC of scheduling order.	.1	46.50
10/13/09	XG GUI	Copy contents of the DVDs to designated network location; create a new iConect case; grant users' access; create iConect load files; trouble shoot the deliveries to be iConect compatible; iConect load and quality control.	4.3	946.00
10/13/09	RJ RICHARDSON	Coordinated uploading of documents to iConect.	1.6	656.00
10/13/09	RJ RICHARDSON	Spoke with K. Briscoe, C. English and X. Gui regarding issue folders in iConect.	.2	82.00
10/13/09	RJ RICHARDSON	Located and forwarded memo contained in document production to C. English.	.1	41.00
10/14/09	RJ RICHARDSON	Coordinated review of debtors' additional document production with C. English and K. Briscoe.	.1	41.00
10/14/09	RJ RICHARDSON	Attended call with A. York regarding document production.	.1	41.00
10/14/09	RJ RICHARDSON	Drafted correspondence to group outlining results of call with A. York.	.1	41.00
10/14/09	XG GUI	Copy contents of the DVDs to designated network location; create a new iConect case; grant users' access; create iConect load files.	2.7	594.00
10/15/09	XG GUI	Copy contents of the DVDs to designated network location; create a new iConect case; grant users' access; create iConect load files; trouble shoot the deliveries to be iConect compatible; iConect load and quality control.	3.8	836.00
10/16/09	XG GUI	Copy contents of the seven DVDs to designated network location; create a new iConect case; grant users' access; create iConect load files; trouble shoot the deliveries to be iConect compatible; iConect load and quality	4.7	1,034.00

10/21/09	RJ	RICHARDSON	control. Coordinated meetings to discuss review of informal document production.	.2	82.00
10/26/09	KA	LANE	Monitor docket filings and review generally pleadings filed by Debtors and various professionals.	.6	279.00

CURRENT FEES

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4,998.50

TIMEKEEPER TIME SUMMARY

KATIE A. LANE	1.3	at	\$465.00 =	604.50
RACHEL J. RICHARDSON	2.4	at	\$410.00 =	984.00
XIAOLI GUI	15.5	at	\$220.00 =	3,410.00
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TOTALS	19.2			4,998.50

SUBTOTAL FOR THIS MATTER

\$4,998.50

(00005) MATTER NUMBER

RE: Asset Analysis and Recovery

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/01/09	RJ RICHARDSON	Discussed D&O issues with team.	.2	82.00
10/01/09	KA LANE	Meeting with R. Richardson, C. English, C. Cohen and C. Giaimo to discuss director and officer issues.	.2	93.00
10/01/09	KA LANE	Review analysis of director compensation.	.3	139.50
10/01/09	KA LANE	Review various documents describing D&O and other fiduciary insurance detail at BMHC.	.6	279.00
10/01/09	C- ENGLISH	Internal team meeting (C. Giaimo, K. Lane and R. Richardson) regarding investigation of potential director and officer claims.	.2	102.00
10/01/09	C- ENGLISH	Review/analysis corporate SEC disclosure.	.7	357.00
10/01/09	CG GIAIMO	Discussions regarding potential D&O claims and recovery.	.5	280.00
10/02/09	CG GIAIMO	Review D&O compensation analysis.	.4	224.00
10/02/09	RJ RICHARDSON	Reviewed IRS proofs of claim and forwarded to team members.	.4	164.00
10/06/09	C- ENGLISH	Email with C. Cohen regarding Director and Officer claims investigation/releases proposed in Plan.	.2	102.00
10/06/09	C- ENGLISH	Review information on executive comp levels 2006-2009 and analyze.	.9	459.00
10/06/09	KB BRISCOE	Conference with C. English regarding cash background, strategy.	1.1	506.00
10/06/09	KB BRISCOE	Review document production and SEC filings regarding potential claims.	2.9	1,334.00
10/07/09	KB BRISCOE	Review documents produced by Lender and Debtor SEC filings.	2.1	966.00
10/08/09	KB BRISCOE	Review documents produced by Lender; review Debtor SEC filings.	3.6	1,656.00
10/09/09	CG GIAIMO	Review pre-petition waiver agreements and issues regarding same.	.4	224.00
10/13/09	KB BRISCOE	Investigate executive compensation issues; research regarding same.	1.7	782.00
10/13/09	C- ENGLISH	Conference with K. Lane regarding D&O insurance.	.2	102.00
10/13/09	C- ENGLISH	Review and analyze information regarding executive compensation.	.5	255.00
10/13/09	C- ENGLISH	Email with K. Briscoe and R. Richardson regarding executive compensation analysis.	.2	102.00

10/13/09	KA	LANE	Review data room and pull relevant D&O insurance policies.	.6	279.00
10/13/09	KA	LANE	Correspondence to D. Ottaviano regarding analysis of D&O policies.	.2	93.00
10/13/09	RL	REFERENCE	Researched to find executive compensation for competitor companies to BMHC for K. Briscoe. pnl	1.2	258.00
10/14/09	KB	BRISCOE	Review SEC filings regarding executive compensation.	2.9	1,334.00
10/15/09	RJ	RICHARDSON	Reviewed over 10,000 pages of Debtors' document production.	7.9	3,239.00
10/16/09	RJ	RICHARDSON	Discussed Debtors document retention policy with A. York.	.2	82.00
10/16/09	RJ	RICHARDSON	Continued review of Debtor's document production.	1.7	697.00
10/16/09	C-	ENGLISH	Review and analyze documents produced by Debtors.	4.9	2,499.00
10/19/09	RJ	RICHARDSON	Reviewed debtors' informal document production.	6.4	2,624.00
10/19/09	KB	BRISCOE	Review documents produced by Debtors and analysis for potential claims.	7.4	3,404.00
10/20/09	KB	BRISCOE	Review documents produced by Debtors and analysis for potential claims.	7.2	3,312.00
10/20/09	RJ	RICHARDSON	Continued review of Debtors' informal document production.	6.1	2,501.00
10/21/09	RJ	RICHARDSON	Completed review of portion of Debtors' informal document review.	2.5	1,025.00
10/21/09	KA	LANE	Conference and correspondence with C. Giaimo regarding potential causes of action and chances of success in litigation.	.4	186.00
10/21/09	KB	BRISCOE	Review documents produced by Debtors and analysis for potential claims.	2.6	1,196.00
10/22/09	C-	ENGLISH	Analyze litigation strategy and potential claims.	.6	306.00
10/22/09	KB	BRISCOE	Telephone conference with C. English and R. Richardson regarding potential claims and analysis.	.5	230.00

CURRENT FEES

31,473.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	1.3	at	\$560.00 =	728.00
CAROLINE ENGLISH	8.4	at	\$510.00 =	4,284.00
KATIE A. LANE	2.3	at	\$465.00 =	1,069.50
KATE B. BRISCOE	32.0	at	\$460.00 =	14,720.00
RACHEL J. RICHARDSON	25.4	at	\$410.00 =	10,414.00
LIBRARIAN REFERENCE	1.2	at	\$215.00 =	258.00
TOTALS	70.6			31,473.50

SUBTOTAL FOR THIS MATTER

\$31,473.50

(00006) MATTER NUMBER

RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/01/09	RJ RICHARDSON	Discussed request for IRS proofs of claim with Garden City.	.3	123.00
10/02/09	CG GIAIMO	Review IRS claims and confer with R. Richardson regarding same.	.3	168.00
10/20/09	AK CAMPBELL	Correspond with C. Giaimo re: review of omnibus claim objections.	.1	31.00
10/20/09	CG GIAIMO	Review recently-filed objection to claims.	.3	168.00
10/23/09	CG GIAIMO	Review claims objections.	.3	168.00
10/29/09	CG GIAIMO	Analysis of issues regarding treatment of deferred compensation claims.	.3	168.00

CURRENT FEES

826.00

TIMEKEEPER TIME SUMMARY

CHRIS GIAIMO	1.2	at \$560.00 =	672.00
RACHEL J. RICHARDSON	.3	at \$410.00 =	123.00
ANDREA K. CAMPBELL	.1	at \$310.00 =	31.00
TOTALS	1.6		826.00

SUBTOTAL FOR THIS MATTER

\$826.00

(00007) MATTER NUMBER

RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/01/09	KA LANE	Various correspondence with D. Ottaviano and A. York regarding follow up on reinsurance motion.	1.1	511.50
10/01/09	KA LANE	Telephone call with A. York to discuss remaining diligence issues with respect to reinsurance.	.3	139.50
10/01/09	KA LANE	Follow up meeting with D. Ottaviano to discuss remaining diligence issues with respect to reinsurance.	.2	93.00
10/01/09	KA LANE	Review and respond to further correspondence from A. York explaining remaining inquiries as to reinsurance motion.	.2	93.00
10/01/09	DM OTTAVIANO	Conference call with A. York and K. Lane re: proposed dissolution of 17H captive insurance cell.	.2	111.00
10/01/09	DM OTTAVIANO	Conferences with K. Lane re: proposed dissolution of 17H captive insurance cell.	.3	166.50
10/01/09	DM OTTAVIANO	Emails with K. Lane re: proposed dissolution of 17H captive insurance cell.	.2	111.00
10/02/09	DM OTTAVIANO	Review emails from A. York containing actuarial information from PWC valuing 17H claims, responses from Len Baumann as to how proposed settlement and dissolution of 17H was reached, loss run of open claims on 17L.	.4	222.00
10/02/09	DM OTTAVIANO	Emails with K. Lane re: debtor's motion to dissolve 17H captive cell.	.2	111.00
10/05/09	KA LANE	Review Court's order granting motion to shorten.	.1	46.50
10/09/09	KA LANE	Various correspondence with A. York regarding Weis Stay Relief Motion and related POC.	.4	186.00
10/09/09	KA LANE	Correspondence to and from counsel regarding motion seeking extension of challenge period.	.2	93.00
10/09/09	KA LANE	Review COC and stipulation between debtors and Weis.	.2	93.00
10/09/09	CG GIAIMO	Review status of scheduling order and results of hearing.	.3	168.00
10/26/09	KA LANE	Review file regarding Davis Brothers incentive plan to confirm that Committee performed necessary analysis.	.2	93.00

10/27/09	CG	GIAIMO	Emails with J. Graves regarding emergency insurance motion and issues regarding same.	.3	168.00
10/28/09	CG	GIAIMO	Review and analyze insurance motion and confer with Debtors' counsel regarding same.	.6	336.00
10/28/09	CG	GIAIMO	Review hearing agenda and issues regarding attendance at same.	.2	112.00
10/29/09	CG	GIAIMO	Emails with B. Sandler regarding covering of hearing.	.3	168.00
10/29/09	KA	LANE	Various correspondence with C. Giaimo and local counsel regarding 10/30 hearing in DE (.2).	.2	93.00
10/30/09	KA	LANE	Correspondence to and from local counsel regarding events at hearing on insurance motion.	.2	93.00

CURRENT FEES

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3,208.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	1.7	at	\$560.00 =	952.00
DEANNE M. OTTAVIANO	1.3	at	\$555.00 =	721.50
KATIE A. LANE	3.3	at	\$465.00 =	1,534.50
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TOTALS	6.3			3,208.00

SUBTOTAL FOR THIS MATTER

\$3,208.00

(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/01/09	CG GIAIMO	Emails and call with R. Garcia regarding change of Plan terms and related strategy discussions.	.4	224.00
10/01/09	CG GIAIMO	Committee conference call to discuss new Plan and terms thereof.	.6	336.00
10/01/09	CG GIAIMO	Draft email memorandum to Committee regarding new Plan and strategy for improving treatment thereunder.	.4	224.00
10/01/09	CG GIAIMO	Emails with R. Sims regarding 13-week cash flow projections.	.2	112.00
10/01/09	CG GIAIMO	Committee update attaching revised Plan and Disclosure Statement.	.2	112.00
10/01/09	KA LANE	Correspondence to A. York requesting follow up on document request and further requesting insurance policies.	.2	93.00
10/01/09	C- ENGLISH	Review email correspondence with Committee members regarding developments and strategy.	.2	102.00
10/02/09	CG GIAIMO	Email exchanged with R. Garcia regarding plan.	.3	168.00
10/02/09	CG GIAIMO	Emails with R. Garcia regarding Debtor communications and Lenders' recent positions.	.2	112.00
10/02/09	CG GIAIMO	Emails with Debtors' counsel regarding resolution of Plan and Disclosure Statement disputes.	.3	168.00
10/03/09	CG GIAIMO	Multiple email discussions with Lenders' counsel regarding revised Plan and Committee's opposition thereto and reasoning therefor.	.7	392.00
10/03/09	CG GIAIMO	Communications with Committee regarding Disclosure Statement and strategy regarding hearing on same.	.2	112.00
10/03/09	KA LANE	Draft memorandum email to Committee regarding reinsurance.	.8	372.00
10/05/09	KA LANE	Telephone call to Committee Member Ray Sims.	.3	139.50
10/05/09	KA LANE	Review and respond to several correspondence from R Garcia.	.4	186.00
10/05/09	KA LANE	Correspondence and calls with local counsel regarding comments to various filings.	1.2	558.00
10/05/09	KA LANE	Draft Committee update memorandum.	.4	186.00
10/05/09	KA LANE	Draft further Committee update regarding Court's entry of order shortening time.	.2	93.00

10/05/09	CG	GIAIMO	Emails with R. Garcia regarding attendance at hearing.	.2	112.00
10/05/09	CG	GIAIMO	Communications with Committee regarding hearing on Disclosure Statement and objection to same.	.2	112.00
10/05/09	CG	GIAIMO	Communications with M. Rosenthal regarding 3rd party bidders and related discovery matters (.3); emails regarding hearing on Disclosure Statement (.2).	.5	280.00
10/06/09	CG	GIAIMO	Committee call regarding recent Plan developments.	.8	448.00
10/06/09	CG	GIAIMO	Emails with R. Garcia regarding creditor inquiries and case status.	.3	168.00
10/06/09	KA	LANE	Telephone call with Committee members regarding disclosure statement hearing.	.3	139.50
10/07/09	KA	LANE	Correspondence with M. Rosenthal concerning plan to achieve productive use of time until next disclosure hearing.	.2	93.00
10/07/09	CG	GIAIMO	Emails and calls with R. Garcia regarding hearing on Disclosure Statement.	.3	168.00
10/08/09	CG	GIAIMO	Professional discussions regarding meeting to discuss Plan options and negotiations (.3); review PJS liquidation information (.3).	.6	336.00
10/08/09	CG	GIAIMO	Emails with R. Garcia regarding Plan.	.2	112.00
10/08/09	CG	GIAIMO	Emails with Debtors' professionals and ESBA regarding SERP and related issues.	.4	224.00
10/08/09	KA	LANE	Telephone call with Debtors' counsel regarding meeting in NYC to discuss disclosure statement issues.	.2	93.00
10/09/09	KA	LANE	Correspondence to Debtors' counsel attaching proposed disclosure statement discovery requests.	.3	139.50
10/11/09	KA	LANE	Review correspondence from M. Rosenthal concerning proposed third party transactions.	.2	93.00
10/13/09	CG	GIAIMO	Communications with R. Garcia regarding use of life insurance proceeds for creditor distribution.	.3	168.00
10/13/09	CG	GIAIMO	Draft, review and revise email memorandum to Committee regarding pending Lender meeting and Plan issues and attaching Disclosure Statement with comments.	.5	280.00
10/14/09	CG	GIAIMO	Emails with R. Garcia regarding Lender meeting.	.2	112.00
10/14/09	KA	LANE	Review correspondence to Committee outlining results of meeting with Debtors' professionals and setting forth proposals to lenders.	.2	93.00

10/14/09	KA	LANE	Review and revise proposed correspondence from A. York pertaining to narrowed terms of discovery requests related to disclosure statement.	.3	139.50
10/15/09	CG	GIAIMO	Draft Committee email update on Lender discussions regarding Plan treatment.	.3	168.00
10/16/09	CG	GIAIMO	Committee conference call to discuss Lenders' proposal and analysis of related settlement matters.	1.3	728.00
10/16/09	CG	GIAIMO	Draft email memorandum to Committee regarding leverage points against Lenders for negotiation of larger distribution.	.5	280.00
10/16/09	CG	GIAIMO	Discussions with Member, R. Sims, of the Committee regarding Lenders' proposal.	.4	224.00
10/16/09	CG	GIAIMO	Discussions with R. Garcia regarding settlement with Lenders.	.5	280.00
10/16/09	KA	LANE	Review various correspondence between Committee professionals and Committee member Garcia in response to Lenders' proposal.	.7	325.50
10/16/09	KA	LANE	Conference with Committee and Committee professionals to discuss WFB's proposal and Committee's alternatives.	1.4	651.00
10/16/09	KA	LANE	Review correspondence from Committee member R. Sims.	.2	93.00
10/16/09	KA	LANE	Correspondence to D. Bowman to discuss procedures for dealing with routine non-property, stay relief motions.	.2	93.00
10/16/09	KA	LANE	Correspondence to A. York regarding form of production.	.1	46.50
10/17/09	CG	GIAIMO	Emails with R. Garcia regarding deferred compensation issues.	.3	168.00
10/19/09	CG	GIAIMO	Emails and calls with M. Rosenthal and K. Fisher regarding settlement discussions.	.4	224.00
10/19/09	CG	GIAIMO	Emails with R. Garcia regarding settlement discussions with Lenders.	.3	168.00
10/19/09	KA	LANE	Review attachment to correspondence from D. Bowman in preparation for conference with he and M. Thomas regarding Debtors' approach to stay motions.	.3	139.50
10/19/09	KA	LANE	Review correspondence to and from Committee members regarding proposed plan treatment.	.2	93.00
10/20/09	CG	GIAIMO	Emails with R. Garcia regarding status of negotiations.	.4	224.00
10/20/09	CG	GIAIMO	Emails with M. Urbanos regarding Lender proposal.	.2	112.00

10/21/09	CG	GIAIMO	Continued numerous email discussions with R. Garcia, et al. regarding requested vote on Lender proposal.	.6	336.00
10/21/09	CG	GIAIMO	Email to Committee including settlement and liquidation analysis.	.4	224.00
10/21/09	CG	GIAIMO	Emails with R. Garcia regarding status and issues regarding settlement of Plan issues.	.3	168.00
10/21/09	CG	GIAIMO	Emails and calls with M. Urbanos regarding vote on Lender proposal.	.7	392.00
10/21/09	CG	GIAIMO	Discussions regarding R. Garcia emails on Plan terms and proposal.	.3	168.00
10/21/09	KA	LANE	Various correspondence with C. Giaimo to discuss Committee members' positions as to proposed settlement.	1.2	558.00
10/21/09	KA	LANE	Review correspondence of Committee members regarding proposed settlement and treatment.	.4	186.00
10/21/09	KA	LANE	Correspondence to and from Debtors' counsel regarding revised disclosure statement that addresses Committee concerns.	.2	93.00
10/21/09	CG	GIAIMO	Draft, review and revise Committee memorandum outlining current Lender proposal, risks associated with litigation and additional analysis and counsel proposal.	.8	448.00
10/21/09	CG	GIAIMO	Internal discussions regarding revisions to Committee memorandum and request for vote and revisions to same.	1.2	672.00
10/21/09	CG	GIAIMO	Review and respond to responses from Committee Members regarding request for vote.	.3	168.00
10/22/09	CG	GIAIMO	Emails with individual Committee Members regarding Lender proposal.	.2	112.00
10/22/09	CG	GIAIMO	Emails with R. Garcia regarding results of hearing.	.2	112.00
10/22/09	CG	GIAIMO	Emails with R. Garcia regarding Lenders' final proposal, deal terms and Plan status.	.6	336.00
10/22/09	KA	LANE	Correspondence with Committee regarding happenings at hearing on disclosure statement.	.3	139.50
10/23/09	KA	LANE	Various correspondence with Debtors' counsel regarding delay of solicitation mailing and Committee's agreement to certification.	.7	325.50
10/23/09	KA	LANE	Various correspondence with Committee member Garcia regarding plan.	.2	93.00
10/23/09	CG	GIAIMO	Emails with R. Garcia regarding hearing results and reorganizational issues.	.2	112.00
10/26/09	CG	GIAIMO	Review draft Committee correspondence regarding claims objections and confer with A. Campbell regarding same.	.3	168.00

10/26/09	CG	GIAIMO	Emails with R. Garcia regarding recent docket entries.	.2	112.00
10/27/09	CG	GIAIMO	Draft, review and revise Committee update on Plan, Disclosure Statement, settlement stipulation and solicitation matters.	.5	280.00
10/27/09	CG	GIAIMO	Communications with Committee members regarding replacement of member representation.	.3	168.00
10/28/09	CG	GIAIMO	Multiple emails with Committee Members regarding distributions.	.3	168.00
10/28/09	CC	COHEN	Email with chairman of committee regarding deferred compensation arrangement.	.2	123.00
10/28/09	KA	LANE	Various correspondence with Debtors' counsel clarifying relief sought by ACE insurance motion.	.4	186.00
10/29/09	CG	GIAIMO	Emails with R. Garcia regarding status and issues regarding voting.	.3	168.00
10/30/09	KA	LANE	Review communication to Committee regarding status of certain matters.	.2	93.00
10/30/09	KA	LANE	Correspondence to and from D. Bowman regarding stay relief issues.	.2	93.00
10/30/09	AK	CAMPBELL	Review and revise summary of case status and send to committee; respond to follow up questions from committee members.	1.2	372.00

CURRENT FEES

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17,591.50

TIMEKEEPER TIME SUMMARY

CAROL C. COHEN	.2	at \$615.00 =	123.00
CHRIS GIAIMO	20.3	at \$560.00 =	11,368.00
CAROLINE ENGLISH	.2	at \$510.00 =	102.00
KATIE A. LANE	12.1	at \$465.00 =	5,626.50
ANDREA K. CAMPBELL	1.2	at \$310.00 =	372.00
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TOTALS	34.0		17,591.50

SUBTOTAL FOR THIS MATTER

\$17,591.50

(00010) MATTER NUMBER  
RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
10/12/09	SL LINN	Review docket; prepare supplemental connections submission;	2.8	462.00
10/12/09	CG GIAIMO	Confer with local counsel regarding conflict issues with Wells Fargo and matters regarding same.	.3	168.00
10/13/09	SL LINN	Review docket; prepare supplemental connections submission;	1.9	313.50
10/29/09	SL LINN	Review docket and update connections/conflicts search submission;	1.4	231.00
10/30/09	SL LINN	Review docket and update supplemental connections/conflicts search submission;	1.2	198.00

CURRENT FEES

1,372.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.3	at \$560.00 =	168.00
SHEILA LINN	7.3	at \$165.00 =	1,204.50
TOTALS	7.6		1,372.50

SUBTOTAL FOR THIS MATTER

\$1,372.50

(00011) MATTER NUMBER

RE: Plan and Disclosure Statement Matters and  
Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/01/09	CG GIAIMO	Review and analyze pre-petition loan documents for purposes of plan negotiations.	.3	168.00
10/01/09	CG GIAIMO	Email and telephone discussions with M. Dervis regarding pre-petition lender transactions to use as leverage for plan negotiations.	.2	112.00
10/01/09	CG GIAIMO	Internal analysis of revised plan and use of SERP proceeds and analysis of possible claims to same.	.4	224.00
10/01/09	CG GIAIMO	Review and analyze revised Disclosure Statement.	2.1	1,176.00
10/01/09	CG GIAIMO	Considerations regarding objection to hearing on Disclosure Statement and issues related thereto.	.7	392.00
10/01/09	CG GIAIMO	Team meeting to discuss case strategy (.5) and required investigation and analysis (.5).	1.0	560.00
10/01/09	CG GIAIMO	Call with ESBA regarding revised Plan, terms thereof and strategy in responding to same and negotiating revised terms.	.5	280.00
10/01/09	CG GIAIMO	Review revised Plan documents.	.3	168.00
10/01/09	CG GIAIMO	Strategy for Plan and Disclosure Statement discovery.	.4	224.00
10/01/09	CG GIAIMO	Review and print recent plan filings.	.4	224.00
10/01/09	CG GIAIMO	Review historical borrowing base information and emails with Debtors' FAs regarding same.	.3	168.00
10/01/09	RJ RICHARDSON	Attended team meeting to discuss plan, disclosure statement and upcoming hearing.	1.0	410.00
10/01/09	RJ RICHARDSON	Attended call with team members and ESBA to discuss plan and disclosure statement.	.5	205.00
10/01/09	KA LANE	Meeting with R. Richardson, C. English, C. Cohen and C. Giaimo to discuss strategy related to the plan.	1.0	465.00
10/01/09	KA LANE	Telephonic meeting with ESBA to determine strategy with respect to plan negotiations.	.5	232.50
10/01/09	KA LANE	Conference with A. Blankley to discuss background and to request assistance with 2004 request.	.4	186.00

10/01/09	KA	LANE	Conference with C. Giaimo regarding strategy as to continuance or opposition to disclosure hearing.	.3	139.50
10/01/09	KA	LANE	Correspondence to team regarding plan discovery.	.4	186.00
10/01/09	KA	LANE	Correspondence to and from Debtors' and Committee FAs regarding outstanding issues as to borrowing base and feasibility.	.4	186.00
10/01/09	KA	LANE	Review key portions of revised WFB Commitment Letter regarding exit facility.	.6	279.00
10/01/09	KA	LANE	Review and analyze revised liquidation analysis.	.7	325.50
10/01/09	C-	ENGLISH	Internal team meeting (C. Giaimo, C. Cohen, K. Lane and R. Richardson) regarding revised plan terms and strategy.	.5	255.00
10/01/09	C-	ENGLISH	Conference call with ESBA and Arent Fox team regarding analysis of Debtor financials and new Plan terms.	1.0	510.00
10/01/09	C-	ENGLISH	Review Debtor's liquidation analysis.	.4	204.00
10/01/09	C-	ENGLISH	Email with K. Lane and C. Cohen regarding 2004 application for disclosure statement discovery.	.2	102.00
10/01/09	AB	BLANKLEY	Telephone conference with Katie Lane re discovery in BMHC re plan amendment issues.	.4	168.00
10/01/09	CC	COHEN	Team meeting regarding plan strategy.	.5	307.50
10/01/09	CC	COHEN	Review new disclosure statement.	.8	492.00
10/01/09	CC	COHEN	Telephone conference with ESBA regarding plan issues.	1.0	615.00
10/02/09	AB	BLANKLEY	Telephone conference with Brad Sandler re drafting discovery request regarding plan.	.1	42.00
10/02/09	AB	BLANKLEY	Begin review of documents, docket, plan and amended plan, in preparation of drafting 2004 motion against debtors, document request, motion for shortened time.	3.2	1,344.00
10/02/09	KA	LANE	Call with B Sandler regarding best procedure for objecting to new disclosure statement.	.3	139.50
10/02/09	KA	LANE	Various correspondence with counsel regarding strategy as to second amended plan and disclosure statement.	.8	372.00
10/02/09	KA	LANE	Review correspondence regarding production by debtors of documents.	.4	186.00
10/02/09	RJ	RICHARDSON	Reviewed Dataroom for additional materials and forwarded additional materials to team members.	.4	164.00
10/02/09	RJ	RICHARDSON	Discussed additional documents being presented by debtors' counsel with team members.	.5	205.00
10/02/09	CG	GIAIMO	Review Wells commitment letter.	.7	392.00

10/02/09	CG	GIAIMO	Review and analyze revised Plan and Disclosure Statement and related documents.	4.5	2,520.00
10/02/09	CG	GIAIMO	Review updated cash flow analysis.	.3	168.00
10/02/09	CG	GIAIMO	Review motion to approve Wells commitment letter.	.3	168.00
10/03/09	CG	GIAIMO	Communications with ESBA regarding Plan status and issues for negotiation to improve unsecured creditor treatment.	.4	224.00
10/03/09	CG	GIAIMO	Communications and strategy regarding Plan and Disclosure Statement opposition.	.3	168.00
10/03/09	CG	GIAIMO	Review and revise emergency motion to continue hearing on Disclosure Statement.	1.7	952.00
10/03/09	CG	GIAIMO	Confer with K. Lane regarding emergency motion to continue hearing.	.4	224.00
10/03/09	KA	LANE	Review correspondence to and from Debtors, court filings and confidentiality agreements and orders related to disclosure statement issues.	2.2	1,023.00
10/03/09	KA	LANE	Correspondence to and from A. Ford regarding supplemental production.	.2	93.00
10/03/09	KA	LANE	Correspondence with counsel regarding response to A. Ford regarding supplemental production.	.2	93.00
10/03/09	KA	LANE	Draft and revise motion to continue disclosure statement hearing.	6.3	2,929.50
10/03/09	KA	LANE	Perform and review research into Rule 3017, cases and other authority supporting arguments that disclosure should be continued to permit Committee to review.	3.3	1,534.50
10/03/09	AB	BLANKLEY	Begin drafting of 2004 motion and related documents against debtors (5.5), including review of documents (3.4), review and revise multiple documents (1.5).	10.4	4,368.00
10/04/09	AB	BLANKLEY	Continue to draft, review and revise 2004 motion and related documents to be filed on debtors regarding plan and disclosure statement.	5.1	2,142.00
10/04/09	KA	LANE	Draft Objection to Second Amended Plan.	2.3	1,069.50
10/04/09	KA	LANE	Draft Motion to Shorten Time to Consider Motion to Continue.	1.3	604.50
10/04/09	KA	LANE	Draft proposed order on Motion to Shorten Time.	.3	139.50
10/04/09	KA	LANE	Draft proposed order on Motion to Continue.	.3	139.50
10/04/09	KA	LANE	Draft Notice of Motion to Continue.	.2	93.00
10/04/09	KA	LANE	Various correspondence with counsel regarding motion to continue, objection to disclosure statement and related issues.	1.6	744.00

10/04/09	KA	LANE	Various correspondence with A. Blankley regarding 2004 motion.	.4	186.00
10/05/09	KA	LANE	Various correspondence with C. Giaimo regarding his comments to disclosure statement related court filings.	1.2	558.00
10/05/09	KA	LANE	Review, revise and finalize Motion to Continue disclosure hearing.	.6	279.00
10/05/09	KA	LANE	Review, revise and finalize Objection to Disclosure Statement.	1.1	511.50
10/05/09	KA	LANE	Review, revise and finalize Motion to Shorten.	.2	93.00
10/05/09	KA	LANE	Correspondence to and from C. English regarding ESBA requests.	.3	139.50
10/05/09	KA	LANE	Telephone call with D. Kerrigan regarding disclosure and plan-related issues.	.3	139.50
10/05/09	KA	LANE	Correspondence to and from D. Kerrigan regarding plan feasibility and related issues.	.6	279.00
10/05/09	CG	GIAIMO	Review and revise objection to Disclosure Statement.	.8	448.00
10/05/09	CG	GIAIMO	Strategy discussions regarding hearing on Disclosure Statement.	.7	392.00
10/05/09	CG	GIAIMO	Emails with B. Sandler regarding filings regarding Disclosure Statement and hearing on same.	.4	224.00
10/05/09	CG	GIAIMO	Review revised Disclosure Statement and exhibits and prepare for hearing on same.	2.7	1,512.00
10/05/09	CG	GIAIMO	Emails with R. Sims regarding conversion issues.	.2	112.00
10/05/09	CG	GIAIMO	Emails with ESBA regarding Plan discovery related to 3rd party bidders.	.2	112.00
10/05/09	CG	GIAIMO	Confer with ESBA regarding Disclosure Statement hearing and strategy therefor.	.3	168.00
10/05/09	CC	COHEN	Review new disclosure statement and related plan issues.	3.2	1,968.00
10/05/09	AK	CAMPBELL	Review correspondence from K. Lane re: status of disclosure statement hearing.	.1	31.00
10/05/09	RJ	RICHARDSON	Coordinated additional document production with Debtors' counsel.	.5	205.00
10/05/09	RJ	RICHARDSON	Coordinated review of additional document production from Wells.	.5	205.00
10/05/09	RJ	RICHARDSON	Notified team of new Wells' document production via e-mail containing lenders' counsel cover letter and initial impressions of production.	.2	82.00
10/05/09	RJ	RICHARDSON	Pulled limited documents from the dataroom relating to the rabbi trust.	.2	82.00
10/06/09	RJ	RICHARDSON	Compared and noted variances between the July 27, 2009 and October 1, 2009 feasibility and liquidation analyses.	1.3	533.00

10/06/09	RJ	RICHARDSON	Attended call with A. York, X. Gui and Debtor's IT consultant to discuss proper format of Debtors' pending document production.	.3	123.00
10/06/09	RJ	RICHARDSON	Updated team on status of upcoming document production from Debtors.	.1	41.00
10/06/09	RJ	RICHARDSON	Meet with K. Lane and C. Giaimo to review variances between the July 27, 2009 and October 1, 2009 feasibility and liquidation analyses.	.7	287.00
10/06/09	JN	ROTHLEDER	Conference with C. Giaimo and K. Lane regarding Debtor's amendments to disclosure statement and inadequate notice thereof.	.6	279.00
10/06/09	JN	ROTHLEDER	Legal research regarding interpretation of Rule 3017.	.7	325.50
10/06/09	CC	COHEN	Review new disclosure statement and related plan issues.	2.6	1,599.00
10/06/09	C-	ENGLISH	Meeting with K. Briscoe regarding case background, status, and strategy.	1.1	561.00
10/06/09	C-	ENGLISH	Internal team email correspondence regarding status and strategy.	.2	102.00
10/06/09	C-	ENGLISH	Review Committee's Objection to Disclosure statement, motion to continue hearing and motion to shorten notice.	.4	204.00
10/06/09	CG	GIAIMO	Review and analysis of revised liquidation and feasibility exhibits to revised Disclosure Statement.	1.3	728.00
10/06/09	CG	GIAIMO	Confer with ESBA regarding liquidation and feasibility analysis and responses to same.	.6	336.00
10/06/09	CG	GIAIMO	Prepare for hearing on Disclosure Statement and objection to same and motion to continue.	2.7	1,512.00
10/06/09	CG	GIAIMO	Confer with C. English regarding 2004 requests for Plan and Disclosure Statement.	.3	168.00
10/06/09	CG	GIAIMO	Confer with B. Sandler regarding handling of hearing and issues to be presented and strategy therefor.	.3	168.00
10/06/09	CG	GIAIMO	Review and analyze Debtors' objection to motion to continue.	.4	224.00
10/06/09	CG	GIAIMO	Review exit pricing issues with ESBA.	.3	168.00
10/06/09	CG	GIAIMO	Review recent filings of Amended Plan and Disclosure Statement.	.7	392.00
10/06/09	CG	GIAIMO	Analysis and comparison of recently-filed Disclosure Statement to one provided last week and issues regarding same.	1.8	1,008.00
10/06/09	CG	GIAIMO	Review analysis of updated liquidation and feasibility for hearing purposes.	.3	168.00
10/06/09	CG	GIAIMO	Emails with M. Rosenthal regarding revised Plan and hearing.	.2	112.00

10/06/09	CG	GIAIMO	Review Disclosure Statement and prepare outline of all objectionable provisions for hearing.	2.0	1,120.00
10/06/09	KA	LANE	Research and review matters dealing with "gift" payments from secured creditors.	1.7	790.50
10/06/09	KA	LANE	Various correspondence with counsel regarding Debtors' informal production and intersection with upcoming disclosure hearing.	.6	279.00
10/06/09	KA	LANE	Review and mark-up responses to Debtors' objection to Committee's expedited motion to continue.	.9	418.50
10/06/09	KA	LANE	Various correspondence to counsel regarding draft 2004 requests related to disclosure statement.	.4	186.00
10/06/09	KA	LANE	Correspondence with local counsel regarding Debtors' objection to motion to continue.	.2	93.00
10/06/09	KA	LANE	Review agenda of matters scheduled for October 7 and Debtors' summary of disclosure objection responses appended thereto.	.7	325.50
10/06/09	KA	LANE	Strategy meeting with C. Giaimo and simultaneous preparations for hearing on disclosure statement (including review of Oct. 1 plan and disclosure statement, attachments, and related analyses, comparison of earlier versions of feasibility, preparation of argument outline for motion to continue).	8.1	3,766.50
10/06/09	KA	LANE	Review blacklines of additional plan and disclosure statements filed on 10/6 to be heard at hearing on 10/7 to determine whether markedly different from 10/1 .	1.6	744.00
10/07/09	KA	LANE	Various correspondence with C. Giaimo regarding list of specific objections to latest disclosure statement.	.4	186.00
10/07/09	KA	LANE	Correspondence to and from local counsel regarding logistics of solicitation timing and need to ensure alignment with constituents' votes.	.2	93.00
10/07/09	KA	LANE	Correspondence with C. Giaimo to discuss M. Rosenthal's position as to disclosure hearing and potential middle ground.	.2	93.00
10/07/09	KA	LANE	Review publication concerning Committee objection to disclosure statement.	.2	93.00
10/07/09	KA	LANE	Working travel to DE for hearing on Motion to Continue and Objection to Disclosure Statement.	1.9	883.50

10/07/09	KA	LANE	Attend hearing on motion to continue disclosure statement, Alvarado motion, disclosure and related solicitation issues.	2.0	930.00
10/07/09	KA	LANE	Lunch meeting with client and Committee professionals to discuss events at hearing on motion to continue disclosure and related issues.	1.5	697.50
10/07/09	KA	LANE	Non-working travel back to DC following disclosure hearing (billed at half time).	1.2	558.00
10/07/09	KA	LANE	Review and revise draft scheduling order related to disclosure statement discovery.	.8	372.00
10/07/09	KA	LANE	Various correspondence with counsel regarding draft scheduling order pertaining to disclosure discovery.	.6	279.00
10/07/09	CG	GIAIMO	Continued preparation for hearing.	.7	392.00
10/07/09	CG	GIAIMO	Call with M. Rosenthal regarding negotiations for consensual plan.	.5	280.00
10/07/09	CG	GIAIMO	Draft, review and revise oral argument for hearing on motion to continue.	.9	504.00
10/07/09	CG	GIAIMO	Non-working travel to Delaware for hearing on disclosure statement billed at half-rate.	1.0	560.00
10/07/09	CG	GIAIMO	Emails with B. Sandler regarding comments to solicitation motion.	.2	112.00
10/07/09	CG	GIAIMO	Attendance at hearing on motion to continue Disclosure Statement and objection thereto.	2.0	1,120.00
10/07/09	CG	GIAIMO	Confer with Debtors' counsel regarding scheduling order.	.3	168.00
10/07/09	CG	GIAIMO	Strategy meeting with R. Garcia and ESBA regarding strategy to improve treatment for unsecureds.	1.5	840.00
10/07/09	CG	GIAIMO	Non-working return travel from Delaware billed at half rate.	1.0	560.00
10/07/09	CG	GIAIMO	Internal discussions regarding Plan and Disclosure Statement discovery.	.4	224.00
10/07/09	CG	GIAIMO	Emails with M. Rosenthal regarding continued negotiations.	.4	224.00
10/07/09	CG	GIAIMO	Emails with B. Sandler regarding terms of scheduling order.	.4	224.00
10/07/09	CG	GIAIMO	Review and revise scheduling order and emails with M. Rosenthal regarding same.	.5	280.00
10/07/09	AB	BLANKLEY	Review of article on objection to disclosure statement and plan and advise Katie Lane of content.	.3	126.00
10/07/09	RJ	RICHARDSON	Pulled and researched SEC filings for K. Briscoe.	.5	205.00
10/07/09	RJ	RICHARDSON	Prepared packages of relevant documents for team to review.	.2	82.00

10/08/09	KA	LANE	Review Debtors' changes to proposed scheduling order and propose further revisions.	.3	139.50
10/08/09	KA	LANE	Correspondence to and from C. Giaimo and B. Sandler regarding scheduling order issues.	.8	372.00
10/08/09	KA	LANE	Meeting with C. Giaimo to discuss discovery related to disclosure.	.4	186.00
10/08/09	KA	LANE	Draft, review and revise discovery to Debtors pertaining to disclosure statement issues.	3.8	1,767.00
10/08/09	KA	LANE	Review disclosure statement, exhibits, and summary of comments prepared by C. Giaimo in narrow requests.	2.6	1,209.00
10/08/09	KA	LANE	Telephone call with D. Kerrigan regarding feasibility.	.2	93.00
10/08/09	CG	GIAIMO	Emails with M. Rosenthal regarding liquidation and feasibility exhibits.	.2	112.00
10/08/09	CG	GIAIMO	Numerous emails and telephone negotiations with Debtors' counsel regarding terms of scheduling order.	1.9	1,064.00
10/08/09	CG	GIAIMO	Emails with D. Kerrigan regarding Debtors' production of information.	.3	168.00
10/08/09	CG	GIAIMO	Review and revise scheduling order.	.6	336.00
10/08/09	CG	GIAIMO	Call with M. Rosenthal regarding terms of scheduling order.	.3	168.00
10/08/09	CG	GIAIMO	Emails with B. Sandler regarding status and issues of scheduling order.	.3	168.00
10/08/09	CG	GIAIMO	Review and revise objection list for Disclosure Statement.	.3	168.00
10/08/09	CG	GIAIMO	Review and analysis of SERP issues and utilization thereof for distribution to creditors.	.4	224.00
10/08/09	CG	GIAIMO	Review and revise discovery requests and confer with K. Lane regarding same.	.4	224.00
10/08/09	CG	GIAIMO	Coordination of finalization of scheduling order.	.3	168.00
10/08/09	KA	LANE	Review draft requests and instructions prepared by A. Blankley and revise to specifics required for disclosure issues.	1.1	511.50
10/08/09	KA	LANE	Review various correspondence between Debtors and Committee professionals concerning language of discovery scheduling order.	.6	279.00
10/09/09	CG	GIAIMO	Further analysis of discovery requests and confer with K. Lane regarding same.	.6	336.00
10/09/09	CG	GIAIMO	Review issues regarding status of Swap Agreements and issues related thereto.	.4	224.00
10/09/09	CG	GIAIMO	ESBA strategy regarding possible avenues for greater recovery for unsecured creditors.	.9	504.00
10/09/09	CG	GIAIMO	Provide additional comments to document requests.	.4	224.00

10/09/09	KA	LANE	Revise proposed disclosure discovery to incorporate B. Sandler's comments.	.4	186.00
10/09/09	KA	LANE	Review C. Giaimo's comments to disclosure statement and review pertinent parts of disclosure statement to use in crafting requests.	1.7	790.50
10/09/09	KA	LANE	Correspondence to and from local counsel regarding proposed disclosure discovery.	.2	93.00
10/09/09	KA	LANE	Revise and finalize draft discovery to Debtors concerning disclosure statement issues.	2.1	976.50
10/09/09	KA	LANE	Correspondence to and from Debtors' FAs regarding meeting next week and SERP, liquidation and other analyses.	.2	93.00
10/09/09	TF	BROWN	Meet with K. Lane and R. Richardson regarding plan strategy.	1.3	819.00
10/11/09	CG	GIAIMO	Review and analyze materials provided by Debtors regarding liquidation and feasibility analysis.	.8	448.00
10/11/09	CG	GIAIMO	Emails with M. Rosenthal regarding confidentiality provisions and 3rd party proposals.	.3	168.00
10/11/09	CG	GIAIMO	Emails with ESBA regarding recently-received Debtor materials.	.3	168.00
10/11/09	CG	GIAIMO	Review and analyze revised Plan in preparation of meetings with Debtors and their professionals.	1.4	784.00
10/11/09	KA	LANE	Review third party proposed transactions produced to Committee in accordance with Scheduling Order related to disclosure statement discovery.	4.3	1,999.50
10/12/09	KA	LANE	Working travel to NYC to meet with Debtors' professionals (review presentation, feasibility and liquidation analyses, various comparisons of offers, latest disclosure statement).	3.5	1,627.50
10/12/09	KA	LANE	Meeting with Debtors' professionals to discuss third party proposals, SERP, life insurance, feasibility and disclosure related issues.	4.5	2,092.50
10/12/09	KA	LANE	Follow up meeting with D. Kerrigan, M. Dervis and C. Giaimo to discuss potential meeting with WFB and strategy before 10/22 hearing.	.5	232.50
10/12/09	KA	LANE	Working return travel to DC (review provisions of DIP order, DIP Facility, review commitment letters and other documents related to exit facility).	3.1	1,441.50
10/12/09	KA	LANE	Various correspondence to and from Debtors' professionals regarding production of documents pursuant to scheduling order.	1.1	511.50

10/12/09	CG	GIAIMO	Review materials and financial information in preparation for meeting with Debtors' professionals.	1.8	1,008.00
10/12/09	CG	GIAIMO	Emails and calls with K. Fisher regarding Plan discussions.	.2	112.00
10/12/09	CG	GIAIMO	Non-working travel to NYC billed at half time.	2.0	1,120.00
10/12/09	CG	GIAIMO	Email exchanges with Debtors' counsel regarding document productions.	.3	168.00
10/12/09	CG	GIAIMO	Meeting with Debtors' professionals regarding revised Plan and negotiations for possible increase in general unsecured distribution.	4.5	2,520.00
10/12/09	CG	GIAIMO	Emails with ESBA regarding results of meeting and strategy for Lender discussions.	.3	168.00
10/12/09	CG	GIAIMO	Call with K. Fisher regarding Plan negotiations.	.2	112.00
10/12/09	CG	GIAIMO	Confer with K. Lane regarding DIP facility provisions regarding Lender challenges.	.2	112.00
10/13/09	CG	GIAIMO	Emails with K. Fisher regarding Plan meeting.	.2	112.00
10/13/09	CG	GIAIMO	Discussions with ESBA regarding strategy for discussions with Lenders counsel for Plan improvement for unsecured creditors.	.8	448.00
10/13/09	CG	GIAIMO	Emails with M. Rosenthal regarding Lender discussions on Plan.	.3	168.00
10/13/09	CG	GIAIMO	Review and revise communications with Debtors regarding document production.	.2	112.00
10/13/09	CG	GIAIMO	Additional communications with Lenders' counsel regarding Plan terms.	.1	56.00
10/13/09	CG	GIAIMO	Review revised Disclosure Statement and draft, review and revise itemized list of Disclosure Statement objections and email to Debtors' counsel.	3.3	1,848.00
10/13/09	CG	GIAIMO	Strategy meeting in preparation for meeting with Lenders' professionals.	.8	448.00
10/13/09	KA	LANE	Conference with A. York and R. Falek regarding disclosure statement discovery.	.4	186.00
10/13/09	KA	LANE	Meetings with C. Giaimo to discuss strategy with lenders and upcoming meeting in SFO.	.6	279.00
10/13/09	KA	LANE	Correspondence to and from A. York and R. Falek regarding production of disclosure documents.	.6	279.00
10/13/09	KA	LANE	Review disclosure requests and reconcile against information provided to date.	.7	325.50
10/13/09	KA	LANE	Various correspondence to counsel concerning upcoming informal production from Debtors.	.4	186.00

10/13/09	KA	LANE	Conference with D. Kerrigan regarding meeting with K. Fisher.	.2	93.00
10/13/09	KA	LANE	Review proposed email from A. York and refine requests.	.3	139.50
10/13/09	KA	LANE	Conferences with R. Richardson regarding borrowing base calculations, documents, etc.	.3	139.50
10/13/09	KA	LANE	Correspondence with M. Dervis regarding proposal with Lenders.	.2	93.00
10/13/09	KA	LANE	Strategy conference with C. Giaimo and prepare for meeting with Lenders.	4.8	2,232.00
10/13/09	CG	GIAIMO	Review PJS present value calculations and analysis and emails with ESBA regarding same.	.4	224.00
10/13/09	CG	GIAIMO	Emails with ESBA regarding Lender meetings.	.4	224.00
10/14/09	RJ	RICHARDSON	Attended call with K. Lane, C. Giaimo and T. Brown to discuss upcoming meeting regarding settlement.	.7	287.00
10/14/09	TF	BROWN	Review and respond to email from C. Giaimo regarding strategy issues.	.4	252.00
10/14/09	CG	GIAIMO	Discussions with ESBA regarding liquidation analysis and strategy regarding Lender meeting for greater distributions for creditors.	.7	392.00
10/14/09	CG	GIAIMO	Discussions regarding attendance by Committee members at Lender meeting.	.3	168.00
10/14/09	CG	GIAIMO	Internal team strategy call for Lender discussions and strengths and weaknesses of same.	.9	504.00
10/14/09	CG	GIAIMO	Additional emails with T. Brown regarding negotiation strategies with Lenders.	.3	168.00
10/14/09	CG	GIAIMO	Review Debtor produced documents, including third party proposals and liquidation and CC presentation materials and review case law and related documents in preparation for meeting with Lenders' professionals.	6.0	3,360.00
10/14/09	CG	GIAIMO	Non-working travel to San Francisco billed at half time.	3.5	1,960.00
10/14/09	CG	GIAIMO	Meeting with ESBA to discuss Lender meeting and related matters.	1.0	560.00
10/14/09	CG	GIAIMO	Draft email to K. Fisher outlining negotiation points.	.2	112.00
10/14/09	KA	LANE	Review strategy plan devised by T. Brown.	.2	93.00
10/14/09	KA	LANE	Correspondence with ESBA regarding liquidation issues.	.3	139.50
10/14/09	KA	LANE	Working travel to SFO for meeting with lenders (prepare by reviewing disclosure statement, proposals, mark up DIP Order, review financing documents, review case law dealing with tax refund attachment versus	9.8	4,557.00

			perfection, review various analyses prepared by ESBA and Debtors' professionals).		
10/14/09	KA	LANE	Meetings with C. Giaimo and strategy meeting with C. Giaimo, D. Kerrigan and M. Dervis to prepare for meeting with K. Fisher.	1.6	744.00
10/15/09	KA	LANE	Breakfast meeting with C. Giaimo, D. Kerrigan and M. Dervis to prepare for meeting with K. Fisher.	1.5	697.50
10/15/09	KA	LANE	Meetings with K. Fisher, S. Mennillo and K. Miramadi regarding unsecured creditor treatment.	3.5	1,627.50
10/15/09	KA	LANE	Non-working travel to SFO airport and returning from Dulles airport (billed at half time).	.9	418.50
10/15/09	KA	LANE	Working travel returning from SFO airport to Dulles airport (review recent case law upholding avoidance of tax returns, review proposal made by WFB, review additional documents related to disclosure statement produced by debtors in response to disclosure statement discovery).	8.2	3,813.00
10/15/09	CG	GIAIMO	Internal discussions and analysis of Lenders' proposal on Plan terms.	.8	448.00
10/15/09	CG	GIAIMO	Emails with K. Fisher regarding discussions with Committee.	.1	56.00
10/15/09	CG	GIAIMO	Non-working return travel from San Francisco billed at half-rate.	5.5	3,080.00
10/15/09	CG	GIAIMO	Review internal email correspondence regarding facts behind limited waiver agreements.	.3	168.00
10/15/09	CG	GIAIMO	Meeting with ESBA and K. Lane to strategize for Lender meeting and analysis of Debtor provided documents.	1.3	728.00
10/15/09	CG	GIAIMO	Meeting with Lenders' professionals to discuss Plan amendments to improve creditor treatment.	3.5	1,960.00
10/15/09	CG	GIAIMO	Follow-up discussions with ESBA regarding results of meeting and issues going forward.	1.1	616.00
10/15/09	CG	GIAIMO	Analysis of documents produced by Debtors and issues regarding possible claim against Lenders.	.9	504.00
10/15/09	TF	BROWN	Review email regarding status of negotiations.	.1	63.00
10/16/09	TF	BROWN	Review emails from C. Giaimo regarding negotiations with Lender.	.3	189.00
10/16/09	TF	BROWN	Evaluate possible strategies/results and email exchange with C. Giaimo regarding same.	.2	126.00
10/16/09	CG	GIAIMO	Internal email memorandum regarding progress in Lender negotiations..	.3	168.00

10/16/09	CG	GIAIMO	Emails and telephone discussions with M. Rosenthal regarding status of settlement discussions with Lenders.	.6	336.00
10/16/09	CG	GIAIMO	Internal strategy discussions regarding issues to be raised with Lenders in negotiations.	.3	168.00
10/16/09	CG	GIAIMO	Email and telephone calls with ESBA regarding Plan settlement discussions with Lenders.	.4	224.00
10/16/09	CG	GIAIMO	Discussions with D. Kerrigan regarding strategy for Lender settlement.	.3	168.00
10/16/09	KA	LANE	Various correspondence with C. Giaimo and ESBA concerning value of settlement proposal as compared with pursuit of adversary proceedings.	.8	372.00
10/16/09	KA	LANE	Correspondence with C. Giaimo and D. Kerrigan regarding treatment of small claims/convenience class.	.2	93.00
10/16/09	KA	LANE	Correspondence to and from A. York regarding completion of disclosure statement related discovery.	.2	93.00
10/16/09	KA	LANE	Correspondence to and from C. Giaimo about WFB's role in claims administration.	.2	93.00
10/16/09	KA	LANE	Various correspondence with counsel regarding scope of document production and review and potential global resolution.	.8	372.00
10/17/09	CG	GIAIMO	Legal research into confirmation issues for use in settlement discussions.	.7	392.00
10/18/09	KA	LANE	Review correspondence and related documents produced by Debtors in connection with disclosure statement discovery.	7.8	3,627.00
10/19/09	KA	LANE	Conference with R. Richardson to discuss status of negotiations with secured lenders, best approach to discovery, and related issues.	.4	186.00
10/19/09	KA	LANE	Various correspondence with A. York regarding disclosure statement production.	.2	93.00
10/19/09	KA	LANE	Review and analyze documents produced by Debtors in response to RFP Related to Disclosure Statement.	7.1	3,301.50
10/19/09	CG	GIAIMO	Emails with M. Rosenthal regarding settlement discussions.	.4	224.00
10/19/09	CG	GIAIMO	ESBA discussions regarding status and strategy for Lender settlement discussions.	.8	448.00
10/19/09	CG	GIAIMO	Continued review and analysis of Plan documents and ESBA reports for purposes of negotiations with Lenders to increase unsecured creditors' distribution.	1.8	1,008.00

10/20/09	CG	GIAIMO	Discussions with M. Dervis regarding SERP proceeds valuation and issues regarding availability of same.	.4	224.00
10/20/09	CG	GIAIMO	Negotiations with Lenders' counsel over unsecured creditor distribution.	.8	448.00
10/20/09	CG	GIAIMO	Emails with M. Rosenthal regarding status of settlement discussions.	.3	168.00
10/20/09	CG	GIAIMO	Negotiations with Lenders' counsel regarding Plan treatment for unsecured creditors and issues related thereto.	1.8	1,008.00
10/20/09	CG	GIAIMO	Internal discussions regarding strategy for settlement discussions and extension of challenge period.	.7	392.00
10/20/09	CG	GIAIMO	Emails with ESBA regarding liquidation and proposed Plan treatment analysis (.2); and review of same (.4).	.6	336.00
10/20/09	CG	GIAIMO	Review recent news articles regarding housing permits and circulate to ESBA.	.2	112.00
10/20/09	CG	GIAIMO	Communications with Lenders' counsel regarding counter-offer.	.2	112.00
10/20/09	CG	GIAIMO	Internal strategy regarding Plan proposals and resolution thereof.	.3	168.00
10/20/09	CG	GIAIMO	Emails and calls with M. Rosenthal regarding Plan settlement and terms thereof.	.4	224.00
10/20/09	KA	LANE	Correspondence to and from M. Dervis and C. Giaimo to request analysis of litigation values versus present offer from WFB.	.3	139.50
10/20/09	KA	LANE	Review information related to housing starts and other projections.	.2	93.00
10/20/09	KA	LANE	Review and reconcile 10/6 disclosure statement against draft 10/21 copy provided by A. York.	3.2	1,488.00
10/20/09	KA	LANE	Prepare analysis of latest disclosure and results of reconciliation.	.8	372.00
10/20/09	KA	LANE	Continue reviewing documents produced in connection with the disclosure statement discovery.	3.8	1,767.00
10/20/09	KA	LANE	Review agenda of hearing and summary of responses to objections.	.3	139.50
10/20/09	KA	LANE	Correspondence to and from counsel regarding status of negotiations with WFB.	.6	279.00
10/21/09	KA	LANE	Various correspondence with C. Giaimo regarding scenarios and strategies for dealing with challenge expiration and upcoming hearings.	2.4	1,116.00
10/21/09	KA	LANE	Consider and prepare memorandum detailing strategies and scenarios to consider with Committee in connection with disclosure statement hearing and plan.	.8	372.00

10/21/09	KA	LANE	Telephone call with R. Richardson to discuss review of debtor and lender informal document production and impact on disclosure negotiations.	.3	139.50
10/21/09	KA	LANE	Review motion to extend exclusivity.	.4	186.00
10/21/09	KA	LANE	Correspondence to and from M. Dervis regarding comparison of litigation recoveries versus alternative offer to Committee.	.2	93.00
10/21/09	KA	LANE	Review analysis prepared by M. Dervis regarding comparison of litigation recoveries versus alternative offer to Committee.	.3	139.50
10/21/09	RJ	RICHARDSON	Attended conference call with K. Lane to discuss debtor and lender informal document production and impact on plan negotiations.	.3	123.00
10/21/09	KA	LANE	Various correspondence and calls with counsel and FAs regarding WFB's latest offer of \$2mm and economics of accepting alternate proposal.	2.6	1,209.00
10/21/09	KA	LANE	Review key terms of version of plan and disclosure statement filed 10/21.	.8	372.00
10/21/09	KA	LANE	Correspondence to C. Giaimo summarizing 4.4% distribution and other "new" provisions.	.2	93.00
10/21/09	KA	LANE	Prepare list of comments and corrections for A. York to insert into disclosure statement to be filed with Court.	.4	186.00
10/21/09	C-	ENGLISH	Review liquidation analysis and information regarding plan negotiations.	.3	153.00
10/21/09	C-	ENGLISH	Analysis of new proposed plan terms/proposed settlement.	.8	408.00
10/21/09	C-	ENGLISH	Email correspondence with C. Giaimo and other internal team members regarding proposed plan terms/settlement.	.8	408.00
10/21/09	CG	GIAIMO	Continued analysis of SERP and related Plan issues to improve unsecured treatment.	.7	392.00
10/21/09	CG	GIAIMO	Emails with M. Rosenthal regarding settlement discussions.	.3	168.00
10/21/09	CG	GIAIMO	Emails and calls with ESBA regarding settlement and liquidation analysis and issues regarding Lenders' proposal.	.6	336.00
10/21/09	CG	GIAIMO	Continued communications with K. Fisher regarding settlement.	.4	224.00
10/21/09	CG	GIAIMO	Emails with B. Sandler regarding Disclosure Statement, Plan issues and update on settlement status.	.3	168.00
10/21/09	CG	GIAIMO	Review strategy proposals from K. Lane regarding hearing and challenge deadline and response to same.	.2	112.00

10/21/09	CG	GIAIMO	Confer with K. Lane regarding preparation for hearing.	.3	168.00
10/21/09	CG	GIAIMO	Internal strategy discussions regarding increasing distribution to unsecured creditors.	.7	392.00
10/21/09	CG	GIAIMO	Emails with A. York regarding status of revisions to Disclosure Statement to include Committee comments.	.2	112.00
10/21/09	CG	GIAIMO	Review and analysis of revised Plan and Disclosure Statement.	2.2	1,232.00
10/21/09	CG	GIAIMO	Emails to ESBA requesting financial analysis and data regarding pre-petition transactions.	.2	112.00
10/21/09	CG	GIAIMO	Discussions with ESBA regarding disclosure Statement hearing.	.2	112.00
10/21/09	CG	GIAIMO	Discussions with Lenders' counsel regarding revocation of offer and submission of new proposal and issues related thereto.	.8	448.00
10/21/09	CG	GIAIMO	Emails to Committee professionals regarding new proposal.	.3	168.00
10/21/09	CG	GIAIMO	Internal discussions with ESBA, et al. regarding Lenders' recent proposal and strategic response thereto.	.7	392.00
10/21/09	CG	GIAIMO	Additional email discussions with Lenders' counsel regarding offer on Plan and details thereof.	.3	168.00
10/21/09	CG	GIAIMO	Emails with Debtors' counsel regarding Lenders' revocation of \$7.5 offer for \$2 million offer and implications therewith.	.4	224.00
10/21/09	CG	GIAIMO	Email discussions with B. Sandler regarding recent events and hearing on Disclosure Statement.	.4	224.00
10/22/09	CG	GIAIMO	Review and analyze recently-filed \$2 million Plan and Disclosure Statement and issues related thereto.	2.4	1,344.00
10/22/09	CG	GIAIMO	Discussions with K. Lane regarding modifications to Amended Disclosure Statement.	.4	224.00
10/22/09	CG	GIAIMO	Discussions with ESBA regarding response to Lenders' \$5.5 offer and matters related thereto.	.6	336.00
10/22/09	CG	GIAIMO	Strategy discussion and analysis regarding litigation risks and rewards and comparison to proposed Lender payment.	.5	280.00
10/22/09	CG	GIAIMO	Emails and calls with Lenders' counsel and counsel for the Debtors regarding last minute settlement discussions.	.9	504.00
10/22/09	CG	GIAIMO	Review Wells Fargo 2008 liquidation analysis.	.2	112.00
10/22/09	CG	GIAIMO	Continued discussions with ESBA regarding settlement options.	.3	168.00

10/22/09	CG	GIAIMO	Prepare for hearing on Disclosure Statement and related matters.	1.4	784.00
10/22/09	CG	GIAIMO	Attendance at hearing on Disclosure Statement and discussions with counsel regarding modifications and settlement terms.	1.5	840.00
10/22/09	CG	GIAIMO	Emails with Debtors' counsel regarding revisions to Amended Disclosure Statement.	.3	168.00
10/22/09	CG	GIAIMO	Non-working return travel from Wilmington billed at half-rate.	2.0	1,120.00
10/22/09	C-	ENGLISH	Review and analyze new data/analysis from ESBA.	.6	306.00
10/22/09	C-	ENGLISH	Email with C. Giaimo, D. Kerrigan, and internal team regarding strategy and negotiations regarding Plan settlement proposal.	.5	255.00
10/22/09	TF	BROWN	Review plan and settlement status report and evaluate appropriate strategy.	.3	189.00
10/22/09	TF	BROWN	Email exchange with C. Giaimo regarding same.	.2	126.00
10/22/09	TF	BROWN	Additional email exchange regarding same.	.2	126.00
10/22/09	TF	BROWN	Telephone call with C. Giaimo regarding issues, strategy and disclosure hearing.	.3	189.00
10/22/09	KB	BRISCOE	Correspondence with legal team regarding potential challenges and negotiations.	.9	414.00
10/22/09	KA	LANE	Various conferences and correspondence with counsel regarding WFB proposal and recommendation to Committee regarding same.	2.8	1,302.00
10/22/09	KA	LANE	Review various debt analyses and correspondence from M. Dervis in connection with determining propriety of accepting deal.	.6	279.00
10/22/09	KA	LANE	Review 2008 liquidation analysis prepared for WFB.	.2	93.00
10/22/09	KA	LANE	Working travel to DE for disclosure statement hearing (correspondence with counsel, telephone call with local counsel regarding settlement status, review notes for hearing.)	1.9	883.50
10/22/09	KA	LANE	Attend hearing on disclosure statement.	1.5	697.50
10/22/09	KA	LANE	Meeting with Debtors' professionals to discuss events of disclosure hearing and process going forward to confirmation.	.2	93.00
10/22/09	KA	LANE	Conference with K. Fisher to discuss need for stipulation memorializing challenge extension.	.2	93.00

10/22/09	KA	LANE	Post-hearing meeting with C. Giaimo to discuss results of hearing, plan confirmation strategy, report to Committee.	1.9	883.50
10/22/09	KA	LANE	Working travel to return to DC (reviewing blacklines of 10/22 plan documents to provide comments to Debtors).	1.1	511.50
10/22/09	KA	LANE	Nonworking travel back to DC from disclosure hearing (billed at half time).	.6	279.00
10/22/09	KA	LANE	Various correspondence with Debtors' counsel regarding comments to plan documents.	.4	186.00
10/23/09	KA	LANE	Review revised versions of October 22 plan, disclosure statement, balloting materials, solicitation materials and related documents to provide comments to Debtors.	2.4	1,116.00
10/23/09	KA	LANE	Telephone call and correspondence with A. York to discuss plan and disclosure statement corrections.	.4	186.00
10/23/09	KA	LANE	Correspondence and call with J. Graves to discuss balloting issues.	.2	93.00
10/23/09	KA	LANE	Conference with R. Richardson to discuss agreement with respect to challenges and relationship to plan agreement.	.3	139.50
10/23/09	RJ	RICHARDSON	Attended conference with K. Lane to discuss agreement with respect to challenges and relationship to plan agreement.	.3	123.00
10/23/09	C-	ENGLISH	Emails with internal team regarding litigation analysis and settlement terms.	.4	204.00
10/23/09	CG	GIAIMO	Numerous emails with counsel regarding Disclosure Statement comments and issues.	.6	336.00
10/23/09	CG	GIAIMO	Emails with Debtors' counsel regarding solicitation package.	.2	112.00
10/23/09	CG	GIAIMO	Review internal analysis prepared by R. Richardson for purposes of documenting Plan settlement.	.4	224.00
10/23/09	CG	GIAIMO	Emails with Debtors' counsel regarding solicitation issues.	.3	168.00
10/23/09	CG	GIAIMO	Review proposed filings extending solicitation period and emails with A. York regarding same.	.3	168.00
10/23/09	CG	GIAIMO	Review final Wells Fargo commitment motion and issues therewith.	.5	280.00
10/26/09	CG	GIAIMO	Internal discussions regarding agreement to extend challenge deadline and terms thereof.	.4	224.00

10/26/09	CG	GIAIMO	Emails and calls with Debtors' counsel regarding stipulation extending challenge deadline.	.3	168.00
10/26/09	CG	GIAIMO	Review solicitation filings.	.2	112.00
10/26/09	CG	GIAIMO	Emails, calls and negotiations regarding extension of challenge period among counsel for Lenders and Debtors.	1.3	728.00
10/26/09	CG	GIAIMO	Draft, review and revise extension stipulation and confer with T. Kent, et al. regarding same.	1.0	560.00
10/26/09	CG	GIAIMO	Review and analyze final form of Disclosure Statement and Plan and emails with M. Rosenthal regarding same.	2.2	1,232.00
10/26/09	CG	GIAIMO	Finalization of challenge period stipulation and emails with counsel regarding same.	.4	224.00
10/26/09	KA	LANE	Various correspondence with M. Rosenthal and Lenders' counsel regarding draft stipulation.	.8	372.00
10/26/09	KA	LANE	Review notes of challenge stipulation and settlement from announcement in open court.	.2	93.00
10/26/09	KA	LANE	Review C. Giaimo's comments to Plan Support Stipulation, COC and order.	.2	93.00
10/26/09	KA	LANE	Conferences and correspondence with C. Giaimo regarding comments to Plan Support Stipulation and related documents.	1.6	744.00
10/26/09	KA	LANE	Review final versions of stipulation and related documents and comment on same.	.2	93.00
10/26/09	KA	LANE	Correspondence to and from Debtors' counsel regarding service version of plan and disclosure statement and subsequent corrections.	.2	93.00
10/26/09	KA	LANE	Review and comment on Debtors' version of draft stipulation, COC and order.	.2	93.00
10/27/09	CG	GIAIMO	Review certification of counsel and attached documents from Lenders' counsel.	.3	168.00
10/27/09	CG	GIAIMO	Review recently-entered solicitation order.	.4	224.00
10/27/09	CG	GIAIMO	Continued analysis of final Plan and Disclosure Statement.	.9	504.00
10/27/09	C-	ENGLISH	Review updated liquidation analysis and correspondence with Committee members.	.5	255.00
10/29/09	C-	ENGLISH	Review motion/brief in bankruptcy court for TRO/PI and supporting case law.	4.2	2,142.00

CURRENT FEES

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180,603.00

TIMEKEEPER TIME SUMARY

TIMOTHY F. BROWN	3.3	at	\$630.00 =	2,079.00
CAROL C. COHEN	8.1	at	\$615.00 =	4,981.50
CHRIS GIAIMO	134.4	at	\$560.00 =	75,264.00
CAROLINE ENGLISH	11.9	at	\$510.00 =	6,069.00
JEFFREY ROTHLEDER	1.3	at	\$465.00 =	604.50
KATIE A. LANE	171.2	at	\$465.00 =	79,608.00
KATE B. BRISCOE	.9	at	\$460.00 =	414.00
ADRIENNE W. BLANKLE	19.5	at	\$420.00 =	8,190.00
RACHEL J. RICHARDSO	8.2	at	\$410.00 =	3,362.00
ANDREA K. CAMPBELL	.1	at	\$310.00 =	31.00
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TOTALS	358.9			180,603.00

SUBTOTAL FOR THIS MATTER

\$180,603.00

(00013) MATTER NUMBER

RE: Employee Benefits and Severance, Pensions ERISA,  
Labor

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/05/09	CG GIAIMO	Review materials regarding status of Alvarado hearing.	.4	224.00
10/05/09	KA LANE	Correspondence to and from R. Richardson and C. Cohen regarding SERP issues.	.4	186.00
10/06/09	CG GIAIMO	Review Union order and confer with C. Cohen regarding same.	.3	168.00
10/07/09	CG GIAIMO	Attendance at Alvarado hearing.	1.0	560.00
10/07/09	KA LANE	Review Alvarado motion and related papers and prepare outline of points to be raised at hearing.	1.8	837.00
10/13/09	CG GIAIMO	Review entered Alvarado order.	.2	112.00
10/20/09	KA LANE	Review deferred compensation documents and correspondence received from Committee member Garcia.	.4	186.00
10/26/09	CC COHEN	Review new court filing regarding incentive payments.	.2	123.00
10/27/09	CC COHEN	Review of court filing regarding incentive payments.	.2	123.00
10/28/09	CG GIAIMO	Emails with R. Garcia regarding pension claims and treatment regarding same.	.3	168.00

CURRENT FEES

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2,687.00

TIMEKEEPER TIME SUMMARY

CAROL C. COHEN	.4	at \$615.00 =	246.00
CHRIS GIAIMO	2.2	at \$560.00 =	1,232.00
KATIE A. LANE	2.6	at \$465.00 =	1,209.00
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TOTALS	5.2		2,687.00

SUBTOTAL FOR THIS MATTER

\$2,687.00

(00014) MATTER NUMBER

RE: Real Estate and Leasing and Executory Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/05/09	RJ RICHARDSON	Prepared summary of unencumbered assets per C. Cohen's request.	1.9	779.00
10/08/09	CG GIAIMO	Review ESBA updated real estate analysis.	.3	168.00

CURRENT FEES

947.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.3	at \$560.00 =	168.00
RACHEL J. RICHARDSON	1.9	at \$410.00 =	779.00
TOTALS	2.2		947.00

SUBTOTAL FOR THIS MATTER

\$947.00

(00015) MATTER NUMBER  
RE: Creditor Inquiries

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/08/09	CG GIAIMO	Call with creditor regarding recent filings and case status.	.2	112.00
10/19/09	CG GIAIMO	Respond to calls from creditors regarding status of Plan and related case matters.	.3	168.00
10/29/09	CG GIAIMO	Emails in response to creditor inquiries regarding Plan status.	.3	168.00

CURRENT FEES

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448.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.8	at \$560.00 =	448.00
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TOTALS	0.8		448.00

SUBTOTAL FOR THIS MATTER

\$448.00

(00016) MATTER NUMBER

RE: Automatic Stay and Section 362 and 363 Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
10/19/09	KA LANE	Review summary of Thomas Motion for Relief from stay in preparation for call with Debtors' professionals.	.1	46.50
10/19/09	CG GIAIMO	Review proposed pleadings and orders granting stay relief and issues related thereto.	.3	168.00
10/19/09	CG GIAIMO	Review Committee correspondence regarding personal injury stay relief motion.	.2	112.00
10/19/09	KA LANE	Correspondence to and from C. Giaimo regarding call with Debtors to streamline stay relief process.	.3	139.50
10/19/09	KA LANE	Conference with D. Bowman and M. Thomas to discuss approach for streamline process as to stay relief concerning foreclosure, interpleader, and defect claim cases where bonds and insurance are sole source of recovery.	.3	139.50
10/19/09	AK CAMPBELL	Review personal injury claimant's lift stay motion and summarize for K. Lane and C. Giaimo.	.5	155.00

CURRENT FEES

760.50

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.5	at \$560.00 =	280.00
KATIE A. LANE	.7	at \$465.00 =	325.50
ANDREA K. CAMPBELL	.5	at \$310.00 =	155.00

TOTALS	1.7		760.50
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SUBTOTAL FOR THIS MATTER

\$760.50

(00017) MATTER NUMBER

RE: Investigation of Secured Creditor, Equipment Lessors

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/01/09	C- ENGLISH	Email with Debtor's counsel regarding document production.	.1	51.00
10/02/09	C- ENGLISH	Email with Debtor's counsel regarding document searches.	.2	102.00
10/02/09	C- ENGLISH	Internal emails regarding Debtor document production.	.2	102.00
10/05/09	RJ RICHARDSON	Reviewed specific e-mails containing financial terms from Wells' production per C. English's request.	3.4	1,394.00
10/05/09	RJ RICHARDSON	Researched case law regarding rabbi trusts.	1.4	574.00
10/05/09	C- ENGLISH	Email with ESBA regarding pre-petition financing data and analysis.	.3	153.00
10/05/09	C- ENGLISH	Email with R. Richardson regarding Lender's supplemental document production.	.2	102.00
10/05/09	C- ENGLISH	Internal email regarding Debtor's document search and production.	.2	102.00
10/06/09	C- ENGLISH	Email/conference with R. Richardson regarding discovery efforts/document productions.	.2	102.00
10/06/09	C- ENGLISH	Review Lenders' supplemental document production.	1.8	918.00
10/07/09	C- ENGLISH	Complete review of Lenders' supplemental document production.	.8	408.00
10/07/09	C- ENGLISH	Conference with R. Richardson regarding Lenders' supplemental document production.	.2	102.00
10/07/09	RJ RICHARDSON	Commenced review of additional documents highlighted by C. English.	.2	82.00
10/08/09	C- ENGLISH	Review financial and other prepetition documents (including covenant estimates and calculations) and analyze potential challenges to secured liens.	2.8	1,428.00
10/09/09	KA LANE	Review analysis of March and April waiver agreements.	.2	93.00
10/12/09	C- ENGLISH	Continued review/analysis of pre-petition financial issues and potential challenges to secured liens.	1.3	663.00
10/12/09	C- ENGLISH	Email correspondence regarding debtor's document production.	.2	102.00
10/12/09	RJ RICHARDSON	Analyzed correspondence identified by C. English as being potentially relevant in our review of Wells' informal document production.	1.6	656.00

10/13/09	KB	BRISCOE	Coordinate analysis of Debtors' productions; conference with R. Richardson regarding same; coordinate with X. Gui regarding processing Debtors' electronic production.	1.2	552.00
10/13/09	C-	ENGLISH	Conference/email with R. Richardson regarding prepetition document.	.2	102.00
10/13/09	C-	ENGLISH	Coordinate team regarding document review.	.6	306.00
10/13/09	CG	GIAIMO	Analysis of Lender influence over Debtors based on pre-petition loan modifications.	.5	280.00
10/14/09	C-	ENGLISH	Review and analyze documents produced by Debtors.	6.9	3,519.00
10/14/09	C-	ENGLISH	Conference with R. Richardson and call to A. York regarding Debtors' document production.	.2	102.00
10/14/09	KB	BRISCOE	Coordinate documental production issues and analysis.	.7	322.00
10/15/09	C-	ENGLISH	Review and analyze documents produced by Debtors.	8.8	4,488.00
10/15/09	C-	ENGLISH	Conference/email with R. Richardson regarding Debtors' documents.	.3	153.00
10/16/09	C-	ENGLISH	Coordinate internal team regarding document review efforts.	.4	204.00
10/16/09	RJ	RICHARDSON	Divided Debtors' document production for review purposes.	.2	82.00
10/16/09	CG	GIAIMO	Review correspondence regarding status of Lenders' production.	.2	112.00
10/19/09	RJ	RICHARDSON	Discussed document production review with K. Briscoe.	.4	164.00
10/22/09	RJ	RICHARDSON	Drafted final analysis of debtors' informal document production.	1.1	451.00
10/22/09	RJ	RICHARDSON	Attended conference call with K. Briscoe and C. English to discuss analysis of debtors' document production and potential secured lender claims.	.5	205.00
10/22/09	CG	GIAIMO	Review M. Dervis analysis of pre-petition debt capacity and issues regarding loan modifications.	.3	168.00
10/22/09	CG	GIAIMO	Discussions with investigation team regarding status of document analysis and litigation matters.	.5	280.00
10/22/09	C-	ENGLISH	Telephone conference with R. Richardson and K. Briscoe regarding analysis of secured lien issues.	.5	255.00
10/23/09	KB	BRISCOE	Analyze documents produced and potential claims; prepare summary analysis of same.	4.9	2,254.00
10/23/09	RJ	RICHARDSON	Reviewed financing statement tracker and compiled final documents relating to perfection of lenders' security interests.	.3	123.00

10/23/09	CG	GIAIMO	Internal email discussions regarding settlement status and issues regarding continued investigation.	.3	168.00
10/26/09	RJ	RICHARDSON	Worked on preparation of memo relating to analysis of issues derived and analyzed in Debtors' and Lenders' document production.	5.1	2,091.00
10/26/09	KB	BRISCOE	Analyze documents produced and potential claims; prepare summary analysis of same.	6.6	3,036.00
10/26/09	C-	ENGLISH	Emails with C. Giaimo, R. Richardson, and K. Briscoe regarding challenge period, secured claim analysis and next steps in investigation.	.4	204.00
10/27/09	RJ	RICHARDSON	Worked on memo outlining analysis of issues in the BMHC case based on the Debtors' and Lenders' document productions.	1.1	451.00
10/28/09	RJ	RICHARDSON	Continued preparation of memo analyzing issues derived from Debtors' and Lenders' document production.	3.9	1,599.00
10/28/09	KB	BRISCOE	Analyze documents produced and potential claims; prepare summary analysis of same; conferences with R. Richardson regarding same.	5.9	2,714.00
10/29/09	KB	BRISCOE	Analyze documents produced and potential claims; prepare summary analysis of same; conferences with R. Richardson regarding same.	3.1	1,426.00
10/29/09	RJ	RICHARDSON	Continued work on memo analyzing issues derived from Debtors' and Lenders' document productions.	2.1	861.00
10/29/09	C-	ENGLISH	Work on draft memo outlining secured lien analysis.	1.8	918.00

CURRENT FEES

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34,724.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	1.8	at	\$560.00 =	1,008.00
CAROLINE ENGLISH	28.6	at	\$510.00 =	14,586.00
KATIE A. LANE	.2	at	\$465.00 =	93.00
KATE B. BRISCOE	22.4	at	\$460.00 =	10,304.00
RACHEL J. RICHARDSON	21.3	at	\$410.00 =	8,733.00
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TOTALS	74.3			34,724.00

SUBTOTAL FOR THIS MATTER

\$34,724.00

(00018) MATTER NUMBER

RE: Utilities and Regulatory Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/28/09	CG GIAIMO	Review recent utility filing and revisions to previous filings.	.2	112.00

CURRENT FEES

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112.00

TIMEKEEPER TIME SUMMARY

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

SUBTOTAL FOR THIS MATTER

\$112.00

(00019) MATTER NUMBER

RE: Chapter 5 Litigation, Collection and Investigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/01/09	RJ RICHARDSON	Discussed preference analysis with team.	.3	123.00
10/01/09	KA LANE	Meeting with R. Richardson, C. English, C. Cohen and C. Giaimo to discuss potential preferences.	.3	139.50
10/01/09	KA LANE	Correspondence to and from D. Kerrigan and M. Dervis regarding potential preference exposure.	.6	279.00
10/01/09	KA LANE	Correspondence with T. Brown and others regarding statutory insiders.	.4	186.00
10/01/09	KA LANE	Correspondence to and from R. Richardson regarding tax issues and access to database.	.2	93.00
10/01/09	KA LANE	Correspondence to and from R. Richardson regarding tax issues.	.2	93.00
10/01/09	KA LANE	Review Winstar analysis pertaining to non-statutory insiders.	.4	186.00
10/01/09	C- ENGLISH	Internal team meeting (G. Giaimo, K. Lane and R. Richardson) regarding analysis of tax refund/potential preference.	.3	153.00
10/01/09	C- ENGLISH	Email with R. Richardson regarding tax refund prepayment issues.	.2	102.00
10/01/09	C- ENGLISH	Review documents and case law regarding tax refund prepayment/preference analysis.	.6	306.00
10/01/09	RJ RICHARDSON	Conducted further research on tax refund issue.	1.2	492.00
10/01/09	RJ RICHARDSON	Reviewed tax refund case law in preparation for team meeting.	1.9	779.00
10/01/09	RJ RICHARDSON	Pulled e-mails discussing tax refund.	.6	246.00
10/01/09	TF BROWN	Evaluate potential issues regarding tax refund claim and email K. Lane and R. Richardson regarding same.	.4	252.00
10/01/09	CG GIAIMO	Review and analysis of loan transactions related to the refund and possible claims related thereto.	.6	336.00
10/01/09	CG GIAIMO	Discussions regarding potential preference claims.	.3	168.00
10/01/09	CG GIAIMO	Review case law in support of recovering and perfection of NOLS in bankruptcy.	.6	336.00
10/02/09	CG GIAIMO	Review case law regarding non-statutory insiders.	.9	504.00

10/02/09	C-	ENGLISH	Review IRS proofs of claim and other tax refund related documents/correspondence.	.3	153.00
10/05/09	AK	CAMPBELL	Correspondence with K. Lane and C. Giaimo re: preference research.	.2	62.00
10/05/09	CG	GIAIMO	Review and analyze case law regarding tax refund and perfection therein.	.8	448.00
10/05/09	CG	GIAIMO	Review correspondence and information regarding priority of Rabbi Trusts in bankruptcy.	.2	112.00
10/06/09	AK	CAMPBELL	Research preference issues re: tax refund and discuss the same with K. Lane and C. Giaimo.	2.9	899.00
10/06/09	RJ	RICHARDSON	Discussed and forwarded tax refund materials to A. Campbell.	.2	82.00
10/07/09	AK	CAMPBELL	Research on preferences to secured creditor.	.6	186.00
10/08/09	RJ	RICHARDSON	Prepared response to inquiries regarding tax refund issue.	.4	164.00
10/08/09	KA	LANE	Various correspondence to T. Brown, C. Giaimo and R. Richardson regarding tax refund and return issues.	.6	279.00
10/08/09	AK	CAMPBELL	Research on preferences issues; review correspondence re: the same.	1.6	496.00
10/08/09	RJ	RICHARDSON	Analyzed and responded to T. Brown's e-mail analyzing tax refund issue.	.7	287.00
10/08/09	TF	BROWN	Conference with C. Giaimo regarding preference issue.	.2	126.00
10/08/09	TF	BROWN	Review Tousa case and email C. Giaimo regarding same.	.6	378.00
10/08/09	TF	BROWN	Review R. Richardson email regarding same.	.2	126.00
10/08/09	CG	GIAIMO	Review and analysis of case law relating to improvement of position test.	.6	336.00
10/08/09	CG	GIAIMO	Continued analysis and discussions regarding recovery of tax refund.	.3	168.00
10/08/09	CG	GIAIMO	Internal discussions regarding ability to pursue tax refund.	.3	168.00
10/08/09	CG	GIAIMO	Confer with R. Richardson regarding tax refund and analysis perfection issues.	.4	224.00
10/09/09	CG	GIAIMO	Review and analysis of law for preference actions against secured lenders.	.7	392.00
10/09/09	CG	GIAIMO	Internal discussions regarding possible avoidance of lien on tax refund	.6	336.00
10/09/09	CG	GIAIMO	Call with K. Lane regarding results of legal research regarding tax refund.	.3	168.00
10/09/09	KA	LANE	Strategy meeting with T. Brown and R. Richardson regarding approaches to avoidance of tax refund and related issues.	1.3	604.50

10/09/09	KA	LANE	Various correspondence with litigation team regarding need to employ conflicts counsel and related matters.	.3	139.50
10/09/09	KA	LANE	Conference with C. Giaimo to discuss potential approaches to avoidance of tax refund.	.2	93.00
10/09/09	KA	LANE	Various correspondence with counsel regarding approach to tax refund avoidance.	.7	325.50
10/09/09	KA	LANE	Various correspondence with C. Giaimo regarding default provisions of DIP and interrelation with Chapter 5 claims.	.4	186.00
10/09/09	TF	BROWN	Review email exchanges and case law regarding tax refund issues.	.8	504.00
10/09/09	MJ	DOWD	Conference with T. Brown, R. Richardson and K. Lane re analysis of security interest in tax refund, attachment, perfection, preference and fraudulent transfer.	.8	516.00
10/09/09	RJ	RICHARDSON	Reviewed tax refund materials in preparation for meeting to T. Brown and K. Lane.	1.1	451.00
10/09/09	RJ	RICHARDSON	Attended meeting with K. Lane, T. Brown to discuss causes of action and issues surrounding tax refund.	1.3	533.00
10/09/09	RJ	RICHARDSON	Researched timing of tax refund and caselaw relating to tax refund issue.	2.1	861.00
10/09/09	RJ	RICHARDSON	Continued research relating to tax refund issue.	1.9	779.00
10/12/09	RJ	RICHARDSON	Conducted research relating to tax refund.	.2	82.00
10/14/09	RJ	RICHARDSON	Researched case law addressing tax refund issue.	6.1	2,501.00
10/14/09	TF	BROWN	Conference call regarding tax refund issues and plan negotiations.	.7	441.00
10/15/09	TF	BROWN	Review email from R. Richardson regarding tax issue.	.2	126.00
10/15/09	TF	BROWN	Email exchange with C. Giaimo regarding same.	.1	63.00
10/15/09	TF	BROWN	Review Touse decision on fraudulent conveyance and email from R. Richardson regarding same.	.2	126.00
10/15/09	RJ	RICHARDSON	Prepared e-mail outlining legal analysis relating to perfection of security interest in tax refund.	.3	123.00
10/15/09	C-	ENGLISH	Email with R. Richardson regarding issues regarding tax refund.	.2	102.00
10/15/09	C-	ENGLISH	Review/analyze documents and issues regarding tax refund.	.3	153.00
10/15/09	CG	GIAIMO	Internal email discussions regarding case law research regarding tax refund recovery.	.4	224.00
10/22/09	C-	ENGLISH	Review summary of tax refund/preference analysis.	.4	204.00

CURRENT FEES

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19,501.00

TIMEKEEPER TIME SUMARY

MARY JOANNE DOWD	.8	at	\$645.00 =	516.00
TIMOTHY F. BROWN	3.4	at	\$630.00 =	2,142.00
CHRIS GIAIMO	7.0	at	\$560.00 =	3,920.00
CAROLINE ENGLISH	2.3	at	\$510.00 =	1,173.00
KATIE A. LANE	5.6	at	\$465.00 =	2,604.00
RACHEL J. RICHARDSO	18.3	at	\$410.00 =	7,503.00
ANDREA K. CAMPBELL	5.3	at	\$310.00 =	1,643.00
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TOTALS	42.7			19,501.00

SUBTOTAL FOR THIS MATTER

\$19,501.00

(00020) MATTER NUMBER  
RE: Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/09/09	KA LANE	Correspondence to counsel regarding SWAP agreements.	.2	93.00
10/26/09	CG GIAIMO	Review recently-filed motion on New Boise lease.	.2	112.00
10/26/09	CG GIAIMO	Review Davis Bros. motion.	.3	168.00
			-----	
CURRENT FEES				373.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	.5	at \$560.00 =	280.00
KATIE A. LANE	.2	at \$465.00 =	93.00
		----	-----
TOTALS	0.7		373.00

SUBTOTAL FOR THIS MATTER \$373.00

(00021) MATTER NUMBER

RE: Tax

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
10/05/09	KA LANE	Correspondence to and from counsel regarding tax refunds.	.6	279.00

CURRENT FEES

279.00

TIMEKEEPER TIME SUMARY

KATIE A. LANE	.6	at \$465.00 =	279.00
TOTALS	0.6		279.00

SUBTOTAL FOR THIS MATTER

\$279.00

(00022) MATTER NUMBER  
RE: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: OCTOBER 31, 2009

Date	Timekeeper		Hours	Value
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10/07/09	CG GIAIMO	Discussions with professionals regarding fee examiner.	.4	224.00
10/09/09	CG GIAIMO	Review and revise invoices for compliance with local rules.	1.8	1,008.00
10/11/09	AK CAMPBELL	Draft fourth monthly fee application.	.6	186.00
10/12/09	AK CAMPBELL	Draft fourth monthly fee application.	2.4	744.00
10/12/09	SL LINN	Review docket for supplemental fee petitions;	.2	33.00
10/13/09	CG GIAIMO	Discussions with professionals regarding appointment of fee examiner.	.3	168.00
10/13/09	KA LANE	Various correspondence to and from R. Poppiti regarding selection of fee auditor.	.4	186.00
10/13/09	KA LANE	Correspondence with Committee local counsel regarding suggested fee auditors.	.4	186.00
10/13/09	KA LANE	Review list of fee auditors suggested by Debtors.	.2	93.00
10/13/09	SL LINN	Review docket and supplemental fee petitions; update fee petition tracking chart;	2.6	429.00
10/14/09	AK CAMPBELL	Correspond with local counsel and C. Giaimo re: certificate of no objection for first interim fee application.	.1	31.00
10/15/09	AK CAMPBELL	Draft fourth monthly fee application.	3.5	1,085.00
10/26/09	AK CAMPBELL	Review omnibus claim objections; draft summary for committee.	2.6	806.00
10/27/09	KA LANE	Review various correspondence with counsel regarding fee examiner.	.3	139.50
10/27/09	CG GIAIMO	Review and comment on fee examiner order from Debtors' counsel.	.3	168.00
10/27/09	CG GIAIMO	Confer with B. Sandler regarding fee examiner order.	.1	56.00
10/27/09	CG GIAIMO	Review and revise September fee application.	.6	336.00
10/28/09	CG GIAIMO	Emails with Debtors' counsel regarding revisions to fee auditor letter and analysis of same and responsive emails to counsel.	.4	224.00
10/28/09	AK CAMPBELL	Revise September fee application.	.4	124.00
10/29/09	KA LANE	Review and revise Fourth Monthly Fee Application.	.5	232.50
10/29/09	KA LANE	Review detailed time entries to draft detailed descriptions of work performed in each category of AF 4th Fee Application.	1.4	651.00

10/29/09	KA	LANE	Draft narratives for each time category of AF's fourth fee application.	1.8	837.00
10/29/09	KA	LANE	Confer with A. Campbell and C. Giaimo regarding draft AF 4th fee application.	.6	279.00
10/29/09	KA	LANE	Confer with Debtors' counsel regarding fee auditor order.	.2	93.00
10/29/09	AK	CAMPBELL	Finalize September monthly fee application; correspond with C. Giaimo and K. Lane re: the same.	.6	186.00
10/29/09	CG	GIAIMO	Additional emails regarding revisions to fee auditor order.	.3	168.00
10/29/09	CG	GIAIMO	Confer with Debtors' counsel regarding compliance with fee auditor order.	.2	112.00
10/29/09	CG	GIAIMO	Review Direct Review verified statement.	.2	112.00
10/29/09	CG	GIAIMO	Review revised fee application.	.3	168.00
10/30/09	AK	CAMPBELL	Finalizs September fee application and prepare for filing with both court and fee auditor.	.5	155.00

CURRENT FEES

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9,220.00

TIMEKEEPER TIME SUMARY

CHRIS GIAIMO	4.9	at \$560.00 =	2,744.00
KATIE A. LANE	5.8	at \$465.00 =	2,697.00
ANDREA K. CAMPBELL	10.7	at \$310.00 =	3,317.00
SHEILA LINN	2.8	at \$165.00 =	462.00
-----			
TOTALS	24.2		9,220.00

SUBTOTAL FOR THIS MATTER

\$9,220.00

SUMMARY OF CHARGES  
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TOTAL FOR: PHONE CHARGES	74.27
TOTAL FOR: DUPLICATING SUMMARY	842.90
TOTAL FOR: OVERTIME EXPENSE (SECRETARY)	30.00
TOTAL FOR: PRINTING/BINDING	0.50
TOTAL FOR: TELECOPIER	4.50
TOTAL FOR: TAXICABS	654.15
TOTAL FOR: OVERNIGHT DELIVERY	9.29
TOTAL FOR: MEALS	566.22
TOTAL FOR: OUT-OF-TOWN TRANSPORTATION	4,445.20
TOTAL FOR: OUT OF TOWN LODGING	1,257.11
TOTAL FOR: OUT-OF-TOWN MEALS	148.05

		Area of Expertise, Year Admitted	Hours	Rate(\$)	Amount(\$)
<b>PARTNER</b>					
MARY JOANNE DOWD	BR, '81 NY, '83 FL, '86 DC		.80	645.00	516.00
TIMOTHY F. BROWN			6.70	630.00	4,221.00
CAROL C. COHEN	EMPL & BR 1977 (OH), 1981 (DC)		8.70	615.00	5,350.50
CHRIS GIAIMO	BR, 1995 (NY), 1998 (DC, MD)		177.40	560.00	99,344.00
DEANNE M. OTTAVIANO			1.30	555.00	721.50
CAROLINE ENGLISH			51.40	510.00	26,214.00
<b>ASSOCIATES</b>					
JEFFREY ROTHLEDER	BR, 2002 (MD)		1.30	465.00	604.50
KATIE A. LANE	BR, 2002 (FL), 2007 (DC)		205.90	465.00	95,743.50
KATE B. BRISCOE			55.30	460.00	25,438.00
ADRIENNE W. BLANKLEY	BR, 2005 (NY)		19.50	420.00	8,190.00
RACHEL J. RICHARDSON			77.80	410.00	31,898.00
ANDREA K. CAMPBELL	BR, 2008 (FL), 2009 (VA, DC)		17.90	310.00	5,549.00
<b>PARAPROFESSIONALS</b>					
XIAOLI GUI			15.50	220.00	3,410.00
SHEILA LINN			11.50	165.00	1,897.50
LIBRARIAN REFERENCE			1.20	215.00	258.00
			652.20		309,355.50

Blended Rate: 474.33

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 NOVEMBER 2009

Invoice Number 1221056

Page 58

CURRENT CHARGES FOR ALL MATTERS	8,032.19
CURRENT FEES FOR ALL MATTERS	309,355.50
TOTAL AMOUNT OF THIS INVOICE	\$317,387.69 =====
REMAINING RETAINER BALANCE:	\$ .00

**ARENT FOX LLP**

1050 Connecticut Ave., N.W.  
Washington, D.C 20036-5339  
Telephone: (202) 857-6000 Telecopy: (202) 857-6395  
Taxpayer Identification Number: 53-0214923

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

Invoice Number 1221056  
Invoice Date 11/09/09  
Client Number 031659

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

**TOTAL AMOUNT OF THIS INVOICE**

**\$317,387.69**

**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: PNBPU333 (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 1221056

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 November 13, 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: November 13, 2009

BENESCH, FRIEDLANDER, COPLAN &  
ARONOFF LLP

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

Counsel to the Official Committee of Unsecured  
Creditors

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720 Park Boulevard  
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Boise, ID 83712

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New York, NY 10166

Office of the United States Trustee  
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844 King Street  
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