

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

IN RE:)	
)	Chapter 11
BUILDING MATERIALS HOLDING)	
CORPORATION, <i>et al.</i>,¹)	Case No. 09-12074 (KJC)
)	
Debtors.)	Jointly Administered
)	
)	Objection Deadline: December 3, 2009 at 4:00 p.m. (ET)
)	Hearing Date: To Be Determined

**VERIFIED FIFTH MONTHLY APPLICATION OF GIBSON, DUNN &
CRUTCHER LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION FOR ALLOWANCE OF INTERIM COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES FOR THE
PERIOD BEGINNING OCTOBER 1, 2009 THROUGH OCTOBER 31, 2009**

Name of Applicant:	GIBSON, DUNN & CRUTCHER LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	<i>Nunc pro tunc</i> to June 16, 2009 (the "Petition Date"), by order dated July 16, 2009
Period for Which Interim Compensation and Reimbursement Is Sought:	October 1, 2009 through October 31, 2009
Amount of Interim Compensation Sought as Actual, Necessary, and Reasonable:	\$588,815.75
Amount of Interim Expenses Reimbursement Sought as Actual, Necessary, and Reasonable:	\$15,325.17

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

PREVIOUS FEE APPLICATIONS

<u>Title</u>	<u>Date Filed</u>	<u>Period Covered</u>	<u>Fees Requested</u>	<u>Expenses Requested</u>	<u>Fees Approved</u>	<u>Expenses Approved</u>
Verified First Monthly Application of Gibson, Dunn & Crutcher LLP Beginning June 16, 2009 Through June 30, 2009 [Docket Entry No. 313]	7/27/09	June 16, 2009 – June 30, 2009	\$391,533.25	\$12,722.72	80%	100%
Verified Second Monthly Application of Gibson, Dunn & Crutcher LLP Beginning July 1, 2009 Through July 30, 2009 [Docket Entry No. 530]	8/27/09	July 1, 2009 – July 30 2009	\$681,530.25	\$22,211.78	80%	100%
Verified Third Monthly Application of Gibson, Dunn & Crutcher LLP Beginning August 1, 2009 Through August 30, 2009 [Docket Entry No. 648]	9/18/09	August 1, 2009 – August 31, 2009	\$404,340.25	\$5,457.69	80%	100%
Verified Fourth Monthly Application of Gibson, Dunn & Crutcher LLP Beginning September 1, 2009 Through September 30, 2009 [Docket Entry No. 726]	10/7/09	September 1, 2009 – September 30, 2009	\$679,542.50	\$7,817.46	80%	100%

BUILDING MATERIALS HOLDING CORPORATION, et al.

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

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
S. FINLEY	Partner— Corp.	8/29/1988	1974 NY	36.6	995	\$36,417.00
W. D. CLASTER	Partner— Labor	6/1/1976	1976 CA	1.2	865	\$1,038.00
M. A. KARLAN	Partner—Lit.	9/10/1984	1980 NY	23.1	990	\$22,869.00
S. L. TOLLES	Partner—Tax	6/1/1982	1982 CA	4.9	860	\$4,214.00
M. ROSENTHAL	Partner— Bankr.	11/27/1989	1985 TX 2009 NY	172.9	985	\$170,306.50
G. T. DAVIDSON	Partner— Corp.	10/24/1988	1988 CA	2.8	840	\$2,352.00
C. R. MONTGOMERY	Partner— Corp.	3/12/2001	1997 CA	33.3	635	\$21,145.50
R. FALEK	Of Counsel— Lit.	4/18/2005	1997 NY	70.5	710	\$50,055.00
M. K. KELSEY	Of Counsel – Bankr.	11/10/2008	2004 NY	19.1	710	\$13,561.00
A. G. YORK	Associate— Bankr.	8/24/1998	1998 TX	172.2	635	\$109,347.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
J. I. SHAPIRO	Associate— R.E.	9/12/2005	2000 NJ 2001 NY 2006 CA	1.1	610	\$671.00
J. A. CHAMAS	Associate— Corp.	8/30/2007	2001 NY	21.5	710	\$15,265.00
E. S. TILTON	Associate— Lit.	3/7/2005	2001 TX	6.0	610	\$3,660.00
J. F. GUILD	Associate— Lit.	8/17/2009	2003 TX	6.5	525	\$3,412.50
S. TENDOLKAR	Associate— Lit.	9/12/2005	2003 NY 2006 TX	7.8	570	\$4,446.00
M. C. NELSON	Associate— Lit.	10/4/2004	2004 TX	2.3	525	\$1,207.50
N. D. GREENWOOD	Associate— Corp.	5/17/2004	2005 CA	36.1	495	\$17,869.50
L. V. WASSER	Associate— R.E.	10/17/2005	2005 CA	9.9	495	\$4,900.50
S. A. LUNN	Associate— Lit.	9/12/2005	2005 TX	9.1	495	\$4,504.50
L. J VANDYKE	Associate— Lit.	10/1/2007	2006 DC 2008 TX	2.7	495	\$1,336.50
J. WEISSER	Associate— Corp.	4/20/2009	2006 NY	10.8	585	\$6,318.00
C. P. FLOYD	Associate— Lit.	9/5/2006	2006 TX	2.3	470	\$1,081.00
J. L. GRAVES	Associate— Bankr.	10/6/2008	2007 TX	138.9	400	\$55,560.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
A. L. KREISBERG	Associate—Tax	4/28/2008	2008 NY	3.7	470	\$1,739.00
K. A. BOHNE	Associate—Bankr.	9/2/2008	2008 TX	0.4	345	\$138.00
S. MUZUMDAR	Associate—Corp.	10/6/2008	2009 NY	12.8	420	\$5,376.00
J. S. SHERKOW	Associate—Lit.	6/8/2009	2009 NY	37.3	365	\$13,614.50
J. M. CONTRERAS	Legal Assistant—Bankr.	3/20/2000	N/A	53.6	290	\$15,544.00
S. G. FARRAG	Legal Assistant—Bankr.	6/17/2009	N/A	14.2	235	\$3,337.00
V. V. BRATCHER	Lit. Tech. Services Manager	8/29/2005	N/A	11.0	370	\$4,070.00
F. LEE	Lit. Technology Specialist	6/16/2007	N/A	12.1	335	\$4,053.50
T. IN	Data Center Analyst	11/12/2007	N/A	10.8	270	\$2,916.00
A. W. LESCH	Lit. Support Specialist	1/3/2008	N/A	25.8	295	\$7,611.00
SUBTOTAL:				973.3		\$609,936.00
LESS REDUCTION FOR NON-WORKING TRAVEL TIME						-\$21,120.25

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
TOTAL FEES REQUESTED						\$588,815.75

Blended Rate: \$604.97

Blended Rate (excluding legal assistant time): \$629.41

Bankr. = Business Restructuring and Reorganization Practice Group

Corp. = Corporate Practice Group

Lit. = Litigation Practice Group

Tax = Tax Practice Group

Labor = Labor Practice Group

R.E. = Real Estate Group

TOTAL COMPENSATION BY PROJECT CATEGORY

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

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Automatic Stay Issues (Matter 00102)	11.5	\$5,344.00
Business Operations (Matter 00103)	13.0	\$5,200.00
Case Administration (Matter 00104)	25.9	\$12,724.50
Claims Administration and Objections (Matter 00105)	6.0	\$2,506.00
Corporate Governance and Securities Law Compliance (Matter 00106)	26.1	\$25,403.50
Creditor Committee Issues (Matter 00107)	227.1	\$119,175.50
DIP Financing/Cash Collateral/Cash Management (Matter 00108)	46.0	\$25,115.50
Employees (Matter 00109)	5.1	\$2,694.50
Executory Contracts/Unexpired Leases (Matter 00111)	20.8	\$11,297.00
Fee and Retention Applications (GD&C) (Matter 00112)	47.1	\$13,879.50
Fee and Retention Applications (Other Professionals) (Matter 00113)	1.8	\$847.50
Insurance (Matter 00114)	35.0	\$15,363.00
Plan & Disclosure Statement (Matter 00115)	400.9	\$305,872.50
Plan Exclusivity (Matter 00116)	2.4	\$1,524.00
Taxes (Matter 00120)	8.6	\$5,953.00
Non-Working Travel Time (after 50% write- off) (Matter 00121)	62.0	\$21,120.25
Utilities (Matter 00122)	5.3	\$2,120.00
Class Action Issues (Matter 00125)	28.7	\$12,675.50

TOTAL	973.30	\$588,815.75
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TOTAL EXPENSE SUMMARY

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

<u>Expense Category</u>	<u>Total Expenses</u>
Document Retrieval Service	\$48.72
Freight & Shipping	\$208.41
In-House Duplication (Photocopies -- \$0.10 per page)	\$572.90
Lodging	\$1,860.08
Meals	\$1,722.65
On-Line Research (Lexis)	\$74.97
Postage	\$5.54
Specialized Research/Filing Fees	\$99.11
Telephone Charges	\$660.36
Travel – Air & Rail	\$8,971.87
Travel – Miscellaneous (Tips)	\$26.00
Travel – Parking	\$23.00
Travel – Taxi & Other Modes/Miles	\$1,051.56
TOTAL	\$15,325.17

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

IN RE:)	Chapter 11
)	
BUILDING MATERIALS HOLDING CORPORATION, <i>et al.</i>,¹)	Case No. 09-12074 (KJC)
)	
Debtors.)	Jointly Administered
)	
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)	Objection Deadline: _____ (ET)
)	Hearing Date: To Be Determined

**VERIFIED FIFTH MONTHLY APPLICATION OF GIBSON, DUNN &
CRUTCHER LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION FOR ALLOWANCE OF INTERIM COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES FOR THE
PERIOD BEGINNING OCTOBER 1, 2009 THROUGH OCTOBER 31, 2009**

Gibson, Dunn & Crutcher LLP ("Gibson Dunn"), counsel for Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "Debtors"), hereby applies for allowance of interim compensation for professional services rendered and reimbursement of expenses incurred for the monthly period beginning October 1, 2009 through October 31, 2009 (herein, the "Application"), and respectfully states the following:

FEES AND EXPENSES FOR WHICH ALLOWANCE IS SOUGHT

1. Gibson Dunn makes this Application pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), the Local Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), and the Order Establishing

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

Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered by the Court on July 15, 2009 [Docket No. 201] (the "Interim Fee Procedures Order") in connection with the Chapter 11 Cases (as defined below). Gibson Dunn seeks approval and allowance of interim compensation for professional services charged to the Debtors during the period from October 1, 2009 through October 31, 2009 (the "Interim Fee Period") in the amount of \$588,815.75. A schedule setting forth the number of hours expended by partners, counsel, associates, staff attorneys, and legal assistants of Gibson Dunn who rendered services to the Debtors during the Interim Fee Period, and their respective hourly rates is attached hereto as **Exhibit A**. Gibson Dunn also requests reimbursement of actual and necessary out-of-pocket expenses incurred in connection with its representation of the Debtors during the Interim Fee Period in the amount of \$15,325.17. A schedule setting forth the expenses for which Gibson Dunn is seeking reimbursement is attached hereto as **Exhibit B**.

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

3. In addition, as of the Petition Date, Gibson Dunn held an Advance Deposit in the amount of \$710,762.59 as security for its postpetition fees and related expenses. Paragraph 4 of the Court's July 16, 2009 Order Approving the Employment of Gibson, Dunn & Crutcher as Attorneys for Debtors in Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 246] provides that Gibson Dunn (a) "shall be paid from the Advance Deposit until the Advance

Deposit is reduced to \$355,381 before the firm seeks further payment for allowed/fees expenses from the Debtors" and (b) "may hold the remaining \$355,381 Advance Deposit as an evergreen retainer for the duration of the Chapter 11 Cases" (the "Advance Deposit Minimum Balance"). Any amounts approved to be paid to Gibson Dunn that are not paid from the Advance Deposit, as described above, shall be paid to Gibson Dunn by the Debtors.

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

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

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

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

GENERAL BACKGROUND

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

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

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

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

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

RETENTION OF GIBSON, DUNN & CRUTCHER LLP

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

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

SERVICES RENDERED BY GIBSON DUNN

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

13. Gibson Dunn partners, counsel, associates, staff attorneys, and paralegals provided 973.3 hours of time in the Business Restructuring and Reorganization Practice Group,

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

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

A. Automatic Stay (Matter 00102)

(Interim Fee Period Fees: \$5,344.00 Total Hours: 11.5)

15. This matter includes time spent addressing issues relating to the automatic stay. During the Interim Fee Period, Gibson Dunn spent time providing notice to litigation parties of the impact of the automatic stay, considering the applicability of the automatic stay on various litigation actions, developing strategy for objecting to lift stay motions, and drafting objections to lift stay motions.

B. Business Operations (Matter 00103)

(Interim Fee Period Fees: \$5,200.00 Total Hours: 13.0)

16. This matter includes work relating to the day-to-day operations of the Debtors. During the Interim Fee Period, Gibson Dunn advised the Debtors on the provisions of the Bankruptcy Code as they relate to the day-to-day and out of the ordinary course business operations of the Debtors and drafted appropriate pleadings to authorize the Debtors to continue such day-to-day and out of the ordinary course business operations. This included preparing a motion to authorize entry into a subcontract finalization agreement.

C. Case Administration (Matter 00104)

(Interim Fee Period Fees: \$12,724.50 Total Hours: 25.9)

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

D. Claims Administration and Objections (Matter 00105)

(Interim Fee Period Fees: \$2,506.00 Total Hours: 6.0)

18. This category covers time addressing issues concerning claims made against the Debtors' estates. During the Interim Fee Period, Gibson Dunn reviewed potential claims and corresponded with the Debtors regarding potential objections to these claims.

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

(Interim Fee Period Fees: \$25,403.50 Total Hours: 26.1)

19. This category addresses issues concerning compliance with securities law, preparing, reviewing and filing items with the Securities Exchange Commission, and participating in the Debtors' board meetings. During the Interim Fee Period, Gibson Dunn prepared for and participated in the Debtors' corporate governance meetings and board meetings and addressed issues in anticipation of the Debtors' plan confirmation and effective date.

F. Creditor Committee Issues (Matter 00107)

(Interim Fee Period Fees: \$119,175.50 Total Hours: 227.1)

20. This category covers time spent preparing for and addressing issues raised by the Creditors' Committee. During the Interim Fee Period, much time in this matter was devoted to complying with the Creditors' Committee request for discovery of materials relating to the Debtors' disclosure statement, exit financing, liquidation analysis, and communications with third-parties. Gibson Dunn has been very diligent in responding to these various document requests and has spent much time providing the requested information. In addition, Gibson Dunn has been diligently negotiating with the Creditors' Committee to address the concerns with respect to the Debtors' plan and related disclosure statement.

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

(Interim Fee Period Fees: \$25,115.50 Total Hours: 46.0)

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

H. Employees (Matter 00109)

(Interim Fee Period Fees: \$2,694.50 Total Hours: 5.1)

22. This category covers issues concerning the Debtors' current and former employees. During the Interim Fee Period, time was spent revising and editing a motion to authorize incentive pay to Randolph Davis.

I. Executory Contracts/Unexpired Leases (Matter 00111)

(Interim Fee Period Fees: \$11,297.00 Total Hours: 20.8)

23. This category includes time addresses issues regarding the Debtors executory contracts and unexpired leases. During the Interim Fee Period, Gibson Dunn spent time reviewing the Debtors' executory contracts and unexpired leases, and preparing motions to assume or reject same.

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

(Interim Fee Period Fees: \$13,879.50 Total Hours: 47.1)

24. During the Interim Fee Period, time was spent preparing Gibson Dunn's fourth monthly interim compensation and reimbursement of expenses covering September time. In addition, time was spent ensuring compliance with applicable U.S. Trustee Guidelines related to Gibson Dunn's retention and compensation.

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

(Interim Fee Period Fees: \$847.50 Total Hours: 1.8)

25. Time in this category is related to the retention and compensation of additional professionals hired by the Debtors in these Chapter 11 Cases. During the Interim Fee Period, Gibson Dunn assisted ordinary course professionals and one of the Debtors' financial advisors in addressing issues related to their fees and retention.

L. Insurance (Matter 00114)

(Interim Fee Period Fees: \$15,363.00 Total Hours: 35.0)

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

M. Plan & Disclosure Statement (Matter 00115)

(Interim Fee Period Fees: \$305,872.50 Total Hours: 400.9)

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

N. Plan Exclusivity (Matter 00116)

(Interim Fee Period Fees: \$1,524.00 Total Hours: 2.4)

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

O. Taxes (Matter 00120)

(Interim Fee Period Fees: \$5,953.00 Total Hours: 8.6)

29. This matter includes time spent addressing tax issues. During the Interim Fee Period, time was devoted to preparing a tax disclosure to be included in the Debtors' revised plan and disclosure statement.

P. Non-Working Travel Time (Matter 00121)

(Interim Fee Period Fees: \$21,120.25 Total Hours: 62.0)

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

Q. Utilities (Matter 00122)

(Interim Fee Period Fees: \$2,120.00 Total Hours: 5.3)

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

R. Class Action Issues (Matter 00125)

(Interim Fee Period Fees: \$12,675.50 Total Hours: 28.7)

32. During the Interim Fee Period, Gibson Dunn addressed issues concerning potential class action matters that were pending on the Petition Date. Extensive time was spent preparing for and attending a hearing regarding Alvarado's motion to file a class proof of claim.

ALLOWANCE OF COMPENSATION

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

34. **The Time And Labor Required.** The professional services rendered by Gibson Dunn have required substantial time and effort, very frequently on an emergency and after-hours basis. During the Interim Fee Period, approximately 973 recorded hours were expended by Gibson Dunn partners, counsel, associates, staff attorneys, and legal assistants in providing the professional services described in this Application.

35. **The Rates Charged For Such Services.** During the Interim Fee Period, Gibson Dunn's hourly billing rates ranged from \$635 to \$995 per hour for partners and of counsel; \$345 to \$710 for associates and staff attorneys; and \$235 to \$370 for legal assistants. These billing

rates represent customary rates that are routinely billed to the firm's many clients. Based upon the recorded hours expended by Gibson Dunn's attorneys and legal assistants, the average hourly billing rate for Gibson Dunn's services for the Interim Fee Period was approximately \$604.97.

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

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

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

39. **Time Constraints Required by the Exigencies of the Case.** On many occasions, Gibson Dunn attorneys rendered services on behalf of the Debtors under severe time constraints. Moreover, Gibson Dunn attorneys undertook matters on behalf of the Debtors, to

the preclusion of other firm matters and clients. Often, the services were performed well after regular business hours.

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

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

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

DISBURSEMENTS

42. For the Interim Fee Period, Gibson Dunn requests reimbursement of \$15,325.17 for reasonable and necessary out-of-pocket expenses incurred on behalf of the Debtors. **Exhibit B** attached hereto summarizes the actual expenses incurred by Gibson Dunn on behalf of the Debtors during the Interim Fee Period and **Exhibit E** details each of the expenses incurred. Each of the charges reflected in **Exhibits B** and **E** is based on the actual and necessary expenses incurred by Gibson Dunn, in the exercise of reasonable discretion, on behalf of the Debtors.

43. The time constraints frequently imposed by the circumstances of these cases have required Gibson Dunn's attorneys and other employees to devote time during the evenings and on weekends to perform legal services on behalf of the Debtors. Consistent with firm policy, and to ensure the personal safety of attorneys and other employees of Gibson Dunn, the cost of transportation home was reimbursed to employees working late into the night. Unlike many

New York firms, Gibson Dunn does not charge clients for reimbursement of meals for attorneys who worked after regular business hours. Gibson Dunn only seeks reimbursement for overtime meals if the client is present, or if an attorney is traveling on a client's behalf.

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

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

REMAINING ADVANCE DEPOSIT

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

filed a Certificate of No Objection with respect to \$567,435.98 of approved fees (at 80%) and expenses. Gibson Dunn applied \$29,432.27 of these fees and expenses against the Advance Deposit, which reduced such Advance Deposit to the Advance Deposit Minimum Balance of \$355,381.00, and requested payment of the balance from the Debtors as provided in the Order employing Gibson Dunn.

CONCLUSION

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

WHEREFORE Gibson Dunn respectfully requests entry of an order (a) allowing Gibson Dunn, for the period from October 1, 2009 through October 31, 2009, interim compensation for professional services rendered in the amount of \$588,815.75 and reimbursement of expenses in the amount of \$15,325.17; and (b) granting Gibson Dunn such other and further relief as is just and proper.

Dated: New York, New York
November 18, 2009

GIBSON, DUNN & CRUTCHER LLP

By: 

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

ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

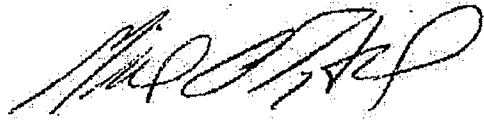
VERIFICATION

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

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

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

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



Michael A. Rosenthal

IN RE:)	Chapter 11
)	
BUILDING MATERIALS HOLDING)	Case No. 09-12074 (KJC)
CORPORATION, <i>et al.</i>,¹)	
)	Jointly Administered
Debtors.)	
)	Objection Deadline: December 3, 2009 at 4:00 p.m. (ET)
)	Hearing Date: To Be Determined
)	

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

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

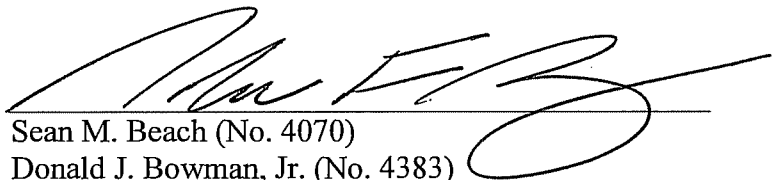
¹ The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C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

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

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

Dated: Wilmington, Delaware
November 18, 2009

YOUNG CONAWAY STARGATT & TAYLOR, LLP



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

----and----

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

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

ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION

EXHIBIT A – Timekeeper Breakdown

BUILDING MATERIALS HOLDING CORPORATION, et al.

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

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
S. FINLEY	Partner— Corp.	8/29/1988	1974 NY	36.6	995	\$36,417.00
W. D. CLASTER	Partner— Labor	6/1/1976	1976 CA	1.2	865	\$1,038.00
M. A. KARLAN	Partner—Lit.	9/10/1984	1980 NY	23.1	990	\$22,869.00
S. L. TOLLES	Partner—Tax	6/1/1982	1982 CA	4.9	860	\$4,214.00
M. ROSENTHAL	Partner— Bankr.	11/27/1989	1985 TX 2009 NY	172.9	985	\$170,306.50
G. T. DAVIDSON	Partner— Corp.	10/24/1988	1988 CA	2.8	840	\$2,352.00
C. R. MONTGOMERY	Partner— Corp.	3/12/2001	1997 CA	33.3	635	\$21,145.50
R. FALEK	Of Counsel— Lit.	4/18/2005	1997 NY	70.5	710	\$50,055.00
M. K. KELSEY	Of Counsel – Bankr.	11/10/2008	2004 NY	19.1	710	\$13,561.00
A. G. YORK	Associate— Bankr.	8/24/1998	1998 TX	172.2	635	\$109,347.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
J. I. SHAPIRO	Associate— R.E.	9/12/2005	2000 NJ 2001 NY 2006 CA	1.1	610	\$671.00
J. A. CHAMAS	Associate— Corp.	8/30/2007	2001 NY	21.5	710	\$15,265.00
E. S. TILTON	Associate— Lit.	3/7/2005	2001 TX	6.0	610	\$3,660.00
J. F. GUILD	Associate— Lit.	8/17/2009	2003 TX	6.5	525	\$3,412.50
S. TENDOLKAR	Associate— Lit.	9/12/2005	2003 NY 2006 TX	7.8	570	\$4,446.00
M. C. NELSON	Associate— Lit.	10/4/2004	2004 TX	2.3	525	\$1,207.50
N. D. GREENWOOD	Associate— Corp.	5/17/2004	2005 CA	36.1	495	\$17,869.50
L. V. WASSER	Associate— R.E.	10/17/2005	2005 CA	9.9	495	\$4,900.50
S. A. LUNN	Associate— Lit.	9/12/2005	2005 TX	9.1	495	\$4,504.50
L. J VANDYKE	Associate— Lit.	10/1/2007	2006 DC 2008 TX	2.7	495	\$1,336.50
J. WEISSER	Associate— Corp.	4/20/2009	2006 NY	10.8	585	\$6,318.00
C. P. FLOYD	Associate— Lit.	9/5/2006	2006 TX	2.3	470	\$1,081.00
J. L. GRAVES	Associate— Bankr.	10/6/2008	2007 TX	138.9	400	\$55,560.00

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
A. L. KREISBERG	Associate—Tax	4/28/2008	2008 NY	3.7	470	\$1,739.00
K. A. BOHNE	Associate—Bankr.	9/2/2008	2008 TX	0.4	345	\$138.00
S. MUZUMDAR	Associate—Corp.	10/6/2008	2009 NY	12.8	420	\$5,376.00
J. S. SHERKOW	Associate—Lit.	6/8/2009	2009 NY	37.3	365	\$13,614.50
J. M. CONTRERAS	Legal Assistant—Bankr.	3/20/2000	N/A	53.6	290	\$15,544.00
S. G. FARRAG	Legal Assistant—Bankr.	6/17/2009	N/A	14.2	235	\$3,337.00
V. V. BRATCHER	Lit. Tech. Services Manager	8/29/2005	N/A	11.0	370	\$4,070.00
F. LEE	Lit. Technology Specialist	6/16/2007	N/A	12.1	335	\$4,053.50
T. IN	Data Center Analyst	11/12/2007	N/A	10.8	270	\$2,916.00
A. W. LESCH	Lit. Support Specialist	1/3/2008	N/A	25.8	295	\$7,611.00
SUBTOTAL:				973.3		\$609,936.00
LESS REDUCTION FOR NON-WORKING TRAVEL TIME						-\$21,120.25

<u>NAME OF PROFESSIONAL PERSON</u>	<u>POSITION</u>	<u>STARTING DATE EMPLOYED AT GD&C</u>	<u>YEAR ADMITTED TO BAR</u>	<u>TOTAL HOURS BILLED</u>	<u>RATE</u>	<u>AMOUNT</u>
TOTAL FEES REQUESTED						\$588,815.75

Blended Rate: \$604.97
Blended Rate (excluding legal assistant time): \$629.41

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

EXHIBIT B – Expense Summary

TOTAL EXPENSE SUMMARY

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

<u>Expense Category</u>	<u>Total Expenses</u>
Document Retrieval Service	\$48.72
Freight & Shipping	\$208.41
In-House Duplication (Photocopies -- \$0.10 per page)	\$572.90
Lodging	\$1,860.08
Meals	\$1,722.65
On-Line Research (Lexis)	\$74.97
Postage	\$5.54
Specialized Research/Filing Fees	\$99.11
Telephone Charges	\$660.36
Travel – Air & Rail	\$8,971.87
Travel – Miscellaneous (Tips)	\$26.00
Travel – Parking	\$23.00
Travel – Taxi & Other Modes/Miles	\$1,051.56
TOTAL	\$15,325.17

EXHIBIT C - Certification

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

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

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

The undersigned attorney certifies under penalty of perjury as follows:

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

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

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

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

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

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

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

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

Dated: New York, New York
November 18, 2009

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

Michael A. Rosenthal

EXHIBIT D – Time Records

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

Federal Taxpayer ID #95-1611234

November 11, 2009

Invoice No. 2009112124

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

For Services Rendered and Costs/Charges Advanced Through October 31, 2009

	Services Rendered	Costs/ Charges	Totals
08299-00102	Automatic Stay	\$ 5,344.00	\$ 5,344.00
08299-00103	Business Operations	5,200.00	5,200.00
08299-00104	Case Administration	12,724.50	12,724.50
08299-00105	Claims Administration and Objections	2,506.00	2,506.00
08299-00106	Corporate Governance Securities Law Comp	25,403.50	25,403.50
08299-00107	Creditor Committee Issues	119,175.50	119,175.50
08299-00108	DIP Financing/Cash Collateral/Cash Manag	25,115.50	25,115.50
08299-00109	Employees	2,694.50	2,694.50
08299-00111	Executory Contracts/Unexpired Leases	11,297.00	11,297.00
08299-00112	Fee Applications/Retention Applications	13,879.50	13,879.50
08299-00113	Fee Applications/Retention Applications	847.50	847.50
08299-00114	Insurance	15,363.00	15,363.00
08299-00115	Plan & Disclosure Statement	305,872.50	305,872.50
08299-00116	Plan Exclusivity	1,524.00	1,524.00
08299-00120	Taxes	5,953.00	5,953.00
08299-00121	Non-Working Travel Time	42,240.50	42,240.50
08299-00122	Utilities	2,120.00	2,120.00
08299-00124	Disbursements	0.00	15,325.17
08299-00125	Class Action Issues	12,675.50	12,675.50

Remit By Wire To:

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

Remit By Mail To:

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

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

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

Invoice Date: November 11, 2009

Due and Payable Upon Receipt

Invoice No. 2009112124

Totals	\$ 609,936.00	\$ 15,325.17	\$ 625,261.17
Discount			-21,120.25
Current Balance Due			<u>\$ 604,140.92</u>

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

AUTOMATIC STAY
08299-00102

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	0.50	\$ 985.00	\$ 492.50
AARON G. YORK	1.80	635.00	1,143.00
LAWRENCE J. VANDYKE	0.30	495.00	148.50
JEREMY L. GRAVES	8.90	400.00	<u>3,560.00</u>

Total Services			\$ 5,344.00
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Total Services, Costs/Charges			5,344.00
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BALANCE DUE			<u>\$ 5,344.00</u>
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AUTOMATIC STAY
08299-00102

Detail Services:

10/02/09		
0.30	ROSENTHAL, MICHAEL A	EMAILS REGARDING VEHICLE LOAN AGREEMENTS.
0.30	YORK, AARON G	CALL AND EMAIL WITH L. MCKECHNIC (WILLIAM LYON HOMES) REGARDING STAY RELIEF REQUEST (.3).
10/12/09		
1.40	GRAVES, JEREMY L	DRAFT LETTER TO IMPERIAL IRRIGATION REGARDING THE APPLICATION OF A SECURITY DEPOSIT AS A VIOLATION OF THE AUTOMATIC STAY (1.2); CORRESPOND WITH A. YORK REGARDING THE CONTENTS OF THE LETTER (.2).
10/15/09		
0.20	GRAVES, JEREMY L	CORRESPOND WITH L. VANDYKE (GDC) REGARDING THE THOMAS LIFT STAY MOTION.
10/16/09		
0.20	ROSENTHAL, MICHAEL A	REVIEW MOTION TO LIFT STAY FILED BY LITIGATION CLAIMANT.
2.60	GRAVES, JEREMY L	REVIEW MOTION TO LIFT THE STAY FILED BY E. THOMAS AND RELATED DOCUMENTS AND BEGIN PREPARING OBJECTION TO THE MOTION.
10/19/09		
0.30	VANDYKE, LAWRENCE J	CONFER WITH J. GRAVES REGARDING APPROACH TO OPPOSITION TO THOMAS LIFT-STAY MOTION.
0.30	GRAVES, JEREMY L	STRATEGY CONFERENCE WITH L. VANDYKE REGARDING THE THOMAS LIFT STAY MOTION.
10/21/09		
0.80	GRAVES, JEREMY L	CORRESPOND WITH M. THOMAS (BMHC) REGARDING NOTIFICATION ISSUES IN PENDING LITIGATION THAT WAS STAYED BY THE BANKRUPTCY CASE AND RELATED ISSUES.

10/23/09	1.50	GRAVES, JEREMY L	PREPARE SUGGESTION OF BANKRUPTCY FOR FILING IN THE WILSON V. KENDALL RILEY HOMES, INC. ET AL. CASE.
10/26/09	1.00	YORK, AARON G	REVIEW AND REVISE HARRIS LIFT STAY MOTION.
	1.20	GRAVES, JEREMY L	FINALIZE RELEVANT DOCUMENTS AND FILE SUGGESTION OF BANKRUPTCY IN THE WILSON V. KENDALL RILEY HOMES, INC. ET AL. CASE. (.3); TELECONFERENCE WITH M. KEATING (DAVID KNIGHT) REGARDING SAME (.1); TELECONFERENCE WITH E. FRANKLIN (BMHC) REGARDING STAY RELATED ISSUES (.2); EMAILS WITH A. YORK (GDC) REGARDING E. FRANKLIN'S QUESTIONS (.2); REVIEW RELEVANT MATERIALS AND RESPOND TO E. FRANKLIN (.4).
10/27/09	0.20	GRAVES, JEREMY L	SERVE SUPPLEMENTAL NOTICE RELATED TO THE SUGGESTION OF BANKRUPTCY IN THE WILSON V. KENDALL RILEY HOMES, INC. ET AL. CASE.
10/28/09	0.20	YORK, AARON G	REVIEW MEMO REGARDING SETOFF ISSUES.
10/29/09	0.20	GRAVES, JEREMY L	TELECONFERENCE WITH PLAINTIFF'S COUNSEL IN WILSON V. KENDALL RILEY HOMES, INC. ET AL. REGARDING THE AUTOMATIC STAY (.1); SEND FOLLOW-UP EMAIL TO M. THOMAS (BMHC) REGARDING SAME (.1).
10/30/09	0.30	YORK, AARON G	REVIEW AUTOMATIC STAY PROCEDURES MOTIONS.
	0.50	GRAVES, JEREMY L	REVIEW FAX FROM M. KEATING IN THE WILSON V. KENDALL RILEY HOMES, INC. ET AL. CASE (.1); TELECONFERENCE WITH M. KEATING REGARDING SAME (.1); EMAILS WITH M. THOMAS (BMHC) REGARDING STAY RELATED ISSUES (.2); TELECONFERENCE WITH J. BELL (BMHC LOCAL COUNSEL) REGARDING STAY ISSUES IN PENDING LITIGATION (.1).

Invoice Date: November 11, 2009

Due and Payable Upon Receipt

Invoice No. 2009112124

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

BUSINESS OPERATIONS
08299-00103

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JEREMY L. GRAVES	13.00	\$ 400.00	\$ <u>5,200.00</u>
Total Services			\$ 5,200.00
Total Services, Costs/Charges			5,200.00
BALANCE DUE			\$ <u>5,200.00</u>

BUSINESS OPERATIONS
08299-00103

Detail Services:

10/08/09	0.40	GRAVES, JEREMY L	CORRESPOND WITH M. ROSENTHAL (GDC), A. YORK (GDC), AND B. DIETZ (PJS) REGARDING THE SERP CONSULTANT (.3); TELECONFERENCE WITH P. STREET (BMHC) REGARDING CASE RELATED ISSUES (.1).
10/12/09	1.20	GRAVES, JEREMY L	SEND AND REVIEW EMAILS AND RELATED DOCUMENTS RELATING TO NORCRAFT'S REFUSAL TO HONOR WARRANTY CLAIMS (.9); TELECONFERENCE WITH E. BEEM (BMHC) REGARDING SAME (.1); TELECONFERENCE WITH R. LUTZ (BMHC) REGARDING SAME (.2).
10/13/09	2.40	GRAVES, JEREMY L	PREPARE FOR AND PLACE CALL TO M. BIPES (NORCRAFT) REGARDING NORCRAFT'S WARRANTY OBLIGATIONS (.5); DRAFT LETTER TO NORCRAFT REGARDING ITS WARRANTY OBLIGATIONS (1.9).
10/16/09	0.20	GRAVES, JEREMY L	TELECONFERENCE WITH J. SCHRAGER (NORCRAFT) REGARDING NORCRAFT'S REFUSAL TO HONOR WARRANTY CLAIMS.
10/20/09	0.20	GRAVES, JEREMY L	RESPOND TO BANKRUPTCY RELATED QUESTION FROM L. THOMAS (BMHC).
10/26/09	0.30	GRAVES, JEREMY L	REVIEW PROPOSAL FROM NORCRAFT RELATING TO THE PETTER CABINETS AND EMAILS WITH R. LUTZ AND E. BEEM REGARDING SAME.
10/27/09	0.60	GRAVES, JEREMY L	RESPOND TO QUESTION FROM M. THOMAS (BMHC) RELATING TO SET-OFFS.

10/28/09			
2.50	GRAVES, JEREMY L		RESPOND TO QUESTION FROM M. THOMAS (BMHC) RELATING TO SET-OFFS.
10/29/09			
3.70	GRAVES, JEREMY L		REVISE AND EDIT MOTION TO AUTHORIZE THE SUBCONTRACT FINALIZATION AGREEMENT WITH CHANEN CONSTRUCTION.
10/30/09			
1.00	GRAVES, JEREMY L		REVISE AND EDIT MOTION TO AUTHORIZE THE SUBCONTRACT FINALIZATION AGREEMENT WITH CHANEN CONSTRUCTION (.7); REVIEW AND SEND RELATED EMAILS (.2); TELECONFERENCE WITH R. POPPITI REGARDING SAME (.1).
0.50	GRAVES, JEREMY L		REVIEW EMAIL FROM P. MILLER RELATING TO TRUSSED, INC. AND REVIEW RELATED MATERIALS.

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CASE ADMINISTRATION
08299-00104

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	1.40	\$ 995.00	\$ 1,393.00
MICHAEL A. ROSENTHAL	1.20	985.00	1,182.00
MATTHEW K. KELSEY	2.70	710.00	1,917.00
AARON G. YORK	6.10	635.00	3,873.50
JEREMY L. GRAVES	1.40	400.00	560.00
JENNIFER M. CONTRERAS	13.10	290.00	<u>3,799.00</u>

Total Services			\$ 12,724.50
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Total Services, Costs/Charges			12,724.50
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BALANCE DUE			<u>\$ 12,724.50</u>
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Detail Services:

10/01/09			
0.60	CONTRERAS, JENNIFER M	REVIEW AND UPDATE CALENDAR (.6).	
10/05/09			
1.70	YORK, AARON G	CORRESPOND WITH M. ROSENTHAL, M, KARLAN, P. STREET, REGARDING OCTOBER 7 HEARING (1.1); ADDITIONAL CALL WITH M. ROSENTHAL, P. STREET REGARDING SAME (.6).	
10/06/09			
1.40	CONTRERAS, JENNIFER M	COORDINATE EXECUTION OF PRO HAC VICE APPLICATIONS FOR M. KARLAN AND R. FALEK WITH YCS&T (.5); REVIEW STATUS OF PLAN AND DISCLOSURE FILINGS (.9).	
10/07/09			
1.20	ROSENTHAL, MICHAEL A	EMAILS TO S. FINLEY, S. VARNER, R. MELLOR REGARDING RESULTS OF HEARING (.2); CORRESPOND WITH B. SMARTT, S. VARNER, B. DIETZ, M. KELSEY AND A. YORK REGARDING RESULTS OF HEARING (.7); TELEPHONE WITH S. BEACH AND M. KELSEY REGARDING FEE EXAMINER SELECTION (.3).	
0.90	YORK, AARON G	EMAILS WITH S. MUZUMDAR REGARDING RESPONSE TO CREDITOR INQUIRY (.2); CALL WITH M. ROSENTHAL, S. VARNER, B. DIETZ, P. STREET REGARDING HEARING UPDATE (.7).	
10/09/09			
0.50	YORK, AARON G	CALL WITH J. GRAVES REGARDING WORK STATUS (.1); UPDATE WORK IN PROGRESS (.4).	
0.30	GRAVES, JEREMY L	TELECONFERENCE WITH A. YORK REGARDING CASE STATUS (.1); REVIEW CORRESPONDENCE FROM L. BAUMANN (.1); TELECONFERENCE WITH E. BEEM (BMHC) REGARDING WARRANTY ISSUE WITH STARMARK (.1).	

10/10/09	0.50	CONTRERAS, JENNIFER M	REVIEW EMAILS CONCERNING DOCUMENT PRODUCTION (.4); EMAILS TO T. BONO RE SAME (.1).
10/12/09	0.30	KELSEY, MATTHEW K	TELEPHONE CALL WITH A. YORK REGARDING PENDING MATTERS AND REVIEWING DOCKET AND CASE CALENDAR (.2); COORDINATE WITH S. MUZUMDAR REGARDING UPDATING SOLICITATION CALENDAR (.1).
	0.50	YORK, AARON G	UPDATE WORK IN PROGRESS CHART (.3); CALL WITH M. KELSEY (.2).
10/13/09	0.50	CONTRERAS, JENNIFER M	REVIEW YCS&T CALENDAR (.2); REVIEW RECENTLY FILED PLEADINGS (.3).
10/14/09	2.80	CONTRERAS, JENNIFER M	INDEX AND FORWARD PLEADINGS, TRANSCRIPTS, FIRST-DAY ITEMS, AND OLDER MATERIALS TO RECORDS/ARCHIVES.
10/19/09	0.20	YORK, AARON G	REVIEW PROPOSED AGENDA.
10/20/09	0.50	YORK, AARON G	UPDATE WORK IN PROGRESS.
	1.50	CONTRERAS, JENNIFER M	UPDATE AND CIRCULATE CRITICAL DATES CALENDAR.
10/23/09	0.20	GRAVES, JEREMY L	EMAILS WITH M. THOMAS (BMHC) REGARDING CASE RELATED QUESTIONS.
	1.50	CONTRERAS, JENNIFER M	COMPILE LIST OF PARTIES FOR SAN FRANCISCO EFFECTIVE DATE MEETING (.8); COORDINATE SAME WITH SAN FRANCISCO OFFICE (.7).
10/26/09	1.50	YORK, AARON G	FINALIZE MOTIONS FOR FILING.

0.20	GRAVES, JEREMY L	EMAILS WITH L. THOMAS (BMHC) REGARDING STATUS OF DRAFT MOTIONS (.1); RESPOND TO CASE RELATED PHONE CALLS FROM THIRD PARTIES (.1).
2.40	CONTRERAS, JENNIFER M	COORDINATE RE-SCHEDULING OF SAN FRANCISCO MEETING (1.5); NUMEROUS EMAILS AND CALLS RE SAME (.9).
10/27/09		
0.50	KELSEY, MATTHEW K	COORDINATE WITH R. POPPITI REGARDING FEE LETTER (.2); REVIEW CORRESPONDENCE REGARDING SOLICITATION ISSUES (.3).
0.20	GRAVES, JEREMY L	EMAILS WITH COMPANY PERSONNEL REGARDING CASE RELATED ISSUES.
1.90	CONTRERAS, JENNIFER M	REVIEW YCST CALENDAR (.4); UPDATE INTERNAL CALENDAR AND CIRCULATE SAME (1.4); FOLLOW-UP EMAILS RE SAME (.1).
10/28/09		
0.70	FINLEY, STEVEN R	CORRESPOND WITH M. ROSENTHAL REGARDING RESTRUCTURING CHECKLIST, THURSDAY MEETING (.2); PHONE CALL WITH P. STREET REGARDING CHECKLIST, MANAGEMENT ISSUES (.5).
0.70	KELSEY, MATTHEW K	TELEPHONE CALL WITH J. ZUGERMAN OF BALLARD SPAHR REGARDING SURETY ISSUE (.2); CORRESPOND WITH J. GRAVES AND L.. BAUMANN REGARDING SAME (.5).
0.40	GRAVES, JEREMY L	REVIEW AND RESPOND TO EMAILS FROM THE COMPANY RELATED TO THE BANKRUPTCY CASE (.3); CALLS WITH THIRD PARTIES RELATING TO THE BANKRUPTCY (.1).
10/29/09		
0.70	FINLEY, STEVEN R	E-MAILS, PHONE CALLS REGARDING RESULTS OF THURSDAY MEETING IN CALIFORNIA (.4); PHONE CALL WITH R. MELLOR REGARDING SAME (.3).

0.70	KELSEY, MATTHEW K	COORDINATE WITH J. GRAVES AND L. BAUMANN REGARDING ISSUES RELATING TO SURETY BOND. (.3); REVIEWING CORRESPONDENCE FROM J. ZUGERMAN OF BALLARD SPAHR REGARDING SAME (.2); CALL WITH J. GRAVES REGARDING SAME (.2).
0.30	YORK, AARON G	REVIEW AND REVISE CHANEN MOTION.
0.10	GRAVES, JEREMY L	EMAILS WITH P. STREET (BMHC) REGARDING CASE.
10/30/09		
0.50	KELSEY, MATTHEW K	COORDINATE WITH J. GRAVES REGARDING SURETY BOND ISSUE.

Paul Street, Esq.
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CLAIMS ADMINISTRATION AND OBJECTIONS
08299-00105

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JEREMY L. GRAVES	0.70	\$ 400.00	\$ 280.00
SAEE MUZUMDAR	5.30	420.00	<u>2,226.00</u>

Total Services			\$ 2,506.00
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Total Services, Costs/Charges			2,506.00
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BALANCE DUE			<u>\$ 2,506.00</u>
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CLAIMS ADMINISTRATION AND OBJECTIONS
08299-00105

Detail Services:

10/02/09			
1.00	MUZUMDAR, SAE		DRAFT RESPONSE LETTER TO CATERPILLAR DEFAULT NOTICE RECEIVED BY THE COMPANY (.6); CORRESPOND WITH REPRESENTATIVE OF NATIONAL LEASING CORP. REGARDING POTENTIAL CLAIM (.4).
10/05/09			
3.30	MUZUMDAR, SAE		CREATE TIMELINE OF DISCOVERY REQUESTS FROM UNSECURED CREDITORS' COMMITTEE IN RESPONSE TO OBJECTIONS FILED TO DISCLOSURE STATEMENT.
10/07/09			
0.60	MUZUMDAR, SAE		RESPOND TO INQUIRY OF COUNTERPARTY TO EXECUTORY CONTRACT REGARDING TREATMENT.
10/13/09			
0.30	GRAVES, JEREMY L		EMAILS WITH L. THOMAS (BMHC) REGARDING CLAIMS ISSUES.
10/23/09			
0.40	MUZUMDAR, SAE		ATTEND CONFERENCE CALL WITH CLAIMS AND NOTICING AGENT REGARDING MAILING OF SOLICITATION MATERIALS.
10/29/09			
0.40	GRAVES, JEREMY L		REVIEW EMAIL FROM M. THOMAS (BMHC) REGARDING POTENTIAL CLAIMS OBJECTIONS (.1); TELECONFERENCE WITH M. THOMAS REGARDING SAME (.2); TELECONFERENCE WITH S. MALLAT (BMHC) REGARDING TAX CLAIMS (.1).

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CORPORATE GOVERNANCE SECURITIES LAW COMP
08299-00106

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	10.10	\$ 995.00	\$ 10,049.50
MICHAEL A. ROSENTHAL	13.20	985.00	13,002.00
GREGORY T. DAVIDSON	2.80	840.00	<u>2,352.00</u>

Total Services			\$ 25,403.50
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Total Services, Costs/Charges			25,403.50
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BALANCE DUE			<u>\$ 25,403.50</u>
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Detail Services:

10/01/09			
2.00	FINLEY, STEVEN R	PARTICIPATE IN WORKING GROUP PRE-BOARD CALL (1.0); PREPARE FOR AND PARTICIPATE IN BOARD UPDATE CALL (1.0).	
1.00	ROSENTHAL, MICHAEL A	PARTICIPATE IN BOARD CONFERENCE CALL REGARDING PLAN FILING AND STATUS.	
10/02/09			
1.00	DAVIDSON, GREGORY T	TELEPHONE CONFERENCE WITH P. STREET AND M. KAILER REGARDING WEBSITE MATERIALS, REQUIREMENTS, ETC. (.2); REVIEW WEBSITE (.4); RESEARCH REGARDING SECURITIES LAWS; ETC (.4).	
10/16/09			
0.50	FINLEY, STEVEN R	PHONE CALLS WITH P. O'NEILL REGARDING INDEPENDENT DIRECTOR OVERSIGHT OF MANAGEMENT RETENTION ISSUES.	
10/19/09			
1.00	FINLEY, STEVEN R	E-MAILS AND PHONE CALLS WITH INDEPENDENT DIRECTORS REGARDING CONFERENCE CALL (.6); PHONE CALL WITH R. MELLOR REGARDING MANAGEMENT ISSUES (.4).	
1.00	DAVIDSON, GREGORY T	CORRESPONDENCE AND TELEPHONE CONFERENCE WITH L. THOMAS REGARDING S. MORRISON SALE OF SHARES AND RELATED MATTERS (.2); REVIEW DOCUMENTS REGARDING SAME (.3); RESEARCH REGARDING SAME (.3); TELEPHONE CONFERENCE WITH L. THOMAS REGARDING SAME (.2).	
10/20/09			
2.60	FINLEY, STEVEN R	PHONE CALLS WITH P. O'NEILL, N. METCALFE, R. MELLOR REGARDING MANAGEMENT ISSUES (.7); CONFERENCE CALL WITH INDEPENDENT DIRECTOR REGARDING MANAGEMENT ISSUES (1.5); E-MAILS REGARDING SAME (.2).	

1.50	ROSENTHAL, MICHAEL A	PARTICIPATE IN BOARD EXECUTIVE COMMITTEE MEETING REGARDING MANAGEMENT ISSUES.
10/22/09		
0.80	DAVIDSON, GREGORY T	REVIEW DRAFT OF PRESS RELEASE AND PREPARE COMMENTS REGARDING SAME (.5); CORRESPONDENCE REGARDING SAME (.3).
10/23/09		
2.50	FINLEY, STEVEN R	MULTIPLE CALLS WITH INDEPENDENT DIRECTORS, P. STREET REGARDING MANAGEMENT AND BOARD COMPOSITION POST-RESTRUCTURING (1.5); PHONE CALL WITH R. MELLOR (.5); E-MAILS (.5).
1.40	ROSENTHAL, MICHAEL A	REVIEW AND COMMENT ON PROPOSED BOARD LETTER REGARDING POST-EFFECTIVE DATE (1); EMAILS TO AND FROM P. O'NEILL AND P. STREET REGARDING SAME (.4).
10/24/09		
1.80	ROSENTHAL, MICHAEL A	ADDRESS POST-EFFECTIVE DATE GOVERNANCE ISSUES AND REVIEW PLAN SUPPLEMENT DOCUMENTS.
10/25/09		
2.20	ROSENTHAL, MICHAEL A	TELEPHONE CONFERENCE WITH R. MELLOR REGARDING CORPORATE GOVERNANCE (.8); CORRESPOND WITH S. FINLEY REGARDING CORPORATE GOVERNANCE AND POST REORG MANAGEMENT (.2); REVIEW AND COMMENT FROM PROPOSED LETTER FROM BOARD REGARDING CORPORATE GOVERNANCE ISSUES (1.2).
10/26/09		
3.70	ROSENTHAL, MICHAEL A	PREPARE FOR AND PARTICIPATE IN EXTENDED CONFERENCE CALL WITH K. FISHER, GRANT THORNTON, PAUL STREET, B. DIETZ, S. VARNER, A. YORK AND OTHERS REGARDING POST-EFFECTIVE DATE GOVERNANCE ISSUES (1.6); REVIEW AND COMMENT ON EXECUTIVE COMPENSATION STUDY FOR RESTRUCTURED BMHC (.8); CONFERENCE CALL WITH S. VARNER, P. STREET, B. DIETZ, S. JOHNSON AS FOLLOW-UP TO GOVERNANCE CALL (1.3).

10/29/09			
0.60	ROSENTHAL, MICHAEL A	REVIEW AND COMMENT ON BOARD PRESENTATION.	
10/30/09			
1.50	FINLEY, STEVEN R	PREPARE FOR AND PARTICIPATE IN BOARD OF DIRECTORS CONFERENCE CALL (1.2); REVIEW PJ SOLOMON PRESENTATION (.3).	
1.00	ROSENTHAL, MICHAEL A	PREPARE FOR AND PARTICIPATE IN BOARD CONFERENCE CALL REGARDING EXIT FINANCING AND STATUS OF CASE.	

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CREDITOR COMMITTEE ISSUES
08299-00107

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	10.10	\$ 995.00	\$ 10,049.50
MICHAEL A. ROSENTHAL	1.60	985.00	1,576.00
RICHARD FALEK	50.60	710.00	35,926.00
AARON G. YORK	31.60	635.00	20,066.00
EVAN S. TILTON	6.00	610.00	3,660.00
SEEMA TENDOLKAR	7.80	570.00	4,446.00
MAXWELL C. NELSON	2.30	525.00	1,207.50
JOHN F. GUILD	6.50	525.00	3,412.50
NICHOLAS D. GREENWOOD	1.30	495.00	643.50
SAMANTHA A. LUNN	9.10	495.00	4,504.50
CHARLES P. FLOYD	2.30	470.00	1,081.00
JEREMY L. GRAVES	0.50	400.00	200.00
KELLY A. BOHNE	0.40	345.00	138.00
JACOB S. SHERKOW	37.30	365.00	13,614.50
VANESSA V. BRATCHER	11.00	370.00	4,070.00
TAMARAINGSEY IN	10.80	270.00	2,916.00
FRED LEE	12.10	335.00	4,053.50
ANDREW W. LESCH	25.80	295.00	<u>7,611.00</u>

Total Services \$ 119,175.50

Total Services, Costs/Charges 119,175.50

BALANCE DUE \$ 119,175.50

CREDITOR COMMITTEE ISSUES
08299-00107

Detail Services:

10/01/09		
1.40	FINLEY, STEVEN R	MULTIPLE PHONE CALLS AND E-MAILS WITH WORKING GROUP REGARDING COMMITTEE OBJECTIONS (1.0); E-MAILS WITH M. KARLAN REGARDING DELAWARE HEARING (.4).
10/02/09		
2.40	FINLEY, STEVEN R	CORRESPOND WITH M. ROSENTHAL AND E-MAILS WITH M. KARLAN REGARDING UPCOMING DELAWARE HEARING (.6); CORRESPOND WITH M. ROSENTHAL AND CONFERENCE CALLS WITH P. STREET AND K. FISCHER REGARDING DELIVERY OF NEW PLAN BIDDER LETTER AND FULL BANK GROUP (1.2); E-MAILS AND PHONE CALLS RELATING TO STAY MOTIONS AND RESPONSES THERETO (.6).
1.30	GREENWOOD, NICHOLAS D	PARTICIPATE ON CONFERENCE CALL AND REVIEW MATERIALS WITH RESPECT TO CREDITOR COMMITTEE DOCUMENTS.
10/04/09		
1.10	FINLEY, STEVEN R	MULTIPLE EMAILS REGARDING COMMITTEE POSITION AND RESPONSES (.8); PARTICIPATE (PARTIAL) IN A WORKING GROUP DAILY CALL (.3).
10/05/09		
3.70	FINLEY, STEVEN R	REVIEW COMMITTEE OBJECTIONS AND PROPOSED RESPONSES (.6); REVIEW LATEST REVISIONS OF PLAN, GLOSSARY AND DISCLOSURE STATEMENT (.9); EMAILS WITH BMHC, GD&C AND DELAWARE COUNSEL (.5); CONFERENCE CALL REGARDING COMMITTEE OBJECTIONS AND CONTINUANCE MOTION (1.0); REVIEW PJSC MATERIALS FOR BOARD MEETING (.7).
0.70	ROSENTHAL, MICHAEL A	EMAILS TO C. GIAIMO AND K. LANE REGARDING BID INFORMATION AND CONTINUANCE HEARING (.3); EMAILS FROM P. CROCI, P. STREET, S. MUZUMDAR REGARDING DISCOVERY PROVIDED TO COMMITTEE AND OPEN INFORMATION REQUESTS (.4).

6.50	FALEK, RICHARD	READ VARIOUS PLEADINGS (3.0); ANALYZE CASE LAW (1.1); DRAFTING OPPOSITION TO MOTION (2.4).
1.10	YORK, AARON G	EMAILS REGARDING DISCOVERY REQUESTS (.5); REVIEW RESPONSE TO COMMITTEE CONTINUANCE MOTION (.3); REVIEW AND COMMENTS ON DISCOVERY TIMELINE (.3).
10/06/09		
8.20	FALEK, RICHARD	CONTINUE ANALYZING PLEADINGS AND CASE LAW (3.1); DRAFTING MOTION IN OPPOSITION (2.4); VARIOUS CALLS/EMAILS RE: MOTION (1.1); EDITING MOTION PER VARIOUS COMMENTS (1.2); FILE MOTION (.4).
0.40	YORK, AARON G	PREPARE FOR AND ATTEND CALL WITH R. RICHARDSON, C. MOFFATT REGARDING DOCUMENT PRODUCTION (.4).
10/07/09		
0.20	ROSENTHAL, MICHAEL A	TELEPHONE WITH A. YORK REGARDING DISCOVERY REQUESTED BY COMMITTEE.
0.60	YORK, AARON G	EMAILS WITH C. MOFFATT REGARDING DOCUMENT PRODUCTION (.2); EMAILS REGARDING DOCUMENT PRODUCTION FORMAT (.2); CALL WITH M. ROSENTHAL REGARDING DISCOVERY REQUESTED BY COMMITTEE (.2).
10/08/09		
0.70	ROSENTHAL, MICHAEL A	CONFERENCE CALL WITH P. STREET, C. GIAIMO AND KATIE LANE REGARDING OPEN ISSUES (.2); REVIEW CDS OF EMAILS FROM COMPANY (.4); EMAIL TO R. FALEK REGARDING CDS OF EMAILS (.1).
0.60	YORK, AARON G	CALL WITH R. ROSENTHAL, P. STREET, C. GIAIMO, AND K. LANE REGARDING STATUS (.2); EMAILS WITH R. FALEK REGARDING DOCUMENT PRODUCTION (.4).

10/09/09		
6.50	FALEK, RICHARD	REVIEWING DISCOVERY REQUEST (1.4); CALLS/EMAILS RE: REQUEST (.9) BEGIN RESPONDING TO REQUEST (.9); CONFERENCE ON PRODUCTION TO PRIOR REQUEST WITH J. SHERKOW (1.1); VARIOUS RESEARCH ISSUES (2.2).
5.10	YORK, AARON G	CORRESPOND WITH J. SHERKOW REGARDING PRODUCTION ISSUES (.2); CALL WITH M. ROSENTHAL, B. DIETZ, P. CROCI REGARDING COMMITTEE MEETING (1.5); CALL WITH M. ROSENTHAL, P. STREET, R. FALEK REGARDING DISCLOSURE STATEMENT DISCOVERY (.3); CALL WITH R. FALEK, J. SHERKOW, C. DUNHAM REGARDING PRODUCTION STATUS (.3); ANALYZE DISCLOSURE STATEMENT DOCUMENT REQUESTS (2.0); CALL WITH P. GUERINO, P. CROCI REGARDING DOCUMENT PRODUCTION (.3); EMAILS REGARDING DOCUMENT PRODUCTION (.5).
7.30	SHERKOW, JACOB S	CONFERENCE WITH R. FALEK REGARDING DISCOVER REQUESTS (1.1); REVIEW DOCUMENTS (6.2).
1.90	BRATCHER, VANESSA V	CORRESPONDENCE WITH R. FALEK REGARDING COLLECTION OF EMAIL FOR GDC EMPLOYEES (.7); DISCUSS SEARCHING, REVIEW AND PROCESSING OPTIONS (.4); FOLLOW UP CORRESPONDENCE WITH M. MORA, S. IN AND A. LESCH REGARDING SAME (.8).
10/10/09		
3.80	FALEK, RICHARD	CALLS/EMAILS RE: LATEST DISCOVERY REQUESTS (2.0); WORK ON PRODUCTION (1.8).
4.70	YORK, AARON G	CORRESPOND WITH M. ROSENTHAL REGARDING COMMITTEE DISCOVERY (.4); PREPARE EMAIL REQUESTS (2.8); CALL WITH R. FALEK, P. CROCI, P. GURRINO, M. ROSENTHAL REGARDING DOCUMENT REQUESTS (.4); EMAILS REGARDING DISCOVERY (1.1).
0.20	SHERKOW, JACOB S	RESEARCH PATENT FAMILIES.

3.20	BRATCHER, VANESSA V	CORRESPONDENCE WITH R. FALEK REGARDING DRAFT HOLD AND COLLECTION EMAIL TO BE SENT TO CUSTODIANS (1.1); PROVIDE DRAFT LANGUAGE AND REVISE AS REQUESTED (.5); RECEIVE CONSENTS FROM CUSTODIANS AND FOLLOW UP WITH M. MORA REGARDING SAME (1.1); CORRESPONDENCE AND TELECONFERENCES WITH A. LESCH REGARDING PROCESSING AND FILTERING STEPS (.2); FOLLOW UP WITH R. FALEK REGARDING SAME (.3).
4.00	LESCH, ANDREW W	EXCHANGE EMAIL WITH V. BRATCHER, I. GEORIEV, M. MORA, R. FALEK, AND A. YORK RE EMAIL COLLECTION AND PROJECT SPECIFICATIONS AND COORDINATION.
10/11/09	4.50	FALEK, RICHARD
		CONTINUE WORKING ON VARIOUS PRODUCTIONS (2.0); VARIOUS CONFERENCE CALLS AND EMAILS RE: PRODUCTIONS (2.5).
1.30	BRATCHER, VANESSA V	CONTINUED CORRESPONDENCE WITH R. FALEK AND A. LESCH REGARDING STATUS OF CUSTODIAN MAILBOX EXPORTS AS WELL AS DATA FILTERING AND PROCESSING.
8.30	LESCH, ANDREW W	CREATE DATABASE (3.1); REPAIR PST FILES AFFECTED VIA FILE TRNASFER (2.1); PREPARE FILES FOR ATTORNEY REVIEW (1.1); EXCHANGE EMAIL WITH ATTORNEY TEAM REGARDING PROJECT SPECIFICATIONS AND CHANGES (2.0).
10/12/09	9.20	FALEK, RICHARD
		REVIEW VARIOUS DOCUMENTS (3.1); DRAFT LETTER TO OPPOSING COUNSEL (2.5); VARIOUS CALLS/EMAILS RE VARIOUS DISCOVERY ISSUES (1.5); REVIEW DISKS FORWARDED BY CO-COUNSEL (2.1).

7.70	YORK, AARON G	CALL WITH R. FALEK, J. SHERKOW, A. LESCH REGARDING DOCUMENT PRODUCTION (.7); CALL WITH A. LESCH, L. THOMAS REGARDING DOCUMENT PRODUCTION (.2); EMAILS REGARDING DOCUMENT PRODUCTION (2.3); TELEPHONE MEETING WITH M. ROSENTHAL, S. VERNER, B. DIETZ, P. STREET, P. CROCI, C. GLEMU, K. LENE REGARDING DISCLOSURE STATEMENT ISSUES (3.7); CALL WITH M. ROSENTHAL, R. FALEK, S. VERNER, S. JOHNSON REGARDING DISCOVERY (.3); CALL WITH P. STREET, L. THOMAS, R. FALEK REGARDING COMMITTEE DISCOVERY (.3); CALL WITH C. DUNHAM, J. SHERKOW REGARDING COMMITTEE DISCOVERY (.2).
4.10	TILTON, EVAN S	TELECONFERENCE WITH R. FALEK, J. SHERKOW AND OTHERS TO DISCUSS PARAMETERS OF REVIEW OF DOCUMENTS FOR PRODUCTION TO UNSECURED CREDITORS COMMITTEE (.5); BEGIN REVIEW OF DOCUMENTS FOR RELEVANCE AND PRIVILEGE (1.5); READ AND RESPOND TO CASE-RELATED EMAIL (2.1).
4.50	TENDOLKAR, SEEMA	TEAM CONFERENCE CALL REGARDING DOCUMENT REVIEW PROJECT (.5); REVIEWING DOCUMENTS (4.0).
1.00	NELSON, MAXWELL C	PARTICIPATE IN CONFERENCE CALL WITH J. SHERKOW, ET AL. REGARDING DOCUMENT REVIEW (.5); REVIEW DOCUMENT REVIEW MATERIALS PROVIDED BY J. SHERKOW (.5).
2.00	GUILD, JOHN F	WORK ON PRIVILEGE REVIEW OF DOCUMENTS FOR UNSECURED CREDITORS' REQUESTS FOR PRODUCTION OF DOCUMENTS.
1.00	LUNN, SAMANTHA A	DOCUMENT REVIEW CALL WITH J. SHERKOW AND R. FALEK (.5); REVIEW BACKGROUND MATERIALS FOR DOCUMENT REVIEW (.5).
0.20	BOHNE, KELLY A	CONFER WITH J. SHERKOW REGARDING DOCUMENT REVIEW.
10.30	SHERKOW, JACOB S	CONFERENCE WITH TEAM REGARDING COMMITTEE DOCUMENT REVIEW (.5); ORGANIZE REVIEW TEAM (.6); REVIEW DOCUMENTS (9.2).

1.10	BRATCHER, VANESSA V	CORRESPOND WITH A. LESCH AND S. IN REGARDING STATUS OF DATA PROCESSING (.4); FOLLOW UP CORRESPONDENCE REGARDING SAME (.4); CORRESPONDENCE WITH M. MORA REGARDING DATA EXPORTS (.3).
5.00	IN, TAMARAINGSEY	CASE TEAM MEETING REGARDING DATA PROCESSING (.5). IMPORT PST FILES INTO INDIVIDUAL CONCORDANCE DATABASES, SEARCH AND QUERY FILES, AND PROVIDE LINKS FOR CASE TEAM REVIEW (4.5).
6.40	LESCH, ANDREW W	PREPARE EMAIL FILES FOR ATTORNEY REVIEW (2.5); PARTICIPATE IN CONFERENCE CALL WITH R. FALEK, A. YORK, AND J. SHERKOW REGARDING COMMITTEE DOCUMENT PRODUCTION (.7); PARTICIPATE IN CONFERENCE CALL WITH A. YORK AND CLIENT (.2); ASSIST WITH THE ORGANIZATION OF MATERIAL COLLECTED FROM CLIENT (.6); PREPARE NEW SEARCH PARAMETERS (.3); COORDINATE WITH V. BRATCHER AND S. IN REGARDING PROCESS AND SPECIFICATIONS AGREED ON BY THE CASE TEAM FOR ADDED SUPPORT PROCESSING AND CULLING EMAIL FOR ATTORNEY REVIEW (.4); RECORD AND MONITOR CUSTODIANS CONSENT AND PROCESS STATUS (.2); CONFER WITH VENDOR FOR INITIAL PROJECT SPECIFICATIONS (1.5).
10/13/09		
5.80	FALEK, RICHARD	CONTINUE REVIEWING VARIOUS MATERIALS FOR PRODUCTION (2.5); CONFERENCE CALLS (1.2); EMAILS AND DRAFT LETTER TO OPPOSING COUNSEL (2.1).
3.00	YORK, AARON G	EMAILS REGARDING DOCUMENT PRODUCTION (1.5); CORRESPOND WITH K. LANE, R. FALEK REGARDING COMMITTEE PRODUCTION (.6); CORRESPOND WITH M. ROSENTHAL, P. STREET REGARDING PRODUCTION STATUS (.2); EMAILS TO K. LANE REGARDING PRODUCTION AGREEMENT (.7).
1.00	TILTON, EVAN S	TELECONFERENCE WITH J. SHERKOW REGARDING DOCUMENT REVIEW (.4); CONTINUE REVIEW OF DOCUMENTS FOR RELEVANCE AND PRIVILEGE (.2); READ AND RESPOND TO CASE-RELATED EMAIL (.4).

2.00	TENDOLKAR, SEEMA	REVIEW DOCUMENTS FOR PRODUCTION TO CREDITORS.
1.30	NELSON, MAXWELL C	BEGIN REVIEWING DOCUMENTS FOR PRIVILEGE AND RESPONSIVENESS, AND E-MAIL CORRESPONDENCE WITH J. SHERKOW REGARDING SAME.
4.50	GUILD, JOHN F	WORK ON PRIVILEGE REVIEW OF DOCUMENTS FOR UNSECURED CREDITORS' REQUESTS FOR PRODUCTION OF DOCUMENTS.
5.30	LUNN, SAMANTHA A	REVIEW DOCUMENTS FOR PRODUCTION IN RESPONSE TO CREDITOR COMMITTEE REQUEST.
2.30	FLOYD, CHARLES P	REVIEW GDC EMAILS FOR RESPONSIVENESS AND PRIVILEGE AND MARK ACCORDINGLY.
0.20	BOHNE, KELLY A	CONFER WITH J. SHERKOW REGARDING DOCUMENT REVIEW AND PRODUCTION.
3.80	SHERKOW, JACOB S	ORGANIZE REVIEW FOR COMMITTEE PRODUCTION (1.0); REVIEW DOCUMENTS (1.1); REVIEW DOCUMENTS (.9); VARIOUS CONFERENCES WITH TEAM MEMBERS (.8).
1.30	BRATCHER, VANESSA V	TELECONFERENCE WITH VENDOR REGARDING DATA PROCESSING FOR COMMITTEE PRODUCTION (.8); CORRESPONDENCE AND TELECONFERENCES WITH A. LESCH REGARDING DATA FILTERING, PROCESSING AND REVIEW STATUS (.5).
3.50	IN, TAMARAINGSEY	IMPORT PST FILES INTO INDIVIDUAL CONCORDANCE DATABASES, SEARCH AND QUERY FILES, AND PROVIDE LINKS FOR CASE TEAM REVIEW WITH RESPECT TO COMMITTEE PRODUCTION (3.0); PREPARE HARD DRIVES TO BE SENT TO VENDOR FOR PROCESSING (.5).
2.50	LEE, FRED	ATTEND CONFERENCE CALL TO DISCUSS CASE DETAILS (.4); VERIFY CONTENTS OF PRODUCTIONS (.9); DRAFT REPORT OF RESULTS (1.0); AND CREATE COPYSETS (.2).

3.80	LESCH, ANDREW W	EXCHANGE EMAIL WITH S. IN AND V. BRATCHER REGARDING STATUS OF LOADING FILES FOR ATTORNEY REVIEW RELATIVE TO COMMITTEE PRODUCTION (1.0); REPORT PER THE REQUEST OF J. SHERKOW PROJECT STATUS AND UPDATES OF CUSTODIAL MATERIAL READY FOR REVIEW (1.0); EXCHANGE EMAIL WITH M. MORE REGARDING STATUS OF EMAIL COLLECTION STATUS (.4); CREATE CLIENT CASE PAGE (.3); CORRESPOND WITH J. SHERKOW AND F. LEE REGARDING PRODUCTION DELIVERY SPECIFICATIONS REQUESTED BY THE VENDOR (.1); CORRESPOND WITH F. LEE AND J. SHERKOW REGARDING "PETER J" DATA RECEIPT (.8).
10/14/09		
4.60	FALEK, RICHARD	CONFERENCE CALLS, INTERNAL CALLS AND EMAILS RE: VARIOUS DISCOVERY ISSUES.
1.40	YORK, AARON G	CALL WITH P. STREET, H. FITCHETT REGARDING RECORDS RETENTION POLICY (.3); EMAILS REGARDING COMMITTEE DISCOVERY (1.1).
0.90	TILTON, EVAN S	CONCLUDE REVIEW OF DOCUMENTS FOR RESPONSIVENESS AND PRIVILEGE RELATIVE TO COMMITTEE DOCUMENT PRODUCTION (.5); READ AND RESPOND TO CASE-RELATED EMAIL (.4).
1.30	TENDOLKAR, SEEMA	REVIEW DOCUMENTS FOR PRODUCTION TO CREDITORS.
2.80	LUNN, SAMANTHA A	REVIEW DOCUMENTS FOR PRODUCTION IN RESPONSE TO CREDITOR COMMITTEE REQUEST.
4.00	SHERKOW, JACOB S	COORDINATE COMMITTEE DOCUMENT REVIEW (2.0); REVIEW DOCUMENTS (1.5); MEETING WITH A. LESCH (.5).
1.00	IN, TAMARAINGSEY	PREPARE HARD DRIVE FOR VENDOR PROCESSING TO CONTAIN PST DATA.

2.30	LESCH, ANDREW W	CONFER WITH J. SHERKOW REGARDING UPDATED PROJECT SPECIFICATIONS WITH RESPECT TO COMMITTEE DOCUMENT PRODUCTION (.5); UPDATE S. IN, V. BRATCHER, F. LEE, AND VENDOR RE SAME (.2); PREPARE FILES FOR PRODUCTION TO SEND TO VENDOR FOR PROCESSING PER THE REQUEST OF J. SHERKOW (1.6).
10/15/09		
0.50	FINLEY, STEVEN R	E-MAILS AND PHONE CALLS WITH K. FISCHER, M. ROSENTHAL AND P. STREET REGARDING ISSUES WITH UNSECURED CREDITORS COMMITTEE.
3.60	YORK, AARON G	CALL WITH J. SHERKOW REGARDING COMMITTEE PRODUCTION (.3); REVIEW DOCUMENTS FOR COMMITTEE PRODUCTION (2.5); EMAILS RELATED TO COMMITTEE PRODUCTION (.8).
2.80	SHERKOW, JACOB S	CALL WITH A. YORK REGARDING COMMITTEE PRODUCTION (.3); COLLECT DOCUMENTS (2.5).
1.30	IN, TAMARAINGSEY	DISCUSS AND ANSWER VENDOR RELATED QUESTIONS (.3). RESEARCH ISSUE EFFECTING MISSING MESSAGEID INFORMATION (1.0).
10/16/09		
1.50	FALEK, RICHARD	CONFERENCE CALLS, EMAILS AND INTERNAL CALLS RE: VARIOUS DISCOVERY ISSUES.
0.70	YORK, AARON G	CALL WITH R. RICHARDSON REGARDING EMAIL RETENTION POLICY (.2); CALL WITH J. SHERKOW REGARDING DOCUMENT PRODUCTION (.2); EMAIL TO K. LANE REGARDING SAME (.3).
3.30	SHERKOW, JACOB S	REVIEW EMAIL PRODUCTION DISKS (1.1); CALL WITH A. YORK (.2); COMPILE FORMAL PRODUCTION (2.0).
2.20	BRATCHER, VANESSA V	CORRESPOND WITH J. SHERKOW REGARDING PRODUCTION PROCESSING STATUS (.5); TELECONFERENCES WITH ENCORE REGARDING SAME (.5); TELECONFERENCES WITH S. IN AND F. LEE REGARDING TIMELINE FOR PRODUCTION RELEASE FROM ENCORE (.5); FOLLOW UP WITH J. SHERKOW REGARDING SAME (.7).

4.00	LEE, FRED	PREPARE, QUALITY CHECK AND FINALIZE PRODUCTION SETS FOR COMMITTEE PRODUCTION (1.5); PROCESS AND LOAD PRODUCTION DATABASE FOR ATTORNEY REVIEW (.5); CREATE COPYSETS (1.5); CONFERENCES RE SAME (.5).
1.00	LESCH, ANDREW W	EXCHANGE EMAIL WITH V. BRATCHER REGARDING PROCESSING BY VENDOR (.4) COMUNICATE WITH VENDOR REGARDING SAME (.2); COMMUNICATE WITH V. BRATCHER AND J. SHERKOW REGARDING SAME (.4).
10/17/09		
2.70	YORK, AARON G	REVIEW DOCUMENTS FOR COMMITTEE PRODUCTION (2.1); CORRESPOND WITH M. ROSENTHAL REGARDING SAME (.2); EMAILS TO COMMITTEE REGARDING PRODUCTION (.2); CALL WITH J. SHERKOW REGARDING PRODUCTION (.2).
3.50	SHERKOW, JACOB S	CONFERENCE WITH F. LEE REGARDING COMMITTEE PRODUCTION (.1); CONFERENCE WITH A. YORK (.2); REVIEW PRODUCTION (3.2).
3.80	LEE, FRED	PREPARE, QUALITY CHECK AND FINALIZE PRODUCTION SETS FOR COMMITTEE PRODUCTION (1.5); PROCESS AND LOAD PRODUCTION DATABASE FOR ATTORNEY REVIEW (1.4); CREATE COPYSETS (.8); CONFERENCE WITH J. SHERKOW (.1).
10/19/09		
0.60	FINLEY, STEVEN R	E-MAILS, PHONE CALLS AND CONFERENCE WITH M. ROSENTHAL REGARDING VARIOUS CREDITORS ISSUES.
0.50	GRAVES, JEREMY L	EMAILS WITH A. YORK (GDC) AND R. POPPITI (YCST) REGARDING THE COMMITTEE'S REQUEST FOR INFORMATION RELATING TO UTILITY DEPOSITS.
0.80	SHERKOW, JACOB S	PREPARE DOCUMENTS FOR COMMITTEE PRODUCTION (.3); CONFERENCE WITH IT TEAM (.5).
1.80	LEE, FRED	PREPARE, QUALITY CHECK AND FINALIZE COMMITTEE PRODUCTION SETS (.9); PROCESS AND LOAD PRODUCTION DATABASE FOR ATTORNEY REVIEW (.3); CREATE COPYSETS (.6).

10/20/09	0.40	FINLEY, STEVEN R	E-MAILS REGARDING OPEN ISSUES WITH UNSECURED CREDITORS.
10/23/09	0.50	SHERKOW, JACOB S	CONFERENCE WITH OPPOSING COUNSEL REGARDING COMMITTEE PRODUCTION.
10/27/09	0.30	SHERKOW, JACOB S	REVIEW DOCUMENTS FOR COMMITTEE PRODUCTION.
10/28/09	0.50	SHERKOW, JACOB S	ATTEND TO DOCUMENT RETENTION/DISPOSAL RELATIVE TO COMMITTEE PRODUCTION.

Paul Street, Esq.
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DIP FINANCING/CASH COLLATERAL/CASH MANAG
08299-00108

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
CROMWELL R. MONTGOMERY	0.50	\$ 635.00	\$ 317.50
JUSTO A. CHAMAS	10.50	710.00	7,455.00
NICHOLAS D. GREENWOOD	34.80	495.00	17,226.00
JOSHUA WEISSER	0.20	585.00	<u>117.00</u>

Total Services			\$ 25,115.50
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Total Services, Costs/Charges			25,115.50
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BALANCE DUE			<u>\$ 25,115.50</u>
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Detail Services:

10/01/09			
4.40	GREENWOOD, NICHOLAS D	REVIEW AND DISCUSS ISSUES WITH RESPECT TO EXECUTED COMMITMENT LETTERS INTERNALLY (0.9); REVIEW AND RESOLVE ISSUE WITH RESPECT TO COMMITMENT AMOUNTS SET FORTH IN EXECUTED COMMITMENT LETTERS (1.6); PREPARE COMMENTS TO EXECUTED PARTICIPATE COMMITMENT LETTERS AND DISTRIBUTE SAME INTERNALLY(1.9).	
10/02/09			
1.90	GREENWOOD, NICHOLAS D	CONTINUE INTERNAL DISCUSSIONS WITH RESPECT TO ISSUES IN EXECUTED COMMITMENT LETTER AND DISCUSS SAME WITH WELLS FARGO'S COUNSEL AND REPORT DISCUSSION INTERNALLY.	
10/16/09			
2.10	GREENWOOD, NICHOLAS D	RECEIVE AND BEGIN REVIEW OF DRAFT EXIT CREDIT AGREEMENT.	
10/18/09			
2.20	GREENWOOD, NICHOLAS D	CONTINUE REVIEW AND BEGIN COMMENTING ON DRAFT EXIT CREDIT AGREEMENT.	
10/19/09			
4.10	GREENWOOD, NICHOLAS D	CONTINUE MARKUP OF DRAFT EXIT CREDIT AGREEMENT.	
0.20	WEISSER, JOSHUA	RESPOND TO QUESTION REGARDING DIP FACILITY.	
10/20/09			
0.50	MONTGOMERY, CROMWELL R	REVIEW CORRESPONDENCE RELATIVE TO LIEN RELEASES (.2); REVISE/PREPARE CREDIT AGREEMENT ASSET SALE REQUEST AND DISTRIBUTE SAME (.3).	
4.60	GREENWOOD, NICHOLAS D	COMPLETE INITIAL COMMENTS TO DRAFT EXIT CREDIT AGREEMENT AND PROVIDE SAME TO C. MONTGOMERY.	

10/21/09			
4.50	GREENWOOD, NICHOLAS D	REVISE COMMENTS TO DRAFT EXIT CREDIT FACILITIES PER COMMENTS FROM C. MONTGOMERY AND DISCUSS SAME WITH C. MONTGOMERY (4.0); DISTRIBUTE INITIAL COMMENTS TO COMPANY AND ITS ADVISORS (.5).	
10/23/09			
4.90	GREENWOOD, NICHOLAS D	REVIEW AND COMMENT ON DRAFT EXIT CREDIT FACILITIES EXHIBITS AND SECURITY AGREEMENT AND DISTRIBUTE COMMENTS TO SAME.	
10/27/09			
2.20	GREENWOOD, NICHOLAS D	PARTICIPATE ON CALL TO DISCUSS CREDIT AGREEMENT MATTERS WITH C. MONTGOMERY AND P. STREET (1.1); PROVIDE COMMENTS TO DRAFT ORDER WITH RESPECT TO EXIT CREDIT FACILITIES (1.1).	
10/28/09			
4.30	CHAMAS, JUSTO A	REVIEW PLAN AND EXIT FINANCING AGREEMENTS FOR MEETING ON THURSDAY	
0.90	GREENWOOD, NICHOLAS D	REVIEW DIP SECURITY AGREEMENT WITH RESPECT TO REQUIREMENTS RELATED TO CONVERTING GUARANTORS TO LIMITED LIABILITY COMPANIES AND REPORT FINDINGS TO COMPANY.	
10/29/09			
6.20	CHAMAS, JUSTO A	MEETINGS IN SAN FRANCISCO WITH EXIT FINANCING CREDITORS AND THEIR COUNSEL.	
10/30/09			
2.00	GREENWOOD, NICHOLAS D	LOCATE AND DISTRIBUTE WIND-DOWN BUSINESS UNIT SCHEDULE TO DIP CREDIT AGREEMENT (0.6); REVIEW PROPOSED TERM SHEET ADDENDUM (1.4).	
10/31/09			
1.00	GREENWOOD, NICHOLAS D	PARTICIPATE ON CONFERENCE CALL TO DISCUSS PROPOSED TERM SHEET ADDENDUM.	

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EMPLOYEES
08299-00109

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	1.10	\$ 995.00	\$ 1,094.50
JEREMY L. GRAVES	4.00	400.00	<u>1,600.00</u>

Total Services			\$ 2,694.50
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Total Services, Costs/Charges			2,694.50
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BALANCE DUE			<u>\$ 2,694.50</u>
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EMPLOYEES
08299-00109

Detail Services:

10/12/09	0.60	GRAVES, JEREMY L	REVIEW AND RESPOND TO EMAILS FROM P. STREET REGARDING THE R. DAVIS INCENTIVE PLAN AND OTHER EMPLOYEE ISSUES (.4); EMAILS WITH A. YORK (GDC) REGARDING ISSUES RAISED IN P. STREET'S EMAIL (.2).
10/14/09	1.00	GRAVES, JEREMY L	REVISE AND EDIT MOTION TO AUTHORIZE INCENTIVE PAY TO RANDOLPH DAVIS.
10/16/09	0.70	GRAVES, JEREMY L	REVISE AND EDIT MOTION TO AUTHORIZE INCENTIVE PAY TO RANDOLPH DAVIS.
10/20/09	0.30	GRAVES, JEREMY L	REVISE AND EDIT THE MOTION TO AUTHORIZE INCENTIVE PAYMENTS TO RANDOLPH DAVIS.
10/21/09	1.10	FINLEY, STEVEN R	MULTIPLE PHONE CALLS AND E-MAILS WITH P. STREET, M. ROSENTHAL REGARDING MANAGEMENT CONTRACTS (.5); PHONE CALL WITH R. MELLOR (.6).
10/26/09	1.40	GRAVES, JEREMY L	REVISE, EDIT, AND FILE MOTION TO AUTHORIZE INCENTIVE PAY TO RANDOLPH DAVIS AND RELATED SEAL MOTION.

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Boise, ID 83712-7714

EXECUTORY CONTRACTS/UNEXPIRED LEASES
08299-00111

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	1.50	\$ 995.00	\$ 1,492.50
MICHAEL A. ROSENTHAL	2.40	985.00	2,364.00
MATTHEW K. KELSEY	0.30	710.00	213.00
AARON G. YORK	2.50	635.00	1,587.50
JEREMY L. GRAVES	14.10	400.00	<u>5,640.00</u>

Total Services			\$ 11,297.00
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Total Services, Costs/Charges			11,297.00
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BALANCE DUE			<u>\$ 11,297.00</u>
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EXECUTORY CONTRACTS/UNEXPIRED LEASES
08299-00111

Detail Services:

10/07/09			
0.30	KELSEY, MATTHEW K	COORDINATE WITH S. MUZUMDAR AND A. YORK REGARDING CONTRACT ASSUMPTION ISSUE.	
10/09/09			
0.50	GRAVES, JEREMY L	EMAILS WITH S. MUZUMDAR (GDC) REGARDING CALL FROM M. ECKARD (REED SMITH) (.1); TELECONFERENCE WITH M. ECKARD REGARDING CIT FINANCIAL'S EXECUTORY CONTRACTS (.2); TELECONFERENCE WITH H. FITCHETT (BMHC) REGARDING SAME (.1); FOLLOW-UP WITH M. ECKARD REGARDING SAME (.1).	
10/12/09			
0.30	ROSENTHAL, MICHAEL A	EMAILS REGARDING REJECTION OF HES AGREEMENT.	
2.80	GRAVES, JEREMY L	DRAFT MOTION TO ENTER INTO THE NEW BOISE LEASE.	
10/13/09			
0.20	ROSENTHAL, MICHAEL A	EMAILS REGARDING ASSUMPTION/REJECTION OF HES AGREEMENT.	
2.20	GRAVES, JEREMY L	DRAFT MOTION TO ENTER INTO THE NEW BOISE LEASE.	
10/14/09			
0.60	GRAVES, JEREMY L	DRAFT MOTION TO ENTER INTO THE NEW BOISE LEASE.	
10/15/09			
0.20	ROSENTHAL, MICHAEL A	EMAILS REGARDING MOTION TO ENTER INTO INSURANCE AGREEMENTS.	
1.50	YORK, AARON G	REVIEW AND REVISE DAVIS MOTION AND BOISE LEASE MOTION (1.3); CORRESPOND WITH J. GRAVES REGARDING SAME (.2).	

10/16/09	1.00	ROSENTHAL, MICHAEL A	ADDRESS ISSUES RELATED TO REJECTION OF CONTRACTS AND CURE CLAIMS (.6); EMAILS REGARDING ACE INSURANCE MOTION REGARDING EXTENSION OF AGREEMENTS (.4).
	0.90	GRAVES, JEREMY L	REVISE AND EDIT DRAFT MOTION TO ENTER INTO THE NEW BOISE LEASE.
10/21/09	0.10	GRAVES, JEREMY L	EMAILS WITH A. YORK (GDC) REGARDING THE MOTION TO REJECT THE SAN FRANCISCO LEASE.
10/22/09	1.50	FINLEY, STEVEN R	E-MAILS, PHONE CALLS WITH P. O'NEILL REGARDING CONTINUING STATUS OF SAN FRANCISCO MANAGEMENT, REJECTION OF EMPLOYMENT AGREEMENTS (.8); PHONE CALL WITH R. MELLOR REGARDING SAME ISSUE (.7).
10/26/09	0.60	YORK, AARON G	CALL WITH R. MELLOR REGARDING LEASE ISSUES (.2); EMAILS WITH M. ROSENTHAL, P. STREET REGARDING SAME (.4).
10/27/09	0.30	ROSENTHAL, MICHAEL A	EMAILS REGARDING REJECTION OF EXECUTORY CONTRACTS AND ASSUMPTION OF RANDY DAVIS PAYMENT AGREEMENT.
10/28/09	3.00	GRAVES, JEREMY L	TELECONFERENCE WITH P. STREET (BMHC) REGARDING LEASE REJECTIONS (.1); DRAFT MOTION TO REJECT CHANDLER LEASE (2.5); DRAFT MOTION TO REJECT FRISCO LEASE (.4).
10/29/09	0.40	ROSENTHAL, MICHAEL A	EMAILS FROM J. GRAVES REGARDING EXECUTORY CONTRACT ASSUMPTION/REJECTION ISSUES.
	0.40	YORK, AARON G	REVIEW AND REVISE REJECTION MOTION.

2.90 GRAVES, JEREMY L

DRAFT MOTION TO REJECT FRISCO LEASE (.9);
DRAFT MOTION TO REJECT CHANDLER LEASE (2).

10/30/09

1.10 GRAVES, JEREMY L

REVISE MOTIONS TO REJECT CHANDLER AND
FRISCO LEASES BASED ON R. POPPITI'S COMMENTS
(.4); CORRESPOND WITH S. REIMERS (BMHC)
REGARDING SERVICE ISSUES RELATED TO SAME (.1);
TELECONFERENCE WITH A. WHEALEY (KUTAK ROCK)
REGARDING GE FLEET LEASES (.1); EMAILS WITH A.
WHEALEY (KUTAK ROCK), P. STREET (BMHC) AND B.
GABLE (BMHC) REGARDING SAME (.3); REVIEW
DRAFT ASSUMPTION AND REJECTION LIST (.1);
EMAILS RELATING TO NEW BOISE LEASE (.1).

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FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00112

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	0.20	\$ 985.00	\$ 197.00
AARON G. YORK	2.50	635.00	1,587.50
JENNIFER M. CONTRERAS	30.20	290.00	8,758.00
SHERIF FARRAG	14.20	235.00	<u>3,337.00</u>

Total Services			\$ 13,879.50
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Total Services, Costs/Charges			13,879.50
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BALANCE DUE			<u>\$ 13,879.50</u>
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FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00112

Detail Services:

10/01/09			
0.50	CONTRERAS, JENNIFER M	EMAILS WITH M. ROSENTHAL RE FEE APP (.2); EMAIL REQUESTS TO ACCOUNTING RE SAME (.2); FOLLOW-UP EMAILS RE TRANSFER OF TIME (.1).	
10/04/09			
8.50	CONTRERAS, JENNIFER M	REVIEW AND EDIT PREBILL FOR COMPLIANCE WITH US TRUSTEE GUIDELINES.	
10/05/09			
3.70	CONTRERAS, JENNIFER M	REVIEW AND EDIT PREBILL FOR COMPLIANCE WITH US TRUSTEE GUIDELINES (2.3); BEGIN DRAFTING FOURTH INTERIM FEE APPLICATION (1.2); CONFERENCES WITH S. FARRAG RE SAME (.2).	
3.10	FARRAG, SHERIF	EDIT PREBILL FOR COURT COMPLIANCE AND SEND TO ACCOUNTING.	
10/06/09			
2.20	YORK, AARON G	REVISE FEE APPLICATION.	
8.80	CONTRERAS, JENNIFER M	DRAFT, EDIT AND REVISE FEE APPLICATION AND EXHIBITS.	
10.00	FARRAG, SHERIF	REVIEW PREBILL, SEND TO ACCOUNTING FOR REVISIONS (2.9); OBTAIN MISSING INFORMATION FOR FEE APP CHARTS FROM HR (2.1); INSERT SAME INTO CHARTS (2.5); CALCULATE NUMBERS FOR CHARTS, INCORPORATE INTO ENTIRE FEE APPLICATION, AND SEND TO M. ROSENTHAL AND A. YORK (2.5).	
10/07/09			
0.30	YORK, AARON G	CALL WITH J. CONTRERAS REGARDING FEE APPLICATION.	
4.90	CONTRERAS, JENNIFER M	CALL WITH A. YORK RE REVISIONS TO FEE APPLICATION (.3); REVISE AND FINALIZE SAME (4.4); EMAILS TO YCS&T AND S. FARRAG RE SAME (.2).	

1.10	FARRAG, SHERIF	CREATE EXHIBITS TO FEE APPLICATION (.4); ADD COVER PAGES (.6); SEND TO J. CONTRERAS AS PER REQUEST OF M. ROSENTHAL (.1).
10/08/09		
2.10	CONTRERAS, JENNIFER M	PREPARE AND REVISE LETTER TO P. STREET REGARDING PAYMENT OF AUGUST FEES (.9); CORRESPONDENCE WITH M. ROSENTHAL RE SAME (.2); REVIEW DOCKET AND LOCATE QUARTERLY FEE REQUEST AND HEARING INFORMATION (.6); EMAILS TO C. CATHCART RE SAME (.2); FOLLOW-UP EMAILS TO S. FINLEY, M. ROSENTHAL, AND P. STREET RE FEES (.2).
10/13/09		
0.20	ROSENTHAL, MICHAEL A	TELEPHONE CONFERENCE WITH S. BEACH REGARDING FEE AUDITORS.
10/26/09		
1.10	CONTRERAS, JENNIFER M	PREPARE AND REVISE FEE REQUEST LETTER TO P. STREET (.8); EMAILS WITH C. CATHCART RE FILING OF CERTIFICATE OF NO OBJECTION (.3).
10/27/09		
0.60	CONTRERAS, JENNIFER M	REVIEW M. ROSENTHAL SUPPLEMENTAL DECLARATION WITH REGARDS TO PAYMENT OF PRE-PETITION FEES (.4); EMAILS WITH M. ROSENTHAL RE SAME (.2).

Paul Street, Esq.
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720 Park Boulevard, Suite 200
Boise, ID 83712-7714

FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00113

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	0.30	\$ 985.00	\$ 295.50
SAEE MUZUMDAR	0.90	420.00	378.00
JENNIFER M. CONTRERAS	0.60	290.00	<u>174.00</u>

Total Services			\$ 847.50
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Total Services, Costs/Charges			847.50
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BALANCE DUE			<u>\$ 847.50</u>
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FEE APPLICATIONS/RETENTION APPLICATIONS
08299-00113

Detail Services:

10/05/09			
0.40	MUZUMDAR, SAE	ASSIST ORIDINARY COURSE PROFESSIONAL WITH DISINTERESTEDNESS DECLARATION AT THE REQUEST OF CLIENT.	
10/16/09			
0.30	ROSENTHAL, MICHAEL A	REVIEW PJS ENGAGEMENT LETTER AND EMAILS WITH P. STREET AND B. DIETZ REGARDING FINANCING FEE.	
10/26/09			
0.50	MUZUMDAR, SAE	DRAFT FOURTH SUPPLEMENTAL ORDINARY COURSE PROFESSIONAL LIST AND NOTICE.	
10/30/09			
0.60	CONTRERAS, JENNIFER M	REVIEW AND COMMENTS TO COMMITTEE PROFESSIONALS' FEES CHART.	

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INSURANCE
08299-00114

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
AARON G. YORK	5.80	\$ 635.00	\$ 3,683.00
JEREMY L. GRAVES	29.20	400.00	<u>11,680.00</u>

Total Services			\$ 15,363.00
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Total Services, Costs/Charges			15,363.00
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BALANCE DUE			<u>\$ 15,363.00</u>
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INSURANCE
08299-00114

Detail Services:

10/01/09		
3.30	YORK, AARON G	CALL WITH P. STREET, L. BAUMANN, M. THOMAS REGARDING INSURANCE (.5); CALL WITH K. LANE, D. OTTAVIOANO REGARDING INSURANCE DISSOLUTION TRANSACTION (.2); EMAIL TO L. BAUMANN REGARDING SAME (.1); EMAILS TO K. LANE REGARDING SAME (.3); REVISE MOTION TO PAY BACKSTOP PREMIUM (.5); PREPARE FOR HEARING ON MOTIONS TO LIFT STAY (1.7).
0.40	GRAVES, JEREMY L	TELECONFERENCE WITH P. STREET (BMHC), L. BAUMANN (BMHC), M. THOMAS (BMHC), AND A. YORK (GDC) REGARDING SIRS AND DEDUCTIBLES.
10/14/09		
0.20	GRAVES, JEREMY L	CALL L. BAUMANN (BMHC) REGARDING ACE INSURANCE PROGRAM RENEWAL (.1); EMAILS WITH R. POPPITI (YCST) REGARDING SAME (.1).
10/15/09		
0.20	YORK, AARON G	CALL WITH C. BAUMANN REGARDING ACE STATUS.
6.00	GRAVES, JEREMY L	TELECONFERENCE WITH M. REED (DUANE MORRIS) REGARDING ACE INSURANCE'S CONCERNS WITH RENEWING THE INSURANCE PROGRAM (.3); VOICEMAIL FROM L. BAUMANN REGARDING SAME (.1); DRAFT MOTION TO AUTHORIZE THE DEBTORS TO ENTER INTO NEW INSURANCE AGREEMENTS AND TO ASSUME THE ACE INSURANCE PROGRAM (5.1); TELECONFERENCE WITH L. BAUMANN (BMHC) REGARDING SAME (.1); CORRESPOND WITH A. YORK (GDC) REGARDING ACE'S REQUEST FOR SECTION 364 SUPERPRIORITY (.1); TELECONFERENCE WITH R. POPPITI (YCST) REGARDING HEARING DATES FOR THE ACE INSURANCE MOTION (.3).
10/16/09		
1.10	YORK, AARON G	CALL WITH M. REED REGARDING INSURANCE ISSUES (.6); CALL WITH L. BAUMANN REGARDING INSURANCE ISSUE (.5).

1.50	GRAVES, JEREMY L	DRAFT MOTION TO AUTHORIZE THE DEBTORS TO ENTER INTO NEW INSURANCE AGREEMENTS AND TO ASSUME THE ACE INSURANCE PROGRAM(.6); PREPARE FOR AND ATTEND TELECONFERENCE WITH M. REED (DUANE MORRIS) AND A. YORK (GDC) REGARDING ACE INSURANCE'S CONCERNS WITH RENEWING THE INSURANCE PROGRAM (.4); CONFERENCE WITH A. YORK (GDC) REGARDING SAME (.1); TELECONFERENCE WITH A. YORK (GDC) AND M. ROSENTHAL (GDC) REGARDING SAME (.1); REVIEW ACE INSURANCE PROPOSALS (.3).
10/19/09		
6.50	GRAVES, JEREMY L	CONTINUE DRAFTING AND EDITING MOTION TO AUTHORIZE THE ACE INSURANCE PROGRAM EXTENSION (4); EMAILS WITH M. REED (DUANE MORRIS) REGARDING SAME (.1); EMAILS WITH K. FISHER (PH), M. ROSENTHAL (GDC), A. YORK (GDC), J. WEISSER (GDC) REGARDING SAME (1.3); TELECONFERENCE WITH J. WEISSER REGARDING RELEVANT PROVISIONS OF THE DIP CREDIT AGREEMENT AND FINAL DIP ORDER (.2); CONFERENCE WITH A. YORK (GDC) REGARDING REVISED MOTION (.1); COMMUNICATE WITH M. ROSENTHAL (GDC) REGARDING SAME (.1); DRAFT MOTION TO SHORTEN TIME WITH RESPECT TO THE ACE INSURANCE MOTION (.6); EMAILS WITH R. POPPITI (YCST) REGARDING THE MOTION TO SHORTEN (.1).
10/20/09		
1.70	GRAVES, JEREMY L	DRAFT MOTION TO SEAL THE INSURANCE AGREEMENTS IN CONNECTION WITH THE MOTION TO EXTEND THE ACE INSURANCE PROGRAM (.8); REVISE AND EDIT THE SEAL MOTION AND THE MOTION TO SHORTEN RELATED TO THE MOTION TO EXTEND THE ACE INSURANCE PROGRAM (.7); EMAILS WITH R. POPPITI AND S. BEACH RELATING TO THE ACE INSURANCE MOTIONS (.2).
10/21/09		
0.40	YORK, AARON G	CALL WITH L. BAUMANN REGARDING L/C GENERAL UNSECURED CLAIMS INSURANCE STATUS.
10/26/09		
0.10	GRAVES, JEREMY L	CALL L. BAUMANN (BMHC) REGARDING THE ACE COMFORT MOTION.

10/27/09	0.80	YORK, AARON G	REVIEW AND REVISE INSURANCE MOTION.
	6.50	GRAVES, JEREMY L	REVISE MOTION ACE INSURANCE MOTION TO ACCOUNT FOR COMMENTS RECEIVED BY ACE AND THE REVISED BUSINESS DEAL (4.2); EMAILS WITH M. ROSENTHAL AND A. YORK (GDC) REGARDING SAME (.7); EMAILS WITH M. REED (DUANE MORRIS) AND W. SIMKULAK REGARDING SAME (.3); EMAILS WITH K. FISHER ET AL. (PAUL HASTINGS) REGARDING SAME (.4); EMAILS WITH C. Giamo AND K. LANE (AF) REGARDING SAME (.4); EMAILS WITH R. POPPITI AND S. BEACH REGARDING SAME (.3); EMAILS WITH L. BAUMANN (BMHC) REGARDING SAME (.1); TELECONFERENCE WITH L. BAUMANN REGARDING SAME (.1).
10/28/09	3.10	GRAVES, JEREMY L	FINALIZE MOTION TO EXPEDITE AND MOTION TO SEAL RELATED TO THE ACE INSURANCE MOTION (.4); REVISE AND EDIT ACE INSURANCE MOTION IN LIGHT OF COMMENTS FROM ACE (1.2); TELECONFERENCES WITH T. KENT (PAUL HASTINGS) REGARDING SAME (.2); TELECONFERENCE WITH R. POPPITI (YCST) REGARDING SAME (.1); EMAILS REGARDING SAME (.6); TELECONFERENCE WITH L. BAUMANN (BMHC) AND M. KELSEY (GDC) (PARTIAL) REGARDING SURETY BONDS AND LENDER DILIGENCE (.6)
10/29/09	0.50	GRAVES, JEREMY L	EMAILS REGARDING THE ACE INSURANCE MOTION (.2); REVIEW EMAIL FROM BALLARD SPAR REGARDING SURETY BOND ISSUE (.1); CORRESPOND WITH M. KELSEY (GDC) REGARDING SAME (.2).
10/30/09	2.70	GRAVES, JEREMY L	TELECONFERENCES WITH S. BEACH AND R. POPPITI REGARDING THE HEARING ON THE ACE INSURANCE MOTION (.6); PREPARE FOR AND ATTEND HEARING ON THE ACE INSURANCE MOTION (1.7); SEND EMAILS REGARDING SAME (.1); PREPARE FOR AND CONDUCT TELECONFERENCE WITH P. STREET AND L. BAUMANN RELATING TO SURETY BOND ISSUES (.3).

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PLAN & DISCLOSURE STATEMENT
08299-00115

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEVEN R. FINLEY	12.40	\$ 995.00	\$ 12,338.00
MITCHELL A. KARLAN	15.80	990.00	15,642.00
MICHAEL A. ROSENTHAL	141.30	985.00	139,180.50
CROMWELL R. MONTGOMERY	32.80	635.00	20,828.00
RICHARD FALEK	14.40	710.00	10,224.00
MATTHEW K. KELSEY	16.10	710.00	11,431.00
AARON G. YORK	111.50	635.00	70,802.50
JESSE I. SHAPIRO	1.10	610.00	671.00
JUSTO A. CHAMAS	1.90	710.00	1,349.00
LESLEY V. WASSER	9.90	495.00	4,900.50
JOSHUA WEISSER	10.60	585.00	6,201.00
JEREMY L. GRAVES	16.80	400.00	6,720.00
SAEE MUZUMDAR	6.60	420.00	2,772.00
JENNIFER M. CONTRERAS	9.70	290.00	<u>2,813.00</u>

Total Services \$ 305,872.50

Total Services, Costs/Charges 305,872.50

BALANCE DUE \$ 305,872.50

PLAN & DISCLOSURE STATEMENT
08299-00115

Detail Services:

09/26/09		
1.10	SHAPIRO, JESSE I	REVIEW AND COMMENT UPON PURCHASE AND SALE AGREEMENT.
10/01/09		
4.60	FINLEY, STEVEN R	E-MAILS AND PHONE CALLS REGARDING PLAN BIDDER PROPOSAL AND DEVELOPMENTS (.5); REVIEW PETER J. SOLOMON PRESENTATION (.6); REVIEW REVISED DRAFTS OF DISCLOSURE STATEMENT PLAN AND GLOSSARY (1.4); CONFER WITH M. ROSENTHAL REGARDING PROCESS AND TIMING (.5); PHONE CALL WITH P. O'NEILL REGARDING GOVERNANCE (1.0); DISCUSS PLAN BIDDER ISSUES (.6).
1.00	KARLAN, MITCHELL A	START REVIEWING BACKGROUND MATERIALS FOR DISCLOSURE STATEMENT HEARING.
5.90	ROSENTHAL, MICHAEL A	FINALIZE PLAN AND DISCLOSURE STATEMENT (3.4); CALL WITH K. FISHER, AND DISCUSSION WITH S. FINLEY, REGARDING POST-EFFECTIVE DATE MANAGEMENT ISSUES (.3); REVIEW LATEST PROPOSAL FROM PLAN BIDDER AND EMAILS REGARDING SAME (.3); TELEPHONE WITH K. FISHER, B. DIETZ, A. YORK REGARDING PLAN RELATED ISSUES (.6); EMAILS WITH B DIETZ REGARDING COVENANT TERM SHEET PROVISIONS (.2); TELEPHONE WITH B. DIETZ AND P. CROCI AND REGARDING LIQUIDATION ANALYSIS ISSUES (.5); PARTICIPATE IN CONFERENCE CALLS WITH P. STREET, S. VARNER, B. DIETZ AND OTHERS REGARDING PLAN STRATEGY AND ISSUES (.6).
1.00	MONTGOMERY, CROMWELL R	REVIEW CORRESPONDENCE RELATIVE TO WFB COMMITMENT PAPERS (.3); TELEPHONE CALL WITH M. VANDERZANDEN RELATIVE TO EXIT REAL PROPERTY PACKAGE (.1); REVIEW FINAL WFB COMMITMENT PAPERS (.7).

5.30	YORK, AARON G	FINALIZE PLAN AND DISCLOSURE STATEMENT FOR FILING (4.7); CALL WITH P. STREET, B. DIETZ, S. VARNER, S. FINLEY, M. ROSENTHAL REGARDING STATUS (.6).
0.90	MUZUMDAR, SAE E	REVISE SOLICITATION PROCEDURES ORDER AND EXHIBITS.
10/02/09		
1.10	FINLEY, STEVEN R	REVIEW AND DISCUSS REVISED PLAN BIDDER PROPOSAL AND PJSC ANALYSIS (.6); REVIEW AND DISCUSS REVISED BANK GROUP PROPOSAL (.5).
1.50	KARLAN, MITCHELL A	PARTICIPATE IN TELEPHONE CONFERENCE WITH TEAM.
4.70	ROSENTHAL, MICHAEL A	CONFERENCE CALL WITH K. FISHER, T. KENT, P. STREET AND OTHERS REGARDING MOTION TO APPROVE EXPENSE REIMBURSEMENT (.6); REVISE MOTION FOR FEES AND EXPENSES (.8); TELEPHONE WITH P. STREET REGARDING PREPARATION FOR DISCLOSURE STATEMENT HEARING (.6); PREPARE FOR DISCLOSURE STATEMENT HEARING (1.3); REVIEW COMMITTEE OBJECTIONS TO ORIGINAL DISCLOSURE STATEMENT (.6); CORRESPOND WITH A. YORK REGARDING RESPONSE TO DISCLOSURE STATEMENT OBJECTIONS (.2); DRAFT INVESTOR MARKETING INSERT FOR DISCLOSURE STATEMENT (.3); CONFERENCE CALL WITH K. FISHER AND S. FINLEY REGARDING LATEST PROPOSAL FROM PLAN BIDDER (.3).
0.90	MONTGOMERY, CROMWELL R	PARTICIPATE IN CONFERENCE CALL WITH M. ROSENTHAL ET AL. RELATIVE TO DISCLOSURE/PLAN/EXIT FINANCING MATTERS (.2); REVIEW RELATED CORRESPONDENCE (.7).
1.00	KELSEY, MATTHEW K	DRAFT PROPOSED LANGUAGE FOR SEC REGARDING RELEASES (.3); CORRESPONDENCE WITH N. JACOBSON OF THE SEC REGARDING THE SAME (.2); CORRESPONDENCE WITH S. BEACH AND A. YORK REGARDING SAME (.2); COORDINATE WITH J. CONTRERAS AND A. YORK REGARDING DISCLOSURE STATEMENT RESPONSES (.3).

8.60	YORK, AARON G	EMAILS TO COUNSEL REGARDING DISCLOSURE STATEMENT (.7); EMAILS TO M. KARLAN REGARDING OCTOBER 7 HEARING (.4); REVISE BACKSTOP PREMIUM MOTION (.6); REVIEW AND REVISE AGENDA LETTER (.3); EMAIL TO P. STREET, M. WESTERN, M. ROSENTHAL REGARDING FINANCED TRUCK TREATMENT (.3); PREPARE FOR OCTOBER 7 HEARING (2.4); CALL WITH M. ROSENTHAL, P. STREET, T. KENT, K. FISHER REGARDING BACKSTOP PREMIUM (.6); ADDITIONAL REVISIONS TO BACKSTOP PREMIUM MOTION (.4); CALL WITH P. STREET, N. GREENWOOD, C. MONTGOMERY REGARDING STATUS OF DOCUMENT PRODUCTION (.2); CALL WITH M. ROSENTHAL, C. MONTGOMERY, P. STREET, B. DIETZ REGARDING OCTOBER 7 HEARING (.7); REVISE DISCLOSURE STATEMENT AND PLAN (2.0).
2.20 CONTRERAS, JENNIFER M		PREPARE PLAN AND DISCLOSURE, BLACKLINES, EXHIBITS PACKAGE FOR M. KARLAN (1.5); LOCATE PRECEDENT OMNIBUS RESPONSE ITEMS FOR M. KELSEY AND A. YORK (.7).
10/03/09		
1.00	ROSENTHAL, MICHAEL A	EMAIL FROM C. GIAIMO REGARDING PLAN SETTLEMENT (.2); EMAILS FROM AND TO T. KENT AND K. FISHER REGARDING COMMITTEE DISTRIBUTION (.2); EMAILS FROM T. KENT REGARDING SOLICITATION PROCEDURES (.3); EMAILS FROM C. GIAIMO AND S. VARNER REGARDING COMMITTEE POSITION ON PLAN (.3).
10/04/09		
3.00	KARLAN, MITCHELL A	READ MOTION PAPERS TO PREPARE FOR DISCLOSURE STATEMENT HEARING.
2.50 ROSENTHAL, MICHAEL A		PREPARE FOR AND PARTICIPATE IN UPDATE CALL WITH P. STREET, S. VARNER, B. DIETZ AND OTHERS REGARDING PLAN (1.2); WORK ON PLAN AND DISCLOSURE STATEMENT REVISIONS (1.1); EMAILS WITH P. STREET REGARDING PLAN ISSUES (.2).

6.40	YORK, AARON G	DRAFT RESPONSES TO DISCLOSURE STATEMENT OBJECTION (5.2); CALL WITH M. ROSENTHAL, P. STREET, B. DIETZ, ETC. REGARDING OCTOBER 7 HEARING (.8); EMAILS REGARDING SOLICITATION PROCEDURES (.4).
10/05/09		
3.00	KARLAN, MITCHELL A	PREPARE FOR DISCLOSURE STATEMENT HEARING (1.5); TELEPHONE CONFERENCE WITH CLIENT (.5); READ FILE (1.0).
6.30	ROSENTHAL, MICHAEL A	CONFERENCE CALL WITH T. KENT, K. FISHER, A. YORK, M. KARLAN REGARDING POSITION RELATIVE TO COMMITTEE OBJECTION (.5); REVIEW COMMITTEE OBJECTION AND CONTINUANCE MOTION AND EMAILS REGARDING SAME (.8); CONF CALL WITH M. KELSEY, P. STREET, J. GRAVES AND OTHERS REGARDING RESPONSE TO COMMITTEE OBJECTION (.8); REVISE DISCLOSURE STATEMENT REGARDING FINANCING EFFORTS (.4); EMAILS FROM B. DIETZ REGARDING REVISION TO DISCLOSURE STATEMENT SECTIONS (.4); TELE WITH B. DIETZ REGARDING DISCLOSURE OF BID INFORMATION (.3); PLAN UPDATE CALL WITH S. FINLEY, P. STREET, S. VARNER, B. DIETZ, J. GRAVES (.6); PREPARE FOR DISCLOSURE STATEMENT HEARING (1.6); EMAILS TO J. GRAVES, P. STREET AND OTHERS REGARDING RESPONSE TO CONTINUANCE MOTION (.6); EMAILS REGARDING SOLICITATION PROCEDURES AND BALLOTS (.3).
2.10	KELSEY, MATTHEW K	CONFERENCE WITH M. ROSENTHAL AND COMPANY REGARDING DISCLOSURE STATEMENT (.8); REVIEW COMMITTEE'S OBJECTION TO DISCLOSURE STATEMENT AND MOTION TO ADJOURN DISCLOSURE STATEMENT HEARING (.4); TELEPHONE CALL WITH S. BEACH REGARDING SAME (.3); COORDINATE WITH S. MUZUMDAR REGARDING UPDATED SOLICITATION PROCEDURES AND BALLOTS (.3); CORRESPONDENCE TO M. ROSENTHAL REGARDING SAME (.1); TELEPHONE CALL WITH J. GRAVES REGARDING REPLY TO COMMITTEE'S OBJECTION (.2).
0.10	WASSER, LESLEY V	EMAIL EXCHANGE WITH C. MONTGOMERY AND M. VANDERZANDEN REGARDING PLAN TRANSACTIONS.

10.10	GRAVES, JEREMY L	REVIEW CREDITORS' COMMITTEE'S MOTION TO ADJOURN THE DISCLOSURE STATEMENT HEARING (.2); TELECONFERENCE WITH P. STREET (BMHC), M. ROSENTHAL (GDC), AND OTHERS REGARDING THE COMMITTEE'S MOTION TO ADJOURN THE DISCLOSURE STATEMENT HEARING (.8); FOLLOW-UP TELECONFERENCES WITH M. ROSENTHAL (GDC) AND M. KARLAN (GDC) REGARDING SAME (.3); DRAFT AND EDIT OBJECTION TO THE COMMITTEE'S MOTION (8.6); CALL WITH M. KELSEY (.2).
10/06/09		
1.00	FINLEY, STEVEN R	MULTIPLE PHONE CALLS AND EMAILS REGARDING PLAN BIDDERS (.6); EMAILS REGARDING STATUS AND PROCESS (.4).
3.20	KARLAN, MITCHELL A	PREPARE FOR DISCLOSURE STATEMENT HEARING (1.1); WORK ON REPLY PAPERS TO COMMITTEE.
9.50	ROSENTHAL, MICHAEL A	EXTENSIVE WORK ON PREPARATION FOR DISCLOSURE STATEMENT HEARING, INCLUDING REVIEW AND REVISION TO DISCLOSURE STATEMENT AND PLAN (3.4), CONFERENCE CALL WITH P. STREET REGARDING PLAN AND HEARING (.6); CONFERENCE CALL WITH P. STREET, R. MELLOR, B. DIETZ, S. VARNER AND OTHERS REGARDING HEARING PREPARATION (1.3); REVIEW AND COMMENT ON REPLY TO CONTINUANCE MOTION (1); TELE WITH B. DIETZ AND P. CROCI REGARDING LIQUIDATION AND FEASIBILITY ANALYSIS (.8); NUMEROUS TELEPHONE CALLS WITH R. POPPITI, S. BEACH REGARDING HEARING AND DISCLOSURE STATEMENT ISSUES (.6); TELEPHONE WITH K. FISHER AND T. KENT REGARDING DISCLOSURE STATEMENT HEARING (.6); CORRESPOND WITH R. FALEK AND M. KARLAN REGARDING DISCLOSURE STATEMENT HEARING (.4); PREPARE FOR HEARING ON SOLICITATION PROCEDURES MOTION (.8).
0.40	MONTGOMERY, CROMWELL R	REVIEW TERM SHEET/CREDIT AGREEMENTS IN LIGHT OF INQUIRIES THERETO; (.2); REVIEW RELATED CORRESPONDENCE (.2).

3.30 KELSEY, MATTHEW K	<p>TELEPHONE CALL WITH A&M, PETER J. SOLOMON AND COMPANY REGARDING DISCLOSURE STATEMENT HEARING AND PLAN ISSUES (.8); CORRESPOND WITH M. ROSENTHAL REGARDING CASE STATUS AND DISCLOSURE STATEMENT HEARING (.2); REVIEW AND REVISE OBJECTION TO COMMITTEE'S MOTION TO ADJOURN DISCLOSURE STATEMENT HEARING AND CORRESPOND WITH M. ROSENTHAL REGARDING SAME (.6); CORRESPONDENCE WITH M. KARLAN AND YOUNG CONAWAY REGARDING HEARING PREPARATION (.1); TELEPHONE CALL WITH J. STEIN OF THE GARDEN CITY GROUP AND A. YORK REGARDING SOLICITATION PROCEDURES (.6); REVIEW SOLICITATION PROCEDURES AND DRAFT LANGUAGE REGARDING SAME (.4); CONFERENCE WITH S. MUZUMDAR REGARDING SOLICITATION PROCEDURES (.2); TELEPHONE CALL WITH S. BEACH OF YOUNG CONAWAY REGARDING SOLICITATION PROCEDURES ISSUES (.2); CORRESPONDENCE WITH A. YORK REGARDING SOLICITATION PROCEDURES (.1); TELEPHONE CALL WITH J. ZUGERMAN OF BALLARD SPAHR REGARDING SURETY BOND ISSUE (.1).</p>
1.60 YORK, AARON G	<p>PREPARE FOR AND ATTEND CALL WITH S. MUZUMDAR, GARDEN CITY REGARDING SOLICITATION PROCESS (.6); CALL WITH M. ROSENTHAL, P. STREET, B. DIETZ, P. CROCI ETC. REGARDING DISCLOSURE STATEMENT (.5); CALL WITH M. ROSENTHAL, P. CROCI REGARDING LIQUIDATION ANALYSIS AND FEASIBILITY ANALYSIS (.3); REVIEW AND REVISED SOLICITATION PROCEDURES ORDER (.2).</p>
0.30 WASSER, LESLEY V	<p>CALL WITH M. VANDERZANDEN REGARDING PLAN TRANSACTIONS.</p>
3.30 MUZUMDAR, SAEED	<p>ATTEND CONFERENCE CALL WITH GARDEN CITY GROUP REGARDING CLASSES UNDER THE PLAN AND CERTAIN NOTICING ISSUES (.4); REVISE SOLICITATION PROCEDURES ORDER (1.5); CALL WITH M. KELSEY (.2); RECOORDINATE FILING OF REVISED PLAN DOCUMENTS (.5); COORDINATE RECEIPT OF INFORMATION CONCERNING CLAIMANTS IN CLASSES UNDER THE PLAN FOR CLAIMS AND NOTICING AGENT (.7).</p>

0.90	CONTRERAS, JENNIFER M	LOCATE AND FORWARD SOLICITATIONS PRECEDENT FOR S. MUZUMDAR AND M. KELSEY.
10/07/09		
0.50	FINLEY, STEVEN R	PHONE CALLS AND EMAILS REGARDING NEXT STEPS TO HEARING ON THE DISCLOSURE STATEMENT.
3.00	KARLAN, MITCHELL A	PREPARE FOR AND ATTEND DISCLOSURE STATEMENT HEARING.
6.80	ROSENTHAL, MICHAEL A	PREPARE FOR AND ATTEND HEARINGS REGARDING DISCLOSURE STATEMENT, SOLICITATION PROCEDURES, CONTINUANCE MOTION OF COMMITTEE, INCLUDING REVIEW OF DOCUMENTS AND PREPARATION OF ARGUMENT.
5.70	FALEK, RICHARD	PREPARE FOR AND ATTEND DISCLOSURE STATEMENT HEARING.
2.00	KELSEY, MATTHEW K	CORRESPONDENCE AND TELEPHONE CALL WITH J. ZUGERMAN REGARDING SURETY BOND ISSUE (.3); TELEPHONE CALL WITH S. BEACH REGARDING DISCLOSURE STATEMENT HEARING (.4); REVIEW CORRESPONDENCE REGARDING THE SAME (.3); CALL WITH COMPANY REGARDING NEXT STEPS AND COMMITTEE ISSUES (1.0).
10/08/09		
0.50	FINLEY, STEVEN R	EMAILS REGARDING DISCLOSURE STATEMENT, CREDITOR COMMITTEE AND PLAN BIDDER.
0.30	KARLAN, MITCHELL A	WORK ON DISCOVERY ORDER.

4.30	ROSENTHAL, MICHAEL A	EMAILS TO B. DIETZ, P. STREET REGARDING PLAN DISCOVERY ISSUES (.2); EMAILS TO AND FROM C. GIAIMO REGARDING DISCOVERY ISSUES RELATED TO PLAN (.2); EMAIL TO C. GIAIMO REGARDING SCHEDULING ORDER (.2); TELE WITH R. FALEK RE SCHEDULING ORDER (.2); REVISE SCHEDULING ORDER (.4); TELE WITH P. STREET AND R. POPPITTI REGARDING SCHEDULING ORDER (.2); TELE WITH C. GIAIMO REGARDING SCHEDULING ORDER DEPOS (.2); PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH P. STREET, B. DIETZ, S. VARNER, R. MELLOR AND OTHERS REGARDING MEETINGS WITH COMMITTEE RELATED TO PLAN ISSUES (1.3); EMAILS REGARDING SERP ISSUES RELATED TO POSSIBLE PLAN SETTLEMENT (.2); REVIEW LIQUIDATION ANALYSIS AND PREPARE FOR MEETING WITH COMMITTEE REGARDING SAME (1.2).
4.20	FALEK, RICHARD	CALLS/EMAILS WITH M. ROSENTHAL AND CLIENTS RE: VARIOUS MATTERS (2.1); WORK ON DISCOVERY RESPONSE (1.0); REVIEW EDIT DISCOVERY ORDER (.8) DRAFT LETTER TO OPPOSING COUNSEL (.3).
10/09/09	0.80	KARLAN, MITCHELL A
		DISCOVERY ORDER (.4); DOCUMENT REQUEST (.4).
3.30	ROSENTHAL, MICHAEL A	REVIEW PROPOSED COMMITTEE PRESENTATION REGARDING LIQUIDATION ANALYSIS (1.1); PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH B. DIETZ, A. YORK, P. CROCI AND P. GUARINO REGARDING LIQUIDATION ANALYSIS (1.6); REVIEW AND COMMENT ON EXCLUSIVITY EXTENSION MOTION (.4); EMAILS TO AND FROM P. STREET REGARDING EXCLUSIVITY EXTENSION MOTION (.2).
1.20	YORK, AARON G	REVIEW LIQUIDATION/FEASIBILITY ISSUES.
10/10/09	1.70	ROSENTHAL, MICHAEL A
		PLAN REVIEW REVISED LIQUIDATION ANALYSIS PRESENTATION FOR MEETING WITH COMMITTEE (1.4); EMAILS WITH P. CROCI, A. YORK, R. FALEK AND OTHERS REGARDING DISCOVERY ISSUES RELATED TO PLAN (.3).

10/11/09		
2.50	ROSENTHAL, MICHAEL A	CONFERENCE CALL WITH PJS REGARDING PLAN RELATED DISCOVERY (.4); REVIEW INFORMATION PACKET IN CONNECTION WITH MEETING WITH COMMITTEE (1.3); PREPARE FOR MEETING WITH COMMITTEE (.8).
10/12/09		
6.80	ROSENTHAL, MICHAEL A	PREPARE FOR AND PARTICIPATE IN EXTENDED MEETING WITH B. DIETZ, P. CROCI, P. STREET, A. YORK AND PROFESSIONALS FOR THE COMMITTEE REGARDING THIRD PARTY PROPOSALS, LIQUIDATION ANALYSIS AND OTHER ISSUES (6.3); TELEPHONE WITH K. FISHER REGARDING MEETING WITH COMMITTEE PROFESSIONALS AND OTHER MATTERS (.2); TELEPHONE REGARDING COMMITTEE DISCOVERY ISSUES (.3).
0.20	MONTGOMERY, CROMWELL R	TELEPHONE CALL WITH D. DEDYO, S. MENRILLO RELATIVE TO EXIT FINANCING DOCUMENTATION.
10/13/09		
0.50	FINLEY, STEVEN R	CONFER WITH M. ROSENTHAL REGARDING STATUS AND DEVELOPMENT, INCLUDING PLAN BIDDERS AND UNSECURED CREDITORS COMMITTEE.
4.40	ROSENTHAL, MICHAEL A	REVIEW AND REVISE DISCLOSURE STATEMENT TO INCORPORATE COMMITTEE COMMENTS (2.2); TELEPHONE CALL WITH A. YORK AND P. STREET REGARDING REVISED COMMITMENT LETTER AND FEE LETTER (.2); EMAIL FROM AND TO K. FISHER AND C. GIAIMO REGARDING SETTLEMENT ISSUES (.2); WORK ON FINALIZATION OF PLAN AND DISCLOSURE STATEMENT AND SOLICITATION PROCEDURES (1.3); CONFERENCE WITH S. FINLEY (.5).
4.70	YORK, AARON G	EMAIL TO M. ROSENTHAL REGARDING SOLICITATION PROCESS (.2); CALL WITH M. ROSENTHAL, P. STREET REGARDING COMMITMENT LETTER (.2); DRAFT NOTICE REGARDING SAME (.3); ORGANIZE PLAN TRANSACTIONS (4.0).

10/14/09	6.10 ROSENTHAL, MICHAEL A	<p>CONFERENCE CALL WITH P. CROCI, P. STREET, S. VARNER, S. JOHNSON AND A. YORK REGARDING LIQUIDATION ANALYSIS AND CLAIMS RECONCILIATION (1.6); REVIEW CLAIMS RECONCILIATION FROM A&M (.8); EMAILS TO AND FROM K. FISHER REGARDING DISCUSSIONS WITH COMMITTEE AND NEW PROPOSAL FROM PLAN BIDDER (.6); EMAILS TO P. STREET, B. DIETZ, R. MELLOR AND OTHERS REGARDING NEW PLAN BIDDER (.3); CORRESPOND WITH S. FINLEY REGARDING NEW PLAN BIDDER (.2); STATUS UPDATE CONFERENCE CALL WITH B. SMARTT, P. STREET, S. VARNER, P. CROCI AND OTHERS (.6); REVIEW AND COMMENT ON COMMITTEE'S WRITTEN DISCLOSURE STATEMENT OBJECTIONS (.8); TELEPHONE CONFERENCE WITH K. FISHER SEVERAL TIMES REGARDING COMMITTEE RESOLUTION AND PLAN BIDDER (.4); REVIEW AND CONSIDER CLOSING ORGANIZATIONAL, TAX AND MANAGEMENT ITEMS AND RELATED MEMO FROM S. VARNER (.8).</p>
	7.40 YORK, AARON G	<p>EMAILS WITH M. ROSENTHAL REGARDING DISCLOSURE STATEMENT (.3); CALL WITH M. ROSENTHAL, P. STREET, S. VARNER REGARDING STATUS (1.6); ORGANIZE PLAN TRANSACTIONS TASKS (2.2); CREATE PLAN TIMELINE (2.3); REVIEW COMMITTEE DISCLOSURE STATEMENT ISSUES (1.0).</p>
10/15/09	7.20 ROSENTHAL, MICHAEL A	<p>WORK ON ISSUES RELATED TO PLAN AND DISCLOSURE STATEMENT, INCLUDING CONFIRMATION ORDER (2.6); MEETING WITH A. YORK REGARDING, AND ATTENTION TO, PLAN RELATED STRUCTURAL ISSUE (.3); REVIEW AND COMMENT ON PLAN STRUCTURAL IMPLEMENTATION AGENDA AND PREPARE FOR CONFERENCE CALL REGARDING SAME (1.2); CONFERENCE CALL WITH P. STREET, B. DIETZ, S. VARNER AND OTHERS REGARDING STRUCTURE IMPLEMENTATION ISSUES (1.0); CONFERENCE CALL WITH A. YORK AND T. KENT REGARDING DISCLOSURE STATEMENT RESPONSES TO COMMITTEE INFORMAL COMMENTS (.8); CONSIDER ISSUES RELATED TO FAIR AND EQUITABLE TREATMENT OF CERTAIN CLASSES (.4); TELEPHONE WITH K. FISHER REGARDING SETTLEMENT MEETING WITH COMMITTEE (.4); EMAIL REGARDING LIQUIDATION ANALYSIS (.2).</p>

0.10	MONTGOMERY, CROMWELL R	REVIEW CORRESPONDENCE RELATIVE TO EXIT REAL ESTATE COLLATERAL.
4.50	FALEK, RICHARD	DRAFT LETTER TO OPPOSING COUNSEL (3.0); CONFERENCE CALLS, EMAILS AND INTERNAL CALLS RE: VARIOUS DISCOVERY ISSUES (1.5).
2.20	KELSEY, MATTHEW K	RESEARCH REGARDING DISTRIBUTIONS ISSUES ON PLAN AND COORDINATE WITH M. ROSENTHAL REGARDING SAME.
2.10	YORK, AARON G	CALL WITH M. ROSENTHAL, P. STREET, B. DIETZ REGARDING PLAN TRANSACTIONS (1.0); CALL WITH M. ROSENTHAL, P. STREET, T. KENT REGARDING DISCLOSURE STATEMENT (.8); CONFER WITH M. ROSENTHAL RE PLAN STRUCTURE (.3).
1.50	WASSER, LESLEY V	EMAIL EXCHANGE WITH C. MONTGOMERY RE STATUS OF REAL ESTATE ASPECTS OF TRANSACTIONS (.4); REVIEW TITLE COMPANY FORM OF OWNERS' AND NO CHANGE SURVEY AFFIDAVITS (.3); COMPILE EMAIL WITH INFORMATION NEEDED TO COMPLETE AFFIDAVITS AND SEND TO P. STREET, S. REIMERS AND L. THOMAS; CALL WITH M. VANDERZANDEN AND M. RASKIN RE SAME (.8).
0.50	CONTRERAS, JENNIFER M	LOCATE PRECEDENT PLAN AND DISCLOSURE DOCUMENTS FOR M. ROSENTHAL, A. YORK AND M. KELSEY PER REQUEST.

10/16/09

- 4.90 ROSENTHAL, MICHAEL A UPDATE CONFERENCE CALL WITH P. STREET, A. YORK, B. DIETZ, S. VARNER AND OTHERS REGARDING PLAN PROCESS AND ORGANIZATIONAL ITEMS (1.1); TELEPHONE WITH C. GIAIMO REGARDING UNSECURED CREDITORS SETTLEMENT (.4); CONSIDERATION OF ISSUES RELATED TO EQUITY INTERESTS (.6); TELEPHONE WITH P. STREET AND MEETING WITH A. YORK REGARDING TAX TREATMENT OF EQUITY ISSUANCE (.3); TELEPHONE WITH K. FISHER REGARDING UNSECURED SETTLEMENT AND TAX TREATMENT OF EQUITY ISSUANCE (.4); FINALIZE LIST OF ITEMS RELATED TO PLAN EFFECTIVE DATE AND TRANSMIT SAME (.4); COMMENT ON FOOTNOTE TO LIQUIDATION ANALYSIS (.2); TELEPHONE WITH S. VARNER REGARDING CRO SEARCH AND MANAGEMENT ISSUES (.2); EMAIL TO P. STREET, B. DIETZ AND OTHERS REGARDING TELEPHONE CALL WITH GIAIMO (.2); REVISE DISCLOSURE STATEMENT AND ATTENTION TO DRAFT OF CONFIRMATION ORDER (1.1).
- 1.30 MONTGOMERY, CROMWELL R CONFERENCE CALL WITH M. ROSENTHAL, P. STREET ET AL. RELATIVE TO EXIT MATTERS (1.1); REVIEW RESTRUCTURING MEMORANDUM (.1); TELEPHONE CALL WITH D. DEDYO RELATIVE TO RATINGS ISSUES (.1).
- 1.20 KELSEY, MATTHEW K TELEPHONE CALL WITH A. YORK REGARDING CONFIRMATION ORDER (.1); PREPARE DRAFT CONFIRMATION ORDER AND ORGANIZE MATERIALS (.9); CONFERENCE WITH J. WEISSER REGARDING SAME (.2).
- 3.50 YORK, AARON G CALL WITH P. STREET AND M. ROSENTHAL REGARDING PLAN PAYMENT TIMING (.3); CALL WITH M. ROSENTHAL, P. STREET, B. DIETZ REGARDING STATUS (1.1); CALL WITH P. STREET, B. BADONICK, B. ARMITAGE, A. KREISEUBERG REGARDING PLAN TAX ISSUES (.3); CALL WITH M. KELSEY REGARDING CONFIRMATION ORDER (.1); CALL WITH P. CROCI REGARDING LIQUIDATION ANALYSIS (.3); DISCLOSURE STATEMENT REVISIONS (1.4).
- 0.20 WASSER, LESLEY V CALL WITH P. STREET AND S. REIMERS REGARDING PLAN TRANSACTIONS.

1.50	WEISSER, JOSHUA	DRAFT CONFIRMATION ORDER (1.3); CONFER WITH M. KELSEY REGARDING SAME (.2).
10/17/09		
1.10	ROSENTHAL, MICHAEL A	TELEPHONE WITH A. YORK REGARDING LIQUIDATION ANALYSIS (.2); REVIEW LIQUIDATION ANALYSIS AND ASSUMPTIONS (.9).
2.50	YORK, AARON G	REVISE PLAN, GLOSSARY AND DISCLOSURE STATEMENT (2.3); CALL WITH M. ROSENTHAL RE LIQUIDATION ANALYSIS (.2).
4.50	WEISSER, JOSHUA	CONTINUE DRAFTING CONFIRMATION ORDER.
10/18/09		
0.30	ROSENTHAL, MICHAEL A	TELEPHONE WITH R. MELLOR REGARDING PLAN.
4.90	YORK, AARON G	REVISE DISCLOSURE STATEMENT.
3.40	WEISSER, JOSHUA	COMPLETE DRAFT CONFIRMATION ORDER FOR M. KELSEY AND M. ROSENTHAL (3.3); DRAFT CORRESPONDENCE TO M. KELSEY AND M. ROSENTHAL REGARDING SAME (.1).
10/19/09		
5.70	ROSENTHAL, MICHAEL A	WORK ON FINALIZATION OF PLAN AND DISCLOSURE STATEMENT IN PREPARATION FOR DISCLOSURE STATEMENT HEARING, INCLUDING REVISIONS TO DOCUMENTS AND REVISIONS RELATED TO FAIR AND EQUITABLE ISSUES (3.6); PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL REGARDING ISSUES RELATED TO CONSOLIDATION OF ENTITIES (1.1); EMAILS WITH K. FISHER AND C. GIAIMO REGARDING UNSECURED SETTLEMENT (.3); TELEPHONE WITH P. STREET REGARDING PLAN, CONFIRMATION ISSUES, SETTLEMENT WITH UNSECURED AND OTHER ISSUES (.3); MEETING WITH A. YORK REGARDING PLAN, RESPONSE TO COMMITTEE INFORMAL OBJECTIONS AND CONFIRMATION ISSUES (.4).

0.80	MONTGOMERY, CROMWELL R	REVIEW AND RESPOND TO CORRESPONDENCE RELATED TO ACE MOTION (.2); REVIEW AGENDA FOR 10/21 MEETING REGARDING EXIT MATTERS (.1); REVIEW CREDIT AGREEMENT IN LIGHT OF COMMENTS THERETO (.3); TELEPHONE CALL WITH P. CROCI RELATIVE TO EXIT CREDIT AGREEMENT (.2).
1.80	KELSEY, MATTHEW K	REVIEW DRAFT CONFIRMATION ORDER AND PROVIDE COMMENTS TO J. WEISSER REGARDING SAME.
9.50	YORK, AARON G	REVISE PLAN, GLOSSARY AND DISCLOSURE STATEMENT (7.8); UPDATE DISCLOSURE STATEMENT OBJECTION CHART (1.3); CONFERENCE WITH M. ROSENTHAL REGARDING DISCLOSURE STATEMENT (.4).
0.20	WASSER, LESLEY V	COMPILE CHART WITH INFORMATION REQUIRED TO COMPLETE OWNERS' AFFIDAVITS.
0.20	WEISSER, JOSHUA	REVISE DRAFT CONFIRMATION ORDER.
10/20/09 6.20	ROSENTHAL, MICHAEL A	CONFERENCE CALL WITH R. MELLOR, B. SMARTT, P. STREET AND OTHERS REGARDING TREATMENT OF UNSECURED CREDITORS (.8); EMAILS WITH K. FISHER AND C. GIAIMO REGARDING UNSECURED CREDITORS TREATMENT (.4); TELEPHONE WITH B. DIETZ AND P. CROCI (NUMEROUS TIMES) REGARDING REVISIONS TO COMMITMENT LETTER AND FINANCING TERMS AND FEASIBILITY ANALYSIS (.6); EMAILS WITH A. YORK AND T. KENT REGARDING SOLICITATION PROCEDURES MOTION AND EXHIBITS (.6); WORK ON FINAL VERSION OF PLAN, DISCLOSURE STATEMENT AND GLOSSARY RELATIVE TO COMMENTS OF SECURED CREDITORS (1.2); TELEPHONE WITH S. TOLLES REGARDING TAXES ISSUES RELATED TO INTERCOMPANY CLAIMS AND EMAIL RELATED TO SAME (.3); PREPARE FOR DISCLOSURE STATEMENT HEARING (2.3).

<p>3.80 MONTGOMERY, CROMWELL R</p>	<p>REVIEW CORRESPONDENCE FROM P. CROCI RELATIVE TO CREDIT AGREEMENT MATTERS (.1); CONFERENCE CALL WITH P. CROCI, B. DIETZ, ET AL. RELATIVE TO EXIT FACILITY COMMENTS (.4); REVIEW AND COMMENT UPON INTERCREDITOR ON AGREEMENT (1.2); CONFERENCE CALL WITH P. CROCI, B. DIETZ, ET AL. RELATIVE TO DRAFT CREDIT AGREEMENT (.8); CONFERENCE CALL WITH D. DEDYO, P. CROCI, ET AL. RELATIVE TO COVENANT TESTING (.5); TELEPHONE CALL WITH D. DEDYO RELATIVE TO REVISIONS TO TERM SHEET (.3); DRAFT REVISIONS TO WFB TERM SHEET AND DISTRIBUTE SAME (.5).</p>
<p>11.30 YORK, AARON G</p>	<p>CALL WITH P. CROCI, B. DIETZ, M. ROSENTHAL REGARDING EXIT FINANCING (.3); REVIEW AND REVISE DRAFT CONFIRMATION ORDER (2.0); CALL WITH M. ROSENTHAL, B. DIETZ, R. MELLORAN, S. JOHNSON ETC. REGARDING PLAN STATUS (.8); CALL WITH M. ROMERO REGARDING TAX AUTHORITY PLAN ISSUES (.3); EMAILS WITH S. TOLLES REGARDING TAX DISCLOSURE (.2); ANALYZE SOLICITATION ISSUES (2.4); CALL WITH S. MUZUMDAR REGARDING SAME (.2); REVISE PLAN, GLOSSARY AND DISCLOSURE STATEMENT (5.1).</p>
<p>1.50 MUZUMDAR, SAE</p>	<p>REVISE SOLICITATION PROCEDURES ORDER EXHIBITS (1.3); CALL WITH A. YORK RE SAME (.2).</p>
<p>10/21/09 2.60 FINLEY, STEVEN R</p>	<p>REVIEW AND COMMENT ON LATEST DRAFT OF PLAN, DISCLOSURE STATEMENT (1.1); MEETING (PARTIAL) IN NEW YORK WITH S. VARNER, B. DIETZ AND M. ROSENTHAL TO DISCUSS ORGANIZATIONAL MATTERS AND OPEN ITEMS (1.5).</p>

11.60	ROSENTHAL, MICHAEL A	<p>PREPARE FOR DISCLOSURE STATEMENT HEARING (3.2); PREPARE FOR AND PARTICIPATE IN MEETING WITH P. STREET, S. VARNER, S. JOHNSON REGARDING PLAN ALTERNATIVES, SETTLEMENT WITH UNSECURED AND ORGANIZATIONAL ISSUES, INCLUDING TELE AND EMAILS WITH K. FISHER AND T. KENT REGARDING UNSECURED CREDITOR SETTLEMENT (6.2); EMAILS WITH K. FISHER, C. GIAIMO, T. KENT REGARDING UNSECURED CREDITOR SETTLEMENT (.6); REVISE AND FINALIZE AMENDED PLAN AND DISCLOSURE STATEMENT AND EMAILS AND FOLLOW-UP WITH A. YORK REGARDING SAME (1.6).</p>
9.60	MONTGOMERY, CROMWELL R	<p>REVIEW CORRESPONDENCE RELATIVE TO DRAFT REVISION TO WFB COMMITMENT PAPERS (.2); TELEPHONE CALL WITH M. KAILER RELATIVE TO COMMENTS TO DRAFT EXIT REVOLVER (.2); TELEPHONE CALL WITH D. DEDYO RELATIVE TO PROPOSED CHANGES TO WFB COMMITMENT LETTER (.1); REVIEW DISCLOSURE STATEMENT AND RELATED MATTERS (2.0); CORRESPOND WITH S. VARNER, M. ROSENTHAL RELATIVE TO DOCUMENTATION RE EXIT FACILITIES (.2); REVIEW COMMENTS TO DRAFT CREDIT AGREEMENT (6.0); TELEPHONE CALLS WITH S. MENILLO, D. DEDYO, ET AL RELATIVE TO CHANGES TO WFB COMMITMENT PAPERS; (.2); REVIEW SAME (.1); PREPARE INTERCREDITOR AGREEMENT COMMENT MARKUP (.6).</p>
12.90	YORK, AARON G	<p>REVIEW AND REVISE BALLOTS AND DISCLOSURE STATEMENT ORDER (1.2); DISCLOSURE STATEMENT HEARING PREPARATION (2.0); FINALIZE PLAN, GLOSSARY AND DISCLOSURE STATEMENT FOR FILING (9.7).</p>
0.90	MUZUMDAR, SAEED	<p>REVISE EXHIBITS TO SOLICITATION PROCEDURES ORDER.</p>

6.10	CONTRERAS, JENNIFER M	COORDINATE DISCLOSURE STATEMENT MEETINGS FOR M. ROSENTHAL (1.6); MULTIPLE EMAILS RE SAME (.3); CALL WITH S. VARNER (.1); PREPARE DOCUMENTS PER M. ROSENTHAL REQUEST (.8); LOCATE CONTACT INFORMATION FOR CORE MEETING PARTIES TO BE INCLUDED IN EFFECTIVE DATE MEETING (1.8); COORDINATE PLAN SUPPLEMENT AND EFFECTIVE DATE MEETINGS FOR M. ROSENTHAL (1.3); FOLLOW-UP EMAILS AND CALLS RE SAME (.2).
10/22/09		
0.60	FINLEY, STEVEN R	E-MAILS AND PHONE CALLS REGARDING RESULTS OF HEARING IN BANKRUPTCY COURT.
4.10	ROSENTHAL, MICHAEL A	PREPARE FOR DISCLOSURE STATEMENT HEARING (.4); PARTICIPATE IN DISCLOSURE STATEMENT HEARING AND FOLLOW-UP DISCUSSIONS (1.6); REVISE PLAN AND DISCLOSURE STATEMENT TO INCORPORATE AGREEMENT WITH UNSECURED CREDITORS (1.2); EMAILS TO AND FROM B. DIETZ REGARDING LIQUIDATION ANALYSIS AND LENDER COVENANTS (.9).
1.30	MONTGOMERY, CROMWELL R	REVIEW FURTHER REVISED DISCLOSURE STATEMENT AND PLAN MATERIALS (.5); REVIEW CORRESPONDENCE RELATIVE TO COMMITMENT LETTER ADDENDUM (.1); TELEPHONE CALL WITH D. DEDYO RELATIVE TO FOREGOING (.2); TELEPHONE CALL WITH B. DIETZ RELATIVE TO COMMENTS TO CREDIT AGREEMENT (.5).
0.90	KELSEY, MATTHEW K	CORRESPONDENCE WITH J. WEISSER REGARDING DRAFT CONFIRMATION ORDER (.3); CORRESPONDENCE WITH A. YORK REGARDING SAME (.2).; REVIEW CORRESPONDENCE FROM M. ROSENTHAL REGARDING DISCLOSURE STATEMENT HEARING (.2); CALL WITH GARDEN CITY GROUP REGARDING STATUS (.2).
0.10	WASSER, LESLEY V	EMAIL EXCHANGE WITH S. REIMERS RE STATUS OF NEW ALTA SURVEYS FOR TEXAS PROPERTIES.
3.40	GRAVES, JEREMY L	PREPARE FOR AND ATTEND DISCLOSURE STATEMENT HEARING.

10/23/09		
1.60	ROSENTHAL, MICHAEL A	ADDRESS OUTSTANDING MATTERS RELATED TO TRANSMISSION OF PLAN AND DISCLOSURE STATEMENT.
1.40	KELSEY, MATTHEW K	CALLS WITH GARDEN CITY GROUP REGARDING DISCLOSURE STATEMENT NOTICING AND BALLOT ISSUES (.5); CORRESPOND WITH A. YORK REGARDING SAME (.2); CALL WITH R. POPPITI REGARDING NOTICING DISCLOSURE STATEMENT AND SOLICITATION ISSUES (.3); CALL WITH GARDEN CITY GROUP AND GIBSON DUNN TEAM REGARDING SOLICITATION ISSUES (.6).
8.70	YORK, AARON G	FINALIZE DOCUMENTS FOR SOLICITATION (5.1); CALL WITH GARDEN CITY, R. POPPITI, S. BEACH, M. KELSEY, J. GRAVES, S. MUZUMDAR REGARDING SOLICITATION (.6); EMAILS REGARDING SOLICITATION (2.7); CALL WITH R. POPPITI, S. BEACH, J. GRAVES REGARDING SOLICITATION (.3).
0.30	WASSER, LESLEY V	EMAIL EXCHANGE RE OWNER'S AFFIDAVITS WITH S. REIMERS (.1); REVISE FORM OWNER'S AFFIDAVIT (.2).
3.30	GRAVES, JEREMY L	TELECONFERENCE WITH S. BEACH (YCST), R. POPPITI (YCST), AND A. YORK (GDC) REGARDING SOLICITATION PROCEDURES AND RELATED DOCUMENTS (.3); REVISE BALLOTS AND NOTICES (2.4); TELECONFERENCE WITH GARDEN CITY GROUP PERSONNEL AND OTHERS (INCLUDING A. YORK (GDC), M. KELSEY (GDC), AND S. BEACH (YCST)) REGARDING SOLICITATION PROCEDURES AND RELATED DOCUMENTS (.6).
10/24/09		
0.60	ROSENTHAL, MICHAEL A	EMAILS TO A. YORK, C. JOHNSON, S. BEACH REGARDING VARIOUS SOLICITATION ISSUES, INCLUDING TRANSMISSION OF PACKAGES.
1.30	YORK, AARON G	EMAILS REGARDING SOLICITATION (.3); DRAFT REQUEST TO EXTEND MAILING DEADLINES (1.0).

10/25/09		
1.00	ROSENTHAL, MICHAEL A	EMAILS FROM A. YORK REGARDING PLAN SOLICITATION ISSUES, INCLUDING EXTENSION OF TIME TO DISTRIBUTE SOLICITATION MATERIALS (.8); REVIEW PROPOSED EXTENSION (.2).
0.20	MONTGOMERY, CROMWELL R	REVIEW CORRESPONDENCE RELATIVE TO COMMENTS TO EXIT REVOLVER.
1.20	YORK, AARON G	EMAILS REGARDING SOLICITATION (1.1); CALL WITH J. WEISSER REGARDING CONFIRMATION ORDER (.1).
1.00	WEISSER, JOSHUA	REVISE CONFIRMATION ORDER (.9); CONFERENCE WITH A. YORK REGARDING SAME (.1).
10/26/09		
4.20	ROSENTHAL, MICHAEL A	CALL WITH P. STREET, K. FISHER, S. VARNER AND A. YORK RE PLAN (1.5); REVIEW AND COMMENT ON STIPULATION REGARDING EXTENSION OF CHALLENGE PERIOD (.6); EMAILS TO AND FROM C. GIAIMO, T. KENT, K. LANE REGARDING EXTENSION OF CHALLENGE PERIOD (.3); WORK ON TIME AND RESPONSIBILITY CHART FOR, AND OTHER ISSUES RELATED TO PLAN EFFECTIVE DATE DOCUMENTS AND PLAN IMPLEMENTATION (1.4); EMAILS WITH A. YORK REGARDING PLAN SOLICITATION ISSUES (.4).
1.80	MONTGOMERY, CROMWELL R	CONFERENCE CALL WITH K. FISHER, D. DEDYO, M. ROSENTHAL, ET AL. RELATIVE TO EXIT MATTERS (.5); REVISE DISTRIBUTE COMMENTS TO EXIT REVOLVER (.3); REVIEW AND RESPOND TO RELATED CORRESPONDENCE (.5); REVIEW INCREMENTAL COMMENTS TO CREDIT AGREEMENT (.1) PREPARE SUPPLEMENTAL COMMENTS (.5).
6.10	YORK, AARON G	EMAILS REGARDING SOLICITATION (1.3); REVIEW AND REVISE CONFIRMATION ORDER (2.2); CALL WITH P. STREET, M. ROSENTHAL, K. FISHER, S. VARNER, B. DIETZ REGARDING PLAN DOCUMENTS (1.5); DRAFT PLAN APPROVAL DOCUMENT (1.1).
0.20	WASSER, LESLEY V	EMAIL EXCHANGE RE OWNER'S AFFIDAVITS WITH S. REIMERS, M. VANDERZANDEN AND M. RASKIN (.1); REVISE OWNER'S AFFIDAVITS (.1).

10/27/09

1.00 FINLEY, STEVEN R

MULTIPLE E-MAILS REGARDING CHECKLIST FOR REORGANIZATION (.4); REVIEW PROPOSED COVENANTS (.3); E-MAILS AND PHONE CALLS REGARDING COVENANTS (.3).

6.90 ROSENTHAL, MICHAEL A

EMAILS WITH J. GRAVES AND K. FISHER REGARDING INSURANCE MOTION (.4); WORK ON ISSUES RELATED TO SOLICITATION PACKAGES (.6); WORK ON ISSUES RELATED TO EXIT FINANCING, INCLUDING COVENANTS AND ACKNOWLEDGMENT OF PLAN APPROVAL CONDITIONS (2.2); CONFERENCE CALL WITH B. DIETZ, S. VARNER, P. STREET REGARDING COVENANT RELATED ISSUES (.8); WORK ON DOCUMENTS AND ISSUES RELATED TO PLAN SUPPLEMENT DATE (1.6); PREPARE FOR MEETING REGARDING EFFECTIVE DATE ISSUES (1.0); MEET WITH J. CHAMAS (.3).

2.20 MONTGOMERY, CROMWELL
R

CONFERENCE CALL WITH L. THOMAS, P. STREET, N. GREENWOOD RELATIVE TO CREDIT AGREEMENT COMMENTS AND RELATED CLOSING DELIVERABLES (.8); CONFERENCE WITH N. GREENWOOD RELATIVE TO FOREGOING AND RELATED FOLLOW UP ITEMS (.2); REVIEW COMMENT MARKUPS TO CONFIRMATION ORDER (.5); REVIEW BANK ACCOUNT/CONTROL AGREEMENT MATTERS (.2); REVIEW REVISIONS TO CONFIRMATION ORDER, PLAN RELATED MATERIALS TO BE FILED (.5).

2.70 YORK, AARON G

CALL WITH T. KENT REGARDING CONFIRMATION ORDER (.3); REVISE SAME (1.2); EMAILS REGARDING SOLICITATION STATUS (1.2).

1.90 CHAMAS, JUSTO A

MEETING WITH M. ROSENTHAL TO DISCUSS TRANSACTION (.3); REVIEW AND REVISE RESPONSIBILITIES CHECKLIST AND GATHER PRECEDENTS FOR SAME (1.6).

2.20 WASSER, LESLEY V

EMAIL EXCHANGE RE OWNER'S AFFIDAVITS WITH S. REIMERS AND M. VANDERZANDEN (.5); FINALIZE OWNER'S AFFIDAVITS (1.7).

10/28/09		
4.90	ROSENTHAL, MICHAEL A	TELEPHONE CONFERENCE WITH S. VARNER REGARDING COVENANT ISSUES (.3); CONFERENCE CALL WITH P. STREET, S. VARNER, B. DIETZ AND OTHERS REGARDING COVENANT ISSUES (.7); CONFERENCE CALL WITH P. STREET AND S. FINLEY REGARDING COVENANT ISSUES (.3); PREPARE FOR MEETING WITH PAUL HASTINGS, GRANT THORNTON, WELLS FARGO REGARDING EFFECTIVE DATE ISSUES (3.6).
0.90	MONTGOMERY, CROMWELL R	REVIEW MATERIALS RELATED TO EVERGREEN LETTERS OF CREDIT (.3); REVIEW PLAN IN LIGHT OF FOREGOING (.2); DISTRIBUTE CORRESPONDENCE RELATIVE TO COMMENTS TO CREDIT AGREEMENT; (.2); REVIEW LIQUIDITY COVENANT RELATED MATERIALS (.2).
2.00	YORK, AARON G	PREPARE FOR MEETING REGARDING PLAN TRANSACTIONS.
2.40	WASSER, LESLEY V	FINALIZE OWNER'S AFFIDAVITS (1.6); EMAIL EXCHANGE WITH S. REIMERS RE SURVEYS AND OWNER'S AFFIDAVITS (.8).
10/29/09		
9.00	ROSENTHAL, MICHAEL A	PREPARE FOR AND PARTICIPATE IN ALL DAY MEETING WITH P. STREET, K. FISHER, C. MONTGOMERY, T. SKILLMAN, S. MOLDOFF, A. YORK, S. VARNER, B. DIETZ AND OTHERS REGARDING PLAN EFFECTIVE DATE DOCUMENTS AND EXIT FINANCING ADDENDUM ISSUES.
6.00	MONTGOMERY, CROMWELL R	MEETINGS WITH K. FISHER, S. MOLDOFF, M. ROSENTHAL, ET AL. RELATIVE TO PLAN RELATED MATTERS (2.0); REVIEW ADDENDUM TO COMMITMENT PAPERS (4.0).
0.20	KELSEY, MATTHEW K	REVIEW CORRESPONDENCE REGARDING SCHEDULES TO DIP AGREEMENT AND PUBLICATION ISSUES.
6.20	YORK, AARON G	ATTEND ALL-HAND MEETING REGARDING PLAN TRANSACTIONS.

2.20	WASSER, LESLEY V	FINALIZE OWNER'S AND SURVEY AFFIDAVITS (.9); EMAIL EXCHANGE WITH S. REIMERS RE SAME (.4); CALL WITH M. VANDERZANDEN (.9).
10/30/09		
4.00	ROSENTHAL, MICHAEL A	EMAILS REGARDING FINANCING ADDENDUM FROM T. SKILLMAN (.4); EMAIL FROM R. MELLOR REGARDING POST-EFFECTIVE DATE CONSULTING AGREEMENT (.2); EMAILS FROM M. WESTERN REGARDING PLAN RESERVE ISSUES (.2); WORK ON ISSUES RELATED TO POST-EFFECTIVE DATE DOCUMENTS AND CONFIRMATION AND CLOSING ISSUES (3.2).
1.10	MONTGOMERY, CROMWELL R	REVIEW CORRESPONDENCE RELATIVE TO ACKNOWLEDGEMENT/ADDENDUM (.2); TELEPHONE CALL WITH K. FISHER RELATIVE TO PROPOSED CHANGES TO FOREGOING (.2); REVIEW CHANGES TO SAME (.4); DRAFT AND DISTRIBUTE CORRESPONDENCE RELATIVE TO FOREGOING (.3).
0.60	YORK, AARON G	CALL WITH P. STREET REGARDING CONFIRMATION ORDER (.3); EMAILS REGARDING ADDENDUM TO COMMITMENT LETTER (.3).
0.20	WASSER, LESLEY V	FINALIZE OWNER'S AND SURVEY AFFIDAVITS (.1); EMAIL EXCHANGE WITH S. REIMERS RE SURVEYS (.1).
10/31/09		
2.20	ROSENTHAL, MICHAEL A	PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH S. VARNER, P. STREET, B. DIETZ, A. YORK, C. MONTGOMERY REGARDING ADDENDUM TO FINANCING COMMITMENT, INCLUDING REVIEW OF REVISIONS TO ADDENDUM FROM PAUL HASTINGS (.8); REVIEW REVISED ADDENDUM (1.4).
1.20	MONTGOMERY, CROMWELL R	CONFERENCE CALL WITH S. VARNER, B. DIETZ, M. ROSENTHAL, ET AL. RELATIVE TO ADDENDUM AND ACKNOWLEDGEMENT (.8); REVISE AND DISTRIBUTE SAME (.4).

0.80 YORK, AARON G

CALL WITH M. ROSENTHAL, C. MONTGOMERY, B.
DIETZ, P. STREET REGARDING ADDENDUM TO
COMMITMENT LETTER.

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

PLAN EXCLUSIVITY
08299-00116

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
AARON G. YORK	2.40	\$ 635.00	\$ <u>1,524.00</u>
Total Services			\$ 1,524.00
Total Services, Costs/Charges			1,524.00
BALANCE DUE			\$ <u>1,524.00</u>

PLAN EXCLUSIVITY
08299-00116

Detail Services:

10/01/09			
1.00	YORK, AARON G	REVISE EXCLUSIVITY MOTION.	
10/09/09			
0.40	YORK, AARON G	REVIEW EXCLUSIVITY MOTION.	
10/10/09			
0.20	YORK, AARON G	REVISE EXCLUSIVITY MOTION.	
10/12/09			
0.80	YORK, AARON G	REVISE REJECTION MOTION (.6); EMAIL TO P. STREET REGARDING REJECTION MOTION (.2).	

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Building Materials Holding Corporation
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TAXES
08299-00120

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
STEPHEN L. TOLLES	4.90	\$ 860.00	\$ 4,214.00
ANDREW L. KREISBERG	3.70	470.00	<u>1,739.00</u>

Total Services			\$ 5,953.00
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Total Services, Costs/Charges			5,953.00
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BALANCE DUE			<u>\$ 5,953.00</u>
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TAXES
08299-00120

Detail Services:

10/15/09	1.00	KREISBERG, ANDREW L	COMMUNICATIONS WITH M. ROSENTHAL AND A. YORK TO DISCUSS TAX CONSEQUENCES IF UNSECURED CLAIM HOLDERS REJECT PLAN (.7); RESEARCH RELATED ISSUES (.3).
10/16/09	0.50	TOLLES, STEPHEN L	REVIEW CHANGES TO TAX DISCLOSURE.
	2.70	KREISBERG, ANDREW L	REVIEW PLAN AND DISCLOSURE STATEMENT (.7); PREPARE FOR CALL WITH CLIENT AND PWC (.5); HAVE CALL (.8); REVISE TAX DISCLOSURE (.7).
10/20/09	4.00	TOLLES, STEPHEN L	REVIEW REVISED PLAN DOCUMENTS (2.0); RESEARCH RE TAX IMPACT OF TRANSFER OF EQUITY IN SUBSIDIARIES (1.5); DRAFT ADDITIONAL TAX DISCLOSURE (.5).
10/21/09	0.40	TOLLES, STEPHEN L	DRAFT TAX LANGUAGE FOR DISCLOSURE STATEMENT.

Paul Street, Esq.
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NON-WORKING TRAVEL TIME
08299-00121

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MITCHELL A. KARLAN	7.30	\$ 990.00	\$ 7,227.00
MICHAEL A. ROSENTHAL	11.50	985.00	11,327.50
RICHARD FALEK	5.50	710.00	3,905.00
AARON G. YORK	8.00	635.00	5,080.00
JUSTO A. CHAMAS	9.10	710.00	6,461.00
JEREMY L. GRAVES	20.60	400.00	<u>8,240.00</u>
			42,240.50
Discount			<u>-21,120.25</u>
Total Services			\$ 21,120.25
 Total Services, Costs/Charges			21,120.25
 BALANCE DUE			<u>\$ 21,120.25</u>

NON-WORKING TRAVEL TIME
08299-00121

Detail Services:

10/06/09		
3.80	KARLAN, MITCHELL A	TRAVEL TO DELAWARE.
1.80	GRAVES, JEREMY L	TRAVEL TO WILMINGTON FOR HEARING ON THE DISCLOSURE STATEMENT AND THE MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM.
10/07/09		
3.50	KARLAN, MITCHELL A	TRAVEL BACK TO NEW YORK.
1.50	ROSENTHAL, MICHAEL A	RETURN TO NY.
5.50	FALEK, RICHARD	TRAVEL TO AND FROM DELAWARE.
7.20	GRAVES, JEREMY L	RETURN TO DALLAS FROM THE HEARING ON THE DISCLOSURE STATEMENT AND THE MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM.
10/22/09		
11.60	GRAVES, JEREMY L	TRAVEL TO AND FROM WILMINGTON FOR THE DISCLOSURE STATEMENT HEARING.
10/28/09		
4.00	ROSENTHAL, MICHAEL A	NON-WORKING TRAVEL.
3.00	YORK, AARON G	TRAVEL TO SAN FRANCISCO FOR MEETING REGARDING PLAN TRANSACTIONS.
3.30	CHAMAS, JUSTO A	TRAVEL TO SAN FRANCISCO.
10/30/09		
6.00	ROSENTHAL, MICHAEL A	RETURN TO NY.
5.00	YORK, AARON G	RETURN TO DALLAS FROM PLAN MEETINGS.

5.80 CHAMAS, JUSTO A

TRAVEL FROM SAN FRANCISCO TO NEW YORK.

Paul Street, Esq.
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Boise, ID 83712-7714

UTILITIES
08299-00122

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JEREMY L. GRAVES	5.30	\$ 400.00	\$ <u>2,120.00</u>
Total Services			\$ 2,120.00
Total Services, Costs/Charges			2,120.00
BALANCE DUE			\$ <u>2,120.00</u>

UTILITIES
08299-00122

Detail Services:

10/23/09			
0.20	GRAVES, JEREMY L	RESPOND TO INQUIRY FROM PORTLAND GENERAL ELECTRIC RELATING TO A SECURITY DEPOSIT.	
10/26/09			
2.70	GRAVES, JEREMY L	EMAILS WITH R. RISSE (NV ENERGY) REGARDING ELECTRIC SERVICE AND DEPOSIT RELATED ISSUES AND MAKE RELEVANT REVISIONS TO DRAFT OF PROPOSED STIPULATION (.7); EMAILS WITH P. MILLER (BMHC) REGARDING ELECTRIC SERVICE WITH NV ENERGY (.1); ENTER INTO DEPOSIT STIPULATION WITH PORTLAND GENERAL ELECTRIC (1.2); ADD BURRTEC WASTE TO LIST OF UTILITY PROVIDERS (.7).	
10/27/09			
1.20	GRAVES, JEREMY L	EMAILS WITH R. RISSE (NV ENERGY) REGARDING SECURITY DEPOSIT AND RELATED STIPULATION (.2); TELECONFERENCE WITH P. MILLER (BMHC) REGARDING UTILITY DEPOSIT RELATED ISSUES (.1); FINALIZE DOCUMENTS TO ADD BURRTEC WASTE TO UTILITIES LIST (.9).	
10/28/09			
0.70	GRAVES, JEREMY L	REVIEW AND PROVIDE COMMENTS TO DRAFT STIPULATION RELATING TO NV ENERGY SECURITY DEPOSIT.	
10/30/09			
0.50	GRAVES, JEREMY L	REVIEW AND PROVIDE COMMENTS TO DRAFT STIPULATION RELATING TO NV ENERGY SECURITY DEPOSIT.	

Paul Street, Esq.
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Boise, ID 83712-7714

CLASS ACTION ISSUES
08299-00125

For Services Rendered Through October 31, 2009

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
WILLIAM D. CLASTER	1.20	\$ 865.00	\$ 1,038.00
MICHAEL A. ROSENTHAL	0.70	985.00	689.50
LAWRENCE J. VANDYKE	2.40	495.00	1,188.00
JEREMY L. GRAVES	24.40	400.00	<u>9,760.00</u>

Total Services			\$ 12,675.50
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Total Services, Costs/Charges			12,675.50
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BALANCE DUE			<u>\$ 12,675.50</u>
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CLASS ACTION ISSUES
08299-00125

Detail Services:

10/01/09			
0.20	VANDYKE, LAWRENCE J	COLLECT BACKGROUND MATERIALS TO PREPARE J. GRAVES FOR ALVARADO HEARING.	
10/02/09			
0.20	CLASTER, WILLIAM D	REVIEW COURT ORDERS.	
0.40	ROSENTHAL, MICHAEL A	REVIEW PLEADINGS RELATIVE TO MOTION TO ALLOW CLASS CLAIM.	
2.80	GRAVES, JEREMY L	PREPARE FOR ORAL ARGUMENT ON THE MOTION TO AUTHORIZE THE CLASS PROOF OF CLAIM.	
10/03/09			
2.30	GRAVES, JEREMY L	PREPARE FOR ORAL ARGUMENT ON THE MOTION TO AUTHORIZE THE CLASS PROOF OF CLAIM.	
10/04/09			
3.10	GRAVES, JEREMY L	PREPARE FOR ORAL ARGUMENT ON THE MOTION TO AUTHORIZE THE CLASS PROOF OF CLAIM.	
10/05/09			
0.30	ROSENTHAL, MICHAEL A	CALL WITH J. GRAVES REGARDING ARGUMENT RE CLASS PROOF OF CLAIM.	
0.40	VANDYKE, LAWRENCE J	DISCUSS ARGUMENTS AND POSSIBLE HARD QUESTIONS FOR THE ALVARADO MOTION HEARING WITH J. GRAVES.	
0.80	GRAVES, JEREMY L	PREPARE FOR ORAL ARGUMENT ON THE MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM (.5); CALL WITH M. ROSENTHAL E SAME (.3).	

10/06/09		
1.20	VANDYKE, LAWRENCE J	RESEARCH PENN CENTRAL NOTICE STANDARD FOR ALVARADO HEARING AND FORWARD RESULTS TO J. GRAVES.
9.30	GRAVES, JEREMY L	PREPARE FOR ORAL ARGUMENT ON THE MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM.
10/07/09		
5.10	GRAVES, JEREMY L	PREPARE FOR AND ATTEND COURT HEARING ON THE MOTION TO AUTHORIZE THE CLASS PROOFS OF CLAIM AND THE DISCLOSURE STATEMENT.
10/08/09		
0.40	CLASTER, WILLIAM D	EMAILS RE SETTLEMENT AND PAYMENTS.
0.60	VANDYKE, LAWRENCE J	REVIEW ALVARADO MOTION HEARING WITH J. GRAVES AND CONFER REGARDING POSSIBILITY OF APPEAL.
0.70	GRAVES, JEREMY L	DRAFT AND EDIT PROPOSED ORDER MEMORIALIZING THE COURT'S RULING ON THE MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM.
10/09/09		
0.20	CLASTER, WILLIAM D	EMAILS RE SETTLEMENT.
10/12/09		
0.30	GRAVES, JEREMY L	TELECONFERENCE WITH R. POPPITI (YCST) REGARDING THE PROPOSED ORDER DENYING ALVARADO'S MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM (.1); REVIEW AND COMMENT ON DRAFT ORDER AS MODIFIED BY ALVARADO'S COUNSEL AND R. POPPITI (.2).
10/14/09		
0.20	CLASTER, WILLIAM D	EMAILS RE SETTLEMENT.
10/20/09		
0.20	CLASTER, WILLIAM D	EMAILS RE SETTLEMENT.

Invoice Date: November 11, 2009

Due and Payable Upon Receipt

Invoice No. 2009112124

EXHIBIT E – Expense Records

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

DISBURSEMENTS
08299-00124

<u>COSTS/CHARGES</u>	<u>TOTAL</u>
DOCUMENT RETRIEVAL SERVICE	\$ 48.72
FREIGHT AND SHIPPING	208.41
IN HOUSE DUPLICATION	572.90
LODGING	1,860.08
MEALS	1,722.65
ON-LINE RESEARCH (LEXIS)	74.97
POSTAGE	5.54
SPECIALIZED RESEARCH/FILING FEES	99.11
TELEPHONE CHARGES	660.36
TRAVEL - AIR & RAIL	8,971.87
TRAVEL - MISCELLANEOUS (TIPS)	26.00
TRAVEL - PARKING	23.00
TRAVEL - TAXI & OTHER MODES/MILES	<u>1,051.56</u>
Total Costs/Charges	<u>15,325.17</u>
 BALANCE DUE	 <u>\$ 15,325.17</u>

DISBURSEMENTS
08299-00124

Detail Costs/Charges:

Document Retrieval Service

10/05/09	4.56	VENDOR: PACER SERVICE CENTER; INVOICE#:GD0147-1009; DATE: 10/5/2009 - 7/1/09 THROUGH 9/30/09 DOCUMENT RETRIEVAL SERVICE RE: BUILDING MATERIALS HOLDING/J. WEISS
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10/05/09	42.16	VENDOR: PACER SERVICE CENTER; INVOICE#: GD0147-1009; DATE: 10/5/2009 - 7/1/09 THROUGH 9/30/09 DOCUMENT RETRIEVAL SERVICE RE: BUILDING MATERIALS HOLDING/J. WEISS
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10/05/09	2.00	VENDOR: PACER SERVICE CENTER; INVOICE#: GD0147-1009; DATE: 10/5/2009 - 7/1/09 THROUGH 9/30/09 DOCUMENT RETRIEVAL SERVICE RE: BUILDING MATERIALS HOLDING/J. WEISS
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Freight and Shipping

10/01/09	85.30	FEDERAL EXPRESS FX1009 INVOICE 935954738 SHIP DATE 10/01/2009 AIRBILL NO: 797983641926 FROM: AARON YORK, GIBSON DUNN & CRUTCHER LLP, DALLAS, TX TO: MITCHEL A. KARLAN, (RESIDENCE), OLD GREENWICH, CT
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10/13/09	15.39	FEDERAL EXPRESS FX1016 INVOICE 936712411 SHIP DATE 10/13/2009 AIRBILL NO: 714492254746 FROM: RICHARD FALEK, GIBSON DUNN, NEW YORK, NY TO: RACHEL RICHARDSON, ARENT FOX LLP, WASHINGTON, DC
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10/14/09	22.78	FEDERAL EXPRESS FX1023 INVOICE 937519193 SHIP DATE 10/14/2009 AIRBILL NO: 714492254838 FROM: JAKE SHERKOW, GIBSON DUNN, NEW YORK, NY TO: RACHEL RICHARDSON, ARENT FOX LLP, WASHINGTON, DC
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10/14/09	71.92	FEDERAL EXPRESS FX1023 INVOICE 937541408 SHIP DATE 10/14/2009 AIRBILL NO: 870696919666 FROM: ANDREW LESCH, GIBSON DUNN & CRUTCHER, WASHINGTON, DC TO: CHRIS SCHNELL, ENCORE DISCOVERY SOUTIONS, PHOENIX, AZ
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10/15/09	13.02	FEDERAL EXPRESS FX1023 INVOICE 937519193 SHIP DATE 10/15/2009 AIRBILL NO: 714492255205 FROM: JAKE SHERKOW, GIBSON DUNN, NEW YORK, NY TO: CASEY CATHCART, YOUNG CONAWAY STARGATT & TAYLO, WILMINGTON, DE
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In House Duplication

10/02/09	27.60	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/02/09
10/05/09	24.20	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/05/09
10/06/09	45.40	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/06/09
10/07/09	10.70	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/07/09
10/08/09	2.40	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/08/09
10/12/09	126.10	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/12/09
10/13/09	84.60	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/13/09
10/14/09	0.10	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/14/09
10/15/09	3.40	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/15/09
10/16/09	30.50	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/16/09
10/19/09	15.10	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/19/09
10/20/09	36.20	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/20/09
10/21/09	0.70	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/21/09
10/22/09	112.20	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/22/09
10/26/09	7.80	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/26/09
10/27/09	16.20	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/27/09
10/29/09	29.40	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/29/09
10/30/09	0.30	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 10/30/09

Lodging

09/25/09	289.71	VENDOR: S.R. FINLEY; INVOICE#: 09/23-09/25/09; DATE: 9/25/2009 - NY-LA-NY/OMNI HOTEL/RM CHARGE, PHONE; TRAVEL FOR MEETINGS CONCERNING BMHC AND PLAN BIDDER
09/27/09	736.26	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 09/23-09/27/09; DATE: 9/27/2009 - 09/23-09/24/09 LA, OMNI HOTEL/ROOM, PHONE; ATTEND MEETING WITH K. FISHER, P. STREET, P. HASTINGS, G. THORNTON, A&M, PLAN BIDDER, ET. AL RE: PLAN
10/07/09	438.90	VENDOR: JEREMY GRAVES; INVOICE#: 10/06-10/07/09; DATE: 10/7/2009 - WILMINGTON, DE/HOTEL DUPONT/RM CHARGE; TRAVEL FOR HEARING RE; DISCLOSURE STATEMENT AND MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM
10/29/09	395.21	VENDOR: JUSTO A. CHAMAS; INVOICE#: 10/28-10/29/09; DATE: 10/29/2009 - SAN FRANCISCO; BMHC MEETING/ROOM CHG @ W SF

Meals

09/24/09	375.58	VENDOR: WAN LEE DBA LABITE.COM; INVOICE#: 789461; DATE: 9/24/2009 - LOUISE'S PICO ORDER#789461 LUNCH FOR C.MONTGOMERY IN CC OFFICE/J.DENTON
09/24/09	78.36	VENDOR: FAB FOUR FOOD INC. AKA CITY XPRESS; INVOICE#: 21629; DATE: 9/24/2009 - (12) LUNCH MEETING FOR C. MONTGOMERY
09/25/09	28.41	VENDOR: S.R. FINLEY; INVOICE#: 09/23-09/25/09; DATE: 9/25/2009 - NY-LA-NY/MEALS; TRAVEL FOR MEETINGS CONCERNING BMHC AND PLAN BIDDER
09/25/09	38.38	VENDOR: S.R. FINLEY; INVOICE#: 09/23-09/25/09; DATE: 9/25/2009 - NY-LA-NY/OMNI HOTEL/MEALS; TRAVEL FOR MEETINGS CONCERNING BMHC AND PLAN BIDDER
09/27/09	702.87	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 09/23-09/27/09; DATE: 9/27/2009 - 09/23-09/27/09 MEALS; ATTEND MEETING WITH K. FISHER, P. STREET, P. HASTINGS, G. THORNTON, A&M, PLAN BIDDER, ET. AL RE: PLAN
10/06/09	281.16	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/06/09; DATE: 10/6/2009 - QUALITY MEATS/DINNER MEETING WITH KEVIN FISHER

10/07/09	5.30	VENDOR: JEREMY GRAVES; INVOICE#: 10/06-10/07/09; DATE: 10/7/2009 -10/07/09 WILMINGTON, DE/GUAVA & JAVA/MEAL; TRAVEL FOR HEARING RE; DISCLOSURE STATEMENT AND MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM		
10/07/09	79.00	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/07/09; DATE: 10/7/2009 - MEAL; ATTEND HEARINGS IN WILMINGTON, DE: P. STREET, J. GRAVES, S. BEACH, R. POPPITI		
10/29/09	88.17	VENDOR: JUSTO A. CHAMAS; INVOICE#: 10/28-10/29/09; DATE: 10/29/2009 - SAN FRANCISCO; BMHC MEETING/MEAL CHG @ W SF		
10/29/09	45.42	VENDOR: JUSTO A. CHAMAS; INVOICE#: 10/28-10/29/09; DATE: 10/29/2009 - SAN FRANCISCO; BMHC MEETING		
<u>On-Line Research (Lexis)</u>				
10/06/09	74.97	VAN DYKE, LAWRENCE LEXIS RESEARCH	10/06/09	08299-00124
<u>Postage</u>				
10/16/09	5.54	09/22/2009	POSTAGE / 1L	C/M 08299-00124
<u>Specialized Research/Filing Fees</u>				
10/08/09	10.70	COURTLINK, 09/09 - COURT INFORMATION A. WILKINS)		
10/15/09	28.80	PACER, 09/09 - COURT INFORMATION		
10/26/09	59.61	LIVEDGAR, 09/09 - SECURITIES INFORMATION (M. WALSH)		
<u>Telephone Charges</u>				
09/27/09	30.88	CONFERENCING SERVICES BY MICHAEL ROSENTHAL		
09/29/09	0.64	CONFERENCING SERVICES BY AARON G. YORK		
09/29/09	10.71	CONFERENCING SERVICES BY AARON G. YORK		
09/29/09	29.31	CONFERENCING SERVICES BY MICHAEL ROSENTHAL		
09/29/09	22.81	CONFERENCING SERVICES BY MICHAEL ROSENTHAL		

09/30/09	9.16	CONFERENCING SERVICES BY AARON G. YORK
10/02/09	15.51	CONFERENCING SERVICES BY MICHAEL ROSENTHAL
10/02/09	25.91	CONFERENCING SERVICES BY MICHAEL ROSENTHAL
10/02/09	7.22	CONFERENCING SERVICES BY AARON G. YORK
10/04/09	17.65	CONFERENCING SERVICES BY MICHAEL ROSENTHAL
10/05/09	34.15	CONFERENCING SERVICES BY MICHAEL ROSENTHAL
10/05/09	15.98	CONFERENCING SERVICES BY MICHAEL ROSENTHAL
10/06/09	3.18	CONFERENCING SERVICES BY AARON G. YORK
10/06/09	24.85	CONFERENCING SERVICES BY MICHAEL ROSENTHAL
10/07/09	16.17	CONFERENCING SERVICES BY MICHAEL ROSENTHAL
10/08/09	2.93	CONFERENCING SERVICES BY MICHAEL ROSENTHAL
10/08/09	16.89	CONFERENCING SERVICES BY MICHAEL ROSENTHAL
10/09/09	24.25	CONFERENCING SERVICES BY MICHAEL ROSENTHAL
10/09/09	7.88	CONFERENCING SERVICES BY JACOB SHERKOW
10/11/09	9.14	CONFERENCING SERVICES BY AARON G. YORK
10/12/09	4.18	CONFERENCING SERVICES BY AARON G. YORK
10/12/09	44.58	CONFERENCING SERVICES BY MICHAEL ROSENTHAL
10/12/09	11.63	CONFERENCING SERVICES BY RICHARD FALEK
10/12/09	11.99	CONFERENCING SERVICES BY RICHARD FALEK

10/14/09	28.53	CONFERENCING SERVICES BY MICHAEL ROSENTHAL		
10/15/09	11.74	CONFERENCING SERVICES BY MICHAEL ROSENTHAL		
10/16/09	7.60	1(215)979-1518	10/16/2009 PHILA	PA
10/16/09	2.28	1(215)979-1518	10/16/2009 PHILA	PA
10/16/09	1.52	1(208)866-4438	10/16/2009 BOISE	ID
10/16/09	5.69	CONFERENCING SERVICES BY AARON G. YORK		
10/16/09	39.38	CONFERENCING SERVICES BY MICHAEL ROSENTHAL		
10/19/09	1.52	1(212)508-1663	10/19/2009 NEW YORK	NY
10/19/09	3.80	1(212)508-1663	10/19/2009 NEW YORK	NY
10/19/09	3.04	1(650)320-1837	10/19/2009 PALO ALTO	CA
10/20/09	8.36	1(212)508-1663	10/20/2009 NEW YORK	NY
10/20/09	4.18	1(208)866-4438	10/20/2009 BOISE	ID
10/20/09	4.94	1(562)907-6800	10/20/2009 WHITTIER	CA
10/20/09	1.52	1(631)470-5142	10/20/2009 HUNTINGTON	NY
10/20/09	17.26	CONFERENCING SERVICES BY MICHAEL ROSENTHAL		
10/20/09	48.89	CONFERENCING SERVICES BY STEVEN R. FINLEY		
10/21/09	8.74	1(415)627-9191	10/21/2009 SNFC CNTRL	CA
10/21/09	1.90	1(415)627-9195	10/21/2009 SNFC CNTRL	CA

10/21/09	2.28	1(302)576-3591	10/21/2009 WILMINGTON DE
10/21/09	1.14	1(302)576-3591	10/21/2009 WILMINGTON DE
10/21/09	1.90	1(302)778-7512	10/21/2009 WILMINGTON DE
10/21/09	1.52	1(302)576-3591	10/21/2009 WILMINGTON DE
10/21/09	2.28	1(415)309-6695	10/21/2009 SNFC CNTRL CA
10/21/09	2.66	1(425)369-5626	10/21/2009 ISSAQUAH WA
10/21/09	2.66	1(212)508-1663	10/21/2009 NEW YORK NY
10/21/09	0.52	CONFERENCING SERVICES BY MICHAEL ROSENTHAL	
10/21/09	0.45	CONFERENCING SERVICES BY STEVEN R. FINLEY	
10/22/09	9.12	1(208)866-4438	10/22/2009 BOISE ID
10/23/09	2.28	1(302)576-3591	10/23/2009 WILMINGTON DE
10/23/09	7.98	1(202)393-6010	10/23/2009 WASHINGTON DC
10/23/09	1.14	1(631)470-1866	10/23/2009 HUNTINGTON NY
10/23/09	1.90	1(202)393-6010	10/23/2009 WASHINGTON DC
10/23/09	1.14	1(503)612-3630	10/23/2009 STAFFORD OR
10/23/09	5.32	1(208)331-4381	10/23/2009 BOISE ID
10/23/09	1.14	1(302)576-3591	10/23/2009 WILMINGTON DE
10/23/09	1.14	1(631)470-1866	10/23/2009 HUNTINGTON NY

10/23/09 9.98 CONFERENCING SERVICES BY AARON G. YORK

10/30/09 1.90 1(212)508-1616 10/30/2009 NEW YORK NY

10/30/09 3.42 1(415)856-7219 10/30/2009 SNFC CNTRL CA

Travel - Air & Rail

09/22/09 653.76 AMERICAN EXPRESS LT0927 INVOICE: 689408 INV. DATE: 09/22/2009 TICKET: 7704326713 TRAVEL DATES: 09/23/2009 - 09/23/2009 PASSENGER: TORRES/MELISSA ITINERARY: JFK/LAX/JFK

09/24/09 343.79 AMERICAN EXPRESS LT0927 INVOICE: 55106 INV. DATE: 09/24/2009 TICKET: 7706133136 TRAVEL DATES: 09/24/2009 - 09/25/2009 PASSENGER: TORRES/MELISSA ITINERARY: LAX/JFK

09/25/09 49.25 VENDOR: S.R. FINLEY; INVOICE#: 09/23-09/25/09; DATE: 9/25/2009 - NY-LA-NY/AIR LINE SERVICE FEE TK#XD0503054269; TRAVEL FOR MEETINGS CONCERNING BMHC AND PLAN BIDDER

09/25/09 2,064.80 VENDOR: S.R. FINLEY; INVOICE#: 09/23-09/25/09; DATE: 9/25/2009 - NY-LA-NY/AIRFARE TK#AA706133075-PARTIAL COST; TRAVEL FOR MEETINGS CONCERNING BMHC AND PLAN BIDDER

09/25/09 2,352.79 VENDOR: S.R. FINLEY; INVOICE#: 09/23-09/25/09; DATE: 9/25/2009 - LA-NY/AIRFARE TK#AA7706133124; TRAVEL FOR MEETINGS CONCERNING BMHC AND PLAN BIDDER

09/27/09 1,761.10 VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 09/23-09/27/09; DATE: 9/27/2009 - 09/23/09 NY-LA/AIRFARE (TKT # AA 7706133046); ATTEND MEETING WITH K. FISHER, P. STREET, P. HASTINGS, G. THORNTON, A&M, PLAN BIDDER, ET. AL RE: PLAN

09/27/09 49.25 VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 09/23-09/27/09; DATE: 9/27/2009 - 09/23/09 NY-LA/SERVICE FEE (TKT # XD 0503054255); ATTEND MEETING WITH K. FISHER, P. STREET, P. HASTINGS, G. THORNTON, A&M, PLAN BIDDER, ET. AL RE: PLAN

09/27/09 418.28 VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 09/23-09/27/09; DATE: 9/27/2009 - 09/24/09 LA-DALLAS/AIRFARE (TKT # AA 7706133128); ATTEND MEETING WITH K. FISHER, P. STREET, P. HASTINGS, G. THORNTON, A&M, PLAN BIDDER, ET. AL RE: PLAN

09/27/09 49.25 VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 09/23-09/27/09;

DATE: 9/27/2009 - 09/24/09 LA-DALLAS/SERVICE FEE (TKT # XD 0507317034); ATTEND MEETING WITH K. FISHER, P. STREET, P. HASTINGS, G. THORNTON, A&M, PLAN BIDDER, ET. AL RE: PLAN

09/27/09 921.60 VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 09/23-09/27/09; DATE: 9/27/2009 - 09/27/09 DALLAS-NY/AIRFARE (TKT # 001 2310476936); ATTEND MEETING WITH K. FISHER, P. STREET, P. HASTINGS, G. THORNTON, A&M, PLAN BIDDER, ET. AL RE: PLAN

10/07/09 268.00 VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/07/09; DATE: 10/7/2009 - NY-WILMINGTON-NY/AMTRAK; ATTEND HEARINGS IN WILMINGTON, DE: P. STREET, J. GRAVES, S. BEACH, R. POPPITI

10/07/09 40.00 VENDOR: JEREMY GRAVES; INVOICE#: 10/06-10/07/09; DATE: 10/7/2009 - WILMINGTON, DE/BAGGAGE FEES; TRAVEL FOR HEARING RE; DISCLOSURE STATEMENT AND MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM

Travel - Miscellaneous (tips)

09/25/09 10.00 VENDOR: S.R. FINLEY; INVOICE#: 09/23-09/25/09; DATE: 9/25/2009 -NY- LA-NY/MISC TIP; TRAVEL FOR MEETINGS CONCERNING BMHC AND PLAN BIDDER

09/27/09 16.00 VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 09/23-09/27/09; DATE: 9/27/2009 - 09/23-09/27/09 MISC/TIPS; ATTEND MEETING WITH K. FISHER, P. STREET, P. HASTINGS, G. THORNTON, A&M, PLAN BIDDER, ET. AL RE: PLAN BIDDER PLAN

Travel - Parking

10/07/09 23.00 VENDOR: JEREMY GRAVES; INVOICE#: 10/06-10/07/09; DATE: 10/7/2009 - 10/06/09 WILMINGTON, DE/PARKING; TRAVEL FOR HEARING RE; DISCLOSURE STATEMENT AND MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM

Travel - Taxi & Other Modes/Miles

01/12/09 11.40 VENDOR: JACOB S. SHERKOW; INVOICE#: 10/12/09; DATE: 1/12/2009 - CAB FARE

07/24/09 97.16 VENDOR: EXECUTIVE CHARGE,INC. (NY TAXI; INVOICE#: 1784457; DATE: 7/24/2009 - 7/8/09, J. CONTRERAS, FROM 200 PARK AVE. TO DUMONT/BFG

07/24/09 37.53 VENDOR: EXECUTIVE CHARGE,INC. (NY TAXI; INVOICE#: 1784457; DATE: 7/24/2009 - 43033, 7/16/09, S. FARRAG, FROM 200 PARK AVE. TO W 94TH ST./BFG

09/23/09	167.48	VENDOR: CAREY INTERNATIONAL, INC.; INVOICE#: 75375924; DATE: 9/23/2009 - ACCT#412494 9/23/09 S. FINLEY NY TO JFK
09/24/09	140.75	VENDOR: CAREY INTERNATIONAL, INC.; INVOICE#: 75376331; DATE: 9/24/2009 - ACCT#412494 9/23/09 S. FINLEY LAX TO OMNI HOTEL LOS ANGELES
09/25/09	115.00	VENDOR: S.R. FINLEY; INVOICE#: 09/23-09/25/09; DATE: 9/25/2009 -NY- LA-NY/CAB FARE; TRAVEL FOR MEETINGS CONCERNING BMHC AND PLAN BIDDER
09/27/09	110.00	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 09/23-09/27/09; DATE: 9/27/2009 - 09/23-09/27/09 CABFARE; ATTEND MEETING WITH K. FISHER, P. STREET, P. HASTINGS, G. THORNTON, A&M, PLAN BIDDER, ET. AL RE: PLAN BIDDER PLAN
09/29/09	167.48	VENDOR: CAREY INTERNATIONAL, INC.; INVOICE#: 75377543; DATE: 9/29/2009 - ACCT#412494 9/25/09 S. FINLEY JFK TO HOME
10/07/09	19.00	VENDOR: NEW YORK PETTY CASH; INVOICE#: 2704/2009; DATE: 10/7/2009 - #2425, S. FARRAG, 10/06/09, TAXI/B. GIBSON
10/07/09	65.76	VENDOR: JEREMY GRAVES; INVOICE#: 10/06-10/07/09; DATE: 10/7/2009 - 10/06/09 WILMINGTON, DE/CAB FARE; TRAVEL FOR HEARING RE; DISCLOSURE STATEMENT AND MOTION TO AUTHORIZE CLASS PROOFS OF CLAIM
10/07/09	40.00	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 10/07/09; DATE: 10/7/2009 - CABFARE; ATTEND HEARINGS IN WILMINGTON, DE: P. STREET, J. GRAVES, S. BEACH, R. POPPITI
10/29/09	80.00	VENDOR: JUSTO A. CHAMAS; INVOICE#: 10/28-10/29/09; DATE: 10/29/2009 - SAN FRANCISCO; BMHC MEETING

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

In re:

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

Debtors.

Chapter 11

Case No. 09-12074 (KJC)

Jointly Administered


AFFIDAVIT OF SERVICE

STATE OF DELAWARE)
) SS
NEW CASTLE COUNTY)

Casey S. Cathcart, an employee of the law firm of Young Conaway Stargatt & Taylor, LLP, co-counsel to the above-captioned debtors, being duly sworn according to law, deposes and says that on November 18, 2009, she caused a copy of the **Verified Fifth Monthly Application of Gibson, Dunn & Crutcher LLP as Counsel for the Debtors and Debtors in Possession for Allowance of Interim Compensation for Services Rendered and for Reimbursement of Expenses for the Period Beginning October 1, 2009 Through October 31, 2009** to be served as indicated upon the parties identified in Exhibit A. Furthermore, on November 18, 2009, she caused a copy of the **Notice of Gibson, Dunn & Crutcher LLP's Fifth Monthly Application** to be served as indicated upon the parties identified in Exhibit B.


Casey S. Cathcart

SWORN TO AND SUBSCRIBED before me this 18th day of November, 2009.


Notary Public
My Commission Expires: 9/6/2013

**ERICA A. BROYLES
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Sept. 6, 2013**

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

EXHIBIT A

BUILDING MATERIALS HOLDING CORPORATION
FEE APPLICATION NOTICE PARTIES
11/18/2009

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EXHIBIT B

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BUILDING MATERIALS HOLDING CORPORATION
11/18/2009

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BUILDING MATERIALS HOLDING CORPORATION
11/18/2009

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2002 SERVICE LIST
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11/18/2009

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BUILDING MATERIALS HOLDING CORPORATION
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11/18/2009

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