

IN RE:)	
)	Chapter 11
)	
BUILDING MATERIALS HOLDING)	
CORPORATION, <i>et al.</i>,¹)	Case No. 09-12074 (KJC)
)	
Debtors.)	Jointly Administered
)	
)	Objection Deadline: July 9, 2009 at 4:00 p.m. (ET)
)	Hearing Date: July 16, 2009 at 4:30 p.m. (ET)
)	

Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "***Debtors***"), submit this Motion (the "***Motion***") for the entry of an order substantially in the form annexed hereto as ***Exhibit A*** authorizing the Debtors to employ and pay professionals used in the ordinary course of business (collectively, the "***Ordinary Course Professionals***") pursuant to the procedures and limitations proposed herein. In support thereof, the Debtors respectfully represent:

1. The Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. sections 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. section 157(b). Venue is proper pursuant to 28 U.S.C. sections 1408 and 1409.

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.

RELIEF REQUESTED

2. By this Motion, the Debtors, pursuant to sections 105, 327, 328, 330, and 1107(a), and 1108 of title 11 of the United States Code (the "***Bankruptcy Code***"), seek entry of an order authorizing the Debtors to employ and compensate the Ordinary Course Professionals listed on the OCP List (as defined herein) postpetition in accordance with the OCP Procedures (as defined herein), without the need for each Ordinary Course Professional to file formal applications for retention and compensation pursuant to sections 327, 328, and 330 of the Bankruptcy Code.

BACKGROUND

3. 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 the Chapter 11 Cases.

4. 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.

5. 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.

6. On the Petition Date, the Debtors filed their proposed chapter 11 plan (the "**Plan**") and accompanying disclosure statement (the "**Disclosure Statement**"). As set forth in greater detail in the Plan and Disclosure Statement, the Plan contemplates a restructure of the Debtors' balance sheet and ownership structure, as well as an immediate cash distribution to unsecured creditors and an opportunity for such creditors to receive full payment from the Reorganized Debtors, depending on business performance. The Debtors believe that the restructuring proposal embodied in the Plan provides the Debtors' creditors with the best means of maximizing value of the Debtors and their businesses. To implement this restructuring, the Debtors have obtained a commitment to provide \$80 million in the form of debtor-in-possession financing, which the Court approved on an interim basis on June 17, 2009.

ORDINARY COURSE PROFESSIONALS

7. The Debtors employ various attorneys, accountants, auditors, and other professionals in the ordinary course of their businesses. These Ordinary Course Professionals provide services for the Debtors in a variety of matters related to the day-to-day operations of the

Debtors' business, including specialized legal services, accounting services, auditing and tax services, and certain consulting services. A nonexclusive list of the Debtors' current Ordinary Course Professionals (the "**OCP List**") is annexed hereto as **Exhibit B**. The Debtors reserve the right to supplement the OCP List as necessary in the course of these chapter 11 cases, subject to the procedures set forth herein.

8. The Ordinary Course Professionals have extensive background knowledge, expertise, and familiarity with the Debtors and their operations. The continued employment and compensation of the Ordinary Course Professionals is in the best interests of their estates, creditors, and other parties in interest. In light of the substantial number of Ordinary Course Professionals, and the significant costs associated with the preparation of employment applications for professionals who will receive relatively modest fees, the Debtors submit that it would be impractical and inefficient for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each Ordinary Course Professional.

9. Accordingly, the Debtors request that the Court approve the following procedures for retention and payment of the Ordinary Course Professionals (the "**OCP Procedures**"):

- (a) Each Ordinary Course Professional on the OCP List shall file with the Court a declaration of disinterestedness (each a "**Declaration of Disinterestedness**"), substantially in the form annexed hereto as **Exhibit C**, within 30 days either (i) after entry of the order approving this Motion, or (ii) of the docketing of the first supplemental or amended OCP List which includes such Ordinary Course Professional, and at least 20 days prior to submitting an invoice to the Debtors. Each Ordinary Course Professional shall serve the Declaration of Disinterestedness upon: (i) Building Materials Holding Corporation, 720 Park Boulevard, Suite 200, Boise, Idaho 83712, Attn.: Paul S. Street; (ii) Gibson, Dunn & Crutcher LLP, 200 Park Ave., New York, New York 10166, Attn.: Michael A. Rosenthal and Matthew K. Kelsey; (iii) Young Conaway Stargatt &

Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801, Attn: Sean M. Beach and Robert F. Poppiti; (iv) 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.; (v) counsel to any statutory committee appointed in the Chapter 11 Cases; and (vi) Paul, Hastings, Janofsky & Walker LLP, 55 Second Street, Twenty-Fourth Floor, San Francisco, California 94105, Attn: Kevin B. Fisher (collectively, the "**Notice Parties**").

- (b) The Notice Parties shall have 10 days after the date of filing of each Ordinary Course Professional's Declaration of Disinterestedness (the "**Objection Deadline**") to object to the retention of such Ordinary Course Professional. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective Ordinary Course Professional on or before the Objection Deadline. If any such objection cannot be resolved within 10 days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date that is no less than 10 days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and pay such Ordinary Course Professional until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.
- (c) If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular Ordinary Course Professional, the Debtors shall be authorized to retain such Ordinary Course Professional as of the date such Ordinary Course Professional commenced providing services to the Debtors and pay such Ordinary Course Professional as set forth below.
- (d) The Debtors shall be authorized to pay, without formal application to the Court by any Ordinary Course Professional, 100% of the fees and disbursements requested by each of the Ordinary Course Professionals retained by the Debtors pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; *provided, however*, that fees paid to Ordinary Course Professionals, excluding costs and disbursements, may not exceed the lesser of (a) \$40,000 per month per Ordinary Course Professional or (b) \$500,000 per month for all Ordinary Course Professionals, in the aggregate, both calculated as an average over a rolling three-month period while the chapter 11 cases are pending (the "**OCP Cap**").
- (e) Any payments to an Ordinary Course Professional in excess of the OCP Cap shall be subject to prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the Fee Guidelines promulgated by the Executive

Office of the United States Trustee, and any applicable orders of the Court.

- (f) Beginning on October 1, 2009, and on the first day of each quarter thereafter in which the chapter 11 cases are pending, the Debtors shall file with the Court and serve on the Notice Parties a statement with respect to each Ordinary Course Professional paid during the immediately preceding three-month period. Each Ordinary Course Professional's statement shall include the following information: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported quarter; and (iii) a general description of the services rendered by that Ordinary Course Professional.
- (g) The Debtors reserve the right to retain additional Ordinary Course Professionals from time to time during the chapter 11 cases by (i) including such Ordinary Course Professionals on an amended or supplemental OCP List that is filed with the Court and served on the Notice Parties and (ii) having such additional Ordinary Course Professionals comply with the OCP Procedures.

BASIS FOR RELIEF REQUESTED

10. The Debtors represent that (a) the retention of the Ordinary Course Professionals is necessary for the day-to-day operations of the Debtors' businesses, (b) expenses for the Ordinary Course Professionals will be monitored, and (c) the Ordinary Course Professionals will not perform substantial services related to the administration of the Chapter 11 Cases without filing an application with the Court for separate retention as a non-ordinary course professional.

11. Moreover, in light of the substantial number of Ordinary Course Professionals and the significant costs associated with the preparation of retention applications for professionals who will receive relatively modest fees, the Debtors submit that it would be impractical, inefficient, and extremely costly for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each Ordinary Course Professional. The time delay attendant to such process also would be potentially disruptive to the professional services that are required for the day-to-day operation of the Debtors'

businesses. Therefore, the Debtors submit that it is in the best interests of all creditors and parties in interest to retain the Ordinary Course Professionals in accordance with the OCP Procedures.

12. Although some of the Ordinary Course Professionals may hold unsecured claims against the Debtors in connection with services rendered to the Debtors prepetition, the Debtors do not believe that any of the Ordinary Course Professionals have an interest materially adverse to the Debtors, their creditors, or other parties in interest. In any event, the OCP Procedures include a requirement that each Ordinary Course Professional file a Declaration of Disinterestedness before an Ordinary Course Professional can be compensated.

13. Courts in this district and elsewhere have granted the same or similar relief to chapter 11 debtors in other large chapter 11 cases.² See, e.g., *In re Hines Horticulture, Inc.*, No. 08-11922 (KJC) (Bankr. D. Del. Sept. 9, 2008); *In re Pierre Foods, Inc.*, No. 08-11480 (KG) (Bankr. D. Del. Aug. 14, 2008); *In re ACG Holdings, Inc.*, No. 08-11467 (CSS) (Bankr. D. Del. Aug. 12, 2008); *In re Tropicana Entm't, LLC*, No. 08-10856 (KJC) (Bankr. D. Del. May 30, 2008); *In re Leiner Health Prods. Inc. (n/k/a Supplements LT Inc., et al.)*, No. 08-10446 (KJC) (Bankr. D. Del. Apr. 7, 2008); *In re Wickes Holdings, LLC*, No. 08-10212 (KJC) (Bankr. D. Del. Feb. 27, 2008); *In re Pope & Talbot, Inc.*, No. 07-11738 (CSS) (Bankr. D. Del. Dec. 14, 2007); *In re Hancock Fabrics, Inc.*, No. 07-10353 (BLS) (Bankr. D. Del. Apr. 13, 2007); *In re Dura Auto. Sys., Inc.*, No. 06-11202 (KJC) (Bankr. D. Del. Nov. 21, 2006); *In re J.L. French Auto.*

² The Debtors have not annexed copies of the unreported orders cited herein because of their size. Copies of these orders, however, are available upon request of the Debtors' counsel, including at the hearing to consider the Motion.

Castings, Inc., No. 06-10119 (MFW) (Banks. D. Del. Mar. 3, 2006). The Debtors submit that similar relief is warranted in these chapter 11 cases.

NOTICE

14. No trustee, examiner, or creditors' committee has been appointed in these chapter 11 cases. The Debtors have provided notice of filing of the Motion to: (a) the Office of the United States Trustee for the District of Delaware; (b) the 50 largest unsecured creditors of the Debtors on a consolidated basis as identified in the Debtors' chapter 11 petitions; (c) counsel to Wells Fargo Bank, as agent under both the Debtors' Prepetition Credit Agreement and the DIP Facility (as defined in the Plan); and (d) any persons who have filed a request for notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002. Due to the nature of the relief requested, the Debtors respectfully submit that no further notice of this Motion is required.


NO PRIOR REQUEST

15. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: Wilmington, Delaware
June 26, 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 St., 17th Floor
Wilmington, DE 19801
Telephone: 302.571.6600
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---- and ----

GIBSON, DUNN & CRUTCHER LLP
Michael A. Rosenthal (admitted *pro hac vice*)
Matthew K. Kelsey (admitted *pro hac vice*)
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200 Park Ave, 47th Floor
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PROPOSED ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

IN RE:)	
)	Chapter 11
BUILDING MATERIALS HOLDING)	
CORPORATION, <i>et al.</i>,¹)	Case No. 09-12074 (KJC)
)	
Debtors.)	Jointly Administered
)	
)	Objection Deadline: July 9, 2009 at 4:00 p.m. (ET)
)	Hearing Date: July 16, 2009 at 4:30 p.m. (ET)
)	

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE; (II) THE DEBTORS' FIFTY LARGEST UNSECURED CREDITORS ON A CONSOLIDATED BASIS; (III) COUNSEL TO WELLS FARGO BANK, AS AGENT UNDER THE PREPETITION CREDIT FACILITY AND THE DIP FACILITY (AS DEFINED IN THE PLAN); AND (IV) ALL PARTIES ENTITLED TO NOTICE UNDER RULE 2002-1(b) OF THE LOCAL RULES OF BANKRUPTCY PRACTICE AND PROCEDURE FOR THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PLEASE TAKE FURTHER NOTICE that any objections to the Motion must be filed on or before **July 9, 2009 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

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.

PLEASE TAKE FURTHER NOTICE that if you fail to respond in accordance with this notice, the Court may grant the relief requested in the Motion without further notice or hearing.

Dated: Wilmington, Delaware
June 26, 2009

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Sean M. Beach (No. 4070)
Donald J. Bowman, Jr. (No. 4383)
Robert F. Poppiti, Jr. (No. 5052)
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----and----

GIBSON, DUNN & CRUTCHER LLP

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PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

Proposed Order

**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
)	
)	Ref. Docket No. _____

**ORDER AUTHORIZING THE DEBTORS' RETENTION AND COMPENSATION OF
CERTAIN PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

Upon consideration of the motion (the "***Motion***") of Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "***Debtors***") for entry of an order authorizing the Debtors to retain and compensate certain professionals utilized in the ordinary course of the Debtors' business, all as set forth in the Motion; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. sections 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances; and the Court having reviewed the Motion and having considered the statements in support of the relief requested therein at a hearing before the Court (the "***Hearing***"); and the Court having determined that the legal and factual bases set forth

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in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Motion is granted as set forth below.
2. Pursuant to sections 105, 327, 328, and 330 of the Bankruptcy Code, the Debtors are authorized to retain and pay the professionals identified on the OCP List attached hereto (each an "**Ordinary Course Professional**") in the ordinary course of business pursuant to the following OCP Procedures:

- (a) Each Ordinary Course Professional on the OCP List shall file with the Court a declaration of disinterestedness (each a "**Declaration of Disinterestedness**"), substantially in the form annexed hereto as **Exhibit C**, within 30 days either (i) after entry of this order, or (ii) of the docketing of the first supplemental or amended OCP List which includes such Ordinary Course Professional, and at least 20 days prior to submitting an invoice to the Debtors. Each Ordinary Course Professional shall serve the Declaration of Disinterestedness upon: (i) Building Materials Holding Corporation, 720 Park Boulevard, Suite 200, Boise, Idaho 83712, Attn.: Paul S. Street; (ii) Gibson, Dunn & Crutcher LLP, 200 Park Ave., New York, New York 10166, Attn.: Michael A. Rosenthal and Matthew K. Kelsey; (iii) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801, Attn: Sean M. Beach and Robert F. Poppiti; (iv) 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.; (v) counsel to any statutory committee appointed in the Chapter 11 Cases; and (vi) Paul, Hastings, Janofsky & Walker LLP, 55 Second Street, Twenty-Fourth Floor, San Francisco, California 94105, Attn: Kevin B. Fisher (collectively, the "**Notice Parties**").
- (b) The Notice Parties shall have 10 days after the date of filing of each Ordinary Course Professional's Declaration of Disinterestedness (the "**Objection Deadline**") to object to the retention of such Ordinary Course Professional. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective Ordinary Course Professional on or before the Objection Deadline. If any such objection cannot be resolved within 10 days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled

omnibus hearing date that is no less than 10 days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and pay such Ordinary Course Professional until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.

- (c) If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular Ordinary Course Professional, the Debtors shall be authorized to retain such Ordinary Course Professional as of the date such Ordinary Course Professional commenced providing services to the Debtors and pay such Ordinary Course Professional as set forth below.
- (d) The Debtors shall be authorized to pay, without formal application to the Court by any Ordinary Course Professional, 100% of fees and disbursements to each of the Ordinary Course Professionals retained by the Debtors pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; *provided, however*, that fees paid to Ordinary Course Professionals, excluding costs and disbursements, may not exceed the lesser of (a) \$40,000 per month per Ordinary Course Professional or (b) \$500,000 per month for all Ordinary Course Professionals, in the aggregate, both calculated as an average over a rolling three-month period while the chapter 11 cases are pending (the "*OCP Cap*").
- (e) Any payments to an Ordinary Course Professional in excess of the OCP Cap shall be subject to prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the Fee Guidelines promulgated by the Executive Office of the United States Trustee, and any applicable orders of the Court.
- (f) Beginning on October 1, 2009, and on the first day of each quarter thereafter in which the chapter 11 cases are pending, the Debtors shall file with the Court and serve on the Notice Parties a statement with respect to each Ordinary Course Professional paid during the immediately preceding three-month period. Each Ordinary Course Professional's statement shall include the following information: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported quarter; and (iii) a general description of the services rendered by that Ordinary Course Professional.
- (g) The Debtors reserve the right to retain additional Ordinary Course Professionals from time to time during the chapter 11 cases by (i) including such Ordinary Course Professionals on an amended or supplemental OCP List that is filed with the Court and served on the

Notice Parties and (ii) having such additional Ordinary Course Professionals comply with the OCP Procedures.

3. The Debtors are authorized to supplement the OCP List as necessary to add or remove Ordinary Course Professionals, from time to time in their sole discretion, without the need for any further hearing and without the need to file individual retention applications for newly added Ordinary Course Professionals. In such event, the Debtors shall file the amended or supplemental OCP List with the Court and serve such list on the Notice Parties. Each additional Ordinary Course Professional listed in the OCP List shall serve a Declaration of Disinterestedness on the Notice Parties as provided in the OCP Procedures. If no objections are timely filed to any such additional Ordinary Course Professional's Declaration of Disinterestedness, then retention of such Ordinary Course Professionals shall be deemed approved by the Court pursuant to this Order without a hearing or further order.

4. Nothing in the Motion or this Order, nor as a result of the Debtors' payment of claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity or priority of any claim against the Debtors; (b) a waiver of the Debtors' rights to dispute any claim; or (c) an approval or assumption of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code.

5. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

8. The requirements set forth in Rule 6003(b) of the Federal Rules of Bankruptcy Procedure are satisfied by the contents of the Motion or otherwise deemed waived.

9. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062 or 9014, the terms and conditions of this order shall be immediately effective and enforceable upon its entry.

10. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this order.

Dated: Wilmington, Delaware
July __, 2009

Kevin J. Carey
Chief United States Bankruptcy Judge

EXHIBIT B

OCP List

	Professional	Description of Services
1.	Arnold & Arnold LLP 7596 W Jewell Avenue #305 Lakewood, CO 80232-6889	Claim Prosecution and Collection Attorney
2.	Asbury & Asbury LLP 534 Pine Street, Suite 102 Abilene, TX 79601	Collection Attorney
3.	Babcock Scott & Babcock 505 E. 200 Street, Suite 300 Salt Lake City, UT 84102-2055	Collection Attorney
4.	Berry & Assoc PLLC 2302 N 3rd Street Phoenix, AZ 85004-1301	Collection Attorney
5.	Boone Karlberg PC PO Box 9199 Missoula, MT 59807-9199	Construction and Personal Injury Defense Attorney
6.	Brian K Cuttone 1233 W Shaw Avenue, Suite 100 Fresno, CA 93711	Collection Attorney
7.	Bremer & Whyte 7670 West Lake Mead, Suite 225 Las Vegas, LV 89126	Construction Defense Attorney
8.	Brownstein Hyatt Farber Schreck LLP 410 17th Street, Suite 2200 Denver, CO 80202	Labor & Employment Attorney
9.	Christian Samson Jones & Chisholm PLLC 310 W Spruce Missoula, MT 59802	Collection Attorney
10.	Crowson & Crowson LLPB 725 S Mesa Hills Drive, Building 2, Suite 2 El Paso, TX 79912	Collection Attorney
11.	Curtis & Arata 1300 K Street 2nd Floor PO Box 3030 Modesto, CA 95353	Collection Attorney
12.	Damian & Valori 1000 Brickell Avenue, Suite 205 Indian Wells, CA 92210	Labor & Employment Attorney
13.	Dan L Claiborne 1025 S Broadway Carrollton, TX 75006	Collection Attorney

	Professional	Description of Services
14.	Davies Pearson PC PO Box 1657 Tacoma, WA 98401	Collection and Construction Defense Attorney
15.	Davis Wright Tremaine LLP 1201 Third Avenue, Suite 2200 Seattle, WA 98101-3045	Litigation Attorney
16.	Duggan Schlotfeldt & Welch PLLC 900 Washington Street, Suite 1020 Vancouver, WA 98660	Collection Attorney
17.	Farleigh Wada Witt 121 SW Morrison Street, Suite 600 Portland, OR 97204	Collection Attorney
18.	Fisher & Phillips LLP 3993 Howard Hughes Pkwy, Suite 650 Las Vegas, NV 89109	Labor & Employment Attorney
19.	Fisher Pusch & Alderman LLP PO Box 1308 Boise, ID 83701	Real Estate Attorney
20.	Fitzgerald & Mule LLP 74-770 Hwy 111, Suite 205 Indian Wells, CA 92210	Labor & Employment Attorney
21.	Flaherty & Flaherty 401 W A Street #2220 San Diego, CA 92101	Collection Attorney
22.	Gallagher & Kennedy PO Box 32159 Phoenix, AZ 85064-2159	Department of Labor Audit Defense Attorney
23.	Garrey Woner Hoffmaster & Peshek PC 6611 N Scottsdale Road Scottsdale, AZ 85250	Construction Defense Attorney
24.	Goode Casseb Jones Riklin 2122 N Main Avenue San Antonio, TX 78212-9680	Construction and Personal Injury Defense Attorney

	Professional	Description of Services
25.	Gowling Lafleur Henderson LLP 1 First Canadian Pl., Suite 1600 Toronto, ON M5X 1G5	Trademark Attorney
26.	Gregory D. D'Antonio 235 W. Giaconda Way Yucson, AZ 85704	Collection Attorney
27.	Greenfield Hardy Law Firm 4790 Golden Foothill Pkwy, Suite 210 El Dorado Hills, CA 95762	Construction and Personal Injury Defense Attorney
28.	Hawley Troxell Ennis & Hawley LLP PO Box 1617 Boise, ID 83701-1617	Trademark Attorney
29.	Helm and Associates 2810 W. Charleston Blvd., Suite G-67 Las Vegas, NV 89102	Construction Defense Attorney
30.	Hermes Sargent Bates LLP 901 Main Street, Suite 5200 Dallas, TX 75202	Collection Attorney
31.	Hoffman, Hart & Wagner 1000 SW Broadway, 20th Floor Portland, OR 97205	Construction Defense Attorney
32.	John Somyak & Associates 3401 Louisiana, Suite 480 Houston, TX 77002	Collection Attorney
33.	Judy Osborn Attorney at Law 2705 Bee Cave Road Suite 225 Austin, TX 78746	Labor & Employment Attorney
34.	Justin Seamons 501 Park Avenue Idaho Falls, ID 83402	Collection Attorney
35.	Kelly Olson Michod Dehaan & Richter LLC 30 S. Wacker Drive Suite 2300 Chicago, IL 60606	Collection Attorney
36.	Kemp Smith LLP 221 N Kansas Suite 1700 El Paso, TX 79901-1441	Labor & Employment Attorney
37.	Ken Jorgensen 2240 W. Shaw Ave., Suite 1700 El Paso, TX 79901-1441	Collection Attorney

	Professional	Description of Services
38.	Law Office Of Brandon W Beasley 2224 Walsh Tarlton Suite 210 Austin, TX 78746	Collection Attorney
39.	Law Office of Keith S. Knochel PC 2135 Highway 95, Suite 241 Bullhead City, AZ 86442	Construction Defense Attorney
40.	Leiby Stearns and Roberts PA 1000 Sawgrass Corp Pkwy, Suite 552 Fort Lauderdale, FL 33323	Collection Attorney
41.	Letofsky & McClain 3655 Nobel Drive, Suite 400 San Diego, CA 92122	Construction Defense Attorney
42.	Lewis And Roca LLP 40 North Central Avenue Phoenix, AZ 85004-4429	Construction Defense and Collection Attorney
43.	Livengood Fitzgerald & Alskog PO Box 908 Kirkland, WA 98083	Collection Attorney
44.	Mariscal Weeks McIntyre & 2901 North Central Avenue, Suite 200 Phoenix, AZ 85012	Collection Attorney
45.	Markowitz Davis Ringel & Trusty Two Datan Center #1225 9130 S Dadeland Blvd Miami, FL 33156-7849	Collection Attorney
46.	Marks Golia & Finch LLP 8620 Spectrum Center Blvd, Suite 900 San Diego, CA 92123	Collection Attorney
47.	Maupin Cox & Legoy PO Box 30000 Reno, NV 89599-3000	Construction Defense Attorney
48.	Mazieke Frederickson & Grant 333 S. Sixth Street, Suite 230 Las Vegas, NV 89101	Construction Defense Attorney
49.	McDonough Holland & Allen 555 Capitol Mall 9th Floor Sacramento, CA 95814	Construction Defense Attorney
50.	McPharlin Sprinkles & Thomas LLP 10 Almaden Blvd, Suite 1460 San Jose, CA 95113	Labor & Employment Attorney

	Professional	Description of Services
51.	Meuleman & Mollerup LLP 755 W Front Street, Suite 200 Boise, ID 83702	Collection Attorney
52.	Moffatt Thomas Barrett Rock & Fields PO Box 829 Boise, ID 83701	Transactional, Litigation, and Real Property Attorney
53.	Morris Polich & Purdy LLP 1055 W. 7th Street, 24th Floor Los Angeles, CA 90017-2503	Construction Defense and Collection Attorney
54.	Nutting & Jorgensen LLP 5703 N. West Avenue Suite 103 Fresno, CA 93711	Collection Attorney
55.	Osborn Law Firm LLC 217 West Olive Ft. Collins, CO 80521	Collection Attorney
56.	Parker Nelson & Associates 2460 Professional Court, Suite 200 Las Vegas, NV 89101	Construction Defense Attorney
57.	Perry Winegar Attorney At Law PO Box 1107 Tualatin, OR 97062	Collection Attorney
58.	Plant Christensen & Kanell J Street 136 East South Temple Salt Lake City, UT 84111	Litigation Attorney
59.	Rainer Anding & Mclindon 8480 Bluebonnet Blvd Baton Rouge, LA 70810	Collections Attorney
60.	Reed Smith LLP PO Box 39000 Dept 33489 San Francisco, CA 94139	Real Estate Attorney
61.	Richards Law Office 804 East Pennsylvania Lane Boise, ID 83706	Employment Attorney
62.	Ringert Law Chartered Lawyers 455 South Third Street Boise, ID 83701	Collection Attorney

	Professional	Description of Services
63.	Rogers & Whitley LLP 2210 San Gabriel Austin, TX 78705	Real Estate Attorney
64.	Rycraft Law Office 2470 Street Rose Pkwy 102 Henderson, NV 89074	Collection Attorney
65.	Schwabe Williamson & Wyatt PC 1211 SW 5th Avenue, Suite 1900 Portland, OR 97204-3795	Collection Attorney
66.	Seyfarth Shaw Attorneys LLP 131 S Dearborn Suite 2400 Chicago, IL 60603-5577	Labor & Employment Attorney
67.	Snell & Wilmer LLP One Arizona Center Phoenix, AZ 85004-2202	Labor & Employment Attorney
68.	Sonnenschein Nath & Rosenthal LLP 2100 Rexford Road Charlotte, NC 28211-3484	Collection Attorney
69.	Spiess & Assoc Pc 420 W Roosevelt Street Phoenix, AZ 85003	Collection Attorney

EXHIBIT C

Form of Declaration of Disinterestedness

**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
)	

VERIFIED STATEMENTS OF CONNECTIONS

I, _____, declare under penalty of perjury:

1. I am a [position] of [insert name of sole proprietorship or company], located at [Street, City, State, Zip Code] (the "***Firm***").
2. Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "***Debtors***") have requested that the Firm provide [**specific description of services**] to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the Debtors' chapter 11 cases, for persons that are parties-in-interest in the chapter 11 cases. The Firm does not perform services for any such person in connection with the Debtors' chapter 11 cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

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.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in the Debtors' chapter 11 cases.

5. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

7. The Debtors owe the Firm \$[] for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code.

8. As of [], 2009, the Firm [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as *Exhibit A* to this declaration.]

9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Date: _____, 2009

[DECLARANT]