

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

In re:	:	Chapter 11
	:	
BUILDING MATERIALS HOLDING CORPORATION, <i>et al.</i> , ¹	:	Case No. 09-12074 (KJC)
	:	(Jointly Administered)
Debtors.	:	
	:	Obj. Deadline: December 31, 2009 at 4:00 p.m. (ET)
	:	Hearing Date: January 5, 2010 at 11:00 a.m. (ET)

SECOND QUARTERLY APPLICATION OF EXECUTIVE SOUNDING BOARD ASSOCIATES INC. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISORS FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM SEPTEMBER 1, 2009 THROUGH NOVEMBER 30, 2009

Pursuant to sections 330 and 331 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, Del. Bankr. L.R. 2016-2 and the Amended Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated July 14, 2009, Docket Number 182 (the “Administrative Order”), Executive Sounding Board Associates, Inc. (“ESBA”), hereby files this Second Quarterly Fee Application as Financial Advisors to the Official Committee (the “Committee”) of Unsecured Creditors of BUILDING MATERIALS HOLDING CORPORATION., *et al.* (the “Debtors”) for the Period from September 1, 2009 through November 30, 2009. In support of this Quarterly Application, ESBA respectfully represent as follows:

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.

INTRODUCTION

1. By this Application, ESBA seeks quarterly allowance and approval of \$169,915.89 (the "Quarterly Amount") for fees and expenses for the period of September 1, 2009 through November 30, 2009 (the "Quarterly Period"). The Quarterly Amount consists of (i) 100% of the compensation that ESBA earned during the Quarterly Period, in the amount of \$162,860.00 and (ii) 100% of the expenses that ESBA incurred in the course of its representation as financial advisors to the Committee during the Quarterly Period in the amount of \$7,055.89.

2. As of the date of this Quarterly Application, the Debtor has been authorized to pay ESBA \$130,288.00 (80% of \$162,860.00) with respect to the fees and \$7,055.89 (100%) with respect to expenses incurred during the Quarterly Period. ESBA seeks payment of the holdback in the amount of \$32,572.00 which represents the 20% holdback for the total fee requested in the amount of \$162,860.00.

FACTUAL BACKGROUND

3. On June 16, 2009, (the "Petition Date"), the Debtors commenced their bankruptcy cases (the "Bankruptcy Cases") by filing a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court").

4. On June 26, 2009, the United States Trustee ("UST") appointed the Committee of Unsecured Creditors. On August 3, 200, the Creditors' Committee selected ESBA to serve as its financial advisors.

5. By order dated September 9, 2009, this Court approved and authorized the retention of ESBA as financial advisor to the Committee effective *nunc pro tunc* to June 26, 2009, See Docket No. (578).

Monthly Applications Covered Herein

6. ESBA has filed and served monthly fee applications for the period from September 1, 2009 through November 30, 2009. The following table summarizes the monthly fee applications that ESBA filed with respect to the Second Quarterly Period.

Fee Application Covered Dates, Doc. No., Date Filed	Total Fee Request	Total Expense Request	Certificate of No Objection/ Certification of Counsel Filing Date, Doc. No.	Total Amount of Fees Approved to Date via Certificate of No Objection (80%)	Total Amount of Expenses Approved to Date via Certificate of No Objection (100%)	Amount of Holdback Fees
09/01/09-09/30/09 Dkt No.	\$74,485.00	\$323.10	12/07/2009 Dkt. 1071	\$59,588.00	NA	\$14,897.00
10/01/09-10/31/09 Dkt. No.	\$75,275.00	\$6,732.79	12/07/2009 Dkt. 1072	\$60,220.00	NA	\$15,055.00
11/01/09-11/30/09 Dkt. No.	\$13,100.00	\$0	Pending	\$10,480.00	NA	\$2,620.00
Total	\$162,860.00	\$7,055.89		130,288.00	N/A	\$32,572.00

Twenty percent (20%) of such fees are to be withheld on a quarterly basis (the “Holdback Fees”). Beginning with the period ending September 1, 2009 and at three month intervals, each professional must file and serve a quarterly application for such period. *See* Fee Procedures Order at ¶1.d. All fees and costs paid to a professional pursuant to monthly and quarterly fee applications are subject to this Court’s approval of the final fee application of such professional.

7. The September 1, 2009 through September 30, 2009 Fee Application. On November 13, 2009, ESBA filed and served its Fourth Monthly Application (September 1, 2009 Through September 30, 2009) as Financial Advisors to the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331(Docket No. 921) (the “Fourth Monthly Fee Application”) requesting, *inter alia*, allowance of \$74,485.00 in fees and \$323.10 of expenses. On December 7, 2009 ESBA filed a Certificate of No Objection regarding the Fourth Monthly Fee Application (Docket No. 1071). Pursuant to the Fee Procedures Order, ESBA was authorized to be paid the monthly payment of \$59,588.00 in fees and \$323.10 in expenses for the Fourth Monthly Fee Application. Holdback Fees with respect to the Fourth Monthly Fee Application totaled \$14,897.00.

8. The October 1, 2009 through October 31, 2009. On November 13, 2009, ESBA filed and served its Fifth Monthly Application (October 1, 2009 Through October 31, 2009) as Financial Advisors to the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331 (Docket No. 923) (the “Fifth Monthly Fee Application”) requesting, *inter alia*, allowance of \$75,275.00 in fees and reimbursement of \$6,732.79 in expenses. On December 7, 2009 ESBA filed a Certificate of No Objection regarding the Fifth Monthly Fee Application (Docket No. 1072). Pursuant to the Fee Procedures Order, ESBA was authorized to be paid the monthly payment of \$60,220.00 in fees and \$6,732.79 in expenses for the Fifth Monthly Fee Application. Holdback Fees with respect to the Fifth Monthly Fee Application totaled \$15,055.00.

9. The November 1, 2009 – November 30, 2009 Fee Application. On December 14, 2009, ESBA filed and served its Sixth Monthly Application (November 1, 2009 through November 30, 2009) as Financial Advisors to the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331 (Docket No. 1132) (the “Sixth Monthly Fee Application”) requesting, *inter alia*, allowance of \$13,100.00 in fees and no reimbursement of expenses. The objection deadline to the Sixth Monthly Fee Application is December 29, 2009 (“Monthly Objection Deadline”). Barring objection prior to the Monthly Objection Deadline, ESBA will be authorized to be paid the monthly payment of \$10,480.00 for the Sixth Monthly Fee Application Holdback Fees with respect to the Sixth Monthly Fee Application totaled \$2,620.00.

9. The Monthly Fee Applications covered by this Second Quarterly Application contains detailed daily time logs describing the actual and necessary services provided by ESBA during the Quarterly Period as well as other detailed information required to be included in its fee applications.

10. By this Second Quarterly Application, ESBA requests that the Court (i) approve the Quarterly Amount of one-hundred percent (100%) of the fees earned and expenses incurred by ESBA during the Second Quarterly Period and evidenced in the Monthly Fee Applications and (ii) payment of the outstanding fees and expenses for the quarterly period which consists of the twenty percent holdback in the amount of \$32,572.00.

11. At all relevant times, ESBA has been a disinterested person, as that term is defined at § 101(14) of the Bankruptcy Code, as modified by § 1103(b) of the

Bankruptcy Code, and has not represented or held any interest adverse to any interest of the Committee.

12. ESBA has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the Debtor's case, except as disclosed herein and in the attached monthly fee applications. There is no agreement or understanding between ESBA and any other person, other than members of the Firm, for the sharing of compensation to be received for services rendered in these cases.

13. All services for which ESBA requests compensation were performed for or on behalf of the Committee. The professional services and related expenses for which ESBA requests quarterly allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of ESBA's professional responsibilities as Financial Advisors for the Committee in the Debtor's Chapter 11 case. ESBA's services have been reasonable, necessary and beneficial to the Committee, the Debtor and its estate, creditors and other parties in interest.


14. In accordance with the factors enumerated at § 330 of the Bankruptcy Code, ESBA respectfully submits that the amount requested by ESBA as compensation for its services is fair and reasonable.

WHEREFORE, ESBA respectfully requests that the Court (i) approve and allow the Quarterly Amount of \$169,915.89 for the Quarterly Period, consisting of fees in the sum of \$162,860.00 as compensation for necessary professional services rendered, which amount includes the previously authorized payment by the estate in the amount of \$130,288.00 (80% of \$162,860.00); Holdback Fees in the amount of \$32,572.00; and for

reimbursement of actual and necessary costs and expenses in the amount of \$7,055.89 for the Quarterly Period which have been previously authorized for payment; (ii) that the Court approve the payment of the Holdback Fees in the amount of \$32,572.00 for the period of September 1, 2009 to November 30, 2009; and (iv) for such other and further relief as may be just and proper.

Dated: December 16th 2009

Respectfully Submitted,
Executive Sounding Board Associates Inc.



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UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:)	Chapter 11
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BUILDING MATERIAL HOLDING)	Case No. 09-12074 (KJC)
CORPORATION, <i>et al.</i> ,)	
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Debtors)	Obj. Deadline: December 31, 2009 at 4:00 p.m. (ET)
)	Hearing Date: January 5, 2010 at 11:00 a.m. (ET)
)	

NOTICE OF APPLICATION

TO: The Debtor, Office of the United States Trustee and all parties requesting Notice pursuant to Bankr. R. 2002

PLEASE TAKE NOTICE that Executive Sounding Board Associates Inc. has filed its Second Quarterly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Financial Advisors for the Official Committee of Unsecured Creditors for the Period from September 1, 2009 through November 30, 2009 (the "Interim Application").

PLEASE TAKE NOTICE that pursuant to the Interim Compensation Order, the Debtors were authorized to pay on an interim basis 80% of the amount of compensation requested and 100% of the amount requested for reimbursement of expenses without further order from the Court upon the expiration of a 15 day objection period.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Interim Application are to be filed and served on the parties set forth in the Interim Compensation Order on or before **December 31, 2009 at 4:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THIS MATTER WILL BE HELD ON **JANUARY 5, 2009 AT 11:00 A.M.** BEFORE THE HONORABLE KEVIN J. CAREY AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, COURT ROOM 5, WILMINGTON, DELAWARE 19801.

Dated: December 16, 2009

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Counsel to the Official Committee of Unsecured
Creditors

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

CERTIFICATE OF SERVICE

I, Bradford J. Sandler, Esquire, hereby certify that on December 16, 2009, a true and correct copy of the foregoing document was served via United States mail upon all parties on the attached list.

Dated: December 16, 2009

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