

**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. 105

**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

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.

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 as *Exhibit A* (each an "**Ordinary Course Professional**") in the ordinary course of business pursuant to the following procedures applicable to 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 B*, within 30 days after the later of (i) entry of this Order, or (ii) the docketing of any supplemental or amended OCP List (filed pursuant to subsection (g) below) which first 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) Arent Fox, LLP, 1050 Connecticut Avenue, NW, Washington, DC 20036-5339, Attn: Christopher J. Giaimo and Katie A. Lane and Benesch, Friedlander, Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, DE 19801, Attn: Bradford J. Sandler; 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 20 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, then retention of the Ordinary Course Professional shall be deemed approved by the Court without hearing or further order and the Debtors shall be authorized to retain and pay 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 and expenses incurred after the Petition Date; *provided, however*, that fees paid to Ordinary Course Professionals, excluding costs and disbursements, may not exceed (a) (i) \$20,000 per month per Ordinary Course Professional listed on the OCP List as a \$20,000 professional or (ii) \$40,000 per month per Ordinary Course Professional listed on the OCP List as a \$40,000 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**"). The fact that payments to an Ordinary Course Professional do not exceed the OCP Cap does not create a presumption that the fees paid to the professional are reasonable.
- (e) If payments to an Ordinary Course Professional will exceed the OCP Cap all of the fees for the month(s) at issue for such Ordinary Course Professional 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. Compensation payable/paid to Ordinary Course Professionals shall be subject to, *inter alia*, disallowance and disgorgement under applicable law after notice and a hearing.

- (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.
- (h) Both (i) Ordinary Course Professionals who are not law firms and (ii) law firm Ordinary Course Professionals who did not represent the Debtors prior to the Petition Date that are employed pursuant to this Order shall, once their employment is effective pursuant to subparagraphs (b) and (c), *supra*, be deemed to have waived any and all prepetition claims they may have against the Debtors.

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 within ten (10) days of the inception of the employment of the professionals listed thereon and serve such list on the Notice Parties. Each additional Ordinary Course Professional listed in the OCP List shall be subject to the OCP Procedures.

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. In the case of Ordinary Course Professionals listed on the original OCP List, such Professional's employment will be effective *nunc pro tunc* as of the Petition Date if such Professional files the Declaration of Disinterestedness within 30 days after entry of this Order and the Ordinary Course Professional's employment is authorized pursuant to the OCP Procedures. In the case of Ordinary Course Professional's first listed on a subsequent OCP list filed pursuant to subsection (g) of paragraph 2 of this Order, such Ordinary Course Professional's employment will be effective *nunc pro tunc* as of the date of the docketing of such subsequent OCP list if such Ordinary Course Professional files the Declaration of Disinterestedness within 30 days after the docketing of such subsequent OCP list and the Ordinary Course Professional's employment is authorized pursuant to the OCP Procedures. In either event, if the Ordinary Course Professional does not file a Declaration of Disinterestedness within the applicable 30-day time period, such Ordinary Course Professional retains its rights to seek *nunc pro tunc* relief by filing a Declaration of Disinterestedness that (i) clearly explains why *nunc pro tunc* (or retroactive) relief is warranted and (ii) expressly states in its title that the Ordinary Course Professional is seeking *nunc pro tunc* relief. The late-filed Declaration of Disinterestedness which complies with the foregoing shall otherwise be subject to the OCP Procedures.

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

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

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

9. 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.~~

10. 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.

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

Dated: Wilmington, Delaware
July 16, 2009



Kevin J. Carey
Chief United States Bankruptcy Judge

EXHIBIT A

OCP List

	Professional	Description of Services
\$40,000 Professionals		
1.	Fisher Pusch & Alderman LLP PO Box 1308 Boise, ID 83701	Real Estate Attorney
2.	Justin Seamons 501 Park Avenue Idaho Falls, ID 83402	Collection Attorney
3.	Lewis & Roca LLP 40 North Central Avenue Phoenix, AZ 85004-4429	Construction Defense and Collection Attorney
4.	Perry Winegar Attorney At Law PO Box 1107 Tualatin, OR 97062	Collection Attorney
5.	Seyfarth Shaw Attorneys LLP 131 S Dearborn Suite 2400 Chicago, IL 60603-5577	Labor & Employment Attorney
6.	Snell & Wilmer LLP One Arizona Center Phoenix, AZ 85004-2202	Labor & Employment Attorney
\$20,000 Professionals		
7.	Arnold & Arnold LLP 7596 W Jewell Avenue #305 Lakewood, CO 80232-6889	Claim Prosecution and Collection Attorney
8.	Asbury & Asbury LLP 534 Pine Street, Suite 102 Abilene, TX 79601	Collection Attorney
9.	Babcock Scott & Babcock 505 E. 200 Street, Suite 300 Salt Lake City, UT 84102-2055	Collection Attorney
10.	Berry & Assoc PLLC 2302 N 3rd Street Phoenix, AZ 85004-1301	Collection Attorney
11.	Boone Karlberg PC PO Box 9199 Missoula, MT 59807-9199	Construction and Personal Injury Defense Attorney
12.	Brian K Cuttone 1233 W Shaw Avenue, Suite 100 Fresno, CA 93711	Collection Attorney

	Professional	Description of Services
13.	Bremer & Whyte 7670 West Lake Mead, Suite 225 Las Vegas, LV 89126	Construction Defense Attorney
14.	Brownstein Hyatt Farber Schreck LLP 410 17th Street, Suite 2200 Denver, CO 80202	Labor & Employment Attorney
15.	Christian Samson Jones & Chisholm PLLC 310 W Spruce Missoula, MT 59802	Collection Attorney
16.	Crowson & Crowson LLPB 725 S Mesa Hills Drive, Building 2, Suite 2 El Paso, TX 79912	Collection Attorney
17.	Curtis & Arata 1300 K Street 2nd Floor PO Box 3030 Modesto, CA 95353	Collection Attorney
18.	Damian & Valori 1000 Brickell Avenue, Suite 205 Indian Wells, CA 92210	Labor & Employment Attorney
19.	Dan L Claiborne 1025 S Broadway Carrollton, TX 75006	Collection Attorney
20.	Davies Pearson PC PO Box 1657 Tacoma, WA 98401	Collection and Construction Defense Attorney
21.	Davis Wright Tremaine LLP 1201 Third Avenue, Suite 2200 Seattle, WA 98101-3045	Litigation Attorney
22.	Duggan Schlotfeldt & Welch PLLC 900 Washington Street, Suite 1020 Vancouver, WA 98660	Collection Attorney
23.	Farleigh Wada Witt 121 SW Morrison Street, Suite 600 Portland, OR 97204	Collection Attorney
24.	Fisher & Phillips LLP 3993 Howard Hughes Pkwy, Suite 650 Las Vegas, NV 89109	Labor & Employment Attorney
25.	Fitzgerald & Mule LLP 74-770 Hwy 111, Suite 205 Indian Wells, CA 92210	Labor & Employment Attorney

	Professional	Description of Services
26.	Flaherty & Flaherty 401 W A Street #2220 San Diego, CA 92101	Collection Attorney
27.	Gallagher & Kennedy PO Box 32159 Phoenix, AZ 85064-2159	Department of Labor Audit Defense Attorney
28.	Garrey Woner Hoffmaster & Peshek PC 6611 N Scottsdale Road Scottsdale, AZ 85250	Construction Defense Attorney
29.	Goode Casseb Jones Riklin 2122 N Main Avenue San Antonio, TX 78212-9680	Construction and Personal Injury Defense Attorney
30.	Gowling Lafleur Henderson LLP 1 First Canadian Pl., Suite 1600 Toronto, ON M5X 1G5	Trademark Attorney
31.	Gregory D. D'Antonio 235 W. Giaconda Way Yucson, AZ 85704	Collection Attorney
32.	Greenfield Hardy Law Firm 4790 Golden Foothill Pkwy, Suite 210 El Dorado Hills, CA 95762	Construction and Personal Injury Defense Attorney
33.	Hawley Troxell Ennis & Hawley LLP PO Box 1617 Boise, ID 83701-1617	Trademark Attorney
34.	Helm and Associates 2810 W. Charleston Blvd., Suite G-67 Las Vegas, NV 89102	Construction Defense Attorney
35.	Hermes Sargent Bates LLP 901 Main Street, Suite 5200 Dallas, TX 75202	Collection Attorney
36.	Hoffman, Hart & Wagner 1000 SW Broadway, 20th Floor Portland, OR 97205	Construction Defense Attorney
37.	John Somyak & Associates 3401 Louisiana, Suite 480 Houston, TX 77002	Collection Attorney
38.	Judy Osborn Attorney at Law 2705 Bee Cave Road Suite 225 Austin, TX 78746	Labor & Employment Attorney

	Professional	Description of Services
39.	Kelly Olson Michod Dehaan & Richter LLC 30 S. Wacker Drive Suite 2300 Chicago, IL 60606	Collection Attorney
40.	Kemp Smith LLP 221 N Kansas Suite 1700 El Paso, TX 79901-1441	Labor & Employment Attorney
41.	Ken Jorgensen 2240 W. Shaw Ave., Suite 1700 El Paso, TX 79901-1441	Collection Attorney
42.	Law Office Of Brandon W Beasley 2224 Walsh Tarlton Suite 210 Austin, TX 78746	Collection Attorney
43.	Law Office of Keith S. Knochel PC 2135 Highway 95, Suite 241 Bullhead City, AZ 86442	Construction Defense Attorney
44.	Leiby Stearns and Roberts PA 1000 Sawgrass Corp Pkwy, Suite 552 Fort Lauderdale, FL 33323	Collection Attorney
45.	Letofsky & McClain 3655 Nobel Drive, Suite 400 San Diego, CA 92122	Construction Defense Attorney
46.	Livengood Fitzgerald & Alskog PO Box 908 Kirkland, WA 98083	Collection Attorney
47.	Mariscal Weeks McIntyre & 2901 North Central Avenue, Suite 200 Phoenix, AZ 85012	Collection Attorney
48.	Markowitz Davis Ringel & Trusty Two Datan Center #1225 9130 S Dadeland Blvd Miami, FL 33156-7849	Collection Attorney
49.	Marks Golia & Finch LLP 8620 Spectrum Center Blvd, Suite 900 San Diego, CA 92123	Collection Attorney
50.	Maupin Cox & Legoy PO Box 30000 Reno, NV 89599-3000	Construction Defense Attorney
51.	Mazieke Frederickson & Grant 333 S. Sixth Street, Suite 230 Las Vegas, NV 89101	Construction Defense Attorney

	Professional	Description of Services
52.	McDonough Holland & Allen 555 Capitol Mall 9th Floor Sacramento, CA 95814	Construction Defense Attorney
53.	McPharlin Sprinkles & Thomas LLP 10 Almaden Blvd, Suite 1460 San Jose, CA 95113	Labor & Employment Attorney
54.	Meuleman & Mollerup LLP 755 W Front Street, Suite 200 Boise, ID 83702	Collection Attorney
55.	Moffatt Thomas Barrett Rock & Fields PO Box 829 Boise, ID 83701	Transactional, Litigation, and Real Property Attorney
56.	Morris Polich & Purdy LLP 1055 W. 7th Street, 24th Floor Los Angeles, CA 90017-2503	Construction Defense and Collection Attorney
57.	Nutting & Jorgensen LLP 5703 N. West Avenue Suite 103 Fresno, CA 93711	Collection Attorney
58.	Osborn Law Firm LLC 217 West Olive Ft. Collins, CO 80521	Collection Attorney
59.	Parker Nelson & Associates 2460 Professional Court, Suite 200 Las Vegas, NV 89101	Construction Defense Attorney
60.	Plant Christensen & Kanell J Street 136 East South Temple Salt Lake City, UT 84111	Litigation Attorney
61.	Rainer Anding & McLindon 8480 Bluebonnet Blvd Baton Rouge, LA 70810	Collections Attorney
62.	Reed Smith LLP PO Box 39000 Dept 33489 San Francisco, CA 94139	Real Estate Attorney
63.	Richards Law Office 804 East Pennsylvania Lane Boise, ID 83706	Employment Attorney
64.	Ringert Law Chartered Lawyers 455 South Third Street Boise, ID 83701	Collection Attorney

	Professional	Description of Services
65.	Rogers & Whitley LLP 2210 San Gabriel Austin, TX 78705	Real Estate Attorney
66.	Rycraft Law Office 2470 Street Rose Pkwy 102 Henderson, NV 89074	Collection Attorney
67.	Schwabe Williamson & Wyatt PC 1211 SW 5th Avenue, Suite 1900 Portland, OR 97204-3795	Collection 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 B

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. If the Firm is a law firm, I state that the Firm [did/did not] represent the Debtors prior to their bankruptcy filings.
4. The Firm may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship

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with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates. Furthermore, if the Firm is either (i) not a law firm or (ii) a law firm that did not represent the Debtors prior to their bankruptcy filings, the Firm is a "disinterested person" under 11 U.S.C. § 101(14), such that the Firm:

- (a) is not a creditor, an equity security holder, or an insider of any of the Debtors;
- (b) is not and was not, within 2 years before the date of the filing of the petition, a director, officer, or employee of any of the Debtors; and
- (c) does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

5. 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.

6. 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.

7. In the ordinary course of its business, **[the Firm maintains a database for purposes of performing "conflicts checks."][the Firm confirms conflicts by reviewing its client base]** [The Firm's database contains information regarding the Firm's present and past representations.] Pursuant to Federal Rule of Bankruptcy Procedure 2014(a), I obtained a list of the entities identified in Rule 2014(a) from counsel to the Debtors for purposes of searching the aforementioned database and determining the connection(s) which the Firm has with such entities. The Firm's **[search of the database][review]** identified the following connections:

8. [ADD ANY NECESSARY DISCLOSURES]

9. 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 this Firm is to be employed. Furthermore, if the Firm is either (i) not a law firm or (ii) a law firm that did not represent the Debtors prior to their bankruptcy filings, I state that 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.

10. The Debtors owe the Firm \$[] for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § §101-1532. If the Firm is either (i) not a law firm or (ii) a law firm that did not represent the Debtors prior to their bankruptcy filings, my signature below acknowledges that the Firm understands that any and all pre-petition claims that it has against the Debtors will be deemed waived if the Firm's employment is authorized.

11. As of June 16, 2009, which was the date on which the Debtors commenced these chapter 11 cases, the Firm [was/was not] party to an engagement or services agreement with the Debtors. [A copy of such agreement is attached as *Exhibit A* to this Declaration].

12. As of June 16, 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 B* to this Declaration.]

13. If the Firm is not a law firm, the following is a list of all payments which the Firm received from the Debtors during the year prior to the Debtors' bankruptcy filings:

[The Debtors recommend (and the U.S. Trustee requests) that the OCP organize payments in the following columns: invoice date, invoice amount, date(s) of service covered by invoice, payment date and payment amount. Retainers and draws on retainers should be specifically noted as such]

14. 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]