

**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 Nos. 102 and 241

**SUPPLEMENTAL DECLARATION OF STEVEN VARNER IN SUPPORT OF
DEBTORS' APPLICATION PURSUANT TO SECTIONS 327(a) AND 328(a) OF THE
BANKRUPTCY CODE FOR AN ORDER AUTHORIZING THE DEBTORS TO
RETAIN AND EMPLOY ALVAREZ & MARSAL NORTH AMERICA, LLC AS
RESTRUCTURING ADVISORS *NUNC PRO TUNC* TO THE PETITION DATE**

I, Steven Varner, being duly sworn, hereby deposes and says as follows:

FOUNDATION

1. I am a Managing Director with Alvarez & Marsal North America, LLC, together with its wholly owned subsidiaries, agents, affiliates (all of which are wholly-owned by Alvarez & Marsal North America, LLC's parent company and employees) and independent contractors (collectively, "*A&M*"), a restructuring advisory services firm with numerous offices throughout the country. I submit this Supplemental Declaration, pursuant to sections 327(a) and 329 of title 11 of the United States Code, Rules 2014 and 2016(b) of the Federal Rules of Bankruptcy Procedure, and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, in support of the *Debtors' Application Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code for an*

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.

*Order Authorizing the Debtors to Retain and Employ Alvarez & Marsal North America, LLC as Restructuring Advisors Nunc Pro Tunc to the Petition Date (the "**Application**"). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.²*

SUPPLEMENTAL DISCLOSURES

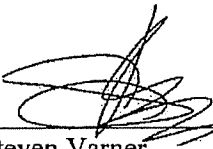
2. A payment history for all payments received by A&M from the Debtors during the one (1) year period preceding the Petition Date is set forth on ***Exhibit A*** annexed hereto.

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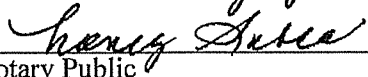
² Capitalized terms used but not defined herein shall have the meanings set forth in the Application.

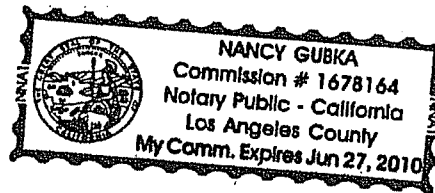
Pursuant to 28 U.S.C. section 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated this 21 day of July, 2009

By: 
Steven Varner
Managing Director

Sworn to and subscribed before
me this 21 day of July, 2009


Notary Public



CALIFORNIA JURAT WITH AFFIANT STATEMENT

- ☒ See Attached Document (Notary to cross out lines 1-6 below)
☐ See Statement Below (Lines 1-5 to be completed only by document signer[s], *not* Notary)

1 _____
2 _____
3 _____
4 _____
5 _____
6 _____

Signature of Document Signer No. 1

Signature of Document Signer No. 2 (if any)

State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this

21st day of July, 2009, by
Date Month Year

(1) STEVEN VARNER
Name of Signer

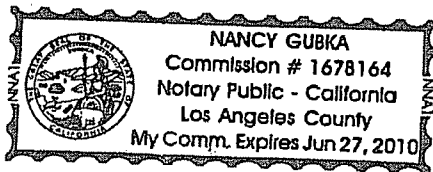
proved to me on the basis of satisfactory evidence
to be the person who appeared before me (.) (,)

(and

(2) _____
Name of Signer

proved to me on the basis of satisfactory evidence
to be the person who appeared before me.)

Signature Nancy Gubka
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove
valuable to persons relying on the document and could prevent
fraudulent removal and reattachment of this form to another document.

Further Description of Any Attached Document

Title or Type of Document: Signature Page

Document Date: July 21, 2009 Number of Pages: 1

Signer(s) Other Than Named Above: _____

RIGHT THUMBPRINT OF SIGNER #1
Top of thumb here

RIGHT THUMBPRINT OF SIGNER #2
Top of thumb here

EXHIBIT A

A&M Payment History

Building Materials Holding Corporation - BMHC
A&M - Payment History

<u>Invoice Date</u>	<u>Period Covered</u>	<u>Payment Date</u>	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
5/13/08	4/1/08 - 4/30/08	6/16/08	\$ 370,668	\$ 26,745	\$ 397,413
6/11/08	5/1/08 - 5/31/08	7/2/08	309,855	18,907	328,762
7/1/08	6/1/08 - 6/30/08	7/30/08	284,895	17,043	301,938
8/11/08	7/1/08 - 7/31/08	8/25/08	327,965	19,190	347,155
9/18/08	8/1/08 - 8/31/08	10/2/08	391,413	22,710	414,123
10/8/08	9/1/08 - 9/30/08	10/20/08	423,855	17,944	441,799
11/5/08	10/1/08 - 10/31/08	11/24/08	282,998	10,623	293,621
12/10/08	11/1/08 - 11/30/08	12/17/08	176,733	4,592	181,325
1/12/09	12/1/08 - 12/31/08	1/26/09	100,655	3,504	104,159
2/10/09	1/1/09 - 1/31/2009	2/23/09	50,700	2,077	52,777
3/4/09	2/1/09 - 2/28/09	3/13/09	44,213	80	44,293
4/5/09	3/1/09 - 3/31/09	4/8/09	122,700	12,692	135,392
5/7/09	4/1/09 - 4/30/09	5/13/09	575,695	32,974	608,669
6/2/09	5/1/09 - 5/31/09	6/4/09	494,163	27,210	521,373
6/12/09	6/1/09 - 6/12/09	6/15/09	286,088	18,921	305,009
6/23/09	6/13/09 - 6/15/09	6/15/09	55,225	2,311	57,536 *
			<u>\$ 4,297,821</u>	<u>\$ 237,523</u>	<u>\$ 4,535,344</u>

6/12/2009 Total Retainer Amount @ Petition Date

\$ 592,464 **

Notes:

- * Payment applied from outstanding retainer
- ** \$250,000 of the retainer amount was paid in February 2008 with the remaining balance of \$342,464 paid on June 15, 2009.