

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:	X	
	:	Chapter 11
BUILDING MATERIAL HOLDING CORPORATION, <u>et al.</u> ¹	:	Case No. 09-12074 (KJC)
	:	
Debtors.	:	Jointly Administered
	:	
	X	

**APPLICATION FOR AN ORDER AUTHORIZING EMPLOYMENT
AND RETENTION OF ARENT FOX LLP AS ATTORNEYS FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO JUNE 26, 2009**

The Official Committee of Unsecured Creditors (the “Committee”) of Building Materials Holding Corporation and its affiliates, as debtors and debtors-in-possession (collectively, the “Debtors”), as and for its application (the “Application”) seeking entry of an order authorizing the employment and retention of Arent Fox LLP (“Arent Fox”) as attorneys to the Committee *nunc pro tunc* to June 26, 2009 pursuant to Sections 504 and 1103(a) of Title 11 of the United States Code §§ 101 *et seq.* (the “Bankruptcy Code”) and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014–1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”). In support of the Application, the Committee submits the Declaration of Andrew I. Silfen (the “Sifen Declaration”), annexed hereto as Exhibit A and incorporated herein by reference, and respectfully represents as follows:²

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).

² Capitalized terms used herein but not otherwise defined shall have the meaning set forth in the Declaration of Paul S. Street, Senior Vice President, Chief Administrative Officer, General Counsel, and Corporate Secretary of

BACKGROUND³

The Debtors and their Businesses

1. On June 16, 2009 (the “Petition Date”), Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court for the Southern District of New York (the “Court”). The Debtors continue to operate their businesses as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

2. The factual background relating to the Debtors’ commencement of these cases is set forth in detail in the Declaration of Paul S. Street, Senior Vice President, Chief Administrative Officer, General Counsel, and Corporate Secretary of Building Materials Holding Corporation, in Support of the Debtors' Chapter 11 Petitions and First Day Motions, filed by the Debtors on June 16, 2009, and is incorporated herein by reference.

3. On the Petition Date, the Debtors filed their proposed Chapter 11 plan (the “Plan”) and accompanying disclosure statement (the “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 have indicated that they expect to operate under Chapter 11 as they implement the restructuring proposal embodied in the Plan, which the Debtors believe will provide their creditors with the best means of maximizing the value of the Debtors’ Chapter 11 estates.

Building Materials Holding Corporation, in Support of the Debtors' Chapter 11 Petitions and First Day Motions (Docket No. 4).

³ The background facts set forth herein are primarily based upon the representations contained in papers filed by the Debtors in these proceedings. As the Committee was just organized and has not yet verified the accuracy of such statements, nothing contained herein or otherwise shall be deemed a waiver of the Committee’s right to dispute or challenge the facts set forth herein.

The Committee and its Selection of Professionals

4. On June 26, 2009, the Office of the United States Trustee for Region 3 appointed three (3) members to the Committee pursuant to Sections 1102(a) and 1102(b) of the Bankruptcy Code. A list of the members of the Committee is annexed hereto as Exhibit B.

5. On June 26, 2009, at a meeting during which the majority of the Committee members participated, the Committee selected and formally voted to retain Arent Fox, subject to the approval of the Court.

JURISDICTION AND VENUE

6. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334(b). Venue of these proceedings is proper in this Judicial District pursuant to 28 U.S.C. §§ 1408 and 1409. Section 1103(a) of the Bankruptcy Code and Bankruptcy Rules 2014 and 5002 are the statutory predicates for the relief sought by this Application.

RELIEF REQUESTED HEREIN

7. The Committee seeks to employ Arent Fox, which maintains an office for the practice of law at 1050 Connecticut Avenue, NW, Washington, DC 20036, as well as offices in New York, NY and Los Angeles, CA, as its counsel in these Chapter 11 cases.

8. The Committee selected Arent Fox for the reason that the partners and associates of Arent Fox have considerable expertise in the fields of bankruptcy, insolvency, reorganizations, liquidations, debtors' and creditors' rights, debt restructuring and corporate reorganizations, commercial litigation, and intellectual property, among other practice areas. Accordingly, the Committee believes that Arent Fox is well-qualified to represent it in these Chapter 11 cases.

9. Christopher J. Giaimo will be primarily responsible for Arent Fox's representation of the Committee in this matter. Mr. Giaimo is a partner with Arent Fox's

Financial Restructuring and Bankruptcy Group and for over thirteen years has concentrated in bankruptcy and insolvency business law. Mr. Giaimo's practice focuses on financial restructuring and workout proceedings on behalf of financially distressed companies or their creditors, including representation of debtors, creditors, investors and purchasers in in-court and out-of-court restructurings. He represents a vast number of clients in the enforcement of the entire spectrum of creditors' rights in secured, unsecured, public or private, and taxable and tax-exempt debt through the representation of lender and investor syndicates, individual creditors, and official committees in Chapter 11 cases. In addition, he has represented clients in the buying and selling of debt and equity positions of distressed, bankrupt and insolvent business ventures. Mr. Giaimo also has extensive experience representing debtors, including the restructuring of large companies through the Chapter 11 process or conducting the orderly liquidation and comprehensive asset sales for small to multimillion dollar companies, with a constant view toward balancing the maximization of recoveries for creditors with the protection of the debtor's and seller's rights. Mr. Giaimo is well-known for his representation of indenture trustees and bondholder groups in the financial restructuring of corporate bond issues. Together with the members of the firm's public finance group, he has played a major role in negotiating the appropriate treatment of public debt interests. Mr. Giaimo received his J.D. from the St. John's University School of Law (*cum laude*) in 1995, and received his B.S. from the St. Joseph's University in 1991.

10. The professional services Arent Fox will be required to render include, but are not limited to the following:

- (a) to assist, advise and represent the Committee in its consultation with the Debtors relative to the administration of these Chapter 11 cases;

- (b) to assist, advise and represent the Committee in analyzing the Debtors' assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales or dispositions;
- (c) to attend meetings and negotiate with the representatives of the Debtors and secured creditors;
- (d) to assist and advise the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- (e) to assist the Committee in the review, analysis and negotiation of any plan of reorganization that may be filed and to assist the Committee in the review, analysis and negotiation of the disclosure statement accompanying any plan of reorganization;
- (f) to assist the Committee in the review, analysis, and negotiation of any financing or funding agreements;
- (g) to take all necessary actions to protect and preserve the interests of the Committee, including, without limitation, the prosecution of actions on its behalf, negotiations concerning all litigation in which the Debtors are involved, and review and analysis of all claims filed against the Debtors' estates;
- (h) to generally prepare on behalf of the Committee all necessary motions, applications, answers, orders, reports, and papers in support of positions taken by the Committee;
- (i) to appear, as appropriate, before this Court, the Appellate Courts, and other courts in which matters may be heard and to protect the interests of the Committee before said Courts and the United States Trustee; and
- (j) to perform all other necessary legal services in these cases.

11. Arent Fox has indicated a willingness to act on behalf of the Committee and render the necessary professional services as attorneys for the Committee.

12. Subject to this Court's approval, Arent Fox will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates for services of this type and nature and for this type of matter in effect on the date such services are rendered and for its actual, reasonable, and necessary out-of-pocket disbursements incurred in connection therewith.

The following are Arent Fox's current hourly rates for work of this nature:

(a) Partners:	\$465 - \$840
(b) Of Counsel:	\$465 - \$760
(c) Associates:	\$290 - \$540
(d) Paraprofessionals:	\$150 - \$270

13. Arent Fox intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and Orders of this Court. Compensation will be payable to Arent Fox in compliance with the above rules, on an hourly basis, plus reimbursement of actual, reasonable, and necessary expenses incurred by Arent Fox.

DISINTERESTEDNESS OF PROFESSIONAL

14. To the best of the Committee's knowledge, information, and belief, and except as otherwise set forth in the Silfen Declaration, none of Arent Fox's respective attorneys hold or represent any interest adverse to the Committee, the Debtors, or their creditors or estates, or any other party-in-interest herein or their respective professionals in matters relating to the Debtors and their estates, and Arent Fox is a "disinterested person" as defined in Section 101(14) of the Bankruptcy Code.

15. To the best of the Committee's knowledge and except as otherwise disclosed in the Silfen Declaration, Arent Fox: (i) does not hold or represent any interest adverse to the Committee with respect to the matters for which it is being retained; (ii) Arent Fox is a "disinterested person" as that phrase is defined in Section 101(14) of the Bankruptcy Code (as modified by Section 1103(b) of the Bankruptcy Code); (iii) neither Arent Fox nor its professionals have any connection with the Debtors, their estates, or creditors; and (iv) Arent Fox's employment is necessary and in the best interests of the Debtors' estates.

16. The Committee believes that the retention and employment of Arent Fox is in the best interests of the Committee, the Debtors, and their estates and creditors.

17. No prior application has been made for the relief requested herein to this or any other Court.

NOTICE

18. Notice of this Application has been given to: (a) the Office of the United States Trustee; (b) counsel to the Debtors; (c) counsel to Wells Fargo Bank, as agent under the Debtors' Prepetition Credit Agreement and DIP Facility (as defined in the Plan); (d) the Internal Revenue Service; (e) the Securities and Exchange Commission; and (f) any persons who have requested notice pursuant to Bankruptcy Rule 2002. The Committee respectfully submits that such notice is sufficient, and requests that this Court find that no further notice of the relief requested herein is necessary or appropriate.

CONCLUSION

WHEREFORE, the Committee respectfully requests that this Court approve the employment and retention of Arent Fox as attorneys to the Committee *nunc pro tunc* to June 26, 2009, and grant such other, further and different relief as is just and proper.

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF NORWOOD
PROMOTIONAL PRODUCTS HOLDINGS,
INC., *et al.*

Dated: Sacramento, CA
July 16 2009

By:


Robert Garcia

Phone: (916) 419-9335

Fax: (916) 419-9337

Dated: St. Paul, MN
July __, 2009

By:

Space Center Mira Loma, Inc.
Attn: Michael Urbanos
2501 Rosegate
St. Paul, MN 55113
Phone: 651-604-4209
Fax: 651-604-4222

Dated: Dallas, TX
July __, 2009

By:

Atrium Companies, Inc.
Attn: Ray Sims
3890 West Northwest Highway
Suite 500
Dallas, TX 75220
Phone: 214-583-1625
Fax: 214-630-3762

CONCLUSION

WHEREFORE, the Committee respectfully requests that this Court approve the employment and retention of Arent Fox as attorneys to the Committee *nunc pro tunc* to June 26, 2009, and grant such other, further and different relief as is just and proper.

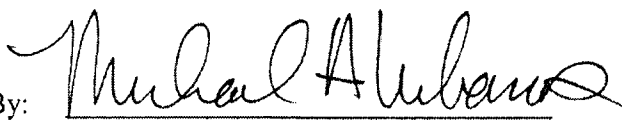
THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF NORWOOD
PROMOTIONAL PRODUCTS HOLDINGS,
INC., *et al.*

Dated: Sacramento, CA
July __, 2009

By: _____
Robert Garcia

Phone:
Fax:

Dated: St. Paul, MN
July 15, 2009

By:  _____
Space Center Mira Loma, Inc.
Attn: Michael Urbanos
2501 Rosegate
St. Paul, MN 55113
Phone: 651-604-4209
Fax: 651-604-4222

Dated: Dallas, TX
July __, 2009

By: _____
Atrium Companies, Inc.
Attn: Ray Sims
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THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF NORWOOD
PROMOTIONAL PRODUCTS HOLDINGS,
INC., *et al.*

Dated: Sacramento, CA
July __, 2009

By: _____
Robert Garcia

Phone:
Fax:

Dated: St. Paul, MN
July __, 2009

By: _____
Space Center Mira Loma, Inc.
Attn: Michael Urbanos
2501 Rosegate
St. Paul, MN 55113
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By:  _____
Atrium Companies, Inc.
Attn: Ray Sims
3890 West Northwest Highway
Suite 500
Dallas, TX 75220
Phone: 214-583-1625
Fax: 214-630-3762

Dated: Washington, DC
July 14, 2009

Proposed Counsel for the Official Committee
of Unsecured Creditors

ARENT FOX LLP

By: 

Christopher J. Giaimo

Katie A. Lane

Arent Fox LLP

1050 Connecticut Avenue, NW

Washington, DC 20036-5339

Telephone: (202) 857-6000

Facsimile: (202) 857-6395

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: BUILDING MATERIAL HOLDING CORPORATION, <u>et al.</u> ¹ Debtors.	X : : : : : : X	Chapter 11 Case No. 09-12074 (KJC) Jointly Administered
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**DECLARATION OF ANDREW I. SILFEN IN SUPPORT OF
APPLICATION FOR AN ORDER AUTHORIZING EMPLOYMENT
AND RETENTION OF ARENT FOX LLP AS ATTORNEYS FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO JUNE 26, 2009**

I, Andrew I. Silfen, hereby declare under penalty of perjury:

1. I am a partner and chair of the Bankruptcy and Financial Restructuring Group at Arent Fox LLP (“Arent Fox”), a law firm which employs approximately 360 attorneys and maintains an office for the practice of law at 1675 Broadway, New York, NY 10019 as well as offices in Washington, DC and Los Angeles, CA.

2. I am fully familiar with the facts hereinafter stated, and am authorized to and hereby make this declaration (the “Declaration”) in support of the Application of the Official Committee of Unsecured Creditors (the “Committee”) of Building Materials Holding Corporation and its affiliates, as debtors and debtors-in-possession (collectively, the “Debtors”) for an order authorizing the employment and retention of Arent Fox as counsel to the Committee *nunc pro tunc* to June 26, 2009, and to provide certain disclosures under Sections 504 and 1103(a) of Title 11 of the United States Code §§ 101 *et seq.* (the “Bankruptcy Code”) and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014–1 of the Local Rules of Bankruptcy

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).

Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”).

3. The information contained in this Declaration is of my own personal knowledge, discussions with my partners, or is derived from my review of the file in these cases.

4. All attorneys who will work on this engagement have read and are fully familiar with the Bankruptcy Code and the Bankruptcy Rules, and the Local Bankruptcy Rules of this Court, and are sufficiently competent to handle whatever might foreseeably be expected of the Committee’s counsel in this matter.

5. Insofar as I have been able to ascertain, except as described herein, the other partners, counsel, and associates of Arent Fox and I are disinterested parties within the meaning of Section 101(14) of the Bankruptcy Code, and have no interest adverse to and no connections with the Committee, the Debtors’ estates, their creditors or any other party-in-interest herein or their respective attorneys and accountants with respect to matters for which Arent Fox is to be engaged (other than the representation of the Committee).² Although Arent Fox from time to time has represented and in the future may represent various entities that are creditors of the Debtors or otherwise had or have an interest in these proceedings in matters wholly unrelated to this proceeding, Arent Fox will not represent those creditors or parties in connection with these Chapter 11 cases.

Arent Fox’s Conflict Check System

6. In connection with preparing this Declaration, Arent Fox submitted the names of parties-in-interest in these cases (the “Parties-in-Interest”) for review in the computerized conflict database system maintained by Arent Fox. The list of the Parties-in-Interest was obtained by Arent

² Arent Fox appears in many cases involving a substantial number of creditors, parties-in-interest and professionals. Arent Fox is reviewing the parties-in-interest in these proceedings and will make every effort to disclose all connections to these parties as they become known to Arent Fox. Although it is not possible to guarantee that each and every connection is disclosed at this early juncture, Arent Fox will file additional and supplemental disclosure statements in the event Arent Fox becomes aware of any additional connections. In addition, it is possible that some creditors or parties-in-interest herein are creditors, professionals or parties-in-interest with *de minimus* interest in other cases in which Arent Fox plays a role.

Fox from the initial papers filed in these cases by the Debtors. Arent Fox maintains and systematically updates its conflict check system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflict check system maintained by Arent Fox is designed to include every matter on which the firm is now or has been engaged, the entity for which the firm is now or has been engaged, and in each instance, the identity of related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. It is the policy of Arent Fox that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, as well as related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Arent Fox.

7. The Parties-in-Interest which Arent Fox submitted to its conflict database include:

- (a) The Debtors (including former names and aliases);
- (b) The Debtors' equity holders;
- (c) The fifty largest unsecured creditors of the Debtors on a consolidated basis;
- (d) The Debtors' professionals; and
- (e) The Debtors' pre- and post-petition lenders;
- (f) The Debtors' landlords;
- (g) The Debtors' utility providers
- (h) The Debtors' insurers;
- (i) The fifty largest vendors of the Debtors on a consolidated basis;
- (g) The fifty largest customers of the Debtors on a consolidated basis.

8. A list of the Parties-in-Interest submitted to the conflict check system is attached hereto as Exhibit 1.

Arent Fox's Relationship With Parties-In-Interest In Unrelated Matters

9. Arent Fox appears in cases, proceedings and transactions involving a substantial number of different attorneys, accountants, financial consultants and investment bankers, some of whom now, or may in the future, represent creditors or Parties-In-Interest in these cases. The Office of United States Trustee appears in each bankruptcy matter that Arent Fox appears. Aside from this, there is no known connection with the Office of United States Trustee or any of its attorneys. Also, from time to time, Arent Fox attorneys appear before the Honorable Kevin J. Carey but there is no known connection to Judge Carey or his Chambers staff.

10. Exhibit 2 contains a list of the Parties-in-Interest or their affiliates that Arent Fox has represented, currently represents, or is or was adverse to in matters wholly unrelated to the Debtors and their estates.³ As disclosed in Exhibit 2, Arent Fox and its partners, counsel, and associates have in the past represented, currently represent, and may in the future represent entities that are creditors of the Debtors, or other parties-in-interest in the Debtors' Chapter 11 cases in matters unrelated to these cases. Arent Fox has not, and will not, represent any creditors of the Debtors or other parties-in-interest in connection with the Debtors or these cases or have any relationship with any such entity which would be adverse to the Debtors or their estates.

Normal Hourly Rates and Disbursement Policy

11. Arent Fox has not agreed to share (a) any compensation it may receive with another party or person, other than with the partners and associates of Arent Fox, or (b) any compensation another person or party has received or may receive.

12. Subject to this Court's approval in accordance with Section 330(a) of the Bankruptcy Code, Arent Fox will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates for services of this type and nature and for this type of matter in effect on

³ Arent Fox's investigation of its relationships with parties in interest is ongoing and further disclosures will be made to the extent necessary.

the date such services are rendered and for its actual, reasonable and necessary out-of-pocket disbursements incurred in connection therewith. The following are Arent Fox's current hourly rates for work of this nature:

- | | | |
|-----|--------------------|---------------|
| (a) | Partners: | \$465 - \$840 |
| (b) | Of Counsel: | \$465 - \$760 |
| (c) | Associates: | \$290 - \$540 |
| (d) | Paraprofessionals: | \$150 - \$270 |

13. The rates set forth above are subject to periodic review and adjustment and are set at a level designed to fairly compensate Arent Fox for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Generally, the rates are subject to an increase at the beginning of each calendar year. It is Arent Fox's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone, telecopier and other charges, mail and express and overnight mail charges, special or hand delivery charges, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. Arent Fox will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to Arent Fox's other clients. Arent Fox believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. Arent Fox will seek reimbursement of its expenses as allowed pursuant to the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and Orders of this Court.

14. Arent Fox did not receive a retainer with respect to its proposed representation of the Committee.

15. Arent Fox will not represent any entity other than the Committee in these Chapter 11 cases.

CONCLUSION

16. Based upon the information available to me, and except as otherwise described herein, Arent Fox holds no interest adverse to the Committee, the Debtors, their estates, or their creditors as to the matters in which it is to be employed other than the representation of the Committee. I believe that Arent Fox is a "disinterested person" as defined in Section 101(14) of the Bankruptcy Code. I know of no reason why Arent Fox cannot act as attorneys for the Committee. The foregoing constitutes the statement of Arent Fox pursuant to Section 1103 of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1.

Executed this 14 day of July 2009, at New York, New York.



Andrew I. Silfen

EXHIBIT 1

Debtors

Building Materials Holding Corporation
BMC West Corporation
Selectbuild Construction, Inc.
SelectBuild Northern California, Inc.
Illinois Framing, Inc.
C Construction, Inc.
TWF Construction, Inc.
H.N.R. Framing Systems, Inc.
SelectBuild Southern California, Inc.
SelectBuild Nevada, Inc.
SelectBuild Arizona, LLC
SelectBuild Illinois, LLC

Debtors' Professionals

Gibson Dunn & Crutcher
Young Conaway Stargatt & Taylor
Alvarez & Marsal North America, LLP
PricewaterhouseCoopers LLP
KPMG
Peter J. Solomon Company
The Garden City Group
Kekst and Company, Inc.
Kevin Fisher, David Dedyo, Paul Hastings
Grant Thornton

Equity Holders

Daniel T. Shelley Trust
Howard H. Leach - Equity Holder
Schneider Capital Management Corporation - Equity holder

Debtors Officers/Formers Officers

Robert E. Mellor
William M. Smartt
Stanley M. Wilson
Mark R. Kailer
Michael D. Mahre
Jeffrey F. Lucchesi
Steven H. Pearson
John D. Fa
Danny McQuary
Randy Folts
Randall Shipp
Doug Richards

Ward Cole
Michael Kearney
Mike Landgren
Robert Garcia
John Volkman
Steve Webster
Alan Bruce Willard
Jon Stone
John Herring
Tony Spagnola
Robert Blose
Edward Levato
Keith Kotche
Gerald Riggs
Rick Jepson
Sean Cavanaugh
Jim Clevan
Gary Burleson
Robert R. Thomas
Henry F. Rice
Lawrence Calof
Sara L. Beckman
Eric S. Belsky
James K. Jennings, Jr.
Norman J. Metcalfe
David M. Moffett
R. Scott Morrison, Jr.
Peter S. O'Neill
Richard G. Reiten
Norman R. Walker

Secured Lenders

BNP Paribas
Wells Fargo NA
Bayside Capital Inc.
Grace Bay Holdings II LLC
HSBC Bank USA NA
US Bank
Cooperatieve Centrale Raiffeisen-Boenleenbank, B.A.
SunTrust Bank
American AgCredit
J.P. Morgan Chase
LaSalle Bank

Rabobank
Raymond James
Union Bank of California
Dimaio Ahmad Capital (Duane Street)
PNC Bank
Commerzbank
Guaranty Federal Bank
Van Kampen American
Bank of New York (OWS)
Bank of New York (Blue Mountain)
Bank of New York (Jersey Street)
Bank Leumi
D. E. Shaw Laminar Portfolios
West Coast Bank
Whitebox Hedged HY Partnership
Grandview Capital (Vinacasa, Waterfront)
Whitney Bank
Aladdin Capital Mgmt. (Landmark)
Fraser Sullivan
Denali Capital
Phoenix
PPM American
Bank of America
ACA Management
Gulf Stream Asset Mgmt.
Alliance Bernstein LP
AIB Debt Management
PHL Variable Insurance
Morgan Stanley
State Street (Qualcomm)
Columbus Nova
Third Avenue Spec. Sit. Fund
Edwards Angell Palmer & Dodge (Marlborough St.)
MFS
The Hartford
GPX LIX LLC
Lehman Commercial Paper

Secured Lender Counsel

Paul Heath
Richards Layton & Finger
Kevin Fisher
Seth Mennillo
Joanne Wills

Salley Veghte
Klehr Harrison Harvey Branzberg & Ellers
Ranievo D'Aversa Jr.
Laura D. Metzger
Weton T. Eguchi
Orrick Harrington & Sutcliffe

Top 50 Unsecured Creditors

Weyerhaeuser Company
Robert Garcia
Boise Cascade
CalPortland
Ellis C. Goebel
Steven H. Pearson
Simpson Strong Tie, Inc.
James Hardie Building Products
Michael D. Mahre
Milgard Manufacturing
Saunders Mouldings
Masonite
Marvin Windows & Doors
Michael D. Badgley
White Cap
Barr Lumber Co., Inc.
Ready Mix, Inc.
David G. Ondrasek
Joseph James Zuendel
Cemex, Inc.
Jimmy D. Pask
Coffman Stairs LLC
Douglas Alan Davidson
Daniel McQuary
ProBuild
James A. Lee
Roy E. Gardner
Mark D. Whaley
Leroy D. Custer
Louisiana Pacific Corp.
Dakeryn Industries Ltd.
Columbia Forest Products
David B. Bello
Lumber Products
Atrium Companies, Inc.
Jack D. LaRock
True Value
Professional Building Solutions – Scott Axelrod
Logan D. Bailor
Grove Lumber
John M. Volkman
Lumber Products
Mitek Industries, Inc.
Robert L. Becci

ODL, Inc.
Neil B. Watterson
Jerry Baird
Exterior Wood, Inc.
Cedar Creek Lumber, Inc.
Hardwood Specialty Products
Primesource

Party to Significant Litigation with Debtors

DR Horton
Brett Laso
Merrill Bauchert
Campbell Companies
Weis Builders, Inc.
Chanen Construction
Fifth Third Bank

Unions With Whom Debtors Have CBAs

Chicago Regional Council of Carpenters
General Teamsters
Lumber, Production & Industrial Workers Union
U.B.C. Industrial
Western Council of Industrial Workers

Utility Providers

AHA Macav Power Service
Allied Waste Services # 538
APS
Black Hills Energy
Araphahoe County
Atmos Energy
Bermuda Water Company
Board of Water Works
Bona Vista Water District
CenterPoint Energy
Central Texas Electric
City Of Abilene
City of Austin
City of Boise
City of Burlington
City of Cedar Park
 (Whitestone)
 (Brushy Creek)
City of Charlotte
County of Mecklenburg

City of Coppel
City of Fort Collins
City of Fresno
City of Frisco
City of Helena
City of Houston
City of Hurst
City of Issaquah
City of Kent
City of Killeen
City of Missoula
City of Modesto
City of North Las Vegas
City of Orem
City of Poway
City of Rexburg
City of Rosenberg
City of Shelley
City of Sparks
City of Terrell
City of Thornton
City of West Jordan
City Waste Paper, Inc
Clark Public Utilities
Clark Regional Waste Water
Colorado Springs Utilities
CPS Energy
Douglas County
Duke Energy
Duncan Disposal
EDCO Waste & Recycling Service
El Paso Electric Company
El Paso Water
Evergreen Disposal
Evergreen Metro District
Flathead County Water
Flathead Electric Cooperative, Inc.
Gas Company
Hargus Disposal
Harris County Mud 366
Idaho Power
Imperial Irrigation District

Indio Water Authority
Intermountain Gas
Intermountain Rural Electric Association
Lakeview Light & Power
Lakewood Refuse Service
Las Vegas Valley Water District
Modesto Irrigation District
Mountain Water Co.
New Braunfels Utilities
NorthWestern Energy
NW Harris Co. Mud # 6
NW Natural
Pedernales Electric
PG & E
PGE Portland General Electric
Piedmont Natural Gas
Pierce County
Pride Disposal Company
Puget Sound Energy
Questar Gas
Riverside Public Utilities
Rocky Mountain Power
Rubatino Refuse Removal Inc
Sammamish Plateau
San Diego Gas & Electric
Sierra Pacific Power Co.
Snohomish County
Southern California Edison
Southwestern Electric Power (American Electric Inc)
Strategic Energy
Texas Gas Service
Truckee Meadows Water
Tualatin Valley Water District
United Power
United Water
Utility Services
Waste Connections - Vancouver District 210
Waste Management
West Haven Special District
WTU Retail Energy
Xcel Energy
ADG Communications

AllTel
Arkadin Global
ATT
ATT Mobility
Broadwing/L3 Communications
CCI Network Services
Cellular One
CenturyTel
eFax Corporate
Embarq
Excel
Frontier
Gila River Telecom
Granite
Integra Telecom
InteCall
Matrix Telecom Inc
MetTel
NTS Communications Inc
PAETEC Communications
Qwest
Sprint-Nextel
TelePacific Communications
TW Telecom
UCN Inc
Verizon
Westel Fiber

Landlords

ER Management
Federal Blvd Properties LP
Eugene MonKarsh
Opus West Corporation
Condos LLC
Boston Properties
Thunderhead Holdings
Westland Enterprises
The Gateway
Randolph Davis
Sandra Davis
George Davis
Jody Davis
3 Boulders LLC

Boulders West LLC
San Marcos Plaza
JPV LLC
SSS Properties LLC
Southwest Land Development
RAMI Enterprises
Lone Butte Industrial Park
Beck Properties
ViaWest
B&T LLC
MK Plaza Trust
Nyle Tanner
The Outfitters Building
Stutzman Properties LLC
Modern Building Systems, Inc.
Intermountain Design & Display Center
Dan Treinen
Resun Leasing Inc.
Youngquist Investments, Ltd.
Elwood HA, LLC
Hillcrest Partners Joint Venture
Douglas C Moore
Tivydale Business Park
Sam Golden
RUMA, Ltd.
Railroad Management Company LLC
Braker Center LP
Chase Merritt/PW Plaza Phase I, Ltd.
Kevin Mendenhall
Steel Yards LLC
Your Daily Home Show LLC
Aramark-Wahweap Marina
San Joaquin Valley RR Co
CRP Holdings B.L.P
LF Limited LP
Cedar Mill Lumber & Hardware Co., Inc.
RRW LLC
Pitney Bowes
De Laga Landen
Ricoh
Toshiba Financial Services
General Electric Capital Corp.

2930 Marco St. LLC
Cactus Bloom LLC
Chamberlain Development LLC
Greenwood & McKenzie Real Estate Investments
Crow, Darryl
Dependable Sheet Metal
Eckenrode, David
Federal Boulevard Properties LIP
Gillis, John David
Gregg Street, LLC
Hawley Family Trust
Houston Distributing Company, Inc.
JH Associates LLC
Kubich David & Patricia
Lainer One, LP
Massie & Co.
Leaman Building Materials LP
MW LLC
Northpark LLC
NWV Cener LTD
Price Lakeshore LLC
Ralph Road LLC
Sargent, Walter
Scottsdale Ridge Property Office LLC & Condominium LLC
Space Center Mira Loma, Inc.
SRC Oates LLC
SRC Peillsier LLC
SRC Polaris LLC
SRC Spencer LLC
Stedebaker, Steve & Becky
Sundance Investments LP
The Home Emporium
Turderhead Holdings
Union Pacific Railroad
VEPA III, LLC
Waycon Development
Westland Enterprises
Wooten Properties LLP
WS Properties
ABC Supply Company Inc
Ace Construction Supply LLC
Advanced Power Projects

Complete Office of California
Drewry Commercial Services
GPS Insight LLC
Las Vegas Metropolitan Police Department
National Store Fixtures
North-Pacific Group
Premier Refinancing
Storage Mobility of Colorado LLC
Sunstar
Winco Foods, LLC
NMHG
Pacific Office
Penske
Penske Maintenance Contracts

Insurers

Marsh USA, Inc.
Integro USA, Inc.
Aon, Inc.
ACE American Insurance Co.
Westchester Surplus Lines Ins. Co.
All Risks Ltd.
AXIS Surplus Insurance Company
Max Specialty Insurance Company
Aspen Insurance UK Limited
Marsh Global Markets (Dublin) Limited
Lexington Insurance Company UKB
Marsh Ltd.
Tower Place
London, N/A EC3R 5 BU
XL Europe Limited
Catlin Insurance Company (UK) Ltd.
Max Re Ltd.
SR International Business Insurance
Marsh AG
AIG Excess Liability Insurance Company Ltd.
American Int'l Specialty Lines Ins. Co.
Western Risk Specialists Inc.
XL Specialty Ins. Co.
W Brown & Associates Insurance Service
Federal Ins. Co.
National Union Fire Insurance Co. of Pittsburgh PA
Arch Ins. Company

XL Insurance Ltd.
Starr Excess Liab Ins Co Ltd.
Old Republic Insurance Company
Zurich American Ins. Co.
Swiss Re
AIGCEL
Midwest Employers Casualty Co.
AIG Environmental
Chubb Group of Insurance Companies
AIG Cat Excess
Indemnity Ins. Co. of N.A. (ACE)

Top 50 Customers

Western National Contractors
D.R. Horton, Inc.
K B Home
The Chanen Corporation
The Ryland Group Inc.
Barratt American Incorporated
Mel-Re Construction, Inc.
Wilshire Homes Of Texas Ltd.
The Astoria Corporation
Woodrow Taylor Homes Inc.
Pulte Homes, Inc.
Woodside Group Inc.
Ff Development L.P.
Van Guard Construction, LLC
Phi Holding Inc.
Ashton Woods USA L.L.C.
J.F. Shea Construction, Inc.
Nevis Homes, LLC
Ducati Development Group, LLC
Framemax, Inc.
Weekley Homes, L.P.
David Powers Homes L.E., Ltd.
Prime Investors & Developers Inc.
Ivory Homes, Ltd.
Weyerhaeuser Company
Wl Homes LLC
Storybook Homes LLC
Toll Brothers, Inc.
Main Street Ltd.
Mansions Custom Homes Iv LLC

Borm Associates Inc.
Olson Urban Housing LP
Highway One Construction, Inc.
M.D.C. Holdings, Inc.
Bonadelle Development Corp.
Core Construction Svcs Nev Inc.
Lyle Homes, Inc.
Prescott Homes Inc.
Fantasy Construction Inc.
Colrich Construction, Inc
Mhi Mortgage
Highland Homes, Ltd.
Meritage Homes Corporation
Davidson Communities LLC
Standard Pacific Corp.
Pannunzio, Inc.
Greystone Multi-Family Builders, Inc.
Summit Companies Of Jacksonville, Inc.
Centex Corporation
Signature Properties, Inc.

Top 50 Vendors

Weyerhaeuser NR Company
Boise Cascade BMDD
General Electric Co.
Marvin Windows & Doors
JP Morgan Chase Bank
Masonite
Hampton Distribution Companies
James Hardie Building Products
Guardian Building Products
Bluelinx Corporation
Louisiana Pacific Corp.
DW Distribution
SB Mira Loma Reload
Columbia Forest Products
Ainsworth Lumber Co Ltd.
Mitek Industries Inc.
Huttig Building Products
Jeld Wen Windows & Doors
American Intl. Forest Products
Swanson Group
Milgard Manufacturing Inc.

SB Dist Nevada LBM
Silver State Materials Corp.
JM Thomas Forest Products
Lumber Products
Potlatch Land & Lumber LLC
Orepac Bldg Products
White Cap
True Value
Sauder Mouldings
Therma Tru Corp.
West Fraser Mills Ltd.
All Coast Forest Products
Taiga Forest Products Ltd.
Woodgrain
Sun Mountain Lumber Company
Sierra Pacific Industries
Db Constructors Inc.
Capital Lumber Company
Martco Partnership
Coffman Stairs LLC
Atrium Companies Inc.
Riley Creek Co.
Aristokraft
Masonite Entry Systems
Cedar Creek Lumber Inc.
Lifetime Doors Inc.
Ferguson Enterprises Inc.
Lumber Yard Supply Co.
Ready Mix Inc.

Other Interested Parties

GE Capital Corp.
Microsoft
Prudential
CIT Technology Financing Services, Inc.
Benesch Friedlander Copan & Sampson LLC
Bradford Sandler
Jennifer Hoover
Jennifer Smith
Cypress Fairbanks ISD
Fort Bend County
Harris County
Linebarger Goggan Blair & Sampson

Bexar County
Texas Comptroller of Public Accountants of State of Texas
Kimberly Walsh
Dallas County
Morris Nichols Arsht & Tunnell
Allen Matkins Leck Gamble Mallory & Natsis
Robert J. Dehney
Erin R. Fay
Debra A. Riley
D.R. Horton, Inc.
Local Texas Taxing Authorities
McCreary Veselka Bragg & Allen
Michael Reed
Post & Schell
Brian W. Bisignani
Aon Consulting
Arrowood Indemnity Company
Cross & Simon LLC
Michael J. Joyce
John M. Flynn
Carruthers & Roth
Cedar Creek Lumber, Inc.
Timothy A. Million
Randall Rios
Muhsch Hardt Kopf & Harr
Constellation New Energy - Gas Division LLC
Jackson Walker LLC
D. Elaine Conway
Bruce J. Ruzinsky
Heather M. Forrest
JELD-WEN, Inc.
Christopher Alston
Foster Pepper PLLC
Airgas Inc
Smith Katzenstien & Furlow
Kathleen M. Miller
David Boyle
Barrette, Robert
Garcia, Robert
Knipp, Lawrence
Milligan, William
Volkman, John

EXHIBIT 2⁴

<u>Debtors' Party</u>	<u>Arent Fox Relationship</u>
Bayside Capital, Inc. (an affiliate of HIG Capital)	McCalla Company (an affiliate of Bayside Capital, Inc.): Other Interested Party
Gibson Dunn and Crutcher	Current and Former Other Interested Party; Former Client-Friendly; Former Adverse
Cooperatieve Centrale Raiffeisen-Boerenleenbank, BA (Rabobank)	De Lage Landen (an affiliate of Cooperatieve Centrale Raiffeisen-Boerenleenbank, BA (Rabobank)): Other Interested Party
Grant Thornton	Former Client
HSBC Bank, subsidiary of HSBC Holdings PLC	Current and Former Client; Current and Former Client Friendly; Current and Former Adverse; Current and Former Other Interested Party
Kevin Fisher, David Dedyo (Paul Hastings)	Paul Hastings Janofsky & Walker LLP: Other Interested Party
KPMG Tax (Finland) People Services	Client
Peter J. Solomon Company	Client Friendly
PricewaterhouseCoopers LLP	Former Client; Other Interested Party
PWC Lehman	Other Interested Party
US Bank, subsidiary of US Bancorp	Client; Client Friendly; Other Interested Party
Wells Fargo, NA	Current and Former Client; Current and Former Client Friendly; Current and Former Adverse; Current and Former Other Interested Party

⁴ Party relationships are classified as: (i) Client; (ii) Former Client (no active matters are attributed to the client because all amounts have been billed and the entity or individual is no longer considered a client); (iii) Adverse; (iv) Other Interested Party (a party that is not a Client, a Former Client, Client Friendly or Adverse); (v) Client Friendly (a party who refers a client to Arent Fox; an affiliate of the client; possibly an officer or party who is not adverse to the client; or a party who is generally aligned with the Arent Fox client).

<u>Debtors' Party</u>	<u>Arent Fox Relationship</u>
Young Conaway Stargatt & Taylor	Other Interested Party; Former Adverse Young Conaway Stargatt & Taylor and Arent Fox are co-counsel representing Choice in a proceeding pending in Delaware, <u>Choice v. PLC</u> .
Weyerhaeuser	Current Client, Current Client Friendly, Current Adverse, Other Interested Party; Former Client Friendly; Former Adverse
Daniel T. Shelley Trust	Dan Shelley – Former Adverse
Boise Cascade	Current and Former Other Interested Party; Former Adverse
Steven H. Pearson	Steven Pearson – Current Other Interested Party
Simpson Strong Tie, Inc.	Current Adverse
James Hardie Building Products	Former Client Friendly
Milgard Manufacturing	Current Other Interested Party; Current Adverse
White Cap	Current Other Interested Party
Ready Mix, Inc.	Current Other Interested Party; Former Adverse; Former Co-Party; Former Client Friendly
Cemex, Inc.	Current Other Interested Party; Former Adverse
Coffman Stairs LLC	Former Adverse
Louisiana Pacific Corp	Former Client Friendly
Columbia Forest Products	Current and Former Adverse
True Value	Current Client-Friendly
Mitek Industries, Inc.	Former Adverse; Former Other Interested Party
Primesource	Current Other Interested Party; Former Adverse

<u>Debtors' Party</u>	<u>Arent Fox Relationship</u>
Northpark LLC	Current Co-Party; Current and Former Adverse; Current and Former Other Interested Party
Sundance Investments LP	Former Other Interested Party
Union Pacific Railroad	Current and Former Adverse; Current and Former Other Interested Party
W/S Properties LLP	W/S Peak Canton Properties LLC
ABC Supply Company Inc.	Current other Interested Party; Former Client-Friendly; Former Adverse
NMHG	NMHG Financial Services – Current Other Interested Party
Pitney Bowes	Former Client; Current and Former Adverse; Current and Former Client-Friendly; Current and Former Other Interested Party
De Laga Landen	Current Other Interested Party
Ricoh	Former Client; Former Other Interested Party
General Electric Capital Corp.	GE Capital – Current and Former Adverse; Current and Former Other Interested Party; Former Client; Former Client Friendly General Electric – Current and Former Client; Current and Former Client-Friendly; Current and Former Co-Party; Current and Former Adverse; Current and Former Other Interested Party
Fort Bend County	Current Other Interested Party
Harris County	Current Other Interested Party
Linebarger Goggan Blair & Sampson	Current and Former Adverse; Current Other Interested Party
Bexar County	Former Adverse; Former Other Interested Party
Dallas County	Current Other Interested Party; Former Client-Friendly

<u>Debtors' Party</u>	<u>Arent Fox Relationship</u>
Morris Nichols Arsht & Tunnel	Current and Former Adverse; Former Client; Former Client Friendly
Allen Matkins Leck Gamble Mallory & Natsis	Current Client; Current Adverse; Current and Former Other Interested Party
Robert J. Dehney	Current Adverse
D.R. Horton	Current and Former Other Interested Party; Former Adverse
Aon Consulting	Former Other Interested Party
Cross & Simon LLC	Current Other Interested Party
John M. Flynn	John Flynn – Former Adverse
Muhsch Hardt Kopf & Harr	Former Client
Constellation New Energy – Gas Division LLC	Constellation/Energy – Current Client Friendly; Current Adverse; Current Other Interested Party
Jackson Walker LLC	Former Adverse
Foster Pepper PLLC	Former Client Friendly
Airgas Inc	Current and Former Client; Current and Former Other Interested Party; Former Adverse
Kathleen M. Miller	Current Adverse
David Boyle	David A. Boyle – Former Client-Friendly
Richards Layton & Finger	Current Adverse; Current Other Interested Party; Former Client
Klehr Harrison Harvey Branzberg & Ellers	Current and Former Client; Current Adverse
Benesch Friedlander Copan & Sampson LLC	Current Other Interested Party; Former Co-Party
Bradford Sandler	Brad A. Sandler – Former Adverse
BNP Paribas	Current Adverse; Former Client; Former Other Interested Party

<u>Debtors' Party</u>	<u>Arent Fox Relationship</u>
SunTrust Bank	Former Cleint
JP Morgan Chase	Current and Former Client; Current and Former Client Friendly; Current and Former Adverse; Current and Former Other Interested Party
Laselle Bank	Former Client; Current and Former; Adverse; Current Other Interested Party; Former Other Interested Party
Rabobank	Current and Former Adverse; Current and Former Other Interested Party
Raymond James	Current and Former Other Interested Party; Current Adverse
Union Bank of California	Former Client; Current Other Interested Party; Current and Former Adverse
PNC Bank	Current Client; Current and Former Adverse; Former Other Interested Party
Commerzbank	Current and Former Adverse; Current and Former Client Friendly; Current Client Friendly; Current Other Interested Party
Guaranty Federal Bank	Current and Former Adverse
Bank of New York (OWS) Bank of New York (Blue Mountain) Bank of New York (Jersey Street)	Current and Former Client; Current and Former Client Friendly; Current and Former Adverse; Current and Former Other Interested Party
Bank Leumi	Former Client; Current and Former Adverse Party; Current and Former Other Interested Party
D.E. Shaw Laminar Portfolios	Current and Former Adverse; Current Other Interested Party
Bank of America	Current and Former Client; Current and Former Client Friendly; Current and Former Adverse; Current and Former Other Interested Party
Morgan Stanley	Former Client; Current and Former Client Friendly; Current and Former Adverse; Current and Former Other Interested Party

<u>Debtors' Party</u>	<u>Arent Fox Relationship</u>
Edwards Angell Palmer & Dodge	Former Client; Current Other Interested Party
MFS	Former Other Interested Party
The Hartford	Current Adverse; Current Other Interested Party
Lehman Commercial Paper	Current Adverse
Kekst and Company	Current Other Interested Party
Boston Properties	Former Client; Current and Former Adverse; Former Client Friendly; Current and Former Other Interested Party
APS	Current Other Interested Party; Former Adverse
Black Hills Energy	Current Other Interested party
Admos Energy	Current and Former Other Interested Party
CenterPoint Energy	Current Other Interested Party
City of Austin	Current Other Interested Party; Current Adverse
City of Charlotte	Current Other Interested Party
City of Fresno	Current Other Interested Party
City of Houston	Current Other Interested Party
City of Missoula	Current Other Interested Party
Douglas County	Current Other Interested Party
Duke Energy	Former Client; Current and Former Adverse Party; Current and Former Other Interested Party
Duncan Disposal	Current Other Interested Party
Idaho Power	Current Adverse; Current Other Interested Party
Modesto Irrigation District	Former Adverse Party
PG&E	Former Client; Current and Former Adverse; current Other Interested Party
Piedmont Natural Gas	Former Adverse
Puget Sound Energy	Current Other Interested Party

<u>Debtors' Party</u>	<u>Arent Fox Relationship</u>
Questar Gas	Current Other Interested Party
Rocky Mountain Power	Current Other Interested Party
San Diego Gas & Electric	Current Other Interested Party; Former Adverse
Southern California Edison	Current Other Interested Party; Former Adverse
Snohomish County	Current Other Interested Party
United Water	Current Other Interested Party; Current Adverse; Former Client Friendly
Waste Management	Current and Former Client; Current and Former Other Interested Party; Current and Former Adverse
WTU Retail Energy	Former Adverse; Current and Former Other Interested Party
AllTel	Former Adverse; Current and Former Other Interested Party
Cellular One	Former Client; Former Adverse
CenturyTel	Current Other Interested Party; Current Adverse
Embarq	Current Other Interested Party; Current Adverse
Excel	Current and Former Adverse; Current and Former Other Interested Party
Integra Telecom	Current Other Interested Party
PAETEC Communications	Current Other Interested Party; Current Adverse
Qwest	Current and Former Client; Current and Former Other Interested Party; Current and Former Adverse
Sprint-Nextel	Current Client; Former Adverse; Current and Former Other Interested Party
TelePacific Communications	Current Other Interested Party
Verizon	Former Client; Current and Former Adverse; Current and Former Other Interested Party; Current Client Friendly
Aon, Inc.	Current Other Interested Party; Current Client; Former Adverse
Marsh USA Inc.	Current Other Interested Party; Current and Former Adverse
All Risks Ltd.	Former Adverse

<u>Debtors' Party</u>	<u>Arent Fox Relationship</u>
Federal Ins. Co.	Former Adverse
XL Insurance Ltd.	Current Adverse
Zurich American Ins. Co.	Former Adverse; Former Client; Former Client Friendly
Swiss Re	Current Adverse; Current Other Interested Party
Chubb Group	Current Client Friendly
KB Home	Current Client
Pulte Homes, Inc.	Current Client Friendly; Current and Former Adverse
JF Shea Construction	Current Client Friendly
Toll Brothers	Current and Former Adverse
MDC Holdings Inc	Former Client
Mhi Mortgage	Current Client Friendly
Centex Corporation	Former Client; Former Adverse
James Hardie Building Products	Former Client Friendly
Columbia Forest Products	Former Adverse
Milguard Manufacturing	Current Adverse
White Cap	Current Other Interested Party
West Frasier Mills Ltd	Former Other Interested Party
Coffman Stairs LLC	Former Adverse
Ferguson Enterprises	Former Client; Current Other Interested party; Former Adverse
Ready Mix	Current Client Friendly
Microsoft	Former Client; Current and Former Adverse; Current and Former Other Interested Party; Current Client Friendly
Prudential	Current and Former Client; Current and Former Adverse; Current and Former Other Interested Party; Former Client Friendly
CIT Technology Financing Services, Inc.	Current and Former Other Interested Party

EXHIBIT B

1. Robert Garcia
2. Space Center Mira Loma, Inc.
Attn: Michael Urbanos
2501 Rosegate
St. Paul, MN 55113
Phone: 651-604-4209
Fax: 651-604-4222
3. Atrium Companies, Inc.
Attn: Ray Sims
3890 West Northwest Highway
Suite 500
Dallas, TX 75220
Phone: 214-583-1625
Fax: 214-630-3762

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----	X	
In re:	:	
	:	Chapter 11
BUILDING MATERIAL HOLDING	:	
CORPORATION, <u>et al.</u> ¹	:	Case No. 09-12074 (KJC)
	:	
Debtors.	:	Jointly Administered
-----	X	

**ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF
ARENT FOX LLP AS ATTORNEYS FOR THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS *NUNC PRO TUNC* TO JUNE 26, 2009**

Upon the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Building Materials Holding Corporation and its affiliates, as debtors and debtors-in-possession (collectively, the “Debtors”), for entry of an order authorizing the employment and retention of Arent Fox LLP (“Arent Fox”) as counsel to the Committee, *nunc pro tunc* to June 26, 2009, pursuant to Sections 504 and 1103(a) of Title 11 of the United States Code §§ 101 *et seq.* (the “Bankruptcy Code”) and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014–1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”); and upon the Declaration of Andrew I. Silfen (the “Silfen Declaration”) in support of the Application; and it appearing that Arent Fox represents no interest adverse to the Committee, the Debtors, the Debtors’ estates, or their creditors with respect to the matters for which Arent Fox is to be engaged, that Arent Fox is a disinterested

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).

person as that term is defined in Section 101(14) of the Bankruptcy Code, and that the employment and retention of Arent Fox is necessary and in the best interests of the estates; and good and adequate notice of the Application having been given, and after due deliberation and sufficient cause appearing; therefor, it is hereby

ORDERED, that the Application is APPROVED and GRANTED; and it is further

ORDERED, Arent Fox's employment is necessary and in the best interests of the Debtors' estates, and creditors; and Arent Fox's hourly rates for its paralegals and attorneys set forth in the Silfen Declaration are reasonable; and it is further

ORDERED, that pursuant to Section 1103 of the Bankruptcy Code, and Bankruptcy Rules 2014(a) and 5002 and Local Bankruptcy Rule 2014-1, the Committee is hereby authorized and empowered to employ and retain Arent Fox LLP as its counsel, effective *nunc pro tunc* to June 26, 2009, on the terms and conditions set forth in the Application and the Silfen Declaration, and the retention of Arent Fox LLP as counsel in accordance with Arent Fox's normal hourly rates and disbursement policies as set forth in the Silfen Declaration is hereby approved, except as expressly provided herein; and it is further

ORDERED, that compensation and reimbursement of expenses to be paid to Arent Fox LLP shall be paid as an administrative expense of the Debtors' estates in such amounts as shall be allowed and determined upon appropriate applications to the Court pursuant to Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the United States Trustee Guidelines for fees, and all orders and such other procedures as may be fixed by the Court; and it is further

ORDERED, that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: Wilmington, Delaware
 _____, 2009

UNITED STATES BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

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

X

Chapter 11

Case No. 09-12074-KJC

Jointly Administered

X

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing **Application for an Order Authorizing Employment and Retention of Arent Fox LLP as Attorneys for The Official Committee of Unsecured Creditors *Nunc Pro Tunc* To June 26, 2009** was served by First Class United States mail, postage prepaid, on the 24th day of July, 2009 on all parties listed on the attached Service List.

/s/ **Bradford J. Sandler**

Bradford J. Sandler (DE #4142)

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).

2002 SERVICE LIST
BUILDING MATERIALS HOLDING CORPORATION
7/22/09

David G. Aelvoet, Esquire

Linebarger Goggan Blair & Sampson LLP
711 Navarro, Suite 300
San Antonio, TX 78205

representing **Bexar County**
Linebarger Goggan et al (*Creditor*)

Christopher M. Alston, Esquire

Foster Pepper PLLC
1111 Third Avenue, # 3400
Seattle, WA 98101

representing **JELD-WEN, inc. (*Creditor*)**

Robert F. Poppiti, Jr., Esquire

Sean Matthew Beach, Esquire

Donald J. Bowman, Jr., Esquire

Young, Conaway, Stargatt & Taylor
The Brandywine Building, 17th Floor
1000 West Street
PO Box 391
Wilmington, DE 19899

representing **Building Materials Holding Corporation**
(*Debtor*)

Kevin G. Collins, Esquire

Bifferato LLC
800 N. King Street
First Floor
Wilmington, DE 19801

representing **Gregg Street, LLC (*Interested Party*)**
Ralph Road, LLC (*Interested Party*)
The Restated Robert R. Thomas Trust dated April 14, 2009 (*Interested Party*)

D Elaine Conway, Esquire

Jackson Walker LLP
Jackson & Walker LLP
1401 McKinney St Ste 1900
Houston, TX 77010

representing **Constellation NewEnergy Gas Division**
(*Attorney*)

John D. Demmy, Esquire

Stevens & Lee, P.C.
1105 North Market Street, 7th Floor
Wilmington, DE 19801

representing **El Paso Lumber & Plywood, Inc. (*Creditor*)**

John P. Dillman, Esquire

Linebarger Goggan Blair & Sampson, LLP
P.O. Box 3064
Houston, TX 77253-3064

representing **Cypress-Fairbanks ISD (*Creditor*)**
Ford Bend County (*Creditor*)
Harris County (*Creditor*)

Erin R Fay, Esquire

Morris, Nichols, Arsht & Tunnell, LLP
1201 North Market Street
PO Box 1347
Wilmington, DE 19801

representing **D.R. Horton, Inc. (*Interested Party*)**

Christopher J. Giaimo, Esquire

Arent Fox, PLLC
1050 Connecticut Avenue, NW
Washington, DC 20036-5339

representing **Official Committee of Unsecured Creditors**
(Creditor Committee)

Megan N. Harper, Esquire

Wilson, Elser, Moskowitz, Edleman Dicker
Suite 1130 Curtis Center
Independence Square West
Philadelphia, PA 19106

representing **Atrium Companies, Inc. (Creditor)**

Paul Noble Heath, Esquire

Richards, Layton & Finger
One Rodney Square
P. O. Box 551
Wilmington, DE 19899

representing **Wells Fargo Bank, N.A. (Creditor)**

Thomas M. Horan, Esquire

Womble Carlyle Sandridge & Rice, PLLC
222 Delaware Avenue, Suite 1501
Wilmington, DE 19801

representing **All Coast Forest Products, Inc.**
(Creditor)

Michael Joseph Joyce, Esquire

Cross & Simon, LLC
913 North Market Street, 11th Floor
Wilmington, DE 19801

representing **Arrowood Indemnity Company (Creditor)**

Kathleen M. Miller, Esquire

Smith, Katzenstein & Furlow LLP
800 Delaware Avenue
P.O. Box 410
Wilmington, DE 19899

representing **Airgas, Inc. (Interested Party)**

Sheryl L. Moreau

Missouri Department of Revenue
P.O. Box 475
301 W. High Street, Room 670
Jefferson City, MO 65105

representing **Missouri Department of Revenue (Creditor)**

Charles J. Pignuolo, Esquire

Devlin & Pignuolo, P.C.
1800 Bering Drive, Suite 310
Houston, TX 77057

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Salt River Project *(Creditor)*
Southern California Edison Company *(Creditor)*

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Tarrant County *(Creditor)*

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