

**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)
)	
Debtor.)	Jointly Administered
)	
)	Hearing Date: August 11, 2009 at 2:30 p.m. (ET)
)	
)	Objection Deadline: August 6, 2009 at 4:00 p.m. (ET)

**APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF BUILDING MATERIALS HOLDING
CORPORATION FOR AN ORDER AUTHORIZING THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS TO EMPLOY BENESCH
FRIEDLANDER COPLAN & ARONOFF, LLP AS ITS DELAWARE
COUNSEL PURSUANT TO 11 U.S.C. SECTIONS 327
AND 1103, EFFECTIVE AS OF THE DATE OF THE APPOINTMENT
OF THE COMMITTEE**

The Official Committee of Unsecured Creditors (the "Committee") of Building Materials Holding Corporation, (the "Debtor") in this chapter 11 case hereby files this application (the "Application") for entry of an Order, pursuant to 11 U.S.C. §§ 327 and 1103, Fed. R. Bankr. P. 2014 and Del. Bankr. L.R. 2014-1, authorizing the employment of Benesch, Friedlander, Coplan & Aronoff, LLP ("Benesch") as Delaware counsel for the Committee. In support of the Application, the Committee relies upon the Verified Statement of Bradford J. Sandler (the "Verified Statement") attached hereto and incorporated herein by reference, and respectfully represents as follows:

¹ The Debtors, along with the last four digits of each Debtor's federal 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.

JURISDICTION

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this chapter 11 case in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief sought herein are 11 U.S.C. §§ 327 and 1103, and Fed. R. Bankr. P. 2014, and Del. Bankr. L.R. 2014-1.

BACKGROUND

3. On June 16, 2009 (the "Petition Date"), the Debtor commenced this case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "Bankruptcy Code"). Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtor continues in the management and operation of its businesses and property as debtor in possession. No trustee or examiner has been appointed in this case.

4. On June 26, 2009 the Office of the United States Trustee appointed the following members to the Committee: (i) Robert Garcia, (ii) Space Center Mira Loma, Inc., attn: Michael Urbanos, and (iii) Atrium Companies, Inc., attn: Ray Sims. At this time, the Committee selected Benesch to represent it as its Delaware counsel in this chapter 11 case.

RELIEF REQUESTED

5. Through this Application, the Committee seeks authority to employ Benesch as its Delaware counsel effective as of June 26, 2009, the date of the appointment of the Committee.

BENESCH IS WELL QUALIFIED TO REPRESENT THE COMMITTEE

6. With offices in Ohio, Delaware, Pennsylvania and Shanghai, China, Benesch is a nationally recognized law firm with extensive experience and expertise in bankruptcy and reorganization proceedings. The Committee seeks to employ Benesch to represent it and perform services for the Committee in connection with carrying out its fiduciary

duties and responsibilities under the Bankruptcy Code consistent with section 1103(c) and other provisions of the Bankruptcy Code.

7. Attorneys at Benesch have broad-based experience and a national reputation in bankruptcy and reorganization proceedings. Through Benesch, the Committee will have the benefit of such knowledge and experience, as well as the ability to call upon other attorneys within Benesch with expertise in other specialized areas of law as may be needed.

8. Subject to this Court's approval, Benesch will charge the Committee for its legal services on an hourly basis in accordance with its ordinary and customary rates in effect on the date such services are rendered, and submits that such rates are reasonable. In the normal course of business, Benesch revises its hourly rates from time to time to reflect economic and other conditions. All of Benesch's partners, associates and paralegals have one hourly rate. Set forth below is the current range of hourly rates that Benesch has informed the Committee that it presently charges for the legal services of its professionals.

Partners	\$320-\$645
Associates	\$240-\$300
Paralegals	\$160-\$195
Administrative Assistants	\$115-\$120
Document Clerks	\$115-\$120

Because the fees: (a) are based on hourly rates and will correspond to the degree of effort expended on the Committee's behalf, and (b) are Benesch's usual and customary rates for services of this nature, Benesch believes, and therefore avers, that the terms and conditions of Benesch's employment are reasonable.

9. In addition to the hourly rates set forth above, Benesch customarily charges its clients for all costs incurred, including photocopying charges, long distance telephone calls, outgoing facsimile transmissions, messengers, courier mail, computer assisted legal

research, overtime meals, transportation, travel, lodging, meal charges for travel and business meetings, printing, transcripts, court fees, document retrieval and similar items. As such, Benesch will be seeking reimbursement of all such charges incurred with respect to or on behalf of the Committee, consistent with this Court's Local Rules. The Committee has been advised that Benesch will use every effort to staff the engagement in a cost-effective manner, including utilizing the firm's paralegal assistants to handle those aspects of the case that can best be managed by a paralegal. Since Benesch is seeking employment as the Committee's Delaware and conflicts counsel, Benesch anticipates there will be no duplication of effort between it and the Committee's lead counsel, Arent Fox, PLLC.

10. Benesch intends to apply to this Court for periodic allowances of compensation and reimbursement of costs in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and general orders of this Court.

BENESCH IS A "DISINTERESTED PERSON"

11. Based on the Verified Statement, the Committee believes that Benesch does not hold any interest adverse to the Debtor's estate and, while employed by the Committee, will not represent any person having an adverse interest in connection with this case. However, the Committee is aware that Benesch represents and has represented Wells Fargo Bank ("Wells"), in matters unrelated to this bankruptcy case, and that Benesch has obtained a waiver of this conflict from Wells. Benesch has advised the Committee that it will not sue Wells, and if the Committee determines that it will sue Wells, it will retain special counsel. Accordingly, the Committee hereby waives any conflict of interest that this representation may cause Benesch. Further, based upon the Verified Statement, the Committee believes Benesch is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code.

12. The Committee believes that the employment of Benesch is necessary and in the best interests of the estate, enabling the Committee to carry out its fiduciary duties owed to creditors under the Bankruptcy Code.

NOTICE

13. This Application has been served on (a) counsel for the Debtor, (b) counsel for Wells Fargo Bank, (c) the Office of the United States Trustee, and (d) all persons who have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure. The Committee submits no further notice is required.

WHEREFORE, the Committee respectfully requests that the Court enter an Order, substantially in the form attached hereto, authorizing the employment of Benesch as counsel to the Committee, pursuant to sections 327 and 1103 of the Bankruptcy Code, as well as Fed. R. Bankr. P. 2014, and Del. Bankr. Local Rule 2014-1 with compensation and reimbursement of expenses to be paid pursuant to sections 330 and 331 of the Bankruptcy Code, and in accordance with applicable administrative procedures established by Order of this Court, if any, and for such other and further relief as the Court deems just and proper.

Respectfully Submitted,

OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF BUILDING MATERIALS
HOLDING CORPORATION,

By: 

Authorized Representative of the Official
Committee of Unsecured Creditors Building
Materials Holding Corporation

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:) Chapter 11
)
BUILDING MATERIALS HOLDING) Case No. 09-12074 (KJC)
CORPORATION, *et al.*,¹)
) Jointly Administered

Debtor.

**VERIFIED STATEMENT OF BRADFORD J. SANDLER, ESQUIRE,
IN SUPPORT OF THE APPLICATION OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF BUILDING MATERIALS HOLDING
CORPORATION FOR AN ORDER AUTHORIZING THE COMMITTEE TO
EMPLOY BENESCH FRIEDLANDER COPLAN & ARONOFF, LLP, AS ITS
DELAWARE COUNSEL PURSUANT TO 11 U.S.C. §§ 327 AND 1103, FED. R.
BANKR. P. 2014 AND DEL. BANKR. L.R. 2014-1, EFFECTIVE AS OF THE DATE
OF THE APPOINTMENT
OF THE COMMITTEE**

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

Bradford J. Sandler, Esquire, being duly sworn, deposes and declares under penalty of perjury:

1. I am an attorney duly admitted and in good standing to practice in the State of Delaware, the Commonwealth of Pennsylvania, the State of New Jersey, the State of New York, and am a partner with Benesch Friedlander Coplan & Aronoff LLP ("Benesch"), and I am authorized to make this verified statement (the "Verified Statement") on its behalf. My firm maintains an office for the practice of law at 222 Delaware Avenue, Suite 801, Wilmington, DE 19801. I submit this Verified Statement in support of the Application of the Official Committee of Unsecured Creditors of Building Materials Holding Corporation for an Order Authorizing the Committee to Employ

¹ The Debtors, along with the last four digits of each Debtor's federal 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.

Benesch, Friedlander, Coplan & Aronoff, LLP as its Delaware Counsel Pursuant to 11 U.S.C. §§ 327 and 1103, Fed. R. Bankr. P. 2014 and Del. Bankr. L.R. 2014-1 (the "Application").

2. This Verified Statement is given in part on personal knowledge and in part on information and belief based on discussions with individuals at Benesch whom I consider reliable for the purposes of the matters discussed, and in part on reviewing records provided to me by Benesch colleagues and employees.

3. Benesch is a nationally recognized firm with extensive experience in bankruptcy and reorganization proceedings, including, without limitation, representing debtors, debtors in possession, trustees, creditors' and creditors' committees, and other Chapter 11 and Chapter 7 cases. Its sophisticated practice also spans many other areas of law, including, without limitation, corporate, securities, employee benefits, tax, and intellectual property matters. The firm is well qualified to represent the Official Committee of Unsecured Creditors (the "Committee") of Building Materials Holding Corporation (the "Debtor") in this chapter 11 case as its Delaware and conflicts counsel.

4. To ascertain Benesch's "connections," as that term is used in Bankruptcy Rule 2014, with the Debtor and other parties-in-interest herein, Benesch reviewed a listing of all of their clients to determine whether any of them are known creditors, equity security holders, directors or officers of the Debtor. In addition, in order to supplement the review of Benesch's client list, a conflict memorandum containing the names of the Debtor's significant known creditors, officers, directors and equity security holders was circulated among Benesch's attorneys and legal assistants.

5. Based upon the results of the above-described inquiry and conflict check, Benesch, to the best of my knowledge and belief (after what I consider to be an appropriate inquiry), does not hold or represent any interest adverse to the Debtor's Estate, and is a "disinterested person" as that term is defined in sections 101(14) and 327(a) of the Bankruptcy Code, other than as follows: Benesch does and has represented Wells Fargo Bank ("Wells"), in matters unrelated to the above-captioned Debtor or its

bankruptcy case. Benesch has obtained a waiver from Wells Fargo. Benesch has agreed that it will not sue Wells Fargo.

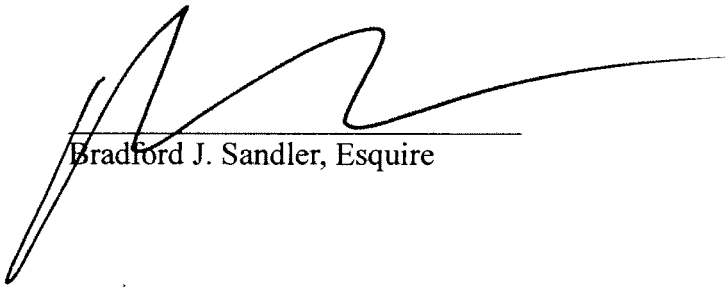
6. It is possible that Benesch, despite reasonable efforts to discover "connections" as described above, does have "connections" with creditors, directors, officers, equity security holders or parties-in-interest not disclosed in this Verified Statement. I am not aware, however, of any connections not disclosed. If I become aware of any additional connections, I will supplement this Verified Statement.

7. Subject to this Court's approval, Benesch will charge the Committee for its legal services on an hourly basis in accordance with its ordinary and customary rates in effect on the date such services are rendered and submits that such rates are reasonable. Benesch will seek reimbursement for all costs incurred, including photocopying charges, long distance telephone calls, outgoing facsimile transmissions, messengers, courier mail, computer assisted legal research, overtime meals, transportation, travel, lodging, meal charges for business travel and meetings, printing, transcripts, court fees, document retrieval and similar items. As such, Benesch will be seeking reimbursement of all such charges incurred with respect to or on behalf of the Committee, consistent with this Court's Local Rules.

8. No promises have been received by Benesch, nor any partner or any associate of Benesch, as to compensation in connection with this case other than in accordance with section 504 of the Bankruptcy Code. Neither Benesch, nor any partner or any associate of Benesch, has any agreement with any other entity to share with such entity any compensation received by Benesch in connection with this case.

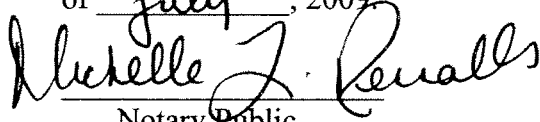
9. By reason of the foregoing, I believe that Benesch is eligible for employment by the Committee pursuant to sections 327 and 328 of the Bankruptcy Code and the applicable Bankruptcy Rules.

Dated: July 29, 2009



Bradford J. Sandler, Esquire

Sworn to and subscribed
before me this 29th day
of July, 2009.



Michelle L. Rennalls
Notary Public

MICHELLE L. RENNALLS
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Aug. 3, 2010

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:) Chapter 11
)
BUILDING MATERIALS HOLDING) Case No. 09-12074 (KJC)
CORPORATION, *et al.*,¹)
) Jointly Administered

Debtor.

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF BUILDING MATERIALS HOLDING
CORPORATION TO EMPLOY BENESCH FRIEDLANDER COPLAN &
ARONOFF, LLP AS ITS DELAWARE COUNSEL PURSUANT TO 11 U.S.C. §§
327 AND 1103, FED. R. BANKR. P. 2014, AND DEL. BANKR. L.R. 2014-1,
EFFECTIVE AS OF THE DATE OF THE APPOINTMENT
OF THE COMMITTEE**

Upon the application (the "Application")² of the Official Committee of Unsecured Creditors (the "Committee") of Building Materials Holding Corporation, (the "Debtor") for an Order authorizing the Committee to employ Benesch Friedlander Coplan & Aronoff, LLP ("Benesch") as its Delaware counsel in this chapter 11 case, effective as of the date of the appointment of the Committee, and the Court having reviewed the Application and the Verified Statement of Bradford J. Sandler in Support of the Application (the "Verified Statement"), a partner in the law firm of Benesch, attached to the Application; and the Court having determined that the legal and factual bases set forth in the Application and the Verified Statement establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

¹ The Debtors, along with the last four digits of each Debtor's federal 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.

² Capitalized terms not defined herein have the meaning given to them in the Application.

- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- C. Notice of the Application was sufficient under the circumstances.
- D. The Application and the Verified Statement are in full compliance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Local Rules of this Court (the "Local Rules").

IT IS HEREBY ORDERED THAT:

- 1. The Application is GRANTED.
- 2. The Committee is authorized to employ Benesch as its Delaware counsel in this chapter 11 case in accordance with the Application and the Verified Statement.
- 3. Benesch is authorized to perform any and all legal services for the Committee that are necessary or appropriate in connection with this chapter 11 case.
- 4. Benesch shall be compensated for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other applicable orders of this Court.

Dated:

BY THE COURT:

Kevin J. Carey
Chief United States Bankruptcy Judge