

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
In re:

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

Chapter 11

Case No. 09-12074-KJC

Jointly Administered
----- X

**APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF EXECUTIVE SOUNDING BOARD ASSOCIATES
INC. AS FINANCIAL ADVISORS TO 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, *et al.* (“Debtors”), as and for its application (the “Application”) seeking entry of an order authorizing the employment and retention of Executive Sounding Board Associates Inc. (“ESBA”) as financial advisors to the Committee, *nunc pro tunc* to June 26, 2009, pursuant to Sections 327, 504 and 1103(a) of Title 11 of the United States Code §§ 101 *et seq.* (the “Bankruptcy Code”), Rules 2014 and 2016 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 Rules”). In support of this Application, the Committee submits the Affidavit of Daniel Kerrigan (the “Kerrigan Affidavit”), annexed hereto as Exhibit A and incorporated herein by reference, and respectfully represents as follows:

¹ The Debtors, along with the last four digits of each Debtor’s tax identification number, are as follows: Building Materials Holding Corporation (4269); BMC West Corporation (0454); SelectBuild Construction, Inc. (1340); SelectBuild Northern California, Inc. (7579); Illinois Framing, Inc. (4451); C Construction, Inc. (8206); TWF Construction, Inc. (3334); H.N.R. Framing Systems, Inc. (4329); SelectBuild Southern California, Inc. (9378); SelectBuild Nevada, Inc. (8912); SelectBuild Arizona, LLC (0036); and SelectBuild Illinois, LLC (0792).

BACKGROUND²

The Debtors and their Business

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.

² The background facts set forth herein are stated upon information and belief, and are based upon the representations contained in papers filed by the Debtors in these proceedings. No statement contained herein shall be binding on, or be deemed an admission by, the Committee or its members with regard to the accuracy or completeness of any such background facts.

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. On that day, 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.

5. On June 29, 2009, the Committee selected and formally voted to retain ESBA as its financial advisors, 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. Sections 327, 504 and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014 are the statutory predicates for the relief sought by this Application.

RELIEF REQUESTED

7. The Committee seeks to employ ESBA, which maintains offices for accounting and financial advisory purposes at 1350 Broadway, Suite 702, New York, New York, 10018 and several other locations including Wilmington, Delaware, as its financial advisors in these Chapter 11 cases.

8. The Committee selected ESBA for the reason that the professionals of ESBA have considerable expertise in matters of this character as more fully set forth in the Kerrigan Affidavit filed herewith. Accordingly, the Committee believes that ESBA is well qualified to provide financial advisory services to the Committee in these proceedings.

SERVICES TO BE RENDERED BY ESBA

9. The services that the Committee may request include, but are not limited to, the following:

- (a) Assist the Committee in refinancing and marketing and sales efforts of the Debtors and their assets, including locating potential purchaser and/or investors;
- (b) Assist the Committee in valuing the Debtors' assets;
- (c) Analyze the Debtors' operations prior to and after the Petition Date as the Committee deems necessary;
- (d) Analyze the Debtors' financial information prior to and after the Petition Date as the Committee deems necessary;
- (e) Assist the Committee in evaluating liquidating cash flows and/or other projections prepared by the Debtors-in-Possession or their financial advisors;
- (f) Assist the Committee in reviewing monthly statements of operations submitted by the Debtors-in-Possession or their financial advisors;
- (g) Scrutinize cash disbursements on an ongoing basis for the period subsequent to the Petition Date;
- (h) Conduct financial investigations that are necessary and appropriate to these proceedings, and report thereon to the Committee and its counsel;
- (i) Support the Committee and its counsel in efforts related to litigation and/or contested matters, as necessary;
- (j) Consult with the Committee and its counsel on financial matters and provide such other professional services as may be necessary;
- (k) Analyze transactions with insiders, related and/or affiliated companies;
- (l) Assist the Committee and its counsel in any litigation proceedings against the financing institution of the Debtors, insiders and other potential adversaries, providing testimony if necessary;
- (m) Assist the Committee in reviewing financial aspects of any plan of reorganization submitted by the Debtors or any other party-in-interest;
- (n) Assist the Committee in the financial aspects of developing a proposed plan of reorganization, if necessary;
- (o) Attend meetings of creditors and confer with representatives of the Committee and their counsel; and
- (p) Perform any other services as financial advisors to the Committee that the Committee may deem necessary or that may be requested by counsel or the Committee.

10. ESBA has indicated a willingness to act on behalf of the Committee and render the necessary professional services as financial advisor for the Committee.

11. To the best of the Committee's knowledge, information and belief, and except as otherwise set forth in the Kerrigan Affidavit Declaration, ESBA and its respective employees neither represent nor hold any interest adverse to the Committee, the Debtors or their estates, the Debtors' creditors or any other party-in-interest herein or their respective professionals in matters relating to these bankruptcy proceedings. To the best of the Committee's knowledge, and subject to the Kerrigan Affidavit, ESBA is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code.

12. The Committee believes that the retention of ESBA is in the best interests of the Committee, the Debtors' estates and the Debtors' creditors.

13. It is essential that the Committee employ a financial advisor to render the foregoing professional services in order to assist the Committee with its duties and to handle the many issues that may arise in the context of these cases. The Committee believes that ESBA is well qualified to serve as its financial advisor in these proceedings and that the retention of ESBA is in the best interests of the creditors and the estate.

14. Because of the urgent and time-sensitive nature of several matters pending in these proceedings, the Committee has requested that ESBA immediately begin several of the tasks outlined in paragraph 10 above. The services to be rendered by ESBA will compliment, and not duplicate, those services to be rendered by other professionals retained by the Committee and the Debtors in these bankruptcy cases, and every effort will be made to ensure that ESBA's services are rendered in the most cost-effective manner possible.

COMPENSATION TO ESBA

15. ESBA's proposed compensation is set forth in the accompanying Kerrigan Affidavit. In summary, ESBA seeks payment for its hourly professional charges and disbursements. The Committee and ESBA understand that any compensation or reimbursement of expenses paid to ESBA must be approved by this Court upon application therefor consistent with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules of this Court.

16. In addition, subject to the Court's approval, ESBA reserves the right to seek a transaction or success fee in connection with the services rendered in these cases.

NOTICE AND PRIOR APPLICATIONS

17. Notice of this Application has been given to (i) the Office of the United States Trustee, (ii) counsel to the Debtor, and (iii) all parties who filed a notice of appearance pursuant to Fed. R. Bankr. P. 2002. The Committee respectfully submits that no further notice of the relief requested herein is necessary.

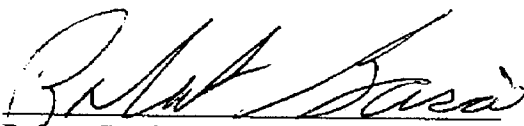
18. No prior application for the relief sought herein has been made to this or any other Court.

CONCLUSION

WHEREFORE, the Committee respectfully requests that this Court enter an Order (i) authorizing the employment and retention of ESBA as its financial advisor, *nunc pro tunc* to June 26, 2009, on the terms and conditions set forth herein and the Kerrigan Affidavit filed herewith, with fees and expenses to be paid pursuant to the Bankruptcy Rules, the Local Rules of this Court, and such other orders as the Court may direct, and (ii) granting 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: _____
July 22, 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

CONCLUSION

WHEREFORE, the Committee respectfully requests that this Court enter an Order (i) authorizing the employment and retention of ESBA as its financial advisor, *nunc pro tunc* to June 26, 2009, on the terms and conditions set forth herein and the Kerrigan Affidavit filed herewith, with fees and expenses to be paid pursuant to the Bankruptcy Rules, the Local Rules of this Court, and such other orders as the Court may direct, and (ii) granting such other, further and different relief as is just and proper.

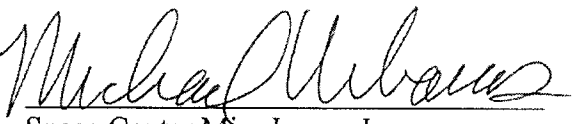
THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF NORWOOD
PROMOTIONAL PRODUCTS HOLDINGS,
INC., *et al.*

Dated: _____,
July __, 2009

By: _____
Robert Garcia

Phone:
Fax:

Dated: St. Paul, MN
July 31, 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

CONCLUSION

WHEREFORE, the Committee respectfully requests that this Court enter an Order (i) authorizing the employment and retention of ESBA as its financial advisor, *nunc pro tunc* to June 26, 2009, on the terms and conditions set forth herein and the Kerrigan Affidavit filed herewith, with fees and expenses to be paid pursuant to the Bankruptcy Rules, the Local Rules of this Court, and such other orders as the Court may direct, and (ii) granting 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: _____,
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 551

Dated: Dallas, TX
July 31, 2009

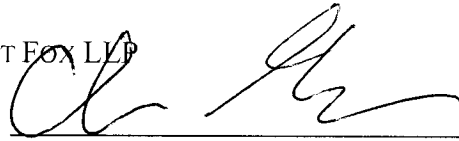
By:  _____
Atrium Companies, Inc.
Attn: Ray Sims
3890 West Northwest Highway
Suite 500
Dallas, TX 75220
Phone: 214-583-1625
Fax: 214-630-3762

Dated: Washington, DC
July 31, 2009

Counsel for the Official Committee of
Unsecured Creditors

ARENT FOX LLP

By:

Two handwritten signatures in black ink. The first signature is a cursive 'CJ' for Christopher J. Giaimo. The second signature is a cursive 'KA' for Katie A. Lane.

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

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**AFFIDAVIT OF DANIEL KERRIGAN PURSUANT TO BANKRUPTCY
RULE 2014(A) IN SUPPORT OF APPLICATION FOR AN ORDER AUTHORIZING
THE EMPLOYMENT AND RETENTION OF EXECUTIVE SOUNDING BOARD
ASSOCIATES INC. AS FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS *NUNC PRO TUNC* TO JUNE 26, 2009**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

I, Daniel Kerrigan, being duly sworn, depose and say:

1. I am a Managing Director of Executive Sounding Board Associates Inc.

("ESBA"), a management and financial consulting and advisory firm maintaining offices at 1350 Broadway, Suite 702, New York, New York, 10018.

2. This Affidavit is submitted in support of the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors-in-possession (the "Debtors") for entry of an Order authorizing the employment and retention of ESBA as financial advisors to the Committee, *nunc pro tunc* to June 26, 2009.

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).

3. Other than the initial communication between my firm and representatives of the Committee with respect to the retention of my firm in these cases, neither I, nor to the best of my knowledge any other member or employee of my firm, had any business, professional or other connection with the Debtors, their attorneys or accountants, or any other party in interest.

4. ESBA has no relationship with the United States Trustee for the District of Delaware or with any person employed by the Office of the United States Trustee.

5. To the best of my knowledge, neither my firm nor any other member or employee thereof has had any connection with the Debtors' creditors or any other party in interest. Additionally, my firm has in the past and will in the future advise clients who have creditors in common with the Debtors.

6. Insofar as I have been able to ascertain, ESBA does not represent any interest adverse to the Debtors herein, or their estates in the matters upon which the firm is to be engaged and is "disinterested" within the meaning of section 101(14) of the Bankruptcy Code.

7. ESBA will assist the Committee with the following:

- (a) Assist the Committee in refinancing and marketing and sales efforts of the Debtors and their assets, including locating potential purchaser and/or investors;
- (b) Assist the Committee in valuing the Debtors' assets;
- (c) Analyze the Debtors' operations prior to and after the Petition Date as the Committee deems necessary;
- (d) Analyze the Debtors' 2009 through 2012 financial projections along with the related underlying assumption;
- (e) Assist the Committee in evaluating the Debtors' 13-Week cash flow forecast and related budget to actual variance reports
- (f) Assist the Committee in reviewing monthly statements of operations submitted by the Debtors-in-Possession or their financial advisors;
- (g) Scrutinize cash disbursements on an ongoing basis for the period subsequent to the Petition Date;

- (h) Conduct financial investigations that are necessary and appropriate to these proceedings, and report thereon to the Committee and its counsel;
- (i) Support the Committee and its counsel in efforts related to litigation and/or contested matters, as necessary;
- (j) Consult with the Committee and its counsel on financial matters and provide such other professional services as may be necessary;
- (k) Analyze transactions with insiders, related and/or affiliated companies;
- (l) Assist the Committee and its counsel in any litigation proceedings against the financing institution of the Debtors, insiders and other potential adversaries, providing testimony if necessary;
- (m) Assist the Committee in reviewing financial aspects of any plan of reorganization submitted by the Debtors or any other party-in-interest;
- (n) Assist the Committee in the financial aspects of Debtors' proposed plan of reorganization;
- (o) Attend meetings of creditors and confer with representatives of the Committee and their counsel; and
- (p) Perform any other services as financial advisors to the Committee that the Committee may deem necessary or that may be requested by counsel or the Committee.

8. ESBA respectfully requests that an order of retention be entered based on the following hourly rates:

Managing Director	\$395.00 to \$450.00
Director	\$310.00 to \$350.00
Consultant	\$220.00 to \$350.00
Administrative Support	\$120.00

However, work under this engagement will be performed primarily by James Fox and myself, each at the rate hourly rate of \$450. In addition, ESBA reserves the right to request a success fee in connection with the services rendered the Committee under this engagement.

9. Periodically our hourly rates are subject to firm-wide adjustment. Expenses will be billed as incurred. ESBA 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.

10. In accordance with Section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm or any partner or employee thereof, on the one hand, and any other person, on the other hand, for the division of such compensation as my firm may receive from the Court herein, nor will any division of fees prohibited by Section 504 of the Bankruptcy Code be made by me, or any partner or employee of my firm.

11. I am aware that the services rendered by ESBA will be compensated only as authorized by further order of this Court following proper application therefore. Subject to the Court's approval, ESBA reserves the right to seek a success fee in connection with the services rendered in these cases.

12. It is respectfully submitted that the Committee's Application be approved and an Order entered authorizing the employment and retention of ESBA as financial advisor to the Committee on the terms set forth herein and in the accompanying Application.

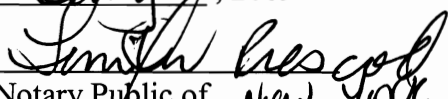
I hereby certify that the foregoing factual statements made by me are true under penalty of perjury.

Dated: July 22, 2009

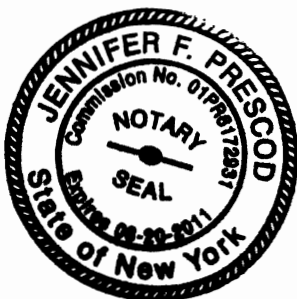


DANIEL KERRIGAN

Sworn to before me this 22nd day
of July, 2009



A Notary Public of New York
My commission expires 8/20/11



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
In re:

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

Chapter 11

Case No. 09-12074-KJC

Jointly Administered
----- X

**ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF EXECUTIVE SOUNDING BOARD ASSOCIATES
INC. AS FINANCIAL ADVISORS TO 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, *et al.* (the “Debtors”), for entry of an order authorizing the employment and retention of Executive Sounding Board Associates Inc. (“ESBA”) as financial advisor to the Committee, *nunc pro tunc* to June 26, 2009 pursuant to Sections 327, 504 and 1103(a) of Title 11 of the United States Code §§ 101 *et seq.* (the “Bankruptcy Code”), Rules 2014 and 2016 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 Rules”); and upon the Affidavit of Daniel Kerrigan in support thereof (“Kerrigan Affidavit”); and it appearing that ESBA represents no interest adverse to the Debtors’ estates, the Committee or creditors thereof with respect to the matters for which ESBA is to be engaged; and it further appearing, upon the representations in the Kerrigan Affidavit, that ESBA 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 the employment and retention of ESBA being necessary and in the best interests of the Debtors' estates and their creditors; 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 pursuant to Sections 327 and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Committee is hereby authorized and empowered to employ and retain ESBA, as its financial advisor, *nunc pro tunc* to June 26, 2009, on the terms and conditions set forth in the Application and the Kerrigan Affidavit; and it is further

ORDERED, that compensation and reimbursement of expenses to be paid to ESBA shall be paid as an administrative expense of the Debtors' estates in such amounts as shall be allowed and determined upon appropriate application 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 this Court.

Dated: Wilmington, Delaware
August ____, 2009

UNITED STATES BANKRUPTCY JUDGE