



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

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

5. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in the Debtors' chapter 11 cases.

6. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

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

8. (i) **Debtor Entities:**
- Building Materials Holding Corporation
  - BMC West Corporation
  - SelectBuild Northern California, Inc.

(ii) **Debtors' prepetition and postpetition secured bank lenders:**

- Wells Fargo Bank
- SunTrust Bank
- J.P. Morgan Chase
- U.S. Bank
- Rabobank
- Raymond James
- Union Bank of California
- HSBC
- Guaranty Federal Bank
- Bank of America
- Hartford Fire
- Hartford Casualty

(iv) **Current officers and directors of the Debtors and individuals who have served as officers or directors of the Debtors in the past two years:**

- Robert Garcia

(v) **Parties to significant litigation with the Debtors:**

- Fifth Third Bank

(vi) **The Debtors' 50 largest unsecured creditors on a consolidated basis as identified in their Chapter 11 petitions:**

- Weyerhaeuser Company
- Robert Garcia
- Louisiana Pacific Corp.

(viii) **The Debtors' landlords:**

- Opus West Corporation/Southwest
- Massie & Co.

(ix) **The Debtors' utility providers:**

- City of Fresno
- City of Modesto
- North Las Vegas Redevelopment Agency
- City of Sparks
- Douglas County
- Imperial Irrigation District
- City of Indio Water Authority
- Modesto Irrigation District
- Truckee Meadows Water
- Frontier Software

(x) **The Debtors' insurers and insurance brokers:**

- Old Republic Title Company

(xi) **The Debtors' 50 largest customers:**

- The Ryland Group, Inc.
- Pulte Homes, Inc.
- Weyerhaeuser Company
- Toll Brothers, Inc.
- Standard Pacific Corporation
- Centex Homes

(xii) **The Debtors' 50 largest vendors:**

- Weyerhaeuser NR Mortgage Company
- Weyerhaeuser NR Venture Company
- General Electric
- Louisiana Pacific Corp.
- Orepac Bldg. Products
- Lifetime Doors Inc.

(xiii) **Professionals to be employed by the Debtors in these Chapter 11 Cases:**

- Price Waterhouse Coopers LLP

(xiv) **Other Significant parties:**

- Prudential Insurance Company of American
- Microsoft
- CIT Technology Financing Services, Inc.

9. Neither I nor any principal, partner, director, officer, etc. of or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed. Furthermore, if the Firm is either (i) not a law firm or (ii) a law firm that did not represent the Debtors prior to their bankruptcy filings, I state that neither I nor **[any principal, partner, director, officer, etc.]** of or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors.

10. The Debtors owe the Firm \$10,000.04 for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § §101-1532. If the Firm is either (i) not a law firm or (ii) a law firm that did not

represent the Debtors prior to their bankruptcy filings, my signature below acknowledges that the Firm understands that any and all pre-petition claims that it has against the Debtors will be deemed waived if the Firm's employment is authorized.

11. As of June 16, 2009, which was the date on which the Debtors commenced these chapter 11 cases, the Firm was not party to an engagement or services agreement with the Debtors.

12. As of June 16, 2009, the Firm was not party to an agreement for indemnification with certain of the Debtors.

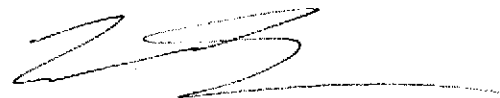
13. If the Firm is not a law firm, the following is a list of all payments which the Firm received from the Debtors during the year prior to the Debtors' bankruptcy filings:

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

14. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Date: August 12, 2009



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ZACHARY SMITH

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CASE TITLE: *In Re: BUILDING MATERIALS HOLDING CORPORATION, et al.*  
COURT/CASE NO: U.S.B.C. for the District of Delaware Case No.: 09-12074 (KJC)

**PROOF OF SERVICE**

I am employed in the County of Sacramento; my business address is 500 Capitol Mall, 18th Floor, Sacramento, California 95814. I am over the age of eighteen years and not a party to the foregoing action.

On August 12, 2009, I served the within:

**[1] DECLARATION OF DISINTERESTEDNESS**

**by mail** on the following party(ies) in said action, in accordance with Code of Civil Procedure § 1013a(3), by placing a true copy thereof enclosed in a sealed envelope in a designated area for outgoing mail, addressed as set forth below. At McDonough Holland & Allen PC, mail placed in that designated area is given the correct amount of postage and is deposited that same day, in the ordinary course of business, in a United States mailbox in the City of Sacramento, California.

**by personally delivering** a true copy thereof, in accordance with Code of Civil Procedure § 1011, to the person(s) and at the address(es) set forth below.

**by overnight delivery** on the following party(ies) in said action, in accordance with Code of Civil Procedure § 1013(c), by placing a true copy thereof enclosed in a sealed envelope, with delivery fees paid or provided for, and delivering that envelope to an overnight express service carrier as defined in Code of Civil Procedure § 1013(c)..

**SEE ATTACHED SERVICE LIST**

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and that this document was executed on August 12, 2009.

  
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BEBAMALETIC-ARSOV

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**SERVICE LIST**

1  
2  
3 BUILDING MATERIALS HOLDING CORPORATION  
4 Attn: Paul S. Street  
5 720 Park Blvd., Ste. 200  
6 Boise, ID 83712

7 GIBSON, DUNN & CRUTCHER LLP  
8 Attn: Michael A. Rosenthal and  
9 Matthew K. Kelsey  
10 200 Park Ave.  
11 New York, New York 10166

12 YOUNG CONAWAY STARGATT & TAYLOR, LLP  
13 The Brandywine Building  
14 Attn: Sean M. Beach and Robert F. Poppiti  
15 1000 West Street, 17<sup>th</sup> Floor  
16 Wilmington, DE 19801

17 OFFICE OF THE UNITED STATES TRUSTEE FOR THE  
18 DISTRICT OF DELAWARE  
19 Attn: Joseph J. McMahon, Jr.  
20 844 King Street, Ste. 2207  
21 Lockbox 35  
22 Wilmington, DE 19801

23 ARENT FOX, LLP  
24 Attn: Christopher J. Giaimo and Katie A. Lane  
25 1050 Connecticut Ave., NW  
26 Washington, DC 20036-5339

27 BENESCH, FRIEDLANDER, COPLAN &  
28 ARONOFF LLP  
Attn: Bradford J. Sandler  
222 Delaware Ave., Ste. 801  
Wilmington, DE 19801

PAUL, HASTINGS, JANOFSKY & WALKER LLP  
Attn: Kevin B. Fisher  
55 Second Street, Twenty-Fourth Fl.  
San Francisco, CA 94105