

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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|-----------------------------------|---|--------------------------------|
| IN RE: |) | Chapter 11 |
| |) | |
| BUILDING MATERIALS HOLDING |) | Case No. 09-12074 (KJC) |
| CORPORATION, et al., |) | |
| |) | Jointly Administered |
| Debtors. |) | |
| |) | |

**AFFIDAVIT OF SNELL & WILMER, LLP IN SUPPORT OF *NUNC PRO TUNC*
RELIEF FOR VERIFIED STATEMENT OF CONNECTIONS**

I, Lisa M. Coulter, declare under penalty of perjury:

1. I am a partner of Snell & Wilmer, L.L.P., in Phoenix, Arizona ("Snell & Wilmer"). I have first hand knowledge of the facts stated in this affidavit and would testify that such facts are true if asked to do so in a court of law.

2. On or before Wednesday, August 12, 2009, in-house counsel for Building Materials Holding Corporation and its affiliates, as debtors in possession (collectively, the "Debtors") requested that, by Friday, August 14, 2009, Snell & Wilmer prepare a Verified Statement of Connections ("Verified Statement") with respect to services that the Snell & Wilmer provided one or more of the Debtors prior to the bankruptcy filing, that it was then currently performing, or that it may perform in the future, in matters unrelated to these proceedings.

3. Snell & Wilmer timely prepared the Verified Statement and returned it to Debtors' in-house counsel on Friday, August 14, 2009, so that it could be filed with this Court by Debtors' Bankruptcy Counsel. Debtors' in-house counsel, however, believed that the Verified Statement had been filed that Friday with this Court by Snell & Wilmer. Snell & Wilmer does not regularly appear before this Court.

4. The apparent miscommunication between Snell & Wilmer and Debtors' in-house counsel was discovered on Monday, August 17, 2009, when the undersigned and Debtors' in-

house counsel spoke to ensure that they had fully complied with the Court's order on this matter. Once the miscommunication was discovered, Snell & Wilmer and Debtors' in-house counsel moved quickly to determine what additional steps needed to be taken to submit the Verified Statement to the Court and to obtain *nunc pro tunc* relief.

4. The services that Snell & Wilmer provided to the Debtors were necessary for the bankruptcy estate. The services involved the resolution of several outstanding unfair labor practice charges that had been filed against one or more of the Debtors by the Laborers International Union of North American. Snell & Wilmer worked with the National Labor Relations Board ("NLRB") to resolve these outstanding charges. Snell & Wilmer's services provided benefit to the estate since it was able to resolve the outstanding charges without any monetary payments by the Debtors to the NLRB or to any former employees.


5. Snell & Wilmer does not believe that any other parties involved in this case would be prejudiced by Snell & Wilmer's retroactive retention. The fees that Snell & Wilmer charged were reasonable for the services rendered (less than \$7,000.00). Further, the services rendered by Snell & Wilmer resulted in elimination of any monetary payments by the Debtors to the NLRB or to the former employees, and prevented the need to incur the time and expense of litigating over the charges, thus preserving assets for the estate.

6. Snell & Wilmer therefore believes that *nunc pro tunc* relief as to the Verified Statement of Connections is appropriate and warranted, and requests that such relief be granted.

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

DATED this 20th day of August, 2009.

SNELL & WILMER L.L.P.

By 
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