

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

In re:

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

Debtors.

Chapter 11

Case No. 09-12074 (KJC)

Jointly Administered

Ref. Docket Nos. 105 and 244

Objection Deadline: November 24, 2009 at 4:00 p.m. (ET)

**TWELFTH NOTICE OF FILING OF
DECLARATIONS OF DISINTERESTEDNESS OF
CERTAIN ORDINARY COURSE PROFESSIONALS**

PLEASE TAKE NOTICE that on June 26, 2009, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed their Motion for an Order Authorizing the Employment and Payment of Professionals Used in the Ordinary Course of Business [Docket No. 105] (as supplemented by Docket Nos. 371, 559 and 608, the “OCP Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that on July 16, 2009, the Court entered the Order Authorizing the Debtors’ Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business [Docket No. 244] (the “OCP Order”).² The OCP Order provides that each Ordinary Course Professional shall file with the Court a Declaration of Disinterestedness prior to the receipt of payment for postpetition services rendered to the Debtors.

PLEASE TAKE FURTHER NOTICE that pursuant to the OCP Order, the Debtors hereby file the Declaration of Disinterestedness (the “Declaration”) for the Ordinary Course Professional listed on Exhibit 1 hereto. The Declaration for such Ordinary Course Professional can be found on Exhibit 2 hereto.

PLEASE TAKE FURTHER NOTICE that this Notice has been served on: (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel to the Official Committee of Unsecured Creditors appointed in these chapter 11 cases; and (iii) counsel to Wells Fargo Bank, as agent under the Prepetition Credit Facility and the DIP Facility (as defined in the chapter 11 plan filed by the Debtors in these cases) (together with the Debtors, the “Notice Parties”).

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). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

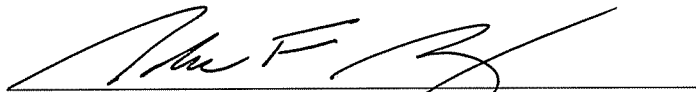
² All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the OCP Motion.

PLEASE TAKE FURTHER NOTICE that pursuant to the OCP Order, the Notice Parties shall have until **November 24, 2009 at 4:00 p.m. (ET)** (the "Objection Deadline") to object (an "Objection") to the retention of the Ordinary Course Professional listed on the attached Exhibit 1. Any Objection shall be in writing and filed with the Court and served upon the Notice Parties and the Ordinary Course Professional on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT IF A TIMELY OBJECTION IS NOT RECEIVED WITH RESPECT TO THE RETENTION OF THE ORDINARY PROFESSIONAL, THE RETENTION OF SUCH PROFESSIONAL SHALL BE DEEMED APPROVED BY THE COURT WITHOUT A HEARING OR FURTHER ORDER, AND THE DEBTORS SHALL BE AUTHORIZED TO RETAIN AND PAY SUCH PROFESSIONAL IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE OCP ORDER.

Dated: Wilmington, Delaware
November 4, 2009

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ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION

EXHIBIT 1

Ordinary Course Professional

Ordinary Course Professional

Naylor & Geisel, P.C.

EXHIBIT 2

Declaration of Disinterestedness

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)
	)	
Debtors.	)	Jointly Administered
	)	

VERIFIED STATEMENTS OF CONNECTIONS

I, Henry J. Geisel, declare under penalty of perjury:

1. I am a mediator/attorney of Naylor & Geisel, P.C., located at 1123 N. Elizabeth Street, Pueblo, CO 81003-2259 (the "*Firm*").
2. Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "*Debtors*") have requested that the Firm provide mediation services to the Debtors, and the Firm has consented to provide such services.
3. If the Firm is a law firm, I state that the Firm **did not** represent the Debtors prior to their bankruptcy filings.
4. The Firm may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their

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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 confirms conflicts by reviewing its client base.** The Firm's 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 **review** identified the following connections:

8. **[ADD ANY NECESSARY DISCLOSURES]**

"

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 \$0.00 for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 541-543. 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. 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:

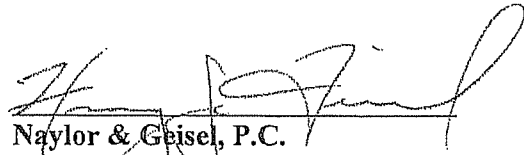
"

13. 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: November 4, 2009



Naylor & Geisel, P.C.
Henry J. Geisel

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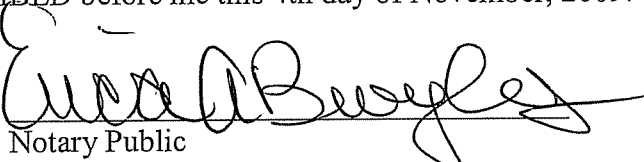
AFFIDAVIT OF SERVICE

STATE OF DELAWARE)
) SS
NEW CASTLE COUNTY)

Casey S. Cathcart, an employee of the law firm of Young Conaway Stargatt & Taylor, LLP, co-counsel to the above-captioned debtors, being duly sworn according to law, deposes and says that on November 4, 2009, she caused a copy of the **Twelfth Notice of Filing of Declarations of Disinterestedness of Certain Ordinary Course Professionals** to be served as indicated upon the parties identified on the attached service list.


Casey S. Cathcart

SWORN TO AND SUBSCRIBED before me this 4th day of November, 2009.


Notary Public
My Commission Expires:

ERICA A. BROYLES
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Sept. 6, 2013

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