

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

In re:	:	Chapter 11
	:	
BUILDING MATERIALS HOLDING	:	
CORPORATION, <i>et al.</i> , <sup>1</sup>	:	Case No. 09-12074 (KJC)
	:	(Jointly Administered)
Debtors.	:	
	:	Obj. Deadline: November 25, 2009 at
	:	4:00 p.m. (ET)
	:	Hearing Date: TBD

**FIRST QUARTERLY APPLICATION OF EXECUTIVE SOUNDING BOARD  
ASSOCIATES INC. FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS FINANCIAL  
ADVISORS FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD FROM JUNE 26, 2009 THROUGH AUGUST 31, 2009**

Pursuant to sections 330 and 331 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, Del. Bankr. L.R. 2016-2 and the Amended Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated July 14, 2009, Docket Number 182 (the “Administrative Order”), Executive Sounding Board Associates, Inc. (“ESBA”), hereby files this First Quarterly Fee Application as Financial Advisors to the Official Committee (the “Committee”) of Unsecured Creditors of BUILDING MATERIALS HOLDING CORPORATION., *et al.* (the “Debtors”) for the Period from June 26, 2009 through August 31, 2009. In support of this Quarterly Application, ESBA respectfully represent as follows:

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<sup>1</sup> 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.

## **INTRODUCTION**

1. By this Application, ESBA seeks quarterly allowance and approval of \$218,382.18 (the “Quarterly Amount”) for fees and expenses for the period of June 26, 2009 through August 31, 2009 (the “Quarterly Period”). The Quarterly Amount consists of (i) 100% of the compensation that ESBA earned during the Quarterly Period, in the amount of \$206,082.50 and (ii) 100% of the expenses that ESBA incurred in the course of its representation as financial advisors to the Committee during the Quarterly Period in the amount of \$12,299.68.

2. On November 25, 2009, the Debtor will be authorized to pay ESBA \$164,866.00 (80% of \$206,082.50) with respect to the fees and \$12,299.68 (100%) with respect to expenses incurred during the Quarterly Period. ESBA seeks payment of the holdback in the amount of \$41,216.50 which represents the 20% holdback for the total fee requested in the amount of \$206,082.50.

## **FACTUAL BACKGROUND**

3. On June 16, 2009, (the “Petition Date”), the Debtors commenced their bankruptcy cases (the “Bankruptcy Cases”) by filing a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

4. On June 26, 2009, the United States Trustee (“UST”) appointed the Committee of Unsecured Creditors. On August 3, 200, the Creditors’ Committee selected ESBA to serve as its financial advisors.

5. By order dated September 9, 2009, this Court approved and authorized the retention of ESBA as financial advisor to the Committee effective *nunc pro tunc* to June 26, 2009, See Docket No. (578).

**Monthly Applications Covered Herein**

6. ESBA has filed and served monthly fee applications for the period from June 26, 2009 through August 31, 2009. The following table summarizes the monthly fee applications that ESBA filed with respect to the First Quarterly Period.

Fee Application Covered Dates, Doc. No., Date Filed	Total Fee Request	Total Expense Request	Certificate of No Objection/ Certification of Counsel Filing Date, Doc. No.	Total Amount of Fees Approved to Date via Certificate of No Objection (80%)	Total Amount of Expenses Approved to Date via Certificate of No Objection (100%)	Amount of Holdback Fees
06/26/09-06/30/09 Doc. No. Pending	\$7,695.00	\$0	Pending	N/A	N/A	\$1,539.00
07/01/09-07/31/09 Doc. No. Pending	\$120,192.50	\$10,427.13	Pending	N/A	N/A	\$24,038.50
08/01/09-08/31/09 Doc. No. Pending	78,195.00	\$1,872.55	Pending	N/A	N/A	\$15,639.00
<b>Total:</b>	<b>\$206,082.50</b>	<b>\$12,299.68</b>		<b>N/A</b>	<b>N/A</b>	<b>\$41,216.50</b>

Twenty percent (20%) of such fees are to be withheld on a quarterly basis (the “Holdback Fees”). Beginning with the period ending June 30, 2009, and at three month intervals, each professional must file and serve a quarterly application for such period. See Fee Procedures Order at ¶1.d. All fees and costs paid to a professional pursuant to monthly and quarterly fee applications are subject to this Court’s approval of the final fee application of such professional.

7. The June 26, 2009 – June 30, 2009 Fee Application. On November 10, 2009, ESBA filed and served its First Monthly Application (June 26, 2009 Through June 30, 2009) as Financial Advisors to the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331(Docket No. pending) (the “First Monthly Fee Application”) requesting, *inter alia*, allowance of \$7,695.00 in fees and no reimbursement of expenses. The objection deadline to the First Monthly Fee Application is November 25, 2009 (“Monthly Objection Deadline”). Barring objection prior to the Monthly Objection Deadline, ESBA will be authorized to be paid the monthly payment of \$6,156.00 in fees and reimbursement of \$0.00 in expenses for the First Monthly Fee Application. Holdback Fees with respect to the First Monthly Fee Application totaled \$1,539.00. A true and correct copy of the First Monthly Fee Application is attached hereto as Exhibit 1.

8. The July 1 2009 – July 31, 2009 Fee Application. On November 10, 2009, ESBA filed and served its Second Monthly Application (July 1, 2009 Through July 31, 2009) as Financial Advisors to the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331 (Docket No. pending) (the “Second Monthly Fee Application”) requesting, *inter alia*, allowance of \$120,192.50 in fees and reimbursement of \$10,427.13 in expenses. The objection deadline to the Second Monthly Fee Application is November 25, 2009 (“Monthly Objection Deadline”). Barring objection prior to the Monthly Objection Deadline, ESBA will be authorized to be paid the monthly payment of \$96,154.00 and \$10,427.13 in expenses for the Second Monthly Fee Application. Holdback Fees with

respect to the Second Monthly Fee Application totaled \$24,038.50. A true and correct copy of the Second Monthly Fee Application is attached hereto as Exhibit 2.

9. The August 1, 2009 – August 31, 2009 Fee Application. On November 10, 2009, ESBA filed and served its Third Monthly Application (August 1, 2009 Through August 31, 2009) as Financial Advisors to the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331 (Docket No. pending) (the “Third Monthly Fee Application”) requesting, *inter alia*, allowance of \$78,195.00 in fees and reimbursement of \$1,872.55 in expenses. The objection deadline to the Third Monthly Fee Application is November 25, 2009 (“Monthly Objection Deadline”). Barring objection prior to the Monthly Objection Deadline, ESBA will be authorized to be paid the monthly payment of \$62,556.00 and \$1,872.55 in expenses for the Third Monthly Fee Application Holdback Fees with respect to the Third Monthly Fee Application totaled \$15,639.00. A true and correct copy of the Third Monthly Fee Application is attached hereto as Exhibit 3.

9. The Monthly Fee Applications covered by this First Quarterly Application contains detailed daily time logs describing the actual and necessary services provided by ESBA during the Quarterly Period as well as other detailed information required to be included in its fee applications.

10. By this First Quarterly Application, ESBA requests that the Court (i) approve the Quarterly Amount of one-hundred percent (100%) of the fees earned and expenses incurred by ESBA during the First Quarterly Period and evidenced in the Monthly Fee Applications and (ii) payment of the outstanding fees and expenses for the

quarterly period which consists of the twenty percent holdback in the amount of \$41,216.50.

11. At all relevant times, ESBA has been a disinterested person, as that term is defined at § 101(14) of the Bankruptcy Code, as modified by § 1103(b) of the Bankruptcy Code, and has not represented or held any interest adverse to any interest of the Committee.

12. ESBA has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the Debtor's case, except as disclosed herein and in the attached monthly fee applications. There is no agreement or understanding between ESBA and any other person, other than members of the Firm, for the sharing of compensation to be received for services rendered in these cases.

13. All services for which ESBA requests compensation were performed for or on behalf of the Committee. The professional services and related expenses for which ESBA requests quarterly allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of ESBA's professional responsibilities as Financial Advisors for the Committee in the Debtor's Chapter 11 case. ESBA's services have been reasonable, necessary and beneficial to the Committee, the Debtor and its estate, creditors and other parties in interest.

14. In accordance with the factors enumerated at § 330 of the Bankruptcy Code, ESBA respectfully submits that the amount requested by ESBA as compensation for its services is fair and reasonable.

WHEREFORE, ESBA respectfully requests that the Court (i) approve and allow the Quarterly Amount of \$218,464.99 for the Quarterly Period, consisting of fees in the sum of \$206,082.50, as compensation for necessary professional services rendered, which amount includes the previously authorized payment by the estate in the amount of \$164,866.00 (80% of \$206,082.50); Holdback Fees in the amount of \$41,216.50; and for reimbursement of actual and necessary costs and expenses in the amount of \$12,299.68 for the Quarterly Period which have been previously authorized for payment; (ii) that the Court approve the payment of the Holdback Fees in the amount of \$41,216.50 for the period of June 26, 2009 to August 31, 2009; and (iv) for such other and further relief as may be just and proper.

Dated: November 6<sup>th</sup> 2009

Respectfully Submitted,  
Executive Sounding Board Associates Inc.



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**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
BUILDING MATERIAL HOLDING	)	Case No. 09-12074 (KJC)
CORPORATION, et al.,	)	
	)	
Debtors	)	
	)	

**CERTIFICATE OF SERVICE**

I, Bradford J. Sandler, Esquire, hereby certify that on November 10, 2009, a true and correct copy of the foregoing document was served via overnight delivery upon all parties on the attached list.

Dated: November 10, 2009

BENESCH, FRIEDLANDER, COPLAN &  
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