

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

)
) Objection Deadline: July 9, 2009 at 4:00 p.m. (ET)
) Hearing Date: July 16, 2009 at 4:30 p.m. (ET)
)

**DEBTORS' MOTION FOR AN ORDER PURSUANT TO SECTIONS 501, 502, AND
1111(a) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2002 AND 3003(c)(3),
AND LOCAL RULE 2002-1(e) ESTABLISHING BAR DATES FOR FILING PROOFS
OF CLAIM AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "**Debtors**"), submit this motion (the "**Motion**") pursuant to sections 501, 502, and 1111(a) of title 11 of the United States Code (the "**Bankruptcy Code**"), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**") for entry of an order (the "**Bar Date Order**"), substantially in the form annexed hereto as **Exhibit A**, (a) establishing deadlines for filing proofs of claim against the Debtors in the Chapter 11 Cases (as defined below) and (b) approving the form and manner of notice thereof. In support thereof, the Debtors respectfully represent:

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.

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. sections 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. section 157(b). Venue is proper pursuant to 28 U.S.C. sections 1408 and 1409.

RELIEF REQUESTED

2. By this Motion, the Debtors seek entry of an order establishing deadlines for filing Proofs of Claim (as defined below) in the Chapter 11 Cases and approving the form and manner of notice thereof. The proposed deadlines are as follows:

- a. except as otherwise provided herein, August 31, 2009 at 5:00 p.m. (prevailing Eastern Time) (the "**General Bar Date**"), as the deadline for all persons and entities (excluding governmental units as defined in section 101(27) of the Bankruptcy Code), holding a claim against any of the Debtors, to file a Proof of Claim (as defined below) in the Chapter 11 Cases;
- b. December 16, 2009, at 5:00 p.m. (prevailing Eastern Time) (the "**Governmental Unit Bar Date**"), as the deadline for each governmental unit (as defined in section 101(27) of the Bankruptcy Code), holding a claim against any of the Debtors, to file a Proof of Claim in the Chapter 11 Cases;
- c. except where a claim has been included in the Debtors' Schedules (as defined below) as disputed, contingent, or unliquidated,² the later of (i) the General Bar Date or (ii) 5:00 p.m. (prevailing Eastern time) on the date that is 20 days after service of a notice on an affected claimant of an amendment or supplement to the Schedules that is filed after the Service Date (as defined below) and that (a) reduces the undisputed, noncontingent, and liquidated amount of such claimant's claim, (b) changes the nature or characterization of such claimant's claim, or (c) adds a new claim with respect to such claimant to the Schedules (the "**Amended Schedule Bar Date**"), as the deadline for filing a Proof of Claim with respect to such amended claim;³ and

² The General Bar Date applies to all such disputed, contingent, or unliquidated claims.

³ The imposition of the Amended Schedule Bar Date is consistent with Local Rule 1009-2, which provides a creditor with twenty (20) days to file a proof of claim after the date that notice of the applicable amendment is served on such creditor.

- d. except as otherwise set forth in any order authorizing rejection of an executory contract or unexpired lease, the Debtors propose to establish the later of (i) the General Bar Date or (ii) 15 days after entry of any order authorizing the rejection of an executory contract or unexpired lease, as the bar date (the "**Rejection Bar Date**" and together with the aforementioned bar dates, the "**Bar Dates**") by which a Proof of Claim relating to the Debtors' rejection of such contract or lease must be filed.

BACKGROUND

3. On June 16, 2009 (the "**Petition Date**"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "**Chapter 11 Cases**"). The Debtors continue to operate their businesses and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases.

4. The Debtors are one of the largest providers of residential building products and construction services in the United States. The Debtors distribute building materials, manufacture building components (e.g., millwork, floor and roof trusses, and wall panels), and provide construction services to professional builders and contractors through a network of 31 distribution facilities, 43 manufacturing facilities, and five regional construction services facilities.

5. The Debtors operate under two brand names: BMC West® and SelectBuild®.

- **BMC West.** Under the BMC West brand, the Debtors market and sell building products, manufacture building components, and provide construction services to professional builders and contractors. Products include structural lumber and building materials purchased from manufacturers, as well as manufactured building components such as millwork, trusses, and wall panels. Construction services include installation of various building products and framing. The Debtors currently offer these products and services in major metropolitan markets in Texas, Washington, Colorado, Idaho, Utah, Montana, North Carolina, California, and Oregon.

- **SelectBuild.** Under the SelectBuild brand, the Debtors offer integrated construction services to production homebuilders, as well as commercial and multi-family builders. Services include wood framing, concrete services, managing labor and construction schedules, and sourcing materials. The Debtors currently offer these services in major metropolitan markets in California, Arizona, Nevada and Illinois.

6. On the Petition Date, the Debtors filed their proposed chapter 11 plan (the "**Plan**") and accompanying disclosure statement (the "**Disclosure Statement**"). As set forth in greater detail in the Plan and 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 believe that the restructuring proposal embodied in the Plan provides the Debtors' creditors with the best means of maximizing value of the Debtors and their businesses. To implement this restructuring, the Debtors have obtained a commitment to provide \$80 million in the form of debtor-in-possession financing, which the Court approved on an interim basis on June 17, 2009.

ESTABLISHMENT OF THE BAR DATES

7. The Debtors submit that the notice period provided by the Bar Dates is more than sufficient to comply with the Bankruptcy Rules in light of the proposed notice procedures provided herein. Bankruptcy Rule 3003(c)(3) generally governs the filing of proofs of claim in a chapter 11 case and provides in relevant part: "[t]he court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed." Fed. R. Bankr. P. 3003(c)(3). Although Bankruptcy Rule 2002(a)(7) generally provides that all parties in interest must receive, at a minimum, 20 days' notice of the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c), neither the Bankruptcy Code, the Bankruptcy Rules, nor

the Local Rules specify a time by which proofs of claim must be filed in chapter 11 cases, other than section 502(b)(9) of the Bankruptcy Code, which provides that governmental units shall have a minimum of 180 days after the entry of the order for relief to file proofs of claim.

8. Here, the Debtors propose to give all creditors no less than 35 days' actual notice of the Bar Dates. Moreover, while the Debtors have not yet filed their Schedules (as defined below), the Debtors intend to do so on or before July 16, 2009, the hearing date on this Motion, and all creditors will, therefore, have approximately 45 days to review the Schedules and their own records and file a Proof of Claim, if necessary, before the earliest of the Bar Dates.

9. The Debtors' goal is to complete their restructuring and emerge from chapter 11 by September 2009. To facilitate this goal, the Debtors will require complete and accurate information regarding the nature, validity, amount, and status of all claims against the Debtors that will be asserted in the Chapter 11 Cases as soon as practicable. The Debtors seek to establish the Bar Dates to determine what claims may be asserted against the Debtors in addition to those listed in the Schedules. For these reasons, the Bar Dates and the form and manner of notice proposed in this Motion are appropriate and should be approved.

10. **General Bar Date.** The Debtors request that the Court establish August 31, 2009 at 5:00 p.m. (prevailing Eastern Time) as the General Bar Date. No later than 5 business days following entry of the Bar Date Order (the "***Service Date***"), the Debtors intend to provide notice of the Bar Dates, substantially in the form attached hereto as ***Exhibit B*** (the "***Bar Date Notice***"), by mailing a copy of the Bar Date Notice, together with a Proof of Claim form,⁴

⁴ The Proof of Claim form is substantially in the form of Official Bankruptcy Form B10 but has been modified, and may be further modified in certain limited respects, to accommodate the claims process in the Chapter 11 Cases.

by first-class United States mail, postage prepaid, to all known entities holding potential claims against the Debtors. The Debtors have requested that the Court establish August 31, 2009, as the General Bar Date to ensure that potential creditors receive no fewer than 35 days' notice after the Service Date for creditors to file Proofs of Claim in the Chapter 11 Cases.

11. The General Bar Date would be the date by which all persons and entities (excluding governmental units) holding prepetition claims must file Proofs of Claim unless they fall within one of the exceptions set forth in this Motion. Subject to these exceptions, the Bar Dates would apply to all persons or entities holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 507(a)(4), (5), and (8) and 503(b)(9) of the Bankruptcy Code), and unsecured nonpriority claims.

12. The Debtors also propose that the filing of a Proof of Claim be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code (which, despite their administrative priority status, are prepetition claims); *provided, however*, that all other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and will not be deemed proper if made by Proof of Claim.

13. **Governmental Unit Bar Date.** Section 502(b)(9) of the Bankruptcy Code provides, in relevant part, that "[a] claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief or such later time as the [Bankruptcy Rules or a court order] may provide. . . ." 11 U.S.C. § 502(b)(9). Accordingly, the Debtors propose to establish December 16, 2009 at 5:00 p.m. (prevailing Eastern Time) as the deadline for all governmental units (as defined in section 101(27) of the Bankruptcy Code) to file Proofs

of Claim against the Debtors in the Chapter 11 Cases. The Governmental Unit Bar Date would apply to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured nonpriority) that arose prior to the Petition Date, including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from (a) prepetition tax years or periods or (b) prepetition transactions to which the Debtors were a party.

14. **Amended Schedule Bar Date.** The Debtors have the right to (a) dispute, or assert offsets or defenses against, any filed claim or any claims listed or reflected in the Schedules as to nature, amount, liability, characterization, or otherwise; (b) subsequently designate any claim as disputed, contingent, or unliquidated; or (c) otherwise amend or supplement the Schedules. If the Debtors amend or supplement their Schedules after the Service Date (i) to reduce the undisputed, noncontingent, and liquidated amount of a claim, (ii) to change the nature or characterization of a claim, or (iii) to add a new claim to the Schedules, the Debtors propose that the affected claimant be required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim on or prior to the Amended Schedule Bar Date. Notwithstanding the foregoing, nothing contained herein shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

15. **Rejection Bar Date.** The Debtors anticipate that certain persons or entities may assert claims ("*Rejection Damages Claims*") in connection with the Debtors' rejection of executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code. The Debtors propose that the Court establish the Rejection Bar Date as the deadline for filing Proofs of Claim for any Rejection Damages Claims.

PARTIES REQUIRED TO FILE PROOFS OF CLAIM

16. The proposed Bar Date Order provides that each person or entity (including, without limitation, each individual, partnership, joint venture, limited liability company, corporation, estate, trust, or governmental unit) asserting a claim against one or more of the Debtors is required to file a separate Proof of Claim in the bankruptcy case of each Debtor against whom a claim is asserted. Each Proof of Claim must substantially comply with Official Bankruptcy Form 10, attached hereto as ***Exhibit C*** (a "***Proof of Claim***"), and must be *actually received* on or before the Bar Date associated with such claim by The Garden City Group, Inc. ("***GCG***"), the Court-approved claims and noticing agent in the Chapter 11 Cases. Proofs of Claim sent to GCG via first-class mail shall be addressed to The Garden City Group, Inc., Attn: Building Materials Holding Corporation, P.O. Box 9393, Dublin, OH 43017-4293; whereas Proofs of Claim sent to GCG by messenger or overnight courier shall be delivered to The Garden City Group, Inc., Attn: Building Materials Holding Corporation, 5151 Blazer Parkway, Suite A, Dublin, OH 43017. ***Proofs of Claim will be deemed timely filed only if actually received by GCG on or before the applicable Bar Date.***

PARTIES NOT REQUIRED TO FILE PROOFS OF CLAIM

17. The Debtors propose that the following persons or entities are not required to file Proofs of Claim:

- a. any person or entity that has already properly filed a Proof of Claim against the applicable Debtor(s) with either GCG or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- b. any person or entity (i) whose claim is listed in the Debtors' schedules of assets and liabilities, list of equity holders, and statements of financial affairs (collectively, the "***Schedules***") or any amendments thereto, *and* (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," *and* (iii) who does not dispute the amount or characterization of its claim (including that the claim is an obligation of

the specific Debtor against which the claim is listed in the Schedules) as set forth in the Schedules;⁵

- c. professionals retained by the Debtors or the Committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- d. any person or entity that asserts an administrative expense claim against the Debtors pursuant to section 503(b) of the Bankruptcy Code; *provided, however*, that, any person or entity that has a claim under section 503(b)(9) of the Bankruptcy Code on account of prepetition goods received by the Debtors within twenty days of the Petition Date must file a Proof of Claim on or before the General Bar Date;
- e. any Debtor asserting a claim against another Debtor; and
- f. any person or entity whose claim against the Debtors has been allowed by an order of the Court entered on or before the General Bar Date.

NO REQUIREMENT TO FILE PROOFS OF INTEREST

18. Any entity holding any interest in any Debtor (an "*Interest Holder*"), which interest is based solely upon the ownership of common or preferred stock in a corporation, a membership interest in a limited liability company, warrants, or rights to purchase, sell, or subscribe to such a security or interest (any such security or interest being referred to herein as an "*Interest*") need not file a proof of interest on or before the General Bar Date; *provided, however*, that Interest Holders that wish to assert *claims* against any of the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance, or distribution of an Interest, must file Proofs of Claim on or before the

⁵ If the administrative agent under the Debtors Second Amended and Restated Credit Agreement, dated as of November 10, 2006 (the "*Prepetition Credit Agreement*") disputes the scheduled amount of claims thereunder, the administrative agent may file a Proof of Claim on behalf of all such lenders.

General Bar Date, , unless one of the exceptions enumerated in the preceding paragraph 17 applies.⁶

FILING PROOFS OF CLAIM AGAINST MULTIPLE DEBTORS

19. The Debtors propose that any entity asserting claims against more than one Debtor must file a separate Proof of Claim with respect to each such Debtor on or before the applicable Bar Date. In addition, any entity filing a Proof of Claim must identify on its Proof of Claim form the particular Debtor against which its claim is asserted.

EFFECT OF FAILURE TO FILE PROOFS OF CLAIM

20. Pursuant to Bankruptcy Rule 3003(c)(2), any person or entity that is required to file a timely Proof of Claim in the form and manner specified in the Bar Date Order and who fails to do so on or before the Bar Date associated with such claim: (a) shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors or thereafter filing a Proof of Claim with respect thereto in the Chapter 11 Cases; (b) shall not, with respect to such claim, be treated as a creditor of the Debtors for the purpose of voting upon the Plan or any other plan of reorganization in the Chapter 11 Cases; and (c) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim under the Plan or otherwise.

PROPOSED PROCEDURES FOR PROVIDING NOTICE OF BAR DATES AND OF PROCEDURES FOR FILING PROOFS OF CLAIM

21. The Debtors intend to provide the Bar Date Notice on the Service Date by mailing a copy of the Bar Date Notice, together with a Proof of Claim form, by first-class United

⁶ The Debtors reserve the right to seek establishment of a bar date for the filing of proofs of interest at a later date.

States mail, postage prepaid, to all known persons and entities holding potential prepetition claims against the Debtors. The mailing of the Bar Date Notice no later than the Service Date, will ensure that creditors receive no less than 35 days' notice of the Bar Dates, which notice substantially exceeds the minimum 20 day notice period provided by Bankruptcy Rule 2002(a)(7).

22. Furthermore, the Debtors intend to provide notice of the Bar Dates to unknown creditors by causing a copy of the notice attached hereto as ***Exhibit D*** (the "***Publication Notice***") to be published at least once no later than 30 days prior to the General Bar Date in the national edition of the *Wall Street Journal* as well as in regional English and Spanish language publications in Los Angeles, Las Vegas, and Phoenix.⁷ In the Debtors' judgment, these publications are likely to reach the widest possible audience of creditors who may not otherwise have notice of the Chapter 11 Cases.

23. The Bar Date Notice and the Publication Notice: (a) set forth the Bar Dates; (b) advise creditors under what circumstances they must file a Proof of Claim under Bankruptcy Rules 3002(c)(2) and 3003(c)(3) or an order of this Court, as applicable; (c) alert creditors to the consequences of failing to file a timely Proof of Claim, as set forth in Bankruptcy Rule 3003(c)(2) or an order of this Court, as applicable; (d) set forth the addresses to which Proofs of Claim must be sent for filing; and (e) notify creditors that (i) Proofs of Claim must be filed with original signatures, and (ii) facsimile or e-mail filings of Proofs of Claim are not acceptable and are not valid for any purpose. The Debtors submit that the Bar Date Notice and

⁷ Many of the Debtors former employees, who may be potential creditors, reside in the Los Angeles, Las Vegas, and Phoenix metropolitan areas and many such former employees are Hispanic. Therefore, the Debtors will publish notice of the Bar Dates in the *LA Times*, *Impacto USA*, *Las Vegas Review-Journal*, *El Tiempo*, *Arizona Republic*, and *Prensa Hispana*.

the Publication Notice will provide creditors with sufficient information to file properly prepared and executed Proofs of Claim in a timely manner.

BASIS FOR RELIEF REQUESTED

24. The Debtors must ensure that creditors and other interested parties receive adequate and appropriate notice of the Bar Dates. To determine the adequacy of notice given to a creditor, bankruptcy law distinguishes between "known" and "unknown" creditors. *See Chemetron Corp. v. Jones (In re Chemetron Corp.)*, 72 F.3d 341, 345 (3d Cir. 1995). As the Third Circuit in *Chemetron* explained, "[k]nown creditors must be provided with actual written notice of a debtor's bankruptcy filing and bar claims date. For unknown claimants, notification by publication will generally suffice." *Id.* at 346 (citations omitted). A "known" creditor is one whose identity is either known or is "reasonably ascertainable by the debtor." *Id.* (citing *Tulsa Professional Collection Serv., Inc. v. Pope*, 485 U.S. 478, 490 (1988)). An "unknown" creditor is one whose "interests are either conjectural or future or, although they could be discovered upon investigation, do not in due course of business come to knowledge [of the debtor]." *Chemetron*, 71 F.3d at 346 ((citing *Mullane v. Central Hanover Bank & Trust Co.*, 339 U.S. 306, 317 (1950))).

25. In defining the efforts required to identify "known" creditors, the Third Circuit stated:

Precedent demonstrates that what is required is not a vast, open-ended investigation The requisite search instead focuses on the debtor's own books and records. Efforts beyond a careful examination of these documents are generally not required. Only those claimants who are identifiable through a diligent search are 'reasonably ascertainable' and hence 'known' creditors.

Chemetron, 72 F.3d at 346-47 (citations omitted). As for the particular efforts a debtor must exert to identify known creditors, "[w]hether a creditor received adequate notice of a bar date

'depends upon the facts and circumstances of a given case.'" *In re Grand Union Co.*, 204 B.R. 864, 871 (Bankr. D. Del. 1997) (citing *Oppenheim, Appel, Dixon & Co. v. Bullock (In re Robintech, Inc.)*, 863 F.2d 393, 396 (5th Cir. 1989), *cert. denied*, 493 U.S. 811 (1989)).

The Debtors submit that the proposed notice procedures respecting the Bar Dates more than satisfy the *Chemetron* standard. The Debtors have identified those individuals and entities that are known to the Debtors to hold claims against one or more of the Debtors, or are likely to be potential holders of claims. Those individuals and entities were identified following careful review of the Debtors' books and records include, among others, tens of thousands of the Debtors' former employees who have been alleged to be members of putative classes in class action litigation against the Debtors pending as of the Petition Date even though (a) these classes were not certified prior to the Petition Date and the putative members did not receive any class action certification notice, (b) the Debtors' vigorously dispute that any such certification would be proper and (c) such employees have not been identified by the Debtors as holding, or having asserted, any claims against the Debtors.

26. The Debtors' publication notice respecting the Bar Dates has been tailored to provide notice of such bar dates on an extensive basis throughout the United States. The Debtors believe that such publication notice suffices to provide any claimants unknown to the Debtors that may potentially hold claims against any of the Debtors with adequate notice of the Bar Dates. In addition, the Debtors believe that the publication notice contemplated by this Motion constitutes good and sufficient notice to "unknown" creditors, as defined by the Third Circuit in *Chemetron*.

27. Courts in this district have held that publication in one or more of the national editions of the *Wall Street Journal* and *The New York Times* constitutes adequate notice

to unknown creditors. *See, e.g., In re Tropicana Entertainment, LLC*, Case No. 08-10856 (KJC) (Bankr. D. Del. July 10, 2008); *In re Landsource Communities Dev. LLC*, Case No. 08-11111 (KJC) (Bankr. D. Del. Sept. 9, 2008); *In re Netversant Solutions, Inc.*, Case No. 08-12973 (PJW) (Bankr. D. Del. Feb. 20, 2009); *In re Solution Technology Int'l, Inc.*, Case No. 08-12640 (MFW) (Bankr. D. Del. Jan. 5, 2009). Here, the Debtors have published notice, not only in the national edition of the *Wall Street Journal*, but also in targeted regional publications in both English and Spanish in order to ensure that as many unknown creditors as possible receive notice of the Bar Dates.

NOTICE

28. No trustee, examiner, or creditors' committee has been appointed in these Chapter 11 Cases. Immediately upon appointment of any such statutory committee, the Debtors will provide notice to such committee and any counsel engaged by it. The Debtors have provided notice of filing of the Motion to: (a) the Office of the United States Trustee for the District of Delaware; (b) the 50 largest unsecured creditors of the Debtors on a consolidated basis as identified in the Debtors' chapter 11 petitions; (c) counsel to Wells Fargo Bank, as agent under the Debtors' Prepetition Credit Agreement and DIP Facility (as defined in the Plan); and (d) any persons who have filed a request for notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002. Due to the nature of the relief requested, the Debtors respectfully submit that no further notice of this Motion is required.

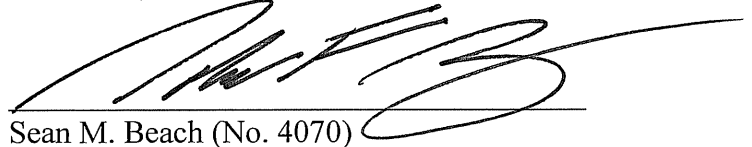
NO PRIOR REQUEST

29. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: Wilmington, Delaware
June 26, 2009

YOUNG CONAWAY STARGATT &
TAYLOR, LLP



Sean M. Beach (No. 4070)
Donald J. Bowman, Jr. (No. 4383)
Robert F. Poppiti, Jr. (No. 5052)
The Brandywine Building
1000 West St., 17th Floor
Wilmington, DE 19801
Telephone: 302.571.6600
Facsimile: 302.571.1253

---- and ----

GIBSON, DUNN & CRUTCHER LLP
Michael A. Rosenthal (admitted *pro hac vice*)
Matthew K. Kelsey (admitted *pro hac vice*)
Saeed M. Muzumdar (admitted *pro hac vice*)
200 Park Ave, 47th Floor
New York, NY 10166-0193
Telephone: 212.351.4000
Facsimile: 212.351.4035

Aaron G. York (admitted *pro hac vice*)
Jeremy L. Graves (admitted *pro hac vice*)
2100 McKinney Ave, Suite 1100
Dallas, TX 75201-6911
Telephone: 214.698.3100
Facsimile: 214.571.2900

PROPOSED ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

**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
)	
	)	Objection Deadline: July 9, 2009 at 4:00 p.m. (ET)
	)	Hearing Date: July 16, 2009 at 4:30 p.m. (ET)
)	

NOTICE OF MOTION

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE; (II) THE DEBTORS' FIFTY LARGEST UNSECURED CREDITORS ON A CONSOLIDATED BASIS; (III) COUNSEL TO WELLS FARGO BANK, AS AGENT UNDER THE PREPETITION CREDIT FACILITY AND THE DIP FACILITY (AS DEFINED IN THE PLAN); AND (IV) ALL PARTIES ENTITLED TO NOTICE UNDER RULE 2002-1(b) OF THE LOCAL RULES OF BANKRUPTCY PRACTICE AND PROCEDURE FOR THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the "Debtors") have filed the attached **Debtors' Motion for an Order Pursuant to Sections 501, 502, and 1111(a) of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3), and Local Rule 2002-1(e) Establishing Bar Dates for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof** (the "Motion").

PLEASE TAKE FURTHER NOTICE that any objections to the Motion must be filed on or before **July 9, 2009 at 4:00 p.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

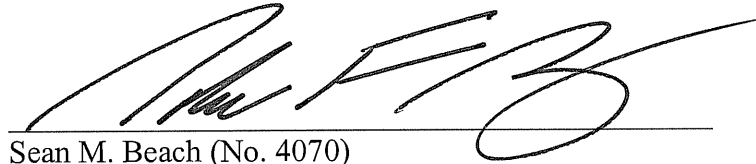
¹ The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C 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.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE MOTION WILL BE HELD ON JULY 16, 2009 AT 4:30 P.M. (ET) BEFORE THE HONORABLE KEVIN J. CAREY AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE that if you fail to respond in accordance with this notice, the Court may grant the relief requested in the Motion without further notice or hearing.

Dated: Wilmington, Delaware
June 26, 2009

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Sean M. Beach (No. 4070)
Donald J. Bowman, Jr. (No. 4383)
Robert F. Poppiti, Jr. (No. 5052)
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, Delaware 19899-0391
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

----and----

GIBSON, DUNN & CRUTCHER LLP
Michael A. Rosenthal (admitted *pro hac vice*)
Matthew K. Kelsey (admitted *pro hac vice*)
Saeed M. Muzumdar (admitted *pro hac vice*)
200 Park Avenue, 47th Floor
New York, New York 10166-0193
Telephone: (212) 351-4000
Facsimile: (212) 351-4035

Aaron G. York (admitted *pro hac vice*)
Jeremy L. Graves (admitted *pro hac vice*)
2100 McKinney Avenue, Suite 1100
Dallas, Texas 75201-6911
Telephone: (214) 698-3100
Facsimile: (214) 571-2900

**PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION**

EXHIBIT A

Proposed Order

**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
)	
	)	Ref. Docket No. _____
)	

ORDER PURSUANT TO SECTIONS 501, 502, AND 1111(a) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2002 AND 3003(c)(3), AND LOCAL RULE 2002-1(e) ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF

Upon consideration of the motion (the "***Motion***") of Building Materials Holding Corporation and certain of its affiliates, as debtors and debtors in possession (collectively, the "***Debtors***"), pursuant to sections 501, 502, and 1111(a) of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3), and Local Rule 2002-1(e) for entry of an order (i) establishing deadlines for filing Proofs of Claim against the Debtors in the Chapter 11 Cases² and (ii) approving the form and manner of notice thereof, all as set forth in the Motion; and upon the Street Declaration in support thereof; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. sections 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors'

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 Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

estates, their creditors, and other parties in interest; and notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances; and the Court having reviewed the Motion and having considered the statements in support of the relief requested therein at a hearing before the Court (the "**Hearing**"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Motion is granted as set forth below.
2. Each person or entity, including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit, that holds or asserts a claim, as defined in section 101(5) of the Bankruptcy Code, against any of the Debtors shall file a separate Proof of Claim in the bankruptcy case of each Debtor against whom a claim is asserted.
3. Except as otherwise provided herein, any person and entity (excluding any governmental unit), asserting a claim against the Debtors in the Chapter 11 Cases shall file a Proof of Claim so that it is received, as provided in paragraphs 7 and 8 below, by The Garden City Group, Inc. ("**GCG**") on or before **August 31, 2009 at 5:00 p.m.** (prevailing Eastern Time).
4. All governmental units (as defined in section 101(27) of the Bankruptcy Code) asserting claims against one or more of the Debtors shall file Proofs of Claim so it is received, as provided in paragraphs 7 and 8 below, by GCG on or before **December 16, 2009 at 5:00 p.m.** (prevailing Eastern Time).
5. If, on or after the date on which the Debtors serve the Bar Date Notice, the Debtors amend or supplement their Schedules (a) to reduce the undisputed, noncontingent, and

liquidated amount of a claim, (b) to change the nature or characterization of a claim, or (c) to add a new claim to the Schedules, the affected claimant shall file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim in accordance with the procedures described herein so that it is received, as provided in paragraphs 7 and 8 below, by GCG on or before the later of (x) the General Bar Date or (y) 20 days after the claimant is served with notice of the applicable amendment or supplement to the Schedules.

6. In the event a Debtor rejects executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code, Proofs of Claim in connection with Rejection Damages Claims shall be filed so that they are received, as provided in paragraphs 7 and 8 below, by GCG on or before the later of (a) the General Bar Date and (b) 15 days after the effective date of such Court order.

7. Proofs of Claim sent to GCG via first-class mail shall be addressed to The Garden City Group, Inc., Attn: Building Materials Holding Corporation, P.O. Box 9393, Dublin, OH 43017-4293; whereas Proofs of Claim sent to GCG by messenger or overnight courier shall be delivered to The Garden City Group, Inc., Attn: Building Materials Holding Corporation, 5151 Blazer Parkway, Suite A, Dublin, OH 43017.

8. Proofs of Claim mailed or delivered to GCG will be deemed timely filed only if *actually received* by GCG on or before the bar date associated with such claim at one of the applicable addresses listed in paragraph 7 above.

9. GCG shall not accept Proofs of Claim by facsimile, telecopy, e-mail or other electronic submission.

10. The following persons or entities are not required to file Proofs of Claim:

- a. any person or entity that has already properly filed a Proof of Claim against the applicable Debtor(s) with either GCG or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- b. any person or entity (i) whose claim is listed in the Debtors' schedules of assets and liabilities, list of equity holders, and statements of financial affairs (collectively, the "**Schedules**") or any amendments thereto, *and* (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," *and* (iii) who does not dispute the amount or characterization of its claim (including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules) as set forth in the Schedules;³
- c. professionals retained by the Debtors or the Committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- d. any person or entity that asserts an administrative expense claim against the Debtors pursuant to section 503(b) of the Bankruptcy Code; *provided*, *however*, that, any person or entity that has a claim under section 503(b)(9) of the Bankruptcy Code on account of prepetition goods received by the Debtors within twenty days of the Petition Date must file a Proof of Claim on or before the General Bar Date;
- e. any Debtor asserting a claim against another Debtor; and
- f. any person or entity whose claim against the Debtors has been allowed by an order of the Court entered on or before the General Bar Date.

11. Any Interest Holder, whose interest is based exclusively upon the ownership of common or preferred stock in a corporation, a general or limited partner interest in a partnership, or warrants or rights to purchase, sell, or subscribe to such a security or interest (collectively, an "**Interest**"), need not file a proof of interest on or before the General Bar Date; *provided*, *however*, that Interest Holders who wish to assert **claims** against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to

³ If the administrative agent under the Debtors Second Amended and Restated Credit Agreement, dated as of November 10, 2006 (the "**Prepetition Credit Agreement**") disputes the scheduled amount of claims thereunder, the administrative agent may file a Proof of Claim on behalf of all such lenders.

the sale, issuance, or distribution of such Interest, must file Proofs of Claim on or before the General Bar Date, , unless one of the exceptions contained in paragraph 11 above applies.

12. Any entity asserting claims against more than one Debtor must file a separate Proof of Claim with respect to each such Debtor on or before the applicable Bar Date. In addition, any entity filing a Proof of Claim must identify on its Proof of Claim the particular Debtor against which its claim is asserted.

13. Any person or entity that is required to file a timely Proof of Claim in the form and manner specified by this Order and who fails to do so on or before the bar date associated with such claim (a) shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors or thereafter filing a Proof of Claim with respect thereto in the Chapter 11 Cases; (b) shall not, with respect to such claim, be treated as a creditor of the Debtors for the purpose of voting on the Plan or any other plan of reorganization in the Chapter 11 Cases; and (c) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim.

14. The Proof of Claim form, substantially in the form attached to the Motion as *Exhibit C*, and the Bar Date Notice, substantially in the form attached to the Motion as *Exhibit B*, are hereby approved in all respects.

15. The Bar Date Notice shall be deemed good, adequate, and sufficient notice of the relief granted by this Order to all known creditors of the Debtors if it is served, together with the Proof of Claim form, by being deposited in first-class U.S. mail, postage prepaid no later than 5 business days following entry of this Order, upon all known persons and entities holding potential claims against the Debtors.

16. The Debtors shall publish the Publication Notice, substantially in the form attached to the Motion as ***Exhibit D***, in the national editions of the *Wall Street Journal* and local editions of *LA Times*, *Impacto USA*, *Las Vegas Review-Journal*, *El Tiempo*, *Arizona Republic*, and *Prensa Hispana* at least once no later 30 days prior to the General Bar Date, which Publication Notice is hereby approved in all respects and which shall be deemed good, adequate, and sufficient notice of the Bar Dates by publication.

17. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest herein to dispute, or to assert offsets or defenses to, any claim reflected in the Schedules as to amount, liability, characterization, or otherwise, and to subsequently designate any claim as disputed, contingent or unliquidated.

18. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

19. The Court shall retain jurisdiction with respect to all matters arising under or relating to the implementation and enforcement of this Order.

Dated: Wilmington, Delaware
July ____, 2009

Kevin J. Carey
Chief United States Bankruptcy Judge

EXHIBIT B

Bar Date Notice

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

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

**NOTICE OF ENTRY OF BAR DATE ORDER ESTABLISHING
DEADLINES FOR FILING PROOFS OF CLAIM AGAINST THE DEBTORS
(INCLUDING CLAIMS PURSUANT TO BANKRUPTCY CODE § 503(B)(9))**

PLEASE TAKE NOTICE THAT:

The United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") has entered an order (the "**Bar Date Order**") establishing deadlines to file proofs of claim for all claims (as defined below), **including claims pursuant to section 503(b)(9) (a "503(b)(9) Claim")** of title 11 of the United States Code, 11 U.S.C. sections 101 *et seq.* (the "**Bankruptcy Code**") against the above-captioned debtors and debtors-in-possession (collectively, the "**Debtors**") that arose prior to June 16, 2009 (the "**Petition Date**").

You should not file a Proof of Claim if you do not have a claim against the Debtors. The fact that you received this Notice does not necessarily mean that you have a claim or that either the Debtors or the Bankruptcy Court believe that you have a claim.

Pursuant to the terms of the Bar Date Order, and except as otherwise provided herein, each person or entity² (including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust, or governmental unit³) that holds or asserts a claim against any of the Debtors must file a proof of claim with original signature, substantially conforming to the proof of claim form attached hereto, so that it is actually received by The Garden City Group, Inc. ("**GCG**"), the approved Bankruptcy Court claims and noticing agent in these chapter 11 cases (the "**Chapter 11 Cases**"), on or before the Bar Dates set forth below. Proofs of claim sent by **first-class mail** must be sent to the following address:

The Garden City Group, Inc.
Attn: Building Materials Holding Corporation
P.O. Box 9393
Dublin, OH 43017-4293

¹ The Debtors, along with the last four digits of each Debtor's tax identification number, and chapter 11 case number, are as follows: Building Materials Holding Corporation (4269) Case No. 09-12074, BMC West Corporation (0454) Case No. 09-12075, SelectBuild Construction, Inc. (1340) Case No. 09-12076, SelectBuild Northern California, Inc. (7579) Case No. 09-12077, Illinois Framing, Inc. (4451) Case No. 09-12078, C Construction, Inc. (8206) Case No. 09-12079, TWF Construction, Inc. (3334) Case No. 09-12080, H.N.R. Framing Systems, Inc. (4329) Case No. 09-12081, SelectBuild Southern California, Inc. (9378) Case No. 09-12082, SelectBuild Nevada, Inc. (8912) Case No. 09-12083, SelectBuild Arizona, LLC (0036) Case No. 09-12084, and SelectBuild Illinois, LLC (0792) Case No. 09-12085. The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

² "Entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, 11 U.S.C. section 101 *et seq.*

³ "Governmental Unit" has the meaning given to it in section 101(27) of the Bankruptcy Code.

Proofs of claim sent by *messenger* or *overnight courier* must be sent to the following address:

The Garden City Group, Inc.
Attn: Building Materials Holding Corporation
5151 Blazer Parkway, Suite A
Dublin, OH 43017

To be properly filed, a proof of claim must be filed in the bankruptcy case of the specific Debtor against which the claimant holds or asserts a claim. For example, if a claimant holds or asserts a claim against SelectBuild Arizona, Inc., the proof of claim must be filed against SelectBuild Arizona, Inc. in case number 09-12084. If a claimant wishes to assert a claim against more than one Debtor, separate proof of claim forms must be filed against each applicable Debtor. A complete list of Debtors with corresponding case numbers is set forth in footnote 1 above.

Proofs of claim will be deemed timely filed only if **actually received** by GCG on or before the bar date associated with such claim. Further, GCG will not accept proofs of claim sent by facsimile, telecopy, e-mail, or other electronic submission, and such claims will not be deemed to be properly filed claims.

General Bar Date. Except as otherwise provided herein, each person or entity, holding or asserting a claim (including a 503(b)(9) Claim) against one or more of the Debtors that arose prior to the Petition Date must file a proof of claim so that it is actually received by GCG on or before **August 31, 2009 at 5:00 p.m.** (prevailing Eastern Time) (the "**General Bar Date**").

Governmental Unit Bar Date. Each governmental unit holding or asserting a claim against one or more of the Debtors that arose prior to the Petition Date must file a proof of claim so that it is actually received by GCG on or before **December 16, 2009 at 5:00 p.m.** (prevailing Eastern Time) (the "**Governmental Bar Date**," and together with the General Bar Date, the "**Bar Dates**").

Amended Schedules Bar Date. If, on or after the date on which the Debtors serve this Notice, the Debtors amend or supplement their schedules of assets and liabilities, list of equity holders, and statements of financial affairs (collectively, the "**Schedules**") (i) to reduce the undisputed, noncontingent, and liquidated amount of a claim, (ii) to change the nature or characterization of a claim or the Debtor against whom the claim is scheduled, or (iii) to add a new claim to the Schedules, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim so that the proof of claim is actually received by GCG on or before the later of (x) the General Bar Date or (y) 20 days after the claimant is served with notice of the applicable amendment or supplement to the Schedules.

Rejection Bar Date. A proof of claim relating to a Debtor's rejection of an executory contract or unexpired lease pursuant to a Court order entered prior to the applicable Debtor's plan of reorganization must be filed so that it is actually received by GCG on or before the later of (i) the General Bar Date or (ii) 15 days after the effective date of such Court order.

For purposes of the Bar Date Order and this Notice, the term "claim" means (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured as of the Petition Date.

For purposes of the Bar Date Order and this Notice, a "503(b)(9) Claim" is a claim for the value of any goods received by the Debtors within 20 days prior to the Petition Date in which the goods have been sold to the Debtors in the ordinary course of the Debtors' business.

The following persons and entities need **NOT** file a proof of claim:

- a. any person or entity that has already properly filed a Proof of Claim against the applicable Debtor(s) with either GCG or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- b. any person or entity (i) whose claim is listed in the Debtors' Schedules or any amendments thereto, and (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," and

(iii) who does not dispute the amount or characterization of its claim (including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules) as set forth in the Schedules;⁴

- c. professionals retained by the Debtors or the Committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- d. any person or entity that asserts an administrative expense claim against the Debtors pursuant to section 503(b) of the Bankruptcy Code; *provided, however*, that, any person or entity that has a 503(b)(9) Claim must file a Proof of Claim on or before the General Bar Date;
- e. any Debtor asserting a claim against another Debtor; and
- f. any person or entity whose claim against the Debtors has been allowed by an order of the Court entered on or before the General Bar Date.

Any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit) holding an interest in the Debtors (an "Interest Holder"), which interest is based exclusively upon the ownership of common or preferred stock in the corporation or warrants or rights to purchase, sell or subscribe to such a security (any such security being referred to in this Notice as an "Interest"), need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders who wish to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of such Interest, must file proofs of claim on or before the General Bar Date (or, in the case of a governmental unit, the Governmental Bar Date), unless another exception identified in the Bar Date Order applies.

Any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit) that is required to file a timely proof of claim in the form and manner specified by the Bar Date Order and this Notice and that fails to do so on or before the bar date associated with such claim (or other applicable date as may be fixed by the Court), (i) shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors or thereafter filing a Proof of Claim with respect thereto in these chapter 11 cases; (ii) shall not, with respect to such claim, be treated as a creditor of the Debtors for the purposes of voting upon any plan of reorganization in these proceedings; and (iii) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim.

The Debtors reserve the right to (a) dispute, or to assert offsets or defenses against, any claim filed or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; and (b) subsequently designate any claim as disputed, contingent, or unliquidated. Nothing contained in this Notice shall preclude the Debtors from objecting to any filed claim on any grounds.

Acts or omissions of the Debtors, if any, that occurred prior to the Petition Date, including acts or omissions related to any indemnity agreements, guarantees, or services provided to or rendered by the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or any injuries on which they are based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds or asserts a claim or a potential claim against the Debtors, no matter how remote or contingent, must file a proof of claim on or before the General Bar Date.

You may be listed as the holder of a claim against the Debtors in the Schedules. If you hold or assert a claim that is not listed in the Schedules or if you disagree with the amount or priority of your claim as listed in the Schedules, or your claim is listed in the Schedules as "contingent," "unliquidated," or "disputed," you must file a proof of claim. Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the office of the Clerk of the

⁴ If the administrative agent under the Debtors Second Amended and Restated Credit Agreement, dated as of November 10, 2006 (the "*Prepetition Credit Agreement*") disputes the scheduled amount of claims thereunder, the administrative agent may file a Proof of Claim on behalf of all such lenders.

Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801. In addition, copies of the Debtors' Schedules and Bar Date Order may be obtained for a charge through Delaware Document Retrieval, 2 East 7th Street, 2nd Floor, Wilmington, Delaware 19801; or viewed and downloaded free of charge on GCG's dedicated website for the Debtors' Chapter 11 Cases (www.bmhcrestructuring.com); or viewed and downloaded for a fee at the Bankruptcy Court's website (<http://www.deb.uscourts.gov/>) by following the directions for accessing the ECF system on such website. Information relating to the Debtors' restructuring, including all documents referenced in this notice, can be viewed at www.bmhcrestructuring.com.

Questions concerning the contents of this Bar Date Notice and requests for proofs of claim should be directed to GCG at 1-866-364-4266. Please note that GCG's staff is not permitted to give legal advice. You should consult your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a proof of claim.

Dated: Wilmington, Delaware
_____, 2009

BY ORDER OF THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

GIBSON, DUNN & CRUTCHER LLP
Michael A. Rosenthal (admitted *pro hac vice*)
Matthew K. Kelsey (admitted *pro hac vice*)
200 Park Ave, 47th Floor
New York, NY 10166-0193
Telephone: 212.351.4000
Facsimile: 212.351.4035

---- and ----

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Sean M. Beach (No. 4070)
Donald J. Bowman, Jr. (No. 4383)
Robert F. Poppiti, Jr. (No. 5052)
The Brandywine Building
1000 West St., 17th Floor
Wilmington, DE 19801
Telephone: 302.571.6600
Facsimile: 302.571.1253

PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT C

Proof of Claim Form



UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE				PROOF OF CLAIM
Name of Debtor (Check Only One): <input type="checkbox"/> Building Materials Holding Corporation <input type="checkbox"/> BMC West Corporation <input type="checkbox"/> SelectBuild Construction, Inc. <input type="checkbox"/> SelectBuild Northern California, Inc. <input type="checkbox"/> Illinois Framing, Inc. <input type="checkbox"/> C Construction, Inc.		Case No. 09-12074 09-12075 09-12076 09-12077 09-12078 09-12079		Name of Debtor <input type="checkbox"/> TWF Construction, Inc. <input type="checkbox"/> H.N.R. Framing Systems, Inc. <input type="checkbox"/> SelectBuild Southern California, Inc. <input type="checkbox"/> SelectBuild Nevada, Inc. <input type="checkbox"/> SelectBuild Arizona, LLC <input type="checkbox"/> SelectBuild Illinois, LLC Case No. 09-12080 09-12081 09-12082 09-12083 09-12084 09-12085
<small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see Item # 6). All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 503.</small>				
Name of Creditor (the person or other entity to whom the debtor owes money or property):		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____		
Name and address where notices should be sent:		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.		
Telephone number: Email Address:		Name and address where payment should be sent (if different from above): Telephone number:		
1. Amount of Claim as of Date Case Filed: \$ _____ <small>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If your claim is asserted pursuant to 11 U.S.C. § 503(b)(9), complete item 6.</small> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507(a)(): [Note: Do not include Section 503(b)(9) Claims here.] Amount entitled to priority: \$ _____		
2. Basis for Claim: _____ <small>(See instruction #2 on reverse side.)</small>		3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ <small>(See instruction #3a on reverse side.)</small>		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		6. Claim Pursuant to 11 U.S.C. § 503(b)(9): Indicate the amount of your claim arising from your provision of goods to a Debtor in the ordinary course of the Debtor's business in the 20 days before June 16, 2009: Attach documentation supporting such claim. \$ _____		
7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 8 and definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain in an attachment.		
Date: _____		Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.		
		FOR COURT USE ONLY		

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules. The attorneys for the Debtors and their court-appointed claims agent are not authorized and are not providing you with any legal advice.

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: **IF BY MAIL:** THE GARDEN CITY GROUP, INC., ATTN: BUILDING MATERIALS HOLDING CORPORATION CLAIMS PROCESSING, P.O. BOX 9393, DUBLIN, OH 43017-4293 **IF BY HAND OR OVERNIGHT COURIER:** THE GARDEN CITY GROUP, INC., ATTN: BUILDING MATERIALS HOLDING CORPORATION CLAIMS PROCESSING, 5151 BLAZER PARKWAY, SUITE A DUBLIN, OH 43017. ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR E-MAIL WILL NOT BE ACCEPTED.

THE GENERAL BAR DATE IN THESE CHAPTER 11 CASES IS _____, 2009 AT __:00 __M. (PREVAILING EASTERN TIME)

Court, Name of Debtor, and Case Number:

These chapter 11 cases were commenced in the United States Bankruptcy Court for the District of Delaware on June 16, 2009. You should select the debtor against which you are asserting your claim.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the Petition Date. Follow the instructions concerning whether to complete items 4, 5 and/or 6. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a):

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Claim Pursuant to 11 U.S.C. §503(b)(9):

Indicate the amount of your claim arising from your provision of goods to a Debtor in the ordinary course of the Debtor's business in the 20 days before June 16, 2009. Attach documentation supporting such claim.

7. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.

8. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the Debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with The Garden City Group, Inc. as described in the instructions above and in the Bar Date Notice.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Section 503(b)(9) Claim

A Section 503(b)(9) claim is a claim for the value of any goods received by the debtor within 20 days before the date of commencement of a bankruptcy case in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing from The Garden City Group, Inc., please provide a stamped self-addressed envelope and a copy of this proof of claim when you submit the original claim to The Garden City Group, Inc.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

EXHIBIT D

Publication Notice

**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**
)
)
)

**NOTICE OF ENTRY OF BAR DATE ORDER ESTABLISHING
DEADLINES FOR FILING PROOFS OF CLAIM AGAINST THE DEBTORS
(INCLUDING CLAIMS PURSUANT TO BANKRUPTCY CODE § 503(B)(9))**

PLEASE TAKE NOTICE THAT:

The United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") has entered an order (the "**Bar Date Order**") establishing deadlines to file proofs of claim for all claims (as defined below), **including claims pursuant to section 503(b)(9) (a "503(b)(9) Claim")** of title 11 of the United States Code, 11 U.S.C. sections 101 *et seq.* (the "**Bankruptcy Code**") against the above-captioned debtors and debtors-in-possession (collectively, the "**Debtors**") that arose prior to June 16, 2009 (the "**Petition Date**").

You should not file a Proof of Claim if you do not have a claim against the Debtors. The fact that you received this Notice does not necessarily mean that you have a claim or that either the Debtors or the Bankruptcy Court believe that you have a claim.

Pursuant to the terms of the Bar Date Order, and except as otherwise provided herein, each person or entity² (including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust, or governmental unit³) that holds or asserts a claim against any of the Debtors must file a proof of claim with original signature, substantially conforming to the proof of claim form attached hereto, so that it is actually received by The Garden City Group, Inc. ("**GCG**"), the approved Bankruptcy Court claims and noticing agent in these chapter 11 cases (the "**Chapter 11 Cases**"), on or before the Bar Dates set forth below. Proofs of claim sent by **first-class mail** must be sent to the following address:

The Garden City Group, Inc.
Attn: Building Materials Holding Corporation
P.O. Box 9393
Dublin, OH 43017-4293

¹ The Debtors, along with the last four digits of each Debtor's tax identification number, and chapter 11 case number, are as follows: Building Materials Holding Corporation (4269) Case No. 09-12074, BMC West Corporation (0454) Case No. 09-12075, SelectBuild Construction, Inc. (1340) Case No. 09-12076, SelectBuild Northern California, Inc. (7579) Case No. 09-12077, Illinois Framing, Inc. (4451) Case No. 09-12078, C Construction, Inc. (8206) Case No. 09-12079, TWF Construction, Inc. (3334) Case No. 09-12080, H.N.R. Framing Systems, Inc. (4329) Case No. 09-12081, SelectBuild Southern California, Inc. (9378) Case No. 09-12082, SelectBuild Nevada, Inc. (8912) Case No. 09-12083, SelectBuild Arizona, LLC (0036) Case No. 09-12084, and SelectBuild Illinois, LLC (0792) Case No. 09-12085. The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

² "Entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, 11 U.S.C. section 101 *et seq.*

³ "Governmental Unit" has the meaning given to it in section 101(27) of the Bankruptcy Code.

Proofs of claim sent by *messenger* or *overnight courier* must be sent to the following address:

The Garden City Group, Inc.
Attn: Building Materials Holding Corporation
5151 Blazer Parkway, Suite A
Dublin, OH 43017

To be properly filed, a proof of claim must be filed in the bankruptcy case of the specific Debtor against which the claimant holds or asserts a claim. For example, if a claimant holds or asserts a claim against SelectBuild Arizona, Inc., the proof of claim must be filed against SelectBuild Arizona, Inc. in case number 09-12084. If a claimant wishes to assert a claim against more than one Debtor, separate proof of claim forms must be filed against each applicable Debtor. A complete list of Debtors with corresponding case numbers is set forth in footnote 1 above.

Proofs of claim will be deemed timely filed only if *actually received* by GCG on or before the bar date associated with such claim. Further, GCG will not accept proofs of claim sent by facsimile, telecopy, e-mail, or other electronic submission, and such claims will not be deemed to be properly filed claims.

General Bar Date. Except as otherwise provided herein, each person or entity, holding or asserting a claim (including a 503(b)(9) Claim) against one or more of the Debtors that arose prior to the Petition Date must file a proof of claim so that it is actually received by GCG on or before **August 31, 2009 at 5:00 p.m.** (prevailing Eastern Time) (the "**General Bar Date**").

Governmental Unit Bar Date. Each governmental unit holding or asserting a claim against one or more of the Debtors that arose prior to the Petition Date must file a proof of claim so that it is actually received by GCG on or before **December 16, 2009 at 5:00 p.m.** (prevailing Eastern Time) (the "**Governmental Bar Date**," and together with the General Bar Date, the "**Bar Dates**").

Amended Schedules Bar Date. If, on or after the date on which the Debtors serve this Notice, the Debtors amend or supplement their schedules of assets and liabilities, list of equity holders, and statements of financial affairs (collectively, the "**Schedules**") (i) to reduce the undisputed, noncontingent, and liquidated amount of a claim, (ii) to change the nature or characterization of a claim or the Debtor against whom the claim is scheduled, or (iii) to add a new claim to the Schedules, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim so that the proof of claim is actually received by GCG on or before the later of (x) the General Bar Date or (y) 20 days after the claimant is served with notice of the applicable amendment or supplement to the Schedules.

Rejection Bar Date. A proof of claim relating to a Debtor's rejection of an executory contract or unexpired lease pursuant to a Court order entered prior to the applicable Debtor's plan of reorganization must be filed so that it is actually received by GCG on or before the later of (i) the General Bar Date or (ii) 15 days after the effective date of such Court order.

For purposes of the Bar Date Order and this Notice, the term "claim" means (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured as of the Petition Date.

For purposes of the Bar Date Order and this Notice, a "503(b)(9) Claim" is a claim for the value of any goods received by the Debtors within 20 days prior to the Petition Date in which the goods have been sold to the Debtors in the ordinary course of the Debtors' business.

The following persons and entities need **NOT** file a proof of claim:

- a. any person or entity that has already properly filed a Proof of Claim against the applicable Debtor(s) with either GCG or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- b. any person or entity (i) whose claim is listed in the Debtors' Schedules or any amendments thereto, and (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," and

(iii) who does not dispute the amount or characterization of its claim (including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules) as set forth in the Schedules;⁴

- c. professionals retained by the Debtors or the Committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- d. any person or entity that asserts an administrative expense claim against the Debtors pursuant to section 503(b) of the Bankruptcy Code; *provided, however*, that, any person or entity that has a 503(b)(9) Claim must file a Proof of Claim on or before the General Bar Date;
- e. any Debtor asserting a claim against another Debtor; and
- f. any person or entity whose claim against the Debtors has been allowed by an order of the Court entered on or before the General Bar Date.

Any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit) holding an interest in the Debtors (an "Interest Holder"), which interest is based exclusively upon the ownership of common or preferred stock in the corporation or warrants or rights to purchase, sell or subscribe to such a security (any such security being referred to in this Notice as an "Interest"), need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders who wish to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of such Interest, must file proofs of claim on or before the General Bar Date (or, in the case of a governmental unit, the Governmental Bar Date), unless another exception identified in the Bar Date Order applies.

Any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit) that is required to file a timely proof of claim in the form and manner specified by the Bar Date Order and this Notice and that fails to do so on or before the bar date associated with such claim (or other applicable date as may be fixed by the Court), (i) shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors or thereafter filing a Proof of Claim with respect thereto in these chapter 11 cases; (ii) shall not, with respect to such claim, be treated as a creditor of the Debtors for the purposes of voting upon any plan of reorganization in these proceedings; and (iii) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim.

The Debtors reserve the right to (a) dispute, or to assert offsets or defenses against, any claim filed or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; and (b) subsequently designate any claim as disputed, contingent, or unliquidated. Nothing contained in this Notice shall preclude the Debtors from objecting to any filed claim on any grounds.

Acts or omissions of the Debtors, if any, that occurred prior to the Petition Date, including acts or omissions related to any indemnity agreements, guarantees, or services provided to or rendered by the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or any injuries on which they are based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds or asserts a claim or a potential claim against the Debtors, no matter how remote or contingent, must file a proof of claim on or before the General Bar Date.

You may be listed as the holder of a claim against the Debtors in the Schedules. If you hold or assert a claim that is not listed in the Schedules or if you disagree with the amount or priority of your claim as listed in the Schedules, or your claim is listed in the Schedules as "contingent," "unliquidated," or "disputed," you must file a proof of claim. Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the office of the Clerk of the

⁴ If the administrative agent under the Debtors Second Amended and Restated Credit Agreement, dated as of November 10, 2006 (the "*Prepetition Credit Agreement*") disputes the scheduled amount of claims thereunder, the administrative agent may file a Proof of Claim on behalf of all such lenders.

Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801. In addition, copies of the Debtors' Schedules and Bar Date Order may be obtained for a charge through Delaware Document Retrieval, 2 East 7th Street, 2nd Floor, Wilmington, Delaware 19801; or viewed and downloaded free of charge on GCG's dedicated website for the Debtors' Chapter 11 Cases (www.bmhcrestructuring.com); or viewed and downloaded for a fee at the Bankruptcy Court's website (<http://www.deb.uscourts.gov/>) by following the directions for accessing the ECF system on such website. Information relating to the Debtors' restructuring, including all documents referenced in this notice, can be viewed at www.bmhcrestructuring.com.

Questions concerning the contents of this Bar Date Notice and requests for proofs of claim should be directed to GCG at 1-866-364-4266. Please note that GCG's staff is not permitted to give legal advice. You should consult your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a proof of claim.

Dated: Wilmington, Delaware
_____, 2009

BY ORDER OF THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

GIBSON, DUNN & CRUTCHER LLP
Michael A. Rosenthal (admitted *pro hac vice*)
Matthew K. Kelsey (admitted *pro hac vice*)
200 Park Ave, 47th Floor
New York, NY 10166-0193
Telephone: 212.351.4000
Facsimile: 212.351.4035

---- and ----

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Sean M. Beach (No. 4070)
Donald J. Bowman, Jr. (No. 4383)
Robert F. Poppiti, Jr. (No. 5052)
The Brandywine Building
1000 West St., 17th Floor
Wilmington, DE 19801
Telephone: 302.571.6600
Facsimile: 302.571.1253

PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION