

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

<b>IN RE:</b>  <b>BUILDING MATERIALS HOLDING CORPORATION, <i>et al.</i>,</b> <sup>1</sup>  <p style="text-align: center;"><b>Debtors.</b></p>	) ) ) ) ) ) ) ) ) ) ) )	<p style="text-align: center;"><b>Chapter 11</b></p> <p style="text-align: center;"><b>Case No. 09-12074 (KJC)</b></p> <p style="text-align: center;"><b>Jointly Administered</b></p> <p style="text-align: center;">Ref. Docket No. 1139</p>
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**ORDER PURSUANT TO SECTION 363(b) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 6004 AUTHORIZING THE REIMBURSEMENT OF CERTAIN EXPENSES AND CERTAIN INDEMNITY AGREEMENTS**

Upon consideration of the motion (the "*Motion*")<sup>2</sup> of Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "*Debtors*") for entry of an order pursuant to section 363 of title 11 of the United States Code (the "*Bankruptcy Code*") and Rule 6004 of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*") authorizing the Debtors, in their discretion, to reimburse certain expenses to DK Acquisition Partners, L.P. ("*DKAP*") and Wells Fargo Foothill, LLC ("*WFF*," and together with DKAP, the "*New Exit Lenders*") and to indemnify certain parties as set forth in the Motion; 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' estates, their creditors, and

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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.

<sup>2</sup> Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

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. All objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included therein, hereby are overruled on the merits.
3. The Debtors are authorized to reimburse DKAP for its DKAP Out-of-Pocket Expenses in an amount not to exceed \$500,000.
4. The Debtors are authorized to pay the DKAP Indemnification Expenses pursuant to the terms of the DKAP Expense Agreement Letter.
5. The Debtors are authorized to reimburse WFF for its WFF Out-of-Pocket Expenses.
6. The Debtors are authorized to pay the WFF Indemnification Expenses pursuant to the terms of the WFF Expense Agreement Letter.
7. No recipient of any Expense Reimbursement shall be required to file an application to be employed pursuant to any section of the Bankruptcy Code or to file any interim or final fee application with the Court in connection with the receipt of such Expense Reimbursement, provided, however, that the Debtors shall file with Court, as soon as practicable

after payment of the Expense Reimbursement, a notice that reflects the amount of Expense Reimbursement paid and the recipient thereof.

8. Any claim of DKAP or WFF resulting from the Debtors' failure to pay any Expense Reimbursement as set forth in the Motion and Order shall be afforded administrative expense priority under sections 503(b) and 507(a) of the Bankruptcy Code.

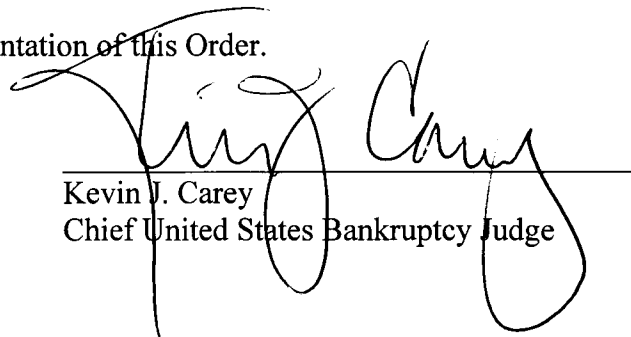
9. The Court retains jurisdiction to enforce and implement the terms and provisions of this Order.

10. To the extent Bankruptcy Rule 6004(h) is applicable, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of Bankruptcy Rule 6004(a).

12. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware  
December 17, 2009



Kevin J. Carey  
Chief United States Bankruptcy Judge