

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

<b>IN RE:</b>	)	
	)	<b>Chapter 11</b>
<b>BUILDING MATERIALS HOLDING CORPORATION, et al.,<sup>1</sup></b>	)	<b>Case No. 09-12074 (KJC)</b>
<b>Debtors.</b>	)	<b>Jointly Administered</b>
	)	
	)	<b>Objection Deadline: N/A</b>
	)	<b>Hearing Date: N/A</b>

**MOTION PURSUANT TO DEL. BANKR. L.R. 9006-1(e) FOR AN ORDER SHORTENING THE TIME FOR NOTICE OF THE HEARING TO CONSIDER DEBTORS’ MOTION FOR AN ORDER, PURSUANT TO SECTIONS 105 AND 363 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2002, 6004 AND 9014, (I) AUTHORIZING THE PRIVATE SALE BY THE DEBTORS OF THE PROPERTY FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS, (II) APPROVING THE PURCHASE AGREEMENT AND (III) GRANTING RELATED RELIEF**

Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”), submit this motion (the “*Motion to Shorten*”), pursuant to Rule 9006-1(e) of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”), for entry of an order shortening the time for notice for their Motion for an Order, Pursuant to Sections 105 and 363 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004 and 9014, (I) Authorizing the Private Sale by the Debtors of the Property Free and Clear of Liens, Claims, Encumbrances and Other Interests, (II) Approving the Purchase Agreement and (III) Granting Related Relief (the

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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.

“*Sale Motion*”),<sup>2</sup> so that the Sale Motion may be heard by this Court on December 30, 2009 at 1:00 p.m. (ET).

1. The Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) require twenty (21) days’ notice prior to the hearing date for motions involving the use or sale of estate property. *See* Fed. R. Bankr. P. 2002(a)(2). Likewise, Local Rule 9006-1(c) provides for a seventeen (17) day notice period (if service is by mail) for motions not otherwise governed by the Bankruptcy Rules or the Local Rules. Pursuant to Local Rule 9006-1(e), however, such periods may be shortened by Order of the Court upon written motion specifying the exigencies supporting shortened notice.

2. The Debtors commenced the present chapter 11 cases under substantial financial distress and with a need to quickly rationalize their balance sheets to remain viable during the current unprecedented economic downturn and to preserve and maximize the value of their assets. The competitive landscape demands that the Debtors, like their competitors, demonstrate an ability to survive this difficult period and quickly emerge from bankruptcy with a capital structure that is sufficient to support the reorganized Debtors’ business operations on a go-forward basis. The longer the Debtors remain in chapter 11, the greater effect these proceedings have on the Debtors’ business operations as the Debtors’ competitors continue in their efforts to siphon the Debtors’ employees and customers—luring them away with the promise of greater stability elsewhere.

3. Mindful of the debilitating effect these proceedings have on their business operations, the Debtors labored to develop a plan of reorganization that results in the greatest possible distribution to their creditors and which incorporates a capital structure that

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

will allow the Debtors' business operations to continue. To this end, on the Petition Date, the Debtors filed their proposed chapter 11 plan (the "**Plan**") and accompanying disclosure statement (the "**Disclosure Statement**"). Since that time, the Debtors filed several amended versions of the Plan and Disclosure Statement. The Court approved the Disclosure Statement by order entered on October 22, 2009 [Docket No 768], and on December 17, 2009, this Court entered an order [Docket No. 1182] confirming the Plan, which is anticipated to have an effective date (the "**Effective Date**") of January 4, 2010.

4. The Debtors submit that there is sufficient cause to justify shortening the notice period for the hearing on approval of the Sale Motion as it relates to the relief sought therein. As set forth more fully in the Sale Motion, the Debtors believe, in their informed business judgment, that consummating the sale of the Property prior to the Effective Date and before the end of 2009 will provide the Debtors' estate and creditors with the highest and best value for the Property. In this regard, if these transactions are consummated prior to the Effective Date and before the close of the year, the Debtors, in addition to the consideration to be received under the Purchase Agreement, by operation of the Worker, Homeownership, and Business Assistance Act of 2009, enacted on November 6, 2009, could receive a tax refund of approximately \$973,000 on account of the Sale. However, the Debtors' window of opportunity to seize these tax benefits – much like their window of opportunity to successfully emerge from chapter 11 – is short and, indeed, expires if these transactions are not consummated prior to the Effective Date and before the end of 2009. If the Debtors are to meet this critical deadline, this Court's consideration of the Sale Motion cannot be delayed beyond the timeframe proposed herein.

5. The Debtors therefore believe that, as is the case with these chapter 11 cases generally, time is of the essence and it is imperative that the Sale proceed on an expedited basis so that they can take advantage of the significant tax benefit. Simply put, there is no time for a lengthy auction process, and proceeding by an expedited private sale presents the best opportunity for the Debtors and their estates to extract meaningful value out of the Property. All interested parties will have the opportunity to submit offers and, consistent with their fiduciary duties to their estates, the Debtors will consider all such offers. Nevertheless, given the Debtors pre-petition marketing efforts for the Property, the Debtors do not anticipate receiving any offers on terms more favorable to those in the Purchase Agreement.

6. As a result of the expedited timeframe within which the Debtors are seeking to complete the Sale, the Debtors submit that it is critical for the relief sought in the Sale Motion to be considered and approved no later than the December 30, 2009 hearing. Absent the relief requested herein, the Debtors efforts to consummate the Sale on an expedited basis, and to receive a meaningful benefit therefrom, will be jeopardized. In light of this, the Debtors submit that consideration of the Sale Motion at the December 30th hearing is necessary and in the best interests of their estates and creditors so that the motion and the relief requested therein, which are inextricably tied to the Debtors' efforts to preserve and maximize the value of their estates, can be approved on an expedited basis.

7. Prior to the filing of this Motion to Shorten, the Debtors conferred with the Creditors' Committee regarding the relief requested in the Sale Motion, and do not believe that the Creditors' Committee opposes this Court's consideration of the relief requested therein on an expedited basis.

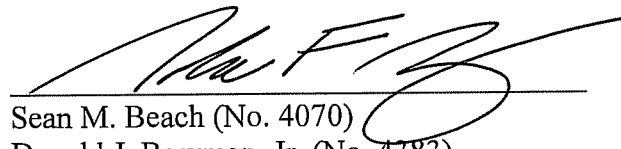
8. Because of the shortened notice period, the Debtors propose to give any party objecting to the Sale Motion until December 28, 2009 at 10:00 a.m. (ET) to file and serve any objections to the Sale Motion upon the undersigned counsel for the Debtors. This proposed objection deadline will allow the Debtors to file a complete hearing agenda prior to the deadline for doing so for the December 30th hearing. Given the shortened notice period, the Sale Motion will be served by overnight and/or electronic or hand delivery on: (a) the U.S. Trustee; (b) counsel to Wells Fargo Bank, as agent under the Debtors' Prepetition Credit Agreement and DIP Facility (as defined in the Plan); (c) counsel to the Creditors' Committee; (d) any persons who have filed a request for notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002; (e) all parties known to the Debtors who have an interest in or rights to the Property; and (f) all parties known to the Debtors that have expressed interest in the possible purchase of the Property.

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WHEREFORE, the Debtors respectfully request the Court to enter an order, substantially in the form attached hereto as *Exhibit A*, scheduling a hearing on the relief requested in the Sale Motion for December 30, 2009 at 1:00 p.m. (ET) and requiring that any responses to such motion be filed and served upon the undersigned counsel so as to be received on or before December 28, 2009 at 10:00 a.m. (ET).

Dated: Wilmington, Delaware  
December 18, 2009

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ATTORNEYS FOR DEBTORS  
AND DEBTORS IN POSSESSION

**EXHIBIT A**  
**Proposed Order**

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

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

**ORDER SHORTENING THE TIME FOR NOTICE OF THE HEARING TO CONSIDER DEBTORS' MOTION FOR AN ORDER, PURSUANT TO SECTIONS 105 AND 363 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2002, 6004 AND 9014, (I) AUTHORIZING THE PRIVATE SALE BY THE DEBTORS OF THE PROPERTY FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS, (II) APPROVING THE PURCHASE AGREEMENT AND (III) GRANTING RELATED RELIEF**

Upon consideration of the motion (the "*Motion to Shorten*")<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 providing that the applicable notice period for their Motion for an Order, Pursuant to Sections 105 and 363 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004 and 9014, (I) Authorizing the Private Sale by the Debtors of the Property Free and Clear of Liens, Claims, Encumbrances and Other Interests, (II) Approving the Purchase Agreement and (III) Granting Related Relief (the "*Sale Motion*") be shortened pursuant to Rule 9006-1(e) of the Local Rules of Bankruptcy Practice and Procedure for the

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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 but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion to Shorten.



United States Bankruptcy Court for the District of Delaware; and the Court having determined that granting the relief requested in the Motion to Shorten is in the best interests of the Debtors, their estates, and creditors and other parties in interest; and it appearing that due and adequate notice of the Motion to Shorten has been given under the circumstances, and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED:**

1. The Motion to Shorten is granted.
2. Approval of the Sale Motion shall be considered by this Court on December 30, 2009 at 1:00 p.m. (ET).
3. Any objections to the relief requested in the Sale Motion shall be filed and served upon counsel to the Debtors no later than December 28, 2009 at 10:00 a.m. (ET).
4. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: Wilmington, Delaware  
December \_\_\_\_, 2009

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Kevin J. Carey  
Chief United States Bankruptcy Judge