

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

IN RE:)	Chapter 11
BUILDING MATERIALS HOLDING CORPORATION, et al.,¹)	Case No. 09-12074 (KJC)
Debtors.)	Jointly Administered
)	Ref. Docket No. 1182

**CERTIFICATION OF COUNSEL REGARDING DEBTORS'
PROPOSED IMPLEMENTATION ORDER WITH RESPECT TO
JOINT PLAN OF REORGANIZATION FOR THE DEBTORS UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE AMENDED DECEMBER 14, 2009
(WITH TECHNICAL MODIFICATIONS)**

On December 17, 2009 the Court entered an *Order Confirming Joint Plan of Reorganization for the Debtors Under Chapter 11 of the Bankruptcy Code Amended December 14, 2009 (With Technical Modifications)* [Docket No. 1182] (the "**Confirmation Order**") confirming the Debtors' plan of reorganization.

Pursuant to paragraph 39 of the Confirmation Order, the Court has "jurisdiction to hear and determine all matters arising from the implementation of" the Confirmation Order. For the reasons set forth below, the Debtors request that the Court enter an Implementation Order With Respect To Joint Plan of Reorganization For The Debtors Under Chapter 11 of the Bankruptcy Code Amended December 14, 2009 (With Technical Modifications) (the "**Implementation Order**"), substantially in the form annexed hereto as *Exhibit A*, which provides

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.

that the officers and directors identified in the Plan Supplement² shall be deemed appointed as officers and directors of the Reorganized Debtors effective as of the Effective Date.

Paragraph 23 of the Confirmation Order provides, in relevant part, as follows:

"Upon the Effective Date, all actions contemplated by the Plan shall be deemed authorized and approved in all respects, including... (ii) the selection of the directors and officers for the Reorganized Debtors.... All matters provided for in the Plan involving the corporate structure of the Debtors or the Reorganized Debtors, and any corporate action required by the Debtors or the Reorganized Debtors in connection with the Plan shall be deemed to have occurred and shall be in effect without any requirement of further action by the security holders, directors, or officers of the Debtors or the Reorganized Debtors."

The Implementation Order specifically identifies the directors and officers for the Reorganized Debtors, which directors and officers were previously identified in the Plan Supplement, and provides that such individuals shall be deemed elected and/or appointed as directors and officers of the Reorganized Debtors, effective as of the Effective Date. As such, the Debtors believe the Implementation Order merely implements the provisions of paragraph 23 of the Confirmation Order. However, the Implementation Order will provide comfort to the identified directors and officers of the Reorganized Debtors, and notice to all other constituencies, that these individuals are, in fact, authorized to govern and manage the Reorganized Debtors' businesses effective as of a particular point in time—the Effective Date of the Plan.

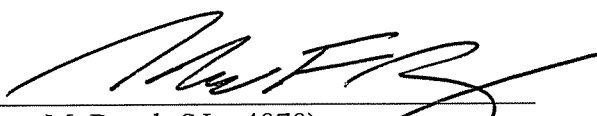
² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Joint Plan of Reorganization For The Debtors Under Chapter 11 of the Bankruptcy Code Amended December 14, 2009 (With Technical Modifications) [Docket No. 1134] (the "*Plan*").

The Debtors have provided a copy of the Implementation Order to: (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) DK Acquisition Partners, L.P.; and (e) Wells Fargo Foothill, LLC. Each of these parties has consented to entry of the Implementation Order. In these circumstances, the Debtors submit that entry of the Implementation Order, without any further notice or hearing, is appropriate and in the best interests of the Debtors, their estates, and creditors.

Accordingly, the Debtors respectfully request that the Court enter the Implementation Order at its earliest convenience without further notice or a hearing.

Dated: Wilmington, Delaware
December 29, 2009

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ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A
Implementation Order

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

IN RE:)	
)	Chapter 11
BUILDING MATERIALS HOLDING CORPORATION, et al.,¹)	Case No. 09-12074 (KJC)
)	
Debtors.)	Jointly Administered
)	
)	Ref. Docket Nos. 1182 and _____

**IMPLEMENTATION ORDER WITH RESPECT TO
JOINT PLAN OF REORGANIZATION FOR THE DEBTORS UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE AMENDED DECEMBER 14, 2009
(WITH TECHNICAL MODIFICATIONS)**

On December 17, 2009 the Court entered an *Order Confirming Joint Plan of Reorganization for the Debtors Under Chapter 11 of the Bankruptcy Code Amended December 14, 2009 (With Technical Modifications)* [Docket No. 1182] (the "**Confirmation Order**") confirming the Debtors' plan of reorganization. The Court has "jurisdiction to hear and determine all matters arising from the implementation of" the Confirmation Order pursuant to paragraph 39 of the Confirmation Order. Accordingly, and for the avoidance of doubt, the Court hereby enters this Order (the "**Implementation Order**") to clarify certain provisions of the Confirmation Order; and all of the recitals, findings of fact, and conclusions of law set forth in the Confirmation Order being hereby incorporated by reference into this Implementation Order as if set forth fully herein; and after due deliberation and sufficient cause appearing therefor,

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IT IS HEREBY ORDERED:

1. Pursuant to the Plan,² the appointment of the following individuals as directors of the Reorganized Debtors, effective as of the Effective Date, is hereby approved:

- a. Jay B. Hunt, Chairman;
- b. Carl R. Vertuca, Jr., Audit Committee Head;
- c. Peter C. Alexander, Compensation Committee Head;
- d. Michael A. Maily, Vice Chairman, Audit Committee;
- e. Dennis Downer;
- f. Marc Chasman;
- g. Paul S. Street.

2. Pursuant to the Plan, the appointment of the following individuals as officers of the Reorganized Debtors, effective as of the Effective Date, is hereby approved:

- a. Paul S. Street, Chief Executive Officer;
- b. Stanley M. Wilson, President and Chief Operating Officer;
- c. Daniel McQuary, Vice President and Chief Financial Officer;
- d. Lesa D. Thomas, Secretary.

3. The foregoing appointments shall be deemed to have occurred, and shall be in

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Joint Plan of Reorganization For The Debtors Under Chapter 11 of the Bankruptcy Code Amended December 14, 2009 (With Technical Modifications) [Docket No. 1134] (the "*Plan*"), whether set forth expressly therein or by reference to other documents.

effect, without any requirement of further action by the security holders, directors, or officers of the Debtors or the Reorganized Debtors.

Dated: Wilmington, Delaware
December ____, 2009

Kevin J. Carey
Chief United States Bankruptcy Judge