

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

**IN RE:** )

**BUILDING MATERIALS HOLDING  
CORPORATION, et al.,<sup>1</sup>** )

**Reorganized Debtors.** )

**Chapter 11**

**Case No. 09-12074 (KJC)**

**Jointly Administered**

**Objection Deadline: N/A**

**Hearing Date: N/A**

**MOTION PURSUANT TO DEL. BANKR. L.R. 9006-1(e) FOR  
AN ORDER SHORTENING THE TIME FOR NOTICE OF THE HEARING  
TO CONSIDER THE REORGANIZED DEBTORS' MOTION FOR ENTRY  
OF SECOND 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)**

Building Materials Holding Corporation and its affiliates, as reorganized debtors (collectively, the "*Reorganized Debtors*"), submit this motion (the "*Motion to Shorten*") pursuant to Rule 9006-1(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 shortening the time for notice for the *Reorganized Debtors' Motion For Entry of Second 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*

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<sup>1</sup> The Reorganized Debtors, along with the last four digits of each Reorganized 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 Reorganized Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

*Modifications*) (the "**Motion**"), so that the Motion may be heard on January 27, 2010 at 3:00 p.m. (ET).

1. The Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") require twenty-one (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, and a fifteen (15) day notice period if service is by overnight delivery, 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 Reorganized Debtors submit that there is sufficient cause to justify shortening the notice period for the hearing on approval of the Motion as it relates to the relief sought therein. As set forth more fully in the Motion, liquidation of the SERP and Deferred Compensation Assets<sup>2</sup> was always contemplated under the Plan and was described in the Disclosure Statement as a means of funding the Reorganized Debtors' operations and satisfying their obligations under the Plan. The Reorganized Debtors need access to the SERP and Deferred Compensation Assets to fund their operations and to satisfy their obligations under the Plan. As described in the Disclosure Statement, those Assets were to account for nearly 25% of the Reorganized Debtors' available cash on the Effective Date. Moreover, under the Reorganized Debtors' Revolving Credit Agreement, two-thirds of the surrender value of the life insurance policies which constitute the SERP Assets must be liquidated by January

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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 Motion, whether set forth expressly therein or by reference to other documents.

31, 2010 or the Reorganized Debtors will not have access to funding pursuant to the Revolving Credit Agreement. In addition, all of the SERP and Deferred Compensation Assets must be liquidated prior to March 31, 2010 in order for the Reorganized Debtors to have continued access to funding pursuant to the Revolving Credit Agreement. Failure to satisfy either of these requirements is an "immediate Event of Default" under the Revolving Credit Agreement. *See* Revolving Credit Agreement § 5.03.

3. While the Reorganized Debtors believe that the Plan and Confirmation Order reconstitutes the SERP and Deferred Compensation Assets in the Reorganized Debtors free of competing claims, Prudential has indicated that it requires the comfort of the implementation Order sought by the Motion for Prudential to liquidate the SERP and Deferred Compensation Assets under its control and to remit those Assets to the Reorganized Debtors. As a result of the expedited timeframe within which the Reorganized Debtors must liquidate the SERP and Deferred Compensation Assets, and because access to the SERP and Deferred Compensation Assets is necessary to fund the Reorganized Debtors' operations and to satisfy their obligations under the Plan, the Reorganized Debtors submit that it is necessary and in the best interests of these estates for the relief sought in the Motion to be considered and approved on January 27, 2010. Absent the relief requested herein, the Reorganized Debtors may not be able to liquidate two-thirds of the SERP Assets by January 31, 2010 and consequently may unnecessarily default under the Revolving Credit Agreement and may not have sufficient funds to operate their businesses and satisfy their obligations under the Plan.

4. In light of the foregoing, the Reorganized Debtors submit that consideration of the Motion on January 27, 2010 is necessary and in the best interests of the Reorganized Debtors, their estates, and creditors and other parties in interest so that the Motion

and the relief requested therein, which are inextricably tied to the Reorganized Debtors' efforts to successfully reorganize, can be approved on an expedited basis.

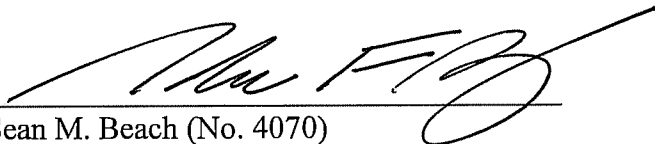
5. Because of the shortened notice period, the Reorganized Debtors propose to give any party objecting to the Motion until January 25, 2010 at 10:00 a.m. (ET) to file and serve any objections upon the undersigned counsel for the Reorganized Debtors. In light of the shortened notice period, the Motion will be served by Federal Express and/or electronic or hand delivery on: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel to the former Creditors' Committee; (c) counsel to Wells Fargo Bank, as agent under the Debtors' Prepetition Credit Agreement and DIP Facility (as defined in the Plan); (d) DK Acquisition Partners, L.P.; (e) Wells Fargo Foothill, LLC; (f) the participants in the Debtors' Supplemental Employee Retirement Programs and deferred compensation programs; and (g) any persons who have filed a request for notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

*Remainder of page intentionally left blank*

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as *Exhibit A*, scheduling a hearing on the relief requested in the Motion for January 27, 2010 at 3:00 p.m. (ET) and requiring that any responses to the Motion be filed and served upon the undersigned counsel so as to be received on or before January 25, 2010 at 10:00 a.m. (ET).

Dated: Wilmington, Delaware  
January 15, 2010

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ATTORNEYS FOR REORGANIZED DEBTORS

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

**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>Reorganized Debtors.</b>	)	<b>Jointly Administered</b>
	)	
	)	<b>Ref. Docket No. _____</b>
	)	

**ORDER SHORTENING THE TIME FOR NOTICE OF THE HEARING TO CONSIDER THE REORGANIZED DEBTORS' MOTION FOR ENTRY OF SECOND 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)**

Upon consideration of the motion (the "*Motion to Shorten*")<sup>2</sup> of Building Materials Holding Corporation and its affiliates, as reorganized debtors (collectively, the "*Reorganized Debtors*") for entry of an order providing that the applicable notice period for the *Reorganized Debtors' Motion For Entry of Second 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 "*Motion*") be shortened pursuant to Rule 9006-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "*Local Rules*"); and the Court having

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<sup>1</sup> The Reorganized Debtors, along with the last four digits of each Reorganized 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 Reorganized 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.

determined that granting the relief requested in the Motion to Shorten is in the best interests of the Reorganized 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. The Motion shall be heard on January 27, 2010 at 3:00 p.m. (ET).
3. Objections to the relief requested in the Motion shall be filed and served upon counsel to the Reorganized Debtors no later than January 25, 2010 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  
January \_\_\_\_, 2010

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Kevin J. Carey  
Chief United States Bankruptcy Judge