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)
	Jointly Administered
Reorganized Debtors.	Ref. Docket No. 1307

NOTICE OF FILING OF REVISED PROPOSED ORDER FOR 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)

TO: (A) The Office of the United States Trustee for the District of Delaware; (B) Counsel to the form Creditors' Committee; (C) Counsel to Wells Fargo Bank, as Agent Under the Prepetition Credit Facility and the DIP Facility (as Defined in the Plan); (D) DK Acquisition Partners, L.P.; (E) Wells Fargo Foothill, LLC; (F) participants in the Debtors' Supplemental Employee Retirement Programs and deferred compensation programs; and (G) All Parties That Have Requested Notice Pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure.

PLEASE TAKE NOTICE that on January 15, 2010, the above-captioned reorganized debtors (collectively, the "Reorganized Debtors") filed 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) [Docket No. 1307] (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court"). The hearing (the "Hearing") on the Motion is currently scheduled for January 27, 2010 at 3:00 p.m. (ET), with objections to the Motion due on or before January 25, 2010 at 10:00 a.m. (ET). You were previously served with a copy of the Motion.

PLEASE TAKE FURTHER NOTICE that attached to the Motion was a proposed form of order (the "<u>Proposed Order</u>") with respect to the relief requested therein. Attached hereto as <u>Exhibit 1</u> is a revised Proposed Order (the "<u>Revised Proposed Order</u>"). For

DB02:9160900.1 068301.1001

¹ 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.

ease of reference, annexed hereto as <u>Exhibit 2</u> is a copy of the Revised Proposed Order marked against the Proposed Order.

PLEASE TAKE FURTHER NOTICE that at the Hearing, the Debtors intend to request the Court to enter the Revised Proposed Order.

Dated: Wilmington, Delaware January 19, 2010 YOUNG CONAWAY STARGATT & TAYLOR, LLP

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ATTORNEYS FOR REORGANIZED DEBTORS

EXHIBIT 1

Revised Proposed Order

DB02:9160900.1 068301.1001

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)
Reorganized Debtors.	Jointly Administered
	Ref. Docket Nos. 1182, 1307 and

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)

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 and effects 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 the Court having found that the assets contained in the

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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.

Debtors' Supplemental Employee Retirement Programs² and deferred compensation programs, including, without limitation, the assets subject to (i) that certain Building Materials Holding Corporation Executive and Director Supplemental Retirement Income Trust Agreement by and Building Materials Holding Corporation and U.S. Bank Institutional Trust and Custody, Idaho dated as of August 1, 2005; (ii) that certain Building Materials Holding Corporation 1999 Deferred Compensation Plan for Directors Trust by and between Building Materials Holding Corporation and Prudential Bank & Trust FSB dated as of May 1, 2008; (iii) that certain Building Materials Holding Corporation 1999 Deferred Compensation Plan for Executives Trust by and between Building Materials Holding Corporation and Prudential Bank & Trust FSB dated as of May 1, 2008; (iv) that certain Building Materials Holding Corporation 2005 Deferred Compensation Plan for Directors Trust by and between Building Materials Holding Corporation and Prudential Bank & Trust FSB dated as of May 1, 2008; and (v) that certain Building Materials Holding Corporation 2005 Deferred Compensation Plan for Executives Trust by and between Building Materials Holding Corporation and Prudential Bank & Trust FSB dated as of May 1, 2008 (collectively, the "SERP and Deferred Compensation Assets") are assets that were property of the Debtors' estates which vested in the Reorganized Debtors on the Effective Date free and clear of liens, claims and interests; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

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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.

U.S. Bank Institutional Trust and Custody, Idaho, Prudential Bank & Trust FSB, 1.

and any other person or entity with control over the SERP and Deferred Compensation Assets,

including, but not limited to Nationwide Life Insurance Company, ING-Security Life of Denver,

and Metropolitan Life Insurance Company (or any other insurance company that issued the life

insurance policies that comprise a portion of the SERP and Deferred Compensation Assets), are

hereby authorized and directed to timely liquidate the SERP and Deferred Compensation Assets

in a manner consistent with the instructions of Paul Street or any other authorized officer of the

Reorganized Debtors and to remit the proceeds of the SERP and Deferred Compensation Assets

to the Reorganized Debtors in a manner consistent with the instructions of Paul S. Street, Chief

Executive Officer of the Reorganized Debtors, or any other authorized officer of the Reorganized

Debtors.

U.S. Bank Institutional Trust and Custody, Idaho, Prudential Bank & Trust FSB, 2.

and any other person or entity with control over the SERP and Deferred Compensation Assets,

including, but not limited to Nationwide Life Insurance Company, ING-Security Life of Denver,

and Metropolitan Life Insurance Company (or any other insurance company that issued the life

insurance policies that comprise a portion of the SERP and Deferred Compensation Assets), shall

be entitled to rely on this Implementation Order to effectuate the liquidation and distribution of

the SERP and Deferred Compensation Assets to the Reorganized Debtors in a manner consistent

with the instructions of Paul S. Street or any other authorized officer of the Reorganized Debtors.

Dated: Wilmington, Delaware

January ___, 2010

Kevin J. Carey

Chief United States Bankruptcy Judge

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EXHIBIT 2

Blackline of Revised Proposed Order

DB02:9160900.1 068301.1001

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)
Reorganized Debtors.	Jointly Administered
	Ref. Docket No <u>Nos</u> . 1182 <u>1182, 1307</u> and

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)

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 and effects 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 the Court having found that the assets contained in the Debtors'

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.

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Supplemental Employee Retirement Programs² and deferred compensation programs, including, without limitation, the assets subject to (i) that certain Building Materials Holding Corporation Executive and Director Supplemental Retirement Income Trust Agreement by and Building Materials Holding Corporation and U.S. Bank Institutional Trust and Custody, Idaho dated as of August 1, 2005; (ii) that certain Building Materials Holding Corporation 1999 Deferred Compensation Plan for Directors Trust by and between Building Materials Holding Corporation and Prudential Bank & Trust FSB dated as of May 1, 2008; (iii) that certain Building Materials Holding Corporation 1999 Deferred Compensation Plan for Executives Trust by and between Building Materials Holding Corporation and Prudential Bank & Trust FSB dated as of May 1, 2008; (iv) that certain Building Materials Holding Corporation 2005 Deferred Compensation Plan for Directors Trust by and between Building Materials Holding Corporation and Prudential Bank & Trust FSB dated as of May 1, 2008; and (v) that certain Building Materials Holding Corporation 2005 Deferred Compensation Plan for Executives Trust by and between Building Materials Holding Corporation and Prudential Bank & Trust FSB dated as of May 1, 2008 (collectively, the "SERP and Deferred Compensation Assets") are assets that were property of the Debtors' estates which vested in the Reorganized Debtors on the Effective Date free and clear of liens, claims and interests; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. U.S. Bank Institutional Trust and Custody, Idaho, Prudential Bank & Trust FSB, and any other person or entity with control over the SERP and Deferred Compensation Assets_including. but not limited to Nationwide Life Insurance Company. ING-Security Life of Denver.

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.

and Metropolitan Life Insurance Company (or any other insurance company that issued the life

insurance policies that comprise a portion of the SERP and Deferred Compensation Assets), are

hereby authorized and directed to timely liquidate the SERP and Deferred Compensation Assets

in a manner consistent with the instructions of Paul Street or any other authorized officer of the

Reorganized Debtors and to remit the proceeds of the SERP and Deferred Compensation Assets

to the Reorganized Debtors in a manner consistent with the instructions of Paul S. Street, Chief

Executive Officer of the Reorganized Debtors, or any other authorized officer of the Reorganized

Debtors.

U.S. Bank Institutional Trust and Custody, Idaho, Prudential Bank & Trust FSB, 2.

and any other person or entity with control over the SERP and Deferred Compensation Assets.

including, but not limited to Nationwide Life Insurance Company, ING-Security Life of Denver,

and Metropolitan Life Insurance Company (or any other insurance company that issued the life

insurance policies that comprise a portion of the SERP and Deferred Compensation Assets), shall

be entitled to rely on this Implementation Order to effectuate the liquidation and distribution of

the SERP and Deferred Compensation Assets to the Reorganized Debtors in a manner consistent

with the instructions of Paul S. Street or any other authorized officer of the Reorganized Debtors.

Dated: Wilmington, Delaware January, 2010

Kevin J. Carey

Chief United States Bankruptcy Judge