

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

IN RE:

BUILDING MATERIALS HOLDING
CORPORATION, *et al.*,¹

Debtors.

)
) Chapter 11

)
) Case No. 09-12074 (KJC)

)
) Jointly Administered

)
) Ref. Docket No. 1276, 1347

**ORDER GRANTING APPLICATION OF PETER J. SOLOMON COMPANY FOR
ALLOWANCE AND APPROVAL OF PAYMENT OF RESTRUCTURING
TRANSACTION FEE AND FINANCING TRANSACTION FEE**

Upon consideration of the application (the "Application")² of Peter J. Solomon Company ("PJS") for entry of an order, pursuant to sections 327, 328(a) and 330 of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for allowance and approval of the Debtors' payment of the Restructuring Transaction Fee and the Financing Transaction Fee in connection with the employment of PJS as investment banker and financial advisor to the Debtors, and as provided for in the Engagement Letter all as set forth in the Application; and the Court having found that venue of this proceeding and the Application 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 Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and notice of the Application and the opportunity for a

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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

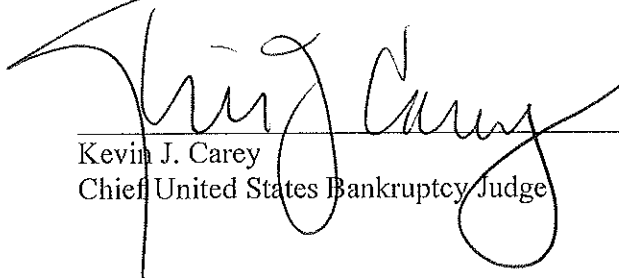
hearing on the Application was appropriate under the particular circumstances; and the Court having reviewed the Application and having considered the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application 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 Application is granted as set forth below.
2. Pursuant to sections 327, 328(a) and 330 of Bankruptcy Code and Bankruptcy Rule 2016, PJS is granted allowance and approval of (i) the Restructuring Transaction Fee in the amount of \$50,000, which amount, in accordance with the Engagement Letter and the Retention Order, equals \$2,500,000 less (a) the Monthly Fees paid by the Debtors to PJS from the inception of PJS's engagement with the Debtors through the Confirmation Date and less (b) 50% of the Financing Transaction Fee to be paid by the Debtors to PJS; and (ii) the Financing Transaction Fee in the amount of \$1,700,000.
3. Subject to the terms and conditions of the Engagement Letter, the Retention Order and this Order, the Debtors are authorized to remit payment to PJS on account of the Restructuring Transaction Fee and the Financing Transaction Fee, less the \$200,000 retainer held by PJS, and PJS is authorized to apply the \$200,000 retainer held by it against the balance of the allowed and approved Restructuring Transaction Fee and the Financing Transaction Fee.

4. This Court shall retain jurisdiction with respect to any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware
January 25, 2010



Kevin J. Carey
Chief United States Bankruptcy Judge