

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

In re:

BUILDING MATERIALS
HOLDING CORPORATION,¹

Reorganized Debtor.

Chapter 11

Case No. 09-12074 (KJC)

Objection Deadline: December 21, 2011 at 10:00 a.m. (ET)
Hearing Date: December 28, 2011 at 11:00 a.m. (ET)

**REORGANIZED DEBTORS' MOTION FOR ENTRY OF (A) ORDER (1) APPROVING
TERMS UNDER WHICH THE REORGANIZED DEBTORS MAY STIPULATE TO
RELIEF FROM PLAN DISCHARGE INJUNCTION; AND (2) TERMINATING THE
SERVICES OF THE GARDEN CITY GROUP, INC. AS CLAIMS, NOTICING,
SOLICITATION, BALLOTING AND TABULATION AGENT FOR THE DEBTORS;
AND (B) FINAL DECREE CLOSING THE CHAPTER 11 CASE**

Building Materials Holding Corporation ("*BMHC*") and its affiliates, as reorganized debtors (collectively, the "*Debtors*" or "*Reorganized Debtors*"), pursuant to sections 105 and 350(a) of title 11 of the United States Code (the "*Bankruptcy Code*"), Rules 3022 of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*") and Rules 2002-1(f) and 5009-1(a) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "*Local Rules*"), submit this motion (the "*Motion*") for entry of an order, substantially in the form annexed hereto as Exhibit A, (A) approving the essential terms under which the Reorganized Debtors may stipulate to relief from the plan discharge injunction without further order of the Court; (B) terminating the services of Garden City Group, Inc. as claims, noticing, solicitation, balloting and tabulation agent for the Debtors; and (C) closing the remaining chapter 11 case of Building Materials Holding

¹ The last four digits of the Reorganized Debtor's tax identification number are 4269. The Reorganized Debtor's mailing address is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

Corporation (the "*Closing Case*"). In support of this Motion, the Reorganized Debtors respectfully submit as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested are Bankruptcy Code sections 105 and 350(a), Bankruptcy Rule 3022 and Local Rules 2002-1(f) and 5009-1(a).

BACKGROUND

3. On June 16, 2009 (the "*Petition Date*"), each of the now Reorganized Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "*Chapter 11 Cases*"). No request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases. On June 26, 2009, the Office of the United States Trustee (the "*U.S. Trustee*") appointed the official committee of unsecured creditors.

4. The Reorganized Debtors are one of the largest providers of residential building products and construction services in the United States. The Reorganized Debtors distribute building materials, manufacture building components (e.g., millwork, floor and roof trusses, and wall panels), and provide construction services to professional builders and contractors through a network of distribution facilities, manufacturing facilities, and regional construction services facilities.

5. The Reorganized Debtors operate under the brand name BMC®. The Reorganized Debtors market and sell building products, manufacture building components, and provide construction services to professional builders and contractors. Products include

structural lumber and building materials purchased from manufacturers, as well as manufactured building components such as millwork, trusses, and wall panels. Construction services include installation of various building products and framing. The Reorganized Debtors currently offer these products and services in major metropolitan markets in Texas, Washington, Colorado, Idaho, Utah, Montana, North Carolina, California, Nevada and Oregon.

6. 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 Reorganized Debtors’ plan of reorganization (the “*Plan*”). The Effective Date of the Plan occurred on January 4, 2010.

7. On June 28, 2011, the Court entered an order [Docket No. 1896] closing the following cases (the “*Subsidiary Cases*”):

- A. BMC West Corporation, Case No. 09-12075 (KJC);
- B. SelectBuild Construction, Inc., Case No. 09-12076 (KJC);
- C. SelectBuild Northern California, Inc., Case No. 09-12077 (KJC);
- D. Illinois Framing, Inc., Case No. 09-12078 (KJC);
- E. C Construction, Inc., Case No. 09-12079 (KJC);
- F. TWF Construction, Inc., Case No. 09-12080 (KJC);
- G. H.N.R. Framing Systems, Inc., Case No. 09-12081 (KJC);
- H. SelectBuild Southern California, Inc., Case No. 09-12082 (KJC);
- I. SelectBuild Nevada, Inc., Case No. 09-12083 (KJC);
- J. SelectBuild Arizona, LLC, Case No. 12084 (KJC);
- K. SelectBuild Illinois, LLC, Case No. 09-12085 (KJC).

RELIEF REQUESTED

8. All claims and contested matters before the Court in these Chapter 11 Cases have been resolved. In the future, the Reorganized Debtors do anticipate that they will continue to receive requests for relief from the Plan discharge injunction by claimants who may wish to pursue insurance proceeds. However, because the essential terms of such stipulations have been approved many times by this Court, the Reorganized Debtors do not believe any such future requests warrant the Court's continued oversight.

9. Accordingly, by this Motion, the Reorganized Debtors seek entry of (A) an order (1) approving the essential terms under which the Reorganized Debtors may stipulate to relief from the Plan discharge injunction without further order of the Court; and (2) terminating the services of The Garden City Group, Inc. as claims, noticing, solicitation, balloting and tabulation agent for the Debtors; and (B) a final decree closing the Chapter 11 Case of BMHC.

BASIS FOR RELIEF REQUESTED

10. Section 105(a) of the Bankruptcy Code provides, in relevant part, that "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Section 350(a) of the Bankruptcy Code provides that "[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case." 11 U.S.C. § 350(a). Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, also provides that "[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case." Fed. R. Bankr. P. 3022.

11. The term "fully administered" is not defined in the Bankruptcy Code or the Bankruptcy Rules. The 1991 Advisory Committee Note to Bankruptcy Rule 3022 does,

however, set forth the following non-exclusive factors a court should consider when determining whether an estate has been fully administered: (1) whether the order confirming the plan has become final; (2) whether deposits required by the plan have been distributed; (3) whether the property proposed by the plan to be transferred has been transferred; (4) whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan; (5) whether payments under the plan have commenced; and (6) whether all motions, contested matters, and adversary proceedings have been finally resolved. *See* Advisory Committee's note to Fed. R. Bankr. P. 3022; *see e.g., In re Union Home & Indus. Inc.*, 375 B.R. 912, 916 (B.A.P. 10th Cir. 2007) (recognizing that bankruptcy courts weigh the Advisory Committee Note factors in deciding whether to close a case); *In re Johnson*, 402 B.R. 851, 856 (Bankr. N.D. Ind. 2009) (same).

12. The Advisory Committee's Note, however, is silent as to the number of factors required to be satisfied before a chapter 11 bankruptcy case is deemed fully administered. Although bankruptcy courts often apply the six factors described above, these factors simply serve as a guide to assist in the determination of whether a case is fully administered. Failure to completely satisfy all factors will not prevent a case from being fully administered. *See Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994); *In re Mold Makers*, 124 B.R. 766, 768 (Bankr. N.D. Ill. 1990) (“[A]ll of the factors in the Committee Note need not be present before the Court will enter a final decree. Instead, the Committee Note and the factors merely serve as a guide in assisting the Court in its decision to close a case.”). Indeed, the Editors' Comment to Bankruptcy Rule 3022 describes it as “a flexible Rule to permit the court to determine that an estate is fully administered and should be closed even though payments or other activities involving the debtor and its creditors might continue.” *In re Gould*, 2010 WL 3834344, at *4 (D.

Conn. Sept. 30, 2010) (*quoting* Fed. R. Bank. P. 3022 ed. cmt.). As a result, courts have suggested that substantial consummation alone is sufficient for entry of a final decree. *In re BankEast Corporation*, 132 B.R. 665, 668 (Bankr. N.H. 1991) (“This court deems a chapter 11 estate to be ‘fully administered’ pursuant to Bankruptcy Rule 3022 at the point of substantial consummation as defined by § 1101(2) of the Bankruptcy Code”); *accord In re Consolidated Pioneer Mortgage Entities*, 248 B.R. 368, 379 (9th Cir. B.A.P. 2000) (indicating that entry of a final decree would be appropriate if a plan were substantially consummated).

13. Of course, Local Rule 5009-1 supports the conclusion that substantial consummation alone is satisfactory for entry of a final decree closing a chapter 11 case. That Local Rule provides, in relevant part, that “a party in interest may seek the entry of a final decree at any time after the confirmed plan has been substantially consummated provided that all required fees due under 28 U.S.C. § 1930 have been paid.” Del. Bankr. L.R. 5009-1(a).

14. The Closing Case has been “fully administered” within the meaning of section 350 of the Bankruptcy Code and the Reorganized Debtors’ Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code, making it appropriate for the Court to enter a final decree closing the Closing Case. Among other things:

- (1) The Confirmation Order entered with respect to the Plan has become final and non-appealable;
- (2) The Debtors have emerged from chapter 11 as reorganized entities;
- (3) All property proposed to be transferred under the Plan has been transferred;
- (4) The Reorganized Debtors have assumed the business and management of the property dealt with by the Plan; and

- (5) Distributions to creditors in each class under the Plan are completed or underway. The claims reconciliation process in this Court has been concluded.² With respect to those limited number of contested claims that are still being litigated in other courts pursuant to orders granting relief from the automatic stay or the Plan discharge injunction, the Reorganized Debtors have established reserves in the Unsecured Cash Fund as appropriate under the Plan. When those claims are resolved, then the reserved amounts can be distributed from the Unsecured Cash Fund without the need for oversight by the Court.

Thus, the foregoing factors support closure of the Closing Cases.

15. Since the Effective Date of the Plan, in addition to concluding the claims reconciliation process in this Court, the Reorganized Debtors have requested the Court to approve numerous stipulations, on specific agreed terms, to allow certain parties to obtain relief from the Plan discharge injunction to pursue insurance proceeds. In particular, based on a prior order entered by the Court in connection with a request by Weis Builders, Inc. to file a late proof of claim and to obtain relief from the discharge injunction to pursue insurance proceeds [see Docket No. 1592], the Reorganized Debtors have generally agreed to such stipulations to allow such parties to pursue insurance proceeds only if either (a) the claimant ameliorated the financial prejudice to the Reorganized Debtors by the claimant agreeing to pay any deductibles and/or self-insured retention amounts and all allocated loss adjustment expenses that the Reorganized Debtors might otherwise be obligated to pay if the Plan discharge injunction were modified and a

² Sufficiently in advance of the hearing on this Motion, the Reorganized Debtors anticipate filing (as they have previously done on numerous occasions in these Chapter 11 Cases) a notice of satisfied claims and/or scheduled amounts with respect to a minimal amount of claims and/or scheduled amounts, so that the Reorganized Debtors' records are accurate for purposes of making distributions under the Plan and, out of an abundance of caution, to provide interested parties an opportunity to object to the Reorganized Debtors' position that such claims and/or scheduled amounts have been satisfied as provided for in such notice.

claim is asserted by the claimant against any of the Reorganized Debtors' insurance policies; and/or (b) the insurance companies agreed to waive any such deductibles and/or self insured retention amounts and allocated loss adjustment expenses. The Court has approved more than twenty such stipulations on those basic terms.

16. Rather than keep the BMHC Chapter 11 Case open and continue to burden the Court with substantially similar stipulations in the future, the Reorganized Debtors request the Court to authorize them to enter into stipulations granting relief from the Plan discharge injunction, without further order of the Court, in substantially the form of the stipulations previously approved by the Court (including substantially the terms set forth in clauses (a) and (b) in paragraph 14 above).

17. In addition, pursuant to Local Rule 2002-1(f), the Reorganized Debtors request the Court to approve the termination of the services of The Garden City Group, Inc. as claims, noticing, solicitation, balloting and tabulation agent for the Debtors and as agent of the Bankruptcy Court effective as of the entry of the requested final decree. In accordance with Local Rule 2002-1(f)(ix), within thirty (30) days of entry of the final decree, The Garden City Group, Inc. shall forward to the Clerk of Court: (i) all claims filed in, and an updated claims register for, the Chapter 11 Cases; (ii) a CD of all imaged claims in the Chapter 11 Cases; and (iii) an Excel spreadsheet containing all claims information, along with an updated mailing list, for the Chapter 11 Cases.

18. Within forty-five (45) days of the entry of the order closing the Closing Case, BMHC shall (i) provide the Office of the United States Trustee for the District of Delaware with any outstanding disbursement information for purposes of calculating fees owing as of the date of the entry of the order approving this Motion pursuant to section 1930 of title 28 of the United

States Code and (ii) timely pay any fees that are due and owing pursuant to section 1930 of title 28 of the United States Code.

19. Consistent with Local Rule 5009-1(c), BMHC has filed the Supplemental Final Verified Report attached hereto as Exhibit B. Therefore, the Reorganized Debtors submit that ample justification exists for entry of a final decree closing the Closing Case.

NOTICE

20. No trustee or examiner has been appointed in the Chapter 11 Cases. The Reorganized Debtors have provided notice of filing of this Motion to: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel to Wells Fargo Bank, as agent under the Debtors' Prepetition Credit Agreement and DIP Facility (as defined in the Plan); (c) DK Acquisition Partners, L.P.; (d) Wells Fargo Foothill, LLC; and (e) any persons who have filed a request for notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002. Due to the nature of the relief requested, the Reorganized Debtors respectfully submit that no further notice of this Motion is required.

NO PRIOR REQUEST

21. No prior request for the relief sought in this Motion has been made to this or any other court.

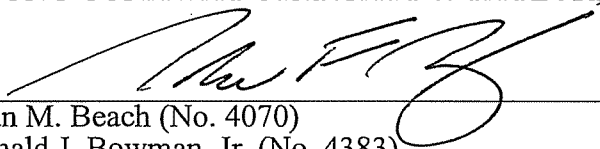
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CONCLUSION

WHEREFORE, the Reorganized Debtors respectfully request the Court to grant the relief requested herein by entering a form of order substantially in the form annexed hereto as Exhibit A, and to grant such other and further relief as the Court may deem just and proper.

Dated: Wilmington, Delaware
December 7, 2011

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Sean M. Beach (No. 4070)
Donald J. Bowman, Jr. (No. 4383)
Robert F. Poppiti, Jr. (No. 5052)
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

---- and ----

SACKS TIERNEY P.A.
Aaron G. York (admitted *pro hac vice*)
4250 N. Drinkwater Blvd.
Fourth Floor
Scottsdale, Arizona 85251
Telephone: 480.425.2676
Facsimile: 480.425.4976

ATTORNEYS FOR REORGANIZED DEBTOR

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

In re:

BUILDING MATERIALS
HOLDING CORPORATION,¹

Reorganized Debtor.

Chapter 11

Case No. 09-12074 (KJC)

Objection Deadline: December 21, 2011 at 10:00 a.m. (ET)
Hearing Date: December 28, 2011 at 11:00 a.m. (ET)

NOTICE OF MOTION

TO: (A) The Office of the United States Trustee for the District of Delaware; (B) Counsel to Wells Fargo Bank, as Agent Under the Reorganized Debtors' Prepetition Credit Agreement and DIP Facility; (C) DK Acquisition Partners, L.P.; (D) Wells Fargo Foothill, LLC; and (E) All Parties That Have Requested Notice Pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure.

PLEASE TAKE NOTICE that the above-captioned reorganized debtor (the "Reorganized Debtor") has filed the attached **Reorganized Debtors' Motion for Entry of (A) Order (1) Approving Terms Under Which the Reorganized Debtors May Stipulate to Relief From Plan Discharge Injunction; and (2) Terminating the Services of The Garden City Group, Inc. as Claims, Noticing, Solicitation, Balloting and Tabulation Agent for the Debtors; and (B) Final Decree Closing the Chapter 11 Case** (the "Motion").

PLEASE TAKE FURTHER NOTICE that any objections to the Motion must be filed on or before **December 21, 2011 at 10:00 a.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned counsel to the Reorganized Debtor so as to be received on or before the Objection Deadline.

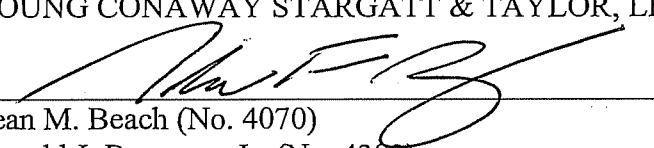
PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE MOTION WILL BE HELD ON DECEMBER 28, 2011 AT 11:00 A.M. (ET) BEFORE THE HONORABLE KEVIN J. CAREY AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DELAWARE 19801.

¹ The last four digits of the Reorganized Debtor's tax identification number are 4269. The Reorganized Debtor's mailing address is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

Dated: Wilmington, Delaware
December 7, 2011

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Sean M. Beach (No. 4070)
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ATTORNEYS FOR THE REORGANIZED DEBTOR

EXHIBIT A

Proposed Order

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

In re:

BUILDING MATERIALS HOLDING
CORPORATION,¹

Reorganized Debtor.

Chapter 11

Case No. 09-12074(KJC)

Ref. Docket No. _____

**FINAL DECREE CLOSING THE CHAPTER 11 CASE
AND GRANTING RELATED RELIEF**

Upon the Reorganized Debtors' Motion for Entry of (A) Order (1) Approving Terms Under Which the Reorganized Debtors May Stipulate to Relief from Plan Discharge Injunction; and (2) Terminating the Services of the Garden City Group, Inc. as Claims, Noticing, Solicitation, Balloting and Tabulation Agent for the Debtors; and (B) Final Decree Closing the Chapter 11 Case (the "Motion");² and the Court having considered the Motion and all related pleadings and documents; and the Court having found that adequate notice of the Motion has been given under the circumstances; and good and sufficient cause appearing therefor, it is hereby:

ORDERED that the Motion is granted; and it is further

ORDERED that the Reorganized Debtors are authorized to enter into stipulations granting relief from the Plan discharge injunction, without further order of the Court, provided that (1) such stipulations are in substantially the form of the stipulations previously approved by the Court granting relief from the Plan discharge injunction to permit claimants to pursue

¹ The Reorganized Debtor in this proceeding, along with the last four digits of its tax identification number, is as follows: Building Materials Holding Corporation (4269), with a mailing address of 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

insurance proceeds; and (2) such stipulations must include provisions that require either that (a) the claimant ameliorate the financial prejudice to the Reorganized Debtors by the claimant agreeing to pay any deductibles and/or self-insured retention amounts and all allocated loss adjustment expenses that the Reorganized Debtors might otherwise be obligated to pay if the Plan discharge injunction were modified and a claim is asserted by the claimant against any of the Reorganized Debtors' insurance policies; and/or (b) the insurance companies agree to waive any such deductibles and/or self insured retention amounts and allocated loss adjustment expenses; and it is further

ORDERED that the case of Building Materials Holding Corporation, Case No. 09-12074 (KJC), is hereby closed; provided, however, that the Court shall retain jurisdiction as provided for in Article XI of the Plan and paragraph 39 of the Confirmation Order; and it is further

ORDERED that the entry of this final decree is without prejudice to the rights of any party to seek to reopen the Closing Case pursuant to section 350(b) of the Bankruptcy Code; and it is further

ORDERED that within forty-five (45) days of the entry of this Order, BMHC shall (i) provide the Office of the United States Trustee for the District of Delaware with any outstanding disbursement information for purposes of calculating fees owing as of the date of the entry of this Order pursuant to section 1930 of title 28 of the United States Code and (ii) timely pay any fees that are due and owing pursuant to section 1930 of title 28 of the United States Code; and it is further

ORDERED that, pursuant to Local Rule 2002-1(f), the services of The Garden City Group, Inc. as claims, noticing, solicitation, balloting and tabulation agent for the Debtors and as agent of the Bankruptcy Court are terminated effective as of the entry of this Order; provided,

however, that notwithstanding the foregoing, in accordance with Local Rule 2002-1(f)(ix), within thirty (30) days of entry of this Order, The Garden City Group, Inc. shall forward to the Clerk of Court: (i) all claims filed in, and an updated claims register for, the Chapter 11 Cases; (ii) a CD of all imaged claims in the Chapter 11 Cases; and (iii) an Excel spreadsheet containing all claims information, along with an updated mailing list, for the Chapter 11 Cases; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: Wilmington, Delaware
December __, 2011

Kevin J. Carey
United States Bankruptcy Judge

EXHIBIT B

Supplemental Final Verified Report

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

In re:

BUILDING MATERIALS HOLDING
CORPORATION,¹

Reorganized Debtor.

Chapter 11

Case No. 09-12074 (KJC)

SUPPLEMENTAL VERIFIED FINAL REPORT

I, Paul S. Street, the Chief Administrative Officer and General Counsel for Building Materials Holding Corporation, a corporation organized under the laws of the State of Delaware and the above-captioned reorganized debtor (the "Reorganized Debtor"), on behalf of the Reorganized Debtor, do hereby declare that:

1. On the Petition Date,² the following affiliates of the Reorganized Debtor also filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code: BMC West Corporation; SelectBuild Construction, Inc.; SelectBuild Northern California, Inc.; Illinois Framing, Inc.; C Construction, Inc.; TWF Construction, Inc.; H.N.R. Framing Systems, Inc.; SelectBuild Southern California, Inc.; SelectBuild Nevada, Inc.; SelectBuild Arizona, LLC; and SelectBuild Illinois (collectively, the "Subsidiary Debtors").

2. On June 28, 2011, the Court entered that certain Final Decree Closing Subsidiary Cases and Amending Caption of Remaining Case [Docket No. 1896] (the "Final Decree Order for the Subsidiary Debtors"), thereby closing the chapter 11 cases of the Subsidiary Debtors and ordering that all motions, contested matters, and adversary proceedings that remained open as of the date thereof, or that

¹ The Reorganized Debtor in this proceeding, along with the last four digits of its tax identification number, is as follows: Building Materials Holding Corporation (4269), with a mailing address of 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 Joint Plan of Reorganization for the Debtors Under Chapter 11 of the Bankruptcy Code Amended December 14, 2009 (With Technical Modifications).

are opened thereafter, with respect to the Reorganized Debtor and the Subsidiary Debtors shall be administered under the Reorganized Debtor's chapter 11 case.

3. In connection with their request for the Court to enter the Final Decree Order for the Subsidiary Debtors, in accordance with Rule 5009-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), the Reorganized Debtor and the Subsidiary Debtors filed the Verified Final Report annexed hereto as Exhibit 1 (the "Initial Verified Final Report"). The Reorganized Debtor incorporates herein the Initial Verified Final Report, with the minor correction noted in the footnote below, as if fully set forth herein.³

4. For purposes of the Reorganized Debtors' Motion for Entry of (A) Order (1) Approving Terms Under Which the Reorganized Debtors May Stipulate to Relief from the Plan Discharge Injunction; and (2) Terminating the Services of the Garden City Group, Inc. As Claims, Noticing, Solicitation, Balloting and Tabulation Agent for the Debtors; and (B) Final Decree Closing the Chapter 11 Case (the "Motion"), pursuant to Local Rule 5009-1, the Reorganized Debtor hereby supplements the Initial Verified Final Report.

5. To the best of my knowledge, information and belief, the following is a supplemental breakdown of the results in the Chapter 11 Cases:

<u>Type of Payment</u>	<u>Amount of Payment</u>
A. U.S. Trustee Fees	\$ <u>118,750⁴</u>
TOTAL PAYMENTS	\$ <u>14,263,700.44</u>

6. As of the filing of this Supplemental Verified Final Report, I believe that, under 28 U.S.C. § 1930, the Reorganized Debtor will have U.S. Trustee Fees due and owing to the Office of the U.S. Trustee for the fourth quarter of 2011 in the amount of \$20,000. In connection with the closing of

³ In preparing this Supplemental Verified Final Report, the Reorganized Debtor discovered that the Debtors had actually paid \$864,650 in U.S. Trustee Fees as of the June 9, 2011 date that the Initial Verified Final Report was executed, not the \$864,975 (amounting to a \$325 discrepancy) that was reported on the Initial Verified Final Report. The Reorganized Debtors hereby correct that entry on the Initial Verified Final Report by this reference.

⁴ This reflects U.S. Trustee Fees paid by the Reorganized Debtor and the Subsidiary Debtors during the period from the Court's entry of the Final Decree Order for the Subsidiary Debtors through and including the date hereof.

the Closing Case (as defined in the Motion), the Reorganized Debtor will pay any U.S. Trustee Fees due and owing in connection with the Closing Case within forty-five (45) days of the entry of the proposed order approving the Motion.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on December 6, 2011



Paul S. Street

Exhibit 1 to Supplemental Final Verified Report

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

In re:

BUILDING MATERIALS HOLDING
CORPORATION, *et al.*¹

Reorganized Debtors.

Chapter 11

Case No. 09-12074 (KJC)

Jointly Administered

VERIFIED FINAL REPORT

I, Paul S. Street, the Chief Administrative Officer and General Counsel for Building Materials Holding Corporation, a corporation organized under the laws of the State of Delaware and one of the above-captioned reorganized debtors (collectively, the "Debtors" or Reorganized Debtors"), on behalf of the Reorganized Debtors, do hereby declare that:

1. To the best of my knowledge, information and belief, the following is a breakdown of the results in the Chapter 11 Cases:²

<u>Type of Payment</u>	<u>Amount of Payment</u> ³
1. Chapter 11 Trustee's Compensation	\$ <u> N/A </u>
2. Chapter 11 Trustee's Expenses (non-operating)	\$ <u> N/A </u>
3. Chapter 11 Trustee's Attorney Expenses	\$ <u> N/A </u>
4. Attorneys for Debtors – Fees	

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.

² Capitalized terms used but not otherwise 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).

³ The amounts listed herein with respect to professionals reflect payments made by all of the Debtors for services rendered and expenses incurred during the period from the Petition Date through and including the Confirmation Date. The amounts listed herein with respect to U.S. Trustee Fees reflect payments made by all of the Debtors during the period from the Petition Date through and including the date hereof.

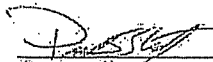
	(i)	Gibson, Dunn & Crutcher LLP	\$	<u>4,086,980.75</u>
	(ii)	Young Conaway Stargatt & Taylor, LLP	\$	<u>462,054.50</u>
5.		Attorneys for Debtors – Expenses		
	(i)	Gibson, Dunn & Crutcher LLP	\$	<u>97,285.73</u>
	(ii)	Young Conaway Stargatt & Taylor, LLP	\$	<u>98,491.36</u>
6.		Other Professionals for Debtors – Fees		
	(i)	Alvarez & Marsal North America, LLC	\$	<u>2,134,243.50</u>
	(ii)	Peter J. Solomon Company, L.P.	\$	<u>2,750,000.00</u>
	(iii)	PricewaterhouseCoopers LLP	\$	<u>1,008,070.00</u>
	(iv)	KPMG LLP	\$	<u>172,456.95</u>
7.		Other Professionals for Debtors – Expenses		
	(i)	Alvarez & Marsal North America, LLC	\$	<u>132,526.63</u>
	(ii)	Peter J. Solomon Company, L.P.	\$	<u>49,107.35</u>
	(iii)	PricewaterhouseCoopers LLP	\$	<u>235.04</u>
	(iv)	KPMG LLP	\$	<u>0.00</u>
8.		Ordinary Course Professionals for Debtors – Fees and Expenses		
	(i)	All Professionals	\$	<u>641,606.29</u>
9.		Attorneys for Committee – Fees		
	(i)	Arent Fox LLP	\$	<u>1,089,116.00</u>
	(ii)	Benesch Friedlander Coplan & Aronoff LLP	\$	<u>121,621.50</u>
10.		Attorneys for Committee – Expenses		
	(i)	Arent Fox LLP	\$	<u>16,368.49</u>
	(ii)	Benesch Friedlander Coplan & Aronoff LLP	\$	<u>2,665.22</u>
11.		Other Professionals for Committee – Fees		
	(i)	Executive Sounding Board Associates Inc.	\$	<u>373,922.50</u>
12.		Other Professionals for Committee – Expenses		
	(i)	Executive Sounding Board Associates Inc.	\$	<u>19,255.57</u>
13.		Fee Auditor’s – Fees		
	(i)	Direct Fee Review LLC	\$	<u>24,132.50</u>
14.		Fee Auditor’s – Expenses		
	(i)	Direct Fee Review LLC	\$	<u>160.56</u>
15.		U.S. Trustee Fees	\$	<u>864,975.00</u>
		TOTAL PAYMENTS	\$	<u>14,145,275.44</u>

2. No trustee or examiner was appointed in the Chapter 11 Cases. As a result, no fees were incurred for a trustee or counsel to any trustee.

3. As of the filing of this Verified Final Report, I do not believe that there are any U.S. Trustee Fees due and owing to the Office of the U.S. Trustee under 28 U.S.C. § 1930. In connection with the closing of the Closing Cases,⁴ the Reorganized Debtors will pay any U.S. Trustee Fees due and owing in the Closing Cases on or before August 1, 2011.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on June 9, 2011



Paul S. Street

⁴ As defined in the Reorganized Debtors' Motion for Entry of Final Decree Closing Subsidiary Cases and Amending Caption of Remaining Case.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

BUILDING MATERIALS
HOLDING CORPORATION,¹

Reorganized Debtor.

Chapter 11


Case No. 09-12074 (KJC)

Jointly Administered

AFFIDAVIT OF SERVICE

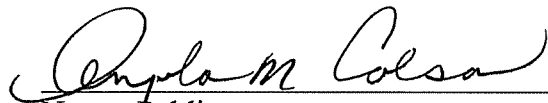
STATE OF DELAWARE)
) SS
NEW CASTLE COUNTY)

Casey S. Cathcart, being duly sworn according to law, deposes and says that she is employed by the law firm of Young Conaway Stargatt & Taylor, LLP, co-counsel to the Reorganized Debtor, and that on December 7, 2011, she caused a copy of the **Reorganized Debtors' Motion for Entry of (A) Order (1) Approving Terms Under Which the Reorganized Debtors May Stipulate to Relief From Plan Discharge Injunction; and (2) Terminating the Services of The Garden City Group, Inc. as Claims, Noticing, Solicitation, Balloting and Tabulation Agent for the Debtors; and (B) Final Decree Closing the Chapter 11 Case** to be served as indicated upon the parties identified on the attached service list.



Casey S. Cathcart

SWORN TO AND SUBSCRIBED before me this 7th day of December, 2011.



Notary Public
My Commission Expires:

ANGELA M. COLSON
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Aug. 25, 2013

¹ The last four digits of the Reorganized Debtor's tax identification number are 4269. The Reorganized Debtor's mailing address is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

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