

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

IN RE:)	
)	Chapter 11
BUILDING MATERIALS HOLDING)	
CORPORATION, <i>et al.</i>,¹)	Case No. 09-12074 (KJC)
)	
Debtors.)	Jointly Administered
)	
)	

**GLOBAL NOTES AND STATEMENT OF
LIMITATIONS, METHODOLOGY, AND DISCLAIMER
REGARDING THE DEBTORS' SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Building Materials Holding Corporation and its subsidiaries, as debtors and debtors in possession (collectively, the "***Debtors***"), have filed their respective Schedules of Assets and Liabilities (the "***Schedules***") and Statements of Financial Affairs ("***SOFAs***," and collectively with the "***Schedules***," the "***Schedules and Statements***") in the United States Bankruptcy Court for the District of Delaware (the "***Bankruptcy Court***"). The Debtors, with the assistance of their advisors, prepared the Schedules and Statements in accordance with section 521 of title 11 of the United States Code (the "***Bankruptcy Code***") and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "***Bankruptcy Rules***").

William M. Smartt, Senior Vice President of the Debtors, has signed the Schedules and Statements. In reviewing and signing the Schedules and Statements, Mr. Smartt has necessarily relied upon the efforts, statements, and representations of various personnel of the Debtors. Mr. Smartt has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors.

These Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding the Schedules and Statements (the "***Global Notes***") pertain to, are incorporated by reference in, and comprise an integral part of all of the Schedules and Statements. The Global

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.

Notes should be referred to and reviewed in connection with any review of the Schedules and Statements.²

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("**GAAP**"), nor are they intended to be fully reconciled to the Debtors' financial statements (whether publicly filed or otherwise). The Schedules and Statements contain unaudited information that is subject to further review and potential adjustment. In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of such preparation. In some instances, data relating to discontinued business locations could not be located, although the Debtors attempted in good faith to obtain as much information as was reasonably possible. The Debtors have made reasonable and good faith efforts to ensure the accuracy and completeness of such financial information, but further research or discovery may identify subsequent information that may necessitate material amendments to the Schedules and Statements. As a result, the Debtors are unable to warrant or represent that the Schedules and Statements are without inadvertent errors, omissions, or inaccuracies. The Debtors reserve all rights to amend or supplement the Schedules and Statements as is necessary and appropriate.

Nothing contained in the Schedules and Statements shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases, including, without limitation, any issues involving substantive consolidation, equitable subordination, defenses, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant applicable laws to recover assets or avoid transfers.

1. **Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:

- a) **Accruals/Unvouchered Payables.** The Debtors have made every reasonable attempt to list all accruals and unvouchered payables on their liabilities schedules.
- b) **Amendments and Supplements.** While the Debtors made reasonable and good faith efforts to file complete and accurate Schedules and Statements, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements as is necessary and appropriate.
- c) **Bankruptcy Court Orders.** Pursuant to various orders entered or to be entered by the Bankruptcy Court (collectively, the "***Pre-petition Payment Orders***"), the Debtors were or will be authorized to pay certain outstanding pre-petition claims, including, without limitation, certain claims of employees for wages, salaries and

² These Global Notes are in addition to the specific notes contained in each Debtor's Schedules and Statements. The fact that the Debtors have prepared a "Specific Note" with respect only to specific Schedules and Statements should not be interpreted as a decision by the Debtors to exclude the applicability of such Specific Note to any of the Debtors' remaining Schedules and Statements, as appropriate.

benefits, certain tax claims, and certain claims of customers, critical vendors, foreign vendors, shippers, warehousemen, materialman's lien claimants, and joint check beneficiaries. However, despite the Debtors' good faith efforts to account for the satisfaction of such claims pursuant to the Pre-petition Payment Orders, the claims listed in the Schedules and Statements may not reflect amounts paid pursuant to these various Orders as such claims were unpaid as of June 16, 2009 (the "**Petition Date**"). To the extent possible, the Debtors have indicated that these claims are contingent in light of the fact that they may be satisfied postpetition. Moreover, to the extent such claims are listed on the Schedules and Statements, inadvertently or otherwise, the Debtors do not waive any right to amend the Schedules and Statements and/or subsequently object to such claims on any basis, including that such claims have already been satisfied through payments with respect to the Pre-petition Payment Orders.

- d) Claims Description. Any failure to designate a claim on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent," or "unliquidated." The Debtors reserve all rights to dispute any claim, whether reflected on their respective Schedules and Statements or asserted pursuant to a filed proof of claim, on any grounds, including, without limitation, liability or classification, or to otherwise subsequently designate such claims as "disputed," "contingent," or "unliquidated."
- e) Classifications. Listing a claim or contract (1) on Schedule D as "secured," (2) on Schedule E as "priority," (3) on Schedule F as "unsecured," or (4) on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors' right to recharacterize or reclassify such claim or contract.
- f) Causes of Action. Despite reasonable and good faith efforts, the Debtors may not have identified and/or set forth all of their causes of action (filed or potential) against third parties as assets in their Schedules and Statements. The Debtors reserve all rights with respect to any causes of action and nothing in the Global Notes or the Schedules and Statements shall be deemed a waiver of any such causes of action. Similarly, in instances where the Debtors are defendants in pending causes of action, nothing in the Global Notes or the Schedules and Statements shall be deemed as an admission or determination with respect to, or a waiver of any defense or objection to, such causes of action, and all of the Debtors' defenses, objection and other rights with respect to such causes of action are hereby preserved.
- g) Schedules and Statement Reflect Assets at Net Book Value. In certain instances, market valuations are neither maintained by, nor readily available to, the Debtors. In other instances, market valuations are available but they are out-of-date. Accordingly, unless otherwise indicated, the Debtors' Schedules and Statements reflect the Debtors' assets at net book values. Market values of these assets may vary, at some times materially, from the net book value of such assets. As

applicable, assets that have been fully depreciated or were expensed for accounting purposes have no net book value.

- h) Estimates and Assumptions. In preparing the Schedules and Statements, the Debtors were required to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure and potential values of contingent assets and liabilities on the date of the Schedules and Statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates, perhaps materially.
- i) Executory Contracts and Unexpired Leases. The Debtors have not set forth executory contracts and unexpired leases as assets in the Schedules and Statements, even though these contracts may have some value to the Debtors' estates. The Debtors' executory contracts and unexpired leases have been set forth in Schedule G. The Debtors' rejection of executory contracts and unexpired leases will result in the assertion of rejection damages claims; as no such contracts and leases had been rejected by Court order on the Petition Date, and no rejection damages claims had been filed as of such Date, the Schedules and Statements do not reflect any claims for rejection damages claims. The Debtors reserve the right to make any arguments and objections with respect to the assertion of any such claims.
- j) Foreign Currency. All amounts are reflected in U.S. dollars.
- k) GAAP. Given the difference between the information requested in the Schedules and Statements, and the financial information utilized under GAAP, the aggregate asset values and claim amounts set forth in the Schedules and Statements do not necessarily reflect the amounts that would be set forth in a balance sheet prepared in accordance with GAAP.
- l) Insiders. For purposes of the Schedules and Statements, the Debtors define "insiders" pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) shareholders holding in excess of 5% of the voting shares of the Debtors; (d) relatives of directors, officers, or shareholders holding in excess of 5% of the voting shares of the Debtors; and (e) debtor affiliates.

Persons listed as "insiders" have been included for informational purposes only. The Debtors do not take any position with respect to: (a) such person's influence over the control of the Debtors; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability, or for any other purpose.

- m) Intellectual Property Rights. Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been

abandoned, have been terminated or otherwise expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated or otherwise expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. The Debtors have made every effort to attribute intellectual property to the Debtor that is the rightful owner of such intellectual property, however, in some instances intellectual property owned by one Debtor may, in fact, be owned by another. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

- n) Intercompany Claims. Receivables and payables among the Debtors in these cases (each an "*Intercompany Receivable*" or "*Intercompany Payable*" and, collectively, the "*Intercompany Claims*") are reported on Schedule B(16) as a net receivable or payable due to or from the applicable Debtor to or from the other Debtors. Where no balance is listed, the Debtors do not believe, based on information currently available, that the applicable Debtor has any Intercompany Receivables or Intercompany Payables. This manner of reporting follows the Debtors' customary practice of reporting such claims. However, while the Debtors maintain records of intercompany transactions and can ascertain, trace, and account for Intercompany Claims, the Debtors' accounting systems do not allow them to do so in real-time because the Debtors operate on a consolidated basis and do not typically utilize such information. For this reason, the total of Intercompany Receivables listed in the Debtors' respective Schedule B's exceeds the total of Intercompany Payables listed in the Debtors' respective Schedule B's by approximately \$126,000.
- o) Liabilities. The Debtors allocated liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. The Debtors reserve all rights to modify, amend, and supplement the Schedules and Statements as is necessary and appropriate.
- p) Materialman's/Mechanics' Liens. The inventories, property, and equipment listed in the Schedules and Statements are presented without consideration of any materialman's or mechanics' liens.
- q) Recharacterization. Notwithstanding that the Debtors have made reasonable efforts to correctly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors nonetheless may have improperly characterized, classified, categorized, or designated certain items. Thus, the Debtors reserve all rights to recharacterize, reclassify, recategorize, or redesignate

items reported in the Schedules and Statements at a later time as is necessary and appropriate.

- r) Setoffs. The Debtors routinely are subject to certain setoffs and other similar rights exercised by or with respect to customers or suppliers in the ordinary course of business. Setoffs in the ordinary course can result from various items, including, but not limited to, intercompany transactions, pricing discrepancies, returns, warranties, and other disputes between the Debtors and their customers and/or suppliers. These normal setoffs and other similar rights are consistent with the ordinary course of business in the Debtors' businesses and can be particularly voluminous, making it unduly burdensome and costly for the Debtors to list such transactions. Therefore, although the exercise of such setoffs and other similar rights may have been taken into consideration when scheduling certain amounts, setoffs and these other rights are not independently accounted for, and as such, are excluded from the Schedules and Statements.
- s) Petition Date. Financial information for the Debtors is, unless otherwise noted herein or in the Schedules and Statements, provided as of the Petition Date of June 16, 2009.
- t) Third-Party Property. In the ordinary course of their business, the Debtors lease vehicles equipment from certain third-party lessors for use in the daily operation of their business and otherwise use and hold property owned by third-parties pursuant to contracts and leases with such parties. Such leases or contracts are set forth in Schedule G. The property subject to any such leases or contracts is not reflected in either Schedule A or Schedule B as either owned property or assets of the Debtors. Neither is the property subject to any such leases or contracts reflected in the Debtors' SOFAs as property or assets of third-parties within the control of the Debtors. Nothing contained in the Schedules and Statements is or shall be construed as an admission or determination as to the legal status of any lease (including, but not limited to, whether any lease is a true lease or a financing arrangement) or contract (including, but not limited to, whether the contract is, in fact, an executory contract), and the Debtors reserve all rights with respect to any such issues.
- u) Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts included in the Debtors' books and records as of the Petition Date. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- v) Undetermined Amounts. The description of an amount as "unknown," "TBD," or "undetermined" is not intended to reflect upon the materiality of such amount.
- w) Entity Classification Issues. The Debtors have endeavored in good faith to identify the assets owned by each Debtor and the liabilities owed by each Debtor. While the Schedules reflect the results of this effort, several factors may impact the ability of the Debtors precisely to assign assets and liabilities to particular

Debtor entities, including but not limited to (a) certain assets may be primarily used by a Debtor other than the entity which holds title to such assets according to the Debtors' books and records; (b) the Debtor entity that owns or holds title to certain assets may not be ascertainable given the consolidated manner in which the Debtors have operated their businesses; (c) certain liabilities may have been nominally incurred by one Debtor, yet such liabilities may have actually been incurred by, or the invoices related to such liabilities may have been issued to or in the name of, another Debtor; and (d) certain creditors of the Debtors may have treated one or more of the Debtors as a consolidated entity rather than as differentiated entities.

2. **Specific Schedules and Statements Disclosures**

- a) Schedule A. The Debtors have listed the value of their real estate at the net book value assigned to such real estate in the Debtors' books and records because the Debtors have determined that the most recent market valuations conducted by the Debtors are now out-of-date. This amount may be materially different from the fair market value of such real estate.
- b) Schedule B(9). The Debtors have listed the insurance policies that are held in a rabbi trust for the benefit of the participants in the Debtors' Supplemental Employee Retirement Plan (the "**SERP**") as assets of Debtor Building Materials Holding Corporation, notwithstanding the fact that certain of the relevant employees may have been employed by one of the other Debtors. Debtor Building Materials Holding Corporation established and is the Debtor party to the SERP, as indicated in the Plan documents and the relevant trust documents. The SERP is managed by the board of directors of Building Materials Holding Corporation, which must approve all contributions and distributions to or from the SERP. The value listed for the policies is the cash surrender value, which reflects more accurately the value the Debtors believe that they will obtain from such policies than the corresponding death benefit value. The corresponding liabilities relating to the SERP have also been listed as liabilities of Building Materials Holding Corporation on its Schedule F.
- c) Schedule B(16). Third-party accounts receivable have been listed as assets of the Debtor that issued the invoice to the customer. In some instances, the Debtors may have lien rights against the property of these account debtors or other various entities to secure the Debtors' claims.

The Debtors have not provided a detailed listing of the individuals and entities that owe them money because such detail contains confidential and proprietary information, including the identities of customers and the amounts that they owe to the Debtors. This information will be made available to the Court for *in camera* review upon request. It will also be made available to the U.S. Trustee

and the Creditors' Committee upon those parties' request (subject to appropriate confidentiality restrictions).

- d) Schedule B(23). The Debtors have listed various licenses, such as contractors' licenses, from governmental authorities. Many of these licenses may not be transferable and, therefore, may have no market value, although they do have value to the Debtors because they are necessary to operate the Debtors' businesses. Nothing herein or in the Schedules and Statements shall be construed as an admission or acknowledgment by the Debtors that any particular license is not transferable either pursuant to its terms or pursuant to the provisions of the Bankruptcy Code or has no market value, and the Debtors reserve all rights with respect to any such issues.
- e) Schedule B(30). The Debtors have identified inventory in three basic categories: (i) materials, consisting of building materials for retail sale, (ii) work in progress inventory, consisting of construction services in progress, and (iii) other inventory – parts.
- f) Schedule D. Except as otherwise agreed pursuant to a stipulation or order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the extent, validity, priority, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to or by a secured creditor listed on Schedule D. Moreover, although the Debtors have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided in Schedule D are intended to be a summary only.

Where possible, Schedule D reflects real property lessors, utility companies, and other parties that hold security deposits. The Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights or inchoate statutory lien rights. Schedule D for each Debtor reflects indebtedness owed pursuant to the Debtors' prepetition secured credit facility. In the case of Debtor Building Materials Holding Corporation, this indebtedness is in the form of a direct obligation as borrower; in the case of each of the other Debtors, this indebtedness is in the form of a guaranty of the prepetition secured credit facility by each such other Debtor. Although there are multiple lenders related to the revolving, term and letter of credit facilities that comprise the Debtors' prepetition secured credit facility, only Well Fargo Bank, N.A., the administrative agent for such lenders, has been listed for purposes of Schedule D.

To generate the list of creditors holding secured claims by virtue of a UCC filing, the Debtors utilized a UCC lien search that was performed on or about June 10, 2009. Because this lien search was performed approximately six days prior to the Petition Date, it is possible that certain claimants perfected their interests within the intervening period and, to the extent this occurred, these claimants may not be

listed on Schedule D. By listing a party on Schedule D based on a UCC filing, the Debtors are not conceding that such party actually holds a perfected, non-avoidable security interest in the asset that is the subject of such filing, and reserve their rights as set forth in the first sentence of this section 2(d).

The UCC lien search revealed numerous precautionary UCC filings made by certain of the Debtors' lessors with respect to property leased by the Debtors on leases that they Debtors believe are true leases. Where the Debtors do not believe that these lessors hold secured claims against their estates – because the leases in question are true leases - the secured claims of these lessors have not been included on Schedule D; similarly, the property that is the subject of such true leases has not been reflected as an asset of the Debtors on Schedule B.

Schedule D lists the outstanding balance on the Debtors' prepetition revolving credit facility (the "**Revolver**") as of the Petition Date of \$20,000,000. As a result of payments authorized by, and made pursuant to, the Interim and Final Orders approving the Debtors' debtor-in-possession financing, the Revolver balance has been reduced to \$16,000,000 as of the date of the Schedules.

Schedule D contains an entry for secured letters of credit in the amount of \$112,496,333. This amount reflects the face amount of letters of credit which have been issued by Wells Fargo Bank, N.A., as administrative agent under the Revolver, in favor of various third-parties, primarily the Debtors' insurers, as security for the Debtors' obligations to those third-parties. This amount is a contingent obligation of the Debtors but will become a current obligation if and to the extent that the beneficiaries of these letters of credit make draws on them as provided therein. To the extent that an improper draw is made on a letter of credit by a beneficiary thereof, the Debtors would have a claim against such beneficiary under the terms of its agreement with the Debtors; no such claim has been reflected on the Schedules.

- g) Schedule E. The Debtors are currently being audited by the Internal Revenue Service for tax years 2005-2008. Because the amount by which this audit may impact the Debtors' prepetition unpaid income tax liability to both the federal government and relevant state governments is not presently fixed, the Debtors have listed the amounts owed on account of income taxes as "unknown." The Debtors' current estimate is that the audit will result in a settlement by which the Debtors will agree to pay approximately \$7 million to the Internal Revenue Service for taxes owed in connection with tax years 2005-2008.

The Debtors have authority to pay certain prepetition obligations, including the authority to pay employee wages and other employee benefits in the ordinary course of business pursuant to Court order (the "**Employee Wage and Benefit Order**"). Pursuant to the Employee Wage and Benefit Order, the Debtors believe that any employee claims for prepetition amounts related to ongoing payroll and benefits, whether allowable as a priority or nonpriority claim, have been or will be

satisfied, and such satisfied amounts are not listed on Schedule E.

The Debtors also have received authority by Court order to provide the goods or services that were promised in connection with prepetition deposits that were advanced by individuals and other entities for the purchase, lease, or rental of property or services, whether for personal, family, or household use or otherwise (the "***Customer Programs Order***"). Pursuant to the Customer Programs Order, the Debtors believe that any claims on account of such deposits, whether allowable as a priority or a nonpriority claim, have been or will be satisfied, and such satisfied amounts are not listed on Schedule E.

The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtors reserve any and all rights to assert that any claim listed on Schedule E is not entitled to be treated as a priority claim.

- h) Schedule F. Whenever reasonably practicable, the Debtors have allocated liabilities to particular Debtors. However, for a number of reasons, including that the Debtors' principally operated their business by business unit rather than by Debtor entity, it is practically impossible in certain cases to assign a given liability to a particular Debtor. To the extent a liability could not be attributed to a specific Debtor, the liability has been listed on Schedule F of Debtor Building Materials Holding Corporation. For a complete understanding of the unsecured debts of each Debtor, the reader should review Schedule F of each Debtor and Building Materials Holding Corporation. Despite the Debtors' reasonable and good faith efforts to properly allocate liabilities, certain liabilities may have been allocated to certain Debtors which should have been allocated to a different Debtor. In order to determine the total liabilities of the Debtors, parties in interest should review each Schedule F for of all of the Debtors. Although the same claim may be listed on the Schedules and Statements of more than one Debtor, the Debtors do not admit or acknowledge that any creditor, other than creditors who have specific direct or guaranty obligations from more than one of the Debtors (including the creditors that are parties to the Debtors' prepetition secured credit facility and ISDA swap agreements), is entitled to assert its claim against more than one Debtor.

Schedule F also contains information regarding threatened or pending litigation involving the Debtors, including workers' compensation claims that have been asserted against the Debtors. The amounts for these potential claims are listed as "unknown" and marked as contingent, unliquidated, and disputed in the Schedules and Statements. The Debtors expressly incorporate by reference into Schedule F all parties to pending and potential litigation, if any, listed in question 4(a) of the applicable Debtor's SOFAs as contingent, unliquidated, and disputed claims, to the extent not already listed on Schedule F.

The Customer Programs Order (defined above) granted the Debtors the authority to honor prepetition customer programs. Accordingly, certain debts arising out of customer programs have not been included on Schedule F because the Debtors intend to honor these obligations in the ordinary course of business.

In some instances, the Debtors have received statutory notices of possible construction defect claims from homeowners. These notices are reflected on SOFA Question 4(a) but the homeowners are not listed on Schedule F as creditors because the Debtors have not determined whether there are, in fact, any defects, whether they are liable to repair any defects that are discovered, or whether the failure to make a repair would render the homeowners creditors of the Debtors' estates.

Schedule F also reflects the prepetition amounts owed to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or assumption and assignment of an executory contract or unexpired lease. Schedule F does not include additional rejection damages claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected as of or after the Petition Date.

The claims of creditors for, among other things, merchandise, goods, services, or taxes are listed on the Debtors' books and records and may not reflect credits or allowances due from such creditor. The Debtors reserve all of their rights respecting such credits and allowances. The amounts listed may be exclusive of contingent and unliquidated amounts.

- i) Schedule G. While every reasonable and good faith effort has been made to ensure the accuracy and completeness of Schedule G, inadvertent errors or omissions may have occurred. Certain of the leases and contracts listed on Schedule G may contain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized in writing and could be subject to dispute. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, rights of way, subordination, non-disturbance and attornment agreements, supplemental agreements, amendments, letter agreements, title agreements and confidentiality agreements. Because of the number of such agreements and the difficulty in assembling a complete list of them given the size, magnitude and diversity of the Debtors' business, all of such agreements may not be set forth on Schedule G. The Debtors reserve all of their rights to dispute or to challenge the characterization of the structure of any transaction, or any document or instrument related to a creditor's claim. In the ordinary course of business, the Debtors may have entered into agreements, written or oral, for the provision of certain services on a month-to-month or at-will basis. Such contracts may not be included on Schedule G. However, the Debtors reserve the right to assert that such agreements constitute executory contracts. Listing a contract or agreement on

Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all rights to amend Schedule G to add executory contracts or unexpired leases or to challenge the legal status of any contract or lease, including the characterization of any lease as an unexpired non-residential real property lease, or whether any listed contract, lease, or other agreement constitutes an executory contract or unexpired lease. Any and all of the Debtors' rights, claims, and causes of action regarding the contracts and agreements listed on Schedule G are hereby reserved and preserved.

- j) Schedule H. For purposes of Schedule H, only Wells Fargo Bank, N.A., as the administrative agent under the prepetition secured credit facility, is listed for claims arising under such secured credit facility. In some instances, a co-debtor is liable with the applicable Debtor on multiple obligations owed to a single creditor. In many of these cases, the Debtors only listed the applicable co-debtor and creditor once, even though multiple claims are involved. For example, Building Materials Holding Corporation is a co-debtor with BMC West Corporation on multiple obligations to Gelco Corporation for the lease of vehicles, though BMC West Corporation and Gelco Corporation are only listed once on Building Materials Holding Corporation's Schedule H. Additionally, the Debtors have not listed any litigation related Co-Debtors on Schedule H. Instead, all such listings can be found on Schedule F and SOFA 4(a).
- k) SOFA Question 3(b). Payments are listed by the entity making such payment notwithstanding that certain payments may have been made on behalf of another entity.
- l) SOFA Question 4(a). The Debtors have made reasonable and good faith efforts to include in their responses to SOFA Question 4 a complete list of all lawsuits and litigation proceedings to which the Debtors were a party within the one (1) year period immediately preceding the Petition Date. To the extent the Debtors become aware that they have omitted any such lawsuits or proceedings, they will amend their SOFAs.
- m) SOFA Question 9. Debtor Building Materials Holding Corporation made payments on behalf of all of the Debtors to various professionals for restructuring services. The payments listed in SOFA Question 9 are only for restructuring related services. The Debtors may have made other payments to the listed professionals for non-bankruptcy related services, but these payments are not listed in SOFA Question 9.
- n) SOFA Question 10. The Debtors' dispositions of property outside of the ordinary course of business are set forth in connection with SOFA Question 2 and accordingly are not listed in connection with SOFA Question 10.
- o) SOFA Question 14. The Debtors routinely hold property for their customers in the ordinary course of business where those customers have paid for building materials but have not retrieved them from the Debtors' warehouses or business

locations. The Debtors have no interest in this property other than a mere possessory interest. In the ordinary course of the Debtors' business, the property held for others in this capacity changes hourly and it would be unduly burdensome, confusing, and incomplete to attempt to compile a list of all such property as of the Petition Date. Accordingly, property held on behalf of customers has not been included in the Debtors' response to SOFA Question 14.

- p) SOFA Question 17. The Debtors have listed environmental information in SOFA Question 17 and potential environmental liabilities in Schedule F, based on the information available to the Debtors at the time the Schedules and Statements were prepared. To the extent further investigation reveals environmental information or potential or contingent environmental liabilities, the Debtors reserve the right to amend the Schedules and Statements as necessary and appropriate.
- q) SOFA Question 19(a) and 19(c). The Debtors have closed various business units over the course of the past two years and information relating to the accountants who kept or supervised the keeping of the books and records at those business units is not readily available and has not been included. To the extent practicable, the books and records applicable to these closed business units are available through the Debtors' office in Boise, Idaho.
- r) SOFA Question 19(d). At the end of each of its fiscal quarters, fiscal years, and upon the occurrence of significant events, the Debtors prepared and filed with the Securities Exchange Commission (the "**SEC**") Form 10-Q (Quarterly Report), Form 10-K (Annual Report), and Form 8-K (Report of unscheduled material events or corporate changes) (collectively, the "**SEC Filings**"). The SEC Filings contain financial information relating to the Debtors. Because the SEC Filings are public record, the Debtors do not maintain records of the parties who requested or obtained copies of any of the SEC Filings from the SEC or the Debtors.
- s) SOFA Question 23. The Debtors utilize an integrated cash management system. As a result, during the year preceding the Petition Date, payments were made to insiders of each of the Debtors by Building Materials Holding Corporation, SelectBuild Construction, Inc. and/or some other Debtor. Some of these payments may have been for the benefit of another Debtor. These payments are listed on the SOFA for the Debtor making the payment, even if the payment was made to or for the benefit of an insider of another Debtor. To ascertain information relating to all payments that were made to insiders, all of the Debtors' SOFAs should be consulted.

Certain transfers identified in the answer to SOFA Question 23 are designated as "SERP Appreciation" or "SERP Adjustment." These transfers were not actually payments to the relevant officers but rather were transfers to the Debtors' SERP on behalf of such officers. The amounts paid remain in the SERP and are not now available to these officers. Instead, under the law applicable to the SERP, the

assets of the SERP are generally available for the payment of all unsecured claims at Building Materials Holding Corporation and any participants in the SERP, including the officers receiving SERP Appreciation or SERP Adjustment transfers, have a claim against the assets of Building Materials Holding Corporation, including the assets of the SERP, on account of their interest in the SERP.

In SOFA Question 23, the Debtors have not listed payments on account of Intercompany Claims. Intercompany Claims are reported on Schedule B in the manner identified above.

[Global Notes.doc](#)

United States Bankruptcy Court District of Delaware

In re Illinois Framing, Inc.

Debtor(s)

Case No. 09-12078Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$681,279.00
\$139,442.00
\$0.00

SOURCE
Fiscal Year 2009 Revenue (from Jan 1st to June 15th)
Fiscal Year 2008 Revenue
Fiscal Year 2007 Revenue

2. Income other than from employment or operation of business

None
☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None
☒

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CREDITOR

DATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

None
☐

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

See Attachment 3b

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS/
TRANSFERS

AMOUNT
PAID OR
VALUE OF
TRANSFERS

AMOUNT STILL
OWING

None
☐

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID

AMOUNT STILL
OWING

See Response to Question 23

4. Suits and administrative proceedings, executions, garnishments and attachments

None
☐

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER

NATURE OF PROCEEDING

COURT OR AGENCY
AND LOCATION

STATUS OR
DISPOSITION

Dittermore, Sean

Worker's Compensation

Unknown

Open

Cabeen, Chris

Worker's Compensation

Unknown

Open

O'Connor, Kristopher

Worker's Compensation

Unknown

Open

None
☒

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE
BENEFIT PROPERTY WAS SEIZED

DATE OF SEIZURE

DESCRIPTION AND VALUE OF
PROPERTY

5. Repossessions, foreclosures and returns

None
☒

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
CREDITOR OR SELLER

DATE OF REPOSSESSION,
FORECLOSURE SALE,
TRANSFER OR RETURN

DESCRIPTION AND VALUE OF
PROPERTY

6. Assignments and receiverships

None
☒

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE

DATE OF
ASSIGNMENT

TERMS OF ASSIGNMENT OR SETTLEMENT

None
☒

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CUSTODIAN

NAME AND LOCATION
OF COURT
CASE TITLE & NUMBER

DATE OF
ORDER

DESCRIPTION AND VALUE OF
PROPERTY

7. Gifts

None
☒

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
PERSON OR ORGANIZATION

RELATIONSHIP TO
DEBTOR, IF ANY

DATE OF GIFT

DESCRIPTION AND
VALUE OF GIFT

8. Losses

None
☒

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE
OF PROPERTY

DESCRIPTION OF CIRCUMSTANCES AND, IF
LOSS WAS COVERED IN WHOLE OR IN PART
BY INSURANCE, GIVE PARTICULARS

DATE OF LOSS

9. Payments related to debt counseling or bankruptcyNone
☐

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
------------------------------	---	--

See Global Notes**10. Other transfers**None
☒

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
---	------	---

None
☒

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
----------------------------------	---------------------------	---

11. Closed financial accountsNone
☒

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	---------------------------------------

12. Safe deposit boxesNone
☒

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
---	---	----------------------------	--

13. SetoffsNone
☐

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.) *

See Global Notes

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

***Various creditors applied numerous setoffs in accordance with ordinary business terms during the 90-day period preceding commencement of this case with respect to debts incurred by the debtor in the ordinary course of business.**

14. Property held for another person

None
☐

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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See Global Notes

15. Prior address of debtor

None
☒

If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

None
☒

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None
☒

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None
☒

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None
☒

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF
GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

18 . Nature, location and name of business

None
☒

a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None
☒

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None
☐

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor. *

NAME AND ADDRESS

Debbie Miller, Sr Financial Acct Analyst
720 Park Boulevard, Suite 200
Boise, ID 83712

DATES SERVICES RENDERED

3/16/1996 - Present

None
☐

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor. *

NAME

ADDRESS

DATES SERVICES RENDERED

***Financial audits are performed at the consolidated level. See response for question 19b of the Statements of Financial Affairs for Building Materials Holding Corporation (Case No. 09-12074) for more information.**

None
☐

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

Debbie Miller, Sr Financial Acct Analyst

ADDRESS

720 Park Boulevard
Suite 200
Boise, ID 83712

None
☐

d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case. *

NAME AND ADDRESS

DATE ISSUED

***The Debtor's parent company, Building Materials Holding Corporation, is a publicly traded company that files financial statements with the United States Securities and Exchange Commission which include information about the Debtor. In addition, in the ordinary course of business, the Debtor may have provided financial information to banks, customers, suppliers, rating agencies and various other interested parties.**

20. InventoriesNone
☒

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

None
☒

b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS

21 . Current Partners, Officers, Directors and ShareholdersNone
☒

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None
☐

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE
OF STOCK OWNERSHIP

BMC West Corporation
720 Park Blvd
Suite 200
Boise, ID 83712

Shareholder

100%

Paul S. Street
720 Park Blvd
Suite 200
Boise, ID 83712

**Director, Senior Vice President,
and Secretary**

Stanley M. Wilson
5210 E. Lk Sammamish Pkwy SE
Issaquah, WA 98029

President

Ed Laveto
410 Illinois Avenue
Saint Charles, IL 60175

Vice President

NAME AND ADDRESS

Mark R. Kailer
4 Embarcadero Center
Suite 3200
San Francisco, CA 94111

TITLE

Vice President and Treasurer

NATURE AND PERCENTAGE
OF STOCK OWNERSHIP

NAME AND ADDRESS

William M. Smartt
4 Embarcadero Center
Suite 3200
San Francisco, CA 94111

TITLE

Senior Vice President

22 . Former partners, officers, directors and shareholders

None
☒

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

None
☒

b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS

TITLE

DATE OF TERMINATION

23 . Withdrawals from a partnership or distributions by a corporation

None
☐

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS

OF RECIPIENT,
 RELATIONSHIP TO DEBTOR

DATE AND PURPOSE
 OF WITHDRAWAL

AMOUNT OF MONEY
 OR DESCRIPTION AND
 VALUE OF PROPERTY

See Attachment 23

24. Tax Consolidation Group.

None
☐

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

Building Materials Holding Corporation

TAXPAYER IDENTIFICATION NUMBER (EIN)

91-1834269

25. Pension Funds.

None
☐

If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

SelectBuild Employees Savings & Retirement Plan

TAXPAYER IDENTIFICATION NUMBER (EIN)

91-1834269

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date July 15, 2009

Signature


William M. Smartt
Senior Vice President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Illinois Framing, Inc.
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b

(3b) Payments to creditors within 90 days

Note: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
ANASCO INC	04/03/09	\$ 5,390.63	
PO BOX 1339	04/22/09	\$ 3,029.13	
ADDISON, IL 60101	04/29/09	\$ 583.73	
	05/08/09	\$ 3,148.38	
	05/15/09	\$ 1,070.92	
	06/05/09	\$ 932.26	
		<u>\$ 14,155.05</u>	
DECOR VIII CONSTRUCTION LLC	05/27/09	\$ 10,628.00	
164 JACKSON LN		\$ 10,628.00	
BLOOMINGDALE, IL 60108			
EDWARD HINES LUMBER CO	05/20/09	\$ 299.29	
PO BOX 40	05/22/09	\$ 21,103.71	
HAMPSHIRE, IL 60140		<u>\$ 21,403.00</u>	
STOCK BUILDING SUPPLY	03/30/09	\$ 22,978.66	
13921 COLLECTIONS CENTER DR	04/22/09	\$ 4,052.78	
CHICAGO, IL 60693		<u>\$ 27,031.44</u>	
STOCK BUILDING SUPPLY	04/29/09	\$ 1,682.29	
13578 COLLECTIONS CTR DR	04/29/09	\$ 10,595.15	
CHICAGO, IL 60693-2800	05/06/09	\$ 22,860.80	
		<u>\$ 35,138.24</u>	
TOP NOTCH CONSTRUCTION	04/13/09	\$ 9,915.25	
2814 SPRING RD	05/08/09	\$ 9,452.85	
MCHENRY, IL 60050	06/05/09	\$ 3,697.90	
		<u>\$ 23,066.00</u>	

Illinois Framing, Inc.
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 23

(23) Distributions/Payments to Insiders

NAME AND ADDRESS OF RECIPIENT	RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	PURPOSE OF PAYMENT	AMOUNT PAID
Edward N. Levato	Vice President	06/16/08 - 11/30/09	Salary	115,909.60
410 Illinois Avenue		10/01/08 - 01/22/09	Expenses	2,025.08
Saint Charles, IL 60175		01/07/09 - 03/18/09	Deferred Comp. Dist.	\$31,179.34
				<u>149,114.02</u>