

**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
)	
)	Ref. Docket Nos. 212-223
)	

AMENDED SCHEDULES OF ASSETS AND LIABILITIES²

¹ The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

² The Debtors have amended their Schedules of Assets and Liabilities, previously filed with the Court on July 15, 2009 [Docket Nos. 212-223], to amend certain claims previously scheduled therein on Schedules D, E and F as "Unknown" in amount and neither "Contingent," "Unliquidated" nor "Disputed" (the "Amended Claims"). The Debtors have amended the Amended Claims to schedule them as either "Contingent," "Unliquidated" or "Disputed," or in some instances, a combination, or each, of the foregoing.

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**GLOBAL NOTES AND STATEMENT OF
LIMITATIONS, METHODOLOGY, AND DISCLAIMER
REGARDING THE DEBTORS' AMENDED 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 Amended 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

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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 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

Case No. **09-12078**

Chapter **11**

SUMMARY OF SCHEDULES - AMENDED

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	6	533,046.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		405,978,944.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	8		65,356.21	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		21			
Total Assets			533,046.00		
Total Liabilities				406,044,300.21	

In re Illinois Framing, Inc.

Case No. 09-12078

Debtor

SCHEDULE A - REAL PROPERTY - AMENDED

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

In re Illinois Framing, Inc.Case No. 09-12078

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply 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 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Payroll Account (Acct. #XXXXXXXX3606) Wachovia Bank NC8502 P O Box 563966 Charlotte, NC 28256	-	17,259.37
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		ACE American Insurance Company Automobile Liability (Policy Number: ISAH0801355A)	-	Unknown
		ACE American Insurance Company Commercial General Liability Excess (Policy Number: XSLG23741805)	-	Unknown
		Federal Insurance Company Crime, Fiduciary Liability (Policy Number: 8122-2977)	-	Unknown
Sub-Total > (Total of this page)				17,259.37

5 continuation sheets attached to the Schedule of Personal Property

In re Illinois Framing, Inc.Case No. 09-12078

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		AIG Excess Liability Insurance Co Ltd. Directors & Officers - Excess (Policy Number: 3161903)	-	Unknown
		Federal Insurance Company Directors & Officers - Excess (Policy Number: 82102232)	-	Unknown
		Zurich American Ins Co Directors & Officers - Excess (Policy Number: DOC967016200)	-	Unknown
		Arch Insurance Company Directors & Officers - Excess (Policy Number: DOX000722103)	-	Unknown
		XL Specialty Insurance Co Directors & Officers - Excess (Policy Number: ELU10511908)	-	Unknown
		National Union Fire Insurance Company of Pittsburgh, PA Directors & Officers - Primary (Policy Number: 5757381)	-	Unknown
		National Union Fire Insurance Company of Pittsburgh, PA Employment Practices Liability (Policy Number: 575-84-22)	-	Unknown
		American International Specialty Lines Ins Co Environmental Contractor's Pollution Liability (Policy Number: CPO 2085489)	-	Unknown
		American International Specialty Lines Ins Co Environmental Pollution Legal Liability - Claims Made (Policy Number: PLS 2101368)	-	Unknown
		ACE American Insurance Company Excess/Umbrella Liability (Policy Number: XOOG23891517)	-	Unknown
		Aspen Insurance (UK) Ltd. Following Form Excess Liability - 1st Layer (Policy Number: K0A0ABF08A0X)	-	Unknown
		Lexington Insurance Company Following Form Excess Liability - 2nd Layer (Policy Number: 2213790)	-	Unknown

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 5 continuation sheets attached
to the Schedule of Personal Property

In re Illinois Framing, Inc.Case No. 09-12078

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Max Re Insurance Europe Ltd. Following Form Excess Liability - 3rd Layer (Policy Number: 23440-528-XSOCC-2008)	-	Unknown
		Catlin Insurance Company (UK) Ltd. Following Form Excess Liability - 3rd Layer (Policy Number: DL500408 (1))	-	Unknown
		XL Europe Company Ltd. Following Form Excess Liability - 3rd Layer (Policy Number: EIE0001380L108A)	-	Unknown
		Swiss Re (SR International Business Insurance) Following Form Excess Liability - 3rd Layer (Policy Number: MH 66701.2)	-	Unknown
		AIG Cat Excess Liability Following Form Excess Liability - 4th Layer (Policy Number: 173-0879)	-	Unknown
		ACE American Insurance Company Marine Hull & Liability (Policy Number: Y08159129)	-	Unknown
		XL Specialty Ins. Co Non-Owned Aircraft Liability (Policy Number: NAN3051921)	-	Unknown
		Westchester Surplus Lines Inc. Co. Property (Policy Number: D37339945002)	-	Unknown
		AXIS Surplus Ins. Co. Property (Policy Number: EAF7440039-08)	-	Unknown
		Max Specialty Property (Policy Number: MAX4X90003248)	-	Unknown
		ACE American Insurance Company Workers Compensation (Policy Number: WLRC44347635)	-	Unknown

10. Annuities. Itemize and name each issuer. **X**

Sub-Total > **0.00**
(Total of this page)

Sheet 2 of 5 continuation sheets attached
to the Schedule of Personal Property

In re Illinois Framing, Inc.Case No. 09-12078

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts Receivable-Trade \$406,093.00 Allowance for Doubtful Accounts: (\$4,295.37) Allowance for Cash Discounts: \$0.00 Allowance for Sales Allowances: \$0.00 Debtor Intercompany A/R: \$0.00	-	401,797.63
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **401,797.63**
(Total of this page)

Sheet 3 of 5 continuation sheets attached
to the Schedule of Personal Property

In re Illinois Framing, Inc.Case No. 09-12078

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2380/2590 Delivery Equipment Various Debtor Locations (Net Book Value)	-	49,238.48
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.		Work In Progress Inventory Various Debtor Locations (Net Book Value)	-	9,245.52
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			

Sub-Total > **58,484.00**
(Total of this page)

Sheet 4 of 5 continuation sheets attached
to the Schedule of Personal Property

In re Illinois Framing, Inc.

Case No. 09-12078

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
35. Other personal property of any kind not already listed. Itemize.		Unbilled Receivables (Net Book Value)	-	55,505.00

In re **Illinois Framing, Inc.**Case No. **09-12078**

Debtor(s)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, 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 and Fed R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns).

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above)	C O D E B T O R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. N/A								
BNP Paribas 787 Seventh Avenue New York, NY 10019-6016		N	11/9/2006 Swap Agreement All real and personal property as fully defined in the Collateral Documents to the Credit Agreement	X	X	X	\$4,104,292.00	Unknown
			VALUE Unknown					
ACCOUNT NO. N/A								
Sun Trust 3333 Peachtree Road NE 11th Floor MC 3913 Atlanta, GA 30326		N	11/16/2006 Swap Agreement All real and personal property as fully defined in the Collateral Documents to the Credit Agreement	X	X	X	\$1,376,189.00	Unknown
			VALUE Unknown					

Debtor(s)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above)	C O D E B T O R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. N/A			11/10/2006					
Wells Fargo Bank (Letters of Credit) Seth Moldoff, Senior VP Loan Adj Group MAC A0109-030 333 Market Street, 3rd Floor San Francisco, CA 94105		N	All real and personal property as fully defined in the Collateral Documents to the Credit Agreement					
		A	VALUE Unknown	X	X	X	\$112,496,333.00	Unknown
ACCOUNT NO. N/A			11/10/006					
Wells Fargo Bank (Revolver) As Administrative Agent Seth Moldoff, Senior VP Loan Adj Group MAC A0109-030 333 Market Street, 3rd Floor San Francisco, CA 94105		N	All real and personal property as fully defined in the Collateral Documents to the Credit Agreement					
		A	VALUE Unknown	X	X	X	\$20,000,000.00	Unknown
ACCOUNT NO. N/A			11/10/2006					
Wells Fargo Bank (Term B Loan) As Administrative Agent Seth Moldoff, Senior VP Loan Adj Group MAC A0109-030 333 Market Street, 3rd Floor San Francisco, CA 94105		N	All real and personal property as fully defined in the Collateral Documents to the Credit Agreement					
		A	VALUE Unknown	X	X	X	\$268,002,130.00	Unknown
Total(s) (Use only on last page)							\$405,978,944.00	Unknown

(Report also on Summary of Schedules)

If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

In re Illinois Framing, Inc.Case No. 09-12078Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Illinois Framing, Inc.**Case No. **09-12078**

Debtor

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 3M COMPANY 2807 PAYSHERE CIRCLE CHICAGO, IL 60674	-	TRADE DEBT	X	X	X	Unknown
Account No. ALLIED DRYWALL MATERIALS CORP. 1570 HECHT COURT BARTLETT, IL 60103	-	TRADE DEBT				4,742.59
Account No. AMERICAN BUILT SYSTEMS P.O. BOX 660 PLAINFIELD, IL 60544	-	TRADE DEBT	X			6,600.00
Account No. AMRON STAIR WORKS 149 INDUSTRIAL DRIVE GIBLERTS, IL 60136	-	TRADE DEBT				829.50
Subtotal (Total of this page)						12,172.09

7 continuation sheets attached

In re **Illinois Framing, Inc.**Case No. **09-12078**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		TRADE DEBT				
ANASCO, INC. P.O. BOX 1339 ADDISON, IL 60101	-		X			3,609.65
Account No. 7480		TRADE DEBT				
BANNER TOOL SERVICE 6741 N. 57TH AVENUE GLENDALE, AZ 85301	-					407.00
Account No. C494C0833514		3/23/2009 WORKERS COMPENSATION CLAIM				
CABEEN, CHRIS 1813 E. WASHINGTON STREET JOLIET, IL 60433	-		X	X	X	Unknown
Account No.		TRADE DEBT				
CONTRACTORS ADJUSTMENT CO. 570 LAKE COOK ROAD, SUITE 305 DEERFIELD, IL 60015	-					375.00
Account No.		TRADE DEBT				
CRAIG MUSSER C/O SB IL 8751	-		X	X	X	Unknown
Sheet no. 1 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						4,391.65

In re **Illinois Framing, Inc.**Case No. **09-12078**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
CUSTOM FABRICATIONS, INC. 1625 WELD ROAD, SUITE H ELGIN, IL 60123			TRADE DEBT			
	-					477.23
Account No. C494C0969947			6/12/2009 WORKERS COMPENSATION CLAIM			
DITTERMORE, SEAN 4959 S. KEELER CHICAGO, IL 60632	-			X	X	X
						Unknown
Account No. 1530			TRADE DEBT			
EDWARD HINES P.O. BOX 349 HAINESVILLE, IL 60030	-					
						1,752.00
Account No.			TRADE DEBT			
EDWARD HINES LUMBER CO. P.O. BOX 40 14 N. 915 HIGHWAY 20 HAMPSHIRE, IL 60140	-			X		
						3,483.47
Account No.			TRADE DEBT			
FEDEX P.O. BOX 94515 PALATINE, IL 60094-4515	-			X	X	X
						Unknown
Sheet no. 2 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						5,712.70

In re **Illinois Framing, Inc.**Case No. **09-12078**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		TRADE DEBT				
GENERAL ELECTRIC CO GE CAPITAL FLEET P.O. BOX 100363 ATLANTA, GA 30384-0363	-		X	X	X	Unknown
Account No. 7480		TRADE DEBT				
HE EQUIPMENT SERVICES P.O. BOX 271427 SALT LAKE CITY, UT 84127-1427	-					568.00
Account No.		TRADE DEBT				
HERITAGE SQUARE LLC 409 ILLINOIS AVE UNIT 1D ST CHARLES, IL 60174	-		X	X	X	Unknown
Account No.		TRADE DEBT				
ILLINOIS VALLEY MILLWORKS, INC. 1605 DIVISION STREET MENDOTA, IL 61342	-					420.00
Account No.		TRADE DEBT				
J&L METAL DOORS, INC. P.O. BOX 848 AURORA, IL 60507-0848	-					685.00
Sheet no. 3 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						1,673.00

In re Illinois Framing, Inc.Case No. 09-12078

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		TRADE DEBT				
JMJ CONSTRUCTION 5321 W 138TH STREET CRESTWOOD, IL 60445	-		X			4,465.00
Account No.		TRADE DEBT				
KEITH KOTCHE C/O CHICAGO FRAMING 8750	-					46.72
Account No.		TRADE DEBT				
KEITH KOTCHE C/O CHICAGO FRAMING 8750	-					100.00
Account No.		TRADE DEBT				
MIKE HENNINGSON C/O SB IL 8751	-					7.11
Account No.		TRADE DEBT				
MIKE HENNINGSON C/O SB IL 8751	-					11.26
Sheet no. <u>4</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						4,630.09

In re **Illinois Framing, Inc.**Case No. **09-12078**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		TRADE DEBT				
MIKE HENNINGSON C/O SB IL 8751	-					69.99
Account No.		TRADE DEBT				
MIKE HENNINGSON C/O SB IL 8751	-					125.00
Account No. C494C0833492		3/23/2009 WORKERS COMPENSATION CLAIM				
OCONNOR, KRISTOPHER 14000 W. JOLIET ROAD MANHATTAN, IL 17197	-		X	X	X	Unknown
Account No.		TRADE DEBT				
PROBUILD 204 W. WHEATON AVENUE YORKVILLE, IL 60560	-		X			16,364.17
Account No.		TRADE DEBT				
RENT RITE 1260 HIGGINS ROAD ELK GROVE VILLAGE, IL 60007	-					672.25
Sheet no. 5 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						17,231.41

In re **Illinois Framing, Inc.**

Case No. 09-12078

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			TRADE DEBT				1,826.07
RICHARDS BUILDING SUPPLY COMPANY DEPARTMENT 02 P.O. BOX 996 BEDFORD PARK, IL 60499-0996							
Account No.			TRADE DEBT	X			Unknown
SCHNEIDER CUSTOM STAIRS P.O. BOX 1050 SUGAR GROVE, IL 60554							
Account No. 1530			TRADE DEBT				6,751.00
STOCK 13578 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693-2800							
Account No.			TRADE DEBT	X			5,632.20
STOCK BUILDING SUPPLY 1331 DAVIS ROAD ELGIN, IL 60123							
Account No.			TRADE DEBT	X			Unknown
STOCK BUILDING SUPPLY 13578 COLLECTIONS CTR DR CHICAGO, IL 60693-2800							
Sheet no. <u>6</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			14,209.27

In re **Illinois Framing, Inc.**Case No. **09-12078**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
TOP NOTCH CONSTRUCTION 2814 SPRING RD MCHENRY, IL 60050		TRADE DEBT		X	X	Unknown
Account No. 8980		TRADE DEBT				
WESSELS SHERMAN 2035 FOXFIELD ROAD ST CHARLES, IL 60174		TRADE DEBT				5,336.00
Account No.		TRADE DEBT				
WESSELS SHERMAN 2035 FOXFIELD RD ST CHARLES, IL 60174		TRADE DEBT	X	X	X	Unknown
Account No.		TRADE DEBT				
WHITEYS TOWING INC 520 CARY ALGONQUIN RD CARY, IL 60013		TRADE DEBT	X	X	X	Unknown
Account No.						
Sheet no. <u>7</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						5,336.00
						Total (Report on Summary of Schedules)
						65,356.21

In re Illinois Framing, Inc.Case No. 09-12078

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES - AMENDED

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
ALLIED DRYWALL MATERIALS CORP 1570 HECHT COURT BARTLETT, IL 60103	Purchase Orders
ANASCO, INC. 1515 W. FULLERTON AVENUE ADDISON, IL 60101	Purchase Orders
HERITAGE SQUARE, LLC 409 ILLINOIS AVENUE, UNIT 1D ST. CHARLES, IL 60174	Lease Agreement re 409 Illinois Avenue, Unit 1B, St. Charles, IL 60174
HINES LUMBER CO. 1000 CORPORATE GROVE DRIVE BUFFALO GROVE, IL 60089	Purchase Orders
JMJ CONSTRUCTION 5321 W. 138TH STREET CRESTWOOD, IL 60445	Purchase Orders
LAKESWOOD HOMES 2700 W. HIGGINS ROAD SUITE 100 HOFFMAN ESTATES, IL 60195	Service Agreement
ORLEANS HOMES 650 E. ALGONQUIN ROAD SUITE 100 SCHAUMBURG, IL 60173	Service Agreement
PRO-TEK 7475 S. MADISON WILLOWBROOK, IL 60527	Purchase Orders
PROBUILD 204 W WHEATON AVENUE YORKVILLE, IL 60560	Purchase Orders
RICHARDS BUILDING SUPPLY 2411 MCDONOUGH STREET JOLIET, IL 60436	Purchase Orders
ROSELLE COMMERCE DEVELOPMENT CORP. 218 TOWN ACRES LANE ROSELLE, IL 60172	Service Agreement

In re Illinois Framing, Inc.

Case No. 09-12078

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES - AMENDED

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
RYLAND HOMES 1141 E. MAIN STREET SUITE 108 EAST DUNDEE, IL 60118	Service Agreement
STOCK BUILDING SUPPLY 13921 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	Purchase Orders

In re Illinois Framing, Inc.Case No. 09-12078

Debtor

SCHEDULE H - CODEBTORS - AMENDED

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. 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 the eight year period 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, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
See Attachment H - Amended	

United States Bankruptcy Court
District of Delaware

In re Illinois Framing, Inc.

Debtor(s)

Case No. 09-12078

Chapter 11

DECLARATION CONCERNING DEBTOR'S AMENDED SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

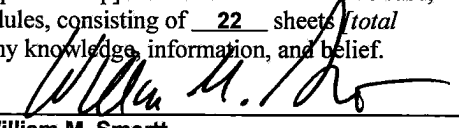
Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Senior Vice President [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the corporation [corporation or partnership] named as a debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 22 sheets *[total shown on summary page plus 1]*, and that they are true and correct to the best of my knowledge, information, and belief.

Date July 20, 2009

Signature: 
William M. Smartt

[Print or type name of individual signing on behalf of debtor]

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

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

Attachment H - Amended

Name & Address of Codebtor	Name & Address of Creditor
Building Materials Holding Corporation 720 Park Blvd. Suite 200 Boise, ID 83712	Wells Fargo Bank, N.A. Administrative Agent Attn: Seth Moldoff, SVP 333 Market Street, 3rd Floor MAC A0109-030 San Francisco, CA 94163
BMC West Corporation 720 Park Blvd. Suite 200 Boise, ID 83712	Wells Fargo Bank, N.A. Administrative Agent Attn: Seth Moldoff, SVP 333 Market Street, 3rd Floor MAC A0109-030 San Francisco, CA 94163
SelectBuild Construction, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Wells Fargo Bank, N.A. Administrative Agent Attn: Seth Moldoff, SVP 333 Market Street, 3rd Floor MAC A0109-030 San Francisco, CA 94163
SelectBuild Northern California, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Wells Fargo Bank, N.A. Administrative Agent Attn: Seth Moldoff, SVP 333 Market Street, 3rd Floor MAC A0109-030 San Francisco, CA 94163
C Construction, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Wells Fargo Bank, N.A. Administrative Agent Attn: Seth Moldoff, SVP 333 Market Street, 3rd Floor MAC A0109-030 San Francisco, CA 94163
TWF Construction, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Wells Fargo Bank, N.A. Administrative Agent Attn: Seth Moldoff, SVP 333 Market Street, 3rd Floor MAC A0109-030 San Francisco, CA 94163
H.N.R. Framing Systems, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Wells Fargo Bank, N.A. Administrative Agent Attn: Seth Moldoff, SVP 333 Market Street, 3rd Floor MAC A0109-030 San Francisco, CA 94163
SelectBuild Southern California, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Wells Fargo Bank, N.A. Administrative Agent Attn: Seth Moldoff, SVP 333 Market Street, 3rd Floor MAC A0109-030 San Francisco, CA 94163

Attachment H - Amended

Name & Address of Codebtor	Name & Address of Creditor
SelectBuild Nevada, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Wells Fargo Bank, N.A. Administrative Agent Attn: Seth Moldoff, SVP 333 Market Street, 3rd Floor MAC A0109-030 San Francisco, CA 94163
SelectBuild Arizona, LLC 720 Park Blvd. Suite 200 Boise, ID 83712	Wells Fargo Bank, N.A. Administrative Agent Attn: Seth Moldoff, SVP 333 Market Street, 3rd Floor MAC A0109-030 San Francisco, CA 94163
SelectBuild Illinois, LLC 720 Park Blvd. Suite 200 Boise, ID 83712	Wells Fargo Bank, N.A. Administrative Agent Attn: Seth Moldoff, SVP 333 Market Street, 3rd Floor MAC A0109-030 San Francisco, CA 94163
Building Materials Holding Corporation 720 Park Blvd. Suite 200 Boise, ID 83712	Sun Trust Attn: Samuel Ballesteros, Director 401 Commerce Street, Suite 2500 Nashville TN 37219
BMC West Corporation 720 Park Blvd. Suite 200 Boise, ID 83712	Sun Trust Attn: Samuel Ballesteros, Director 401 Commerce Street, Suite 2500 Nashville TN 37219
SelectBuild Construction, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Sun Trust Attn: Samuel Ballesteros, Director 401 Commerce Street, Suite 2500 Nashville TN 37219
SelectBuild Northern California, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Sun Trust Attn: Samuel Ballesteros, Director 401 Commerce Street, Suite 2500 Nashville TN 37219
C Construction, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Sun Trust Attn: Samuel Ballesteros, Director 401 Commerce Street, Suite 2500 Nashville TN 37219
TWF Construction, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Sun Trust Attn: Samuel Ballesteros, Director 401 Commerce Street, Suite 2500 Nashville TN 37219
H.N.R. Framing Systems, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Sun Trust Attn: Samuel Ballesteros, Director 401 Commerce Street, Suite 2500 Nashville TN 37219
SelectBuild Southern California, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Sun Trust Attn: Samuel Ballesteros, Director 401 Commerce Street, Suite 2500 Nashville TN 37219

Attachment H - Amended

Name & Address of Codebtor	Name & Address of Creditor
SelectBuild Nevada, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	Sun Trust Attn: Samuel Ballesteros, Director 401 Commerce Street, Suite 2500 Nashville TN 37219
SelectBuild Arizona, LLC 720 Park Blvd. Suite 200 Boise, ID 83712	Sun Trust Attn: Samuel Ballesteros, Director 401 Commerce Street, Suite 2500 Nashville TN 37219
SelectBuild Illinois, LLC 720 Park Blvd. Suite 200 Boise, ID 83712	Sun Trust Attn: Samuel Ballesteros, Director 401 Commerce Street, Suite 2500 Nashville TN 37219
Building Materials Holding Corporation 720 Park Blvd. Suite 200 Boise, ID 83712	BNP Paribas 787 Seventh Avenue Attn: Barbara Eppolito, VP New York NY 10019
BMC West Corporation 720 Park Blvd. Suite 200 Boise, ID 83712	BNP Paribas 787 Seventh Avenue Attn: Barbara Eppolito, VP New York NY 10019
SelectBuild Construction, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	BNP Paribas 787 Seventh Avenue Attn: Barbara Eppolito, VP New York NY 10019
SelectBuild Northern California, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	BNP Paribas 787 Seventh Avenue Attn: Barbara Eppolito, VP New York NY 10019
C Construction, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	BNP Paribas 787 Seventh Avenue Attn: Barbara Eppolito, VP New York NY 10019
TWF Construction, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	BNP Paribas 787 Seventh Avenue Attn: Barbara Eppolito, VP New York NY 10019
H.N.R. Framing Systems, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	BNP Paribas 787 Seventh Avenue Attn: Barbara Eppolito, VP New York NY 10019
SelectBuild Southern California, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	BNP Paribas 787 Seventh Avenue Attn: Barbara Eppolito, VP New York NY 10019
SelectBuild Nevada, Inc. 720 Park Blvd. Suite 200 Boise, ID 83712	BNP Paribas 787 Seventh Avenue Attn: Barbara Eppolito, VP New York NY 10019
SelectBuild Arizona, LLC 720 Park Blvd. Suite 200 Boise, ID 83712	BNP Paribas 787 Seventh Avenue Attn: Barbara Eppolito, VP New York NY 10019

Attachment H - Amended

Name & Address of Codebtor	Name & Address of Creditor
SelectBuild Illinois, LLC 720 Park Blvd. Suite 200 Boise, ID 83712	BNP Paribas 787 Seventh Avenue Attn: Barbara Eppolito, VP New York NY 10019