

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

In re:

BUILDING MATERIALS HOLDING
CORPORATION, *et al.*¹

Debtors.

Chapter 11

Case No. 09-12074 (KJC)

Jointly Administered

Ref. Docket No. 166

**CERTIFICATION OF COUNSEL REGARDING STIPULATION
BY AND BETWEEN THE DEBTORS AND ALL COAST FOREST PRODUCTS, INC.
RESOLVING THE MOTION FOR ALLOWANCE AND PAYMENT OF
ADMINISTRATIVE EXPENSE UNDER 11 U.S.C. § 503(b)(9)**

On July 9, 2009, All Coast Forest Products, Inc.. ("All Coast") filed the *Motion of All Coast Forest Products, Inc. for Allowance and Payment of Administrative Expense Under 11 U.S.C. § 503(b)(9)* [Docket No. 166] (the "Motion") requesting allowance of an administrative expense claim in the amount of \$77,873.64 pursuant to section 503(b)(9) of the Bankruptcy Code and payment no later than the effective date of a plan confirmed in this case, or, if no plan is confirmed, in accordance with applicable provisions of the Bankruptcy Code.

The hearing to consider the relief requested in the Motion was originally scheduled for July 29, 2009. Responses to the Motion were due on or before July 22, 2009 at 4:00 p.m. (the "Objection Deadline"), but All Coast extended the deadline for the Debtors to respond until July 24, 2009. No other objections or responses to the Motion were received prior to the Objection Deadline. Subsequent to the filing of the Motion, the Debtors evaluated the

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.

amount of All Coast's section 503(b)(9) claim and entered into discussions with All Coast in an attempt to reach a consensual resolution of the Motion.

As a result of the discussions, the Debtors and All Coast (collectively, the "Parties") have entered into the *Stipulation by and between the Debtors and All Coast Forest Products, Inc. Resolving the Motion for Allowance and Payment of Administrative Expense Under 11 U.S.C. § 503(b)(9)* (the "Stipulation") which consensually resolves the Motion. The pertinent terms of the Stipulation are as follows:

- (a) All Coast shall have an allowed claim pursuant to 11 U.S.C. §503(b)(9) of \$78,460.03 (the "Allowed Claim") against BMC West Corporation.
- (b) Unless the Debtors, in the exercise of their discretion, shall agree to earlier payment of the Allowed Claim, the Allowed Claim shall be paid in accordance with a confirmed chapter 11 plan of reorganization or liquidation or such other procedures for paying claims pursuant to section 503(b)(9) that may be established by the Court; provided, however, that the foregoing limitation on the timing of payment shall not survive a conversion to a case under chapter 7 or a dismissal of these cases.
- (c) The Motion is deemed withdrawn as resolved.


Attached hereto as Exhibit 1 is a proposed order approving the Stipulation (the "Proposed Order"). The Stipulation is attached to the Proposed Order as Exhibit A.

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WHEREFORE, the Debtors respectfully request entry of the Proposed Order approving the Stipulation at the Court's earliest convenience, without further notice or a hearing.

Dated: Wilmington, Delaware
July 24, 2009

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ATTORNEYS FOR DEBTORS AND DEBTORS IN
POSSESSION

EXHIBIT 1

Proposed Order

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

In re:

BUILDING MATERIALS HOLDING
CORPORATION, *et al.*¹

Debtors.

Chapter 11

Case No. 09-12074 (KJC)

Jointly Administered

Ref. Docket Nos. 166 and _____

**ORDER APPROVING STIPULATION
BY AND BETWEEN THE DEBTORS AND ALL COAST FOREST PRODUCTS, INC.
RESOLVING THE MOTION FOR ALLOWANCE AND PAYMENT OF
ADMINISTRATIVE EXPENSE UNDER 11 U.S.C. § 503(b)(9)**

The Court having considered the Stipulation by and between the Debtors and All Coast Forest Products, Inc. Resolving the Motion for Allowance and Payment of Administrative Expense Under 11 U.S.C. § 503(b)(9), a copy of which is attached hereto as Exhibit A; the Court having determined that good and adequate cause exists for approval of the Stipulation; and the Court having determined that no further notice of the Stipulation must be given; and it appearing that the Stipulation is in the best interests of the Debtors, their estates and creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Stipulation is approved, and the terms and conditions of the Stipulation are incorporated in this Order by reference as if fully set forth herein; and it is further

ORDERED that the Debtors are authorized and empowered to take any and all steps or perform any and all such acts as are necessary to carry out or otherwise effectuate the terms, conditions and provisions of the Stipulation; and it is further

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.

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

Dated: Wilmington, Delaware
July _____, 2009

Kevin J. Carey
Chief United States Bankruptcy Judge

EXHIBIT A

Stipulation

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

In re:

BUILDING MATERIALS HOLDING
CORPORATION, *et al.*¹

Debtors.

Chapter 11

Case No. 09-12074 (KJC)

Jointly Administered

Ref. Docket No. 166

**STIPULATION BY AND BETWEEN THE DEBTORS AND
ALL COAST FOREST PRODUCTS, INC. RESOLVING THE
MOTION FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE
UNDER 11 U.S.C. § 503(B)(9)**

BMC West Corporation (“BMC West”), and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) and All Coast Forest Products, Inc. (“All Coast” and together with the Debtors, the “Parties”), hereby stipulate (the “Stipulation”) resolving the *Motion of All Coast Forest Products, Inc. for Allowance and Payment of Administrative Expense Under 11 U.S.C. §§ 503(b)(9)* [Docket No. 166] (the “Motion”). In connection with this Stipulation, the Parties respectfully state as follows:

WHEREAS, on June 16, 2009 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

WHEREAS, the Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of chapter 11 of the Bankruptcy Code.

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WHEREAS, on July 9, 2009, All Coast filed the Motion, pursuant to 11 U.S.C. § 503(b)(9), seeking the allowance of an administrative expense claim, in the amount of \$77,873.64, for goods allegedly delivered to the Debtors within the twenty-day period prior to the Petition Date and payment of such amount no later than the effective date of a plan confirmed in this case, or , if no plan is confirmed, in accordance with applicable provisions of the Bankruptcy Code.

WHEREAS, as a result of subsequent analysis and follow-up discussions between the Parties it was determined that, prior to the Petition Date, All Coast provided BMC West with certain goods in the ordinary course of business. Specifically, the Parties ultimately determined that BMC West received \$78,460.03 worth of goods from All Coast in the twenty-day period prior to the Petition Date (the “503(b)(9) Goods”).

WHEREAS, as set forth below, the Parties have negotiated a consensual resolution to the Motion.

NOW THEREFORE, in consideration of the foregoing, and in order to avoid the cost and inconvenience of litigating the issues raised in the Motion, the Parties hereby stipulate and agree as follows:

1. In consideration of the terms of this Stipulation, the Motion is hereby deemed withdrawn.
2. All Coast shall have an allowed administrative expense claim against BMC West pursuant to section 503(b)(9) of the Bankruptcy Code in the amount of \$78,460.03 on account of the 503(b)(9) Goods (the “Allowed Claim”). Nothing set forth in this Stipulation shall affect, nor shall this Stipulation be deemed an allowance of, any claim that All Coast may have for goods received by the Debtors other than the 503(b)(9) Goods. Additionally, nothing in this

Stipulation shall prohibit All Coast from filing a proof of claim for amounts owed on account of goods received by the Debtors other than the 503(b)(9) Goods or prohibit the Debtors from objecting thereto.

3. Unless the Debtors, in the exercise of their discretion, agree to earlier payment of the Allowed Claim, the Parties agree that the Allowed Claim shall be paid in accordance with a confirmed chapter 11 plan of reorganization or such other procedures for paying claims pursuant to section 503(b)(9) that may be established by the Court; provided, however, that the foregoing limitation on the timing of payment shall not survive a conversion to a case under chapter 7 or a dismissal of these cases.

4. This Stipulation shall be binding on and inure to the benefit of the Parties hereto and their respective successors and assigns.

5. Subject to approval by the Bankruptcy Court, the undersigned hereby represent and warrant that they have full authority to execute this Stipulation on behalf of the respective Parties and that the respective Parties have full knowledge of, and have consented to, this Stipulation.

6. This Stipulation may be executed in one or more counterparts, each of which when so executed and delivered shall be an original, but all of which when taken together shall constitute one and the same instrument.

7. This Stipulation shall not be modified, altered, amended or vacated without written agreement of the Parties.

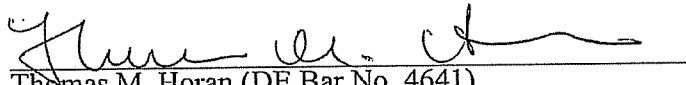
8. This Court shall retain jurisdiction, and the Parties consent to such retention of jurisdiction, to resolve any disputes or controversies arising from or related to this Stipulation. Any motion or application brought before the Court to resolve a dispute arising from or related to

the Stipulation shall be brought on proper notice to the undersigned parties in accordance the relevant Federal Rules of Bankruptcy Procedure and the Local Rules of this Court.

[Signature page to follow]

Stipulated and Agreed this 23rd day of July, 2009

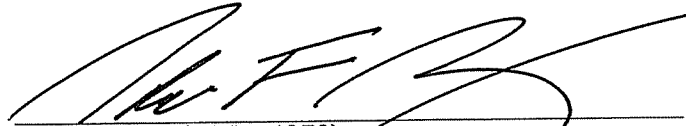
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