

**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
)	
)	Objection Deadline: TBD
)	Hearing Date: TBD

**DEBTORS' FIFTH OMNIBUS MOTION FOR AN ORDER AUTHORIZING
REJECTION OF CERTAIN UNEXPIRED LEASES AND EXECUTORY CONTRACTS,
NUNC PRO TUNC TO THE REJECTION EFFECTIVE DATE**

Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "***Debtors***"), submit this motion (the "***Motion***") for entry of an order, substantially in the form annexed hereto as ***Exhibit A***, authorizing the Debtors to reject certain unexpired leases. In support thereof, the Debtors respectfully represent:²

JURISDICTION AND VENUE

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

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 A description of the Debtors' business and the reasons for filing these Chapter 11 Cases is set forth in the Declaration of Paul S. Street in Support of Chapter 11 Petitions and First Day Relief (the "***Street Declaration***"), filed contemporaneously with this Motion. This Motion is supported by the Street Declaration.

RELIEF REQUESTED

2. By this Motion, the Debtors, pursuant to sections 365(a), 1107(a), and 1108 of title 11 of the United States Code (the "***Bankruptcy Code***") and Federal Rules of Bankruptcy Procedure 6004 and 6006, seek entry of an order authorizing them to reject the unexpired leases of personal property set forth on ***Exhibit B*** (the "***Personal Property Leases***" or the "***Leases***"), which is annexed hereto. Parties receiving this Motion should consult ***Exhibit B*** to locate the Leases sought to be rejected and the names of the counterparties to such Personal Property Leases (the "***Counterparties***").

BACKGROUND

3. On the date hereof (the "***Petition Date***"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "***Chapter 11 Cases***"). The Debtors continue to operate their businesses and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases, and no committees have been appointed or designated.

4. The Debtors are one of the largest providers of residential building products and construction services in the United States. The Debtors distribute building materials, manufacture building components (e.g., millwork, floor and roof trusses, and wall panels), and provide construction services to professional builders and contractors through a network of 31 distribution facilities, 43 manufacturing facilities, and five regional construction services facilities.

5. The Debtors operate under two brand names: BMC West® and SelectBuild®.

- ***BMC West.*** Under the BMC West brand, the Debtors market and sell building products, manufacture building components, and provide construction services to professional builders and contractors. Products include structural lumber and building materials purchased from manufacturers, as well as manufactured building components such as millwork, trusses, and wall panels. Construction services include installation of various building products and framing. The Debtors currently offer these products and services in major metropolitan markets in Texas, Washington, Colorado, Idaho, Utah, Montana, North Carolina, California, and Oregon.
- ***SelectBuild.*** Under the SelectBuild brand, the Debtors offer integrated construction services to production homebuilders, as well as commercial and multi-family builders. Services include wood framing, concrete services, managing labor and construction schedules, and sourcing materials. The Debtors currently offer these services in major metropolitan markets in California, Arizona, Nevada and Illinois.

6. The Debtors operate in metropolitan areas that have historically outpaced U.S. averages for residential building permit activity (largely in the Southern and Western portions of the United States). Based on National Association of Home Builders building permit activity, the Debtors provide building products and construction services in 9 of the top 25 single-family construction markets.

7. Prior to the Petition Date, the Debtors, with the assistance of their professionals and advisors, pursued several avenues to try to maximize the value of the Debtors' business, including conducting a process to sell the Debtors' business. The Debtors' prepetition sale process did not, however, yield offers that reflected, in the Debtors' business judgment, the true value of the Debtors' business operations.

8. Contemporaneously with this prepetition marketing and sale effort, the Debtors engaged in good faith, arm's-length negotiations with significant holders of the Debtors' prepetition secured indebtedness to develop a way to de-lever the Debtors' business, while at the same time providing the Debtors' unsecured creditor constituency with a

substantial recovery. These negotiations culminated in the proposed chapter 11 plan (the "*Plan*") and accompanying disclosure statement (the "*Disclosure Statement*"), filed contemporaneously with this Motion.

9. As set forth in greater detail in the Plan and Disclosure Statement, the Plan contemplates a restructure of the Debtors' balance sheet and ownership structure, as well as an immediate cash distribution to unsecured creditors and an opportunity for such creditors to receive full payment from the Reorganized Debtors, depending on business performance. The Debtors believe that the restructuring proposal embodied in the Plan provides the Debtors' creditors with the best means of maximizing value of the Debtors and their businesses. To implement this restructuring, the Debtors have obtained a commitment to provide \$80 million in the form of debtor-in-possession financing, which the Debtors seek to have approved by the Court contemporaneously herewith.

10. As of the Petition Date, the Debtors employ approximately 5,500 people. Approximately 300 of the Debtors' employees are represented by seven unions with whom the Debtors have collective bargaining agreements. For the 12 months ended March 31, 2009, the Debtors' total revenue totaled approximately \$1.1 billion. As of March 31, 2009 the book value of the Debtors' assets totaled approximately \$480 million and its liabilities totaled approximately \$481 million.

UNEXPIRED PERSONAL PROPERTY LEASES

11. Prior to the Petition Date, the Debtors entered into a number of Personal Property Leases for the use of various pieces of personal property such as trucks, vans,

tractors and trailers, heavy equipment, and office equipment.³ As part of their extensive prepetition restructuring efforts, the Debtors discontinued or reduced certain operations and accordingly no longer need certain of the Personal Property Leases. In addition, as part of their continuing restructuring efforts and as a result of the severe decline in the market for the Debtors' services, the Debtors intend to discontinue or reduce other operations and accordingly will no longer need certain other Personal Property Leases on a going-forward basis.

BASIS FOR RELIEF REQUESTED

A. The Court Should Authorize Rejection of the Personal Property Leases as a Sound Exercise of the Debtors' Business Judgment

12. Pursuant to section 365(a) of the Bankruptcy Code, the Debtors seek authority to reject the Personal Property Leases. Section 365(a) of the Bankruptcy Code provides, in pertinent part, that a debtor in possession "subject to the court's approval, may assume or reject any executory contract or unexpired lease of the debtor." 11 U.S.C. § 365(a). "[T]he purpose behind allowing the assumption or rejection of executory contracts is to permit the trustee or debtor-in-possession to use valuable property of the estate and to 'renounce title to and abandon burdensome property.'" *Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.)*, 4 F.3d 1095, 1098 (2d Cir. 1993) (quoting 2 COLLIER ON BANKRUPTCY ¶ 365.01[1] (15th ed. 1993)).

13. Courts defer to a debtor's business judgment in rejecting executory contracts or unexpired leases, and upon finding that a debtor has exercised its sound business

³ Certain of the Personal Property Leases are subject to agreements that supply general terms and conditions that govern each Personal Property Lease with certain Counterparties.

judgment, approve such rejections under section 365(a) of the Bankruptcy Code. *NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 523 (1984) (recognizing the "business judgment" standard used to authorize rejection of executory contracts), *superseded by statute on other grounds*, 11 U.S.C. § 1113, *as recognized in Mason v. Official Comm. of Unsecured Creditors (In re FBI Distrib. Corp.)*, 330 F.3d 36, 44 (1st Cir. Mass. 2003); *Sharon Steel Corp. v. Nat'l Fuel Gas Distrib. Corp. (In re Sharon Steel Corp.)*, 872 F.2d 36, 39-40 (3d Cir. 1989) (recognizing the "business judgment" standard, which requires only that the rejection will benefit the estate); *In re Trans World Airlines, Inc.*, 261 B.R. 103, 120 (Bankr. D. Del. 2001) ("A debtor's determination to reject an executory contract is governed by the business judgment standard."). The business judgment standard is "not a difficult standard to satisfy and requires only a showing that rejection will benefit the estate." *In re Exide Techs.*, 340 B.R. 222, 239 (Bankr. D. Del. 2006); *see also In re III Enters., Inc. V*, 163 B.R. 453, 469 (Bankr. E.D. Pa. 1994) (observing that courts do not "disturb [a debtor's] decision to reject [a lease] unless the decision is so unreasonable that it could not be based on sound business judgment, but only on bad faith or whim") (internal citations and quotations omitted).

14. The Debtors have reviewed the Personal Property Leases and have determined that they are no longer of any value or utility to them. The Debtors no longer need certain of the Leases for office equipment because they were utilized in parcels of real property that are now vacant or unoccupied. In addition, the Debtors no longer need certain of the Leases for trucks, vans, tractors and trailers, and heavy equipment because they were part of the Debtors' operations that have been discontinued or reduced during the period of downsizing and restructuring or are no longer needed for the Debtors' continued operations.

Thus, these Leases are a substantial drain on the Debtors' resources but do not confer any corresponding benefit to the Debtors.

15. For these reasons, the Debtors' decision to reject the Personal Property Leases is an exercise of sound business judgment that will tremendously benefit the Debtors' estates.

B. The Court Should Authorize Rejection of the Personal Property Leases Effective as of the Date Hereof

16. The Debtors also respectfully submit that it is appropriate for the Court to order that the effective date of rejection for each Personal Property Lease be the date hereof (the "*Rejection Effective Date*").

17. While section 365 of the Bankruptcy Code does not specifically address whether the Court may order rejection to be effective retroactively, many courts have held that bankruptcy courts may, in their discretion, authorize rejection retroactive to a date prior to entry of the order authorizing the rejection where the balance of equities weighs in favor of retroactive application of rejection. *See, e.g., Pac. Shores Dev., LLC v. At Home Corp. (In re At Home Corp.)*, 392 F.3d 1064, 1074 (9th Cir. 2004) (affirming bankruptcy court's approval of retroactive rejection); *Thinking Machs. Corp. v. Mellon Fin. Servs. Corp. #1 (In re Thinking Machs., Corp.)*, 67 F.3d 1021, 1028 (1st Cir. 1995) ("[B]ankruptcy courts may enter retroactive orders of approval, and should do so when the balance of equities preponderates in favor of such remediation"); *Stonebriar Mall Ltd. P'ship v. CCI Wireless, LLC (In re CCI Wireless, LLC)*, 297 B.R. 133, 140 (D. Colo. 2003) (holding that "because section 365 does not, as a matter of law, prohibit selection of a retroactive date for rejection, the bankruptcy court has authority under section 365(d)(3) to set the effective date of rejection at least as early as the filing date of the motion to reject."); *Constant Ltd. P'ship v. Jamesway Corp. (In*

re Jamesway Corp.), 179 B.R. 33, 37 (S.D.N.Y. 1995) (stating that section 365 does not include "restrictions as to the manner in which the court can approve rejection"); *In re Chi-Chi's, Inc.*, 305 B.R. 396, 399 (Bankr. D. Del. 2004) (Case, J.) (holding that when principles of equity dictate, a bankruptcy court may approve rejection of a nonresidential lease pursuant to section 365(a) retroactive to the motion filing date); *In re Amber's Stores, Inc.*, 193 B.R. 819, 827 (Bankr. N.D. Tex. 1996) (holding that the lease at issue should be deemed rejected as of the petition date due to the equities of the case where the debtor turned over its keys and vacated the premises prepetition and served the motion to reject the lease as soon as possible).

18. Here, the balance of the equities favors granting the Debtors' request for a retroactive effective date of rejection. Without a retroactive date of rejection, the Debtors will be forced to incur unnecessary administrative charges for leases that provide no tangible benefit to the Debtors' estates. Moreover, the Counterparties to the Personal Property Leases will not be unduly prejudiced if the rejection is deemed effective as of the Rejection Effective Date because they will receive notice of this Motion and have sufficient opportunity to act accordingly. Indeed, all of the Counterparties have been mailed notice of the Debtors' unequivocal abandonment of the properties relating to the Personal Property Leases along with keys or other access to reclaim such properties. The Debtors respectfully submit that it is fair and equitable for the Court to find that the Personal Property Leases are rejected as of the Rejection Effective Date, as the retroactive rejection of the Personal Property Leases promotes the purposes of section 365 by relieving the estate of additional and unnecessary administrative expenses.

19. Courts in this jurisdiction have routinely approved relief similar to the relief requested herein.⁴ See, e.g., *In re Aleris Int'l, Inc.*, Case No. 09-10478 (BLS) (Bankr. D. Del. Apr. 23, 2009) (authorizing the rejection of leases and granting retroactive relief requested); *In re Masonite Corp.*, Case No. 09-10844 (PJW) (Bankr. D. Del. Apr. 14, 2009) (same); *In re Smurfit-Stone Container Corp.*, Case No. 09-10235 (BLS) (Bankr. D. Del. Feb. 23, 2009) (authorizing the rejection of certain leases retroactive to the date the motion was filed); *In re Leiner Health Prods., Inc.*, Case No. 08-10446 (KJC) (Bankr. D. Del. Apr. 4, 2008) (authorizing the rejection of leases retroactive to the date the motion was filed); *In re Buffets Holdings, Inc.*, Case No. 08-10141 (MFW) (Bankr. D. Del. Feb. 13, 2008) (authorizing the rejection of leases retroactive to the petition date); *In re Pope & Talbot, Inc.*, Case No. 07-11738 (CSS) (Bankr. D. Del. Dec. 12, 2007) (authorizing the rejection of executory contracts retroactive to the petition date); *In re Am. Home Mortgage Holdings, Inc.*, Case No. 07-11047 (CSS) (Bankr. D. Del. Sept. 20, 2007) (authorizing the rejection of leases and granting retroactive relief requested).

REQUEST FOR WAIVER OF STAY

20. To implement the foregoing, the Debtors seek a waiver of any stay of the effectiveness of the order approving this Motion. Pursuant to Bankruptcy Rule 6004(h), any "order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 10 days after entry of the order, unless the court orders otherwise." While the Debtors do not believe that Bankruptcy Rule 6004(h) applies to the relief requested

⁴ The Debtors have not annexed copies of the unreported orders cited herein because of their size. Copies of these orders, however, are available upon request of the Debtors' counsel, including at the hearing to consider the Motion.

in this motion, ample cause exists to waive any stay of the effectiveness of this order because the Debtors' estates may be liable to pay any postpetition obligations arising under the Personal Property Leases as administrative expenses. Accordingly, the Debtors submit that ample cause exists to justify a waiver of the 10-day stay possibly imposed by Bankruptcy Rule 6004(h).

NOTICE

21. No trustee, examiner, or creditors' committee has been appointed in these Chapter 11 Cases. The Debtors have provided notice of filing of the Motion either by electronic mail or facsimile and/or by overnight mail to: (a) the Office of the United States Trustee for the District of Delaware; (b) the 50 largest unsecured creditors of the Debtors on a consolidated basis as identified in the Debtors' chapter 11 petitions; (c) counsel to Wells Fargo Bank, as agent for both of the Debtors' prepetition lenders and proposed postpetition lenders; and (d) the Counterparties listed on *Exhibit B*. Due to the nature of the relief requested, the Debtors respectfully submit that no further notice of this Motion is required.

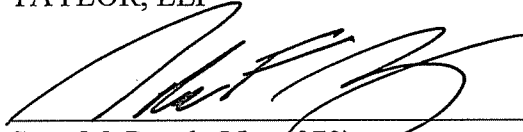
NO PRIOR REQUEST

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

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: Wilmington, Delaware
June 16, 2009

YOUNG CONAWAY STARGATT &
TAYLOR, LLP

A handwritten signature in black ink, appearing to read 'Sean M. Beach', is written over a horizontal line.

Sean M. Beach (No. 4070)
Donald J. Bowman, Jr. (No. 4383)
Robert F. Poppiti, Jr. (No. 5052)
The Brandywine Building
1000 West St., 17th Floor
Wilmington, DE 19801
Telephone: 302.571.6600
Facsimile: 302.571.1253

PROPOSED ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT A

Proposed Order

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

IN RE:

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

Debtors.

)
) **Chapter 11**

)
) **Case No. 09-12074 (KJC)**

)
) **Jointly Administered**

)
) **Ref. Docket No. _____**

**FIFTH ORDER AUTHORIZING THE DEBTORS TO
REJECT CERTAIN UNEXPIRED LEASES AND EXECUTORY CONTRACTS,
NUNC PRO TUNC TO THE REJECTION EFFECTIVE DATE**

Upon consideration of the fifth omnibus motion (the "***Motion***") of Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "***Debtors***") for entry of an order authorizing the Debtors to reject certain unexpired leases, as set forth in the Motion; and upon the Street Declaration² in support thereof; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. sections 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances; and the Court having reviewed the Motion and having considered the statements in support of the relief requested therein at a hearing before 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.

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

Court (the "*Hearing*"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Motion is granted as set forth below.
2. Pursuant to section 365(a) of the Bankruptcy Code, the Debtors are authorized to reject the Personal Property Leases listed in *Exhibit B* that was annexed to the Motion. Effective immediately, such Personal Property Leases are deemed rejected (the "*Rejections*"), with the Rejections being effective as of June 16, 2009 (the "*Rejection Effective Date*").
3. The Counterparties to the Personal Property Leases shall have until the date fixed by this Court pursuant to Federal Rule of Bankruptcy Procedure 3003(c)(3) to file any claim for damages arising from rejection of a Personal Property Lease.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
5. The Debtors do not waive any claims they may have against the Counterparties to the Personal Property Leases, whether or not such claims arise under, are related to the rejection of, or are independent of the Personal Property Leases.
6. Nothing herein shall prejudice the rights of the Debtors to argue that any claim for damages arising from the rejection of the Personal Property Leases is limited to the remedies available under any applicable termination provision of such Personal Property Lease, or that any such claim is an obligation of a third party, and not that of the Debtors or their estates.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of Bankruptcy Rule 6006(c) and the Local Bankruptcy Rules are satisfied by such notice.

8. Notwithstanding the possible application of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Date: Wilmington, Delaware
_____, 2009

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Leases to be Rejected

Lessee	Lessor	Account	Physical Mailing Address	VIN	Lease Start Date	Lease End Date	Equipment Address
H.N.R. Framing Systems Inc.	General Electric Capital Corp.	Previously CitiCapital	Ingersoll-Rand Company 12747 Schabarum Ave. Irwindale, CA 91706	188004	4/16/06	4/16/09	Turned in to GECC week of June 8th
Building Materials Holding Corporation	General Electric Capital Corp.	412637-003	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	2F2HAZASXAK92917	5/21/02	5/30/09	7065 All Stars Avenue, Frisco, TX
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-015	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V02234Z	8/1/02	8/1/09	11670 W. Franklin Road, Boise, ID 83709
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-015	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	175625	8/1/02	8/1/09	7272 South Eagle St., Centennial, CO 80112
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-015	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V02863Z	8/1/02	8/1/09	3200 35th Ave NE, Everett, WA 98205
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-015	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V02689Z	8/1/02	8/1/09	9721 40th Avenue S.W., Tacoma, WA 98499
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-015	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V02835Z	8/1/02	8/1/09	7272 South Eagle St., Centennial, CO 80112
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-015	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V02918Z	8/1/02	8/1/09	11670 W. Franklin Road, Boise, ID 83709
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-022	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V03030Z	9/1/02	8/31/09	104 E. Hurst Blvd. Hwy 10, Hurst, TX
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-022	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V03031Z	9/1/02	8/31/09	104 E. Hurst Blvd. Hwy 10, Hurst, TX
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-022	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	807733	9/1/02	8/31/09	104 E. Hurst Blvd. Hwy 10, Hurst, TX
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-022	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	175624	9/1/02	8/31/09	11316 N.E. Highway 99, Vancouver, WA 98686
H.N.R. Framing Systems Inc.	General Electric Capital Corp.	Previously CitiCorp	Citicorp Leasing, Inc. 450 Mamaroneck Ave. Harrison, NY 10528	4563	9/1/06	9/1/09	SanDiego County JobSite
H.N.R. Framing Systems Inc.	General Electric Capital Corp.	Previously CitiCorp	Citicorp Leasing, Inc. 450 Mamaroneck Ave. Harrison, NY 10528	4570	9/1/06	9/1/09	SanDiego County JobSite
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-025	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	16853	10/1/02	10/1/09	JobSite - 1100 Business Pk. Dr. Dixon
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-025	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	17707	10/1/02	10/1/09	JobSite - 1100 Business Pk. Dr. Dixon
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-025	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	17729	10/1/02	10/1/09	JobSite - 1100 Business Pk. Dr. Dixon
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-025	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	17733	10/1/02	10/1/09	JobSite - 1100 Business Pk. Dr. Dixon
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-023	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	E004V03171Z	10/1/02	9/30/09	500 27th Street, Greeley, CO 80631
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-023	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	F006V01836Z	10/1/02	9/30/09	500 27th Street, Greeley, CO 80631
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-023	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V03205Z	10/1/02	9/30/09	2035 Industrial Blvd., Abilene, TX
H.N.R. Framing Systems Inc.	General Electric Capital Corp.	Previously CitiCorp	Citicorp Leasing, Inc. 450 Mamaroneck Ave. Harrison, NY 10528	4571	9/1/06	9/1/09	SanDiego County JobSite
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-027	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	51492095532	11/1/02	10/31/09	1435 N. Holmes Avenue, Idaho Falls, ID 83401
Building Materials Holding Corporation	General Electric Capital Corp.	412637-006	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	1FUJA6CG63LL02045	1/1/03	12/31/09	10351 Home Road, Frisco, TX
Building Materials Holding Corporation	General Electric Capital Corp.	412637-006	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	1FUJA6CG63LL02046	1/1/03	12/31/09	Ritchie Bros Auction Yard, 6050 Azle Ave. Lake Worth, TX 76135-2603
KB1 Norcal	General Electric Capital Corp.	4120888-033	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	F006V02086A	12/2/03	12/1/10	2724 Nathan Ave., Modesto, CA 95358
KB1 Norcal	General Electric Capital Corp.	4120888-033	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	F006V02087A	12/2/03	12/1/10	2724 Nathan Ave., Modesto, CA 95358
KB1 Norcal	General Electric Capital Corp.	4120888-033	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	F006V02081Z	12/2/03	12/1/10	2734 Nathan Ave., Modesto, CA 95358
KB1 Norcal	General Electric Capital Corp.	4120888-033	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V03517Z	12/2/03	12/1/10	2734 Nathan Ave., Modesto, CA 95358

Lessee	Lessor	Account	Physical Mailing Address	VIN	Lease Start Date	Lease End Date	Equipment Address
KBI Noreal	General Electric Capital Corp.	4120888-033	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	F006V03080Z	1/2/03	1/2/10	2734 Nathan Ave. Modesto, CA 95358
KBI Noreal	General Electric Capital Corp.	4120888-033	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	F006V01782Z	1/2/03	1/2/10	2734 Nathan Ave. Modesto, CA 95358
KBI Noreal	General Electric Capital Corp.	4120888-033	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V0364Z	1/2/03	1/2/10	2734 Nathan Ave. Modesto, CA 95358
KBI Noreal	General Electric Capital Corp.	4120888-033	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	E004V02194Z	1/2/03	1/2/10	2734 Nathan Ave. Modesto, CA 95358
KBI Noreal	General Electric Capital Corp.	4120888-033	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V02898Z	1/2/03	1/2/10	2734 Nathan Ave. Modesto, CA 95358
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-035	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	175629	2/1/03	1/31/10	11316 N.E. Highway 99, Vancouver, WA 98686
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-038	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V04216A	6/1/03	5/31/10	11670 W. Franklin Road, Boise, ID 83709
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-038	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	H160N0368A	6/1/03	5/31/10	500 27th Street, Greeley, CO 80631
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-038	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	E004V03042A	6/1/03	5/31/10	2700 E. Fourth Street, Pueblo, CO 81001
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-038	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	E004V03051A	6/1/03	5/31/10	10351 Home Road, Frisco, TX
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-038	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V04576A	6/1/03	5/31/10	11670 W. Franklin Road, Boise, ID 83709
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-040	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	181150	6/1/03	5/31/10	1366 Lomaland Drive, El Paso, TX
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-042	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V04695A	7/1/03	6/30/10	4237 Murphy Rd.
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-042	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	F006V03221A	7/1/03	6/30/10	2734 Nathan ave. Modesto
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-042	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V04953A	7/1/03	6/30/10	3620 FM 482, New Braunfels, TX
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-042	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V04756A	7/1/03	6/30/10	3200-35th Avenue N.E., Issaquah, WA 98205
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-046	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V03030A	9/1/03	8/31/10	9721 40th Avenue S.W., Tacoma, WA 98499
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-046	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V04697A	9/1/03	8/31/10	7272 South Eagle St. Centennial, CO 80112
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-046	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	H177B41981A	9/1/03	8/31/10	2734 Nathan ave. Modesto
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-046	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	K005V03019A	9/1/03	8/31/10	1330 N. Maple Fresno
Building Materials Holding Corporation	General Electric Capital Corp.	4120888-046	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	H177B42190A	9/1/03	8/31/10	1201 BMC DRIVE, CEDAR PARK, TX
KBI Noreal, a California General Partnership	General Electric Capital Corp.	4120888-047	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	H177B41501A	8/1/03	8/1/10	Forklift was sold at auction. We are liable for buyout of equipment
KBI Noreal, a California General Partnership	General Electric Capital Corp.	4120888-047	General Electric Capital Corp. 16479 Dallas Parkway #300 Addison, TX 75001-2512	H177B41520A	8/1/03	8/1/10	Forklift was sold at auction. We are liable for buyout of equipment