

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

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

INTERIM ORDER (A) PROHIBITING UTILITY PROVIDERS FROM ALTERING, REFUSING OR DISCONTINUING SERVICE; (B) APPROVING THE DEBTORS' PROPOSED ADEQUATE ASSURANCE; AND (C) ESTABLISHING PROCEDURES FOR RESOLVING REQUESTS FOR ADDITIONAL ADEQUATE ASSURANCE

Upon consideration of the motion (the "*Motion*") of Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "*Debtors*") for entry of an interim order pursuant to sections 105(a) and 366 of title 11 of the United States Code (the "*Bankruptcy Code*") (a) prohibiting Utility Providers² from altering, refusing, or discontinuing service; (b) approving the Debtors' proposed adequate assurance; and (c) establishing procedures for resolving requests for additional adequate assurance, all as set forth in the Motion; and upon the Street Declaration 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

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.

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 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 provided herein.
2. Pending further order of this Court, all Utility Providers are prohibited from altering, refusing or discontinuing service on account of any unpaid prepetition charges or the commencement of a case under the Bankruptcy Code.
3. On or before the date that is twenty (20) days after the Petition Date, the Debtors shall deposit the Adequate Assurance Deposit, in the amount of \$263,000.00, into the Utility Deposit Account. Nothing in this paragraph or this Interim Order constitutes a finding that the Adequate Assurance Deposit constitutes "adequate assurance of payment for utility service that is satisfactory to the [Utility Providers]" under section 366(c)(2) of the Bankruptcy Code.
4. The Debtors are authorized, in their sole discretion, to amend the Utility Service List on or before ten (10) days prior to the Final Hearing, a copy of which is attached as Exhibit C to the Motion, to add or delete any Utility Provider, and the Debtors shall add to the Adequate Assurance Deposit an amount equal to two (2) weeks of utility service for each subsequently-added Utility Provider. To the extent that the Debtors add any Utility Provider after such date and add to the Adequate Assurance Deposit an amount equal to two (2) weeks of utility service

for each subsequently-added Utility Provider, such Utility Provider shall have ten (10) days after receipt of notice to object to the applicability of any final order approving this Motion to such Utility Provider.

5. The Final Hearing shall be held on July 16, 2009 at 4:30 p.m. Eastern Time.

6. The Debtors shall serve a copy of the Motion, this Interim Order and notice of the Final Hearing on each of the Utility Providers on the Utility Service List within two (2) business days of entry of this Interim Order.

7. If a Utility Provider is not satisfied with the Adequate Assurance Deposit provided by the Debtors, the Utility Provider shall: (i) serve a request for additional adequate assurance (the "Additional Assurance Request") so that it is received by the Debtors at the following addresses on or before the Objection Deadline (as defined below): (i) Building Materials Holding Corporation, 720 Park Blvd., Ste 200, Boise, ID 83712 (Attn: Paul Street); and (ii) the proposed attorneys for the Debtors, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal and Matthew K. Kelsey), and Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, DE 19801 (Attn: Sean M. Beach and Robert F. Poppiti, Jr.) (collectively, the "Notice Parties"). Any Additional Assurance Request shall: (i) be in writing; (ii) set forth the location(s) for which Utility Services are provided; (iii) state the account number(s) for such location(s); (iv) include a summary of the Debtors' payment history relevant to the affected account(s), including any security deposits; and (v) explain why the Utility Provider believes that the Proposed Adequate Assurance is not sufficient assurance of future payment. Such objection shall be heard at the Final Hearing.

8. If a Utility Provider objects to the Motion, the Utility Provider shall file an objection to the Motion no later than 4:00 p.m. Eastern Time on July 9, 2009, unless that deadline is extended by order of this Court or with the Debtors' consent consistent with the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Objection Deadline"). If no objections to the Motion are filed prior to the Objection Deadline, the Court may enter the Final Order without further notice or hearing.

9. Upon further order of this Court, all Utility Providers who do not serve an Additional Assurance Request on the Notice Parties may be deemed to consent to the Proposed Adequate Assurance, without prejudice to the rights of any party in interest under section 366(c)(3) of the Bankruptcy Code.

10. Nothing in this Interim Order or the Motion shall be deemed to constitute the postpetition assumption or adoption of any agreement pursuant to section 365 of the Bankruptcy Code.

11. The Debtors' service of the Motion upon the Utility Service List shall not constitute an admission or concession that such entities are a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto. Similarly, the rights of Utility Providers to argue that they are not "utilities" for purposes of the Bankruptcy Code are reserved.

12. Nothing in this Interim Order shall affect or otherwise impair the rights of utilities under section 366(c)(4) of the Bankruptcy Code.

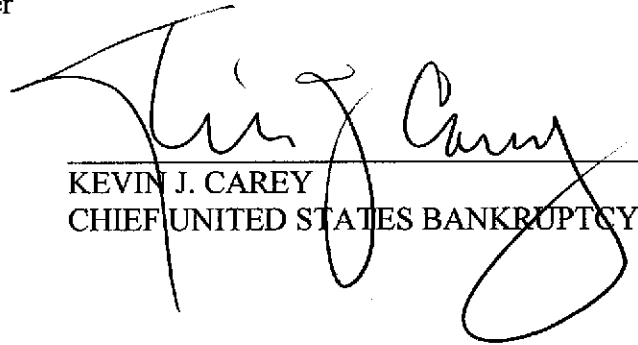
13. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Interim Order in accordance with the Motion.

14. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the applicable rules.

15. Pursuant to Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry.

16. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Interim Order

Dated: Wilmington, Delaware
June 17, 2009



KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE