

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 No. <u>650,690</u>
)	

**ORDER PURSUANT TO SECTIONS 363(b) AND 365(a) OF THE BANKRUPTCY
CODE AUTHORIZING THE DEBTORS TO ENTER INTO THE REINSURANCE
DISSOLUTION TRANSACTION AND TO ASSUME THE ALTERNATIVE RE
HOLDINGS LIMITED SHAREHOLDERS AGREEMENTS**

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 order authorizing the Debtors to enter into the Reinsurance Dissolution Transaction² and to assume the Shareholder Agreements, as amended by the Amendment Agreement, all as set forth in the Motion; 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

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 but not defined herein shall have the meanings ascribed to them in the Motion.

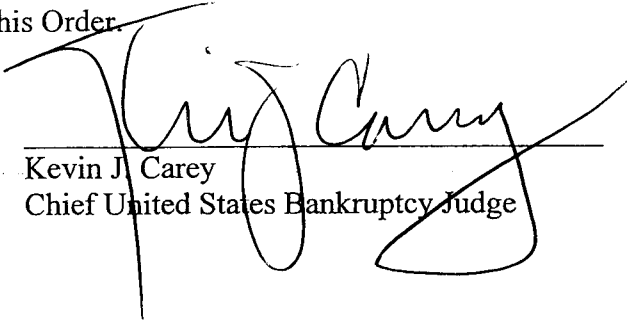
the Court having reviewed the Motion and having considered the statements in support of the relief requested therein at a hearing before the Court (the "**Hearing**"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for 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 set forth below.
2. Pursuant to section 363(b) of title 11 of the United States Code (the "**Bankruptcy Code**"), the Debtors are authorized to enter into the Dissolution Transaction and are authorized and empowered to take any and all steps and to perform such other and further actions as are necessary to carry out, effectuate, or otherwise enforce the terms, conditions, and provisions of the Commutation Agreement and Amendment Agreement.
3. Pursuant to section 365(a) of the Bankruptcy Code, the Debtors are authorized to assume the 17L Shareholder Agreement and the 17H Shareholder Agreement, as amended by the Amendment Agreement.
4. The Debtors' have no cure obligations in connection with the assumption of the 17L Shareholder Agreement and the 17H Shareholder Agreement, as Amended by the Amendment Agreement, and Alternative Re Limited is hereby barred, enjoined, and prohibited from asserting any additional amounts on account of the Debtors' cure obligations under section 365 of the Bankruptcy Code or otherwise from the Debtors or their estates with respect to the 17L Shareholder Agreement or the 17H Shareholder Agreement.
5. The Debtors are authorized to take any action necessary to effectuate the terms of this Order without further order of the Court.

6. The Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware
October 5, 2009



Kevin J. Carey
Chief United States Bankruptcy Judge