

**IN RE:**

### Debtors.

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

### Jointly Administered

**Objection Deadline: October 30, 2009 at 4:00 p.m. (ET)**

**Hearing Date: November 19, 2009 at 11:00 a.m. (ET)**

## Building Materials Holding Corporation and its affiliates, as debtors and debtors

in possession (collectively, the "***Debtors***"), submit this motion (the "***Motion***") pursuant to section 1121(d) of title 11 of the United States Code (the "***Bankruptcy Code***") and Rule 9006 of the Federal Rules of Bankruptcy Procedures (the "***Bankruptcy Rules***") for entry of an order, substantially in the form annexed hereto as ***Exhibit A***, extending the exclusive periods during which only the Debtors may file a chapter 11 plan of reorganization and solicit acceptances thereof. In support of this Motion, the Debtors respectfully represent:

1. Section 1121(b) of the Bankruptcy Code provides for an initial period of

120 days after the commencement of a chapter 11 case during which the debtor has the exclusive

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.

right to file a plan of reorganization (the "***Exclusive Filing Period***"). Furthermore, section 1121(c)(3) of the Bankruptcy Code provides that if the debtor files a plan of reorganization within the Exclusive Filing Period, it has an exclusive period of 180 days from the commencement of the chapter 11 case to solicit acceptances of and confirm such a plan (the "***Exclusive Solicitation Period***," and together with the Exclusive Filing Period, the "***Exclusive Periods***"). The initial Exclusive Filing Period in these chapter 11 cases extends through October 14, 2009, while the initial Exclusive Solicitation Period extends through December 14, 2009.

2. Section 1121(d) of the Bankruptcy Code permits the Court to extend the Exclusive Periods "for cause." By this Motion, the Debtors request that the Exclusive Filing Period be extended by 90 days, through and including January 12, 2010, and the Exclusive Solicitation Period be extended by 90 days, though and including March 15, 2010, pursuant to section 1121(d).<sup>2</sup> The Court has set a hearing to consider approval of the Disclosure Statement with respect to the Plan (each as defined below) filed on October 6, 2009 and the Debtors believe that they are on track to exit from these cases by the end of the year. Nonetheless, the Debtors are filing this Motion out of an abundance of caution because they believe that potential issues caused by competing plans at this stage would distract management and would not be productive; thus, preserving the Exclusive Periods is in the best interests of the Debtors and their estates. For the reasons set forth herein, the Debtors submit that ample cause exists to grant such extensions.

---

<sup>2</sup> Pursuant to Rule 9006-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, the filing of this Motion prior to the expiration of the current Exclusive Filing Period shall automatically extend the Exclusive Periods until the Court acts on the Motion without the necessity for entry of a bridge order.

## JURISDICTION AND VENUE

3. 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.

## BACKGROUND

4. On June 16, 2009 (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 the Chapter 11 Cases. On July 26, 2009, the Office of the United States Trustee (the "*U.S. Trustee*") appointed the official committee of unsecured creditors (the "*Creditors' Committee*").

5. 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.

6. 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.

7. On the Petition Date, the Debtors filed their proposed chapter 11 plan (the "**Plan**") and accompanying disclosure statement (the "**Disclosure Statement**"). The Debtors filed amended versions of the Plan and Disclosure Statement on July 27, 2009. As a result of continued negotiations, the Debtors filed further amended versions of the Plan (the "**Amended Plan**") and Disclosure Statement on October 1, 2009, and then again on October 6, 2009. To implement their restructuring, the Debtors have obtained \$80 million in debtor-in-possession financing (the "**DIP Financing**"), which the Court approved on a final basis on July 1, 2009.

### **RELIEF REQUESTED**

8. By this Motion, the Debtors request that this Court enter an order pursuant to section 1121(d) of the Bankruptcy Code extending the Filing Exclusive Period for 90 days, through and including January 12, 2010 and the Solicitation Exclusive Period for 90 days, through and including March 15, 2010. The Debtors further request that such an order be without prejudice to the Debtors' rights to seek additional extensions of the Exclusive Periods.

### **BASIS FOR RELIEF**

#### **A. The Exclusive Periods**

9. The objective of a chapter 11 reorganization case is the successful rehabilitation of a debtor's business, which serves to increase the pool of assets available for

distribution to creditors. *See* H.R. Rep. No. 595, 95th Cong., 1st Sess. 220 (1978). The principal means of successful rehabilitation is a considered and consensual plan. *See, e.g. In re Perkins*, 71 B.R. 294, 297 (W.D. Tenn. 1987). Section 1121 of the Bankruptcy Code gives debtors the exclusive right to a reasonable period of time in which to formulate and propose a plan of reorganization and to solicit acceptances of the plan. Section 1121(b) establishes an initial 120-day period beginning after the date of the order for relief during which only the debtor may file a plan. 11 U.S.C. § 1121(b). If a debtor files a plan within the 120-day period, section 1121(c)(3) extends the time period to 180 days after the date of the order for relief during which the debtor can seek acceptances of the plan. 11 U.S.C. § 1121(c)(3).

**B. Cause Exists to Extend the Exclusive Periods**

10. Section 1121(d) permits the court to extend the Exclusive Periods "for cause" after notice and a hearing. 11 U.S.C. § 1121(d). The party requesting the extension bears the burden of establishing cause. *In re Hoffinger Indus.*, 292 B.R. 639, 643 (B.A.P. 8th Cir. 2003) (affirming order extending exclusivity period). The "cause" required by section 1121 is "a general standard that allows the Bankruptcy Court maximum flexibility to suit various types of reorganization proceedings." *In re Gibson & Cushman Dredging Corp.*, 101 B.R. 405, 409 (E.D.N.Y. 1989) (internal quotations omitted).

11. Although the Bankruptcy Code does not define "cause" in section 1121(d), courts have looked to legislative history for guidance. *See In re Gibson*, 101 B.R. at 409; *In re Amko Plastics, Inc.*, 197 B.R. 74, 77 (Bankr. S.D. Ohio 1996). The legislative history indicates that Congress did not intend that the 120- and 180-day exclusive periods be a hard and fast limit. *See Amko Plastics, Inc.*, 197 B.R. at 77. Congress recognized that a 120-day exclusive period often will not afford a debtor sufficient time to formulate and negotiate a plan of reorganization, stating that "if an unusually large company were to seek reorganization under chapter 11, the

Court would probably need to extend the time in order to allow the debtor to reach an agreement. H.R. Rep. No. 95-595, 95th Cong. 1st Sess. 232 (1977).

12. Factors considered by the courts in deciding whether cause exists to grant an extension of the exclusive periods include: (a) the large size of the debtor and difficulty in formulating a plan; (b) the necessity of sufficient time to negotiate a plan and prepare adequate information to allow a creditor to determine whether to accept the plan; (c) the existence of good faith progress toward reorganization; (d) whether the debtor is paying its debts as they come due; (e) whether the debtor has demonstrated reasonable prospects for filing a viable plan; (f) whether the debtor has made progress in negotiating with creditors; (g) the length of time the case has been pending; (h) whether the debtor is seeking the extension to pressure creditors to submit to its demands; and (i) whether unresolved contingencies exist. *In re Dow Corning Corp.*, 208 B.R. 661, 664-65 (Bankr. E.D. Mich. 1997); *In re Adelpia Commc'ns Corp.*, 352 B.R. 578, 587 (Bankr. S.D.N.Y. 2006); *In re Cent. Jersey Airport Servs., LLC*, 282 B.R. 176, 184 (Bankr. D.N.J. 2002).

13. Not all of the above factors are necessary or relevant in determining whether to grant an extension of the exclusivity periods. *See, e.g. In re Express One Int'l, Inc.*, 194 B.R. 98, 100-01 (Bankr. E.D. Tex. 1996) (identifying only four of the factors as relevant in determining whether cause exists to support an extension); *In re United Press Int'l, Inc.*, 60 B.R. 265, 269 (Bankr. D.D.C. 1986) (finding cause to extend exclusivity based on three of the factors). Here, each of the factors is relevant and is in favor of extending the Exclusive Periods. As explained fully below, sufficient cause exists to extend the Debtors' Exclusive Periods pursuant to section 1121(d) of the Bankruptcy Code.

1. **The Size and Complexity of the Debtors' Cases  
Necessitates Extension.**

14. Congress and the courts have recognized that the size and complexity of a debtor's case alone may constitute cause for extension of a debtor's exclusive period to file a plan and solicit acceptances of such a plan. H.R. No. 95-595, at 231-232,406 (1978), reprinted in 1978 U.S.C.C.A.N. 5787, 6191, 6362 ("[I]f an unusually large company were to seek reorganization under chapter 11, the court would probably need to extend the time in order to allow the debtor to reach an agreement"); *see also In re Texaco, Inc.*, 76 B.R. 322, 326 (Bankr. S.D.N.Y. 1987) ("The large size of the debtor and the consequent difficulty in formulating a plan of reorganization for a huge debtor with a complex financial structure are important factors which generally constitute cause for extending the exclusivity periods.").

15. The Debtors' chapter 11 cases certainly qualify as large and complex. These jointly-administered cases consist of twelve individual Debtors operating one of the largest providers of residential building products and construction services in the United States, with operations in twelve states and a complex capital structure. The Debtors distribute building materials, manufacture building components and provide construction services to professional builders and contractors through a network of 31 distribution facilities, 43 manufacturing facilities, and 5 regional construction facilities. The Debtors employ approximately 5,000 people. For the twelve months ended August 31, 2009, the Debtors' revenue totaled approximately \$842 million. As of August 31, 2009 the book value of the Debtors' assets totaled approximately \$406 million and its liabilities totaled approximately \$459 million. As of the Petition Date, the Debtors' financial obligations included a \$340 million secured term loan, a \$200 million secured revolving line of credit, open, but undrawn, letters of credit in the amount of approximately \$113 million, swap arrangements, certain other secured borrowings, and

unsecured trade credit. Accordingly, the Debtors respectfully submit that their cases are sufficiently large and complex to support an extension of the Exclusive Periods.

**2. Debtors Have Shown Good Faith Progress Towards Reorganization.**

16. The Debtors have made substantial progress in these chapter 11 cases. In the first three and a half months of these cases, the Debtors have focused much time and effort in minimizing disruptions to the Debtors' business operations resulting from these cases. They have, for instance, obtained significant "first day" relief and obtained a final order approving the \$80 million DIP Financing. In their efforts to successfully reorganize, the Debtors filed a proposed Plan and Disclosure Statement on the Petition Date, and, as a result of continued negotiations, they filed amended versions of those documents on July 27, 2009 and then again on October 1, 2009 and October 6, 2009. The hearing on the Disclosure Statement is presently set for October 22, 2009. The Debtors submit that excellent prospects exist for confirming a viable plan of reorganization in these cases. As shown by the foregoing, the Debtors have made such progress towards reorganization sufficient to support an extension of the Exclusive Periods.

**3. An Extension of the Exclusive Periods Will Not Prejudice Creditors.**

17. An extension of the Exclusive Periods will permit the Debtors and their creditors to make additional progress towards confirmation of the Plan. The Debtors have endeavored, through regular interaction with their primary creditor constituencies, to establish and maintain a cooperative working relationship. The Debtors are not seeking the extension to delay administration of the Chapter 11 Cases or to exert pressure on their creditors. To the contrary, the Debtors' request an extension to continue the orderly, efficient and cost-effective restructuring process. Moreover, this is only the first requested extension of exclusivity in these cases. There is a legitimate risk that a denial of the Motion would signal a loss of confidence in



the Debtors and their reorganization efforts, which would harm the Debtors and their creditors. In light of the complexity of reorganization more fully described above, an extension of the Exclusive Periods is necessary to provide the Debtors sufficient time to confirm their proposed Plan.

**4. Additional Factors Exist to Support Extension of the Exclusive Periods.**

18. Courts consider various other factors when deciding whether to extend the exclusivity periods, such as whether the debtor is paying its debts as they come due; the length of time the case has been pending; and whether unresolved contingencies exist. First, the Debtors are paying their debts as they come due. With funds on hand as of the Petition Date, funds generated through their regular business operations, and the available \$80 million in DIP Financing, the Debtors have sufficient liquidity to pay, and are paying, their undisputed post-petition obligations as such obligations come due. Second, the Debtors' cases have been pending for less than four months. In light of the short duration and complexity of these cases, the challenges faced by the Debtors and the progress that the Debtors have made to date, the Debtors submit that an extension of the Exclusive Periods is warranted. Finally, termination of the Exclusive Periods would adversely impact the Debtors' business operations and progress in these cases. If this Court were to deny the Debtors' request for an extension of the Exclusive Periods, upon the expiration of the Exclusive Solicitation Period, any party in interest would be free to propose an alternative plan of reorganization for each of the Debtors, potentially causing chaos. Such a result would thwart the rehabilitative objectives of the chapter 11 process. Denying the relief requested herein could critically impair the Debtors' ability to successfully reorganize with no benefit to the Debtors' estates, creditors, employees, customers and other stakeholders.

19. Furthermore, similar relief has been granted to debtors in this jurisdiction in other chapter 11 cases. See *In re Linens Holdings Co.*, Case No. 08-10832 (CSS) (Bankr. D. Del. Sept. 19, 2008); *In re Buffets Holdings, Inc.*, Case No. 08-10141 (MFW) (Bankr. D. Del. June 6, 2008); *In re Am. Home Mortgage Holdings, Inc.*, Case No. 07-11047 (CSS) (Bankr. D. Del. Dec. 19, 2007); *In re Pliant Corp.*, Case No. 06-10001 (MFW) (Bankr. D. Del. May 15, 2006); *In re FLYi, Inc.*, Case No. 05-20011 (MFW) (Bankr. D. Del. March 16, 2006); *In re Meridian Automotive Systems Composites Operations, Inc.*, Case No. 05-11168 (MFW) (Bankr. D. Del. Aug. 11, 2005); *In re The Glass Group, Inc.*, Case No. 05-10532 (PJW) (Bankr. D. Del. July 20, 2005).

20. Based on the foregoing, the Debtors submit that cause exists pursuant to section 1121(d) of the Bankruptcy Code for the Court to extend the Exclusive Periods. Specifically, the Debtors respectfully request that the Exclusive Filing Period be extended through and including January 12, 2010, and that the Exclusive Solicitation Period be extended through and including March 15, 2010.

#### **NOTICE**

21. No trustee or examiner has been appointed in the Chapter 11 Cases. The Debtors have provided notice of filing of the Motion to: (a) the U.S. Trustee; (b) counsel to Wells Fargo Bank, as agent under the Debtors' Prepetition Credit Agreement and DIP Facility (as defined in the Plan); (c) counsel to the Creditors' Committee; and (d) any persons who have filed a request for notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002. Due to the nature of the relief requested, the Debtors respectfully submit that no further notice of this Motion is required.

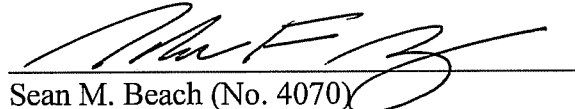
**NO PRIOR REQUEST**

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 entry of an order substantially in the form of the proposed order attached hereto as Exhibit A extending the Filing Exclusive Period through and including January 12, 2010, extending the Solicitation Exclusive Period through and including March 15, 2010, and granting such other relief as is just and proper.

Dated: Wilmington, Delaware  
October 12, 2009

YOUNG CONAWAY STARGATT &  
TAYLOR, LLP



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

---- and ----

GIBSON, DUNN & CRUTCHER LLP  
Michael A. Rosenthal (admitted *pro hac vice*)  
Matthew K. Kelsey (admitted *pro hac vice*)  
Sae M. Muzumdar (admitted *pro hac vice*)  
200 Park Ave, 47th Floor  
New York, NY 10166-0193  
Telephone: 212.351.4000  
Facsimile: 212.351.4035

Aaron G. York (admitted *pro hac vice*)  
Jeremy L. Graves (admitted *pro hac vice*)  
2100 McKinney Ave, Suite 1100  
Dallas, TX 75201-6911  
Telephone: 214.698.3100  
Facsimile: 214.571.2900

ATTORNEYS FOR DEBTORS  
AND DEBTORS IN POSSESSION

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>BUILDING MATERIALS HOLDING</b>	)	<b>Case No. 09-12074 (KJC)</b>
<b>CORPORATION, <i>et al.</i>,<sup>1</sup></b>	)	
	)	<b>Jointly Administered</b>
<b>Debtors.</b>	)	
	)	<b>Objection Deadline: October 30, 2009 at 4:00 p.m. (ET)</b>
	)	<b>Hearing Date: November 19, 2009 at 11:00 a.m. (ET)</b>

TO: (A) The Office of the United States Trustee for the District of Delaware; (B) Counsel to Wells Fargo Bank, as Agent Under the Prepetition Credit Facility and the DIP Facility (as Defined in the Plan); (C) Counsel to the Official Committee of Unsecured Creditors; and (D) All Parties That Have Requested Notice Pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure.

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors in possession (collectively, the “Debtors”) have filed the attached **Debtors’ Motion for an Order Pursuant to Section 11 U.S.C. § 1121(d) Extending the Exclusive Periods Within Which the Debtors May File a Chapter 11 Plan and Solicit Acceptances Thereof** (the “Motion”).

**PLEASE TAKE FURTHER NOTICE** that any objections to the Motion must be filed on or before **October 30, 2009 at 4:00 p.m. (ET)** (the “**Objection Deadline**”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

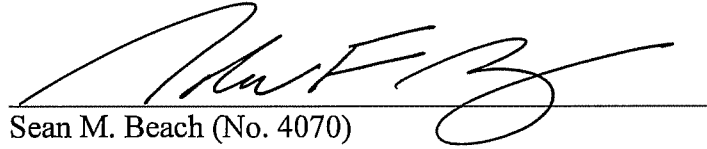
**PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE MOTION WILL BE HELD ON NOVEMBER 19, 2009 AT 11:00 A.M. (ET) BEFORE THE HONORABLE KEVIN J. CAREY AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DELAWARE 19801.**

<sup>1</sup> 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.

**PLEASE TAKE FURTHER NOTICE** that if you fail to respond in accordance with this notice, the Court may grant the relief requested in the Motion without further notice or a hearing.

Dated: Wilmington, Delaware  
October 12, 2009

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Sean M. Beach (No. 4070)  
Donald J. Bowman, Jr. (No. 4383)  
Robert F. Poppiti, Jr. (No. 5052)  
The Brandywine Building  
1000 West Street, 17th Floor  
P.O. Box 391  
Wilmington, Delaware 19899-0391  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253

----and----

GIBSON, DUNN & CRUTCHER LLP  
Michael A. Rosenthal (admitted *pro hac vice*)  
Matthew K. Kelsey (admitted *pro hac vice*)  
Sae M. Muzumdar (admitted *pro hac vice*)  
200 Park Avenue, 47th Floor  
New York, New York 10166-0193  
Telephone: (212) 351-4000  
Facsimile: (212) 351-4035

Aaron G. York (admitted *pro hac vice*)  
Jeremy L. Graves (admitted *pro hac vice*)  
2100 McKinney Avenue, Suite 1100  
Dallas, Texas 75201-6911  
Telephone: (214) 698-3100  
Facsimile: (214) 571-2900

ATTORNEYS FOR THE DEBTORS  
AND DEBTORS-IN-POSSESSION

# **EXHIBIT A**

**Proposed Order**

**IN RE:**

**BUILDING MATERIALS HOLDING  
CORPORATION, *et al.*,<sup>1</sup>**

### Debtors.

## Chapter 11

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

### Jointly Administered

**Ref. Docket No.** \_\_\_\_\_

**ORDER GRANTING DEBTORS' MOTION FOR AN ORDER  
PURSUANT TO 11 U.S.C. § 1121(d) EXTENDING  
THE EXCLUSIVE PERIODS WITHIN WHICH THE DEBTORS MAY  
FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF**

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 pursuant to 11 U.S.C. § 1121(d) and Bankruptcy Rule 9006 extending the Exclusive Periods<sup>2</sup> within which to file a chapter 11 plan and solicit acceptances thereof, and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest and due and proper notice having been given under the circumstances; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); it is hereby:

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.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Motion.

ORDERED, that the Motion is granted; and it is further

ORDERED, that the Exclusive Period within which the Debtors may propose a plan or plans of reorganization in these chapter 11 cases shall be extended through and including January 12, 2010; and it is further

ORDERED, that the Exclusive Period within which the Debtors may solicit acceptances of a plan or plans of reorganization in these chapter 11 cases shall be extended through and including March 15, 2010; and it is further

ORDERED, that the entry of this Order shall be without prejudice to the rights of the Debtors to seek further extensions of the Exclusive Periods or to seek other appropriate relief; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order.

Dated: Wilmington, Delaware  
November \_\_\_\_, 2009

---

Kevin J. Carey  
Chief United States Bankruptcy Judge



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

In re:

BUILDING MATERIALS HOLDING  
CORPORATION, *et al.*,<sup>1</sup>

Debtors.

Chapter 11


Case No. 09-12074 (KJC)

Jointly Administered

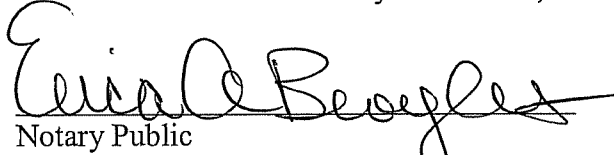
**AFFIDAVIT OF SERVICE**

STATE OF DELAWARE     )  
                                      ) SS  
NEW CASTLE COUNTY    )

Casey S. Cathcart, an employee of the law firm of Young Conaway Stargatt & Taylor, LLP, co-counsel to the above-captioned debtors, being duly sworn according to law, deposes and says that on October 12, 2009, she caused a copy of the **Debtors' Motion for an Order Pursuant to Section 11 U.S.C. § 1121(d) Extending the Exclusive Periods Within Which the Debtors May File a Chapter 11 Plan and Solicit Acceptances Thereof** to be served as indicated upon the parties identified on the attached service list.

  
Casey S. Cathcart

SWORN TO AND SUBSCRIBED before me this 12th day of October, 2009.

  
Notary Public  
My Commission Expires:

**ERICA A. BROYLES  
NOTARY PUBLIC  
STATE OF DELAWARE  
My commission expires Sept. 6, 2013**

<sup>1</sup> 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.

**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**10/12/2009**

David G. Aelvoet, Esq.  
Linebarger Goggan Blair & Sampson LLP  
Travis Building, 711 Navarro, Suite 300  
San Antonio, TX 78205  
(Counsel to Bexar County)  
***First Class Mail***

Christopher M. Alston, Esq.  
Foster Pepper PLLC  
1111 Third Avenue, Suite 3400  
Seattle, WA 98101  
(Counsel to JELD-WEN, inc.)  
***First Class Mail***

Sanjay Bhatnagar, Esq.  
Cole, Schotz, Meisel, Forman & Leonard, P.A.  
500 Delaware Avenue, Suite 1410  
Wilmington, DE 19801  
(Counsel to CNH Capital America, LLC)  
***Hand Delivery***

Brian W. Bisignani, Esq.  
Post & Schell, P.C.  
17 North 2nd Street, 12th Floor  
Harrisburg, PA 17101-1601  
(Counsel to Aon Consulting)  
***First Class Mail***

Robert McL. Boote, Esq.  
Ballard Spahr Andrews & Ingersoll, LLP  
1735 Market Street, 51st Floor  
Philadelphia, PA 19103-7599  
(Counsel to Westchester Fire Insurance  
Company and ACE USA)  
***First Class Mail***

David Boyle  
Airgas, Inc.  
259 Radnor-Chester Road, Suite 100  
P.O. Box 6675  
Radnor, PA 19087-8675  
***First Class Mail***

Barbara L. Caldwell, Esq.  
Aiken Schenk Hawkins & Ricciardi P.C.  
4742 North 24th Street, Suite 100  
Phoenix, AZ 85016  
(Counsel to Maricopa County)  
***First Class Mail***

Celeste H. Campbell  
KPMG LLP  
303 Peachtree Street NE, Suite 2000  
Atlanta, GA 30308  
(Auditors and Tax Advisor to the Debtors)  
***First Class Mail***

Andrew Cardonick, Esq.  
Greenberg Traurig, LLP  
77 West Wacker Drive, Suite 3100  
Chicago, IL 60601  
(Counsel to Grace Bay Holdings, II, LLC)  
***First Class Mail***

Scott T. Citek, Esq.  
Lamm & Smith, P.C.  
3730 Kirby Drive, Suite 650  
Houston, TX 77098  
(Counsel to Bay Oil Company)  
***First Class Mail***

**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**10/12/2009**

Scott D. Cousins, Esq.  
Dennis A. Melero, Esq.  
Greenberg Traurig, LLP  
1007 North Orange Street, Suite 1200  
Wilmington, DE 19801  
(Counsel to Grace Bay Holdings, II, LLC)  
***Hand Delivery***

Tobey M. Daluz, Esq.  
Joshua E. Zugeran, Esq.  
Ballard Spahr Andrews & Ingersoll, LLP  
919 North Market Street, 12th Floor  
Wilmington, DE 19801  
(Counsel to Westchester Fire Insurance  
Company and ACE USA)  
***Hand Delivery***

John P. Dillman, Esq.  
Linebarger Goggan Blair & Sampson LLP  
P.O. Box 3064  
Houston, TX 77253-3064  
(Counsel to Cypress-Fairbanks ISD, Fort  
Bend County, and Harris County)  
***First Class Mail***

Kevin B. Fisher, Esq.  
Seth Mennillo, Esq.  
Paul, Hastings, Janofsky & Walker LLP  
55 Second Street, 24th Floor  
San Francisco, CA 94105  
(Counsel to Wells Fargo Bank, N.A.)  
***First Class Mail***

Raniero D. D'Aversa, Jr., Esq.  
Laura D. Metzger, Esq.  
Weston T. Eguchi, Esq.  
Orrick, Herrington & Sutcliffe LLP  
666 Fifth Avenue  
New York, NY 10103-0001  
(Counsel to Rabobank International)  
***First Class Mail***

Robert J. Dehney, Esq.  
Erin R. Fay, Esq.  
Morris Nichols Arsht & Tunnell LLP  
1201 North Market Street, 18th Floor  
P.O. Box 1347  
Wilmington, DE 19899-1347  
(Counsel to D.R. Horton, Inc.)  
***Hand Delivery***

Mark W. Eckard, Esq.  
Reed Smith LLP  
1201 North Market Street, Suite 1500  
Wilmington, DE 19801  
(Counsel to CIT Technology Financing Services,  
Inc.)  
***Hand Delivery***

John M. Flynn, Esq.  
Carruthers & Roth, P.A.  
235 North Edgeworth Street  
P.O. Box 540  
Greensboro, NC 27401  
(Counsel to Arrowood Indemnity Company)  
***First Class Mail***

**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**10/12/2009**

Christopher J. Giaimo, Jr., Esq.  
Katie A. Lane, Esq.  
Arent Fox LLP  
1050 Connecticut Avenue, NW  
Washington, DC 20036-5339  
(Counsel to the Official Committee of  
Unsecured Creditors)  
***First Class Mail***

Paul N. Heath, Esq.  
Richards, Layton & Finger, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801  
(Counsel to Wells Fargo Bank, N.A.)  
***Hand Delivery***

Melody C. Hogston  
Royal Mouldings Limited  
P.O. Box 610  
Marion, VA 24354  
***First Class Mail***

Eric H. Holder, Jr., Esq.  
U. S. Attorney General  
Department of Justice - Commercial Litigation  
Branch  
950 Pennsylvania Avenue, N.W.  
Washington, DC 20530-0001  
***First Class Mail***

James E. Huggett, Esq.  
Amy D. Brown, Esq.  
Margolis Edelstein  
750 Shipyard Drive, Suite 102  
Wilmington, DE 19801  
(Counsel to Eduardo Acevedo, et al.)  
***First Class Mail***

IKON Financial Services  
Attn: Bankruptcy Administration  
1738 Bass Road  
P.O. Box 13708  
Macon, GA 31208-3708  
***First Class Mail***

Internal Revenue Service  
Attn: Insolvency Section  
11601 Roosevelt Blvd., Mail Drop N781  
P.O. Box 21126  
Philadelphia, PA 19114  
***First Class Mail***

Thomas W. Isaac, Esq.  
Dietrich, Glasrud, Mallek & Aune  
5250 North Palm Avenue, Suite 402  
Fresno, CA 93704  
(Counsel to Wilson Homes, Inc.)  
***First Class Mail***

Neal Jacobson, Esq.  
Senior Trial Counsel  
Securities and Exchange Commission  
3 World Financial Center, Suite 400  
New York, NY 10281  
***First Class Mail***

Michael J. Joyce, Esq.  
Cross & Simon, LLC  
913 North Market Street, 11th Floor  
Wilmington, DE 19801  
(Counsel to Arrowood Indemnity Company)  
***Hand Delivery***

**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**10/12/2009**

Thomas L. Kent, Esq.  
Paul, Hastings, Janofsky & Walker LLP  
75 East 55th Street, 1st Floor  
New York, NY 10022  
(Counsel to Wells Fargo Bank)  
***First Class Mail***

Gary H. Leibowitz, Esq.  
Cole, Schotz, Meisel, Forman & Leonard, P.A.  
300 East Lombard Street, Suite 2600  
Baltimore, MD 21202  
(Counsel to CNH Capital America, LLC)  
***First Class Mail***

Louisiana-Pacific Corporation  
Attn: Bruce J. Iddings  
P.O. Box 4000-98  
Hayden Lake, ID 83835-4000  
(Top 50)  
***First Class Mail***

Cliff W. Marcek, Esq.  
Cliff W. Marcek, P.C.  
700 South Third Street  
Las Vegas, NV 89101  
(Counsel to Edward and Gladys Weisgerber)  
***First Class Mail***

Dan McAllister  
San Diego County Treasurer-Tax Collector,  
Bankruptcy Desk  
1600 Pacific Highway, Room 162  
San Diego, CA 92101  
***First Class Mail***

Frank F. McGinn, Esq.  
Bartlett Hackett Feinberg, P.C.  
155 Federal Street, 9th Floor  
Boston, MA 02110  
(Counsel to Iron Mountain Information  
Management, Inc.)  
***First Class Mail***

Joseph J. McMahon, Jr., Esq.  
Office of the United States Trustee  
844 King Street, Suite 2207  
Lock Box 35  
Wilmington, DE 19801  
***Hand Delivery***

Joseph McMillen  
Midlands Claim Administrators, Inc.  
3503 N.W. 63rd Street, Suite 204  
P.O. Box 23198  
Oklahoma, OK 73123  
***First Class Mail***

Kathleen M. Miller, Esq.  
Smith, Katzenstein & Furlow LLP  
800 Delaware Avenue, 7th Floor  
P.O. Box 410  
Wilmington, DE 19801  
(Counsel to Airgas, Inc.)  
***Hand Delivery***

Sheryl L. Moreau, Esq.  
Missouri Department of Revenue - Bankruptcy  
Unit  
P.O. Box 475  
Jefferson City, MO 65105-0475  
***First Class Mail***

**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**10/12/2009**

Charles J. Pignuolo, Esq.  
Devlin & Pignuolo, P.C.  
1800 Bering Drive, Suite 310  
Houston, TX 77057  
(Counsel to Partners in Building, L.P.)  
***First Class Mail***

Michael Reed, Esq.  
McCreary, Veselka, Bragg & Allen, P.C.  
P.O. Box 1269  
Round Rock, TX 78680  
(Counsel to Local Texas Taxing Authorities)  
***First Class Mail***

Jonathan Lee Riches  
Federal Medical Center  
P.O. Box 14500  
Lexington, KY 40512  
***First Class Mail***

Debra A. Riley, Esq.  
Allen Matkins Leck Gamble Mallory & Natsis  
LLP  
501 West Broadway, 15th Floor  
San Diego, CA 92101  
(Counsel to D.R. Horton, Inc.)  
***First Class Mail***

Randall A. Rios, Esq.  
Timothy A. Million, Esq.  
Munsch Hardt Kopf & Harr, PC  
700 Louisiana, 46th Floor  
Houston, TX 77002  
(Counsel to Cedar Creek Lumber, Inc.)  
***First Class Mail***

Martha E. Romero, Esq.  
Romero Law Firm  
6516 Bright Avenue  
Whittier, CA 90601  
(Counsel to Yuba County and San Bernardino  
County)  
***First Class Mail***

George Rosenberg, Esq.  
Assistant Arapahoe County Attorney  
5334 South Prince Street  
Littleton, CO 80166  
(Counsel to Arapahoe County Treasurer)  
***First Class Mail***

Howard C. Rubin, Esq.  
Kessler & Collins  
2100 Ross Avenue, Suite 750  
Dallas, TX 75201  
(Counsel to CRP Holdings B, L.P.)  
***First Class Mail***

Bradford J. Sandler, Esq.  
Jennifer R. Hoover, Esq.  
Jennifer E. Smith, Esq.  
Benesch, Friedlander, Coplan & Aronoff LLP  
222 Delaware Avenue, Suite 801  
Wilmington, DE 19801  
(Counsel to the Official Committee of  
Unsecured Creditors)  
***Hand Delivery***

Secretary of State  
Franchise Tax  
Division of Corporations  
P.O. Box 7040  
Dover, DE 19903  
***First Class Mail***

**2002 SERVICE LIST**  
**BUILDING MATERIALS HOLDING CORPORATION**  
**10/12/2009**

Secretary of Treasury  
Attn: Officer, Managing Agent or General  
Agent  
P.O. Box 7040  
Dover, DE 19903  
***First Class Mail***

Securities & Exchange Commission  
Attn: Christopher Cox  
100 F Street, NE  
Washington, DC 20549  
***First Class Mail***

Securities & Exchange Commission  
Bankruptcy Unit  
Attn: Michael A. Berman, Esq.  
450 Fifth Street NW  
Washington, DC 20549  
***First Class Mail***

Ellen W. Slight, Esq.  
Assistant United States Attorney  
U.S. Attorney's Office  
1007 Orange Street, Suite 700  
P.O. Box 2046  
Wilmington, DE 19899  
***Hand Delivery***

Tennessee Department of Revenue  
c/o Tennessee Attorney General's Office,  
Bankruptcy Division  
P.O. Box 20207  
Nashville, TN 37202-0207  
***First Class Mail***

Kimberly Walsh, Esq.  
Assistant Attorney General  
Texas Comptroller of Public Accounts,  
Bankruptcy & Collections Division  
P.O. Box 12548  
Austin, TX 78711-2548  
***First Class Mail***

Christopher A. Ward, Esq.  
Shanti M. Katona, Esq.  
Polsinelli Shughart PC  
222 Delaware Avenue, Suite 1101  
Wilmington, DE 19801  
(Counsel to SunTrust Bank)  
***Hand Delivery***

Paul M. Weiser, Esq.  
Buchalter Nemer  
16435 North Scottsdale Road, Suite 440  
Scottsdale, AZ 85254-1754  
(Counsel to Elwood HA, L.L.C.)  
***First Class Mail***

Elizabeth Weller, Esq.  
Linebarger Goggan Blair & Sampson LLP  
2323 Bryan Street, Suite 1600  
Dallas, TX 75201  
(Counsel to Dallas County and Tarrant  
County)  
***First Class Mail***

Joanne B. Wills, Esq.  
Sally E. Veghte, Esq.  
Klehr, Harrison, Harvey, Branzburg & Ellers LLP  
919 Market Street, Suite 1000  
Wilmington, DE 19801  
(Counsel to Rabobank International)  
***Hand Delivery***