

**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**

) **Objection Deadline: December 8, 2009 at 4:00 p.m. (ET)**

) **Hearing Date: December 15, 2009 at 1:00 p.m. (ET)**

**DEBTORS' FOURTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CLAIMS
PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULES 3003 AND 3007 AND LOCAL RULE 3007-1**

Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "Debtors"), hereby submit this objection (the "Objection"), pursuant to section 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), Rules 3003 and 3007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), to each of the claims (the "Disputed Claims") listed on Exhibits A, B, C, D, and E to the proposed form of order (the "Proposed Order") attached hereto as Exhibit 2,² and request the entry of an order modifying or disallowing and expunging in full each of the Disputed Claims, as indicated 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 The Debtors do not object to any claims listed on the exhibits to the Proposed Order that are identified as "Surviving Claims," and the term "Disputed Claims" as used herein does not include such "Surviving Claims."

further detail below and on Exhibits A, B, C, D, and E to the Proposed Order. In support of this Objection, the Debtors rely on the Declaration of Paul S. Street in Support of the Debtors' Fourth Omnibus (Non-Substantive) Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007 and Local Rule 3007-1 (the "Street Declaration"), a copy of which is attached hereto as Exhibit 1. In further support, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Objection pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are section 502(b) of the Bankruptcy Code, along with Bankruptcy Rules 3003 and 3007 and Local Rule 3007-1.

BACKGROUND

2. 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").

3. 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.

4. 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.

5. 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 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, which the Court approved on a final basis on July 1, 2009.

BAR DATE AND PROOFS OF CLAIM

6. On June 17, 2009, this Court entered an order [Docket No. 53] appointing The Garden City Group, Inc. (“GCG”) as the claims and noticing agent in these chapter 11 cases. GCG is authorized to maintain (i) all proofs of claim filed against the Debtors in these bankruptcy proceedings and (ii) an official claims register by docketing all proofs of claim in a claims database containing, among other things, information regarding the name and address of each claimant, the date the proof of claim was received by GCG, the claim number assigned to the proof of claim and the asserted amount and classification of the claim.

7. On July 16, 2009, this Court entered an order [Docket No. 248] (the “Bar Date Order”) (i) establishing August 31, 2009 at 4:00 p.m. (prevailing Eastern Time) (the “General Bar Date”) as the final date and time for filing proofs of claim against the Debtors’ estates on account of claims arising, or deemed to have arisen, pursuant to section 501(d) of the Bankruptcy Code prior to the Petition Date, and (ii) approving the form and manner of notice of the General Bar Date. Therein, the Court also established December 16, 2009 at 4:00 p.m. (prevailing Eastern Time) (the “Government Bar Date”) as the final date and time for any governmental unit to file proofs of claims against the Debtors’ estates on account of claims (whether secured, unsecured priority or unsecured non-priority) that arose prior to or on the Petition Date.

8. Additionally, pursuant to the Bar Date Order, any entity asserting a claim (a “Rejection Damages Claim”) against the Debtors’ estates in connection with the Debtors’ rejection of an executory contract and/or unexpired lease under section 365 of the Bankruptcy Code prior to the confirmation of a chapter 11 plan was required to file a proof of claim on or before the later of (i) the General Bar Date or (ii) 4:00 p.m. (prevailing Eastern Time) on the date

that is thirty (30) days after entry of an order approving the rejection of such executory contract and/or unexpired lease pursuant to which the entity asserting the Rejection Damages Claim is a party (the “Rejection Bar Date,” and together with the General Bar Date and the Government Bar Date, the “Bar Date”).

9. Pursuant to the Bar Date Order, actual notice of the Bar Date was sent to (i) all known entities holding potential prepetition claims and their counsel (if known); (ii) all parties that have requested notice in these cases; (iii) all equity security holders; (iv) the U.S. Trustee; (v) the Securities and Exchange Commission; and (vi) all taxing authorities for the jurisdictions in which the Debtors do business. In addition, notice of the Bar Date was published in the national edition of the *Wall Street Journal* and local editions of *LA Times*, *Sun-Sentinel*, *Miami Herald*, *Impacto USA*, *Las Vegas Review-Journal*, *El Tiempo*, *Arizona Republic*, and *Prensa Hispana*. Affidavits of service and publication [Docket Nos. 296, 366-68, 411, 498-501, and 524] confirming such actual notice and publication of the Bar Date have been filed with this Court.

RELIEF REQUESTED

10. By this Objection, the Debtors request the Court to enter an order, pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007 and Local Rule 3007-1, modifying or disallowing and expunging in full each of the Disputed Claims, as indicated in further detail below and Exhibits A, B, C, D, and E to the Proposed Order.

11. In accordance with Local Rule 3007-1(e)(i)(E), the Debtors believe that this Objection complies in all respects with Local Rule 3007-1.

OBJECTION

A. Duplicate Claims

12. The claims identified under the column titled “Objectionable Claim” on Exhibit A to the Proposed Order (the “Duplicate Claims”) are duplicative of the proofs of claim identified under the column titled “Surviving Claim” on Exhibit A. The Debtors believe that it was not the intention of the claimants asserting such claims to seek a double recovery against the Debtors’ estates. Instead, the filing of Duplicate Claims appears to be a function of claimants filing multiple proof of claim forms on account of a single claim, or filing the same claim with multiple parties (e.g., GCG, the Debtors, counsel to the Debtors and/or the Clerk of the Court). Regardless of the claimants’ reasons for filing the Duplicate Claims, only one claim should be allowed for each claimant.

13. Failure to disallow the Duplicate Claims will result in the applicable claimants receiving an unwarranted double recovery against the Debtors’ estates, to the detriment of other creditors in these cases. Accordingly, the Debtors hereby object to the Duplicate Claims and request the Court to enter an order disallowing and expunging in full each of the Duplicate Claims identified on Exhibit A to the Proposed Order.

B. Amended Claims

14. The claims identified under the column titled “Objectionable Claims” on Exhibit B to the Proposed Order (the “Amended Claims”) have been amended and superseded by subsequently-filed proofs of claim identified under the column titled “Surviving Claims” on Exhibit B (the “Surviving Claims”). The Amended Claims, thus, no longer represent valid claims against the Debtors’ estates.

15. Failure to disallow the Amended Claims will result in the applicable claimants receiving an unwarranted double recovery against the Debtors' estates, to the detriment of other unsecured creditors in these cases. Furthermore, no prejudice will result to the holders of Amended Claims because they will receive the same treatment as other similarly-situated claimants for their Surviving Claims. Accordingly, the Debtors hereby object to the Amended Claims and request entry of an order disallowing and expunging in full each of the Amended Claims.

C. Stockholder Claims

16. The claims listed on Exhibit C to the Proposed Order (the "Stockholder Claims") were filed by parties on account of asserted equity interests held by such parties in the Debtors. The Debtors object to the Stockholder Claims because they were filed by a shareholder based solely on ownership of stock of the Debtors, and not on account of damages or a claim against the Debtors.³ Therefore, the Debtors hereby object to the Stockholder Claims and request entry of an order disallowing in full and expunging each of the Stockholder Claims.

D. No Supporting Documentation Claims

17. The claims listed on Exhibit D to the Proposed Order (the "No Supporting Documentation Claims") were submitted without any documentation supporting the alleged claims. Local Rule 3007-1(d)(vi) provides that a debtor may object on a non-substantive basis to a "claim that does not have a basis in the debtor's books and records and does not include or attach sufficient information or documentation to constitute prima facie evidence of the validity and amount of the claim, as contemplated by [Bankruptcy Rule] 3001(f)." To comply with the

³ The Debtors do not seek by this Objection to expunge any equity interests asserted by the parties that filed the Stockholder Claims.

requirements for filing a claim, “a claimant must allege facts sufficient to support a legal basis for the claim. If the assertions in the filed claim meet this standard of sufficiency, the claim is *prima facie* valid pursuant to Rule 3001(f) of the Federal Rules of Bankruptcy Procedure.” In re Planet Hollywood Int’l, 247 B.R. 391, 395 (Bankr. D. Del. 2001).

18. The claimants asserting the No Supporting Documentation Claims failed to allege any facts and included no documentation to support their claims. Therefore their claims are not *prima facie* valid. See in re Allegheny Int’l, Inc., 954 F.2d 167, 173 (3d Cir. 1992) (“[T]he claimant must allege facts sufficient to support the claim. If the averments in [the claimant’s] filed claim meet this standard of sufficiency, it is ‘*prima facie*’ valid.”). Because the No Supporting Documentation Claims are not *prima facie* valid, the Debtors hereby object to them and request the Court to enter an order disallowing in full and expunging each of the No Supporting Documentation Claims identified on Exhibit D to the Proposed Order.

E. Insufficient Documentation Claims

19. The claims listed on Exhibit E to the Proposed Order (the “Insufficient Documentation Claims”) were submitted without sufficient alleged facts or documentation to support the alleged claims. The Insufficient Documentation Claims all have some documentation attached, but such documentation is not adequate to allow the Debtors to determine whether they are in fact liable for the amount claimed. As set forth above, Local Rule 3007-1(d)(vi) provides that a debtor may object on a non-substantive basis to a “claim that does not have a basis in the debtor’s books and records and does not include or attach sufficient information or documentation to constitute *prima facie* evidence of the validity and amount of the claim, as contemplated by [Bankruptcy Rule] 3001(f).” To comply with the requirements for filing a claim, “a claimant must allege facts sufficient to support a legal basis for the claim. If

the assertions in the filed claim meet this standard of sufficiency, the claim is *prima facie* valid pursuant to Rule 3001(f) of the Federal Rules of Bankruptcy Procedure.” In re Planet Hollywood Int’l, 247 B.R. 391, 395 (Bankr. D. Del. 2001).

20. The claimants asserting the Insufficient Documentation Claims failed to allege facts sufficient and/or attach documentation sufficient to determine the appropriate amount of their claims. Therefore their claims are not *prima facie* valid. See in re Allegheny Int’l, Inc., 954 F.2d 167, 173 (3d Cir. 1992) (“[T]he claimant must allege facts sufficient to support the claim. If the averments in [the claimant’s] filed claim meet this standard of sufficiency, it is ‘*prima facie*’ valid.”). Although the Insufficient Documentation Claims are not *prima facie* valid because the claimants failed to allege sufficient facts and/or attach documentation sufficient to support the claimed amount, the Debtors have reconciled the Insufficient Documentation Claims against their books and records. As a result, the Debtors believe the Insufficient Documentation Claims assert amounts that are higher than the amount of liability reflected in the Debtors’ book and records. Consequently, the amounts of the Insufficient Documentation Claims identified under the column titled “Objectionable Claim” on Exhibit E should be modified by reducing or fixing the amounts to the dollar values listed under the column titled “Modified Claim.” The Debtors believe that Exhibit E contains the appropriate amount of liability for each of the Insufficient Documentation Claims.

21. Accordingly, the Debtors hereby object to the Insufficient Documentation Claims and request the Court to enter an order reducing or fixing the value of such claims as provided for on Exhibit E to the Proposed Order.

RESERVATION OF RIGHTS

22. The Debtors expressly reserve the right to amend, modify or supplement this Objection, and to file additional objections to any claims filed in these chapter 11 cases, including, without limitation, any and all claims which are the subject of this Objection. In the event the Court determines that the Debtors' objections herein to the No Supporting Documentation Claims and/or Insufficient Documentation Claims are more properly characterized as substantive (as opposed to non-substantive) objections, the Debtors reserve any and all rights to amend, modify or supplement their objections to any and all such claims.

NOTICE

23. Notice of the Objection will be provided to: (i) the U.S. Trustee; (ii) counsel to the Creditors' Committee; (iii) counsel to Wells Fargo Bank, as agent under the Debtors' Prepetition Credit Agreement and DIP Facility (as defined in the Plan); (iv) claimants whose Disputed Claims are subject to this Objection; and (v) all parties entitled to notice under Local Rule 2002-1(b). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

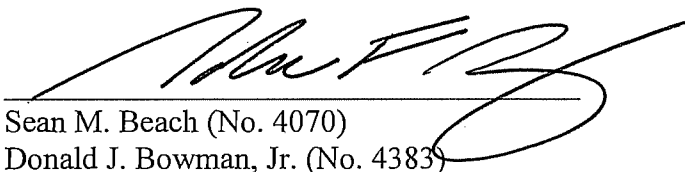
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CONCLUSION

WHEREFORE, the Debtors respectfully request the Court to enter an order, substantially in the form attached hereto as Exhibit 2, sustaining this Objection in all respects and granting such other and further relief as the Court deems just and proper.

Dated: Wilmington, Delaware
November 13, 2009

YOUNG CONAWAY STARGATT & TAYLOR, LLP



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ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

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

In re:)	
)	Chapter 11
)	
BUILDING MATERIALS HOLDING)	Case No. 09-12074 (KJC)
CORPORATION, <i>et al.</i>,¹)	
)	Jointly Administered
Debtors.)	
)	Objection Deadline: December 8, 2009 at 4:00 p.m. (ET)
)	Hearing Date: December 15, 2009 at 1:00 p.m. (ET)

**NOTICE OF DEBTORS' FOURTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO
CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULES 3003 AND 3007 AND LOCAL RULE 3007-1**

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE CREDITORS' COMMITTEE; (III) COUNSEL TO WELLS FARGO BANK, AS AGENT UNDER THE DEBTORS' PREPETITION CREDIT AGREEMENT AND DIP FACILITY; (IV) CLAIMANTS WHOSE DISPUTED CLAIMS ARE SUBJECT TO THIS OBJECTION; AND (V) ALL PARTIES ENTITLED TO NOTICE UNDER RULE 2002-1(b) OF THE LOCAL RULES OF BANKRUPTCY PRACTICE AND PROCEDURE FOR THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the "Debtors") have filed the attached **Debtors' Fourth Omnibus (Non-Substantive) Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007 and Local Rule 3007-1** (the "Objection").

PLEASE TAKE FURTHER NOTICE that any responses (each, a "Response") to the attached Objection must be filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **4:00 p.m (ET) on December 8, 2009** (the "Response Deadline"). At the same time, you must also serve a copy of any Response upon the undersigned counsel to the Debtors so that the Response is received on or before the Response Deadline.

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.

PLEASE TAKE FURTHER NOTICE that any Response must contain, at a minimum, the following:

- (a) a caption setting forth the name of the Bankruptcy Court, the case number and the title of the Objection to which the Response is directed;
- (b) the name of the claimant and description of the basis for the amount of the Disputed Claim, if applicable;
- (c) a concise statement setting forth the reasons why the Disputed Claim should not be disallowed or modified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the responding party will rely in opposing the Objection;
- (d) all documentation or other evidence of the Disputed Claim or assessed value, to the extent not included with the proof of claim previously filed with the Bankruptcy Court, upon which the responding party will rely in opposing the Objection at the hearing;
- (e) the address(es) to which the Debtors must return any reply to the Response, if different from that presented in the Disputed Claim; and
- (f) the name, address and telephone number of the person (which may be the claimant or its legal representative) possessing ultimate authority to reconcile, settle or otherwise resolve the Disputed Claim or Response on behalf of the responding party.

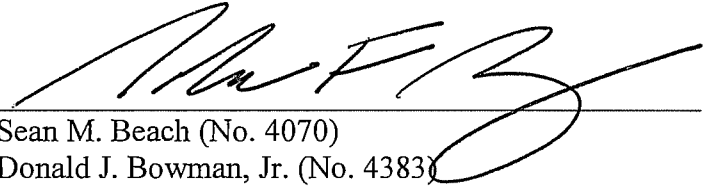
PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE OBJECTION WILL BE HELD ON DECEMBER 15, 2009 AT 1:00 P.M. (ET) BEFORE THE HONORABLE KEVIN J. CAREY AT THE BANKRUPTCY COURT, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DELAWARE 19801.

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PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND ON OR BEFORE THE RESPONSE DEADLINE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware
November 13, 2009

YOUNG CONAWAY STARGATT & TAYLOR, LLP



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ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION

EXHIBIT 1

Street Declaration

**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

**DECLARATION OF PAUL S. STREET IN SUPPORT OF THE DEBTORS'
FOURTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CLAIMS
PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULES 3003 AND 3007 AND LOCAL RULE 3007-1**

I, PAUL S. STREET, pursuant to 28 U.S.C. § 1746, hereby declare:

1. I am Senior Vice President, Chief Administrative Officer, General Counsel, and Corporate Secretary of Building Materials Holding Corporation, a corporation organized under the laws of the State of Delaware and one of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). In this capacity I am familiar with the Debtors’ day-to-day operations, businesses, financial affairs and books and records.

2. In this capacity, I am one of the individuals primarily responsible for overseeing the claims reconciliation and objection process in the Debtors’ chapter 11 cases. I have read the Debtors’ Fourth Omnibus (Non-Substantive) Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1 (the

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“Objection”),² and am directly, or by and through my personnel or agents, familiar with the information contained therein, the proposed form of order (the “Proposed Order”) and the exhibits attached thereto. I am authorized to execute this Declaration on behalf of the Debtors.

3. Considerable resources and time have been expended in reviewing and reconciling the proofs of claim filed or pending against the Debtors in these cases. The claims were carefully reviewed and analyzed in good faith utilizing due diligence by the appropriate personnel, including the Debtors’ claims agent, The Garden City Group, Inc. (“GCG”). These efforts resulted in the identification of the “Duplicate Claims,” “Amended Claims,” “Stockholder Claims,” “No Documentation Claims,” and “Insufficient Documentation Claims” as defined in the Objection and identified on Exhibits A, B, C, D, and E to the Proposed Order, respectively.

4. The information contained in Exhibits A, B, C, D, and E to the Proposed Order is true and correct to the best of my knowledge, information and belief.

5. The Debtors have determined based upon a review of the claims docket in these chapter 11 cases that the claims identified on Exhibit A to the Proposed Order are duplicative of other claims filed in these cases. Accordingly, to prevent the claimants from receiving potential double recoveries against the Debtors’ estates based on the filing of two separate but identical proofs of claim, the Debtors seek to expunge and disallow in full the Duplicate Claims.

6. The Debtors have further determined based upon a review of the claims docket that the claims identified on Exhibit B to the Proposed Order have been amended and superseded by subsequently filed claims. Accordingly, to prevent the claimants from receiving an

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Objection.

unwarranted recovery on the basis of a claim that has been amended and superseded, the Debtors seek to expunge and disallow in full the Amended Claims.

7. The Debtors have further determined based upon a review of the claims docket and the claims listed on Exhibit C to the Proposed Order that the claims identified therein were filed by parties solely on account of equity interests held by such parties in the Debtors. As such, the Debtors seek to expunge and disallow in full the Stockholder Claims.

8. The Debtors have further determined based upon a review of the claims docket and the claims identified on Exhibit D to the Proposed Order that such claims were filed without any supporting documentation or any facts sufficient to support a legal basis for a claim. Moreover, the Debtors have made reasonable efforts to reconcile each of the No Supporting Documentation Claims against their books and records and believe that such claims do not provide *prima facie* evidence of the validity and amount of such claims. Accordingly, the Debtors seek to expunge and disallow in full the No Supporting Documentation Claims.


9. The Debtors have further determined based upon a review of the claims docket in these chapter 11 cases and the claims identified on Exhibit E to the Proposed Order that such claims were filed without sufficient supporting documentation and/or failed to allege facts sufficient to support the validity of the amount claimed therein. The Debtors have made reasonable efforts to reconcile each of the Insufficient Documentation Claims against their books and records and believe that these claims do not provide *prima facie* evidence of the validity of the amount claimed. As a result of reviewing their books and records to reconcile such claims, the Debtors have determined that these claims assert amounts that are higher than the amount of liability reflected in the Debtors' books and records. The Debtors therefore seek to modify the

Insufficient Documentation Claims by reducing or fixing the amounts thereof to the dollar values listed under the column titled “Modified Claim” on Exhibit E to the Proposed Order.

Signature page follows

I declare under penalty of perjury under the laws of the United States of America
that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on November 13 th, 2009



Paul S. Street

EXHIBIT 2

Proposed Order

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

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

**ORDER SUSTAINING DEBTORS' FOURTH OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY
CODE, BANKRUPTCY RULES 3003 AND 3007 AND LOCAL RULE 3007-1**

Upon consideration of the fourth omnibus (non-substantive) objection (the “Objection”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order, pursuant to section 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rules 3003 and 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), modifying or disallowing and expunging in full each of the Disputed Claims identified on Exhibits A, B, C, D, and E attached hereto; and it appearing that due and sufficient notice of the Objection has been given under the circumstances; and after due deliberation and upon the Court’s determination that the relief requested in the Objection 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 but not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

the best interests of the Debtors, their estates and creditors and other parties in interest; and sufficient cause appearing for the relief requested in the Objection, it is hereby:

ORDERED, ADJUDGED AND DECREED that:

1. The Objection is sustained.
2. Pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007 and Local Rule 3007-1, the Disputed Claims identified on Exhibits A, B, C, and D attached hereto are hereby disallowed and expunged in their entirety.
3. Pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007 and Local Rule 3007-1, the Disputed Claims identified on the attached Exhibit E are hereby modified by reducing or fixing the amounts of such claims to the dollar values listed under the column titled "Modified Claim" on Exhibit E hereto.
4. The Debtors (and any successors or successors in interest) reserve any and all rights to amend, modify or supplement this Objection, and to file additional objections to any and all claims filed in these chapter 11 cases, including, without limitation, any and all claims that are the subject of the Objection.
5. The Debtors (and any successors or successors in interest) reserve any and all rights to object to any and all of the Disputed Claims on any and all grounds in any and all additional objections to claims filed in these chapter 11 cases.
6. This Court shall retain jurisdiction over any and all affected parties with respect to any and all matters, claims or rights arising from or related to the implementation or interpretation of this Order.

Dated: Wilmington, Delaware
December _____, 2009

Kevin J. Carey
Chief United States Bankruptcy Judge

EXHIBIT A

Duplicate Claims

IN RE: BUILDING MATERIALS HOLDING CORPORATION, ET AL., CASE NO. 09-12074
CLAIMS TO BE EXPUNGED AS DUPLICATIVE

NAME AND ADDRESS OF CLAIMANT	OBJECTIONABLE CLAIM				SURVIVING CLAIM			
	CLAIM NUMBER	DATE FILED	CASE NO.	AMOUNT AND CLASSIFICATION OF CLAIM	CLAIM NUMBER	DATE FILED	CASE NO.	AMOUNT AND CLASSIFICATION OF SURVIVING CLAIM
ADVANTAGE TIRE 2755 E PHILADELPHIA ST ONTARIO CA 91761	2442	8/31/2009	09-12082	Secured: \$1,024.08 Priority: \$1,024.08	2258	8/31/2009	09-10282	Secured: \$1,024.08 Priority: \$1,024.08
CAL-TEX LUMBER COMPANY INC PO BOX 631010 NACOGDOCHES TX 75963	87	7/27/2009	09-12074	Unsecured: \$28,600.32	963	08/06/09	09-12074	Unsecured: \$28,600.32
HATHAWAY & SONS INC P.O. BOX 10270 PALM DESERT CA 92255	576	8/3/2009	09-12080	Priority: \$1,719.57	146	7/30/2009	09-12080	Priority: \$1,719.57

EXHIBIT B

Amended Claims

IN RE: BUILDING MATERIALS HOLDING CORPORATION, ET AL., CASE NO. 09-12074
CLAIMS TO BE EXPUNGED AS AMENDED AND SUPERSEDED BY A SUBSEQUENT FILED CLAIM

OBJECTIONABLE CLAIM				SURVIVING CLAIM				
NAME AND ADDRESS OF CLAIMANT	CLAIM NUMBER	DATE FILED	CASE NO.	AMOUNT AND CLASSIFICATION OF CLAIM	CLAIM NUMBER	DATE FILED	CASE NO.	AMOUNT AND CLASSIFICATION OF SURVIVING CLAIM
CITY OF COPPELL ATTN: ELIZABETH WELLER LINEBARGER GOGGAN BLAIR SAMPSON LLP 2323 BRYAN STREET SUITE 1600 DALLAS TX 75201	38	7/15/2009	09-12075	Secured: \$3,176.01	1402	8/28/2009	09-12075	Secured: \$71,262.27
CONTINENTAL TRADING INC PO BOX 8516 BEND OR 97708	68	7/20/2009	09-12074	Unsecured: \$10,358.99	2593	9/10/2009	09-12074	Priority: \$10,358.99
KDL ENTERPRISES INC 7818 S 194TH STREET KENT WA 98032	32	7/2/2009	09-12075	Priority: \$2,188.67	829	8/10/2009	09-12075	Priority: \$3,642.39
PRAXAIR DISTRIBUTION INC C/O RMS BANKRUPTCY RECOVERY SERVICES PO BOX 5126 TIMONIUM MD 21094	2188	8/20/2009	09-12074	Priority: \$300.00	2496	08/31/09	09-12074	Priority: \$1,200.00

EXHIBIT C

Stockholder Claims

IN RE: BUILDING MATERIALS HOLDING CORPORATION, ET AL., CASE NO. 09-12074
CLAIMS TO BE EXPUNGED AS STOCKHOLDER CLAIMS

NAME AND ADDRESS OF CLAIMANT	CLAIM NUMBER	DATE FILED	CASE NO.	AMOUNT AND CLASSIFICATION OF CLAIM
GERALD A OFLAHERTY PO BOX 397 CARBONDALE KS 66414	1421	8/21/2009	09-12074	Priority: \$44,000.00 Unsecured: \$300.00
JANE TAN & EE-MOOI TAN 1716 MIDWEST CLUB OAK BROOK IL 60523	1264	8/18/2009	09-12074	Priority: \$18,810.00
PHILLIP W HIATT 1616 E BANTAM RD UNIT 69 TUCSON AZ 85706	854	8/10/2009	09-12074	Secured: \$390.00

EXHIBIT D

No Supporting Documentation Claims

IN RE: BUILDING MATERIALS HOLDING CORPORATION, ET AL., CASE NO. 09-12074
CLAIMS TO BE EXPUNGED AS NO SUPPORTING DOCUMENTATION

NAME AND ADDRESS OF CLAIMANT	CLAIM NUMBER	FILE DATE	AMOUNT OF CLAIM	CASE NO.	REASON FOR DISALLOWANCE
HARRY PENNINGTON 1525 E. FREMONT ST, APT #151 LAS VEGAS NV 89101	1281	8/13/2009	Secured: \$990,000,000.00 Priority: \$999,000,000.00	09-12074	No supporting documentation filed with the claim. Based on review of the Debtor's books and records the Debtor has no amounts owing to this Claimant. As such, the Debtors object to this claim based on no liability.
RF INSTALLATIONS LLC 5840 W-120 SUITE 235 ARLINGTON TX 76017	2441	8/31/2009	Unsecured: \$29,306.53	09-12075	No supporting documentation filed with the claim. Per examination of the Debtors' books and records there is no amount due to this claimant.
U S DEPARTMENT OF LABOR - OSHA 365 SMOKE TREE PLAZA NORTH AURORA IL 60542	2573	8/28/2009	Unsecured: \$750.00	09-12085	No documentation filed with the claim. Per examination of the Debtors' books and records the only amount owing is \$1000 claimed under 2572.

EXHIBIT E

Insufficient Documentation Claims

IN RE: BUILDING MATERIALS HOLDING CORPORATION, ET AL., CASE NO. 09-12074
CLAIMS TO BE MODIFIED AS INSUFFICIENT SUPPORTING DOCUMENTATION

NAME AND ADDRESS OF CLAIMANT	CLAIM NUMBER	FILE DATE	OBJECTIONABLE CLAIM		MODIFIED CLAIM	
			AMOUNT AND CLASSIFICATION OF CLAIM	CASE NO.	AMOUNT AND CLASSIFICATION OF MODIFIED CLAIM	REASON FOR MODIFICATION
MAUPIN COX & LEGOY P.O. BOX 30000 RENO NV 89520	1081	8/13/2009	Unsecured: \$34,599.51	09-12074	Unsecured: \$8,443.18	Based on review of supporting documentation filed with the claim, there is insufficient documentation to support the claim amount. Based on review of the Debtor's books and records, the amount due is \$8,443.18. As such, the Debtors object to \$26,156.33 based on insufficient documentation and examination of the Debtor's books and records.
SOUTHWESTERN BELL TELEPHONE COMPANY C/O JAMES GRUDUS, ESQ AT&T SERVICES INC ONE AT&T WAY ROOM 3A218 BEDMINSTER NJ 07921	2495	8/31/2009	Unsecured: \$33,386.99	09-12074	Unsecured: \$252.93	Based on review of the supporting documentation filed with the claim, there is insufficient evidence to support the claim amount. Per the Debtors' books and records, the total amount due to this claimant is \$252.93. As such the Debtors object to \$33,134.06.
THE BLAIR FIRM C/O THE TUCKER LAW FIRM PLLC RE: CASE# 07-2-11483-1 SEA 213 MADISON AVE N STE 300 BAINBRIDGE ISLAND WA 98110	1758	8/27/2009	Secured: \$8,000.00	09-12075	Secured: \$0.00 Priority: \$0.00 Unsecured: \$0.00	Based on review of the Debtors' books and records, the Debtors have no amounts owing to this Claimant. As such, the Debtors object to this claim based on no liability.
WESTLAND ENTERPRISES 2110 E FLAMINGO RD STE 207 LAS VEGAS NV 89119	2181	8/25/2009	Unsecured: \$944,997.45	09-12083	Unsecured: \$328,581.12	As no documentation of claim was provided, Pursuant to section 502(b)(6) of the Bankruptcy Code, the greater of one year of rent or 15% of remaining payments per lease agreement is a valid claim. \$285,900.00 represents one year of rent payments and in addition \$42,681.12 of prepetition rent is also a general unsecured claim.