

**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. 825

**CERTIFICATION OF COUNSEL REGARDING DEBTORS' MOTION FOR ENTRY
OF AN ORDER, PURSUANT TO SECTIONS 105 AND 362 OF THE BANKRUPTCY CODE
AND BANKRUPTCY RULE 9019, AUTHORIZING THE DEBTORS TO IMPLEMENT
OMNIBUS PROCEDURES FOR MODIFYING THE AUTOMATIC STAY
AS IT RELATES TO CERTAIN PREPETITION LITIGATION**

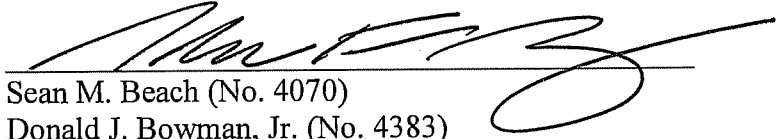
On November 3, 2009, Building Materials Holding Corporation and its affiliates, as debtors and debtors in possession (collectively, the "Debtors"), filed their Motion for Entry of an Order, Pursuant to Sections 105 and 362 of the Bankruptcy Code and Bankruptcy Rule 9019, Authorizing the Debtors to Implement Omnibus Procedures For Modifying the Automatic Stay as it Relates to Certain Prepetition Litigation [Docket No. 825] (the "Motion"). Subsequent to the filing of the Motion, ACE Insurance Company ("ACE") contacted the Debtors and requested that ACE be included in the proposed form of order filed with the Motion (the "Proposed Order") as one of the Notice Parties (as defined in the Proposed Order), and the Debtors informed ACE that they were amenable to this request. Prior to the objection deadline, no other comments or responses were received by the Debtors with respect to the Motion or the Proposed Order.

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.

Attached hereto as Exhibit A is a revised Proposed Order (the "Revised Proposed Order").² The Debtors submit that the Revised Proposed Order is appropriate and consistent with the Debtors' discussions with ACE, and that entry of the order is in the best interests of the Debtors, their estates and creditors. Accordingly, the Debtors respectfully request the Court to enter the Revised Proposed Order at its earliest convenience without further notice or a hearing.

Dated: Wilmington, Delaware
November 17, 2009

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ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION

² For ease of reference, attached hereto as Exhibit B is a copy of the Revised Proposed Order marked against the Proposed Order.

EXHIBIT A

Revised Proposed Order

IN RE:

Debtors.

Case No. 09-12074 (KJC)

Jointly Administered

Ref. Docket Nos. 825 and _____

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.
2. The Debtors are authorized to adopt and implement the Automatic Stay Relief

Procedures as set forth below:

- a) The Debtors may enter into agreements to modify the automatic stay with respect to the Litigation. The Debtors shall file notice of the proposed stipulation modifying the automatic stay (the "Stipulation Notice") and serve same on (i) the United States Trustee for the District of Delaware; (ii) counsel to the Committee; (iii) counsel to Wells Fargo Bank, as Agent Under the Prepetition Credit Facility and the DIP Facility; (iv) counsel to ACE Insurance Company, Duane Morris LLP, 30 South 17th Street, Philadelphia, PA 19103 (Attention: Margery N. Reed, Esq. and Wendy M. Simkulak, Esq.); and (v) all parties entitled to notice under Del. Bankr. LR 2002-1(b) (collectively, the "Notice Parties");
- b) The content of the Stipulation Notice shall include (i) a copy of the proposed stipulation and (ii) a brief summary of the underlying cause of action;
- c) Objections must be filed with the Bankruptcy Court and served upon counsel to the Debtors and the Notice Parties so as to be received by 4:00 p.m. (ET) on or before the fifteenth day after service of the Stipulation Notice (the "Objection Deadline");
- d) If no objection to the proposed stipulation is filed and served on or before the Objection Deadline, the stipulation shall be approved upon entry of an order under certification of counsel;
- e) If an objection is received from one or more of the Notice Parties before the Objection Deadline, the Debtors will not proceed with the proposed stipulation unless: (i) the objection is withdrawn or otherwise resolved; or (ii) the Court approves the stipulation by separate order entered after the notice and a hearing at a time mutually agreed upon by the parties which shall be no earlier than ten (10) days after the filing of the objection;
- f) With respect to a proposed agreement and stipulation reached and approved pursuant to the Automatic Stay Relief Procedures, such

stipulation shall be binding upon the parties to the stipulation.

3. The Debtors are authorized to take any action necessary to effectuate the terms of this Order without further order of the Court.

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

Dated: Wilmington, Delaware
November ____, 2009

Kevin J. Carey
Chief United States Bankruptcy Judge

EXHIBIT B

Blackline of Revised Proposed Order

**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
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)	Ref. Docket No. <u>Nos. 825 and</u> _____

**ORDER, PURSUANT TO SECTIONS 105 AND 362 OF THE BANKRUPTCY CODE
AND BANKRUPTCY RULE 9019, AUTHORIZING THE DEBTORS TO IMPLEMENT
OMNIBUS PROCEDURES FOR MODIFYING THE AUTOMATIC STAY AS IT
RELATES TO CERTAIN PREPETITION LITIGATION**

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 implement omnibus procedures for modifying the automatic stay as it relates to certain prepetition litigation; 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 the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted

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herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

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- f) With respect to a proposed agreement and stipulation reached and approved pursuant to the Automatic Stay Relief Procedures, such stipulation shall be binding upon the parties to the stipulation.

3. The Debtors are authorized to take any action necessary to effectuate the terms of this Order without further order of the Court.

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

Dated: Wilmington, Delaware
November ____, 2009

Kevin J. Carey
Chief United States Bankruptcy Judge