

Edgar Filing: Builders FirstSource, Inc. - Form SC 13G

Builders FirstSource, Inc.
Form SC 13G
February 09, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. ____)*

BUILDERS FIRSTSOURCE, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

12008R-10-7

(CUSIP Number)

February 2, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

EXPLANATORY NOTE

This Schedule 13G (the "Schedule 13G") is being filed by JLL Building

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	17,305,103
	7.	SOLE DISPOSITIVE POWER	None
	8.	SHARED DISPOSITIVE POWER	17,305,103

9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		17,305,103

10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		[]

11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		52.8%

12.	TYPE OF REPORTING PERSON (See Instructions)		00

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1.	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	JLL Partners Fund II, L.P.		

2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [] (b) []	

3.	SEC USE ONLY		

4.	CITIZENSHIP OR PLACE OF ORGANIZATION		Delaware

	5.	SOLE VOTING POWER	None
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	9,313,606.4
	7.	SOLE DISPOSITIVE POWER	None
	8.	SHARED DISPOSITIVE POWER	9,313,606.4

9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH		

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REPORTING PERSON

9,313,606.4

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 28.4%

12. TYPE OF REPORTING PERSON (See Instructions) PN

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1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

JLL Partners Fund III, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(See Instructions) (b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	None
	6. SHARED VOTING POWER	7,250,838.1
	7. SOLE DISPOSITIVE POWER	None
	8. SHARED DISPOSITIVE POWER	7,250,838.1

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,250,838.1

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.1%

12. TYPE OF REPORTING PERSON (See Instructions) PN

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1. NAMES OF REPORTING PERSONS.
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- JLL Associates II, L.P.
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
 (See Instructions) (b) []
-
3. SEC USE ONLY
-
4. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
-
- | | | |
|---|-----------------------------|-------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH | 5. SOLE VOTING POWER | None |
| | 6. SHARED VOTING POWER | 9,313,606.4 |
| | 7. SOLE DISPOSITIVE POWER | None |
| | 8. SHARED DISPOSITIVE POWER | 9,313,606.4 |
-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 9,313,606.4
-
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (See Instructions) []
-
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 28.4%
-
12. TYPE OF REPORTING PERSON (See Instructions) PN

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1. NAMES OF REPORTING PERSONS.
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- JLL Associates III, L.L.C.
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []

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(See Instructions)

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	None

	6.	SHARED VOTING POWER	7,250,838.1

	7.	SOLE DISPOSITIVE POWER	None

	8.	SHARED DISPOSITIVE POWER	7,250,838.1

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,250,838.1

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.1%

12. TYPE OF REPORTING PERSON (See Instructions) 00

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1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Paul S. Levy

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY	5.	SOLE VOTING POWER	None

	6.	SHARED VOTING POWER	17,305,103

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EACH REPORTING PERSON WITH	7. SOLE DISPOSITIVE POWER	None			
	8. SHARED DISPOSITIVE POWER	17,305,103			
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		17,305,103			
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		[]			
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		52.8%			
12. TYPE OF REPORTING PERSON (See Instructions)		IN			
<table border="0" style="width: 100%;"> <tr> <td style="width: 30%;">CUSIP No. 12008R-10-7</td> <td style="width: 30%; text-align: center;">13G</td> <td style="width: 40%; text-align: right;">Page 8 of 21 Pages</td> </tr> </table>			CUSIP No. 12008R-10-7	13G	Page 8 of 21 Pages
CUSIP No. 12008R-10-7	13G	Page 8 of 21 Pages			
1. NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
Ramsey A. Frank					
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) []	(b) []			
3. SEC USE ONLY					
4. CITIZENSHIP OR PLACE OF ORGANIZATION	United States of America				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	None			
	6. SHARED VOTING POWER	17,305,103			
	7. SOLE DISPOSITIVE POWER	None			
	8. SHARED DISPOSITIVE POWER	17,305,103			
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		17,305,103			
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		[]			

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 52.8%

12. TYPE OF REPORTING PERSON (See Instructions) IN

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1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Brett N. Milgrim

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(See Instructions) (b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	None
	6. SHARED VOTING POWER	17,305,103
	7. SOLE DISPOSITIVE POWER	None
	8. SHARED DISPOSITIVE POWER	17,305,103

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,305,103

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 52.8%

12. TYPE OF REPORTING PERSON (See Instructions) IN

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1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jeffrey C. Lightcap

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(See Instructions) (b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	None
	6. SHARED VOTING POWER	7,250,838.1
	7. SOLE DISPOSITIVE POWER	None
	8. SHARED DISPOSITIVE POWER	7,250,838.1

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 7,250,838.1

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.1%

12. TYPE OF REPORTING PERSON (See Instructions) IN

Item 1(a). Name of Issuer:

Builders FirstSource, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

2001 Bryan Street, Suite 1600, Dallas, Texas 75201.

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed by Building Products LLC, a Delaware limited liability company; JLL Fund II, a Delaware limited partnership and a member of Building Products LLC; JLL Fund III, a Delaware limited partnership and a member of

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Building Products LLC; JLL Associates II, a Delaware limited partnership and the general partner of JLL Fund II; JLL Associates III, a Delaware limited liability company and the general partner of JLL Fund III; Paul S. Levy, a member of the board of managers of Building Products LLC, the sole general partner of JLL Associates II, and a managing member of JLL Associates III; Ramsey A. Frank, a member of the board of managers of Building Products LLC and a managing member of JLL Associates III; Brett N. Milgrim, a member of the board of managers of Building Products LLC; and Jeffrey C. Lightcap, a managing member of JLL Associates III. The Joint Filing Agreement pursuant to which this Schedule 13G is filed is attached hereto as Exhibit 1.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The business address of each of the Reporting Persons is c/o JLL Partners, Inc., 450 Lexington Avenue, Suite 3350, New York, New York 10017.

Item 2(c). Citizenship:

Building Products LLC and JLL Associates III are each limited liability companies organized under the laws of the State of Delaware. JLL Fund II, JLL Fund III, and JLL Associates II are each limited partnerships organized under the laws of the State of Delaware. Each of the Individuals is a citizen of the United States of America.

Item 2(d). Title of Class of Securities:

The class of securities to which this Schedule 13G relates is the common stock, par value \$0.01 per share, of Builders FirstSource, Inc., a Delaware corporation.

Item 2(e). CUSIP Number:

12008R-10-7

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or Rule

13d-2(b) or (c), check whether the person filing is a:

- (a) [] Broker or dealer registered under Section 15 of the Exchange Act;
- (b) [] Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) [] Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) [] Investment company registered under Section 8 of the Investment Company Act;
- (e) [] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

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- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act; or
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box
.

Item 4. Ownership.

- (a) Amount Beneficially Owned:

(i) Building Products LLC is the direct record and beneficial owner of 17,305,103 shares of the Company's Common Stock.

(ii) By virtue of its position as a member of Building Products LLC, JLL Fund II may be deemed to be the beneficial owner of 9,313,606.4 shares of the Company's Common Stock.

(iii) By virtue of its position as a member of Building Products LLC, JLL Fund III may be deemed to be the beneficial owner of 7,250,838.1 shares of the Company's Common Stock.

(iv) By virtue of its position as the general partner of JLL Fund II, JLL Associates II may be deemed to be the beneficial owner of 9,313,606.4 shares of the Company's Common Stock.

(v) By virtue of its position as the general partner of JLL Fund III, JLL Associates III may be deemed to be the beneficial owner of 7,250,838.1 shares of the Company's Common Stock.

(vi) By virtue of his position as a member of the board of managers of Building Products LLC, the sole general partner of JLL Associates II, and a managing member of JLL Associates III, Mr. Levy may be deemed to be the beneficial owner of 17,305,103 shares of the Company's Common Stock.

(vii) By virtue of his position as a member of the board of managers of Building Products LLC and a managing member of JLL Associates III, Mr. Frank may be deemed to be the beneficial owner of 17,305,103 shares of the Company's Common Stock.

(viii) By virtue of his position as a member of the board of managers of Building Products LLC, Mr. Milgrim may be deemed to be the beneficial owner of 17,305,103 shares of the

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Company's Common Stock.

(ix) By virtue of his position as a managing member of JLL Associates III, Mr. Lightcap may be deemed to be the beneficial owner of 7,250,838.1 shares of the Company's Common Stock.

(b) Percent of Class:*

(i) Building Products LLC is the direct record and beneficial owner of 17,305,103 shares of the Company's Common Stock, which represents 52.8% of the outstanding shares of the Company's Common Stock.

(ii) By virtue of its position as a member of Building Products LLC, JLL Fund II may be deemed to be the beneficial owner of 9,313,606.4 shares of the Company's Common Stock, which represents 28.4% of the outstanding shares of the Company's Common Stock.

(iii) By virtue of its position as a member of Building Products LLC, JLL Fund III may be deemed to be the beneficial owner of 7,250,838.1 shares of the Company's Common Stock, which represents 22.1% of the outstanding shares of the Company's Common Stock.

(iv) By virtue of its position as the general partner of JLL Fund II, JLL Associates II may be deemed to be the beneficial owner of 9,313,606.4 shares of the Company's Common Stock, which represents 28.4% of the outstanding shares of the Company's Common Stock.

(v) By virtue of its position as the general partner of JLL Fund III, JLL Associates III may be deemed to be the beneficial owner of 7,250,838.1 shares of the Company's Common Stock, which represents 22.1% of the outstanding shares of the Company's Common Stock.

(vi) By virtue of his position as a member of the board of managers of Building Products LLC, the sole general partner of JLL Associates II, and a managing member of JLL Associates III, Mr. Levy may be deemed to be the beneficial owner of 17,305,103 shares of the Company's Common Stock, which represents 52.8% of the outstanding shares of the Company's Common Stock.

(vii) By virtue of his position as a member of the board of managers of Building Products LLC and a managing member of JLL Associates III, Mr. Frank may be deemed to be the beneficial owner of 17,305,103 shares of the Company's Common Stock, which represents 52.8% of the outstanding shares of the Company's Common Stock.

(viii) By virtue of his position as a member of the board of managers of Building Products LLC, Mr. Milgrim may be deemed to be the beneficial owner of 17,305,103 shares of the Company's Common Stock, which represents 52.8% of the outstanding shares of the Company's Common Stock.

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(ix) By virtue of his position as a managing member of JLL Associates III, Mr. Lightcap may be deemed to be the beneficial owner of 7,250,838.1 shares of the Company's Common Stock, which represents 22.1% of the outstanding shares of the Company's Common Stock.

* Calculation of beneficial ownership is based on the number of outstanding shares of the Company's Common Stock reported in the Company's Form 10-Q for the quarter ended September 30, 2005, filed on November 2, 2005.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

None.

(ii) Shared power to vote or to direct the vote:

Building Products LLC and Messrs. Levy, Frank, and Milgrim have shared power to vote 17,305,103 shares of the Company's Common Stock. JLL Fund II and JLL Associates II have shared power to vote 9,313,606.4 shares of the Company's Common Stock. JLL Fund III, JLL Associates III, and Mr. Lightcap have shared power to vote 7,250,838.1 shares of the Company's Common Stock.

(iii) Sole power to dispose or to direct the disposition of:

None.

(iv) Shared power to dispose or to direct the disposition of:

Building Products LLC and Messrs. Levy, Frank, and Milgrim have shared power to dispose of 17,305,103 shares of the Company's Common Stock. JLL Fund II and JLL Associates II have shared power to dispose of 9,313,606.4 shares of the Company's Common Stock. JLL Fund III, JLL Associates III, and Mr. Lightcap have shared power to dispose of 7,250,838.1 shares of the Company's Common Stock.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

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Not applicable.

Item 7. Identification and Classification of the Subsidiary Which

Acquired the Security Being Reported on By the Parent Holding

Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2006

JLL BUILDING PRODUCTS, LLC

/s/ Paul S. Levy

Paul S. Levy, Manager

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2006

JLL PARTNERS FUND II, L.P.

By its General Partner, JLL
Associates II, L.P.

/s/ Paul S. Levy

Paul S. Levy, as General Partner of
JLL Associates II, L.P.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2006

JLL PARTNERS FUND III, L.P.

By its General Partner JLL
Associates III, L.L.C.

/s/ Paul S. Levy

Paul S. Levy, Manager of JLL
Associates III, L.L.C.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2006

JLL ASSOCIATES II, L.P.

By its General Partner Paul S. Levy

/s/ Paul S. Levy

Paul S. Levy, as General Partner of
JLL Associates II, L.P.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2006

JLL ASSOCIATES III, L.L.C.

/s/ Paul S. Levy

Paul S. Levy, as Manager of JLL
Associates III, L.L.C.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2006

/s/ Paul S. Levy

Paul S. Levy

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2006

/s/ Ramsey A. Frank

Ramsey A. Frank

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2006

/s/ Brett N. Milgrim

Brett N. Milgrim

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2006

/s/ Jeffrey C. Lightcap

Jeffrey C. Lightcap

EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Schedule 13D to which this agreement is attached and to the joint filing of all amendments thereto.

This agreement may be executed in one or more counterparts, each of which shall be considered an original counterpart, and shall become a binding agreement when each of the parties designated as signatories has executed one counterpart.

Dated: February 8, 2006

JLL BUILDING PRODUCTS, LLC

/s/ Paul S. Levy

Paul S. Levy, Manager

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JLL PARTNERS FUND II, L.P.

By its General Partner, JLL
Associates II, L.P.

/s/ Paul S. Levy

Paul S. Levy, as General Partner of
JLL Associates II, L.P.

JLL PARTNERS FUND III, L.P.

By its General Partner JLL
Associates III, L.L.C.

/s/ Paul S. Levy

Paul S. Levy, Manager of JLL
Associates III, L.L.C.

JLL ASSOCIATES II, L.P.

By its General Partner Paul S. Levy

/s/ Paul S. Levy

Paul S. Levy, as General Partner of
JLL Associates II, L.P.

JLL ASSOCIATES III, L.L.C.

/s/ Paul S. Levy

Paul S. Levy, as Manager of JLL
Associates III, L.L.C.

/s/ Paul S. Levy

Paul S. Levy

/s/ Ramsey A. Frank

Ramsey A. Frank

/s/ Brett N. Milgrim

Brett N. Milgrim

/s/ Jeffrey C. Lightcap

Jeffrey C. Lightcap