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Builders FirstSource, Inc.
Form SC 13D/A
December 08, 2006

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

BUILDERS FIRSTSOURCE, INC.

(Name of Issuer)

Common stock, par value \$0.01 per share

(Title of Class of Securities)

12008R-10-7

(CUSIP Number)

Building Products, LLC
450 Lexington Avenue, Suite 3350
New York, New York 10017
(212) 286-8600
Attention: Paul S. Levy

With copies to:

Robert B. Pincus, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
One Rodney Square, P.O. Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Steven J. Gartner, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019-6099
(212) 728-8222

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

December 6, 2006

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. |_ |

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* 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

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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 ("Act") 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).

SCHEDULE 13D		
CUSIP No. 12008R-10-7		
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	Building Products, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER None
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER

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		None
	10	SHARED DISPOSITIVE POWER
		None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	None	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0%	
14	TYPE OF REPORTING PERSON	
	OO	

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SCHEDULE 13D	
CUSIP No. 12008R-10-7	
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) JLL Partners Fund V, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

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	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER None
	8 SHARED VOTING POWER 8,952,551.5
	9 SOLE DISPOSITIVE POWER None
	10 SHARED DISPOSITIVE POWER 8,952,551.5
	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,952,551.5
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 26.0%
14	TYPE OF REPORTING PERSON PN

SCHEDULE 13D	
CUSIP No. 12008R-10-7	
1	NAME OF REPORTING PERSONS

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	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	JLL Associates V, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER None
	8	SHARED VOTING POWER 8,952,551.5
	9	SOLE DISPOSITIVE POWER None
	10	SHARED DISPOSITIVE POWER 8,952,551.5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,952,551.5	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	

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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	26.0%
14	TYPE OF REPORTING PERSON
	PN

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SCHEDULE 13D		
CUSIP No. 12008R-10-7		
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) JLL Associates G.P. V, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	7	SOLE VOTING POWER
		None
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	8	SHARED VOTING POWER
		8,952,551.5

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	WITH		
		9	SOLE DISPOSITIVE POWER
			None
		10	SHARED DISPOSITIVE POWER
			8,952,551.5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	8,952,551.5		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		
	<input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	26.0%		
14	TYPE OF REPORTING PERSON		
	OO		

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SCHEDULE 13D	
CUSIP No. 12008R-10-7	
1	NAME 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 (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS OO

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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	United States of America
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		None
	8	SHARED VOTING POWER
		8,952,551.5
	9	SOLE DISPOSITIVE POWER
		None
	10	SHARED DISPOSITIVE POWER
		8,952,551.5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	8,952,551.5
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	26.0%
14	TYPE OF REPORTING PERSON	IN

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CUSIP No. 12008R-10-7		
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Warburg Pincus Private Equity IX, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER None
	8	SHARED VOTING POWER 8,725,051.5
	9	SOLE DISPOSITIVE POWER None
	10	SHARED DISPOSITIVE POWER 8,725,051.5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,725,051.5	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	

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	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 25.3%
14	TYPE OF REPORTING PERSON PN

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SCHEDULE 13D	
CUSIP No. 12008R-10-7	
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Warburg Pincus IX, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York
	7
NUMBER OF SHARES BENEFICIALLY	SOLE VOTING POWER 0

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	OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
			8,725,051.5
		9	SOLE DISPOSITIVE POWER
			0
		10	SHARED DISPOSITIVE POWER
			8,725,051.5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	8,725,051.5		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		
	<input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	25.3%		
14	TYPE OF REPORTING PERSON		
	OO		

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SCHEDULE 13D	
CUSIP No. 12008R-10-7	
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Warburg Pincus Partners LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS

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	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0
	8 SHARED VOTING POWER 8,725,051.5
	9 SOLE DISPOSITIVE POWER 0
	10 SHARED DISPOSITIVE POWER 8,725,051.5
	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,725,051.5
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 25.3%
14	TYPE OF REPORTING PERSON OO

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SCHEDULE 13D		
CUSIP No. 12008R-10-7		
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	Warburg Pincus LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	New York
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 8,725,051.5
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 8,725,051.5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	8,725,051.5

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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	25.3%
14	TYPE OF REPORTING PERSON
	OO

10

SCHEDULE 13D	
CUSIP No. 12008R-10-7	
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Warburg Pincus & Co.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS
	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	New York
	7
	SOLE VOTING POWER

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	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0
		8	SHARED VOTING POWER
			8,725,051.5
		9	SOLE DISPOSITIVE POWER
			0
		10	SHARED DISPOSITIVE POWER
			8,725,051.5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	8,725,051.5		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		
	<input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	25.3%		
14	TYPE OF REPORTING PERSON		
	PN		

11

SCHEDULE 13D	
CUSIP No. 12008R-10-7	
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Charles R. Kaye
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY

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4	SOURCE OF FUNDS	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	United States of America
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
		8,725,051.5
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		8,725,051.5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	8,725,051.5
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	25.3%
14	TYPE OF REPORTING PERSON	IN

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SCHEDULE 13D		
CUSIP No. 12008R-10-7		
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	Joseph P. Landy
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	United States of America
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
		8,725,051.5
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		8,725,051.5

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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	8,725,051.5
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	25.3%
14	TYPE OF REPORTING PERSON
	IN

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This Amendment No. 1 to Schedule 13D (the "Amendment") amends the Schedule 13D originally filed with the United States Securities and Exchange Commission on March 2, 2006 (the "Schedule 13D") with respect to the common stock, par value \$0.01 per share (the "Common Stock"), of Builders FirstSource, Inc., a Delaware corporation (the "Company") by Building Products, LLC, a Delaware limited liability company ("Building Products LLC"); JLL Partners Fund V, L.P., a Delaware limited partnership ("JLL Fund V"); JLL Associates V, L.P., a Delaware limited partnership ("JLL Associates V") and the general partner of JLL Fund V; JLL Associates G.P. V, L.L.C., a Delaware limited liability company ("JLL Associates G.P. ") and the general partner of JLL Associates V; Paul S. Levy, the sole member of JLL Associates G.P. (JLL Fund V, JLL Associates V, JLL Associates G.P., and Mr. Levy collectively being the "JLL Reporting Persons"); and Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("Warburg Pincus Fund IX"); Warburg Pincus IX, LLC, a New York limited liability company and sole general partner of Warburg Pincus Fund IX ("WP IX LLC"); Warburg Pincus Partners LLC, a New York limited liability company and sole member of WP IX LLC ("WPP LLC"); Warburg Pincus LLC, a New York limited liability company that manages Warburg Pincus Fund IX ("WP LLC"); Warburg Pincus & Co., a New York general partnership and the managing member of WPP LLC ("WP"); and Messrs. Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of WP and Co-President and Managing Member of WP LLC (Warburg Pincus Fund IX, WP IX LLC, WPP LLC, WP LLC, WP, Mr. Kaye and Mr. Landy collectively being the "Warburg Pincus Reporting Persons," and Building Products LLC, the JLL Reporting Persons, and the Warburg Pincus Reporting Persons collectively being the "Reporting Persons"). Except as specifically amended by this Amendment, items in the Schedule 13D are unchanged.

Information in this Amendment with respect to each of the Reporting Persons is given solely by that particular Reporting Person, and none of the other Reporting Persons has any responsibility for the accuracy or completeness of information with respect to any other Reporting Person. Capitalized terms used herein that are not defined herein have the meanings ascribed to them in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

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Item 3 is hereby amended and supplemented by adding the following at the end thereof:

On December 6, 2006, JLL Fund V caused Building Products LLC to purchase, on behalf of JLL Fund V, 300,000 shares of the Company's Common Stock (the "New Securities") in a private purchase from Mr. Floyd F. Sherman, the president, chief executive officer, and a director of the Company, for a price equal to \$18.60 per share, the closing price on The Nasdaq Global Select Market on December 6, 2006, or an aggregate purchase price of \$5,580,000. On November 30, 2006, Warburg Pincus Fund IX purchased 9,500 shares of the Company's Common Stock in the open market and at the prices set forth on Schedule II hereto. On December 1, 2006, Warburg Pincus Fund IX purchased 41,700 shares of the Company's Common Stock in the open market and at the prices set forth on Schedule II hereto. On December 4, 2006, Warburg Pincus Fund IX purchased 21,300 shares of the Company's Common Stock in the open market and at the prices set forth on Schedule II hereto. Such purchases total 72,500 shares of the Company's Common Stock

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and are hereinafter referred to as the "Additional Securities." JLL Fund V and Warburg Pincus Fund IX each obtained the funds used to acquire the New Securities and the Additional Securities, respectively, from capital contributions from their respective partners.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented by adding the following at the end thereof:

The purchase by JLL Fund V of the New Securities was effected because of the belief that the Company represents an attractive investment based on the Company's business prospects and strategy. The purchases by Warburg Pincus Fund IX of the Additional Securities were effected because of the belief that the Company represents an attractive investment based on the Company's business prospects and strategy.

Item 5. Interest in Securities of the Issuer(1)

Item 5(a) is hereby amended by replacing it in its entirety with the following:

(a) (i) Building Products LLC is the direct record owner of 17,605,103 shares of the Company's Common Stock, which represents 51.0% of the outstanding shares of the Company's Common Stock, although Building Products LLC may not be deemed to be the beneficial owner of these shares by virtue of the terms of the Amended and Restated LLC Agreement adopted on February 27, 2006.

(ii) By virtue of its position as a member of Building Products LLC and pursuant to the Amended and Restated LLC Agreement, JLL Fund V may be deemed to be the beneficial owner of 8,952,551.5 shares of the Company's Common Stock, which represents 26.0% of the outstanding shares of the Company's Common Stock.

(iii) By virtue of its position as the general partner of JLL Fund V, JLL Associates V may be deemed to be the beneficial owner of

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8,952,551.5 shares of the Company's Common Stock, which represents 26.0% of the outstanding shares of the Company's Common Stock.

(iv) By virtue of its position as the general partner of JLL Associates V, JLL Associates G.P. may be deemed to be the beneficial owner of 8,952,551.5 shares of the Company's Common Stock, which represents 26.0% of the outstanding shares of the Company's Common Stock.

(v) By virtue of his position as the sole managing member of JLL Associates G.P., Mr. Levy may be deemed to be the beneficial owner of 8,952,551.5

- (1) Calculation of beneficial ownership is based on 34,494,046 outstanding shares of the Company's Common Stock as of October 31, 2006 as reported in the Company's Form 10-Q for the quarter ended September 30, 2006, filed on November 2, 2006.

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shares of the Company's Common Stock, which represents 26.0% of the outstanding shares of the Company's Common Stock.

(vi) By virtue of its position as a member of Building Products LLC and pursuant to the Amended and Restated LLC Agreement and by virtue of its purchases of the Additional Securities, Warburg Pincus Fund IX may be deemed to be the beneficial owner of 8,725,051.5 shares of the Company's Common Stock, which represents 25.3% of the outstanding shares of the Company's Common Stock.

(vii) Due to their respective relationships with Warburg Pincus Fund IX and each other, the Warburg Pincus Reporting Persons may be deemed to beneficially own, in aggregate, 8,725,051.5 shares of the Company's Common Stock, which represents 25.3% of the outstanding shares of the Company's Common Stock.

Each of Building Products LLC, JLL Fund V, JLL Associates V, JLL Associates G.P., WP, WPP LLC, WP LLC, Mr. Kaye, and Mr. Landy disclaim beneficial ownership of the Common Stock. Each of the JLL Reporting Persons disclaims beneficial ownership of shares of the Company's Common Stock reported herein as beneficially owned by the Warburg Pincus Reporting Persons, and each of the Warburg Pincus Reporting Persons disclaims beneficial ownership of shares of the Company's Common Stock reported herein as beneficially owned by the JLL Reporting Persons.

Item 5(b) is hereby amended by replacing it in its entirety with the following:

(b) Building Products LLC has no power to vote or dispose of shares of the Company's Common Stock. Each of the JLL Reporting Persons shares with JLL Fund V the power to vote or direct the vote and to dispose or direct the disposition of 8,952,551.5 shares of the Company's Common Stock. Each of the Warburg Pincus Reporting Persons shares with Warburg Pincus Fund IX the power to vote or to direct the vote and to dispose or to direct the disposition of 8,725,051.5 shares of the Company's Common Stock.

Item 5(c) is hereby amended by replacing it in its entirety with the following:

On December 6, 2006, JLL Fund V caused Building Products LLC to purchase, on behalf of JLL Fund V, 300,000 shares of the Company's Common Stock in a private purchase from Mr. Floyd F. Sherman, the president, chief executive

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officer, and a director of the Company, for a price equal to \$18.60 per share, the closing price on The Nasdaq Global Select Market on December 6, 2006, or an aggregate purchase price of \$5,580,000. Mr. Levy only has a pecuniary interest in a portion of the shares beneficially owned by the JLL Reporting Persons. JLL Fund V, JLL Associates V, and JLL Associates G.P. disclaim beneficial ownership of all shares beneficially owned by the JLL Reporting Persons.

On November 30, 2006, December 1, 2006, and December 4, 2006, Warburg Pincus Fund IX purchased on the open market the Additional Securities in the amounts, on the dates, and at the price per share set forth on Schedule II hereto.

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Except as set forth in this amended Item 5(c) and on Schedule II, no other transactions in the Company's Common Stock were effected during the past sixty days by any of the Reporting Persons.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented by inserting the following at the end of the third paragraph thereof:

As a result of JLL Fund V's purchase of the New Securities, the percentage ownership interest in Building Products LLC of JLL Fund V is 50.85%, and the percentage ownership interest in Building Products LLC of Warburg Pincus Fund IX is 49.15%. Because the New Securities are held of record by Building Products LLC, the New Securities are subject to the Amended and Restated LLC Agreement and the Stockholders Agreement.

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SIGNATURES

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: December 8, 2006

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: December 8, 2006

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JLL PARTNERS FUND V, L.P.

By its General Partner, JLL Associates V, L.P.
By its General Partner, JLL Associates G.P. V,
L.L.C.

/s/ Paul S. Levy

Paul S. Levy, as Managing Member of JLL
Associates G.P. V, 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: December 8, 2006

JLL ASSOCIATES V, L.P.

By its General Partner, JLL Associates G.P. V,
L.L.C.

/s/ Paul S. Levy

Paul S. Levy, as Managing Member of JLL
Associates G.P. V, 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: December 8, 2006

JLL ASSOCIATES G.P. V, L.L.C.

/s/ Paul S. Levy

Paul S. Levy, as Managing Member

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: December 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: December 8, 2006

WARBURG PINCUS PRIVATE EQUITY IX, L.P.

By its General Partner, Warburg Pincus IX, LLC
By its Sole Member, Warburg Pincus Partners,
LLC

By its Managing Member, Warburg Pincus & Co.

/s/ Scott A. Arenare

Scott A. Arenare
Partner

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: December 8, 2006

WARBURG PINCUS IX, LLC

By its Sole Member, Warburg Pincus Partners,
LLC

By its Managing Member, Warburg Pincus & Co.

/s/ Scott A. Arenare

Scott A. Arenare
Partner

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: December 8, 2006

WARBURG PINCUS PARTNERS, LLC

By its Managing Member, Warburg Pincus & Co.

/s/ Scott A. Arenare

Scott A. Arenare
Partner

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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: December 8, 2006

WARBURG PINCUS LLC

/s/ Scott A. Arenare

Scott A. Arenare
Managing Director

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: December 8, 2006

WARBURG PINCUS & CO.

/s/ Scott A. Arenare

Scott A. Arenare
Partner

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: December 8, 2006

/s/ Scott A. Arenare

Charles R. Kaye
By: Scott A. Arenare
Attorney-in-Fact

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: December 8, 2006

/s/ Scott A. Arenare

Joseph P. Landy
By: Scott A. Arenare
Attorney-in-Fact

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SCHEDULE II

Set forth below is a list of purchases of the Company's Common Stock made on the open market by Warburg Pincus Fund IX on November 30, 2006, December 1, 2006, and December 4, 2006, in their respective amounts and at their respective prices per share.

Date of Purchase	Number of Shares of Common Stock	Price Per Share
11/30/2006	100	\$16.65
11/30/2006	905	\$16.68
11/30/2006	1,886	\$16.70
11/30/2006	814	\$16.71
11/30/2006	1,100	\$16.72
11/30/2006	4,695	\$16.75
12/01/2006	124	\$16.72
12/01/2006	288	\$16.74
12/01/2006	2,910	\$16.75
12/01/2006	500	\$16.76
12/01/2006	1,600	\$16.77
12/01/2006	3,244	\$16.78
12/01/2006	1,505	\$16.79
12/01/2006	2,526	\$16.80
12/01/2006	1,000	\$16.81
12/01/2006	23	\$16.82
12/01/2006	3,900	\$16.83
12/01/2006	1,349	\$16.84
12/01/2006	6,047	\$16.85
12/01/2006	1,817	\$16.86
12/01/2006	1,200	\$16.87
12/01/2006	4,681	\$16.87
12/01/2006	500	\$16.88
12/01/2006	1,194	\$16.88
12/01/2006	1,304	\$16.89
12/01/2006	105	\$16.90
12/01/2006	1,296	\$16.91
12/01/2006	3,195	\$16.92
12/01/2006	789	\$16.93
12/01/2006	603	\$16.95
12/04/2006	255	\$16.81
12/04/2006	900	\$16.83
12/04/2006	356	\$16.84
12/04/2006	600	\$16.85
12/04/2006	100	\$16.86
12/04/2006	3,452	\$16.87
12/04/2006	1,300	\$16.88
12/04/2006	500	\$16.89
12/04/2006	3,100	\$16.90
12/04/2006	600	\$16.91
12/04/2006	457	\$16.92
12/04/2006	1,914	\$16.93
12/04/2006	1,200	\$16.94
12/04/2006	239	\$16.95
12/04/2006	300	\$16.96
12/04/2006	1,700	\$16.97
12/04/2006	1,191	\$16.98
12/04/2006	2,107	\$16.99
12/04/2006	1,029	\$17.00