

United States Bankruptcy Court Pg 1 of 22
Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Grubb & Ellis Company	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):
Last four digits of Soc. Sec/Complete EIN or other Tax I.D. No. (if more than one, state all): 94-1424307	Last four digits of Soc. Sec/Complete EIN or other Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No and Street, City, and State): 1551 North Tustin Avenue, #300 Santa Ana, California	Street Address of Joint Debtor (No and Street, City, and State):
ZIP CODE: 92705	ZIP CODE:
County of Residence or the Principal Place of Business: Orange County	County of Residence or the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE:	ZIP CODE:
Location of Principal Assets of Business Debtor (if different from street address above):	
ZIP CODE:	

<p align="center">Type of Debtor (Form of Organization) (Check one box)</p> <input type="checkbox"/> Individual (Includes Joint Debtors) <i>See Exhibit D. on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<p align="center">Nature of Business (Check one box.)</p> <input type="checkbox"/> Health Care Business. <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <p align="center">Tax-Exempt Entity (Check box, if applicable.)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <p align="center">Nature of Debts (Check one box.)</p> <input type="checkbox"/> Debts are primarily consumer primarily debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family or house-hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<p align="center">Filing Fee (Check one box)</p> <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<p align="center">Chapter 11 Debtors</p> <p>Check one box:</p> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is a not small business debtor as defined in 11 U.S.C. § 101(51D). <p>Check if:</p> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <p>Check all applicable boxes:</p> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<p>Statistical/Administrative Information</p> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY																			
<p>Estimated Number of Creditors (Consolidated with affiliated Debtors)</p> <table style="width:100%; text-align: center;"> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<p>Estimated Assets (Consolidated with affiliated Debtors)</p> <table style="width:100%; text-align: center;"> <tr> <td>\$0 to 50,000</td> <td>\$50,001 to 100,000</td> <td>\$100,001 to 500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	\$0 to 50,000	\$50,001 to 100,000	\$100,001 to 500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<p>Estimated Liabilities (Consolidated with affiliated Debtors)</p> <table style="width:100%; text-align: center;"> <tr> <td>\$0 to 50,000</td> <td>\$50,001 to 100,000</td> <td>\$100,001 to 500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	\$0 to 50,000	\$50,001 to 100,000	\$100,001 to 500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Voluntary Petition Pg 2 of 22 Name of Debtor(s):
(This page must be completed and filed in every case) Grubb & Ellis Company

All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: See attached Schedule 1	Case Number:	Date Filed:
District: Southern District of New York	Relationship:	Judge:

Exhibit A
 (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

Exhibit A is attached and made a part of this petition.

Exhibit B
 (To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X _____
 Signature of Attorney for Debtor(s) (Date)

Exhibit C
 Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D
 (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
 (Check any applicable box.)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
 (Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

 (Name of landlord that obtained judgment)

 (Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification (11 U.S.C. § 362(1)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Grubb & Ellis Company

Signatures

Signature(s) of Debtors(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am ware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1515, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney

X /s/ Frank A. Oswald
Signature of Attorney for Debtor(s)

Frank A. Oswald
Printed Name of Attorney for Debtor(s)

Togut, Segal & Segal LLP
Firm Name

One Penn Plaza, Suite 3335
Address
New York, NY 10119

(212) 594-5000
Telephone Number

February 20, 2012
Date

Signature of Non-Attorney Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition prepared as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)
(Required by 11 U.S.C. § 110.)

Address

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Michael J. Rispoli
Signature of Authorized Individual

Michael J. Rispoli
Printed Name of Authorized Individual

Executive Vice President/Chief Financial Officer
Title of Authorized Individual

February 20, 2012
Date

UNITED STATES BANKRUPTCY COURT

Southern District of New York

In re Grubb & Ellis Company,) Case No. _____
 Debtor)
)
) Chapter 11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 1-8122.

2. The following financial data is the latest available information and refers to the debtor's condition on 12/31/11.

a. Total assets \$ 150,000,000.00
 b. Total debts (including debts listed in 2.c., below) \$ 167,000,000.00

c. Debt securities held by more than 500 holders:				Approximate number of holders:
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ <u>0</u>	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____

d. Number of shares of preferred stock 892,697
 e. Number of shares common stock 74,084,453

Comments, if any:

3. Brief description of debtor's business:

Grubb & Ellis Company is one of the nation's largest commercial real estate services firms, providing transaction services, property management, facilities management and valuation services through more than 90 company-owned and affiliate offices.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: _____
 See Attached.

SCHEDULE 1 TO EXHIBIT A

Security Ownership of Certain Beneficial Owners

The following table shows the share ownership as of December 2, 2011 by persons known by Grubb & Ellis Company (the “Company”) to be beneficial owners of more than 5% of any class of the Company’s outstanding capital stock. Unless otherwise noted, the stock listed is common stock, and the persons listed have sole voting and disposition powers over the shares held in their names, subject to community property laws if applicable.

Name and Address of Beneficial Owner(1)	Preferred Stock		Common Stock	
	Number of Shares	Percentage of Class	Number of Shares(2)	Percentage of Class(3)
FMR LLC (and related persons)(4)	139,800	14.5%	12,215,617	15.0%
Forward Management, LLC (and related persons)(5)	240,646	25.0%	14,584,591	17.4%
Highbridge International LLC (and related persons)(6)	61,010	6.3%	5,479,904	7.3%
Persons affiliated with Kojaian Holdings LLC(7)....	—	—	5,021,326	7.3%
Persons affiliated with Kojaian Ventures, L.L.C.(8)	—	—	11,700,000	16.9%
Persons affiliated with Kojaian Management Corporation(9).....	100,000	10.4%	6,060,600	8.1%
Lions Gate Capital	55,500	5.8%	3,363,633	4.6%
Wellington Management Company, LLP(10)	125,000	13.0%	11,678,104	15.2%
Zazove Associates, LLC(11)	—	—	3,943,410	5.4%
C. Michael Kojaian.....	100,000(12)	10.4%	22,908,209(12)	30.5%

- (1) Unless otherwise indicated, the address for each of the individuals listed below is c/o Grubb & Ellis Company, 1551 Tustin Avenue, Suite 300, Santa Ana, California 92705.
- (2) Each share of Preferred Stock currently converts into 60.606 shares of common stock, and all common stock share numbers include, where applicable, the number of shares of common stock into which any Preferred Stock held by the beneficial owner is convertible at such rate of conversion.
- (3) The percentage of shares of capital stock shown for each person in this column and in this footnote assumes that such person, and no one else, has exercised or converted any outstanding warrants, options or convertible securities held by him or her exercisable or convertible on December 2, 2011 or within 60 days thereafter.
- (4) Pursuant to a Schedule 13G/A filed with the SEC by FMR LLC (“FMR”) (and related persons) on February 14, 2011, FMR is deemed to be the beneficial owner of (i) 139,800 shares of Preferred Stock and (ii) \$8,400,000 principal amount of our 7.95% Convertible Senior Notes due 2015 (the “Notes”), which are convertible into shares of common stock at a conversion rate of 445.583 shares of common stock for each \$1,000 principal amount of the Notes, for an aggregate beneficial ownership of 12,215,617 shares of common stock. FMR and Edward C. Johnson 3d (“Johnson”), Chairman of FMR and a member of a controlling group of FMR, have sole voting power of 3,367,892 of the shares of common stock and sole dispositive power of all 12,215,617 of the shares of common stock. Fidelity Management and Research Company (“FMRC”), as investment advisor to various investment companies and a wholly-owned subsidiary of FMR, is the beneficial owner of 8,847,725 of the shares of common stock, including 5,284,843 shares of common stock, based on an assumed conversion of 87,200 shares of Preferred Stock and 3,562,882 shares of common stock, based on an assumed conversion of \$7,996,000 principal amount of the Notes. Fidelity Real Estate Income Fund (“FREIF”), one of the investment companies, beneficially owns 4,117,372 of the shares of common stock. Pyramis Global Advisors Trust Company (“PGATC”), as investment manager, a bank and an indirect wholly-owned subsidiary of FMR, is the beneficial owner of 3,367,892 shares of common stock, including 3,187,876 shares of common stock, based on an assumed conversion of 52,600 shares of Preferred Stock and 180,016 shares of common stock, based on an assumed conversion of \$404,000 principal amount of the Notes. The address for FMR, FMRC and FREIF is 82 Devonshire Street, Boston, Massachusetts 02109. The address for PGATC is 900 Salem Street, Smithfield, Rhode Island 02917.
- (5) Pursuant to a Schedule 13G filed with the SEC by Forward Management, LLC (“Forward”) (and related persons) on November 22, 2011, Forward is the beneficial owner of 240,646 shares of Preferred Stock, or 14,584,591 shares of common stock. Of these shares, (i) Forward Select Income Fund (“FSIF”) is the beneficial owner of 221,146 shares of Preferred Stock, or 13,402,774 shares of common stock, (ii) Forward Real Estate Long/Short Fund (“FRELSF”) is the beneficial owner of 7,000 shares of Preferred Stock, or 424,242 shares of common stock, (iii) Condor Partners, L.P. (“Condor”) is the beneficial owner of 4,700 shares of Preferred Stock, or 284,848 shares of common stock, (iv) Preferred Yield Plus, LP (“Preferred”) is the beneficial owner of 4,900 shares of Preferred Stock, or 296,969 shares of common stock, and (v) Kensington Realty Income Fund, L.P. (“Kensington”) is the beneficial owner of 2,900 shares of Preferred Stock, or 175,757 shares of common stock. Forward, FSIF,

FRELSF, Condor, Preferred and Kensington each have shared voting power and shared dispositive power with respect to the shares that they beneficially own. The address for Forward, FSIF, FRELSF, Condor, Preferred and Kensington is 101 California Street, Suite 1600, San Francisco, California 94111.

- (6) Pursuant to a Schedule 13G filed with the SEC by Highbridge International LLC (“Highbridge”) (and related persons) on February 22, 2011, Highbridge is the beneficial owner of (i) 61,010 shares of Preferred Stock and (ii) \$4,000,000 principal amount of the Notes, for an aggregate beneficial ownership of 5,479,904 shares of common stock. Highbridge Capital Management, LLC (“HCM”) is the trading manager of Highbridge and Glenn Dubin (“Dubin”) is the CEO of HCM. As such, each of HCM and Dubin may be deemed the beneficial owner of the shares beneficially owned by Highbridge. Each of HCM and Dubin disclaims beneficial ownership of the shares beneficially owned by Highbridge. The address for Highbridge is c/o Harmonic Fund Services, The Cayman Corporate Centre, 4th Floor, 27 Hospital Road, Grand Cayman, Cayman Islands, British West Indies. The address for HCM is 40 West 57th Street, 33rd Floor, New York, New York 10019. The address for Dubin is c/o Highbridge Capital Management, LLC, 40 West 57th Street, 33rd Floor, New York, New York 10019.
- (7) Kojaian Holdings LLC is affiliated with each of C. Michael Kojaian, a director of ours, Kojaian Ventures, L.L.C. and Kojaian Management Corporation (see footnote 13 below). The address for Kojaian Holdings LLC is 39400 Woodward Avenue, Suite 250, Bloomfield Hills, Michigan 48304.
- (8) Kojaian Ventures, L.L.C. is affiliated with each of C. Michael Kojaian, a director of ours, Kojaian Holdings LLC and Kojaian Management Corporation (see footnote 13 below). The address of Kojaian Ventures, L.L.C. is 39400 Woodward Ave., Suite 250, Bloomfield Hills, Michigan 48304.
- (9) Kojaian Management Corporation is affiliated with each of C. Michael Kojaian, a director of ours, Kojaian Holdings LLC and Kojaian Ventures, L.L.C. (see footnote 13 below). The address of Kojaian Management Corporation is 39400 Woodward Ave., Suite 250, Bloomfield Hills, Michigan 48304.
- (10) Pursuant to a Schedule 13G/A filed with the SEC by Wellington Management Company, LLP (“Wellington”) on February 14, 2011, Wellington, in its capacity as a registered investment adviser, may be deemed to beneficially own 11,678,104 shares of common stock which are held of record by its clients. Wellington has (i) sole voting power and sole dispositive power of none of the shares of common stock, and (ii) shared voting power of 6,853,974 of the shares of common stock and shared dispositive power of 11,678,104 of the shares of common stock. Wellington’s address is 280 Congress Street, Boston, Massachusetts 02210.
- (11) Pursuant to a Schedule 13D/A filed with the SEC by Zazove Associates, LLC (“Zazove”) on April 29, 2011, Zazove, a registered investment advisor, is the beneficial owner of \$8,850,000 principal amount of the Notes, or 3,943,410 shares of common stock. Gene T. Pretti is the CEO, Senior Portfolio Manager and controlling equity holder of Zazove. The address for Zazove is 1001 Tahoe Blvd., Incline Village, NV 89451.
- (12) Beneficially owned shares include shares directly held by Kojaian Holdings LLC, Kojaian Ventures, L.L.C. and Kojaian Management Corporation. C. Michael Kojaian, a director of ours, is affiliated with Kojaian Ventures, L.L.C., Kojaian Holdings LLC and Kojaian Management Corporation. Pursuant to rules established by the SEC, the foregoing parties may be deemed to be a “group,” as defined in Section 13(d) of the Exchange Act, and C. Michael Kojaian is deemed to have beneficial ownership of the shares directly held by each of Kojaian Ventures, L.L.C., Kojaian Holdings LLC and Kojaian Management Corporation.

SCHEDULE "1"

Pending Bankruptcy Cases Filed by Affiliates of the Debtor

On February 20, 2012 each of the entities listed below filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of Grubb & Ellis Company.

1	Grubb & Ellis New York, Inc.
2	Grubb & Ellis Affiliates, Inc.
3	Grubb & Ellis of Arizona, Inc.
4	Grubb & Ellis of Michigan, Inc.
5	Grubb & Ellis of Nevada, Inc.
6	Las Vegas Commercial Brokerage, LLC
7	Grubb & Ellis Consulting Services Company
8	Grubb & Ellis Capital Corporation
9	Grubb & Ellis Equity Advisors, LLC
10	Grubb & Ellis Landauer Valuation Advisory Services, LLC
11	GBE Alesco Corp.
12	Grubb & Ellis Securities, Inc.
13	Grubb & Ellis Management Services, Inc.
14	Grubb & Ellis Management Services of Michigan, Inc.
15	Grubb & Ellis Apartment REIT Advisor, LLC
16	Grubb & Ellis Healthcare REIT II Advisor, LLC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
GRUBB & ELLIS COMPANY, :
Debtor. : Case No. []
: (Joint Administration Requested)
-----X

LIST OF CREDITORS¹

Contemporaneously herewith, the above-captioned debtor and its affiliated debtors and debtors in possession (collectively, the "Debtors") have filed a motion requesting a waiver of the requirement for filing a list of creditors pursuant to sections 105(a), 342(a), and 521(a)(1) of title II of the United States Code, Rules 1007(a)(I) and 2002(a), (f), and (1) of the Federal Rules of Bankruptcy Procedure, Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York, and General Orders 1-133, M-137, M-138, and M-192 of the United States Bankruptcy Court for the Southern District of New York. The Debtors propose to furnish their lists of creditors to the proposed noticing and claims agent. The Debtors have consulted with and received the approval of the Clerk of this Court to implement the foregoing procedures. The list of creditors will contain only those creditors whose names and addresses were maintained in the Debtors' consolidated database or were otherwise ascertainable by the Debtors prior to the commencement of these cases. The schedules of liabilities to be filed subsequently should be consulted for a list of the Debtors' creditors that is comprehensive and current as of the date of the commencement of these cases.

¹ The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors.

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York and to enable the Judges to evaluate possible disqualifications or recusals, on behalf of Grubb & Ellis Company, and their debtor affiliates, as debtors and debtors in possession (collectively, the "Debtors"), the undersigned authorized officer certifies the following:

A. Ownership of the Debtors' Equity Interests

1. The following entities own 10% or more of the equity interests of Grubb & Ellis Company:
 - (1) See attached Schedule 1
2. Grubb & Ellis Company, owns 100% of the equity interests in the following Debtor affiliates:
 - (1) Grubb & Ellis Securities, Inc.
 - (2) Grubb & Ellis Capital Corporation
 - (3) Grubb & Ellis Equity Advisors, LLC
 - (4) Grubb & Ellis Management Services, Inc.
 - (5) GBE Alesco Corp.
 - (6) Grubb & Ellis Affiliates, Inc.
 - (7) Grubb & Ellis Consulting Services Company
 - (8) Grubb & Ellis Landauer Valuation Advisory Services, LLC
 - (9) Grubb & Ellis New York, Inc.
 - (10) Grubb & Ellis of Arizona, Inc.
 - (11) Grubb & Ellis of Nevada, Inc.
 - (12) Las Vegas Commercial Brokerage, LLC
 - (13) Grubb & Ellis of Michigan, Inc.

3. The following entities own 10% or more of the equity interest of Grubb & Ellis Apartment REIT Advisor, LLC:
 - (1) Grubb & Ellis Equity Advisors, LLC
 - (2) Grubb & Ellis Apartment Management, LLC
4. The following entities own 10% or more of the equity interest of Grubb & Ellis Management Services of Michigan, Inc.:
 - (1) Grubb & Ellis Management Services, Inc.
5. The following entities own 10% or more of the equity interest of Grubb & Ellis Healthcare REIT II Advisor, LLC:
 - (1) Grubb & Ellis Equity Advisors, LLC

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned officer of Grubb & Ellis Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the "Corporate Ownership Statement" and that it is true and correct to the best of my knowledge, information, and belief, with reliance on appropriate corporate officers.

Dated: February 20, 2012

_____/s/ Michael J. Rispoli
By: Michael J. Rispoli
Title: Executive Vice President/Chief Financial Officer

SCHEDULE 1 TO CORPORATE DISCLOSURE STATEMENT

Security Ownership of Certain Beneficial Owners

The following table shows the share ownership as of December 2, 2011 by persons known by Grubb & Ellis Company (the "Company") to be beneficial owners of more than 5% of any class of the Company's outstanding capital stock. Unless otherwise noted, the stock listed is common stock, and the persons listed have sole voting and disposition powers over the shares held in their names, subject to community property laws if applicable.

Name and Address of Beneficial Owner(1)	Preferred Stock		Common Stock	
	Number of Shares	Percentage of Class	Number of Shares(2)	Percentage of Class(3)
FMR LLC (and related persons)(4)	139,800	14.5%	12,215,617	15.0%
Forward Management, LLC (and related persons)(5)	240,646	25.0%	14,584,591	17.4%
Highbridge International LLC (and related persons)(6)	61,010	6.3%	5,479,904	7.3%
Persons affiliated with Kojaian Holdings LLC(7)....	—	—	5,021,326	7.3%
Persons affiliated with Kojaian Ventures, L.L.C.(8)	—	—	11,700,000	16.9%
Persons affiliated with Kojaian Management Corporation(9).....	100,000	10.4%	6,060,600	8.1%
Lions Gate Capital	55,500	5.8%	3,363,633	4.6%
Wellington Management Company, LLP(10)	125,000	13.0%	11,678,104	15.2%
Zazove Associates, LLC(11)	—	—	3,943,410	5.4%
C. Michael Kojaian	100,000(12)	10.4%	22,908,209(12)	30.5%

- (1) Unless otherwise indicated, the address for each of the individuals listed below is c/o Grubb & Ellis Company, 1551 Tustin Avenue, Suite 300, Santa Ana, California 92705.
- (2) Each share of Preferred Stock currently converts into 60.606 shares of common stock, and all common stock share numbers include, where applicable, the number of shares of common stock into which any Preferred Stock held by the beneficial owner is convertible at such rate of conversion.
- (3) The percentage of shares of capital stock shown for each person in this column and in this footnote assumes that such person, and no one else, has exercised or converted any outstanding warrants, options or convertible securities held by him or her exercisable or convertible on December 2, 2011 or within 60 days thereafter.
- (4) Pursuant to a Schedule 13G/A filed with the SEC by FMR LLC ("FMR") (and related persons) on February 14, 2011, FMR is deemed to be the beneficial owner of (i) 139,800 shares of Preferred Stock and (ii) \$8,400,000 principal amount of our 7.95% Convertible Senior Notes due 2015 (the "Notes"), which are convertible into shares of common stock at a conversion rate of 445.583 shares of common stock for each \$1,000 principal amount of the Notes, for an aggregate beneficial ownership of 12,215,617 shares of common stock. FMR and Edward C. Johnson 3d ("Johnson"), Chairman of FMR and a member of a controlling group of FMR, have sole voting power of 3,367,892 of the shares of common stock and sole dispositive power of all 12,215,617 of the shares of common stock. Fidelity Management and Research Company ("FMRC"), as investment advisor to various investment companies and a wholly-owned subsidiary of FMR, is the beneficial owner of 8,847,725 of the shares of common stock, including 5,284,843 shares of common stock, based on an assumed conversion of 87,200 shares of Preferred Stock and 3,562,882 shares of common stock, based on an assumed conversion of \$7,996,000 principal amount of the Notes. Fidelity Real Estate Income Fund ("FREIF"), one of the investment companies, beneficially owns 4,117,372 of the shares of common stock. Pyramis Global Advisors Trust Company ("PGATC"), as investment manager, a bank and an indirect wholly-owned subsidiary of FMR, is the beneficial owner of 3,367,892 shares of common stock, including 3,187,876 shares of common stock, based on an assumed conversion of 52,600 shares of Preferred Stock and 180,016 shares of common stock, based on an assumed conversion of \$404,000 principal amount of the Notes. The address for FMR, FMRC and FREIF is 82 Devonshire Street, Boston, Massachusetts 02109. The address for PGATC is 900 Salem Street, Smithfield, Rhode Island 02917.
- (5) Pursuant to a Schedule 13G filed with the SEC by Forward Management, LLC ("Forward") (and related persons) on November 22, 2011, Forward is the beneficial owner of 240,646 shares of Preferred Stock, or 14,584,591 shares of common stock. Of these shares, (i) Forward Select Income Fund ("FSIF") is the beneficial owner of 221,146 shares of Preferred Stock, or 13,402,774 shares of common stock, (ii) Forward Real Estate Long/Short Fund ("FRELSF") is the beneficial owner of 7,000 shares of Preferred Stock, or 424,242 shares of common stock, (iii) Condor Partners, L.P. ("Condor") is the beneficial owner of 4,700 shares of Preferred Stock, or 284,848 shares of common stock, (iv) Preferred Yield Plus, LP ("Preferred") is the beneficial owner of 4,900 shares of Preferred Stock, or 296,969 shares of common stock, and (v) Kensington Realty Income Fund, L.P. ("Kensington") is the beneficial owner of 2,900 shares of Preferred Stock, or 175,757 shares of common stock. Forward, FSIF,

FRELSF, Condor, Preferred and Kensington each have shared voting power and shared dispositive power with respect to the shares that they beneficially own. The address for Forward, FSIF, FRELSF, Condor, Preferred and Kensington is 101 California Street, Suite 1600, San Francisco, California 94111.

- (6) Pursuant to a Schedule 13G filed with the SEC by Highbridge International LLC (“Highbridge”) (and related persons) on February 22, 2011, Highbridge is the beneficial owner of (i) 61,010 shares of Preferred Stock and (ii) \$4,000,000 principal amount of the Notes, for an aggregate beneficial ownership of 5,479,904 shares of common stock. Highbridge Capital Management, LLC (“HCM”) is the trading manager of Highbridge and Glenn Dubin (“Dubin”) is the CEO of HCM. As such, each of HCM and Dubin may be deemed the beneficial owner of the shares beneficially owned by Highbridge. Each of HCM and Dubin disclaims beneficial ownership of the shares beneficially owned by Highbridge. The address for Highbridge is c/o Harmonic Fund Services, The Cayman Corporate Centre, 4th Floor, 27 Hospital Road, Grand Cayman, Cayman Islands, British West Indies. The address for HCM is 40 West 57th Street, 33rd Floor, New York, New York 10019. The address for Dubin is c/o Highbridge Capital Management, LLC, 40 West 57th Street, 33rd Floor, New York, New York 10019.
- (7) Kojaian Holdings LLC is affiliated with each of C. Michael Kojaian, a director of ours, Kojaian Ventures, L.L.C. and Kojaian Management Corporation (see footnote 13 below). The address for Kojaian Holdings LLC is 39400 Woodward Avenue, Suite 250, Bloomfield Hills, Michigan 48304.
- (8) Kojaian Ventures, L.L.C. is affiliated with each of C. Michael Kojaian, a director of ours, Kojaian Holdings LLC and Kojaian Management Corporation (see footnote 13 below). The address of Kojaian Ventures, L.L.C. is 39400 Woodward Ave., Suite 250, Bloomfield Hills, Michigan 48304.
- (9) Kojaian Management Corporation is affiliated with each of C. Michael Kojaian, a director of ours, Kojaian Holdings LLC and Kojaian Ventures, L.L.C. (see footnote 13 below). The address of Kojaian Management Corporation is 39400 Woodward Ave., Suite 250, Bloomfield Hills, Michigan 48304.
- (10) Pursuant to a Schedule 13G/A filed with the SEC by Wellington Management Company, LLP (“Wellington”) on February 14, 2011, Wellington, in its capacity as a registered investment adviser, may be deemed to beneficially own 11,678,104 shares of common stock which are held of record by its clients. Wellington has (i) sole voting power and sole dispositive power of none of the shares of common stock, and (ii) shared voting power of 6,853,974 of the shares of common stock and shared dispositive power of 11,678,104 of the shares of common stock. Wellington’s address is 280 Congress Street, Boston, Massachusetts 02210.
- (11) Pursuant to a Schedule 13D/A filed with the SEC by Zazove Associates, LLC (“Zazove”) on April 29, 2011, Zazove, a registered investment advisor, is the beneficial owner of \$8,850,000 principal amount of the Notes, or 3,943,410 shares of common stock. Gene T. Pretti is the CEO, Senior Portfolio Manager and controlling equity holder of Zazove. The address for Zazove is 1001 Tahoe Blvd., Incline Village, NV 89451.
- (12) Beneficially owned shares include shares directly held by Kojaian Holdings LLC, Kojaian Ventures, L.L.C. and Kojaian Management Corporation. C. Michael Kojaian, a director of ours, is affiliated with Kojaian Ventures, L.L.C., Kojaian Holdings LLC and Kojaian Management Corporation. Pursuant to rules established by the SEC, the foregoing parties may be deemed to be a “group,” as defined in Section 13(d) of the Exchange Act, and C. Michael Kojaian is deemed to have beneficial ownership of the shares directly held by each of Kojaian Ventures, L.L.C., Kojaian Holdings LLC and Kojaian Management Corporation.

**UNANIMOUS RESOLUTION OF THE BOARD
OF DIRECTORS OF GRUBB & ELLIS COMPANY**

The Board of Directors (the "Board of Directors") of Grubb & Ellis Company (the "Company"), a Delaware corporation, at a duly held meeting of the Board of Directors conducted by conference telephone, on the 20th day of February, 2012, unanimously adopted the following resolutions, and further direct that these resolutions be filed with the minutes of meetings of the Board of Directors of the Company:

WHEREAS, the Board of Directors has reviewed the materials presented by the management and the legal and financial advisors of the Company regarding the liabilities and liquidity situation of the Company, and the impact of the foregoing on the Company's businesses, and the strategic alternatives available to the Company; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the legal and financial advisors of the Company and fully consider each of the strategic alternatives available to the Company.

I. Voluntary Petition Under the Provisions of Chapter 11 of the United States Bankruptcy Code

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief (the "Chapter 11 Case") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and be it

FURTHER RESOLVED, that in the judgment of the Board of Directors of the Company, it is described and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a Chapter 11 Case under the Bankruptcy Code with respect to each of the Company's subsidiaries listed on Schedule A annexed hereto (the "Subsidiaries").

FURTHER RESOLVED, that the executive officers of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered, and directed to execute and file, on behalf of the Company and on behalf of each of the Subsidiaries,

all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Togut, Segal & Segal, LLP as general bankruptcy counsel to represent and assist the Company and the Subsidiaries in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's and each of the Subsidiaries rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of Togut, Segal & Segal LLP; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Zukerman Gore Brandeis & Crossman, LLP as general corporate counsel to represent and assist the Company and the Subsidiaries in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's and each of the Subsidiaries' rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of Zukerman Gore Brandeis & Crossman, LLP; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC and Alvarez & Marsal Securities, LLC as investment banker and financial advisor, to represent and assist the Company and the Subsidiaries in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's and each of the Subsidiaries' rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application

for authority to retain the services of Alvarez & Marsal North America, LLC and Alvarez & Marsal Securities, LLC; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company and the Subsidiaries in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

II. Debtor in Possession Financing

FURTHER RESOLVED, that the Company, as debtor and debtor in possession under the Chapter 11 Case shall be, and hereby is, authorized to: (a) enter into a new debtor in possession financing facility and/or any comparable financing arrangement (including, but not limited to, a “use of cash collateral” facility) and any associated documents and to consummate the transactions contemplated therein with such lenders (the “DIP Lenders”) and upon such terms and conditions as one or more of the Authorized Officers may approve, (b) provide guaranties to and undertake any and all related transactions contemplated thereby (a) and (b), collectively, the “Financing Transactions” and each such transaction a “Financing Transaction”) with such lenders and on such terms as may be approved by any one or more of the Authorized Officers, as reasonably necessary for the continuing conduct of the affairs of the Company and the Subsidiaries; and (c) pay related fees and grant security interests in and liens upon some, all or substantially all of the Company’s and each of the Subsidiaries’ assets, as may be deemed necessary by any one or more of the Authorized Officers in connection with Financing Transactions and the transactions contemplated thereby; and be it

FURTHER RESOLVED, that each of the Authorized Officers, be, and each of them hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company and the Subsidiaries, as debtor and debtor in possession, to take such actions and negotiate or cause to be prepared and negotiated and to execute and file, or cause to be executed and filed, all such instruments, documents, and other agreements, certificates, contracts, notes, bonds, documents, disclosure documents, instruments, receipts, petitions, motions or other papers, (collectively, the “DIP Loan Documents”), incur and pay or cause to be paid all fees and

expenses and engage such persons, in each case, as such Authorized Officer or Authorized Officers shall in his, her or their respective judgment determine to be necessary or appropriate to consummate the Financing Transactions, which determination and the approval thereof by the Board of Directors, shall be conclusively evidenced by his or their execution or delivery thereof; and be it

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name of, and on behalf of the Company and the Subsidiaries, as debtor and debtor in possession, to file any Uniform Commercial Code ("UCC") financing statements and any necessary assignments for security or other security documents in the name of the Company and for the Subsidiaries that any agent for the DIP Lenders (the "Agent") or the DIP Lenders deem necessary or convenient to perfect any lien or security interest granted under the DIP Loan Documents, including any such UCC financing statement containing a super-generic description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and for the Subsidiaries and such other filings in respect of intellectual and other property of the Company and for the Subsidiaries, in each case as the Agent or the DIP Lenders, as applicable, may reasonably request to perfect the security interests of the Agent on behalf of itself, the DIP Lenders and the other secured parties under the DIP Loan Documents, or the DIP Lenders; and be it

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company and each of the Subsidiaries and each of the Subsidiaries to execute and deliver any amendments, restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Loan Documents, and to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, which shall in their sole judgment be necessary, proper or advisable in connection therewith, which determination, and the approval thereof by the Board of Directors, shall be conclusively evidenced by his or their execution thereof; and be it

FURTHER RESOLVED, that the Company and the Subsidiaries will obtain benefits from the incurrence of the loans under the DIP Loan Documents and the consummation of the Financing Transactions which are necessary and convenient to the conduct,

promotion and attainment of the business of the Company and the Subsidiaries.

III. Further Actions and Prior Actions

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers or their designees shall be, and each of them, acting alone, hereby is, authorized, empowered, and directed, in the name of, and on behalf of, the Company and each of the Subsidiaries, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and be it

FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company and/or each of the Subsidiaries, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company and/or each of the Subsidiaries with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Board of Directors of the Company and/or each of the Subsidiaries and that the Authorized Officer did execute the same.

[SIGNATURE APPEARS ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned has executed these resolutions this
20th day of February, 2012, in his capacity as Recording Secretary of the Meeting.

/s/Clifford A. Brandeis

CLIFFORD A. BRANDEIS