

United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): <b>Vertis Holdings, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>See Attached Schedule 1</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>Taxpayer I.D. 13-397-1556</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. and Street, City, and State): <b>250 West Pratt Street Baltimore, MD</b> ZIP CODE <b>21201</b>		Street Address of Joint Debtor (No. and Street, City, and State): N/A ZIP CODE
County of Residence or of the Principal Place of Business: <b>Baltimore County</b>		County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address): N/A ZIP CODE		Mailing Address of Joint Debtor (if different from street address): N/A ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): N/A		ZIP CODE
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <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.)	<b>Nature of Business</b> (Check one box.)  <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 <b>Holding Company</b>  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b>  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer 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.
<b>Filing Fee (Check one box.)</b> <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.		<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  <b>Check all applicable boxes:</b> <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)
<b>Statistical/Administrative Information</b> <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.		<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors (Consolidated with affiliated Debtors)</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input checked="" type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
<b>Estimated Assets (Consolidated with affiliated Debtors)</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities (Consolidated with affiliated Debtors)</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Vertis Holdings, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>District of Delaware</b>		Case Number: <b>See Attached Schedule 2</b>	Date Filed: <b>July 15, 2008</b>
Location Where Filed: <b>Southern District of New York</b>		Case Number: <b>See Attached Schedule 2</b>	Date Filed: <b>November 17, 2010</b>
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Attached Schedule 3</b>		Case Number: <b>Pending</b>	Date Filed: <b>October 10, 2012</b>
District: <b>District of Delaware</b>		Relationship: <b>Affiliates</b>	Judge: <b>Pending</b>
<p style="text-align:center;"><b>Exhibit A</b></p> <p>(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.)</p> <p style="text-align:center;"><b>NOT APPLICABLE</b></p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align:center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p style="text-align:center;"><b>NOT APPLICABLE</b></p> <p>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).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<b>Exhibit C</b>			
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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
<b>NOT APPLICABLE</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor – Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> 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. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> 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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> 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)			
<input type="checkbox"/> 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 enforced, and <input type="checkbox"/> 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. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): <u>Vertis Holdings, Inc.</u>
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**Signatures**

<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>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 aware 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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>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.</p> <p>(Check only <b>one</b> box )</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
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<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X _____ Signature of Attorney for Debtor(s)</p> <p><u>Jason M. Madron (No. 4431)</u>      <u>John J. Rapisardi</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Richards, Layton &amp; Finger, P.A.</u>      <u>Cadwalader, Wickersham &amp; Taft LLP</u> Firm Name</p> <p><u>One Rodney Square</u>      <u>One World Financial Center</u> Address</p> <p><u>Wilmington, DE 19801</u>      <u>New York, NY 10281</u> Telephone Number</p> <p><u>(302) 651-7700</u>      <u>(212) 504-6000</u></p> <p><u>October 10, 2012</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer 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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p>
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<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual</p> <p><u>David Glogoff</u> Printed Name of Authorized Individual</p> <p><u>Secretary</u> Title of Authorized Individual</p> <p><u>October 10, 2012</u> Date</p>	
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**Schedule 1**

This debtor has used the following other names during the last 8 years, including trade names;

- Vertis Communications

## Schedule 2

On July 15, 2008, the debtor and certain of its current and former affiliates commenced chapter 11 cases in the United States Bankruptcy Court for the District of Delaware. See In re Vertis Holdings, Inc., et al., Lead Case No. 08-11460. The debtors in these cases were: Vertis Holdings, Inc. (Case No. 08-11460-CSS); Vertis, Inc. (Case No. 08-11461-CSS); Webcraft, LLC (Case No. 08-11463-CSS); Webcraft Chemicals, LLC (Case No. 08-11465-CSS); Enteron Group, LLC (Case No. 08-1462-CSS); Vertis Mailing, LLC (Case No. 08-11464-CSS); and USA Direct, LLC (Case No. 08-11466-CSS). Each of these cases has been closed.

On November 17, 2010, the debtor and certain of its current affiliates commenced chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York. See In re Vertis Holdings, Inc. et al., Lead Case No. 10-16170-ALG. The debtors in these cases were: ACG Holdings, Inc. (Case No. 10-16172-ALG); Webcraft, LLC (Case No. 10-16173-ALG); American Color Graphics, Inc. (Case No. 10-16169-ALG); Webcraft Chemicals, LLC (Case No. 10-16174-ALG); Vertis Holdings, Inc. (Case No. 10-16170-ALG); and Vertis, Inc. (Case No. 10-16171). Each of these cases has been closed.

**Schedule 3**

<b>PENDING BANKRUPTCY CASES CONCURRENTLY FILED BY THIS DEBTOR AND AFFILIATED DEBTORS IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE</b>		
<b>Name of Debtor:</b>	<b>Case No.</b>	<b>Date Filed:</b>
Vertis Holdings, Inc.	12-_____ ( )	October 10, 2012
<b>District:</b> District of Delaware	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending
<b>Name of Debtor:</b> Vertis, Inc.	12-_____ ( )	October 10, 2012
<b>District:</b> District of Delaware	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending
<b>Name of Debtor:</b> ACG Holdings, Inc.	12-_____ ( )	October 10, 2012
<b>District:</b> District of Delaware	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending
<b>Name of Debtor:</b> American Color Graphics, Inc.	12-_____ ( )	October 10, 2012
<b>District:</b> District of Delaware	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending
<b>Name of Debtor:</b> Vertis Newark, LLC	12-_____ ( )	October 10, 2012
<b>District:</b> District of Delaware	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending
<b>Name of Debtor:</b> Webcraft, LLC	12-_____ ( )	October 10, 2012
<b>District:</b> District of Delaware	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending
<b>Name of Debtor:</b> Mail Efficiency, LLC	12-_____ ( )	October 10, 2012
<b>District:</b> District of Delaware	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending
<b>Name of Debtor:</b> 5 Digit Plus, LLC	12-_____ ( )	October 10, 2012
<b>District:</b> District of Delaware	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

On the date hereof, each of the affiliated entities listed above (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Court"). A motion has been filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

**VERTIS HOLDINGS, INC.**

Secretary's Certificate

The undersigned, being the Secretary of Vertis Holdings, Inc., a Delaware corporation (the "Company"), does hereby certify as follows:

Attached hereto as Annex A is a true, correct and complete copy of resolutions duly adopted by the board of directors of the Company at a meeting held on October 9, 2012 (the "Resolutions"). The Resolutions have not been revoked, modified, amended, or rescinded and are still in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed and caused this certificate to be delivered as of October 10, 2012.

VERTIS HOLDINGS, INC.

By: 

Name: David Glogoff

Title: Secretary



**ANNEX A**

**RESOLUTIONS OF  
THE BOARD OF DIRECTORS OF  
VERTIS HOLDINGS, INC.**

WHEREAS, that in the judgment of the Board of Directors (the "Board") of Vertis Holdings, Inc., a Delaware corporation (the "Company") it is desirable and in the best interests of the Company, its subsidiaries, creditors, employees, stakeholders, and other interested parties, that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

**NOW, THEREFORE, BE IT**

**Chapter 11 Case**

**RESOLVED**, that the Company be, and hereby is, authorized and empowered to file a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code;

**RESOLVED**, that the Company's Chief Executive Officer, Chief Restructuring Officer, Interim Chief Financial Officer, Chief Legal Officer, Secretary, and Treasurer (each a "Proper Officer") and collectively, the "Proper Officers") be, and each of them individually hereby is, authorized on behalf of and in the name of the Company to execute and verify a petition for relief under the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court");

**RESOLVED**, that each Proper Officer, and any other person designated and so authorized to act by the Board (each an "Authorized Person" and collectively, the "Authorized Persons"), be, and hereby are, authorized and empowered on behalf of and in the name of the Company to negotiate, enter into, execute, deliver, certify, verify, file, record, and perform, or cause to be negotiated, entered into, executed, delivered, certified, verified, filed, recorded, and/or performed, any and all schedules, lists, motions, certifications, agreements, instruments, affidavits, applications, pleadings, and other documents and to take, or cause to be taken, such other actions, as in the judgment of such Authorized Persons shall be or become necessary, proper, or desirable in connection with the Company's chapter 11 case;

**Debtor in Possession Financing**

**RESOLVED**, each Proper Officer is hereby authorized on behalf of and in the name of the Company to cause the Company to enter into a \$150 million debtor in possession credit facility (the "DIP Credit Facility") among Vertis, Inc., the Company, certain of the Company's subsidiaries named therein (collectively, the "Loan Parties"), and the lenders party thereto (the "Lender Parties"), substantially upon the terms of the credit agreement reviewed by the Board, and that the Proper Officers are hereby authorized on behalf of and in the name of the Company to cause the Company to guarantee the obligations of Vertis, Inc. and grant a security interest in substantially all of its assets in connection therewith, and to undertake any and all related transactions contemplated thereby;

**RESOLVED**, that the Proper Officers be, and each of them hereby is, on behalf of and in the name of the Company, authorized to cause to be prepared, to negotiate, execute, and deliver, and the Company is hereby authorized to perform its obligations under, the DIP Credit Facility and such other documents, agreements, guaranties, instruments, financing statements, notices, undertakings, certificates, and other writings as may be required by, contemplated by, or in furtherance of the DIP Credit Facility, each containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed necessary or appropriate by the Proper Officer so acting, and any amendments, restatements, amendments and restatements, supplements, or other modifications thereto, in each case with such changes therein and additions thereto (substantial or otherwise) as shall be deemed necessary, appropriate, or advisable by any Proper Officer executing the same on behalf of and in the name of the Company, such approval to be evidenced conclusively by such execution;

**RESOLVED**, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, be, and hereby is, authorized and empowered to obtain the use of cash collateral in such amounts as is reasonably necessary for the continuing conduct of the affairs of the Company and any of the Company's affiliates who may also, concurrently with the Company's petition, file for relief in the Bankruptcy Court under the provisions of chapter 11 of the Bankruptcy Code (each, a Debtor", and together with the Company, collectively, the "Debtors");

**RESOLVED**, that the Company will receive substantial direct and indirect benefits from the loans and other financial accommodations to be made under the DIP Facility to the Debtors;

#### **Sale of Substantially All Assets**

**RESOLVED**, that the Board finds that the sale of substantially all of the assets of the Company to Quad/Graphics Inc. ("Quad"), in accordance with the Stalking Horse Agreement (as defined below), is expedient and in the best interests of the Company;

**RESOLVED**, that the form, terms, and provisions of the proposed stalking horse asset purchase agreement (the "Stalking Horse Agreement") among Vertis, Inc., the Company, and certain of the Company's subsidiaries named therein (collectively, the "Sale Parties"), and Quad, in substantially the form reviewed by the Board, are hereby approved, the sale of substantially all of the assets of the Company pursuant to the terms set forth in the Stalking Horse Agreement be, and hereby is, authorized and approved, and each Proper Officer is hereby authorized on behalf of and in the name of the Company to cause the Company to enter into the Stalking Horse Agreement;

**RESOLVED**, that the Proper Officers be, and each of them hereby is, on behalf of and in the name of the Company, authorized to cause to be prepared, to negotiate, execute, and deliver, and the Company is hereby authorized to perform its obligations under, the Stalking Horse Agreement and such other documents, agreements, guaranties, instruments, financing statements, notices, undertakings, certificates, and other writings as may be required by, contemplated by, or in furtherance of the Stalking Horse Agreement, each containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed

necessary or appropriate by the Proper Officer so acting, and any amendments, restatements, amendments and restatements, supplements, or other modifications thereto, in each case with such changes therein and additions thereto (substantial or otherwise) as shall be deemed necessary, appropriate, or advisable by any Proper Officer executing the same on behalf of and in the name of the Company, such approval to be evidenced conclusively by such execution;

#### **Sale Support Agreement**

**RESOLVED**, that the form, terms, and provisions of the proposed sale support agreement (the "Support Agreement") among the Sale Parties, Quad, and the Consenting Lenders (as defined and named therein), in substantially the form reviewed by the Board, are hereby approved, and each Proper Officer is hereby authorized on behalf of and in the name of the Company to cause the Company to enter into the Support Agreement;

**RESOLVED**, that the Proper Officers be, and each of them hereby is, on behalf of and in the name of the Company, authorized to cause to be prepared, to negotiate, execute, and deliver, and the Company is hereby authorized to perform its obligations under, the Support Agreement and such other documents, agreements, guaranties, instruments, financing statements, notices, undertakings, certificates, and other writings as may be required by, contemplated by, or in furtherance of the Support Agreement, each containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed necessary or appropriate by the Proper Officer so acting, and any amendments, restatements, amendments and restatements, supplements, or other modifications thereto, in each case with such changes therein and additions thereto (substantial or otherwise) as shall be deemed necessary, appropriate, or advisable by any Proper Officer executing the same on behalf of and in the name of the Company, such approval to be evidenced conclusively by such execution;

#### **Retention of Advisors**

**RESOLVED**, that the law firm of Cadwalader, Wickersham & Taft LLP be, and hereby is, employed under a general retainer as attorneys for the Company in connection with the Company's chapter 11 case, subject to approval by the Bankruptcy Court;

**RESOLVED**, that the law firm of Richards, Layton & Finger, P.A. be, and hereby is, employed as local Delaware counsel for the Company in connection with the Company's chapter 11 case, subject to approval by the Bankruptcy Court;

**RESOLVED**, that Perella Weinberg Partners LP be, and hereby is, employed as investment banker and financial advisor in connection with the Company's chapter 11 case, subject to approval by the Bankruptcy Court;

**RESOLVED**, that Alvarez & Marsal North America, LLC be, and hereby is, employed as restructuring advisor in connection with the Company's chapter 11 case, subject to approval by the Bankruptcy Court;

**RESOLVED**, that FTI Consulting, Inc. be, and hereby is, employed as managerial and communications consultants in connection with the Company's chapter 11 case, subject to approval by the Bankruptcy Court;

**RESOLVED**, that Kurtzman Carson Consultants LLC be, and hereby is, employed as claims and noticing agent in connection with the Company's chapter 11 case, subject to approval by the Bankruptcy Court;

**RESOLVED**, that the Authorized Persons be, and hereby are, authorized and empowered to employ and retain all assistance by legal counsel, accountants, financial advisors, restructuring advisors, and other professionals, subject to approval by the Bankruptcy Court, and to perform any and all further acts and deeds the Authorized Persons deem necessary, proper, or desirable in furtherance thereof with a view to the successful prosecution of the Company's chapter 11 case;

**Other Authorization and Ratification**

**RESOLVED**, that any Authorized Person is authorized and directed in the name and on behalf of the Company to take such actions and to make, sign, execute, acknowledge, and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may reasonably be required to give effect to the foregoing Resolutions, and to fully perform the terms and provisions thereof; and it is further

**RESOLVED**, that all actions taken by any Authorized Person prior to the date of the foregoing Resolutions adopted at this meeting and within the authority conferred, are hereby ratified, confirmed, and approved in all respects as the act and deed of the Company.

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

-----X

In re	:	Chapter 11
	:	
VERTIS HOLDINGS, INC.,	:	Case No. 12-_____ ( )
	:	
Debtor.	:	Joint Administration Requested

-----X

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 30 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the thirty (30) largest unsecured claims against the above-captioned debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, the “Debtors”), as set forth in Schedule 2 to the petition. This list has been prepared on a consolidated basis from the unaudited books and records of the Debtors. The list reflects amounts from the Debtors’ books and records as of October 9, 2012. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors’ chapter 11 cases. This list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date.<sup>1</sup>

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured, also state value of security) <sup>2</sup>
Pension Benefit Guaranty Corporation	Dept. of Insurance Supervision and Compliance 1200 K. Street N.W. Washington, D.C. 20005-4026	Pension Benefit	Contingent	Unliquidated

<sup>1</sup> The Debtors, in compiling this list, have not taken into account whether any creditors listed herein have or could have a valid mechanic’s lien.

<sup>2</sup> Amounts for trade debt are based on the Debtors’ account payable books and records as of October 9, 2012 and do not include obligations for goods in transit or unprocessed and unvouchered invoices. Funds being held by the Debtors on behalf of certain customers for future postage obligations are based on the Debtors’ books and records as of October 9, 2012.

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured, also state value of security) <sup>2</sup>
	Attn: Judith Starr, General Counsel Fax: (202) 326-4042			
Abitibi Bowater	Resolute Forest Products Inc. 111 Duke Street, Suite 5000 Montreal, QC H3C 2M1 Phone: (514) 875-2160 Fax: (514) 904-5029	Trade Debt	N/A	19,444,844.30
Sun Chemical Corporation	35 Waterview Boulevard Parsippany, NJ 07054-1285 Fax: (973) 404-6001 Phone: (973) 404-6000 Fax: (973) 404-6001	Trade Debt	N/A	18,660,065.12
Catalyst Paper	3600 Lysander Lane, 2nd Floor Richmond, BC V7B 1C3 Phone: (604) 247-4400 Fax: (604) 247-0512	Trade Debt	N/A	5,037,702.00
Valassis Direct Mail	One Targeting Centre Windsor, CT 0695 Phone: (860) 285-6100	Media Payable Liability	N/A	2,766,489.55
OneMain Financial	300 Saint Paul Place Baltimore, MD 21202 Phone: 1-877-550-6246	Direct Mail Postage Program	N/A	1,416,665.48
NewPage Corporation	8540 Gander Creek Drive Miamisburg, OH 45342 Phone: (937) 242-9345 Fax: (937) 242-9324	Trade Debt	N/A	1,194,247.15
Evergreen Packaging	5350 Poplar Ave, Suite 600 Memphis, TN 38119 Phone: (828) 454-0676 Fax: (828) 646-6101	Trade Debt	N/A	922,146.87
Eastman Kodak	343 State Street Rochester, NY 14650 Phone: (585) 722-2121	Trade Debt	N/A	911,038.52
CBA Industries	63 Pollock Avenue Jersey City, NJ 07305 Fax: (201) 524-9800	Media Payable Liability	N/A	868,352.42
ER Smith Associates Inc.	83 Tom Harvey Road Westerly, RI 02891 Attn: Frank Andaloro	Trade Debt	N/A	850,250.00

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured, also state value of security) <sup>2</sup>
	Phone: (401) 348-4000 Fax: (401) 348-4049			
United Parcel Service	55 Glenlake Parkway, N.E. Atlanta, GA 30328 Phone: (404) 828-6000 Fax: (404) 828-7666	Trade Debt	N/A	813,631.35
White Birch Paper Company	80 Field Point Road # 1 Greenwich, CT 06890-6416 Phone: (203) 661-3344 Fax: (203) 661-3349	Trade Debt	N/A	795,673.77
Norpac Paper Company	c/o Weyerhaeuser 33663 Weyerhaeuser Way South Federal Way, WA 98003 Fax: (360) 636-6881	Trade Debt	N/A	736,885.11
ALG Worldwide Logistics LLC	745 Dillon Drive Wood Dale, IL 60191 Phone: (630) 766-3900 Fax: (630) 350-7616	Trade Debt	N/A	688,522.46
Boise White Paper LLC	1111 West Jefferson Street Suite 200 Boise, ID 83702-5388 Phone: (208) 384-6161 Fax: (208) 384-7189	Trade Debt	N/A	643,397.35
NRTW	8001 Braddock Road Springfield, VA 22160 Fax: (703) 321-9319	Direct Mail Postage Program	N/A	636,549.98
Punch Graphix Americas	1375 East Irving Park Road Itasca, IL 60143 Phone: (630) 773-9905 Fax: (630) 438-7917	Trade Debt	N/A	627,184.30
FedEx Freight East	c/o FedEx Corporation 942 South Shady Grove Road Memphis, TN 38120 Fax: 1-800-548-3020	Trade Debt	N/A	604,209.19
Xpedx	6285 Tri-Ridge Boulevard Loveland, OH 45140 Phone: (513) 965-2900	Trade Debt	N/A	548,810.22



Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured, also state value of security) <sup>2</sup>
The Washington Post	1150 15th St. Washington, DC 20071 Phone: (202) 334-6000	Media Payable Liability	N/A	502,875.29
Chicago Tribune	Tribune Tower 435 North Michigan Avenue Chicago, IL 60611 Fax: (312) 222-4050	Media Payable Liability	N/A	489,302.89
Kruger Inc.	3285 Chemin Bedford Montreal, QC H3S 1G5 Fax: (514) 343-3124 Phone: (514) 737-1131 Fax: (514) 343-3124	Trade Debt	N/A	455,812.99
The Baltimore Sun	501 North Calvert Street Baltimore, MD 21278 Phone: (410) 332-6000 Fax: (410) 332-6864	Media Payable Liability	N/A	445,942.41
SP Newsprint Co.	245 Peachtree Center Ave. NE Suite 1800 Atlanta, GA 30303 Phone: (404) 979-6600 Fax: 404-979-6615	Trade Debt	N/A	434,825.68
Futuremark Paper	315 Post Road West Westport, CT 06880 Phone: (203) 202-7777 Fax: (207) 389-8237	Trade Debt	N/A	433,148.99
Tembec	405 The West Mall Suite 800 Toronto, ON M9C 5J1 Phone: (416) 775-2806 Fax: (416) 621-3119	Trade Debt	N/A	397,084.23
Sun Chemical Ltd. Canada	35 Waterview Boulevard Parsippany, NJ 07054-1285 Phone: (973) 404 6000 Fax: (973) 404-6001	Trade Debt	N/A	372,202.03
Verso Paper	6775 Lenox Center Court Suite 4000 Memphis, TN 38115 Fax: (901) 369-4174	Trade Debt	N/A	358,646.83

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured, also state value of security) <sup>2</sup>
Monroe Staffing Services	35 Corporate Drive Trumbull, CT 06611 Phone: (203) 268-8624 Fax: (203) 268-3169	Trade Debt	N/A	319,831.97

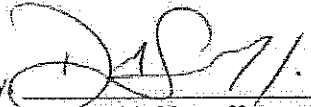
IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----x  
In re : Chapter 11  
VERTIS HOLDINGS, INC., :  
 : Case No. 12-\_\_\_\_ ( )  
 :  
Debtor. : Joint Administration Requested  
-----x

**DECLARATION REGARDING CONSOLIDATED LIST OF  
CREDITORS HOLDING THIRTY LARGEST UNSECURED CLAIMS**

I, David Glogoff, am authorized to sign on behalf of Vertis Holdings, Inc., the debtor in this case (the "Debtor"), and I declare under penalty of perjury that I have reviewed the List of Creditors Holding Thirty Largest Unsecured Claims of the Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court submitted herewith, and that such list is true and correct to the best of my information and belief.

Dated: October 10, 2012

By   
Name: David Glogoff  
Title: Secretary

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

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In re	:	Chapter 11
VERTIS HOLDINGS, INC.,	:	Case No. 12-____ ( )
Debtor.	:	Joint Administration Requested


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**CORPORATE OWNERSHIP STATEMENT**  
**PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1**

Pursuant to Fed. R. Bankr. P. 1007(a)(1) and 7007.1, the undersigned authorized agent of Vertis Holdings, Inc. declares under penalty of perjury that the following are entities that directly or indirectly own 10% or more of any class of Vertis Holdings, Inc.'s equity interests:

Alden Global Capital  
Alden Global Distressed Opportunities Master Fund L.P.  
Citigroup Global Markets, Inc.  
Troop Capital Management

Dated: October 10, 2012

By:   
Name: David Glogoff  
Title: Secretary

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

-----X

In re	:	Chapter 11
	:	
VERTIS HOLDINGS, INC.,	:	Case No. 12-____ ( )
	:	
Debtor,	:	Joint Administration Requested

-----X

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders, which is prepared in accordance with Fed. R. Bankr. P. 1007(a)(3) for filing in this chapter 11 case.<sup>1</sup>

Name and last known address or place of business of holder	Security Class	Number of Securities
ADRIAN E ORTIZ CHEVREZ PMB 130 1353 CARR 19 GUAYNABO PR 00966-2700	Corporate Stock Class CR1	31
AHAB DISTRESSED LP 299 PARK AVENUE NEW YORK NY 10171	Corporate Stock Class CR1	2260
AJIT S SAMPAT 907 DAVID WALKER DR. TAVARES FL 32778-5714	Corporate Stock Class CR1	39
ALDEN GLOBAL DISTRESSED OPPORTUNITIES MASTER FUND LP C/O SMITH MANAGEMENT LLC 885 THIRD AVENUE 34TH FL NEW YORK NY 10022	Corporate Stock Class CR1	2109198

<sup>1</sup> The list of the Debtor's equity security holders is based upon information provided by the Debtor's transfer agent, Computershare, Ltd., and is current as of October 8, 2012.

Name and last known address or place of business of holder	Security Class	Number of Securities
ALDEN GLOBAL DISTRESSED OPPORTUNITIES MASTER FUND LP C/O SMITH MANAGEMENT LLC 885 THIRD AVENUE 34TH FL NEW YORK NY 10022	Corporate Stock Class CR2	4235861
ALDEN GLOBAL VALUE RECOVERY MASTER C/O SMITH MANAGEMENT LLC 885 THIRD AVENUE 34TH FL NEW YORK NY 10022	Corporate Stock Class CR1	61103
ALDEN GLOBAL VALUE RECOVERY MASTER C/O SMITH MANAGEMENT LLC 885 THIRD AVENUE 34TH FL NEW YORK NY 10022	Corporate Stock Class CR2	143794
ALDEN GLOBAL VALUE RECOVERY MASTER FUND LP C/O SMITH MANAGEMENT LLC ATTN ALEX ZYNGIER 885 THIRD AVE 34TH FL NEW YORK NY 10022	Corporate Stock Class CR1	41029
ALDEN GLOBAL VALUE RECOVERY MASTER FUND LP C/O SMITH MANAGEMENT LLC ATTN ALEX ZYNGIER 885 THIRD AVE 34TH FL NEW YORK NY 10022	Corporate Stock Class CR2	66001
ALJ CAPITAL MANAGEMENT LLC 6300 WILSHIRE BLVD STE NO 700 LOS ANGELES CA 90048	Corporate Stock Class CR1	8525
ALJ CAPITAL MANAGEMENT LLC 6300 WILSHIRE BLVD STE NO 700 LOS ANGELES CA 90048	Corporate Stock Class CR2	20065
ALJ CAPITAL MANAGEMENT LLC 6300 WILSHIRE BLVD STE NO 700 LOS ANGELES CA 90048	Corporate Stock Class CR1	41149
ALJ CAPITAL MANAGEMENT LLC 6300 WILSHIRE BLVD STE NO 700 LOS ANGELES CA 90048	Corporate Stock Class CR2	96838
AMIL GARGANO 3716 REGATTA PLACE DOUGLASTON NY 11363	Corporate Stock Class CR1	79

Name and last known address or place of business of holder	Security Class	Number of Securities
ANCHOR WELL & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	839
ANDREW KAMINSKI 57 DEERFIELD ROAD WAYNE NJ 07470	Corporate Stock Class CR1	24
ARNOLD FAMILY BVS LLC ATT JAMES B ARNOLD 1930 PORT RAMSGATE NEWPORT BEACH CA 92660	Corporate Stock Class CR1	7
BANCO SANTANDER INTL 1401 BRICKELL AVENUE SUITE 200 MIAMI FL 33131	Corporate Stock Class CR1	99
BARBARA S DAVIS 91 CENTRAL PARK WEST NEW YORK NY 10023	Corporate Stock Class CR1	119
BARCLAYS BANK PLC C/O RICHARD HOGAN 70 HUDSON STREET 7TH FLOOR JERSEY CITY NJ 07302	Corporate Stock Class CR1	426973
BARCLAYS BANK PLC C/O RICHARD HOGAN 70 HUDSON STREET 7TH FLOOR JERSEY CITY NJ 07302	Corporate Stock Class CR2	964479
BARCLAYS CAPITAL INC 745 7TH AVE NEW YORK NY 10019	Corporate Stock Class CR1	47446
BARCLAYS CAPITAL INC 745 7TH AVE NEW YORK NY 10019	Corporate Stock Class CR2	36010
BELIA PALAS 2005 MEDFORD DRIVE MONTEBELLO CA 90640	Corporate Stock Class CR1	14
BERNICE GIMBLEMAN 472 MOUNTAINVIEW AVENUE STATEN ISLAND NY 10314	Corporate Stock Class CR1	198
BETTY W BAER 12 SONNYS LANE WAPWALLOPEN PA 18660	Corporate Stock Class CR1	15

Name and last known address or place of business of holder	Security Class	Number of Securities
BIENVENU FOSTER RYAN & OBANNON 401K CORP FBO GREGORY J MCDONALD 1010 COMMON STREET STE 2200 NEW ORLEANS LA 70112	Corporate Stock Class CR1	15
BIENVENU FOSTER RYAN & OBANNON 401K CORP FBO GREGORY J MCDONALD 1010 COMMON STREET STE 2200 NEW ORLEANS LA 70112	Corporate Stock Class CR1	7
BOENNING E SCATTERGOOD 401K HAROLD SCATTERGOOD TTEE UA 1-1-87 FBO ROGER BARTHMAIER 1102 QUINARD COURT AMBLER PA 19002	Corporate Stock Class CR1	5
BRANDY DIBICCARI & DONALD DIBICCARI JT TEN 9807 FOREST HILL DRIVE DOUGLASVILLE GA 30135	Corporate Stock Class CR1	12
BRENCOURT CREDIT OPPORTUNITIES MASTER LTD 280 PARK AVENUE 30TH FLOOR NEW YORK NY 10017	Corporate Stock Class CR1	117899
BRENCOURT CREDIT OPPORTUNITIES MASTER LTD 280 PARK AVENUE 30TH FLOOR NEW YORK NY 10017	Corporate Stock Class CR2	277452
BRIAN K SCHMID 12832 W DESERT GLEN DR SUN CITY WEST AZ 85375-4823	Corporate Stock Class CR1	8
BROWNSTONE INVESTMENT GROUP LLC 505 5TH AVE FL 10 NEW YORK NY 10017-4921	Corporate Stock Class CR1	60
BUFFALO PARTNERS PA LTD A PARTNERSHIP STUART MILLS 9865 CYPRESS POINT CIRCLE LONE TREE CO 80124	Corporate Stock Class CR1	10



Name and last known address or place of business of holder	Security Class	Number of Securities
CAPEWAY & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	2955
CAPEWAY & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	66436
CARGOLAMP & CO FBO ASSET ALLOC BALANCE PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	593
CARGOLAMP & CO FBO ASSET ALLOC CONSERVE PORTFOLIO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	278
CARGOLAMP & CO FBO ASSET ALLOC GROWTH PORTFOLIO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	585
CARGOLAMP & CO FBO FBO HIGH YIELD FUND PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	8815
CARGOLAMP & CO FBO HIGH INCOME CONVERTIBLE FUND PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	481
CARGOLAMP & CO FBO INCOME OPPORTUNITY FUND PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	11
CARGOLAMP & CO FBO INTERMEDIATE INCOME FUND PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	734
CARGOLAMP & CO FBO PCM DIVERSIFIED INCOME TRUST PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	521

Name and last known address or place of business of holder	Security Class	Number of Securities
CARGOLAMP & CO FBO PCM HIGH YIELD FUND PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	2187
CARGOLAMP & CO FBO PREMIER INCOME FUND PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	1450
CARGOLAMP & CO FBO PUT COLL ADV GAA BALANCED PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	423
CARGOLAMP & CO FBO PUT COLL ADV GAA CONSERVATIVE PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	142
CARGOLAMP & CO FBO PUT COLL ADV GAA GROWTH PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	357
CARGOLAMP & CO FBO PUTNAM HIGH YIELD FXD INC TRUST PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	30
CARGOLAMP & CO FBO VT TRUST GLOBAL ASSET ALL PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	115
CAROL B GESNER 2 FERRY LANE BRANSFORD CT 06405	Corporate Stock Class CR1	7
CAROLYL L RADFORD 2674 S SANTA FE WICHITA KS. 67216-1131	Corporate Stock Class CR1	7
CETUS CAPITAL LLC C/O LITTEJOHN & CO 8 SOUND SHORE STE 303 GREENWICH CT 06830	Corporate Stock Class CR1	48698
CETUS CAPITAL LLC C/O LITTEJOHN & CO 8 SOUND SHORE STE 303 GREENWICH CT 06830	Corporate Stock Class CR2	114591

Name and last known address or place of business of holder	Security Class	Number of Securities
CHANNELBAY & CO C/O STATE STREET BANK & TRUST PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	8371
CHARLES A HORN 5 CAVRAY RD NORWALK CT 06855-2232	Corporate Stock Class CR1	27
CHARLES SCHWAB & CO CUST FBO JOHNSON BONITTO MURRAY IRA CONTRIB SECURITIES OPERATIONS DEPT 1958 SUMMIT DRIVE ORLANDO FL 32810	Corporate Stock Class CR1	87
CHARLES SCHWAB & CO CUST FBO KERRY IAN NEWMAN SEP IRA SECURITIES OPERATIONS DEPT 1958 SUMMIT DRIVE ORLANDO FL 32810	Corporate Stock Class CR1	31
CHRYSTAL DAWN LASHLEY 38 LEELANAU DR SYLVA NC 28779-7444	Corporate Stock Class CR1	7
CIBC WORLD MARKETS CORP HY RUNOFF DEBT TRADING 300 MADISON AVENUE 5TH FLOOR NEW YORK NY 10017	Corporate Stock Class CR1	5
CINDY DIBICCARI & DONALD DIBICCARI JT TEN 9807 FOREST HILL DRIVE DOUGLASVILLE GA 30135	Corporate Stock Class CR1	12
CITADEL SECURITIES LLC 131 S DEARBORN STREET 10TH FLOOR CHICAGO IL 60603	Corporate Stock Class CR1	226982
CITIGROUP GLOBAL MARKETS INC ATTN KEN ZINGALE 111 WALL STREET NEW YORK NY 10005	Corporate Stock Class CR1	429420
CITIGROUP GLOBAL MARKETS INC ATTN KEN ZINGALE 111 WALL STREET NEW YORK NY 10005	Corporate Stock Class CR2	1010549

Name and last known address or place of business of holder	Security Class	Number of Securities
CITIGROUP GLOBAL MARKETS INC FBO ARCHVIEW CREDIT OPPORTUNITIES FUND LP ATTN: FIPB ASSET SERVICING 111 WALL STREET 4TH FLOOR NEW YORK NY 10005	Corporate Stock Class CR1	67044
CITIGROUP GLOBAL MARKETS INC FBO ARCHVIEW CREDIT OPPORTUNITIES FUND LP ATTN: FIPB ASSET SERVICING 111 WALL STREET 4TH FLOOR NEW YORK NY 10005	Corporate Stock Class CR2	157775
CITIGROUP GLOBAL MARKETS INC FBO ARCHVIEW CREDIT OPPORTUNITIES MASTER FUND LTD ATTN: FIPB ASSET SERVICING 111 WALL STREET 4TH FLOOR NEW YORK NY 10005	Corporate Stock Class CR1	128700
CITIGROUP GLOBAL MARKETS INC FBO ARCHVIEW CREDIT OPPORTUNITIES MASTER FUND LTD ATTN: FIPB ASSET SERVICING 111 WALL STREET 4TH FLOOR NEW YORK NY 10005	Corporate Stock Class CR2	302869
CITY NATIONAL BANK TR ARROW INVESTMENT PARTNERS 555 SOUTH FLOWER STREET 10TH FLOOR LOS ANGELES CA 90071	Corporate Stock Class CR1	12
CLARIDEN LEU ZURICH REGULAR WITHHOLDING TAX POOL C/O BROWN BOTHERS HARIMAN & CO 140 BROADWAY NEW YORK NY 10005	Corporate Stock Class CR1	23
CLARK BROZA & VALERIE L KATZ BROZA JT TEN 215 HILLAIR CIRCLE WHITE PLAINS NY 10605	Corporate Stock Class CR1	20
COAST ASSET MANAGEMENT LLC 2450 COLORADO AVENUE STE 100 EAST TOWER SANTA MONICA CA 90404	Corporate Stock Class CR1	83419

Name and last known address or place of business of holder	Security Class	Number of Securities
COAST ASSET MANAGEMENT LLC 2450 COLORADO AVENUE STE 100 EAST TOWER SANTA MONICA CA 90404	Corporate Stock Class CR2	196299
CONTEGO LLC 885 THIRD AVENUE 34TH FLOOR NEW YORK NY 10022	Corporate Stock Class CR1	65655
CREDIT SUISSE SECURITIES (USA) LLC ATTN RONALD GOTZ ELEVEN MADISON AVENUE 5TH FLOOR NEW YORK NY 10010	Corporate Stock Class CR1	4703
CREDIT SUISSE ZURICH REGULAR WITHHOLDING TAX POOL C/O BROWN BOTHERS HARIMAN & CO 140 BROADWAY NEW YORK NY 10005	Corporate Stock Class CR1	214
DALE E BENNETT ANNA BENNETT TR BENNETT FAM PRY MGMT TR UA 8/16/05 15 CHESIRE COURT SAN ANTONIO TX 78218	Corporate Stock Class CR1	3
DANIEL J LANGAN PO BOX 4532 LAGUNA BEACH CA 92652	Corporate Stock Class CR1	4
DAVE SARGENT PO BOX 228 PRAIRE GROVE AR 72753	Corporate Stock Class CR1	3
DAVID J SEDOR & LEE ANN SEDOR JT TEN 700 WYOMING WYOMING PA 18644	Corporate Stock Class CR1	19
DAVID J SEDOR TR NEUROLOGICAL SPECIALTIES MPP/PS 150 MUNDY ST MEDICAL ARTS BUILDING WILKES BARRE PA 18702	Corporate Stock Class CR1	7
DAVID KELLEY & LYNN A KELLEY TEN COM 171 FOREST ROAD MOUNTAIN TOP PA 18707	Corporate Stock Class CR1	15

Name and last known address or place of business of holder	Security Class	Number of Securities
DB SECURITIES SERVICES NJ INC RE DEUTSCHE BANK SECURITIES INC 100 PLAZA ONE JERSEY CITY NJ 07311-3988	Corporate Stock Class CR2	40490
DEEP OCEAN & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	63
DEUTSCHE BANK SECS INC FBO DEUTSCHE BANK AG LONDON ATTN JENNIFER AURBACH 60 WALL STREET 4TH FLOOR NEW YORK NY 10005	Corporate Stock Class CR1	22372
DONALD DIBICCARI & MAUREEN G DIBICCARI TR THE DIBICCARI FAMILY TRUST UA DTD11/04/1997 9807 FOREST HILL DRIVE DOUGLASVILLE GA 30135	Corporate Stock Class CR1	42
DORIS ASTEAK 1152 BUSHKILL STREET EASTON PA 18042	Corporate Stock Class CR1	26
DOROTHY M BLAHA 2641 BOSTON POST ROAD GUILFORD CT 06437	Corporate Stock Class CR1	15
DOROTHY WINKLE TOD WINKLE FAMILY IRREVOC TRUST SUBJECT TO STA TOD RULES 815 DERBY MILFORD ROAD ORANGE CT 06477	Corporate Stock Class CR1	15
DUNE CAPITAL INTERNATIONAL LTD C/O DUNE CAPITAL MANAGEMENT LP 623 FIFTH AVENUE NEW YORK NY 10022	Corporate Stock Class CR1	5294
DUNE CAPITAL LP C/O DUNE CAPITAL MANAGEMENT LP 623 FIFTH AVENUE NEW YORK NY 10022	Corporate Stock Class CR1	3241
E TRADE CUST DONALD DIBICCARI IRA HARBORSIDE FINL CENTER 501 PLAZA 2 JERSEY CITY NJ 07311	Corporate Stock Class CR1	16

Name and last known address or place of business of holder	Security Class	Number of Securities
E TRADE CUST MATTHEW DAVID ALLEN IRA HARBORSIDE FINL CENTER 501 PLAZA 2 JERSEY CITY NJ 07311	Corporate Stock Class CR1	11
E TRADE CUST TROY L PHILLIPS IRA HARBORSIDE FINL CENTER 501 PLAZA 2 JERSEY CITY NJ 07311	Corporate Stock Class CR1	1
E*TRADE CLEARING FBO PETER J CHOCHOLAK ROTH IRA 6519-1745 ATTN JOANN SANTIAGO 2 JOURNAL SQ 5TH FLOOR JERSEY CITY NJ 07306	Corporate Stock Class CR1	1335
EDWARD D JONES & CO CUST FBO DEAN H HUGHES IRA ATTN KAY HELD 130 EDWARD JONES BLVD 6TH MARYLAND HTS MO 63043	Corporate Stock Class CR1	1
ELAINE AMDUR 196 JAMES STREET KINGSTON PA 18704	Corporate Stock Class CR1	27
ELIZABETH T BLANK PO BOX 1330 TWIN PEAKS CA 92391	Corporate Stock Class CR1	19
EUGENE ROZAZ & MARY ROZAZ 2000 CHARITABLE REMAINDER TRUST LIVING TRUST 247 FLORIDA STREET BATON ROUGE LA 70801	Corporate Stock Class CR1	1
FIDELITY SICAV FUNDS US HIGH INCOME 2 2A RUE ALBERT BORSCHETTE BP 2174 D L 1021 LUXEMBOURG	Corporate Stock Class CR1	1160
FIRST CLEARING LLC 2801 MARKET STREET SAINT LOUIS MO 63103	Corporate Stock Class CR1	1
FLAGSTICK ENHANCED CREDIT MASTER FUND LTD 50 TICE BOULEVARD WOODCLIFF LAKE NJ 07677	Corporate Stock Class CR1	44013

Name and last known address or place of business of holder	Security Class	Number of Securities
FLAGSTICK ENHANCED CREDIT MASTER FUND LTD 50 TICE BOULEVARD WOODCLIFF LAKE NJ 07677	Corporate Stock Class CR2	103561
FLORESCUE FAMILY CORP 50 E SAMPLE RD 400 POMPANO BEACH FL 33064-3552	Corporate Stock Class CR1	25
FMT CO CUST IRA FBO CLARK BROZA 215 HILLAIR CIRCLE WHITE PLAINS NY 10605	Corporate Stock Class CR1	41
FMT CO CUST IRA FBO DONALD M CUBA 17021 PEMBROKE AVENUE TINLEY PARK IL 60477	Corporate Stock Class CR1	1
FMT CO CUST IRA FBO SCOTT WILLIAM VALLAR 21 BISBEE LANE BEDFORD HILLS NY 10507	Corporate Stock Class CR1	29
FMT CO CUST IRA ROLLOVER FBO VINCENT PATRICK SCOTTON 11 VOORHEES CIRCLE HILLSBOROUGH NJ 08844	Corporate Stock Class CR1	3
FMT TR FRP PS A C SCIENTIAL ENGINEERING WEST FBO R L BAKER ROBERT L BAKER P ADM PO BOX 8 NEWBERG OR 97132	Corporate Stock Class CR1	39
FMT C CUST ROTH IRA FBO PAUL RILEY 38 CIRCLE ROAD FLORHAM PARK NJ 07932	Corporate Stock Class CR1	5
FRANCIS BOULTON & KAREN BOULTON JT TEN 43 S BAY AVE BRIGHTWATERS NY 11718	Corporate Stock Class CR1	51
FRANKLIN KEPNER JR TTEE WILLIAM A REITNER TRUST UW FBO GEORGE BIERLY 123 WEST FRONT STREET BERWICK PA 18603	Corporate Stock Class CR1	15
FREDERIC C RIPLEY & LUCILLE RIPLEY TR FC & L RIPLEY FAMILY TRUST UA 04/19/95 91 CREST ROAD EAST ROLLING HILLS CA 90274	Corporate Stock Class CR1	186



Name and last known address or place of business of holder	Security Class	Number of Securities
FREDERICK O BAUER PO BOX 162 UNIT 30 12 16 MONTRI ROAD 83000 PHUKET THAILAND	Corporate Stock Class CR1	27
GARY S JANACEK & SANDRA A JANACEK JT TEN 16110 BROADWATER CROSBY TX 77532	Corporate Stock Class CR1	19
GEORGE DAOUDIAN & KAREN DAOUDIAN COMMUNITY PROPERTY 1304 S SUNNYSIDE FRESNO CA 93727	Corporate Stock Class CR1	23
GEORGE M NEVERS & MARGARET J NEVERS TEN COM 4120 E NORTHAMPTON PL HOUSTON TX 77098-5252	Corporate Stock Class CR1	51
GERARD P MURRAY & DIANE M MURRAY JT TEN 157 EAST CHERRY STREET DUSHORE PA 18614	Corporate Stock Class CR1	47
GERLACH & CO FBO CITIBANK LUX PO BOX 7247 7057 PHILADELPHIA PA 19170	Corporate Stock Class CR1	1812
GERLACH & CO FBO CITIBANK LUX PO BOX 7247 7057 PHILADELPHIA PA 19170	Corporate Stock Class CR1	433
GERLACH & CO FBO CLEARSTREAM PO BOX 7247 7057 PHILADELPHIA PA 19170	Corporate Stock Class CR1	425
GERLACH & CO FBO LEHMAN BROS PO BOX 7247 7057 PHILADELPHIA PA 19170	Corporate Stock Class CR1	9963
GERLACH & CO FBO MGF STRATEGIC INCOME FUND CITIBANK NA 333 WEST 34TH ST 3RD FL ATTN KEITH WHYTE REF 202220 NEW YORK NY 10001	Corporate Stock Class CR2	1437
GERLACH & CO FBO MGF US SPECIAL OPPORTUNITIES FUND CITIBANK NA 333 WEST 34TH ST 3RD FL ATTN KEITH WHYTE REF 202220 NEW YORK NY 10001	Corporate Stock Class CR2	2828

Name and last known address or place of business of holder	Security Class	Number of Securities
GILDA BETH P DURENBERGER 115 COLONADE CIRCLE NAPLES FL 34103	Corporate Stock Class CR1	7
GLENN R GUYTON 2732 S PADRE ISLAND DR #249 CORPUS CHRISTI TX 78415	Corporate Stock Class CR1	6
GOLA H FOREACRE & CHESTER FOREACRE SR JT TEN 12700 BARTRAM PARK BLVD 215 JACKSONVILLE FL 32258	Corporate Stock Class CR1	27
GOLDMAN SACHS AND CO 30 HUDSON STREET 4TH FLOOR REORG EDDIE JERSEY CITY NJ 07302	Corporate Stock Class CR1	77972
GOLDMAN SACHS AND CO 30 HUDSON STREET 4TH FLOOR REORG EDDIE JERSEY CITY NJ 07302	Corporate Stock Class CR2	141086
GREATREEF & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	99
GREGORY VAITEKUNAS 2931 FAIRMONT STREET FALLS CHURCH VA 22042	Corporate Stock Class CR1	7
HARE & CO C/O THE BANK OF NEW YORK MELLON 525 WILLIAM PENN PL RM 300 PITTSBURGH PA 15259	Corporate Stock Class CR1	521
HARE & CO C/O THE BANK OF NEW YORK MELLON 525 WILLIAM PENN PL RM 300 PITTSBURGH PA 15259	Corporate Stock Class CR1	795
HARE & CO C/O THE BANK OF NEW YORK MELLON 525 WILLIAM PENN PL RM 300 PITTSBURGH PA 15259	Corporate Stock Class CR1	1192
HARE & CO C/O THE BANK OF NEW YORK MELLON 525 WILLIAM PENN PL RM 300 PITTSBURGH PA 15259	Corporate Stock Class CRI	1368

Name and last known address or place of business of holder	Security Class	Number of Securities
HARE & CO C/O THE BANK OF NEW YORK MELLON 525 WILLIAM PENN PL RM 300 PITTSBURGH PA 15259	Corporate Stock Class CR1	1547
HARE & CO C/O THE BANK OF NEW YORK MELLON 525 WILLIAM PENN PL RM 300 PITTSBURGH PA 15259	Corporate Stock Class CR1	2063
HARE & CO C/O THE BANK OF NEW YORK MELLON 525 WILLIAM PENN PL RM 300 PITTSBURGH PA 15259	Corporate Stock Class CR1	13560
HARE & CO C/O THE BANK OF NEW YORK MELLON 525 WILLIAM PENN PL RM 300 PITTSBURGH PA 15259	Corporate Stock Class CR1	24440
HARE & CO C/O THE BANK OF NEW YORK MELLON 525 WILLIAM PENN PL RM 300 PITTSBURGH PA 15259	Corporate Stock Class CR1	70450
HARE & CO C/O THE BANK OF NEW YORK MELLON 525 WILLIAM PENN PL RM 300 PITTSBURGH PA 15259	Corporate Stock Class CR2	719
HARE & CO C/O THE BANK OF NEW YORK MELLON 525 WILLIAM PENN PL RM 300 PITTSBURGH PA 15259	Corporate Stock Class CR2	31193
HARE & CO C/O THE BANK OF NEW YORK MELLON 525 WILLIAM PENN PL RM 300 PITTSBURGH PA 15259	Corporate Stock Class CR1	3094
HARE & CO C/O THE BANK OF NEW YORK MELLON 525 WILLIAM PENN PL RM 300 PITTSBURGH PA 15259	Corporate Stock Class CR1	11929
HAROLD G FOX REV TR UAD 7-24-97 6702 LAURELWOOD AVENUE BALTIMORE MD 21209	Corporate Stock Class CR1	20

Name and last known address or place of business of holder	Security Class	Number of Securities
HENRY F GEORGE TR HENRY GEORGE LIVING TRUST UA 1/4/00 4133 W WILSON ST SPACE 50 BANNING CA 92220	Corporate Stock Class CR1	15
HIGHLAND CRUSADER OFFSHORE PARTNERS LP C/O JEFFERIES 705 PLAZA THREE 7TH FL JERSEY CITY NJ 07311	Corporate Stock Class CR1	6362
HORACIO N PERTICA & NILDA A PERTICA JT TEN 16522 SW 64TH TER MIAMI FL 33193-5628	Corporate Stock Class CR1	1
HOWARD L STIER 206 SAUL ST HUTTO TX 78634-3320	Corporate Stock Class CR1	36
HSBC DISTRESSED OPPORTUNITY MASTER FUND LTD ATTN RICKY LIU 452 FIFTH AVENUE FLOOR 7 NEW YORK NY 10018	Corporate Stock Class CR1	84968
HSBC DISTRESSED OPPORTUNITY MASTER FUND LTD ATTN RICKY LIU 452 FIFTH AVENUE FLOOR 7 NEW YORK NY 10018	Corporate Stock Class CR2	171609
INGALLS & SNYDER LLC 61 BROADWAY 31ST FLOOR NEW YORK NY 10006	Corporate Stock Class CR1	69
INTERPOLIS PENSIOENEN GLOBAL HIGH YIELD POOL 1 POST OFFICE SQUARE BOSTON MA 02109	Corporate Stock Class CR1	340
IRA FBO CAROL ANN ROSSI C/O PERSHING LLC 1 PERSHING PLAZA 7TH FL JERSEY CITY NJ 07399	Corporate Stock Class CR1	10

Name and last known address or place of business of holder	Security Class	Number of Securities
JANE DOWE 16225 ERIN STREET FRASER MI 48026	Corporate Stock Class CR1	3
JAYVEE & CO TD ACCOUNT 1038 MELLON ACCOUNT TDKFI038002 PO BOX 611 COMMERCE COURT POSTAL STATION TORONTO M5L 1L7 CANADA	Corporate Stock Class CR1	9311
JEAN S HIRSCH 19064 STATE ROUTE 706 MONTROSE PA 18801	Corporate Stock Class CR1	39
JEFFERY SAFFER & JUDY SAFFER ADM EST OF HAROLD M GOLDMAN 22 HUNTS POINT ROAD CAPE ELIZABETH ME 04107	Corporate Stock Class CR1	1
JEFFREY GELONECK 2667 SKYVIEW GROVE COURT HOUSTON TX 77047	Corporate Stock Class CR1	1
JERRY ROB SCOTT 32907 CIRRUS WAY EAGLE RIVER AK 99577	Corporate Stock Class CR1	200
JOHN H KELLY & RUTH R KELLY JT TEN 1107 W JEFFERSON STREET JOLIET IL 60435	Corporate Stock Class CR1	2
JOHN HANCOCK FUNDS II HIGH INCOME FUND 101 HUNTINGTON AVENUE 6TH FLOOR BOSTON MA 02199	Corporate Stock Class CR2	140495
JOHN HANCOCK FUNDS II STRATEGIC INCOME OPPORTUNITIES FUND 101 HUNTINGTON AVENUE 6TH FLOOR BOSTON MA 02199	Corporate Stock Class CR2	77754
JOHN HANCOCK HIGH YIELD FUND 101 HUNTINGTON AVENUE 6TH FLOOR BOSTON MA 02199	Corporate Stock Class CR2	243875
JOHN HANCOCK INVESTORS TRUST 101 HUNTINGTON AVENUE 6TH FLOOR BOSTON MA 02199	Corporate Stock Class CR2	23871

Name and last known address or place of business of holder	Security Class	Number of Securities
JOHN HANCOCK STRATEGIC INCOME FUND 101 HUNTINGTON AVENUE 6TH FLOOR BOSTON MA 02199	Corporate Stock Class CR2	210619
JOHN J POPULAR 1606 BEACH TRAIL INDIAN RK BCH FL 33785	Corporate Stock Class CR1	43
JOHN TYRONE 12625 76 AVE N SEMINOLE FL 33776	Corporate Stock Class CR1	5
JOSEPH D BROSTMAYER 122 PEGASUS DRIVE JUPITER FL 33477	Corporate Stock Class CR1	106
JOSEPH W BLAHA JR TRUST D BLAHA J BLAHA III SUCC TR 2641 BOSTON POST ROAD GUILFORD CT 06437	Corporate Stock Class CR1	15
JUAN VIDAL PAGAN PO BOX 21480 SAN JUAN PR 00928-1480	Corporate Stock Class CR1	31
JUDY BECKER CUST FBO GERTRUDE MERKEL TOD SUBJECT TO STA TOD RULES 215 E 68TH ST APT 6T NEW YORK NY 10065-5721	Corporate Stock Class CR1	30
JUDY BECKER CUST GERTRUDE MERKEL UGMA NY 215 E 68TH ST APT 6T NEW YORK NY 10065-5721	Corporate Stock Class CR1	10
JUNE A SMITH 405 WASHINGTON STREET CAMBRIDGE MD 21613	Corporate Stock Class CR1	3
KAREN M WALZ & RONALD C WALZ JT TEN 1 PERSHING PLAZA 7TH FLOOR JERSEY CITY NJ 07399	Corporate Stock Class CR1	2158
KENNETH F POTASHNER SEP PROP TRUST 6603 CALLE PONTE BELLA RCHO SANTA FE CA 92091-0205	Corporate Stock Class CR1	74

Name and last known address or place of business of holder	Security Class	Number of Securities
KENNETH N MORRIS & BARBARA J MORRIS CO TTEE OF KENNETH & BARBARA MORRIS LVG TR DTD 5-8-03 935 VISTA LAGO WAY BOULDER CITY NV 89005	Corporate Stock Class CR1	11
L DEBORAH VALENTINE 9 COPRA LANE PAC PALISADES CA 90272	Corporate Stock Class CR1	4
LC CAPITAL MASTER FUND LTD C/O LAMPE CONWAY & CO LLC 680 FIFTH AVE 12TH FLOOR NEW YORK NY 10019	Corporate Stock Class CR1	3543
LGT MULTI MANAGER BEND HIGH YIELD 1 POST OFFICE SQUARE BOSTON MA 02109	Corporate Stock Class CR1	409
LPL FINANCIAL FBO ERIC C RIPLEY FAMILY TR 9785 TOWN CENTRE DRIVE SAN DIEGO CA 92121	Corporate Stock Class CR1	22
LUCILLE RIPLEY 91 CREST ROAD EAST ROLLING HILLS CA 90274	Corporate Stock Class CR1	11
LUCY WYATT 4609 EDGEFIELD ROAD BETHESDA MD 20814	Corporate Stock Class CR1	7
LUIS VIDAL PAGAN PO BOX 21480 SAN JUAN PR 00928-1480	Corporate Stock Class CR1	31
M PIZZUTI & D PIZZUTI TR DORVATO PIZZUTI FLITE REV TR UA 14911 CELLE WAY NAPLES FL 34110	Corporate Stock Class CR1	636
MANUEL MATIENZO & CONCHITA ECHEVARRIA DE MATIENZO TEN COM URB VIATMAR MARINA OESTE B15 AVE GALICIA CAROLINA PR 00983-1500	Corporate Stock Class CR1	15
MARCO SCATA 6/18 COOGEE BAY ROAD RANDWICK NEW SOUTH WALES 36	Corporate Stock Class CR1	2

Name and last known address or place of business of holder	Security Class	Number of Securities
MARIA T OLABARRIET GILOMINI COND MONTEBELLO APT B 104 7TH FLOOR TRUJILLO ALTO PR 00976	Corporate Stock Class CR1	15
MARIAN F SCHENDEL 9856 SW KABLE ST TIGARD OR 97224-4679	Corporate Stock Class CR1	10
MARILYN BLIDEN TR UA DTD 12/10/01 MARILYN BLIDEN TRUST 5302 LANDON CIRCLE BOYNTON BEACH FL 33437-1670	Corporate Stock Class CR1	25
MARY A CLEVINGER 111 FIRST AVENUE SW GLEN BURNIE MD 21061-3453	Corporate Stock Class CR1	15
MARY B PEDANO 199 ISLAND JUPITER FL 33477	Corporate Stock Class CR1	25
MARY LEE ZETTER 610 HARBOUR DRIVE ANNAPOLIS MD 21403	Corporate Stock Class CR1	7
MASTER CREDIT OPPORTUNITIES I C/O MAST CAPITAL MANAGEMENT LLC 200 CLARENDON ST 51ST FLOOR BOSTON MA 02116	Corporate Stock Class CR1	22
MASTER CREDIT OPPORTUNITIES I C/O MAST CAPITAL MANAGEMENT LLC 200 CLARENDON ST 51ST FLOOR BOSTON MA 02116	Corporate Stock Class CR2	40
MAURICE STRONGWATER 3234 W CONGRESS STREET ALLENTOWN PA 18104	Corporate Stock Class CR1	7
MERRILL LYNCH PIERCE FENNER & SMITH 100 WEST 33RD STREET 3RD FL ATTN REORG DEPT NY1 509 03 05 NEW YORK NY 10001	Corporate Stock Class CR1	88938
MERRILL LYNCH PIERCE FENNER & SMITH 100 WEST 33RD STREET 3RD FL ATTN REORG DEPT NY1 509 03 05 NEW YORK NY 10001	Corporate Stock Class CR2	209278



Name and last known address or place of business of holder	Security Class	Number of Securities
MERRILL LYNCH PIERCE FENNER & SMITH INC FBO ROBERT LEVINE 4804 DEER LAKE DRIVE EAST BUILDING 3 4TH FLOOR JACKSONVILLE FL 32246	Corporate Stock Class CR1	150
MICHAEL A PISANO & MARY PISANO JT TEN 74 BRYDEN STREET PITTSBURGH PA 18640	Corporate Stock Class CR1	11
MICHAEL E CHAPMAN 197 8TH STREET PH211 CHARLESTOWN MA 02129	Corporate Stock Class CR1	4
MICHAELENE MICHNO 336 EAST NOBLE STREET NANTICOKE PA 18634	Corporate Stock Class CR1	23
MIKE ROWE 1615 CO RD 325E ENFIELD IL 62835-2103	Corporate Stock Class CR1	7
MORGAN STANLEY ATTN: LISA ULRICH 1300 THAMES STREET BALTIMORE MD 21231	Corporate Stock Class CR1	233352
MORGAN STANLEY ATTN: LISA ULRICH 1300 THAMES STREET BALTIMORE MD 21231	Corporate Stock Class CR2	549144
MORGAN STANLEY & CO LLC C/O MORGAN STANLEY FIXED INCOME ATTN LISA ULRICH 1300 THAMES ST BALTIMORE MD 21231	Corporate Stock Class CR1	37696
MORGAN STANLEY & CO LLC C/O MORGAN STANLEY FIXED INCOME ATTN LISA ULRICH 1300 THAMES ST BALTIMORE MD 21231	Corporate Stock Class CR2	61649
MORGAN STANLEY SMITH BARNEY HFC PLAZA 2 7TH FL ATTN CORPORATE ACTIONS JERSEY CITY NJ 07311	Corporate Stock Class CR1	2595

Name and last known address or place of business of holder	Security Class	Number of Securities
MORGAN STANLEY SMITH BARNEY CUST FBO ARNOLD MROZINSKI IRA ROLLOVER DTD 2-1-05 201 PLAZA TWO 7TH FLOOR VOLUNTARY CORP ACTIONS JERSEY CITY NJ 07311-3977	Corporate Stock Class CR1	19
MORGAN STANLEY SMITH BARNEY CUST FBO BARBARA BERLEY MELLITS IRA SEP DTD 5-17-04 201 PLAZA TWO 7TH FLOOR VOLUNTARY CORP ACTIONS JERSEY CITY NJ 07311-3977	Corporate Stock Class CR1	19
MORGAN STANLEY SMITH BARNEY CUST FBO DIANE BUGAJ IRA SEP DTD 1-31-05 201 PLAZA TWO 7TH FLOOR VOLUNTARY CORP ACTIONS JERSEY CITY NJ 07311-3977	Corporate Stock Class CR1	15
MORGAN STANLEY SMITH BARNEY CUST FBO EUGENE LEWIS IRA ROLLOVER 201 PLAZA TWO 7TH FLOOR VOLUNTARY CORP ACTIONS JERSEY CITY NJ 07311-3977	Corporate Stock Class CR1	7
MORGAN STANLEY SMITH BARNEY CUST FBO JANICE F HODDINOTT IRA ROLLOVER DTD 8-25-10 201 PLAZA TWO 7TH FLOOR VOLUNTARY CORP ACTIONS JERSEY CITY NJ 07311-3977	Corporate Stock Class CR1	7
NATIONAL FINANCIAL SRVC LLC 200 LIBERTY STREET 5TH FLOOR REORG DEPT NEW YORK NY 10281	Corporate Stock Class CR1	2
NFS FMTC FBO DALE E BENNETT IRA 15 CHESIRE COURT SAN ANTONIO TX 78218	Corporate Stock Class CR1	7
NFS FMTC FBO JOHN M YOUNG ROLLOVER IRA 7503 MENDOTA PLACE SPRINGFIELD VA 22150	Corporate Stock Class CR1	10
NFS FMTC FBO PAULA MELILLO SEP IRA 137 OXNARD AVENUE OXNARD CA 93035	Corporate Stock Class CR1	19

Name and last known address or place of business of holder	Security Class	Number of Securities
NICOLE MELOW 16711 COLLINS AVENUE APT 1908 SUNNY ISLES FL 33160	Corporate Stock Class CR1	11
NINA PATEL & DHIREIN PATEL JT TEN 4880 PICKFORD TROY MI 48085	Corporate Stock Class CR1	2
NOEL CUEVAS GONZALEZ & AIDA E BERMUDEZ ROMAN TEN COM PO BOX 763 CAMUY 00627 PUERTO RICO	Corporate Stock Class CR1	15
NUOT RASCHER LAURIEDSTRASSE 6302 ZUG SWITZERLAND	Corporate Stock Class CR1	63
OCEAN VIEW MANAGEMENT LTD CALLE LORENZO SAN NICOLAS NO 8 BAJO A MADRID 28017 SPAIN	Corporate Stock Class CR1	11
PACESETTER & CO C/O STATE STREET BANK & TRUST PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	10143
PATRICIA CEMBALEST TR CEMBALEST MARITAL TRUST IVN BOX 646 WAVERLY PA 18471	Corporate Stock Class CR1	79
PATRICK L BRAUN 1250 LONG BEACH AVE APT 102 LOS ANGELES CA 90021-2319	Corporate Stock Class CR1	20
PEARL K THOMPSON TR PEARL K THOMPSON REV LIVING TRUST UA 12/19/06 8312 BEVERLY DRIVE SAN GABRIEL CA 91775	Corporate Stock Class CR1	1
PEDRO RIVERA JUANITA FLORES COND MIRAMAR ROYAL SUR APT 701 706 CALLE ROOSEVELT SAN JUAN PR 00907-3402	Corporate Stock Class CR1	31

Name and last known address or place of business of holder	Security Class	Number of Securities
PETER BRATIC TR PETER BRATIC TRUST UA 2/12/97 8310 CHURCH ROAD BROOMS ISLAND MD 20615	Corporate Stock Class CR1	23
PETER CHEO 17 COMPASS COURT NIANTIC CT 06357	Corporate Stock Class CR1	19
PETER COHEN 131 ROUTE 37 SOUTH SHERMAN CT 06784-2202	Corporate Stock Class CR1	19
PETER J KOUSAKIS TR KOUSAKIS FAMILY TRUST 951 SO FAIR OAKS 362 PASADENA CA 91105	Corporate Stock Class CR1	11
PETER M SCOP FERN L SCOP TR PETER M SCOP TRUST UA 4/25/97 2257 CHILDERIC ROAD VIRGINIA BEACH VA 23456	Corporate Stock Class CR1	7
POLLY ANN DANIELSEN 651 SKOOKUM DRIVE FLORENCE OR 97439	Corporate Stock Class CR1	19
PURITAN HIGH INCOME SUBPORTFOLIO P 87141 C/O JP MORGAN 14201 N DALLAS TOLL WAY DALLAS TX 75248	Corporate Stock Class CR1	1934
RAMOND JAMES & ASSOCIATES INC CUST FBO PHILLIP BOIRE IRA 880 CARILLON PARKWAY ST PETERSBURG FL 33716	Corporate Stock Class CR1	23
RAY C KRAUSE & JANE C KRAUSE JT TEN 2674 HEATH LANE DULUTH GA 30096	Corporate Stock Class CR1	7
RBC CAPITAL MARKETS LLC CUST CHARLES F BARNETT ROTH IRA C/O RBC CAPITAL MARKETS LLC 510 MARQUETTE AVENUE MINNEAPOLIS MN 55402	Corporate Stock Class CR1	10
RBC CAPITAL MARKETS LLC CUST EILA N BENNETT IRA 510 MARQUETTE AVENUE MINNEAPOLIS MN 55402	Corporate Stock Class CR1	3

Name and last known address or place of business of holder	Security Class	Number of Securities
RBC CAPITAL MARKETS LLC CUST ELOUISE C GOODNEY IRA 510 MARQUETTE AVENUE MINNEAPOLIS MN 55402	Corporate Stock Class CR1	3
RBC CAPITAL MARKETS LLC CUST FRAN E HAGAN IRA 510 MARQUETTE AVENUE MINNEAPOLIS MN 55402	Corporate Stock Class CR1	3
RBC CAPITAL MARKETS LLC CUST JOHN L SCOP SEP IRA 510 MARQUETTE AVENUE MINNEAPOLIS MN 55402	Corporate Stock Class CR1	7
RBC CAPITAL MARKETS LLC CUST MERRILL E NISSEN IRA 510 MARQUETTE AVENUE MINNEAPOLIS MN 55402	Corporate Stock Class CR1	23
RBC CAPITAL MARKETS LLC CUST NANCY C CURLEY IRA C/O RBC CAPITAL MARKETS LLC 510 MARQUETTE AVENUE MINNEPAOLIS MN 55402	Corporate Stock Class CR1	3
RBC CAPITAL MARKETS LLC CUST TERESA A JUERGENS SEP IRA C/O RBC CAPITAL MARKETS LLC 510 MARQUETTE AVENUE MINNEAPOLIS MN 55402	Corporate Stock Class CR1	3
REGINA SCHWYN 2801 KIPPS COLONY DRIVE GULFPORT FL 33707	Corporate Stock Class CR1	3
RICHARD & MARILEA KEATING TTEE RICHARD KEETING & MARILEA KEATING TRUST 1092 SIZEMORE ROAD AIKEN SC 29803	Corporate Stock Class CR1	19
RICHARD KATZ & HEIDI B LIPTON JT TEN 158 EAST 93RD STREET NEW YORK NY 10128	Corporate Stock Class CR1	516
RICHARD MEBANE 651 CHARLES STREET KINGSTON PA 18704	Corporate Stock Class CR1	39

Name and last known address or place of business of holder	Security Class	Number of Securities
RICHARD ROSS TR RICHARD ROSS REV TR UA 2/28/90 2440 SE BAHIA WAY STUART FL 34996	Corporate Stock Class CR1	39
RICHARD T LANGAN JR TR RICHARD T LANGAN JR TRUST 03/07/05 PO BOX 5187 INCLINE VILLAGE NV 89450	Corporate Stock Class CR1	25
ROBERT C FRANZ 100 WALL ST FL 8 NEW YORK NY 10005-3723	Corporate Stock Class CR2	3908
ROBERT H CHAMBERS & GRETCHEN A CHAMBERS JT TEN 1300 E CALLE ELENA TUCSON AZ 85718	Corporate Stock Class CR1	27
ROBERTA MILLER EBERT 4325 ASHFORD LANE FAIRFAX VA 22032	Corporate Stock Class CR1	19
ROBERTO RODRIGUEZ VELEZ URB PASEO DEL PARQUE 16 CALLE TIVOLI SAN JUAN PR 00926-6500	Corporate Stock Class CR1	31
ROGER E ANDERSON SUZANNE C ANDERSON JT WROS 4354 GUILFORD AVENUE LIVERMORE CA 94550	Corporate Stock Class CR1	15
RONALD K SISKIND & NANCY MARTSCH SISKIND JT TEN 14529 WEDDINGTON STREET APT 102 SHERMAN OAKS CA 91411	Corporate Stock Class CR1	3
RONALD K SISKIND SEGREGATED ROLLOVER IRA C/O RBC CAPITAL MARKETS LLC 510 MARQUETTE AVENUE MINNEAPOLIS MN 55402	Corporate Stock Class CR1	12
ROXANNE TG LLC 144 GOLD STREET STE 160 NEEDHAM MA 02494	Corporate Stock Class CR1	15815

Name and last known address or place of business of holder	Security Class	Number of Securities
RUTH E EAZARSKY 208 E FLAG SWAMP ROAD ROXBURY CT 06783	Corporate Stock Class CR1	15
SANDNET & CO C/O STATE STREET BANK & TRUST PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	89499
SCALLOPBOUY & CO C/O STATE STREET BANK & TRUST PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	103631
SCALLOPBUOY & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	9520
SCOTIA CAPITAL INC 40 KING STREET WEST 23RD FLOOR REORG DEPT TORONTO M5H 1H1 CANADA	Corporate Stock Class CR1	79
SEINE & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	1691
SHELBY F EZELL & VIVIAN E EZEL JT TEN 900 S KEENE ROAD CLEARWATER FL 33756-4632	Corporate Stock Class CRI	35
SILVER BERRY & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	226
SILVER CAPITAL FUND LLC 767 THIRD AVENUE 32ND FLOOR NEW YORK NY 10017	Corporate Stock Class CR1	9184
SILVER CAPITAL FUND LLC 767 THIRD AVENUE 32ND FLOOR NEW YORK NY 10017	Corporate Stock Class CR2	16623
SILVER CAPITAL FUND OFFSHORE LTD 767 THIRD AVENUE 32ND FLOOR NEW YORK NY 10017	Corporate Stock Class CR1	4166

Name and last known address or place of business of holder	Security Class	Number of Securities
SILVER CAPITAL FUND OFFSHORE LTD 767 THIRD AVENUE 32ND FLOOR NEW YORK NY 10017	Corporate Stock Class CR2	7542
SILVERFIR & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	294
SIMRAN CAPITAL MGMT PRE EVENT DRIVEN ACTIVIST OPPORTUNITY MASTER 1502 WEST CORTEZ STREET CHICAGO IL 60642	Corporate Stock Class CR1	1893
SIX SIS AG C/O BROWN BROTHERS HARRIMAN 140 BROADWAY NEW YORK NY 10005	Corporate Stock Class CR1	79
SLATE & S LEVY CO TTEE PEARL SLATE TRUST U/A DTD 7-22-04 5589 VINTAGE OAKS TERRACE DELRAY BEACH FL 33484	Corporate Stock Class CR1	31
STEM CELL INDUSTRY COUNCIL 1100 QUAIL ST STE 100 NEWPORT BEACH CA 92660-2702	Corporate Stock Class CR1	11
SUNRISE PARTNERS LIMITED PARTNERSHIP 2 AMERICAN LANE GREENWICH CT 06836	Corporate Stock Class CR1	156566
SUNRISE PARTNERS LIMITED PARTNERSHIP 2 AMERICAN LANE GREENWICH CT 06836	Corporate Stock Class CR2	368434
SURF MARKER & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	111
SURFBOARD & CO C/O STATE STREET BANK & TRUST PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	13351



Name and last known address or place of business of holder	Security Class	Number of Securities
SURFNET & CO C/O STATE STREET BANK & TRUST CO BOSTON MA 02206 PO BOX 5756	Corporate Stock Class CR1	345
SUSAN PURCIEL 1724 E MIDWICK DRIVE ALTADENA CA 91001	Corporate Stock Class CR1	3
TCM MPS LTD SPC DISTRESSED SEGREGATED PORTFOLIO C/O TROOB CAPITAL MANAGMENT 777 WESTCHESTER AVENUE WHITE PLAINS NY 10604	Corporate Stock Class CR1	159870
TCM MPS LTD SPC DISTRESSED SEGREGATED PORTFOLIO C/O TROOB CAPITAL MANAGMENT 777 WESTCHESTER AVENUE WHITE PLAINS NY 10604	Corporate Stock Class CR2	361652
TCM MPS LTD SPC PARTNERS SEGREGATED PORTFOLIO C/O TROOB CAPITAL MANAGMENT ATTN SHANE WOLFORD 777 WESTCHESTER AVE WHITE PLAINS NY 10604	Corporate Stock Class CR1	173306
TCM MPS LTD SPC PARTNERS SEGREGATED PORTFOLIO C/O TROOB CAPITAL MANAGMENT ATTN SHANE WOLFORD 777 WESTCHESTER AVE WHITE PLAINS NY 10604	Corporate Stock Class CR2	283430
TCM MPS LTD SPC/ORYX SEGREGATED PORTFOLIO C/O TROOB CAPITAL MANAGMENT 777 WESTCHESTER AVENUE WHITE PLAINS NY 10604	Corporate Stock Class CR1	110146
TCM MPS LTD SPC/ORYX SEGREGATED PORTFOLIO C/O TROOB CAPITAL MANAGMENT 777 WESTCHESTER AVENUE WHITE PLAINS NY 10604	Corporate Stock Class CR2	259206

Name and last known address or place of business of holder	Security Class	Number of Securities
TCM MPS SERIES FUND LP DISTRESSED SERIES TROOB CAPITAL MANAGEMENT LLC 777 WESTCHESTER AVENUE WHITE PLAINS NY 10604	Corporate Stock Class CR1	173642
TCM MPS SERIES FUND LP DISTRESSED SERIES TROOB CAPITAL MANAGEMENT LLC 777 WESTCHESTER AVENUE WHITE PLAINS NY 10604	Corporate Stock Class CR2	392807
TCM MPS SERIES FUND LP PARTNERS SERIES C/O TROOB CAPITAL MANAGEMENT ATTN SHANE WOLFORD 777 WESTCHESTER AVE WHITE PLAINS NY 10604	Corporate Stock Class CR1	173989
TCM MPS SERIES FUND LP PARTNERS SERIES C/O TROOB CAPITAL MANAGEMENT ATTN SHANE WOLFORD 777 WESTCHESTER AVE WHITE PLAINS NY 10604	Corporate Stock Class CR2	284543
TD AMERITRADE INC FBO ANN BOEPPLE IRA 1005 N AMERITRADE PLACE BELLEVUE NE 68005	Corporate Stock Class CR1	10
TD AMERITRADE INC FBO JOHN HUCHTING JR ROLLOVER IRA 1005 N AMERITRADE PLACE BELLEVUE NE 68005	Corporate Stock Class CR1	7
TD AMERITRADE INC FBO MAUREEN STAFFORD IRA 1005 N AMERITRADE PLACE BELLEVUE NE 68005	Corporate Stock Class CR1	7
TD AMERITRADE INC FBO RAMESCH C PATEL ROLLOVER IRA 1005 N AMERITRADE PLACE BELLEVUE NE 68005	Corporate Stock Class CR1	21
TERRY MARTINSON EXECUTOR EST OF MARGARET MARTINSON 175 COLUMBIA STREET S WEYMOUTH MA 02190	Corporate Stock Class CR1	7

Name and last known address or place of business of holder	Security Class	Number of Securities
THE NEWTON TRUST 5385 SOUTH LOVE SPRINGFIELD MO 65810-7520	Corporate Stock Class CR1	19
THE SAMUEL J & CONNIE M FRANKINO CHARITABLE FOUNDATION 6275 COCHRAN ROAD SUITE 1 SOLON OH 44139	Corporate Stock Class CR1	79
THOMAS RODENFELS PO BOX 351142 PALM COAST FL 32135	Corporate Stock Class CR1	17
TILLERLIGHT & CO C/O STATE STREET BANK & TRUST PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	33040
UBS SECURITIES LLC 480 WASHINGTON BOULEVARD 12TH FLOOR JERSEY CITY NJ 07310	Corporate Stock Class CR1	1105
UPPERPIER & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	2872
UPPERPIER & CO C/O STATE STREET BANK & TRUST PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	59701
US BANK NA TR MUZINICH CBO II LTD PRINCIPAL COLLECTION CUSTODIAL 1555 N RIVER CENTER DRIVE SUITE 302 PHYSICAL PROCESSING MILWAUKEE WI 53212	Corporate Stock Class CR1	3094
VANGUARD FIDUCIARY TRUST CO CUST GERALD W STOCKHAM ROLLOVER IRA 455 DEVON PARK DRIVE MALVERN PA 19807	Corporate Stock Class CR1	7
VANGUARD FIDUCIARY TRUST CO CUST TERRENCE L HORMEL SEP IRA 455 DEVON PARK DRIVE MALVERN PA 19807	Corporate Stock Class CR1	28

Name and last known address or place of business of holder	Security Class	Number of Securities
VENTURA CAPITAL FUND LTD 16055 VENTURA BOULEVARD STE 1200 ENCINO CA 91436	Corporate Stock Class CR1	3163
VERITION MULTI STRATEGY MASTER FUND LTD ONE AMERICAN LANE GREENWICH CT 06831	Corporate Stock Class CR1	66755
VERITION MULTI STRATEGY MASTER FUND LTD ONE AMERICAN LANE GREENWICH CT 06831	Corporate Stock Class CR2	157093
VERITY INVESTMENT PARTNERS LP 106 ALLEN ROAD BASKING RIDGE NJ 07920	Corporate Stock Class CR1	15815
VERITY INVESTMENT PARTNERS LP 106 ALLEN ROAD BASKING RIDGE NJ 07920	Corporate Stock Class CR2	28624
VICTOR M JACOBSON 720 HORTON DRIVE SILVER SPRING MD 20902	Corporate Stock Class CR1	15
VILLAGE BEACH & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	71
VILLAGE BLUFF & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	520
VILLAGE COAST & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	676
VILLAGE HARBOR & CO C/O STATE STREET BANK & TRUST CO PO BOX 5756 BOSTON MA 02206	Corporate Stock Class CR1	4521
VISIUM GLOBAL MASTER FUND LTD DISTRESSED 950 THIRD AVENUE 29TH FLOOR NEW YORK NY 10022	Corporate Stock Class CR1	1852

Name and last known address or place of business of holder	Security Class	Number of Securities
WALTER CODERO 2499 BRIAN ROAD SAN PABLO CA 94806	Corporate Stock Class CR1	19
WARREN M THOMAS TR WARREN M THOMAS TR 1322 ROSSMOYNE AVENUE GLENDALE CA 91207	Corporate Stock Class CR1	3
WARREN TAYLOR TW ENTERPRISES PSP 900 S WASHINGTON STREET STE 114 FALLS CHURCH VA 22046	Corporate Stock Class CR1	115
WELLS FARGO BANK NA FBO SUTTER 2000 2 COLLATERAL ATTN CORP REORG MAC N9306 057 733 MARQUETTE AVE SOUTH MINNEAPOLIS MN 55402	Corporate Stock Class CR1	7565
WILLIAM LANGAN & PAULA K LANGAN TR WILLIAM & PAULA LANGAN REV TR UA 7/30/04 20803 CACHAGUA ROAD CARMEL VALLEY CA 93924	Corporate Stock Class CR1	4
WOODY CREEK CAPITAL PARTNERS LLC 501 W BUTTERMILK RD ASPEN CO 81611-2726	Corporate Stock Class CR1	2469
WTA DUNE LIMITED C/O DUNE CAPITAL PARTNERS II LP 623 FIFTH AVENUE NEW YORK NY 10022	Corporate Stock Class CR1	2017
YAM INVESTMENTS LLC 254 OLD NORWALK RD NEW CANAAN CT 06840-6426	Corporate Stock Class CR1	2171
YAM INVESTMENTS LLC 254 OLD NORWALK RD NEW CANAAN CT 06840-6426	Corporate Stock Class CR2	3907
ZASTROW ASSOCIATES A PARTNERSHIP 6213 HARLEY ROAD MIDDLETOWN MD 21769	Corporate Stock Class CR1	7

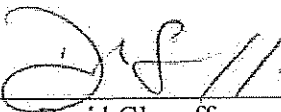
IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
In re : Chapter 11  
VERTIS HOLDINGS, INC., :  
 : Case No. 12-\_\_\_\_ ( )  
 :  
Debtor, : Joint Administration Requested  
-----X

**DECLARATION REGARDING LIST OF EQUITY SECURITY HOLDERS**

I, David Glogoff, am authorized to sign on behalf of Vertis Holdings, Inc., the debtor in this case (the "Debtor"), and I declare under penalty of perjury that I have reviewed the List of Equity Security Holders submitted herewith, and that it is true and correct to the best of my information and belief.

Dated: October 10, 2012

By:   
Name: David Glogoff  
Title: Secretary

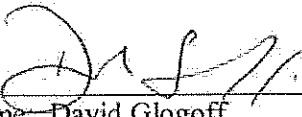
**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<hr/>	
In re	: Chapter 11
	: :
VERTIS HOLDINGS, INC.,	: Case No. 12-____ ( )
	: :
Debtor.	: Joint Administration Requested
<hr/>	

**DECLARATION REGARDING CREDITOR LIST**

I, David Glogoff, am authorized to sign on behalf of Vertis Holdings, Inc., the debtor in this case (the "Debtor"), and I declare under penalty of perjury that I have reviewed the consolidated list of creditors of the Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court which has been submitted to the Court electronically, and that such list is true and correct to the best of my information and belief.

Dated: October 10, 2012

By:   
Name: David Glogoff  
Title: Secretary