

United States Bankruptcy Court					Voluntary Petition														
Name of Debtor (if individual, enter Last, First, Middle):					Name of Joint Debtor (Spouse) (Last, First, Middle):														
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):														
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):														
Street Address of Debtor (No. and Street, City, and State): <div>ZIP CODE</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div>ZIP CODE</div>														
County of Residence or of the Principal Place of Business:					County of Residence or of the Principal Place of Business:														
Mailing Address of Debtor (if different from street address): <div>ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div>ZIP CODE</div>														
Location of Principal Assets of Business Debtor (if different from street address above): <div>ZIP CODE</div>																			
Type of Debtor (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 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.) _____		Nature of Business (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 type="checkbox"/> Other Tax-Exempt Entity (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).		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input 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 Nature of Debts (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 type="checkbox"/> Debts are primarily business debts.															
Filing Fee (Check one box.) <input 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.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor’s aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- Check all applicable boxes: <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).																
Statistical/Administrative Information <input 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											
Estimated Number of Creditors * <table><tr><td><input type="checkbox"/> 1-49</td><td><input type="checkbox"/> 50-99</td><td><input type="checkbox"/> 100-199</td><td><input type="checkbox"/> 200-999</td><td><input type="checkbox"/> 1,000-5,000</td><td><input type="checkbox"/> 5,001-10,000</td><td><input type="checkbox"/> 10,001-25,000</td><td><input type="checkbox"/> 25,001-50,000</td><td><input type="checkbox"/> 50,001-100,000</td><td><input type="checkbox"/> Over 100,000</td></tr></table>										<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 type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000
<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 type="checkbox"/> 25,001-50,000			<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000								
Estimated Assets * <table><tr><td><input type="checkbox"/> \$0 to \$50,000</td><td><input type="checkbox"/> \$50,001 to \$100,000</td><td><input type="checkbox"/> \$100,001 to \$500,000</td><td><input type="checkbox"/> \$500,001 to \$1 million</td><td><input type="checkbox"/> \$1,000,001 to \$10 million</td><td><input type="checkbox"/> \$10,000,001 to \$50 million</td><td><input type="checkbox"/> \$50,000,001 to \$100 million</td><td><input type="checkbox"/> \$100,000,001 to \$500 million</td><td><input type="checkbox"/> \$500,000,001 to \$1 billion</td><td><input type="checkbox"/> More than \$1 billion</td></tr></table>										<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 type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
<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 type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion										
Estimated Liabilities * <table><tr><td><input type="checkbox"/> \$0 to \$50,000</td><td><input type="checkbox"/> \$50,001 to \$100,000</td><td><input type="checkbox"/> \$100,001 to \$500,000</td><td><input type="checkbox"/> \$500,001 to \$1 million</td><td><input type="checkbox"/> \$1,000,001 to \$10 million</td><td><input type="checkbox"/> \$10,000,001 to \$50 million</td><td><input type="checkbox"/> \$50,000,001 to \$100 million</td><td><input type="checkbox"/> \$100,000,001 to \$500 million</td><td><input type="checkbox"/> \$500,000,001 to \$1 billion</td><td><input type="checkbox"/> More than \$1 billion</td></tr></table>								<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 type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion		
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* Consolidated with affiliates.

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s):	
All Prior Bankruptcy Cases 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:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</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><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</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>	
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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input type="checkbox"/> 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.)			
<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.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input 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.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (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.)			
<div style="text-align: right;">_____</div> (Name of landlord that obtained judgment)			
<div style="text-align: right;">_____</div> (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 entered, 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)).			

Voluntary Petition

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

Name of Debtor(s):

2008 Asset Holding Corp.

Signatures**Signature(s) of Debtor(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 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).

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. § 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.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X 

Signature of Attorney for Debtor(s)
Shannon Lowry Nagle

Printed Name of Attorney for Debtor(s)
O'Melveny & Myers LLP

Firm Name
7 Time Square, Times Square Tower

Address **New York, NY 10036**

(212) 326-2000

Telephone Number

6/30/2009

Date

*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.

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

X _____
Signature of Authorized Individual

Edward S. Steffelin

Printed Name of Authorized Individual

President

Title of Authorized Individual

6/30/2009

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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.

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

X _____

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.

Schedule 1

Pending Bankruptcy Cases Concurrently Filed By This Debtor and Affiliated Debtors in United States Bankruptcy Court for Southern District of New York

On the date hereof, each of the affiliated entities listed below (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 Southern District of New York (the "Court"). A motion will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

COMPANY	CASE NUMBER	DATE FILED
2008 Asset Holding - QRSRE Corp.	09-_____	June 30, 2009
2008 Asset Holding - TRS Corp.	09-_____	June 30, 2009

2008 ASSET HOLDING CORP.

Secretary's Certificate

I, David L. Goret, hereby certify that I am the duly elected, qualified, and acting Secretary of 2008 Asset Holding Corp. (the "Company") and further certify that attached hereto as Annex A is a true and correct copy of the resolutions duly authorized and adopted by the Board of Directors of the Company on June 9, 2009 (the "Resolutions"), pursuant to the by-laws of the Company as in effect on the date of adoption of the Resolutions, which Resolutions constitute the entire record of corporate action taken by the Company therewith through the date thereof. The attached Resolutions have not been amended, modified, annulled, or revoked and are in full force and effect on the date hereof

IN WITNESS WHEREOF, I have hereunto signed my name as of June 30, 2009.



David L. Goret
Secretary

ANNEX A

2008 ASSET HOLDING CORP.

BOARD OF DIRECTORS

RESOLUTIONS

WHEREAS, the Board of Directors (the “Board”) of 2008 Asset Holding Corp. (the “Company”) has considered the business and financial condition and results of operations of the Company, on the date hereof, including the assets and liabilities of the Company;

WHEREAS, the Board has been presented with and has considered a form of Forbearance and Plan Support Agreement, attached hereto as Exhibit A (the “Plan Support Agreement”), by and among (i) The holders of the 7.25% Convertible Notes due 2010, issued pursuant to an indenture, as amended from time to time, dated as of July 11, 2005, among the Company, formerly known as GSC Capital Corp., as issuer, and U.S. Bank National Association, as trustee, (the “Noteholders”) and (ii) the Company, 2008 Asset Holding - TRS Corp. and 2008 Asset Holding - QRSRE Corp.; and

WHEREAS, the Board has reviewed, considered and received the recommendations of the senior management and legal, financial and other advisors of the Company as to the relative risks and benefits of pursuing a liquidation and wind down as part of a bankruptcy proceeding under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”).

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Board deems it desirable and in the best interest of the Company, its creditors and other interested parties that the Board approve, ratify and confirm an agreement substantially in similar form as the Plan Support Agreement if the parties there to can reach agreement; and

RESOLVED, that the appropriate officers of the Company as set forth on Exhibit B attached hereto, and such other officers of the Company as they may from time to time designate (collectively, the “Authorized Officers”), are hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify the Plan Support Agreement at such time and as said Authorized Officer executing the same shall determine; and it is further

RESOLVED, that, in the judgment of the Board of the Company, it is desirable and in the best interests of the Company, its creditors and other interested parties that the Company commence a bankruptcy proceeding (a “Chapter 11 Case”) by filing a petition seeking relief under the provisions of chapter 11 the Bankruptcy Code even if an agreement cannot be reached with the Noteholders; and it is further

RESOLVED, that the Authorized Officers are hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court

for the Southern District of New York (the “Court”) at such time and as said Authorized Officer executing the same shall determine; and it is further

RESOLVED, that, in the judgment of the Board of the Company, it is desirable and in the best interests of the Company, its creditors and other interested parties that, as part of the Chapter 11 Case, the Company be dissolved (the “Dissolution”) in accordance with all applicable laws, including without limitation, the Bankruptcy Code and the Maryland Corporations and Associations Code (“MCAC”); and it is further

RESOLVED, that the Authorized Officers are hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a plan of dissolution and such other documents as are required by the MCAC and as such Authorized Officer deems necessary at such time and as such Authorized Officer executing the same shall determine; and it is further

RESOLVED, that the law firm of O’Melveny & Myers LLP, is hereby employed as attorneys for the Company in the Company’s Chapter 11 Case and in other related matters, on such terms and conditions as the Authorized Officers of the Company shall approve, subject to bankruptcy court approval; and it is further

RESOLVED, that the law firm of Paul, Hastings, Janofsky & Walker LLP, is hereby employed as attorneys for the Company with respect to certain tax and other related matters, on such terms and conditions as the Authorized Officers of the Company shall approve, subject to bankruptcy court approval; and it is further

RESOLVED, that the financial advisory firm of Jefferies & Company, Inc. is hereby employed as investment banker and financial advisor for the Company in the Company’s Chapter 11 Case and in other related matters, on such terms and conditions as the Authorized Officers of the Company shall approve, subject to bankruptcy court approval; and it is further

RESOLVED, that the appropriate Authorized Officers of the Company and any person or persons designated and authorized to so act by any Authorized Officer of the Company are hereby severally authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further deeds that they deem necessary, proper or desirable in connection with the Company’s Chapter 11 Case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the appropriate Authorized Officers of the Company and any person or persons designated and authorized to so act by any Authorized Officer of the Company are hereby severally authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to do and perform or cause to be done and performed in the name and on behalf of the Company such other acts, to pay or cause to be paid on behalf of the Company such related costs and expenses, and to enter into, execute, deliver, certify, file and/or record or cause to be executed, delivered, certified, filed and/or recorded such other notices, requests, demands, directions, consents, approvals, motions, affidavits, applications for approvals or ruling

of governmental or regulatory authorities, orders, certificates, agreements, undertakings, supplements, amendments, further assurances or other instruments or communications, under the corporate seal of the Company or otherwise, as they or any of them may deem to be necessary or advisable in connection with the Plan Support Agreement, the Company's Chapter 11 Case and the Dissolution and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated thereby; and it is further

RESOLVED, that any and all past actions heretofore taken by officers or directors of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved.

Exhibit A

[Plan Support Agreement never finalized so not applicable.]

Exhibit B

Authorized Officers

Edward S. Steffelin: Chairman of the Board, Chief Executive Officer, President, Chief Financial Officer and Treasurer

David L. Goret: Vice President, General Counsel and Secretary

O'MELVENY & MYERS LLP
Shannon Lowry Nagle
Jason R. Alderson
Times Square Tower
7 Times Square
New York, NY 10036
Telephone: (212) 326-2000
Facsimile: (212) 326-2061

Proposed Attorneys for Debtors
and Debtors-In-Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re:	:	Chapter 11
	:	
2008 Asset Holding Corp., <u>et al.</u>,¹	:	Case No. 09-_____
	:	
Debtors.	:	(Joint Administration Requested)
	:	
-----	X	

**CONSOLIDATED LIST OF CREDITORS HOLDING
2 LARGEST UNSECURED CLAIMS²**

The following is a list of creditors holding the two (2) 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"). This list has been prepared on a consolidated basis from the unaudited books and records of the Debtors as of June 1, 2009. This list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' chapter 11 cases. This list does not include: persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31). The information presented herein shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect any Debtors' right to challenge the amount or characterization of any claim at a later date.

¹ The Debtors are the following entities: 2008 Asset Holding Corp.; 2008 Asset Holding - QRSRE Corp.; and 2008 Asset Holding - TRS Corp.

² The information herein is not and shall not constitute an admission of liability by, nor is it binding on, the Debtor.

<i>Name of creditor and complete mailing address</i>	<i>Person(s) familiar with claim who may be contacted</i>	<i>Unliquidated, Disputed, or Partially Secured</i>	<i>Amount of claim</i>
U.S. Bank, N.A., as Trustee under Indenture for 7.25% Conv. Sr. Notes Corporate Trust Services 100 Wall Street, Suite 600 New York, NY 10005	James Murphy Vice President U.S. Bank National Association Corporate Trust Services 100 Wall Street, Suite 600 New York, NY 10005 Tel.: (212) 361-6174 Brian Klein, Esq. Maslon Edelman Borman & Brand, LLP 3300 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402 Tel.: (612) 672-8324		\$97.9 million
Bowne Printing Services 55 Water Street 10 th Floor New York, NY 10041	Salvatore Astuto Collection Manager Bowne Printing Services 55 Water Street 10 th Floor New York, NY 10041 Tel.: (212) 658-5452 Jennifer Robertson Accounts Receivable Bowne Printing Services 55 Water Street 10 th Floor New York, NY 10041 Tel.: (404) 367-3707		\$324,559.00

O'MELVENY & MYERS LLP
Shannon Lowry Nagle
Jason R. Alderson
Times Square Tower
7 Times Square
New York, NY 10036
Telephone: (212) 326-2000
Facsimile: (212) 326-2061

Proposed Attorneys for Debtors
and Debtors-In-Possession


**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re:	:	Chapter 11
	:	
2008 Asset Holding Corp., et al.,¹	:	Case No. 09-_____
	:	
Debtors.	:	(Joint Administration Requested)
	:	
-----	X	

**DECLARATION FOR CONSOLIDATED LIST OF CREDITORS
HOLDING 2 LARGEST UNSECURED CLAIMS**

I, Edward S. Steffelin, the undersigned authorized officer of the above-captioned debtors and debtors in possession, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding two (2) Largest Unsecured Claims against the debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court and that the list submitted herewith and the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: June 30, 2009
New York, New York



Name: Edward S. Steffelin
Title: President

¹ The Debtors are the following entities: 2008 Asset Holding Corp.; 2008 Asset Holding -QRSRE Corp.; and 2008 Asset Holding - TRS Corp.

O'MELVENY & MYERS LLP
Shannon Lowry Nagle
Jason R. Alderson
Times Square Tower
7 Times Square
New York, NY 10036
Telephone: (212) 326-2000
Facsimile: (212) 326-2061

Proposed Attorneys for Debtors
and Debtors-In-Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re:	:	Chapter 11
	:	
2008 Asset Holding Corp., et al.,¹	:	Case No. 09-_____
	:	
Debtors.	:	(Joint Administration Requested)
	:	
-----	X	

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(1) AND 7007.1
AND LOCAL RULE OF BANKRUPTCY PROCEDURE 1007-3**

2008 Asset Holding Corp. (the "Company"), as debtor and debtor in possession (the "Debtor"), pursuant to Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Bankruptcy Rules"), respectfully represents as follows:

1. The Company is the corporate parent of and directly or indirectly owns a 100% interest in each of the other Debtors.²

¹ The Debtors are the following entities: 2008 Asset Holding Corp.; 2008 Asset Holding - QRSRE Corp.; and 2008 Asset Holding - TRS Corp.

² A chart of the Debtors' corporate structure is included in the Affidavit of Edward S. Steffelin Pursuant to Local Bankruptcy Rule 1007-2 filed contemporaneously herewith.

2. The Company is managed and advised by GSCP (NJ), L.P. ("Manager"), an SEC registered investment advisor that, together with certain affiliates, does business as GSC Group.

3. There is no corporation that directly or indirectly owns 10% or more of any class of each of the Debtors' equity interests.

Dated: June 30, 2009
New York, New York

2008 ASSET HOLDING CORP.



Name: Edward S. Steffelin
Title: President

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