



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3628

November 21, 2008

**By Facsimile (213.892.4733) and U.S. Mail**

Kenneth Baronsky, Esq.  
Milbank, Tweed, Hadley & McCloy LLP  
S. Figueroa Street, 30<sup>th</sup> Floor  
Los Angeles, California 90017

**Re: Grubb & Ellis Company  
Definitive Additional Materials  
Filed November 19 and 20, 2008 by Anthony W. Thompson, Harold A. Ellis, Jr.  
and Stuart A. Tanz  
File No. 001-08122**

Dear Mr. Baronsky:

We have reviewed the above filings and have the following comments.

**General**

1. For each of the bullet point assertions under the heading "The Board's Record Speaks for Itself," please provide support supplementally, with a view to additional disclosure.
2. Supplementally provide copies of the third-party materials cited as sources in the letter to shareholders.

**The Path Forward**

3. Explain the impact of each of the filing persons' planned changes for the Company if their nominees are elected. For example, the nominees intend to advocate for the declassification of the Company's Board. How would this impact shareholders? Similarly, would the filing persons' plan to require all Company directors to be paid exclusively in stock dilute the ownership interest of existing shareholders?

**The Board's Record Speaks for Itself**

4. Identify the "industry peers" whom the filing persons allege that the Company has underperformed. See our comment above regarding the need to provide supplemental support for this statement.

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5. According to the Company, Mr. Thompson formed a company that is a direct competitor. If Mr. Thompson is elected as a director of the Company, please explain the impact on shareholders of Mr. Thompson operating a competitor. If such a company is not a competitor, please advise.

\* \* \*

Please direct any questions to me at (202) 551-3444 or, in my absence, to Christina Chalk, Senior Special Counsel, at (202) 551-3263. You may also contact me via facsimile at (202) 772-9203. Please send all correspondence to us at the following ZIP code: 20549-3628.

Sincerely,

Perry J. Hindin  
Special Counsel  
Office of Mergers & Acquisitions