
OMB APPROVAL

OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response.....14.4

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No.)*

Griffon Corporation

(Name of Issuer)

Common Stock, par value \$0.25 per share

(Title of Class of Securities)

398433102

(CUSIP Number)

Ben I. Adler, Esq.
Goldman, Sachs & Co.
85 Broad Street
New York, New York 10004
(212) 902-1000

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

Copy to:
Robert C. Schwenkel
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004
(212) 859-8000

September 29, 2008

(Date of Event which Requires Filing of this Statement)

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

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

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

number.

SEC 1746 (3-06)

Page 1 of 11 pages

CUSIP No. 398433102

1. Name of Reporting Person
I.R.S. Identification No. of above Person

The Goldman Sachs Group, Inc.

2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Source of Funds

AF

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of 0
Shares

8. Shared Voting Power

Beneficially 10,000,429
Owned by

9. Sole Dispositive Power

Each 0
Reporting

10. Shared Dispositive Power

Person
With: 10,000,429

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,000,429

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

16.9%

14. Type of Reporting Person

HC-CO

CUSIP No. 398433102

1. Name of Reporting Person
I.R.S. Identification No. of above Person

Goldman, Sachs & Co.

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Source of Funds

AF; WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e)

[X]

6. Citizenship or Place of Organization

New York

7. Sole Voting Power

Number of 0

Shares

8. Shared Voting Power

Beneficially

10,000,429

Owned by

9. Sole Dispositive Power

Each

Reporting 0

Person

10. Shared Dispositive Power

With:

10,000,429

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,000,429

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

16.9%

14. Type of Reporting Person

BD-PN-IA

CUSIP No. 398433102

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS Direct, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Source of Funds

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of 0

Shares

8. Shared Voting Power

Beneficially

10,000,000

Owned by

Each

9. Sole Dispositive Power

Reporting

0

Person

10. Shared Dispositive Power

With:

10,000,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,000,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

16.9%

14. Type of Reporting Person

Page 4 of 11 pages

Item 1. Security and Issuer

This statement on Schedule 13D (the "Schedule 13D") relates to the common stock, par value \$0.25 per share (the "Common Stock"), of Griffon Corporation, a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 100 Jericho Quadrangle, Jericho, New York 11753.

Item 2. Identity and Background.

This statement on Schedule 13D is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs") and GS Direct, L.L.C. ("GS Direct" and together with GS Group and Goldman Sachs, the "Reporting Persons")./1/

GS Group is a Delaware corporation and a bank holding company that (directly or indirectly through subsidiaries or affiliated companies or both) is a leading global investment banking, securities and investment management firm. Goldman Sachs, a New York limited partnership, is a member of the New York Stock Exchange and other national exchanges. Goldman Sachs also serves as the manager for GS Direct. Goldman Sachs is wholly-owned subsidiary of GS Group. GS Direct, a wholly-owned subsidiary of GS Group, is a Delaware limited liability company that invests capital primarily alongside corporate and sponsor clients in situations in which access to its or its affiliates' capital, relationships, or advisory services can enhance the value of the investment. The principal address of each Reporting Person is 85 Broad Street, New York, NY 10004.

The name, business address, present principal occupation or employment and citizenship of each director of GS Group are set forth in Schedule I hereto and are incorporated herein by reference. The name, business address, present principal occupation or employment and citizenship of each member of the Principal Investment Area GS Direct Investment Sub-Committee of Goldman Sachs, which is responsible for reviewing all material investing and harvesting transactions proposed to be entered into by GS Direct, are set forth in Schedule II-A hereto and are incorporated herein by reference. The name, business address, present principal occupation or employment and citizenship of each officer of GS Direct are set forth in Schedule II-B hereto and are incorporated herein by reference.

During the last five years, none of the Reporting Persons nor, to the knowledge of each of the Reporting Persons, any of the persons listed on Schedules I, II-A or II-B hereto, (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) except as set forth on Schedule III hereto, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

The Reporting Persons have entered into a Joint Filing Agreement, dated as of October 9, 2008, a copy of which is attached hereto as Exhibit 99.1.

/1/ Neither the present filing nor anything contained herein shall be construed as an admission that any Filing Person constitutes a "person" for any purposes other than Section 13(d) of the Securities Exchange Act of 1934.

Page 5 of 11 pages

Item 3. Source and Amount of Funds or Other Consideration.

As more fully described herein, on August 7, 2008, the Issuer and GS Direct entered into an Investment Agreement (the "Investment Agreement"). Pursuant to the Investment Agreement, on September 29, 2008 (the "Closing Date"), GS Direct purchased 10,000,000 shares of Common Stock at a price per share of \$8.50, for an aggregate purchase price of \$85,000,000 (the "Investment"). GS Direct funded the Investment from capital contributions made by GS Group.

The funds for shares of Common Stock acquired in ordinary course trading activities by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group and reported as beneficially owned in this Schedule 13D came from the working capital of Goldman Sachs or such other subsidiary. The funds for shares of Common Stock which may be deemed to be beneficially owned by the Reporting Persons held in client accounts, if any, with respect to which Goldman Sachs or another wholly-owned subsidiary of GS Group or their employees have investment discretion ("Managed Accounts") came from client funds. The Reporting Persons disclaim beneficial ownership of shares of Common Stock held in Managed Accounts.

Except for the Investment as described herein and as otherwise described on Schedule IV hereto, no transactions in the Common Stock were effected by the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedules I, II-A or II-B hereto, during the sixty day period from July 31, 2008 through September 29, 2008.

Item 4. Purpose of the Transaction.

GS Direct acquired the Common Stock for investment purposes.

On the Closing Date, pursuant to the Investment Agreement, GS Direct purchased 10,000,000 shares of Common Stock from the Issuer at a price per share of \$8.50 for an aggregate purchase price of \$85,000,000. The Investment was made in connection with a rights offering (the "Rights Offering") by the Issuer of transferable rights to its holders of Common Stock as of September 5, 2008 to purchase up to an aggregate of 20,000,000 new shares of Common Stock. Subject to the terms and conditions of the Investment Agreement, GS Direct agreed to purchase (the "Backstop Commitment") from the Issuer a number of shares of Common Stock equal to 20,000,000 minus the number of shares of Common Stock subscribed for and purchased in the Rights Offering. In addition, subject to the terms and conditions in the Investment Agreement, GS Direct agreed that in the event it acquired less than 10,000,000 shares of Common Stock pursuant to the Backstop Commitment, it would purchase an additional number of shares of Common Stock such that its aggregate purchase of Common Stock would equal 10,000,000 shares (the "Additional Purchase Commitment"). On the Closing Date, GS Direct purchased an aggregate of 10,000,000 shares of Common Stock pursuant to the Backstop Commitment and the Additional Purchase Commitment. In addition, pursuant to the Investment Agreement, on the Closing Date the Issuer reimbursed GS Direct for certain out-of-pocket expenses incurred by GS Direct in connection with the transactions contemplated by the Investment Agreement up to the maximum of \$1.5 million and paid GS Direct a transaction fee equal to \$850,000 in consideration for GS Direct agreeing to the Additional Purchase Commitment.

The Investment Agreement provides that the Issuer will indemnify GS Direct and its affiliates and each of their respective officers, directors, partners, employees, agents and representatives for losses arising out of the Issuer's rights offering and the related registration statement and prospectus filed by the Issuer (other than with respect to statements made in reliance on information provided to the Issuer in writing by GS Direct for use therein) and claims, suits or proceedings challenging the authorization, execution, delivery, performance or termination of the rights offering, the Investment Agreement and certain ancillary agreements and/or any of the transactions contemplated thereby (other than losses attributable to the acts, errors or omissions of GS Direct in violation of the Investment Agreement).

The Investment Agreement also provides that from the Closing Date until the earlier of (i) the date on which GS Direct ceases to beneficially own 10% or more of the Issuer's total equity and (ii) the date on which the Common Stock

ceases to be registered under Section 12 of the Act (the "Relevant Period"), a majority of the Issuer's board of directors will be independent, and GS Direct will be entitled to nominate up to four people (each subject to review and approval of the Issuer's nominating committee) to serve on the Issuer's board of directors as follows: for so long as GS Direct owns 29.9% or more of the Issuer's total equity, GS Direct has the right to nominate four people to serve on the Issuer's board of directors; for so long as GS Direct owns less than 29.9% but at least 20% of the Issuer's total equity, GS Direct has the right to nominate three people to serve on the Issuer's board of directors; for so long as GS Direct owns less than 20% but at least 15% of the Issuer's total equity, GS Direct has the right to nominate two people to serve on the Issuer's board of directors; and for so long as GS Direct owns less than 15% but at least 10% of the Issuer's total equity, GS Direct has the right to nominate one person to serve on the Issuer's board of directors.

The Issuer's nominating committee will designate the remainder of the slate of directors, and the Issuer has agreed to recommend that the Issuer's stockholders vote in favor of the slate of directors designated by the Issuer's nominating committee (which shall include the GS Direct nominees), and GS Direct has agreed to vote in favor of (and against the removal of any director that was on) the slate of directors designated by the Issuer's nominating committee.

Based on GS Direct's ownership percentage of the Issuer's total equity as of the Closing Date, the Company caused two directors nominated by GS Direct to be elected to the Issuer's board of directors on the Closing Date. Additionally during the Relevant Period, the Investment Agreement provides that if GS Direct holds greater than 29.9% of the aggregate ordinary voting power of all shares of the Issuer's voting stock (such excess, the "Excess Voting Stock"), on any matter submitted for a shareholder vote (except the election or removal of directors) GS Direct will cause the Excess Voting Stock to be voted in the same proportion of all other voting stock voted with respect to such matter.

The Investment Agreement also provides that for as long as GS Direct is entitled under the Investment Agreement to designate at least one individual to serve on the Issuer's board of directors, the Issuer will cause its board of directors to create and maintain a finance committee consisting of five members. Two of these members will be directors designated by GS Direct for so long as GS Direct is entitled to designate two or more people to serve on the Issuer's board of directors. In the event that GS Direct is entitled to designate only one person to serve on the Issuer's board of directors, then that one person will be entitled to be a member of the finance committee. The other members of the committee will be non-GS Direct directors. The finance committee charter provides that it will review and consider: (1) acquisitions of assets or voting securities in excess of \$50,000,000, (2) mergers or change of control transactions involving the Issuer or its subsidiaries, (3) the Issuer's liquidation, dissolution or reorganization, (4) the sale or other disposition of all or substantially all of the Issuer's assets, (5) offerings or sales of certain voting securities for cash in an aggregate amount in excess of \$50,000,000, other than issuances of securities upon conversion of convertible securities currently outstanding and other than pursuant to option and other incentive compensation plans, underwritten offerings or any merger, joint venture, business combination or other similar transaction, and any offerings of equity of any material subsidiary of the Issuer and (6) material capital expenditures in excess of the Issuer's capital expenditure budget, following which it shall make a non-binding recommendation to the full board of directors.

The Investment Agreement also provides that, during the Relevant Period, subject to certain exceptions set forth in the Investment Agreement, GS Direct will be subject to certain "standstill" provisions governing the purchase and sale of Common Stock that provide that GS may not purchase or otherwise acquire or offer to acquire additional shares, or rights or options to acquire additional shares, of the Issuer's voting stock except that, if GS Direct's total equity ownership percentage decreases as a result of an issuance of voting stock by the Issuer (other than certain specified issuances), GS Direct has the right to acquire in the secondary market such additional number of shares of the Common Stock as necessary to maintain the percentage of total equity that it owned prior to such issuance. In addition, during the Relevant Period, GS Direct has agreed not to sell or otherwise transfer any of its shares of the Common Stock except to its affiliates, to persons that will not own, after such transfer, 10% or more of the Issuer's voting stock or pursuant to registered

underwritten offerings. The Investment Agreement does not prohibit GS Direct from making an acquisition proposal directly to the Issuer's board of directors, provided that (1) in the event that the Issuer's board of directors shall thereafter determine to commence a process with respect to a potential acquisition proposal, the Issuer shall permit GS Direct to participate in such process and (2) if pursuant to actions taken by the Issuer's board of directors following receipt of the GS Direct proposal, the Issuer's board of directors determines to accept and recommend an alternative proposal that it believes is superior, GS Direct has agreed to vote its shares with respect to such alternative proposal in the same proportion as all other shares are voted on such proposal.

In addition, GS Direct and the Issuer entered into a Registration Rights Agreement (the "Registration Rights Agreement"), dated as of the Closing Date, in connection with the shares of Common Stock GS Direct acquired pursuant to the Investment Agreement. The Registration Rights Agreement provides that after one year from the Closing Date, GS Direct will be entitled to customary demand and piggyback registration rights requiring the Issuer to register under the Securities Act of 1933, as amended, the Common Stock purchased by GS Direct pursuant to the Investment Agreement and certain other shares of Common Stock acquired by GS Direct in the secondary market, and that the Issuer will bear all costs and expenses incurred in connection with any such registration.

The description of the Investment Agreement and the Registration Rights Agreement in this Schedule 13D does not purport to be complete, and is qualified in its entirety by reference to such agreements, which are included as Exhibits 99.2 and 99.3 hereto and incorporated by reference herein.

Except as described in this Schedule 13D, the Reporting Persons currently have no plans or proposals which relate to or would result in any transaction, event or action enumerated in paragraphs (a) through (j) of Item 4 of the form of Schedule 13D promulgated under the Act.

Each of the Reporting Persons reserves the right, in light of its ongoing evaluation of the Issuer's financial condition, business, operations and prospects, the market price of the Common Stock, conditions in the securities markets generally, general economic and industry conditions, its business objectives and other relevant factors, to change its plans and intentions at any time, as it deems appropriate. In particular, any one or more of the Reporting Persons (and their respective affiliates) reserves the right, in each case subject to the terms and conditions of the Investment Agreement, the Registration Rights Agreement and any applicable law, to (i) purchase additional shares of Common Stock or other securities of the Issuer, (ii) sell or transfer shares of the Common Stock or other securities beneficially owned by them from time to time in public or private transactions, (iii) cause any of the Reporting Persons to distribute in kind to their respective partners or members, as the case may be, shares of the Common Stock or other securities owned by such Reporting Persons, (iv) enter into privately negotiated derivative transactions with institutional counterparties to hedge the market risk of some or all of their positions in the shares of Common Stock or other securities, (v) consider participating in a business combination transaction that would result in an acquisition of all of the Issuer's outstanding Common Stock and (vi) make suggestions to the Issuer regarding any of the foregoing. To the knowledge of each Reporting Person, each of the persons listed on Schedules I, II-A or II-B hereto may make similar evaluations from time to time or on an ongoing basis.

Item 5. Interest in Securities of the Issuer.

(a) As of September 29, 2008, there were 59,126,539 shares of Common Stock outstanding as reported to the Reporting Persons by the Issuer.

As of September 29, 2008, GS Group and Goldman Sachs may each be deemed to have beneficially owned 10,000,429 shares of Common Stock in the aggregate, consisting of (i) 10,000,000 shares of Common Stock beneficially owned indirectly by GS Group and Goldman Sachs that were purchased by GS Direct pursuant to the Investment Agreement on the Closing Date as described herein and (ii) 429 shares of Common Stock acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities, representing in the aggregate approximately 16.9% of the shares of

Common Stock outstanding as reported to the Reporting Persons by the Issuer.

As of September 29, 2008, GS Direct may be deemed to have beneficially owned 10,000,000 shares of Common Stock that were purchased by GS Direct pursuant to the Investment Agreement on the Closing Date as described herein, representing approximately 16.9% of the shares of Common Stock outstanding as reported to the Reporting Persons by the Issuer.

In accordance with Securities and Exchange Commission Release No. 34-395538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of GS Group and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion, or both, and (ii) certain investment entities of which the Goldman Sachs Reporting Units acts as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

None of the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedules I, II-A or II-B hereto may be deemed to beneficially own any shares of Common Stock other than as set forth herein.

(b) Each Reporting Person shares the power to vote or direct the vote and to dispose or direct the disposition of shares of Common Stock beneficially owned by such Reporting Person as indicated herein.

(c) Except for the Investment as described herein, Schedule IV sets forth transactions in the Common Stock which were effected during the sixty day period from July 31, 2008 through September 29, 2008, all of which were effected in the ordinary course of business of Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group. The transactions in the Common Stock, described in Schedule IV, were effected on the New York Stock Exchange, NYSE Arca, the over-the-counter market or with the Issuer in connection with the Rights Offering.

Except for the Investment and as otherwise described on Schedule IV hereto, no transactions in the Common Stock were effected by the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedules I, II-A or II-B hereto, during the sixty day period from July 31, 2008 through September 29, 2008.

(d) Except for clients of Goldman Sachs or another investment advisor subsidiary of GS Group who may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Common Stock, if any, held in Managed Accounts, no other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock beneficially owned by the Reporting Persons.

(e) Not applicable.

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

The descriptions of the Investment, the Investment Agreement and the Registration Rights Agreement set forth in Item 4 above are incorporated by reference in its entirety into this Item 6.

Goldman Sachs or another subsidiary of GS Group (collectively, "GS") may, from time to time, in the ordinary course of business, including as a broker, dealer, bank or investment advisor, be party to, enter into or unwind certain cash settled equity derivatives or similar contractual arrangements which provide indirect economic exposure to, but do not give GS direct or indirect

voting, investment or dispositive power over, securities of the Issuer and which may be significant in amount. The profit, loss and/or return on such contracts may be wholly or partially dependent on the market value of the securities of the Issuer, the relative value of securities of the Issuer in comparison to one or more other financial instruments, indexes or securities, a basket or group of securities in which the securities of the Issuer may be included, or a combination of any of the foregoing. Accordingly, GS disclaims any beneficial ownership in the securities that may be referenced in such contracts.

Item 7. Material to Be Filed as Exhibits.

Exhibit No. -----	Exhibit -----
99.1	Joint Filing Agreement, dated October 9, 2008, by and among The Goldman Sachs Group, Inc., Goldman, Sachs & Co. and GS Direct, L.L.C.
99.2	Investment Agreement, dated August 7, 2008, by and among the Issuer and GS Direct (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K, dated August 7, 2008 (Accession No. 0001104659-08-052620), filed with the Securities and Exchange Commission (the "SEC") on August 13, 2008).
99.3	Registration Rights Agreement, dated September 29, 2008, by and among the Issuer and GS Direct (incorporated by reference to the form of Registration Rights Agreement, filed as Annex II to Exhibit 10.1 to the Issuer's Current Report on Form 8-K, dated August 7, 2008 (Accession No. 0001104659-08-052620), filed with the SEC on August 13, 2008).
24.1	Power of Attorney, dated October 6, 2008, relating to The Goldman Sachs Group, Inc.
24.2	Power of Attorney, dated October 6, 2008, relating to Goldman, Sachs & Co.
24.3	Power of Attorney, dated October 6, 2008, relating to GS Direct, L.L.C.

Page 10 of 11 pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 9, 2008

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Yvette Kosic

Name: Yvette Kosic
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Yvette Kosic

Name: Yvette Kosic
Title: Attorney-in-fact

GS DIRECT, L.L.C.

By:/s/ Yvette Kosic

Name: Yvette Kosic
Title: Attorney-in-fact

Page 11 of 11 pages

SCHEDULE I

The name of each director of The Goldman Sachs Group, Inc. is set forth below.

The business address of each person listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, NY 10004.

Each person is a citizen of the United States of America except for Claes Dahlback, who is a citizen of Sweden. The present principal occupation or employment of each of the listed persons is set forth below.

Name	Present Principal Occupation

Lloyd C. Blankfein	Chairman of the Board and Chief Executive Officer of The Goldman Sachs Group, Inc.
Gary D. Cohn	President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc.
Jon Winkelried	President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc.
John H. Bryan	Retired Chairman and Chief Executive Officer of Sara Lee Corporation
Claes Dahlback	Senior Advisor to Investor AB and Foundation Asset Management
Stephen Friedman	Chairman of Stone Point Capital
William W. George	Professor of Management Practice at the Harvard Business School and Former Chairman and Chief Executive Officer of Medtronic, Inc.
Rajat K. Gupta	Senior Partner Emeritus of McKinsey & Company

James A. Johnson Vice Chairman of Perseus, L.L.C.

Lois D. Juliber Former Vice Chairman and Chief Operating Officer of the Colgate-Palmolive Company

Lakshmi N. Mittal Chairman and Chief Executive Officer of ArcelorMittal S.A.

Ruth J. Simmons President of Brown University

Page 1 of 1 pages

SCHEDULE II-A

The name and present principal occupation of each member of the Principal Investment Area GS Direct Investment Sub-Committee of Goldman, Sachs & Co., which exercises the authority of Goldman, Sachs & Co. in reviewing all material investing and harvesting transactions proposed to be entered into by GS Direct, L.L.C., are set forth below.

The business address for each member listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except as follows: The business address of Bjorn P. Killmer is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England and the business address of Byron D. Trott and Muneer A. Satter is 71 South Wacker Drive, Chicago, IL 60606.

All members listed below are United States citizens, except as follows: Bjorn P. Killmer is a citizen of Germany.

Name	Present Principal Occupation
Richard A. Friedman	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Managing Director of Goldman, Sachs & Co.
Muneer A. Satter	Managing Director of Goldman, Sachs & Co.
Bjorn P. Killmer	Managing Director of Goldman Sachs International
Ben I. Adler	Managing Director of Goldman, Sachs & Co.
Byron D. Trott	Managing Director of Goldman, Sachs & Co.
Gerald J. Cardinale	Managing Director of Goldman, Sachs & Co.

Page 1 of 1 pages

SCHEDULE II-B

The name, position, and present principal occupation of each executive officer of GS Direct, L.L.C. are set forth below.

The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except as follows: The business address of Hughes B. Lepic, Robert R. Gheewalla, Michael

M. Furth and Sanjay H. Patel is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of Sang Gyun Ahn, Stephanie M. Hui, and Andrew Wolff is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of Joseph P. DiSabato and Peter J. Perrone is 555 California Street, San Francisco, CA 94104. The business address of Muneer A. Satter is 71 South Wacker Drive, Chicago, IL 60606. The business address of Ankur A. Sahu is Roppongi Hills, Mori Tower, Level 43-48, 10-1, Roppongi 6-chome, Minato-ku, Tokyo, 106-6147, Japan.

All executive officers listed below are United States citizens, except as follows: Hughes B. Lopic is a citizen of France; Adrian M. Jones is a citizen of Ireland; Oliver Thym is a citizen of Germany; Ankur A. Sahu is a citizen of India; Sang Gyun Ahn is a citizen of South Korea; Stephanie M. Hui is a citizen of the United Kingdom; and Michael M. Furth is a citizen of Ireland and the United States.

Name	Position	Present Principal Occupation
Richard A. Friedman	President	Managing Director of Goldman, Sachs & Co.
Ben I. Adler	Managing Director, Vice President, Assistant Secretary and Assistant General Counsel	Managing Director of Goldman, Sachs & Co.
Sang Gyun Ahn	Managing Director and Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
John E. Bowman	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Gerald J. Cardinale	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Joseph P. DiSabato	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Katherine B. Enquist	Managing Director, Vice President and Secretary	Managing Director of Goldman, Sachs & Co.
Michael M. Furth	Managing Director and Vice President	Managing Director of Goldman Sachs International
Robert R. Gheewalla	Managing Director and Vice President	Managing Director of Goldman Sachs International
Joseph H. Gleberman	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Bradley J. Gross	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Melina E. Higgins	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Stephanie M. Hui	Managing Director and Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
Adrian M. Jones	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Hughes B. Lopic	Managing Director and Vice President	Managing Director of Goldman Sachs International

Page 1 of 2 pages

SCHEDULE II-B (continued)

Name	Position	Present Principal Occupation
Sanjeev K. Mehra	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Sanjay H. Patel	Managing Director and Vice President	Managing Director of Goldman Sachs International
Peter J. Perrone	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Kenneth A. Pontarelli	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Ankur A. Sahu	Managing Director and Vice President	Managing Director of Goldman Sachs (Japan) Ltd.
Muneer A. Satter	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Oliver Thym	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Andrew E. Wolff	Managing Director and Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.

Page 2 of 2 pages

SCHEDULE III

On July 1, 2004, Goldman, Sachs & Co. ("Goldman Sachs") and the Securities and Exchange Commission (the "SEC") settled administrative proceedings relating to communications from Goldman Sachs sales traders on its Asian Shares Sales Desk to certain institutional customers and news media concerning four international public securities offerings during the period between October 1999 and March 2000. The SEC alleged (i) that certain of these communications by Goldman Sachs employees were made after the registration statements pertaining to those offerings were filed, but not yet declared effective by the SEC, in violation of Section 5(b) of the Securities Act and (ii) that certain comments to the news media by Goldman Sachs with respect to one of the offerings constituted an offer to sell securities in violation of Section 5(c) of the Securities Act. The SEC also alleged that Goldman Sachs failed to adequately supervise the Asian Shares Sales Desk traders, as required by Section 15(b)(4)(E) of the Exchange Act. Under the Offer of Settlement submitted by Goldman Sachs and accepted by the SEC, without admitting or denying the SEC's allegations, Goldman Sachs consented to the entry of an Order that, among other things, directed Goldman Sachs to cease and desist from committing or causing any violations of Sections 5(b) and 5(c) of the Securities Act., and ordered Goldman Sachs to pay a civil monetary penalty of \$2 million.

On January 24, 2005, the SEC filed an action in the U.S. District Court for the Southern District of New York alleging that Goldman Sachs violated Rule 101 of Regulation M under the Exchange Act by attempting to induce, or inducing certain investors to make, aftermarket purchases of certain initial public offerings underwritten by Goldman Sachs during 2000. On February 4, 2005, without admitting or denying the allegations of the complaint, a final judgment was entered against Goldman Sachs, with the consent of Goldman Sachs, under which Goldman Sachs was permanently restrained and enjoined from violating Rule 101 of Regulation M and required to pay a \$40 million civil penalty, which was paid on March 31, 2005.

In May 2006, the SEC alleged that fourteen investment banking firms, including Goldman Sachs, violated Section 17(a)(2) of the Securities Act of 1933, by engaging in one or more practices relating to auctions of auction rate securities during the period from January 1, 2003 through June 30, 2004 as described in the cease-and-desist order entered by the SEC. Goldman Sachs has agreed to provide certain disclosures about its material auction practices and procedures to auction participants and to certify to the SEC that it has implemented certain procedures relating to the auction process. As part of a multi-firm settlement, Goldman Sachs submitted an Offer of Settlement which was accepted by the SEC on May 31, 2006. Without admitting or denying the allegations, Goldman Sachs consented to a censure and cease-and-desist order and payment of \$1,500,000 civil money penalty.

Page 1 of 1 pages

SCHEDULE IV

Griffon Corporation

CUSIP	Purchases	Sales	Price	Trade Date	Settlement Date
398433-10-2		1	10.0600	7/31/2008	8/5/2008
398433-10-2	100		9.9900	7/31/2008	8/5/2008
398433-10-2	100		10.0200	7/31/2008	8/5/2008
398433-10-2	100		10.0100	7/31/2008	8/5/2008
398433-10-2	100		10.0500	7/31/2008	8/5/2008
398433-10-2	100		10.0800	7/31/2008	8/5/2008
398433-10-2	100		10.0700	7/31/2008	8/5/2008

398433-10-2	100		10.0700	7/31/2008	8/5/2008
398433-10-2	100		10.0600	7/31/2008	8/5/2008
398433-10-2	100		10.0500	7/31/2008	8/5/2008
398433-10-2	100		10.0500	7/31/2008	8/5/2008
398433-10-2	100		10.0600	7/31/2008	8/5/2008
398433-10-2	100		10.0100	7/31/2008	8/5/2008
398433-10-2	100		10.0100	7/31/2008	8/5/2008
398433-10-2	100		10.0100	7/31/2008	8/5/2008
398433-10-2	200		10.0100	7/31/2008	8/5/2008
398433-10-2	100		10.0200	7/31/2008	8/5/2008
398433-10-2	100		10.0200	7/31/2008	8/5/2008
398433-10-2	100		10.0100	7/31/2008	8/5/2008
398433-10-2	1		10.0200	7/31/2008	8/5/2008
398433-10-2	100		10.0200	7/31/2008	8/5/2008
398433-10-2	100		10.0200	7/31/2008	8/5/2008
398433-10-2	200		10.0400	7/31/2008	8/5/2008
398433-10-2	100		10.0400	7/31/2008	8/5/2008
398433-10-2	100		10.0100	7/31/2008	8/5/2008
398433-10-2	222		10.0300	7/31/2008	8/5/2008
398433-10-2	100		10.0300	7/31/2008	8/5/2008
398433-10-2	100		10.0900	7/31/2008	8/5/2008
398433-10-2	1,543		10.0500	7/31/2008	8/5/2008
398433-10-2		12	10.0500	7/31/2008	8/5/2008
398433-10-2	16		9.8700	7/31/2008	8/5/2008
398433-10-2	183		10.0500	7/31/2008	8/5/2008
398433-10-2		7	9.9200	7/31/2008	8/5/2008
398433-10-2		50	9.9800	7/31/2008	8/5/2008
398433-10-2		35	10.0700	7/31/2008	8/5/2008
398433-10-2		41	10.0100	7/31/2008	8/5/2008
398433-10-2		100	10.0200	7/31/2008	8/5/2008
398433-10-2	100		10.0300	7/31/2008	8/5/2008
398433-10-2	100		10.0200	7/31/2008	8/5/2008
398433-10-2	100		10.0200	7/31/2008	8/5/2008
398433-10-2	100		10.0300	7/31/2008	8/5/2008
398433-10-2	100		10.0300	7/31/2008	8/5/2008
398433-10-2	100		10.0300	7/31/2008	8/5/2008
398433-10-2	100		10.0300	7/31/2008	8/5/2008
398433-10-2	914		10.0500	7/31/2008	8/5/2008
398433-10-2	100		10.0200	7/31/2008	8/5/2008
398433-10-2	100		10.0400	7/31/2008	8/5/2008
398433-10-2	100		10.0500	7/31/2008	8/5/2008
398433-10-2	100		10.0300	7/31/2008	8/5/2008
398433-10-2		6	10.0500	8/1/2008	8/6/2008
398433-10-2	5		9.8800	8/1/2008	8/6/2008
398433-10-2	30		9.9000	8/1/2008	8/6/2008
398433-10-2		30	9.9100	8/1/2008	8/4/2008
398433-10-2		6	9.9100	8/1/2008	8/6/2008
398433-10-2	100		9.8200	8/1/2008	8/6/2008
398433-10-2	100		9.8000	8/1/2008	8/6/2008
398433-10-2	100		9.9600	8/1/2008	8/6/2008
398433-10-2	100		10.0200	8/1/2008	8/6/2008
398433-10-2	100		9.9700	8/1/2008	8/6/2008
398433-10-2	100		10.0100	8/1/2008	8/6/2008
398433-10-2	100		10.0000	8/1/2008	8/6/2008
398433-10-2	100		10.0100	8/1/2008	8/6/2008
398433-10-2	100		10.0000	8/1/2008	8/6/2008
398433-10-2	100		10.0100	8/1/2008	8/6/2008
398433-10-2	100		9.9500	8/1/2008	8/6/2008

Page 1 of 17 pages

CUSIP	Purchases	Sales	Price	Trade Date	Settlement Date
398433-10-2		100	10.0100	8/1/2008	8/6/2008
398433-10-2		100	10.0100	8/1/2008	8/6/2008
398433-10-2		100	9.9200	8/1/2008	8/6/2008
398433-10-2		100	10.0100	8/1/2008	8/6/2008
398433-10-2		100	9.9400	8/1/2008	8/6/2008
398433-10-2		100	9.9800	8/1/2008	8/6/2008
398433-10-2		100	10.0200	8/1/2008	8/6/2008
398433-10-2		100	10.0300	8/1/2008	8/6/2008
398433-10-2		100	9.9200	8/1/2008	8/6/2008
398433-10-2		100	9.9400	8/1/2008	8/6/2008

398433-10-2		100	10.0100	8/1/2008	8/6/2008
398433-10-2		100	10.0300	8/1/2008	8/6/2008
398433-10-2		100	10.0000	8/1/2008	8/6/2008
398433-10-2		100	10.0100	8/1/2008	8/6/2008
398433-10-2		100	9.9100	8/1/2008	8/6/2008
398433-10-2		100	9.9200	8/1/2008	8/6/2008
398433-10-2		100	10.0000	8/1/2008	8/6/2008
398433-10-2		100	9.9100	8/1/2008	8/6/2008
398433-10-2		100	10.0100	8/1/2008	8/6/2008
398433-10-2		100	9.9000	8/1/2008	8/6/2008
398433-10-2		100	10.0000	8/1/2008	8/6/2008
398433-10-2		100	10.0000	8/1/2008	8/6/2008
398433-10-2		100	9.9950	8/1/2008	8/6/2008
398433-10-2		100	9.8000	8/1/2008	8/6/2008
398433-10-2		160	10.0100	8/1/2008	8/6/2008
398433-10-2		10	9.9100	8/1/2008	8/6/2008
398433-10-2	153		9.9100	8/1/2008	8/6/2008
398433-10-2	410		9.9100	8/1/2008	8/6/2008
398433-10-2	19		10.0000	8/1/2008	8/6/2008
398433-10-2		3	9.8900	8/1/2008	8/6/2008
398433-10-2		100	9.9000	8/1/2008	8/6/2008
398433-10-2	62		9.9000	8/1/2008	8/6/2008
398433-10-2	196		9.7600	8/4/2008	8/7/2008
398433-10-2	1		9.7600	8/4/2008	8/7/2008
398433-10-2		100	9.6200	8/4/2008	8/7/2008
398433-10-2		100	9.6100	8/4/2008	8/7/2008
398433-10-2		100	9.6100	8/4/2008	8/7/2008
398433-10-2		100	9.5600	8/4/2008	8/7/2008
398433-10-2		100	9.8300	8/4/2008	8/7/2008
398433-10-2	49		9.7600	8/4/2008	8/7/2008
398433-10-2		183	9.7300	8/4/2008	8/7/2008
398433-10-2		100	9.7800	8/4/2008	8/7/2008
398433-10-2		100	9.8500	8/4/2008	8/7/2008
398433-10-2		100	9.7800	8/4/2008	8/7/2008
398433-10-2	1		9.8900	8/4/2008	8/7/2008
398433-10-2		5	10.0700	8/5/2008	8/8/2008
398433-10-2		6	10.0700	8/5/2008	8/8/2008
398433-10-2		56	10.0700	8/5/2008	8/8/2008
398433-10-2		81	10.0700	8/5/2008	8/8/2008
398433-10-2		408	10.0700	8/5/2008	8/8/2008
398433-10-2		1	10.0100	8/5/2008	8/8/2008
398433-10-2		17	9.8800	8/5/2008	8/8/2008
398433-10-2	1		10.0100	8/5/2008	8/8/2008
398433-10-2	100		9.9700	8/5/2008	8/8/2008
398433-10-2	100		9.9600	8/5/2008	8/8/2008
398433-10-2	100		9.9200	8/5/2008	8/8/2008
398433-10-2	100		9.9700	8/5/2008	8/8/2008
398433-10-2	100		9.9900	8/5/2008	8/8/2008
398433-10-2	100		10.0000	8/5/2008	8/8/2008
398433-10-2	133		10.0100	8/5/2008	8/8/2008
398433-10-2	100		9.9800	8/5/2008	8/8/2008
398433-10-2		27	9.8900	8/5/2008	8/8/2008
398433-10-2		27	9.8900	8/5/2008	8/8/2008
398433-10-2		51	9.9900	8/5/2008	8/8/2008
398433-10-2		100	10.0000	8/5/2008	8/8/2008
398433-10-2		100	9.9900	8/5/2008	8/8/2008
398433-10-2		100	9.8900	8/5/2008	8/8/2008
398433-10-2		100	9.8900	8/5/2008	8/8/2008
398433-10-2	64		10.0700	8/5/2008	8/8/2008
398433-10-2	100		9.8800	8/6/2008	8/11/2008

Page 2 of 17 pages

CUSIP	Purchases	Sales	Price	Trade Date	Settlement Date
398433-10-2	100		9.9000	8/6/2008	8/11/2008
398433-10-2	100		9.9700	8/6/2008	8/11/2008
398433-10-2	100		9.9900	8/6/2008	8/11/2008
398433-10-2	100		9.9800	8/6/2008	8/11/2008
398433-10-2	100		9.9800	8/6/2008	8/11/2008
398433-10-2	100		9.9900	8/6/2008	8/11/2008
398433-10-2	100		9.9700	8/6/2008	8/11/2008

398433-10-2	100	8.9000	9/24/2008	9/29/2008
398433-10-2	100	8.9000	9/24/2008	9/29/2008
398433-10-2	100	8.9000	9/24/2008	9/29/2008
398433-10-2	100	8.9000	9/24/2008	9/29/2008
398433-10-2	100	8.9000	9/24/2008	9/29/2008
398433-10-2	100	8.8900	9/24/2008	9/29/2008
398433-10-2	100	8.9000	9/24/2008	9/29/2008
398433-10-2	100	8.9000	9/24/2008	9/29/2008
398433-10-2	100	8.8700	9/24/2008	9/29/2008
398433-10-2	100	8.8800	9/24/2008	9/29/2008
398433-10-2	100	8.9000	9/24/2008	9/29/2008
398433-10-2	100	8.8900	9/24/2008	9/29/2008

Page 11 of 17 pages

CUSIP	Purchases	Sales	Price	Trade Date	Settlement Date
398433-10-2	100		8.8900	9/24/2008	9/29/2008
398433-10-2	100		8.8900	9/24/2008	9/29/2008
398433-10-2	100		8.8800	9/24/2008	9/29/2008
398433-10-2	100		8.9000	9/24/2008	9/29/2008
398433-10-2	100		8.8900	9/24/2008	9/29/2008
398433-11-0	2,967		0.2700	9/11/2008	9/16/2008
398433-11-0		100	0.5200	9/12/2008	9/17/2008
398433-11-0		100	0.5200	9/12/2008	9/17/2008
398433-11-0		100	0.5000	9/12/2008	9/17/2008
398433-11-0		100	0.5200	9/12/2008	9/17/2008
398433-11-0		100	0.5300	9/12/2008	9/17/2008
398433-11-0		100	0.5200	9/12/2008	9/17/2008
398433-11-0		47	0.3700	9/12/2008	9/17/2008
398433-11-0		100	0.5000	9/12/2008	9/17/2008
398433-11-0		100	0.4900	9/12/2008	9/17/2008
398433-11-0		100	0.4300	9/12/2008	9/17/2008
398433-11-0		100	0.4900	9/12/2008	9/17/2008
398433-11-0	45		0.4100	9/15/2008	9/18/2008
398433-11-0		100	0.1800	9/15/2008	9/18/2008
398433-11-0		100	0.1800	9/15/2008	9/18/2008
398433-11-0		100	0.1500	9/15/2008	9/18/2008
398433-11-0		200	0.1500	9/15/2008	9/18/2008
398433-11-0		100	0.1800	9/15/2008	9/18/2008
398433-11-0		200	0.1600	9/15/2008	9/18/2008
398433-11-0		100	0.1700	9/15/2008	9/18/2008
398433-11-0		400	0.1500	9/15/2008	9/18/2008
398433-11-0		100	0.1700	9/15/2008	9/18/2008
398433-11-0		200	0.1700	9/15/2008	9/18/2008
398433-11-0		700	0.1800	9/15/2008	9/18/2008
398433-11-0		1,400	0.1600	9/15/2008	9/18/2008
398433-11-0		200	0.1500	9/15/2008	9/18/2008
398433-11-0		200	0.1500	9/15/2008	9/18/2008
398433-11-0		300	0.1600	9/15/2008	9/18/2008
398433-11-0		100	0.1800	9/15/2008	9/18/2008
398433-11-0		600	0.1700	9/15/2008	9/18/2008
398433-11-0		100	0.1800	9/15/2008	9/18/2008
398433-11-0		100	0.1700	9/15/2008	9/18/2008
398433-11-0		100	0.1800	9/15/2008	9/18/2008
398433-11-0		200	0.1700	9/15/2008	9/18/2008
398433-11-0		100	0.1700	9/15/2008	9/18/2008
398433-11-0		100	0.1700	9/15/2008	9/18/2008
398433-11-0		100	0.1900	9/15/2008	9/18/2008
398433-11-0		100	0.1500	9/15/2008	9/18/2008
398433-11-0		600	0.1600	9/15/2008	9/18/2008
398433-11-0		1,500	0.1500	9/15/2008	9/18/2008
398433-11-0		500	0.1600	9/15/2008	9/18/2008
398433-11-0		200	0.1500	9/15/2008	9/18/2008
398433-11-0		200	0.1500	9/15/2008	9/18/2008
398433-11-0		500	0.1700	9/15/2008	9/18/2008
398433-11-0		1,300	0.1600	9/15/2008	9/18/2008
398433-11-0		200	0.1700	9/15/2008	9/18/2008
398433-11-0		100	0.1700	9/15/2008	9/18/2008
398433-11-0		100	0.1500	9/15/2008	9/18/2008
398433-11-0		100	0.1600	9/15/2008	9/18/2008
398433-11-0		1,193	0.1400	9/15/2008	9/18/2008

398433-11-0	100	0.1900	9/15/2008	9/18/2008
398433-11-0	100	0.1800	9/15/2008	9/18/2008
398433-11-0	100	0.1500	9/15/2008	9/18/2008
398433-11-0	600	0.1700	9/15/2008	9/18/2008
398433-11-0	200	0.1600	9/15/2008	9/18/2008
398433-11-0	200	0.1700	9/15/2008	9/18/2008
398433-11-0	400	0.1400	9/15/2008	9/18/2008
398433-11-0	100	0.1800	9/15/2008	9/18/2008
398433-11-0	100	0.1800	9/15/2008	9/18/2008
398433-11-0	100	0.1600	9/15/2008	9/18/2008
398433-11-0	100	0.1700	9/15/2008	9/18/2008
398433-11-0	100	0.1600	9/15/2008	9/18/2008
398433-11-0	100	0.1500	9/15/2008	9/18/2008
398433-11-0	100	0.1600	9/15/2008	9/18/2008
398433-11-0	100	0.1700	9/15/2008	9/18/2008
398433-11-0	500	0.1600	9/15/2008	9/18/2008
398433-11-0	100	0.1500	9/15/2008	9/18/2008
398433-11-0	300	0.1600	9/15/2008	9/18/2008

CUSIP	Purchases	Sales	Price	Trade Date	Settlement Date
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	500		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0700	9/17/2008	9/22/2008
398433-11-0	400		0.0500	9/17/2008	9/22/2008
398433-11-0	1,000		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	500		0.0500	9/17/2008	9/22/2008
398433-11-0	1,000		0.0500	9/17/2008	9/22/2008
398433-11-0	400		0.0500	9/17/2008	9/22/2008
398433-11-0	900		0.0500	9/17/2008	9/22/2008
398433-11-0	300		0.0400	9/17/2008	9/22/2008
398433-11-0	100		0.0400	9/17/2008	9/22/2008
398433-11-0	300		0.0400	9/17/2008	9/22/2008
398433-11-0	100		0.0400	9/17/2008	9/22/2008
398433-11-0	400		0.0400	9/17/2008	9/22/2008
398433-11-0	200		0.0400	9/17/2008	9/22/2008
398433-11-0	700		0.0500	9/17/2008	9/22/2008
398433-11-0	700		0.0500	9/17/2008	9/22/2008
398433-11-0	400		0.0500	9/17/2008	9/22/2008
398433-11-0	200		0.0500	9/17/2008	9/22/2008
398433-11-0	600		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	1,200		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	500		0.0500	9/17/2008	9/22/2008
398433-11-0	700		0.0500	9/17/2008	9/22/2008
398433-11-0	200		0.0500	9/17/2008	9/22/2008
398433-11-0	469		0.0600	9/17/2008	9/22/2008
398433-11-0	400		0.0600	9/17/2008	9/22/2008
398433-11-0	500		0.0600	9/17/2008	9/22/2008
398433-11-0	100		0.0600	9/17/2008	9/22/2008
398433-11-0	100		0.0600	9/17/2008	9/22/2008
398433-11-0	1,277		0.0400	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0400	9/17/2008	9/22/2008
398433-11-0	300		0.0700	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	1,700		0.0600	9/17/2008	9/22/2008
398433-11-0	100		0.0400	9/17/2008	9/22/2008
398433-11-0	1,400		0.0800	9/17/2008	9/22/2008
398433-11-0	3,400		0.0500	9/17/2008	9/22/2008
398433-11-0	700		0.0500	9/17/2008	9/22/2008
398433-11-0	200		0.0800	9/17/2008	9/22/2008
398433-11-0	700		0.0800	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008

398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	3,400	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	2,500	0.0600	9/17/2008	9/22/2008
398433-11-0	2,000	0.0800	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	2,000	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	2,000	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	300	0.0700	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	500	0.0600	9/17/2008	9/22/2008
398433-11-0	1,200	0.0700	9/17/2008	9/22/2008
398433-11-0	400	0.0500	9/17/2008	9/22/2008
398433-11-0	1,100	0.0600	9/17/2008	9/22/2008

Page 14 of 17 pages

CUSIP	Purchases	Sales	Price	Trade Date	Settlement Date
398433-11-0	300		0.0500	9/17/2008	9/22/2008
398433-11-0	1,400		0.0600	9/17/2008	9/22/2008
398433-11-0	1,500		0.0600	9/17/2008	9/22/2008
398433-11-0	700		0.0500	9/17/2008	9/22/2008
398433-11-0	400		0.0400	9/17/2008	9/22/2008
398433-11-0	500		0.0800	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	200		0.0500	9/17/2008	9/22/2008
398433-11-0	200		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	2,200		0.0600	9/17/2008	9/22/2008
398433-11-0	200		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	1,900		0.0600	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	600		0.0700	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	400		0.0500	9/17/2008	9/22/2008
398433-11-0	300		0.0500	9/17/2008	9/22/2008
398433-11-0	500		0.0600	9/17/2008	9/22/2008
398433-11-0	1,000		0.0400	9/17/2008	9/22/2008
398433-11-0	200		0.0500	9/17/2008	9/22/2008
398433-11-0	3,100		0.0700	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	1,100		0.0700	9/17/2008	9/22/2008
398433-11-0	100		0.0400	9/17/2008	9/22/2008
398433-11-0	2,500		0.0600	9/17/2008	9/22/2008
398433-11-0	100		0.0800	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	1,300		0.0600	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	1,700		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	200		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	400		0.0400	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008

398433-11-0	200	0.0500	9/17/2008	9/22/2008
398433-11-0	3,400	0.0500	9/17/2008	9/22/2008
398433-11-0	400	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0400	9/17/2008	9/22/2008
398433-11-0	100	0.0700	9/17/2008	9/22/2008
398433-11-0	300	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0700	9/17/2008	9/22/2008
398433-11-0	1,200	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	500	0.0700	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	400	0.0400	9/17/2008	9/22/2008
398433-11-0	100	0.0400	9/17/2008	9/22/2008
398433-11-0	600	0.0500	9/17/2008	9/22/2008
398433-11-0	200	0.0400	9/17/2008	9/22/2008
398433-11-0	1,000	0.0500	9/17/2008	9/22/2008
398433-11-0	55	0.0400	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0700	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	400	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	110	0.0400	9/17/2008	9/22/2008

Page 15 of 17 pages

CUSIP	Purchases	Sales	Price	Trade Date	Settlement Date
398433-11-0	1,375		0.0500	9/17/2008	9/22/2008
398433-11-0	400		0.0500	9/17/2008	9/22/2008
398433-11-0	300		0.0500	9/17/2008	9/22/2008
398433-11-0	800		0.0600	9/17/2008	9/22/2008
398433-11-0	200		0.0600	9/17/2008	9/22/2008
398433-11-0	600		0.0500	9/17/2008	9/22/2008
398433-11-0	200		0.0500	9/17/2008	9/22/2008
398433-11-0	1,200		0.0600	9/17/2008	9/22/2008
398433-11-0	1,500		0.0500	9/17/2008	9/22/2008
398433-11-0	300		0.0600	9/17/2008	9/22/2008
398433-11-0	500		0.0500	9/17/2008	9/22/2008
398433-11-0	3,200		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0600	9/17/2008	9/22/2008
398433-11-0	400		0.0500	9/17/2008	9/22/2008
398433-11-0	300		0.0400	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	3,200		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0400	9/17/2008	9/22/2008
398433-11-0	500		0.0600	9/17/2008	9/22/2008
398433-11-0	200		0.0600	9/17/2008	9/22/2008
398433-11-0	285		0.0500	9/17/2008	9/22/2008
398433-11-0	200		0.0600	9/17/2008	9/22/2008
398433-11-0	100		0.0600	9/17/2008	9/22/2008
398433-11-0	500		0.0600	9/17/2008	9/22/2008
398433-11-0	100		0.0400	9/17/2008	9/22/2008
398433-11-0	3,600		0.0800	9/17/2008	9/22/2008
398433-11-0	1,300		0.0500	9/17/2008	9/22/2008
398433-11-0	1,300		0.0500	9/17/2008	9/22/2008
398433-11-0	500		0.0600	9/17/2008	9/22/2008
398433-11-0	200		0.0400	9/17/2008	9/22/2008
398433-11-0	300		0.0400	9/17/2008	9/22/2008
398433-11-0	1,600		0.0500	9/17/2008	9/22/2008
398433-11-0	300		0.0400	9/17/2008	9/22/2008
398433-11-0	415		0.0600	9/17/2008	9/22/2008
398433-11-0	1,000		0.0600	9/17/2008	9/22/2008
398433-11-0	2,000		0.0700	9/17/2008	9/22/2008
398433-11-0	200		0.0500	9/17/2008	9/22/2008
398433-11-0	200		0.0400	9/17/2008	9/22/2008
398433-11-0	100		0.0600	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	300		0.0400	9/17/2008	9/22/2008
398433-11-0	300		0.0600	9/17/2008	9/22/2008

398433-11-0	1,000	0.0600	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	1,300	0.0500	9/17/2008	9/22/2008
398433-11-0	300	0.0500	9/17/2008	9/22/2008
398433-11-0	400	0.0500	9/17/2008	9/22/2008
398433-11-0	615	0.0600	9/17/2008	9/22/2008
398433-11-0	17	0.0400	9/17/2008	9/22/2008
398433-11-0	100	0.0400	9/17/2008	9/22/2008
398433-11-0	28	0.0400	9/17/2008	9/22/2008
398433-11-0	400	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	300	0.0600	9/17/2008	9/22/2008
398433-11-0	400	0.0400	9/17/2008	9/22/2008
398433-11-0	100	0.0500	9/17/2008	9/22/2008
398433-11-0	400	0.0500	9/17/2008	9/22/2008
398433-11-0	400	0.0400	9/17/2008	9/22/2008
398433-11-0	700	0.0500	9/17/2008	9/22/2008
398433-11-0	400	0.0400	9/17/2008	9/22/2008
398433-11-0	300	0.0500	9/17/2008	9/22/2008
398433-11-0	900	0.0500	9/17/2008	9/22/2008
398433-11-0	200	0.0600	9/17/2008	9/22/2008
398433-11-0	900	0.0500	9/17/2008	9/22/2008
398433-11-0	1,000	0.0500	9/17/2008	9/22/2008
398433-11-0	495	0.0600	9/17/2008	9/22/2008
398433-11-0	500	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0600	9/17/2008	9/22/2008
398433-11-0	800	0.0500	9/17/2008	9/22/2008
398433-11-0	100	0.0800	9/17/2008	9/22/2008

Page 16 of 17 pages

CUSIP	Purchases	Sales	Price	Trade Date	Settlement Date
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	400		0.0600	9/17/2008	9/22/2008
398433-11-0	400		0.0500	9/17/2008	9/22/2008
398433-11-0	200		0.0400	9/17/2008	9/22/2008
398433-11-0	200		0.0400	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	600		0.0400	9/17/2008	9/22/2008
398433-11-0	600		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0400	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0400	9/17/2008	9/22/2008
398433-11-0	100		0.0400	9/17/2008	9/22/2008
398433-11-0	100		0.0400	9/17/2008	9/22/2008
398433-11-0	100		0.0400	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	100		0.0400	9/17/2008	9/22/2008
398433-11-0	100		0.0500	9/17/2008	9/22/2008
398433-11-0	123,000		0.0200	9/18/2008	9/23/2008
398433-11-0	4,100		0.0200	9/18/2008	9/23/2008
398433-11-0	100		0.0300	9/18/2008	9/23/2008
398433-11-0	400		0.0400	9/18/2008	9/23/2008
398433-11-0	400		0.0400	9/18/2008	9/23/2008
398433-11-0	300		0.0400	9/18/2008	9/23/2008
398433-11-0	400		0.0400	9/18/2008	9/23/2008
398433-11-0	100		0.0300	9/18/2008	9/23/2008
398433-11-0	1,400		0.0300	9/18/2008	9/23/2008
398433-11-0	400		0.0400	9/18/2008	9/23/2008
398433-11-0	2,500		0.0300	9/18/2008	9/23/2008
398433-11-0	300		0.0300	9/18/2008	9/23/2008
398433-11-0	600		0.0300	9/18/2008	9/23/2008
398433-11-0	100		0.0200	9/18/2008	9/23/2008
398433-11-0	100		0.0200	9/18/2008	9/23/2008
398433-11-0	100		0.0200	9/18/2008	9/23/2008
398433-11-0	100		0.0200	9/18/2008	9/23/2008
398433-11-0	100		0.0200	9/18/2008	9/23/2008
398433-11-0	100		0.0200	9/18/2008	9/23/2008
398433-11-0	100		0.0200	9/18/2008	9/23/2008
398433-11-0	500		0.0200	9/18/2008	9/23/2008
398433-11-0	100		0.0200	9/18/2008	9/23/2008
398433-11-0	100		0.0200	9/18/2008	9/23/2008
398433-11-0	550		0.0100	9/18/2008	9/23/2008

398433-11-0	300	0.0200	9/18/2008	9/23/2008
398433-11-0	1,900	0.0200	9/18/2008	9/23/2008
398433-11-0	5,000	0.0100	9/18/2008	9/23/2008
398433-11-0	8,000	0.0100	9/18/2008	9/23/2008
398433-11-0	500	0.0200	9/18/2008	9/23/2008
398433-11-0	200	0.0200	9/18/2008	9/23/2008
398433-11-0	100	0.0200	9/18/2008	9/23/2008
398433-11-0	2,400	0.0200	9/18/2008	9/23/2008
398433-11-0	1,200	0.0200	9/18/2008	9/23/2008
398433-11-0	2,400	0.0200	9/18/2008	9/23/2008
398433-11-0	2,400	0.0200	9/18/2008	9/23/2008
398433-11-0	500	0.0200	9/18/2008	9/23/2008
398433-11-0	2,400	0.0200	9/18/2008	9/23/2008
398433-11-0	2,400	0.0200	9/18/2008	9/23/2008
398433-11-0	1,800	0.0200	9/18/2008	9/23/2008
398433-11-0	2,400	0.0200	9/18/2008	9/23/2008
398433-11-0	200	0.0200	9/18/2008	9/23/2008
398433-11-0	1,500	0.0200	9/18/2008	9/23/2008
398433-11-0	10,000	0.0200	9/18/2008	9/23/2008
398433-11-0	1,200	0.0300	9/18/2008	9/23/2008
398433-11-0	10,000	0.0200	9/18/2008	9/23/2008
398433-11-0	2,900	0.0300	9/18/2008	9/23/2008
398433-11-0	2,400	0.0200	9/18/2008	9/23/2008
398433-11-0	1,400	0.0200	9/18/2008	9/23/2008
398433-11-0	2,400	0.0200	9/18/2008	9/23/2008

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13D (including any and all amendments thereto) with respect to the Common Stock, par value \$0.25 per share, of Griffon Corporation and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13D.

Date: October 9, 2008

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Yvette Kosic

Name: Yvette Kosic
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Yvette Kosic

Name: Yvette Kosic
Title: Attorney-in-fact

GS DIRECT, L.L.C.

By:/s/ Yvette Kosic

Name: Yvette Kosic
Title: Attorney-in-fact

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kasic, Rachel Parrish, Kevin P. Treanor, Michael T. Seeley and Anthony DeRose, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of October 6, 2008.

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Gregory K. Palm

Name: Gregory K. Palm

Title: Executive Vice President and General Counsel

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kasic, Rachel Parrish, Kevin P. Treanor, Michael T. Seeley and Anthony DeRose, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of October 6, 2008.

GOLDMAN, SACHS & CO.

By:/s/ Gregory K. Palm

Name: Gregory K. Palm
Title: Managing Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS DIRECT, L.L.C. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kotic, Rachel Parrish, Kevin P. Treanor, Michael T. Seeley and Anthony DeRose, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of October 6, 2008.

GS DIRECT, L.L.C.

By:/s/ Katherine B. Enquist

Name: Katherine B. Enquist
Title: Managing Director