UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	Case No. 08-13555 (JMP)
Debtors.	:	(Jointly Administered)

JOINDER TO THE MOTIONS FOR LEAVE TO CONDUCT RULE 2004 DISCOVERY OF LEHMAN BROTHERS HOLDINGS INC. AND OTHERS

D. E. Shaw Composite Portfolios, L.L.C., D. E. Shaw Oculus Portfolios, L.L.C., and their affiliates (the "Joining Parties"), by their undersigned attorneys, join in (i) the Supplement to Motion of the Harbinger Funds for Leave to Conduct Rule 2004 Discovery of Debtor Lehman Brothers Holdings Inc., dated October 10, 2008, and (ii) the Supplement to Motion of Newport Global Opportunities Fund LP, Newport Global Credit Fund (Master) L.P., PEP Credit Investor L.P. and Providence TMT Special Situations Fund L.P. for Leave to Conduct Rule 2004 Discovery of Debtor Lehman Brothers Holdings Inc. and Other Entities, dated October 13, 2008 ((i) and (ii) collectively, the "2004 Motions"), and aver as follows:

1. The Joining Parties are parties in interest to agreements with Lehman Brothers, Inc. ("LBI") and several of its affiliates, including, but not limited to, Lehman Brothers Holdings Inc. ("LBHI"); Lehman Brothers International (Europe) ("LBIE"); and the LBHI/LBI affiliates (collectively, the "Lehman Entities" or "Debtors") that are guaranteed by LBHI.

2. In view of the Joining Parties' agreements with and claims against the

Lehman Entities, the Joining Parties wish to obtain information and review documents relating to the following subjects (the "Subjects"): (a) the status of the Joining Parties' assets at the Lehman Entities, (b) the assets and liabilities of the Lehman Entities and (c) the transfer of assets or funds (i) between and among the Lehman Entities, (ii) to the Lehman Entities from other entities, and (iii) to other entities from the Lehman Entities.

3. In order to obtain information about the Subjects, and without waiving the Joining Parties' rights to seek further or additional relief pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure at a later date, the Joining Parties hereby join in the 2004 Motions. More particularly, the Joining Parties seek (a) to participate in the deposition of LBHI's Chief Financial Officer and/or any other person(s) most knowledgeable at LBHI or the other Lehman Entities, (b) to participate in any other or further depositions to be conducted concerning any one or more of the Subjects, and (c) production of any and all documents produced by any of the Lehman Entities to the movants of the 2004 Motions or any other person, party or entity relating to or concerning the Subjects.

4. The Joining Parties respectfully submit that they are entitled to the relief requested herein pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure. The Joining Parties further respectfully submit that the implementation of a coordinated discovery mechanism in these cases, which permits customers, creditors, and other parties in interest to obtain information concerning the Debtors' assets and liabilities (and the other Subjects described above), will benefit all parties (including the Debtors' estates) because it will facilitate the dissemination of information in an efficient, cost-effective, and orderly manner.

WHEREFORE, for the reasons set forth above and in the 2004 Motions, the Joining

Parties respectfully request that this Court enter an order (a)(i) granting the Joining Parties the right to participate in the deposition of LBHI's Chief Financial Officer and/or any other person(s) most knowledgeable at LBHI or the other Lehman Entities, (ii) granting the Joining Parties the right to participate in any other or further depositions to be conducted concerning any one or more of the Subjects, (iii) requiring that any and all documents produced by any of the Lehman Entities to the movants of the 2004 Motions or any other person, party or entity concerning the Subjects be produced by the Lehman Entities to the Joining Parties, (b) granting the 2004 Motions, and (c) granting the Joining Parties such other and further relief as this Court deems just and proper.

Dated: New York, New York
October 15, 2008

CLEARY GOTTLIEB STEEN & HAMILTON LLP

By: _____

Thomas J. Moloney, Esq.
TMoloney@cgsh.com
Avram Luft, Esq.
ALuft@cgsh.com
One Liberty Plaza
New York, NY 10006
Phone: (212) 225-2000
Fax: (212) 225-3999

Attorneys for D. E. Shaw Composite Portfolios, L.L.C., D. E. Shaw Oculus Portfolios, L.L.C., and their affiliates