Objection Deadline: October 31, 2008 @ 4:00 p.m.
Hearing Date: November 5, 2008 @ 10:00 a.m.

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Paul S. Aronzon
Robert J. Moore (pro hac vice application pending)
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Proposed Counsel for Official
Committee of Unsecured Creditors of
Lehman Brothers Holdings Inc., et al.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)

APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF LEHMAN BROTHERS HOLDINGS INC., ET AL., UNDER 11 U.S.C. § 1103 AND FED. R. BANKR. P. 2014 AND 5002, FOR ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF MILBANK, TWEED, HADLEY & McCLOY LLP AS COUNSEL, EFFECTIVE AS OF SEPTEMBER 17, 2008

TO THE HONORABLE JAMES M. PECK,
UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Unsecured Creditors (the "Creditors' Committee"), appointed in the above-captioned chapter 11 cases of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors, LB 745 LLC, PAMI Statler Arms LLC, Lehman Brothers Commodity Services Inc., Lehman Brothers Special Financing Inc., Lehman Brothers OTC Derivatives Inc., Lehman Brothers Finance SA, Lehman Brothers Derivative Products Inc., Lehman Commercial

Inc. ("LCPI"), Lehman Brothers Commercial Corporation, Lehman Brothers Financial Products Inc., Fundo de Investimento Multimercado Credito Privado Navigator Investimento No Exterior, Lehman Scottish Finance L.P., CES Aviation LLC, CES Aviation V LLC, CES Aviation IX LLC, and East Dover Limited, as debtors and debtors in possession (collectively, the "Debtors" and, together with their non-Debtor affiliates, "Lehman"), hereby moves this Court for an order, substantially in the form attached hereto as Exhibit A, authorizing the Creditors' Committee to retain and employ Milbank, Tweed, Hadley & McCloy LLP ("Milbank"), effective as of September 17, 2008, as counsel for the Creditors' Committee, pursuant to section 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Local Bankruptcy Rules for the District of New York (the "Local Rules"), and respectfully represents as follows:

I. BACKGROUND

1. On September 15, 2008, LBHI filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "Initial Petition Date"). Thereafter, on September 16, 2008, LB 745 LLC filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code; on September 23, 2008, PAMI Statler Arms LLC filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code; on October 3, 2008, each of Lehman Brothers Commodity Services Inc., Lehman Brothers Special Financing Inc., Lehman Brothers OTC Derivatives Inc., and Lehman Brothers Finance, S.A. filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code; and on October 5, 2008, each of Lehman Brothers Derivative Products Inc., LCPI, Lehman Brothers Commercial Corporation, Lehman Brothers Financial Products Inc., Fundo de Investimento Multimercado Credito Privado, Lehman Scottish

Finance L.P., CES Aviation LLC, CES Aviation V LLC, CES Aviation IX LLC, and East Dover Limited filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (references to the "Petition Date" shall mean the date a particular Debtor filed its petition). An order has been entered providing for the joint administration of the cases of each of the affiliated Debtors with that of LBHI. In addition, Lehman Brothers Inc. ("LBI"), which was a broker-dealer and a wholly-owned subsidiary of LBHI is the subject of a proceeding commenced on September 19, 2008, pursuant to the Securities Investor Protection Act, Securities Investor Protection Corporation v. Lehman Brothers Inc., Adv. Pro. No. 08-01420 (Bankr. S.D.N.Y. September 19, 2008) (the "SIPA Case"), which is pending before this Court under subchapter III of chapter 7 of the Bankruptcy Code, 11 U.S.C. §§ 741, et seq.

2. On September 17, 2008, the United States Trustee filed the Appointment of Committee of Unsecured Creditors (docket no. 62), and thereby appointed the Creditors' Committee consisting of: (i) Wilmington Trust Company, as Indenture Trustee; (ii) The Bank of NY Mellon; (iii) Shinsei Bank, Limited; (iv) Mizuho Corporate Bank, Ltd., as Agent; (v) The Royal Bank of Scotland, PLC; (vi) Metlife; and (vii) RR Donnelley & Sons. On September 17, 2008, the Creditors' Committee duly selected Milbank as counsel to represent it during the pendency of the Debtors' chapter 11 cases. RR Donnelley & Sons and The Royal Bank of Scotland, plc subsequently resigned as members of the Committee and on October 3, 2008, the United States Trustee filed the First Amended Appointment of Committee of Unsecured Creditors (docket no. 592) appointing The Vanguard Group Inc. and Aegon USA Investment Management as additional members of the Committee.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(b) and 1334 and the Standing Order of Referral of Cases to Bankruptcy Judges of the

United States District Court for the Southern District of New York (Ward, Acting C.J.), dated July 10, 1984. The statutory predicates for the relief sought herein are section 1103(a) of the Bankruptcy Code and Bankruptcy Rules 2014 and 5002.

4. No other official committees have been appointed or designated in these chapter 11 cases.

RETENTION OF MILBANK

Services to be Provided by Milbank

5. The Creditors' Committee respectfully submits that it will be necessary to employ and retain Milbank pursuant to section 1103(a) of the Bankruptcy Code to render the following services, among others, as directed by the Creditors' Committee:

(a) advise the Creditors' Committee with respect to its rights, powers and duties in these chapter 11 cases;

(b) assist and advise the Creditors' Committee in its consultations with the Debtors regarding the administration of these chapter 11 cases;

(c) assist the Creditors' Committee in analyzing the claims and interests of the Debtors' creditors and in negotiating with such creditors;

(d) assist with the Creditors' Committee's investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and of the operation of their businesses;

(e) assist the Creditors' Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, financings, asset disposition transactions, compromises of controversies, and the terms of a chapter 11 plan or plans for the Debtors;

(f) assist and advise the Creditors' Committee with respect to its communications with the general creditor body regarding significant matters in these chapter 11 cases;

(g) represent the Creditors' Committee at all hearings and other proceedings;

(h) represent the Creditors' Committee in all international proceedings and asset recovery matters;

(i) review and analyze all applications, orders, statements of operations and schedules filed with the Court and advise the Creditors' Committee as to their propriety;

(j) assist the Creditors' Committee in preparing pleadings and applications as may be necessary in furtherance of the Creditors' Committee's interests and objectives; and

(k) perform such other legal services as may be required and are deemed to be in the interests of the Creditors' Committee in accordance with the Creditors' Committee's powers and duties as set forth in the Bankruptcy Code.

6. The Creditors' Committee believes that Milbank possesses extensive knowledge and expertise in the areas of law relevant to these chapter 11 cases, and that Milbank is well qualified to represent the Creditors' Committee. In selecting its counsel, the Creditors' Committee sought counsel with experience in representing creditors' committees in large chapter 11 cases and other debt-restructuring scenarios. Milbank has such experience, having represented a number of creditors' committees in significant reorganizations under chapter 11 of the Bankruptcy Code. Specifically, Milbank has represented official creditors' committees in the chapter 11 cases of major financial services Debtors In re Refco Inc., In re Enron Corp. and In re Drexel Burnham Lambert Group, Inc.,[1] as well as other significant cases including, among others, In re Columbia Gas Corporation; In re Fleming Companies, Inc.; In re ICO Global Communications Services, Inc.; In re Intermet Corp.; In re Johns-Manville Corp.; In re NPF XII, Inc. (National Century Financial Enterprises); In re Pacific Gas & Electric Co.; In re RCN Corporation; In re Redback Networks, Inc.; In re Safety-Kleen Corp.; In re Semi-Tech Corporation; In re VI Acquisition Corp.; and In re Winn-Dixie Stores, Inc.

[1] Milbank represented the chair of the separate creditors' committee for DBL Trading Corp., and was heavily involved in all aspects of the Drexel cases.

7. In addition, Milbank has acknowledged expertise and extensive experience in matters relating to the financial services industry, including as to bank and financial institution regulation, corporate finance, securities, mergers and acquisitions, tax, real estate, derivatives transactions, project and structured finance and securitizations, and complex business and insolvency litigation, all capacities that may be important in determining and maximizing the assets and fixing the liabilities of the Debtors. Milbank maintains offices in a number of locations, including Germany, Hong Kong, Japan and the United Kingdom, venues in which significant assets of the Debtors are located and related legal and administrative proceedings are pending affecting the Debtors and the prospective recovery by their unsecured creditors. Such expertise, experience and geographic scope will enable the Creditors' Committee to react more quickly and to function more efficiently and effectively in these chapter 11 cases.

Conflicts Counsel

8. It was evident to all parties from the Initial Petition Date, even before the filings by the other Debtors and the commencement of the SIPA Case, that the size and scope of these chapter 11 cases would be unprecedented. In particular, the many and varied roles that Lehman, including the Debtors and LBI, played in the financial markets both in the United States and internationally, as financer, arranger, agent, advisor, investor, underwriter and otherwise, required a wide range of expertise from the Creditors' Committee's counsel. At the same time, the very breadth of Lehman's involvement in these markets and the scope and variety of the roles and transactions involved meant that any firm with the required breadth of required expertise and experience would, necessarily, have numerous contacts and connections, not only with Lehman, but with many of its creditors and other parties in interest in the chapter 11 cases. In recognition of these realities, the extraordinary size of these chapter 11 cases, the complexity and variety of the legal issues likely to confront the Creditors' Committee, and the number of parties likely to be involved one way or another in these chapter 11 cases, the Creditors' Committee recognized

that there would be situations in which Milbank may have a conflict and thus determined that in addition to Milbank, it should employ Quinn Emanuel Urquhart Oliver& Hedges, LLP ("Quinn Emanuel") as special conflicts counsel to act in matters where Milbank was unable to represent the Creditors' Committee ("Conflicts Counsel").

9. In choosing Conflicts Counsel, the Creditors' Committee looked for a firm that would complement Milbank and the services and skills Milbank would bring to its representation of the Creditors' Committee. The Committee thus looked to engage as Conflicts Counsel a firm that was primarily a plaintiff's litigation firm, without the many relationships with financial institutions that a firm like Milbank, of necessity, has.[2] The Creditors' Committee thus selected the firm of Quinn Emanuel as Conflicts Counsel, to represent the Committee in investigations and litigation matters where Milbank is unable to act, including those in which the object of the investigation or litigation is a client of Milbank, or a transaction in which Milbank has been involved. The Creditors' Committee believes that Milbank and Quinn Emanuel will continue (as they have to date) coordinating their efforts and clearly delineating their respective duties to minimize any duplication of effort and create a seamless representation of the Creditors' Committee, without undue costs or expenses for the estates.

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[2] Disclosure with regard to any connections that Quinn Emanuel has to Lehman, its creditors and other parties in interest, is set forth in the application to retain Quinn Emanuel as Conflicts Counsel and its supporting affidavit, which application is being filed contemporaneously with this Application. In comparing the disclosures by Milbank and Quinn Emanuel, it appears that there is a limited number of entities that may give rise to a conflict for both firms. If in the future the Creditors' Committee requires counsel to take action with respect to such entities and neither Milbank nor Quinn Emanuel are able to obtain an effective waiver to permit it to act, then the Committee reserves the right to seek special counsel or some other arrangement to address that need.

Disclosure Concerning Conflicts of Interest

10. To the best of the Creditors' Committee's knowledge, information and belief, based on and other than as set forth in the annexed Affidavit of Robert Jay Moore, a partner in Milbank's Financial Restructuring Group (the "Moore Affidavit"), a copy of which is attached hereto as Exhibit B, Milbank does not have any connection with or represent any other entity having an adverse interest to the Debtors, their creditors or any other party in interest, or their respective attorneys or accountants. The Moore Affidavit also sets forth, pursuant to Bankruptcy Rule 2014(a), to the best of Moore's knowledge, Milbank's connections with the Debtors, known creditors, other known parties in interest, their respective attorney's and accountants, the United States Trustee for Region 2, and any person employed in the Southern District of New York office of the United States Trustee.

11. Prior to and in connection with Milbank's selection by the Creditors' Committee, Milbank informed the Committee of Milbank's historic prepetition connections to Lehman, including its representation of certain of the Debtors and certain non-Debtor Lehman entities in matters arising before the Initial Petition Date, and of Milbank's connections to other parties in interest in the chapter 11 cases. Informed of such historic connections and based upon the other criteria set forth in this Application, the Creditors' Committee determined that the employment of Milbank as counsel on the terms of this Application was appropriate and in the best interests of the unsecured creditor body that the Creditors' Committee represents. The Creditors' Committee has reviewed the Moore Affidavit and the description of Milbank's connections with the Debtors and other parties in interest set forth therein, including Milbank's disclosures regarding prior representation of certain of the Debtors in matters prior to such Debtors' Petition Date, and has no objection to any matter set forth therein. The Committee thus

seeks an order approving Milbank's engagement by the Committee on the terms set forth therein and in this Application.

12. Because of the legal services that may be necessary in these cases, and the fact that the nature and extent of such services are not known at this time, the Creditors' Committee believes that the employment of Milbank for all of the Creditors' Committee's purposes would be appropriate and in the best interests of the unsecured creditor body that the Creditors' Committee represents.

Effective Date of Retention

13. The Creditors' Committee requests that Milbank's retention be approved, effective as of September 17, 2008. The Creditors' Committee believes retention effective as of September 17, 2008 -- the date Milbank was selected as Creditors' Committee counsel -- is appropriate due to the nature of these cases and the need for the Creditors' Committee to have representation as early as possible. Additionally, Milbank began work on the Creditors' Committee's behalf on such date.

Compensation of Milbank

14. Milbank intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the guidelines promulgated by the Office of the United States Trustee and the Local Rules and orders of this Court, and pursuant to any additional procedures that may be or have already been established by the Court in these cases.

15. Subject to the Court's approval, Milbank will be compensated at its standard hourly rates, which are based on the professionals' level of experience, for its services to the Creditors' Committee. At present, the standard hourly rates charged by Milbank range

from $700 to $950 for partners, $650 to $850 for of counsel, $275 to $670 for associates and senior attorneys, and $155 to $325 for legal assistants. These hourly rates are subject to periodic firm-wide adjustments in the ordinary course of Milbank's business. Milbank will maintain detailed, contemporaneous records of time and any necessary expenses incurred in connection with the rendering of the legal services described above.

Notice

16. No trustee or examiner has been sought or appointed in these cases. Notice of this Application has been given to counsel to the Debtors, the United States Trustee and all other parties that have requested receipt of notices in these cases. In light of the relief requested, the Creditors' Committee submits that no other or further notice need be provided.

No Prior Request

17. No previous request for the relief sought herein has been made to this or any other court.

Memorandum of Law

18. Pursuant to Local Rule 9013-1, because there are no novel issues of law presented herein, the Creditors' Committee respectfully reserves the right to file a brief in reply to any objection to this Application.

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WHEREFORE, the Creditors' Committee respectfully requests that the Court enter an order, in the form attached hereto as Exhibit A, (a) authorizing the Creditors' Committee to retain Milbank effective as of September 17, 2008 and (b) granting such further relief as is just and proper.

Dated: New York, New York
October 21, 2008

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF LEHMAN BROTHERS HOLDINGS INC., et al.

Wilmington Trust Company, as Indenture Trustee
Designated Signatory for Official Committee of Unsecured Creditors

By: /s/ Julie Becker
Name: Julie Becker
Title: Vice President

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)

ORDER UNDER 11 U.S.C. § 1103 AND FED. R. BANKR. P. 2014 AND 5002, AUTHORIZING RETENTION AND EMPLOYMENT OF MILBANK, TWEED, HADLEY & M^cCLOY LLP AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF LEHMAN BROTHERS HOLDINGS INC., ET AL., EFFECTIVE AS OF SEPTEMBER 17, 2008

Upon the Application, dated October 21, 2008 (the "Application"), the Official Committee of Unsecured Creditors (the "Creditors' Committee"), appointed in the above-captioned chapter 11 cases of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors, LB 745 LLC, PAMI Statler Arms LLC, Lehman Brothers Commodity Services Inc., Lehman Brothers Special Financing Inc., Lehman Brothers OTC Derivatives Inc., Lehman Brothers Finance SA, Lehman Brothers Derivative Products Inc., Lehman Commercial Paper Inc., Lehman Brothers Commercial Corporation, Lehman Brothers Financial Products Inc., Fundo de Investimento Multimercado Credito Privado Navigator Investimento No Exterior, Lehman Scottish Finance L.P., CES Aviation LLC, CES Aviation V LLC, CES Aviation IX LLC, and East Dover Limited, as debtors and debtors in possession (collectively, the "Debtors"), for an order authorizing the Creditors' Committee to retain and employ Milbank, Tweed, Hadley & McCloy LLP ("Milbank"), effective as of September 17, 2008, as counsel for the Creditors' Committee, pursuant to section 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Local Bankruptcy

Rules for the District of New York (the "Local Rules"); and the Court having considered the Affidavit of Robert Jay Moore, sworn to October 21, 2008 (the "Moore Affidavit"), in connection with the Application; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Judges of the United States District Court for the Southern District of New York (Ward, Acting C.J.), dated July 10, 1984; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein and that Milbank represents no interest adverse to the Debtors' estates or to any class of creditors or equity security holders in the matters upon which Milbank is to be engaged and Milbank is disinterested within the meaning of 11 U.S.C. § 101(14); and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Application is granted, effective as of September 17, 2008, to the extent provided herein.

2. Milbank's employment is necessary and would be in the best interest of the Debtors' estates, creditors, and other parties in interest; Milbank's hourly rates for its paralegals and attorneys set forth in the Moore Affidavit are reasonable.

3. Pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 5002 and Local Rule 2014-1, the Creditors' Committee is authorized to employ and retain Milbank, effective as of September 17, 2008, as counsel for the Creditors' Committee, on the terms set forth in the Application and the Moore Affidavit, as provided herein.

4. Milbank shall be compensated upon appropriate application in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any interim compensation procedures order entered in these cases.

5. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: New York, New York
_____, 2008

_____
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)

AFFIDAVIT OF ROBERT JAY MOORE IN SUPPORT OF APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF LEHMAN BROTHERS HOLDINGS INC., ET AL., UNDER 11 U.S.C. § 1103 AND FED. R. BANKR. P. 2014 AND 5002, FOR ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF MILBANK, TWEED, HADLEY & McCLOY LLP AS COUNSEL, EFFECTIVE AS OF SEPTEMBER 17, 2008

STATE OF CALIFORNIA)
) SS.:
COUNTY OF LOS ANGELES)

ROBERT JAY MOORE, being duly sworn, says:

1. I submit this Affidavit pursuant to section 1103(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code") and rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), in support of the application, dated October 21, 2008 (the "Application"),[1] of the Official Committee of Unsecured Creditors (the "Creditors' Committee" or the "Committee") appointed in the above-captioned chapter 11 cases of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors, LB 745 LLC, PAMI Statler Arms LLC, Lehman Brothers Commodity Services Inc. ("LBCS"), Lehman Brothers Special Financing Inc., Lehman Brothers OTC Derivatives Inc., Lehman Brothers Finance SA, Lehman Brothers Derivative Products Inc.,

[1] Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

Lehman Commercial Paper Inc. ("LCPI"), Lehman Brothers Commercial Corporation, Lehman Brothers Financial Products Inc., Fundo de Investimento Multimercado Credito Privado Navigator Investimento No Exterior, Lehman Scottish Finance L.P., CES Aviation LLC, CES Aviation V LLC, CES Aviation IX LLC, and East Dover Limited, as debtors and debtors in possession (collectively, the "Debtors" and, together with their non-Debtor affiliates, "Lehman"), for an order, pursuant to section 1103 of the Bankruptcy Code and Bankruptcy Rules 2014 and 5002, and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York ("Local Rules"), authorizing the employment and retention of Milbank, Tweed, Hadley & McCloy LLP ("Milbank") as counsel to the Creditors' Committee, effective as of September 17, 2008. Milbank is an international law firm with its principal office located at One Chase Manhattan Plaza, New York, New York 10005, and with other offices located in Washington, D.C., Los Angeles, London, Frankfurt, Munich, Tokyo, Singapore, Hong Kong and Beijing.

2. I am a partner of the firm of Milbank, proposed counsel to the Creditors' Committee, and a partner in its Financial Restructuring Group. Upon the selection of Milbank as proposed counsel by the Creditors' Committee, the firm's Executive Committee established a task force, consisting of Warren F. Cooke, co-chair of the Risk Management Committee,[2] L. Douglas Harris, a member of the Risk Management Committee, the undersigned, and Risa M. Rosenberg, of counsel in the Financial Restructuring Group (the "Task Force"), to oversee the process of identifying to the fullest extent possible all connections that Milbank, and its attorneys

[2] The Risk Management Committee is a standing committee of Milbank partners established by the Executive Committee of Milbank to oversee professional ethics and risk management on behalf of Milbank and its attorneys in connection with Milbank's acceptance and conduct of legal representations, and to establish policies relating thereto. The Risk Management Committee is composed of six Milbank partners. As a part of its general charge, the Risk Management Committee oversees all client intake procedures and the identification and resolution of potential conflicts, firm-wide.

and employees, had in the past and presently have to the Debtors, Lehman, the chapter 11 cases, and the parties in interest in the chapter 11 cases and to gather the information required to complete this Affidavit. I have consulted with, and relied upon the input obtained from, the members of the Task Force and I, or other members of the Task Force, have knowledge of all facts described herein.

3. Unless otherwise stated in this Affidavit, I have knowledge of the facts set forth herein and, if called as a witness, I would testify thereto.[3]

Background

4. On September 15, 2008, LBHI filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "Initial Petition Date"). Thereafter, on September 16, 2008, LB 745 LLC filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code; on September 23, 2008, PAMI Statler Arms LLC filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code; on October 3, 2008, each of Lehman Brothers Commodity Services Inc., Lehman Brothers Special Financing Inc., Lehman Brothers OTC Derivatives Inc., and Lehman Brothers Finance, S.A. filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code; and on October 5, 2008, each of Lehman Brothers Derivative Products Inc., LCPI, Lehman Brothers Commercial Corporation, Lehman Brothers Financial Products Inc., Fundo de Investimento Multimercado Credito Privado, Lehman Scottish Finance L.P., CES Aviation LLC, CES Aviation V LLC, CES Aviation IX LLC, and East Dover Limited filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (references to a "Petition Date" shall mean the date a particular Debtor filed its petition). An order has been

[3] Certain of the disclosures set forth herein relate to matters not within my personal knowledge, but rather within the personal knowledge of other attorneys and employees at Milbank, and are based on information provided by them to the Task Force.

entered providing for the joint administration of the chapter 11 cases of each of the other Debtors with that of LBHI.

5. Prior to the Initial Petition Date, Lehman Brothers Inc. ("LBI") was a broker-dealer and a wholly-owned subsidiary of LBHI. LBI is the subject of a proceeding commenced on September 19, 2008, pursuant to the Securities Investor Protection Act, Securities Investor Protection Corporation v. Lehman Brothers Inc., Adv. Pro. No. 08-01420 (Bankr. S.D.N.Y. September 19, 2008) (the "SIPA Case"), which is pending before this Court under subchapter III of chapter 7 of the Bankruptcy Code, 11 U.S.C. §§ 741, et seq. The SIPA Case has not been consolidated, administratively or otherwise, with the Debtors' chapter 11 cases. After the Initial Petition Date, on September 19, 2008, but prior to the commencement of the SIPA Case, LBI transferred all of its subsidiaries, including certain of the Debtors, to Lehman ALI Inc., a non-debtor first-tier wholly-owned subsidiary of LBHI, in exchange for a promissory note.

6. On September 17, 2008, the United States Trustee filed the Appointment of Committee of Unsecured Creditors (docket no. 62), and thereby appointed the Creditors' Committee in the chapter 11 cases consisting of: (i) Wilmington Trust Company, as Indenture Trustee; (ii) The Bank of NY Mellon; (iii) Shinsei Bank, Limited; (iv) Mizuho Corporate Bank, Ltd., as Agent; (v) The Royal Bank of Scotland, plc; (vi) Metlife; and (vii) RR Donnelley & Sons. On September 17, 2008, the Creditors' Committee duly selected Milbank as counsel to represent it during the pendency of the Debtors' chapter 11 cases and selected Quinn Emanuel Urquhart Oliver& Hedges, LLP ("Quinn Emanuel") as special conflicts counsel to act in matters where Milbank was unable to represent the Creditors' Committee ("Conflicts Counsel"). RR Donnelley & Sons and The Royal Bank of Scotland, plc subsequently resigned as members of

the Committee and on October 3, 2008, the United States Trustee filed the First Amended Appointment of Committee of Unsecured Creditors (docket no. 592) appointing The Vangard Group Inc. and Aegon USA Investment Management as additional members of the Creditors' Committee in the chapter 11 cases.

Qualifications of Milbank

7. Milbank possesses extensive knowledge and expertise in the areas of law relevant to these chapter 11 cases, and Milbank is well qualified to represent the Creditors' Committee. Specifically, Milbank has significant experience in representing creditors' committees in large chapter 11 cases and financial restructurings. For example, Milbank has represented official creditors' committees in the chapter 11 cases of major financial services Debtors In re Refco Inc., In re Enron Corp. and In re Drexel Burnham Lambert Group, Inc.,[4] as well as other significant cases including, among others: In re Columbia Gas Corporation; In re Fleming Companies, Inc.; In re ICO Global Communications Services, Inc.; In re Intermet Corp.; In re Johns-Manville Corp.; In re NPF XII, Inc. (National Century Financial Enterprises); In re Pacific Gas & Electric Co.; In re RCN Corporation; In re Redback Networks, Inc.; In re Safety-Kleen Corp.; In re Semi-Tech Corporation; In re VI Acquisition Corp.; and In re Winn-Dixie Stores, Inc.

8. Equally important for these chapter 11 cases, Milbank has acknowledged expertise and extensive experience in matters relating to the financial services industry, including as to bank and financial institution regulation, corporate finance, securities, mergers and acquisitions, tax, real estate, derivatives transactions, project and structured finance and securitizations, and complex business and insolvency litigation, all capacities that may be

[4] Milbank represented the chair of a separate creditors' committee for DBL Trading Corp., and was extensively involved in all aspects of the Drexel cases.

important in determining and maximizing the assets and fixing the liabilities of the Debtors. Milbank maintains offices in a number of locations, including Germany, Hong Kong, Japan and the United Kingdom, venues in which significant assets of the Debtors are located and related legal and administrative proceedings are pending affecting the Debtors and the prospective recovery by their unsecured creditors. Such expertise, experience, and geographic scope will enable the Creditors' Committee to react more quickly and to function more efficiently and effectively in these chapter 11 cases.

Services to be Rendered

9. The Creditors' Committee has requested that Milbank render the following services, among others, in connection with these chapter 11 cases:

(a) advise the Creditors' Committee with respect to its rights, powers, and duties in these chapter 11 cases;

(b) assist and advise the Creditors' Committee in its consultations with the Debtors regarding the administration of these chapter 11 cases;

(c) assist the Creditors' Committee in analyzing the claims and interests of the Debtors' creditors and in negotiating with such creditors;

(d) assist with the Creditors' Committee's investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and of the operation of their businesses;

(e) assist the Creditors' Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, financings, asset disposition transactions, compromises of controversies, and the terms of a chapter 11 plan or plans for the Debtors;

(f) assist and advise the Creditors' Committee with respect to its communications with the general creditor body regarding significant matters in these chapter 11 cases;

(g) represent the Creditors' Committee at all hearings and other proceedings;

(h) represent the Creditors' Committee in all international proceedings and asset recovery matters;

(i) review and analyze all applications, orders, statements of operations and schedules filed with the Court and advise the Creditors' Committee as to their propriety;

(j) assist the Creditors' Committee in preparing pleadings and applications as may be necessary in furtherance of the Creditors' Committee's interests and objectives; and

(k) perform such other legal services as may be required and are deemed to be in the interests of the Creditors' Committee in accordance with the Creditors' Committee's powers and duties as set forth in the Bankruptcy Code.

10. Subject to Court approval of the Application, Milbank is willing to serve as the Creditors' Committee's counsel and to perform the services described above. As the Court is aware, these chapter 11 cases are unusual in many respects, and will require a broad range of services in various locations within and outside of the United States. In addition to the usual oversight role of Committee counsel, Milbank expects to work with the Debtors and its counsel to allocate responsibility for various tasks in order to avoid duplication of effort and to move these massive cases forward as quickly, harmoniously and efficiently as possible.

11. It was evident to all parties from the Initial Petition Date, even before the filings by the other Debtors and the commencement of the SIPA Case, that the size and scope of these chapter 11 cases would be unprecedented. In particular, the many and varied roles that Lehman, including the Debtors and LBI, played in the financial markets both in the United States and internationally, as financer, arranger, agent, advisor, investor, underwriter and otherwise, required a wide range of expertise from the Creditors' Committee's counsel. At the same time, the very breadth of Lehman's involvement in these markets and the scope and variety of the roles and transactions involved meant that any firm with the required breadth of expertise and experience would, necessarily, have numerous contacts and connections, not only with Lehman, but with many of its creditors and other parties in interest in the chapter 11 cases. In recognition

of these realities, the extraordinary size of these chapter 11 cases, the complexity and variety of the legal issues likely to confront the Creditors' Committee, and the number of parties likely to be involved one way or another in these chapter 11 cases, the Creditors' Committee recognized that there would be situations in which Milbank may have a conflict and thus determined that in addition to Milbank, it should employ special Conflicts Counsel to function on matters on which Milbank was unable to act for the Committee.

12. In choosing Conflicts Counsel, the Creditors' Committee looked for a firm that would complement Milbank and the services and skills Milbank would bring to its representation of the Creditors' Committee. The Committee thus looked to engage as Conflicts Counsel a firm that was primarily a plaintiff's litigation firm, without the many relationships with financial institutions that a firm like Milbank, of necessity, has.[5] The Creditors' Committee thus selected the firm of Quinn Emanuel as Conflicts Counsel, to represent the Committee in investigations and litigation matters where Milbank is unable to act, including those in which the object of the investigation or litigation is a client of Milbank, or a transaction in which Milbank had been involved. The Quinn Emanuel team representing the Committee is headed by Susheel Kirpalani, a partner at Quinn Emanuel who was formerly a partner at Milbank.[6] Milbank believes that Milbank and Quinn Emanuel will continue (as they have to date) coordinating their efforts and clearly delineating their respective duties to minimize any duplication of effort and create a seamless representation of the Creditors' Committee. For example, Conflicts Counsel is solely in charge of the Creditors' Committee's investigation of transactions between Lehman and

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[5] Disclosure with regard to any connections that Quinn Emanuel has to Lehman, its creditors and other parties in interest, is set forth in the application to retain Quinn Emanuel as Conflicts Counsel and its supporting affidavit, which application is being filed contemporaneously with this Application.

[6] Mr. Kirpalani was associated with Milbank from 1998 to 2001, and was a partner of Milbank from 2001 to 2007.

certain financial institutions which are current clients of Milbank, and has recently filed requests for certain 2004 examinations of JP Morgan Chase Bank. Milbank took no part in the review by the Committee of Quinn Emanuel's recommendations or in the decision making process related thereto and will take no part in any future conflict matters handled by Conflicts Counsel.[7]

Milbank's Disclosure Process

13. In preparing this declaration, I used a set of procedures designed to ensure full compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules regarding the retention of professionals by debtors under the Bankruptcy Code (the "Milbank Disclosure Procedures"). Pursuant to the Milbank Disclosure Procedures, I performed, or worked with the Task Force in causing Milbank partners and attorneys and other personnel under their supervision to perform, the following actions to identify the parties relevant to this declaration and to ascertain Milbank's connection to such parties:

(a) Based on publicly available information, including information obtained from the Debtors' proposed counsel, Milbank developed a list (the "Potential Party List"), a copy of which list is attached hereto as Exhibit A, of (i) the Debtors and their significant non-Debtor affiliates[8] including: (x) current subsidiaries ("Current Lehman Non-Debtor Entities") and (y)

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[7] To avoid even an appearance that Milbank is involved in matters that Conflicts Counsel is handling, Milbank will excuse itself from the portion of any Committee meeting at which such matters are discussed.

[8] Included among this list are approximately 500 current and former direct and indirect subsidiaries of LBHI identified to Milbank by the Debtors and all subsidiaries identified in corporate organization charts provided to Milbank by the Debtors that Milbank is advised excluded subsidiaries which, in the aggregate, would not constitute Significant Subsidiaries, as defined in Rule 1-02(w) of Regulation S-X, as of November 30, 2007. The identification of a Lehman Entity as a Current Lehman Non-Debtor Entity or Former Lehman Non-Debtor Entity is based solely upon the list provided by the Debtors' proposed counsel. Milbank will supplement its conflicts review and disclosure with respect to the Lehman Non-Debtor Entities as further information is obtained or developed.

former subsidiaries ("Former Lehman Non-Debtor Entities," together with Current Lehman Non-Debtor Entities, "Lehman Non-Debtor Entities" and Lehman Non-Debtor Entities collectively with the Debtors, the "Lehman Entities"), (ii) the Debtors' proposed professionals, (iii) the Debtors' one hundred largest unsecured creditors on an aggregate basis as of the Initial Petition Date, as identified on the list provided by the Debtors' proposed counsel[9], (iv) significant (i.e., greater than five percent) equity holders of the Debtors as of the Initial Petition Date, as identified on the list provided by the Debtors' proposed counsel, (v) the Debtors' pre-Initial Petition Date and proposed post-Petition Date secured lenders, as identified on the list provided by the Debtors' proposed counsel, and (vi) other potentially material parties in interest, as identified on the list provided by the Debtors' proposed counsel or appearing in the chapter 11 case on the Initial Petition Date or shortly thereafter, including the Bankruptcy Rule 2019 Statement filed in the chapter 11 cases by counsel to an *ad hoc* committee of bondholders (the "Ad Hoc Bondholder Committee"). Milbank also developed a list, which is a subset of the Potential Party List, consisting of the unsecured creditors holding the 30 largest unsecured claims against the Debtors, the Debtors' prepetition secured lenders, Barclays, the members of the Ad Hoc Bondholder Committee and the

[9] The voluntary petitions of all but two of the Debtors filed subsequent to LBHI reference the consolidated list of creditors filed by LBHI, and do not contain additional creditors. The voluntary petitions of LB 745 LLC and PAMI Statler Arms LLC contain short lists of creditors, all of which were added to the Potential Party List.

members of other informal committees identified by the Debtors and the (the "Major Party List"). The Potential Party List indentifies which entities are on the Major Party List.

(b) Milbank consulted its database which is designed to provide the name of each current and former client of the firm, the names of parties who are or were adverse to such current or former client, and the names of the Milbank partners who are or were responsible for current or former matters for such client (the "Database").[10]

(c) Milbank compared the names included in the Potential Party List and the Major Party List to the names in the Database to identify any matches, determine whether such matches represent current or former clients, and prepare a list of such matches (the "Client Match List"), a copy of which is attached as Exhibit B. The Client Match List identifies which entities are on the Major Party List. The connections noted in Exhibit B are described in more detail in paragraphs 33-39 below. Attorneys under the supervision of the Task Force then reviewed the Client Match List to delete obvious name coincidences, and the remaining client connections were compiled and investigated for purposes of preparing this Affidavit.

14. The Debtors have numerous relationships and creditors. Although every reasonable effort has been made to discover and eliminate the possibility of any connection or conflict, including the efforts outlined above, I am unable to state with certainty as of the date of

[10] The Database also includes information regarding clients represented by Milbank attorneys prior to their employment by Milbank, and any such prior representation was also included in the Client Match List (defined in clause (c)).

this Affidavit whether any of Milbank's clients not identified on the Client Match List or such clients' affiliated entities hold claims or otherwise are parties in interest in these chapter 11 cases. If Milbank discovers any information that requires supplementing or modifying the statements made herein, Milbank will promptly make a filing in the cases to disclose such information to the Court, on notice to the Debtors, the United States Trustee, and such other creditors or other parties in interest as may be required under noticing procedures applicable in these chapter 11 cases.

Milbank's Connections with the Debtors and Parties in Interest

15. Based upon the information gathered by the Task Force using the Milbank Disclosure Procedures, to the best of my knowledge the following sets forth the connections that Milbank, its attorneys and its employees have with regard to the Debtors, their creditors, and other parties in interest in these chapter 11 cases as of the date of this Affidavit.

Connections with the Debtors, Counsel, etc.

16. Except as set forth below, to the best of my knowledge: (a) no Milbank attorney has been, within two years before the date of filing of the Debtors' petitions, a director, officer or employee of any of the Debtors as specified in subparagraph (C) of section 101(14) of the Bankruptcy Code, and (b) the attorneys of Milbank (i) do not have any connection with the Debtors, the Debtors' creditors known to Milbank, or any other known party in interest, or their respective attorneys and accountants and (ii) consistent with Bankruptcy Code section 1103(b), do not represent in connection with these chapter 11 cases any other entity having an adverse interest.

17. Except as set forth in this paragraph, to the best of my knowledge, no attorney or employee of Milbank is related to any United States Bankruptcy Judge for the

Southern District of New York, any District Court Judge for the Southern District of New York, or the United States Trustee for the Southern District of New York or any employee in the office thereof. Elizabeth Besio Hardin, a partner at Milbank, is the daughter-in-law of the Honorable Adlai S. Hardin, United States Bankruptcy Court Judge (Southern District of New York). In addition, Judge Hardin was a partner at Milbank until 1995.

18. Except as set forth in this paragraph, to the best of my knowledge, no attorney or employee of Milbank is related to counsel or accountants to the Debtors and other parties in interest. Certain Milbank attorneys have relatives, spouses or domestic partners who are employed by the counsel to the Debtors or other parties in interest, as follows: a Milbank partner's brother-in-law is a partner at DLA Piper; a Milbank partner's husband is a partner at Deloitte & Touche ("Deloitte"); a Milbank partner's brother is a partner at Deloitte; a Milbank partner's brother is employed as an in-house attorney at Deloitte; a Milbank partner's brother-in-law is a managing director at Lazard; two Milbank associates' siblings are associates at Weil, Gotshal & Manges LLP ("Weil"); a Milbank associate's husband is an associate at Weil; a Milbank associate's domestic partner is an associate at Weil; a Milbank associate's brother-in-law is an employee of Deloitte; a Milbank associate's wife is an associate at White & Case LLP ("W&C"); a Milbank associate's brother is a legal assistant at W&C; a Milbank associate's stepsister is an associate at Thacher Profitt & Wood LLP; a Milbank associate's sister is an associate at Simpson Thacher & Bartlett LLP; a Milbank associate's father is a member of a member of the supervisory board of PriceWaterhouseCoopers Aktiengesellschaft; a Milbank attorney's step-daughter is an employee of PriceWaterhouseCoopers ("PWC"); a Milbank legal assistant's fiancé is an associate at PWC; and a Milbank legal assistant's husband is an employee of PWC. In addition, a Milbank partner is the trustee of one or more trusts that hold an interest

in Bay Harbor Management, which has appeared in these chapter 11 cases as a creditor of the Debtors. In each instance the applicable Milbank attorney will not be assigned to any matters in these chapter 11 cases that involve such institution, and has been advised in writing of, and directed to maintain, his or her duty of confidentiality with respect to client matters.

19. To the best of my knowledge, neither Milbank nor any attorney or employee at the firm is a creditor, an equity security holder or an insider of the Debtors, except as set forth in this paragraph:

(a) As of the Initial Petition Date, one Milbank partner held 2,000 shares of stock of LBHI and two Milbank partners each hold 1,000 shares of such stock; all other holdings of shares of LBHI by Milbank associates and employees total 602.5 shares in the aggregate, and such associates and employees have been advised in writing that they are restricted from trading such shares during the pendency of the cases and prior to confirmation of a plan for LBHI, except as set forth in the next sentence. Each such person has been directed to either place such securities into a blind trust or donate such shares (or the proceed thereof after a sale) to charity, or such person will be the subject of an Information Wall (below defined) restricting him or her from Committee matters.

(b) As of the Initial Petition Date, several Milbank attorneys or employees and/or their family members have accounts at LBI, formerly the major broker-dealer subsidiary of LBHI. A Milbank associate holds a certificate of deposit issued by LBI in his IRA.

(c) As of the Initial Petition Date, several Milbank attorneys or employees and/or their family members or a trust of which they are the trustee have accounts at, or managed by, Neuberger Berman LLC and its affiliates, each a non-Debtor affiliate of the Debtors (collectively called "NB") or hold securities or mutual funds issued by NB. These accounts, securities or mutual funds are among the property interests that are the subject of a pending stalking horse sale process with respect to the stock of NB or its assets, which stalking horse sale transaction is expected to close within the next four or five months. Additionally, a Milbank partner and his wife hold certain variable annuities, which are managed by a third party institution that makes all investment decisions, that as of the Petition Date included bonds issued by LBI or funds managed by NB (these bonds and funds constituted than 10% of the aggregate of such annuities); three Milbank partners (including members of their immediate families) own securities in accounts managed by NB; the wife of a Milbank partner owns shares in a NB managed mutual fund through her IRA; a Milbank partner is trustee of a trust whose assets are managed by NB; the wife of a Milbank partner has a living trust where NB serves as equity asset manager for a portion of diversified portfolio; a Milbank attorney owns shares in a NB equity fund; two Milbank associates (including members of their immediate families) own shares of NB mutual funds; a Milbank accounting employee owns shares of an NB fund; and a Milbank employee has investments in two mutual funds managed by NB. Certain

partners have accounts at NB; to avoid any appearance of impropriety, such partners did not assume any responsibility for matters relating to, or advice provided to the Committee with respect to, the sale of NB, and responsibility for that matter was assigned to other Milbank partners.

(d) A Milbank partner's father-in-law is a money manager at an affiliate of Neuberger Berman LLC. A limited liability company of which a Milbank partner is the managing member, jointly owns a 1/8 share in an aircraft with a current Lehman director. A Milbank associate's brother was employed, as of the Initial Petition Date, by Lehman, but is now employed by Barclays. In each instance the applicable Milbank attorney will not be assigned to any matters in these chapter 11 cases that involve such person or institution, and has been advised in writing of, and directed to maintain, his or her duty of confidentiality with respect to client matters.

20. LBHI has been on Milbank's "Restricted Securities List" (a list maintained under the supervision of Milbank's Securities Compliance Committee containing the names of entities whose securities Milbank attorneys and employees are prohibited from trading) since before the Initial Petition Date, and it will remain on that list for the duration of these chapter 11 cases.

21. From time to time, Milbank interacts with certain of the professional firms that have been or are proposed to be employed by the Debtors or other parties in these chapter 11 cases and that may be rendering advice to other parties in interest in these chapter 11 cases. In addition, certain Milbank attorneys were previously employed at other law firms, including Weil, prior to their employment with Milbank. As a regular part of Milbank's procedure upon

employing a lateral attorney, a record of the clients represented by each such attorney at his or her prior firm is maintained as a part of the Database, and such attorneys are each subject to an information wall or screen (an "Information Wall")[11] segregating him or her from any matter in which a Milbank client is adverse to such attorney's prior client.

22. To the best of my knowledge, during the five-year period prior to the Petition Date, Milbank did not represent any of the Debtors[12] in any matters, except as follows:

(a) In 2002-2003, Milbank's Tokyo office represented LBHI, UK Branch, as an investor in a joint venture with Woori Finance Co., Ltd. LBHI's rights and obligations under the arrangement were transferred in 2003 to Lehman Brothers International (Europe). There has been no work by Milbank on this matter since 2003.

(b) In 2008 Milbank represented SkyPower Corp., a non-Debtor affiliate of LBHI ("SkyPower"), and LBHI in connection with a proposed financing for SkyPower with West LB, which transaction did not close, and in connection with an amendment and restatement of SkyPower's existing

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[11] Milbank's Information Walls are maintained by Milbank's Conflicts Department under the supervision of the Risk Management Committee. Once the Risk Management Committee determines that an Information Wall is needed or desirable, the personnel on each side of the Information Wall are identified and placed into separate teams. A memorandum is sent to each member of each team telling them of the existence of the Information Wall, the identity of the members of each team, and explaining team member responsibilities to assure confidentiality, including a prohibition on communication regarding the respective engagements and access to files, for which steps are taken to ensure physical security. Each member of each team is required to sign the memorandum acknowledging receipt and agreeing to comply with the requirements of the Information Wall. The memorandum will designate one senior member of each team as the "Team Leader" to keep the Conflicts Department informed of personnel changes and other circumstances requiring updates to the Information Wall.

[12] As set forth herein, prior to the Initial Petition Date, Milbank was retained by Lehman on various matters from time to time. On Sunday, September 14, 2008, a senior partner of the firm spoke to a senior in-house counsel at Lehman and requested and received a waiver for Milbank to represent creditors of Lehman.

financing in connection with which LBHI provided an equity contribution agreement. Prior to 2008, Milbank represented an affiliate of LBHI in its acquisition of interests in SkyPower and SkyPower and other LBHI affiliates, including LBI in various financing transactions with respect thereto. Milbank has terminated its representations of SkyPower, and LBHI and its subsidiaries as the same relates to SkyPower, prior to the date hereof.

(c) From time to time, Milbank represented LBHI or its affiliates in connection with certain trademark matters reviewing and, as appropriate, contesting domain names which included the word "Lehman" or other potential infringing uses without the consent of LBHI. In addition, from time to time, Milbank advised Lehman with regard to alleged breaches by Lehman of licenses Lehman held from unaffiliated third parties or with respect to renewals of such licenses. These matters were concluded prior to the Petition Date.

(d) In 2006, Milbank represented LBCS in connection with a first-lien secured physical call option with respect to power generated by the Rio Nogales power station in Texas. The obligations of LBCS in that transaction were guaranteed by LBHI. In 2007, Milbank represented LBCS in connection with another first-lien secured physical call option with respect to power generated by the Bosque power station in Texas. The obligations of LBCS in that transaction were also guaranteed by LBHI. In January 2008, Milbank represented LBCS in a restructuring of

the Bosque physical call option as part of the sale of the Bosque power station. These matters were concluded prior to the Initial Petition Date. Milbank understands that LBCS recently transferred its position in the Rio Nogales first lien secured physical call option to another, unaffiliated financial institution. Milbank did not represent LBCS (or any other party) in that transaction.

(e) Prior to the Initial Petition Date, Milbank represented a number of Lehman Entities including principally (but not exclusively) LBI and LCPI, in a variety of transactions in their capacities as arranger, agent, underwriter, financial advisor or fund sponsor in respect of financings, or as lender or note purchaser therein. To the best of my knowledge, all such matters were completed or became inactive prior to the Initial Petition Date except as described in paragraphs 22 through 25 (relating to certain ministerial matters in transactions in which LCPI acts (or acted) as agent for lenders) or paragraph 26 (relating to certain previously completed transactions that involved some further activity as of the Initial Petition Date). As of October 5, 2008, the LCPI Petition Date, all activity for, or at the direction of, LCPI in the matters listed in paragraph 26 ceased.

23. During the five-year period prior to the Initial Petition Date,[13] Milbank represented Current Lehman Non-Debtor Entities, in addition to LBI and LCPI, in a variety of transactions in their capacities as arranger, agent, underwriter, financial advisor or fund sponsor

[13] Milbank examined transactions for the full calendar years 2003 through 2007 and calendar year 2008 through the Initial Petition Date (such period, the "Review Period").

in respect of financings, or as lender or note purchaser therein. To the best of my knowledge, all such matters were completed or became inactive prior to the Petition Date except as described in paragraphs 23 through 25 (relating to certain ministerial matters) or paragraph 26 (relating to certain previously completed transactions that involved some further activity as of the Initial Petition Date). The total fees paid to Milbank in during such periods by or for the account of Lehman Entities are specified hereinbelow. Payment of amounts paid to Milbank in connection with certain of these matters prior to the Initial Petition Date was made directly to Milbank by Lehman's customers (borrower, issuer, or other non-Lehman third parties), not by Lehman. On information and belief, with respect to additional matters where payment was made by Lehman, a third party reimbursed or otherwise compensated Lehman for its attorneys fees and expenses incurred in the relevant transaction, or the Lehman entity made such payment for the account of a non-Lehman entity obligated to make the payment, either from loan proceeds or from an account of such non-Lehman entity maintained at Lehman.

24. In connection with a number of transactions during the Review Period, Milbank represented LCPI as administrative agent or collateral agent for lenders in financings that were funded and closed prior to the Initial Petition Date (a "Funded Transaction"). The agent in financings of this type also serves as a paying agent and notice agent and as a representative of creditor groups. An agent acts on the instructions of all or a requisite percentage of creditors and has little discretion of its own. Agents, such as LCPI, typically are paid a nominal annual fee for performing the mechanical functions involved, which continue until the Funded Transaction is repaid in full or otherwise terminated. Throughout the life of a Funded Transaction, counsel to the agent receives requests from many parties to the Funded Transaction for ministerial assistance. These requests include routine requests by the agent or

lenders for copies of documents, assistance in the filing of UCC continuation statements in connection with collateral, and relaying requests of, questions by, or documents furnished by borrower's counsel to the agent or to the lenders (collectively, such activities, "Ministerial Assistance"). As noted in paragraph 25 below, Milbank has received and in the future may receive requests from time to time for Ministerial Assistance from Lehman Entities and other parties to transactions where LCPI serves (or once served) as administrative agent or collateral agent. In the interests of the lenders for whom the agent serves and in light of the transition period required in connection with the transfer the agency role as described in paragraph 25, Milbank intends to respond to such requests for Ministerial Assistance, subject always to the limitations and safeguards outlined in paragraph 25. In addition, from time to time, counsel for the agent is asked to perform more substantive work in connection with Funded Transactions on behalf of the agent acting for the benefit of the lenders such as the preparation and negotiation of amendments and waivers and review of documents or borrower activities (such as corporate reorganizations) contemplated by the underlying credit documents. As noted in paragraph 25 below, Milbank has received or in the future may from time to time receive requests for assistance in matters more substantive than Ministerial Assistance (such as assistance on amendments or waivers and other substantive matters described above). Again, in the interests of the lenders for whom the agent serves and in light of the transition period required in connection with the transfer of the agency role, Milbank intends to be responsive to any such requests received from Successors (as defined below and which include only non-Lehman third parties), subject always to the limitations and safeguards outlined in paragraph 25 below, but will

refer any Debtor or Current Lehman Non-Debtor Entity to Debtor's Counsel for assistance,[14] in either case at no cost to the Debtors' estates.

25. The transfer of business and operations by Lehman to Barclays Capital Inc., or its affiliates (collectively, "Barclays") pursuant to the Asset Purchase Agreement dated as of September 16, 2008 among LBHI, LBI, LB 745 LLC and Barclays (the "Asset Purchase Agreement") significantly altered the role of Lehman Entities in many of the Funded Transactions that existed as of the Initial Petition Date, but as of the date of this Affidavit, Milbank does not have access to complete information as to the status of the transfers contemplated thereby or whether transition agreements have been implemented for each such Funded Transaction. In addition, as of the LCPI Petition Date, LCPI has announced its intention to terminate its agency role in connection with all matters in which LCPI acts as agent (whether or not included in the Asset Purchase Agreement) by filing a motion seeking authorization from the Court, among other things, to terminate all of its agencies (the "Agency Motion"). The Agency Motion was granted by an Order dated October 6, 2008 and entered on the docket of the LCPI chapter 11 case as docket number 11 on October 6, 2008. Accordingly, it appears that LCPI's agencies are being transferred to other non-Lehman third parties, including Barclays, but such transfers may be expected to take some time. To the extent that such a transfer of the agency function has not been completed in connection with a particular Funded Transaction as to which Milbank was engaged as agent's counsel prior to the Initial Petition Date, Milbank continues to be responsive to requests to provide Ministerial Assistance.[15] Milbank will not

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[14] In such instances Milbank, will cooperate fully in transferring any relevant files to Debtors' counsel.

[15] To date requests for Ministerial Assistance have been received from former Lehman transactors who are now employed by Barclays but continue to serve the role of lead transactor, borrowers

perform any work going beyond Ministerial Assistance on behalf of LCPI as agent. Milbank agrees not to seek payment from any Debtor or any Current Lehman Non-Debtor Entity in respect of any of these matters (although it may seek payment from a non-Lehman third-party borrower or issuer that is contractually obligated for such payment or, if applicable, from the Successor). To the extent that there is activity requiring more than Ministerial Assistance where LCPI continues to be the agent, except as described in paragraph 26, Milbank will refer the matter to Debtor's counsel and will cooperate in transferring the relevant file at no cost to the Debtors' estates. Milbank attorneys who are actively involved in these matters after the Initial Petition Date are subject to an Information Wall segregating them from Committee activity in such matter. In addition, whether or not a Lehman Entity is a Debtor, Milbank will not accept new engagements from Current Lehman Non-Debtor Entities.

26. To the best of my knowledge, as of the Initial Petition Date Milbank attorneys represented LCPI, LBI or one or more Current Lehman Non-Debtor Entities only on certain matters that were active and involved more than Ministerial Assistance. These matters were predominantly matters involving LCPI as agent in Funded Transactions or LCPI and LBI in matters that had not yet funded or closed. Except as set forth herein, to the best of my knowledge as to these matters, as of the date hereof the matters are inactive and either (i) Milbank has resigned with consent of the applicable Lehman entity, or (ii) Milbank has been replaced by new counsel for the Current Lehman Non-Debtor Entity, or (iii) Milbank expects to transition the file to counsel for a Successor or an assignee of the applicable Lehman Entity, or (iv) the matter has been transferred to a Successor, which may be Barclays pursuant to the Asset

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and their counsel, lead banks that are not Lehman Entities who are taking a more active role in the transaction, prospective Successors (including Barclays) who are taking an active role pending formal succession, and, occasionally, a Lehman Entity such as LCPI which continues to perform the agency function pending ultimate disposition or transfer of the agency function.

Purchase Agreement. Milbank believes that, as noted below, certain of the matters described below have in fact been transferred to Barclays pursuant to the Asset Purchase Agreement, but it is unable as of the date hereof to confirm the status of such transfers. Milbank agrees not to seek payment from any Debtor or any Current Lehman Non-Debtor Entity in respect of any of these matters (although it may seek payment from any other client in such matter, a third-party borrower or issuer (provided such entity is not a Debtor or a Current Lehman Non-Debtor Entity) that is contractually obligated for such payment, or, if applicable, from a Successor). Milbank attorneys who are actively involved in any of these matters after the Initial Petition Date are subject to an Information Wall segregating them from Committee activity on such matter. As of the date of this Affidavit, to the best of my knowledge only the following matters have some continuing incidental activity after the Initial Petition Date:

a. Milbank represented LBI as lead arranger and LCPI[16] as agent under two credit facilities with RJO Holdings Corp., as borrower. The underlying credit facilities were closed and funded prior to the Initial Petition Date. However, also prior to the Initial Petition Date, Milbank was requested by LCPI to assist it in the negotiation and consummation of substantive amendments to the credit facilities. Because the work on this matter is very near conclusion, and has involved certain complexities, Milbank is concerned that immediate resignation as counsel could be materially prejudicial to the lender groups for which LCPI serves as agent. As of the LCPI

[16] Although LCPI was an LBI subsidiary as of the Petition Date, it is not as of the date of this Affidavit.

Petition Date, this matter had not yet been completed. As of the date of this Affidavit, Milbank is advised that LCPI is resigning as agent although the Successor has not yet been identified. Accordingly, Milbank intends to complete the work on the matter if requested by the Successor, unless those requests would adversely affect the rights and obligations of LCPI as agent (other than solely by virtue of its resignation or removal) or if the Successor in its capacity as agent would hold an adverse interest to the Debtors in these chapter 11 cases.

b. Milbank represented LBI as lead arranger and LCPI as agent under a credit facility for Vertrue Incorporated as borrower. The underlying credit facility closed and funded prior to the Initial Petition Date. However, also prior to the Initial Petition Date, Milbank commenced work on an amendment with respect to the sale of certain assets by the borrower and this work extended beyond the Initial Petition Date. As of the date of this Affidavit, it is not clear if the amendment is proceeding and no work on the amendment is ongoing. Accordingly, Milbank intends to complete the work on the matter if requested by the Successor, unless those requests would adversely affect the rights and obligations of LCPI as agent (other than solely by virtue of its resignation or removal) or if the Successor in its capacity as agent would hold an adverse interest to the Debtors in these chapter 11 cases.

c. Milbank represented LCPI as agent under a term loan credit facility for CDW Corporation as borrower. The term loan credit facility closed and funded prior to the Initial Petition Date and there is no non-ministerial activity. However, in a related transaction, Milbank represented JPMorgan Chase as agent and four entities as co-arrangers, one of which was LBI, with regard to a bridge loan credit facility to CDW Corporation. The bridge loan credit facility closed and funded prior to the Initial Petition Date, and has not yet been refinanced. The bridge loan credit facility provides certain options and remedies for the agent and co-arrangers in the event that the bridge loans are not timely refinanced and negotiations with respect to those provisions have been on-going for some time. As of the LCPI Petition Date, this matter had not yet been completed. The borrower has made a proposal to the bridge loan agent and co-arrangers to address outstanding matters under the bridge loan credit facility, which is under review as of the date of this Affidavit. LCPI in its capacity as co-arranger is now represented by Weil. Accordingly, Milbank intends to complete the work on the bridge loan matter on behalf of the bridge loan agent and other arrangers, working in cooperation with Weil as counsel to LCPI as co-arranger. With regard to the term loan as to which LCPI was agent as of the LCPI Petition Date, Milbank will provide Ministerial Assistance and will provide

other services if requested by the Successor, unless those requests would adversely affect the rights and obligations of LCPI as agent (other than solely by virtue of its resignation or removal) or if the Successor in its capacity as agent would hold an adverse interest to the Debtors in these chapter 11 cases.

d. Milbank represented Embarcadero Aircraft Securitization Trust ("EAST") which holds a portfolio of aircraft. Milbank understands that Lehman Aircraft Securitization Holdings, Inc. holds approximately 75% of the beneficial interests in EAST. EAST was established nearly 10 years ago and since its creation Milbank has reviewed the annual securities filings and has advised EAST on matters relating to the underlying aircraft portfolio. Because of the exigencies of the circumstances, certain of these activities continued beyond the Initial Petition Date. Milbank has resigned this representation.

e. Milbank represented LCPI as agent and LBI and Citigroup Global Markets Inc. ("CGMI") as arrangers under credit facilities for TC Group Investment Holdings, LP and TC Group Cayman Investment Holdings LP. The underlying credit facilities closed and funded prior to the Initial Petition Date. However, prior to the Initial Petition Date, Milbank had been working with the agent and the arrangers on substantive amendments to the credit facilities and the related collateral documentation. As of the LCPI Petition Date,

this matter had not yet been completed. Milbank is advised that an affiliate of CGMI is in the process of being appointed the Successor to LCPI as agent. Accordingly, Milbank intends to complete the work on the matter if requested by the Successor, unless those requests would adversely affect the rights and obligations of LCPI as agent (other than solely by virtue of its resignation or removal) or if the Successor in its capacity as agent would hold an adverse interest to the Debtors in these chapter 11 cases.

f. Historically, prior to the Initial Petition Date, Milbank represented Lehman Entities (including LBI) in connection with numerous transactions involving aircraft and aircraft-related financings. In May 2008, Lehman Entities transferred a variety of assets and businesses (including aircraft and aircraft related financings) to R3 Limited Partners Master L.P. ("R3"), which we understand, as of the Initial Petition Date, was 40% owned by a subsidiary of LBI.[17] Although the Lehman Entities and R3 were represented by other counsel in connection with the formation of R3 and those transfers generally, Milbank represented Lehman Entities in effecting the transfer of aircraft and aircraft related financings. In addition, following the formation of R3 Milbank continued work for R3 on several aircraft-related transactions that were on-going with

[17] Now a subsidiary of Lehman ALI Inc.

Lehman Entities at the time of the transfer from the applicable Lehman Entities. On the Initial Petition Date only one such transaction continued to be active. With respect to that transaction Milbank has represented R3 since its formation in May 2008 (and for the period from November 2007 until May 2008, Milbank represented LBI) in connection with a proposed purchase by a joint venture (consisting of R3 (as transferee of LBI) and certain other unaffiliated financial investors) of a corporation that owns a private executive airport in New Jersey. Although the joint venture parties have done a significant amount of work in structuring the joint venture, assessing transaction structures, addressing tax issues and conducting environmental and other due diligence, the transaction is not expected to close for some time. Since the Initial Petition Date, there has been very limited work on joint venture issues and environmental due diligence matters in connection with the purchase transaction. In light of the foregoing, Milbank anticipates that its client will request that Milbank complete its work on this transaction.

27. Because these chapter 11 cases are extraordinary in terms of size, complexity and the number of parties involved, an extraordinary effort has been and will continue to be required to identify all of Milbank's connections with the Debtors, their creditors and other parties in interest, as well as their respective attorneys and accountants. At least during the initial phase of the chapter 11 cases, Milbank intends to supplement this Affidavit on a

periodic basis as the need arises. In addition to the exhibits attached hereto, Milbank has undertaken in the narrative portion of this Affidavit to make meaningful disclosure of its connections with the Debtors and of other significant relationships.

28. As a part of Milbank's internal risk management process, every current Milbank attorney has been advised in writing (and has confirmed in writing) that, to the extent such attorney represented any of the Debtors, or any Lehman Entities, or any other Milbank client that is (or becomes) a party in interest in the chapter 11 cases, such attorney has a (and agrees to maintain his or her) continuing ethical duty not to disclose to the Creditors' Committee or any person representing the Creditors' Committee any confidential or proprietary information concerning the Debtors or any Lehman Entities, or any other Milbank clients that has been obtained in the course of any of these representations, or otherwise make use of such information to the disadvantage of the Debtors or any Lehman Entities or such other client or for the advantage of the Creditors' Committee.

29. As more fully described herein, to the best of my knowledge prior to the Initial Petition Date (i) Milbank represented various creditors and other parties in interest in matters involving the Debtors and their affiliates, but unrelated to these chapter 11 cases except as described in paragraph 39, (ii) Milbank represented certain Debtors in the matters described in paragraphs 22 through 26, all of which are unrelated to these chapter 11 cases, and (iii) Milbank represented certain Lehman Non-Debtor Entities in certain matters, all of which are unrelated to these chapter 11 cases, and all of which were completed prior to the Initial Petition Date except as specified in paragraphs 22 through 26. With respect to any matters for the Creditors' Committee which have or may in the future arise involving a current, non-Lehman client of the firm, Milbank cannot be adverse to such current clients without an express waiver from the

applicable clients, which may not be obtainable. In addition, Milbank may be restrained under applicable ethical rules from investigating some or all of the matters in which it was involved on behalf of a Lehman Entity as described above or on behalf of a current or former non-Lehman client. Accordingly, Conflicts Counsel will function on matters on which Milbank is unable act for the Committee due to its prior involvement in a transaction or because a current client is involved where an express waiver is unobtainable or insufficient. With respect to any transaction in which Milbank represented any of the Debtors or Lehman prior to the Initial Petition Date, expressly including those matters described more fully in paragraph 26 hereof, Milbank agrees that it will cooperate with any investigation by the Creditors' Committee of such transactions at no additional cost to the estates, subject only to Milbank's obligation to preserve attorney-client privilege and client confidences and secrets in the absence of consent by the applicable clients, whether such client is a Debtor, a part of Lehman, or a third party or in some situations where there were multiple parties including Lehman, each such client.

30. As to each of the Debtors, calculated as of its Petition Date, Milbank had unpaid billed receivables and unbilled work in process from the Debtors totaling $2,847,154.30 in the aggregate. Milbank has agreed not to seek to collect from Lehman, subject to approval by the Bankruptcy Court of its retention as counsel to the Committee, any amount owing to Milbank by Lehman for accrued and unpaid fees for services rendered or reimbursement for expenses incurred (whether or not billed) as of the Initial Petition Date.[18] Without limiting the foregoing,

[18] Section 328(c) of the Bankruptcy Code allows a Court to deny allowance of compensation to a person employed under Section 1103 if such person is not "disinterested" at any time during such employment. A creditor is not a "disinterested person." Section 1103, however, does not contain the "disinterested person" requirement and permits an attorney employed to represent a creditors committee to also represent "one or more creditors of the same class." The significance of the distinction between representing a creditor and being a creditor is not clear in this context, and Section 328(c) grants significant discretion to the Court. Nevertheless, Milbank has agreed with

Milbank reserves the right to seek payment directly from third parties who may be liable to pay such amounts with respect to the applicable transaction (for example, a borrower who had agreed to pay the fees of the agent, where LCPI was the agent).

31. During the ninety-day period prior to each of the Debtors' applicable Petition Date, Milbank received payments from the Debtors and LBI totaling $1,619,412.56. During the one year period prior to the Initial Petition Date, Milbank received payments from the Debtors and LBI totaling $4,291,330.47, approximately 60% of which represented funds paid for the account of a non-Lehman Entity borrower or issuer, either at a closing from loan proceeds disbursed by a Lehman Entity as agent or otherwise from an account of a borrower or issuer maintained with a Lehman Entity.[19] To the best of my knowledge, each of these payments was in payment of a debt incurred by the applicable Lehman Entity in the ordinary course of business of such Lehman Entity for services rendered by Milbank in the ordinary course of its business, was paid in the ordinary course of business for such Lehman Entity and Milbank, and was made according to ordinary business terms.

32. Total payments from or on behalf of Lehman to Milbank in 2008 to the Initial Petition Date (no payments from Lehman were received following the Initial Petition Date) representing in the aggregate approximately 1.84% of Milbank's gross revenues for the year to date as of August 31, 2008 (payments directly from third parties were 45.98% of the total payments received on account of the Lehman matters). In 2007, Milbank received payments

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the United States Trustee, subject to approval by the Bankruptcy Court of its retention as counsel to the Committee, to waive any prepetition claims against the Debtor entities.

[19] The aggregate amounts of the payments from the Debtors and LBI in the one year and 90 day periods before the Initial Petition Date set forth in this paragraph do not include amounts that were directly paid to Milbank by a non-Lehman third party obligated to make such payment, but, as described, do include amounts that were funded by a non-Lehman third party obligated to make such payment, which flowed through a Lehman account.

from or on behalf of Lehman Entities and from third parties contractually obligated to pay the Lehman Entity's fees and expenses in respect of matters on which Milbank was retained by the Lehman Entities representing in the aggregate approximately 2.95% of Milbank's gross revenues for that period, which includes amounts that were paid directly to Milbank by unrelated third parties (payments directly from third parties were 44.56% of the total payments received on account of the Lehman matters). In 2006, Milbank received payments from or on behalf of Lehman Entities and from third parties contractually obligated to pay the Lehman Entity's fees and expenses in respect of matters on which Milbank was retained by the Lehman Entities representing in the aggregate approximately 1.35% of Milbank's gross revenues for that period, which includes amounts that were paid directly to Milbank by unrelated third parties (payments directly from third parties were 18.25% of the total payments received on account of the Lehman matters). In 2005, Milbank received payments from or on behalf of Lehman Entities and from third parties contractually obligated to pay the Lehman Entity's fees and expenses in respect of matters on which Milbank was retained by the Lehman Entities representing in the aggregate approximately 1.51% of Milbank's gross revenues for that period, which includes amounts that were paid directly to Milbank by unrelated third parties (payments directly from third parties were 4.24% of the total payments received on account of the Lehman matters) In 2004, Milbank received payments from or on behalf of Lehman Entities and from third parties contractually obligated to pay the Lehman Entity's fees and expenses in respect of matters on which Milbank was retained by the Lehman Entities representing in the aggregate approximately 1.97% of Milbank's gross revenues for that period, which includes amounts that were paid directly to Milbank by unrelated third parties (payments directly from third parties were 34.60% of the total payments received on account of the Lehman matters). In 2003, Milbank received payments

from or on behalf of Lehman Entities and from third parties contractually obligated to pay the Lehman Entity's fees and expenses in respect of matters on which Milbank was retained by the Lehman Entities representing in the aggregate approximately 1.42% of Milbank's gross revenues for that period, which includes amounts that were paid directly to Milbank by unrelated third parties (payments directly from third parties were 43.01% of the total payments received on account of the Lehman matters). No single Lehman Entity accounted for more than 1% of Milbank's gross revenues in any of the years 2003 through 2008. During the five-year period 2003-2008, no single Lehman Entity accounted for more than 1% of Milbank's gross aggregate revenues during that period. Finally, the gross revenues received from Lehman during this five-year period represent approximately 1.90% of the firm's gross revenues during such period.

Connections with Creditors

33. Using information in the Database and by making specific inquiries of Milbank personnel, Milbank attorneys under the supervision of the Task Force verified that, except as set forth below, Milbank does not represent in connection with these chapter 11 cases any entity on the Client Match List known by Milbank to be a creditor of the Debtors.

34. Milbank currently represents, or from time to time in the past has represented, the following members of the Creditors' Committee in matters unrelated to these chapter 11 cases: Aegon USA Investment Management, The Bank of New York Mellon, Metlife, Mizuho Corporate Bank, Ltd., Wilmington Trust Company and Shinsei Bank, Limited.[20]

[20] RR Donnelley Group, an affiliate of RR Donnelley & Sons, is a vendor to Milbank providing word processing services. RR Donnelley & Sons was appointed as a member of the Creditors' Committee upon its formation, but since has resigned. Milbank currently represents the Royal Bank of Scotland, plc in matters unrelated to these cases. The Royal Bank of Scotland, plc was appointed as a member of the Creditors' Committee upon its formation, but since has resigned.

Milbank recognizes that the Committee and one or more of its members may have or take positions that differ or otherwise are adverse in connection with contested matters, adversary proceedings, or other matters arising in these chapter 11 cases. If any litigation arises between the Creditors' Committee and these members in connection with the chapter 11 cases, the Creditors' Committee will be represented by Conflicts Counsel in such litigation.

35. With the exception of the entities listed below (including their respective subsidiaries and affiliates) who have been (or whose affiliates have been) identified by the Debtors to Milbank as creditors of the Debtors or as a party in interest in the chapter 11 cases, no single creditor or party in interest client of Milbank referenced in this Affidavit accounted for more than 1% of Milbank's gross revenues for the year ending December 31, 2007 or for 2008 year to date and, in the aggregate, such representations (each representing less than 1%) represented 7.32% of Milbank's gross revenues for the year ending December 31, 2007 and 9.88% of Milbank's gross revenues year to date as of August 31, 2008. In addition, each of Capital Research & Management, Credit Suisse, Deutsche Bank, Fidelity Management & Research Corp., JPMorgan Chase, Merrill Lynch, UBS and Verizon accounted for less than 5% of Milbank's gross revenue for the year ending December 31, 2007, 2008 year to date as of August 31, 2008, or both, and Citigroup accounted for less than 10% of Milbank's gross revenue for the year ended December 31, 2007 and less than 5% for 2008 year to date as of August 31, 2008.

36. Exhibit B to this Affidavit set forth a list of the current and former clients of Milbank and Milbank attorneys who are creditors or parties in interest in the chapter 11

cases;[21] a Lehman Entity may been involved in transactions prior to the Initial Petition Date where Milbank represented another client, for example where a Lehman Entity was a lender and Milbank represented the agent or borrower, or where a Lehman Entity was an advisor to a party in such transaction. Barclays is a current client of Milbank on unrelated matters, which primarily consist of financing transactions where Barclays acts as arranger, agent, lender, or underwriter. In addition, as of the date of the Affidavit, Milbank is, and may in the future, representing Barclays as Successor agent to certain of the Debtors, in connection with transactions transferred under the Asset Purchase Agreement or otherwise. To the extent that the interests of the Creditors' Committee and a known Milbank client (expressly including Barclays) in an unrelated matter conflict in respect of Lehman, Milbank either will procure a waiver from such client or the conflicts matter will be handled by Conflicts Counsel. If any litigation arises between the Creditors' Committee and any of these clients in connection with the chapter 11 cases, the Creditors' Committee will be represented by Conflicts Counsel in such litigation.

37. As discussed above, Milbank may represent other clients in matters in which Lehman may have been or may be involved. In addition, Milbank may not have knowledge of ordinary course commercial dealings that clients and/or particular projects may have undertaken with Lehman. To the extent that the interests of the Creditors' Committee and these clients in unrelated matters conflict in respect of Lehman, Milbank either will procure a waiver from such clients or the conflicts matter will be handled by Conflicts Counsel. If any litigation arises between the Creditors' Committee and these clients in connection with the chapter 11 cases, the Committee will be represented by Conflicts Counsel in such litigation.

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[21] Entities on Exhibit B identified as former clients of Milbank may in the future become current clients of Milbank.

38. To the best of my knowledge and except where such action may be directly adverse to Lehman or the Debtors, Milbank will continue to represent its other clients in respect of on-going transactions involving non-debtor entities that are a part of Lehman, or affiliated with the Debtors or other members of Lehman (for example, where a Debtor, LBI, or a Current Lehman Non-Debtor Entity is an advisor to another party, or was an underwriter or arranger). In addition, with regard to Funded Transactions (which may include transactions where Milbank represents the non-Lehman Entity agent in a financing where a Debtor or Current Lehman Non-Debtor Entity is a lender), in the ordinary course of business from time to time Milbank may be requested to provide Ministerial Assistance, or provide other legal services after the closing with respect to such transaction and will do so (except where such action may be directly adverse to Lehman or the Debtors) . To the extent that the interests of the Creditors' Committee and these clients in such matter conflict in respect of Lehman, Milbank either will procure a waiver from such clients or the conflicts matter will be handled by Conflicts Counsel. If any litigation arises between the Creditors' Committee and such clients in connection with the chapter 11 cases, the Committee will be represented by Conflicts Counsel in such litigation.

39. Except as set forth herein, Milbank will not, while representing the Creditors' Committee, represent any other entity in connection with the chapter 11 cases, and will not represent any party in asserting any claim against or interest in any of the Debtors, LBI, or any affiliate of the Debtors that subsequently commences a chapter 11 or chapter 7 bankruptcy case or an SIPC liquidation. Prior to the date that the Creditors' Committee selected Milbank as its counsel, Milbank represented several parties seeking advice in connection with Lehman's financial difficulties, the subsequent Chapter 11 cases and the anticipated SIPA filing. Each of those representations was terminated with the consent of the other client as of Milbank's

selection as counsel to be Creditor's Committee. In addition, prior to the Initial Petition Date, Milbank represented JPMorgan as Administrative Agent in connection with the Credit Agreement dated as of March 14, 2008 between LBHI, the Banks named therein, Syndication Agent and Documentation Agent named therein, and JPMorgan Chase Bank, N.A. as Administrative Agent ("JPMorgan Chase")providing commitments aggregating $2,000,000,000 (the "JPM Credit Agreement"). There were no outstanding sums under the JPM Credit Agreement as of the Initial Petition Date. Pursuant to the terms of the JPM Credit Agreement the commitments of the Banks automatically terminated upon the filing on the Initial Petition Date. All matters relating to the JPM Credit Agreement or JPMorgan Chase, including the Creditors' Committee's pending motion seeking to conduct a Bankruptcy Rule 2004 examination of JPMorgan Chase, are, and will continue to be, handled solely by Conflicts Counsel. Milbank agrees that it will cooperate with any investigation by the Creditors' Committee of such transactions at no cost to the Debtors' estates, subject only to Milbank's obligation to preserve attorney-client privilege and client confidences and secrets in the absence of consent by JPMorgan Chase.

Professional Compensation

40. As of the date of this Affidavit, Milbank has received no compensation for its work on behalf of the Creditors' Committee.

41. Subject to the Court's approval, Milbank will be compensated at its standard hourly rates, which are based on the professionals' level of experience, for its services to the Creditors' Committee. At present, the standard hourly rates charged by Milbank range from $700 to $950 for partners, $650 to $850 for of counsel, $275 to $670 for associates and senior attorneys, and $155 to $325 for legal assistants. These hourly rates are subject to periodic

firm-wide adjustments in the ordinary course of Milbank's business. Milbank will maintain detailed, contemporaneous records of time and any necessary expenses incurred in connection with the rendering of the legal services described above.

42. The hourly rates set forth herein are the firm's standard hourly rates for work of this nature. These rates are set at a level designed to compensate Milbank for the work of its attorneys and legal assistants and to cover fixed and routine overhead expenses. It is the firm's policy to charge its clients for all disbursements and expenses incurred in the rendition of services. These disbursements and expenses include, among other things, costs for telephone and facsimile charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage, witness fees and other fees related to trials and hearings.

43. Milbank intends to apply to the Court for payment of compensation and reimbursement of expenses incurred as counsel to the Creditors' Committee in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any guidelines promulgated by the United States Trustee for this district, and the orders of this Court, and pursuant to any additional procedures that may be established by the Court in these chapter 11 cases.

44. Other than as set forth above, there is no proposed arrangement between the Creditors' Committee and Milbank for compensation to be paid in these chapter 11 cases. Milbank has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

45. The proposed employment of Milbank is not prohibited by or improper under Rule 5002 of the Bankruptcy Rules.

46. Milbank is carrying on further inquiries of its partners, counsel and associates with respect to the matters contained herein. Milbank will file supplemental declarations regarding this retention as and if any additional relevant information comes to its attention.

/s/ Robert Jay Moore
ROBERT JAY MOORE

Sworn to before me this 21st day
of October 2008

/s/ Rena K. Ceron
Rena K. Ceron
Notary Public, State of New York
No. 01CE6028430
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Feb. 1, 2010

EXHIBIT A

50 Largest Bond Holders

1. Advanced Series Trust
2. AETNA Life Insurance Company
3. AIG Annuity Insurance Company
4. ALFA Mutual Fire Insurance Company
5. Allianz Life Insurance Company of North America
6. Alpha Mutual Fund Management
7. American Family Life Assurance Company
8. American Life Insurance Company
9. AXA Equitable Life Insurance Company
10. Barclays Global Fund Advisors
11. BBVA Gestion SA SGIIC (Spain)
12. Blackrock Advisors*
13. Capital Research and Management
14. Continental Casualty Company
15. Federated Investors
16. Fidelity Management and Research
17. Franklin Advisors Inc.
18. Franklin Templeton Investments
19. Guardian Life Insurance Company
20. Hartford Life Insurance Company
21. ING Investment LLC
22. Jackson National Life Insurance
23. John Hancock Investment Management Services
24. John Hancock Life Insurance Company
25. Liberty National Life Insurance Company
26. Loomis Sayles & Company L.P.
27. Medical Liability Mutual Insurance Company
28. Metlife Insurance Company of Connecticut
29. Metropolitan Life Insurance
30. Metropolitan West Capital Management
31. NATIXIS Asset Management Advisors
32. Northwest Mutual Life Insurance Company
33. Phillips Hager & North Investment Management
34. PIMCO Advisors L.P.
35. PIMCO Funds Global Investors
36. Principal Life Insurance Company
37. Prudential Financial Inc.
38. Prudential Insurance Company of America
39. Riversource Life Insurance Company
40. Sun Life Assure Co. of Canada
41. T. Rowe Price Associates
42. Teachers Insurance and Annuity Association

* - denotes an entity that also appears on the Major Party List.

43. Thrivent Financial for Lutherans*
44. Transamerica Life Insurance Company
45. UBS Investment KAG
46. Van Kampen Asset Management
47. Vanguard Group Incorporated
48. Western Asset Management Company*
49. Zurich American Insurance Company

100 Largest Unsecured Creditors other than Bondholders

Including holders of claims for borrowed money or similar indebtedness (actual, contingent, liquidated or unliquidated), claims on account of guarantees and legal judgments

50. 55 Broadway
51. 125 Broad Street
52. 767 Fifth Ave
53. 1221 Avenue of the Americas
54. 1301 Properties Owner L.P.
55. Allen & Overy
56. Anjarlekar & Associates
57. ANZ Banking Group Limited*
58. Aozora*
59. Ashurst Morris Crisp
60. Australia and New Zealand Banking Group Limited*
61. Banctec Ltd.
62. Bank of America Plaza STE 3500
63. Bank of China, New York Branch*
64. Bank of Taiwan, New York Agency*
65. Bats Trading, Inc.
66. Bloomberg Finance L.P.
67. Bloomberg L.P.
68. BNP Paribas*
69. Broadridge Securities Processing
70. Caldwalader, Wickersham, and Taft
71. Canary Warf Management Limited
72. CB Richard Ellis Client Account RE Gloa
73. CDW Direct LLC
74. Chuo Mitsui Trust & Banking*
75. Citibank, N.A., Hong Kong Branch*
76. Citibank, N.A.*
77. Clifford Chance
78. Commonwealth Bank of Australia, Tokyo Branch
79. Compucenter (UK) Ltd.
80. CW Lending II Limited

81. Davis, Polk and Wardwell
82. Dell Marketing L.P.
83. Deutsche Borsche AG
84. Dimension Data
85. DnB NOR Bank ASA*
86. Drowst Trading, LLC
87. Ernst & Young
88. Ernst & Young Private Limited
89. Fidessa Plc.
90. First Commercial Bank Co., Ltd., New York Agency*
91. FT Interactive Data
92. Haworth Singapore PTE Ltd.
93. Henegan Construction Co., Inc.
94. Hewlett Packard AP (Hong Kong) Limited
95. HSBC Bank
96. Hua Nan Commercial Bank, Ltd.*
97. IBM Corporation
98. ICAP Securities Limited
99. Information Builders Inc.
100. JQ Network PTD Limited
101. KBC Bank*
102. Kim & Chang
103. Kingston Communications PLC
104. Linklaters
105. Linklaters, S.L.
106. Lloyds Bank*
107. London & European Title Insurance Services Ltd.
108. London Borough of Tower Hamlets Rates
109. Mace Limited
110. McKee Nelson LLP
111. Microsoft Licensing, GP
112. Millennium Developers Pvt Ltd
113. Mizuho Corporate Bank Ltd.*
114. Morse Group Limited
115. Morse Service Holdings Limited
116. National Bank of Australia*
117. National Commerce Bank
118. Network Appliance
119. Nippon Life Insurance Co.*
120. NYSE Market, Inc.
121. Origin HR Consulting Limited
122. Paul Weiss
123. Pricoa Relocation UK Limited
124. Reuters America Inc.
125. Reuters Ltd.

126. Shinkin Central Bank*
127. Shinsei Bank Ltd.*
128. Sidley Austin
129. Standard & Poors
130. Standard and Poors Corp.
131. Standard Chartered Bank*
132. Sumitomo Mitsubishi Banking Corp*
133. Sungard Securities Finance Inc.
134. Svenska Handelsbanken
135. Swapswire Limited
136. Taipei Fubon Bank, New York Agency*
137. Tata Consultancy Services
138. The Bank of New York*
139. The Bank of Nova Scotia*
140. The British Land Company PLC
141. Thompson Financial
142. TIBCO Software, Inc.
143. UFJ Bank Limited*
144. Vertex Mortgage Services
145. Virtx
146. WIPRO Infotech Enterprise Solutions
147. YXIME
148. ZKB (Zurcher Kantonalbank)

Bank Lenders

149. J.P. Morgan Chase
150. Metlife
151. Mizuho Corporate Bank, Ltd.
152. RR Donnelley & Sons
153. Shinsei Bank, Limited
154. The Bank of NY Mellon
155. The Royal Bank of Scotland, PLC
156. Wilmington Trust Company

Significant Lessors and Lessees

157. 8 Sound Shore Associates, LLC
158. 70 Hudson Street, LLC
159. 125 High Street L.P.
160. 1111 Brickell Office, LLC
161. 1301 Properties Owner L.P.
162. Archipelago Holdings, Inc.
163. BNC Mortgage
164. Clifford Chance US LLP

165. Constellation Place, LLC
166. Consultatio Inversora S.A.
167. Corporate Park Associates
168. Crescent TC Investors L.P.
169. CT Tower Investments Inc.
170. Deutsche Bank Securities, Inc.
171. Deutsche Bank Securities, Inc.
172. Eastrich No. 167 Corporation
173. Guggenheim Concourse, L.P.
174. Huron Consulting Group, Inc.
175. HWA 555 Owners, LLC
176. JDJ Properties, Inc.
177. MCPR Unit V LP, S.E. c/o MCPR Unit R LP
178. Middlefield Park Associates
179. Millennium De Investimentos Imobiliarios LTDA
180. MJH Wacker LLC
181. Monarch Centre Associates, LLC
182. Palm Beach Centre 1, LLC
183. Rock Forty Ninth LLC
184. San Diego - Frazee, LLC
185. SP4 190 S. LaSalle, L.P.
186. Telwares, Inc.
187. The Irvine Company
188. WA-Columbia Center Property LLC
189. WPGH, LLC

Secured Creditors

190. Danske Bank*
191. Fenway*
192. J.P. Morgan Chase*
193. MetLife*
194. SMBC*
195. State Street*
196. Swedbank*

Government and State Regulatory Agencies

U.S. Regulation

197. Commodity Futures Trading Commission (LBI, NB LLC)
198. Federal Deposit Insurance Corporation (LB Bank, LB Commercial Bank)
199. Federal Energy Regulatory Commission (Lehman Brothers Commodity Services Inc.)

200. Financial Industry Regulatory Authority (non-governmental)
201. National Futures Association (non-governmental)
202. New York Stock Exchange (non-governmental)
203. Office of the Comptroller of Financial Institutions (Lehman Brothers Trust Co.)
204. Office of Thrift Supervision (LB Bank)
205. Securities and Exchange Commission
206. State Bank Commissioner of the State of Delaware (Lehman Brothers Trust Company of Delaware)
207. State Blue Sky Laws in all 50 states and Puerto Rico
208. Utah Commissioner of Financial Institutions (LB Commercial Bank)

Members of Ad Hoc or Unofficial Creditors' Committees (formed prior to the Commencement Date, to the extent known at the Commencement Date)

The Ad Hoc Committee of Bondholders of the Main Street Natural Gas, Inc., Gas Project Revenue Bonds

209. Allstate Insurance Co.*
210. Capital Research Management Co.*
211. Franklin Advisors L.P.*
212. Franklin Federal Intermediate-Term-Tax-Free Income Fund*
213. Franklin Federal Tax-Free Income Fund*
214. Franklin Georgia Tax-Free Income Fund*
215. Franklin High-Yield Tax-Free Income Fund*
216. Independence Holding Co.*
217. Oppenheimer Funds, Inc.*
218. The Vanguard Group*

Informal LBHI Bondholder Group

219. Alliance Bernstein*
220. Capital Guardian Trust Company*
221. Cyrus Capital Partners, L.P.*
222. King Street Capital Management, L.L.C.*
223. Pacific Management Investment Company*
224. Wexford Capital LLC*
225. York Capital Management*

Significant Stockholders

If Debtor is a corporation, any significant stockholders (greater than 5%)

226. AXA and related parties 7.25%

227.	Clearbridge Advisors, LLC and related parties	6.33%
228.	FMR LLC and related parties	5.87%

Directors and Officers

Current and former (up to three years) members of a corporation's board of directors and its officers, as well as the names of the entities with whom such directors or officers were, during their tenure with the Debtor, affiliated as an employee

Current Board of Directors

229. Henry Kaufman
230. Jerry A. Grundhofer
231. John D. Macomber
232. John F. Akers
233. Marsha Johnson Evans
234. Michael L. Ainslie
235. Richard S. Fuld, Jr.
236. Roger S. Berlind
237. Roland A. Hernandez
238. Sir Christopher Gent
239. Thomas H. Cruikshank

Current Officers

240. Alex Kirk
241. Christian Meissner
242. David Goldfarb
243. Eric Felder
244. George H. Walker
245. Gerald A Donini
246. Herbert H. McDade III
247. Hugh E. McGee III
248. Hyung S. Lee
249. Ian T Lowitt
250. Jasjit S. Bhattal
251. Michael Geband
252. Riccardo Banchetti
253. Richard S. Fuld, Jr.
254. Scott J. Freidheim
255. Stephen M. Lessing
256. Thomas A. Russo

Former Officers

257. Christopher O'Mera
258. Erin Callen
259. Jonathan Beyman

260. Jospeh M. Gregory

Underwriting Investment Bankers for Debtor's securities for all securities issued or outstanding on the Commencement Date or during the three years prior to the Commencement Date.

261. ABN AMRO Rothschild
262. Hoare Govett, Ltd.
263. Lehman Brothers
264. Merrill Lynch
265. UBS Investment Bank

Accountants employed or retained during the two years prior to the Commencement Date

266. Deloitte & Touch USA LLP
267. Ernst & Young
268. PWC (PricewaterhouseCoopers)

Related Entities

269. 737 Portfolio Services LLC
270. 737 Portfolio Trust
271. Area Assignor Corp. (dissolved)
272. Area Depository Corporation (dissolved)
273. Area GP Corporation
274. Aristos LLC
275. ASB LLC
276. Bixen Limited
277. BK I Realty Inc. (dissolved)
278. BK II Properties Inc.
279. BK III Properties Inc.
280. Blue Jay Realty Corporation
281. Bromley LLC
282. Brookson Corp.
283. Brookwood Energy & Properties Inc.
284. Canope Credit Corp.
285. Central Funding (Concord) Corporation (dissolved)
286. Clarks Summit I, LLC
287. Clarks Summit II, LLC
288. CP1 Real Estate Services Inc.
289. CP4 Real Estate Services Inc. (dissolved)
290. Dimont Corporation
291. DL Mortgage Corp.

292. DRA Management, Inc. (dissolved)
293. Eagle Energy Management, LLC
294. Eagle Energy Partners I, L.P.
295. East Dover Limited
296. Edibrook Corp.
297. EHP/GP Inc. (dissolved)
298. Embarcadero Aircraft Securitization Trust
299. Equipment Management Inc.
300. Equity Strategies Loans LLC
301. Equity Strategy Loans LLC
302. First Ward Properties Inc.
303. Flight Sim I LLC
304. Flight Sim II LLC
305. Flight Sim III LLC
306. Flight Sim IV LLC
307. Flight Sim V Inc.
308. FRAH Special Services Inc.
309. Fundo De Investimento Multimercado Credito Privado Navigator Investmento
310. GA Dekalb Inc.
311. Global Principal Strategies Loans Inc.
312. GRA Finance Corporation Ltd.
313. GRA Finance Corporation Ltd.
314. Growth Partners Inc. (dissolved)
315. Hydrocarbon Capital II LLC
316. IL Lombard Inc. (dissolved)
317. Ivanhoe Lan Pty Limited
318. Jet Aircraft Leasing Inc. (dissolved)
319. Jet Partners, LLC
320. JFM Aviation Once LLC
321. KM-I Real Estate Company VII (sold)
322. Laminar Holdings LLC
323. LB Alberta Holdings Inc.
324. LB GPS Lightfoot LLC
325. LB I Group Inc.
326. LB I Group Inc.
327. LB India Holdings Mauritius I Limited
328. LB India Holdings Mauritius II Limited
329. LB India Holdings Mauritius III Limited
330. LB Investment Corp., Inc.
331. LB Investment Holding Company Limited (dissolved)
332. LB Leasing Inc.
333. LB Maritim Investor GmbH
334. LB Memphis Brownestone LLC
335. LB Military Housing LLC

336. LB Note Corp.
337. LB Ohana, LLC
338. LB Skypower Inc.
339. LB Trade Corp.
340. LB3 GmbH
341. LB-NL Holdings (Cayman) Limited
342. LB-NL Holdings I Inc.
343. LB-NL Holdings L.P.
344. LB-NL U.S. Investor Inc.
345. LBQ Hong Kong Funding Ltd.
346. LBQ Hong Kong Services Limited
347. LCP LTU LLC
348. LCPI Properties Inc.
349. LCPI Properties Inv.
350. Leesburg ACG LLC
351. Lehman ABS Corporation
352. Lehman Aircraft Securitization Holdings LLC
353. Lehman Asset Backed Caps Inc.
354. Lehman Brother Venture Capital 2003 Partnership
355. Lehman Brothers (Israel) Inc.
356. Lehman Brothers (Spain) S.A.
357. Lehman Brothers 1999 Venture Managers' Partnership L.P.
358. Lehman Brothers 1999 Vernture GP Partnership L.P.
359. Lehman Brothers AIM Holding II LLC
360. Lehman Brothers Alternative Investment Management LLC
361. Lehman Brothers Argentina S.A.
362. Lehman Brothers Asset Management Asia, Inc. (dissolved)
363. Lehman Brothers Asset Securitization LLC
364. Lehman Brothers Capital Partners I, L.P.
365. Lehman Brothers Capital Partners II, L.P.
366. Lehman Brothers Capital Partners IV, L.P.
367. Lehman Brothers CDO 2003 L.P.
368. Lehman Brothers CDO Associates (Cayman), Ltd.
369. Lehman Brothers CDO Associates 2003 L.P.
370. Lehman Brothers CDO Associates 2004 L.P.
371. Lehman Brothers CDO Opportunity Partners 2004-2, L.P.
372. Lehman Brothers Commodity Service Inc.
373. Lehman Brothers Communications Partnership
374. Lehman Brothers de Chile, S.A. (dissolved)
375. Lehman Brothers de Chile, S.A. (dissolved)
376. Lehman Brothers de Venezuela C.A. (inactive)
377. Lehman Brothers de Venezuela C.A. (inactive)
378. Lehman Brothers Derivative Finance LLC
379. Lehman Brothers Derivative Products Inc.
380. Lehman Brothers Diversified Private Equity Fund 2004, L.P.

381. Lehman Brothers Energy Canada, ULC
382. Lehman Brothers Europe Inc.
383. Lehman Brothers European Mezzanine 2002 Associates L.P.
384. Lehman Brothers European Mezzanine 2002 L.P.
385. Lehman Brothers European Venture Capital Associates L.P.
386. Lehman Brothers European Venture Capital L.P.
387. Lehman Brothers Finance (Japan) Inc.
388. Lehman Brothers Financial Products Inc.
389. Lehman Brothers Fund of Funds Associates L.P.
390. Lehman Brothers Fund of Funds L.P.
391. Lehman Brothers Global Asset Management K.K. (liquidated)
392. Lehman Brothers Healthcare Venture Capital Associates L.P.
393. Lehman Brothers Healthcare Venture Capital L.P.
394. Lehman Brothers Holdings Inc.
395. Lehman Brothers Holdings International Inc.
396. Lehman Brothers Inc.
397. Lehman Brothers International Services, Inc.
398. Lehman Brothers Investment Holding Company Inc.
399. Lehman Brothers Investment Management Asia Limited
400. Lehman Brothers LBO Inc.
401. Lehman Brothers MBG Associates III LLC
402. Lehman Brothers MBG Associates L.P.
403. Lehman Brothers MBG Capital Partners 1998 (C) L.P.
404. Lehman Brothers MBG Finders 1999 (A) L.P.
405. Lehman Brothers MBG Finders 1999 (B) L.P.
406. Lehman Brothers MBG Finders 2000 (B) L.P.
407. Lehman Brothers MBG Partners 1997 (A) L.P. (dissolved)
408. Lehman Brothers MBG Partners 1997 (B) L.P. (dissolved)
409. Lehman Brothers MBG Partners 1998 (A) L.P.
410. Lehman Brothers MBG Partners 1998 (B) L.P.
411. Lehman Brothers MBG Partners 1998 (C) L.P.
412. Lehman Brothers MBG Partners 1999 (A) L.P.
413. Lehman Brothers MBG Partners 1999 (B) L.P.
414. Lehman Brothers MBG Partners 1999 (C) L.P.
415. Lehman Brothers MBG Partners L.P.
416. Lehman Brothers MBG Venture Capital Partners 1997
417. Lehman Brothers MBG Venture Capital Partners 1998 (A) L.P.
418. Lehman Brothers MBG Venture Capital Partners 1998 (B) L.P.
419. Lehman Brothers MBG Venture Capital Partners 1998 (C) L.P.
420. Lehman Brothers MBG Venture Capital Partners 1998 (D) L.P.
421. Lehman Brothers MLP Associates, L.P.
422. Lehman Brothers MLP Partners, L.P.
423. Lehman Brothers Offshore Diversified Arbitrage Fund, Ltd.
424. Lehman Brothers Offshore Diversified Arbitrage Master Fund Ltd.

425. Lehman Brothers Offshore Diversified Private Equity Fund 2004, L.P.
426. Lehman Brothers Offshore Investment Partnership L.P.
427. Lehman Brothers Offshore Investment Partnership-Japan L.P.
428. Lehman Brothers Offshore Long/Short Fund, Ltd.
429. Lehman Brothers Offshore Long/Short Master Fund Ltd.
430. Lehman Brothers Offshore Partners Ltd.
431. Lehman Brothers Offshore Partnership Account 2000/2001, L.P.
432. Lehman Brothers Offshore Partnership GP 2000/2001 L.P.
433. Lehman Brothers Overseas Inc.
434. Lehman Brothers Participation Fund Associates, L.P.
435. Lehman Brothers Partnership GP 2000/2001 L.P. (dissolved)
436. Lehman Brothers Secondary Fund of Funds Associates L.P.
437. Lehman Brothers Secondary Fund of Funds L.P.
438. Lehman Brothers Securities Taiwan Limited
439. Lehman Brothers South Asia Limited (Inactive)
440. Lehman Brothers Special Financing Inc.
441. Lehman Brothers Sudamerica S.A.
442. Lehman Brothers Uruguay S.A.
443. Lehman Brothers VC Partners L.P.
444. Lehman Brothers Venture Associates Inc.
445. Lehman Brothers Venture Bankers' Partnership L.P.
446. Lehman Brothers Venture Capital Partners I, L.P.
447. Lehman Brothers Venture GP Partnership L.P.
448. Lehman Brothers Venture Partners L.P.
449. Lehman CMO Inc.
450. Lehman Commercial Paper Inc.
451. Lehman Commodities Services, Inc.
452. Lehman Insurance Company
453. Lehman Loan Funding I LLC
454. Lehman Finance, S.A.
455. Lehman Mortgage Holdings Canada II Inc. (inactive)
456. Lehman Mortgage Company of Canada (surrendered)
457. Lehman Mortgage Company of Canada (surrendered)
458. Lehman Mortgage Holdings Canada I Inc. (inactive)
459. Lehman Municipal ABS Corp.
460. Lehman OPC LLC
461. Lehman Pass-Through Securities Inc.
462. Lehman Queens Center Inc. (inactive)
463. Lehman Queens Limited Inc. (inactive)
464. Lehman Realty & Development Corp.
465. Lehman Receivables Corp. (dissolved)
466. Lehman Risk Management, Inc. (dissolved)
467. Lehman Structured Financings, Inc.
468. Lehman Structured Securities Corp.

469. Lehman Syndicated Loan Inc.
470. Lehman VIP Holdings Inc.
471. Lehman VIP Investment LDC
472. Lehman VIP Investment LDC
473. Liberty Corner Inc. (sold)
474. Liberty GP II Inc. (sold)
475. Libro Companhia Securitizadora de Creditos
476. Long Point Funding Pty Ltd.
477. LPTG Inc.
478. LPTG Intermediate LLC
479. LPTG Intermediate LLC
480. LPTG LLC
481. LPTG LLC
482. LW-LP Inc.
483. LW-LP Properties Inc.
484. M&L Debt Investments Holdings Pty Limited
485. M&L Debt Investments Pty Limited
486. Mast Depositor Corp
487. MBR/GP Corp.
488. Merit, LLC
489. Metro Realty Corporation (dissolved)
490. Morganberry Corporation
491. Newark Properties One Inc.
492. Nexity Investment Partnership L.P.
493. NL Funding, L.P.
494. NL GP Inc.
495. Northstar Equipment Leasing Income Inc. (dissolved)
496. NPC Inc. (dissolved)
497. O.M.B. Limited Partner Ltd.
498. OSD Corp.
499. PAC Aircraft Management Inc.
500. Pentaring, Inc.
501. Pindar Pty Ltd.
502. QP80 Real Estate Services Inc.
503. Quality Pork Partners, Inc.
504. Real Estate Investors Inc. (dissolved)
505. Real Estate Services I Inc. (dissolved)
506. Real Estate Services VII Inc. (dissolved)
507. Reliance Energy E&P, LLC
508. RIBCO LLC
509. RIBCO LLC
510. RIBCO SPC, Inc.
511. Rock Hill Real Estate, Inc.
512. Sambar Properties Inc.
513. SASCO ARC Corporation

514. Scranzay, Inc.
515. Select Asset Inc.
516. Senior Income Fund Inc. (dissolved)
517. Serafino Investments Pty Limited
518. Shearson Lehman Brothers Capital Partners II, L.P.
519. Shearson Lehman Hutton Capital Partners II
520. Skratook LLC
521. Small Business Assets I LLC
522. Stamford Investment Realty Inc.
523. STRATUS I Inc.
524. Structure Asset Securities Corporation II
525. Structured Asset Securities Corporation
526. Structured Options Inc.
527. STUIE CORP.
528. TAL Europe, LLC
529. Tallus
530. Townsend Analytics Japan Ltd.
531. Townsend Analytics, Ltd.
532. TX Tower Inc. (sold)
533. West Dover, LLC

Former Lehman Brothers Holdings Inc. Entities

534. 314 Commonwealth Ave. Inc.
535. Aegis Finance LLC
536. Alnwick Investments (UK) Limited
537. Alnwick Investments (UK) Ltd. Kingdom
538. Appalachian Asset Management Corp.
539. ARS Holdings I LLC
540. Aurora Loan Services LLC
541. Ballybunion Investments No. Ltd.
542. Ballybunion Investments No. 2 Ltd.
543. Ballybunion Investments No. 3 Ltd.
544. Ballybunion Partnership
545. Bamburgh Investments (UK) Ltd.
546. Banque Lehman Brothers S.A.
547. Blixen U.S.A.
548. Blue Way Finance Corporation U.A.
549. BNC Holdings Inc.
550. Brasstown Entrada I SCA
551. Brasstown LLC
552. Brasstown Mansfield I SCA
553. Capital Analytics II, L.P.
554. Capstone Mortgage Services Ltd.
555. CIMT Limited

556. Cohort Investments Limited
557. Commonwealth Ave. Inc.
558. Dynamo Investments Ltd.
559. Eldon Street Holdings Limited
560. ELQ Holdings B.V.
561. ELQ Hypothekan N.V.
562. Entrada II Sarl
563. Erin Asset
564. e-Valuate, L.P.
565. Executive Monetary Management, Inc.
566. Falcon Holdings I LLC
567. Falcon Holdings II Inc.
568. Falcon Investor I-X Inc.
569. Falcon LB Sarl
570. Furno & Del Castano CapitalPartners LLP
571. Gainsborough Investments BV
572. GKI Korea Development Limited
573. Global Korea Investments Ltd.
574. Global Thai Property Fund
575. Hills Funding One, Ltd.
576. Kayenta L.P
577. Kenilworth Investments Ltd.
578. L.B.C. YK
579. L.B.C. YK Hearn Street Holdings Limited
580. LB Leaseco I
581. LB LLC
582. LB 745 Leaseco I LLC
583. LB 745 LLC
584. LB Alpha Finance Cayman Limited
585. LB Asia Issuance Company Ltd.
586. LB Asset Management Ltd.
587. LB Australia and Asia Investments Limited
588. LB Beta Finance Cayman Limited
589. LB Capital Investments Ltd.
590. LB Delta (Cayman) No Ltd.
591. LB Delta (Cayman) No 1 Ltd.
592. LB Delta Funding
593. LB Holdings Intermediate Ltd.
594. LB Holdings Intermediate 1 Ltd.
595. LB Holdings Intermediate 2 LtdLB I Group Inc
596. LB India Holdings Cayman I Limited
597. LB India Holdings Cayman II Limited
598. LB Investments (UK) Limited
599. LB Lease & Finance No. Ltd.
600. LB Lomond Investments Limited

601. LB Russia Holdings Inc.
602. LB Russia Holdings LLC
603. LB SF No. Ltd.
604. LB SPV SCA
605. LB UK Financing Limited
606. LB UK RE Holdings Ltd.
607. LB Vin Co Inc.
608. LBA Funding (Cayman) Limited
609. LBAC Holdings I Inc.
610. LBASC LLC
611. LBCCA Holdings I Inc.
612. LBCCA Holdings I LLC
613. LBCCA Holdings II Inc.
614. LBCCA Holdings II LLC
615. LBHK Funding (Cayman) No. Ltd.
616. LBHK Funding (Cayman) No. 1 Ltd
617. LBHK Funding (Cayman) No. 2 Ltd.
618. LBHK Funding (Cayman) No. 4 Ltd
619. LBO Funding (Cayman) Limited
620. LBO Investments Limited
621. LBQ Funding (UK)
622. LBS Holdings SARL
623. LCPI Properties Inc.
624. Lehman Aircraft Securitization Holdings Inc.
625. Lehman ALI Inc.
626. Lehman Brothers (PTG) Limited
627. Lehman Brothers AIM Holding III LLC
628. Lehman Brothers Asia Capital Company
629. Lehman Brothers Asia Capital Company Kong
630. Lehman Brothers Asia Holdings Limited
631. Lehman Brothers Asia Limited
632. Lehman Brothers Asia Pacific (Singapore) Pte. Ltd.
633. Lehman Brothers Asset Management (Europe) Ltd.
634. Lehman Brothers Asset Management France
635. Lehman Brothers Asset Management Inc.
636. Lehman Brothers Asset Management, LLC
637. Lehman Brothers Australia Granica Pty Limited
638. Lehman Brothers Australia Holdings Pty Limited.
639. Lehman Brothers Australia Limited
640. Lehman Brothers Bancorp Inc
641. Lehman Brothers Bancorp UK Holdings Limited
642. Lehman Brothers Bank, FSB
643. Lehman Brothers Bankhaus Aktiengesellschaft
644. Lehman Brothers Canada Inc.
645. Lehman Brothers Capital GmbH, Co.

646. Lehman Brothers Capital Private Limited
647. Lehman Brothers Co-Investment Associates LLC
648. Lehman Brothers Commercial Bank
649. Lehman Brothers Commercial Corporation
650. Lehman Brothers Commercial Corporation Asia Limited
651. Lehman Brothers Commercial Mortgage K.K.
652. Lehman Brothers Commodity Services Inc.
653. Lehman Brothers do Brasil Ltda
654. Lehman Brothers Equity Finance (Cayman) Limited
655. Lehman Brothers Europe Limited
656. Lehman Brothers Europe Limited
657. Lehman Brothers Finance S.A.
658. Lehman Brothers Fixed Income Securities Private Limited
659. Lehman Brothers Futures Asia Limited
660. Lehman Brothers Futures Asset Management Corp.
661. Lehman Brothers Global Investments LLC
662. Lehman Brothers Holdings Capital Trust IV
663. Lehman Brothers Holdings Japan Inc.
664. Lehman Brothers Holdings Plc.
665. Lehman Brothers Holdings Scottish LP
666. Lehman Brothers Hy Opportunities Inc.
667. Lehman Brothers Hy Opportunities Korea Inc.
668. Lehman Brothers Inc.
669. Lehman Brothers Insurance Agency L.L.C
670. Lehman Brothers International (Europe)
671. Lehman Brothers Investment Korea Inc.
672. Lehman Brothers Investments PTE Ltd.
673. Lehman Brothers Japan Inc.
674. Lehman Brothers Limited
675. Lehman Brothers Luxembourg Investments Sarl
676. Lehman Brothers Management LLC
677. Lehman Brothers Offshore Real Estate Associates, Ltd
678. Lehman Brothers OTC Derivatives Inc.
679. Lehman Brothers P.A. LLC
680. Lehman Brothers Pacific Holdings Pte. Ltd.
681. Lehman Brothers Private Equity Advisers
682. Lehman Brothers Private Equity Advisers LLC
683. Lehman Brothers Private Fund Advisers L.P.
684. Lehman Brothers Private Fund Advisers LPD
685. Lehman Brothers Private Fund Management L.P.
686. Lehman Brothers Private Funds Investment Company GP, LLC
687. Lehman Brothers Private Funds Investment Company LP, LLC
688. Lehman Brothers Securities Asia Limited
689. Lehman Brothers Securities N.V.
690. Lehman Brothers Securities Private Limited

691. Lehman Brothers Services India Private Limited
692. Lehman Brothers Singapore PTE Ltd.
693. Lehman Brothers South East Asia Investments PTE Limited
694. Lehman Brothers Spain Holdings Limited
695. Lehman Brothers Special Financing Inc.
696. Lehman Brothers Treasury Co. B.V.
697. Lehman Brothers Trust Company of Delaware
698. Lehman Brothers Trust Company, National Association
699. Lehman Brothers U.K. Holdings (Delaware) Inc.
700. Lehman Brothers U.K. Holdings Ltd.
701. Lehman Brothers U.K. Holdings Ltd.
702. Lehman Brothers UK Investments Limited
703. Lehman Brothers Verwaltungs-und Beteiligungsgesellschaft mbH
704. Lehman Capital Investments Ltd.
705. Lehman (Cayman Islands) Ltd.
706. Lehman Commercial Mortgage Conduit Ltd.
707. Lehman Crossroads Corporate Investors II, L.P.
708. Lehman Crossroads Corporate Investors, L.P.
709. Lehman Crossroads Investment Advisers, L.P.
710. Lehman Crossroads Investment Company, L.P.
711. Lehman Re Ltd.
712. Lehman Risk Advisors Inc.
713. Lehman Risk Services (Bermuda) Ltd.
714. Lehman Structured Assets Inc.
715. Lehman Syndicated Loan Funding Inc.
716. LIBRO Holdings I Inc.
717. Lincoln Capital Fixed Income Management Company, LLC
718. Longmeade Limited
719. Louise Y.K.
720. LUBS Inc.
721. Lunar Constellation Limited Partnership
722. MABLE Commercial Funding Limited
723. Maewha K-STARS Ltd.
724. MBAM Investor Limited
725. MICT Limited
726. MMP Funding Corp.
727. Nai Harn Hotel 1 Company Limited
728. Nale Trust
729. Neuberger & Berman Agency, Inc.
730. Neuberger Berman Asset Management, LLC
731. Neuberger Berman Inc.
732. Neuberger Berman Investment Services, LLC
733. Neuberger Berman Management Inc.
734. Neuberger Berman Pty Ltd.
735. Neuberger Berman, LLC

736. New Century Finance Co., Ltd.
737. OCI Holdings Limited
738. OOO Lehman Brothers
739. Opal Finance Holdings Ireland Limited
740. Pentaring Inc.
741. Phuket Hotel 1 Holdings Company Limited.
742. Pike International Y.K.
743. Pindar Pty Ltd.
744. Portsmouth Investment Company Pty Ltd.
745. Preferred Group Limited
746. Preferred Holdings Limited
747. Preferred Mortgages Limited
748. Principal Transactions Inc.
749. Property Asset Management Inc.
750. Real Estate Private Equity Inc.
751. REPE LBREP II LLC
752. REPE LBREP III LLC
753. Resetfan Limited
754. Revival Holdings Limited
755. Sage Partners, LLC
756. SAIL Investor Pte Ltd.
757. Security Assurance Advisers, L.P.
758. SkyPower Corporation
759. SOGKI Development Inc.
760. Southern Pacific Funding
761. Southern Pacific Funding 5 Ltd.
762. Southern Pacific Mortgage Limited
763. SPML Mortgage Funding Limited
764. SPML Mortgage Funding Limited
765. Stockholm Investments Limited
766. Storm Funding Ltd.
767. Storm Funding Ltd.
768. Sunrise Finance Co., Ltd.
769. Thayer Group Limited
770. Thayer Properties (Jersey) Ltd.
771. Thayer Properties Limited
772. The Main Office Management Company, L.P.
773. TMIC Limited
774. Wharf Reinsurance Inc.
775. Woori-LB Fifth Asset Securitization Specialty Co., Ltd.
776. Woori-LB First Asset Securitization Specialty Co., Ltd.
777. Woori-LB Fourth Asset Securitization Specialty Co., Ltd.
778. Woori-LB Sixth Asset Securitization Specialty Co., Ltd
779. Y.K Tower Funding
780. Y.K. Park Funding

Potential Parties in Interest

781. 250 East Borrower LLC
782. 4Kids Entertainment, Inc.
783. Abm Industries, Inc.
784. Accenture LLP
785. Account Temps
786. AIG Global Investment Corporation*
787. Amber Capital Investment Management
788. Ameren et., al.
789. Anthony Victor Lomas
790. Arapahoe County Treasurer
791. AT&T
792. Automated Securities Clearance LLC
793. Automobile Club Insurance Association
794. Avaya Inc.
795. Bank of China
796. Bank of New York Mellon*
797. Bats Holdings, Inc.
798. Bay Harbour Management LC
799. Bay Harbour Master Ltd.
800. Bel Air Investment Advisors LLC*
801. Best Karpet
802. BHCO Master Ltd.
803. BP Canada
804. BP Energy
805. BP North America
806. Canadian Imperial Bank
807. Carrollton-Farmers Branch Independent School District
808. CD Representative
809. Chevron Natural Gas
810. Chicago Board Options Exchange, Incorporated
811. CIBC World Market.
812. CIBC World Markets Inc.
813. Cisco Systems Capital Corporation / Cisco Systems, Inc. / Cisco
814. Citigroup, Inc.
815. Collins Building Services, Inc.
816. Community Trust Bancorp Inc.
817. CorrectNet, Inc.
818. Credit Suisse
819. Customer Asset Protection
820. Dallas County
821. Dan Yoram Schwarzmann
822. DCI Umbrella Fund PLC

823. DE Shaw
824. Demann
825. Direct Energy Business LLC
826. Direct Energy LLC
827. Diversified Credit Investments LLC as agent for the Government of Singapore Investment Corporation PTE, LTD.
828. Division Water
829. Dresdner Kleinwort Group Holdings LLC
830. Dun & Bradstreet
831. East 46th Borrower LLC
832. EHMD, LLC
833. Elliott Associates, L.P.
834. Elliott International L.P.
835. EMC Corporation
836. Essex Equity Holdings USA, LLC
837. Factiva, Inc.
838. Fannie Mae
839. Federal Express Corporation
840. Federal Home Loan
841. Fred Hutchinson Cancer Research Center
842. Friedman, Billings, Ramsey & Group, Inc.
843. FX Alliance, LLC
844. Fxcm Holdings LLC
845. Galleon Buccaneer's Offshore Ltd
846. GE Capital Information Technology Solutions, Inc. d/b/a IKON Financial Services
847. General Electric Capital Corp
848. Glg Partners LP
849. GM Canada Foreign Trust
850. GMAM Investment Funds Trust
851. Green Tree Servicing Inc.
852. Green Tree Servicing LLC
853. Greg Georgas & Mark Grock/ Greg Georgas et., al.
854. Hale Avenue Borrower LLC
855. Hanover Moving & Storage Co. Inc
856. Harbert
857. Harbinger Capital Partners
858. Harbinger Capital Partners Special Situations Fund LP
859. Harris County
860. Hilliard Farber & Co., Inc
861. Hughes Hubbard
862. IBM
863. IGI Resources
864. IGS
865. Illuminating

866. Independence Holding Co.*
867. ING Bank, FSB
868. Institutional Benchmarks
869. Interactive Data Corp.
870. Interface Cable Assemblies and Services Corp. a/k/a ICAS
871. IntraLinks, Inc.
872. Iris Software, Inc.
873. Iron Mountain Information Management
874. James W. Giddens
875. Jarden Corporation
876. J.P. Morgan Chase Bank, N.A.
877. Keane, Inc.
878. Landamerica Financial Group, Inc.
879. LBAYK
880. LBREP Lakeside SC Master I, LLC
881. LBREP/L-SUNCAL MASTER I LLC.
882. Lehman Brothers Private Equity Funds
883. Lewtan Technologies, Inc.
884. LiquidPoint
885. Los Angeles City Employees' Retirement System
886. M. Brian Maher & Basil Maher
887. Mack-Cali Realty LP
888. Main Street Natural Gas, Inc.
889. Marble Care
890. Mclennan County
891. Meridian Comp Of New York, Inc. D/B/A CHD Meridian Healthcare
892. Michael John Andrew Jervis
893. Microsoft Corporation
894. Microsoft Licensing
895. Midwest Realty Advisors, LLC
896. Misys IQ LLC
897. Mizuho Corporate Bank
898. Monument Realty LLC
899. Moody’s Investors Service
900. Morgan Stanley & Co.
901. Motors Insurance Corp.
902. MSS Distressed & Opportunities 2
903. MSTD, Inc.
904. National Bank of Canada
905. NetApp, Inc.
906. Normandy Hill Capital, L.P.
907. NorthEast
908. Northgate Minerals Corporation
909. Northrup Grumman

910. NPD Group Inc.
911. NYSE Euronext, Inc.
912. Occidental Energy Marketing, Inc.
913. Office of Thrift Supervision
914. Office of Thrift Supervision, Northeast Region
915. Plumbers and Pipefitters National Pension Fund
916. Pursuit Capital Partners Master
917. Pursuit Capital Partners Master (Cayman) Ltd.
918. Pursuit Opportunity Fund I Master Ltd.
919. Pursuit Partners
920. R3
921. Reliance Globalcom Services, Inc.
922. Rentokil
923. Republic Waste
924. RMC
925. Rock-Forty Ninth LLC, Rockefeller Center et., al.
926. Rockefeller Center Management Corporation
927. Rockefeller Center North, Inc.
928. Rockefeller Group Development Corporation
929. Royal Bank of Scotland
930. Shareholders of Novastar Financial, Inc.
931. SMBC Capital Markets
932. Societe Generale
933. Statler Arms Garage LLC
934. Steingass
935. Steven Anthony Pearson
936. Structure Consulting Group, LLC
937. Structure Tone Inc.
938. SuccessFactors, Inc.
939. Sumitomo Mitsui Banking Corp.
940. Sumitomo Mitsui Brussels Branch
941. Summit Systems, Inc.
942. Sun Microsystems, Inc.
943. SunGard
944. Svenska Handelsbanken AB
945. Tarrant County
946. TD Security
947. The Joint Administrators of the Lehman European Group Administration Companies
948. The Liverpool Limited Partnership
949. The Vanguard Group, Inc.
950. The Walt Disney Company / Disney
951. Thomson Reuters Plc & Thomson Reuters Corp.
952. ThruPoint, Inc.
953. Time Warner

954. Toronto-Dominion Bank
955. Tradeweb Markets LLC
956. Training the Street, Inc.
957. TransCanada Pipelines Limited
958. Trophy Hunter Investments Ltd.
959. UBS Financial Services
960. UBS Financial Services of Puerto Rico
961. UBS International Inc.
962. United Parcel Service, Inc. / UPS
963. Verizon Communications Inc.
964. Washington Mutual Bank
965. Washington Mutual, Inc.
966. WCCV
967. Wells Fargo & Co.
968. Wells Fargo Bank, N.A.
969. Wilmington Trust FSB
970. Cognizant Technology Solutions US Corporation
971. Intercall Inc.
972. Minardi Capital Corp
973. Banesco Holding C.A.
974. Cattolica Assicurazioni S.p.A
975. DG3 Holdings LLC
976. LB Offshore GP Holdings (PE) Ltd
977. LB Merchant Banking Partners III Cayman AIV LP
978. LB Co-Investment Partners Cayman AIV I LP
979. LB Offshore Investment Partners II LP
980. LB Secondary OPP Offshore Fund LP
981. LB Secondary OPP Offshore Fund II LP
982. LB VC Partners LP (VC Fund II)
983. Bank of Montreal
984. US Bank, National Association

Affiliations of Outside Directors

985. Henry Kaufman (current)
    (1) president of Henry Kaufman & Company
    (2) member (and the chairman emeritus) of:
        (a) Board of Trustees of the Institute of International Education
        (b) Board of Trustees of New York University
        (c) Board of Trustees of the Animal Medical Center
        (d) International Advisory Committee of the Federal Reserve Bank of New York
        (e) Advisory Committee to the Investment Committee of the International Monetary Fund Staff Retirement Plan

(f) Board of Governors of Tel-Aviv University treasurer (and former trustee) of The Economic Club of New York

(3) member (and the chairman emeritus) of Board of Overseers of the Stern School of Business of New York University

986. John D. Macomber (current)

(1) director of Collexis Holdings, Inc., and Stewart & Stevenson LLC

(3) chairman of Council for Excellence in Government

(4) vice chairman of Atlantic Council

(5) trustee of Carnegie Institution of Washington and Folger Library

987. John F. Akers

(1) director of W.R. Grace & Co

988. Marsha Johnson Evans

(1) director of:

(a) Weight Watchers International, Inc.

(b) Huntsman Corporation

(c) Office Depot, Inc.

(d) Naval Academy Foundation

(e) America's Development Foundation.

(2) advisory board of:

(a) LPGA

(b) Pew Partnership for Civic Change

989. Michael L. Ainslie

(1) director of:

(a) The St. Joe Company

(b) Lehman Brothers Bank, FSB

(2) trustee of Vanderbilt University

(3) member (and the chairman emeritus) of the Board of Directors of The Posse Foundation, Inc.

990. Roger S. Berlind

(1) governor of The Broadway League

991. Roland A. Hernandez (current)

(1) director of

(a) MGM Mirage

(b) The Ryland Group, Inc.

(c) Sony Corporation

(d) Vail Resorts, Inc.

(2) advisory board of:

(a) David Rockefeller Center for Latin American Studies at Harvard University

(b) Harvard Law School

(3) President's Council on International Activities - Yale University

992. Sir Christopher Gent
    (1) director of Ferrari SpA
    (2) senior advisor to:
        (a) Bain & Company, Inc.
        (b) Reform
993. Thomas H. Cruikshank

Professionals Employed by the Company

994. Alvarez & Marsal
995. Andrew & Kurth
996. DLA Piper
997. Ernst & Young
998. Hahn Loeser & Parks LLP
999. Heller Ehrman LLP
1000. Herrick & Feinstein
1001. Lazard
1002. McKee Nelson
1003. McKenna Long & Aldridge LLP
1004. PricewaterhouseCoopers
1005. Sidley Austin
1006. Simpson Thacher & Bartlett LLP
1007. Thacher Proffitt & Wood LLP
1008. Weil Gotshal& Mages LLP
1009. White & Case

Litigation and Non-Litigation Claimants

1010. Avenius, et., al. v. Banc of America Securities LLC, et., al.
1011. Bader and Yakaitis P.S.P. and Trust, et., al. v. Michael L. Ainslie, et., al.,
1012. Breakaway Solutions Inc.
1013. City of Cleveland, Ohio
1014. First Alliance Mortgage Company Class Action
1015. In re Issuer Plaintiff Initial Public Offering Fee Antitrust Litigation (consolidated class action)
1016. In re Lehman Brothers Holdings, Inc., Derivative Litigation (Garber, Staehr, Locals 302 & 612 of the International Union of Operating Engineers-Employers Construction Industry Retirement Trust, and Saginaw Police & Fire Pension Board, plaintiffs)
1017. In re Mirant Corporation Securities Litigation (class action)
1018. In re Public Offering Antitrust Litigation (consolidated class action)
1019. In re Short Sale Antitrust Litigation.
1020. IPO Class Actions
1021. Overstock.com, Inc., et., al. v. Morgan Stanley & Co., Inc., et., al.

1022. Research Analyst Independence Litigations
1023. Wright et al. v. Lehman Brothers Holdings Inc. et., al. (A. Vernon Wright and Dynoil Refining LLC, plaintiffs)

100 Largest Holders of Trade Debt

1024. 1221 Avenue of the Americas
1025. 125 Broad Street
1026. 1301 Properties Owner L.P.
1027. 1301 Properties Owner L.P.
1028. 2027 Collections Center Drive
1029. 425 Lexington Ave.
1030. 515 South Flower Street
1031. 55 Broadway
1032. 767 Fifth Ave
1033. 77 West Wacker
1034. Allen & Overy
1035. Anjarlekar & Associates
1036. ANZ Banking Group Limited
1037. Ashurst Morris Crisp
1038. Australia and New Zealand Banking Group Limited
1039. Banctec Ltd.
1040. Bank of America Plaza STE 3500
1041. Bank of Taiwan, New York Agency
1042. Bank One Plaza
1043. Bats Trading, Inc.
1044. Bloomberg Finance L.P.
1045. Bloomberg L.P.
1046. Broadridge Securities Processing
1047. BT Americas, Inc.
1048. Caldwalader, Wickersham, and Taft
1049. Canary Warf Management Limited
1050. CB Richard Ellis Client Account RE Gloa
1051. CDW Direct LLC
1052. Centrale Attivita Finanziarie SPA
1053. Clifford Chance
1054. Compucenter (UK) Ltd.
1055. Cushman and Wakefield, Inc.
1056. Davis Polk and Wardwell
1057. Dell Marketing L.P.
1058. Department 0723
1059. Dept. 7247-6838
1060. Deutsche Borsche AG
1061. Dimension Data
1062. DnB NOR Bank ASA

1063. Drowst Trading, LLC
1064. Elyo Services Limited
1065. Ernst & Young
1066. Ernst and Young Private Limited
1067. Fidessa Plc.
1068. File No. 72497
1069. First Commercial Bank Co., Ltd, New York Agency
1070. FT Interactive Data
1071. Hatfield Philips International Limited
1072. Haworth Singapore PTE Ltd.
1073. Henegan Construction Co., Inc.
1074. Hewlett Packard AP (Hong Kong) Limited
1075. HSBC Bank
1076. IBM Corporation
1077. ICAP Securities Limited
1078. Information Builders Inc.
1079. Intuition Publishing
1080. IPC Information Systems Inc.
1081. JQ Network PTD Limited
1082. Kim & Chang
1083. Kingston Communications PLC
1084. Lancaster Office Cleaning Co.
1085. Linklaters
1086. Linklaters, S.L.
1087. London & European Title Insurance Services Ltd.
1088. London Borough of Tower Hamlets Rates
1089. London Eastern Railway Limited
1090. Mace Limited
1091. McKee Nelson LLP
1092. Meridian IT, Inc.
1093. Microsoft Licensing, GP
1094. Millennium Developers PVT Ltd.
1095. Morse Group Limited
1096. Morse Service Holdings Limited
1097. National Bank of Australia
1098. National Commerce bank
1099. Net One Systems
1100. Network Appliance
1101. NYSE Market, Inc.
1102. Origin HR Consulting Limited
1103. P.O. Box 60000
1104. Paul Weiss
1105. Pricoa Relocation UK Limited
1106. Reuters America Inc.
1107. Reuters Ltd.

1108. Standard & Poors
1109. Standard and Poors Corp.
1110. Standard Chartered Bank
1111. Sungard Securities Finance Inc.
1112. Sungard Securities Finance Ltd.
1113. Swapswire Limited
1114. Taipei Fubon Bank, New York Agency
1115. Tata Consultancy Services
1116. The British Land Company PLC
1117. Thompson Financial
1118. TIBCO Software, Inc.
1119. Vertex Mortgage Services
1120. Virtx
1121. WIPRO Infotech Enterprise Solutions
1122. YXIME
1123. ZKB (Zurcher Kantonalbank)

Professionals Retained by Significant Creditor Groups

1124. Akin Gump Strauss Hauer & Feld LLP
1125. FTI Consulting, Inc.
1126. Houlihan Lokey Howard & Zukin Capital, Inc.
1127. Munsch Hardt Kopf & Harr, P.C.
1128. The Wilson Law Firm, P.C.
1129. Quinn Emanuel Urquhart Oliver and Hedges LLP

Utilities

1130. Con Edison
1131. The Hess Corporation

Competitors

1132. Bank of America Securities LLC
1133. Barclays Capital Inc.*
1134. BNP Paribas Securities Corp.
1135. Cantor Fitzgerald & Co.
1136. Citigroup Global Markets Inc.
1137. Credit Suisse Securities (USA) LLC
1138. Daiwa Securities America Inc.
1139. Deutsche Bank Securities Inc.*
1140. Dresdner Kleinwort Securities LLC
1141. Goldman, Sachs & Co.
1142. Greenwich Capital Markets, Inc.
1143. HSBC Securities (USA) Inc.
1144. J.P. Morgan Securities Inc.
1145. Merrill Lynch Governmental Securities Inc.

1146. Mizuho Securities USA Inc.
1147. Morgan Stanley & Co., Incorporated
1148. UBS Securities LLC

Committee Members

1149. Metlife*
1150. Mizuho Corporate Bank, Ltd.*
1151. Shinsei Bank, Limited*
1152. The Bank of NY Mellon
1153. Wilmington Trust Company
1154. The Vanguard Group Inc.*
1155. Aegon USA Investment Management*

Former Committee Members

1156. RR Donnelley & Sons
1157. The Royal Bank of Scotland, plc

EXHIBIT B

Party In Interest	Relationship with Milbank[1]	Relationship with Debtors
125 High Street L.P.	Affiliate of current client on unrelated matters	Significant lessor or lessee
ABM Industries, Inc.	Former client of Milbank attorney on unrelated matter	Potential party in interest
AMN AMRO Rothschild	Former client on unrelated matter	Underwriting investment banker
Accenture LLP	Former client of Milbank attorney on unrelated matter	Potential party in interest
Aegon USA Investment Management*	Former client on unrelated matter	Member of Official Committee of Unsecured Creditors
AETNA Life Insurance Company	Affiliate of current clients on unrelated matters	One of the 50 largest bond holders
AIG/American Insurance Group*	Current client on unrelated matters	AIG Annuity Insurance Company is one of the 50 largest bond holders; AIG Global Investment Corporation is a potential party in interest
Allen & Overy	Current client on unrelated matter	One of the (i) 100 largest unsecured creditors and (ii) 100 largest holders of trade debt
AllianceBernstein*	Current client on unrelated matters	Member of Ad Hoc or Unofficial Creditors' Committee

[1] A "current client" is an entity for which there are, as of the Initial Petition Date, active matters on which Milbank is engaged; a "former client" is an entity for which there were no active matters as of the Initial Petition Date, but there may in the future be active matters; and a "former client of Milbank attorney" is an entity that was a client of a Milbank attorney prior to such attorney's employment by Milbank.

* - denotes an entity that also appears on the Major Party List.

Party In Interest	Relationship with Milbank[1]	Relationship with Debtors
Allianz Life Insurance Company of North America	Current client on unrelated matter	One of the 50 largest bond holders
Allstate Insurance Co.*	Current client on unrelated matter	Member of Ad Hoc or Unofficial Creditors' Committee
American Family Life Assurance Company	Former client on unrelated matter	One of the 50 largest bond holders
American Life Insurance Company	Affiliate of current client on unrelated matter	One of the 50 largest bond holders
AOZORA Bank*	Current client on unrelated matter	One of the 100 largest unsecured creditors
Ashurst Morris Crisp	Former client of Milbank attorney on unrelated matter	One of the 100 largest unsecured creditors
AT&T	Current client on unrelated matter	Potential party in interest
Aurora Loan Services LLC	Former client of Milbank attorneys on unrelated matters	Former Lehman Brothers Holdings Inc., entity
Australia and New Zealand Banking Group/ANZ Banking Group*	Current client on unrelated matter	One of the (i) 100 largest unsecured creditors and (ii) 100 largest holders of trade debt
Avaya, Inc.	Former client of Milbank attorney on unrelated matter	Potential party in interest
AXA and related parties	Current client on unrelated matter	AXA and related parties is one of the significant stockholders (more than 5%); AXA Equitable Life Insurance Company is one of the 50 largest bond holders
Bain & Company, Inc.	Former client on unrelated matter	Potential party in interest
Banc of America Securities	Current client on unrelated matter	Competitor; litigation or non-litigation claimant

Party In Interest	Relationship with Milbank[1]	Relationship with Debtors
Bank of America	Current client on unrelated matter	One of the (i) 100 largest unsecured creditors and (ii) 100 largest holders of trade debt; competitor
Bank of China*	Former client on unrelated matter	One of the 100 largest unsecured creditors
Bank of Montreal	Current client on unrelated matter	Member of Ad Hoc or Unofficial Creditors' Committee
Barclays Capital, Inc.*	Current client on unrelated matter	Competitor; strategic partner; one of the 50 largest bond holders
Bay Harbour Management	Former Client on unrelated matter	Potential party in interest
BBVA Gestion SA SGIIC	Current client on unrelated matter	One of the 50 largest bond holders
Bloomberg	Former client of Milbank attorneys on unrelated matters	One of the (i) 100 largest holders unsecured creditors and (ii) 100 largest holders of trade debt
BNP Paribas*	Current client on unrelated matter	One of the (i) 100 largest unsecured creditors and (ii) 100 largest holders of trade debt
BP	Affiliate of former client on unrelated matter	Potential party in interest
Canadian Imperial Bank of Commerce/CIBC	Current client on unrelated matter	Potential party in interest
Cantor Fitzgerald & Co.	Current client on unrelated matter	Competitor
Capital Research and Management*	Current client on unrelated matter	One of the 50 largest bond holders; member of Ad Hoc or Unofficial Committee of Unsecured Creditors

Party In Interest	Relationship with Milbank[1]	Relationship with Debtors
Chevron	Affiliate of current client on unrelated matter	Potential party in interest
CIBC World Markets	Current client on unrelated matter	Potential party in interest
Cisco Systems, Inc.	Former client on unrelated matter	Potential party in interest
Citibank N.A.*	Current client on unrelated matter	One of the 100 largest unsecured creditors
Citigroup, Inc.	Current client on unrelated matter	Competitor
Clifford Chance	Former client of Milbank attorney on unrelated matter	One of the (i)100 largest unsecured creditors and (ii)100 largest holders of trade debt; significant lessor or lessee
Commonwealth Bank of Australia	Current client on unrelated matter	One of the 100 largest unsecured creditors
Con Edison	Current client on unrelated matter	Utility
Continental Casualty Company	Former client on unrelated matter	One of the 50 largest bond holders
Credit Suisse/CSFB	Current client on unrelated matter	Potential party in interest
Cushman & Wakefield, Inc.	Current client on unrelated matter	One of 100 largest holders of trade debt
Cyrus Capital Partners*	Current client on unrelated matter	Member of Ad Hoc or Unofficial Creditors' Committee
Diawa Securities America, Inc.	Affiliate of former client on unrelated matter	Competitor
DE Shaw	Former client on unrelated matter	Potential party in interest

Party In Interest	Relationship with Milbank[1]	Relationship with Debtors
Deloitte & Touche USA LLP	Current client on unrelated matter	Accountant
Deutsche Bank Securities, Inc.*	Current client on unrelated matter	Competitor
DnB Nor Bank ASA*	Former client on unrelated matter	One of the (i)100 largest unsecured creditors and (ii)100 largest holders of trade debt
Dresdner Klienwort Group Holdings LLC	Current client on unrelated matter	Potential party in interest
Elliot Associates L.P.	Former client of Milbank attorney on unrelated matter	Potential party in interest
EMC Corporation	Former client on unrelated matter	Potential party in interest
Ernst & Young	Former client of Milbank attorney on unrelated matters	One of the (i) 100 largest unsecured creditors and (ii) 100 largest holders of trade debt; employed accountant and professional
Fannie Mae/Federal Home Loan	Former client of Milbank attorney on unrelated matters	Potential party in interest
Federal Energy Regulatory Commission	Former client of Milbank attorney on unrelated matter	Government regulatory agency - regulates Lehman Brothers Commodity Services Inc.
Federal Express Corporation/Fed Ex	Former client on unrelated matter	Potential party in interest
Federated Investors	Former client of Milbank attorney on unrelated matter	One of the 50 largest bond holders
Fidelity Management & Research Company/ FMR	Current client on unrelated matter	One of the 50 largest bond holders
Franklin Templeton Investments	Former client on unrelated matter	One of the 50 largest bond holders
Friedman, Billings, Ramsey &	Current client on unrelated	Potential party in interest

Party In Interest	Relationship with Milbank[1]	Relationship with Debtors
Group, Inc.	matter	
General Electric Capital Corporation/GECC	Affiliate of current client on unrelated matter	Potential party in interest
GM Canada Foreign Trust	Affiliate of current client on unrelated matter	Potential party in interest
GMAM Investment Funds Turst	Affiliate of current client on unrelated matter	Potential party in interest
Goldman Sachs	Current client on unrelated matter	Competitor
Greenwich Capital Markets, Inc.	Former client of Milbank attorney on unrelated matter	Competitor
Guardian Life Insurance Company	Current client on unrelated matter	One of the 50 largest bond holders
Harbert	Affiliate of current client on unrelated matter	Potential party in interest
Harbinger Capital Partners Special Situations Fund, L.P.	Current client on unrelated matter	Potential party in interest
Harford Life Insurance Company	Current client on unrelated matter	One of the 50 largest bond holders
Hewlett Packard/HP	Former client on unrelated matter	One of the (i) 100 largest holders of trade debt and (ii) 100 largest unsecured creditors
HSBC Bank	Current client on unrelated matter	One of the (i) 100 largest unsecured creditors and (ii) 100 largest holders of trade debt; HSBC Securities (USA) Inc., is a competitor
ING Bank	Current client on unrelated matter	One of the 50 largest bond holders
ING Investment	Current client on unrelated matters	One of 50 largest bond holders

Party In Interest	Relationship with Milbank[1]	Relationship with Debtors
Interactive Data Corporation	Former client on unrelated matter	Potential party in interest
International Business Machines Corporation/IBM	Current client on unrelated matter	One of the 100 largest unsecured creditors
Ivanhoe Lan Pty Limited/Ivanhoe	Former client of Milbank attorney on unrelated matter	Related entity
Jackson National Life Insurance	Current client on unrelated matter	One of the 50 largest bond holders
John Hancock Life Insurance Company	Affiliate of current client on unrelated matter	One of the 50 largest bond holders
J.P. Morgan*	Current client on unrelated matters	Secured creditor; bank lender
KBC Bank*	Former client on unrelated matter	One of the 100 largest unsecured creditors
Liberty National Life Insurance Company	Former client of Milbank attorney on unrelated matter	One of 50 largest bond holders
Linklaters	Former client of Milbank attorneys on unrelated matters	One of the (i) 100 largest unsecured creditors and (ii) 100 largest holders of trade debt
Lloyds Bank*	Current client on unrelated matter	One of the 100 largest unsecured creditors
London Borough of Tower Hamlets Rates	Former client of Milbank attorney on unrelated matters	One of the (i) 100 largest unsecured creditors and (ii) 100 largest holders of trade debt
Meridian IT, Inc./Meridian	Current client on unrelated matter	One of 100 largest holders of trade debt
Merrill Lynch	Current client on unrelated matter	Underwriting investment banker; Merrill Lynch Governmental Securities Inc., is a competitor

Party In Interest	Relationship with Milbank[1]	Relationship with Debtors
Metlife/Metropolitan Life*	Current client on unrelated matter	Member of Official Committee of Unsecured Creditors; bank lender; Metlife Insurance Company of Connecticut is one of the 50 largest bond holders
Metropolitan West Capital Management/Met West	Former client on unrelated matter	One of the 50 largest bond holders
Microsoft Corporation and Microsoft Licensing, GP	Former client of Milbank attorneys on unrelated matters	One of the (i) 100 largest unsecured creditors and (ii) 100 largest holders of trade debt
Mirant Corporation	Affiliate of former client on unrelated matter	Litigation and/or non-litigation claimant
Mizuho Corporate Bank, Ltd.*	Current client on unrelated matter	Member of Official Committee of Unsecured Creditors; one of the 100 largest unsecured creditors; bank lender
Moody's Investors Service	Former client of Milbank attorney on unrelated matter	Potential party in interest
Morgan Stanley	Current client on unrelated matter	Competitor; litigation and/or non-litigation claimant
Motors Insurance Corp.	Affiliate of current client on unrelated matter	Potential party in interest
National Australia Bank	Former client of Milbank attorneys on unrelated matters	One of the (i) 100 largest unsecured creditors and (ii) 100 largest holders of trade debt
National Bank of Canada	Former client of Milbank attorneys on unrelated matters	Potential party in interest
NATIXIS	Affiliate of a current client on unrelated matter	One of the 50 largest bond holders

Party In Interest	Relationship with Milbank[1]	Relationship with Debtors
New Century Finance Co., Ltd/New Century	Former client on unrelated matter	Former Lehman Brothers Holdings Inc., entity
Northrup Grumman	Current client on unrelated matter	Potential party in interest
Northwestern Mutual Life Insurance Company/ Northwestern Mutual	Current client on unrelated matter	One of the 50 largest bond holders
NYSE Euronext Inc., and New York Stock Exchange, f/k/a New York Stock Exchange Inc.	Current client on unrelated matter	One of the (i) 100 largest unsecured creditors and (ii) 100 largest holders of trade debt; Government regulatory agency
Occidental Energy Marketing, Inc.	Current client on unrelated matter	Potential party in interest
Office Depot, Inc.	Former client of Milbank attorney on unrelated matter	Affiliate of Outside Director
Oppenheimer Funds, Inc.	Former client of Milbank attorney on unrelated matter	Member of Ad Hoc or Unofficial Creditors' Committee
Principal Life Insurance Company	Current client on unrelated matter	One of the 50 largest bond holders
Prudential Insurance Company of America	Current client on unrelated matter	One of the 50 largest bond holders
Prudential Finance Inc.	Affiliate of current client on unrelated matter	One of the 50 largest bond holders
PWC (PricewaterhouseCoopers)	Former client on unrelated matter	Employed accountant and professional
R3	Current client on unrelated matter	Potential party in interest

Party In Interest	Relationship with Milbank[1]	Relationship with Debtors
Reuters	Former client of Milbank attorney on unrelated matter	One of the (i) 100 largest unsecured creditors and (ii) 100 largest holders of trade debt
Riversource Life Insurance Company	Former client on unrelated matter	One of 50 largest bond holders
RMC	Affiliate of current client on unrelated matter	Potential party in interest
RR Donnelly & Sons	Former client of Milbank attorney on unrelated matter	Former member of Official Committee of Unsecured Creditors; bank lender
Shinsei Bank Ltd.*	Current client on unrelated matter	Member of Official Committee of Unsecured Creditors; one of the 100 largest unsecured creditors; bank lender
Sidley Austin	Former client of Milbank attorney on unrelated matter	One of 100 largest unsecured creditors; employed professional
Simpson Thacher & Bartlett LLP	Former client of Milbank attorney on unrelated matter	Employed professional
SMBC Capital Markets, Inc.*	Current client on unrelated matter	Secured creditor
Societe Generale	Current client on unrelated matter	Potential party in interest
Sony Corporation	Former client on unrelated matter	Affiliate of outside director
Standard Chartered Bank	Current client on unrelated matter	One of the (i) 100 largest unsecured creditors and (ii) 100 largest holders of trade debt
State Street*	Former client of Milbank attorneys on unrelated matters	Secured creditor

Party In Interest	Relationship with Milbank[1]	Relationship with Debtors
Sumitomo Mitsubishi Banking Corp.*	Current client on unrelated matter	One of the 100 largest unsecured creditors
Sun Microsystems, Inc.	Former client of Milbank attorneys on unrelated matters	Potential party in interest
Svenska Handelsbanken	Former client of Milbank attorney on unrelated matter	One of the 100 largest unsecured creditors
Swedbank	Former client of Milbank attorney on unrelated matter	Secured creditor
Teachers Insurance and Annuity Association	Current client on unrelated matter	One of the 50 largest bond holders
The Bank of New York Mellon Corporation*	Current client on unrelated matter	Member of Official Committee of Unsecured Creditors; one of the 100 largest unsecured creditors; bank lender
The Bank of Nova Scotia*	Current client on unrelated matter	One of the 100 largest unsecured creditors
The Hess Corporation/ Amerada Hess	Current client on unrelated matter	Utility
The Irvine Corporation	Former client on unrelated matter	Significant lessor or lessee
The Royal Bank of Scotland	Current client on unrelated matter	Former member of Official Committee of Unsecured Creditors; bank lender
The St. Joe Company	Affiliate of current client on unrelated matter	Affiliate of Outside Director
The Toronto-Dominion Bank	Current client on unrelated matter	Potential party in interest
The Walt Disney Company	Current client on unrelated matter	Potential party in interest
Thomas H. Cruikshank	Former client of Milbank attorney on an unrelated matter	Director

Party In Interest	Relationship with Milbank[1]	Relationship with Debtors
Thrivent Financial*	Current client on unrelated matter	One of the 50 largest bond holders
Time Warner	Former client on unrelated matter	Potential party in interest
Transamerica Life Insurance Company/Transamerica	Current client on unrelated matter	One of the 50 largest bond holders
TransCanada Pipelines	Former client of Milbank attorney on unrelated matter	Potential party in interest
UBS	Current client on unrelated matter	One of the 50 largest bond holders; underwriting investment banker; competitor
UFJ Bank Limited*	Current client on unrelated matter	One of the 100 largest unsecured creditors
United Parcel Service, Inc.	Former client of Milbank attorney on unrelated matter	Potential party in interest
Van Kampen Asset Management	Current client on unrelated matter	One of the 50 largest bond holders
Verizon Communications, Inc.	Current client on unrelated matter	Potential party in interest
W.R. Grace & Co.	Former client on unrelated matter	Affiliate of Outside Director
Washington Mutual Inc./WaMu	Current client on unrelated matter	Potential party in interest
Weight Watchers International, Inc.	Former client of Milbank attorney on unrelated matter	Affiliate of Outside Director
Wells Fargo N.A.	Current client on unrelated matter	Potential party in interest
Western Asset Management Company*	Current client on unrelated matter	One of the 50 largest bond holders
Wilmington Trust Company	Current client on unrelated matter	Member of Official Committee of Unsecured

Party In Interest	Relationship with Milbank[1]	Relationship with Debtors
		Creditors; bank lender
Zurich American Insurance Company	Former client on unrelated matter	One of the 50 largest bond holders