UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

AFFIDAVIT AND DISCLOSURE STATEMENT OF GARY F. EISENBERG, ESQ.,

ON BEHALF OF HERRICK, FEINSTEIN LLP

STATE OF NEW JERSEY)
) ss:
COUNTY OF ESSEX)

Gary F. Eisenberg, Esq., being duly sworn, upon his oath, deposes and says:

1. I am a member of Herrick, Feinstein LLP, located at 2 Park Avenue, New York, NY 10016 (the "Firm").

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons

that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases with respect to those matters that come within the scope of the Firm's representation to the Debtors. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates, other than as follows. The Firm represents Lyon Capital Ventures and AEW Capital Partners in connection with certain real estate transactions in which LBHI or affiliates are joint venture partners and/or lenders.

4. The Firm has represented, and may continue to represent, Lehman Brothers Holdings Inc. ("LBHI") and PAMI Statler Arms LLC, both Debtors in this administratively consolidated case.

5. In addition, the Firm has represented, and continues to represent, a number of entities that are affiliates of one or more of the Debtors but that themselves have not filed petitions for relief under the Bankruptcy Code (the "Affiliated Entities"). The Affiliated Entities include entities indirectly wholly owned by LBHI that themselves own debt instruments, mortgage loans and/or real properties, in connection with which the Firm continues to provide legal services. The Firm understands that the proposed retention for the Debtors as to which this Affidavit applies is separate and distinct from the Firm's continuing representation of the Affiliated Entities.

6. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

7. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

8. The Debtors owe the Firm approximately $1,725,000.00 for prepetition services performed for the Debtors. This ***does not*** include amounts that affiliates of the Debtors that have not filed for bankruptcy relief owe the Firm.

9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Gary F. Eisenberg

Subscribed and sworn to before me
this 12th day of November, 2008

Notary Public

CRISTINA PEDREIRA
Notary Public of New Jersey
Commission Expires October 20, 2010

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW YORK

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

AMENDED RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions must be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

   Herrick, Feinstein LLP
   2 Park Avenue
   New York, NY 10016

2. Date of retention: February 2000

3. Type of services provided (accounting, legal, etc.):

   Legal

4. Brief description of services to be provided:

Real Estate Finance, Real Estate Transactional and Litigation

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

(a) Average hourly rate (if applicable):

$550 for attorneys, $210 for paralegals

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

$250,000

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: $ $1,725,000.00 (approximate)

Date claim arose: Multiple dates (past due invoices)

Source of Claim: Outstanding legal fees

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:
None

8. Stock of the Debtors currently held by the firm: None

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: Maureen O'Connor

Status: Of Counsel

Kind of shares: Common Stock

No. of shares: 100

Name: Kevin Fullington

Status: Of Counsel

Kind of shares: Common

No. of shares: 1,000

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

Past due legal fees

11. Name of individual completing this form:

Paul Shapses and Gary Eisenberg, partners

Dated: November 10, 2008