

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In re: _____

Chapter 11 Case No.

Lehman Brothers Holdings Inc., et al.,

08-13555

Debtors.

AUGUST 2012 POST-EFFECTIVE OPERATING REPORT

AUGUST 2012

SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

SCHEDULE OF PROFESSIONAL FEE AND EXPENSE DISBURSEMENTS

DEBTORS' ADDRESS: LEHMAN BROTHERS HOLDINGS INC.
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REPORT PREPARER: LEHMAN BROTHERS HOLDINGS INC., AS PLAN ADMINISTRATOR

Date: September 25, 2012

Indicate if this is an amended statement by checking here: AMENDED STATEMENT ☐

Pg 2 of 12
TABLE OF CONTENTS

Schedule of Debtors	3
Lehman Brothers Holdings Inc. ("LBHI") and Other Debtors and Other Controlled Entities	
Basis of Presentation — Schedule of Cash Receipts and Disbursements	4
Schedule of Cash Receipts and Disbursements	6
LBHI	
Basis of Presentation – Schedule of Professional Fee and Expense Disbursements	10
Schedule of Professional Fee and Expense Disbursements	11

Pg 3 of 12
SCHEDULE OF DEBTORS

The following entities (the “Debtors”) filed for bankruptcy in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). On December 6, 2011, the Bankruptcy Court confirmed the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”). On March 6, 2012, the “Effective Date” (as defined in the Plan) occurred. The Debtors’ Chapter 11 cases remain open as of the date hereof.

	<u>Case No.</u>	<u>Date Filed</u>
Lehman Brothers Holdings Inc. (“LBHI”)	08-13555	9/15/2008
LB 745 LLC.....	08-13600	9/16/2008
PAMI Statler Arms LLC.....	08-13664	9/23/2008
Lehman Brothers Commodity Services Inc. (“LBCS”)	08-13885	10/3/2008
Lehman Brothers Special Financing Inc. (“LBSF”)	08-13888	10/3/2008
Lehman Brothers OTC Derivatives Inc. (“LOT”).....	08-13893	10/3/2008
Lehman Brothers Derivative Products Inc. (“LBDP”)	08-13899	10/5/2008
Lehman Commercial Paper Inc. (“LCPI”).....	08-13900	10/5/2008
Lehman Brothers Commercial Corporation (“LBCC”)	08-13901	10/5/2008
Lehman Brothers Financial Products Inc. (“LBFP”)	08-13902	10/5/2008
Lehman Scottish Finance L.P.	08-13904	10/5/2008
CES Aviation LLC	08-13905	10/5/2008
CES Aviation V LLC.....	08-13906	10/5/2008
CES Aviation IX LLC	08-13907	10/5/2008
East Dover Limited.....	08-13908	10/5/2008
Luxembourg Residential Properties Loan Finance S.a.r.l.....	09-10108	1/7/2009
BNC Mortgage LLC	09-10137	1/9/2009
LB Rose Ranch LLC	09-10560	2/9/2009
Structured Asset Securities Corporation.....	09-10558	2/9/2009
LB 2080 Kalakaua Owners LLC	09-12516	4/23/2009
Merit LLC	09-17331	12/14/2009
LB Somerset LLC.....	09-17503	12/22/2009
LB Preferred Somerset LLC.....	09-17505	12/22/2009

The Company has established an email address to receive questions from readers regarding this presentation. The Company plans to review questions received and for those subjects which the Company determines a response would not (i) violate a confidentiality provision, (ii) place the Company in a competitive or negotiation disadvantage, or (iii) be unduly burdensome, the Company shall endeavor to post a response (maintaining the anonymity of the question origination) on the Epiq website maintained for the Company, www.lehman-docket.com. The Company assumes no obligation to respond to e-mail inquiries. Please provide questions in clear language with document references, and email to QUESTIONS@lehmanholdings.com.

**LEHMAN BROTHERS HOLDINGS INC. ("LBHI") AND OTHER DEBTORS AND OTHER
CONTROLLED ENTITIES**

**BASIS OF PRESENTATION
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS
AUGUST 1, 2012 – AUGUST, 31 2012**

The information and data included in this August 2012 Post-Effective Operating Report (the "Operating Report") are derived from sources available to Lehman Brothers Holdings Inc. ("LBHI"), as Plan Administrator, and its Controlled Entities (collectively, the "Company"). The term "Controlled Entities" refers to those entities that are directly or indirectly controlled by LBHI, and excludes, among others, those entities that are under separate administrations in the United States or abroad and excludes Aurora Bank FSB, which is indirectly controlled by LBHI. LBHI and certain of its Controlled Entities had filed for protection under Chapter 11 of the Bankruptcy Code, and those entities are referred to herein as the "Debtors". The Debtors' Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. LBHI has prepared this Operating Report, which includes certain information as required by the Office of the US Trustee, based on the information available to LBHI at this time, but note that such information may be incomplete and may be materially deficient in certain respects. This Operating Report is not meant to be relied upon as a complete description of the Debtors, their business, condition (financial or otherwise), results of operations, prospects, assets or liabilities. LBHI reserves all rights to revise this report.

1. This Operating Report is not prepared in accordance with U.S. generally accepted accounting principles (GAAP), is not audited and will not be subject to audit or review by the Company's external auditors at any time in the future. Cash balances and activity denominated in foreign currencies have been converted to US Dollars.
2. Beginning and ending balances include cash in demand-deposit accounts (DDA), money-market funds (MMF), treasury bills and other investments.
3. Beginning and ending cash balances are based on preliminary closing numbers and are subject to adjustment.
4. Beginning and ending cash and investment balances exclude the following:
 - Cash posted as collateral for hedging activity;
 - Cash related to LBHI's wholly-owned indirect subsidiary Aurora Bank FSB; and
 - Cash held at real estate owned properties or at third party managers.

5. Restricted cash balances are based on preliminary estimates as of August 31, 2012. Reserves determined in connection with the October 1st distribution will be reflected in the September 2012 Post-Effective Date Operating Report:

(\$ in millions)	Debtors					Debtor- Controlled Entities	Total Debtors and Debtor- Controlled Entities
	LBHI	LBSF	LCPI	Other	Total		
Reserves for Claims:							
Disputed unsecured claims	\$ 1,198	\$ 1,704	\$ 50	\$ 1,459	\$ 4,412	\$ -	\$ 4,412
Priority tax claims	2,828	117	0	4	2,949	-	2,949
Distributions on Allowed Claims (not remitted)(1)	495	169	200	2	866	-	866
Secured, Admin, Priority Claims and Other (2)	1,652	85	106	138	1,981	-	1,981
Cash pledged to JPMorgan (CDA)(3)	316	-	6	-	323	-	323
Subtotal, Claims Reserves	6,490	2,075	362	1,604	10,531	-	10,531
Citigroup and HSBC (4)	2,036	-	-	-	2,036	-	2,036
Woodlands and LB Bancorp (5)	-	-	-	-	-	540	540
Other (6)	244	94	8	52	398	48	447
Total	\$ 8,770	\$ 2,169	\$ 370	\$ 1,656	\$ 12,966	\$ 588	\$ 13,554

- (1) Approximately \$670 million of the \$866 million reserve has been paid or resolved prior to, or part of, the October 1st distribution.
- (2) Includes approximately \$1.2 billion reserved at LBHI for a disputed claim of the Federal Home Loan Mortgage Corporation that was asserted with priority status.
- (3) Represents \$323 million of cash deposited into accounts by LBHI and LCPI and pledged to JPMorgan ("JPM") pursuant to paragraph 6(b) of the Collateral Disposition Agreement ("CDA") with JPM effective March 31, 2010; related to, but not limited to, contingent letters of credit exposures, clearance exposures and derivative exposures, pending resolution of these items.
- (4) Represents cash deposited on or prior to September 15, 2008 by the Company in connection with certain requests and/or documents executed by the Company and Citibank N.A. of approximately \$2 billion and HSBC Bank PLC of \$30 million, including interest earned thereon.
- (5) Represents cash at Woodlands Commercial Corporation ("Woodlands") of \$505 million and its parent company, Lehman Brothers Bancorp Inc., a savings and loan holding company, of \$35 million, subject to various regulations and supervision by the Federal Reserve Board of Governors.
- (6) Other includes (i) various pre-petition balances on administrative hold by certain financial institutions of \$125 million; (ii) asserted misdirected wires and other cash received by LBHI for the benefit of third parties and Non-Controlled Affiliates of approximately \$111 million; (iii) cash collected by LBSF on derivative trades which collateralize certain notes of approximately \$94 million; (iv) net cash collections on assets reported on the books of LBHI and LCPI related to Intercompany-Only Repurchase transactions of approximately \$10 million; (v) cash received by LBHI related to securities transferred to LBHI under the CDA with JPM of approximately \$22 million; (vi) and other cash required to be restricted by various agreements of \$85 million.

Restricted cash balances do not include cash required for operating expenses, asset preservation and other commitments (e.g. unfunded loans or anticipated investments).

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities
Summary Schedule of Cash Receipts and Disbursements
August 1, 2012 - August 31, 2012

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

	Debtors					Debtor-Controlled Entities				Total Debtors and Debtor- Controlled Entities
	LBHI	LBSF	LCPI	Other	Total	LB1 Grp	PAMI	Other	Total	
Beginning Free Cash and Investments (8/1/12)	\$ 3,757	\$ 819	\$ 2,138	\$ 349	\$ 7,063	\$ 620	\$ 84	\$ 1,774	\$ 2,478	\$ 9,541
Restricted Cash	8,895	2,169	378	1,680	13,122	-	-	588	588	13,711
Beginning Total Cash and Investments	12,652	2,988	2,516	2,029	20,185	620	84	2,362	3,067	23,252
Sources of Cash										
Commercial Real Estate	3	-	70	0	73	26	13	35	74	147
Loans (Corporate and Residential)	26	-	88	-	114	-	-	2	2	116
Private Equity / Principal Investing	14	-	29	-	44	55	-	2	56	100
Derivatives	-	494	2	2	498	-	-	0	0	498
Receipts from Affiliates	90	-	-	-	90	-	-	0	0	90
Other	8	0	(5)	1	4	0	0	4	4	9
Total Sources of Cash	142	495	185	3	824	81	13	43	137	961
Uses of Cash										
Non-Operating										
Commercial Real Estate	(0)	-	(3)	-	(3)	-	(2)	(4)	(6)	(9)
Loans (Corporate and Residential)	(0)	-	(0)	-	(0)	-	-	-	-	(0)
Private Equity / Principal Investing	-	-	-	-	-	(1)	-	-	(1)	(1)
Derivatives	-	(0)	-	-	(0)	-	-	-	-	(0)
Payments to Creditors	(1)	-	-	-	(1)	-	-	(0)	(0)	(1)
Other	(5)	(0)	(0)	(0)	(5)	(1)	-	(1)	(2)	(7)
Operating Expenses	(34)	(0)	(0)	(0)	(35)	(0)	(0)	(12)	(12)	(47)
Total Uses of Cash	(40)	(0)	(3)	(0)	(44)	(2)	(2)	(18)	(22)	(66)
Net Cash Flow	101	494	182	3	780	79	11	25	115	895
Inter-Company Transfers, Net	765	4	302	25	1,096	(591)	(61)	(443)	(1,096)	0
Transfers from (to) Securitization Trustee	-	-	(26)	-	(26)	-	-	-	-	(26)
Loan Agencies, Net	0	-	(4)	-	(4)	-	-	-	-	(4)
FX Fluctuation	0	0	0	-	1	-	-	1	1	1
Ending Total Cash and Investments	13,518	3,486	2,972	2,057	22,033	108	34	1,945	2,086	24,119
Restricted Cash	(8,770)	(2,169)	(370)	(1,656)	(12,966)	-	-	(588)	(588)	(13,554)
Ending Free Cash and Investments (8/31/12)	\$ 4,748	\$ 1,316	\$ 2,602	\$ 401	\$ 9,067	\$ 108	\$ 34	\$ 1,356	\$ 1,498	\$ 10,565

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".
Totals may not foot due to rounding.

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities
Schedule of Cash Receipts and Disbursements
August 1, 2012 - August 31, 2012

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

Total Debtors and Debtor-Controlled Entities											
Debtors					Debtor-Controlled Entities						
	LBHI	LBSF	LCPI	Other	Total	LB1 Grp	PAMI	Other	Total		
Beginning Free Cash and Investments (8/1/12)	\$ 3,757	\$ 819	\$ 2,138	\$ 349	\$ 7,063	\$ 620	\$ 84	\$ 1,774	\$ 2,478	\$ 9,541	
Restricted Cash	8,895	2,169	378	1,680	13,122	-	-	588	588	13,711	
Beginning Total Cash and Investments	12,652	2,988	2,516	2,029	20,185	620	84	2,362	3,067	23,252	
Sources of Cash											
Commercial Real Estate											
Principal	(a)	2	-	68	0	70	26	13	34	73	143
Interest		1	-	3	-	3	-	0	1	1	4
Loans (Corporate and Residential)											
Principal	(b)	23	-	84	-	106	-	-	0	0	106
Interest		3	-	4	-	7	-	-	2	2	10
Private Equity / Principal Investing											
Principal		3	-	27	-	30	55	-	2	56	86
Interest and Dividends		12	-	2	-	14	0	-	-	0	14
Derivatives											
Return / (Posting) of Hedging Collateral, net		-	10	-	1	11	-	-	-	-	11
Collections from Live / Terminated Trades	(c)	-	483	2	1	486	-	-	0	0	486
Other		-	1	-	-	1	-	-	-	-	1
Receipts from Affiliates											
Distributions from Non-Controlled Affiliates	(d)	90	-	-	-	90	-	-	0	0	90
Other											
Interest	(e)	9	0	1	1	12	0	0	0	0	12
Other	(f)	(1)	0	(6)	-	(7)	-	0	4	4	(3)
Total Sources of Cash		142	495	185	3	824	81	13	43	137	961

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".
Totals may not foot due to rounding.

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities
Schedule of Cash Receipts and Disbursements
August 1, 2012 - August 31, 2012

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

	Debtors					Debtor-Controlled Entities				Total Debtors and Debtor- Controlled Entities
	LBHI	LBSF	LCPI	Other	Total	LB1 Grp	PAMI	Other	Total	
Uses of Cash										
Non-Operating										
Commercial Real Estate										
Preservation of Assets	(0)	-	(3)	-	(3)	-	(2)	(4)	(6)	(9)
Loans (Corporate and Residential)										
Preservation of Assets	(0)	-	(0)	-	(0)	-	-	-	-	(0)
Private Equity / Principal Investing										
Capital Calls	-	-	-	-	-	(1)	-	-	(1)	(1)
Derivatives										
Payments on Live Trades	-	(0)	-	-	(0)	-	-	-	-	(0)
Payments to Creditors										
Payments to Creditors - Non Controlled Affiliates	(1)	-	-	-	(1)	-	-	(0)	(0)	(1)
Other										
Other	(5)	(0)	(0)	(0)	(5)	(1)	-	(1)	(2)	(7)
Operating Expenses	(g)									
Compensation and Benefits	(h)	(16)	-	-	(16)	-	-	(6)	(6)	(22)
Professional Fees		(15)	-	(0)	(15)	-	-	(0)	(0)	(15)
Other	(i)	(4)	(0)	(0)	(4)	(0)	(0)	(6)	(6)	(10)
Total Uses of Cash		(40)	(0)	(3)	(44)	(2)	(2)	(18)	(22)	(66)
Net Cash Flow		101	494	182	3	780	79	11	25	895
Inter-Company Receipts	(j)	987	7	418	36	1,448	88	7	50	1,593
Inter-Company Disbursements	(k)	(222)	(4)	(115)	(11)	(352)	(679)	(68)	(493)	(1,241)
Transfers from (to) Securitization Trustee	(l)	-	-	(26)	-	(26)	-	-	-	(26)
Loan Agencies, Net		0	-	(4)	-	(4)	-	-	-	(4)
FX Fluctuation		0	0	0	-	1	-	-	1	1
Ending Total Cash and Investments	(m)	13,518	3,486	2,972	2,057	22,033	108	34	1,945	2,086
Restricted Cash	(n)	(8,770)	(2,169)	(370)	(1,656)	(12,966)	-	-	(588)	(588)
Ending Free Cash and Investments (8/31/12)		\$ 4,748	\$ 1,316	\$ 2,602	\$ 401	\$ 9,067	\$ 108	\$ 34	\$ 1,356	\$ 1,498
										\$ 10,565

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".
Totals may not foot due to rounding.

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities
Schedule of Cash Receipts and Disbursements
August 1, 2012 - August 31, 2012

Unaudited (\$)

Notes:

- (a) Includes cash received on Commercial Real Estate loans and other Commercial Real Estate assets.
- (b) Primarily includes cash received from sales of assets and principal pay downs related to Corporate Loans and Residential Real Estate assets.
- (c) Includes collections on live and terminated trades, net of purchases of SPV notes. LBSF collections include the settlement of two significant derivative transactions of approximately \$400 million.
- (d) Includes receipts by LBHI of approximately \$90 million on distributions from Lehman Brothers Investments Pte Ltd (Singapore).
- (e) Includes interest collected on short term investments, net of purchased interest, and amortization on treasury investments.
- (f) Primarily relates to posting of collateral at LCPI on foreign currency hedges for Commercial Real Estate and Corporate Loans.
- (g) A portion of the Operating Expenses paid by LBHI is subject to allocations to, and reimbursement from, various Controlled Entities.
- (h) Compensation and Benefits includes Company employees as well as fees paid to Alvarez & Marsal as interim management for May and June 2012 invoices.
- (i) Primarily includes expenses related to outsourced services and IT, occupancy, taxes, insurance and other operating disbursements.
- (j) The receipt of \$1.4 billion at Debtors includes cash received from Debtor-Controlled Entities for partial repayment on intercompany balances, dividend distributions, settlement of cost allocations and other administrative activity.
- (k) Disbursements of \$352 million at Debtors primarily include disbursements related to the settlement of cost allocations, cash collected on assets for the benefit of another legal entity and other administrative activity.
- (l) Includes cash outflows to the Spruce and Verano Securitization Trustee for proceeds received on underlying collateral, netted against any receipts for pay downs and interest on the Spruce and Verano notes (paid quarterly by the Trustee). Cash collections on the underlying collateral are presented in "Sources of Cash" in Loans (Corporate and Residential).
- (m) Other Debtor-Controlled Entities - Other Ending Cash and Investments at August 31, 2012 includes \$683 million of cash balances at Controlled Entities in Asia.
- (n) The decrease in LBHI's restricted cash of approximately \$125 million was primarily due to (i) the reduction of \$50 million in cash pledged to JPMorgan (CDA) as the result of the expiration of certain letters of credit and (ii) the transfer to LCPI of approximately \$50 million related to cash collected on Intercompany-Only Repurchase transactions.

**LEHMAN BROTHERS HOLDINGS INC. ("LBHI") AND OTHER DEBTORS AND OTHER
CONTROLLED ENTITIES****BASIS OF PRESENTATION
SCHEDULE OF PROFESSIONAL FEE AND EXPENSE DISBURSEMENTS
FROM SEPTEMBER 15, 2008 TO AUGUST 31, 2012**

The information and data included in this August 2012 Post-Effective Operating Report (the "Operating Report") are derived from sources available to Lehman Brothers Holdings Inc. ("LBHI"), as Plan Administrator and its Controlled Entities (collectively, the "Company"). The term "Controlled Entities" refers to those entities that are directly or indirectly controlled by LBHI, and excludes, among others, those entities that are under separate administrations in the United States or abroad, and Aurora Bank FSB, which is indirectly controlled by LBHI. LBHI and certain of its Controlled Entities had filed for protection under Chapter 11 of the Bankruptcy Code, and those entities are referred to herein as the "Debtors". The Debtors' Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. LBHI has prepared this Operating Report, including certain information as required by the Office of the United States Trustee, based on the information available to LBHI at this time, but note that such information may be incomplete and may be materially deficient in certain respects. This Operating Report is not meant to be relied upon as a complete description of the Debtors, their business, condition (financial or otherwise), results of operations, prospects, assets or liabilities. LBHI reserves all rights to revise this report.

1. This Operating Report is not prepared in accordance with U.S. generally accepted accounting principles (GAAP), is not audited and will not be subject to audit or review by the Company's external auditors at any time in the future.
2. The professional fee disbursements presented in this report reflect the date of actual cash payments to professional service providers. The Company has incurred additional professional fee expenses during the reporting period that will be reflected in future Operating Reports as cash payments are made to providers.
3. The professional fee disbursements presented in this report have primarily been paid by LBHI; a portion of these fees have been and will be allocated to Debtors and certain Controlled Entities based on the dedicated costs associated with each entity and an allocation methodology.
4. Ordinary Course Professionals are being paid in compliance with the "Amended Order Authorizing the Debtors to Employ Professionals Utilized in the Ordinary Course of Business" (the "Amended OCP Order"). Should a professional or firm exceed specified thresholds in the Amended OCP Order, prior to the Effective Date of the Plan, then they must file a retention application with the Court and receive payment in compliance with subsequent amended orders establishing procedures for interim monthly compensation and reimbursement of expenses of professionals. Professional fees incurred subsequent to the Effective Date will comply with the terms of the engagement as agreed to with LBHI, as Plan Administrator.
5. This Operating Report includes disbursements for services rendered on or prior to March 6, 2012 ("Pre-Effective Date") and subsequent to March 6, 2012 ("Post-Effective Date").

LEHMAN BROTHERS HOLDINGS INC. and Other Debtors and Other Controlled Entities
Schedule of Professional Fee and Expense Disbursements
For Services Rendered Pre-Effective Date
August 2012

Unaudited (\$ in thousands)		For services rendered Pre-Effective Date	
		August-2012	Sept-2008 Through August-2012
Debtors - Claims and Noticing Agent			
Epiq Bankruptcy Solutions LLC	Claims Management and Noticing Agent	\$ -	\$ 28,773
Debtors - Section 363 Professionals			
Alvarez & Marsal LLC	Interim Management	-	535,520
Debtors - Section 327 Professionals			
Akerman Senterfit	Special Counsel - Mortgage Litigation and Claims	-	26
Bingham McCutchen LLP	Special Counsel - Tax	508	23,967
Bortstein Legal LLC	Special Counsel - IT and Other Vendor Contracts	-	4,131
Clyde Click, P.C.	Special Counsel - Real Estate	-	363
Curtis, Mallet-Prevost, Colt & Mosle LLP	Special Counsel - Conflicts	-	50,166
Dechert LLP	Special Counsel - Real Estate	404	7,736
Deloitte LLP	Tax Services	34	924
Discover Ready LLC	eDiscovery Services	-	15,007
Ernst & Young LLP	Audit and Tax Services	-	1,734
Foster, Graham, Milstein & Calisher, LLP	Special Counsel - Mortgage Litigation and Claims	-	819
Fried, Frank, Harris, Shriver & Jacobson LLP	Special Counsel - Real Estate	-	421
Gibson Dunn & Crutcher LLP	Special Counsel - Real Estate	-	3,670
Gleacher	Financial Advisor	-	6,195
Hardinger & Tenenholz LLP	Special Counsel - Discovery	-	194
Hudson Global Resources	Contract Attorneys	-	11,789
Jones Day	Special Counsel - Asia and Domestic Litigation	470	65,697
Kasowitz, Benson, Torres & Friedman	Special Counsel - Litigation	144	2,527
Kleyr Grasso Associates	Special Counsel - UK	-	1,049
Kramer Levin Naftalis and Frankel LLP	Special Counsel - Employee Matters	-	197
Krebsbach & Snyder, P.C.	Special Counsel - Litigation	-	541
Lazard Freres & Co.	Investment Banking Advisor	-	31,773
Locke Lord Bissell & Liddell LLP	Special Counsel - Mortgage Litigation and Claims	-	1,668
McKenna Long & Aldridge LLP	Special Counsel - Commercial Real Estate Lending	-	5,834
MMOR Consulting	Tax Services	-	1,012
Momo-o, Matsuo & Namba	Special Counsel - Asia	32	674
Moulton Bellingham P. C.	Special Counsel - Mortgage Litigation and Claims	58	691
O'Neil Group	Tax Services	-	3,288
Pachulski Stang Ziehl & Jones	Special Counsel - Real Estate	396	5,219
Paul, Hastings, Janofsky & Walker LLP	Special Counsel - Real Estate	13	3,460
Pricewaterhouse Coopers LLP	Tax Services	103	2,531
Reed Smith LLP	Special Counsel - Insurance	61	1,235
Reilly Pozner LLP	Special Counsel - Mortgage Litigation and Claims	171	8,964
Simpson Thacher & Bartlett LLP	Special Counsel - SEC Reporting, Asset Sales, and Congressional Testimony	-	2,820
SNR Denton LLP	Special Counsel - Real Estate	-	2,524
Sutherland LLP	Special Counsel - Tax	124	969
Weil Gotshal & Manges LLP	Lead Counsel	-	419,228
Windels Marx Lane & Mittendorf, LLP	Special Counsel - Real Estate	39	3,403
Wollmuth Maher & Deutsch LLP	Special Counsel - Derivatives	167	1,951
Creditors - Section 327 Professionals			
FTI Consulting Inc.	Financial Advisor	-	89,670
Houlihan Lokey Howard & Zukin Capital Inc.	Investment Banking Advisor	319	17,410
Milbank Tweed Hadley & McCloy LLP	Lead Counsel	1,171	140,320
Quinn Emanuel Urquhart Oliver & Hedges LLP	Special Counsel - Conflicts	3,242	34,908
Richard Sheldon, Q.C.	Special Counsel - UK	-	378
Examiner - Section 327 Professionals			
Duff & Phelps LLC	Financial Advisor	-	43,210
Jenner & Block LLP	Examiner	-	59,454
Fee Examiner			
Godfrey & Kahn, S.C.	Fee Examiner (Current)	-	6,135
Feinberg Rozen LLP	Fee Examiner (Previous)	-	3,158
Brown Greer Plc	Fee and Expense Analyst	-	1,149
Total Non-Ordinary Course Professionals		7,456	1,654,485
Inactive Non-Ordinary Course Professionals		49	17,911
Debtors - Ordinary Course Professionals		-	46,871
Other Professionals		419 (a)	10,368
US Trustee Quarterly Fees		-	1,959
Total Pre-Effective Date Professional Fees and UST Fees		\$ 7,924	\$ 1,731,594

(a) Includes disbursements to various professionals not subject to court retention.

LEHMAN BROTHERS HOLDINGS INC. and Other Debtors and Other Controlled Entities
Schedule of Professional Fee and Expense Disbursements
For Services Rendered Post-Effective Date
August 2012

Unaudited (\$ in thousands)		For services rendered Post-Effective Date	
		August-2012	March 7, 2012 - August-2012
Alvarez & Marsal LLC	Interim Management	\$ 13,427 (a)	\$ 26,889
Professional Fees			
Bingham McCutchen LLP	Special Counsel - Tax	-	620
Epiq Bankruptcy Solutions LLC	Claims Management and Noticing Agent	516	3,260
FTI Consulting Inc.	Financial Advisor - Creditors	215	384
Houlihan Lokey Howard & Zukin Capital Inc.	Investment Banking Advisor	-	441
Jones Day	Special Counsel - Asia and Domestic Litigation	199	199
Lazard Freres & Co.	Investment Banking Advisor	-	150
Milbank Tweed Hadley & McCloy LLP	Lead Counsel - Creditors	-	2,626
Pachulski Stang Ziehl & Jones	Special Counsel - Real Estate	342	342
Skadden, Arps, Slate, Meagher & Flom LLP	Board of Directors Counsel	-	958
Weil Gotshal & Manges LLP	Lead Counsel - Debtors	221	5,436
Wollmuth Maher & Deutsch LLP	Special Counsel - Derivatives	310	928
US Trustee Quarterly Fees		-	302
Other Professionals - Legal	Various	3,673	12,590 (b)
Other Professionals - Non-Legal	Various	1,355	3,753 (b)
Other Professionals - Asia	Various	410	1,247 (b)
Sub-total Professional Fees		7,242	33,238
Total Post-Effective Date Professional Fees - Including Alvarez & Marsal		\$ 20,668	\$ 60,126

(a) Includes disbursements for May 2012 and June 2012 invoices of \$7.0 million and \$6.4 million respectively.

(b) Includes disbursements to over 100 vendors of which the majority of these payments were less than \$150,000.