

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
LEHMAN BROTHERS SECURITIES	:
AND ERISA LITIGATION	: Civil Action 09 MD 2017
	: (LAK)
	:
This Document Applies to:	:
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<i>In re Lehman Brothers Equity/Debt Securities</i>	:
<i>Litigation, 08 Civ. 5523 (LAK)</i>	:
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**DECLARATION OF VICTOR L. HOU IN SUPPORT OF THE MOTION TO PERMIT
CLEARY GOTTLIEB STEEN & HAMILTON LLP TO WITHDRAW AS COUNSEL OF
RECORD FOR DEFENDANT UTENDAHL CAPITAL PARTNERS, L.P.**

Pursuant to 28 U.S.C. § 1746, Victor L. Hou declares as follows:

1. I am an attorney admitted to practice before this Court and a partner at Cleary Gottlieb Steen & Hamilton LLP (“Cleary Gottlieb”), counsel to certain of the Defendants. I submit this declaration in support of the motion to permit Cleary Gottlieb to withdraw as counsel of record for defendant Utendahl Capital Partners, L.P. (“Utendahl”).

2. In communications with Utendahl’s general counsel, Ria Davis, I have been advised that Utendahl is no longer in business, that it and its affiliate Utendahl Capital Group, LLC have ceased conducting a securities business, and that all employees (save for a handful working to liquidate the operations) have been terminated. I last communicated with Ms. Davis on March 12, 2010.

3. I have consulted with Cleary Gottlieb’s billing department, which has informed me that Utendahl stopped paying Cleary Gottlieb for its legal services in December 2009. In all, Utendahl has failed to pay Cleary Gottlieb’s last four invoices, covering nearly

seven months of work. Repeated efforts to collect on outstanding invoices have been unsuccessful. The latest such effort was on May 3, 2010.

4. On May 26, 2010, a Cleary Gottlieb attorney ran a BrokerCheck search for Utendahl with the Financial Industry Regulatory Authority ("FINRA"). The BrokerCheck Report showed that Utendahl terminated or withdrew its FINRA registration on January 11, 2010 and that as of March 12, 2010 Utendahl was no longer registered with FINRA.

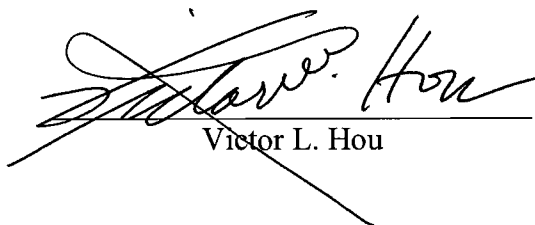
5. Cleary Gottlieb lawyers have made repeated attempts to contact Ms. Davis or others in her office by telephone, most recently on June 15, 2010, but have been unable to contact anyone. No one answers the calls and the voicemail system has been shut down. There is also no answer to calls made to the Utendahl main telephone number.

6. Since the date of filing the motion to dismiss plaintiffs' third amended complaint, I have been in contact with Utendahl's insurer, and with its assistance have made an attempt to work out some contingency arrangement with Utendahl's former chairman and chief executive officer. Since that time, Cleary Gottlieb has still not managed to have any direct contact with anyone from Utendahl, however, and no one has been able to assure Cleary Gottlieb of payment for past or continuing legal services or give Cleary Gottlieb authorization to act on Utendahl's behalf.

7. I have spoken with counsel for class plaintiffs and they consent to the motion to permit Cleary Gottlieb to withdraw as counsel of record for Utendahl.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: New York, New York
July 13, 2010



Victor L. Hou