

LEHMAN BROTHERS

1389

OLIVER BUDDÉ
VICE PRESIDENT
ASSOCIATE GENERAL COUNSEL

August 14, 2002

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549-0609

Re: Lehman Brothers Holdings Inc. CEO and CFO
Sworn Statements Pursuant to Section
21(a)(1) of the Securities Exchange Act of 1934

Dear Mr. Katz:

Pursuant to the June 27, 2002 Order issued by the Securities and Exchange Commission, enclosed are the required statements under oath of the principal executive officer and the principal financial officer of Lehman Brothers Holdings Inc., signed by Chairman and Chief Executive Officer Richard S. Fuld, Jr. and Chief Financial Officer David Goldfarb.

Please contact me if you have any questions.

Sincerely,



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OFFICE OF THE SECRETARY
AUG 14 2002

LEHMAN BROTHERS

399 PARK AVENUE NEW YORK NEW YORK 10022

TELEPHONE 212 526 0778 FACSIMILE 212 526 0339 EMAIL OBUDDE@LEHMAN.COM

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**Statement Under Oath of Principal Executive Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Richard S. Fuld, Jr., Chairman and Chief Executive Officer of Lehman Brothers Holdings Inc., state and attest that:

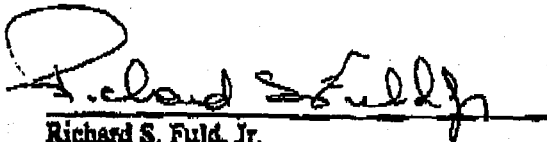
(1) To the best of my knowledge, based upon a review of the covered reports of Lehman Brothers Holdings Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- 2001 Annual Report on Form 10-K of Lehman Brothers Holdings Inc.;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Lehman Brothers Holdings Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

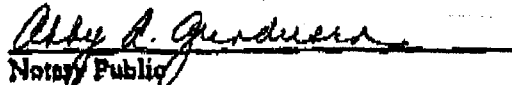


Richard S. Fuld, Jr.
Chairman and Chief Executive Officer
August 14, 2002

Subscribed and sworn to before me this 14th day
of August, 2002.

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AUG 14 2002


Notary Public

My Commission Expires:

ABBY A. GUNDERSEN
Notary Public, State Of New York
No 49-4852870
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires February 10, 2006