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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

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(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2011

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

333-126751

(Commission File Number)

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**LAZARD GROUP LLC**

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation  
or Organization)

51-0278097

(I.R.S. Employer Identification No.)

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30 Rockefeller Plaza

New York, NY 10020

(Address of principal executive offices)

Registrant's telephone number: (212) 632-6000

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of October 24, 2011, in addition to profit participation interests, there were 129,766,090 common membership interests and two managing member interests outstanding.

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When we use the terms “Lazard Group”, “Lazard”, “we”, “us”, “our” and “the Company”, we mean Lazard Group LLC, a Delaware limited liability company that is the current holding company for the subsidiaries that conduct our businesses. Lazard Ltd is a Bermuda exempt company, whose shares of Class A common stock (the “Class A common stock”) are publicly traded on the New York Stock Exchange under the Symbol “LAZ”. Lazard Ltd’s subsidiaries include Lazard Group and their respective subsidiaries. Lazard Ltd has no operating assets other than indirect ownership as of September 30, 2011 of approximately 94.7% of the common membership interests in Lazard Group and its controlling interest in Lazard Group. Lazard Ltd controls Lazard Group through two of its indirect wholly-owned subsidiaries who are co-managing members of Lazard Group.

Lazard Group has two primary holders of its common membership interest: Lazard Ltd and LAZ-MD Holdings LLC (“LAZ-MD Holdings”), a holding company that is owned by Lazard Group’s current and former managing directors. The Lazard Group common membership interests held by LAZ-MD Holdings are effectively exchangeable over time on a one-for-one basis with Lazard Ltd for shares of Lazard Ltd’s Class A common stock. In addition, Lazard Group has granted profit participation interests in Lazard Group to certain of its managing directors in connection with the recapitalization of Lazard Group at the time of Lazard Ltd’s equity public offering. The profit participation interests are discretionary profits interests that are intended to enable Lazard Group to compensate its managing directors in a manner consistent with historical practices.

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**PART I. FINANCIAL INFORMATION**

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**LAZARD GROUP LLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION**  
**SEPTEMBER 30, 2011 AND DECEMBER 31, 2010**  
**(UNAUDITED)**  
**(dollars in thousands)**

	<u>September 30,</u> <u>2011</u>	<u>December 31,</u> <u>2010</u>
<b>ASSETS</b>		
Cash and cash equivalents	\$805,054	\$1,024,792
Deposits with banks	267,906	356,539
Cash deposited with clearing organizations and other segregated cash	66,219	92,911
Receivables-net:		
Fees	439,857	480,340
Customers and other	141,246	63,490
Related parties	195,264	202,916
	<u>776,367</u>	<u>746,746</u>
Investments	318,236	388,138
Property (net of accumulated amortization and depreciation of \$268,374 and \$250,898 at September 30, 2011 and December 31, 2010, respectively)	150,708	150,524
Goodwill and other intangible assets (net of accumulated amortization of \$19,903 and \$15,007 at September 30, 2011 and December 31, 2010, respectively)	394,382	361,439
Other assets	282,034	215,195
Total assets	<u>\$ 3,060,906</u>	<u>\$ 3,336,284</u>

See notes to condensed consolidated financial statements.

**LAZARD GROUP LLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION—(Continued)**  
**SEPTEMBER 30, 2011 AND DECEMBER 31, 2010**  
**(UNAUDITED)**  
**(dollars in thousands)**

	<u>September 30,</u> <u>2011</u>	<u>December 31,</u> <u>2010</u>
<b>LIABILITIES AND MEMBERS' EQUITY</b>		
Liabilities:		
Deposits and other customer payables	\$ 342,704	\$ 361,553
Accrued compensation and benefits	250,252	498,880
Senior debt	1,076,850	1,076,850
Capital lease obligations	21,576	22,903
Related party payables	192,343	244,193
Other liabilities	487,623	491,458
Subordinated debt	—	150,000
Total liabilities	<u>2,371,348</u>	<u>2,845,837</u>
Commitments and contingencies		
<b>MEMBERS' EQUITY</b>		
Members' equity (net of 4,098,431 and 6,847,508 shares of Lazard Ltd Class A common stock, at cost of \$141,593 and \$227,950 at September 30, 2011 and December 31, 2010, respectively)	623,079	404,588
Accumulated other comprehensive loss, net of tax	<u>(46,968)</u>	<u>(35,023)</u>
Total Lazard Group members' equity	576,111	369,565
Noncontrolling interests	<u>113,447</u>	<u>120,882</u>
Total members' equity	689,558	490,447
Total liabilities and members' equity	<u>\$ 3,060,906</u>	<u>\$3,336,284</u>

See notes to condensed consolidated financial statements.

**LAZARD GROUP LLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**FOR THE THREE MONTH AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2011 AND 2010**  
**(UNAUDITED)**  
**(dollars in thousands)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
<b>REVENUE</b>				
Investment banking and other advisory fees	\$248,358	\$245,294	\$711,781	\$759,785
Money management fees	213,276	202,662	658,874	560,664
Interest income	5,328	5,964	16,912	18,220
Other	21,538	23,906	65,511	47,779
Total revenue	<u>488,500</u>	<u>477,826</u>	<u>1,453,078</u>	<u>1,386,448</u>
Interest expense	23,177	25,285	71,830	77,152
Net revenue	<u>465,323</u>	<u>452,541</u>	<u>1,381,248</u>	<u>1,309,296</u>
<b>OPERATING EXPENSES</b>				
Compensation and benefits	273,518	282,525	829,989	845,918
Occupancy and equipment	24,345	22,414	70,022	64,996
Marketing and business development	19,843	17,503	58,833	51,358
Technology and information services	20,417	18,904	60,566	53,552
Professional services	11,328	10,599	33,297	28,602
Fund administration and outsourced services	14,020	12,037	40,777	34,407
Amortization of intangible assets related to acquisitions	1,716	1,719	4,896	5,258
Restructuring	-	-	-	87,108
Other	9,360	7,922	27,744	26,037
Total operating expenses	<u>374,547</u>	<u>373,623</u>	<u>1,126,124</u>	<u>1,197,236</u>
<b>OPERATING INCOME</b>	90,776	78,918	255,124	112,060
Provision for income taxes	12,880	10,195	36,986	28,775
<b>NET INCOME</b>	77,896	68,723	218,138	83,285
<b>LESS - NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS</b>	225	110	7,017	2,949
<b>NET INCOME ATTRIBUTABLE TO LAZARD GROUP</b>	<u>\$77,671</u>	<u>\$ 68,613</u>	<u>\$211,121</u>	<u>\$ 80,336</u>

See notes to condensed consolidated financial statements.

**LAZARD GROUP LLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE NINE MONTH PERIODS ENDED SEPTEMBER 30, 2011 AND 2010**  
**(UNAUDITED)**  
**(dollars in thousands)**

	Nine Months Ended September 30,	
	2011	2010
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 218,138	\$ 83,285
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Noncash items included in net income:		
Depreciation and amortization of property	18,176	16,131
Amortization of deferred expenses, share-based incentive compensation and interest rate hedge	227,616	257,253
Amortization of intangible assets related to acquisitions	4,896	5,258
(Gain)/loss on extinguishment of debt	(18,171)	424
(Increase) decrease in operating assets:		
Deposits with banks	96,193	(41,255)
Cash deposited with clearing organizations and other segregated cash	28,574	(4,824)
Receivables-net	(31,655)	(132,252)
Investments	70,531	(38,902)
Other assets	(71,319)	(35,154)
Increase (decrease) in operating liabilities:		
Deposits and other payables	(19,280)	122,569
Accrued compensation and benefits and other liabilities	(242,017)	(191,024)
Net cash provided by operating activities	<u>281,682</u>	<u>41,509</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Distributions relating to equity method investments	–	51,437
Additions to property	(17,277)	(10,073)
Disposals of property	353	301
Proceeds from sales and maturities of available-for-sale securities	–	71,579
Net cash provided by (used in) investing activities	<u>(16,924)</u>	<u>113,244</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from:		
Contribution from noncontrolling interests	3,821	3,005
Excess tax benefits from share-based incentive compensation	2,848	–
Other financing activities	–	6,638
Payments for:		
Senior and subordinated debt	(131,829)	(10,375)
Capital lease obligations	(1,600)	(1,626)
Distributions to noncontrolling interests	(18,143)	(11,792)
Repurchase of common membership interests from members of LAZ-MD Holdings	(794)	(5,072)
Purchase of Lazard Ltd Class A common stock	(158,617)	(106,316)
Distributions to members	(54,689)	(45,167)
Settlement of vested share-based incentive compensation	(92,337)	(54,947)
Other financing activities	(33,393)	(123)
Net cash used in financing activities	<u>(484,733)</u>	<u>(225,775)</u>
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH</b>	237	(4,005)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<u>(219,738)</u>	<u>(75,027)</u>
<b>CASH AND CASH EQUIVALENTS—January 1</b>	<u>1,024,792</u>	<u>899,733</u>
<b>CASH AND CASH EQUIVALENTS—September 30</b>	<u>\$ 805,054</u>	<u>\$ 824,706</u>

See notes to condensed consolidated financial statements.

**LAZARD GROUP LLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' EQUITY**  
**FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2011**  
**(UNAUDITED)**  
**(dollars in thousands)**

	Members' Equity	Accumulated Other Comprehensive Income (Loss), Net of Tax	Total Lazard Group Members' Equity	Noncontrolling Interests	Total Members' Equity
<b>Balance – January 1, 2011 (*)</b>	<b>\$404,588</b>	<b>\$(35,023)</b>	<b>\$369,565</b>	<b>\$120,882</b>	<b>\$490,447</b>
Comprehensive income (loss):					
Net income	211,121		211,121	7,017	218,138
Other comprehensive income (loss) - net of tax:					
Currency translation adjustments		(6,195)	(6,195)	(130)	(6,325)
Amortization of interest rate hedge		791	791		791
Employee benefit plans:					
Net actuarial loss		(8,215)	(8,215)		(8,215)
Adjustments for items reclassified to earnings		1,674	1,674		1,674
Comprehensive income			199,176	6,887	206,063
Amortization of share-based incentive compensation	211,466		211,466		211,466
Distributions to members and noncontrolling interests, net	(54,689)		(54,689)	(14,322)	(69,011)
Purchase of Lazard Ltd Class A common stock	(158,617)		(158,617)		(158,617)
Delivery of Lazard Ltd Class A common stock in connection with share-based incentive compensation and related tax benefit of \$2,178	(90,159)		(90,159)		(90,159)
Repurchase of common membership interests from LAZ-MD Holdings	(794)		(794)		(794)
Business acquisitions:					
Delivery of Lazard Ltd Class A common stock	41,591		41,591		41,591
Common membership interests issued	53,486		53,486		53,486
Lazard Ltd Class A common stock issuable (including in connection with LAM Merger and related amortization)	5,149		5,149		5,149
Other	(63)		(63)		(63)
<b>Balance – September 30, 2011 (*)</b>	<b>\$623,079</b>	<b>\$(46,968)</b>	<b>\$576,111</b>	<b>\$113,447</b>	<b>\$689,558</b>

(\*) Includes 127,350,561 and 129,766,090 common membership interests at January 1, 2011 and September 30, 2011, respectively. Also includes profit participation interests and two managing member interests at each such date.

See notes to condensed consolidated financial statements.

**LAZARD GROUP LLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' EQUITY**  
**FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2010**  
**(UNAUDITED)**  
**(dollars in thousands)**

	Members' Equity	Accumulated Other Comprehensive Income (Loss), Net of Tax	Total Lazard Group Members' Equity	Noncontrolling Interests	Total Members' Equity
<b>Balance – January 1, 2010 (*)</b>	<b>\$214,163</b>	<b>\$(58,792)</b>	<b>\$155,371</b>	<b>\$127,560</b>	<b>\$282,931</b>
Comprehensive income (loss):					
Net income	80,336		80,336	2,949	83,285
Other comprehensive income (loss) -net of tax:					
Currency translation adjustments		(4,182)	(4,182)	61	(4,121)
Amortization of interest rate hedge		899	899		899
Available-for-sale securities:					
Net unrealized gain		2,483	2,483		2,483
Adjustments for items reclassified to earnings		2,591	2,591		2,591
Employee benefit plans:					
Net actuarial loss		(6,555)	(6,555)		(6,555)
Adjustments for items reclassified to earnings		970	970		970
Comprehensive income			76,542	3,010	79,552
Amortization of share-based incentive compensation	249,853		249,853		249,853
Distributions to members and noncontrolling interests, net	(45,167)		(45,167)	(8,787)	(53,954)
Purchase of Lazard Ltd Class A common stock	(106,316)		(106,316)		(106,316)
Delivery of Lazard Ltd Class A common stock in connection with share-based incentive compensation	(54,947)		(54,947)		(54,947)
Repurchase of common membership interests from LAZ-MD Holdings	(5,072)		(5,072)		(5,072)
Business acquisitions:					
Common membership interests issued	20,804		20,804		20,804
Lazard Ltd Class A common stock issuable (including in connection with LAM Merger and related amortization)	4,186		4,186		4,186
Other	(108)		(108)		(108)
<b>Balance – September 30, 2010 (*)</b>	<b>\$357,732</b>	<b>\$(62,586)</b>	<b>\$295,146</b>	<b>\$121,783</b>	<b>\$416,929</b>

(\*) Includes 123,686,338 and 127,407,657 common membership interests at January 1, 2010 and September 30, 2010, respectively. Also includes profit participation interests and two managing member interests at each such date.

See notes to condensed consolidated financial statements.

**LAZARD GROUP LLC**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**  
**(dollars in thousands, unless otherwise noted)**

**1. ORGANIZATION AND BASIS OF PRESENTATION**

**Organization**

The accompanying condensed consolidated financial statements are those of Lazard Group LLC and its subsidiaries (collectively referred to with its subsidiaries as “Lazard Group” or the “Company”). Lazard Group is a Delaware limited liability company and is governed by an Operating Agreement dated as of May 10, 2005, as amended (the “Operating Agreement”).

Lazard Ltd, a Bermuda holding company through its subsidiaries held approximately 94.7% and 94.0% of all outstanding Lazard Group common membership interests as of September 30, 2011 and December 31, 2010, respectively. Lazard Ltd, through its control of the managing members of Lazard Group, controls Lazard Group.

Lazard Ltd, including its indirect investment in Lazard Group, is one of the world’s preeminent financial advisory and asset management firms and has long specialized in crafting solutions to the complex financial and strategic challenges of our clients. We serve a diverse set of clients around the world, including corporations, partnerships, institutions, governments and high net worth individuals.

LAZ-MD Holdings LLC (“LAZ-MD Holdings”), an entity owned by Lazard Group’s current and former managing directors, held approximately 5.3% and 6.0% of the outstanding Lazard Group common membership interests as of September 30, 2011 and December 31, 2010, respectively. Additionally, LAZ-MD Holdings was the sole owner of the one issued and outstanding share of Lazard Ltd’s Class B common stock (the “Class B common stock”) which provided LAZ-MD Holdings with approximately 5.3% and 6.0% of the voting power but no economic rights in the Company as of such respective dates. Subject to certain limitations, LAZ-MD Holdings’ interests in Lazard Group are exchangeable for Lazard Ltd Class A common stock, par value \$0.01 per share (“Class A common stock”).

Lazard Group’s principal operating activities are included in two business segments:

- Financial Advisory, which includes providing general strategic and transaction-specific advice on mergers and acquisitions (“M&A”) and other strategic matters, restructurings, capital structure, capital raising and various other corporate finance matters, and
- Asset Management, which includes strategies for the management of equity and fixed income securities and alternative investment and private equity funds, as well as wealth management.

In addition, the Company records selected other activities in its Corporate segment, including management of cash, certain investments and the commercial banking activities of Lazard Group’s Paris-based Lazard Frères Banque SA (“LFB”). The Company also allocates outstanding indebtedness to its Corporate segment.

LFB is a registered bank regulated by the Autorité de Contrôle Prudentiel. It is engaged primarily in commercial and private banking services for clients and funds managed by Lazard Frères Gestion SAS (“LFG”) and other clients, investment banking activities, including participation in underwritten offerings of securities in France, asset-liability management and limited trading in securities and foreign exchange. LFB also provides support services for certain European subsidiaries of Lazard Group.

**Basis of Presentation**

The accompanying condensed consolidated financial statements of Lazard Group have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) regarding interim financial reporting. Accordingly, they do not include all of the information and notes required by

**LAZARD GROUP LLC**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**  
**(UNAUDITED)**  
**(dollars in thousands, unless otherwise noted)**

accounting principles generally accepted in the United States of America (“U.S. GAAP”) for complete financial statements and should be read in conjunction with the audited consolidated financial statements and notes thereto included in Lazard Group’s annual report on Form 10-K for the year ended December 31, 2010 (the “Form 10-K”). The accompanying December 31, 2010 unaudited condensed consolidated statement of financial condition data was derived from audited consolidated financial statements, but does not include all disclosures required by U.S. GAAP for annual financial statement purposes. The accompanying condensed consolidated financial statements reflect all adjustments, which are, in the opinion of management, necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods presented. Preparing financial statements requires management to make estimates and assumptions that affect the amounts that are reported in the financial statements and the accompanying disclosures. Although these estimates are based on management’s knowledge of current events and actions that Lazard may undertake in the future, actual results may differ materially from the estimates. The consolidated results of operations for the three month and nine month periods ended September 30, 2011 are not necessarily indicative of the results to be expected for any future interim or annual period.

The condensed consolidated financial statements include Lazard Group and Lazard Group’s principal operating subsidiaries: Lazard Frères & Co. LLC (“LFNY”), a New York limited liability company, along with its subsidiaries, including Lazard Asset Management LLC and its subsidiaries (collectively referred to as “LAM”); its French limited liability companies Compagnie Financière Lazard Frères SAS (“CFLF”) along with its subsidiaries, LFB and LFG, and Maison Lazard SAS and its subsidiaries; and Lazard & Co., Limited (“LCL”), through Lazard & Co., Holdings Limited, an English private limited company (“LCH”), together with their jointly owned affiliates and subsidiaries.

The Company’s policy is to consolidate (i) entities in which it has a controlling financial interest, (ii) variable interest entities (“VIEs”) where the Company has a variable interest and is deemed to be the primary beneficiary and (iii) limited partnerships where the Company is the general partner, unless the presumption of control is overcome. When the Company does not have a controlling interest in an entity, but exerts significant influence over the entity’s operating and financial decisions, the Company applies the equity method of accounting in which it records in earnings its share of earnings or losses of the entity. All material intercompany transactions and balances have been eliminated.

Certain prior period amounts have been reclassified to conform to the manner of presentation in the current period.

## **2. RECENT ACCOUNTING DEVELOPMENTS**

On January 1, 2011, the Company adopted the fair value measurement disclosure guidance regarding presenting purchases, sales, issuances and settlements on a gross basis in the roll forward of activities in Level 3 of the hierarchy of fair value measurements, which did not have a material impact on the Company’s condensed consolidated financial statements.

During May 2011, the FASB amended its fair value measurement guidance, which it states was designed to achieve common fair value measurement and disclosure requirements between U.S. GAAP and International Financial Reporting Standards (“IFRS”). Although many of the changes for U.S. GAAP purposes are clarifications of existing guidance or wording changes to align with IFRS, additional disclosures about fair value measurements would be required, including (i) a quantitative disclosure of the unobservable inputs and assumptions used in the measurement, (ii) the valuation processes used and the sensitivity of fair value measurements related to investments categorized within Level 3 of the hierarchy of fair value measurements to

**LAZARD GROUP LLC**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**  
**(UNAUDITED)**  
**(dollars in thousands, unless otherwise noted)**

changes in unobservable inputs and the interrelationships between those unobservable inputs, if any, and (iii) the categorization by level of the fair value hierarchy for items that are not measured at fair value in the statement of financial condition but for which the fair value is required to be disclosed. The amended fair value measurement guidance will become effective for interim and annual periods beginning after December 15, 2011 and is to be applied prospectively. Early application is not permitted. The Company does not anticipate that the adoption of the amended fair value measurement guidance will have a material impact on the Company's consolidated financial statements.

During June 2011, the FASB amended its guidance regarding the presentation of comprehensive income, which it states was designed to improve comparability, consistency and transparency. The amendment requires that all changes in comprehensive income be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the one-statement approach, the Company would present total net income, including its components, followed by other comprehensive income, including its components, and a total of comprehensive income. In the two-statement approach, the first statement would present total net income and its components as currently presented by the Company in its consolidated statement of operations, followed consecutively by a second statement that would present the components of other comprehensive income, total other comprehensive income and the total of comprehensive income. The amendment is to be applied retrospectively and is effective with interim and annual periods beginning after December 15, 2011, with early adoption permitted. The Company has not yet determined whether it will adopt the amendment prior to its effective date.

During September 2011, the FASB amended its guidance regarding goodwill impairment testing and the amount of impairment loss, if any, by allowing an entity the option to make a qualitative evaluation about whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount in lieu of actually calculating the fair value of a reporting unit. The amendment is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. The Company has not yet determined whether it will adopt the amendment prior to its effective date. The Company does not anticipate that the adoption of the amended guidance regarding goodwill impairment testing will have a material impact on the Company's consolidated financial statements.

**3. RECEIVABLES - NET**

The Company's "receivables - net" represents receivables from fees, customers and other, and related parties.

Receivables are stated net of an allowance for doubtful accounts of \$17,457 and \$15,017 at September 30, 2011 and December 31, 2010, respectively, for accounts deemed past due and for specific accounts deemed uncollectible, which may include situations where a fee is in dispute. The Company recorded bad debt expense of \$1,445 and \$4,875 for the three month and nine month periods ended September 30, 2011, respectively, and \$226 and \$9,416 for the three month and nine month periods ended September 30, 2010, respectively. In addition, the Company recorded charge-offs, foreign currency translation and other adjustments, resulting in a net decrease to the allowance for doubtful accounts of \$513 and \$2,435 for the three month and nine month periods ended September 30, 2011, respectively, and \$2,097 and \$3,991 for the three month and nine month periods ended September 30, 2010, respectively. At September 30, 2011 and December 31, 2010, the Company had receivables deemed past due or uncollectible of \$21,255 and \$17,101, respectively.

Customers and other receivables at September 30, 2011 and December 31, 2010 include \$1,433 and \$2,121, respectively, of loans to managing directors and employees of the Company that are made in the ordinary course of business at market terms.

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**4. INVESTMENTS**

The Company's investments and securities sold, not yet purchased, consist of the following at September 30, 2011 and December 31, 2010:

	September 30, 2011	December 31, 2010
<b>Debt:</b>		
U.S. Government and agencies	\$ 1,017	\$ 31,900
Fixed income funds (a)	7,421	4,679
Corporate and other debt and interest-bearing deposits	21,874	29,693
	<u>30,312</u>	<u>66,272</u>
Equities (a)	89,326	88,437
<b>Other:</b>		
Interests in alternative asset management funds (a)	44,737	58,656
Private equity	142,778	163,482
Equity method investments	11,083	11,291
	<u>198,598</u>	<u>233,429</u>
Total investments	318,236	388,138
<b>Less:</b>		
Interest-bearing deposits	4,437	7,754
Equity method investments	11,083	11,291
Investments, at fair value	<u>\$ 302,716</u>	<u>\$ 369,093</u>
Securities sold, not yet purchased, at fair value (included in "other liabilities")	<u>\$1,281</u>	<u>\$2,897</u>

(a) At September 30, 2011, fixed income funds, equities and interests in alternative asset management funds include investments with fair values of \$5,128, \$18,999 and \$4,861, respectively, held in order to satisfy the Company's liability upon vesting of previously granted Lazard Fund Interest awards ("Lazard Fund Interests") and other similar arrangements. Lazard Fund Interests represent grants by the Company to eligible employees of actual or notional interests in several Lazard-managed funds (see Note 13 of Notes to Condensed Consolidated Financial Statements).

The Company's debt securities included in the table above are categorized as trading securities. Fixed income funds primarily consist of amounts seeding products of our Asset Management segment. Corporate and other debt primarily consist of United Kingdom (the "U.K.") government and U.S. state and municipal debt securities.

Equities principally represent the Company's investments in marketable equity securities of large-, mid- and small-cap domestic, international and global companies to seed new Asset Management products and includes investments in public and private asset management funds managed both by LAM and third-party asset managers.

Interests in alternative asset management funds represent (i) GP interests owned by Lazard in various Lazard-managed alternative asset management funds and (ii) GP interests consolidated by the Company pertaining to noncontrolling interests in such alternative asset management funds, the latter of which aggregated \$7,037 and \$8,219 at September 30, 2011 and December 31, 2010, respectively. Such noncontrolling interests, which represent GP interests held directly by certain of our asset management managing directors or employees of the Company, are

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deemed to be controlled by, and therefore consolidated by, the Company in accordance with U.S. GAAP. Noncontrolling interests are presented within “members’ equity” on the consolidated statements of financial condition (see Note 12 of Notes to Condensed Consolidated Financial Statements).

Private equity investments include those owned by Lazard and those consolidated but not owned by Lazard. Private equity investments owned by Lazard are primarily comprised of investments in private equity funds and direct private equity interests. Such investments primarily include (i) a mezzanine fund, which invests in mezzanine debt of a diversified selection of small- to mid-cap European companies and (ii) Corporate Partners II Limited (“CP II”), a private equity fund targeting significant noncontrolling-stake investments in established public and private companies. Private equity investments also include investments consolidated but not owned by Lazard which relate solely to Lazard’s establishment of a private equity business with the Edgewater Funds (“Edgewater”), a Chicago-based private equity firm, through the acquisition of Edgewater’s management vehicles on July 15, 2009, and aggregated \$37,610 and \$67,206 at September 30, 2011 and December 31, 2010, respectively. The economic interests that the Company does not own are owned by the leadership team and other investors in the Edgewater management vehicles (see Note 8 of Notes to Condensed Consolidated Financial Statements).

On January 24, 2008, Sapphire Industrials Corp. (“Sapphire”), a then newly-organized special purpose acquisition company formed by the Company, completed an initial public offering (the “Sapphire IPO”). Sapphire had been included in equity method investments prior to its dissolution discussed below. Sapphire was formed for the purpose of effecting a business combination within a 24-month period (the “Business Combination”) and net proceeds from the Sapphire IPO were placed in a trust account by Sapphire (the “Trust Account”) pending consummation of the Business Combination. In connection with the Sapphire IPO, the Company purchased warrants from Sapphire for a total purchase price of \$12,500 and Sapphire common stock for an aggregate purchase price of \$50,000. The Company’s investment in Sapphire had been accounted for using the equity method of accounting. On January 6, 2010, Sapphire announced it had not completed the Business Combination and it would dissolve and distribute the funds in the Trust Account to all of its public shareholders, to the extent they were holders of shares issued in the Sapphire IPO. Pursuant to such dissolution, on January 26, 2010, Sapphire made an initial distribution to the Company aggregating \$50,319. All Sapphire warrants expired without value.

During the three month and nine month periods ended September 30, 2011 and 2010, the Company recognized gross investment gains and losses in “revenue-other” on its condensed consolidated statements of operations as follows:

	Three Month Period Ended September 30,		Nine Month Period Ended September 30,	
	2011	2010	2011	2010
Gross investment gains	\$ —	\$ 17,306	\$ 11,859	\$ 26,690
Gross investment losses	\$ 21,791	\$ —	\$ 23,132	\$ 7,031

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The table above includes gross unrealized investment gains and losses pertaining to “trading” securities as follows:

	Three Month Period Ended September 30,		Nine Month Period Ended September 30,	
	2011	2010	2011	2010
Gross unrealized investment gains	\$ 13	\$ 1,187	\$ 13	\$ –
Gross unrealized investment losses	\$ 344	\$ 101	\$ 657	\$ 138

During the nine month period ended September 30, 2010, the Company recorded within “accumulated other comprehensive loss, net of tax” (“AOCI”) gross pre-tax unrealized investment gains of \$8,672 and gross pre-tax unrealized investment losses of \$1,950 pertaining to debt securities held at LFB that were designated as “available-for-sale.” With respect to adjustments for items reclassified to earnings, the average cost basis was utilized for purposes of calculating realized investment gains and losses. There were no other-than-temporary impairment charges recognized during the nine month period ended September 30, 2010.

During the fourth quarter of 2010, the Company sold its remaining “available-for-sale” debt securities. Accordingly, there were no gross pre-tax investment gains or losses recorded within AOCI during the nine month period ended September 30, 2011.

## 5. FAIR VALUE MEASUREMENTS

Lazard categorizes its investments and certain other assets and liabilities recorded at fair value into a three-level fair value hierarchy as follows:

- Level 1.* Assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that Lazard has the ability to access.
- Level 2.* Assets and liabilities whose values are based on quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in non-active markets or assets valued based on net asset value (“NAV”) redeemable at the measurement date or within the near term without redemption restrictions, or inputs other than quoted prices that are directly observable or derived principally from, or corroborated by, market data.
- Level 3.* Assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management’s own assumptions about the assumptions a market participant would use in pricing the asset or liability. Items included in Level 3 include securities or other financial assets whose volume and level of activity have significantly decreased when compared with normal market activity and there is no longer sufficient frequency or volume to provide pricing information on an ongoing basis, as well as assets valued based on NAV not redeemable within the near term.

The Company’s investments in U.S. Government and agency debt securities as well as its corporate and other debt securities are considered Level 1 assets with the respective fair values based on unadjusted quoted prices in active markets. The Company’s investments in fixed income funds are considered Level 1 assets when their fair values are based on the reported closing price for the fund or Level 2 assets when their fair values are primarily based on broker quotes as provided by external pricing services.

The fair value of equities is principally classified as Level 1 or Level 2 as follows: marketable equity securities are classified as Level 1 and are valued based on the last trade price on the primary exchange for that

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security; public asset management funds are classified as Level 1 and are valued based on the reported closing price for the fund; and investments in private asset management funds are classified as Level 2 and are primarily valued based on information provided by fund managers and, secondarily, from external pricing services to the extent managed by LAM.

The fair value of interests in alternative asset management funds is classified as either Level 2 or Level 3 depending on the time frame of any applicable redemption restrictions, and is based on information provided by external pricing services.

The fair value of private equity investments is classified as Level 3, and is based on the financial statements of the underlying fund provided by fund managers, appraisals and internal valuations.

Where information reported is based on broker quotes, the Company generally obtains one quote/price per instrument. In some cases, quotes related to corporate bonds obtained through external pricing services represent the average of several broker quotes. Where information reported is based on data received from fund managers or from external pricing services, the Company reviews such information to ascertain at which level within the fair value hierarchy to classify the investment.

The following tables present the categorization of investments and certain other assets and liabilities measured at fair value on a recurring basis as of September 30, 2011 and December 31, 2010 into the three-level fair value hierarchy in accordance with fair value measurement disclosure requirements:

	September 30, 2011			Total
	Level 1	Level 2	Level 3	
<b>Assets:</b>				
Investments:				
Debt:				
U.S. Government and agencies	\$ 1,017	\$ –	\$ –	\$ 1,017
Fixed income funds	4,173	3,248	–	7,421
Corporate and other debt	17,437	–	–	17,437
Equities	71,287	17,913	126	89,326
Other (excluding equity method investments):				
Interest in alternative asset management funds	–	36,209	8,528	44,737
Private equity	–	–	142,778	142,778
Derivatives	–	19,603	–	19,603
Total Assets	<u>\$93,914</u>	<u>\$76,973</u>	<u>\$151,432</u>	<u>\$322,319</u>
<b>Liabilities:</b>				
Securities sold, not yet purchased	\$ 1,281	\$ –	\$ –	\$ 1,281
Derivatives	–	29,654	–	29,654
Total Liabilities	<u>\$ 1,281</u>	<u>\$29,654</u>	<u>\$ –</u>	<u>\$ 30,935</u>

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	December 31, 2010			Total
	Level 1	Level 2	Level 3	
<b>Assets:</b>				
Investments:				
Debt:				
U.S. Government and agencies	\$ 31,900	\$ –	\$ –	\$ 31,900
Fixed income funds	–	4,679	–	4,679
Corporate and other debt	21,939	–	–	21,939
Equities	66,269	21,852	316	88,437
Other (excluding equity method investments):				
Interest in alternative asset management funds	–	58,656	–	58,656
Private equity	–	–	163,482	163,482
Derivatives	–	1,874	–	1,874
Total Assets	<u>\$ 120,108</u>	<u>\$ 87,061</u>	<u>\$ 163,798</u>	<u>\$ 370,967</u>
<b>Liabilities:</b>				
Securities sold, not yet purchased	\$ 2,897	\$ –	\$ –	\$ 2,897
Derivatives	–	3,230	–	3,230
Total Liabilities	<u>\$ 2,897</u>	<u>\$ 3,230</u>	<u>\$ –</u>	<u>\$ 6,127</u>

There were no transfers between any of the Level 1, 2 and 3 categories in the fair value measurement hierarchy during the three month and nine month periods ended September 30, 2011 and 2010.

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The following tables provide a summary of changes in fair value of the Company's Level 3 assets for the three month and nine month periods ended September 30, 2011 and 2010:

	Three Months Ended September 30, 2011					Ending Balance
	Beginning Balance	Net Unrealized/Realized Gains (Losses) Included In Revenue-Other	Purchases/Acquisitions	Sales/Dispositions	Foreign Currency Translation Adjustments	
<b>Investments:</b>						
Equities	\$ 135	\$ —	\$ —	\$ —	\$ (9)	\$ 126
Interests in alternative asset management funds	—	—	8,528	—	—	8,528
Private equity	174,704	(963)	17,158	(45,058)	(3,063)	142,778
<b>Total Level 3 Assets</b>	<b>\$174,839</b>	<b>\$ (963)</b>	<b>\$ 25,686</b>	<b>\$ (45,058)</b>	<b>\$ (3,072)</b>	<b>\$151,432</b>

	Nine Months Ended September 30, 2011					Ending Balance
	Beginning Balance	Net Unrealized/Realized Gains (Losses) Included In Revenue-Other	Purchases/Acquisitions	Sales/Dispositions	Foreign Currency Translation Adjustments	
<b>Investments:</b>						
Equities	\$ 316	\$ 3	\$ —	\$ (195)	\$ 2	\$ 126
Interests in alternative asset management funds	—	—	8,528	—	—	8,528
Private equity	163,482	2,861	30,233	(54,218)	420	142,778
<b>Total Level 3 Assets</b>	<b>\$163,798</b>	<b>\$ 2,864</b>	<b>\$ 38,761</b>	<b>\$ (54,413)</b>	<b>\$ 422</b>	<b>\$151,432</b>

	Three Months Ended September 30, 2010					Ending Balance
	Beginning Balance	Net Unrealized/Realized Gains (Losses) Included In Revenue-Other	Purchases/Acquisitions	Sales/Dispositions	Foreign Currency Translation Adjustments	
<b>Investments:</b>						
Equities	\$ 299	\$ 18	\$ 2	\$ —	\$ (6)	\$ 313
Private equity	138,409	599	1,486	(869)	4,188	143,813
<b>Total Level 3 Assets</b>	<b>\$138,708</b>	<b>\$ 617</b>	<b>\$ 1,488</b>	<b>\$ (869)</b>	<b>\$ 4,182</b>	<b>\$144,126</b>

	Nine Months Ended September 30, 2010					Ending Balance
	Beginning Balance	Net Unrealized/Realized Gains (Losses) Included In Revenue-Other	Purchases/Acquisitions	Sales/Dispositions	Foreign Currency Translation Adjustments	
<b>Investments:</b>						
Equities	\$ 305	\$ 6	\$ 8	\$ —	\$ (6)	\$ 313
Private equity	135,914	5,352	7,040	(2,062)	(2,431)	143,813
<b>Total Level 3 Assets</b>	<b>\$136,219</b>	<b>\$ 5,358</b>	<b>\$ 7,048</b>	<b>\$ (2,062)</b>	<b>\$ (2,437)</b>	<b>\$144,126</b>

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Sales/dispositions of private equity investments for the three month and nine month periods ended September 30, 2011 include \$42,800 and \$49,500, respectively, in connection with a reduction of interests in certain funds of Edgewater as such funds are no longer consolidated by Lazard.

With respect to Level 3 assets held at September 30, 2011 and 2010, net gains (losses) included in earnings for the three month and nine month periods ended September 30, 2011 and the three month and nine month periods ended September 30, 2010 in connection with the change in unrealized gains and losses relating to such assets were \$(829), \$2,988, \$617 and \$5,358, respectively.

**6. DERIVATIVES**

The Company enters into forward foreign currency exchange rate contracts, interest rate swaps, interest rate futures, equity and fixed income swaps and other derivative contracts to hedge exposures to fluctuations in interest rates, currency exchange rates and equity and debt markets. The Company reports its derivative instruments separately as assets and liabilities unless a legal right of set-off exists under a master netting agreement enforceable by law. The Company's derivative instruments are recorded at their fair value, and are included in "other assets" and "other liabilities" on the consolidated statements of financial condition. Except for derivatives hedging "available-for-sale" debt securities, which were sold in the fourth quarter of 2010 (see Note 4 of Notes to Condensed Consolidated Financial Statements), the Company elected to not apply hedge accounting to its other derivative instruments held. Gains and losses on the Company's derivatives not designated as hedging instruments, as well as gains and losses on derivatives then accounted for as fair value hedges, are included in "interest income" and "interest expense", respectively, or "revenue-other", depending on the nature of the underlying item, on the consolidated statements of operations. Furthermore, with respect to derivatives then designated as fair value hedges, the hedged item was required to be adjusted for changes in fair value of the risk being hedged, with such adjustment accounted for in the consolidated statements of operations.

In addition to the derivative instruments above, the Company has recognized a derivative liability relating to its obligation pertaining to Lazard Fund Interests and other similar arrangements, the fair value of which is based on the value of the underlying investments and is included in "accrued compensation and benefits" on the consolidated statement of financial condition as of September 30, 2011. Changes in the fair value of the derivative liability are included in "compensation and benefits" expense on the condensed consolidated statements of operations for the three month and nine month periods ended September 30, 2011, the impact of which directly offsets the changes in the fair value of the underlying investments owned and is reported in "revenue-other" in the condensed consolidated statements of operations.

As a result of the sale of the Company's "available-for-sale" debt securities during the fourth quarter of 2010 as discussed above, there were no derivatives designated as hedging instruments for the three month and nine month periods ended September 30, 2011. During the three month and nine month periods ended September 30, 2010, the Company recognized pre-tax losses pertaining to interest rate swaps designated as hedging instruments of \$332 and \$4,088, respectively. These losses were substantially offset by gains recognized on the hedged risk portion of such "available-for-sale" securities.

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The table below represents the fair values of the Company’s derivative instruments reported within “other assets” and “other liabilities” and the Company’s derivative liability relating to its obligation pertaining to Lazard Fund Interests and other similar arrangements reported within “accrued compensation and benefits” on the accompanying condensed consolidated statements of financial condition as of September 30, 2011 and December 31, 2010:

	September 30, 2011	December 31, 2010
<b>Derivative Assets:</b>		
Forward foreign currency exchange rate contracts	\$ 7,963	\$ 1,432
Interest rate swaps	44	57
Equity and fixed income swaps and other	11,596	385
	<u>\$ 19,603</u>	<u>\$ 1,874</u>
<b>Derivative Liabilities:</b>		
Forward foreign currency exchange rate contracts	\$ 367	\$ 2,151
Interest rate swaps	299	326
Equity and fixed income swaps	–	753
Lazard Fund Interests and other similar arrangements	28,988	–
	<u>\$ 29,654</u>	<u>\$ 3,230</u>

Net gains (losses) with respect to derivative instruments not designated as hedging instruments (predominantly reflected in “revenue-other”) and the Company’s derivative liability relating to its obligation pertaining to Lazard Fund Interests and other similar arrangements (reported in “compensation and benefits” expense, which directly offsets corresponding amounts reported in “revenue-other” as described above) as reflected on the accompanying condensed consolidated statements of operations for the three month and nine month periods ended September 30, 2011 and 2010, by type of derivative, were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Forward foreign currency exchange rate contracts	\$ 6,541	\$ (11,884)	\$ (2,856)	\$ 467
Interest rate swaps	16	2	13	36
Equity and fixed income swaps and other	11,901	(6,900)	9,585	(2,850)
Lazard Fund Interests and other similar arrangements	(3,961)	–	(3,961)	–
	<u>\$14,497</u>	<u>\$ (18,782)</u>	<u>\$ 2,781</u>	<u>\$ (2,347)</u>

**7. LAM MERGER TRANSACTION**

On September 25, 2008, the Company, LAM and LAZ Sub I, LLC, a then newly-formed subsidiary of LFNy, completed the merger of LAZ Sub I, LLC with and into LAM (the “LAM Merger”). Prior to the LAM Merger, the common equity interests of LAM were held by LFNy, and certain other equity interests of LAM, representing contingent payments should certain specified fundamental transactions occur, were held by present and former employees of LAM. Following the LAM Merger, all equity interests of LAM are owned directly or indirectly by LFNy.

The aggregate non-contingent consideration relating to the equity interests of LAM held by present and former employees of LAM and its subsidiaries (the “Transaction Consideration”) consists of (i) cash payments made from the closing of the LAM Merger through January 2, 2009 of approximately \$60,100, (ii) a cash

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payment on October 31, 2011 of approximately \$90,300 and (iii) an issuance on October 31, 2011 of 2,201,457 shares of Class A common stock (plus additional shares of Class A common stock in an amount determined by reference to the cash dividends paid on Class A common stock since the closing of the LAM Merger), subject, in the case of clause (ii) and (iii) and, with respect to certain present employees of LAM and its subsidiaries, to delayed payment/issuance until the eighth anniversary of the closing of the LAM Merger if the applicable employee is no longer employed by Lazard or its affiliates on October 31, 2011, subject to certain exceptions. The related liabilities for the present value of the unpaid cash consideration have been recorded in the accompanying condensed consolidated statements of financial condition in “accrued compensation and benefits” and “other liabilities”, and amounted to \$15,649 and \$74,930, respectively, as of September 30, 2011, and \$15,152 and \$71,394, respectively, as of December 31, 2010.

In connection with the LAM Merger, Lazard Group recorded a related party payable to subsidiaries of Lazard Ltd of \$64,305 at September 30, 2011 and December 31, 2010 (see Note 17 of Notes to the Condensed Consolidated Financial Statements). Such amount will become members’ equity as the related shares of Class A common stock are issued.

**8. BUSINESS ACQUISITIONS**

On July 15, 2009, the Company established a private equity business with Edgewater. Edgewater manages funds primarily focused on buy-out and growth equity investments in middle market companies. The acquisition was structured as a purchase by Lazard Group of interests in a holding company that in turn owns interests in the general partner and management company entities of the current Edgewater private equity funds (the “Edgewater Acquisition”). Following the Edgewater Acquisition, Edgewater’s current leadership team retained a substantial economic interest in such entities.

The aggregate fair value of the consideration recognized by the Company at the acquisition date was \$61,624. Such consideration consisted of (i) a one-time cash payment, (ii) 1,142,857 shares of Class A common stock (the “Initial Shares”) and (iii) up to 1,142,857 additional shares of Class A common stock subject to earnout criteria and payable over time (the “Earnout Shares”). The Initial Shares are subject to forfeiture provisions that lapse only upon the achievement of certain performance thresholds and transfer restrictions during the four year period ending December 2014. The Earnout Shares will be issued only if certain performance thresholds are met.

In prior years, the Company made certain other business acquisitions. These purchases were affected through an exchange of a combination of cash, Class A common stock, and by Lazard Ltd issuing shares of non-participating convertible Series A and Series B preferred stock, which are or were each convertible into Class A common stock. In connection with such acquisitions, as of September 30, 2011 and December 31, 2010, 47,474 and 1,295,029 shares of Class A common stock, respectively, were issuable on a non-contingent basis. Additionally, at December 31, 2010, 4,862 shares of Series A preferred stock were convertible into Class A common shares on a non-contingent basis, with the number of Class A common shares dependent, in part, on certain variables, including the value of the Class A common stock, as defined, and the currency exchange rate on the date of conversion. During the nine month period ended September 30, 2011, an additional 9,238 shares became convertible, with the total of 14,100 shares of Series A preferred stock converting into 2,434,561 shares of Class A common stock during the period. Depending upon the future performance of such businesses acquired, at September 30, 2011 and December 31, 2010, 7,921 and 17,159 shares of Series A preferred stock were contingently convertible into shares of Class A common stock.

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In connection with Lazard Group's business acquisitions, as well as Lazard Ltd's acquisition of a business and subsequent contribution of such business to Lazard Group, Lazard Group recorded related party payables of \$3,980 and \$60,190 at September 30, 2011 and December 31, 2010, respectively, to subsidiaries of Lazard Ltd (see Notes 17 to the Condensed Consolidated Financial Statements). Such amounts become members' equity as the related shares of Class A common stock are issued. In the nine month period ended September 30, 2011, \$56,210 of relating party payables became members' equity as a result of the issuance of 3,682,116 shares of Class A common stock (including 1,247,555 shares delivered from Class A common stock held by Lazard Group).

**9. GOODWILL AND OTHER INTANGIBLE ASSETS**

The components of goodwill and other intangible assets as of September 30, 2011 and December 31, 2010 are presented below:

	September 30, 2011	December 31, 2010
Goodwill	\$ 350,921	\$ 313,229
Other intangible assets (net of accumulated amortization)	43,461	48,210
	<u>\$ 394,382</u>	<u>\$ 361,439</u>

At September 30, 2011 and December 31, 2010, goodwill of \$286,380 and \$251,599, respectively, was attributable to the Company's Financial Advisory segment and, at such respective dates, \$64,541 and \$61,630 of goodwill was attributable to the Company's Asset Management segment.

Changes in the carrying amount of goodwill for the nine month periods ended September 30, 2011 and 2010 are as follows:

	Nine Months Ended September 30,	
	2011	2010
Balance, January 1	\$313,229	\$261,703
Business acquisitions, including \$39,654 of additional contingent consideration earned relating to prior year business acquisitions	42,566	-
Foreign currency translation adjustments	(4,874)	6,019
Balance, September 30	<u>\$350,921</u>	<u>\$267,722</u>

The gross cost and accumulated amortization of other intangible assets as of September 30, 2011 and December 31, 2010, by major intangible asset category, are as follows:

	September 30, 2011			December 31, 2010		
	Gross Cost	Accumulated Amortization	Net Carrying Amount	Gross Cost	Accumulated Amortization	Net Carrying Amount
Success/performance fees	\$30,740	\$ 1,450	\$29,290	\$30,740	\$ 890	\$29,850
Management fees, customer relationships and non-compete agreements	32,624	18,453	14,171	32,477	14,117	18,360
	<u>\$63,364</u>	<u>\$ 19,903</u>	<u>\$43,461</u>	<u>\$63,217</u>	<u>\$ 15,007</u>	<u>\$48,210</u>

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Amortization expense of intangible assets for the three month and nine month periods ended September 30, 2011 was \$1,716 and \$4,896, respectively, and for the three month and nine month periods ended September 30, 2010 was \$1,719 and \$5,258, respectively. Estimated future amortization expense is as follows:

<u>Year Ending December 31,</u>	<u>Amortization Expense (a)</u>
2011 (October 1 through December 31)	\$ 1,399
2012	6,331
2013	12,689
2014	9,750
2015	7,167
Thereafter	6,125
<b>Total amortization expense</b>	<b>\$ 43,461</b>

(a) Approximately 48% of intangible asset amortization is attributable to a noncontrolling interest.

**10. SENIOR AND SUBORDINATED DEBT**

**Senior Debt**—Senior debt is comprised of the following as of September 30, 2011 and December 31, 2010:

	<u>Initial Principal Amount</u>	<u>Maturity Date</u>	<u>Annual Interest Rate</u>	<u>Outstanding As Of</u>	
				<u>September 30, 2011</u>	<u>December 31, 2010</u>
Lazard Group 7.125% Senior Notes	\$550,000	5/15/15	7.125%	\$ 528,500	\$ 528,500
Lazard Group 6.85% Senior Notes	600,000	6/15/17	6.85%	548,350	548,350
Lazard Group Credit Facility	150,000	4/29/13	1.90%	–	–
<b>Total</b>				<b>\$ 1,076,850</b>	<b>\$ 1,076,850</b>

On April 29, 2010, Lazard Group entered into a \$150,000, three-year senior revolving credit facility with a group of lenders (the “Credit Facility”). The Credit Facility, as amended, replaced the prior revolving credit facility, which was terminated as a condition to effectiveness of the Credit Facility. Interest rates under the Credit Facility vary and are based on either a Federal Funds rate or a Eurodollar rate, in each case plus an applicable margin. As of September 30, 2011, the annual interest rate for a loan accruing interest (based on the Federal Funds overnight rate), including the applicable margin, was 1.90%. As of September 30, 2011 and December 31, 2010, no amounts were outstanding under the Credit Facility.

The Credit Facility contains customary terms and conditions, including certain financial covenants. In addition, the Credit Facility, the indenture and supplemental indentures relating to Lazard Group’s senior notes, contain certain covenants (none of which relate to financial condition), events of default and other customary provisions, including a customary make-whole provision in the event of early redemption where applicable. As of September 30, 2011, the Company was in compliance with all of these provisions. All of the Company’s senior debt obligations are unsecured.

As of September 30, 2011, the Company had approximately \$322,000 in unused lines of credit available to it, including the Credit Facility, and unused lines of credit available to LFB of approximately \$100,000 (at September 30, 2011 exchange rates) and Edgewater of \$65,000. In addition, LFB has access to the Eurosistem Covered Bond Purchase Program of the Banque de France.

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**Subordinated Debt**—Subordinated debt at December 31, 2010 represented a promissory note amounting to \$150,000. The note had a maturity date of September 30, 2016 and had a fixed interest rate of 3.25% per annum. Until June 30, 2011, the note had a conversion feature which permitted the holder to convert the note into a maximum of 2,631,570 shares of Class A common stock at an effective conversion price of \$57 per share. No conversions had occurred through that date and the note was no longer convertible. On July 22, 2011, the Company repurchased its outstanding subordinated promissory note, at a cost, excluding accrued interest, of \$131,829. Such repurchase resulted in a pre-tax gain of \$18,171, which was recognized by the Company in the third quarter of 2011 and included in “revenue-other” on the accompanying Condensed Consolidated Statements of Operations.

The Company’s debt at September 30, 2011 and December 31, 2010 are recorded at historical amounts. At September 30, 2011 and December 31, 2010, the fair value of the Company’s senior and subordinated debt outstanding was approximately \$1,174,000 and \$1,271,000, respectively, and exceeded the aggregate carrying value by approximately \$97,000 and \$44,000, respectively. The fair value of the Company’s debt was estimated using a discounted cash flow analysis based on the Company’s current borrowing rates for similar types of borrowing arrangements or based on market quotations, where available.

#### **11. COMMITMENTS AND CONTINGENCIES**

**Leases**—Lazard has various leases and other contractual commitments arising in the ordinary course of business. At September 30, 2011, minimum rental commitments under non-cancelable operating leases, net of sublease income, are approximately as follows:

<u>Year Ending December 31,</u>	
2011 (October 1 through December 31)	\$ 18,170
2012	57,491
2013	65,469
2014	67,957
2015	63,818
Thereafter	807,230
<b>Total minimum lease payments</b>	<b>1,080,135</b>
Sublease proceeds	180,647
<b>Net lease payments</b>	<b>\$ 899,488</b>

**Guarantees**—In the normal course of business, LFB provides indemnifications to third parties to protect them in the event of non-performance by its clients. At September 30, 2011, LFB had \$4,143 of such indemnifications and held \$2,828 of collateral/counter-guarantees to secure these commitments. The Company believes the likelihood of loss with respect to these indemnities is remote. Accordingly, no liability is recorded in the consolidated statement of financial condition.

**Investment Capital Funding Commitments**—At September 30, 2011, the maximum principal unfunded commitments by the Company for capital contributions to investment funds related to (i) CP II, amounting to \$2,692 for potential “follow-on investments” and/or for CP II expenses through the earlier of February 25, 2017 or the liquidation of the fund, (ii) Edgewater Growth Capital Partners III, L.P. (“EGCP III”), an Edgewater private equity fund, amounting to \$41,753, through the earlier of October 12, 2016 (i.e., the end of the investment period) for investments and/or expenses (with a portion of the undrawn amount of such commitment as of that date remaining committed until October 12, 2023 in respect of “follow-on investments” and/or EGCP III

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expenses) or the liquidation of the fund and (iii) a \$25,000 investment commitment to develop certain real estate investment funds until the earliest of (a) the date on which third-party assets under management in such funds reach \$250,000, (b) December 31, 2013 or (c) the date on which the principal manager of such funds is no longer employed by Lazard.

**Other Commitments**—In the normal course of business, LFB enters into commitments to extend credit, predominately at variable interest rates. Such commitments at September 30, 2011 aggregated \$16,718. These commitments have varying expiration dates and are fully collateralized and generally contain requirements for the counterparty to maintain a minimum collateral level. These commitments may not represent future cash requirements as they may expire without being drawn upon.

See Notes 7, 8 and 14 of Notes to Condensed Consolidated Financial Statements for information regarding commitments relating to the LAM Merger, business acquisitions and obligations to fund our pension plans, respectively.

The Company has various other contractual commitments arising in the ordinary course of business. In addition, from time to time, LFB enters into underwriting commitments in which it participates as a joint underwriter. The settlement of such transactions are not expected to have a material adverse effect on the Company's consolidated financial position or results of operations.

In the opinion of management, the fulfillment of the commitments described herein will not have a material adverse effect on the Company's consolidated financial position or results of operations.

**Legal**—The Company is involved from time to time in a number of judicial, regulatory and arbitration proceedings and inquiries concerning matters arising in connection with the conduct of our businesses, including proceedings initiated by former employees alleging wrongful termination. The Company reviews such matters on a case-by-case basis and establishes any required accrual if a loss is probable and the amount of such loss can be reasonably estimated. The Company does experience significant variation in its revenue and earnings on a quarterly basis. Accordingly, the results of any pending matter or matters could be significant when compared to the Company's earnings in any particular fiscal quarter. The Company believes, however, based on currently available information, that the results of any pending matters, in the aggregate, will not have a material effect on its business or financial condition.

## **12. MEMBERS' EQUITY**

**Issuance of Class A Common Shares**—During the three month period ended March 31, 2010, 3,000,000 shares of Class A common stock were newly issued by Lazard Ltd to Lazard Group in connection with the settlement of vested restricted stock unit grants denominated in shares of Class A common stock ("RSUs"). Such shares were authorized as part of the 25,000,000 shares of Class A common stock that may be issued under the Lazard Ltd 2005 Equity Incentive Plan (the "2005 Plan"). In addition, during the third quarters of 2011 and 2010, the Company issued an aggregate of 3,682,116 shares (including 1,247,555 shares delivered from Class A common stock held by Lazard Group) and 888,605 shares of Class A common stock, respectively, in connection with certain prior year business acquisitions (see Note 8 of Notes to Condensed Consolidated Financial Statements).

**Secondary Offerings**—Pursuant to the applicable Prospectus Supplements, certain selling shareholders of Lazard Ltd (which include current and former managing directors of Lazard (and, from time to time, certain of our directors, executive officers or former executive officers) and their permitted transferees (collectively, the "Selling Shareholders") who hold LAZ-MD Holdings exchangeable interests and/or Class A common stock),

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may offer to sell shares of Class A common stock pursuant to applicable underwriting and pricing agreements. During the nine month period ended September 30, 2010 two such secondary offerings occurred, which are described below (no secondary offerings occurred during the nine month period ended September 30, 2011).

In March 2010, certain Selling Shareholders sold 7,869,311 shares of Class A common stock (including (i) 7,262 shares of Class A common stock previously received upon the exchange of a like number of LAZ-MD Holdings exchangeable interests, (ii) 6,180,639 shares of Class A common stock received upon a simultaneous exchange of a like number of LAZ-MD Holdings exchangeable interests (including 5,958,000 shares held by the Estate of Lazard's former Chairman and Chief Executive Officer and related trusts (collectively, the "Estate") and (iii) 1,681,410 shares held by the Estate) at a price of \$35.90 per share (collectively, the "March 2010 Secondary Offering").

In August 2010, certain Selling Shareholders (the "August 2010 Selling Shareholders") sold 7,397,837 shares of Class A common stock at a price of \$30.32 per share (the "August 2010 Secondary Offering", and together with the March 2010 Secondary Offering, the "2010 Secondary Offerings"). Separately, in connection with the August 2010 Secondary Offering, Lazard Group agreed to purchase from the August 2010 Selling Shareholders 2,500,000 shares of Class A common stock for an aggregate cost of \$75,800 (\$30.32 per share), with such purchase being part of the share repurchase program in effect during 2010. In the aggregate, the August 2010 Selling Shareholders sold a total of 9,897,837 shares of Class A common stock (including 7,194,144 shares of Class A common stock previously received upon the exchange of a like number of LAZ-MD Holdings exchangeable interests and 2,703,693 shares of Class A common stock received upon a simultaneous exchange of a like number of LAZ-MD Holdings exchangeable interests).

Lazard Ltd did not receive any net proceeds from the sales of Class A common stock from the 2010 Secondary Offerings.

**Lazard Group Distributions**—As previously described, Lazard Group's common membership interests are held by subsidiaries of Lazard Ltd and by LAZ-MD Holdings. Pursuant to provisions of the Operating Agreement, Lazard Group distributions in respect of its common membership interests are allocated to the holders of such interests on a pro rata basis. Such distributions represent amounts necessary to fund (i) any dividends Lazard Ltd may declare on its Class A common stock and (ii) tax distributions in respect of income taxes that Lazard Ltd's subsidiaries and the members of LAZ-MD Holdings incur as a result of holding Lazard Group common membership interests.

During the nine month periods ended September 30, 2011 and 2010, Lazard Group distributed the following amounts to LAZ-MD Holdings and the subsidiaries of Lazard Ltd (none of which related to tax distributions):

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2011</b>	<b>2010</b>
LAZ-MD Holdings	\$ 3,280	\$ 8,453
Subsidiaries of Lazard Ltd	51,409	36,714
	<u>\$54,689</u>	<u>\$45,167</u>

Pursuant to Lazard Group's Operating Agreement, Lazard Group allocates and distributes to its members a substantial portion of its distributable profits in installments, as soon as practicable after the end of each fiscal year. Such installment distributions usually begin in February.

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**Exchange of Lazard Group Common Membership Interests**—In addition to the simultaneous exchanges that occurred in connection with the 2010 Secondary Offerings discussed above, during the nine month periods ended September 30, 2011 and 2010, Lazard Ltd issued 738,655 and 11,665,618 shares of Class A common stock, respectively, in connection with the exchange of a like number of Lazard Group common membership interests (received from members of LAZ-MD Holdings in exchange for a like number of LAZ-MD Holdings exchangeable interests).

**Share Repurchase Program**—In January 2010, the Board of Directors of Lazard Ltd authorized, on a cumulative basis, the repurchase of up to \$200,000 in aggregate cost of its Class A common stock and Lazard Group common membership interests through December 31, 2011. The Company's prior share repurchase program expired on December 31, 2009. In February 2011, the Board of Directors of Lazard Ltd authorized the repurchase of up to an additional \$250,000 in aggregate cost of Class A common stock and Lazard Group common membership interests through December 31, 2012. The Company expects that the share repurchase program, with respect to the Class A common stock, will continue to be used primarily to offset a portion of the shares that have been or will be issued under the 2005 Plan and the Lazard Ltd 2008 Incentive Compensation Plan (the "2008 Plan"). Pursuant to such authorizations, purchases have been made in the open market or through privately negotiated transactions, and since the inception of the program in February 2006 through September 30, 2011, purchases by Lazard Group with respect to such program are set forth in the table below (including, in the nine month period ended September 30, 2011, purchases of 4,318,916 Class A common shares, at an aggregate cost of \$158,617, and the purchase of 19,032 Lazard Group common membership interests, at an aggregate cost of \$794):

	<b>Number of Shares/Common Membership Interests Purchased</b>	<b>Average Price Per Share/Common Membership Interest</b>
Class A common stock	21,092,575	\$ 33.58
Lazard Group common membership interests	1,400,089	\$ 32.66

As a result of Lazard Group's delivery of shares of Class A common stock during the four year and nine month period ended September 30, 2011 relating to (i) the settlement of vested RSUs and deferred stock unit grants ("DSUs"), (ii) the incentive plan share awards of shares of restricted Class A common stock and (iii) the issuance of shares of restricted Class A common stock in exchange for RSUs, and (iv) the delivery of shares of Class A common stock in connection with business acquisitions, there were 4,098,431 and 6,847,508 shares of Class A common stock held by Lazard Group at September 30, 2011 and December 31, 2010, respectively. Such Class A common shares are reported, at cost, as a reduction of members' equity within the accompanying condensed consolidated statements of financial condition.

As of September 30, 2011, \$133,360 of the \$450,000 share repurchase amount authorized as of such date remained available under the share repurchase program, which authorization expires on December 31, 2012. On October 26, 2011, Lazard Ltd's Board of Directors authorized, on a cumulative basis, the repurchase of up to an additional \$125,000 in aggregate cost of its Class A common stock and Lazard Group common membership interests, which authorization expires on December 31, 2013, and brings the total remaining repurchase authorization to \$258,360, subject to expiration as set forth above. In addition, under the terms of the 2005 Plan and the 2008 Plan, upon the vesting of RSUs, shares of Class A common stock may be withheld by the Company to cover estimated income taxes (see Note 13 of Notes to Condensed Consolidated Financial Statements).

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**Accumulated Other Comprehensive Income (Loss), Net of Tax**—The components of AOCI at September 30, 2011 and December 31, 2010 are as follows:

	September 30, 2011	December 31, 2010
Currency translation adjustments	\$ 20,109	\$ 26,434
Interest rate hedge	(3,820)	(4,611)
Employee benefit plans	(63,136)	(56,595)
Total AOCI	(46,847)	(34,772)
Less amount attributable to noncontrolling interests	121	251
Total Lazard Group AOCI	<u>\$ (46,968)</u>	<u>\$ (35,023)</u>

**Noncontrolling Interests**—Noncontrolling interests principally represent interests held in (i) Edgewater’s management vehicles that the Company is deemed to control, but does not own, and (ii) various GP interests which are deemed to be controlled by the Company.

The tables below summarize net income (loss) attributable to noncontrolling interests for the three month and nine month periods ended September 30, 2011 and 2010 and noncontrolling interests as of September 30, 2011 and December 31, 2010 in the Company’s condensed consolidated financial statements:

	Net Income (Loss) Attributable To Noncontrolling Interests			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Edgewater	\$ 587	\$ (366)	\$7,492	\$3,511
GP interests	(192)	879	(179)	151
Other	(170)	(403)	(296)	(713)
Total	<u>\$ 225</u>	<u>\$ 110</u>	<u>\$7,017</u>	<u>\$ 2,949</u>

	Noncontrolling Interests As Of	
	September 30, 2011	December 31, 2010
Edgewater	\$105,461	\$ 111,289
GP interests	7,037	8,219
Other	949	1,374
Total	<u>\$ 113,447</u>	<u>\$ 120,882</u>

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**13. INCENTIVE PLANS****Share-Based Incentive Plan Awards**

A description of Lazard Ltd's 2005 Plan and 2008 Plan, and activity with respect thereto during the three and nine month periods ended September 30, 2011 and 2010, is presented below.

**Shares Available Under the 2005 Plan and 2008 Plan**

The 2005 Plan authorizes the issuance of up to 25,000,000 shares of Class A common stock pursuant to the grant or exercise of stock options, stock appreciation rights, restricted stock, stock units and other equity-based awards. Each stock unit granted under the 2005 Plan represents a contingent right to receive one share of Class A common stock, at no cost to the recipient. The fair value of such stock unit awards is determined based on the closing market price of Class A common stock at the date of grant.

In addition to the shares available under the 2005 Plan, additional shares of Class A common stock are available under the 2008 Plan. The maximum number of shares available under the 2008 Plan is based on a formula that limits the aggregate number of shares that may, at any time, be subject to awards that are considered "outstanding" under the 2008 Plan to 30% of the then-outstanding shares of Class A common stock (treating, for this purpose, the then-outstanding exchangeable interests of LAZ-MD Holdings on a "fully-exchanged" basis as described in the 2008 Plan).

**Restricted and Deferred Stock Units**

RSUs require future service as a condition for the delivery of the underlying shares of Class A common stock (unless the recipient is then eligible for retirement under the Company's retirement policy) and convert into Class A common stock on a one-for-one basis after the stipulated vesting periods. The grant date fair value of the RSUs, net of an estimated forfeiture rate, is amortized over the vesting periods or requisite service periods. Expense relating to RSUs was as follows within the Company's condensed consolidated statements of operations:

	<u>Three Months Ended</u> <u>September 30,</u>		<u>Nine Months Ended</u> <u>September 30,</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010 (*)</u>
Compensation and benefits	\$58,489	\$46,814	\$200,899	\$201,157
Restructuring	—	—	—	46,880
<b>Total</b>	<u>\$58,489</u>	<u>\$46,814</u>	<u>\$200,899</u>	<u>\$248,037</u>

(\*) Includes, during the nine month period ended September 30, 2010, \$24,860 relating to the January 2010 amendment of the Company's retirement policy (described below).

RSUs issued subsequent to December 31, 2005 generally include a dividend participation right that provides that during vesting periods each RSU is attributed additional RSUs (or fractions thereof) equivalent to any ordinary quarterly dividends paid on Class A common stock during such period. During the nine month periods ended September 30, 2011 and 2010, dividend participation rights required the issuance of 251,146 and 244,754 RSUs, respectively.

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In January 2010, the Company amended its retirement policy with respect to RSU awards. Such amendment served to modify the retirement eligibility vesting requirements of existing and future RSU awards, and, as noted above, Lazard accelerated the recognition of compensation expense for the affected RSU awards. Accordingly, the Company recorded a non-cash charge to “compensation and benefits” expense of \$24,860 in the three month period ended March 31, 2010 relating to prior years’ awards.

Non-Executive members of the Board of Directors of Lazard Group (who are also the same Non-Executive Directors of Lazard Ltd) receive approximately 55% of their annual compensation for service on the Board of Directors and its committees in the form of DSUs, which resulted in 26,859 and 31,588 DSUs granted during the nine month periods ended September 30, 2011 and 2010, respectively. Their remaining compensation is payable in cash, which they may elect to receive in the form of additional DSUs under the Directors’ Fee Deferral Unit Plan described below. DSUs are convertible into Class A common stock at the time of cessation of service to the Board. The DSUs include a cash dividend participation right equivalent to any ordinary quarterly dividends paid on Class A common stock, and resulted in nominal cash payments for the nine month periods ended September 30, 2011 and 2010.

On May 9, 2006, the Board of Directors adopted the Directors’ Fee Deferral Unit Plan, which allows the Company’s Non-Executive Directors to elect to receive additional DSUs pursuant to the 2005 Plan in lieu of some or all of their cash fees. The number of DSUs that shall be granted to a Non-Executive Director pursuant to this election will equal the value of cash fees that the applicable Non-Executive Director has elected to forego pursuant to such election, divided by the market value of a share of Class A common stock on the date on which the foregone cash fees would otherwise have been paid. During the nine month periods ended September 30, 2011 and 2010, 5,371 and 5,912 DSUs, respectively, had been granted pursuant to such Plan.

DSU awards are expensed at their fair value on their date of grant, which, inclusive of amounts related to the Directors’ Fee Deferral Unit Plan, totaled \$35 and \$597 during the three month and nine month periods ended September 30, 2011, respectively, and \$28 and \$586 during the three month and nine month periods ended September 30, 2010, respectively.

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The following is a summary of activity relating to RSUs and DSUs during the nine month periods ended September 30, 2011 and 2010:

	RSUs		DSUs	
	Units	Weighted Average Grant Date Fair Value	Units	Weighted Average Grant Date Fair Value
Balance, January 1, 2011	22,108,635	\$ 35.67	121,737	\$ 34.46
Granted (including 251,146 RSUs relating to dividend participation)	6,764,420	\$ 43.91	32,230	\$ 37.06
Forfeited	(287,975)	\$ 37.73	—	—
Vested/Converted	(7,848,744)	\$ 39.21	(16,120)	\$ 34.76
Balance, September 30, 2011	<u>20,736,336</u>	<u>\$ 36.99</u>	<u>137,847</u>	<u>\$ 35.03</u>
Balance, January 1, 2010	23,367,813	\$ 37.01	103,146	\$ 35.75
Granted (including 244,754 RSUs relating to dividend participation)	7,730,444	\$ 35.66	37,500	\$ 31.27
Forfeited	(726,948)	\$ 36.21	—	—
Vested/Converted/Exchanged	(7,979,501)	\$ 39.86	(20,435)	\$ 35.38
Balance, September 30, 2010	<u>22,391,808</u>	<u>\$ 35.57</u>	<u>120,211</u>	<u>\$ 34.42</u>

The Company satisfied certain employees' tax obligations in lieu of issuing 2,302,798 and 1,602,999 shares of Class A common stock in connection with RSUs that vested during the periods set forth in the table above. Accordingly, 5,545,946 and 6,335,607 shares of Class A common stock held by Lazard Group were delivered during the nine month periods ended September 30, 2011 and 2010, respectively.

As of September 30, 2011, unrecognized RSU compensation expense, adjusted for estimated forfeitures, was approximately \$309,000, with such unrecognized compensation expense expected to be recognized over a weighted average period of approximately 1.5 years subsequent to September 30, 2011. The ultimate amount of such expense is dependent upon the actual number of RSUs that vest. The Company periodically assesses the forfeiture rates used for such estimates. A change in estimated forfeiture rates would cause the aggregate amount of compensation expense recognized in future periods to differ from the estimated unrecognized compensation expense described herein.

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**Restricted Stock**

The following is a summary of activity related to shares of restricted Class A common stock during the nine month periods ended September 30, 2011 and 2010:

	<u>Restricted Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Balance, January 1, 2011	95,332	\$ 37.63
Granted	327,238	\$ 43.70
Vested	(327,238)	\$ 43.70
Balance, September 30, 2011	<u>95,332</u>	\$ 37.63
Balance, January 1, 2010	—	—
Granted/Exchanged	95,332	\$ 37.63
Vested	—	—
Balance, September 30, 2010	<u>95,332</u>	\$ 37.63

The Company satisfied certain employees' tax obligations in lieu of delivering 68,866 shares of Class A common stock in connection with shares of restricted Class A common stock that vested during the period set forth in the table above. Accordingly, 258,372 shares of Class A common stock held by Lazard Group were delivered during the nine month period ended September 30, 2011.

Expense relating to restricted stock awards is charged to "compensation and benefits" expense within the Company's condensed consolidated statements of operations, and amounted to \$374 and \$9,373 for the three month and nine month periods ended September 30, 2011, respectively, and \$483 and \$643 for the three month and nine month periods ended September 30, 2010, respectively. The awards include a cash dividend participation right equivalent to any ordinary quarterly dividends paid on Class A common stock during the period, which will vest concurrently with the underlying restricted stock award. At September 30, 2011, unrecognized restricted stock expense was approximately \$1,300, with such expense to be recognized over a weighted average period of approximately 1.0 years subsequent to September 30, 2011.

**Other Incentive Awards**

As previously described, in February 2011, the Company granted to eligible employees Lazard Fund Interests. In connection with the Lazard Fund Interests and other similar arrangements, the Company recorded a prepaid compensation asset and a corresponding compensation liability at the grant date fair value. The prepaid asset is amortized on a straight-line basis over the applicable vesting periods or requisite service periods. Lazard Fund Interests that do not require future service are expensed immediately.

The Lazard Fund Interests granted generally provide for one-third vesting on March 1, 2013 and two-thirds vesting on March 3, 2014. The amortization of the prepaid asset is charged to "compensation and benefits" expense within the Company's consolidated statement of operations, and amounted to \$2,480 and \$7,534 for the three month and nine month periods ended September 30, 2011, respectively. As of September 30, 2011, unrecognized compensation expense for Lazard Fund Interests and other similar arrangements, adjusted for estimated forfeitures, was approximately \$21,000. Such compensation expense will generally be recognized over a weighted average period

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of approximately 2.0 years subsequent to September 30, 2011. The related compensation liability is accounted for at fair value as a derivative liability, and is adjusted for changes in the fair value of the underlying investments, with such changes in value directly offset by a corresponding amount recorded to “compensation and benefits” expense within the Company’s consolidated statements of operations (see Note 6 of Notes to Condensed Consolidated Financial Statements).

**14. EMPLOYEE BENEFIT PLANS**

The Company provides retirement and other post-retirement benefits to certain of its employees through defined contribution and defined benefit pension plans and other post-retirement plans. These plans generally provide benefits to participants based on average levels of compensation. Expenses related to the Company’s employee benefit plans are included in “compensation and benefits” expense on the consolidated statements of operations.

**Employer Contributions to Pension Plans**—In accordance with agreements reached with the Trustees of certain U.K. pension plans in 2005, the Company was obligated to make further contributions to such pension plans based upon the cumulative performance of the plans’ assets against specific benchmarks as measured on June 1, 2009 and subsequently remeasured on June 1, 2010. As of December 31, 2009, the obligation related to the cumulative underperformance of the plans’ assets (the “underperformance obligation”) was payable in equal monthly installments through May 2013. During the year ended December 31, 2010, the Company contributed approximately \$8,600 to settle the plans’ underperformance obligation in full.

In addition, on June 30, 2009 the Company and Trustees concluded the December 31, 2007 triennial valuation of the U.K. pension plans discussed above, pursuant to which: (i) the Company agreed to contribute, in addition to amounts to cover administrative expenses under the plans, 2.3 million British pounds (\$3,584 at September 30, 2011 exchange rates), during each year from 2011 to 2018 inclusive, subject to adjustment resulting from the December 31, 2010 triennial valuation, which the Company expects to have concluded prior to the contribution payment scheduled for 2011, and (ii) to secure the Company’s obligations thereunder, on July 15, 2009 the Company placed in escrow 12.5 million British pounds, with a final redemption date of December 31, 2018. This amount is subject to adjustment based on the results of the December 31, 2010 triennial valuation and subsequent triennial valuations. The aggregate escrow balance has been recorded in “cash deposited with clearing organizations and other segregated cash” and “investments”, respectively, on the accompanying condensed consolidated statements of financial condition. Income on the escrow balance accretes to the Company and is recorded in interest income.

During the nine month period ended September 30, 2011, no contribution to these U.K. pension plans was required, and no contributions were required to be made to other pension plans.

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The following tables summarize the components of total benefit cost (credit) for the three month and nine month periods ended September 30, 2011 and 2010:

	Pension Plans		Post-Retirement Medical Plans	
	Three Months Ended September 30,			
	2011	2010	2011	2010
<b>Components of Net Periodic Benefit Cost (Credit):</b>				
Service cost	\$ 163	\$ 160	\$ 18	\$ 20
Interest cost	7,242	6,921	70	73
Expected return on plan assets	(7,763)	(7,372)	-	-
Amortization of:				
Prior service cost (credit)	756	632	-	(332)
Net actuarial loss	65	203	-	-
Net periodic benefit cost (credit)	<u>\$ 463</u>	<u>\$ 544</u>	<u>\$ 88</u>	<u>\$ (239)</u>

	Pension Plans		Post-Retirement Medical Plans	
	Nine Months Ended September 30,			
	2011	2010	2011	2010
<b>Components of Net Periodic Benefit Cost (Credit):</b>				
Service cost	\$ 495	\$ 420	\$ 52	\$ 60
Interest cost	21,401	20,708	209	219
Expected return on plan assets	(23,029)	(21,801)	-	-
Amortization of:				
Prior service cost (credit)	2,258	2,108	-	(1,023)
Net actuarial loss	194	602	-	-
Net periodic benefit cost (credit)	<u>\$ 1,319</u>	<u>\$ 2,037</u>	<u>\$ 261</u>	<u>\$ (744)</u>

#### 15. RESTRUCTURING PLANS

In the three month period ended March 31, 2010, the Company announced a restructuring plan which included certain staff reductions and realignments of personnel (the "2010 Restructuring Plan"). In connection with the 2010 Restructuring Plan, the Company recorded a charge in the first quarter of 2010 of \$87,108, inclusive of \$46,880 relating to the acceleration of RSUs (in aggregate, the "2010 Restructuring Charge").

The 2010 Restructuring Charge primarily consisted of compensation-related expenses, including the acceleration of unrecognized expenses pertaining to RSUs previously granted to individuals who were terminated pursuant to the restructuring, severance and benefit payments and other costs. As of September 30, 2011 and December 31, 2010, the remaining liability associated with the 2010 Restructuring Plan was \$13,036 and \$21,381, respectively. In the first quarter of 2009 the Company also announced a restructuring plan (the "2009 Restructuring Plan"). As of September 30, 2011 and December 31, 2010, the remaining liability associated with the 2009 Restructuring Plan was \$4,901 and \$5,427, respectively. During the nine month period ended September 30, 2011, other than cash payments of \$8,345 and \$526 for the 2010 Restructuring Plan and the 2009 Restructuring Plan, respectively, there were no adjustments to the amounts relating to the 2010 and 2009

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Restructuring Plans. Liabilities relating to the 2010 and 2009 Restructuring Plans are reported within “accrued compensation and benefits” and “other liabilities” on the accompanying condensed consolidated statements of financial condition.

**16. INCOME TAXES**

Although a portion of Lazard Group’s income is subject to U.S. federal income taxes, Lazard Group primarily operates in the U.S. as a limited liability company that is treated as a partnership for U.S. federal income tax purposes. As a result, Lazard Group’s income from its U.S. operations is generally not subject to U.S. federal income taxes because such income is attributable to the partners. In addition, Lazard Group is subject to New York City Unincorporated Business Tax (“UBT”), which is attributable to Lazard Group’s operations apportioned to New York City. UBT is incremental to the U.S. federal statutory tax rate. Outside the U.S., Lazard Group operates principally through subsidiary corporations that are subject to local income taxes.

The Company recorded income tax provisions of \$12,880 and \$36,986 for the three month and nine month periods ended September 30, 2011, respectively, and \$10,195 and \$28,775 for the three month and nine month periods ended September 30, 2010, respectively, representing effective tax rates of 14.2%, 14.5%, 12.9% and 25.7%, respectively. The difference between the U.S. federal statutory rate of 35.0% and the effective tax rates described above principally relates to (i) Lazard Group primarily operating as a limited liability company in the U.S. and (ii) U.S. state and local taxes (primarily UBT), which are incremental to the U.S. federal statutory tax rate.

**17. RELATED PARTIES**

Amounts receivable from, and payable to, related parties as of September 30, 2011 and December 31, 2010 are set forth below:

	September 30, 2011	December 31, 2010
<b>Receivables</b>		
LFCM Holdings	\$ 12,375	\$ 24,785
Lazard Ltd Subsidiaries	181,016	178,042
Other	1,873	89
Total	<u>\$ 195,264</u>	<u>\$ 202,916</u>
<b>Payables</b>		
LFCM Holdings	\$ 966	\$ 458
Lazard Ltd Subsidiaries	190,622	243,735
Other	755	–
Total	<u>\$ 192,343</u>	<u>\$ 244,193</u>

**LFCM Holdings**

LFCM Holdings owns and operates the capital markets business and fund management activities, as well as other specified non-operating assets and liabilities, that were transferred to it by Lazard Group (referred to as the

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“separated businesses”) in May 2005 and is owned by various current and former working members, including certain of Lazard’s current and former managing directors (which also include the Company’s executive officers) who were or are also members of LAZ-MD Holdings. In addition to the master separation agreement, which effected the separation and recapitalization that occurred in May 2005, LFCM Holdings entered into certain agreements that addressed various business matters associated with the separation, including agreements related to administrative and support services (the “administrative services agreement”), employee benefits, insurance matters and licensing. In addition, LFCM Holdings and Lazard Group entered into a business alliance agreement. Certain of these agreements are described in more detail in the Company’s Form 10-K.

For the three month and nine month periods ended September 30, 2011, amounts recorded by Lazard Group relating to the administrative services agreement amounted to \$596 and \$1,788, respectively, and net referral fees for underwriting, private placement, M&A and restructuring transactions under the business alliance agreement amounted to \$5,927 and \$19,074, respectively. For the three month and nine month periods ended September 30, 2010, amounts recorded by Lazard Group relating to the administrative services agreement amounted to \$557 and \$1,616, respectively, and net referral fees for underwriting, private placement, M&A and restructuring transactions under the business alliance agreement amounted to \$2,779 and \$9,508, respectively. Amounts relating to the administrative services agreement are reported as reductions to operating expenses. Net referral fees for underwriting transactions under the business alliance agreement are reported in “revenue-other”. Net referral fees for private placement, M&A and restructuring transactions under the business alliance agreement are reported in advisory fee revenue.

Receivables from LFCM Holdings and its subsidiaries as of September 30, 2011 and December 31, 2010 primarily include \$1,566 and \$12,775, respectively, related to administrative and support services and reimbursement of expenses incurred on behalf of LFCM Holdings, and \$9,698 and \$11,413, respectively, related to referral fees for underwriting and private placement transactions. Payables to LFCM Holdings and its subsidiaries at September 30, 2011 and December 31, 2010 of \$966 and \$458, respectively, principally relate to certain advances and referral fees for Financial Advisory transactions.

***Lazard Ltd Subsidiaries***

Lazard Group’s receivables from subsidiaries of Lazard Ltd at September 30, 2011 and December 31, 2010 include interest-bearing loans of \$178,714 and \$148,488, respectively, including accrued interest thereon. Interest income relating to interest-bearing loans with subsidiaries of Lazard Ltd amounted to \$1,911 and \$5,641 for the three month and nine month periods ended September 30, 2011, respectively, and \$534 and \$2,186 for the three month and nine month periods ended September 30, 2010, respectively. In addition, at December 31, 2010, Lazard Group had a receivable of \$29,271 from Lazard Ltd subsidiaries relating to Lazard Group’s sale of certain investments to a Lazard Ltd subsidiary, which was settled in cash in the first quarter of 2011.

As of September 30, 2011 and December 31, 2010, Lazard Group’s payables to subsidiaries of Lazard Ltd included \$64,305 related to the LAM Merger (see Note 7 of Notes to Condensed Consolidated Financial Statements), as well as payables at September 30, 2011 and December 31, 2010 aggregating \$3,980 and \$60,190, respectively, in connection with Lazard Group’s business acquisitions, and with respect to Lazard Ltd’s acquisition of a business and subsequent contribution of such business to Lazard Group (see Note 8 of Notes to Condensed Consolidated Financial Statements). In addition, as of September 30, 2011 and December 31, 2010, Lazard Group’s payables to subsidiaries of Lazard Ltd include interest-bearing loans, plus accrued interest thereon, of \$122,276 and \$119,240, respectively. Interest expense relating to interest-bearing loans with

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subsidiaries of Lazard Ltd amounted to \$1,013 and \$3,035 for the three month and nine month periods ended September 30, 2011, respectively, and \$1,211 and \$3,416 for the three month and nine month periods ended September 30, 2010, respectively.

**Other**

Other receivables and payables at September 30, 2011 primarily relate to referral fees for restructuring and M&A transactions with companies within the MBA Lazard Holdings S.A. group, an Argentina-based group in which the Company has a 50% ownership interest.

**LAZ-MD Holdings**

Lazard Group provides selected administrative and support services to LAZ-MD Holdings through the administrative services agreement as discussed above, with such services generally to be provided until December 31, 2014 unless terminated earlier because of a change in control of either party. Lazard Group charges LAZ-MD Holdings for these services based on Lazard Group's cost allocation methodology and, for both the three month periods ended September 30, 2011 and 2010, such charges amounted to \$188, and for both the nine month periods ended September 30, 2011 and 2010, such charges amounted to \$563.

**18. REGULATORY AUTHORITIES**

LFNY is a U.S. registered broker-dealer and is subject to the net capital requirements of Rule 15c3-1 under the Securities Exchange Act of 1934. Under the basic method permitted by this rule, the minimum required net capital, as defined, is a specified fixed percentage of total aggregate indebtedness recorded in LFNY's Financial and Operational Combined Uniform Single ("FOCUS") report filed with the Financial Industry Regulatory Authority ("FINRA"), or \$100, whichever is greater. At September 30, 2011, LFNY's regulatory net capital was \$167,157, which exceeded the minimum requirement by \$161,116.

Certain U.K. subsidiaries of the Company, including LCL, Lazard Fund Managers Limited and Lazard Asset Management Limited (the "U.K. Subsidiaries"), are regulated by the Financial Services Authority. At September 30, 2011, the aggregate regulatory net capital of the U.K. Subsidiaries was \$152,947, which exceeded the minimum requirement by \$108,653.

CFLF, through which non-corporate finance advisory activities are carried out in France, is subject to regulation by the Autorité de Contrôle Prudentiel for its banking activities conducted through its subsidiary, LFB. In addition, the investment services activities of the Paris group, exercised through LFB and other subsidiaries of CFLF, primarily LFG (asset management), are subject to regulation and supervision by the Autorité des Marchés Financiers. At September 30, 2011, the consolidated regulatory net capital of CFLF was \$183,444, which exceeded the minimum requirement set for regulatory capital levels by \$84,635.

Certain other U.S. and non-U.S. subsidiaries are subject to various capital adequacy requirements promulgated by various regulatory and exchange authorities in the countries in which they operate. At September 30, 2011, for those subsidiaries with regulatory capital requirements, their aggregate net capital was \$82,336, which exceeded the minimum required capital by \$60,121.

At September 30, 2011, each of these subsidiaries individually was in compliance with its regulatory capital requirements.

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Lazard Ltd has been subject to supervision by the SEC as a Supervised Investment Bank Holding Company (“SIBHC”). As a SIBHC, Lazard Ltd was subject to group-wide supervision, which required it to compute allowable capital and risk allowances on a consolidated basis. However, pursuant to Section 617 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), the SEC’s SIBHC program was eliminated on July 21, 2011. Pursuant to relevant rules in Europe, Lazard Ltd is required to be supervised by another regulatory body, either in the U.S. or Europe. The Dodd-Frank Act allows certain securities holding companies seeking consolidated supervision, including Lazard Ltd, to elect to be supervised by the Board of Governors of the Federal Reserve. Lazard Ltd anticipates that the Board of Governors of the Federal Reserve will adopt regulations pursuant to Section 618 of the Dodd-Frank Act in the near future for companies that seek to come under their consolidated supervision. Once we understand the final scope of such regulations, Lazard Ltd will determine whether it will elect to comply with such regulations and register to come under the consolidated supervision of the Federal Reserve. Until such regulations are adopted, however, we cannot determine the full impact of such regulations on us. The Dodd-Frank Act and the rules and regulations that may be adopted thereunder (including regulations that have not yet been proposed) could have other effects on us. We continue to monitor the process as such rules are proposed and adopted.

**19. SEGMENT INFORMATION**

The Company’s reportable segments offer different products and services and are managed separately as different levels and types of expertise are required to effectively manage the segments’ transactions. Each segment is reviewed to determine the allocation of resources and to assess its performance. The Company’s principal operating activities are included in the two business segments as described in Note 1 above – Financial Advisory and Asset Management. In addition, as described in Note 1 above, the Company records selected other activities in its Corporate segment.

The Company’s segment information for the three month and nine month periods ended September 30, 2011 and 2010 is prepared using the following methodology:

- Revenue and expenses directly associated with each segment are included in determining operating income.
- Expenses not directly associated with specific segments are allocated based on the most relevant measures applicable, including headcount, square footage and other factors.
- Segment assets are based on those directly associated with each segment, and include an allocation of certain assets relating to various segments, based on the most relevant measures applicable, including headcount, square footage and other factors.

The Company allocates investment gains and losses, interest income and interest expense among the various segments based on the segment in which the underlying asset or liability is reported.

Each segment’s operating expenses include (i) compensation and benefits expenses incurred directly in support of the businesses and (ii) other operating expenses, which include directly incurred expenses for occupancy and equipment, marketing and business development, technology and information services, professional services, fund administration and outsourced services and indirect support costs (including compensation and other operating expenses related thereto) for administrative services. Such administrative services include, but are not limited to, accounting, tax, legal, facilities management and senior management activities.

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Management evaluates segment results based on net revenue and operating income and believes that the following information provides a reasonable representation of each segment's contribution with respect to net revenue, operating income (loss) and total assets:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
<b>Financial Advisory</b>				
Net Revenue	\$ 253,585	\$ 254,012	\$ 731,621	\$ 768,481
Operating Expenses	213,614	215,838	641,397	667,538
Operating Income	<u>\$ 39,971</u>	<u>\$ 38,174</u>	<u>\$ 90,224</u>	<u>\$ 100,943</u>
<b>Asset Management</b>				
Net Revenue	\$ 219,077	\$ 210,132	\$ 690,785	\$ 587,299
Operating Expenses	156,709	150,515	466,827	416,841
Operating Income	<u>\$ 62,368</u>	<u>\$ 59,617</u>	<u>\$ 223,958</u>	<u>\$ 170,458</u>
<b>Corporate</b>				
Net Revenue	\$ (7,339)	\$ (11,603)	\$ (41,158)	\$ (46,484)
Operating Expenses	4,224	7,270	17,900	112,857
Operating Loss	<u>\$ (11,563)</u>	<u>\$ (18,873)</u>	<u>\$ (59,058)</u>	<u>\$ (159,341)</u>
<b>Consolidated</b>				
Net Revenue	\$ 465,323	\$ 452,541	\$ 1,381,248	\$ 1,309,296
Operating Expenses	374,547	373,623	1,126,124	1,197,236
Operating Income	<u>\$ 90,776</u>	<u>\$ 78,918</u>	<u>\$ 255,124</u>	<u>\$ 112,060</u>
			As Of	
			September 30, 2011	December 31, 2010
<b>Total Assets</b>				
Financial Advisory			\$ 808,970	\$ 799,090
Asset Management			617,040	687,323
Corporate			1,634,896	1,849,871
Total			<u>\$ 3,060,906</u>	<u>\$ 3,336,284</u>

**Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion should be read in conjunction with Lazard Group’s condensed consolidated financial statements and the related notes included elsewhere in this Quarterly Report on Form 10-Q (the “Form 10-Q”), as well as Management’s Discussion and Analysis of Financial Condition and Results of Operations (the “MD&A”) included in our Annual Report on Form 10-K for the year ended December 31, 2010 (the “Form 10-K”). All references to “2011”, “2010”, “third quarter”, “nine months”, or “the period” refer to, as the context requires, the three month and nine month periods ended September 30, 2011 and September 30, 2010.*

**Forward-Looking Statements and Certain Factors that May Affect Our Business**

Management has included in Parts I and II of this Form 10-Q, including in its MD&A, statements that are forward-looking statements. In some cases, you can identify these statements by forward-looking words such as “may”, “might”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “predict”, “potential” or “continue”, and the negative of these terms and other comparable terminology. These forward-looking statements, which are subject to known and unknown risks, uncertainties and assumptions about us, may include projections of our future financial performance based on our growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. These factors include, but are not limited to, those discussed in our Form 10-K under the caption “Risk Factors,” including the following:

- a decline in general economic conditions or the global financial markets,
- losses caused by financial or other problems experienced by third parties,
- losses due to unidentified or unanticipated risks,
- a lack of liquidity, *i.e.*, ready access to funds, for use in our businesses, and
- competitive pressure on our businesses and on our ability to retain our employees.

These risks and uncertainties are not exhaustive. Other sections of the Form 10-K may include additional factors, which could adversely impact our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for our management to predict all risks and uncertainties, nor can management assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy or completeness of any of these forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. We are under no duty to update any of these forward-looking statements after the date of this Form 10-Q to conform our prior statements to actual results or revised expectations and we do not intend to do so.

Forward-looking statements include, but are not limited to, statements about the:

- business’ possible or assumed future results of operations and operating cash flows,
- business’ strategies and investment policies,
- business’ financing plans and the availability of short-term borrowing,
- business’ competitive position,

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- future acquisitions, including the consideration to be paid and the timing of consummation,
- potential growth opportunities available to our businesses,
- recruitment and retention of our managing directors and employees,
- target levels of compensation expense,
- business' potential operating performance, achievements, productivity improvements, efficiency and cost reduction efforts,
- likelihood of success and impact of litigation,
- expected tax rates,
- changes in interest and tax rates,
- expectations with respect to the economy, securities markets, the market for mergers, acquisitions and strategic advisory and restructuring activity, the market for asset management activity and other industry trends,
- effects of competition on our business, and
- impact of future legislation and regulation on our business.

The Company is committed to providing timely and accurate information to the investing public, consistent with our legal and regulatory obligations. To that end, the Company uses its websites to convey information about our businesses, including the anticipated release of quarterly financial results, quarterly financial, statistical and business-related information and the posting of updates of assets under management (“AUM”) in various mutual funds, hedge funds and other investment products managed by Lazard Asset Management LLC and its subsidiaries (“LAM”). Monthly updates of these funds are posted to the LAM website ([www.lazardnet.com](http://www.lazardnet.com)) on the third business day following the end of each month. Investors can link to Lazard Ltd, Lazard Group and their operating company websites through <http://www.lazard.com>. Our websites and the information contained therein or connected thereto shall not be deemed to be incorporated into this Form 10-Q.

### **Business Summary**

The Company's principal sources of revenue are derived from activities in the following business segments:

- Financial Advisory, which includes providing general strategic and transaction-specific advice on mergers and acquisitions (“M&A”) and other strategic matters, restructurings, capital structure, capital raising and various other corporate finance matters, and
- Asset Management, which includes strategies for the management of equity and fixed income securities and alternative investment and private equity funds, as well as wealth management.

In addition, the Company records selected other activities in its Corporate segment, including management of cash, certain investments and the commercial banking activities of Lazard Group's Paris-based Lazard Frères Banque SA (“LFB”). The Company also allocates outstanding indebtedness to its Corporate segment.

LFB is a registered bank regulated by the Autorité de Contrôle Prudentiel. It is engaged primarily in commercial and private banking services for clients and funds managed by Lazard Frères Gestion SAS (“LFG”) and other clients, investment banking activities, including participation in underwritten offerings of securities in France, asset-liability management and limited trading in securities and foreign exchange. LFB also provides support services for certain European subsidiaries of Lazard Group.

Lazard invests its own capital usually alongside capital of qualified institutional and individual investors in alternative investments or private equity investments and, since 2005, we have engaged in a number of alternative investments and private equity activities, including investments through the Edgewater Funds

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(“Edgewater”), our Chicago-based private equity firm (see Note 8 of Notes to Condensed Consolidated Financial Statements), (ii) a mezzanine fund, which invests in mezzanine debt of a diversified selection of small-to mid cap European companies and (iii) investments in Corporate Partners II Limited (“CP II”). We continue to explore and discuss opportunities to expand the scope of our alternative investment and private equity activities in Europe, the U.S. and elsewhere. These opportunities could include internal growth of new funds and direct investments by us, partnerships or strategic relationships, investments with third parties or acquisitions of existing funds or management companies. Also, consistent with our obligations to LFCM Holdings LLC (“LFCM Holdings”), we may explore discrete capital markets opportunities.

The Company’s consolidated net revenue was derived from the following segments:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Financial Advisory	55%	56%	53%	59%
Asset Management	47	46	50	45
Corporate	(2)	(2)	(3)	(4)
Total	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>

### **Business Environment**

Economic and global financial market conditions can materially affect our financial performance. As described above, the Company’s principal sources of revenue are derived from activities in our Financial Advisory and Asset Management business segments. As our Financial Advisory revenues are for the most part dependent on the successful completion of merger, acquisition, restructuring, capital raising or similar transactions, and our Asset Management revenues are primarily driven by the levels of AUM, weak economic and global financial market conditions can result in a challenging business environment for M&A and capital raising activity as well as our Asset Management business, but may provide opportunities for our restructuring business, which tends to be counter-cyclical.

Overall, global equity market indices at September 30, 2011 were significantly lower when compared to such indices at June 30, 2011, with periods of significant volatility during the period. For the same period, capital-raising and M&A activity was uneven due to economic uncertainty caused by concerns over the public-finance situation in Europe, the U.S. debt ceiling and related downgrade concerns and continuing high U.S. unemployment, among other matters. The announced value of M&A activity decreased in the third quarter of 2011 as compared to the corresponding period in 2010. Restructuring activity continued at low levels, reflecting a cyclical decline in restructuring activity and a decrease in the number of corporate defaults.

During the past few years, we have expanded our geographic reach and industry expertise. We believe that in this environment, companies, government bodies and investors will seek independent advice with a geographic perspective, deep understanding of capital structure, informed research and knowledge of global economic conditions, and that our business model as an independent adviser will continue to create opportunities for us to attract new clients and key personnel.

Lazard operates in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for Lazard’s management to predict all risks and uncertainties, nor can Lazard assess the impact of all potentially applicable factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. See the section entitled “Risk Factors” in our Form 10-K. Furthermore, net income and revenue in any period may not be indicative of full-year results or the results of any other period and may vary significantly from year to year and quarter to quarter.

**Financial Advisory**

During the third quarter of 2011 the value and average value of completed and announced transactions generally decreased as compared to the corresponding period in 2010, despite modest increases in the number of such transactions. However, for the first nine months of 2011, the value of global completed and announced M&A transactions increased, while the number of such transactions reflected no significant change, as compared to the corresponding 2010 period, resulting in transactions with higher average values.

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2011	2010	% Incr / (Decr)	2011	2010	% Incr / (Decr)
(\$ in billions)						
<b>Completed M&amp;A Transactions:</b>						
Global:						
Value	\$579	\$615	(6)%	\$2,104	\$1,743	21%
Number	10,285	10,218	1%	32,309	31,548	2%
Trans-Atlantic:						
Value	\$50	\$42	19%	\$172	\$141	22%
Number	424	371	14%	1,241	1,141	9%
<b>Announced M&amp;A Transactions:</b>						
Global:						
Value	\$636	\$783	(19)%	\$2,183	\$2,008	9%
Number	10,567	10,357	2%	33,025	31,894	4%
Trans-Atlantic:						
Value	\$46	\$62	(26)%	\$178	\$154	16%
Number	431	377	14%	1,275	1,141	12%

Source: Dealogic as of October 7, 2011.

We continue to believe that we are relatively well positioned as our clients refinance, restructure and reposition their asset portfolios for growth.

Global restructuring activity during the 2011 nine month period decreased from the corresponding prior year period driven by a cyclical decline, resulting in a decelerating pace of corporate debt defaults. According to Moody's Investors Service, Inc., in the twelve month period ended September 30, 2011 a total of 35 issuers defaulted, as compared to 72 in the twelve months ended September 30, 2010, which includes a total of 17 issuers in the nine month period ended September 30, 2011, as compared to 40 in the corresponding 2010 period. While the number and value of corporate defaults for 2011 are significantly lower as compared to 2010, we expect that our Restructuring business will remain active, albeit at a lower level as compared to the prior year. Our Restructuring activities include advising companies on matters relating to debt restructurings, refinancings and other on- and off-balance sheet assignments. Our Restructuring assignments are generally executed over a six- to eighteen-month period.

Our Private Fund Advisory Group, which is part of our Financial Advisory segment and is conducted in the U.S. through Lazard Frères & Co. LLC ("LFNY"), an SEC-registered broker-dealer and municipal advisor and member of the Financial Industry Regulatory Authority ("FINRA") and the Municipal Securities Rulemaking Board (the "MSRB"), acts as placement agent for investment funds, including investment funds that have historically received capital from certain public pension funds. In April 2009, governmental officials in New York announced a new policy banning the use of placement agents by funds seeking investment contributions from the New York State and New York City public pension funds. The use of placement agents has also been prohibited or otherwise restricted with respect to investments by public pension funds in Illinois, Ohio, California and New Mexico, and similar measures are being considered or have been implemented in other jurisdictions. On June 22, 2011, the SEC approved an amendment to its June 30, 2010 rule which, among other things, will place

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certain restrictions on the use of placement agents. As amended, the SEC rule will prohibit investment advisors from paying a third-party placement agent for soliciting investment advisory business from a U.S. governmental entity, unless the placement agent is (i) an SEC-registered investment advisor complying with the rule, (ii) an SEC-registered broker-dealer that is a member of FINRA and thus subject to FINRA's forthcoming "pay-to-play" rule, or (iii) a "municipal advisor" that is registered with the SEC under Section 15B of the Securities Exchange Act of 1934, as amended, and subject to the "pay-to-play" rules that will be adopted by the MSRB. We are continuing to evaluate the potential impact of state, local and other restrictions on our Private Fund Advisory business.

### **Asset Management**

As shown in the table below, the majority of selected major market indices at September 30, 2011 declined as compared to such indices at June 30, 2011, December 31, 2010 and September 30, 2010.

	Percentage Change September 30, 2011 vs.		
	June 30, 2011	December 31, 2010	September 30, 2010
MSCI World Index	(17)%	(14)%	(6)%
CAC 40	(25)%	(22)%	(20)%
DAX	(25)%	(20)%	(12)%
FTSE 100	(14)%	(13)%	(8)%
TOPIX 100	(14)%	(20)%	(13)%
MSCI Emerging Market	(23)%	(24)%	(18)%
Dow Jones Industrial Average	(12)%	(6)%	1%
NASDAQ	(11)%	(7)%	5%
S&P 500	(14)%	(10)%	(1)%

The fees that we receive for providing investment management and advisory services are primarily driven by the level of AUM. Accordingly, since market movements and foreign currency volatility impact the level of our AUM, such items will impact the level of revenues we receive from our Asset Management business. A substantial portion of our AUM is invested in equities, and market movements reflected in the changes in Lazard's AUM during the period generally corresponded to the changes in global market indices. Our AUM at September 30, 2011 decreased 13% versus AUM at December 31, 2010 (primarily due to market and foreign exchange depreciation), while our average AUM for the third quarter and nine months of 2011 increased 11% and 15%, respectively, as compared to our average AUM for the corresponding periods of 2010. The higher levels of average AUM contributed to increased management fee revenues in the 2011 periods.

### **Financial Statement Overview**

#### **Net Revenue**

The majority of Lazard's Financial Advisory net revenue is earned from the successful completion of M&A transactions, strategic advisory matters, restructuring and capital structure advisory services, capital raising and similar transactions. The main drivers of Financial Advisory net revenue are overall M&A activity, the level of corporate debt defaults and the environment for capital raising activities, particularly in the industries and geographic markets in which Lazard focuses. In some client engagements, often those involving financially distressed companies, revenue is earned in the form of retainers and similar fees that are contractually agreed upon with each client for each assignment and are not necessarily linked to the completion of a transaction. In addition, Lazard also earns fees from providing strategic advice to clients, with such fees not being dependent on a specific transaction, and may also earn fees in connection with public and private securities offerings and for referring opportunities to LFCM Holdings for underwriting, distribution and placement of securities. Significant fluctuations in Financial Advisory net revenue can

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occur over the course of any given year, because a significant portion of such net revenue is earned upon the successful completion of a transaction, restructuring or capital raising activity, the timing of which is uncertain and is not subject to Lazard's control.

Lazard's Asset Management segment principally includes LAM, LFG, Edgewater and Lazard Wealth Management. Asset Management net revenue is derived from fees for investment management and advisory services provided to institutional and private clients. The main driver of Asset Management net revenue is the level of AUM, which is influenced by the performance of the global equity markets and, to a lesser extent, fixed income markets and Lazard's investment performance, which impacts its ability to successfully attract and retain assets. As a result, fluctuations (including timing thereof) in financial markets and client asset inflows and outflows have a direct effect on Asset Management net revenue and operating income. Asset Management fees are generally based on the level of AUM measured daily, monthly or quarterly, and an increase or reduction in AUM, due to market price fluctuations, currency fluctuations, net client asset flows or otherwise, will result in a corresponding increase or decrease in management fees. The majority of our investment advisory contracts are generally terminable at any time or on notice of 30 days or less. Institutional and individual clients, and firms with which we have strategic alliances, can terminate their relationship with us, reduce the aggregate amount of AUM or shift their funds to other types of accounts with different rate structures for a number of reasons, including investment performance, changes in prevailing interest rates and financial market performance. In addition, as Lazard's AUM includes significant amounts of assets that are denominated in currencies other than U.S. Dollars, changes in the value of the U.S. Dollar relative to foreign currencies will impact the value of Lazard's AUM. Fees vary with the type of assets managed and the vehicle in which they are managed, with higher fees earned on equity assets, alternative investments (such as hedge funds) and private equity investments, and lower fees earned on fixed income and cash management products.

The Company earns performance-based incentive fees on various investment products, including traditional products and alternative investment funds such as hedge funds and private equity funds.

For hedge funds, incentive fees are calculated based on a specified percentage of a fund's net appreciation, in some cases in excess of established benchmarks or thresholds. The Company records incentive fees on traditional products and hedge funds at the end of the relevant performance measurement period, when potential uncertainties regarding the ultimate realizable amounts have been determined. The incentive fee measurement period is generally an annual period (unless an account terminates during the year), and therefore such incentive fees are usually recorded in the fourth quarter of Lazard's fiscal year. These incentive fees received at the end of the measurement period are not subject to reversal or payback. Incentive fees on hedge funds generally are subject to loss carryforward provisions in which losses incurred by the hedge funds in any year are applied against certain future period net appreciation before any incentive fees can be earned.

For private equity funds, incentive fees may be earned in the form of a "carried interest" if profits arising from realized investments exceed a specified threshold. Typically, such carried interest is ultimately calculated on a whole-fund basis and, therefore, clawback of carried interests during the life of the fund can occur. As a result, incentive fees earned on our private equity funds are not recognized until potential uncertainties regarding the ultimate realizable amounts have been determined, including any potential for clawback.

Corporate segment net revenue consists primarily of investment gains and losses on the Company's "seed investments" in LAM equity funds and principal investments in equities and alternative asset management funds, investments at LFB, and "equity method" investments, gains and losses on the extinguishment of debt and interest income and interest expense, including amounts earned at LFB. Corporate net revenue also can fluctuate due to changes in the fair value of investments classified as "trading", and with respect to "available-for-sale" investments, when realized, or, with respect to "available-for-sale" and "held-to-maturity" investments, when a decline is determined to be other than temporary, as well as due to changes in interest and currency exchange rates and in the levels of cash, investments and indebtedness. As of September 30, 2011 and December 31, 2010 the Company held no "available-for-sale" or "held-to-maturity" investments.

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Although Corporate segment net revenue during the first nine months of 2011 represented (3)% of Lazard's net revenue, total assets in the Corporate segment represented 53% of Lazard's consolidated total assets as of September 30, 2011, which is attributable to assets associated with LFB, investments in government bonds and money market funds, fixed income funds, alternative asset management funds and other securities, private equity investments and cash.

### ***Operating Expenses***

The majority of Lazard's operating expenses relate to compensation and benefits for managing directors and employees. Our compensation and benefits expense includes (i) salaries and benefits, (ii) amortization of the relevant portion of (a) share-based incentive compensation under the Lazard Ltd 2005 Equity Incentive Plan (the "2005 Plan") and the Lazard Ltd 2008 Incentive Compensation Plan (the "2008 Plan") and (b) Lazard Fund Interests (see Note 13 of Notes to Condensed Consolidated Financial Statements) and (iii) a provision for discretionary bonuses and profit pools. Compensation expense in any given period is dependent on many factors, including general economic and market conditions, our operating and financial performance, staffing levels, competitive pay conditions, the nature of revenues earned, as well as the mix between current and deferred compensation. As reflected in the tables below, our compensation expense-to-operating revenue ratios for the third quarters of 2011 and 2010 were 58.8% and 59.5%, respectively, and for the nine month periods of 2011 and 2010 were 58.5% and 59.7, respectively (with such ratios utilizing "operating revenue" and "adjusted compensation and benefits expense" (see "Consolidated Results of Operations" below)).

Lazard's operating expenses also include "non-compensation expense" (which includes costs for occupancy and equipment, marketing and business development, technology and information services, professional services, fund administration and outsourced services and other expenses), amortization of intangible assets related to acquisitions and, in 2010, restructuring expense. Amortization of intangible assets relates primarily to the acquisition of Edgewater. Restructuring expense relates to certain staff reductions and realignment of personnel in the first quarter of 2010, and includes severance and related benefits expense, the acceleration of unrecognized expense pertaining to restricted stock unit awards denominated in shares of Lazard Ltd Class A common stock ("RSUs") previously granted to individuals who were terminated and certain other costs related to these initiatives.

### ***Provision for Income Taxes***

Lazard Group primarily operates in the U.S. as a limited liability company that is treated as a partnership for U.S. federal income tax purposes. As a result, Lazard Group's income pertaining to the limited liability company is not subject to U.S. federal income taxes because taxes associated with such income represent obligations of the individual partners. Outside the U.S., Lazard Group operates principally through corporations and is subject to local income taxes. Income taxes shown on Lazard's consolidated statements of operations are principally related to non-U.S. entities and to New York City Unincorporated Business Tax ("UBT") attributable to Lazard's operations apportioned to New York City.

### ***Noncontrolling Interests***

Noncontrolling interests primarily relate to the amount attributable to Edgewater and various LAM-related general partnership interests ("GPs") in limited partnerships held directly by certain of our LAM managing directors. See Note 12 of Notes to Condensed Consolidated Financial Statements for information regarding the Company's noncontrolling interests.

**Consolidated Results of Operations**

Lazard’s consolidated financial statements are presented in U.S. Dollars. Many of our non-U.S. subsidiaries have a functional currency (*i.e.*, the currency in which operational activities are primarily conducted) that is other than the U.S. Dollar, generally the currency of the country in which the subsidiaries are domiciled. Such subsidiaries’ assets and liabilities are translated into U.S. Dollars using exchange rates as of the respective balance sheet date, while revenue and expenses are translated at average exchange rates during the respective periods based on the daily closing exchange rates. Adjustments that result from translating amounts from a subsidiary’s functional currency are reported as a component of members’ equity. Foreign currency remeasurement gains and losses on transactions in non-functional currencies are included in the consolidated statements of operations.

During the third quarter of 2011 and the first quarter of 2010, the Company reported certain credits (charges) (the “2011 special item” and the “2010 special items”, respectively, and collectively, the “2011 and 2010 special items”) that significantly impacted operating results for the applicable periods. The impact of such special items on the Company’s condensed consolidated statements of operations (described in more detail in Notes 10, 13 and 15 of Notes to Condensed Consolidated Financial Statements) is described in the tables below.

	Three Months Ended September 30, 2011	Nine Months Ended			
		September 30, 2011	September 30, 2010		
		Debt Extinguishment (a)	Debt Extinguishment (a)	Restructuring (b)	RSU Retirement Amendment (c)
			(\$ in thousands)		
Other Revenue	\$ 18,171	\$ 18,171			
Compensation				\$ (24,860)	\$ (24,860)
Restructuring			\$ (87,108)		(87,108)
Operating Income (Loss)	18,171	18,171	(87,108)	(24,860)	(111,968)
Provision (Benefit) For Income Taxes	3,398	3,398	(5,680)	(1,363)	(7,043)
Net Income (Loss) Attributable To Lazard Group	<u>\$ 14,773</u>	<u>\$ 14,773</u>	<u>\$ (81,428)</u>	<u>\$ (23,497)</u>	<u>\$(104,925)</u>

(a) Gain related to repurchase of the Company’s outstanding 3.25% subordinated promissory note in the third quarter of 2011.

(b) Restructuring plan announced in the first quarter of 2010.

(c) Accelerated amortization expense recognized in the first quarter of 2010 in connection with the vesting of share-based incentive compensation awards related to the amendment of the Company’s retirement policy.

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Selected financial data from the Company's reported consolidated results of operations for the 2011 and 2010 periods is set forth below, followed by a more detailed discussion of both consolidated and business segment results.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
	(\$ in thousands)			
<b>Net Revenue</b>	\$465,323	\$452,541	\$1,381,248	\$1,309,296
<b>Operating Expenses:</b>				
Compensation and benefits	273,518	282,525	829,989	845,918
Non-compensation	99,313	89,379	291,239	258,952
Amortization of intangible assets related to acquisitions	1,716	1,719	4,896	5,258
Restructuring	—	—	—	87,108
Total operating expenses	374,547	373,623	1,126,124	1,197,236
<b>Operating Income</b>	90,776	78,918	255,124	112,060
Provision for income taxes	12,880	10,195	36,986	28,775
<b>Net Income</b>	77,896	68,723	218,138	83,285
<b>Less – Net Income Attributable to Noncontrolling Interests</b>	225	110	7,017	2,949
<b>Net Income Attributable to Lazard Group</b>	\$ 77,671	\$ 68,613	\$ 211,121	\$ 80,336
<b>Operating Income, As a % Of Net Revenue</b>	20%	17%	18%	9%

Management believes that the impact of the 2011 and 2010 special items should be considered when comparing the results of the periods in providing the most meaningful comparison between present, historical and future periods.

The tables below describe the components of operating revenue, compensation and benefits expense and non-compensation expense, and related key ratios, non-U.S. GAAP measures used by the Company to manage total compensation and benefits expense and non-compensation expense. Management believes such non-GAAP measures provide the most meaningful basis for comparison between present, historical and future periods.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
	(\$ in thousands)			
<b>Operating revenue</b>				
Total revenue	\$488,500	\$477,826	\$1,453,078	\$1,386,448
Add (deduct):				
LFB interest expense (a)	(778)	(2,145)	(2,812)	(6,691)
Revenue related to noncontrolling interests (b)	(3,057)	(2,000)	(14,345)	(9,137)
2011 special item (c)	(18,171)	—	(18,171)	—
Changes in fair value pertaining to Lazard Fund Interests (d)	3,961	—	3,961	—
Operating revenue	\$470,455	\$473,681	\$1,421,711	\$1,370,620

- (a) Interest expense incurred by LFB is reported as a charge in determining operating revenue because LFB is a commercial bank and we consider its interest expense to be a cost directly related to the revenues of its business.
- (b) Revenue related to the consolidation of noncontrolling interests is excluded from operating revenue because the Company has no economic interest in such amount.
- (c) Gain related to the repurchase of the Company's subordinated promissory note is excluded from operating revenue because of the non-operating nature of such transaction.

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- (d) Changes in the fair value of investments held in connection with Lazard Fund Interests and other similar arrangements are excluded from operating revenue because they are directly offset by the change in value of the derivative liability pertaining to such awards, which is recorded within compensation and benefits expense.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
(\$ in thousands)				
<b>Compensation and benefits expense</b>				
Total compensation and benefits expense	\$273,518	\$282,525	\$829,989	\$845,918
Deduct:				
2010 special item	–	–	–	(24,860)
Noncontrolling interests (a)	(837)	(831)	(2,749)	(2,531)
Lazard Fund Interests (b)	3,961	–	3,961	–
Adjusted compensation and benefits expense	<u>\$276,642</u>	<u>\$281,694</u>	<u>\$831,201</u>	<u>\$818,527</u>
Adjusted compensation and benefits expense, as a % of Operating Revenue	<u>58.8%</u>	<u>59.5%</u>	<u>58.5%</u>	<u>59.7%</u>
(\$ in thousands)				
<b>Non-compensation expense</b>				
Total non-compensation expense	\$99,313	\$89,379	\$291,239	\$258,952
Deduct:				
Noncontrolling interests (a)	(780)	(274)	(1,438)	(671)
Adjusted non-compensation expense	<u>\$98,533</u>	<u>\$89,105</u>	<u>\$289,801</u>	<u>\$258,281</u>
Adjusted non-compensation expense, as a % of Operating Revenue	<u>20.9%</u>	<u>18.8%</u>	<u>20.4%</u>	<u>18.8%</u>

(a) Expenses related to the consolidation of noncontrolling interests are excluded because the Company has no economic interest in such amounts.

(b) Changes in fair value of the derivative compensation liability recorded in connection with Lazard Fund Interests and other similar arrangements are excluded from compensation and benefits expense because such amounts are equally offset by a corresponding change in the fair value of the underlying investments excluded from operating revenue.

Certain additional key ratios, statistics and headcount information for the 2011 and 2010 periods are set forth below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
<b>As a % of Net Revenue, by Revenue Category:</b>				
Investment banking and other advisory fees	53%	54%	52%	58%
Money management fees	46	45	48	43
Interest income	1	1	1	1
Other	5	5	5	4
Interest expense	(5)	(5)	(6)	(6)
Net Revenue	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>

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	As Of		
	September 30, 2011	December 31, 2010	September 30, 2010
<b>Headcount:</b>			
Managing Directors:			
Financial Advisory	140	129	130
Asset Management	70	64	64
Corporate	10	9	9
Other Employees:			
Business segment professionals	1,068	999	1,002
All other professionals and support staff	1,164	1,131	1,112
Total	<u>2,452</u>	<u>2,332</u>	<u>2,317</u>

### Operating Results

The Company's quarterly revenue and profits can fluctuate materially depending on the number, size and timing of completed transactions on which it advised, as well as seasonality, the performance of equity markets and other factors. Accordingly, the revenue and profits in any particular quarter may not be indicative of future results. Lazard management believes that annual results are the most meaningful basis for comparison among present, historical and future periods. As reflected in the table above, the 2011 and 2010 special items had a significant impact on the Company's reported operating results for the applicable periods of those years. Lazard management believes that comparisons between periods are most meaningful after excluding the impact of such items.

#### *Three Months Ended September 30, 2011 versus September 30, 2010*

The Company reported net income attributable to Lazard Group of \$78 million, as compared to net income of \$69 million in the 2010 period. The Company's results in the 2011 period were favorably impacted by the 2011 special item, which served to increase the net income attributable to Lazard Group by \$15 million. Excluding the after-tax impact of the 2011 special item, net income attributable to Lazard Group in the 2011 period decreased \$6 million, or 8%, as compared to the 2010 period. The changes in the Company's operating results during these periods are described below.

Net revenue increased by \$13 million, or 3%, with operating revenue decreasing by \$3 million, or 1%, respectively, as compared to the 2010 period. Excluding the impact of the 2011 special item, net revenue in 2011 decreased \$5 million, or 1%. Fees from investment banking and other advisory activities increased \$3 million, or 1%, and were principally driven by increases in M&A and Strategic Advisory revenues, substantially offset by declines in Restructuring and Capital Markets Advisory revenues. Restructuring revenue decreased reflecting a cyclical decline in restructuring activity and the number of corporate debt defaults. Money management fees, including incentive fees, increased \$11 million, or 5%, principally due to a \$15 billion, or 11%, increase in average AUM for the 2011 period, partially offset by lower incentive fees earned on traditional long-only products in the 2011 period. Other revenue decreased \$2 million, or 10%, primarily resulting from net investment losses in the 2011 period (including losses related to Lazard Fund Interests, which are directly offset by a corresponding reduction in compensation and benefits expense), as compared to net investment gains in the 2010 period, with such differential more than offsetting the \$18 million gain relating to the 2011 special item. Interest expense decreased \$2 million, or 8%.

Compensation and benefits expense was \$274 million as compared to \$283 million in the 2010 period, a decrease of \$9 million, or 3%.

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Non-compensation expense increased \$10 million, or 11%. The increase in non-compensation expense was attributable to increases related to occupancy, technology and business development expenses, fund administration and outsourced services related to the growth in the number of transactions and average AUM and the adverse impact of the weakening of the U.S. Dollar versus foreign currencies.

Amortization of intangible assets remained substantially unchanged as compared to the 2010 period.

Operating income was \$91 million, an increase of \$12 million, as compared to operating income of \$79 million in the 2010 period and, as a percentage of net revenue, was 20% as compared to 17% in the 2010 period. Excluding the impact of the 2011 special item, operating income in the 2011 period was \$73 million, a decrease of \$6 million, or 8%, as compared to operating income in the 2010 period, and, as a percentage of net revenue, was 16%, as compared to 17% in the 2010 period.

The provision for income taxes was \$13 million, an increase of \$3 million as compared to the 2010 period. When excluding the \$3 million provision related to the 2011 special item, the income tax provision in the 2011 period was substantially unchanged compared to the 2010 period.

Net income attributable to noncontrolling interests was substantially unchanged compared to the 2010 period.

### *Nine Months Ended September 30, 2011 versus September 30, 2010*

The Company reported net income attributable to Lazard Group of \$211 million, as compared to net income of \$80 million in the 2010 period. The Company's results in the 2011 and 2010 periods were impacted by the 2011 and 2010 special items, which served to increase (decrease) the net income attributable to Lazard Group by \$15 million and (\$105) million, respectively. Excluding the after-tax impact of the 2011 and 2010 special items, net income attributable to Lazard Group in the 2011 period increased \$11 million, or 6%, as compared to the 2010 period. The changes in the Company's operating results during these periods are described below.

Net revenue and operating revenue increased \$72 million, or 5%, and \$51 million, or 4%, respectively, as compared to the 2010 period. Excluding the impact of the 2011 special item, net revenue in 2011 increased \$54 million, or 4%. Fees from investment banking and other advisory activities declined \$48 million, or 6%, and were principally driven by a decline in Restructuring and Capital Markets Advisory revenues, partially offset by increased M&A and Strategic Advisory revenues. Restructuring revenue decreased reflecting a cyclical decline in restructuring activity and the number of corporate debt defaults. Money management fees, including incentive fees, increased \$98 million, or 18%, principally due to a \$20 billion, or 15%, increase in average AUM for the 2011 period, and a favorable change in the mix of AUM into higher margin equity products, partially offset by lower incentive fees earned on traditional long-only products in the 2011 period. Interest income decreased \$1 million, or 7%, due primarily to a shift in asset allocation at LFB (with a corresponding decrease in interest expense). Other revenue increased \$18 million, or 37%, primarily due to the \$18 million gain relating to the 2011 special item, an \$11 million increase in net referral fees for underwriting, and increased foreign exchange gains and commission revenue, with these items partially offset by net investment losses in the 2011 period (including losses related to Lazard Fund Interests, which are directly offset by a corresponding reduction in compensation and benefits expense) as compared to net investments gains in the 2010 period. Interest expense decreased \$5 million, or 7%.

Compensation and benefits expense was \$830 million as compared to \$846 million in the 2010 period. When excluding the 2010 special item of \$25 million, compensation and benefits expense increased \$9 million, or 1%, with the rate of increase being consistent with the Company's goal to grow compensation expense at a slower rate than revenues.

Non-compensation expense increased \$32 million, or 12%. The increase in non-compensation expense was attributable to (i) investments in our businesses for recruiting, occupancy and technology, (ii) higher levels of activity in Asset Management and Financial Advisory and (iii) the weakening of the U.S. Dollar versus foreign currencies.

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Amortization of intangible assets remained substantially unchanged as compared to the 2010 period.

In the first quarter of 2010, the Company announced plans to reduce certain staff and realign personnel. As a result, the 2010 special items include a restructuring charge of \$87 million in connection with severance and benefit payments, the acceleration of unrecognized expense pertaining to share-based incentive compensation previously granted to individuals who were terminated and certain other costs related to the restructuring initiatives.

Operating income was \$255 million, an increase of \$143 million, as compared to operating income of \$112 million in the 2010 period (with such amounts including the impact of the 2011 and 2010 special items) and, as a percentage of net revenue, was 18% as compared to 9% in the 2010 period. Excluding the impact of the 2011 and 2010 special items, operating income in the 2011 period was \$237 million, an increase of \$13 million, or 6%, as compared to operating income of \$224 million in the 2010 period, and, as a percentage of net revenue, was 17%, in both the 2011 and 2010 periods.

The provision for income taxes was \$37 million, an increase of \$8 million as compared to the 2010 period. When excluding the provision (benefit) for income taxes of \$3 million and (\$7) million related to the 2011 and 2010 special items, respectively, the income tax provision in the 2011 period was \$34 million, a decrease of \$2 million, as compared to income taxes of \$36 million in the 2010 period.

Net income attributable to noncontrolling interests increased \$4 million as compared to the 2010 period principally due to an increase relating to Edgewater in the 2011 period.

### **Business Segments**

The following is a discussion of net revenue and operating income for the Company's business segments - Financial Advisory, Asset Management and Corporate. Each segment's operating expenses include (i) compensation and benefits expenses that are incurred directly in support of the segment and (ii) other operating expenses, which include directly incurred expenses for occupancy and equipment, marketing and business development, technology and information services, professional services, fund administration and outsourcing, and indirect support costs (including compensation and benefits expense and other operating expenses related thereto) for administrative services. Such administrative services include, but are not limited to, accounting, tax, legal, facilities management and senior management activities. Such support costs are allocated to the relevant segments based on various statistical drivers such as headcount, square footage and other factors.

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**Financial Advisory**

The following tables summarize the reported operating results of the Financial Advisory segment for the 2011 and 2010 periods.

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2011	2010	2011	2010
	(\$ in thousands)			
M&A and Strategic Advisory	\$ 199,120	\$ 160,662	\$ 533,440	\$ 454,073
Capital Markets and Other Advisory	16,316	27,350	76,142	68,342
Sub-total	215,436	188,012	609,582	522,415
Restructuring	38,149	66,000	122,039	246,066
Net Revenue	253,585	254,012	731,621	768,481
Operating Expenses (b)	213,614	215,838	641,397	667,538(a)
Operating Income	\$ 39,971	\$ 38,174	\$ 90,224	\$ 100,943
Operating Income, As A Percentage Of Net Revenue	16%	15%	12%	13%

	As Of		
	September 30, 2011	December 31, 2010	September 30, 2010
Headcount (c):			
Managing Directors	140	129	130
Other Employees:			
Business segment professionals	718	673	679
All other professionals and support staff	237	222	208
Total	1,095	1,024	1,017

- (a) Includes \$19,571 representing the portion of the 2010 special items attributable to the Financial Advisory segment.
- (b) Includes indirect support costs (including compensation and benefits expense and other operating expenses related thereto).
- (c) Excludes headcount related to indirect support functions, with such headcount being included in the Corporate segment.

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Net revenue trends in Financial Advisory for M&A and Strategic Advisory and Restructuring are generally correlated to the volume of completed industry-wide M&A transactions and restructurings occurring subsequent to corporate debt defaults, respectively. However, deviations from this relationship can occur in any given year for a number of reasons. For instance, our results can diverge from industry-wide activity where there are material variances from the level of industry-wide M&A activity in a particular market where Lazard has significant market share, or regarding the relative number of our advisory engagements with respect to larger-sized transactions, and where we are involved in significant non-public assignments. Certain Lazard client statistics and global industry statistics are set forth below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
<b>Lazard Statistics:</b>				
Number of Clients With Fees Greater Than \$1 Million:				
Total Financial Advisory	65	61	173	177
M&A and Strategic Advisory	49	44	115	108
Percentage of Total Financial Advisory Revenue from Top 10 Clients	29%	41%	17%	22%
Number of M&A Transactions Completed With Values Greater than \$1 billion (a)	11	10	41	25

(a) Source: Dealogic as of October 7, 2011.

The geographical distribution of Financial Advisory net revenue is set forth below in percentage terms and is based on the Lazard offices that generate Financial Advisory net revenue, which are located in the U.S., Europe (principally in the U.K., France, Italy, Spain and Germany) and the rest of the world (principally in Australia) and therefore may not be reflective of the geography in which the clients are located.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
United States	51%	62%	53%	56%
Europe	43	29	40	39
Rest of World	6	9	7	5
Total	100%	100%	100%	100%

The Company's managing directors and many of its professionals have significant experience, and many of them are able to use this experience to advise on M&A, strategic advisory matters and restructuring transactions, depending on clients' needs. This flexibility allows Lazard to better match its professionals with the counter-cyclical business cycles of mergers and acquisitions and restructurings. While Lazard measures revenue by practice area, Lazard does not separately measure the costs or profitability of M&A services as compared to restructuring services. Accordingly, Lazard measures performance in its Financial Advisory segment based on overall segment net revenue and operating income margins.

### ***Financial Advisory Results of Operations***

Financial Advisory's quarterly revenue and profits can fluctuate materially depending on the number, size and timing of completed transactions on which it advised, as well as seasonality and other factors. Accordingly, the revenue and profits in any particular quarter or period may not be indicative of future results. Lazard management believes that annual results are the most meaningful basis for comparison among present, historical and future periods. As reflected in the table of operating results of the Financial Advisory segment above, the portion of the 2010 special item attributable to the Financial

**Advisory segment had a significant impact on the segment's reported operating results for the nine month period of that year. Lazard management believes that comparisons between periods are most meaningful after excluding the impact of such item.**

*Three Months Ended September 30, 2011 versus September 30, 2010*

M&A and Strategic Advisory, Capital Markets and Other Advisory revenue, in the aggregate, increased \$27 million, or 15%, as compared to the 2010 period, with M&A and Strategic Advisory revenue increasing \$38 million, or 24%, partially offset by a decrease in Capital Markets and Other Advisory net revenue of \$11 million, or 40%. Restructuring net revenue declined \$28 million, or 42%.

The increase in M&A and Strategic Advisory revenue was principally due to an increased number and higher average fees per M&A and Strategic Advisory transaction. Our major clients, which in the aggregate represented a significant portion of our M&A and Strategic Advisory revenue in the third quarter of 2011, included The Carlyle Group, Carrefour, Citadel Broadcasting, Clayton, Dubilier & Rice, Gloucester Coal, Landis+Gyr, Nestlé Health Science, Progress Energy, Royalty Pharmaceuticals and Tyco.

The decrease in Capital Markets and Other Advisory net revenue principally reflected decreased fees as a result of a lower level of fund closings by our Private Fund Advisory Group.

Restructuring revenue is derived from various activities including bankruptcy assignments, global debt and financing restructurings, distressed asset sales and advice on complex on- and off-balance sheet assignments. The Restructuring revenue decrease was driven by a cyclical decline in global restructuring activity, resulting in a decline in the number of active assignments in the 2011 period as compared to the corresponding prior year period, and a corresponding decrease in completion fees.

Operating expenses declined by \$2 million as compared to the 2010 period, principally due to reductions in compensation and benefits expense, partially offset by increases in travel and other business development expenses.

Financial Advisory operating income was \$40 million, an increase of \$2 million, as compared to operating income of \$38 million in the 2010 period and, as a percentage of net revenue, was 16% as compared to 15% in 2010.

*Nine Months Ended September 30, 2011 versus September 30, 2010*

M&A and Strategic Advisory, Capital Markets and Other Advisory revenue, in the aggregate, increased \$87 million, or 17%, as compared to the 2010 period, with M&A and Strategic Advisory revenue increasing \$79 million, or 17%, and Capital Markets and Other Advisory net revenue increasing \$8 million, or 11%. Offsetting these increases was a decline in Restructuring net revenue of \$124 million, or 50%.

The increase in M&A and Strategic Advisory revenue was principally due to higher average fees per M&A and Strategic Advisory transaction. The increase in Capital Markets and Other Advisory net revenue was principally due to increased referral fees for underwritings of public offerings.

The Restructuring revenue decrease was driven by a cyclical decline in global restructuring activity, resulting in a decline in the number of active assignments in the 2011 period as compared to the corresponding prior year period, and a corresponding decrease in completion fees.

Operating expenses decreased \$26 million, or 4%, as compared to the 2010 period. Excluding the \$20 million negative impact of the 2010 special item attributable to the Financial Advisory segment, operating expenses decreased \$6 million, or 1%. The principal contributor to the decrease was a decline in compensation and benefits expense, partially offset by higher costs related to travel and other business development expenses.

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Financial Advisory operating income was \$90 million, a decrease of \$11 million, as compared to operating income of \$101 million in the 2010 period (with such latter amount including the impact of the 2010 special item) and, as a percentage of net revenue, was 12% as compared to 13% in 2010. Excluding the impact of the 2010 special item, operating income in the 2011 period decreased \$31 million, as compared to operating income of \$121 million in the 2010 period, and, as a percentage of net revenue, was 12%, as compared to 16% in the 2010 period.

### Asset Management

The following table shows the composition of AUM for the Asset Management segment:

	As of	
	September 30, 2011	December 31, 2010
(\$ in millions)		
<b>AUM:</b>		
International Equities	\$ 26,227	\$ 32,037
Global Equities	66,844	77,965
U.S. Equities	17,964	21,298
Total Equities	<u>111,035</u>	<u>131,300</u>
European and International Fixed Income	12,372	12,249
Global Fixed Income	2,119	1,705
U.S. Fixed Income	3,073	3,190
Total Fixed Income	<u>17,564</u>	<u>17,144</u>
Alternative Investments	5,555	5,524
Private Equity	1,493	1,294
Cash Management	165	75
Total AUM	<u>\$ 135,812</u>	<u>\$ 155,337</u>

Average AUM for the 2011 and 2010 periods is set forth below. Average AUM is based on an average of quarterly ending balances for the respective periods.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
(\$ in millions)				
Average AUM	<u>\$ 148,705</u>	<u>\$ 133,528</u>	<u>\$ 153,299</u>	<u>\$ 132,893</u>

Total AUM at September 30, 2011 decreased \$20 billion, or 13%, primarily due to market and foreign exchange depreciation, as compared to that at December 31, 2010. Average AUM for the three month and nine month periods in 2011 was 11% and 15% higher, respectively, than the average AUM for the corresponding periods in 2010. International, Global and U.S. equities represented 19%, 49% and 13% of total AUM at September 30, 2011, versus 21%, 50% and 14% at December 31, 2010.

As of September 30, 2011 and December 31, 2010, approximately 90% of our AUM was managed on behalf of institutional clients, including corporations, labor unions, public pension funds, insurance companies and banks, and through sub-advisory relationships, mutual fund sponsors, broker-dealers and registered advisors, and, as of such dates, 10% of our AUM was managed on behalf of individual client relationships, which are principally with family offices and high-net worth individuals.

As of September 30, 2011, AUM denominated in foreign currencies represented approximately 62% of our total AUM, as compared to 63% at December 31, 2010. Foreign denominated AUM declines in value with the strengthening of the U.S. Dollar and increases in value as the U.S. Dollar weakens.

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The following is a summary of changes in AUM for the 2011 and 2010 periods.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
	(\$ in millions)			
AUM—Beginning of Period	\$ 161,597	\$ 123,483	\$ 155,337	\$ 129,543
Net Flows (a)	(1,122)	1,142	(754)	6,173
Market and Foreign Exchange Appreciation (Depreciation)	(24,663)	18,948	(18,771)	7,857
AUM—End of Period	<u>\$ 135,812</u>	<u>\$ 143,573</u>	<u>\$ 135,812</u>	<u>\$ 143,573</u>

(a) Includes inflows of \$6,327 and \$5,627 and outflows of \$7,449 and \$4,485 for the three month periods in 2011 and 2010, respectively, and inflows of \$20,585 and \$21,917 and outflows of \$21,339 and \$15,744 for the nine month periods in 2011 and 2010, respectively.

Inflows in the first nine months of 2011 were principally in Global Equities due to increased investments in existing accounts, as well as new accounts gained. Outflows in the period occurred primarily in Global and International Equities and, to a lesser extent, certain International Equity and Fixed Income products.

As of October 27, 2011, AUM was \$149.4 billion, a \$13.6 billion increase since September 30, 2011. The change in AUM was due to market/foreign exchange appreciation of \$13.2 billion and net inflows of \$0.4 billion. Market appreciation was approximately 10% of AUM since September 30, 2011, which was generally consistent with the increase in global market indices during that period.

The following table summarizes the reported operating results of the Asset Management segment for the 2011 and 2010 periods.

	Three Months Ended September 30,		Nine Months Ended September 30	
	2011	2010	2011	2010
	(\$ in thousands)			
Revenue:				
Management Fees	\$ 199,980	\$ 183,975	\$ 627,965	\$ 512,758
Incentive Fees	9,395	15,469	20,872	41,891
Other Income	9,702	10,688	41,948	32,650
Net Revenue	219,077	210,132	690,785	587,299
Operating Expenses (b)	156,709	150,515	466,827	416,841(a)
Operating Income	<u>\$ 62,368</u>	<u>\$ 59,617</u>	<u>\$ 223,958</u>	<u>\$ 170,458</u>
Operating Income, As A Percentage of Net Revenue	<u>28%</u>	<u>28%</u>	<u>32%</u>	<u>29%</u>

	As Of		
	September 30, 2011	December 31, 2010	September 30, 2010
Headcount (c):			
Managing Directors	70	64	64
Other Employees:			
Business segment professionals	337	315	313
All other professionals and support staff	318	297	289
Total	<u>725</u>	<u>676</u>	<u>666</u>

(a) Includes \$2,902 representing the portion of the 2010 special item attributable to the Asset Management segment.

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- (b) Includes indirect support costs (including compensation and benefits expense and other operating expenses related thereto).
- (c) Excludes headcount related to indirect support functions, with such headcount being included in the Corporate segment.

The geographical distribution of Asset Management net revenue is set forth below in percentage terms, and is based on the Lazard offices that manage the respective AUM amounts. Such geographical distribution may not be reflective of the geography of the investment products or clients.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
United States	61%	59%	60%	57%
Europe	29	30	29	32
Rest of World	10	11	11	11
Total	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>

### *Asset Management Results of Operations*

Asset Management's quarterly revenue and profits in any particular quarter or period may not be indicative of future results and may fluctuate based on the performance of the equity markets. Lazard management believes that annual results are the most meaningful basis for comparison among present, historical and future periods. As reflected in the table of operating results of the Asset Management segment above, the portion of the 2010 special item attributable to the Asset Management segment impacted the segment's reported operating results for the nine month period of that year. Lazard management believes that comparisons between periods are most meaningful after excluding the impact of such item.

#### *Three Months Ended September 30, 2011 versus September 30, 2010*

Asset Management net revenue increased \$9 million, or 4%, as compared to the 2010 period. Management fees increased \$16 million, or 9%, as compared to the 2010 period, driven primarily by an 11% increase in average AUM. Incentive fees, consisting of traditional long-only investment strategies, decreased \$6 million, or 39%, as compared to the 2010 period. Other revenue decreased \$1 million, or 9%, as compared to the 2010 period.

Operating expenses increased \$6 million, or 4%, as compared to the 2010 period, principally due to higher compensation expense, as well as higher fees for fund administration and outsourced services and increased business development expenses for travel and market related data due to the increased level of business activity, transactions and average AUM.

Asset Management operating income was \$62 million, an increase of \$2 million, as compared to operating income of \$60 million in the 2010 period and, as a percentage of net revenue, was 28% in both the 2011 and 2010 periods.

#### *Nine Months Ended September 30, 2011 versus September 30, 2010*

Asset Management net revenue increased \$103 million, or 18%, as compared to the 2010 period. Management fees increased \$115 million, or 22%, as compared to the 2010 period, driven primarily by a 15% increase in average AUM, as well as a favorable change in the mix of AUM into higher margin equity products. Incentive fees, consisting of traditional long-only investment strategies, decreased \$21 million, or 50%, as compared to the 2010 period. Other revenue increased \$9 million, or 28%, as compared to the 2010 period, principally due to increased investment and commission income.

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Operating expenses increased \$50 million, or 12%, as compared to the 2010 period. Excluding the impact of the 2010 special item attributable to the Asset Management segment, operating expenses increased \$53 million, or 13%, due to higher compensation expense, higher fees for fund administration and outsourced services and increased business development expenses for travel and market related data due to the increased level of business activity, transactions and average AUM.

Asset Management operating income was \$224 million, an increase of \$54 million, as compared to operating income of \$170 million in the 2010 period (with such latter amount including the impact of the 2010 special item) and, as a percentage of net revenue, was 32% as compared to 29% in 2010. Excluding the impact of the 2010 special item, operating income in the 2011 period increased \$51 million, as compared to operating income of \$173 million in the 2010 period, and, as a percentage of net revenue, was 32%, as compared to 30% in the 2010 period.

### Corporate

The following table summarizes the reported operating results of the Corporate segment for the 2011 and 2010 periods.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
	(\$ in thousands)			
Interest Income	\$ 3,425	\$ 4,651	\$ 10,360	\$ 14,753
Interest Expense	(22,461)	(25,050)	(69,836)	(75,738)
Net Interest (Expense)	(19,036)	(20,399)	(59,476)	(60,985)
Other Revenue	11,697 (a)	8,796	18,318 (a)	14,501
Net Revenue (Expense)	(7,339)	(11,603)	(41,158)	(46,484)
Operating Expenses	4,224	7,270	17,900	112,857 (b)
Operating Loss	<u>\$ (11,563)</u>	<u>\$ (18,873)</u>	<u>\$ (59,058)</u>	<u>\$ (159,341)</u>

	As Of		
	September 30, 2011	December 31, 2010	September 30, 2010
Headcount (c):			
Managing Directors	10	9	9
Other Employees:			
Business segment professionals	13	11	10
All other professionals and support staff	609	612	615
Total	<u>632</u>	<u>632</u>	<u>634</u>

(a) Includes a gain of \$18,171 related to the 2011 special item, all of which is attributable to the Corporate segment.

(b) Includes expenses of \$89,495 representing the portion of the 2010 special items attributable to the Corporate segment.

(c) Includes headcount related to support functions.

### Corporate Results of Operations

As reflected in the table of operating results of the Corporate segment above, the 2011 and 2010 special items had a significant impact on the segment's reported operating results for the applicable periods. Lazard management believes that comparisons between periods are most meaningful after excluding the impact of such items.

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### *Three Months Ended September 30, 2011 versus September 30, 2010*

Net interest expense decreased \$1 million, or 7%, as compared to the 2010 period.

Other revenue in the 2011 period increased \$3 million, or 33%, including the impact of the 2011 special item, all of which was attributable to the Corporate segment. When excluding the impact of the 2011 special item, other revenue decreased \$15 million, principally due to net investment losses.

Operating expenses in the 2011 period decreased \$3 million, principally due to increased allocations to the business segments.

### *Nine Months Ended September 30, 2011 versus September 30, 2010*

Net interest expense decreased \$2 million, or 2%, as compared to the 2010 period.

Other revenue in the 2011 period increased \$4 million, or 26%, including the impact of the 2011 special item, all of which was attributable to the Corporate segment. When excluding the impact of the 2011 special item, other revenue decreased \$14 million, or 99%, principally due to net investment losses.

Operating expenses in the 2011 period decreased \$95 million, or 84%, substantially all of which related to the net impact in the prior year's period of the 2010 special items attributable to the Corporate segment. When excluding the impact of the 2010 special items, operating expenses decreased \$5 million, or 23%, principally due to expenses related to secondary offerings in the 2010 period.

## **Cash Flows**

The Company's cash flows are influenced by the timing of the receipt of Financial Advisory and Asset Management fees, the timing of distributions to shareholders, payments of incentive compensation to managing directors and employees and purchases of Class A common stock. M&A, Strategic Advisory and Asset Management fees are generally collected within 60 days of billing, while Restructuring fee collections may extend beyond 60 days, particularly those that involve bankruptcies with court-ordered holdbacks. Fees from our Private Fund Advisory Group activities are generally collected over a four-year period from billing and typically include an interest component.

The Company traditionally pays a significant portion of its incentive compensation during the first four months of each calendar year with respect to the prior year's results.

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### Summary of Cash Flows:

	Nine Months Ended September 30,	
	2011	2010
	(\$ in millions)	
<b>Cash Provided By (Used In):</b>		
Operating activities:		
Net income	\$ 218.1	\$ 83.3
Noncash charges (a)	232.5	279.1
Other operating activities (b)	(168.9)	(320.9)
Net cash provided by operating activities	281.7	41.5
Investing activities (c)	(16.9)	113.2
Financing activities (d)	(484.7)	(225.7)
Effect of exchange rate changes	0.2	(4.0)
<b>Net Decrease in Cash and Cash Equivalents</b>	<b>(219.7)</b>	<b>(75.0)</b>
<b>Cash and Cash Equivalents:</b>		
Beginning of Period	1,024.8	899.7
End of Period	<u>\$ 805.1</u>	<u>\$ 824.7</u>

(a) Consists of the following:

Depreciation and amortization of property	\$ 18.2	\$ 16.1
Amortization of deferred expenses, stock units and interest rate hedge	227.6	257.3
Amortization of intangible assets related to acquisitions	4.9	5.3
(Gain) loss on extinguishment of debt	(18.2)	0.4
Total	<u>\$ 232.5</u>	<u>\$ 279.1</u>

(b) Includes net changes in operating assets and liabilities.

(c) In 2010, consists primarily of activity relating to proceeds from sales and maturities of "available-for-sale" securities and the distribution received relating to our equity method investment in Sapphire.

(d) Consists primarily of purchases of shares of Class A common stock and common membership interests from LAZ-MD Holdings, settlements of vested RSUs, and distributions to members and noncontrolling interest holders and, in 2011, the repurchase of the Company's 3.25% subordinated promissory note.

### Liquidity and Capital Resources

The Company's liquidity and capital resources are derived from operating activities, financing agreements and equity offerings.

#### Operating Activities

Net revenue, operating income and cash receipts fluctuate significantly between quarters. In the case of Financial Advisory, fee receipts are principally dependent upon the successful completion of client transactions, the occurrence and timing of which is irregular and not subject to Lazard's control. In the case of Asset Management, incentive fees earned on AUM are generally not earned until the end of the applicable measurement period, which is generally the fourth quarter of Lazard's fiscal year, with the respective receivable collected in the first quarter of the following year.

Liquidity is significantly impacted by incentive compensation payments, a significant portion of which historically has been made during the first four months of the year. As a consequence, cash on hand generally

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declines in the beginning of the year and gradually builds over the remainder of the year. We also pay certain tax advances during the year on behalf of our managing directors, which serve to reduce their respective incentive compensation payments. We expect this seasonal pattern of cash flow to continue.

Lazard's consolidated financial statements are presented in U.S. Dollars. Many of Lazard's non-U.S. subsidiaries have a functional currency (*i.e.*, the currency in which operational activities are primarily conducted) that is other than the U.S. Dollar, generally the currency of the country in which such subsidiaries are domiciled. Such subsidiaries' assets and liabilities are translated into U.S. Dollars at the respective balance sheet date exchange rates, while revenue and expenses are translated at average exchange rates during the year based on the daily closing exchange rates. Adjustments that result from translating amounts from a subsidiary's functional currency are reported as a component of members' equity. Foreign currency remeasurement gains and losses on transactions in non-functional currencies are included on the consolidated statements of operations.

We regularly monitor our liquidity position, including cash levels, credit lines, principal investment commitments, interest and principal payments on debt, capital expenditures and matters relating to liquidity and to compliance with regulatory net capital requirements. At September 30, 2011, Lazard had approximately \$0.8 billion of cash, with such amount including approximately \$342 million held at Lazard's foreign operations. No material amount of additional U.S. income taxes would be recognized upon receipt of dividends or distributions of earnings from the Company's foreign operations.

We maintain lines of credit in excess of anticipated liquidity requirements. As of September 30, 2011, Lazard had approximately \$322 million in unused lines of credit available to it, including a \$150 million, three-year, senior revolving credit facility with a group of lenders that matures in April 2013 (the "Credit Facility") (see "—Financing Activities" below) and unused lines of credit available to LFB of approximately \$100 million (at September 30, 2011 exchange rates) and Edgewater of \$65 million. In addition, LFB has access to the Eurosystem Covered Bond Purchase Program of the Banque de France.

The Credit Facility contains customary terms and conditions, including limitations on consolidations, mergers, indebtedness and certain payments, as well as financial condition covenants relating to leverage and interest coverage ratios. Lazard Group's obligations under the Credit Facility may be accelerated upon customary events of default, including non-payment of principal or interest, breaches of covenants, cross-defaults to other material debt, a change in control and specified bankruptcy events.

### **Financing Activities**

The table below sets forth our corporate indebtedness as of September 30, 2011 and December 31, 2010. The agreements with respect to this indebtedness are discussed in more detail in our consolidated financial statements and related notes included elsewhere in this Form 10-Q and in our Form 10-K.

	Maturity Date	As of		Increase (Decrease)
		September 30, 2011	December 31, 2010	
(\$ in millions)				
Senior Debt:				
7.125%	2015	\$ 528.5	\$ 528.5	\$ —
6.85%	2017	548.4	548.4	—
Subordinated Debt (a):				
3.25%	2016	—	150.0	(150.0)
Total Senior and Subordinated Debt		<u>\$ 1,076.9</u>	<u>\$ 1,226.9</u>	<u>\$ (150.0)</u>

(a) On July 22, 2011, the Company repurchased its outstanding 3.25% subordinated promissory note, at a cost, excluding accrued interest, of \$131.8 million. Such repurchase resulted in a pre-tax gain of \$18.2 million.

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Lazard's annual cash flow generated from operations historically has been sufficient to enable it to meet its annual obligations. Lazard has not drawn on its Credit Facility and prior revolving credit facility since June 30, 2006. We believe that our cash flows from operating activities, along with the use of our credit lines as needed, should be sufficient for us to fund our current obligations for the next 12 months and beyond.

As long as the lenders' commitments remain in effect, any loan pursuant to the Credit Facility remains outstanding and unpaid or any other amount is owing to the lending bank group, the Credit Facility includes financial condition covenants that require that Lazard Group not permit (i) its Consolidated Leverage Ratio (as defined in the Credit Facility) for the 12-month period ending on the last day of any fiscal quarter to be greater than 4.00 to 1.00 or (ii) its Consolidated Interest Coverage Ratio (as defined in the Credit Facility) for the 12-month period ending on the last day of any fiscal quarter to be less than 3.00 to 1.00. For the 12-month period ended September 30, 2011 Lazard Group was in compliance with such ratios, with its Consolidated Leverage Ratio being 1.58 to 1.00 and its Consolidated Interest Coverage Ratio being 9.20 to 1.00. In any event, no amounts were outstanding under the Credit Facility as of September 30, 2011.

In addition, the Credit Facility, indenture and supplemental indentures relating to Lazard Group's senior notes, contain certain other covenants (none of which relate to financial condition), events of default and other customary provisions. At September 30, 2011, the Company was in compliance with all of these provisions. We may, to the extent required and subject to restrictions contained in our financing arrangements, use other financing sources, which may cause us to be subject to additional restrictions or covenants.

See Note 10 of Notes to Condensed Consolidated Financial Statements for additional information regarding senior and subordinated debt.

### **Members' Equity**

At September 30, 2011, total members' equity was \$690 million as compared to \$490 million at December 31, 2010, including \$576 million and \$370 million attributable to Lazard Group on the respective dates. The net activity in members' equity during the nine month period ended September 30, 2011 is reflected in the table below (in millions of dollars):

Members' Equity – December 31, 2010	\$ 490
Increase (decrease) due to:	
Net income	218
Amortization of share-based incentive compensation	211
Common membership interests issued in connection with business acquisitions	53
Delivery of Lazard Ltd Class A common stock in connection with business acquisitions	42
Purchase of Class A common stock and Lazard Group common membership interests	(159)
Delivery of Class A common stock in connection with share-based incentive compensation	(90)
Distributions to members and noncontrolling interests – net	(69)
AOCI (including noncontrolling interests' portion thereof)(*)	(12)
Other – net	6
Members' Equity – September 30, 2011	<u>\$ 690</u>
(*) Includes:	
Net foreign currency translation adjustments	\$ (6)
Employee benefit plan and other adjustments	(6)
Total	<u>\$ (12)</u>

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On January 27, 2010, the Board of Directors of Lazard Ltd authorized, on a cumulative basis, a share repurchase program permitting the repurchase of up to \$200 million in aggregate cost of its Class A common stock and Lazard Group common membership interests through December 31, 2011. In February 2011, the Board of Directors of Lazard Ltd authorized the repurchase of up to an additional \$250 million in aggregate cost of Lazard Ltd Class A common stock and Lazard Group common membership interests through December 31, 2012. During the nine month period ended September 30, 2011 the Company repurchased 4,318,916 shares of Class A common stock, at an aggregate cost of \$159 million and 19,032 Lazard Group common membership interests at an aggregate cost of \$1 million. As of September 30, 2011, \$133 million of the \$450 million share repurchase amount authorized as of such date remained available under the share repurchase program, which authorization expires on December 31, 2012. On October 26, 2011, Lazard Ltd's Board of Directors authorized, on a cumulative basis, the repurchase of up to an additional \$125 million in aggregate cost of its Class A common stock and Lazard Group common membership interests, which authorization expires on December 31, 2013, and brings the total remaining repurchase authorization to \$258 million, subject to expiration as set forth above. Furthermore, under the terms of the 2005 Plan and the 2008 Plan, upon the vesting of RSUs, shares of Class A common stock may be withheld by the Company to cover estimated income taxes.

In addition to the repurchases of Class A common stock and Lazard Group common membership interests described above, during the nine month period ended September 30, 2011, in order, among other reasons, to help neutralize the dilutive effect of our share-based incentive compensation plans, the Company utilized \$98 million to satisfy certain employees' withholding tax obligations on vested RSUs and vested shares of restricted Class A common stock in lieu of issuing 2,371,664 shares of Class A common stock directly by Lazard Ltd or by delivery of shares held by Lazard Group.

See Note 12 of Notes to Condensed Consolidated Financial Statements for information regarding (i) the issuance of Class A common stock, (ii) secondary offerings of Class A common stock, (iii) exchanges of Lazard Group common membership interests and (iv) the share repurchase program, and Note 13 of Notes to Condensed Consolidated Financial Statements for information regarding incentive plans.

### **Regulatory Capital**

We actively monitor our regulatory capital base. Our principal subsidiaries are subject to regulatory requirements in their respective jurisdictions to ensure their general financial soundness and liquidity, which require, among other things, that we comply with certain minimum capital requirements, record-keeping, reporting procedures, relationships with customers, experience and training requirements for employees and certain other requirements and procedures. These regulatory requirements may restrict the flow of funds to affiliates. See Note 18 of Notes to Condensed Consolidated Financial Statements for further information. These regulations differ in the U.S., the U.K., France and other countries in which we operate. Our capital structure is designed to provide each of our subsidiaries with capital and liquidity consistent with its business and regulatory requirements. For a discussion of regulations relating to us, see "Item 1-Business—Regulation" included in the Form 10-K.

### **Contractual Obligations**

The following table sets forth information relating to Lazard's contractual obligations as of September 30, 2011:

	Contractual Obligations Payment Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Senior Debt (including interest)	\$ 1,452,845	\$ 75,218	\$ 150,435	\$ 641,280	\$ 585,912
Operating Leases (exclusive of \$180,647 of sublease income) (a)	1,080,135	59,768	132,599	126,108	761,660
LAM Merger cash consideration (b)	90,348	90,348	-	-	-
Capital Leases (including interest)	26,416	3,908	7,046	5,565	9,897
Investment Capital Funding Commitments (a)	69,445	42,692	26,753	-	-
Total (c)	<u>\$ 2,719,189</u>	<u>\$ 271,934</u>	<u>\$ 316,833</u>	<u>\$ 772,953</u>	<u>\$ 1,357,469</u>

- (a) See Note 11 of Notes to Condensed Consolidated Financial Statements.
- (b) See Note 7 of Notes to Condensed Consolidated Financial Statements.
- (c) The table above excludes contingent obligations and any possible payments for uncertain tax positions given the inability to estimate the timing of the latter payments. See Notes 11, 13, 14 and 16 of Notes to Condensed Consolidated Financial Statements regarding information in connection with commitments, incentive plans, employee benefit plans and income taxes, respectively.

### **Critical Accounting Policies and Estimates**

Management's discussion and analysis of our consolidated financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in conformity with accounting principles generally accepted in the United States of America. The preparation of Lazard's consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, Lazard evaluates its estimates, including those related to revenue recognition, compensation liabilities, income taxes, investing activities and goodwill. Lazard bases these estimates on historical experience and various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Lazard believes that the critical accounting policies set forth below comprise the most significant estimates and judgments used in the preparation of its consolidated financial statements.

#### ***Revenue Recognition***

Lazard generates substantially all of its net revenue from providing Financial Advisory and Asset Management services to clients. Lazard recognizes revenue when the following criteria are met:

- there is persuasive evidence of an arrangement with a client,
- the agreed-upon services have been provided,
- fees are fixed or determinable, and
- collection is probable.

The Company earns performance-based incentive fees on various investment products, including traditional products and alternative investment funds such as hedge funds and private equity funds (see "Financial Statement Overview").

If, in Lazard's judgment, collection of a fee is not probable, Lazard will not recognize revenue until the uncertainty is removed. We maintain an allowance for doubtful accounts to provide coverage for estimated losses from our fee and customer receivables. We determine the adequacy of the allowance by estimating the probability of loss based on management's analysis of the client's creditworthiness and specifically reserve against exposures where we determine the receivables are impaired, which may include situations where a fee is in dispute or litigation has commenced.

With respect to fees receivable from Financial Advisory activities, such receivables are generally deemed past due when they are outstanding 60 days from the date of invoice. However, some Financial Advisory transactions include specific contractual payment terms that may vary from one month to four years (as is the case for our Private Fund Advisory fees) following the invoice date or may be subject to court approval (as is the case with restructuring assignments that include bankruptcy proceedings). In such cases, receivables are deemed past due when payment is not received by the agreed-upon contractual date or the court approval date, respectively. Financial Advisory fee receivables past due in excess of 180 days are fully provided for unless there is evidence that the balance is collectible. Asset Management fees are deemed past due and fully provided for

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when such receivables are outstanding 12 months after the invoice date. Notwithstanding our policy for receivables past due, we specifically reserve against exposures relating to Financial Advisory and Asset Management fees where we determine receivables are impaired.

At September 30, 2011 and December 31, 2010, the Company had receivables past due of approximately \$21 million and \$17 million, respectively, and its allowance for doubtful accounts was \$17 million and \$15 million at such respective dates.

### ***Income Taxes***

As part of the process of preparing its consolidated financial statements, Lazard is required to estimate its income taxes in each of the jurisdictions in which it operates. This process requires Lazard to estimate its actual current tax liability and to assess temporary differences resulting from differing book versus tax treatment of items, such as deferred revenue, compensation and benefits expense, unrealized gains or losses on investments and depreciation and amortization. These temporary differences, and any net operating loss and tax credit carryforwards, result in deferred tax assets and liabilities, as applicable, which are included within Lazard's consolidated statements of financial condition. Significant management judgment is required in determining Lazard's provision for income taxes, its deferred tax assets and liabilities and any valuation allowance recorded against its net deferred tax assets. At December 31, 2010, the Company recorded net deferred tax assets of approximately \$115 million, with such amount substantially offset by a valuation allowance due to the uncertainty of realizing the benefits of the book versus tax basis differences and certain net operating loss carry-forwards.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized and, when necessary, valuation allowances are established. The ultimate realization of the deferred tax assets is dependent upon the generation of future taxable income during the periods in which temporary differences become deductible. Management considers the level of historical taxable income, scheduled reversals of deferred taxes, projected future taxable income and tax planning strategies that can be implemented by the Company in making this assessment. If actual results differ from these estimates or Lazard adjusts these estimates in future periods, Lazard may need to adjust its valuation allowance if such circumstances indicate that the valuation allowance should be reduced or is no longer necessary. The portion reduced would result in a reduction in the provision for income taxes. A reduction in the valuation allowance could materially impact Lazard's consolidated financial position and results of operations in the period within which any valuation allowance is released, and could ultimately increase our effective tax rate.

Furthermore, management applies the more likely than not criteria prior to the recognition of a financial statement benefit of a tax position taken or expected to be taken in a tax return with respect to uncertainties in income taxes. Tax contingencies can involve complex issues and may require an extended period of time to resolve. Changes in the geographic mix or estimated level of annual pre-tax income can affect Lazard's overall effective tax rate. In addition, Lazard's interpretation of complex tax laws may impact its recognition and measurement of current and deferred income taxes.

### ***Investments***

Investments consist principally of debt securities, equities, interests in alternative asset management funds and other private equity investments.

These investments are carried at either fair value on the consolidated statements of financial condition, with any increases or decreases in fair value reflected (i) in earnings, to the extent held by our broker-dealer subsidiaries or when designated as "trading" securities within our non-broker-dealer subsidiaries, and (ii) in AOCI, to the extent designated as "available-for-sale" securities until such time they are realized and reclassified to earnings, or, if designated as "held-to-maturity" securities, amortized cost on the consolidated statements of financial condition.

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Any declines in the fair value of “available-for-sale” and “held-to-maturity” securities that are determined to be other than temporary are charged to earnings. As of December 31, 2010 and September 30, 2011, there were no securities designated as “available-for-sale” or “held-to-maturity”.

Gains and losses on investment positions held, which arise from sales or changes in the fair value of the investments, are not predictable and can cause periodic fluctuations in net income or AOCI and therefore subject Lazard to market and credit risk.

Data relating to net investments at September 30, 2011 and December 31, 2010 is set forth below (in millions of dollars):

	<u>September 30,</u> <u>2011</u>		<u>December 31,</u> <u>2010</u>	
	\$(a)	%	\$	%
Debt securities (b)	\$ 30	9%	\$ 66	17%
Equity securities (net of \$1 and \$3 of securities sold, not yet purchased, at September 30, 2011 and December 31, 2010, respectively) (c)	88	28	86	22
Alternative asset management funds (principally GP interests in LAM-managed hedge funds) (d)	38	12	50	13
Private equity (e)	105	33	96	25
Other (f)	56	18	87	23
Net investments	<u>\$317</u>	<u>100%</u>	<u>\$385</u>	<u>100%</u>
Total assets	<u>\$3,061</u>		<u>\$3,336</u>	
Net investments, as a percentage of total assets	<u>10%</u>		<u>12%</u>	

- (a) Investments above include investments held in connection with Lazard Fund Interests and other similar arrangements granted, with a fair value of \$29 million at September 30, 2011. Market risk associated with such investments is directly offset by any changes in the fair value related to the Company’s obligation pertaining to such awards.
- (b) Debt securities primarily consist of seed investments in fixed income funds of our Asset Management business and non-U.S. Government agency securities and, at December 31, 2010, securities issued by the U.S. Government and its agencies. Hedging strategies are employed to reduce market risk, and, in turn, the volatility to earnings.
- (c) The Company’s equity securities principally represent investments in marketable equity securities of large-, mid- and small-cap domestic, international and global companies to seed new Asset Management products and includes investments in public and private asset management funds managed both by LAM and third-party asset managers. Hedging strategies are employed to reduce market risk, and, in turn, the volatility to earnings. Additional information regarding equity securities as of September 30, 2011 and December 31, 2010 is shown below:

Percentage invested in:	<u>September 30,</u> <u>2011</u>	<u>December 31,</u> <u>2010</u>
	Consumer	37%
Financials	18	28
Industrial	10	9
Other	35	35
Total	<u>100%</u>	<u>100%</u>

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- (d) The fair value of such interests reflects the pro-rata value of the ownership of the underlying securities in the funds. Such funds are broadly diversified and may incorporate particular strategies; however, there are no investments in funds with a single sector strategy.
- (e) Comprised of investments in private equity funds and direct private equity interests that are generally not subject to short-term market fluctuation, but may subject Lazard to market or credit risk.  
Private equity investments primarily include (i) a mezzanine fund, which invests in mezzanine debt of a diversified selection of small-to mid-cap European companies; (ii) CP II, a private equity fund targeting significant noncontrolling investments in established public and private companies; and (iii) Edgewater Growth Capital Partners III, a private equity fund primarily making growth equity and buyout investments in high-quality, lower middle market companies. Private equity investments represent approximately 3% of total assets at both September 30, 2011 and December 31, 2010.
- (f) Represents investments (i) accounted for under the equity method of accounting and (ii) private equity and general partnership interests that are consolidated but owned by noncontrolling interests, and therefore do not subject the Company to market or credit risk. The applicable noncontrolling interests are presented within “members’ equity” on the consolidated statements of financial condition.

Lazard categorizes its investments and certain other assets and liabilities recorded at fair value into a three-level fair value hierarchy as follows:

Level 1. Assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that Lazard has the ability to access.

Level 2. Assets and liabilities whose values are based on quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in non-active markets or assets valued based on net asset value (“NAV”) redeemable at the measurement date or within the near term without redemption restrictions, or inputs other than quoted prices that are directly observable or derived principally from, or corroborated by, market data.

Level 3. Assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management’s own assumptions about the assumptions a market participant would use in pricing the asset or liability. Items included in Level 3 include securities or other financial assets whose volume and level of activity have significantly decreased when compared with normal market activity and there is no longer sufficient frequency or volume to provide pricing information on an ongoing basis, as well as assets valued based on NAV not redeemable within the near term.

At September 30, 2011, the Company’s investments in U.S Government and agency debt securities as well as its corporate and other debt securities are considered Level 1 assets with the respective fair values based on unadjusted quoted prices in active markets. The Company’s investments in fixed income funds are considered Level 1 assets when their fair values are based on the reported closing price for the fund or Level 2 assets when their fair values are primarily based on quotes as provided by external pricing services.

The fair value of our equities is principally classified as Level 1 or Level 2 as follows: marketable equity securities are classified as Level 1 and are valued based on the last trade price on the primary exchange for that security; public asset management funds are classified as Level 1 and are valued based on the reported closing price for the fund; and investments in private asset management funds are classified as Level 2 and are primarily valued based on information provided by fund managers and secondarily, from external pricing services to the extent managed by LAM.

The fair value of our interests in alternative asset management funds is classified as either Level 2 or Level 3 depending on the time frame of any applicable redemption restrictions, and is based on information provided by external pricing services.

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The fair value of our private equity investments is classified as Level 3 and is based on financial statements of the underlying fund provided by fund managers, appraisals and internal valuations.

Where information reported is based on broker quotes, the Company generally obtains one quote/price per instrument. In some cases, quotes related to corporate bonds obtained through external pricing services represent the average of several broker quotes. Where information reported is based on data received from fund managers or from external pricing services, the Company analyzes such information to ascertain at which level within the fair value hierarchy to classify the investment.

For additional information regarding risks associated with our investments, see “Risk Management—Market and Credit Risks.”

See Notes 4 and 5 of Notes to Condensed Consolidated Financial Statements for additional information regarding investments and certain other assets and liabilities measured at fair value, including the levels of fair value within which such measurements of fair value fall.

### ***Assets Under Management***

AUM managed by LAM and LFG, which represents substantially all of the Company’s total AUM, principally consists of debt and equity instruments whose value is readily available based on quoted prices on a recognized exchange or by a broker. Accordingly, significant estimates and judgments are generally not involved in the calculation of the value of our AUM.

### ***Goodwill***

In accordance with current accounting guidance, goodwill has an indefinite life and is tested for impairment annually or more frequently if circumstances indicate impairment may have occurred. In this process, Lazard makes estimates and assumptions in order to determine the fair value of its assets and liabilities and to project future earnings using various valuation techniques. Lazard’s assumptions and estimates are used in projecting future earnings as part of the valuation, and actual results could differ from those estimates. See Note 9 of Notes to Condensed Consolidated Financial Statements for additional information regarding goodwill.

### ***Consolidation of VIEs***

The consolidated financial statements include the accounts of Lazard Group and all other entities in which it has a controlling interest. Lazard determines whether it has a controlling interest in an entity by first evaluating whether the entity is a voting interest entity or a variable interest entity (“VIE”) under U.S. GAAP.

- **Voting Interest Entities.** Voting interest entities are entities in which (i) the total equity investment at risk is sufficient to enable the entity to finance itself independently and (ii) the equity holders have the obligation to absorb losses, the right to receive residual returns and the right to make decisions about the entity’s activities. Lazard is required to consolidate a voting interest entity that it maintains an ownership interest in if it holds a majority of the voting interest in such entity.
- **Variable Interest Entities.** VIEs are entities that lack one or more of the characteristics of a voting interest entity. If Lazard has a variable interest, or a combination of variable interests in a VIE, it is required to analyze whether it needs to consolidate such VIE.

Lazard is involved with various entities in the normal course of business that are VIEs and holds variable interests in such VIEs. Transactions associated with these entities primarily include investment management, real estate and private equity investments. Those VIEs for which Lazard is determined to be the primary beneficiary are consolidated in accordance with the applicable accounting guidance. Those VIEs include company-sponsored venture capital investment vehicles established in connection with Lazard’s compensation plans.

## **Risk Management**

The Company encounters risk in the normal course of business and therefore we have designed risk management processes to help manage and monitor such risks considering both the nature of our business and our operating model. The Company is subject to varying degrees of credit, market, operational and liquidity risks (see “—Liquidity and Capital Resources”) and monitors these risks at both an entity and on a consolidated basis. Management within each of Lazard’s operating locations are principally responsible for managing the risks within its respective businesses on a day-to-day basis.

### ***Market and Credit Risks***

Lazard is subject to credit and market risks and therefore has established procedures to assess such risks, as well as specific interest rate and currency risk, and has established limits related to various positions. Market and/or credit risks related to investments are discussed under “Critical Accounting Policies and Estimates—Investments” above.

Lazard enters into interest rate swaps and foreign currency exchange contracts to hedge exposures to interest rates and currency exchange rates and uses equity swap contracts to hedge a portion of its market exposure with respect to certain equity investments.

At September 30, 2011 and December 31, 2010, derivative contracts are recorded at fair value and are related primarily to interest rate, equity and fixed income swaps and foreign currency exchange rate contracts, as well as the derivative liability arising from the Company’s obligation pertaining to Lazard Fund Interests and other similar arrangements (see Note 6 of Notes to Condensed Consolidated Financial Statements). Derivative assets amounted to \$20 million and \$2 million at September 30, 2011 and December 31, 2010, respectively, and derivative liabilities amounted to \$30 million and \$3 million at such respective dates.

With respect to LFB’s operations, LFB engages in commercial banking activities that primarily include investing in securities, deposit taking and, to a lesser degree, lending. In addition, LFB may take open foreign exchange positions with a view to profit, but does not sell foreign exchange options in this context, and enters into interest rate swaps, forward foreign exchange contracts and other derivative contracts to hedge exposures to interest rate and currency fluctuations.

The primary market risks associated with LFB’s foreign currency exchange hedging and lending activities are sensitivity to changes in the general level of interest rate and foreign exchange risk. The risk management strategies that we employ use various risk sensitivity metrics to measure such risks and to examine behavior under significant adverse market conditions, such as those we are currently experiencing. The following sensitivity metrics provide the resultant effects on the Company’s operating income for the nine month period ended September 30, 2011:

- LFB’s interest rate risk as measured by a 100+/- basis point change in interest rates totaled \$600 thousand.
- Foreign currency risk associated with LFB’s open positions, in the aggregate, as measured by a 200+/- basis point change against the U.S. Dollar, totaled approximately \$3 thousand.

LFB fully secures its collateralized financing transactions with fixed income securities.

### ***Risks Related to Receivables***

We maintain an allowance for doubtful accounts to provide coverage for probable losses from our fee and customer receivables. We determine the adequacy of the allowance by estimating the probability of loss based on management’s analysis of the client’s creditworthiness and specifically reserve against exposures where we

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determine the receivables are impaired. At September 30, 2011, total receivables amounted to \$776 million, net of an allowance for doubtful accounts of \$17 million. As of that date, financial advisory and asset management fees, customer and related party receivables comprised 57%, 18% and 25% of total receivables, respectively. At December 31, 2010, total receivables amounted to \$747 million, net of an allowance for doubtful accounts of \$15 million. As of that date, financial advisory and asset management fees, customer and related party receivables comprised 64%, 9% and 27% of total receivables, respectively. See also “Critical Accounting Policies and Estimates—Revenue Recognition” above and Note 3 of Notes to Condensed Consolidated Financial Statements for additional information regarding receivables.

### ***Credit Concentration***

To reduce the exposure to concentrations of credit from banking activities within LFB, the Company has established limits for corporate counterparties and monitors the exposure against such limits. At September 30, 2011, excluding deposits with inter-bank counterparties, LFB had no exposure to an individual counterparty that exceeded \$23 million, with such amount being fully collateralized.

With respect to activities outside LFB, as of September 30, 2011, the Company’s largest individual counterparty exposure was a Financial Advisory fee receivable of \$16 million, the terms of which require payment over a remaining period of 21 months, including accrued interest.

### ***Risks Related to Short-Term Investments and Corporate Indebtedness***

A significant portion of the Company’s indebtedness has fixed interest rates, while its cash and short-term investments generally have floating interest rates. Based on account balances as of September 30, 2011, Lazard estimates that its annual operating income relating to cash and short-term investments and corporate indebtedness would increase by approximately \$8 million in the event interest rates were to increase by 1% and decrease by approximately \$3 million if rates were to decrease by 1%.

As of September 30, 2011, the Company’s cash and cash equivalents totaled approximately \$0.8 billion. Substantially all of the Company’s cash and cash equivalents were invested in highly liquid institutional money market funds (a significant majority of which were invested solely in U.S. Government or agency money market funds) or in short-term interest earning accounts at a number of leading banks throughout the world, or in short-term certificates of deposit from such banks. On a regular basis, management reviews and updates its list of approved depositor banks as well as deposit and investment thresholds.

### ***Operational Risks***

Operational risk is inherent in all our business and may, for example, manifest itself in the form of errors, breaches in the system of internal controls, business interruptions, fraud or legal actions due to operating deficiencies or noncompliance. The Company maintains a framework including policies and a system of internal controls designed to monitor and manage operational risk and provide management with timely and accurate information. Management within each of the operating companies is primarily responsible for its operational risk programs. The Company has in place business continuity and disaster recovery programs that manage its capabilities to provide services in the case of a disruption. We purchase insurance programs designed to protect the Company against accidental loss and losses, which may significantly affect our financial objectives, personnel, property or our ability to continue to meet our responsibilities to our various stakeholder groups.

### ***Recent Accounting Developments***

For a discussion of recently issued accounting pronouncements and their impact or potential impact on Lazard’s consolidated financial statements, see Note 2 of Notes to Condensed Consolidated Financial Statements.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

**Risk Management**

Quantitative and qualitative disclosures about market risk are included under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Risk Management.”

**Item 4. Controls and Procedures**

Our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act as of the end of the period covered by this quarterly report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this quarterly report, our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) are effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

In addition, no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) occurred during our most recent fiscal quarter that has materially affected, or is likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

The Company is involved from time to time in a number of judicial, regulatory and arbitration proceedings and inquiries concerning matters arising in connection with the conduct of our businesses, including proceedings initiated by former employees alleging wrongful termination. The Company reviews such matters on a case-by-case basis and establishes any required accrual if a loss is probable and the amount of such loss can be reasonably estimated. The Company does experience significant variation in its revenue and earnings on a quarterly basis. Accordingly, the results of any pending matter or matters could be significant when compared to the Company's earnings in any particular fiscal quarter. The Company believes, however, based on currently available information, that the results of any pending matters, in the aggregate, will not have a material effect on its business or financial condition.

**Item 1A. Risk Factors**

There were no material changes from the risk factors previously disclosed in the Company's Annual Report on Form 10-K.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Not applicable.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. (Removed and Reserved)**

**Item 5. Other Information**

None.

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<b>Item 6.</b>	<b>Exhibits</b>
3.1	Lazard Group LLC's Certificate of Formation (incorporated by reference to Exhibit 3.1 to Lazard Group LLC's Registration Statement (File No. 333-126751) on Form S-4 filed on July 21, 2005).
3.2	Lazard Group LLC's Certificate of Amendment of Certificate of Formation of Lazard Group LLC, changing name to Lazard Group LLC (incorporated by reference to Exhibit 3.2 to Lazard Group LLC's Registration Statement (File No. 333-126751) on Form S-4 filed on July 21, 2005).
3.3	Operating Agreement of Lazard Group LLC, dated as of May 10, 2005 (incorporated by reference to Exhibit 10.2 to Lazard Ltd's Quarterly Report (File No. 001-32492) on Form 10-Q filed on June 16, 2005).
3.4	Amendment No. 1 to the Operating Agreement of Lazard Group LLC, dated as of December 19, 2005 (incorporated by reference to Exhibit 3.01 to Lazard Group LLC's Current Report on Form 8-K (File No. 333-126751) filed on December 19, 2005).
3.5	Amendment No. 2 dated as of May 7, 2008, to the Operating Agreement of Lazard Group LLC dated as of May 10, 2005 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 333-126751) filed on May 8, 2008).
3.6	Amendment No. 3 dated as of April 27, 2010 to the Operating Agreement of Lazard Group LLC dated as of May 10, 2005 (incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report (File No. 333-126751) on Form 10-Q filed on April 30, 2010).
4.1	Indenture, dated as of May 10, 2005, by and between Lazard Group LLC and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.1 to Lazard Group LLC's Registration Statement (File No. 333-126751) on Form S-4 filed on July 21, 2005).
4.2	First Supplemental Indenture, dated as of May 10, 2005, by and between Lazard Group LLC and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.2 to Lazard Group LLC's Registration Statement (File No. 333-126751) on Form S-4 filed on July 21, 2005).
4.3	Second Supplemental Indenture, dated as of May 10, 2005, by and between Lazard Group LLC and The Bank of New York, as Trustee (incorporated by reference to Exhibit 10.37 to Lazard Group LLC's Registration Statement (File No. 333-126751) on Form S-4 filed on July 21, 2005).
4.4	Amended and Restated Third Supplemental Indenture, dated as of May 15, 2008, by and among Lazard Group LLC and The Bank of New York, as trustee (incorporated by reference to Exhibit 4.01 to Lazard Group LLC's Current Report on Form 8-K (Commission File No. 333-126751) filed on May 16, 2008).
4.5	Form of Senior Note (included in Exhibit 4.4).
4.6	\$546 million, 7.125% Senior Notes Due 2015, issued by Lazard Group LLC (incorporated by reference to Exhibit 4.5 to Lazard Group LLC's Quarterly Report (File No. 333-126751) on Form 10-Q filed on November 10, 2005).
4.7	Fourth Supplemental Indenture, dated as of June 21, 2007, between Lazard Group LLC and The Bank of New York, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 333-126751) filed on June 22, 2007).
10.1	Master Separation Agreement, dated as of May 10, 2005, by and among Lazard Ltd, Lazard Group LLC, LAZ-MD Holdings LLC and LFCM Holdings LLC (incorporated by reference to Exhibit 2.1 to Lazard Ltd's Quarterly Report (File No. 001-32492) on Form 10-Q filed on June 16, 2005).
10.2	Amendment No. 1, dated as of November 6, 2006, to the Master Separation Agreement, dated as of May 10, 2005, by and among the Lazard Ltd, Lazard Group LLC and LAZ-MD Holdings LLC (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report (File No. 333-126751) on Form 10-Q filed on November 7, 2006).

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- 10.3 Second Amendment, dated as of May 7, 2008, to the Master Separation Agreement dated as of May 10, 2005, as amended, by and among Lazard Ltd, Lazard Group LLC and LAZ-MD Holdings LLC (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K (File No. 333-126751) filed on May 8, 2008).
- 10.4 Class B-1 and Class C Members Transaction Agreement (incorporated by reference to Exhibit 2.2 to Lazard Ltd's Registration Statement (File No. 333-121407) on Form S-1 filed on December 17, 2004).
- 10.5 Amended and Restated Stockholders' Agreement, dated as of November 6, 2006, by and among LAZ-MD Holdings LLC, Lazard Ltd and certain members of LAZ-MD Holdings LLC (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report (File No. 333-126751) on Form 10-Q filed on November 7, 2006).
- 10.6 First Amendment dated as of May 7, 2008, to the Amended and Restated Stockholders' Agreement dated as of November 6, 2006, between LAZ- MD Holdings LLC and Lazard Ltd (incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report (File No. 333-126751) on Form 10-Q filed on May 9, 2008).
- 10.7 Employee Benefits Agreement, dated as of May 10, 2005, by and among Lazard Ltd, Lazard Group LLC, LAZ-MD Holdings LLC and LFCM Holdings LLC (incorporated by reference to Exhibit 10.4 to Lazard Ltd's Quarterly Report (File No. 001-32492) on Form 10-Q filed on June 16, 2005).
- 10.8 Insurance Matters Agreement, dated as of May 10, 2005, by and between Lazard Group LLC and LFCM Holdings LLC (incorporated by reference to Exhibit 10.5 to Lazard Ltd's Quarterly Report (File No. 001-32492) on Form 10-Q filed on June 16, 2005).
- 10.9 License Agreement, dated as of May 10, 2005, by and among Lazard Strategic Coordination Company, LLC, Lazard Frères & Co. LLC, Lazard Frères S.A.S., Lazard & Co. Holdings Limited and LFCM Holdings LLC (incorporated by reference to Exhibit 10.6 to Lazard Ltd's Quarterly Report (File No. 001-32492) on Form 10-Q filed on June 16, 2005).
- 10.10 Administrative Services Agreement, dated as of May 10, 2005, by and among LAZ-MD Holdings LLC, LFCM Holdings LLC and Lazard Group LLC (incorporated by reference to Exhibit 10.7 to Lazard Ltd's Quarterly Report (File No. 001-32492) on Form 10-Q filed on June 16, 2005).
- 10.11 Business Alliance Agreement, dated as of May 10, 2005, by and between Lazard Group LLC and LFCM Holdings LLC (incorporated by reference to Exhibit 10.8 to Lazard Ltd's Quarterly Report (File No. 001-32492) on Form 10-Q filed on June 16, 2005).
- 10.12 Amendment and Consent, dated February 9, 2009, to the Business Alliance Agreement, dated as of May 10, 2005, by and between Lazard Group LLC and LFCM Holdings LLC (incorporated by reference to Exhibit 10.12 to Registrant's Annual Report (File No. 333-126751) on Form 10-K filed on March 2, 2009).
- 10.13 Amended and Restated Operating Agreement of Lazard Strategic Coordination Company LLC, dated as of January 1, 2002 (incorporated by reference to Exhibit 10.16 to Lazard Ltd's Registration Statement (File No. 333-121407) on Form S-1/A filed on February 11, 2005).
- 10.14 Lease, dated as of January 27, 1994, by and between Rockefeller Center Properties and Lazard Frères & Co. LLC (incorporated by reference to Exhibit 10.19 to Lazard Ltd's Registration Statement (File No. 333-121407) on Form S-1/A filed on February 11, 2005).
- 10.15 Amendment dated as of February 16, 2011, by and among RCPI Landmark Properties, L.L.C. (as the successor in interest to Rockefeller Center Properties), RCPI 30 Rock 22234849, L.L.C. and Lazard Group LLC (as the successor in interest to Lazard Frères & Co. LLC), to the Lease dated as of January 27, 1994, by and among Rockefeller Center Properties and Lazard Frères & Co. LLC (incorporated by reference to Exhibit 10.15 to the Registrant's Quarterly Report (File No. 333-126751) on Form 10-Q filed on April 29, 2011).
- 10.16 Lease with an Option to Purchase, dated as of July 11, 1990, by and between Sicomibail and Finabail and SCI du 121 Boulevard Hausmann (English translation) (incorporated by reference to Exhibit 10.20 to Lazard Ltd's Registration Statement (File No. 333-121407) on Form S-1/A filed on February 11, 2005).

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- 10.17 Occupational Lease, dated as of August 9, 2002, by and among Burford (Stratton) Nominee 1 Limited, Burford (Stratton) Nominee 2 Limited, Burford (Stratton) Limited, Lazard & Co., Limited and Lazard LLC (incorporated by reference to Exhibit 10.21 to Lazard Ltd's Registration Statement (File No. 333-121407) on Form S-1/A filed on February 11, 2005).
- 10.18\* Lazard Ltd's 2005 Equity Incentive Plan (incorporated by reference to Exhibit 10.21 to Lazard Ltd's Registration Statement (File No. 333-121407) on Form S-1/A filed on May 2, 2005).
- 10.19\* Lazard Ltd's 2008 Incentive Compensation Plan (incorporated by reference to Annex B to Lazard Ltd's Definitive Proxy Statement on Schedule 14A (File No. 001-32492) filed on March 24, 2008).
- 10.20\* Lazard Ltd's 2005 Bonus Plan (incorporated by reference to Exhibit 10.23 to Lazard Ltd's Registration Statement (File No. 333-121407) on Form S-1/A filed on March 21, 2005).
- 10.21\* Form of Agreement Relating to Retention and Noncompetition and Other Covenants, dated as of May 4, 2005, applicable to, and related Schedule I for, each of Michael J. Castellano and Scott D. Hoffman (incorporated by reference to Exhibit 10.26 to Lazard Ltd's Quarterly Report (File No. 001-32492) on Form 10-Q filed on June 16, 2005).
- 10.22\* Form of First Amendment, dated as of May 7, 2008, to Agreement Relating to Retention and Noncompetition and Other Covenants dated as of May 4, 2005, for each of Michael J. Castellano and Scott D. Hoffman (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 333-126751) filed on May 8, 2008).
- 10.23\* Second Amendment, dated as of February 26, 2009, to Agreement Relating to Retention and Noncompetition and Other Covenants dated as of May 4, 2005 (as amended from time to time), for Michael J. Castellano (incorporated by reference to Exhibit 10.26 to Registrant's Annual Report (File No. 333-126751) on Form 10-K filed on March 2, 2009).
- 10.24\* Second Amendment, dated as of February 23, 2011, to the Agreement Relating to Retention and Noncompetition and Other Covenants, dated as of May 4, 2005 and amended as of May 7, 2008, for Scott D. Hoffman (incorporated by reference to Exhibit 10.24 to the Registrant's Quarterly Report (File No. 333-126751) on Form 10-Q filed on April 29, 2011).
- 10.25\* Form of Agreements Relating to Retention and Noncompetition and Other Covenants (incorporated by reference to Exhibit 10.27 to Lazard Ltd's Registration Statement (File No. 333-121407) on Form S-1/A filed on April 11, 2005).
- 10.26\* Agreement Relating to Retention and Noncompetition and Other Covenants, dated as of October 4, 2004 by and between Lazard Group LLC and Alexander F. Stern (incorporated by reference to Exhibit 10.28 to Registrant's Annual Report (File No. 333-126751) on Form 10-K filed on March 2, 2009).
- 10.27\* First Amendment, dated as of March 23, 2010, to the Agreement Relating to Retention and Noncompetition and Other Covenants, dated as of October 4, 2004, with Alexander F. Stern (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 333-126751) filed on March 23, 2010).
- 10.28\* Agreement Relating to Retention and Noncompetition and Other Covenants, dated as of March 18, 2005, by and between Lazard Group LLC and Kenneth M. Jacobs (incorporated by reference to Exhibit 10.29 to the Registrant's Annual Report on Form 10-K (File No. 333-126751) filed on March 1, 2010).
- 10.29\* First Amendment, dated as of March 23, 2010, to the Agreement Relating to Retention and Noncompetition and Other Covenants, dated as of March 18, 2005, with Kenneth M. Jacobs (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 333-126751) filed on March 23, 2010).
- 10.30\* Agreement Relating to Retention and Noncompetition and Other Covenants, dated as of October 4, 2004, by and between Lazard Group LLC and Matthieu Bucaille (incorporated by reference to Exhibit 10.30 to the Registrant's Quarterly Report (File No. 333-126751) on Form 10-Q filed on April 29, 2011).

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- 10.31\* First Amendment, dated as of April 1, 2011, to the Agreement Relating to Retention and Noncompetition and Other Covenants, dated as of October 4, 2004, between Lazard Group LLC and Matthieu Bucaille (incorporated by reference to Exhibit 10.31 to the Registrant's Quarterly Report (File No. 333-126751) on Form 10-Q filed on April 29, 2011).
- 10.32\* Amended and Restated Letter Agreement, effective as of January 1, 2004, between Vernon E. Jordan, Jr. and Lazard Frères & Co. LLC (incorporated by reference to Exhibit 10.28 to Lazard Ltd's Quarterly Report (File No. 001-32492) on Form 10-Q filed on J16, 2005).
- 10.33\* Acknowledgement Letter, dated as of November 6, 2006, from Lazard Group LLC to certain managing directors of Lazard Group LLC modifying the terms of the retention agreements of persons party to the Amended and Restated Stockholders' Agreement, dated as of November 6, 2006 (incorporated by reference to Exhibit 10.23 to the Registrant's Quarterly Report (File No. 333-126751) on Form 10-Q filed on November 7, 2006).
- 10.34 Letter Agreement, dated as of March 15, 2005, from IXIS Corporate and Investment Bank to Lazard LLC and Lazard Ltd (incorporated by reference to Exhibit 10.27 to Lazard Ltd's Registration Statement (File No. 333-121407) on Form S-1/A filed on March 21, 2005).
- 10.35 Registration Rights Agreement, dated as of May 10, 2005, by and among Lazard Group Finance LLC, the Registrant, Lazard Group LLC and IXIS Corporate and Investment Bank (incorporated by reference to Exhibit 10.30 to Lazard Ltd's Quarterly Report (File No. 001-32492) on Form 10-Q filed on June 16, 2005).
- 10.36 Letter Agreement, dated as of May 10, 2005, with Bruce Wasserstein family trusts (incorporated by reference to Exhibit 10.31 to Lazard Ltd's Quarterly Report (File No. 001-32492) on Form 10-Q filed on June 16, 2005).
- 10.37 Letter Agreement, dated as of March 16, 2010, among Lazard Ltd, Lazard Group LLC and the Cranberry Dune 1998 Long-Term Trust (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-32492) filed on March 22, 2010).
- 10.38\* Description of Non-Executive Director Compensation (incorporated by reference to Exhibit 10.33 to Lazard Ltd's Quarterly Report (File No. 001-32492) on Form 10-Q for the quarter ended June 30, 2005).
- 10.39\* Form of Award Letter for Annual Grant of Deferred Stock Units to Non-Executive Directors (incorporated by reference to Exhibit 99.1 to Lazard Ltd's Current Report on Form 8-K (File No. 001-32492) filed on September 8, 2005).
- 10.40\* Form of Agreement evidencing a grant of Restricted Stock Units to Executive Officers under the Lazard Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to Lazard Ltd's Current Report on Form 8-K (File No. 001-32492) filed on January 26, 2006).
- 10.41\* Form of Agreement evidencing a grant of Restricted Stock Units to Executive Officers under the 2008 Incentive Compensation Plan (incorporated by reference to Exhibit 10.41 to Registrant's Annual Report (File No. 333-126751) on Form 10-K filed on March 2, 2009).
- 10.42\* Form of Agreement evidencing a grant of Deferred Cash Awards to Executive Officers under the 2008 Incentive Compensation Plan (incorporated by reference to Exhibit 10.42 to Registrant's Annual Report (File No. 333-126751) on Form 10-K filed on March 2, 2009).
- 10.43 Termination Agreement, dated as of March 31, 2006, by and among Banca Intesa S.p.A., Lazard Group LLC, and Lazard & Co. S.r.l. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 333-126751) filed on April 4, 2006).
- 10.44 Amended and Restated \$150 Million Subordinated Convertible Promissory Note due 2016, issued by Lazard Funding LLC to Banca Intesa S.p.A. (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K (File No. 333-126751) filed on May 17, 2006).

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10.45	Amended and Restated Guaranty of Lazard Group LLC to Banca Intesa S.p.A., dated as of May 15, 2006 (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K (File No. 333-126751) filed on May 17, 2006).
10.46*	Directors' Fee Deferral Unit Plan (incorporated by reference to Exhibit 10.37 to the Registrant's Quarterly Report on Form 10-Q (File No. 333-126751) filed on May 11, 2006).
10.47*	First Amended Form of Agreement evidencing a grant of Restricted Stock Units to Executive Officers under the Lazard 2005 Equity Incentive Plan (incorporated by reference to Exhibit 10.40 to the Registrant's Annual Report on Form 10-K (File No. 333-126751) filed on March 1, 2007).
10.48	Agreement and Plan of Merger, dated as of August 14, 2008, by and among Lazard Ltd, LAZ Sub I, Lazard Asset Management LLC, and Lazard Asset Management Limited (incorporated by reference to Exhibit 2.1 to Lazard Ltd's Current Report on Form 8-K (file No. 001-32492) filed on August 15, 2008).
10.49*	Letter Agreement regarding employment dated as of April 21, 2010 between Lazard Group LLC and Gary W. Parr (incorporated by reference to Exhibit 10.52 to the Registrant's Quarterly Report (File No. 333-126751) on Form 10-Q filed on April 30, 2010).
10.50	Senior Revolving Credit Agreement, dated as of April 29, 2010, among Lazard Group LLC, the Banks from time to time parties thereto, and Citibank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.50 to the Registrant's Quarterly Report (File No. 333-126751) on Form 10-Q filed on August 4, 2011).
10.51	Amendment No. 1, dated as of August 12, 2010, to the Senior Revolving Credit Agreement, dated as of April 29, 2010, among Lazard Group LLC, the Banks from time to time parties thereto, and Citibank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.47 to the Registrant's Annual Report on Form 10-K (File No. 333-126751) filed on February 28, 2011).
10.52	Amendment No. 2, dated as of December 17, 2010, to the Senior Revolving Credit Agreement, dated as of April 29, 2010, among Lazard Group LLC, the Banks from time to time parties thereto, and Citibank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.48 to the Registrant's Annual Report on Form 10-K (File No. 333-126751) filed on February 28, 2011).
10.53*	Form of Agreement evidencing a grant of Restricted Stock under the 2008 Incentive Compensation Plan (incorporated by reference to Exhibit 10.54 to the Registrant's Quarterly Report (File No. 333-126751) filed on April 30, 2010).
10.54*	Form of Agreement evidencing a grant of Lazard Fund Interests under the 2008 Incentive Compensation Plan (incorporated by reference to Exhibit 10.54 to the Registrant's Quarterly Report (File No. 333-126751) on Form 10-Q filed on April 29, 2011).
10.55*	First Amendment, dated as of August 2, 2011, to the Agreement Relating to Retention and Noncompetition and Other Covenants, dated as of March 15, 2005, between Lazard Group LLC and Ashish Bhutani (incorporated by reference to Exhibit 10.55 to the Registrant's Quarterly Report (File No. 333-126751) on Form 10-Q filed on August 4, 2011).
12.1	Computation of Ratio of Earnings to Fixed Charges.
31.1	Rule 13a-14(a) Certification of Kenneth M. Jacobs.
31.2	Rule 13a-14(a) Certification of Matthieu Bucaille.
32.1	Section 1350 Certification for Kenneth M. Jacobs.
32.2	Section 1350 Certification for Matthieu Bucaille.
101.INS	XBRL Instance Document

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101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

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\* Management contract or compensatory plan or arrangement.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 1, 2011

LAZARD GROUP LLC

By: /s/ Matthieu Bucaille

Name: Matthieu Bucaille

Title: Chief Financial Officer

By: /s/ Richard J. Hittner

Name: Richard J. Hittner

Title: Chief Accounting Officer

## LAZARD GROUP LLC

## COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES (a)

The following table sets forth the ratio of earnings to fixed charges for Lazard Group LLC and its subsidiaries on a consolidated basis.

	Nine Months Ended September 30, 2011	Year Ended December 31,				
		2010	2009	2008	2007	2006
		(dollars in thousands)				
Operating income (loss)	\$ 255,124	\$ 246,809	\$ (181,988)	\$ 42,029	\$ 436,064	\$ 333,676
Add—Fixed charges	<u>86,851</u>	<u>121,656</u>	<u>132,785</u>	<u>161,665</u>	<u>154,790</u>	<u>119,698</u>
Operating income (loss) before fixed charges	<u>\$ 341,975</u>	<u>\$ 368,465</u>	<u>\$ (49,203)</u>	<u>\$ 203,694</u>	<u>\$ 590,854</u>	<u>\$ 453,374</u>
Fixed Charges:						
Interest (b)	\$ 71,830	\$ 102,249	\$ 113,280	\$ 141,413	\$ 136,529	\$ 104,348
Other (c)	15,021	19,407	19,505	20,252	18,261	15,350
Total fixed charges	<u>\$ 86,851</u>	<u>\$ 121,656</u>	<u>\$ 132,785</u>	<u>\$ 161,665</u>	<u>\$ 154,790</u>	<u>\$ 119,698</u>
Ratio of earnings to fixed charges	<u>3.94(d)</u>	<u>3.03(e)</u>	<u>– (f)</u>	<u>1.26(g)</u>	<u>3.82</u>	<u>3.79</u>
Deficiency in the coverage of operating income (loss) before fixed charges to total fixed charges			<u>\$ 181,988</u>			

Notes (dollars in thousands):

(a) For purposes of computing the ratio of earnings to fixed charges:

- earnings for the years presented represent income before income taxes and fixed charges, and
- fixed charges represent the interest expense and the portion of rental expense which represents an appropriate interest factor.

(b) The Company's policy is to include interest expense on unrecognized tax benefits in income tax expense. Accordingly, such interest expense is not included in the computations of the ratio of earnings to fixed charges.

(c) Other fixed charges consist of the interest factor in rentals.

(d) Operating income for the nine month period ended September 30, 2011 is presented after giving effect to a gain of \$18,171 relating to the extinguishment of debt. Excluding the impact of such gain, the ratio of earnings to fixed charges would have been 3.73.

(e) Operating income for the year ended December 31, 2010 is presented after giving effect to (i) a restructuring charge of \$87,108, and (ii) a charge of \$24,860 relating to the amendment of Lazard's retirement policy with respect to RSU awards. Excluding the impact of such items, the ratio of earnings to fixed charges would have been 3.95.

(f) Operating loss for the year ended December 31, 2009 is presented after giving effect to (i) a restructuring charge of \$62,550, (ii) the acceleration of amortization expense of \$86,514 relating to the vesting of RSUs held by Lazard's former Chairman and Chief Executive Officer as the result of his death in October 2009 and (iii) the acceleration of amortization expense of \$60,512 relating to the accelerated vesting of the unamortized portion of previously awarded deferred cash incentive awards. Excluding the impact of such items, the ratio of earnings to fixed charges would have been 1.21.

(g) Operating income for the year ended December 31, 2008 is presented after giving effect to a charge of \$199,550 relating to the LAM Merger. Excluding the impact of such charge, the ratio of earnings to fixed charges would have been 2.49.

I, Kenneth M. Jacobs, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 of Lazard Group LLC (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 1, 2011

/s/ Kenneth M. Jacobs

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Kenneth M. Jacobs

Chairman and Chief Executive Officer

I, Matthieu Bucaille, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 of Lazard Group LLC (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 1, 2011

/s/ Matthieu Bucaille

Matthieu Bucaille

Chief Financial Officer

November 1, 2011  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Pursuant to 18 U.S.C. § 1350, the undersigned officer of Lazard Group LLC (the “Registrant”) hereby certifies that the Registrant’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Kenneth M. Jacobs

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Kenneth M. Jacobs  
Chairman and Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.

November 1, 2011  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Pursuant to 18 U.S.C. § 1350, the undersigned officer of Lazard Group LLC (the “Registrant”) hereby certifies that the Registrant’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Matthieu Bucaille

Matthieu Bucaille  
Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.