

Lazard Ltd
Form 10-K
March 02, 2009
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2008

OR

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

For the transition period from _____ to _____

001-32492

(Commission File Number)

LAZARD LTD

(Exact name of registrant as specified in its charter)

Bermuda
(State or Other Jurisdiction of Incorporation
or Organization)

98-0437848
(I.R.S. Employer Identification No.)

Clarendon House

2 Church Street

Hamilton HM11, Bermuda

(Address of principal executive offices)

Registrant's telephone number: (441) 295-1422

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, par value \$0.01 per share	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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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
Non-accelerated filer

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

The aggregate market value of the common stock held by non-affiliates of the Registrant as of June 30, 2008 was approximately \$2,093,848,580.

As of January 31, 2009, there were 76,294,912 shares of the Registrant's Class A common stock (including 9,376,162 shares held by a subsidiary) and one share of the registrant's Class B common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's proxy statement for its 2009 annual general meeting of shareholders are incorporated by reference in this Form 10-K in response to Part III Items 10, 11, 12, 13 and 14.

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LAZARD LTD

ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED

DECEMBER 31, 2008

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Part I

When we use the terms "Lazard", "we", "us", "our", and "the Company", we mean Lazard Ltd, a company incorporated under the laws of Bermuda, and its subsidiaries, including Lazard Group LLC, a Delaware limited liability company ("Lazard Group"), that is the current holding company for our businesses. Lazard Ltd has no material assets other than indirect ownership as of December 31, 2008 of approximately 62.4% of the common membership interests in Lazard Group and its controlling interest in Lazard Group.

Item 1. Business

We are a preeminent international financial advisory and asset management firm that 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. The first Lazard partnership was established in 1848. Over time we have extended our activities beyond our roots in New York, Paris and London. We currently operate from 40 cities in key business and financial centers across 24 countries throughout Europe, North America, Asia, Australia, and Central and South America.

The Separation and Recapitalization

On May 10, 2005, we completed the equity public offering (the "equity public offering") of Class A common stock of Lazard Ltd ("Class A common stock"), the public offering of equity security units ("ESUs") of Lazard Ltd, the private placements under an investment agreement with IXIS Corporate & Investment Bank ("IXIS" or, following its merger with and into its parent, "Natixis") and the private offering of the 7.125% senior notes due 2015 of Lazard Group, primarily to recapitalize Lazard Group. We refer to these financing transactions and the recapitalization, collectively, as the "recapitalization." As part of the recapitalization, Lazard Group used the net proceeds from the financing transactions primarily to redeem the outstanding Lazard Group membership interests of certain of its historical partners.

On May 10, 2005, Lazard Group also transferred its capital markets business, which consisted of equity, fixed income and convertibles sales and trading, broking, research and underwriting services, and fund management activities outside of France as well as other specified non-operating assets and liabilities, to LFCM Holdings LLC, a Delaware limited liability company ("LFCM Holdings"). We refer to these businesses, assets and liabilities as the "separated businesses" and these transfers collectively as the "separation."

Principal Business Lines

We focus primarily on two business segments - Financial Advisory and Asset Management. We believe that the mix of our activities across business segments, geographic regions, industries and investment strategies helps to diversify and stabilize our revenue stream.

Financial Advisory

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We offer corporate, partnership, institutional, government and individual clients across the globe a wide array of financial advisory services regarding mergers and acquisitions (M&A) and strategic advisory matters, restructurings and capital structure advisory services, capital raising and various other corporate finance matters. We focus on solving our clients' most complex problems, providing advice to senior management, boards of directors and business owners of prominent companies and institutions in transactions that typically are of significant strategic and financial importance to them.

We continue to build our Financial Advisory business by fostering long-term, senior level relationships with existing and new clients as their independent advisor on strategic transactions. We seek to build and sustain long-term relationships with our clients rather than focusing on individual transactions, a practice that we believe enhances our access to senior management of major corporations and institutions around the world. We emphasize providing clients with senior level attention during all phases of transaction execution.

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While we strive to earn repeat business from our clients, we operate in a highly competitive environment in which there are no long-term contracted sources of revenue. Each revenue-generating engagement is separately negotiated and awarded. To develop new client relationships, and to develop new engagements from historical client relationships, we maintain an active dialogue with a large number of clients and potential clients, as well as with their financial and legal advisors, on an ongoing basis. We have gained a significant number of new clients each year through our business development initiatives, through recruiting additional senior investment banking professionals who bring with them client relationships and through referrals from directors, attorneys and other third parties with whom we have relationships. At the same time, we lose clients each year as a result of the sale or merger of a client, a change in a client's senior management, competition from other investment banks and other causes.

For the years ended December 31, 2008, 2007 and 2006, the Financial Advisory segment net revenue totaled \$1,023 million, \$1,240 million and \$973 million, respectively, accounting for approximately 66%, 64% and 65%, respectively, of our consolidated net revenue for such years. We earned advisory revenue from 708 clients, 622 clients and 510 clients for the years ended December 31, 2008, 2007 and 2006, respectively. We earned \$1 million or more from 229 clients, 230 clients and 202 clients for the years ended December 31, 2008, 2007 and 2006, respectively. For the years ended December 31, 2008, 2007 and 2006, the ten largest fee paying clients constituted approximately 20%, 19% and 21% of our Financial Advisory segment net revenue, respectively, with no client individually having constituted more than 10% of segment net revenue during any of these years. For the years ended December 31, 2008, 2007 and 2006, the Financial Advisory segment reported operating income of \$226 million, \$319 million and \$251 million, respectively. At December 31, 2008, 2007 and 2006, the Financial Advisory segment had total assets of \$739 million, \$812 million, and \$453 million, respectively.

We believe that we have been pioneers in offering financial advisory services on an international basis, with the establishment of our New York, Paris and London offices dating back to the nineteenth century. We maintain major local presences in the U.S., the U.K. and France, including a network of regional branch offices in the U.S. and France, as well as presences in Argentina, Australia, Brazil, Canada, Chile, Dubai, Germany, Hong Kong, India, Italy, Japan, the Netherlands, Panama, Peru, Singapore, South Korea, Spain, Sweden, Switzerland, Uruguay and mainland China.

On August 13, 2007, we acquired all of the outstanding ownership interests of Goldsmith, Agio, Helms & Lynner, LLC (GAHL), a Minneapolis-based investment bank specializing in financial advisory services to mid-sized private companies. On July 31, 2007, Lazard Ltd acquired all of the outstanding shares of Carnegie, Wylie & Company (Holdings) PTY LTD (CWC), an Australia-based financial advisory firm, and concurrently sold such investment to Lazard Group. We operate GAHL's and CWC's businesses under the names Lazard Middle Market and Lazard Carnegie Wylie, respectively. Furthermore, on June 19, 2007, we entered into a joint cooperation agreement with Raiffeisen Investment AG (Raiffeisen) for merger and acquisition advisory services in Russia and the Central and Eastern European (the CEE) region. The cooperation between us and Raiffeisen, one of the CEE region's top M&A advisors, provides domestic, international and cross-border expertise within Russia and the CEE region. In addition, on January 31, 2008, we acquired a 50% interest in Merchant Bankers Asociados (MBA), an Argentina-based financial advisory services firm with offices across Central and South America and the parent company of MBA Banco de Inversiones. Finally, in February, 2009, we entered into a strategic alliance with a financial advisory firm in Mexico to provide global M&A advisory services for clients, both inside and outside of Mexico, who are seeking to acquire or sell Mexican assets or have interests in other financial transactions with Mexican companies, and to provide restructuring advisory services to Mexican clients.

In addition to seeking business centered in the locations referred to above, we historically have focused in particular on advising clients with respect to cross-border transactions. We believe that we are particularly well known for our legacy of offering broad teams of professionals who are indigenous to their respective regions and who have long-term client relationships, capabilities and know-how in their respective regions. We also believe that this positioning affords us insight around the globe into key industry, economic, government and regulatory issues and developments, which we can bring to bear on behalf of our clients.

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Services Offered

We advise clients on a wide range of strategic and financial issues. When we advise companies in the potential acquisition of another company, business or certain assets, our services include evaluating potential acquisition targets, providing valuation analyses, evaluating and proposing financial and strategic alternatives and rendering, if appropriate, fairness opinions. We also may advise as to the timing, structure, financing and pricing of a proposed acquisition and assist in negotiating and closing the acquisition. In addition, we may assist in executing an acquisition by acting as a dealer-manager in transactions structured as a tender or exchange offer.

When we advise clients that are contemplating the sale of certain businesses, assets or their entire company, our services include advising on the appropriate sales process for the situation, valuation issues, assisting in preparing an offering circular or other appropriate sales materials and rendering, if appropriate, fairness opinions. We also identify and contact selected qualified acquirors and assist in negotiating and closing the proposed sale. As appropriate, we also advise our clients regarding financial and strategic alternatives to a sale including recapitalizations, spin-offs, carve-outs, split-offs and tracking stocks. Our advice includes recommendations with respect to the structure, timing and pricing of these alternatives.

For companies in financial distress, our services may include reviewing and analyzing the business, operations, properties, financial condition and prospects of the company, evaluating debt capacity, assisting in the determination of an appropriate capital structure and evaluating and recommending financial and strategic alternatives, including providing advice on dividend policy. If appropriate, we may provide financial advice and assistance in developing and seeking approval of a restructuring or reorganization plan, which may include a plan of reorganization under Chapter 11 of the U.S. Bankruptcy Code or other similar court administered processes in non-U.S. jurisdictions. In such cases, we may assist in all aspects of the implementation of such a plan, including advising and assisting in structuring and effecting the financial aspects of a sale or recapitalization, structuring new securities, exchange offers, other considerations or other inducements to be offered or issued, as well as assisting and participating in negotiations with affected entities or groups.

When we assist clients in raising private or public market financing, our services include originating and executing private placements of equity, debt and related securities, assisting clients in connection with securing, refinancing or restructuring bank loans, originating public underwritings of equity, debt and convertible securities and originating and executing private placements of partnership and similar interests in alternative investment funds such as leveraged buyout, mezzanine or real estate focused funds. In addition, we may advise on capital structure and assist in long-range capital planning and rating agency relationships.

Pursuant to a business alliance agreement that we entered into with LFCM Holdings in connection with the separation in May, 2005 (the business alliance agreement), LFCM Holdings generally underwrites and distributes U.S. securities offerings originated by our Financial Advisory business in a manner intended to be similar to our practice prior to the separation, with revenue from such offerings generally continuing to be divided evenly between Lazard Group and LFCM Holdings.

Staffing

We staff our assignments with a team of quality professionals who have appropriate product and industry expertise. We pride ourselves on, and we believe we differentiate ourselves from our competitors by, being able to offer a relatively high level of attention from senior personnel to our clients and organizing ourselves in such a way that managing directors who are responsible for securing and maintaining client relationships also actively participate in providing related transaction execution services. Our managing directors have significant experience, and many of them are able to use this experience to advise on both M&A and restructuring transactions, depending on our clients' needs. Many of our

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managing directors and senior advisors come from diverse backgrounds, such as senior executive positions at corporations and in government, law and strategic consulting, which we believe enhances our ability to offer sophisticated advice and customized solutions to our clients. As of December 31, 2008, our Financial Advisory segment had 151 managing directors, 696 other professionals (which includes directors, vice presidents, associates and analysts) and 246 support staff personnel.

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Industries Served

We seek to offer our services across most major industry groups, including, in many cases, sub-industry specialties. Our Mergers and Acquisitions managing directors and professionals are organized to provide advice in the following major industry practice areas:

consumer,

financial institutions,

financial sponsors,

healthcare and life sciences,

industrial,

power and energy/infrastructure,

real estate, and

technology, media and telecommunications.

These groups are managed locally in each relevant geographic region and are coordinated globally, which allows us to bring local industry-specific knowledge to bear on behalf of our clients on a global basis. We believe that this enhances the quality of the advice that we can offer, which improves our ability to market our capabilities to clients.

In addition to our Mergers and Acquisitions and Financial Restructuring practices, we also maintain specialties in the following distinct practice areas within our Financial Advisory segment:

government advisory,

capital structure and debt advisory,

fund raising for alternative investment funds,

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private investment in public equity, or PIPE , and

corporate finance.

We endeavor to coordinate the activities of the professionals in these areas with our Mergers and Acquisitions industry specialists in order to offer clients customized teams of cross-functional expertise spanning both industry and practice area expertise.

Strategy

Our focus in our Financial Advisory business is on:

making a significant investment in our intellectual capital with the addition of many senior professionals who we believe have strong client relationships and industry expertise,

increasing our contacts with existing clients to further enhance our long-term relationships and our efforts in developing new client relationships,

expanding the breadth and depth of our industry expertise and selectively adding new practice areas,

coordinating our industry specialty activities on a global basis and increasing the integration of our industry experts with our Mergers and Acquisitions, Financial Restructuring and Corporate Finance professionals, and

broadening our geographic presence by adding new offices, including, since the beginning of 2007, offices in Australia (Melbourne), Switzerland (Zurich), China (Hong Kong), and United Arab Emirates (Dubai City), as well as new regional offices in the U.S. (Boston, Minneapolis, Charlotte and Washington DC), acquiring a 50% interest in a financial advisory firm with offices in Central and South America (Chile, Panama, Uruguay and Peru) and entering into a joint cooperation agreement in Eastern Europe and Russia, as well as a strategic alliance with a financial advisory firm in Mexico.

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In addition to the investments made as part of this strategy, we believe that the following external market factors may enable our Financial Advisory business to benefit:

increasing demand for independent, unbiased financial advice,

increasing demand for Financial Restructuring advice due to the increased level of corporate defaults, and

a potential increase in cross-border M&A and large capitalization M&A, two of our areas of historical specialization.

Going forward, our strategic emphasis in our Financial Advisory business is to leverage the investments we have made in recent years to grow our business and drive our productivity. We continue to seek to opportunistically attract outstanding individuals to our business. We routinely reassess our strategic position and may in the future seek opportunities to further enhance our competitive position. In this regard, during 2007 and 2008, as described above, we broadened our geographic footprint through acquisitions, investments and alliances in Australia, Eastern Europe, Russia and Central and South America, and by opening new offices. In addition, as a result of acquiring GAHL in 2007, we launched Lazard Middle Market, which advises primarily mid-sized private companies.

Relationship with Natixis

At the time of the equity public offering in 2005, Lazard Group and Natixis had in place a cooperation arrangement to place and underwrite securities on the French equity primary capital markets under a common brand, currently Lazard-Natixis, and cooperate in their respective origination, syndication and placement activities. Although originally set to expire during the third quarter of 2008, the arrangement continues to be applied in accordance with its general terms pending the outcome of continuing discussions regarding its formal extension. This cooperation covers French listed companies exceeding a market capitalization of 500 million. The cooperation arrangement also provides for an alliance in real estate advisory work with the objective of establishing a common brand for advisory and financing operations within France. It also adds an exclusive mutual referral cooperation arrangement, subject to the fiduciary duties of each firm, with the goal of referring clients from Lazard Group to Natixis for services relating to corporate banking, lending, securitizations and derivatives within France and from Natixis to Lazard Group for M&A advisory services within France.

Asset Management

Our Asset Management business provides investment management and advisory services to institutional clients, financial intermediaries, private clients and investment vehicles around the world. Our goal in our Asset Management business is to produce superior risk-adjusted investment returns and provide investment solutions customized for our clients. Many of our equity investment strategies share an investment philosophy that centers on fundamental security selection with a focus on the trade-off between a company's valuation and its financial productivity.

As of December 31, 2008, total assets under management (AUM) were \$91 billion, of which approximately 77% was invested in equities, 14% in fixed income, 3% in alternative investments, 4% in cash and 2% in private equity funds. As of the same date, approximately 39% of our AUM was invested in international (*i.e.*, non-U.S. and regional non-U.S.) investment strategies, 41% was invested in global investment strategies and 20% was invested in U.S. investment strategies, and our top ten clients accounted for 25% of our total AUM. Approximately 85% of our AUM as of that date was managed on behalf of institutional clients, including corporations, labor unions, public pension funds, insurance companies

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and banks, and through sub-advisory relationships, mutual fund sponsors, broker-dealers and registered advisors, and approximately 15% of our AUM as of December 31, 2008 was managed on behalf of individual client relationships, which are principally with family offices and high-net worth individuals.

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The charts below illustrate the mix of our AUM as of December 31, 2008, measured by broad product strategy and by office location.

AUM BY PRODUCT

AUM BY OFFICE LOCATION

For the years ended December 31, 2008, 2007 and 2006, our Asset Management segment net revenue totaled \$614.8 million, \$724.8 million and \$553.2 million, respectively, accounting for approximately 39%, 38% and 37%, respectively, of our consolidated net revenue for such years. In the third quarter of 2008, Lazard Asset Management LLC (LAM) and LAZ Sub I, LLC completed a merger (the LAM Merger), with and into LAM (see Note 4 of Notes to Consolidated Financial Statements). For the year ended December 31, 2008, Asset Management reported an operating loss of \$63.4 million (including a \$197.6 million charge relating to the LAM Merger in the third quarter), and operating income of \$134.2 million (excluding the charge relating to the LAM Merger), as compared to operating income of \$185.0 million and \$135.2 million for the years ended December 31, 2007 and 2006, respectively. At December 31, 2008, 2007 and 2006, our Asset Management segment had \$419.9 million, \$580.7 million, and \$418.5 million in total assets, respectively.

LAM and LFG

Our largest Asset Management subsidiaries are LAM, with offices in New York, San Francisco, Boston, Chicago, Toronto, Montreal, London, Milan, Frankfurt, Hamburg, Tokyo, Hong Kong, Sydney, Seoul and Bahrain (aggregating approximately \$80 billion in total AUM as of December 31, 2008), and Lazard Frères Gestion (LFG), headquartered in Paris (aggregating approximately \$10 billion in total AUM as of December 31, 2008). These operations, with 661 employees as of December 31, 2008, provide our business with both a global presence and a local identity.

Primary distinguishing features of these operations include:

a global footprint with global research, global mandates and global clients,

a broad-based team of approximately 250 investment professionals at December 31, 2008: LAM had approximately 220 investment professionals, including approximately 90 focused, in-house, investment analysts across all products and platforms, many of whom have substantial industry or sector specific expertise, and LFG had approximately 30 investment professionals, including research analysts,

a security selection-based investment philosophy applied across products, and

worldwide brand recognition and multi-channel distribution capabilities.

Our Investment Philosophy, Process and Research. Our investment philosophy is generally based upon a fundamental security selection approach to investing. Across many of our products, we apply three key principles to investment portfolios:

select securities, not markets,

evaluate the trade-off between returns and valuations, and

manage risk.

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In searching for equity investment opportunities, our investment professionals generally follow an investment process that incorporates several interconnected components that may include:

- analytical framework analysis and screening,
- accounting validation,
- fundamental analysis,
- security selection and portfolio construction, and
- risk management.

At LAM, we conduct investment research on a global basis to develop market, industry and company specific insights. Approximately 90 investment analysts, located in our worldwide offices, conduct research and evaluate investment opportunities around the world, and across all products and platforms. The LAM global research platform is organized around six global industry sectors:

- consumer goods,
- financial services,
- health care,
- industrials,
- power, and
- technology, media and telecommunications.

Our analysts recommend companies to portfolio managers and work with them on an ongoing basis to make buy and sell decisions.

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Investment Strategies. Our Asset Management business provides equity, fixed income, cash management and alternative investment strategies to our clients, paying close attention to our clients' varying and expanding investment needs. We offer the following product platform of investment strategies:

Equities	Global	Regional	Domestic
	<i>Global</i>	<i>Pan-European</i>	<i>U.S.</i>
	Large Capitalization	Large Capitalization	Large Capitalization**
	Small Capitalization	Small Capitalization	Mid Capitalization
	Emerging Markets		Small/Mid Capitalization
	Thematic	<i>Eurozone</i>	Multi-Capitalization
	Convertibles*	Large Capitalization**	
	Listed Infrastructure	Small Capitalization**	<i>Other</i>
	Quantitative		U.K. (Large Capitalization)
		<i>Continental European</i>	U.K. (Small Capitalization)
	<i>EAFE (Non-U.S.)</i>	Small Cap	Australia
	Large Capitalization	Multi Cap	France (Large Capitalization)*
	Small Capitalization	Eurozone (<i>i.e.</i> , Euro Bloc)	France (Small Capitalization)*
	Multi-Capitalization	Euro-Trend (Thematic)	Japan**
	Quantitative		Korea
	<i>Global Ex</i>		
	Global Ex-U.K.		
	Global Ex-Japan		
	Global Ex-Australia		
Fixed Income and Cash Management	<i>Global</i>	<i>Pan-European</i>	<i>U.S.</i>
	Core Fixed Income	Core Fixed Income	Core Fixed Income
	High Yield	High Yield	High Yield
	Short Duration	Cash Management*	Short Duration
		Duration Overlay	Municipals

			Cash Management*
		<i>Eurozone</i>	
		Fixed Income**	<i>Non-U.S.</i>
		Cash Management*	U.K. Fixed Income
		Corporate Bonds**	
Alternative	<i>Global</i>	<i>Regional</i>	
	Fund of Hedge Funds	European Explorer (Long/Short)	
	Fund of Closed-End Funds (Long and Long/Short)	Emerging Income	
	Convertible	Japan (Long/Short)	
	Arbitrage/Relative Value		

All of the above strategies are offered by LAM, except for those denoted by *, which are offered exclusively by LFG. Investment strategies offered by both LAM and LFG are denoted by **.

In addition to the primary investment strategies listed above, we also provide locally customized investment solutions to our clients. In many cases, we also offer both diversified and more concentrated versions of our products. These products are generally offered on a separate account basis, as well as through pooled vehicles.

Distribution. We distribute our products through a broad array of marketing channels on a global basis. LAM's marketing, sales and client service efforts are organized through a global market delivery and service network, with distribution professionals located in cities including New York, San Francisco, London, Milan, Frankfurt, Hamburg, Tokyo, Sydney, Hong Kong, Bahrain and Seoul. We have developed a well-established presence in the institutional asset management arena, managing money for corporations, labor unions and public pension funds around the world. In addition, we manage assets for insurance companies, savings and trust banks, endowments, foundations and charities.

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We also have become a leading firm in third-party distribution, managing mutual funds and separately managed accounts for many of the world's largest broker-dealers, insurance companies, registered advisors and other financial intermediaries. In the area of wealth management, we cater to family offices and private clients.

LFG markets and distributes its products through 22 sales professionals based in France who directly target both individual and institutional investors.

Strategy

Our strategic plan in our Asset Management business is to focus on delivering superior investment performance and client service and broadening our product offerings and distribution in selected areas in order to continue to drive improved business results. Over the past several years, in an effort to improve LAM's operations and expand our business, we have:

focused on enhancing our investment performance,

improved our investment management platform by adding a number of senior investment professionals (including portfolio managers and analysts),

continued to strengthen our marketing and consultant relations capabilities,

expanded our product platform, including lifting-out experienced portfolio managers to establish new products, and

continued to expand LAM's geographic reach, including through opening offices in Hong Kong and Bahrain.

We believe that our Asset Management business has long maintained an outstanding team of portfolio managers and global research analysts. We intend to maintain and supplement our intellectual capital to achieve our goals. We routinely reassess our strategic position and may in the future seek acquisitions or other transactions, including the opportunistic hiring of new employees, in order to further enhance our competitive position. We also believe that our specific investment strategies, global reach, unique brand identity and access to multiple distribution channels may allow us to expand into new investment products, strategies and geographic locations. In addition, we plan to expand our participation in alternative investment activities through investments in new and successor funds, and are considering expanding the services we offer to high-net worth individuals, through organic growth, acquisitions or otherwise.

Alternative Investments

Lazard has a long history of making investments with its own capital, often alongside capital of qualified institutional and individual investors. These activities typically are organized in funds that make substantial or controlling investments in private or public companies, generally through privately negotiated transactions and with a view to divestment within two to seven years. While potentially risky and frequently illiquid, such investments, when successful, can yield investors substantial returns on capital and generate attractive management and

performance fees for the sponsor of such funds.

We continue to explore and discuss opportunities to expand the scope of our 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.

As a part of the separation in 2005, we transferred to LFCM Holdings all of our alternative investment activities at that time, except for Fonds Partenaires Gestion (FPG), our private equity business in France, which is a subsidiary of our Paris-based banking affiliate, Lazard Frères Banque SA (LFB) and is regulated by the Autorité des Marchés Financiers. We also transferred to LFCM Holdings certain principal investments by Lazard Group in the funds managed by the separated businesses, while we retained our investment in our French private equity funds.

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LFCM Holdings operates the alternative investment business (including private equity activities) transferred to it in the separation. Consistent with our intent to support the development of the alternative investment business, including investing capital in funds managed or formed by Lazard Alternative Investments Holdings LLC (LAI), a subsidiary of LFCM Holdings, and in order to benefit from what we believe to be the potential of this business, we are entitled to receive from LFCM Holdings all or a portion of the payments from the incentive fees attributable to these funds (net of compensation payable to investment professionals who manage these funds) pursuant to the business alliance agreement between us and LFCM Holdings. In addition, pursuant to the business alliance agreement, we have an option to acquire the fund management activities of LAI and have the right to participate in the oversight of LFCM Holdings' funds and consent to certain actions. We will continue to abide by our obligations with respect to transferred funds and will not compete with LFCM Holdings' alternative investment business during the duration of our option to acquire this business. From time to time, we have considered exercising the option with respect to Europe and other remaining activities in North America and have had preliminary conversations with LFCM Holdings in that regard.

Since 2005, consistent with our obligations to LFCM Holdings, we have engaged in a number of alternative investments and private equity activities. During 2008, Lazard Group formed a strategic partnership with Apollo Management, L.P. (Apollo), an affiliate of Apollo Global Management, LLC, a leading global alternative asset manager, for private equity investments in Europe. In addition, in February, 2009, the business alliance agreement was amended to remove any restriction on the Company engaging in private equity businesses in North America, and to reduce the price of our option to acquire the fund management activities of LAI in North America. See Notes 10 and 15 of Notes to Consolidated Financial Statements for additional information regarding alternative investments, including recent developments with respect to Corporate Partners II Limited.

On October 2, 2007, Lazard Funding Limited LLC (Lazard Funding), a wholly-owned subsidiary of Lazard Group, formed a special purpose acquisition company, Sapphire Industrials Corp. (Sapphire), for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more operating businesses. In connection with the formation of Sapphire, Lazard Funding purchased approximately 15.1 million founder units at a total cost of approximately \$0.1 million. Each founder's unit consists of one share of Sapphire common stock and one warrant to purchase one share of Sapphire common stock. On January 24, 2008, Sapphire completed an initial public offering (the Sapphire IPO), which, prior to offering costs, raised \$800 million through the sale of 80 million units at an offering price of \$10.00 per unit. On January 24, 2008, in connection with the Sapphire IPO, Lazard Funding purchased (i) 5 million units in the Sapphire IPO at a purchase price equal to the public offering price of \$10.00 per unit (for an aggregate purchase price of \$50.0 million), and (ii) an aggregate of 12.5 million warrants from Sapphire at a price of \$1.00 per warrant (for a total purchase price of \$12.5 million). See Notes 10 and 15 of Notes to Consolidated Financial Statements for additional information regarding Sapphire and the Sapphire IPO.

As of December 31, 2008, FPG, Lazard Group's private equity business in France, with 10 employees, consisted of a group of private equity funds and an affiliated management company with approximately \$1 billion of AUM. Lazard Group's investments in FPG-managed and other affiliated funds totaled approximately \$44 million as of December 31, 2008.

As of December 31, 2008, CWC's private equity business in Australia, with 10 employees, had approximately \$133 million of private equity AUM.

Employees

We believe that our people are our most important asset, and it is their reputation, talent, integrity and dedication that underpin our success. As of December 31, 2008, we employed 2,434 people, which included 151 managing directors and 696 other professionals in our Financial Advisory segment and 56 managing directors and 328 other professionals in our Asset Management segment. We strive to maintain a work environment that fosters professionalism, excellence, diversity and cooperation among our employees worldwide. We utilize an evaluation

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process at the end of each year to measure performance, determine compensation and provide guidance on opportunities for improved performance. Generally, our employees are not subject to any collective bargaining agreements, except that our employees in certain of our European offices, including France and Italy,

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are covered by national, industry-wide collective bargaining agreements. We believe that we have good relations with our employees. See Note 23 of Notes to Consolidated Financial Statements.

Competition

The financial services industry, and all of the businesses in which we compete, are intensely competitive, and we expect them to remain so. Our competitors are other investment banking and financial advisory firms, broker-dealers, commercial and universal banks, insurance companies, investment management firms, hedge fund management firms, alternative investment firms and other financial institutions. We compete with some of our competitors globally and with others on a regional, product or niche basis. We compete on the basis of a number of factors, including quality of people, transaction execution skills, investment track record, quality of client service, individual and institutional client relationships, absence of conflicts, range of products and services, innovation, brand recognition and business reputation.

While our competitors vary by country in our Mergers and Acquisitions practice, we believe our primary competitors in securing M&A advisory engagements are Citigroup, Credit Suisse, Deutsche Bank AG, Goldman, Sachs & Co., JPMorgan Chase, Mediobanca, Morgan Stanley, Rothschild and UBS. In our Financial Restructuring practice, our primary competitors are The Blackstone Group, Evercore Partners, Greenhill & Co. and Rothschild.

We believe that our primary competitors in our Asset Management business include, in the case of LAM, Alliance Bernstein, AMVESCAP, Brandes Investment Partners, Capital Management & Research, Fidelity, Lord Abbett and Schroders and, in the case of LFG, Swiss private banks with offices in France as well as large institutional banks and fund managers. We face competition in private equity both in the pursuit of outside investors for our private equity funds and the acquisition of investments in attractive portfolio companies. We compete with hundreds of other funds, many of which are subsidiaries of or otherwise affiliated with large financial service providers.

Competition is also intense in each of our businesses for the attraction and retention of qualified employees, and we compete on the level and nature of compensation and equity-based incentives for key employees. Our ability to continue to compete effectively in our businesses will depend upon our ability to attract new employees and retain and motivate our existing employees.

In recent years there has been substantial consolidation and convergence among companies in the financial services industry. In particular, a number of large commercial banks, insurance companies and other broad-based financial services firms have established or acquired broker-dealers or have merged with other financial institutions. This trend was amplified in connection with the unprecedented disruption and volatility in the financial markets during 2008, and, as a result, a number of financial services companies have merged, been acquired or have fundamentally changed their respective business models, including, in certain cases, becoming commercial banks. Many of these firms have the ability to offer a wider range of products than we offer, including loans, deposit taking, insurance and brokerage services. Many of these firms also offer more extensive asset management and investment banking services, which may enhance their competitive position. They also have the ability to support investment banking and securities products with commercial banking, insurance and other financial services revenue in an effort to gain market share, which could result in pricing pressure in our businesses. This trend toward consolidation and convergence has significantly increased the capital base and geographic reach of our competitors, and, in certain instances, has afforded them access to government funds.

Regulation

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Our businesses, as well as the financial services industry generally, are subject to extensive regulation throughout the world. As a matter of public policy, regulatory bodies are charged with safeguarding the integrity of the securities and other financial markets and with protecting the interests of customers participating in those

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markets, not with protecting the interests of our stockholders or creditors. Many of our affiliates that participate in securities markets are subject to comprehensive regulations that include some form of capital structure regulations and other customer protection rules. In the U.S., certain of our subsidiaries are subject to such regulations promulgated by the Securities and Exchange Commission (the SEC) or Financial Industry Regulatory Authority (FINRA) (formerly the NASD). Standards, requirements and rules implemented throughout the European Union are broadly comparable in scope and purpose to the regulatory capital and customer protection requirements imposed under the SEC and FINRA rules. European Union directives also permit local regulation in each jurisdiction, including those in which we operate, to be more restrictive than the requirements of such European Union-wide directives. These sometimes burdensome local requirements can result in certain competitive disadvantages to us.

In the U.S., the SEC is the federal agency responsible for the administration of the federal securities laws. FINRA is a voluntary, self-regulatory body composed of members, such as our broker-dealer subsidiaries, that have agreed to abide by FINRA's rules and regulations. The SEC, FINRA and non-U.S. regulatory organizations may examine the activities of, and may expel, fine and otherwise discipline us and our employees. The laws, rules and regulations comprising this framework of regulation and the interpretation and enforcement of existing laws, rules and regulations are constantly changing, particularly in light of the extraordinary disruption and volatility in the global financial markets experienced in the last year. The effect of any such changes cannot be predicted and may impact the manner of operation and profitability of our company.

Our principal U.S. broker-dealer subsidiary, Lazard Frères & Co. LLC (LFNY), through which we conduct most of our U.S. Financial Advisory business, is currently registered as a broker-dealer with the SEC and FINRA, and as a broker-dealer in all 50 U.S. states, the District of Columbia and Puerto Rico. As such, LFNY is subject to regulations governing effectively every aspect of the securities business, including the effecting of securities transactions, minimum capital requirements, record-keeping and reporting procedures, relationships with customers, experience and training requirements for certain employees, and business procedures with firms that are not members of certain regulatory bodies. Lazard Asset Management Securities LLC, a subsidiary of LAM, also is registered as a broker-dealer with the SEC and FINRA and in all 50 U.S. states, the District of Columbia and Puerto Rico. Lazard Middle Market LLC, a subsidiary of GAHL, is registered as a broker-dealer with the SEC and FINRA, and as a broker-dealer in various U.S. states and territories. Certain U.K. subsidiaries of Lazard Group, including Lazard & Co., Limited, Lazard Fund Managers Limited and Lazard Asset Management Limited, which we refer to in this Annual Report on Form 10-K (this Form 10-K) as the U.K. subsidiaries, are regulated by the Financial Services Authority. We also have other subsidiaries that are registered as broker-dealers (or have similar non-US registration in various jurisdictions).

Compagnie Financière Lazard Frères SAS (CFLF), our French subsidiary through which non-corporate finance advisory activities are carried out in France, is subject to regulation by the Commission Bancaire and the Comité des Etablissements de Crédit et des Entreprises d'Investissement 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) and FPG (private equity), are subject to regulation and supervision by the Autorité des Marchés Financiers. Our business is also subject to regulation by non-U.S. governmental and regulatory bodies and self-regulatory authorities in other countries where we operate.

Our U.S. broker-dealer subsidiaries, including LFNY, are subject to the SEC's uniform net capital rule, Rule 15c3-1, and the net capital rules of FINRA, which may limit our ability to make withdrawals of capital from our broker-dealer subsidiaries. The uniform net capital rule sets the minimum level of net capital a broker-dealer must maintain and also requires that a portion of its assets be relatively liquid. FINRA may prohibit a member firm from expanding its business or paying cash dividends if it would result in net capital falling below FINRA's requirements. In addition, our broker-dealer subsidiaries are subject to certain notification requirements related to withdrawals of excess net capital. Our broker-dealer subsidiaries are also subject to regulations, including the USA PATRIOT Act of 2001, which impose obligations regarding the prevention and detection of money-

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laundering activities, including the establishment of customer due diligence and other compliance policies and procedures. Failure to comply with these requirements may result in monetary, regulatory and, in certain cases, criminal penalties.

Certain of our Asset Management subsidiaries are registered as investment advisors with the SEC. As registered investment advisors, each is subject to the requirements of the Investment Advisers Act and the SEC's regulations thereunder. Such requirements relate to, among other things, the relationship between an advisor and its advisory clients, as well as general anti-fraud prohibitions. LAM serves as an advisor to several mutual funds which are registered under the Investment Company Act. The Investment Company Act regulates, among other things, the relationship between a mutual fund and its investment advisor (and other service providers) and prohibits or severely restricts principal transactions between an advisor and its advisory clients, imposes record-keeping and reporting requirements, disclosure requirements, limitations on trades where a single broker acts as the agent for both the buyer and seller (known as agency cross), and limitations on affiliated transactions and joint transactions. Lazard Asset Management Securities LLC, a subsidiary of LAM, serves as the underwriter or distributor for mutual funds and hedge funds managed by LAM, and as an introducing broker to Lazard Capital Markets LLC for unmanaged accounts of LAM's private clients.

In addition, the Japanese Ministry of Finance and the Financial Supervisory Agency, the Korean Financial Supervisory Commission, as well as Australian and German banking authorities, among others, regulate various of our operating entities and also have capital standards and other requirements comparable to the rules of the SEC.

Regulators are empowered to conduct administrative proceedings that can result in censure, fine, the issuance of cease-and-desist orders or the suspension or expulsion or other disciplining of a broker-dealer or its directors, officers or employees.

Effective April 1, 2008, Lazard Ltd became subject to supervision by the SEC as a Supervised Investment Bank Holding Company (SIBHC). As a SIBHC, Lazard Ltd is subject to group-wide supervision, which requires it to compute allowable capital and risk allowances on a consolidated basis. Reporting as a SIBHC began in the second quarter of 2008. We believe that Lazard Ltd is the only institution currently subject to supervision by the SEC as a SIBHC. We are currently in discussions with the SEC regarding the scope and nature of Lazard Ltd's reporting and other obligations under the SIBHC program.

Over the last year, global financial markets have experienced extraordinary disruption and volatility. As a result of this situation, certain financial institutions around the world have failed and others have been forced to seek acquisition partners. The U.S. and other governments have taken unprecedented steps to try to stabilize the financial system, including investing in financial institutions. It is possible that the U.S. and other governments may take further actions in response to this situation, including expanding current or enacting new standards, requirements and rules that may be applicable to us and our subsidiaries. The effect of any such expanded or new standards, requirements and rules is uncertain and could have adverse consequences to our business and results of operations.

On October 3, 2008, the Emergency Economic Stabilization Act of 2008 was signed into law, pursuant to which the U.S. Secretary of the Treasury established the Troubled Asset Relief Program (TARP) in order to purchase certain troubled assets from qualifying financial institutions and to make capital investments in such financial institutions. We have neither sought nor received, and have no current intention of seeking, any funds pursuant to TARP, whether under the Capital Purchase Program, the Targeted Investment Program or otherwise.

Executive Officers of the Registrant

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Set forth below are the name, age, present title, principal occupation and certain biographical information for each of our executive officers as of February 23, 2009, all of whom have been appointed by, and serve at the pleasure of, our board of directors.

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Bruce Wasserstein, 61

Mr. Wasserstein has served as Chairman and Chief Executive Officer of Lazard Group and Lazard Ltd since May 2005. Mr. Wasserstein has served as a director of Lazard Group since January 2002 and as a director of Lazard Ltd since April 2005. Mr. Wasserstein served as the Head of Lazard and Chairman of the Executive Committee of Lazard Group from January 2002 until May 2005. Prior to joining Lazard, Mr. Wasserstein was Executive Chairman at Dresdner Kleinwort Wasserstein from January 2001 to November 2001. Prior to joining Dresdner Kleinwort Wasserstein, he served as CEO of Wasserstein Perella Group Inc. (an investment banking firm he co-founded) from February 1988 to January 2001, when Wasserstein Perella was sold to Dresdner Bank. Prior to founding Wasserstein Perella Group Inc., Mr. Wasserstein was the Co-Head of Investment Banking at The First Boston Corporation. Prior to joining First Boston, Mr. Wasserstein was an attorney at Cravath, Swaine & Moore LLP. Mr. Wasserstein also currently serves as Chairman of Wasserstein & Co., LP, a private merchant bank, and is a member of the board of directors of Harry & David Holdings, Inc.

Michael J. Castellano, 62

Mr. Castellano has served as Chief Financial Officer of Lazard Ltd since May 2005. Mr. Castellano has served as a Managing Director and Chief Financial Officer of Lazard Group since August 2001. Prior to joining Lazard, Mr. Castellano held various senior management positions at Merrill Lynch & Co. from August 1991 to August 2001, including Senior Vice President Chief Control Officer for Merrill Lynch's capital markets businesses, Chairman of Merrill Lynch International Bank and Senior Vice President Corporate Controller. Prior to joining Merrill Lynch & Co., Mr. Castellano was a partner with Deloitte & Touche where he served a number of investment banking clients over the course of his 24 years with the firm.

Steven J. Golub, 63

Mr. Golub has served as Vice Chairman of Lazard Ltd and Chairman of the Financial Advisory Group of Lazard Ltd since May 2005. Mr. Golub has served as Vice Chairman of Lazard Group since October 2004 and as a Managing Director of Lazard Group since January 1986. Mr. Golub previously served as Chief Financial Officer from July 1997 to August 2001. Mr. Golub also served as a Senior Vice President of Lazard from May 1984 to January 1986. Prior to joining Lazard, Mr. Golub was a Partner at Deloitte Haskins & Sells from July 1980 to May 1984. Prior to joining Deloitte Haskins & Sells, he served as the Deputy Chief Accountant in the Chief Accountant's Office of the Securities and Exchange Commission from January 1979 to June 1980. Mr. Golub currently serves on the board of directors of Minerals Technologies Inc.

Scott D. Hoffman, 46

Mr. Hoffman has served as General Counsel of Lazard Ltd since May 2005. Mr. Hoffman has served as a Managing Director of Lazard Group since January 1999 and General Counsel of Lazard Group since January 2001. Mr. Hoffman previously served as Vice President and Assistant General Counsel from February 1994 to December 1997 and as a Director from January 1998 to December 1998. Prior to joining Lazard, Mr. Hoffman was an attorney at Cravath, Swaine & Moore LLP.

Alexander F. Stern, 42

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Mr. Stern was named Chief Operating Officer of Lazard Ltd and Lazard Group LLC in November 2008. He has served as a Managing Director since January 2002 and as the Firm's Global Head of Strategy since February 2006. Mr. Stern previously served as a Vice President in Lazard's Financial Advisory business from January 1998 to December 2000 and as a Director from January 2001 to December 2001. Mr. Stern initially joined Lazard in 1994 and previously held various positions with Patricof & Co. Ventures and IBM.

Charles G. Ward, III, 56

Mr. Ward has served as President of Lazard Ltd and Chairman of the Asset Management Group of Lazard Ltd since May 2005. Mr. Ward has served as President and a Managing Director of Lazard Group since February

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2002. Prior to joining Lazard, he was variously the Head or Co-Head of Global Investment Banking and Private Equity of Credit Suisse First Boston, or CSFB, from February 1994 to February 2002. Mr. Ward also served as a member of the Executive Board of CSFB from February 1994 to February 2002 and as President of CSFB from April 2000 to November 2000. Prior to joining CSFB, Mr. Ward co-founded Wasserstein Perella Group Inc. in February 1988 and served as President of Wasserstein Perella & Co. from January 1990 to February 1994. Prior to serving at Wasserstein Perella & Co., Mr. Ward was Co-Head of Mergers and Acquisitions and the Media Group at The First Boston Corporation where he worked from July 1979 to February 1988. Mr. Ward currently serves on the board of directors of Sapphire Industrials Corp.

Where You Can Find Additional Information

Lazard Ltd files current, annual and quarterly reports, proxy statements and other information required by the Securities Exchange Act of 1934, as amended (the Exchange Act), with the SEC. You may read and copy any document the company files at the SEC's public reference room located at 100 F Street, N.E., Washington, D.C. 20549, U.S.A. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The Company's SEC filings are also available to the public from the SEC's internet site at <http://www.sec.gov>. Copies of these reports, proxy statements and other information can also be inspected at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005, U.S.A.

Our public internet site is <http://www.lazard.com> and the investor relations section of our public internet site is located at <http://www.lazard.com/InvestorRelations/SEC-Filings.aspx>. We will make available free of charge, on or through the investor relations section of our internet site, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and Forms 3, 4 and 5 filed on behalf of directors and executive officers and any amendments to those reports filed or furnished pursuant to the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Also posted on our website, and available in print upon request of any shareholder to the Investor Relations Department, are charters for the Company's Audit Committee, Compensation Committee and Nominating & Governance Committee. Copies of these charters and our Corporate Governance Guidelines and Code of Business Conduct and Ethics governing our directors, officers and employees are also posted on our website in the Corporate Governance section.

Item 1A. Risk Factors

You should carefully consider the following risks and all of the other information set forth in this Form 10-K, including our consolidated financial statements and related notes. The risk factors set forth below primarily relate to the business of Lazard Group. These risks also affect Lazard Ltd because Lazard Ltd has no material assets as of December 31, 2008 other than indirect ownership of approximately 62.4% of the common membership interests in Lazard Group and its controlling interest in Lazard Group. The following risks comprise material risks of which we are aware. If any of the events or developments described below actually occurred, our business, financial condition or results of operations would likely suffer.

Risks Relating to the Financial Services Industry and Financial Markets

The U.S. and global capital markets and the economy generally have experienced significant deterioration and volatility recently, which has had negative repercussions on the global economy and, as a result, could present new challenges for our business.

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Commencing in 2007 and continuing through 2008, certain adverse financial developments have impacted the U.S. and global capital markets. These developments include a general slowing of economic growth both in the U.S. and globally, substantial volatility in equity securities markets, and volatility and tightening of liquidity in credit markets. In addition, concerns over increasing unemployment levels, declining business and consumer confidence, volatile energy costs, geopolitical issues and a declining real estate market in the U.S. and elsewhere

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have contributed to increased volatility and diminished expectations for the economy and the markets going forward. In some cases, the global capital markets have produced downward pressure on stock prices and credit capacity for certain issuers without regard to those issuers' underlying financial strength. If current levels of market disruption and volatility continue or worsen, there can be no assurance that we will not be adversely affected, which may have a material impact on our business and results of operations.

Current disruption and volatility in global financial markets might continue and governments may take further measures to intervene.

Over the last year, global financial markets have experienced extraordinary disruption and volatility. As a result of this situation, certain financial institutions around the world have failed and others have been forced to seek acquisition partners. The U.S. and other governments have taken unprecedented steps to try to stabilize the financial system, including investing in financial institutions. The overall effects of these and other legislative and regulatory initiatives on the financial markets is uncertain, and they may not have the intended stabilization effects. Should these or other legislative or regulatory initiatives fail to stabilize and add liquidity to the financial markets or have other adverse consequences, our business and results of operations could be adversely affected.

The soundness of other financial institutions could adversely affect us.

We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated when the collateral held by us cannot be fully realized or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due us.

Other Business Risks

Our ability to retain our managing directors and other key professional employees is critical to the success of our business, including maintaining compensation levels at an appropriate level of costs, and failure to do so may materially adversely affect our results of operations and financial position.

Our people are our most important resource. We must retain the services of our managing directors and other key professional employees, and strategically recruit and hire new talented employees, to obtain and successfully execute the advisory and asset management engagements that generate substantially all our revenue.

Lazard Group has experienced several significant events in recent years, including our transformation from a private to a public company. In general, our industry continues to experience change and exerts competitive pressures for retaining top talent, which makes it more difficult for us to retain professionals. If any of our managing directors and other key professional employees were to join an existing competitor, form a competing company or otherwise leave us, some of our clients could choose to use the services of that competitor or some other competitor instead of our services. The employment arrangements, non-competition agreements and retention agreements we have entered into with our managing directors and other key professional employees may not prevent our managing directors and other key professional employees from resigning from practice or competing against us. In addition, these arrangements and agreements have a limited duration and will expire after a certain period of time. We continue to be subject to intense competition in the financial services industry regarding the recruitment and retention

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of key professionals, and have experienced a few departures from and added to our professional ranks as a result. We have a compensation policy that targets our ongoing employee compensation and benefits expense in our traditional businesses, excluding special items, to not exceed 57.5% of operating revenue. Although in prior years we have been able to achieve this target, this policy may change in the future, including to adapt to changes in the economic environment, or a change that may be necessitated by lower operating revenues or to fund a major expansion. For the year ended December 31, 2008, such employee

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compensation and benefits expenses (excluding the charge relating to the LAM Merger in the third quarter of 2008) was 55.6% of operating revenue, including amortization of the relevant portion of the restricted stock unit grants under the Lazard Ltd 2005 Equity Incentive Plan and the Lazard Ltd 2008 Incentive Compensation Plan, which starts at the date of grant.

Difficult market conditions can adversely affect our business in many ways, including by reducing the volume of the transactions involving our Financial Advisory business and reducing the value or performance of the assets we manage in our Asset Management business, which, in each case, could materially reduce our revenue or income and adversely affect our financial position.

As a financial services firm, our businesses are materially affected by conditions in the global financial markets and economic conditions throughout the world. The financial environment in the U.S. and globally has been volatile during 2008 and challenging market conditions have persisted throughout most of the year. Unfavorable economic and market conditions can adversely affect our financial performance in both the Financial Advisory and Asset Management businesses, as demonstrated in fiscal year 2008.

For example, revenue generated by our Financial Advisory business is directly related to the volume and value of the transactions in which we are involved. During periods of unfavorable market or economic conditions, the volume and value of M&A transactions may decrease, thereby reducing the demand for our Financial Advisory services and increasing price competition among financial services companies seeking such engagements. Our results of operations would be adversely affected by any such reduction in the volume or value of M&A transactions. In addition, our profitability would be adversely affected due to our fixed costs and the possibility that we would be unable to scale back other costs within a timeframe sufficient to offset any decreases in revenue relating to changes in market and economic conditions. The future market and economic climate may deteriorate because of many factors, including possible increases in interest rates or inflation, terrorism or political uncertainty.

Within our Financial Advisory business, we have typically seen that, during periods of economic strength and growth, our Mergers and Acquisitions practice historically has been more active and our Financial Restructuring practice has been less active. Conversely, during periods of economic weakness and slowdown, we typically have seen that our Financial Restructuring practice has been more active and our Mergers and Acquisitions practice has been less active. As a result, our revenue from our Financial Restructuring practice has tended to correlate negatively to our revenue from our Mergers and Acquisitions practice over the course of business cycles. These trends are cyclical in nature and subject to periodic reversal. However, these trends do not cancel out the impact of economic conditions in our Financial Advisory business, which may be adversely affected by a downturn in economic conditions leading to decreased Mergers and Acquisitions practice activity, notwithstanding improvements in our Financial Restructuring practice. Moreover, revenue improvements in our Mergers and Acquisitions practice in strong economic conditions could be offset in whole or in part by any related revenue declines in our Financial Restructuring practice. While we generally have experienced a counter- cyclical relationship between our Mergers and Acquisitions practice and our Financial Restructuring practice, this relationship may not continue in the future.

Our Asset Management business also would be expected to generate lower revenue in a market or general economic downturn. Under our Asset Management business arrangements, investment advisory fees we receive typically are based on the market value of AUM. Accordingly, a decline in the prices of securities, such as that which occurred on a global basis in 2008, would be expected to cause our revenue and income to decline by:

causing the value of our AUM to decrease, which would result in lower investment advisory fees,

causing negative absolute performance returns for some accounts which have performance-based incentive fees, which would result in a reduction of revenue from such fees, or

causing some of our clients to withdraw funds from our Asset Management business in favor of investments they perceive as offering greater opportunity or lower risk, which also would result in lower investment advisory fees.

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If our Asset Management revenue declines without a commensurate reduction in our expenses, our net income will be reduced. In addition, in the event of a market downturn, our alternative investment and private equity practice also may be impacted by reduced exit opportunities in which to realize the value of its investments.

The significant declines in equity and other financial markets that occurred globally during 2008, as well as the general economic downturn in the U.S. and globally, have adversely affected, and may continue to adversely affect, our Financial Advisory and Asset Management businesses.

A majority of our revenue is derived from Financial Advisory fees, which are not long-term contracted sources of revenue and are subject to intense competition, and declines in our Financial Advisory engagements could have a material adverse effect on our financial condition and results of operations.

We historically have earned a substantial portion of our revenue from advisory fees paid to us by our Financial Advisory clients, which fees usually are payable upon the successful completion of a particular transaction or restructuring. For example, for the year ended December 31, 2008, Financial Advisory services accounted for approximately 66% of our consolidated net revenue. We expect that we will continue to rely on Financial Advisory fees for a substantial portion of our revenue for the foreseeable future, and a decline in our advisory engagements or the market for advisory services would adversely affect our business, financial condition and results of operations.

In addition, we operate in a highly competitive environment where typically there are no long-term contracted sources of revenue. Each revenue-generating engagement typically is separately awarded and negotiated. Furthermore, many businesses do not routinely engage in transactions requiring our services and, as a consequence, our fee paying engagements with many clients are not likely to be predictable. We also lose clients each year as a result of the sale or merger of a client, a change in a client's senior management, competition from other financial advisors and financial institutions, and other causes. As a result, our engagements with clients are constantly changing and our Financial Advisory fees could decline quickly due to the factors discussed above.

There will not be a consistent pattern in our financial results from period to period, which may make it difficult for us to achieve steady earnings growth on a quarterly basis.

We experience significant fluctuations in quarterly revenue and profits. These fluctuations generally can be attributed to the fact that we earn a significant portion of our Financial Advisory revenue upon the successful completion of a merger or acquisition transaction or a restructuring, the timing of which is uncertain and is not subject to our control. In addition, our Asset Management revenue is particularly sensitive to fluctuations in our AUM. Asset Management fees are often based on AUM as of the end of a quarter or month. As a result, a reduction in assets at the end of a quarter or month (as a result of market depreciation, withdrawals or otherwise) will result in a decrease in management fees. Similarly, timing of flows, contributions and withdrawals are often out of our control and may be inconsistent from quarter to quarter. As a result of quarterly fluctuations, it may be difficult for us to achieve steady earnings growth on a quarterly basis.

In many cases, we are paid for advisory engagements only upon the successful consummation of the underlying merger or acquisition transaction or restructuring. As a result, our Financial Advisory business is highly dependent on market conditions and the decisions and actions of our clients, interested third parties and governmental authorities. For example, a client could delay or terminate an acquisition transaction because of a failure to agree upon final terms with the counterparty, failure to obtain necessary regulatory consents or board of directors or stockholder approvals, failure to secure necessary financing, adverse market conditions or because the target's business is experiencing unexpected operating or financial problems. Anticipated bidders for assets of a client during a restructuring transaction may not materialize or our client may not be able to restructure its operations or indebtedness, for example, due to a failure to reach agreement with its principal

creditors. In

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addition, a bankruptcy court may deny our right to collect a success or completion fee. In these circumstances, other than in engagements where we receive monthly retainers, we often do not receive any advisory fees other than the reimbursement of certain expenses despite the fact that we devote resources to these transactions. Accordingly, the failure of one or more transactions to close either as anticipated or at all could materially adversely affect our business, financial condition or results of operations. For more information, see Management's Discussion and Analysis of Financial Condition and Results of Operations.

If the number of debt defaults, bankruptcies or other factors affecting demand for our Financial Restructuring services declines, or we lose business to certain new entrants to the financial restructuring advisory practice who are no longer precluded from offering such services due to changes to the U.S. Bankruptcy Code, our Financial Restructuring practice's revenue could suffer.

We provide various financial restructuring and restructuring-related advice to companies in financial distress or to their creditors or other stakeholders. Historically, the fees from financial restructuring related services have been a significant part of our Financial Advisory revenue. A number of factors could affect demand for these advisory services, including general economic conditions, the availability and cost of debt and equity financing and changes to laws, rules and regulations, including deregulation or privatization of particular industries and those that protect creditors.

Section 327 of the U.S. Bankruptcy Code requires that disinterested persons be employed in a restructuring. The definition of disinterested persons has been modified. As previously in effect, certain of our competitors were disqualified from being employed in restructurings as a result of their status as an underwriter of securities. This basis for disqualification, however, no longer applies. Historically, we were not often disqualified from obtaining a role in a restructuring because we have not been a significant underwriter of securities. The change of the disinterested persons definition allows for more financial services firms to compete for restructuring engagements and make recruiting and retaining of professionals more difficult. If our competitors succeed in being retained in new restructuring engagements, our Financial Restructuring practice, and thereby our results of operations, could be materially adversely affected.

We could lose clients and suffer a decline in our Asset Management revenue and earnings if the investments we choose in our Asset Management business perform poorly or if we lose key employees, regardless of overall trends in the prices of securities.

Investment performance affects our AUM relating to existing clients and is one of the most important factors in retaining clients and competing for new Asset Management business. Poor investment performance could impair our revenue and growth because:

existing clients might withdraw funds from our Asset Management business in favor of better performing products, which would result in lower investment advisory fees,

our incentive fees, which provide us with a set percentage of returns on some alternative investment and private equity funds and other accounts, would decline,

third-party financial intermediaries, advisors or consultants may rate our products poorly, which may result in client withdrawals and reduced asset flows from these third parties or their clients, or

firms with which we have strategic alliances may terminate such relationships with us, and future strategic alliances may be unavailable.

If key employees were to leave our Asset Management business, whether to join a competitor or otherwise, we may suffer a decline in revenue or earnings and suffer an adverse effect on our financial position. Loss of key employees may occur due to perceived opportunity for promotion, increased compensation, work environment or other individual reasons, some of which may be beyond our control.

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Our investment style in our Asset Management business may underperform other investment approaches, which may result in significant client or asset departures, or a reduction in AUM.

Even when securities prices are rising generally, performance can be affected by investment style. Many of the equity investment strategies in our Asset Management business share a common investment orientation towards fundamental security selection. We believe this style tends to outperform the market in some market environments and underperform it in others. In particular, a prolonged growth environment may cause certain investment strategies to go out of favor with some clients, consultants or third-party intermediaries. In combination with poor performance relative to peers, changes in personnel, extensive periods in particular market environments or other difficulties, this may result in significant client or asset departures or a reduction in AUM.

Because our clients can remove the assets we manage on short notice, we may experience unexpected declines in revenue and profitability.

Our investment advisory contracts are generally terminable upon very short notice. 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. Poor performance relative to other investment management firms tends to result in decreased investments in our investment products, increased redemptions of our investment products, and the loss of institutional or individual accounts or strategic alliances. In addition, the ability to terminate relationships may allow clients to renegotiate for lower fees paid for asset management services.

In addition, in the U.S., as required by the Investment Company Act, each of our investment advisory contracts with the mutual funds we advise or subadvise automatically terminates upon its assignment. Each of our other investment advisory contracts subject to the provisions of the Investment Advisers Act provide, as required by the act, that the contract may not be assigned without the consent of the customer. A sale of a sufficiently large block of shares of our voting securities or other transactions could be deemed an assignment in certain circumstances. An assignment, actual or constructive, would trigger these termination provisions and could adversely affect our ability to continue managing client accounts.

Access to clients through intermediaries is important to our Asset Management business, and reductions in referrals from such intermediaries or poor reviews of our products or our organization by such intermediaries could materially reduce our revenue and impair our ability to attract new clients.

Our ability to market our Asset Management services relies in part on receiving mandates from the client base of national and regional securities firms, banks, insurance companies, defined contribution plan administrators, investment consultants and other intermediaries. To an increasing extent, our Asset Management business uses referrals from accountants, lawyers, financial planners and other professional advisors. The inability to have this access could materially adversely affect our Asset Management business. In addition, many of these intermediaries review and evaluate our products and our organization. Poor reviews or evaluations of either the particular product or of us may result in client withdrawals or an inability to attract new assets through such intermediaries.

Our historical investment activities involve increased levels of investments in relatively high-risk, illiquid assets, and we may lose some or all of the principal amount that we invest in these activities or fail to realize any profits from these activities for a considerable period of time.

We intend to expand our participation in alternative investment activities through investments in new and successor funds, and we may exercise our option under the business alliance agreement between Lazard Group and LFCM Holdings to acquire the alternative investment business and related principal investments from LFCM Holdings (see Note 10 of Notes to Consolidated Financial Statements for a description of the CP II MgmtCo Spin-Off and related transactions, including the February, 2009 amendment to the business alliance agreement to remove any restriction on the Company engaging in private equity businesses in North America).

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The revenue from this business is derived primarily from management fees calculated as a percentage of AUM and incentive fees, which are earned if investments are profitable over a specified threshold. Our ability to form new alternative investment funds is subject to a number of uncertainties, including past performance of our funds, market or economic conditions, competition from other fund managers and the ability to negotiate terms with major investors. In addition, the payments we are entitled to receive from LFCM Holdings under the terms of the business alliance agreement in respect of our continued involvement with LFCM Holdings are based on the carried interests received in connection with LFCM Holdings-managed funds.

In addition, we have made, and in the future may make, principal investments in public or private companies or in alternative investments (including private equity funds and special purpose acquisition companies) established by us or by LFCM Holdings and continue to hold principal investments directly or through several funds managed by LFCM Holdings. Making principal investments is risky, and we may lose some or all of the principal amount of our investments. Certain of these types of investments may be in relatively high-risk, illiquid assets. Because it may take several years before attractive alternative investment opportunities are identified, some or all of the capital committed by us to these funds is likely to be invested in government securities, other short-term, highly rated debt securities and money market funds that traditionally have offered investors relatively lower returns. In addition, these investments may be adjusted for accounting purposes to fair value at the end of each quarter, and our allocable share of any such gains or losses will affect our revenue, even though such fair value fluctuations may have no cash impact, which could increase the volatility of our earnings. It takes a substantial period of time to identify attractive alternative investment opportunities, to raise all the funds needed to make an investment and then to realize the cash value of an investment through resale. Even if an alternative investment proves to be profitable, it may be several years or longer before any profits can be realized in cash or other proceeds.

Our results of operations may be affected by market fluctuations related to positions held in our investment portfolios.

We invest capital in corporate and non-U.S. government debt securities in conjunction with the commercial banking activities of LFB and in equities in order to seed LAM equity and alternative investment funds, and for general corporate purposes. Such investments are subject to market fluctuations due to changes in the market prices of securities, interest rates or other market factors, such as liquidity. These investments are adjusted for accounting purposes to fair market value at the end of each quarter regardless of our intended holding period and, to the extent the related gains or losses are not reflected in accumulated other comprehensive income (loss), net of tax, such gains or losses will affect our revenue and therefore may increase the volatility of our earnings, even though such gains or losses may not be realized. Furthermore, any unrealized losses reflected in accumulated other comprehensive income (loss), net of tax that are deemed other than temporary would be reclassified into earnings.

We face strong competition from financial services firms, many of whom have the ability to offer clients a wider range of products and services than we can offer, which could lead to pricing pressures that could materially adversely affect our revenue and profitability.

The financial services industry is intensely competitive, and we expect it to remain so. We compete on the basis of a number of factors, including the quality of our employees, transaction execution, our products and services, innovation, reputation and price. We have experienced intense fee competition in some of our businesses in recent years, and we believe that we may experience pricing pressures in these and other areas in the future as some of our competitors seek to obtain increased market share by reducing fees.

We face increased competition due to a trend toward consolidation. There has been substantial consolidation and convergence among companies in the financial services industry, as witnessed during 2008. In particular, a number of large commercial banks, insurance companies and other broad-based financial services firms have established or acquired broker-dealers or have merged with other financial institutions. This trend was amplified

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in connection with the unprecedented disruption and volatility in the financial markets during 2008, and, as a result, a number of financial services companies have merged, been acquired or have fundamentally changed their respective business models. Many of these firms have the ability to offer a wide range of products, from loans, deposit-taking and insurance to brokerage, asset management and investment banking services, which may enhance their competitive position. They also have the ability to support investment banking, including financial advisory services, with commercial banking, insurance and other financial services in an effort to gain market share, which could result in pricing pressure in our businesses.

An inability to access the debt and equity capital markets as a result of our debt obligations, credit ratings or other factors could impair our liquidity, increase our borrowing costs or otherwise adversely affect our competitive position or results of operations.

As of December 31, 2008, Lazard Group and its subsidiaries had approximately \$1.3 billion in debt outstanding. This debt has certain mandated payment obligations, which may constrain our ability to operate our business. In addition, in the future we may need to incur debt or issue equity in order to fund our working capital requirements or refinance existing indebtedness, as well as to make acquisitions and other investments. The amount of our debt obligations may impair our ability to raise debt or issue equity for financing purposes. Our access to funds also may be impaired if regulatory authorities take significant action against us, or if we discover that any of our employees had engaged in serious unauthorized or illegal activity. In addition, our borrowing costs and our access to the debt capital markets depend significantly on our credit ratings. These ratings are assigned by rating agencies, which may reduce or withdraw their ratings or place us on credit watch with negative implications at any time. Furthermore, the debt capital markets have experienced significant tightening and volatility during 2008, which may make it difficult or expensive for us to renew existing credit facilities, issue new debt or restructure our existing debt. See Management's Discussion and Analysis of Financial Condition and Results of Operations.

We may pursue acquisitions or joint ventures that could present unforeseen integration obstacles or costs.

We routinely assess our strategic position and may in the future seek acquisitions or other transactions to further enhance our competitive position. We have in the past pursued joint ventures and other transactions aimed at expanding the geography and scope of our operations. During 2007, we acquired all of the outstanding ownership interests of GAHL and CWC, we entered into a joint cooperation agreement with Raiffeisen and we entered into a shareholders agreement to acquire a 50% interest in MBA, with this transaction closing on January 31, 2008. During 2008, Lazard Group formed a strategic partnership with Apollo for private equity investments in Europe. We expect to continue to explore acquisitions and partnership or strategic alliance opportunities that we believe to be attractive.

Acquisitions and joint ventures involve a number of risks and present financial, managerial and operational challenges, including potential disruption of our ongoing business and distraction of management, difficulty with integrating personnel and financial and other systems, hiring additional management and other critical personnel and increasing the scope, geographic diversity and complexity of our operations. Our clients may react unfavorably to our acquisition and joint venture strategy, we may not realize any anticipated benefits from acquisitions, we may be exposed to additional liabilities of any acquired business or joint venture, and we may not be able to renew on similar terms (or at all) previously successful joint ventures or similar arrangements, any of which could materially adversely affect our revenue and results of operations.

Employee misconduct could harm us by impairing our ability to attract and retain clients and subjecting us to significant legal liability and reputational harm, and this type of misconduct is difficult to detect and deter.

There have been a number of highly publicized cases involving fraud or other misconduct by employees in the financial services industry generally, and we run the risk that employee misconduct could occur in our

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business as well. For example, misconduct by employees could involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious reputational or financial harm. Our Financial Advisory business often requires that we deal with client confidences of great significance to our clients, improper use of which may harm our clients or our relationships with our clients. Any breach of our clients' confidences as a result of employee misconduct may impair our ability to attract and retain Financial Advisory clients and may subject us to liability. Similarly, in our Asset Management business, we have authority over client assets, and we may, from time to time, have custody of such assets. In addition, we often have discretion to trade client assets on the client's behalf and must do so acting in the best interests of the client. As a result, we are subject to a number of obligations and standards, and the violation of those obligations or standards may adversely affect our clients and us. It is not always possible to deter employee misconduct, and the precautions we take to detect and prevent this activity may not be effective in all cases.

The financial services industry faces substantial litigation and regulatory risks, and we may face damage to our professional reputation and legal liability if our services are not regarded as satisfactory or for other reasons.

As a financial services firm, we depend to a large extent on our relationships with our clients and our reputation for integrity and high-caliber professional services to attract and retain clients. As a result, if a client is not satisfied with our services, such dissatisfaction may be more damaging to our business than to other types of businesses. Moreover, our role as advisor to our clients on important M&A or restructuring transactions involves complex analysis and the exercise of professional judgment, including, if appropriate, rendering fairness opinions in connection with mergers and other transactions.

In recent years, the volume of claims and amount of damages claimed in litigation and regulatory proceedings against financial advisors has been increasing. These risks have increased as a result of the extreme turmoil and volatility that the global financial markets generally, and financial institutions in particular, have experienced over the last year. Our Financial Advisory activities may subject us to the risk of significant legal actions by our clients and third parties, including our clients' stockholders, under securities or other laws for allegations relating to materially false or misleading statements made in connection with securities and other transactions and potential liability for the fairness opinions and other advice provided to participants in corporate transactions. In our Asset Management business, we make investment decisions on behalf of our clients which could result in substantial losses. This also may subject us to the risk of legal actions alleging negligence, misconduct, breach of fiduciary duty or breach of contract. These risks often may be difficult to assess or quantify and their existence and magnitude often remain unknown for substantial periods of time. Our engagements typically include broad indemnities from our clients and provisions designed to limit our exposure to legal claims relating to our services, but these provisions may not protect us or may not be adhered to in all cases. We also are subject to claims arising from disputes with employees for alleged discrimination or harassment, among other things. These risks often may be difficult to assess or quantify, and their existence and magnitude often remain unknown for substantial periods of time. As a result, we may incur significant legal expenses in defending against litigation. Substantial legal liability or significant regulatory action against us could materially adversely affect our business, financial condition or results of operations or cause significant reputational harm to us, which could seriously harm our business.

Other operational risks may disrupt our businesses, result in regulatory action against us or limit our growth.

Our business is dependent on communications and information systems, including those of our vendors. Any failure or interruption of these systems, whether caused by fire, other natural disaster, power or telecommunications failure, act of terrorism or war or otherwise, could materially adversely affect our operating results. Although back-up systems are in place, our back-up procedures and capabilities in the event of a failure or interruption may not be adequate.

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Particularly in our Asset Management business, we rely heavily on our financial, accounting, trading, compliance and other data processing systems, and those of our vendors or service providers. We expect that we will need to review whether to continue to upgrade and expand the capabilities of these systems in the future to avoid disruption of, or constraints on, our operations. However, if any of these systems do not operate properly or are disabled, we could suffer financial loss, a disruption of our businesses, liability to clients, regulatory intervention or reputational damage. The inability of our systems (or those of our vendors or service providers) to accommodate an increasing volume of transactions also could constrain our ability to expand our businesses.

Extensive regulation of our businesses limits our activities and results in ongoing exposure to the potential for significant penalties, including fines or limitations on our ability to conduct our businesses.

The financial services industry is subject to extensive regulation. We are subject to regulation by governmental and self-regulatory organizations in the jurisdictions in which we operate around the world. Many of these regulators, including U.S. and non-U.S. government agencies and self-regulatory organizations, as well as state securities commissions in the U.S., are empowered to conduct administrative proceedings that can result in censure, fine, the issuance of cease-and-desist orders or the suspension or expulsion of a broker-dealer from registration or memberships. The requirements imposed by our regulators are designed to ensure the integrity of the financial markets and to protect customers and other third parties who deal with us and are not designed to protect our stockholders. Consequently, these regulations often serve to limit our activities, including through net capital, customer protection and market conduct requirements.

We face the risk of significant intervention by regulatory authorities, including extended investigation and surveillance activity, adoption of costly or restrictive new regulations and judicial or administrative proceedings that may result in substantial penalties. Among other things, we could be fined or be prohibited from engaging in some of our business activities. In addition, the regulatory environment in which we operate is subject to modifications and further regulation. New laws or regulations or changes in the enforcement of existing laws or regulations applicable to us and our clients also may adversely affect our business, and our ability to function in this environment will depend on our ability to constantly monitor and react to these changes.

Over the last year, global financial markets have experienced extraordinary disruption and volatility. As a result of this situation, certain financial institutions around the world have failed and others have been forced to seek acquisition partners. It is possible that the U.S. and other governments may take further actions in response to this situation, including expanding current or enacting new standards, requirements and rules that may be applicable to us and our subsidiaries. The effect of any such expanded or new standards, requirements and rules is uncertain and could have adverse consequences to our business and results of operations. For example, on February 4, 2009, the U.S. Department of the Treasury issued a press release announcing guidelines which impose expanded obligations and restrictions related to executive compensation on financial institutions that receive certain financial assistance from the U.S. government. Similarly, the American Recovery and Reinvestment Act, enacted on February 17, 2009, contains restrictions on executive compensation for companies receiving such financial assistance. While we have not received, and have no current intention of seeking, such financial assistance, the February 4, 2009 press release also notes certain long-term company-wide compensation related reform concepts that, if enacted, may become applicable to us in the future.

The regulatory environment in which our clients operate may impact our business. For example, changes in antitrust laws or the enforcement of antitrust laws could affect the level of M&A activity and changes in state laws may limit investment activities of state pension plans.

For asset management businesses in general, there have been a number of highly publicized cases involving fraud or other misconduct by employees of asset management firms, as well as industry-wide regulatory inquiries. These cases and inquiries have resulted in increased scrutiny in the industry and may result in new rules and regulations for mutual funds, hedge funds and their investment managers. This regulatory scrutiny and

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these rulemaking initiatives may result in an increase in operational and compliance costs or the assessment of significant fines or penalties against our Asset Management business, and may otherwise limit our ability to engage in certain activities.

Financial services firms are subject to numerous conflicts of interests or perceived conflicts. We have adopted various policies, controls and procedures to address or limit actual or perceived conflicts and regularly seek to review and update our policies, controls and procedures. However, these policies and procedures may result in increased costs, additional operational personnel and increased regulatory risk. Failure to adhere to these policies and procedures may result in regulatory sanctions or client litigation.

Specific regulatory changes also may have a direct impact on the revenue of our Asset Management business. In addition to regulatory scrutiny and potential fines and sanctions, regulators continue to examine different aspects of the asset management industry. For example, the use of soft dollars, where a portion of commissions paid to broker-dealers in connection with the execution of trades also pays for research and other services provided to advisors, continues to be examined and may in the future be limited or modified. Although a substantial portion of the research relied on by our Asset Management business in the investment decision-making process is generated internally by our investment analysts, external research, including external research paid for with soft dollars, is important to the process. This external research generally is used for information gathering or verification purposes, and includes broker-provided research, as well as third-party provided databases and research services. For the year ended December 31, 2008, our Asset Management business obtained research and other services through soft dollar arrangements, the total cost of which we estimate to be approximately \$21 million. If the use of soft dollars is limited, we may have to bear some of these costs. In addition, new regulations regarding the management of hedge funds and the use of certain investment products may impact our Asset Management business and result in increased costs. For example, many regulators around the world recently adopted restrictions or prohibitions on the short selling of certain securities and requirements to report short positions and transactions. These regulatory changes and other proposed or potential changes may result in a reduction of revenue associated with our Asset Management business.

See [Business Regulation](#) for a further discussion of the regulatory environment in which we conduct our businesses.

Fluctuations in foreign currency exchange rates could reduce our stockholders' equity and net income or negatively impact the portfolios of our Asset Management clients and may affect the levels of our AUM.

We are exposed to fluctuations in foreign currencies. Our financial statements are denominated in U.S. dollars and, for the year ended December 31, 2008, we received approximately 49% of our consolidated net revenue in other currencies, predominantly in euros and British pounds. In addition, we pay a significant amount of our expenses in such other currencies. The exchange rates of these currencies versus the U.S. dollar affects the carrying value of our assets and liabilities as well as our net income. We do not generally hedge such foreign currency exchange rate exposure arising in our subsidiaries outside of the U.S. Fluctuations in foreign currency exchange rates may also make period to period comparisons of our results of operations difficult.

Foreign currency fluctuations also can impact the portfolios of our Asset Management clients. Client portfolios are invested in securities across the globe, although most portfolios are in a single base currency. Foreign currency fluctuations can adversely impact investment performance for a client's portfolio. In addition, foreign currency fluctuations may affect the levels of our AUM. As our AUM include significant assets that are denominated in currencies other than U.S. dollars, an increase in the value of the U.S. dollar relative to non-U.S. currencies may result in a decrease in the dollar value of our AUM, which, in turn, would result in lower U.S. dollar denominated revenue in our Asset Management business. While this risk may be limited by foreign currency hedging, some risks cannot be hedged and our hedging activity may not be successful. Poor performance may result in decreased AUM, including as a result of withdrawal of client assets or a decrease in new assets being raised in the relevant product.

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See Note 16 of Notes to Consolidated Financial Statements for additional information regarding the impact on stockholders' equity from currency translation adjustments.

Our only material asset is our indirect interest in Lazard Group, and, accordingly, we are dependent upon distributions from Lazard Group to pay dividends and taxes and other expenses.

Lazard Ltd is a holding company and, as of December 31, 2008, had no material assets other than the indirect ownership of approximately 62.4% of the common membership interests in Lazard Group and indirect control of both of the managing members of Lazard Group. Lazard Ltd controls Lazard Group through this managing member position. We have no independent means of generating significant revenue. Our wholly-owned subsidiaries incur income taxes on their proportionate share of any net taxable income of Lazard Group in their respective tax jurisdictions. We intend to continue to cause Lazard Group to make distributions to its members, including our wholly-owned subsidiaries, in an amount sufficient to cover all applicable taxes payable by us and dividends, if any, declared by us. To the extent that our subsidiaries need funds to pay taxes on their share of Lazard Group's net taxable income, or if Lazard Ltd needs funds for any other purpose, and Lazard Group is restricted from making such distributions under applicable law or regulation, or is otherwise unable to provide such funds, it could materially adversely affect our business, financial condition or results of operations.

Earnings of Lazard Group allocable to LAZ-MD Holdings are taxed at higher tax rates than earnings allocable to Lazard Ltd, which results in less cash being available to Lazard Group than would otherwise be available to it.

The managing directors of Lazard Group and other owners of LAZ-MD Holdings generally are taxed at a higher rate on their allocable share of Lazard Group's earnings than that paid by Lazard Ltd. Lazard Group makes tax-related distributions based on the higher of the effective income and franchise tax rate applicable to Lazard Ltd's subsidiaries that hold the Lazard Group common membership interests and the weighted average income tax rate (based on income allocated) applicable to LAZ-MD Holdings' members, determined in accordance with Lazard Group's operating agreement. In the event that tax rates applicable to members of LAZ-MD Holdings increase, the pro rata distributions from Lazard Group to its members, including Lazard Ltd's subsidiaries, may increase correspondingly. Therefore, because distributions by Lazard Group to its members are made on a pro rata basis, tax-related distributions to Lazard Ltd's subsidiaries may exceed the taxes Lazard Ltd's subsidiaries actually pay or expect to pay. This results in less cash being available to Lazard Group than would otherwise be available to it, and in cash being held by Lazard Ltd's subsidiaries in excess of what they actually pay for taxes or hold for expected future payments. We intend to continue to cause such subsidiaries to lend to Lazard Group a significant portion of such excess cash.

We may become subject to taxes in Bermuda after March 28, 2016, which may have a material adverse effect on our results of operations.

The Bermuda Minister of Finance, under the Exempted Undertakings Tax Protection Act 1966 of Bermuda, as amended, has given us an assurance that if any legislation is enacted in Bermuda that would impose tax computed on profits or income, or computed on any capital asset, gain or appreciation, or any tax in the nature of estate duty or inheritance tax, then the imposition of any such tax will not be applicable to us or any of our operations, shares, debentures or other obligations until March 28, 2016, except insofar as such tax applies to persons ordinarily resident in Bermuda or to any taxes payable by us in respect of real property owned or leased by us in Bermuda. Given the limited duration of the Bermuda Minister of Finance's assurance, we may be subject to Bermuda tax after March 28, 2016.

In the event of a change or adverse interpretation of relevant income tax law, regulation or treaty, or a failure to qualify for treaty benefits, our overall tax rate may be substantially higher than the rate used for purposes of our consolidated financial statements.

Our effective tax rate is based upon the application of currently applicable income tax laws, regulations and treaties, current judicial and administrative authorities interpreting those income tax laws, regulations and

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treaties, and upon our non-U.S. subsidiaries' ability to qualify for benefits under those treaties, and that a portion of their income is not subject to U.S. tax as effectively connected income. Moreover, those income tax laws, regulations and treaties, and the administrative and judicial authorities interpreting them, are subject to change at any time, and any such change may be retroactive.

Our effective tax rate is based upon our non-U.S. subsidiaries qualifying for treaty benefits. The eligibility of our non-U.S. subsidiaries for treaty benefits generally depends upon, among other things, at least 50% of the principal class of shares in such subsidiaries being ultimately owned by U.S. citizens and persons that are qualified residents for purposes of the treaty. It is possible that this requirement may not be met, and even if it is met, we may not be able to document that fact to the satisfaction of the IRS. If our non-U.S. subsidiaries are not treated as eligible for treaty benefits, such subsidiaries will be subject to additional U.S. taxes, including branch profits tax on their effectively connected earnings and profits (as determined for U.S. federal income tax purposes) at a rate of 30% rather than a treaty rate of 5%.

The inability, for any reason, to achieve and maintain an overall income tax rate approximately equal to the rate used in preparing our consolidated financial statements could materially adversely affect our business and our results of operations and could materially adversely affect our financial statements.

Tax authorities may challenge our tax computations, classifications and our transfer pricing methods, and their application.

In the ordinary course of our business, we are subject to tax audits in various jurisdictions. Tax authorities may challenge our tax computations, classifications, our transfer pricing methods and their application, and other items. While we believe our tax computations, classifications and transfer pricing results are correct and properly reflected on our financial statements, the tax authorities may disagree.

Future tax legislative agenda is unknown at the present time.

At present, no tax proposals have been introduced in the Congress that would materially adversely impact Lazard Ltd's tax rate. However, there may be proposals introduced at a later date that could affect our structure and the availability of certain tax treaties. At this point it is too early to tell what is likely to happen or to assess its potential impact.

Our subsidiaries will be required to pay LFCM Holdings most of the benefit relating to any additional tax depreciation or amortization deductions our subsidiaries may claim as a result of the tax basis step-up our subsidiaries receive in connection with the equity public offering and related transactions.

In connection with our secondary offerings in December, 2006 and in September, 2008, LAZ-MD Holdings exchangeable interests were, in effect, partially exchanged for shares of our common stock. Additional exchanges are scheduled to take place in the future. The redemption and the exchanges may result in increases in the tax basis of the tangible and intangible assets of Lazard Group attributable to our subsidiaries' interest in Lazard Group that otherwise would not have been available. These increases in tax basis may reduce the amount of tax that our subsidiaries would otherwise be required to pay in the future, although the IRS may challenge all or part of that tax basis increase, and a court could sustain such a challenge.

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Our subsidiaries entered into a tax receivable agreement with LFCM Holdings that provides for the payment by our subsidiaries to LFCM Holdings of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that we actually realize as a result of these increases in tax basis and of certain other tax benefits related to entering into the tax receivable agreement, including tax benefits attributable to payments under the tax receivable agreement. We expect to benefit from the remaining 15% of cash savings realized. Our subsidiaries have the right to terminate the tax receivable agreement at any time for an amount based on an agreed value of certain payments remaining to be made under the tax receivable agreement at such

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time. While the actual amount and timing of any payments under this agreement will vary depending upon a number of factors, including the timing of exchanges, the extent to which such exchanges are taxable, the allocation of the step-up among the Lazard Group assets, and the amount and timing of our income, we expect that, as a result of the size of the increases in the tax basis of the tangible and intangible assets of Lazard Group attributable to our subsidiaries' interest in Lazard Group, during the 24-year term of the tax receivable agreement, the payments that our subsidiaries may make to LFCM Holdings could be substantial. If the LAZ-MD Holdings exchangeable interests had been effectively exchanged in a taxable transaction for common stock at the close of business on December 31, 2008, the aggregate increase in tax basis attributable to our subsidiaries' interest in Lazard Group would have been approximately \$3.0 billion (based on the then closing price per share of our common stock on the NYSE of \$29.74), including the increase in tax basis associated with the redemption and recapitalization. The potential future increase in tax basis will depend on the Lazard common stock price at the time of exchange. The cash savings that our subsidiaries would actually realize as a result of this increase in tax basis likely would be significantly less than this amount multiplied by our effective tax rate due to a number of factors, including sufficient taxable income to absorb the increase in tax basis, the allocation of the increase in tax basis to foreign or non-amortizable assets, the impact of the increase in the tax basis on our ability to use foreign tax credits and the rules relating to the amortization of intangible assets. Our ability to achieve benefits from any such increase, and the payments to be made under this agreement, will depend upon a number of factors, as discussed above, including the timing and amount of our future income.

In addition, if the IRS successfully challenges the tax basis increase, under certain circumstances, our subsidiaries could make payments to LFCM Holdings under the tax receivable agreement in excess of our subsidiaries' cash tax savings.

Our financial performance depends, in part, on our ability to achieve our target compensation and benefits expense level, and the failure to achieve this target level may materially adversely affect our results of operations and financial position.

A key driver of our profitability is our ability to generate revenue while achieving our target compensation and benefits expense levels. We have a compensation policy that targets our ongoing compensation and benefits expense in our traditional businesses, excluding special items, to not exceed 57.5% of operating revenue each year. Although in prior years we have been able to achieve this target, this policy may change in the future, including to adapt to changes in the economic environment, or a change that may be necessitated by lower operating revenues or to fund a major expansion. Compensation and benefits expense (excluding the charge relating to the LAM Merger in the third quarter of 2008) was 55.6%, 55.7% and 56.7% of operating revenue for the years ended December 31, 2008, 2007 and 2006, respectively. Increased competition for senior professionals, continued turmoil and volatility in the financial markets generally or other factors could prevent us from continuing to maintain this target. Failure to achieve this historical target ratio may materially adversely affect our results of operations and financial position.

LAZ-MD Holdings is a significant stockholder of Lazard Ltd and, through the amended and restated LAZ-MD Holdings stockholders agreement, the members of LAZ-MD Holdings are able to exercise significant influence over all matters requiring Lazard Ltd stockholder approval.

LAZ-MD Holdings holds Lazard Ltd's Class B common stock representing approximately 37.6% of the voting power of all shares of Lazard Ltd's voting stock. Pursuant to the LAZ-MD Holdings stockholders' agreement, the members of LAZ-MD Holdings are individually entitled to direct LAZ-MD Holdings how to vote their proportionate interest in Lazard Ltd's Class B common stock on an as-if-exchanged basis. The voting power associated with the Class B common stock is intended to mirror the members' indirect economic interest in Lazard Group. Through the LAZ-MD Holdings stockholders' agreement, the members currently are able to exercise significant influence over all matters requiring Lazard Ltd stockholder approval, including the election of all directors and approval of significant corporate transactions, and other matters affecting the members. This voting power may have the effect of delaying or preventing a change in control of Lazard Ltd.

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Failure to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business.

We have documented and tested our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act, which requires annual management assessments of the effectiveness of our internal controls over financial reporting and a report by our independent auditors regarding the Company's internal control over financial reporting. We are in compliance with Section 404 of the Sarbanes-Oxley Act as of December 31, 2008. However, if we fail to maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act. Failure to maintain an effective internal control environment could have a material adverse effect on our business.

LAZ-MD Holdings, Lazard Group, LFCM Holdings and Lazard Ltd entered into various arrangements, including the master separation agreement, which contain cross-indemnification obligations of LAZ-MD Holdings, Lazard Group, LFCM Holdings and Lazard Ltd, that any party may be unable to satisfy.

The master separation agreement that Lazard Ltd entered into with Lazard Group, LAZ-MD Holdings and LFCM Holdings provides, among other things, that LFCM Holdings generally will indemnify Lazard Ltd, Lazard Group and LAZ-MD Holdings for losses that we incur arising out of, or relating to, the separated businesses and the businesses conducted by LFCM Holdings and losses that Lazard Ltd, Lazard Group or LAZ-MD Holdings incur arising out of, or relating to, LFCM Holdings' breach of the master separation agreement. In addition, LAZ-MD Holdings generally will indemnify Lazard Ltd, Lazard Group and LFCM Holdings for losses that they incur arising out of, or relating to, LAZ-MD Holdings' breach of the master separation agreement. Our ability to collect under the indemnities from LAZ-MD Holdings or LFCM Holdings depends on their financial position. For example, persons may seek to hold us responsible for liabilities assumed by LAZ-MD Holdings or LFCM Holdings. If these liabilities are significant and we are held liable for them, we may not be able to recover any or all of the amount of those losses from LAZ-MD Holdings or LFCM Holdings should either be financially unable to perform under their indemnification obligations.

We currently have a number of ongoing obligations in respect of which, pursuant to the master separation agreement and other ancillary agreements, LFCM Holdings is providing certain indemnities. For example, we entered into an arrangement with LFCM Holdings relating to the costs of excess space in the U.K. LFCM Holdings will pay to Lazard Group \$25 million in the aggregate, of which \$20.5 million was due and paid through December 31, 2008.

In addition, Lazard Group generally will indemnify LFCM Holdings and LAZ-MD Holdings for liabilities related to Lazard Group's businesses and Lazard Group will indemnify LFCM Holdings and LAZ-MD Holdings for losses that they incur to the extent arising out of, or relating to, Lazard Group's or Lazard Ltd's breach of the master separation agreement. Several of the ancillary agreements that Lazard Group entered into together with the master separation agreement also provide for separate indemnification arrangements. For example, under the administrative services agreement, Lazard Group provides a range of services to LFCM Holdings, including information technology, general office and building services and financing and accounting services, and LFCM Holdings will generally indemnify Lazard Group for liabilities that Lazard Group incurs arising from the provision of these services absent Lazard Group's intentional misconduct. Lazard Group may face claims for indemnification from LFCM Holdings and LAZ-MD Holdings under these provisions regarding matters for which Lazard Group has agreed to indemnify them. If these liabilities are significant, Lazard Group may be required to make substantial payments, which could materially adversely affect our results of operations. Also, in connection with the CP II MgmtCo Spin-Off, CP II MgmtCo has generally agreed to indemnify us against certain losses related to CP II that arise after the date of closing of the CP II MgmtCo Spin-Off. However, should

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persons seek to hold us responsible for liabilities assumed by CP II MgmtCo, we may not be able to recover any or all of the amount of our losses from CP II MgmtCo if CP II MgmtCo is financially unable to perform under its indemnification obligations.

We have potential conflicts of interest with LAZ-MD Holdings and LFCM Holdings, and LAZ-MD Holdings and LFCM Holdings could each act in a way that favors its interests to our detriment.

As of December 31, 2008, LAZ-MD Holdings held approximately 37.6% of Lazard Ltd's voting power through Lazard Ltd's single share of Class B common stock and 37.6% of the outstanding Lazard Group common membership interests. In addition, LAZ-MD Holdings' board of directors is composed of five individuals, all of whom are managing directors or officers of Lazard Ltd or its affiliates, including its Vice Chairman and its President. Lazard Group's board of directors and executive officers are the same as those of Lazard Ltd. The voting and equity ownership of LAZ-MD Holdings and its members, and the service of officers and managing directors of our company as directors of LAZ-MD Holdings, could create conflicts of interest when LAZ-MD Holdings and those directors and officers are faced with decisions that could have different implications for LAZ-MD Holdings and us, including potential acquisitions of businesses, the issuance or disposition of securities by us, the election of new or additional directors of Lazard Ltd, the payment of dividends by Lazard Ltd and Lazard Group, our relationship with LFCM Holdings and other matters. We also expect that LAZ-MD Holdings will manage its ownership of us so that it will not be deemed to be an investment company under the Investment Company Act. This may result in conflicts with us, including those relating to acquisitions or offerings by us involving issuances of Lazard Ltd's Class A common stock or securities convertible or exchangeable into shares of Lazard Ltd's Class A common stock that would dilute LAZ-MD Holdings' voting power in Lazard Ltd.

Since the members of LAZ-MD Holdings who are parties to the LAZ-MD Holdings stockholders' agreement are entitled to individually direct their proportionate share of the vote of Lazard Ltd's Class B common stock on an as-if-exchanged basis and also own and control LFCM Holdings, their control of LAZ-MD Holdings and the vote of the share of Lazard Ltd's Class B common stock gives rise to potential conflicts between LFCM Holdings and LAZ-MD Holdings, on the one hand, and our company, on the other hand, as discussed below.

In addition, Mr. Wasserstein, our Chairman and Chief Executive Officer, serves as the Chairman and is the majority owner of Wasserstein Holdings, LLC, the ultimate general partner of Wasserstein & Co., LP, a separate merchant banking firm that may compete with LFCM Holdings' or our alternative investment and private equity fund management activities.

We may have potential business conflicts of interest with LAZ-MD Holdings and LFCM Holdings with respect to our past and ongoing relationships that could harm our business operations.

Pursuant to the LAZ-MD Holdings amended and restated stockholders' agreement, LAZ-MD Holdings will vote the single share of Lazard Ltd Class B common stock, which, as of December 31, 2008, represented approximately 37.6% of Lazard Ltd's voting power, as directed by its individual members who are party to that agreement. These same persons generally own and control LFCM Holdings, which holds the separated businesses. In addition, several employees of Lazard provide services to LFCM Holdings. Conflicts of interest may arise between LFCM Holdings and us in a number of areas relating to our past and ongoing relationships, including:

labor, tax, employee benefits, indemnification and other matters arising from the separation,

intellectual property matters,

business combinations involving us,

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business operations or business opportunities of LFCM Holdings or us that would compete with the other party's business opportunities, including investment banking by us and the management of alternative investment funds by LFCM Holdings, particularly as some of the managing directors provide services to LFCM Holdings,

the terms of the master separation agreement and related ancillary agreements, including the operation of the alternative investment fund management business and Lazard Group's option to purchase the business,

the nature, quality and pricing of administrative services to be provided by us, and

the provision of services by certain of our managing directors to LFCM Holdings.

In addition, the administrative services agreement commits us to provide a range of services to LFCM Holdings and LAZ-MD Holdings, which could require the expenditure of significant amounts of time by our management. Our agreements with LAZ-MD Holdings and LFCM Holdings may be amended upon agreement of the parties to those agreements. During the time that LAZ-MD Holdings exercises significant influence over us, LAZ-MD Holdings may be able to exert significant influence over votes or decisions regarding any potential amendments to these agreements. We may not be able to resolve any potential conflicts and, even if we do, the resolution may be less favorable to us than if we were dealing with an unaffiliated party.

The use of the Lazard brand name by subsidiaries of LFCM Holdings may expose us to reputational harm that could affect our operations and adversely affect our financial position should these subsidiaries take actions that damage the brand name.

The Lazard brand name has over 160 years of heritage, connoting, we believe, world-class professional advice, independence and global capabilities with deeply rooted, local know-how. LFCM Holdings operates as a separate legal entity, and Lazard Group licensed to subsidiaries of LFCM Holdings that operate the separated businesses the use of the Lazard brand name for certain specified purposes, including in connection with alternative investment fund management and capital markets activities. As these subsidiaries of LFCM Holdings historically have and will continue to use the Lazard brand name, and because we no longer control these entities, there is a risk of reputational harm to us if these subsidiaries have, or in the future were to, among other things, engage in poor business practices, experience adverse results or otherwise damage the reputational value of the Lazard brand name. These risks could expose us to liability and also may adversely affect our revenue and our business prospects.

If LAZ-MD Holdings were deemed an investment company under the Investment Company Act as a result of its ownership of Lazard Ltd, applicable restrictions could require us to alter our organizational structure which could result in additional costs or changes in our business activities.

We do not believe that LAZ-MD Holdings currently is an investment company. Rule 3a-1 under the Investment Company Act provides an exclusion from registration as an investment company if a company meets both an asset and an income test and certain other requirements. We believe LAZ-MD Holdings currently satisfies the requirements of Rule 3a-1. A determination that LAZ-MD Holdings is not entitled to rely on Rule 3a-1 could result in it being an investment company, unless another exemption or exclusion is available, and becoming subject to the requirements of the Investment Company Act. Because LAZ-MD Holdings is owned exclusively by current and former managing directors and employees of Lazard Group and members of their immediate families, if it becomes unable to rely on Rule 3a-1, it may apply for an order exempting it from most provisions of the Investment Company Act as an employees securities company. Rule 6b-1 under the Investment Company Act provides that an employees securities company that applies for such an order is exempt from all provisions of that Act applicable to investment companies, pending a final SEC determination.

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The Investment Company Act and the rules thereunder contain detailed prescriptions for the organization and operations of investment companies. Among other things, the Investment Company Act and the rules thereunder limit

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or prohibit transactions with affiliates, impose limitations on the issuance of debt and equity securities, prohibit the issuance of stock options, and impose certain governance requirements. Lazard Ltd expects that LAZ-MD Holdings will conduct its operations such that LAZ-MD Holdings will not be deemed to be an investment company under the Investment Company Act. However, if anything were to happen which would cause LAZ-MD Holdings to be deemed to be an investment company under the Investment Company Act, requirements imposed by the Investment Company Act, including limitations on its or our capital structure, ability to transact business with affiliates (including LAZ-MD Holdings or us, as the case may be) and ability to compensate key employees, could make it impractical for us to continue our business as currently conducted, impair the agreements and arrangements, including the master separation agreement and related agreements and the transactions contemplated by those agreements, between and among Lazard Ltd, LAZ-MD Holdings, Lazard Group and LFCM Holdings or any combination thereof and materially adversely affect our business, financial condition and results of operations.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

We have made statements under the captions Business, Risk Factors, and Management's Discussion and Analysis of Financial Condition and Results of Operations and in other sections of this Form 10-K 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, 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. In particular, you should consider the numerous risks and uncertainties outlined in 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 this 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 we 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-K 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,

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business strategies and investment policies,

business financing plans and the availability of short-term borrowing,

business competitive position,

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 rate,

changes in interest and tax rates,

expectation with respect to the economy, securities markets, the market for M&A 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 AUM in various mutual funds, hedge funds and other investment products managed by LAM and its subsidiaries. Monthly updates of these funds are posted to the LAM website (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-K.

Item 1B. Unresolved Staff Comments

None.

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Item 2. Properties

The following table lists the properties used for the entire Lazard organization as of December 31, 2008, including properties used by the separated businesses. As a general matter, one or both of our Financial Advisory and Asset Management segments (as well as our Corporate segment) uses the following properties. We license and sublease to LFCM Holdings certain office space, including office space that is used by the separated businesses. This includes subleasing or licensing approximately 33,334 square feet in New York, New York located at 30 Rockefeller Plaza to LFCM Holdings. Additionally, our New York, London and other offices sublease 37,202, 55,676 and 6,437 square feet, respectively, to third parties. We remain fully liable for the subleased space to the extent LFCM Holdings, or the third parties, fail to perform their obligations under the subleases for any reason. In addition, LFCM Holdings entered into indemnity arrangements in relation to excess space and abandoned former premises in London.

Location	Square Footage	Principal Offices
New York	380,354 square feet of leased space	Key office located at 30 Rockefeller Plaza, New York, New York 10020.
Other North America	144,117 square feet of leased space	Atlanta, Chicago, Houston, Los Angeles, Minneapolis, Montreal, San Francisco, Boston and Toronto.
Paris	170,644 square feet of owned and leased space	Key office located at 121 Boulevard Haussmann, 75008 Paris.
London	86,695 square feet of leased space	Key office located at 50 Stratton Street, London W1J 8LL.
Other Europe	104,730 square feet of leased space	Amsterdam, Bordeaux, Frankfurt, Hamburg, Lyon, Madrid, Milan, Zurich and Stockholm.
Asia, Australia and Other	67,375 square feet of leased space	Mumbai, Hong Kong, Seoul, Singapore, Sydney, Melbourne, Tokyo, Beijing and Dubai City.

We believe that we currently maintain sufficient space to meet our anticipated needs.

Item 3. Legal Proceedings

The Company's businesses, as well as the financial services industry generally, are subject to extensive regulation throughout the world. 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 reserves in accordance with Statement of Financial Accounting Standards No. 5, *Accounting For Contingencies*. Management believes, based on currently available information, that the results of such matters, in the aggregate, will not have a material adverse effect on the Company's financial condition but might be material to the Company's operating results or cash flows for any particular period, depending upon the operating results for such period.

On September 8, 2008, an action was commenced in the Federal District Court for the Southern District of New York by Leslie Dick Worldwide, Ltd. and Leslie Dick arising out of the bankruptcy of Consecro Inc. The lawsuit named as defendants: George Soros, Soros Fund Management LLC, SFM Management LLC, Consecro Inc., Vornado Realty Trust, German American Capital Corp., Deutsche Bank AG, EastDil Secured LLC, Harry Macklowe, Fortress Investment Group LLC, Cerberus Capital Management, Kirkland & Ellis LLP, Fried, Frank, Harris, Shriver & Jacobson LLP, Carmel Fifth LLC, 767 Manager LLC, Donald J. Trump and LFNY. The complaint alleged RICO and antitrust violations by defendants in connection with the sale of Consecro's assets, including the General Motors Building. Lazard moved to dismiss the lawsuit as being without merit and failing to state any legally actionable claim against LFNY. In response to the motions to dismiss by Lazard and other defendants, on February 22, 2009, plaintiffs amended their complaint. The amended complaint does not contain any claims against Lazard and Lazard is no longer named as a defendant in this action.

Table of Contents**Item 4. Submission of Matters to a Vote of Security Holders**

None.

Part II**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our common stock is traded in The New York Stock Exchange under the symbol LAZ. There is no publicly traded market for our Class B common stock, which is held by LAZ-MD Holdings. The following table sets forth, for the fiscal quarters indicated, the high and low sales prices per share of our Class A common stock, as reported in the consolidated transaction reporting system, and the quarterly dividends declared during 2008 and 2007.

Price Range of Our Common Stock

	Sales Price		Dividends per Share of Common Stock
	High	Low	
2008			
Fourth quarter	\$ 44.29	\$ 19.17	\$ 0.10
Third quarter	\$ 50.00	\$ 30.96	\$ 0.10
Second quarter	\$ 41.85	\$ 32.84	\$ 0.10
First quarter	\$ 43.58	\$ 29.00	\$ 0.10
2007			
Fourth quarter	\$ 52.89	\$ 38.36	\$ 0.09
Third quarter	\$ 49.75	\$ 34.72	\$ 0.09
Second quarter	\$ 56.25	\$ 43.88	\$ 0.09
First quarter	\$ 56.90	\$ 46.33	\$ 0.09

As of February 13, 2009, there were approximately 47 holders of record of our Class A common stock. This does not include the number of shareholders that hold shares in street-name through banks or broker-dealers.

On February 13, 2009, the last reported sales price for our Class A common stock on the New York Stock Exchange was \$29.34 per share.

On January 27, 2009, the Board of Directors of Lazard Ltd declared a quarterly dividend of \$0.10 per share on its Class A common stock, payable on February 27, 2009 to stockholders of record on February 6, 2009.

Share Repurchases in the Fourth Quarter of 2008

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The following table sets forth information regarding Lazard's purchases of its Class A common stock on a monthly basis during the fourth quarter of 2008. Share repurchases are recorded on a trade date basis.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(1)
October 1, 2008 - October 31, 2008	750,000	\$29.26	750,000	\$172.1 million
November 1, 2008 - November 30, 2008	1,823,757	\$25.09	1,823,757	\$126.3 million
December 1, 2008 - December 31, 2008				\$126.3 million
Total	2,573,757	\$26.31	2,573,757	

- (1) From the inception of our share repurchase program in February, 2006, the Board of Directors of Lazard Ltd has authorized, on a cumulative basis, the repurchase of up to \$500 million in aggregate cost of Lazard Ltd Class A common stock and Lazard Group common membership interests through December 31, 2009. The share repurchase program will be used primarily to offset a portion of the shares to be issued under Lazard Ltd's 2005 Equity Incentive Plan and the 2008 Incentive Compensation Plan. Purchases under the share repurchase program may be made in the open market or through privately negotiated transactions.

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Equity Compensation Plan Information

See Item 12, Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters Equity Compensation Plan Information.

Item 6. Selected Financial Data

The following table sets forth the selected consolidated financial data for the Company for all periods presented. The results of operations for certain businesses that the Company no longer owns are reported as discontinued operations.

The consolidated financial statements prior to May 10, 2005, the date of the equity public offering, do not reflect what our results of operations and financial position would have been had we been a stand-alone, public company for the periods presented. In addition, the results of operations for periods prior to May 10, 2005 are not comparable to results of operations for subsequent periods. Specifically, for periods prior to May 10, 2005, the results of operations do not give effect to the following matters:

Payment for services rendered by Lazard Group's managing directors, which, as a result of Lazard Group operating as a limited liability company, historically had been accounted for as distributions from members' capital, or in some cases as minority interest, rather than as compensation and benefits expense. As a result, prior to May 10, 2005, Lazard Group's operating income included within the accompanying consolidated financial statements did not reflect payments for services rendered by its managing directors. For periods subsequent to the consummation of the equity public offering, all payments for services rendered by our managing directors and distributions to holders of profit participation interests (profit participation members) in Lazard Group are included within the consolidated financial statements in compensation and benefits expense.

U.S. corporate federal income taxes, since Lazard Group had operated in the U.S. as a limited liability company that was treated as a partnership for U.S. federal income tax purposes. As a result, Lazard Group's income had not been subject to U.S. federal income taxes. Taxes related to income earned by partnerships represent obligations of the individual partners. Outside the U.S., Lazard Group historically had operated principally through subsidiary corporations and had been subject to local income taxes. Accordingly, prior to May 10, 2005, income taxes reflected within Lazard Group's results of operations included within the consolidated financial statements are attributable to taxes incurred in non-U.S. entities and to New York City Unincorporated Business Tax (UBT) attributable to Lazard Group's operations apportioned to New York City. For periods subsequent to the equity public offering, the consolidated financial statements of Lazard Ltd include U.S. corporate federal income taxes on its allocable share of the results of operations of Lazard Group, giving effect to the post-equity public offering structure.

Minority interest in net income relating to LAZ-MD Holdings' ownership interest of Lazard Group's common membership interests since May 10, 2005. Prior to May 10, 2005, Lazard Ltd had no ownership interest in Lazard Group and all net income was allocable to the then members of Lazard Group. Commencing May 10, 2005, minority interest in net income includes LAZ-MD Holdings' ownership interest of Lazard Group's common membership interests.

The use of proceeds from the financing transactions.

The net incremental interest expense related to the financing transactions.

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The consolidated statements of financial condition and operations data as of and for each of the years in the five year period ended December 31, 2008 have been derived, as applicable, from Lazard Ltd's and Lazard Group's consolidated financial statements. The audited consolidated statements of financial condition as of December 31, 2008 and 2007 and consolidated statements of operations for each of the years in the three year period ended December 31, 2008 are included elsewhere in this Form 10-K. The audited consolidated statements

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of financial condition as of December 31, 2006, 2005 and 2004, and consolidated statements of operations for the years ended December 31, 2005 and 2004, are not included in this Form 10-K. Historical results are not necessarily indicative of results for any future period.

The selected consolidated financial data should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations, and the Company's consolidated financial statements and related notes included elsewhere in this Form 10-K.

Table of Contents**Selected Consolidated Financial Data**

	2008	As Of Or For The Year Ended December 31,			2004
		2007	2006	2005	
(in thousands of dollars, except per share amounts)					
Consolidated Statements of Operations Data					
Net Revenue:					
Financial Advisory (a)	\$ 1,022,913	\$ 1,240,177	\$ 973,337	\$ 864,812	\$ 655,200
Asset Management (b)	614,781	724,751	553,212	466,188	417,166
Corporate (c)	(80,487)	(47,239)	(32,994)	(29,558)	22,464
Net Revenue	1,557,207	1,917,689	1,493,555	1,301,442(d)	1,094,830(d)
Compensation and Benefits (e)	1,128,253	1,123,068	891,421	698,683	466,064
Other Operating Expenses	403,814	376,326	274,925	260,397	260,942
Total Operating Expenses	1,532,067	1,499,394	1,166,346	959,080	727,006
Operating Income from Continuing Operations	\$ 25,140	\$ 418,295	\$ 327,209	\$ 342,362	\$ 367,824
Income from Continuing Operations	\$ 3,138	\$ 155,042	\$ 92,985	\$ 161,062	\$ 251,999
Net Income (Net Income Allocable to Members of Lazard Group prior to May 10, 2005) (e)	\$ 3,138	\$ 155,042	\$ 92,985	\$ 143,486	\$ 246,974(f)
Net Income Per Share of Class A Common Stock (g):					
Basic	\$ 0.06	\$ 3.04	\$ 2.42	\$ 1.45	
Diluted	\$ 0.06	\$ 2.79	\$ 2.31	\$ 1.45	
Dividends Paid Per Share of Class A Common Stock (g)	\$ 0.40	\$ 0.36	\$ 0.36	\$ 0.142	
Consolidated Statements of Financial Condition Data					
Total Assets	\$ 2,862,931	\$ 3,840,413	\$ 3,208,665	\$ 1,910,897	\$ 3,499,224
Total Debt (h)	\$ 1,264,575	\$ 1,764,622	\$ 1,308,945	\$ 1,241,344	\$ 301,546
Mandatorily Redeemable Preferred Stock	\$	\$	\$	\$	\$ 100,000
Stockholders' Equity (Deficiency) (2005-2008); Members Equity (2004)	\$ 250,580	\$ 70,339	\$ (240,353)	\$ (870,671)	\$ 384,798

Notes (in thousands of dollars):

(a) Financial Advisory net revenue consists of the following:

	2008	For The Year Ended December 31,			2004
		2007	2006	2005	
M&A	\$ 814,660	\$ 969,409	\$792,537	\$674,543	\$481,726
Financial Restructuring	119,283	127,175	70,625	103,404	96,100
Other Financial Advisory	88,970	143,593	110,175	86,865	77,374
Financial Advisory Net Revenue	\$ 1,022,913	\$1,240,177	\$973,337	\$864,812	\$655,200

(b) Asset Management net revenue consists of the following:

	2008	For The Year Ended December 31,			2004
		2007	2006	2005	
Management and Other Fees	\$ 568,436	\$ 595,725	\$450,323	\$389,414	\$357,229
Incentive Fees	34,961	67,032	59,371	44,627	27,354
Other Income	11,384	61,994	43,518	32,147	32,583
Asset Management Net Revenue	\$ 614,781	\$ 724,751	\$553,212	\$466,188	\$417,166

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- (c) Corporate includes interest income (net of interest expense), including, for periods subsequent to May 10, 2005, the net incremental interest expense related to the financing transactions associated with the Company's equity public offering on May 10, 2005, investment income from certain investments and net money market revenue earned by LFB, as well as any gains or losses from the extinguishment of debt.
- (d) Net revenue is presented after reductions for dividends relating to the Company's mandatory redeemable preferred stock issued in March 2001. Preferred dividends are reflected in corporate net revenue and amounted to \$8,000 for the year ended December 31, 2004. The year ended December 31, 2005 includes a credit of \$8,000, which represents accrued dividends on the Company's mandatory redeemable preferred stock which was redeemed and cancelled pursuant to the redemption of membership interests of historical partners.
- (e) Excludes, as applicable, with respect to periods ended prior to May 10, 2005, (i) payments for services rendered by Lazard Group's managing directors, which, as a result of Lazard Group operating as a limited liability company, historically had been accounted for as distributions from members' capital, or in some cases as minority interest, rather than as compensation and benefits expense, and (ii) U.S. corporate federal income taxes, since Lazard Group has operated in the U.S. as a limited liability company that was treated as a partnership for U.S. federal income tax purposes. Includes the compensation portion of the LAM Merger charges incurred during the year ended December 31, 2008.
- (f) Net income allocable to members for the year ended December 31, 2004 is shown after an extraordinary gain of \$5,507 related to the January, 2004 acquisition of the assets of Panmure Gordon.
- (g) Data is not applicable for the period prior to May 10, 2005, the date of the Company's equity public offering. Losses related to discontinued operations were incurred prior to May 10, 2005. Therefore such losses are borne entirely by the historical members of Lazard Group, and do not affect net income per share of Lazard Ltd.
- (h) Total debt amounts relate to the Company's continuing operations and represents the aggregate amount reflected in the Company's consolidated statements of financial condition relating to senior debt, capital lease obligations and subordinated debt.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with Lazard Ltd's consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K (this Form 10-K). This discussion contains forward-looking statements that are subject to known and unknown risks and uncertainties. Actual results and the timing of events may differ significantly from those expressed or implied in such forward-looking statements due to a number of factors, including those set forth in the section entitled Risk Factors and elsewhere in this Form 10-K.

Business Summary

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

Financial Advisory, which includes providing advice on mergers and acquisitions (M&A) and strategic advisory matters, restructurings and capital structure advisory services, capital raising and other transactions, and

Asset Management, which includes strategies for the management of equity and fixed income securities and alternative investment and private equity funds.

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 Banque de France and its primary operations include asset and liability management for Lazard Group's Paris House through its money market desk and commercial banking operations, deposit taking and, to a lesser extent, financing activities and custodial oversight over assets of various clients. LFB engages in underwritten offerings of securities in France and we expect that it may expand its scope to include placements elsewhere in Europe.

On September 25, 2008, pursuant to a definitive merger agreement dated August 14, 2008, the Company, Lazard Asset Management LLC (together with its subsidiaries, LAM) and LAZ Sub I, LLC, a newly formed subsidiary of Lazard Frères & Co. LLC (LFNY), completed the merger of LAZ Sub I, LLC with and into LAM (the LAM Merger). See Note 4 of Notes to Consolidated Financial Statements for additional information relating to the LAM Merger.

On August 13, 2007, Lazard Group acquired Goldsmith, Agio, Helms & Lynner, LLC (GAHL), a Minneapolis-based investment bank specializing in financial advisory services to mid-sized private companies. On July 31, 2007, Lazard Ltd acquired Carnegie, Wylie & Company (Holdings) PTY LTD (CWC), an Australia-based financial advisory firm and concurrently sold such investment to Lazard Group. See Note 8 of Notes to Consolidated Financial Statements for additional information relating to the acquisitions of GAHL and CWC.

Lazard and Natixis entered into a cooperation arrangement in April, 2004 (and expanded such arrangement in March, 2005) to place and underwrite securities on the French equity primary capital markets and cooperate in their respective origination, syndication and placement

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activities. The arrangement expired during the third quarter of 2008, although it continues to be applied in accordance with its general terms pending the outcome of continuing discussions.

Lazard also has a long history of making alternative investments with its own capital, usually alongside capital of qualified institutional and individual investors. At the time of Lazard Ltd's equity public offering and as a part of the separation, we transferred to LFCM Holdings LLC (LFCM Holdings) all of our alternative investment activities, except for Fonds Partenaires Gestion (FPG), our private equity business in France. We

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also transferred to LFCM Holdings certain principal investments by Lazard Group in the funds managed by the separated businesses, subject to certain options by us to reacquire such investments, while we retained our investment in our French private equity funds. Since 2005, consistent with our obligations to LFCM Holdings, we have engaged in a number of alternative investments and private equity activities. See Notes 10 and 15 of Notes to Consolidated Financial Statements for additional information regarding alternative investments and the funds transferred to the separated business.

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, we may explore discrete capital markets opportunities.

For the years ended December 31, 2008, 2007, and 2006, the Company's consolidated net revenue was derived from the following segments:

	Year Ended December 31		
	2008	2007	2006
Financial Advisory	66%	64%	65%
Asset Management	39	38	37
Corporate	(5)	(2)	(2)
Total	100%	100%	100%

Business Environment

The global financial markets have experienced extraordinary disruption and volatility during 2008 and therefore challenging market conditions persisted throughout most of the year. Contraction in worldwide credit markets due in part to sub-prime lending issues, volatile currency and commodity markets, major write-downs within the financial sector and volatile oil prices have raised significant uncertainty about the state of the U.S. and global economies. These economic and market conditions have negatively affected our financial performance in both the Financial Advisory and Asset Management businesses, particularly in the second half of 2008, and may continue to adversely affect our financial performance in 2009. The deterioration of the equity and credit markets has also negatively impacted our corporate portfolio of debt securities and investments that are used to seed new Asset Management products.

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 this 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

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While M&A activity for the year ended December 31, 2008 decreased substantially versus the corresponding prior year for both global and trans-atlantic completed transactions and announced transactions, activity in financial restructuring during the year increased significantly due to an increasing amount of corporate debt defaults, particularly in the second half of the year. Total corporate debt defaults in 2008, according to

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Moody's Investors Service, Inc., amounted to \$239 billion, as compared to the \$5 billion recorded in 2007, principally due to the bankruptcy filings of Lehman Brothers, Washington Mutual, Tribune Company, GMAC and Residential Capital, among others, in the second half of 2008. Moody's is expecting further increases in the default rates in 2009. The following table sets forth industry statistics regarding the change in the volume of M&A transactions from 2007 to 2008:

	Year Ended December 31,		
	2008	2007	% Incr / (Decr)
		(\$ in billions)	
Completed M&A Transactions:			
Global	\$ 2,685	\$3,953	(32)%
Trans-Atlantic	272	327	(17)%
Announced M&A Transactions:			
Global	2,627	4,162	(37)%
Trans-Atlantic	294	356	(17)%

Source: Thomson Financial as of January 12, 2009

While overall M&A industry statistics regarding the number and size of announced transactions declined in 2008 and the industry outlook for 2009 remains challenging, we believe that even in the current environment we are relatively well positioned, due to the expertise and insights of our bankers, the investments we have made in our business and the diversity of our products. Nevertheless, we expect 2009 to be a challenging year. Generally, during periods of unfavorable market or economic conditions, the volume and value of M&A transactions may decrease, thereby reducing the demand for our advisory services and increasing competition among financial services companies seeking such engagements.

We expect that our Financial Restructuring practice should benefit over the next several years from the increase in the level of corporate defaults, as well as from advising companies during this period of volatility on matters relating to debt and financing restructuring and other on-and off-balance sheet assignments. Our Financial Restructuring assignments normally are executed over a six to eighteen-month period.

Asset Management

As shown in the table below, major global market indices at December 31, 2008 decreased significantly as compared to such indices at December 31, 2007, principally as a result of the significant deterioration in the global equity markets.

	Percentage Change December 31, 2008 vs. 2007
MSCI World Index	(42)%
CAC 40	(43)%
DAX	(40)%
FTSE 100	(31)%
TOPIX 100	(45)%
MSCI Emerging Market	(55)%
Dow Jones Industrial Average	(34)%

NASDAQ
S&P 500

(41)%
(39)%

Because the fees that we receive for providing investment management and advisory services are primarily driven by the level of assets under management (AUM), market downturns or volatility in foreign currencies that reduce the level of our AUM reduce the revenues we receive from our Asset Management business. Market

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depreciation reflected in the changes in Lazard's AUM during the year ended December 31, 2008 generally corresponded to the changes in global market indices. During 2008, our Asset Management business was adversely impacted by a reduction in our AUM and may be impacted further should there be continued or further credit market contractions or a sustained market downturn.

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 driver of Financial Advisory net revenue is 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. Lazard's Financial Advisory segment also earns revenue from public and private securities offerings in the form of referral fees for referring opportunities to LFCM Holdings for underwriting and distribution of securities. The referral fees received from LFCM Holdings are generally one-half of the revenue recorded by LFCM Holdings in respect of such activities. Significant fluctuations in Financial Advisory net revenue can occur over the course of any given year. These fluctuations arise because a significant portion of Financial Advisory net revenue is earned upon the successful completion of a transaction, financial 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, Lazard Freres Gestion SAS (LFG) and FPG. 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 Lazard's investment performance, its ability to successfully attract and retain assets, the broader performance of the global equity markets and, to a lesser extent, fixed income markets. As a result, fluctuations 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 as of the end of a quarter or month, and an increase or reduction in AUM at such dates, 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 include significant 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, 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. Incentive fees are calculated based on a specified percentage of a fund's net appreciation, in some cases in excess of established benchmarks. Incentive fees on private equity funds also may be earned in the form of a carried interest if profits from investments exceed a specified threshold. These incentive fees are paid at the end of the measurement period, and those 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 funds in any year are applied against certain future period net appreciation before any incentive fees can be earned. Incentive fees

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earned on our private equity funds are generally not recorded until potential uncertainties regarding the ultimate realizable amounts have been determined. For most of our alternative investment strategies, the determination date is at year-end (unless an account terminates during the year), and therefore such incentive fees are recorded in the fourth quarter of Lazard's fiscal year.

Corporate segment net revenue consists primarily of net interest income, including amounts earned at LFB, and investment gains and losses on debt securities at LFB, LAM-managed equity funds and principal investments in equities and alternative investment funds managed by Lazard Alternative Investments Holdings LLC (LAI), a subsidiary of LFCM Holdings, and FPG. Interest expense is also included in Corporate net revenue. Corporate net revenue can fluctuate due to changes in the fair value of investments classified as trading, and with respect to available-for-sale, when realized, or 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.

Effective July 1, 2008, as permitted by Statement of Financial Accounting Standards (SFAS) No. 115, *Accounting for Certain Investments in Debt and Equity Securities* (SFAS No. 115), the portion of our bank's corporate debt portfolio that had been previously designated as trading was re-designated to available-for-sale. During the year ended December 31, 2008, the Company recorded markdowns of \$41 million in accumulated other comprehensive income (loss), net of tax (AOCI) related to such re-designated debt securities.

Although Corporate segment net revenue during the year ended December 31, 2008 represented (5)% of Lazard's net revenue, total assets in Corporate represented 60% of Lazard's consolidated total assets as of December 31, 2008, principally attributable to assets associated with LFB, and, to a lesser extent, investments in LAM-managed funds, other securities and cash.

Operating Expenses

The majority of Lazard's operating expenses relate to compensation and benefits for employees and managing directors. We have a policy that targets our ongoing compensation and benefits expense in our traditional businesses, excluding special items, to not exceed 57.5% of operating revenue each year, including compensation and benefits payable to our managing directors and amortization of the relevant portion of the restricted stock unit awards (RSUs) under the Lazard Ltd 2005 Equity Incentive Plan and the Lazard Ltd 2008 Incentive Compensation Plan (see Note 16 of Notes to Consolidated Financial Statements). In 2008 (excluding the compensation charge relating to the LAM Merger in the third quarter), 2007 and 2006, our compensation expense-to-operating revenue ratio was 55.6%, 55.7% and 56.7%, respectively. There can be no guarantee that this target ratio will continue to be achieved or that our policy may not change in the future, including to adapt to changes in the economic environment, or that a change may not be necessitated by lower operating revenues or to fund a major expansion. Increased competition for senior professionals, continued turmoil and volatility in the financial markets generally or other factors could prevent us from continuing to maintain this target ratio.

The balance of Lazard's operating expenses are referred to below as 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, amortization of intangible assets related to acquisitions, the provision pursuant to a tax receivable agreement with LFCM Holdings and other expenses.

Provision for Income Taxes

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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

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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 attributable to taxes incurred in non-U.S. entities and to New York City Unincorporated Business Tax (UBT) attributable to Lazard's operations apportioned to New York City. The Company's provision for income taxes also includes a U.S. income tax provision attributable to Lazard Ltd's ownership interest in Lazard Group's operating income.

Minority Interest

The Company records a charge to minority interest in net income relating to LAZ-MD Holdings' ownership interest in Lazard Group, which approximated 43.2%, 51.9% and 60.5% during the years ended December 31, 2008, 2007 and 2006, respectively, with such expense amounting to \$10 million, \$177.5 million and \$160.3 million for the years ended December 31, 2008, 2007 and 2006, respectively. Also included in minority interest in our consolidated financial statements are minority interests in various LAM-related general partnerships (GPs) held directly by certain of our LAM managing directors.

See Note 7 of Notes to Consolidated Financial Statements for information regarding the components of the Company's minority interest.

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 stockholders' equity. Foreign currency remeasurement gains and losses on transactions in non-functional currencies are included in the consolidated statements of operations.

As described above, the Company completed the LAM Merger in the third quarter of 2008. Lazard's after-tax income during that quarter was reduced by \$108.6 million as a result of the LAM Merger, consisting of compensation and benefits expense of \$197.5 million related to the equity interests of LAM held by present and former employees of LAM, and \$2.0 million of non-compensation-related transaction costs (together aggregating a reduction of operating income of \$199.5 million), partially offset by income tax and minority interest of \$7.4 million and \$83.5 million, respectively. In addition, the LAM Merger is expected to result in annual pre-tax charges of approximately \$7 million per year from October, 2008 through October, 2011, comprised of approximately \$5 million and \$2 million of compensation and benefits expense and interest expense, respectively. Such charges relate to the service provisions associated with the non-contingent common stock consideration and interest expense on future cash payments. These additional pre-tax charges for the year ended December 31, 2008 aggregated approximately \$1.7 million, which is comprised of \$1.1 million compensation and benefits expense and \$.6 million in interest expense.

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A discussion of the Company's consolidated results of operations for the years ended December 31, 2008, 2007 and 2006 is set forth below, followed by a more detailed discussion of business segment results. In order to assist in understanding the comparison of the results between years, operating results for the year ended December 31, 2008 are shown before and after the third quarter 2008 impact of the LAM Merger.

	Year Ended December 31, 2008			Year Ended December 31,	
	As Reported	Impact of LAM Merger (a)	Excluding LAM Merger (b) (\$ in thousands)	2007	2006
Revenue					
Investment banking and other advisory fees	\$ 990,923		\$ 990,923	\$ 1,196,648	\$ 946,107
Money management fees	603,908		603,908	663,316	510,558
Interest income	81,945		81,945	89,942	45,074
Other	20,330		20,330	104,893	96,070
Total revenue	1,697,106		1,697,106	2,054,799	1,597,809
Interest expense	139,899		139,899	137,110	104,254
Net revenue	1,557,207		1,557,207	1,917,689	1,493,555
Operating Expenses					
Compensation and benefits	1,128,253	\$ 197,550	930,703	1,123,068	891,421
Non-compensation expense	403,814	2,000	401,814	376,326	274,925
Total operating expenses	1,532,067	199,550	1,332,517	1,499,394	1,166,346
Operating Income (Loss)					
Provision (benefit) for income taxes	25,140	(199,550)	224,690	418,295	327,209
	25,379	(7,427)	32,806	80,616	68,812
Income (Loss) Before Minority Interest					
Minority interest in net income (loss)	(239)	(192,123)	191,884	337,679	258,397
	(3,377)	(83,495)	80,118	182,637	165,412
Net Income (Loss)					
	\$ 3,138	\$ (108,628)	\$ 111,766	\$ 155,042	\$ 92,985

- (a) Represents the third quarter 2008 impact of the LAM Merger. See Note 4 of Notes to Consolidated Financial Statements for information regarding the LAM Merger.
- (b) A non-GAAP measure which management believes provides the most meaningful comparison between historical, present and future periods.

The table below describes the components of operating revenue, a non-GAAP measure used by the Company to manage total compensation and benefits expense to managing directors and employees. Management believes operating revenue provides the most meaningful basis for comparison between present, historical and future periods. The LAM Merger had no impact on operating revenue.

	Year Ended December 31,		
	2008	2007	2006
Operating revenue			
Total revenue	\$1,697,106	\$2,054,799	\$1,597,809
Add (deduct):			
LFB interest expense(a)	(35,358)	(34,827)	(21,628)

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(Revenue) loss related to consolidation of LAM GPs(b)	13,348	(5,135)	(5,114)
Operating revenue	\$1,675,096	\$2,014,837	\$1,571,067

- (a) The interest expense incurred by LFB is excluded from total revenue because LFB is a commercial bank and we consider its interest expense to be a cost directly related to the conduct of its business.

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- (b) LAM GP revenue (loss) is excluded because we do not deem such amounts as operating in nature, the Company has no economic interest in such revenue, and, accordingly, it is directly offset by a charge (credit) to minority interest for the corresponding amount.

Certain key ratios, statistics and headcount information for the years ended December 31, 2008, 2007 and 2006 are set forth below:

	Year Ended December 31,		
	2008	2007	2006
As a % of Net Revenue, By Revenue Category:			
Investment banking and other advisory fees	64%	62%	63%
Money management fees	39	35	34
Interest income	5	5	3
Other	1	5	7
Interest expense	(9)	(7)	(7)
Net Revenue	100%	100%	100%
As a % of Net Revenue:			
Operating Income	2%	22%	22%
Operating Income, excluding the impact of the LAM Merger	14%	22%	22%

See Note 22 of Notes to Consolidated Financial Statements for additional financial information on a geographic basis.

	As of December 31,		
	2008	2007	2006
Headcount:			
Managing Directors:			
Financial Advisory	151	138	128
Asset Management	56	48	43
Corporate	8	8	8
Limited Managing Directors	6	6	5
Other Employees:			
Business segment professionals	1,026	997	811
All other professionals and support staff	1,187	1,261	1,205
Total	2,434	2,458	2,200

During 2008, we continued to hire key professionals on a selective basis, and to redeploy employees into areas where we saw potential for growth. To further optimize our mix of personnel, we have also been reducing staff in other areas, including the back office, to create greater efficiency, productivity and shareholder value. In February, 2009, the Company announced that as a result of such reductions and realignments, the Company expects to record a pre-tax charge in the first quarter of 2009 (principally consisting of compensation and benefits expense) of approximately \$60 million.

Operating Results

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As reflected in the table of consolidated results of operations above, the LAM Merger had a significant impact on the Company's reported operating results in 2008. Lazard management believes that comparisons between years are most meaningful after excluding the impact of the LAM Merger in the third quarter of 2008.

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The Company reported net income of \$3 million for the year ended December 31, 2008, a decline of \$152 million as compared to net income of \$155 million in 2007. Such decline was principally the result of the impact of the LAM Merger in the third quarter of 2008, which reduced net income in 2008 by \$109 million. Net income was also adversely impacted by an 18% decline in Financial Advisory net revenue as a result of a slowdown in global M&A activity and a 15% decline in Asset Management net revenue due principally to the decline in equity markets. These revenue decreases were partially offset by reduced compensation and benefits, down 17% when excluding the impact of the LAM Merger, and lower provisions for income taxes and minority interest in net income. When excluding the impact of the LAM Merger, the Company's net income in 2008 was \$112 million, or 28% lower than 2007. As described above, the Company acquired GAHL and CWC during the third quarter of 2007. Accordingly, results for the year ended December 31, 2008 and 2007 include the results of such acquired businesses from the respective acquisition dates.

Net revenue decreased \$360 million, or 19%, for the year ended December 31, 2008, compared to 2007, with operating revenue decreasing \$340 million, or 17%, compared to 2007. Fees from investment banking and other advisory activities decreased \$206 million, or 17%, versus 2007. Our investment banking fees reflect fees from M&A and Strategic Advisory, Restructuring and Corporate Finance assignments encompassing general strategic and transaction-specific advice to public and private companies, governments and other parties, and includes various corporate finance services. Some of our assignments and, therefore, related revenue, are not reflected in or correlated to publicly available statistical information and, therefore, may not correlate to global industry statistics. Money management fees, including incentive fees, decreased \$59 million, or 9%, as compared to the prior year due to a \$8 billion, or 6%, decrease in average AUM for the year ended December 31, 2008 versus 2007, primarily as the result of market and foreign exchange depreciation, as well as lower incentive fees earned in 2008. Interest income decreased \$8 million, or 9%, due to lower average cash balances and a lower interest rate environment. Other revenue decreased \$85 million, or 81%, in the year ended December 31, 2008 versus 2007. The decline in other revenue as compared to 2007 reflects a \$93 million decrease in investment income due to losses and markdowns in the first quarter of 2008 in our bank's corporate debt portfolio held as an integral part of its asset-liability management program, net unrealized losses in the Company's investment in corporate equities to seed new Asset Management products, the writedown of private equity investments (primarily in the fourth quarter), and a reduction in LAM GP-related revenues (which are, to the extent held directly by certain of our LAM managing directors or employees of the Company, fully offset in minority interest in net income), partially offset by a \$20 million gain from the repurchase of a portion of the Company's senior notes and \$15 million in gains from foreign currency transactions (consisting of a \$24 million gain in the Corporate segment, partially offset by an aggregate loss of \$9 million in the Asset Management and Financial Advisory segments). Other revenue in 2007 included \$14 million of unrealized gains on private equity investments and a \$9 million gain in connection with the Company's interest in the net proceeds related to the sale of a portion of LFCM Holdings' ownership interest in Panmure Gordon & Co. plc (PG&C) (see Note 20 of Notes to Consolidated Financial Statements). Interest expense for the year ended December 31, 2008 increased \$3 million, or 2%, primarily related to the Company's June, 2007 issuance of \$600 million aggregate principal amount of its 6.85% senior notes, partially offset by a reduction in interest expense related to the Company's May, 2008 repurchase of \$437 million aggregate principal amount of its 6.12% senior notes in connection with the remarketing of such notes.

Compensation and benefits expense for the year ended December 31, 2008 increased by \$5.2 million, including the \$197.6 million charge relating to the LAM Merger in the third quarter of 2008. When excluding such charge, compensation and benefits expense in 2008 decreased \$192.4 million, or 17%. Such decrease reflected lower incentive compensation and was consistent with the decrease in operating revenue, which more than offset the additional amortization of an increased amount of RSUs granted and additional compensation associated with the strategic headcount growth of managing directors and business segment professionals. Compensation and benefits expense, including the charge relating to the LAM Merger in the third quarter of 2008, was 67.4% of operating revenue in 2008. However, when excluding the LAM Merger charge, such expense represented 55.6% of operating revenue in 2008, as compared to 55.7% in 2007.

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Non-compensation expense for the year ended December 31, 2008 increased by \$27 million, including the \$2 million charge relating to the LAM Merger. Apart from such charge, non-compensation expense increased \$25 million, or 7%. Factors contributing to the increase include (i) the impact of investments in our business and operating expenses related to companies acquired in the third quarter of 2007, (ii) the \$12 million provision for losses from counterparty defaults from one of our prime brokers, (iii) increased business development expenses for travel and market related data, and (iv) fees for outsourced services, with these items partially offset by a reduction in the amortization of intangible assets related to the 2007 acquisitions. The ratio of non-compensation expense to operating revenue was 24.1% in 2008 as compared to 18.7% in 2007. The ratio, when excluding the \$2 million non-compensation charge in 2008 relating to the LAM Merger, the amortization of intangibles in 2008 and 2007 of \$5 million and \$22 million, respectively, and the provisions pursuant to the tax receivable agreement with LFCM Holdings of \$17 million in both years, was 22.7% for 2008, compared to 16.8% of operating revenue for 2007, with such increased percentage primarily attributable to the decline in operating revenues in 2008 as well as the provision for losses from counterparty defaults described above.

Operating income for the year ended December 31, 2008 decreased \$393 million, including the LAM Merger charge of \$200 million, and, as a percentage of net revenue, operating income was 2% and 22% in 2008 and 2007, respectively. When excluding the LAM Merger charge, operating income decreased \$194 million, and, as a percentage of net revenue, operating income was 14% and 22% in 2008 and 2007, respectively.

The provision for income taxes for the year ended December 31, 2008 decreased \$55 million, including the \$7 million tax benefit relating to the LAM Merger in the third quarter of 2008. The remaining decrease of \$48 million as compared to 2007 was principally due to lower levels of income in 2008. The Company's effective tax rate was 101% for the year ended December 31, 2008, as compared to 19.3% in 2007. When excluding the impact of the LAM Merger in 2008, the Company's effective tax rate was 14.6% in 2008.

Minority interest in net income for the year ended December 31, 2008 decreased by \$186 million, including the \$83 million credit relating to of the LAM Merger in 2008. The remaining decrease was \$103 million, or 56%, as compared to 2007, which principally reflected the lower level of Lazard Group net income in 2008 as well as a decrease in LAZ-MD Holdings ownership interest of Lazard Group in 2008 (an average of 43%) as compared to 2007 (an average of 52%). In addition, minority interest in 2008 includes a \$13 million credit related to various LAM GPs held directly by certain of our LAM managing directors for which there is an offsetting amount included in revenue-other, as compared to a \$5 million charge recorded in 2007.

Year Ended December 31, 2007 versus December 31, 2006

The Company recorded net income of \$155 million for the year ended December 31, 2007, an increase of \$62 million, or 67%, as compared to net income of \$93 million in 2006. As described above, the Company acquired GAHL and CWC during the third quarter of 2007. Our results for the year ended December 31, 2007 include the results of such acquired businesses from their respective acquisition dates, which, in the aggregate, did not materially impact net income.

Net revenue increased \$424 million, or 28%, for the year ended December 31, 2007, with operating revenue increasing \$444 million, or 28%, compared to 2006. Fees from investment banking and other advisory activities grew \$251 million, or 26%, versus 2006, reflecting stronger M&A performance resulting from both increased size and volume of completed M&A transactions and net revenue attributable to the acquisitions of GAHL and CWC. Money management fees, including incentive fees, increased \$153 million, or 30%, as compared to the prior year due to a \$33 billion, or 34%, increase in average AUM for the year ended December 31, 2007, versus 2006, primarily as a result of market and foreign exchange appreciation and net inflows of AUM. Interest income increased \$45 million, or 100%, as a result of higher interest-earning average cash balances in 2007, which were largely the result of net proceeds from the Company's December, 2006 primary offering of Class A common stock and a June, 2007 issuance of \$600 million principal amount of 6.85% senior notes. Other revenue increased \$9 million, or 9%, in 2007 as compared to 2006. During 2007, other revenue included an aggregate increase of

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\$23 million attributable to higher referral fees earned from activities with LFCM Holdings, foreign currency transaction gains and commissions and private equity investment gains, partially offset by a decline of \$10 million in investment income as a result of the widening of credit spreads due to sub-prime concerns in the debt markets in 2007 and volatility in the equity markets during the fourth quarter of 2007, resulting in mark-downs in our bank's portfolio of corporate debt securities and other temporary Corporate investments in equity securities. In addition, the Company recorded a \$9 million gain in connection with its share in the net proceeds related to the sale of a portion of LFCM Holdings ownership interest in PG&C in 2007 (see Note 20 of Notes to Consolidated Financial Statements), while 2006 included a \$14 million gain recognized as a result of the termination of the strategic alliance with Intesa. Interest expense for the year ended December 31, 2007 increased \$33 million, or 32%, as a result of the incremental interest expense of \$22 million related to the June 2007 issuance of \$600 million principal amount of 6.85% senior notes, with the remainder primarily resulting from both higher average customer deposits in LFB and higher interest rates with respect thereto.

Compensation and benefits expense increased \$232 million, or 26%, for the year ended December 31, 2007, and represented 55.7% of operating revenue, as compared to 56.7% of operating revenue in 2006, reflecting an increase in incentive compensation associated with the growth in operating revenues, amortization of an increased amount of RSUs granted and additional compensation associated with the strategic headcount growth of managing directors and business segment professionals.

Non-compensation expense in 2007 increased \$101 million, or 37%, with such increase including amortization expense of \$22 million related to intangible assets associated with the 2007 acquisitions of GAHL and CWC, as well an increase of \$11 million for the provision pursuant to the tax receivable agreement with LFCM Holdings. Other factors contributing to the expense increase in 2007 was (i) a charge of \$6 million related to abandoned lease facilities, (ii) current period increases in expenses related to increased business activity, including fund administration and services associated with the growth in AUM and electronic data services, (iii) business investments including new office locations, recruitment, travel and other market development and (iv) one-time VAT and other cost recoveries recorded in 2006. Excluding the impact of the amortization of intangible assets related to acquisitions in 2007 and the provision pursuant to the tax receivable agreement with LFCM Holdings in both years, the ratio of non-compensation expense to operating revenue was 16.8% and 17.1% for 2007 and 2006, respectively.

Operating income for the year ended December 31, 2007 increased \$91 million, or 28%, as compared to 2006. Operating income as a percentage of net revenue was 22% for both years.

The provision for income taxes for the year ended December 31, 2007 increased \$12 million as compared to the prior year, due principally to increased foreign income taxes at Lazard Group attributable to higher levels of income in 2007, partially offset by lower income taxes incurred by Lazard Ltd resulting from a decrease in Lazard Ltd's effective tax rate on its ownership interest in Lazard Group's operating income in 2007. The Company's effective tax rate was 19.3% for the year ended December 31, 2007, as compared to 21.0% for the corresponding period in 2006.

Minority interest in net income for the year ended December 31, 2007 increased \$17 million, or 10%, versus 2006, which principally reflected the higher level of Lazard Group net income in 2007, partially offset by the reduction in LAZ-MD Holdings' ownership interest of Lazard Group, which declined to an average of 52% in 2007 from an average of 61% in 2006.

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

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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, among other items, headcount, square footage and transactional volume.

Financial Advisory

The following table summarizes the operating results of the Financial Advisory segment:

	2008	Year Ended December 31, 2007 (\$ in thousands)	2006
M&A and Strategic Advisory	\$ 814,660	\$ 969,409	\$ 792,537
Financial Restructuring	119,283	127,175	70,625
Corporate Finance and Other	88,970	143,593	110,175
Net Revenue	1,022,913	1,240,177	973,337
Operating Expenses (a)	796,970	920,705	722,151
Operating Income	\$ 225,943	\$ 319,472	\$ 251,186
Operating Income, Excluding Amortization of Intangible Assets Related To Acquisitions	\$ 229,413	\$ 340,995	\$ 251,186
Operating Income as a Percentage of Net Revenue	22%	26%	26%
Operating Income as a Percentage of Net Revenue, Excluding Amortization of Intangible Assets Related To Acquisitions	22%	27%	26%

	2008	As of December 31, 2007	2006
Headcount (b):			
Managing Directors	151	138	128
Limited Managing Directors	5	3	2
Other Employees:			
Business segment professionals	691	654	510
All other professionals and support staff	246	256	217
Total	1,093	1,051	857

- (a) Includes indirect support costs (including compensation and benefits expense and other operating expenses related thereto), and, in 2008 and 2007, \$3,470 and \$21,523 of amortization of intangible assets related to the 2007 acquisitions.
- (b) 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 Financial 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:

	Year Ended December 31,		
	2008	2007	2006
Lazard Statistics:			
Number of Clients:			
Total	708	622	510
With Fees Greater than \$1 million	229	230	202
Percentage of Total Financial Advisory Revenue from Top 10 Clients (a)	20%	19%	21%
Number of M&A Transactions Completed Greater than \$1 billion (b)	38	55	51

(a) There were no individual clients that constituted more than 10% of our Financial Advisory segment net revenue in the years ended December 31, 2008, 2007 or 2006.

(b) Source: Thomson Financial as of January 12, 2009

The geographical distribution of Financial Advisory net revenue is set forth below in percentage terms. The offices that generate Financial Advisory net revenue 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, which, for the 2008 and 2007 periods, includes the impact of the acquisition of CWC).

	Year Ended December 31,		
	2008	2007	2006
United States	50%	49%	54%
Europe	43	44	45
Rest of World	7	7	1
Total	100%	100%	100%

The changes in the distribution of geographical revenues reflected in the above chart demonstrates that our revenue can fluctuate from year to year due to the number, size and timing of closings of completed transactions, as well as seasonality and other factors, such as regional acquisitions. As such, the geographical distribution of revenues in any particular year may not be indicative of future results.

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 financial 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 financial restructurings. While Lazard measures revenue by practice area, Lazard does not separately measure the separate costs or profitability of M&A services as compared to financial restructuring services. Accordingly, Lazard measures performance in its Financial Advisory segment based on overall segment net revenue and operating income margins.

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Financial Advisory Results of Operations

Year Ended December 31, 2008 versus December 31, 2007

In 2008, Financial Advisory net revenue decreased \$217 million, or 18%, as compared to 2007, with M&A and Strategic Advisory revenue decreasing \$155 million, or 16%, and Financial Restructuring revenue decreasing \$8 million, or 6%, while Corporate Finance and Other net revenue decreasing \$55 million, or 38%.

The decrease in M&A and Strategic Advisory revenue in 2008 was principally due to the adverse economic and market conditions described above, and resulted in lower average fees per transaction and the result of a lower number of M&A transactions completed greater than \$1 billion which typically generate significant fees. Our major clients, which in the aggregate represented 25% of our M&A and Strategic Advisory revenue for the year, included APP Pharmaceuticals, Bear Stearns, Gaz de France, InBev, International Paper, Penn National Gaming, Resolution Life, Royal Bank of Scotland, Trane and Zinefix. We anticipate that this lower level of M&A activity experienced in late 2008 may continue into 2009.

Financial Restructuring revenue is derived from various activities including bankruptcy assignments, global debt and financing restructurings and advice on complex on-and off-balance sheet assignments, such as retiree health care obligations. Financial Restructuring revenue for 2008 ended slightly lower than 2007; however, strong restructuring revenue was recorded in the fourth quarter as a result of increased financial restructuring activity. Notable assignments completed in the fourth quarter included Lehman Brothers, Metaldyne, Reliant Energy and Sprint Nextel. Recently announced Financial Restructuring assignments that we are currently involved with in North America include Charter Communications, CIFG Assurance, Fannie Mae, Hawaiian Telcom, Nortel, Pilgrims Pride, Smurfit-Stone Container, Tarragon Corporation, Tribune Co. and The Trustees of Bernard L. Madoff Investment Securities and in Europe, Premiere, Vita Group, Belvedere, Ineos and Olympic Airways. We anticipate that the higher level of restructuring activity experienced in the fourth quarter may continue into 2009.

The decrease in Corporate Finance and Other net revenue reflected decreases in the value of fund closings by our Private Fund Advisory Group, private placements by our Capital Markets Group and declines in Equity Capital Markets transactions, all of which have been negatively impacted by the deterioration of the financial markets during 2008. Our Alternative Capital Finance Group served as a placement agent on a number of Registered Direct Offerings (RDs). During the fourth quarter of 2008, assignments included RDs for H&R Block, Clean Energy Fuels and Orient-Express.

Operating expenses for the year ended December 31, 2008 decreased \$124 million, or 13%, as compared to 2007, primarily due to decreased compensation expense consistent with lower operating revenue and reduced amortization of intangible assets associated with the 2007 acquisitions. Such decreases were partially offset by increases related to the amortization of an increased amount of RSUs, increased costs from the strategic headcount growth of senior bankers and relating to companies acquired in 2007 and other new offices, as well as increases in business development expenses for travel and market related data.

Financial Advisory operating income for 2008 decreased \$94 million, or 29%, as compared to 2007. Operating income represented 22% and 26% of segment net revenues for 2008 and 2007, respectively. Excluding the impact of amortization of intangible assets related to acquisitions of \$3 million and \$22 million in 2008 and 2007, respectively, operating income represented 22% and 27% of segment net revenue in such years.

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Year Ended December 31, 2007 versus December 31, 2006

In 2007, Financial Advisory net revenue increased \$267 million, or 27%, as compared to 2006, with M&A revenue increasing \$177 million, or 22%, Financial Restructuring revenue increasing \$57 million, or 80%, and Corporate Finance and Other net revenue increasing \$33 million, or 30%.

The increase in M&A revenue in 2007 was due primarily to organic growth, reflecting an increase in both the number of clients and average fee per transaction for those transactions with fees in excess of \$1 million and, to a lesser extent, the revenue attributable to GAHL and CWC, which were both acquired in the third quarter of

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2007, and improved productivity. Clients, which in the aggregate, represented 25% of our M&A revenue for the year included Alinta, American Standard (Trane), Barclays, Danone, Dollar General, First Choice Holidays, Florida Rock Industries, KeySpan, Mellon Financial, Millicom International Cellular, Louis-Dreyfus Groupe, TXU and Viasys Healthcare.

The increase in Financial Restructuring revenue was the result of several large assignments during 2007 including Eurotunnel, Calpine's Unsecured Creditors Committee, New Century Financial Corporation, Tower Automotive and the UAW in connection with its contract discussions with GM, Ford and Chrysler regarding retiree health care obligations and in connection with Delphi's bankruptcy.

Corporate Finance and Other net revenue increased versus 2006 reflecting increased Private Placement revenues as a result of higher revenue per assignment in 2007, growth in referral fees from LFCM Holdings related to our Equity Capital Markets Advisory activities and, to a lesser extent, growth in Private Fund Advisory fees.

Operating expenses for the year ended December 31, 2007 increased \$199 million, or 27%, as compared to 2006, principally due to an increase in incentive compensation related to a higher level of operating revenue, amortization of an increased amount of RSUs granted and additional compensation associated with strategic headcount growth, principally from the GAHL and CWC acquisitions, and the hiring of senior bankers during 2007, as well as amortization expense of \$22 million related to intangible assets associated with the GAHL and CWC acquisitions, higher business development-related expenses in 2007 and the impact of one-time cost recoveries in 2006.

Financial Advisory operating income for 2007 increased \$68 million, or 27%, as compared to 2006. Operating income represented 26% of segment net revenues for both years. Excluding the impact of the amortization of intangible assets related to acquisitions of \$22 million in 2007, operating income represented 27% of segment net revenue in 2007.

Asset Management

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

	2008	As of December 31, 2007	2006
		(\$ in millions)	
AUM:			
International Equities	\$ 25,109	\$ 50,535	\$ 52,033
Global Equities	31,890	47,814	26,453
U.S. Equities	13,173	20,927	13,708
Total Equities	70,172	119,276	92,194
European and International Fixed Income	9,124	10,255	8,418
Global Fixed Income	1,569	2,161	1,095
U.S. Fixed Income	1,951	1,817	2,310
Total Fixed Income	12,644	14,233	11,823

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Alternative Investments	3,196	3,577	3,457
Private Equity (a)	1,579	1,401	883
Cash Management	3,518	2,926	2,080
Total AUM	\$ 91,109	\$ 141,413	\$ 110,437

- (a) Includes \$1.2 billion, \$1.0 billion and \$0.6 billion as of December 31, 2008, 2007 and 2006, respectively, held by an investment company for which Lazard may earn carried interests.

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Average AUM for the years ended December 31, 2008, 2007 and 2006 is set forth below. Average AUM is based on an average of quarterly ending balances for the respective periods.

	Year Ended December 31,		
	2008	2007	2006
	(\$ in millions)		
Average AUM	\$ 122,828	\$ 130,827	\$ 97,408

Total AUM at December 31, 2008 decreased \$50 billion, or 36%, as compared to that at December 31, 2007, with average AUM for the year ended December 31, 2008 decreasing \$8 billion, or 6%, as compared to the average AUM in 2007. International, Global and U.S. equities represented 28%, 35% and 14% of total AUM at December 31, 2008, respectively, versus 36%, 34% and 15% of total AUM at December 31, 2007, respectively.

Total AUM at December 31, 2007 increased \$31 billion, or 28%, over that at December 31, 2006, with average AUM increasing 34% versus 2006 average AUM. International, Global and U.S. equities represented 36%, 34% and 15% of total AUM at December 31, 2007, respectively, as compared to 47%, 24% and 12% of total AUM at December 31, 2006, respectively.

As of both December 31, 2008 and 2007, approximately 85% 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 15% of our AUM was managed on behalf of individual client relationships, which are principally with family offices and high-net worth individuals.

The following is a summary of changes in AUM for the years ended December 31, 2008, 2007 and 2006.

	Year Ended December 31,		
	2008	2007	2006
	(\$ in millions)		
AUM Beginning of Year	\$ 141,413	\$ 110,437	\$ 88,234
Net Flows(a)	1,371	16,745	2,756
Market and Foreign Exchange Appreciation (Depreciation)	(51,675)	14,231	19,447
AUM End of Year	\$ 91,109	\$ 141,413	\$ 110,437

- (a) Includes inflows of \$25,923, \$42,031 and \$23,272 and outflows of \$24,552, \$25,286 and \$20,516 for the years ended December 31, 2008, 2007 and 2006, respectively.

Inflows during the year ended December 31, 2008 occurred across all products (principally Global Equities, International Equities, European and International Fixed Income and Alternative Investment products) due to contributions to existing accounts as well as new accounts gained. The majority of the inflows occurred in the first half of 2008 as investors in the second half of the year delayed funding new mandates or

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increasing funding of existing mandates. Outflows occurred relatively evenly throughout the year also across all products due to withdrawals from existing accounts and, to a lesser degree, accounts lost.

Consistent with the industry as a whole, we experienced significant market depreciation in 2008, including the impact of the strengthening U.S. dollar versus foreign currencies particularly in the second half of 2008, with these factors being the principal contributors to the decrease in AUM. As of December 31, 2008, funds denominated in foreign currencies represented approximately 50% of total AUM. Foreign denominated AUM declines in value with the strengthening of the U.S. dollar and increases in value as the U.S. dollar weakens. Equity products experienced the most significant decrease, with International and Global Equity products experiencing market depreciation of approximately 40% and U.S. Equity experiencing market depreciation of approximately 30%. Such decreases were generally consistent with global market indices as described above.

Inflows during the year ended December 31, 2007 occurred principally in Global Equity, U.S. Equity and European and International Fixed Income products due to new accounts gained, with the majority of inflows

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occurring in the first half of the year. Outflows during 2007 occurred primarily in International Equities, European and International Fixed Income and Alternative Investment products primarily due to accounts lost, with the majority of outflows occurring in the second half of the year.

During 2007, combined market appreciation and the weakening of the U.S. dollar versus foreign currencies were also significant factors contributing to the increase in AUM. As of December 31, 2007, funds denominated in foreign currencies represented approximately 50% of total AUM. Consistent with the global equity and foreign currency markets, equity products experienced the most significant growth, with International and Global Equity products experiencing appreciation of approximately 16%.

As of February 20, 2009, AUM was \$79.4 billion, an \$11.7 billion decrease since December 31, 2008. The change in AUM since December 31, 2008 was due to market depreciation of \$10.4 billion and net outflows of \$1.3 billion. Market depreciation since December 31, 2008 was approximately 11% of AUM at December 31, 2008, which was slightly better than the decline in global market indices during that period.

The following table summarizes the operating results of the Asset Management segment for the years ended December 31, 2008, 2007 and 2006. Operating results for the year ended December 31, 2008 are shown before and after the charge related to the LAM Merger in the third quarter of 2008.

	Year Ended December 31, 2008		Year Ended December 31, 2007	Year Ended December 31, 2006
	As Reported	Impact of LAM Merger (a)	Excluding LAM Merger (b) (\$ in thousands)	
Management Fees	\$ 568,436		\$ 568,436	\$ 450,323
Incentive Fees	34,961		34,961	59,371
Other Income	24,732		24,732	38,404
Sub-total	628,129		628,129	548,098
LAM GP-Related Revenue (Loss)	(13,348)		(13,348)	5,114
Net Revenue	614,781		614,781	553,212
Operating Expenses (c)	678,170	\$ 197,550	480,620	418,022
Operating Income (Loss)	(63,389)	(197,550)	134,161	135,190
Add (Deduct):				
LAM GP-Related (Revenue) Loss	13,348		13,348	(5,114)
Amortization of Intangible Assets	1,126		1,126	
Operating Income (Loss), after adjusting for the items set forth above	\$ (48,915)	\$ (197,550)	\$ 148,635	\$ 130,076
Operating Income, as a Percentage of Net Revenue	(10)%		22%	24%
Operating Income, as a Percentage of Net Revenue, each excluding LAM GP-Related (Revenue) Loss (d) and Amortization of Intangible Assets	(8)%		24%	24%

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- (a) Represents the third quarter 2008 impact of LAM Merger. See Note 4 of Notes to Consolidated Financial Statements for information regarding the LAM Merger.
- (b) A non-GAAP measure which management believes provides the most meaningful comparison between historical, present and future periods.
- (c) Includes indirect support costs (including compensation and benefits expense and other operating expenses related thereto).
- (d) Management also evaluates the results of Asset Management based on operating income excluding the LAM GP-related revenue (loss) since such LAM GP-related amounts are directly offset by a charge (credit) to minority interest which is not a charge (credit) to operating income.

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	As of December 31,		
	2008	2007	2006
Headcount(a):			
Managing Directors	56	48	43
Limited Managing Directors	1	3	2
Other Employees:			
Business segment professionals	327	334	293
All other professionals and support staff functions	301	372	348
Total	685	757	686

(a) Excludes headcount related to indirect support functions, with such headcount being included in the Corporate segment.

Our top ten clients accounted for 25%, 27% and 25% of our total AUM at December 31, 2008, 2007 and 2006, respectively, and there were no individual clients that constituted more than 10% of our Asset Management segment net revenue during any of the years ended December 31, 2008, 2007 and 2006.

The geographical distribution of Asset Management net revenue is set forth below in percentage terms:

	Year Ended December 31,		
	2008	2007	2006
United States	52%	54%	58%
Europe	37	37	35
Rest of World	11	9	7
Total	100%	100%	100%

Asset Management Results of Operations

As reflected in the table of operating results of the Asset Management segment above, the LAM Merger in the third quarter of 2008 had a significant impact on the segment's operating results in 2008. Lazard management believes that comparisons between years are most meaningful after excluding the impact of the LAM Merger.

Year Ended December 31, 2008 versus December 31, 2007

Asset Management net revenue in 2008 declined \$110 million, or 15%, as compared to 2007. Management fees for 2008 decreased \$27 million, or 5%, versus 2007 driven by a 6% decrease in average AUM due largely to market depreciation primarily during the second half of 2008 as well as the impact of a change in the mix of investment products and levels of management fees on certain products. Incentive fees decreased \$32 million, or 48%, for 2008 as compared to 2007 with the decrease principally in alternative investment strategies. Other income decreased \$51 million, or 82%, as compared to 2007 principally as a result of lower LAM GP-related revenue, other investment losses and foreign currency transaction losses.

