

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS INC.,

Debtor.

Case No. 08-01420 (JMP) SIPA

**STIPULATION AND ORDER IN CONNECTION WITH THE RETURN TO
THE BANK OF NEW YORK MELLON OF A POST-PETITION MISDIRECTED
TRANSFER**

WHEREAS, on September 19, 2008 (the "Commencement Date"), a proceeding was commenced under the Securities Investor Protection Act of 1970 ("SIPA") with respect to Lehman Brothers Inc. ("LBI") and James W. Giddens was appointed as Trustee under the SIPA (the "Trustee") to administer LBI's estate (Case No. 08-01420, such proceeding, the "SIPA Proceeding");

WHEREAS, after the Commencement Date, on December 24, 2010, The Bank of New York Mellon (the "Sender") sent a wire transfer of SGD1,080,000.00 (the "Transfer") to the LBI account maintained at Citibank, N.A. (the "Receiving Institution") ending in 4005, as represented to the Trustee by the Sender;

WHEREAS, the Sender notified the Trustee and represented that the Transfer had been made in error; and

WHEREAS, following receipt from the Sender of information concerning the Transfer and a request for the return of the Transfer (collectively, the "Request Documents"), the Trustee conducted an investigation and, in consultation with his professional advisors, determined that the Transfer had in fact been misdirected and that LBI should return the Transfer, less a court-approved service fee equal to one percent (1%) of the Transfer up to a maximum of US\$5,000.00, which fee shall be calculated using the then available exchange rate data available on Oanda.com on the date the funds are actually returned to the Sender (such net return, the "Return Amount"), under the terms set forth below.

NOW, THEREFORE, in consideration of the mutual covenants set forth below, IT IS HEREBY STIPULATED AND AGREED BY THE PARTIES HERETO THAT:

1. The Trustee is authorized to instruct the Receiving Institution to return the Return Amount in accordance with wire instructions provided by the Sender within three (3) business days of this Court's approval of this Stipulation;
2. Upon the Trustee's wiring the Return Amount (or such amount as the Receiving Institution agrees to return to the Trustee or the Sender) in accordance with instructions received from the Sender, the Sender and its respective agents,

employees, principals, professionals, successors, and assigns shall be deemed to have waived and released any claims they might have against the Trustee, his professionals, successors and assigns, the LBI estate and the Securities Investor Protection Corporation (“SIPC”) with respect to such Return Amount, including, without limitation, any claims for interest, costs and attorneys fees;

3. The Trustee is relying on the representations in this Stipulation and the Request Documents, that these representations are true and correct, and that the Sender acknowledges that the Trustee can refuse to deliver or seek the return of the Return Amount if these representations are not true and correct;
4. Lehman Brothers Commercial Corporation, Lehman Brothers Special Financing, and Lehman Brothers Holdings Inc. (collectively, the “Debtors”) jointly and severally disclaim any right, title or interest in the Transfer, the funds transferred therein, and the Return Amount and waive any claims against the LBI Estate in respect thereof;
5. The Sender agrees to indemnify the Trustee, the LBI estate, the Trustee’s professionals and agents and SIPC against any liabilities and expenses they may incur for any claim made against any of them (including, without limitation, any claim made by them to recover such funds), relating to or arising out of any material misrepresentation made by the Sender or on the Sender’s behalf in this Stipulation, the Request Documents, or in connection with the return of these funds;
6. The Trustee, the Sender, and the Debtors expressly reserve all of their rights and defenses with respect to any other claims each might have against the other;
7. Notwithstanding the proposed return of the Return Amount pursuant to this Stipulation, nothing herein shall be construed to prejudice the Trustee’s rights in any way whatsoever to determine whether any other funds have been misdirected and must be returned or to require the Trustee to seek court approval to return misdirected funds. The Trustee expressly reserves all of his rights with respect to funds alleged to have been misdirected;
8. This Stipulation may be signed in counterparts which, when taken as a whole, shall constitute one and the same document; and faxed signatures shall be deemed originals;
9. Each individual signing this Stipulation on behalf of any party hereto acknowledges and, with respect to his or her own signature below, warrants and represents that he/she is authorized to execute this Stipulation in his/her representative capacity, as reflected below and on behalf of the party indicated; and
10. This Stipulation shall be governed by and shall be interpreted in accordance with the laws of the State of New York, except to the extent that the Bankruptcy Code or SIPA apply, without regard to New York’s rules governing conflicts of laws.

The Sender and the Debtors expressly submit to the personal jurisdiction of this Court in respect of the interpretation and enforcement of this Stipulation and the rights hereunder.

Dated: New York, New York
August 3, 2011

THE BANK OF NEW YORK MELLON

By: /s/ Jonathan Goldblatt
Name: Jonathan Goldblatt
Title: Managing Director & Senior Managing
Counsel

By: /s/ Daniel S. Lubell
James B. Kobak, Jr.
Daniel S. Lubell
Jeffrey S. Margolin
HUGHES HUBBARD & REED LLP
One Battery Park Plaza
New York, New York 10004
(212) 837-6000

LEHMAN BROTHERS COMMERCIAL
CORPORATION

By: /s/ Daniel Ehrmann
Name: Daniel Ehrmann
Title: Vice President

ATTORNEYS FOR JAMES W. GIDDENS,
ESQ., AS TRUSTEE FOR THE SIPA
LIQUIDATION OF THE BUSINESS OF
LEHMAN BROTHERS INC.

LEHMAN BROTHERS SPECIAL
FINANCING

By: /s/ Daniel Ehrmann
Name: Daniel Ehrmann
Title: Vice President

LEHMAN BROTHERS HOLDINGS INC.

By: /s/ Daniel Ehrmann
Name: Daniel Ehrmann
Title: Vice President

SO ORDERED this ____ day of August 2011

UNITED STATES BANKRUPTCY JUDGE