

Fill in this information to identify the case

United States Bankruptcy Court for the: Southern District of New York (State) Case number (If known): Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Lehman Brothers U.K. Holdings (Delaware) Inc.

2. All other names debtor used in the last 8 years N/A

3. Debtor's federal Employer Identification Number (EIN) 22-3335453

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

5. Debtor's website (URL) N/A

6. Type of debtor Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) Partnership (excluding LLP) Other. Specify:

Name

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above _____

B. Check all that apply:

- Tax- entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

NAICS Code 5239

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).*
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

* The Debtor is an affiliate of Lehman Brothers Holdings Inc. and certain of its subsidiary affiliates, whose chapter 11 cases remain open, and whose debts to non-affiliates and non-insiders collectively exceed the statutory threshold. See Schedule 1 hereto.

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes District _____ When _____ Case number _____
MM/ DD/ YYYY
- District _____ When _____ Case number _____
MM / DD/ YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a

- No
- Yes Debtor See Schedule 1 hereto Relationship _____

Name

business partner or an affiliate of the debtor?

District Southern District of New York When _____
Case number, if known _____ MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number _____ Street _____
City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
Contact Name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- 1-49
- 50-99
- 100-199
- 200-999
- 1,000-5,000
- 5,001-10,000
- 10,001-25,000
- 25,001-50,000
- 50,001-100,000
- More than 100,000

15. Estimated assets

- \$0-\$50,000
- \$50,001-\$100,000
- \$100,001-\$500,000
- \$500,001-\$1 million
- \$1,000,001-\$10 million
- \$10,000,001-\$50 million
- \$50,000,001-\$100 million
- \$100,000,001-\$500 million
- \$500,000,001-\$1 billion
- \$1,000,000,001-\$10 billion
- \$10,000,000,001-\$50 billion
- More than \$50 billion

Name

16. Estimated liabilities

- Estimated liabilities checkboxes: \$0-\$50,000, \$50,001-\$100,000, \$100,001-\$500,000, \$500,001-\$1 million, \$1,000,001-\$10 million, \$10,000,001-\$50 million, \$50,000,001-\$100 million, \$100,000,001-\$500 million, \$500,000,001-\$1 billion, \$1,000,000,001-\$10 billion, \$10,000,000,001-\$50 billion, More than \$50 billion.

Request for Relief, Declaration, and Signatures

WARNING - Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- Declaration statements: The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. I have been authorized to file this petition on behalf of the debtor. I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 31, 2017 MM / DD / YYYY

Signature of authorized representative of debtor: /s/ Christopher Mosher, Christopher Mosher, Director, Vice President, and Asst. Treasurer

18. Signature of attorney

Signature of attorney for debtor: /s/ Garrett A. Fail, Date: August 31, 2017, Printed Name: Garrett A. Fail, Firm Name: Weil, Gotshal & Manges LLP, Address: 767 Fifth Avenue, New York, NY 10153, Contact phone: (212) 310-8000, Email address: garrett.fail@weil.com, Bar Number: 4241642, State: New York

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the dates listed below, each of the affiliated entities listed in the table below (the “**First Filers**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Court**”). The First Filers’ chapter 11 plan was confirmed on December 6, 2011 and became effective on March 6, 2012.

DEBTOR	CASE NUMBER	RELATIONSHIP	DATE FILED	JUDGE
Lehman Brothers Holdings Inc.	08-13555 (SCC)	Parent	September 15, 2008	Chapman
Lehman Brothers Commodity Services Inc.	08-13885 (SCC)	Affiliate	October 3, 2008	Chapman
Lehman Brothers Special Financing Inc.	08-13888 (SCC)	Affiliate	October 3, 2008	Chapman
Lehman Brothers OTC Derivatives Inc.	08-13893 (SCC)	Affiliate	October 3, 2008	Chapman
Lehman Brothers Financial Products Inc.	08-13902 (SCC)	Affiliate	October 5, 2008	Chapman
Lehman Commercial Paper Inc.	08-13900 (SCC)	Affiliate	October 5, 2008	Chapman
Lehman Brothers Commercial Corporation	08-13901 (SCC)	Affiliate	October 5, 2008	Chapman
Lehman Brothers Derivative Products Inc.	08-13899 (SCC)	Affiliate	October 5, 2008	Chapman
Lehman Scottish Finance L.P.	08-13904 (SCC)	Affiliate	October 5, 2008	Chapman
BNC Mortgage LLC	09-10137 (SCC)	Affiliate	January 9, 2009	Chapman
Structured Asset Securities Corporation	09-10558 (SCC)	Affiliate	February 9, 2009	Chapman
LB Rose Ranch LLC	09-10560 (SCC)	Affiliate	February 9, 2009	Chapman

Subsequently, on the date hereof, the entity listed in the table below, which is an affiliate of the First Filers, filed a voluntary petition in this Court for relief under chapter 11 of the Bankruptcy Code.

DEBTOR	CASE NUMBER	DATE FILED	JUDGE
Lehman Pass-Through Securities Inc.	17-_____()	August 31, 2017	Pending

**RESOLUTIONS FOR CONSIDERATION AT THE
MEETING OF THE BOARD OF DIRECTORS OF
LEHMAN BROTHERS U.K. HOLDINGS (DELAWARE) INC.**

ON AUGUST 31, 2017

WHEREAS, pursuant to resolutions adopted by written consent on July 18, 2017, the board of directors (the “**Board**”) of Lehman Brothers U.K. Holdings (Delaware) Inc. (the “**Corporation**”) approved that certain Stock and Note Purchase Agreement, dated as of July 19, 2017, entered into by and among the Corporation, Lehman Brothers Holdings Inc., Brookfield LUK Holdings LLC, Brookfield LPTSI Holdings LLC and the other parties thereto and all transactions contemplated thereby, including the filing by the Corporation of a petition (such filing, the “**Petition**”) seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

WHEREAS, in connection with the Petition, the Board has reviewed and had the opportunity to ask questions about the materials presented by and consult with the management and the legal advisors of the Corporation regarding the liabilities and liquidity of the Corporation, the strategic alternatives available to it, and the impact of the foregoing on the Corporation’s businesses; and

WHEREAS, the Board desires to approve the following resolutions:

I. Commencement of Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, that the Board has determined, after consultation with the management and the legal advisors of the Corporation, that it is desirable and in the best interests of the Corporation, its creditors, and other parties in interest that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code (the “**Chapter 11 Petition**”); and be it further

RESOLVED, that any duly appointed officer of the Corporation (each, an “**Authorized Person**”), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to execute and file in the name and on behalf of the Corporation, and under its corporate seal or otherwise, all petitions, schedules, motions, lists, applications, pleadings, and other papers (the “**Chapter 11 Filings**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) as such Authorized Person may deem necessary, appropriate or advisable, in connection with the execution and delivery of the Chapter 11 Petition, and, in connection therewith, to employ and retain all assistance by legal counsel and a claims agent and to take and perform any and all further acts and deeds which such Authorized Person deems necessary, proper, or desirable in connection with the filing of the Corporation’s chapter 11 case (the “**Chapter 11 Case**”) or the Chapter 11 Filings, including, without limitation, the payment of fees, expenses and taxes as any Authorized Person deems necessary, appropriate or desirable,; and be it further

II. Retention of Advisors

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, located at 767 Fifth Avenue, New York, New York 10153, is hereby retained as attorneys for the Corporation in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Epiq Bankruptcy Solutions, LLC, located at 777 Third Avenue, 12th Floor, New York, NY 10017, is hereby retained as claims, noticing, solicitation, and administrative agent for the Corporation in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

III. Ratification of Past Actions

RESOLVED, that any and all actions taken by any Authorized Person or the directors of the Corporation in the name and on behalf of the Corporation prior to the date of these resolutions that would have been authorized by these resolutions but for the fact that such actions were taken prior to the date of these resolutions be, and hereby are, authorized, ratified, confirmed, adopted and approved in all respects as the acts and deeds of the Corporation.

Fill in this information to identify the case:

Debtor name: Lehman Brothers U.K. Holdings (Delaware) Inc.
 United States Bankruptcy Court for the: Southern District of New York
(State)
 Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	N/A						
2							
3							
4							
5							

Fill in this information to identify the case:

Debtor name: Lehman Brothers U.K. Holdings (Delaware) Inc.
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 31, 2017
MM / DD / YYYY

X /s/ Christopher Mosher
Signature of individual signing on behalf of debtor

Christopher Mosher
Printed name

Director, Vice President, and Assistant Treasurer
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name: Lehman Brothers U.K. Holdings (Delaware) Inc.
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (If known): _____

LIST OF EQUITY HOLDERS

Pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure, the following identifies all holders having a direct or indirect ownership interest in the above-captioned debtor in possession.

Name and Last Known Address or Place of Business of Holder	Number of Securities/Kind of Interest
Lehman Brothers Holdings Inc. 277 Park Avenue, 46th Floor New York, New York 10172	55% Common Stock
Brookfield LUK Holdings LLC c/o Brookfield Asset Management Inc. Brookfield Place 181 Bay Street, Ste. 300 Toronto, Ontario M5J 2T2 Canada	45% Common Stock

Official Form 202

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Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case. I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Checkboxes for various schedules: Schedule A/B, Schedule D, Schedule E/F, Schedule G, Schedule H, Summary of Assets and Liabilities, Amended Schedule, Chapter 11 or Chapter 9 Cases, and Other document that requires a declaration (List of equity holders).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 31, 2017 MM / DD / YYYY

X /s/ Christopher Mosher Signature of individual signing on behalf of debtor

Christopher Mosher Printed name

Director, Vice President, and Assistant Treasurer Position or relationship to debtor