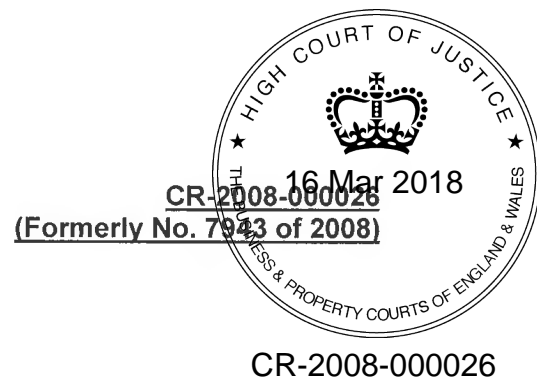


IN THE HIGH COURT OF JUSTICE

BUSINESS AND PROPERTY COURTS OF
ENGLAND AND WALES

COMPANIES COURT (ChD)



IN THE MATTER OF LEHMAN BROTHERS HOLDINGS PLC (IN ADMINISTRATION)

AND IN THE MATTER OF THE INSOLVENCY ACT 1986

BETWEEN:-

(1) THE JOINT ADMINISTRATORS OF LEHMAN BROTHERS HOLDINGS PLC
(IN ADMINISTRATION)

-and-

(1) LEHMAN BROTHERS HOLDINGS INC.

(2) THE JOINT LIQUIDATORS OF LB GP NO 1 LIMITED (IN LIQUIDATION)

(3) DEUTSCHE BANK A.G. (LONDON BRANCH)

APPLICATION

TAKE NOTICE that Gillian Eleanor Bruce, Derek Anthony Howell, Anthony Victor Lomas, Julian Guy Parr and Steven Anthony Pearson, the Joint Administrators of Lehman Brothers Holdings Plc ("**LBH**") (the "**Joint Administrators**") intend to apply to the Honourable Mr Justice Hildyard on:

Date: **TBC**

Time: **TBC**

Place: Court ●, 7 Rolls Building, Fetter Lane, London EC4A 1NL

For directions, to be given pursuant to one or both of paragraph 63 and paragraph 68(2) of Schedule B1 to the Insolvency Act 1986, in order to determine the following issues:

1. Within the administration of LBH, whether the claims of Lehman Brothers Holdings Inc. ("**LBHI**") under two long-term subordinated loan facility agreements dated 30 July 2004 and one short-term subordinated loan facility agreement dated 31 October 2005 (the

"LBH Sub-Debt") have been released pursuant to a settlement agreement entered into as of 24 October 2011 between, amongst others, LBH and LBHI.

2. If the answer to question 1 is "no", within the administration of LBH, whether LBHI's claims in respect of the LBH Sub-Debt rank for distribution before, after or *pari passu* with any of the claims of LB GP No 1 Limited (In Liquidation) (as General Partner of, respectively, Lehman Brothers UK Capital Funding LP, Lehman Brothers UK Capital Funding II LP and Lehman Brothers UK Capital Funding III LP) under Fixed Rate Subordinated Notes issued by LBH pursuant to offering circulars dated 29 March 2005, 19 September 2005, 26 October 2005 and 20 February 2006 (the "**LBH Sub-Notes**").
3. Within the administration of LBH, whether any liability of LBH which might be established under guarantees given by LBH by Deeds of Guarantee in favour of "Holders" (as defined in each Deed of Guarantee) of certain preferred securities issued by each of Lehman Brothers UK Capital Funding LP, Lehman Brothers UK Capital Funding II LP and Lehman Brothers UK Capital Funding III LP in the context of the transactions referenced in paragraph 2 above (the "**LBH Guarantee Liabilities**") rank for distribution before, after or *pari passu* with each of the LBH Sub-Debt and the LBH Sub-Notes.
4. Within the administration of LBH, whether or not the quantum of LBH's liability under the LBH Sub-Notes for distribution purposes falls to be discounted under Rule 14.44 of the Insolvency (England and Wales) Rules 2016, or by reference to some other method and if so which method.

And for an Order that the Joint Administrators' costs of this application be paid as an expense of LBH's administration.

And for such further or other directions as the Court considers appropriate.

The Joint Administrators request that the Court fix a listing appointment in order that the relevant parties can attend to fix a suitable date for an initial directions hearing in this application and in a parallel application by the joint administrators of LB Holdings Intermediate 2 Limited before the Honourable Mr Justice Hildyard, with a combined time estimate of 1 day.

The Joint Administrators rely on the third witness statement of Gillian Eleanor Bruce dated 15 March 2018 in support of this Application.

This Application was issued by:

Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG

Ref: D3JAT/F1JBB/161762.000001

Tel: 020 7296 2000

Solicitors for the Joint Administrators of Lehman Brothers Holdings Plc

Dated: 16 March 2018

Signed:  Hogan Lovells International LLP

Name: John Tillman

It is intended to serve this Application on:

- (1) Lehman Brothers Holdings Inc.
- (2) The Joint Liquidators of LB GP No 1 Limited (In Liquidation)
- (3) Deutsche Bank A.G.

If you do not attend, the Court may make such order as it thinks fit.