



**NOTICE TO HOLDERS OF SENIOR NOTES OF
LEHMAN BROTHERS HOLDINGS INC.
(SEE ATTACHED EXHIBIT A – DISTRIBUTION SCHEDULE LISTING CUSIP NOS.)**

**RE: ALLOWANCE OF SENIOR NOTEHOLDER CLAIM,
CONFIRMATION OF DEBTORS' CHAPTER 11 PLAN AND
INITIAL PLAN DISTRIBUTION TO SENIOR NOTEHOLDERS**

BACKGROUND

Wilmington Trust Company (the “Trustee”) is successor indenture trustee under that certain Indenture dated as of September 1, 1987, as amended, supplemented or modified (the “Indenture”), between Lehman Brothers Holdings Inc. (formerly known as Shearson Lehman Brothers Holdings Inc.) (“LBHI”) and Wilmington Trust Company (as successor trustee to Citibank, N.A. (the “Predecessor Trustee”). Under the Indenture, LBHI issued certain senior debt securities (the “Senior Notes”). Holders of the Senior Notes are referred to herein as the “Senior Noteholders.”

On September 15, 2008, and at various times thereafter, LBHI and certain of its affiliates commenced cases under chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Cases”). LBHI and its affiliates that are subject to bankruptcy proceedings in the United States are referred to herein as the “Debtors.”

On September 2, 2009, as authorized under the Indenture, the Trustee filed a proof of claim against LBHI on behalf of Senior Noteholders (the “Global Proof of Claim”). The Global Proof of Claim asserted claims against LBHI for, among other things, principal, interest, and other amounts payable to Senior Noteholders under the Senior Notes. The Global Proof of Claim was filed in an undetermined total amount because, at the time, claim amounts were unknown for certain of the Senior Notes, including the LBHI Structured Notes¹.

REDUCTION AND ALLOWANCE OF GLOBAL PROOF OF CLAIM

As the Trustee previously notified Senior Noteholders in the Notice dated October 3, 2011 (the “October 2011 Notice”), the Debtors filed an Objection (the “Objection”) to the Global Proof of Claim [docket no. 20510 at www.lehman-docket.com], seeking to reduce and allow the Global Proof of Claim to the aggregate amount of \$48,783,940,671.27 (the “Reconciled Claim Amount”). The Reconciled Claim Amount reflects: (1) the elimination of certain amounts included in the Debtors’ Master List of Securities due to significant reductions in the principal amount outstanding on many of the Senior Notes since the initial issuances, or corrections to the current outstanding amounts; (2) the adjustment of principal amounts and interest outstanding for certain Senior Notes resulting from calculations performed by and reconciliations between the Debtor, the Trustee and the Predecessor Trustee; and (3) the determination of the allowed claim amounts for the LBHI Structured Notes pursuant to the Debtors’ valuation methodology, as discussed more fully in the October 2011 Notice.

On December 1, 2011, the Bankruptcy Court entered an Order (the “LBHI Non-Structured Notes Order”) [docket no. 22837 at www.lehman-docket.com] granting the Debtors’ Objection (the “Objection”) to the Global Proof of Claim with respect to the LBHI Non-Structured Notes.

¹ The LBHI Structured Notes are those notes which the Debtors identified in the Disclosure Statement [docket no. 19629 at www.lehman-docket.com] as “notes that predominantly provide that the return at maturity and/or the payment of periodic interest is linked to the performance of an underlying asset or group of assets, including global indices, single stock, currencies, interest rates, and various credit derivatives instruments and baskets thereof.”

On December 22, 2011, the Bankruptcy Court entered an Order [docket no. 23663 at www.lehman-docket.com] (the “LBHI Structured Notes Order and together with the LBHI Non-Structured Notes Order, the “Claim Allowance Orders”), granting the Debtors’ Objection to the Global Proof of Claim with respect to the LBHI Structured Notes. The allowed claim amounts for each Senior Notes CUSIP number is reflected in the attached Exhibit A.

The LBHI Structured Notes Order enjoins holders of the LBHI Structured Notes from asserting claims against the Trustee arising from its negotiation of and consent to the reduction and allowance of the Global Proof of Claim as it relates to the LBHI Structured Notes. Electronic copies of the Claim Allowance Orders are available on the informational website maintained by the Trustee, www.wilmingtontrust.com/lehman, and on the Debtors’ website, www.lehman-docket.com.

CONFIRMATION OF DEBTORS’ PLAN

On December 6, 2011, the Bankruptcy Court entered an Order (the “Confirmation Order”) [docket no. 23023 at www.lehman-docket.com] confirming the Debtors’ Modified Third Amended Joint Chapter 11 Plan (the “Plan”) [docket no. 22973 at www.lehman-docket.com]. The Senior Noteholder Claim is classified as a “Class 3” claim consisting of “Senior Unsecured Claims against LBHI.” **The Debtors estimate that Class 3 claimants will recover 21.1% of the allowed amount of their claims after all the distributions have been made pursuant to the Plan. On March 6, 2012, the Plan was deemed effective by the Debtors.**

INITIAL PLAN DISTRIBUTION TO SENIOR NOTEHOLDERS

On April 17, 2012, the Debtors will make a distribution in the amount of \$2,938,657,746.90 to the Trustee on behalf of Senior Noteholders. Pursuant to Section 607 of the Indenture, the Trustee has asserted its charging lien for reimbursement of its reasonable fees and expenses (including attorneys’ fees and a reserve) in the amount of \$13,157,862.00 against such distribution.² The calculation of the initial distribution to Senior Noteholders under the Plan, after exercise of the Trustee’s charging lien, in the aggregate amount of \$2,925,499,812.23 (the “Initial Plan Distribution”), is described on Exhibit A to this Notice.

Exhibit A reflects distribution amounts and distribution rates calculated according to embedded formulas for each Senior Note provided to Wilmington Trust by the Debtors, reduced pro rata to reflect the application by Wilmington Trust of its charging lien. Exhibit A sets out for each Senior Notes CUSIP number, among other things, (i) the aggregate distribution amount after exercise of the Trustee’s charging lien; and (ii) the unrounded cash per \$1,000 principal amount or per unit of Senior Notes (“Rate”)³. Senior Noteholders may calculate the amount of their individual Initial Plan Distribution by (i) for those Senior Notes denominated in dollar amounts on Exhibit A, dividing the principal amount of their Senior Notes by 1000 and multiplying the resulting number by the applicable Rate, or (ii) for those Senior Notes denominated in units on Exhibit A, multiplying the number of units of such Senior Notes that they hold by the applicable Rate.

² Pursuant to Section 6.7 of the Plan, the Debtors have agreed to pay the Trustee’s reasonable fees and expense (including attorneys’ fees) as an Administrative Expense Claim under the terms of the Plan. The Trustee has satisfied, through its charging lien under the Indenture, the full amount of its reasonable fees and expenses (including attorneys’ fees and a reserve) in light of the pending Omnibus Objection of the United States Trustee to Creditors’ Applications for Reimbursement of Professional Fees and Expenses dated February 15, 2012 (the “U.S. Trustee Objection”) [docket no. 25394 at www.lehman-docket.com]. The Trustee will provide notice to the Senior Noteholders of the outcome of the U.S. Trustee Objection and make any adjustments to future distributions to Senior Noteholders as may be appropriate.

³ For CUSIP numbers ending with three numerical digits (for example, 52522L558), Exhibit A refers to the number of “units” issued with respect to such security rather than dollar amounts of principal. Senior Noteholders holding these securities should refer to their broker or custodian statements to determine the number of units that they hold.

A sample calculation for each type of Senior Note is included below:⁴

1. For Senior Notes denominated in dollars:

Example: 10,000 principal amount (Senior Note CUSIP number 5252M0BZ9) / 1000 = 10

10 x 60.446376 (CUSIP number 5252M0BZ9 Rate) = \$604.46 (amount of Initial Plan Distribution)

2. For Senior Notes denominated in units:

Example: 100 Units (Senior Note CUSIP number 52522L558)

100 x 1.632924 (CUSIP number 52522L558 Rate-) = \$163.29 (amount of Initial Plan Distribution)

NO ACTION IS REQUIRED BY SENIOR NOTEHOLDERS TO RECEIVE THEIR PORTION OF THE INITIAL PLAN DISTRIBUTION. THE INITIAL PLAN DISTRIBUTION WILL BE DEPOSITED IN THE ACCOUNTS IN WHICH SENIOR NOTEHOLDERS HOLD SENIOR NOTES. NO CHECKS WILL BE ISSUED. After the Initial Plan Distribution, the Debtors will make distributions of available cash in accordance with the Plan semi-annually on March 30 and September 30 of each year, provided the aggregate distribution is not less than \$10,000,000. The Debtors have provided information on the distribution on the “Distribution Information” tab of their website at www.lehman-docket.com.⁵

GENERAL INFORMATION

The Trustee recommends Senior Noteholders monitor the Debtors’ website (www.lehman-docket.com), the website maintained by the Lehman Official Committee of Unsecured Creditors (www.lehmancreditors.com), and the Trustee’s website www.wilmingtontrust.com/lehman) for information regarding the Bankruptcy Cases.

Inquiries regarding the Senior Notes may be directed to the Trustee as follows:

Wilmington Trust Company
Attn: Julie J. Becker (302) 636-4185⁶
50 South Sixth Street, Suite 1290
Minneapolis, Minnesota 55402-1544

or to the Trustee’s attorneys:

Covington & Burling LLP
Attn: Martin E. Beeler (212) 841-1023
Amanda Raboy (212) 841-1171
The New York Times Building
620 Eighth Avenue
New York, NY 10018

This Notice is provided for informational purposes only. The Trustee gives no legal, financial or tax advice regarding the Senior Notes, the Initial Plan Distribution or the other matters described herein. Senior Noteholders should consult with their own professionals regarding the Senior Notes.

Dated: April 11, 2012

WILMINGTON TRUST COMPANY,
solely in its capacity as Indenture Trustee

⁴ The Trustee provides this sample calculation to assist Senior Noteholders in calculating the amount of their individual Initial Plan Distribution. The Trustee cannot perform calculations on behalf of Senior Noteholders or respond to inquiries regarding individual calculations.

⁵ The Trustee recommends Senior Noteholders review the “Post Effective Date FAQ’s” document on the “Distribution Information” tab of the Debtors’ website (www.lehman-docket.com) before contacting the Trustee with questions.

⁶ This phone line is monitored daily. Calls will be returned in the order received. Please do not leave multiple messages.

