

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11 Case No.
:
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)
:
Debtors. : (Jointly Administered)
:
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BALLOT FOR THIRD AMENDED JOINT CHAPTER 11 PLAN OF
LEHMAN BROTHERS HOLDINGS INC. AND ITS AFFILIATED DEBTORS

BALLOT FOR [] CLAIMS

Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), each of which is identified below, are soliciting votes with respect to the Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated August 31, 2011 (as it may be further amended or modified, the "Plan"), from the holders of certain claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call Epiq Bankruptcy Solutions, LLC (the "Voting Agent") at 1-866-879-0688 (domestic) or 1-503-597-7691 (international).

This Ballot is to be used for voting by holders of [] Claims. **In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent, Epiq Bankruptcy Solutions, LLC, Attn: Lehman Ballot Processing Center, FDR Station, P.O. Box 5014, New York, New York 10150-5014, by no later than 4:00 p.m. (Prevailing Eastern Time) on November 4, 2011 (the "Voting Deadline"), unless such time is extended by the Debtors.**

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of claims or distribution.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Amount of [] Claim(s). For purposes of voting to accept or reject the Plan, as of August 1, 2011 (the "Record Date") the undersigned was a holder of [] Claim(s) (the "Claim(s)") in the aggregate amount set forth below.

Class:	_____
Claim Amount: \$	_____
Debtor:	_____

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General Ballot B Form
Convenience Claim Election

ITEM 2. Vote on the Plan. The undersigned holder of the Claim(s) identified in Item 1 above hereby votes to:

- Check one box:
- Accept the Plan
- Reject the Plan

ITEM 3. OPTIONAL – Convenience Class Election. By checking the box below, you elect to have your Claim (if Allowed) reduced to \$50,000 and be treated as a Convenience Claim against the Debtors, meaning that you will receive your Distribution in full on the Effective Date of the Plan or such later date when your Claim is Allowed, or as soon thereafter as is practicable.

- Elect to have Claim treated as a Convenience Claim

ITEM 4. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Debtors' Disclosure Statement for Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code, dated August 31, 2011 (as it may be amended or modified, the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Claim identified in Item 1 above or (ii) it has full power and authority to vote to accept or reject the Plan on behalf of the holder of the Claim identified in Item 1 above. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Email Address: _____

Date Completed: _____

Name of Debtors and Case Numbers

Lehman Brothers Holdings Inc.	08-13555 (JMP)
Lehman Commercial Paper Inc.	08-13900 (JMP)
Lehman Brothers Commodities Services Inc.	08-13885 (JMP)
Lehman Brothers Special Financing Inc.	08-13888 (JMP)
Lehman Brothers OTC Derivatives Inc.	08-13893 (JMP)
Lehman Brothers Commercial Corporation	08-13901 (JMP)
Lehman Brothers Derivatives Products Inc.	08-13899 (JMP)
Lehman Brothers Financial Products Inc.	08-13902 (JMP)
LB 745 LLC	08-13600 (JMP)
PAMI Statler Arms LLC	08-13664 (JMP)
CES Aviation LLC	08-13905 (JMP)
CES Aviation V LLC	08-13906 (JMP)
CES Aviation IX LLC	08-13907 (JMP)
East Dover Limited	08-13908 (JMP)
Lehman Scottish Finance L.P.	08-13904 (JMP)
Luxembourg Residential Properties Loan Finance S.a.r.l.	09-10108 (JMP)
BNC Mortgage LLC	09-10137 (JMP)
LB Rose Ranch LLC	09-10560 (JMP)
Structured Asset Securities Corporation	09-10558 (JMP)
LB 2080 Kalakaua Owners LLC	09-12516 (JMP)
Merit, LLC	09-17331 (JMP)
LB Preferred Somerset LLC	09-17505 (JMP)
LB Somerset LLC	09-17503 (JMP)

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**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF | _____ | CLAIMS**

This Ballot is submitted to you to solicit your vote to accept or reject the Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated August 31, 2011 (as it may be further amended or modified, the "Plan"). The terms of the Plan are described in the Debtors' Disclosure Statement for Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code, dated August 31, 2011 (as it may be amended or modified, the "Disclosure Statement"), including all exhibits thereto. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by a class if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in such class voting on the Plan. In the event that your class rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of claims in your class and all other classes of claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. **If the Plan is confirmed by the Bankruptcy Court, all holders of claims against and equity interests in the Debtors will be bound by the terms of the confirmed Plan and the transactions contemplated thereby, whether or not they vote to accept the Plan and whether or not they vote on the Plan at all.**

To have your vote counted, you must complete, sign, and return this Ballot to Epiq Bankruptcy Solutions, LLC (the "Voting Agent") so that it is received by the Voting Agent by no later than 4:00 p.m. (Prevailing Eastern Time) on November 4, 2011 (the "Voting Deadline"), unless such time is extended in the discretion of the Debtors. Ballots must be delivered either by mail with the enclosed envelope or to the Voting Agent at the following address:

If by mail:

EPIQ BANKRUPTCY SOLUTIONS, LLC
ATTN: LEHMAN BALLOT PROCESSING CENTER
FDR STATION, P.O. BOX 5014
NEW YORK, NEW YORK 10150-5014

If by hand delivery or courier:

EPIQ BANKRUPTCY SOLUTIONS, LLC
ATTN: LEHMAN BALLOT PROCESSING CENTER
757 THIRD AVENUE, 3RD FLOOR
NEW YORK, NEW YORK 10017

Ballots will not be accepted by telecopy, facsimile or other electronic means of transmission.

To properly complete the Ballot, you must follow the procedures described below:

make sure that the information contained in Item 1 is correct;

if you have a Claim identified in Item 1, cast your vote to accept or reject the Plan by checking the appropriate box in Item 2;

if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing (and, if requested, submit satisfactory evidence of your

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Convenience Claim Election

authority to so act, e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

if you also hold claim(s) in a class other than the class specified in Item 1, you may receive more than one Ballot, each labeled for a different class of claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular class of claims only if you complete, sign, and return the Ballot labeled for that class of claims in accordance with the instructions on that Ballot;

if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;

provide your name and mailing address;

sign and date your Ballot; and

return your Ballot with an original signature to the Voting Agent.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC AT **1-866-879-0688 (domestic)** or **1-503-597-7691 (international)**. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

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