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Trustee for the SIPA Liquidation of
Lehman Brothers Inc.*

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

In re

LEHMAN BROTHERS INC.,

Debtor.

Case No. 08-01420 (SCC) SIPA

**LEHMAN BROTHERS INC. LIQUIDATION BALANCE SHEET
AS OF MARCH 31, 2019**

All information in the Liquidation Balance Sheet is based on information available to the Trustee at this time, but this information may be incomplete and should not be relied upon. The Liquidation Balance Sheet is not meant to be relied upon by investors or others as a complete description of the LBI estate, its condition (financial or otherwise), prospects, assets, or liabilities. The information in the Liquidation Balance Sheet will be updated, including corrections, if any, in future reports to the Court. The information in the Liquidation Balance Sheet is not prepared in accordance with U.S. generally accepted accounting principles. The realized value of certain assets may be zero or different from the estimates on which the Liquidation Balance Sheet are based. Selected balances and information contained herein have not and will not be subject to audit or review by external accountants. The Trustee reserves all rights to revise the Liquidation Balance Sheet.

The information and data included herein are derived from sources available to the Trustee and his professionals at this time. All amounts are unaudited, subject to revision, and should not be relied upon.

Lehman Brothers Inc., in Liquidation
Liquidation Balance Sheet as of March 31, 2019
(Unaudited – *Must Be Read with Accompanying Notes*)

In Millions

Assets

Cash and Cash Equivalents	\$384
Securities	\$0
Total Assets	<u>\$384</u>

Liabilities

General Creditor Claims:

Secured*	\$263
Priority*	\$5
Administrative*	\$0
Unsecured*	\$13,658
Administrative Expense Reserve	<u>\$89</u>
Total Liabilities	<u>\$14,015</u>

*Net of amounts distributed. For example, the \$13.658 billion of unsecured liabilities is net of the \$9.026 billion distributed to general unsecured claimants as of March 31, 2019 (see note 9). The total (gross) general unsecured claim liabilities were \$22.684 billion as of March 31, 2019.

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General Notes

Note 1 – Basis of Presentation

The Trustee and his professionals have prepared this Lehman Brothers Inc. (“LBI”) Liquidation Balance Sheet based on the information available to the Trustee at this time; however, such information may be incomplete and may be materially deficient. The Liquidation Balance Sheet is not meant to be relied upon as a complete description of LBI, its business, condition (financial or otherwise), results of operations, prospects, assets, or liabilities. The Trustee reserves all rights to revise the Liquidation Balance Sheet.

This Liquidation Balance Sheet should be read in conjunction with previous Interim Reports and Quarterly Reports filed with the Bankruptcy Court and included on the Trustee’s website, www.lehmantrustee.com. The Liquidation Balance Sheet is not prepared in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”), and the numbers are unaudited. The Liquidation Balance Sheet does not reflect normal period-end adjustments, including accruals that were generally recorded by LBI prior to the filing of the Securities Investor Protection Act (“SIPA”) proceeding in Bankruptcy Court. The Liquidation Balance Sheet does not include explanatory footnotes and other disclosures required under GAAP and is not presented in a GAAP-based SEC reporting format. Certain items presented in the Liquidation Balance Sheet remain under continuing review by the Trustee and may be accounted for differently in a future liquidation balance sheet. Accordingly, the financial information herein is subject to change, and any such change may be material.

The Liquidation Balance Sheet is not audited and will not be subject to audit or review by external auditors at any time in the future. The Liquidation Balance Sheet is prepared on a cash basis and therefore does not reflect accruals or other amounts that would be found if prepared under an accrual basis format.

Note 2 – Use of Estimates

To the extent necessary, the Liquidation Balance Sheet includes estimates. Estimates are unaudited and subject to revision, and they should not be relied upon.

Note 3 – Cash and Cash Equivalents

Cash and cash equivalents include demand deposits and interest-bearing deposits with banks.

Note 4 – Financial Systems and Control Environment

The Trustee has professionals who monitor and maintain the financial systems and control environment of the estate. Procedures, controls, and resources used to create the Liquidation Balance Sheet were modified, including a drastic reduction in resources in comparison to what was available to LBI prior to the SIPA proceeding. The Trustee’s professionals rely on

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established controls for the payment and journaling of all expenses, which include recording payment instructions and supporting documentation, reviewing time-entry diaries, and assessing the reasonableness of rates and bills for services performed. The Trustee and his professionals are continuously reviewing the estate's accounts, and, as a result, modifications, errors, and potential misstatements might be identified. Consequently, the Trustee and his professionals may record adjustments, which may be material, in a future liquidation balance sheet.

Notes Regarding Assets

Note 5 – Asset Allocation

All assets on the Liquidation Balance Sheet are currently under the Trustee's control. Following closure of the customer estate in December 2017, all assets are now allocated to the general estate (*see note 6*). Future recoveries and the release of any reserves will accrete to the general estate.

Note 6 – Fund of Customer Property

In consultation with the Securities Investor Protection Corporation, the Trustee closed the customer estate in December 2017 pursuant to the Court's entry of the Order Authorizing the Allocation and Transfer of the Remaining Customer Reserve to the General Estate, Closing of the Customer Estate, and Related Relief. (ECF No. 14467.) Total allocations of excess customer property to the general estate in this SIPA proceeding were \$3.112 billion.

Note 7 – General Estate Assets

Total general estate assets are \$384 million. The Trustee maintains the following general estate reserves:

- (i) an administrative expense reserve in the amount of \$89 million;
- (ii) a First Interim Distribution Fund in the amount of \$2 million solely with respect to unresolved claims;
- (iii) a Second Interim Distribution Fund in the amount of \$1 million solely with respect to unresolved claims;
- (iv) a Third Interim Distribution Fund in the amount of \$823,924 solely with respect to unresolved claims;
- (v) a Fourth Interim Distribution Fund in the amount of \$308,972 solely with respect to unresolved claims;
- (vi) a Fifth Interim Distribution Fund in the amount of \$102,991 solely with respect to unresolved claims;

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(vii) a Sixth Interim Distribution Fund in the amount of \$104,981 (includes \$27,738 attributable to holders of allowed general unsecured claims as to which payment is pending);

(viii) a Secured, Administrative, and Priority Reserve in the amount of \$261 million solely with respect to unresolved claims; and

(iv) a tax-related reserve of \$6,938,092 million consisting of: (a) \$6,570,301 million with respect to LBI's portion of employment taxes (including Social Security, Medicare, and state unemployment and disability insurance taxes) on unresolved secured claims filed by former employees; (b) \$20,000 with respect to LBI's ongoing federal, state, and local income tax liabilities and for other administrative tax liabilities that have been assessed against LBI; (c) \$150,213 with respect to LBI's portion of employment taxes (including Social Security, Medicare, and state unemployment and disability insurance taxes) on unresolved priority claims filed by former employees; and (d) \$197,578 with respect to LBI's portion of employment taxes (including Social Security, Medicare, and state unemployment and disability insurance taxes) on unresolved general unsecured claims filed by former employees.

The Trustee has distributed substantially all of the sixth interim distribution fund and disbursed substantially all of the Accelerated Payments to claimants electing to participate in the Accelerated Final Distribution Election. The Trustee will continue to assess the possibility of additional distributions with the goal of concluding the proceeding with a final distribution as promptly as possible.

Notes Regarding Liabilities

Note 8 – Customer Claims

There are no remaining disputed customer claims. Distributions on allowed customer claims are complete. The customer estate is closed.

Note 9 – General Creditor Claims

General unsecured liabilities in the amount of \$13.658 billion are net of the \$9.026 billion distributed to general unsecured claimants as of March 31, 2019, and consist of:

(i) \$13.648 billion of allowed unsecured claims (*i.e.*, the remaining 60.25 percent on all allowed unsecured claims); (ii) \$10 million of unresolved claims subject to objections and pending before various appellate courts; (iii) reserves totaling \$27,738 for funds not yet distributed on allowed claims as described in note 7; and (iv) tax reserves of \$197,578.

The only remaining unresolved general claim matter is a single consolidated adversary proceeding addressing 381 claims filed by former LBI employees seeking payment of deferred compensation (the “ESEP Claims”). The Trustee is appellee with respect to two appeals arising

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out of this adversary proceeding. The District Court recently affirmed the Bankruptcy Court's decision in one of the appellate proceedings, and that ruling was further appealed to the Second Circuit. The Trustee's deadline to submit his appellate brief in opposition is May 7, 2019. The other appeal remains *sub judice* before the District Court.

For additional information pertaining to the general creditor claims process, see the *Trustee's Twentieth Interim Report for the Period October 1, 2018 Through March 31, 2019 and Quarterly Report on the General Creditor Claims Process* filed concurrently herewith.

Note 10 – Administrative Expense Claims

On February 21, 2018, the Court entered an order establishing April 2, 2018 as the bar date for asserting certain administrative expense claims against the LBI estate incurred during the period of November 1, 2016 through February 28, 2018. (ECF No. 14523.) Four administrative expense claims were timely filed against the LBI estate. Two of these claims were subsequently withdrawn and another was allowed in the amount of \$6,493 on the Trustee's Twenty-Eighth Supplemental Distribution Schedule of General Creditor Claims. (ECF No. 14881.) The New York City Department of Finance filed the fourth administrative expense claim, and the Trustee maintains reserves totaling \$77,035 in the SAP Distribution Fund with respect to this sole remaining claim. The Trustee plans to move to establish a final bar date for administrative expense claims in connection with closure of the estate.

Note 11 – Distribution Procedures Order

On November 5, 2015, the Court entered the Distributions Procedures Order. (ECF No. 13039.) The Distribution Procedures Order furthers the Trustee's goal of an efficient, orderly wind down by setting reasonable deadlines for claimants to accept their distributions and comply with required tax filings. Certain claimants have not returned distribution information requested by the Trustee or have otherwise failed to meet distribution requirements. As a result, these claims have been expunged, with corresponding reductions in gross estate liabilities totaling approximately \$81 million. (See First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Thirteenth, and Fourteenth Notices of Claims Expunged Pursuant to the Distribution Procedures Order; ECF Nos. 13291, 13399, 13479, 13568, 13675, 13957, 14073, 14163, 14371, 14433, 14541, 14668, 14683, and 14861.)

Note 12 – Subordinated Claims/Equity

Amounts do not include \$14.734 billion of allowed subordinated claims under the settlement agreement with Lehman Brothers Holdings Inc. and other claims that have been subordinated or reclassified to equity. The Trustee does not anticipate making any distributions on account of subordinated claims or equity.

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