

UNITED STATES BANKRUPTCY COURT

PROOF OF CLAIM

Name of Debtor: Lehman Brothers Holdings, Inc. (LBHI)

Case Number:

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property): Tri-Star Design, Inc. Randall J. McDonald

Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent: Tri-Star Design, Inc. 34 Hayden Rowe St. Hopkinton, MA 01748

Court Claim Number: (If known)

Telephone number: 508 541-8228

Filed on:

Name and address where payment should be sent (if different from above):

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Telephone number:

Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 288,000.00

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

Specify the priority of the claim.

2. Basis for Claim: Services performed - Salaries (See instruction #2 on reverse side.)

Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

3. Last four digits of any number by which creditor identifies debtor: 0027

Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4).

3a. Debtor may have scheduled account as: TSR 980027 (See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).

Nature of property or right of setoff: Real Estate Motor Vehicle Other Describe:

Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).

Value of Property: \$ Annual Interest Rate %

Amount of arrearage and other charges as of time case filed included in secured claim,

Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).

if any: \$ Basis for perfection:

Amount of Secured Claim: \$ Amount Unsecured: \$

Other - Specify applicable paragraph of 11 U.S.C. §507 (a)().

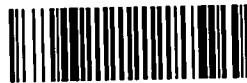
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of orders, invoices, itemized statements of work. You may also attach a summary. Attach redacted security interest. You may also attach a statement.

Filed: USBC - Southern District of New York Lehman Brothers Holdings Inc., Et Al. 08-13555 (JMP) 000000007

purchase agreements.

DO NOT SEND ORIGINAL DOCUMENT. SCANNING.



TER

If the documents are not available, please explain:

Amount entitled to priority:

\$

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

Date: 9/19/08

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Randall J. McDonald President

Handwritten signature of Randall J. McDonald

FOR COURT USE ONLY

SEP 23 2008

EPIO BANKRUPTCY SOLUTIONS, LLC

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien

documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

PROFESSIONAL SERVICES TRANSACTION SCHEDULE

Supplier Name: Tri-Star Design, Inc.

Supplier Address: 34 Hayden Rowe Street, Suite 176 Hopkinton, MA 01748

Supplier Jurisdiction of Incorporation: Massachusetts

Tax ID: 04-3335697

Telephone #: 508-541-8228

Fax #: 508-541-4646

General Terms and Conditions No.: CON000000023332

General Terms and Conditions Effective Date: September 20, 2007

Professional Services Supplement Effective Date: September 20, 2007

Schedule No.: PSTS-5

Order Date: July 15, 2008

This Professional Services Transaction Schedule ("**Transaction Schedule**"), made effective as of the Order Date above, is issued pursuant to the above-referenced General Terms and Conditions and Professional Services Supplement (the "**Services Supplement**") between the Customer entity executing this Transaction Schedule, as set forth on the signature page below, and the Supplier identified above. This Transaction Schedule identifies the Services and Deliverables being provided by Supplier.

This Transaction Schedule, when executed by both undersigned parties, together with the above-referenced General Terms and Conditions, Services Supplement and other documents attached hereto (each of which are incorporated by reference into this Transaction Schedule), constitutes the complete contractual agreement between the undersigned parties with respect to the Transaction described herein.

Documents, in addition to this Transaction Schedule and the above-referenced General Terms and Conditions and the Services Supplement, that form this Transaction Schedule

Annex 1: Description of Services

Annex 2: Project Plans, Delivery Dates and Milestones

Annex 3: Prices, Fees and Charges

Annex 4: Deliverable Specifications

Annex 5: Project Managers

Annex 6: Key Personnel

Annex 7: Performance Standards/Service Levels for Services

Annex 8: Export Control

Annex 9: Additional Agreed-Upon Provisions

Capitalized terms used but not defined in this Transaction Schedule have the meanings given in the General Terms and Conditions or the Services Supplement referenced above.

The undersigned parties have caused this Transaction Schedule to be executed by their respective duly authorized representatives.

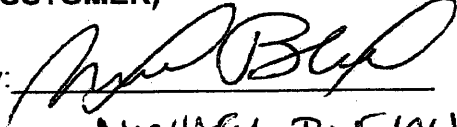
TRI-STAR DESIGN, INC.
(SUPPLIER)

By: Randall J McDonald

Name: Randall J McDonald
(Type, Print or Stamp)

Title: President

LEHMAN BROTHERS INC.
(CUSTOMER)

By: 

Name: MICHAEL BLEICH
(Type, Print or Stamp)

Title: SVP

ANNEX 1: DESCRIPTION OF SERVICES

A. Services Overview.

The purpose of this project is to develop a PCI-Express board supporting all functions associated with the MAL Processing Module (MPM). This work was initiated pursuant to Transaction Schedule #4.

In order to complete the project, an extension has been created pursuant to this Transaction Schedule #5 whereby functional milestones must be met and demonstrated to Customer as a condition of Acceptance. A total of three functional milestones have been created and are listed in section B (Detailed Description of Services), however this Transaction Schedule is limited to the delivery and performance of services described in Milestone 1.

B. Detailed Description of Services.

Work shall include completion of MIE FPGA UDP design and completion of MPE FPGA descriptor ring design.

Milestone 1

UDP Payload

Demonstrate processing of UDP payload from line interface to host. Does not need to be processed ITCH, but needs to be the UDP payload (checksummed and filtered by ip and port in the hardware). Lehman will use the existing API and cast the struct* to a char* and work with that. Does not need to implement the perf test or echo/loopback. Lehman will use their own.

Upon Customer's Acceptance of the services provided pursuant to Milestone 1, Customer may elect to engage Supplier to perform the work proposed in Milestone 2 and Milestone 3 as summarized below, subject to the execution of a new Transaction Schedules by the parties.

Milestone 2

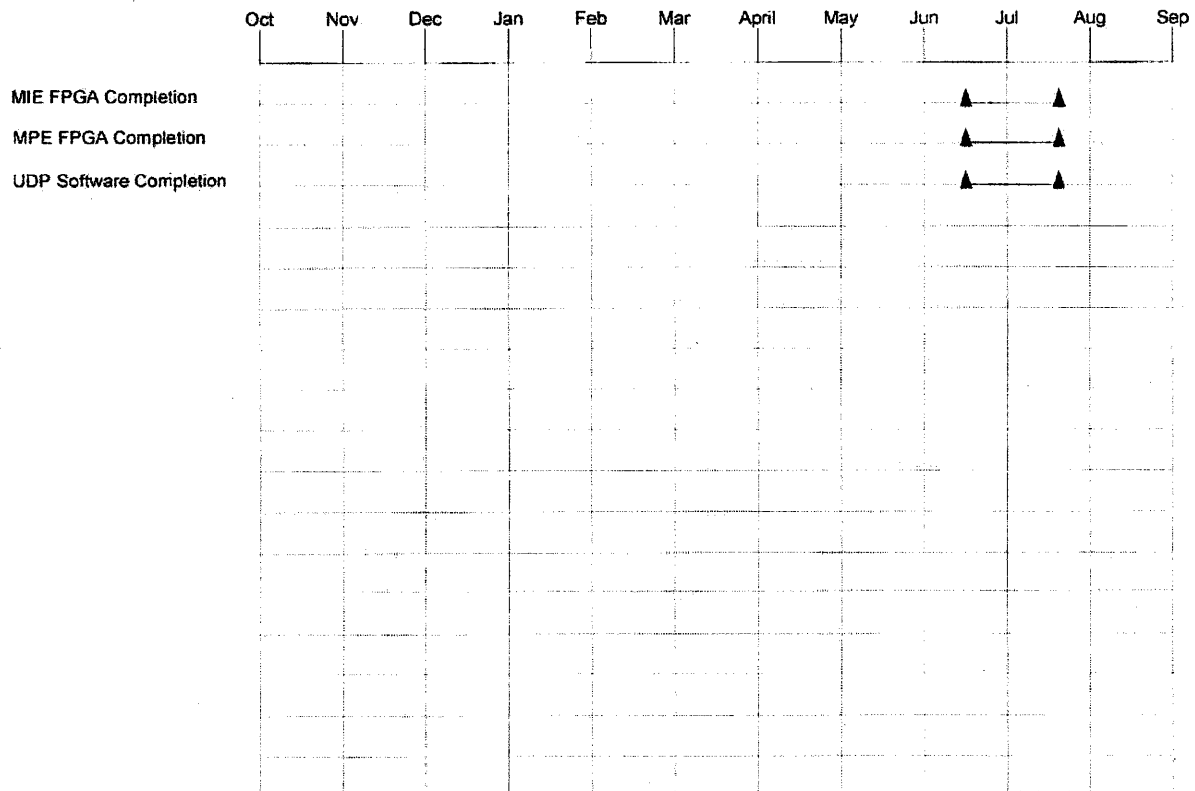
Demonstrate processing of MOLD UDP payload utilizing processed ITCH protocol.

Milestone 3

Demonstrate processing of SOUP TCP payload utilizing processed OUCH protocol.

ANNEX 2: PROJECT PLANS, DELIVERY DATES AND MILESTONES

Item	Man Hours	Comments
MIE FPGA completion	300	
MPE FPGA completion	300	
UDP Software completion	200	
Total Engineering Hours	800	
Total Engineering Cost	\$96,000.00	@\$120.00/hour



ANNEX 3: PRICES, FEES AND CHARGES

This work effort for Milestone 1 services will be provided on a Fixed-Price Basis.

Milestone 1 Fixed Price: not to exceed \$96,000.00 (including reimbursable expenses but excluding taxes). Additional material costs such as, but not limited to, test equipment rental are not included in the Milestone 1 Fixed Price and shall be invoiced separately and shall not exceed \$20,000.00.

Upon Customer's Acceptance of the services provided pursuant to Milestone 1, Customer may elect to engage Supplier to perform the work proposed in Milestone 2 and Milestone 3 as summarized below, subject to the execution of a new Transaction Schedules by the parties. The Fixed Price for Milestone 2 will not exceed \$96,000.00. The Fixed Price for Milestone 3 will not exceed \$96,000.00

Invoices will be sent to:

Michael Bleich
Lehman Brothers Inc.
Equities Division
745 Seventh Avenue, 7th Fl.
New York, NY 10019

ANNEX 4: DELIVERABLE SPECIFICATIONS

Supplier will ensure all performance obligations defined in Annex 2 have been completed and accepted by Customer.

ANNEX 5: PROJECT MANAGERS

Supplier	Customer
Name: Randy McDonald Address: 34 Hayden Rowe St. Suite 176 Hopkinton, MA 01748 Email: rjmcdonald@tristardes.com Tel: (508) 541-8228 Fax: (508) 541-4646	Name: Robin Weisberg Address: 745 Seventh Avenue, New York, NY 10019 Email: robin.weisberg@lehman.com Tel: 212 536-1931

ANNEX 6: KEY PERSONNEL

Randy McDonald
Dave Drury
Boris Shajenko
Jonathon Young
Mark Pusateri
Nik Langrind

Project Manager
Electrical Engineer Board Design
FPGA Design Engineer
FPGA Design Engineer
Mechanical Design Engineer
Software Engineer

ANNEX 7: PERFORMANCE STANDARDS/SERVICE LEVELS FOR SERVICES

Not Applicable

ANNEX 8: EXPORT CONTROL

Not Applicable

ANNEX 9: ADDITIONAL AGREED-UPON PROVISIONS

1. Task and Staffing Plan

Randy McDonald	Project Manager
Dave Drury	Electrical Engineer Board Design
Boris Shajenko	FPGA Design Engineer
Jonathon Young	FPGA Design Engineer
Mark Pusateri	Mechanical Design Engineer
Nik Langrind	Software Engineer

2. Service Locations

Tri-Star Design, Inc.
34 Hayden Rowe St.
Suite 176
Hopkinton, MA 017448

Tri-Star Design, Inc.

P.O. Box 327

Bellingham, MA 02019

(508) 541-8228

Invoice

DATE	INVOICE #
9/12/2008	1087

BILL TO
Lehman Brothers Image Processing Systems P.O. Box 2397 Secaucus, NJ 07094

SAVED AS Lehman's INVOICE 109162008-62496.pdf

P.O. NO.	TERMS
TSR 980027	Net 30

HOURS	DESCRIPTION	RATE	AMOUNT
	MPM FPGA BORAD UDP Payload Design and Development Lehman Brothers contact: Michael Bleich Tri-Star Design Inc. contact: Randy McDonald	96,000.00	96,000.00

Thank you for your business.

Total \$96,000.00

Tri-Star Design, Inc.

P.O. Box 327

Bellingham, MA 02019

(508) 541-8228

Invoice

DATE	INVOICE #
9/12/2008	1088

BILL TO
Lehman Brothers Image Processing Systems P.O. Box 2397 Secaucus, NJ 07094

SAVED AS LEHMAN INVOICE \D9168008-62497.pdf

P.O. NO.	TERMS
TSR 980027	Net 30

HOURS	DESCRIPTION	RATE	AMOUNT
	MPM FPGA BOARD MOLD UDP Payload Design and Development Lehman Brothers contact: Michael Bleich Tri-Star Design Inc. contact: Randy McDonald	97,000.00	97,000.00

Thank you for your business.

Total \$97,000.00

Tri-Star Design, Inc.

P.O. Box 327

Bellingham, MA 02019

(508) 541-8228

Invoice

DATE	INVOICE #
9/12/2008	1089

BILL TO
Lehman Brothers Image Processing Systems P.O. Box 2397 Secaucus, NJ 07094

P.O. NO.	TERMS
TSR 980027	Net 30

SAVED AS LEHMAN INVOICE-109162008-62498.pdf

HOURS	DESCRIPTION	RATE	AMOUNT
	MPM FPGA BOARD SOUP and Processed OUCH payload Lehman Brothers contact: Michael Bleich Tri-Star Design Inc. contact: Randy McDonald	97,000.00	97,000.00
Thank you for your business.		Total	\$97,000.00

FedEx® US Airbill
Express

8574 4554 4375

0200 Form ID No. **FedEx Retrieval Copy**

1 From 9/22/08 Sender's FedEx Account Number 361496701

Sender's Name RANDALL J. McDONALD Phone 508 541 8228

Company TIT-SIA DESIGN, INC

Address 34 HAYDEN ROWE

City HOPKINTON State MA ZIP 01718

2 Your Internal Billing Reference

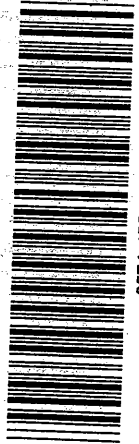
3 To Recipient's Name Epig Bankruptcy Solutions, LLC Phone

Company Epig Bankruptcy Solutions, LLC

Recipient's Address ATTN: LENMAN BROTHERS HOLDING CLAIMS PROCESSING

Address 757 THIRD AVE 3RD FLOOR Dept./Floor/State/Room

City New York State NY ZIP 10017



8574 4554 4375

4a Express Package Service

1 **FedEx Priority Overnight**
Next business morning* Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

2 **FedEx Standard Overnight** 6
Next business morning* Friday Saturday Delivery NOT available.

3 **FedEx 2Day** 20
Second business day** Thursday through Friday. Saturday Delivery NOT available.

4b Express Freight Service

7 **FedEx 1Day Freight*** 8
Next business day** Friday. Shipments will be delivered on Monday unless SATURDAY Delivery is selected.

8 **FedEx 2Day Freight** 83
Second business day** Friday. Shipments will be delivered on Monday unless SATURDAY Delivery is selected.

5 Packaging 2 **FedEx Envelopes*** 3 **FedEx Pak*** 4 **FedEx Tube** 1 **Other**

6 Special Handling

3 **SATURDAY Delivery**
Not available for FedEx Standard Overnight, FedEx Priority Overnight, FedEx Saver or FedEx 2Day Freight.

1 **HOLD Weekday at FedEx Location**
Include FedEx address in Section 3.

2 **HOLD Saturday at FedEx Location**
Available ONLY for FedEx Priority Overnight and FedEx 2Day to select locations.

31 **HOLD Saturday at FedEx Location**
Available ONLY for FedEx Priority Overnight and FedEx 2Day to select locations.

4 **No** 5 **Yes**
Does this shipment contain dangerous goods? One box must be checked.

6 **Dry Ice** 6 **Dry Ice 3 UN 1805**
Dangerous goods (including dry ice) cannot be shipped in FedEx packaging. Shipper's Declaration not required.

1 **Sender** 2 **Recipient** 3 **Third Party** 4 **Credit Card** 5 **Cash/Check**
Bill to: Enter FedEx Acct. No. or Credit Card No. below. Section 1 will be billed.

Total Packages 30 Total Weight LTR

Total Charges Credit Card Auth.



8 NEW Residential Delivery Signature Options If you require a signature, check Direct or Indirect.

No Signature Required 10
Anyone at recipient's address may sign for delivery. Fee applies.

Direct Signature 34
Anyone at recipient's address may sign for delivery. Fee applies.

Indirect Signature
If no one is available at recipient's address, anyone at a neighboring address may sign for delivery. Fee applies.

Rev. Date 8/05/Part # 150281 ©1994-2005 FedEx-PRINTED IN U.S.A. SBY