

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

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<b>In re:</b>	:	<b>Chapter 11</b>
	:	<b>Case No. 08-13555 (JMP)</b>
<b>LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>,</b>	:	<b>(Jointly Administered)</b>
<b>Debtors.</b>	:	

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**STIPULATION AND AGREED ORDER RESOLVING DISPUTES BETWEEN  
NATIONAL UNION FIRE INSURANCE COMPANY OF  
PITTSBURGH, PA, ET AL AND THE PLAN ADMINISTRATOR**

TO THE HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE:

This Stipulation and Agreed Order (the “Stipulation”) is made and entered into on the date hereof, by and among Lehman Brothers Holdings Inc. as Plan Administrator (the “Plan Administrator”) under the Modified Third Amended Chapter 11 Plan of the Debtors (the “Chapter 11 Plan”) and National Union Fire Insurance Company of Pittsburgh, PA, et al (“National Union” and together with the Plan Administrator, the “Parties”).

**RECITALS:**

A. Commencing on September 15, 2008 and periodically thereafter (as applicable, the “Commencement Date”), Lehman Brothers Holdings Inc. (“LBHI”) and certain of its subsidiaries (collectively, the “Debtors”) filed with this Court voluntary cases (“Cases”) under chapter 11 of title 11 of the United States Code, as amended (the “Bankruptcy Code”). This Court has consolidated those cases for procedural purposes only, and is jointly administering them pursuant to Fed. R. Bankr. P. 9015.

B. By order, dated July 2, 2009 [Docket No. 4271], the Court established September 22, 2009 as the deadline to file proofs of claim (each a “Proof of Claim”) against the Debtors.

C. On December 6, 2011, the Court approved and entered an order confirming the Chapter 11 Plan. The effective date of the Chapter 11 Plan was March 6, 2012.

D. On September 22, 2009, Claimant filed Proofs of Claim, which were assigned claim numbers 31563, 31564, 31565, 31566, 31567, 31570, 31571, 31572, 31573, 31574, 31575, 31576, 31577, 31889, 31890, 31891, 31892, 31893, 31568 and 31894 (collectively, the “National Union Claims”) by the Debtors’ court-approved claims and noticing agent, each asserting an unsecured claim in the amount of \$6,611,128 against each of the Debtors based upon certain insurance coverage, including, without limitation commercial property, fidelity, malpractice, general liability, directors and officers liability, commercial automobile, workers’ compensation, accident and health and other services.

E. On March 9, 2012, the Debtors filed their Two Hundred Sixty-Eighth Objection to Claims (Duplicative Claims) [Docket No. 26189] (the “Claim Objection”).

F. After good-faith, arms’-length negotiations, the Parties have agreed to resolve the Claim Objection and the National Union Claims pursuant to the terms and conditions set forth in the Settlement Agreement annexed hereto as **Exhibit 1** (the “Settlement Agreement”). Pursuant to the Settlement Agreement, among other things, \$132,222,560 of claims filed by National Union will be deemed withdrawn in exchange for a payment to National Union in the amount of \$2,989,584.

**AGREED ORDER:**

IT IS HEREBY AGREED AND, UPON COURT APPROVAL HEREOF, IT  
SHALL BE ORDERED THAT:

1. The terms of the Settlement Agreement are hereby approved and are hereby incorporated herein by reference and made a part hereof.
2. Each person who executes this Stipulation on behalf of a Party hereto represents that he or she is duly authorized to execute this Stipulation on behalf of such Party.
3. This Court retains jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Stipulation and the Settlement Agreement.

*[Remainder of Page Intentionally Left Blank]*

4. This Stipulation may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

Dated: December 19, 2013

**CURTIS, MALLET-PREVOST,  
COLT & MOSLE LLP**

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*Conflicts Counsel for Lehman Brothers  
Holdings Inc. and Certain of its Affiliates*

Dated: December 19, 2013

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By: /s/ Michael S. Davis  
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*Counsel for National Union Fire Company of  
Pittsburgh, PA, et al*

**SO ORDERED:**

Dated: New York, New York  
January 10, 2014



/s/ James M. Peck

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Honorable James M. Peck  
United States Bankruptcy Judge