UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re LEHMAN BROTHERS HOLDINGS INC., *et al.*, Debtor.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)
In re LEHMAN COMMERCIAL PAPER INC., Debtor.	Chapter 11 Case No. 08-13900 (JMP)
STATE STREET BANK AND TRUST COMPANY, Plaintiff, v. LEHMAN COMMERCIAL PAPER INC., Defendant.	Adv. Proc. No. 08-01743

ORDER TO SHOW CAUSE TO SHORTEN NOTICE PERIOD TO CONSIDER DEBTORS' MOTION PURSUANT TO RULE 9019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE FOR APPROVAL OF EXCHANGE AGREEMENT WITH STATE STREET BANK AND TRUST COMPANY

Upon the motion, dated May 15, 2009 (the "Motion"), of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, including Lehman Commercial Paper Inc. ("LCPI"), as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-Debtor affiliates, "Lehman"), pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") for approval of an exchange agreement (the "Exchange Agreement") with State Street Bank and Trust Company regarding certain disputes

relating to a May 1, 2007 Master Repurchase Agreement, all as more fully described in the Motion, and upon the Declaration of Shai Y. Waisman Pursuant to Local Rule 9077-1(a), dated May 15, 2009 (the "Declaration"), attesting to the necessity for relief by Order to Show Cause; and it appearing that no notice of this Order to Show Cause need be given, except as provided herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that a hearing (the "Hearing") to consider the Motion shall be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 on **June 3, 2009 at 10:00 a.m. (Prevailing Eastern Time)**, or as soon thereafter as counsel may be heard; and it is further

ORDERED that objections and responses, if any, to the Motion must be in be in writing, shall conform to the Bankruptcy Rules and the Local Rules (the "Local Rules") for the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with two hard copies delivered directly to Chambers), and shall be served upon: (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) Weil Gotshal &

Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Edward Soto, Esq. and Shai Y. Waisman, Esq., attorneys for the Debtors; (iii) the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Andy Velez-Rivera, Esq., Paul Schwartzberg, Esq., Brian Masumoto, Esq., Linda Riffkin, Esq., and Tracy Hope Davis, Esq.; (iv) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq., attorneys for the Official Committee of Unsecured Creditors appointed in these cases; and (v) Bingham McCutchen LLP, One Federal Street, Boston, MA 02110, attorneys for State Street Bank and Trust Company, Attn: Sabin Willett, Esq., Andrew C. Phelan, Esq., Evan J. Benanti, Esq., Eric Heining, Esq., so as to be so filed and received by no later than **May 28, 2009 at 4:00 p.m. (Prevailing Eastern Time)** (the "Objection Deadline"); and it is further

ORDERED that notice shall be given by sending a copy of this Order to Show Cause, the Motion, and the proposed order on the Motion, via e-mail, fax, or overnight mail, on or before **May 15, 2009, at 8:00 p.m. (Prevailing Eastern Time)**, on all parties entitled to receive notice of this Order to Show Cause, the Motion, and the proposed order on the Motion.

Dated: May 15, 2009
New York, New York

/s/James M. Peck
UNITED STATES BANKRUPTCY JUDGE