In Re: **LEHMAN BROTHERS HOLDINGS, INC.,** *et al.*, Debtors.	Chapter 11 Case No.: 08-13555 (Jointly Administered)
In Re: **LEHMAN BROTHERS HOLDINGS, INC.** Debtor.	Chapter 11 Case No.: 08-13555 (Jointly Administered)

NOTICE OF TRANSFER OF CLAIM PURSUANT TO FED. R. BANKR. P. 3001(e)

PLEASE TAKE NOTICE that all right, title and interest in and to the claim described below has been transferred:

1.   Person or entity to whom the claim has been transferred ("Substitute Creditor"):

     Name: Värde Investment Partners, L.P.
     Telephone Number: (952) 893-1554
     Address: 8500 Normandale Lake Blvd., Suite 1500, Minneapolis, MN 55437

2.   Type of Claim: ☐ Secured   ☐ Priority   ☒ General Unsecured

3.   Amount of Claim: $9,881,311.84

4.   Date of Filing Proof of Claim: June 24, 2009

5.   Claims Docket Number: 4984

6.   Date of Transfer of Claim: July 2, 2009

7. Person or entity who filed the claim ("Original Creditor"):

      Name: The Seaport Group LLC, Attn: Jon Silverman
      Telephone Number: (212) 616-7713
      Address: 360 Madison Avenue, New York, NY 10017

8. Attorney (if any) for Original Creditor, as set forth on Proof of Claim:

      Name: Jon Silverman
      Telephone Number: (212) 616-7713
      Address: 360 Madison Avenue, New York, NY 10017

9. A true and correct copy of the Proof of Claim originally filed is attached hereto as

Exhibit A. True and correct copies of the documents evidencing the transfer of the claim are

attached as **Exhibit B**.

10. The Original Creditor has waived its rights, pursuant to Rule 3001 of the

Bankruptcy Rules, to receive from the Clerk of the Court notice of filing or right to a hearing as

may be imposed by Rule 3001 of the Bankruptcy Rules.

Dated the 21st day of September, 2009.   */s/ Shawn R. Fox*_____
                                  Shawn R. Fox
                                  MCGUIREWOODS, LLP
                                  1345 Avenue of the Americas, 7th Floor
                                  New York, NY 10105
                                  Telephone: 212.548.2100
                                  Facsimile: 212.548.2150
                                  E-mail: sfox@mcguirewoods.com
                                  Attorneys for Värde Investment Partners, L.P.

EXHIBIT A

B 10 (Official Form 10) (12/08)

UNITED STATES BANKRUPTCY COURT	PROOF OF CLAIM

Name of Debtor: Lehman Brothers Holdings Inc.	Case Number: 08-13555

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): **The Seaport Group LLC**	☐ Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: The Seaport Group LLC Attn: Jon Silverman 360 Madison Avenue New York, NY 10017	**Court Claim Number:**_____ (*If known*)
Telephone number: 212-616-7713	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: $ 9,881,311.84	**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: Termination Agreement (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: _____	☐ 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: _____ (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,	
if any: $_____ **Basis for perfection:** _____	☐ Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).
Amount of Secured Claim: $_____ **Amount Unsecured:** $_____	

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		☐ Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(__).
7. Documents: Attach redacted co[pies] orders, invoices, itemized statement[s] You may also attach a summary. A[t] a security interest. You may also att[ach] DO NOT SEND ORIGINAL DOCU[MENTS] SCANNING. If the documents are not available, please explain:	Filed: USBC - Southern District of New York Lehman Brothers Holdings Inc., Et Al. 08-13555 (JMP) 0000004984 [barcode]	ry notes, purchase curity agreements. ction of !" on reverse side.) 'ED AFTER **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: 6/23/09 **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. **Jonathan Silverman Chief Legal Counsel**	FOR COURT USE ONLY **FILED / RECEIVED** **JUN 24 2009** **EPIQ BANKRUPTCY SOLUTIONS, LLC**

Penalty for presenting fraudulent claim: Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

EXHIBIT B

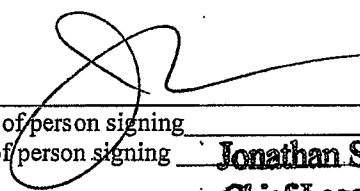# EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **THE SEAPORT GROUP LLC** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **VÄRDE INVESTMENT PARTNERS, L.P.** ("Assignee"), all of Assignor's right, title, interest, claims and causes of action in and to, or arising under or in connection with Assignor's claims set forth in Proof of Claim Number 4984 in an amount of $9,881,311.84 (the "Assigned Claim"), against Lehman Brothers Holdings,Inc. (the "Debtor"), the debtor-in-possession in Case No. 08-13555 (jointly administered under Case No. 08-13555) (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all other proofs of claim filed by Assignor with the Bankruptcy Court in respect of the Assigned Claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim for all purposes, including, without limitation, voting and distribution purposes. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on July 2, 2009.

THE SEAPORT GROUP LLC

By: _____

Name of person signing _____

Title of person signing ___ **Jonathan Silverman**

Chief Legal Counsel

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