

***Financial report 2015***

**Lehman Brothers Treasury Co B.V. in  
liquidation**

**Amsterdam, The Netherlands**

FOR IDENTIFICATION PURPOSES ONLY  
BDO Audit & Assurance B.V.

date **14 APR 2016**

Belonging to letter nr. **APB-0204** date **14/04/2016**  
initials **SE**

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# Report of the liquidators

## Report of the liquidators

This report of the liquidators of Lehman Brothers Treasury Co. B.V. in liquidation ("LBT") covers the year 2015.

LBT was a wholly-owned subsidiary of Lehman Brothers UK Holdings (Delaware) Inc, an entity fully owned by Lehman Brothers Holdings Inc. ("LBHI"), the holding company of the worldwide operating Lehman Brothers group of companies. LBT was incorporated for the financing of the business activities of the Lehman Brothers Group by issuing financial instruments, in particular "(structured) notes" to institutional and retail investors. LBT was declared bankrupt by the Amsterdam District Court on 8 October 2008 with the appointment of Rutger Schimmelpenninck and, on 13 October 2009, Frédéric Verhoeven as bankruptcy trustees.

On 10 December 2012, LBT offered a composition plan to its creditors ("Composition Plan"). After approval by the creditors, the Amsterdam District Court confirmed (*gehomologeerd*) the Composition Plan on 22 March 2013. The ultimate date for appealing the decision of the District Court was 2 April 2013. On 3 April 2013, the Composition Plan became effective. As a result, the bankruptcy of LBT ended. Furthermore, on 3 April 2013, LBT was put in voluntary liquidation, and the former bankruptcy trustees of LBT were appointed as liquidators of LBT by Stichting Lehman Brothers Treasury Co ("Stichting").

Since 28 February 2012, Stichting has been the sole shareholder of LBT. Stichting supervises the implementation and execution of the Composition Plan. In accordance with the Composition Plan, distributions from LBT to noteholders as well as other creditors is limited to their pro rata share (based on allowed claims) of cash received by LBT from LBHI or otherwise arising in the liquidation.

This Composition Plan sets out the allowed claims which are currently estimated at EUR 24,808,921,229. While the allowed claims are defined in the Composition Plan, the finalised valuation of some of these allowed claims is still being determined. The settlement of all allowed claims is on a pro rata share basis.

LBHI entered into a voluntary US Chapter 11 proceeding on 15 September 2008. LBT has an intercompany claim against LBHI arising from loans made by LBT to LBHI; these loans were made with the proceeds of the notes issued. In the LBHI US Chapter 11 proceedings, the intercompany claim due to LBT, was agreed at an amount of USD 34,548,000,000 in the context of the Third Amended Plan, which was confirmed in December 2011. During the bankruptcy period LBT received distributions from LBHI. As at 31 December 2015 LBT received gross distributions from LBHI on its allowed intercompany claim on LBHI. These gross distributions can be specified as follows:

<b>Date</b>	<b>Amount in USD</b>
Pre-Composition Plan	2,672,711,773
2013	2,969,669,941
2014	3,084,874,526
2015	<u>1,579,417,097</u>
<b>Total</b>	<b>10,306,673,337</b>

On 31 March 2016, LBT received gross distributions of USD 189,567,640 from LBHI.

Since 3 April 2013, LBT approved and paid six distributions under the Composition Plan on the Outstanding Series of Notes and on Acknowledged Other Ordinary Claims (as defined in the Composition Plan). The gross distributions (before adjustments such as withholdings) paid were as follows:

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<b>Date*</b>	<b>Amount in USD</b>	<b>Distribution percentage of claims</b>
Distributions paid in 2013	5,553,514,754	16.8
23 January 2014	4,789,993	0.0
28 April 2014	1,735,103,503	5.1
28 October 2014	1,328,877,953	4.0
27 April 2015	894,777,123	3.4
29 September 2015	11,987,527	0.0
29 October 2015	<u>690,080,299</u>	<u>2.5</u>
	10,219,131,152	31.8

*\* NOTE: There are six approved distributions (April and October each year). However, due to operational reviews on some Outstanding Notes, the payment on these Outstanding Notes may occur after the distributions' main payment date.*

On 5 April 2016, LBT approved a seventh distribution for USD 192,801,699. The distribution is expected to be paid in late April 2016. LBT expects to make further distributions as cash becomes available to LBT.

Amsterdam, The Netherlands, 5 April 2016  
The Liquidators of LBT

R.J. Schimmelpenninck

F. Verhoeven

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# ***Financial statements***

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## Balance sheet

(after appropriation of result)

<b>Assets</b> (in thousands)	Note	<b>31 December 2015</b>		<b>31 December 2014</b>	
		USD	USD	USD	USD
<b>Non-current assets</b>					
Receivables from former affiliated companies	6.		2,065,884		4,072,074
<b>Current assets</b>					
<b>Receivables</b>					
Taxes	7.	88		128	
Other debtors, prepayments and accrued income	8.	87		20	
			175		148
<b>Cash and cash equivalents</b>	9.		35,647		55,617
<b>Total Assets</b>			<u>2,101,706</u>		<u>4,127,839</u>
<b>Liabilities and Shareholders' equity</b>					
<b>Shareholders' equity</b>					
Ordinary share capital	10.			2,431	
Other reserves	11.	2,181		(2,431)	
	12.	<u>(2,181)</u>		<u>(2,431)</u>	
			0		0
<b>Liabilities</b>					
<b>Non-current liabilities</b>					
Claims payable	13.	2,085,447		4,105,592	
Administration cost provision	14.	<u>16,259</u>		<u>22,247</u>	
			2,101,706		4,127,839
<b>Total Shareholders' equity and Liabilities</b>			<u>2,101,706</u>		<u>4,127,839</u>

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## ***Income statement for the period***

(in thousands)	Note	<b><i>1 January to 31 December 2015</i></b>		<b><i>1 January to 31 December 2014</i></b>	
		USD	USD	USD	USD
<b><i>Interest and similar income</i></b>	15.		262		392
Net changes in value of assets and liabilities	16.				
<b><i>Total operating expenses</i></b>		<u>262</u>		<u>392</u>	
<b><i>Operating profit/(loss)</i></b>			<u>0</u>		<u>0</u>
<b><i>Result from ordinary activities before taxation</i></b>			0		0
Income tax expense			0		0
<b><i>Profit/(loss) after taxation</i></b>			<u>0</u>		<u>0</u>

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## Cash flow statement for the period

(in thousands)	1 January to 31 December 2015		1 January to 31 December 2014	
	USD	USD	USD	USD
<i>Receipts for the period:</i>				
Distributions received from LBHI	1,399,832		2,734,031	
Interest received on current and deposit accounts	195		417	
Tax refund received	295		390	
<b>Total Receipts</b>		1,400,322		2,734,838
<i>Payments for the Period</i>				
Distributions to creditors	(1,417,251)		(2,717,900)	
Professional fees (including any applicable value added taxes)	(2,390)		(3,168)	
<b>Total Payments</b>		(1,419,641)		(2,721,068)
<b>Cash flow from operating activities</b>		(19,319)		13,770
Exchange gains/(losses) on cash and cash equivalents		(651)		(156)
<b>Net increase/(decrease) in cash and cash equivalents</b>		(19,970)		13,614
Movements in cash and cash equivalents consist of:				
<b>Balance as at start of period</b>		55,617		42,003
Movements during the period		(19,970)		13,614
<b>Balance as at 31 December (note 9)</b>		35,647		55,617

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# **Notes to the balance sheet, income statement and cash flow statement**

## **1. General notes**

### **1.1. Activities**

Lehman Brothers Treasury Co B.V. (in liquidation) (the "Company" or "LBT") was incorporated in the Netherlands (with registration number 33267-322 with the Chamber of Commerce and Industry of Amsterdam) as a private limited company on 8 March 1995. The Company was incorporated for the financing of the business activities of the Lehman Brothers Group.

The Company was a wholly-owned subsidiary of Lehman Brothers UK Holdings (Delaware) Inc, which company in turn was fully owned by Lehman Brothers Holdings Inc. ("LBHI"), the holding company of the worldwide operating Lehman Brothers Group. All outstanding shares in the Company were transferred to Stichting Lehman Brothers Treasury on 28 February 2012.

The Company was declared bankrupt by the Amsterdam District Court on 8 October 2008. In the Dutch proceedings, a Composition Plan ("Composition Plan") was approved by the required majority of creditors, and subsequently confirmed by the Amsterdam District Court wherein – inter alia – the Composition Plan defined each noteholder's ("Noteholders") and creditor's allowed claim that was agreed on a binding basis. In accordance with the Composition Plan, distributions from LBT to Noteholders and other creditors are limited to their respective pro rata share (based on allowed claims) of cash received by LBT from LBHI or otherwise arising in the liquidation. LBT has made six distributions to date and future distributions are expected to occur in the coming years periodically as cash becomes available to LBT.

Following the confirmation of the Composition Plan, the Company emerged from bankruptcy and was put into voluntary liquidation on 3 April 2013. On that date, the Composition Plan became effective.

### **1.2. Registered office**

LBT has its registered office at Schiphol Boulevard 231, 1118 BH, Amsterdam, The Netherlands.

## **2. General policies**

### **2.1. General**

The financial statements have been prepared in accordance with the statutory provisions of Part 9, Book 2 of the Dutch Civil Code and the Guidelines for Annual Reporting in the Netherlands.

These financial statements have been prepared on a liquidation basis. Accordingly assets have been valued at their net realisable value and liabilities at the best estimate of the amounts to be paid (see Note 1.1). The balance sheet, income statement and cash flow statement include references to the notes.

### **2.2. Estimates**

The preparation of financial statements in conformity with the relevant rules requires the use of certain critical accounting estimates. It also requires the Liquidators to exercise judgement in the process of applying the Company's accounting policies. If necessary for the purposes of providing the view required under Section 362, subsection 1, Book 2 of the Dutch Civil Code, the nature of these estimates and judgments, including the related assumptions, is disclosed in the notes to the financial statement items in question.

### **2.3. Comparison with previous year**

The valuation principles and method of determining the result are the same as those used in the previous reporting period.

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## **2.4. Foreign currencies**

### **2.4.1. Functional currency**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the company operates (the functional currency). The financial statements are presented in US dollars, which is the functional and presentation currency of LBT.

### **2.4.2. Transactions, assets and liabilities**

Foreign currency transactions in the reporting period are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of exchange prevailing at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates are recognised in the income statement.

## **2.5. Financial instruments**

The Company has structured short term deposits with embedded foreign exchange swaps, where US Dollars deposits are swapped into Euros at a set exchange rate and then swapped back into US Dollars at the same set exchange rate at the maturity of the short-term deposit. These financial instruments are not bifurcated and are stated initially at cost and then after initial recognition are then remeasured at fair value. These structured deposits are utilised due to the higher interest rates offered compared to US Dollar deposits.

## **2.6. Accounting policies for the cash flow statement**

The cash flow statement has been prepared using the direct method. The cash items disclosed in the cash flow statement are comprised of cash and cash equivalents except for deposits with a maturity over three months. All cash flows during the year relate to cash flows from operating activities. Cash flows denominated in foreign currencies have been translated at average estimated exchange rates. Exchange differences affecting cash items are shown separately in the cash flow statement. Interest paid and received, dividends received and income taxes are included in cash from operating activities. Transactions not resulting in inflow or outflow of cash are not recognised in the cash flow statement.

## **3. Accounting policies for the balance sheet**

### **3.1. Receivables**

Receivables are recognised at fair value.

### **3.2. Receivables from former affiliated companies**

The claims receivable is recognised at net realisable value. The net realisable value is determined based on market prices of comparable classes of LBHI debt which are traded. These market prices are then adjusted for differences in class features by considering LBHI's ratio of recovery amongst its difference classes of claims.

The ultimate recovery of the Company's receivable from LBHI is not known with certainty and is subject to change. See LBHI's website for more information.

### **3.3. Cash and cash equivalents**

Cash and cash equivalents include cash in hand, bank balances and deposits held at call with maturities of less than 12 months. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet. Cash and cash equivalents are stated at face value.

### **3.4. Claims payable**

Liabilities are recognised at the Liquidators' best estimate of the amount required to contractually settle the liabilities in accordance with the provisions of the Composition Plan with no regard to LBT's own credit risk. On the basis of the release by the LBT creditors of any claim beyond the cash LBT shall receive (i.e. Available Cash as defined in the Composition Plan), claims payable is measured as equivalent to the net realisable value of the Company's claim on LBHI (reported as the receivable from former affiliated companies) less the claims administration cost provision and plus any interest income.

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### 3.5. *Administration costs provision*

As the Company is in liquidation, the Liquidators have estimated the administration costs that will be required during the liquidation period to cover the costs of liquidating the Company. The estimate of the costs to be incurred includes Liquidator fees, legal fees, accounting fees, audit fees, banking related fees as well as other costs. This provision is measured on a non-discounted, best estimates basis which is updated each balance sheet reporting date. See note 14.

## 4. *Accounting policies for the income statement*

### 4.1. *Result*

The net results of the Company are determined as the difference between the income from assets, changes in claims payable and changes in the administration cost provision for the period.

### 4.2. *Exchange rate differences*

Exchange differences arising upon the settlement or conversion of monetary items are recognised in the income statement in the period that they arise.

### 4.3. *Interest income and expense*

Interest income and interest expense are recognised in the income statement for all interest bearing instruments. For all interest bearing financial instruments, interest income or interest expense is recognised on an accrual basis

### 4.4. *Costs*

Costs are recognised based on the historical cost convention.

### 4.5. *Changes in value of assets and liabilities*

Changes in value of assets and liabilities comprise the unrealised result on the receivable from former affiliated companies, changes in the payable to LBT creditors under the Composition Plan and unrealised currency exchange results.

### 4.6. *Income tax expense*

Income tax is calculated on the profit/loss before tax in the income statement, taking into account any losses carried forward from previous financial years (where not included in deferred income tax assets) and tax exempt items, and plus non-deductible expenses. Account is also taken of changes in deferred income tax assets and liabilities owing to changes in the applicable tax rates.

Given the liquidation of the Company, it is currently estimated that there will be no corporate income tax liability in respect of 2015.

## 5. *Financial instruments and risk management*

### 5.1. *Currency risk*

The Company mainly operates in the Netherlands. The Company's main asset is denominated in US Dollars (the Company's functional currency) but most of the Company's operating expenses are denominated in euros. The Company's liabilities to Noteholders and creditors under the Composition Plan are settled in US Dollars.

Given the terms of the Composition Plan, the Company does not bear any significant currency risk. In general, distributions received (note 6) by the Company are received in US dollars and distributions paid (note 13) by the Company are made in US dollars.

### 5.2. *Credit risk*

The Company is exposed to credit risk on its assets (receivables). The Company has a concentration of credit risk, as the greatest part of the receivable is due from one single party (LBHI). The Company has credit risk as most of its cash and cash equivalents are on deposit at two large international banks.

Given the terms of the Composition Plan, the Company does not bear the ultimate credit risk. Any credit related losses will impact the Available Cash (as defined in the Composition Plan) which effectively transfers the credit loss to the Noteholders and creditors under the Composition Plan.

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### 5.3. *Liquidity risk*

LBT uses several banks.

Given the terms of the Composition Plan, Claims Payable creditors are only entitled to receive payments if the Company has Available Cash (as defined in the Composition Plan). If the Liquidators determine that the Company has insufficient Available Cash for a distribution to the Claims Payable creditors then no such payments will be made at that time to the Claims Payable creditors.

Creditors arising from transactions after the Company's emergence from bankruptcy proceedings are not subject to the Composition Plan.

### 6. *Receivables from former affiliated companies*

The movements can be specified as follows:

(in thousands in table)	<b>2015</b>	<b>2014</b>
	USD	USD
<b>Balance as at beginning of period</b>	4,072,074	6,112,332
Distributions received from LBHI during the period	(1,579,417)	(3,084,874)
Change in estimated value of receivable	(426,773)	1,044,616
<b>Balance as at 31 December</b>	<b>2,065,884</b>	<b>4,072,074</b>

LBHI entered into a voluntary US Chapter 11 proceeding on 15 September 2008. The Company has an intercompany claim against LBHI for the proceeds of the LBT Notes issued. In the LBHI US Chapter 11 proceedings, the intercompany claim due was agreed at an amount of USD 34,548,000,000 ("Admitted LBHI Amount") in the Third Amended Plan, which was confirmed in December 2011.

The Company received two distributions from LBHI on its allowed intercompany claim on LBHI in the amount of USD 2,969,669,941 during the period 3 April 2013 to 31 December 2013. The Company received two distributions from LBHI on its allowed intercompany claim on LBHI in the amount of USD 3,084,874,526 during 2014. The Company received two distributions from LBHI on its allowed intercompany claim on LBHI in the amount of USD 1,579,417,097 during 2015. As of 31 December 2015, cumulative distributions received from LBHI amount to USD 10,306,673,337 (2014: USD 8,727,256,240) which represents approximately 29.8% (2014: 25.3%) of the Admitted LBHI Amount.

The balance as at 31 December 2015 represents the estimated value of future distributions to be received from LBHI based on market prices obtained of comparable classes of LBHI debt which are traded, adjusted for differences in class features by considering LBHI's ratio of recovery amongst its difference classes of claims; this represents an estimated further 6.0% of the Admitted LBHI Amount. The change in the value of the LBHI receivable reflects the decrease in the market prices for LBHI claims observed during the period.

The exact timing and amount of distributions in the future from LBHI is unknown; however, an indeterminable portion of the receivable is expected to be received within 12 months after the balance sheet date.

### 7. *Taxes*

(in thousands)	<b>2015</b>	<b>2014</b>
	USD	USD
Receivable for value added tax paid	88	128

### 8. *Other debtors, prepayments and accrued income*

(in thousands)	FOR IDENTIFICATION PURPOSES ONLY BDO Audit & Assurance B.V.	<b>2015</b>	<b>2014</b>
		USD	USD
Interest receivable	date <b>14 APR 2016</b>	87	20

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## 9. Cash and cash equivalents

Of cash and cash equivalents, USD 5,675,230 (2014: USD 24,306,000) is not at the Company's free disposal as it is placed on short term deposit.

As of 31 December 2015, the Company retained USD 14,137,280 (2014: USD 29,128,145) for Withheld ISINs and disputed claims and another USD 16,246,656 (2014: USD 20,207,652) for the Provision for Administration Costs.

## 10. Shareholders' equity

(in thousands)	<u>Share capital</u>	<u>Other reserves</u>	<u>Total</u>
	USD	USD	USD
<b>Balance as at 1 January 2015</b>	2,431	(2,431)	0
<b>Movements</b>			
Exchange differences	(250)	250	0
<b>Balance as at 31 December 2015</b>	<u>2,181</u>	<u>(2,181)</u>	<u>0</u>

## 11. Share capital

The authorised share capital of LBT amounts to EUR 3,405,000 divided into 7,500 ordinary shares of EUR 454. Issued share capital consists of 4,406 ordinary shares. The share capital has been converted to USD at year-end at a rate of 1.0902 (2014: 1.2153).

## 12. Other reserves

Since the company is in liquidation and the share capital is not expected to be repaid to the shareholder, other reserves have been created to reduce the share capital to nil.

## 13. Claims payable

(in thousands)	<u>2015</u>	<u>2014</u>
	USD	USD
Payable to LBT creditors under the Composition Plan	<u>2,085,176</u>	<u>4,105,592</u>

The movements can be specified as follows:

(in thousands)	<u>2015</u>	<u>2014</u>
	USD	USD
<b>Balance as at beginning of period</b>	4,105,592	6,126,314
Distributions made	(1,596,845)	(3,068,733)
Changes in value of claims payable	(423,300)	1,048,011
<b>Balance as at 31 December</b>	<u>2,085,447</u>	<u>4,105,592</u>

The amount of the payable to creditors and the timing of payments is unknown as it is based on factors such as distributions from LBHI (see note 6). An indeterminable portion of the payable is expected to be paid more than 12 month after the balance sheet date.

Claims payable includes a provision for withheld ISINs and disputed claims.

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#### 14. Administration cost provision

The movements can be specified as follows:

(in thousands)	<u>2015</u>	<u>2014</u>
	USD	USD
<b>Balance as at beginning of period</b>	22,247	28,206
Costs paid during the period	(2,124)	(2,838)
Release of provision due to change in estimate	(1,814)	0
Currency translation result	(2,050)	(3,121)
<b>Balance as at 31 December</b>	<u>16,259</u>	<u>22,247</u>

The administration cost provision is affected by the foreign exchange rate between US Dollars and euros as most of the administration costs are denominated in euros whereas the Company's functional and presentational currency is US Dollars. As at 31 December 2015, the euro denominated costs were translated into US Dollars at the following foreign exchange rate 1.086 (2014: 1.210).

(in thousands)	<u>2015</u>	<u>2014</u>
	USD	USD
Liquidator related fees	493	529
Other fees paid to Liquidators' law firm	189	616
Insurance	430	752
Distribution and other professional services	973	818
Supervisory Board related payments (see note 19)	39	123
Fees paid during the period	2,124	2,838
<b>Total Administration Cost payments during the period</b>	<u>2,124</u>	<u>2,838</u>

The payments in respect of administrative costs are expected to be made over the liquidation period of the Company. An indeterminable portion of these administrative costs will be paid more than 12 months after the balance sheet date.

#### 15. Interest and similar income

(in thousands)	<u>1 January to 31 December 2015</u>	<u>1 January to 31 December 2014</u>
	USD	USD
Interest income on cash and deposit accounts	262	392

#### 16. Changes in value of assets and liabilities

(in thousands)	<u>1 January to 31 December 2015</u>	<u>1 January to 31 December 2014</u>
	USD	USD
Currency exchange and other results	(1,397)	(3,003)
Change in value of administration cost provision	(1,814)	0
Revaluation of receivable from former affiliated companies	426,773	(1,044,616)
Change in value of claims payable	(423,300)	1,048,011
	<u>262</u>	<u>392</u>

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## 17. Audit fees

The following audit fees relate to the reporting period:

(in thousands)	<u>1 January to 31 December 2015</u>	<u>1 January to 31 December 2014</u>
	USD	USD
Audit of the financial statements	<u>27</u>	<u>30</u>

These fees relate to the audit of the 2015 financial statements, regardless of whether the work was performed during the financial year.

## 18. Average number of employees

During the period 1 January to 31 December 2015, no employees were employed (1 January 2014 to 31 December 2014: none).

## 19. Related party transactions

The Company paid during the year charges on behalf of its parent, Stichting Lehman Brothers Treasury Co., totalling USD 38,896 (2014: USD 123,000). These charges relate to the parent company's Supervisory Board remuneration and out of pocket expenses and represent amounts invoiced and paid (cash basis) during the year to members of this Supervisory Board. This cash payment is based on the same rate of remuneration as 31 December 2014.

## 20. Liquidators' remuneration

During the year ended 31 December 2015 and 2014, the Liquidators were paid no compensation. The Liquidators are a partner or a former partner in a law firm which was paid during the period fees for legal assistance and administration of the Company of USD 682,069 (2014: USD 1,145,284). The former partner is no longer a partner since he reached his retirement age but continues to be a liquidator.

## 21. Contingencies

As described in note 1, LBT has been put in liquidation based on the court-approved Composition Plan. Creditors of LBT that filed claims which were disputed by the bankruptcy trustees of LBT and by LBT itself at the claims admission meeting were referred to the Amsterdam district court for claim referral proceedings.

As at 31 December 2015, one disputed claim regarding the value of the Admissible Amounts of an ISIN (XS0331053719) recorded in the Composition Plan is outstanding ("Manifest Error" claim). The counterparty (that holds the ISIN in question) claims that the Admissible Amount of their ISIN should be increased by EUR 6,330,663. Subsequent to the original filing, the plaintiff increased its claim, seeking to have its Admissible Amount fixed at EUR 22,667,134. The court dismissed such an increase of claim by interim verdict, which is subject to appeal. As at 31 December 2015, the courts have not yet ruled on the plaintiff's original filing. See "Events occurring after the balance sheet date".

As at 31 December 2015, other disputed, non-LBT Notes-related claims were originally filed for approximately EUR 2,390,000 (2014: EUR 2,390,000).

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As described in note 3.5, any increase or decrease in the Admissible Amount for these Manifest Error claims and disputed claims will not affect the recorded Claims Payable balance as the liability balance is determined based on the net realisable value of the claim against LBHI. Any change in these Manifest Error claims or other disputed claims may affect the allocation of the pro rata entitlement to Available Cash of each creditor under the Composition Plan, but not the total amount available for distribution to creditors as described in the Composition Plan.

Amsterdam, The Netherlands, 5 April 2015  
Lehman Brothers Treasury Co B.V. in liquidation

The Liquidators

R.J. Schimmelpenninck

F. Verhoeven

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## ***Other information***

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***Provision in the articles of association governing the appropriation of profits***

According to Article 22 of the Company's Articles of Incorporation, the net results are at the disposition of the shareholder.

***Appropriation of result***

The result for the financial period is nil.

***Events occurring after the balance sheet date***

Subsequent to the balance sheet date, the Amsterdam district court dismissed the claim (see note 21) for an increase to the Admissible Amount. As of the date of this final verdict in first instance, there is a three-month period in which the plaintiff can lodge an appeal against both the district court's ultimate dismissal of its claims and the court's earlier dismissal of its increase of claim. No change in the Claims Payable as at 31 December 2015 has been made for this court decision.

On 31 March 2016, LBT received gross distributions of USD 189,567,640 from LBHI. On 5 April 2016, LBT approved a seventh distribution for USD 192,801,699. The distribution is expected to be paid in late April 2016.

FOR IDENTIFICATION PURPOSES ONLY  
BDO Audit & Assurance B.V.

date 14 APR 2016

initials  .....

## Independent auditor's report

To: the shareholder of Lehman Brothers Treasury Co. B.V. in liquidation

### Report on the audit of the financial statements 2015

#### *Our opinion*

We have audited the financial statements 2015 of Lehman Brothers Treasury Co. B.V. in liquidation ("the company"), based in Amsterdam.

In our opinion the enclosed financial statements give a true and fair view of the financial position of Lehman Brothers Treasury Co. B.V. in liquidation as at 31 December 2015 and of its result for 2015 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1. the balance sheet as at 31 December 2015;
2. the profit and loss account for 2015; and
3. the notes comprising a summary of the applicable accounting policies and other explanatory information.

#### *Basis for our opinion*

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of Lehman Brothers Treasury Co. B.V. in liquidation in accordance with the "Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten" (ViO) and other relevant independence requirements in the Netherlands. Furthermore, we have complied with the "Verordening gedrags- en beroepsregels accountants" (VGBA).

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Materiality*

Based on our professional judgment we determined the materiality for the financial statements as a whole at € 31,525,000. The materiality is based on one and a half percent (1.5%) of total assets, which we consider to be an appropriate basis for the materiality calculation due to the nature and activities of the Company. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for qualitative reasons for the users of the financial statements. For that reason we have used a specific materiality for the administration cost provision and its mutation over the financial year. This specific materiality is determined at € 212,000 and is based on 10% of the expenses charged to the administrative cost provision.

We agreed with the liquidators that misstatements in excess of € 1,500,000 and misstatements in relation to the administration cost provision in excess of € 10,000, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

#### *Our key audit matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. We have communicated the key audit

matter to the liquidators. The key audit matter is not a comprehensive reflection of all matters discussed.

This matter was addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

#### Valuation of the receivable from former affiliated companies

Lehman Brothers Treasury Co. B.V. in liquidation has a claim against Lehman Brothers Holdings Inc. (reported as “the receivable from former affiliated companies”) valued at € 2,065,884,000 as at 31 December 2015. The liquidators have described the uncertainty regarding the estimated recoverability of the claim against LBHI in note 1.1, note 3.2 and note 6 to the financial statements. This results also in an uncertainty regarding the claims payable as this liability is estimated at the amount as equivalent to the net realizable value of the claim against LBHI less the claims administration cost provision and plus any interest income. The actual recoverability of the claim against LBHI may be at variance with the estimated value of the claim against LBHI and related liability.

We considered the valuation of the claim against LBHI to be a significant risk due to the magnitude of this balance together with the judgments required to be made when assessing the valuation of this claim against LBHI. As a part of our audit procedures, we challenged the liquidators’ assumptions used in the valuation model for the claim against LBHI, described in note 1.1, note 3.2 and note 6 to the financial statements, including the market prices of comparable classes of LBHI debts which are traded and the adjustments made for differences in class features. Furthermore we tested the consistent application of the valuation model in comparison to prior years, we tested the correctness of the calculations made in the valuation model and we considered the appropriateness of the related disclosures in the financial statements to determine if these disclosures appropriately describe the inherent degree of subjectivity in the estimates.

#### *The basis for preparation of the financial statements*

On 3 April 2013, the Company emerged from bankruptcy and was put into voluntary liquidation (refer to note 1.1). Following these conditions the financial statements have been prepared on a liquidation basis. Accordingly assets have been valued at their net realizable value. Our opinion is not qualified in respect of this matter.

#### *Responsibilities of the liquidators for the financial statements*

The liquidators are responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the liquidators are responsible for such internal control as they determine is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to errors or fraud.

As part of the preparation of the financial statements, the liquidators are responsible for assessing the Company’s ability to continue as a going concern. The Company was declared bankrupt by the Amsterdam District Court on 8 October 2008. On 3 April 2013, the Company was put in voluntary liquidation. Based on the financial reporting framework mentioned, the liquidators should prepare the financial statements based on a liquidation basis. As part of our audit of the financial statements, we concur with the liquidators’ use of the liquidation basis of accounting in the preparation of the financial statements.

*Our responsibilities for the audit of the financial statements*

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not have detected all errors and fraud.

Misstatements can arise from errors or fraud and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included e.g.:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to errors or fraud, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from errors, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the liquidators.
- Concluding on the appropriateness of liquidators' use of the liquidation basis of accounting;
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures.
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the liquidators regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

We provide the liquidators with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the liquidators, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not mentioning it is in the public interest.

## Report on other legal and regulatory requirements

### *Other information*

This report includes, next to the financial statements and our opinion thereon, other information. This other information consists of:

- the report of the liquidators;
- the other information on page 17.

Pursuant to legal requirements of Part 9 of Book 2 of the Dutch Civil Code and the auditing standards we report that:

- We have no deficiencies to report as a result of our examination whether the report of the liquidators, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of the Dutch Civil Code, and whether the other information on page 17 as required by Part 9 of Book 2 of the Dutch Civil Code have been annexed.
- The report of the liquidators, to the extent we can assess, is consistent with the financial statements.

Our opinion on the financial statements does not include the other information and we do not express an opinion or other assurance conclusion on the other information. As part of our audit on the financial statements and based on the auditing standards, it is our responsibility to read the other information. We have to assess whether there are any material inconsistencies between the other information and the financial statements. In order to do so, we use the obtained audit evidence of audit of the financial statements and the conclusions drawn in our audit. We also determine whether the other information in other ways seems to include material deficiencies. If we conclude, based on the procedures performed, that the other information includes a material deficiency, we are required to report this matter.

The liquidators are responsible for the preparation of the other information including the preparation of the report of the liquidators and the other information on page 17 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

### *Engagement*

We were engaged by the liquidators as auditor of Lehman Brothers Treasury Co. B.V. in liquidation on 12 February 2014 as of the audit for year 2013 and have operated as statutory auditor ever since that date.

Amstelveen, 14 April 2016

For and on behalf of BDO Audit & Assurance B.V.,



drs. H.W. Opentij RA

For identification purposes:

