

The Depository Trust Company

IMPORTANT

B#: 3385

DATE: May 13, 2002

TO: All Participants

CATEGORY: Dividends

FROM: Nilesh Desai, Supervisor, Dividend Department

ATTENTION: Dividend Managers, Cashiers and Reorganization Managers

SUBJECT: Option: Targeted Ret. Index Secs. Tr. Ser. 5-2002
CUSIP#: 87613YAA9 R/D: 05/14/02 P/D: 05/16/02
Rate: \$40.00 PA WorldCom Inc 8.00% notes 5/15/06 for each
\$1000 PA or the cash liquidation of the notes

***** WARNING TIME CRITICAL *****

Pursuant to a Mandatory Redemption Event, participants who have positions in the above captioned security may elect to receive WorldCom Inc. 8.00% notes due 5/15/2006 (CUSIP#: 98157DAC0) (the "Downgraded Security") or the cash liquidation from the sale of the notes.

OPTION #1: You may elect to receive \$40.00 PA of WorldCom Inc. 8.00% notes due 5/15/2006 per \$1000 principal amount of the Target Return Securities Trust, Series 5-2002. **Only integrals of \$1000 notes will be issued. Participants should only make elections for this option that would result in \$1000 note denominations.**

OPTION #2: You may elect to receive the cash liquidation of the WorldCom Inc. 8.00% notes due 5/15/2006. The liquidation proceeds will be less any applicable taxes and governmental charges as indicated in the Mandatory Redemption Event Notice (see the attached notice from JPMORGAN CHASE BANK (the "Trustee")). Liquidation proceeds will be determined in accordance with the Sale Procedures.

PARTICIPANTS SHOULD SUBMIT ELECTION INSTRUCTIONS OVER THE PARTICIPANT TERMINAL SYSTEM (PTS) THROUGH THE ELECTIVE DIVIDEND SYSTEM (EDS) FUNCTION.

-Over-

B#:

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Participants not responding to the above option by 05/15/2002, will receive the mandatory option in accordance with Option #1.

To confirm record date positions, participants should access the Dividend and Allocation History (DPAL) option, via the PTS Dividend Announcements Inquiry (DIVA) Function.

If there are any questions regarding this Important Notice or the processing of related instructions via EDS, participants should contact Mr. John Pastorino or Mr. Ray Lew of DTC's Stock Dividend Department at (212) 855-4517/4523.

MANDATORY REDEMPTION EVENT NOTICE

Re: Targeted Return Index Securities Trust, Series 5-2002 Certificates (the "Certificates").

CUSIP: 87613YAA9

(Record Date for this transaction will be May 14. The Payable Date will be May 16)

Reference is made to (i) the Series Trust Agreement, dated as of January 18, 2002, which supplements and incorporates the Standard Terms for Trust Agreements (collectively, the "Trust Agreement"), each by and between LEHMAN BROTHERS INC., as Depositor, and JPMORGAN CHASE BANK, as Trustee, and (ii) the Supplement to Private Placement Memorandum and Private Placement Memorandum, each dated January 18, 2002 (collectively, the "Private Placement Memorandum"), relating to the Certificates. Capitalized terms used but not otherwise defined herein shall have their respective meanings set forth in the Private Placement Memorandum.

Pursuant to Section 4.02(b) of the Trust Agreement, we hereby notify you that a Mandatory Redemption Event has occurred on May 9, 2002 (the "Mandatory Redemption Event Date") with respect to the Underlying Security listed below (the "Downgraded Security"):

Downgraded Security:	Underlying Securities Issuer: Principal amount: CUSIP #: Coupon: Maturity:	WorldCom, Inc. \$36,000,000. 98157D AC 0 8.00% 05/15/2006
Payments:	Taxes and governmental charges to be withheld:	\$0

On May 16, 2002 (the "Mandatory Redemption Date"), the Trust will redeem Certificates in an amount equal to \$36,000,000 representing the entire interest in the Downgraded Security.

Upon payment of the amounts (if any) specified above, we will deliver to you your allocable portion of the Downgraded Security unless we receive from you a completed and executed Liquidation Instruction (a form of which is attached hereto) by 11:00 a.m. (New York City time) on the Mandatory Redemption Date. In which case, we will deliver to you the liquidation proceeds thereof (less any applicable taxes and governmental charges as indicated above) in accordance with such Liquidation Instruction on the Mandatory Redemption Date or as soon as practicable thereafter. Liquidation proceeds will be determined in accordance with the Sale Procedures.

Very truly yours,

JPMORGAN CHASE BANK,
as Trustee