

From: Parker, Andrea (Exchange)

Sent: Thursday, August 16, 2007 3:07 PM

To: Alix, Michael (Exchange); Almeida, Ed (Exchange); Belen, Gladys (Exchange); Bernstein, Jeff (Exchange); Bishop, Barbara - Communication of Counsel (Exchange); Cherasia, Peter; Chiulli, Eugene (Exchange); Collins, Jim - Accounting (Exchange); Dicks, Vinnie (Exchange); Falvey, Marie (Exchange); Farber, Jeff - Controllers (Exchange); Friedman, Paul (Exchange); Geismar, Bruce (Exchange); Guido, Janet (Exchange); Jackson, Melissa - Administration (Exchange); Janukowicz, Robert (Exchange); Kanda, Mukesh; Kimmet, Pamela (Exchange); Kopelman, Ken - Communication of Counsel (Exchange); Lebedin, Louis (Exchange); Levinson, Marshall (Exchange); Martiniello, Fran (Exchange); Mascolo, Michael (Exchange); McGivney, Anne Marie (Exchange); Minikes, Michael (Exchange); Molinaro, Sam (Exchange); Monkowitz, Ivy; Murray, Tim - Derivatives (Exchange); Solender, Michael - Communication of Counsel (Exchange); Steinberg, Bob (Exchange); Sullivan, Colleen - Controllers (Exchange); Upton, Robert (Exchange); Vittorella, Geraldine (Exchange); Wrede, Maryellen (Exchange)

Cc: Abatemarco, Michael (Exchange); Abecassis, Paul (Exchange); Abramovitz, Stuart (Exchange); Adler, Robert (Exchange); Ahluwalia, Kanwardeep (Exchange); Albano, Peter (Exchange); Albert, Judith (Exchange); Alfaro, Ivan (Exchange); Alletto, Larry (Exchange); Antoci, Ross (Exchange); Antonucci, Anthony (Exchange); Ardizzone, Anthony (Exchange); Arnone, Kym (Exchange); Asghar, Shabi (Exchange); Aston-Duff, Victoria (Exchange); Augustine, James (Exchange); Autry, Shelley (Exchange); Babkow, Jonathan (Exchange); Barnes, J. (Exchange); Barnish, Keith (Exchange); Baumann, Roger (Exchange); Bauso, Ken (Exchange); Begleiter, Steven (Exchange); Benus, Brian (Exchange); Berland, Terrance (Exchange); Bidani, Sandeep (Exchange); Biel, Barbara (Exchange); Bird, Simon (Exchange); Bluth, Jocelyn (Exchange); Booth, Kay - Equity Research (Exchange); Bottani, Roberto (Exchange); Brach, Stan (Exchange); Brandolini d'Adda, Nicolo (Exchange); Brannan, Paul (Exchange); Broker, Bernd (Exchange); Brown, David-Europe (Exchange); Brown, Jeffry (Exchange); Brunson, Bob (Exchange); Burn, Ian (Exchange); Burns, Chris (Exchange); Callanan, John (Exchange); Cannamela, Cyril (Exchange); Cayne, James (Exchange); Cestaro, Pat (Exchange); Chan, Miranda (Exchange); Christensen, Doug (Exchange); Cowman, Sarah (Exchange); Dantus, Steve (Exchange); Demonchaux, Wendy (Exchange); Douglas, Debra (Exchange); Dunleavy, Francis (Exchange); Edlow, Kenneth (Exchange); Egan, James (Exchange); Ellis, Mark (Exchange); Ellman, Ira (Exchange); Foran, Bob (Exchange); Friedman, Robert (Exchange); Girolami, Isabelle (Exchange); Glaser, David (Exchange); Goldstein, Mark R. - Investment Banking (Exchange); Goldwasser, Lesley (Exchange); Govindan, Rajan (Exchange); Greene, Timothy (Exchange); Hanley, Greg (Exchange); Harteveltdt, Rob (Exchange); Jennings, Mitch (Exchange); Johnston, Joan (Exchange); Josephson, Mike (Exchange); Kaplan, Gary (Exchange); Keating, Daniel - Structured Equity Products (Exchange); Lacoff, Steve (Exchange); Lahnstein, Florian (Exchange); Lambert, Pascal (Exchange); Lang, Jim (Exchange); Lisman, Bruce (Exchange); Livney, Roland (Exchange); Lyons, Robert (Exchange); MacNamara, Liam (Exchange); Mangino, Joseph (Exchange); Marano, Tom - Fixed Income; Maresca, Frank (Exchange); Margulies, David (Exchange); Marin, Rich (Exchange); Marren, David (Exchange); Mayer, Jeff - Fixed Income (Exchange); Mazzaro, Vincent (Exchange); McGowan, Bill - Communication of Counsel (Exchange); Meyer, Steve (Exchange); Mintz, Alan (Exchange); Modica, Judith M. (Exchange); Morrison, Suzanne (Exchange); Mumm, Jennifer (Exchange); Murphy, Peter (Exchange); Nierenberg, Michael (Exchange); O'Neill, Thomas (Exchange); Oram, Dawn (Exchange); Overlander, Craig

(Exchange); Peretie, Michel (Exchange); Posoli, Paul (Exchange); Raab, George (Exchange); Rekhlis-Ring, Marina (Exchange); Remis, Jay (Exchange); Rogers, Larry (Exchange); Sadler, Graham (Exchange); Salerno, Melissa (Exchange); Schaefer, Danielle (Exchange); Schefrin, Scott (Exchange); Scheid, Christopher; Schoenthal, David (Exchange); Schwartz, Alan (Exchange); Seyferth, Robert (Exchange); Shimizu, Hiroko-Human Resources (Exchange); Sohn, Julia (Exchange); Spector, Warren (Exchange); Spina, Dan (Exchange); Strumeyer, David (Exchange); Talento, Scott (Exchange); Toscano, Marc (Exchange); Urwin, Jeffrey (Exchange); Van Nest, Katherine (Exchange); Vella, John (Exchange); Ventura, Elizabeth (Exchange); Verschleiser, Jeff (Exchange); Volpe, Rich (Exchange); Wachtel, Eli (Exchange); Wai, Felicia - Hong Kong (Exchange); Walsh, Niamh (Exchange); Walton, Jeff (Exchange); Whille, Tracy (Exchange); Wong, Jenny (Exchange); Wright, Bradley (Exchange); Zach, John (Exchange); Carlberg, Roy (Exchange); Carlson, David (Exchange); Cass, A.J. (Exchange); Cedar, Phil - Communication of Counsel (Exchange); Celentano, Daniel (Exchange); Chen, James W. (Exchange); Cheung, Kin (Exchange); Cioffi, Ralph (Exchange); Cohen, Thomas - Compliance (Exchange); Cohler, Gene (Exchange); Colandrea, Doug (Exchange); Conway, Michael (Exchange); Cooke, Peter - Communication of Counsel (Exchange); Costine, Kathy (Exchange); Cox, Rupert (Exchange); Darrow, Ginny (Rooftop Mortgages); Davidowitz, James (Exchange); Dempsey, Patrick (Exchange); Diao, James (Exchange); Dillard, Dana (Exchange); Dimaggio, Sal (Exchange); Distell, Gary - Communication of Counsel (Exchange); Donnellan, Andrew - Communication of Counsel (Exchange); Donohue, Larry (Exchange); Driscoll, Justin (Exchange); Dunne, David (Exchange); Dworkin, Steve (Exchange); Edelblum, Ira (Exchange); Egeth, Bennett (Exchange); Ehrenreich, Mark (Exchange); Engdall, Chris (Exchange); Engelman, Harry (Exchange); Erim, Gary (Exchange); Ewing, Suzanne (Exchange); Ferguson, Michael (Exchange); Feuer, Marc (Exchange); Fields, Lawrence (Exchange); Foxall, Christopher (Exchange); Frankel, Mike (Exchange); Freilich, Bill - Communication of Counsel (Exchange); Friedman, Cliff (Exchange); Galligan, Charlie (Exchange); Galligan, Marc (Exchange); Garbuio, Alex (Exchange); Gardner, Michael (Exchange); Gee, Richard - (Exchange); Geissinger, John (Exchange); Giangreco, Leonardo (Exchange); Glasgow, William (Exchange); Godin, Larry - Communication of Counsel (Exchange); Golden, Stephen (Exchange); Gordon, Colin (Exchange); Granville-Smith, David (Exchange); Greenberger, Mala - Communication of Counsel (Exchange); Groothuis, Adam (Exchange); Hamilton, David (Exchange); Heckman, Leila (Exchange); Herman, Glenn (Exchange); Hill, Jeremy (Exchange); Hirst, Roger (Exchange); Hiteshew, Kent (Exchange); Ho, Edward (Exchange); Hoeffel, Christopher (Exchange); Hoffman, Daniel - Fixed Income (Exchange); Hooper, Tim (Exchange); Hopkins, John (Exchange); Howard, John D.-IB (Exchange); Hyman, John (Exchange); Jaeger, Bruce (Exchange); James, Frank (Exchange); Jeffrey, Richard (Exchange); Jehle, Patricia (Exchange); Kay, Scott (Exchange); Kemp, Jenna (Exchange); Kenny, James (Exchange); Kern, James (Exchange); Kessler, Glenn (Exchange); Ketterer, Gwyneth (Exchange); Khedouri, Frederick (Exchange); King, Justin (Exchange); Ko, Melissa (Exchange); Kobayashi, Max (Exchange); Kozic, Zoran (Exchange); Kurland, Mark (Exchange); Lawton, Constance (Exchange); Lennkh, Matthias (Exchange); Lewis, Jonathan (Exchange); Lexton, Michael (Exchange); Leysen, Yves (Exchange); Lieberman, Isaac (Exchange); Lipman, Jeffrey - Communication of Counsel (Exchange); Little, David (Exchange); Lloyd, Michael (Exchange); Loftus, John (Exchange); MacLellan, Hamish (Exchange); Maguire, John - Bank Services (Exchange); Maguire, John - Liability Mgmt (Exchange); Maldutis, Alexander (Exchange); Mallery, Clifford (Exchange); Manfredonia, James (Exchange); Martocchio, Donald (Exchange); Mayden, Mark (Exchange); McCabe, Terry (Exchange); Mediratta, Ajata

(Exchange); Migliara, Martin (Exchange); Miller, Steve I. - NY Derivatives (Exchange); Miron, Russel (Exchange); Mittleman, Alan (Exchange); Molke, Richard (Exchange); Moore, John (Exchange); Morello, Chris (Exchange); Morganbesser, Neil (Exchange); Moriarty, Michael - BSAM (Exchange); Moriarty, Michael (Exchange); Moskowitz, Scott (Exchange); Munowitz, Gary (Exchange); Bogen, Jamie (Exchange); Keating, Dan - Muni Bonds (Exchange); Natale, Robert (Exchange); Nish, Jim (Exchange); O'Connor, Chris (Exchange); O'Leary, Tom (Exchange); O'Loughlin, Stephen (Exchange); O'Shaughnessy, James; Parcesepe, Aldo (Exchange); Parish, Stephen - Equity Transactions Group (Exchange); Patykewich, Fred (Exchange); Pavlak, Scott (Exchange); Penafiel, Rick (Exchange); Perkins, Matthew (Exchange); Podesta, Lisa (Exchange); Price, Ian (Exchange); Puliafico, Sal (Exchange); Pulling, Kyle (Exchange); Putzel, Steve (Exchange); Quental, Greg (Exchange); Reguero, Barbara (Exchange); Reiff, Randy (Exchange); Riccardo, Joseph (Exchange); Rice, Charles (Exchange); Rosica, Paul (Exchange); Ross, Carl (Exchange); Roth, Anthony M. (Exchange); Rousseau, Emmanuel (Exchange); Rush, David (Exchange); Sappington, Bill (Exchange); Savio, Ken (Exchange); Schlesinger, Joel (Exchange); Schwartz, Robert (Exchange); Sedmak, Craig (Exchange); Semaya, Arlene - Communication of Counsel (Exchange); Seward, John - Communication of Counsel (Exchange); Sharon, Doug (Exchange); Sheers, Alexander - Communication of Counsel (Exchange); Shortland, Andrew (Exchange); Shulman, Marty (Exchange); Shulman, Steve (Exchange); Silverstein, Baron (Exchange); Silverstein, Seth (Exchange); Simon, Jeff (Exchange); Singer, Nat (Exchange); Skinner, Beth (Exchange); Smith, Howard (Exchange); St. Pierre, Martin (Exchange); Stacconi, John (Exchange); Stafman, Dave (Exchange); Stein, Sheldon (Exchange); Stepanek, Sue (Exchange); Steppacher, Chip (Exchange); Straty, Stephen (Exchange); Sugiura, Yuji (Exchange); Swimmer, Alan (Exchange); Sztaynbaum, Cynthia (Exchange); Tan, Kok Wee (Exchange); Tang, Donald (Exchange); Thompson, Michael (Exchange); Tomlinson, Ward (Exchange); Torrado, Laura (Exchange); Tota, Christopher (Exchange); Tsang, Henry [Exchange]; Turvey, Samuel - Communication of Counsel (Exchange); Valente, James (Exchange); Van Pelt, Vincent (Exchange); Ventura, Louis (Exchange); Viellieu, Ken (Exchange); Wagner, Ira (Exchange); Weinstein, Robert (Exchange); Weintraub, Joshua (Exchange); Weiss, Jonathan (Exchange); Weiss, Stephanie (Exchange); Wells, Norton (Exchange); Westhoff, Dale (Exchange); Whaley, Mark (Exchange); White, Nicholas (Exchange); Whitlock, Jo-Karen (Exchange); Williams, Peter (Exchange); Wong, Raymond (Exchange); Wong, Thomas - New York (Exchange); Yates, Christian (Exchange); Zattero, Jeff (Exchange); Zeng, Thomas (Exchange); Zirpola, Ed (Exchange); Szwalbenest, Ben (Exchange); Halbleib, Alison (Exchange); Baggio, Joseph (Exchange); Librot, Ken (Exchange); Kimos, Paige (Exchange); Potyondy, Laszlo (Exchange); Palyca, Marlene (Exchange); Redshaw, Matthew (Exchange); Stallmeyer, Michael (Exchange); Mahon, Pat (Exchange); Goldberg, Sherri (Exchange)

Subject: Operations Minutes 08-14-07

Attachments: 08-14-07.doc

BEAR, STEARNS & CO. INC.

**MINUTES OF REGULAR MEETING OF
THE OPERATIONS COMMITTEE**

August 14, 2007

A regular meeting of the Operations Committee of Bear, Stearns & Co. Inc. was held at 383 Madison Avenue, New York City on Tuesday, August 14, 2007, at 12:00 noon.

The following were present:

Michael Minikes (Chairman and Secretary), Edward Almeida, Jeffrey Bernstein, Peter Cherasia, Vincent Dicks, Jeff Farber, Paul Friedman, Bruce Geismar, Rob Janukowicz, Pamela Kimmet, Lou Lebedin, Samuel Molinaro, Timothy Murray and Michael Solender

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Stock and Bond Market Activity

The committee discussed the various implications of the stock and bond market turmoil.

Balance Sheet Footings

Jeff Farber reported on our balance sheet, in light of the present environment.

BSSC Balance Sheet

The committee again discussed the May 31st BSSC balance sheet which is available to clients on our external website.

Equity and Credit Derivatives

Tim Murray summarized for the committee the significant activity in both equity and credit derivatives and the resulting implications on our systems and personnel.