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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>	:	Chapter 11
Debtors.	:	Case No. 08-13555 (JMP)
<hr/>		x
LEHMAN BROTHERS SPECIAL FINANCING INC.,	:	Adversary Proceeding
Plaintiff,	:	No.: 10-03545 (JMP)
-against-	:	:
THE BANK OF NEW YORK MELLON	:	:
CORPORATION, <i>et al.</i>	:	:
Defendants,	:	:
<hr/>		x
LIQUIDATORS OF LEHMAN BROTHERS	:	Case No. 11-cv-2784 (CM)
AUSTRALIA LIMITED,	:	:
Appellants,	:	:
-against-	:	:
LEHMAN BROTHERS SPECIAL FINANCING INC.,	:	:
Appellee,	:	:
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**LEHMAN BROTHERS SPECIAL FINANCING INC.’S
COUNTER-DESIGNATION OF RECORD ON APPEAL FROM
THE ORDER OF THE DISTRICT COURT ENTERED JUNE 21, 2011**

Pursuant to Rule 6(b)(2)(B)(ii) of the Federal Rules of Appellate Procedure, appellee
Lehman Brothers Special Financing Inc. (“LBSF”) hereby submits the following counter-

designation of items to be included in the record for the appeal filed by the Liquidators of Lehman Brothers Australia Limited from this Court's Memorandum and Order Granting Appellee's Motion to Dismiss Appellants' Appeals entered on June 21, 2011 [Docket No. 17]. Appellants did not designate items to be included in the record pursuant to Rule 6(b)(2)(B)(i), but LBSF respectfully submits this counter-designation.

Counter-Designation of the Record on Appeal

LBSF designates the following:

I. DOCUMENTS FILED IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK:

A. Adversary Proceeding No. 10-03545 (JMP):

1. Complaint, filed September 14, 2010 [Docket No. 1].
2. Notice of Entry of Order Staying Avoidance Actions and Granting Certain Relief Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), filed October 29, 2010 [Docket No. 6].
3. Motion of the Dante Noteholders to Intervene, filed January 23, 2011 [Docket No. 9].
4. Declaration of Andrew K. Glenn, filed January 23, 2011 [Docket No. 10].
5. Motion of the Liquidators of Lehman Brothers Australia Limited Seeking to Intervene in the Adversary Proceeding Relating to Certain Swap Transactions, filed January 25, 2011 [Docket No. 11].
6. Plaintiff Lehman Brothers Special Financing Inc.'s Opposition to Motions of "Dante Noteholders" and The Liquidators of Lehman Brothers Australia Limited to Intervene, filed February 9, 2011 [Docket No. 13].
7. Declaration of Robert H. Hershman in Support of Plaintiff Lehman Brothers Special Financing Inc.'s Opposition to Motions of "Dante Noteholders" and The Liquidators of Lehman Brothers Australia Limited to Intervene, filed February 11, 2011 [Docket No. 14].
8. The Liquidators of Lehman Brothers Australia Limited's Reply in Support of Their Motion Seeking to Intervene in the Adversary Proceeding Relating to Certain Swap Transactions, filed February 14, 2011 [Docket No. 16].

9. Order Denying Motions of the Dante Noteholders and the Liquidators of Lehman Brothers Australia Limited to Intervene, entered February 18, 2011 [Docket No. 19].
10. Notice of Appeal from the Order Denying Motions of the Dante Noteholders and the Liquidators of Lehman Brothers Australia Limited to Intervene Entered on February 18, 2011, filed on February 25, 2011 [Docket No. 20].
11. Notice of Appeal to the United States District Court for the Southern District of New York, filed on March 4, 2011 [Docket No. 21].
12. Transcript of Hearing dated February 16, 2011 [Docket No. 22].

B. Adversary Proceeding No. 09-01242 (JMP):

13. Memorandum of Law of BNY Corporate Trustee Services Limited in Support of Motion for Dismissal of Complaint or Other Relief, filed on June 22, 2009 [Docket No. 16].
14. Plaintiff Lehman Brothers Special Financing Inc.'s Opposition to BNY Corporate Trustee Services Limited's Motion for Dismissal of Complaint, filed July 16, 2009 [Docket No. 30].
15. Reply Memorandum of Law in Further Support of Motion of BNY Corporate Trustee Services Limited for Dismissal of Complaint or Other Relief, filed on August 3, 2009 [Docket No. 37].
16. Order Denying the Motion to Dismiss Filed by BNY Corporate Trustee Services Limited, entered on August 12, 2009 [Docket No. 43].
17. Transcript of Hearing held on August 11, 2009 [Docket No. 49, Exhibit A].
18. Memorandum of Law in Support of Motion for Summary Judgment of BNY Corporate Trustee Services Limited, filed on September 25, 2009 [Docket No. 61].
19. Memorandum of Law in Opposition to Plaintiff Lehman Brothers Special Financing Inc.'s Motion for Summary Judgment, filed on October 23, 2009 [Docket No. 66].
20. Reply Memorandum of Law in Further Support of BNY's Motion for Summary Judgment, filed on November 9, 2009 [Docket No. 78].

C. Case No. 08-13555 (JMP):

21. Limited Objection of The Bank of New York Mellon, The Bank of New York Mellon Trust Company, N.A. and BNY Corporate Trustee Services Limited to Debtors' Motion for an Order Pursuant to Sections 105 and 365 of the Bankruptcy Code to

Establish Procedures for the Settlement or Assumption and Assignment of Prepetition Derivatives Contracts, dated November 28, 2008 [Docket No. 1892].

22. Limited Objection of The Bank of New York Mellon, The Bank of New York Mellon Trust Company, N.A. and BNY Corporate Trustee Services Limited to Debtors' Motion Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 3007 and 9019(b) for Approval of (I) Claim Objection Procedures and (II) Settlement Procedures, dated January 6, 2010 [Docket No. 6505].
23. Debtors' Motion, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), to Stay Avoidance Actions and Grant Certain Related Relief, dated September 15, 2010 [Docket No. 11389].
24. Order Staying Avoidance Actions and Granting Certain Related Relief Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), entered October 20, 2010 [Docket No. 12199].
25. Transcript of Hearing Held on October 20, 2010 [Docket No. 12420].
26. Debtors' Motion Pursuant to Section 105(a) of the Bankruptcy Code and General Order M-390 For Authorization to Implement Alternative Dispute Resolution Procedures For Affirmative Claims of the Debtors Under Derivative Transactions With Special Purpose Vehicle Counterparties, filed November 24, 2010 [Docket No. 13009].
27. Debtors' Motion Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure for Approval of a Settlement Among Lehman Brothers Special Financing, Inc., BNY Corporate Trustee Services Limited, Perpetual Trustee Company Limited, and Others, Relating to Certain Swap Transactions with Saphir Finance Public Limited Company, filed November 24, 2010 [Docket No. 13051].
28. Limited Objection of the Belmont Noteholders to the Debtors' Motion Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure for Approval of a Settlement Among Lehman Brothers Special Financing Inc., BNY Corporate Trustee Services Limited, Perpetual Trustee Company Limited, and Others, Relating to Certain Swap Transactions With Saphir Finance Public Limited Company, dated December 8, 2010 [Docket No. 13318].
29. Notice of Withdrawal of Limited Objection of Lehman Brothers Australia Limited to Debtors' Motion Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure for Approval of a Settlement Among Lehman Brothers Special Financing Inc., BNY Corporate Trustee Services Limited, Perpetual Trustee Company Limited, and Others, Relating to Certain Swap Transactions with Saphir Finance Public Limited Company, dated December 14, 2010 [Docket No. 13448].
30. Notice of Withdrawal of Limited Objection of the Belmont Noteholders to the Debtors' Motion Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure

for Approval of a Settlement Among Lehman Brothers Special Financing Inc., BNY Corporate Trustee Services Limited, Perpetual Trustee Company Limited, and Others, Relating to Certain Swap Transactions With Saphir Finance Public Limited Company, dated December 15, 2010 [Docket No. 13497].

31. Alternative Dispute Resolution Procedures Order For Affirmative Claims of the Debtors Under Derivative Transactions With Special Purpose Vehicle Counterparties, filed March 3, 2011 [Docket No. 14789].
32. Order Extending the Stay of Avoidance Actions and Granting Certain Related Relief Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), entered June 16, 2011 [Docket No. 17763].

II. DOCUMENTS FILED IN THE UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

Case No. 1:11-cv-2784 (CM)

33. Notice of Appeal From the Bankruptcy Court to the S.D.N.Y. from the Order of Judge James M. Peck dated February 18, 2011, filed April 25, 2011 [Docket No. 1].
34. Appellee Lehman Brothers Special Financing Inc.'s Motion to Dismiss the Appeals of The Dante Noteholders and The Liquidators of Lehman Brothers Australia Limited, filed May 9, 2011 [Docket No. 6].
35. Appellants Dante Noteholders' and The Liquidators of Lehman Brothers Australia Limited's Opposition to the Appellee Lehman Brothers Special Financing Inc.'s Motion to Dismiss, filed May 23, 2011 [Docket No. 9].
36. Appellee Lehman Brothers Special Financing Inc.'s Reply to the Opposition of the "Dante Noteholders" and The Liquidators of Lehman Brothers Australia Limited to the Motion to Dismiss, filed June 6, 2011 [Docket No. 15].
37. Memorandum and Order Granting Appellee's Motion to Dismiss Appellants' Appeals, entered June 21, 2011 [Docket No. 17].
38. Clerk's Judgment for the Reasons Stated in the Court's Memorandum and Order, entered June 24, 2011 [Docket No. 18].
39. Notice of Appeal from Memorandum and Order, filed July 22, 2011 [Docket No. 19].

Dated: New York, New York
August 18, 2011

/s/ Richard W. Slack

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