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Counsel for Joint Official Liquidators

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

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In re:	:	Chapter 15
	:	
BEAR STEARNS HIGH-GRADE STRUCTURED	:	Case No. 07-12383 (BRL)
CREDIT STRATEGIES MASTER FUND, LTD.	:	
(IN PROVISIONAL LIQUIDATION) <sup>1</sup>	:	
	:	
Debtor in a Foreign Proceeding.	:	
-----	X	
In re:	:	Chapter 15
	:	
BEAR STEARNS HIGH-GRADE STRUCTURED	:	Case No. 07-12384 (BRL)
CREDIT STRATEGIES ENHANCED LEVERAGE	:	
MASTER FUND, LTD.	:	
(IN PROVISIONAL LIQUIDATION)	:	
	:	
Debtor in a Foreign Proceeding.	:	
-----	X	

**APPELLANTS' STATEMENT OF ISSUES ON APPEAL  
 AND DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, Simon Lovell Clayton Whicker and Kristen Beighton, as the joint official liquidators<sup>2</sup> and the duly-

<sup>1</sup> On September 14, 2007, the Grand Court of the Cayman Islands, the court presiding over the Foreign Proceedings (as defined below) entered orders (the "Official Liquidation Orders") with respect to both Foreign Debtors (as defined below) converting the Foreign Proceedings from the provisional liquidation stage to the official liquidation stage.

<sup>2</sup> Pursuant to the Official Liquidation Orders, the joint provisional liquidators became the joint official liquidators.

authorized foreign representatives of Bear Stearns High-Grade Structured Credit Strategies Master Fund, Ltd. (in Official Liquidation) and Bear Stearns High-Grade Structured Credit Strategies Enhanced Leverage Master Fund, Ltd. (in Official Liquidation) (together, the “Foreign Debtors” or “Appellants”) in the above-captioned cases, by their undersigned counsel, Akin Gump Strauss Hauer & Feld LLP, submit the following statement of issues to be presented and designation of items for inclusion in the record on appeal, including all exhibits and/or attachments to each, in connection with the Notice of Appeal filed by the Appellants from the Decision and Order Denying Recognition of Foreign Proceeding, dated August 30, 2007, as amended by the Amended Decision and Order Denying Recognition of Foreign Proceeding, dated September 5, 2007 issued by the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

#### **STATEMENT OF ISSUES ON APPEAL**

1. Whether the Bankruptcy Court erred in concluding that the Foreign Debtors’ centers of main interest are not located in the Cayman Islands and that therefore the Foreign Debtors’ pending winding up proceedings in the Cayman Islands (the “Foreign Proceedings”) are not entitled to recognition as foreign main proceedings pursuant to 11 U.S.C. § 1517(b)(1).
2. Whether the Bankruptcy Court erred in concluding that the Foreign Debtors do not have an “establishment” in the Cayman Islands and that therefore the Foreign Proceedings are not entitled to recognition as foreign nonmain proceedings pursuant to 11 U.S.C. § 1517(b)(2).

**DESIGNATION OF RECORD ON APPEAL**

**1. Filings for Bear Stearns High-Grade Structured Credit Strategies Master Fund, Ltd. (in Provisional Liquidation), Docket No. 07-12383**

<b>Record No.</b>	<b>Filing Date</b>	<b>Docket No.</b>	<b>Docket Text</b>
1	7/31/07	1	Chapter 15 Petition for Recognition of Foreign Proceeding
2	7/31/07	2	Verified Petition for Recognition of Foreign Main Proceeding Pursuant to Sections 1515 and 1517 of the Bankruptcy Code and Related Relief
3	7/31/07	3	Exhibit E to Verified Petition Proposed Notice of Filing
4	7/31/07	4	Ex Parte Application for Order to Show Cause with Temporary Restraining Order and, After Notice and a Hearing, a Preliminary Injunction, Pursuant to Sections 105(a) and 1519 of the Bankruptcy Code
5	8/1/07	7	Order to Show Cause with Temporary Restraining Order
6	8/1/07	8	Notice of Filing, Hearing on, and Deadline to Respond to Petition Under Chapter 15 of the United States Bankruptcy Code
7	8/1/07	9	Summons in an Ancillary to a Foreign Proceeding Pursuant to 11 U.S.C. Section Chapter 15 filed by Clerk's Office of the U.S. Bankruptcy Court
8	8/9/07	15	Preliminary Injunction Order
9	8/14/07	17	Transcript of Hearing Held on 8/9/07 Re: Order to Show Cause for Preliminary Injunction
10	8/14/07	18	Statement of Merrill Lynch, Pierce, Fenner & Smith, Inc., Merrill Lynch International

			and Merrill Lynch Capital Services, Inc. Regarding Debtors' Petitions and Verified Petitions Seeking Recognition of Foreign Main Proceedings Pursuant to 11 U.S.C. 1515 and 1517
11	8/24/07	20	Joint Memorandum of Law in Support of Recognition of Foreign Proceedings as Foreign Main Proceedings
12	8/28/07	23	Transcript of Hearing Held on 8/27/07 Re: Hearing to Consider Petition for Recognition

**2. Filings for Bear Stearns High-Grade Structured Credit Strategies Enhanced Leverage Master Fund, Ltd. (in Provisional Liquidation), Docket No. 07-12384**

<b>Record No.</b>	<b>Filing Date</b>	<b>Docket No.</b>	<b>Docket Text</b>
13	7/31/07	1	Chapter 15 Petition for Recognition of Foreign Proceeding
14	7/31/07	2	Verified Petition for Recognition of Foreign Main Proceeding Pursuant to Sections 1515 and 1517 of the Bankruptcy Code and Related Relief
15	7/31/07	3	Ex Parte Application for Order to Show Cause with Temporary Restraining Order and, After Notice and a Hearing, a Preliminary Injunction, Pursuant to Sections 105(a) and 1519 of the Bankruptcy Code
16	8/1/07	6	Order to Show Cause with Temporary Restraining Order
17	8/1/07	7	Notice of Filing, Hearing on, and Deadline to Respond to Petition Under Chapter 15 of the United States Bankruptcy Code
18	8/1/07	8	Summons in an Ancillary to a Foreign Proceeding Pursuant to 11 U.S.C. Section Chapter 15 filed by Clerk's Office of the

			U.S. Bankruptcy Court
19	8/9/07	14	Preliminary Injunction Order
20	8/14/07	16	Transcript of Hearing Held on 8/9/07 Re: Order to Show Cause for Preliminary Injunction
21	8/14/07	17	Statement of Merrill Lynch, Pierce, Fenner & Smith, Inc., Merrill Lynch International and Merrill Lynch Capital Services, Inc. Regarding Debtors' Petitions and Verified Petitions Seeking Recognition of Foreign Main Proceedings Pursuant to 11 U.S.C. 1515 and 1517
22	8/24/07	19	Joint Memorandum of Law in Support of Recognition of Foreign Proceedings as Foreign Main Proceedings
23	8/28/07	21	Transcript of Hearing Held on 8/27/07 Re: Hearing to Consider Petition for Recognition

Dated: September 20, 2007  
New York, NY

**AKIN GUMP STRAUSS HAUER & FELD LLP**

By: /s/ Fred S. Hodara  
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