

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

In re

MF GLOBAL INC.,

Debtor.

Case No. 11-2790 (MG) SIPA

**ORDER GRANTING EMERGENCY MOTION OF JAMES W. GIDDENS, TRUSTEE  
FOR THE LIQUIDATION OF MF GLOBAL INC., FOR AN ORDER APPROVING THE  
TRANSFER OF CERTAIN SEGREGATED CUSTOMER COMMODITY POSITIONS  
AND EXTENDING THE TRUSTEE'S AUTHORIZATION TO OPERATE THE  
BUSINESS OF MF GLOBAL INC. IN THE ORDINARY COURSE**

Upon consideration of the emergency motion (the "Emergency Motion") of James W. Giddens (the "Trustee"), as Trustee for the liquidation of the business of MF Global Inc. ("MFGI") under the Securities Investor Protection Act of 1970, as amended ("SIPA"), 15 U.S.C. § 78aaa *et seq.*, pursuant to SIPA § 78fff-1(b), §§ 105(a), 764, and 766(c) of title 11 of the United States Code (the "Bankruptcy Code"), and 17 C.F.R. §§ 190.01 through 190.10 (the "Part 190 Regulations"), for entry of an order approving the transfer (the "Account Transfers") to other futures commission merchants ("FCM") of certain segregated customer account positions of MFGI's clients ("Customer Account Positions") cleared at specific derivatives clearing organizations ("DCOs"), and, pursuant to Bankruptcy Code § 721, extending, for a one-day extension, the Trustee's authorization under the MFGI Liquidation Order (as that term is defined herein) to operate the business of MFGI in the ordinary course until 6:00 p.m. on November 4, 2011; and the Court having jurisdiction to consider the Emergency Motion and relief requested therein pursuant to SIPA § 78eee(b)(4); and it appearing that due and proper notice of the Emergency Motion and the relief requested therein having been given and no other further notice needing to be given; and SIPC having approved the Account Transfers as described in the

Emergency Motion; and the CFTC having not disapproved of the Account Transfers as described in the Emergency Motion, as required by 17 C.F.R. 190.06(g)(2)(i)(B); and the Court having reviewed the Emergency Motion and determined that the legal and factual bases set forth in the Emergency Motion establish just cause for relief granted herein, to wit, that the Account Transfers described in the Emergency Motion and set forth below will effectuate the terms and purpose of the Order of the District Court entered on October 31, 2011 commencing this liquidation (the “MFGI Liquidation Order”) and are appropriate exercises of the Trustee’s authority pursuant to the MFGI Liquidation Order, SIPA § 78fff-1(b), Bankruptcy Code §§ 105(a), 764, and 766(c), and the Part 190 Regulations; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Emergency Motion is granted in all respects; and it is further

ORDERED that, pursuant to Bankruptcy Code § 721, the Trustee’s authorization under the MFGI Liquidation Order to operate the business of MFGI in the ordinary course is extended, for a one-day extension, until 6:00 p.m. on November 4, 2011; and it is further

ORDERED that, under SIPA § 78fff-1(b), Bankruptcy Code § 766(c) and the Part 190 Regulations:

(a) The Trustee is authorized and shall use his best efforts to complete the Account Transfers to one or more selected FCMs (the “Transferees”) that have agreed to accept such Customer Account Positions, together with the minimum clearing-level collateral required to be maintained with respect to such Customer Account Positions (or such other collateral amount agreed to by the Trustee and Facilitating DCOs);

(b) The Transferees shall not have any liability or responsibility for: (i) any claim against MFGI or against an insider of MFGI, including, but not limited to, any claims

relating to MFGI's failure to segregate customer funds; or (ii) any Customer Account Positions or customer property that is not transferred to the Transferees by the Trustee, nor shall the Transferees, by accepting such Customer Account Positions, assume any liability for anything that occurred before the Customer Account Positions were transferred to the Transferees;

(c) Without limiting the effect or scope of the foregoing, the Account Transfers do not and will not subject the Transferees or their affiliates, successors or assigns to any liability for any claims (as that term is defined in § 101(5) of the Bankruptcy Code) against MFGI by reason of such transfer under the laws of the United States or any state, territory or possession thereof applicable to such transactions;

(d) Neither the Transferees nor their affiliates, successors or assigns shall be deemed, as a result of any action taken in connection with the Account Transfers to: (i) be a successor to MFGI; (ii) have, de facto or otherwise, merged with or into MFGI; or (iii) be a continuation or substantial continuation of MFGI or any enterprise of MFGI;

(e) Neither the Transferees nor their affiliates, successors or assigns is acquiring or assuming any liability, warranty or other obligation of MFGI; and it is further

ORDERED that the Trustee—upon the direction of the CFTC and upon the advice and approval of SIPC—shall allow any customer who wishes to transfer Customer Account Positions to another FCM to do so, but, except as provided for in paragraphs (a), no customer may transfer any funds, including any collateral for such Customer Account Positions; and it is further

ORDERED that the Account Transfers may not be avoided under Bankruptcy Code § 764(b); and it is further

ORDERED that the Trustee will seek and may use the assistance of the Chicago Mercantile Exchange ("CME"), and any other registered DCOs that agree to facilitate the

Account Transfers (collectively, the “Facilitating DCOs”), and the Facilitating DCOs will cooperate in the Account Transfers, including providing accountings and other assistance already and continuing to do so; and it is further

ORDERED that the Facilitating DCOs are hereby authorized to consummate the Account Transfers to the Transferees, and to take all other actions reasonably necessary in furtherance thereof to complete the Account Transfers directed by the Trustee, and shall have no liability for any actions taken in furtherance of this order; provided, however, that nothing herein shall be deemed to preclude, limit, or in any way impair the Facilitating DCOs from unilaterally liquidating any positions, including positions designated to be transferred by the Trustee to the Transferees, or from taking other actions consistent with and in accordance with applicable law.

ORDERED that the completion of the Account Transfers is approved as a necessary step to implement the MFGI Liquidation Order and the purposes of this SIPA liquidation as described at the time of execution of the MFGI Liquidation Order; and it is further

ORDERED that the Trustee is authorized to execute, deliver, implement and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary to consummate the Account Transfers; and it is further

ORDERED that the Court shall retain exclusive jurisdiction to implement and enforce the provisions of this Order, including all disputes related to the Account Transfers; and it is further

ORDERED that the failure to specifically include any particular provision in this Order shall not diminish or impair the effectiveness of such provision, it being the intent of the Court that the Trustee’s implementation of the Account Transfers be approved in their entirety; and it is further

ORDERED that any stay of this Order provided by the Bankruptcy Rules or other applicable law shall not be applicable to this Order, and this Order shall be effective and enforceable immediately upon entry.

Dated: November 2, 2011  
New York, New York

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge