

JONES DAY

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Counsel for the Creditor Co-Proponents

Counsel for the Chapter 11 Trustee, Co-Proponent

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

-----	X	
	:	
In re	:	Chapter 11
	:	
MF GLOBAL HOLDINGS LTD., et al.,	:	Case No. 11-15059 (MG)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
	:	
-----	X	

**AMENDED THIRTEENTH OMNIBUS OBJECTION OF
PLAN PROPONENTS SEEKING TO RECLASSIFY CERTAIN CLAIMS**

THIS OBJECTION SEEKS TO RECLASSIFY CERTAIN CLAIMS. PARTIES RECEIVING THIS OBJECTION SHOULD REVIEW THE OBJECTION TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OBJECTION AND/OR IN THE EXHIBIT ATTACHED THERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIM(S).

IF YOU HAVE QUESTIONS, PLEASE CONTACT THE CREDITOR CO-PROPONENTS' COUNSEL, LORI SINANYAN, ESQ., AT (213) 243-2533.

¹ The debtors in these chapter 11 cases are MF Global Holdings Ltd.; MF Global Finance USA Inc.; MF Global Capital LLC; MF Global Market Services LLC; MF Global FX Clear LLC; and MF Global Holdings USA Inc. (collectively, the "Debtors").

TO THE HONORABLE MARTIN GLENN, UNITED STATES BANKRUPTCY JUDGE:

1. The Plan Proponents² object to certain proofs of claim that are on account of (i) the purchase or sale of Notes³ (the “Notes Claims”), as listed on Schedule 1 to the proposed order (the “Proposed Order”) attached hereto as Exhibit B, (ii) tax penalties (the “Tax Penalty Claims”), as listed on Schedule 2 to the Proposed Order, or (iii) non-tax fines or penalties (the “Non-Tax Penalty Claims,” and together with the Notes Claims and Tax Penalty Claims, the “Notes and Penalty Claims”), as listed on Schedule 3 to the Proposed Order, and seek entry of the Proposed Order reclassifying the Notes and Penalty Claims as Subordinated Claims pursuant to sections 502(b), 510(b), and 726(a)(4) of the Bankruptcy Code, Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), this Court’s *Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 3007 and 9019(b) for Approval of Claims Objection Procedures and Settlement Procedures* [Docket No. 906] (the “Claims Procedures Order”), this Court’s *Order (I) Approving Disclosure Statement and the Form and Manner of Notice of the Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan, (III) Scheduling Hearing on Confirmation of the Plan, (IV) Approving Related Notice and Objection Procedures, and (V) Approving Certain Pre-Confirmation Matters* [Docket No. 1011] (the “Disclosure Statement Order”), and the Plan. In support of the Objection, the Plan Proponents submit the Declaration of Scott A. Rinaldi, attached hereto as Exhibit A (the “Rinaldi Declaration”).

² The Plan Proponents are the chapter 11 trustee in these chapter 11 cases (the “Chapter 11 Trustee”) and the Creditor Co-Proponents, as defined in the Debtors’ confirmed plan [Docket No. 1267] (the “Plan”). Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

³ Under the Plan, the “Notes” are, collectively, “(a) the 1.875% Convertible Senior Notes due 2016, (b) the 9.00% Convertible Senior Notes due 2038, (c) the 3.375% Convertible Senior Notes due 2018, and (d) the 6.25% Senior Notes due 2016, each as issued under the Indentures.” *See* Plan. § I.A.106.

I. JURISDICTION

2. This Court has jurisdiction over this objection under 28 U.S.C. § 1334.

This matter is a core proceeding under 28 U.S.C. § 157(b). Venue is proper before this Court under 28 U.S.C. §§ 1408 and 1409.

II. BACKGROUND

3. To date, approximately 2,024 administrative, secured, unsecured, and priority proofs of claim have been filed in these chapter 11 cases with asserted liabilities in excess of \$11.4 billion, plus unliquidated amounts. Pursuant to the Claims Procedures Order, the Chapter 11 Trustee may file up to 200 objections to claims per omnibus objection, subject to certain limitations.

4. On April 5, 2013, the Court entered an order confirming the Plan [Docket No. 1288]. After the effective date of the Plan, the Plan Administrator will have the authority to prosecute this Objection. *See* Plan § IV.C.

5. On March 6, 2013, the Plan Proponents filed the *Thirteenth Omnibus Objection of Plan Proponents Seeking to Reclassify Certain Claims* [Docket No. 1163] (the “Original Objection”). In the Original Objection, the Plan Proponents incorrectly identified certain claims filed by the US Commodity Futures Trading Commission (the “CFTC”) as Tax Penalty Claims. *See* Original Objection, Exhibit B, Schedule 2. These claims (the “CFTC Claims”)⁴ are not Tax Penalty Claims, but they are Non-Tax Penalty Claims because they are claims based on fines or penalties under section 726(a)(4) of the Bankruptcy Code. Thus, they belong in Class 7 (Subordinated Claims) under the Plan.⁵

⁴ The CFTC Claims are claims 1553, 1554, 1555, 1556, 1557, and 1558.

⁵ Prior to filing this amended Objection, but subsequent to the filing of the Original Objection, counsel for the Creditor Co-Proponents conferred with counsel for the CFTC to discuss the CFTC Claims and the Plan Proponents’ position that the CFTC Claims should be reclassified as Subordinated Claims.

6. This amended objection (the “Objection”) hereby amends and supersedes the Original Objection to (i) identify the CFTC Claims as Non-Tax Penalty Claims subject to subordination under 11 U.S.C. § 726(a)(4), and (ii) seek to reclassify the CFTC Claims as Subordinated Class 7 Claims under the Plan.⁶

III. OBJECTION AND RELIEF REQUESTED

7. By this Objection and pursuant to sections 502 and 510(b) of the Bankruptcy Code, Bankruptcy Rule 3007, the Claims Procedure Order, and the Plan, the Plan Proponents request that the Court enter the Proposed Order reclassifying the Notes Claims identified on Schedule 1 to the Proposed Order, the Tax Penalty Claims identified on Schedule 2 to the Proposed Order, and the Non-Tax Penalty Claims identified on Schedule 3 to the Proposed Order as Subordinated Claims in Class 7A, 7B, 7C, 7D, 7E, or 7F, as appropriate, under the Plan. The Notes Claims should be reclassified because (i) they are subject to mandatory subordination under section 510(b) of the Bankruptcy Code, and (ii) the Plan provides that the Notes Claims shall be allowed only as Tier 1 Subordinated Claims in Class 7 of the Plan. *See* Plan § III.B.10. The Tax Penalty Claims and Non-Tax Penalty Claims should be reclassified because the Plan provides that they shall be allowed only as Tier 3 Subordinated Claims in Class 7 of the Plan. *See* Plan § III.B.10.

IV. BASIS FOR RELIEF

8. A filed claim is deemed allowed unless a party in interest objects thereto. *See* 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant then has the burden to demonstrate the validity of the claim. *In re Oneida*

⁶ In the Original Objection, the Plan Proponents reserved their right to amend the Original Objection. *See* Original Objection ¶ 19.

Ltd., 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

9. Section 510(b) of the Bankruptcy Code provides that claims “for damages arising from the purchase or sale of [a security of the debtor or an affiliate of the debtor] . . . shall be subordinated to all claims . . . that are senior to or equal the claim . . . represented by such security.” 11 U.S.C. § 510(b).

10. The Bankruptcy Code definition of “security” includes not only equity securities, but also debt securities like notes and bonds. 11 U.S.C. § 101(49). Thus, the plain language of section 510(b) applies to claims for damages arising from the purchase or sale of the Notes because the Notes are “securities” for purposes of section 510(b). *See In re Washington Mut. Inc.*, 442 B.R. 314, 363 (Bankr. D. Del. 2011) (finding that the word “security,” as used in section 510(b), “is defined to include a debt security such as a note or bond”); *In re Bankest Capital Corp.*, 361 B.R. 263, 267 (Bankr. S.D. Fla. 2006) (“The unambiguous language of the statute specifically includes debt securities”); *In re Mid-American Waste Sys., Inc.*, 228 B.R. 816, 825 (Bankr. D. Del. 1999) (“Congress did not limit the application of § 510(b) to equity securities. . . . The Bankruptcy Code defines the term ‘security’ to include a ‘note,’ ‘bond,’ or ‘debenture.’ Thus, by its plain terms § 510(b) is intended to apply to both debtholders and equityholders.”); *see also In re Granite Partners, L.P.*, 208 B.R. 332, 342 (Bankr. S.D.N.Y. 1997) (subordinating debtholder claims under section 510(b)); *In re Geneva Steel Co.*, 281 F.3d 1173, 1177-78 (10th Cir. 2002) (subordinating debtholder claims based on the sale or purchase of bonds because bondholders “accept[] a different and higher risk of insolvency than [] general creditors,” and thus, such claims must be subordinated under section 510(b)).

11. The Plan provides that claims “on account of [the] purchase or sale of Notes, if any, within the meaning of § 510(b) of the Bankruptcy Code, including, if Allowed, any

such Claims of any of the Securities Plaintiffs on account of their purchase or sale of Notes,” shall be allowed as Class 7, Tier 1 Subordinated Claims. *See* Plan § III.B.10.

12. The Notes Claims assert damages arising from the purchase or sale of Notes. Thus, they are subject to subordination and reclassification as Class 7, Tier 1 Subordinated Claims under the Plan. *See* Plan § III.B.10.

13. Section 726(a)(4) of the Bankruptcy Code provides for subordination, to certain other claims, of “any allowed claim, whether secured or unsecured, for any fine, penalty, or forfeiture” 11 U.S.C. § 726(a)(4). This includes both tax penalty claims and non-tax fines and penalties. *See Burden v. United States*, 917 F.2d 115, 118 (3d Cir. 1990) (“Section 726(a)(4) . . . explicitly subordinates non-pecuniary tax penalty claims.”); *In re Best Refrigerated Express, Inc.*, 192 B.R. 503, 510 (Bankr. D. Neb. 1996) (“a prepetition tax negligence penalty may be subordinated to general unsecured claims in a Chapter 11 liquidating plan”); *Texas Am. Oil Corp. v. U.S. Dep’t of Energy*, 44 F.3d 1557, 1570-71 (Fed. Cir. 1995) (government’s claim under the Petroleum Overcharge Distribution and Restitution Act was a penalty claim subject to subordination under section 726(a)(4)). A claim that is not intended to compensate the claimant for actual damages suffered by that claimant is considered a penalty for purposes of section 726(a)(4). *See* 11 U.S.C. § 726(a)(4) (claim is subject to section 726(a)(4) “to the extent that such fine, penalty, forfeiture, or damages are not compensation for actual pecuniary loss suffered by the holder of such claim”); *In re Pheasant Cove LLC*, No. 07-0058, 2008 WL 187529, at *5 (Bankr. D. Idaho Jan. 18, 2008) (claim must be divided between compensatory portion, with priority under 11 U.S.C. § 726(a)(1), and non-compensatory penalty portion, with priority under 11 U.S.C. § 726(a)(4)); *Texas Am.*, 44 F.3d at 1569-70 (government’s statutory claim was not compensatory because the government was not the entity that suffered the actual pecuniary loss); *Pennsylvania Dep’t of Public Welfare v. Davenport*, 495 U.S. 552, 561-62 (1990) (state’s claim

for obligations imposed as a condition of probation in a criminal action was a “penalty” under section 726(a)(4)).

14. The Plan provides that claims “within the meaning of § 726(a)(4) of the Bankruptcy Code” shall be allowed as Class 7, Tier 3 Subordinated Claims. *See* Plan § III.B.10.

15. The Tax Penalty Claims are on account of tax penalties, which are subject to subordination and reclassification as Class 7, Tier 3 Subordinated Claims under the Plan. *See id.* The Non-Tax Penalty Claims are non-tax fines or penalty claims to the extent they arise under the Commodity Exchange Act (the “CEA”) because the CFTC itself has not suffered any pecuniary loss as a result of the Debtors’ conduct. *See Texas Am.*, 44 F.3d at 1569-70; 11 U.S.C. § 726(a)(4). Furthermore, monetary damages available to the CFTC are identified as “fines” and “civil penalties” under the CEA. *See* 7 U.S.C. §§ 13(a)-(e) (identifying “fines” for various felonies under the CEA); 7 U.S.C. § 13a (assessing a “civil penalty” if an entity is “violating or has violated any of the provisions of this chapter or any of the rules, regulations, or orders of the [CFTC] thereunder”); 7 U.S.C. §§ 13a-1(a)-(d) (authorizing the CFTC to enjoin violations of the CEA and to impose various types of “civil penalties”). The CFTC also concedes that its claims are for “taxes or penalties.” *See* Proof of Claim Nos. 1553, 1554, 1555, 1556, 1557, and 1558 (proofs of claim filed by the CFTC identifying such claims as tax or penalty claims in box 5 of the proof of claim form.).

16. Thus, the Plan Proponents request that the Court enter the Proposed Order subordinating and reclassifying the Notes Claims as Tier 1 Subordinated Claims, the Tax Penalty Claims as Tier 3 Subordinated Claims, and the Non-Tax Penalty Claims as Tier 3 Subordinated Claims in Class 7A, 7B, 7C, 7D, 7E, or 7F, as appropriate, under the Plan.

V. RESERVATION OF RIGHTS

17. The Plan Proponents reserve all rights to object on any basis to any Notes and Penalty Claim as to which the Court does not grant the relief requested herein. Without limiting the generality of the foregoing, the Plan Proponents specifically reserve the right to amend this Objection, file additional papers in support of this Objection, or take other appropriate actions, including to: (a) respond to any allegation or defense that may be raised in a response filed in accordance with the Claims Procedures Order by or on behalf of any of the claimants or other interested parties, (b) object further to any Notes and Penalty Claim for which a claimant provides (or attempts to provide) additional documentation or substantiation, and (c) object further to any Notes and Penalty Claim based on additional information that may be discovered upon further review by the Plan Proponents or through discovery.

VI. NOTICE

18. In accordance with the Claims Procedures Order, notice of this Objection has been served on (a) all claimants whose claims are the subject of this Objection, and their counsel, if known, and (b) other parties entitled to notice pursuant to the Court's *Order Pursuant to 11 U.S.C. § 105(a) of the Bankruptcy Code and Fed. R. Bankr. P. 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures* [Docket No. 256] (the "Case Management Order"). The Plan Proponents submit that no other or further notice need be provided.⁷

⁷ Furthermore, this amended Objection is timely filed to be heard at the May 16, 2013 hearing.

WHEREFORE, the Plan Proponents respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem proper.

Dated: April 16, 2013
New York, New York

Respectfully submitted,

/s/ Bruce Bennett

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Bennett L. Spiegel
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ATTORNEYS FOR THE CHAPTER 11
TRUSTEE, CO-PROPONENT

EXHIBIT A

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

-----X	
In re	: Chapter 11
	: :
MF GLOBAL HOLDINGS LTD., et al.,	: Case No. 11-15059 (MG)
	: :
Debtors.¹	: (Jointly Administered)
	: X

**DECLARATION OF SCOTT A. RINALDI IN SUPPORT OF THE AMENDED
THIRTEENTH OMNIBUS OBJECTION OF PLAN PROPONENTS SEEKING TO
RECLASSIFY CERTAIN CLAIMS**

I, Scott A. Rinaldi, hereby declare as follows:

I am a Managing Director with FTI Consulting Inc. (“FTI”). FTI is the financial advisor to the Chapter 11 Trustee. The Chapter 11 Trustee has duly authorized me to make and submit this declaration (the “Declaration”) in support of the *Amended Thirteenth Omnibus Objection Of Plan Proponents Seeking To Reclassify Certain Claims* (the “Objection”), filed pursuant to the *Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 3007 and 9019(b) for Approval of Claims Objection Procedures and Settlement Procedures* [Docket No. 906].²

Except as otherwise indicated, all facts set forth in this Declaration are based on my personal knowledge, upon information supplied to me by the Chapter 11 Trustee’s and the Creditor Co-Proponents’ professionals, upon information learned from the review of relevant

¹ The debtors in these chapter 11 cases are MF Global Holdings Ltd.; MF Global Finance USA Inc.; MF Global Capital LLC; MF Global Market Services LLC; MF Global FX Clear LLC; and MF Global Holdings USA Inc. (collectively, the “Debtors”).

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Objection.

documents by me and the FTI team that works with me on this engagement, or based upon my opinion through my experience and knowledge gained during the claims reconciliation process in these Chapter 11 Cases. If called upon to testify, I can and will testify competently to the facts set forth herein, including that I, or employees of FTI under my supervision and direction, personally reviewed the Notes Claims listed on Schedule 1 to Exhibit B attached to the Objection, the Tax Penalty Claims listed on Schedule 2 to Exhibit B attached to the Objection, and the Non-Tax Penalty Claims listed on Schedule 3 attached to the Objection, as part of the claims reconciliation process in these Chapter 11 Cases.

Based upon such review, I believe that each of the Notes Claims listed on Schedule 1 to Exhibit B attached to the Objection is a claim based upon ownership of Notes and asserts a claim for damages arising from the purchase or sale of Notes, that each of the Tax Penalty Claims listed on Schedule 2 to Exhibit B attached to the Objection is a claim on account of a tax penalty, and that each of the Non-Tax Penalty Claims Listed on Schedule 3 to Exhibit B attached to the Objection is a claim on account of a non-tax fine or penalty.

I declare under penalty of perjury that to the best of my knowledge the foregoing is true and correct.

Dated: April 16, 2013
New York, New York



Scott A. Rinaldi
Managing Director

FTI Consulting, Inc.
3 Times Square, 9th Floor
New York, New York 10036
Phone: 212-247-1010
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EXHIBIT B

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

-----X
: **Chapter 11**
: **Case No. 11-15059 (MG)**
: **(Jointly Administered)**
-----X

In re
MF GLOBAL HOLDINGS LTD., et al.,
Debtors.¹

**ORDER GRANTING THE AMENDED THIRTEENTH OMNIBUS OBJECTION OF
PLAN PROPONENTS SEEKING TO RECLASSIFY CERTAIN CLAIMS**

This matter coming before the Court on the *Amended Thirteenth Omnibus Objection of Plan Proponents Seeking to Reclassify Certain Claims* (the “Objection”);² the Court having reviewed the Objection and the Rinaldi Declaration, and having heard the statements of counsel regarding the relief requested in the Objection at a hearing before the Court (the “Hearing”); the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (iv) notice of the Objection and the Hearing was adequate and in compliance with the Case Management Order, the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules; and the Court having found and determined that the relief sought in the Objection is in the best interests of the Debtors’ estates and their creditors and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

¹ The debtors in these chapter 11 cases are MF Global Holdings Ltd.; MF Global Finance USA Inc.; MF Global Capital LLC; MF Global Market Services LLC; MF Global FX Clear LLC; and MF Global Holdings USA Inc. (collectively, the “Debtors”).

² Capitalized terms not otherwise defined herein have the meanings given to them in the Objection.

IT IS HEREBY ORDERED THAT:

1. The Objection is SUSTAINED.
2. Pursuant to § 502(b), § 510(b) and § 726(a)(4) of the Bankruptcy Code, Rule 3007 of the Bankruptcy Rules, the Claims Procedures Order, and the Plan, (i) the Notes Claims listed on Schedule 1 attached hereto are hereby reclassified as Tier 1 Subordinated Claims in Class 7A, 7B, 7C, 7D, 7E or 7F, as appropriate, under the Plan, (ii) the Tax Penalty Claims listed on Schedule 2 attached hereto are hereby reclassified as Tier 3 Subordinated Claims in Class 7A, 7B, 7C, 7D, 7E or 7F, as appropriate, under the Plan, and (iii) the Non-Tax Penalty Claims listed on Schedule 3 attached hereto are hereby reclassified as Tier 3 Subordinated Claims in Class 7A, 7B, 7C, 7D, 7E, or 7F, as appropriate, under the Plan.
3. To the extent the relief requested in the Objection is not granted herein as to any particular Notes and Penalty Claim, the Plan Proponents may object to such Notes and Penalty Claim in the future on any basis.
4. The Notes and Penalty Claims, as reclassified in Class 7A, 7B, 7C, 7D, 7E, or 7F, as appropriate, under the Plan are neither allowed nor disallowed at this time, and are subject to any future objections on any basis.
5. The reclassification of the Notes and Penalty Claims does not constitute any admission or finding with respect to such Claims, and the Plan Proponents' rights to object on any basis is hereby preserved.
6. The Plan Proponents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.
7. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.

8. This Court shall retain jurisdiction with respect to all matters arising from
or related to the implementation of this Order.

Dated: _____, 2013
New York, New York

UNITED STATES BANKRUPTCY JUDGE

SCHEDULE 1

MF Global Holdings Ltd., et al. Schedule 1 to Exhibit B - Reclassify Claims to Class 7

Note: Claimants are listed alphabetically by last name or by entity name.

SEQ NO.	NAME	CLAIM NO.	DATE FILED	CLAIMED DEBTOR	CASE NO.	CLAIM AMOUNT
1	ALLABAUGH, JOHN R 21 SPRUCE AVE PLAINS, PA 18705	904	08/15/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$10,435.83
2	APOLLO INVESTMENTS OF NV LP ATTN PAUL SAKMAR 5739 CARROLLTON CT ROCHESTER HILLS, MI 48306	520	07/30/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$44,000.00
3	BUCKLAN, PHYLLIS AND BARNETT 176 E 77TH ST APT 5D NEW YORK, NY 10075	561	07/30/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$2,093.37
4	BUELL, HELEN 120 N VAL VISTA DR #19 MESA, AZ 85213	1095	08/20/12	MF Global Holdings Ltd.	11-15059	Secured: \$2,539.35
5	BURNS, FRED L 1108 HANOVER RD YORK, PA 17408	406	07/25/12	MF Global Holdings Ltd.	11-15059	Secured: Unliquidated Priority: \$3,960.00
6	CARR, EDWARD A 2331 DUE WEST DR THE VILLAGES, FL 32162	723	08/07/12	MF Global Holdings Ltd.	11-15059	Unliquidated
7	CHRISTMAN FAMILY TRUST 1904 CENTENNIAL DR GREAT FALLS, MT 59404	377	07/23/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$14,467.38
8	DAWSON, JIMMIE PO BOX 1383 LOS GATOS, CA 95031	1653	08/23/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$1,103.99
9	DIXON, JEANNETTE 414 N FIR JENKS, OK 74037	859	08/13/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$1,111.91
10	ELAINE M BERSON (IRA) 3 STERLINGTON RD STERLINGTON, NY 10974	847	08/13/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$41,760.67
11	GLACE, RAYMOND 128 SYCAMORE DR LANGHORNE, PA 19053	725	08/07/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$6,290.95

MF Global Holdings Ltd., et al. Schedule 1 to Exhibit B - Reclassify Claims to Class 7

Note: Claimants are listed alphabetically by last name or by entity name.

SEQ NO.	NAME	CLAIM NO.	DATE FILED	CLAIMED DEBTOR	CASE NO.	CLAIM AMOUNT
12	GUNDLACH, RUTH A S 7 LESLIE LN WALLINGFORD, PA 19086	724	08/07/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$7,157.26
13	HACKETT, GERALD 15 THOMSEN RD HAMPTON, NH 03842	1114	08/20/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$552.00
14	HALL, VALERIE A 1909 9TH AVE E POB 25 UNIVERSITY PARK, IA 52595	1598	08/22/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$10,888.39
15	HOPPE, JOHN FOY 715 WALNUT ST HAZARD, KY 41701	535	07/30/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$349.86
16	HYNDS, LINN AND PATRICIA 3439 FIRST AVE ST JAMES CITY, FL 33956	645	08/04/12	MF Global Holdings Ltd.	11-15059	Priority: \$68,550.00
17	LAZARE, HARVEY M 73 BUTTONWOOD DR DIX HILLS, NY 11746	563	07/30/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$2,473.44
18	PAUL A SAKMAR TRUST C/O PAUL A SAKMAR 5739 CARROLLTON CT ROCHESTER HILLS, MI 48306	519	07/30/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$43,000.00
19	ROBERT TURTZ TRADITIONAL IRA VILLAGE AT OCTOBER MOUNTAIN, 880 EAST ST UNIT 14B LEE, MA 01238	959	08/17/12	MF Global Holdings Ltd.	11-15059	Secured: \$10,394.81
20	ROSEBORO, RALPH W 200 ROYAL HORSE WAY REINHOLDS, PA 17569	511	07/30/12	MF Global Holdings Ltd.	11-15059	Priority: \$15,239.85
21	SCHWARTZ, MARTIN AND JUDITH G 58 WESTCOTT RD PRINCETON, NJ 08540	1779	09/22/12	MF Global Holdings Ltd.	11-15059	Secured: \$24,884.06* Priority: Unliquidated
22	SEBEO, LUCIEN 33 AVENUE PAUL DOUMER 75116 PARIS FRANCE	890	08/14/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$20,352.88

MF Global Holdings Ltd., et al. Schedule 1 to Exhibit B - Reclassify Claims to Class 7

Note: Claimants are listed alphabetically by last name or by entity name.

SEQ NO.	NAME	CLAIM NO.	DATE FILED	CLAIMED DEBTOR	CASE NO.	CLAIM AMOUNT
23	THE SIMON FAMILY TRUST U/A 10-17-02 ATTN FRED M SIMON & DENISE A SIMON TTEE 27 BUCKSKIN RD BELL CANYON, CA 91307	853	08/13/12	MF Global Holdings Ltd.	11-15059	Secured: \$29,030.00
24	STEWART FRISCH R/O IRA 7412 VIA SISTINA ST LAS VEGAS, NV 89131	1162	08/20/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$14,638.00
25	TRAUB, GERALD A 15 GREENLEAF HILL GREAT NECK, NY 11023	562	07/30/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$4,186.74
26	U/W STANLEY E SMITH STANLEY E SMITH TRUST SAMUEL A SMITH TTEE C/O SAMUEL A SMITH MD 200 SUFFOLK CRES BRENTWOOD, TN 37027	588	08/01/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$3,258.85
27	VIRGINIA RETIREMENT SYSTEM C/O COLE SCHOTZ MEISEL FORMAN & LEONARD PA ATTN JOHN H DRUCKER ESQ 900 THIRD AVE 16TH FL NEW YORK, NY 10022	1374	08/22/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$8,141,865.11*
28	WATTS, CLAYTON 26351 VIA LARA MISSION VIEJO, CA 92691	379	07/23/12	MF Global Holdings Ltd.	11-15059	Unsecured: \$2,207.99
29	ZAPPALA, RICHARD A 6800 SE HARBOR CIR STUART, FL 34996	1195	08/20/12	MF Global Holdings Ltd.	11-15059	Secured: Unliquidated Unsecured: \$300,000.00
					TOTAL:	\$8,826,792.69

* Denotes an unliquidated component.

SCHEDULE 2

MF Global Holdings Ltd., et al.
Schedule 2 to Exhibit B - Reclassify Tax Penalty Claims to Class 7

Note: Claimants are listed alphabetically by last name or by entity name.

SEQ NO.	NAME	CLAIM NO.	DATE FILED	CLAIMED DEBTOR	CASE NO.	CLAIM AMOUNT	PENALTY AMOUNT TO BE MOVED TO CLASS 7
1	CITY OF NEW YORK DEPARTMENT OF FINANCE ATTN SAUL T FISHMAN OF COUNSEL TO THE SPECIAL ASSISTANT CORPORATION COUNSEL 345 ADAMS ST 3RD FL BROOKLYN, NY 11201	206	06/05/12	MF Global Holdings Ltd.	11-15059	Priority: \$15,090,121.00*	\$2,318,448.00
2	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812	721	08/03/12	MF Global Holdings USA Inc.	12-10863	Priority: \$825.71	\$26.00
3	GEORGIA DEPARTMENT OF REVENUE COMPLIANCE DIVISION BANKRUPTCY SECTION 1800 CENTURY BLVD NE STE 17200 ATLANTA, GA 30345	173	05/11/12	MF Global Finance USA Inc.	11-15058	Secured: \$0.00 Priority: \$1,725.51 Unsecured: \$734.49	\$734.00
4	JACKSON COUNTY DIRECTOR OF COLLECTIONS JACKSON COUNTY - COLLECTIONS DEPT ATTN BANKRUPTCY 415 E 12TH ST STE 100 KANSAS CITY, MO 64106	33	12/16/11	MF Global Holdings Ltd.	11-15059	Priority: \$2,123.65	\$195.00
5	NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205	36	12/05/11	MF Global Holdings Ltd.	11-15059	Priority: \$1,030.06* Unsecured: \$250.00*	\$250.00
6	NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205	225	06/27/12	MF Global Finance USA Inc.	11-15058	Admin: \$4,928.34	\$48.00
7	NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205	1760	09/04/12	MF Global Holdings USA Inc.	12-10863	Priority: \$6,980,714.78* Unsecured: \$1,510,512.64*	\$1,510,513.00
8	NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205	1761	09/04/12	MF Global Finance USA Inc.	11-15058	Priority: \$13,747,316.11* Unsecured: \$4,668,623.24	\$3,567,691.00
						TOTAL:	\$7,397,905.00

* Denotes an unliquidated component.

SCHEDULE 3

MF Global Holdings Ltd., et al. Schedule 3 to Exhibit B - Reclassify Non-Tax Penalty Claims to Class 7

Note: Claimants are listed alphabetically by last name or by entity name.

SEQ NO.	NAME	CLAIM NO.	DATE FILED	CLAIMED DEBTOR	CASE NO.	CLAIM AMOUNT	PENALTY AMOUNT TO BE MOVED TO CLASS 7
1	US COMMODITY FUTURES TRADING COMMISSION ATTN ROBERT A SCHWARTZ ASSIST GENERAL COUNSEL THREE LAFAYETTE PLAZA 1155 21ST ST NW WASHINGTON, DC 20581	1553	08/22/12	MF Global Holdings USA Inc.	12-10863	Unliquidated	\$1.00
2	US COMMODITY FUTURES TRADING COMMISSION ATTN ROBERT A SCHWARTZ ASSIST GENERAL COUNSEL THREE LAFAYETTE PLAZA 1155 21ST ST NW WASHINGTON, DC 20581	1554	08/22/12	MF Global FX Clear LLC	11-15810	Unliquidated	\$1.00
3	US COMMODITY FUTURES TRADING COMMISSION ATTN ROBERT A SCHWARTZ ASSIST GENERAL COUNSEL THREE LAFAYETTE PLAZA 1155 21ST ST NW WASHINGTON, DC 20581	1555	08/22/12	MF Global Market Services LLC	11-15809	Unliquidated	\$1.00
4	US COMMODITY FUTURES TRADING COMMISSION ATTN ROBERT A SCHWARTZ ASSIST GENERAL COUNSEL THREE LAFAYETTE PLAZA 1155 21ST ST NW WASHINGTON, DC 20581	1556	08/22/12	MF Global Capital LLC	11-15808	Unliquidated	\$1.00
5	US COMMODITY FUTURES TRADING COMMISSION ATTN ROBERT A SCHWARTZ ASSISTANT GENERAL COUNSEL THREE LAFAYETTE PLAZA 1155 21ST ST NW WASHINGTON, DC 20581	1557	08/22/12	MF Global Finance USA Inc.	11-15058	Unliquidated	\$1.00
6	US COMMODITY FUTURES TRADING COMMISSION ATTN ROBERT A SCHWARTZ ASSISTANT GENERAL COUNSEL THREE LAFAYETTE PLAZA 1155 21ST ST NW WASHINGTON, DC 20581	1558	08/22/12	MF Global Holdings Ltd.	11-15059	Unliquidated	\$1.00