

**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)

:

: (Joint Administration Requested)

Debtors. :

-----x

**DECLARATION OF LAURIE R. FERBER PURSUANT TO
LOCAL BANKRUPTCY RULE 1007-2 AND IN SUPPORT OF CHAPTER 11
PETITIONS AND VARIOUS FIRST-DAY MOTIONS**

I, Laurie R. Ferber, declare as follows, under penalty of perjury:

1. I am the General Counsel and Executive Vice President of MF Global Holdings Ltd. (“MF Holdings”)¹ and Executive Vice President and a director of MF Global Finance USA Inc. (“MF Finance,” and together with MF Holdings, the “Initial Debtors”). MF Holdings is the ultimate parent of the recently-filed debtors MF Global Capital LLC, MF Global FX Clear LLC and MF Global Market Services, LLC, (the “New Debtors,” and together with the Initial Debtors, the “Debtors,” and the Debtors, collectively with their non-Debtor subsidiaries and affiliates, the “Company” or “MF Global”). I am authorized to submit this declaration (the “Ferber Declaration”) on behalf of each of the New Debtors.² As a result of my tenure with the Debtors, my review of relevant documents, my discussions with other members of the Debtors’ management team, relevant employees and various professionals of the Initial Debtors’ and New

¹ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the relevant First-Day Motion.

² By way of reference, on October 31, 2011, a separate declaration was submitted by Bradley I. Abelow, President and Chief Operating Officer of MF Holdings, in support of the Initial Debtors’ chapter 11 petitions and various first day applications and motions.

Debtors' estates, I am familiar with the Debtors' former operations, current wind-down efforts, business affairs, and books and records.

2. I submit this Ferber Declaration pursuant to Rule 1007-2 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules") in support of the New Debtors' petitions for relief under chapter 11 of title 11 of the United States Code, as amended (the "Bankruptcy Code") and for relief in the form of motions and applications (the "First-Day Motions"), including the Motion for Order Under 11 U.S.C. § 105 Directing that Certain Orders in Chapter 11 Cases of MF Global Holdings Ltd., et al. be Made Applicable to Chapter 11 Cases of MF Global Capital LLC, MF Global FX Clear LLC and MF Global Market Services, LLC, which would incorporate the Order Pursuant to 11 U.S.C. § 1104 and Fed. R. Bankr. P. 2007.1 Directing Appointment of Chapter 11 Trustee (the "Appointment Order") to the New Debtors' cases.³ It is my belief that a smooth transition into chapter 11 for the New Debtors requires an expanded appointment for the chapter 11 trustee, Louis J. Freeh, Esq. (the "Trustee"), such that his appointment continues to the New Debtors. I have reviewed the New Debtors' petitions and the First-Day Motions, or have otherwise had their contents explained to me, and it is my belief that the relief sought therein is essential to ensure the efficient wind-down of the Debtors' businesses.

3. Except as otherwise indicated, the facts set forth in this Ferber Declaration are based upon my personal knowledge, my review of relevant documents, information provided to me by employees of the Debtors, my discussions with other members of the Debtors' management team, relevant employees and various

³ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the relevant First-Day Motion.

professionals of the Initial Debtors' and New Debtors' estates, or my opinion based upon experience, knowledge, and information concerning the operations of the Company. If called upon to testify, I would testify competently to the facts set forth herein.

4. This Ferber Declaration is divided into three parts. Part I of this Ferber Declaration describes the Company's businesses and the circumstances surrounding the commencement of the Debtors' chapter 11 cases. Part II sets forth the relevant facts in support of the Emergency First-Day Motions filed concurrently herewith. Part III sets forth information required by Local Rule 1007-2 to the extent not otherwise provided herein.

I. BACKGROUND

A. Background and Business Operations

5. As more fully described below, the Debtors have discontinued their operations and are in the process of winding down. A number of MF Global affiliates are the subject of various administration proceedings in the United States and around the world. Until recently, MF Global was one of the world's leading brokers in markets for commodities and listed derivatives. The Company was also a broker-dealer in markets for commodities, fixed income securities, equities, and foreign exchange. In addition to executing client transactions, MF Global also provided research and market commentary to help clients make trading decisions, as well as clearing and settlement services, client financing, and securities lending services. For fiscal 2011, MF Global reported total revenues of approximately \$2.2 billion, revenues net of interest and transaction-based expenses of approximately \$1.1 billion, and incurred a net loss attributable to Debtor MF Holdings, the ultimate parent company, of \$81.2 million.

6. MF Global is headquartered in the United States, and had operations globally, including the United Kingdom, Australia, Singapore, India, Canada, Hong Kong, and Japan.

B. The Company's Corporate and Capital Structure

7. MF Holdings was a public company that traded on the New York Stock Exchange under ticker symbol "MF" until trading in the stock was halted on October 31, 2011. On November 1, 2011 the New York Stock Exchange officially suspended trading. The Company's corporate structure is set forth in Exhibit A, attached hereto. MF Holdings is the ultimate parent company of the other Debtors in these chapter 11 cases. The Company reported consolidated assets and liabilities in its earnings release on October 25, 2011—reflected in an 8-k filed with the Securities and Exchange Commission that same day,—for the quarterly period ended September 30, 2011, of approximately \$41.0 billion and \$39.7 billion, respectively.

C. The Initial Debtors' Chapter 11 Filing

8. On October 31, 2011 (the "Initial Debtors' Petition Date"), in order to preserve their assets and maximize value for the benefit of stakeholders, the Initial Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the Southern District of New York.

9. On November 2, 2011, the Court entered several orders granting the following first-day relief in the Initial Debtors' chapter 11 cases: (a) joint administration of the Initial Debtors; (b) authorization to prepare a consolidated list of the top 50 unsecured creditors in lieu of a creditor matrix; (c) extension of deadlines to file schedules and statements; (d) authorization to retain GCG, Inc. as claims and noticing

agent; (e) authorization of continued use of the cash management system; and (f) authorization to use cash collateral.

10. On November 7, 2011, the United States Trustee appointed the official committee of unsecured creditors (the "Creditors' Committee"), which is currently comprised of the following members: Wilmington Trust Company (solely in its capacity as indenture trustee); JP Morgan Chase Bank NA; Bank of America NA; Elliott Management Corporation and Caplin Systems Ltd. Dewey & LeBoeuf LLP is proposed counsel to the Creditors' Committee.

11. In the period immediately following the commencement of the Initial Debtors' chapter 11 cases, the Debtors began the rapid wind down of their former operations, rapidly reducing employee headcount and other costs and taking additional actions to preserve the assets of their estates for the benefit of stakeholders. The Initial Debtors simultaneously focused on obtaining debtor-in-possession financing to fund an orderly wind down of their estates. Despite their best efforts and extensive negotiations with potential lenders, the Debtors were unable to secure debtor in possession financing. The Initial Debtors did secure an interim cash collateral agreement through a stipulated order with JP Morgan Chase Bank, N.A., the administrative agent to the lenders under the \$1.2 billion Liquidity Facility (the "Lender"), which, along with the recovery of unencumbered, liquid assets, provided the Initial Debtors with \$8 million and allowed them to continue wind down operations. Immediately after the appointment of the Chapter 11 Trustee, the Initial Debtors entered into negotiations with the Lender to increase the available cash collateral for use by the Initial Debtors to fund the Debtors' operations. Thereafter, the Initial Debtors reached an agreement with the Lenders for the

consensual use of approximately \$21.3 million in cash collateral through and until September 30, 2012. The Court approved of the terms of the stipulation and entered a final order on December 14, 2012 (the “Final Cash Collateral Order”). At the time of the Final Cash Collateral Order, the Initial Debtors had recovered sufficient funds to offset the cash collateral previously used.

D. The SIPA Proceeding & Administration Proceedings In the Rest of the World

12. On the Initial Debtors’ Petition Date, the Securities Investor Protection Corporation commenced a proceeding in the United States District Court for the Southern District of New York (the “District Court”) under the Securities Investor Protection Act (“SIPA”) against MFGI, the Debtors’ broker-dealer affiliate, in the case captioned *Securities Investor Protection Corp. v. MF Global Inc.*, Case No. 11-CIV 7750. Pursuant to the provisions of SIPA, the District Court entered an order, *inter alia*, (a) appointing James W. Giddens as trustee (the “SIPA Trustee”) for the liquidation of the business of MFGI, (b) appointing Hughes Hubbard & Reed LLP as counsel to the SIPA Trustee, and (c) removing the case to this Court, which case is now pending as *In re MF Global Inc.*, Case No. 11-2790 (MG) (SIPA) (the “SIPA Proceeding”).

13. Soon after the Initial Debtors’ Petition Date and the commencement of liquidation proceedings by SIPA against MFGI, administration proceedings were initiated against various MF Global affiliates around the world, including in the United Kingdom, Hong Kong, Australia, Singapore, and Canada, including MF Global UK Limited and MF Global UK Services Limited, which were put into administration concurrently with the Initial Debtors on October 31, 2011. The Debtors understand that the administrators

of these affiliates continue to explore the sale, wind-down, and liquidation of MF Global's former operating entities.

E. Appointment of a Chapter 11 Trustee

14. On November 21, 2011, the U.S. Trustee filed the Application for Order Approving Appointment of Chapter 11 Trustee (the "Trustee Appointment Application"). The Trustee Appointment Application was filed to, among other things, facilitate global cooperation between the Debtors, MFGI, and administrators at MF Global affiliates around the world and the coordination of the investigations of various regulators and investigators. On November 28, 2011, the Court entered an order pursuant to the Trustee Appointment Application directing the appointment of a chapter 11 trustee.

F. Events Leading to the Chapter 11 Filings

15. The New Debtors were unregulated entities that conducted primarily over-the-counter business in commodities, foreign exchange, credit default swaps and interest rates. Specifically, MF Global Capital LLC entered into foreign exchange transactions on a matched principal basis and provided over-the-counter ("OTC") foreign exchange, prime brokerage and energy commodity and credit default swaps brokerage services to customers and affiliates. MF Global FX Clear LLC provided foreign exchange execution and clearing services via an electronic trading platform to customers and affiliates and entered into these over-the counter ("OTC") foreign exchange transactions on a matched principal basis. MF Global Market Services LLC entered into matched principal based over-the-counter trading of energy and agricultural products with clients, financial institutions and affiliated companies.

16. The commencement of the Initial Debtors' chapter 11 cases severely impacted the New Debtors. Since the Initial Petition Date, the New Debtors

have discontinued their operations and are winding down their former businesses. To avoid the depletion of assets with no attendant benefit, the New Debtors filed voluntary petitions in this Court for relief under the Bankruptcy Code on the date hereof (the "New Debtors' Petition Date").

17. To enable the New Debtors to continue to wind down efficiently their operations following the chapter 11 filings, the Trustee, as the fiduciary of MF Global, will request various types of relief in First-Day Motions filed with the Court concurrently herewith.⁴

II. FIRST-DAY MOTIONS

18. In furtherance of these objectives, the New Debtors expect to file a four (4) First-Day Motions and proposed orders and respectfully request that the Court consider entering the proposed orders granting such First-Day Motions. I have reviewed, or otherwise had explained to me, each of the First-Day Motions and proposed orders (including the exhibits thereto) and the facts set forth therein are true and correct to the best of my knowledge, information and belief based on the information provided to me by the various professionals associated with the Debtors, to the extent already not known by me. Moreover, I believe that the relief sought in each of the First-Day Motions (a) is important to enable the New Debtors to make the transition to chapter 11 with a minimum disruption or loss of value and (b) constitutes a critical element in achieving the Debtors' successful orderly wind-down.

⁴ It is my understanding that the Trustee, to the best of his ability, as the prime fiduciary of the Debtors and operator of the Debtors' businesses, has and will continue to protect and preserve the assets of the Debtors. It is, therefore, his duty to act on behalf of the New Debtors, as the fiduciary of their parent entity, to protect and preserve these assets.

A. Administrative and Procedural Matters

Joint Administration of Cases

19. The Debtors have sought the joint administration of the New Debtors' chapter 11 cases with the jointly administered chapter 11 cases of the Initial Debtors. I believe that it would be far more practical and expedient for the administration of these chapter 11 cases if the Court were to authorize their joint administration. Many of the motions, hearings, and other matters involved in these chapter 11 cases will affect all of the Debtors. Hence, joint administration will reduce costs and facilitate the administrative process by avoiding the need for duplicative notices, applications, and orders.

Application of Certain Orders to New Debtors

20. The Trustee, as the fiduciary of MF Global, has also requested entry of an order making certain of the orders entered in the chapter 11 cases for the Initial Debtors, including the order (a) authorizing the Debtors to prepare a consolidated list of the top 50 unsecured creditors in lieu of a creditor matrix (the "Consolidated Creditors Order") (Docket No. 20); (b) approving the Debtors' retention of GCG, Inc. as claims and noticing agent (Docket No. 22); (c) appointing a Chapter 11 Trustee (Docket No. 156); (d) granting an extension of time to file schedules and statements of financial affairs (Docket No. 118); (e) implementing certain notice and case management procedures (Docket No. 256), applicable to the New Debtors and actions of the Trustee and avoid unnecessary duplication and expenses to the Debtors and their estates. Such relief will obviate the need for duplicative notices, motions, applications, and orders to be filed in these chapter 11 cases. I believe that application of the Initial Debtors' Orders to the New Debtors will save considerable time and expense for their estates and reduce the

burden on this Court and all parties in interest. If the New Debtors had filed their petitions at the same time as the Initial Debtors, the New Debtors would have been movants with respect to the respective motions seeking entry of the Initial Debtors' Orders.

B. Business Operations of the New Debtors

Cash Management

21. The Trustee, as the fiduciary of MF Global, seeks entry of an order (i) authorizing continued use of existing (a) bank accounts, (b) cash management system, and (c) business forms and checks; and (ii) authorizing the continuation of intercompany transactions among the New Debtors and non-debtor affiliates and according superpriority status to all postpetition intercompany claims. The Trustee, however, does not intend to disburse cash from the New Debtors accounts in the next 30 days, as his professionals investigate the nature and ownership of such funds.

22. Bank Accounts. The New Debtors maintain a number of non-interest bearing depository bank accounts, which are listed on Exhibit A to the motion. It is my belief that each of the bank accounts listed on Exhibit A is held at a financially stable banking institution insured by the Federal Deposit Insurance Corporation (up to an applicable limit per Debtor per institution).

23. In accordance with the same relief granted under the Initial Debtors' Cash Management Order, the Trustee, as the fiduciary of MF Global, is seeking a waiver of the requirement in the U.S. Trustee Guidelines that the New Debtors' prepetition bank accounts be closed and that new postpetition bank accounts be opened. I believe that, if the New Debtors were required to close their existing bank accounts and

open new postpetition bank accounts, it could disrupt the Debtors' wind down process and jeopardize the Trustee's efforts to maximize value of the Debtors.

24. Cash Management. Prior to the commencement of the Initial Debtors' chapter 11 cases, the Company, in the ordinary course of business, used a partially automated and integrated cash management system to collect, transfer, and disburse funds and to record all such transactions as they are made (the "Cash Management System"). The Trustee, as the fiduciary of MF Global, is seeking to continue using the Cash Management System during the chapter 11 cases as necessary to fund wind down expenses and to fairly allocate costs among the Debtors.

25. I believe that it is in the best interests of the Debtors to keep their existing Cash Management System in place to the extent necessary to facilitate the wind down of the Debtors' businesses because it will avoid the unnecessary expenses and administrative problems that would result from requiring the Debtors to adopt new, segmented cash management systems.

26. Business Forms. Prior to the New Debtors' Petition Date, in the ordinary course of business, the New Debtors used numerous business forms including, but not limited to, letterhead, contracts, and checks (collectively, the "Business Forms"). It is my belief that changing Business Forms in these chapter 11 cases would be expensive and burdensome to the Debtors. For this reason, the Trustee, as the fiduciary of MF Global, has requested that the New Debtors be authorized to continue to use all Business Forms existing immediately prior to the Petition Dates, which will be modified to include a reference to the New Debtors' status as "debtor in bankruptcy under the control of a chapter 11 trustee," provided that the Trustee, as fiduciary of MF Global, will

use his reasonable best efforts to refer to their status as “debtor in bankruptcy under the control of a chapter 11 trustee” on all checks issued after the Petition Dates and on other physical Business Forms after the Debtors’ existing stock has been exhausted.

27. Intercompany Transfers. The New Debtors’ books and records reflect numerous intercompany account balances among various MF Global affiliates prior to the Petition Date. All prepetition intercompany account balances have been frozen, as of the Petition Dates, and the treatment of such claims will be determined as part of an overall reorganization plan for the Debtors. It is my understanding that the majority of the New Debtors wind down expenses going forward are paid by and administered through accounts held by Holdings USA, a non-Debtor, through accounts at MF Global Finance USA Inc., as ordered by this Court in the Initial Debtors’ Cash Collateral Order, and that the Debtors will effectuate further intercompany transfers of funds as necessary so as to ensure that each individual Debtor funds its share of any wind down expenses.

Employees

28. Prior to the Initial Debtors’ Petition Date, the Company employed approximately 2,870 employees world-wide. Approximately 40 of those employees (the “Employees”) were employed by the Debtors, 29 of whom were employed by the New Debtors. There have been significant reductions in force at both the Company and the Debtors between the Initial Debtors’ Petition Date and the date of this Motion in connection with the discontinuation of the Debtors’ operations and the wind-down of their affairs. As of the New Debtors’ Petition Date, all domestic MF Global subsidiaries

and affiliates employ approximately 240 employees,⁵ of whom approximately six (6) are Employees of the Debtors and two (2) are Employees of just the New Debtors.

29. The Trustee, as the fiduciary of MF Global, will seek authority to (a) pay, continue, or otherwise honor various Prepetition Employee Obligations to or for the benefit of the New Debtors' Employees for compensation and expense reimbursements under Benefit Programs. With respect to any Benefit Programs and Prepetition Employee Obligations that are administered or paid through a third-party administrator or provider, the Trustee, as the fiduciary of MF Global, requests that they be expressly authorized to pay any prepetition claims of such administrators in the ordinary course of business.

30. The New Debtors' Benefit Programs include, without limitation, plans, programs, policies, and agreements providing for (a) wages, salaries, contractual compensation, and other accrued or incurred compensation, (b) reimbursement of Employee business expenses, and (d) workers' compensation obligations.

31. In addition, the New Debtors, in the ordinary course of business, withhold local, state, federal and payroll-related taxes, including but not limited to, all withholding taxes, Social Security taxes, Medicare taxes, and other employee contributions, whether withheld from employees' wages or paid directly by the Debtors to governmental authorities.

32. The New Debtors have incurred certain Employee Obligations that remain unpaid as of the New Debtors' Petition Date. To minimize the personal hardship

⁵ The majority of these Employees, approximately 200, work for MF Global Inc. and the SIPA Trustee in relation to the wind down proceeding of that entity.

the Employees will suffer if the Employee Obligations are not paid, and to maintain the Employees' morale during this time, I believe that it is critical to satisfy the Employee Obligations. Moreover, I believe that such relief on an interim basis will ease the new Debtors transition into chapter 11 and wind down of the New Debtors' businesses pending a final hearing.

III. INFORMATION REQUIRED BY LOCAL RULE 1007-2

33. Pursuant to Bankruptcy Rule 1007(d) and Local Rule 1007-2, this declaration provides the following information not already provided for herein:⁶

34. As required under Local Rule 1007-2(a)(4), Exhibit B lists the following information with respect to each of the holders of the New Debtors' twenty 20) largest unsecured claims on a consolidated basis, excluding claims of insiders: the creditor's name, address (including the number, street, apartment or suite number, and zip code, if not included in the post office address), telephone number, the name(s) of person(s) familiar with the Debtors' accounts, the amount of the claim, and an indication of whether the claim is contingent, unliquidated, disputed or partially secured. In each case, the claim amounts listed on Exhibit B are estimated and subject to verification. In addition, upon information and belief, the Trustee will reserve his rights to assert remedies, defenses, counterclaims, and offsets with respect to each claim.

⁶ Local Rule 1007-2(a)(3) requires disclosure of certain information regarding any committee organized prior to the order for relief in a chapter 11 case. As no such committee was formed in these chapter 11 cases, Local Rule 1007-2(a)(3) is not applicable hereto. Local Rule 1007-2(a)(5) requires disclosure of the Debtors' top five secured creditors. As the Debtors do not have any secured creditors, Local Rule 1007(a)(5) is not applicable hereto.

35. As required under Local Rule 1007-2(a)(6), I submit that the New Debtors had consolidated assets and liabilities, as of the quarterly period ended September 30, 2011, of approximately \$146 million and \$112 million, respectively.

36. As required under Local Rule 1007-2(a)(7), to the best of my knowledge and belief, the New Debtors do not have any shares of stock, debentures, or other securities that are publicly held.

37. As required under Local Rule 1007-2(a)(8), to the best of my knowledge and belief, Exhibit C hereto provides a list of property in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents, or secured creditor, or agent for any such entity.

38. As required under Local Rule 1007-2(a)(9), to the best of my knowledge and belief, Exhibit D hereto provides a list of significant premises owned, leased or held under other arrangement from which the New Debtors operate their businesses.

39. As required under Local Rule 1007-2(a)(10), to the best of my knowledge and belief, Exhibit E hereto provides the location of the New Debtors' substantial assets, the location of their books and records, and the nature, location, and value of any assets held outside the territorial limits of the United States.

40. As required under Local Rule 1007-2(a)(11), to the best of my knowledge and belief, Exhibit F hereto provides a general description of the nature and present status of each action or proceeding, pending or threatened, against the New Debtors or their property, where a judgment against the New Debtors or a seizure of its property may be imminent.

41. As required under Local Rule 1007-2(a)(12), to the best of my knowledge and belief, Exhibit G provides the names of the individuals who comprise the New Debtors' existing senior management, their tenure with the New Debtors, and a brief summary of their relevant responsibilities and experience.

42. As required under Local Rule 1007-2(b)(1)-(2), to the best of my knowledge and belief, the estimated amount, on a consolidated basis, to be paid to the New Debtors' employees (not including officers, directors, and stockholders) for the 30-day period following the filing of the New Debtors' chapter 11 petitions is approximately \$0 and the estimated amount, on a consolidated basis, to be paid to the Debtors' officers, stockholders, and directors for that same period is \$0

43. As required under Local Rule 1007-2(b)(3), to the best of my knowledge and belief, the New Debtors will not make any distributions within the 30 day period following the filing of the chapter 11 petition.

44. Notwithstanding anything to the contrary contained in this declaration or any exhibit attached to this declaration, nothing in this declaration or any exhibit is intended to be, or should be construed as, an admission with respect to (i) the liability for, the amount of, the enforceability of or the validity of any claim, or (ii) the existence, validity, enforceability or perfection of any lien, mortgage, charge, pledge or other grant of security for any claim, or (iii) the proper characterization of any transaction or financing as a sale or financing. The Trustee, as fiduciary of MF Global, specifically reserves the right to challenge any claim or any transaction or any alleged security for any claim on any and bases.

IV. CONCLUSION

45. The Debtors' ultimate goal is to reorganize their financial affairs under the terms of a confirmed chapter 11 plan. I believe that if the Court grants the relief requested in each of the First-Day Motions, the prospect for achieving these objectives and completing a successful, rapid liquidating reorganization of the New Debtors' businesses will be substantially enhanced.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 19th day of December 2011.

/s/ Laurie R. Ferber
Laurie R. Ferber

Exhibit A

Organizational Chart

Exhibit B

Lists of Creditors Holding the Twenty Largest Unsecured Claims Against Each Debtor

MF Global Capital LLC
 Top 20 Unsecured Creditors Data - Matrix
 in USD

No.	Creditor	Creditor Contact	Entity	Description	Contingent	Unliquidated	Disputed	Amount
1	Citibank 388 Greenwich Street New York, NY 10013	Phone: (212) 816-0852 Fax: Email: william.mandaro@citi.com	MF Global Capital LLC	ISDA Counterparty	C	U		2,370,433.00 (Estimated)
2	G Capital Management 34 Broad Street 2nd Floor Red Bank, NJ 07701	Phone: Fax: Email: mgunewardena@gcapinv.com	MF Global Capital LLC	3rd Party Commissions Payable	C	U		543,197.41 (Estimated)
3	BNP 787 7th Ave New York, NY 10019	Phone: (212) 841-2108 Fax: Email: sean.bradley@americas.bnpparibas.com	MF Global Capital LLC	Cash Payable	C	U		171,585.68 (Estimated)
4	Genesis Diversified CTA T 19 North Grant Street Hinsdale, IL 60521	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		134,559.00 (Estimated)
5	Delux All Cap Stock Fund 400 West Market Street Suite 2200 Louisville, KY 40202	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		68,591.00 (Estimated)
6	Eduardo Garza Hinojosa Calle Popocatepetl 237 Col Torreon Jardin Torreon, Coahuila, Mexico 27200	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		61,317.47 (Estimated)
7	Richard Lee Walter Jr 3929 Noela Place Honolulu, HI 96815	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		24,870.00 (Estimated)
8	JP Morgan 4 New York Plaza, 21st Floor New York, NY 10004	Phone: (212) 623-6080 Fax: Email: Terri.A.Steinbrenner@jpmorgan.com	MF Global Capital LLC	Customer Account Obligation	C	U		21,690.06 (Estimated)
9	Palumbo/ Cabrera	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		20,374.00 (Estimated)
10	Moto Repuestos Monterrey Pino Suarez #454 Nted. Col. Centro Monterrey Nuevo Leon 64000, Mexicc	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		15,441.00 (Estimated)
11	Texbas	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		13,313.00 (Estimated)
12	Fanasa Sa De Cv Arco Vial Km 3.8 Santa Catarina, 66100 Neuvo Leon, Mexicc	Phone: Fax: Email:	MF Global Capital LLC	Customer Account Obligation	C	U		11,229.00 (Estimated)
13	Sergey Chistyakov	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		5,230.00 (Estimated)
14	Raeif LP 1 Ferry Building Suite 255 San Francisco, CA 94111	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		4,122.00 (Estimated)
15	Arab Finance Corp Clemenceau Street Gefnir Center Rloc D, 3Rd Floor, Beirut, Lebanon 133-5527	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		2,914.00 (Estimated)
16	Distribuidora De Metals Av. Hidalgo S/N Predio Salinas San Cristobal, Ecatepec, Mexico 55000	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		2,668.00 (Estimated)

MF Global Capital LLC
 Top 20 Unsecured Creditors Data - Matrix
 In USD

No.	Creditor	Creditor Contact	Entity	Description	Contingent	Unliquidated	Disputed	Amount
17	Lorenzo Barrera Segovia Canada 123 Col Veredalta Garza Garcia, Neuvo Leon, C.P. 66270 Mexicc	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		2,116.00 (Estimated)
18	Planet Video Sa De Cv Av Vallarta 6503 Bodega 8 Col Cd Granja, Zapopan Jalisco, 45010 Mexico	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		1,751.00 (Estimated)
19	Wallace Murungi	Phone: Fax: Email:	MF Global Capital LLC	Customer Account Obligation	C	U		1,500.00 (Estimated)
20	Asi Master Fund LP 201 South College Street Suite 1640 Charlotte, NC 28244	Phone: Fax: Email:	MF Global Capital LLC	Client Payable	C	U		Unknown (Estimated)

MF Global FX Clear LLC
 Top 20 Unsecured Creditors Data - Matrix
 In USD

No.	Creditor	Creditor Contact	Entity	Description	Contingent	Unliquidated	Disputed	Amount
1	Banco Monex, SA Varsovia No 36 50 Fisc Mexico City, 0660 Mexico	Phone: (713) 877-8509 Fax: (713) 877 8381 Email: jbalcazar@monexusa.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		8,187,440.67 (Estimated)
2	UBS AG 299 Park Avenue New York, NY 10171	Phone: (212) 713-2801 Fax: Email: deborah.white@ubs.com	MF Global FX Clear LLC	ISDA Counterparty	C	U		4,962,382.00 (Estimated)
3	Vigilant Futures LLC Two Prudential Plaza Suite 3500 Chicago, IL 60601	Phone: (514) 940 6206 Fax: Email: arv@vigilantfutures.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		1,492,939.53 (Estimated)
4	High Ridge Futures Fund LP 123 W St. Charles Road Lombard, IL 60148	Phone: (630) 691-8827 Fax: Email: 526mike@comcast.net, mjurkash@comcast.net	MF Global FX Clear LLC	Customer Account Obligation	C	U		686,170.93 (Estimated)
5	Crossfield Investments / Anello 27 Farmhill Park Douglas, IM22EE Isle of Mar	Phone: Fax: Email: kris@crossfieldinvestments.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		522,092.10 (Estimated)
6	Alpha Titans MF SPC Walker House 87 Mary Street George Town, KYI-9005 Grand Cayman	Phone: (805) 879-1699 Fax: Email: john@alphatitans.com, kelly@alphatitans.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		311,617.17 (Estimated)
7	Gabt Fund LP 11111 Santa Monica Blvd. Suite 1850 Los Angeles, CA 90025	Phone: (310) 694-9203 Fax: Email: kpetlon@asgardadvisors.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		236,183.92 (Estimated)
8	Forteco Limited Libra House, 2nd Floor Suite 205 Nicosia, Cyprus	Phone: Fax: Email: anthony@forteco.cc, office@forteco.cc	MF Global FX Clear LLC	Customer Account Obligation	C	U		235,499.46 (Estimated)
9	Brazos Derivatives Co 4130 Hyde Park Dr. Sugarland, TX 77479	Phone: (281) 777-2151 Fax: (832) 550-2500 Email: victor.hendrix@brazosderivatives.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		162,700.46 (Estimated)
10	Intership Ltd. 112 Bonadie Street Kingstown, St. Vincent and the Grenadines	Phone: (646) 827-4691 Fax: Email: mina@barges.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		153,003.26 (Estimated)
11	Quad Laser LLC 2474 N. Lake Dr. Milwaukee, WI 53211	Phone: (925) 457-6422 Fax: Email: qlaserllc@gmail.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		152,053.25 (Estimated)
12	Curley & Kay, Inc. 301 Virginia Street Richmond, VA 23219	Phone: (804) 814-6373 Fax: Email: inishforex@yahoo.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		87,235.17 (Estimated)
13	Hymn Beck & Co. 100 Campus Drive Florham Park, NJ 07932	Phone: (973) 377-7600 Fax: (973) 377 7616 Email: cbeck@hymnbeck.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		82,342.48 (Estimated)
14	Beaghton Pantelis John 41 Sheldon Avenue London, N64JP United Kingdom	Phone: 00 44 208 348 5600 Fax: Email: pjb@beaghton.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		66,121.48 (Estimated)
15	Source Capital AG Grafenauweg4 Zug, Switzerland	Phone: 041 560 92 00 Fax: 041 560 92 01 Email: statements_so@sourcecap.ch	MF Global FX Clear LLC	Customer Account Obligation	C	U		62,043.62 (Estimated)
16	Credo Investment Holdings Ltd. Geneva Place, 22 Waterfront Drive Tortola, British Virgin Islands	Phone: 44 20 7968 8300 Fax: Email: groediger@credogroup.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		48,798.28 (Estimated)

MF Global FX Clear LLC
 Top 20 Unsecured Creditors Data - Matrix
 In USD

No.	Creditor	Creditor Contact	Entity	Description	Contingent	Unliquidated	Disputed	Amount
17	Don And Patricia Laird/Anello Mngt 9318 Lightwood Loop Austin, TX 78748	Phone: (512) 282 2551 Fax: Email: dlaird1@austin.rr.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		47,499.06 (Estimated)
18	Contech LP 87 Mary Street Georgetown, KYI-9005 Grand Cayman	Phone: 972 9959 2500 Fax: Email: billing@coralrt.com, offline@coralrt.com	MF Global FX Clear LLC	Customer Account Obligation	C	U		45,097.99 (Estimated)
19	Car Nor M/U For Prop Acct	Phone: Fax: Email:	MF Global FX Clear LLC	Customer Account Obligation	C	U		43,932.36 (Estimated)
20	Ecopolis Holdings Ltd.	Phone: Fax: Email:	MF Global FX Clear LLC	Customer Account Obligation	C	U		43,511.65 (Estimated)

MF Global Market Services LLC
 Top 20 Unsecured Creditors Data - Matrix
 in USD

No.	Creditor	Creditor Contact	Entity	Description	Contingent	Unliquidated	Disputed	Amount
1	The Servicemaster Company 960 Ridgelaque Boulevard, A3 0018 Memphis, TN 38120	Phone: (901) 597-8847 Fax: (901) 597-8821 Email: marty.ketelaan@servicemaster.com	MF Global Market Services LLC	ISDA Counterparty	C	U		1,410,508.49 (Estimated)
2	Maxum Petroleum Operating Co. 20 Horseneck Lane Greenwich, CT 06830	Phone: (203) 861-1247 Fax: (203) 861-1865 Email: trading@maxumpetroleum.com	MF Global Market Services LLC	ISDA Counterparty	C	U		794,523.75 (Estimated)
3	J E Meuret Grain Co, Inc. 101 Franklin Street Brunswick, NE 68720	Phone: (402) 842-2515 Fax: (402) 842-3115 Email: jemeuretgrain@jemeuretgrain.com	MF Global Market Services LLC	ISDA Counterparty	C	U		528,848.00 (Estimated)
4	Arch Coal, Inc. One City Place Drive, Suite 300 St Louis, MO 63141	Phone: (314) 994-2785 Fax: (314) 994-2739 Email: jflorcak@archcoal.com	MF Global Market Services LLC	ISDA Counterparty	C	U		465,000.00 (Estimated)
5	Broadgrain Commodities, Inc. 133 Richmond Street, West Site 408 Toronto, Ontario M5H 2L3 Canada	Phone: (416) 504-0070 Fax: Email: david.hanna@broadgrain.com	MF Global Market Services LLC	Client Payable	C	U		350,000.00 (Estimated)
6	Cook Illinois Corp. 4845 W 167 Street Oak Forest, IL 60452	Phone: (708) 560-9840 Fax: (708) 560-0661 Email: CCrockett@cookillinois.com	MF Global Market Services LLC	ISDA Counterparty	C	U		221,383.83 (Estimated)
7	Southwest Georgia Oil Co, Inc. 1711 East Shotwell Street Bainbridge, GA 39819	Phone: (229) 246-1553 x 166 Fax: (229) 246-2009 Email: kia@inland-stores.com	MF Global Market Services LLC	ISDA Counterparty	C	U		213,906.00 (Estimated)
8	Columbia Trading SA Av. Nossa Senhora dos Navegantes, 451 - 17 andar - Salas 1710 e 1711 Ed. Pedro Tower Business - Enseada do Sua Vitória, CEP 29050-335 Spain	Phone: +55-11-3330-6733 Fax: Email: aromano@columbia.com.br	MF Global Market Services LLC	ISDA Counterparty	C	U		142,701.14 (Estimated)
9	Weisul Agrícola Ltda Ave. Marcos Konder Edifício Embraed Centro Empresarial CEP: 86901-301 Hajai-SC	Phone: 47-3241-9000 Fax: Email:	MF Global Market Services LLC	ISDA Counterparty	C	U		62,789.00 (Estimated)
10	Siemer Milling Company 111 West Main Teutopolis, IL 62467	Phone: (217)-857-2247 Fax: Email: CSchwink@siemermilling.com	MF Global Market Services LLC	ISDA Counterparty	C	U		46,909.89 (Estimated)
11	Bellisio Foods Inc. 1201 Harmon Place Suite 302 Minneapolis, MN 55403	Phone: (612) 337-8427 Fax: Email: dbucsko@bellisiofoods.com	MF Global Market Services LLC	ISDA Counterparty	C	U		29,572.93 (Estimated)
12	Port Consolidated Inc. 3141 SE 14 Avenue Fort Lauderdale, FL 33316	Phone: (954) 522-1182 Fax: Email:	MF Global Market Services LLC	Derivative Transaction Facility A	C	U		26,487.89 (Estimated)
13	Producers Livestock Marketing 4280 Sergeant Road, Suite 240 Sioux City, IA 51106	Phone: (712) 274-0539 Fax: (712) 274-0741 Email: plmajn@cableone.net	MF Global Market Services LLC	ISDA Counterparty	C	U		26,016.00 (Estimated)
14	Us Bio Energy Service	Phone: Fax: Email:	MF Global Market Services LLC	ISDA Counterparty	C	U		18,948.00 (Estimated)
15	Rmi 141 W Jackson Blvd Suite 1521 Chicago, IL 60604	Phone: Fax: Email:	MF Global Market Services LLC	Trade Payable	C	U		14,841.40 (Estimated)
16	Central Valley Ag Cooperative 205 Oak Street Humphrey, NE 68642	Phone: (402) 923-1455 Fax: Email:	MF Global Market Services LLC	ISDA Counterparty	C	U		12,052.97 (Estimated)

MF Global Market Services LLC
 Top 20 Unsecured Creditors Data - Matrix
 In USD

No.	Creditor	Creditor Contact	Entity	Description	Contingent	Unliquidated	Disputed	Amount
17	East River Energy, Inc. 401 Soundview Road Guilford, CT 06437-0388	Phone: (516) 679-2000 Fax: (203) 453-3899 Email:	MF Global Market Services LLC	ISDA Counterparty	C	U		11,117.61 (Estimated)
18	Industrializadora Oleofinos	Phone: Fax: Email:	MF Global Market Services LLC	ISDA Counterparty	C	U		10,272.00 (Estimated)
19	E Energy Adams LLC 13238 East Aspen Road Adams, NE 68301	Phone: (402) 988-4655 Fax: (402) 988-5205 Email: contact@eenergyadams.com	MF Global Market Services LLC	Customer Account Obligation	C	U		6,950.00 (Estimated)
20	Inergy	Phone: Fax: Email:	MF Global Market Services LLC	Client Payable	C	U		5,868.33 (Estimated)

Exhibit C

List of Property in Possession or Custody

To the best of the Debtors' knowledge, the Debtors do not have any property in the possession or custody of any custodian, public officer, mortgagee, pledge, assignee or rents, or secured credit, or agent for any such entity.

Exhibit D

List of Significant Premises Owned, Leased or Held Under Other Arrangement

The Debtors do not own, lease or otherwise hold any premises.

Exhibit E

Location of Substantial Assets

1350 Avenue of the Americas
New York, New York 10019

One Financial Place
440 South LaSalle Street
Chicago, Illinois 60604

CSFB
Eleven Madison Ave
New York, NY 10010

CS International
One Cabot Square
London E14 4QJ

MF Global Finance Europe Ltd
5 Churchill Place
Canary Wharf
London E14 5HU United Kingdom

MF Global Inc.
One Liberty Plaza
165 Broadway, 17th Floor
New York, NY 10006

Exhibit F

Nature and Status of Each Action or Proceeding

There are no actions or proceedings, pending or threatened, against the Debtors or their property where a judgment against the Debtors or a seizure of its property may be imminent.

Exhibit G

LAURIE R. FERBER. Ms. Ferber is MF Global Holdings Ltd's General Counsel and Executive Vice President of MF Global Capital LLC, MF Global FX Clear LLC and MF Global Market Services LLC. She is responsible for identifying and realizing value from the Debtors assets, both domestically and abroad, as well as responding to regulatory, congressional and other inquiries. Prior to joining MF Global in 2009, Ms. Ferber was general counsel and chief regulatory officer for International Derivatives Clearing Group (IDCG). She began her more than 20 year career at Goldman Sachs in 1987 as general counsel of J. Aron & Company and then as co-general counsel of the Fixed Income, Currency and Commodities Division. Ms. Ferber became a managing director in 1997 and beginning in 2000, Ms. Ferber held a number of business roles, including in new business development and launching and running the economic derivatives business, and also served as chief of staff for the Business Selection and Conflicts group. Prior to joining Goldman Sachs, Ms. Ferber was general counsel of Drexel Burnham Lambert Trading Corp. and also traded energy products. She began her legal career in 1980 as an associate at Skadden, Arps, Slate, Meagher & Flom, and then at Schulte, Roth & Zabel. Ms. Ferber earned her J.D. from New York University School of Law and began her legal career in 1980 as an associate at Skadden, Arps, Slate, Meagher & Flom and then at Schulte, Roth & Zabel.

BRADLEY I. ABELow. Mr. Abelow is MF Holdings's President and Chief Operating Officer. He joined MF Holdings in September of 2010 as our Chief Operating Officer and in March 2011, he assumed the additional position as President. In addition, Mr. Abelow is the President of the MF Global Capital LLC, MF Global FX Clear LLC and MF Global Market Services LLC. He provides oversight to the Debtors' employees and management team and is responsible for identifying and realizing value from the Debtors assets, both domestically and abroad. Prior to joining MF Holdings, Mr. Abelow was a founding partner of NewWorld Capital Group, a private equity firm investing in businesses active in environmental opportunities, such as alternative energy, energy efficiency, waste and water treatment, and environmental services. Prior to that, Mr. Abelow served as treasurer of the state of New Jersey. Mr. Abelow also previously was a partner and managing director of The Goldman Sachs Group, where he managed the firm's operations division, responsible for the global processing and corporate services functions of the firm. Earlier, he was responsible for Goldman Sachs' operations, technology, risk and finance functions in Asia, based in Hong Kong.

HENRI J. STEENKAMP. Mr. Steenkamp is MF Holdings's Chief Financial Officer and Executive Vice President of MF Global Capital LLC, MF Global FX Clear LLC and MF Global Market Services LLC. He oversees the Debtors' financial operations, focused on identifying and realizing value from the Debtors' assets, both domestically and abroad. Prior to assuming the role of chief financial officer in April 2011, Mr. Steenkamp held the position of chief accounting officer and global controller. He joined the company, then Man Financial, in 2006 as vice president of External Reporting. Before joining MF Holdings, Mr. Steenkamp spent eight years with PricewaterhouseCoopers ("PwC") including four years in Transaction Services in the company's New York office, managing a variety of capital-raising transactions on a global basis. He focused primarily on the SEC registration and filing process as well as technical accounting. He spent four years with PwC in South Africa, where he served as an auditor primarily for SEC registrants and assisted South African companies as they went public in the U.S. Mr. Steenkamp is a chartered accountant and holds an honors degree in Finance.