

United States Bankruptcy Court
Southern District of New York

1 of 13

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): MF Global Holdings USA Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Farr Whitlock Dixon & Co. Inc., Man Group USA Inc.	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 13-1962847	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 1350 Avenue of the Americas, Second Floor New York, New York	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 10019	ZIP CODE
County of Residence or of the Principal Place of Business: New York County	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): same as street address	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):	
ZIP CODE	

<p align="center">Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p align="center">Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <p align="center">Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p align="center">Nature of Debts (Check one box.)</p> <p><input type="checkbox"/> Debts are primarily consumer, debts defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house-hold purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts</p>
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<p align="center">Filing Fee (Check one box.)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached.</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p align="center">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$ 2,343,00.</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
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<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>	<p>THIS SPACE IS FOR COURT USE ONLY</p>
<p>Estimated Number of Creditors</p> <p><input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input checked="" type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000</p>	
<p>Estimated Assets</p> <p><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$10,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion</p>	
<p>Estimated Liabilities</p> <p><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$10,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion</p>	

2 of 13		Name of Debtor(s): MF Global Holdings USA Inc.	
Voluntary Petition <i>(This page must be completed and filed in every case.)</i>			
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: N/A	Case Number:	Date Filed:	
Location Where Filed: N/A	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Schedule 1	Case Number: 11-15059 (MG) (see Schedule 1)	Date Filed: 10/31/2011 (see Schedule 1)	
District: Southern District of New York	Relationship: Affiliate	Judge: Glenn	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) _____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

<p>Voluntary Petition <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s): MF Global Holdings USA Inc.</p>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p><u>/s/ Brett H. Miller /s/ Lorenzo Marinuzzi</u> Signature of Attorney for Debtor(s) <u>Brett H. Miller and Lorenzo Marinuzzi</u> Printed Name of Attorney for Debtor(s) <u>Morrison & Foerster LLP</u> Firm Name <u>1290 Avenue of the Americas</u> Address <u>New York, New York 10104</u></p> <p>_____ (212) 468-8000 Telephone Number <u>March 2, 2012</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><u>/s/ Laurie R. Ferber</u> Signature of Authorized Individual <u>Laurie R. Ferber</u> Printed Name of Authorized Individual <u>Authorized Signatory</u> Title of Authorized Individual <u>March 2, 2012</u> Date</p>	

SCHEDULE 1 – AFFILIATED DEBTORS

MF Global Holdings USA Inc. (the “Debtor”) has filed its voluntary petition (the “Petition”) for relief under title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Southern District of New York.

In addition, on October 31, 2011, two affiliated entities, MF Global Holdings Ltd. and MF Global Finance USA Inc. (the “Initial Debtors”) filed petitions for reorganization pursuant to chapter 11 of the Bankruptcy Code. On November 2, 2011, the Court entered an order authorizing the joint administration of these two separate chapter 11 cases (case numbers 11-15058 and 11-15059) for procedural purposes only under case number 11-15059. On December 19, 2011, three additional affiliated entities, MF Global Capital LLC, MF Global Market Services LLC and MF Global FX Clear LLC (collectively, the “Additional Debtors” and together with the Initial Debtors, the “Prior Debtors”), filed petitions for reorganization pursuant to chapter 11 of the Bankruptcy Code. On December 21, 2011, the Court entered an order authorizing the joint administration of the Additional Debtors’ separate chapter 11 cases (case numbers 11-15808, 11-15809, and 11-15810) with the Initial Debtors for procedural purposes only under case number 11-15059.

Contemporaneous with the filing of its Petition, the Debtor will file a motion seeking to have its case jointly administered with the chapter 11 cases of the Prior Debtors.

**LIST OF UNSECURED CREDITORS HOLDING
THE TWENTY LARGEST UNSECURED CLAIMS**

Following is a list of unsecured creditors holding the twenty largest unsecured claims against MF Global Holdings USA Inc. (the “Debtor”), as of approximately February 23, 2012, as prepared and relayed to me by various employees and professionals working for the Debtor and its affiliates. In setting forth the approximate amount of each claim, the Debtor may have used estimates for market values for securities and currencies and related company offsets. Certain financial instruments are illiquid and difficult to price; therefore, these cannot be valued with accuracy, and values listed herein may vary substantially from fair value.

The Debtor reserves all rights with respect to the creditors listed on this schedule, including the right to identify any of them as contingent, unliquidated, disputed and/or subject to setoff, as appropriate. The amounts are based on the Debtor’s records as of approximately February 23, 2012. The Debtor may continue to reconcile the amounts on this schedule and, accordingly, neither the Debtor nor its professionals can guarantee that such numbers are accurate at this time. The information presented in this list shall not constitute an admission by, nor is it binding on, the Debtor.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims.

MF Global Holdings USA Inc
 Top 20 Unsecured Creditors Data - Matrix
 In USD

No.	Creditor	Creditor Contact	Entity	Description	Contingent	Unliquidated	Disputed	Amount ¹
1	Jonathan Bass 16 Madden Pl Harrison, NY 10528	Phone: Fax: Email:	MF Global Holdings USA, Inc.	Contractual Performance Obligation	C	U		1,125,000.00 (Estimated)
2	Oracle America P.O. Box 71028 Chicago, IL 60694	Phone: 412-299-8855 Fax: Email: thomas.kijanka@oracle.com	MF Global Holdings USA, Inc.	Trade Payable	C	U		795,790.54 (Estimated)
3	Equity Office P.O. Box 827652 Dept 16780 Philadelphia, PA 19182-7652	Phone: Fax: Email: adam.goldenberg@blackstone.com	MF Global Holdings USA, Inc.	Real Estate Lease Obligation	C	U		750,374.33 (Estimated)
4	7 City Learning, Inc. 55 Broad Street 3rd Floor New York, NY 10004	Phone: (646) 943-6200 Fax: (212) 480-2974 Email: USAccounts@7city.com	MF Global Holdings USA, Inc.	Trade Payable	C	U		578,888.61 (Estimated)
5	WTD Consulting, Inc. 39 S Lasalle Street Suite 1520 Chicago, IL 60603	Phone: (312) 332-9831 Fax: (708) 499-6439 Email:	MF Global Holdings USA, Inc.	Trade Payable	C	U		391,388.00 (Estimated)
6	Ernst & Young P.O. Box 96550 Chicago, IL 60693-6550	Phone: Fax: Email:	MF Global Holdings USA, Inc.	Trade Payable	C	U		354,255.52 (Estimated)
7	JV Kelly Group, Inc. 145 East Main Street Huntington, NY 11743	Phone: Fax: Email:	MF Global Holdings USA, Inc.	Trade Payable	C	U		329,000.00 (Estimated)
8	James Fredrick Kemp 265 Brushy Ridge Road New Canaan, CT 06840	Phone: Fax: Email:	MF Global Holdings USA, Inc.	Contractual Performance Obligation	C	U		327,272.70 (Estimated)
9	CDW Direct LLC P.O. Box 75723 Chicago, IL 60675-5723	Phone: (847) 371-5553 Fax: Email: kevicoh@cdw.com	MF Global Holdings USA, Inc.	Trade Payable	C	U		290,162.61 (Estimated)
10	The Yield Book, Inc. P.O. Box 13755 Newark, NJ 07188-0755	Phone: (212) 816-7300 Fax: Email: billing@yieldbook.com	MF Global Holdings USA, Inc.	Trade Payable	C	U		208,600.42 (Estimated)
11	Business Technology Partners, Inc. 111 Broadway 18th Floor New York, NY 10006	Phone: (646) 442-4700 Fax: (646) 485-1801 Email:	MF Global Holdings USA, Inc.	Trade Payable	C	U		205,906.36 (Estimated)
12	Archstone/ Hackett P.O. Box 33751 Hartford, CT 06150-3751	Phone: (305) 375-8005 Fax: Email: accountsreceivables@thehackettgroup.com	MF Global Holdings USA, Inc.	Trade Payable	C	U		159,979.00 (Estimated)
13	IBM 1551 S. Washington Ave Piscataway, NJ 08854	Phone: (817) 658-1786 Fax: Email: gonzalgd@us.ibm.com	MF Global Holdings USA, Inc.	Trade Payable	C	U		150,300.00 (Estimated)
14	Kevin F Fitzgerald 959 Cleveland Corners Hyde Park, VT 05655	Phone: Fax: Email:	MF Global Holdings USA, Inc.	Contractual Performance Obligation	C	U		150,000.01 (Estimated)
15	Crowe Horwath LLP P.O. Box 145415 Cincinnati, OH 45250-9791	Phone: (630) 574-7878 Fax: Email:	MF Global Holdings USA, Inc.	Trade Payable	C	U		146,377.28 (Estimated)
16	Metlife P.O. Box 8500-3895 Philadelphia, PA 19178-3895	Phone: (630) 820-7861 Fax: (908) 552-2264 Email: brapp@metlife.com	MF Global Holdings USA, Inc.	Insurance Payable	C	U		123,630.67 (Estimated)

MF Global Holdings USA Inc
 Top 20 Unsecured Creditors Data - Matrix
 In USD

No.	Creditor	Creditor Contact	Entity	Description	Contingent	Unliquidated	Disputed	
17	Nsc Global LLC 104 West 40th Street Suite 1801 New York, NY 10018	Phone: (646) 432-0230 Fax: Email:	MF Global Holdings USA, Inc.	Trade Payable	C	U		117,190.00 (Estimated)
18	American Express P. O. Box 2855 New York, NY 10116-2855	Phone: (800) 528-2122 Fax: Email:	MF Global Holdings USA, Inc.	Trade Payable	C	U		113,188.00 (Estimated)
19	Seyfarth Shaw LLP 3807 Collection Center Drive Chicago, IL 60693	Phone: (212) 218-5516 Fax: (917) 344-1301 Email: rschwartz@seyfarth.com	MF Global Holdings USA, Inc.	Legal Fees Payable	C	U		92,708.71 (Estimated)
20	Occam Regulatory Solutions, LLC Isaac B. Lustgarten D/B/A Occam Regualtory Solutions LLC One Sherman Square New York, NY 10023	Phone: (917) 209-8709 Fax: Email: ilustgarten@occamreg.com	MF Global Holdings USA, Inc.	Trade Payable	C	U		88,500.00 (Estimated)

† Amounts per accounts payable in general, as of February 23, 2012.

I, Laurie R. Ferber, General Counsel of MF Global Holdings Ltd., and Executive Vice President of MF Global Holdings USA Inc., declare under penalty of perjury that I have read the foregoing list and it is true and correct to the best of my knowledge, information and belief.

Dated: March 2, 2012

/s/ Laurie R. Ferber
Laurie R. Ferber
Executive Vice President

ACTION BY WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
MF GLOBAL HOLDINGS USA INC.

THE UNDERSIGNED, being all of the members of the Board of Directors (the "Board") of MF Global Holdings USA Inc., a New York corporation (the "Corporation"), acting pursuant to Section 708 of the New York Business Corporation Law (the "BCL") and Article II, Section 10 of the By-Laws of the Corporation (the "Bylaws"), hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board and direct that this written consent be filed with the minutes of the proceedings of the Board:

WHEREAS, the Board has been presented with the resignations of the following officers of the Corporation: Darya Geetter, Secretary; Christine Herbst, Vice President; and Phillip O'Reilly, Senior Vice President (collectively, the "Resignations");

NOW, THEREFORE, BE IT

RESOLVED, that each of the Resignations is hereby accepted, effective immediately; and it is further

RESOLVED, that James Ho is appointed as Secretary of the Corporation, effective immediately and until such time as a successor is duly appointed and qualified; and it is further

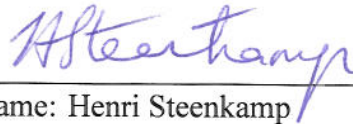
RESOLVED, that all actions previously taken by any officer or director of the Corporation in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that this Action By Written Consent may be executed in any number of counterparts, and in separate counterparts, and by facsimile, each of which shall be an original document and all of which together shall constitute a single consent, and that a signature page from any such counterpart may be attached to any other such counterpart without affecting the validity of any such counterpart.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of MF Global Holdings USA Inc. have executed this Action By Written Consent as of the 1st day of March, 2012.



Name: Bradley Abelow



Name: Henri Steenkamp



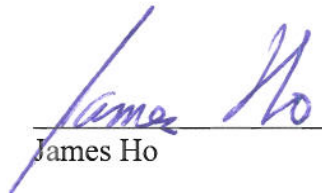
Name: Laurie R. Ferber

SECRETARY'S CERTIFICATE

The undersigned, James Ho, Secretary of MF Global Holdings USA Inc. (the "Corporation"), a New York corporation, hereby certifies on behalf of the Corporation, as the Secretary of the Corporation, and not in any individual capacity, as follows:

- 1. I am the duly qualified and appointed Secretary of the Corporation and, as such, am familiar with the facts herein certified, and I am duly authorized to certify same on behalf of the Corporation.
- 2. Each of the following persons is a duly elected, qualified, and acting Director of the Corporation:
 - DirectorBradley Abelow
 - DirectorLaurie R. Ferber
 - DirectorHenri J. Steenkamp
- 3. Attached hereto is a true and complete copy of the resolutions of the Board of Directors of the Corporation.
- 4. Such resolutions have not been amended, altered, annulled, rescinded, or revoked in any manner and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 2nd day of March, 2012.



 James Ho

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

-----	x	
	:	
In re	:	Chapter 11
	:	
MF GLOBAL HOLDINGS USA Inc.,	:	Case No. 12 -
	:	
	:	(Joint Administration Requested)
Debtor.	:	
-----	x	

CORPORATE OWNERSHIP STATEMENT

In accordance with rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure and rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, MF Global Holdings USA Inc. (the "Corporation") hereby states that the following entity directly or indirectly owns 10% or more of any class of the Corporation's equity interests:

- MF Global Holdings Ltd.

The Corporation does not own (directly or indirectly) 10% or more of any class of a corporation's publicly traded equity interests. The Corporation does not own an interest in any general partnership. The Corporation does not own an interest in any limited liability partnership. The Corporation does not own an interest in any joint venture.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

I, the undersigned authorized officer of the Corporation named as the debtor in this chapter 11 case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: New York, New York
March 2, 2012

/s/ Laurie R. Ferber
Laurie R. Ferber
Authorized Signatory