

**United States Bankruptcy Court**  
**Southern District of New York**

1 of 14

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>MF Global Capital LLC</b>	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): <b>E.D.&amp;F. Man Capital LLC; Man Group USA Inc.</b>	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): <b>13-3262825</b>	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): <b>1350 Avenue of the Americas</b> <b>New York, New York</b>	Street Address of Joint Debtor (No. and Street, City, and State):
County of Residence or of the Principal Place of Business: <b>New York County</b>	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):

Location of Principal Assets of Business Debtor (if different from street address above):

<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <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." <input checked="" type="checkbox"/> Debts are primarily business debts

<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <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.  <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.	<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$ 2,190,000.  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <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).
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<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <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.	<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <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	
<b>Estimated Assets</b> <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	
<b>Estimated Liabilities</b> <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	

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		2 of 14	Name of Debtor(s): MF Global Capital LLC	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (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:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)				
Name of Debtor: See attached Schedule 1		Case Number: 11-15059 (MG)	Date Filed: 10/31/2011	
District: Southern District of New York		Relationship: Affiliate	Judge: Glenn	
<b>Exhibit A</b>  (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.		<b>Exhibit B</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)		
<b>Exhibit C</b>				
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.				
<b>Exhibit D</b>				
(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.				
<b>Information Regarding the Debtor - Venue</b> (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.				
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (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><b>Voluntary Petition</b> (This page must be completed and filed in every case.)</p>	<p>Name of Debtor(s): MF Global Capital LLC</p>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></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;"><b>Signature of a Foreign Representative</b></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 <b>one</b> 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;"><b>Signature of Attorney*</b></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 &amp; Foerster LLP</u> Firm Name <u>1290 Avenue of the Americas</u> Address <u>New York, New York 10104</u></p> <p><u>(212) 468-8000</u> Telephone Number <u>12/19/2011</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;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></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;"><b>Signature of Debtor (Corporation/Partnership)</b></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>12/19/2011</u> Date</p>	

**SCHEDULE 1- AFFILIATED DEBTORS**

The following list identifies all of the affiliated entities, including the Debtor filing this petition (collectively, the "Debtors"), that have filed voluntary petitions 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 substantially contemporaneously with the filing of this petition.

1. MF Global Capital LLC
2. MF Global Market Services LLC
3. MF Global FX Clear LLC

In addition, on October 31, 2011, two additional affiliated entities, MF Global Holdings Ltd. and MF Global Finance USA Inc., 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. Substantially contemporaneous with the filing of the petitions, the Debtors will file a motion seeking to have their cases jointly administered with the chapter 11 cases of MF Global Holdings Ltd. and MF Global Finance USA Inc.

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

Following is a list of unsecured creditors holding the 20 largest unsecured claims against MF Global Capital LLC (the "Debtor"), as of approximately December 19, 2011 as prepared and relayed to me by various employees and professionals working for the Debtor and its affiliates. Related entities may be listed in a consolidated basis on this chart. 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 has not yet identified which of the 20 largest unsecured creditors, if any, are contingent, unliquidated, disputed and/or subject to setoff. 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 at the time this schedule was filed. The Debtor may continue to reconcile the amounts on this schedule, and accordingly, neither the Debtor nor its professionals can guaranty 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 20 largest unsecured claims.

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 Veredaita 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)

I, Laurie R. Ferber, General Counsel of MF Global Holdings Ltd., and Executive Vice President of MF Global Capital LLC 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: December 19, 2011

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



**ACTION BY WRITTEN CONSENT**

**OF**

**THE SOLE MEMBER**

**OF**

**MF GLOBAL CAPITAL LLC**

THE UNDERSIGNED, being the sole member (the "Sole Member") of MF Global Capital LLC, a New York limited liability company (the "Company"), acting pursuant to Section 407 of the New York Limited Liability Company Law (the "NYLLCL") and Section 6 of the Amended and Restated Operating Agreement of the Company (the "Operating Agreement"), 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 members and direct that this written consent be filed with the minutes of the proceedings of the members of the Company:

WHEREAS, MF Global Holdings Ltd., the parent of the Sole Member ("Holdings"), has filed a petition under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and a trustee (the "Trustee") has been put in place at Holdings;

WHEREAS, the Board of Directors of the Sole Member (the "Board") has been in contact with professional advisors to the Trustee concerning the bankruptcy of Holdings and the need for the filing of petitions by other affiliated entities;

WHEREAS, the Sole Member has been presented with a proposed petition to be filed by the Company in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") seeking relief under the provisions of chapter 11 of the Bankruptcy Code;

WHEREAS, the Sole Member has determined that it is in the best interests of the Company and its stakeholders that the Company file a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code.

**NOW THEREFORE, BE IT**

RESOLVED, that the Company file a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that the president, chief financial officer, or any vice president, secretary, treasurer, assistant secretary and assistant treasurer of the Company be appointed by the Sole Member as an authorized signatory (each, individually, an "Authorized Officer," and, collectively, the "Authorized Officers") of the Company in connection with the chapter 11 case authorized herein; and it is further

RESOLVED, that the Authorized Officers of the Company be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court in such form and at such time as the Authorized Officer executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that the Authorized Officers of the Company be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed in the name and on behalf of the Company, to execute and file or cause to be executed and filed (or to direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all other action which they or any one of them deem necessary, proper or desirable in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of such case; and it is further

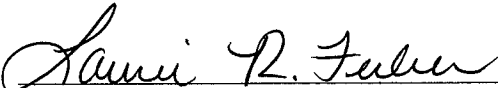
RESOLVED, that the Authorized Officers of the Company be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Company or otherwise, such agreements or instruments and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Authorized Officer or Authorized Officers so acting, and to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that all actions previously taken by any Authorized Officer or director of the Company in connection with the transactions contemplated by the foregoing resolutions, including seeking relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, be, and they hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company; 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 the sole member of MF Global Capital LLC, has executed this Action By Written Consent as of the 19th day of December, 2011.

MF GLOBAL HOLDINGS USA INC.

By:   
Name: Laurie R. Ferber  
Title: Executive Vice President

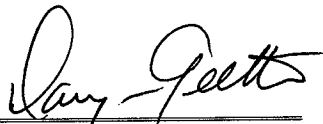
[Signature Page to Action By Written Consent of the Sole Member of MF Global Capital LLC]

**SOLE MEMBER CONSENT**

The undersigned, Darya Geetter, Secretary of MF Global Holdings USA Inc., the sole member (the "Sole Member") of MF Global Capital LLC (the "Company"), a New York limited liability company, hereby certifies on behalf of the Company, as the Secretary of the Sole Member, and not in any individual capacity, as follows:

1. I am the duly qualified and elected Secretary of the Sole Member and, as such, am familiar with the facts herein certified, and I am duly authorized to certify same on behalf of the Company.
2. Each of the following persons is a duly elected, qualified and acting Director of the Sole Member:  
     Director..... Bradley Abelow  
     Director..... Laurie Ferber  
     Director..... Henri Steenkamp
3. Attached hereto is a true and complete copy of the resolutions of the Sole Member of the Company.
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 19th day of December, 2011.

  
 \_\_\_\_\_  
 Darya Geetter

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

-----	x	
	:	
In re	:	Chapter 11
	:	
MF GLOBAL CAPITAL LLC,	:	Case No. 11 –
	:	
	:	Joint Administration Requested
Debtor.	:	
-----	x	

**CORPORATE OWNERSHIP STATEMENT**

In accordance with rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 1007-3, MF Global Capital LLC (the “Company”) hereby states that the following entities directly or indirectly own 10% or more of any class of the Company's equity interests:

- MF Global Holdings Ltd.
- MF Global Holdings USA Inc.

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

I, the undersigned authorized officer of the Company 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  
December 19, 2011

A handwritten signature in cursive script, reading "Laurie R. Ferber", written over a horizontal line.

Laurie R. Ferber  
Authorized Signatory