

2. We respectfully submit this Joint Declaration in opposition to the Plan Administrator's¹ motion to stay or enjoin final approval of the settlement reached by Lead Plaintiffs with the Individual Defendants in the Securities Action.

3. The parties began efforts toward a global settlement in 2013, through extensive private mediation efforts that failed. In October 2014, the Plan Administrator requested and was granted *exclusive* authority for months to negotiate a global settlement that would have included a settlement for Securities Plaintiffs² (equal to what they ultimately agreed to with the D&O Defendants). Even when the Securities Plaintiffs granted the Plan Administrator exclusive settlement authority, it could not deliver a global settlement. Thereafter, with Magistrate Judge Francis' substantial involvement, the parties worked again toward a global settlement. During those talks, in April 2015, the Plan Administrator rejected a proposed global settlement. Only after the Plan Administrator rejected that global settlement—and with the full knowledge and approval of Judge Francis, who was assisting the parties in settlement negotiations—Securities Plaintiffs negotiated and agreed to a separate settlement with the D&O Defendants. Once Judge Francis advised the parties that he would “welcome” individual negotiations after the Plan Administrator rejected the offered global resolution, the Securities Action was promptly settled.

¹ As used herein, the “Plan Administrator” refers to both: (a) MF Global Holdings Ltd., which is the entity that emerged from bankruptcy in 2013, and to which substantially all the assets of the pre-bankruptcy Debtor by the same name were transferred pursuant to a confirmed chapter 11 Plan for the pre-bankruptcy Debtor entity and certain affiliates, and which accordingly is at this time neither a debtor nor a debtor in possession, and (b) Nader Tavakoli, as Trustee of the MF Global Litigation Trust, to which the Litigation Trust Claims were transferred pursuant to the Plan.

² The Securities Plaintiffs include not only Securities Lead Plaintiffs, on behalf of themselves and the Class in the Securities Action, but also two groups of opt-out plaintiffs with their own individual securities claims against the D&O Defendants.

4. The parties began global mediation efforts in April 2013 before a private mediator. Those extensive efforts failed. In September 2014, the Plan Administrator asserted that a unified approach was essential, and in October 2014, the Securities Plaintiffs agreed to grant the Plan Administrator exclusive authority to negotiate a global settlement. As part of that agreement, the Securities Plaintiffs gave the Plan Administrator exclusive authority to negotiate on their behalf. [REDACTED]

[REDACTED]. The Plan Administrator tried unsuccessfully to reach a global settlement for nearly six months, and the parties' agreement expired.

5. Thereafter, the Securities Plaintiffs, cognizant that the insurance was being wasted rapidly as the litigation continued, suggested that Magistrate Judge Francis begin meeting with all of the parties in an attempt to reach a global resolution. [REDACTED]

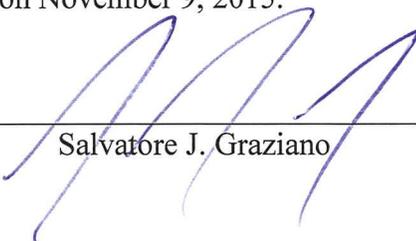
6. [REDACTED]

9. The proposed settlement was known by the Plan Administrator almost immediately. The Plan Administrator informally learned of the Securities D&O Settlement shortly after the agreement in principle was reached in May 2015. It was also publicly known that Securities Lead Plaintiffs moved for preliminary approval of the Settlement on July 7, 2015 and that preliminary approval was granted that day. All the while, knowing that the proceeds of the insurance coverage were rapidly being depleted, the Plan Administrator did not inform Securities Lead Plaintiffs, this Court, or the District Court of any objections to the Settlement, nor did it contact Lead Plaintiffs to try to achieve the global settlement it now says it could get if given several additional months.

10. During a meet-and-confer among the parties on November 6, 2015, the Plan Administrator stated that it wants discovery into how Securities Lead Plaintiffs settled before it. Also during this meet-and-confer, Securities Lead Plaintiffs asked the Plan Administrator to withdraw its objections to the Securities D&O Settlement to avoid the need for Securities Lead Plaintiffs to disclose the history of the parties' mediation efforts to the Court, but the Plan Administrator refused.

We each declare, under penalty of perjury, that the foregoing facts are true and correct.

Executed on November 9, 2015.



Salvatore J. Graziano

Cynthia Hanawalt

We each declare, under penalty of perjury, that the foregoing facts are true and correct.

Executed on November 9, 2015.

Salvatore J. Graziano



Cynthia Hanawalt