

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

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In re : Chapter 11
MF GLOBAL HOLDINGS LTD., et al.,¹ : Case No. 11-15059 (MG)
: (Jointly Administered)
Debtors. :
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**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
PEPPER HAMILTON LLP AS SPECIAL COUNSEL
TO THE TRUSTEE *NUNC PRO TUNC* TO THE APPOINTMENT DATE**

Upon consideration of the application (the “Application”)² of Louis J. Freeh, as the Chapter 11 trustee (the “Trustee”) in the cases of MF Global Holdings Ltd. and MF Global Finance USA Inc. (the “Initial Debtors”) and MF Global Capital LLC, MF Global FX Clear LLC and Global Market Services LLC (the “Subsequent Debtors”) for the entry of an order authorizing the employment and retention of Pepper Hamilton LLP (“Pepper Hamilton”) as counsel to the Trustee *nunc pro tunc* to November 28, 2011; and upon the Declaration of David B. Stratton, a partner of Pepper Hamilton and co-chair of Pepper Hamilton’s Corporate Restructuring and Bankruptcy Practice Group (the “Stratton Declaration”); and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of these proceedings is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being satisfied that, except as set forth in the Stratton Declaration, Pepper Hamilton and its

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: MF Global Holdings Ltd. (1260) and MF Global Finance USA Inc. (4890).

² Terms not defined herein shall have the meanings ascribed to them in the Application.

professionals (a) are not creditors, equity security holders or insiders of the Debtors, (b) are not and were not, within two (2) years before the Petition Date, directors, officers or employees of the Debtors, (c) do not hold or represent any interest materially adverse to the interest of the Debtors' estate and (d) are not related to any judge of this Court, the U.S. Trustee for this District or any employee of the U.S. Trustee in this District; and, accordingly, Pepper Hamilton and its professionals are "disinterested persons" within the meaning of section 101(14), as modified by section 1107(b) of the Bankruptcy Code; and it appearing that the relief requested is in the best interests of the Debtors' estate, its creditors, and other parties-in-interest; and it appearing that notice of the Application and opportunity for a hearing thereon was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED to the extent provided herein.
2. Pursuant to Bankruptcy Code section 327(a) and Bankruptcy Rules 2014 and 2016, and subject to the terms of this Order, the Trustee is authorized to employ and retain Pepper Hamilton as his attorneys on the terms set forth in the Application and Stratton Declaration, *nunc pro tunc* to November 28, 2011, to perform the following services:

- a. Tax issues including: tax audits and refunds; affiliates (including off-shore captive insurance company); and employee benefit issues related to tax and ERISA matters and insurance matters affecting the estates including off-shore captive insurance company, directors and officers insurance and errors and omissions insurance;
- b. WARN Act Litigation matters pending in the United States Bankruptcy Court for the Southern District of New York, in *Green et al. v. MF Global Holdings Ltd.*, Adv. Case No. 11-0291 (MG) and *Thielmann et al. v. MF Global Holdings Ltd. et al.*, Adv. Case No. 11-2880 (MG) and insurance litigation related to insurance claims, defenses and indemnities;

- c. Advice regarding miscellaneous real estate issues involving leases, furniture, fixture and equipment relating to Debtors' relocation and employment issues affecting the operation of the remaining business of the estate;
- d. Any matters as to which Morrison & Foerster has a conflict involving JP Morgan Chase, Bank of America or UBS, A.G. and their affiliates;
- e. Appearing before this Court and representing the Trustee's interests with respect to the foregoing matters identified in subparagraphs a. through d., above, for which Pepper has been engaged; and
- f. Performing all other necessary legal services and providing all other necessary legal advice to the Trustee in connection with those matters for which Pepper Hamilton has been engaged as described in paragraphs a. through d., above.

3. To the extent the Application or Stratton Declaration are inconsistent with this Order, the terms of this Order shall govern.

4. Pepper Hamilton shall not withdraw as special counsel to the Trustee prior to the effective date of any chapter 11 plan in these cases without prior approval of the Court in accordance with Local Bankruptcy Rule 2090-1(e).

5. Notwithstanding any provision to the contrary in the Application, the Court shall retain jurisdiction to hear and to determine all matters arising from or related to implementation of this Order.

6. Pepper Hamilton shall be compensated in accordance with and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Amended Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010, should an interim compensation order be entered, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York, dated November 25, 2009, and the United States Trustee Fee Guidelines

(collectively, the “Fee Guidelines”) and the monthly compensation order, if any, entered in this case.

7. Pepper Hamilton shall be reimbursed only for reasonable and necessary expenses as provided in the Fee Guidelines.

8. Prior to any increases in rates as set forth in paragraph 21 of the Application, Pepper Hamilton shall file a supplemental affidavit with the Court and give ten business days’ notice to the United States Trustee and the Creditors’ Committee, which supplemental affidavit shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and indicate whether the Trustee has received notice of and approved the proposed rate increase.

9. Pepper Hamilton shall use its best efforts to avoid any duplication of services provided by the Trustee and any of the Trustee’s other retained professionals in these chapter 11 cases.

10. To the extent the Trustee requests Pepper Hamilton to perform services other than those described in this Order and the Application and Stratton Declaration, Pepper Hamilton shall file with the Court a supplemental retention application setting forth the additional services to be performed by Pepper Hamilton, which supplemental retention shall be subject to review and approval by the Court upon notice to parties in interest.

11. The Trustee is authorized and empowered to take all actions necessary to implement the relief granted in this Order.

Dated: February 9, 2012
New York, NY

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge