

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

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	:	
In re	:	Chapter 11
	:	
MF Global Holdings Ltd., <i>et al.</i> ,	:	Case No. 11-15059 (MG)
	:	
	:	(Jointly Administered)
Debtors.	:	
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**ORDER (I) ESTABLISHING DEADLINE FOR FILING PROOFS OF CLAIM AND
(II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the Application (the “**Application**”)¹ of Louis J. Freeh (the “**Trustee**”), chapter 11 trustee of MF Global Holdings Ltd. (“**Holdings Ltd.**”), MF Global Finance USA, Inc. (“**FinCo**”), MF Global Capital LLC (“**Capital**”), MF Global FX Clear LLC (“**FX Clear**”), MF Global Market Services LLC (“**Market Services**”), and MF Global Holdings USA Inc. (individually, “**Holdings USA**”, and collectively with Holdings Ltd., FinCo, Capital, FX Clear and Market Services, the “**Debtors**”),² for an order pursuant to Bankruptcy Code section 502(b)(9) and Bankruptcy Rule 3003(c)(3) establishing a deadline and procedures for filing proofs of claim and approving the form and manner of notice thereof, all as set forth more fully in the Application; and the Court having subject matter jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

² The following are the U.S. subsidiaries and affiliates (along with the last four digits of each of their federal taxpayer identification numbers) that have filed petitions for relief and whose cases are being jointly administered with the case of MF Global Holdings Ltd. (11-15059): MF Global Finance USA, Inc. (4890); MF Global Capital LLC (2825); MF Global FX Clear LLC (3678); MF Global Market Services LLC (2193); and MF Global Holdings USA Inc. (2847).

proper notice of the Application having been provided, as set forth in the Application, and no other or further notice needing to be provided; and the relief requested in the Application being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. Except as otherwise provided herein, all persons and entities (including, without limitation, individuals, partnerships, corporations, joint ventures, estates and trusts), other than any Governmental Units, that assert a claim, as defined in section 101(5) of the Bankruptcy Code (including, without limitation, claims entitled to priority under section 503(b)(9) of the Bankruptcy Code), against (i) Holdings Ltd. and/or FinCo that arose prior to October 31, 2011, (ii) Capital, FX Clear and/or Market Services that arose prior to December 19, 2011, and (iii) Holdings USA that arose prior to March 2, 2012, shall file a proof of such claim in writing so that it is actually received on or before August 22, 2012 at 5:00 p.m. (Prevailing Eastern Time) (the “**General Bar Date**”).
3. Notwithstanding any other provision hereof, Governmental Units that assert a claim (as defined in section 101(5) of the Bankruptcy Code) against (i) Holdings Ltd. and/or FinCo that arose prior to October 31, 2011, (ii) Capital, FX Clear and/or Market Services that arose prior to December 19, 2011, and (iii) Holdings USA that arose prior to March 2, 2012 shall file a proof of such claim in writing so that it is actually received on or before August 29, 2012 at

5:00 p.m. (Prevailing Eastern Time), the date which is 180 days after the March Petition Date (the “**Governmental Bar Date**” and, with the General Bar Date, the “**Bar Dates**”).

4. The following procedures for the filing of proofs of claim (each, a “**Proof of Claim**”) shall apply:

- (a) Proofs of Claim must conform substantially to the form of Proof of Claim attached hereto as Annex 2 (the “**Proof of Claim Form**”), which is hereby approved;
- (b) Proofs of Claim must be filed either by mailing, delivering by overnight courier, or hand delivering the original Proof of Claim on or before the applicable Bar Date to:
 - i. If by mail:

MF Global Holdings Ltd., *et al.*
c/o GCG, Inc.
P.O. Box 9846
Dublin, Ohio 43017-5746
 - ii. If by hand delivery or overnight mail:

MF Global Holdings Ltd., *et al.*
c/o GCG, Inc.
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017
- (c) Proofs of Claim sent by facsimile or electronic mail shall **not** be accepted;
- (d) Proofs of Claim shall be deemed timely filed only if **actually received** on or before 5:00 p.m. (Prevailing Eastern Time) on the applicable Bar Date;
- (e) Proofs of Claim must (i) be written in the English language, (ii) be denominated in lawful currency of the United States (provided, however, that the Trustee reserves the right to convert a claim denominated in non-U.S. currency into U.S. currency using the applicable exchange rate as of the applicable petition date, unless the Trustee deems another date more appropriate), (iii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available, and

(iv) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; and

- (f) Proofs of Claim must specify by name and case number the Debtor against which the claim is filed. If a claimant asserts a claim against more than one Debtor or has claims against different Debtors, a separate Proof of Claim Form must be filed with respect to each Debtor.

5. The following persons or entities need **not** file a Proof of Claim on or before the applicable Bar Date:

(a) Any person or entity that has **already** properly filed a proof of claim against the applicable Debtor or Debtors with GCG or the Clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to the Proof of Claim Form;

(b) Any person or entity whose claim is listed on the Debtors' schedules of assets and liabilities and/or schedules of executory contracts and unexpired leases (collectively, the "**Schedules**"), provided that (i) the claim is **not** scheduled as "disputed," "contingent" or "unliquidated"; (ii) the claimant agrees with the amount, nature and priority of the claim as set forth in the Schedules; **and** (iii) the claimant agrees that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;

(c) Any person or entity that holds a claim that has been allowed by an order of the Court entered on or before the applicable Bar Date;

(d) Any person or entity whose claim has been paid in full by any of the Debtors;

(e) Any person or entity that holds a claim for which specific deadlines have been fixed by an order of the Court entered on or before the applicable Bar Date;

(f) Any person or entity that holds a claim allowable under sections 503(b) and 507(a) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);

(g) Any Debtor having a claim against another Debtor or any of the non-debtor subsidiaries of the Debtors having a claim against any of the Debtors;

(h) Any entity whose claim is limited exclusively to a claim for repayment by the applicable Debtor(s) of principal, interest, and/or other applicable fees, costs, expenses and charges on or under those certain prepetition revolving credit facilities by and among JPMorgan Chase Bank, N.A., as administrative agent (the “**Agent**”), and the lenders party from time to time to such facilities, consisting of (x) the \$1,200,875,000 revolving credit facility dated as of June 15, 2007 (as amended, supplemented or otherwise modified from time to time, the “**Prepetition Credit Agreement**”) and (y) the \$300,000,000 secured revolving credit facility dated as of June 29, 2011 (as amended, supplemented or otherwise modified from time to time, the “**Prepetition Secured Credit Agreement**”) and, together with the Prepetition Credit Agreement, the “**Prepetition Credit Facilities**”), with claims arising under or in respect of either or both of the Prepetition Credit Facilities referred to herein as the “**Prepetition Credit Facility Claims**”; provided, however, that (i) the foregoing exclusion shall not apply to the Agent, (ii) the Agent shall be permitted to file a Proof of Claim against the applicable Debtor, on or before the applicable Bar Date, on account of all Prepetition Credit Facility Claims against such Debtor (it being understood that, notwithstanding anything herein to the contrary, the Agent shall be permitted to file a single consolidated Proof of Claim in respect of each of the Prepetition Credit Agreement and Prepetition Secured Credit Agreement so long as such Proof of Claim specifies by name and case number the Debtors against which the Proof of Claim is filed), and (iii) any holder of any Prepetition Credit Facility Claims that (notwithstanding the exclusion identified herein) wishes to file an individual Proof of Claim for any Prepetition Credit Facility Claims or that has any claims other than Prepetition Credit Facility Claims must file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exclusion identified herein applies;

(i) Any entity whose claim is limited exclusively to a claim for repayment by the applicable Debtor(s) of principal, interest, and/or other applicable fees and charges on or under (i) the 9.00% Convertible Senior Notes due June 20, 2038, (ii) the 1.875% Convertible Senior Notes due February 1, 2016, (iii) the 3.375% Convertible Senior Notes due August 1, 2018, or (iv) the 6.25% Senior Notes due August 8, 2016 (collectively the “**Notes**”), with claims relating to the Notes and/or their respective indentures (collectively, the “**Note Indentures**”) being referred to herein as the “**Note Claims**”; provided, however, that (i) the foregoing exclusion shall not apply to the indenture trustee (the “**Indenture Trustee**”) under the applicable Note Indenture, (ii) each such Indenture Trustee shall be required to file a Proof of Claim against

the applicable Debtor, on or before the applicable Bar Date, on account of all Note Claims against such Debtor under the applicable Note Indenture, and (iii) any holder of a Note Claim that has a claim arising out of or relating to a Note Indenture other than a Note Claim must file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies; or

(j) Any person or entity that holds an interest in any of the Debtors, which interest is based exclusively upon the ownership of common stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; provided, however, that interest holders that wish to assert claims (as opposed to ownership interests) against any of the Debtors that arise out of or relate to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies.

6. Any person or entity who desires to rely on the Schedules will have the responsibility for determining that the claim is accurately listed on the Schedules.

7. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim by the later of (a) the applicable Bar Date and (b) 30 days after the date of entry of an order of rejection (unless the order of rejection provides otherwise); provided, however, that a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the applicable petition date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or prior to the applicable Bar Date unless an exception identified in paragraph 5 of this Order applies.

8. The filing of a Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code.

9. With regard to those holders of claims listed on the Schedules, the Trustee shall mail one or more Proof of Claim Form(s) (as appropriate) substantially similar to the Proof of Claim Form indicating on each Proof of Claim Form how such creditor's claim has been scheduled in the Schedules (including the identity of the Debtor, the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed).

10. Pursuant to Bankruptcy Rule 3003(c)(2), any holder of a claim against one or more of the Debtors who is required, but fails, to timely file a proof of such claim in appropriate form in accordance with the terms of this Order shall be forever barred, estopped and enjoined from asserting such claim against the Debtors (or filing a proof of claim with respect thereto), and the Debtors, their Chapter 11 estates, their successors and their respective property shall be forever discharged from any and all indebtedness or liability with respect to such claim, and such holder shall not be permitted to vote to accept or reject any plan of reorganization filed in the Chapter 11 Cases or participate in any distribution in the Chapter 11 Cases on account of such claim or to receive further notices regarding such claim.

11. The Bar Date Notice attached hereto as Annex 1 is approved and shall be deemed adequate and sufficient if a copy is served by first-class mail at least 35 days prior to the applicable Bar Date on:

- (a) the U.S. Trustee;
- (b) counsel to the Committee;
- (c) all persons or entities that have filed a notice of appearance in the Chapter 11 Cases;
- (d) all persons or entities that have filed claims against the Debtors as of the date hereof;
- (e) all known holders of pre-petition claims against the Debtors as of the date of this Order listed on the Schedules at the addresses stated therein;

- (f) all counterparties to the Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein;
- (g) all parties to litigation with the Debtors;
- (h) the Internal Revenue Service, the Securities and Exchange Commission, the United States Attorney for the Southern District of New York and any other required governmental unit;
- (i) the parties listed on the Master Service List (as defined in the Case Management Order);
- (j) known potential creditors with unknown claims against the Debtors; and
- (k) such additional persons and entities as deemed appropriate by the Trustee.

12. If the Trustee amends or supplements the Schedules subsequent to the date hereof but before service of the Bar Date Notice, then service of a personalized Proof of Claim Form with the amount reflected in the amended Schedules on the affected person or entity shall be good and sufficient notice under Bankruptcy Rule 1009(a), and no other notice of amendment of the Schedules shall be required.

13. If the Trustee amends or supplements the Schedules subsequent to the service of the Bar Date Notice in a manner that would add a new claim, reduce the undisputed, non-contingent or liquidated amount of a claim, or change the classification of a claim, then the Trustee shall give notice of any amendment or supplement to the holders of claims affected thereby and provide such holders of claims with an additional Proof of Claim Form. Such affected holders of claims shall be required to file a Proof of Claim by the later of (a) the General Bar Date and (b) 30 calendar days after such claimant is served with notice that the Trustee has amended the Schedules in a manner that affects such creditor as described in this paragraph, or be barred from doing so.

14. Pursuant to Bankruptcy Rule 2002(l), the Trustee shall publish the Bar Date Notice (modified as necessary but consistent with the requirements of the Procedural Guidelines) at least 28 days prior to the applicable Bar Date in (a) the global edition of the *Wall Street Journal* and (b) the global edition of the *New York Times*, which publication is hereby approved and shall be deemed good, adequate and sufficient publication notice of the Bar Dates.

15. The Trustee and GCG are authorized to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

16. Nothing in this Order shall prejudice the right of any party-in-interest to object to any proof of claim, whether filed or scheduled, on any grounds, or to dispute or assert offsets or defenses to any claim reflected on the Schedules or any amendments thereto, as to amount, liability, classification or otherwise or to subsequently designate any claim as disputed, contingent, unliquidated or undetermined.

17. Entry of this Order is without prejudice to the right of the Trustee to seek a further order of the Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein must file such proofs of claim or interest or be barred from doing so.

18. The Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: New York, New York
June 28, 2012

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

ANNEX 1

PROPOSED BAR DATE NOTICE

MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Brett H. Miller
Lorenzo Marinuzzi
Melissa A. Hager

Attorneys for the Chapter 11 Trustee

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

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In re : Chapter 11
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MF Global Holdings Ltd., *et al.*, : Case No. 11-15059 (MG)
:
: (Jointly Administered)
Debtors. :
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NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST MF GLOBAL HOLDINGS LTD., MF GLOBAL FINANCE USA, INC., MF GLOBAL CAPITAL LLC, MF GLOBAL FX CLEAR LLC, MF GLOBAL MARKET SERVICES LLC AND/OR MF GLOBAL HOLDINGS USA INC.:

On _____, 2012, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered an order (the “**Bar Date Order**”) establishing **August 22, 2012 at 5:00 p.m. (Prevailing Eastern Time)** (the “**General Bar Date**”) as the last date and time for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, estates and trusts), other than any governmental units (as defined in section 101(27) of the Bankruptcy Code) (“**Governmental Units**”), to file a proof of claim against MF Global Holdings Ltd. (“**Holdings Ltd.**”), MF Global Finance USA, Inc. (“**FinCo**”), MF Global Capital LLC (“**Capital**”), MF Global FX Clear LLC (“**FX Clear**”), MF Global Market Services LLC (“**Market Services**”) and/or MF Global Holdings USA Inc. (individually, “**Holdings USA**”, and collectively with Holdings Ltd., FinCo, Capital, FX Clear and Market Services, the “**Debtors**”). Solely as to Governmental Units, the Bar Date Order established **August 29, 2012 at 5:00 p.m. (Prevailing Eastern Time)** as the last date and time for each such Governmental Unit to file a proof of claim against the Debtors (the “**Governmental Bar Date**”, and together with the General Bar Date, the “**Bar Dates**”).

The Bar Dates and the procedures set forth below for filing proofs of claim apply to all claims (including, without limitation, claims entitled to priority under section 503(b)(9) of the

Bankruptcy Code) against (i) Holdings Ltd. and/or FinCo that arose prior to October 31, 2011, (ii) Capital, FX Clear and/or Market Services that arose prior to December 19, 2011, and (iii) Holdings USA that arose prior to March 2, 2012, except for those holders of the claims listed in section 4 below that are specifically excluded from the Bar Date filing requirement.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on a Chapter 11 plan filed by the Trustee or to share in distributions from the Debtors' bankruptcy estates if you have a claim against (i) Holdings Ltd. and/or FinCo that arose prior to October 31, 2011, (ii) Capital, FX Clear and/or Market Services that arose prior to December 19, 2011, and (iii) Holdings USA that arose prior to March 2, 2012, and it is not one of the types of claims described in section 4 below. Claims based on acts or omissions of the Debtors that occurred before the applicable dates in the preceding sentence must be filed on or before the applicable Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before such dates.

Under section 101(5) of the Bankruptcy Code and as used in this Notice, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

2. WHAT TO FILE

Each filed proof of claim must conform substantially to the Proof of Claim Form (as defined in the Bar Date Order). Copies of the Proof of Claim Form may be obtained at <http://www.mfglobalcaseinfo.com>. Each proof of claim must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Each proof of claim must be written in English and be denominated in United States currency (provided, however, that the Trustee reserves the right to convert a claim denominated in non-U.S. currency into U.S. currency using the applicable exchange rate as of the applicable petition date, unless the Trustee deems another date more appropriate). You should attach to each completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and all holders of claims must identify on their proof of claim the specific Debtor against which their claim is asserted. A list of the names of the Debtors and their respective case numbers appears at the end of this Notice.

Under the Bar Date Order, the filing of a Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code.

3. WHEN AND WHERE TO FILE

Except as provided for herein, all proofs of claim must be filed so as to be actually received **on or before August 22, 2012 at 5:00 p.m. (Prevailing Eastern Time)**, or solely as to governmental units **on or before August 29, 2012 at 5:00 p.m. (Prevailing Eastern Time)**, at:

A. If by mail:

MF Global Holdings Ltd., *et al.*
c/o GCG, Inc.
P.O. Box 9846
Dublin, Ohio 43017-5746

B. If by hand delivery or overnight mail:

MF Global Holdings Ltd., *et al.*
c/o GCG, Inc.
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

Proofs of claim will be deemed timely filed only if **actually received** on or before 5:00 p.m. (Prevailing Eastern Time) on the applicable Bar Date. Proofs of claim may **not** be delivered by facsimile or electronic mail.

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do not need to file a proof of claim on or before the applicable Bar Date if you are:

- A. a person or entity that has **already** properly filed a proof of claim against the applicable Debtor or Debtors with GCG or the Clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to the Proof of Claim Form;
- B. a person or entity whose claim is listed on the Debtors' schedules of assets and liabilities and/or schedules of executory contracts and unexpired leases (collectively, the "**Schedules**"), provided that: (i) the claim is **not** scheduled as "disputed," "contingent" or "unliquidated"; (ii) the claimant agrees with the amount, nature and priority of the claim as set forth in the Schedules; **and** (iii) the claimant agrees that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- C. a person or entity that holds a claim that has been allowed by an order of the Court entered on or before the applicable Bar Date;
- D. a person or entity whose claim has been paid in full by any of the Debtors;

- E. a person or entity that holds a claim for which specific deadlines have been fixed by an order of the Court entered on or before the applicable Bar Date;
- F. a person or entity that holds a claim allowable under sections 503(b) and 507(a) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- G. a Debtor having a claim against another Debtor or any of the non-debtor subsidiaries of the Debtors having a claim against any of the Debtors;
- H. an entity whose claim is limited exclusively to a claim for repayment by the applicable Debtor(s) of principal, interest, and/or other applicable fees, costs, expenses and charges on or under those certain prepetition revolving credit facilities by and among JPMorgan Chase Bank, N.A., as administrative agent (the “**Agent**”), and the lenders party from time to time to such facilities, consisting of (x) the \$1,200,875,000 revolving credit facility dated as of June 15, 2007 (as amended, supplemented or otherwise modified from time to time, the “**Prepetition Credit Agreement**”) and (y) the \$300,000,000 secured revolving credit facility dated as of June 29, 2011 (as amended, supplemented or otherwise modified from time to time, the “**Prepetition Secured Credit Agreement**” and, together with the Prepetition Credit Agreement, the “**Prepetition Credit Facilities**”), with claims arising under or in respect of either or both of the Prepetition Credit Facilities referred to herein as the “**Prepetition Credit Facility Claims**”; provided, however, that (i) the foregoing exclusion shall not apply to the Agent, (ii) the Agent shall be permitted to file a Proof of Claim against the applicable Debtor, on or before the applicable Bar Date, on account of all Prepetition Credit Facility Claims against such Debtor (it being understood that, notwithstanding anything herein to the contrary, the Agent shall be permitted to file a single consolidated Proof of Claim in respect of each of the Prepetition Credit Agreement and Prepetition Secured Credit Agreement so long as such Proof of Claim specifies by name and case number the Debtors against which the Proof of Claim is filed), and (iii) any holder of any Prepetition Credit Facility Claims that (notwithstanding the exclusion identified herein) wishes to file an individual Proof of Claim for any Prepetition Credit Facility Claims or that has any claims other than Prepetition Credit Facility Claims must file a

Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exclusion identified herein applies;

- I. an entity whose claim is limited exclusively to a claim for repayment by the applicable Debtor(s) of principal, interest, and/or other applicable fees and charges on or under (i) the 9.00% Convertible Senior Notes due June 20, 2038, (ii) the 1.875% Convertible Senior Notes due February 1, 2016, (iii) the 3.375% Convertible Senior Notes due August 1, 2018, or (iv) the 6.25% Senior Notes due August 8, 2016 (collectively the “**Notes**”), with claims relating to the Notes and/or their respective indentures (collectively, the “**Note Indentures**”) being referred to herein as the “**Note Claims**”; provided, however, that (i) the foregoing exclusion shall not apply to the indenture trustee (the “**Indenture Trustee**”) under the applicable Note Indenture, (ii) each such Indenture Trustee shall be required to file a Proof of Claim against the applicable Debtor, on or before the applicable Bar Date, on account of all Note Claims against such Debtor under the applicable Note Indenture, and (iii) any holder of a Note Claim that has a claim arising out of or relating to a Note Indenture other than a Note Claim must file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies; or
- J. a person or entity that holds an interest in any of the Debtors, which interest is based exclusively upon the ownership of common stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; provided, however, that interest holders that wish to assert claims (as opposed to ownership interests) against any of the Debtors that arise out of or relate to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies.

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. Receipt of this Notice does not mean that you have a claim or that the Trustee or the Court believes that you have a claim against the Debtors.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you have a claim arising out of the rejection of an executory contract or unexpired lease, you must file a proof of claim by the later of (a) the applicable Bar Date and (b) 30 days after the date of entry of an order of rejection (unless the order of rejection provides otherwise). Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the applicable petition date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or prior to the applicable Bar Date unless an exception identified in section 4 above applies.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS DESCRIBED IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS, THEIR SUCCESSORS, THEIR CHAPTER 11 ESTATES AND THEIR RESPECTIVE PROPERTY OR FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIM, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM OR RECEIVING FURTHER NOTICES REGARDING SUCH CLAIM.

7. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules. If you rely on the Debtors' Schedules, it is your responsibility to determine that your claim is accurately listed on the Schedules. If you agree with the nature, amount and status of your claim as listed on the Debtors' Schedules, and if you do not dispute that your claim is against only the specified Debtor, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Debtors' Schedules are available for inspection on the Court's internet website at www.nysb.uscourts.gov and on the independent website maintained by the Trustee, <http://www.mfglobalcaseinfo.com>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access www.nysb.uscourts.gov and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov. Copies of the Schedules may also be examined between the hours of 9:00 a.m. and 4:30 p.m. (Prevailing Eastern Time), Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408.

Copies of the Debtors' Schedules also may be obtained by written request to the official noticing and claims agent in the Chapter 11 Cases at the address set forth below:

MF Global Holdings Ltd., *et al.*
c/o GCG, Inc.
P.O. Box 9846
Dublin, Ohio 43017-5746

8. RESERVATION OF RIGHTS

The Trustee reserves the right to object to any proof of claim, whether filed or scheduled, on any grounds. The Trustee further reserves the right to dispute or to assert offsets or defenses to any claim reflected on the Schedules or any amendments thereto, as to amount, liability, classification or otherwise, and to subsequently designate any claim as disputed, contingent, unliquidated or undetermined.

A holder of a possible claim against the Debtors should consult an attorney regarding matters in connection with this Notice, such as whether the holder should file a proof of claim.

Dated: New York, New York
_____, 2012

BY ORDER OF THE COURT

Brett H. Miller
Lorenzo Marinuzzi
Melissa A. Hager
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

Attorneys for the Chapter 11 Trustee

LIST OF DEBTORS

MF Global Holdings Ltd. (Case No. 11-15059 (MG))

MF Global Finance USA Inc. (Case No. 11-15058 (MG))

MF Global Capital LLC (Case No. 11-15808 (MG))

MF Global Market Services LLC (Case No. 11-15809 (MG))

MF Global FX Clear LLC (Case No. 11-15810 (MG))

MF Global Holdings USA Inc. (Case No. 12-10863 (MG))

ANNEX 2

PROOF OF CLAIM FORM

