

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re)
) Chapter 11
)
MF Global Holdings Ltd., *et al.*¹) 11-15059 (MG)
)
Debtors.) Jointly Administered
)

**ORDER PURSUANT TO SECTIONS 105(a), 1102(b)(3), AND 1103(a) OF THE
BANKRUPTCY CODE, BANKRUPTCY RULES 2014 AND 5002,
AND LOCAL RULE 2014-1, FOR ENTRY OF ORDER APPROVING
RETENTION AND EMPLOYMENT OF RUST CONSULTING, INC. AS
ADMINISTRATIVE AGENT FOR THE STATUTORY CREDITORS’ COMMITTEE**

Upon the application, dated May 3, 2012 (the “Application”),² of the statutory creditors’ committee (the “Committee”) of MF Global Holdings Ltd., *et al.* (the “Debtors”), pursuant to sections 105(a), 1102(b)(3), and 1103(a) of title 11, United States Code, as amended (the “Bankruptcy Code”), Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”) for an order approving the retention and employment of Rust Consulting, Inc. (“Rust Omni”) as administrative agent (the “Administrative Agent”) for the Committee, to, among other things, create a website for the purpose of providing creditors with access to information in accordance with the terms of the Retention Agreement, a true and correct copy of which is attached to the Application as **Exhibit C**, all as more fully set forth in the Application; and this Court having jurisdiction to order the relief provided herein in accordance with 28 U.S.C. §§ 157 and 1334 and Amended Standing

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). On December 19, 2011, the following Debtors’ affiliated entities commenced chapter 11 cases: MF Global Capital LLC (2825); MF Global Market Services LLC (2193); MF Global FX Clear LLC (3678); and MF Global Holdings USA Inc. (2847).

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Order of Reference M-431, dated January 31, 2012 (Preska, Acting C.J.); and this being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been given, and no other or further notice need 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 Deutch Declaration; and the Court having determined that the legal and factual bases set forth in the Application and the Deutch Declaration establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and the Court being satisfied based on the representations made in the Application and the Deutch Declaration that Rust Omni is “disinterested” as that term is defined under section 101(14) of the Bankruptcy Code, and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Application is granted to the extent provided herein.
2. The Committee is authorized, pursuant to section 1103(a) of the Bankruptcy Code, to employ and retain Rust Omni as its Administrative Agent in accordance with the terms and conditions of the Retention Agreement, as generally described in the Application and the Deutch Declaration.
3. In connection with these chapter 11 cases, Rust Omni will establish and maintain the Committee Website at www.mfglobalcreditorscommittee.com, as well as provide any other services as may be requested by the Committee.
4. Once there is sufficient cash in the Debtors’ estates to compensate professionals in these chapter 11 cases, the Debtors are authorized and directed to compensate Rust Omni on a monthly basis in accordance with the terms and conditions of the Retention

Agreement, upon Rust Omni's submission to the Committee, the Debtors, the Chapter 11 Trustee, and the United States Trustee of monthly invoices summarizing in reasonable detail the services rendered and expenses incurred in connection therewith.

5. The Committee, the Debtors, the Chapter 11 Trustee, and the United States Trustee shall have ten (10) business days to advise Rust Omni of any objections to the monthly invoices. If an objection is raised to a Rust Omni invoice, the Debtors will remit to Rust Omni only the undisputed portion of the invoice, provided that there is sufficient cash available in the Debtors' estates to compensate professionals, and, if applicable, will pay the remainder to Rust Omni upon the resolution of the dispute. All objections that are not resolved by the parties shall be preserved and presented to the Court by the objecting party at the next interim or final fee application hearing to be heard by the Court.

6. Notwithstanding the previous paragraph, (i) Rust Omni's final fee application, and (ii) the application to the Court for allowance of Rust Omni's fees and disbursements, in the event they exceed \$2,000 during any given month, will be filed consistent with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, orders of the Court, the Amended Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010, 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").

7. Notwithstanding anything to the contrary in the Retention Agreement, the indemnification provisions are hereby modified and restated in its entirety as follows:

- a) All requests of Rust Omni for payment of indemnity pursuant to the Retention Agreement shall be made by means of an application (interim or final as the case may be) and shall be subject to review by the Court to ensure that payment of such indemnity conforms to the terms of the Retention Agreement and is reasonable based upon the circumstances of the litigation or settlement in respect of which indemnity is sought, provided, however, that in no event shall Rust Omni be indemnified in the case of its own bad-faith, self-dealing, breach of fiduciary duty (if any), gross negligence or willful misconduct.
- b) In the event that Rust Omni seeks reimbursement from the Debtors for reasonable attorneys' fees in connection with a request by Rust Omni for payment of indemnity pursuant to the Retention Agreement, as modified by this Order, the invoices and supporting time records from such attorneys shall be included in Rust Omni's own application (both interim and final) and such invoices and time records shall be subject to the Fee Guidelines and the approval of the Court under the standards of sections 330 and 331 of the Bankruptcy Code without regard to whether such attorney has been retained under section 327 of the Bankruptcy Code and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code.
- c) Rust Omni shall not be entitled to reimbursement by the Debtors for any fees, disbursements, and other charges of Rust Omni's counsel other than those incurred in connection with a request of Rust Omni for payment of indemnity.

8. Notwithstanding anything to the contrary in paragraph two of the Retention Agreement, no less than ten (10) business days prior to effecting any increases in the rates set forth in the Application and Deutch Declaration, Rust Omni shall file, and provide notice to the Debtors, the Chapter 11 Trustee, and the United States Trustee, a supplemental declaration with the Court, explaining the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and indicating whether the Committee has received notice of and approved the proposed rate increase.

9. Rust Omni shall use its best efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these chapter 11 cases.

10. To the extent the terms of this Order are in any way inconsistent with the Application or Deutch Declaration, the terms of this Order shall govern.

11. The Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

12. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

14. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation and implementation of this Order.

15. Notice of the Application as provided herein shall be deemed good and sufficient notice of the Application.

DATED: New York, New
York June 14, 2012

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge