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

	)		
<i>In re</i>	)	)	Chapter 11
MF GLOBAL HOLDINGS LTD., <i>et al.</i> ,	)	)	Case No. 11-15059 (MG)
	)	)	(Jointly Administered)
Debtors.	)	)	

***EX PARTE* MOTION OF BANK OF AMERICA, N.A.  
FOR AN ORDER PURSUANT TO RULES 9006 AND 9007 OF  
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND  
RULES 9006-1 AND 9077-1 OF THE LOCAL BANKRUPTCY RULES  
(A) AUTHORIZING AN EXPEDITED HEARING WITH RESPECT TO  
MOTION OF BANK OF AMERICA, N.A. FOR ORDER PERMITTING  
SECURITIES TRADING UPON ESTABLISHMENT OF ETHICAL WALL AND  
(B) SHORTENING THE NOTICE PERIOD IN CONNECTION THEREWITH**

Bank of America, N.A. ("Bank of America"), a member of the Statutory Creditors' Committee (the "Committee") in the chapter 11 cases of MF Global Holdings Ltd, *et al.* (collectively, the "Debtors"), submits this *ex parte* motion (the "Motion") pursuant to rules 9006 and 9007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and rules 9006-1 and 9077-1 of the local rules of the United States Bankruptcy Court for the Southern District of New York (the "Local Rules") for an order (A) authorizing an expedited hearing in

connection with the *Motion of Bank of America, N.A. for Order Permitting Securities Trading Upon Establishment of Ethical Wall* (the “Trading Motion”), filed contemporaneously herewith, approving certain procedures for Bank of America to trade in the Debtors’ Securities<sup>1</sup> upon establishment of an Ethical Wall, and (B) approving the notice procedures in connection therewith, and respectfully represents as follows:

### **Introduction**

1. On October 31, 2011 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors continue in the management and operation of their businesses and properties as debtors in possession. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Bankruptcy Rules. No trustee or examiner has been appointed in these cases.

2. On November 7, 2011, the Office of United States Trustee (the “US Trustee”) appointed the Committee and designated the following five members to serve on the Committee: (i) Wilmington Trust Company (solely in its capacity as indenture trustee); (ii) JP Morgan Chase Bank, N.A.; (iii) Bank of America, N.A.; (iv) Elliott Management Corporation; and (v) Caplin Systems Ltd.

### **Jurisdiction**

3. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

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<sup>1</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in the Trading Motion.

**Relief Requested**

4. By this Motion, Bank of America requests an order, substantially in the form attached hereto as Exhibit A (the “Order”), (i) setting a hearing on the Trading Motion for November 16, 2011, at 3:30 p.m. (prevailing Eastern Time); (ii) shortening the notice period with respect to the Trading Motion to one (1) day; and (iii) setting the deadline to object to the relief requested in the Trading Motion for November 16, 2011, at 12:00 p.m. (prevailing Eastern Time).

5. As more fully described in the Trading Motion, Bank of America has requested an order permitting Bank of America to trade in the Securities upon establishment and implementation of Ethical Walls.

6. Local Rule 9006-1(b) provides 14 days’ notice as the time fixed for service of motion papers, and provides:

All Other Motions. Unless the Court orders otherwise, all other motion papers shall be served at least 14 days before the return date. Where such service is made, any answering papers shall be served so as to ensure actual receipt not later than three days before the return date.

7. Despite the requirements of Local Rule 9006-1(b), Bankruptcy Rule 9006(c) and Local Rule 9077-1 provide that the Court, for cause shown, may in its discretion (with or without motion or notice) reduce such a period.

8. Bankruptcy Rule 9006(c) provides:

(1) Except as provided in paragraph (2) of this subdivision, when an act is required or allowed to be done at or within a specified time by these rules or by a notice given thereunder or by order of court, the court for cause shown may in its discretion with or without motion or notice order the period reduced.

Fed. R. Bankr. P 9006(c) (emphasis supplied).

9. Local Rule 9077-1(b) requires “an affidavit or motion showing cause for an *ex parte* action as well as cause for the relief requested” (emphasis supplied).

**Cause Exists to Schedule an Expedited Hearing**

10. Cause exists for the relief requested herein. First, there is an immediate need for expedited relief. Bank of America is, or is affiliated with, investment advisors or managers that provide investment-advisory services to institutional, pension, mutual fund, and high net-worth clients as well as affiliated funds and accounts. Bank of America may also buy and sell the Securities for its own portfolios. While Bank of America owes fiduciary duties to the unsecured claimholders of these estates, it also has fiduciary duties to maximize returns to their own respective clients, which may include through trading the Securities as appropriate. Thus, if Bank of America is barred from trading the Securities during the pendency of these Bankruptcy Cases because of its duties to other creditors, it may risk the loss of a beneficial investment opportunity for itself and/or its clients and, moreover, may breach its fiduciary duty to such clients.

11. Alternatively, if Bank of America resigns (or feels compelled to resign) from the Committee because it cannot serve on the Committee and fulfill its obligations to its own clients, the role of the Committee and its duties to other creditors may be compromised.

12. By implementing the Ethical Wall procedures, as more fully set forth in the Trading Motion and the Declaration of Eric T. Sieke attached thereto, Bank of America believes it will be able to both serve on the Committee, thereby benefiting all creditors, and by extension, all parties in interest, while also fulfilling its fiduciary duties to its other clients.

13. Second, there is no harm to having a shortened notice period. This Court is already scheduled to hold a hearing on November 16, 2011 in these cases at 3:30 p.m., and has not set any omnibus hearing dates for these cases. Bank of America anticipates that all parties in

interest who would be concerned with the relief requested in the Trading Motion will be at the November 16<sup>th</sup> hearing, and will have had an opportunity to review the Trading Motion and the relief requested therein in ample time to determine whether the relief requested is objectionable. The relief requested in the Trading Motion is often sought in cases of this nature.

14. Moreover, having the Trading Motion heard that at that time will ease administrative burdens on the Court, allow Bank of America to fulfill its various fiduciary duties, and provide certainty with respect to the issues addressed in the Trading Motion. Bank of America believes that the issues raised in the Trading Motion are not controversial, and Bank of America submits that any potential harm by shortening the notice period is far outweighed by the benefit of having the Trading Motion decided on an expedited basis.

15. Accordingly, for the reasons set forth herein and in the Trading Motion, Bank of America respectfully submits that cause exists for the Trading Motion to be heard on an expedited basis.

16. Further, Bank of America proposes to serve the a copy of the Order granting this Motion, along with a copy of the Trading Motion, by facsimile, electronic mail transmission, overnight delivery and/or hand delivery to the Office of the United States Trustee for the Southern District of New York, the Internal Revenue Service, counsel to the Debtors, counsel for the agents under the Debtors' prepetition revolving line of credit, the indenture trustee for each of the Debtors' outstanding bond issuances, the parties included on the Debtors' amended list of fifty largest unsecured creditors, and parties that have requested service pursuant to Bankruptcy Rule 2002 in these chapter 11 cases (the "Service Procedures"), and requests that the Court find that such Service Procedures constitute good and sufficient Notice of the hearing with respect to the Trading Motion.

**Notice**

17. Notice of this Motion will be provided by facsimile, electronic mail transmission, overnight delivery and/or hand delivery to the Office of the United States Trustee for the Southern District of New York, the Internal Revenue Service, counsel to the Debtors, counsel for the agents under the Debtors' prepetition revolving line of credit, the indenture trustee for each of the Debtors' outstanding bond issuances, the parties included on the Debtors' amended list of fifty largest unsecured creditors, and parties that have requested service pursuant to Bankruptcy Rule 2002 in these chapter 11 cases. Based on the foregoing, Bank of America respectfully submits that no further notice is needed.

**No Previous Request**

18. No previous request for the relief sought herein has been made by Bank of America to this or any other Court.

**Conclusion**

WHEREFORE, Bank of America respectfully requests that the Court enter the Order, substantially in the form attached hereto as Exhibit A, and grant such other and further relief as the Court deems just and proper.

Dated: November 15, 2010  
New York, New York

Respectfully Submitted,

**WILLKIE FARR & GALLAGHER LLP**

By: /s/ Margot B. Schonholtz

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**EXHIBIT A**

**(Proposed Order)**

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

	)	
<i>In re</i>	)	Chapter 11
	)	
MF GLOBAL HOLDINGS LTD., <i>et al.</i> ,	)	Case No. 11-15059 (MG)
	)	
Debtors.	)	(Jointly Administered)
	)	

**ORDER GRANTING *EX PARTE* MOTION OF BANK OF AMERICA, N.A. FOR AN ORDER PURSUANT TO RULES 9006 AND 9007 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND RULES 9006-1 AND 9077-1 OF THE LOCAL BANKRUPTCY RULES (A) AUTHORIZING AN EXPEDITED HEARING WITH RESPECT TO MOTION OF BANK OF AMERICA, N.A. FOR ORDER PERMITTING SECURITIES TRADING UPON ESTABLISHMENT OF ETHICAL WALL AND (B) SHORTENING THE NOTICE PERIOD IN CONNECTION THEREWITH**

Upon the *ex parte* motion (the “Motion”) of Bank of America, N.A. (“Bank of America”) a member of the Statutory Creditors’ Committee (the “Committee”) in the chapter 11 cases of the above-captioned debtors in possession (collectively, the “Debtors”), for an order (the “Order”) (i) setting an expedited hearing on the *Motion Bank of America, N.A. for Order Permitting Securities Trading Upon Establishment of Ethical Wall* (the “Trading Motion”) for **November 16, 2011 at 3:30 (prevailing Eastern Time)** and (ii) shortening the notice period with respect to the Trading Motion to one (1) days, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334 and Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, its estate, its creditors, and all parties

in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Motion is granted; and it is further

ORDERED that the hearing (the "Hearing") to consider the Trading Motion shall be held on **November 16, 2011 at 3:30 p.m. (prevailing Eastern Time)**, before the Honorable Judge Glenn, One Bowling Green, New York, NY 10004, Courtroom 501, or as soon thereafter as counsel may be heard; and it is further

ORDERED that the deadline for filing an objection to the Trading Motion (the "Objection Deadline") shall be **November 16, 2011 at 12:00 p.m. (prevailing Eastern Time)**; and it is further

ORDERED that Bank of America shall serve a copy of this Order, along with a copy of the Trading Motion, by facsimile, electronic mail transmission, overnight delivery and/or hand delivery to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the Internal Revenue Service, (iii) counsel to the Debtors, (iii) counsel for the agents under the Debtors' prepetition revolving line of credit, (iv) the indenture trustee for each of the Debtors' outstanding bond issuances, (v) the parties included on the Debtors' amended list of fifty largest unsecured creditors, and (vi) parties that have requested service pursuant to Bankruptcy Rule 2002 in these chapter 11 cases (collectively, the "Notice Parties"), and that service of this Order and the Trading Motion on the Notice Parties in the manner set forth herein shall constitute good and sufficient notice of the Hearing and the Objection Deadline; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters related to  
the interpretation or implementation of this Order.

Dated: \_\_\_\_\_, 2011  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE