

**ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY AND INSOLVENCY)**

THE HONOURABLE MR.) TUESDAY, THE 8TH
)
JUSTICE COLIN L. CAMPBELL) DAY OF NOVEMBER, 2011

**IN THE MATTER OF THE BANKRUPTCY OF
MF GLOBAL CANADA CO.,
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

**ORDER
(RE BANKRUPTCY ADMINISTRATION)**

THIS MOTION made without notice by KPMG Inc., in its capacity as the trustee in bankruptcy (the "Trustee") of MF Global Canada Co. ("MF Global Canada") was heard on this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of Richard M. Harris, sworn November 8, 2011 and on hearing the submissions of counsel for the Trustee, no one else appearing.

1. **THIS COURT ORDERS** that the five day period for sending the prescribed notice required by section 102(1) of the *Bankruptcy and Insolvency Act* (the "BIA") shall be extended to twenty one (21) days from the date of the Bankruptcy Order herein, namely to November 25, 2011.

2. **THIS COURT ORDERS** that MF Global, its present and former officers, directors, solicitors, agents, servants, shareholders, contractors, any persons acting on its instructions behalf and all other persons having notice of this Order are hereby restrained and enjoined from disturbing or interfering with the Trustee and with the exercise by the Trustee of its powers and the performance by the Trustee of its duties pursuant to the BIA and any order made in the within proceedings.

3. **THIS COURT ORDERS** that all parties and all other persons having notice of this order do forthwith provide access to the Trustee of all books, records, and documents, including but not limited to, all records and data whether stored electronically or magnetically or in any other form for use by a computer or audio or visual system, and all property of every nature and kind whatsoever, wheresoever situated, that is in their possession, power, or control related to or used in connection with any of the past, present and future undertaking, property and assets of whatsoever nature and kind, and wherever situate, of MF Global Canada, including those held by MF Global as trustee and agent, and including all legal and beneficial interests therein (the "Assets"), including but not limited to the following:
 - (a) any and all cheques, cash, or other forms of payment, including post-dated cheques and other remittances relating to the obligations, present or future, of MF Global Canada;
 - (b) all records and accounts of all bank accounts operated by or on behalf of MF Global Canada, or over which MF Global Canada has control;
 - (c) all books, accounts, invoices, letters, papers and documents which may evidence or relate to any of the Assets, business or affairs of MF Global Canada; and
 - (d) all access codes, user names and related passwords and any other information required by the Trustee to be able to access any of the IT systems, desktop and

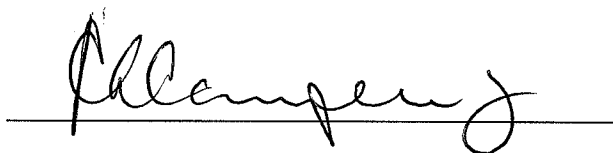
other computers, laptops, phone systems and all other electronics owned by, in the possession of or on the premises of MF Global Canada.

4. **THIS COURT ORDERS** that the Trustee shall be at liberty and is hereby authorized and empowered, if in its opinion it is necessary or desirable for the purposes of receiving, preserving and protecting the Assets or any part or parts thereof, to do any or all of the following, for, on behalf of, and in the name of MF Global, but without obligation:

- (a) to take such steps for the preservation and protection of the Assets as the Trustee considers necessary or appropriate, including, without limitation, taking control of all cash, bank deposits and securities held by or in the name of MF Global;
- (b) to confirm and reconcile all customer accounts and securities positions of MF Global Canada;
- (c) to employ and retain such agents, assistants, experts, auditors and advisors as the Trustee may consider necessary or desirable for the purposes of receiving, managing, operating, preserving, developing and protecting the Assets or any part or parts thereof or generally exercising its powers and performing its duties hereunder;
- (d) to establish a bank account or accounts in the name of the Trustee and to collect all monies now or hereafter owing to MF Global Canada;
- (e) to take any steps, enter into any agreements or incur any obligations necessary or incidental to the exercise of the aforesaid powers;
- (f) to authorize the completion or withhold approval of trades that might have been initiated by MF Global Canada prior to the suspension of its right to trade securities, as might be considered by the Trustee to be necessary or appropriate; and

- (g) to provide any information regarding MF Global Canada that it deems appropriate to Investment Industry Regulatory Organization of Canada (“IIROC”) and Canadian Investor Protection Fund (“CIPF”).
5. **THIS COURT ORDERS** that without limiting the generality of any of the provisions hereof, all persons, firms or corporations be and they are hereby restrained and enjoined from terminating any contracts, licences or agreements or disturbing or interfering with same or any utility services, including but not limited to the furnishing of gas, heat electricity, water, telephone or any other utilities of like kind, furnished up to November 4, 2011 to MF Global Canada, and they are hereby restrained and enjoined from cutting off, discontinuing or altering any such utilities or services to the Trustee and all such contracting parties are hereby required to continue to provide such services as may be required under their contracts with MF Global Canada.
 6. **THIS COURT ORDERS** that without limiting the generality of any of the provisions hereof, all persons, firms and corporations be and they are hereby restrained and enjoined from disturbing or interfering with the occupation, use or possession by the Trustee of any premises owned or leased by MF Global Canada.
 7. **THIS COURT ORDERS** that the Trustee shall not be deemed to be a receiver under s.243 of the BIA.
 8. **THIS COURT ORDERS** that liberty be reserved to any interested person or persons to apply to this Court for further or other orders, on at least seven days' notice to the Trustee.
 9. **THIS COURT ORDERS** that the Trustee may from time to time apply to this Court for advice and directions in the discharge of the Trustee's powers and duties hereunder.

10. **THIS COURT ORDERS SEEKS AND REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Trustee carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Trustee in any foreign proceeding, or to assist the Trustee in carrying out the terms of this Order.



A handwritten signature in cursive script, appearing to read "P. Champagne", is written over a horizontal line.

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PROCEEDINGS COMMENCED AT TORONTO

**ORDER
(RE BANKRUPTCY ADMINISTRATION)**

BORDEN LADNER GERVAIS LLP
Barristers and Solicitors
Scotia Plaza
40 King Street West
Toronto, Ontario M5H 3Y4

CRAIG J. HILL
Direct Phone: 416-367-6156
Direct Fax: 416-361-7301
LSUC#31888K

Lawyers for KPMG Inc.,
in its capacity as trustee in bankruptcy of
MF Global Canada Co.