

JUDGMENT/ORDER



COURT DETAILS

Court	Supreme Court of NSW
Division	Equity
List	Corporations List, Corporations Registrar's List
Registry	Supreme Court Sydney
Case number	2011/00411117

TITLE OF PROCEEDINGS

First Plaintiff	Christopher Robert Campbell, Vaughan Neil Strawbridge and David John Frank Lombe in their capacity as liquidators of MF Global Australia Limited (in liquidation)
Second Plaintiff	MF Global Australia Limited (In Liquidation)
First Second Defendant	RMF Management Services Pty Limited Graincorp Operations Limited
Number of defendants	6
Corporation subject of the proceeding	M F GLOBAL AUSTRALIA LIMITED, Christopher Robert Campbell, Vaughan Neil Strawbridge and David John Frank Lombe in their capacity as liquidators of MF Global Australia Limited (in liquidation) Refer to Party Details at rear for full list of parties

DATE OF JUDGMENT/ORDER

Date made or given	23 April 2012
Date entered	3 May 2012

TERMS OF JUDGMENT/ORDER

This matter is listed for Directions (Corporation List Judge) on 21 May 2012 10:00 AM before the Supreme Court - Civil at Supreme Court Sydney.

Estimated duration: 5 Minutes

I make the orders in the document entitled Short Minutes of Order which I have initialled, dated today's date and placed with the papers.

The proceedings are stood over to the directions list on 21st May 2012.

Parties have liberty to apply on two days notice.

Short Minutes of Order

The Court makes the following orders :

1. Pursuant to Rule 7 6 of the Uniform Civil Procedure Rules 2005, George Weston Foods Limited (GWF) be added as a defendant to the proceeding and be appointed to represent all clients of MFGA with a Futures Account (excluding MF Global Singapore Pte Limited (Provisional Liquidators Appointed)) that :

(a) held open positions on the date that administrators were appointed to MFGA, and

(b) claim an entitlement to amounts held by MFGA in the Client Segregated Accounts or Recoveries,

such representation to be limited to advancing arguments to the effect that client entitlements are to be determined by gross liquidation value calculated by

(c) applying the relevant market closing price on 31 October 2011 to any positions open on that date, or

(d) applying some other method other than that adopted by the First Plaintiffs as set out in paragraphs 260 to 274 of the Affidavit of Chris Campbell sworn 16 March 2012.

2. The legal expenses reasonably incurred by GWF in acting as appointed in accordance with paragraph 1 above :

(a) be paid out of, or recouped from, the Client Segregated Accounts (other than the MFGS-related CSAs) and Recoveries (to the extent they have been received) on a pro-rata basis having regard

to the balance of the Client Segregated Accounts and the quantum of the Recoveries (to the extent they have been received) on the date of the payment or the date of recoupment (as appropriate), (b) on an indemnity basis as agreed or assessed.

3. The Court directs that the Plaintiffs are justified in paying the legal expenses reasonably incurred by GWF first out of the general funds of MFGA, and then recouping the amounts so paid from the Client Segregated Accounts (other than the MFGS-related CSAs) and Recoveries in accordance with paragraph 2 above.

4. The First Third and Fourth Defendants are entitled, but not required, to respond to the arguments advanced by GWF pursuant to order 1 above.

5. Notwithstanding that the Second Defendant represents a class of clients with contrasting positions on the appropriate method for calculating gross liquidation value, the Second Defendant is entitled to :

(a) advance argument(s) to the effect that client entitlements are to be determined by gross liquidation value calculated by applying the methodology set out in paragraphs 260 to 274 of the Affidavit of Chris Campbell sworn 16 March 2012, and

(b) otherwise respond to arguments advanced by GWF.

6. Notwithstanding that the Second, Third and Fourth Defendants represent a class of clients who, on the date the administrators were appointed to MFGA, may have held "open" and/or "cash only" positions, the Second, Third and Fourth Defendants are entitled, but not required, to respond to the arguments advanced by the Sixth Defendant pursuant to order 1(b) of the orders made in these proceedings on 2 April 2012.

7. Notwithstanding that the First Defendant represents a class of clients who, on the date the administrators were appointed to MFGA, may have held "open" and/or "cash only" positions the First Defendant is entitled and required to :

(a) advance any arguments to the effect that clients' claims, which are not referable to open positions held by the client on the date the administrators were appointed to MFGA should not be given priority in the distribution of funds in the Client Segregated Accounts, ahead of any portion of any clients' claims that are referable to the open positions held at the date of the administration, and

(b) otherwise respond to arguments advanced by the Sixth Defendant.

8. Bundaberg Sugar Ltd be granted leave to be heard in the proceedings without becoming a party to the proceedings.

9. The Plaintiffs to serve any further evidence by 4 May 2012.

10. The Defendants and any person having leave to be heard to serve any evidence by 14 May 2012.

11. The Plaintiffs to serve written submissions by 28 May 2012.

12. The Defendants to serve written submissions by 12 June 2012.

13. Any party to serve any submissions in reply by 19 June 2012.

14. The written submissions served by all parties and any person having leave to be heard are to follow the form of the template submissions annexed and marked "A".

15. The Plaintiffs to file a Court Book by 21 June 2012.

16. Leave be granted to the plaintiffs to file an Amended Originating Process in the form annexed and marked "B".

17. The proceedings be stood over until 21 May 2012 for directions before the Corporations Judge.

18. Liberty to apply to the court on two days' notice.

The Court notes that

19. The intention of order 14 above is to assist the Court identify the position adopted by the parties in relation to particular issues It is not intended to limit the scope of the submissions to be made by the parties.

20. The above orders :

(a) are made without admissions by any party,

(b) are made without prejudice to the ability of any party to submit, at the completion of the proceedings, that :

(i) the legal expenses reasonably incurred by the representative defendants should be paid or recouped from the general funds of MFGA held by the Liquidators of MFGA (to the extent that the general funds exceed the amount required to meet the Liquidators' unpaid remuneration, costs and expenses, including the amount reasonably required to enable the Liquidators to finalise

the liquidation of MFGA) as at the date the Court makes orders in respect of any such submission, or
(ii) the legal expenses reasonably incurred by the representative defendants should be paid or recouped from particular Client Segregated Accounts (including the MFGS-related CSAs) and/or Recoveries to the extent those Client Segregated Accounts hold funds, and/or Recoveries have been received by the plaintiffs and not distributed, as at the date the Court makes orders in respect of the submission, including without limitation any legal expenses reasonably incurred by the representative defendants which have already been paid or recouped from MFGA's general funds, the Client Segregated Accounts or Recoveries.

Definitions

Client Segregated Accounts - means the bank accounts maintained by MFGA pursuant to Part 7 8 of the Corporations Act 2001 (Cth), being each of the 51 bank accounts of MFGA identified in paragraph 42 of the affidavit of Christopher Robert Campbell sworn herein on 21 December 2011.

Futures Recoveries - means the payments received, or to be received, by the Liquidators pursuant to arrangements with clearing houses and other MF Global group companies in respect of futures and options contracts executed on behalf of MFGA's clients.

MFGS-related CSAs OTC Recoveries - means the 11 Client Segregated Accounts held at Standard Chartered Bank, Singapore.

OTC Recoveries - means the payments received, or to be received, by the Liquidators pursuant to agreements between MFGA and its hedge counterparties for the purpose of hedging MFGA's exposure to its clients.

Recoveries - means the Futures Recoveries and the OTC Recoveries.

SEAL AND SIGNATURE



Signature M. Ha (L.S.)

Capacity Chief Clerk
Date 4 May 2012

PARTY DETAILS

Fifth Application under Corporation Law

Applicant(s)

First Applicant

Christopher Robert Campbell, Vaughan Neil Strawbridge and David John Frank Lombe in their capacity as liquidators of MF Global Australia Limited (in liquidation)

Second Applicant

M F GLOBAL AUSTRALIA LIMITED
ACN 001662077

(s)

Sixth Application under Corporation Law

Applicant(s)

First Applicant

Bundaberg Sugar Ltd

ACN 077102526

Respondent(s)

First Respondent

Christopher Robert Campbell, Vaughan Neil Strawbridge and David John Frank Lombe in their capacity as liquidators of MF Global Australia Limited (in liquidation)

Second Respondent

M F GLOBAL AUSTRALIA LIMITED
ACN 001662077

Third Respondent

RMF Management Services Pty Limited

Fourth Respondent

GRAINCORP OPERATIONS LIMITED

ACN 003875401

Fifth Respondent

The GFL Group Pty Limited

Sixth Respondent

Underdog Clothing Pty Ltd

Seventh Application under Corporation Law

Applicant(s)

First Applicant

Deutsche Bank AG

Respondent(s)

First Respondent

Bundaberg Sugar Ltd
ACN 077102526

Second Respondent

GRAINCORP OPERATIONS LIMITED
ACN 003875401

Third Respondent

Kimbalex Investments Pty Ltd

Fourth Respondent

M F GLOBAL AUSTRALIA LIMITED

ACN 001662077

Fifth Respondent

Practical Human Resource Solutions Pty Ltd

Sixth Respondent

RMF Management Services Pty Limited

Seventh Respondent

The GFL Group Pty Limited

Eighth Respondent

Underdog Clothing Pty Ltd