



GRANTED WITH MODIFICATIONS

Exhibit A

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE GFI GROUP INC.) CONSOLIDATED
STOCKHOLDER LITIGATION) C.A. No. 10136-VCL

SCHEDULING ORDER

WHEREAS, a consolidated stockholder class action is pending in this Court entitled *In re GFI Group Inc. Stockholder Litigation*, Consolidated C.A. No. 10136-VCL (the “Action”);

WHEREAS, (a) plaintiffs Maurene L. Al Ammary and Robert Michocki (collectively, “Plaintiffs”), on behalf of themselves individually and on behalf of each member of the Class (defined below); (b) defendants Michael Gooch, Colin Heffron, Marisa Cassoni, Jersey Partners, Inc., and CME Group, Inc. (collectively, the “Defendants”); (c) former defendants GFI Brokers Holdco Ltd., New JPI Inc., Commodore Acquisition Corp., Commodore Acquisition LLC, Cheetah Acquisition Corp., Cheetah Acquisition LLC, Nick Brown, Frank Fanzilli, Jr. and Richard Magee (collectively, the “Former Defendants”); and (d) non-parties GFI Group, Inc. and BGC Partners, Inc. have determined to settle all claims asserted against Defendants in the Action with prejudice on the terms and conditions set forth in the Stipulation and Agreement of Settlement entered into by the Settling Parties dated September 17, 2015 (the “Stipulation”); and

WHEREAS, in accordance with the Stipulation, the Parties have made an application, pursuant to Court of Chancery Rule 23, for entry of a scheduling order in accordance with the Stipulation, preliminarily certifying the Class for purpose of the Settlement only, approving the form and content of the notice of the Settlement to the Class, and scheduling the date and time for the Settlement Hearing.

WHEREAS, the Court having read and considered the Stipulation and the exhibits attached thereto; the Stipulation being sufficient to warrant notice to the Class (defined below); and all Parties having consented to the entry of this Order.

NOW THEREFORE, IT IS HEREBY ORDERED, this ___ day of _____, 2015, as follows:

1. **Definitions:** Unless otherwise defined herein, the capitalized terms used herein shall have the same meanings as they have in the Stipulation.

2. **Preliminary Class Certification for Settlement Purposes:** The Court hereby preliminarily certifies, solely for purposes of effectuating the proposed Settlement, the Action as a non-opt out class action pursuant to Court of Chancery Rules 23(a), 23(b)(1) and 23(b)(2), on behalf of a Class consisting of all record holders and beneficial holders of common stock of GFI at any time during the period June 30, 2014 through and including the closing of the Back-End Mergers, and their transferees or successors, and who were alleged to have been damaged due to Defendants' conduct alleged in the Amended Complaint.

Excluded from the Class are (a) Defendants, GFI, and BGCP; (b) all subsidiaries of or affiliates controlled by CME during the Class Period; (c) all subsidiaries and affiliates of JPI, GFI, or BGCP during the Class Period; (d) all Officers, partners and directors of JPI, GFI, or BGCP during the Class Period; (e) the Immediate Family members of the Individual Defendants or of any other person who, during the Class Period, was an Officer, partner or director of JPI, GFI, or BGCP; and (f) the respective legal representatives, predecessors, successors in interest or assigns of, or entities or trusts controlled by, any of the foregoing in (a) – (e) above.

3. Solely for purposes of the Settlement, Plaintiffs are preliminarily appointed as Class Representatives and Lead Counsel are preliminarily appointed as Class Counsel.

4. **Settlement Hearing:** The Court will hold a Settlement Hearing (the “Settlement Hearing”) on _____, 201_, at __:___.m., at the Court of Chancery of the State of Delaware, New Castle County Courthouse, 500 N. King St., Wilmington, DE 19801, for the following purposes: (a) to determine whether the Action may be permanently maintained as a non-opt out class action and whether the Class should be certified permanently, for settlement purposes, pursuant to Court of Chancery Rules 23(a), 23(b)(1) and 23(b)(2); (b) to determine whether Plaintiffs may be permanently designated as Class Representatives and

Lead Counsel as Class Counsel, and to determine whether Plaintiffs and Lead Counsel have adequately represented the interests of the Class in the Action; (c) to determine whether the proposed Settlement on the terms and conditions provided for in the Stipulation is fair, reasonable and adequate to the Class, and should be approved by the Court; (d) to determine whether a Judgment substantially in the form attached as Exhibit B to the Stipulation should be entered dismissing the Action with prejudice against Defendants; (e) to determine whether the proposed Plan of Allocation should be approved as fair and reasonable; (f) to determine whether the application by Lead Counsel for an award of attorneys' fees and reimbursement of litigation expenses should be approved; and (g) to consider any other matters that may properly be brought before the Court in connection with the Settlement. Notice of the Settlement and the Settlement Hearing shall be given to Class Members as set forth in Paragraph 6 of this Order.

5. The Court may adjourn the Settlement Hearing and approve the proposed Settlement with such modifications as the Settling Parties may agree to, if appropriate, without further notice to the Class.

6. **Retention of Settlement Administrator and Manner of Notice** – Lead Counsel are hereby authorized to retain the firm of Epiq Systems, Inc. (the “Settlement Administrator”) to provide notice to the Class and administer the

Settlement. Notice of the Settlement and the Settlement Hearing shall be given as follows:

(a) Within eight (8) business days of the date of entry of this Order, GFI shall provide or cause to be provided to the Settlement Administrator and Lead Counsel, at no cost to the Settlement Fund, Plaintiffs, Plaintiffs' Counsel or the Settlement Administrator, stockholder information as maintained by GFI's transfer agent which shall include (i) a list of all GFI common stockholders not excluded from the Class who are stockholders of record from June 30, 2014 through and including the date of entry of this Order; (ii) a list of all GFI common stockholders not excluded from the Class who tendered shares to BGCP and whose shares were purchased, as reflected on the books and records maintained by the payment agent engaged by GFI in connection with the Tender Offer; and (iii) a list of persons and entities excluded from the Class by definition (except as to CME-related exclusions, as to which CME shall provide such a list). As soon as the information is available, GFI shall also provide or cause to be provided to the Settlement Administrator and Lead Counsel, at no cost to the Settlement Fund, Plaintiffs, Plaintiffs' Counsel or the Settlement Administrator, a list of all GFI common stockholders not excluded from the Class who are stockholders of record as of the record date for the Back-End Mergers. The

information to be provided to the Settlement Administrator and Lead Counsel pursuant to this ¶ 6(a) is referred to herein as the “Stockholder Information”;

(b) not later than twenty (20) business days after the date of entry of this Order (the “Notice Date”), the Settlement Administrator shall cause a copy of the Notice, substantially in the form attached hereto as Exhibit 1, to be mailed by first-class mail to record holders who are potential Class Members at the addresses set forth in the Stockholder Information or who otherwise may be identified through further reasonable effort;

(c) not later than the Notice Date, the Settlement Administrator shall post a copy of the Notice and the Claim Form on the website established for the Settlement;

(d) not later than ten (10) business days after the Notice Date, the Settlement Administrator shall cause the Summary Notice, substantially in the form attached hereto as Exhibit 2, to be published once in *Investor’s Business Daily* and to be transmitted once over the *PR Newswire*; and

(e) not later than fifteen (15) calendar days prior to the Settlement Hearing, Lead Counsel shall serve on Defendants’ Counsel and file with the Court proof, by affidavit or declaration, of such mailing and publication.

7. **Approval of Form and Content of Notice:** The Court (a) approves, as to form and content, the Notice, attached hereto as Exhibit 1, and the Summary Notice, attached hereto as Exhibit 2, and (b) finds that the mailing and distribution of the Notice and the publication of the Summary Notice in the manner and form set forth in Paragraph 6 of this Order: (i) are the best notice practicable under the circumstances; (ii) constitute notice that is reasonably calculated, under the circumstances, to apprise Class Members of the pendency of the Action, of the effect of the proposed Settlement (including the Releases to be provided thereunder), of the proposed Plan of Allocation, of Lead Counsel's application for an award of attorneys' fees and litigation expenses, of their right to object to the Settlement, the Plan of Allocation, and/or Lead Counsel's application for attorneys' fees and litigation expenses, and of their right to appear at the Settlement Hearing; (iii) constitute due, adequate and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (iv) satisfy the requirements of Court of Chancery Rule 23, the United States Constitution (including the Due Process Clause), and all other applicable law and rules. The date and time of the Settlement Hearing shall be included in the Notice and Summary Notice before they are mailed and published, respectively.

8. **Nominees Procedures:** Broker-dealers, banks, custodians, sub-custodian and other nominees that held shares of GFI common stock during the

Class Period as record holders for the benefit of another person or entity shall either (a) within seven (7) calendar days of receipt of the Notice, request from the Settlement Administrator sufficient copies of the Notice to forward to all such beneficial owners and within seven (7) calendar days of receipt of those Notices forward them to all such beneficial owners; or (b) within seven (7) calendar days of receipt of the Notice, send a list of the names and addresses of all such beneficial owners to the Settlement Administrator, in which event the Settlement Administrator shall promptly mail the Notice to such beneficial owners. Upon full compliance with this Order, such nominees may seek reimbursement of their reasonable expenses actually incurred in complying with this Order by providing the Settlement Administrator with proper documentation supporting the expenses for which reimbursement is sought. Such properly documented expenses incurred by nominees in compliance with the terms of this Order shall be paid by Defendants (other than CME).

9. Broker-dealers, banks, custodians, sub-custodian and other nominees that hold securities in their name on behalf of a beneficial owner are hereby ordered to provide information deemed necessary by the Settlement Administrator to assist eligible Class Members in connection with determining their entitlement to the Settlement Fund and to distribute the Settlement Fund consistent with the terms of the Settlement.

10. **Appearance at Settlement Hearing and Objections:** Unless the Court orders otherwise, any Class Member may enter an appearance in the Action, at his, her or its own expense, individually or through counsel of his, her or its own choice, by filing with the Register in Chancery and delivering a notice of appearance to representative counsel for Plaintiffs and Defendants, at the addresses set forth in Paragraph 11 below, such that it is received no later ten (10) calendar days prior to the Settlement Hearing, or as the Court may otherwise direct. Any Class Member who does not enter an appearance will be represented by Lead Counsel, and shall be deemed to have waived and forfeited any and all rights he, she or it may otherwise have to appear separately at the Settlement Hearing.

11. Any Class Member may file a written objection to the proposed Settlement, Plan of Allocation, and/or Lead Counsel's application for an award of attorneys' fees and litigation expenses and appear and show cause, if he, she or it has any cause, why the proposed Settlement, Plan of Allocation, and/or the application for attorneys' fees and litigation expenses should not be approved; *provided, however,* that, unless otherwise directed by the Court for good cause shown, no Class Member shall be heard or entitled to contest the approval of the terms and conditions of the proposed Settlement, Plan of Allocation, and/or the application for attorneys' fees and litigation expenses unless that person or entity has filed a written objection with the Register in Chancery and served copies of

such objection on representative counsel for Plaintiffs and Defendants at the addresses set forth below such that they are received no later than ten (10) calendar days prior to the Settlement Hearing.

**Representative Counsel for
Plaintiffs**

Mary S. Thomas, Esq.
Grant & Eisenhofer P.A.
123 Justison Street
Wilmington, DE 19801

**Representative Counsel for
Defendants**

William M. Lafferty, Esq.
Morris, Nichols, Arsht
& Tunnell LLP
1201 North Market Street
Wilmington, DE 19801

and

Jenness E. Parker, Esq.
Skadden, Arps, Slate, Meagher & Flom
One Rodney Square
P.O. Box 636
Wilmington, DE 19899

12. Any objections, filings and other submissions by the objecting Class Member: (a) must state the name, address and telephone number of the person or entity objecting and, if represented by counsel, the name, address and telephone number of his, her or its counsel; (b) must be signed by the objector; (c) must contain a written, specific statement of the Class Member's objection or objections, and the specific reasons for each objection, including any legal and evidentiary support the Class Member wishes to bring to the Court's attention; (d) must state the objection is being filed with respect to "*In re GFI Group Inc. Stockholder*

Litigation, Consolidated C.A. No. 10136-VCL”; and (e) must include documentation sufficient to prove that the objector is a member of the Class.

13. Unless the Court orders otherwise, any Class Member who or which does not make his, her or its objection in the manner provided herein shall (a) be deemed to have waived and forfeited his, her or its right to object to any aspect of the proposed Settlement, Plan of Allocation and Lead Counsel’s application for an award of attorneys’ fees and litigation expenses; (b) be forever barred and foreclosed from objecting to the fairness, reasonableness or adequacy of the Settlement, the Judgment to be entered approving the Settlement, the Plan of Allocation, and/or the attorneys’ fees and litigation expenses requested and/or awarded; and (c) be deemed to have waived and forever barred and foreclosed from being heard, in this or any other proceeding, with respect to any matters concerning the Settlement, the Plan of Allocation, or the requested and/or awarded attorneys’ fees and litigation expenses.

14. **Stay and Temporary Injunction:** Until otherwise ordered by the Court, the Court stays all proceedings in the Action other than proceedings necessary to carry out or enforce the terms and conditions of the Stipulation. Pending final determination by the Court of whether the Settlement should be approved, the Court bars and enjoins Plaintiffs, and all other members of the Class,

from instituting, commencing or prosecuting any and all of the Settled Plaintiff Claims against any and all of the Released Defendant Persons.

15. **Notice Costs:** All Notice Costs shall be paid by GFI, regardless of whether the Court finally approves the Settlement or the Effective Date occurs, and in no event shall the Settlement Fund, Plaintiffs, Plaintiffs' Counsel, the Settlement Administrator, or CME be responsible for the payment of any Notice Costs.

16. **Settlement Fund** – The contents of the Settlement Fund held by M&T Bank (which the Court approves as the Escrow Agent), shall be deemed and considered to be *in custodia legis* of the Court, and shall remain subject to the jurisdiction of the Court, until such time as they shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

17. **Taxes** – Lead Counsel are authorized and directed to prepare any tax returns and any other tax reporting form for or in respect of the Settlement Fund, to pay from the Settlement Fund any Taxes owed with respect to the Settlement Fund, and to otherwise perform all obligations with respect to Taxes and any reporting or filings in respect thereof without further order of the Court in a manner consistent with the provisions of the Stipulation.

18. **Termination of Settlement:** If the Settlement is terminated as provided in the Stipulation, this Order shall be vacated, rendered null and void and be of no further force and effect, except as otherwise provided by the Stipulation,

and this Order shall be without prejudice to the rights of Plaintiffs, the other Class Members and Defendants, and the Parties shall revert to their respective positions in the Action as of immediately prior to August 24, 2015, as provided in the Stipulation.

19. **Use of this Order:** Neither the MOU, the Stipulation (whether or not consummated), including the exhibits hereto and the Plan of Allocation contained herein (or any other plan of allocation that may be approved by the Court), the negotiations leading to the execution of the MOU and this Stipulation, nor any proceedings taken pursuant to or in connection with the MOU, this Stipulation and/or approval of the Settlement (including any arguments proffered in connection therewith): (a) shall be offered against any of the Released Defendant Persons as evidence of, or construed as, or deemed to be evidence of any presumption, concession, or admission by any of the Released Defendant Persons with respect to the truth of any fact alleged by Plaintiffs or the validity of any claim that was or could have been asserted or the deficiency of any defense that has been or could have been asserted in this Action or in any other litigation, or of any liability, negligence, fault, or other wrongdoing of any kind of any of the Released Defendant Persons or in any way referred to for any other reason as against any of the Released Defendant Persons, in any civil, criminal or administrative action or proceeding, other than such proceedings as may be

necessary to effectuate the provisions of this Stipulation; (b) shall be offered against any of the Released Plaintiff Persons, as evidence of, or construed as, or deemed to be evidence of any presumption, concession or admission by any of the Released Plaintiff Persons that any of their claims are without merit, that any of the Released Defendant Persons had meritorious defenses, or that damages recoverable under the Complaint would not have exceeded the Settlement Amount or with respect to any liability, negligence, fault or wrongdoing of any kind, or in any way referred to for any other reason as against any of the Released Plaintiff Persons, in any civil, criminal or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of this Stipulation; or (c) shall be construed against any of the Released Persons as an admission, concession, or presumption that the consideration to be given hereunder represents the amount which could be or would have been recovered after trial; provided, however, that if this Stipulation is approved by the Court, the Parties and the Released Persons and their respective counsel may refer to it to effectuate the protections from liability granted hereunder or otherwise to enforce the terms of the Settlement.

20. **Supporting Papers:** Lead Counsel shall file and serve the opening papers in support of the proposed Settlement, Plan of Allocation and Lead Counsel's application for an award of attorneys' fees and litigation expenses no

later than fifteen (15) calendar days prior to the Settlement Hearing. Any objections to the Settlement, the Plan of Allocation, and/or the application for an award of attorneys' fees and litigation expense shall be filed and served no later than ten (10) calendar days prior to the Settlement Hearing. If reply papers are necessary, they are to be filed and served no later than five (5) calendar days prior to the Settlement Hearing.

21. **Retention of Jurisdiction:** The Court retains jurisdiction to consider all further applications arising out of or connected with the proposed Settlement.

Vice Chancellor Laster

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: J Travis Laster

File & Serve

Transaction ID: 57872491

Current Date: Sep 22, 2015

Case Number: 10136-VCL

Case Name: CONF ORD ON DISC CONS W 10082 10103 10125 10166 VCL In re G F I Group Inc
Stockholder Litigation

Court Authorizer: Laster, J Travis

Court Authorizer

Comments:

The Court will hold a Settlement Hearing on Tuesday, November 24, 2015, at 10:00 a.m.

/s/ Judge Laster, J Travis