

DECLARATION OF PAUL R.T. JOHNSON, JR.

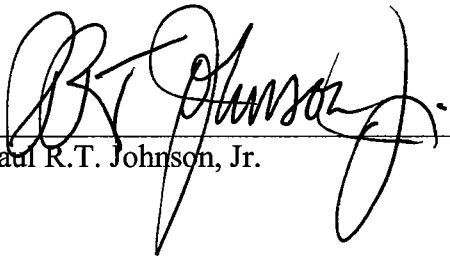
I, Paul R.T. Johnson, Jr., declare that:

1. I am personally familiar with the facts set forth herein, and, if called as a witness, I could and would testify thereto of my own personal knowledge.
2. I have over 20 years experience in the trading world. In 1985, I began an execution group trading and filling institutional customer orders on the Chicago Board of Trade ("CBOT") until I sold the business to ING in approximately 1998.
3. In 2001, I became CEO of Boston Cabot LLC. Boston Cabot is a futures trading firm and a broker/dealer. In 2003, I became CEO of BC Trading LLC, a hedge fund that focuses on trading certain stock index futures and the 10 year treasury futures. I am currently the CEO and majority shareholder of both Boston Cabot and BC Trading. Both Boston Cabot and BC Trading are located in Chicago, Illinois.
4. I was formerly on the board of directors of the CBOT and was Chairman of Floors and Chairman of Market and Product Development for the CBOT. In this role, I helped create the Dow Jones futures products, rewrote the treasury complex contracts and helped launch the Fed Funds futures.
5. I saw an early demonstration of TT's MD Trader product around the time that the product was launched. I remember that the product looked much different than the standard order entry screens in existence at the time. In particular, market information was displayed relative to a fixed or static column of prices such that the trader could visualize movement of the market. Also, it provided for simple and accurate order entry.
6. I started using TT's MD Trader to trade electronically near the end of 2001. Once I started using the product, I saw how much better it was than the preexisting order entry screens. In particular, it provided for the ability to enter orders quickly without the same error problems that existed in the previous screens. This was so because the prices remained fixed and there was no risk of the prices changing while attempting to enter an order like there was in the preexisting screens. Also, the static nature of the prices allowed the trader to see the flow of the market depth much easier through a more intuitive screen. The one-click recentering feature of MD Trader was also very valuable because it allowed the trader to quickly bring the display of the market to the center of the screen. I had never seen any of these features in preexisting electronic trading tools.
7. Because of the more intuitive trading screen and the improved fast and accurate order entry and management, the MD Trader screen increases the speed in which traders

can react to opportunities and enter trades. Such speed is a critical issue for electronic traders. Anything that allows a trader to decrease the time it takes to recognize an opportunity and send an order to the exchange is invaluable.

8. After TT launched MD Trader, I am aware that competitors of TT released screens that duplicated the static price, the improved order entry and the recentering features of MD Trader. One such competitor, Patsystems, attempted to sell me its product by pitching the fact that it had a product (called the Dome screen) that functioned like MD Trader.

I declare under penalty of perjury that the foregoing is true and correct. Executed on July 29, 2004.


Paul R.T. Johnson, Jr.