

DECLARATION OF RUSSELL A. WARNER

I, Russell A. Warner, 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.

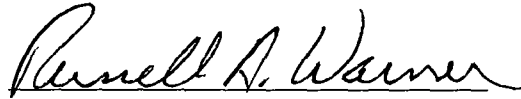
2. In 1978, I cofounded Commodity Communications Corp. (now FutureSource), which provided real-time data and analytic software to futures traders. From 1978-1985, I was General Manager of the business. The company was based in Lombard, Illinois. From 1985 to 1991, I was Senior Vice President of MarketView Software, Inc. in St. Charles, Illinois. MarketView developed software for real-time PC computer decision support systems for traders. The company was sold in 1991 and currently operates under the name Global View Software. From 1991 to 1996, I was Vice President of Sales for the Midwest and Western regions for Market Vision, Inc, a developer of real-time graphics and market data distribution systems. From 1996 to 2000, I was President of Logical Information Machines, Inc., a developer of time series database management and analysis systems for financial and energy market management.

3. From July of 2000 until October of 2001, I was the Chief Operating Officer (“COO”) and Executive Vice President of Business Development of YesTrader, Inc. YesTrader was an independent software vendor (“ISV”) that provided software for connecting to electronic futures and derivatives exchanges and for providing a front-end for traders to enter and manage orders electronically. YesTrader was based in Chicago, Illinois and was a competitor of Trading Technologies (“TT”). After I left YesTrader, I was Senior Vice President, Regional Manager West at Reuters with the responsibility of managing the sales for the Western region until May of 2003. Since then, I have been providing consulting services. I currently reside in Mount Prospect, Illinois.

4. At YesTrader, there was a flurry of activity in the summer of 2000 to get ready for a new API being offered by the Chicago Board of Trade. In around the early fall of 2000, sales people at YesTrader began reporting that they were hearing feedback that TT was offering a new type of trading tool called MD Trader that the customers liked. I recall discussions at YesTrader regarding the need to create a screen competitive to TT’s MD Trader. YesTrader attempted to come out with something competitive to MD Trader, but ultimately was not able to displace MD Trader at customer accounts.

5. Based on input from sales and customers, I was made aware that TT's MD Trader provided a definitive advantage to the traders. MD Trader gave TT's product a significant competitive advantage.

I declare under penalty of perjury that the foregoing is true and correct. Executed on August 17, 2004.


Russell A. Warner