

**DECLARATION OF DAVID B. MARTIN, JR.**

I, David B. Martin, 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 received a B.A. from Cornell University in 1990 and an MBA from New York University in 1997. While in business school I worked for Bankers Trust in New York as a summer associate. After business school, I moved to Chicago and clerked on the floor of the Chicago Board of Options Exchange ("CBOE") for Letco.
3. In 1998, I attempted to trade off the floor via telephone but did not have much success. In the spring of 1999, I started trading electronically on the Chicago Mercantile Exchange ("CME") with a Globex terminal. I used the Globex terminal to trade electronically until I decided to switch to Trading Technologies' ("TT") in around May of 2001. I continue to professionally trade various products electronically today, including products being traded on the CME and the Chicago Board of Trade ("CBOT"). I own seats on both the CME and the CBOT.
4. I currently reside in Chicago, Illinois.
5. The front-end on the Globex terminal displayed the best bid price, best bid quantity and best ask price, best ask quantity side by side in designated cells. If a trader tried to hit the bid, there was a very real chance that an order could go in at a different price if at that moment the price in the best bid cell changed. Also, the Globex front end only displayed prices for which quantities were available in the market.
6. In 1999 and 2000, I was consistently very successful in electronic trading. Then, in the first half of 2001 I became very unsuccessful. I then heard of a new trading screen called MD Trader being offered by TT. I called TT and made an appointment to see a demonstration. My first impression upon seeing MD Trader was that it was completely different than any trading front-end I had ever seen before and it appeared to be a tool that was better than the existing systems.
7. MD Trader was different from the preexisting systems because it displayed the market depth (quantities) relative to a column of prices where the displayed price levels normally remained fixed. This allowed for a trader to visually see the market depth move up and down as the market moved. It had a one-click recentering feature that allowed a trader to quickly bring the market back to near the center of the trading window. Also, MD Trader allowed a trader to very easily and quickly enter orders against the fixed column of prices such that there was no risk of sending orders in at unintended prices.

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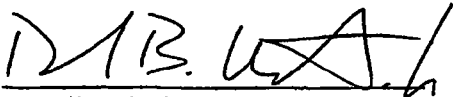
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8. After seeing the demonstration, I immediately decided to license TT's X\_Trader software so I could begin trading with MD Trader. This was in approximately May of 2001. My first days of trading using MD Trader required some adjustments to get used to the very different interface. However, shortly thereafter I had approximately 90 consecutive profitable trading days using MD Trader and have been successful ever since. I believe that my trading success since then has been directly attributable to MD Trader and the features described above. After using MD Trader, I realized that it was far superior to the preexisting systems of which I was aware. Shortly after I started using MD Trader, I got rid of my Globex terminal. In fact, in order to use TT's software, I had to switch clearing firms at the time. In my opinion, MD Trader was a stroke of genius and I had not seen anything like it before. MD Trader improved my trading substantially. I suspect that the reason for my unsuccessful stretch of trading in 2001 was attributed to the fact that other traders were entering orders faster than me by using the recently introduced MD Trader.

9. Electronically traded markets are extremely competitive. Even a small edge in these markets can make the difference between success and failure. The reason why MD Trader provides a significant edge to traders is because it is faster and more accurate than the preexisting systems. By allowing a trader to visualize movements in the market, it allows traders to recognize trading opportunities quicker. This is especially true if a trader is spreading one market against another and has MD Trader windows up for both of these markets. It is more accurate because it eliminated the risk of sending in orders at unintended prices.

10. When I was trading using Globex, I used to always think about ways to make the trading interface better. I never thought anything like MD Trader, e.g., displaying the market information against a fixed column of prices and allowing for one click order entry on cells aligned with the fixed prices.

I declare under penalty of perjury that the foregoing is true and correct. Executed on August 13, 2004.

  
David B. Martin, Jr.