

DECLARATION OF JAMES J. ZELLINGER

I, James J. Zellinger, 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 40 years experience in the financial industry. I began my career as a runner in the mailroom at the Chicago Board of Trade working for Merrill Lynch. I worked in various positions at Merrill Lynch for 13-14 years. I left Merrill Lynch to be a partner and part-owner in Hennessy & Associates where I was involved in operations and sales. Hennessy was a clearing firm. I worked there for around 13-14 years. During my years at Merrill and Hennessy I traded through an order desk. When I left Hennessy, I traded for a while both from an office and on the floor of the CBOT.
3. In around 1990, I was doing consulting work on the Globex project for the Chicago Mercantile Exchange ("CME") when it was first being built. Globex was the CME's electronic trading platform. In 1990-91, I took a job with the CME to run operations for Globex. I ran operations for Globex until 1994. In 1994, I returned to Merrill Lynch to run the commercial trading office. After working at Merrill for one and half years, I left to join Transmarket Group L.L.C., a clearing firm and a global private trading and investment company that trades various exchange listed derivatives, equities, commodities and cash markets electronically. At Transmarket, I created and ran one of the first electronic trading rooms for traders. I was also responsible for managing the clearing side of the business. When I first started at Transmarket, a few traders were trading electronically on Project A. We had two Project A terminals. In 1995-1996, I built Transmarket's first electronic trading room. I continued to oversee the expansion of Transmarket's electronic trading until I left in November of 2000. During that time, the traders used a variety of different systems, including the Project A front-end, the Globex front-end, Trading Technologies ("TT") software, EasyScreen software and GL software. We also used Espeed software to trade on Espeed's cash bond market. I was also aware of other front-end systems, including software offered by Patsystems. When I left, Transmarket had over 100 traders trading electronically.
4. I first saw TT's MD Trader in around the fall of 2000. It became immediately apparent that MD Trader was a superior trading tool to the other systems available at the time. The reason I know that MD Trader was superior was that the traders insisted they have it. We licensed TT's software to get MD Trader despite the fact that it was significantly more expensive than the competition. I recall the CFO of Transmarket at the time objecting to our switch over to TT, but we had to make the switch because otherwise we would lose our traders. In fact, we did lose one trader to another firm

1

TT05813

Confidential

because we were having some technical difficulty on our CME connection and were not able to get the TT software up and running quick enough.

5. At the time, the preexisting screens were not designed for an active trader. MD Trader was the first application designed to be used as a true trading tool by the trader to enhance trading. The preexisting systems were order book type screens that were built so that a broker order desk could keep control of its orders and to limit errors. MD Trader was far superior for the active trader because it was fast. It improved the way the trader saw the market. This was especially true for spreaders who would put multiple markets up side by side. MD Trader allowed the traders to easily see the movement of the market because the market data was displayed dynamically relative to fixed prices on the screen so that the data would move up and down on the screen. The preexisting screens displayed the best bid and best ask prices in designated locations on the screen (typically side by side) such that when the market changed the numbers in these locations changed. This required traders to read and mentally interpret changes in numbers to see changes in the market. At first, several of our traders demanded that they get MD Trader. Once they had it and other traders saw the benefits of MD Trader, it spread like wildfire.

6. In November of 2000, I left Transmarket to join Fuji Futures (a division of Fuji Bank) where I was Executive Vice President of Operations. I was responsible for building a local business in Chicago for both floor and electronic trading. At the time, Fuji was providing GL software and exchange provided front-ends to its traders. As part of my goal of attracting professional traders to Fuji, I convinced Fuji to license TT's software in around March or April of 2001. Fuji did this because TT had MD Trader, which was unique at the time to TT. Fuji's professional trade group chose TT over competitors such as RTS, GL, Patsystems and Easyscreen despite the fact that TT's software was more expensive. Fuji became Mizuho Securities in April, 2002 and I continued on in the same role until June of 2003. I had built the professional trading operation up to around 175 traders when I left. I left Mizuho to found (along with others) Advantage Futures LLC, a clearing firm on the CBOT, CME, LIFFE and Eurex for professional traders. I am President and COO of Advantage. Advantage currently has around 300 traders with approximately 170 focusing on electronic trading. Our primary vendor for electronic trading is TT.

7. In the years following TT's release of MD Trader, many ISVs have released products that have the same functionality as MD Trader. I have been in many meetings with representatives of competitive ISVs trying to sell their trading software. Almost all of these competitors, if not all, has pitched their product as having a window that "looks just like" TT's MD Trader and as being cheaper than TT. These competitors needed to do this because the MD Trader tool was so important to active traders and provided a huge competitive advantage to TT. For example, I have heard these types of pitches from representatives of RTS, Patsystems, GL and Easyscreen.

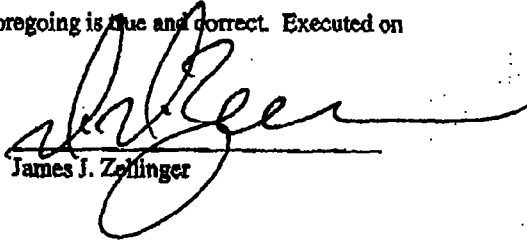
8. Around 2 months ago I met with Steve Brucato. Mr. Brucato is a former employee of TT where he held the position of CTO. Mr. Brucato stated to me that he was working to help Espeed develop a new front-end that had similar features to TT's

product. I also recall him telling me that Espeed might offer its new front-end for free to people who were clearing cash bonds through Espeed.

9. It is my understanding that Harris Brumfield owned the rights to MD Trader before TT released it as a commercial product. I have always been surprised and I have spoken with others in the industry that have also been surprised that Mr. Brumfield permitted TT to turn MD Trader into a product and offer it to the world. The reason for my surprise and my understanding of others' surprise is that Mr. Brumfield could have kept the technology behind MD Trader secret and used to create a significant competitive advantage for himself in trading.

10. MD Trader also benefits the clearing firms and the exchanges in that it results in traders entering more orders and, therefore, increases volume and liquidity.

I declare under penalty of perjury that the foregoing is true and correct. Executed on August 31, 2004.



James J. Zollinger