

EXHIBIT D

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

FREDERICK J. GREDE, not individually but as
Liquidation Trustee of Sentinel Liquidation Trust

Plaintiff,

v.

**PENSON FINANCIAL FUTURES, INC. &
PENSON FUTURES f/k/a PENSON GHCO,**

Defendants.

**IFX MARKETS, INC., IPGL, LTD. & HAIN
CAPITAL HOLDINGS, LTD.,**

Defendants.

FARR FINANCIAL, INC.,

Defendant.

CADENT FINANCIAL SERVICES,

Defendant.

RAND FINANCIAL SERVICES,

Defendant.

COUNTRY HEDGING INC.,

Defendant.

VELOCITY FUTURES, LP,

Defendant.

FCSTONE, LLC,

Defendant.

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) Honorable Rebecca R. Pallmeyer
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) Case No. 09-cv-00101
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) Case No. 09-cv-00115
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) Case No. 09-cv-00120
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) Case No. 09-cv-00127
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) Case No. 09-cv-00128
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) Case No. 09-cv-00130
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) Case No. 09-cv-00135
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) Case No. 09-cv-00136
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AMERICAN NATIONAL TRADING CORP.,)	Case No. 09-cv-00137
Defendant.)	
ABN AMRO CLEARING CHICAGO LLC, (f/k/a FORTIS CLEARING AMERICAS, LLC),)	Case No. 09-cv-00138
Defendant.)	
CROSSLAND LLC,)	Case No. 09-cv-00140
Defendant.)	

AFFIDAVIT OF GEOFFREY S. GOODMAN

I, GEOFFREY S. GOODMAN, depose and state as follows:

1. I am over twenty-one years old.
2. I am a partner at Foley & Lardner LLP (“Foley”), 321 North Clark Street, Suite 2800, Chicago, IL 60654, and have been duly admitted to practice in the State of Illinois, the Northern District of Illinois and the Seventh Circuit Court of Appeals, among other jurisdictions.
3. At all times relevant to this case, I have represented various of the SEG 1 Defendants, and am currently representing six of the SEG 1 Defendants.
4. I am submitting this affidavit in support of the SEG 1 Defendants’ respective motions for entry of judgment (the “Motions”).
5. On September 7, 2017, I received an email from Vincent Lazar, counsel for the Trustee, which attached a summary of the reserve amounts held for SEG 1 and SEG 2 customers, including a breakdown of the each of the SEG 1 Defendants’ respective share of each reserve. The summary also listed the petition date balances for those SEG 1 Defendants holding SEG 3/4 claims. A true and correct copy of the Trustee’s Reserve Account Summary, with highlighting added and certain material redacted as set forth in footnote 8 of the Motions, is attached as Ex. 1.

6. Each SEG 1 Defendant's *pro rata* share of the Section 7.20(b) Reserve has been calculated based on such customer's SEG 1 (and SEG 2, if applicable) balances as of the petition date divided by the aggregate SEG 1 and SEG 2 balances of the SEG 1 Defendants as of the petition date. The *pro rata* share of a SEG 1 Defendant (that holds SEG 3/4 claims) in the SEG 3/4 Reserve is based on such SEG 1 Defendant receiving a 59% distribution on account of such SEG 1 Defendant's petition date SEG 3/4 balance, as such balance was reflected on the Trustee's Reserve Account Summary.¹

7. Applying the foregoing calculation to the reserve balances provided by the Trustee in Ex. 1, American National's *pro rata* share of the: (a) Section 7.20(b) Disputed Claims Reserve was \$135,802 as of June 30, 2017; and (b) SEG 3/4 Reserve was \$0 as of July 31, 2017.

8. Applying the foregoing calculation to the reserve balances provided by the Trustee in Ex. 1, Cadent's *pro rata* share of the: (a) Section 7.20(b) Disputed Claims Reserve was \$335,673 as of June 30, 2017; and (b) SEG 3/4 Reserve was \$0 as of July 31, 2017.

9. Applying the foregoing calculation to the reserve balances provided by the Trustee in Ex. 1, Country Hedging's *pro rata* share of the: (a) Section 7.20(b) Disputed Claims Reserve was \$165,588 as of June 30, 2017; and (b) SEG 3/4 Reserve was \$756,373 as of July 31, 2017.

10. Applying the foregoing calculation to the reserve balances provided by the Trustee in Ex. 1, Crossland's *pro rata* share of the: (a) Section 7.20(b) Disputed Claims Reserve was \$80,321 as of June 30, 2017; and (b) SEG 3/4 Reserve was \$0 as of July 31, 2017.

¹ As set forth in the Trustee's Reserve Account Summary, in addition to the SEG 1 Defendants, Alaron Trading Corp. ("Alaron") and Peregrine Financial Services, Inc. ("Peregrine") also have interests in the Reserves. The interests in the Reserves of Alaron and Peregrine are not addressed by the Motions and, therefore, are not included in this affidavit.

11. Applying the foregoing calculation to the reserve balances provided by the Trustee in Ex. 1, Farr's pro rata share of the: (a) Section 7.20(b) Disputed Claims Reserve was \$151,869 as of June 30, 2017; and (b) SEG 3/4 Reserve was \$1,390,649 as of July 31, 2017.

12. Applying the foregoing calculation to the reserve balances provided by the Trustee in Ex. 1, FCStone's pro rata share of the: (a) Section 7.20(b) Disputed Claims Reserve was \$218,346 as of June 30, 2017; and (b) SEG 3/4 Reserve was \$0 as of July 31, 2017.

13. Applying the foregoing calculation to the reserve balances provided by the Trustee in Ex. 1, ABN AMRO's pro rata share of the: (a) Section 7.20(b) Disputed Claims Reserve was \$847,999 as of June 30, 2017; and (b) SEG 3/4 Reserve was \$0 as of July 31, 2017.

14. Applying the foregoing calculation to the reserve balances provided by the Trustee in Ex. 1, IFX's pro rata share of the: (a) Section 7.20(b) Disputed Claims Reserve was \$515,881 as of June 30, 2017; and (b) SEG 3/4 Reserve was \$3,314,156 as of July 31, 2017.


15. Applying the foregoing calculation to the reserve balances provided by the Trustee in Ex. 1, Rand's pro rata share of the: (a) Section 7.20(b) Disputed Claims Reserve was \$29,384 as of June 30, 2017; and (b) SEG 3/4 Reserve was \$0 as of July 31, 2017.

16. Applying the foregoing calculation to the reserve balances provided by the Trustee in Ex. 1, Velocity's pro rata share of the: (a) Section 7.20(b) Disputed Claims Reserve was \$157,569 as of June 30, 2017; and (b) SEG 3/4 Reserve was \$1,466,802 as of July 31, 2017.

17. Applying the foregoing calculation to the reserve balances provided by the Trustee in Ex. 1, Penson's pro rata share of the: (a) Section 7.20(b) Disputed Claims Reserve was \$364,399 as of June 30, 2017; and (b) SEG 3/4 Reserve was \$385,438 as of July 31, 2017.²

Pursuant to 28 U.S.C. § 1746, I Geoffrey S. Goodman, declare under penalty of perjury that the foregoing is true and correct.

FURTHER YOUR AFFIANT SAYETH NAUGHT.



Geoffrey S. Goodman

Executed on October 12, 2017

² The reserve calculations for Penson are for the two Penson entities – i.e., Penson Financial Futures, Inc. and Penson Futures – in the aggregate, and do not reflect the split of such reserves between the Penson entities.

EXHIBIT 1

Seg 1 Reserve:	\$24,626,984
Seg 2 Reserve:	\$4,567,042

Non-Electing CB Claims

	SEG 1			SEG 2			SEG 3		TOTAL
	Petition Date Balance	Less 8/21 Citadel Distribution	Less Pro Rata Share Seg 1 Reserve*	Petition Date Balance	Less Pro Rata Share Seg 2 Reserve*	Net Seg 2	Seg 3		
Alaron (combined) **	\$165,038	(\$114,699)	(\$14,228)	\$2,303,605	(1,295,897)	\$1,007,708	\$1,428,880	\$2,472,700	
American National	\$12,957,977	(\$9,005,468)	(\$1,117,074)	\$0	0	\$0	\$0	\$2,835,435	
Cadent	\$32,029,180	(\$22,259,213)	(\$2,761,153)	\$0	0	\$0	\$0	\$7,008,814	
County Hedging	\$15,800,128	(\$10,980,562)	(\$1,362,088)	\$0	0	\$0	\$1,281,988	\$4,739,465	
Crossland	\$7,664,020	(\$5,326,270)	(\$660,695)	\$0	0	\$0	\$0	\$1,677,055	
Farr	\$14,491,035	(\$10,070,845)	(\$1,249,235)	\$0	0	\$0	\$2,357,033	\$5,527,988	
FC Stone	\$20,834,149	(\$14,479,039)	(\$1,796,058)	\$5,003,403	(2,814,673)	\$2,188,730	\$0	\$4,559,052	
Fortis	\$75,910,845	(\$52,755,816)	(\$6,544,079)	\$0	0	\$0	\$5,617,214	\$18,799,681	
IFX***	\$49,224,290	(\$34,209,441)	(\$4,243,499)	\$811,432	(456,472)	\$354,960	\$653,284	\$8,439,168	
Penson (combined)	\$33,958,786	(\$23,600,363)	(\$2,927,500)	\$0	0	\$0	\$130,687	\$1,180,531	
Peregrine	\$4,797,177	(\$3,333,781)	(\$413,552)	\$0	0	\$0	\$0	\$613,530	
Rand	\$2,803,738	(\$1,948,505)	(\$241,703)	\$0	0	\$0	\$0	\$0	
Velocity	\$15,034,885	(\$10,448,744)	(\$1,296,119)	\$0	0	\$0	\$2,486,105	\$5,776,127	
	\$285,671,248	(\$198,532,745)	(\$24,626,984)	\$8,118,440	(4,567,042)	\$3,551,398	\$13,955,191	\$80,018,108	

*Reserve balances as of July 31, 2017. Seg 1 and 2 reserves allocated pro rata based on petition date balances.

REDACTED