

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

<p>In re:</p> <p>BERNARD L. MADOFF INVESTMENT SECURITIES LLC,</p> <p style="text-align: center;">Debtor,</p>	<p>Adv. Pro. No. 08-01789 (BRL)</p> <p>SIPA LIQUIDATION</p> <p>(Substantively Consolidated)</p>
<p>IRVING H. PICARD, Trustee for the Liquidation of Bernard L. Madoff Investment Securities LLC,</p> <p style="text-align: center;">Plaintiff,</p> <p>v.</p> <p>SAUL B. KATZ, et al.,</p> <p style="text-align: center;">Defendants.</p>	<p>Adv. Pro. No. 10-05287 (BRL)</p> <p>11 Civ. 03605 (JSR) (HBP)</p>

DECLARATION OF HARRISON J. GOLDIN

I, Harrison J. Goldin, declare pursuant to 28 U.S.C. § 1746, that the following is true:

1. I am Harrison J. Goldin, the Senior Managing Director of Goldin Associates, and a retained expert in the above-captioned matter. I submit this Declaration in support of the opposition of Irving H. Picard, as trustee for the substantively consolidated liquidation of the business of Bernard L. Madoff Investment Securities LLC, under the Securities Investor Protection Act, and the estate of Bernard L. Madoff, to the Defendants' motion for summary judgment in the above-entitled matter.

2. A true and correct copy of my Expert Report dated November 22, 2011, and submitted to Defendants on or about November 22, 2011 (the "Expert Report"), is attached as Exhibit 189 to the Declaration of Fernando A. Bohorquez, Jr., dated February 9, 2012. I hereby incorporate by reference the contents of the Expert Report as my sworn testimony as if fully rewritten herein.

3. A true and correct copy of the Errata Sheet to my Expert Report, dated January 10, 2012, and submitted to Defendants on or about January 10, 2012, is attached as Exhibit 220 to the Declaration of Fernando A. Bohorquez, Jr., dated February 9, 2012.

4. A true and correct description of my background and qualifications is set forth in the Expert Report at p. 1-2 and Appendix A.

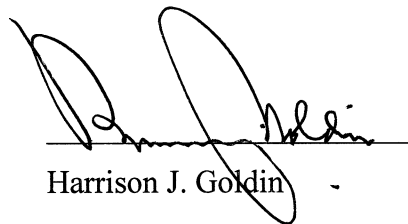
5. The opinions rendered in the Expert Report and the bases thereof are detailed in my Expert Report and Exhibit B, which identify (a) the methodology that I employed and/or supervised in connection with the analyses performed, and (b) the sources of information and data that form the basis of my findings, conclusions and opinions.

6. I hereby affirm that the findings, statements, conclusions and opinions in the Expert Report and in this Declaration are truthful and accurate.

7. The Defendants have had a full and fair opportunity to question me at my deposition on January 12, 2012 about my qualifications, methodology, and underlying source materials, as well as about the findings, conclusions and opinions I rendered in my Expert Report.

Dated: New York, New York

February 9, 2012



Harrison J. Goldin