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

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

Case No.: _____

SIPA LIQUIDATION
(Substantively Consolidated)

**DECLARATION OF HELEN DAVIS CHAITMAN
IN SUPPORT OF MOTION FOR LEAVE TO APPEAL**

I, Helen Davis Chaitman, hereby declare, under penalty of perjury pursuant to 28 U.S.C. §1746, as follows:

1. I am a partner with Becker & Poliakoff LLP, counsel to Maureen Ebel, Diane Peskin and Roger Peskin and a large group of other customers of Bernard L. Madoff Investment Securities Inc. (“Madoff”) as set forth on **Exhibit A** hereto (the “Objectors”). I am a member of the bars of New York and New Jersey, and of this Court. I submit this declaration in support of the Objectors’ motion for an Order pursuant to Federal Rules of Bankruptcy Procedure 8001(b) and 8003: (a) granting them leave to appeal the May 5, 2010 order (entered on May 6, 2010 –

Doc # 2251) of the United States Bankruptcy Court for the Southern District of New York Approving Applications for Allowance of Interim Compensation for Services Rendered and Reimbursement of Expenses (the “Order”) to the extent that the Order granted the third applications for interim compensation of Irving H. Picard, Trustee, and his counsel, Baker & Hostetler LLP; and (b) granting such other and further relief in the Objectors’ favor as the Court deems just and proper.

2. A true and correct copy of the Objectors’ Objection to Third Applications of Irving H. Picard, Trustee, and Baker & Hostetler LLP for Allowance of Interim Compensation for Services Rendered and Reimbursement of Expenses Incurred from October 1, 2009 through January 31, 2010 (Doc # 2233) is attached hereto as **Exhibit B**.

3. A true and correct copy of the Order, which is the subject of this appeal (Doc # 2251), is attached hereto as **Exhibit C**.

4. A true and correct copy of the Trustee’s Amended Third Interim Report for the period ending March 31, 2010 is attached hereto as **Exhibit D**.

5. A true and correct copy of the transcript of SEC Commissioner Mary Schapiro’s testimony before the House Subcommittee on Capital markets, Insurance and Government-Sponsored Enterprises on July 14, 2009 is attached hereto as **Exhibit E**.

I declare under penalty of perjury that the foregoing is true and correct.

May 19, 2010

/s/ Helen Davis Chaitman