

3. With respect to the allegations contained in Paragraphs 284-298 of the First Amended Complaint, Defendants state that, pursuant to the Court's Order, dated April 30, 2007, Count 2 was dismissed in its entirety and therefore no response is required.

4. With respect to the allegations contained in Paragraphs 299-312 of the First Amended Complaint (Count 3), Defendants state that (i) defendant Phillip R. Bennett is the only known individual representative of Defendants capable of responding on their behalves to the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

5. With respect to the allegations contained in Paragraphs 313-328 of the First Amended Complaint (Count 4), Defendants state that (i) defendant Phillip R. Bennett is the only known individual representative of Defendants capable of responding on their behalves to the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

6. With respect to the allegations contained in Paragraphs 329-341 of the First Amended Complaint (Count 5), (i) defendant Phillip R. Bennett is the only known individual representative of Defendants capable of responding on their behalves to the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-

incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

7. With respect to the allegations contained in Paragraphs 342-360 of the First Amended Complaint (Count 6), Defendants state that (i) defendant Phillip R. Bennett is the only known individual representative of Defendants capable of responding on their behalves to the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

8. With respect to the allegations contained in Paragraphs 361-368 of the First Amended Complaint (Count 7), Defendants state that (i) defendant Phillip R. Bennett is the only known individual representative of Defendants capable of responding on their behalves to the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

9. With respect to the allegations contained in Paragraphs 369-379 of the First Amended Complaint (Count 8), Defendants state that (i) defendant Phillip R. Bennett is the only known individual representative of Defendants capable of responding on their behalves to

the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

10. With respect to the allegations contained in Paragraphs 380-636 of the First Amended Complaint, Defendants state that (i) defendant Phillip R. Bennett is the only known individual representative of Defendants capable of responding on their behalves to the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

11. With respect to the allegations contained in Paragraphs 637-645 of the First Amended Complaint (Count 9), Defendants state that (i) defendant Phillip R. Bennett is the only known individual representative of Defendants capable of responding on their behalves to the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

12. With respect to the allegations contained in Paragraphs 646-653 of the First Amended Complaint (Count 10), Defendants state that (i) defendant Phillip R. Bennett is the

only known individual representative of Defendants capable of responding on their behalves to the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

13. With respect to the allegations contained in Paragraphs 654-669 of the First Amended Complaint (Count 11), Defendants state that (i) defendant Phillip R. Bennett is the only known individual representative of Defendants capable of responding on their behalves to the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

14. With respect to the allegations contained in Paragraphs 670-689 of the First Amended Complaint (Count 12), Defendants state that (i) defendant Phillip R. Bennett is the only known individual representative of Defendants capable of responding on their behalves to the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

15. With respect to the allegations contained in Paragraphs 690-706 of the First Amended Complaint (Count 13), Defendants state that (i) defendant Phillip R. Bennett is the only known individual representative of Defendants capable of responding on their behalves to the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

16. With respect to the allegations contained in Paragraphs 707-712 of the First Amended Complaint (Count 14), Defendants state that (i) defendant Phillip R. Bennett is the only known individual representative of Defendants capable of responding on their behalves to the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

17. With respect to the allegations contained in Paragraphs 713-720 of the First Amended Complaint (Count 15), Defendants state that (i) defendant Phillip R. Bennett is the only known individual representative of Defendants capable of responding on their behalves to the allegations of the Complaint; (ii) Mr. Bennett has asserted the privilege against self-incrimination accorded to him by the United States and New York State Constitutions and therefore is unavailable to answer those allegations; (iii) Defendants have no other known

individual representative capable of responding to those allegations on behalf of Defendants; and (iv) deny that Plaintiffs are entitled to any relief from them.

AFFIRMATIVE DEFENSES

As separate and distinct affirmative defenses to the First Amended Complaint and each alleged causes of action, Defendants, without conceding that they bear the burden of proof as to any of the following issues, and while reserving the right to assert additional or different defenses based upon additional evidence developed in discovery or otherwise, allege as follows:

First Affirmative Defense

18. The First Amended Complaint, and each cause of action therein, fails to state a claim upon which relief can be granted.

Second Affirmative Defense

19. Plaintiffs' claims are barred, in whole or in part, by the doctrines of waiver, estoppel, laches and unclean hands.

Third Affirmative Defense

20. To the extent Plaintiffs' sustained any damage, loss or injury, any damage award against Defendants should be reduced, diminished and/or eliminated to reflect only Defendants percentage of responsibility.

Fourth Affirmative Defense

21. Plaintiffs' claims are barred in whole or in part by the comparative or contributory fault of theirs and/or third parties, including, but not limited to, current and/or former personnel of Refco, Inc. and/or Refco Capital Markets, Ltd.

WHEREFORE, defendant Refco Group Holdings, Inc. and the Phillip R. Bennett Three Year Annuity Trust respectfully request that judgment be entered:

- A. Dismissing the First Amended Complaint, and each cause of action therein, with prejudice, as to Defendants;
- B. Awarding Defendants their costs, including reasonable attorneys' fees, and disbursements in connection with this action; and
- C. Granting such other and further relief as the Court deems just and proper.

Dated: New York, New York
June 14, 2007

GOLENBOCK EISEMAN ASSOR BELL
& PESKOE LLP

By: /s/ Jeffrey T. Golenbock
Jeffrey T. Golenbock (JG 2217)
Adam C. Silverstein (AS 4876)

437 Madison Avenue, 35th Floor
New York, New York 10022-7302
(212) 907-7300

*Attorneys for Defendant Refco Group Holdings, Inc. and
the Phillip R. Bennett Three Year Annuity Trust*