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March 31, 2008

VIA ECF AND FEDEX

Hon. Freda L. Wolfson, U.S.D.J.
Clarkson S. Fisher Federal Bldg. & U.S. Courthouse
402 E. State Street
Trenton, NJ 08608

Re: Axact (PVT.), Ltd. v. Student Network Resources, Inc., et al.; 3:07-cv-05491

Dear Judge Wolfson:

As the Court is aware, I represent the defendants in the referenced matter. I write in response to the March 18, 2008 motion of plaintiff's counsel to withdraw as counsel of record pursuant to Loc. Civ. R. 102.1, and voluntarily to dismiss the complaint pursuant to Fed. R. Civ. P. 41(a)(2).

Withdrawal under Rule 102.1 requires leave of court where, as here, other counsel is not substituted simultaneously. During the telephone conference with the Court on March 25, 2008, Mr. Sacks acknowledged that leave to withdraw could appropriately be conditioned upon a requirement that plaintiff obtain new counsel within 30 days. He acknowledged, as well, that plaintiff was aware of his application to withdraw, and was actively seeking substitute counsel.

Pursuant to Fed. R. Civ. P. 41(a)(2), where, as here, counterclaims have been pled prior to service of plaintiff's motion to dismiss, a complaint may be dismissed absent defendants' consent only if the counterclaims remain pending for independent adjudication. Plaintiff is currently in default with respect to filing its answer to defendants' February 25, 2008 counterclaims; pursuant to Fed. R. Civ. P. 12(a)(1)(B), plaintiff's answer was due on March 17, 2008.

Defendants hereby respectfully advise the Court that they do not oppose the immediate entry of the form of Order submitted by Mr. Sacks, including the provision for voluntary dismissal without prejudice pursuant to Fed. R. Civ. P. 41(a)(2), so long as the Order is modified (i) to specify that defendants' counterclaims remain pending, and (ii) to include a date certain by which substitute counsel for plaintiff must appear in the action. Defendants respectfully submit that the outside date for such appearance should be set at April 18, 2008 – 31 days after the filing

March 31, 2008

of plaintiff's motion, and 32 days after plaintiff's default in answering defendants' counterclaims.

Respectfully submitted,

/s/ Peter L. Skolnik

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cc: Hon. Tonianne J. Bongiovanni, U.S.M.J. (via Fedex)
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