

DREIER^{LLP}

ATTORNEYS AT LAW

The Gursky Group

Ira S. Sacks *Partner*
Direct 212 652 3730
isacks@dreierllp.com

March 31, 2008

VIA ECF AND FEDERAL EXPRESS

Hon. Freda L. Wolfson
United States District Judge
Clarkson S. Fisher Federal Building
and United States Courthouse
402 E. State Street
Trenton, NJ 08608

**Re: Axact (Pvt.), Ltd. v. Student Network Resources, Inc., Student
Network Resources, LLC, Ross Cohen and John Derit
Civil Action No. 07-5491 (FLW)(TJB)**

Dear Judge Wolfson:

We represent plaintiff and counterclaim defendant Axact (Pvt.), Ltd. (“Axact”) in the above-captioned matter, and write to you in response to the letter of Peter L. Skolnik, counsel for the Defendants, dated March 31, 2008.

It is incorrect as a practical matter that Axact has defaulted on its time to respond the Defendants’ counterclaims. As this Court is aware, Dreier LLP filed a motion to withdraw as counsel of record for plaintiff Axact, and to voluntarily dismiss the complaint in this action, on March 18, 2008. On March 12, 2008, prior to filing that motion, counsel for Axact contacted Mr. Skolnik to request an extension of the time until April 17, 2008 for Axact to answer the defendants’ amended counterclaims, in light of the fact that counsel for Axact intended to move to be relieved as counsel in this matter. Defendants did not respond to that request. As Dreier LLP was in the process of preparing its motion to withdraw as counsel of record for Axact, and the attorney-client relationship between Dreier LLP and Axact had become irrevocably damaged, Dreier LLP could not have proceeded with its representation of Axact in preparing an answer to the Defendants’ counterclaims at that time.

That being said, we – on behalf of Dreier LLP – agree to Mr. Skolnik’s proposals that (1) the proposed Order relieving Dreier LLP as counsel of record for Axact be amended to add a provision that the Defendants’ counterclaims remain pending; and (2) this Court fix a date certain by which Axact must appear with substitute counsel in this action.

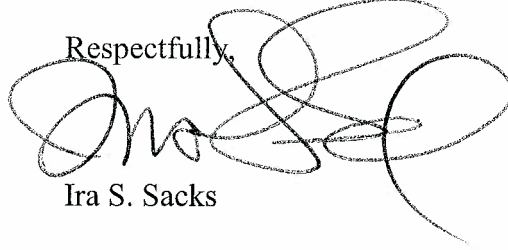
499 Park Avenue New York, New York 10022
Telephone 212 328 6100 Facsimile 212 328 6101
Los Angeles • Stamford • Albany
www.dreierllp.com

Honorable Freda L. Wolfson
March 31, 2008
Page 2 of 2

In addition, while we – Dreier LLP – do not object to Mr. Skolnik’s proposed deadline of April 18, 2008 for Axact to appear with new counsel, we note that on March 19, 2008, Magistrate Judge Bongiovanni entered a scheduling order setting April 21, 2008 as the return date for Dreier LLP’s motion to withdraw as counsel of record.

Thank you for your consideration.

Respectfully,

A handwritten signature in black ink, appearing to read "Ira S. Sacks", written in a cursive style. The signature is positioned above the printed name "Ira S. Sacks".

Ira S. Sacks

cc: Magistrate Judge Tonianne J. Bongiovanni (via ECF and FedEx)
Peter L. Skolnik (via e-mail)
Axact (Pvt.), Ltd. (via e-mail)