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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-x

SECURITIES AND EXCHANGE :
COMMISSION, :
Plaintiff, : 09-CV-8811 (JSR)
-against- : **ANSWER OF DEFENDANT**
GALLEON MANAGEMENT, LP, : **ZVI GOFFER TO SECOND**
ET AL., : **AMENDED COMPLAINT**
Defendants. :

Defendant Zvi Goffer, by and through his attorneys Anderson Kill & Olick, P.C., hereby submits his Answer to Plaintiff's Amended Complaint as follows:

Management, LP et al. Doc. 149
In providing this unsworn and nontestimonial Answer through undersigned
counsel, Mr. Goffer does not intend to, and does not, waive any privileges in this or any
other proceeding, including, but not limited to, the privilege against self-incrimination
guaranteed to him by the Fifth Amendment to the United States Constitution. *Klein v.
Harris*, 667 F.2d 274, 288 (2d Cir. 1981); *ACLI Int'l Commodity Servs., Inc. v. Banque
Populaire Suisse, et al.*, 110 F.R.D. 278, 287-88 (S.D.N.Y. 1986); *SEC v. Cayman
Islands Reinsurance Corp., Ltd.*, 551 F. Supp. 1056, 1058-59 (S.D.N.Y. 1986). Mr.

Goffer reserves the right to amend his Answer and to assert any such applicable privileges in this or other proceedings.

SUMMARY

1. Paragraph 1 contains legal conclusions to which no response is required. To the extent a response is required, Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 1.

2. The allegations in paragraph 2 are legal conclusions to which no response is required.

(i) Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 2(i).

(ii) The allegations in paragraph 2(ii) contain legal conclusions to which no response is required. To the extent a response is required, Defendant asserts his constitutional right not to be a witness against himself at this time. Defendant reserves the right to amend this response after receiving discovery materials that clarify the allegations herein.

(iii) Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 2(iii).

(iv) The allegations in paragraph 2(iv) contain legal conclusions to which no response is required. To the extent a response is required, Defendant asserts his constitutional right not to be a witness against himself at this time. Defendant reserves the right to amend this response after receiving discovery materials that clarify the allegations herein.

- (v) Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 2(v).
- (vi) Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 2(vi).
- (vii) Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 2(vii).
- (viii) Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 2(viii).
- (ix) Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 2(ix).
- (x) Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 2(x).
- (xi) Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 2(xi).
- (xii) Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 2(xii)

NATURE OF THE PROCEEDINGS AND RELIEF SOUGHT

3. The allegations in paragraph 3 contain legal conclusions and requests for relief to which no response is required.

JURISDICTION AND VENUE

4. Paragraph 4 contains legal conclusions to which no response is required.

5. Defendant admits that he resides within the Southern District of New York, New York. As to the activities of others, Defendant lacks knowledge or

information sufficient to form a belief about the truth of the allegations contained in paragraph 5. The remainder of paragraph 5 contains legal conclusions to which no response is required. To the extent a response is required, Defendant asserts his constitutional right not to be a witness against himself at this time. Defendant reserves the right to amend this response after receiving discovery materials that clarify the allegations herein.

6. Defendant admits that Galleon is an investment adviser based in New York, New York. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in the remainder of paragraph 6.

7. Defendant admits that Rajaratnam is the founder and a Managing General Partner of the Galleon Tech funds. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in the remainder of paragraph 7.

8. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 8.

9. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 9.

10. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 10.

11. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 11.

12. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 12.

13. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 13.

14. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 14.

15. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 15.

16. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 16.

17. Defendant admits the allegations in paragraph 17 of the Amended Complaint.

18. Defendant admits that Plate resides in New York, New York and that during the relevant time period, Plate was a registered representative and proprietary trader at Schottenfeld. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in the remainder of paragraph 18.

19. Defendant admits that during the relevant time period, Shankar was a registered representative and a proprietary trader at Schottenfeld. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 19.

20. Defendant admits the allegations in paragraph 20 of the Amended Complaint.

21. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 21.

the symbol “EBAY.” Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in the remainder of paragraph 28.

29. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 29.

30. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 30.

31. Defendant admits that Google, Inc. (“Google”) hosts an internet search engine, and that Google’s stock trades on the Nasdaq under the symbol “GOOG.” Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 31.

32. Defendant admits that Hilton is a leading international hotel chain, that its stock traded on the NYSE under the symbol “HLT”, and that Hilton was taken private by the Blackstone Group. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 32.

33. Defendant admits that IBM’s stock trades on the NYSE under the symbol “IBM.” Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 33.

34. Defendant admits that Intel Stock trades on the Nasdaq under the symbol “INTC”. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 34.

35. Defendant admits that Kronos’s stock traded on the Nasdaq under the symbol “KRON” and that Kronos was acquired by private equity firm Hellman &

Friedman. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 35.

36. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 36.

37. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 37.

38. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 38.

39. Defendant admits that Moody's is a registered ratings agency. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 39.

40. Defendant admits that PeopleSupport's stock traded on the Nasdaq under the symbol "PSPT". Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 40.

41. Defendant admits that Polycom's stock trades on the Nasdaq under the symbol "PLCM". Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 41.

42. Defendant denies knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 42.

43. Defendant admits that SUN's stock trades on the Nasdaq under the symbol "JAVA". Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 43.

FACTS

A. Insider Trading in Polycom Securities

44. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 44.

45. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 45.

a. Polycom's Q4 2005 Earnings Release – January 25, 2006

46. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 46.

47. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 47.

48. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 48.

49. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 49.

50. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 50.

51. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 51.

II. Polycom's Q1 2006 Earnings Release – April 19, 2006

52. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 52.

53. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 53.

54. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 54.

55. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 55.

B. Insider Trading in Hilton Securities

56. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 56.

57. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 57.

58. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 58.

59. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 59.

60. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 60.

61. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 61.

62. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 62.

63. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 63.

64. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 64.

65. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 65.

66. To the extent paragraph 66 calls for a legal conclusion, no response is required. To the extent a response is required, Defendant asserts his constitutional right not to be a witness against himself at this time. Defendant reserves the right to amend this response after receiving discovery materials that clarify the allegations herein.

67. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 67.

C. Insider Trading in Google Securities

68. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 68.

69. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 69.

70. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 70.

71. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 71.

72. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 72.

73. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 73.

74. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 74.

75. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 75.

76. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 76.

77. As to the activities of others, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in paragraph 77.

The remainder of paragraph 77 contains legal conclusions to which no response is required. To the extent a response is required, Defendant asserts his constitutional right not to be a witness against himself at this time. Defendant reserves the right to amend this response after receiving discovery materials that clarify the allegations herein.

78. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 78.

79. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 79.

D. Insider Trading in Kronos Securities

80. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 80.

81. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 81.

82. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 82.

83. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 83.

84. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 84.

85. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 85.

86. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 86.

87. To the extent paragraph 87 calls for a legal conclusion, no response is required. To the extent a response is required, as to the activities of others, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in paragraph 87. As to the remaining allegations in paragraph 87, Defendant asserts his constitutional right not to be a witness against himself at this time. Defendant reserves the right to amend this response after receiving discovery materials that clarify the allegations herein.

88. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 88.

89. Defendant asserts his constitutional right not to be a witness against himself at this time. Defendant reserves the right to amend this response after receiving discovery materials that clarify the allegations herein.

90. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 90.

91. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 91.

92. To the extent paragraph 92 calls for a legal conclusion, no response is required. To the extent a response is required, Defendant asserts his constitutional right not to be a witness against himself at this time. Defendant reserves the right to amend this response after receiving discovery materials that clarify the allegations herein.

E. Insider Trading in Intel Securities

93. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 93.

(a) Intel's Q4 2006 Earnings Release – January 26, 2007

94. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 94.

95. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 95.

96. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 96.

97. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 97.

98. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 98.

(b) Intel's Q1 2007 Earnings Release – April 17, 2007

99. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 99.

100. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 100.

101. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 101.

102. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 102.

103. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 103.

(c) Intel's Q3 2007 Earnings Release – October 16, 2007

104. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 104.

105. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 105.

F. Insider Trading in Clearwire Securities

106. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 106.

107. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 107.

108. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 108.

109. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 109.

110. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 110.

111. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 111.

112. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 112.

113. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 113.

G. Insider Trading in PeopleSupport Securities

114. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 114.

115. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 115.

116. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 116.

117. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 117.

118. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 118.

H. Insider Trading in Akamai Securities

119. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 119.

120. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 120.

121. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 121.

122. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 122.

123. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 123.

124. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 124.

I. Insider Trading in SUN Securities

125. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 125.

126. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 126.

127. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 127.

128. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 128.

129. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 129.

130. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 130.

131. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 131.

J. Insider Trading in ATI Securities

132. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 132.

133. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 133

134. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 134.

135. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 135.

136. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 136.

137. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 137.

138. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 138.

K. Insider Trading in AMD Securities

139. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 139.

140. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 140.

141. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 141.

142. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 142.

143. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 143.

144. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 144.

145. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 145.

146. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 146.

147. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 147.

148. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 148.

149. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 149.

150. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 150.

151. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 151.

152. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 152.

153. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 153.

L. Insider Trading in eBay Securities

154. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 154.

M. Insider Trading in IBM Securities

155. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 155.

156. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in of paragraph 156.

157. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 157.

158. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 158.

159. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 159.

N. Insider Trading in Atheros Securities

160. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 160.

161. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 161.

162. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 162.

163. Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 163.

CLAIMS FOR RELIEF

CLAIM I

Violations of Section 10(b) of the Exchange Act and Rule 10b-5 Thereunder (Against All Defendants)

164. Defendant incorporates by reference his responses to paragraphs 1 through 163, as though fully set forth herein.

165. Paragraph 165 contains legal conclusions to which no response is required. To the extent a response is required, Defendant asserts his constitutional right not to be a witness against himself at this time. Defendant reserves the right to amend this response after receiving discovery materials that clarify the allegations herein.

166. Paragraph 166 contains legal conclusions to which no response is required. To the extent a response is required, Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 166.

167. Paragraph 167 contains legal conclusions to which no response is required. To the extent a response is required, Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 167.

168. Paragraph 168 contains legal conclusions to which no response is required. To the extent that a response is required, Defendant asserts his constitutional

right not to be a witness against himself at this time. Defendant reserves the right to amend this response after receiving discovery materials that clarify the allegations herein.

169. Paragraph 169 contains legal conclusions to which no response is required. To the extent a response is required, Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 169.

170. Paragraph 170 contains legal conclusions to which no response is required. To the extent a response is required, Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 170.

171. Paragraph 171 contains legal conclusions to which no response is required. To the extent a response is required, Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 171.

172. Paragraph 172 contains legal conclusions to which no response is required. To the extent that a response is required, Defendant asserts his constitutional right not to be a witness against himself at this time. Defendant reserves the right to amend this response after receiving discovery materials that clarify the allegations herein.

173. Paragraph 173 contains legal conclusions to which no response is required. To the extent that a response is required, Defendant asserts his constitutional right not to be a witness against himself at this time. Defendant reserves the right to amend this response after receiving discovery materials that clarify the allegations herein.

174. Paragraph 174 contains legal conclusions to which no response is required. To the extent that a response is required, Defendant asserts his constitutional right not to be a witness against himself at this time. Defendant reserves the right to amend this response after receiving discovery materials that clarify the allegations herein.

CLAIMS FOR RELIEF

CLAIM II

Violations of Section 17(a) of the Securities Act (Against Galleon, Rajaratnam, Goel, Chiesi, Kurland, New Castle, Khan, Hariri, Shankar, Schottenfeld, Fortuna and S2 Capital)

175. Defendant incorporates by reference his responses to paragraphs 1 through 174, as though fully set forth herein.

176. Paragraph 176 contains legal conclusions to which no response is required. To the extent a response is required, Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 176.

177. Paragraph 177 contains legal conclusions to which no response is required. To the extent a response is required, Defendant denies knowledge or information sufficient to form a belief about the truth of the allegations in the remainder of paragraph 177.

RELIEF SOUGHT

The prayer for relief contains summary allegations, legal conclusions and requests for relief to which no response is required.

DEFENSES

Affirmative Defenses

To the extent they are relevant here, Defendant adopts and incorporates any affirmative defenses raised by any other defendants in this action.

Dated: February 17, 2010

ANDERSON KILL & OCLICK, P.C.

/s/ Cynthia M. Monaco

Cynthia M. Monaco

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