

LML
Karas, J.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
INTERNATIONAL BUSINESS MACHINES :
CORPORATION, :

Plaintiff, :

v. :

MARK D. PAPERMASTER, :

Defendant. :

----- X
MARK D. PAPERMASTER, :

Counterclaim-Plaintiff, :

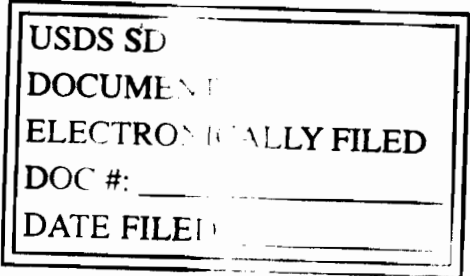
v. :

INTERNATIONAL BUSINESS MACHINES :
CORPORATION, :

Counterclaim-Defendant. :

Case No. 08 Civ. 9078 (KMK)

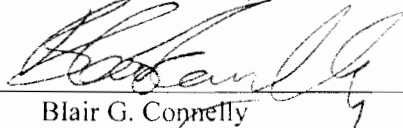
**STIPULATION AND ORDER
OF SUBSTITUTION OF COUNSEL**



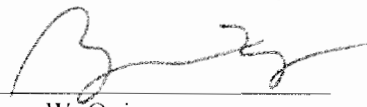
IT IS HEREBY STIPULATED that pursuant to the instructions of the defendant
MARK D. PAPERMASTER, WEIL, GOTSHAL & MANGES LLP, shall be, and they
hereby are, substituted for LATHAM & WATKINS, LLP, as attorneys for MARK D.
PAPERMASTER.

Dated: New York, New York
November 26, 2008


LATHAM & WATKINS, LLP

By: 
Blair G. Connelly
885 Third Avenue
New York, New York 10022-4834
Telephone: (212) 906-1200

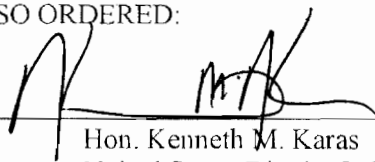
WEIL, GOTSHAL & MANGES LLP

By: 
James W. Quinn
Jeffrey S. Klein
Bruce S. Meyer
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000

MARK D. PAPERMASTER

By: 
Mark D. Papermaster
10206 Sausalito Drive
Austin, TX 78759

SO ORDERED:


Hon. Kenneth M. Karas
United States District Judge

Dated: 12/2/08

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
INTERNATIONAL BUSINESS MACHINES :
CORPORATION, :

Plaintiff, :

v. :

MARK D. PAPERMASTER, :

Defendant. :

Case No. 08 Civ. 9078 (KMK)

**AFFIRMATION IN SUPPORT
OF SUBSTITUTION OF COUNSEL**

----- X
MARK D. PAPERMASTER, :

Counterclaim-Plaintiff, :

v. :

INTERNATIONAL BUSINESS MACHINES :
CORPORATION, :

Counterclaim-Defendant. :

----- X
BLAIR G. CONNELLY, affirms and says:

1. I am a member of the law firm of Latham & Watkins. I make this affirmation pursuant to Local Civil Rule 1.4 of the United States District Courts for the Southern and Eastern Districts of New York in support of the Stipulation and Order of Substitution of Counsel for defendant Mark D. Papermaster in this action, pursuant to which Weil, Gotshal & Manges LLP is to be substituted for Latham & Watkins as attorneys of record.

2. The substitution of counsel is based on the mutual consent of the defendant, withdrawing counsel and substituting counsel. The substitution will not affect the posture of the case or cause any delay.

Dated: November 26, 2008
New York, New York



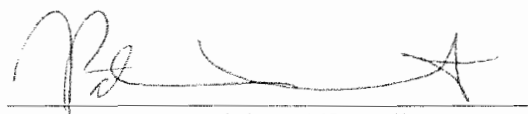
BLAIR G. CONNELLY

LATHAM & WATKINS
885 Third Avenue
New York, New York 10022
(212) 906-1200

CERTIFICATE OF SERVICE

I, Patricia Wencelblat, an attorney at Weil, Gotshal & Manges LLP, attorneys for defendant Mark D. Papermaster, hereby certify under penalty of perjury, that on December 1, 2008, I caused a copy of the annexed **Stipulation and Order of Substitution of Counsel and Affidavit in Support of Substitution of Counsel** to be served by First Class Mail on:

Evan R. Chesler, Esq.
Stephen S. Madsen, Esq.
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, New York 10019-7475
(212) 474-1000
Counsel for Plaintiff International Business Machines Corporation



Patricia S. Wencelblat