



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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PEARSON EDUCATION, INC., et al., :
 :
 : Plaintiffs, :
 :
 : - against - :
 :
 : AMIT GUPTA, et al., :
 :
 : Defendants. :
----- X

07 Civ. 8858 (VM)
CONDITIONAL
ORDER OF DISCONTINUANCE

VICTOR MARRERO, United States District Judge.

Counsel for plaintiffs, on behalf of the parties, having notified the Court, by letter dated February 26, 2008, a copy of which is attached, that the parties have reached an agreement in principle to settle this action without further litigation, it is hereby

ORDERED, that this action be conditionally discontinued without prejudice and without costs; provided, however, that within thirty (30) days of the date of this Order, the parties may submit to the Court their own Stipulation of Dismissal for the Court to So Order. Otherwise, within such time counsel for plaintiffs may apply by letter for restoration of the action to the active calendar of this Court in the event by the deadline indicated the settlement is not consummated. Upon such notification, the defendant shall continue to be subject to the Court's jurisdiction, the Court shall promptly reinstate the action to its active docket and the parties shall be directed to appear before the Court, without the necessity of additional process, on a date within

thirty days of the plaintiff's application for reinstatement, to schedule remaining pre-trial proceedings and/or dispositive motions, as appropriate. This Order shall be deemed a final discontinuance of the action with prejudice in the event plaintiffs have not requested restoration of the case to the active calendar within such period of time.

The conference scheduled for February 29, 2008 is canceled but shall be rescheduled as set forth above in the event plaintiffs notify the Court that the parties' settlement was not effectuated and that such conference is necessary to resume pretrial proceedings herein.

The Clerk of Court is directed to close this case.

SO ORDERED.

Dated: NEW YORK, NEW YORK
27 February 2008



VICTOR MARRERO
U.S.D.J.

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February 26, 2008

Via Telecopy
(212) 805-6382

Hon. Judge Victor Marrero
United States District Judge
Daniel Patrick Moynihan
United States Court House
500 Pearl Street
New York, New York 10007

Re: Pearson Education v. Gupta
07 Civ. 8858 (VM)

Dear Judge Marrero:

We are attorneys for plaintiffs in the above action. In accordance with the February 7, 2008 endorsed memorandum of the Court, we are writing to report that the parties believe they have reached an agreement in principle to settle this action. Accordingly, the parties jointly request that the February 29, 2008, conference be adjourned for an additional 2-3 weeks to allow us to submit the appropriate papers.

Respectfully yours,

William Dunnegan

William Dunnegan

Cc: Mark S. Kaufman, Esq.
(212) 355-5009