MEMO ENDORSED

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USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #:
DATE FILED: 7/21/08

July 15, 2008

Honorable Gerard E. Lynch
United States District Judge
United States District Court
Southern District of New York
500 Pearl Street, Rm. 910
New York, NY 10007-1581
Federal Express Airbill No. 862745652031

*SO ORDERED
Gerard E. Lynch
GERARD E. LYNCH, U.S.D.J.
7/21/08

Re: SEC v. USXP etc., et.al.
S.D.N.Y. Case No. 04cv2322 (GEL)

Dear Honorable Sir:

I enclose for Your Honor's consideration and judicial action Mr. Altomare's response to plaintiff's second submission of issue of contempt and second motion for relief from contempt.

The foregoing document, without its exhibits, was filed electronically with the Clerk of Court today to ease your staff's efforts in assuring the Clerk's docket contained and reflected all activity. Exhibits 36 through 63 were not electronically filed with the Clerk of Court due to their volume and size. The exhibits' size and volume prompt the relief requested below.

Richard A. Altomare requests leave of court to file Exhibits 36 through 63 in paper format due to the permissible size restrictions mandated by this court. Exhibits 36 through 63 are necessary for Mr. Altomare to present an effective opposition to the plaintiff's second submission on issue of contempt and his second motion for relief from contempt.]*

Richard A. Altomare further requests leave of court to file his response and second motion for relief from contempt in excess of the page limitations mandated by this

court. All of the arguments contained in Mr. Altomare's combined response and motion are essential to the court's disposition of the issues raised. The requested relief is necessary for Mr. Altomare to present an effective opposition to the plaintiff's second submission and will fully and adequately respond to all of the issues raised by the plaintiff. The diverse locations of the facts, the need to refer to both overt and subtle facts gleaned from the documents, and the essential need to present them in a logical and coherent fashion could not be accomplished in fewer pages than those 46 pages comprising Mr. Altomare's current combined response and motion. The additional pages will not prejudice the plaintiff or hinder the court. Moreover, it is the undersigned counsel's considered professional judgment that Mr. Altomare's discussion and analysis could not be further shortened without prejudicing Mr. Altomare.

Based on the foregoing, Mr. Altomare requests this court grant him leave to (i) file in paper format Exhibits 36 to 63, and (ii) file his combined response and motion in excess of the page limitations set by this Court.

Respectfully submitted,

TIFFORD AND TIFFORD, P.A.

By: Arthur W. Tifford

cc: Leslie Hughes, SEC
Julie Lutz, SEC