

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

**INTERNATIONAL BUSINESS
MACHINES CORPORATION,**

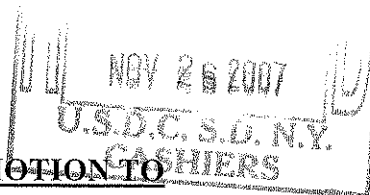
Plaintiff and
Counterclaim-Defendant,

v.

No. 06-cv-13565 (CLB)(MDF)

**PLATFORM SOLUTIONS,
INCORPORATED,**

Defendant and
Counterclaim-Plaintiff.



**T3 TECHNOLOGIES INC.'S MOTION TO
INTERVENE AS COUNTERCLAIM-PLAINTIFF**

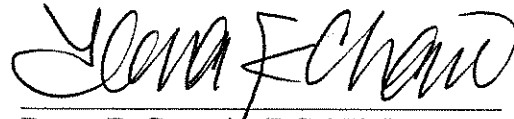
T3 Technologies Inc. ("T3") respectfully moves this Court, pursuant to FED. R. CIV. P. 24(a)(2), or in the alternative, FED. R. CIV. P. 24(b)(2), for leave to intervene as counterclaim-plaintiff in *International Business Machines Corporation v. Platform Solutions, Inc.*, No. 06-cv-13565 (CLB)(MDF) in order to assert the claims set forth in its proposed Complaint. As set forth in the accompanying Memorandum, T3 has an interest in the counterclaims asserted by counterclaim-plaintiff, Platform Solutions, Inc. ("PSI") against counterclaim-defendant, International Business Machines Corporation ("IBM"). Because T3's interest in this litigation may be impaired by the disposition of this action, but T3's interests may not be adequately protected by the existing parties, intervention pursuant to FED. R. CIV. P. 24 is warranted. Furthermore, this Court should grant T3's motion for leave to intervene as counterclaim-plaintiff because T3's claims involve many of the same issues of law and fact as the counterclaims asserted by PSI.

Pursuant to FED. R. CIV. P. 24(c), T3 has attached a copy of its proposed Complaint as

Exhibit A to this Motion.

Dated: November 26, 2007

Respectfully submitted,



Bruce E. Gerstein (BG-2726)

Noah Silverman (NS-5728)

Elena K. Chan (EC-2337)

GARWIN GERSTEIN & FISHER LLP

1501 Broadway, Suite 1416

New York, New York 10036

Tel.: 212-398-0055

Fax: 212-764-6620

David L. Patrón

Brent Barriere

Susie Morgan

Harry Barton

Skylar Rosenbloom

PHELPS DUNBAR LLP

Canal Place

365 Canal Street, Suite 2000

New Orleans, Louisiana 70130

Tel.: 504-566-1311

Fax: 504-568-9130

Attorneys for T3 Technologies Inc.