IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

WEBXCHANGE INC.,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C.A. No. 08-131 (JJF)
	)	
THE ALLSTATE CORPORATION,	)	DEMAND FOR JURY TRIAL
ALLSTATE INSURANCE COMPANY,	)	
ALLSTATE LIFE INSURANCE COMPANY,	)	
ALLSTATE FINANCIAL SERVICES LLC,	)	
and ALLSTATE FINANCIAL LLC,	)	
	)	
Defendants.	)	

PLAINTIFF WEBXCHANGE INC.'S ANSWER
TO DEFENDANT ALLSTATE'S COUNTERCLAIMS

Plaintiff WebXchange Inc. ("WebXchange" or "Plaintiff") hereby submits its answer to the Counterclaims filed by Defendant Allstate Insurance Company, Allstate Life Insurance Company, and Allstate Financial Services, LLC., ("Allstate" or "Defendant") on April 25, 2008:

DEFENDANT'S AFFIRMATIVE DEFENSES

1. Plaintiff denies the allegations contained in the first affirmative defense, and denies that Defendant's first affirmative defense bars the claims made by Plaintiff in the complaint.

2. Plaintiff admits that Defendant claims to reserve its right to amend its answer to assert other affirmative defenses, but otherwise denies the allegations contained in the second affirmative defense. Plaintiff further denies that Defendant's first affirmative defense bars the claims made by Plaintiff in the complaint.

COUNTERCLAIMS

3. On information and belief, Plaintiff admits the allegations contained in paragraph 1.

4. On information and belief, Plaintiff admits the allegations contained in paragraph 2.

5. On information and belief, Plaintiff admits the allegations contained in paragraph 3.

6. On information and belief, Plaintiff admits the allegations contained in paragraph 4.

7. On information and belief, Plaintiff admits the allegations contained in paragraph 5.

8. Plaintiff admits the allegations contained in paragraph 6.

9. Plaintiff admits the allegations contained in paragraph 7.

10. Plaintiff admits that it alleges that Defendant infringes U.S. Patent Nos. 5,778,178 ("the '178 patent"), 6,212,556 ("the '556 patent"), and 7,340,506 ("the '506 patent"), and admits that venue in this Court is proper and that the Court has personal jurisdiction over Plaintiff for purposes of the Counterclaims by virtue of Plaintiff's suit against Defendant. Plaintiff denies that it has submitted itself to the jurisdiction of the Court for any other purpose, and also denies the remainder of the allegations in paragraph 8.

11. Plaintiff admits the allegations contained in paragraph 9.

Count I

12. Plaintiff incorporates by reference its responses to counterclaim paragraphs 1-9, above, in response to paragraph 10.

13. Plaintiff denies the allegations contained in paragraph 11.

14. Plaintiff denies the allegations contained in paragraph 12.

15. Plaintiff denies that Defendant is entitled to the relief requested in paragraph 13.

Count II

16. Plaintiff incorporates by reference its responses to counterclaim paragraphs 1-9, above, in response to paragraph 14.

17. Plaintiff denies the allegations in paragraph 15.

18. Plaintiff denies the allegations in paragraph 16.

19. Plaintiff denies that Defendant is entitled to the relief requested in paragraph 17.

PRAYER FOR RELIEF

20. To the extent that a response is necessary to Defendant's prayer, Plaintiff denies that Defendant is entitled to any relief, and respectfully requests that the Court enter judgment dismissing Defendant's Counterclaims with prejudice, and entering judgment in favor of Plaintiff.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Julia Heaney

Jack B. Blumenfeld (#1014)
Julia Heaney (#3052)
1201 North Market Street
P.O. Box 1347
Wilmington, DE 19899
(302) 654-9200
jheaney@mnat.com
Attorneys for Plaintiff WebXchange Inc.

Of Counsel:

Lawrence B. Goodwin
Peter J. Toren
Charlotte Pontillo
Stefan R. Stoyanov
Eric Stieglitz
KASOWITZ, BENSON, TORRES & FRIEDMAN LLP
1633 Broadway
New York, NY 10019
(212) 506-1700

May 19, 2008
2335763

CERTIFICATE OF SERVICE

I, Julia Heaney, hereby certify that copies of the foregoing were caused to be served on May 19, 2008 upon the following in the manner indicated:

VIA ELECTRONIC MAIL and HAND DELIVERY

Elizabeth M. McGeever, Esquire
PRICKETT, JONES & ELLIOTT, P.A.
1310 King Street
Wilmington, DE 19801

VIA ELECTRONIC MAIL

Janice v. Mitrius, Esquire
Christopher J. Renk, Esquire
Joseph J. Berghammer, Esquire
BANNER & WITCOFF, LTD.
Ten South Wacker Drive
Suite 3000
Chicago, IL 60606

/s/ Julia Heaney

Julia Heaney (#3052)