

NETFABRIC HOLDINGS, INC.
Three Stewart Court
Denville, NJ 07834
Phone: 973-887-2785
Fax: 973-442-0540

June 28, 2006

Via Edgar

Division of Corporate Finance
Securities and Exchange Commission
450 Fifth Street
Washington, D.C 20549

Attention: Mr. John Reynolds

Dear Mr. Reynolds

Re: NetFabric Holdings, Inc. Registration Statement on Form SB-2, File Number
333-129394 Filed on November 2, 2005

Pursuant to Rule 477 of the Securities Act of 1933, as amended ("Securities Act"), NetFabric Holdings, Inc., a Delaware corporation (the "Registrant"), hereby applies for an Order granting immediate withdrawal of its Registration Statement on Form SB-2, together with all exhibits thereto (File No. 333-129394) (collectively the "Registration Statement"). The Registration Statement was originally filed with the Securities and Exchange Commission (the "Commission") on November 2, 2005. No securities have been sold pursuant to the Registration Statement and all activities in respect of the offering have been discontinued.

Accordingly, we request that the Commission issue an order granting the withdrawal of the Registration Statement as soon as possible. Please do not hesitate to contact the undersigned with any questions you may have.

Very truly yours

/s/ Fahad Syed

Fahad Syed
Chief Executive Officer

Cc Mr. Clayton Parker, Esq.