

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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THE VELVET UNDERGROUND, a	:	Civil Action No.
Partnership, by its General Partners,	:	12 Civ. 00201 (AJN)
John Cale and Lou Reed,	:	
	:	
Plaintiff,	:	
	:	
-against-	:	
	:	
THE ANDY WARHOL FOUNDATION FOR	:	
THE VISUAL ARTS, INC.,	:	
	:	
Defendant.	:	
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**NOTICE OF MOTION**

PLEASE TAKE NOTICE that, upon the accompanying Declaration of Joshua Paul executed March 19, 2012 and the exhibit annexed thereto, the accompanying Memorandum of Law, and upon all the prior pleadings and proceedings had herein, Defendant The Andy Warhol Foundation For The Visual Arts, Inc. will move this Court for an Order dismissing Plaintiff's First Amended Complaint pursuant to Rule 12(b) of the Federal Rules of Civil Procedure, specifically:

1. Dismissing Plaintiff's first cause of action pursuant to Rule 12(b)(1), on the ground that the Court lacks jurisdiction over the subject matter of Plaintiff's request for declaratory relief.
  
2. Dismissing Plaintiff's second, third and fourth causes of action pursuant to Rule 12(b)(6), on the ground that said causes of action fail to state a claim upon which relief can be granted.

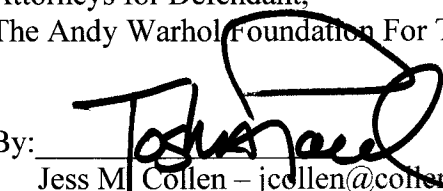
PLEASE TAKE FURTHER NOTICE that, pursuant to Local Civil Rule 6.1, Plaintiff must serve and file any opposition papers by April 5, 2012. Defendant will serve and file any reply papers within seven days of Plaintiff's serving its opposition papers.

**Defendant respectfully requests that the Court hear oral argument on this motion.**

Dated: Ossining, New York  
March 19, 2012

Respectfully submitted,

COLLEN IP  
Attorneys for Defendant,  
The Andy Warhol Foundation For The Visual Arts, Inc.

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