

Gary D. Sesser
 Ronald D. Spencer
 CARTER LEDYARD & MILBURN LLP
 2 Wall Street
 New York, New York 10005
 (212) 732-3200
*Attorneys for The Andy Warhol Foundation for the Visual Arts, Inc.,
 Vincent Fremont, Vincent Fremont Enterprises, and The Andy Warhol
 Art Authentication Board, Inc.*

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

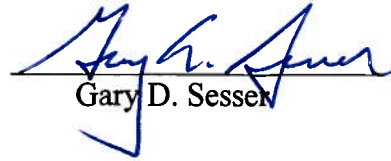
-----X		
JOE SIMON-WHELAN, Individually And On	:	Index No. 07 CV 6423 (LTS) (AJP)
Behalf Of All Others Similarly Situated,	:	
	:	<u>ECF CASE</u>
Plaintiff,	:	
	:	
- against -	:	
	:	
THE ANDY WARHOL FOUNDATION FOR	:	
THE VISUAL ARTS, INC., THE ESTATE OF	:	
ANDY WARHOL, VINCENT FREMONT,	:	
Individually and Successor Executor for the	:	
Estate of Andy Warhol, VINCENT FREMONT	:	
ENTERPRISES, THE ANDY WARHOL ART	:	
AUTHENTICATION BOARD, INC., JOHN	:	
DOES 1-20, JANE DOES 1-10, and RICHARD	:	
DOES 1-10,	:	
	:	
Defendants.	:	
-----X		

CERTIFICATE OF SERVICE

I am an attorney duly admitted to practice before this Court and a member of the law firm of Carter Ledyard & Milburn LLP. I hereby certify that on the 12th day of September, 2007, I caused true and correct copies of the attached Memo Endorsed dated September 11, 2007, to be served by Electronic Mail and First Class Mail upon the following:

Lee A. Weiss, Esq.
 Dreier LLP
 499 Park Avenue
 New York, New York 10022

Seth A. Redniss, Esq.
Redniss & Associates LLC
185 Franklin Street, 5th Floor
New York, New York 10013


Gary D. Sesser

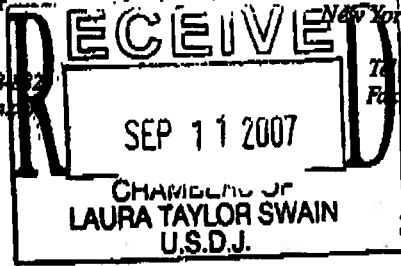
CARTER LEDYARD & MILBURN LLP

Counselors at Law

Gary D. Sesser
Partner
Direct Dial: 212-238-4322
E-mail: sesser@clm

2 Wall Street
New York, NY 10005-2072

570 Lexington Avenue
New York, NY 10022-6856
(212) 371-2720



Tel: (212) 732-3200
Fax: (212) 732-3232

September 10, 2007

VIA HAND DELIVERY

Hon. Laura T. Swain
United States District Judge
United States District Court
500 Pearl Street, Room 755
New York, NY 10007

MEMO ENDORSED

IT IS ORDERED that counsel to whom this Memo Endorsement is sent is responsible for faxing or otherwise delivering promptly a copy to all counsel and unrepresented parties and filing a certificate of such service within 5 days from the date hereof. Do not fax such certification to Chambers.

Re: Joe Simon-Whelan v. The Andy Warhol Foundation for the Visual Arts, Inc., et al.
Index No. 07-CV-6423 (LTS) (AJP)

Dear Judge Swain:

We represent the defendants Andy Warhol Foundation for the Visual Arts, Inc., Vincent Fremont, Vincent Fremont Enterprises, and The Andy Warhol Art Authentication Board, Inc. (collectively, "Defendants") in the above-captioned matter.

On or before September 14, 2007, we intend to file a Motion to Dismiss the Complaint pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure. We are writing to you to request that the Court extend the page limitation for our Memorandum of Law from 25 pages to 45 pages. Plaintiff's counsel consents to this request.

Request granted.
JS

We believe the page extension is necessary to respond adequately to the lengthy and complex allegations in Plaintiff's Complaint. The 47-page Complaint includes 206 paragraphs of allegations and purports to state nine causes of action, including claims for violations of the federal and state antitrust laws, the Lanham Act, fraud, "punitive damages," declaratory judgment, breach of contract, and breach of implied covenant of good faith and fair dealing. The attached letter which was sent last week to Plaintiff's counsel in compliance with this Court's rules to attempt to resolve matters prior to the filing of civil motions, summarizes Defendants' bases for their Motion to Dismiss, and illustrates why the Memorandum of Law will require more than 25 pages. In particular, Plaintiff's antitrust claims raise numerous points of law that require analysis, particularly in light of new Supreme Court precedent in *Bell Atlantic Corp. v. Twombly*, 127 S.Ct. 1955 (2007).

SO ORDERED.

[Signature] 9/11/07
LAURA TAYLOR SWAIN
UNITED STATES DISTRICT JUDGE