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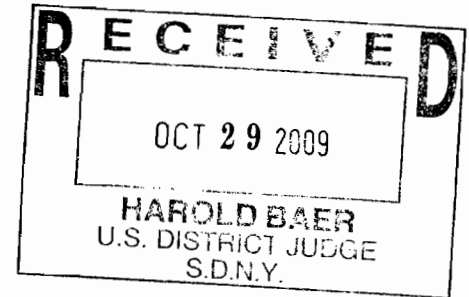
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October 29, 2009

VIA FACSIMILE (212-805-7901)

The Honorable Harold Baer, Jr.
U.S.D.C., S.D.N.Y.
500 Pearl Street
Chambers 2230]
New York, NY 10007



Re: WNB 6.0-001
Gucci America, Inc. v. Frontline Processing Corp. et al.
Civil Action No. 09-6925-HB, Jr.

Dear Judge Baer:

In connection with the above-referenced matter, we are writing to Your Honor on behalf of our client, Woodforest National Bank ("Woodforest") and Woodforest's co-defendants, Frontline Processing Corporation ("Frontline") and Durango Merchant Services LLC ("Durango"), to request leave to file separate motions to dismiss under Fed. R. Civ. P. 12(b)(6) and Fed. R. Civ. P. 12(b)(2), respectively. As explained below, given the entirely separate and distinct basis for each proposed ground of dismissal, we respectfully submit that the most efficient way to present and resolve the motions is if they are handled individually, rather than in a single brief.

When we were before Your Honor last Thursday, October 22, 2009, the only ground for dismissal discussed was a failure to state a claim under Rule 12(b)(6). Over the past several days, however, as we continued to prepare our brief in support of our motion to dismiss under Rule 12(b)(6), it was determined that none of the defendants, despite the allegations in the complaint, was subject to the personal jurisdiction of this Court. Unsure whether it was appropriate to file separate motions to dismiss or a single motion raising both grounds for dismissal, we contacted your Chambers to inquire as to how we should proceed. Your clerk, Mr. Heeren, informed us that we could either seek permission to file a brief in excess of the 35 pages permitted by Your Honor's rules, or a separate brief directed to each respective issue. Consistent with our belief that the most efficient way to handle the motions would be by filing separate briefs, we wrote to Gucci's counsel to request Gucci's agreement that we do so. Gucci's response was that it objected to our filing of separate motions as "unnecessary," but Gucci had no objection to giving us an additional ten pages for a single brief, so long as the Court did not mind.

As a practical matter, the total number of pages of briefing we contemplate if Your Honor grants us leave to file separate motions and briefs would be approximately the same as what Gucci has agreed to. (What Gucci has agreed to is a brief that would be 45 pages in length; and

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what we contemplate is a total number of pages for the two briefs we propose to file that would be no more than 50.) Considering that the motion to dismiss under Rule 12(b)(6) will not rely on anything outside the record, while the motion to dismiss under Rule 12(b)(2) will be supported by affidavits or declarations from the parties, we maintain, as set forth above, that the filing of separate motions and briefs is indeed the best way to go.

Based on the foregoing, we respectfully submit that good cause has been shown for the filing of separate motions to dismiss and ask for the Court's favorable disposition of our request for leave as set forth herein.

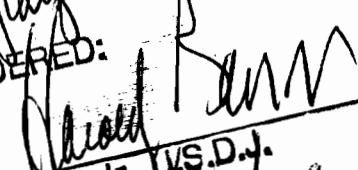
Respectfully submitted

LERNER, DAVID, LITTENBERG,
KRUMHOLZ & MENTLIK, LLP
Attorneys for Defendant Woodforest National Bank

By: 
William L. Mentlik

WLM/dmf

cc: All counsel of Record (w/encl.) (via e-mail)

*your call as to whether
you submit 1 or 2 briefs
but the page limit will
not be extended - 35
pages max.
SO ORDERED:

Harold Baer, Jr., U.S.D.J.
10/29/09*

Endorsement:

Your call as to whether you submit 1 or 2 briefs but the page limit will not be extended - 35 pages max.