

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.	:	
-----X	:	

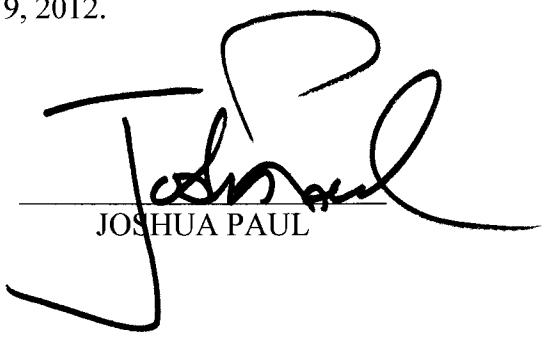
DECLARATION OF JOSHUA PAUL

JOSHUA PAUL declares under penalty of perjury that the following statements are true and correct:

1. I am an attorney licensed to practice before the courts of the State of New York and am a member of the Bar of this Court. I am a member of the firm of Collen IP, attorneys for Defendant The Andy Warhol Foundation For The Visual Arts, Inc. ("The Foundation"). I respectfully submit this Declaration in support of The Foundation's motion to dismiss Plaintiff's First Amended Complaint.

2. Attached to this Declaration as Exhibit 1 is a true and accurate copy of a Covenant Not to Sue executed by The Foundation on March 16, 2012. I forwarded the executed Covenant to Plaintiff on March 19, 2012.

Executed: March 19, 2012



JOSHUA PAUL