REPLY DECLARATION OF ALLEN B. GRODSKY

2 I, Allen B. Grodsky, declare as follows:

- 1. I am an attorney at law, duly admitted to practice before this Court and am a partner of Grodsky & Olecki LLP, counsel of record for defendants Will Adams, Allan Pineda, Jaime Gomez, Stacy Ferguson, will.i.am music, inc., and Tab Magnetic, Inc. (the "Moving Defendants"). I have firsthand, personal knowledge of the matters stated herein and, if called as a witness, would and could competently testify thereto.
- 2. I have reviewed Exhibit E to the Declaration of Jeffrey P. Thennisch dated March 19, 2012 (hereafter "Exhibit E"). Exhibit E appears on the docket as Document No. 88-5.
- 3. Pages 2 through 4 of Exhibit E are a series of e-mails between Plaintiff's counsel, Jeffrey Thennisch, and me dated October 11-12, 2011. In my last e-mail to Mr. Thennisch sent on October 12, 2011 at 5:03 p.m., I attached two documents and wrote, "Settlement financial documents attached." These two documents are referenced on page 2 of Exhibit E as "Attachments: Soundscan Report.pdf; Spreadsheet (PDF).pdf."
- 4. Pages 5 through 7 of Exhibit E are the attachment named "Spreadsheet (PDF).pdf," referred to on page 2 of Exhibit E. This document is a copy of a financial analysis that was provided to me by counsel for Defendant Universal shortly before my October 11-12, 2011 e-mail communications with Mr. Thennisch (hereafter the "Financial Analysis").
- 5. Pages 8 through 9 of Exhibit E are the attachment named "Soundscan Report.pdf," referred to on page 2 of Exhibit E. This document is a copy of a report that also was provided to me by counsel for Defendant Universal shortly before my October 11-12, 2011 e-mail communications with Mr. Thennisch (hereafter the "SoundScan Report").
- 6. I provided the Financial Analysis and the SoundScan Report to Mr. Thennisch solely for purposes of settlement discussions and on the understanding

(based on my discussions with Mr. Thennisch) that they would be used for settlement purposes only. Indeed, at the time that I provided these documents to Mr. Thennisch, Plaintiff and Defendants had entered into a stipulated, voluntary stay of discovery, upon which this Court entered an order. A true and correct copy of that order (Dkt. 65) is attached hereto as Exhibit 15.

- 7. Prior to transmitting the Financial Analysis and SoundScan Report to Mr. Thennisch, I had explained to him that "the documents were not necessarily self-explanatory." I said as much in my email to him on October 11, 2011 at 5:53 p.m., which appears at page 2 of Exhibit E.
- 8. During my phone call with Mr. Thennisch, I explained to him my understanding that the dollar amounts referenced in the Financial Analysis did not show revenues to the Moving Defendants, and that revenues to Moving Defendants, if any, would be far less than these numbers. I specifically discussed with Mr. Thennisch that mechanical royalties as well as costs of manufacturing CDs and packaging (among other things) would be paid before some portion of remaining revenues, if any, would be paid to any of the Moving Defendants.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct and that this declaration is executed in Santa Monica, California, on March 26, 2012.

// Allen B. Grodsky //
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