

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC
RECORDING CORPORATION; BMG MUSIC;
CAPITOL RECORDS, INC.; ELEKTRA
ENTERTAINMENT GROUP INC.;
INTERSCOPE RECORDS; LAFACE
RECORDS LLC; MOTOWN RECORD
COMPANY, L.P.; PRIORITY RECORDS LLC;
SONY BMG MUSIC ENTERTAINMENT;
UMG RECORDINGS, INC.; VIRGIN
RECORDS AMERICA, INC.; and
WARNER BROS. RECORDS INC.,

Plaintiffs,

v.

LIME GROUP LLC; LIME WIRE LLC; MARK
GORTON; and GREG BILDSON, and M.J.G.
LIME WIRE FAMILY LIMITED
PARTNERSHIP

Defendants.

ECF CASE

06 CV 5936 (GEL)

**DECLARATION OF ELIZABETH WEINER IN SUPPORT
OF DEFENDANTS' MOTION FOR SUMMARY JUDGMENT**

I, Elizabeth Weiner, the undersigned, hereby declare as follows:

1. My name is Elizabeth Weiner. I am over eighteen years of age, of sound mind, and in all ways qualified and competent to make this declaration. I have personal knowledge of the facts contained in this declaration and they are true and correct.

2. I am the Chief Financial Officer ("CFO") of Lime Group LLC ("LG"). I have worked at LG since July 9, 2001, first as its controller and now as its CFO.

3. LG is a limited liability company. At one time LG held a 100% ownership in Lime Wire LLC, from June 2000 to March 2001.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this declaration is executed in New York, New York on September _25th_, 2008.

A handwritten signature in black ink, appearing to read 'Elizabeth Weiner', written over a horizontal line.

Elizabeth Weiner