

EXHIBIT “A”

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/Counterclaim Defendants,

v.

LIME WIRE LLC; LIME GROUP LLC; MARK
GORTON; and GREG BILDSON,

Defendants/Counterclaim Plaintiffs.

06 Civ. 05936 (GEL)

PLAINTIFFS/ COUNTERCLAIM DEFENDANTS' INITIAL DISCLOSURES
PURSUANT TO RULE 26(a)(1) OF THE FEDERAL RULES OF CIVIL
PROCEDURE

Pursuant to Rule 26(a)(1) of the Federal Rules of Civil Procedure and the Case Management Plan entered in this case on October 11, 2006 (the "Case Management Plan"), Plaintiffs/Counterclaim Defendants ("Plaintiffs") submit the following initial disclosures (the "Disclosures") to Defendants/Counterclaim Plaintiffs ("Defendants").

Pursuant to an agreement of the parties (confirmed on October 13, 2006 by Daniel Murphy and Joseph Cohen), these Disclosures are limited to identification of people, and do not include identification of documents.

As discovery has not yet commenced and this action is at an early stage, the Disclosures are preliminary and based solely on information reasonably available to

Plaintiffs as of the date hereof. Plaintiffs reserve the right to amend and supplement the Disclosures.

Plaintiffs make the Disclosures subject to, and without waiver of any attorney-client privilege, attorney work product protection, common-interest privilege or other applicable privilege or doctrine. Plaintiffs reserve the right to object, as appropriate, on any basis, including the bases of privilege and relevance, to testimony by any of the disclosed individuals. It is possible that some individuals listed herein may not in fact possess discoverable information, or may only have information that is duplicative of information possessed by others.

- A. The name and, if known, the address and telephone number of each individual likely to have discoverable information that the disclosing party may use to support its claims or defenses, unless solely for impeachment, identifying the subjects of the information.

Based on Plaintiffs' investigation thus far, Plaintiffs believe that the following individuals are likely to have discoverable information that Plaintiffs may use to support their claims and defenses:

1. The following persons are representatives of the Plaintiffs and may only be contacted through Plaintiffs' counsel, Cravath, Swaine & Moore LLP:

(a) Thomas Carpenter, Director, Data Services, MediaSentry Services, SafeNet, Inc., 480 Headquarters Plaza, Morristown, NJ 07960. Mr. Carpenter's knowledge is of the infringements that have occurred and that are occurring on Defendants' system/network.

(b) The following individuals and/or, if necessary, others, may testify regarding issues relating to the ownership of rights in and to the sound recordings involved in this action and the manner in which sound recordings are created distributed, and otherwise exploited:

- (i) Scott Bauman, Senior Director, Litigation Counsel, Business & Legal Affairs Worldwide, UMG Recordings, Inc., 2220 Colorado Avenue, Santa Monica, CA 90404;

- (ii) Alasdair McMullan, Senior Vice President, Legal Affairs, EMI Music North America, 150 Fifth Avenue, 11th Floor, New York, NY 10011;
- (iii) Silda Palerm, Vice President and Senior Litigation Counsel, Warner Music Group, 75 Rockefeller Plaza, New York, NY 10019; and
- (iv) Jennifer Pariser, Vice President, Litigation, Sony Music Entertainment Inc., 550 Madison Avenue, New York NY 10022.

(c) The following individuals and, if necessary, others, may testify regarding issues relating to on-line distribution of sound recordings, issues relating to file filtering, file blocking, file identification, digital rights management or micropayment technologies, issues relating to communications with Defendants and/or issues relating to harm to Plaintiffs:

- (i) Victoria Bassetti, Senior Vice President, Government Relations, EMI Music North America, 150 Fifth Avenue, 11th Floor, New York, NY 10011;
- (ii) Jennifer Cavanaugh, Vice President, New Technology, Sony Music Entertainment Inc., 550 Madison Avenue, New York NY 10022;
- (iii) Elizabeth Cohen, former employee, EMI Group;
- (iv) Mark Eisenberg, Senior Vice President, New Technology, Sony Music Entertainment Inc., 550 Madison Avenue, New York NY 10022;
- (v) Salar Farzad, former Senior Vice President, Finance & Planning, EMI Music North America, c/o MTV Network Incorporated, 1515 Broadway, New York, NY 10036;
- (vi) Paul Gerber, Manager, Content Protection, EMI Music North America, 150 Fifth Avenue, 11th Floor, New York, NY 10011;
- (vii) Robyn Glaser, former Vice President, Business & Legal Affairs, EMI Recorded Music, 1731 Beacon Street, Apt 1406, Brookline MA 02445;
- (viii) Zach Horowitz, President and Chief Operating Officer, Universal Music Group, 2220 Colorado Avenue, Santa Monica, CA 90404;
- (ix) Christopher Horton, Vice President, Advanced Technology, Universal eLabs, Universal Music Group, 2220 Colorado Avenue, Santa Monica, CA 90404;
- (x) Larry Kenswil, President, Universal eLabs, Universal Music Group, 2220 Colorado Avenue, Santa Monica, CA 90404;

- (xi) Gerrit Meier, Vice President, Digital Business Development, EMI Music North America, 125 West 55th Street, 4th Floor, New York, NY 10019;
- (xii) Tucker McCrady, Licensing Specialist, Warner Music Group, 75 Rockefeller Plaza, New York, NY 10019;
- (xiii) Ralph Munsen, Director, Technology Evaluation, EMM, 150 Fifth Avenue, 11th Floor, New York, NY 10011;
- (xiv) Michael Ostroff, General Counsel, Executive Vice President, Business & Legal Affairs Worldwide, Universal Music Group, 2220 Colorado Avenue, Santa Monica, CA 90404;
- (xv) Ken Parks, Senior Vice President, Strategy & Business Development, EMI Group, 150 Fifth Avenue, 11th Floor, New York, NY 10011;
- (xvi) Elliott Peters, Vice President, Senior Counsel, Head of Digital Legal Affairs, Warner Music Group, 75 Rockefeller Plaza, New York, NY 10019;
- (xvii) David Ring, Senior Vice President of Business Affairs and Business Development, Universal eLabs, Universal Music Group, 2220 Colorado Avenue, Santa Monica, CA 90404;
- (xviii) John Rose, former Executive Vice President, EMI Group PLC, 430 Park Avenue, New York, NY 10022;
- (xix) Jay Samit, former employee, EMI Group, 6080 Center Drive, Los Angeles CA 90045;
- (xx) Howard Singer, Vice President, Strategic Technology, and Chief Technology Officer, Warner Music Group, 75 Rockefeller Plaza, New York, NY 10019; and
- (xxi) George White, Senior Vice President, Strategy & Product Development, Warner Music Group, 75 Rockefeller Plaza, New York, NY 10019.

2. Third-party artists, artist representatives, and other intellectual property rights owners who may have knowledge concerning harm to their respective interests.

3. The following current and former executives and employees of Defendants and third-parties, may have knowledge regarding Defendants' design, promotion, distribution, support, marketing, maintenance and financing of the software, system/network and related services known as LimeWire, of the infringements that have

occurred and that are occurring on Defendants' system/network, and of Defendants' financial and other benefits from infringement:

(a) Aubrey Arago, former Lime Wire LLC employee, address and telephone number unknown;

(b) Zlatin Balevsky, employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;

(c) Jennifer-Kate Barret, former Lime Wire LLC and/or Lime Group LLC employee, address and telephone number unknown;

(d) Zenzele Bell, employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;

(e) Felix Berger, former Lime Wire LLC employee, address and telephone number unknown;

(f) Sam Berlin, employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;

(g) Greg Bildson, Chief Operating Officer and Chief Technology Officer, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;

(h) Stephanie Blank, current or former employee, Adam-Friedman Associates LLC, 11 East 44th Street, 5th Floor, New York NY 10017; 212-981-2529;

(i) Anthony Carlucci, former Lime Wire LLC employee, address and telephone number unknown;

(j) Katie Catillaz, employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;

(k) Sherwood Chen, former Lime Wire LLC employee, address and telephone number unknown;

(l) Steven Cho, former Lime Wire LLC employee, address and telephone number unknown;

(m) Susheel Daswani, former Lime Wire LLC employee, address and telephone number unknown;

(n) Evin [last name unknown], employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;

- (o) Hatem El-Wardany, former Lime Group LLC employee, address and telephone number unknown;
- (p) Kevin Faaborg, employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;
- (q) Andrew Fischler, employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;
- (r) Adam Fisk, former Lime Wire LLC employee, address and telephone number unknown;
- (s) Meghan Formel, former Lime Wire LLC employee, address and telephone number unknown;
- (t) Amy Gorton, employee, Tower PR, 2608 Beach Avenue, Venice, CA 90291;
- (u) Mark Gorton, Chief Executive Officer, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;
- (v) Jennifer Halpern, current or former employee, Adam-Friedman Associates LLC, 11 East 44th Street, 5th Floor, New York NY 10017; 212-981-2529;
- (w) Adam Harris, former Lime Wire LLC employee, address and telephone number unknown;
- (x) Benjamin Hunter, former Lime Radio employee, address and telephone number unknown;
- (y) Avi Jutagir, former Lime Wire LLC employee, address and telephone number unknown;
- (z) Kirk Kahn, employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;
- (aa) Tarun Kapoor, former Lime Wire LLC employee, address unknown, 877-472-6432;
- (bb) Mark Kornfilt, employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;
- (cc) Matt Kotzen, former Lime Wire LLC employee, address and telephone number unknown;
- (dd) Elizabeth Lee, former employee, Tower Research Capital, address and telephone number unknown;

- (ce) Angel Leon, former Lime Wire LLC employee, address and telephone number unknown;
- (ff) Lisa Louttit, former Lime Group LLC employee, address and telephone number unknown;
- (gg) Nathan Lovejoy, employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;
- (hh) Karl Magdsick, former Lime Wire LLC employee, address and telephone number unknown;
- (ii) John Marshall, GnucDNA, address and telephone number unknown;
- (jj) Jordan [last name unknown], employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;
- (kk) Yusuke Naito, former Lime Wire LLC employee, address and telephone number unknown;
- (ll) Christine Nicponski, former Lime Wire LLC employee, address and telephone number unknown;
- (mm) Dave Nicponski, former Lime Wire LLC employee, address unknown, 917-696-3081;
- (nn) Tim Olsen, employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;
- (oo) Michael Richter, former Lime Group LLC employee, address and telephone number unknown;
- (pp) Christopher Rohrs, former Lime Wire LLC employee, address and telephone number unknown;
- (qq) Jason Schmidt, former Lime Wire LLC employee, address and telephone number unknown;
- (rr) Anurag Singla, former Lime Wire LLC employee, address and telephone number unknown;
- (ss) Shari Solomon, former Lime Radio employee, address and telephone number unknown;
- (tt) Robert Soule, former Lime Wire LLC employee, 44 Columbia Place, #4B, Brooklyn, NY 11201, 718-797-1126;

(uu) Rachel Sterne, employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000;

(vv) Sumeet Thadani, former Lime Wire LLC employee, address and telephone number unknown;

(ww) David Yeu, employee, Lime Wire LLC, 377 Broadway, 11th Floor, New York, NY 10013, 212-219-6000; and

(xx) other current and former employees of Defendants, as well as third-parties, whose identities may be revealed in discovery or otherwise.

4. Expert witnesses, who will be identified pursuant to the schedule established by the Federal Rules of Civil Procedure and the Case Management Plan.

5. Other individuals who are likely to have discoverable information that Plaintiffs may use to support their claims, include the following:

(a) individuals with knowledge of Defendants' inducements of infringements through marketing and advertising, such as operators or employees of advertising, download and product review sites and services;

(b) individuals with knowledge of Defendants' awareness of infringements, such as operators or employees of other infringing services and parties that provided software and services to Defendants;

(c) individuals with knowledge of communications between Defendants and representatives of rights-holders;

(d) individuals with knowledge of file filtering, file blocking, file identification, digital rights management or micropayment technologies;

(e) individuals with knowledge of Defendants' design and maintenance of LimeWire, including parties that contributed code to LimeWire;

(f) individuals with knowledge of persons using LimeWire, including operators of so-called "bootstrap servers";

(g) individuals with knowledge of Defendants' revenues, income, profits or other consideration from infringement, such as Defendants' banks, accountants, auditors, credit card companies and operators of credit-card pay services; and

(h) with respect to Defendants' counterclaims, individuals with knowledge of MusicNet, pressplay, iMesh and MagnetMix.

- B. A copy of, or a description by category and location of, all documents, data compilations, electronically stored information and tangible things that are in the possession, custody or control of the party and that the disclosing party may use to support its claims or defenses, unless solely for impeachment.

The parties have agreed that documents will be produced pursuant to the document requests under Rule 34 in accordance with the schedule set forth in the Case Management Plan.

- C. A computation of any category of damages claimed by the disclosing party, making available for inspection and copying as under Rule 34 the documents or other evidentiary material, not privileged or protected from disclosure, on which such computation is based, including materials bearing on the nature and extent of injuries suffered.

The parties have agreed that documents will be produced pursuant to the document requests under Rule 34 in accordance with the schedule set forth in the Case Management Plan. As disclosed in the Complaint, Plaintiffs seek damages computed as follows:

(i) as to Counts I-III of the Complaint, for maximum statutory damages pursuant to 17 U.S.C. §504(c), specifically, \$150,000 per work with respect to each and every timely registered sound recording owned by Plaintiffs that was willfully infringed and \$30,000 per work with respect to each and every other timely registered sound recording owned by Plaintiffs that was infringed, if any;

(ii) as to Counts I-III of the Complaint, as an alternative to statutory damages at Plaintiffs' election prior to final judgment, for an accounting of Defendants' profits attributable to the infringement to be provided by Defendants pursuant to 17 U.S.C. § 504(b), and for payment of such profits and Plaintiffs' actual damages suffered from infringement;

(iii) as to Counts IV and V of the Complaint, for compensatory damages, calculated by analogy to statutory damages or otherwise, and/or disgorgement and punitive damages in such amount as may be found or established at trial, arising from Defendants' willful and wanton violations of state law;

(iv) for prejudgment and post-judgment interest; and

(v) for Plaintiffs' costs and disbursements in this action, including reasonable attorneys' fees.


The computation of categories (4) and (5) must necessarily await an accounting at the end of this litigation. Computation of damages may be the subject of expert analysis and testimony, in which case Plaintiffs will make disclosure of information relevant to damages through the procedure for expert disclosures, reports and discovery provided in Federal Rule of Civil Procedure 26(a)(2).

D. For inspection and copying as under Rule 34 any insurance agreement under which any person carrying on an insurance business may be liable to satisfy part or all of a judgment which may be entered in the action or to indemnify or reimburse for payments made to satisfy the judgment.

The parties have agreed that documents will be produced pursuant to the document requests under Rule 34 in accordance with the schedule set forth in the Case Management Plan.

October 24, 2006

CRAVATH, SWAINE & MOORE LLP

by 
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EXHIBIT “B”

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/Counterclaim Defendants,

v.

06 Civ. 05936 (GEL)

LIME GROUP LLC; MARK GORTON; and GREG BILDSON,

Defendants,

and

LIME WIRE LLC,

Defendant/Counterclaim Plaintiff.

PLAINTIFFS CAPITOL RECORDS, INC.'S, PRIORITY RECORDS LLC'S AND VIRGIN RECORDS AMERICA, INC.'S CONSOLIDATED RESPONSES AND OBJECTIONS TO DEFENDANTS' FIRST SET OF INTERROGATORIES

Pursuant to Federal Rules of Civil Procedure 26 and 33, Capitol Records, Inc., Priority Records LLC and Virgin Records America, Inc. ("Plaintiffs") hereby submit these consolidated responses and objections to Defendants' First Set of Interrogatories, dated December 6, 2006 (the "Interrogatories").

General Objections

1. In December 2006, immediately after moving to dismiss Lime Wire LLC's First Amended Counterclaims, Plaintiffs met and conferred with Defendants to request a stay of antitrust-related discovery until Plaintiffs' motion to dismiss has been

resolved. The parties ultimately submitted a joint letter to the Court concerning Plaintiffs' motion to stay. On January 19, 2007, before Plaintiffs' request for a stay had been resolved, Plaintiffs served responses and objections to Defendants' Interrogatories, setting forth general and specific objections, and specifically addressing all interrogatories that were not the subject of Plaintiffs' request for a stay of discovery. On February 13, 2007, the Court denied Plaintiffs' request for a stay. These consolidated responses and objections repeat Plaintiffs' general and specific objections, and specifically address the interrogatories (indicated in bold type below) that were the subject of Plaintiffs' request for a stay of discovery.

2. Plaintiffs object to the Interrogatories on the grounds and to the extent the information sought is protected from discovery by the attorney-client privilege, the work product doctrine, or any other applicable privilege or doctrine. Plaintiffs hereby claim such privileges and protections to the extent implicated by each request, and exclude privileged and protected information from their responses to the Interrogatories. Any disclosure of such protected or privileged information is inadvertent, and is not intended to waive those privileges or protections. In response to these Interrogatories, to the extent Plaintiffs do not otherwise object, Plaintiffs will not identify persons that are litigation attorneys or persons working at their direction who obtained knowledge about the subject matters specified in each of the Interrogatories in connection with the preparation for or in anticipation of litigation.

3. Plaintiffs object to the Interrogatories on the grounds and to the extent that they purport to require Plaintiffs to provide information comprising confidential trade secrets or sensitive personal, customer, client, business or commercial information. Plaintiffs

will provide responsive, non-privileged confidential information upon the entry of, and in accordance with the terms of, an appropriate protective order from the Court.

4. Plaintiffs object to the Interrogatories on the grounds and to the extent that they purport to impose obligations on Plaintiffs that are beyond the scope of Rules 26 and 33 of the Federal Rules of Civil Procedure or other applicable law.

5. Plaintiffs object to the Interrogatories on the grounds and to the extent that they seek information that is unavailable to Plaintiffs or outside of their possession, custody, or control, or information that is equally available to Defendants, or information that could be derived or ascertained by Defendants with substantially the same effort that would be required of Plaintiffs.

6. Plaintiffs object to the Interrogatories on the grounds and to the extent that they purport to require Plaintiffs to identify "all persons with knowledge" regarding a certain subject as overbroad and unduly burdensome. In response to these Interrogatories, to the extent Plaintiffs do not otherwise object, Plaintiffs will identify their or their parent company's current employees who are most knowledgeable about the subject matters specified in each of the Interrogatories.

7. In responding to the Interrogatories, Plaintiffs do not waive, or intend to waive, any privilege or objection, including, but not limited to, any objection to the competency, relevance, materiality, or admissibility of any of the information provided in response to the Interrogatories.

8. Plaintiffs object to the Interrogatories on the grounds and to the extent they state, allege, presume, imply or otherwise attempt to suggest that Plaintiffs possess or have exercised economic or market power in any alleged relevant product or geographic market.

9. Plaintiffs object to the Interrogatories on the grounds and to the extent they state, allege, presume, imply or otherwise attempt to define or solicit implied admissions relating to the parameters of a relevant product or geographic market.

10. Plaintiffs object to the Interrogatories on the grounds and to the extent that they use terms that are not defined in the "Definitions" section of the Interrogatories.

11. Plaintiffs object to paragraphs 8, 9, 10, 12 and 13 of the "Definitions" section in the Interrogatories on the grounds that they are vague and overly broad.

12. Plaintiffs object to the Interrogatories on the grounds and to the extent that the term "peer-to-peer" is not defined in the Interrogatories. When used herein, the term "peer-to-peer" shall mean a program and network that connects individual computer users via the Internet and allows them to search for and copy files from one user's hard drive to another's.

13. Plaintiffs object to the Interrogatories to the extent they are vague, ambiguous or confusing.

14. Plaintiffs object to the Interrogatories on the grounds and to the extent that it is less burdensome to ascertain the answer to an Interrogatory from documents being produced by Plaintiffs or from publicly available sources. See Rule 33(d) of the Federal Rules of Civil Procedure.

15. Plaintiffs object to the Interrogatories to the extent they request the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation.

Specific Objections and Responses

INTERROGATORY NO. 1:

Identify all persons with knowledge regarding any monitoring by you or on your behalf of the files uploaded, made available, searched for, copied, downloaded, or

exchanged by users of the LimeWire software program, including the monitoring of any communication by any user of the LimeWire software program via email, chat room, bulletin board, blog or otherwise.

RESPONSE TO INTERROGATORY NO. 1:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 2:

Identify all persons with knowledge of any actual or contemplated efforts by you or on your behalf to block or prevent particular persons from downloading, installing or using the LimeWire software program.

RESPONSE TO INTERROGATORY NO. 2:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs state that they are not aware of any such persons.

INTERROGATORY NO. 3:

Identify all persons with knowledge regarding any testing, analysis, reverse engineering or review by you or on your behalf of the LimeWire software program.

RESPONSE TO INTERROGATORY NO. 3:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 4:

Identify all persons with knowledge of any actual or contemplated non infringing uses of the LimeWire software program, or any file-sharing or peer-to-peer technology/software programs.

AMENDED RESPONSE TO INTERROGATORY NO. 4:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent that it goes beyond seeking information relating to the Defendants or the LimeWire System/Service and is therefore not reasonably calculated to lead to the discovery of admissible evidence. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs state that they are not aware of any such persons.

INTERROGATORY NO. 5:

Identify all persons with knowledge regarding information gathered about the users of the LimeWire software program by you or on your behalf, including (a) information or data collected, reviewed or maintained concerning such users; (b) all communications by, to, with or concerning such users; and (c) actual or alleged copyright infringement by any user or group of users.

RESPONSE TO INTERROGATORY NO. 5:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 6:

Identify all persons with knowledge of any digital file that has been uploaded, made available, copied, downloaded, distributed or exchanged by you or on your behalf via the LimeWire software program, any other Gnutella-based peer-to-peer software application, or any file-sharing service/program.

RESPONSE TO INTERROGATORY NO. 6:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent that it goes beyond seeking information relating to the Defendants or the LimeWire System/Service and is therefore not reasonably calculated to lead to the discovery of admissible evidence. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 7:

Identify all persons who have knowledge of any communication by you or on your behalf to any user of the LimeWire software program, or to any person communicating on any LimeWire-related chat room, bulletin board or blog.

RESPONSE TO INTERROGATORY NO. 7:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs state that they are not aware of any such persons.

INTERROGATORY NO. 8:

Identify all persons with knowledge of your efforts (actual or contemplated), or any efforts (actual or contemplated) of one or more of the Plaintiffs, to advertise, market, promote, license, sell or distribute any copyrighted sound recordings via the LimeWire software program or any file-sharing or peer-to-peer software program or website.

RESPONSE TO INTERROGATORY NO. 8:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent that it goes beyond seeking information relating to the Defendants or the LimeWire System/Service and is therefore not reasonably calculated to lead to the discovery of admissible evidence. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the

Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 9:

Identify all persons with knowledge of the negotiation of any agreement (actual or contemplated), including any license agreement, between you and any person concerning the distribution of copyrighted sound recordings over the Internet and/or any Internet Business Model.

RESPONSE TO INTERROGATORY NO. 9:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request as overbroad. Subject to the foregoing general and specific objections, Plaintiffs state that the following current employees were directly involved in negotiating agreements with companies that electronically distribute music over the Internet: Projit Mallick, Director, Legal & Business Affairs; Rachna Bhasin, Vice President, Business Development; and Jay Pomeroy, Vice President, Sales.

INTERROGATORY NO. 10:

Identify all persons with knowledge of the negotiations of any agreement (actual or contemplated) between you and (a) Apple/iTunes; (b) Microsoft; (c) Amazon.com; (d) YahooMusic; (e) Napster; (f) Roxio; (g) RealNetworks; (h) Walmart; (i) AOL Music; or (j) any other music downloading or file-sharing system, website or service, concerning the distribution of musical content over the Internet.

RESPONSE TO INTERROGATORY NO. 10:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request as overbroad. Subject to the foregoing general and specific objections, Plaintiffs state that the following current employees were directly involved in negotiating agreements with companies that electronically distribute music over the Internet: Projit Mallick, Director, Legal & Business Affairs; Rachna Bhasin, Vice President, Business Development; and Jay Pomeroy, Vice President, Sales.

INTERROGATORY NO. 11:

Identify all persons with knowledge of the relationship between you and (a) Audible Magic; (b) Altnet; (c) Brilliant Digital Entertainment; (d) MediaDefender;

(e) MediaSentry; (f) SafeNet; (g) SnoCap; (h) MusicNet; (i) pressplay; (j) Roxio; (k) iMesh; (l) Mashboxx; (m) Sharman Networks; (n) Kazaa; (o) BearShare; (p) FreePeer; and (q) Grokster.

RESPONSE TO INTERROGATORY NO. 11:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request as overbroad. Subject to the foregoing general and specific objections, Plaintiffs identify: Projit Mallick, Director, Legal & Business Affairs; Victoria Bassetti, Senior Vice President, Government Relations; Alasdair McMullan, Senior Vice President, Legal Affairs; and Rachna Bhasin, Vice President, Business Development.

INTERROGATORY NO. 12:

Identify all persons with knowledge of any market studies, reports or analyses regarding demand characteristics, competitors, competition, concentration or shares of revenue in the market for the distribution of digital content over the Internet, prepared by you or on your behalf.

RESPONSE TO INTERROGATORY NO. 12:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 13:

Identify all persons with knowledge of your public relations goals, strategies or plans regarding file-sharing or peer-to-peer technology companies.

RESPONSE TO INTERROGATORY NO. 13:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Jeanne Meyer, Senior Vice President, Corporate Communications.

INTERROGATORY NO. 14:

Identify all persons with knowledge as to your or the RIAA's strategies or goals regarding (a) the licensing of copyrighted sound recordings for distribution over the Internet; and (b) any Internet Business Model.

RESPONSE TO INTERROGATORY NO. 14:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request as overbroad. Subject to the foregoing general and specific objections, Plaintiffs state that the following current employees have the most knowledge concerning Plaintiffs' policies concerning the electronic distribution of music over the Internet: Rachna Bhasin, Vice President, Business Development.

INTERROGATORY NO. 15:

Identify all persons with knowledge of any meeting or communication between you, any Plaintiff, the RIAA or any of its members, that refer to or mention the Defendants or any product, "system," or "service" of any Defendant in this action.

RESPONSE TO INTERROGATORY NO. 15:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this interrogatory to the extent it requests the identification of persons employed or retained by the Plaintiffs in anticipation of litigation. Plaintiffs further object to this request to the extent that it is vague and ambiguous. Subject to the foregoing general and specific objections, Plaintiffs state that they are aware of no such persons.

INTERROGATORY NO. 16:

Identify all persons with knowledge of any meeting or communication between you, any Plaintiff, the RIAA or any of its members, that refer to or mention technological or other measures, such as "spoofing," "interdiction techniques," or the shutting down of products, product operations, services or companies (including, but not limited to, the LimeWire software program, or the LimeWire "systems and services" as referred to by Plaintiffs in this case), in aid of protection or enforcement of copyright rights.

RESPONSE TO INTERROGATORY NO. 16:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent that it goes beyond seeking information relating to the Defendants or the LimeWire System/Service and is therefore not reasonably calculated to lead to the discovery of admissible evidence. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the

Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs state that they are not aware of any such persons.

INTERROGATORY NO. 17:

Identify all persons with knowledge regarding your experience with the technical possibility, feasibility, difficulty, ease or impossibility of filtering, affecting, controlling, supervising, halting, or limited infringing uses of the LimeWire software program or the LimeWire "system and service" as referred to by Plaintiffs in this case, or any other file-sharing or peer-to-peer technology.

RESPONSE TO INTERROGATORY NO. 17:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 18:

Identify all persons with knowledge of any communication or discussion by or between you and any Plaintiff, the RIAA, or any member of the RIAA, regarding (a) the license and/or distribution of copyrighted sound recordings over the Internet; or (b) any Internet Business Model.

RESPONSE TO INTERROGATORY NO. 18:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request on the grounds that it is vague and ambiguous. Plaintiffs further object to this request as unintelligible and overbroad.

INTERROGATORY NO. 19:

Identify all persons with knowledge concerning any communication or meeting in which you participated regarding settlement of the Grokster Litigation, the iMesh Litigation, the Hummer Winblad Litigation or the BearShare Litigation.

RESPONSE TO INTERROGATORY NO. 19:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request on the grounds that it is not reasonably calculated to lead to the discovery of admissible evidence.

INTERROGATORY NO. 20:

Identify all persons with knowledge concerning the licensing, sale or distribution of any of your "hashes" associated with any copyrighted sound recordings.

RESPONSE TO INTERROGATORY NO. 20:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 21:

Identify all persons with knowledge concerning all communications by you or on your behalf with any actual or potential customer, vendor or business partner or advertiser of one or more of the Defendants.

RESPONSE TO INTERROGATORY NO. 21:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent that it seeks information regarding communications in which Defendants were not discussed. Plaintiffs further object to this request on the grounds that "any actual or potential customer, vendor or business partner or advertiser of one or more of the Defendants" is vague and ambiguous. Subject to the foregoing general and specific objections, Plaintiffs state that they are aware of no current employees that were involved in communications with any known customer, vendor, business partner or advertiser of the Defendants during which Defendants were discussed.

INTERROGATORY NO. 22:

Identify all persons with knowledge of any actual or contemplated efforts by you, any Plaintiff, the RIAA or any member of the RIAA, to allow or prohibit the distribution of copyrighted sound recordings over the Internet by any peer-to-peer or file-sharing company or entity.

RESPONSE TO INTERROGATORY NO. 22:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations; Alasdair McMullan, Senior Vice President, Legal Affairs.

INTERROGATORY NO. 23:

Identify all persons with knowledge as to your strategies, or the strategies of the RIAA, for competing or negotiating with, or litigating against, any peer-to-peer or file-sharing company or entity.

RESPONSE TO INTERROGATORY NO. 23:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations; Alasdair McMullan, Senior Vice President, Legal Affairs; Projit Mallick, Director, Legal & Business Affairs; and Rachna Bhasin, Vice President, Business Development.

INTERROGATORY NO. 24:

Identify all persons with knowledge of your Internet Sales.

RESPONSE TO INTERROGATORY NO. 24:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Jay Pomeroy, Vice President, Sales.

INTERROGATORY NO. 25:

Identify all persons with knowledge of the facts that have led to the investigation by the Department of Justice and/or the New York State Attorney General's Office concerning your distribution of musical content over the Internet.

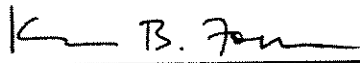
RESPONSE TO INTERROGATORY NO. 25:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs state that they are not aware of any such persons because Plaintiffs were not privy to the DOJ's and New York State Attorney

General's internal decisionmaking process to investigate the electronic distribution of music over the Internet.

March 9, 2007

CRAVATH, SWAINE & MOORE LLP

by 
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VERIFICATION OF ALASDAIR MCMULLAN

I, Alasdair McMullan, pursuant to Fed. R. Civ. P. 33(b)(1) and 28 U.S.C. § 1746, declare as follows:

I am the Senior Vice President of Legal Affairs at EMI Music North America. On behalf of Capitol Records, Inc., Priority Records LLC and Virgin Records America, Inc., I verify that the answers contained in the foregoing Consolidated Responses and Objections to Defendants' First Set of Interrogatories to Capitol Records, Inc., Priority Records LLC and Virgin Records America, Inc. are true and correct to the best of my knowledge and belief. I further verify that I am authorized to do so and that as to matters stated therein that are not within my personal knowledge I have relied on information that has been prepared by persons whom I believe to be reliable.

I declare under penalty of perjury that the foregoing is true and correct.
Executed on March 8, 2007.



Alasdair McMullan