

Exhibit 492

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

Defendants/Counterclaim Plaintiffs.

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;

- (ee) 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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