

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

Defendants.

CIVIL ACTION NO. 06 CV. 5936
(GEL)**DEFENDANTS' MOTION FOR SUBSTITUTION OF COUNSEL**

Defendants Lime Wire LLC, Lime Group LLC, Mark Gorton and the M.J.G. Lime Wire Family Limited Partnership (collectively, the "Lime Wire Defendants") file this their motion to substitute counsel, and in support thereof would show the following:

1. Lead counsel for the Lime Wire Defendants, Charles S. Baker, has recently left the law firm of Porter & Hedges, L.L.P. and has joined the law firm of Fulbright & Jaworski L.L.P., as a partner. The Lime Wire Defendants have asked that Mr. Baker's former firm cease their representation and to transfer all files to Mr. Baker, and that Fulbright & Jaworski L.L.P. be substituted in its place. In addition, the Lime Wire Defendants have also requested that their local counsel, Porzio, Bromberg, and Newman P.C., be relieved from their

duties and that Fulbright & Jaworski L.L.P., which has attorneys licensed to practice in this Court, replace them as local counsel.

2. No delay in these proceedings will occur as a result of this substitution of counsel.

WHEREFORE, the Lime Wire Defendants respectfully request that the Court grant their motion.

Respectfully submitted,

/s/ Charles S. Baker

Charles S. Baker (pro hac vice)
FULBRIGHT & JAWORSKI L.L.P.
Fulbright Tower
1301 McKinney, Suite 5100
Houston, TX 77010-3095
Telephone: (713) 651-5151
Facsimile: (713) 651-5246
csbaker@fulbright.com

Attorneys for the Lime Wire Defendants

CERTIFICATE OF CONFERENCE

I, the undersigned attorney, hereby certify to the Court that I have conferred with opposing counsel on July 2, 2009, regarding the issues contained in this motion without the necessity of Court intervention, and opposing counsel has indicated that she does not oppose this motion.

Certified this 7th day of July, 2009

/s/ Charles S. Baker

Charles S. Baker

CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing document was served upon opposing counsel on the 7th day of July, 2009 via the Court's *ECF* system:

Katherine B. Forrest
Joanne M. Gentile
CRAVATH, SWAINE & MOORE, LLP
Worldwide Plaza
825 Eight Avenue
New York, New York 10019-7475
(212) 474-1000 Telephone

Attorneys for Plaintiffs

/s/ Charles S. Baker

Charles S. Baker