

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/Counterclaim Plaintiffs.

06 Civ. 05936 (KMW)
ECF CASE

**NOTICE OF UNOPPOSED
MOTION FOR WITHDRAWAL OF
COUNSEL**

TO ALL PARTIES AND THEIR COUNSEL OF RECORD, PLEASE TAKE NOTICE that, upon the Unopposed Motion of Plaintiffs 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”), attached hereto, Plaintiffs respectfully move the Court, before the Honorable Kimba M. Wood, at the United States District Courthouse, 500 Pearl Street, New York, New York, for an Order pursuant to Local Civil Rule 1.4, allowing the withdrawal of Cravath, Swaine & Moore LLP as Plaintiffs’ lead counsel of record.

Plaintiffs' counsel have met and conferred with Defendants' counsel, who have stated that Defendants do not oppose this motion. Plaintiffs are submitting a Proposed Order granting this unopposed motion herewith.

Dated: May 10, 2010

Respectfully submitted,

MUNGER, TOLLES & OLSON, LLP

By



Glenn D. Pomerantz
A member of the Firm

355 South Grand Avenue, 35th Floor
Los Angeles, CA 90071-1560
Telephone: (213) 683-9100
Facsimile: (213) 687-3702
Glenn.Pomerantz@mto.com

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/Counterclaim Plaintiffs.

06 Civ. 05936 (KMW)
ECF CASE

**UNOPPOSED MOTION FOR
WITHDRAWAL OF COUNSEL**

Pursuant to Local Civil Rule 1.4, Plaintiffs 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") respectfully submit this unopposed motion to allow the withdrawal of Plaintiffs' lead counsel of record as set forth below. In support of this motion, Plaintiffs, through the undersigned counsel, state as follows:

1. Plaintiffs' lead counsel in this action has been the law firm of Cravath, Swaine & Moore LLP ("Cravath"). Plaintiffs and Cravath have agreed that Cravath should be allowed to withdraw as counsel of record for Plaintiffs. The law firm of Munger, Tolles & Olson LLP has

appeared in the action and will be lead counsel for Plaintiffs. The law firm of Cowan, Liebowitz & Latman, P.C., also has appeared and will serve as New York counsel for Plaintiffs.

2. Cravath has represented Plaintiffs in this action from its inception in early August 2006. Merits discovery has been completed, and motions for summary judgment by both Plaintiffs and Defendants Lime Wire LLC, Lime Group LLC, Mark Gorton and M.J.G. Lime Wire Family Limited Partnership (“Defendants”) (and several ancillary motions by Defendants) are fully briefed and are pending before this Court.

3. Plaintiffs do not believe that this withdrawal of counsel will cause any delay to the schedule for this case.

4. Plaintiffs, through their counsel, have communicated to counsel for Defendants their intention to move for the withdrawal of counsel set forth herein. Defendants’ counsel stated that Defendants do not oppose this motion.

WHEREFORE, Plaintiffs respectfully request that the Court grant their motion to allow the law firm of Cravath, Swaine & Moore LLP to withdraw as counsel of record for Plaintiffs.

Dated: May 4, 2010

Respectfully submitted,

MUNGER, TOLLES & OLSON, LLP

By

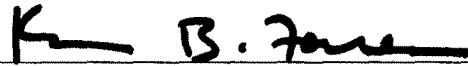


Glenn D. Pomerantz
A member of the Firm

355 South Grand Avenue, 35th Floor
Los Angeles, CA 90071-1560
Telephone: (213) 683-9100
Facsimile: (213) 687-3702
Glenn.Pomerantz@mto.com

CRAVATH, SWAINE & MOORE LLP

By



Katherine B. Forrest
A member of the Firm

Worldwide Plaza
825 Eighth Avenue
New York, NY 10019-7475
Telephone: (212) 474-1000
Facsimile: (212) 474-3700
kforrest@cravath.com