

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
(KMW)

**DECLARATION OF CHARLES S.
BAKER IN SUPPORT OF
UNOPPOSED MOTION FOR
WITHDRAWAL OF COUNSEL
FOR DEFENDANTS**

CHARLES S. BAKER, an attorney duly admitted to practice law before this Court, hereby declares the following to be true under penalty of perjury:

1. I am an attorney admitted to practice law pro hac vice before this Court. The facts set forth herein are based upon my personal knowledge.

2. I am a partner with the law firm of Fulbright & Jaworski L.L.P. ("F&J"). I was retained to act as lead counsel for Defendants Lime Wire LLC, Lime Group LLC, Mark Gorton, Greg Bildson, and M.J.G. Lime Wire Family Limited Partnership in the above matter when I was a partner at my prior firm of Porter & Hedges L.L.P. I ceased representing Mr. Bildson two years ago and he is no longer a party to this action. In June 2009 I became a partner at F&J, and subsequently F&J substituted in as counsel.

3. Defendants have changed counsel and are currently represented in this matter by Michael S. Sommer, Chul Pak and Tonia O. Klausner of the law firm of Wilson Sonsini

Goodrich & Rosati, P.C. These attorneys entered an appearance for the Defendants in March of 2010 and are currently representing them.

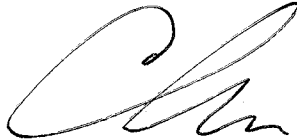
4. Jeffrey R. Farmer, Senior Counsel of Lime Wire LLC, has authorized F&J, and the individual attorneys of F&J who may have entered an appearance in this matter, to withdraw as counsel.

5. Accordingly, I respectfully request that F&J and the individual attorneys of F&J, be permitted to withdraw as counsel for Defendants Lime Wire LLC, Lime Group LLC, Mark Gorton and M.J.G. Lime Wire Family Limited Partnership.

6. Granting this motion will not cause any delay in the proceedings as the above-named parties have been and will continue to be represented by counsel.

I HEREBY DECLARE and certify under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing statements made by me are true and correct. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated: June 1, 2010.



Charles S. Baker