

EXHIBIT 2

MUNGER, TOLLES & OLSON LLP

355 SOUTH GRAND AVENUE
THIRTY-FIFTH FLOOR
LOS ANGELES, CALIFORNIA 90071-1560
TELEPHONE (213) 683-9100
FACSIMILE (213) 687-3702

560 MISSION STREET
SAN FRANCISCO, CALIFORNIA 94105-2907
TELEPHONE (415) 512-4000
FACSIMILE (415) 512-4077

June 15, 2010

ROBERT K. JOHNSON¹
ALAN V. FRIEDMAN¹
RONALD L. OLSON¹
RICHARD S. VOLPERT
DENNIS C. BROWN¹
ROBERT E. DENHAM
JEFFREY I. WEINBERGER
CARY B. LERMAN
CHARLES D. SIEGAL
RONALD K. MEYER
GREGORY P. STONE
BRAD D. BRIAN
BRADLEY S. PHILLIPS
GEORGE M. GARVEY
WILLIAM D. TEMKO
STEVEN L. GUISET¹
ROBERT B. KNAUSS
STEPHEN M. KRISTOVICH
JOHN W. SPIEGEL
TERRY E. SANCHEZ
STEVEN M. PERRY
MARK B. HELM
JOSEPH D. LEE
MICHAEL R. OOVEN
MICHAEL E. SOLOFF
GREGORY D. PHILLIPS
LAWRENCE C. BARTH
KATHLEEN M. MCDOWELL
GLENN O. POMERANTZ
THOMAS B. WALPER
RONALD C. HAUSMANN
PATRICK J. CAFFERTY, JR.
JAY M. FUJITANI
D'ALLEY M. MILLER
SANGRA A. SEVILLE-JONES
MARK H. EPSTEIN
HENRY WEISSMANN
KEVIN S. ALLRED
BART H. WILLIAMS
JEFFREY A. HEINTZ
JUDITH T. KITANO
KRISTIN LINSLEY MYLES
MARC T.G. DWORSKY
JEROME C. ROTH
STEPHEN D. ROSE
GARTH T. VINCENT
TED DANE
STUART N. SENATOR
MARTIN D. BERN

DANIEL P. COLLINS
RICHARD E. DROOYAN
ROBERT L. DELL ANGELO
BRUCE A. ABBOTT
JONATHAN E. ALTMAN
MARY ANN TODD
MICHAEL J. O'SULLIVAN
KELLY M. KLAUS
DAVID B. GOLDMAN
BURTON A. GROSS
KEVIN S. MASUDA
HOJON HWANG
KRISTIN S. ESCALANTE
DAVID C. DINIELLI
ANDREA WEISS JEFFRIES
PETER A. OETRE
PAUL J. WATFORD
DANA S. TREISTER
CARL H. MOOR
DAVID M. ROSENZWEIG
DAVID H. FRY
LISA J. DEMSKY
MALCOLM A. HEINICKE
GREGORY J. WEINGART
TAMERLIN J. GODLEY
JAMES C. RUTTEN
J. MARTIN WILLHITE
RICHARD ST. JOHN
ROHIT K. SINGLA
LUIE LI
CAROLYN HOECKER LUEDTKE
C. DAVID LEE
MARK H. KIM
BRETT J. RODDA
SEAN ESKOVITZ
FRED A. ROWLEY, JR.
KATHERINE M. FORSTER
BLANCA FROMM YOUNG
RANDALL G. SOMMER
MARIA SEFERIAN
MANUEL F. CACHAN
ROSEMARIE T. RING
JOSEPH J. YBARRA
KATHERINE K. HUANG
MICHELLE T. FRIEDLAND
TODD J. ROSEN
SUSAN R. SZABO
LYNN HEALEY SCADUTO

ERIC J. LORENZINI
LINDSAY D. M'CAKILL
KATE K. ANOERSON
SUSAN TRAUB BOYD
JENNIFER L. POLSE
BRIAN R. HOCHLEUTNER
GRANT A. DAVIS-DENNY
JASON RANTANEN
JONATHAN H. BLAVIN
KAREN J. EPHRAIM
LIKA C. MIYAKE
MELINDA EADES LEMOINE
ANDREW W. SONG
YOHANACE C. EDWARDS
SETH GOLDMAN
JOSHUA P. GROBAN
VICTORIA L. BOESCH
HAILYN J. CHEN
BRAD SCHNEIDER
GENEVIEVE A. COX
MIRIAM KIM
MISTY M. SANFORD
BRIAN P. DUFF
AIMEE FEINBERG
KATHARINE L. HALL
KATHERINE KU
KIMBERLY A. CHI
SHOSHANA E. BANNETT
TINA CHAROENPONG
LEE S. TAYLOR
DEREK J. KAUFMAN
KIMBERLY D. ENCINAS
MARCUS J. SPIEGEL
GABRIEL P. SANCHEZ
BETHANY W. KRISTOVICH
PAULA R. LEVY
DAVID C. YANG
WILLIAM E. CANO
HENRY E. ORREN
BENJAMIN W. HDWELL
JACOB S. KREILKAMP
JONATHAN M. WEISS
ELISABETH J. NEUBAUER
ERIC P. TUTTLE
HEATHER E. TAKAHASHI
KEVIN A. GOLDMAN
ROBYN KALI BACON
BERNARD A. ESKANDARI

JENNY M. JIANG
KEITH R.D. HAMILTON, II
SORAYA C. KELLY
PATRICK ANDERSON
JEFFREY Y. WU
YUVAL MILLER
MARK R. CONRAD
DANIEL R. MCCARTHY
M. LANCE JASPER
ALISSA BRANHAM
ADAM R. LAWTON
PETER C. RENN
RACHEL L. STEIN
AVI BRAZ
PUNEET K. SANDHU
IAN J. MILLER
MARINA A. TORRES
DAVID S. HAN
DAVID C. LACHMAN
JENNY H. HONG
GUY A. RUB
AARON SEIJI LOWENSTEIN
DANIEL N. ELIZONDO
LAURA D. SMOLOWE
MELISSA CAMACHO-CHEUNG
SARALA V. NAGALA
JUSTIN L. MCNABNEY
LEO GOLDBARD
KIMBERLY A. MORRIS
MATTHEW A. MACDONALD
CAROLYN V. ZABRYCKI
ERIC S. NGUYEN
ERIN E. SCHANNING
MARGARET G. ZIEGLER
ESTHER H. SUNG

RICHARD D. ESBENSHADET
ALLISON B. STEIN
PETER R. TAFTT
SUSAN E. NASH
TRUC T. DO
OF COUNSEL
E. LEROY TOLLES
(1922-2008)

¹A PROFESSIONAL CORPORATION

BY FACSIMILE (212) 805-7900

The Honorable Kimba M. Wood
United States District Court
Southern District of New York
500 Pearl Street
New York, New York 10007-1312

Re: Arista Records LLC et al. v. Lime Wire LLC et al.,
Case No. 06 CV 5936 (KMW)

Dear Judge Wood:

I write in response to today's letter from Mr. Boxer, requesting a pre-motion conference on a proposed motion to intervene by Lime Brokerage Holdings LLC and Lime Brokerage LLC (jointly "Lime Brokerage"). For the reasons set forth below, Plaintiffs respectfully request that the Court condition Lime Brokerage's participation in this action on Lime Brokerage's provision of limited and expedited discovery regarding its relationship with the named Defendants.

The crux of Mr. Boxer's letter is that Plaintiffs' proposed order on their pending motion to freeze assets sweeps too broadly and impacts unaffiliated assets and businesses unaffiliated. That is not correct. Plaintiffs do not intend for their proposed order to reach assets of persons or entities that actually are independent of the Defendants. To that end, and pursuant to discussions that Mr. Boxer and I have had since last Monday's Status Conference (which Mr. Boxer attended), Plaintiffs specifically revised their Proposed Order before submitting it to the Court. The proposed order would secure the assets of "Defendant Affiliates." An entity is a "Defendant Affiliate" only if it is directly or indirectly owned, managed, or controlled by, or is under

WRITER'S DIRECT LINE
(213) 683-9132
(213) 683-5132 FAX
Glenn.Pomerantz@mto.com

The Honorable Kimba M. Wood

June 15, 2010

Page 2

common control with, one or more of the Defendants. (¶ I.A.3.) The intent behind this provision is to secure assets that the Defendants control (and that are subject to a judgment in this case) but that Defendants maintain under the heading of an affiliated entity. The proposed order also is sensitive to the interests of persons or entities that are true third parties. The proposed order specifically states that it does not restrict the purchase, sale or other investment of assets that belong to true third parties. (¶ I.F.)

Based on the information publicly available to Plaintiffs, it appears that Lime Brokerage is not actually an unrelated party. Rather, it appears that Lime Brokerage's assets are controlled by Mark Gorton and/or one or more of the other Defendants. According to the "Company" page on Lime Brokerage LLC's website (www.limebrokerage.com), the company "is part of [Defendant] Lime Group, founded in 1998 by Mark Gorton." The same website lists Mr. Gorton as a founder and one of two members of Lime Brokerage LLC's board of directors. According to a current FINRA BrokerCheck Report, Lime Brokerage LLC is 100% owned by Lime Brokerage Holdings LLC.¹ According to the same Report, an entity called "The M.J.G. Lime Brokerage Family Limited Partnership" owns 50-75% of Lime Brokerage Holdings LLC, and Mark Gorton and his wife, Jody Gorton ("M.J.G."), have ownership interests in Lime Brokerage Holdings LLC through their Family Limited Partnership.²

Obviously, there is a tangled web of ownership interests between Mr. Gorton and the other Defendants and Lime Brokerage. What seems clear from the above sources, however, is that Mr. Gorton directly or indirectly controls Lime Brokerage, just as he controls the other Defendants in the case. If Lime Brokerage wants to explain why the publicly available information does not paint an accurate picture of the relationship between Defendants and Lime Brokerage, then Plaintiffs must be able to take limited and expedited discovery on this issue. The purpose of that discovery is to provide the Court with a complete record on which to evaluate Lime Brokerage's assertion that its "interests differ from and will not be adequately protected by" Mr. Gorton and the other Defendants. That information also undoubtedly will be relevant to any assessment of Lime Brokerage's objections to Plaintiffs' proposed asset-freeze order that the Court may allow Lime Brokerage to submit. We told Mr. Boxer that Plaintiffs wanted to take that discovery before he submitted his letter to the Court earlier today. Notwithstanding a follow-up request, Mr. Boxer has not told us whether Lime Brokerage will agree to provide the requested discovery.

¹ We are not faxing the FINRA Report with this letter because it is 29 pages long. We will submit a copy of the Report by hand or by facsimile if the Court would like to see it at this time.

² As the Court may recall from the summary judgment motions, Defendant M.J.G. Lime Wire Family Limited Partnership, whose partners are Mr. and Mrs. Gorton and their children, obtained Defendant Lime Group's ownership interests in Defendant Lime Wire in 2005, at the time of the Supreme Court's *Grokster* decision. See Summary Judgment Opinion and Order (Doc. No. 223) at 52 n.36. Mr. Gorton admitted at his deposition in this case that his Family Limited Partnership planning "did help protect [his] assets in the event of a legal judgment against [him] personally." *Id.* at 56.

The Honorable Kimba M. Wood

June 15, 2010

Page 3

For the foregoing reasons, Plaintiffs respectfully submit that the Court should condition any involvement in this litigation by Lime Brokerage on its agreement to produce a witness to testify by no later than next Friday (June 25) regarding the relationship between Lime Brokerage and the named Defendants in this case, and to produce Lime Brokerage's communications with Mr. Gorton at least two (2) business days before that deposition. Alternatively, if the Court instead wishes to conduct a pre-motion conference at this juncture, Plaintiffs would be pleased to attend to discuss these issues.

Respectfully,

A handwritten signature in black ink, appearing to read "Glenn D. Pomerantz". The signature is fluid and cursive, with the last name "Pomerantz" being more legible than the first name.

Glenn D. Pomerantz

cc: Jeffrey S. Boxer (via fax and email)
Michael Sommer (via fax and email)
Colleen Bal (via fax and email)