

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.

LIME GROUP LLC; MARK GORTON; and GREG BILDSON,

Defendants,

and

LIME WIRE LLC,

Defendant/Counterclaim Plaintiff.

ECF CASE

06 Civ. 05936 (GEL)

**DECLARATION OF KATHERINE B. FORREST IN SUPPORT OF
PLAINTIFFS/COUNTERCLAIM DEFENDANTS' MEMORANDUM OF LAW IN
SUPPORT OF MOTION FOR LEAVE TO FILE AN AMENDED COMPLAINT**

KATHERINE B. FORREST declares as follows:

1. I am a member of the law firm of Cravath, Swaine & Moore LLP, counsel for Plaintiffs/Counterclaim Defendants 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. (collectively "plaintiffs"), in this action.

REDACTED VERSION - COMPLETE VERSION FILED UNDER SEAL

2. This declaration is submitted in support of plaintiffs' Motion for Leave to File an Amended Complaint, seeking leave to file an amended complaint joining the M.J.G. Lime Wire Family Limited Partnership as a defendant and to include allegations relating to and claims for fraudulent conveyance under Section 276 of the New York Debtor and Creditor Law against Mark Gorton and for unjust enrichment under the common law of New York against the M.J.G. Lime Wire Family Limited Partnership.

3. Annexed as Exhibits A – K are true and correct copies of the following:

- a. Plaintiffs/Counterclaim Defendants Proposed Amended Complaint
- b. "Blacklined" copy of the Proposed Amended Complaint identifying the paragraphs that have been modified in or added to the Complaint, dated August 4, 2006
- c. Declaration of Vincent Falco, dated May 12, 2007
- d. **REDACTED**
- e. **REDACTED**
- f. **REDACTED**
- g. M.J.G. Lime Wire Family Limited Partnership Certificate of Limited Partnership, Initial List of General Partners and Resident Agent of the M.J.G. Lime Wire Family Limited Partnership and Annual List of General Partners and Resident Agent of the M.J.G. Lime Wire Family Limited Partnership
- h. **REDACTED**
- i. **REDACTED**
- j. **REDACTED**

k. **REDACTED**

I declare under the penalty of perjury that the foregoing is true and correct.

June 20, 2007

A handwritten signature in black ink, appearing to read "K. B. Forrest", written over a horizontal line.

Katherine B. Forrest