

**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.

Case No. 06 CV 5936 (KMW)

ECF Case

**DECLARATION OF
ZEESHAN ZAIDI**

SUBJECT TO PROTECTIVE ORDER
FILED UNDER SEAL

I, Zeeshan Zaidi, the undersigned, hereby declare:

1. I am over twenty-one (21) years of age and am of sound mind. I have personal knowledge of the facts stated herein, I am competent to testify thereto, and if called to testify, I could and would testify to the following.

2. I am currently the Chief Operating Officer of Lime Wire LLC (“Lime Wire”). I have held this position since January 1, 2010, and I joined Lime Wire in July 2009.

3. In this declaration, I will describe important uses of the LimeWire software that are separate and distinct from the copyright infringement issues the plaintiffs have raised in this lawsuit.

4. Different types of users download the LimeWire software for many purposes unrelated to the plaintiffs’ allegations in this lawsuit. One distinguishing characteristic of a peer to peer file sharing network, such as the Gnutella network that the LimeWire software connects to, is its distributed architecture. That architecture makes it very difficult for a central authority

to censor or disrupt. The Internet, on the other hand, employs a different network architecture, which can more easily be centrally disrupted, controlled, or censored. This is why foreign governments are able to block certain American or Western web properties or intercept communications of their citizens. Many have chosen to do so. For example, the Iranian government has blocked its citizens' access to sites such as YouTube, Wikipedia, and the New York Times, (*see* <<http://www.guardian.co.uk/technology/2006/dec/04/news.iran>>). In the lead-up to the Iranian elections of 2009, it also blocked access to Facebook. (*see* <<http://mashable.com/2009/05/23/iran-blocks-facebook/>>). For citizens of such countries, peer to peer networks, and software products such as LimeWire that connect users to such networks, provide an attractive alternative to the Internet as a means to communicate with one another and to access information and news sources. For example, one group of users seeks to use the LimeWire software to assist Iranian dissidents in freely expressing political views through a means that the Iranian government may not be able to censor or block. To that end, Lime Wire is currently engaged in a project to modify its software so that Iranian dissidents can use it to electronically share news and political viewpoints that their government cannot suppress.

5. In June 2009, as was widely reported in news outlets, Iranian pro-democracy protestors who spoke out against the Iranian government in the aftermath of the elections were met with violence and censorship. Many of the dissidents are technology-savvy, and sought to use alternative media platforms to share information about protest rallies, share user-created videos of street protests, and the like. As was widely reported, the Iranian government took steps to block certain Internet sites in response.

6. Between June 25 and July 22, 2009, Lime Wire asked users of its software to disseminate videos filmed by Iranian dissidents. Lime Wire posted some such videos directly on the home page of the LimeWire software, and about 200,000 people "clicked" on the promotional materials Lime Wire posted to download the "clicked" video to their LimeWire

software. True and correct copies of screen shots from Lime Wire's website showing these promotional materials are attached as Exhibit A.

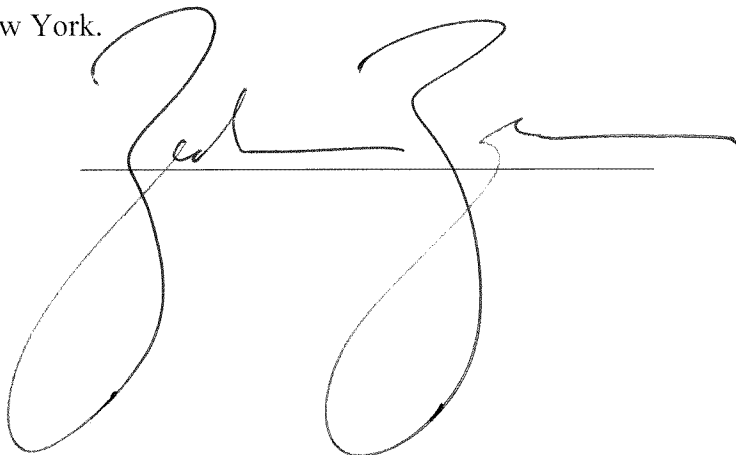
7. In the fall of 2009, Lime Wire translated the user interface of software into Persian (or "Farsi," the language of Iran) for the first time. A true and correct sample of Persian-language Lime Wire material is attached as Exhibit B. Lime Wire made the Persian language version of the LimeWire software available for download from <www.limewire.com> on or about December 2009. This translation effort makes it easier for dissidents within Iran (and their Persian-speaking supporters outside Iran) to use the LimeWire software for purposes of free political expression. As of June 15, 2010, Lime Wire's records indicate that 4,196 unique users have used LimeWire software in Persian.

8. Soon afterwards, in December 2009, an Oxford University doctoral student who helps organize the Iranian protest movement from outside Iran, Mahmood Enayat, contacted me. Mr. Enayat requested that Lime Wire modify the LimeWire software so that protestors and dissidents inside and outside Iran could more easily share materials with each other in a manner their government would find more difficult to interrupt than other Internet communications. Mr. Enayat recently published an article on the role of the Internet, and "peer to peer file sharing" such as the LimeWire software, in Iranian society. A true and correct copy of this article is attached here to as Exhibit C.

9. Another possibility for the LimeWire software is that those assisting the Iranian government overseas can share news content into this network of dissidents, so that it can more easily be disseminated within Iran. I understand that Mr. Enayat has entered into discussions with the BBC (where Mr. Enayat is currently employed while studying at Oxford) as a possible source of such news content, as described in Exhibit C.

10. At this time, Lime Wire is working to implement the requirements for this project into its software and expects to be done in 12 to 18 months if Lime Wire is able to continue to operate with its current base of employees and infrastructure resources.

I HEREBY DECLARE and certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Declaration was executed this 18th day of June 2010 in New York, New York.

A handwritten signature in black ink, written over a horizontal line. The signature is highly stylized and cursive, appearing to be the name 'Jed' followed by a large, looping flourish.