

REDACTED VERSION  
 -COMPLETE VERSION FILED UNDER SEAL

UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC RECORDING CORPORATION; ARISTA MUSIC, fka BMG MUSIC; CAPITOL RECORDS LLC fka CAPITOL RECORDS, INC.; ELEKTRA ENTERTAINMENT GROUP INC.; INTERSCOPE RECORDS; LAFACE RECORDS LLC; MOTOWN RECORD COMPANY, L.P.; PRIORITY RECORDS LLC; SONY MUSIC ENTERTAINMENT, fka 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; and M.J.G. LIME WIRE FAMILY LIMITED PARTNERSHIP,

Defendants

06 Civ. 05936 (KMW)  
 ECF CASE

**DECLARATION OF MELINDA E. LEMOINE IN SUPPORT OF PLAINTIFFS'  
 MOTION TO DISQUALIFY WILLKIE FARR & GALLAGHER LLP AS COUNSEL  
 FOR DEFENDANTS**

I, Melinda E. LeMoine, hereby declare as follows:

1. I am a partner in the law firm of Munger, Tolles & Olson LLP, counsel of record for Plaintiffs. I make this Declaration in support of Plaintiffs' Reply in Support of Motion to Disqualify Willkie Farr & Gallagher LLP as Counsel for Defendants. The contents of this Declaration are based upon my own personal knowledge, and if called upon to do so, I could and would testify competently to the matters stated herein.

2. Attached hereto as Exhibit 1 is a true and correct copy of Defendants' January 13, 2011 letter to Magistrate Judge Freeman.

3. Attached hereto as Exhibit 2 is a true and correct copy of the Declaration of Mark Gorton in Support of Defendants' Opposition to Plaintiffs' Motion for Preliminary Injunction Freezing Defendants' Assets, executed on June 30, 2010.

4. Attached hereto as Exhibit 3 is a true and correct copy of excerpts from the deposition of Todd G. Cosenza taken on January 4, 2011.

5. Attached hereto as Exhibit 4 is a true and correct of the December 17, 2010 letter from Kelly Klaus to Roger Netzer.

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

Dated: January 31, 2011  
New York, New York

/s/ Melinda E. LeMoine  
Melinda E. LeMoine