

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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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.,

06 Civ. 05936 (KMW)(DCF)
ECF CASE

**DECLARATION OF
MATTHEW D. INGBER**

Plaintiffs,

v.

LIME WIRE LLC; LIME GROUP LLC;
MARK GORTON; and M.J.G. LIME WIRE
FAMILY LIMITED PARTNERSHIP,

Defendants.
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Matthew D. Ingber, under penalty of perjury, declares as follows:

1. I am a member of the law firm of Mayer Brown LLP, counsel to non-parties Google Inc. and MySpace, Inc. ("Non-Parties") in the above-captioned matter. I submit this declaration, pursuant to 28 U.S.C. § 1746, in support of Non-Parties' Objections to Magistrate Judge Freeman's Order Compelling the Production of Internal and External Non-Party Communications.

2. Attached hereto as Exhibit 1 is a true and correct copy of Magistrate Judge Freeman's Order dated January 31, 2011.

3. Attached hereto as Exhibit 2 is a true and correct copy of an email from Matthew D. Ingber to Mary Eaton, dated January 4, 2011.
4. Attached hereto as Exhibit 3 is a true and correct copy of an email from Dan Kozusko to Jonathan Gottlieb, dated December 16, 2010.
5. Attached hereto as Exhibit 4 is a true and correct copy of a letter from Mary Eaton to Hon. Debra Freeman, dated December 10, 2010.
6. Attached hereto as Exhibit 5 is a true and correct copy of the Joint Stipulation filed by Defendants and MySpace, Inc. in the Central District of California, dated January 7, 2011.
7. Attached hereto as Exhibit 6 is a true and correct copy of the Order Transferring Discovery Motion to Compel MySpace to Produce Discovery to the U.S. District Court for the Southern District of New York by Magistrate Judge Patrick J. Walsh, dated January 19, 2011.
8. Attached hereto as Exhibit 7 is a true and correct copy of a letter from Mary Eaton to Hon. Debra Freeman, dated January 14, 2011.
9. Attached hereto as Exhibit 8 is a true and correct copy of a letter from Matthew D. Ingber to Hon. Debra C. Freeman, dated January 6, 2011.
10. Attached hereto as Exhibit 9 is a true and correct copy of an Opinion and Order dated November 19, 2010.
11. Attached hereto as Exhibit 10 is a true and correct copy of the redacted version of Plaintiffs' Objections to Magistrate Judge Freeman's Order Compelling the Production of Plaintiffs' Internal Communications "Referring to LimeWire," dated February 7, 2011.
12. Attached hereto as Exhibit 11 is a true and correct copy of Magistrate Judge Freeman's Order dated January 18, 2011.

13. Attached hereto as Exhibit 12 is a true and correct copy of an email from Melinda LeMoine to Matthew D. Ingber dated January 5, 2011.

14. Attached hereto as Exhibit 13 is a true and correct copy of an Order on Motion to Compel dated February 9, 2011.

15. Attached hereto as Exhibit 14 is a true and correct copy of a letter from Matthew D. Ingber to Hon. Debra C. Freeman, dated January 21, 2011.

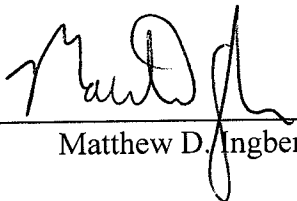
16. Attached hereto as Exhibit 15 is a true and correct copy of the Declaration of Jonathan Gottlieb, dated January 7, 2011.

17. Attached hereto as Exhibit 16 is a true and correct copy of an email from Dan Kozusko to Jonathan Gottlieb dated February 4, 2011.

18. Attached hereto as Exhibit 17 is a true and correct copy of an Email from Paul Horan to Matthew D. Ingber dated February 7, 2011.

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

Dated: New York, NY
February 15, 2011



Matthew D. Ingber

CERTIFICATE OF SERVICE

I, Allison K. Levine, an attorney, hereby certify that on this 15th day of February, 2011, I caused a true and correct copy of the Declaration of Matthew D. Ingber in support of Objections by Non-Parties Google Inc. and MySpace, Inc. to Magistrate Judge Freeman's Order Compelling the Production of Internal and External Non-Party Communications to be served by overnight mail on the following counsel of record:

Mary Eaton
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019



Allison K. Levine