

EXHIBIT 3

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June 8, 2007

Arista, et al. v. Lime Wire LLC, et al.,
06 Civ. 05936 (GEL) (S.D.N.Y.)

Dear Charles:

I write to summarize the issues that remain outstanding following our meet and confer sessions in March and April concerning plaintiffs' consolidated Responses and Objections to Defendants' First Request for Production of Documents (the "Requests"). As we discussed on June 6, to expedite the resolution of these issues, we have taken the initiative of compiling this list despite my understanding from our conversations that you were going to memorialize the outstanding issues you had with our responses to your Requests.

I have done my best to describe below all of the unresolved issues that surfaced during our four-day meet and confer sessions concerning Defendants' 264 separately numbered document requests. If my understanding of any of the following is incorrect, or if there are any other open items that I inadvertently left out, please let me know by June 15, 2007. Otherwise, we will assume that the only outstanding issues are the ones set forth below.

1. A number of Requests seek documents concerning any use by plaintiffs of peer-to-peer technology. (See Requests 16, 17, 21, 24, 67f, 67g, 67h, 67i, 67cc, 78, 87, 89b-89f, 121, 137, 143.) Because these requests are not limited to the peer-to-peer technology that is the subject of this action, the LimeWire System/Service, we agreed only to produce responsive, non-privileged documents relating to the LimeWire System/Service. During the meet and confer, as a compromise, we agreed to check whether our clients would be willing to produce business plans, presentation materials and internal memoranda for the marketing, selling, licensing or distribution of their copyrighted works using peer-to-peer technology.

2. In response to certain Requests, we agreed to produce documents sufficient to show the information sought. (See Requests 28, 30, 60, 85, 104, 155, 168, 202, 203, 213, 217, 218.) We tentatively agreed to identify these documents by bates number in our production.

3. A number of the Requests seek all documents concerning certain entities that we did not recognize as related to the subject matter of this lawsuit (e.g., 180solutions, Vidius). (See Requests 67ee, 67ww, 74a, 117, 118, 170, 172-76, 184, 187, 197.) During our meet and confer, Charles explained why he thought these entities were relevant. We agreed to reconsider these Requests in light of Charles's explanation.

4. You agreed to consider narrowing or clarifying the scope of certain Requests. (See Requests 67kk, 67ll, 67mm, 67oo, 67aaa, 161, 169, 177, 178, 180, 181, 182, 183, 185, 186, 189, 190, 191, 192, 195, 196, 198, 200, 214.) Please let us know if you agree to do so.

5. In response to certain Requests, we agreed to produce documents relating to peer-to-peer services or hash-based filtering technologies. (See Requests 67k, 67t, 67m, 67nn, 67pp, 67qq, 67ss, 67tt). In response to certain other requests, we agreed to produce documents relating only to hash-based filtering technologies. (See Requests 67q, 67gg, 67hh, 67yy, 67zz, 157, 158, 159, 165, 166, 226.) For each of these Requests, you asked whether we would also agree to produce responsive, non-privileged documents relating to audio fingerprinting technologies.

6. A number of document requests seek all documents concerning technologies for "filtering" files that are digitally distributed. (See Requests 98-100.) You agreed to limit these Requests to technologies used to filter digital files exchanged using peer-to-peer technology, such as hash-based filtering and audio fingerprinting technologies. We agreed to check whether our clients would produce such documents.

7. In response to Request 111, you asked whether we would provide a list of each form in which the copyrighted works that are the subject of this lawsuit has been distributed (e.g., on CD, digitally, etc.). In exchange, you agreed to consider withdrawing your request that we make available a physical copy of the sound recording of each copyrighted work that is identified in the Complaint.

8. In response to Request 123, you asked that we conduct a reasonable search and produce copies of any responsive, historical organizational charts.

9. During our meet and confers, you agreed to limit Requests 146 through 152 to documents relating to the licensing and distribution of copyrighted music over the Internet through Yahoo!Music, Microsoft, Walmart.com, Apple, Rhapsody, Napster and AOL Music. In response to these Requests, as limited, we agreed to check whether our clients would produce any responsive agreements they have with these entities, as well as all documents reflecting discussions about such agreements (both before and after their execution).

10. In response to Requests 167, 219 and 220, you asked that we search for responsive documents maintained by individuals employed by each of plaintiffs' record label entities. Although we explained that such a search would be incredibly burdensome, and that we would conduct a reasonable search through the files maintained by a reasonable list of employees of the parent record companies, we agreed to check whether our clients would conduct such a search.

11. In response to Requests 112 through 116 and 204 through 206, we intend to provide declarations sufficient to show plaintiffs' proprietary rights in each of the copyrighted works infringed by Defendants that was identified in the Complaint. You asked that we describe what such declarations would say.

12. In response to Requests 209 and 211, you asked us to consider producing the settlement agreements entered into by plaintiffs in the Grokster Litigation and the BearShare Litigation.

13. In response to Requests 236, 239 and 240, we agreed to check whether our clients would produce a list of unaffiliated companies involved in the online distribution of music in which the record companies (or their affiliates) have an equity interest. For each company on the list, you asked that we describe the nature of that interest.

14. In its responses and objections to the Requests, the Universal Music Group plaintiffs agreed to search for documents in response to LimeWire's antitrust-related requests from February 16, 2006 (which is the period through which documents from Prior Productions were searched) through September 25, 2006 (the date Lime Wire LLC filed its counterclaims in this action). You asked that the Universal Music Group plaintiffs consider expanding this search through the date of collection for each custodian whose files are searched in this action.

15. In its responses and objections to the Requests, the EMI plaintiffs stated that they would produce their extensive Prior Productions in response to LimeWire's antitrust-related requests. You asked that the EMI plaintiffs consider conducting a supplemental search covering the period after that which is covered by the Prior Productions.

16. You agreed to withdraw the following Requests: 106, 179, 193 and 208.

We are in the process of discussing each of the above issues with our clients, and will let you know when we are ready to continue our meet and confer discussions. If you have any questions, please let me know.

Very truly yours,



Jeffrey B. Korn

Charles S. Baker, Esq.
Porter & Hedges LLP
1000 Main Street, 36th Floor
Houston, TX 77002

BY E-MAIL

EXHIBIT 4

September 28, 2007

009730/0001

Via Email

Ms. Katherine B. Forrest
Ms. Teena-Ann V. Sankoorikal
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, New York 10019-7475

Re: *Arista Records LLC, et al. v. Lime Wire, LLC, et al.*; Civil Action No. 06 CV
5936 (GEL); In the United States District Court, Southern District of New York

Dear Katherine and Teena,

The purpose of this letter is to memorialize what I believe is the status of the outstanding issues with respect to your clients' responses and objections to Defendants' document requests. I have set forth the remaining issues from our perspective, some of which have never been confirmed in writing and a few of which have not been fully vetted in the past. If you disagree with how we have framed any of the issues, please let us know by Thursday October 4, 2007, so that we can get any outstanding issues before the Court as quickly as possible.

I. General Objections

- A. General Objection No. 3: Please confirm that Plaintiffs are not withholding any documents based on this objection.
- B. General Objection Nos. 11 and 15: These objections claim that Defendants' requests are overly burdensome because they require Plaintiffs to search for potentially responsive documents from all their respective employees. Instead of searching all employees' files, Plaintiffs state that they will only conduct what they deign to be a "reasonable" search of the files of a "reasonable" number of "selected" employees that Plaintiffs "reasonably" believe are the most likely custodians of responsive materials. As you know, we have never conceded that this procedure was proper, but in order to obtain a better understanding of the scope of Plaintiffs' search and the documents for which Plaintiffs actually searched, on numerous occasions, we asked that you provide us with the names of the custodians and relevant organizational charts. Moreover, we asked you, Katherine, and Jeff Korn to provide us with confirmation that Cravath has at least undertaken its own investigation as

officers of the Court to assure itself, us and the Court, that Plaintiffs' own selection of "most likely custodians" is indeed a fair and reasonable selection and that Plaintiffs have not been permitted to police themselves. We were assured in our meetings that this was the case, but we have yet to see it in writing. While we still reserve the right to challenge the selection of custodians, we certainly need confirmation that the Plaintiffs themselves are not being left as the final arbiter of what is "reasonable." Though we have recently received a few organizational charts for UMG and WMG, and a custodian list for WMG, the remaining information has not been provided. Without this information we cannot make a reasonable determination as to whether the searches and the number of custodians are in fact "reasonable" under the circumstances. Moreover, if Cravath undertook its own investigation of what comprised a "reasonable" number of "selected" employees, providing a custodian list (for those documents not previously produced in other antitrust matters) should be simple and quick. We have been very patient with your clients, but given your recent posture that you would oppose any discovery extensions beyond one month, we are left with no choice but to raise this issue with the Court.

- C. General Objection No. 24: We understand that EMI's and UMG's position is that the documents they produced in the DOJ investigations, the NYAG investigation, and/or the *Hummer Winblad* litigation should suffice our needs for the majority of the antitrust-related document requests. (We also understand that UMG has agreed to search a "stub" period from February 2006 through November 2006.) On numerous occasions we have disagreed with that approach and voiced our concern that we need to be able to confirm independently whether we agree rather than take Plaintiffs' words. To that end, we have asked that your clients provide us with information that should allow us to determine whether Plaintiffs' representations are correct. For example, during our countless "meet and confers," both telephonic and in person, we have asked that the actual document requests, subpoenas or other informational and documentary requests be produced, that any correspondence relating to discovery scope negotiations be produced, and that any privilege logs be produced. To date, no such information has been provided to us. We have also asked to be provided with a list of custodians whose files and computers were searched for responsive documents and information in those prior antitrust matters. That information is also lacking. Given the fact that this information has not been provided, we are left with no choice but to seek Court intervention.

Relatedly, WMG and Sony have also lodged General Objection No. 24. Please confirm that they are not withholding any documents pursuant to this objection.

II. Specific Objections

- A. Incorporation By Reference Each General Objection: Plaintiffs have incorporated each General Objection into each response. Please confirm that this reference is nothing more than a “placeholder” as we have previously discussed and that you are not withholding any documents based on any General Objection unless specifically enumerated as such in a particular response.
- B. Objection Based On A Request Allegedly Being Overly Broad and Unduly Burdensome: Plaintiffs claim that virtually every request is objectionable as overly broad and unduly burdensome. Please confirm that this objection is based in General Objection Nos. 11 and 15, and that Plaintiffs are not withholding any responsive documents except as set forth in General Objection Nos. 11 and 15.
- C. Scope of Production: In each of your responses you state that you will produce “non-privileged documents responsive to the request.” Out of an abundance of caution, just as Jeff Korn asked us to confirm with respect to this same issue, would you kindly confirm that in the instances where this response is listed, Plaintiffs are indeed producing **all** non-privileged responsive documents.
- D. Limitation Based On “Relating To The Subject Matter of LW’s First Amended Counterclaims” (See e.g., Nos. 219 and 221): Plaintiffs qualify many of their responses with a statement that they will produce responsive documents “relating to the subject matter of LW’s First Amended Counterclaims.” Please clarify the meaning of this statement and provide an explanation of why the statement was made. Additionally, please confirm that no responsive documents are being withheld pursuant to this statement.
- E. Response to RFP No. 20: Plaintiffs have unilaterally restricted the production to communications among unaffiliated Plaintiffs. We are seeking all communications. Please confirm whether you will search for and produce all requested communications.
- F. Ownership-Related Documents (RFP Nos. 59, 113-116,204-207): During our meet and confer yesterday, you again confirmed that your clients had not yet produced all documents necessary to prove ownership/chain of title and that Plaintiffs were still “working out” the format by which these matters would be proven. You also stated that you thought you would be proving this by declaration. To repeat what we stated on the telephone, a self-serving and self-interested declaration by Plaintiffs’ employee or employees is insufficient to

prove ownership. As we discussed, we intend to raise this issue with the Court now unless you are able to inform us of the documentation, if any, that will be forthcoming in addition to any declaration.

- G. Responses to Request Nos. 80 and 81: These requests seek agreements concerning licenses to digitally distribute your clients' works. You have agreed to produce those agreements that would be responsive to other requests, but not any other agreements. During our negotiations we proposed that you provide us with at least a list of the existing agreements and the final agreements themselves in exchange for our agreement to hold off pressing for communications related to the agreement, because Jeff Korn indicated that was a "mountain" of information. Please let us know if this offer was ever taken to your clients. If that is unacceptable, we will have to move forward on this issue.
- H. Response to RFP No. 84: We understand that Plaintiffs' position is that Defendants must obtain this information from the RIAA. While we have issued a subpoena to the RIAA, if your clients have these highly relevant documents in their possession, we have a right to obtain these documents from them as well. We believe this issue is ripe for presentation to the Court unless you inform us that the Plaintiffs have changed their position.
- I. Response to RFP Nos. 87, 89: In yesterday's meet and confer we raised the issue that the search terms Plaintiffs are employing will not cover entities other than the exemplars enumerated in the requests. We understand that Plaintiffs will not agree to employ terms we believe are necessary to render this information; therefore, we believe this issue is ready for the Court's consideration.
- J. Response to RFP No. 91, 92 and 93, 228-234: Defendants seek all Documents related to the DOJ and NYAG investigations. You have agreed only to produce the documents that were actually produced to the DOJ or NYAG, including correspondence, etc. And, at the risk of some repetition, as noted above Defendants are also seeking privilege logs, internal communications regarding these investigations, etc. We believe the issue is ready for consideration.
- K. Response to RFP No. 123: Only Warner and UMG have produced a limited amount of organizational charts. We seek all organizational charts for all Plaintiffs at the corporate and label level since 1999 and we believe these must exist somewhere. We have sought these documents for months so that we can make our own determination of whether Plaintiffs' decisions about custodians are sufficient. Please let us know if any additional organizational charts will be

forthcoming and when or we will have to present this issue to the Court for consideration.

- L. Responses to Request Nos. 167, 219 and 220: We understand that Plaintiffs' position is that they will not search for responsive documents maintained by individuals employed at Plaintiffs' record label entities. We believe that this issue is ready for presentation to the Court.
- M. Response to RFP No. 200: Similar to the DOJ and NYAG investigations, Defendants seek documents beyond those actually produced in the *Hummer Winblad* lawsuit. Defendants also seek all correspondence regarding these productions and all documents related to the lawsuit. Moreover, Defendants seek all pleadings, expert reports and documents created for that litigation. Plaintiffs refuse to produce anything more than the documents produced in that litigation. In the interests of compromise, Defendants will limit this request to 1) the pleadings, briefings and supporting evidence that were filed regarding the *Hummer Winblad* Defendants' motion to compel addressing documents ultimately ruled not to be privileged because of the crime-fraud exception; and 2) internal communications and communications among the Labels, regarding this issue. Please let us know if Plaintiffs will make this agreement.
- N. Response to RFP Nos. 209, 211: This issue is now joined in that Plaintiffs will produce neither the settlement agreements nor any correspondence files. Plaintiffs have agreed to produce correspondence regarding these matters that are rendered by their search terms (without waiver of their objections to producing settlement agreements or actual paper correspondence files).
- O. Response to RFP No. 214: Plaintiffs have refused to produce any documents based on objections of relevance, overbreadth, and undue burden. Please let us know if you are willing to engage in discussions regarding a narrowing of this request.
- P. Response to RFP No. 218: Defendants seek documents relating to the setting of prices. Please let us know if you will produce this information.
- Q. Response to RFP Nos. 222-225: See II. I above.
- R. Response to RFP Nos. 235-237, 239-241: Defendants believe that these requests are being addressed through the search terms, but to be clear, they reserve all rights to revisit the search term list if they believe that potentially responsive documents are not being captured. Notwithstanding the foregoing, with respect to 236, 239 and 240, we understand that your clients will not

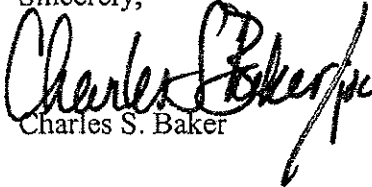
produce a list of unaffiliated companies involved in the online distribution of music in which the record companies or their affiliates have an equity interest, and the nature of that interest, and that this issue is ready for presentation to the Court.

- S. Response to RFP No. 243: Plaintiffs refer to their response to RFP No. 86, in which they agreed to produce each unique formal business plan for the digital distribution of music over the Internet. While this request may have some overlap with RFP No. 86, it is not identical and seeks material that is potentially not covered by RFP No. 86. Please confirm that Plaintiffs will produce all responsive documents.
- T. Response to RFP Nos. 244, 246: This request is broader than RFP No. 30 in that it asks for projected sales. Please confirm that Plaintiffs will produce that information.
- U. Response to RFP No. 248: See II. I above.
- V. Response to RFP No. 249: Plaintiffs object to producing any potentially responsive documents, claiming the request is overly broad and unduly burdensome, and allegedly seeks information not reasonably calculated to lead to the discovery of admissible evidence. The information Defendants seek, however, is directly tied to Lime Wire's antitrust counterclaim and the copyright misuse affirmative defense. If your clients committed illegal acts in furtherance of their desire to increase or obtain revenue from the commercial distribution of music over the Internet, we are entitled to discover that information. Please let us know whether you will produce the requested documents or if the issue needs to be presented to the Court for consideration.
- W. Response to RFP No. 250: You have restricted your response to market research conducted concerning P2P services. However, our antitrust claim is not so limited. In fact, other business models that compete with P2P exist, and your clients have been and continue to be involved with such business models. The information is clearly relevant and we ask that you reconsider your position on this matter.
- X. Response to RFP Nos. 254-255: Plaintiffs refused to produce any documents responsive to these requests. Please let us know if you will reconsider this position or if it needs to be presented to the Court for a ruling.
- Y. Response to RFP Nos. 257-261: See II. I above.

Ms. Katherine B. Forrest
Ms. Teena-Ann V. Sankoorikal
September 28, 2007
Page 7

Z. Response to RFP No. 262: In responding to this request, Plaintiffs refer Defendants to their response to RFP No. 217. RFP No. 262, however, seeks more than the "general pricing of categories of audio files... distributed over the Internet." For example, this request seeks all Communications regarding prices, discounts, items of service, etc. Please let us know whether you will withdraw this objection and agree to produce all responsive documents.

We look forward to hearing from you regarding whether we can reach any additional agreements on these issues, or if it is simply time to present them to the Court.

Sincerely,

Charles S. Baker

CSB:jkn

EXHIBIT 5

**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.

06 Civ. 05936 (GEL)

**PLAINTIFFS CAPITOL RECORDS, INC.'S, PRIORITY RECORDS LLC'S AND
VIRGIN RECORDS AMERICA, INC.'S CONSOLIDATED RESPONSES AND
OBJECTIONS TO DEFENDANTS' FIRST SET OF INTERROGATORIES**

Pursuant to Federal Rules of Civil Procedure 26 and 33, Capitol Records, Inc., Priority Records LLC and Virgin Records America, Inc. ("Plaintiffs") hereby submit these consolidated responses and objections to Defendants' First Set of Interrogatories, dated December 6, 2006 (the "Interrogatories").

General Objections

1. In December 2006, immediately after moving to dismiss Lime Wire LLC's First Amended Counterclaims, Plaintiffs met and conferred with Defendants to request a stay of antitrust-related discovery until Plaintiffs' motion to dismiss has been

resolved. The parties ultimately submitted a joint letter to the Court concerning Plaintiffs' motion to stay. On January 19, 2007, before Plaintiffs' request for a stay had been resolved, Plaintiffs served responses and objections to Defendants' Interrogatories, setting forth general and specific objections, and specifically addressing all interrogatories that were not the subject of Plaintiffs' request for a stay of discovery. On February 13, 2007, the Court denied Plaintiffs' request for a stay. These consolidated responses and objections repeat Plaintiffs' general and specific objections, and specifically address the interrogatories (indicated in bold type below) that were the subject of Plaintiffs' request for a stay of discovery.

2. Plaintiffs object to the Interrogatories on the grounds and to the extent the information sought is protected from discovery by the attorney-client privilege, the work product doctrine, or any other applicable privilege or doctrine. Plaintiffs hereby claim such privileges and protections to the extent implicated by each request, and exclude privileged and protected information from their responses to the Interrogatories. Any disclosure of such protected or privileged information is inadvertent, and is not intended to waive those privileges or protections. In response to these Interrogatories, to the extent Plaintiffs do not otherwise object, Plaintiffs will not identify persons that are litigation attorneys or persons working at their direction who obtained knowledge about the subject matters specified in each of the Interrogatories in connection with the preparation for or in anticipation of litigation.

3. Plaintiffs object to the Interrogatories on the grounds and to the extent that they purport to require Plaintiffs to provide information comprising confidential trade secrets or sensitive personal, customer, client, business or commercial information. Plaintiffs

will provide responsive, non-privileged confidential information upon the entry of, and in accordance with the terms of, an appropriate protective order from the Court.

4. Plaintiffs object to the Interrogatories on the grounds and to the extent that they purport to impose obligations on Plaintiffs that are beyond the scope of Rules 26 and 33 of the Federal Rules of Civil Procedure or other applicable law.

5. Plaintiffs object to the Interrogatories on the grounds and to the extent that they seek information that is unavailable to Plaintiffs or outside of their possession, custody, or control, or information that is equally available to Defendants, or information that could be derived or ascertained by Defendants with substantially the same effort that would be required of Plaintiffs.

6. Plaintiffs object to the Interrogatories on the grounds and to the extent that they purport to require Plaintiffs to identify “all persons with knowledge” regarding a certain subject as overbroad and unduly burdensome. In response to these Interrogatories, to the extent Plaintiffs do not otherwise object, Plaintiffs will identify their or their parent company’s current employees who are most knowledgeable about the subject matters specified in each of the Interrogatories.

7. In responding to the Interrogatories, Plaintiffs do not waive, or intend to waive, any privilege or objection, including, but not limited to, any objection to the competency, relevance, materiality, or admissibility of any of the information provided in response to the Interrogatories.

8. Plaintiffs object to the Interrogatories on the grounds and to the extent they state, allege, presume, imply or otherwise attempt to suggest that Plaintiffs possess or have exercised economic or market power in any alleged relevant product or geographic market.

9. Plaintiffs object to the Interrogatories on the grounds and to the extent they state, allege, presume, imply or otherwise attempt to define or solicit implied admissions relating to the parameters of a relevant product or geographic market.

10. Plaintiffs object to the Interrogatories on the grounds and to the extent that they use terms that are not defined in the “Definitions” section of the Interrogatories.

11. Plaintiffs object to paragraphs 8, 9, 10, 12 and 13 of the “Definitions” section in the Interrogatories on the grounds that they are vague and overly broad.

12. Plaintiffs object to the Interrogatories on the grounds and to the extent that the term “peer-to-peer” is not defined in the Interrogatories. When used herein, the term “peer-to-peer” shall mean a program and network that connects individual computer users via the Internet and allows them to search for and copy files from one user’s hard drive to another’s.

13. Plaintiffs object to the Interrogatories to the extent they are vague, ambiguous or confusing.

14. Plaintiffs object to the Interrogatories on the grounds and to the extent that it is less burdensome to ascertain the answer to an Interrogatory from documents being produced by Plaintiffs or from publicly available sources. See Rule 33(d) of the Federal Rules of Civil Procedure.

15. Plaintiffs object to the Interrogatories to the extent they request the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation.

Specific Objections and Responses

INTERROGATORY NO. 1:

Identify all persons with knowledge regarding any monitoring by you or on your behalf of the files uploaded, made available, searched for, copied, downloaded, or

exchanged by users of the LimeWire software program, including the monitoring of any communication by any user of the LimeWire software program via email, chat room, bulletin board, blog or otherwise.

RESPONSE TO INTERROGATORY NO. 1:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 2:

Identify all persons with knowledge of any actual or contemplated efforts by you or on your behalf to block or prevent particular persons from downloading, installing or using the LimeWire software program.

RESPONSE TO INTERROGATORY NO. 2:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs state that they are not aware of any such persons.

INTERROGATORY NO. 3:

Identify all persons with knowledge regarding any testing, analysis, reverse engineering or review by you or on your behalf of the LimeWire software program.

RESPONSE TO INTERROGATORY NO. 3:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 4:

Identify all persons with knowledge of any actual or contemplated non infringing uses of the LimeWire software program, or any file-sharing or peer-to-peer technology/software programs.

AMENDED RESPONSE TO INTERROGATORY NO. 4:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent that it goes beyond seeking information relating to the Defendants or the LimeWire System/Service and is therefore not reasonably calculated to lead to the discovery of admissible evidence. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs state that they are not aware of any such persons.

INTERROGATORY NO. 5:

Identify all persons with knowledge regarding information gathered about the users of the LimeWire software program by you or on your behalf, including (a) information or data collected, reviewed or maintained concerning such users; (b) all communications by, to, with or concerning such users; and (c) actual or alleged copyright infringement by any user or group of users.

RESPONSE TO INTERROGATORY NO. 5:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 6:

Identify all persons with knowledge of any digital file that has been uploaded, made available, copied, downloaded, distributed or exchanged by you or on your behalf via the LimeWire software program, any other Gnutella-based peer-to-peer software application, or any file-sharing service/program.

RESPONSE TO INTERROGATORY NO. 6:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent that it goes beyond seeking information relating to the Defendants or the LimeWire System/Service and is therefore not reasonably calculated to lead to the discovery of admissible evidence. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 7:

Identify all persons who have knowledge of any communication by you or on your behalf to any user of the LimeWire software program, or to any person communicating on any LimeWire-related chat room, bulletin board or blog.

RESPONSE TO INTERROGATORY NO. 7:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs state that they are not aware of any such persons.

INTERROGATORY NO. 8:

Identify all persons with knowledge of your efforts (actual or contemplated), or any efforts (actual or contemplated) of one or more of the Plaintiffs, to advertise, market, promote, license, sell or distribute any copyrighted sound recordings via the LimeWire software program or any file-sharing or peer-to-peer software program or website.

RESPONSE TO INTERROGATORY NO. 8:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent that it goes beyond seeking information relating to the Defendants or the LimeWire System/Service and is therefore not reasonably calculated to lead to the discovery of admissible evidence. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the

Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 9:

Identify all persons with knowledge of the negotiation of any agreement (actual or contemplated), including any license agreement, between you and any person concerning the distribution of copyrighted sound recordings over the Internet and/or any Internet Business Model.

RESPONSE TO INTERROGATORY NO. 9:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request as overbroad. Subject to the foregoing general and specific objections, Plaintiffs state that the following current employees were directly involved in negotiating agreements with companies that electronically distribute music over the Internet: Projit Mallick, Director, Legal & Business Affairs; Rachna Bhasin, Vice President, Business Development; and Jay Pomeroy, Vice President, Sales.

INTERROGATORY NO. 10:

Identify all persons with knowledge of the negotiations of any agreement (actual or contemplated) between you and (a) Apple/iTunes; (b) Microsoft; (c) Amazon.com; (d) YahooMusic; (e) Napster; (f) Roxio; (g) RealNetworks; (h) Walmart; (i) AOL Music; or (j) any other music downloading or file-sharing system, website or service, concerning the distribution of musical content over the Internet.

RESPONSE TO INTERROGATORY NO. 10:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request as overbroad. Subject to the foregoing general and specific objections, Plaintiffs state that the following current employees were directly involved in negotiating agreements with companies that electronically distribute music over the Internet: Projit Mallick, Director, Legal & Business Affairs; Rachna Bhasin, Vice President, Business Development; and Jay Pomeroy, Vice President, Sales.

INTERROGATORY NO. 11:

Identify all persons with knowledge of the relationship between you and (a) Audible Magic; (b) Altnet; (c) Brilliant Digital Entertainment; (d) MediaDefender;

(e) MediaSentry; (f) SafeNet; (g) SnoCap; (h) MusicNet; (i) pressplay; (j) Roxio; (k) iMesh; (l) Mashboxx; (m) Sharman Networks; (n) Kazaa; (o) BearShare; (p) FreePeer; and (q) Grokster.

RESPONSE TO INTERROGATORY NO. 11:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request as overbroad. Subject to the foregoing general and specific objections, Plaintiffs identify: Projit Mallick, Director, Legal & Business Affairs; Victoria Bassetti, Senior Vice President, Government Relations; Alasdair McMullan, Senior Vice President, Legal Affairs; and Rachna Bhasin, Vice President, Business Development.

INTERROGATORY NO. 12:

Identify all persons with knowledge of any market studies, reports or analyses regarding demand characteristics, competitors, competition, concentration or shares of revenue in the market for the distribution of digital content over the Internet, prepared by you or on your behalf.

RESPONSE TO INTERROGATORY NO. 12:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 13:

Identify all persons with knowledge of your public relations goals, strategies or plans regarding file-sharing or peer-to-peer technology companies.

RESPONSE TO INTERROGATORY NO. 13:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Jeanne Meyer, Senior Vice President, Corporate Communications.

INTERROGATORY NO. 14:

Identify all persons with knowledge as to your or the RIAA's strategies or goals regarding (a) the licensing of copyrighted sound recordings for distribution over the Internet; and (b) any Internet Business Model.

RESPONSE TO INTERROGATORY NO. 14:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request as overbroad. Subject to the foregoing general and specific objections, Plaintiffs state that the following current employees have the most knowledge concerning Plaintiffs' policies concerning the electronic distribution of music over the Internet: Rachna Bhasin, Vice President, Business Development.

INTERROGATORY NO. 15:

Identify all persons with knowledge of any meeting or communication between you, any Plaintiff, the RIAA or any of its members, that refer to or mention the Defendants or any product, "system," or "service" of any Defendant in this action.

RESPONSE TO INTERROGATORY NO. 15:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this interrogatory to the extent it requests the identification of persons employed or retained by the Plaintiffs in anticipation of litigation. Plaintiffs further object to this request to the extent that it is vague and ambiguous. Subject to the foregoing general and specific objections, Plaintiffs state that they are aware of no such persons.

INTERROGATORY NO. 16:

Identify all persons with knowledge of any meeting or communication between you, any Plaintiff, the RIAA or any of its members, that refer to or mention technological or other measures, such as "spoofing," "interdiction techniques," or the shutting down of products, product operations, services or companies (including, but not limited to, the LimeWire software program, or the LimeWire "systems and services" as referred to by Plaintiffs in this case), in aid of protection or enforcement of copyright rights.

RESPONSE TO INTERROGATORY NO. 16:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent that it goes beyond seeking information relating to the Defendants or the LimeWire System/Service and is therefore not reasonably calculated to lead to the discovery of admissible evidence. Plaintiffs further object to this request to the extent it requests the identification of persons employed or retained by the

Plaintiffs or the RIAA in anticipation of litigation. Subject to the foregoing general and specific objections, Plaintiffs state that they are not aware of any such persons.

INTERROGATORY NO. 17:

Identify all persons with knowledge regarding your experience with the technical possibility, feasibility, difficulty, ease or impossibility of filtering, affecting, controlling, supervising, halting, or limited infringing uses of the LimeWire software program or the LimeWire “system and service” as referred to by Plaintiffs in this case, or any other file-sharing or peer-to-peer technology.

RESPONSE TO INTERROGATORY NO. 17:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 18:

Identify all persons with knowledge of any communication or discussion by or between you and any Plaintiff, the RIAA, or any member of the RIAA, regarding (a) the license and/or distribution of copyrighted sound recordings over the Internet; or (b) any Internet Business Model.

RESPONSE TO INTERROGATORY NO. 18:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request on the grounds that it is vague and ambiguous. Plaintiffs further object to this request as unintelligible and overbroad.

INTERROGATORY NO. 19:

Identify all persons with knowledge concerning any communication or meeting in which you participated regarding settlement of the Grokster Litigation, the iMesh Litigation, the Hummer Winblad Litigation or the BearShare Litigation.

RESPONSE TO INTERROGATORY NO. 19:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request on the grounds that it is not reasonably calculated to lead to the discovery of admissible evidence.

INTERROGATORY NO. 20:

Identify all persons with knowledge concerning the licensing, sale or distribution of any of your “hashes” associated with any copyrighted sound recordings.

RESPONSE TO INTERROGATORY NO. 20:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations.

INTERROGATORY NO. 21:

Identify all persons with knowledge concerning all communications by you or on your behalf with any actual or potential customer, vendor or business partner or advertiser of one or more of the Defendants.

RESPONSE TO INTERROGATORY NO. 21:

Plaintiffs incorporate by reference the General Objections set forth above. Plaintiffs further object to this request to the extent that it seeks information regarding communications in which Defendants were not discussed. Plaintiffs further object to this request on the grounds that “any actual or potential customer, vendor or business partner or advertiser of one or more of the Defendants” is vague and ambiguous. Subject to the foregoing general and specific objections, Plaintiffs state that they are aware of no current employees that were involved in communications with any known customer, vendor, business partner or advertiser of the Defendants during which Defendants were discussed.

INTERROGATORY NO. 22:

Identify all persons with knowledge of any actual or contemplated efforts by you, any Plaintiff, the RIAA or any member of the RIAA, to allow or prohibit the distribution of copyrighted sound recordings over the Internet by any peer-to-peer or file-sharing company or entity.

RESPONSE TO INTERROGATORY NO. 22:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations; Alasdair McMullan, Senior Vice President, Legal Affairs.

INTERROGATORY NO. 23:

Identify all persons with knowledge as to your strategies, or the strategies of the RIAA, for competing or negotiating with, or litigating against, any peer-to-peer or file-sharing company or entity.

RESPONSE TO INTERROGATORY NO. 23:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Victoria Bassetti, Senior Vice President, Government Relations; Alasdair McMullan, Senior Vice President, Legal Affairs; Projit Mallick, Director, Legal & Business Affairs; and Rachna Bhasin, Vice President, Business Development.

INTERROGATORY NO. 24:

Identify all persons with knowledge of your Internet Sales.

RESPONSE TO INTERROGATORY NO. 24:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs identify: Jay Pomeroy, Vice President, Sales.

INTERROGATORY NO. 25:

Identify all persons with knowledge of the facts that have led to the investigation by the Department of Justice and/or the New York State Attorney General's Office concerning your distribution of musical content over the Internet.

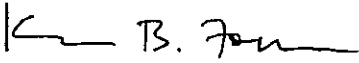
RESPONSE TO INTERROGATORY NO. 25:

Plaintiffs incorporate by reference the General Objections set forth above. Subject to the foregoing general objections, Plaintiffs state that they are not aware of any such persons because Plaintiffs were not privy to the DOJ's and New York State Attorney

General's internal decisionmaking process to investigate the electronic distribution of music over the Internet.

March 9, 2007

CRAVATH, SWAINE & MOORE LLP

by 
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A Member of the Firm

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VERIFICATION OF ALASDAIR MCMULLAN

I, Alasdair McMullan, pursuant to Fed. R. Civ. P. 33(b)(1) and 28 U.S.C. § 1746, declare as follows:

I am the Senior Vice President of Legal Affairs at EMI Music North America. On behalf of Capitol Records, Inc., Priority Records LLC and Virgin Records America, Inc., I verify that the answers contained in the foregoing Consolidated Responses and Objections to Defendants' First Set of Interrogatories to Capitol Records, Inc., Priority Records LLC and Virgin Records America, Inc. are true and correct to the best of my knowledge and belief. I further verify that I am authorized to do so and that as to matters stated therein that are not within my personal knowledge I have relied on information that has been prepared by persons whom I believe to be reliable.

I declare under penalty of perjury that the foregoing is true and correct.
Executed on March 8, 2007.



Alasdair McMullan

EXHIBIT 6

September 21, 2007

009730/0001

Via Email

Ms. Katherine B. Forrest
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, New York 10019-7475

Re: *Arista Records LLC, et al. v. Lime Wire, LLC, et al.*; Civil Action No. 06 CV 5936 (GEL); In the United States District Court, Southern District of New York

Dear Katherine:

After reviewing the Plaintiffs'/Counter-Defendants' Rule 26 Disclosures and Responses to Defendants' First Set of Interrogatories, it is apparent that your clients have failed to fully identify various persons with knowledge of relevant facts with respect to the issues in the case. For example, your Rule 26 Disclosures are limited to essentially persons with "most" knowledge within Plaintiffs' parent organizations. Rule 26, however, provides no such limitation and instead requires that your clients identify "each individual likely to have discoverable information." Fed.R.Civ.P. 26(a)(1)(A). Similarly, and as detailed below, when an Interrogatory has asked for the identity of all persons with knowledge, your clients improperly limited numerous Responses to identifying only the Plaintiffs' and their respective parent company's current employees who are most knowledgeable. See, General Objection No. 6. Given the fact that we are trying to determine which individuals to depose, we hereby request that you immediately withdraw these objections and fully respond to these Interrogatories.

In addition, various Interrogatory responses raise several specific concerns which we wish to discuss with you as soon as possible. These are addressed below:

I. General Objections

General Objection Number 2: Asserting the attorney-client privilege, the work-product doctrine and any other applicable privilege or doctrine, you have refused to identify the "litigation attorneys or persons working at their direction who obtained knowledge about the subject matters specified in each of the Interrogatories in connection with the preparation for or in anticipation of litigation". This blanket objection, however, does not provide a sufficient basis for us to determine whether your assertion of this objection is reasonable. We need to know who these "persons" are, when they were retained and by whom, and what was the nature and scope of their work, at a minimum.

General Objection Number 3: Please confirm that you are not withholding any such information based on this objection.

General Objection Number 5: You objected on the ground that “the Interrogatories seek information that is equally available to the Defendants, or information that could be derived or ascertained by Defendants with substantially the same effort that would be required of Plaintiffs”. Please identify each and every Interrogatory in which you are asserting this objection, and please identify with greater specificity the information that you claim is subject to this objection in response to each such Interrogatory.

General Objection Number 6: Similar to your Rule 26 Disclosures, in this objection you have refused to identify “all persons with knowledge” and have instead only agreed to identify current employees of the Plaintiffs and their parent companies who are “most knowledgeable”. However, the Rules do not allow your clients to limit discovery in this manner. We therefore demand that you withdraw this objection and provide to us the identity of all persons with relevant knowledge.

General Objection Number 14: You have asserted that to the extent it is less burdensome to ascertain the answer to an Interrogatory from documents being produced, or from publicly available resources, that these documents or publicly available resources shall constitute your response. First, please identify which specific Interrogatories you are asserting this objection. Second, to the extent you are asserting this objection in response to a specific Interrogatory, please identify by Bates number the documents or the publicly available resources that you claim satisfy this assertion.

General Objection Number 15: Again, you have refused to identify persons employed by or retained by Plaintiffs or the RIAA in anticipation of litigation. As noted above, we must have some basic information to test whether your assertion of the privilege is valid. We therefore ask that you provide that same information here.

II. Specific Objections and Responses

Responses to Interrogatory Nos. 1, 2, 3, 5, 6, 7, 8, 11, 15 and 16: Please identify which General Objections you are “incorporating by reference”. In addition, you have refused to identify persons employed or retained by Plaintiffs or the RIAA based on the work-product exemption (anticipation of litigation). As noted previously, we believe that objection is improper and ask that you identify, at a minimum, those individuals, along with sufficient information to allow us to determine whether your objection is valid.

Amended Response to Interrogatory No. 4: In addition to asserting the General Objections and an objection based on the work-product exemption, you have also refused

to provide any information beyond the Defendants or the LimeWire System/Service. That limitation is not reasonable for a host of reasons. First, other peer-to-peer services operate very similar to the LimeWire System/Service and thus, if they are noninfringing uses of such services/networks, we are entitled to know the identity of persons with knowledge. Second, given the fact that you have agreed to use the search term "peer-to-peer" in searching for relevant documents, it is admittedly relevant. Therefore please supplement this response.

Responses to Interrogatory Nos. 9 and 10: While you have identified certain "current" employees with "most knowledge", you have failed to identify all current or former employees that may have relevant knowledge. In addition, you have limited your responses to the parties to the lawsuit and have not identified all persons with relevant knowledge from the aspect of entities that distribute music over the Internet. Please provide that information immediately.

Response to Interrogatory Nos. 11: You have objected to this Interrogatory as being overbroad. Please explain the basis for this objection. In addition, you have only identified persons who are currently employed by the Plaintiffs. Please supplement this response immediately by identifying all persons with knowledge, including the identity of individuals at those entities identified in the Interrogatory.

Response to Interrogatory No. 14: You objected to this Interrogatory as being overbroad. Please explain the basis for this objection. Moreover, like many of your other Responses, you have only identified the Plaintiffs' "current" employees that have the "most" knowledge with respect to Plaintiffs' policies. The Interrogatory, however, asked for all persons with knowledge, including former employees, representatives of the RIAA, and other individuals outside the Plaintiffs' organizations. Please identify those individuals.

Response to Interrogatory No. 15: You have objected on the basis of that the Interrogatory is allegedly vague and ambiguous. Please confirm that you are not withholding any information based upon this objection, or if you are, please state the basis for this objection.

Response to Interrogatory No. 18: You have refused to provide any information in response to this Interrogatory and instead have objected on the basis that the Interrogatory is allegedly vague and ambiguous, as well as being unintelligible and overbroad. Please detail the reasons for these objections.

Response to Interrogatory No. 19: You have failed to identify any individuals based on a host of objections. We are entitled to this information in as much we have alleged, as part of our copyright misuse defense and our antitrust counterclaims, that the individuals that negotiated these settlements should have knowledge of the terms of those

Ms. Katherine B. Forrest
September 21, 2007
Page 4

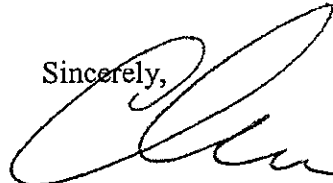
agreements and the negotiations surrounding the same, including any agreement or discussions related to the licensing or distribution of musical content over the Internet. We will agree to at this point to withdraw the request for information as to the Hummer Winblad Litigation but insist that you provide us with information as to the remaining matters.

Response to Interrogatory No. 21: First, you have refused to identify information regarding communications in which the Defendants were not discussed. As you know, there may have been discussions in which your clients' representatives could have referred to peer-to-peer companies in general which would have obviously encompassed Lime Wire. Therefore, this information is relevant and we would ask that you reconsider your objection. In addition, you claim that a portion of the Interrogatory is vague and ambiguous. Please state the basis for this objection. Finally, you have limited your response (again) with respect to current employees. As we have asked in the past, please identify all persons with knowledge.

Responses to Interrogatories Nos. 22 and 23: In response to these Interrogatories, you have not identified any person from the RIAA. Please confirm that you are not withholding any such information, and that no such person currently or formerly employed by the RIAA has any such knowledge.

We wish to discuss these items with you in our meet and confer scheduled for next Thursday. We look forward to that call and hope we can resolve these issues at that time. We expect you will have conferred with your clients in advance of that call so that a decision can be made at that time as to whether we need to take any unresolved issues up with the Court.

Sincerely,



Charles S. Baker

CSB:jkn
cc: Joseph D. Cohen (*Firm*)