

EXHIBIT F

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
ARISTA RECORDS LLC, et al

Plaintiff(s),

-against-

LIME GROUP LLC, et al

Defendant(s).
-----X

06 CIV 05936 (GEL)

**RESPONSE TO SUBPOENA
AND ACCOMPANYING
REQUEST FOR PRODUCTION**

Non-party iMesh, Inc. ("iMesh"), by and through its attorneys, Meister Seelig & Fein LLP, hereby responds to the Subpoena, dated September 14, 2007, and accompanying Request for Production (the "Requests") as follows:

General Objections

1. iMesh objects to Requests insofar as they are overly broad, unduly burdensome, or seeks documents not relevant and/or not reasonably calculated to lead to the discovery of admissible evidence.

2. iMesh objects to Requests insofar as they seek documents and tangible things already in the possession, custody or control of the parties in this action (the "Parties") or concerning the Parties' own conduct or statements of the Parties or which are equally accessible to the Parties as they are to iMesh, or which can be obtained more readily from a source other than iMesh.

3. iMesh objects to Requests insofar as they seek documents that are privileged or protected from disclosure by the attorney-client privilege.

4. iMesh objects to Requests insofar as they seek documents that are privileged or protected from discovery under Federal Rule of Civil Procedure 26(b)(3), in that the documents were prepared in connection with or in anticipation of litigation or for trial and/or constitute the work product, mental impressions, conclusions, opinions or legal theories of counsel or other representatives of iMesh.

5. iMesh objects to Requests insofar as they seek to impose any continuing obligation on iMesh to produce documents in addition to the obligation expressly provided for in the Federal Rules of Civil Procedure.

6. iMesh objects to Requests insofar as they purport to impose burdens or obligations that exceed the scope of permissible discovery under the Federal Rules of Civil Procedure or the Rules of the United States District Court for the Southern District of New York.

7. iMesh objects to Requests insofar as they are unintelligible, vague or otherwise unclear as to the precise documents sought.

8. iMesh objects to the Plaintiff's use of the terms "any" and "all."

9. iMesh's responses are submitted without waiving, and while specifically preserving, (a) all objections as to the competency, relevancy, materiality and admissibility of the responses or the subject matter thereof, including documents, at the trial of this action, or in any other action or proceeding; (b) all objections to any demand for additional production of documents; and (c) the right at any time to amend or supplement iMesh's responses as more information becomes available.

Specific Responses and Objections

1. All Documents that refer, relate or pertain to any of the Defendants and/or the LimeWire software application.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

2. All Documents that refer, relate or pertain to any and all strategies, plans, analyses, reports or recommendations (including drafts thereof) regarding or related to the entry into, the potential entry into, or investigation of potential entry into, the market for online distribution of content (including both audio and video files).

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

3. All Documents which refer, relate or pertain to any business plans/dealings, proposed or otherwise, with any entity or person that utilizes or distributes peer-to-peer technology.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of

admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

4. All Documents that evidence and/or refer to any Communications between You and any person, including, but not limited to, any Plaintiff, any Major Label or the RIAA concerning any or all of the following:

- a. The Defendants;
- b. The LimeWire software application;
- c. Peer-to-peer exchanging of files through the Internet;
- d. Any company providing software that enables peer-to-peer file sharing;
- e. Any alleged effect on Your business, sales, revenues, and/or profits allegedly caused by the use of peer-to-peer technology, including the use of the LimeWire software application;
- f. All Your policies, directives, proposals, strategies, suggestions or plans concerning the distribution of music over the Internet;
- g. MusicNet;
- h. Pressplay;
- i. Any policies, directives, strategies, proposals, suggestions or plans to limit, prevent or control the online distribution of musical content;
- j. Napster;
- k. Altnet;
- l. Sharman Network;
- m. Kazaa;
- n. eDonkey;
- o. StreamCast Networks;

- p. BearShare;
- q. Free Peer, Inc.;
- r. Grokster, Ltd.;
- s. Any licensing, or proposed licensing, of the right to distribute copyrighted musical works over the Internet; and
- t. Any plans, strategies, program or efforts to have any Major Label not license, or refuse to license, any person or entity the right to distribute copyright musical works over the Internet.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

5. All Documents that refer, relate or pertain to minutes of any meetings, or notes from any meetings with any person or entity, including Board meetings, during which any one or more of the following subjects were discussed:

- a. The Defendants;
- b. The LimeWire software application;
- c. Peer-to-peer exchanging of files through the Internet;
- d. Any company providing software that enables peer-to-peer file sharing;
- e. Any alleged effect on Your business, sales, revenues, and/or profits allegedly caused by the use of peer-to-peer technology, including the use of the LimeWire software application;
- f. All Your policies, directives, proposals, strategies, suggestions or plans concerning the distribution of music over the Internet;

- g. MusicNet;
- h. Pressplay;
- i. Any policies, directives, strategies, proposals, suggestions or plans to limit, prevent or control the online distribution of musical content;
- j. Napster;
- k. Altnet;
- l. Sharman Network;
- m. Kazaa;
- n. eDonkey;
- o. StreamCast Networks;
- p. BearShare;
- q. Free Peer, Inc.;
- r. Grokster, Ltd.;
- s. Any licensing, or proposed licensing, of the right to distribute copyrighted musical works over the Internet; and
- t. Any plans, strategies, program or efforts to have any Major Label not license, or refuse to license, any person or entity the right to distribute copyright musical works over the Internet.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

6. All Documents which evidence and/or refer to any Communications between You and any person or their representative regarding any actual or potential license for the digital distribution of any copyrighted works of any Plaintiff or any Major Label, including, but not limited to, any negotiations or any inquiries for such license.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

7. All Documents which evidence and/or refer to any of the [sic] Your policies or directives, suggestions, recommendations, proposals, or advice concerning any of the following:

- a. The licensing of the rights to distribute copyrighted works over the Internet;
- b. The entities what [sic] should or should not be involved in the distribution of copyrighted works over the Internet; and
- c. The technology, including software, that should or should not be used for the distribution of copyrighted works over the Internet.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

8. All Documents which evidence or refer to any decision not to do business with or enter into any license agreements with any of the following:

- a. The Defendants; and
- b. Any other person or entity that distributes or utilizes or is involved with the distribution or utilization of peer-to-peer technology.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

9. All Documents that evidence, refer to or are relevant to any investigation by the Justice Department concerning the distribution of music over the Internet, including, but not limited to, any and all Justice Department requests for Documents, all correspondence between any Plaintiff, or any Major Label and the Justice Department, and any and all Documents produced to the Justice Department.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

10. All Documents that evidence or refer to any inquiry or investigation by the FTC or the New York Attorney General into price fixing activity concerning the distribution of music over the Internet.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

11. All Documents constituting, evidencing, reflecting, or relating to Communications of or with any person (including their counsel) regarding this lawsuit or the underlying dispute.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

12. Documents sufficient to set forth the organizational structure and personnel from January 1999 to the present of the department, division or group of Your organization that has responsibility or has had responsibility at any time for (a) developing and/or investigating business plans or strategies, (whether implemented or potential), for distributing or licensing musical files over the Internet; and (b) negotiating any license agreement concerning the distribution of musical content over the Internet.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney

client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

13. All Documents constituting, evidencing, reflecting or relating to meetings or Communication of or with any Plaintiff, any Major Label or the RIAA or any of its representatives regarding peer-to-peer services, Internet-related copyright infringement, Internet-related copyright enforcement, and Internet-related distribution and licensing of copyrighted works.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

14. All Documents produced in the Hummer Winblad Litigation, if any.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence.

15. All Documents related to the Hummer Winblad Litigation.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine.

16. All Documents, including all Communications relating to the actual or potential revenues and/or profits relating to online distribution of digital sound recordings.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence, as well as highly confidential and proprietary information.

17. All Documents including all Communications relating to the actual or potential licensing fees paid or to be paid in connection with online distribution of digital sound recordings.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

18. All Documents that contain, describe, refer to or reflect any studies or surveys, whether conducted by You or by any third party, relating to the impact of the availability of music on the Internet via peer-to-peer networks or providers.

Response: iMesh objects to this Request as overly broad, vague and ambiguous.

19. All Documents relating to any Communications with third parties contacted by You for the purpose, in part or in whole, of collecting, studying or analyzing information relating to the pricing of music for distribution over the Internet.

Response: iMesh is not in possession, custody or control of any documents it understands to be responsive to this request.

20. All Documents relating to any internal or external discussion or assessments of the potential benefits or risks of licensing or not licensing musical content to any peer-to-peer software provider/distributor..

Response: iMesh is not in possession, custody or control of any documents it understands to be responsive to this request.

21. All Documents relating to any Communication, meeting, conversation, or agreement between You and any Plaintiff, any Major Label or the RIAA, relating to the prices, discounts, terms of service, or any other terms or conditions for the sale, the offer for sale, streaming, licensing or transmission of music over the Internet.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

22. All Documents relating to how You reached Your decision for the charging of downloading/purchasing musical content.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

23. All license agreements with any Major Label or any Plaintiff.

Response: iMesh objects to this request as it documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence, and is overbroad, unduly burdensome, and intended to harass.

24. Documents sufficient to reflect the profits/profitability of the sale of musical content.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence.

25. All Documents that refer, relate or pertain to any settlement of any litigation between You, Free Peers, Inc. and/or MusicLab LLC on the one hand and any of the Plaintiffs or any of the Major Labels on the other.

Response: iMesh objects to this request as it documents which are neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence, and is overbroad, unduly burdensome, and intended to harass. Further, this Request seeks information protected from disclosure under the attorney client privilege and/or work product doctrine, as well as highly confidential and proprietary information.

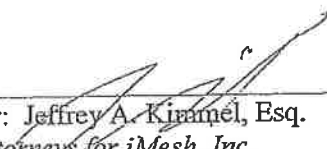
26. All Communications between You and the RIAA or its counsel.

Response: iMesh objects to this Request as overly broad, vague, ambiguous, and/or unduly burdensome. Further, this Request seeks documents which are neither relevant to

the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence and seeks information that is highly confidential.

Dated: New York, New York
October 19, 2007

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