EXHIBIT 9

Ingber, Matthew D.

From: LeMoine, Melinda [Melinda.LeMoine@mto.com]
Sent: Wednesday, January 05, 2011 5:28 PM
To: Ingber, Matthew D.
Subject: RE: Arista Records LLC v. Lime Group LLC

Matt:

You're correct that Plaintiffs were ordered to produce communications between Plaintiffs and a list of third-parties relating to licensing. Google was one of the third parties on that list. so the Plaintiffs have included their communications with Google in the "related to licensing" production ordered on November 19. Plaintiffs have substantially completed that production of communications as of last week.

Regards,

Melinda

Melinda Eades LeMoine | Munger, Tolles & Olson LLP
(t) 213.683.9171| (f) 213.683.4071| melinda.lemoine@mto.com

From: Ingber, Matthew D. [mailto:MIngber@mayerbrown.com]
Sent: Wednesday, January 05, 2011 2:22 PM
To: LeMoine, Melinda
Subject: RE: Arista Records LLC v. Lime Group LLC

Melinda – Following up on this request, I understand that on or about November 19, plaintiffs were ordered to produce to LimeWire communications between plaintiffs and certain third-party licensees, including Google/YouTube, relating to licensing. Can you let me know whether, since that Order was issued, plaintiffs have produced to LimeWire documents reflecting communications between them and Google/YouTube regarding licensing? Do you expect that more documents will be produced?

Thank you for your assistance.

Regards,

Matt

Matthew D. Ingber
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From: Ingber, Matthew D.
Sent: Monday, January 03, 2011 3:42 PM
To: melinda.lemoine@mto.com
Subject: FW: Arista Records LLC v. Lime Group LLC

Melinda – We represent Google in connection with the third-party subpoena issued by Defendants in the above matter. I wanted to follow up on Tammy's request below. Our response to Defendants' motion to compel is due Thursday; any information that you can provide would be appreciated.

Please feel free to call or email me with any questions. Thanks for your assistance.

Regards,

Matthew Ingber

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From: Tamara Jih [mailto:tammyjih@google.com]
Sent: Friday, December 17, 2010 2:07 PM
To: Ingber, Matthew D.
Subject: Fwd: Arista Records LLC v. Lime Group LLC

---------- Forwarded message ----------
From: **Tamara Jih** <tammyjih@google.com>
Date: Tue, Dec 14, 2010 at 1:47 PM
Subject: Arista Records LLC v. Lime Group LLC
To: melinda.lemoine@mto.com

Melinda,

As you are aware, Lime Group moved to compel Google to produce documents responsive to the subpoena that Lime Group served on Google in October. I have attached a copy of the motion for you reference.

It is Google's position that the documents Lime Group seeks are equally available from the plaintiffs in this action.

If possible, can you identify for me what categories of documents plaintiffs intend to produce/have already produced that Lime Group also seeks to obtain from Google?

Best Regards,
Tammy Jih

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EXHIBIT 10

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

ARISTA RECORDS LLC, et al., Plaintiffs, v. LIME GROUP LLC, et al., Defendants.	CASE NO. 2:10-CV-02074-MJP ORDER ON MOTION TO COMPEL

This matter comes before the Court on Defendants' motion to compel. (Dkt. No. 1.) Having reviewed the motion, the response (Dkt. No. 5), the reply (Dkt. No. 8), the supplemental declaration of Paul W. Horan (Dkt. No. 9) and all related papers, the Court DENIES Defendants' motion.

Background

Defendants Lime Group LLC, Lime Wire LLC, Mark Gorton, and M.J.G. Lime Wire Family Limited Partnership (collectively, "Defendants") are engaged in a case (No. 06-cv-5936 (KMW)) pending in the Southern District of New York. (Decl. of Paul W. Horan (Dkt No. 1-2) at ¶ 3.) In that case, the amount of damages Defendants owe Plaintiffs (thirteen record labels)

for copyright infringement is at issue. (Id. at ¶ 3.) Defendants served a subpoena on non-party Amazon.com, Inc. ("Amazon") on September 24, 2010, in connection to that case. (Id. at ¶ 5.) Defendants contend the subpoenaed records are relevant to evaluating Plaintiffs' lost profits—and thus damages owed by Defendants—in the Southern District of New York case.

On October 22, 2010, Amazon objected on grounds that the documents requested were obtainable from Plaintiffs directly, and that the requests were overbroad, burdensome, and irrelevant. (Id. at ¶ 9.) Amazon contends that seeking responsive documents from its more than 1,000 employees, and producing sales figures for more than 11,000 songs, would entail significant expense. (Decl. of Andrew DeVore (Dkt. No.4) at ¶ 6–10.) Amazon had raised similar objections in 2007, when Defendants previously subpoenaed them in connection to the same case. (Id. at ¶ 8.) Though Defendants had not sought to enforce the 2007 subpoena, on December 16, 2010, they filed this motion to compel. (Dkt. No. 1.) The court in the underlying action ordered VEVO, LLC ("VEVO"), a non-party, to comply with a subpoena similar to the one at issue.

Analysis

The Federal Rules of Civil Procedure require this Court to limit discovery it determines is "unreasonably cumulative or duplicative, or can be obtained from some other source that is more convenient, less burdensome, or less expensive," or when "the burden or expense of the proposed discovery outweighs its likely benefits." Fed. R. Civ. P. 26(b)(2)(C)(i), (iii). Restrictions may be broader when discovery burdens a non-party. See Dart Indus. Co. v. Westwood Chemical Co., 649 F.2d 646, 649 (9th Cir. 1980). A party should not be permitted to seek information from a non-party that they can obtain or have obtained from the opposing party, and that is not relevant to the underlying case. Instituform Technologies, Inc. v. Cat.

Contracting, Inc., 914 F. Supp. 286, 287 (N.D. Ill. 1996). Because the documents requested from Amazon can better be obtained from Plaintiffs or have little relevance to the Southern District of New York case, Defendants' need to enforce the subpoena is outweighed by the burden to Amazon.

A. Necessity of Obtaining Documents from Amazon

Defendants seek documents including (1) licenses and agreements between Amazon and Plaintiffs, (2) communications regarding those documents, and (3) documents regarding payment by Amazon to Plaintiffs pursuant to those licenses. Defendants argue that licensing agreements and communications between Amazon and Plaintiffs will be probative of lost revenue, and that Amazon internal communications will be probative of Plaintiffs' conduct and attitude. "Lost revenues" and "the conduct and attitude of the parties" will be two factors used in determining Plaintiffs' damages in the Southern District of New York case. Bryant v. Media Rights Prods., Inc., 603 F.2d 135, 144 (2d Cir. 2010) (citing N.A.S. Import, Corp. v. Chenson Enter., Inc., 968 F.2d 250, 250–53 (2d Cir. 1992)).

1. Agreements and communications between Amazon and Plaintiffs

Documents requested from Amazon are obtainable from Plaintiffs. When an opposing party and non-party both possess documents, the documents should be sought from the party to the case. Nidec Corp. v. Victor Co. of Japan, 249 F.R.D. 575, 577 (N.D. Cal. 2007) ("There is simply no reason to burden nonparties when the documents sought are in possession of the party defendant."); Moon v. SCP Pool Corp., 232 F.R.D. 633, 637–38 (C.D. Cal. 2005). (documents pertaining to defendant could more easily and inexpensively be obtained from defendant than non-party).

Here, documents requested from Amazon regarding agreements or communications with Plaintiffs are also obtainable from Plaintiffs directly. See Instituform Techs. at 287 (information about license between party and non-party equally obtainable from party). Indeed, Plaintiffs have already provided or been ordered to provide to Defendants much of the information requested from Amazon. (Powers Decl. at ¶ 6.) Defendants rely on In re Honeywell Int'l, Inc. Sec. Litig., 230 F.R.D. 293, 301 (S.D.N.Y. 2003) and the November 3 VEVO order in this case to argue that non-parties may be subpoenaed for documents obtainable from parties. Both are distinguishable. The subpoenaed non-party in the Honeywell was defendant's financial auditor during portions of that case's class period. 230 F.R.D. at 296. VEVO, though a non-party, is a joint venture of two Plaintiffs, and actually volunteered to produce documents. (Ex. 2 to Decl. of Vanessa Powers (Dkt. No. 6).)Thus, both those non-parties possessed greater ties to the litigants than does Amazon to these litigants. Because information contained in the licensing agreements and associated communications are available from Plaintiffs directly, the requests to Amazon are duplicative.

2. Amazon internal documents

Requested internal Amazon documents have little relevance to the underlying case. Defendant argues that the Southern District of New York court determined internal non-party communications are probative of parties conduct and attitude, relying on the VEVO order. But, again, because VEVO is a joint venture between Plaintiffs, it cannot be wholly deemed a non-party. The probative value of VEVO's internal communications to Plaintiffs' attitude and conduct is much greater than that of Amazon's. Accordingly, requests for Amazon's internal communications are not relevant to the case.

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B. Undue Burden on Amazon

"An evaluation of undue burden requires the court to weigh the burden to the subpoenaed party against the value of the information to the serving party." Moon at 637 (quoting Travellers Indem. Co. v. Metropolitan Life Ins. Co., 228 F.R.D. 111, 113 (D.Conn. 2005)). The need of the serving party, breadth of the request, and the time period covered by it, are also factors. See Bridgeport Music, Inc. v. UMG Recordings, Inc., No. 05 Civ. 6430, 2007 WL 4410405, at *2 (S.D.N.Y. Dec. 17, 2007). In Bridgeport, the court held a subpoena which might require going through "hundreds" of files generated over two years not unduly burdensome. Bridgeport at *2, 4. The court distinguished the subpoena from that considered in Concord Boat Corp. v. Brunswick Corp., 169 F.R.D. 44 (S.D.N.Y. 1996). Bridgeport at *2. The subpoena in Concord Boat Corp. "effectively encompass[ed] documents relating to every transaction undertaken by [the party subject to the subpoena] for [the defendant] during the last ten years." Bridgeport at *2 (quoting Concord Boat Corp. at 50).

Here, the subpoena among other things requests daily sales information for 11,000 individual songs over a five year period, and essentially all documents or communications concerning dealings between Amazon and the thirteen Plaintiffs. The burden is similar to the burden imposed by the broad subpoena in Concord Boat Corp.. Balanced against this burden, Defendants' need for duplicative or irrelevant documents from Amazon weighs very little. Because the hardship to Amazon in producing the requested documents outweighs their benefit to Defendants, the subpoena is unduly burdensome.

Conclusion

The Court DENIES Defendants' motion to compel. The Court is not bound by Magistrate Judge Freeman's January 31, 2011 Order relating to the obligations of others to

produce documents relating to their licenses. Defendants should seek relevant documents from Plaintiffs before burdening non-party Amazon. Because documents related to Amazon's internal communications are irrelevant, the significant burden placed on Amazon in complying with Defendants' subpoena outweighs the value of the documents to Defendants. Defendants' motion to compel is hereby DENIED.

The clerk is ordered to provide copies of this order to all counsel.

Dated this 9th day of February, 2011.

Marsha J. Pechman
United States District Judge

EXHIBIT 11

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January 21, 2011

VIA HAND DELIVERY

The Honorable Debra C. Freeman
United States Magistrate Judge
United States District Court
Southern District of New York
500 Pearl Street
New York, NY 10007-1312

Re: *Arista Records LLC, et al. v. Lime Wire LLC, et al.*,
No. 06 CV 5936 (KMW) (DCF)

Dear Judge Freeman:

On behalf of non-party Google Inc. ("Google"), we respectfully submit this response to Defendants' January 14, 2011 letter. Although we disagree with the entirety of Defendants' letter, we are compelled to respond specifically to the following points:

First, Defendants claim that Google is asking for the impossible – namely, for Defendants to identify gaps in Plaintiffs' production where the reality of retention and retrieval processes makes it "unlikely" that productions will be coextensive. This is far from impossible. Defendants can start by *asking* Plaintiffs what their retention and retrieval processes are. They can seek to understand where any gaps might be based on flaws in those processes. They can demand that Plaintiffs identify the parties with whom they communicated about licensing (a basic Rule 26 requirement) and seek communications specifically with those parties. And, most of all, if Defendants want to avoid gaps in productions, they can ask Plaintiffs for documents from the entire date range in which relevant communications took place. Of all the misguided arguments in Defendants' letter, the notion that Google needs to produce documents because Defendants' request to Google covers a *broader* date range than their request to Plaintiffs, is easily the most baffling. Plaintiffs "never looked for" these documents because they were never asked to look, and Google should not now be subject to burdensome discovery because "there is no time left" as a result of Defendants' own strategic decision not to request those documents from the actual parties to the litigation.

Second, Defendants' argument that there must be gaps in Plaintiffs' production of Google communications, based on a separate VEVO production and MySpace's comments about its own burden of production, is completely speculative. Defendants assume Plaintiffs' production of Google documents might be deficient because VEVO produced 2,500 communications and Plaintiffs only 1,000. Defendants ignore that Plaintiffs' and VEVO's productions involved mismatched custodians (and likely different search terms), because Plaintiffs "unilaterally selected" the custodians and Defendants had no input in the process. But that is an issue

Defendants need to address with Plaintiffs, and not through non-party subpoenas.[1] *See Visto Corp. v. Smartner Information Systems, Ltd.*, No. 06-80339 MISC RMW (RS), 06-80352 MISC RMW (RS), 2007 WL 218771, at *3 (N.D. Cal. Jan. 29, 2007) (observing, where defendant sought production from third party as a "check" on plaintiff's production, that to the extent any questions remained as to the completeness of plaintiff's production, defendant could file a motion to compel against plaintiff); *Nidec Corp. v. Victor Co. of Japan*, 249 F.R.D. 575, 577 (N.D. Cal. 2007) ("There is simply no reason to burden nonparties when the documents sought are in possession of the party defendant.").

Defendants also speculate that Plaintiffs' production of Google communications must be deficient because Plaintiffs' production of MySpace communications might be incomplete. But that is based exclusively on statements by MySpace's counsel relating only to the *initial phase* of the collection process, and not the actual production. In short, Defendants' argument is baseless and the cases they rely upon are inapposite. *Cf. Viacom International, Inc. v. YouTube, Inc.*, No. C 08-80129 SI, 2008 WL 3876142, at *3 (N.D. Cal. Aug. 18, 2008) (citing defendant's poor initial record keeping); *Software Rights Archive, LLC v. Google Inc.*, C.A. Nos. 2:07-CV-511 (CE), CV08-03172RMW, 2009 WL 1438249, at *2-3 (D. Del. May 21, 2009) (requiring production by a third party that was related to the plaintiff and had an interest in the underlying litigation).

Most of all, Defendants' arguments about possible gaps in Plaintiffs' production of Google documents should be rejected because Defendants say nothing about Plaintiffs' production of *Google* documents. They never suggest that Plaintiffs refused to produce communications with Google. They never identify a shortage of communications between Plaintiffs and Google. And they never complain that the custodians "unilaterally selected" by Plaintiffs were not involved in communications with Google.

Third, Defendants completely miss the point that even if disparities might exist between the productions, the marginal relevance of Google's production does not justify the cost and burden of that production. Defendants continue to insist that the Court has already ruled on these issues, but that is false. Your Honor never weighed the relevance of VEVO's communications against the burden on VEVO of producing those communications (the Court instead adopted VEVO's own proposal). Judge Wood, in ordering *Plaintiffs* to produce external communications, noted the "potentially tenuous" relevance of external communications. And no Court has ruled that *internal* communications are relevant. In fact, they are not. *See Visto Corp.*, 2007 WL 218771, at *4 (denying motion to compel a third party venture capital firm's internal documents because documents reflected firm's own opinions and analysis about the financial data relevant to reasonable royalty damages). Matched against the obvious burden of collecting, reviewing and producing communications since 2005 between Google and 13

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[1] According to Defendants, that is one purpose of Defendants' motion to compel against Plaintiffs, which is currently pending before the Court. That is the proper means of curing discovery deficiencies; using non-party discovery to police parties' discovery obligations is not.

different plaintiffs – even if Defendants agreed to limit the number of custodians – the marginal relevance of the documents cannot justify the burden.[2] *See Fears v. Wilhelmina Model Agency, Inc.*, No. 02 Civ. 4911, 2004 U.S. Dist. LEXIS 5575, at *2 (S.D.N.Y. April 1, 2004) ("[T]he Court should be particularly sensitive to weighing the probative value of the information sought against the burden of production on [a] nonparty.")

Finally, there is nothing "offensive" about Google's requests for costs, and Defendants' arguments about the propriety of cost-shifting seem entirely made up. Cost-shifting is mandatory under these circumstances (*see In re Law Firms of McCourts and McGrigor Donald,* No. M. 19-96 (JSM), 2001 WL 345233, at *1 (S.D.N.Y. April 9, 2001); *Linder v. Calero-Portocarrero,* 251 F.3d 178, 182-183 (D.C. Cir. 2001)).

For these reasons, and those discussed in our January 6 letter, we respectfully request that the Court deny Defendants' motion to compel or, in the alternative, that the Court order Defendants to bear the costs of any production.

Respectfully submitted,

Matthew D. Ingber

cc: Mary Eaton, Esq. (via email)

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[2] Defendants argue that Google should be put to the task of collecting the documents, applying search terms, and determining the number of "hits" before assessing the burden of production. This cannot be correct. A significant part of the burden and cost is in collecting, processing and searching Google's emails over a several-year period. That burden should not be imposed on a non-party where the documents are equally available from a party to the litigation, and their relevance is minimal, at best.

EXHIBIT 12

Ingber, Matthew D.

From: Horan, Paul [phoran@willkie.com]
Sent: Monday, February 07, 2011 11:11 AM
To: Ingber, Matthew D.
Cc: Eaton, Mary
Subject: RE: Arista Records LLC v. Lime Group LLC
Attachments: 6354467_1.doc

Matt:

In response to your question, footnote 3 of Judge Freeman's order directs Google and the other licensees "to use their own judgment as to the best means of locating the communications covered by this Order." That places the obligation on Google, not Defendants, to propose a list of custodians. Of course, we are willing to discuss any list you do propose and the reasons for including or excluding particular custodians.

The approach ordered by Judge Freeman makes perfect sense because Google has superior knowledge of which custodians are more likely to have responsive communications. Unfortunately, we cannot simply look to Plaintiffs' production to identify an exhaustive list of custodians because (among other reasons) Plaintiffs' production of such communications was not complete. That said, in response to your email, we have reviewed the documents produced by Plaintiffs and have been able to discern that the individuals at Google on the attached list communicated with Plaintiffs. As you can see, in some cases, the communication only listed an email address, but no name. This non-exhaustive list can provide a good starting point for arriving at a universe of custodians whose files would be searched.

As mentioned previously, Google's production of documents ordered by Judge Freeman needs to commence without further delay. Accordingly, please let us know when that production will begin.

Very truly yours,

Paul W. Horan
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York NY 10019
(212) 728-8614 (phone)
(212) 728-8111 (fax)

From: Ingber, Matthew D. [mailto:MIngber@mayerbrown.com]
Sent: Friday, February 04, 2011 9:16 AM
To: Horan, Paul
Cc: Eaton, Mary
Subject: RE: Arista Records LLC v. Lime Group LLC

Paul – Thanks for sending us the order; I hadn't received it before your email. I do not read the order as "requiring" us to "identify" anything, but we are happy to discuss process once we've decided on our next steps.

In the meantime, as we think about our options in light of Judge Freeman's order, it would be helpful to know what you view as the best means of locating the communications. In particular, do you have any Google/YouTube custodians in mind based on your review of plaintiffs' communications with them?

Thanks,

Matt

From: Horan, Paul [mailto:phoran@willkie.com]
Sent: Wednesday, February 02, 2011 4:32 PM
To: Ingber, Matthew D.
Cc: Eaton, Mary
Subject: Arista Records LLC v. Lime Group LLC

Dear Matthew:

As you know, Judge Freeman entered the attached order yesterday, requiring your client to produce certain communications in response to Defendants' subpoena in the above-referenced action. Specifically, your client must produce communications, both internal and with Plaintiffs, relating to its licenses with Plaintiffs and/or relating to LimeWire, to the extent those communications reflect information regarding Plaintiffs' conduct, positions, or views about online licensing or about LimeWire.

We need to receive the documents your client has now been ordered to produce without further delay. Please let us know when we can expect to receive the documents. Also, as you know, the Court's order requires your client to identify the "best means of locating the communications covered by" the Order. Please let us know how your client intends to search for the communications to be produced.

Very truly yours,

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