

SUBJECT TO PROTECTIVE ORDER
FILED UNDER SEAL

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC
RECORDING CORPORATION; ARISTA
MUSIC, fka BMG MUSIC; CAPITOL
RECORDS, INC.; ELEKTRA
ENTERTAINMENT GROUP INC.;
INTERSCOPE RECORDS; LAFACE
RECORDS LLC; MOTOWN RECORD
COMPANY, L.P.; PRIORITY RECORDS LLC;
SONY MUSIC ENTERTAINMENT, fka SONY
BMG MUSIC ENTERTAINMENT; UMG
RECORDINGS, INC.; VIRGIN RECORDS
AMERICA, INC.; and WARNER BROS.
RECORDS INC.,

Plaintiffs,

v.

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

Defendants.

ECF Case

06 CV 5936 (KMW)

**DECLARATION OF PAUL W. HORAN IN SUPPORT OF DEFENDANTS' RESPONSE
TO NON-PARTY GOOGLE, INC.'S OBJECTIONS TO MAGISTRATE JUDGE
FREEMAN'S JANUARY 31, 2011 ORDER COMPELLING THE PRODUCTION OF
INTERNAL AND EXTERNAL COMMUNICATIONS.**

I, Paul W. Horan, declare as follows:

1. I am a member of the bar of this court and an attorney with the law firm of Willkie Farr & Gallagher LLP. This law firm represents Lime Group LLC, Lime Wire LLC, Mark Gorton, and M.J.G. Lime Wire Family Limited Partnership (collectively, "Defendants") in the above-captioned action.

2. I have personal knowledge of the facts set forth below. I submit this Declaration in support of Defendants' Response to Non-Party Google, Inc.'s Objections to Magistrate Judge Freeman's January 31, 2011 Order Compelling the Production of Internal and External Communications.

3. A true and correct copy of the subpoena served on Google, Inc. ("Google") dated September 23, 2010 by Defendants (the "Subpoena") is attached hereto as Exhibit A.

4. A true and correct copy of an e-mail dated October 18, 2010 sent by me to Google's in-house counsel is attached hereto as Exhibit B.

5. A true and correct copy of Google's objections to the Subpoena dated October 5, 2010 is attached hereto as Exhibit C.

6. A true and correct copy of Defendants' December 10, 2010 motion to compel (the "Motion") Google to produce documents, with exhibits, is attached hereto as Exhibit D.

7. A true and correct copy of a Google's January 6, 2011 letter in opposition to the Motion, with exhibits, is attached hereto as Exhibit E.

8. A true and correct copy of Defendants' January 14, 2011 letter in support of the Motion, with exhibits, is attached hereto as Exhibit F.

9. A true and correct copy of Defendant's January 14, 2011 supplemental letter in further support of the their subpoenas served on non-parties, with exhibits, is attached hereto as Exhibit G.

10. A true and correct copy of an e-mail dated February 2, 2011 sent by me to counsel to Google is attached hereto as Exhibit H.

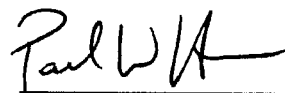
11. A true and correct copy of an e-mail dated February 4, 2011 sent by counsel to Google to me is attached hereto as Exhibit I.

12. A true and correct copy of an e-mail dated February 7, 2011 sent by me to counsel to Google is attached hereto as Exhibit J.

13. A true and correct copy of an Order from the United State District Court for the Central District of California dated January 19, 2011 is attached hereto as Exhibit K.

14. I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge and belief.

February 24, 2011 in New York, NY



Paul W. Horan