

REDACTED VERSION
COMPLETE VERSION 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-PARTIES IMESH, INC. AND MUSICLAB, LLC'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-Parties iMesh, Inc. and MusicLab,

LLC'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 dated September 22, 2010 served on iMesh, Inc. ("iMesh") is attached hereto as Exhibit A.

4. A true and correct copy of an e-mail dated December 2, 2010, sent by me to counsel to iMesh, is attached hereto as Exhibit B.

5. A true and correct copy of an e-mail dated December 9, 2010, sent by me to counsel to iMesh, is attached hereto as Exhibit C.

6. A true and correct copy of an e-mail dated December 10, 2010, sent by me to counsel to iMesh, is attached hereto as Exhibit D.

7. A true and correct copy of Defendants' December 13, 2010 motion to compel iMesh (the "Motion"), is attached hereto as Exhibit E.

8. A true and correct copy of iMesh's December 21, 2010 letter in opposition to the Motion, with exhibits, is attached hereto as Exhibit F.

9. A true and correct copy of Defendants' January 4, 2010 letter in support of the motion, with exhibits, is attached hereto as Exhibit G.

10. A true and correct copy of Defendants' supplemental letter dated January 14, 2011 in further support of their subpoenas served on non-parties is attached hereto as Exhibit H.

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

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

13. A true and correct copy of an e-mail dated February 16, 2011, from counsel to iMesh to me, is attached hereto as Exhibit K.



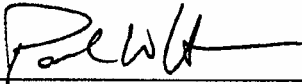
16. A true and correct copy of a November 2007 article titled "Fixed Per Unit Pricing" by DiscoverReady LLC is attached hereto as Exhibit N.

17. A true and correct copy of a press released dated January 25, 2010, titled "Catalyst and BIA Release Per-Document Review & Hosting, Cost Effective Packages" by Catalyst Repository Systems is attached hereto as Exhibit O.

18. 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 P.

19. 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