

# **Exhibit B**

**From:** Horan, Paul  
**Sent:** Thursday, December 02, 2010 5:01 PM  
**To:** 'Jeffrey P. Weingart'  
**Subject:** Arista Records LLC v. Lime Group LLC  
Dear Jeff:

I am writing concerning the subpoenas that defendants in the above-captioned matter served on your clients, iMesh, Inc. ("iMesh") and MusicLab, LLC ("MusicLab").

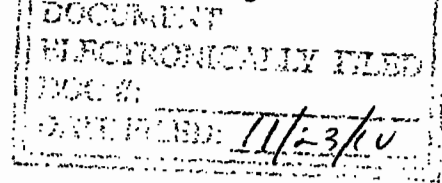
I attach an order recently issued in the case by Magistrate Judge Freeman, which ordered VEVO LLC – another non-party subpoena recipient in this action – to produce the same three categories of documents that I informed you defendants were most interested in receiving from your clients: (1) agreements with the plaintiff record companies, (2) periodic reports submitted to the record companies showing amounts paid pursuant to such agreements, and (3) communications concerning the agreements, subject to search parameters set out in the order.

I am writing to inquire if your clients will produce the categories of documents described in the attached order (with emails, of course, from the files of your clients' appropriate custodians), or if they will stand on the objections set forth in your written objections and responses and your letter dated October 20, 2010. You previously told me that, were your clients to produce documents, they would do so only upon the entry of a stipulation that, if defendants sought a deposition of iMesh, it would seek leave of Court to do so, in light of the previous deposition of iMesh in this litigation. I can confirm that we will agree to such a stipulation.

Please let me know your clients position with respect to the production of documents. Thank you.

Very truly yours,

Paul W. Horan  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York NY 10019  
(212) 728-8614 (phone)  
(212) 728-9614 (fax)



UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
ARISTA RECORDS LLS, et al.,

Plaintiffs,

-against-

LIME GROUP LLC, et al.,

Defendants.  
-----X

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06 Civ. 5936 (KMW)(DF)

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**ORDER**

**DEBRA FREEMAN, United States Magistrate Judge:**

Before the Court is Defendants' application for an order compelling non-party VEVO, LLC ("VEVO") to produce documents in response to a subpoena served on VEVO by Defendants. Having reviewed Defendants' and VEVO's submissions to the Court, the Court finds that VEVO's proposal to produce certain documents, as set forth in its correspondence with Defendants, strikes an appropriate balance between Defendants' need to obtain relevant documents and the burden to VEVO. Accordingly, it is hereby ORDERED that VEVO produce:

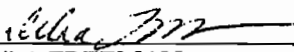
1. All signed contracts, licenses, or other agreements between VEVO and any plaintiff in this case, concerning the use, publication, display, or broadcast of any material to which any plaintiff owns, holds, claims, or otherwise maintains a copyright, including supplements, modifications, and amendments, but not including drafts, except to the extent that drafts are attached to the communications separately ordered to be produced, as set forth in paragraph 3(b) below.

2. All monthly summary reports and monthly detailed "XML" reports submitted by VEVO to any plaintiff, showing amounts paid by VEVO pursuant to any such signed contract, license or agreement between VEVO and any plaintiff in this case.

3. All documents contained in the files of (1) Rio Caraeff, (2) Fred Santarpia, (3) Alan Price, (4) Julie Lee, and (5) Alexander Kisch (collectively, the "Custodians"):
- a. referring to "LimeWire"; or
  - b. consisting of communications with the following individuals: David Weinberg, Jaunique Sealy, Michael Mulein, Wendy Nussbaum, Zach Horowitz, Charles Ciongoli, David Ring, Mark Eisenberg, Michael Paul, Jeff Walker, Chris Bonavia, Jonathan Glass, Bobby Sherman, Dennis Kooker, Thomas Hesse, Amy Lauren, Mark Pilbe, Elio Leoni-Sceti, Chris Kennedy, and Enrico Del Prete, and containing any of the following terms: licens\*, royalt\*, agreement, contract, "label fees," and "revenue share."

Dated: New York, New York  
November 23, 2010

SO ORDERED

  
DEBRA FREEMAN  
United States Magistrate Judge

Copies to:

all parties (via ECF)

Cynthia Richman, Esq.  
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Washington, DC 20063-5304