

Exhibit B

UNITED STATES DISTRICT COURT

for the

Southern District of New York

Arista Records LLC, et al.

Plaintiff

v.

Lime Group LLC, et al.

Defendant

Civil Action No. 06 CV 5936 (KMW)

(If the action is pending in another district, state where:)

SUBPOENA TO TESTIFY AT A DEPOSITION IN A CIVIL ACTION

To: Yahoo!, Inc.
C/O C T CORPORATION SYSTEM, 111 EIGHTH AVENUE, New York, NY 10011

Testimony: YOU ARE COMMANDED to appear at the time, date, and place set forth below to testify at a deposition to be taken in this civil action. If you are an organization that is not a party in this case, you must designate one or more officers, directors, or managing agents, or designate other persons who consent to testify on your behalf about the following matters, or those set forth in an attachment:

Table with 2 columns: Place (Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019) and Date and Time (10/07/2010 9:30 am)

The deposition will be recorded by this method: Stenographic and videographic

Production: You, or your representatives, must also bring with you to the deposition the following documents, electronically stored information, or objects, and permit their inspection, copying, testing, or sampling of the material:

See Schedule A; Documents must be produced by 10/01/2010, 9:30 a.m.

The provisions of Fed. R. Civ. P. 45(c), relating to your protection as a person subject to a subpoena, and Rule 45 (d) and (e), relating to your duty to respond to this subpoena and the potential consequences of not doing so, are attached.

Date: 9-24-10

CLERK OF COURT

OR

M. Eaton

Signature of Clerk or Deputy Clerk

Attorney's signature

The name, address, e-mail, and telephone number of the attorney representing (name of party) Defendants Lime Group LLC, Lime Wire LLC, Mark Gorton, and M.J.G. Lime Wire Family L.P., who issues or requests this subpoena, are:

Mary Eaton, Paul Horan
Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019
(212) 728-8000, meaton@willkie.com, phoran@willkie.com

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PROOF OF SERVICE

(This section should not be filed with the court unless required by Fed. R. Civ. P. 45.)

This subpoena for *(name of individual and title, if any)* Yahoo! Inc.
was received by me on *(date)* _____.

I served the subpoena by delivering a copy to the named individual as follows: _____

_____ on *(date)* _____ ; or

I returned the subpoena unexecuted because: _____

Unless the subpoena was issued on behalf of the United States, or one of its officers or agents, I have also
tendered to the witness fees for one day's attendance, and the mileage allowed by law, in the amount of
\$ 45.00.

My fees are \$ _____ for travel and \$ _____ for services, for a total of \$ 0.00.

I declare under penalty of perjury that this information is true.

Date: _____

Server's signature

Printed name and title

Server's address

Additional information regarding attempted service, etc:

Federal Rule of Civil Procedure 45 (c), (d), and (e) (Effective 12/1/07)

(c) Protecting a Person Subject to a Subpoena.

(1) Avoiding Undue Burden or Expense; Sanctions. A party or attorney responsible for issuing and serving a subpoena must take reasonable steps to avoid imposing undue burden or expense on a person subject to the subpoena. The issuing court must enforce this duty and impose an appropriate sanction — which may include lost earnings and reasonable attorney's fees — on a party or attorney who fails to comply.

(2) Command to Produce Materials or Permit Inspection.

(A) Appearance Not Required. A person commanded to produce documents, electronically stored information, or tangible things, or to permit the inspection of premises, need not appear in person at the place of production or inspection unless also commanded to appear for a deposition, hearing, or trial.

(B) Objections. A person commanded to produce documents or tangible things or to permit inspection may serve on the party or attorney designated in the subpoena a written objection to inspecting, copying, testing or sampling any or all of the materials or to inspecting the premises — or to producing electronically stored information in the form or forms requested. The objection must be served before the earlier of the time specified for compliance or 14 days after the subpoena is served. If an objection is made, the following rules apply:

(i) At any time, on notice to the commanded person, the serving party may move the issuing court for an order compelling production or inspection.

(ii) These acts may be required only as directed in the order, and the order must protect a person who is neither a party nor a party's officer from significant expense resulting from compliance.

(3) Quashing or Modifying a Subpoena.

(A) When Required. On timely motion, the issuing court must quash or modify a subpoena that:

(i) fails to allow a reasonable time to comply;

(ii) requires a person who is neither a party nor a party's officer to travel more than 100 miles from where that person resides, is employed, or regularly transacts business in person — except that, subject to Rule 45(c)(3)(B)(iii), the person may be commanded to attend a trial by traveling from any such place within the state where the trial is held;

(iii) requires disclosure of privileged or other protected matter, if no exception or waiver applies; or

(iv) subjects a person to undue burden.

(B) When Permitted. To protect a person subject to or affected by a subpoena, the issuing court may, on motion, quash or modify the subpoena if it requires:

(i) disclosing a trade secret or other confidential research, development, or commercial information;

(ii) disclosing an unretained expert's opinion or information that does not describe specific occurrences in dispute and results from the expert's study that was not requested by a party; or

(iii) a person who is neither a party nor a party's officer to incur substantial expense to travel more than 100 miles to attend trial.

(C) Specifying Conditions as an Alternative. In the circumstances described in Rule 45(c)(3)(B), the court may, instead of quashing or modifying a subpoena, order appearance or production under specified conditions if the serving party:

(i) shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship; and

(ii) ensures that the subpoenaed person will be reasonably compensated.

(d) Duties in Responding to a Subpoena.

(1) Producing Documents or Electronically Stored Information. These procedures apply to producing documents or electronically stored information:

(A) Documents. A person responding to a subpoena to produce documents must produce them as they are kept in the ordinary course of business or must organize and label them to correspond to the categories in the demand.

(B) Form for Producing Electronically Stored Information Not Specified. If a subpoena does not specify a form for producing electronically stored information, the person responding must produce it in a form or forms in which it is ordinarily maintained or in a reasonably usable form or forms.

(C) Electronically Stored Information Produced in Only One Form. The person responding need not produce the same electronically stored information in more than one form.

(D) Inaccessible Electronically Stored Information. The person responding need not provide discovery of electronically stored information from sources that the person identifies as not reasonably accessible because of undue burden or cost. On motion to compel discovery or for a protective order, the person responding must show that the information is not reasonably accessible because of undue burden or cost. If that showing is made, the court may nonetheless order discovery from such sources if the requesting party shows good cause, considering the limitations of Rule 26(b)(2)(C). The court may specify conditions for the discovery.

(2) Claiming Privilege or Protection.

(A) Information Withheld. A person withholding subpoenaed information under a claim that it is privileged or subject to protection as trial-preparation material must:

(i) expressly make the claim; and

(ii) describe the nature of the withheld documents, communications, or tangible things in a manner that, without revealing information itself privileged or protected, will enable the parties to assess the claim.

(B) Information Produced. If information produced in response to a subpoena is subject to a claim of privilege or of protection as trial-preparation material, the person making the claim may notify any party that received the information of the claim and the basis for it. After being notified, a party must promptly return, sequester, or destroy the specified information and any copies it has; must not use or disclose the information until the claim is resolved; must take reasonable steps to retrieve the information if the party disclosed it before being notified; and may promptly present the information to the court under seal for a determination of the claim. The person who produced the information must preserve the information until the claim is resolved.

(e) Contempt. The issuing court may hold in contempt a person who, having been served, fails without adequate excuse to obey the subpoena. A nonparty's failure to obey must be excused if the subpoena purports to require the nonparty to attend or produce at a place outside the limits of Rule 45(c)(3)(A)(ii).

SCHEDULE A

Defendants Lime Group LLC, Lime Wire LLC, Mark Gorton, and M.J.G. Lime Wire Family Limited Partnership (“Defendants”) hereby request that Yahoo!, Inc. produce the following documents in its possession, custody or control, in accordance with terms of the attached subpoena.

DEFINITIONS

1. The term “document” shall be accorded its broadest possible meaning and includes, but is not limited to, all paper, film, tape or other material upon which appears any verbal, graphic or pictorial information or image that is written, printed, typed, drawn, punched, produced or reproduced in any fashion, including but not limited to all correspondence, memoranda, interoffice and intra-office communications and notes, agreements, contracts, charts, quotations, accounting records, audit work papers, work sheets, cost sheets, ledgers, price quotations, proposals, bids, receipts, manuals, lists, tables, financial analyses, spreadsheets, diagrams, leases, sales records, requisitions, vouchers, envelopes, acknowledgements, purchase orders, invoices, canceled or uncanceled checks or drafts, studies, records, minutes, photographs, drawings, sketches, brochures, schedules, calendars, diaries, video or audio tape recordings, photocopies and computer-sorted or computer-retrievable information, computer print-outs, discs of any kind (including hard discs, optical discs and CDs), tapes of any kind (including audio, video or data tapes), electronic mail and programs or other data compilations from which information can be obtained or translated into usable form. This definition encompasses not only the original version but also any copy containing or having attached thereto any alterations, notes, comments or other material not appearing on the original, and shall also include drafts, revisions of drafts and any other preliminary or preparatory materials, from whatever source, underlying, supporting or used in preparation of any document. This definition

also includes any removable “post-it” notes or other attachments or exhibits affixed to any of the foregoing.

2. The term “identify” means: (a) in the case of a natural person, to state the full name, current or last known job title and position, current or last known full address, and current or last known work telephone numbers of the individual; (b) in the case of an entity other than a natural person, to state its full name, address, principal place of business, and, if applicable, place of incorporation; (c) in the case of a document, to identify the author(s), addressees and copyees, and to state the title, subject matter, date, and source of the document and the locations where the document can presently be found; and (d) in the case of an oral communication, to give a complete description of such communication by (i) identifying the speaker(s) and actual and intended recipient(s) of the communication, (ii) stating the date of the communication and (iii) fully describing the substance of the communication.

3. “Person” or “persons” mean any individual, firm, corporation, partnership, unincorporated association, organization, trust, natural person or any business, legal or governmental entity or association.

4. “Concerning” means relating to, discussing, referring to, describing, evidencing, constituting, supporting or containing a reference to.

5. “And” and “or” shall be construed either disjunctively or constructively as necessary to bring within the scope of the discovery request all responses that might otherwise be construed to be outside of its scope.

6. “Any” means any and all.

7. “You” means Yahoo!, Inc., and its predecessors, subsidiaries, parents, affiliates, directors, officers, agents, representatives, attorneys, investigators, consultants, employees and shareholders, whether past or present, including but not limited to Yahoo! Music,

and its predecessors, subsidiaries, parents, affiliates, directors, officers, agents, representatives, attorneys, investigators, consultants, employees and shareholders, whether past or present.

8. "Plaintiffs" shall mean Arista Records LLC, Atlantic Recording Corporation, BMG Music, Capitol Records, Inc., Elektra Entertainment Group Inc., Interscope Records, LaFace Records LLC, Motown Record Company, L.P., Priority Records LLC, Sony BMG Music Entertainment, UMG Recordings, Inc., Virgin Records America, Inc., and Warner Bros. Records Inc. and each of their respective predecessors, subsidiaries, parents, affiliates, directors, officers, agents, representatives, attorneys, investigators, consultants, employees and shareholders, whether past or present.

9. "Defendants" shall mean Lime Wire LLC, Lime Group LLC, Mark Gorton, Greg Bildson and M.J.G. Lime Wire Family Limited Partnership and each of their respective predecessors, subsidiaries, parents, affiliates, directors, officers, agents, representatives, attorneys, investigators, consultants, employees and shareholders, whether past or present.

10. The "Grokster Litigation" shall mean the lawsuit captioned *MGM Studios, Inc., et al. v. Grokster, Ltd., et al.*, Case Nos. CV 01-08541 SVW, 01-9923 SVW, in the United States District Court, Central District of California.

11. "Songs" means the sound recordings identified on Exhibit 1 hereto.

INSTRUCTIONS

1. In responding to this request, the responding party shall produce all documents in its possession, custody or control, including documents and materials in the possession of its employees, agents, servants and/or representatives. This request shall not call for documents that may already have been produced in this litigation.

2. If a document responsive to a request has been transferred to the possession, custody or control of another entity, the name, address and principal officer or officers of such other entity should be provided.
3. Each request for a document or documents shall be deemed to call for the production of the original document or documents. In addition, each request should be considered to include all copies and, to the extent applicable, preliminary drafts of documents which, as to content, differ in any respect from the original or final draft, or from each other (for example, by reason of handwritten notes or comments having been added to one copy of a document but not on the original or other copies thereto.)
4. Documents shall be produced as they are kept in the usual course of business.
5. Documents shall be produced in their original state, for example, in their original file folders in the exact order as found, without removal or rearrangement of anything contained therein.
6. If copies of documents are produced, they shall be produced together with a photocopy of the file, binder, box or other container in which the original document was found, so as to disclose the title or label of such container.
7. Whenever a document has not been produced in its entirety, fully state the reason or reasons it has not been produced in its entirety and describe to the best of your knowledge, information and belief, and with as much particularity as possible, those portions of the document that have not been produced.
8. Whenever a document has been withheld because the request is objected to on grounds of privilege, work product or confidentiality or any other grounds: (a) identify the

document; (b) describe the nature of the document (for example, letter, chart or memorandum); (c) identify the privilege and any statute, rule or decision upon which you rely in withholding the document, and state the factual basis supporting the privilege claimed; (d) set forth each request to which each such document is responsive; (e) state the date of the document; (f) describe the subject matter of the document; (g) identify the authors(s), the recipient(s) and all person(s) who received copies of the document; and (h) identify all persons who participated in its preparation, and all persons to whom it was disclosed and, where not apparent, their relationships to one another.

9. Each demand herein is continuing and requires prompt supplementary responses if further responsive documents are subsequently obtained or discovered or otherwise come into your possession, custody or control.

10. Whenever necessary to bring within the scope of these requests documents or information which might otherwise be construed to be outside the scope of these requests: (a) the use of a verb in any tense shall be construed as the use of that verb in all other tenses; (b) the use of a word in its singular form shall be deemed to include within it use the plural form as well; and (c) the use of a word in its plural form shall be deemed to include within its use the singular form as well.

11. Unless otherwise specified, all requests constitute a request for any document which refers to or was created during the period from January 1, 2005 through present.

12. All terms defined in paragraphs 1 through 11 above shall have the meanings set forth therein, whether capitalized in the requests or not.

REQUESTS FOR PRODUCTION OF DOCUMENTS

1. All contracts, licenses, or other agreements (including all drafts thereof and any supplements or modifications thereto) between and among You, on the one hand, and any Plaintiff, on the other hand, concerning the use, publication, display, or broadcast of any material to which any such Plaintiff owns, holds, claims, or otherwise maintains a copyright.
2. All communications (including emails) concerning any contract, license, or agreement between and among You, on the one hand, and any Plaintiff, on the other hand, concerning the use, publication, display, or broadcast of any material to which any Plaintiff owns, holds, claims, or otherwise maintains a copyright.
3. All documents concerning any contract, license, or agreement between and among You, on the one hand, and any Plaintiff, on the other hand, concerning the use, publication, display, or broadcast of any material to which any Plaintiff owns, holds, claims, or otherwise maintains a copyright.
4. Documents sufficient to show the amounts paid by You to any Plaintiff pursuant to any contract, license, or agreement between and among You, on the one hand, and any Plaintiff, on the other hand, concerning the use, publication, display, or broadcast of any material to which any Plaintiff owns, holds, claims, or otherwise maintains a copyright.
5. All documents sufficient to show the amounts paid by You annually to any Plaintiff for any Song on Exhibit 1.
6. All documents concerning Defendants and/or the LimeWire software application.
7. All documents concerning any communication (including emails) between You and any person regarding any actual or potential license for the use, publication, display, or

broadcast of any material to which any Plaintiff owns, holds, claims, or otherwise maintains a copyright.

8. All documents produced in the Grokster Litigation.

9. All documents concerning any claims, suits, actions, complaints, or other legal proceedings (whether commenced or threatened to be commenced) against, or any cease and desist letters issued to, You by any Plaintiff concerning the use, publication, display, or broadcast of any material to which any such Plaintiff owns, holds, claims, or otherwise maintains a copyright.

10. All documents You produced, provided or made available to, or otherwise shared with, any Plaintiff in connection with any claims, suits, actions, complaints, or other legal proceedings (whether commenced or threatened to be commenced) against You by any Plaintiff concerning the use, publication, display, or broadcast of any material to which any such Plaintiff owns, holds, claims, or otherwise maintains a copyright.

11. For each of the Songs, documents sufficient to show the total aggregate number of upload views since the Song was made available for upload viewing by You, as well as the total aggregate number of upload views on a daily, weekly, monthly, and yearly basis.