UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC RECORDING CORPORATION; ARISTA MUSIC, fka BMG MUSIC; CAPITOL RECORDS, LLC, fka 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.,

06 Civ. 05936 (KMW) ECF CASE

Plaintiffs,

v.

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

Defendants.

DECLARATION OF MELINDA E. LEMOINE IN SUPPORT OF PLAINTIFFS' MOTION *IN LIMINE* TO PRECLUDE DEFENDANTS' ARGUMENT THAT OTHER ILLEGAL SERVICES WOULD HAVE INDUCED INFRINGEMENT OF PLAINTIFFS' COPYRIGHTS IF LIME WIRE HAD NOT

Glenn D. Pomerantz (pro hac vice) Kelly M. Klaus (pro hac vice) Melinda E. LeMoine Susan T. Boyd (pro hac vice) Jonathan H. Blavin (pro hac vice) Munger, Tolles & Olson LLP 355 South Grand Avenue Los Angeles, CA 90071 (213) 683-9100 Attorneys for Plaintiffs

Date: February 25, 2011

1. I am a partner at the law firm of Munger, Tolles & Olson LLP, counsel of record for Plaintiffs. I make this Declaration in support of Plaintiffs' Motion *In Limine* to Preclude Defendants' Argument That Other Illegal Services Would Have Induced Infringement Of Plaintiffs' Copyrights If Lime Wire Had Not. The contents of this Declaration are based upon my own personal knowledge, and if called upon to do so, I could and would testify competently to the matters stated herein.

Attached hereto as Exhibit 1 is a true and correct copy of a letter dated September
23, 2010, from Glenn D. Pomerantz to this Court regarding the issues to be addressed at trial.

3. Attached hereto as Exhibit 2 is a true and correct copy of excerpts from the January 14, 2011, Expert Report of George G. Strong, Jr.

4. Attached hereto as Exhibit 3 is a true and correct copy of excerpts from the January 14, 2011, Expert Report of Aram Sinnreich.

5. Attached hereto as Exhibit 4 is a true and correct copy of excerpts from the February 11, 2011 deposition transcript of Aram Sinnreich.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: February 25, 2011 Los Angeles, CA

> /s Melinda E. LeMoine Melinda E. LeMoine