

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 TO PRECLUDE EVIDENCE OR ARGUMENT CONCERNING PRIOR
SETTLEMENT DISCUSSIONS**

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*)
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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 to Preclude Evidence or Argument Concerning Prior Settlement Discussions. 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.

2. Attached hereto as Exhibit 1 is a true and correct copy of the January 5, 2011 letter from Mary Eaton to Judge Freeman. This letter contains material that has been designated **Restricted Confidential—Outside Attorneys Eyes Only** under the Protective Order governing this action.

3. Attached hereto as Exhibit 2 is a true and correct copy of the January 13, 2011 letter from Tariq Mundiya to Judge Freeman. This letter contains material that has been designated **Restricted Confidential—Outside Attorneys Eyes Only** under the Protective Order governing this action.

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

Dated: February 25, 2010
Los Angeles, CA

/s/ Melinda E. LeMoine

Melinda E. LeMoine