

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, 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.,

Plaintiffs,

v.

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

Defendants.

06 Civ. 05936 (KMW)  
ECF CASE

**REPLY DECLARATION OF JOAN CHO IN SUPPORT OF PLAINTIFFS' MOTION  
FOR PARTIAL SUMMARY JUDGMENT REGARDING OWNERSHIP**

I, JoAn Cho, the undersigned, hereby declare:

1. I am currently employed in the Business and Legal Affairs department of UMG Recordings, Inc. as Senior Director – Litigation Counsel. UMG Recordings, Inc. is the primary U.S. record company in a group of music-related companies that also includes Interscope Records and Motown Record Company, L.P. (collectively, “UMG Plaintiffs”). In connection with my job responsibilities, I have become and am familiar with the nature and scope of the UMG Plaintiffs’ business, including but not limited to their copyrights, business records, and business relationships. I have personal knowledge of the following facts and/or possession, custody and/or control of the business records of the UMG Plaintiffs relevant thereto and, if called as a witness, could and would competently testify thereto.

2. As explained in Paragraph 54 of my January 24, 2011 Declaration (“1/24/2011 Cho Declaration”), thirty seven UMG Certificates identify as the “copyright claimant” a foreign affiliate of UMG Recordings, Inc., including “Decca Music Group Limited,” “Mercury Music Entertainment,” “Mercury Records, Ltd.,” “Island Records Limited,” “Phonogram International B.V.,” “Phonogram Limited,” “Polydor Ltd. (UK),” “Polydor Records Ltd. (UK),” “Polygram International Music B.V.,” “Polygram Ireland Ltd.,” “Universal International Music B.V.,” “Universal Island Records Ltd.,” “Universal Music (Denmark),” “Universal Music International,” “Universal Music International, B.V.,” and “Universal Music SA.” UMG Recordings, Inc. is the exclusive licensee of these recordings in the United States pursuant to Inter Company Licensing Agreements.

The relevant agreements for 2004 – 2010 were attached as exhibits 46-52 of the 1/24/2011 Cho Declaration.<sup>1</sup>

3. For the avoidance of doubt, I shall further describe how UMG Recordings, Inc. receives exclusive rights to these sound recordings in the United States under these agreements using the 2010 Inter Company License Agreement as a representative example. A true and correct copy of the 2010 Inter Company License Agreement was previously submitted as Exhibit 52 to the 1/24/2011 Cho Declaration.

[REDACTED]

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<sup>1</sup> The Inter Company License Agreements also are relevant to the three UMG Certificates that identify “Happenstance, Ltd.” as the “copyright claimant.” [REDACTED]

[REDACTED] Phonogram Ltd. was the previous name of Mercury Records Ltd., a foreign affiliate of UMG Recordings, Inc. See 1/24/2011 Cho Declaration ¶ 32; SUF ¶ 155. The Inter Company License Agreements also are relevant to two UMG Certificates that identify “This Record Co. Ltd” as the “copyright claimant.” This Record Co. Ltd. is owned by Universal Music Leisure Limited, a foreign affiliate of UMG Recordings, Inc. See 1/24/2011 Cho Declaration ¶ 50; SUF ¶ 181. UMG Recordings, Inc. is the exclusive licensee of these recordings in the United States pursuant to the Inter Company Licensing Agreements.

[REDACTED]

4. UMG Recordings, Inc.’s distribution in the United States of the sound recordings *Everybody’s Changing, Somewhere Only We Know, Sunshine, We Might as Well Be Strangers* and *Your Eyes Open* associated with the album *Hope and Fears* by the artist Keane is an example of the above-described licensing arrangement:

(a) Universal-Island Records, Ltd. is the “copyright claimaint” on the certificate of registration for these sound recordings. Attached hereto as Exhibit 1 is a true and correct copy of the certificate of registration, which was also previously submitted as an electronic exhibit to the 1/24/2011 Cho Declaration.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

(c) Pursuant to the Inter Company License Agreements, UMG Recordings, Inc. (in this case, specifically Interscope Records, an unincorporated division of UMG Recordings, Inc.) is the exclusive licensee in the United States of these sound recordings.

(d) This arrangement is also reflected in the copyright notice displayed on iTunes related to these sound recordings. Attached hereto as Exhibit 2 is a true and correct copy of an iTunes Screen Shot, which states: “(P) 2004 Universal-Island Records, Ltd. under exclusive license to Interscope Records in the USA.” In this context, Interscope Records refers to the unincorporated division of UMG Recordings, Inc. *See also* 1/24/2011 Cho Decl. at ¶ 33.

(e) This arrangement also is reflected in the label copy included with the album *Hope and Fears* when it is sold in CD format. Attached hereto as Exhibit 3 is a true and correct copy of the back cover of the CD *Hope and Fears*. It states “(P)© 2004 Universal-Island Records, Ltd. under exclusive license to Interscope Records in the USA.” In this context, Interscope Records refers to the unincorporated division of UMG Recordings, Inc. *See also* 1/24/2011 Cho Decl. at ¶ 33.

5. The UMG Plaintiffs also own, or have the right to enforce, exclusive rights in the United States to the sound recordings *Here Comes the Night* and *Mystic*

*Eyes* by the artist Them, *My Baby Loves Lovin'* by the artist White Plains and *Question, The Story in Your Eyes*, and *Tuesday Afternoon (Forever Afternoon)* by the Moody Blues. I understand that Defendants do not dispute that Decca Record Company Limited owns or controls the exclusive rights in these sound recordings. Decca Record Company Limited (now known as Decca Music Group Limited) is a foreign affiliate of UMG Recordings, Inc. Plaintiff UMG Recordings, Inc. is the exclusive licensee in the United States for these sound recordings pursuant to the Inter Company License Agreements discussed above.

6. The UMG Plaintiffs also own, or have the right to enforce, exclusive rights in the United States to the sound recordings *All I See Is You, I Only Want to Be with You, Stay Awhile*, and *The Look of Love* by Dusty Springfield, *Mighty Quinn (Quinn the Eskimo)* by Manfred Mann, and *Silver Threads and Golden Needles* by the Springfields. I understand that Defendants do not dispute that Philips Records Limited owns or controls the exclusive rights in these sound recordings. Philips Records Limited (now known as Mercury Records Limited) is a foreign affiliate of UMG Recordings, Inc. Plaintiff UMG Recordings, Inc. is the exclusive licensee in the United States for these sound recordings pursuant to the Inter Company License Agreements discussed above.

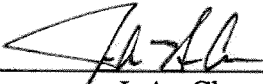
7. The UMG Plaintiffs also own, or have the right to enforce, exclusive rights in the United States to the sound recordings *Happy Jack* by the Who. I understand that Defendants do not dispute that Polydor Records Limited owns or controls the exclusive rights in these sound recordings. Polydor Records Limited (now known as Makeback Limited) is a foreign affiliate of UMG Recordings, Inc.

Plaintiff UMG Recordings, Inc. is the exclusive licensee in the United States for these sound recordings pursuant to the Inter Company License Agreements discussed above.

8. The UMG Plaintiffs also own, or have the right to enforce, exclusive rights in the United States to the sound recordings *Stay Awhile* by the Bells. I understand that Defendants do not dispute that Polydor Records Canada Limited owns or controls the exclusive rights in these sound recordings. Polydor Records Canada Limited (now known as PolyGram Canada Inc.) is a foreign affiliate of UMG Recordings, Inc. Plaintiff UMG Recordings, Inc. is the exclusive licensee in the United States for these sound recordings pursuant to the Inter Company License Agreements discussed above.

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

Dated: March 1 2011  
Santa Monica, California

  
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JoAn Cho