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.

PLAINTIFFS' NOTICE OF MOTION AND MOTION TO FILE CONFIDENTIAL MATERIAL UNDER SEAL

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

Date: March 1, 2011

NOTICE TO THE COURT, DEFENDANTS AND THEIR COUNSEL OF RECORD:

Plaintiffs hereby move this Court to place under seal, until further order of this Court, the following documents:

- Plaintiffs' Reply Memorandum of Law In Support Of Plaintiffs' Motion for
 Partial Summary Judgment Regarding Plaintiffs' Ownership or Control of the
 Works at Issue (unredacted, confidential version)
- Plaintiffs' Reply to Defendants' Responses To Rule 56.1 Statement In Support of Plaintiffs' Motion for Partial Summary Judgment Regarding Ownership (unredacted, confidential version)
- Exhibits 1 and 2 to the Reply Declaration of Alasdair McMullan
- Reply Declaration of JoAn Cho (unredacted, confidential version)

The above-referenced documents contain material that has been designated by Plaintiffs as Restricted Confidential-Outside Attorney's Eyes Only, pursuant to the Amended Stipulation and Protective Order (the "Amended Protective Order"), concerning information produced in discovery, a copy of which is on file with the Court (Dkt. 400). Exhibits 1 and 2 to the Reply Declaration of Alasdair McMullan define in detail the terms of Plaintiffs' ownership of particular works at issue. The Reply Declaration of JoAn Cho describes in detail the terms of the UMG Plaintiffs' intercompany licensing and marketing practices. Plaintiffs' Reply Memorandum of Law in Support of Plaintiffs' Motion for Partial Summary Judgment Regarding Plaintiffs' Ownership or Control of the Works at Issue and Plaintiffs' Reply to Defendants' Responses to Rule 56.1 Statement in Support of Plaintiffs' Motion for Partial Summary Judgment Regarding Ownership quote and/or refer to these materials as well as other confidential materials previously filed and maintained under seal in this action.

Under the Protective Order and by agreement of Plaintiffs, Plaintiffs cannot share such

material even amongst each other, because to do so could cause competitive harm. Plaintiffs do

not want the terms of each other's ownership to be shared amongst one another, because to do so

would allow co-Plaintiffs in this action to potentially gain a competitive advantage based on

knowledge of the inner workings of their competitors in their relationships with their affiliates

and their recording artists. Releasing each companies' individual ownership details covering

particular recording artists into the public record could also reveal the confidential business

information of those recording artists.

For the foregoing reasons, Plaintiffs request that the unredacted documents and Exhibits

1 and 2 to the McMullan Declaration be filed under seal. Plaintiffs are simultaneously filing

redacted versions of the above-referenced documents omitting only the confidential materials.

Plaintiffs will include this Motion in the Letter Your Honor directed the parties to submit by

March 11 collecting all of the requests for under seal treatment that have been filed since January

14.

Dated: March 1, 2011

Respectfully submitted

/s/ Melinda E. LeMoine

Melinda E. LeMoine

Attorney for Plaintiffs

Munger, Tolles & Olson LLP

355 South Grand Avenue, 35th Floor

Los Angeles, CA 90071-1560

(213) 683-9100

(213) 687-3702 (Fax)

2

13271714.1