

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; and M.J.G. LIME WIRE
FAMILY LIMITED PARTNERSHIP,

Defendants.

06 Civ. 05936 (KMW)
ECF CASE

**DECLARATION OF MELINDA E. LEMOINE IN SUPPORT OF PLAINTIFFS'
MOTION TO PRECLUDE CERTAIN PURPORTED EXPERT TESTIMONY BY
GEORGE STRONG**

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: March 2, 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 Certain Purported Expert Testimony by George Strong. 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 excerpts from the transcript of the deposition of George Strong taken in this action.

3. Attached hereto as Exhibit 2 is a true and correct copy of the Expert Report of George G. Strong Jr.

4. Attached hereto as Exhibit 3 is a true and correct copy of the document titled "*MusicWatch Digital: Monthly RIAA Update, March 2007 Data*" produced by Plaintiffs in this action at SONY 733127.

5. Attached hereto as Exhibit 4 is a true and correct copy of the Rebuttal Expert Report of Dr. Stan J. Liebowitz.

6. Attached hereto as Exhibit 5 is a true and correct copy of the e-mail from Mark Gorton to Eric Berger dated September 23, 2005 produced by Defendants in this action at LW DE 0966063.

7. Attached hereto as Exhibit 6 is a true and correct copy of the document titled "Analyzing the LimeWire User Base" produced by Defendants in this action at LW DE 1932840.

8. Attached hereto as Exhibit 7 is a true and correct copy of the e-mail (with attachment) from gbildson@limepeer.com to rsterne@limepeer.com dated October 14, 2005 produced by Defendants in this action at LW DE 260239.

9. Attached hereto as Exhibit 8 is a true and correct copy of the document titled "3.1 Projections" produced by Defendants in this action at LW DE 383420.

10. Attached hereto as Exhibit 9 is a true and correct copy of excerpts from the transcript of the deposition of Aram Sinnreich taken in this action.

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

Dated: March 2, 2011
Los Angeles, CA

s/Melinda E. LeMoine
Melinda E. LeMoine