

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ARISTA RECORDS LLC; ATLANTIC RECORDING CORPORATION; BMG MUSIC; CAPITOL RECORDS, INC.; ELEKTRA ENTERTAINMENT GROUP INC.; INTERSCOPE RECORDS; LAFACE RECORDS LLC; MOTOWN RECORD COMPANY, L.P.; PRIORITY RECORDS LLC; SONY BMG MUSIC ENTERTAINMENT; UMG RECORDINGS, INC.; VIRGIN RECORDS AMERICA, INC.; and WARNER BROS. RECORDS INC.,

Plaintiffs,

v.

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

Defendants.

No.: 06 CIV. 5936 (GEL)

**DECLARATION OF
HEBERT F. KOZLOV,
ESQ. IN SUPPORT OF
NON-PARTY QTRAX
INC.'S MOTION TO
QUASH SUBPOENA**

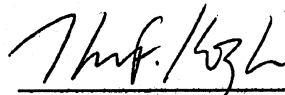
HERBERT F. KOZLOV, an attorney duly admitted to the practice of law in the courts of the State of New York, affirms the following under penalty of perjury:

1. I am a partner at Reed Smith LLP, attorneys for non-party movant QTrax, Inc. ("QTrax"). I am fully familiar with the facts and circumstances set forth herein and submit this Declaration in support of Non-Party QTrax Inc.'s Motion to Quash Subpoena pursuant to Fed.R.Civ.P. 45(c)(3), and to present true and correct copies of the following documents to the Court:
2. Attached as Exhibit 1 is a true and correct copy of the Subpoena served on QTrax, Inc. on March 6, 2008, that was issued by the Defendants in the above-captioned case.
3. Attached as Exhibit 2 is a true and correct copy of this Court's Opinion and Order Number 95476, dated December 3, 2007, which appears on the docket in the above captioned case as Document Number 51.

4. Attached as Exhibit 3 is a true and correct copy of the Plaintiffs' First Amended Complaint, dated July 26, 2007, *without exhibits*, which appears on the docket in the above captioned case as Document Number 35.

WHEREFORE Non-Party QTrax Inc. respectfully requests that this Court grants its Motion to Quash Subpoena pursuant to Fed.R.Civ.P. 45(c)(3) and that costs be awarded to Qtrax, along with such other and further relief as the Court deems just and proper.

Dated: New York, New York
March 17, 2008



HERBERT F. KOZLOV