

# Exhibit C

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS et al., )  
 ) Case No. 06-CV-5936 (KW)  
 )  
 Plaintiffs, ) **ECF CASE**  
 )  
 v. )  
 )  
 LIME WIRE LLC, et al., )  
 )  
 Defendants. )  
 )  
 )  
 )  
 )  
 )

**DECLARATION OF MARK GORTON IN SUPPORT OF  
DEFENDANTS' OPPOSITION TO PLAINTIFFS' MOTION FOR PRELIMINARY  
INJUNCTION FREEZING DEFENDANTS' ASSETS**

I, Mark Gorton, declare as follows:

1. My name is Mark Gorton. I have personal knowledge of the facts set forth herein and, if called as a witness, I could and would testify competently to them.

**BACKGROUND**

2. I was born in 1966 and grew up in Oradell, New Jersey. I went to public school in Oradell and graduated valedictorian of my high school class. I then went to Yale University where I studied electrical engineering. I always enjoyed math and science, and I pursued engineering at the suggestion of my father. I graduated in 1988 and went to Stanford University where I received a master's degree in electrical engineering.

3. I focused my engineering studies on circuits and control systems, which entailed a knowledge of mathematics and had a number of applications in, for example, robotics and aircraft mechanics. My studies also involved digital signal processing which involves the use of computer algorithms to analyze and measure signals using mathematical techniques.

**ADDITIONAL ENTITIES NAMED BY PLAINTIFFS**

27. I have reviewed the list of entities defined by Plaintiffs as “Defendant Affiliates” in their proposed Preliminary Injunction Freezing Defendants’ Assets. To my knowledge, a number of the entities listed as Defendant Affiliates no longer exist including, A&M Roadhouse, Lime Overseas Fund, Ltd., Lime Capital Management Administrators, LLC, Lime Fund LLC, Tower Research Capital Holdings Inc., and Lime Capital Management LLC.

28. Although, Lime Lock LLC uses the Lime name, I am only tangentially involved in Lime Lock LLC. Lime Lock LLC is founded and run by Alexander Zehnbaucht. I indirectly own a 48% interest in 20% of Lime Lock.

29. Six of the entities listed by Plaintiffs -- Limestone Trading LLC, Sharp Rock Trading, Ltd., Spire Master Fund, Ltd., Split Level LLC, Tower Research Capital Europe LLC and Tower Research Capital Investments LLC -- are some of the private investment funds managed by Tower Research on behalf of numerous investors. In addition to third parties, I have indirect investments in a number of these entities.

30. Plaintiffs have included several Family Limited Partnerships in their list of “Defendant Affiliates.” For each of these, I am a limited partner with between a 46% and 48% interest.

**NO DISSIPATION OF ASSETS**

31. For many years, my accountants suggested that I talk to an attorney about estate and tax planning measures due to the breadth of my assets. In or around January of 2005, I finally took their advice. Following those discussions, my attorneys began setting up several family limited partnerships to which we agreed a portion of my and my immediate family’s assets would be transferred. Although the formal organization of the M.J.G. Lime Wire Family Limited Partnership was completed in June of 2005, the structure and assets to be contributed

was decided long before then. The establishment of the LW FLP was completed months before the RIAA sent a cease and desist letter regarding the LimeWire software.

32. While in 2005 I transferred many of my assets into limited partnerships for estate and tax planning purposes, I also maintained, and continue to maintain a significant portion of my assets outside of the FLPs. My wife and I jointly own a brownstone in Manhattan which we purchased in 2005 for \$4.8 million, and we maintain three bank accounts in New York holding approximately \$17 million. I also hold in my own name several direct investments worth another approximately \$2 million.

33. I have never “secreted” or otherwise transferred any of my assets in an effort to hide them from the plaintiffs in this case or anyone else. I do invest indirectly in some offshore hedge funds as part of my ordinary investing activities, and I have indirect ownership interests in entities that own subsidiaries in other countries, as part of their normal business activities. But I have no personal off-shore bank accounts, and have never set up any off-shore entities to hold my personal assets. Other than the offshore hedge fund investments, all of my assets are maintained within the United States.

**PLAINTIFFS’ PROPOSED ASSET FREEZE**

34. I have reviewed the Plaintiffs’ Motion for Preliminary Injunction to Freeze Defendants’ Assets. I do not believe there is any reason to freeze any portion of my assets since I have not and have no intention to hide my assets or otherwise make them unavailable for payment of any judgment against me in this action. Indeed, as I have for the past 12 years, my plan is to continue growing my assets through continued investments.

35. A strict freeze of my assets has the potential to destroy value and reduce the potential amount that any creditor could collect from me. Historically I have made significant profits investing my assets. If any of my assets are frozen, I will lose the opportunity to invest