

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

Defendants.

CIVIL ACTION NO. 06 CV. 5936
(GEL)

**DECLARATION OF GREGORY L. BILDSON IN SUPPORT
OF DEFENDANTS' MOTION FOR SUMMARY JUDGMENT**

I, Gregory L. Bildson, the undersigned, hereby declare as follows:

1. My name is Gregory L. Bildson. I reside in Jersey City, New Jersey. I am over eighteen years of age, of sound mind, and in all ways qualified and competent to make this declaration. I have personal knowledge of the facts contained in this declaration and they are true and correct.

2. I am the Chief Technology Officer ("CTO") and the former Chief Operating Officer ("COO") of Lime Wire LLC ("LW"). I have been the CTO since the Fall of 2000 and was the COO from May, 2001 to May, 2008. I am one of the many software developers at LW that have assisted in the development of the software program called "LimeWire".

3. While employed at LW, one of my responsibilities has been to assist in the development of the LimeWire software application. Originally, a software developer by the name of Chris Rohrs was hired to write the code for the first version of LimeWire, which he did in 2000. The initial version of LimeWire was launched in November 2000 (as version 0.4) and since that time, over 100 versions have been released.

4. The initial team of software developers at LW included myself, Chris Rohrs, Adam Fisk, Sumeet Thadani, Rob Soule, Anurag Singla and Tarun Kapoor. Over the years, our software development team has changed. Today, our client development team is comprised of over 10 software developers. Sam Berlin was recently named development director and the leader of the development for the LimeWire client.

5. Throughout my career at Lime Wire, the development of LimeWire has been fairly spread-out to all developers. In making decisions with respect to changes in the features or functionality of the LimeWire software application, LW uses a team-based approach.

6. Like the other developers at LW, I have written certain areas of the underlying code of the program. My principal contribution with respect to LimeWire has been on the LimeWire Pro purchase system, as well as early contributions to the user interface and features such as magnet link handling.

7. I have never assisted in the preparation of any forecasts, budgets or financial statements relating to LW.

8. I have never had any ownership interest in either LW or LG. I report to Mark Gorton, who is the Chairman of LW, and George Searle, who is the CEO of LW. I have never held the power to control what is or is not done at LW, especially with respect to the distribution of the LimeWire software.

9. I have never knowingly assisted any person to commit copyright infringement, including any LimeWire user. Likewise, I have had no involvement whatsoever in what LimeWire users use the software for, nor can I personally control what users do with the software.

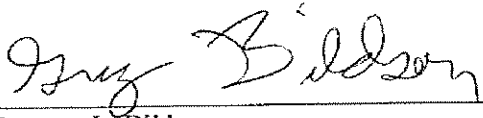
10. Beginning in August, 2003, LW began offering a service called MagnetMix. MagnetMix is a web-based portal that allows content owners, such as musicians, software programmers, etc., to freely distribute their works over the Internet, including the Gnutella network. This service distributes independent works using web-based "magnet links," which offer a direct link to content over the Gnutella network. Since the implementation of this feature, hundreds of artists and other content owners have submitted their content for distribution. Attached hereto as Exhibit 1, are true and correct copies of pages from the MagnetMix website reflecting in part, the content that is currently being offered. LW has also entered into agreements with several independent record labels representing hundreds of independent artists so as to allow their content to be distributed over MagnetMix.

11. At one point in time, the U.S. Army allowed MagnetMix to distribute a promotional video game it had made. It is still available on MagnetMix.

12. Except on very, very rare occasions, I have had no direct contact with LimeWire users. I am also not aware of any LG employee having any direct contact with LimeWire users. This includes any technical support; neither I nor anyone at LG, as far as I know, has ever provided any technical assistance to any LimeWire user nor have I ever assisted any Lime Wire user to commit copyright infringement. I also do not have any knowledge of what LimeWire users are searching for or downloading at any particular moment in time.

13. I am not aware of any LG server that has any involvement in the downloading of the LimeWire software nor am I aware of any LG server that has any involvement with LimeWire users and their use of the LimeWire software.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this declaration is executed in Rancho Palos Verdes, California on July 17, 2008.



Gregory L. Bildson