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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
CAPITOL RECORDS, LLC,

Plaintiff,

Civil Action No: 12 CIV 0095
(RJS)

- against -

REDIGI, INC. ,

Defendant.
-----X

**REPLY DECLARATION OF GARY ADELMAN IN SUPPORT OF
DEFENDANTS' MOTION FOR SUMMARY JUDGMENT**

GARY ADELMAN, pursuant to 28 U.S.C. § 1746, declares under the penalty of perjury, as follows:

1. I am a partner at the law firm of Meister, Seelig & Fein LLP, attorneys for Defendant Redigi, Inc. ("Defendant"). As such, I am fully familiar with the facts and circumstances herein based upon my personal handling of the file.

2. I make this declaration in support of Defendant's reply for its motion for summary judgment granting Defendant judgment as a matter of law and dismissing all of Plaintiff Capitol Records LLC's ("Plaintiff") claims on the grounds that the Plaintiff cannot prove the necessary elements of all of its claims.

3. A true and correct copy of the documents with the bate stamp numbers CAP [REDACTED] CAP [REDACTED] as received from Plaintiff during discovery are annexed hereto as Exhibit "1."

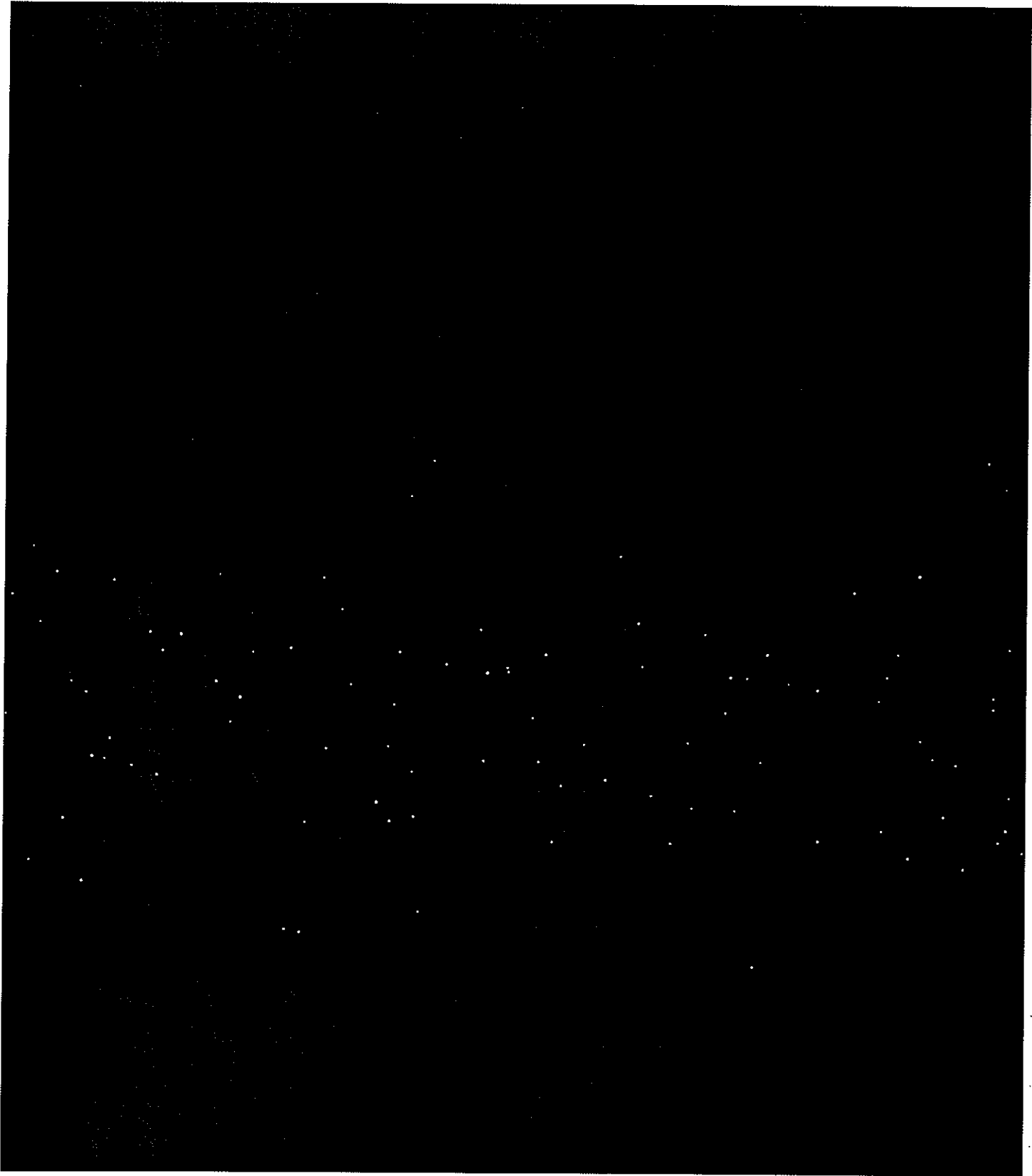
4. The reason for this declaration is solely because the pages attached as Exhibit "1" have been designated by the Plaintiff's as "HIGHLY CONFIDENTIAL – ATTORNEYS' EYES ONLY (OUTSIDE COUNSEL ONLY)" and thus Mr. Lawrence Rudolph a/k/a Rogel, who has also submitted a declaration with this reply, cannot review the Exhibit "1" and cannot declare that it is a true and correct copy of same.

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

Executed on August 24, 2012 in New York, New York.

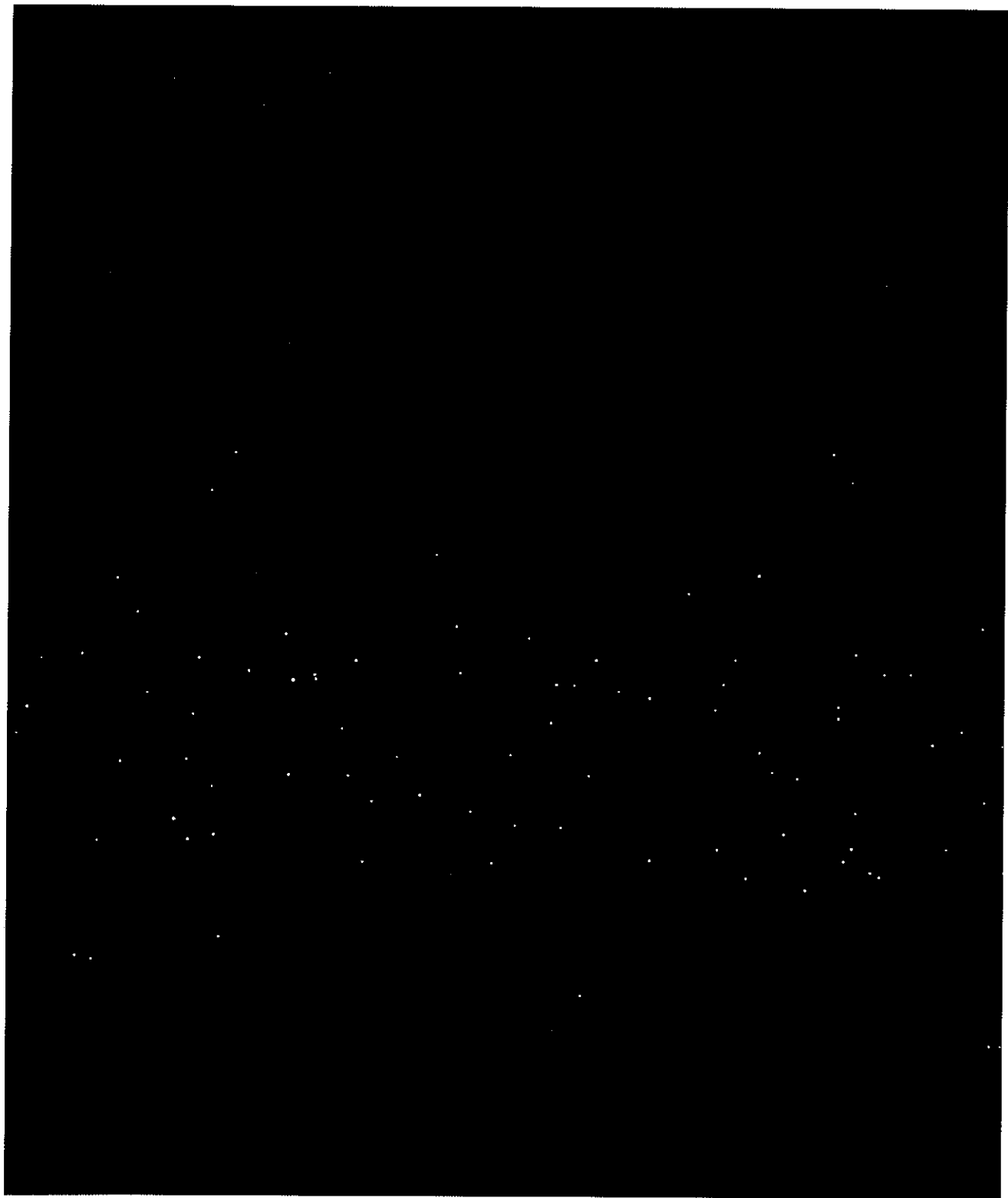

GARY ADELMAN ESQ.

Exhibit 1



HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY
(OUTSIDE COUNSEL ONLY)

CAP 000384



HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY
(OUTSIDE COUNSEL ONLY)

CAP 000385