

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 WIRE LLC; LIME GROUP LLC; MARK  
GORTON; and GREG BILDSON,

Defendants.

CIVIL ACTION NO. 06 CV.  
5936 (GEL)

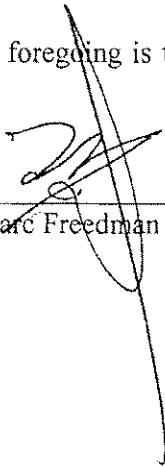
I, Marc Freedman, hereby declare:

I am the Chief Executive Officer (“CEO”) of RazorPop, Inc. (“RazorPop”). RazorPop is the developer and distributor of TrustyFiles, peer-to-peer (“P2P”) network software similar to Lime Wire. TrustyFiles allows a user to access multiple P2P networks such as Gnuetella and Bit Torrent, just like Lime Wire.

RazorPop’s P2P Street Team is a program that enables artists to use TrustyFiles to distribute music and video throughout P2P file sharing networks. The best known artist who has used TrustyFiles to distribute his music is Grammy award-winning artist Sananda Maitreya, formerly known as Terence Trent D’Arby. Sananda Maitreya is best known for hits such as “Wishing Well,” “Sign Your Name” and “If You Let Me Stay.” In 2002, Sananda released his Wildcard! album for free over the Internet. In 2004, he became the first major artist to use TrustyFiles to distribute his “Angels and Vampires” project. In fact, Sananda made two new songs and a video exclusively available over P2P.

The artists that use P2P technology to distribute their music, such as Sananda Maitreya, benefit in several ways from the technology. P2P provides artists a great deal of exposure. Consumers who would not otherwise have known about the artist gain exposure to the artist’s music. Consumers familiar with the artist see new works. Consumers can sample the artist’s music. If they enjoy the music, they can join the artist’s fan club to learn the latest news, buy the digital single or album, purchase the CD or other merchandise, and attend a live concert.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration is executed on July 15, 2008.



---

Marc Freedman