

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 ELIZABETH WEINER IN SUPPORT
OF DEFENDANTS' MOTION FOR SUMMARY JUDGMENT**

I, Elizabeth Weiner, the undersigned, hereby declare as follows:

1. My name is Elizabeth Weiner. 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 Financial Officer ("CFO") of Lime Group LLC ("LG"). I have worked at LG since July 9, 2001, first as its controller and now as its CFO.

3. LG is a limited liability company. It provides a range of management services to a variety of companies with which Mark Gorton is associated, including Lime Wire LLC ("LW"). LG today has 11 employees.


4. Over the years, LG has provided some limited services to LW and certain companies associated with Mark Gorton, including, for example, bookkeeping, preparation of financial documents, and office services. Whenever a LG employee performs such services for LW, LW pays LG for those services.

5. I am also familiar with the books and records of LW because over the years I have reviewed them and have prepared financial statements and other financial-related documents on behalf of LW. Since the tax year 2001, LW has never filed consolidated tax returns with LG or any other entity. LW has its own set of books and records that are kept separate. LW maintains its own checking accounts and it does not co-mingle its assets with LG. LW also prepares its own separate financial statements.

6. I have never provided any assistance with technical support for the LimeWire software. LG does not own or operate any servers associated whatsoever with the use of the LimeWire software application.

7. I am generally familiar with the transaction involving the MJG Lime Wire Family Limited Partnership (the "FLP"). As part of that transaction, LG sold its interest in LW to the FLP in an arms-length transaction. LG was and remains solvent through today.

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 New York, New York on July 17, 2008.



Elizabeth Weiner