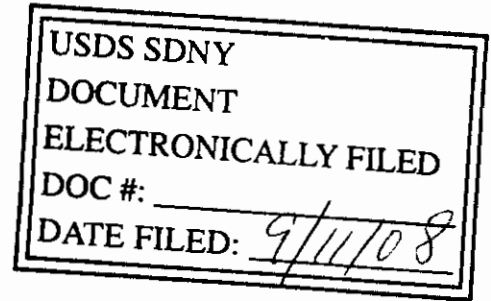


CAPITOL RECORDS, INC., a Delaware Corporation;
CAROLINE RECORDS, INC., a New York Corporation;
VIRGIN RECORDS AMERICA, INC., a California Corporation;
EMI BLACKWOOD MUSIC, INC., a Connecticut Corporation;
EMI APRIL MUSIC, INC., a Connecticut Corporation;
EMI FULL KEEL MUSIC, Inc., a duly organized Corporation;
EMI VIRGIN MUSIC, INC., a New York Corporation;
EMI ROBBINS CATALOG, INC., a New York Corporation;
EMI WATERFORD MUSIC, INC., a California Corporation;
EMI GROVE PARK MUSIC, INC., a duly organized Corporation;
COLGEMS-EMI MUSIC, INC., a Delaware Corporation; and
EMI VIRGIN SONGS, INC., a New York Corporation

CASE NO. 08 CV 5831 (HB)

PROPOSED PRETRIAL SCHEDULING ORDER



Plaintiffs,

v.

VIDEOEGG, INC. d/b/a VIDEOEGG.COM, a Delaware corporation;
HI5 NETWORKS, INC. d/b/a HI5.COM; and
DOES 1-10, inclusive

Defendants.

APPEARANCES:

Plaintiff(s) by: Mitchell Silberberg & Knupp LLP
Defendant VideoEgg, Inc. by: Orrick, Herrington & Sutcliffe LLP
Defendant hi5 Networks, Inc. by: Cooley Godward Kronish LLP

HAROLD BAER, Jr., District Judge:

Do the parties consent to proceed before a United States Magistrate for all purposes, pursuant to 28 U.S.C. § 636(c) and Fed. R. Civ. P. 73?

Yes ___ No x

Pursuant to Rule 16(b) of the Federal Rules of Civil Procedure, after holding an initial pretrial conference on notice to all parties, it is hereby ordered that:

Except under circumstances agreed to by the Court:

1. **This case is to be added to the October 2009 Trailing Trial Calendar.**
Jury x. Non-Jury __. Estimated number of trial days is 7-10. Counsel should not make any other commitments during this month. As a general rule, and for your information when

filling this out prior to the PTC keep in mind that most all cases will be tried within a reasonable time from the date of this pretrial conference based on the complexity of the case, rarely more than 12-14 months so don't agree on 2 years, etc., etc.. Within that (12-14 months or less) window I will abide by your choice of months to try your case. Keep in mind the quid pro quo is that the month you choose, due to my trailing trial calendar format, will rarely if ever be changed.

2. No additional parties may be joined after **October 31, 2008**.

New parties shall be bound by the deadlines included in this Pretrial Scheduling Order. If new parties are joined, the party joining them shall forward to them a copy of this Pretrial Scheduling Order and provide them with access to all previously taken discovery. Should this pose a seemingly insurmountable problem, call Chambers.

3. No additional causes of action or defenses may be asserted after **December 15, 2008**.

4. **Discovery:** All discovery shall be commenced in time to be completed by **May 15, 2009**. As the Court rarely grants extensions, any delays or disputes in the taking of discovery should be reported to the Court immediately.

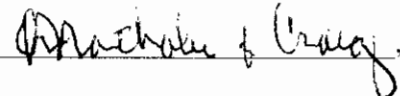
Initial disclosures pursuant to FRCP 26(a)(1) shall be served within 45 days following the signing of this Order by the Court, or within 14 days after completion of any mediation by the parties, whichever is later, but in no event later than October 31, 2008.

If applicable, and subject to further order of this Court, decisions with respect to disclosure and discovery of electronically stored information, along with privilege issues related to that information, shall be provided to the Court within 45 days following the signing of this Order by the Court, or within 14 days after completion of any mediation by the parties, whichever is later, but in no event later than October 31, 2008.

5. **Motions:** No party may make a dispositive motion returnable after **July 10, 2009**. Either party may request (and will be given a date by Chambers) for oral argument. The above date is the date by which any motion shall be fully briefed (i.e., moving, opposition and reply papers) and a courtesy copy delivered to Chambers. Specifically, dispositive motions shall be filed on or before **June 5, 2009**; oppositions shall be filed on or before **June 26, 2009**, and replies shall be filed on or before **July 10, 2009**.

In choosing the last date to submit fully briefed motions and your agreed to trial month, keep in mind that the Court requires at least **60 days** to decide dispositive motions.

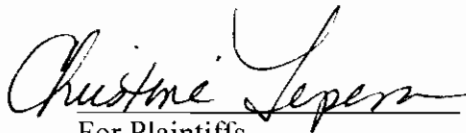
6. **Joint Pretrial Order:** A joint pretrial order shall, unless waived by the Court, be submitted by **September 20, 2009**. The pretrial order shall conform to the Court's Individual Practice and Rules. Counsel may inquire of Chambers with respect to the filing date(s) for requests to charge, proposed voir dire, and motions in limine, but in no event are they to be submitted less than five (5) business days (fully briefed) before the date set for trial.

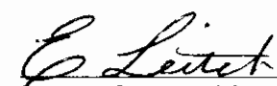
7. The law clerk assigned to this case is , to whom all correspondence should be directed.

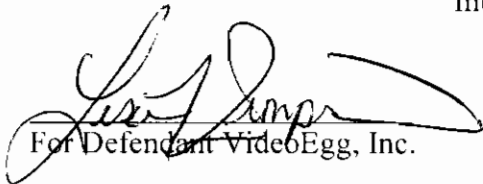
8. Upon request to Chambers by either side, the Court will schedule and conduct a settlement conference and/or mediation. The Court will also, upon request, facilitate mediation under the Court Mediation Program or a settlement conference before your Magistrate Judge. In the case of a mediation to be conducted by the Court, all parties must bring their respective clients to the mediation. Keep in mind, closure, for the most part, is accomplished in direct proportion to how early in the litigation the mediation occurs. Any ADR procedure must occur within the framework of this order.

9. Whenever a case is resolved, the parties must submit an Order of Discontinuance, signed by all parties before the case will be removed from the trial calendar. When the parties settle within forty-eight hours of trial or the filing of a dispositive motion, they must notify the Court immediately of such settlement, and fax to the Court no less than thirty-six hours prior to their planned appearance, an Order of Discontinuance (copy attached), signed by all parties.

10. The parties' signatures below represent their understanding and agreement that this schedule is final and binding upon them unless the Court concludes that extraordinary circumstances warrant an extension with respect to one or more than one of the scheduled dates.

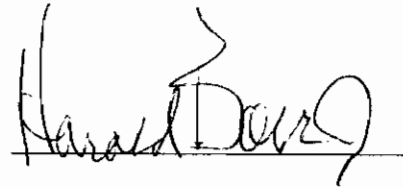

For Plaintiffs


For Defendant hi5 Networks,
Inc.


For Defendant VideoEgg, Inc.

SO ORDERED.

DATED: New York, New York
9/11, 08


HAROLD BAER, JR.
United States District Judge