

**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, Christopher Levy, hereby declare:

1. I am the founder and Chief Executive Officer Officer (“CEO”) of NFA Group, Inc. d/b/a BuyDRM (“BuyDRM”). BuyDRM was incorporated in 2001. BuyDRM provides a digital rights platform called KeyOS to its customers, which allows BuyDRM’s customers to market, monetize and monitor their services using peer-to-peer (“P2P”) technology.

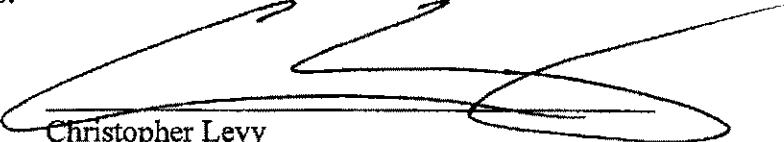
2. For instance, Brand Asset Digital f/k/a P2P Engineering (“Brand Asset Digital”), a customer of BuyDRM, markets its digital media products by using KeyOS to seed or peer digital media content into peer-to-peer (“P2P”) networks. A user opens the content sent by Brand Digital Asset over a P2P network (such as a free song) and receives marketing content via KeyOS along with the free content.

3. Ellusionist, another customer of BuyDRM, uses KeyOS to monetize its products by utilizing P2P technology. Ellusionist delivers pay-per-view content to magicians worldwide and when new users discover Ellusionist’s content in P2P networks, they are able to purchase it and become customers. Another BuyDRM customer, QTrax, uses KeyOS to enable customers to discover, download and listen to free music using the Gnuetella network. KeyOS allows QTrax to monetize their offering by bundling advertising with the music.

4. Customers of BuyDRM also use KeyOS to monitor their services and products. Customers provide free content to users using P2P technology and monitor the response and usage of the products using KeyOS.

5. P2P technology allows BuyDRM's customers to acquire new customers in a safe, secure and seamless manner. P2P technology provides a global audience that allows BuyDRM's customers to expand their client base. With P2P technology, BuyDRM's customers are able to reach the large audiences necessary to remain competitive in the technology marketplace.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration is executed on July 17, 2008.



Christopher Levy