

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION**

ROSETTA STONE LTD.,)
)
Plaintiff,)
)
vs.)
)
GOOGLE INC.,)
)
Defendant.)
_____)

Case No. 1:09-cv-00736 (GBL/TCB)

**DECLARATION OF JEANNE B. MAY IN SUPPORT OF ROSETTA STONE LTD.'S
MOTION FOR PARTIAL SUMMARY JUDGMENT AS TO LIABILITY**

I, Jeanne B. May, declare and state as follows:

1. I am a manager in the legal department of Rosetta Stone Ltd. (“Rosetta Stone”). In that capacity, I am responsible for maintaining documents associated with Rosetta Stone’s trademark filings and registrations. I make this Declaration based on my own personal knowledge, and if called upon to do so, I could and would testify competently thereto.

2. The mark ROSETTA STONE is registered with the United States Patent and Trademark Office (the “USPTO”) for “computer software for teaching foreign languages” and “computer software for learning foreign languages” under Registration Number 2,761,492. Attached hereto as May Exhibit 1 are true and correct copies of the USPTO Certificate of Registration for the mark ROSETTA STONE and the Combined Declaration of Use and Incontestability Under Sections 8 and 15.

3. The mark ROSETTA STONE LANGUAGE LEARNING SUCCESS is registered with the USPTO for “computer software for language learning” under Registration Numbers 2,781,324. Attached hereto as May Exhibit 2 is a true and correct copy of the USPTO Certificate of Registration for the mark ROSETTA STONE LANGUAGE LEARNING SUCCESS.

4. The mark ROSETTASTONE.COM is registered with the USPTO for “computer software for teaching foreign languages” and “computer software for learning foreign languages” under Registration Number 3,454,358. Attached hereto as May Exhibit 3 is a true and correct copy of the USPTO Certificate of Registration for the mark ROSETTASTONE.COM.

5. The mark ROSETTA WORLD is registered with the USPTO for “computer software for teaching foreign languages” and “computer software for learning foreign

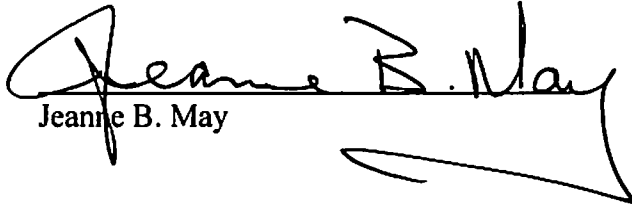
languages” under Registration Number 3,514,220. Attached hereto as May Exhibit 4 is a true and correct copy of the USPTO Certificate of Registration for the mark ROSETTA WORLD.

6. Attached hereto as May Exhibit 5 is a true and correct copy of the Commonwealth of Virginia Certificate of Registration for the mark ROSETTA STONE.

7. Attached hereto as May Exhibit 6 is a true and correct copy of a Certificate of Amendment dated April 16, 2007, changing the name of a Virginia Stock Corporation from Fairfield & Sons, Ltd. to Rosetta Stone Ltd.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on March 25, 2010, at Harrisonburg, Virginia.


Jeanne B. May

CERTIFICATE OF SERVICE

I hereby certify that on March 26, 2010, I will electronically file the foregoing with the Clerk of Court using the CM/ECF system, which shall send notification of such filing (NEF) to the following:

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Counsel for Defendant, Google Inc.

Respectfully submitted,

March 26, 2010

Date

/s/

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