

MAY  
EXHIBIT 1

# The United States of America



## CERTIFICATE OF REGISTRATION PRINCIPAL REGISTER

*The Mark shown in this certificate has been registered in the United States Patent and Trademark Office to the named registrant.*

*The records of the United States Patent and Trademark Office show that an application for registration of the Mark shown in this Certificate was filed in the Office; that the application was examined and determined to be in compliance with the requirements of the law and with the regulations prescribed by the Director of the United States Patent and Trademark Office; and that the Applicant is entitled to registration of the Mark under the Trademark Act of 1946, as Amended.*

*A copy of the Mark and pertinent data from the application are part of this certificate.*

*This registration shall remain in force for TEN (10) years, unless terminated earlier as provided by law, and subject to compliance with the provisions of Section 8 of the Trademark Act of 1946, as Amended.*



A handwritten signature in cursive script, reading "James H. Profane".

Director of the United States Patent and Trademark Office

Int. Cl.: 9

Prior U.S. Cls.: 21, 23, 26, 36 and 38

**United States Patent and Trademark Office**

Reg. No. 2,761,492

Registered Sep. 9, 2003

**TRADEMARK  
PRINCIPAL REGISTER**

**ROSETTA STONE**

FAIRFIELD & SONS LTD. (VIRGINIA CORPORATION), DBA FAIRFIELD LANGUAGE TECHNOLOGIES  
135 WEST MARKET STREET  
HARRISONBURG, VA 22801

FOR LEARNING FOREIGN LANGUAGES, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 12-28-1992; IN COMMERCE 3-11-1993.

SER. NO. 76-464,987, FILED 10-29-2002.

FOR: COMPUTER SOFTWARE FOR TEACHING FOREIGN LANGUAGES; COMPUTER SOFTWARE

RONALD AIKENS, EXAMINING ATTORNEY

Commissioner for Trademarks  
P.O. Box 1451  
Alexandria, VA 22313-1451  
www.uspto.gov

REGISTRATION NO: 2761492 SERIAL NO: 76/464987 MAILING DATE: 09/16/2008  
REGISTRATION DATE: 09/09/2003  
MARK: ROSETTA STONE  
REGISTRATION OWNER: ROSETTA STONE LTD.

**CORRESPONDENCE ADDRESS:**

Joseph V. Myers III  
SEYFARTH SHAW LLP  
One Peachtree Pointe  
1545 Peachtree Street NE, Suite 700  
Atlanta GA 30309

**NOTICE OF ACCEPTANCE**

15 U.S.C. Sec. 1058(a)(1)

THE COMBINED AFFIDAVIT FILED FOR THE ABOVE-IDENTIFIED REGISTRATION MEETS THE REQUIREMENTS OF SECTION 8 OF THE TRADEMARK ACT, 15 U.S.C. Sec. 1058. ACCORDINGLY, THE SECTION 8 AFFIDAVIT IS ACCEPTED.

\*\*\*\*\*  
**NOTICE OF ACKNOWLEDGEMENT**

15 U.S.C. Sec. 1065

THE AFFIDAVIT FILED FOR THE ABOVE-IDENTIFIED REGISTRATION MEETS THE REQUIREMENTS OF SECTION 15 OF THE TRADEMARK ACT, 15 U.S.C. Sec. 1065. ACCORDINGLY, THE SECTION 15 AFFIDAVIT IS ACKNOWLEDGED.

\*\*\*\*\*  
THE REGISTRATION WILL REMAIN IN FORCE FOR CLASS(ES):  
009.

EVERETT, PATRICIA  
PARALEGAL SPECIALIST  
POST-REGISTRATION DIVISION  
571-272-9500

PLEASE SEE THE REVERSE SIDE OF THIS NOTICE FOR INFORMATION  
CONCERNING REQUIREMENTS FOR MAINTAINING THIS REGISTRATION  
ORIGINAL

REQUIREMENTS FOR MAINTAINING A FEDERAL TRADEMARK REGISTRATION) SECTION 8: AFFIDAVIT OF CONTINUED USE The registration shall remain in force for 10 years, except that the registration shall be canceled for failure to file an Affidavit of Continued Use under Section 8 of the Trademark Act, 15 U.S.C. Sec. 1058, at the end of each successive 10-year period following the date of registration. Failure to file the Section 8 Affidavit will result in the cancellation of the registration.

**II) SECTION 9: APPLICATION FOR RENEWAL** The registration shall remain in force for 10 years, subject to the provisions of Section 8, except that the registration shall expire for failure to file an Application for Renewal under Section 9 of the Trademark Act, 15 U.S.C. Sec. 1059, at the end of each successive 10-year period following the date of registration. **Failure to file the Application for Renewal will result in the expiration of the registration.**

**NO FURTHER NOTICE OR REMINDER OF THESE REQUIREMENTS WILL BE SENT TO THE REGISTRANT BY THE PATENT AND TRADEMARK OFFICE. IT IS RECOMMENDED THAT THE REGISTRANT CONTACT THE PATENT AND TRADEMARK OFFICE APPROXIMATELY ONE YEAR BEFORE THE EXPIRATION OF THE TIME PERIODS SHOWN ABOVE TO DETERMINE APPROPRIATE REQUIREMENTS AND FEES.**

## Combined Declaration of Use and Incontestability under Sections 8 & 15

The table below presents the data as entered.

Input Field	Entered
REGISTRATION NUMBER	2761492
REGISTRATION DATE	09/09/2003
SERIAL NUMBER	76464987
MARK SECTION	
MARK	ROSETTA STONE
OWNER SECTION (current)	
NAME	ROSETTA STONE LTD.
STREET	1101 Wilson Boulevard, Suite 1130
CITY	Arlington
STATE	Virginia
ZIP/POSTAL CODE	22209
COUNTRY	United States
ATTORNEY SECTION (current)	
NAME	Joseph V. Myers III
FIRM NAME	SEYFARTH SHAW LLP
INTERNAL ADDRESS	1545 Peachtree Street NE, Suite 700
STREET	One Peachtree Pointe
CITY	Atlanta
STATE	Georgia
POSTAL CODE	30309
COUNTRY	United States
PHONE	(404) 885-1500

FAX	(404) 892-7056
EMAIL	TMAtlanta@seyfarth.com
ATTORNEY DOCKET NUMBER	54703.000002
<b>ATTORNEY SECTION(proposed)</b>	
NAME	Joseph V. Myers III
FIRM NAME	SEYFARTH SHAW LLP
INTERNAL ADDRESS	One Peachtree Pointe
STREET	1545 Peachtree Street NE, Suite 700
CITY	Atlanta
STATE	Georgia
POSTAL CODE	30309
COUNTRY	United States
PHONE	(404) 885-1500
FAX	(404) 892-7056
EMAIL	tmatlanta@seyfarth.com
AUTHORIZED TO COMMUNICATE VIA E-MAIL	Yes
ATTORNEY DOCKET NUMBER	54703.000002
OTHER APPOINTED ATTORNEY	Deidre A. Francis
<b>GOODS AND/OR SERVICES SECTION</b>	
INTERNATIONAL CLASS	009
GOODS OR SERVICES	KEEP ALL LISTED
SPECIMEN FILE NAME(S)	<u>\\TICRS\EXPORT3\IMAGEOUT3</u> <u>\764\649\76464987\xml1\81 50002.JPG</u>
SPECIMEN DESCRIPTION	image of packaging prominently displaying mark as used for the goods
<b>PAYMENT SECTION</b>	
NUMBER OF CLASSES	1
NUMBER OF CLASSES PAID	1
SUBTOTAL AMOUNT	300

TOTAL FEE PAID	300
<b>SIGNATURE SECTION</b>	
SIGNATURE	/jvm/
SIGNATORY'S NAME	Joseph V. Myers III
SIGNATORY'S POSITION	Attorney of record
DATE SIGNED	09/10/2008
PAYMENT METHOD	DA
<b>FILING INFORMATION</b>	
SUBMIT DATE	Wed Sep 10 10:41:44 EDT 2008
TEAS STAMP	USPTO/S08N15-64.243.9.242 -20080910104144576744-276 1492-40053c98feca4e9befe6 5b61062731d50eb-DA-5723-2 0080910102313249081

PTO Form 1583 (Rev. 5/2/06)  
OMB No. 0651-0055 (Exp. 12/31/2011)

**Combined Declaration of Use and Incontestability under Sections 8 & 15  
To the Commissioner for Trademarks:**

REGISTRATION NUMBER: 2761492

REGISTRATION DATE: 09/09/2003

MARK: ROSETTA STONE

The owner, ROSETTA STONE LTD., having an address of  
1101 Wilson Boulevard, Suite 1130  
Arlington, Virginia 22209  
United States

is filing a Combined Declaration of Use and Incontestability under Sections 8 & 15.

For International Class 009, the mark is in use in commerce on or in connection with **all** of the goods or services listed in the existing registration for this specific class; **and** the mark has been continuously used in commerce for five (5) consecutive years after the date of registration, or the date of publication under Section 12(c), and is still in use in commerce on or in connection with **all** goods or services listed in the



existing registration for this class. Also, no final decision adverse to the owner's claim of ownership of such mark for those goods or services exists, or to the owner's right to register the same or to keep the same on the register; and, no proceeding involving said rights pending and not disposed of in either the U.S. Patent and Trademark Office or the courts exists.

The owner is submitting one specimen for this class showing the mark as used in commerce on or in connection with any item in this class, consisting of a(n) image of packaging prominently displaying mark as used for the goods.

Specimen File 1

The registrant hereby appoints Joseph V. Myers III and Deidre A. Francis of SEYFARTH SHAW LLP  
One Peachtree Pointe  
1545 Peachtree Street NE, Suite 700  
Atlanta, Georgia 30309  
United States

to file this Combined Declaration of Use and Incontestability under Sections 8 & 15 on behalf of the registrant. The attorney docket/reference number is 54703.000002.

A fee payment in the amount of \$300 will be submitted with the form, representing payment for 1 class(es), plus any additional grace period fee, if necessary.

#### **Declaration**

*The owner, or its related company, is using the mark in commerce on or in connection with the goods and/or services identified above, as evidenced by the attached specimen(s) showing the mark as used in commerce. The owner, or its related company, has continuously used the mark in commerce on or in connection with the goods and/or services identified above, for five (5) consecutive years after the date of registration, or the date of publication under Section 12(c), and is still using the mark in commerce on or in connection with the identified goods and/or services. There has been no final decision adverse to the owner's claim of ownership of such mark for such goods and/or services, or to the owner's right to register the same or to keep the same on the register; and there is no proceeding involving said rights pending and not disposed of either in the U.S. Patent and Trademark Office or in the courts.*

The undersigned being hereby warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements and the like may jeopardize the validity of this document, declares that he/she is properly authorized to execute this document on behalf of the Owner; and all statements made of his/her own knowledge are true and that all statements made on information and belief are believed to be true.

Signature: /jvm/ Date: 09/10/2008  
Signatory's Name: Joseph V. Myers III  
Signatory's Position: Attorney of record

Mailing Address (current):  
SEYFARTH SHAW LLP  
One Peachtree Pointe  
Atlanta, Georgia 30309

Mailing Address (**proposed**):

SEYFARTH SHAW LLP  
1545 Peachtree Street NE, Suite 700  
Atlanta, Georgia 30309

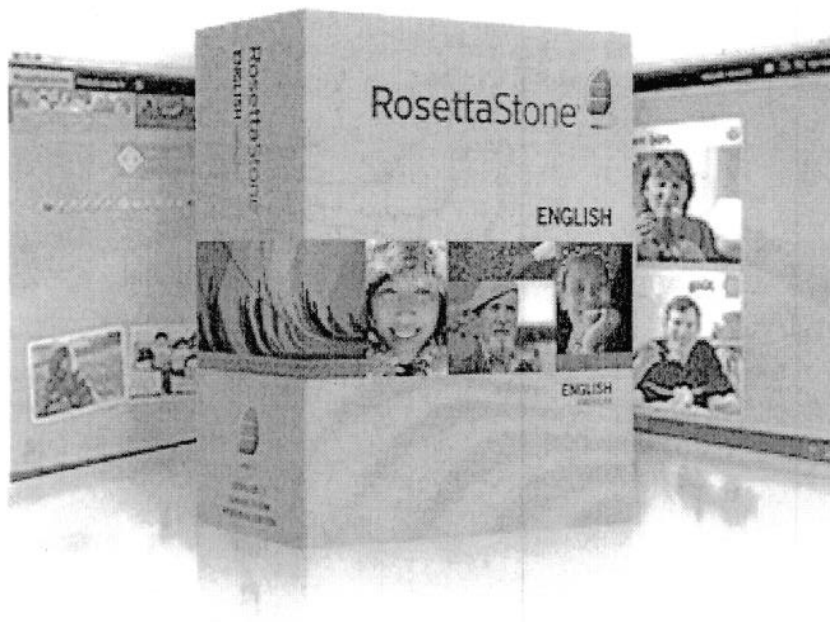
Serial Number: 76464987

Internet Transmission Date: Wed Sep 10 10:41:44 EDT 2008

TEAS Stamp: USPTO/S08N15-64.243.9.242-20080910104144

576744-2761492-40053c98feca4e9befe65b610

62731d50eb-DA-5723-20080910102313249081



MAY  
EXHIBIT 2

Int. Cl.: 9

Prior U.S. Cls.: 21, 23, 26, 36 and 38

**United States Patent and Trademark Office**

Reg. No. 2,781,324

Registered Nov. 11, 2003

**TRADEMARK  
PRINCIPAL REGISTER**



FAIRFIELD & SONS LTD. (VIRGINIA CORPORATION), DBA FAIRFIELD LANGUAGE TECHNOLOGIES  
135 WEST MARKET STREET  
HARRISONBURG, VA 22801

FOR: COMPUTER SOFTWARE FOR LANGUAGE LEARNING, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 12-28-2001; IN COMMERCE 12-28-2001.

OWNER OF U.S. REG. NO. 2,263,913.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "LANGUAGE LEARNING", APART FROM THE MARK AS SHOWN.

SER. NO. 76-406,918, FILED 5-7-2002.

G. T. GLYNN, EXAMINING ATTORNEY

MAY  
EXHIBIT 3

# The United States of America



## CERTIFICATE OF REGISTRATION PRINCIPAL REGISTER

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*A copy of the Mark and pertinent data from the application are part of this certificate.*

*To avoid CANCELLATION of the registration, the owner of the registration must submit a declaration of continued use or excusable non-use between the fifth and sixth years after the registration date. (See next page for more information.) Assuming such a declaration is properly filed, the registration will remain in force for ten (10) years, unless terminated by an order of the Commissioner for Trademarks or a federal court. (See next page for information on maintenance requirements for successive ten-year periods.)*



*Jon W. I. Dudas*

*Director of the United States Patent and Trademark Office*

Int. Cl.: 9

Prior U.S. Cls.: 21, 23, 26, 36, and 38

Reg. No. 3,454,358

**United States Patent and Trademark Office**

Registered June 24, 2008

**TRADEMARK  
PRINCIPAL REGISTER**

**ROSETTASTONE.COM**

ROSETTA STONE LTD (VIRGINIA CORPORATION)  
135 WEST MARKET STREET  
HARRISONBURG, VA 22801

FOR: COMPUTER SOFTWARE FOR TEACHING  
FOREIGN LANGUAGES; COMPUTER SOFTWARE  
FOR LEARNING FOREIGN LANGUAGES, IN  
CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 4-1-1999; IN COMMERCE 4-1-1999.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

OWNER OF U.S. REG. NOS. 2,761,492 AND 2,781,324.

SN 77-017,274, FILED 10-9-2006.

RONALD AIKENS, EXAMINING ATTORNEY



MAY  
EXHIBIT 4

# The United States of America



## CERTIFICATE OF REGISTRATION PRINCIPAL REGISTER

*The Mark shown in this certificate has been registered in the United States Patent and Trademark Office to the named registrant.*

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*A copy of the Mark and pertinent data from the application are part of this certificate.*

*To avoid CANCELLATION of the registration, the owner of the registration must submit a declaration of continued use or excusable non-use between the fifth and sixth years after the registration date. (See next page for more information.) Assuming such a declaration is properly filed, the registration will remain in force for ten (10) years, unless terminated by an order of the Commissioner for Trademarks or a federal court. (See next page for information on maintenance requirements for successive ten-year periods.)*



A handwritten signature in black ink, reading "Jon W. I. Dudas".

Director of the United States Patent and Trademark Office

Int. Cl.: 9

Prior U.S. Cls.: 21, 23, 26, 36, and 38

**United States Patent and Trademark Office**

Reg. No. 3,514,220

Registered Oct. 7, 2008

**TRADEMARK  
PRINCIPAL REGISTER**

**ROSETTA WORLD**

ROSETTA STONE LTD. (VIRGINIA CORPORATION)  
135 WEST MARKET STREET  
HARRISONBURG, VA 22801

FOR: COMPUTER SOFTWARE FOR TEACHING FOREIGN LANGUAGES; COMPUTER SOFTWARE FOR LEARNING FOREIGN LANGUAGES, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 8-31-2001; IN COMMERCE 12-31-2006.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

OWNER OF U.S. REG. NOS. 2,761,492 AND 2,781,324.

SN 78-840,388, FILED 3-17-2006.

MICHAEL WIENER, EXAMINING ATTORNEY

MAY  
EXHIBIT 5

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Certificate of Registration of a Trademark or Service Mark

At Richmond, April 13, 2009

On this date this certificate of registration of the mark reproduced below was issued to

Rosetta Stone Ltd.  
135 W. Market Street  
Harrisonburg, VA 22801

A Virginia Corporation.

Rosetta Stone

The date claimed for the first use of the mark anywhere is: December 28, 1992.

The date claimed for the first use of the mark in Virginia is: December 28, 1992.

Class of goods or services: 9

Description of goods or services: Computer software for teaching foreign languages: computer software for learning foreign languages.

This registration will expire on April 13, 2014, and is effective only with respect to the goods or services described herein.

STATE CORPORATION COMMISSION

By: Brian L. Stueiman  
Registrar of Trademarks  
and Service Marks

File No. 9259

MAY  
EXHIBIT 6



SCC710N  
(07/05)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

ARTICLES OF AMENDMENT

CHANGING THE NAME OF A VIRGINIA STOCK CORPORATION  
By Unanimous Consent of the Shareholders

The undersigned, pursuant to § 13.1-710 of the Code of Virginia, executes these articles and states as follows:

1. The current name of the corporation is **Fairfield & Sons Ltd.**
2. The name of the corporation is changed to **Rosetta Stone Ltd.**
3. The foregoing amendment was adopted by unanimous consent of the shareholders on  
**March 19, 2007.**  
(date)

Executed in the name of the corporation by:

  
\_\_\_\_\_  
(signature)

**March 20, 2007**  
\_\_\_\_\_  
(date)

**Tom Adams**  
\_\_\_\_\_  
(printed name)

**CEO**  
\_\_\_\_\_  
(corporate title)

**(540) 432-6166**  
\_\_\_\_\_  
(telephone number (optional))

**54-1629211**  
\_\_\_\_\_  
(corporation's SCC corporate ID no.)

*(The execution must be by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.)*

See instructions on the reverse.

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, APRIL 16, 2007

The State Corporation Commission has found the accompanying articles submitted on behalf of  
Rosetta Stone Ltd. (formerly FAIRFIELD & SONS, LTD. )

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it  
is ORDERED that this

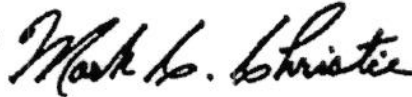
CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the  
Commission, effective April 16, 2007.

The corporation is granted the authority conferred on it by law in accordance with the articles,  
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

07-03-26-0087  
AMENACPT  
CIS0436

RS-008-000051