

**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)

JOINT MOTION TO SEAL

Pursuant to Local Rule 5(D), Plaintiff Rosetta Stone Ltd. (“Rosetta Stone”) and Defendant Google Inc. (“Google”) hereby jointly request that the Court seal:

- Rosetta Stone’s Memorandum of Law in Support of its Motion for Partial Summary Judgment as to Liability;
- Declarations of Jennifer L. Spaziano, Eric Eichmann, Van Leigh and Jason Calhoun in Support Thereof;
- Google’s and Rosetta Stone’s respective responsive and rebuttal briefs to Rosetta Stone’s Motion for Partial Summary Judgment as to Liability, and any declarations in support of those responsive or rebuttal briefs;
- Google’s Memorandum of Law in Support of its Motion for Summary Judgment;
- Declarations of Margret M. Caruso, Edward A. Blair, Bill Lloyd and Cory Louie in Support Thereof;
- Rosetta Stone’s and Google’s respective responsive and rebuttal briefs to Google’s Motion for Summary Judgment, and any declarations in support of those responsive or rebuttal briefs;
- Google’s Memorandum of Law in Support of its Motion to Exclude the Expert Report of Kent D. Van Liere, Ph.D.;
- Declaration of Cheryl A. Galvin in Support Thereof; and

- Rosetta Stone's and Google's respective responsive and rebuttal briefs to Google's Motion to Exclude the Expert Report of Kent D. Van Liere, Ph.D, and any declarations in support of those responsive or rebuttal briefs.

As set forth in the accompanying Memorandum of Law, good cause exists to seal these documents. Rosetta Stone and Google therefore respectfully request that the Court grant their Joint Motion and enter the attached order.

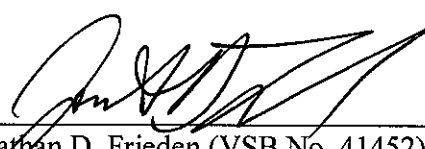
Respectfully submitted,

March 26, 2010
Of Counsel:
Mitchell S. Ettinger
(*Pro hac vice*)
Clifford M. Sloan
(*Pro hac vice*)
Jennifer L. Spaziano
(*Pro hac vice*)
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111
(202) 371-7000

/s/
Warren T. Allen II
Virginia Bar Number 72691
Attorney for Plaintiff Rosetta Stone Ltd.
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111
(202) 371-7000
(202) 393-5760 (facsimile)
Warren.Allen@skadden.com

Counsel for Plaintiff Rosetta Stone Ltd.

March 26, 2010
Margret M. Caruso
Quinn Emanuel Urquhart & Sullivan, LLP
555 Twin Dolphin Drive, 5th Floor
Redwood Shores, CA 94065
(650) 801-5000
(650) 801-5100 (facsimile)
margretcaruso@quinnemanuel.com


Jonathan D. Frieden (VSB No. 41452)
Odm, Feldman & Pettelman, P.C.
9302 Lee Highway, Suite 1100
Fairfax, VA 22031
(703) 218-2100
(703) 218-2160 (facsimile)
jonathan.frieden@ofplaw.com

Counsel for Defendant Google Inc.

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:

Jonathan D. Frieden
ODIN, FELDMAN & PETTLEMAN, P.C.
9302 Lee Highway, Suite 1100
Fairfax, VA 22031
jonathan.frieden@ofplaw.com

Counsel for Defendant Google Inc.

Respectfully submitted,

March 26, 2010

Date

/s/

Warren T. Allen II
Virginia Bar Number 72691
Attorney for Plaintiff Rosetta Stone Ltd.
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111
(202) 371-7000
(202) 393-5760 (facsimile)
Warren.Allen@skadden.com