

**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 JENNIFER L. SPAZIANO IN SUPPORT OF
ROSETTA STONE LTD.'S MOTION FOR SANCTIONS**

I, Jennifer L. Spaziano, declare and state as follows:

1. I am a partner of the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, in Washington, D.C. I am duly licensed to practice before the courts of the State of California and the District of Columbia and have been admitted to appear *pro hac vice* in the captioned matter. I am counsel for Rosetta Stone Ltd. in the captioned matter and make this Declaration in Support of Rosetta Stone Ltd.'s Motion for Sanctions. 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. Attached hereto as Exhibit 1 is a true and correct copy of the Reporter's Transcript of the 02/04/2010 hearing in the captioned matter.

3. Attached hereto as Exhibit 2 is a true and correct copy of Plaintiff Rosetta Stone Ltd.'s First Request for the Production of Documents from Defendant Google that I understand was served in the captioned matter.

4. Attached hereto as Exhibit 3 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0000291 through GOOG-RS-0000292 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

5. Attached hereto as Exhibit 4 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0000452 through GOOG-RS-0000455 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

6. Attached hereto as Exhibit 5 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0000003 through GOOG-RS-0000006 that I understand was

produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

7. Attached hereto as Exhibit 6 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0000099 through GOOG-RS-0000101 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

8. Attached hereto as Exhibit 7 is a true and correct copy of a letter dated March 8, 2010 that I sent to Margret M. Caruso via electronic mail.

9. Attached hereto as Exhibit 8 is a true and correct copy of a letter dated March 10, 2010 that I received from Jonathan B. Oblak via electronic mail.

10. Attached hereto as Exhibit 9 are true and correct copies of documents bearing Bates Nos. GOOG-RS-0494056 through GOOG-RS-0494185 that I understand were produced by Google in the captioned matter and that I received on April 14, 2010, as counsel of record for Rosetta Stone.

11. Attached hereto as Exhibit 10 is a true and correct copy of a letter dated February 22, 2010 that I sent to Margret M. Caruso via electronic mail.

12. Attached hereto as Exhibit 11 is a true and correct copy of an email that I received on or about February 22, 2010 from Cheryl Galvin.

13. Attached hereto as Exhibit 12 is a true and correct copy of a document bearing Bates No. GOOG-RS-0342010 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

14. Attached hereto as Exhibit 13 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0262760 through GOOG-RS-0262763 that I understand was

produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

15. Attached hereto as Exhibit 14 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0335017 through GOOG-RS-0335019 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

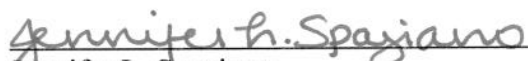
16. Attached hereto as Exhibit 15 is a true and correct copy of an email that I received on or about March 2, 2010 from Jonathan Oblak.

17. Attached hereto as Exhibit 16 is a true and correct copy of the "Plaintiff's Opposition to Defendant's Motion for Clarification and Brief in Support," filed on July 10, 2008, in *American Airlines, Inc. v. Google Inc.*, No. 4:07-CV-487-A (N.D. Tex.), that I obtained from CM/ECF website for the United States District Court for the Northern District of Texas (<http://ecf.txnd.uscourts.gov>).

18. Attached hereto as Exhibit 17 is a true and correct copy of the "Stipulation of Dismissal," filed on July 16, 2008, in *American Airlines, Inc. v. Google Inc.*, No. 4:07-CV-487-A (N.D. Tex.), that I obtained from CM/ECF website for the United States District Court for the Northern District of Texas (<http://ecf.txnd.uscourts.gov>).

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

Executed on April 16, 2010, at Washington, District of Columbia.


Jennifer L. Spaziano

CERTIFICATE OF SERVICE

I hereby certify that on April 16, 2010 I will electronically file the foregoing with the Clerk of the Court using the CM/ECF system which will then send a 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.

True and correct copies of documents filed under seal will be sent electronically to:

jonathan.frieden@ofplaw.com
margretcaruso@quinnemanuel.com

April 16, 2010

Date

/s/

Warren T. Allen II (Va. Bar No. 72691)
Attorney for Rosetta Stone Ltd.
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111
Telephone: (202) 371-7000
Facsimile: (202) 393-5760
Warren.Allen@skadden.com