

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 OMNIBUS MOTION IN LIMINE**

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 Omnibus Motion in Limine. 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 Rosetta Stone's Global End-User License Agreement that I obtained from the following website: http://www.rosettastone.com/us_assets/eulas/eula-global-eng.pdf.

3. Attached hereto as Exhibit 2 are true and correct copies of excerpts from the transcript of the March 5, 2010 deposition of Michael Wu in the captioned matter.

4. Attached hereto as Exhibit 3 is a true and correct copy of Google's Response to Rosetta Stone's Interrogatories that I understand was served on January 20, 2010 in the captioned matter and that I received as counsel of record for Rosetta Stone.

5. Attached hereto as Spaziano Exhibit 4 are true and correct copies of excerpts from Google Inc.'s Form 10-K for the Fiscal Year Ended December 31, 2009, that was obtained from the Securities and Exchange Commission's website (<http://www.sec.gov>).

6. Attached hereto as Spaziano Exhibit 5 are true and correct copies of excerpts from Rosetta Stone Inc.'s Form 10-K for the Fiscal Year Ended December 31, 2009, that was obtained from the Securities and Exchange Commission's website (<http://www.sec.gov>).

7. Attached hereto as Exhibit 6 are true and correct copies of documents bearing Bates Nos. GOOG-RS-0494039 through 0494043 and GOOG-RS-0494045 through 0494051 that I understand were produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

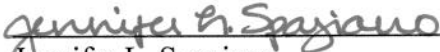
8. Attached hereto as Exhibit 7 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0494032 through 0494035 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

9. Attached hereto as Exhibit 8 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0494030 through 0494031 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

10. Attached hereto as Exhibit 9 is a true and correct copy of Google's Supplemental Initial Disclosures that were served on March 18, 2010 in the captioned matter and that I received as counsel of record for Rosetta Stone.

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

Executed on April 20, 2010, at Washington, District of Columbia.


Jennifer L. Spaziano

CERTIFICATE OF SERVICE

I hereby certify that on April 20, 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.
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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 20, 2010

Date

/s/

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