

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 OPPOSITION TO
GOOGLE INC.'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 Opposition to Google Inc.'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 are true and correct copies of excerpts from the transcript of the September 30, 2004 deposition of Rose Hagan in *GEICO v. Google, Inc.*, No. 1:04CV507 (E.D. Va.), that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

3. Attached hereto as Exhibit 2 are true and correct copies of excerpts from the transcript of the November 29, 2006 deposition of Rose Hagan in *CNG Financial Corp. v. Google, Inc.*, No. 1:06-cv-040 (N.D. Ohio), that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

4. Attached hereto as Exhibit 3 are true and correct copies of excerpts from the transcript of the May 18, 2006 deposition of Prashant Fuloria in *Google, Inc. v. American Blind and Wallpaper Factory, Inc.*, No. C 03-5340-JF (N.D. Cal.), 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 are true and correct copies of excerpts from the transcript of the February 23, 2010 deposition of Terri Chen in the above captioned matter.

6. Attached hereto as Exhibit 5 is a true and correct copy of an email that I sent to Margret Caruso on March 1, 2010.

7. Attached hereto as Exhibit 6 are true and correct copies of excerpts from the transcript of the March 5, 2010 deposition of Rose Hagan in the above captioned matter.

8. Attached hereto as Exhibit 7 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0261327 through GOOG-RS-0261332 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-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.

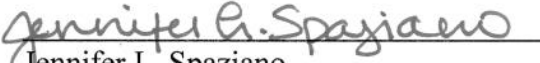
10. Attached hereto as Exhibit 9 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0000452 through GOOG-RS-0000455 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

11. Attached hereto as Exhibit 10 is a true and correct copy of Rosetta Stone Ltd.'s Supplemental Responses to Google Inc.'s First Set of Interrogatories and Exhibit 1 thereto, which were served on March 18, 2010 in the captioned matter.

12. Attached hereto as Exhibit 11 are true and correct copies of excerpts from the transcript of the February 25, 2010 deposition of Van Leigh in the captioned matter.

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

Executed on April 27, 2010, at Washington, District of Columbia.


Jennifer L. Spaziano

CERTIFICATE OF SERVICE

I hereby certify that on April 27, 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 27, 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