

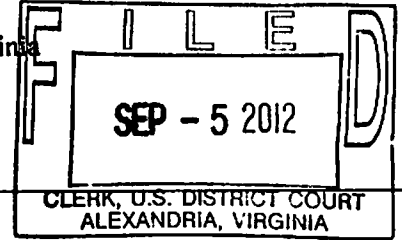
IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA

APPLICATION TO QUALIFY AS A FOREIGN ATTORNEY UNDER LOCAL CIVIL RULE 83.1(D) AND LOCAL
CRIMINAL RULE 57.4

In Case Number 1:09-cv-736, Case Name Rosetta Stone LTD. v. Google Inc.
Party Represented by Applicant: Rosetta Stone LTD.

To: The Honorable Judges of the United States District Court for the Eastern District of Virginia

PERSONAL STATEMENT



FULL NAME (no initials, please) Paul McCrae Kerlin
Bar Identification Number 4794913 State New York
Firm Name Skadden, Arps, Slate, Meagher & Flom LLP
Firm Phone # 202-371-7000 Direct Dial # 202-371-7380 FAX # 202-661-8318
E-Mail Address paul.kerlin@skadden.com
Office Mailing Address 1440 New York Avenue, NW, Washington, DC 20005

Name(s) of federal court(s) in which I have been admitted 4th Circuit

I certify that the rules of the federal court in the district in which I maintain my office extend a similar *pro hac vice* admission privilege to members of the bar of the Eastern District of Virginia.

I have not been reprimanded in any court nor has there been any action in any court pertaining to my conduct or fitness as a member of the bar.

I hereby certify that, within ninety (90) days before the submission of this application, I have read the Local Rules of this Court and that my knowledge of the Federal Rules of Civil Procedure, the Federal Rules of Criminal Procedure, and the Federal Rules of Evidence is current.

I am am not X a full-time employee of the United States of America, and if so, request exemption from the admission fee.

[Signature]
(Applicant's Signature)

I, the undersigned, do certify that I am a member of the bar of this Court, not related to the applicant; that I know the applicant personally, that the said applicant possesses all of the qualifications required for admission to the bar of this Court; that I have examined the applicant's personal statement. I affirm that his/her personal and professional character and standing are good, and petition the court to admit the applicant *pro hac vice*.

[Signature]
(Signature)
Warren T. Allen II
(Typed or Printed Name)

August 30, 2012
(Date)
72691
(VA Bar Number)

Court Use Only:

Clerk's Fee Paid [Signature] or Exemption Granted

The motion for admission is GRANTED or DENIED

/s/Thomas Rawles Jones, Jr.
(Judge's Signature)

9/5/12
(Date)

CERTIFICATE OF SERVICE

I hereby certify that on August 31, 2012, I will electronically file the foregoing with the Clerk of the Court using the CM/ECF system that will then send a notification of such filing (NEF) to the following:

Jonathan D. Frieden
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Counsel for Defendant, Google Inc.

August 31, 2012

Date

/s/

Warren T. Allen II (Va. Bar No. 72691)
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