

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
(Alexandria Division)

ROSETTA STONE LTD.

Plaintiff,

v.

GOOGLE INC.

Defendant.

CIVIL ACTION NO. 1:09cv736
(GBL / TCB)

DECLARATION UNDER PENALTY OF PERJURY OF MARGRET M. CARUSO

I, Margret M. Caruso, hereby declare and state as follows:

1. I am a partner of the law firm of Quinn Emanuel Urquhart Oliver & Hedges, LLP, counsel for Google Inc. I have personal knowledge of the facts set forth in this declaration and, if called upon as a witness, I could and would testify to such facts under oath.

2. Attached hereto as Exhibit A is a true and correct copy of a Google Search Results Page for Query: "Rosetta Stone" as printed on January 13, 2010.

3. Attached hereto as Exhibit B is a true and correct copy of email correspondence I had with Rosetta Stone's counsel, Terence Ross, dated December 23 and 29, 2009.

4. I personally have spent hours discussing Google's discovery responses with Rosetta Stone's counsel attempting to identify the relevant information that Rosetta Stone has requested.

5. Attached hereto as Exhibit C is a true and correct copy of email correspondence between Google's counsel Cheryl Galvin and Rosetta Stone's counsel Bennett B. Borden, dated December 23, 2009.

6. Attached hereto as Exhibit D is a true and correct copy of email correspondence I had with Rosetta Stone's counsel Terence Ross, dated January 9, 2010.

7. Attached hereto as Exhibit E is a true and correct copy of a letter from me to Rosetta Stone's counsel Bennett Borden, dated January 8, 2010.

8. Attached hereto as Exhibit F is a true and correct copy of email correspondence I had with Rosetta Stone's counsel, Bennett B. Borden, dated January 9, 2010.

I declare under penalty of perjury under the laws of the State of California and the Commonwealth of Virginia that the foregoing is true and correct. Executed on this 13th day of January, 2010, at Redwood Shores, California.

/s/

Margret M. Caruso