

# EXHIBIT 3

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 KRIS BREWER**

I, Kris Brewer, hereby declare and state as follows:

1. I am Associate Discovery Counsel for Google Inc. (“Google”), and a member of the California Bar. I have been employed by Google since August 2009. I make this declaration in support of Google’s Memorandum of Law in Opposition to Plaintiff’s Motion to Compel Production of Documents in the matter captioned *Rosetta Stone Ltd. v. Google Inc.*, Civil Action No. 1:09-cv-736 (E.D. Va.). I am over the age of eighteen. I know the facts stated herein of my own personal knowledge and my review of business records of the type I typically consult. If called to testify as a witness, I could and would do so competently and under oath.

2. On October 30, 2009, Google received the first requests for production from Rosetta Stone Ltd. (“Rosetta Stone”). Since October 30, Google has received 143 requests for production from Rosetta Stone.

3. In response to Rosetta Stone’s requests, Google immediately began performing searches for and collecting relevant data, and on November 18, 2009, a team of 26 attorneys contracted by Google began document review.

4. On December 9, 2009, Google learned that hard drives containing 274 gigabytes of data collected for this case, the vast majority of the collected information, had failed. Upon learning of the failure, Google immediately began the process to recollect and reprocess the corrupted 274 gigabytes of data.

5. As soon as a protective order was signed by the parties and the Stipulated Agreement Concerning Electronically Stored Information was finalized on December 17, 2009, Google made preparations to send a production to Rosetta Stone. Recollection efforts concerning the 274 gigabytes of corrupted data continued throughout this time.

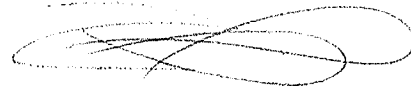
6. Despite suffering a setback from the 274 gigabytes of corrupted data, Google produced its first set of documents shortly thereafter on December 23, 2009.

7. Google followed up with a second document production on January 11, 2009.

8. Google's collection, document review, and production efforts in this case continue through the present. Today, January 13, 2009, Google will make a production of approximately 10,000 documents, and by Friday, January 15, 2009, Google expects to have produced approximately 65,000 non-privileged communications relating to Rosetta Stone. (in connection with Google advertising programs) or its alleged trademarks.

9. Google's collection, document review, and production efforts have been diligent. Document collection at Google often requires engineers to commit time and effort to create custom scripts. Engineers and other dedicated teams of people have contributed significant time and effort to satisfying Rosetta Stone's number requests for production. The programs and services offered by Google comprise billions of searches on Google.com and hundreds of millions of ads served every month, and Rosetta Stone's requests for production implicate multiple databases and information storage systems that relate to the ads programs at Google.

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, in Santa Clara County, California.

A handwritten signature in black ink, consisting of several overlapping loops and a horizontal stroke at the end, positioned above a solid horizontal line.

Kris Brewer, Esq.