

**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 MOTION FOR PROTECTIVE ORDER

FILED IN PART UNDER SEAL

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 Motion for Protective Order. 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 A is a true and correct copy of a February 8, 2010 letter from Google's counsel Margret M. Caruso that I received via electronic mail.

3. Attached hereto as Exhibit B are true and correct copies of documents bearing Bates Nos. GOOG-RS-0079210 and GOOG-RS-0079233 that I understand were produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone

4. Attached hereto as Exhibit C 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 on February 15, 2010 from the Securities and Exchange Commission's website (<http://www.sec.gov>).

5. Attached hereto as Exhibit D are true and correct copies of excerpts from Google's Form S-1 Registration Statement, filed April 29, 2004, that was obtained on February 15, 2010 from the Securities and Exchange Commission's website (<http://www.sec.gov>).

6. Attached hereto as Exhibit E is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0251016 through GOOG-RS-0251020 that I understand was

produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

7. Attached hereto as Exhibit F is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0004398 through GOOG-RS-0004399 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

8. Attached hereto as Exhibit G is a true and correct copy of a document bearing Bates No. GOOG-RS-0002616 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 H is a true and correct copy of document bearing Bates Nos. GOOG-RS-0073722 through GOOG-RS-0073733 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 I is a true and correct copy of “Google Inc.’s Opposition to American Blind and Wallpaper Factory Inc.’s Motion to Compel Google to Respond to Discovery Timely Served Given the Current Cutoff Date of August 26, 2006,” filed on August 16, 2006, in *Google Inc. v. American Blind & Wallpaper Factory, Inc.*, 03-cv-05340-JF (N.D. Cal.), that was obtained from the PACER website for the United States District Court for the Northern District of California (<http://ecf.cand.uscourts.gov>).

11. Attached hereto as Exhibit J is a true and correct copy of “Defendant American Blind and Wallpaper Factory, Inc.’s Notice of Motion and Motion to Compel Google to Respond to Discovery Timely Served Given the Current Cutoff Date of August 26, 2006,” filed on July 13, 2006, in *Google Inc. v. American Blind & Wallpaper Factory, Inc.*, 03-cv-

05340-JF (N.D. Cal.), that was obtained from the PACER website for the United States District Court for the Northern District of California (<http://ecf.cand.uscourts.gov>).

12. Attached hereto as Exhibit K is a true and correct copy of “Defendant American Blind and Wallpaper Factory, Inc.’s Reply in Support of Motion to Compel Google to Respond to Discovery Timely Served Given the Current Cutoff Date of August 26, 2006,” filed on August 23, 2006, in *Google Inc. v. American Blind & Wallpaper Factory, Inc.*, 03-cv-05340-JF (N.D. Cal.), that was obtained from the PACER website for the United States District Court for the Northern District of California (<http://ecf.cand.uscourts.gov>).

13. Attached hereto as Exhibit L is a true and correct copy of the “Order Granting in Part and Denying in Part Motion to Compel,” entered on September 6, 2006, in *Google Inc. v. American Blind & Wallpaper Factory, Inc.*, 03-cv-05340-JF (N.D. Cal.), that was obtained from the PACER website for the United States District Court for the Northern District of California (<http://ecf.cand.uscourts.gov>).

14. Attached hereto as Exhibit M is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0000310 through GOOG-RS-000451 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

15. Attached hereto as Exhibit N are true and correct copies of excerpts from Google’s Form 10-Q for the Quarterly Period Ended September 30, 2009, that was obtained on February 16, 2010 from the Securities and Exchange Commission’s website (<http://www.sec.gov>).

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

Executed on February 17, 2010, at Washington, District of Columbia.

/s/ _____
Jennifer L. Spaziano

CERTIFICATE OF SERVICE

I hereby certify that on February 17, 2010, I will electronically file the foregoing with the Clerk of Court using the CM/ECF system, which shall send notification of such filing (NEF) to the following:

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Counsel for Defendant, Google Inc.

True and correct copies of documents filed under seal will be sent via electronic mail to:

jonathan.frieden@ofplaw.com
margretcaruso@quinnemanuel.com

Respectfully submitted,

February 17, 2010

Date

/s/

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