

Form PTO-1594 (Rev. 12-08)
OMB Collection 0651-0027 (exp. 01/31/2009)

Doc Code:

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Madison Capital Funding LLC

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation- State: Delaware
☐ Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) January 16, 2009

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Release of Assignment

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: Rosetta Stone Ltd.

Internal

Address: Legal Dept.

Street Address: 135 West Market St.

City: Harrisonburg

State: Virginia

Country: U.S.A. Zip: 22801

- ☐ Association Citizenship _____
☐ General Partnership Citizenship _____
☐ Limited Partnership Citizenship _____
☒ Corporation Citizenship Virginia
☐ Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
 (Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Full attached List.

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See Full attached List.

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Jeanne May

Internal Address: Attn: Legal Dept.

Street Address: 135 West Market St.

City: Harrisonburg

State: Virginia Zip: 22801

Phone Number: 540-236-5013

Fax Number: 540-432-0953

Email Address: jmay@rosettastone.com

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 240.00

- ☐ Authorized to be charged to deposit account
☒ Enclosed - Credit Card Form

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Jeanne B. May

Signature

June 16, 2009

Date

Jeanne B. May

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

* 2nd Transmission. First Fax only relayed
 4 pages.

700410770

TRADEMARK
 REEL: 004005 FRAME: 0788

OP \$240.00 2263913

TRADEMARK	REGISTRATION NUMBER	REGIS. DATE
THE ROSETTA STONE	2263913	07/27/1999
GLOBAL TRAVELER	2751189	08/12/2003
LANGUAGE LIBRARY	2866000	07/27/2004
ROSETTA STONE LANGUAGE LEARNING SUCCESS	2781324	11/11/2003
ROSETTA STONE	2761492	09/09/2003
ROSETTASTONE.COM	3454358	06/24/2008
None (design Only) <i>Blue Stone Design</i>	3437299	05/27/2008
THE FASTEST WAY TO LEARN A LANGUAGE. GUARANTEED.	3398548	03/18/2008
DYNAMIC IMMERSION	3339880	11/20/2007

Continuation of
Item # 4.
Form PTO-1594

RELEASE OF ASSIGNMENT FOR SECURITY OF TRADEMARKS

THIS RELEASE is made as of this 16th day of January, 2009, by MADISON CAPITAL FUNDING LLC, as Agent ("Madison"), a Delaware limited liability company, in favor of ROSETTA STONE LTD. ("Company"), a Virginia corporation formerly known as Fairfield & Sons, Ltd.

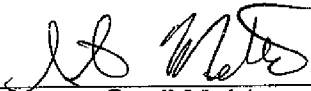
FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Madison hereby unconditionally and expressly releases, terminates, and extinguishes any and all of its right, title and interest in and to any and all liens and security interests it may have upon the Trademarks, as defined in the Guaranty and Collateral Agreement dated as of January 4, 2006, to which Madison and the Company are parties, including without limitation, all of the trademarks listed on Schedule A attached hereto and made a part hereof, which liens and security interests were established under and pursuant to such Guaranty and Collateral Agreement and/or those certain Trademark Security Agreements dated as of January 4, 2006 and July 20, 2007, made by Company in favor of Madison.

Madison consents and agrees to execute and deliver, at the request and cost of Company, such further instruments, documents and release forms as Company may reasonably request to more effectively, release, terminate and extinguish any such liens and security interests upon such Trademarks.

[signature page follows]

This Release shall be binding upon Madison's legal representatives, assigns and successors.

MADISON CAPITAL FUNDING LLC, as Agent

By: 
Name: Sunil Mehta
Title: VICE PRESIDENT

SCHEDULE A

TRADEMARK	REGISTRATION NUMBER	REGIS. DATE
THE ROSETTA STONE	2263913	07/27/1999
GLOBAL TRAVELER	2751189	08/12/2003
LANGUAGE LIBRARY	2866000	07/27/2004
ROSETTA STONE LANGUAGE LEARNING SUCCESS	2781324	11/11/2003
ROSETTA STONE	2761492	09/09/2003
ROSETTASTONE.COM	3454358	06/24/2008
None (design Only)	3437299	05/27/2008
THE FASTEST WAY TO LEARN A LANGUAGE. GUARANTEED.	3398548	03/18/2008
DYNAMIC IMMERSION	3339880	11/20/2007