

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM513003

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rosetta Stone Ltd.		03/04/2019	Corporation: VIRGINIA
Lexia Learning Systems LLC		03/04/2019	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	SILICON VALLEY BANK		
Street Address:	3003 Tasman Drive, FH150		
City:	Santa Clara		
State/Country:	CALIFORNIA		
Postal Code:	95054		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	88141633	LEXIA CORE5 READING	
Registration Number:	5586556	RAPID	
Serial Number:	88183326	SEEK & SPEAK	
Serial Number:	87941883	SPEAK FOR YOURSELF	
CORRESPONDENCE DATA			
Fax Number:	7037607777		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	7037607360		
Email:	hcheng@mofo.com		
Correspondent Name:	Hsiao-Ting Cheng		
Address Line 1:	1650 Tysons Boulevard, Suite 400		
Address Line 2:	Morrison & Foerster LLP		
Address Line 4:	McLean, VIRGINIA 22102		
ATTORNEY DOCKET NUMBER:	27292-683		
NAME OF SUBMITTER:	Stephen James Queenan		
SIGNATURE:	/Stephen James Queenan/		
DATE SIGNED:	03/06/2019		

CH \$115.00 88141633

Total Attachments: 19

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**SECOND SUPPLEMENT TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This Second Supplement to Intellectual Property Security Agreement (this “*Supplement*”) is made as of March 4, 2019 by and between **SILICON VALLEY BANK**, a California corporation (“*Bank*”), Rosetta Stone Ltd., a Virginia corporation, and Lexia Learning Systems LLC, a Delaware limited liability company (each, a “*Grantor*”, and, collectively, the “*Grantors*”).

WHEREAS, Grantors executed and delivered an Intellectual Property Security Agreement dated October 28, 2014 (as amended of record from time to time hereinafter, the “*IP Agreement*”) in favor of the Bank, pursuant to which Grantors pledged, assigned and granted a security interest in certain Intellectual Property Collateral, which was recorded with (i) the Trademark division of the United States Patent and Trademark Office on October 30, 2014 at Reel 5390, Frame 0901, (ii) the Patent division of the United States Patent and Trademark Office on October 30, 2014 at Reel 034105, Frame 0733, and (iii) the United States Copyright Office on 31, 2014 at Volume 9917 Doc No. 011; and

WHEREAS, Grantors executed and delivered a First Supplement to Intellectual Property Security Agreement dated March 10, 2017 (as amended of record from time to time hereinafter, the “*First Supplement*”) in favor of the Bank, pursuant to which Grantors pledged, assigned and granted a security interest in certain Intellectual Property Collateral, which was recorded with the Trademark division of the United States Patent and Trademark Office on April 18, 2017 at Reel 6044, Frame 0219; and

WHEREAS, the Grantors have developed additional patents, copyrights and trademarks, and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional intellectual property in favor of Bank.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and benefits to be derived herefrom, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the IP Agreement.
2. Supplement to Exhibit A, Exhibit B, Exhibit B-1, and Exhibit C. Exhibit A, Exhibit B and Exhibit C to the IP Agreement and Exhibit B-1 to the First Supplement are hereby supplemented, but not replaced, by Exhibit A-1, Exhibit B-2 and Exhibit C-1 annexed hereto.
3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the IP Agreement remain in full force and effect. The Grantors hereby ratify, confirm and reaffirm all of the representations, warranties and covenants contained therein.


- b. This Supplement covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.

[Signature page follows]

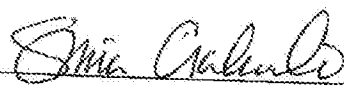
IN WITNESS WHEREOF, the undersigned has executed this Supplement as of the date first written above.

GRANTORS:

ROSETTA STONE LTD.

By: ✕ 
Name: _____
Title: _____

LEXIA LEARNING SYSTEMS LLC

By: 
Name: _____
Title: _____

[Signature page to Second Supplemental Intellectual Property Security Agreement]

2111769.1

EXHIBIT A-1**Copyrights**

Title		Effective Date of Registration	Copyright Number		Grantor
Title No. 166	Rosetta Stone Powerpac		Reg. No.	PA 1-222-445	Rosetta Stone, Ltd.
Rosetta Stone Portuguese (BR); version 3/by Rosetta Stone Ltd. Classroom ed.		2008	Reg. No.	PA0001395344	Rosetta Stone Ltd.
Assessment—filmstrip & 34 other titles.		2006	V3538D255		Lexia Learning Systems, Inc.
Title No. 4	Filmstrip 1		Reg. No.	A683889 (1975)	
Title No. 5	Filmstrip 2		Reg. No.	A683890 (1975)	
Title No. 6	Filmstrip 3		Reg. No.	A683891 (1975)	
Title No. 7	Filmstrip 4		Reg. No.	A683892 (1975)	
Title No. 8	Filmstrip 5		Reg. No.	A683893 (1975)	
Title No. 9	Filmstrip 6		Reg. No.	A683894 (1975)	
Title No. 10	Filmstrip 7		Reg. No.	A683895 (1975)	
Title No. 11	Filmstrip 8		Reg. No.	A683896 (1975)	
Title No. 12	Filmstrip 9		Reg. No.	A683897 (1975)	
Title No. 13	Filmstrip 10		Reg. No.	A683898 (1975)	
Title No. 14	Follow-up activities and progress chart, reading practice book 1		Reg. No.	TX 4-070-604 (1995)	
Title No. 15	Herman method for reversing reading failure teachers's guide set A		Reg. No.	A683900 (1975)	

Title No. 16	Herman method for reversing reading failure, set B		Reg. No.	A879829 (1977)	
Title No. 17	Herman method reading curriculum software, set B		Reg. No.	TX 4-117-409 (1995)	
Title No. 18	Language makers		Reg. No.	A683899 (1975)	
Title No. 19	Letter cards		Reg. No.	A683888 (1975)	
Title No. 20	Progress chart (set A)		Reg. No.	A683901 (1975)	
Title No. 21	Reading practice book 1--teacher's edition		Reg. No.	TX 4-070-771 (1995)	
Title No. 22	Reading practice book 1, student edition		Reg. No.	TX 4-070-589 (1995)	
Title No. 23	Reading sequence A--filmstrip		Reg. No.	JP17767	
Title No. 24	Sentence cards, set A		Reg. No.	A683884 (1975)	
Title No. 26	Story cards, set A		Reg. No.	A683883 (1975)	
Title No. 27	Story follow-up exercises, set B		Reg. No.	TX 6-288-280 (2005)	
Title No. 28	The Herman method card companion, set B		Reg. No.	TX 6-262-051 (2005)	
Title No. 29	The Herman method reading curriculum software, set A		Reg. No.	TX 2-467-290 (1988)	
Title No. 30	The Herman method treasure hunt book		Reg. No.	TX 6-289-602 (2005)	
Title No. 31	The mess (story folder, set B) TX 6-305-948 (2005)		Reg. No.	TX 6-305-948 (2005)	

Title No. 32	The rationale-- filmstrip		Reg. No.	JP17766	
Title No. 33	Word & phrase lists		Reg. No.	A683885 (1975)	
Title No. 34	Word cards, set A		Reg. No.	A683887 (1975)	
Title No. 35	Word ladder		Reg. No.	A683886 (1975)	
Herman method card companion, set A.		2003	Reg. No.	TX0006398581	Lexia Learning Systems, Inc.
Herman method card companion, set A. TX 6-398-581		2006	V3545D012		Lexia Learning Systems, Inc.
Title No.1	Herman method card companion, set A.		Reg. No.	TX 6-398-581	
Herman Method card companion : set B : teacher's guide to word & phrase lists, sentence, cards, word sliders		2004	Reg. No.	TX0006262051	Lexia Learning Systems, Inc.
Herman method software program set A & 30 other titles.		2006	V3536D042		Lexia Learning Systems, Inc.
Title No. 18	Assessment of basic phonetic skills-- teacher		Reg. No.	A683902	
Title No. 19	Assessment of basic phonetic skills-- student		Reg. No.	A683903	
Title No. 20	Assessment-- filmstrip		Reg. No.	JP17764	
Title No. 21	Spelling sequence set A--filmstrip		Reg. No.	JP17765	
Title No. 30	Reading practice book one--student edition		Reg. No.	TX-4-070-589	

Title No. 31	Reading practice book one pad of black line masters		Reg. No.	TX-4-070-604	
Herman Method story follow-up exercises : set B.	2004	2004	Reg. No.	TX0006288280	Lexia Learning Systems, Inc.
Mess.		2004	Reg. No.	TX0006305948	Lexia Learning Systems, Inc.
Prize.		2004	Reg. No.	TX0006352109	Lexia Learning Systems, Inc.

EXHIBIT B-2

TRADEMARKS AND TRADEMARK APPLICATIONS

OWNER	COUNTRY	TRADEMARK	STATUS	APPLN. NO.	APPLN. DATE	REG. NO.	REG. DATE
Rosetta Stone Ltd	Argentina	ROSETTA STONE	Registered	2503934	29-Mar-04	2144467	2-Mar-07
Rosetta Stone Ltd	Argentina	ROSETTASTONE.COM	Registered	2706924	10-Oct-06	2203674	17-Dec-07
Lexia Learning Systems LLC	Australia	LEXIA	Registered	985174	16-Jan-04	985174	16-Jan-04
Rosetta Stone Ltd	Australia	ROSETTA STONE	Registered	1112389	5-May-06	1112389	5-May-06
Rosetta Stone Ltd	Australia	ROSETTA STONE	Registered	1460891	22-Nov-11	1460891	22-Nov-11
Rosetta Stone Ltd	Australia	ROSETTASTONE.COM	Registered	1139920	9-Oct-06	1139920	9-Oct-06
Rosetta Stone Ltd	Brazil	DYNAMIC IMMERSION	Registered	828734607	18-Sep-06	828734607	18-Jul-17
Rosetta Stone Ltd	Brazil	ROSETTA	Registered	831242140	14-Oct-11	831242140	9-Dec-14
Rosetta Stone Ltd	Brazil	ROSETTA	Registered	831242108	14-Oct-11	831242108	9-Dec-14
Rosetta Stone Ltd	Brazil	ROSETTA	Registered	831242086	14-Oct-11	831242086	9-Dec-14
Rosetta Stone Ltd	Brazil	ROSETTA	Registered	831242132	14-Oct-11	831242132	9-Dec-14
Rosetta Stone Ltd	Brazil	ROSETTA STONE	Registered	825184690	27-Dec-02	825184690	18-Dec-07
Rosetta Stone Ltd	Brazil	ROSETTA STONE	Registered	831242035	14-Oct-11	831242035	9-Dec-14
Rosetta Stone Ltd	Brazil	ROSETTA STONE	Registered	831242051	14-Oct-11	831242051	9-Dec-14
Rosetta Stone Ltd	Brazil	ROSETTA STONE	Registered	831242124	14-Oct-11	831242124	9-Dec-14
Rosetta Stone Ltd	Brazil	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Pending	826315119	15-Mar-04		
Rosetta Stone Ltd	Brazil	ROSETTASTONE.COM	Registered	828795452	13-Oct-06	828795452	8-Nov-09
Rosetta Stone Ltd.	Brazil	SPEAK FOR YOURSELF	Pending	916352080	30-Nov-18		
Rosetta Stone Ltd.	Brazil	SPEAK FOR YOURSELF	Pending	916352153	30-Nov-18		
Rosetta Stone Ltd.	Brazil	SPEAK FOR YOURSELF	Pending	916352250	30-Nov-18		
Rosetta Stone Ltd	Brazil	THE FASTEST WAY TO LEARN A LANGUAGE. GUARANTEED.	Pending	828525315	19-Jun-06		
Rosetta Stone Ltd	Canada	BLUE STONE Design	Registered	1347527	15-May-07	TMA704971	18-Jan-08
Rosetta Stone Ltd	Canada	BLUE STONE	Registered	1356078	18-Jul-07	TMA71132	8-Apr-08

OWNER	COUNTRY	TRADEMARK	STATUS	APPLN. NO.	APPLN. DATE	REG. NO.	REG. DATE
		LANGUAGE LEARNING SUCCESS & DESIGN				5	
Rosetta Stone Ltd	Canada	DYNAMIC IMMERSION	Registered	1317165	19-Sep-06	TMA693771	9-Aug-07
Rosetta Stone Ltd	Canada	ROSETTA STONE	Registered	1158143	6-Nov-02	TMA627854	8-Dec-04
Rosetta Stone Ltd	Canada	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Registered	1158144	6-Nov-02	TMA627739	7-Dec-04
Rosetta Stone Ltd	Canada	ROSETTASTONE.COM	Registered	1319397	10-Oct-06	TMA703736	21-Dec-07
Rosetta Stone Ltd	Canada	THE FASTEST WAY TO LEARN A LANGUAGE. GUARANTEED.	Registered	1306268	21-Jun-06	TMA691305	4-Jul-07
Rosetta Stone Ltd	Canada	TOTALE	Registered	1552054	15-Nov-11	TMA853515	17-Jun-13
Rosetta Stone Ltd	Chile	DYNAMIC IMMERSION	Registered	1249153	5-Apr-17	1249225	19-Apr-17
Rosetta Stone Ltd	Chile	ROSETTA STONE	Registered	1106831	14-May-14	1116640	2-Nov-14
Rosetta Stone Ltd	Chile	ROSETTA STONE. THE FASTEST WAY TO LEARN A LANGUAGE. GUARANTEED.	Registered	824199	12-Jun-08	930948	12-Sep-11
ROSETTA STONE LTD.	China	BLUE STONE Design	Registered	6094861	7-Jun-07	6094861	14-Feb-10
ROSETTA STONE LTD.	China	BLUE STONE Design	Registered	9118618	12-Feb-11	9118618	14-Feb-12
ROSETTA STONE LTD.	China	BLUE STONE Design	Registered	9118617	12-Feb-11	9118617	14-Feb-12
ROSETTA STONE LTD.	China	BLUE STONE Design	Registered	9118616	12-Feb-11	9118616	14-Feb-12
ROSETTA STONE LTD.	China	DYNAMIC IMMERSION	Registered	5517837	2-Aug-06	5517837	14-Jul-09
Lexia Learning Systems LLC	China	LEXIA	Registered	4979292	3-Nov-05	4979292	14-Oct-08
ROSETTA STONE LTD.	China	REFLEX	Registered	9223617	17-Mar-11	9223617	21-Mar-12
ROSETTA STONE LTD.	China	REFLEX	Registered	9223616	17-Mar-11	9223616	14-Feb-14
ROSETTA STONE LTD.	China	ROSETTA	Registered	9118547	12-Feb-11	9118547	14-May-14
ROSETTA STONE LTD.	China	ROSETTA	Registered	9118546	12-Feb-11	9118546	14-Feb-12
ROSETTA STONE LTD.	China	ROSETTA	Registered	9118614	12-Feb-11		14-Feb-12

OWNER	COUNTRY	TRADEMARK	STATUS	APPLN. NO.	APPLN. DATE	REG. NO.	REG. DATE
Rosetta Stone Ltd	China	ROSETTA STONE	Registered	10547285	29-Feb-12	10547285	7-May-14
ROSETTA STONE LTD.	China	ROSETTA STONE	Registered	9118621	12-Feb-11	9118621	14-Feb-12
ROSETTA STONE LTD.	China	ROSETTA STONE	Registered	9118620	12-Feb-11	9118620	14-Feb-12
ROSETTA STONE LTD.	China	ROSETTA STONE	Registered	9118619	12-Feb-11	9118619	14-Feb-12
ROSETTA STONE LTD.	China	ROSETTA STONE TOTALE	Registered	9118551	12-Feb-11	9118551	21-Mar-14
ROSETTA STONE LTD.	China	ROSETTA STONE TOTALE	Registered	9118550	12-Feb-11	9118550	14-Feb-12
ROSETTA STONE LTD.	China	ROSETTA STONE TOTALE	Registered	9118549	12-Feb-11	9118549	14-Feb-12
ROSETTA STONE LTD.	China	ROSETTA STONE TOTALE	Registered	9118548	12-Feb-11	9118548	14-Feb-12
ROSETTA STONE LTD.	China	ROSETTASTONE	Registered	1792554	3-Mar-00	1792554	21-Jun-12
ROSETTA STONE LTD.	China	ROSETTASTONE.COM	Registered	5893599	6-Feb-07	5893599	7-Dec-09
ROSETTA STONE LTD.	China	ROSETTAWORLD LANGUAGE LEARNING SUCCESS with Chinese characters & Globe Design	Registered	4507562	16-Feb-05	4507562	14-Feb-09
ROSETTA STONE LTD.	China	ROSETTAWORLD with Chinese Characters & Globe Design	Registered	4507543	16-Feb-05	4507543	14-Feb-09
ROSETTA STONE LTD.	China	TOTALE	Registered	9118555	12-Feb-11	9118555	21-Feb-14
ROSETTA STONE LTD.	China	TOTALE	Registered	9118554	12-Feb-11	9118554	14-Feb-12
ROSETTA STONE LTD.	China	TOTALE	Registered	9118553	12-Feb-11	9118553	28-Jul-12
ROSETTA STONE LTD.	China	TOTALE	Registered	9118552	12-Feb-11	9118552	14-Feb-12
ROSETTA STONE LTD.	Colombia	DYNAMIC IMMERSION	Registered	T2006/090359	31-Jul-06	329920	28-Mar-07
ROSETTA STONE LTD.	Colombia	ROSETTA STONE	Registered	T2004/048491	19-Mar-04	295186	24-Feb-05
ROSETTA STONE LTD.	Colombia	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Registered	T2004/026586	19-Mar-04	295187	23-Feb-05
ROSETTA STONE LTD.	Colombia	ROSETTASTONE.COM	Registered	T2006102222	10-Oct-06	331196	24-Apr-07
Lexia Learning Systems LLC	Costa Rica	LEXIA	Registered	2003/0008330	13-Nov-03	147706	28-May-04
Rosetta Stone Ltd	Egypt	ROSETTA STONE	Registered	166456	28-Apr-04	166456	3-Jan-10

OWNER	COUNTRY	TRADEMARK	STATUS	APPLN. NO.	APPLN. DATE	REG. NO.	REG. DATE
Rosetta Stone Ltd	Egypt	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Registered	166455	28-Apr-04	166455	8-Sep-10
Rosetta Stone Ltd	EUTM	Blue Color	Registered	10735264	16-Mar-12	10735264	5-Jul-12
Rosetta Stone Ltd	EUTM	BLUE STONE Design	Registered	10694371	2-Mar-12	10694371	21-Jun-12
Rosetta Stone Ltd	EUTM	Grey Color	Registered	10707974	8-Mar-12	10707974	27-Jun-12
Rosetta Stone Ltd	EUTM	ROSETTA	Registered	10327047	10-Oct-11	10327047	1-Feb-12
Rosetta Stone Ltd	EUTM	ROSETTA STONE	Registered	8174963	24-Mar-09	8174963	7-Oct-09
Rosetta Stone Ltd.	EUTM	ROSETTA STONE	Registered	4779864	13-Dec-05	4779864	18-Jan-07
Rosetta Stone Ltd	EUTM	ROSETTA STONE	Registered	10327062	10-Oct-11	10327062	2-Jan-12
Rosetta Stone Ltd	EUTM	ROSETTA STONE & Design	Registered	10707925	8-Mar-12	10707925	13-Jul-12
Rosetta Stone Ltd	EUTM	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Registered	2916328	31-Oct-02	2916328	2-Jun-04
Rosetta Stone Ltd	EUTM	ROSETTASTONE & Blue Stone Design on Yellow Background	Registered	10031086	8-Jun-11	10031086	22-Dec-11
Rosetta Stone Ltd	EUTM	ROSETTASTONE.COM	Registered	5369863	9-Oct-06	5369863	4-Oct-07
Rosetta Stone Ltd.	EUTM	SPEAK FOR YOURSELF	Pending	17995132	30-Nov-18		
Rosetta Stone Ltd	EUTM	THE ROSETTA STONE	Registered	1283571	19-Aug-99	1283571	11-Sep-00
Rosetta Stone Ltd	EUTM	TOTALE	Registered	10328102	10-Oct-11	10328102	27-Jan-12
Rosetta Stone Ltd.	EUTM	Yellow Color	Registered	10707958	8-Mar-12	10707958	6-Aug-15
Rosetta Stone Ltd	Germany	BLUE STONE Design	Registered	30734533.5/09	29-May-07	30734533	16-Dec-08
Rosetta Stone Ltd	Germany	LANGUAGE LEARNING SUCCESS & Blue Stone Design in Color	Registered	30748227.8/09	23-Jul-07	30748227	25-Sep-07
Rosetta Stone Ltd.	Guatemala	BLUE STONE Logo in Color	Pending	2018-12288	21-Dec-18		
Rosetta Stone Ltd.	Guatemala	BLUE STONE Logo in Color	Pending	2018-12289	21-Dec-18		
Rosetta Stone Ltd.	Guatemala	BLUE STONE Logo in Color	Pending	2018-12290	21-Dec-18		
Rosetta Stone Ltd	Guatemala	ROSETTA STONE	Pending	2018-11285	21-Dec-18		
Rosetta Stone Ltd	Guatemala	ROSETTA STONE	Pending	2018-12286	21-Dec-18		
Rosetta Stone Ltd	Guatemala	ROSETTA STONE	Pending	2018-12287	21-Dec-18		

OWNER	COUNTRY	TRADEMARK	STATUS	APPLN. NO.	APPLN. DATE	REG. NO.	REG. DATE
Rosetta Stone Ltd	Hong Kong	ROSETTA STONE	Registered	301239778	14-Nov-08	301239778	14-Nov-08
Rosetta Stone Ltd	Hong Kong	ROSETTA WORLD LANGUAGE LEARNING SUCCESS & Globe Design	Registered	300192168	7-Apr-04	300192168	7-Apr-04
Rosetta Stone Limited	India	ROSETTA STONE	Registered	1272899	16-Mar-04	1272899	22-Dec-05
Rosetta Stone Limited	India	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Registered	1272898	16-Mar-04	1272898	3-Jan-06
Rosetta Stone Limited	India	ROSETTASTONE.COM	Registered	1494867	9-Oct-06	1494867	31-Mar-11
Rosetta Stone Ltd	Indonesia	ROSETTA STONE	Registered	R6327/2014	22-Apr-04	IDM000055733	17-Nov-05
Lexia Learning Systems LLC	Ireland	LEXIA	Registered	228338	13-Nov-03	228338	13-Nov-03
Rosetta Stone Ltd	Japan	BLUE STONE Design	Registered	2017-062849	8-May-17	6008219	5-Jan-18
Rosetta Stone Ltd	Japan	BLUE STONE Design	Registered	2007-054237	30-May-07	5105967	18-Jan-08
Rosetta Stone Ltd.	Japan	BLUE STONE Logo in Color	Registered	2017-062853	8-May-17	6008223	5-Jan-18
Rosetta Stone Ltd.	Japan	BLUE STONE Logo in Color	Registered	2015-056532	15-Jun-15	5814103	18-Dec-15
Rosetta Stone Ltd	Japan	DYNAMIC IMMERSION	Registered	2006-073522	7-Aug-06	5042760	20-Apr-07
Rosetta Stone Ltd	Japan	LANGUAGE LEARNING SUCCESS & Blue Stone Design in Color	Registered	2017-062850	8-May-17	6008220	5-Jan-18
Rosetta Stone Ltd	Japan	LANGUAGE LEARNING SUCCESS & Blue Stone Design in Color	Registered	2007-081949	23-Jul-07	5146596	27-Jun-08
Rosetta Stone Ltd	Japan	REFLEX	Registered	2011-016952	9-Mar-11	5555447	8-Feb-13
ROSETTA STONE LTD.	Japan	reflex with Katakana and design	Registered	2 0 0 4 – 3 5 2 4 0	31-Mar-04	4820311	26-Nov-04
Rosetta Stone Ltd	Japan	ROSETTA STONE	Registered	2008-021277	21-Mar-08	5229200	15-May-09
Rosetta Stone Ltd	Japan	ROSETTA STONE	Registered	2017-062851	8-May-17	6008221	5-Jan-18
Rosetta Stone Ltd	Japan	ROSETTA STONE	Registered	2002-105627	13-Dec-02	4916510	16-Dec-05
Rosetta Stone Ltd	Japan	ROSETTA STONE (Audio CDs relating to language learning & teaching)	Registered	2008-094887	25-Nov-08	5235610	5-Jun-09

OWNER	COUNTRY	TRADEMARK	STATUS	APPLN. NO.	APPLN. DATE	REG. NO.	REG. DATE
Rosetta Stone Ltd	Japan	ROSETTA STONE (in KATAKANA)	Registered	2009-052486	10-Jul-09	5301994	19-Feb-10
Rosetta Stone Ltd	Japan	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Registered	2003-003994	22-Jan-03	4913136	2-Dec-05
Rosetta Stone Ltd.	Japan	ROSETTA STONE LEARNING CENTER	Registered	2015-056531	15-Jun-15	5814102	18-Dec-15
Rosetta Stone Ltd.	Japan	ROSETTA STONE LEARNING CENTER	Registered	2017-062852	8-May-17	6008222	5-Jan-18
Rosetta Stone Ltd	Japan	ROSETTA WORLD (IN KATA-KANA)	Registered	2009-019290	17-Mar-09	5253062	31-Jul-09
Rosetta Stone Ltd	Japan	ROSETTA WORLD. THE FASTEST WAY TO LEARN A LANGUAGE.	Registered	2006-83423	7-Sep-06	5054850	15-Jun-07
Rosetta Stone Ltd	Japan	ROSETTA WORLD. THE FASTEST WAY TO LEARN A LANGUAGE. GUARANTEED.	Registered	2006-83424	7-Sep-06	5054851	15-Jun-07
Rosetta Stone Ltd	Japan	THE ROSETTA STONE	Registered	2000-75425	6-Jul-00	4513641	19-Oct-01
Rosetta Stone Ltd	Korea (South)	REFLEX	Registered		15-Mar-11	45-47579	31-Dec-13
Rosetta Stone Ltd	Korea (South)	ROSETTA	Registered	40-2013-17369	6-Oct-13	40-1056340	1-Sep-14
Rosetta Stone Ltd	Korea (South)	ROSETTA	Registered	45-2011-3876	30-Aug-11	45-46844	5-Nov-13
Rosetta Stone Ltd	Korea (South)	ROSETTA STONE	Registered	40-0030097	19-Jun-08	40-792733	18-Jun-09
Rosetta Stone Ltd	Korea (South)	ROSETTA STONE	Registered		30-Aug-11	41-248745	8-Jan-13
Rosetta Stone Ltd	Korea (South)	ROSETTA STONE & Blue Stone Design with Korean characters	Registered	45-2013-7895	27-Dec-13	45-52020	5-Nov-14
Rosetta Stone Ltd	Korea (South)	THE ROSETTA STONE	Registered	2002-0015049	2-Apr-02	40-549889	3-Jun-03
Rosetta Stone Ltd	Korea (South)	THE ROSETTA STONE & Design	Registered	4.02002E+12	2-Apr-02	40-549888	3-Jun-03
Rosetta Stone Ltd.(520000027584)	Korea (South)	TOTALE	Registered		30-Aug-11	45-44432	18-Apr-13
Rosetta Stone Ltd	Macau	ROSETTA STONE	Registered		25-Nov-08	N/040312	28-Apr-09
Rosetta Stone Ltd	Malaysia	ROSETTA STONE	Registered	4004302	2-Apr-04	4004302	2-Apr-04

OWNER	COUNTRY	TRADEMARK	STATUS	APPLN. NO.	APPLN. DATE	REG. NO.	REG. DATE
Rosetta Stone Ltd	Mexico	DYNAMIC IMMERSION	Registered	805858	11-Sep-06	1012374	21-Nov-07
Lexia Learning Systems LLC	Mexico	LEXIA	Registered	644951	4-Mar-04	829701	15-Apr-04
Rosetta Stone Ltd	Mexico	ROSETTA STONE	Registered	549653	22-Aug-03	811562	29-Oct-03
Rosetta Stone Ltd	Mexico	ROSETTASTONE.COM	Registered	813858	19-Oct-06	962139	17-Nov-06
Lexia Learning Systems LLC	New Zealand	LEXIA	Registered	704383	13-Nov-03	704383	12-Aug-04
Rosetta Stone Ltd	New Zealand	ROSETTA STONE	Registered	709674	16-Mar-04	709674	16-Sep-04
Rosetta Stone Ltd	New Zealand	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Registered	709675	16-Mar-04	709675	16-Sep-04
Rosetta Stone Ltd.	Norway	DYNAMIC IMMERSION	Registered	200608197	3-Aug-06	239505	1-Jun-07
Rosetta Stone Ltd.	Norway	ROSETTA STONE	Registered	200403036	24-Mar-04	230273	2-Jan-06
Rosetta Stone Ltd.	Norway	ROSETTASTONE.COM	Registered	200610889	11-Oct-06	240195	6-Aug-07
FAIRFIELD & SONS LTD.	Pakistan	DYNAMIC IMMERSION	Pending	226000	15-Aug-06		
Rosetta Stone Ltd	Philippines	DYNAMIC IMMERSION	Registered	4/2006/00500221	3-Aug-06	4/2006/00500221	7-Jul-08
Rosetta Stone Ltd	Russian Federation	DYNAMIC IMMERSION	Registered	2006727118	21-Sep-06	347538	7-Apr-08
Rosetta Stone Ltd	Russian Federation	ROSETTA STONE	Registered	2004708043	14-Apr-04	287760	26-Apr-05
Rosetta Stone Ltd	Russian Federation	ROSETTA STONE DYNAMIC IMMERSION	Registered	2006726975	20-Sep-06	347537	7-Apr-08
Rosetta Stone Ltd	Russian Federation	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Registered	2004708044	14-Apr-04	303,725	27-Mar-06
Rosetta Stone Ltd	Russian Federation	ROSETTASTONE.COM	Registered	2006729510	13-Oct-06	347265	2-Apr-08
Rosetta Stone Ltd	Saudi Arabia	ROSETTA STONE	Registered	80520	25-Dec-02	708/59	21-Dec-03
Rosetta Stone Ltd	Saudi Arabia	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Registered	88376	20-Mar-04	806/53	9-Oct-05
Rosetta Stone Ltd	Singapore	ROSETTA STONE	Registered	T0218244E	27-Nov-02	T0218244E	27-Nov-02
Rosetta Stone Ltd	Singapore	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Registered	T0405955A	15-Apr-04	T0405955A	15-Apr-04

OWNER	COUNTRY	TRADEMARK	STATUS	APPLN. NO.	APPLN. DATE	REG. NO.	REG. DATE
Rosetta Stone Ltd	South Africa	ROSETTA STONE	Registered	2004/04697	25-Mar-04	2004/04697	19-Apr-10
Rosetta Stone Ltd	Switzerland	ROSETTA STONE	Registered	01241/2004	30-Mar-04	521466	12-May-04
Rosetta Stone Ltd	Switzerland	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Registered	01240/2004	30-Mar-04	521479	12-May-04
Rosetta Stone Ltd	Taiwan	DYNAMIC IMMERSION	Registered	95039574	2-Aug-06	1264378	1-Jun-07
Rosetta Stone Ltd	Taiwan	ROSETTA STONE	Registered	93013008	11-Nov-08	1411938	1-Jun-10
Rosetta Stone Ltd	Turkey	ROSETTA STONE	Registered	2004/07094	18-Mar-04	2004 07094	30-Mar-05
Rosetta Stone Ltd	Turkey	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Registered	2004/07095	18-Mar-04	2004 07095	30-Mar-05
Rosetta Stone Ltd	Turkey	ROSETTASTONE.COM	Registered	2006/48891	10-Oct-06	2006 48891	9-Aug-07
Rosetta Stone Ltd.	United Arab Emirates	BLUE STONE Logo in Color	Registered	259113	29-Aug-16	259113	27-Mar-18
Rosetta Stone Ltd.	United Arab Emirates	BLUE STONE Logo in Color	Registered	259114	29-Aug-16	259114	27-Mar-18
Rosetta Stone Ltd.	United Arab Emirates	BLUE STONE Logo in Color	Registered	259115	29-Aug-16	259115	27-Mar-18
Rosetta Stone Ltd	United Arab Emirates	DYNAMIC IMMERSION	Registered	84156	13-Aug-06	83726	30-Aug-07
Rosetta Stone Ltd	United Arab Emirates	ROSETTA STONE	Registered	61642	16-Jun-04	52333	16-Apr-05
Rosetta Stone Ltd	United Arab Emirates	ROSETTA STONE LANGUAGE LEARNING SUCCESS & Globe Design	Registered	61643	16-Jun-04	59099	26-Mar-06
Rosetta Stone Ltd	United Arab Emirates	THE FASTEST WAY TO LEARN A LANGUAGE. GUARANTEED.	Registered	82329	27-Jun-06	80464	21-Mar-07
Rosetta Stone Ltd	United Kingdom	BLUE STONE Design	Registered	2457158	29-May-07	2457158	29-May-07
Rosetta Stone Ltd	United Kingdom	Language Learning Success	Registered	2462218	24-Jul-07	2462218	18-Jan-08
Lexia Learning Systems LLC	United Kingdom	LEXIA	Registered	2349064	17-Nov-03	2349064	23-Apr-04
Lexia Learning Systems, Inc	United Kingdom	LEXIA ADVANCED READING	Registered	2355635	11-Feb-04	2355635	11-Feb-04
Lexia Learning Systems LLC	United Kingdom	LEXIA FOUNDATION READING	Registered	2371587	26-Aug-04	2371587	26-Aug-04
Lexia Learning	United	Lexia Reading	Registered	2459507	26-Jun-07	2459507	15-Feb-08

OWNER	COUNTRY	TRADEMARK	STATUS	APPLN. NO.	APPLN. DATE	REG. NO.	REG. DATE
Systems LLC	Kingdom						
Lexia Learning Systems LLC	United Kingdom	LEXIA READING ASSESSMENT	Registered	2371750	27-Aug-04	2371750	27-Aug-04
Lexia Learning Systems LLC	United Kingdom	MYLEXIA	Registered	2459509	26-Jun-07	2459509	15-Feb-08
Rosetta Stone Ltd	United Kingdom	ROSETTA	Registered	2152273	28-Nov-97	2152273	28-Nov-97
Rosetta Stone Ltd.	United Kingdom	SPEAK FOR YOURSELF	Pending	3357494	30-Nov-18		
Lexia Learning Systems LLC	United States	LEXIA CORE5 READING	Pending	88141633	3-Oct-18		
Lexia Learning Systems LLC	United States	RAPID	Registered	86714607	4-Aug-15	5586556	16-Oct-18
Rosetta Stone Ltd.	United States	SEEK & SPEAK	Pending	88183326	6-Nov-18		
Rosetta Stone Ltd.	United States	SPEAK FOR YOURSELF	Pending	87941883	30-May-18		
Rosetta Stone Ltd	Venezuela	DYNAMIC IMMERSION	Registered	2006-022082	29-Sep-06	P-279188	7-May-07
Rosetta Stone Ltd	Venezuela	ROSETTA STONE	Registered	2004-004963	6-Apr-04	P262965	26-Sep-05
Rosetta Stone Ltd	Venezuela	ROSETTASTONE.COM	Registered	2006-024057	20-Oct-06	P-279638	25-Jun-07
Rosetta Stone Ltd.	Vietnam	DYNAMIC IMMERSION	Registered	4-2006-15453	14-Sep-06	85421	6-Aug-07

EXHIBIT C-1**PATENTS & PATENT APPLICATIONS**

Patent Name	Country	App. Date	App. No.	Reg. No.	Reg. Date	Grantor
PERFORMING A COMPUTERIZED LANGUAGE TEACHING LESSON USING A MAIN COMPUTER AND A MOBILE DEVICE	CN	9/21/2011	201710319176.7			Rosetta Stone Ltd.
PERFORMING A COMPUTERIZED LANGUAGE TEACHING LESSON USING A MAIN COMPUTER AND A MOBILE DEVICE	US	9/14/2015	14/853304	9954938	4/24/2018	Rosetta Stone Ltd.
PERFORMING A COMPUTERIZED LANGUAGE TEACHING LESSON USING A MAIN COMPUTER AND A MOBILE DEVICE	CA	9/21/2011	2813005			Rosetta Stone Ltd.
PERFORMING A COMPUTERIZED LANGUAGE TEACHING LESSON USING A MAIN COMPUTER AND A MOBILE DEVICE	CN	9/21/2011	201180053683.1	ZL201180053683.1	5/24/2017	Rosetta Stone Ltd.
PERFORMING A COMPUTERIZED LANGUAGE TEACHING LESSON USING A MAIN COMPUTER AND A MOBILE DEVICE	EP	9/21/2011	11827443.0			Rosetta Stone Ltd.
PERFORMING A COMPUTERIZED LANGUAGE TEACHING LESSON USING A MAIN COMPUTER AND A MOBILE DEVICE	JP	9/21/2011	2013-530260	6106087	3/10/2017	Rosetta Stone Ltd.
PERFORMING A COMPUTERIZED TASK WITH DIVERSE DEVICES	KR	9/21/2011	10-2013-7010175	10-1899609	9/11/2018	Rosetta Stone Ltd.
	KR	9/10/2018	10-2018-7026141			Rosetta Stone Ltd.

PERFORMING A COMPUTERIZED LANGUAGE TEACHING LESSON USING A MAIN COMPUTER AND A MOBILE DEVICE	US	4/20/2018	15/958795			Rosetta Stone Ltd.
MODULARIZED COMPUTER-AIDED LANGUAGE LEARNING METHOD AND SYSTEM	JP	8/10/2007	2007-210319	5563190	6/20/2014	Rosetta Stone Ltd.
METHOD FOR CREATING A SPEECH MODEL	KR	9/10/2009	10-2011-7008269	10-1664815	10/5/2016	Rosetta Stone Ltd.
METHOD FOR CREATING A SPEECH MODEL	CN	9/10/2009	200980144062.7	ZL200980144062.7	5/13/2015	Rosetta Stone Ltd.
METHOD FOR CREATING A SPEECH MODEL	CA	9/10/2009	2737142	2737142	1/6/2015	Rosetta Stone Ltd.
METHOD FOR CREATING A SPEECH MODEL	DE	9/10/2009	09813580.9	2332139	10/21/2015	Rosetta Stone Ltd.
METHOD FOR CREATING A SPEECH MODEL	FR	9/10/2009	09813580.9	2332139	10/21/2015	Rosetta Stone Ltd.
METHOD FOR CREATING A SPEECH MODEL	GB	9/10/2009	09813580.9	2332139	10/21/2015	Rosetta Stone Ltd.
METHOD AND APPARATUS FOR IMPROVING LANGUAGE COMMUNICATION	US	6/22/2009	12/488778	8840400	9/23/2014	Rosetta Stone Ltd.
LANGUAGE INSTRUCTION METHOD AND SYSTEM FOR PROVIDING LANGUAGE INSTRUCTION	IN	656/KOL NP/2006	8/31/2004	243320	10/6/2010	Rosetta Stone Ltd.
SYSTEM AND METHOD FOR LANGUAGE INSTRUCTION	KR	10200670 04359	8/31/2004	10-1118927	2/15/2012	Rosetta Stone Ltd.
GENERATING ACOUSTIC MODELS OF ALTERNATIVE PRONUNCIATIONS FOR UTTERANCES SPOKEN BY A LANGUAGE	US	16/023303	6/29/2018			Rosetta Stone Ltd.

LEARNER IN A NON-NATIVE LANGUAGE						
METHOD AND SYSTEM FOR READING FLUENCY TRAINING	US	15/243479	8/22/2016			Rosetta Stone Ltd.
METHOD AND SYSTEM FOR READING FLUENCY TRAINING	CA	2923003	9/6/2013			Rosetta Stone Ltd.
SYSTEM FOR PERFORMING ASSESSMENT WITHOUT TESTING	US	13/209722	8/15/2011	9299266	3/29/2016	Lexia Learning Systems LLC
SYSTEM FOR PERFORMING ASSESSMENT WITHOUT TESTING	US	15/078798	3/23/2016	9824603	11/21/2017	Lexia Learning Systems LLC
SYSTEM FOR UTILIZING ASSESSMENT WITHOUT TESTING	US	15/820214	11/21/2017			Lexia Learning Systems LLC