

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM631736

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks at Reel/Frame No. 7077/0905		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Royal Bank of Canada, as Collateral Agent		03/12/2021	bank: CANADA
RECEIVING PARTY DATA			
Name:	Rosetta Stone Ltd.		
Street Address:	777 Mariners Island Boulevard, Suite 600		
City:	San Mateo		
State/Country:	CALIFORNIA		
Postal Code:	94404		
Entity Type:	Limited Partnership: VIRGINIA		
PROPERTY NUMBERS Total: 26			
Property Type	Number	Word Mark	
Serial Number:	88413532	AUDIO COMPANION	
Serial Number:	87045183		
Serial Number:	87109263	CATALYST	
Serial Number:	87149687	C CATALYST	
Serial Number:	77231305	CONTEXTUAL FORMATION	
Serial Number:	78941195	DYNAMIC IMMERSION	
Serial Number:	86493394	FIT BRAINS	
Serial Number:	76464987	ROSETTA STONE	
Serial Number:	77516775	ROSETTA STONE	
Serial Number:	77505721	ROSETTA STONE	
Serial Number:	85233069	ROSETTA STONE	
Serial Number:	77777742	ROSETTA STONE	
Serial Number:	86493287	ROSETTA STONE KIDS	
Serial Number:	88392321	ROSETTA STONE LIVE	
Serial Number:	77688779	ROSETTA STONE TOTALE	
Serial Number:	77777708	ROSETTA STONE TOTALE	
Serial Number:	77017274	ROSETTASTONE.COM	
Serial Number:	88183326	SEEK & SPEAK	
Serial Number:	77788059	SIMBIO	
TRADEMARK			

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Property Type	Number	Word Mark
Serial Number:	87941883	SPEAK FOR YOURSELF
Serial Number:	87236014	TRUACCENT
Serial Number:	85980669	
Serial Number:	85385101	
Serial Number:	77752669	GOGO LINGO
Serial Number:	75545466	TELL ME MORE
Serial Number:	75235924	TALK TO ME

CORRESPONDENCE DATA

Fax Number: 2138918763

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.

Email: rhonda.deleon@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 355 South Grand Avenue

Address Line 4: Los Angeles, CALIFORNIA 90071-1560

ATTORNEY DOCKET NUMBER:	067416-0002
NAME OF SUBMITTER:	Rhonda DeLeon
SIGNATURE:	/Rhonda DeLeon/
DATE SIGNED:	03/12/2021

Total Attachments: 9

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Release of Security Interest in Trademarks

This Release of Security Interest in Trademarks (the "Release") is made as of March 12, 2021, by ROYAL BANK OF CANADA, in its capacity as collateral agent (the "Collateral Agent") pursuant to the First Lien Security Agreement, dated as of December 18, 2018 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "First Lien Security Agreement") in favor of Rosetta Stone LLC (fka Rosetta Stone Ltd.), a Virginia limited liability company and Rosetta Stone Inc., a Delaware corporation (each a "Pledgor" and collectively the "Pledgors")

W I T N E S S E T H:

WHEREAS, pursuant to the terms and conditions of the First Lien Security Agreement in favor of the Collateral Agent, the Pledgors entered into that certain First Lien Trademark Security Agreement dated as of October 15, 2020 (the "First Lien Trademark Security Agreement");

WHEREAS, pursuant to the terms and conditions of the First Lien Trademark Security Agreement and the First Lien Security Agreement, the Pledgors pledged and granted to the Collateral Agent for the benefit of the secured parties a lien on and security interest in all of the right, title and interest of the Pledgors in, to and under the Trademark Collateral (as defined in the First Lien Trademark Security Agreement) set forth on Schedule I attached hereto (the "Trademarks");

WHEREAS, the First Lien Trademark Security Agreement was recorded with the United States Patent and Trademark Office on October 15, 2020 at Reel/Frame 7077/0905; and

WHEREAS, the Collateral Agent desires to release, terminate, discharge and relinquish the security interest and lien in the Trademarks set forth on Schedule I attached hereto.

NOW, THEREFORE, for and in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Collateral Agent on behalf of itself and the secured parties, hereby releases, terminates, discharges and relinquishes unto the Pledgors the continuing security interest in, and lien on, the Trademarks set forth on Schedule I attached hereto and otherwise assigns, grants and conveys to the Pledgors, without recourse, any and all right, title and interest the Collateral Agent or the secured parties may have in, to or under to the Trademarks set forth on Schedule I attached hereto in order to revest in the Pledgors full and unencumbered title to said Trademarks set forth on Schedule I attached hereto.

The Pledgors, or any successor to the Pledgors (including any person or entity hereafter having any right, title or interest in or to the Trademarks set forth on Schedule I attached hereto), is hereby authorized to record this Release in the United States Patent and Trademark Office.

[signature page follows]

IN WITNESS WHEREOF, the Collateral Agent has caused this Release of Security Interest in Trademarks set forth on Schedule I attached hereto to be executed by its duly authorized officer as of the date first set forth above.

ROYAL BANK OF CANADA, as Collateral Agent

By: _____

Name: Susan Khokher
Title: Manager, Agency



ROSETTA STONE LLC (FKA ROSETTA
STONE LTD.)

By: *Jackana Jensen*
Name: *Jackana Jensen*
Title: *CFO*

ROSETTA STONE, INC.

By: *Jackana Jensen*
Name: *Jackana Jensen*
Title: *CFO*

SCHEDULE I
Trademark Registrations:

[Attached]

REDACTED

TRADEMARK	COUNTRY	TYPE OF MARK	CLASSES	OWNER	STATUS	APP NO.	APP DATE	REG. NO.	REG DATE	RENEWAL
BLUE STONE LION IN CROWN	Australia	WIPO	3, 41, 42	Rosetta Stone Ltd	Registered	1311206	31-Mar-16	1311360	31-Mar-16	31-May-26
REDACTED										
BLUE STONE LION IN CROWN	Brzaz		3	Rosetta Stone Ltd	Registered	3011088020	30-May-16	311036020	30-May-16	22-May-26
BLUE STONE LION IN CROWN	Brzaz		41	Rosetta Stone Ltd	Registered	311059180	30-May-16	311059100	30-May-16	29-May-26
BLUE STONE LION IN CROWN	Brzaz		42	Rosetta Stone Ltd	Registered	2011069143	26-May-16	2011069143	26-May-16	29-May-26
CATALYST	Brzaz		8	Rosetta Stone Ltd	Pending	312252125	2-Feb-17			
CATALYST	Brzaz		41	Rosetta Stone Ltd	Pending	312252235	3-Feb-17			
CATALYST	Brzaz		42	Rosetta Stone Ltd	Registered	312252238	3-Feb-17	312252235	23-Oct-18	23-Oct-28
CATALYST LION IN CROWN	Brzaz		3	Rosetta Stone Ltd	Pending	312252245	2-Feb-17			
CATALYST LION IN CROWN	Brzaz		41	Rosetta Stone Ltd	Pending	312252251	2-Feb-17			
CATALYST LION IN CROWN	Brzaz		42	Rosetta Stone Ltd	Registered	312252260	2-Feb-17	312252260	23-Oct-18	23-Oct-28

REDACTED

REDACTED

ROSETTA STONE LIVE	Brzaz	WIPO	3, 41, 42	Rosetta Stone Ltd	Pending	1505007	18-Oct-18			
BLUE STONE LION IN CROWN	Canada		3, 41, 42	Rosetta Stone Ltd	Registered	1727355	16-Jun-16	TMAS27354	13-Mar-18	13-Mar-23
CATALYST	Canada		3, 41, 42	Rosetta Stone Ltd	Registered	1820062	1-Feb-17	TM4106835	6-Nov-18	6-Nov-23
CATALYST LION IN CROWN	Canada		3, 41, 42	Rosetta Stone Ltd	Registered	1820091	1-Feb-17	TM4106839	6-Nov-18	6-Nov-23

REDACTED

ROSETTA STONE	Canada		3, 39, 41, 42	ROSETTA STONE LTD	Registered	1133143	3-May-02	TMAS27354	3-Dec-24	6-Dec-29
ROSETTA STONE LANGUAGES	Canada		9	ROSETTA STONE LTD	Registered	1133144	3-May-02	TMAS27358	7-Dec-04	7-Dec-29
EARNING SUCCESS & GLOBE DESIGN										
ROSETTA STONE LIVE	Canada	WIPO	3, 41, 42	Rosetta Stone Ltd	Pending	1505007	18-Oct-18			

REDACTED

BLUE STONE Design	China		16	ROSETTA STONE LTD	Registered	8094861	7-Jun-07	16994861	14-Feb-10	13-Feb-20
BLUE STONE Design	China		33	ROSETTA STONE LTD	Registered	8113812	12-Feb-11	8113812	14-Feb-12	13-Feb-22
BLUE STONE Design	China		41	ROSETTA STONE LTD	Registered	8113817	12-Feb-11	8113817	14-Feb-12	13-Feb-22
BLUE STONE Design	China		42	ROSETTA STONE LTD	Registered	8113816	12-Feb-11	8113816	14-Feb-12	13-Feb-22
BLUE STONE LION IN CROWN	China	WIPO	3, 41, 42	ROSETTA STONE LTD	Registered	1311350	31-May-16	1311350	31-May-19	31-May-28
DYNAMIC DIMENSION	China		3	ROSETTA STONE LTD	Registered	8517337	2-Aug-20	8517337	14-Jun-09	13-Jul-23
REDACTED										
REF EX	China		33	ROSETTA STONE LTD	Registered	8223817	17-Mar-11	8223817	21-Mar-12	20-Mar-22
ROSETTA	China		41	ROSETTA STONE LTD	Registered	8223818	17-Mar-11	8223818	14-Feb-14	13-Feb-24
ROSETTA	China		3	ROSETTA STONE LTD	Registered	8113847	12-Feb-11	8113847	14-Mar-14	13-Apr-24
ROSETTA	China		3	ROSETTA STONE LTD	Registered	80982838	21-Aug-19	80982838	7-Aug-20	8-Aug-30
ROSETTA	China		38	ROSETTA STONE LTD	Registered	8113846	12-Feb-11	8113846	14-Feb-12	13-Feb-22

REDACTED

32. LIE STONE Logo in Color	Guatemala	30	Rosetta Stone Ltd	Registered	2018-12288	31-Dec-18	344854	5-Apr-19	4-Nov-29
32. LIE STONE Logo in Color	Guatemala	31	Rosetta Stone Ltd	Registered	2018-12289	31-Dec-18	249652	5-May-19	4-Nov-29
32. LIE STONE Logo in Color	Guatemala	32	Rosetta Stone Ltd	Registered	2018-12290	31-Dec-18	249653	5-May-19	4-Nov-29

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33. LIE STONE Logo in Color	Hong Kong	33-41-42	Rosetta Stone Ltd	Registered	2020-264824	23-May-19	392754924	23-May-19	22-May-26
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33. LIE STONE Logo in Color	Hong Kong	33-41-42	Rosetta Stone Ltd	Registered	1331390	31-May-10	1331390	31-May-19	31-May-26
ROSETTA STONE	Hong Kong	33-41-42	Rosetta Stone Ltd	Registered	2017-082855	31-May-17	6928223	5-Jan-18	5-Jan-26
ROSETTA STONE LANGUAGE LEARNING SUCCESS & Global Design	Hong Kong	33-41-42	Rosetta Stone Ltd	Registered	1331390	31-May-10	1331390	31-May-19	31-May-26
ROSETTASTONE.COM	Hong Kong	33-41-42	Rosetta Stone Limited	Registered	1272898	16-Mar-04	1272898	3-Jun-08	18-Mar-24

REDACTED

34. LIE STONE Logo in Color	Japan	34	ROSETTA STONE LTD	Registered	2 0 9 4 - 3 5 2 4 0	31-Mar-04	14289311	20-Nov-04	26-Nov-24
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ROSETTA STONE LEARNING CENTER	Japan	34	Rosetta Stone Ltd	Registered	2015-056531	11-May-15	1614182	18-Dec-15	18-Dec-25
ROSETTA STONE LEARNING CENTER	Japan	34-42	Rosetta Stone Ltd	Registered	2017-082852	31-May-17	6928222	5-Jan-18	5-Jan-26

REDACTED

35. LIE STONE Logo in Color	Korea (South)	35-41-42	Rosetta Stone Ltd	Registered	1331390	31-May-10	1331390	31-May-19	31-May-26
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ROSETTA STONE LIVE	Korea (South)	35-41-42	Rosetta Stone Ltd	Registered	2020-262143	22-Jul-18	1589466	26-Feb-20	28-Feb-30
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TOTAL	Korea (South)	35-36-41-42-6013131	Rosetta Stone Ltd (920000027564)	Registered		30-Aug-13	145-4432	10-Apr-13	18-Apr-23
35. LIE STONE Logo in Color	Hong Kong	35-41-42	Rosetta Stone Ltd	Registered	1331390	31-May-10	1331390	31-May-19	31-May-26

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BLUE STONE Logo in Color	New Zealand	WIPO	18.41.42	Rosetta Stone Ltd	Registered	1311390	31-May-18	1311390	31-May-18	31-May-26
OSVAMIC NIMENSION	Norway	WIPO	18.41.42	Rosetta Stone Ltd	Registered	1311390	31-May-18	1311390	31-May-18	31-May-26
ROSETTA STONE	Norway	WIPO	18.41.42	Rosetta Stone Ltd	Registered	200802187	27-Aug-06	200802187	1-Jun-07	1-Jun-27
ROSETTASTONE.COM	Norway	WIPO	18.41.42	Rosetta Stone Ltd	Registered	200403035	24-Nov-04	200403035	2-Jul-05	2-Jul-26
OSVAMIC NIMENSION	Norway	WIPO	18.41.42	Rosetta Stone Ltd	Registered	200816888	11-Oct-06	240195	6-Aug-07	6-Aug-27
BLUE STONE Logo in Color	Russia	WIPO	18.41.42	Rosetta Stone Ltd	Registered	228002	13-Aug-06	228002	18-Nov-16	15-Aug-26
OSVAMIC NIMENSION	Russia	WIPO	18.41.42	Rosetta Stone Ltd	Registered	1311390	31-May-18	1311390	17-Nov-16	31-May-26
BLUE STONE Logo in Color	Russian Federation	WIPO	18.41.42	Rosetta Stone Ltd	Registered	420067000221	3-Aug-09	420067000221	7-Jul-08	7-Jul-29

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BLUE STONE Logo in Color	Singapore	WIPO	18.41.42	Rosetta Stone Ltd	Registered	1311390	31-May-18	1311390	31-May-19	31-May-26
BLUE STONE Logo in Color	Switzerland	WIPO	18.41.42	Rosetta Stone Ltd	Registered	1311390	31-May-18	1311390	31-May-19	31-May-26

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BLUE STONE Logo in Color	Turkey	WIPO	18.41.42	Rosetta Stone Ltd	Registered	1311390	31-May-18	1311390	31-May-18	31-May-26
BLUE STONE Logo in Color	United Arab Emirates		19	Rosetta Stone Ltd	Registered	258113	28-Aug-16	258113	27-Mar-18	29-Aug-26
BLUE STONE Logo in Color	United Arab Emirates		41	Rosetta Stone Ltd	Registered	258114	25-Aug-16	258114	27-Mar-18	29-Aug-26
BLUE STONE Logo in Color	United Arab Emirates		42	Rosetta Stone Ltd	Registered	258115	28-Aug-16	258115	27-Mar-18	29-Aug-26

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ROSETTA	United Kingdom		35.38.42	Rosetta Stone, Inc.	Registered	2152273	28-Nov-87	2152273	28-Nov-87	28-Nov-27
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ROSETTA STONE LINE	United Kingdom	WIPO	8. 41. 42	ROSETTA Stone Ltd.	Registered	1505067	18. Oct. 18	1505067	17. Aug. 20	18. Oct. 28
SPEAK FOR YOURSELF	United Kingdom	WIPO	8. 41. 42	ROSETTA Stone Ltd.	Registered	3337364	33. Nov. 18	3337364	22. Feb. 19	30. Apr. 28
ASIMO COMPANION	United States		8. 41. 42	ROSETTA Stone Ltd.	Registered	839412432	2. May. 19	8040528	20. Apr. 20	28. Apr. 30
BLUE STONE Logo in Color	United States		8. 41. 42	ROSETTA Stone Ltd.	Registered	87943183	23. May. 16	320747	23. May. 17	23. May. 27
CATALYST	United States		8. 41. 42	ROSETTA Stone Ltd.	Registered	87105253	18. Sep. 16	5576366	2. Oct. 18	2. Oct. 28
CATALYST Logo in Color	United States		8. 41. 42	ROSETTA Stone Ltd.	Registered	87149687	24. Aug. 16	5576387	2. Oct. 18	2. Oct. 28
CENTRUAL FORMATION	United States		8.	ROSETTA Stone Ltd.	Registered	17231325	17. Jan. 17	1681832	13. Jan. 18	13. Jan. 23
DYNAMIC IMMERSION	United States		8.	ROSETTA Stone Ltd.	Registered	12841183	31. Jan. 06	3339880	20. Nov. 07	20. Nov. 27
STAIRS	United States		8. 41. 42	ROSETTA Stone Ltd.	Registered	8649384	31. Dec. 14	4517177	15. Mar. 16	15. Mar. 25

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ROSETTA STONE	United States		8.	ROSETTA Stone Ltd.	Registered	1364467	28. Oct. 02	1761462	8. Sep. 03	8. Sep. 13
ROSETTA STONE	United States		8.	ROSETTA Stone Ltd.	Registered	1751875	3. Jul. 08	3270015	3. Feb. 09	1. Feb. 29
ROSETTA STONE	United States		8.	ROSETTA Stone Ltd.	Registered	1726571	23. Jun. 08	3268720	3. Feb. 09	3. Feb. 29
ROSETTA STONE	United States		41	ROSETTA Stone Ltd.	Registered	8523868	3. Feb. 11	4618068	30. Aug. 11	30. Aug. 21
ROSETTA STONE	United States		42	ROSETTA Stone Ltd.	Registered	1717742	8. Jun. 05	3748526	15. Feb. 19	18. Feb. 20
ROSETTA STONE KIDS	United States		8. 41. 42	ROSETTA Stone Ltd.	Registered	8648287	31. Dec. 14	4854270	12. Jun. 16	12. Jun. 26
ROSETTA STONE LIVE	United States		41. 42	ROSETTA Stone Ltd.	Registered	1039237	18. Sep. 19	6005983	26. May. 20	26. May. 30
ROSETTA STONE TOTALE	United States		9. 30. 41	ROSETTA Stone Ltd.	Registered	1786875	11. Nov. 09	2809584	23. Nov. 20	23. Nov. 29
ROSETTA STONE TOTALE	United States		42	ROSETTA Stone Ltd.	Registered	1777792	9. Jul. 08	3877739	13. Nov. 18	19. Nov. 28
ROSETTA STONE TOTALE	United States		8.	ROSETTA Stone Ltd.	Registered	17617274	9. Oct. 09	3454568	24. Jun. 08	24. Jun. 28
SEIK & SPEAK	United States		8.	ROSETTA Stone Ltd.	Registered	88149328	8. Nov. 18	5949278	14. Jan. 20	14. Jan. 30
SEIK & SPEAK	United States		41	ROSETTA Stone Ltd.	Registered	17140659	22. Jan. 09	3838617	29. Mar. 11	29. Mar. 21
SPEAK FOR YOURSELF	United States		8. 41. 42	ROSETTA Stone Ltd.	Pending	87941882	30. May. 18			
TRUACCENT	United States		8. 42	ROSETTA Stone Ltd.	Registered	87238014	14. Nov. 16	8840073	20. Aug. 18	20. Aug. 29
Yellow Color	United States		8.	ROSETTA Stone Ltd.	Registered	85888686	28. Sep. 11	4452385	6. Jul. 14	8. Jul. 24
Yellow Color	United States		38. 41. 42	ROSETTA Stone Ltd.	Registered	85888161	20. Sep. 11	4461837	1. Jul. 14	1. Jul. 24

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BLUE STONE Logo in Color	Vietnam	WIPO	8. 41. 42	ROSETTA Stone Ltd.	Registered	11311300	31. May. 16	1311300	31. May. 18	31. May. 26
DYNAMIC IMMERSION	Vietnam		8.	ROSETTA Stone Ltd.	Registered	1-2305-15452	14. Sep. 09	58421	6. Sep. 07	14. Sep. 25
BLUE STONE Logo in Color	WIPO	IP Rights	8. 41. 42	ROSETTA Stone Ltd.	Registered	1311300	31. May. 16	1311300	31. May. 18	31. May. 26
ROSETTA STONE LINE	WIPO	IP Rights	8. 41. 42	ROSETTA Stone Ltd.	Registered	1595067	18. Oct. 18	1595067	18. Oct. 19	18. Oct. 28
GOJO LINKO	United States			ROSETTA Stone Ltd.	Registered	77726683	4. Jun. 08	3757618	2. Jan. 01	2. Jan. 01
TALK ME MORE	United States			Aurality	Registered	75645166	1. Sep. 06	2484324	26. Jun. 01	26. Jun. 01
TALK TO ME	United States			Aurality	Registered	75235824	4. Feb. 07	2254067	12. Jun. 08	12. Jun. 08