

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM631737

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks at Reel/Frame No. 7077/0972

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

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 Second Lien Security Agreement, dated as of December 18, 2018 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Second 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 Second Lien Security Agreement in favor of the Collateral Agent, the Pledgors entered into that certain Second Lien Trademark Security Agreement dated as of October 15, 2020 (the "Second Lien Trademark Security Agreement");

WHEREAS, pursuant to the terms and conditions of the Second Lien Trademark Security Agreement and the Second 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 Second Lien Trademark Security Agreement) set forth on Schedule I attached hereto (the "Trademarks");

WHEREAS, the Second Lien Trademark Security Agreement was recorded with the United States Patent and Trademark Office on October 15, 2020 at Reel/Frame 7077/0972; 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: *Barbara Jensen*
Name: *Barbara Jensen*
Title: *CEO*

ROSETTA STONE, INC.

By: *Barbara Jensen*
Name: *Barbara Jensen*
Title: *CEO*

SCHEDULE I
Trademark Registrations:

[Attached]

TRADEMARK	COUNTRY	TYPE OF MARK	CLASSES	OWNER	STATUS	APP NO.	APP DATE	REG. NO.	REG DATE	RENEWAL
				REDACTED						
				REDACTED						
BLUE STONE LOGO IN COLOR	Australia	WIPO	39, 41, 42	Rosetta Stone Inc	Registered	1311200	31-MAY-16	1311360	31-MAY-15	31-MAY-26
BLUE STONE LOGO IN COLOR	Brzaz		39	Rosetta Stone Inc	Registered	8011088020	30-MAY-15	911089070	30-MAY-15	22-MAY-28
BLUE STONE LOGO IN COLOR	Brzaz		41	Rosetta Stone Inc	Registered	911089180	30-MAY-15	911089100	30-MAY-15	29-MAY-28
BLUE STONE LOGO IN COLOR	Brzaz		42	Rosetta Stone Inc	Registered	2011068143	25-MAY-16	2011068143	25-MAY-16	29-MAY-28
CATALYST	Brzaz		39	Rosetta Stone Inc	Pending	912252125	21-Feb-17			
CATALYST	Brzaz		41	Rosetta Stone Inc	Pending	912252235	21-Feb-17			
CATALYST	Brzaz		42	Rosetta Stone Inc	Registered	912252235	21-Feb-17	912252235	23-OCT-18	23-OCT-28
CATALYST LOGO IN COLOR	Brzaz		39	Rosetta Stone Inc	Pending	912252245	21-Feb-17			
CATALYST LOGO IN COLOR	Brzaz		41	Rosetta Stone Inc	Pending	912252251	21-Feb-17			
CATALYST LOGO IN COLOR	Brzaz		42	Rosetta Stone Inc	Registered	912252280	21-Feb-17	912252280	23-OCT-18	23-OCT-28

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ROSETTA STONE LIVE	Brzaz	WIPO	39, 41, 42	Rosetta Stone Inc	Pending	1505007	18-OCT-18			
BLUE STONE LOGO IN COLOR	Canada		39, 41, 42	Rosetta Stone Inc	Registered	1782355	15-JUN-16	TM0092355	13-MAR-18	13-MAR-31
CATALYST	Canada		39, 41, 42	Rosetta Stone Inc	Registered	1820062	11-FEB-17	TM1108835	6-NOV-18	6-NOV-31
CATALYST LOGO IN COLOR	Canada		39, 41, 42	Rosetta Stone Inc	Registered	1820091	11-FEB-17	TM1108839	6-NOV-18	6-NOV-31

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ROSETTA STONE	Canada		39, 39, 41, 42	ROSETTA STONE LTD	Registered	1158143	8-MAY-02	TM0527854	3-DEC-04	8-DEC-29
ROSETTA STONE LANGUAGES LEARNING SUCCESS & GLOBE DESIGN	Canada		39	ROSETTA STONE LTD	Registered	1158144	8-MAY-02	TM0527739	7-DEC-04	7-DEC-29
ROSETTA STONE LIVE	Canada	WIPO	39, 41, 42	Rosetta Stone Inc	Pending	1505007	18-OCT-18			

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BLUE STONE Design	China		39	ROSETTA STONE LTD	Registered	8094861	7-JUN-07	6094861	14-FEB-10	13-FEB-30
BLUE STONE Design	China		39	ROSETTA STONE LTD	Registered	8115818	12-FEB-11	9118818	14-FEB-12	11-FEB-22
BLUE STONE Design	China		41	ROSETTA STONE LTD	Registered	8118817	12-FEB-11	9118817	14-FEB-12	13-FEB-22
BLUE STONE Design	China		42	ROSETTA STONE LTD	Registered	8118816	12-FEB-11	9118816	14-FEB-12	13-FEB-22
BLUE STONE LOGO IN COLOR	China	WIPO	39, 41, 42	ROSETTA STONE LTD	Registered	9311350	31-MAY-15	9311350	31-MAY-15	31-MAY-28
DYNAMIC DIMENSION	China		39	ROSETTA STONE LTD	Registered	9317337	2-AUG-25	9317337	14-JUN-09	13-JUN-23
REFLEX	China		39	ROSETTA STONE LTD	Registered	8223817	11-7-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		39	ROSETTA STONE LTD	Registered	8118847	12-FEB-11	9118847	14-MAY-14	13-MAY-24
ROSETTA	China		39	ROSETTA STONE LTD	Registered	90582838	21-MAY-19	90582838	7-MAY-20	8-MAY-30
ROSETTA	China		39	ROSETTA STONE LTD	Registered	9118546	12-FEB-11	9118546	14-FEB-12	13-FEB-22

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BL UE STONE Logo in Color	Japan	30	31	32	33	34	35	36	37	38	39	40	41	42
ROSETTA STONE LEARNING CENTER	Japan	31	32	33	34	35	36	37	38	39	40	41	42	
ROSETTA STONE LEARNING CENTER	Japan	32	33	34	35	36	37	38	39	40	41	42		
BL UE STONE Logo in Color	Japan	33	34	35	36	37	38	39	40	41	42			
ROSETTA STONE LEARNING CENTER	Japan	34	35	36	37	38	39	40	41	42				
ROSETTA STONE LEARNING CENTER	Japan	35	36	37	38	39	40	41	42					
BL UE STONE Logo in Color	Japan	36	37	38	39	40	41	42						
ROSETTA STONE LEARNING CENTER	Japan	37	38	39	40	41	42							
ROSETTA STONE LEARNING CENTER	Japan	38	39	40	41	42								
BL UE STONE Logo in Color	Japan	39	40	41	42									
ROSETTA STONE LEARNING CENTER	Japan	40	41	42										
ROSETTA STONE LEARNING CENTER	Japan	41	42											
BL UE STONE Logo in Color	Japan	42												
ROSETTA STONE LEARNING CENTER	Japan													

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BLUE STONE Logo in Color	New Zealand	WIPO	31-41-42	Rosetta Stone Ltd	Registered	1311390	31-May-18	31-11-90	31-May-18	31-May-26
OSVAMIC INVESTRON	Norway	WIPO	31-41-42	Rosetta Stone Ltd	Registered	1311390	31-May-18	31-11-90	31-May-18	31-May-26
ROSETTA STONE	Norway	WIPO	31-41-42	Rosetta Stone Ltd	Registered	209582187	27-Aug-06	29-8-09	1-Jun-07	1-Jun-27
ROSETTASTONE.COM	Norway	WIPO	31-41-42	Rosetta Stone Ltd	Registered	200403935	24-Nov-04	29-07-8	2-Jul-05	2-Jun-28
OSVAMIC INVESTRON	Norway	WIPO	31-41-42	Rosetta Stone Ltd	Registered	209616888	11-Oct-06	24-1-05	6-Aug-07	6-Aug-27
BLUE STONE Logo in Color	Philippines	WIPO	31-41-42	Rosetta Stone Ltd	Registered	228308	13-Aug-06	22-8-08	18-Nov-18	15-Aug-25
OSVAMIC INVESTRON	Philippines	WIPO	31-41-42	Rosetta Stone Ltd	Registered	1311390	31-May-18	31-11-90	31-May-18	31-May-26
BLUE STONE Logo in Color	Russian Federation	WIPO	31-41-42	Rosetta Stone Ltd	Registered	42200670030221	3-Aug-09	4200635003221	7-Jul-08	7-Jul-29

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BLUE STONE Logo in Color	Singapore	WIPO	31-41-42	Rosetta Stone Ltd	Registered	1311390	31-May-18	31-11-90	31-May-18	31-May-26
BLUE STONE Logo in Color	Switzerland	WIPO	31-41-42	Rosetta Stone Ltd	Registered	1311390	31-May-18	31-11-90	31-May-18	31-May-26

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BLUE STONE Logo in Color	Turkey	WIPO	31-41-42	Rosetta Stone Ltd	Registered	1311390	31-May-18	31-11-90	31-May-18	31-May-26
BLUE STONE Logo in Color	United Arab Emirates	WIPO	31-41-42	Rosetta Stone Ltd	Registered	258113	28-Aug-16	25-8-13	27-Mar-18	28-Aug-26
BLUE STONE Logo in Color	United Arab Emirates	WIPO	31-41-42	Rosetta Stone Ltd	Registered	258114	25-Aug-16	25-8-14	27-Mar-18	28-Aug-26
BLUE STONE Logo in Color	United Arab Emirates	WIPO	31-41-42	Rosetta Stone Ltd	Registered	258115	28-Aug-16	25-8-15	27-Mar-18	29-Aug-25

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ROSETTA	United Kingdom	35-36-42	Rosetta Stone, Inc.	Registered	3152273	28-Nov-87	21-5-273	28-Nov-87	28-Nov-87	28-Aug-27
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ROSETTA STONE LINE	United Kingdom	WIPO	8	41	42	Rosetta Stone Ltd	REDACTED	Registered	1505067	18-Oct-18	1505067	17-Aug-20	18-Oct-28
SPEAK FOR YOURSELF	United Kingdom	WIPO	8	41	42	Rosetta Stone Ltd	REDACTED	Registered	3337364	30-Nov-18	3337364	22-Feb-19	30-Apr-28
ASIMO COMPANY	United States		8	41	42	Rosetta Stone Ltd	REDACTED	Registered	89412932	2-May-19	9049528	20-Apr-20	28-Apr-30
BLUE STONE Logo in Color	United States		8	41	42	Rosetta Stone Ltd	REDACTED	Registered	87943183	25-May-16	9207147	25-May-17	23-May-27
CATALYST	United States		8	41	42	Rosetta Stone Ltd	REDACTED	Registered	87105253	18-Sep-16	8563666	2-Oct-18	2-Oct-18
CATALYST Logo in Color	United States		8	41	42	Rosetta Stone Ltd	REDACTED	Registered	87149687	24-Aug-16	8576387	2-Oct-18	2-Oct-18
CENTRIFUGAL FORMATION	United States		8			Rosetta Stone Ltd	REDACTED	Registered	7231326	17-Jun-07	161832	13-Jun-09	13-Jun-29
DYNAMIC IMMERSION	United States		8			Rosetta Stone Ltd	REDACTED	Registered	78841183	31-Jul-06	339380	20-Nov-07	20-Nov-27
STAIRS	United States		8	41	42	Rosetta Stone Ltd	REDACTED	Registered	8649384	31-Dec-14	8517177	15-Mar-16	15-Mar-25

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ROSETTA STONE	United States		8			Rosetta Stone Ltd	REDACTED	Registered	7664867	28-Oct-02	7761462	9-Sep-03	6-Sep-13
ROSETTA STONE	United States		8			Rosetta Stone Ltd	REDACTED	Registered	7751875	3-Jul-08	3270015	2-Feb-09	1-Feb-29
ROSETTA STONE	United States		8			Rosetta Stone Ltd	REDACTED	Registered	77269721	23-Jun-08	3268920	3-Feb-09	3-Feb-29
ROSETTA STONE	United States		8			Rosetta Stone Ltd	REDACTED	Registered	85238638	3-Feb-11	4618068	30-Aug-11	30-Aug-21
ROSETTA STONE	United States		8			Rosetta Stone Ltd	REDACTED	Registered	7777742	8-Jun-05	2748526	15-Feb-19	14-Feb-30
ROSETTA STONE KIDS	United States		8	41	42	Rosetta Stone Ltd	REDACTED	Registered	8648287	31-Dec-14	4854270	12-Jun-16	12-Jun-26
ROSETTA STONE LIVE	United States		8			Rosetta Stone Ltd	REDACTED	Registered	80892387	18-Nov-19	6010583	26-Nov-20	26-Nov-30
ROSETTA STONE TOTALE	United States		8			Rosetta Stone Ltd	REDACTED	Registered	7788779	9-Jul-08	3877739	13-Nov-10	19-Nov-20
ROSETTA STONE TOTALE	United States		8			Rosetta Stone Ltd	REDACTED	Registered	77617274	8-Oct-09	3454568	24-Jun-08	24-Jun-28
ROSETTA STONE TOTAL	United States		8			Rosetta Stone Ltd	REDACTED	Registered	88149328	8-Nov-18	9592726	14-Jun-20	14-Jun-30
SEBK & SPEAK	United States		8			Rosetta Stone Ltd	REDACTED	Registered	77180639	22-Jun-09	3838617	29-Mar-11	29-Mar-21
SPEAK FOR YOURSELF	United States		8	41	42	Rosetta Stone Ltd	REDACTED	Pending	87947883	30-Nov-18			
TRUACCENT	United States		8	42		Rosetta Stone Ltd	REDACTED	Registered	87238014	14-Nov-16	8840073	20-Aug-18	20-Aug-29
Yellow Color	United States		8			Rosetta Stone Ltd	REDACTED	Registered	8588868	28-Jul-11	4582385	6-Jul-14	8-Jul-24
Yellow Color	United States		8	41	42	Rosetta Stone Ltd	REDACTED	Registered	85888191	20-Jul-11	4681837	1-Jul-14	1-Jul-24

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BLUE STONE Logo in Color	Vietnam	WIPO	8	41	42	Rosetta Stone Ltd	REDACTED	Registered	11311300	31-May-16	1341380	31-May-18	31-May-26
DYNAMIC IMMERSION	Vietnam	WIPO	8			Rosetta Stone Ltd	REDACTED	Registered	1-2805-18482	14-Sep-09	88421	6-Sep-07	14-Sep-25
BLUE STONE Logo in Color	WIPO	IP Rights	8	41	42	Rosetta Stone Ltd	REDACTED	Registered	1311300	31-May-16	1311380	31-May-18	31-May-26
ROSETTA STONE LINE	WIPO	IP Rights	8	41	42	Rosetta Stone Ltd	REDACTED	Registered	1595067	18-Oct-16	1595067	18-Oct-16	18-Oct-28
GOLOS UNICO	United States					Rosetta Stone Ltd	REDACTED	Registered	77782683	4-Jun-08	3757618	2-Jan-01	
TALK ME MORE	United States					Aurality	REDACTED	Registered	76545166	1-Sep-06	2484324	26-Jan-01	
TALK TO ME	United States					Aurality	REDACTED	Registered	76235824	4-Feb-07	2234867	12-Jun-08	

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