



State of Rhode Island
and Providence Plantations
Office of the Secretary of State

A. Ralph Mollis, Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2009

Filing Period: January 1 - March 1 • **Filing Fee:** \$50.00* • **THIS REPORT MUST BE TYPED OR PRINTED LEGIBLY IN BLACK INK.**

* In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

1. Corporate ID No. 156618		2. Name of Corporation Rosetta Stone Ltd.			
3. Street Address Principal Business Office 135 W. Market Street			City Harrisonburg	State VA	Zip 22801
4. Business Phone No. 540-432-6166		5. State of Incorporation Virginia			
6. Brief Description of the Character of Business Conducted in Rhode Island Develop & retail sales of language learning computer software					
7. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Tom P. H. Adams			Vice President Name None		
Street Address 135 W. Market Street			Street Address		
City Harrisonburg	State VA	Zip 22801	City	State	Zip
Secretary Name Michael Wu			Treasurer Name None		
Street Address 135 W. Market Street			Street Address		
City Harrisonburg	State VA	Zip 22801	City	State	Zip
8. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Laura Witt			Director Name Phillip A. Clough		
Street Address ABS Capital Partners 400 E. Pratt Street, Suite 910			Street Address ABS Capital Partners 400 E. Pratt Street, Suite 910		
City Baltimore	State MD	Zip 21202	City Baltimore	State MD	Zip 21202
Director Name John Lindahl			Director Name Patrick Gross		
Street Address Norwest Equity Partners 3600 IDS Ctr, 80 S. 8th Street			Street Address The Lovell Group 1725 I St., NW Suite 300		
City Minneapolis	State MN	Zip 55402	City Washington	State DC	Zip 20006
9. SHARES AUTHORIZED			10. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
This information is currently of record in the Office of the Secretary of State. Changes require an additional filing. See Section 9 of instruction sheet.			ISSUED SHARES — THIS SECTION MUST BE COMPLETED		
			Number of Shares 5,000	Class/Series Common	Par Value None
			N/A		

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

File Date	2-23-09
Check No.	134944
By:	MNC
FOR SECRETARY OF STATE USE ONLY	

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature Douglas N. Jackson Date 2/16/09
Print or Type Name VP, TAXES
Title