

2009 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# F06000003780

FILED
Mar 30, 2009
Secretary of State

Entity Name: ROSETTA STONE LTD CORPORATION

Current Principal Place of Business:

135 W MARKET STREET
HARRISONBURG, VA 22801

New Principal Place of Business:

Current Mailing Address:

135 W MARKET STREET
HARRISONBURG, VA 22801

New Mailing Address:

FEI Number: 54-1629211 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent

_____ Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

Title: P () Delete
Name: ADAMS, TOM PH
Address: 135 W MARKET STREET
City-St-Zip: HARRISONBURG, VA 22801

Title: S () Delete
Name: WU, MICHAEL
Address: 135 WEST MARKET STREET
City-St-Zip: HARRISONBURG, VA 22801

Title: () Delete
Name:
Address:
City-St-Zip:

Title: () Delete
Name:
Address:
City-St-Zip:

Title: () Delete
Name:
Address:
City-St-Zip:

Title: () Delete
Name:
Address:
City-St-Zip:

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: P (X) Change () Addition
Name: ADAMS, TOM PH
Address: 1919 N. LYNN ST., 7TH FLOOR
City-St-Zip: ARLINGTON, VA 22209 US

Title: S (X) Change () Addition
Name: WU, MICHAEL
Address: 1919 N. LYNN ST., 7TH FLOOR
City-St-Zip: ARLINGTON, VA 22209 US

Title: CFO () Change (X) Addition
Name: HELMAN, BRIAN
Address: 1919 N. LYNN ST., 7TH FLOOR
City-St-Zip: ARLINGTON, VA 22209 US

Title: D () Change (X) Addition
Name: CLOUGH, PHILLIP A
Address: 400 E. PRATT ST., STE. 910
City-St-Zip: BALTIMORE, MD 21202 US

Title: D () Change (X) Addition
Name: LINDAHL, JOHN
Address: 3600 IDS CTR., 80 S. 8TH ST.
City-St-Zip: MINNEAPOLIS, MN 55402 US

Title: D () Change (X) Addition
Name: GROSS, PATRICK
Address: 1725 I STREET NW, STE. 300
City-St-Zip: WASHINGTON, DC 20006 US

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with an address, with all other like empowered.

SIGNATURE: TOM P. H. ADAMS

P

03/30/2009

Electronic Signature of Signing Officer or Director

_____ Date