

No. <b>C 186614</b>		<b>Due no later than Mar 31, 2012</b>		<b>2. Registered Agent and Address (NO PO BOX)</b>			
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FILING FEE IF RECEIVED BY DUE DATE</b>		<b>Annual Report Form</b>  <b>1. Mailing Address: Correct in this box if needed.</b>  ROSETTA STONE LTD. DONNA J REXRODE 135 W MARKET ST TAX DEPT. HARRISONBURG VA 22801 USA		NATIONAL REGISTERED AGENTS INC 1423 TYRELL LANE BOISE ID 83706 USA			
				3. <u>New</u> Registered Agent Signature:*			
4. Corporations: Enter Names and Business Addresses of President, Secretary, and Directors. Treasurer (optional).							
Office Held	Name	Street or PO Address	City	State	Country	Postal Code	
DIRECTOR	LAURA L WITT	ABS CAPITAL PARTNERS 400 E PRATT ST STE 910	BALTIMORE	MD	USA	21202	
DIRECTOR	PATRICK W GROSS	THE LOVELL GROUP 1725 I ST NW STE 300	WASHINGTON	DC	USA	20006	
DIRECTOR	JOHN E LINDAHL	3600 IDS CENTER 80 S 8TH ST	MINNEAPOLIS	MN	USA	55402	
DIRECTOR	PHILLIP A CLOUGH	ABS CAPITAL PARTNERS 400 E PRATT ST STE 910	BALTIMORE	MD	USA	21202	
DIRECTOR	TOM PH ADAMS	135 W MARKET ST	HARRISONBURG	VA	USA	22801	
PRESIDENT	STEPHEN W SWAD	135 W MARKET ST	HARRISBURG	VA	USA	22801	
SECRETARY	MICHAEL C WU	135 W MARKET ST	HARRISONBURG	VA	USA	22801	
5. Organized Under the Laws of:  <b>VA C 186614</b>		6. Annual Report must be signed.* Signature: Stephen W Swad Name (type or print): Stephen W Swad Date: 03/19/2012 Title: President					
Processed 03/19/2012		* Electronically provided signatures are accepted as original signatures.					