Testimony of Tom Adams Chief Executive Officer Rosetta Stone Inc. Senate Judiciary Committee Hearing on the "Combating Online Infringement and Counterfeits Act" February 16, 2011

Chairman Leahy, Ranking Member Grassley, and honorable Members of the Committee. My name is Tom Adams, and I am President and CEO of Rosetta Stone Inc., a leading provider of technology-based, interactive solutions for language learning. Rosetta Stone provides interactive solutions that are acclaimed for the power to unlock the language-learning ability in everyone. Available in more than 30 languages, Rosetta Stone language-learning solutions are used by schools, our armed forces, government agencies, corporations, and millions of individuals in over 150 countries throughout the world. Rosetta Stone has grown from a familyowned business founded in the heart of the Shenandoah Valley in Harrisonburg, Virginia to approximately 2000 employees, most of whom are based in our headquarters in Arlington, Virginia, our main operational facilities in Harrisonburg, Virginia, and a research center in Boulder, Colorado. By investing heavily in research and development, with expenditures in this area exceeding well over \$90 million over the past 8 years, we have continued to improve the effectiveness and sophistication of our innovative language-learning technologies and solutions. In addition, we have expended many millions of dollars in marketing our products and in enhancing our brand recognition and reputation as a company, to the point where we have now achieved a public brand recognition exceeding 75% in the United States. As a result of these investments, we have been able to grow our revenue by a factor of 10, from roughly \$25 million in 2004 to \$252 million in 2009 and to become a publicly-traded company on the New York Stock Exchange in 2009.

I appreciate the opportunity to appear before you today and want to thank you and your colleagues for recognizing the harm that the proliferation of websites offering counterfeit products and services causes to American consumers and businesses and for prioritizing the enactment of legislation to address this serious problem. Intellectual property industries are a cornerstone of the U.S. economy, employing more than 19 million people and accounting for 60 percent of our exports. Rampant online counterfeiting and piracy presents a significant threat that

our government must do more to address. The global sales of counterfeit goods via the Internet from illegitimate retailers reached \$135 billion in 2010. As a consequence of global and U.S.based piracy of copyright products, the U.S. economy lost \$58.0 billion in total output in 2007. This theft diminishes our ability to maintain and create jobs, and makes it far more difficult to attract the capital needed to invest in new products and services. Concomitantly, American consumers have been exposed to products that are often of poor quality and are harmful while subjecting themselves to identity theft, software viruses or other malicious computer code.

At Rosetta Stone, we and our customers have experienced firsthand the harmful consequences of online counterfeiting. Because we offer a high value, premium product that has strong public recognition, we have been targeted by criminals seeking to profit from our heavy investment in our brand and our intellectual property by selling pirated copies of our software over the Internet. These pirates have created increasingly sophisticated websites that often copy pages of the Rosetta Stone website in order to lure consumers into purchasing pirated software at discounted prices. The "rogue" websites provide pirated software that is often inoperable or otherwise defective. In fact, our customer care department receives calls and messages on a daily basis from consumers in the United States who believe that they have purchased authentic Rosetta Stone products only to discover that they have received pirated copies from these "rogue" websites. Most of these pirates are based in China, Russia and other foreign countries, beyond the reach of U.S. law enforcement.

Having been adversely impacted over the past several years by this ongoing infringement of our intellectual property and the resulting diversion of sales to "rogue" websites, Rosetta Stone has devoted substantial resources to combat these websites, which steal our intellectual property, tarnish our brand and harm American consumers.

First, Rosetta Stone created an enforcement department to identify and combat the "rogue" websites and other sources of pirated copies of its products. This department, which has grown to six employees in our Harrisonburg office, has developed sophisticated software programs that scan Internet search engine results on a daily basis for "rogue" websites. When this team finds a "rogue" site which has purchased paid advertisements on a search engine such as Google or has a weblink appearing in the search engine's natural search results, they will send the search engine a take-down notice under the Digital Millennium Copyright Act (DMCA) in order to have the paid advertisement or organic links removed from the search engine results.

The search engines can take anywhere from one day to a month to respond to our take down requests by removing the offending paid advertisement or organic link, but in the meantime, the copyright infringers have transacted with unwitting consumers and purchased new paid advertisements from search engines for new "rogue" websites to replace the previous paid advertisements that are in the process of being taken down.

Second, our Legal Department supports the efforts of our enforcement team by sending DMCA take down notices to the Internet Service Providers (ISP) that host the "rogue" websites. While we have found that the ISPs located in the United States have been generally responsive to our take down requests by removing or blocking the "rogue" websites, the ISPs located outside the U.S. have been unresponsive. As a result, it has become common practice for the software pirates operating websites that are blocked by US-based ISPs following our take down requests to re-establish a cloned "rogue" website with an offshore ISP. This take down process is like a maddening game of "whac-a-mole"; every time Rosetta Stone's enforcement team takes down a "rogue" website advertisement and/or the website itself, several other "rogue" website advertisements and/or "rogue" websites resurface with new paid advertisements on search engines and cloned websites utilizing offshore ISPs.

Third, our enforcement team has worked extensively with the U.S. Customs and Border Protection (CBP) to train customs agents to be aware of the existence of, and to be able to identify, counterfeit copies of our products that are being shipped into the country from foreign locations. The job of the customs agents is helped by the fact that all of our software products are manufactured in the United States, so any copies being imported into the country are immediately suspect. In 2010, CBP agents made 35 seizures containing over 400 counterfeit Rosetta Stone products. Since CBP can only inspect a very small percentage of goods entering the U.S., we believe that the inbound volume of pirated copies of our products is a dramatically larger number.

Finally, our enforcement team works actively with and supports the Federal Bureau of Investigations (FBI), Immigration and Customs Enforcement (ICE) and the U.S. Postal Service (USPS) as well as state and local law enforcement agencies in their investigations building criminal cases against copyright infringers. We have also assisted the investigatory activities of the FBI Internet Crime Complaint Center and the U.S. Government's Intellectual Property Rights

Center (IPR Center), which houses an interagency task force consisting of agents from the FBI, CBP, ICE and USPS.

I would also like to take this opportunity to acknowledge the good work of ICE Director John Morton and his team. In an action named, "Operation in our Sites," ICE, in cooperation with the Department of Justice (DoJ) and the IPR Center, has used the seizure authority under existing federal law to seize domains being used for piracy and/or counterfeiting. These actions took place in three phases and have seized about 100 domains thus far. Of course, the jurisdiction of ICE and all federal enforcement agencies is limited to the United States. That is why we need legislation – to address foreign "rogue" sites.

The magnitude of the problem we face from the sale of pirated copies of our products on the Internet cannot be understated. As a result of our enforcement team's daily monitoring efforts, we have detected and initiated take down actions against over 1000 "rogue" websites within the last 18 months. Of course, many of the sites are hosted on ISPs located overseas, so they are not threatened by our take down notices. Since we are unable to effectively pursue copyright infringers operating overseas, I want to express our strong endorsement of the Committee's efforts to empower the DoJ to take action against these foreign websites and specifically "to prevent and restrain the importation into the United States of goods and services offered by" the offending website.

We also appreciate that the proposed legislation recognizes that "rogue" websites rely upon the services provided by various service providers in order to be successful in the distributing counterfeit goods to U.S. consumers. Therefore, we are pleased that the bill empowers the DoJ to issue court orders to Internet service providers (ISPs), payment processors and online advertising networks requiring them to refrain from providing their services in support of the "rogue" sites. Specifically, these court orders would require (i) the ISPs to take reasonable steps to prevent the "rogue" site's domain name from resolving to its Internet protocol address, (ii) the payment processors to take reasonable steps to stop completing payment transactions between its U.S. customers and the Internet site using the blocked domain name, and (iii) the advertising networks to take reasonable measures to cease providing advertisements to the Internet site associated with the blocked domain name. Taken together, these steps would give the DoJ a potent weapon to disrupt the ability of the overseas criminals operating foreign "rogue" sites to complete sales transactions with American consumers. By

blocking the resolution of the domain names with these "rogue" Internet sites, the offending internet sites will not be readily reachable by American consumers. Similarly, preventing advertising networks from carrying the advertisements of these internet sites will reduce their visibility to the American consumer. But even if the offending internet sites are still able to make themselves available to consumers, their inability to utilize payment processors to transact sales with consumers will go a long way in disrupting the flow of counterfeit goods and services into the United States.

We also urge the Committee to consider the fact that the most common way for "rogue" websites, especially those based overseas, to reach out to American consumers is by means of paid advertisements on search engines such as Google. By purchasing the brand name of the product being counterfeited as a search engine keyword, the infringing website can have a paid advertisement appear on the search engine results page whenever a consumer conducts a search using that brand name. Search engines such as Google misappropriate value created by Rosetta Stone and protected by its federal intellectual property rights by selling Rosetta Stone's trademarks as advertising "keywords" to counterfeiters who operate the "rogue" websites. When a consumer looking to purchase a Rosetta Stone product searches on Google for "Rosetta Stone", the resulting search results page will include not only links to Rosetta Stone's official website, but also paid ads linking to "rogue" websites. (An example of a Google search results page listing the paid ads linking to "rogue" websites is attached to this testimony as Exhibit A.) These paid advertisements will typically offer to sell purportedly authentic Rosetta Stone products at discounted prices, and when the consumer clicks on the link in the paid advertisement, the consumer is directed to websites that are often "copy-cat" imitations of the official Rosetta Stone site. (Examples of "rogue" webpages that have copied webpages from the Rosetta Stone website are shown on the attached Exhibit B.) In this way, the consumer is deceived into believing that he or she is buying an authentic Rosetta Stone product and a Rosetta Stone product sale is diverted to the infringing website. Our customer care center has received complaints from a wide variety of "rogue" website victims who were misled by paid advertisements from search engines such as Google including educators, law enforcement officers, business professionals, and retirees. The problem is exacerbated by Google's search advertising market share of approximately 70%, which provides foreign counterfeiters a

convenient, low cost advertising platform to reach the majority of American consumers without the threat of criminal prosecution.

The key point is that without the ability to buy paid advertisements on search engines using the brand names of the pirated products, these infringing websites would not be able to easily reach American consumers, and likewise, it would be much less likely that American consumers would become aware of the existence of these websites. Therefore, it is critical that this legislation empowers the DoJ to prevent "rogue" websites from using search engines as their gateway to American consumers. This step would substantially enhance the effectiveness of the legislation in combating the onslaught of counterfeit products being imported in the U.S. through rogue websites and the resulting adverse impact on U.S. jobs and the U.S economy.

The search engines may argue that this action would be an undue burden and difficult for them administer. However, in our experience, search engines such as Google have the ability, if they so desire to do so, to filter out paid advertisements from pirate websites, thereby preventing them from bidding on the Rosetta Stone brand name as a keyword. The barrier is not a lack of technology, but a lack of commitment to fighting piracy instead of profiting from it. We regret that Google declined an invitation to participate in today's hearing so that we could better understand why some companies receive stronger protection against "rogue" websites than others. Examples of companies that apparently have no paid advertisements are shown on the attached Exhibit C.

Finally, although the legislation introduced last year provides the DoJ with important new enforcement tools, we are concerned that the DoJ may not have the resources to investigate and bring about all the enforcement actions contemplated by the supporters of the legislation. As I mentioned previously, Rosetta Stone alone has identified over 1000 rogue websites attempting to sell counterfeit copies of its products over the past 18 months. An early draft of this legislation attempted to address that problem by authorizing the Justice Department to create and issue a list of websites where a preponderance of the evidence demonstrates that these sites are engaged in illegal conduct. This list would be analogous to the "notorious markets" list issued by the United States Trade Representative. Rosetta Stone is supportive of this concept as long as it can be implemented in a manner consistent with principles of due process. In addition, we believe that the final bill should include provisions that allow, with certain limitations, the ability of rights holders to bring to the courts evidence that would allow the courts to determine if certain sites

meet the bill's definition and order the remedies contained in the bill. We look forward to working with the Committee to ensure that the provision provides the proper balance for all the impacted parties. Finally, we believe that the effectiveness of this legislation would be strengthened by the addition of provisions to protect the rights of trademark owners in a manner analogous to the protections afforded to copyright owners under the DMCA. Under this arrangement, a trademark owner would be able to notify an ISP or other service provider that its trademark rights are being infringed by the contents of a website, and the service provider would be afforded immunity from liability if it acts expeditiously to remove the infringing website or web content. In this way, trademark owners would be able to assert their legal rights under the Lanham Act through a notice process comparable to provisions of the DMCA without the need for government intervention or expenditure of government resources.

Mr. Chairman, Rosetta Stone recognizes that policy issues affecting online commerce, whether legitimate or not, are very difficult because we all want to enjoy the social and economic benefits of a robust Internet. However, the damage to American businesses and consumers via "rogue" websites cannot be ignored under the guise of Internet freedom. We are committed to working with ISPs, payment processors, online advertisers and search engines to find nonlegislative solutions to "rogue" websites, but in the absence of more aggressive action by these parties, we believe that federal legislation is essential to protecting American consumers and American jobs. We look forward to working with you to develop and enact legislation this year to ensure that job creation and growth remains here with American businesses rather than with foreign counterfeiting operations.

Exhibit A



<u>Exhibit B</u>







Exhibit C



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