

IN THE CIRCUIT COURT FOR DAVIDSON COUNTY, TENNESSEE
FOR THE TWENTIETH JUDICIAL DISTRICT AT NASHVILLE

FILED
2009 NOV 16 AM 9:04

RICHARD R. BOCKNER, CLERK

CH D.C.

STATE OF TENNESSEE, *ex rel.*)
ROBERT E. COOPER, JR., ATTORNEY)
GENERAL AND REPORTER,)
)
Petitioner,)
)
v.)
)
VONAGE HOLDINGS CORP., a Delaware)
corporation headquartered in New Jersey,)
)
Respondent.)

No. _____

AGREED FINAL ORDER

This cause came to be heard on the State of Tennessee's Petition and the Parties' Assurance of Voluntary Compliance ("Assurance").

IT IS, THEREFORE, ORDERED, ADJUDGED, and DECREED that the Assurance filed with the court in this matter is incorporated by reference as if set forth fully herein, and is, hereby, made a part of this Agreed Final Order ("Order").

IT IS ORDERED, ADJUDGED, and DECREED that the Assurance is hereby approved unless rescinded in writing by agreement of the parties and approved by the Court or modified by this Court for good cause shown.

IT IS ORDERED, ADJUDGED, AND DECREED that pursuant to Tenn. Code Ann. § 47-18-107, Respondent shall comply with all terms set forth in the Assurance.

IT IS ORDERED, ADJUDGED, AND DECREED within thirty (30) calendar days of the effective date of the Assurance, Respondent shall pay to the Tennessee Attorney General the sum of Forty Five Thousand Dollars and 00/100 cents (\$45,000.00) made payable to the "Treasurer, State of Tennessee". All money received shall be paid to and used as follows:

the Tennessee's Attorney General's office for reasonable attorneys' fees and costs of investigation, prosecution of this matter, which may be used for consumer protection purposes or other lawful purposes at the sole discretion of the Tennessee Attorney General;

IT IS SO ORDERED that jurisdiction is retained by this Court for the purpose of enabling any party to apply for such further orders and directions as may be necessary or appropriate for the construction, modification or execution of this Assurance and Agreed Final Order.

IT IS SO ORDERED that pursuant to Tenn. Code Ann. § 47-18-107:

- (1) Venue as to all matters between the parties relating hereto or arising out of this Assurance is solely in the Circuit Court of Davidson County, Tennessee.
- (2) This Assurance of Voluntary Compliance shall not be considered an admission of a prior violation of the Tennessee Consumer Protection Act. However, unless an Assurance has been rescinded by agreement of the parties or voided by a court for good cause, any subsequent failure to comply with the terms of the Assurance of Voluntary Compliance is *prima facie* evidence of a violation of the Tennessee Consumer Protection Act.
- (3) Any knowing violation of the terms of an Assurance of Voluntary Compliance, unless it has been rescinded by agreement of the parties or voided by a court for good cause, shall be punishable by a civil penalty of not more than \$1,000.00; recoverable by the state for each violation in addition to any other appropriate sanctions.
- (4) This Assurance of Voluntary Compliance shall in no way affect individual private rights of action.

The Attorney General has solely prepared and filed in Circuit Court for Davidson County, a Petition for approval hereof. Respondent hereby waives any and all rights which it

may have to be heard in connection with judicial proceedings upon said Petition and the entry of the Agreed Final Order and this Assurance.

This Agreed Final Order and the incorporated Assurance shall only be enforceable by the parties to this action and this Honorable Court.

Nothing in this Judgment shall be construed to waive any claims of Sovereign Immunity the State may have in any action or proceeding.

Respondent acknowledges and agrees that this agreement in no way constitutes the State's pre-approval, review for compliance with state or federal law, or with this Assurance or the Agreed Final Order, or a release of any issues relating to any future conduct.

Respondent agrees that this Assurance and Agreed Final Order does not entitle Respondent to seek or to obtain attorneys' fees as a prevailing party under any statute, regulation or rule, and Respondent further waives any rights to attorneys' fees that may arise under such statute, regulation or rule.

Further, assent to this Agreed Final Order and the Assurance of Voluntary Compliance by Respondents can be completed through electronic or facsimile signatures on separate sheets of paper.

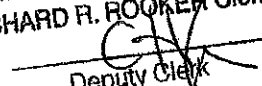
All costs associated with filing and distribution of this Agreed Final Order, Assurance and Petition and any other incidental cost or expenses incurred thereby shall be borne by Respondent. No court costs shall be taxed against the State as mandated by Tenn. Code Ann. § 47-18-116.

IT IS SO ORDERED.

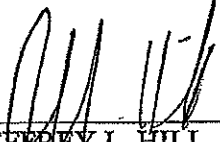
ENTERED this the 16th day of November, 2009.



CIRCUIT COURT JUDGE

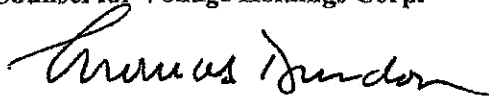
I hereby certify that this is a true copy
of original instrument filed in my office
this 16 day of Nov 2009
RICHARD H. HOOKER Clerk
By 
Deputy Clerk

**APPROVED FOR ENTRY:
FOR PETITIONER, TENNESSEE ATTORNEY GENERAL**



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