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Respectfully submitted this 17th day of August, 2016.

**COPPERSMITH BROCKELMAN PLC**

By s/ Keith Beauchamp

Keith Beauchamp

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**CERTIFICATE OF SERVICE**

I hereby certify that on August 17, 2016, I electronically transmitted the attached document to the Clerk’s Office using the CM/ECF System for filing and transmittal of a Notice of Electronic Filing to all CM/ECF registrants.

s/ Sheri McAlister \_\_\_\_\_

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UNITED STATES DISTRICT COURT  
DISTRICT OF ARIZONA

Hanover Insurance Company, a Delaware corporation,

Plaintiff,

v.

Vemma International Holdings, Inc., an Arizona corporation; Vemma Nutrition Company, an Arizona corporation; and Benson K. Boreyko, an individual,

Defendants.

And related counterclaim.

No. CV-16-01071-PHX-JJT

**CONSENT ORDER AND FINAL JUDGMENT**

WHEREAS, Plaintiff Hanover Insurance Company (“HANOVER”) filed a Complaint (Dkt. #1) against Defendants Vemma International Holdings, Inc., Vemma Nutrition Company (collectively, “VEMMA”), and Benson K. Boreyko (“BOREYKO”) (VEMMA and BOREYKO shall be collectively referred to as the “DEFENDANTS”) seeking various remedies that the Policies<sup>1</sup> issued by HANOVER to the DEFENDANTS did not afford coverage for the FTC Lawsuit filed against the DEFENDANTS;

<sup>1</sup> The “Policies” include six Private Company Management Liability Insurance policies, Policy No.: LH4-8827059, for the Policy Periods of: (i) August 1, 2010 to August 1, 2011; (ii) August 1, 2011 to August 1, 2012; (iii) August 1, 2012 to August 1, 2013; (iv) August 1, 2013 to August 1, 2014; (v) August 1, 2014 to August 1, 2015; and (vi) August 1, 2015 to August 1, 2016.

1           WHEREAS, DEFENDANTS filed an Answer to the Complaint (Dkt. #15),  
2 denying the allegations in the Complaint and asserted Counterclaims;

3           WHEREAS, DEFENDANTS now withdraw their denials to the allegations in  
4 Counts I and II, of the Complaint and agree and stipulate that a declaratory judgment  
5 should be granted in favor of HANOVER and against Defendants on Counts I and II, of  
6 HANOVER's Complaint; and

7           WHEREAS, by virtue of DEFENDANTS' foregoing agreement and stipulation  
8 with regard to Counts I and II of the Complaint, and the Settlement Agreement and  
9 Release entered into by the parties, HANOVER has agreed and stipulated to dismiss,  
10 with prejudice, the remaining counts in the Complaint. Corresponding, DEFENDANTS  
11 have agreed and stipulated to dismiss, with prejudice, the Counterclaims filed by  
12 DEFENDANTS against HANOVER (Dkt. #18).

13           ACCORDINGLY, IT IS HEREBY ORDERED that:

- 14           1. Final judgment is entered in favor of HANOVER and against  
15           DEFENDANTS on Counts I and II of the Complaint;
- 16           2. That the remaining Counts of the Complaint are dismissed with  
17           prejudice;
- 18           3. That the Counterclaims filed by DEFENDANTS are dismissed with  
19           prejudice; and

20           Each party will bear its own costs and expenses, in accordance with their separate  
21 Settlement Agreement and Policies Release.

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