

EXHIBIT D

STATE OF ILLINOIS
IN THE CIRCUIT COURT OF THE SEVENTH JUDICIAL CIRCUIT
SANGAMON COUNTY, ILLINOIS

FILED

THE PEOPLE OF THE STATE OF ILLINOIS,

Plaintiff,

-vs-

WINDOW WORLD, INC.,

Defendant.

NO.

2011CH1524

NOV 29 2011 CIV-8

Lethy P. Schuch

Clerk of the
Circuit Court

FINAL JUDGMENT AND CONSENT DECREE

Plaintiff, the PEOPLE OF THE STATE OF ILLINOIS, by LISA MADIGAN, Attorney General of Illinois, has filed a complaint for a permanent injunction and other relief in this matter pursuant to the Illinois Franchise Disclosure Act, 815 ILCS 705/1 et seq., charging defendant with violations of the aforementioned Act.

Plaintiff, by its counsel, and defendant, by its counsel, have agreed to the entry of this Final Judgment and Consent Decree by the Court without trial or adjudication of any issue of fact or law.

Now, with the consent of the parties, **IT IS HEREBY ORDERED AS FOLLOWS:**

FINDINGS

1. This Court has jurisdiction over the subject matter of the complaint having been filed herein and over the parties to this Final Judgment and Consent Decree.
2. Defendant Window World, Inc. or its predecessors, at all times relevant hereto, engage in or engaged in the sale of franchises in Illinois within the meaning of the Illinois Franchise Disclosure Act.

3. Defendant's agreement to the provisions of this Order does not constitute for any purpose an admission of liability for any of the violations alleged in the complaint. It is the intent and understanding between the parties that this Order shall not affect or limit defendant's right to take any legal or factual positions in litigation or other processing in which Plaintiff is not a party.

4. Upon entry of this Agreed Order, all matters that were raised or could have been raised on Plaintiff's Complaint against defendant will be fully and finally resolved.

STATEMENT OF FACTS

5. Window World, Inc. ("WW") is a North Carolina corporation with its principal office and place of business in Wilkes County, North Carolina.

6. From 2003 to May 2011, WW entered into at least fourteen (14) license agreements with Illinois licensees or for territories to be located in Illinois.

7. It is the determination of the Illinois Attorney General's Office that these License Agreements are in actuality franchises and fall under the jurisdiction of the Illinois Attorney General's Office.

8. Neither WW nor any of its predecessors were registered as a franchisor with the Illinois Attorney General's Office during any of the relevant time periods.

ORDER

NOW THEREFORE, on the basis of these findings, and for the purpose of effecting this Final Judgment and Consent Decree, **IT IS HEREBY ORDERED AS FOLLOWS:**

- A. The defendant, and its successors, assigns, officers, agents, servants, employees, affiliates and those persons in active concert or participation with the defendant are hereby permanently enjoined from:

1. Offering or selling franchises in Illinois without being lawfully registered as a franchisor with the Illinois Attorney General's Office (815 ILCS 705/10) or qualifying for an exemption from franchise registration under Illinois law; and
2. Failing to provide prospective franchisees with a franchise disclosure document that meets the requirements of the Illinois Franchise Disclosure Act (815 ILCS 705/16).

B. To the extent Defendant has not already done so, Defendant agrees to make a rescission offer to any Illinois residents who purchased a Window World franchise in Illinois before Window World was properly registered by sending those franchisees: a letter notifying those franchisees, in a form that complies with Section 26 of the Illinois Franchise Disclosure Act (815 ILCS 705/26), that they have the right to rescind their franchise agreements.

PENALTIES AND COSTS

C. The Court enters a judgment in favor of the plaintiff and against the defendant for penalties and costs in the total amount of \$15,000.00. Payment shall be in the form of a cashier's or certified check made payable to the "State of Illinois General Revenue Fund". Payment in the amount of \$15,000.00 is due on or before entry of this Judgment and shall be mailed or hand-delivered to the attention of Attorney General of Illinois, Franchise Bureau, 500 South Second Street, Springfield, Illinois 62706.

RETENTION OF JURISDICTION

D. Jurisdiction is retained by this Court for the purpose of enforcing this Final Judgment and Consent Decree.

APPROVED:

PLAINTIFF:

THE PEOPLE OF THE STATE OF ILLINOIS
by LISA MADIGAN, Attorney General of Illinois

By: Cassandra Karimi
Cassandra Karimi
Assistant Attorney General
Franchise Bureau

DEFENDANT:

WINDOW WORLD, INC.

By: Ritchie W. Taylor
Ritchie W. Taylor
Manning Fulton & Skinner, P.A.
Counsel for Defendant

Date Entered: Nov. 29, 2011

John Schmitt
JUDGE