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3
4 IN THE CIRCUIT COURT OF THE STATE OF OREGON
5 FOR THE COUNTY OF MULTNOMAH

6 IN THE MATTER OF:

7 GROCERY DELIVERY E-SERVICE USA,
8 INC. d/b/a HELLOFRESH,

9 Respondent.
10
11

Case No.

ASSURANCE OF VOLUNTARY
COMPLIANCE

ORS 20.140 - State fees deferred at filing

12 **INTRODUCTION**

13 1.

14 Grocery Delivery E-Service USA, Inc. d/b/a HelloFresh (“Respondent” or “HelloFresh”)
15 does, or recently has done, business in Oregon and is the respondent herein. This Assurance is a
16 settlement of a disputed matter and an agreement between Respondent and the Oregon
17 Department of Justice (“DOJ”) acting pursuant to ORS 646.632.
18

19 **PROCEDURE**

20 2.

21 This Assurance of Voluntary Compliance (“AVC”) is a settlement of a disputed matter.
22 It shall not be considered an admission of a violation for any purpose. Respondent and DOJ
23 agree that no provision of the AVC operates as a penalty, forfeiture, or punishment under the
24 Constitution of the United States, under the Constitution of the State of Oregon, or under any
25 other provision of any law.
26

1 3.

2 Respondent waives receipt of notice from the State of Oregon pursuant to ORS
3 646.632(2), stating the alleged unlawful trade practice and relief to be sought.

4 4.

5 Respondent understands and agrees that this AVC applies to HelloFresh and its
6 principals, officers, directors, agents, employees, successors and assigns, jointly and severally,
7 while acting personally, or through any corporation or other business entities, whose acts are
8 directed or controlled by Respondent.

9 5.

10 Respondent agrees and understands that following acceptance of the AVC by DOJ, DOJ
11 may communicate directly with Respondent for the purpose of executing and enforcing the terms
12 of this agreement, resolving future complaints, and conducting undercover investigations of
13 Respondent to the extent permitted by law.

14 6.

15 Respondent understands and agrees that this Assurance will be submitted to the Circuit
16 Court of the State of Oregon for Multnomah County for approval, and, if approved will be filed
17 with the court pursuant to ORS 646.632.

18 7.

19 Respondent waives any further notice of submission to and filing with the court of this
20 AVC.

21 8.

22 Respondent understands that, in addition to any other sanction which may be imposed
23 under this AVC or under the law, violation of any of the terms of this AVC may result in
24 contempt of court proceedings, civil penalties of up to \$25,000 for each violation, and such
25 further relief as the court may deem appropriate. *See:* ORS 646.632(4), ORS 646.642(1) and
26 ORS 646.642(2).

1 9.

2 If monies which are ordered to be paid in this AVC are not paid timely, DOJ may convert
3 the AVC to a General Judgment, Money Award under ORS 646.632(2) without notice to
4 Respondent. If any and/or one installment which is ordered to be paid in this AVC is not paid
5 timely, the total amount ordered to be paid in this AVC shall become due and owing in full, and
6 DOJ may convert the full amount ordered paid in this AVC into a General Judgment, Money
7 Award after ninety [90] days, pursuant to ORS 646.632(2). Respondent agrees a copy of the
8 General Judgment, Money Award may be sent to Respondent by prepaid first-class mail sent to
9 the address(es) following Respondent's signature.

10 10.

11 The parties acknowledge that no other promises, representations, or agreements of any
12 nature have been made or entered into by the parties. The parties further acknowledge that this
13 AVC constitutes a single and entire agreement that is not severable or divisible, except that if
14 any provision herein found to be legally insufficient or unenforceable, the remaining provisions
15 shall continue in full force and effect.

16 **REMEDIES**

17 11.

18 Respondent shall not represent or imply that DOJ acquiesces or approves of
19 Respondent's past business practices, current efforts to reform their practices, or any future
20 practices which they may adopt or consider adopting. DOJ's decision to settle this matter or to
21 otherwise unilaterally limit current or future enforcement action does not constitute approval or
22 imply authorization for any past, present, or future business practice.

23 12.

24 Within 30 days of its execution of this AVC, Respondent shall pay the sum of \$106,000
25 to DOJ to be deposited into the Department of Justice account established pursuant to ORS
26 180.095 and used by DOJ as allowed by law. Unless otherwise instructed, payment shall be

1 made by wire transfer in accordance with instructions provided by DOJ.

2 13.

3 The following definitions apply to this AVC:

4 (a) "Advertisement," including the terms Advertise and Advertising, as defined in
5 OAR 137-020-0020(2)(a);

6 (b) "Clear and Conspicuous" as defined in OAR 137-020-0020(2)(j); and

7 (c) "Free" as defined in OAR 137-020-0015(1)(b).

8 14.

9 Effective upon execution by Respondent of this AVC, HelloFresh shall not:

10 (a) Advertise or represent that its meals, servings, or boxes can be purchased for a
11 discounted price without also Clearly and Conspicuously disclosing the material limitation(s) of
12 the discounted price offer. For example, if Respondent advertises a "\$4.99 / meal" promotion
13 that only applies to meals in a new customer's first box Respondent must Clearly and
14 Conspicuously disclose that the \$4.99/meal price applies on the new customer's first box;

15 (b) Violate any provision of OAR 137-020-0015 regarding free offers and rebates;

16 (c) Advertise a specific reduction in price (i.e. "\$180 off") without Clearly and
17 Conspicuously disclosing the number of boxes the customer must purchase to receive the
18 advertised amount off; and

19 (d) Advertise "Free shipping," when the offer applies only to a limited number of
20 boxes without Clearly and Conspicuously disclosing the number of boxes to which free shipping
21 applies.

22 **APPROVAL BY COURT**

23 APPROVED FOR FILING and SO ORDERED. Signed:

24
25 _____
26

Submitted by: Jordan Roberts, OSB No. 115010
Assistant Attorney General
Attorney for State of Oregon

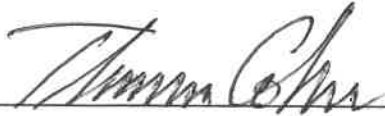
[Parties' signature pages continued in the following pages]

RESPONDENT'S SIGNATURE AND ACKNOWLEDGEMENT

Respondent has read and understands this agreement and each of its terms. Respondent agrees to each and every term.

HELLOFRESH

I, THOMAS COHN, being first duly sworn on oath, depose and say that I am the SENIOR DIRECTOR, MARKETING & PRODUCT COUNSEL of Grocery Delivery E-Service USA, Inc. d/b/a HelloFresh and am fully authorized and empowered to sign this Assurance of Voluntary Compliance on behalf of HelloFresh, and bind the same to the terms hereon.



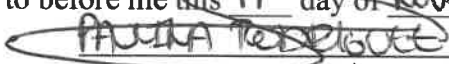
Signature

THOMAS COHN

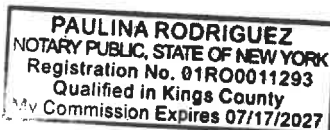
Print Name

Address: 28 LIBERTY STREET, 10TH FLOOR
NEW YORK NY 10005

SUBSCRIBED AND SWORN to before me this 17 day of NOVEMBER, 2025.



Notary Public for STATE OF NEW YORK
My Commission Expires: 7/17/2027



REVIEW BY COUNSEL

APPROVED as to form this 5th day of November, 2025.

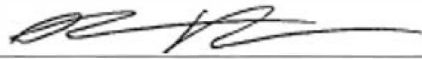


Shahin O. Rothermel, Esq.
Venable LLP
600 Massachusetts Ave. NW
Washington, DC 20001
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1 **ACCEPTANCE OF OREGON DEPARTMENT OF JUSTICE**

2 ACCEPTED this 17th day of November, 2025.

3 DAN RAYFIELD
4 Attorney General

5 

6 JORDAN ROBERTS, OSB No. 115010
7 Assistant Attorney General
8 Oregon Department of Justice
9 Economic Justice Section
10 1160 Court St. NE
11 Salem, OR 97301
12 Ph: (503) 934-4400
13 Fax: (503) 378-5017
14 Email: jordan.m.roberts@doj.oregon.gov

CERTIFICATE OF READINESS

This proposed ASSURANCE OF VOLUNTARY COMPLIANCE is ready for judicial signature because:

1. ☒ **Each opposing party affected by this order has stipulated to the order, as shown by each opposing party's signature on the document being submitted.**

2. ☐ Each opposing party affected by this order has approved the order, as shown by signature on the document being submitted or by written confirmation of approval sent to me.

3. ☐ I have served a copy of this order on all parties entitled to service and provided written notice, and:

a. ☐ No objection has been served on me.

b. ☐ I received objections that I could not resolve with the opposing party despite reasonable efforts to do so. I have filed with the court a copy of the objections I received and indicated which objections remain unresolved.

c. ☐ After conferring about objections, [role and name of opposing party] agreed to file any remaining objection with the court by [date], which predated my submission.

4. ☐ The relief sought is against an opposing party who has been found in default.

5. ☐ An order of default is being requested with this proposed judgment.

6. ☐ Service is not required by statute, rule, or otherwise.

DATED November 26, 2025.


JORDAN ROBERTS, OSB No. 115010
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Oregon Department of Justice
Economic Justice Section
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