

EXHIBIT 2

**Shook,
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August 19, 2004

B. Trent Webb

BY FEDERAL EXPRESS

Jeffrey Citron
Chairman and Chief Executive Officer
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Re: Sprint Communications Company - VoP Patent Issues

Dear Mr. Citron:

You were advised by letter dated July 13, 2004 of a portfolio of Sprint patents relating to Voice Over Packet ("VoP") systems and associated technology. You were provided a CD with that letter containing .pdf files of forty-three representative Sprint patents. You were asked to confirm by July 30, 2004 your availability for a meeting to discuss a possible licensing arrangement under these patents and additional pending patent applications relating to this technology. Sprint has not received a response to its letter. Accordingly, we find it necessary to again bring Sprint's patents to your attention and emphasize the seriousness of this matter.

We remain concerned that these patents may be applicable to Vonage Holdings Corp. ("Vonage") because of the breadth and depth of the portfolio. We believe it is necessary for us to enter into discussions to address the relevance of many patent claims to the combinations of equipment and other aspects of network architectures we believe may be used by Vonage. The purpose of Sprint's July 13 letter and this correspondence is to initiate a discourse through which our concerns might be addressed. If Vonage believes these patents are not applicable, Vonage will have the opportunity to explain the basis for its belief by providing us information regarding Vonage's network architectures. To facilitate discussions, Sprint would be willing to enter into a confidentiality agreement to protect the proprietary information of both Vonage and Sprint. Sprint's concerns will remain unresolved unless and until you agree to enter into these discussions.

We are hopeful that you will agree to meet to discuss the relevance of Sprint's VoP patent portfolio to your current and future business operations and to explore the possibility of entering into a licensing agreement under this portfolio. Please let us know if Vonage is interested in such discussions. We would like to begin these discussions as soon as possible. We would appreciate the courtesy of a reply on or before September 1, 2004.

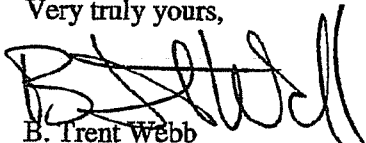
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In the interim, I encourage you to contact us if you have any questions or comments about the Sprint portfolio or this matter in general. Thank you for your prompt attention to this important matter. We look forward to hearing from you soon.

Very truly yours,



B. Trent Webb

BTW:sjb

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