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Discovery Order (Benfield derivative suit for SunTrust Bank)

John J. Goger

Fulton County Superior Court, Judge

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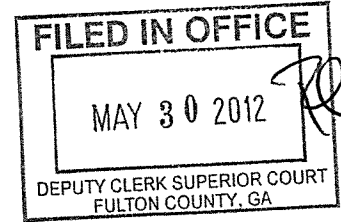
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COPY

IN THE SUPERIOR COURT OF FULTON COUNTY
STATE OF GEORGIA



SHARON BENFIELD, derivatively on behalf,)
of SUNTRUST BANKS, INC.,)

Plaintiff,)

v.)

Civil Action File No.
2011CV205554

JAMES M. WELLS, III, ROBERT M.)
BEALL, II, ALSTON D. CORRELL,)
JEFFREY C. CROWE, BLAKE P.)
GARRETT, JR., L. PHILLIP HUMANN,)
DAVID H. HUGHES, M. DOUGLES)
IVESTER, J. HICKS LANIER, G. GILMER)
MINOR, III, LARRY L. PRINCE, FRANK S.)
ROYAL, KAREN HASTIE WILLIAMS,)
PHAIL WYNN, JR., THOMAS M. GARROTT,)
FRANCES L. BREEDEN, MARK A.)
CHANCY, DAVID F. DIERKER, THOMAS E.)
FREEMAN, RAYMOND D. FORTIN, C.T.)
HILL, THOMAS G. KUNTZ, THOMAS E.)
PANTHER, WILLIAM R. REED, JR.,)
WILLIAM H. ROGERS, JR., TIMOTHY E.)
SULLIVAN, and E. JENNER WOOD, III,)

Bus 4

Defendants.)

ORDER

On May 11, 2012, the Court hosted a conference call to address Plaintiff's request for discovery regarding the independence and good faith of the Demand Review Committee (the "Committee") in preparing the Report of the Demand Review Committee dated April 26, 2012, on which Defendants' rely in support of the pending Motions to Dismiss. During the call, the Court indicated that it would consider allowing Plaintiff limited discovery on the discrete topics of the Committee's independence and good faith. The Court also instructed the Plaintiff to submit such discovery for the Court's review.

Consistent with the Court's direction, Plaintiff submitted discovery requests for the Court's consideration. Upon review of Plaintiff's discovery, the Court hereby **GRANTS**, in part, and **DENIES**, in part, Plaintiff's request for discovery on the topics identified in the materials submitted to the Court.

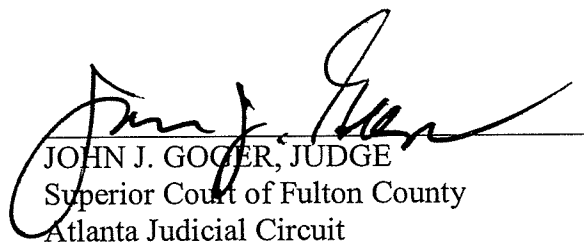
"Discovery may be ordered to facilitate inquiries into independence, good faith, and the reasonableness of the investigation [of a demand review committee]. This discovery is not by right, but by order of the Court, with the type and extent of discovery left totally to the discretion of the Court." Thompson v. Scientific Atlanta, Inc. , 285 Ga. App. 680, 683 (2005).

Although Plaintiff was cautioned against propounding broad and wide-ranging discovery, she seeks extensive information from as far back as 2004 on 32 topics, included but not limited to, information regarding the creation and membership of the Committee; the Committee's transition from the original members to the current members and any associated transfer of information; all information requested by the Committee in connection with the Report; all documents associated with the Report; all documents disclosing the Committee members' relationships with Defendants and Jones Walker, a law firm retained by Defendants in connection with this action; all documents associated with the engagement of Jones Walker and its representation of the Committee and Defendants; all communications between Defendants and the Committee or Jones Walker; documents associated with the investigation into Jones Walker's independence; documents associated with the Committee's own investigation into its independence; documents from any Board meeting related to the Committee's investigation; documents reflecting meetings of the Committee; documents concerning the Committee's decision not to pursue litigation; and all documents concerning discovery from another lawsuit.

The Court finds that much of this discovery (for example, Plaintiff's blanket request for all communications from 2004 to the present between Defendants and the Committee, which did not come into existence until 2011, at the earliest) strays beyond the scope of information needed to advance the Plaintiff's challenge to the Committee's recommendation, which forms the basis of the pending Motions to Dismiss. Accordingly, the Court denies Plaintiff's request for discovery on any topic other than those presented in Document Requests Nos. 1, 2, 3, 4, 7, 12, 17, 18, 23, 24, 25 and 29. For purposes of these topics, the Plaintiff is permitted to request information from 2007 to the present.

Plaintiff is directed to serve on Defendants, with a copy to the Court, discovery consistent with this Order by June 6, 2012. Defendants will have 20 days in which to respond. In consideration of the discovery schedule, Plaintiff is permitted an extension to respond to the pending Motions to Dismiss through and including July 11, 2012.

SO ORDERED this 29 day of May, 2012.


JOHN J. GOGGER, JUDGE
Superior Court of Fulton County
Atlanta Judicial Circuit

Copies to:

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