

COPY

SUPERIOR COURT OF THE STATE OF GEORGIA  
COUNTY OF COBB

COBB COUNTY, GA  
FILED IN OFFICE  
2007 OCT 2 PM 1:34  
J. G. [Signature]

EDGAR "BO" POUNDS, individually and on )  
behalf of the estate of Mary Jean Pounds, )  
JOSEPH THOMPSON, FRANKLIN SMITH, )  
EAGLE EYE FORENSICS, LLC, DIANNE )  
BRACKIN, and WILLIAM SHARP, )  
Derivatively On Behalf of COBB ELECTRIC )  
MEMBERSHIP CORPORATION. )

Civil Action File No. 07-1-9408-48

Plaintiffs, )

vs. )

DWIGHT BROWN, DON BARNETT, )  
DAVID MCGINNIS, KAY ANDERSON, AL )  
FORTNEY, JR., FRANK BOONE, SARAH )  
BROWN, LARRY CHADWICK, HENRY )  
BALKCOM III, COBB ENERGY )  
MANAGEMENT CORPORATION and )  
DOES 1-15, inclusive, )

Defendants, )

-and- )

COBB ELECTRIC MEMBERSHIP )  
CORPORATION, a Georgia Corporation, )

Nominal Defendant. )

**PLAINTIFFS' MOTION FOR SHOW CAUSE  
ORDER AND MEMORANDUM OF LAW IN SUPPORT**

COME NOW, Plaintiffs, by their attorneys and respectfully move the Court for a Show Cause Order regarding Defendants' continued failure and refusal to comply with O.C.G.A §46-3-271 and permit Plaintiffs to inspect and review documents.

INTRODCUTION

On October 8, 2007, Plaintiffs sent Defendants their formal written request to inspect and review various documents pursuant to O.C.G.A. §46-3-271. Plaintiffs' request, which is attached hereto as Exhibit 1, complied with all aspects required of O.C.G.A. §46-3-271.

Defendants have ignored Plaintiffs request, and repeated requests, to review and inspect documents. Defendants have refused to produce even basic financial and other documents that are required by statute to be maintained at the EMC's headquarters. As of the date of this filing, no documents whatsoever, other than copies of old annual reports, have been made available.

#### CITATION TO AUTHORITY

O.C.G.A. §46-3-271 provides in relevant part:

[A]ny person who is a member of the electric membership corporation in good standing shall, upon written demand stating the purpose thereof and the books and records sought to be examined, have the right to examine, in person or by agent or attorney, **at any reasonable time or times**, for any proper purpose, its books and records and, at his own expense, may make extracts therefrom.

(emphasis added).

The statute makes clear that Plaintiffs have the right to inspect and review documents at "any reasonable time or times." The fact that Defendants continue to refuse to produce documents or allow EMC records to be inspected and reviewed nearly three weeks after Plaintiffs sent their written request is inappropriate, directly violates O.C.G.A. §46-3-271 and does not comport with good faith requirements. Defendants' continued refusal to provide full and complete inspection wastes judicial time and resources by preventing Plaintiffs from providing the Court with full and complete information and narrowing the scope of their issues.

O.C.G.A. §46-3-271 further provides:

(c) If the electric membership corporation or an officer or agent of the electric membership corporation refuses to permit the inspection authorized by subsection (b) of this Code section, the member demanding inspection may apply to the superior court of the county in which the electric membership corporation's registered office is located, upon such notice as the court may require, for an order directing the electric membership corporation or its officers or agents to show cause why an order should not be granted permitting such inspection by the applicant.

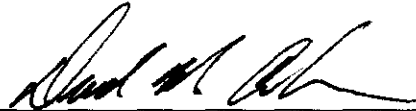
Plaintiffs have attempted to resolve this issue by correspondence with opposing counsel on no less than three occasions. No substantive response has been provided.

CONCLUSION

Consequently, Plaintiffs respectfully move the Court to enter an appropriate Show Cause Order pursuant to O.C.G.A. §46-3-271(c) and set the matter for hearing at the earliest possible date.

SO MOVE this 7<sup>th</sup> day of November, 2007.

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