

**IN THE CHANCERY COURT OF THE JUDICIAL  
DISTRICT OF COUNTY, MISSISSIPPI**

**PLAINTIFF**

**VS.**

**CAUSE NO.**

**DEFENDANT**

**COMPLAINT FOR TEMPORARY RESTRAINING ORDER,  
PRELIMINARY INJUNCTION AND PERMANENT INJUNCTION**

COMES NOW, Plaintiff in the above styled and numbered proceeding, by and through counsel, and files this its Complaint for a Temporary Restraining Order, Preliminary Injunction and Permanent Injunction, pursuant to Rule 65 of the Mississippi Rules of Civil Procedure and in support thereof would show as follows:

1.

Plaintiffs filed their Complaint against Defendants, , on , seeking a temporary restraining order, preliminary injunction, appointment of a receiver and other relief, which Complaint is incorporated herein by reference for all purposes.

2.

As set forth in the Complaint, will also suffer immediate irreparable and substantial harm and injury if he/she is required to either accept or reject offer to sell his/her stock in at "book value" on or before , , without "book value" having been determined. As a result, is entitled to have the 180-day option period tolled until this Court can determine the date on which the option period begins to run.

3.

Also, Defendants are in control of the Company and have acted, are acting and/or will act in a manner that is illegal, oppressive and or fraudulent. Moreover, reasonably believes that Defendants have caused the Company's assets to be misapplied or wasted. is also reasonably informed and believes that Defendants have or intend to (i) distribute the profits of the Company to to the exclusion of (ii) give excessive and unwarranted bonuses to and other employees, (iii) take other acts to dilute the value of the Company and (iv) act in a manner that is illegal, oppressive and or fraudulent, all without any legitimate business purpose and to the detriment of . Without the assistance of this Court, will suffer immediate irreparable and substantial harm and injury as a result of the deliberate and willful actions of Defendants.

4.

Plaintiff's attorney has made reasonable efforts to notify Defendant of the filing of this Complaint and the hearing scheduled on Plaintiff's request for a temporary restraining order, for a.m./p.m. on , at the County Courthouse, , Mississippi. In support of this motion, attached hereto as Exhibit " " which is incorporated herein by reference for all purposes is the Affidavit of Plaintiff's counsel, .

WHEREFORE, PREMISES CONSIDERED, Plaintiffs pray for a temporary restraining order and preliminary injunction prohibiting Defendants, from (i) selling the stock of the Company owned by or issuing new stock, (ii) distributing any profits, (ii) declaring or paying dividends, (iii) declaring or paying any bonuses, (iv) using any of the Company's funds to pay Defendants attorney fees or other costs associated with defending this suit, (v) taking any actions that would adversely affect book value of the Company, (vi) taking any action or inaction detrimental to the Company or interest therein and ordering that (i) the running

of the 180- day option period be tolled and (ii) Defendants preserve and protect the assets of the Company pending the full adjudication of this cause.

In the alternative, Plaintiffs pray that this Court will immediately appoint disinterested third party as receiver or custodian pendente lite, pursuant to *Miss. Code Ann.* §79-4-14.31, with all powers and duties as this Court may direct in order to preserve the corporate assets and carry on the Company's business until this matter can be fully adjudicated.

Plaintiffs further pray for such other general or specific relief as may be proper in the premises.

Respectfully submitted,

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Attorney for

Of Counsel:

Telephone:  
MSB #  
Attorney for