

NORTH CAROLINA
FORSYTH COUNTY

FILED

2015 SEP 23 P 4: 20

IN THE GENERAL COURT OF JUSTICE
SUPERIOR COURT DIVISION
15 CVS 5103

HANESBRANDS INC.,

FORSYTH COUNTY, C.S.C.

BY JF

Plaintiff,

vs.

KATHLEEN FOWLER,

Defendant.

**PLAINTIFF'S OPPOSITION TO
DESIGNATION OF ACTION AS A
MANDATORY COMPLEX BUSINESS
CASE**

Pursuant to N.C.G.S. §7A-45.4(e), the defendant, Kathleen Fowler, hereby files this opposition to the designation of this action as a mandatory complex business case, and in support of this opposition, the defendant shows unto the Court that:

1. On August 20, 2015, the plaintiff, Hanesbrands Inc., a Maryland corporation, filed this breach of contract against the defendant, an individual citizen of North Carolina. The plaintiff alleges that the defendant breached two agreements pursuant to which the defendant received stock options while she was employed by the plaintiff.

2. The plaintiff certified that that this action met the criteria for designation as a complex business case because it involves the law governing corporations and because the claims involve securities.

3. The Complaint contains no allegations concerning the application of the law governing corporations to this action. The only claims alleged in the Complaint are for breach of contracts entered into between an employer and an employee.

4. The claims alleged in the Complaint do not arise under Chapter 78A of the North Carolina General Statutes or any other North Carolina law or regulation pertaining to securities. Although the contracts in dispute involve the granting of rights to purchase securities, interpretation of the contracts will not involve the interpretation of North Carolina securities law. The plaintiff alleges in the Complaint that the securities involved in this action are governed by the laws of the State of Maryland. (Complaint, para. 3)

5 The Complaint alleges two counts of breach of contract. In general, the plaintiff alleges that it granted the defendant stock options pursuant to agreements that required the defendant to repay a portion of the financial gain she realized if she subsequently became employed by a competitor of the plaintiff. The only issues to be determined, therefore are: a) Did the parties enter into the alleged contracts? b) If so, did the defendant breach either of the alleged contracts? and c) If so, what amount of damages is the plaintiff entitled to recover?

6. Pursuant to N.C.G.S. §7A-45.4(a)(9), contract disputes may be designated as complex business cases only when at least one plaintiff and at least one defendant is a corporation and where the amount in controversy is at least \$1,000,000.00. This action does not meet these requirements. The sole defendant is an individual, not a corporation, and the amount in controversy is less than \$1,000,000.00.

7. The North Carolina Business Court was primarily established to generate a body of case law on corporate governance issues for North Carolina companies. This action does not involve any corporate governance issues.

8. This action will not require interpretation of any North Carolina statutes pertaining to corporations, and a written opinion in this case will not assist business managers and their counsel in making business decisions in the future.

9. The holding in this case will be limited to the parties and the particular facts at issue.

WHEREFORE, the defendant prays that the designation of this action as a complex business case be set aside and that this action be transferred to Forsyth County Civil Superior Court for further proceedings.

This the 23rd day of September, 2015.



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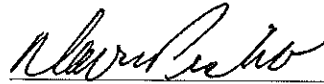
CERTIFICATE OF SERVICE

The undersigned hereby certifies that he is an attorney at law licensed to practice in the State of North Carolina, is attorney for the defendant and is a person of such age and discretion as to be competent to serve process.

That on September 23, 2015, he served a copy of the attached OPPOSITION by hand delivery to:

Robin E. Shea, Esq.
Constangy, Brooks, Smith & Prophete, LLP
100 N. Cherry Street, Suite 300
Winston-Salem, NC 27101

This the 23rd day of September, 2015.



David Pishko
Attorney for Defendant
N.C. State Bar No. 7969