



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

SUSAN A. MARTINEZ,)
)
 Plaintiff,)
)
 v.) Civil Action No. 4128-VCP
)
 REGIONS FINANCIAL CORPORATION)
 a Delaware Corporation, as successor in)
 interest to AMSOUTH,)
 BANCORPORATION, a Delaware)
 Corporation,)
)
 Defendant.)

**ORDER GRANTING IN PART AND DENYING IN PART DEFENDANT
REGIONS FINANCIAL CORPORATION'S MOTION FOR SUMMARY
JUDGMENT AND GRANTING PLAINTIFF SUSAN A. MARTINEZ'S MOTION
FOR PARTIAL SUMMARY JUDGMENT**

This matter came before the Court for hearing on April 28, 2009 on Defendant Regions Financial Corporation's ("Regions") Motion for Summary Judgment and Plaintiff Susan A. Martinez's ("Martinez") Motion for Partial Summary Judgment. Having heard the argument of counsel, reviewed the motions and the related briefs filed by the parties, for the reasons stated in the Memorandum Opinion issued by the Court on August 6, 2009 and the letter on the form of order issued on September 9, 2009:

IT IS HEREBY ORDERED this 9th day of September, 2009 that:

1. Regions' Motion for Summary Judgment is DENIED as it relates to Count I of Martinez's Complaint.

2. Regions' Motion for Summary Judgment is GRANTED as it relates to Count II of Martinez's Complaint, and Count II is hereby dismissed with prejudice.

3. Regions' Motion for Summary Judgment is hereby GRANTED in part as to Count III of Martinez's Complaint and DENIED to the extent that Count III relates to Martinez's claim that she should be awarded a full year 2007 bonus and that such bonus should be used to calculate her payments pursuant to sections 6(a)(1)(A) and (B) of the Employment Agreement.

4. Regions' Motion for Summary Judgment is hereby DENIED as to Count IV of Martinez's Complaint.

5. Regions' Motion for Summary Judgment is GRANTED as it relates to Count V of Martinez's Complaint, and Count V is hereby dismissed with prejudice.

6. Martinez's Motion for Partial Summary Judgment on Count IV of her Complaint is hereby GRANTED. Martinez shall submit to Regions copies of invoices for fees and expenses incurred to date by Martinez in this action and file a notice of such submission with the Court within ten days of the date of this Order. Within thirty days of submission to Regions of any invoices for fees and expenses, Regions shall remit to counsel for Martinez the total requested in those invoices, unless Regions disputes the reasonableness of the invoices. If Regions disputes the reasonableness of the invoices submitted by Martinez, Regions shall (i) remit the undisputed amount plus prejudgment interest within thirty days of submission of the invoices to Regions, (ii) advise Martinez in writing with specificity of any and all disputes respecting the reasonableness of the invoices ("Objections") within twenty days after the date the invoices were submitted to

it, and (iii) simultaneously file those Objections with the Court. If there are any such disputes, the Court promptly will schedule a telephone conference to resolve them. Prejudgment interest shall accrue beginning thirty days from the date when the invoices are submitted to Regions.

IT IS SO ORDERED.

/s/Donald F. Parsons, Jr.
Vice Chancellor