

VIRGINIA:

IN THE CIRCUIT COURT OF THE CITY OF LYNCHBURG

JENNA DODGE, SARAH HASSMER,)	
HAYLEY J. MAXWELL,)	
LAURA McKEAN-PERAZA,)	
KELSEY McCUNE, JENNIFER C. MULLINS,)	
MARY ELIZABETH YARDLEY,)	
ALICE DAMMEYER PRIEBE and)	
ROY CLINTON JOHNS)	
)	
)	
Plaintiffs,)	Case No. 0600089400
)	
v.)	
)	
THE TRUSTEES OF RANDOLPH-MACON)	
WOMAN'S COLLEGE,)	
D/B/A RANDOLPH-MACON WOMAN'S COLLEGE,)	
a Virginia non-stock corporation)	
)	
)	
Defendant.)	

MOTION FOR LEAVE TO AMEND COMPLAINT

COME NOW Plaintiffs, Jenna Dodge, *et al*, by counsel, and pursuant to Rule 1:8 of the Virginia Supreme Court, move for leave to amend Count Two of their Complaint.

In support thereof, Plaintiffs state the following:

1. Count Two currently consists of paragraphs 56-59, as follows:

56. Plaintiffs plead all preceding paragraphs herein.

57. In addition or in the alternative to Count One, Plaintiffs have a separate statutory and common law basis to challenge the actions of Defendant.

58. Pursuant to Virginia Code §17.1-513.01:

The circuit courts shall have the same subject matter jurisdiction over matters pertaining to the assets of charitable corporations, incorporated in or doing any business in Virginia, as the circuit courts have with respect to assets held by unincorporated charitable trusts and other charitable entities, including the power to...enter injunctive

relief against such charitable corporations...to protect the public interest in such assets.

59. Under the common law doctrine of *cy pres* as recognized by Virginia, Defendant cannot change R-MWC's charitable purpose without first obtaining an order from a Virginia circuit court after proving to the court's satisfaction that it is impossible or impracticable to continue the charitable purpose. *See, inter alia*, Va. Code § 55-268.7.

2. In place of those paragraphs, Plaintiffs seek to insert the following:

56. Plaintiffs replead all preceding paragraphs herein.

57. The circuit courts shall have the same subject matter jurisdiction over matters pertaining to the assets of charitable corporations, incorporated in or doing any business in Virginia, as the circuit courts have with respect to assets held by unincorporated charitable trusts and other charitable entities, including the power to...enter injunctive relief against such charitable corporations...to protect the public interest in such assets. Va. Code § 17.1-513.01.

58. The charitable assets of the Defendant are deemed held in trust and are to be used in furtherance of the charitable purposes set forth in the governing documents, all pursuant to Virginia Code §2.2-507.1.

59. Defendant has breached and continues to breach the purposes for which its charitable assets are held in trust by its actions described herein, and is no longer holding or using the trust assets for the charitable purposes set forth in the applicable governing documents.

60. If it is either impossible or impracticable to continue the charitable purposes of the trust, this Court has the power to modify those purposes or approve the modifications proposed by Defendant.

61. Plaintiffs have standing to enforce the purposes for which the charitable assets are held in trust and to seek to enjoin Defendant's breach of the trust as alleged herein.

3. Plaintiffs believe that this amendment is necessary to clearly state the cause of action pled in Count II in light of Defendant's position during oral argument on its demurrer that Plaintiffs' position vis a vis Count II was different from what was originally pled. Plaintiffs do not know how the Court viewed Count II when granting the demurrer, but it is critical to serve the ends of justice that Plaintiffs be allowed leave to amend following the Court's ruling in order to put properly before the Court the cause of action they plead.

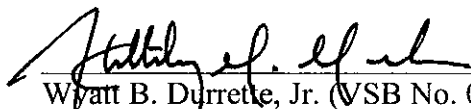
4. Plaintiffs anticipate that Defendant will assert that Count Two, as amended, fails to state a claim upon which relief can be granted and Plaintiffs will respond promptly should that be Defendant's position. Plaintiffs waive oral argument and request that the Court rule on the written submissions of the parties - - both as to this Motion and any further demurrer and response thereto in the event the Motion is granted.

5. Thus, no prejudice will be suffered by Defendant if this Motion is granted.

6. Leave to amend is liberally granted under Rule 1:8, and there is no basis for denying the right to amend at this early stage of the proceeding.

WHEREFORE, Plaintiffs, by counsel, respectfully ask the Court to enter an Order granting this Motion to Amend.

JENNA DODGE, *et al*
By Counsel

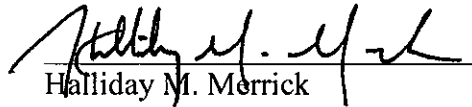


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CERTIFICATE OF SERVICE

I hereby certify that on this, the 29th day of January, 2007, a true and accurate copy of the foregoing Motion for Leave to Amend Complaint was sent via first class mail to:

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