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Nov 15 2023

SC Court of Appeals

THE STATE OF SOUTH CAROLINA

In the Court of Appeals

APPEAL FROM CHARLESTON COUNTY

Court of Common Pleas

Mikell R. Scarborough, Master-in-Equity

Case No.: 2018-CP-10-4083

Appellate Case No.: 2022-001114

Charleston Carriage Works, L.L.C.,

Appellant,

v.

Charleston Animal Society, Ellen Harley and
Charleston Carriage Horse Advocates, Inc.,

Respondents.

REPLY TO RESPONDENTS' RETURN
TO MOTION TO SUBSTITUTE PARTIES
RETURN TO RESPONDENTS' REQUEST
FOR 60-DAY EXTENSION

Pursuant to *South Carolina Appellate Court Rules*, Rule 240(e), the appellant replies to the Respondent's Return and Motion request for 60-day extension as follows:

1. The appellant attempted to consult with respondents prior to filing the October 30, 2023, Motion to Substitute without success. After appellant filed its motion, the respondents filed on November 7, 2023, a Motion asking for 60-day extension to investigate the sale to determine who is an appropriate party to be substituted in. Respondents also pointed out that appellant erred in alleging Charleston Carriage Works has two members when it has only one. Appellant admits the error and concedes that counsel's septuagenarian memory generated an unintentional error that

Charleston Carriage Works has only a single member. Appellant contacted respondents, admitted the error and agreed to reduce appellant's October 30, 2023, request for substitution of parties to a single party, Broderick Christoff, as the sole member of the limited liability company that is winding up.

2. The Respondents also ask this Court for a 60-day extension to reply to appellant's October 30, 2023, Motion to substitute party-appellant. Respondents claim that they desire this additional time to investigate whether any suit can be maintained on the ground that Charleston Carriage Works might have conveyed the cause of action to new purchasers who may or may not be interested in continuing the litigation. After respondents identified their concern, appellant provided respondents with a copy of the publicly filed U.C.C.-1 financing agreement on file with the South Carolina Secretary of State and the Charleston County Register of Deeds. This document lists the assets sold by Charleston Carriage Works, L.L.C., a copy of which is attached to this Reply as an exhibit and incorporated by this reference. The U.C.C.-1 filing demonstrates that Charleston Carriage Works sold only those assets identified therein and therefore retained the rights to prosecute this action. Because the limited liability company is in the process of winding up, someone or some entity must be substituted in to maintain the action.

In conclusion, the appellant:

1. Admits the error in asking for two putative members of the limited liability company to be substituted in and voluntarily reduces the request to substitute in the one member of the limited liability company,
2. Consents to a reasonable extension for respondents to make inquires, but appellant submits 60 days is an unnecessarily long period to decide how to respond to a simple, non-dispositive and non-controversial amendment. Appellant submits the question to the discretion of the Court to grant whatever extension it believes is reasonable under the circumstances.

Respectfully submitted,

November 15, 2023

/s/Thomas R. Goldstein
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EXHIBIT 1
U.C.C.-1 FILING STATEMENT

UCC-1

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Crain Law Firm 8437357602
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address) J. Kevin Crain 753 Johnnie Dodds Blvd Suite 100 Mt Pleasant, SC 29464

SC SECRETARY OF STATE
231005-1234291 NS
Lapse Date: 10/05/2028

Date: 10/5/2023
Time: 12:34 PM
Page Count: 2 Pg
Debtor Count: 1
Filing Fees: \$8.00
Service Fee* \$8.00
SC.GOV: \$16.00
Total: \$16.00
Order ID# 149757114

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a ORGANIZATION'S NAME Palmetto Carriage Works, Ltd.				
OR	1b INDIVIDUAL'S SURNAME			
	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
1c MAILING ADDRESS 20 Anson Street		CITY Charleston	STATE SC	POSTAL CODE 29401
				COUNTRY US

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a ORGANIZATION'S NAME				
OR	2b INDIVIDUAL'S SURNAME			
	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
2c MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a ORGANIZATION'S NAME Charleston CW LLC				
OR	3b INDIVIDUAL'S SURNAME			
	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
3c MAILING ADDRESS 3033 Old Pond Road		CITY Johns Island	STATE SC	POSTAL CODE 29455
				COUNTRY US

4. COLLATERAL: This financing statement covers the following collateral:

See attachment

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:
 Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:
 Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:

Exhibit A

Collateral

1. Ten (10) horses;
2. One (1) horse trailer;
3. Eight (8) large carriages;
4. One (1) small surrey;
5. One (1) Victoria;
6. Domain name(s) owned by the Company and all other intellectual property owned or used by the Company in its business operations;
7. Franchise Agreement between Seller and the City of Charleston (notwithstanding anything contained herein to the contrary, the Seller will convey this Franchise Agreement without any representations or warranties as to assignability or continued effectiveness thereof);
8. All intangible media file assets owned by the Seller with respect to the Business including, but not limited to, images, videos, customer lists, etc.;
9. Any and all rights to the name "Charleston Carriage Works";
10. One (1) functional ticket cart;
11. One (1) spare ticket cart
12. Seller's one-third (1/3) ownership interest in the CARES horse trailer;
13. Security system used to monitor the Business' premises along with all login credentials and information necessary to continue operating the system;
14. Login credentials and account control for the following systems and accounts used by the Seller in the operation of the Business: Google Analytics and Google Analytics 4, Meta Business account, Google Ad account, WordPress Website, Facebook account used by the Business, Instagram account used by the Business, Google Business profile, and Viator and/or Trip Advisor account;
15. All information related to reservations booked as of the Closing Date available within Seller's Peek Pro reservation system; and
16. With the exception of shoeing stocks, all Company fixtures/equipment/inventory currently located at the stable (located at 20 Anson Street, Charleston, SC) including but not limited to, seven (7) sets of horse harnesses, harness parts, harness spares, and spare wheels.

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Respondents.

PROOF OF SERVICE

I certify that I provided a copy of the Appellant's Return to Respondent's Motion for Extension and Reply to Respondents' Reply to Motion for Substitution of Parties upon the Charleston Animal Society by depositing a copy of it in the United States Mail, postage prepaid to Elizabeth Palmer at her office at Saxton & Stump, 151 Meeting Street, Suite 400, Charleston, South Carolina 29401 and to Jenkins Mann and Kevin Maroney at their office, Mann, Blake & Jackson at 1901 Main Street, Suite 1205, Columbia, South Carolina 29201 on November 15, 2023, 2023, and via electronic versions to all counsel and to Joseph Thompson and Spencer Gill at their office, Hall Booth Smith, P.C. at 111 Coleman Boulevard, Mt. Pleasant, S. C. 29464 (digital copies only).

November 15, 2023

/s/Thomas R. Goldstein

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