

THE STATE OF SOUTH CAROLINA
In The Court of Appeals

APPEAL FROM RICHLAND COUNTY
Court of Common Pleas

G. Thomas Cooper, Jr., Circuit Court Judge

Appellate Case No. 2014-001397

RECEIVED

AUG 27 2014

SC Court of Appeals

Thomas J. Levine,..... Appellant,

v.

Carolina Craft Acquisitions, LLC, d/b/a Carolina Craft Distributors,..... Respondent.

**APPELLANT'S DESIGNATION OF MATTER
TO BE INCLUDED IN THE RECORD ON APPEAL**

Appellant Thomas J. Levine designates the following documents to be included in the Record on Appeal:

1. Notice of Appeal, filed June 26, 2014;
2. Orders:
 - a. Temporary Restraining Order, filed January 23, 2012;
 - b. Order Extending Temporary Restraining Order Entered on January 23, 2012, filed February 1, 2012;
 - c. Order Granting Temporary Injunction, filed July 25, 2012;
 - d. Order Granting Judgment for Defendant, filed April 23, 2014;
 - e. Order Denying Plaintiff's Motion for Reconsideration and Form 4, filed June 3, 2014
3. Pleadings:

- a. Complaint, filed January 23, 2012;
 - b. Answer, filed March 16, 2012;
 - c. Amended Complaint, filed September 24, 2012;
 - d. Defendant's Answer to Plaintiff's Amended Complaint, filed November 9, 2012;
 - e. Plaintiff's Motion for Reconsideration, to Alter or Amend Under Rule 59, filed May 5, 2014
 - i. Exhibit A: Plaintiff's Proposed Order
 - ii. Exhibit B: Defendant's Proposed Order
4. Transcripts of proceedings:
- a. Transcript dated 7-17-13 to 7-19-13: pp. 1-4, 21-274;
 - b. Transcript dated 9-9-13: pp. 1-2, 12-125, 157, 164-168;
 - c. Transcript dated 9-10-13: pp. 1-6, 18-63, 70-75, 92-127, 138-139, 147-149, 169-263;
 - d. Transcript dated 10-10-13 to 10-11-13: pp. 1-2, 10-19, 23-40, 47, 65-98, 106-108, 113-151, 179-183, 189-208, 222-263, 271-327;
 - e. Plaintiff's Deposition Designation of Joseph A. Cekola, dated July 16, 2013, and Deposition transcript pp. 1-2, 4 Ins. 1-2, 89 Ins. 5-14.
5. Plaintiff's Trial Exhibits:
- a. No. 1: January 26, 2011 email chain, subject: "FW: Re: Carolina Craft Amendment";
 - b. No. 3: March 15, 2010 letters;
 - c. No. 4: March 16, 2010 email chain, subject: "Re: Version 180775_2: Letter of Intent- Final[]";
 - d. No. 5: UCC-1 Financing Statement and attached Exhibit A;
 - e. No. 6: Binding Letter of Intent;
 - f. No. 10: January 28, 2011 email chain, subject "Re: Findings";
 - g. No. 13: Balance Sheets with Exh. 16 email included (March 16, 2011 email chain, subject "FW: Feb Financials";

- h. No. 14: September 22, 2011 email, subject “FW: distribution” and attached financial and balance sheets;
- i. No. 20: Draft 2010 Form 1065 Tax Return for Carolina Craft Acquisitions, LLC;
- j. No. 22: “Liquidation Based on Projected Valuation at June 30, 2012” spreadsheets prepared by Dick Nagle;
- k. No. 32: February 4, 2011 email, subject “[FWD:]”;
- l. No. 34: April 16, 2010 email chain, subject “RE: What happened to the Press Release I approved?”;
- m. No. 37: Carolina Craft Distributing, LLC A/P Aging Summary as of August 1, 2012;
- n. No. 39: March 26, 2010 email, subject “FW: final presentation, with altered Carl bio” and attachments;
- o. No. 48: December 15, 2010 email chain, subject: “RE: Carolina Craft Acquisitions, LLC”;
- p. No. 51: March 12, 2010 email, subject: “FW: Operating Agreement-Carolina Craft[]” and attached draft Operating Agreement;
- q. No. 52: March 12, 2010, 3:02 p.m. email, subject: “Version 180507 2: Binding Letter of Intent- 3.12.2010[]” and attached draft Letter of Intent;
- r. No. 53: March 12, 2010, 4:57 p.m. email, subject: “Version 180507 4: Binding Letter of Intent- 3.12.2010[]” and attached draft Letter of Intent;
- s. No. 59: Promissory Notes and Guaranty;
- t. No. 60: March 16, 2010 email chain, subject: “Re: Version 180775_2: Letter of Intent- Final[]” and attached draft Letter of Intent;
- u. No. 62: December 17, 2010 email chain, subject: “FW: Asset Purchase Agreement, Employment Agreements, and Operating Agreements” and attached draft Asset Purchase Agreement, and Operating Agreements for Carolina Craft Acquisitions, LLC, and NC Carolina Craft Acquisitions, LLC;
- v. No. 84: Idealease Fleet Services Fuel Card Account Application;
- w. No. 85: March 16, 2010 Wachovia Bank deposit receipt;
- x. No. 89: August 7, 2013 Notice of Special Meeting;

- y. No. 90: August 7, 2013 Carolina Craft Acquisitions, LLC Liquidation Calculations;
- z. No. 91: August 7, 2013 email chain, subject: "Re: Meeting";
- aa. No. 96: January 23, 2011 "Carolina Craft Visit Summary".

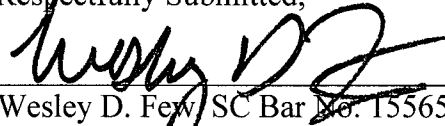
6. Defendant's Trial Exhibits:

- a. No. 15: March 17, 2010 email chain, subject "RE: Version 180775_2: Letter of Intent- Final[]"
- b. No. 16: January 25, 2011 email, subject "Carolina Craft Amendment"
- c. No. 21: February 3, 2011 email chain, subject "Fwd: Agreement!"
- d. No. 22: February 3-4, 2011 email chain, subject: "RE: first amendment w/ changes"
- e. No. 25: March 10, 2011 email, subject "Dissolution Letter"
- f. No. 35: Strategic Business Plan dated February 1, 2010, pp. 1-4
- g. No. 36: Draft Operating Agreement for NC Carolina Craft Acquisitions, LLC, A North Carolina Limited Liability Company
- h. No. 37: Draft Operating Agreement for Carolina Craft Acquisitions, LLC, a South Carolina Limited Liability Company
- i. No. 38: First Amendment to the Operating Agreement
- j. No. 40: March 1, 2010 email, subject: "FW: Ccd"
- k. No. 41: Email chain, subject: "RE: Meeting recap"
- l. No. 62: March 30, 2010 email, subject "Asset Purchase Agreement, Employment Agreements, and Operating Agreements"

I certify that this designation contains no matter which is irrelevant to this appeal.

August 27, 2014

Respectfully Submitted,



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PROOF OF SERVICE

The undersigned hereby certifies that on August 27, 2014, the foregoing **APPELLANT'S DESIGNATION OF MATTER** was served on all counsel of record via hand delivery as follows:

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[Signature block appears on the following page.]

August 27, 2014

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