

STATE OF SOUTH CAROLINA)
)
 COUNTY OF HORRY)
)
 Shaul Levy and Meir Levy,)
)
 Plaintiffs,)
)
 vs.)
)
 Carolinian, LLC,)
)
 Defendant.)

IN THE COURT OF COMMON PLEAS
 Civil Action No, 2012-CP-26-5610

FILED
 Horry County
 2015 JUN -1 PM 4: 07
 CLERK HONORIS-WARD
 OF CLERK COURT

ORDER

This matter comes before the Court upon a Remittitur from the South Carolina Supreme Court. A hearing on this matter was held on May 12, 2015, at the Horry County Courthouse. Present at the hearing were R. Wayne Byrd, Esquire, and Mark B. Goddard, Esquire of Turner Padgett Graham & Laney, P.A, for the Plaintiffs, and Benjamin A. Baroody, Esquire, of Bellamy, Rutenberg, Copeland, Epps, Gravely & Bowers, P.A. for the Defendant.

A nonjury trial was held on this matter on January 8, 2013. The parties agreed to a Stipulation of Facts and no additional testimony or evidence was presented. Following trial, the trial judge issued a Trial Order which was filed on January 28, 2013 with the Horry County Clerk of Court's office. This Trial Order denied Plaintiffs' declaratory judgment action and request for a permanent injunction and granted Defendant's request for a declaratory judgment. Plaintiffs timely appealed the Trial Order. On September 3, 2014, the South Carolina Supreme Court issued its opinion reversing the trial court decision based upon the grounds set forth in its opinion, *Shaul Levy and Meir Levy v. Carolinian, LLC*, 410 S.C. 140, 763 S.E.2d 594 (2014). Based on the Supreme Court's decision and reasoning, which this Court adopts and incorporates by this reference, the Court finds the Plaintiffs are entitled to declaratory and injunctive relief.

Therefore, it is hereby ORDERED:

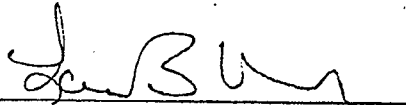
1. Plaintiffs are the current, true owner of Bhupendra Patel's distributional interest in Carolinian.
2. Any right of Carolinian to purchase Patel's distributional interest pursuant to the terms of Carolinian's Operating Agreement terminated upon the sale of the distributional interest to Plaintiffs at the public auction held April 2, 2012.
3. Other than dissolution and wind-up of Carolinian's business, neither Carolinian nor its member can force Plaintiffs to sell their distributional interests in Carolinian.
4. Carolinian must abide by the requirements set forth in the South Carolina Uniform Limited Liability Company Act with regards to the rights of Plaintiffs as transferees of the subject distributional interest.

Further, the Defendants are PERMANENTLY ENJOINED from:

1. maintaining unauthorized sole dominion and control over the distributional interest rights rightfully belonging to Plaintiffs;
2. making unauthorized and wrongful distributions of Carolinian, LLC funds in a manner inconsistent with or adverse to the distributional interests of Plaintiffs;
3. taking any actions to sell or attempting to force the sale of Plaintiffs' distributional interest in Carolinian; and

4. taking any actions inconsistent with the requirements set forth in the South Carolina Uniform Limited Liability Act, including provisions of S.C. Code Ann. §33-44-503(e), and the Operating Agreement.

AND IT IS SO ORDERED.



Honorable Larry B. Hyman, Jr.

May 27, 2015
Conway, South Carolina

STATE OF SOUTH CAROLINA)
)
COUNTY OF HORRY)
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Shaul Levy and Meir Levy,)
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Plaintiffs,)
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vs.)
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Carolinian, LLC,)
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Defendant.)
_____)

IN THE COURT OF COMMON PLEAS
Civil Action No, 2012-CP-26-5610

**ORDER DENYING DEFENDANT'S
RULE 59(e) MOTION**

This matter came before the Court upon the Motion of Defendant requesting the Court reconsider, vacate, alter or amend its Order dated May 27, 2015. A hearing on the Motion was held by the Court on November 16, 2015. Present at the hearing were R. Wayne Byrd, Esquire, and Mark B. Goddard, Esquire, of Turner Padgett Graham & Laney, P.A., for Plaintiffs Shaul Levy and Meir Levy (hereinafter "Plaintiffs") and David B. Miller, Esquire and Benjamin A Baroody, Esquire, of Bellamy, Ruttenberg, Copeland, Epps, Gravely & Bowers, P.A., for the Defendant. After hearing arguments of counsel, and carefully reviewing the Court's file, the evidence presented and the applicable case law, the Court makes the following findings of fact and conclusions of law:

RELEVANT FACTUAL AND PROCEDURAL BACKGROUND

1. A nonjury trial was held on this matter on January 8, 2013.
2. At the nonjury trial, all parties agreed to a Stipulation of Facts and no additional testimony or evidence was presented.

3. The trial judge issued a Trial Order which was filed on January 28, 2013, with the Horry County Clerk of Court's Office. The Trial Order specifically denied Plaintiffs' request for declaratory and injunctive relief and granted Defendant's request for a declaratory judgment.

4. Plaintiffs timely appealed the Trial Order.

5. On September 3, 2014, the Supreme Court issued its opinion reversing the trial court's decision based on the grounds set forth in its opinion, *Shaul Levy and Meir Levy v. Carolinian, LLC*, 410 S.C. 140, 763 S.E.2d 594 (2014).

6. The case was then remitted from the South Carolina Supreme Court to the trial court.

7. Following the remitter, a hearing was held on May 12, 2015, at the Horry County Court House. All parties were represented at the hearing by counsel.

8. On May 27, 2015, the Court issued an Order adopting and incorporating the Supreme Court's decision and reasoning from *Shaul Levy and Meir Levy v. Carolinian, LLC*, 410 S.C. 140, 763 S.E.2d 594 (2014), and granting Plaintiffs the declaratory and injunctive relief prayed for their Complaint.

9. On June 16, 2015, Defendant filed a Motion for Reconsideration requesting the court vacate, alter or amend the May 27, 2015 Order.

CONCLUSIONS OF LAW

1. The Defendant argues that the May 27, 2015 Order exceeded the scope of the issues before the court. Defendant argued that the court should vacate its Order since no action was necessary from this Court after the case was remitted by the Supreme Court. In the alternative, Defendant argues that the court should amend the order to solely state that a) the Levys are the lawful owners of Patel's distributional interests, and b) that any right Carolinian,

LLC may have had to purchase the Levys' interest terminated upon the sale held on April 2, 2012, and the court should deny any further declaratory or injunctive relief.

2. The Court finds that although the South Carolina Supreme Court did not expressly remand the case to the trial court for further proceedings, such action was implicit in the Supreme Court's findings and reversal of the trial court's decision. The Supreme Court reversed the trial court's denial of Plaintiffs' request for declaratory and injunctive relief and its granting of Defendant's request for declaratory relief. Applying the reasoning and decision of the Supreme Court, this Court finds it appropriate to grant Plaintiff the declaratory and injunctive relief requested in their Complaint.

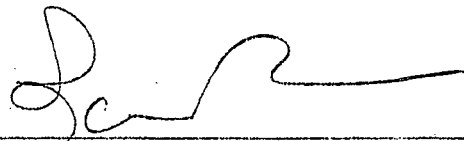
3. The Court finds Plaintiffs presented sufficient grounds to the Court to grant their requested declaratory and injunctive relief.

CONCLUSIONS AND ORDER

Based upon the foregoing,

It is hereby **ADJUDGED, ORDERED AND DECREED**, that the Motion to Reconsider, Vacate, or Alter or Amend filed by Defendant is hereby **DENIED**.

AND IT IS SO ORDERED.



Honorable Larry B. Hyman, Jr.

November 30, 2015
Conway, South Carolina