

TABLE OF CONTENTS

Table of Authorities.....	iii
I. Introduction.....	1
II. Reply Argument.....	3
A. The Trial Court Erred by Applying the Wrong Legal Standard to Find Wilson Did Not Breach his Fiduciary Duties to CCC and His Fellow Members.....	3
1. Gandis and Shirley have standing to challenge the trial court's finding.....	3
2. Wilson had fiduciary duties to CCC and its members.....	4
3. Wilson breached his fiduciary duties to CCC and its members.....	6
a. Wilson violated his fiduciary duty to Gandis to fully and honestly disclose material facts.....	6
b. Wilson violated his fiduciary duties to CCC and its members by competing with the company.....	8
c. Wilson violated his fiduciary duties to CCC and its members by misappropriating confidential and trade secret information.....	9
B. No Shareholder Oppression Occurred in this Case.....	10
1. The Order's grounds for oppression fail when considered in context.....	10
a. CCC could not pay tax distributions to cover members' personal tax liabilities for 2010.....	12
b. Gandis and Shirley attempted to address Wilson's financial predicament by offering him options to minimize tax consequences.....	17
c. Gandis and Shirley took necessary and appropriate steps to protect the business from a rogue member.....	20
d. Wilson's claims of financial fraud are without merit.....	22
2. The hallmarks of shareholder oppression are absent.....	23

a.	Wilson did not face the prospect of a “trapped investment”.....	23
b.	Wilson held and wielded immense power over CCC.....	24
III.	Conclusion	25

TABLE OF AUTHORITIES

Cases

<i>Ballard v. Roberson</i> , 399 S.C. 588, 593, 733 S.E.2d 107, 109 (2012).....	23
<i>Beaufort Realty Co. v. Beaufort County</i> , 346 S.C. 298, 551 S.E.2d 588 (Ct. App. 2001)	3
<i>In re JK Harris & Company, LLC</i> , 512 B.R. 562 (Bk. D.S.C. 2012)	15
<i>In re Medical Management Group, LLC</i> , 534 B.R. 646 (Bk. D.S.C. 2015)	13
<i>Kiriakides v. Atlas Food Systems & Services, Inc.</i> , 343 S.C. 587, 541 S.E.2d 257 (2001).....	23
<i>Linda Mc Co. v. Shore</i> , 390 S.C. 543, 555, 703 S.E.2d 499, 505 (2010)	10
<i>Moore v. Moore</i> , 360 S.C. 241, 252, 599 S.E.2d 467, 473 (Ct. App. 2004).....	6-7
<i>Verenes v. Alvamos</i> , 387 S.C.11, 690 S.E. 771 (2010).....	10

Statutes and Regulations

South Carolina Appellate Court Rule 201.....	3
S.C. Code Ann. § 33-44-409	5, 8-10
S.C. Code Ann. § 33-44-406	14, 16
S.C. Code Ann. § 33-44-405	14