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THE STATE OF SOUTH CAROLINA
In The Court of Appeals

APPEAL FROM BEAUFORT COUNTY
Court of Common Pleas

Carmen T. Mullen, Circuit Court Judge

Case No. 2016-CP-07-01919

Hampton B. Luzak, Appellant,

vs.

Merrill B. Light, Merrill U. Barringer, as Personal Representative of the Estate of Paul Brandon Barringer, II, Merrill B. Light as trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998, and Merrill B. Light as trustee of the Merrill Barringer Light Revocable Trust, and Merrill Barringer individually,

Respondents.

And

Case Nos.: 2019-CP-07-01253 and 2019-CP-07-01294

Hampton B. Luzak, Appellant,

vs.

Merrill U. Barringer, Respondent.

MEMORANDUM REGARDING APPEALABILITY

Respondents Merrill B. Light, individually and as trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998, and as trustee of the Merrill Barringer Light Revocable Trust, and Merrill Barringer, individually and as Personal Representative of the Estate of Paul Brandon Barringer, II (collectively, "Respondents"), submit this memorandum on appealability as requested by the Court on February 22, 2021. This appeal of an interlocutory ruling by the circuit court should be dismissed.

Appellant Hampton B. Luzak ("Luzak") seeks immediate appellate review of the order Granting Defendants' Motion to Bifurcate entered on December 29, 2020 (the "Bifurcation Order") and the order denying Luzak's motion for reconsideration of the Bifurcation Order entered on January 13, 2021 (jointly with the Bifurcation Order, the "Orders"). Although the Orders are interlocutory, Luzak claims they are immediately appealable under S.C. Code Ann. § 14-3-330(2) because they "may" deprive her of a mode of trial to which she is entitled.[1] The Court should dismiss the appeal because the Bifurcation Order merely provides for separate trials of factually distinct issues, which is not an immediately appealable pretrial ruling under S.C. Code Ann. § 14-3-330(2). *Flagstar Corp. v. Royal Surplus Lines*, 341 S.C. 68, 72, 533 S.E.2d 331, 333 (2000) (holding that trial of all issues in a case in a single proceeding is not a mode of trial to which parties are entitled as a matter of right under S.C. Code Ann. § 14-3-330(2)). In fact, the Orders say

[1] S.C. Code Ann. § 14-3-330(2) provides:

> The Supreme Court shall have appellate jurisdiction for correction of errors of law in law cases, and shall review upon appeal:
>
> (2) an order affecting a substantial right made in an action when such order (a) in effect determines the action and prevents a judgment from which an appeal might be taken or discontinues the action, (b) grants or refuses a new trial or (c) strikes out an answer or any part thereof or any pleading in any action.

nothing about whether the bifurcated trials will be to a jury or by the court without a jury. Accordingly, this appeal should be dismissed.

FACTUAL & PROCEDURAL BACKGROUND

This is a dispute between family members over an estate. Paul Brandon Barringer, II died on May 30, 2016. In August of 2016, his daughter Hampton Luzak filed the first of four civil lawsuits in Beaufort. The two 2016 actions are against Paul Barringer's wife, Merrill Barringer, as personal representative of his estate, and Luzak's sister, Merrill Light, individually and as trustee of the Barringers' revocable trusts. These cases have civil action numbers 2016-CP-07-1919 and 2016-CP-07-1961 and are referred to here as "Barringer I." The two 2019 actions, which name Mrs. Barringer individually as the sole defendant, have civil action numbers 2019-CP-07-01253 and 2019-CP-07-01294 and are referred to here as "Barringer II."

A. Barringer I

In Barringer I, Luzak alleges 19 causes of action against her sister Merrill Light.[2] (Am. Compl., Case No. 2016-CP-07-1919, Exhibit A.) Luzak claims in Barringer I that, beginning in 2012, Paul Barringer lacked the mental capacity to execute various wills, trust amendments and transfers, and his family members and others took advantage of his impaired mental capacity and unduly influenced him for their own personal financial gain. (*Id*. ¶ 119.) Specifically, Luzak challenges Mr. Barringer's 2012, 2014, and 2015 estate planning documents, and a 2012 transfer of stock to Merrill Light, on incapacity, undue influence, and mistake grounds (the "Incapacity/Undue Influence Claims"). (*Id*. ¶¶ 118-154.) Luzak also asserts tort claims against Merrill Light, including intentional interference with inheritance, civil conspiracy, breach of

[2] Merrill Barringer is named in Barringer I only in her capacity as Personal Representative of the Estate, and no direct relief is sought against Merrill Barringer in Barringer I.

fiduciary duty, fraud, and conversion, as well as equitable claims for unjust enrichment, including requests for equitable remedies (the "Tort-Based Claims"). (*Id*. ¶¶ 155-193.) These claims also seek to invalidate Mr. Barringer's 2012-2016 estate planning documents, as well as the 2012 transfer of stock to Merrill Light, and to recover money damages from Respondents.

In Barringer I, Luzak identified at least 22 potential fact witnesses, and Respondents identified over 27 fact witnesses. (*See* Pl's. Responses to Mrs. Barringer's First Set of Interrogatories, Exhibit B p. 3.) These witnesses include friends, family, family doctors, neurologists, accountants, lawyers, nurses, housekeepers, hunting partners, secretaries, business colleagues, and numerous others. Luzak also identified four experts who will testify at trial—a neurologist, a trust fiduciary expert, a forensic accountant, and an economist.[3]

B. Barringer II

In Barringer II, Luzak sued only her 88-year-old mother, Merrill Barringer. (Compl., Case No. 2019-CP-07-01253, Exhibit C.) Barringer II's first cause of action ("Intentional Interference with Inheritance") and fifth cause of action ("Civil Conspiracy") add Mrs. Barringer as an individual defendant and co-conspirator to the Barringer I Tort-Based Claims. (*Id*. ¶¶ 123-133, 147-150.) These claims raise the same factual allegations and legal claims as Barringer I.

The other two causes of action in Barringer II, Luzak's third cause of action ("Enforcement of Contract Not To Revoke and Injunction") and second cause of action ("Constructive Trust and Injunction") (collectively the "Contract-Based Claims"), are different and factually distinct from all of the other causes of action in the cases. Luzak's Contract-Based Claims are not based on any alleged incapacity of, or any alleged undue influence exerted on, Paul Barringer. Rather, Luzak's

[3] Respondents have not yet identified their expert witnesses pending resolution of a motion regarding the sufficiency of Plaintiff's expert reports.

Contract-Based Claims are based on the theory that—in 1998, long before Mr. Barringer allegedly became mentally incompetent and subject to undue influence in 2012—Mr. Barringer purportedly entered into a contract with Mrs. Barringer in which Mrs. Barringer promised never to change her 1998 will and revocable trust.[4] (*Id*. ¶¶ 134-143.) The relief Luzak requests in the Contract-Based Claims is an injunction prohibiting Mrs. Barringer from exercising her power of appointment and to impose a constructive trust for the benefit of Luzak in accordance with the terms of the alleged contract. (*Id*. ¶¶ 140, 143.)

After filing Barringer II in May of 2019, Luzak moved to consolidate Barringer I and Barringer II. To save time and resources, and without any determination being made by the Court, all parties consented to consolidation at that time, and on December 3, 2019, the Court entered a Consent Order on Plaintiff's Motion for Consolidation of Actions.

C. The Bifurcation Order

On October 23, 2020, Respondents filed a Joint Motion to Bifurcate Trial, pursuant to Rule 42, SCRCP, in which they requested that the Court first conduct a narrow trial on Luzak's factually and legally distinct Contract-Based Claims, and subsequently try the remaining causes of action in the consolidated actions. (Defendants' Mot. Bifurcate Trial, Exhibit E.) Respondents argued that Luzak's Contract-Based Claims present a discrete, threshold issue whether Merrill Barringer made an enforceable contract not to change her 1998 will and Revocable Trust. Respondents argued that the evidence and legal issues to be decided in this initial trial would be distinct from those relating to the transactions between 2012 and Mr. Barringer's death in 2016. Respondents

[4] Luzak alleges that the contract was made no later than December 4, 1998. (*See* Pl's. Responses to Mrs. Barringer's First Set of Interrogatories, attached as Exhibit D p. 18.)

further argued that the proof required to determine the Contract-Based Claims is relatively simple compared to the evidence that would be required to try the remaining claims.

The circuit court agreed with Respondents and entered the Bifurcation Order on December 29, 2020. The Bifurcation Order states, "[i]n accordance with SCRCP Rule 42(b), this Court has determined that a separate trial of the Second and Third Causes of Action set forth in [Barringer II], shall proceed first and prior to any separate and subsequent trial(s) of the remaining causes of action alleged in [Barringer I and Barringer II]." (Bifurcation Order, Exhibit F.) The circuit court made no rulings regarding what evidence may be introduced in the bifurcated trials, whether either trial will be to a jury or by the court without a jury, or whether or how the outcome of the initial trial might impact Luzak's remaining claims. After the circuit court denied Luzak's motion for reconsideration of the Bifurcation Order, this appeal followed.

ARGUMENT

I. The Bifurcation Order is not immediately appealable.

Bifurcation orders generally are not appealable prior to entry of final judgment. *Flagstar Corp. v. Royal Surplus Lines*, 341 S.C. 68, 72, 533 S.E.2d 331, 333 (2000) (order bifurcating the issue of exclusion under an insurance policy from the issue of occurrence was not immediately appealable); *Senter v. Piggly Wiggly Carolina Co.*, 341 S.C. 74, 77–78, 533 S.E.2d 575, 577 (2000) (order denying bifurcation of trial on issues of liability and damages in personal injury case is not immediately appealable as affecting a substantial right).

In *Flagstar Corp.*, the Supreme Court held that an order merely bifurcating issues for a separate trial does not "affect a substantial right" under S.C. Code § 14-3-330(2). The court reasoned that "trial of all issues in the case in a single proceeding is not a mode of trial to which the parties are entitled as a matter of right. Any abuse of discretion on the part of the trial court in

severing issues for trial may be appealed after the trial, and after full development of the evidence." *Id. at* 72-73, 533 S.E.2d 331, 333. Any such error can be corrected, the court concluded, by ordering a new trial. *Id.* (citing *Breland v. Love Chevrolet*, 339 S.C. 89, 529 S.E.2d 11 (2000) (immediate appeals under § 14-3-330(2) are permitted only where the alleged error cannot be corrected by a new trial); s*ee also Fulmer v. Cain*, 380 S.C. 466, 470, 670 S.E.2d 652, 654 (2008) (holding the "mode of trial" exception in S.C. Code § 14-3-330(2) to the general rule that only final orders are appealable is confined to orders which abridge a party's right to trial by jury.)

Further, the Bifurcation Order says nothing about whether the bifurcated trials will be tried to a jury or by the court without a jury. Luzak appears to recognize this. Rather than argue that the Bifurcation order "will" deprive her of a right to a jury trial, she states only that the Bifurcation Order "may" deprive her of such a right. (Notice of Appeal, Exhibit G.)

Luzak also argues that the Bifurcation Order inappropriately separated equitable claims and legal claims. But Luzak has no right under S.C. Code § 14-3-330(2) to have legal and equitable claims tried together. *Flagstar Corp.*, 341 S.C. 68, 72, 533 S.E.2d 331, 333 ("In short, trial of all issues in the case in a single proceeding is not a mode of trial to which the parties are entitled as a matter of right."). Moreover, the circuit court did not separate all of Luzak's equitable claims from her legal claims. Although the Contract-Based Claims may be equitable claims, Luzak's remaining claims include equitable claims and contain requests for equitable relief as well. The circuit court made no attempt to separate claims on that basis. Rather, the court severed the Contract-Based Claims because they involve narrow, discrete issues factually and legally distinct from the remaining claims, and the court concluded that Respondents satisfied the requirements for bifurcation under Rule 42, SCRCP. Any appellate review of that decision must await a final judgment. *Flagstar Corp.*, 341 S.C. 68, 72, 533 S.E.2d 331, 333.

CONCLUSION

For the above reasons, the Court should dismiss the appeal.

TWENGE / TWOMBLEY LAW FIRM

BY: _____

J. ASHLEY TWOMBLEY (S.C. Bar #72916)
LEE ANNE WALTERS (S.C. Bar #74984)
KEVIN C. JOHNSON (S.C. Bar #103201)
311 Carteret Street
Beaufort, SC 29902
(843) 982-0100
Twombley@twlawfirm.com
lwalters@rosenhagood.com
kjohnson@twlawfirm.com
Attorney for Respondent Merrill U. Barringer, individually and as Personal Representative of the Estate of Paul Brandon Barringer, II

Alice F. Paylor, Esquire (S.C. Bar #4380)
Bijan Ghom, Esquire (S.C. Bar #103531)
Rosen & Hagood, LLC
P.O. Box 893
Charleston, SC 29402
(843) 577-6726
apaylor@rrhlawfirm.com
bghom@rosenhagood.com
Attorneys for Respondent Merrill B. Light, individually and as trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998, and as trustee of the Merrill Barringer Light Revocable Trust

Charles B. Molster, III, Esquire
The Law Offices of Charles B. Molster, III, PLLC
2141 Wisconsin Avenue, N.W., Suite M
Washington, D.C. 20007
(202) 787-1312
cmolster@molsterlaw.com
Attorney admitted *pro hac vice* for Respondent Merrill B. Light, individually and as trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998, and as trustee of the Merrill Barringer Light Revocable Trust

Beaufort, South Carolina
March 4, 2021

CERTIFICATE OF SERVICE

The undersigned, J. Ashley Twombley, of TWENGE + TWOMBLEY LAW FIRM, Attorneys for Attorney for Respondent Merrill U. Barringer, Individually and as Personal Representative of the Estate of Paul Brandon Barringer, II, hereby avers that on the 4th day of March 2021 a true and accurate copy of the attached was placed in an envelope with first class postage thereon prepaid through the United States Postal Service, and mailed to the following:

James R. Gilreath, Esquire (S.C. Bar #02133)
William M. Hogan, Esquire (S.C. Bar #65272)
The Gilreath Law Firm, P.A.
P.O. Box 2147
Greenville, SC 29602
Telephone: (864) 242-4727
Facsimile: (864) 232-4395
jim@gilreathlaw.com
bhogan@gilreathlaw.com
Attorney for Plaintiff, Hampton B. Luzak

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A true and accurate copy of the attached was sent via electronic mail to the following:

James R. Gilreath, Esquire (S.C. Bar #02133)
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The Gilreath Law Firm, P.A.
P.O. Box 2147
Greenville, SC 29602
Telephone: (864) 242-4727
Facsimile: (864) 232-4395
jim@gilreathlaw.com
bhogan@gilreathlaw.com
Attorneys for Appellant Hampton B. Luzak

S. Alan Medlin, Esquire (S.C. Bar #3924)
1713 Phelps Street
Columbia, SC 29205
Telephone: (803) 777-7465
Facsimile: (803) 777-7465
amedlin@sc.rr.com
Attorney for Appellant Hampton B. Luzak

Charles B. Macloskie, Esquire (S.C. Bar #3514)
Macloskie Law Firm
P.O. Box 280
Beaufort, SC 29901-0280
Telephone: (843) 524-0909
Facsimile: (843) 521-1379
macloskielawfirm@hargray.com
Attorney for Appellant Hampton B. Luzak

Thomas W. Traxler (S.C. Bar #5624)
Carter, Smith, Merriam, Rogers & Traxler, P.A.
P.O. Box 10828
Greenville, SC 29603
Telephone: (864) 242-3566
Facsimile: (864) 232-1558
tom.traxler@carterlawpa.com
Attorney for Appellant Hampton B. Luzak

BY: 

J. ASHLEY TWOMBLEY
S.C. Bar #7296
TWENGE + TWOMBLEY LAW FIRM

EXHIBIT A

EXHIBIT A

STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	
COUNTY OF BEAUFORT	)	Case No.: 2016-CP-07-01919
Hampton B. Luzak, Plaintiff, v. Merrill B. Light, Merrill U. Barringer, as Personal Representative of the Estate of Paul Brandon Barringer, II, J. Randolph Light, Jr., Merrill B. Light as putative trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998, and Merrill B. Light as Trustee of the Merrill Barringer Light Revocable Trust, Defendants. IN THE MATTER OF: Estate of Paul Brandon Barringer, II.	)	**AMENDED COMPLAINT AND FORMAL OPPOSITION AND OBJECTION TO PROBATE AND APPOINTMENT/PETITION TO SET ASIDE INFORMAL PROBATE AND APPOINTMENT** **JURY TRIAL DEMANDED**

The Plaintiff files this Amended Complaint pursuant to S.C.R.C.P. Rule 15(a) providing that a party may amend her pleading as a matter of course before or within 30 days after a responsive pleading is served. All Exhibits attached to Plaintiff's original Complaint, initially filed August 26, 2016 in the Beaufort County Probate Court, are hereby incorporated into and made a part of this Amended Complaint.

PARTIES AND JURISDICTION

1. The parties and their residences are as follows:

(a) The Plaintiff, Hampton Barringer Luzak ("Hampton Luzak"), is a resident of Jackson, Wyoming and is the daughter of decedent Paul Brandon Barringer, II ("Decedent Paul Barringer").

(b) The Defendant, Merrill Barringer Light ("Merrill Light"), is a citizen and resident of Hilton Head Island, County of Beaufort, in South Carolina and is the daughter of Decedent Paul Barringer and an older sister of Plaintiff Hampton Luzak. On information and belief, Merrill Light is also the trustee of a revocable trust named the Merrill B. Light Revocable Trust. The documentation received by Plaintiff Hampton Luzak to date has conflicting information about the date of formation of the Merrill B. Light Revocable Trust with some documents stating February 1, 2008 and others February 21, 2008. All references hereafter to the Merrill B. Light Revocable Trust shall refer to that revocable trust created by Merrill Light in February of 2008 or such date as may be finally determined by the evidence in this proceeding.

(c) The Defendant Merrill U. Barringer is the surviving widow of Decedent Paul Barringer and has been informally appointed as personal representative of her late husband's estate. She is being named herein as a party solely because of her capacity as personal representative of his estate.

(d) The Defendant, J. Randolph Light, Jr. ("Randy Light"), is a citizen and resident of Hilton Head Island, County of Beaufort, in South Carolina and is the husband of Defendant Merrill B. Light.

2. Paul Brandon Barringer, II died in Beaufort County on May 30, 2016 at the age of 85.

3. On June 9, 2016, Decedent Paul Barringer's surviving widow Merrill U. Barringer ("Mrs. Barringer") applied for an informal probate of Decedent Paul Barringer's alleged will dated February 5, 2015 and for an informal appointment of herself as personal representative of Decedent Paul Barringer's estate. On the same date, Defendant Merrill Light

and attorney John M. Jolley filed Renunciations of Right to Administration and/or Nomination, renouncing their right to serve as personal representative of Decedent Paul Barringer's estate.

4. On June 9, 2016, the Beaufort County Probate Court admitted the alleged will to informal probate and granted Mrs. Barringer's application for informal appointment as personal representative. Decedent Paul Barringer's estate is currently being administered in the Beaufort County Probate Court (the "Estate").

5. Decedent Paul Barringer allegedly signed a document on February 5, 2015 that purports to be an amended and restated trust agreement with Defendant Merrill Light named as trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998. Plaintiff Hampton Luzak has not seen a copy of this February 5, 2015 amendment and is therefore unaware of whether Defendant Merrill Light was appointed as the sole trustee or as a co-trustee under such amendment. (see paragraphs 34, 75 and 96 below).

6. On information and belief, while Decedent Paul Barringer was alive, Defendant Merrill Light undertook a scheme to effect a transfer of Decedent Paul Barringer's voting stock in Coastal Forest Resources Company, Inc. ("CFRC") to a revocable trust under her control and for her benefit and of which she is the trustee.

7. This Court has the authority and jurisdiction under S.C. Code Ann. §§ 62-1-302, 62-7-201 and 62-7-202: (a) to determine the validity of the alleged will and trust as well as any purported *inter vivos* transfers by Decedent Paul Barringer of his assets, whether titled in his name or in the name of his revocable trust, thereby setting aside invalid transfers to Defendant Merrill Light's trust; (b) to determine whether Defendant Merrill Light has breached her fiduciary duty, unduly influenced Decedent Paul Barringer, converted Decedent Paul Barringer's assets, defrauded Decedent Paul Barringer and Plaintiff Hampton Luzak, engaged in a civil

conspiracy, was unjustly enriched, and/or tortiously interfered with Plaintiff Hampton Luzak's inheritance and/or expectancy of gift; (c) to determine whether Defendant Randy Light aided and abetted Defendant Merrill Light in breaching her fiduciary duty, unduly influencing Decedent Paul Barringer, converting Decedent Paul Barringer's assets, defrauding Decedent Paul Barringer and Plaintiff Hampton Luzak, tortiously interfering with Plaintiff Hampton Luzak's inheritance and/or expectancy of gift, and/or engaged in a civil conspiracy; (d) to remove Defendant Merrill Light as trustee; and (e) to grant appropriate relief for all the above.

GENERAL ALLEGATIONS

8. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

9. Decedent Paul Barringer and Mrs. Barringer together had three children, namely Defendant Merrill Underwood Barringer n/k/a Merrill B. Light, Victor C. Barringer, and Plaintiff Hampton Luzak formerly known as Anne Hampton Barringer.

10. Decedent Paul Barringer acquired an interest in the predecessor to CFRC from his father, Victor Barringer, in the 1950s. He and his family members have had a controlling interest in CFRC since the 1990s. CFRC is a privately held Virginia corporation, whose headquarters are in Havana, Florida. CFRC is engaged in the manufacturing and distribution of plywood, treated lumber and other related products, as well as the ownership, management and sale of timber and timberlands across the eastern United States. CFRC has been described as one of the country's largest privately-held forest products companies.

11. Plaintiff Hampton Luzak enjoyed a close family relationship with her father and her mother until recent years. Plaintiff Hampton Luzak always maintained great respect for her

father including the lifetime of work Decedent Paul Barringer undertook to build his businesses in the timber and lumber industries, including CFRC.

12. Around 1989, Decedent Paul Barringer transferred an equal number of voting shares in Coastal Lumber Company, a predecessor to CFRC, to Plaintiff Hampton Luzak, Defendant Merrill Light, and their brother Victor Barringer.

13. Following her marriage to Kevin Luzak in 1992, Plaintiff Hampton Luzak continued a close association with her father and his businesses. Decedent Paul Barringer invited Kevin Luzak to join the board of directors of CFRC's predecessor, Coastal Lumber Company, in 1993. In 2004 Kevin Luzak became the president following the restructuring of Coastal Lumber Company, in which Coastal Lumber Company spun off certain assets to a separate entity controlled by Victor Barringer in exchange for Victor Barringer's surrender of the majority of his ownership, including all his voting interest, in the remaining business (the "Restructuring"). The remaining business was recapitalized in 2004 and was henceforth known as Coastal Forest Resources Company. Kevin Luzak eventually became the chief executive officer ("CEO") of CFRC in 2009.

14. Through hard work and wise investing, Decedent Paul Barringer built up a substantial estate anchored by his lumber and timber companies under the CFRC umbrella and its predecessor Coastal Lumber Company. Throughout his years of estate planning, Decedent Paul Barringer always treated his two daughters, Plaintiff and Defendant, equally, particularly in respect to CFRC. By consenting to the Restructuring, which occurred at the request of his son Victor Barringer, Decedent Paul Barringer made other asset arrangements for Victor Barringer outside of CFRC. Decedent Paul Barringer's intentions about his ownership plan for CFRC and his overall estate plan were discussed regularly at family gatherings over a number of years. It

was Decedent Paul Barringer's long-held intent to keep CFRC in his family with equal control between his daughters.

15. Consistent with his intent to maintain equal voting power between his daughters, on August 21, 1996 Decedent Paul Barringer entered into a Stock Purchase Agreement with Plaintiff Hampton Luzak, Defendant Merrill Light and other shareholders in the predecessor company of CFRC. The purpose and effect of the agreement was to place certain restrictions on the transferability of the corporation's stock held by any of the Barringers so as to afford the corporation and each of the Barringers an equal right to acquire any stock of the corporation which a shareholder may desire to transfer to any outside person or entity.

16. Based on recurring family meetings, the children of Decedent Paul Barringer continued to recognize their father's central goals of his estate plan which were to keep the ownership of the shares in CFRC equal between Decedent Paul Barringer's daughters and to maintain the proportional ownership among all three children as Decedent Paul Barringer had established. Therefore, on September 21, 1998, Decedent Paul Barringer, individually and as co-trustee of his mother's testamentary trust, along with Defendant Merrill Light, Plaintiff Hampton Luzak and Victor Barringer, entered into a Barringer Family Voting Agreement under Decedent Paul Barringer's direction. The Barringer Family Voting Agreement shows that Plaintiff Hampton Luzak, Defendant Merrill Light and their brother Victor Barringer each held an equal number of shares of common stock (59,521 shares) in CFRC's predecessor company Coastal Lumber and that no one else held more shares than any one of them. As noted above, Victor Barringer at his own request later surrendered his voting stock (and a majority of his ownership) in exchange for interests in other entities upon the Restructuring.

17. On December 4, 1998 Decedent Paul Barringer, as settlor, executed the Paul B. Barringer, II Revocable Trust dated December 4, 1998 (hereafter referred to as the "Revocable Trust" including any subsequent amendments thereto) with Decedent Paul Barringer serving as trustee.

18. Consistent with his frequently stated intention to treat his daughters equally in respect to CFRC ownership, on December 22, 1998, Decedent Paul Barringer created the Paul B. Barringer, II Family Trust ("the Family Trust") under agreement dated December 22, 1998, which was an irrevocable trust. Under the terms of the Family Trust as originally created on December 22, 1998 and as existed on October 3, 2004, during the lifetime of Decedent Paul Barringer and his wife, the assets of the Family Trust were available to be used for the health, education, support and maintenance of Decedent Paul Barringer's descendants at the trustee's discretion. After the death of Decedent Paul Barringer and his wife, the Family Trust was then to be divided into three separate and equal shares for the benefit of each of Decedent Paul Barringer's children then living and a share for any predeceased child. In connection with the Restructuring, Decedent Paul Barringer placed 2,295,528 non-voting shares of CFRC stock into the Family Trust on October 3, 2004.

19. In keeping with Decedent Paul Barringer's long-term estate planning arrangements of treating his daughters equally in respect to CFRC, on October 3, 2004 CFRC issued to both Defendant Merrill Light and Plaintiff Hampton Luzak 6,428,058 shares each of non-voting stock in CFRC as part of the Restructuring. This issuance of equal stock to Plaintiff Hampton Luzak and Defendant Merrill Light occurred at the same time Decedent Paul Barringer conveyed the 2,295,528 non-voting shares to the Family Trust.

20. Also on or about October 3, 2004, CFRC, at Decedent Paul Barringer's direction, issued approximately 31% of the voting shares in CFRC to Defendant Merrill Light, consisting of 59,521 shares, and an equal 31%, consisting of 59,521 shares, to Plaintiff Hampton Luzak. Decedent Paul Barringer retained approximately 20% of the CFRC voting stock consisting of 38,272 shares. The family of Stephen H. Conger, who was unrelated and otherwise unaffiliated with the Barringers, owned the remaining 18% of the CFRC voting stock comprising 33,452 shares.

21. On or about September 22, 2006, Decedent Paul Barringer filed a petition in Beaufort County Probate Court to modify the irrevocable Family Trust to provide that the trust assets would be divided immediately into equal, separate shares for Decedent Paul Barringer's three children instead of at the death of Decedent Paul Barringer and his wife. This petition for modification to create immediately vested separate and equal shares for Decedent Paul Barringer's children was approved by the probate court and carried out by a First Amendment to Trust dated October 16, 2006. On or about October 31, 2007 the 2,295,528 shares of non-voting stock held in the Family Trust were re-certificated into three separate and equal tranches of 765,176 shares for each of Decedent Paul Barringer's three children. According to the CFRC Nonvoting Stock Register as of May 7, 2012, the three newly-created Family Trust shares were denominated as "Paul B. Barringer, II Irrevocable Family Trust fbo Victor Barringer, II", "Paul B. Barringer, II Irrevocable Family Trust fbo Merrill Barringer Light", and "Paul B. Barringer, II Irrevocable Family Trust fbo Hampton Barringer Luzak." The modified terms of the Family Trust continue to define the operation of the three newly-created shares for each of Decedent Paul Barringer's children.

22. Around November of 2008, Decedent Paul Barringer entered into discussions with minority shareholder Robert C. L. Conger about a possible buyout of the Conger family's minority interest in CFRC. During the buyout discussions and communications, Decedent Paul Barringer, in keeping with his long held plan to treat his two daughters equally, informed Mr. Conger by letter of November 14, 2008 that "I want to make sure that a stock sale is fair to one and all, Barringer girls and Conger boys."

23. In further recognition of the importance Decedent Paul Barringer placed on maintaining the existing proportionate ownership in Decedent Paul Barringer's forest products business, including an equal ownership between Defendant Merrill Light and Plaintiff Hampton Luzak, the three siblings – Plaintiff Hampton Luzak and Defendant Merrill Light and Victor Barringer – entered into an Agreement Regarding Right to Purchase Shares of CFRC on February 1, 2010 ("2010 Shareholders Agreement"). In the Agreement the Barringer children agreed to keep the proportionate ownership of the CFRC stock equal between Plaintiff Hampton Luzak and Defendant Merrill Light by providing that CFRC has the right to purchase any shares that are offered for sale by, purchased, or otherwise acquired from, another CFRC shareholder. CFRC was also a party to the 2010 Shareholders Agreement, but Paul Barringer was not a party.

24. By late 2009, Defendant Merrill Light's husband, Randy Light, was experiencing significant financial troubles with some of his companies as a result of certain disastrous Texas real estate investments financed by the Stillwater National Bank of Stillwater, Oklahoma ("Stillwater") and Patriot Bank of Houston, Texas. By November 2009, RVL Texas Properties, LLC ("RVL"), owned in part by Randy Light, was in default on its $4 million loan to Patriot Bank on its condominium/marina project in South Texas. Randy Light, who served as RVL's president, surreptitiously acquired RVL's delinquent debt through an undisclosed entity, LIRVP,

L.L.C., solely owned by Randy Light, without the knowledge or consent of the other three members of RVL. Randy Light, through LIRVP, L.L.C., then demanded payment of RVL's delinquent debt by threatening RVL and its other members with foreclosure of RVL's real estate and deficiency judgments against his co-members in RVL. On January 4, 2010 RVL was forced into bankruptcy in the Southern District of Texas Bankruptcy Court due to Randy Light's "self-dealing" actions. Randy Light then opposed the bankruptcy, and RVL and its other members filed an adversary proceeding against Randy Light alleging he had effectively led a hostile takeover of RVL to seize its only asset for his own benefit. In the adversary proceeding, RVL and its other members described Randy Light's "self-dealing" actions towards RVL as "fraudulent" and "intentional, outrageous and malicious." RVL's South Texas project ultimately failed.

25. By September 2010, The Stretford at the Cascades, LP ("SAC"), another condominium development company controlled by Defendant Merrill Light's husband, Randy Light, was going through severe financial problems related to its Texas real estate investments. In an e-mail from Randy Light to Michael Mattson at Stillwater on September 24, 2010, Randy Light stated, "I really am having a difficult time convincing my wife [Merrill Light] to support a letter of credit to back these two notes. . ." Plaintiff Hampton Luzak is informed and believes that at or about this point in time Randy Light and/or his condominium development companies, RVL and SAC, were facing exposure of up to $26 million in debt with Randy Light being a joint-and-several, and later, a sole guarantor of a significant portion thereof.

26. On December 28, 2010, SAC issued a check payable to Patriot Bank of Houston, Texas for $150,561.83 for the benefit of LIRVP, LLC which was a separate entity owned and controlled by Randy Light. On January 28, 2011 SAC issued another check to Patriot Bank for

$3,408.00 for the benefit of RVL. The bankruptcy trustee for SAC later characterized these checks by Randy Light's entity, SAC, as fraudulent transfers. In a subsequent successful adversary proceeding against Patriot Bank to avoid the payments, the bankruptcy trustee recovered a significant portion of these fraudulent transfers.

27. As the financial pressure on Randy Light intensified following a lawsuit by homeowners at SAC, Randy Light wrote to Jerry Lanier, a senior credit officer at Stillwater, on March 10, 2011 explaining "you can only imagine the pressure on my side with this latest development and the atmosphere here at home." On April 15, 2011 Randy Light again responded to Jerry Lanier at Stillwater, about the latest debt restructuring proposal, by stating he needed his overall exposure to Stillwater to be approximately $11 Million "due to the fact of all the financial burdens I am dealing with."

28. The first clear signs of Decedent Paul Barringer's cognitive problems came to light in early 2011, when Paul Barringer admitted to Kevin Luzak, Plaintiff's husband and the CEO of CFRC at that time, that he needed Kevin Luzak's help understanding numbers related to the business and to various negotiations that were then taking place. Decedent Paul Barringer's memory also began to deteriorate during that period of time and his behavior became erratic.

29. On December 2, 2011, Atlantic Radiology Associates reported in its medical records that Decedent Paul Barringer suffered from, and had a history of, "Dementia, abnormal gait" following an MRI of the brain and intracranial MRA.

30. On December 15, 2011, Decedent Paul Barringer and his wife Merrill Barringer executed powers of attorney naming the other as agent and Defendant Merrill Light as alternate agent. (See Exhibit 1, P. Barringer D.P.A. dated 12/15/11). The powers of attorney were prepared by attorney John Jolley from the Hilton Head office of the McNair Law Firm. Plaintiff

Hampton Luzak is informed and believes this is the first time her parents employed the services of John Jolley. Plaintiff Hampton Luzak is further informed and believes that John Jolley at that point had been serving as the estate planning attorney for Merrill and Randy Light for a number of years, possibly ten to fifteen years. Decedent Paul Barringer had been using another estate planning attorney for many years prior to this, and he was not normally quick to put his trust in counsel that he was not familiar with.

31. In January 2012, while Plaintiff Hampton Luzak was visiting her parents in Hilton Head, she fortuitously met Defendant Merrill Light while standing in their parents' driveway. Defendant Merrill Light informed Plaintiff Hampton Luzak that Decedent Paul Barringer's insurance agent Robert Slane was coming to Hilton Head for estate planning meetings with their parents and that she was getting involved in her father's estate planning. Defendant Merrill Light informed Plaintiff Hampton Luzak that she (Defendant Merrill Light) would be the agent under Decedent Paul Barringer's power of attorney. Defendant Merrill Light's statement about becoming involved in their father's estate planning induced Hampton Luzak to believe Merrill Light would be protecting Decedent Paul Barringer's long-time estate plan which included planned distributions to Hampton Luzak. Hampton Luzak had no idea her sister would tell her she was involved in their father's estate planning while her sister was planning on taking her father's CFRC voting stock intended for Hampton Luzak, since it was well understood that Decedent Paul Barringer had always treated his daughters equally regarding ownership of CFRC stock.

32. On February 18, 2012, members of the Barringer family met to discuss company plans. Included in the meeting were Decedent Paul Barringer and his wife Merrill Barringer, Defendant Merrill Light, Plaintiff Hampton Luzak and her husband, Kevin Luzak, who was at

that time the CEO of CFRC. The discussion centered on Kevin Luzak's recommendations on future strategy to the shareholders, which were focused on (i) actions that would both increase the cash flow generated by the Company's existing operating businesses; (ii) adding new business lines that would both diversify risk and generate tax and operating expense efficiencies for shareholders; and (iii) financing this diversification through the sale of a small portion of Company timberlands that had been deemed by management as no longer capable of generating acceptable returns to the shareholders. Kevin Luzak and Decedent Paul Barringer had worked together on the acquisition of commercial real estate properties in Alexandria Virginia during 2011 that created a useful example of the type of diversifying activity that Kevin Luzak was recommending that the shareholders consider. The discussion also included Kevin Luzak's request that his compensation be evaluated. Recognizing that the owners might prefer not to pursue the strategy that he outlined, or might not be able to come to an agreement about his compensation, Kevin Luzak offered to cede his role as CEO of CFRC. Mrs. Barringer responded to this offer by saying, "You have to stay. You are family." At the meeting, however, Decedent Paul Barringer was having trouble communicating and forming words due to his mental ailments.

33. During this time in early 2012 the mental afflictions of Decedent Paul Barringer continued to worsen. During the CFRC board of director's meeting in February 2012, Decedent Paul Barringer was completely confused and incoherent and had tremendous difficulty speaking.

34. According to the privilege log filed in the name of Paul Barringer in subsequent federal court litigation (as described below starting in paragraph 104(b)), Decedent Paul Barringer's Revocable Trust was purportedly amended for the first time on February 28, 2012. (See Exhibit 2, P. Barringer Privilege Log).

35. Prior to the spring of 2012 Decedent Paul Barringer and Kevin Luzak had enjoyed a close personal and business relationship for the more than 20 years of Kevin's marriage to Hampton Luzak. For at least three years prior to this time, Kevin Luzak had been presenting and discussing with the board of directors and its committees ideas for a new long-term strategic plan for CFRC (which would be subject to board approval), and Decedent Paul Barringer had participated in all the meetings and discussions. Following the February 2012 board of directors presentation, Decedent Paul Barringer, as a result of the worsening of dementia, made completely unfounded accusations to Kevin Luzak that he (Kevin) was trying in effect to steal the company.

36. Decedent Paul Barringer was seen by Dr. Paul Long on April 3, 2012. Dr. Long stated in his records, "This patient is demented. At least, he has lost a lot of his energy, but we are not 100% sure whether this is Alzheimer's disease."

37. On or about April 25, 2012, the board of directors of CFRC held a regular meeting in Charleston. Present at the meeting were the four board members Kevin Luzak, Defendant Merrill Light, Decedent Paul Barringer and Michael Hagler. Mr. Hagler, an attorney in Augusta, GA with Fulcher Hagler, LLP, was the sole independent member of the board of directors with no affiliation with any of the Barringers other than his role as a CFRC board member. Also present were corporate attorney Brad Herring, advisors Mark Sanford and Tom Rockwood, guest advisor Steve Jones, and CFRC officers Tom Evans and Travis Bryant. The meetings were uneventful as the company's operations and financial performance were discussed and an update on the strategic plan was presented. Decedent Paul Barringer, however, again seemed very confused and was having trouble communicating and forming words as he did in the February 2012 meeting.

38. In the several days following the meeting, Decedent Paul Barringer had an extremely negative reaction to the meeting and accused the "four people from New York" of trying to steal the company. He also falsely accused Kevin Luzak of throwing Defendant Merrill Light and him out of the meeting and of physically throwing a book at Defendant Merrill Light during the meeting.

39. At no time following the April 25, 2012 board meeting did Decedent Paul Barringer contact Kevin Luzak to discuss any of the matters that apparently agitated him, even though Kevin Luzak was CFRC's CEO and a member of the board of directors.

40. The accusations described in paragraph 38 above by Decedent Paul Barringer temporarily ended when he was hospitalized on May 2, 2012 at St. Joseph's Hospital in Savannah, Georgia. Decedent Paul Barringer was diagnosed with advanced dementia and complications related to a prior prostate surgery.

41. During Decedent Paul Barringer's stay at St. Joseph's Hospital, his attending physician noted on May 2, 2012 that Decedent Paul Barringer had "progressive confusion" and that he was "a particularly poor historian this evening" after being asked personal background questions. The physician noted Decedent Paul Barringer was "not oriented to place or time. He, when focused, can answer questions for about 30 seconds but then loses focus." The attending physician also noted that Decedent Paul Barringer "does not recall any details about his prostate cancer followup except that he had 'troubles' " and "[h]e does not recall when he had treatment."

42. On May 3, 2012, neurological testing was done at St. Joseph's Hospital on Decedent Paul Barringer. The testing physician stated that Decedent Paul Barringer had "an abnormal EEG" which is a neurological test that measures and records the electrical activity of the brain.

43. On May 4, 2012, Decedent Paul Barringer was discharged home with prescriptions for Aricept and Seroquel "as needed for confusional state". The discharge papers concluded as the primary ailment "confusion, secondary to evolving semantic dementia." The discharge summary further stated one of Decedent Paul Barringer's treating doctors opined that "[t]he patient had evolving semantic dementia and noted that at times Aricept might not be of very much help." The discharge papers further provided that the treating physicians concluded Decedent Paul Barringer had semantic dementia.

44. After Decedent Paul Barringer was discharged on Friday, May 4, 2012 from the hospitalization related to the progression of his previously diagnosed dementia, the CFRC stock register shows that, on the following business day Monday May 7, 2012, Decedent Paul Barringer allegedly transferred the 38,272 voting shares certificated in his name on CFRC share certificate number one to himself as trustee of the Paul B. Barringer Irrevocable Trust dated December 4, 1998. (See Exhibit 3, Stock Register CFRC 628). According to the CFRC Stock Register, CFRC cancelled share certificate number one and re-certificated those shares to share certificate number 13 on May 7, 2012. Plaintiff Hampton Luzak has no knowledge that any trust by the exact name of the "Paul B. Barringer Irrevocable Trust U/A Dated December 4, 1998" ever existed.

45. On May 8, 2012, the day following the purported transfer of Decedent Paul Barringer's voting shares to himself as trustee of the Paul B. Barringer Irrevocable Trust dated December 4, 1998, Dr. Paul Long of Hilton Head examined Decedent Paul Barringer. As part of the examination, Dr. Long also talked to three doctors at St. Joseph's Hospital where Decedent Paul Barringer was hospitalized the previous week. Dr. Long noted that Decedent Paul Barringer "is still confused and still has a poor memory." He assessed Decedent Paul Barringer

as having dementia. He further noted that Decedent Paul Barringer's medical plans were to seek further treatment at the Medical University of South Carolina and the Cleveland Clinic.

46. During this time period in May of 2012, Barringer's relationship with Plaintiff Hampton Luzak was on good terms as it had always been. Kevin Luzak, who at the time was on the Board of Directors at the Medical University of South Carolina Foundation ('MUSC"), had helped Barringer obtain medical assistance at MUSC where Barringer spent a couple of days seeking medical help and observation.

47. During the week of May 7, 2012 after Decedent Paul Barringer had been discharged from St. Joseph's Hospital, Defendant Merrill Light asked Plaintiff Hampton Luzak to fly down to Hilton Head from New York City to help Decedent Paul Barringer with his follow-up care and medical appointments including making arrangements for medical evaluations with MUSC. Plaintiff Hampton Luzak complied without hesitation. Later that week, after Decedent Paul Barringer's May 8 appointment with Dr. Long, Decedent Paul Barringer was examined and tested by Dr. David Bachman, a highly renowned neurologist and Alzheimer's expert at MUSC. During the several days he was examined at MUSC, Decedent Paul Barringer resided with Plaintiff and her husband at their home in Charleston. While Plaintiff Hampton Luzak and her mother Merrill Barringer were in the room with Decedent Paul Barringer at MUSC, Dr. Bachman informed Decedent Paul Barringer he was suffering from Alzheimer's disease.

48. While Plaintiff Hampton Luzak was helping Decedent Paul Barringer through treatments at MUSC, Defendant Merrill Light, unbeknownst to Plaintiff Hampton Luzak, was involved in moving Decedent Paul Barringer's voting stock in CFRC into Decedent Paul Barringer's Revocable Trust for which Defendant Merrill Light purportedly became a co-trustee.

Plaintiff Hampton Luzak is informed and believes Defendant Merrill Light carried out the stock transfers with the assistance of Defendant Merrill Light's estate planning attorney John Jolley.

49. On Friday, May 11, 2012, share certificate # 13, issued in the name of Paul B. Barringer, Trustee of the Paul B. Barringer Irrevocable Trust under Agreement dated December 4, 1998 for 38,272 voting shares in CFRC, was purportedly cancelled according to the CFRC Stock Register. Plaintiff Hampton Luzak has requested a copy of share certificate number 13 from CFRC, but the company was unable to produce a copy of the certificate or a lost certificate affidavit. Also, CFRC has not produced the stock power transfer provisions to certificate # 1 typically found on the reverse side of the certificate which would have contained the endorsement over to certificate # 13. In the place of certificate # 13, CFRC issued on May 11, 2012 a new share certificate #14 in the name of Paul B. Barringer, Trustee of the Paul B. Barringer Revocable Trust under Agreement dated December 4, 1998 for 38,272 voting shares.

50. The 38,272 shares of CFRC voting stock, represented on CFRC share certificate number one, had been held by Decedent Paul Barringer since October 3, 2004. These shares, which comprised approximately 20% of the voting shares of CFRC, effectively represented control of the company since the voting shares held by his two daughters (with each daughter holding approximately 31% of the CFRC voting stock) were not sufficient to control the company without the 38,272 voting shares held by Decedent Paul Barringer. Prior to this time, Decedent Paul Barringer had fastidiously kept ownership of all stock in CFRC equal between his two daughters so that each daughter owned equal shares of voting and non-voting stock. Without the block of voting shares held by Decedent Paul Barringer, neither of his two daughters had voting control of the company.

51. When the purported transfer of Decedent Paul Barringer's voting shares was made on May 11, 2012 to share certificate # 14 in the name of Paul B. Barringer, as Trustee of the Paul B. Barringer Revocable Trust (*i.e.*, the Revocable Trust), the share certificate was signed by Kevin Luzak as the chief executive officer of CFRC. At that time, though, Defendant Merrill Light may have been a co-trustee of the Revocable Trust based on the minutes from the August 3, 2012 shareholders meeting which show she was also a trustee of the Revocable Trust and therefore should have been a named title holder on the share certificate. (See Exhibit 13, infra, CFRC shareholder minutes 8/3/12, CFRC 679-82). However, no mention is made on share certificate # 14 that Defendant Merrill Light was a co-trustee of Decedent Paul Barringer's Revocable Trust. The lack of co-trustee designation, on information and belief, was an attempt by Defendant Merrill Light to keep from disclosing the purported co-trustee status to Kevin Luzak since he may have to sign certificate # 14.

52. Also on May 11, 2012, Decedent Paul Barringer's Durable Power of Attorney dated December 15, 2011, which was prepared by estate planning attorney John Jolley and contained the description "Effective Immediately" on its title page, was recorded at the Beaufort County Register of Deeds office five months after the document was purportedly executed.

53. Decedent Paul Barringer instructed Kevin Luzak to sell CFRC's airplane and purchase a larger plane. Based on Decedent Paul Barringer's instructions, Kevin entered into a contract to sell the company airplane in early June 2012. On or about June 7, 2012, Decedent Paul Barringer contacted Kevin Luzak about using the company airplane to visit some corporate facilities. Kevin Luzak commented to Decedent Paul Barringer to enjoy the airplane ride since it would be the last trip on the company airplane before the sale was closed. Decedent Paul Barringer then exploded at Kevin Luzak and began swearing at him for selling the airplane, as

Decedent Paul Barringer did not remember that he instructed Kevin Luzak to sell the airplane. Decedent Paul Barringer then ordered Kevin Luzak to rescind the deal to sell the airplane. Following Kevin Luzak's termination, CFRC did in fact sell the airplane and purchase a larger airplane, consistent with Decedent Paul Barringer's earlier instructions and against his confused demands of June 7, 2012.

54. At this same time, Decedent Paul Barringer was confused about a memorandum that Kevin Luzak prepared regarding the February 18, 2012 family discussion about a possible long-term strategy for CFRC and Kevin Luzak's compensation. Decedent Paul Barringer denied participating in the meeting and denied receiving the memorandum summarizing the discussion that took place during the meeting. At this point in time, Decedent Paul Barringer could not remember very recent and significant discussions and was unable to manage a mental timeline or distinguish between imagined and actual events.

55. Around the week of June 4, 2012, Kevin Luzak talked with Defendant Merrill Light regarding Decedent Paul Barringer's mental problems, and she stated she was aware of her father's mental problems, including his resumption of aggressive behavior. She stated that the previous evening Decedent Paul Barringer was irate with the advisors from New York whom he referred to with extremely derogatory language, which had been uncharacteristic of him.

56. Around this same time, Kevin Luzak also talked with Decedent Paul Barringer's wife, Merrill Barringer, who said that Decedent Paul Barringer was very upset at Kevin Luzak. She stated that Decedent Paul Barringer believed Kevin was trying to sell 65% of the timberland and move the timberland management team to New York and that the people in New York would own 80% of the investments in the company. None of these descriptions of Kevin Luzak's proposed long-term plans for CFRC were true or ever contemplated. Mrs. Barringer

also stated that Decedent Paul Barringer was upset about supposedly being excluded from the last board meeting in April 2012 which was completely untrue. In fact, Decedent Paul Barringer presided over the meeting without incident, though he had trouble communicating and forming words at that time.

57. By late May to early June of 2012, the financial health of Randy Light's companies had deteriorated drastically. Defendant Merrill Light told Plaintiff Hampton Luzak and Kevin Luzak in multiple conversations by phone and in person that Randy Light was going bankrupt, that he was going to lose everything, and that he would have nothing to leave the children.

58. Following the events described in paragraphs 24 - 27 above, Randy Light, by June 5, 2012, was forced to put another one of his condominium development companies, SAC, into bankruptcy. As referenced in paragraphs 24-27 above, Plaintiff Hampton Luzak is informed and believes the bankrupt entities of Randy Light had incurred up to $26 million of debt. The bankruptcy proceedings regarding the debts owed by Randy Light and/or his companies continued into 2015.

59. On June 11, 2012, Decedent Paul Barringer sent Kevin Luzak a package with PowerPoint presentation documents that Decedent Paul Barringer said someone sent to him "just recently." Decedent Paul Barringer claimed that the PowerPoint slides "appeared to be someone's calculation on how CFRC could be purchased with various ways to obtain our timberland and other assets which could be marketed to outside parties." Decedent Paul Barringer's description of the business plan contained in the PowerPoint documents was incorrect. Further, Decedent Paul Barringer had already seen all of these materials. They were the materials presented at the March 15 and 16, 2011 board meetings and monthly management

presentations during that period that Decedent Paul Barringer attended. Because of his dementia in June of 2012, Decedent Paul Barringer was unable to remember in June 2012 seeing the PowerPoint documents in March 2011 and was under the false impression the March 2011 board presentation documents had been prepared and distributed behind his back as suggested by his statement, "I have just recently received possession" of them. When Kevin Luzak explained the origin of the materials to him, Decedent Paul Barringer then acknowledged being at the board and management meetings and having seen the materials, then later questioned whether he was there, and then denied having ever seen the material. He subsequently reversed himself and said he may have seen them, which was symptomatic of his confusion. Decedent Paul Barringer then told Kevin Luzak that he would help Kevin Luzak find a job if Kevin Luzak could not run the company the way he wanted it run.

60. Merrill Light later admitted to Plaintiff Hampton Luzak that she had given Decedent Paul Barringer the PowerPoint presentations from the March 2012 board meetings and earlier management meetings which confused and upset Decedent Paul Barringer given his mental infirmities at that time.

61. In mid-June 2012 Defendant Merrill Light told Plaintiff Hampton Luzak that she (Merrill Light) wanted to sell CFRC. Plaintiff Hampton Luzak responded that she did not want to sell the company, because that would be contrary to her father's intent. Defendant Merrill Light raised the idea to Plaintiff Hampton Luzak of selling the whole company at least a half-dozen times in the first half of 2012. Each time Plaintiff Hampton Luzak responded that she did not want to sell CFRC. Defendant Merrill Light would broach the subject of selling CFRC only when Decedent Paul Barringer was not present because she knew it was contrary to her father's wishes.

62. On June 20, 2012, Kevin Luzak emailed Decedent Paul Barringer that he would like to have an outside independent person come in and perform a complete evaluation of Kevin Luzak's conduct, decisions and actions that Decedent Paul Barringer recently complained about. Kevin Luzak concluded the letter stating that, "If I have done anything wrong, I want to know about it more than anybody." That same day Decedent Paul Barringer responded with an angry email to Kevin Luzak, copied only to Defendant Merrill Light, stating that he did not want some outside lawyer coming in and making decisions regarding his company. He also accused Kevin Luzak of "trying to depose me for almost a year from my company." Decedent Paul Barringer's idea that Kevin Luzak was trying to depose him was another delusion of Decedent Paul Barringer. He further claimed: "We understand that your actions were trying to drive me away from [CFRC]…", obviously revealing that Defendant Merrill Light was helping him form this misbelief. (emphasis added). In the same email, Decedent Paul Barringer claimed that, "I have double the company voting stock of any person, or groups, do you think I'm dumb?" Decedent Paul Barringer, in fact, had less voting stock than either Plaintiff Hampton Luzak or Defendant Merrill Light. In a conversation that day, Decedent Paul Barringer informed Kevin Luzak that he wanted to have him removed as CEO.

63. On June 28, 2012, a special meeting of the board of directors of CFRC was called. The meeting was held by telephone conference in which all four directors participated – Kevin Luzak, Michael Hagler, Defendant Merrill Light and Decedent Paul Barringer. Also on the conference call was Bradley Herring, the company's legal counsel along with his law partner Samuel Johnson.

64. During the June 28, 2012 board meeting, Decedent Paul Barringer made a number of delusional accusations against Kevin Luzak which were supported by Defendant Merrill Light

who joined in with, and coached, Decedent Paul Barringer in his motion to have Kevin Luzak removed as president and CEO of the company. Decedent Paul Barringer also moved that Kevin Luzak be removed from all other offices with CFRC immediately and that Decedent Paul Barringer should be appointed as president and CEO. The corporate minutes state that Decedent Paul Barringer wanted Kevin Luzak removed because he (falsely) claimed he and Defendant Merrill Light had been thrown out of a recent meeting of the board of directors held in Charleston on April 24 and 25, 2012. (See Exhibit 4, 6/28/12 board minutes). He also claimed that he had found PowerPoint slides of various plans which he contended had been withheld from him by Kevin Luzak. Decedent Paul Barringer also claimed that Kevin Luzak had requested a million dollar check from him and stated that Kevin Luzak was the greediest person he knew and should be dismissed due to his alleged greed. Kevin Luzak responded that Decedent Paul Barringer and Defendant Merrill Light had not been thrown out of the preceding board meeting and that Kevin Luzak had never requested a million dollar check from Decedent Paul Barringer. Because of the outlandish and completely unfounded allegations Decedent Paul Barringer was making, Kevin Luzak made a motion that the company retain an independent person to investigate the allegations and to report these findings to the board. Michael Hagler, a respected attorney who was the independent and non-affiliated member of the board, voted for an independent investigator as did Kevin Luzak. However, Defendant Merrill Light and Decedent Paul Barringer, with coaching from Defendant Merrill Light, voted against it so the motion failed.

65. After voting down the motion for an independent investigation, the board of directors at the same June 28, 2012 meeting voted on Decedent Paul Barringer's motion to remove Kevin Luzak from all positions with CFRC. Merrill Light supported and seconded

Decedent Paul Barringer's attacks and motions against Kevin Luzak. Mr. Hagler indicated he needed more information about the accusations Decedent Paul Barringer leveled against Kevin Luzak and voted against firing Kevin Luzak. Defendant Merrill Light and Decedent Paul Barringer, with coaching from Defendant Merrill Light, voted in favor of the motion to remove Kevin Luzak. The company counsel stated that Kevin Luzak had a conflict of interest in the vote since he was the subject of the motions and therefore could not vote as a member of the board of directors. As a result, Decedent Paul Barringer and Defendant Merrill Light's votes to remove Kevin Luzak outnumbered Mr. Hagler's opposition. The corporate minutes thus stated that Kevin Luzak was terminated from all company positions, though Kevin Luzak disputed the legitimacy of the vote.

66. As part of the June 28, 2012 special board meeting, the board next took up the motion of Decedent Paul Barringer that he be appointed CEO and president of CFRC. Defendant Merrill Light seconded the motion. Decedent Paul Barringer and Defendant Merrill Light then voted in favor of hiring Decedent Paul Barringer as CEO and president. Kevin Luzak and Michael Hagler voted against the motion; therefore, the motion failed.

67. During the votes in the June 28, 2012 special board meeting, Decedent Paul Barringer was confused about which way he should vote. Defendant Merrill Light, knowing her father was suffering from Alzheimer's disease, coached Decedent Paul Barringer as to how she wanted him to vote. Initially he voted to retain Kevin Luzak but then changed his vote upon receiving coaching from Defendant Merrill Light. In the end Decedent Paul Barringer and Defendant Merrill Light voted to oust Kevin Luzak.

68. Despite knowing the facts that Decedent Paul Barringer (a) had been diagnosed with dementia as early as December 2011; (b) had been hospitalized for three days in May 2012

for dementia; (c) had been diagnosed with, and undergone examination and treatment at MUSC, for Alzheimer's; and (d) had to be coached on how to cast a vote at a board meeting, Defendant Merrill Light was willing to put her father, to his own detriment, back into the CEO position – a position he clearly was no longer capable of handling.

69. After the June 28th meeting adjourned, Michael Hagler, the sole independent member of the board of directors of CFRC, immediately wrote corporate counsel Bradley Herring that he was "concerned about Paul's mental state. If Paul is voting and acting based on facts that exist in his mind but nowhere else, is his vote valid? Can the directors and the company act when a fellow director appears to be confused? On more than one occasion during the meeting Paul actually cast his vote in the opposite way he meant to cast the vote until he was corrected and coached by whoever was in the room with him." (See Exhibit 5, Hagler letter 6/28/12). The person in the room with him was Defendant Merrill Light. Mr. Hagler disagreed that the vote to remove Kevin Luzak was legitimate.

70. On the following day, Bradley Herring responded to Michael Hagler's June 28, 2012 letter by stating that Mr. Hagler's "concern related to [Decedent Paul Barringer's] mental state and confusion is something that needs to be ultimately considered by the courts." (See Exhibit 6, Herring letter 6/29/12).

71. On July 1, 2012, Michael Hagler emailed Defendant Merrill Light, Kevin Luzak, and then- corporate counsel Brad Herring his objection to the CFRC board vote removing Kevin Luzak from his officer positions. The letter was principally addressed to Merrill Light. Michael Hagler characterized Decedent Paul Barringer's actions at the June 28, 2012 meeting as totally inconsistent with the Paul Barringer he had previously known. Mr. Hagler stated that the person who attended the April 2012 board meeting and the June 28, 2012 board meeting "was not Paul.

He is in Paul's body, but he seems to be ill and not thinking or acting rationally." Mr. Hagler implored Defendant Merrill Light to not follow her father blindly down the destructive path he was going. He also implored her to conduct an investigation of Decedent Paul Barringer's accusations and his current status stating he could not understand why that should not be done. He then asked: "Do you know something about the situation that has not been discussed or disclosed to me? Is there something I do not understand?" Mr. Hagler reiterated: "From my observations, your father does not seem to be acting rationally." Mr. Hagler concluded by stating: "Merrill, I urge you to reconsider what is best for your father, your family and the company." (See Exhibit 7, Hagler e-mail 7/1/12).

72. On July 6, 2012, Plaintiff Hampton Luzak wrote the CFRC board of directors about her father's condition and informing them that he had been diagnosed with Alzheimer's disease and that she along with her mother and Defendant Merrill Light had been aware of his condition for months. She informed the board that her husband, Kevin Luzak, was fired on the basis of a combination of hallucinations, deep confusion and ridiculous and unfounded challenges to Kevin Luzak's character which Defendant Merrill Light blocked from being investigated, as Defendant Merrill Light knew they were unfounded and delusional. Plaintiff Hampton Luzak pointed out the various events Decedent Paul Barringer accused Kevin Luzak of being involved in which never occurred. She also reminded the board that, despite Decedent Paul Barringer's accusations, Kevin Luzak had never thrown a book at Merrill Light at any time or especially in a board meeting in which all board members along with advisors attended. She informed the board of the truthful situation that Decedent Paul Barringer unfortunately was suffering from confusion, severely deteriorated short-term memory and delusions. She pleaded with the board to take the situation into consideration instead of rubber stamping any harmful

and damaging plans Decedent Paul Barringer in his infirm state may be proposing. (See Exhibit 8, H. Luzak letter 7/6/12).

73. On July 6, 2012, Kevin Luzak wrote to Bradley Herring that Mr. Herring personally witnessed the meetings where Decedent Paul Barringer later accused Kevin Luzak of supposedly throwing a book at Defendant Merrill Light and allegedly kicking Decedent Paul Barringer out of the meeting. Mr. Herring thus knew Decedent Paul Barringer's accusations were delusional but allowed Decedent Paul Barringer, with Defendant Merrill Light's support and coaching, to proceed. (See Exhibit 9, K. Luzak letter 7/6/12). On July 9, 2012, Bradley Herring resigned as CFRC corporate counsel and also as assistant secretary of the company following his inability to properly handle the June 28, 2012 board meeting in which Defendant Merrill Light and Decedent Paul Barringer fired Kevin Luzak. (See Exhibit 10, Herring letter 7/9/12). According to an e-mail of Travis Bryant to Plaintiff Hampton Luzak dated November 9, 2012, Defendant Merrill Light's personal attorney "John Jolley has acted as corporate counsel since Brad Herring resigned."

74(a). On July 12, 2012, independent board member Michael Hagler wrote Decedent Paul Barringer, Defendant Merrill Light and Kevin Luzak about the ostensible firing of Kevin Luzak at the prior board meeting. Mr. Hagler opined that Kevin Luzak should not have been removed from the board. Michael Hagler emphasized he was against appointing Paul Barringer as a replacement for Kevin Luzak as CEO "without investigating [Paul Barringer's] current mental state." Mr. Hagler further stated that he had "personally observed behavior in at least two board meetings and in my call with Paul [Barringer] two weeks ago which suggests that there are issues with his mental capacity." He also stated: "If [Plaintiff Hampton Luzak's] statements [in her July 6, 2012 letter] are correct, the board not only has inadequate information, but apparently

individual board members may be withholding information from the board." This would include, and pertain particularly to, Defendant Merrill Light. Mr. Hagler concluded the letter by stating the board had no attorney and needed to hire Virginia counsel promptly. (See Exhibit 11, Hagler letter 7/12/12).

74(b). Defendant Merrill Light executed a notice dated July 12, 2012 withdrawing her demand of June 28, 2012 for a special meeting of the shareholders of CFRC. The above notice was signed by Merrill Light in her individual capacity. It made no mention of her being a co-trustee of the Paul Barringer Revocable Trust. The above notice was also purportedly signed by Decedent Paul Barringer as "Trustee of the Paul B. Barringer Revocable Trust u/a dated 12/4/98." No mention was made of Paul Barringer being a co-trustee of his Revocable Trust. Plaintiff Hampton Luzak received the notice by e-mail from John Jolley on July 13, 2012. (See Exhibit 21, M. Light notice 7/12/12 and Jolley e-mail 7/13/12).

75. While Decedent Paul Barringer was in a state of confusion and exhibiting irrational and erratic behavior, Decedent Paul Barringer, as grantor and as co-trustee with Defendant Merrill Light, purportedly executed a second amendment and restatement of his Revocable Trust on or about July 20, 2012. (See Exhibit 2, supra). No one, including Defendant Merrill Light as purported co-trustee, informed Plaintiff Hampton Luzak of this change.

76. On August 3, 2012 prior to the shareholder and board of director meetings that day, Michael Hagler emailed Defendant Merrill Light, Decedent Paul Barringer and attorney John Jolley and others about the resolutions proposed for those meetings. Mr. Hagler reiterated that in his opinion, "Paul Barringer is ill, and his judgment is impaired. I personally experienced this at the last regular director's meeting held in Charleston. I heard it in the telephonic meeting held in June. I believe Merrill and her husband, Randy, are exercising poor judgment." He also

pointed out that he was concerned with the appointment of Travis Bryant to higher management positions given that he was "a puppet". He also asked the board members and attorney John Jolley, "Who is serving as corporate counsel?" (See Exhibit 12, Hagler e-mail 8/3/12).

77. Defendant Merrill Light did not respond to any of the three letters Michael Hagler wrote to Defendant Merrill Light on July 1, July 12 and August 3, 2012 about highly important matters facing CFRC, such as the need for an independent investigation into Decedent Paul Barringer's accusations about Kevin Luzak's performance as CEO and Decedent Paul Barringer's incompetence. Decedent Paul Barringer also did not respond to the letter Mr. Hagler sent him on July 12, 2012.

78(a). On August 3, 2012, a special shareholder meeting of CFRC was held. At the meeting Defendant Merrill Light voted her shares in her individual capacity, except for three shares for which she gave a proxy for attorneys John Jolley, R. Mason Bayler, Jr., and John Owen Gwathmey. Defendant Merrill Light also voted the shares of the Paul B. Barringer Revocable Trust. At the meeting Merrill Light, personally or through someone acting on her behalf and under her control, represented that she was acting on behalf of Decedent Paul Barringer; however, Merrill Light never disclosed she was a trustee or co-trustee of the Paul Barringer Revocable Trust. The Shareholder Minutes from that meeting, though, show that Merrill Light voted the shares of the Paul Barringer Revocable Trust as its purported "trustee" (with Decedent Paul Barringer also described as a "Trustee" of the Revocable Trust) as set forth in Annex A to the CFRC shareholder minutes. (See Exhibit 13, CFRC shareholder minutes 8/3/12). The Shareholder Minutes were not produced to Plaintiff Hampton Luzak until April 14, 2015 pursuant to Hampton Luzak's statutorily-authorized shareholder records inspection requests to CFRC as described in paragraphs 99, 101, 102 and 104(a) below. Prior to the April

14, 2015 production of the August 3, 2012 Shareholder Minutes, it was never disclosed to Hampton Luzak that Merrill Light was acting as a purported trustee or co-trustee of Paul Barringer's Revocable Trust. Upon information and belief, Defendants Merrill Light and Randy Light and their unnamed co-conspirators concocted a false presentation for this special shareholder meeting to deceive Hampton Luzak and to hide from her that Merrill Light was implementing a scheme to gain control over her father's voting stock in CFRC. It also appears that Defendants Merrill Light and Randy Light and their unnamed co-conspirators devised a false set of shareholder minutes for the August 3, 2012 special shareholder meeting that stated Defendant Merrill Light voted as trustee for the Paul Barringer Revocable Trust, when in actuality she never voted as trustee or co-trustee of the Paul Barringer Revocable Trust.

78(b). Because Defendant Merrill Light's combined votes comprised a majority of the voting stock, Merrill Light's motions to remove Kevin Luzak from the board of directors was approved, despite Plaintiff Hampton Luzak's opposition votes. At the same meeting, Defendant Merrill Light moved to have her husband, Randy Light, appointed to the board to replace Kevin Luzak. Given that Randy Light used the same e-mail address as Defendant Merrill Light, Plaintiff Hampton Luzak is informed and believes that Defendant Merrill Light moved to have her husband Randy Light seated on the board while knowing that Randy Light and/or his companies were straddled with crushing levels of debt and failed business properties. Again Defendant Merrill Light voted the two blocks of stock constituting a majority of the shares ostensibly within her control which resulted in Randy Light's appointment to the board. In effect, Defendant Merrill Light, outwardly in front of Plaintiff Hampton Luzak, acted as a purported agent under a power of attorney from Decedent Paul Barringer, while secretively using her purported position as co-trustee of Paul Barringer's Revocable Trust, to remove Kevin Luzak

from the board and install her husband in Kevin Luzak's place, with Defendant Randy Light's participation.

79. Prior to this time, Decedent Paul Barringer for over 20 years had refused to let Randy Light join the CFRC board. In fact Decedent Paul Barringer had told Plaintiff Hampton Luzak that he "had no respect for Randy as a business man" because of his lack of success and professionalism in his attempted business ventures. It had been Kevin Luzak who had persuaded Decedent Paul Barringer to grant a visitor/guest seat in the board meetings to Randy Light despite Decedent Paul Barringer's desires for Randy Light to be excluded.

80. Since Defendant Merrill Light was ostensibly functioning as a trustee of Decedent Paul Barringer's Revocable Trust during the August 3, 2012 shareholder meeting, Defendant Merrill Light owed a fiduciary duty on and before that date.

81. Also on August 3, 2012, a board of director's meeting was held following the shareholder meeting. At the meeting John Jolley, the long-time estate planning attorney for Merrill and Randy Light, along with two other attorneys appeared at the board meeting "as counsel for Mrs. Light" according to the minutes of the board meeting. No mention was made in the board minutes of any attorney being retained as corporate counsel for CFRC to replace Bradley Herring. Defendant Merrill Light and her husband Randy Light made motions to remove Kevin Luzak from all positions with CFRC and its subsidiaries and to elect Travis Bryant as the new President and CEO. On his first day on the board, Randy Light expressed his disagreement with Kevin Luzak's strategic plans for CFRC and expressed his opinion "that it is in the best interest of the Company and its shareholders to have a non-family member take over the chief executive officer position..." Mr. Hagler disagreed with the points and motions raised by Defendant Merrill Light and her husband Randy Light, and voted against them. Decedent

Paul Barringer was not at this important meeting. The Lights' motions therefore passed two to one.

82. After the board refused to hire an independent investigator regarding the accusations against Kevin Luzak as requested by board member Michael Hagler, Mr. Hagler resigned on August 23, 2012 because of the destructive course being taken by CFRC and its board. As Mr. Hagler termed it in his letter of July 12, 2012, he foresaw "the danger of CFRC being damaged – and ensuing claims, litigation, etc." from Defendant Merrill Light's refusal to allow a full and open investigation into the spurious allegations against Kevin Luzak. (See Exhibits 11, supra, and 14, Hagler letter 8/23/12).

83. A subsequent board meeting was held on August 29, 2012 in which attorney John Jolley attended as the new corporate counsel for CFRC. At this meeting, Mr. Jolley, the newly retained corporate counsel, was appointed as assistant secretary of CFRC. The board also accepted the resignation of Michael Hagler. The board at this time was ostensibly composed of Defendant Merrill Light, her husband Randy Light, and Decedent Paul Barringer. The board then voted to fill the board vacancy from Mr. Hagler's resignation with Travis Bryant. In addition, the board approved a special dividend distribution to the CFRC shareholders among other financial matters.

84. Prior to September 11, 2012, Decedent Paul Barringer controlled 20% of the CFRC voting shares and Plaintiff Hampton Luzak and Defendant Merrill Light each owned 31% of the CFRC voting shares through equal gifts from Decedent Paul Barringer. On September 11, 2012 essentially all of Decedent Paul Barringer's voting shares were purportedly transferred from Decedent Paul Barringer's Revocable Trust to Defendant Merrill Light as trustee of her own revocable trust. (See Exhibit 3, supra). This purported transfer of 20% of the voting stock

of CFRC gave Defendant Merrill Light voting control of the company through ownership of 51% of the voting stock. Defendants Merrill Light and Randy Light concealed from Plaintiff Hampton Luzak for two and a half years the transfer of voting control of CFRC effected through the purported transfer of 38,271 shares of voting stock of CFRC from Decedent Paul Barringer's Revocable Trust to Merrill Light as trustee of the Merrill Barringer Light Revocable Trust. (see paragraphs 101 and 102 below). Defendant Merrill Light has asserted in corporate litigation in the Federal District Court for the Eastern District of Virginia that she paid no consideration for the voting shares and that she received them gratuitously.

85. Decedent Paul Barringer's purported transfer of his CFRC voting stock was carried out through his signing a Stock Power form as co-trustee of his Revocable Trust. The Stock Power was witnessed by Merrill U. Barringer and Sharon Potts. Also Decedent Paul Barringer and Defendant Merrill Light both signed an Assignment of Shares dated September 11, 2012 acknowledging assignment of the 38,271 shares of CFRC voting stock to Defendant Merrill Light as trustee of her revocable trust. The Stock Power and Assignment of Shares are attached hereto as Exhibits 15 and 16 and are incorporated herein. In the Stock Power, attorney John M. Jolley was appointed as Decedent Paul Barringer's attorney-in-fact to transfer the shares on the books of the corporation. Mr. Jolley, who was corporate counsel and assistant Secretary at that time, never informed Plaintiff Hampton Luzak of the stock transfer that effected the change in control of CFRC. Even though Hampton Luzak was aware of her father's dementia and Defendant Merrill Light's manipulation of Decedent Paul Barringer at board meetings and other company activities, she did not envision that Merrill Light was stealing their father's CFRC voting stock (half of which was intended for Hampton Luzak) through her undue influence and Decedent Paul Barringer's lack of mental capacity.

86. As a result of the August 2012 board changes, the CFRC board, at the time of the September 11, 2012 Assignment of Shares, was then composed of: (1) Merrill Light; (2) Merrill Light's husband, Defendant Randy Light, who was strapped with massive debts, bankruptcy filings of entities he owned and controlled, and whose entities had committed what the bankruptcy trustee characterized as fraudulent transfers; (3) Decedent Paul Barringer, who was suffering from Alzheimer's disease, delusions, and acting irrationally; and (4) Travis Bryant whom independent board member Mr. Hagler described as "a puppet". None of these board members ever informed Plaintiff Hampton Luzak of the purported subsequent transfer of the 38,271 voting shares by Paul Barringer. Defendants Merrill Light and Randy Light were well-embedded in the management of CFRC. In addition, Defendants Merrill and Randy Light's estate planning attorney had become CFRC's corporate counsel, its assistant secretary, and Decedent Paul Barringer's estate planning attorney. Their positioning allowed Merrill and Randy Light to conceal from Plaintiff Hampton Luzak the unlawful and improper transfer of their father's controlling voting shares.

87. The notable events set forth above leading up to the purported transfer of Decedent Paul Barringer's controlling shares in CFRC to, and at the instigation of, Defendant Merrill Light can be summarized in the following selective, though not exclusive, list of events:

- On December 2, 2011 Decedent Paul Barringer's MRI report disclosed a history of dementia;
- By December 15, 2011 Defendant Merrill Light's attorney John Jolley had begun performing legal work for Decedent Paul Barringer at Merrill Light's direction;
- In January 2012 Defendant Merrill Light informed Plaintiff Hampton Luzak she was getting involved in their parents' estate planning;
- At the April 25, 2012 board meeting, Decedent Paul Barringer was completely confused, incoherent and had trouble forming words;

- From May 2 – 4, 2012 Decedent Paul Barringer was hospitalized due to complications from dementia;

- On May 7, 2012 Decedent Paul Barringer purportedly transferred all his voting stock in CFRC to the "Paul B. Barringer, II Irrevocable Trust dated December 4, 1998";

- On or about May 10, 2012 Dr. Bachman informed Decedent Paul Barringer, Plaintiff Hampton Luzak and Mrs. Barringer that Decedent Paul Barringer had Alzheimer's disease;

- On May 11, 2012 Decedent Paul Barringer ostensibly transferred all his voting stock in CFRC to the Paul B. Barringer, II Revocable Trust dated December 4, 1998;

- On June 5, 2012 Randy Light's companies filed bankruptcy;

- Throughout June 2012, Decedent Paul Barringer continues to exhibit incoherent, delusional, erratic and irrational behavior;

- On June 28, 2012 Decedent Paul Barringer moved to remove Kevin Luzak as CEO based on accusations Defendant Merrill Light knew to be false yet she supported and seconded the attacks;

- In letters of June 28, July 1, July 12 and August 3, 2012 independent board member Michael Hagler protested Kevin Luzak's firing and the refusal by Defendant Merrill Light as a member of the board of directors to allow an investigation into Decedent Paul Barringer's accusations and competency;

- On July 20, 2012 the Paul B. Barringer Revocable Trust was purportedly amended, and on or before that date Defendant Merrill Light became a co-trustee;

- On August 3, 2012 Defendant Merrill Light, acting publicly as agent for Decedent Paul Barringer under a power of attorney (but as purported trustee of Decedent Paul Barringer's Revocable Trust according to Annex A of the shareholder minutes, which were not disclosed to Hampton Luzak until April 14, 2015), voted the majority shares then in her control to oust Kevin Luzak as a director and voted her husband Randy Light as the new CFRC director;

- By August 29, 2012, Randy and Merrill Light's personal estate planning attorney became the corporate counsel and assistant secretary for CFRC, and Travis Bryant became its CEO and a director;

- On September 11, 2012 Decedent Paul Barringer purportedly transferred his voting stock and voting control of CFRC to Defendant Merrill Light, and appointed John Jolley as his attorney-in-fact to transfer his shares on the records

of CFRC (although a gift tax return was not filed until May 28, 2015, showing the transfer occurred on December 31, 2012).

88. Had Decedent Paul Barringer not been mentally incapacitated or subject to undue influence by Defendant Merrill Light during this time, he would never have allowed Randy Light, who was strapped with crushing debts, had committed fraudulent transfers, had forced a hostile takeover of one of his business entities from his partners to seize assets for his own benefit, and whose own business entities were forced into bankruptcy, to become a director of CFRC.

89. On or about October 26, 2012, after Kevin Luzak had been removed from the board, the board of directors of CFRC for the first time paid a special distribution dividend to shareholders of record on October 25, 2012 plus a preliminary true-up to 42% of actual fiscal year 2012 earnings as the new board's first action. Despite the Stock Power and Assignment of Share documents purportedly executed on September 11, 2012, the special distribution dividends continued to be paid to Decedent Paul Barringer for his Revocable Trust. A final true-up for the fiscal year 2012 was paid on or about November 17, 2012.

90. On November 8, 2012, Plaintiff Hampton Luzak wrote the board of directors of CFRC voicing her concerns about recent events. (See Exhibit 17, H. Luzak Letter to Board dated 11/8/12). She expressed her opposition to the "very large distribution from CFRC" of a "special dividend." Plaintiff Hampton Luzak pointed out that the special dividend was unprecedented in magnitude and that Decedent Paul Barringer, "consistently focused on reinvestment and growth . . . and would never have supported such a distribution." Plaintiff Hampton Luzak also objected to the appointment of John Jolley as counsel for CFRC due to the fact that he had been functioning as the personal estate planning attorney for Defendant Merrill Light and her husband Randy Light who are also on the board of directors for CFRC, presenting a clear conflict of

interest. Plaintiff Hampton Luzak further stated to the board her understanding that "[n]o individual owns more stock in CFRC than I do." This statement confirms the fact that Defendant Merrill Light kept secret from Plaintiff Hampton Luzak the transfer of voting shares initiated on September 11, 2012. Defendant Merrill Light's husband Randy Light was on the board of directors at this time and was a designated recipient of this letter. Upon information and belief, Defendant Merrill Light would have seen or been made aware of the content of Plaintiff Hampton Luzak's letter; however, she never responded or refuted to Plaintiff Hampton Luzak the statement "[n]o individual owns more stock in CFRC than I do." Moreover, Hampton Luzak's letter stated her understanding that Merrill Light voted Paul Barringer's stock using a power of attorney, which no one ever refuted or "corrected."

91. Following Plaintiff Hampton Luzak's letter of November 8, 2012, Decedent Paul Barringer wrote Plaintiff Hampton Luzak a letter dated December 15, 2012 stating Plaintiff Hampton Luzak has brought shame to the Barringer family name. Despite the fact Plaintiff Hampton Luzak objected that the special dividend funds were not being used for reinvestment and long-term growth but instead were being paid immediately to the shareholders including herself, Decedent Paul Barringer accused her of being driven by greed. He also stated that his primary business goal was to continue to operate CFRC and it was for the best interest of the family to continue to operate CFRC as a timber and forest company. He further stated that Kevin Luzak was terminated because CFRC was going in a direction "that was not acceptable to me or my associates." A typewritten version of the letter was also submitted on or about December 17, 2012.

92(a). Based on Defendant Randy Light's desperate financial status, Decedent Paul Barringer's hostility toward allowing Randy Light to attend board of director meetings, the

actions of Defendant Randy Light in advocating and voting for Kevin Luzak's removal as an officer, employee and subsidiary director of CFRC, Randy Light's position as the successor director to Kevin Luzak on CFRC's board of directors after August 3, 2012, and Randy Light's actions in procuring Decedent Paul Barringer's belated gift tax return reporting the September 11, 2012 assignment of Decedent Paul Barringer's voting stock as a purported gift (as described in paragraph107 below), Plaintiff Hampton Luzak is informed and believes that Defendant Randy Light knowingly and willing aided, abetted, encouraged and/or materially participated in the purported transfer of Decedent Paul Barringer's voting stock to Defendant Merrill Light as trustee of her revocable trust.

92(b). On April 12, 2013 the bankruptcy trustee from the Eastern District of Texas in the bankruptcy case of Randy Light's company, SAC, filed an adversary proceeding against a third party, Patriot Bank, alleging that Patriot Bank received fraudulent transfers from SAC in 2010 and 2011 as described in paragraph 26 above. Based in part on the trustee's final report, the adversary proceedings resulted in the recovery of the vast majority of the funds the trustee claimed were fraudulently transferred by and for the benefit of entities controlled by Randy Light.

93. Over the two year period from 2013 through 2014, a combined $14 million of capital expenditures appear to be unaccounted-for in the financial records of CFRC produced to Plaintiff Hampton Luzak. Plaintiff Hampton Luzak has attempted to obtain documents from CFRC that would reveal the specific uses of the unaccounted for $14 million, but CFRC, under Defendant Merrill Light's control and with Randy Light now serving as chairman of the board of directors, has refused to provide such documents.

94. During the Christmas holidays of December 2014, Plaintiff Hampton Luzak received a CFRC Annual Report and discovered a footnote about recent benefits provided to Travis Bryant, the new CEO who replaced Kevin Luzak and who also replaced independent board member Michael Hagler on the board of directors. The footnote quietly disclosed that CFRC had recently allowed Mr. Bryant to borrow enormous sums of money from the company on extremely generous terms to purchase 2.5% of the stock of CFRC for $4.92 per share, $1.00 below its book value and significantly below CFRC's fair market value. Plaintiff Hampton Luzak further learned that Travis Bryant had also been issued CFRC stock options on terms highly favorable to Mr. Bryant, including an exercise price at book value.

95. After discovering the stock sale and option grants, Plaintiff Hampton Luzak wrote her father on January 21, 2015 informing him of stock being issued to Travis Bryant and promised to not "let people take advantage of you." On that same day, Plaintiff Hampton Luzak through her attorney wrote CFRC seeking company records, as allowed by law in her capacity as a shareholder, regarding the stock issuance to Travis Bryant. CFRC responded on January 30, 2015 that it received the request and would be responding thereafter.

96. On February 5, 2015, Decedent Paul Barringer purportedly executed, amended and restated for at least the third time the Paul B. Barringer Revocable Trust originally dated December 4, 1998. On that same day, Decedent Paul Barringer purportedly executed a Last Will and Testament. (See Exhibit 18, P. Barringer Will dated 2/5/15). Plaintiff Hampton Luzak is informed and believes it was signed in John Jolley's office. Also on February 5, 2015, Decedent Paul Barringer purportedly executed a new Durable Power of Attorney which was prepared by John Jolley as was Decedent Paul Barringer's purported Last Will and Testament. The new power of attorney then ostensibly appointed Defendant Merrill Light as the primary attorney-in-

fact and named her husband Randy Light as the alternate attorney-in-fact. Decedent Paul Barringer also purportedly revoked his December 2011 power of attorney which had named his wife Merrill Barringer as the attorney-in-fact. (See Exhibit 19, P. Barringer D.P.A. dated 2/5/15).

97. Had Decedent Paul Barringer not been mentally incapacitated or subject to undue influence by Defendant Merrill Light at this time, he would never have allowed Randy Light, who was strapped with crushing debts, had committed fraudulent transfers, had forced a hostile takeover of one of his business entities from his partners to seize assets for his own benefit, and whose own business entities were forced into bankruptcy, to be his alternate agent under his financial durable power of attorney with control over all of Decedent Paul Barringer's assets.

98. On February 19, 2015, a shareholder's meeting of CFRC was held by conference call. Plaintiff Hampton Luzak was one of the participants in the conference call meeting. Plaintiff Hampton Luzak is informed and believes that Decedent Paul Barringer did not attend the shareholder meeting. During the shareholder's meeting, there was no mention of Decedent Paul Barringer's role on the board of directors or any change in his position as being a member of the board. According to the minutes of the meeting, Defendant Merrill Light gave her attorney John Jolley a proxy to vote the shares under her control. Those controlling shares were then voted to elect Defendant Merrill Light, Randy Light, and Travis Bryant, all current board members, and Robert C. L. Conger as a new board member. In effect Defendant Merrill Light's shares were voted to remove Decedent Paul Barringer as a member and chairman of the board of the company he built and to make her husband Randy Light chairman of the board. At the shareholder meeting there was no mention made of replacing or removing Decedent Paul Barringer from the board or as chairman of the company he spent his life building, and there was no mention of him included in the written shareholder minutes.

99. As set forth above, after she discovered the Travis Bryant transaction buried in a financial statement footnote, Plaintiff Hampton Luzak started sending statutorily-authorized shareholder records inspection requests to CFRC on January 21, 2015. On or about February 13, 2015, CFRC sent its first response to Plaintiff Hampton Luzak's statutorily-authorized information request. Due to the severe deficiencies and omissions in CFRC's response to Plaintiff Hampton Luzak's record request, with CFRC now controlled by Defendant Merrill Light, Plaintiff Hampton Luzak's attorney submitted a second demand for records to the company on February 20, 2015. The records request that Plaintiff Hampton Luzak submitted to CFRC did not threaten any litigation, and in fact expressly rejected any claim by the company that Plaintiff Hampton Luzak was seeking documents for the purpose of instigating litigation.

100. On February 26, 2015, Decedent Paul Barringer in a letter typed on his stationery addressed to Plaintiff Hampton Luzak stated that he was astonished and disappointed that his own daughter would be threatening to sue CFRC. Plaintiff Hampton Luzak had not made any such threat.

101. On March 3, 2015, CFRC responded to Plaintiff Hampton Luzak's second demand for records. However the response of the company controlled by Defendant Merrill Light again omitted key documents to which Plaintiff Hampton Luzak as a shareholder was entitled to receive. Therefore on March 6, 2015, Plaintiff Hampton Luzak's attorney made a third request to CFRC for company records that a shareholder by law is entitled to receive. By response dated March 13, 2015, CFRC finally submitted a response that included the CFRC stock register showing the stock ownership transactions of the company. (See Exhibit 3, supra).

102. The stock register, provided to Plaintiff Hampton Luzak for the first time on or about March 13, 2015, contained an entry stating that 38,271 shares of voting stock previously

held by Decedent Paul Barringer as trustee of the Paul B. Barringer Revocable Trust under agreement dated December 4, 1998 had been transferred on September 11, 2012 to Merrill Light as trustee of the Merrill Barringer Light Revocable Trust. After this transfer, Decedent Paul Barringer held one share of CFRC voting stock. The production of the stock register on March 13, 2015 was the first time anyone disclosed to Plaintiff Hampton Luzak that Decedent Paul Barringer's voting-control shares of CFRC had been transferred to Defendant Merrill Light. The transfer of those voting shares purportedly gave Defendant Merrill Light control of CFRC, in contravention of Decedent Paul Barringer's long-held intentions.

103. Following Defendant Merrill Light's engineering of the ouster of her father as a member and chairman of the board at the February 19, 2015 shareholders meeting, a special meeting of the board of directors was called for March 16, 2015. At that meeting the board discussed, approved and authorized the executive management of CFRC to interview financial advisors about a sale of the company or its assets, which was contrary to Decedent Paul Barringer's long-held intentions. (See Exhibit 20, Board Minutes 3/16/15). With Decedent Paul Barringer no longer on the board of directors, Plaintiff Hampton Luzak is informed and believes that Decedent Paul Barringer was not informed of the steps the board under Merrill Light's control had begun to take to dismantle and sell the company that Decedent Paul Barringer had worked his entire adult life to build and maintain.

104(a). On March 31, 2015 Plaintiff Hampton Luzak sent her final statutorily-authorized shareholder records inspection request to CFRC. The request asked for CFRC shareholder minutes since June 1, 2012. On April 14, 2015 counsel for CFRC produced the August 3, 2012 shareholder minutes to Hampton Luzak for the first time and included Annex A which set forth the shareholder vote breakdown. The minutes also showed that Defendant Merrill Light voted

the shares of the Paul Barringer Revocable Trust as its purported "trustee", although at no time did she actually vote as "trustee" at the meeting.

104(b). On April 15, 2015, the day after producing the August 3, 2012 Shareholder Minutes to Plaintiff Hampton Luzak for the first time, CFRC, under the control of Defendant Merrill Light, filed suit against Hampton Luzak in a declaratory action in the Federal Court for the Eastern District of Virginia ("Virginia Federal Litigation") seeking, *inter alia*, declaratory relief regarding Merrill Light's proportional interest in CFRC. A significant focus of the Virginia Federal Litigation became whether Decedent Paul Barringer's purported September 2012 stock transfer to Merrill Light was carried out in breach of the terms of the 2010 Shareholders Agreement.

104(c). As background on the Virginia Federal Litigation, after CFRC initially filed its complaint for declaratory judgment against Hampton Luzak and then later moved to dismiss its suit while Plaintiff Hampton Luzak's counterclaims were pending, the federal court ordered the parties realigned with Hampton Luzak made a plaintiff. Hampton Luzak ultimately filed two separate complaints asserting different claims against different sets of parties before the federal court which consisted of (1) a breach of contract complaint based on the 2010 Shareholders Agreement against Defendant Merrill Light and CFRC, and (2) a separate and unrelated complaint asserting shareholder derivative and other claims against CFRC, CFRC officer Travis Bryant and Defendants Merrill Light and Randy Light involving an unrelated 2013 stock sale and option grant to Mr. Bryant. (Attorneys acting in the name of Decedent Paul Barringer ostensibly moved to intervene in the breach of contract action). Though the federal court kept one civil action file number assigned to CFRC's original declaratory judgment action, the court required separate filings, including separate pleadings, for the two distinct claims –the breach of

contract claim based on the 2010 Shareholders Agreement concerning the purported 2012 stock transfer of Paul Barringer's CFRC voting stock to Merrill Light, and the other claim being the derivative and declaratory judgment claim involving the unrelated 2013 stock sale and option grant to Travis Bryant. Defendant Randy Light was a party only to the unrelated derivative and declaratory judgment claim regarding the stock sale and option grant to Travis Bryant and was not a party to the breach of contract claim about the 2010 Shareholders Agreement.

105. On the same day (April 15, 2015) that CFRC filed its declaratory judgment action against Plaintiff Hampton Luzak, CFRC, under the control of Defendant Merrill Light, canceled the medical insurance of Hampton Luzak's family without any notice to the Luzaks.

106. Even though the Stock Power and Assignment of Shares dated September 11, 2012 show that the purported transfer of Decedent Paul Barringer's CFRC voting shares occurred on September 11, 2012, Decedent Paul Barringer did not file a gift tax return until approximately May 28, 2015, more than two years after the filing deadline. This information is based on arguments made in the Virginia Federal Litigation in open court on January 22, 2016. Throughout his lifetime Decedent Paul Barringer was meticulous and very diligent in having his tax returns prepared properly and timely. The gift tax return covering the transfer of Decedent Paul Barringer's CFRC voting shares to Defendant Merrill Light was not prepared until May of 2015, after Defendant Merrill Light caused CFRC to institute litigation against Plaintiff Hampton Luzak, and after Ms. Luzak counterclaimed challenging the stock transfer as a violation of the 2010 Shareholders Agreement. The late filing was completely out of character for Decedent Paul Barringer.

107. The records of Decedent Paul Barringer's long-time accountant, Bobby L. Davis, CPA of Columbia, SC, show that Randy Light, John Jolley and Travis Bryant, not Decedent Paul

Barringer, handled all the interaction with Mr. Davis for preparation of the delinquent gift tax returns. None of the above-named persons who handled all the interactions with Mr. Davis were authorized as agents under any power of attorney from Barringer to contact his accountant.

108. On August 28, 2015, Decedent Paul Barringer ostensibly moved to intervene in that portion of the Virginia Federal Litigation addressing Plaintiff Hampton Luzak's breach of contract claim for breach of the 2010 Shareholders Agreement. Plaintiff Hampton Luzak is informed and believes her father's intervention was undertaken upon the manipulation of Defendant Merrill Light, and at her behest. Decedent Paul Barringer's intervention in the breach of contract portion of the Virginia Federal Litigation was not undertaken for the benefit of Decedent Paul Barringer but was being directed by Defendant Merrill Light and her agents for the benefit of Merrill and Randy Light. In court papers filed in Decedent Paul Barringer's name, it was stated that Decedent Paul Barringer was supporting Defendant Merrill Light's side in the breach of contract claim brought by Plaintiff Hampton Luzak. Decedent Paul Barringer's intervention was a continuation of the undue influence and manipulation of Mr. Barringer, who lacked sufficient mental capacity to understand his actions. Decedent Paul Barringer's intervention on August 28, 2015 at the behest of Defendant Merrill Light occurred only 52 days before Decedent Paul Barringer was tested by Dr. Paul Mazzeo on October 19, 2015 and found to have severe senile dementia, and years after his earlier diagnoses of dementia and Alzheimer's as set forth in paragraphs 29, 36, 40-43, 45 and 47.

109. According to the sworn Declaration of Dr. Paul Mazzeo, a neurologist in Port Royal, South Carolina, Dr. Mazzeo examined Decedent Paul Barringer on October 19, 2015 due to Decedent Paul Barringer's history of memory loss. Dr. Mazzeo administered a Mini Mental State Exam ("MMSE") on October 19, 2015. Decedent Paul Barringer scored a 10 out of 30

points on the MMSE which represented severe cognitive impairment. Dr. Mazzeo diagnosed Decedent Paul Barringer with "severe senile dementia, Alzheimer's type." Dr. Mazzeo stated Decedent Paul Barringer "exhibited severe memory loss and expressive aphasia (the inability to use language to express thoughts)." Dr. Mazzeo further stated that Decedent Paul Barringer's "memory loss and expressive aphasia make it practically impossible for him to recall past events with accuracy and then find the words to express whatever recollection he may have, without his wife's assistance." Dr. Mazzeo's declaration was filed in the Virginia Federal Litigation by attorneys acting in the name of Decedent Paul Barringer but not until January 20, 2016.

110. On January 20, 2016, the same date that Dr. Mazzeo's declaration was filed, Decedent Paul Barringer's attorneys filed in the Virginia Federal Litigation a sworn declaration signed by Decedent Paul Barringer affirming under the penalties of perjury the contents of answers to interrogatories. The sworn declaration was dated January 14, 2016. According to the Declaration of Dr. Mazzeo filed the same date, Decedent Paul Barringer lacked testimonial capacity. As exemplified by the circumstances alleged above, Defendant Merrill Light continued her pattern of undue influence and manipulation of Decedent Paul Barringer while he lacked mental capacity.

111. On February 12, 2016 Plaintiff Hampton Luzak moved and filed a brief in the Virginia Federal Litigation to stay the proceedings there while she pursued an emergency and permanent conservatorship action in the Beaufort County Probate Court for Decedent Paul Barringer. (No member of Paul Barringer's family had filed guardianship or conservatorship proceedings seeking protection for Decedent Paul Barringer, and Defendant Merrill Light continued to deny that he was incapacitated. The filing of Dr. Mazzeo's declaration was the first time Hampton Luzak could be certain that her father was incapacitated, and she acted

immediately to protect him.) As described in Plaintiff's publicly-filed Brief in Support of Motion to Stay Proceedings (available on the federal "PACER" ECF system[1]), Barringer filed numerous motions and pleadings in that action (totaling over 30 docket entries). In addition, according to the PACER filings, Decedent Paul Barringer submitted sworn interrogatory answers on three occasions. In these sworn answers, Decedent Paul Barringer always spoke in the first person about his purported actions and decisions (*e.g.*, "I decided to give the voting stock to Merrill Light…"). Further, Decedent Paul Barringer flip-flopped regarding critical factual assertions, including changing his interrogatory answers from white to black, such as when he first denied he received dividends on his CFRC voting stock after September 11, 2012 in his Response to Interrogatory No. 16 dated December 31, 2015 and then admitted receiving dividends thereafter in his Amended Response to Interrogatory dated January 14, 2016.

112. Contradictory yet facially definitive sworn statements purportedly from Decedent Paul Barringer exemplified both his mental confusion of facts and the extent he was being manipulated in the Virginia Federal Litigation. For example, the PACER filings reflected that "Decedent Paul Barringer has also submitted conflicting and inconsistent sworn answers regarding the date of the alleged 'gift' of [CFRC] voting shares. In a gift tax return for the year 2012 – inexplicably filed over two years late in 2015 (only after Ms. Luzak began challenging the transfer) – Decedent Paul Barringer swore under penalty of perjury that the date of the 'gift' was December 31, 201[2]… However, in sworn answers to interrogatories, Decedent Paul Barringer maintains the stock was transferred on September 11, 2012…"

[1] Public Access to Court Electronic Records (PACER) is an electronic public access service that allows users to obtain case and docket information online from federal appellate, district, and bankruptcy courts, and the PACER Case Locator. PACER is provided by the Federal Judiciary in keeping with its commitment to providing public access to court information via a centralized service. See: https://www.pacer.gov/

113(a). On February 17, 2016, attorneys acting on behalf of Decedent Paul Barringer filed in Decedent Paul Barringer's name a brief in opposition to a motion to stay the Virginia Federal Litigation while Plaintiff Hampton Luzak pursued guardianship and conservatorship proceedings in South Carolina for her father. Plaintiff Hampton Luzak is informed and believes that Decedent Paul Barringer continued to suffer from lack of mental capacity and undue influence and was still being manipulated by Defendant Merrill Light in order to file Decedent Paul Barringer's opposition brief.

113(b). On February 19, 2016 Plaintiff Hampton Luzak in the Virginia Federal Litigation filed a Motion for Voluntary Dismissal, for a partial dismissal of her breach of contract claims, shortly after attorneys acting ostensibly for Decedent Paul Barringer filed an affidavit of Dr. Paul Mazzeo confirming Paul Barringer's incompetence.

114. The Virginia Federal Litigation has been expensive and was not in best interest of Decedent Paul Barringer but only in Merrill Light's best interest. Based on the amount of legal fees that CFRC has incurred in the Virginia Federal Litigation, Plaintiff Hampton Luzak is informed and believes substantial funds were likewise expended from Decedent Paul Barringer's estate in connection with the Virginia Federal Litigation without his capacity to consent.

115. On April 22, 2016, only two months after Decedent Paul Barringer's February 17, 2016 court filing in the Virginia Federal Litigation, Decedent Paul Barringer was examined by Dr. Paul Long and provided a Mini Mental State Exam. On this exam, Decedent Paul Barringer scored a 1 out of 30. As a court-appointed examiner in a conservatorship action, Dr. Long opined that Decedent Paul Barringer was mentally incapacitated due to dementia from Alzheimer's disease. In that probate action for a conservatorship and guardianship filed by Plaintiff Hampton Luzak in February 2016, Defendant Merrill Light was eventually forced to

concur and acknowledge that Decedent Paul Barringer was legally mentally incapacitated, after initially contending that he did not need protection. Plaintiff Hampton Luzak commenced the emergency and permanent conservatorship action to protect her father from undue influence resulting in dissipation of his assets and to protect his long-term goals for his company, including his intention not to sell it.

116. Plaintiff Hampton Luzak is informed and believes Decedent Paul Barringer, since the spring of 2012 and for the remainder of his life, was a "vulnerable adult" as defined in S.C. Code Ann. § 43-35-10(11) of the Omnibus Adult Protection Act (the "Act") because of the mental and physical infirmities described herein. Moreover, Plaintiff is informed and believes Barringer was subject to "exploitation" under § 43-35-10(3) of the Act by the actions of Merrill Light, Randy Light and possibly others by: (1) causing or requiring Paul Barringer to engage in activities such as the transfer of controlling shares of CFRC voting stock to Defendant Merrill Light and joining in the Virginia Litigation against Plaintiff, which activities, considering Paul Barringer's mental condition since the spring of 2012, were improper, unlawful or against the reasonable and rational wishes of Decedent Paul Barringer; (2) an improper, unlawful, or unauthorized use of the funds, assets, property, and power of attorney of Decedent Barringer for the profit of Merrill Light by using Paul Barringer's funds to support her litigation; and/or (3) causing Decedent Paul Barringer to purchase goods or services, such as the attorney services in the Virginia Litigation, for the profit or advantage of Defendant Merrill Light through: (i) undue influence, (ii) harassment, (iii) duress, (iv) coercion, or (v) swindling by overreaching, cheating, or defrauding Paul Barringer through cunning arts or devices that deluded Paul Barringer and caused him to lose money or other property.

117. On May 30, 2016, during the pendency of the conservatorship action, at the age of 85, Decedent Paul Barringer died from Alzheimer's disease as reported on his Death Certificate.

FOR A FIRST CAUSE OF ACTION
(Action to Set Aside Will for Lack of Mental Capacity)

118. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

119. Upon information and belief, at the time of Decedent Paul Barringer's purported execution of the alleged February 5, 2015 will, Decedent Paul Barringer was mentally incompetent and suffering from Alzheimer's disease and/or other dementia and lacked the requisite mental capacity to make a valid will.

120. Therefore, the alleged 2015 will, along with any subsequently executed codicils, is invalid and of no legal force and effect.

FOR A SECOND CAUSE OF ACTION
(Action to Set Aside Will Due to Undue Influence)

121. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

122. On information and belief, Defendant Merrill Light, with the aid and assistance of Defendant Randy Light, exercised undue influence on Decedent Paul Barringer, to wit: Decedent Paul Barringer was in a weakened mental state and susceptible to influence; Decedent Paul Barringer was subject to Defendant Merrill Light's control; Defendant Merrill Light directed Decedent Paul Barringer to Defendant Merrill Light's attorney for execution of the alleged will; Defendant Merrill Light arranged, participated in, and/or controlled estate planning meetings among Decedent Paul Barringer, Defendant Merrill Light's own estate planning attorney and Decedent Paul Barringer's insurance agent to devise an estate plan favorable to

Defendant Merrill Light; Defendant Merrill Light did not communicate truthfully with Plaintiff Hampton Luzak regarding the substance of Decedent Paul Barringer's estate plans or actions; and Defendant Merrill Light was never the sole or primary beneficiary of any previously valid will of Decedent Paul Barringer regarding CFRC stock while the alleged 2015 will purports to name Defendant Merrill Light, as trustee of Decedent Paul Barringer's Revocable Trust, as sole beneficiary.

123. Therefore, the alleged 2015 will is invalid and of no legal force and effect.

FOR A THIRD CAUSE OF ACTION
(Action to Set Aside Will Due to Mistake)

124. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

125. On information and belief, Decedent Paul Barringer would not have executed the alleged 2015 will unless he was mistaken about its contents or even that it was a will because it completely and suddenly changed his dispositive intent, as demonstrated by his prior representations about the content of his estate plan including prior valid wills, for no reason.

126. Therefore, the alleged 2015 will is invalid and of no legal force and effect.

FOR A FOURTH CAUSE OF ACTION
(Action to Set Aside Purported *Inter Vivos* Transfer for Lack of Mental Capacity)

127. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

128. Upon information and belief, at the time of Decedent Paul Barringer's purported execution of the alleged Stock Power and Assignment of Shares documents on September 11, 2012 as Trustee of the Paul B. Barringer, II Revocable Trust transferring the CFRC voting control stock from the name of Paul B. Barringer, as trustee to Merrill Light as trustee of the

Merrill Light Revocable Trust, Decedent Paul Barringer was mentally incompetent and suffering from Alzheimer's disease and/or other dementia and lacked the requisite mental capacity to make a gratuitous or partially gratuitous transfer.

129. Therefore, the alleged transfer of CFRC voting stock commenced on September 11, 2012 is invalid and of no legal force and effect.

FOR A FIFTH CAUSE OF ACTION
(Action to Set Aside Purported *Inter Vivos* Transfer due to Undue Influence)

130. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

131. During 2012 in the period leading up to and at the time of the transfer of the voting control shares in CFRC, Defendants Merrill Light and Randy Light and Decedent Paul Barringer were involved in a relationship of confidence and trust. Defendant Merrill Light claimed to be a co-trustee of Decedent Paul Barringer's Revocable Trust in which the controlling shares of CFRC voting stock were held. Defendant Merrill Light used her position as co-trustee to vote the CFRC stock to curtail and eliminate any meaningful role of Plaintiff Hampton Luzak and her husband in the management and affairs of CFRC.

132. The purported transfer of the 38,271 shares of voting stock of CFRC, which represented control of the company, for inadequate or no consideration conferred a substantial benefit to Defendant Merrill Light.

133. Defendant Merrill Light's misrepresentations to Decedent Paul Barringer, such as the selective presentation of board of director materials to Decedent Paul Barringer at a stage in life when he had no ability to recall or understand the context of the materials, caused Decedent Paul Barringer to purportedly transfer the voting control shares to Defendant Merrill Light. Further, Defendant Merrill Light directed Decedent Paul Barringer to her own estate planning

attorney that she had used for a number of years so that Defendant Merrill Light's attorney John Jolley could take over much of the estate planning work for Decedent Paul Barringer, including the purported transfer of the voting shares. In addition, Defendant Merrill Light used her positions as director and co-trustee to install her own estate planning attorney, John Jolley, as the corporate attorney for CFRC. Mr. Jolley then purportedly carried out the transfer of the voting shares to Defendant Merrill Light as Decedent Paul Barringer's attorney-in-fact for the transfer of shares. This stock transfer was hidden from Hampton Luzak by Defendants Merrill Light and Randy Light until March of 2015.

134. For many years before 2012 and until Decedent Paul Barringer's death in 2016, Defendant Merrill Light resided in Hilton Head, South Carolina in close proximity to Decedent Paul Barringer. In contrast, Plaintiff Hampton Luzak and her husband, while managing CFRC, resided in New York City and later in Jackson, Wyoming. As such, Defendant Merrill Light had ample opportunity to exert her influence over both Decedent Paul Barringer and her mother Merrill Barringer.

135. Decedent Paul Barringer prior to the summer and fall of 2012 had provided for equal distribution of CFRC stock to Plaintiff Hampton Luzak and Defendant Merrill Light. In Decedent Paul Barringer's estate plan prior to the events of 2012, Decedent Paul Barringer had treated his children equally and treated Plaintiff Hampton Luzak and Defendant Merrill Light equally in relation to CFRC. The purported transfer of voting control stock of CFRC to Defendant Merrill Light in September 2012 was an unnatural disposition of Decedent Paul Barringer's assets.

136. The purported transfer of the voting control shares of CFRC exclusively to Defendant Merrill Light on September 11, 2012 constituted a change from Decedent Paul

Barringer's prior pattern of distributing company stock. The transfer also constituted a change from prior arrangements for the ultimate disposition of the voting control shares.

137. Because of the dementia and Alzheimer's disease that Decedent Paul Barringer developed at least by 2011, and which worsened considerably by 2012, Decedent Paul Barringer was highly susceptible to the undue influence Defendant Merrill Light exerted upon him to transfer the CFRC voting shares to her revocable trust.

138. Defendant Merrill Light, with the aid and assistance of Defendant Randy Light and while in a relationship of trust and confidence with Plaintiff Hampton Luzak, exercised undue influence on Decedent Paul Barringer, to wit: Decedent Paul Barringer was in a weakened mental state and susceptible to influence; Decedent Paul Barringer was subject to Defendant Merrill Light's control; Defendant Merrill Light directed Decedent Paul Barringer to Defendant Merrill Light's attorney for execution of the stock transfer documents, including the stock certificates, and/or for Defendant Merrill Light's attorney to carry out and effect the transfer of the stock to her; Defendant Merrill Light concealed from Plaintiff Hampton Luzak the transfer of CFRC voting control stock; and Defendant Merrill Light was never the primary or sole beneficiary of the ultimate disposition of the 38,272 of CFRC voting stock owned or controlled by Decedent Paul Barringer.

139. Therefore, the alleged 2012 transfer of CFRC voting stock owned by Decedent Paul Barringer to Merrill Light is invalid and of no legal force and effect.

FOR A SIXTH CAUSE OF ACTION
(Action to Set Aside Purported *Inter Vivos* Transfer Due to Mistake)

140. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

141. On information and belief, Decedent Paul Barringer would not have executed the alleged 2012 stock transfer of CFRC voting stock unless he was mistaken about its contents or even that the shares represented voting control because it completely and suddenly changed his dispositive intent as demonstrated by his prior estate plans, for no reason, and would allow the sale of CFRC directed by Defendant Merrill Light, in contravention of his long-held intentions.

142. Therefore, the alleged 2012 transfer of CFRC voting stock by Decedent Paul Barringer is invalid and of no legal force and effect.

FOR A SEVENTH CAUSE OF ACTION
(Action to Set Aside Purported *Inter Vivos* Trust Amendments for Lack of Mental Capacity)

143. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

144. Upon information and belief, at the time of Decedent Paul Barringer's purported execution of the alleged amendments and restatements of the Revocable Trust carried out on or about February 28, 2012, July 20, 2012, and February 5, 2015, Decedent Paul Barringer was mentally incompetent and suffering from Alzheimer's disease and/or other dementia and lacked the requisite mental capacity to make valid amendments to his Revocable Trust.

145. Therefore, the alleged amendments to the Revocable Trust are invalid and of no legal force and effect.

FOR AN EIGHTH CAUSE OF ACTION
(Action to Set Aside Purported *Inter Vivos* Trust Amendments Due to Undue Influence)

146. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

147. On information and belief, Defendant Merrill Light, with the aid and assistance of Defendant Randy Light, exercised undue influence on Decedent Paul Barringer, to wit: Decedent Paul Barringer was in a weakened mental state and susceptible to undue influence from at least 2012 until his death in 2016; Decedent Paul Barringer was subject to Defendant Merrill Light's control; Defendant Merrill Light arranged for Decedent Paul Barringer to execute one or more trust amendments through Defendant Merrill Light's attorney; Defendant Merrill Light concealed from Plaintiff Hampton Luzak all information about any of the purported trust amendments or the substance of any estate planning meetings leading up to the amendments; and upon information and belief Defendant Merrill Light was never the sole or primary beneficiary of CFRC-related assets in any previous valid trusts or will of Decedent Paul Barringer while the alleged trust amendments in 2012 and/or 2015, upon information and belief, purported to extinguish any expectancy of Plaintiff Hampton Luzak as a beneficiary.

148. Therefore, the alleged 2012 and/or 2015 amendments to the Revocable Trust are invalid and of no legal force and effect.

FOR A NINTH CAUSE OF ACTION
(Action to Set Aside Purported *Inter Vivos* Trust Amendments Due to Mistake)

149. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

150. On information and belief, Decedent Paul Barringer would not have executed the alleged 2012 and 2015 amendments to his Revocable Trust unless he was mistaken about the contents of the amendments or even that the amendments were to a trust because the amendments completely and suddenly changed Decedent Paul Barringer's dispositive intent as demonstrated by the terms of his prior valid will and trust, for no reason.

151. Therefore, the alleged 2012 and/or 2015 amendments to the Revocable Trust are invalid and of no legal force and effect.

FOR A TENTH CAUSE OF ACTION
(Action to Set Aside Putative Transfer of Personal Property to *Inter Vivos* Trust and/or Merrill B. Light)

152. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

153. At the time Decedent Paul Barringer purportedly executed documents, either directly or through his putative agent, attempting to deliver Decedent Paul Barringer's voting stock in CFRC to Decedent Paul Barringer's Revocable Trust in May of 2012, he was mentally incompetent and suffering from Alzheimer's disease and/or other dementia and lacked the requisite mental capacity to validly execute and deliver such instruments of transfer; moreover, Decedent Paul Barringer was unduly influenced and/or suffering from mistake.

154. All instruments related to the transfer of the voting shares of CFRC stock in 2012 and/or 2013 to Decedent Paul Barringer's Revocable Trust are therefore invalid and of no legal force and effect.

FOR AN ELEVENTH CAUSE OF ACTION
(Fraud as to Defendant Merrill Light, and Aiding and Abetting the same by Defendant Randy Light)

155. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

156. Defendant Merrill Light, or someone on her behalf and under her control, made false representations to, and withheld material information from, Plaintiff Hampton Luzak and Decedent Paul Barringer such as:

(a) Defendant Merrill Light made false representations to, and withheld material information from, Decedent Paul Barringer about the content and effect of prior board of director materials presented by Kevin Luzak to the CFRC board of directors including Decedent Paul Barringer.

(b) Defendant Merrill Light failed to correct Decedent Paul Barringer shortly before a critical board vote, when he accused Kevin Luzak of throwing a book at her and kicking him out of an earlier board meeting, even though she was present at the prior board meetings and knew Decedent Paul Barringer's accusations were delusional.

(c) The false representations and vital omissions in sub-paragraphs (a) and (b) above were material as they confused Decedent Paul Barringer and induced him to purportedly transfer all of his CFRC voting stock to Defendant Merrill Light in 2012 which completely altered Decedent Paul Barringer's long time estate plans.

(d) Defendant Merrill Light, while engaged in a confidential relationship with Plaintiff Hampton Luzak and Decedent Paul Barringer by way of her serving as a CFRC director with a fiduciary duty to the company, as a purported co-trustee of Decedent Paul Barringer's Revocable Trust, and serving administratively in Paul Barringer's estate plan, failed to inform Plaintiff Hampton Luzak, a shareholder of CFRC and on information and belief a person with an expectancy under her father's estate plan, that she had purportedly acquired the voting stock of Decedent Paul Barringer. This material non-disclosure by Defendant Merrill Light occurred while said Defendant was under a duty to disclose such fact to Plaintiff Hampton Luzak.

(e) With an intent to deceive, Defendant Merrill Light, personally and through persons acting on her behalf and under her control, misrepresented to Plaintiff Hampton

Luzak, as set forth in paragraphs 31 and 78(a) above, her capacity to act on behalf of Decedent Paul Barringer by purposefully hiding from Hampton Luzak that she was purportedly a trustee or co-trustee of Paul Barringer's Revocable Trust. On information and belief, Merrill Light devised the false presentation rolled out at the August 3, 2012 special shareholder meeting in order to camouflage her position as a purported co-trustee of Decedent Paul Barringer's Revocable Trust, which was never disclosed at that meeting, and to hide her ongoing scheme to gain control over her father's voting stock. To aid in the cover up of the false presentations displayed at the August 3, 2012 special shareholders meeting, Defendants Merrill Light and Randy Light created a false set of shareholder minutes for the August 3, 2012 special shareholder meeting that stated Defendant Merrill Light voted as trustee for the Paul Barringer Revocable Trust, when in actuality she never voted as trustee or co-trustee of the Paul Barringer Revocable Trust. Hampton Luzak did not receive these minutes until April, 2015. Defendant Merrill Light also represented to Hampton Luzak, as set forth in paragraph 31 above, that she was getting involved in their father's estate planning and administration in order to give Hampton Luzak the false understanding that she would be protecting their father's long-time estate plan. Merrill Light made these misrepresentations while knowing that Paul Barringer's long-time estate plan was to treat his daughters equally with respect to CFRC stock.

157(a). Defendant Merrill Light, who in 2012 had control and influence over Decedent Paul Barringer, was knowledgeable about the falsity of the representations made to Decedent Paul Barringer regarding the prior board of directors meeting materials or either had a reckless disregard of their truth or falsity. Plaintiff Hampton Luzak is informed and believes that

Defendant Merrill Light intended for Decedent Paul Barringer to act upon Defendant Merrill Light's representations about the content and/or effect of the prior board of director materials of Kevin Luzak by inducing Decedent Paul Barringer to transfer Decedent Paul Barringer's CFRC voting stock to Defendant Merrill Light.

157(b). Defendant Merrill Light, who in 2012 and thereafter had control over information related to Decedent Paul Barringer's estate planning and other affairs, was knowledgeable about the material omissions and falsity of the representations made to Plaintiff Hampton Luzak as set forth above, including but not limited to paragraphs 156(d) and (e). Plaintiff Hampton Luzak is informed and believes that Defendant Merrill Light intended for Hampton Luzak to act upon the false representations and material omissions stated above.

158(a). Plaintiff Hampton Luzak is informed and believes that due to Decedent Paul Barringer's mental incompetency, and/or Decedent Paul Barringer's susceptibility to undue influence due to his weakened mental state, Decedent Paul Barringer was ignorant of the falsity of Defendant Merrill Light's representations. Because of Decedent Paul Barringer's Alzheimer's disease and/or dementia, Decedent Paul Barringer rightfully relied on the substance of Defendant Merrill Light's representations.

158(b). Due to Defendant Merrill Light's secrecy towards Plaintiff Hampton Luzak in handling Decedent Paul Barringer's estate planning and financial affairs, Hampton Luzak was ignorant of the falsity of Defendant Merrill Light's representations and the existence of the material omissions. Because of Merrill Light's untruthfulness, deceptiveness and secrecy unknown to Plaintiff Hampton Luzak at the time, Hampton Luzak rightfully relied on the substance of Defendant Merrill Light's representations.

159. Plaintiff Hampton Luzak and Decedent Paul Barringer were proximately injured by Defendant Merrill Light's representations that prevented Decedent Paul Barringer from exercising his own judgment and free choice to dispose of his property as he desired.

160. Defendant Merrill Light's actions constitute fraud, and all instruments of transfer to Defendant Merrill Light individually and/or as trustee of her own revocable trust are therefore invalid and of no legal force and effect; the alleged 2015 will is therefore invalid and of no legal force and effect; the amendments to Decedent Paul Barringer's Revocable Trust in 2012 and 2015 are therefore invalid and of no legal force and effect; and any transfer caused by Defendant Merrill Light from Decedent Paul Barringer or his estate to Defendant Merrill Light and/or others is therefore invalid and of no legal force and effect. On information and belief, Defendant Merrill Light's fraudulent conduct was carried out with the knowing and material participation, assistance and encouragement of Defendant Randy Light who aided and abetted Defendant Merrill Light's tortious acts. Defendants Merrill Light and Randy Light should be assessed with actual damages, punitive damages, costs and attorney fees.

FOR A TWELFTH CAUSE OF ACTION
(Conversion as to Defendant Merrill Light, and Aiding and Abetting the same by Defendant Randy Light)

161. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

162. Defendant Merrill Light has wrongfully taken property from Decedent Paul Barringer and converted it to her own use, all to the damage of Decedent Paul Barringer and Plaintiff Hampton Luzak, who was an intended beneficiary of that property. On information and belief, Defendant Merrill Light's conversion was carried out with the knowing and material

participation, assistance and encouragement of Defendant Randy Light who aided and abetted Defendant Merrill Light's tortious acts.

163. Plaintiff Hampton Luzak and the Estate are entitled to an award of actual and punitive damages as a result of said conversion by Defendant Merrill Light.

FOR A THIRTEENTH CAUSE OF ACTION
(Quantum Meruit/Unjust Enrichment as to Defendant Merrill Light)

164. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

165. Plaintiff Hampton Luzak will show that Defendant Merrill Light has realized a non-gratuitous benefit by her appropriation of Decedent Paul Barringer's assets and Hampton Luzak's interests and expectancy and that it is inequitable for Defendant Merrill Light to retain such assets without fully paying for their value.

166. By virtue of Defendant Merrill Light's conduct, Defendant Merrill Light has been unjustly enriched to the detriment of Decedent Paul Barringer and Plaintiff Hampton Luzak.

167. As a result of Defendant Merrill Light's unjust enrichment, a constructive trust should be imposed on any and all property interests distributed from Decedent Paul Barringer or his estate to Defendant Merrill Light and/or others, including but not limited to the 38,272 shares of CFRC voting stock.

FOR A FOURTEENTH CAUSE OF ACTION
(Constructive Trust as to Defendant Merrill Light)

168. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

169. A constructive trust should be imposed on Defendant Merrill Light and/or others for all misappropriated property and any benefit therefrom, including but not limited to the

38,272 shares of CFRC voting stock and any dividends or other proceeds received by her and/or others since the date of the purported transfer to Defendant Merrill Light.

FOR A FIFTEENTH CAUSE OF ACTION
(Resulting Trust as to Defendant Merrill Light)

170. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

171. A resulting trust should be imposed on Defendant Merrill Light and/or others for all misappropriated property and any benefit therefrom, including but not limited to the 38,272 shares of CFRC voting stock and any dividends or other proceeds therefrom.

FOR A SIXTEENTH CAUSE OF ACTION
(Breach of Fiduciary Duty, Self-Dealing, Conflict of Interest as to Defendant Merrill Light; and Aiding and Abetting the same by Defendant Randy Light)

172. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

173. On or before July 20, 2012 (the date of the last amendment to Decedent Paul Barringer's Revocable Trust prior to the August 3, 2012 shareholder meeting), Defendant Merrill Light was purportedly a co-trustee of Decedent Paul Barringer's Revocable Trust. Therefore, she owed a fiduciary duty as a co-trustee.

174. On or about May 11, 2012, Decedent Paul Barringer allegedly transferred all of his shares of CFRC stock into his name as trustee of his Revocable Trust. As a result, it became the duty of all trustees who served thereafter to manage the 38,272 shares of CFRC voting stock, held in Decedent Paul Barringer's name as trustee, in the best interest of the Revocable Trust, its settlor and beneficiaries.

175. While ostensibly serving as co-trustee of Decedent Paul Barringer's Revocable Trust, Defendant Merrill Light caused Decedent Paul Barringer to purportedly transfer all of the

trust voting shares in CFRC to Defendant Merrill Light either individually or as trustee of her own revocable trust. Defendant Merrill Light was able to cause Decedent Paul Barringer to make such a transfer because of his lack of mental capacity, Defendant Merrill Light's undue influence asserted upon Decedent Paul Barringer, or through Decedent Paul Barringer's mistake.

176. In doing so, Defendant Merrill Light effected a purported transfer of assets to the detriment of the Revocable Trust and its beneficiaries and to the sole benefit of Defendant Merrill Light.

177. Defendant Merrill Light as a trustee failed to inform all trust beneficiaries of this significant and material transfer of trust assets to herself. She also failed to inform Plaintiff Hampton Luzak of this significant and material transfer of trust assets to herself, after Merrill Light had induced Hampton Luzak to repose special trust and confidence in her to help their father carry out his estate plan, which had always included treating his daughters equally regarding CFRC stock.

178. The actions described in this Complaint constitute a breach of fiduciary duties and confidential relationship that Defendant Merrill Light owed Decedent Paul Barringer and the beneficiaries of his Revocable Trust, which Plaintiff Hampton Luzak is informed and believes include herself. Defendant Merrill Light's actions constitute a breach of fiduciary duty, including but not limited to conflict of interest and self-dealing. On information and belief, Defendant Merrill Light's breach of fiduciary duty and confidential relationship was carried out with the knowing and material participation, assistance and encouragement of Defendant Randy Light who aided and abetted Defendant Merrill Light's tortious acts. Plaintiff Hampton Luzak and the Estate are therefore entitled to compensatory damages (with prejudgment interest) and punitive damages from Defendant Merrill Light for her breach of fiduciary duties, and from

Defendant Randy Light for aiding and abetting the same, in an amount to be determined by the trier of fact.

FOR A SEVENTEENTH CAUSE OF ACTION
(Intentional Interference with Inheritancy and Gifts as to Defendant Merrill Light and Aiding and Abetting the same as to Defendant Randy Light)

179. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

180. Plaintiff Hampton Luzak had an expectancy under the estate plan of Decedent Paul Barringer – i.e., to inherit half of Decedent Paul Barringer's stock in CFRC, including his voting shares, and possibly other assets. On information and belief, Defendant Randy Light intentionally interfered with that expectancy through his tortious conduct that included ousting Kevin Luzak as an officer and employee of CFRC, procuring the belated gift tax return of Decedent Paul Barringer in order to give the ostensible voting stock transfer a false appearance of legitimacy, and knowingly and willingly aiding, abetting, encouraging and/or materially participating in the purported transfer of Decedent Paul Barringer's voting stock to Defendant Merrill Light as trustee of her revocable trust.

181. On information and belief, Defendants Merrill Light and Randy Light knew of Plaintiff Hampton Luzak's expectancy under Decedent Paul Barringer's estate plan. Defendant Merrill Light directed her own attorney to take over the estate planning duties for Decedent Paul Barringer. Defendant Merrill Light also attended estate planning meetings among Decedent Paul Barringer, Defendant Merrill Light's attorney, and Decedent Paul Barringer's insurance agent, Robert Slane. Defendant Merrill Light intentionally interfered with Plaintiff Hampton Luzak's expectancy through her tortious conduct that included using her fiduciary relationship as co-trustee of Decedent Paul Barringer's Revocable Trust that held Decedent Paul Barringer's CFRC

voting stock and withholding critical information about Decedent Paul Barringer's mental health from the board of directors. Defendant Merrill Light also used her position as co-trustee to vote Decedent Paul Barringer's shares to oust Kevin Luzak as a director and replace him with her husband, Randy Light. She also used her close proximity to Decedent Paul Barringer to instruct him to change his votes on ousting Kevin Luzak as a director and to encourage and unduly influence Decedent Paul Barringer to harbor disdain for Kevin Luzak. This poisoning of Decedent Paul Barringer's opinion of Kevin Luzak was part of Defendant Merrill Light's actions to unduly influence Decedent Paul Barringer to transfer the voting shares and control of CFRC away from Plaintiff Hampton Luzak and her husband Kevin Luzak and to tortiously interfere with Plaintiff Hampton Luzak's expectancy.

182. After Kevin Luzak was fired on June 28, 2012, Plaintiff Hampton Luzak, despite her wishes to the contrary, had virtually no contact with Decedent Paul Barringer or her mother. In contrast Defendant Merrill Light was in close proximity to Decedent Paul Barringer and was able to influence him while he was in a vulnerable mental condition.

183. To carry out and cover up her actions and plans to eliminate the Luzaks' management role in the company, Defendant Merrill Light used both her shares and her position as co-trustee of Decedent Paul Barringer's Revocable Trust to appoint her husband Defendant Randy Light and Travis Bryant, whom independent director Hagler referred to as a puppet, as directors.

184. But for Defendant Merrill Light's intentional interference with Plaintiff Hampton Luzak's expected inheritance or trust distributions, and/or gifts, Plaintiff Hampton Luzak would have received at least an equal share of Decedent Paul Barringer's CFRC voting stock, as well as other possible assets of Decedent Paul Barringer's estate. On information and belief, Defendant

Merrill Light's intentional interference was carried out with the knowing and material participation, assistance and encouragement of Defendant Randy Light who aided and abetted Defendant Merrill Light's tortious acts. Consequently, Plaintiff Hampton Luzak has been damaged by Defendants Randy Light and Merrill Light's tortious conduct in that she has been denied her inheritance and gifts from Decedent Paul Barringer's estate plan, to which she was entitled.

185. But for Defendant Merrill Light's tortious interference, aided and abetted by Defendant Randy Light, with the gifts Decedent Paul Barringer planned and designated for Plaintiff Hampton Luzak, Plaintiff Hampton Luzak would have received such gifts from Decedent Paul Barringer upon his death, including half of Decedent Paul Barringer's CFRC voting stock that was transferred to Defendant Merrill Light through Defendant Merrill Light's actions during Decedent Paul Barringer's lifetime. Consequently, Plaintiff Hampton Luzak has been damaged by Defendants Randy Light and Merrill Light's tortious conduct in that she has been denied the gifts Decedent Paul Barringer established for Plaintiff Hampton Luzak, to which she was entitled.

186. As a result of Defendant Merrill Light's intentional interference, aided and abetted by Defendant Randy Light, with Plaintiff Hampton Luzak's inheritance and gifts, Plaintiff Hampton Luzak is entitled to a judgment against Defendants Merrill Light and Randy Light imposing a constructive trust on any and all property interests distributed from Decedent Paul Barringer and/or Decedent Paul Barringer's estate and from Decedent Paul Barringer's non-probate assets such as his Revocable Trust, plus actual damages, punitive damages, and attorney fees.

FOR AN EIGHTEENTH CAUSE OF ACTION
(Attorney Fees and Costs)

187. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

188. Because of the actions of Defendants Merrill Light and Randy Light, Plaintiff Hampton Luzak has been forced to obtain the services of an attorney and others to respond to the actions of Defendants Merrill Light and Randy Light.

189. Consequently, Plaintiff Hampton Luzak is entitled to an order from this Court commanding Defendants Merrill Light and Randy Light to pay for the costs and attorney fees she has incurred, and the Estate of Paul Barringer has incurred, due to the actions of Defendants Merrill Light and Randy Light.

FOR A NINETEENTH CAUSE OF ACTION
(Civil Conspiracy as to Defendants Merrill Light and Randy Light)

190. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

191. Defendants Merrill Light and Randy Light, and upon information and belief Robert Slane and various agents or representatives of CFRC, including but not limited to Travis Bryant, conspired among themselves for the purpose of injuring Plaintiff Hampton Luzak.

192. As a direct and proximate result of the actions and conduct of Defendants Merrill Light and Randy Light as well as their co-conspirators, Plaintiff Hampton Luzak, directly or indirectly, suffered special damages as set forth herein, including, but not limited to, the loss of the expected inheritance and gifts from Decedent Paul Barringer as desired by Decedent Paul Barringer as well as the potential loss of CFRC or parts thereof as a family business. Plaintiff Hampton Luzak would show that as a result of Defendant Merrill Light's control of CFRC,

CFRC has made plans to sell, and has sold, integral portions of the business. Plaintiff Hampton Luzak received a letter to stockholders from Travis Bryant dated July 14, 2016 informing her that CFRC had sold three of its manufacturing facilities in a transaction that closed on June 24, 2016. Selling lumber-related portions of CFRC was antithetical to the wishes and desires of Decedent Paul Barringer and not in the best interests of the Barringer family. Because of the actions of Defendants Merrill Light and Randy Light, with the aid of their co-conspirators, in seizing the controlling CFRC voting stock, Plaintiff Hampton Luzak will be unable to continue participating in the Barringer family business and will be unable to enjoy the lifetime benefits of having one's own business for her family, including her husband and son, to work in.

193. Plaintiff Hampton Luzak is informed and believes she is entitled to recover compensation from Defendants Merrill Light and Randy Light for her actual damages and losses, and she is entitled to recover punitive damages in an amount to be determined by a jury.

WHEREFORE, Plaintiff Hampton Luzak prays that she be granted judgment for the first through nineteenth causes of action, including but not limited to, the following:

A. For an order setting aside the alleged Will dated February 5, 2015 previously admitted to probate;

B. For the Court to set aside the appointment of Merrill U. Barringer as Personal Representative due to the invalidity of the Will, and, pursuant to S.C. Code Ann. § 62-3-414, cause the Personal Representative to refrain from exercising any power of administration except as necessary to preserve the estate;

C. For an order setting aside the alleged amendments to the Revocable Trust purportedly signed by Decedent Paul Barringer on February 28, 2012, July 20, 2012, and February 5, 2015;

D. For an order declaring the transfer of CFRC voting stock on September 11, 2012 to Merrill Light, individually and/or as trustee, invalid and of no legal effect thereby setting aside the transfer of such property to Defendant Merrill Light's trust;

E. For an order declaring the May 11, 2012 transfer to the Paul B. Barringer, II Revocable Trust of CFRC voting stock invalid and of no legal effect;

F. For actual and punitive damages, costs and attorney fees against Defendant Merrill Light for fraud, conversion, breach of fiduciary duty, and intentional interference with Plaintiff Hampton Luzak's inheritance and gifts, and civil conspiracy;

G. For actual and punitive damages, costs and attorney fees against Defendant Randy Light for aiding and abetting Defendant Merrill Light's fraud, conversion, breach of fiduciary duty, intentional interference with Plaintiff Hampton Luzak's inheritance and gifts, and civil conspiracy;

H. For a constructive trust to be imposed on Defendant Merrill Light's shares of CFRC voting stock purportedly transferred to her on September 11, 2012, whether titled in her name individually, as trustee of the Merrill B. Light Revocable Trust or otherwise, and any dividends or proceeds therefrom;

I. For a resulting trust to be imposed on Defendant Merrill Light, individually and/or as trustee of the Merrill B. Light Revocable Trust, and/or others for all shares of CFRC voting stock purportedly transferred by Decedent Paul Barringer to Defendant Merrill Light, individually or as trustee, and any dividends or other proceeds therefrom;

J. For prejudgment interest;

K. For attorney fees and costs; and

L. For such other relief as the Court deems just and proper.

PLAINTIFF DEMANDS TRIAL BY JURY.

Respectfully submitted,

THE GILREATH LAW FIRM, P.A.

By: William M. Hogan

James R. Gilreath (S.C. Bar # 2133)
William M. Hogan (S.C. Bar # 65272)
110 Lavinia Avenue (29601)
P. O. Box 2147
Greenville, South Carolina 29202
Phone: (864) 242-4727
Fax: (864) 232-4395
jim@gilreathlaw.com
bhogan@gilreathlaw.com

and

S. Alan Medlin (S.C. Bar No. 3924)
1713 Phelps Street
Columbia, SC 29205
Telephone: (803) 777-7465
Fax: (803) 777-7465
amedlin@sc.rr.com

and

Charles B. Macloskie (S.C. Bar No. 3514)
MACLOSKIE LAW FIRM
P.O. Box 280
1506 Prince Street
Beaufort, SC 29901
Telephone: (843) 524-0909
Fax: (843) 521-1379
macloskielawfirm@hargray.com

ATTORNEYS FOR PLAINTIFF
HAMPTON B. LUZAK

November 22, 2016
Greenville, South Carolina.

Exhibit 21

Begin forwarded message:

From: "Jolley, John" <JJolley@MCNAIR.NET>
Subject: FW: CFRC - Shareholders Meeting Scheduled for July 16, 2012
Date: July 13, 2012 at 9:50:53 AM EDT
To: "'MHagler@fulcherlaw.com'" <MHagler@fulcherlaw.com>, "'kluzak@archerholdings.com'" <kluzak@archerholdings.com>, "'hamptonluzak@me.com'" <hamptonluzak@me.com>
Cc: "'BHerring@poynerspruill.com'" <BHerring@poynerspruill.com>

Attached please see the email sent to Travis Bryant this morning.

John

EXHIBIT A

July 12, 2012

Coastal Forest Resources Company
P.O. Box 1128
Havana, FL 32333
Attention: Corporate Secretary

We hereby withdraw our June 28, 2012 demand for a special meeting of the shareholders of Coastal Forest Resources Company and will not attend the telephonic meeting of shareholders scheduled for July 16, 2012. As a result, the meeting will not have a quorum and cannot be held. We request that the corporation immediately notify the other shareholders that the July 16, 2012 meeting will not be held.

Sincerely,

Merrill B. Light

Paul B. Barringer, Trustee of the Paul B. Barringer Revocable Trust u/a dated 12/4/98

Cc: Bradley J. Herring

EXHIBIT B

EXHIBIT B

STATE OF SOUTH CAROLINA COUNTY OF BEAUFORT IN THE MATTER OF: Estate of Paul Brandon Barringer, II Hampton B. Luzak, Plaintiff, vs. Merrill B. Light, Merrill U. Barringer, as Personal Representative of the Estate of Paul Brandon Barringer, II, J. Randolph Light, Jr., Merrill B. Light as putative trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998, and Merrill B. Light as Trustee of the Merrill Barringer Light Revocable Trust, Defendants.	IN THE COURT OF COMMON PLEAS FOURTEENTH JUDICIAL CIRCUIT C/A No.: 2016-CP-07-1919 **PLAINTIFF'S RESPONSE TO DEFENDANT MERRILL B. LIGHT'S FIRST SET OF INTERROGATORIES TO HAMPTON LUZAK**

TO: DEFENDANT MERRILL B. LIGHT, MERRILL B. LIGHT AS PUTATIVE TRUSTEE OF THE PAUL B. BARRINGER, II REVOCABLE TRUST DATED DECEMBER 4, 1998, AND MERRILL B. LIGHT AS TRUSTEE OF THE MERRILL BARRINGER LIGHT REVOCABLE TRUST, AND HER/THEIR ATTORNEYS OF RECORD, RICHARD S. ROSEN; LIAM D. DUFFY, AND CHARLES MOLSTER, III:

The Plaintiff, Hampton B. Luzak ("Plaintiff"), by and through her undersigned attorneys, sets forth below information in response to the first set of interrogatories propounded to her by Defendant Merrill B. Light, Merrill B. Light as putative trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998, and Merrill B. Light as Trustee of the Merrill Barringer Light Revocable Trust ("Defendant Merrill Light").

GENERAL OBJECTIONS

The following general objections shall, without separate repetition in each answer, be deemed to be incorporated in each of Plaintiff's responses to the numbered interrogatories and

requests for production of documents.

1. Plaintiff objects to each interrogatory and production request to the extent that it seeks discovery of matters protected from disclosure by the attorney-client privilege, the work product doctrine, or the joint defense privilege

2. In providing these responses and objections to the interrogatories and production requests, Plaintiff does not in any way waive nor intend to waive, but rather intends to preserve and is preserving:

a. All objections as to competency, relevancy, materiality and admissibility of the Interrogatory and/or production request or subject matter thereof;

b. All rights to object to the use of any said answer or the subject matter thereof, in any subsequent proceedings, including the trial of this or any other action; and,

c. All rights to object on any ground to any request for further responses to these or any other interrogatories and/or request for production, or other discovery requests involving or related to the subject matter of the interrogatory and/or request for production.

SPECIFIC OBJECTIONS AND RESPONSES TO INTERROGATORIES

As qualified and limited by the foregoing general objections, incorporated herein by reference, Plaintiff responds and objects specifically to Defendant Merrill Light's first set of interrogatories as follows:

INTERROGATORY 1: Identify the person or persons answering these interrogatories and all persons assisting in the compilation and preparation of the information in your answers.

RESPONSE:

All counsel of record in this case for Plaintiff Hampton Luzak and Plaintiff.

INTERROGATORY 2: Give the names and addresses of persons known to the

parties or counsel to be witnesses concerning the facts of the case and indicate whether or not written or recorded statements have been taken from the witnesses and indicate who has possession of such statements.

RESPONSE:

A. Hampton B. Luzak – P.O. Box 2548, Jackson, WY 83001.

Said witness is expected to testify about the events set forth in her amended complaint, particularly those events in which she has been described as being involved and in which she has information and belief. Two recordings exist of Plaintiff from the dates of June 28, 2012 and August 3, 2012 in the possession of Plaintiff. All the attorneys of record in this case now have audio copies of the recordings. Written transcripts of those recordings are being produced in response to these discovery requests at Bates numbers Hampton Luzak 696-715; 735-744.

B. Kevin Luzak – PO Box 2548, Jackson, WY 83001.

Said witness is expected to testify about the events set forth in the amended complaint in which his name is stated and to events set forth in the amended Complaint involving Plaintiff Hampton Luzak and other members of the Barringer family that he may have also witnessed. Three recordings exist of Plaintiff from approximately June 14, 2012 and from June 28, 2012 and August 3, 2012 in the possession of Plaintiff. All the attorneys of record in this case now have audio copies of the recordings. Written transcripts of those recordings are being produced in response to these discovery requests at Bates numbers Hampton Luzak 644-734.

C. Merrill B. Light – c/o Richard S. Rosen and Liam D. Duffy, Rosen, Rosen & Hagood, LLC, PO Box 893, Charleston, SC 29401

Said witness is expected to testify about the events set forth in the amended complaint in which her name is stated and possibly other events set forth in the amended Complaint involving members of the Barringer family, Coastal Forest Resources Company ("CFRC"), Randy Light and possibly others that she may have also witnessed. Plaintiff has not deposed this witness and does not yet know the substance of her knowledge. Two recordings exist of Merrill Light from June 28, 2012 and August 3, 2012 in the possession of Plaintiff. Her attorneys of record in this case now have audio copies of the recordings. Written transcripts of those recordings are being produced in response to these discovery requests at Bates numbers Hampton Luzak 696-715; 735-744.

D. James Randolph Light, Jr. – c/o Richard S. Rosen and Liam D. Duffy, Rosen, Rosen & Hagood, LLC, PO Box 893, Charleston, SC 29401

Said witness is expected to testify about the events set forth in the amended

complaint in which his name is stated and possibly other events set forth in the amended Complaint involving members of the Barringer family, CFRC and possibly others that he may have also witnessed. Plaintiff has not deposed this witness and does not yet know the substance of his knowledge. No recorded statements have been taken of said witness.

E. Victor C. Barringer – 1965 Old Mill Rd., Charlottesville, VA 22901

Said witness, upon information and belief, has information as to his impressions, memory, and belief relative to his respective involvement with the events surrounding this lawsuit. No written or recorded statements are known to have been taken from this witness.

F. Robert C. Slane – c/o The Wealth Transfer Group, 585 N. Courtenay Pkwy, Ste. 201, Merritt Island, FL 32953

Upon information and belief, said witness was involved with the estate planning of Paul B. Barringer for many years prior to and up until the date of his death and may have information about Paul Barringer's estate planning. No written or recorded statements are known to have been taken from this witness.

G. Trish Yahn – address presently unknown.

Trish Yahn formerly worked in the human resources department of CFRC. Upon information and belief, she may have impressions, memory and belief about the actions and knowledge of defendants Merrill Light and Randy Light in their involvement with CFRC and the events surrounding this lawsuit. No written or recorded statements are known to have been taken from this witness.

H. Bobby L. Davis, CPA, Davis & Company, 140 Antium Way Columbia, South Carolina 29223

Bobby Davis is a certified public accountant who prepared Paul Barringer's belated gift tax returns for the purported transfer of CFRC stock to Merrill Light. He also prepared other tax returns of the Barringers and is believed to have information about Paul Barringer's significant financial transactions and tax returns. No written or recorded statements are known to have been taken from this witness other than his own file memorandum of May 21, 2015 previously produced at Davis 059. No written or recorded statements are known to have been taken from this witness.

I. John M. Jolley, Esquire – c/o McNair Law Firm, P.A., 23-B Shelter Cove Lane, Suite 400, Hilton Head Island, SC 29928.

Upon information and belief, said witness was involved with the estate planning of Paul B. Barringer prior to and up until the date of his death and may have information about Paul Barringer's estate planning. Two recordings exist containing responses of John Jolley from June 28, 2012 and August 3, 2012 in the possession of Plaintiff. All the attorneys of record in this case now have audio copies of the recordings. Written

transcripts of those recordings are being produced in response to these discovery requests at Bates numbers Hampton Luzak 696-715; 735-744.

J. J. Travis Bryant – c/o Coastal Forest Resources Co., 8007 FL-GA Highway, Havana, FL 32333.

It is Plaintiff's understanding that said witness is acting as the chief executive officer of CFRC. Upon information and belief, he may have impressions, memory and belief about Paul Barringer, the actions and knowledge of defendants Merrill Light and Randy Light in their involvement with CFRC and the events surrounding this lawsuit. No written or recorded statements are known to have been taken from this witness.

K. Tom Evans – c/o Coastal Forest Resources Co., 8007 FL-GA Highway, Havana, FL 32333.

It is Plaintiff's understanding that said witness is acting as an executive officer of CFRC and attended board of director meetings, including meeting in 2012 prior to the firing of Kevin Luzak. Upon information and belief, he may have impressions, memory and belief about Paul Barringer, the actions and knowledge of defendants Merrill Light and Randy Light in their involvement with CFRC and the events surrounding this lawsuit. No written or recorded statements are known to have been taken from this witness.

L. C. Bradford Jackson, CPA – c/o Lanigan and Associates, P.C., 314 Gordon Avenue
Thomasville, GA 31792

Said witness, upon information and belief, has information as to his impressions, memory, and belief relative to his respective involvement with the events surrounding this lawsuit. Plaintiff is further informed and believes said witness may have been involved with the Lights and Travis Bryant in a valuation project of CFRC after the Lights took control of CFRC. No written or recorded statements are known to have been taken from this witness.

M. Bradley J. Herring, Esquire – c/o Poyner Spruill, LLP, 130 Franklin St., Rocky Mount, NC 27804

Said witness was the former corporate counsel for CFRC prior to July 9, 2012. Said witness, upon information and belief, has information as to his impressions, memory, and belief relative to his respective involvement with the events surrounding this lawsuit including but not limited to the CFRC corporate affairs involving the board of directors, its executive officers and shareholders, stock issuances and transfers during the period prior to his resignation as corporate counsel. One recording exists of Bradley J. Herring from June 28, 2012 in the possession of Plaintiff. All the attorneys of record in this case now have audio copies of the recordings. Written transcript of the recording is being produced in response to these discovery requests at Bates numbers Hampton Luzak 696-715. No other written or recorded statements are known to have been taken from this witness.

N. Robert E. Scully, Jr., Esquire -- Stites & Harbison PLLC, 1800 Diagonal Road, Suite 325, Alexandria, VA 22314.

Said witness as the ostensible attorney for Paul Barringer, upon information and belief, has information with respect to his involvement with the events surrounding the lawsuit in the Eastern District of Virginia and his being the attorney of record for Paul Barringer. Other than possible transcripts of court proceedings in the Eastern District of Virginia case of Luzak v. Light, case # 1:15-cv-00501-AJT, no written or recorded statements are known to have been taken from this witness.

O. Steve Jones – c/o Oak Hill Advisors, 1114 Avenue of the Americas, 27th Floor, New York, NY 10036.

Said witness was issued a subpoena duces tecum by the defendants Merrill and Randy Light. It is expected the witness may testify about the content and subject matter of the documents he produced in response to the subpoena. No written or recorded statements are known to have been taken from this witness.

P. David Chalom -- 928 E. 10th Street, Brooklyn, NY 11230

Said witness was issued a subpoena duces tecum by the defendants Merrill and Randy Light. It is expected the witness may testify about the content and subject matter of the documents sought in Defendants' subpoena. No written or recorded statements are known to have been taken from this witness.

Q. David King – c/o Princeton Holdings, LLC, The Seagram Building, 375 Park Avenue, Suite 1604, New York, NY 10152.

Said witness was issued a subpoena duces tecum by the defendants Merrill and Randy Light. It is expected the witness may testify about the content and subject matter of the documents sought in Defendants' subpoena. No written or recorded statements are known to have been taken from this witness.

R. Margaret Ann Boisselle -- 215 Promenade Vista Street, Apt. 4051, Charleston, SC 29412.

Said witness was issued a subpoena duces tecum by the defendants Merrill and Randy Light. It is expected the witness may testify about the content and subject matter of the documents she produced in response to the subpoena. No written or recorded statements are known to have been taken from this witness.

S. Pat Harrell – 12 Stuart Cir., Weldon, NC 27890.

Said witness was the former personal assistant for Paul Barringer for many years prior to his death in May 2016. Said witness, upon information and belief, has information

as to her impressions, memory, and belief relative to his respective involvement with the events surrounding this lawsuit. No written or recorded statements are known to have been taken from this witness.

T. Mark Sanford – address presently unknown.

Said witness is expected to testify about the CFRC board of directors meeting on April 25, 2012 at the McNair Law Firm office in Charleston, SC. No written or recorded statements are known to have been taken from this witness.

U. Paul Light – address presently unknown.

Said witness is expected to testify about matters related to the plans of Merrill and Randy Light to sell CFRC assets or operations.

V. Any witnesses identified by any of the defendants in this case.

INTERROGATORY 3: For each person known to the parties or counsel to be a witness concerning the facts of the case, set forth a summary sufficient to inform Defendant Merrill Light and of the important facts known to or observed by such witness, or provide a copy of any written or recorded statements regarding such witness.

RESPONSE:

See the responses to Interrogatory No. 2 above.

INTERROGATORY 4: Identify all photographs, recordings of any kind, plats, sketches, video tapes, audio tapes or other documents or materials the in possession, custody or control of Hampton Luzak that relate to any claim or defense in this case.

RESPONSE:

See documents produced in response to Defendant Merrill Light's Request for Production Bates numbered Hampton Luzak 1-2050.

INTERROGATORY 5: Identify the names, current addresses, and phone numbers

EXHIBIT C

EXHIBIT C

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

STATE OF SOUTH CAROLINA COUNTY OF BEAUFORT	)))	IN THE COURT OF COMMON PLEAS FOURTEENTH JUDICIAL CIRCUIT
In the Matter of: Estate of Paul B. Barringer, II Hampton Barringer Luzak, Plaintiff, v. Merrill U. Barringer, Defendant.	))))))))))))	Case No.: _____ SUMMONS

TO: THE DEFENDANT ABOVE NAMED:

YOU ARE HEREBY SUMMONED and required to answer the Complaint in this action, a copy of which is served upon you herewith, and to serve a copy of your answer to the said Complaint on the subscribers listed on the following signature page at their office located at 110 Lavinia Avenue (zip 29601), Post Office Box 2147, Greenville, South Carolina 29602, within thirty (30) days after the service hereof, exclusive of the day of such service. If you fail to answer the Complaint within the time aforesaid, judgment by default will be rendered against you for the relief demanded in the Complaint.

[Signature and addresses on next page]

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ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

THE GILREATH LAW FIRM, P.A.

By: s/ JAMES R. GILREATH.
James R. Gilreath (S.C. Bar No. 02133)
William M. Hogan (S.C. Bar No. 65272)
110 Lavinia Avenue (zip 29601)
P. O. Box 2147
Greenville, SC 29602
Telephone: (864) 242-4727
Fax: (864) 232-4395
jim@gilreathlaw.com
bhogan@gilreathlaw.com
and

S. Alan Medlin (S.C. Bar No. 3924)
1713 Phelps Street
Columbia, SC 29205
Telephone: (803) 777-7465
Fax: (803) 777-7465
amedlin@sc.rr.com

and

Charles B. Macloskie (S.C. Bar No. 3514)
Macloskie Law Firm
P.O. Box 280
1506 Prince Street
Beaufort, SC 29901
Telephone: (843) 524-0909
Fax: (843) 521-1379
macloskielawfirm@hargray.com

ATTORNEYS FOR PLAINTIFF
HAMPTON BARRINGER LUZAK

Dated: May 28, 2019
Greenville, South Carolina.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	
COUNTY OF BEAUFORT	)	Case No.: _____
Hampton Barringer Luzak,	)	
	)	**COMPLAINT**
Plaintiff,	)	
v.	)	
	)	
Merrill U. Barringer,	)	
	)	**JURY TRIAL DEMANDED**
Defendant.	)	
	)	
	)	
_____	)	

PARTIES AND JURISDICTION

1. The parties and their residences are as follows:

(a) The Plaintiff, Hampton Barringer Luzak ("Hampton Luzak"), is a resident of Jackson, Wyoming and is the daughter of decedent Paul Brandon Barringer, II ("Decedent Paul Barringer").

(b) The Defendant, Merrill U. Barringer ("Mrs. Barringer," or "Merrill U. Barringer" or "Merrill Barringer"), is a citizen and resident of Hilton Head Island, County of Beaufort, in South Carolina, is the widow of Paul Barringer, II, and is named as a defendant in this action in her individual capacity.

2. Paul Brandon Barringer, II died in Beaufort County on May 30, 2016 at the age of 85.

3. On June 9, 2016, Mrs. Barringer applied for an informal probate of Decedent Paul Barringer's alleged will dated February 5, 2015 and for an informal appointment of herself as personal representative of Decedent Paul Barringer's estate. On the same date, Merrill Light and

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attorney John M. Jolley filed Renunciations of Right to Administration and/or Nomination, renouncing their right to serve as personal representative of Decedent Paul Barringer's estate.

4. On June 9, 2016, the Beaufort County Probate Court admitted the alleged will to informal probate and granted Mrs. Barringer's application for informal appointment as personal representative. Decedent Paul Barringer's estate is currently being administered in the Beaufort County Probate Court (the "Estate").

5. Decedent Paul Barringer allegedly signed a document on February 5, 2015 that purports to be an amended and restated trust agreement with Merrill Light named as trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998 (see paragraphs 34, 75 and 96 below).

6. On information and belief, while Decedent Paul Barringer was alive, Merrill Light undertook a scheme to effect a transfer of Decedent Paul Barringer's voting stock in Coastal Forest Resources Company, Inc. ("CFRC") to a revocable trust under her control and for her benefit and of which she is the trustee.

7. This Court has the authority and jurisdiction under S.C. Const. art. V, S.C. Code Ann. §§ 62-1-302, 62-7-201 and 62-7-202: to determine whether Mrs. Barringer has breached her confidential and fiduciary duty not to exercise the testamentary power of appointment given her, and/or intentionally interfered with Plaintiff Hampton Luzak's inheritance and/or expectancy of gift, and/or breached her contract not to revoke her will; (b) to enjoin Mrs. Barringer from exercising her testamentary power of appointment and/or to breach her contract not to revoke her will; and (c) to grant appropriate relief for all the above.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

GENERAL ALLEGATIONS

8. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

9. Decedent Paul Barringer and Mrs. Barringer together had three children, namely Merrill Underwood Barringer n/k/a Merrill B. Light, Victor C. Barringer, and Plaintiff Hampton Luzak formerly known as Anne Hampton Barringer.

10. Decedent Paul Barringer acquired an interest in the predecessor to CFRC from his father, Victor Barringer, in the 1950s. He and his family members have had a controlling interest in CFRC since the 1990s. CFRC is a privately held Virginia corporation, whose headquarters are in Havana, Florida. CFRC is engaged in the manufacturing and distribution of plywood, treated lumber and other related products, as well as the ownership, management and sale of timber and timberlands across the eastern United States. CFRC has been described as one of the country's largest privately-held forest products companies.

11. Plaintiff Hampton Luzak enjoyed a close family relationship with her father and her mother until recent years. Plaintiff Hampton Luzak always maintained great respect for her father including the lifetime of work Decedent Paul Barringer undertook to build his businesses in the timber and lumber industries, including CFRC.

12. Around 1989, Decedent Paul Barringer transferred an equal number of voting shares in Coastal Lumber Company, a predecessor to CFRC, to Plaintiff Hampton Luzak, Merrill Light, and their brother Victor Barringer.

13. Following her marriage to Kevin Luzak in 1992, Plaintiff Hampton Luzak continued a close association with her father and his businesses. Decedent Paul Barringer invited Kevin Luzak to join the board of directors of CFRC's predecessor, Coastal Lumber

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Company, in 1993. In 2004 Kevin Luzak became the president following the restructuring of Coastal Lumber Company, in which Coastal Lumber Company spun off certain assets to a separate entity controlled by Victor Barringer in exchange for Victor Barringer's surrender of the majority of his ownership, including all his voting interest, in the remaining business (the "Restructuring"). The remaining business was recapitalized in 2004 and was henceforth known as Coastal Forest Resources Company. Kevin Luzak eventually became the chief executive officer ("CEO") of CFRC in 2009.

14. Through hard work and wise investing, Decedent Paul Barringer built up a substantial estate anchored by his lumber and timber companies under the CFRC umbrella and its predecessor Coastal Lumber Company. Throughout his years of estate planning, Decedent Paul Barringer always treated his two daughters, Plaintiff and Merrill Light, equally, particularly in respect to CFRC. By consenting to the Restructuring, which occurred at the request of his son Victor Barringer, Decedent Paul Barringer made other asset arrangements for Victor Barringer outside of CFRC. Decedent Paul Barringer's intentions about his ownership plan for CFRC and his overall estate plan were discussed regularly at family gatherings over a number of years. It was Decedent Paul Barringer's long-held intent to keep CFRC in his family with equal control between his daughters.

15. Consistent with his intent to maintain equal voting power between his daughters, on August 21, 1996 Decedent Paul Barringer entered into a Stock Purchase Agreement with Plaintiff Hampton Luzak, Merrill Light and other shareholders in the predecessor company of CFRC. The purpose and effect of the agreement was to place certain restrictions on the transferability of the corporation's stock held by any of the Barringers so as to afford the

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corporation and each of the Barringers an equal right to acquire any stock of the corporation which a shareholder may desire to transfer to any outside person or entity.

16. Based on recurring family meetings, the children of Decedent Paul Barringer continued to recognize their father's central goals of his estate plan which were to keep the ownership of the shares in CFRC equal between Decedent Paul Barringer's daughters and to maintain the proportional ownership as Decedent Paul Barringer had established. Therefore, on September 21, 1998, Decedent Paul Barringer, individually and as co-trustee of his mother's testamentary trust, along with Merrill Light, Plaintiff Hampton Luzak and Victor Barringer, entered into a Barringer Family Voting Agreement under Decedent Paul Barringer's direction (Exhibit 22 – Barringer Family Voting Agreement). The Barringer Family Voting Agreement shows that Plaintiff Hampton Luzak, Merrill Light and their brother Victor Barringer each held an equal number of shares of common stock (59,521 shares) in CFRC's predecessor company Coastal Lumber and that no one else held more shares than any one of them. As noted above, Victor Barringer at his own request later surrendered his voting stock (and a majority of his ownership) in exchange for interests in other entities upon the Restructuring.

17. On December 4, 1998 Decedent Paul Barringer, as settlor, executed the Paul B. Barringer, II Revocable Trust dated December 4, 1998 (hereafter referred to as the "Revocable Trust" including any subsequent amendments thereto) with Decedent Paul Barringer serving as trustee.

18. Consistent with his frequently stated intention to treat his daughters equally in respect to CFRC ownership, on December 22, 1998, Decedent Paul Barringer created the Paul B. Barringer, II Family Trust ("the Family Trust") under agreement dated December 22, 1998, which was an irrevocable trust. Under the terms of the Family Trust as originally created on

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December 22, 1998 and as existed on October 3, 2004, during the lifetime of Decedent Paul Barringer and Mrs. Barringer, the assets of the Family Trust were available to be used for the health, education, support and maintenance of Decedent Paul Barringer's descendants at the trustee's discretion. After the death of Decedent Paul Barringer and Mrs. Barringer, the Family Trust was then to be divided into three separate and equal shares for the benefit of each of Decedent Paul Barringer's children then living and a share for any predeceased child. In connection with the Restructuring, Decedent Paul Barringer placed 2,295,528 non-voting shares of CFRC stock into the Family Trust on October 3, 2004.

19. In keeping with Decedent Paul Barringer's long-term estate planning arrangements of treating his daughters equally in respect to CFRC, on October 3, 2004 CFRC issued to both Merrill Light and Plaintiff Hampton Luzak 6,428,058 shares each of non-voting stock in CFRC as part of the Restructuring. This issuance of equal stock to Plaintiff Hampton Luzak and Merrill Light occurred at the same time Decedent Paul Barringer conveyed the 2,295,528 non-voting shares to the Family Trust.

20. Also on or about October 3, 2004, CFRC, at Decedent Paul Barringer's direction, issued approximately 31% of the voting shares in CFRC to Merrill Light, consisting of 59,521 CFRC shares, and an equal 31%, consisting of 59,521 shares, to Plaintiff Hampton Luzak. Decedent Paul Barringer retained approximately 20% of the CFRC voting stock consisting of 38,272 shares. The family of Stephen H. Conger, who was unrelated and otherwise unaffiliated with the Barringers, owned the remaining 18% of the CFRC voting stock comprising 33,452 shares.

21. On or about September 22, 2006, Decedent Paul Barringer filed a petition in Beaufort County Probate Court to modify the irrevocable Family Trust to provide that the trust

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assets would be divided immediately into equal, separate shares for Decedent Paul Barringer's three children instead of at the death of Decedent Paul Barringer and Mrs. Barringer. This petition for modification to create immediately vested separate and equal shares for Decedent Paul Barringer's children was approved by the probate court and carried out by a First Amendment to Trust dated October 16, 2006. On or about October 31, 2007 the 2,295,528 shares of non-voting stock held in the Family Trust were re-certificated into three separate and equal tranches of 765,176 shares for each of Decedent Paul Barringer's three children. According to the CFRC Nonvoting Stock Register as of May 7, 2012, the three newly-created Family Trust shares were denominated as "Paul B. Barringer, II Irrevocable Family Trust fbo Victor Barringer, II", "Paul B. Barringer, II Irrevocable Family Trust fbo Merrill Barringer Light", and "Paul B. Barringer, II Irrevocable Family Trust fbo Hampton Barringer Luzak." The modified terms of the Family Trust continue to define the operation of the three newly-created shares for each of Decedent Paul Barringer's children.

22. Around November of 2008, Decedent Paul Barringer entered into discussions with minority shareholder Robert C. L. Conger about a possible buyout of the Conger family's minority interest in CFRC. During the buyout discussions and communications, Decedent Paul Barringer, in keeping with his long held plan to treat his two daughters equally, informed Mr. Conger by letter of November 14, 2008 that "I want to make sure that a stock sale is fair to one and all, Barringer girls and Conger boys."

23. In further recognition of the importance Decedent Paul Barringer placed on maintaining the existing proportionate ownership in Decedent Paul Barringer's forest products business, including an equal ownership between Merrill Light and Plaintiff Hampton Luzak, the three siblings – Plaintiff Hampton Luzak and Merrill Light and Victor Barringer – entered into

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an Agreement Regarding Right to Purchase Shares of CFRC on February 1, 2010 ("2010 Shareholders Agreement"). In the Agreement the Barringer children agreed to keep the proportionate ownership of the CFRC stock equal between Plaintiff Hampton Luzak and Merrill Light by providing that CFRC has the right to purchase any shares that are offered for sale by, purchased, or otherwise acquired from, another CFRC shareholder. CFRC was also a party to the 2010 Shareholders Agreement, but Paul Barringer was not a party.

24. By late 2009, Merrill Light's husband, Randy Light, was experiencing significant financial troubles with some of his companies as a result of certain disastrous Texas real estate investments financed by the Stillwater National Bank of Stillwater, Oklahoma ("Stillwater") and Patriot Bank of Houston, Texas. By November 2009, RVL Texas Properties, LLC ("RVL"), owned in part by Randy Light, was in default on its $4 million loan to Patriot Bank on its condominium/marina project in South Texas. Randy Light, who served as RVL's president, surreptitiously acquired RVL's delinquent debt through an undisclosed entity, LIRVP, L.L.C., solely owned by Randy Light, without the knowledge or consent of the other three members of RVL. Randy Light, through LIRVP, L.L.C., then demanded payment of RVL's delinquent debt by threatening RVL and its other members with foreclosure of RVL's real estate and deficiency judgments against his co-members in RVL. On January 4, 2010 RVL was forced into bankruptcy in the Southern District of Texas Bankruptcy Court due to Randy Light's "self-dealing" actions. Randy Light then opposed the bankruptcy, and RVL and its other members filed an adversary proceeding against Randy Light alleging he had effectively led a hostile takeover of RVL to seize its only asset for his own benefit. In the adversary proceeding, RVL and its other members described Randy Light's "self-dealing" actions towards RVL as

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"fraudulent" and "intentional, outrageous and malicious." RVL's South Texas project ultimately failed.

25. By September 2010, The Stretford at the Cascades, LP ("SAC"), another condominium development company controlled by Merrill Light's husband, Randy Light, was going through severe financial problems related to its Texas real estate investments. In an e-mail from Randy Light to Michael Mattson at Stillwater on September 24, 2010, Randy Light stated, "I really am having a difficult time convincing my wife [Merrill Light] to support a letter of credit to back these two notes. . ." Plaintiff Hampton Luzak is informed and believes that at or about this point in time Randy Light and/or his condominium development companies, RVL and SAC, were facing exposure of up to $26 million in debt with Randy Light being a joint-and-several, and later, a sole guarantor of a significant portion thereof.

26. On December 28, 2010, SAC issued a check payable to Patriot Bank of Houston, Texas for $150,561.83 for the benefit of LIRVP, LLC which was a separate entity owned and controlled by Randy Light. On January 28, 2011 SAC issued another check to Patriot Bank for $3,408.00 for the benefit of RVL. The bankruptcy trustee for SAC later characterized these checks by Randy Light's entity, SAC, as fraudulent transfers. In a subsequent successful adversary proceeding against Patriot Bank to avoid the payments, the bankruptcy trustee recovered a significant portion of these fraudulent transfers.

27. As the financial pressure on Randy Light intensified following a lawsuit by homeowners at SAC, Randy Light wrote to Jerry Lanier, a senior credit officer at Stillwater, on March 10, 2011 explaining "you can only imagine the pressure on my side with this latest development and the atmosphere here at home." On April 15, 2011 Randy Light again responded to Jerry Lanier at Stillwater, about the latest debt restructuring proposal, by stating he

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needed his overall exposure to Stillwater to be approximately $11 Million "due to the fact of all the financial burdens I am dealing with."

28. The first clear signs of Decedent Paul Barringer's cognitive problems came to light in early 2011, when Paul Barringer admitted to Kevin Luzak, Plaintiff's husband and the CEO of CFRC at that time, that he needed Kevin Luzak's help understanding numbers related to the business and to various negotiations that were then taking place. Decedent Paul Barringer's memory also began to deteriorate during that period of time and his behavior became erratic.

29. On December 2, 2011, Atlantic Radiology Associates reported in its medical records that Decedent Paul Barringer suffered from, and had a history of, "Dementia, abnormal gait" following an MRI of the brain and intracranial MRA.

30. On December 15, 2011, Decedent Paul Barringer and his wife Merrill Barringer executed durable powers of attorney naming the other as agent and Merrill Light as alternate agent. (See Exhibit 1, P. Barringer D.P.A. dated 12/15/11). The powers of attorney were prepared by attorney John Jolley from the Hilton Head office of the McNair Law Firm. Plaintiff Hampton Luzak is informed and believes this is the first time her parents employed the services of John Jolley. Plaintiff Hampton Luzak is further informed and believes that John Jolley at that point had been serving as the estate planning attorney for Merrill and Randy Light for a number of years, possibly ten to fifteen years. Decedent Paul Barringer had been using another estate planning attorney for many years prior to this, and he was not normally quick to put his trust in counsel that he was not familiar with.

31. In January 2012, while Plaintiff Hampton Luzak was visiting her parents in Hilton Head, she fortuitously met Merrill Light while standing in their parents' driveway. Merrill Light informed Plaintiff Hampton Luzak that Decedent Paul Barringer's insurance agent Robert Slane

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was coming to Hilton Head for estate planning meetings with their parents and that she was getting involved in her father's estate planning. Merrill Light informed Plaintiff Hampton Luzak that she (Merrill Light) would be the agent under Decedent Paul Barringer's power of attorney. Merrill Light's statement about becoming involved in their father's estate planning induced Hampton Luzak to believe Merrill Light would be protecting Decedent Paul Barringer's long-time estate plan which included planned distributions to Hampton Luzak. Hampton Luzak had no idea her sister would tell her she was involved in their father's estate planning while her sister was planning on taking her father's CFRC voting stock intended for Hampton Luzak, since it was well understood that Decedent Paul Barringer had always treated his daughters equally regarding ownership of CFRC stock.

32. On February 18, 2012, members of the Barringer family met to discuss company plans. Included in the meeting were Decedent Paul Barringer and his wife Merrill Barringer, Merrill Light, Plaintiff Hampton Luzak and her husband, Kevin Luzak, who was at that time the CEO of CFRC. The discussion centered on Kevin Luzak's recommendations on future strategy to the shareholders, which were focused on (i) actions that would both increase the cash flow generated by the Company's existing operating businesses; (ii) adding new business lines that would both diversify risk and generate tax and operating expense efficiencies for shareholders; and (iii) financing this diversification through the sale of a small portion of Company timberlands that had been deemed by management as no longer capable of generating acceptable returns to the shareholders. Kevin Luzak and Decedent Paul Barringer had worked together on the acquisition of commercial real estate properties in Alexandria Virginia during 2011 that created a useful example of the type of diversifying activity that Kevin Luzak was recommending that the shareholders consider. The discussion also included Kevin Luzak's

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request that his compensation be evaluated. Recognizing that the owners might prefer not to pursue the strategy that he outlined, or might not be able to come to an agreement about his compensation, Kevin Luzak offered to cede his role as CEO of CFRC. Mrs. Barringer responded to this offer by saying, "You have to stay. You are family." At the meeting, however, Decedent Paul Barringer was having trouble communicating and forming words due to his mental ailments.

33. During this time in early 2012 the mental afflictions of Decedent Paul Barringer continued to worsen. During the CFRC board of director's meeting in February 2012, Decedent Paul Barringer was completely confused and incoherent and had tremendous difficulty speaking.

34. According to the privilege log filed in the name of Paul Barringer in subsequent federal court litigation (as described below starting in paragraph 104(b)), Decedent Paul Barringer's Revocable Trust was purportedly amended for the first time on February 28, 2012. (See Exhibit 2, P. Barringer Privilege Log).

35. Prior to the spring of 2012 Decedent Paul Barringer and Kevin Luzak had enjoyed a close personal and business relationship for the more than 20 years of Kevin's marriage to Hampton Luzak. For at least three years prior to this time, Kevin Luzak had been presenting and discussing with the board of directors and its committees ideas for a new long-term strategic plan for CFRC (which would be subject to board approval), and Decedent Paul Barringer had participated in all the meetings and discussions. Following the February 2012 board of directors presentation, Decedent Paul Barringer, as a result of the worsening of dementia, made completely unfounded accusations to Kevin Luzak that he (Kevin) was trying in effect to steal the company.

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36. Decedent Paul Barringer was seen by Dr. Paul Long on April 3, 2012. Dr. Long stated in his records, "This patient is demented. At least, he has lost a lot of his energy, but we are not 100% sure whether this is Alzheimer's disease."

37. On or about April 25, 2012, the board of directors of CFRC held a regular meeting in Charleston. Present at the meeting were the four board members Kevin Luzak, Merrill Light, Decedent Paul Barringer and Michael Hagler. Mr. Hagler, an attorney in Augusta, GA with Fulcher Hagler, LLP, was the sole independent member of the board of directors with no affiliation with any of the Barringers other than his role as a CFRC board member. Also present were corporate attorney Brad Herring, advisors Mark Sanford and Tom Rockwood, guest advisor Steve Jones, and CFRC officers Tom Evans and Travis Bryant. The meetings were uneventful as the company's operations and financial performance were discussed and an update on the strategic plan was presented. Decedent Paul Barringer, however, again seemed very confused and was having trouble communicating and forming words as he did in the February 2012 meeting.

38. In the several days following the meeting, Decedent Paul Barringer had an extremely negative reaction to the meeting and accused the "four people from New York" of trying to steal the company. He also falsely accused Kevin Luzak of throwing Merrill Light and him out of the meeting and of physically throwing a book at Merrill Light during the meeting.

39. At no time following the April 25, 2012 board meeting did Decedent Paul Barringer contact Kevin Luzak to discuss any of the matters that apparently agitated him, even though Kevin Luzak was CFRC's CEO and a member of the board of directors.

40. The accusations described in paragraph 38 above by Decedent Paul Barringer temporarily ended when he was hospitalized on May 2, 2012 at St. Joseph's Hospital in

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Savannah, Georgia. Decedent Paul Barringer was diagnosed with advanced dementia and complications related to a prior prostate surgery.

41. During Decedent Paul Barringer's stay at St. Joseph's Hospital, his attending physician noted on May 2, 2012 that Decedent Paul Barringer had "progressive confusion" and that he was "a particularly poor historian this evening" after being asked personal background questions. The physician noted Decedent Paul Barringer was "not oriented to place or time. He, when focused, can answer questions for about 30 seconds but then loses focus." The attending physician also noted that Decedent Paul Barringer "does not recall any details about his prostate cancer followup except that he had 'troubles' " and "[h]e does not recall when he had treatment."

42. On May 3, 2012, neurological testing was done at St. Joseph's Hospital on Decedent Paul Barringer. The testing physician stated that Decedent Paul Barringer had "an abnormal EEG" which is a neurological test that measures and records the electrical activity of the brain.

43. On May 4, 2012, Decedent Paul Barringer was discharged home with prescriptions for Aricept and Seroquel "as needed for confusional state". The discharge papers concluded as the primary ailment "confusion, secondary to evolving semantic dementia." The discharge summary further stated one of Decedent Paul Barringer's treating doctors opined that "[t]he patient had evolving semantic dementia and noted that at times Aricept might not be of very much help." The discharge papers further provided that the treating physicians concluded Decedent Paul Barringer had semantic dementia.

44. After Decedent Paul Barringer was discharged on Friday, May 4, 2012 from the hospitalization related to the progression of his previously diagnosed dementia, the CFRC stock register shows that, on the following business day Monday May 7, 2012, Decedent Paul

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Barringer allegedly transferred the 38,272 voting shares certificated in his name on CFRC share certificate number one to himself as trustee of the Paul B. Barringer Irrevocable Trust dated December 4, 1998. (See Exhibit 3, Stock Register CFRC 628). According to the CFRC Stock Register, CFRC cancelled share certificate number one and re-certificated those shares to share certificate number 13 on May 7, 2012. Plaintiff Hampton Luzak has no knowledge that any trust by the exact name of the "Paul B. Barringer Irrevocable Trust U/A Dated December 4, 1998" ever existed.

45. On May 8, 2012, the day following the purported transfer of Decedent Paul Barringer's voting shares to himself as trustee of the Paul B. Barringer Irrevocable Trust dated December 4, 1998, Dr. Paul Long of Hilton Head examined Decedent Paul Barringer. As part of the examination, Dr. Long also talked to three doctors at St. Joseph's Hospital where Decedent Paul Barringer was hospitalized the previous week. Dr. Long noted that Decedent Paul Barringer "is still confused and still has a poor memory." He assessed Decedent Paul Barringer as having dementia. He further noted that Decedent Paul Barringer's medical plans were to seek further treatment at the Medical University of South Carolina and the Cleveland Clinic.

46. During this time period in May of 2012, Decedent Paul Barringer's relationship with Plaintiff Hampton Luzak was on good terms as it had always been. Kevin Luzak, who at the time was on the Board of Directors at the Medical University of South Carolina Foundation ('MUSC"), had helped Barringer obtain medical assistance at MUSC where Decedent Paul Barringer spent a couple of days seeking medical help and observation.

47. During the week of May 7, 2012 after Decedent Paul Barringer had been discharged from St. Joseph's Hospital, Merrill Light asked Plaintiff Hampton Luzak to fly down to Hilton Head from New York City to help Decedent Paul Barringer with his follow-up care and

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medical appointments including making arrangements for medical evaluations with MUSC. Plaintiff Hampton Luzak complied without hesitation. Later that week, after Decedent Paul Barringer's May 8 appointment with Dr. Long, Decedent Paul Barringer was examined and tested by Dr. David Bachman, a highly renowned neurologist and Alzheimer's expert at MUSC. During the several days he was examined at MUSC, Decedent Paul Barringer resided with Plaintiff and her husband at their home in Charleston. While Plaintiff Hampton Luzak and her mother Merrill Barringer were in the room with Decedent Paul Barringer at MUSC, Dr. Bachman informed Decedent Paul Barringer he was suffering from Alzheimer's disease.

48. While Plaintiff Hampton Luzak was helping Decedent Paul Barringer through treatments at MUSC, Merrill Light, unbeknownst to Plaintiff Hampton Luzak, was involved in moving Decedent Paul Barringer's voting stock in CFRC into Decedent Paul Barringer's Revocable Trust for which Merrill Light purportedly became a co-trustee. Plaintiff Hampton Luzak is informed and believes Merrill Light carried out the stock transfers with the assistance of Merrill Light's estate planning attorney John Jolley.

49. On Friday, May 11, 2012, share certificate # 13, issued in the name of Paul B. Barringer, Trustee of the Paul B. Barringer Irrevocable Trust under Agreement dated December 4, 1998 for 38,272 voting shares in CFRC, was purportedly cancelled according to the CFRC Stock Register. Plaintiff Hampton Luzak has requested a copy of share certificate number 13 from CFRC, but the company was unable to produce a copy of the certificate or a lost certificate affidavit. Also, CFRC has not produced the stock power transfer provisions to certificate # 1 typically found on the reverse side of the certificate which would have contained the endorsement over to certificate # 13. In the place of certificate # 13, CFRC issued on May 11,

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2012 a new share certificate #14 in the name of Paul B. Barringer, Trustee of the Paul B. Barringer Revocable Trust under Agreement dated December 4, 1998 for 38,272 voting shares.

50. The 38,272 shares of CFRC voting stock, represented on CFRC share certificate number one, had been held by Decedent Paul Barringer since October 3, 2004. These shares, which comprised approximately 20% of the voting shares of CFRC, effectively represented control of the company since the voting shares held by his two daughters (with each daughter holding approximately 31% of the CFRC voting stock) were not sufficient to control the company without the 38,272 voting shares held by Decedent Paul Barringer. Prior to this time, Decedent Paul Barringer had fastidiously kept ownership of all stock in CFRC equal between his two daughters so that each daughter owned equal shares of voting and non-voting stock. Without the block of voting shares held by Decedent Paul Barringer, neither of his two daughters had voting control of the company.

51. When the purported transfer of Decedent Paul Barringer's voting shares was made on May 11, 2012 to share certificate # 14 in the name of Paul B. Barringer, as Trustee of the Paul B. Barringer Revocable Trust (*i.e.*, the Revocable Trust), the share certificate was signed by Kevin Luzak as the chief executive officer of CFRC. At that time, though, Merrill Light was a co-trustee of the Revocable Trust. However, no mention is made on share certificate # 14 that Merrill Light was a co-trustee of Decedent Paul Barringer's Revocable Trust. The lack of co-trustee designation, on information and belief, was an attempt by Merrill Light to keep from disclosing the purported co-trustee status to Kevin Luzak since he may have to sign certificate # 14.

52. Also on May 11, 2012, Decedent Paul Barringer's Durable Power of Attorney dated December 15, 2011, which was prepared by estate planning attorney John Jolley and

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contained the description "Effective Immediately" on its title page, was recorded at the Beaufort County Register of Deeds office five months after the document was purportedly executed.

53. Decedent Paul Barringer instructed Kevin Luzak to sell CFRC's airplane and purchase a larger plane. Based on Decedent Paul Barringer's instructions, Kevin entered into a contract to sell the company airplane in early June 2012. On or about June 7, 2012, Decedent Paul Barringer contacted Kevin Luzak about using the company airplane to visit some corporate facilities. Kevin Luzak commented to Decedent Paul Barringer to enjoy the airplane ride since it would be the last trip on the company airplane before the sale was closed. Decedent Paul Barringer then exploded at Kevin Luzak and began swearing at him for selling the airplane, as Decedent Paul Barringer did not remember that he instructed Kevin Luzak to sell the airplane. Decedent Paul Barringer then ordered Kevin Luzak to rescind the deal to sell the airplane. Following Kevin Luzak's termination, CFRC did in fact sell the airplane and purchase a larger airplane, consistent with Decedent Paul Barringer's earlier instructions and against his confused demands of June 7, 2012.

54. At this same time, Decedent Paul Barringer was confused about a memorandum that Kevin Luzak prepared regarding the February 18, 2012 family discussion about a possible long-term strategy for CFRC and Kevin Luzak's compensation. Decedent Paul Barringer denied participating in the meeting and denied receiving the memorandum summarizing the discussion that took place during the meeting. At this point in time, Decedent Paul Barringer could not remember very recent and significant discussions and was unable to manage a mental timeline or distinguish between imagined and actual events.

55. Around the week of June 4, 2012, Kevin Luzak talked with Merrill Light regarding Decedent Paul Barringer's mental problems, and she stated she was aware of her

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father's mental problems, including his resumption of aggressive behavior. She stated that the previous evening Decedent Paul Barringer was irate with the advisors from New York whom he referred to with extremely derogatory language, which had been uncharacteristic of him.

56. Around this same time, Kevin Luzak also talked with Decedent Paul Barringer's wife, Defendant Merrill Barringer, who said that Decedent Paul Barringer was very upset at Kevin Luzak. She stated that Decedent Paul Barringer believed Kevin was trying to sell 65% of the timberland and move the timberland management team to New York and that the people in New York would own 80% of the investments in the company. None of these descriptions of Kevin Luzak's proposed long-term plans for CFRC were true or ever contemplated. Mrs. Barringer also stated that Decedent Paul Barringer was upset about supposedly being excluded from the last board meeting in April 2012 which was completely untrue. In fact, Decedent Paul Barringer presided over the meeting without incident, though he had trouble communicating and forming words at that time.

57. By late May to early June of 2012, the financial health of Randy Light's companies had deteriorated drastically. Merrill Light told Plaintiff Hampton Luzak and Kevin Luzak in multiple conversations by phone and in person that Randy Light was going bankrupt, that he was going to lose everything, and that he would have nothing to leave the children.

58. Following the events described in paragraphs 24-27 above, Randy Light, by June 5, 2012, was forced to put another one of his condominium development companies, SAC, into bankruptcy. As referenced in paragraphs 24-27 above, Plaintiff Hampton Luzak is informed and believes the bankrupt entities of Randy Light had incurred up to $26 million of debt. The bankruptcy proceedings regarding the debts owed by Randy Light and/or his companies continued into 2015.

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59. On June 11, 2012, Decedent Paul Barringer sent Kevin Luzak a package with PowerPoint presentation documents that Decedent Paul Barringer said someone sent to him "just recently." Decedent Paul Barringer claimed that the PowerPoint slides "appeared to be someone's calculation on how CFRC could be purchased with various ways to obtain our timberland and other assets which could be marketed to outside parties." Decedent Paul Barringer's description of the business plan contained in the PowerPoint documents was incorrect. Further, Decedent Paul Barringer had already seen all of these materials. They were the materials presented at the March 15 and 16, 2011 board meetings and monthly management presentations during that period that Decedent Paul Barringer attended. Because of his dementia in June of 2012, Decedent Paul Barringer was unable to remember in June 2012 seeing the PowerPoint documents in March 2011 and was under the false impression the March 2011 board presentation documents had been prepared and distributed behind his back as suggested by his statement, "I have just recently received possession" of them. When Kevin Luzak explained the origin of the materials to him, Decedent Paul Barringer then acknowledged being at the board and management meetings and having seen the materials, then later questioned whether he was there, and then denied having ever seen the material. He subsequently reversed himself and said he may have seen them, which was symptomatic of his confusion. Decedent Paul Barringer then told Kevin Luzak that he would help Kevin Luzak find a job if Kevin Luzak could not run the company the way he wanted it run.

60. Merrill Light later admitted to Plaintiff Hampton Luzak that she had given Decedent Paul Barringer the PowerPoint presentations from the March 2012 board meetings and earlier management meetings which confused and upset Decedent Paul Barringer given his mental infirmities at that time.

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61. In mid-June 2012 Merrill Light told Plaintiff Hampton Luzak that she (Merrill Light) wanted to sell CFRC. Plaintiff Hampton Luzak responded that she did not want to sell the company, because that would be contrary to her father's intent. Merrill Light raised the idea to Plaintiff Hampton Luzak of selling the whole company at least a half-dozen times in the first half of 2012. Each time Plaintiff Hampton Luzak responded that she did not want to sell CFRC. Merrill Light would broach the subject of selling CFRC only when Decedent Paul Barringer was not present because she knew it was contrary to her father's wishes.

62. On June 20, 2012, Kevin Luzak emailed Decedent Paul Barringer that he would like to have an outside independent person come in and perform a complete evaluation of Kevin Luzak's conduct, decisions and actions that Decedent Paul Barringer recently complained about. Kevin Luzak concluded the letter stating that, "If I have done anything wrong, I want to know about it more than anybody." That same day Decedent Paul Barringer responded with an angry email to Kevin Luzak, copied only to Merrill Light, stating that he did not want some outside lawyer coming in and making decisions regarding his company. He also accused Kevin Luzak of "trying to depose me for almost a year from my company." Decedent Paul Barringer's idea that Kevin Luzak was trying to depose him was another delusion of Decedent Paul Barringer. He further claimed: "We understand that your actions were trying to drive me away from [CFRC]…", obviously revealing that Merrill Light was helping him form this misbelief. (emphasis added). In the same email, Decedent Paul Barringer claimed that, "I have double the company voting stock of any person, or groups, do you think I'm dumb?" Decedent Paul Barringer, in fact, had less voting stock than either Plaintiff Hampton Luzak or Merrill Light. In a conversation that day, Decedent Paul Barringer informed Kevin Luzak that he wanted to have him removed as CEO.

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63. On June 28, 2012, a special meeting of the board of directors of CFRC was called. The meeting was held by telephone conference in which all four directors participated – Kevin Luzak, Michael Hagler, Merrill Light and Decedent Paul Barringer. Also on the conference call was Bradley Herring, the company's legal counsel along with his law partner Samuel Johnson. Mrs. Barringer testified in a deposition that, before the June 28, 2012 board meeting, she and Decedent Paul Barringer discussed the decision to fire Kevin Luzak and they agreed he should be fired. Moreover, she testified that she attended the June 28, 2012 board meeting "to correct him in any manner" and "to hear how he was doing" in the meeting and "maybe to indicate to him something he should say that he may have forgotten."

64. During the June 28, 2012 board meeting, Decedent Paul Barringer made a number of delusional accusations against Kevin Luzak which were supported by Merrill Light who joined in with, and coached, Decedent Paul Barringer in his motion to have Kevin Luzak removed as president and CEO of the company. Decedent Paul Barringer also moved that Kevin Luzak be removed from all other offices with CFRC immediately and that Decedent Paul Barringer should be appointed as president and CEO. The corporate minutes state that Decedent Paul Barringer wanted Kevin Luzak removed because he (falsely) claimed he and Merrill Light had been thrown out of a recent meeting of the board of directors held in Charleston on April 24 and 25, 2012. (See Exhibit 4, 6/28/12 board minutes). He also claimed that he had found PowerPoint slides of various plans which he contended had been withheld from him by Kevin Luzak. Decedent Paul Barringer also claimed that Kevin Luzak had requested a million dollar check from him and stated that Kevin Luzak was the greediest person he knew and should be dismissed due to his alleged greed. Kevin Luzak responded that Decedent Paul Barringer and Merrill Light had not been thrown out of the preceding board meeting and that Kevin Luzak had

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never requested a million dollar check from Decedent Paul Barringer. Because of the outlandish and completely unfounded allegations Decedent Paul Barringer was making, Kevin Luzak made a motion that the company retain an independent person to investigate the allegations and to report these findings to the board. Michael Hagler, a respected attorney who was the independent and non-affiliated member of the board, voted for an independent investigator as did Kevin Luzak. However, Merrill Light and Decedent Paul Barringer, with coaching from Merrill Light, voted against it so the motion failed. Mrs. Barringer, who attended the meeting to "correct him in any manner," "to hear how he was doing" and "maybe to indicate to him something he should say that he may have forgotten," was present with Decedent Paul Barringer at the time Paul Barringer was instructed to change his vote.

65. After voting down the motion for an independent investigation, the board of directors at the same June 28, 2012 meeting voted on Decedent Paul Barringer's motion to remove Kevin Luzak from all positions with CFRC. Merrill Light supported and seconded Decedent Paul Barringer's attacks and motions against Kevin Luzak. Mr. Hagler indicated he needed more information about the accusations Decedent Paul Barringer leveled against Kevin Luzak and voted against firing Kevin Luzak. Merrill Light and Decedent Paul Barringer, with coaching from Merrill Light , voted in favor of the motion to remove Kevin Luzak. Mrs. Barringer was present and involved in the meeting. The company counsel stated that Kevin Luzak had a conflict of interest in the vote since he was the subject of the motions and therefore could not vote as a member of the board of directors. As a result, Decedent Paul Barringer and Merrill Light's votes to remove Kevin Luzak outnumbered Mr. Hagler's opposition. The corporate minutes thus stated that Kevin Luzak was terminated from all company positions, though Kevin Luzak disputed the legitimacy of the vote.

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66. As part of the June 28, 2012 special board meeting, the board next took up the motion of Decedent Paul Barringer that he be appointed CEO and president of CFRC. Merrill Light seconded the motion. Decedent Paul Barringer and Merrill Light then voted in favor of hiring Decedent Paul Barringer as CEO and president. Kevin Luzak and Michael Hagler voted against the motion; therefore, the motion failed.

67. During the votes in the June 28, 2012 special board meeting, Decedent Paul Barringer was confused about which way he should vote. Merrill Light, knowing her father was suffering from Alzheimer's disease, coached Decedent Paul Barringer as to how she wanted him to vote. Initially he voted to retain Kevin Luzak but then changed his vote upon receiving coaching from Merrill Light. In the end Decedent Paul Barringer and Merrill Light voted to oust Kevin Luzak. As soon as the third vote was taken, that being on a motion to appoint Paul Barringer as president and CEO which was not approved, Mrs. Barringer quickly interjected that the meeting should be adjourned before any extended discussion could occur about Paul Barringer's health and other related issues. Mrs. Barringer's initial request for an adjournment was not approved by the board. Some discussions then occurred among the board members about the problems with Paul Barringer's mental health and his having been coached during the votes taken during the meeting. After about ten minutes of discussion, Mrs. Barringer again instructed Paul Barringer and Merrill Light to adjourn the meeting and told everyone at the meeting that the meeting was adjourned.

68. Despite knowing the facts that Decedent Paul Barringer (a) had been diagnosed with dementia as early as December 2011; (b) had been hospitalized for three days in May 2012 for dementia; (c) had been diagnosed with, and undergone examination and treatment at MUSC, for Alzheimer's; and (d) had to be coached on how to cast a vote at a board meeting, Merrill

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Light was willing to put her father, to his own detriment, back into the CEO position – a position he clearly was no longer capable of handling.

69. After the June 28th meeting adjourned, Michael Hagler, the sole independent member of the board of directors of CFRC, immediately wrote corporate counsel Bradley Herring that he was "concerned about Paul's mental state. If Paul is voting and acting based on facts that exist in his mind but nowhere else, is his vote valid? Can the directors and the company act when a fellow director appears to be confused? On more than one occasion during the meeting Paul actually cast his vote in the opposite way he meant to cast the vote until he was corrected and coached by whoever was in the room with him." (See Exhibit 5, Hagler letter 6/28/12). Merrill Light and Mrs. Barringer were present and involved in the meeting. Mr. Hagler disagreed that the vote to remove Kevin Luzak was legitimate.

70. On the following day, Bradley Herring responded to Michael Hagler's June 28, 2012 letter by stating that Mr. Hagler's "concern related to [Decedent Paul Barringer's] mental state and confusion is something that needs to be ultimately considered by the courts." (See Exhibit 6, Herring letter 6/29/12).

71. On July 1, 2012, Michael Hagler emailed Merrill Light, Kevin Luzak, and then-corporate counsel Brad Herring his objection to the CFRC board vote removing Kevin Luzak from his officer positions. The letter was principally addressed to Merrill Light. Michael Hagler characterized Decedent Paul Barringer's actions at the June 28, 2012 meeting as totally inconsistent with the Paul Barringer he had previously known. Mr. Hagler stated that the person who attended the April 2012 board meeting and the June 28, 2012 board meeting "was not Paul. He is in Paul's body, but he seems to be ill and not thinking or acting rationally." Mr. Hagler implored Merrill Light to not follow her father blindly down the destructive path he was going.

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He also implored her to conduct an investigation of Decedent Paul Barringer's accusations and his current status stating he could not understand why that should not be done. He then asked: "Do you know something about the situation that has not been discussed or disclosed to me? Is there something I do not understand?" Mr. Hagler reiterated: "From my observations, your father does not seem to be acting rationally." Mr. Hagler concluded by stating: "Merrill, I urge you to reconsider what is best for your father, your family and the company." (See Exhibit 7, Hagler e-mail 7/1/12).

72. On July 6, 2012, Plaintiff Hampton Luzak wrote the CFRC board of directors about her father's condition and informing them that he had been diagnosed with Alzheimer's disease and that she along with Mrs. Barringer and Merrill Light had been aware of his condition for months. She informed the board that her husband, Kevin Luzak, was fired on the basis of a combination of hallucinations, deep confusion and ridiculous and unfounded challenges to Kevin Luzak's character which Merrill Light blocked from being investigated, as Merrill Light knew they were unfounded and delusional. Plaintiff Hampton Luzak pointed out the various events Decedent Paul Barringer accused Kevin Luzak of being involved in which never occurred. She also reminded the board that, despite Decedent Paul Barringer's accusations, Kevin Luzak had never thrown a book at Merrill Light at any time or especially in a board meeting in which all board members along with advisors attended. She informed the board of the truthful situation that Decedent Paul Barringer unfortunately was suffering from confusion, severely deteriorated short-term memory and delusions. She pleaded with the board to take the situation into consideration instead of rubber stamping any harmful and damaging plans Decedent Paul Barringer in his infirm state may be proposing. (See Exhibit 8, H. Luzak letter 7/6/12).

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73. On July 6, 2012, Kevin Luzak wrote to Bradley Herring that Mr. Herring personally witnessed the meetings where Decedent Paul Barringer later accused Kevin Luzak of supposedly throwing a book at Merrill Light and allegedly kicking Decedent Paul Barringer out of the meeting. Mr. Herring thus knew Decedent Paul Barringer's accusations were delusional but allowed Decedent Paul Barringer, with Merrill Light's support and coaching, to proceed. (See Exhibit 9, K. Luzak letter 7/6/12). On July 9, 2012, Bradley Herring resigned as CFRC corporate counsel and also as assistant secretary of the company following his inability to properly handle the June 28, 2012 board meeting in which Merrill Light and Decedent Paul Barringer fired Kevin Luzak. (See Exhibit 10, Herring letter 7/9/12). According to an e-mail of Travis Bryant to Plaintiff Hampton Luzak dated November 9, 2012, Merrill Light's personal attorney "John Jolley has acted as corporate counsel since Brad Herring resigned."

74(a). On July 12, 2012, independent board member Michael Hagler wrote Decedent Paul Barringer, Merrill Light and Kevin Luzak about the ostensible firing of Kevin Luzak at the prior board meeting. Mr. Hagler opined that Kevin Luzak should not have been removed from the board. Michael Hagler emphasized he was against appointing Paul Barringer as a replacement for Kevin Luzak as CEO "without investigating [Paul Barringer's] current mental state." Mr. Hagler further stated that he had "personally observed behavior in at least two board meetings and in my call with Paul [Barringer] two weeks ago which suggests that there are issues with his mental capacity." He also stated: "If [Plaintiff Hampton Luzak's] statements [in her July 6, 2012 letter] are correct, the board not only has inadequate information, but apparently individual board members may be withholding information from the board." This would include, and pertain particularly to, Merrill Light. Mr. Hagler concluded the letter by stating the

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board had no attorney and needed to hire Virginia counsel promptly. (See Exhibit 11, Hagler letter 7/12/12).

74(b). Merrill Light executed a notice dated July 12, 2012 withdrawing her demand of June 28, 2012 for a special meeting of the shareholders of CFRC. The above notice was signed by Merrill Light in her individual capacity. It made no mention of her being a co-trustee of the Paul Barringer Revocable Trust. The above notice was also purportedly signed by Decedent Paul Barringer as "Trustee of the Paul B. Barringer Revocable Trust u/a dated 12/4/98." No mention was made of Paul Barringer being a co-trustee of his Revocable Trust. Plaintiff Hampton Luzak received the notice by e-mail from John Jolley on July 13, 2012. (See Exhibit 21, M. Light notice 7/12/12 and Jolley e-mail 7/13/12).

75. While Decedent Paul Barringer was in a state of confusion and exhibiting irrational and erratic behavior, Decedent Paul Barringer, as grantor and as co-trustee with Merrill Light, purportedly executed a second amendment and restatement of his Revocable Trust on or about July 20, 2012. (See Exhibit 2, supra). No one, including Merrill Light as purported co-trustee, informed Plaintiff Hampton Luzak of this change.

76. On August 3, 2012 prior to the shareholder and board of director meetings that day, Michael Hagler emailed Merrill Light, Decedent Paul Barringer and attorney John Jolley and others about the resolutions proposed for those meetings. Mr. Hagler reiterated that in his opinion, "Paul Barringer is ill, and his judgment is impaired. I personally experienced this at the last regular director's meeting held in Charleston. I heard it in the telephonic meeting held in June. I believe Merrill and her husband, Randy, are exercising poor judgment." He also pointed out that he was concerned with the appointment of Travis Bryant to higher management

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positions given that he was "a puppet". He also asked the board members and attorney John Jolley, "Who is serving as corporate counsel?" (See Exhibit 12, Hagler e-mail 8/3/12).

77. Merrill Light did not respond to any of the three letters Michael Hagler wrote to Merrill Light on July 1, July 12 and August 3, 2012 about highly important matters facing CFRC, such as the need for an independent investigation into Decedent Paul Barringer's accusations about Kevin Luzak's performance as CEO and Decedent Paul Barringer's incompetence. Decedent Paul Barringer also did not respond to the letter Mr. Hagler sent him on July 12, 2012.

78(a). On August 3, 2012, a special shareholder meeting of CFRC was held. At the meeting Merrill Light voted her shares in her individual capacity, except for three shares for which she gave a proxy for attorneys John Jolley, R. Mason Bayler, Jr., and John Owen Gwathmey. Merrill Light also voted the shares of the Paul B. Barringer Revocable Trust. At the meeting Merrill Light, personally or through someone acting on her behalf and under her control, represented that she was acting on behalf of Decedent Paul Barringer; however, Merrill Light never disclosed she was a trustee or co-trustee of the Paul Barringer Revocable Trust. The Shareholder Minutes were not produced to Plaintiff Hampton Luzak until April 14, 2015 pursuant to Hampton Luzak's statutorily-authorized shareholder records inspection requests to CFRC as described in paragraphs 99, 101, 102 and 104(a) below. Prior to the April 14, 2015 production of the August 3, 2012 Shareholder Minutes, it was never disclosed to Hampton Luzak that Merrill Light was acting as a purported trustee or co-trustee of Paul Barringer's Revocable Trust. Upon information and belief, Merrill Light and Randy Light and their unnamed co-conspirators concocted a false presentation for this special shareholder meeting to deceive

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Hampton Luzak and to hide from her that Merrill Light was implementing a scheme to gain control over her father's voting stock in CFRC.

78(b). Because Merrill Light's combined votes comprised a majority of the voting stock, Merrill Light's motions to remove Kevin Luzak from the board of directors was approved, despite Plaintiff Hampton Luzak's opposition votes. At the same meeting, Merrill Light moved to have her husband, Randy Light, appointed to the board to replace Kevin Luzak. Given that Randy Light used the same e-mail address as Merrill Light, Plaintiff Hampton Luzak is informed and believes that Merrill Light moved to have her husband Randy Light seated on the board while knowing that Randy Light and/or his companies were straddled with crushing levels of debt and failed business properties. Again Merrill Light voted the two blocks of stock constituting a majority of the shares ostensibly within her control which resulted in Randy Light's appointment to the board. In effect, Merrill Light, outwardly in front of Plaintiff Hampton Luzak, acted as a purported agent under a power of attorney from Decedent Paul Barringer, while secretively using her purported position as co-trustee of Paul Barringer's Revocable Trust, to remove Kevin Luzak from the board and install her husband in Kevin Luzak's place, with Randy Light's participation.

79. Prior to this time, Decedent Paul Barringer for over 20 years had refused to let Randy Light join the CFRC board. In fact Decedent Paul Barringer had told Plaintiff Hampton Luzak that he "had no respect for Randy as a business man" because of his lack of success and professionalism in his attempted business ventures. It had been Kevin Luzak who had persuaded Decedent Paul Barringer to grant a visitor/guest seat in the board meetings to Randy Light despite Decedent Paul Barringer's desires for Randy Light to be excluded.

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80. Since Merrill Light was ostensibly functioning as a trustee of Decedent Paul Barringer's Revocable Trust during the August 3, 2012 shareholder meeting, Merrill Light owed a fiduciary duty on and before that date.

81. Also on August 3, 2012, a board of director's meeting was held following the shareholder meeting. At the meeting John Jolley, the long-time estate planning attorney for Merrill and Randy Light, along with two other attorneys appeared at the board meeting "as counsel for Mrs. Light" according to the minutes of the board meeting. No mention was made in the board minutes of any attorney being retained as corporate counsel for CFRC to replace Bradley Herring. Merrill Light and her husband Randy Light made motions to remove Kevin Luzak from all positions with CFRC and its subsidiaries and to elect Travis Bryant as the new President and CEO. On his first day on the board, Randy Light expressed his disagreement with Kevin Luzak's strategic plans for CFRC and expressed his opinion "that it is in the best interest of the Company and its shareholders to have a non-family member take over the chief executive officer position…" Mr. Hagler disagreed with the points and motions raised by Merrill Light and her husband Randy Light, and voted against them. Decedent Paul Barringer was not at this important meeting. The Lights' motions therefore passed two to one.

82. After the board refused to hire an independent investigator regarding the accusations against Kevin Luzak as requested by board member Michael Hagler, Mr. Hagler resigned on August 23, 2012 because of the destructive course being taken by CFRC and its board. As Mr. Hagler termed it in his letter of July 12, 2012, he foresaw "the danger of CFRC being damaged – and ensuing claims, litigation, etc." from Merrill Light's refusal to allow a full and open investigation into the spurious allegations against Kevin Luzak. (See Exhibits 11, supra, and 14, Hagler letter 8/23/12).

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83. A subsequent board meeting was held on August 29, 2012 in which attorney John Jolley attended as the purported new corporate counsel for CFRC. At this meeting, Mr. Jolley, the purported newly retained corporate counsel, was appointed as assistant secretary of CFRC. The board also accepted the resignation of Michael Hagler. The board at this time was ostensibly composed of Merrill Light, her husband Randy Light, and Decedent Paul Barringer. The board then voted to fill the board vacancy from Mr. Hagler's resignation with Travis Bryant. In addition, the board approved a special dividend distribution to the CFRC shareholders among other financial matters.

84. Prior to September 11, 2012, Decedent Paul Barringer controlled 20% of the CFRC voting shares and Plaintiff Hampton Luzak and Merrill Light each owned 31% of the CFRC voting shares through equal gifts from Decedent Paul Barringer. On September 11, 2012 essentially all of Decedent Paul Barringer's voting shares were purportedly transferred from Decedent Paul Barringer's Revocable Trust to Merrill Light as trustee of her own revocable trust. (See Exhibit 3, supra). This purported transfer of 20% of the voting stock of CFRC gave Merrill Light voting control of the company through ownership of 51% of the voting stock. Merrill Light and Randy Light concealed from Plaintiff Hampton Luzak for two and a half years the transfer of voting control of CFRC effected through the purported transfer of 38,271 shares of voting stock of CFRC from Decedent Paul Barringer's Revocable Trust to Merrill Light as trustee of the Merrill Barringer Light Revocable Trust. (see paragraphs 101 and 102 below). Merrill Light has asserted in corporate litigation in the Federal District Court for the Eastern District of Virginia that she paid no consideration for the voting shares and that she received them gratuitously.

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85. Decedent Paul Barringer's purported transfer of his CFRC voting stock was carried out through his purportedly signing a Stock Power form as co-trustee of his Revocable Trust. The Stock Power was witnessed by Mrs. Barringer and Sharon Potts. Also Decedent Paul Barringer and Merrill Light both signed an Assignment of Shares dated September 11, 2012 acknowledging assignment of the 38,271 shares of CFRC voting stock to Merrill Light as trustee of her revocable trust. The Stock Power and Assignment of Shares are attached hereto as Exhibits 15 and 16 and are incorporated herein. In the Stock Power, attorney John M. Jolley was appointed as Decedent Paul Barringer's attorney-in-fact to transfer the shares on the books of the corporation. Mr. Jolley, who was purported corporate counsel and assistant Secretary at that time, never informed Plaintiff Hampton Luzak of the stock transfer that effected the change in control of CFRC. Even though Hampton Luzak was aware of her father's dementia and Merrill Light's manipulation of Decedent Paul Barringer at board meetings and other company activities, she did not envision that Merrill Light was stealing their father's CFRC voting stock (half of which was intended for Hampton Luzak) through her undue influence and Decedent Paul Barringer's lack of mental capacity.

86. As a result of the August 2012 board changes, the CFRC board, at the time of the September 11, 2012 Assignment of Shares, was then composed of: (1) Merrill Light; (2) Merrill Light's husband, Randy Light, who was strapped with massive debts, bankruptcy filings of entities he owned and controlled, and whose entities had committed what the bankruptcy trustee characterized as fraudulent transfers; (3) Decedent Paul Barringer, who was suffering from Alzheimer's disease, delusions, and acting irrationally; and (4) Travis Bryant whom independent board member Mr. Hagler described as "a puppet". None of these board members ever informed Plaintiff Hampton Luzak of the purported subsequent transfer of the 38,271 voting shares by

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Paul Barringer. Merrill Light and Randy Light were well-embedded in the management of CFRC. In addition, Merrill and Randy Light's estate planning attorney had become CFRC's purported corporate counsel, its assistant secretary, and Decedent Paul Barringer's estate planning attorney. Their positioning allowed Merrill and Randy Light to conceal from Plaintiff Hampton Luzak the unlawful and improper transfer of their father's controlling voting shares.

87. The notable events set forth above leading up to the purported transfer of Decedent Paul Barringer's controlling shares in CFRC to, and at the instigation of, Merrill Light can be summarized in the following selective, though not exclusive, list of events:

- On December 2, 2011 Decedent Paul Barringer's MRI report disclosed a history of dementia;
- By December 15, 2011 Merrill Light's attorney John Jolley had begun performing legal work for Decedent Paul Barringer at Merrill Light's direction;
- In January 2012 Merrill Light informed Plaintiff Hampton Luzak she was getting involved in their parents' estate planning;
- At the April 25, 2012 board meeting, Decedent Paul Barringer was completely confused, incoherent and had trouble forming words;
- From May 2 – 4, 2012 Decedent Paul Barringer was hospitalized due to complications from dementia;
- On May 7, 2012 Decedent Paul Barringer purportedly transferred all his voting stock in CFRC to the "Paul B. Barringer, II Irrevocable Trust dated December 4, 1998";
- On or about May 10, 2012 Dr. Bachman informed Decedent Paul Barringer, Plaintiff Hampton Luzak and Mrs. Barringer that Decedent Paul Barringer had Alzheimer's disease;
- On May 11, 2012 Decedent Paul Barringer ostensibly transferred all his voting stock in CFRC to the Paul B. Barringer, II Revocable Trust dated December 4, 1998;
- On June 5, 2012 Randy Light's companies filed bankruptcy;
- Throughout June 2012, Decedent Paul Barringer continues to exhibit incoherent, delusional, erratic and irrational behavior;

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- On June 28, 2012 Decedent Paul Barringer moved to remove Kevin Luzak as CEO based on accusations Merrill Light knew to be false yet she supported and seconded the attacks. Mrs. Barringer also attended the board meeting to correct Decedent Paul Barringer during the meeting and to monitor how he was doing and "maybe to indicate to him something he should say that he may have forgotten." Paul Barringer at least twice changed his votes based on instructions given him by people in the meeting room with him, and those in the room included Mrs. Barringer. Decedent Paul Barringer also followed her instructions to adjourn the board meeting after discussions arose about Paul Barringer's mental state;

- In letters of June 28, July 1, July 12 and August 3, 2012 independent board member Michael Hagler protested Kevin Luzak's firing and the refusal by Merrill Light as a member of the board of directors to allow an investigation into Decedent Paul Barringer's accusations and competency;

- On July 20, 2012 the Paul B. Barringer Revocable Trust was purportedly amended, and on or before that date Merrill Light became a co-trustee;

- On August 3, 2012 Merrill Light, acting publicly as agent for Decedent Paul Barringer under a power of attorney (but as purported trustee of Decedent Paul Barringer's Revocable Trust according to Annex A of the shareholder minutes, which were not disclosed to Hampton Luzak until April 14, 2015), voted the majority shares then in her control to oust Kevin Luzak as a director and voted her husband Randy Light as the new CFRC director;

- By August 29, 2012, Randy and Merrill Light's personal estate planning attorney purportedly became the corporate counsel and assistant secretary for CFRC, and Travis Bryant became its CEO and a director;

- On September 11, 2012 Decedent Paul Barringer purportedly transferred his voting stock and voting control of CFRC to Merrill Light, and appointed John Jolley as his attorney-in-fact to transfer his shares on the records of CFRC (although a gift tax return was not filed until May 28, 2015, showing the transfer occurred on December 31, 2012).

88. Had Decedent Paul Barringer not been mentally incapacitated or subject to undue influence by Merrill Light during this time, he would never have allowed Randy Light, who was strapped with crushing debts, had committed fraudulent transfers, had forced a hostile takeover of one of his business entities from his partners to seize assets for his own benefit, and whose own business entities were forced into bankruptcy, to become a director of CFRC.

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89. On or about October 26, 2012, after Kevin Luzak had been removed from the board, the board of directors of CFRC for the first time paid a special distribution dividend to shareholders of record on October 25, 2012 plus a preliminary true-up to 42% of actual fiscal year 2012 earnings as the new board's first action. Despite the Stock Power and Assignment of Share documents purportedly executed on September 11, 2012, the special distribution dividends continued to be paid to Decedent Paul Barringer for his Revocable Trust. A final true-up for the fiscal year 2012 was paid on or about November 17, 2012.

90. On November 8, 2012, Plaintiff Hampton Luzak wrote the board of directors of CFRC voicing her concerns about recent events. (See Exhibit 17, H. Luzak Letter to Board dated 11/8/12). She expressed her opposition to the "very large distribution from CFRC" of a "special dividend." Plaintiff Hampton Luzak pointed out that the special dividend was unprecedented in magnitude and that Decedent Paul Barringer, "consistently focused on reinvestment and growth . . . and would never have supported such a distribution." Plaintiff Hampton Luzak also objected to the purported appointment of John Jolley as counsel for CFRC due to the fact that he had been functioning as the personal estate planning attorney for Merrill Light and her husband Randy Light who are also on the board of directors for CFRC, presenting a clear conflict of interest. Plaintiff Hampton Luzak further stated to the board her understanding that "[n]o individual owns more stock in CFRC than I do." This statement confirms the fact that Merrill Light kept secret from Plaintiff Hampton Luzak the transfer of voting shares initiated on September 11, 2012. Merrill Light's husband Randy Light was on the board of directors at this time and was a designated recipient of this letter. Upon information and belief, Merrill Light would have seen or been made aware of the content of Plaintiff Hampton Luzak's letter; however, she never responded or refuted to Plaintiff Hampton Luzak the statement "[n]o

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individual owns more stock in CFRC than I do." Moreover, Hampton Luzak's letter stated her understanding that Merrill Light voted Paul Barringer's stock using a power of attorney, which no one ever refuted or "corrected."

91. Following Plaintiff Hampton Luzak's letter of November 8, 2012, Decedent Paul Barringer wrote Plaintiff Hampton Luzak a letter dated December 15, 2012 stating Plaintiff Hampton Luzak has brought shame to the Barringer family name. Despite the fact Plaintiff Hampton Luzak objected that the special dividend funds were not being used for reinvestment and long-term growth but instead were being paid immediately to the shareholders including herself, Decedent Paul Barringer accused her of being driven by greed. He also stated that his primary business goal was to continue to operate CFRC and it was for the best interest of the family to continue to operate CFRC as a timber and forest company. He further stated that Kevin Luzak was terminated because CFRC was going in a direction "that was not acceptable to me or my associates." A typewritten version of the letter was also submitted on or about December 17, 2012.

92(a). Based on Randy Light's desperate financial status, Decedent Paul Barringer's hostility toward allowing Randy Light to attend board of director meetings, the actions of Randy Light in advocating and voting for Kevin Luzak's removal as an officer, employee and subsidiary director of CFRC, Randy Light's position as the successor director to Kevin Luzak on CFRC's board of directors after August 3, 2012, and Randy Light's actions in procuring Decedent Paul Barringer's belated gift tax return reporting the September 11, 2012 assignment of Decedent Paul Barringer's voting stock as a purported gift (as described in paragraph 107 below), Plaintiff Hampton Luzak is informed and believes that Randy Light knowingly and

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willing aided, abetted, encouraged and/or materially participated in the purported transfer of Decedent Paul Barringer's voting stock to Merrill Light as trustee of her revocable trust.

92(b). On April 12, 2013 the bankruptcy trustee from the Eastern District of Texas in the bankruptcy case of Randy Light's company, SAC, filed an adversary proceeding against a third party, Patriot Bank, alleging that Patriot Bank received fraudulent transfers from SAC in 2010 and 2011 as described in paragraph 26 above. Based in part on the trustee's final report, the adversary proceedings resulted in the recovery of the vast majority of the funds the trustee claimed were fraudulently transferred by and for the benefit of entities controlled by Randy Light.

92(c). Mrs. Barringer testified in a deposition that Decedent Paul Barringer changed his estate plan in June of 2014. This would have been at least the third change to his estate plan of December 4, 1998. In that change, Paul Barringer removed Plaintiff as a beneficiary. Mrs. Barringer further testified that Decedent Paul Barringer cut out Plaintiff as a beneficiary because Plaintiff had alienated him and he thought Plaintiff was greedy. During this time period from July 2012 to June of 2014 Plaintiff set up visits between her family and her parents only to have all of them cancelled by Mrs. Barringer. Also Mrs. Barringer instructed Plaintiff to always call her on her mobile number and not to call the land-line number at the home where Decedent Paul Barringer lived and had access to the phone. Moreover, Plaintiff and her family made no requests to Plaintiff's parents or other family members for any assets, favors, or anything of value during this time.

93. Over the two year period from 2013 through 2014, a combined $14 million of capital expenditures appear to be unaccounted-for in the financial records of CFRC produced to Plaintiff Hampton Luzak. Plaintiff Hampton Luzak has attempted to obtain documents from

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CFRC that would reveal the specific uses of the unaccounted for $14 million, but CFRC, under Merrill Light's control and with Randy Light now serving as chairman of the board of directors, has refused to provide such documents.

94. During the Christmas holidays of December 2014, Plaintiff Hampton Luzak received a CFRC Annual Report and discovered a footnote about recent benefits provided to Travis Bryant, the new CEO who replaced Kevin Luzak and who also replaced independent board member Michael Hagler on the board of directors. The footnote quietly disclosed that CFRC had recently allowed Mr. Bryant to borrow enormous sums of money from the company on extremely generous terms to purchase 2.5% of the stock of CFRC for $4.92 per share, $1.00 below its book value and significantly below CFRC's fair market value. Plaintiff Hampton Luzak further learned that Travis Bryant had also been issued CFRC stock options on terms highly favorable to Mr. Bryant, including an exercise price at book value.

95. After discovering the stock sale and option grants, Plaintiff Hampton Luzak wrote her father on January 21, 2015 informing him of stock being issued to Travis Bryant and promised to not "let people take advantage of you." On that same day, Plaintiff Hampton Luzak through her attorney wrote CFRC seeking company records, as allowed by law in her capacity as a shareholder, regarding the stock issuance to Travis Bryant. CFRC responded on January 30, 2015 that it received the request and would be responding thereafter.

96. On February 5, 2015, Decedent Paul Barringer purportedly executed, amended and restated for at least the fourth time the Paul B. Barringer Revocable Trust originally dated December 4, 1998. On that same day, Decedent Paul Barringer purportedly executed a Last Will and Testament. (See Exhibit 18, P. Barringer Will dated 2/5/15). Plaintiff Hampton Luzak is informed and believes it was signed in John Jolley's office. Also on February 5, 2015, Decedent

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Paul Barringer purportedly executed a new Durable Power of Attorney which was prepared by John Jolley as was Decedent Paul Barringer's purported Last Will and Testament. The new power of attorney then ostensibly appointed Merrill Light as the primary attorney-in-fact and named her husband Randy Light as the alternate attorney-in-fact. Decedent Paul Barringer also purportedly revoked his December 2011 power of attorney which had named his wife Merrill Barringer as the attorney-in-fact. (See Exhibit 19, P. Barringer D.P.A. dated 2/5/15).

97. Had Decedent Paul Barringer not been mentally incapacitated or subject to undue influence by Merrill Light at this time, he would never have allowed Randy Light, who was strapped with crushing debts, had committed fraudulent transfers, had forced a hostile takeover of one of his business entities from his partners to seize assets for his own benefit, and whose own business entities were forced into bankruptcy, to be his alternate agent under his financial durable power of attorney with control over all of Decedent Paul Barringer's assets.

98. On February 19, 2015, a shareholder's meeting of CFRC was held by conference call. Plaintiff Hampton Luzak was one of the participants in the conference call meeting. Plaintiff Hampton Luzak is informed and believes that Decedent Paul Barringer did not attend the shareholder meeting. During the shareholder's meeting, there was no mention of Decedent Paul Barringer's role on the board of directors or any change in his position as being a member of the board. According to the minutes of the meeting, Merrill Light gave her attorney John Jolley a proxy to vote the shares under her control. Those controlling shares were then voted to elect Merrill Light, Randy Light, and Travis Bryant, all current board members, and Robert C. L. Conger as a new board member. In effect Merrill Light's shares were voted to remove Decedent Paul Barringer as a member and chairman of the board of the company he built and to make her husband Randy Light chairman of the board. At the shareholder meeting there was no mention

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made of replacing or removing Decedent Paul Barringer from the board or as chairman of the company he spent his life building, and there was no mention of him included in the written shareholder minutes.

99. As set forth above, after she discovered the Travis Bryant transaction buried in a financial statement footnote, Plaintiff Hampton Luzak started sending statutorily-authorized shareholder records inspection requests to CFRC on January 21, 2015. On or about February 13, 2015, CFRC sent its first response to Plaintiff Hampton Luzak's statutorily-authorized information request. Due to the severe deficiencies and omissions in CFRC's response to Plaintiff Hampton Luzak's record request, with CFRC now controlled by Merrill Light, Plaintiff Hampton Luzak's attorney submitted a second demand for records to the company on February 20, 2015. The records request that Plaintiff Hampton Luzak submitted to CFRC did not threaten any litigation, and in fact expressly rejected any claim by the company that Plaintiff Hampton Luzak was seeking documents for the purpose of instigating litigation.

100. On February 26, 2015, Decedent Paul Barringer in a letter typed on his stationery addressed to Plaintiff Hampton Luzak stated that he was astonished and disappointed that his own daughter would be threatening to sue CFRC. Plaintiff Hampton Luzak had not made any such threat.

101. On March 3, 2015, CFRC responded to Plaintiff Hampton Luzak's second demand for records. However the response of the company controlled by Merrill Light again omitted key documents to which Plaintiff Hampton Luzak as a shareholder was entitled to receive. Therefore on March 6, 2015, Plaintiff Hampton Luzak's attorney made a third request to CFRC for company records that a shareholder by law is entitled to receive. By response dated

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March 13, 2015, CFRC finally submitted a response that included the CFRC stock register showing the stock ownership transactions of the company. (See Exhibit 3, supra).

102. The stock register, provided to Plaintiff Hampton Luzak for the first time on or about March 13, 2015, contained an entry stating that 38,271 shares of voting stock previously held by Decedent Paul Barringer as trustee of the Paul B. Barringer Revocable Trust under agreement dated December 4, 1998 had been transferred on September 11, 2012 to Merrill Light as trustee of the Merrill Barringer Light Revocable Trust. After this transfer, Decedent Paul Barringer held one share of CFRC voting stock. The production of the stock register on March 13, 2015 was the first time anyone disclosed to Plaintiff Hampton Luzak that Decedent Paul Barringer's voting-control shares of CFRC had been transferred to Merrill Light. The transfer of those voting shares purportedly gave Merrill Light control of CFRC, in contravention of Decedent Paul Barringer's long-held intentions.

103. Following Merrill Light's engineering of the ouster of her father as a member and chairman of the board at the February 19, 2015 shareholders meeting, a special meeting of the board of directors was called for March 16, 2015. At that meeting the board discussed, approved and authorized the executive management of CFRC to interview financial advisors about a sale of the company or its assets, which was contrary to Decedent Paul Barringer's long-held intentions. (See Exhibit 20, Board Minutes 3/16/15). With Decedent Paul Barringer no longer on the board of directors, Plaintiff Hampton Luzak is informed and believes that Decedent Paul Barringer was not informed of the steps the board under Merrill Light's control had begun to take to dismantle and sell the company that Decedent Paul Barringer had worked his entire adult life to build and maintain.

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104(a). On March 31, 2015 Plaintiff Hampton Luzak sent her final statutorily-authorized shareholder records inspection request to CFRC. The request asked for CFRC shareholder minutes since June 1, 2012. On April 14, 2015 counsel for CFRC produced the August 3, 2012 shareholder minutes to Hampton Luzak for the first time and included Annex A which set forth the shareholder vote breakdown. The minutes also showed that Merrill Light voted the shares of the Paul Barringer Revocable Trust as its purported "trustee", although at no time did she actually vote as "trustee" at the meeting.

104(b). On April 15, 2015, the day after producing the August 3, 2012 Shareholder Minutes to Plaintiff Hampton Luzak for the first time, CFRC, under the control of Merrill Light, filed suit against Hampton Luzak in a declaratory action in the Federal Court for the Eastern District of Virginia ("Virginia Federal Litigation") seeking, *inter alia*, declaratory relief regarding Merrill Light's proportional interest in CFRC. A significant focus of the Virginia Federal Litigation became whether Decedent Paul Barringer's purported September 2012 stock transfer to Merrill Light was carried out in breach of the terms of the 2010 Shareholders Agreement.

104(c). As background on the Virginia Federal Litigation, after CFRC initially filed its complaint for declaratory judgment against Hampton Luzak and then later moved to dismiss its suit while Plaintiff Hampton Luzak's counterclaims were pending, the federal court ordered the parties realigned with Hampton Luzak made a plaintiff. Hampton Luzak ultimately filed two separate complaints asserting different claims against different sets of parties before the federal court which consisted of (1) a breach of contract complaint based on the 2010 Shareholders Agreement against Merrill Light and CFRC, and (2) a separate and unrelated complaint asserting shareholder derivative and other claims against CFRC, CFRC officer Travis Bryant and Merrill

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Light and Randy Light involving an unrelated 2013 stock sale and option grant to Mr. Bryant. (Attorneys acting in the name of Decedent Paul Barringer ostensibly moved to intervene in the breach of contract action). Though the federal court kept one civil action file number assigned to CFRC's original declaratory judgment action, the court required separate filings, including separate pleadings, for the two distinct claims –the breach of contract claim based on the 2010 Shareholders Agreement concerning the purported 2012 stock transfer of Paul Barringer's CFRC voting stock to Merrill Light, and the other claim being the derivative and declaratory judgment claim involving the unrelated 2013 stock sale and option grant to Travis Bryant. Randy Light was a party only to the unrelated derivative and declaratory judgment claim regarding the stock sale and option grant to Travis Bryant and was not a party to the breach of contract claim about the 2010 Shareholders Agreement.

105. On the same day (April 15, 2015) that CFRC filed its declaratory judgment action against Plaintiff Hampton Luzak, CFRC, under the control of Merrill Light, canceled the medical insurance of Plaintiff Hampton Luzak's family without any notice to the Luzaks.

106. Even though the Stock Power and Assignment of Shares dated September 11, 2012 show that the purported transfer of Decedent Paul Barringer's CFRC voting shares occurred on September 11, 2012, Decedent Paul Barringer did not file a gift tax return until approximately May 28, 2015, more than two years after the filing deadline. This information is based on arguments made in the Virginia Federal Litigation in open court on January 22, 2016. Throughout his lifetime Decedent Paul Barringer was meticulous and very diligent in having his tax returns prepared properly and timely. The gift tax return covering the transfer of Decedent Paul Barringer's CFRC voting shares to Merrill Light was not prepared until May of 2015, after Merrill Light caused CFRC to institute litigation against Plaintiff Hampton Luzak, and after Ms.

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Luzak counterclaimed challenging the stock transfer as a violation of the 2010 Shareholders Agreement. The late filing was completely out of character for Decedent Paul Barringer.

107. The records of Decedent Paul Barringer's long-time accountant, Bobby L. Davis, CPA of Columbia, SC, show that Randy Light, John Jolley and Travis Bryant, not Decedent Paul Barringer, handled all the interaction with Mr. Davis for preparation of the delinquent gift tax returns. None of the above-named persons who handled all the interactions with Mr. Davis were authorized as agents under any power of attorney from Barringer to contact his accountant.

108. On August 28, 2015, Decedent Paul Barringer ostensibly moved to intervene in that portion of the Virginia Federal Litigation addressing Plaintiff Hampton Luzak's breach of contract claim for breach of the 2010 Shareholders Agreement. Plaintiff Hampton Luzak is informed and believes her father's intervention was undertaken upon the manipulation of Merrill Light, and at her behest. Decedent Paul Barringer's intervention in the breach of contract portion of the Virginia Federal Litigation was not undertaken for the benefit of Decedent Paul Barringer but was being directed by Merrill Light and her agents for the benefit of Merrill and Randy Light. In court papers filed in Decedent Paul Barringer's name, it was stated that Decedent Paul Barringer was supporting Merrill Light's side in the breach of contract claim brought by Plaintiff Hampton Luzak. Decedent Paul Barringer's intervention was a continuation of the undue influence and manipulation of Mr. Barringer, who lacked sufficient mental capacity to understand his actions. Decedent Paul Barringer's intervention on August 28, 2015 at the behest of Merrill Light occurred only 52 days before Decedent Paul Barringer was tested by Dr. Paul Mazzeo on October 19, 2015 and found to have severe senile dementia, and years after his earlier diagnoses of dementia and Alzheimer's as set forth in paragraphs 29, 36, 40-43, 45 and 47.

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109. According to the sworn Declaration of Dr. Paul Mazzeo, a neurologist in Port Royal, South Carolina, Dr. Mazzeo examined Decedent Paul Barringer on October 19, 2015 due to Decedent Paul Barringer's history of memory loss. Dr. Mazzeo administered a Mini Mental State Exam ("MMSE") on October 19, 2015. Decedent Paul Barringer scored a 10 out of 30 points on the MMSE which represented severe cognitive impairment. Dr. Mazzeo diagnosed Decedent Paul Barringer with "severe senile dementia, Alzheimer's type." Dr. Mazzeo stated Decedent Paul Barringer "exhibited severe memory loss and expressive aphasia (the inability to use language to express thoughts)." Dr. Mazzeo further stated that Decedent Paul Barringer's "memory loss and expressive aphasia make it practically impossible for him to recall past events with accuracy and then find the words to express whatever recollection he may have, without his wife's assistance." Dr. Mazzeo's declaration was filed in the Virginia Federal Litigation by attorneys acting in the name of Decedent Paul Barringer but not until January 20, 2016.

110. On January 20, 2016, the same date that Dr. Mazzeo's declaration was filed, Decedent Paul Barringer's attorneys filed in the Virginia Federal Litigation a sworn declaration signed by Decedent Paul Barringer affirming under the penalties of perjury the contents of answers to interrogatories. The sworn declaration was dated January 14, 2016. According to the Declaration of Dr. Mazzeo filed the same date, Decedent Paul Barringer lacked testimonial capacity. As exemplified by the circumstances alleged above, Merrill Light continued her pattern of undue influence and manipulation of Decedent Paul Barringer while he lacked mental capacity.

111. On February 12, 2016 Plaintiff Hampton Luzak moved and filed a brief in the Virginia Federal Litigation to stay the proceedings there while she pursued an emergency and permanent conservatorship action in the Beaufort County Probate Court for Decedent Paul

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Barringer. (No member of Paul Barringer's family had filed guardianship or conservatorship proceedings seeking protection for Decedent Paul Barringer, and Merrill Light continued to deny that he was incapacitated. The filing of Dr. Mazzeo's declaration was the first time Hampton Luzak could be certain that her father was incapacitated, and she acted immediately to protect him.) As described in Plaintiff's publicly-filed Brief in Support of Motion to Stay Proceedings (available on the federal "PACER" ECF system[1]), Barringer filed numerous motions and pleadings in that action (totaling over 30 docket entries). In addition, according to the PACER filings, Decedent Paul Barringer submitted sworn interrogatory answers on three occasions. In these sworn answers, Decedent Paul Barringer always spoke in the first person about his purported actions and decisions (*e.g.*, "I decided to give the voting stock to Merrill Light…"). Further, Decedent Paul Barringer flip-flopped regarding critical factual assertions, including changing his interrogatory answers from white to black, such as when he first denied he received dividends on his CFRC voting stock after September 11, 2012 in his Response to Interrogatory No. 16 dated December 31, 2015 and then admitted receiving dividends thereafter in his Amended Response to Interrogatory dated January 14, 2016.

112. Contradictory yet facially definitive sworn statements purportedly from Decedent Paul Barringer exemplified both his mental confusion of facts and the extent he was being manipulated in the Virginia Federal Litigation. For example, the PACER filings reflected that "Decedent Paul Barringer has also submitted conflicting and inconsistent sworn answers regarding the date of the alleged 'gift' of [CFRC] voting shares. In a gift tax return for the year

[1] Public Access to Court Electronic Records (PACER) is an electronic public access service that allows users to obtain case and docket information online from federal appellate, district, and bankruptcy courts, and the PACER Case Locator. PACER is provided by the Federal Judiciary in keeping with its commitment to providing public access to court information via a centralized service. See: https://www.pacer.gov/

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2012 – inexplicably filed over two years late in 2015 (only after Ms. Luzak began challenging the transfer) – Decedent Paul Barringer swore under penalty of perjury that the date of the 'gift' was December 31, 201[2]… However, in sworn answers to interrogatories, Decedent Paul Barringer maintains the stock was transferred on September 11, 2012…"

113(a). On February 17, 2016, attorneys acting on behalf of Decedent Paul Barringer filed in Decedent Paul Barringer's name a brief in opposition to a motion to stay the Virginia Federal Litigation while Plaintiff Hampton Luzak pursued guardianship and conservatorship proceedings in South Carolina for her father. Plaintiff Hampton Luzak is informed and believes that Decedent Paul Barringer continued to suffer from lack of mental capacity and undue influence and was still being manipulated by Merrill Light, and on information and belief by his wife Mrs. Barringer, in order to file Decedent Paul Barringer's opposition brief.

113(b). On February 19, 2016 Plaintiff Hampton Luzak in the Virginia Federal Litigation filed a Motion for Voluntary Dismissal, for a partial dismissal of her breach of contract claims, shortly after attorneys acting ostensibly for Decedent Paul Barringer filed an affidavit of Dr. Paul Mazzeo confirming Paul Barringer's incompetence.

114. The Virginia Federal Litigation has been expensive and was not in best interest of Decedent Paul Barringer but only in Merrill Light's best interest. Based on the amount of legal fees that CFRC has incurred in the Virginia Federal Litigation, Plaintiff Hampton Luzak is informed and believes substantial funds were likewise expended from Decedent Paul Barringer's estate in connection with the Virginia Federal Litigation without his capacity to consent.

115. On April 22, 2016, only two months after Decedent Paul Barringer's February 17, 2016 court filing in the Virginia Federal Litigation, Decedent Paul Barringer was examined by Dr. Paul Long and provided a Mini Mental State Exam. On this exam, Decedent Paul Barringer

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scored a 1 out of 30. As a court-appointed examiner in a conservatorship action, Dr. Long opined that Decedent Paul Barringer was mentally incapacitated due to dementia from Alzheimer's disease. In that probate action for a conservatorship and guardianship filed by Plaintiff Hampton Luzak in February 2016, Merrill Light was eventually forced to concur and acknowledge that Decedent Paul Barringer was legally mentally incapacitated, after initially contending that he did not need protection. Plaintiff Hampton Luzak commenced the emergency and permanent conservatorship action to protect her father from undue influence resulting in dissipation of his assets and to protect his long-term goals for his company, including his intention not to sell it.

116. Plaintiff Hampton Luzak is informed and believes Decedent Paul Barringer, since the spring of 2012 and for the remainder of his life, was a "vulnerable adult" as defined in S.C. Code Ann. § 43-35-10(11) of the Omnibus Adult Protection Act (the "Act") because of the mental and physical infirmities described herein. Moreover, Plaintiff is informed and believes Paul Barringer was subject to "exploitation" under § 43-35-10(3) of the Act by the actions of Merrill Light, Randy Light and possibly others, including but not limited to Mrs. Barringer, by: (1) causing or requiring Paul Barringer to engage in activities such as the transfer of controlling shares of CFRC voting stock to Merrill Light and joining in the Virginia Litigation against Plaintiff, which activities, considering Paul Barringer's mental condition since the spring of 2012, were improper, unlawful or against the reasonable and rational wishes of Decedent Paul Barringer; (2) an improper, unlawful, or unauthorized use of the funds, assets, property, and power of attorney of Decedent Barringer for the profit of Merrill Light by using Paul Barringer's funds to support her litigation; and/or (3) causing Decedent Paul Barringer to purchase goods or services, such as the attorney services in the Virginia Litigation, for the profit or advantage of

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Merrill Light through: (i) undue influence, (ii) harassment, (iii) duress, (iv) coercion, or (v) swindling by overreaching, cheating, or defrauding Paul Barringer through cunning arts or devices that deluded Paul Barringer and caused him to lose money or other property.

117. On May 30, 2016, during the pendency of the conservatorship action, at the age of 85, Decedent Paul Barringer died from Alzheimer's disease as reported on his Death Certificate.

118. Upon information and belief, at the time of Decedent Paul Barringer's purported execution of the alleged Stock Power and Assignment of Shares documents on September 11, 2012 as Trustee of the Paul B. Barringer, II Revocable Trust transferring the CFRC voting control stock from the name of Paul B. Barringer, as trustee to Merrill Light as trustee of the Merrill Light Revocable Trust, Decedent Paul Barringer was mentally incompetent and suffering from Alzheimer's disease and/or other dementia and lacked the requisite mental capacity to make a gratuitous or partially gratuitous transfer.

119. Merrill Light's misrepresentations to Decedent Paul Barringer, such as the selective presentation of board of director materials to Decedent Paul Barringer at a stage in life when he had no ability to recall or understand the context of the materials, caused Decedent Paul Barringer to purportedly transfer the voting control shares to Merrill Light. Further, Merrill Light directed Decedent Paul Barringer to her own estate planning attorney that she had used for a number of years so that Merrill Light's attorney John Jolley could take over much of the estate planning work for Decedent Paul Barringer, including the purported transfer of the voting shares. In addition, Merrill Light used her positions as director and co-trustee to install her own estate planning attorney, John Jolley, as the corporate attorney for CFRC. Mr. Jolley then purportedly carried out the transfer of the voting shares to Merrill Light as Decedent Paul Barringer's

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attorney-in-fact for the transfer of shares. This stock transfer was hidden from Hampton Luzak by Mrs. Barringer, Merrill Light and Randy Light until March of 2015.

120. For many years before 2012 and until Decedent Paul Barringer's death in 2016, Merrill Light resided in Hilton Head, South Carolina in close proximity to Decedent Paul Barringer. In contrast, Plaintiff Hampton Luzak and her husband, while managing CFRC, resided in New York City and later in Jackson, Wyoming. As such, Merrill Light had ample opportunity to exert her influence over both Decedent Paul Barringer. Mrs. Barringer lived with Decedent Paul Barringer and not only had the opportunity to influence him but admitted under oath that she was the only person who could influence him.

121. Decedent Paul Barringer prior to the summer and fall of 2012 had provided for equal distribution of CFRC stock to Plaintiff Hampton Luzak and Merrill Light. In Decedent Paul Barringer's estate plan prior to the summer and fall of 2012, Decedent Paul Barringer had treated his children equally and treated Plaintiff Hampton Luzak and Merrill Light equally in relation to CFRC. The purported transfer of voting control stock of CFRC to Merrill Light in September 2012 was an unnatural disposition of Decedent Paul Barringer's assets.

122. The purported transfer of the voting control shares of CFRC exclusively to Merrill Light on September 11, 2012 constituted a change from Decedent Paul Barringer's prior pattern of distributing company stock. The transfer also constituted a change from prior arrangements for the ultimate disposition of the voting control shares.

FOR A FIRST CAUSE OF ACTION
(Intentional Interference with Inheritancy and Gifts)

123. Plaintiff Hampton Luzak re-alleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

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124. Mrs. Barringer was in a confidential as well as a fiduciary relationship with Decedent Paul Barringer. As of the spring of 2012, Mrs. Barringer and Decedent Paul Barringer had been married for more than 50 years. Decedent Paul Barringer reposed trust and confidence in her. Moreover, as Decedent Paul Barringer's mental incapacity progressed, he became increasingly dependent on Mrs. Barringer, thus creating a dominant-subservient confidential relationship between them. In addition, Mrs. Barringer served as Decedent Paul Barringer's agent under a power of attorney.

125. In her deposition of March 14, 2019, Mrs. Barringer testified under oath that she was the only person who could influence Decedent Paul Barringer.

126. In that deposition, Mrs. Barringer testified under oath that she and Decedent Paul Barringer had discussed the removal of Kevin Luzak as president and CEO of CFRC before the June 28 board meeting and had agreed to remove him.

127. In that deposition, Mrs. Barringer testified under oath that she attended the June 28, 2012 board meeting "to correct him in any manner" and "to hear how he was doing" in the meeting and "maybe to indicate to him something he should say that he may have forgotten."

128. In that deposition, Mrs. Barringer displayed her animus towards Plaintiff Hampton Luzak and her husband Kevin Luzak --- e.g., by stating under oath that Plaintiff Hampton Luzak had married the wrong man and that Plaintiff Hampton Luzak was greedy, an agitator, irresponsible, and a coward.

129. In that deposition, Mrs. Barringer testified under oath that she had more respect for her daughter Merrill Light in 2012 than for Plaintiff Hampton Luzak and that she lost respect for, and was angry with, Plaintiff.

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130. Plaintiff Hampton Luzak had an expectancy under the estate plan of Decedent Paul Barringer – i.e., to inherit an equal share, with her siblings, of Decedent Paul Barringer's stock in CFRC, including his voting shares, and possibly other assets. Merrill Barringer intentionally interfered with that expectancy through her tortious conduct that included participating in the ouster of Kevin Luzak as president and CEO of CFRC, influencing Decedent Paul Barringer to give his stock to Merrill Light, and helping keep secret that stock transfer from Plaintiff Hampton Luzak.

131. On information and belief, Merrill Barringer also attended estate planning meetings among Decedent Paul Barringer, Merrill Light's attorney, and Decedent Paul Barringer's insurance agent and estate planning advisor, Robert Slane. But for Merrill Barringer's intentional interference with Plaintiff Hampton Luzak's expected inheritance or trust distributions, and/or gifts, Plaintiff Hampton Luzak would have received at least an equal share of Decedent Paul Barringer's CFRC voting stock, as well as other assets of Decedent Paul Barringer's estate.

132. But for Merrill Barringer's intentional interference, aided and abetted by Merrill Light and Randy Light, with the gifts Decedent Paul Barringer planned and designated for Plaintiff Hampton Luzak, Plaintiff Hampton Luzak would have received such gifts from Decedent Paul Barringer upon his death, including an equal share of Decedent Paul Barringer's CFRC voting stock that was purportedly transferred to Merrill Light during Decedent Paul Barringer's lifetime. Consequently, Plaintiff Hampton Luzak has been damaged by Defendant Merrill Barringer's tortious conduct in that she has been denied the gifts Decedent Paul Barringer established for Plaintiff Hampton Luzak, to which she was entitled.

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133. As a result of Merrill Barringer's intentional interference, aided and abetted by Merrill and Randy Light, with Plaintiff Hampton Luzak's inheritance and gifts, Plaintiff Hampton Luzak is entitled to a judgment against Defendant Merrill Barringer for actual damages, punitive damages, and attorney fees.

FOR A SECOND CAUSE OF ACTION
(CONSTRUCTIVE TRUST AND INJUNCTION)

134. Plaintiff Hampton Luzak re-alleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

135. Decedent Paul Barringer intended, until his lack of capacity and the undue influence and tortious interference practiced on him, as described above, to treat his daughters equally with respect to the CFRC voting stock, as well as his other assets. This intention can be evidenced, inter alia, by family gatherings; the stock purchase agreement discussed above at paragraph 15; the Barringer Family Voting Agreement discussed above at paragraph 16; the irrevocable Paul B. Barringer, II Family Trust discussed above at paragraphs 18 and 21; the issuance by CFRC on October 3, 2004 to both Merrill Light and Plaintiff Hampton Luzak 6,428,058 shares each of non-voting stock in CFRC as part of the Restructuring as discussed above at paragraphs 13-19; the issuance by CFRC, also on or about October 3, 2004, at Decedent Paul Barringer's direction, of approximately 31% of the voting shares in CFRC to Merrill Light, consisting of 59,521 shares, and an equal 31%, consisting of 59,521 shares, to Plaintiff Hampton Luzak, with Decedent Paul Barringer retaining approximately 20% of the CFRC voting stock consisting of 38,272 shares, as discussed above at paragraph 20; and the execution of an Agreement Regarding Right to Purchase Shares of CFRC on February 1, 2010, wherein the Barringer children agreed to keep the proportionate ownership of the CFRC stock equal between Plaintiff Hampton Luzak and Merrill Light by providing that CFRC has the right to purchase any

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shares that are offered for sale by, purchased, or otherwise acquired from, another CFRC shareholder (CFRC was also a party to the 2010 Shareholders Agreement, but Paul Barringer was not a party), as discussed above at paragraph 23.

136. Decedent Paul Barringer reposed trust and confidence in his wife, Mrs. Barringer.

137. Upon information and belief, Mrs. Barringer made an express or implied promise not to exercise her testamentary power of appointment in a manner that would direct the subject property in a manner other than set forth in the default provisions of Decedent Paul Barringer's estate plan. Upon information and belief, other proof, in addition to that described in paragraph 136 above, could be discerned from a review of Mrs. Barringer's estate planning documents, which she has refused to produce in the case of Hampton B. Luzak v. Merrill B. Light, et al, Case No. 2016-CP-07-1919 (S.C. Com.Pl.).

138. Upon information and belief, Decedent Paul Barringer relied on Mrs. Barringer's express or implied promise not to exercise the testamentary power of appointment given her.

139. Upon information and belief, Mrs. Barringer has failed to abide by her promise and/or the trust reposed in her by executing or intending to execute a will that would exercise the testamentary power of appointment given to her in a manner that would not treat the daughters equally.

140. Consequently, Plaintiff Hampton Luzak is entitled to an order from this Court directing Defendant Merrill U. Barringer to comply with her promise and the trust reposed in her not to exercise the testamentary power of appointment given her and to impose a constructive trust for the benefit of Plaintiff Hampton Luzak in the subject property with respect to the intended equal treatment of Plaintiff Hampton Luzak.

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FOR A THIRD CAUSE OF ACTION
(ENFORCEMENT OF CONTRACT NOT TO REVOKE AND INJUNCTION)

141. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

142. Upon information and belief, Decedent Paul Barringer and Mrs. Barringer entered into a binding contract not to revoke their estate plans. Upon information and belief, other proof could be discerned from a review of Mrs. Barringer's estate planning documents, which she has refused to produce in the case of Hampton B. Luzak v. Merrill B. Light, et al, Case No. 2016-CP-07-1919 (S.C. Com.Pl.). This contract not to revoke applied to the estate plans in place until his lack of capacity and the undue influence and tortious interference practiced on him, as described above.

143. Consequently, Plaintiff Hampton Luzak is entitled to an order from this Court directing Defendant Merrill U. Barringer to comply with the contract not to revoke her will.

FOR A FOURTH CAUSE OF ACTION
(Attorney Fees and Costs)

144. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

145. Because of the actions of Defendant Merrill U. Barringer, Plaintiff Hampton Luzak has been forced to obtain the services of an attorney and others to respond to the actions of Defendant Merrill U. Barringer.

146. Consequently, Plaintiff Hampton Luzak is entitled to an order from this Court commanding Defendant Merrill U. Barringer to pay for the costs and attorney fees she has incurred, and the Estate of Paul Barringer has incurred, due to the actions of Defendant Merrill U. Barringer.

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FOR A FIFTH CAUSE OF ACTION
(Civil Conspiracy)

147. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

148. Defendant Merrill U. Barringer, and upon information and belief Merrill Light, Randy Light, Robert Slane and various agents or representatives of CFRC, including but not limited to Travis Bryant, conspired among themselves for the purpose of injuring Plaintiff Hampton Luzak.

149. As a direct and proximate result of the actions and conduct of Mrs. Barringer as well as her co-conspirators, Plaintiff Hampton Luzak, directly or indirectly, suffered special damages as set forth herein, including, but not limited to, the loss of the expected inheritance and gifts from Decedent Paul Barringer as desired by Decedent Paul Barringer as well as the potential loss of CFRC or parts thereof as a family business. Plaintiff Hampton Luzak would show that as a result of Mrs. Barringer's actions leading to the ostensible control of CFRC by Merrill Light, CFRC has made plans to sell, and has sold, integral portions of the business. Plaintiff Hampton Luzak received a letter to stockholders from Travis Bryant dated July 14, 2016 informing her that CFRC had sold three of its manufacturing facilities in a transaction that closed on June 24, 2016. Selling lumber-related portions of CFRC was antithetical to the wishes and desires of Decedent Paul Barringer and not in the best interests of the Barringer family. Because of the actions of Mrs. Barringer, with the aid of her co-conspirators, resulting in Merrill Light purportedly seizing the controlling CFRC voting stock, Plaintiff Hampton Luzak will be unable to continue participating in the Barringer family business and will be unable to enjoy the lifetime benefits of having one's own business for her family, including her husband and son, to work in.

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150. Plaintiff Hampton Luzak is informed and believes she is entitled to recover compensation from Mrs. Barringer for her actual damages and losses, and she is entitled to recover punitive damages in an amount to be determined by a jury.

WHEREFORE, Plaintiff Hampton Luzak prays that she be granted judgment against Merrill U. Barringer individually for the first through fifth causes of action, including but not limited to, the following:

A. For actual and punitive damages, costs and attorney fees against Merrill U. Barringer for intentional interference with Plaintiff Hampton Luzak's inheritance and gifts, and civil conspiracy;

B. For a constructive trust in favor of Plaintiff Hampton Luzak to be imposed on the property subject to the testamentary power of appointment given to Defendant Merrill U. Barringer and for an injunction prohibiting Defendant Merrill U. Barringer from exercising that testamentary power of appointment.

C. For an order from this Court directing Defendant Merrill U. Barringer to comply with the contract not to revoke her will.

D. For prejudgment interest;

E. For attorney fees and costs; and

F. For such other relief as the Court deems just and proper.

PLAINTIFF DEMANDS TRIAL BY JURY.

Respectfully submitted,

THE GILREATH LAW FIRM, P.A.

By: s/ JAMES R. GILREATH.
James R. Gilreath (S.C. Bar # 2133)
William M. Hogan (S.C. Bar # 65272)
110 Lavinia Avenue (29601)

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P. O. Box 2147
Greenville, South Carolina 29202
Phone: (864) 242-4727
Fax: (864) 232-4395
jim@gilreathlaw.com
bhogan@gilreathlaw.com

and

S. Alan Medlin (S.C. Bar No. 3924)
1713 Phelps Street
Columbia, SC 29205
Telephone: (803) 777-7465
Fax: (803) 777-7465
amedlin@sc.rr.com

and

Charles B. Macloskie (S.C. Bar No. 3514)
MACLOSKIE LAW FIRM
P.O. Box 280
1506 Prince Street
Beaufort, SC 29901
Telephone: (843) 524-0909
Fax: (843) 521-1379
macloskielawfirm@hargray.com

ATTORNEYS FOR PLAINTIFF
HAMPTON BARRINGER LUZAK

May 28, 2019
Greenville, South Carolina.

EXHIBIT D

EXHIBIT A

ELECTRONICALLY FILED - 2020 Oct 23 4:01 PM - BEAUFORT - COMMON PLEAS - CASE#2016CP0701919

STATE OF SOUTH CAROLINA COUNTY OF BEAUFORT IN THE MATTER OF: Estate of Paul Brandon Barringer, II Hampton B. Luzak, Plaintiff, vs. Merrill U. Barringer, Defendant.	IN THE COURT OF COMMON PLEAS FOURTEENTH JUDICIAL CIRCUIT Civil Action Nos.: 2019-CP-07-01253 2019-CP-07-01294 **RESPONSE TO DEFENDANT'S FIRST SET OF INTERROGATORIES TO PLAINTIFF**

TO: Defendant Merrill U. Barringer and her attorney of record, J. Ashley Twombley:

The Plaintiff, Hampton B. Luzak ("Plaintiff"), by and through her undersigned attorneys, sets forth below information in response to interrogatories propounded to her by Defendant Merrill U. Barringer ("Defendant" and/or "Barringer").

GENERAL OBJECTIONS

Plaintiff Hampton Barringer Luzak, pursuant to Rule 33 of the South Carolina Rules of Civil Procedure, hereby answers Defendant's First Set of Interrogatories subject to the general objections set forth below. These general objections form a part of the response to each Interrogatory and are set forth here to avoid the duplication and repetition of restating them for each response. The general objections may be specifically referred to in response to an Interrogatory for the purpose of clarity; however, the failure to incorporate specifically a general objection should not be construed as a waiver of the objection.

1. Plaintiff objects to each interrogatory and production request to the extent that it seeks discovery of matters protected from disclosure by the attorney-client privilege and the work product doctrine.

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P. The Merrill U. Barringer Revocable Trust dated December 4, 1998 – Restatement dated February 22, 2018 (unnumbered);

Q. Will of Merrill U. Barringer dated May 30, 2019 (unnumbered); and

R. The Merrill U. Barringer Revocable Trust dated December 4, 1998 – Restatement dated May 30, 2019 (unnumbered).

Interrogatory No. 9. If you allege Merrill Barringer promised Paul Barringer she would not exercise her testamentary powers of appointment contained in Paul Barringer's estate plans, please identify all documents referring to, relating to or evidencing this promise; identify the date the promise was made; and identify all persons present at the time the promise was made or who have knowledge of the promise.

Response:

As set forth in General Objections 7 and 8 above, and incorporated herein, regarding contract terms not to be viewed in isolation and the necessity of considering the pattern and symmetry of the subject estate planning documents, Plaintiff objects to the identification of a single page number, paragraph or specific sentence(s) as the exclusive evidence of a particular contract or its terms. Subject to the above-stated objections, Plaintiff responds as follows:

A. See all of the documents listed in Response to Interrogatory number 1 above.

B. The promise(s) would have been made no later than December 4, 1998.

C. The persons present or with knowledge of the promise(s) would include Hampton Luzak, Kevin Luzak, Merrill U. Barringer, Merrill B. Light, Randy Light, Victor Barringer, John Jolley, Robert Slane and perhaps others.

THE GILREATH LAW FIRM, P.A.

By: William M. Hogan

William M. Hogan (S.C. Bar No. 65272)
James R. Gilreath (S.C. Bar No. 02133)
110 Lavinia Avenue (zip 29601)
P. O. Box 2147
Greenville, SC 29602
Telephone: (864) 242-4727
Fax: (864) 232-4395
bhogan@gilreathlaw.com
jim@gilreathlaw.com

EXHIBIT E

EXHIBIT E

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STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	
COUNTY OF BEAUFORT	)	CIVIL ACTION NO: 2019-CP-07-01253 2019-CP-07-01294
	)	
IN THE MATTER OF ESTATE OF PAUL BRANDON BARRINGER, II	)	
	)	**DEFENDANTS' JOINT MOTION TO BIFURCATE TRIAL**
HAMPTON BARRINGER LUZAK,	)	
	)	
Plaintiff,	)	
	)	
v.	)	
	)	
MERRILL U. BARRINGER,	)	
	)	
Defendant	)	
	)	

Pursuant to South Carolina Rule of Civil Procedure 42(b), Defendants Merrill U. Barringer individually and as Personal Representative of the Estate of Paul Barringer ("Mrs. Barringer") and Merrill B. Light (collectively, "Defendants") respectfully and jointly move this Court to bifurcate the trial in this matter by having a separate, initial trial on Plaintiff's third cause of action ("Enforcement of Contract Not To Revoke and Injunction") and second cause of action ("Constructive Trust and Injunction") in the Barringer II actions (collectively the "Contract-Based Claims").[1]

Rule 42(b) permits a court to bifurcate issues or claims where doing so will promote convenience, efficiency, or economy, or where doing so will avoid prejudice. *See* Rule 42(b),

[1] This motion refers to the two actions against Mrs. Barringer individually, which have civil action numbers 2019-CP-07-01253 and 2019-CP-07-01294, as "Barringer II." This motion refers to the two actions against Merrill Light and Mrs. Barringer in her representative capacity, which have civil action numbers 2016-CP-07-1919 and 2019-CP-07-1961, as "Barringer I."

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SCRCP. Whether and how to bifurcate is discretionary with the trial court. *See Senter v. Piggly Wiggly Carolina Co.*, 341 S.C. 74, 77, 533 S.E.2d 575, 577 (2000). Further, the South Carolina Supreme Court has encouraged trial courts to bifurcate trials in complex cases where doing so will help to clarify and simplify the issues. *See Durham v. Vinson*, 360 S.C. 639, 644, 602 S.E.2d 760, 762 n.2 (2004).

In these consolidated cases, several good reasons exist for bifurcating the Contract-Based Claims from the remaining claims.

First, the Contract-Based Claims involve distinct legal and factual issues from those involved in the remaining claims. Plaintiff's Contract-Based Claims are based on the theory that—when Mr. Barringer was mentally competent and not subject to undue influence—he entered into a contract with Mrs. Barringer whereby Mrs. Barringer promised to never change her 1998 will. Through her Contract-Based Claims, Plaintiff asks the Court to enjoin Mrs. Barringer from executing a new will.[2] The remaining claims, on the other hand, are based on the theory that Mr. Barringer's family members and others—over the course of several years—took advantage of and unduly influenced Mr. Barringer at a time when his mental capacity was diminished (the "Undue Influence and Incapacity Claims").[3] Through these claims, Plaintiff seeks to recover over

[2] Specifically, Plaintiff alleges through her Contract-Based Claims that her mother and father—Mr. and Mrs. Barringer—contracted or otherwise agreed not to make any changes to their 1998 wills such that Mrs. Barringer cannot exercise the power of appointment that Mr. Barringer granted to her. Plaintiff's third cause of action in Barringer II asks the Court to find a contract between Mr. and Mrs. Barringer not to change their 1998 wills, and Plaintiff's second cause of action in Barringer II asks the Court to impose a constructive trust over the trust's remaining property subject to the power of appointment in favor of Mr. and Mrs. Barringer's children equally.

[3] The Undue Influence and Incapacity Claims include more than a dozen claims, including claims for intentional interference with inheritance, civil conspiracy, breach of fiduciary duty, fraud, conversion, and challenges to Mr. Barringer's estate planning documents and inter vivos transfers on incapacity, undue influence, and mistake grounds.

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$100,000,000 in damages from Defendants and also seeks to invalidate Mr. Barringer's 2012-2016 estate planning documents, as well as a corporate gift of CFRC voting stock. The Contract-Based Claims, on the one hand, and the Undue Influence and Incapacity Claims, on the other hand, present distinct legal and factual issues. Likewise, the evidence relevant to the Contract-Based Claims is almost entirely distinct from the evidence relevant to the Undue Influence and Incapacity Claims.

Second, a trial on the Contract-Based Claims will be short and simple, whereas a trial on the Undue Influence and Incapacity Claims will be lengthy and complicated. Plaintiff alleges that the promise Mrs. Barringer made to Mr. Barringer that forms the basis for her Contract-Based Claims "would have been made no later than December 4, 1998." *See* Plaintiff's Responses to Mrs. Barringer's First Set of Interrogatories, attached as Exhibit A, at p. 18. Thus, evidence from after December 4, 1998, should not be relevant in a trial limited to Plaintiff's Contract-Based Claims, and certainly would not be relevant if Plaintiff could not prove that a contract existed, or a promise was made, by December 4, 1998. And, in any event, even if evidence from after December 4, 1998 were somehow relevant to a trial on the Contract-Based Claims, such a trial would nevertheless be focused only on the narrow issue of whether Mrs. Barringer did or did not make an enforceable contract or promise to Mr. Barringer.[4]

A trial on the Undue Influence and Incapacity Claims will involve weeks and weeks of testimony from medical experts, economists, trust fiduciary experts, and fact witnesses, including doctors, nurses, lawyers, accountants, bankers, insurance experts, CEOs, and the parties, among many others. Likewise, the subject matter of the evidence introduced in a trial on the Undue

[4] After years of discovery, Defendants still are not aware of any documents, testimony, or other evidence supporting the existence of such a contract or promise. Thus, the evidence Plaintiff introduces in support of such a contract or promise will necessarily be limited.

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Influence and Capacity Claims will likely include, among other things, the history of Mr. Barringer's estate planning, Mr. Barringer's relationships with his family members, changes to Mr. Barringer's physical and mental health over the years, the history of Mr. Barringer's company, the history of Kevin Luzak's role with Mr. Barringer's company, Kevin Luzak's termination, the falling out between Mr. Barringer and Plaintiff, Plaintiff's prior litigation in Virginia where she previously litigated the corporate stock transfer and other derivative claims, as well as numerous other issues.

Third, trying the Contract-Based Claims at the same time as the Undue Influence and Incapacity Claims would be prejudicial to Defendants. Most if not all of the evidence Plaintiff will seek to introduce in support of her Undue Influence and Incapacity Claims has no bearing on whether Mrs. Barringer contracted or promised never to change her 1998 will, and introducing such evidence in a trial on the Contract-Based Claims would serve no purpose other than to confuse the jury and/or prejudice the jury against Mrs. Barringer.

Fourth, bifurcating the Contract-Based Claims will be "conducive to expedition and economy." *See* Rule 42(b), SCRCP. If Plaintiff fails to establish that Mrs. Barringer contracted or promised never to change her 1998 will and Defendants are therefore successful on Plaintiff's Contract-Based Claims, the rest of this litigation will be streamlined significantly. Specifically, if Plaintiff is not successful on her Contract-Based Claims, then it follows that Mrs. Barringer has the authority to change her 1998 will and exercise the Power of Appointment Mr. Barringer left her however she sees fit. Thus, if Defendants are successful in a trial on Plaintiff's Contract-Based Claims, Mrs. Barringer's children (including Plaintiff) will simply have to wait until Mrs. Barringer passes away to see whether or not they will receive any assets that may or may not end up in Mr. Barringer's estate—regardless of which version of Mr. Barringer's estate planning

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documents controls. Bifurcation in this manner would drastically simplify this litigation and carve out a manageable dispute for presentation to a jury. The results of the initial trial also may foster meaningful settlement discussions.

In sum, having a single trial on all the claims in this consolidated litigation will be confusing, prejudicial, inefficient, and exhausting for the Court, the parties, and the jury. On the other hand, having a short, initial trial on the discrete issue presented by Plaintiff's Contract-Based Claims provides an excellent opportunity to significantly streamline this litigation.

WHEREFORE, for all these reasons, and for the reasons set forth in any memoranda or arguments made prior to or at any hearing on this motion, Defendants respectfully request that the Court issue an Order bifurcating the trial in this litigation such that the Contract-Based Claims are tried first, and any remaining claims are tried in a separate, later trial.

TWENGE + TWOMBLEY LAW FIRM

BY: _J. Ashley Twombley_____

J. ASHLEY TWOMBLEY
S.C. Bar #72916
LEE ANNE WALTERS
S.C. Bar #74984
311 Carteret Street
Beaufort, SC 29902
(843) 982-0100
twombley@twlawfirm.com
lwalters@twlawfirm.com

Attorneys for Defendant, Merrill U. Barringer, as Personal Representative of the Estate of Paul Brandon Barringer, II and Individually

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ROSEN HAGOOD, LLC

BY: s/Alice F. Paylor

ALICE F. PAYLOR
S.C. Bar #4380
BIJAN GHOM
S.C. Bar #103531
P.O. Box 893 (29402)
151 Meeting Street, Suite 400
Charleston, SC 29401
(843) 577-6726
apaylor@rosenhagood.com
bghom@rosenhagood.com

and

Charles B. Molster, III, Esquire
Law Offices of Charles B. Molster, III, PLLC
2141 Wisconsin Avenue, NW
Suite M
Washington, DC 20007

Attorneys Defendants Merrill B. Light, individually and as Trustee

Beaufort, South Carolina

October 23, 2020

EXHIBIT F

ELECTRONICALLY FILED - 2020 Dec 30 8:53 AM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

STATE OF SOUTH CAROLINA COUNTY OF BEAUFORT IN THE MATTER OF ESTATE OF PAUL BRANDON BARRINGER, II HAMPTON BARRINGER LUZAK, Plaintiff, v. MERRILL B. LIGHT, MERRILL U. BARRINGER, AS PERSONAL REPRESENTATIVE OF THE ESTATE OF PAUL BRANDON BARRINGER, II, J. RANDOLPH LIGHT, JR., MERRILL B. LIGHT AS PUTATIVE TRUSTEE OF THE PAUL B. BARRINGER, II REVOCABLE TRUST DATED DECEMBER 4, 1998, AND MERRILL B. LIGHT AS TRUSTEE OF THE MERRILL BARRINGER LIGHT REVOCABLE TRUST, Defendants.	)	IN THE COURT OF COMMON PLEAS CIVIL ACTION NO: 2016-CP-07-01919

STATE OF SOUTH CAROLINA COUNTY OF BEAUFORT IN THE MATTER OF: Estate of Paul Brandon Barringer, II Hampton B. Luzak, Plaintiff, v. Merrill U. Barringer, Defendant.	)	IN THE COURT OF COMMON PLEAS CIVIL ACTION NO: 2019-CP-07-01253 2019-CP-07-1294

EXHIBIT F

ELECTRONICALLY FILED - 2020 Dec 30 8:53 AM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

ORDER GRANTING DEFENDANTS' MOTION TO BIFURCATE

This Court has considered Defendants' Joint Motion to Bifurcate Trial filed October 23, 2020. Based on the legal memoranda submitted and oral argument presented, the Court grants the motion. In accordance with SCRCP Rule 42(b), this Court has determined that a separate trial of the Second and Third Causes of Action set forth in Hampton Luzak v. Merrill Barringer, Civ. Action Nos. 2019-CP-07-01253 and 2019-CP-07-01294, shall proceed first and prior to any separate and subsequent trial(s) of the remaining causes of action alleged in Civ. Action Nos. 2016-CP-07-1919, 2016-CP-07-1961, 2019-CP-07-01253 and 2019-CP-07-01294.

IT IS SO ORDERED.

_____
CARMEN T. MULLEN
Judge of the Fourteenth Judicial Circuit

_____, 2020

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Beaufort Common Pleas

Case Caption: Hampton Barringer Luzak VS Merrill U Barringer

Case Number: 2019CP0701253

Type: Order/Other

So Ordered

s/Carmen T Mullen 2142