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SC Court of Appeals

STATE OF SOUTH CAROLINA
IN THE COURT OF APPEALS

APPEAL FROM BEAUFORT COUNTY
COURT OF COMMON PLEAS
BENTLEY PRICE, CIRCUIT COURT JUDGE

Appellate Case No. 2021-000837

In re: IN THE MATTER OF: Estate of Paul Brandon Barringer II

Hampton B. Luzak, ...Appellant

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, ... Respondents

--and--

Coastal Forest Resources Company ("CFRC") Intervenor/Respondent.

--and--

Hampton B. Luzak, ...Appellant,

v.

Merrill U. Barringer, ...Respondent.

**EMERGENCY PETITION FOR
DECLARATION OF AUTOMATIC STAY PURSUANT
TO RULE 241(a), SCACR**

Appellant Hampton B. Luzak (hereafter "Appellant") filed an appeal to this Court from three (3) orders on August 5, 2021. This Court has docketed the appeal as set forth above. In docketing the appeal with a separate number from the prior appeal, Appellate Case No. 2021-

000159, this Court preliminarily declined Appellant's request in the Notice of Appeal to consolidate the two appeals.

The instant appeal operates to automatically stay proceedings in the trial court. Rule 241(a). All three of the orders on appeal require immediate appeals that stay the remaining trial court proceedings. These orders are directly appealable pursuant to S.C. Code Ann. § 14-3-330(1), (2) and (3). Rule 241(a) provides that the trial court proceedings are stayed while the appellate court decided the issues on appeal, since they will affect the final judgment that is eventually rendered.

Exhibit A to the Notice of Appeal is an order granting a request by Intervenor/Respondent Coastal Forest Resources Company ("CFRC"), to intervene in this action, to strike the majority of the damages sought by Plaintiff, and to dismiss Appellant's cause of action for civil conspiracy. Intervenor's involvement in the case then ended. The order striking the prayer for damages and the civil conspiracy cause of action is an order "involving the merits" and "finally determine some substantial matter forming the whole or the part of a cause of action." *Mid-State Distributors Inc. v. Century Importers Inc.*, 310 S.C. 330, 334, 426 S.E.2d 777, 780 (1993). *See also McLaughlin v. Strickland*, 279 S.C. 513, 309 S.E.2d 787 (Ct. App. 1983) (an order that forecloses a party from contesting a claim on the merits affects a substantial right and is immediately appealable.) Since CFRC intervened simply and briefly for the sole purpose of striking the Plaintiff's cause of action and damages asserted against the individual Defendants (and not CFRC) and then stepped aside as a party to the action, the order granted became final, subject to appeal, and that order dramatically affects a substantial right of the Plaintiff against the Defendants. That is immediately appealable and must be immediately appealed. There is no later time to appeal the order secured by CFRC since it is no longer a party to the case. The need to stay trial court proceedings while the appellate

court considers the immediately appealable issues exists “where a substantial right could not be vindicated on appeal after the end of the case.” *Breland v. Love Chevrolet Olds Inc.*, 339 S.C.89, 529 S.E.2d 11 (2000).

Appellant also appeals from the trial court’s order dated July 6, 2021 (Exhibit C to the Notice of Appeal) which granted Respondent Merrill Light’s Motion for Summary Judgment as to the February 28, 2012 Will of Paul B. Barringer and the First Amendment to the Paul B. Barringer II Revocable Trust set forth in the Seventh (alleging lack of capacity), Eighth (alleging undue influence), and Ninth (alleging mistake) Causes of Action asserted by Plaintiff, ruling that these documents were valid. (Exhibit C to Notice of Appeal). This order is immediately appealable because it finally determines the parties’ rights and disputes as to a particular set of estate documents executed by decedent Paul Barringer in February, 2012. The effect of this order is to prevent the litigation of Appellant’s claim that the February 2012 documents (a will and trust agreement) were invalid based on competency, undue influence, and mistake.

The earlier appeal challenged an order of circuit court judge which bifurcated certain claims from others and ordered that a trial on the second and third causes of action “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.” Order of Judge Mullen filed December 30 2020, attached to Notice of Appeal dated February 12, 2021, Appellate Case No. 2021-000159.

The instant appeal also appeals from that order dated June 7, 2021 entitled “Order on Motions” which, *inter alia*, ordered that trial “shall proceed on the bifurcated claims only. A trial on the first phase as indicated in Judge Mullen’s Order of December 30, 2020 granting bifurcation is set to begin on August 30, 2021.”

The result of numerous motions for (and grant of) summary judgment by Respondents and the Intervenor/Respondent have resulted in a conundrum that makes the current trial court proceedings futile and wasteful of judicial resources.

Judge Mullen issued an order filed on December 3, 2019 consolidating cases 2019-CP-07-1253 and 01294 with 2016-CP-07-1919. Subsequently, in an order filed December 30, 2020, Judge Mullen ordered that “the second and third causes of action as set forth in “Cases 2019-CP-07-1253 and 01294” would be tried first and prior to any separate and subsequent trials of the remaining causes of action set forth” in the consolidated actions.

The bifurcated causes of action involve whether Defendant Merrill Barringer has a power of appointment from Paul Barringer and, if so, whether she has contracted (third cause of action) and/or promised (second cause of action) not to exercise any power of appointment.¹ The trial of the bifurcated causes of action, which is set to begin on August 30, 2021; hearings on summary judgment motions for the bifurcated causes of action are scheduled for August 10, 2021.²

Because Defendants³ chose to seek summary judgments and obtained them, Plaintiff cannot fairly move forward on her second and third causes of action until the appeals of the summary judgments are concluded. Decedent Paul Barringer purportedly executed a will and trust in February 2012 (found valid by the summary judgment being appealed), a trust in July 2012, a will and trust in June 2014, and a will and trust in February 2015.

Plaintiff contends that all of the wills and trusts purportedly executed after the 1998 will and trust are invalid. Only one trust creating a power of appointment can be valid: the others are

¹ See second and third causes of action set forth in 2019-CP-07-01253. **Exhibit 1.**

² The instant appeal also appeals from the June 7, 2021 order that sets Judge Mullen’s “first and prior” trial for August 30, 2021, while the appeals in Appellate Case No. 2021-000159 and now 2021-000837 proceed through the appellate process before this Court.

³ Intervenor/Respondent is the company controlled by Defendant Merrill Light.

either invalid because of the undue influence, mistake, fraud, lack of capacity, civil conspiracy, etc. alleged by Plaintiff or they are revoked by any subsequent valid trust. Plaintiff has to know which is the one valid trust to be able to fairly try the bifurcated causes of action. Moreover, the 1998 trust, which Plaintiff asserts is the only valid trust, provides the best evidence supporting Plaintiff's assertion that Defendant Barringer does not have a power to appoint. Because the court has ruled that the February 2012 trust is valid, the 1998 documents are considered revoked by the February, 2012 documents unless Plaintiff prevails on appeal. Trying the bifurcated causes of action prior to appellate action on the appeal from the order which found the February, 2012 documents valid is a waste of time and accomplishes nothing, since the 2012 documents revoked the 1998 documents which are to be examined in the now-scheduled August 30, 2021 trial.

Plaintiff must have the opportunity to appeal that order before the bifurcated causes of action are tried. That's why Rule 241(a) provides for an automatic stay of trial court proceedings under these circumstances. Similarly, the summary judgment dismissing the civil conspiracy cause of action deprives Plaintiff of a necessary tool to show that the post-1998 documents are invalid.

As it currently stands, the July 7, 2021 order which is on appeal granted summary judgment in favor of Merrill Light, ruling, that Paul Barringer's February 2012 estate planning documents were valid as a matter of law. If that is true, there is nothing arising from the 1998 will and trust of Paul Barringer that remain in effect, because the February 2012 estate planning documents of Paul Barringer revoked his 1998 estate planning documents.

This appeal must stay the trial court proceedings as provided in Rule 241(a). Until this Court determines, *inter alia*, whether summary judgment was properly granted to Merrill Light as to the February 2012 estate planning documents (and the other issues on appeal), any trial at this

time regarding the validity of the 1998 documents and family agreements through 2010 to enforce them is a colossal waste of judicial and clerical resources.

The doctrine of an automatic stay of trial court proceedings during the pendency of an appeal⁴ exists precisely to prevent the trial court's waste of judicial resources to litigate an issue that will be rendered moot by the appeal.

"The purpose of a supersedeas is to stay proceedings in the trial court to preserve the *status quo* pending the determination of the appeal... and to preserve to appellant the fruits of a meritorious appeal where they might otherwise be lost to him." *Graham v. Graham*, 301 S.C. 128, 390 S.E.2d 469 (Ct. App. 1990) (citations omitted). If the trial set for August 30, 2021 goes forward,⁵ its result will be meaningless, at least until the issues raised in the instant appeal are finally determined.

Appellant is required to file immediate appeals from the orders on appeal in the instant appeal. Otherwise, "the fruits of a meritorious appeal" from the order on appeal would otherwise be lost. *Graham, supra*. It is for that very reason the automatic stay comes into effect.

Opposing counsel and the trial judge have not recognized the automatic stay in effect as a result of this appeal and continue to march forward to motion hearings scheduled for August 30, 2021, and trial on August 30, 2021.⁶ Pretrial motions ordered by the June 7, 2021 order scheduling trial are being enforced, and a full day of hearings on motions in proceedings that are stayed by this appeal is scheduled for August 10, 2021.

⁴ There are certain exemptions to the automatic stay provision of Rule 241(a), those exceptions being set forth in Rule 241(b), none of which exemptions are relevant here.

⁵ Opposing counsel wrote the trial judge several hours ago and insisted there is no stay as a result of the instant appeal. As a result, a declaration from this Court is necessary.

⁶ On information and belief, the Beaufort County Clerk of Court has already summoned as many as 500 individuals to comprise the jury pool for the August 30, 2021 trial. The amount of judicial and clerical resources being expended by failure to recognize the automatic stay effected by this appeal is enormous, and alarming.

The automatic stay effected by this appeal also reflects why the order on appeal in Appellate Case No. 2021-000159 is directly appealable, and why it, too, operates as a stay of trial court proceedings. As presently postured, in these consolidated actions, the trial court will try multiple trials in the next few years, with different juries, different results, all of which is likely meaningless because the stay rendered by the instant appeal makes all those proceedings going forward void and of no effect.

Since Judge Mullen's recusal from these consolidated cases on February 19, 2021, the trial court proceedings in this case have taken on the appearance of a freight train moving toward a debacle. "If the ladder is not leaning against the right wall, every step we take just gets us to the wrong place faster."⁷

CONCLUSION

Appellant finds herself the lone voice in a sea of arguments in pointing out that the orders on appeal have to be determined before any more substantive work can be accomplished at the trial court. She is not asking for a supersedeas or stay, because one already exists (actually, two). Unfortunately, Appellant finds it necessary to seek an order from this Court pointing out the effect of Rule 241(a), because Appellant's lone voice is being drown out by the crowd around her.

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⁷ Stephen R. Covey, The Seven Habits of Highly Effective People (1988).

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August 9, 2021



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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**ATTORNEYS FOR PLAINTIFF
HAMPTON BARRINGER LUZAK**

Dated: May 28, 2019
Greenville, South Carolina.

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

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.

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

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

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

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

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

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

“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

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

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

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, 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

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, 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

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,

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

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

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.

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 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.

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

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.

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

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.

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).

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

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

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

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.

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).

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.

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

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;

- 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.

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

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

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

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

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

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

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.

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

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.

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.

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

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 system¹), 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/>

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

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

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

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 Inheritance 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.

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.

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.

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

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.

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.

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.

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.

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**ATTORNEYS FOR PLAINTIFF
HAMPTON BARRINGER LUZAK**

May 28, 2019
Greenville, South Carolina.

RECEIVED

Aug 09 2021

SC Court of Appeals

STATE OF SOUTH CAROLINA
IN THE COURT OF APPEALS

APPEAL FROM BEAUFORT COUNTY
COURT OF COMMON PLEAS
BENTLEY PRICE, CIRCUIT COURT JUDGE

Appellate Case No. 2021-000837

In re: IN THE MATTER OF: Estate of Paul Brandon Barringer II

Hampton B. Luzak, ...Appellant

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, ... Respondents

--and--

Coastal Forest Resources Company ("CFRC").....Intervenor/Respondent.

--and--

Hampton B. Luzak, ...Appellant,

v.

Merrill U. Barringer, ...Respondent.

PROOF OF SERVICE

I, Beth Cogan, an employee with Ballard & Watson, do hereby certify that on August 9,
2021, I served a copy of the **Emergency Petition for Declaration of Automatic Stay Pursuant
to Rule 241(a), SCACR**, in the above-captioned case on the following individuals by electronic

mail using their email address listed in the Attorney Information System, addressed as follows:

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Beth Cogan, Paralegal

August 9, 2021

Beth Cogan

From: Beth Cogan
Sent: Monday, August 9, 2021 2:07 PM
To: Alice Paylor; Bijan Ghom; Charles Molster; Ashley Twombly; Lee Walters; kjohnson@johnsonlawyers.com; Kevin Johnson; Harley D. Ruff; Denise Collins; Rich, Ryan G.; efuhr@huntonak.com; jschronce@huntonak.com; Andrea Smith
Cc: Desa Ballard; 'Gilreath, Jim (Gilreath, Jim)'; Bill Hogan; Alan Medlin, Esquire; 'Macloskie Law Firm'; Tom Traxler; kathie@gilreathlaw.com; Debbie Dorn; Kimberly Hutchins
Subject: (Luzak v. Light 2021-000837) Ltr to COA encl Petition to Declare Stay
Attachments: 2021 08 09 Ltr to COA encl Petition.pdf; 2021 08 09 Petition to Declare Stay.pdf; 2021 08 09 POS Petition to Declare Stay.pdf

Good afternoon,

Please see the attached Petition to Declare Stay for the above-referenced matter that is being filed today with the COA.

Kindest Regards,
-Beth

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August 9, 2021

Via Email (ctappfilings@sccourts.org)
The Honorable Jenny Abbot Kitchings
Court of Appeals Clerk of Court
Post Office Box 11629
Columbia, South Carolina 29211

RECEIVED

Aug 09 2021

SC Court of Appeals

Re: *Hampton Luzak v. Merrill B. Light, et al.*
Appellate Case No.: 2021-000837

Dear Ms. Kitchings:

Enclosed for filing please find a Emergency Petition for Declaration of Automatic Stay Pursuant to Rule 241(a), SCACR and Proof of Service for the above-referenced matter. Pursuant to paragraph (c)(4) of the Supreme Court's amended administrative order dated May 29, 2020 ("Operation of the Appellate Courts During the Coronavirus Emergency" originally dated March 20, 2020) a check for the filing fee is being forwarded via US mail.

By copy of this letter and as evidenced by the Proof of Service, these filing has been served upon counsel for the Respondents. Thank you for your time in this matter. If you have any questions, please do not hesitate to contact our office.

With warm personal regards, I am,

Sincerely yours,

Desa Ballard/ekc

Desa Ballard
desab@desaballard.com

Enclosures

cc: Via Electronic Mail
Alice Paylor, Esquire
Bijan Ghom, Esquire

The Honorable Jenny Abbot Kitchings
In Re: Luzak v. Light, et al.
August 9, 2021

Page 2 of 2

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