RECEIVED
Oct 07 2021
SC Court of Appeals

THE STATE OF SOUTH CAROLINA
In The Supreme Court

ON PETITION FOR WRIT OF CERTIORARI TO THE COURT OF APPEALS
APPEAL FROM BEAUFORT COUNTY
Court of Common Pleas

Carmen T. Mullen, Circuit Court Judge

Appellate Case No. 2021-000159

EX PARTE:

Hampton B. Luzak, ... Petitioner,

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

Hampton B. Luzak, ... Petitioner,

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--

Hampton B. Luzak, ... Petitioner,

v.

Merrill U. Barringer, ... Respondent.

APPENDIX VOLUME I OF IV

Desa Ballard (S.C. Bar No. 498)
226 State Street
West Columbia, South Carolina 29169
Telephone 803.796.9299
Facsimile 803.796.1066
desab@desaballard.com

James R. Gilreath (S.C. Bar #02133)
William M. Hogan (S.C. Bar #65272)
THE GILREATH LAW FIRM, PA
110 Lavinia Avenue (zip 29601)
P.O. Box 2147
Greenville, South Carolina 29602
Telephone: 864.242.4727
Facsimile: 864.232.4395
jim@gilreathlaw.com
bhogan@gilreathlaw.com

S. Alan Medlin (S.C. Bar No. 3924)
1713 Phelps Street
Columbia, South Carolina 29205
Telephone: 803.777.7465
Facsimile: 803.777.7465
amedlin@sc.rr.com

Charles B. Macloskie (S.C. Bar No. 3514)
MACLOSKIE LAW FIRM
P.O. Box 280
Beaufort, South Carolina 29901
Telephone: 843.524.0909
Facsimile: 843.521.1379
macloskielawfirm@hargray.com

Thomas W. Traxler (S.C. Bar No. 5624)
CARTER, SMITH, MERRIAM ROGERS & TRAXLER, PA
900 East North Street (29601)
P.O. Box 10828 (29603)
Greenville, South Carolina
Telephone: 864.242.3566
Facsimile: 864.232.1558
tom.traxler@carterlawpa.com

Attorneys for Petitioner

OTHER COUNSEL OF RECORD:

Alice Paylor, Esquire
Bijan Ghom, Esquire
ROSEN, ROSEN & HAGOOD, LLC
P.O. Box 893
Charleston, South Carolina 29402
apaylor@rrhlawfirm.com
bghom@rosenhagood.com
Attorneys for Respondents, Merrill B. Light, 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

Charles B. Molster, III, Esquire
THE LAW OFFICES OF CHARLES B. MOLSTER, III PLLC
2141 Wisconsin Avenue, N.W., Suite M
Washington, D.C. 20007
cmolster@molsterlaw.com
Attorney admitted *pro hac vice* for Respondents, Merrill B. Light, 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

J. Ashley Twombley, Esquire
Kevin Johnson, Esquire
Lee Anne Walters, Esquire
TWENGE + TWOMBLEY LAW FIRM
311 Carteret Street
Beaufort, South Carolina 29902
Twombley@twlawfirm.com
kjohnson@twlawfirm.com
lwalters@rosenhagood.com
Attorney for Respondent Merrill U. Barringer, individually and Respondent Merrill U. Barringer, as Personal Representative of the Estate of Paul Brandon Barringer, II

Harley D. Ruff, Esquire
Denise Collins, Esquire
RUFF & RUFF, LLC
17 Professional Village Circle
Beaufort, South Carolina 29907
hruff@ruffllc.com
dcollins@ruffllc.com
Attorneys for Respondent Merrill U. Barringer, as Personal Representative of the Estate of Paul Barringer, II

TABLE OF CONTENTS

Volume I of IV

Order Denying Rehearing filed August 19, 2021 2

Order Dismissing Appeal filed May 4, 2021 4

Order Granting Defendants' Motion to Bifurcate filed December 30, 2020 6

Consent Order for Consolidation filed December 3, 2019 9

Reply to Respondents' Return to Petition for Rehearing filed August 16, 2021.....14

Respondents' Return to Petition for Rehearing filed August 9, 2021 25

Petition for Rehearing and Memorandum filed May 18, 2021 214

Respondents' Memorandum Regarding Appealability filed March 4, 2021 224

Volume II of IV

Appellant's Memorandum Regarding Appealability filed March 4, 2021 395

Notice of Appeal filed February 12, 2021 551

Defendants' Joint Motion to Bifurcate filed October 23, 2020 563

Removal from Probate Court and Summons and Complaint for Case Number 2019-CP-07-1294 filed June 4, 2019 590

Volume III of IV

Complaint for Case Number 2019-CP-07-01253 filed May 28, 2019.....753

Amended Complaint for Case Number 2016-CP-07-1919 filed November 23, 2016.....907

Volume IV of IV

Transcript of Proceedings November 17-19, 2020 1054

Letter from COA request for Return to Petition for Rehearing dated July 28, 2021 1476

Letter from COA Appealability Memoranda requested dated February 22, 2021 1478

The South Carolina Court of Appeals

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

Hampton Barringer Luzak, Appellant,

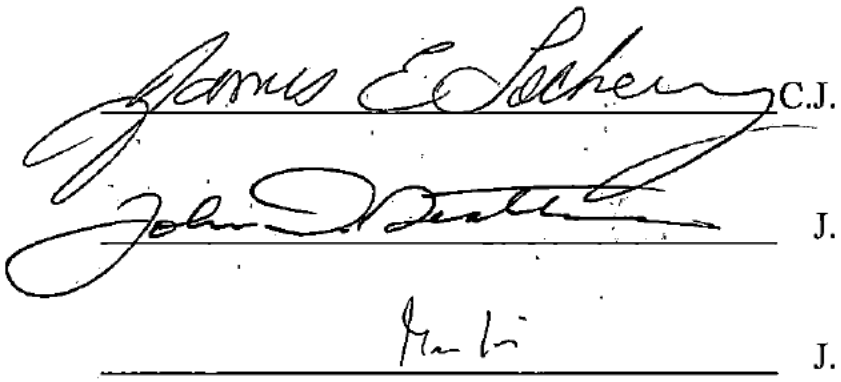
v.

Merrill U. Barringer, Respondent.

Appellate Case No. 2021-000159

ORDER

After careful consideration of the petition for rehearing, the Court is unable to discover that any material fact or principle of law has been either overlooked or disregarded; and hence, there is no basis for granting a rehearing. Accordingly, the petition for rehearing is denied.



C.J.

J.

J.

Columbia, South Carolina

cc:
James R. Gilreath, Esquire
William Mitchell Hogan, Esquire
Alice F. Paylor, Esquire
Bijan Khaladj-Ghom, Esquire
Harley Delleney Ruff, Esquire
Denise K. Collins, Esquire
James Ashley Twombley, Esquire
Kevin C. Johnson, Esquire
Lee Anne Walters, Esquire

FILED
Aug 19 2021

The South Carolina Court of Appeals

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

Hampton Barringer Luzak, Appellant,

v.

Merrill U. Barringer, Respondent.

Appellate Case No. 2021-000159

ORDER

After careful consideration of the parties' filings, this appeal is dismissed because the underlying orders are not immediately appealable under section 14-3-330 of the South Carolina Code (2017). *See Flagstar Corp. v. Royal Surplus Lines*, 341 S.C. 68, 73, 533 S.E.2d 331, 333-34 (2000) ("In short, trial of all issues in the case in a single proceeding is not a mode of trial to which the parties are entitled as a matter of right. Any abuse of discretion on the part of the trial court in severing issues for trial may be appealed after the trial, and after full development of the evidence.").

FOR THE COURT

Columbia, South Carolina

cc:
James R. Gilreath, Esquire
William Mitchell Hogan, Esquire
Alice F. Paylor, Esquire
Bijan Khaladj-Ghom, Esquire
Harley Delleney Ruff, Esquire
Denise K. Collins, Esquire
James Ashley Twombley, Esquire
Kevin C. Johnson, Esquire
Lee Anne Walters, Esquire

FILED
May 04 2021

ELECTRONICALLY FILED - 2020 Dec 30 9:04 AM - BEAUFORT - COMMON PLEAS - CASE#2016CP0701919

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

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

ELECTRONICALLY FILED - 2020 Dec 30 9:04 AM - BEAUFORT - COMMON PLEAS - CASE#2016CP0701919

ORDER GRANTING DEFENDANTS' MOTION TO BIFURCATE

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

IT IS SO ORDERED.

_____
CARMEN T. MULLEN
Judge of the Fourteenth Judicial Circuit

_____, 2020

ELECTRONICALLY FILED - 2020 Dec 30 9:04 AM - BEAUFORT - COMMON PLEAS - CASE#2016CP0701919

Beaufort Common Pleas

Case Caption: Hampton B Luzak VS Merrill B Light , defendant, et al

Case Number: 2016CP0701919

Type: Order/Other

So Ordered

s/Carmen T Mullen 2142

ELECTRONICALLY FILED - 2019 Dec 03 8:39 AM - BEAUFORT - COMMON PLEAS - CASE#2016CP0701919

STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	
COUNTY OF BEAUFORT	)	CIVIL ACTION NO: 2016-CP-07-1919
	)	
IN THE MATTER OF ESTATE OF PAUL BRANDON BARRINGER, II	)	
	)	
HAMPTON BARRINGER LUZAK,	)	
	)	
Plaintiff,	)	**CONSENT ORDER ON PLAINTIFF'S MOTION FOR CONSOLIDATION OF ACTIONS**
	)	
v.	)	
	)	
MERRILL B. LIGHT, MERRILL U. BARRINGER, AS PERSONAL REPRESENTATIVE OF THE ESTATE OF PAUL BRANDON BARRINGER, II, J. RANDOLPH LIGHT, JR., MERRILL B. LIGHT AS PUTATIVE TRUSTEE OF THE PAUL B. BARRINGER, II REVOCABLE TRUST DATED DECEMBER 4, 1998, AND MERRILL B. LIGHT AS TRUSTEE OF THE MERRILL BARRINGER LIGHT REVOCABLE TRUST,	)	
	)	
Defendants	)	

This matter is before the Court on Plaintiff's Motion for Consolidation of Actions Under Rule 42(a) filed on September 13, 2019. Plaintiff seeks to consolidate the captioned case with 2019-CP-07-01253 and 2019-CP-07-01294. With the consent and agreement of the parties, the Court enters the following order related to Plaintiff's motion:

1. The captioned case and cases 2019-CP-07-01253 and 2019-CP-07-01294 will be heard together for convenience purposes for discovery and trial. However, cases 2019-CP-07-01253 and 2019-CP-07-01294 shall retain their own separate identities and are not merged together with the captioned case;

ELECTRONICALLY FILED - 2019 Dec 03 8:39 AM - BEAUFORT - COMMON PLEAS - CASE#2016CP0701919

2. Consolidation shall not delay the deadlines set forth in the Court's Third Amended Scheduling Order in the captioned case, and the parties in 2019-CP-07-01253 and 2019-CP-07-01294 shall be bound by the deadlines set forth in that Order; unless amended by the consent of the parties or by order of the court.
3. The parties in 2019-CP-07-01253 and 2019-CP-07-01294 preserve all arguments related to any and all claims, defenses (including but not limited to any positions regarding the inapplicably of the relation back doctrine), motion or other right each may have under law or equity related to 2019-CP-07-01253 and 2019-CP-07-01294, and no parties' position shall be enhanced or diminished in any way by the entering of this order; and
4. The parties may conduct additional discovery on the new matters and issues raised in 2019-CP-07-01253 and 2019-CP-07-01294, but only as to those new matters and issues. This provision shall have no effect on the preservation of the parties' rights to conduct deposition discovery of witnesses already deposed in the captioned case to the extent that such discovery might be allowed under Judge Mullen's prior orders or future orders or by the consent of the parties. Other discovery in the captioned case will continue in accordance with the Third Amended Scheduling Order in that captioned case.

The Court hereby adopts the agreement of the parties as an Order of the Court.

IT IS SO ORDERED!

We so consent:

s/James R. Gilreath

Date: November 12, 2019

James R. Gilreath (S.C. Bar No. 2133)
William M. Hogan (S.C. Bar No. 65272)
THE GILREATH LAW FIRM, P.A.
110 Lavinia Avenue (29601)
P. O. Box 2147
Greenville, South Carolina 29202
jim@gilreathlaw.com
bhogan@gilreathlaw.com

and

Charles B. Macloskie (S.C. Bar No. 3514)
Macloskie Law Firm
P.O. Box 280
1506 Prince Street
Beaufort, SC 29901
macloskielawfirm@hargray.com

and

S. Alan Medlin (S.C. Bar No. 3924)
1713 Phelps Street
Columbia, SC 29205
amedlin@sc.rr.com

Attorneys for Plaintiff Hampton B. Luzak

ELECTRONICALLY FILED - 2019 Dec 03 8:39 AM - BEAUFORT - COMMON PLEAS - CASE#2016CP0701919

We consent:

_s/Alice Paylor_____ Date: November 12, 2019
Alice Paylor, Esquire
Bijan Ghom, Esquire
ROSEN, ROSEN & HAGOOD, LLC
151 Meeting Street, Suite 400
Charleston, SC 29401

and

Charles B. Molster, III, Esquire
The Law Offices of Charles B. Molster, III, PLLC
2141 Wisconsin Ave., N.W., Ste. M
Washington, DC 20007

Attorneys for Defendants Merrill B. Light, individually and as trustee, and J. Randolph Light, Jr.

We consent:

__s/J. Ashley Twombley_____ Date: November 12, 2019
J. Ashley Twombley, Esquire
Kevin C. Johnson, Esquire
TWENGE + TWOMBLEY LAW FIRM
311 Carteret Street
Beaufort, SC 29902

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

ELECTRONICALLY FILED - 2019 Dec 03 8:39 AM - BEAUFORT - COMMON PLEAS - CASE#2016CP0701919

ELECTRONICALLY FILED - 2019 Dec 03 8:39 AM - BEAUFORT - COMMON PLEAS - CASE#2016CP0701919

Beaufort Common Pleas

Case Caption: Hampton B Luzak VS Merrill B Light , defendant, et al

Case Number: 2016CP0701919

Type: Order/Consent Order

So Ordered

s/Carmen T Mullen 2142

RECEIVED
Aug 16 2021
SC Court of Appeals

STATE OF SOUTH CAROLINA
IN THE COURT OF APPEALS

APPEAL FROM BEAUFORT COUNTY
COURT OF COMMON PLEAS
CARMEN T MULLEN, CIRCUIT COURT JUDGE

Appellate Case No. 2021-000159

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, ... Defendant/Respondents,

-and-

Hampton Barringer Luzak, ...Appellant,

v.

Merrill U. Barringer, ...Defendant/Respondent.

REPLY TO RESPONDENTS' RETURN TO PETITION FOR REHEARING

Appellant Hampton B. Luzak ("Luzak") replies to the Return submitted by Defendant/Respondents on August 9, 2021. On July 28, 2021, this Court requested a Return to

Luzak's Petition for Rehearing dated May 18, 2021,[1] and that Return was filed on August 9, 2021. Defendant/Respondents' Return fails to address or respond to the inquiry before this Court or to understand the scope of rehearing pursuant to Rule 221(a), SCACR. Instead, Defendant/Respondents attempt to simplify an incredibly complex situation of their own making and ask this Court to ignore the procedural status and focus solely on the merits of the case as Defendants/Respondents have wished them to be.

These consolidated cases, designated as complex in 2017, individually deal with the same basic facts and legal issues: the Decedent Paul Barringer executed testamentary documents in 1998, and the validity of those documents is unchallenged. Decedent's subsequent estate planning documents,[2] executed in February 2012, July 2012, June 2014, and February 2015, are invalid because of one or more of the following — undue influence, mistake, fraud, tortious interference, civil conspiracy, and/or lack of capacity. Each of those documents, if valid, revoked all earlier documents, so the last valid document is the operative document, whatever that is determined to be. These facts are common to all causes of action. As a necessary predicate for determining the bifurcated causes of action dealing with whether a power of appointment exists and, if so, may be exercised, the document creating such a power, if any, must be determined.[3] It is a fallacy to suggest that the bifurcated causes of action deal only with the 1998 documents and parol matters occurring after them; quite the opposite is true.

---

[1] Pursuant to Rule 221(a), Respondents were prohibited from filing a Response to the Petition for Rehearing absent a specific request from this Court, which request was made by letter dated July 28, 2021.

[2] All of Decedent's subsequent estate planning documents were executed after he had been diagnosed with and began treatment for dementia in 2011.

[3] Defendant Barringer asserts that it does not matter which documents are valid as to the power of appointment issue, but how can one determine whether there is a power of appointment without determining which document, if any, creates one?

Luzak contends that the last valid estate planning documents were executed in December 1998. She contends that all subsequent documents are invalid. Defendant/Respondents contest that, asserting instead that all subsequent estate planning documents through 2015 are valid, despite Mr. Barringer's continuing rapid deterioration from dementia after 2011.

This dispute runs through all causes of action. In the second and third causes of action in two of the cases, 2019-CP-07-01253 and 2019-CP-07-01294, Luzak seeks a determination that Defendant Merrill Barringer does not have a power to appoint stock in the Decedent's legacy company ("the power of appointment causes of action") and seeks equitable relief from the court associated with that determination.[4] That determination necessarily involves a determination of which one of the five (5) sets of testamentary documents is valid.

The present appeal appeals the order of the trial court to bifurcate the trials of the causes of action because it implicates the Appellant's right to trial by a single jury on all of causes of actions and because the trial court improperly set the equitable causes of action for trial before the legal causes of action, an improper sequencing under South Carolina law. That is discussed below.

The problem is compounded because the first phase of the bifurcated trial is against only the Decedent's widow, Merrill Barringer, without the remaining Defendant/Respondents. That means that certain equitable causes of action have been cherry-picked by Defendant/Respondents to be tried against a cherry-picked Defendant before any legal causes of action are tried when common issues of fact and law permeate all causes action against all Defendant/Respondents. That implicates the mode of trial because it deprives Luzak of her right to a jury trial. That "affects a

[4] In addition to these two causes of action, the consolidated cases contain 22 other causes of action, although one of the causes of action, for civil conspiracy, was dismissed by summary judgment. See Order of Judge Price filed June 7, 2021. The June 7, 2021 order dismissing the conspiracy cause of action is a part of Luzak's appeal in Appellate Case No. 2021-000837, for which she has separately sought an emergency declaration from this Court that an automatic stay is in effect.

substantial right" within *S.C. Code Ann.* §14-3-330, and that is why the order for bifurcation is immediately appealable. The procedural by-product of the order of bifurcation is the fallacy that the bifurcated trial can be limited to the 1998 documents, leaving the subsequent documents for a later jury trial. *Lester v. Dawson*, 327 S.C. 263, 491 S.E.2d 240 (1997).

After consenting to the consolidation on two occasions, Defendant/Respondents decided, and Judge Mullen agreed, to pluck two equitable causes of actions out to try "first and prior" to the trial of the predominant legal causes of action under the mistaken belief the bifurcated causes of action present no overlapping issues with the other causes of action. In doing so, they manufactured the "first and prior" trial to be against one Defendant/Respondent, Merrill Barringer only. The other Defendants/Respondents get to sit in the dugout and watch the outcome of the "first and prior" bifurcated trial before deciding on their next move.[5]

This procedural mess results from the Defendants/Respondents seeking piecemeal adjudication of certain discrete pieces of this consolidated case, which has profound effects on Luzak's trial of the case, forcing her to appeal at this interim stage to protect her procedural rights or otherwise lose them.[6] If the appeal of the order for bifurcation is not heard and until that order

[5] The remaining Defendant/Respondents may sit back and decide whether they like the outcome of the bifurcated trial, and if so, attempt to use this jury's findings offensively against Luzak because it is necessary in both trials to determine which estate planning documents are valid. If not, they get a second chance to convince a jury that didn't buy Mrs. Barringer's story the first time around after giving her the first chance to win or lose without assuming any risk for themselves. *Beall v. Doe*, 281 S.C. 363, 315 S.E.2d 186 (Ct.App. 1984). *See also Roberts v. Recovery Bureau Inc.*, 316 S.C. 492, 450 S.E.2d 616 (Ct.App. 1994). In effect, Mrs. Barringer is the trial balloon or Guinea pig for the remaining Defendant/Respondents. Mrs. Barringer may lose the "first and prior" bifurcated trial, but the remaining Defendant/Respondents can try again on the remaining portion of the consolidated cases.

[6] For example, under the bifurcation order and later order setting trial for the first phase, the second and third causes of action against Merrill Barringer, the widow, alone are to be tried starting on August 30, 2021. The trial court, however, granted partial summary judgment on July 6, 2021 to the *other* Defendants/Respondents establishing the validity of the February 2012 Will and Trust (albeit subject to Luzak's second appeal, not addressed here) under the other consolidated case, throwing a procedural monkey wrench into the first trial. That is an example of the morass in which this case finds itself. Luzak will further discuss the multiplication of confusion caused by summary judgment orders issued during the pendency of this appeal in her Reply to the Return to Emergency Motion for Declaration of Stay, to be filed tomorrow.

is reversed, this case will inevitably bind itself into a Gordian[7] Knot, the result of which will mean that ultimately the trials of the consolidated cases will have to be redone and tried all over again in full and before a single, but different jury, who will be asked to decide the same factual issues the "first and prior" jury will have already been asked.

Luzak set out her position in her earlier Memorandum in support of appealability and her motion to reconsider.[8] The essence of the argument is that the trial court's order for bifurcation implicated the mode of trial and also the sequencing of the trials of the causes of action implicated the mode of trial because the order ordered that equitable claims be tried before legal claims, thereby inevitably prejudicing Luzak's right to have her legal causes of action tried before a jury before the equitable causes of action, even if the equitable causes of action were tried before a jury. The only way the causes of action can be tried is with a single trial on all causes of action before a single jury and the trial court ordering whatever equitable remedy may be appropriate after the jury determination. There are many common facts and issues between the bifurcated causes of action, and the remaining causes of action because all require a determination of the validity of each of the estate planning documents.

Luzak stated in her Memorandum on the immediate appealability: "Sequencing rules mandate that when a case contains both legal and equitable causes of action and there exists disputed common factual issues relevant to both equitable and legal claims, *the legal claims must be tried first*, with the court in the trial of the equitable claims being bound by the findings of fact made by the jury. *See Wachovia Bank, N.A. v. Blackburn*, 407 S.C. 321, 755 S.E.2d 437 (2014); *Johnson v. S.C. Nat'l Bank*, 292 S.C. 51, 354 S.E.2d 895 (1987); *Plantation Fed. Bank v. Gray*,

---

[7] Phrygian Gordium, 333 B.C. https://www.history.com/news/what-was-the-gordian-knot

[8] Luzak's Memorandum in Support of Immediate Appealability of Order Granting Motion to Bifurcate filed on March 4, 2021 is already of record before this Court. Similarly, her petition for rehearing the dismissal of the appeal dated May 18, 2021 is already of record.

401 S.C. 507, 737 S.E.2d 515 (Ct. App. 2013); *Bateman v. Rouse*, 358 S.C. 667, 596 S.E.2d 386 (Ct. App. 2004). The South Carolina Supreme Court has stated: "If separate trials are ordered, the judge must determine which issues are to be tried first. If there are factual issues common to both claims, absent the 'most imperative circumstances,' the 'at law' claim must be tried first.' *Johnson*, 292 S.C. at 56, 354 S.E.2d at 897 (internal citations and quotations omitted)."

That problem still exists. It is not cured or moot just because the trial court has decided to empanel a jury to try the equitable causes of action separately,[9] albeit first, leaving a different jury down the road to hear the remaining causes of action that are still predominantly legal in nature. There are many common issues of fact and law among all of the causes of action, and the current posture of the trial is that the equitable causes of actions are to be tried first against a single Defendant, while the remaining causes of action (predominantly legal) against other Defendants are tried down the road at some point, but with that first trial having prejudicial effect on the Appellant's right to trial by jury on her legal causes of action and, worst, possibly having a binding effect. That is why the *Johnson* court stated that the legal claims must be tried first, absent the "most imperative circumstances." *Id.* That "affects a substantial right" of the Appellant set forth in *S.C. Code Ann.* §14-3-330.

[9] At the time of bifurcation, Judge Mullen did not specify whether the bifurcated trial would be jury or nonjury. Subsequent orders by the Chief Administrative Judge which set the trial for August 30, 2021 were similarly silent on the issue. Just recently, the online docket changed to reflect a jury was being empaneled for the August 30, 2021 term. Counsel were left guessing until the terms of court published on the judicial branch website changed a few weeks ago to reflect a jury being called in, presumably for this case, although no one has actually said so. Luzak is still not sure who, why or how it was decided that the August 30, 2021 trial would be a jury trial.

Further, Defendant/Respondents argue that Luzak is bound by some "consent" pursuant to SCRCP Rule 39(e) that the equitable claims be tried by jury. Luzak has strenuously opposed the bifurcation and its sequencing. Luzak reserved her rights under this appeal and requested a jury trial on the first phase of the bifurcated trial only in a last gasp effort to salvage something resembling her jury trial rights despite the order to proceed to trial on the first phase of the bifurcated trial. *See* Plaintiff's Motion to Reconsider and Amend Orders on Motions Entered June 7, 2021, ¶. 13, filed June 17, 2021 @4:56 p.m.

.

STRUCTURE OF APPELLATE REVIEW

The General Assembly provides for appeals of final judgments as well as certain intermediate orders, including those which preclude a judgment from which an appeal can be taken and those which affect a substantial right in accordance with S.C. Code Ann. §14-3-330.[10] Thus, in determining whether an order that is not final can and must be appealed at an interim stage of the proceedings, the provisions of §14-3-330 control. Section 14-3-330(d) allows an appeal of an intermediate order that "affects a substantial right" or "must prevent a judgment from which an appeal may be taken. *Rutledge v. Tunno,* 63 S.C. 205, 41 S.E. 308 (1902); *DuPont v. DuBos*, 33 S.C. 389, 11 S.E. 1073 (1890).

Similarly, "an order that effectively forecloses a party from contesting the case on the merits affects a substantial right and is immediately appealable." Toal, Appellate Practice in South Carolina (3d.Ed. 2016) pp. 94-95, citing *McLaughlin v. Strickland,* 279 S.C. 513, 309 S.E.2d 787 (Ct. App. 1918). *See also Ayer v. Chassereau,* 18 SC. 597 (1882) (an order refusing leave to file an answer involves a substantial right and may be immediately appealed although final judgment has not been entered.).

Here, the order on appeal requires the second and third causes of action to be to be tried and equitable remedies applied, while leaving additional legal issues to be determined in a later trial with a later jury deciding the same factual issues. "[S]ome minimal inquiry will always be necessary on the part of an appellate court considering the appealability of an order which is alleged to have deprived a party of a mode of trial." *Flagstar Corp. v. Royal Surplus Lines*, 341 S.C. 68, 533 S.E.2d 331 (2000). "In a well-established exception to the general rule, we repeatedly

[10] The South Carolina Constitution provides that the jurisdiction of appellate courts is that as spelled out by the General Assembly. S.C. Constitution Article V, § 5. The applicable section, S.C. Code Ann. §14-3-330 applies equally to law cases and equity cases. *Charleston County Department of Social Services v. Father*, 317 S.C. 283, 454 S.E.2d 307 (1995); *Gowens v. Gowens*, 294 S.C. 500, 366 S.E.2d 29 (Ct. App. 1988).

have held that the denial of a party's right to a particular mode of trial is immediately appealable as a substantial right under Section 14–3–330(2). *See Flagstar Corp. v. Royal Surplus Lines,* 341 S.C. 68, 72, 533 S.E.2d 331, 333 (2000) ("Pursuant to § 14–3–330(2), this Court has held on numerous occasions that when a trial court's order deprives a party of a mode of trial to which it is entitled as a matter of right, such order is immediately appealable.") (listing cases); *Creed v. Stokes,* 285 S.C. 542, 331 S.E.2d 351 (1985) (order referring case to master in equity affects the mode of trial, a substantial right, and party waived his objection to the reference and his right to jury trial by failing to immediately appeal the order); *Bateman v. Rouse,* 358 S.C. 667, 675, 596 S.E.2d 386, 390 (Ct. App.2004) (purpose of immediate appeal on right to particular mode of trial is to preserve party's constitutional right to trial by jury which would otherwise be lost.)" *Hagood v. Sommerville*, 362 S.C. 191, 196–97, 607 S.E.2d 707, 709 (2005).

CHANGES IN THE STATUS OF THE TRIAL COURT PROCEEDINGS

Since Luzak filed her petition for rehearing for this appeal, the trial court has issued separate summary judgment orders that impact this appeal and the status of the trial court proceedings. Luzak's second appeal was filed on August 5, 2021 (Appellate case No. 2021-000837). The landscape at the trial court now is dramatically different than it was at the time Luzak filed her first appeal in February 2021.

During the pendency of the instant appeal, the Chief Administrative Judge granted summary judgment in favor of Defendant/Respondents on discrete issues, finding that the estate planning documents executed by Mr. Barringer in February 2012 are valid.[11] He also dismissed

[11] Rule 56, SCRCP, permits summary judgment to be sought on "all or any part" of a pending claim. When summary judgment is granted under circumstances as to require an immediate appeal, the trial court proceedings are stayed, if the order on appeal necessarily affects the judgment which remains to be litigated at the trial court. Rule 241(a), Rule 205, SCACR. Respondents obviously seek to delay the final resolution of this case as long as possible, since they have sought and obtained multiple orders which require immediate appeals and stay the trial court proceedings.

Luzak's cause of action for conspiracy (which was not one of the causes of action carved out for trial but would be presented by Luzak to help the trier of fact determine which set of estate planning documents is valid.)

Judge Price also *sua sponte* set a discovery cut-off and ordered the bifurcated trial to begin on August 30, 2021. Luzak asserts that the first appeal stayed the trial court proceedings, which would have prevented the interim orders by Judge Price that changed the landscape of the trial court proceedings. Luzak also asserts that the second appeal filed on August 5, 2021 (Appellate Case No. 2012-000837) operated to stay the trial court proceedings.[12]

The August 30, 2021 trial will require a determination of whether Defendant Merrill Barringer has a power to appoint stock in the decedent's legacy company. The jury will need to consider the same voluminous evidence for the bifurcated issues as it would for the rest of the case: To make a determination in the bifurcated trial, the jury will have to consider five sets of estate planning documents to see which set, if any, is valid. Several of the recent summary judgment orders of June 7, 2021 — the subject of the separate appeal — compound the trial problems and necessarily affect the power of appointment trial. Relevant to the appeals, these summary judgment orders determined that the February 2012 Will and Trust[13] are valid and dismissed the civil conspiracy cause of action. Thus, Luzak asserts that the bifurcated power of appointment trial is stayed, for the reasons stated below.

[12] After the second appeal (Appellate Case No. 2021-000837) was filed, Judge Bonds ruled that there was no stay in effect and trial would go forward on August 30, 2021. This Court is currently considering Luzak's Emergency Motion to Declare there is an automatic stay in effect, which she filed on August 9, 2021. This Court is expediting its consideration of Luzak's emergency motion, with Luzak's reply due tomorrow. Luzak argued prior to the motion hearings on August 10, 2021 that the trial court proceedings were stayed, but Judge Bonds disagreed and said neither appeal stayed the trial court proceedings. He then heard several pending motions. No rulings have yet been issued on the motions argued on August 10, 2021. Judge Bonds has requested proposed orders by August 20, 2021.

[13] The February 2012 Will and Trust documents differ from the subsequent documents because the February Will and Trust documents' dispositive provisions treat the decedent's children equally, as do the 1998 documents.

The effect of the second appeal will be discussed in more detail in reply to the response filed to Luzak's Emergency Motion to Declare Stay, which is due tomorrow. However, it is sufficient to point out that an order granting summary judgment of any cause of action is immediately appealable because it finally determines some part of the action. *Osborne v. Allstate Insurance Company*, 319 S.C. 479, 462 S.E.2d 291 (Ct.App. 1995). Therefore, the orders now on appeal granting summary judgment on the 2012 estate planning documents and Luzak's claim for civil conspiracy are clearly and indisputably directly appealable under S.C. Code Ann. § 14-3-330.

CONCLUSION

The order for bifurcation and its sequencing of the trials deprives the Appellant of her right to trial by a single jury of all of her causes of action with the trial order ordering such equitable relief after that jury has spoken. Otherwise, the bifurcation prejudices the Appellant's rights to a jury trial on her legal causes of action.

BALLARD & WATSON

s/ Desa Ballard
Desa Ballard (S.C. Bar No. 498)
226 State Street
West Columbia, South Carolina 29169
Telephone 803.796.9299
Facsimile 803.796.1066
desab@desaballard.com

James R. Gilreath (S.C. Bar No. 02133)
William M. Hogan (S.C. Bar No. 65272)
THE GILREATH LAW FIRM, PA
110 Lavinia Avenue (zip 29601)
P.O. Box 2147
Greenville, South Carolina 29602
Telephone: 864.242.4727
Facsimile: 864.232.4395
jim@gilreathlaw.com
bhogan@gilreathlaw.com

S. Alan Medlin (S.C. Bar No. 3924)
1713 Phelps Street
Columbia, South Carolina 29205
Telephone: 803.777.7465
Facsimile: 803.777.7465
amedlin@sc.rr.com

Charles B. Macloskie (S.C. Bar No. 3514)
MACLOSKIE LAW FIRM
P.O. Box 280
Beaufort, South Carolina 29901
Telephone: 843.524.0909
Fax: 843.521.1379
macloskielawfirm@hargray.com

Thomas W. Traxler (S.C. Bar No. 5624)
CARTER, SMITH, MERRIAM ROGERS & TRAXLER, PA
900 East North Street (29601)
P.O. Box 10828 (29603)
Greenville, South Carolina
Telephone: 864.242.3566
Facsimile: 864.232.1558
tom.traxler@carterlawpa.com

Attorneys for Appellant Hampton B. Luzak

August 16, 2021

RECEIVED
Aug 09 2021
SC Court of Appeals

THE STATE OF SOUTH CAROLINA
In The Court of Appeals

APPEAL FROM BEAUFORT COUNTY
Court of Common Pleas

Carmen T. Mullen, Circuit Court Judge

Appellate Case No. 2021-000159

Hampton B. Luzak, Appellant,

vs.

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

Respondents.

And

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

Hampton B. Luzak, Appellant,

vs.

Merrill U. Barringer, Respondent.

RESPONDENTS' RETURN TO PETITION FOR REHEARING

Pursuant to Rule 221(a), SCACR, Respondents Merrill B. Light, individually and as trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998, and as trustee of the Merrill Barringer Light Revocable Trust, and Merrill Barringer, individually and as personal representative of the Estate of Paul Brandon Barringer, II (collectively, "Respondents"), submit this return to Hampton B. Luzak's ("Luzak") Petition for Rehearing, as requested by the Court on July 28, 2021. Luzak seeks rehearing following this Court's order of May 4, 2021, which properly dismissed this appeal of an interlocutory ruling by the circuit court because the order below was not immediately appealable.

For a petition for rehearing to be granted, Luzak must demonstrate that "the Court overlooked or misapprehended [her] argument." *Kennedy v. South Carolina Retirement System*, 349 S.C. 531, 532, 564 S.E.2d 322, 322 (2001) (citing Rule 221(a), SCACR). A petition may be granted only for this limited purpose. *See id.* The purpose of a petition for rehearing is not to have a case tried in an appellate court for a second time. *Id*. As a result, a petition should not rehash matters which a court has already considered and disposed of. *Arnold v. Carolina Power & Light Co.*, 168 S.C. 163, 167 S.E. 234, 238 (1933).

Rehearing is not warranted in this case because Luzak fails to demonstrate that this Court overlooked or misapprehended her arguments. Instead, Luzak improperly rehashes arguments this Court already properly rejected. Regardless, her arguments lack merit Moreover, although Luzak argues that bifurcation may deprive her of her right to a jury trial, the circuit court has indicated that the initial bifurcated trial will be a jury trial, and Respondents consent to jury trial on these claims, thereby rendering this appeal moot. For these reasons, as more fully outlined herein, the Court should deny Luzak's petition for rehearing.

FACTUAL & PROCEDURAL BACKGROUND

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

A. Barringer I

In Barringer I, Luzak alleges 19 causes of action against her sister Merrill Light.[1] (Am. Compl., Case No. 2016-CP-07-1919, Exhibit A.) Luzak claims in Barringer I that, beginning in 2012, Paul Barringer lacked the mental capacity to execute various wills, trust amendments and transfers, and his family members and others took advantage of his impaired mental capacity and unduly influenced him for their own personal financial gain. (*Id*. ¶ 119.) Specifically, Luzak challenges Mr. Barringer's 2012, 2014, and 2015 estate planning documents, and a 2012 transfer of stock to Merrill Light, on incapacity, undue influence, and mistake grounds (the "Incapacity/Undue Influence Claims"). (*Id*. ¶¶ 118-154.) Luzak also asserts tort claims against Merrill Light, including intentional interference with inheritance, civil conspiracy, breach of fiduciary duty, fraud, and conversion, as well as equitable claims for unjust enrichment, including requests for equitable remedies (the "Tort-Based Claims"). (*Id*. ¶¶ 155-193.) These claims also

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

seek to invalidate Mr. Barringer's 2012-2016 estate planning documents, as well as the 2012 transfer of stock to Merrill Light, and to recover money damages from Respondents.

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

B. Barringer II

In Barringer II, Luzak sued only her 89-year-old mother, Merrill Barringer. (Compl., Case No. 2019-CP-07-01253, Exhibit C.) Barringer II's first cause of action ("Intentional Interference with Inheritance") and fifth cause of action ("Civil Conspiracy") add Mrs. Barringer as an individual defendant and co-conspirator to the Barringer I Tort-Based Claims. (*Id*. ¶¶ 123-133, 147-150.) These two Barringer II claims raise the same factual allegations and legal claims as Barringer I.

The other two causes of action in Barringer II, Luzak's third cause of action ("Enforcement of Contract Not To Revoke and Injunction") and second cause of action ("Constructive Trust and Injunction") (collectively the "Contract-Based Claims"), are different and factually distinct from all of the other causes of action in the cases. Luzak's Contract-Based Claims are not based on any alleged incapacity of, or any alleged undue influence exerted on, Paul Barringer. Rather, Luzak's Contract-Based Claims are based on the theory that—in or before 1998, long before Mr. Barringer allegedly became mentally incompetent and subject to undue influence in 2012—Mr. Barringer

purportedly entered into a contract with Mrs. Barringer in which Mrs. Barringer promised never to change her 1998 will and revocable trust.[2] (*Id*. ¶¶ 134-143.) The relief Luzak requests in the Contract-Based Claims is an injunction prohibiting Mrs. Barringer from exercising her power of appointment and a constructive trust for the benefit of Luzak in accordance with the terms of the alleged contract. (*Id*. ¶¶ 140, 143.)

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

C. The Bifurcation Order

On October 23, 2020, Respondents filed a Joint Motion to Bifurcate Trial, pursuant to Rule 42, SCRCP, in which they requested that the Court first conduct a narrow trial on Luzak's factually and legally distinct Contract-Based Claims, and subsequently try the remaining causes of action in the consolidated actions. (Defendants' Mot. Bifurcate Trial, Exhibit E.) Respondents argued that Luzak's Contract-Based Claims present a discrete, threshold issue of whether Merrill Barringer made an enforceable contract never to change her 1998 will and Revocable Trust. Respondents argued that the evidence and legal issues to be decided in this initial trial would be distinct from those relating to the transactions between 2012 and Mr. Barringer's death in 2016. Respondents further argued that the proof required to determine the Contract-Based Claims is relatively simple compared to the evidence that would be required to try the remaining claims.

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

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

After the circuit court denied Luzak's motion for reconsideration of the Bifurcation Order, this appeal followed. Luzak's sole ground for appeal was that, by requiring that the Contract-Based Claims, which are equitable causes of action, be tried before her legal claims, the Bifurcation Order "may" deprive her of her right to a jury trial on unspecified factual issues Luzak alleges are common to the Contract-Based Claims and the remaining claims. (Notice of Appeal.) After requesting and receiving briefing on whether the Bifurcation Order was immediately appealable, the Court of Appeals dismissed the appeal on May 4, 2021.

Subsequently, via order entered on June 7, 2021, the circuit court scheduled a trial on the Contract-Based Claims only, and the court has indicated that these claims will be tried to a jury. Respondents consent to a jury trial on these claims.[3] Because the Contract-Based Claims will be

[3] Equitable claims may be tried to a jury with the parties' consent. Rule 39(c), SCRCP ("In all actions not triable of right by a jury the court upon motion or of its own initiative may try any issue with an advisory jury *or the court, with the consent of both parties may order a trial by jury whose verdict has the same effect as if trial had been a matter of right*.") (emphasis added); *Horne v. Davis Constructors, Inc.*, 302 S.C. 484, 487, 395 S.E.2d 724, 725-26 (Ct. App. 1990), aff'd as modified 307 S.C. 559, 416 S.E.2d 634 (1992) (holding Rule 39(c) permits parties to try equitable claims to a jury by consent).

tried to a jury, Luzak will not be deprived of her right to jury trial on any issue, and this appeal is moot.

ARGUMENT

I. Rehearing is inappropriate because the Court correctly determined that the Bifurcation Order is not immediately appealable.

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

In *Flagstar Corp.*, the Supreme Court held that an order merely bifurcating issues for a separate trial does not "affect a substantial right" under S.C. Code § 14-3-330(2). The court reasoned that "trial of all issues in the case in a single proceeding is not a mode of trial to which the parties are entitled as a matter of right. Any abuse of discretion on the part of the trial court in severing issues for trial may be appealed after the trial, and after full development of the evidence." *Id.* at 72-73, 533 S.E.2d 331, 333. Any such error can be corrected, the court concluded, by ordering a new trial. *Id.* (citing *Breland v. Love Chevrolet*, 339 S.C. 89, 529 S.E.2d 11 (2000) (immediate appeals under § 14-3-330(2) are permitted only where the alleged error cannot be corrected by a new trial); s*ee also Fulmer v. Cain*, 380 S.C. 466, 470, 670 S.E.2d 652, 654 (2008) (holding the "mode of trial" exception in S.C. Code § 14-3-330(2) to the general rule that only final orders are appealable is confined to orders which abridge a party's right to trial by jury.)

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

Luzak also argues the Court failed to follow sequencing rules that require legal claims to be tried before equitable claims. But these rules apply only where the equitable claims and legal claims are based on common facts. *See Johnson v. South Carolina National Bank,* 292 S.C. 51, 55, 354 S.E.2d 895, 897 (1987) ("Moreover, ***when issues common to both legal and equitable claims are to be tried in a single proceeding***, legal issues are to be determined first, and the findings of the jury are binding on the sitting judge, as trier of the equitable claims.") (emphasis added). That is not the case here. The bifurcated trials will not determine a single common question of fact. Luzak's Contract-Based Claims present a discrete, threshold issue of whether Merrill Barringer made an enforceable contract/promise never to change her 1998 will and Revocable

Trust. Luzak alleges that the promise was made by Mrs. Barringer "no later than December 4, 1998." (Exhibit D, p. 18.) The circuit court's decision to bifurcate was proper because the evidence and legal issues to be decided in this initial trial are distinct from those relating to Luzak's remaining claims, which relate to Mr. Barringer's alleged lack of mental capacity due to Alzheimer's disease between 2012 and Mr. Barringer's death in 2016. In her motion for rehearing, Plaintiff has not even attempted to demonstrate that the limited issue to be decided in the first phase (whether a contract/promise was made by "no later than December 4, 1998") overlaps with any issue to be decided in the subsequent trial (whether Mr. Barringer lacked mental capacity or was unduly influenced between 2012 and 2016). Thus, the sequencing rules set forth in *Johnson* do not apply here.[4]

Moreover, the Bifurcation Order does not deprive Luzak of any right to a jury trial because the order says nothing about whether the bifurcated trials will be tried to a jury or by the court without a jury. Respondents expressly made this point in their prior memorandum to this Court,

[4] This Court recently rejected the same argument Luzak makes here in dismissing the appeal in *Finch v. U.S. Fidelity and Guaranty Company*, Appellate Case No. 2020-001663. In *Finch*, the circuit court ordered bifurcation to try plaintiff's equitable claims before her legal claims. Plaintiff's equitable claims sought a declaratory judgment that two insurance companies were the alter egos of a company which lost a $32 million verdict. If the insurers were determined to be the alter egos of the judgment defendant, then a second trial would resolve plaintiff's legal claims for breach of fiduciary duty against the insurance company defendants. Plaintiff took an immediate appeal, arguing that the bifurcation order deprived plaintiff of her right to a jury trial by requiring a trial of the equitable claims before the legal claims. This Court dismissed the appeal on the ground that the bifurcation order was not immediately appealable and, in the order denying plaintiff's petition for rehearing, stated, "[f]rom the filings provided by the parties, we cannot determine what factual issues (if any) necessarily overlap between the legal and equitable claims." (4/5/2021 Order Denying Pet. for Rehr'g., Exhibit G.) The South Carolina Supreme Court subsequently denied plaintiff's petition for certiorari. (7/6/2021 Order Denying Pet. for Cert., Exhibit H.) Like the plaintiff in *Finch*, Luzak failed to demonstrate factual overlap between the Contract-Based Claims and her remaining claims that would implicate the sequencing rules. This Court should adhere to the persuasive reasoning of its rulings in *Finch* to deny Luzak's petition here.

noting that Luzak implicitly conceded as much by arguing in her notice of appeal only that bifurcation "may" deprive her of her right to a jury trial, not that it "will" deprive her of that right. The Petition for Rehearing does not address Respondents' point or otherwise explain how the Bifurcation Order deprives Luzak of her right to a jury trial when the order says nothing about the mode of trial. Thus, Luzak failed to show that the Bifurcation Order will deprive her of a jury trial on any fact for which she is entitled to one. As a result, rehearing is not proper on this ground.

II. Rehearing is inappropriate because Respondent's consent to a jury trial on the Contract-Based Claims renders this appeal moot.

"Generally, this Court only considers cases presenting a justiciable controversy." *Sloan v. Friends of the Hunley, Inc.*, 369 S.C. 20, 25, 630 S.E.2d 474, 477 (2006). "An appellate court will not pass on moot and academic questions or make an adjudication where there remains no actual controversy." *Curtis v. State*, 345 S.C. 557, 567, 549 S.E.2d 591, 596 (2001). "A moot case exists where a judgment rendered by the court will have no practical legal effect upon an existing controversy because an intervening event renders any grant of effectual relief impossible for the reviewing court." *Sloan*, 369 S.C. at 26, 630 S.E.2d at 477.

Luzak's appeal is moot because the circuit court has recently indicated the Contract-Based Claims will be tried to a jury and Respondents consent to a jury trial on these claims. Because Respondents consent to a jury trial on the Contract-Based Claims, bifurcation of these claims plainly will not deprive Luzak of her right to jury trial on any issue.[5] As such this appeal is moot, and the petition for rehearing should be denied.

[5] Moreover, Luzak has no right to have the *same* jury for both trials. *Fortune v. Gibson*, 304 S.C. 279, 281, 403 S.E.2d 674, 675 (Ct. App. 1991) ("We hold there is no per se rule that the same jury must decide both issues. To hold otherwise would be to ignore a fundamental principle underlying bifurcation: a trial may be bifurcated only if the issues are so distinct that a trial of each alone would not result in injustice.") Accordingly, no rule prevents one jury from deciding the narrow

CONCLUSION

Rehearing is inappropriate in this case. Luzak failed to meet her burden of showing that the Court overlooked or misunderstood any of her arguments. Instead, she improperly rehashes arguments this Court already properly rejected. Moreover, Respondents' consent to a jury trial on the Contract-Based Claims has rendered this appeal moot. This Court should deny the petition.

TWENGE + TWOMBLEY LAW FIRM

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

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

ROSEN HAGOOD, LLC

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

---

factual issues underlying Luzak's Contract-Based Claims and a different jury from deciding the separate and distinct issues related to her remaining claims. *See id*.

and

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

Attorneys Defendants Merrill B. Light, individually and as Trustee

Beaufort, South Carolina

August 9, 2021

OTHER COUNSEL OF RECORD:

THE GILREATH LAW FIRM, P.A.
James R. Gilreath (S.C. Bar #02133)
William M. Hogan (S.C. Bar #65272)
110 Lavinia Avenue (zip 29601)
P.O. Box 2147
Greenville, SC 29602
Telephone: (864) 242-4727
Fax: (864) 232-4395
jim@gilreathlaw.com
bhogan@gilreathlaw.com
Attorneys for Appellant Hampton B. Luzak

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

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

Thomas W. Traxler (S.C. Bar No. 5624)
tom.traxler@carterlawpa.com
CARTER, SMITH, MERRIAM, ROGERS & TRAXLER, P.A.
900 East North Street (29601)
P.O. Box 10828 (29603)
Greenville, South Carolina
Phone: (864) 242-3566
Fax: (864) 232-1558
Attorney for Appellant Hampton B. Luzak

STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	
COUNTY OF BEAUFORT	)	Case No.: 2016-CP-07-01919
Hampton B. Luzak,	)	
Plaintiff,	)	**AMENDED COMPLAINT AND FORMAL OPPOSITION AND OBJECTION TO PROBATE AND APPOINTMENT/PETITION TO SET ASIDE INFORMAL PROBATE AND APPOINTMENT**
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,	)	**JURY TRIAL DEMANDED**
Defendants.	)	
IN THE MATTER OF:	)	
Estate of Paul Brandon Barringer, II.	)	

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

PARTIES AND JURISDICTION

1. The parties and their residences are as follows:

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

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

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

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

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

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

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

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

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

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

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

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

GENERAL ALLEGATIONS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

J. For prejudgment interest;

K. For attorney fees and costs; and

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

PLAINTIFF DEMANDS TRIAL BY JURY.

Respectfully submitted,

THE GILREATH LAW FIRM, P.A.

By: William M. Hogan

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

and

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

and

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

ATTORNEYS FOR PLAINTIFF
HAMPTON B. LUZAK

November 22, 2016
Greenville, South Carolina.

STATE OF SOUTH CAROLINA

COUNTY OF BEAUFORT

IN THE MATTER OF:
Estate of Paul Brandon Barringer, II

Hampton B. Luzak,
Plaintiff,

vs.

Merrill B. Light, Merrill U. Barringer, as Personal Representative of the Estate of Paul Brandon Barringer, II, J. Randolph Light, Jr., Merrill B. Light as putative trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998, and Merrill B. Light as Trustee of the Merrill Barringer Light Revocable Trust,
Defendants.

IN THE COURT OF COMMON PLEAS
FOURTEENTH JUDICIAL CIRCUIT

C/A No.: 2016-CP-07-1919

PLAINTIFF'S RESPONSE TO DEFENDANT MERRILL U. BARRINGER'S STANDARD INTERROGATORIES TO PLAINTIFF HAMPTON LUZAK

TO: Defendant Merrill U. Barringer, as Personal Representative of the Estate of Paul Brandon Barringer, II, and her attorneys of record, J. Ashley Twombley, Jennifer Campbell, Harley D. Ruff and Denise Collins:

The Plaintiff, Hampton B. Luzak ("Plaintiff"), by and through her undersigned attorneys, sets forth below information in response to the standard interrogatories propounded to her by Defendant Merrill U. Barringer, as Personal Representative of the Estate of Paul Brandon Barringer, II ("Defendant" and/or "Barringer").

GENERAL OBJECTIONS

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

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

product doctrine, or the joint defense privilege

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

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

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

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

SPECIFIC OBJECTIONS AND RESPONSES TO INTERROGATORIES

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

INTERROGATORY 1: Give the names and addresses of persons known to the parties or counsel to be witnesses concerning the facts of the case and indicate whether or not written or recorded statements have been taken from the witnesses and indicate who has possession of such statements.

RESPONSE:

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

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

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

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

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

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

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

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

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

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

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

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

G. Trish Yahn – address presently unknown.

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

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

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

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

Upon information and belief, said witness was involved with the estate planning of Paul B. Barringer prior to and up until the date of his death and may have information about Paul Barringer's estate planning. Two recordings exist containing responses of John Jolley from June 28, 2012 and August 3, 2012 in the possession of Plaintiff. Her attorneys of record in this case now have audio copies of the recordings. Written transcripts of those recordings are being produced in response to these discovery requests at Bates numbers Hampton Luzak 696-715; 735-744.

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

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

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

It is Plaintiff's understanding that said witness is acting as an executive officer of CFRC and attended board of director meetings, including meeting in 2012 prior to the firing of Kevin Luzak. Upon information and belief, he may have impressions, memory and belief about Paul Barringer, the actions and knowledge of defendants Merrill Light and Randy Light in their

involvement with CFRC and the events surrounding this lawsuit. No written or recorded statements are known to have been taken from this witness.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Said witness was the former personal assistant for Paul Barringer for many years prior to his death in May 2016. Said witness, upon information and belief, has information as to her impressions, memory, and belief relative to his respective involvement with the events surrounding this lawsuit. No written or recorded statements are known to have been taken from this witness.

T. Mark Sanford – address presently unknown.

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

U. Tom Rockwood – address presently unknown.

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

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

INTERROGATORY 2: Set forth a list of photographs, plats, sketches or other prepared documents in possession of the party that relate to the claim or defense in the case.

RESPONSE: See documents produced in response to Defendant Merrill Barringer's Request for Production and Bates numbered Hampton Luzak 1-778.

INTERROGATORY 3: Set forth the names and addresses of all insurance companies which have liability insurance coverage relating to the claim and set forth the number or numbers of the policies involved and the amount or amounts of liability coverage.

RESPONSE: None

INTERROGATORY 4: Set forth an itemized statement of all damages, exclusive of pain and suffering, claimed to have been sustained by the party.

RESPONSE: Plaintiff has not yet identified her testifying expert(s) who will fully quantify the damage claims against Defendants Merrill and Randy Light. At this juncture, Plaintiff expects such damages against Defendants Merrill and Randy Light to consist of the following components: First, the attorneys' fees and costs Plaintiff has incurred as a result of the state and federal litigation brought about by the conduct of Defendants Randy and Merrill Light and by CFRC acting pursuant to the control of Randy and Merrill Light. Second, the fair value of the CFRC stock wrongfully diverted by Defendants Merrill and Randy Light. Third, the loss in the fair value of the CFRC stock caused by the diversion of CFRC assets to or for the benefit of Merrill and Randy Light. Fourth, the fair value of the stock issued by CFRC, under the control of Randy and Merrill Light, to Travis Bryant as part of Defendants Merrill and Randy Light's actions to gain the cooperation of Travis Bryant in their seizure of control of CFRC as well as Plaintiff's pro rata share in the costs to CFRC from the wrongful issuance of the stock and options to Travis Bryant. Sixth, such other damages and types thereof as may be identified by Plaintiff's expert(s). Seventh, punitive damages because of the reprehensible, wanton, willful and reckless conduct of Defendants Randy and Merrill Light.

Plaintiff does not claim any damages against Defendant Merrill U. Barringer.

INTERROGATORY 5: List the names and addresses of any expert witnesses whom the party proposes to use as a witness at the trial of the case.

RESPONSE: Plaintiff has not yet determined whom she will retain as an expert witness for the purpose of testifying at the trial of this matter, but reserves the right to supplement this answer as discovery progresses.

INTERROGATORY 6: For each person known to the parties or counsel to be a witness concerning the facts of the case, set forth either a summary sufficient to inform the other party of the important facts known to or observed by such witness, or provide a copy of any written or recorded statements taken from such witnesses.

RESPONSE: See the responses to Interrogatory 1 above.

THE GILREATH LAW FIRM, P.A.

By: William M. Hogan

James R. Gilreath (S.C. Bar No. 2133)
William M. Hogan (S.C. Bar No. 65272)
110 Lavinia Avenue (zip 29601)
P. O. Box 2147
Greenville, SC 29602
Telephone: (864) 242-4727
Fax: (864) 232-4395
jim@gilreathlaw.com
bhogan@gilreathlaw.com

and

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

and

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

ATTORNEYS FOR PLAINTIFF HAMPTON B. LUZAK

Dated: September 15, 2017
Greenville, South Carolina.

STATE OF SOUTH CAROLINA

COUNTY OF BEAUFORT

IN THE MATTER OF:
Estate of Paul Brandon Barringer, II.

Hampton B. Luzak,
Plaintiff,

vs.

Merrill B. Light, Merrill U. Barringer, as Personal Representative of the Estate of Paul Brandon Barringer, II, J. Randolph Light, Jr., Merrill B. Light as Putative Trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998, and Merrill B. Light as Trustee of the Merrill Barringer Light Revocable Trust,
Defendants.

IN THE COURT OF COMMON PLEAS
FOURTEENTH JUDICIAL CIRCUIT

C/A Case No.: 2016-CP-07-1919

CERTIFICATE OF SERVICE

The undersigned attorney for the Plaintiff Hampton B. Luzak certifies that he served a true copy of **Plaintiff's Response to Defendant Merrill U. Barringer's Standard Interrogatories to Plaintiff Hampton Luzak** regarding the above-captioned matter by the following means:

____	Hand Delivery	____	Facsimile
_X_	United States Mail	____	Overnight Delivery
_X_	Other: Electronic Mail		

with adequate payment or arrangements for payment to insure delivery thereof to the following opposing counsel of record:

Richard Rosen, Esquire
rrosen@rrhlawfirm.com
Liam Duffy, Esquire
lduffy@rrhlawfirm.com
ROSEN, ROSEN & HAGOOD, LLC
P.O. Box 893
Charleston, SC 29402
Attorneys for Defendants, Merrill B. Light, 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

Charles B. Molster, III, Esquire
cmolster@molsterlaw.com
THE LAW OFFICES OF CHARLES B. MOLSTER, III PLLC
2141 Wisconsin Avenue, N.W., Suite M
Washington, D.C. 20007
Attorney admitted *pro hac vice* for Defendants, Merrill B. Light, 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

J. Ashley Twombley, Esquire
Twombley@twlawfirm.com
Jennifer Campbell, Esquire
jennifer@twlawfirm.com
TWENGE + TWOMBLEY LAW FIRM
311 Carteret Street
Beaufort, SC 29902
Attorneys for Defendant
Merrill U. Barringer, as Personal Representative
of the Estate of Paul Brandon Barringer, II

Harley D. Ruff, Esquire
hruff@ruffllc.com
Denise Collins, Esquire
dcollins@ruffllc.com;
RUFF & RUFF, LLC
17 Professional Village Circle
Beaufort, SC 29907
Attorneys for Defendant Merrill U. Barringer, as
Personal Representative of the Estate of Paul Barringer,
II

THE GILREATH LAW FIRM, P.A.

By: William M. Hogan

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

Attorneys for Plaintiff Hampton B. Luzak

Date: September 15, 2017
Greenville, South Carolina.

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

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

PARTIES AND JURISDICTION

1. The parties and their residences are as follows:

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

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

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

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

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

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

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

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

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

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

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

GENERAL ALLEGATIONS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"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

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

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

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

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.

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

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

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

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

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

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

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

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

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,

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

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

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

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.

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

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

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.

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

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.

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

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.

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

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

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

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

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.

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

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).

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

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

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

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

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

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.

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

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

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).

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

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.

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

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

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

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;

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

- 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.

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

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

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

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

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

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

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

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

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

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

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

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.

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

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

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

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

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.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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.

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

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.

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

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

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

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.

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

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.

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

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.

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

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

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

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

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

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

D. For prejudgment interest;

E. For attorney fees and costs; and

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

PLAINTIFF DEMANDS TRIAL BY JURY.

Respectfully submitted,

THE GILREATH LAW FIRM, P.A.

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

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

and

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

and

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

ATTORNEYS FOR PLAINTIFF
HAMPTON BARRINGER LUZAK

May 28, 2019
Greenville, South Carolina.

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

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

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

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

GENERAL OBJECTIONS

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

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

2. Plaintiff objects to responding to Interrogatories that seek information not reasonably calculated to lead to the discovery of admissible evidence or to the production of relevant information as required by the South Carolina Rules of Civil Procedure.

3. Plaintiff objects to responding to any Interrogatory which is overly broad, unduly burdensome, cumulative or duplicative under the South Carolina Rules of Civil Procedure.

4. Plaintiff objects to responding to any Interrogatory that exceeds the scope and limit of discovery set forth in the South Carolina Rules of Civil Procedure.

5. Plaintiff objects to responding to any request for discovery as to any matters that are not relevant to the claims or defenses in this case.

6. Plaintiff objects to any Interrogatories to the extent they seek disclosure of mental impressions, conclusions, opinions and legal theories of Plaintiff's attorneys or other representatives concerning this litigation.

7. Plaintiff objects to those Interrogatories that seek identification of a specific document, paragraph, sentence or phrase since the meaning of contracts and estate planning instruments must be determined by reviewing all the applicable documents as a whole and not by viewing any one document, paragraph, sentence of phrase in isolation. Evidence of such matters as contracts not to revoke, fiduciary responsibility, and/or promises not to change an estate plan and/or exercise a testamentary power of appointment in a manner that would change an estate plan cannot necessarily be gleaned solely from references to specific terms, sentences, items, phrases, or paragraphs, and not even necessarily from an entire document, but rather from an analysis and/or comparison of a history of documents, discussions, meetings, patterns, agreements, and understandings.

8. Plaintiff objects to those Interrogatories that seek identification of a specific document, paragraph, sentence, or phrase because the nature of the relationship between two persons' estate plans, and understandings and agreements about those estate plans, must be viewed in light of their pattern of estate planning over time and the historical symmetry (or lack thereof) of their estate planning documents and relevant documents and discussions. Accordingly, evidence of such matters as contracts not to revoke, fiduciary responsibility, and/or promises not to change an estate plan and/or exercise a testamentary power of appointment in a manner that would change an estate plan cannot necessarily be gleaned solely from references to specific terms, sentences, items, phrases, or paragraphs, and not even necessarily from an entire document, but rather from an analysis and/or comparison of a history of documents, discussions, meetings, patterns, agreements, and understandings.

9. Plaintiff objects under Rule 33(d), SCRCP, to the contention interrogatories contained in Defendant's First Set of Interrogatories as being premature at this stage of the litigation since essential discovery including but not limited to written discovery and the depositions of the Defendant and many other witnesses on the issues raised in these Interrogatories have not been completed.

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

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

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

c. All rights to object on any ground to any request for further responses to these or any other interrogatories and/or request for production, or other discovery

requests involving or related to the subject matter of the interrogatory and/or request for production; and,

d. All rights to supplement her responses since the objections and responses set forth below constitute the best information presently available to Plaintiff. Plaintiff has not completed discovery and/or investigation of the facts relevant to this proceeding, nor has Plaintiff completed preparation of this case for trial. Plaintiff reserves the right to supplement these responses as she completes preparation of this case for trial. Discovery requests from Defendant and third parties remain outstanding, and material factual witnesses have yet to be deposed. Accordingly, the following objections and responses are provided without prejudice to Plaintiff's right to amend, supplement, or change her objections and responses if and when additional, different, or more accurate information becomes available.

SPECIFIC OBJECTIONS AND RESPONSES TO INTERROGATORIES

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

Interrogatory No. 1. Identify all documents supporting your assertion Paul Barringer and Merrill Barringer entered into a "binding contract not to revoke their estate plans" (as stated in the third cause of action of the Complaint).

Response:

A. The Paul B. Barringer, II Revocable Trust dated December 4, 1998 (Bates numbered MUB's 1st Document Production 1-49);

B. Last Will and Testament of Paul B. Barringer, II dated December 4, 1998 (Bates numbered MUB's 1st Document Production 172-184);

C. The Merrill U. Barringer, II Revocable Trust dated December 4, 1998 (unnumbered);

D. Last Will and Testament of Merrill U. Barringer, II dated December 4, 1998 (unnumbered);

E. The Paul B. Barringer Family Trust under Agreement dated December 22, 1998 as modified by the Beaufort County Probate Court in case no. 2006-GC-07-00040 (MUB's 1st Document Production 245-260; Hampton Luzak 3-37, 43-70, 400-455) and all other documents related to the Irrevocable Paul B. Barringer Family Trust under Agreement dated December 22, 1998;

F. The Paul B. Barringer, II and Merrill U. Barringer Irrevocable Trust dated December 22, 1998 (MUB's 1st Document Production 261-300);

G. Barringer Family Voting Agreement of September 21, 1998, as amended on or about September 30, 20004 (Bates numbered Hampton Luzak 926-34);

H. Agreement Regarding Right to Purchase Shares of Coastal Forest Resources Company entered February 1, 2010 among Merrill Light, Hampton Luzak, Victor Barringer, and CFRC (Hampton Luzak 76-81);

I. First Amendment and Restatement of Trust Agreement of Paul B. Barringer, II dated February 28, 2012. (MUB's 1st Document Production 50-79)

J. Last Will and Testament of Paul B. Barringer, II dated February 28, 2012 (MUB's 1st Document Production 185-192);

K. First Amendment and Restatement of Trust Agreement of Merrill U. Barringer dated February 28, 2012. (unnumbered);

L. Last Will and Testament of Merrill U. Barringer dated February 28, 2012 (unnumbered);

M. Second Amendment and Restatement of Trust Agreement of Paul B. Barringer, II dated July 20, 2012. (MUB's 1st Document Production 80-108);

N. Third Amendment and Restatement of Trust Agreement of Paul B. Barringer, II dated June 12, 2014 (MUB's 1st Document Production 109-140);

O. Last Will and Testament of Paul B. Barringer, II dated June 12, 2014 (MUB's 1st Document Production 193-200);

P. Second Amendment and Restatement of Trust Agreement of Merrill U. Barringer dated June 12, 2014 (unnumbered);

Q. Last Will and Testament of Merrill U. Barringer dated June 12, 2014 (unnumbered);

R. Fourth Amendment and Restatement of Trust Agreement of Paul B. Barringer, II dated February 5, 2015 (MUB's 1st Document Production 141-171);

S. Last Will and Testament of Paul B. Barringer, II dated February 5, 2015 (MUB's 1st Document Production 201-209);

T. Third Amendment and Restatement of Trust Agreement of Merrill U. Barringer dated February 5, 2015 (unnumbered);

U. Last Will and Testament of Merrill U. Barringer dated February 5, 2015 (unnumbered);

V. All documents showing equal gifts of nonvoting stock in CFRC and its predecessors made by Paul Barringer to Plaintiff and Merrill Light prior to 2012 as reflected in the CFRC stock register of nonvoting stock (see CFRC 629);

W. All documents showing equal gifts of voting stock in CFRC and its predecessors made by Paul Barringer to Plaintiff and Merrill Light prior to 2012 as reflecting in the CFRC stock register of voting stock (see CFRC_SC_000000004-6);

X. Estate planning letter of Paul Barringer to Kevin Luzak dated March 13, 2001 (Hampton Luzak 1081-1082);

Y. E-mail of Randy Light to Kevin Luzak on February 21, 2011 (Hampton 1-2);

Z. J. Jolley letter to Paul Barringer dated December 6, 2011 with enclosed diagrams (MUB's Suppl. to 1st Doc. Prod. 761-765);

AA. Various estate planning documents and diagrams from Robert Slane, including but not limited to those documents located at: (i) 12-19-17 Slane Subpoena Response 43-44, 628-642, 1627-1641, 1797-1816, and 2301-2302; (ii) MUB's Supplement to 1st Doc Production 684-700 and 740-758; (iii) 9-22-17 McNair Subpoena Response 205-211; and (iv) CFRC Harrell 287-294;

BB. Will of Merrill U. Barringer dated September 15, 2016 (unnumbered);

CC. The Merrill U. Barringer Revocable Trust dated December 4, 1998 – Restatement dated September 15, 2016 (unnumbered);

DD. Will of Merrill U. Barringer dated March 2, 2017 (unnumbered);

EE. Will of Merrill U. Barringer dated February 22, 2018 (unnumbered);

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

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

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

II. Letter of Paul and Merrill Barringer "[t]o our children" dated December 24, 1998 (MUB's Supplement to 1st Doc Production 682-683);

JJ. All gift tax returns of Paul and Merrill Barringer (9-14-17 Davis Subpoena Response 53-72, 85-264); and

KK. All documents related to the transfer of Paul Barringer's voting stock in CFRC to an irrevocable trust on May 7, 2012.

Interrogatory No. 2. For each document you identify in response to interrogatory number 1 above, set forth the page number, paragraph number and specific sentence(s) that evidence the contract or contain any terms of the contract.

Response:

As set forth in General Objections 7 and 8 above, and incorporated herein, regarding contract terms not to be viewed in isolation and the necessity of considering the pattern and symmetry of the subject estate planning documents, Plaintiff objects to the identification of a single page number, paragraph or specific sentence(s) as the exclusive evidence of a particular contract or its terms. Subject to the above-stated objections, Plaintiff identifies various page numbers, paragraphs and sentences that would be included in an analysis of a contract not to revoke their estate plans between Paul and Merrill Barringer, but any such analysis would

encompass a review of the entire documents listed below and not be limited to the following isolated excerpts of documents:

A. Last Will and Testament of Merrill U. Barringer, II dated December 4, 1998, Item III at pages 1-2 (unnumbered);

B. The Merrill U. Barringer, II Revocable Trust dated December 4, 1998, Item XVII, para. (d)(5) at pages 40-42 (unnumbered);

C. The Paul B. Barringer, II Revocable Trust dated December 4, 1998, Item XVII, para. (d)(5) at pages 40-41 (Bates numbered MUB's 1st Document Production 40-41);

D. The Paul B. Barringer Family Trust under Agreement dated December 22, 1998, Item XII, para. (d)(v) at pages 28-30 (MUB's 1st Document Production 237-239) and all other documents related to the Irrevocable Paul B. Barringer Family Trust under Agreement dated December 22, 1998;

E. The Paul B. Barringer, II and Merrill U. Barringer Irrevocable Trust dated December 22, 1998, Item XV, para. (d)(v) at pages 32-34 (MUB's 1st Document Production 293-295);

F. Agreement Regarding Right to Purchase Shares of Coastal Forest Resources Company dated February 1, 2010, wherein the applicable sentences include but are not limited to: the introductory sentence, both sentences in the Recitals, and all sentences in the introductory paragraph, paragraphs 1 through 5 and paragraph 8 of the Covenants (Hampton Luzak 76-81);

G. Barringer Family Voting Agreement, as amended, wherein the applicable sentences include but are not limited to: the introductory sentence, Recitals paragraphs A, B and C including the chart and footnote thereto in paragraph B, Agreement paragraphs 1-7, and the Amendment to Barringer Family Voting Agreement of September 2004 (Bates numbered Hampton Luzak 926-34);

H. Last Will and Testament of Paul B. Barringer, II dated December 4, 1998, Item III at pages 1-2 (Bates numbered MUB's 1st Document Production 172-173);

I. Last Will and Testament of Merrill U. Barringer dated February 28, 2012 (unnumbered) – see entire document with no power of appointment exercised;

J. First Amendment and Restatement of Trust Agreement of Merrill U. Barringer dated February 28, 2012 (unnumbered) – see entire document with no reference to exercise of power of appointment from Paul Barringer;

K. First Amendment and Restatement of Trust Agreement of Paul B. Barringer, II dated February 28, 2012. (MUB's 1st Document Production 50-79) – see entire document with no reference to exercise of power of appointment from Merrill Barringer;

L. Last Will and Testament of Paul B. Barringer, II dated February 28, 2012 (MUB's 1st Document Production 185-192) – see entire document with no power of appointment exercised;

M. Last Will and Testament of Merrill U. Barringer dated June 12, 2014 (unnumbered) – see entire document with no power of appointment exercised;

N. Second Amendment and Restatement of Trust Agreement of Paul B. Barringer, II dated July 20, 2012. (MUB's 1st Document Production 80-108) – see entire document with no reference to exercise of power of appointment from Merrill Barringer;

O. Third Amendment and Restatement of Trust Agreement of Paul B. Barringer, II dated June 12, 2014 (MUB's 1st Document Production 109-140) – see entire document with no reference to exercise of power of appointment from Merrill Barringer;

P. Last Will and Testament of Paul B. Barringer, II dated June 12, 2014 (MUB's 1st Document Production 193-200) – see entire document with no power of appointment exercised;

Q. Second Amendment and Restatement of Trust Agreement of Merrill U. Barringer dated June 12, 2014 (unnumbered) – see entire document with no reference to exercise of power of appointment from Paul Barringer;

R. Fourth Amendment and Restatement of Trust Agreement of Paul B. Barringer, II dated February 5, 2015 (MUB's 1st Document Production 141-171) – see entire document with no reference to exercise of power of appointment from Merrill Barringer;

S. Last Will and Testament of Paul B. Barringer, II dated February 5, 2015 (MUB's 1st Document Production 201-209) – see entire document with no power of appointment exercised;

T. Last Will and Testament of Merrill U. Barringer dated February 5, 2015 (unnumbered) – see entire document with no power of appointment exercised;

U. Third Amendment and Restatement of Trust Agreement of Merrill U. Barringer dated February 5, 2015 (unnumbered) – see entire document with no reference to exercise of power of appointment from Paul Barringer;

V. All documents showing equal gifts of nonvoting stock in CFRC and its predecessors made by Paul Barringer to Plaintiff and Merrill Light prior to 2012 as reflected in the CFRC stock register of nonvoting stock (see CFRC 629 – entries for nonvoting share certificates numbers 1, 2, and 39-41);

W. All documents showing equal gifts of voting stock in CFRC and its predecessors made by Paul Barringer to Plaintiff and Merrill Light prior to 2012 as reflecting in the CFRC stock register of voting stock (see CFRC_SC_000000004-6 – entries for voting share certificates 2 and 3);

X. Estate planning letter of Paul Barringer to Kevin Luzak dated March 13, 2001: see entire letter (Hampton Luzak 1081-1082);

Y. J. Jolley letter to Paul Barringer dated December 6, 2011 with enclosed diagrams (MUB's Suppl. to 1st Doc. Prod. 761-765) whose depictions include indistinguishable trusts to each of the three Barringer children from the Family Trust and Charitable Lead Trust (pgs. 762-765) and the description that funds coming from both "Paul's Death" and "Merrill's Death" would "Distribute equally" to trusts for each of the children (pg. 764); and

Z. Various estate planning documents and diagrams from Robert Slane, including but not limited to those documents located at: (i) 12-19-17 Slane Subpoena Response 43-44 [including but not limited to "Paul and Merrill's goals" paragraphs 3 and 4 dated Nov. 11,

2011]; pg. 628 [1st and 3rd paragraphs of R. Slane memo after Feb. 22, 2012]; pg. 631 [Family By-pass Trust to Children and use of PBB II Family Skip Trust and P&M Barringer Irrevocable Insurance Trust dated Nov. 10, 2011]; pg. 632 [Family By-pass Trust to "Distribute equally" to children, dated Nov. 10, 2011]; pg. 633 [Insurance Skip Trust to "Divide equally" among trusts for each child of the Barringers, dated Nov. 10, 2011]; pg. 634 [Child's Family Trust to "Divide equally" to each grandchild's family trust, dated Nov. 10, 2011]; pg. 635 [Grandchild's Family Trust to "Divide equally" to each grandchild's family trust, dated Nov. 10, 2011]; pg. 640 [Family Trust for the benefit of each of the 3 Barringer children, dated Feb. 23, 2012]; pgs.641-642 [Merrill Barringer estate plan options flowing into the Family Trust and use of the Paul & Merrill Barringer Insurance Trust, dated Feb. 23, 2012]; pg. 1798 [Barringer Family Trust for benefit of all 3 children, dated Dec. 6, 2011]; pg. 1799 [Barringer Family Trust for benefit of all 3 children to be funded with assets upon both Paul's death and Merrill's death and to "Distribute equally" to trusts for each of the children]; (ii) MUB's Supplement to 1st Doc Production 684 [estate plan overview addressed to both Paul and Merrill Barringer; pg. 687 [all factors listed in the Primary Goals as applied to Paul and Merrill Barringer]; pg. 692 [Gertrude H. Barringer Skip Trust distributions going to all children]; pg. 695 [Family By-pass Trust to Children and use of PBB II Family Skip Trust and P&M Barringer Irrevocable Insurance Trust dated April 11, 20060]; pg. 696 [Family By-pass Trust to "Distribute equally" to children, dated April 11, 2006]; pg. 697 [PBB II Family Skip Trust & Insurance Skip Trust to "Divide equally" among trusts for each child of the Barringers, dated April 11, 2006]; pg. 698 [Child's Family Trust to "Divide equally" to each grandchild's family trust, dated April 11, 2006]; pg. 699 [Grandchild's Family Trust to "Divide equally" to each grandchild's family trust, dated April 1, 2006]; and (iv) CFRC Harrell 287-289, letter of Robert Slane to Paul Barringer dated March 7, 2001 including but not limited to paragraph 1 of page1 (Bates pg. 287), 2nd page, 6th paragraph (Bates pg. 288), and entirety of page 3 (Bates pg. 289); and

AA. Will of Merrill U. Barringer dated September 15, 2016 at Articles Two and Three of pages 1 and 2 thereof for purported exercise of powers of appointment after death of Paul Barringer (unnumbered);

BB. The Merrill U. Barringer Revocable Trust dated December 4, 1998 – Restatement dated September 15, 2016 – see entire document with no reference to exercise of power of appointment from Paul Barringer (unnumbered);

CC. Will of Merrill U. Barringer dated March 2, 2017 at Articles Two and Three of pages 1 through 3 thereof for purported exercise of powers of appointment after death of Paul Barringer (unnumbered);

DD. Will of Merrill U. Barringer dated February 22, 2018 at Articles Two and Three of pages 1 through 3 thereof for purported exercise of powers of appointment after death of Paul Barringer (unnumbered);

EE. The Merrill U. Barringer Revocable Trust dated December 4, 1998 – Restatement dated February 22, 2018 – see entire document with no reference to exercise of power of appointment from Paul Barringer (unnumbered);

FF. Will of Merrill U. Barringer dated May 30, 2019 at Articles Two and Three of pages 2 through 4 thereof for purported exercise of powers of appointment after death of Paul Barringer (unnumbered);

GG. The Merrill U. Barringer Revocable Trust dated December 4, 1998 – Restatement dated May 30, 2019 – see entire document with no reference to exercise of power of appointment from Paul Barringer (unnumbered);

HH. Letter of Paul and Merrill Barringer "[t]o our children" dated December 24, 1998 – see entire handwritten letter (MUB's Supplement to 1st Doc Production 682-683); and

II. All gift tax returns of Paul and Merrill Barringer for tax years 1998, 1999, 2002, 2003, 2004, 2006 and 2012 at page 1, Part 1 (9-14-17 Davis Subpoena Response 53-72, 85-264 for tax years 1998, 1999, 2003, 2004, 2006 and 2012);

JJ. E-mail of Randy Light to Kevin Luzak on February 21, 2011 (Hampton 1-2); and

KK. All documents related to the transfer of Paul Barringer's voting stock in CFRC to an irrevocable trust on May 7, 2012.

Interrogatory No. 3. S.C. Code 62-2-701 (1) provides that a contract not to revoke a will can only be established by "provision of a will of the decedent stating material provisions of the contract." If you contend any will ever executed by Mr. Barringer contains material provisions of such a contract, identify the will and set forth the page number, paragraph number and specific sentence(s) in the will stating the material provisions of the contract.

Response:

Plaintiff objects under Rule 33(d), SCRCP, to this contention interrogatory as being premature at this stage of the litigation since essential discovery including but not limited to the deposition of the defendant on the issues raised in this Interrogatory has not been completed. As set forth in General Objections 7 and 8 above, and incorporated herein, regarding contract terms not to be viewed in isolation and the necessity of considering the pattern and symmetry of the subject estate planning documents, Plaintiff objects to the identification of a single page number, paragraph or specific sentence(s) as the exclusive evidence of a particular contract or its terms. Subject to the above-stated objections, Plaintiff responds as follows:

South Carolina Code § 62-2-701 provides several methods of proving a contract not to revoke a will (see responses to Interrogatory numbers 4 and 5 below): "(1) provisions of a will of the decedent stating material provisions of the contract; (2) an express reference in a will of the decedent to a contract and extrinsic evidence proving the terms of the contract; or (3) a writing signed by the decedent evidencing the contract and extrinsic evidence proving the terms of the contract." As to part (1) of § 62-2-701, however, the terms of the 1998 estate planning documents of Paul and Merrill Barringer, specifically their wills and trusts, identified above establish the material provisions of equal treatment of the siblings. The reciprocal provisions of Merrill U. Barringer's will, and her express failure to exercise the power of appointment, show similar contract terms. For the reasons stated in General Objections 7 and 8, the foregoing

documents are construed in context with the other documents listed in Response Number 1 above.

Interrogatory No. 4. S.C. Code 62-2-701 (2) provides that a contract not to revoke a will can only be established by "an express reference in a will of the decedent to a contract and extrinsic evidence proving the terms of the contract." If you contend any will ever executed by Mr. Barringer contains an express reference to a contract, a) identify the will and set forth the page number, paragraph number and specific sentence(s) in the will that reference the contract and b) set forth all extrinsic evidence proving the terms of the contract.

Response:

Plaintiff objects under Rule 33(d), SCRCP, to this contention interrogatory as being premature at this stage of the litigation since essential discovery including but not limited to the deposition of the defendant on the issues raised in this Interrogatory has not been completed. As set forth in General Objection number 7 above, Plaintiff objects to the identification of a single page number, paragraph or specific sentence(s) as the exclusive evidence of a particular contract or its terms. Subject to the above-stated objections, Plaintiff responds as follows:

South Carolina Code § 62-2-701 provides several methods of proving a contract not to revoke a will (see responses to Interrogatory numbers 3 and 5). As to part (2) of § 62-2-701, however, there is no express reference to a contract in a will of Paul Barringer if the term "express reference" means a specific use of the term "contract" in a will.

Interrogatory No. 5. S.C. Code 62-2-701 (3) provides that a contract not to revoke a will can be established by "a writing signed by the decedent evidencing the contract and extrinsic evidence proving the terms of the contract." If you contend any writing ever signed by Mr. Barringer evidences any such contract, a) identify the writing and set forth the page number, paragraph number and specific sentence(s) in the writing signed by Mr. Barringer that evidences the contract and b) set forth all extrinsic evidence proving the terms of the contract.

Response:

Plaintiff objects under Rule 33(d), SCRCP, to this contention interrogatory as being premature at this stage of the litigation since essential discovery including but not limited to the

deposition of the defendant on the issues raised in this Interrogatory has not been completed. Plaintiff further objects on the grounds this Interrogatory is compound and in actuality comprises two interrogatories. As set forth in General Objections 7 and 8 above, and incorporated herein, regarding contract terms not to be viewed in isolation and the necessity of considering the pattern and symmetry of the subject estate planning documents, Plaintiff objects to the identification of a single page number, paragraph or specific sentence(s) as the exclusive evidence of a particular contract or its terms since the terms of the applicable documents must be considered in their entirety. Subject to the above-stated objections, Plaintiff responds as follows:

As to part (3) of § 62-2-701, however, see all the documents listed in Responses Numbers 1 and 2 above, incorporated herein, along with the references and descriptions in Responses 1 and 2 above, incorporated herein, including the following documents:

A. The Paul B. Barringer Family Trust under Agreement dated December 22, 1998 as modified by the Beaufort County Probate Court in case no. 2006-GC-07-00040 (MUB's 1st Document Production 245-247; Hampton Luzak 3-37, 43-65, 400-455) and all other documents related to the Irrevocable Paul B. Barringer Family Trust under Agreement dated December 22, 1998 including Item XII, para. (d)(v) at pages 28-30 (MUB's 1st Document Production 237-239);

B. Agreement Regarding Right to Purchase Shares of Coastal Forest Resources Company dated February 1, 2010, wherein the applicable sentences include but are not limited to: the introductory sentence, both sentences in the Recitals, and all sentences in the introductory paragraph, paragraphs 1 through 5 and paragraph 8 of the Covenants (Hampton Luzak 76-81);

C. Barringer Family Voting Agreement, as amended, wherein the applicable sentences include but are not limited to: the introductory sentence, Recitals paragraphs A, B and C including the chart and footnote thereto in paragraph B, Agreement paragraphs 1-7, and the Amendment to Barringer Family Voting Agreement of September 2004 (Bates numbered Hampton Luzak 926-34);

D. The Paul B. Barringer, II Revocable Trust dated December 4, 1998, Item XVII, para. (d)(5) at pages 40-41 (Bates numbered MUB's 1st Document Production 40-41);

E. All documents showing equal gifts of nonvoting stock in CFRC and its predecessors made by Paul Barringer to Plaintiff and Merrill Light prior to 2012 as reflected in the CFRC stock register of nonvoting stock (see CFRC 629 – entries for nonvoting share certificates numbers 1, 2, and 39-41);

F. All documents showing equal gifts of voting stock in CFRC and its predecessors made by Paul Barringer to Plaintiff and Merrill Light prior to 2012 as reflecting in the CFRC stock register of voting stock (see CFRC_SC_000000004-6 – entries for voting share certificates 2 and 3);

G. Estate planning letter of Paul Barringer to Kevin Luzak dated March 13, 2001: see entire letter (Hampton Luzak 1081-1082);

H. J. Jolley letter to Paul Barringer dated December 6, 2011 with enclosed diagrams (MUB's Suppl. to 1st Doc. Prod. 761-765) whose depictions include indistinguishable trusts to each of the three Barringer children from the Family Trust and Charitable Lead Trust (pgs.

762-765) and the description that funds coming from both "Paul's Death" and "Merrill's Death" would "Distribute equally" to trusts for each of the children (pg. 764); and

I. Various estate planning documents and diagrams from Robert Slane, including but not limited to those documents located at: (i) 12-19-17 Slane Subpoena Response 43-44 [including but not limited to "Paul and Merrill's goals" paragraphs 3 and 4 dated Nov. 11, 2011]; pg. 628 [1st and 3rd paragraphs of R. Slane memo after Feb. 22, 2012]; pg. 631 [Family By-pass Trust to Children and use of PBB II Family Skip Trust and P&M Barringer Irrevocable Insurance Trust dated Nov. 10, 2011]; pg. 632 [Family By-pass Trust to "Distribute equally" to children, dated Nov. 10, 2011]; pg. 633 [Insurance Skip Trust to "Divide equally" among trusts for each child of the Barringers, dated Nov. 10, 2011]; pg. 634 [Child's Family Trust to "Divide equally" to each grandchild's family trust, dated Nov. 10, 2011]; pg. 635 [Grandchild's Family Trust to "Divide equally" to each grandchild's family trust, dated Nov. 10, 2011]; pg. 640 [Family Trust for the benefit of each of the 3 Barringer children, dated Feb. 23, 2012]; pgs.641-642 [Merrill Barringer estate plan options flowing into the Family Trust and use of the Paul & Merrill Barringer Insurance Trust, dated Feb. 23, 2012]; pg. 1798 [Barringer Family Trust for benefit of all 3 children, dated Dec. 6, 2011]; pg. 1799 [Barringer Family Trust for benefit of all 3 children to be funded with assets upon both Paul's death and Merrill's death and to "Distribute equally" to trusts for each of the children]; (ii) MUB's Supplement to 1st Doc Production 684 [estate plan overview addressed to both Paul and Merrill Barringer; pg. 687 [all factors listed in the Primary Goals as applied to Paul and Merrill Barringer]; pg. 692 [Gertrude H. Barringer Skip Trust distributions going to all children]; pg. 695 [Family By-pass Trust to Children and use of PBB II Family Skip Trust and P&M Barringer Irrevocable Insurance Trust dated April 11, 20060]; pg. 696 [Family By-pass Trust to "Distribute equally" to children, dated April 11, 2006]; pg. 697 [PBB II Family Skip Trust & Insurance Skip Trust to "Divide equally" among trusts for each child of the Barringers, dated April 11, 2006]; pg. 698 [Child's Family Trust to "Divide equally" to each grandchild's family trust, dated April 11, 2006]; pg. 699 [Grandchild's Family Trust to "Divide equally" to each grandchild's family trust, dated April 1, 2006]; and (iv) CFRC Harrell 287-289, letter of Robert Slane to Paul Barringer dated March 7, 2001 including but not limited to paragraph 1 of page1 (Bates pg. 287), 2nd page, 6th paragraph (Bates pg. 288), and entirety of page 3 (Bates pg. 289).

The above-referenced documents signed by Paul Barringer include those listed in Response No. 1 at paragraphs A, B, E -- G, I, J, M -- O, R, S, V – X, and II – KK; and in Response No. 2 at paragraphs C – H, K, L, N – P, R, S, V – X, HH, II, and KK.

Interrogatory No. 6. With respect to your contention that Merrill Barringer owes a fiduciary duty to Paul Barringer to take or not take certain actions related to her estate plan, state a) what Merrill Barringer had a duty to do or not to do and b) set forth any evidence to support your assertion or believe.

Response:

Plaintiff objects under Rule 33(d), SCRCP, to this contention interrogatory as being premature at this stage of the litigation since essential discovery including but not limited to the deposition of the defendant on the issues raised in this Interrogatory has not been completed. As set forth in General Objections 7 and 8 above, and incorporated herein, regarding contract terms not to be viewed in isolation and the necessity of considering the pattern and symmetry of the subject estate planning documents, Plaintiff objects to the identification of a single page number, paragraph or specific sentence(s) as the exclusive evidence of a particular contract or its terms since the terms of the applicable documents must be considered in their entirety. Plaintiff further objects on the grounds this Interrogatory is compound and in actuality comprises two interrogatories. Subject to the above-stated objections, Plaintiff responds as follows:

At family discussions and meetings, it was consistently explained by Paul Barringer that the company control would be divided equally between Plaintiff and Merrill Light. Merrill Barringer never indicated that she would override this plan and was always compliant. Neither Paul Barringer nor Merrill Barringer ever discussed exercising any powers of appointment. Merrill Barringer has a fiduciary duty to honor the plan to divide the company control equally between Plaintiff and Merrill Light and not exercise the powers of appointment. Merrill Barringer has a fiduciary duty not to change her estate plan established with and by Paul Barringer. Plaintiff anticipates this evidence will be presented in testimony of Plaintiff and Kevin Luzak and perhaps others. Plaintiff also incorporates all the documents listed in Response No. 1 above as responsive to this interrogatory request.

Interrogatory No. 7. In response to Interrogatory number 20 to Defendant's Third Set of Interrogatories in Civil Action No. 2016-CP-07-1919, you identified documents a - j as documents that provided for you to receive CFRC voting stock when Paul Barringer passed away. When respect to each document identified, set forth the page number, paragraph number and specific sentence(s) of each document that provides for you to receive CFRC voting stock.

Response:

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

A. For document *a*, the Paul B. Barringer, II Revocable Trust dated Dec. 4, 1998, the applicable sentences include but are not limited to: (1) Item V(e), all sentences, on pages 13-14 of PBB Rev. Trust of 12/4/98 at MUB's 1st Document Production 13-14 for GST exempt

trusts and shares; (2) Item VI(a), all sentences, on page 17 of PBB Rev. Trust of 12/4/98 at MUB's 1st Document production 17; and (3) Item XVII, paragraph (d), sub-paragraph (5) on pages 40-41 of PBB Rev. Trust of 12/4/98 at MUB's 1st Document Production 40-41. The remaining provisions of the Revocable Trust of Paul Barringer of Dec. 4, 1998 not specified above are also included in this response as the provisions of the trust are interrelated and provide context to the specific paragraphs and sentences identified above.

B. For document *b*, Last Will &Testament of Paul Barringer dated Dec. 4, 1998, the applicable sentences include but are not limited to the one sentence that comprises Item III of the Last Will &Testament of PBB dated 12/4/1998. The remaining provisions of the Last Will &Testament of Paul Barringer dated Dec. 4, 1998 not specified above are also included in this response as the provisions of the will are interrelated and provide context to the specific paragraphs and sentences identified above.

C. For document *c*, the First Amended and Restated Revocable Trust of Paul B. Barringer, II dated February 28, 2012, the applicable sentences include but are not limited to: (1) the last sentence of Article VII, ¶ (5) on page 7 thereof (MUB's 1st Document Production 57); and (2) the 3rd sentence of Article VII, ¶ (4) on pages 8-9 thereof (MUB's 1st Document Production 58-59); and (3) the one sentence consisting of Article IX, ¶ (5) on page 10 of the First Amended and Restated Revocable Trust of Paul B. Barringer dated 2/28/2012 which references and incorporates Article VI of Merrill U. Barringer's Revocable Trust of 12/4/1998. The remaining provisions of the Revocable Trust of Paul Barringer of Feb. 28, 2012 not specified above are also included in this response as the provisions of the trust are interrelated and provide context to the specific paragraphs and sentences identified above.

D. For document *d*, Last Will &Testament of Paul B. Barringer dated February 28, 2012, the applicable sentences include but are not limited to Item V, first and second sentences, page 3 thereof (MUB's 1st Document Production 188). The remaining provisions of the Last Will &Testament of Paul Barringer dated Feb. 28, 2012 not specified above are also included in this response as the provisions of the will are interrelated and provide context to the specific paragraphs and sentences identified above.

E. For document *e*, the November 6, 2011 e-mails between Paul Barringer and Travis Bryant, the applicable sentences include but are not limited to all sentences of the Paul Barringer e-mail and the list of recipients in "CC:" line of the Travis Bryant response (Hampton Luzak 938).

F. For document *f*, estate plan diagrams of John Jolley and Robert Slane sent to Paul Barringer on 12/6/2011, the applicable sentences include but are not limited to: (1) MUB's Supplement to 1st Doc Production 762 showing three trusts for Paul Barringer's children; (2) MUB's Supplement to 1st Doc Production 763 showing three trusts for Paul Barringer's children; (3) MUB's Supplement to 1st Doc Production 764 showing three sub-trusts for Paul Barringer's children out of the Barringer Family Trust for the trustee to "distribute equally"; and (4) MUB's Supplement to 1st Doc Production 765 showing three trusts for Paul Barringer's children.

G. For document *g*, various estate planning documents from Robert Slane files, the applicable sentences include but are not limited to: (1) 12-19-17 Slane Subpoena Response 43, 1st paragraph 3 and 2nd paragraph 5, sub-paragraph *c*; (2) 12-19-17 Slane Subpoena Response 628 includes all 4 paragraphs and all sentences therein; (3) 12-19-17 Slane

Subpoena Response 631 showing Family By-pass Trust at 1st Spouse's Death for the Barringer children with reference to the "PBB II Family Skip Trust" and the "P&M Irrevocable Insurance Trust" flowing "Outside of estate"; (4) 12-19-17 Slane Subpoena Response 632 showing Family By-pass Trust to "distribute equally" to the Barringer children and a new skip trust to support the Barringer children with reference to the "PBB II Family Skip Trust" and the "P&M Irrevocable Insurance Trust" flowing "Outside of estate"; (5) 12-19-17 Slane Subpoena Response 633 showing Insurance Skip Trust to "divide equally" for the benefit of all three Barringer children; (6) 12-19-17 Slane Subpoena Response 640 showing "Overall Estate Plan At Paul's Death" showing distributions from Paul Barringer's trusts for the benefit of all three Barringer children. The remaining parts of the above-stated estate planning documents of Paul Barringer not specified above are also included in this response as the various components of Paul Barringer's estate plan are interrelated and provide context to the specific documents identified above.

H. For document *h*, Assignment of Limited Partner Interest dated December 31, 2007, the applicable sentences include but are not limited to: (1) the second sentence of paragraph B of the Recitals (Hampton Luzak 66); paragraph 2 of the Agreement section (*Id.*); and consent signatures of Merrill Light and Hampton Luzak (Hampton Luzak 69-70). The remaining provisions of the Assignment of Limited Partner Interest dated Dec. 31, 2007 not specified above are also included in this response as the provisions of the Assignment are interrelated and provide context to the specific paragraphs and sentences identified above.

I. For document *i*, the Paul B. Barringer Family Trust under Agreement dated December 22, 1998 as modified, the applicable sentences include but are not limited to: (1) Item II, paragraph (b), first sentence at pages 1-2 of the Paul B. Barringer Family Trust under Agreement dated December 22, 1998 (Hampton Luzak 3-4); (2) Item II, paragraph (e), first sentence of the Paul B. Barringer Family Trust under Agreement dated December 22, 1998 (Hampton Luzak 5); (3) Item XII(d)(v) of the Paul B. Barringer Family Trust under Agreement dated December 22, 1998 (Hampton Luzak 30 and 32); (3) First Amendment to The Paul B. Barringer, II Family Trust made October 16, 2006, paragraph FIRST, 2nd sentence (Hampton Luzak 52); (4) letter of Keith Martens, Esquire, dated September 22, 2006, first paragraph, 3rd and 4th sentences thereof (Hampton Luzak 64). The remaining provisions of the Paul B. Barringer Family Trust Under Agreement dated Dec. 4, 1998, as modified, not specified above are also included in this response as the provisions of the trust are interrelated and provide context to the specific paragraphs and sentences identified above.

J. For document *j*, Agreement Regarding Right to Purchase Shares of Coastal Forest Resources Company dated February 1, 2010, the applicable sentences include but are not limited to: the introductory sentence, both sentences in the Recitals, and all sentences in the introductory paragraph, paragraphs 1 through 5 and paragraph 8 of the Covenants. (Hampton Luzak 76-81). The remaining provisions of the Agreement Regarding Right to Purchase Shares of Coastal Forest Resources Company dated Feb. 1, 2010 not specified above are also included in this response as the provisions of the Agreement are interrelated and provide context to the specific paragraphs and sentences identified above.

The documents described in paragraphs A – J above are not the only documents and evidence responsive to this topic. Plaintiff also incorporates by reference the documents identified in response numbers 1 and 2 above.

Interrogatory No. 8. Identify any and all writings and/or document(s) that are 1) signed by Merrill Barringer and 2) evidence a contract between Paul Barringer and Merrill Barringer not to revoke their estate plans.

Response:

As set forth in General Objections 7 and 8 above, and incorporated herein, regarding contract terms not to be viewed in isolation and the necessity of considering the pattern and symmetry of the subject estate planning documents, Plaintiff objects to the identification of a single page number, paragraph or specific sentence(s) as the exclusive evidence of a particular contract or its terms since the terms of the applicable documents must be considered in their entirety. Any analysis of the documents encompassed in a contract not to revoke an estate plan would entail a review of the entire documents listed below and not be limited to isolated excerpts from such documents. Subject to the above-stated objections, Plaintiff responds as follows:

A. Last Will and Testament of Merrill U. Barringer, II dated December 4, 1998 (unnumbered);

B. The Merrill U. Barringer, II Revocable Trust dated December 4, 1998 (unnumbered);

C. Last Will and Testament of Merrill U. Barringer dated February 28, 2012 (unnumbered);

D. First Amendment and Restatement of Trust Agreement of Merrill U. Barringer dated February 28, 2012. (unnumbered);

E. Last Will and Testament of Merrill U. Barringer dated June 12, 2014 (unnumbered);

F. Second Amendment and Restatement of Trust Agreement of Merrill U. Barringer dated June 12, 2014 (unnumbered);

G. Last Will and Testament of Merrill U. Barringer dated February 5, 2015 (unnumbered);

H. Third Amendment and Restatement of Trust Agreement of Merrill U. Barringer dated February 5, 2015 (unnumbered);

I. Letter of Paul and Merrill Barringer "[t]o our children" dated December 24, 1998 (MUB's Supplement to 1st Doc Production 682-683); and

J. The Paul B. Barringer, II and Merrill U. Barringer Irrevocable Trust dated December 22, 1998 (MUB's 1st Document Production 261-300);

K. The split gift tax returns of Paul and Merrill Barringer (9-14-17 Davis Subpoena Response 53-72, 85-264);

L. Will of Merrill U. Barringer dated September 15, 2016 (unnumbered);

M. The Merrill U. Barringer Revocable Trust dated December 4, 1998 – Restatement dated September 15, 2016 (unnumbered);

N. Will of Merrill U. Barringer dated March 2, 2017 (unnumbered);

O. Will of Merrill U. Barringer dated February 22, 2018 (unnumbered);

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

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

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

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

Response:

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

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

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

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

THE GILREATH LAW FIRM, P.A.

By: William M. Hogan

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

and

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

and

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

ATTORNEYS FOR PLAINTIFF
HAMPTON BARRINGER LUZAK

Dated: July 27, 2020
Greenville, South Carolina.

STATE OF SOUTH CAROLINA COUNTY OF BEAUFORT In the Matter of: Estate of Paul B. Barringer, II Hampton B. Luzak, Plaintiff, vs. Merrill U. Barringer, Defendant.	IN THE COURT OF COMMON PLEAS FOURTEENTH JUDICIAL CIRCUIT C/A Nos.: 2019-CP-07-01253 2019-CP-07-01294 **CERTIFICATE OF SERVICE**

The undersigned attorney for the Plaintiff Hampton B. Luzak certifies that he served a true copy of the **Response to Defendant's First Set of Interrogatories to Plaintiff** regarding the above-captioned cases by the following means:

____	Hand Delivery	____	Facsimile
_X_	United States Mail	____	Overnight Delivery
_X_	Other: Electronic Mail		

with adequate payment or arrangements for payment to insure delivery thereof to the following opposing counsel of record:

J. Ashley Twombley, Esquire
Twombley@twlawfirm.com
Kevin Johnson, Esquire
Kjohnson@twlawfirm.com
Lee Anne Walters, Esquire
lwalters@rosenhagood.com
TWENGE + TWOMBLEY LAW FIRM
311 Carteret Street
Beaufort, SC 29902
Attorney for Defendant Merrill U. Barringer, individually and as Personal Representative of the Estate of Paul Brandon Barringer, II

Harley D. Ruff, Esquire
hruff@ruffllc.com
Denise Collins, Esquire
dcollins@ruffllc.com;
RUFF & RUFF, LLC
17 Professional Village Circle
Beaufort, SC 29907
Attorneys for Defendant Merrill U. Barringer, as Personal Representative of the Estate of Paul Barringer, II

Alice Paylor, Esquire
apaylor@rrhlawfirm.com
Bijan Ghom, Esquire
bghom@rosenhagood.com
ROSEN, ROSEN & HAGOOD, LLC
P.O. Box 893
Charleston, SC 29402
Attorneys for Defendants, Merrill B. Light, 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

Charles B. Molster, III, Esquire
cmolster@molsterlaw.com
THE LAW OFFICES OF CHARLES B. MOLSTER, III PLLC
2141 Wisconsin Avenue, N.W., Suite M
Washington, D.C. 20007
Attorney admitted *pro hac vice* for Defendants, Merrill B. Light, 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

THE GILREATH LAW FIRM, P.A.

By: William M. Hogan

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

Attorneys for Plaintiff Hampton B. Luzak

Date: July 27, 2020
Greenville, South Carolina.

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

STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	
COUNTY OF BEAUFORT	)	CIVIL ACTION NO: 2016-CP-07-1919
	)	
IN THE MATTER OF ESTATE OF PAUL BRANDON BARRINGER, II	)	
	)	
HAMPTON BARRINGER LUZAK,	)	
	)	
Plaintiff,	)	**DEFENDANTS' JOINT MOTION TO BIFURCATE TRIAL**
	)	
v.	)	
	)	
MERRILL B. LIGHT , MERRILL U. BARRINGER, AS PERSONAL REPRESENTATIVE OF THE ESTATE OF PAUL BRANDON BARRINGER, II, J. RANDOLPH LIGHT, JR., MERRILL B. LIGHT AS PUTATIVE TRUSTEE OF THE PAUL B. BARRINGER, II REVOCABLE TRUST DATED DECEMBER 4, 1998, AND MERRILL B. LIGHT AS TRUSTEE OF THE MERRILL BARRINGER LIGHT REVOCABLE TRUST,	)	
	)	
Defendants	)	

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

("Constructive Trust and Injunction") in the Barringer II actions (collectively the "Contract-Based Claims").[1]

Rule 42(b) permits a court to bifurcate issues or claims where doing so will promote convenience, efficiency, or economy, or where doing so will avoid prejudice. *See* Rule 42(b), SCRCP. Whether and how to bifurcate is discretionary with the trial court. *See Senter v. Piggly Wiggly Carolina Co.*, 341 S.C. 74, 77, 533 S.E.2d 575, 577 (2000). Further, the South Carolina Supreme Court has encouraged trial courts to bifurcate trials in complex cases where doing so will help to clarify and simplify the issues. *See Durham v. Vinson*, 360 S.C. 639, 644, 602 S.E.2d 760, 762 n.2 (2004).

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

First, the Contract-Based Claims involve distinct legal and factual issues from those involved in the remaining claims. Plaintiff's Contract-Based Claims are based on the theory that—when Mr. Barringer was mentally competent and not subject to undue influence—he entered into a contract with Mrs. Barringer whereby Mrs. Barringer promised to never change her 1998 will. Through her Contract-Based Claims, Plaintiff asks the Court to enjoin Mrs. Barringer from executing a new will.[2] The remaining claims, on the other hand, are based on the theory that Mr.

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

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

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

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

Barringer's family members and others—over the course of several years—took advantage of and unduly influenced Mr. Barringer at a time when his mental capacity was diminished (the "Undue Influence and Incapacity Claims").[3] Through these claims, Plaintiff seeks to recover over $100,000,000 in damages from Defendants and also seeks to invalidate Mr. Barringer's 2012-2016 estate planning documents, as well as a corporate gift of CFRC voting stock. The Contract-Based Claims, on the one hand, and the Undue Influence and Incapacity Claims, on the other hand, present distinct legal and factual issues. Likewise, the evidence relevant to the Contract-Based Claims is almost entirely distinct from the evidence relevant to the Undue Influence and Incapacity Claims.

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

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

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

would nevertheless be focused only on the narrow issue of whether Mrs. Barringer did or did not make an enforceable contract or promise to Mr. Barringer.[4]

A trial on the Undue Influence and Incapacity Claims will involve weeks and weeks of testimony from medical experts, economists, trust fiduciary experts, and fact witnesses, including doctors, nurses, lawyers, accountants, bankers, insurance experts, CEOs, and the parties, among many others. Likewise, the subject matter of the evidence introduced in a trial on the Undue Influence and Capacity Claims will likely include, among other things, the history of Mr. Barringer's estate planning, Mr. Barringer's relationships with his family members, changes to Mr. Barringer's physical and mental health over the years, the history of Mr. Barringer's company, the history of Kevin Luzak's role with Mr. Barringer's company, Kevin Luzak's termination, the falling out between Mr. Barringer and Plaintiff, Plaintiff's prior litigation in Virginia where she previously litigated the corporate stock transfer and other derivative claims, as well as numerous other issues.

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

Fourth, bifurcating the Contract-Based Claims will be "conducive to expedition and economy." *See* Rule 42(b), SCRCP. If Plaintiff fails to establish that Mrs. Barringer contracted or

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

promised never to change her 1998 will and Defendants are therefore successful on Plaintiff's Contract-Based Claims, the rest of this litigation will be streamlined significantly. Specifically, if Plaintiff is not successful on her Contract-Based Claims, then it follows that Mrs. Barringer has the authority to change her 1998 will and exercise the Power of Appointment Mr. Barringer left her however she sees fit. Thus, if Defendants are successful in a trial on Plaintiff's Contract-Based Claims, Mrs. Barringer's children (including Plaintiff) will simply have to wait until Mrs. Barringer passes away to see whether or not they will receive any assets that may or may not end up in Mr. Barringer's estate—regardless of which version of Mr. Barringer's estate planning documents controls. Bifurcation in this manner would drastically simplify this litigation and carve out a manageable dispute for presentation to a jury. The results of the initial trial also may foster meaningful settlement discussions.

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

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

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

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

TWENGE + TWOMBLEY LAW FIRM

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

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

ROSEN HAGOOD, LLC

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

and

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

Attorneys Defendants Merrill B. Light, individually and as Trustee

Beaufort, South Carolina
October 23, 2020

ELECTRONICALLY FILED - 2020 Dec 30 9:04 AM - BEAUFORT - COMMON PLEAS - CASE#2016CP0701919

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

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

ELECTRONICALLY FILED - 2020 Dec 30 9:04 AM - BEAUFORT - COMMON PLEAS - CASE#2016CP0701919

ORDER GRANTING DEFENDANTS' MOTION TO BIFURCATE

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

IT IS SO ORDERED.

_____
CARMEN T. MULLEN
Judge of the Fourteenth Judicial Circuit

_____, 2020

ELECTRONICALLY FILED - 2020 Dec 30 9:04 AM - BEAUFORT - COMMON PLEAS - CASE#2016CP0701919

Beaufort Common Pleas

Case Caption: Hampton B Luzak VS Merrill B Light , defendant, et al

Case Number: 2016CP0701919

Type: Order/Other

So Ordered

s/Carmen T Mullen 2142

The South Carolina Court of Appeals

Ann Finch, Individually and as Executor of Estate of Franklin Finch; and Peter D. Protopapas as Court Appointed Receiver for Covil Corporation, Respondents,

v.

United States Fidelity and Guaranty Company; Zurich American Insurance Company; and Wall, Templeton & Haldrup, P.A., Defendants,

Of which United States Fidelity and Guaranty Company is the Appellant.

Appellate Case No. 2020-001663

ORDER

After careful consideration of the petition to rehear the dismissal of this appeal, the Court is unable to discover that any material fact or principle of law has been either overlooked or disregarded, and hence, there is no basis for granting a rehearing. From the filings provided by the parties, we cannot determine what factual issues (if any) necessarily overlap between the legal and equitable claims. Thus, it is not apparent that the circuit court's bifurcation order deprives appellant of a mode of trial.

Accordingly, the petition for rehearing is denied, and the appeal is dismissed. *See Stone v. Thompson*, 426 S.C. 291, 295-96, 826 S.E.2d 868, 870 (2019) (emphasizing our supreme court's practice of narrowly construing section 14-3-330 [of the South Carolina Code (2017)] and permitting appeal following a bifurcated hearing only where "a claim or defense has been finally determined."); *Flagstar Corp. v. Royal Surplus Lines*, 341 S.C. 68, 72-73, 533 S.E.2d 331, 333 (2000) ("[a]n order granting bifurcation of issues for trial simply does not strike to the heart of this Court's traditional analysis of claims of denial of a mode of trial. That

analysis proceeds by determining whether or not a party is erroneously denied a trial by jury in a law case, or is erroneously required to proceed before a jury in an equity case. In this case, no party is denied the right to a trial by jury. Moreover, after trial, [appellant] will be free to advance on appeal that the trial judge abused [her] discretion in ordering bifurcation and that it has thereby been effectively deprived of a fair and/or fully informed fact finder. An abuse of discretion, if any, by the trial court in its ruling can be corrected at that time.").

Stephanie P. McDonald J.

D. Garrett J.

J.

Columbia, South Carolina

cc:
Matthew Todd Carroll, Esquire
Mary Elizabeth O'Neill, Esquire
William Pearce Davis, Esquire
Susan Drake DuBose, Esquire
Michael S. Carnevale, Esquire
Andrew T. Frankel, Esquire
Mary Beth Forshaw, Esquire
Alan Turner, Esquire
Theile Branham McVey, Esquire
Mark Weston Hardee, Esquire
Jonathan M. Robinson, Esquire
G. Murrell Smith, Jr., Esquire
Shanon N. Peake, Esquire
Jescelyn Tillman Spitz, Esquire
John Belton White, Jr., Esquire
Marghretta Hagood Shisko, Esquire
Christopher Rutledge Jones, Esquire
Austin Tyler Reed, Esquire
The Honorable Jean Hoefer Toal

FILED
Apr 05 2021

The Supreme Court of South Carolina

Ann Finch, Individually and as Executor of Estate of Franklin Finch; and Peter D. Protopapas as Court Appointed Receiver for Covil Corporation, Respondents,

v.

United States Fidelity and Guaranty Company; Zurich American Insurance Company; and Wall, Templeton & Haldrup, P.A., Defendants,

Of which United States Fidelity and Guaranty Company is the Petitioner.

Appellate Case No. 2021-000462

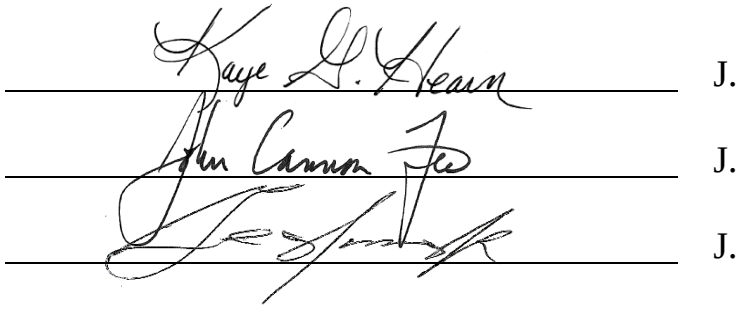
ORDER

This matter is before this Court on a petition for a writ of certiorari to the court of appeals. Respondents ask the Court to hold this matter in abeyance and remand the matter to the circuit court. By letter dated June 22, 2021, Respondent Protopapas also requests that consideration of the motion be expedited. Petitioner moves to strike the letter.

We deny the petition for a writ of certiorari to the court of appeals without prejudice to Petitioner's right to challenge the order of the proceedings below after a final decision by the trial court. Accordingly, the motion for a limited remand, the request to expedite, and the motion to strike are denied as moot.

C.J.

J.



J.

J.

J.

Columbia, South Carolina
July 06, 2021

cc: Theile Branham McVey, Esquire
Mark Weston Hardee, Esquire
Jonathan M. Robinson, Esquire
G. Murrell Smith, Jr., Esquire
Shanon N. Peake, Esquire
Jescelyn Tillman Spitz, Esquire
John Belton White, Jr., Esquire
Marghretta Hagood Shisko, Esquire
Christopher Rutledge Jones, Esquire
Austin Tyler Reed, Esquire
Matthew Todd Carroll, Esquire
Mary Elizabeth O'Neill, Esquire
William Pearce Davis, Esquire
Susan Drake DuBose, Esquire
Michael S. Carnevale, Esquire
Andrew T. Frankel, Esquire
Mary Beth Forshaw, Esquire
Alan Turner, Esquire
The Honorable Jean Hoefer Toal
The Honorable Jenny Abbott Kitchings

RECEIVED
May 18 2021
SC Court of Appeals

THE STATE OF SOUTH CAROLINA
In the Court of Appeals

APPEAL FROM BEAUFORT COUNTY
Court of Common Pleas

Carmen T. Mullen, Circuit Court Judge

Case No: 2016-CP-07-01919
Appellate Case No. 2021-000159

EX PARTE:

Hampton B. Luzak……PETITIONER

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

Case Nos. 2019-CP-07-01253 and 2019-CP-07-01294
Appellate Case No. 2021-000159

Hampton Barringer Luzak, ……APPELLANT,

v.

Merrill U. Barringer,…….... RESPONDENT.

APPELLANT'S PETITION AND MEMORANDUM FOR REHEARING

Thomas W. Traxler (S.C. Bar No. 5624)
CARTER, SMITH, MERRIAM, ROGERS & TRAXLER, P.A.
900 East North Street (29601)
PO Box 10828, Greenville, SC 29603
PH: (864) 242-3566/FX: (864) 232-1558
tom.traxler@carterlawpa.com
Attorney for Appellant/Petitioner Hampton B. Luzak

James R. Gilreath (S.C. Bar #02133)
William M. Hogan (S.C. Bar#65272)
110 Lavinia Avenue (29601)
PO Box 2147, Greenville, SC 29602
PH: (864) 242-4827/FX: (864) 232-4395
E-mail: jim@gilreathlaw.com
E-mail: bhogan@gilreathlaw.com
Attorneys for Appellant/Petitioner, Hampton B. Luzak

S. Alan Medlin (S.C. Bar No. 3924)
1713 Phelps St., Columbia, SC 29205
PH: (803) 777-7465/FX: (803) 777-7465
E-mail: amedlin@sc.rr.com
Attorney for Appellant/Petitioner Hampton B. Luzak

Charles B. Macloskie (S.C. Bar No. 3514)
MACLOSKIE LAW FIRM
1506 Prince Street
PO Box 280, Beaufort, SC 29901
PH: (843) 524-0909/FX: (843) 521-1379
E-mail: macloskielawfirm@hargray.com
Attorney for Appellant/Petitioner Hampton B. Luzak

The Appellant/Petitioner (Appellant herein) files this Petition for Rehearing with respect to this Court's Order filed May 4, 2021 dismissing the appeal filed by the Appellant in this matter filed on February 12, 2021.

PROCEDURAL BACKGROUND

The Trial Court in the underlying consolidated actions issued its Order (Bifurcation Order) bifurcating the trial of two (2) causes of actions. The Bifurcation Order was filed on December 30, 2020, and on January 14, 2021 the Trial Court denied the Appellant's Motion for Reconsideration. The Appellant then filed and served her Notice of Appeal of those Orders on February 12, 2021.

On February 22, 2021 the Court of Appeals asked the parties to submit memoranda addressing the immediate appealability of the Bifurcation Order. Those memoranda were submitted, and the Court of Appeals filed its Order on May 4, 2021 dismissing the appeal on the stated grounds that the "underlying orders are not immediately appealable under section 14-3-330 of the South Carolina Code (2017)."

This Petition seeks a rehearing on that Order dismissing the appeal.

ARGUMENT AND CITATION OF AUTHORITIES

This Court's Order dismissing the appeal on May 4, 2021 is a summary order that dismisses the appeal on the stated basis that *S.C. Code Ann.* §14-3-330 does not allow for immediate appeal. That Order does not address the grounds raised by the Appellant in her Appellant's Memorandum In Support Of Immediate Appealability Of Order Granting Motion To Bifurcate filed with this Court, and the Appellant raises again these issues and arguments submitted in her Memorandum. The Memorandum and the arguments and authorities cited therein are reiterated herein and that Memorandum is incorporated herein by reference for that purpose.

Without diminishing or abandoning the arguments set forth therein, the following are the salient issues which the Court of Appeals failed to address or properly consider when it dismissed the Appellant's appeal on May 4, 2021.

1. **The Court of Appeals failed to appreciate the substance of the Trial Court's Bifurcation Order in implicating the mode of trial and sequencing of the trial of the various causes of action:**

   At initial blush, the Bifurcation Order may appear not to be immediately appealable, and the Appellant appreciates that any Order labelled "Order Granting Defendants' Motion To Bifurcate" prompts such an initial reaction. Typically, orders to bifurcate are not immediately appealable, but the label of that Order is misleading because the substance of the Bifurcation Order extends far beyond merely having two trials and directly implicates the mode of trial, which is, in fact, immediately appealable, for the reasons cited by the Appellant in her Memorandum. Everyone's reaction to the Bifurcation Order, including the Court of Appeals', would have been completely different if the Bifurcation Order had instead been labelled "Order for Mode of Trial and Sequencing The Trial of Causes of Action." ***That*** label would have been more reflective of the Trial Court's Order. In short, the Court of Appeals failed to appreciate the substance of the Bifurcation Order and the substantive and procedural effect of that order and to analyze the appealability of that Order when it dismissed the appeal.

2. **The Order dismissing the appeal failed to recognize that the Bifurcation Order excised two equitable causes of action from the consolidated cases and ordered that they be tried first to the prejudice of the Appellant's right to a jury trial on other causes of action, thereby either eliminating the Appellant's right to a jury trial of her legal causes of action or severely impairing that right.**

The Trial Court's Bifurcation Order carved out two equitable causes of action for trial first, leaving the legal causes of action to be tried later. Those two equitable causes of action are for a mandatory injunction and for the imposition of a constructive trust. The remaining causes of action are essentially for undue influence, lack of capacity, mistake, as well as torts of fraud, conversion, breach of fiduciary duty, tortious interference with inheritance, and conspiracy. Those latter causes of action are legal, and the Appellant is entitled to a jury trial on them, but the Bifurcation Order relegates them to a later clean-up trial with findings on the equitable causes of action prejudicing the Appellant's right to a jury determination. A common factual thread of undue influence and manipulation of the patriarch of the family, Paul Barringer (Decedent), by his daughter, Merrill Light and others while he suffered from dementia, weaves all of the causes of action together, and isolating two equitable causes of action for the initial trial deprives the Appellant of the right to a jury trial or dramatically prejudices her rights to a jury determination of the facts. Therefore, the substance of the Bifurcation Order implicates mode of trial and is immediately appealable.

3. **The Order dismissing the appeal failed to recognize that the Bifurcation Order not only excised two equitable causes of action to the detriment of the Appellant's right to a jury trial but also further aggravated the problem by ordering the equitable causes of action to be tried before the legal causes of action.**

The Order dismissing the appeal also failed to appreciate that the substance of the Bifurcation Order compounded the error in failing to follow well-established sequencing rules regarding the order in which bifurcated trials under these

circumstances must proceed. That implicates the mode of trial which, in turn, implicates a substantial right, triggering the well-established rule that such orders must be immediately appealed, or be forever waived. *See Bateman v. Rouse,* 358 S.C. 667, 674, 596 S.E.2d 386, 389-390 (Ct. App. 2004) ("Orders of the trial judge denying a request for a jury trial involve the mode of trial, affect substantial rights, … and are immediately appealable. The failure to immediately appeal an order affecting the mode of trial constitutes a waiver of the right to appeal these issues."). Sequencing rules mandate that when a case contains both legal and equitable causes of action and there exists disputed common factual issues relevant to both equitable and legal claims, *the legal claims must be tried first*, with the court in the trial of the equitable claims being bound by the findings of fact made by the jury. *See Wachovia Bank, N.A. v. Blackburn,* 407 S.C. 321, 755 S.E.2d 437 (2014); *Johnson v. S.C. Nat'l Bank,* 292 S.C. 51, 354 S.E.2d 895 (1987); *Plantation Fed. Bank v. Gray*, 401 S.C. 507, 737 S.E.2d 515 (Ct. App. 2013); *Bateman v. Rouse*, 358 S.C. 667, 596 S.E.2d 386 (Ct. App. 2004). The South Carolina Supreme Court has stated: "If separate trials are ordered, the judge must determine which issues are to be tried first. If there are factual issues common to both claims, absent the 'most imperative circumstances,' the 'at law' claim must be tried first." *Johnson,* 292 S.C. at 56, 354 S.E.2d at 897 (internal citations and quotations omitted). The purpose of the sequencing rules is to "assure that, under the circumstances of the case, a joint trial will not deprive a party of his right to a full jury trial of legal issues." *Id.* at 55, 354 S.E.2d 897. Only by applying the sequencing rules adopted by the appellate courts of this State can a trial court comply with constitutional, statutory, and case

law mandates to preserve a party's right to trial by jury inviolate. Again, common factual issues of undue influence and manipulation weave all of the causes of action together, and cherry-picking equitable causes of action to be tried before legal causes of actions implicates mode of trial and is immediately appealable.

4. The Court of Appeals erred in concluding that the Bifurcation Order was not immediately appealable.

By statute, a party has the right of immediate appeal where a substantial right is implicated. *S.C. Code Ann.* § 14-3-330(2). It is well established that a trial court order "affecting the mode of trial affect[s] a substantial right as defined in Section 14-3-330(2) of the *South Carolina Code* (1976), … 'must, therefore, be appealed immediately'." *Frampton v. S.C. Dept. Transp.*, 406 S.C. 377, 385, 752 S.E.2d 269, 274 (Ct. App. 2013) (quoting *Lester v. Dawson*, 327 S.C. 263, 266, 491 S.E.2d 240, 241 (1997)); s*ee also Flagstar Corp. v. Royal Surplus Lines*, 341 S.C. 68, 72–73, 533 S.E.2d 331, 333–34 (2000) ("Pursuant to § 14–3–330(2), this Court has held on numerous occasions that when a trial court's order deprives a party of a mode of trial to which it is entitled as a matter of right, such order is immediately appealable.") (internal citations and footnotes omitted); *Plantation Fed. Bank v. Gray*, 401 S.C. 507, 737 S.E.2d 515 (Ct. App. 2013) (reversing the trial court's order which mandated that the parties' equitable claims be tried first by the court.) "Moreover, the failure to timely appeal an order affecting the mode of trial effects a waiver of the right to appeal that issue." *Frampton*, 406 S.C. at 386, 752 S.E.2d at 274.

CONCLUSION

For these reasons, the Appellant petitions for rehearing and reconsideration of this Court's order dismissing the Appellant's appeal. These issues of mode of trial and sequencing will not go away through the course of this litigation. For this Court not to hear the appeal of these issues at this time will result in the parties going through bifurcated trials that ultimately will end up being a nullity. Bifurcation of trial typically lies within the discretion of the Trial Judge, but not when the mode of trial and sequencing of trial are implicated. The mode of trial and sequencing of trials is not discretionary.

The Appellant petitions for rehearing and reconsideration of this Court's Order of May 4, 2021 dismissing her appeal and that the appeal be allowed to proceed so that all of these issues may be fully briefed and then decided rather than being summarily dismissed.

Respectfully submitted,

s/Thomas W. Traxler
Thomas W. Traxler (S.C. Bar No. 5624)
CARTER, SMITH, MERRIAM, ROGERS & TRAXLER, P.A.
900 East North Street (29601)
PO Box 10828, Greenville, SC 29603
PH: (864) 242-3566/FX: (864) 232-1558
tom.traxler@carterlawpa.com
Attorney for Appellant Hampton B. Luzak

James R. Gilreath (S.C. Bar #02133)
William M. Hogan (S.C. Bar#65272)
110 Lavinia Avenue (29601)
PO Box 2147, Greenville, SC 29602
PH: (864) 242-4827/FX: (864) 232-4395
E-mail: jim@gilreathlaw.com
E-mail: bhogan@gilreathlaw.com
Attorneys for Appellant, Hampton B. Luzak

S. Alan Medlin (S.C. Bar No. 3924)

1713 Phelps St., Columbia, SC 29205
PH: (803) 777-7465/FX: (803) 777-7465
E-mail: amedlin@sc.rr.com
Attorney for Appellant Hampton B. Luzak

Charles B. Macloskie (S.C. Bar No. 3514)
MACLOSKIE LAW FIRM
1506 Prince Street
PO Box 280, Beaufort, SC 29901
PH: (843) 524-0909/FX: (843) 521-1379
E-mail: macloskielawfirm@hargray.com
Attorney for Appellant Hampton B. Luzak

Date: May 18, 2021

OTHER COUNSEL OF RECORD:
Alice F. Paylor, Esquire
Bijan Khaladj-Ghom, Esquire
ROSEN, ROSEN & HAGOOD, LLC
PO Box 893, Charleston, SC 29402
E-mail: apaylor@rosenhagood.com
E-mail: bghom@rosenhagood.com
Attorneys for Respondents, Merrill B. Light, 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

Charles B. Molster, III, Esquire
THE LAW OFFICES OF CHARLES B. MOLSTER, III PLLC
2141 Wisconsin Avenue, N.W., Suite M
Washington, D.C. 2007
E-mail: cmolster@molsterlaw.com
Attorney admitted *pro hac vice* for Respondents, Merrill B. Light, 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

J. Ashley Twombley, Esquire
Kevin Johnson, Esquire
Lee Anne Walters, Esquire
TWENGE + TWOMBLEY LAW FIRM
311 Carteret Street, Beaufort, SC 29902
E-mail: twombley@twlawfirm.com
E-mail: kjohnson@twlawfirm.com AND kjohnson@johnsonlawyers.com
E-mail: lwalters@twlawfirm.com

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

Harley D. Ruff, Esquire
Denise Collins, Esquire
RUFF & RUFF, LLC
117 Professional Village Circle
Beaufort, SC 29907
E-mail: hruff@ruffllc.com
E-mail: dcollins@ruffllc.com
Attorneys for Respondent Merrill U. Barringer, as Personal Representative of the Estate of Paul Barringer, II

RECEIVED
Mar 04 2021
SC Court of Appeals

THE STATE OF SOUTH CAROLINA
In The Court of Appeals

APPEAL FROM BEAUFORT COUNTY
Court of Common Pleas

Carmen T. Mullen, Circuit Court Judge

Case No. 2016-CP-07-01919

Hampton B. Luzak, Appellant,

vs.

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

Respondents.

And

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

Hampton B. Luzak, Appellant,

vs.

Merrill U. Barringer, Respondent.

MEMORANDUM REGARDING APPEALABILITY

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

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

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

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

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

FACTUAL & PROCEDURAL BACKGROUND

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

A. Barringer I

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

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

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

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

B. Barringer II

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

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

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

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

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

C. The Bifurcation Order

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

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

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

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

ARGUMENT

I. The Bifurcation Order is not immediately appealable.

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

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

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

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

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

CONCLUSION

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

TWENGER TWOMBLEY LAW FIRM

BY: _____

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

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

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

Beaufort, South Carolina
March 4, 2021

CERTIFICATE OF SERVICE

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

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

RECEIVED
Mar 04 2021
SC Court of Appeals

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

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

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

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

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

BY:

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

EXHIBIT A

EXHIBIT A

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

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

PARTIES AND JURISDICTION

1. The parties and their residences are as follows:

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

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

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

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

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

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

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

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

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

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

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

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

GENERAL ALLEGATIONS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

162. Defendant Merrill Light has wrongfully taken property from Decedent Paul Barringer and converted it to her own use, all to the damage of Decedent Paul Barringer and Plaintiff Hampton Luzak, who was an intended beneficiary of that property. On information and belief, Defendant Merrill Light's conversion was carried out with the knowing and material

participation, assistance and encouragement of Defendant Randy Light who aided and abetted Defendant Merrill Light's tortious acts.

163. Plaintiff Hampton Luzak and the Estate are entitled to an award of actual and punitive damages as a result of said conversion by Defendant Merrill Light.

FOR A THIRTEENTH CAUSE OF ACTION
(Quantum Meruit/Unjust Enrichment as to Defendant Merrill Light)

164. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

165. Plaintiff Hampton Luzak will show that Defendant Merrill Light has realized a non-gratuitous benefit by her appropriation of Decedent Paul Barringer's assets and Hampton Luzak's interests and expectancy and that it is inequitable for Defendant Merrill Light to retain such assets without fully paying for their value.

166. By virtue of Defendant Merrill Light's conduct, Defendant Merrill Light has been unjustly enriched to the detriment of Decedent Paul Barringer and Plaintiff Hampton Luzak.

167. As a result of Defendant Merrill Light's unjust enrichment, a constructive trust should be imposed on any and all property interests distributed from Decedent Paul Barringer or his estate to Defendant Merrill Light and/or others, including but not limited to the 38,272 shares of CFRC voting stock.

FOR A FOURTEENTH CAUSE OF ACTION
(Constructive Trust as to Defendant Merrill Light)

168. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

169. A constructive trust should be imposed on Defendant Merrill Light and/or others for all misappropriated property and any benefit therefrom, including but not limited to the

38,272 shares of CFRC voting stock and any dividends or other proceeds received by her and/or others since the date of the purported transfer to Defendant Merrill Light.

FOR A FIFTEENTH CAUSE OF ACTION
(Resulting Trust as to Defendant Merrill Light)

170. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

171. A resulting trust should be imposed on Defendant Merrill Light and/or others for all misappropriated property and any benefit therefrom, including but not limited to the 38,272 shares of CFRC voting stock and any dividends or other proceeds therefrom.

FOR A SIXTEENTH CAUSE OF ACTION
(Breach of Fiduciary Duty, Self-Dealing, Conflict of Interest as to Defendant Merrill Light; and Aiding and Abetting the same by Defendant Randy Light)

172. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

173. On or before July 20, 2012 (the date of the last amendment to Decedent Paul Barringer's Revocable Trust prior to the August 3, 2012 shareholder meeting), Defendant Merrill Light was purportedly a co-trustee of Decedent Paul Barringer's Revocable Trust. Therefore, she owed a fiduciary duty as a co-trustee.

174. On or about May 11, 2012, Decedent Paul Barringer allegedly transferred all of his shares of CFRC stock into his name as trustee of his Revocable Trust. As a result, it became the duty of all trustees who served thereafter to manage the 38,272 shares of CFRC voting stock, held in Decedent Paul Barringer's name as trustee, in the best interest of the Revocable Trust, its settlor and beneficiaries.

175. While ostensibly serving as co-trustee of Decedent Paul Barringer's Revocable Trust, Defendant Merrill Light caused Decedent Paul Barringer to purportedly transfer all of the

trust voting shares in CFRC to Defendant Merrill Light either individually or as trustee of her own revocable trust. Defendant Merrill Light was able to cause Decedent Paul Barringer to make such a transfer because of his lack of mental capacity, Defendant Merrill Light's undue influence asserted upon Decedent Paul Barringer, or through Decedent Paul Barringer's mistake.

176. In doing so, Defendant Merrill Light effected a purported transfer of assets to the detriment of the Revocable Trust and its beneficiaries and to the sole benefit of Defendant Merrill Light.

177. Defendant Merrill Light as a trustee failed to inform all trust beneficiaries of this significant and material transfer of trust assets to herself. She also failed to inform Plaintiff Hampton Luzak of this significant and material transfer of trust assets to herself, after Merrill Light had induced Hampton Luzak to repose special trust and confidence in her to help their father carry out his estate plan, which had always included treating his daughters equally regarding CFRC stock.

178. The actions described in this Complaint constitute a breach of fiduciary duties and confidential relationship that Defendant Merrill Light owed Decedent Paul Barringer and the beneficiaries of his Revocable Trust, which Plaintiff Hampton Luzak is informed and believes include herself. Defendant Merrill Light's actions constitute a breach of fiduciary duty, including but not limited to conflict of interest and self-dealing. On information and belief, Defendant Merrill Light's breach of fiduciary duty and confidential relationship was carried out with the knowing and material participation, assistance and encouragement of Defendant Randy Light who aided and abetted Defendant Merrill Light's tortious acts. Plaintiff Hampton Luzak and the Estate are therefore entitled to compensatory damages (with prejudgment interest) and punitive damages from Defendant Merrill Light for her breach of fiduciary duties, and from

Defendant Randy Light for aiding and abetting the same, in an amount to be determined by the trier of fact.

FOR A SEVENTEENTH CAUSE OF ACTION
(Intentional Interference with Inheritancy and Gifts as to Defendant Merrill Light and Aiding and Abetting the same as to Defendant Randy Light)

179. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

180. Plaintiff Hampton Luzak had an expectancy under the estate plan of Decedent Paul Barringer – i.e., to inherit half of Decedent Paul Barringer's stock in CFRC, including his voting shares, and possibly other assets. On information and belief, Defendant Randy Light intentionally interfered with that expectancy through his tortious conduct that included ousting Kevin Luzak as an officer and employee of CFRC, procuring the belated gift tax return of Decedent Paul Barringer in order to give the ostensible voting stock transfer a false appearance of legitimacy, and knowingly and willingly aiding, abetting, encouraging and/or materially participating in the purported transfer of Decedent Paul Barringer's voting stock to Defendant Merrill Light as trustee of her revocable trust.

181. On information and belief, Defendants Merrill Light and Randy Light knew of Plaintiff Hampton Luzak's expectancy under Decedent Paul Barringer's estate plan. Defendant Merrill Light directed her own attorney to take over the estate planning duties for Decedent Paul Barringer. Defendant Merrill Light also attended estate planning meetings among Decedent Paul Barringer, Defendant Merrill Light's attorney, and Decedent Paul Barringer's insurance agent, Robert Slane. Defendant Merrill Light intentionally interfered with Plaintiff Hampton Luzak's expectancy through her tortious conduct that included using her fiduciary relationship as co-trustee of Decedent Paul Barringer's Revocable Trust that held Decedent Paul Barringer's CFRC

voting stock and withholding critical information about Decedent Paul Barringer's mental health from the board of directors. Defendant Merrill Light also used her position as co-trustee to vote Decedent Paul Barringer's shares to oust Kevin Luzak as a director and replace him with her husband, Randy Light. She also used her close proximity to Decedent Paul Barringer to instruct him to change his votes on ousting Kevin Luzak as a director and to encourage and unduly influence Decedent Paul Barringer to harbor disdain for Kevin Luzak. This poisoning of Decedent Paul Barringer's opinion of Kevin Luzak was part of Defendant Merrill Light's actions to unduly influence Decedent Paul Barringer to transfer the voting shares and control of CFRC away from Plaintiff Hampton Luzak and her husband Kevin Luzak and to tortiously interfere with Plaintiff Hampton Luzak's expectancy.

182. After Kevin Luzak was fired on June 28, 2012, Plaintiff Hampton Luzak, despite her wishes to the contrary, had virtually no contact with Decedent Paul Barringer or her mother. In contrast Defendant Merrill Light was in close proximity to Decedent Paul Barringer and was able to influence him while he was in a vulnerable mental condition.

183. To carry out and cover up her actions and plans to eliminate the Luzaks' management role in the company, Defendant Merrill Light used both her shares and her position as co-trustee of Decedent Paul Barringer's Revocable Trust to appoint her husband Defendant Randy Light and Travis Bryant, whom independent director Hagler referred to as a puppet, as directors.

184. But for Defendant Merrill Light's intentional interference with Plaintiff Hampton Luzak's expected inheritance or trust distributions, and/or gifts, Plaintiff Hampton Luzak would have received at least an equal share of Decedent Paul Barringer's CFRC voting stock, as well as other possible assets of Decedent Paul Barringer's estate. On information and belief, Defendant

Merrill Light's intentional interference was carried out with the knowing and material participation, assistance and encouragement of Defendant Randy Light who aided and abetted Defendant Merrill Light's tortious acts. Consequently, Plaintiff Hampton Luzak has been damaged by Defendants Randy Light and Merrill Light's tortious conduct in that she has been denied her inheritance and gifts from Decedent Paul Barringer's estate plan, to which she was entitled.

185. But for Defendant Merrill Light's tortious interference, aided and abetted by Defendant Randy Light, with the gifts Decedent Paul Barringer planned and designated for Plaintiff Hampton Luzak, Plaintiff Hampton Luzak would have received such gifts from Decedent Paul Barringer upon his death, including half of Decedent Paul Barringer's CFRC voting stock that was transferred to Defendant Merrill Light through Defendant Merrill Light's actions during Decedent Paul Barringer's lifetime. Consequently, Plaintiff Hampton Luzak has been damaged by Defendants Randy Light and Merrill Light's tortious conduct in that she has been denied the gifts Decedent Paul Barringer established for Plaintiff Hampton Luzak, to which she was entitled.

186. As a result of Defendant Merrill Light's intentional interference, aided and abetted by Defendant Randy Light, with Plaintiff Hampton Luzak's inheritance and gifts, Plaintiff Hampton Luzak is entitled to a judgment against Defendants Merrill Light and Randy Light imposing a constructive trust on any and all property interests distributed from Decedent Paul Barringer and/or Decedent Paul Barringer's estate and from Decedent Paul Barringer's non-probate assets such as his Revocable Trust, plus actual damages, punitive damages, and attorney fees.

FOR AN EIGHTEENTH CAUSE OF ACTION
(Attorney Fees and Costs)

187. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

188. Because of the actions of Defendants Merrill Light and Randy Light, Plaintiff Hampton Luzak has been forced to obtain the services of an attorney and others to respond to the actions of Defendants Merrill Light and Randy Light.

189. Consequently, Plaintiff Hampton Luzak is entitled to an order from this Court commanding Defendants Merrill Light and Randy Light to pay for the costs and attorney fees she has incurred, and the Estate of Paul Barringer has incurred, due to the actions of Defendants Merrill Light and Randy Light.

FOR A NINETEENTH CAUSE OF ACTION
(Civil Conspiracy as to Defendants Merrill Light and Randy Light)

190. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

191. Defendants Merrill Light and Randy Light, and upon information and belief Robert Slane and various agents or representatives of CFRC, including but not limited to Travis Bryant, conspired among themselves for the purpose of injuring Plaintiff Hampton Luzak.

192. As a direct and proximate result of the actions and conduct of Defendants Merrill Light and Randy Light as well as their co-conspirators, Plaintiff Hampton Luzak, directly or indirectly, suffered special damages as set forth herein, including, but not limited to, the loss of the expected inheritance and gifts from Decedent Paul Barringer as desired by Decedent Paul Barringer as well as the potential loss of CFRC or parts thereof as a family business. Plaintiff Hampton Luzak would show that as a result of Defendant Merrill Light's control of CFRC,

CFRC has made plans to sell, and has sold, integral portions of the business. Plaintiff Hampton Luzak received a letter to stockholders from Travis Bryant dated July 14, 2016 informing her that CFRC had sold three of its manufacturing facilities in a transaction that closed on June 24, 2016. Selling lumber-related portions of CFRC was antithetical to the wishes and desires of Decedent Paul Barringer and not in the best interests of the Barringer family. Because of the actions of Defendants Merrill Light and Randy Light, with the aid of their co-conspirators, in seizing the controlling CFRC voting stock, Plaintiff Hampton Luzak will be unable to continue participating in the Barringer family business and will be unable to enjoy the lifetime benefits of having one's own business for her family, including her husband and son, to work in.

193. Plaintiff Hampton Luzak is informed and believes she is entitled to recover compensation from Defendants Merrill Light and Randy Light for her actual damages and losses, and she is entitled to recover punitive damages in an amount to be determined by a jury.

WHEREFORE, Plaintiff Hampton Luzak prays that she be granted judgment for the first through nineteenth causes of action, including but not limited to, the following:

A. For an order setting aside the alleged Will dated February 5, 2015 previously admitted to probate;

B. For the Court to set aside the appointment of Merrill U. Barringer as Personal Representative due to the invalidity of the Will, and, pursuant to S.C. Code Ann. § 62-3-414, cause the Personal Representative to refrain from exercising any power of administration except as necessary to preserve the estate;

C. For an order setting aside the alleged amendments to the Revocable Trust purportedly signed by Decedent Paul Barringer on February 28, 2012, July 20, 2012, and February 5, 2015;

D. For an order declaring the transfer of CFRC voting stock on September 11, 2012 to Merrill Light, individually and/or as trustee, invalid and of no legal effect thereby setting aside the transfer of such property to Defendant Merrill Light's trust;

E. For an order declaring the May 11, 2012 transfer to the Paul B. Barringer, II Revocable Trust of CFRC voting stock invalid and of no legal effect;

F. For actual and punitive damages, costs and attorney fees against Defendant Merrill Light for fraud, conversion, breach of fiduciary duty, and intentional interference with Plaintiff Hampton Luzak's inheritance and gifts, and civil conspiracy;

G. For actual and punitive damages, costs and attorney fees against Defendant Randy Light for aiding and abetting Defendant Merrill Light's fraud, conversion, breach of fiduciary duty, intentional interference with Plaintiff Hampton Luzak's inheritance and gifts, and civil conspiracy;

H. For a constructive trust to be imposed on Defendant Merrill Light's shares of CFRC voting stock purportedly transferred to her on September 11, 2012, whether titled in her name individually, as trustee of the Merrill B. Light Revocable Trust or otherwise, and any dividends or proceeds therefrom;

I. For a resulting trust to be imposed on Defendant Merrill Light, individually and/or as trustee of the Merrill B. Light Revocable Trust, and/or others for all shares of CFRC voting stock purportedly transferred by Decedent Paul Barringer to Defendant Merrill Light, individually or as trustee, and any dividends or other proceeds therefrom;

J. For prejudgment interest;

K. For attorney fees and costs; and

L. For such other relief as the Court deems just and proper.

PLAINTIFF DEMANDS TRIAL BY JURY.

Respectfully submitted,

THE GILREATH LAW FIRM, P.A.

By: William M. Hogan

James R. Gilreath (S.C. Bar # 2133)
William M. Hogan (S.C. Bar # 65272)
110 Lavinia Avenue (29601)
P. O. Box 2147
Greenville, South Carolina 29202
Phone: (864) 242-4727
Fax: (864) 232-4395
jim@gilreathlaw.com
bhogan@gilreathlaw.com

and

S. Alan Medlin (S.C. Bar No. 3924)
1713 Phelps Street
Columbia, SC 29205
Telephone: (803) 777-7465
Fax: (803) 777-7465
amedlin@sc.rr.com

and

Charles B. Macloskie (S.C. Bar No. 3514)
MACLOSKIE LAW FIRM
P.O. Box 280
1506 Prince Street
Beaufort, SC 29901
Telephone: (843) 524-0909
Fax: (843) 521-1379
macloskielawfirm@hargray.com

ATTORNEYS FOR PLAINTIFF
HAMPTON B. LUZAK

November 22, 2016
Greenville, South Carolina.

Exhibit 21

Begin forwarded message:

From: "Jolley, John" <JJolley@MCNAIR.NET>
Subject: FW: CFRC - Shareholders Meeting Scheduled for July 16, 2012
Date: July 13, 2012 at 9:50:53 AM EDT
To: "'MHagler@fulcherlaw.com'" <MHagler@fulcherlaw.com>, "'kluzak@archerholdings.com'" <kluzak@archerholdings.com>, "'hamptonluzak@me.com'" <hamptonluzak@me.com>
Cc: "'BHerring@poynerspruill.com'" <BHerring@poynerspruill.com>

Attached please see the email sent to Travis Bryant this morning.

John

July 12, 2012

Coastal Forest Resources Company
P.O. Box 1128
Havana, FL 32333
Attention: Corporate Secretary

We hereby withdraw our June 28, 2012 demand for a special meeting of the shareholders of Coastal Forest Resources Company and will not attend the telephonic meeting of shareholders scheduled for July 16, 2012. As a result, the meeting will not have a quorum and cannot be held. We request that the corporation immediately notify the other shareholders that the July 16, 2012 meeting will not be held.

Sincerely,

Merrill B. Light

Paul B. Barringer, Trustee of the Paul B. Barringer Revocable Trust u/a dated 12/4/98

Cc: Bradley J. Herring

EXHIBIT B

STATE OF SOUTH CAROLINA COUNTY OF BEAUFORT IN THE MATTER OF: Estate of Paul Brandon Barringer, II Hampton B. Luzak, Plaintiff, vs. Merrill B. Light, Merrill U. Barringer, as Personal Representative of the Estate of Paul Brandon Barringer, II, J. Randolph Light, Jr., Merrill B. Light as putative trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998, and Merrill B. Light as Trustee of the Merrill Barringer Light Revocable Trust, Defendants.	IN THE COURT OF COMMON PLEAS FOURTEENTH JUDICIAL CIRCUIT C/A No.: 2016-CP-07-1919 **PLAINTIFF'S RESPONSE TO DEFENDANT MERRILL B. LIGHT'S FIRST SET OF INTERROGATORIES TO HAMPTON LUZAK**

TO: DEFENDANT MERRILL B. LIGHT, MERRILL B. LIGHT AS PUTATIVE TRUSTEE OF THE PAUL B. BARRINGER, II REVOCABLE TRUST DATED DECEMBER 4, 1998, AND MERRILL B. LIGHT AS TRUSTEE OF THE MERRILL BARRINGER LIGHT REVOCABLE TRUST, AND HER/THEIR ATTORNEYS OF RECORD, RICHARD S. ROSEN; LIAM D. DUFFY, AND CHARLES MOLSTER, III:

The Plaintiff, Hampton B. Luzak ("Plaintiff"), by and through her undersigned attorneys, sets forth below information in response to the first set of interrogatories propounded to her by Defendant Merrill B. Light, Merrill B. Light as putative trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998, and Merrill B. Light as Trustee of the Merrill Barringer Light Revocable Trust ("Defendant Merrill Light").

GENERAL OBJECTIONS

The following general objections shall, without separate repetition in each answer, be deemed to be incorporated in each of Plaintiff's responses to the numbered interrogatories and

requests for production of documents.

1. Plaintiff objects to each interrogatory and production request to the extent that it seeks discovery of matters protected from disclosure by the attorney-client privilege, the work product doctrine, or the joint defense privilege

2. In providing these responses and objections to the interrogatories and production requests, Plaintiff does not in any way waive nor intend to waive, but rather intends to preserve and is preserving:

a. All objections as to competency, relevancy, materiality and admissibility of the Interrogatory and/or production request or subject matter thereof;

b. All rights to object to the use of any said answer or the subject matter thereof, in any subsequent proceedings, including the trial of this or any other action; and,

c. All rights to object on any ground to any request for further responses to these or any other interrogatories and/or request for production, or other discovery requests involving or related to the subject matter of the interrogatory and/or request for production.

SPECIFIC OBJECTIONS AND RESPONSES TO INTERROGATORIES

As qualified and limited by the foregoing general objections, incorporated herein by reference, Plaintiff responds and objects specifically to Defendant Merrill Light's first set of interrogatories as follows:

INTERROGATORY 1: Identify the person or persons answering these interrogatories and all persons assisting in the compilation and preparation of the information in your answers.

RESPONSE:

All counsel of record in this case for Plaintiff Hampton Luzak and Plaintiff.

INTERROGATORY 2: Give the names and addresses of persons known to the

parties or counsel to be witnesses concerning the facts of the case and indicate whether or not written or recorded statements have been taken from the witnesses and indicate who has possession of such statements.

RESPONSE:

A. Hampton B. Luzak – P.O. Box 2548, Jackson, WY 83001.

Said witness is expected to testify about the events set forth in her amended complaint, particularly those events in which she has been described as being involved and in which she has information and belief. Two recordings exist of Plaintiff from the dates of June 28, 2012 and August 3, 2012 in the possession of Plaintiff. All the attorneys of record in this case now have audio copies of the recordings. Written transcripts of those recordings are being produced in response to these discovery requests at Bates numbers Hampton Luzak 696-715; 735-744.

B. Kevin Luzak – PO Box 2548, Jackson, WY 83001.

Said witness is expected to testify about the events set forth in the amended complaint in which his name is stated and to events set forth in the amended Complaint involving Plaintiff Hampton Luzak and other members of the Barringer family that he may have also witnessed. Three recordings exist of Plaintiff from approximately June 14, 2012 and from June 28, 2012 and August 3, 2012 in the possession of Plaintiff. All the attorneys of record in this case now have audio copies of the recordings. Written transcripts of those recordings are being produced in response to these discovery requests at Bates numbers Hampton Luzak 644-734.

C. Merrill B. Light – c/o Richard S. Rosen and Liam D. Duffy, Rosen, Rosen & Hagood, LLC, PO Box 893, Charleston, SC 29401

Said witness is expected to testify about the events set forth in the amended complaint in which her name is stated and possibly other events set forth in the amended Complaint involving members of the Barringer family, Coastal Forest Resources Company ("CFRC"), Randy Light and possibly others that she may have also witnessed. Plaintiff has not deposed this witness and does not yet know the substance of her knowledge. Two recordings exist of Merrill Light from June 28, 2012 and August 3, 2012 in the possession of Plaintiff. Her attorneys of record in this case now have audio copies of the recordings. Written transcripts of those recordings are being produced in response to these discovery requests at Bates numbers Hampton Luzak 696-715; 735-744.

D. James Randolph Light, Jr. – c/o Richard S. Rosen and Liam D. Duffy, Rosen, Rosen & Hagood, LLC, PO Box 893, Charleston, SC 29401

Said witness is expected to testify about the events set forth in the amended

complaint in which his name is stated and possibly other events set forth in the amended Complaint involving members of the Barringer family, CFRC and possibly others that he may have also witnessed. Plaintiff has not deposed this witness and does not yet know the substance of his knowledge. No recorded statements have been taken of said witness.

E. Victor C. Barringer – 1965 Old Mill Rd., Charlottesville, VA 22901

Said witness, upon information and belief, has information as to his impressions, memory, and belief relative to his respective involvement with the events surrounding this lawsuit. No written or recorded statements are known to have been taken from this witness.

F. Robert C. Slane – c/o The Wealth Transfer Group, 585 N. Courtenay Pkwy, Ste. 201, Merritt Island, FL 32953

Upon information and belief, said witness was involved with the estate planning of Paul B. Barringer for many years prior to and up until the date of his death and may have information about Paul Barringer's estate planning. No written or recorded statements are known to have been taken from this witness.

G. Trish Yahn – address presently unknown.

Trish Yahn formerly worked in the human resources department of CFRC. Upon information and belief, she may have impressions, memory and belief about the actions and knowledge of defendants Merrill Light and Randy Light in their involvement with CFRC and the events surrounding this lawsuit. No written or recorded statements are known to have been taken from this witness.

H. Bobby L. Davis, CPA, Davis & Company, 140 Antium Way Columbia, South Carolina 29223

Bobby Davis is a certified public accountant who prepared Paul Barringer's belated gift tax returns for the purported transfer of CFRC stock to Merrill Light. He also prepared other tax returns of the Barringers and is believed to have information about Paul Barringer's significant financial transactions and tax returns. No written or recorded statements are known to have been taken from this witness other than his own file memorandum of May 21, 2015 previously produced at Davis 059. No written or recorded statements are known to have been taken from this witness.

I. John M. Jolley, Esquire – c/o McNair Law Firm, P.A., 23-B Shelter Cove Lane, Suite 400, Hilton Head Island, SC 29928.

Upon information and belief, said witness was involved with the estate planning of Paul B. Barringer prior to and up until the date of his death and may have information about Paul Barringer's estate planning. Two recordings exist containing responses of John Jolley from June 28, 2012 and August 3, 2012 in the possession of Plaintiff. All the attorneys of record in this case now have audio copies of the recordings. Written

transcripts of those recordings are being produced in response to these discovery requests at Bates numbers Hampton Luzak 696-715; 735-744.

J. J. Travis Bryant – c/o Coastal Forest Resources Co., 8007 FL-GA Highway, Havana, FL 32333.

It is Plaintiff's understanding that said witness is acting as the chief executive officer of CFRC. Upon information and belief, he may have impressions, memory and belief about Paul Barringer, the actions and knowledge of defendants Merrill Light and Randy Light in their involvement with CFRC and the events surrounding this lawsuit. No written or recorded statements are known to have been taken from this witness.

K. Tom Evans – c/o Coastal Forest Resources Co., 8007 FL-GA Highway, Havana, FL 32333.

It is Plaintiff's understanding that said witness is acting as an executive officer of CFRC and attended board of director meetings, including meeting in 2012 prior to the firing of Kevin Luzak. Upon information and belief, he may have impressions, memory and belief about Paul Barringer, the actions and knowledge of defendants Merrill Light and Randy Light in their involvement with CFRC and the events surrounding this lawsuit. No written or recorded statements are known to have been taken from this witness.

L. C. Bradford Jackson, CPA – c/o Lanigan and Associates, P.C., 314 Gordon Avenue
Thomasville, GA 31792

Said witness, upon information and belief, has information as to his impressions, memory, and belief relative to his respective involvement with the events surrounding this lawsuit. Plaintiff is further informed and believes said witness may have been involved with the Lights and Travis Bryant in a valuation project of CFRC after the Lights took control of CFRC. No written or recorded statements are known to have been taken from this witness.

M. Bradley J. Herring, Esquire – c/o Poyner Spruill, LLP, 130 Franklin St., Rocky Mount, NC 27804

Said witness was the former corporate counsel for CFRC prior to July 9, 2012. Said witness, upon information and belief, has information as to his impressions, memory, and belief relative to his respective involvement with the events surrounding this lawsuit including but not limited to the CFRC corporate affairs involving the board of directors, its executive officers and shareholders, stock issuances and transfers during the period prior to his resignation as corporate counsel. One recording exists of Bradley J. Herring from June 28, 2012 in the possession of Plaintiff. All the attorneys of record in this case now have audio copies of the recordings. Written transcript of the recording is being produced in response to these discovery requests at Bates numbers Hampton Luzak 696-715. No other written or recorded statements are known to have been taken from this witness.

N. Robert E. Scully, Jr., Esquire -- Stites & Harbison PLLC, 1800 Diagonal Road, Suite 325, Alexandria, VA 22314.

Said witness as the ostensible attorney for Paul Barringer, upon information and belief, has information with respect to his involvement with the events surrounding the lawsuit in the Eastern District of Virginia and his being the attorney of record for Paul Barringer. Other than possible transcripts of court proceedings in the Eastern District of Virginia case of Luzak v. Light, case # 1:15-cv-00501-AJT, no written or recorded statements are known to have been taken from this witness.

O. Steve Jones – c/o Oak Hill Advisors, 1114 Avenue of the Americas, 27th Floor, New York, NY 10036.

Said witness was issued a subpoena duces tecum by the defendants Merrill and Randy Light. It is expected the witness may testify about the content and subject matter of the documents he produced in response to the subpoena. No written or recorded statements are known to have been taken from this witness.

P. David Chalom -- 928 E. 10th Street, Brooklyn, NY 11230

Said witness was issued a subpoena duces tecum by the defendants Merrill and Randy Light. It is expected the witness may testify about the content and subject matter of the documents sought in Defendants' subpoena. No written or recorded statements are known to have been taken from this witness.

Q. David King – c/o Princeton Holdings, LLC, The Seagram Building, 375 Park Avenue, Suite 1604, New York, NY 10152.

Said witness was issued a subpoena duces tecum by the defendants Merrill and Randy Light. It is expected the witness may testify about the content and subject matter of the documents sought in Defendants' subpoena. No written or recorded statements are known to have been taken from this witness.

R. Margaret Ann Boisselle -- 215 Promenade Vista Street, Apt. 4051, Charleston, SC 29412.

Said witness was issued a subpoena duces tecum by the defendants Merrill and Randy Light. It is expected the witness may testify about the content and subject matter of the documents she produced in response to the subpoena. No written or recorded statements are known to have been taken from this witness.

S. Pat Harrell – 12 Stuart Cir., Weldon, NC 27890.

Said witness was the former personal assistant for Paul Barringer for many years prior to his death in May 2016. Said witness, upon information and belief, has information

as to her impressions, memory, and belief relative to his respective involvement with the events surrounding this lawsuit. No written or recorded statements are known to have been taken from this witness.

T. Mark Sanford – address presently unknown.

Said witness is expected to testify about the CFRC board of directors meeting on April 25, 2012 at the McNair Law Firm office in Charleston, SC. No written or recorded statements are known to have been taken from this witness.

U. Paul Light – address presently unknown.

Said witness is expected to testify about matters related to the plans of Merrill and Randy Light to sell CFRC assets or operations.

V. Any witnesses identified by any of the defendants in this case.

INTERROGATORY 3: For each person known to the parties or counsel to be a witness concerning the facts of the case, set forth a summary sufficient to inform Defendant Merrill Light and of the important facts known to or observed by such witness, or provide a copy of any written or recorded statements regarding such witness.

RESPONSE:

See the responses to Interrogatory No. 2 above.

INTERROGATORY 4: Identify all photographs, recordings of any kind, plats, sketches, video tapes, audio tapes or other documents or materials the in possession, custody or control of Hampton Luzak that relate to any claim or defense in this case.

RESPONSE:

See documents produced in response to Defendant Merrill Light's Request for Production Bates numbered Hampton Luzak 1-2050.

INTERROGATORY 5: Identify the names, current addresses, and phone numbers

EXHIBIT C

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

STATE OF SOUTH CAROLINA COUNTY OF BEAUFORT	)))	IN THE COURT OF COMMON PLEAS FOURTEENTH JUDICIAL CIRCUIT
In the Matter of: Estate of Paul B. Barringer, II Hampton Barringer Luzak, Plaintiff, v. Merrill U. Barringer, Defendant.	)))))))))))))	Case No.: _____ SUMMONS

TO: THE DEFENDANT ABOVE NAMED:

YOU ARE HEREBY SUMMONED and required to answer the Complaint in this action, a copy of which is served upon you herewith, and to serve a copy of your answer to the said Complaint on the subscribers listed on the following signature page at their office located at 110 Lavinia Avenue (zip 29601), Post Office Box 2147, Greenville, South Carolina 29602, within thirty (30) days after the service hereof, exclusive of the day of such service. If you fail to answer the Complaint within the time aforesaid, judgment by default will be rendered against you for the relief demanded in the Complaint.

[Signature and addresses on next page]

//

//

//

//

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

THE GILREATH LAW FIRM, P.A.

By: s/ JAMES R. GILREATH.

James R. Gilreath (S.C. Bar No. 02133)
William M. Hogan (S.C. Bar No. 65272)
110 Lavinia Avenue (zip 29601)
P. O. Box 2147
Greenville, SC 29602
Telephone: (864) 242-4727
Fax: (864) 232-4395
jim@gilreathlaw.com
bhogan@gilreathlaw.com
and

S. Alan Medlin (S.C. Bar No. 3924)
1713 Phelps Street
Columbia, SC 29205
Telephone: (803) 777-7465
Fax: (803) 777-7465
amedlin@sc.rr.com

and

Charles B. Macloskie (S.C. Bar No. 3514)
Macloskie Law Firm
P.O. Box 280
1506 Prince Street
Beaufort, SC 29901
Telephone: (843) 524-0909
Fax: (843) 521-1379
macloskielawfirm@hargray.com

ATTORNEYS FOR PLAINTIFF
HAMPTON BARRINGER LUZAK

Dated: May 28, 2019
Greenville, South Carolina.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	
COUNTY OF BEAUFORT	)	Case No.: _____
Hampton Barringer Luzak,	)	
	)	**COMPLAINT**
Plaintiff,	)	
v.	)	
	)	
Merrill U. Barringer,	)	
	)	**JURY TRIAL DEMANDED**
Defendant.	)	
	)	
	)	
_____	)	

PARTIES AND JURISDICTION

1. The parties and their residences are as follows:

(a) The Plaintiff, Hampton Barringer Luzak ("Hampton Luzak"), is a resident of Jackson, Wyoming and is the daughter of decedent Paul Brandon Barringer, II ("Decedent Paul Barringer").

(b) The Defendant, Merrill U. Barringer ("Mrs. Barringer," or "Merrill U. Barringer" or "Merrill Barringer"), is a citizen and resident of Hilton Head Island, County of Beaufort, in South Carolina, is the widow of Paul Barringer, II, and is named as a defendant in this action in her individual capacity.

2. Paul Brandon Barringer, II died in Beaufort County on May 30, 2016 at the age of 85.

3. On June 9, 2016, Mrs. Barringer applied for an informal probate of Decedent Paul Barringer's alleged will dated February 5, 2015 and for an informal appointment of herself as personal representative of Decedent Paul Barringer's estate. On the same date, Merrill Light and

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

attorney John M. Jolley filed Renunciations of Right to Administration and/or Nomination, renouncing their right to serve as personal representative of Decedent Paul Barringer's estate.

4. On June 9, 2016, the Beaufort County Probate Court admitted the alleged will to informal probate and granted Mrs. Barringer's application for informal appointment as personal representative. Decedent Paul Barringer's estate is currently being administered in the Beaufort County Probate Court (the "Estate").

5. Decedent Paul Barringer allegedly signed a document on February 5, 2015 that purports to be an amended and restated trust agreement with Merrill Light named as trustee of the Paul B. Barringer, II Revocable Trust dated December 4, 1998 (see paragraphs 34, 75 and 96 below).

6. On information and belief, while Decedent Paul Barringer was alive, Merrill Light undertook a scheme to effect a transfer of Decedent Paul Barringer's voting stock in Coastal Forest Resources Company, Inc. ("CFRC") to a revocable trust under her control and for her benefit and of which she is the trustee.

7. This Court has the authority and jurisdiction under S.C. Const. art. V, S.C. Code Ann. §§ 62-1-302, 62-7-201 and 62-7-202: to determine whether Mrs. Barringer has breached her confidential and fiduciary duty not to exercise the testamentary power of appointment given her, and/or intentionally interfered with Plaintiff Hampton Luzak's inheritance and/or expectancy of gift, and/or breached her contract not to revoke her will; (b) to enjoin Mrs. Barringer from exercising her testamentary power of appointment and/or to breach her contract not to revoke her will; and (c) to grant appropriate relief for all the above.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

GENERAL ALLEGATIONS

8. Plaintiff Hampton Luzak realleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

9. Decedent Paul Barringer and Mrs. Barringer together had three children, namely Merrill Underwood Barringer n/k/a Merrill B. Light, Victor C. Barringer, and Plaintiff Hampton Luzak formerly known as Anne Hampton Barringer.

10. Decedent Paul Barringer acquired an interest in the predecessor to CFRC from his father, Victor Barringer, in the 1950s. He and his family members have had a controlling interest in CFRC since the 1990s. CFRC is a privately held Virginia corporation, whose headquarters are in Havana, Florida. CFRC is engaged in the manufacturing and distribution of plywood, treated lumber and other related products, as well as the ownership, management and sale of timber and timberlands across the eastern United States. CFRC has been described as one of the country's largest privately-held forest products companies.

11. Plaintiff Hampton Luzak enjoyed a close family relationship with her father and her mother until recent years. Plaintiff Hampton Luzak always maintained great respect for her father including the lifetime of work Decedent Paul Barringer undertook to build his businesses in the timber and lumber industries, including CFRC.

12. Around 1989, Decedent Paul Barringer transferred an equal number of voting shares in Coastal Lumber Company, a predecessor to CFRC, to Plaintiff Hampton Luzak, Merrill Light, and their brother Victor Barringer.

13. Following her marriage to Kevin Luzak in 1992, Plaintiff Hampton Luzak continued a close association with her father and his businesses. Decedent Paul Barringer invited Kevin Luzak to join the board of directors of CFRC's predecessor, Coastal Lumber

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

"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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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,

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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).

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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).

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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;

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

- 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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

Barringer. (No member of Paul Barringer's family had filed guardianship or conservatorship proceedings seeking protection for Decedent Paul Barringer, and Merrill Light continued to deny that he was incapacitated. The filing of Dr. Mazzeo's declaration was the first time Hampton Luzak could be certain that her father was incapacitated, and she acted immediately to protect him.) As described in Plaintiff's publicly-filed Brief in Support of Motion to Stay Proceedings (available on the federal "PACER" ECF system[1]), Barringer filed numerous motions and pleadings in that action (totaling over 30 docket entries). In addition, according to the PACER filings, Decedent Paul Barringer submitted sworn interrogatory answers on three occasions. In these sworn answers, Decedent Paul Barringer always spoke in the first person about his purported actions and decisions (*e.g.*, "I decided to give the voting stock to Merrill Light…"). Further, Decedent Paul Barringer flip-flopped regarding critical factual assertions, including changing his interrogatory answers from white to black, such as when he first denied he received dividends on his CFRC voting stock after September 11, 2012 in his Response to Interrogatory No. 16 dated December 31, 2015 and then admitted receiving dividends thereafter in his Amended Response to Interrogatory dated January 14, 2016.

112. Contradictory yet facially definitive sworn statements purportedly from Decedent Paul Barringer exemplified both his mental confusion of facts and the extent he was being manipulated in the Virginia Federal Litigation. For example, the PACER filings reflected that "Decedent Paul Barringer has also submitted conflicting and inconsistent sworn answers regarding the date of the alleged 'gift' of [CFRC] voting shares. In a gift tax return for the year

[1] Public Access to Court Electronic Records (PACER) is an electronic public access service that allows users to obtain case and docket information online from federal appellate, district, and bankruptcy courts, and the PACER Case Locator. PACER is provided by the Federal Judiciary in keeping with its commitment to providing public access to court information via a centralized service. See: https://www.pacer.gov/

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

attorney-in-fact for the transfer of shares. This stock transfer was hidden from Hampton Luzak by Mrs. Barringer, Merrill Light and Randy Light until March of 2015.

120. For many years before 2012 and until Decedent Paul Barringer's death in 2016, Merrill Light resided in Hilton Head, South Carolina in close proximity to Decedent Paul Barringer. In contrast, Plaintiff Hampton Luzak and her husband, while managing CFRC, resided in New York City and later in Jackson, Wyoming. As such, Merrill Light had ample opportunity to exert her influence over both Decedent Paul Barringer. Mrs. Barringer lived with Decedent Paul Barringer and not only had the opportunity to influence him but admitted under oath that she was the only person who could influence him.

121. Decedent Paul Barringer prior to the summer and fall of 2012 had provided for equal distribution of CFRC stock to Plaintiff Hampton Luzak and Merrill Light. In Decedent Paul Barringer's estate plan prior to the summer and fall of 2012, Decedent Paul Barringer had treated his children equally and treated Plaintiff Hampton Luzak and Merrill Light equally in relation to CFRC. The purported transfer of voting control stock of CFRC to Merrill Light in September 2012 was an unnatural disposition of Decedent Paul Barringer's assets.

122. The purported transfer of the voting control shares of CFRC exclusively to Merrill Light on September 11, 2012 constituted a change from Decedent Paul Barringer's prior pattern of distributing company stock. The transfer also constituted a change from prior arrangements for the ultimate disposition of the voting control shares.

FOR A FIRST CAUSE OF ACTION
(Intentional Interference with Inheritancy and Gifts)

123. Plaintiff Hampton Luzak re-alleges and reiterates all of the allegations contained in the preceding paragraphs as fully as if repeated herein verbatim.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

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.

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

150. Plaintiff Hampton Luzak is informed and believes she is entitled to recover compensation from Mrs. Barringer for her actual damages and losses, and she is entitled to recover punitive damages in an amount to be determined by a jury.

WHEREFORE, Plaintiff Hampton Luzak prays that she be granted judgment against Merrill U. Barringer individually for the first through fifth causes of action, including but not limited to, the following:

A. For actual and punitive damages, costs and attorney fees against Merrill U. Barringer for intentional interference with Plaintiff Hampton Luzak's inheritance and gifts, and civil conspiracy;

B. For a constructive trust in favor of Plaintiff Hampton Luzak to be imposed on the property subject to the testamentary power of appointment given to Defendant Merrill U. Barringer and for an injunction prohibiting Defendant Merrill U. Barringer from exercising that testamentary power of appointment.

C. For an order from this Court directing Defendant Merrill U. Barringer to comply with the contract not to revoke her will.

D. For prejudgment interest;

E. For attorney fees and costs; and

F. For such other relief as the Court deems just and proper.

PLAINTIFF DEMANDS TRIAL BY JURY.

Respectfully submitted,

THE GILREATH LAW FIRM, P.A.

By: s/ JAMES R. GILREATH.
James R. Gilreath (S.C. Bar # 2133)
William M. Hogan (S.C. Bar # 65272)
110 Lavinia Avenue (29601)

ELECTRONICALLY FILED - 2019 May 28 7:37 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

P. O. Box 2147
Greenville, South Carolina 29202
Phone: (864) 242-4727
Fax: (864) 232-4395
jim@gilreathlaw.com
bhogan@gilreathlaw.com

and

S. Alan Medlin (S.C. Bar No. 3924)
1713 Phelps Street
Columbia, SC 29205
Telephone: (803) 777-7465
Fax: (803) 777-7465
amedlin@sc.rr.com

and

Charles B. Macloskie (S.C. Bar No. 3514)
MACLOSKIE LAW FIRM
P.O. Box 280
1506 Prince Street
Beaufort, SC 29901
Telephone: (843) 524-0909
Fax: (843) 521-1379
macloskielawfirm@hargray.com

ATTORNEYS FOR PLAINTIFF
HAMPTON BARRINGER LUZAK

May 28, 2019
Greenville, South Carolina.

EXHIBIT D

EXHIBIT D

ELECTRONICALLY FILED - 2020 Oct 23 4:01 PM - BEAUFORT - COMMON PLEAS - CASE#2016CP0701919

STATE OF SOUTH CAROLINA COUNTY OF BEAUFORT IN THE MATTER OF: Estate of Paul Brandon Barringer, II Hampton B. Luzak, Plaintiff, vs. Merrill U. Barringer, Defendant.	IN THE COURT OF COMMON PLEAS FOURTEENTH JUDICIAL CIRCUIT Civil Action Nos.: 2019-CP-07-01253 2019-CP-07-01294 **RESPONSE TO DEFENDANT'S FIRST SET OF INTERROGATORIES TO PLAINTIFF**

TO: Defendant Merrill U. Barringer and her attorney of record, J. Ashley Twombley:

The Plaintiff, Hampton B. Luzak ("Plaintiff"), by and through her undersigned attorneys, sets forth below information in response to interrogatories propounded to her by Defendant Merrill U. Barringer ("Defendant" and/or "Barringer").

GENERAL OBJECTIONS

Plaintiff Hampton Barringer Luzak, pursuant to Rule 33 of the South Carolina Rules of Civil Procedure, hereby answers Defendant's First Set of Interrogatories subject to the general objections set forth below. These general objections form a part of the response to each Interrogatory and are set forth here to avoid the duplication and repetition of restating them for each response. The general objections may be specifically referred to in response to an Interrogatory for the purpose of clarity; however, the failure to incorporate specifically a general objection should not be construed as a waiver of the objection.

1. Plaintiff objects to each interrogatory and production request to the extent that it seeks discovery of matters protected from disclosure by the attorney-client privilege and the work product doctrine.

ELECTRONICALLY FILED - 2020 Oct 23 4:04 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

P. The Merrill U. Barringer Revocable Trust dated December 4, 1998 – Restatement dated February 22, 2018 (unnumbered);

Q. Will of Merrill U. Barringer dated May 30, 2019 (unnumbered); and

R. The Merrill U. Barringer Revocable Trust dated December 4, 1998 – Restatement dated May 30, 2019 (unnumbered).

Interrogatory No. 9. If you allege Merrill Barringer promised Paul Barringer she would not exercise her testamentary powers of appointment contained in Paul Barringer's estate plans, please identify all documents referring to, relating to or evidencing this promise; identify the date the promise was made; and identify all persons present at the time the promise was made or who have knowledge of the promise.

Response:

As set forth in General Objections 7 and 8 above, and incorporated herein, regarding contract terms not to be viewed in isolation and the necessity of considering the pattern and symmetry of the subject estate planning documents, Plaintiff objects to the identification of a single page number, paragraph or specific sentence(s) as the exclusive evidence of a particular contract or its terms. Subject to the above-stated objections, Plaintiff responds as follows:

A. See all of the documents listed in Response to Interrogatory number 1 above.

B. The promise(s) would have been made no later than December 4, 1998.

C. The persons present or with knowledge of the promise(s) would include Hampton Luzak, Kevin Luzak, Merrill U. Barringer, Merrill B. Light, Randy Light, Victor Barringer, John Jolley, Robert Slane and perhaps others.

THE GILREATH LAW FIRM, P.A.

By: William M. Hogan

William M. Hogan (S.C. Bar No. 65272)
James R. Gilreath (S.C. Bar No. 02133)
110 Lavinia Avenue (zip 29601)
P. O. Box 2147
Greenville, SC 29602
Telephone: (864) 242-4727
Fax: (864) 232-4395
bhogan@gilreathlaw.com
jim@gilreathlaw.com

EXHIBIT E

ELECTRONICALLY FILED - 2020 Oct 23 4:04 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	
COUNTY OF BEAUFORT	)	CIVIL ACTION NO: 2019-CP-07-01253 2019-CP-07-01294
	)	
IN THE MATTER OF ESTATE OF PAUL BRANDON BARRINGER, II	)	
	)	**DEFENDANTS' JOINT MOTION TO BIFURCATE TRIAL**
HAMPTON BARRINGER LUZAK,	)	
Plaintiff,	)	
v.	)	
MERRILL U. BARRINGER,	)	
Defendant	)	

Pursuant to South Carolina Rule of Civil Procedure 42(b), Defendants Merrill U. Barringer individually and as Personal Representative of the Estate of Paul Barringer ("Mrs. Barringer") and Merrill B. Light (collectively, "Defendants") respectfully and jointly move this Court to bifurcate the trial in this matter by having a separate, initial trial on Plaintiff's third cause of action ("Enforcement of Contract Not To Revoke and Injunction") and second cause of action ("Constructive Trust and Injunction") in the Barringer II actions (collectively the "Contract-Based Claims").[1]

Rule 42(b) permits a court to bifurcate issues or claims where doing so will promote convenience, efficiency, or economy, or where doing so will avoid prejudice. *See* Rule 42(b),

[1] This motion refers to the two actions against Mrs. Barringer individually, which have civil action numbers 2019-CP-07-01253 and 2019-CP-07-01294, as "Barringer II." This motion refers to the two actions against Merrill Light and Mrs. Barringer in her representative capacity, which have civil action numbers 2016-CP-07-1919 and 2019-CP-07-1961, as "Barringer I."

ELECTRONICALLY FILED - 2020 Oct 23 4:04 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

SCRCP. Whether and how to bifurcate is discretionary with the trial court. *See Senter v. Piggly Wiggly Carolina Co.*, 341 S.C. 74, 77, 533 S.E.2d 575, 577 (2000). Further, the South Carolina Supreme Court has encouraged trial courts to bifurcate trials in complex cases where doing so will help to clarify and simplify the issues. *See Durham v. Vinson*, 360 S.C. 639, 644, 602 S.E.2d 760, 762 n.2 (2004).

In these consolidated cases, several good reasons exist for bifurcating the Contract-Based Claims from the remaining claims.

First, the Contract-Based Claims involve distinct legal and factual issues from those involved in the remaining claims. Plaintiff's Contract-Based Claims are based on the theory that—when Mr. Barringer was mentally competent and not subject to undue influence—he entered into a contract with Mrs. Barringer whereby Mrs. Barringer promised to never change her 1998 will. Through her Contract-Based Claims, Plaintiff asks the Court to enjoin Mrs. Barringer from executing a new will.[2] The remaining claims, on the other hand, are based on the theory that Mr. Barringer's family members and others—over the course of several years—took advantage of and unduly influenced Mr. Barringer at a time when his mental capacity was diminished (the "Undue Influence and Incapacity Claims").[3] Through these claims, Plaintiff seeks to recover over

[2] Specifically, Plaintiff alleges through her Contract-Based Claims that her mother and father—Mr. and Mrs. Barringer—contracted or otherwise agreed not to make any changes to their 1998 wills such that Mrs. Barringer cannot exercise the power of appointment that Mr. Barringer granted to her. Plaintiff's third cause of action in Barringer II asks the Court to find a contract between Mr. and Mrs. Barringer not to change their 1998 wills, and Plaintiff's second cause of action in Barringer II asks the Court to impose a constructive trust over the trust's remaining property subject to the power of appointment in favor of Mr. and Mrs. Barringer's children equally.

[3] The Undue Influence and Incapacity Claims include more than a dozen claims, including claims for intentional interference with inheritance, civil conspiracy, breach of fiduciary duty, fraud, conversion, and challenges to Mr. Barringer's estate planning documents and inter vivos transfers on incapacity, undue influence, and mistake grounds.

ELECTRONICALLY FILED - 2020 Oct 23 4:04 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

$100,000,000 in damages from Defendants and also seeks to invalidate Mr. Barringer's 2012-2016 estate planning documents, as well as a corporate gift of CFRC voting stock. The Contract-Based Claims, on the one hand, and the Undue Influence and Incapacity Claims, on the other hand, present distinct legal and factual issues. Likewise, the evidence relevant to the Contract-Based Claims is almost entirely distinct from the evidence relevant to the Undue Influence and Incapacity Claims.

Second, a trial on the Contract-Based Claims will be short and simple, whereas a trial on the Undue Influence and Incapacity Claims will be lengthy and complicated. Plaintiff alleges that the promise Mrs. Barringer made to Mr. Barringer that forms the basis for her Contract-Based Claims "would have been made no later than December 4, 1998." *See* Plaintiff's Responses to Mrs. Barringer's First Set of Interrogatories, attached as Exhibit A, at p. 18. Thus, evidence from after December 4, 1998, should not be relevant in a trial limited to Plaintiff's Contract-Based Claims, and certainly would not be relevant if Plaintiff could not prove that a contract existed, or a promise was made, by December 4, 1998. And, in any event, even if evidence from after December 4, 1998 were somehow relevant to a trial on the Contract-Based Claims, such a trial would nevertheless be focused only on the narrow issue of whether Mrs. Barringer did or did not make an enforceable contract or promise to Mr. Barringer.[4]

A trial on the Undue Influence and Incapacity Claims will involve weeks and weeks of testimony from medical experts, economists, trust fiduciary experts, and fact witnesses, including doctors, nurses, lawyers, accountants, bankers, insurance experts, CEOs, and the parties, among many others. Likewise, the subject matter of the evidence introduced in a trial on the Undue

[4] After years of discovery, Defendants still are not aware of any documents, testimony, or other evidence supporting the existence of such a contract or promise. Thus, the evidence Plaintiff introduces in support of such a contract or promise will necessarily be limited.

ELECTRONICALLY FILED - 2020 Oct 23 4:04 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

Influence and Capacity Claims will likely include, among other things, the history of Mr. Barringer's estate planning, Mr. Barringer's relationships with his family members, changes to Mr. Barringer's physical and mental health over the years, the history of Mr. Barringer's company, the history of Kevin Luzak's role with Mr. Barringer's company, Kevin Luzak's termination, the falling out between Mr. Barringer and Plaintiff, Plaintiff's prior litigation in Virginia where she previously litigated the corporate stock transfer and other derivative claims, as well as numerous other issues.

Third, trying the Contract-Based Claims at the same time as the Undue Influence and Incapacity Claims would be prejudicial to Defendants. Most if not all of the evidence Plaintiff will seek to introduce in support of her Undue Influence and Incapacity Claims has no bearing on whether Mrs. Barringer contracted or promised never to change her 1998 will, and introducing such evidence in a trial on the Contract-Based Claims would serve no purpose other than to confuse the jury and/or prejudice the jury against Mrs. Barringer.

Fourth, bifurcating the Contract-Based Claims will be "conducive to expedition and economy." *See* Rule 42(b), SCRCP. If Plaintiff fails to establish that Mrs. Barringer contracted or promised never to change her 1998 will and Defendants are therefore successful on Plaintiff's Contract-Based Claims, the rest of this litigation will be streamlined significantly. Specifically, if Plaintiff is not successful on her Contract-Based Claims, then it follows that Mrs. Barringer has the authority to change her 1998 will and exercise the Power of Appointment Mr. Barringer left her however she sees fit. Thus, if Defendants are successful in a trial on Plaintiff's Contract-Based Claims, Mrs. Barringer's children (including Plaintiff) will simply have to wait until Mrs. Barringer passes away to see whether or not they will receive any assets that may or may not end up in Mr. Barringer's estate—regardless of which version of Mr. Barringer's estate planning

ELECTRONICALLY FILED - 2020 Oct 23 4:04 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

documents controls. Bifurcation in this manner would drastically simplify this litigation and carve out a manageable dispute for presentation to a jury. The results of the initial trial also may foster meaningful settlement discussions.

In sum, having a single trial on all the claims in this consolidated litigation will be confusing, prejudicial, inefficient, and exhausting for the Court, the parties, and the jury. On the other hand, having a short, initial trial on the discrete issue presented by Plaintiff's Contract-Based Claims provides an excellent opportunity to significantly streamline this litigation.

WHEREFORE, for all these reasons, and for the reasons set forth in any memoranda or arguments made prior to or at any hearing on this motion, Defendants respectfully request that the Court issue an Order bifurcating the trial in this litigation such that the Contract-Based Claims are tried first, and any remaining claims are tried in a separate, later trial.

TWENGE + TWOMBLEY LAW FIRM

BY: _J. Ashley Twombley_____
J. ASHLEY TWOMBLEY
S.C. Bar #72916
LEE ANNE WALTERS
S.C. Bar #74984
311 Carteret Street
Beaufort, SC 29902
(843) 982-0100
twombley@twlawfirm.com
lwalters@twlawfirm.com

Attorneys for Defendant, Merrill U. Barringer, as Personal Representative of the Estate of Paul Brandon Barringer, II and Individually

ELECTRONICALLY FILED - 2020 Oct 23 4:04 PM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

ROSEN HAGOOD, LLC

BY: s/Alice F. Paylor

ALICE F. PAYLOR
S.C. Bar #4380
BIJAN GHOM
S.C. Bar #103531
P.O. Box 893 (29402)
151 Meeting Street, Suite 400
Charleston, SC 29401
(843) 577-6726
apaylor@rosenhagood.com
bghom@rosenhagood.com

and

Charles B. Molster, III, Esquire
Law Offices of Charles B. Molster, III, PLLC
2141 Wisconsin Avenue, NW
Suite M
Washington, DC 20007

Attorneys Defendants Merrill B. Light, individually and as Trustee

Beaufort, South Carolina

October 23, 2020

EXHIBIT F

ELECTRONICALLY FILED - 2020 Dec 30 8:53 AM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

STATE OF SOUTH CAROLINA COUNTY OF BEAUFORT IN THE MATTER OF ESTATE OF PAUL BRANDON BARRINGER, II HAMPTON BARRINGER LUZAK, Plaintiff, v. MERRILL B. LIGHT, MERRILL U. BARRINGER, AS PERSONAL REPRESENTATIVE OF THE ESTATE OF PAUL BRANDON BARRINGER, II, J. RANDOLPH LIGHT, JR., MERRILL B. LIGHT AS PUTATIVE TRUSTEE OF THE PAUL B. BARRINGER, II REVOCABLE TRUST DATED DECEMBER 4, 1998, AND MERRILL B. LIGHT AS TRUSTEE OF THE MERRILL BARRINGER LIGHT REVOCABLE TRUST, Defendants.	IN THE COURT OF COMMON PLEAS CIVIL ACTION NO: 2016-CP-07-01919

STATE OF SOUTH CAROLINA COUNTY OF BEAUFORT IN THE MATTER OF: Estate of Paul Brandon Barringer, II Hampton B. Luzak, Plaintiff, v. Merrill U. Barringer, Defendant.	IN THE COURT OF COMMON PLEAS CIVIL ACTION NO: 2019-CP-07-01253 2019-CP-07-1294

ELECTRONICALLY FILED - 2020 Dec 30 8:53 AM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

ORDER GRANTING DEFENDANTS' MOTION TO BIFURCATE

This Court has considered Defendants' Joint Motion to Bifurcate Trial filed October 23, 2020. Based on the legal memoranda submitted and oral argument presented, the Court grants the motion. In accordance with SCRCP Rule 42(b), this Court has determined that a separate trial of the Second and Third Causes of Action set forth in Hampton Luzak v. Merrill Barringer, Civ. Action Nos. 2019-CP-07-01253 and 2019-CP-07-01294, shall proceed first and prior to any separate and subsequent trial(s) of the remaining causes of action alleged in Civ. Action Nos. 2016-CP-07-1919, 2016-CP-07-1961, 2019-CP-07-01253 and 2019-CP-07-01294.

IT IS SO ORDERED.

_____
CARMEN T. MULLEN
Judge of the Fourteenth Judicial Circuit

_____, 2020

ELECTRONICALLY FILED - 2020 Dec 30 8:53 AM - BEAUFORT - COMMON PLEAS - CASE#2019CP0701253

Beaufort Common Pleas

Case Caption: Hampton Barringer Luzak VS Merrill U Barringer

Case Number: 2019CP0701253

Type: Order/Other

So Ordered

s/Carmen T Mullen 2142