

EXHIBIT B

STATE OF SOUTH CAROLINA) IN THE COURT OF COMMON PLEAS
) SIXTEENTH JUDICIAL CIRCUIT
 COUNTY OF YORK) Consolidated Case No. 2010-CP-46-2326

Juontonio Pinckney, et al.)
)
 vs.)
)
 Epcon Communities, Inc., Epcon)
 Communities Franchising, Inc.,)
 Brock L. Fankhauser, Fankhauser)
 Property Group, Inc., Stonecrest)
 Villas of Tega Cay, L.L.C., and)
 Stonecrest Villas of Tega Cay)
 Owners' Association, Inc.,)
)
 Defendants.)

ORDER OF SUBSTITUTION
 AS TO PINCKNEY AND MUSGRAVE
 PLAINTIFFS

FILED-RECEIVED
 2013 APR 10 PM 3:27
 DAVID CAMERON
 C.C. P. & GS
 YORK COUNTY, SC

This matter comes before the court for oral argument on March 20, 2013. Cameron Halford appeared for the Plaintiff parties. Graham Powell appeared for the defendants Fankhauser Property Group, Inc., Stonecrest, LLC and Brock L. Fankhauser. Curtis Dowling and Matthew Gerrald appeared for Stonecrest Villas of Tega Cay Owners' Association, Inc. ("COA"). At hearing, the COA produced the tax map parcel cards and tax records showing Barbara Musgrave as title owner of unit 748 Stonecrest Villas. Plaintiffs produced title conveyances by Juontonio Pinckney related to unit 809 and contracts bearing David Musgrave's signature related to unit 748. The Musgrave contract reflected that title at the time of closing was to be taken in the name of Barbara Musgrave. Exhibit A.

this is
 On March 4, 2013 ~~is~~ court entered an order granting summary judgment to Defendants BLF, FPG and Stonecrest, LLC and dismissing from all causes of action Plaintiffs Juontonio Pinckney and David Musgrave individually based on neither holding title to any property at Stonecrest. Plaintiffs timely filed a motion to reconsider, alter, or

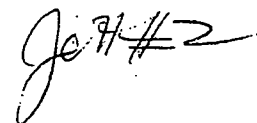
Joseph H

amend which was heard sua sponte by the court and by agreement of counsel on March 20, 2013.

By its motion, Plaintiffs sought reversal of the court's dismissal of the two above listed Plaintiff parties, or in the alternative substitution of the real parties in interest. Defendants objected to the relief sought. The COA objected only to the standing of David Musgrave, as challenged by the COA's motion for summary judgment also heard on March 20, 2013.

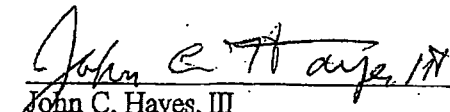
Based on the arguments of counsel and the documents presented, the court grants the Plaintiffs' motion over Defendants' objections as to both Plaintiff parties. It is noted that Defendants took the oral examination of Barbara Musgrave and Loren Musgrave on June 15, 2012. Further, the court has examined deeds attached hereto as Exhibit B (Musgrave) and Exhibit C (Pinckney) reflecting the title interests related to units 748 and 809. Based on the attached exhibits, the court finds and concludes that there is capacity and standing as to the individual claims of Pinckney and Musgrave in this lawsuit. SCRCP 17(a). Further, the court finds that substitution would work no prejudice as to the Defendant parties who have deposed both Juontonio Pinckney and Barbara Musgrave at earlier stages of this litigation.

IT IS THEREFORE ORDERED that Juontonio Pinckney is substituted as Juontonio Pinckney, Trustee of The Pinckney Living Trust, which holds title to unit 809 Stonecrest Villas and Barbara Musgrave is substituted for David Musgrave, as the spouse and title owner of unit 748.



IT IS FURTHER ORDERED that Defendants shall have until April 17, 2013 to engage in any discovery related to the standing or substitution of these parties as reflected in this court order.

AND IT IS SO ORDERED this 21st day of March, 2013.



John C. Hayes, III
Presiding Judge #3



BUYER: Barbara J. Musgrave

BUILDING/UNIT 17B ADDRESS: 748 Ledgestone Court, Tega Cay, SC 29708

PURCHASE PRICE \$ 218,000

DEPOSIT AMOUNT \$ 5,000 CHECK #: 10700

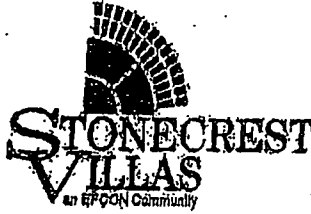
EXHIBIT A OPTIONS \$ 19,565

This Agreement made this 15th day of December, 2006, by and between Stonecrest Villas of Tega Cay, LLC, a South Carolina limited liability company (hereinafter SELLER), and jointly and severally by those designated above as buyer(s) (hereinafter BUYER, whether one or more), who agree as follows:

1. **Purchase of Condominium Unit.** SELLER agrees to sell to BUYER, and BUYER agrees to purchase the proposed horizontal property regime condominium unit(s) (the "Unit," whether one or more), designated above in the proposed Stonecrest Villas of Tega Cay Condominium ("the Condominium") together with that Unit's undivided interest in the common areas and facilities ("the Common Elements") situated in Tega Cay, York County, South Carolina. The Condominium is presently planned to contain a total of ninety (90) Units. The Condominium is more particularly described in the Master Deed.

2. **Purchase Price, Deposit and Terms.** The purchase price of the Unit, including the Exhibit A Options Price are designated above. BUYER's have herewith deposited with SELLER an amount equal to Five Thousand and No/100 Dollars (\$5,000). At closing, the total deposit amount shall be applied upon the purchase price, and BUYER shall pay the balance of the purchase price. Any amount of BUYER's total deposit amount paid to SELLER:

- (a) shall be held by SELLER and: (i) applied upon the purchase price at closing; or (ii) returned to BUYER if SELLER fails or refuses to perform SELLER's part of this Agreement or any contingency contained herein is not met or waived; or (iii) paid to SELLER as but such payment shall not limit the amount of damages otherwise recoverable by SELLER as the result of BUYER'S breach.
- (b) The Exhibit A Options Price designated above corresponds with the price of the options selected by BUYERS as shown on the attached Exhibit A as of the date of this Agreement. The Exhibit A form includes two parts, "Phase I" and "Phase II." Each of Exhibit A Phase I and Exhibit A Phase II shall be completed by BUYERS simultaneously with this Agreement. However, if the



WITHIN THREE (3) DAYS FOLLOWING THE EXECUTION OF THIS AGREEMENT AND RECEIPT OF MASTER DEED, BUYER HAS THE ABSOLUTE RIGHT TO CANCEL THIS AGREEMENT WITHOUT PENALTY.

PURCHASER ACKNOWLEDGES THAT, PURSUANT TO THIS CONTRACT, THE DEVELOPER ("SELLER") MAY WITHDRAW AND THEN USE FOR CONSTRUCTION AND DEVELOPMENT OF THE CONDOMINIUM PROPERTY ANY DEPOSIT OR DOWN PAYMENT THAT THE PURCHASER MAKES PRIOR TO CLOSING.

SELLER:

Stonecrest Villas of Tega Cay, LLC,
a SC limited liability company

By: Louise Hume 12/15/06
Authorized Sales Agent Date

BUYER:

[Signature] 12.15.06
Buyer Date
Barbara J. Musgrave 12/18/06
Buyer Date

By: _____
Breck L. Fankhauser, Member Date

This Agreement is not binding upon SELLER unless signed by a Member/ Manager of SELLER.

BUYER'S CONTACT INFORMATION

Name(s) to appear on the deed:

607 Uplands Camp Road
(Street Address)

Barbara J. Musgrave

Kettering OH 45419
(City) (State) (Zip)

Home Phone: Private: (937)-293-2928

Work Phone: (937)252-3643 x13

Cell Phone: _____

Email: pdavid@sbcglobal.net

P. DAVID MUSGRAVE 12-01		66-1010/2222 51200777	10100
147 1/2 E SECOND ST. MAYFIELD, OH 45403		DATE 12.15.06	
Stoufferiest Wilk AS on			
PAY TO THE ORDER OF	Toga City	\$ 5000	
FIVE THOUSAND & NO/100			DOLLARS
Wright Pat.			
MEMO Deposit		D. Musgrave	
⑈24 2279408⑈		0000119PE008E⑈5	

621.40
262.90

000341545
RECORDED 03/06/2007 10:40:16AM
Bk:08883 Pg:00003 Pages:3
Fee:10.00 State:621.40

Prepared by: Brock L. Fankhauser, LLC
David M. Miller, Clerk of Court
Purser & Associates, LLC
2760 East W.T. Harris Blvd. Suite 200
Charlotte, NC 28213

Excise Stamps: \$907.00

STATE OF SOUTH CAROLINA

COUNTY OF YORK

TITLE TO REAL ESTATE/GENERAL
WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS, that Stonecrest Villas of Tega Cay, LLC, in consideration of the sum of Two-Hundred and Thirty-Eight Thousand, Seven Hundred and Fifteen Dollars and 00/100 (\$238,715,000.00) to it in hand paid at and before the sealing of these presents by Brock L. Fankhauser, Member/Manager of Stonecrest Villas of Tega Cay, LLC, whose address is 300 East John Street, #126, Matthews, NC 28105, (the receipt whereof is hereby acknowledged) has granted, bargained, sold and released, and by these Presents does grant, bargain, sell and release unto the said Barbara J. Musgrave (Married), whose address is 607 Uplands Camp Road, Kettering, OH 45419, her heirs/successors and assigns the following described property to wit:

RECORDED

YORK COUNTY

TAX ASSESSOR'S OFFICE

See Exhibit A attached hereto and incorporated herein by reference.

DATE 3-6-07
TAX MAP NO. 644-7-1-24
INITIALS TS / gln

The within described property is conveyed subject to existing easements and to restrictive covenants, if any, appearing in the chain of title or apparent upon a reasonable inspection of the premises, which said restrictions, if any, are not intended to be reimposed hereby.

TOGETHER with all and singular, the Rights, Members, Hereditaments and Appurtenances to the said Premises belonging, or in anywise incident or appertaining.

TO HAVE AND TO HOLD, all and singular the said premises before mentioned unto the said Barbara J. Musgrave (Married), her heirs/successors and assigns forever.

And the said Stonecrest Villas of Tega Cay, LLC does hereby bind itself and its successors, to warrant and forever defend all and singular the said premises unto the said Barbara J. Musgrave (Married), her heirs/successors and assigns, against itself and its successors and against every person whomsoever lawfully claiming or to claim the same, or any part thereof.

IN WITNESS WHEREOF, Stonecrest Villas of Tega Cay, LLC has caused these presents to be executed in its name by Brock L. Fankhauser, its Member, this 5th day of March, in the year of our Lord two thousand seven (2007) and in the two hundred and twenty-ninth year of the

BK08883PG0003

Exhibit - B
Musgrave Deed

Sovereignty and Independence of the United States of America.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

STONECREST VILLAS OF TEGA CAY, LLC

By: *Brock L. Fankhauser*
Name: Brock L. Fankhauser
Title: Member

Witness: *Hope Travers*

Witness: *Michelle England*

STATE OF NORTH CAROLINA)
COUNTY OF MECKLENBURG)

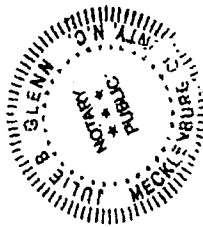
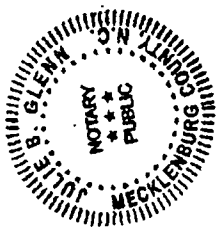
PERSONALLY APPEARED before me the undersigned witness, who, in oath, says that (s)he saw the within named STONECREST VILLAS OF TEGA CAY, LLC, by BROCK L. FANKHAUSER as MEMBER, sign the within Deed, and the said Corporation, by said officer, seal the said Deed, and, as its act and deed delivery the same, and that (s)he along with *Hope Travers*, witnessed the execution thereof.

Michelle England
Witness

SWORN to before me this *5TH*
day of *March*, A.D. 2007

Julie B. Glenn
Notary Public for North Carolina
Commission Expires: *11/20/08*

GRANTEE:



BK08883PG0004

EXHIBIT "A"

BEING all of Apartment/Unit 748, Building 17, of Stonecrest Villas of Tega Cay Horizontal Property Regime, a Condominium, according to the plans of said apartment by Michael J. Fitzpatrick, Registered Architect, State of South Carolina, dated 2/18/07, and recorded with the Master Deed. Said apartment/Unit of Stonecrest Villas of Tega Cay Horizontal Property Regime is more fully described on a survey entitled "Stonecrest Villas of Tega Cay Condominium, Map 1, Phase 1", prepared by E. Daniel Wooten, PLS, dated January 4, 2007, and recorded in the Office of the Clerk of Court for York County in Plat Book D192, at Page 1.

Subject to all of the provisions of the Master Deed thereof dated February 12, 2007, and recorded in the Office of the Clerk of Court for York County in Deed Book 8852, at Page 148.

Together with an undivided interest in the common elements and all appurtenances thereto according to said Master Deed and the Grantees assume and agree to observe and perform their obligations under said Master Deed, including but not limited to the payment of assessments for the maintenance and operation of the dwelling and condominium. Subject to the provisions of the By-Laws of Stonecrest Villas of Tega Cay Horizontal Property Regime, and to all other reservations, restrictions, and rights of way of record, including those as set out on the aforesaid documents.

Derivation: Deed Book 8085, Page 182, Office of the Clerk of Court for York County.

(MUSGRAVEBARBARA0703.PFD\MUSGRAVEBARBARA070316)

BR08883PG0005

RECORDED

YORK COUNTY

CLERK'S OFFICE

6-9-10
644-7-1-64
15/CMC

201000102563
Filed For Record in
YORK COUNTY, SC
DAVID HAMILTON, CLERK OF COURTS
06-09-2010 At 08:55 am.
DEED & CL 10.00
State Tax .00
County Tax .00
OR Vol 11436 Page 230 - 233

[Space Above This Line For Recording Data]

QUIT CLAIM DEED

THE PREPARER OF THIS DOCUMENT NEITHER CERTIFIED TITLE TO NOR PARTICPATED
IN THE CLOSING OF THE PROPERTY DESCRIBED HEREIN

Excise Tax: \$0.00 EXEMPT

This Document Prepared By:
JEAN CROUGHAN GILLIS
Gillis Law Firm, P.A.
15105-D John J. Delaney Drive
#102
Charlotte, NC 28277
Tel: 704-469-3525

After Recording, Mail To:
JEAN CROUGHAN GILLIS
Gillis Law Firm, P.A.
15105-D John J. Delaney Drive
#102
Charlotte, NC 28277
Tel: 704-469-3525

Mail Tax Statements To:
Mr. JUONTONIO K. PINCKNEY
809 Ledgestone Court
Tega Cay, SC 29708

THIS QUIT CLAIM DEED made this 14th day of April, 2010 by and between
JUONTONIO K. PINCKNEY, a single man, whose post office address is 809 Ledgestone Court, Tega Cay, SC
29708 ("Grantor"),

and

JUONTONIO K. PINCKNEY, a single man, as Life Tenant, with full power and authority in him to occupy the
property during his lifetime without any liability for waste, with full power and authority in him to sell, convey,
mortgage, lease and otherwise dispose of the property described below in fee simple, with or without
consideration, without joinder of the remaindermen, and to retain absolutely any and all proceeds derived
therefrom; upon the death of the Life Tenant, the Remainder, if any, to the SUCCESSOR TRUSTEE(S) OF
THE PINCKNEY LIVING TRUST DATED MARCH 16, 2010, and any amendments thereto, whose post
office address is 809 Ledgestone Court, Tega Cay, SC 29708, (collectively, "Grantee");

WITNESSETH: That the Grantor, for and in consideration of the sum of Five (\$5.00) Dollars, has bargained
and sold and by these presents does bargain, sell, remise, release, and forever quitclaim unto said Grantee, and
his heirs and/or successor and assigns premises in YORK County, South Carolina, and more particularly
described as follows:

Exhibit - C
Pinckney Deed

BK 11436 P00230

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF.

More commonly known as 809 Ledgestone Court, Tega Cay, SC 29708.

Assessor's Parcel Number 644-07-01-064. Prior Recorded Doc. Ref.: Quit Claim Deed recorded
6-9-10 in Book 11436, Page 226.

SUBJECT TO: Restrictions, Conditions, Covenants, Rights, Rights of Way, and Easements now of record, if any.

TO HAVE AND TO HOLD, the above described premises with all the appurtenances thereto belonging, or in anywise appertaining, unto the Grantee, his heirs and/or successor and assigns forever (whenever used herein the terms "Grantor" and "Grantee" include all the parties to this instrument and the heirs, legal representatives, and assigns of individuals, and the successors and assigns of corporations, trusts and trustees) (singular shall include the plural and masculine shall include the feminine or the neuter).

IN WITNESS WHEREOF, the Grantor has caused this deed to be executed the day and year first above written.

Walter Gillis
Witness #1 Signature

Juontonio K. Pinckney
JUONTONIO K. PINCKNEY

Walter Gillis
Witness #1 Printed Name

Jean C. Gillis
Witness #2 Signature

Jean C. Gillis
Witness #2 Printed Name

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

I JEAN C. GILLIS, a Notary Public for Mecklenburg County, North Carolina, do hereby certify that JUONTONIO K. PINCKNEY personally appeared before me this day and acknowledged the due execution of the foregoing instrument. Witness my hand and official seal this 14th day of April, 2010.

(Official Seal)

Jean C. Gillis
Jean C. Gillis, Notary Public
My commission expires: May 7, 2014

JEAN C. GILLIS
Notary Public, North Carolina
Mecklenburg County
My Commission Expires
May 07, 2014

BK 11436 P00231

Exhibit "A"

BEING all of Apartment/Unit 809, Building 23, of Stonecrest Villas of Tega Cay Horizontal Property Regime, a Condominium, according to the plans of said apartment by Michael J. Fitzpatrick, Registered Architect, State of South Carolina, dated 2/16/07, and recorded with the Master Deed. Said apartment/unit of Stonecrest Villas of Tega Cay Horizontal Property Regime is more fully described on a survey entitled "Stonecrest Villas of Tega Cay Condominium, Map 5, Phase 1", prepared by E. Daniel Wooten, PLS, dated February 21, 2008, and recorded in the Office of the Clerk of Court for York County in Plat Book D297, Page 2.

Subject to all of the provisions of the Master Deed thereof dated February 12, 2007, and recorded in the Office of the Clerk of Court for York County in Deed Book 8852, at Page 149, and supplemented in the First Amendment to the Master Deed dated June 25, 2007 and recorded in the Office of the Clerk of Court of York County in Deed Book 9215, Page 138, and supplemented in the Second Amendment to the Master Deed dated August 17, 2007 and recorded in the Office of the Clerk of Court of York County in Deed Book 9378, Page 1, and supplemented in the Third Amendment to the Master Deed dated October 23, 2007 in the Office of the Clerk of Court of York County in Deed Book 9584, Page 220, and supplemented in the Fourth Amendment to the Master Deed dated February 5, 2008 and recorded February 21, 2008 in the Office of the Clerk of Court of York County in Deed Book 9823, Page 175.

Together with an undivided interest in the common elements and all appurtenances thereto according to said Master Deed and the Grantees assume and agree to observe and perform their obligations under said Master Deed and First Amendment, including but not limited to the payment of assessments for the maintenance and operation of the dwelling and condominium. Subject to the provisions of the By-Laws of Stonecrest Villas of Tega Cay Horizontal Property Regime, and to all other reservations, restrictions, and rights of way of record, including those as set out on the aforesaid documents.

DERIVATION: Being a portion of that property conveyed by Deed from Stonecrest Enterprises, LLC to Stonecrest Villas of Tega Cay, LLC dated 5/18/06 and recorded 5/26/06 in Book 8065, Page 192, Office of the Clerk of Court of York County, South Carolina.

BK 11436 P00232

More commonly known as 809 Ledgestone Court, Tega Cay, SC 29708.

Assessor's Parcel Number 644-07-01-064. Prior Recorded Doc. Ref.: Title to Real Estate/General Warranty Deed recorded 2/28/08 in Book 09841, Page 0102.

SUBJECT TO: Restrictions, Conditions, Covenants, Rights, Rights of Way, and Easements now of record, if any.

TO HAVE AND TO HOLD, the above described premises with all the appurtenances thereto belonging, or in anywise appertaining, unto the Grantee, his heirs and/or successor and assigns forever (whenever used herein the terms "Grantor" and "Grantee" include all the parties to this instrument and the heirs, legal representatives, and assigns of individuals, and the successors and assigns of corporations, trusts and trustees) (singular shall include the plural and masculine shall include the feminine or the neuter) so that neither the Grantor nor Grantor's heirs, nor any person claiming under Grantor or them, shall at any time hereafter, by any way of means, have, claim or demand any right or title to the aforesaid premises or appurtenances, or any part or parcel thereof, forever.

IN WITNESS WHEREOF, the Grantor has caused this deed to be executed the day and year first above written.

Lasika Phillips
Witness #1 Signature

CELLA D. PINCKNEY
CELLA D. PINCKNEY

Lasika Phillips
Witness #1 Printed Name

Sharon Bartha
Witness #2 Signature

Sharon Bartha
Witness #2 Printed Name

STATE OF SOUTH CAROLINA
COUNTY OF Beaufort

I, La Sandra G. Young, the undersigned Notary Public, do hereby certify that CELLA D. PINCKNEY personally appeared before me this day and acknowledged the due execution of the foregoing instrument. Witness my hand and official seal this 14th day of April, 2010.

(Official Seal)

La Sandra G. Young
Notary Public
My commission expires: 1/24/2015

BK11436 P00227

Exhibit "A"

BEING all of Apartment/Unit 809, Building 23, of Stonecrest Villas of Tega Cay Horizontal Property Regime, a Condominium, according to the plans of said apartment by Michael J. Fitzpatrick, Registered Architect, State of South Carolina, dated 2/16/07, and recorded with the Master Deed. Said apartment/unit of Stonecrest Villas of Tega Cay Horizontal Property Regime is more fully described on a survey entitled "Stonecrest Villas of Tega Cay Condominium, Map 5, Phase 1", prepared by E. Daniel Wooten, PLS, dated February 21, 2008, and recorded in the Office of the Clerk of Court for York County in Plat Book D297, Page 2.

Subject to all of the provisions of the Master Deed thereof dated February 12, 2007, and recorded in the Office of the Clerk of Court for York County in Deed Book 8852, at Page 149, and supplemented in the First Amendment to the Master Deed dated June 25, 2007 and recorded in the Office of the Clerk of Court of York County in Deed Book 9215, Page 138, and supplemented in the Second Amendment to the Master Deed dated August 17, 2007 and recorded in the Office of the Clerk of Court of York County in Deed Book 9378, Page 1, and supplemented in the Third Amendment to the Master Deed dated October 23, 2007 in the Office of the Clerk of Court of York County in Deed Book 9584, Page 220, and supplemented in the Fourth Amendment to the Master Deed dated February 5, 2008 and recorded February 21, 2008 in the Office of the Clerk of Court of York County in Deed Book 9823, Page 175.

Together with an undivided interest in the common elements and all appurtenances thereto according to said Master Deed and the Grantees assume and agree to observe and perform their obligations under said Master Deed and First Amendment, including but not limited to the payment of assessments for the maintenance and operation of the dwelling and condominium. Subject to the provisions of the By-Laws of Stonecrest Villas of Tega Cay Horizontal Property Regime, and to all other reservations, restrictions, and rights of way of record, including those as set out on the aforesaid documents.

DERIVATION: Being a portion of that property conveyed by Deed from Stonecrest Enterprises, LLC to Stonecrest Villas of Tega Cay, LLC dated 5/18/06 and recorded 5/26/06 in Book 8065, Page 192, Office of the Clerk of Court of York County, South Carolina.

BK-11436 P00228