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STATE OF SOUTH CAROLINA

In The Court of Appeals

APPEAL FROM AIKEN COUNTY
Court of Common Pleas, Second Judicial Circuit

Doyet A Early, III, Presiding Judge

Docket No 2007-CP-02-0122

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SC Court of Appeals

Ex Parte David G Cannon

APPELLANT,

v

Ex Parte Georgia Attorney General's Office, South Carolina Attorney General's Office, Terry Brown, Romunzo Brown, Forlando Brown, Darren Lumar, M&T, Tommie Rae Hynie Brown, Stephen L Slotchiver, The GAL of James James B II, Larry Brown, Daryl Brown (individually and on behalf of his minor children Lindsey Delores B and Janise Vanisha B), Vanisha Brown, Deanna J Brown Thomas (individually and on behalf of her minor child Jackson B), Yamma N Brown Lumar (individually and on behalf of her minor children Sydney L and Carrington L), Tonya Brown, Robert L Buchanan Jr and Adele J Pope, as Special Administrators, Albert Dallas and Alfred A Bradley, as Personal Representatives of the Estate of James Brown a/k/a James Joseph Brown

RESPONDENTS,

In Re The Estate of James Brown, a/k/a James Joseph Brown,

RESPONDENT

APPENDIX TO THE RECORD ON APPEAL

VOLUME 1 OF 1

(PAGES 108-156)

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Yamma N Brown Individually and on Behalf of
Her Minor Children Sydney Lumar Carrington
Lumar and Tonya Brown Vanisha Brown
Larry Brown*

STATE OF SOUTH CAROLINA

In The Court of Appeals

APPEAL FROM AIKEN COUNTY

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Ex Parte David G Cannon

APPELLANT,

v

Ex Parte Georgia Attorney General's Office, South Carolina Attorney General's Office, Terry Brown, Romunzo Brown, Forlando Brown, Darren Lumar, M&T, Tommie Rae Hynie Brown, Stephen L Slotchiver, The GAL of James James B II, Larry Brown, Daryl Brown (individually and on behalf of his minor children Lindsey Delores B and Janise Vanisha B), Vanisha Brown, Deanna J Brown Thomas (individually and on behalf of her minor child Jackson B), Yamma N Brown Lumar (individually and on behalf of her minor children Sydney L and Carrington L), Tonya Brown, Robert L Buchanan Jr and Adele J Pope, as Special Administrators, Albert Dallas and Alfred A Bradley, as Personal Representatives of the Estate of James Brown a/k/a James Joseph Brown

RESPONDENTS,

In Re The Estate of James Brown, a/k/a James Joseph Brown,

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I ORDERS

1 Order of April 8, 2008

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STATE OF SOUTH CAROLINA) IN THE COURT OF COMMON PLEAS
) SECOND JUDICIAL CIRCUIT
 COUNTY OF AIKEN) (On Removal from Probate Court)
)
) CIVIL ACTION NO 2007 CP 02 0122
)
)
) ORDER DENYING MOTION FO
 IN RE) RECONSIDER APPOINTMENT OF
) SUCCESSOR PERSONAL
 THE ESTATE OF JAMES BROWN) REPRESENTATIVES AND TRUSTEES
 A/K/A JAMES JOSEPH BROWN) AND GRANTING RELATED RELIEF
 _____)

This matter came before me on March 7, 2008 on motion of the former PR/Trustees of the Estate of James Brown and the James Brown 2000 Trust and others for reconsideration of this Court's Order dated November 20 2007 as it relates to the appointment of Robert L Buchanan Jr and Adele J Pope as Personal Representatives (PRs) of the Estate of James Brown deceased and as Trustees of the James Brown 2000 Irrevocable Trust (the 2000 Trust) and its subtrusts

In addition to Buchanan and Pope other parties to this proceeding present in person or represented by counsel were the original petitioners Daryl J Brown Vanisha Brown Larry Brown Deanna J Brown Thomas Yamma N Brown Terry Brown Tonya Brown Lindsey Delores Brown Janise Vanisha Brown Jason Brown Lewis Sydney Lumar, Carrington Lumar Romunzo Brown Forlando Brown and Tommie Rae Brown ¹ Also present or represented by counsel were James Joseph Brown II Cinnamon Nicole Memickle Paris and LaRhonda Pettit ²

STATE OF SOUTH CAROLINA
 COUNTY OF AIKEN
 I, Liz Godard, Clerk of Court of Common Pleas and General Sessions for Aiken County South Carolina do hereby certify

that the foregoing constitutes a true and correct copy of the original as the same was filed in my office this _____ day of _____ 2008.

¹ These are all acknowledged children of the acknowledged children and Mr Brown's claimed spouse

APR 14 2008

² These persons claim to be children of James Brown

Liz Godard
 C.C.C.P. & G.A., Aiken County, S.C.
 Clerk
Sharon G. Ginn
 Deputy Clerk

108-

C. Harold Jones, Jr., Esquire, Senior Assistant Attorney General for the State of South Carolina and former PR/Trustees David G. Cannon, Alfred A. Bradley and Albert H. Dallas

Prior to the hearing, all parties received this Court's Order dated March 7, 2008 denying reconsideration of the portion of the November 20, 2007 Order accepting the resignations of Bradley and Dallas as PR/Trustees.³ That Order outlines certain facts related to the resignations of Cannon, Bradley and Dallas which are incorporated herein by reference.

The March 7, 2008 hearing related to reconsideration of the portion of the November 20, 2007 Order appointing Buchanan and Pope as Successor PR/Trustees.⁴ There appears to be no viable challenge to the appointment of Buchanan and Pope as PRs as Bradley and Dallas confirm their resignation as PRs and do not contest the appointment of Buchanan and Pope. The only challenge is to the appointment of Buchanan and Pope as Trustees.

³ And officers, directors and/or agents of any Brown Entity other than Geronimo Music, LLC.

⁴ The appointment Order was followed by a Certificate of Appointment issued that same day by the Honorable Sue H. Roe, Probate Judge for Aiken County. The November 20, 2007 Order gave the Successor PR/Trustees all of the authority and duties granted in the governing documents, other than the requirement of appointing a third PR/Trustee.

On November 29, 2007, the Attorney General of Georgia filed a motion to set aside the November 20, 2007 Order on various jurisdictional and constitutional grounds. I find that such motion should not be considered.³

On November 30, 2007, Bradley and Dallas moved to vacate, amend and reconsider the November 20 Order. They later filed various amendments which the PR/Trustees objected to as not timely.

On December 14, 2007, the Attorney General for South Carolina filed an Objection to the Appointment of the SAs as PRs and Trustees.

³ Grace Evans Lewis, assistant Attorney General for Georgia, was admitted pro hac vice to assist the Attorney General of South Carolina. The status of the Attorney General of Georgia was later revoked as improvidently granted because it was issued with the misunderstanding that the James Brown I Feel Good Trust, a South Carolina Charitable Trust, was for the protection of needy children of South Carolina and Georgia. This South Carolina charitable Trust's beneficiaries are not so limited.

On January 6 2008 Buchanan and Pope served a response to all motions opposing the November 20 Order appointing them⁶ They requested that the Court conduct a full hearing on the propriety of their appointment and make the following findings

- 1 Because of the damage caused to James Brown the 2000 Trust, and the Brown Entities by Messrs Cannon Dallas and Bradley it is both proper and in the best interest of the Estate Plan to have PRs and Trustees serving in both capacities Separating those functions would cause unnecessary duplication and hinder the Estate Plan of James Brown
- 2 Buchanan and Pope ethically and properly performed their service as Special Administrators (SAs) and their claim for past services was properly ordered by the Court
- 3 Buchanan and Pope (or other properly designated fiduciaries) may ethically serve simultaneously as PRs and Trustees under Mr Brown s Will and the 2000 Trust and Buchanan and Pope have properly done so since November 20 2007

After review of the entire record this Court makes the following findings

- 1 All motions to reconsider or set aside the appointment and service of Buchanan and Pope as PRs and Trustees should be denied
- 2 Buchanan and Pope have served properly to date in the capacities of SAs and later PR/Trustees They should continue as PRs and Trustees, subject to the right of the PR/Trustees the Court or any other Interested Persons to seek the appointment of a Special Administrator (SA) a Special Trustee or both if appropriate
- 3 Cannon Dallas and Bradley having permanently resigned as PR/Trustees have no further interest in matters related to the Estate and Trusts of James Brown other than to deliver to the successor PR/Trustees and to account
- 4 So that this Removal/Appointment/Accounting matter is appropriately distinguished from other pending matters all parties should be directed to

⁶ Buchanan and Pope supported their position with their own affidavits and that of Rita Cullum a certified specialist in Estate Planning and Probate Law

use the caption attached as Exhibit A as the caption for all future filings in this case

The basis⁷ of this decision is set out below

FACTS AND PROCEDURAL HISTORY

On August 1, 2000, James Brown executed a Will and Irrevocable Trust. Attached to the 2000 Trust were Schedules A, B and C describing the property [g]rantor transfers and delivers to the Trustees [Trust Article I]. By their terms these documents create the Estate Plan of Mr. Brown, the bulk of which will ultimately pass to the 2000 Trust to be divided into a charitable and non-charitable trust.⁸ The Will and Trust designated Cannon, Dallas and Bradley as PR/Trustees.

Cannon has an accounting degree. Dallas is a Georgia attorney. And Bradley is a former magistrate.

⁷ Also see facts in this Court's Order dated March 7, 2007 and earlier orders.

⁸ The Estate Plan will be effective if the current challenges to the Will and 2000 Trust are unsuccessful. Item X of the Will and Article XXI of the Trust refer to the Will and Trust as Mr. Brown's Estate Plan. The Will is a pour-over will which, after a devise of personal and household effects (PHE) to 6 named children, devises the residue to the 2000 Trust [Item II]. If for any reason the pour-over to the 2000 Trust is invalid, the Will creates a Trust identical to the 2000 Trust [Item III]. After Mr. Brown's death, the 2000 Trust divides into the non-charitable Brown Family Education Trust for the education of certain designated grandchildren under age 35 and the charitable James Brown "I Feel Good" Trust. Schedules A, B and C were signed by Mr. Brown.

Bradley asserts that he refused to serve as a Trustee until certain conditions were met and did not receive a copy of the Trust until after Mr. Brown's death.⁹

About October 18, 2006, a letter from the Atlanta law firm of Greenberg Traurig (GT) (the October 18 Letter) was generated which set out a proposed division of proceeds upon a sale or refinancing of Mr. Brown's royalties.¹⁰

James Brown died on December 25, 2006, a resident of Aiken County.

On December 26, 2006, GT formed a Delaware Corporation which, in its internet postings, purports to compete with the 2000 Trust.¹¹

On December 25, 2006, the 2000 Trust's bank account contained approximately \$288,706. Deposits were made on December 26 and 28, 2006.¹²

⁹ Tr. Hearing 2/7/08 pp. 243-245, 249 and Exhibit 9. Bradley also asserts that the conditions he required to serve are set out in the claim he later filed against the Estate.

¹⁰ The October 18 Letter proposed various payments exceeding \$2 Million plus 10% of proceeds to Cannon (DGC) and Dallas upon a sale or refinancing of certain of Mr. Brown's assets. The October 18 Letter later became part of Cannon's claim against the Estate.

¹¹ The entity, known as The James Brown Music Education Foundation, LLC, was discovered by Buchanan and Pope in the spring of 2007.

¹² Motion & Recommendation dtd. 7/27/07.

) On December 28 2006 \$300 000 00 was paid to Cannon from the 2000 Trust's bank account ¹³

On January 1 or 2 2007 Dallas, consulting with Cannon created a document entitled Schedule B Irrevocable Trust of James Brown (Dallas Schedule B) Read with Article I of the Trust Dallas Schedule B asserts that the following assets were transferred and delivered to the 2000 Trust

All copyrights and all rights to income from any copyright or publishing rights to musical compositions of James Brown the entertainer artist, composer and creator of musical works and video graphic and sound images including the likeness image and persona of James Brown a/k/a The Godfather of Soul and any other stage or performance work now in existence or hereafter created by James Brown, the rights to any book movie narrative or illustration of the life and the works of James Brown in any form including but not limited to the attached more definitive list of intellectual work product of James Brown which is ever continuing and which work product may or may not be registered with the Library of Congress ASCAP or BMI

)
13 This check was not reported to the Court interested parties or SAs It was discovered by the SAs on July 17 2007

Dallas did not advise the Court or the SAs of his post death authorship of Dallas Schedule B until after November 20, 2007.¹⁴

On January 2, 2007 Bradley wrote Cannon and Dallas asserting that he was ready to serve as Trustee. He asked for a copy of the Trust and an accounting.¹⁵

On January 3, 2007 according to Bradley Dallas and Cannon named Deanna Brown as Trustee. The appointment was either not accepted or revoked.

On January 5, 2007 Bradley signed an acceptance as Trustee and was given a copy of the Will and Trust which were the same documents filed with the Probate Court. This included Dallas Schedule B.¹⁶

¹⁴ At some time after September 24, 2007 Dallas told the S.C. Attorney General that he had created Dallas Schedule B after Mr. Brown's death.

¹⁵ No accounting was ever given. [Tr. Hearing 2/7/08 pp. 247-250 Exhibit 9.]

¹⁶ Tr. Hearing 2/7/08 p. 252 Exhibit 5 Affidavit dated 2/18/08 Exhibit D.

On January 11, 2007, the PR/Trustees read the Will in the Aiken County Court House and delivered the Will and the 2000 Trust with Dallas Schedule B to family members.¹⁷

On January 18, 2007, Brown's Will was informally admitted to probate, and Cannon, Bradley, and Dallas were appointed PRs.¹⁸

On January 24, 2007, all of Brown's acknowledged children and grandchildren filed an Emergency Petition for Termination of Appointment and Removal of PRs and for Emergency Restraining Order.¹⁹

On February 1, 2007, Tommie Rae Hynie Brown filed an Emergency Petition for Appointment of Special Administrator (SA).

The January 24 and February 1 proceedings were removed to the Circuit Court by Order of the Honorable Sue H. Roe, Probate Judge.

On February 9, 2007, this Court held an emergency hearing on the two Petitions. Cannon, Bradley, and Dallas, as PR/Trustees, appeared at the hearing with four attorneys.²⁰ As

¹⁷ Tr. Hearing 2/9/07, p. 69. See Levenson's statement on February 9 that under the Trust presented to the children, every single thing owned on earth by James Brown was purported to have been transferred to the Trust in the year 2000. See Tr. Hearing 2/9/07, p. 78.

¹⁸ A majority of the children and grandchildren, along with the putative spouse and other claimed children, are now contesting the validity of the Will and the 2000 Trust.

¹⁹ On January 31, 2007, Tommie Rae Brown filed a separate Omitted Spouse & Elective Share proceeding claiming to be the surviving spouse. As of this Order, that matter is still pending.

²⁰ Rodney A. Peeples, Esq., David W. Miller, Esq., J. Strom Thurmond, Jr., Esq., and Wm. Ray Massey, Esq., appeared for the PR/Trustees.

PRs and also as Trustees of the primary devisee of the Will, the 2000 Trust Cannon Dallas and Bradley were necessary parties to the proceedings for removal and appointment of an SA ²¹

At the emergency hearing Petitioners sought an accounting for the six years the Trust had been in existence. The Court did not allow testimony as to the requested removal and accounting. The Trustees however through counsel explained in detail their assertion that various allegations as to their wrongful actions as Trustees were incorrect. They also sought certain relief related to Mr. Brown's home (which is an asset of the Trust) and their administration.

On February 9 among other representations Cannon Dallas and Bradley asserted that they were not creditors of the Estate ²³

²¹ The PR/Trustees appeared at all subsequent hearings in both capacities with counsel. In later hearings they also had various individual counsel.

²² As PR/Trustees Cannon Dallas and Bradley through counsel made various representations about the Estate the Trust and their actions as Trustees.

²³ They asserted they might be creditors of the Trust, but that Georgia counsel had represented that this was not unusual [Tr. Hearing 2/9/07 pp. 54-55].

On February 19, 2007, this Court issued its Order denying emergency removal of the PRs. The Court's decision rested primarily on its deference to Mr. Brown's selection of Cannon, Dallas, and Bradley as PR/Trustees. The Court did, however, decide to appoint an SA.²⁴

Extensive discovery on issues related to the removal and accounting of Cannon, Dallas, and Bradley commenced shortly after February 19, 2007, and continued until all three resigned.²⁵

The February 19 Order set out guidelines for the service of the SA, including the requirement that

The Personal Representatives shall inform the Special Administrator of all matters that concern the administration of the Estate.

The PRs were also restrained from selling or pledging any asset of the estate or a corporation or entity owned by the estate without the consent of the SA.

²⁴ The parties were urged to reach agreement as to the SA. They were unable to do so.

²⁵ Cannon, Dallas, and Bradley, as PR/Trustees, actively participated in such discovery.

On March 5, 2007 Cannon, Dallas and Bradley met in Atlanta with GT attorneys. They decided that the Trustees would provide all schedules B to GT attorney Steve Sidman who working with William Hammond and Bill Shearer could determine the next steps.²⁶ The Trustees also decided that the 2000 Trust would be controlled by a majority of GT attorney Joel Katz, Frank Copsidas, Cannon, Dallas and Bradley. These actions were not revealed to the Court until 2008.²⁷

On March 7, 2007 this Court appointed Buchanan and Pope as SAs. The March 7 Order reaffirmed the February 19th Order but set additional guidelines, including a requirement of full disclosure.

On March 7, 2007 Hammond sent an email to Cannon and Dallas advising them not to change Schedule B of the Trust. Hammond said that as much as possible should remain in the Estate.²⁸

By March 2007 most of the original counsel for the PR/Trustees had been terminated. Beginning in March 2007 the PR/Trustees were represented in this proceeding by Keith Babcock and others of Lewis & Babcock LLP (L&B), Hammond's firm, Hull Towill and Rodney A. Peebles Esquire.

²⁶ See Affid of Buchanan dtd 2/18/08 Exhibit B

²⁷ William Shearer of Powell Goldstein (PG) Atlanta was mentioned in the Trustee meeting of January 2007 and William (Bill) Hammond of Hull Towill appears in March. They are described as estate planning attorneys for the Trust (Affid of Buchanan dtd 2/18/08 Exhibit C.)

²⁸ The email said "Leave Schedule B as is without modification unless there is some writing indicating an intention on Mr. Brown's part to complete transfer of his intangible rights to the Trust prior to his death." Tr. Hearing 2/7/08 p. 228

On March 14 2007 a member of L&B provided the SAs with a copy of Mr Brown s
Will the 2000 Trust (with schedules A, B and C) and the Dallas Schedule B The SAs were not
told that the Dallas Schedule B was created by Dallas after Mr Brown s death ²⁹

On March 26 2007 the PR/Trustees with Hammond and other counsel first met with the
SAs The PR/Trustees asked the SAs to approve a sale of Mr Brown s royalties for \$26 Million,
but would not allow Buchanan and Pope access to records to conduct due diligence with respect
to the proposed sale They proposed to distribute the sale proceeds in accordance with the
October 18 Letter ³⁰ Buchanan and Pope would not approve the sale without due diligence to
determine if it was in the best interest of the Estate to enter into the sale

On March 26, 2007 Hammond according to his affidavit advised Cannon Dallas and
Bradley that they were 'sitting ducks' for removal as PR/Trustees ³¹

On April 10 2007 various parties moved to modify the Order Appointing SAs to give
the SAs greater authority and control

On April 25 2007 the SAs and PR/Trustees appeared at a hearing

²⁹ Keith Babcock of L & B testified that he did not know the Dallas Schedule B had been created by
Dallas after Mr Brown s death Tr Hearing 2/20/08 pp []

³⁰ The October 18 Letter at a sale of \$26 Million would have paid about \$20 Million on the M&T debt
more than more than \$2 Million to Cannon more than \$1 Million to Dallas more than \$500 000 to GT
and other amounts [Affid A Pope dtd 12/14/07]

³¹ Hammond s affidavit asserts that the first meeting with the SAs was March 23 Buchanan and Pope
assert it was March 26 [Affid Hammond dtd 11/30/07 Affid Buchanan dtd 12/17/07]

On April 25, 2007 various children and grandchildren of Mr. Brown commenced another action in Probate Court for an accounting by Dallas, Bradley and Cannon. It was removed to the Circuit Court by Order of the Honorable Sue H. Roe, and was consolidated with other proceedings related to the removal and accounting of Cannon, Dallas and Bradley as PR/Trustees.

On May 30, 2007 Bradley, Dallas and Cannon as Trustees, served a Return to the Petition for Accounting.

Between March and June 2007 Buchanan and Pope's primary challenges as SAs were the refusal by the PR/Trustees to grant access to records and the PR/Trustees' insistence on a sale of Mr. Brown's Royalties in accordance with the October 18 Letter. The SAs' 1st Quarterly report to the PR/Trustees issued June 22, 2007 states in part:

During the first 3 months of their service, the SAs have identified a number of areas in which the PRs and SAs will need to work to achieve the goal of consensus. They are primarily in the areas of preservation and management of the James Brown royalties and songs, and the preservation and protection of Mr. Brown's image and persona. The intention is to explore issues of concern early in the process of deliberation in the hope that differences can be resolved by PRs, Trustees and SAs without court intervention.

SUMMARY OF FIRST QUARTER

The primary challenge to the PRs during the first quarter was obtaining information necessary to oversee the preservation and protection of assets belonging to or claimed by the Estate.

3 CLAIMS AND POTENTIAL CLAIMS AGAINST THE ESTATE

3 The PRs should disqualify themselves from the evaluation of claims in which they have an interest in the outcome. [to] include claims related to the G.F. October letter, Geronimo and any other contracts or claims they have to the

Estate Trust or entity funds) See Probate Code Section 62 3 713 [Alfid Pope
12/14/07]

By June 5 2007 the SAs believed that GT could not continue to serve as counsel for the
Estate and James Brown Enterprises Inc (JBE Inc)³² in certain litigation in New York (the
NY Litigation) They filed a motion to engage new counsel ³³

On June 5 2007 the SAs also filed a motion to gain access to all books and records of the
Estate Trust and Brown Entities

On June 12 2007 the SAs prepared and filed a report related to the NY Litigation

On June 13, 2007 a hearing was held on various matters This Court orally directed the
PR/Trustees to produce for continuing access the books and records of the Estate the 2000 Trust
and various Brown Entities

On June 22 2007 this Court directed the SAs to select new counsel for the NY
Litigation ³⁴

³² JBE Inc is owned either by the Estate the 2000 Trust or both Under Mr Brown s Estate Plan like all
assets other than his PHE it will pass to the 2000 Trust

³³ The February 19 Order directed the SAs to try to reach consensus with the PRs where possible and to
file a motion where agreement could not be reached Under the October 18 letter GT was to receive 5% of
any new transaction GT also required that the Estate approve \$327 000 of bills including \$149 912 28
for the NY Litigation (in which they had only filed a complaint and opposed Defendant s motion to
disqualify them) as a condition to continuing service

³⁴ Matthew Ballenger Esquire of Hogan & Hartson (H&H) was engaged

On June 27 2007 this Court issued its Order directing Cannon Dallas and Bradley as PRs Trustees and in any capacity which they held with respect to Brown Entities to give to the SAs

complete direct and continuing access to all information, documents and records in any form related to James Brown the Estate of James Brown, the James Brown 2000 Irrevocable [Trust] and any Brown Entities or interest, however titled

On June 26 2007 SA Pope traveled to Barnwell to Cannon's office to review documents. The Trustees refused to allow Pope access to any documents. Cannon advised Pope that he didn't care what the Order said, that he wasn't showing her anything until Hammond told him to do so (Affidavit Pope, 12/14/07). The Trustees later told Pope the SAs could return after the 4th of July.

Buchanan and Pope tried to return as soon as possible after July 4th but were told scheduling prevented their return until July 17 2007.

Before July 10 Cannon and Dallas met in person and/or by phone with a member of the firm of Powell Goldstein. On July 10 2007 a Powell Goldstein attorney sent Dallas documents purporting to transfer the situs of the 2000 Trust from South Carolina to Georgia. The draft documents did not contain draft notices necessary to comply with the requirements of the South Carolina Trust Code as it relates to changing the situs of a Trust.³⁵

On July 17 2007 Buchanan and Dallas traveled to Barnwell reviewed the 2000 Trust's checkbook for 2006 and found that \$900 000 00 payable to M&T Bank³⁶ had been deposited.

³⁵ In testimony given on November 15 2007 Cannon asserted that Powell Goldstein was never hired by the former PR/Trustees and documents to transfer the Trust to Georgia were never signed. As set out below, Trustees Dallas and Bradley testified on March 7 2008 that such documents were signed.

³⁶ This money should have been applied to Mr. Brown's 1999 royalty-backed security debt to TIAA.

into the 2000 Irrevocable Trust's account on August 1, 2006. \$720,000 of the amount was misappropriated between August 1, 2006 and December 28, 2006, three days after Mr. Brown's death.³⁷

On July 27, 2007, Buchanan and Pope moved the Court for an Order removing one or more PR/Trustees as a result of the serious breach of trust related to the \$900,000.00 check and misappropriation. The motion was scheduled for August 10, 2007.³⁸

On July 26 or 28, 2007, Cannon, along with Dallas and Bradley, met with attorneys Stanley Jackson and Hammond. According to Dallas and Bradley,³⁹ they signed the following documents that day:

- a. A document to remove the situs of the Trust to Georgia.⁴⁰
- b. A document by which Cannon resigned as Trustee.⁴¹

³⁷ Cannon returned \$350,000.00 of the \$720,000.00 when he resigned on August 10, 2007.

³⁸ Motion and Recommendation of SAs dtd 7/27/07 with supporting documentation.

³⁹ This was testified to for the first time on March 7, 2008. Cannon stipulated that if he were asked the same questions he would assert his 5th Amendment rights.

⁴⁰ Such document has never been shown to the Court, SAs or Interested Parties, and Cannon testified under oath that it was never signed.

⁴¹ Such document has never been shown to the Court, SAs or Interested Parties.

c A document by which Hammond was appointed Trustee ¹⁷

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¹⁷ Such document has never been shown to the Court SAs or Interested Parties

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On August 2, 2007, Hammond wrote M & T Bank.⁴³ Hammond asserted that Cannon's misappropriation of the \$900,000.00 was accidental and that Cannon's disbursements, including Cannon's payments to himself, were authorized by Mr. Brown [Affidavit A. Pope 2/18/08].⁴⁴

On August 3, 2007, attorney Jackson filed notice of his appearance as counsel for Dallas and Bradley. In later filings and statements, he confirmed that he was representing them both individually and as PR/Trustees.

On August 3, 2007, Dallas and Bradley filed with this Court affidavits related to the \$900,000.00 transaction in the 2000 Trust's account. Each said, "[i]t is my intention to provide the [SAs] with all records in my possession related to James Brown, and to the best of my knowledge I have done so." Both asserted they did not know of the misappropriated \$900,000.00 check. Neither Affidavit mentioned the Trust's events of July 26-28, 2007.

On August 3, 2007, Cannon filed an affidavit asserting that the other Trustees, Dallas and Bradley, had no knowledge of the \$900,000.00 transaction [Affidavit Cannon, dated July 22, 2007].

⁴³ M & T Bank was the payee for the \$900,000.00 check which was misappropriated on August 1, 2006 and placed in the 2000 Trust checking account.

⁴⁴ According to Dallas' testimony on March 7, 2008, Hammond would have written this letter after Cannon resigned and Hammond was purportedly appointed a Trustee. Hammond's letter did not disclose his purported appointment.

On August 7, 2007 most of the children and grandchildren served a Return to the SAs Motion and Recommendation asserting that all three PRs and all three alleged Co Trustees should be permanently removed for breaches of Trust. They also sought related relief.

On August 8, 2007 the Rev. Larry Fryer, a Lincolnton, Georgia minister, moved to intervene in this proceeding on behalf of beneficiaries of the James Brown "I Feel Good" Trust.¹⁵

On August 9, 2007 Cannon signed and filed another Affidavit.¹⁶

On or about August 10, 2007 Cannon wired \$866,000 to Honduras. [Tr. Hearing 11/15/07 pp. 80-81]

At the hearing on August 10, 2007 Cannon announced his immediate and permanent resignation as PR/Trustee and as director, officer and/or fiduciary of any kind as to the Estate, the Brown Trusts and all Brown Entities.¹⁷ Upon Cannon's resignation on the record in open Court [a]ll persons confirmed in open Court that they consent[ed] to the resignation. Bradley and Dallas, on the record in open Court, recited the terms of an Agreement¹⁸ they, as PR/Trustees had reached with the SAs. The Agreement and Order resulted in a delay in the hearing on the removal of Dallas and Bradley as PR/Trustees.

¹⁵ The motion was later abandoned.

¹⁶ The August 9, 2007 Affidavit was similar to Cannon's July 22 Affidavit but also asserted that [he] never discussed with Mr. Dallas or Mr. Bradley the deposits or checks written by me nor did they ever see the check register until they were disclosed to the [SAs]. [Affid. Cannon 8/9/07]

¹⁷ With the exception of Seventh Decade Productions, Inc.

¹⁸ Tr. Hearing 8/10/07 p. 6-12 - p. 29-116

After the August 10 2007 Agreement was recited on the record it was reduced to an Order dated that same day All counsel including counsel for Bradley and Dallas remained at the Courthouse and worked on the proposed language for the Order

The August 10 2007 Order, in part stated that [r]emaining PRs and/or Remaining Trustees shall mean Alfred A Bradley and Albert H Dallas ' As PR/Trustees Dallas and Bradley agreed not to take action for the Estate and/or Trusts and/or any Brown Entity without the written consent of the SAs Hammond was present at the August 10 2007 hearing ⁴⁹

The August 10 Agreement and Order in addition to confirming Cannon's resignation provided

1 To the extent not terminated prior to the date of this Agreement the service of all attorneys accountants and/or financial advisors engaged by the Estate the Brown Trusts and the Brown Entities is hereby terminated and the remaining PRs and Trustees shall secure and deliver to [a central location] all files of James Brown the Estate the Brown Trusts and/or the Brown Entities from such attorneys accountants and/or financial advisors The new accountant for the Estate the Brown Trusts and all Brown Entities shall be William E Sellars Jr CPA ⁵⁰

2 This Court orders and directs the delivery to [a central location] of all files and documents in the possession of all attorneys, accountants and other financial advisors whose service has been terminated as set out herein and who have rendered prior service to James Brown the Estate of James Brown any Brown Entity and/or any Brown Trust ⁵¹

⁴⁹ Tr Hearing 11/20/07 pp 325 326

⁵⁰ Certain attorneys including L& B were excepted from the termination

⁵¹ On the same day the Court entered its Order Confirming Engagement of Counsel for All Plaintiffs in NY Case That action is being pursued and the counterclaim defended by the Estate JBE Inc and The New James Brown Enterprises Inc [sic] a d/b/a used by Mr Brown The suit was commenced in 2006 prior to Mr Brown's death The Trust is not a party

The August 10 Agreement and Order also set out certain administrative functions to be performed by the PR Trustees within the following 3 months many of which related to tax and accounting matters. As stated above William Sellars CPA was designated CPA for the Estate the 2000 Trust and all Brown Entities⁵

⁵ Among the functions to be completed within 3 months of August 10 2007 was the Application for Recognition of the charitable status of the James Brown "I Feel Good" Trust by the Remaining Trustees. This was not completed when Dallas and Bradley resigned. It was filed by Buchanan and Pope on December 5 2007 after they became Trustees [Affid. Pope dtd 12/14/07]

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On August 10 2007 this Court issued a separate Order confirming Engagement of Counsel for all Plaintiffs in the NY Litigation ⁵³

By August 15 2007 more than 80 boxes were delivered by Cannon Dallas Bradley and L&B to the central location set out in the Agreement and Order of August 10 They were represented to be the entire files of Cannon Dallas and Bradley related to James Brown the Estate the Trust and the Brown Entities Hammond as one of the terminated attorneys delivered what was represented to be his entire file ⁵⁴ The PR/Trustees the SAs and other counsel⁵⁵ were given free access to the boxes, which were designated as the Brown Historical Documents

⁵³ The August 10th Order confirming counsel in the NY Litigation recited that it is believed the owner of [JBE Inc] is either the Estate of James Brown or the [2000 Trust] or both It also said that the PRs Trustee of the 2000 Trust and SAs had ratified the engagement of H&H but that despite this GT had not signed a consent to substitution [Order Counsel dtd 8/10/07]

⁵⁴ None of the purported July 26/28 2007 documents about which Dallas and Bradley testified on March 7 2008 were delivered Nor were the files of GT and Powell Goldstein delivered The Court notes that they still have not been delivered but should be Both appear to contain important information about the period prior to August 10 2007

⁵⁵ With certain exceptions related to purported privileged documents

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On August 22, 2007, L&B as [c]ounsel for Remaining [PR s] and Trustees⁶ filed with the Court documents seeking to obtain relief related to not assisting Cannon. The purported Hammond appointment and situs issue were not mentioned.

On August 27, 2007, Dallas and Bradley, as [PRs] and Trustees of the 2000 Trust, moved this Court for an accounting by Cannon.⁷

On August 31, 2007, this Court issued the requested Order confirming that L&B as counsel for the Remaining PR/Trustees should not assist Cannon in discovery matters.

⁶ Bradley and Dallas

⁷ The purported July 26/28 Hammond appointment and situs issue were not mentioned.

) On August 31 2007 Dallas and Bradley as Remaining PR/Trustees filed a Motion asking the Court to declare that JBE Inc was an asset of the Estate – not of the 2000 Trust Buchanan and Pope did not join in the motion or make any similar motion No reference was made to the events of July 26/28 ⁵⁸

On September 7, 2007, Dallas and Bradley as PR/Trustees supplemented their Motion to require Cannon to account

On September 7 2007 Bradley filed a claim against the Estate for Compensation as PR of the Estate and Trustee of the 2000 Trust plus a percentage of a large number of other projects and assets ⁵⁹

On September 7 2007 Dallas filed a claim against the Estate for Compensation as PR of the Estate and Trustee of the 2000 Trust plus \$624 876 and other amounts ⁶⁰

) ⁵⁸ In testimony given on February 7 2008 Dallas stated that he believed the representation of JBE Inc ownership by the Estate to be false

⁵⁹ Celebrity Duck 10% of Revenues Doll Deal 5% of 300 000 Georgia Lina record 6%, Godfather of Soul Publishing now Geronimo Music L L C 6% of revenues 10% of any revenues earned due to blank tapes sold by Alliance of Artists and Recording Companies for Brown recordings 10% of any revenues earned due to the marketing and/or exploitation of master recordings 5% of the royalties received from the James Brown Doll [Claim of Bradley filed 9/7/07 Affid A Pope dtd 12/14/07 Exhibit I]

⁶⁰ The claim was based on a purported oral contract by which Mr. Dallas asserts he would receive 5% of Mr. Brown's and his enterprises' gross revenue, 5% of revenues from Teddy Bear Productions as agent for Hakuhdo Advertising Agency, 25% of royalties received from the James Brown Doll, 10% of revenues from God Father of Soul Publishing, 5% of Global Gaming revenue, 5% of revenues from the sale of Mr. Brown's writer's share music, and 5% revenues from the 1991 pay per view recording. [Claim of Dallas filed 9/7/07 Exhibit B]

On September 12, 2007 Buchanan and Pope as SAs joined Dallas and Bradley in a recommendation that there be further delay in any hearing on the removal of Dallas and Bradley ⁶¹

On September 14, 2007 Cannon filed a Motion to Alter or Amend the Order related to his return of the remaining \$373 000 belonging to M&T Bank (for application to the TIAA debt)

On September 17 and 26 2007 terminated accountant Phil Farr in communication with terminated Hammond and Cannon, prepared, signed and filed amended Income Tax Returns for JBE Inc for the year 2006 The Amended Returns purported to change ownership of JBE Inc from Mr Brown to the 2000 Trust [Tr Hearing 11/20/07, pp 246 247 Ex 19 & 20]

On September 17 2007 attorneys Eric S Bland and Ronald I Richter Jr filed a Notice of Appearance on behalf of Cannon in this matter

On September 20 2007 the Attorney General of South Carolina moved to intervene in this proceeding No objection was made to his intervention

On September 20 2007 attorney Stephen L Brown filed a notice of appearance herein on behalf of M & T Bank under Indenture of Teachers Insurance and Annuity Association ("TIAA ") to whom the \$900 000 00 check was payable

On September 20, 2007 Cannon filed a Return to Motion for Accounting

⁶¹ Active discovery on the issue of removal and accounting of Cannon Dallas and Bradley as PR/Trustees had been ongoing This Court issued several Orders related to discovery including commissions for out of state depositions At the time the SAs did not know of the July attempt to move the situs of the Trust to Georgia Nor did they know of the post death Dallas Schedule B to the 2000 Trust or that Dallas and

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On September 24 2007 this Court issued a confidentiality Order related to Cannon's financial statements

At the hearing on September 24 2007 in open court Dallas and Bradley individually and as Co Trustees of the Trust and Personal Representatives of the Estate entered into evidence a Stipulation through their counsel Jackson [Tr Hearing 9/24/07 Ex 3] They asserted that they were the remaining PRs and Trustees They asserted that

the only assets belonging to the Trusts as of the date of death of James Brown were (a) all ownership interests in the residence of the deceased James Brown including all land of approximately 60 acres, improvements and its fixtures located at Beech Island [SC] and (b) possibly the sum of fifty (\$50) dollars **No other assets had been properly transferred and accepted by the Trustees as trust assets**

2 [JBE Inc] is an asset of the Estate and not presently of the Trusts [emphasis supplied]

Cannon had filed a motion related to JBE Inc that Dallas knew to be false

Buchanan and Pope as SAs refused to join in the stipulation ⁶²

Cannon was Ordered by the Court to repay the additional \$373,000.00 he had misappropriated. He has not done so.

At the September 24th 2007 hearing Dallas and Bradley as PR/Trustees, argued vigorously that JBE Inc was an asset of the Estate of James Brown not of the 2000 Trust. As Trustees they asserted that the stock had never been transferred to them. They cited the tax returns as the best evidence JBE Inc ⁶³ was never transferred to the 2000 Trust [Tr Hearing 9/24/07 pp 45 46]

On September 25 2007 the initial Estate Tax Returns and payments were due for the Estate. No payments were made by Bradley and Dallas with the Extension Request. No date of death Inventory of assets of the Estate or Trust was completed by Cannon Bradley or Dallas.

⁶² On February 7 2008 Dallas testified that the assertions in the Stipulation were false. Dallas asserts that he was coerced into filing the August 31 motion and the September 24 Stipulation by Pope and Buchanan. There is simply no evidence to support this conclusion.

⁶³ The 2000 2005 Tax Returns of JBE Inc showed Mr Brown as the sole owner.

On September 26 2007 Cannon filed claims against the Estate seeking more than \$1 Million and a percentage of past and future revenues ⁶⁴

On October 2 2007 this Court issued its Order that Cannon had failed to account as required

By Order dated October 4 2007 the South Carolina and Georgia Attorneys General were granted permission to intervene in this matter to represent and protect the interests of any beneficiaries of any Charitable trust created by the Will or 2000 Trust ⁶⁵

On October 15 2007 Dallas wrote Phil Farr CPA, a letter confirming Farr's termination as of August 10 2007

About October 16 2007 Farr signed and filed amended tax returns he prepared for three years for JBE Inc. The amended tax returns again claimed the 2000 Trust – not Mr. Brown – was the owner of JBE Inc. ⁶⁶

⁶⁴ The claim of Cannon seeks Five percent (5%) of all revenue generated by gross bookings royalties and any other funds generated by James Brown Enterprises Inc. from whatever source and two and one half percent (2.5%) for the handling of vintage revenue. Ongoing claim for all revenue earned and not paid prior to death and all revenue earned since date of death and all future revenues of James Brown Enterprises Inc. [Claim of Cannon filed 9/26/07 Affid. A. Pope 12/14/07 Exhibit J]

⁶⁵ The subsequent pro hac vice admission of Grace Evans Lewis Georgia Assistant Attorney General was later revoked

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⁶⁶ Mr. Cannon in testimony on November 15, 2007, said he directed the preparation of the returns to save the Estate \$39 Million. Neither Farr nor Cannon adequately explained the ownership change. Cannon has exercised his 5th Amendment rights in all hearings after November 15, 2007.

On November 2, 2007, the SAs (acting without Bradley and Dallas) petitioned for an Order to allow engagement of J. Kendall Few, Esquire and James Gilreath, Esquire to represent the Estate and/or the 2000 Trust in connection with losses by Cannon and others from 1999.⁶⁷

On November 9, 2007, Bradley and Dallas as PR/Trustees amended their motion related to JBE, Inc., asking the Court to determine whether JBE, Inc. was an asset of the Estate or Trust.

On November 12, 2007, most of the acknowledged children and grandchildren of Mr. Brown amended their Petition for Removal of Personal Representatives to seek immediate removal of Bradley and Dallas.

On November 13, 2007, the South Carolina Attorney General opposed the motion to engage counsel to seek redress for losses by Cannon and others since 1999.

On November 15, 2007, a hearing took place in Bamberg, South Carolina. After a full day, it was continued on Tuesday, November 20, 2007. Jackson appeared on behalf of the PR/Trustees, as did attorneys from L&B. At the hearing, testimony was taken by Cannon, Farr, and Hammond. None of the three mentioned the events of July 26, 2008.

By November 15, 2007, Cannon had refused to repay the remainder of the wrongfully misappropriated funds.

⁶⁷ The authorization request included any subtrust of the 2000 Trust including the James Brown "I Feel Good" Trust and the Brown Family Education Trust and/or James Brown Enterprises, Inc. and/or James Brown LLC and/or James Brown Royalty Venture SPC and/or any other entity owned or controlled by any one of them, as their interests appear. As cited in the motion, in accordance with their inability to act under the August 10 Agreement and Order because of conflict, Bradley and Dallas did not participate in the motion or selection or engagement of counsel.

in January 2007 and all five members accepted the appointment⁷³ No one of these five has appeared in person or by affidavit in the fifteen months this matter has been pending

On December 14 and 17 2007 Buchanan and Pope served affidavits outlining the reasons for their belief that Bradley and Dallas should not return to any fiduciary capacity and why the same person(s) needed to serve as both PR and Trustee to protect and defend Mr Brown s Estate Plan

On December 18 2007 Pope and Buchanan withdrew the former PR/Trustees Motion Related to Ownership of JBE Inc

On December 20 2007, Bradley and Dallas filed a motion for recusal addressed to this Court The motion was orally denied after hearing on January 9 2008 The oral Order denying recusal was followed by a written order dated February 19 2008

all sources merely to provide security for the home estate (owned by the Trust) in which assets belonging to both the Estate and Trust are located

⁷³ This conflicts with the testimony of Pope on March 7 2008 that she was advised by Dallas and Bradley in the fall of 2007 while they were working on the application for The James Brown I Feel Good Trust that no Advisory Board existed

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Between December 20 and 26 2007 Tommie Rae Hynie Brown and most of the
acknowledged children and grandchildren of Mr Brown filed multiple suits challenging the
validity of both the Will and the 2000 Trust ⁷⁴

On December 28 2007 most of the acknowledged children and grandchildren of James
Brown served a Return to Motions to Vacate, Alter or Amend, asserting that Buchanan and
Pope's appointment should be confirmed and Dallas and Bradley not allowed to return

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⁷⁴ These matters are still pending The three beneficiaries who support the validity of the Trust are 21
year old grandson Forlando Brown his brother Romunzo and his father Terry Brown Forlando Brown
testified under oath that he believed that Cannon Dallas and Bradley have done nothing wrong and should
not have resigned [Tr Hearing 2/7/08 p 23]

On or about January 2, 2008, Forlando Brown, represented by Powell Goldstein, former counsel to the 2000 Trust, filed suit in the Federal District Court for South Carolina for a declaration that Buchanan and Pope have no authority to serve as Trustees of the 2000 Trust.⁷⁵

On January 9, 2008, Bradley and Dallas participated in hearings before this Court related to the Will and Trust.⁶ Dallas and Bradley both testified before this Court. Neither advised the Court of the events of July 26-28, 2007, or the purported appointment of Hammond.

On January 9, 2008, this Court approved the engagement of counsel to recover losses to the Estate/Trust and Brown Entities by Cannon and others from 1999.

On February 5, 2008, through Mr. Few and Mr. Gilreath, Buchanan and Pope as PR/Trustees brought an action against Cannon, Dallas, Bradley, Joel Katz, GT and Enterprise Bank. The suit seeks actual and punitive damages in connection with more than \$12 million in alleged losses since January 1, 1999.⁷⁷

⁷⁵ By its terms the James Brown 2000 Irrevocable Trust, upon the death of James Brown, will divide into 2 Trusts: the James Brown "I Feel Good" Charitable Trust and the Brown Family Education Trust. Neither subtrust was funded on November 20, 2007, when Buchanan and Pope became PR/Trustee. Because of the contest to the validity of the Will and Trust, they cannot now be funded.

⁷⁶ In December and January, Forlando Brown, Terry Brown and Romunzo Brown sought certain relief related to their interest in the 2000 Trust. Others sought relief related to the intervention of the Georgia Attorney General in this and other matters related to the 2000 Trust.

⁷⁷ Even if they returned as Trustees, Cannon, Dallas and Bradley could not pursue these claims on behalf

) On March 5, 2008, Bradley and Dallas each filed suit against Buchanan and Pope as PRs of the Estate. They seek payment of the amounts set forth in their claims. Those cases have been removed to this Court.

On March 7, 2008, the hearing in this matter was held.

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of the Estate or Trust against themselves

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On March 9 2008 Cannon⁸ filed a suit against the Estate seeking payment from the Estate as set out in his claims That case has been removed to this Court pursuant to 62 1 302(d)

On March 13 2008 prior to the entry of this Order Dallas and Bradley filed a Motion for Relief from this Court's Order dated August 10 2007 as it relates to the Trustees serving on that day⁷⁹ They ask that the August 10 Order, which memorializes the Agreement read into the record not apply to the Trustees

LAW AS TO SUBJECT MATTER JURISDICTION

This is a consolidation of several actions commenced in the Probate Court relating to the removal appointment and accounting of PRs and Trustees The actions are clearly removable under § 62 1 302(d) as set out in the removal Orders of the Probate Court and this Court's earlier Orders The several cases were properly removed by the Probate Judge on her own motion Any failure of a party to attach a Summons if required was waived by appearance of the PR/Trustees and other parties Parties were added and deleted

Under § 62 7 202 Bradley and Dallas accepted the Trusteeship of a Trust having its principal place of administration in South Carolina and submitted personally to the jurisdiction of the Courts of this state regarding all matters involving the Trust

⁷⁸ Represented by Angela M Kirby Esquire and Thomas E Lydon Esquire

to the extent that it is applicable to the [2000] Trust or the Trustees serving thereunder

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Bradley and Dallas at a minimum did not exercise reasonable care to prevent a co
Trustee from committing a serious breach of trust after the death of Mr Brown Bradley and
Dallas never dissented to Cannon's actions In fact it now appears they may be seeking his
return as Trustee Equity could not allow the return of a Trustee who exercises his Fifth
Amendment rights when questioned about his financial dealings with the Trust

This Court finds that under § 62-1-106 of the S C Probate Code statements have been
filed and made by Cannon Bradley and Dallas which have been used to circumvent the
provisions and purposes of the Probate Code as enumerated in § 62-1-102

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This Court finds that Bradley and Dallas admit that they have violated § 62-7-810 by not
keeping adequate records of the administration of the 2000 Trust Over a period of a year
Bradley and Dallas have made conflicting and changing statements and filings including
statements under oath and by Stipulation They have changed what they assert are the assets of
the 2000 Trust The same is true with respect to the assets of the Estate

Dallas and Bradley have not complied with § 62-7-813 to keep the qualified beneficiaries
of the 2000 Trust reasonably informed The copy of the Trust provided to the qualified
beneficiaries pursuant to § 62-7-813(c) (and to the SAs) now appears to have been created in part
by one or more Trustees after Mr Brown's death

On November 20 2007 Dallas and Bradley were faced with what (it is now known) was
a great possibility of removal as PR/Trustees They had faced it before on August 10, 2007 On
August 10 2007 they entered into an Agreement On November 20 2007 they resigned

) By their agreement to resign Bradley and Dallas were spared possible removal and the SAs and all qualified beneficiaries consented not to have the hearing. They sought and obtained, this Court's approval of the resignation as well as that of the beneficiaries.⁸⁰

On November 20, 2007, Bradley and Dallas sought the protection of the Court and the agreement of the qualified beneficiaries as well as the South Carolina Attorney General to resign without nominating a Successor. This offer was accepted by the Court in a proceeding in which Dallas, Cannon and Bradley as PR/Trustees have been parties for months. The jurisdiction of the Court to accept the consent resignation and appoint a Successor is clear.

**SERVICE OF POPE AND BUCHANAN AS
PERSONAL REPRESENTATIVES AND TRUSTEES**

At the March 7, 2008 hearing Pope testified that having separate PRs and Trustees under the facts of the Brown Estate and Trust would complicate the efforts of the PR/Trustees to alleviate the problems caused by Cannon, Dallas and Bradley. She testified that the Estate/Trust was unable to meet its obligations and could not bear the additional expense. Further, she asserted that she and Buchanan believed that they could not carry out their fiduciary duty to properly administer the assets and defend the Estate Plan if they did not hold both the PR and Trustee positions. Pope testified that she and Buchanan defined these duties as

1. Preventing the return of Cannon, Dallas and Bradley to any position of authority or control of the Estate/Trust or Brown Entities.
2. Defending the Estate Plan of James Brown against all challenges to the Will and Trust and the claim of Fommie Rae Hynie Brown.

⁸⁰ See § 62 / 410 et seq. for the various combinations of qualified beneficiaries, fiduciaries and others who may modify trust terms, including service of trustees, with and without Court permission.

-) 3 Resolving and defending the approximately \$50 Million of claims against the Estate
- 4 Preserving assets of the Estate/Trust

Buchanan and Pope without objection introduced the affidavit of attorney Rita B Cullum a certified specialist in Estate Planning and Probate law Ms Cullum's affidavit supports the position of Buchanan and Pope that it is customary and appropriate for the same persons to serve both as PRs and as Trustees in a unified Estate Plan such as Mr Brown's

The Will and Trust of Mr Brown clearly contemplate that the same persons will be both PRs and Trustees They set out broad powers for the interaction of the two For example, Article XXV (25) says [t]he fact that the Grantor's personal representative and the Trustee are the same shall in no way affect the validity [of a right in the Trustee to purchase or sell to the Estate]

) In summary, the service by Buchanan and Pope as both PRs and Trustees is appropriate efficient and contemplated by the documents

The extraordinary twists and turns which this Estate/Trust has taken suggest that there may be a need for a special administrator and/or special trustee at some time in the future This Court finds that Buchanan and Pope were properly appointed have properly performed and should continue in both capacities This does not prevent them, or any other Interested Person, from seeking the appointment of a special fiduciary when and as needed

NO ADVISORY BOARD

The provisions of Mr Brown's Will and 2000 Trust with respect to succession of PR/Trustees upon a resignation are similar but not identical Since no challenge has been made

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to the appointment of Buchanan and Pope as PRs the minor differences are not discussed
herein⁸¹

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⁸¹ See Item IV of the Will

2000 Trust Articles VIII(6) and XIII relate to the possible role of an Advisory Board in the selection of a Successor Trustee. Article VIII(6) says the Advisory Board shall have three (3) initial members to be designated in/or by a separate writing reference thereto being craved and to be given effect as if such Advisory Board Members were set forth herein. There is however no provision for succession of the Advisory Board itself⁸²

A document dated August 1, 2000 and entitled Advisory Board recites that James Brown appointed an Advisory Board of Willie Glenn, Ella Overton and Deanna J. Brown Thomas. None were serving as of the November 20, 2007 resignation.

Pope testified that she was aware that Trustee Dallas had mentioned names of certain prominent persons as Advisory Board members. She testified however that Dallas had confirmed in the fall of 2007 that no Advisory Board existed. Pope testified that the issue came up in the context of work on the Application for Charitable Recognition of The James Brown 'I Feel Good' Trust. She asserted that one or both of Dallas and Bradley confirmed to her and to the accountant William Sellars, that no Advisory Board existed. Neither Dallas nor Bradley denied this.

Although Dallas and Bradley testified that they, and Cannon, had designated certain persons to be members of the Advisory Board after Mr. Brown's death, no documents were presented to show either how the original Advisory Board was deconstituted or how any successor Advisory Board was formed or functioning.

⁸⁷ The Trustee(s) may consider but are not obligated to follow advisories as propounded by the Advisory Board. See Article VIII(6).

It is unclear from the 2000 Trust whether the original three members of the Advisory Board even have the authority to select a Successor Trustee. This Court does not have to reach that question since there was no evidence that the persons selected by Cannon, Dallas and Bradley had ever served or functioned as an advisory board.

More than sixty (60) days have elapsed since the well publicized resignation of Bradley and Dallas and no person has stepped forward to assert status as a member of the Advisory Board on November 20, 2007.⁸³

This Court finds that the provisions of the Trust related to the role of an Advisory Board in the selection of successor Trustees are not applicable here. Even if one existed, Cannon, Dallas and Bradley as resigned PR/Trustees would have no standing to challenge how it functioned. This Court, in appointing Buchanan and Pope, complied with S.C. Trust Code 62-7-704 as well as Article XIII of the Trust (and Item IV of the Will).

NO APPOINTMENT OF SUCCESSOR TRUSTEE

Article XIII of the 2000 Trust provides that a resigning Trustee may appoint a Successor. No such appointment⁸⁴ was ever made.⁸⁵

⁸³ Dr. Leonard McIntyre and Ms. Inez Tenenbaum were appointed to the Advisory Board by Buchanan and Pope after November 20, 2007.

⁸⁴ Except for the possible secret attempted Hammond appointment in July 2007 discussed below.

⁸⁵ When Cannon resigned as PR/Trustee on August 10, 2007, the remaining PR/Trustees did not attempt to implement the nomination/Advisory Board succession procedure.

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Under the 2000 Trust if a resigning Trustee fails to appoint a Successor then the Court having jurisdiction over this Trust shall select the successor Trustee That is what happened in this case

Upon their resignation Dallas and Bradley surrendered bank accounts the Estate home and control to the Successors on November 20 2007 All individual beneficiaries of the Trust heirs and devisees ratified the resignations and the appointment of Buchanan and Pope as successor PR/Trustees Buchanan and Pope accepted the appointments Under Article XIII of the Trust Buchanan and Pope now succeed to and have all the rights powers and duties authority and responsibility conferred upon the Trustee originally named herein ¹⁸⁶

PURPORTED APPOINTMENT OF WILLIAM HAMMOND AS TRUSTEE

The testimony of Dallas and Bradley on March 7 2008 that they had taken secret action on July 26 or July 28 2007 to appoint Hammond as Trustee and to remove the situs of the Trust to Georgia raises numerous disturbing issues The failure to disclose raises issues under the first Order for Appointment of SAs dated February 19 2007 which directed the PRs to inform the Special Administrator of all matters that concern the administration of the Estate Surely the appointment of a Trustee and an attempt to transfer the situs of the Estate s primary devisee to another State would qualify as essential information

Dallas and Bradley through attorneys Stan Jackson Keith Babcock and others filed numerous documents between August 10 2007 and November 20 2007 in which they represented themselves to be sole remaining Trustees They represented to this Court since August 10 2007 that they were the remaining Trustees On August 10, 2007, as the sole

¹⁸⁶ The only exception is their right not to appoint a third PR/Trustee

remaining PR/Trustees they asked this Court to approve an Agreement by which they would not be immediately removed. They supported the Agreement and this Court's August 10, 2007 Order with their representations and affidavits confirming full disclosure.

PROPRIETY OF ACTIONS OF SPECIAL ADMINISTRATORS

This Court has reviewed the record of Buchanan and Pope and found that their service in light of the emerging facts related to the former PR/Trustees has been outstanding. As required by this Court's Orders of February 9, 2007 and March 7, 2007, Buchanan and Pope made every effort to reach consensus with the PR/Trustees where possible. Only after nearly three months of refusal of access to documents did they seek Court guidance to obtain access to records.⁸⁷

Upon discovery of the \$900,000.00 which was payable to M&T Bank, Buchanan and Pope did not accuse all three Trustees. Instead, they sought immediate removal only of those responsible for the misappropriation. Buchanan and Pope gave Bradley and Dallas the benefit of the doubt. Bradley and Dallas, however, did not accord Buchanan and Pope the same treatment. They did not inform Buchanan and Pope of attempts to change either Trustees or the situs of the Trust.⁸⁸

⁸⁷ The Court's Order of February 19, 2007, which it is now apparent, was repeatedly violated by Cannon, Dallas, and Bradley, directed the PRs to keep the SAs fully informed of all matters that concern the administration of the Estate.

⁸⁸ The Court notes that the Trust's attorneys, Frank S. MacGaughey III and William B. Shearer, Jr. of Powell Goldstein, sent papers to remove the Trust to Georgia on July 10, 2007, just days before the misappropriated \$900,000.00 was discovered by Pope and Buchanan on July 17, 2007. According to Dallas and Bradley, they were then signed just after the discovery. Then a week later Dallas and Bradley filed affidavits saying they knew nothing of the \$900,000 misappropriation until after it was discovered by the SAs.

Jackson filed notice that he represented Bradley and Dallas on August 3, 2007. He later filed numerous documents and made representations to the Court that he represented Dallas and Bradley as the remaining PRs and Trustees. Neither he nor they mentioned Hammond or the purported situs change. Jackson was with Bradley and Dallas when they recited the August 10, 2007 Agreement they had reached with the SAs to prevent an immediate hearing on their removal as PRs and Trustees. Jackson filed on their behalf as PRs and Trustees the motion to declare JBE, Inc. an asset of the Estate rather than the Trust. In short, during the more than three months from August 10, 2007 until their resignation, neither Bradley nor Dallas gave any indication of the purported secret appointment of Hammond. Nor did they, Jackson or Hammond advise the Court or anyone of the purported (but ineffective)⁸⁹ situs change.

The actions of Hammond himself are wholly inconsistent with his election as Trustee. He appeared in Court on August 10, 2007 while Cannon was resigning and the Agreement was recited by which Dallas and Bradley temporarily remained as PR/Trustees. Pursuant to the Agreement and Order, he turned over what was supposed to be his entire file to be retained with Historical Documents. Along with other members of his firm, Hammond filed a claim against the Estate of James Brown for services rendered up to the time of his termination by the August 10, 2007 Order.⁹⁰

On November 30, 2007, Hammond signed an affidavit, filed with this Court stating that he believed Mr. Brown's net estate to exceed \$85 million. He did not tell the Court he had ever

⁸⁹ Dallas admitted that the statutory requisites for transferring the situs of a Trust out of state were not met [Tr. Hearing 3/7/08 pp.]

⁹⁰ The Court takes judicial notice that the claim and accompanying documents give no indication of Hammond's purported appointment as Trustee.

been appointed a Trustee. He asserted that false charges were asserted against Cannon, Dallas and Bradley. He asserted that the Trust assets have been valued at over \$20 million and may be worth more than \$80[million] if [JBE Inc.] owns the rights to James Brown's image and persona.

Hammond asserts that after the first meeting with Buchanan and Pope on March 23⁹¹ he advised Cannon, Dallas and Bradley that they were sitting ducks for attempted removal because of high (5%) fees payable to Personal Administrators in South Carolina. Hammond's affidavit did not disclose that he was purportedly a Trustee. Nor did he address the more than 10% claimed by Dallas, Cannon and Bradley. The Court notes that Hammond, Jackson and Dallas are all attorneys and officers of the Court who understand the consequences of false and misleading representations.

The Court is deeply concerned with the revelations of March 7, 2008. For purposes of this Order, however, they are important only to confirm that the appointment of Buchanan and Pope should be affirmed and that Cannon, Dallas and Bradley should not return to any position of trust and confidence with respect to the Estate of James Brown or the 2000 Irrevocable Trust.

Based on the foregoing, it is ORDERED, ADJUDGED AND DECREED:

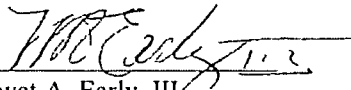
1. All motions to reconsider, revoke and/or modify the appointment of Robert L. Buchanan, Jr. and Adelle J. Pope as Person Representatives of the Estate of James Brown and Trustees of the James Brown 2000 Irrevocable Trust and its subtrusts deceased are hereby DENIED.
2. This matter is remanded to the Probate Court for Aiken County for the sole purpose of issuing a certificate of appointment and such additional certificates of appointment as shall be requested, confirming that pursuant to the Orders of this Court dated August 10, 2007, November 20, 2007, March 7, 2008 and this Order.

⁹¹ Buchanan and Pope assert that their first meeting with Hammond was on March 26, 2007.

1 the said Robert L Buchanan Jr and Adele J Pope were appointed Personal
Representatives of the Estate of James Brown and Trustees of the James Brown
2000 Irrevocable Trust on November 20 2007 and that such appointments
remain in full force and effect

- 3 The costs of this action including reasonable attorneys fees, shall be equitably
charged to Cannon Bradley and Dallas pursuant to South Carolina Trust Code §
62-7 1004 Such amounts shall be determined by affidavits and brief arguments
(without testimony) at the hearing to be held on May 9 2008
- 4 Without affecting the validity or finality of the appointment of the PR/Trustees,
the Attorney General of South Carolina or any Interested Person may bring an
action in the appropriate Court to determine the effect, if any on the 2000 Trust of
the July 26/28 documents if found
- 5 All future filings in connection with this matter shall bear the caption attached as
Exhibit A

AND IT IS SO ORDERED


Doyet A. Early, III
Resident Judge, Second Judicial Circuit

April 8 2008
Sumner, South Carolina

STATE OF SOUTH CAROLINA

In The Court of Appeals

APPEAL FROM AIKEN COUNTY
Court of Common Pleas, Second Judicial Circuit

Doyet A Early, III, Presiding Judge

Docket No 2007-CP-02-0122

Ex Parte David G Cannon

APPELLANT,

v

Ex Parte Georgia Attorney General's Office, South Carolina Attorney General's Office, Terry Brown, Romunzo Brown, Forlando Brown, Darren Lumar, M&T, Tommie Rae Hynie Brown, Stephen L Slotchiver, The GAL of James James B II, Larry Brown, Daryl Brown (individually and on behalf of his minor children Lindsey Delores B and Janise Vanisha B), Vanisha Brown, Deanna J Brown Thomas (individually and on behalf of her minor child Jackson B), Yamma N Brown Lumar (individually and on behalf of her minor children Sydney L and Carrington L), Tonya Brown, Robert L Buchanan Jr and Adele J Pope, as Special Administrators, Albert Dallas and Alfred A Bradley, as Personal Representatives of the Estate of James Brown a/k/a James Joseph Brown

RESPONDENTS,

In Re The Estate of James Brown, a/k/a James Joseph Brown,

RESPONDENT

PROOF OF SERVICE

The undersigned certifies that a copy of **RESPONDENTS' APPENDIX TO THE RECORD ON APPEAL** has been served upon counsel of record by depositing a copy of the same, first-class postage prepaid, in the United States Mail, on the 17 day of May, 2011, to the address shown below

**Max N Pickelsimer, Esquire
WARNER, PAYNE & BLACK, L L P
1122 Lady Street, Suite 1200
Post Office Box 2628
Columbia, South Carolina 29202**

A handwritten signature in black ink, appearing to read 'Max N. Pickelsimer', written over a horizontal line.

May 17, 2011

Handwritten scribble or signature.