

Exhibit B

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STATE OF SOUTH CAROLINA)	IN THE COURT OF COMMON PLEAS
)	
COUNTY OF AIKEN)	Case No. 2013-CP-02-1337
)	
Adele J. Pope,)	
)	
Plaintiff,)	
)	
v.)	REPLY TO MEMORANDUM IN
)	OPPOSITION TO
Estate of James Brown, Deceased; The)	MOTION TO ALTER OR AMEND
James Brown 2000 Irrevocable Trust; Russell)	AND/OR RECONSIDER AND VACATE
L. Bauknight, Individually, as former)	MARCH 4, 2014 ORDER
<i>Executor de son tort</i> , and in every current)	DISMISSING CLAIMS UNDER RULE
and former fiduciary status claimed or held as)	12(b) ON BEHALF OF RUSSELL
to the Estate of James Brown and the James)	L. BAUKNIGHT, INDIVIDUALLY
Brown 2000 Irrevocable Trust,)	
)	
Defendants.)	
AND:)	
)	
Robert L. Buchanan, Jr.,)	
Interested Party.)	

Plaintiff responds to the Memorandum of Russell L. Bauknight, Individually, referenced above which was served on Plaintiff on March 18, 2014. Plaintiff relies on and incorporates her original motion and filings as supplemented herein.

Plaintiff also asks the Court to accept and consider the record of the hearing held on March 19, 2014 in Federal District Court Case No. 30:08-cv-0014-WOB before the Honorable William O. Bertelsman.

Seeking the Same Relief in Two Courts at the Same Time is Unfair

Mr. Bauknight asserts in the Memorandum that this Court has jurisdiction to proceed with his motion to dismiss the complaint in this case, allowing Mr. Bauknight, individually, to evade any review of four years of wrongdoing during his *void*

PR/Trustee service. At the same time, through other counsel, he is seeking the same relief, *individually*, in the South Carolina Court of Appeals . On March 13, 2014 he filed, *individually* and as a fiduciary, a motion to dismiss the appeal of the January 7, 2014 Order he tells this Court in his Memorandum applies only to Mr. Bauknight as a fiduciary.

This attempt of Mr. Bauknight, *individually*, to double-team Appellant and Robert Buchanan, Jr. through use of counsel of record for the Estate/2000 Trust is unfair.

It should not be allowed. The Court should void the March 4 Order for lack of jurisdiction.

Mr. Bauknight is Liable, Individually, for Improper Actions as PR/Trustee

Mr. Bauknight appears to claim that because he took improper actions while acting as PR/Trustee under the void May 26, 2009 appointment, he is not personally liable. This is not the case. Mr. Bauknight is liable under SCPC 62-3- 1005 and other sections to account for and disgorge damage from intentional acts, fraud, misrepresentation, or inadequate disclosure related to the settlement of Mr. Brown's estate.

For example, Mr. Bauknight's continued service *today* as agent for Ms. Hynie and her son in Richland County Case 2010-CP-40-4900 (the "Wingate Suit") is an intentional wrong. Mr. Bauknight must account *individually* for damage it causes.

Under *Wilson v. Dallas* Mr. Bauknight's \$563,0000 payment of Estate money to Mr. Wingate's firm in 2012, in addition to his 40% contingency, may be subject to disgorgement by Mr. Bauknight *individually* if he cannot recover it from Mr. Wingate.

Mr. Bauknight, individually, must also answer individually, for Plaintiff's counterclaims against the Estate/2000 Trust in the Wingate Suit. It was he – representing Ms. Hynie and others directly adverse to the Estate/2000 Trust – who moved to strike Plaintiff's 2012 Offer of Judgment which would have relieved the Estate/Trust from default and resolved its counterclaim liability in the Wingate Suit. Mr. Bauknight's *individual* decision to leave the Estate/2000 Trust in default and liable for counterclaims intentionally put the Estate/2000 Trust in peril. It was done for the benefit of Ms. Hynie, her son and other non-devisees.

Mr. Bauknight, *individually* and intentionally, made the decision to withhold payments due Mr. Buchanan and Plaintiff under the January 8, 2008 Order for years while they accrued interest *at the legal rate*. He is still withholding, intentionally, a \$47,000 court-approved SA payment due since January 2008 although funds have been available for years. This is an improper, intentional act of Mr. Bauknight. While the Estate/2000 Trust is liable to Plaintiff, Mr. Bauknight must account and disgorge the portion of the interest attributable to his intentional withholding to secure an advantage for Ms. Hynie, her son and other non-devisees he serves in the Wingate Suit.

Mr. Bauknight also *individually* and intentionally, concealed under the South Carolina Freedom of Information Act ("FOIA") and the Probate Code the \$4.7 million "appraisal" of Brown's music empire during his void PR/Trustee appointment. He continues to conceal it today, in violation of his fiduciary duty.

Mr. Bauknight's false \$4.7 million "appraisal" served as the basis for the South Carolina Attorney General, for more than two years, to falsely claim Robert Buchanan, Jr. and Plaintiff committed the federal felony of improperly overstating the value of Mr.

Brown's assets to the IRS by \$79 million to secure a \$5 million commission. Mr. Bauknight intentionally made that same claim while purporting to speak as an agent of the Attorney General of South Carolina. And he continues to make it today.

The intentionally false felony claim contributed to dicta by the South Carolina Supreme Court in its *Wilson v. Dallas* decision which has permanently damaged the careers and reputations of Plaintiff and Mr. Buchanan.

The acts described above were taken by Mr. Bauknight as a fiduciary. But they were also individual and intentional acts performed to advance interests directly adverse to the Estate/2000 Trust.

Instead of taking a neutral position during the *Wilson v. Dallas* appeal, Mr. Bauknight took an intentionally aggressive and vitriolic position *against* James Brown's valid Will and Trust. And in favor of Ms. Hynie and her son. Instead of simply accepting for purposes of administration that Ms. Hynie had been "stipulated" to be Brown's spouse under a settlement which was the subject of an appeal, Mr. Bauknight became Ms. Hynie's most ferocious advocate. He serves as her agent today.

Where Mr. Bauknight's intentional actions described above – and others – have caused damage to Plaintiff, the "I Feel Good" Trust or others, equity demands that Mr. Bauknight, individually – not the needy and needy and deserving students – account; correct those intentional acts; and bear the loss where they cannot be corrected. That is what the complaint seeks.

The Court Should Consider the March 19 Federal Court Hearing

The Complaint alleges, correctly, that Mr. Bauknight secretly colluded with

Forlando Brown and Terry Brown from 2011 to 2013. The collusion began in January 2011 when Sr. Assistant AG Havird "Sonny" Jones coordinated a secret amendment to the McMaster Legacy Trust, signed by AG McMaster just days before he left office.

AG Jones then distributed the Legacy Trust Amendment and an Assignment of Terry Brown's right of first refusal to buy the music empire to his son Forlando to the "settling parties."

For the next two years – represented by the same lawyer, David Bell, Esquire – Forlando and Terry – aided by Mr. Bauknight – concealed from multiple courts that Forlando was the real-party-in-interest in the *Wilson v. Dallas* appeal and the Wingate Suit. Mr. Bauknight remained silent while Forlando lied to the Federal Court, claiming he had no assets and would receive nothing from the State Court settlement unless his father died. Now he says Forlando did nothing wrong.

Forlando/Terry and Forlando made material and conflicting representations to the Courts. Forlando correctly stated in depositions – as he had in 2008 – that Ms. Hynie was not Brown's spouse. He also stated that \$100 million was a conservative value for Brown's music empire, and \$150 million offers were available for music empire in 2008 when AG McMaster took it over. He said Mr. Bauknight's \$4.7 million was "bogus."

At the same time, Terry/Forlando joined Mr. Bauknight in claiming to the S.C. Supreme Court that Ms. Hynie's elective share claim was a "slam dunk;" that the music empire (which he had a right to buy at "fair market value") was worth only \$4.7 million when Brown died; that there were never any offers to buy the music empire (even though he had been part of two); and that Mr. Buchanan and Plaintiff had committed

the federal felony of overstating the music empire by \$79 million to get a \$5 million commission.

Mr. Bauknight, as the complaint states, helped cover up and advance this fraud by interfering both with FOIA compliance and discovery in the Wingate Suit. He concealed the Wingate Litigation Retention Agreement that showed Mr. Bell had authorized the Wingate Suit to try to stop the appeal of the McMaster Settlement. At the same time Mr. Bell was telling the Federal Court that Brown's estate plan should be upheld.

Mr. Bauknight, with estate funds, hired counsel to fight the State's and Legacy Trust's release under FOIA of this Legacy Trust for three years.

These matters came to light only from sources *other than* Mr. Bauknight.

After the Wilson v. Dallas decision Mr. Bauknight, *individually*, has continued his troublesome alliance, in addition to Ms. Hynie, with Terry/Forlando. He claims that Forlando has done nothing wrong.

Mr. Bauknight claims the 2000 Trust should not recover from Forlando for the 4-year defense of Forlando's attempts to enjoin the 2000 Trust until felon David Cannon and his co-trustees were reinstated. These trustees wanted to cover up \$12 million of missing funds and be paid \$16 million in commissions. And they wanted options or a "kickback" from TJBL when the IPO was floated. Forlando was given 39% of TJBL just 25 days before he verified his fabricated complaint to enjoin the 2000 Trust.

Mr. Bauknight, *individually and intentionally*, is helping Forlando, Ms. Hynie and the Levenson clients dismember the "I Feel Good" Trust *again*.

In a deposition in the Forlando Brown Federal Suit on August 20, 2013 – months

after the *Wilson v. Dallas* decision, Mr. Bauknight said of the suggestion that the *Wilson v. Dallas* decision benefitted the Estate:

That's poppycock. Pure speculation from your client [Pope]. Fantasy...I'm the person who actually looked at this. And I said it was a fair and reasonable settlement. I don't know where this fantasy is that \$50 million was gone away. Number one, your client made up that number. Your client did that in a self-serving fashion so that she could take \$5 million out of this estate for her retirement. So to say that this would have diminished is a load. A total load. I looked at this. I say. You have no clue how termination rights where [sic]. You don't know the value. . . She has no clue what she was dealing with and put stuff in the paper that it's just totally fabricated untrue. It blows me away that someone with a law degree can be so dishonest and get away with it. ...You know, what? That's set aside by the Supreme Court. That's fine. I've got a new roadmap, and I'm going to follow this new roadmap to a T....

...[Y]our client raped this estate taking every dime out of it for her own fees and for Bob's fees and her lawyer's fees leaving it insolvent....Your client didn't even try. Your client didn't know the numbers. I know the numbers. There was no diminished Legacy Trust. That's fabrication from your client. [Emphasis supplied.]

On March 19, 2014 David Bell, Esquire demonstrated dramatically to the federal court the damage that the false valuation and other false claims of Mr. Bauknight, *individually*, have done to Plaintiff and Mr. Buchanan (and the "I Feel Good" Trust). Mr. Bell argued to the Honorable William O. Bertelsman Federal in Federal Case No. 3:08-cv-00014-WOB that the Supreme Court's dicta in *Wilson v. Dallas* – which was closely related to the false \$4.7 million value and intentional false statements by Mr. Bauknight's agent published in more than 330 media outlets the day before the Supreme Court oral arguments – is proof that Mr. Buchanan and Plaintiff are not entitled to recovery from the Forlando/Terry share of the Estate/200Trust for the six-

year ordeal.

Mr. Bauknight had now engaged Mr. Wingate – Ms. Hynie’s and Terry/Forlando’s lawyer – to fight the claim for legal fees for the 4-year cost of Forlando’s frivolous suit to enjoin the 2000 Trust.

And Mr. Bauknight joins Mr. Bell in asserting that Mr. Buchanan and Plaintiff are not entitled in the Forlando Federal Suit for the legal costs of defending the 2000 Trust against an injunction sought by Mr. Bell, the powerful Atlanta firm of Powell Goldstein and a former Chief Justice. If granted that federal injunction would have paralyzed the 2000 Trust; prevented the *Wilson v. Dallas* appeal; and perhaps resulted in the reinstatement of Mr. Dallas and/or Mr. Cannon.

As Mr. Bell’s arguments and the remainder of the transcript of the March 19, 2014 hearing show, the Supreme Court’s dicta is now being used by Forlando Brown to turn what under the Court’s May 26, 2009 Order was a replacement of fiduciaries in connection with a settlement , *and not for cause*, into something that never happened.

If Mr. Bauknight is able to crush Plaintiff and keep Plaintiff and Brown’s *real* heirs out of any proceeding, he, Forlando, Mr. Levenson and Ms. Hynie will be able to succeed in retaking the assets of the “I Feel Good” Trust without appellate review. This intention was announced by Ms. Hynie’s counsel and Mr. Levenson publicly on May 29, 2013.

This is bad for the “I Feel Good” Trust. It is devastating for Plaintiff.

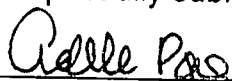
Much of the damage to Plaintiff is the result of Mr. Bauknight’s intentional wrongdoing, including his failure to correct his false claim that the \$84 million value was wrong; that Mr. Buchanan and Plaintiff had no basis for the value; and that his

was the first professional appraisal of Mr. Brown's royalties.

Conclusion

Mr. Bauknight should not be allowed to seek relief, *individually*, in two courts on the same matter at the same time – using two different attorneys. This Court should grant all relief requested in the Motion to Alter or Amend or Vacate. It should confirm that it lacks jurisdiction to proceed. In so doing, it should consider the March 19, 2014 transcript from the Forlando Brown Federal Suit.

Respectfully submitted,



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March 20, 2014