

STATE OF SOUTH CAROLINA

In the Court of Appeals

APPEAL FROM AIKEN COUNTY
Court of Common Pleas

The Honorable Doyet A. Early, III Circuit Court Judge

Appellate Case No. 2014-000794

MICHAEL DEON BROWN, JAMES CURTIS, AND JANE DOE and JOHN DOE
Numbers I, II, III and IV, by their proposed Guardian *ad Litem*, and Adele Pope,
as Creditor/Proponent of Will of James Brown dated June 15, 1999 and on
behalf of Others under S.C. Trust Code § 62-7-405 Appellants,

v.

James B., Terry Brown, Tommie Rae Hynie and David Sojourner, Jr., ...
. Respondents.

IN RE:

THE ESTATE OF JAMES BROWN, A/K/A JAMES JOSEPH BROWN

APPENDIX
TO
PETITION FOR REHEARING

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STATE OF SOUTH CAROLINA)
)
COUNTY OF AIKEN)
)
IN RE: THE ESTATE OF)
JAMES BROWN)
a/k/a JAMES JOSEPH BROWN)
)
)
)

IN THE COURT OF COMMON PLEAS
CASE NUMBER: 2007-CP-02-0122

COPY
PETITION ORIGINAL FILED

FEB - 1 2007
3 40 pm
AIKEN COUNTY
CLERK OF COURT

This matter comes before the Court based on a Motion and Petition of Tommie Rae Brown by and through her undersigned counsel, who would allege as follows:

1. That Petitioner Tommie Rae Brown is a citizen and resident of Aiken County, South Carolina.
2. That Petitioner Tommie Rae Brown is the surviving spouse of James Brown, the decedent.

First Cause of Action

Demand for Notice

3. That the Petitioner re-alleges as if repeated herein verbatim paragraphs one (1) and two (2).
4. That the Petitioner demands notice and copies of all of the following documents including but not limited to:
 - a.) Application for Informal Probate or Appointment
 - b.) Information to heirs and devisees
 - c.) Petition for Formal Probate or Appointment
 - d.) Proof of Notice to Creditors
 - e.) Inventory and Appraisement
 - f.) Accounting

- g.) Notice of Right to Demand Hearing
 - h.) Any Petition and corresponding Order
 - i.) Proposal for Distribution
 - j.) Petition for Settlement
 - k.) Any Hearings or Right to Appear
- 5.) That Petitioner has attached Form #111PC hereto as "Attachment 2" demanding the same.

Second Cause of Action

Demand for Bond

- 6.) That Petitioner re-alleges as if repeated herein verbatim paragraphs one (1) through five (5).
- 7.) That Petitioner is an interested person in the estate; the value of her interest or claim in the estate is to be determined.
- 8.) That the Petitioner hereby demands that bond be required of the personal representatives of this estate to be set at one and a half times the value of the estate to be determined by this Honorable Court.
- 9.) That Petitioner has attached Form #342PC hereto as "Attachment 3" demanding the same.

Third Cause of Action

Omitted Spouse's Share Section 62-2-301

- 10.) That Petitioner re-alleges as if repeated herein verbatim paragraphs one (1) through nine (9).
- 11.) That Petitioner is the surviving spouse of the decedent and that she married the decedent after the execution of the decedent's Last Will and Testament dated August 1, 2000.
- 12.) That Petitioner would demand the same share of the estate which she would have received if the decedent left no Last Will and Testament as outlined in Section 62-2-301 of the South Carolina Code of Laws as amended.

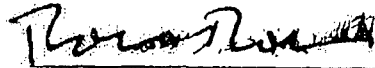
Fourth Cause of Action

Election by Surviving Spouse to take Elective Share Section 62-2-201 et seq.

- 13.) That Petitioner re-alleges as if repeated herein verbatim paragraphs one (1) through twelve (12).
- 14.) That Petitioner is the surviving spouse of the decedent, who died on or about December 25, 2006 while domiciled in the State of South Carolina.
- 15.) That, in the alternative to the Third Cause of Action, Petitioner Tommie Rae Brown elects to take her elective share in the decedent's estate.
- 16.) That Petition has attached Form #404PC hereto as "Attachment 4" as outlined in Section 62-2-201 et seq. of the South Carolina Code of Laws as amended.

WHEREFORE, the Petitioner prays that she be granted judgment for causes of action one (1) through three (3) or in the alternative be granted judgment for causes of action one (1), two

(2), and four (4), and for such additional or further relief as may be just and proper under the circumstances by this Honorable Court.



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Charleston, SC 29401

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1713 Phelps Street
Columbia, SC 29205

T. Hayward Carter, Jr.
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Evans, Carter, Kunes & Bennett
115 Church Street
P.O. Box 369
Charleston, SC 29402

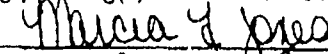
David L. Michel
Michel Law Firm, LLC
15 State Street
Charleston, SC 29401

Attorneys for Petitioner

January 31, 2007
Charleston, South Carolina

Certificate of Service

I certify that on Feb 1, 2007
I mailed or delivered a true copy of the foregoing pleading(s) to each counsel of record.


Paralegal for Robert N. Rosen

STATE OF SOUTH CAROLINA

COUNTY OF AIKEN

IN THE COURT OF COMMON PLEAS

IN RE: THE ESTATE OF JAMES BROWN
a/k/a JAMES JOSEPH BROWN

CIVIL ACTION COVERSHEET

COPY
ORIGINAL FILED

2007- CP -02-0122

FEB - 1 2007

AIKEN COUNTY
CLERK OF COURT

(Please Print)

Submitted By: ROBERT N. ROSEN, ESQUIRE
Address: 18 BROAD STREET, SUITE 201 CHAS., SC 29401

SC Bar #: 4918

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Fax #: 843-377-1709

Other:

E-mail: RNROSEN@ROSEN-LAWFIRM.COM

NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for the use of the Clerk of Court for the purpose of docketing. It must be filled out completely, signed, and dated. A copy of this cover sheet must be served on the defendant(s) along with the Summons and Complaint.

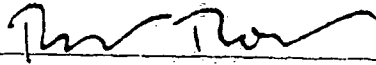
DOCKETING INFORMATION (Check all that apply)

*If Action is Judgment/Settlement do not complete

- ☐ JURY TRIAL demanded in complaint. ☒ NON-JURY TRIAL demanded in complaint.
☐ This case is subject to ARBITRATION pursuant to the Court Annexed Alternative Dispute Resolution Rules.
☐ This case is subject to MEDIATION pursuant to the Court Annexed Alternative Dispute Resolution Rules.
☐ This case is exempt from ADR (certificate attached).

NATURE OF ACTION (Check One Box Below)

Contracts ☐ Constructions (100) ☐ Debt Collection (110) ☐ Employment (120) ☐ General (130) ☐ Breach of Contract (140) ☐ Other (199)	Torts - Professional Malpractice ☐ Dental Malpractice (200) ☐ Legal Malpractice (210) ☐ Medical Malpractice (220) ☐ Notice/ File Med Mal (230) ☐ Other (299)	Torts - Personal Injury ☐ Assault/Slander/Libel (300) ☐ Conversion (310) ☐ Motor Vehicle Accident (320) ☐ Premises Liability (330) ☐ Products Liability (340) ☐ Personal Injury (350) ☐ Wrongful Death (360) ☐ Other (399)	Real Property ☐ Claim & Delivery (400) ☐ Condemnation (410) ☐ Foreclosure (420) ☐ Mechanic's Lien (430) ☐ Partition (440) ☐ Possession (450) ☐ Building Code Violation (460) ☐ Other (499)
Inmate Petitions ☐ PCR (500) ☐ Sexual Predator (510) ☐ Mandamus (520) ☐ Habeas Corpus (530) ☐ Other (599)	Judgments/Settlements ☐ Death Settlement (700) ☐ Foreign Judgment (710) ☐ Magistrate's Judgment (720) ☐ Minor Settlement (730) ☐ Transcript Judgment (740) ☐ Lis Pendens (750) ☐ Other (799)	Administrative Law/Relief ☐ Reinstate Driver's License (800) ☐ Judicial Review (810) ☐ Relief (820) ☐ Permanent Injunction (830) ☐ Forfeiture (840) ☐ Other (899)	Appeals ☐ Arbitration (900) ☐ Magistrate-Civil (910) ☐ Magistrate-Criminal (920) ☐ Municipal (930) ☐ Probate Court (940) ☐ SCDOT (950) ☐ Worker's Comp (960) ☐ Zoning Board (970) ☐ Administrative Law Judge (980) ☐ Public Service Commission (990) ☐ Employment Security Comm (991) ☐ Other (999)
Special/Complex/Other ☐ Environmental (600) ☐ Pharmaceuticals (630) ☐ Automobile Arb. (610) ☐ Unfair Trade Practices (640) ☐ Medical (620) ☐ Out-of State Depositions (650) ☒ Other (699)			

Submitting Party Signature: 

Date: January 31, 2007

Note: Frivolous civil proceedings may be subject to sanctions pursuant to SCRPC, Rule 11, and the South Carolina Frivolous Civil Proceedings Sanctions Act, S.C. Code Ann. §15-36-10 et. seq.



LAW OFFICES OF
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DAVID B. BELL
SHARON BLAIR ENOCH

April 4, 2007

JOHN C. BELL
(1916-1967)

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E-MAIL ADDRESS:
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VIA FACSIMILE #1-404-659-1355 AND MAIL.

Mr. Louis Levenson
Levenson and Associates
125 Broad Street SW
Atlanta GA 30303

Re: James Brown Estate

Dear Mr. Levenson:

This office has been retained by Darren "Chip" Lumar, Romunzo Brown, Forlando Brown, and Terry Brown. They have each retained my office to represent them with regard to their interests as children, grandchildren, and as a parent of grandchildren of James Brown. Please notify the South Carolina court that you no longer represent these individuals. In the near future, I will be filing a Notice of Appearance. Ronnie Maxwell, a South Carolina attorney, will serve as my co-counsel and will introduce me to the South Carolina court.

Furthermore, by this letter, I am requesting that you cease any and all activity on behalf of these clients. Please notify the court immediately that you no longer represent these individuals.

I am,

Sincerely,
A handwritten signature in black ink, appearing to be "David B. Bell", written over the word "Sincerely,".

David B. Bell

DBB:dg

cc: Mr. Terry Brown
Mr. Romunzo Brown
Mr. Forlando Brown
Mr. Darren Lumar

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BELL & BELL ASSOCIATES

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DAVID B. BELL

SHARON BLAIR ENOCH

JOHN C. BELL
(1916-1967)

April 5, 2007

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Mr. Alfred A. Bradley
1803 Greenpond Road
Aiken, SC 29803

Re: Estate of James Brown

Dear Ms. Pope, Messrs. Dallas, Cannon, Bradley and Buchanan:

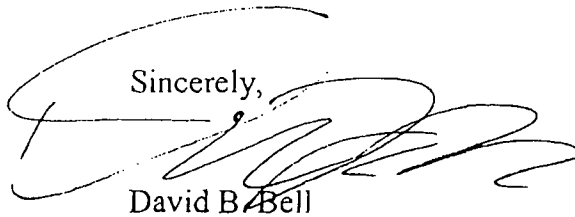
I have previously notified each of you that Ronnie Maxwell and I represent Darren Lumar with regard to interests that he has in the James Brown Estate. Please allow this letter to bring to your attention one fact concerning the Estate. It is my understanding that Judge Early, in an Order issued several months ago, directed all of the parties and heirs of James Brown to return to the Estate's representatives any material possessions that belonged to James Brown at the time of his death. Darren Lumar believes that certain items covered by Judge Early's Order are in his possession at his home on Tuxedo Court in Atlanta, Georgia. The purpose of this letter is to notify each of you, in your representative capacity, that Mr. Lumar is currently in possession of items that he believes were owned by James Brown at the time of his death and which are covered by Judge Early's Order. Please provide me with direction as to how you desire for Darren Lumar to handle these items. To whom should Darren Lumar turn over these items? When should Darren Lumar turn the items over? How should the transfer be affected?

I look forward to receiving guidance and direction from you as the representatives of the Estate.

Mr. Albert H. Dallas
Mr. David G. Cannon
Mr. Alfred A. Bradley
Mr. Robert L. Buchanan, Jr.
Ms. Adele J. Pope
April 5, 2007
Page 2

I am,

Sincerely,

A handwritten signature in black ink, appearing to read "David B. Bell", with a large, sweeping flourish above it.

David B. Bell

DBB:dg

cc: Mr. Darren Lumar
Mr. Ronnie Maxwell

STATE OF SOUTH CAROLINA)

COUNTY OF AIKEN)

IN RE: THE ESTATE OF)
JAMES BROWN a/k/a)
JAMES JOSEPH BROWN)IN THE COURT OF COMMON PLEAS
SECOND JUDICIAL CIRCUIT

CASE NO. 2007-CP-02-0122

DEPOSITION OF FORLANDO JAMAL BROWN

Taken By Counsel For Deanna Brown Thomas

and other named parties

Before Gina L. Smith, Certified Court Reporter

At the Law Offices of Bell & Bell Associates

619 Greene Street, Augusta, Georgia

On October 31st, 2007, Commencing at 2:17 p.m.

AUGUSTA WEST REPORTING
Certified Court Reporters
505 Courthouse Lane
Augusta, Georgia 30901
(706) 722-3746
1-800-592-3376 (Depo)

COPY

1 if Terry is an industry guy, he knows his stuff. And if he
2 gets with them, maybe they can come up with some solution to
3 get my education paid, get the students who need this money,
4 the needy people that need this money, and get past all
5 these lawyers taking all the money out of my grandfather's
6 estate and trust.

7 Q. The purpose of the introduction was for what
8 exactly, sir?

9 A. So that they could share their entertainment
10 expertise as to what things--how the entertainment business
11 works. This is a business guy; he's a financial guy.

12 Q. When did these meetings take place?

13 A. I would have to say to put an approximate number
14 of months, maybe five. Four/five/six months ago, something
15 like that.

16 Q. And was it before the August the 10th hearing?

17 A. Yes, sir.

18 Q. And did you indicate to Alvin and Calvin Waters
19 that there was a buyer that was willing to pay \$10
20 million--excuse me, incorrect. \$100 million for the assets
21 of the estate and trust, of which \$10 million had to be paid
22 to Mr. Dallas before August the 10th?

23 A. No, sir, I did not.

24 Q. Did you participate in any such meetings?

25 A. No, sir, I did not.

1 yes, sir.

2 Q. Did you ever have interactions or meetings with
3 Terry Cox for the purpose of purchasing the trust?

4 A. Yes, sir, I did.

5 Q. And who was to be the purchaser?

6 A. Terry Cox and some organization that he has. I'm
7 not affiliated with it; I don't know anything about it. But
8 I knew just in conversation with Darren Lumar that this guy,
9 for lack of a better word, is a guy that understands
10 entertainment that was a huge follower of my grandfather.
11 If anything, he would kind of best instruct me on how to,
12 you know--

13 Q. Were you intending to purchase any of the assets
14 of the estate or the trust?

15 A. No, sir.

16 Q. Were you involved in an entity that was being
17 created for the purpose of purchasing any of the assets of
18 the estate or the trust?

19 A. No, sir.

20 Q. Why then would you have met with Mr. Dallas and
21 your uncle Darren Lumar for the purposes of effectuating
22 such a transaction?

23 A. I didn't meet with Mr. Dallas and Darren Lumar. I
24 didn't meet with them together.

25 Q. What about with Terry Cox?

1 if Terry is an industry guy, he knows his stuff. And if he
2 gets with them, maybe they can come up with some solution to
3 get my education paid, get the students who need this money,
4 the needy people that need this money, and get past all
5 these lawyers taking all the money out of my grandfather's
6 estate and trust.

7 Q. The purpose of the introduction was for what
8 exactly, sir?

9 A. So that they could share their entertainment
10 expertise as to what things--how the entertainment business
11 works. This is a business guy; he's a financial guy.

12 Q. When did these meetings take place?

13 A. I would have to say to put an approximate number
14 of months, maybe five. Four/five/six months ago, something
15 like that.

16 Q. And was it before the August the 10th hearing?

17 A. Yes, sir.

18 Q. And did you indicate to Alvin and Calvin Waters
19 that there was a buyer that was willing to pay \$10
20 million--excuse me, incorrect. \$100 million for the assets
21 of the estate and trust, of which \$10 million had to be paid
22 to Mr. Dallas before August the 10th?

23 A. No, sir, I did not.

24 Q. Did you participate in any such meetings?

25 A. No, sir, I did not.

-29-

AUGUSTA WEST REPORTING

1 Q. So this is the first--today, October 31st, 2007,
2 is the first time on this planet you ever heard that from
3 anyone?

4 A. Yeah. 100 million and \$10 million. I would
5 expect it to maybe even be more than that, but if you say
6 so.

7 Q. That's not my question. Is today the first you've
8 ever heard that there was a proposal for \$100 million of
9 which 10 million was to be paid in a non-refundable form on
10 or before August 10th to Mr. Dallas?

11 A. Yes, sir.

12 Q. So if you would have--if Alvin and Calvin Waters
13 said you discussed that with them at or around the time of
14 the negotiation, they would not be speaking truthfully?

15 A. Absolutely not.

16 Q. Did you meet with Mr. Dallas during the period
17 that you were discussing the introduction of Mr.
18 Waters--Alvin and Calvin Waters to Terry Cox?

19 A. Yes, sir. But it was on a separate issue. It was
20 concerning why we were even dealing with all this when I
21 thought that the will and the trust were explicit and clear,
22 and what he thought--how long he thought all this would take
23 before the money started going to the kids who needed it.

24 MR. LEVENSON: Would you read back my question,
25 please.

STATE OF SOUTH CAROLINA

COUNTY OF AIKEN

IN RE:

THE ESTATE OF JAMES BROWN
A/K/A JAMES JOSEPH BROWN

) IN THE COURT OF COMMON PLEAS
) SECOND JUDICIAL CIRCUIT

) CIVIL ACTION NO. 2007-CP-02-0122

) ORDER DIRECTING PAYMENT
) OF FEES AND COSTS OF SPECIAL
) ADMINISTRATORS AND OTHER RELIEF

me
This matter comes before me on Motion of Robert L. Buchanan, Jr. and Adele J. Pope, as Personal Representatives of the Estate of James Brown; Trustees of the James Brown 2000 Irrevocable Trust; and former Special Administrators of the Estate of James Brown. They seek an order approving payment of fees of \$317,000.00 and costs for their services as Special Administrators for the period from March 7, 2007 through November 20, 2007. They also seek approval of continued payments on a "time plus costs" basis while they serve as Personal Representatives and Trustees. Their unreimbursed costs for the period are \$2,415.38. They ask that the "time plus costs" payments be a deposit towards, and without prejudice to, their right to receive full commissions as Personal Representatives and Trustees.

The motion was supported by affidavits of Robert L. Buchanan, Jr. and Adele J. Pope, with detailed attachments outlining their work as Special Administrators for the period from March 7, 2007 through November 20, 2007, and as Personal Representatives and Trustees since that time. For the 8 ½ month period they served as Special Administrators, the two attorneys worked more than 950 hours. Their staffs and law clerks worked more than 680 hours.

Since, by limitation in this Court's ~~former orders~~, the Special Administrators were not fiduciaries during the period before November 20, 2007, the Court finds that the guidelines for

JAN 09 2008

Liz Godard
Liz Godard, Clerk of Court of Common Pleas and General Sessions for Aiken County, South Carolina do hereby certify

Deputy Clerk

determining reasonableness of fees for attorneys is an appropriate standard by which to measure their request as Special Administrators. The factors to be considered are:

1. The nature, extent and difficulty of the case;
2. The time necessarily devoted to the case;
3. Professional standing of counsel;
4. Contingency of compensation;
5. Beneficial results obtained;
6. Customary legal fees for similar services. See Donahue v. Donahue, 299 S.C. 353, 384 S.E.2d 741 (1989).

7/10/08
#2

Considering such factors, the Court finds that the fees and costs requested by Mr. Buchanan and Mrs. Pope are fair and reasonable. Both Mr. Buchanan and Mrs. Pope are attorneys with substantial experience. This has been an extremely difficult case, and has required that they devote a large portion of their day almost every day to the task. Their discovery of the inappropriate August, 2006 deposit of \$900,000, which should have been applied to Mr. Brown's debt at M&T Bank, alone, has been of substantial value to the Estate. With the help of family members and their counsel, the Special Administrators investigated numerous areas of concern. As Personal Representatives and Trustees, they are continuing their work.

In addition to their own work, the Special Administrators were required to use staff in a way which was not anticipated at the time of their appointment. Mr. Buchanan's office became the home address of the James Brown Estate, the James Brown 2000 Irrevocable Trust, and the Brown Entities. Mrs. Pope's office became the repository for more than 80 boxes of documents. With the assistance of the staff of former counsel for the Personal Representatives, after August 10, 2007, Mrs. Pope and her staff made documents and records available to counsel for all Interested Parties, as well as for the work of the Estate.

The payment requested by Mr. Buchanan and Mrs. Pope is also consistent with their standing and services performed by other counsel of similar standing. They are consistent with the hourly rate of other lawyers in this case, as demonstrated in various filings.

With respect to their request to receive periodic payments on a "time plus costs" basis, with right to receive full commissions as Personal Representatives and Trustees, I find that it is entirely reasonable under the circumstances. Based on their affidavits, it is clear that the work of Mr. Buchanan and Mrs. Pope has approximately doubled since they became Personal Representatives and Trustees. In less than a month of service, they have filed the Application for Recognition of the James Brown "I Feel Good" Trust as a 501(c)(3) charitable educational organization. They have also begun to address the substantial tax issues facing the Estate, the Trust, and Brown Entities. Further, they are now actively involved in both the administration of Mr. Brown's assets and entities and also the defense of his Estate Plan.

Under these circumstances this Court finds it appropriate for Mr. Buchanan and Mrs. Pope, as Personal Representatives and Trustees, to continue to receive fees and costs on an hourly basis, as a deposit only, to any full commissions to which they may be entitled as Personal Representatives and Trustees. I specifically find that such payments are reasonable and should be made without prejudice to (but as a deposit toward) their full commissions.

I find it premature to determine whether such fees should be charged to the Estate, the 2000 Irrevocable Trust, or James Brown Enterprises, Inc. A glance at the claims filed against the Estate of James Brown shows that more than twenty attorneys (in at least 4 law firms) performed services for Mr. Brown, James Brown Enterprises, Inc., and the Trust. Most did so without attempting to allocate the services among them. Further, there is litigation pending in at least three states (Illinois, New York and South Carolina) which is and must be conducted

simultaneously by the Estate and one or more of James Brown Enterprises, Inc., the 2000 Irrevocable Trust and other Brown Entities.

The Personal Representatives and Trustees under Mr. Brown's Estate Plan, have abundant authority to make a reasonable allocation, at the appropriate time, of their commissions. Should any party prevail in the challenges now pending to the Estate Plan of Mr. Brown, or any other circumstances dictate, it may become the duty of the Court to review any such allocation.

Based on the foregoing, IT IS ORDERED, ADJUDGED AND DECREED:

1. Robert L. Buchanan, Jr. and Adele J. Pope shall be paid \$317,000 plus costs, for service as Special Administrators from March 7, 2007 through November 20, 2007.
2. Robert L. Buchanan, Jr. and Adele J. Pope shall receive continuing payment on a "time plus costs" basis for themselves and their staff, commencing November 21, 2007. This shall be a deposit toward, and without prejudice to, their full commissions as Personal Representatives and Trustees.
3. To the extent not paid within 60 days, the above amounts shall be subject to interest at the legal rate.
4. Robert L. Buchanan, Jr. and Adele J. Pope shall be reimbursed for all costs as shown, and all reasonable costs in the future.

AND IT IS SO ORDERED.

January 8, 2008
[Signature], South Carolina

[Signature]
Doyet A. Early, III
Resident Judge, Second Judicial Circuit

STATE OF SOUTH CAROLINA)
)
COUNTY OF AIKEN)
)
IN RE:)
)
THE ESTATE OF JAMES BROWN)
A/K/A JAMES JOSEPH BROWN)
_____)

IN THE COURT OF COMMON PLEAS
SECOND JUDICIAL CIRCUIT

CIVIL ACTION NO: 2007-CP-02-0122

FILED 2-20 2008

ORDER

Liz Gadsden
C.C.P. & G.S.

Amie Smith
Deputy Clerk

This matter came before the Court on January 9, 2008¹ on the Motion for Recusal for Judge Doyet A. Early, III filed by Albert H. Dallas, Esq. and Alford A. Bradley. Movants claim that the Honorable D.A. Early, III, who has presided over the matters involving The Estate of James Brown, since it was moved to Circuit Court on January 26, 2007, was improper in handling the resignation of Dallas and Bradley, and, thus, should recuse himself from The Estate of James Brown matter.

Dallas and Bradley originally asked that this matter be addressed under seal, but then asked that the hearing take place in the public courtroom. Therefore, this matter was addressed in an open courtroom.

Statement of Facts

On August 1, 2000, James Brown executed an Irrevocable Trust Agreement and Last Will and Testament that names David G. Cannon ("Cannon"), Albert H. Dallas ("Dallas"), and Alford A. Bradley ("Bradley") as Co-Trustees and Co-Personal Representatives, respectively.

James Brown died on December 25, 2006, and his Last Will and Testament dated August 1,

¹ This Order was not immediately filed subsequent to the hearing. Stanley Jackson, attorney for Dallas and Bradley asked to be removed as counsel and replaced with Wayne Byrd. Mr. Byrd asked the Court to delay its written order while he reviewed the file and considered withdrawing the motion. He ultimately decided not to withdraw, and this Order was drafted.

STATE OF SOUTH CAROLINA
COUNTY OF AIKEN
C.C.P. & G.S. do hereby certify
that the foregoing constitutes a true and correct copy of the
original documents with this in my office this

FEB 20 2008

Liz Gadsden
C.C.P. & G.S. Aiken County, S.C.

Amie Smith
Deputy Clerk

2000 was filed for probate on January 18, 2007 in Aiken County, South Carolina. Cannon, Dallas and Bradley were informally appointed as Co-Personal Representatives of the Estate of James Brown at that time. They continued to serve together as Trustees and Personal Representatives until each voluntarily resigned, Cannon on August 10, 2007, and Dallas and Bradley on November 20, 2007.

On January 24, 2007, a Petition to appoint a Special Administrator and to remove Cannon, Dallas, and Bradley as Co-Personal Representatives of the Estate was filed on behalf of the children and grandchildren of James Brown. By order dated January 26, 2007, the Judge of Probate of Aiken County removed the action to the Court of Common Pleas for Aiken County, South Carolina. The Honorable Doyet A. Early, III has since been overseeing the administrations of the Estate as matters are removed seriatim to and from the probate court.

A second, similar petition to appoint a Special Administrator was filed on February 1, 2007 on behalf of Tommie Rae Brown, the ^{alleged} surviving spouse of James Brown.

Judge Early conducted a hearing on the Petitions to appoint a Special Administrator and to remove the Co-Personal Representatives on February 9, 2007. By order filed on February 20, 2007, Judge Early determined that removal of the Co-Personal Representatives was not warranted on a lack of evidence in the record at that time, but that a Special Administrator should be appointed with certain specified powers. Subsequently, on March 7, 2007, Judge Early appointed Adele J. Pope, Esquire, and Robert L. Buchanan, Jr., Esquire, as Special Administrators.

The Inventory and Appraisement was due to be filed by the Personal Representatives on or around April 18th, 2007. It is undisputed that no partial or complete Inventory and Appraisement was filed by that date. On April 26, 2007, the Personal Representatives requested

Movants, in their brief and with the support of their affidavits, claim Judge Early prejudged the issue of the administration of the Estate without hearing evidence. This claim is factually incorrect. Judge Early presides over the administration of the James Brown Estate, and has done so since January of 2006. He has been presented with information throughout concerning the administration of the Estate. From such ongoing participation in the Estate's administration, Judge Early had evidence before him, prior to the November 15, 2007 hearing, that accountings and inventories were not filed in a timely manner by Cannon, Dallas and Bradley. In addition, at the November 15, 2007 hearing, Judge Early was presented with evidence, in the form of testimony from David Cannon, specifically concerning the administration of the Estate. Sufficient evidence was presented prior to the resignation of Dallas and Bradley to warrant an opinion on this matter.

In addition, movants claim Judge Early prejudged the merits of the motion for removal without evidentiary support. For the same reasons listed above, Judge Early similarly had sufficient evidentiary support before him specifically related to their role in the administration of the Estate. Through the testimony presented by Cannon on November 15, 2007, and through the failure to submit inventories and an accounting, it was apparent that Dallas and Bradley had breached their fiduciary duty to the Trust and Estate.

Despite having sufficient evidence to warrant an opinion on the matters, considering Judge Early's statements in the light of their context, he never gave the impression that he had prejudged the matter of removal. This Court simply gave Dallas and Bradley the option of resigning. If they had wanted to continue as personal representatives and trustees and had the motion argued, this Court was prepared to proceed in that manner.

DAE
#9

STATE OF SOUTH CAROLINA)
COUNTY OF AIKEN)

IN THE PROBATE COURT
CASE NUMBER: 2007-ES-02-0056

STATE OF SOUTH CAROLINA)
COUNTY OF AIKEN)

IN THE COURT OF COMMON PLEAS
CASE NUMBER: 2007-CP-02-0122

IN RE: THE ESTATE OF)
JAMES BROWN)
a/k/a JAMES JOSEPH BROWN)
_____)

ORDER RE: PETITIONER
TOMMIE RAE BROWN'S
MOTION FOR PROTECTIVE ORDER

COURT REPORTER:

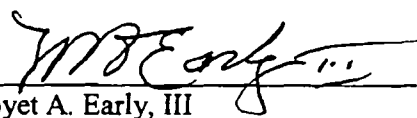
LANA R. McMANUS, CSR

This matter came before the Court on Petitioner Tommie Rae Brown's Motion for a Protective Order. All counsel were duly notified. The Court heard the motion via telephone conference on Thursday, February 14, 2008.

The Court stays the deposition of Tommie Rae Brown scheduled for February 18, 2008 pending resolution of the status of the former personal representatives, Messrs. Dallas and Bradley. All counsel, including Mr. David Bell, who noticed the deposition, will be protected on the timeframe for taking Mrs. Brown's deposition regardless of any scheduling Order or other Order of the Court.

The Court issued an oral Order restraining all counsel and all parties from disseminating Mrs. Brown's diary or transcript thereof or any other privileged material owned by Mrs. Brown. The present and former Personal Representatives will not disseminate the diary or transcripts thereof whether or not originals or copies of same are in the Wells privilege box.

AND IT IS SO ORDERED.


Doyet A. Early, III

Resident Judge

Second Judicial Circuit

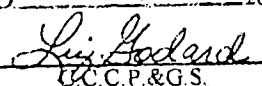
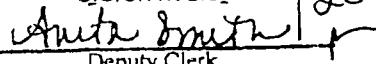
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Feb 20, 2008

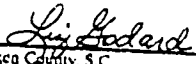
STATE OF SOUTH CAROLINA
COUNTY OF AIKEN

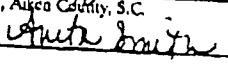
I, Liz Godard, Clerk of Court of Common Pleas and General Sessions for Aiken County, South Carolina do hereby certify that the foregoing constitutes a true and correct copy of the original documents which have been filed in my office this


Liz Godard
C.C.P. & G.S.

Anita Smith
Deputy Clerk

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FEB 20 2008


C.C.P. & G.S., Aiken County, S.C.


Deputy Clerk

STATE OF SOUTH CAROLINA

COUNTY OF AIKEN

Robert L. Buchanan, Jr. and Adele J. Pope
as Trustees of the James Brown 2000
Irrevocable Trust and as Personal
Representatives of the Estate of James Brown,
deceased

Plaintiffs,

v.

Deanna J. Brown Thomas, Yamma N. Brown Lumar)
Venisha Brown, Daryl J. Brown, Larry Brown, and)
Terry Brown, each individually and as parent and)
natural guardian of his and her minor and unborn)
issue; Romunzo Brown, Forlando Brown, Tonya)
Brown, Sydney L. [REDACTED], Carrington L. [REDACTED], Jason)
Brown-Lewis, Lindsey Delores Brown and Janise)
Vanisha Brown; Henry Dargan McMaster, in his)
capacity as Attorney General for the State of South)
Carolina; Tommie Raye Hynie Brown; and James)
B. [REDACTED], a minor, by Stephen Slotchiver, his)
guardian ad litem,

Defendants.

IN THE PROBATE COURT
CASE NO. 2007-ES-02-0056

2007-CP-02-122

2-20-2008

Liz Godard
C.C.P. & G.S.
Antia Smith
Deputy Clerk

ORDER DIRECTING
EXECUTION OF AFFIDAVITS
RELATED TO AND GRANTING
OTHER PARTIAL RELIEF

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 documents which have been filed in my office this

FEB 20 2008

Liz Godard
C.C.P. & G.S., Aiken County, S.C.

Antia Smith
Deputy Clerk

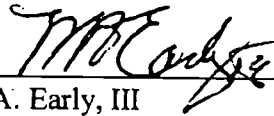
me
This matter was commenced with the filing of a Summons and Complaint on November 27, 2007 by Plaintiffs as Personal Representatives of the Estate of James Brown and Trustees of the James Brown 2000 Irrevocable Trust (the "PR/Trustees"). It was duly removed to the Circuit Court on Motion of the Honorable Sue Roe, Probate Judge. At the February 7, 2008 hearing before me the PR/Trustees requested the following:

The PR/Trustees require that all parties (and perhaps others) interested in the James Brown Estate complete and sign an affidavit stating whether or not they have or know someone who has

been given any type of gift by or from James Brown between January 1, 2001 and December 25, 2006.

This Court finds that this information is necessary to determine whether or not any gift tax returns need to be filed and to make decisions and calculations for the Estate Tax Returns which must be filed by March 25, 2008. Attached hereto is a copy of the affidavit which must be completed by all persons claiming an interest in the Estate and/or 2000 Trust of James Brown, including the former Personal Representatives and Trustees. Each Affidavit must be signed before a Notary Public and returned to the PR/Trustees on or before March 5, 2008.

AND IT IS SO ORDERED.



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

February 20, 2008
Aiken, South Carolina

STATE OF SOUTH CAROLINA

COUNTY OF AIKEN

Robert L. Buchanan, Jr. and Adele J. Pope
as Trustees of the James Brown 2000 Irrevocable
Trust and as Personal Representatives of the
Estate of James Brown, deceased

Plaintiffs,

v.

Deanna J. Brown Thomas, Yamma N. Brown Lumar
Venisha Brown, Daryl J. Brown, Larry Brown, and
Terry Brown, each individually and as parent and
natural guardian of his and her minor and unborn
issue; Romunzo Brown, Forlando Brown, Tonya
Brown, Sydney Lumar, Carrington Lumar, Jason
Brown-Lewis, Lindsey Delores Brown and Janise
Vanisha Brown; Henry Dargan McMaster, in his
capacity as Attorney General for the State of South
Carolina; Tommie Raye Hynie Brown; and James
Brown, a minor, by Stephen Slotchiver, his
guardian ad litem,

Defendants.

) IN THE PROBATE COURT
) PROBATE COURT #~~2007-ES-02-0056~~

2007 CP 02 122

) ORDER APPROVING SALE OF
) TANGIBLE PERSONAL PROPERTY
) AND REAL ESTATE AND
) GRANTING RELATED RELIEF

This matter was commenced with the filing on November 27, 2007 and service of a
Summons and Complaint by Plaintiffs as Personal Representatives of the Estate of James Brown;
and Trustees of the James Brown 2000 Irrevocable Trust (the "PR/Trustees"). It was duly
removed to the Circuit Court on motion of the Honorable Sue Roe, Probate Judge.

All named defendants have answered or appeared herein. Defendants Terry Brown,
Romunzo Brown and Forlando Brown, through their counsel, have demanded a jury trial as to all

into the Court. On a showing of urgent need by the PR/Trustees, the Court scheduled the
County of Aiken, South Carolina do hereby certify
Sessions for Aiken County, South Carolina do hereby certify
that the foregoing constitutes a true and correct copy of the
original documents which have been filed in my office this

Present at the hearing held February 7, 2008 were: counsel for all devisees under the

Liz Godard
C.C.C.P. & G.A., Aiken County, S.C.
Deanna J. Brown
Deputy Clerk

August 1, 2000 Will (The "Will") of James Brown, which has been informally admitted to probate and the James Brown 2000 Irrevocable Trust (the "2000 Trust")¹; the Attorney General of South Carolina; ~~counsel for the former PR/Trustees~~^{DRE}; counsel for Cinnamon Paris and LaRhonda Pettit; and counsel for the Guardian ad Litem of James Brown II. Also attending were counsel for the former PR/Trustees. With the consent of all counsel the hearing was closed because of the discussion of sensitive financial matters.

Based on the testimony and physical evidence before me, the Court makes the findings and rulings set out herein. This and other Orders will result from the February 7, 2008 hearing.

PROCEDURAL HISTORY

All assets which are the subject of this action are owned by either the Estate of James Brown or the 2000 Trust, including James Brown Enterprises, Inc. ("JBE, Inc.")

The current PR/Trustees were appointed on November 20, 2007 by Order of this Court and appointment by Sue H. Roe, Probate Judge.

Because it affects the ability of the PR/Trustees to act, and the need for Court guidance, a recitation of the positions of the various Interested Persons is significant. As of the February 7, 2008 hearing was the position of the various parties, as contained in pleadings and motions on file, was:

DRE
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1. Plaintiff PR/Trustees assert that the Will and 2000 Trust constitute Mr. Brown's valid Estate Plan.
2. The Attorney General of South Carolina ("AG") supports the validity of the Will and 2000 Trust, but has challenged the appointment of the PR/Trustees.
3. Former PR/Trustees Albert Dallas and Alfred A. Bradley assert that they are still

¹ Both the Will and the 2000 Trust are being challenged in pending proceedings

Trustees, and seek to terminate the appointment of Plaintiffs as PR/Trustees.

4. Defendants Terry Brown (child/devisee), Forlando Brown (grandchild), Romunzo Brown (grandchild), support the Estate Plan of Mr. Brown, but seek to remove PR/Trustees.
5. All other children/devisees and grandchildren/devisees have challenged both the Will and 2000 Trust, and seek a declaration of Intestacy.
6. Defendants Paris and Petitt, seek to set aside the Will and Trust and be declared children of James Brown.
7. Defendant Tommie Rae Hynie Brown and her son, James Brown, II seek to be declared the surviving spouse and child, respectively, of James Brown. The former has also challenged the Will and 2000 Trust.

CONDITION OF THE ESTATE/TRUST ON FEBRUARY 7, 2008

Based on the undisputed testimony presented at the hearing, this Court makes the following findings as to the condition of the Estate/Trust as of the date of the hearing:

WRE
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1. The condition of the Estate/Trust as of November 20, 2007, when the current PR/Trustees were appointed, was deplorable. Basic security for Mr. Brown's home Estate was in arrears; valuable and deteriorating Masters had been left in his home for almost a year; income taxes were unpaid for a number of years; and the former PR/Trustees had not prepared or filed an Inventory for the Estate or the 2000 Trust.

2. No Estate Taxes for Mr. Brown's Estate were paid when due on September 25, 2007 and no date-of-death appraisal had been conducted or ordered. Estate taxes estimated at a minimum of \$400,000 were overdue.

3. The request for IRS Charitable Recognition of the James Brown "I Feel Good" Trust

had never been filed².

4. As a result of prior acts, there are no funds to pay Court Ordered payments (administrative priority) to counsel in the New York litigation or the Special Administrators.

5. The majority of Royalties from Mr. Brown's published songs are pledged to the Trustee for the TIAA Royalty-backed debt, and will be unavailable for 5-7 years.

6. The Estate/Trust needs at least \$1.6 Million in 2008 to pay outstanding priority administrative claims; defend the Estate Plan; manage and contest the \$35 Million of claims against the Estate; preserve and evaluate the Masters; provide security for Mr. Brown's home Estate; and protect and secure other Estate and Trust assets.

7. This Court takes judicial notice that the following directly interfere with, or inhibit, the ability of the PR/Trustees to seek traditional funding:

- 
- A. The challenge by most children to the existence of the Trust, makes a traditional mortgage of the Home Estate problematic.
 - B. A Federal lawsuit by Forlando Brown seeking removal impairs the ability of the Trustees to obtain financing for the Estate/Trust.
 - C. The actions of the former PR/Trustees, the SC Attorney General, and certain beneficiaries challenging the appointment of Mr. Buchanan and Mrs. Pope negatively affects their ability to perform their duties without seeking Court approval or seek long-term arrangements for the Estate/Trust.

8. The PR/Trustees have moved Mr. Brown's Masters to secure storage, but do not have the funds to take necessary steps to preserve and catalogue them.

9. Approximately \$35 Million of claims have been filed against the Estate of James Brown, several million of which were filed by former PR/Trustees and their counsel. [Mr.

² It was submitted by the current PR/Trustees in December 2007.

Cannon, Mr. Bradley and Mr. Dallas.]

10. Because of disputed but unresolved claims of more than 40% to any royalty sale or refinance by the former PR/Trustees (15% or more); Pullman (12.5%) and Intrigue Music (12.5 %))³ and others, sales of tangible personal property and real estate are the most appropriate source of funds for the approximately \$1.6 million which will be needed to run the Estate/Trust for the next year.

PROPOSALS FOR SALES AND DISPOSITIONS

Based on the above facts as to the deplorable condition of the Estate/Trust, the Court finds that emergency action is necessary to preserve and protect the assets of the Estate/Trust. Without prejudice to the eventual outcome, the Court also finds that the PR/Trustees are entitled to conduct such sales as are necessary to raise funds to defend against all challenges to Mr. Brown's Estate Plan. Again, without prejudice to the outcome, the Court finds that this is appropriate for the PR/Trustees. The Court further finds that the proposals of the PR/Trustees, as modified herein, are the appropriate methods of managing the Estate/Trust during these critical times.

In determining the necessity of sale of Tangible Personal Property ("TPP"), the Court has considered the need for funds. It has also considered that the non-charitable devisees who may receive TPP may pay up to fifty (50%) of the date-of-death value of property received in Estate Taxes.

TANGIBLE PERSONAL PROPERTY

Based on the above factors, the following is reasonable proposal for the disposition of

Tangible Personal Property.

- 7ME
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1. Within 10 days after distribution by the PR/Trustees of the Estate Tax Valuation of TPP being performed by Christie's and of Christie's plan for sale of items, with identification of items, any party desiring to withhold items shall notify the PR/Trustees of items they desire to withhold in order of importance.
 2. Within a reasonable time, the PR/Trustees shall, in their sole discretion, designate items to be sold and not sold.
 3. Within 10 days after distribution of the final proposal, the Court shall conduct a hearing if, and only if, there are valid specific objections. Any party found to be delaying the sale may be charged with the costs of delay.
 4. If possible, the sale or sales by Christie's or any other agent/auctioneer will be conducted on or before August 1, 2008.
 5. The PR/Trustees shall have sole discretion as to the terms of the contract, but will consult with interested counsel.
 6. The PR/Trustees are authorized to put such pieces as they select on loan to one or more museums, for a period not to exceed 3 years, so that such items may be preserved for future distribution to beneficiaries, as appropriate, with assurances for proper insurance and security for all items put "on loan".
 7. Pieces not sold by Christie's or other agent/auctioneer may be sold by the PR/Trustees in their sole discretion at one or more, or a series of, separate auctions/private sales, if additional funds are necessary, provided notice is given to potential heirs and devisees.
 8. Any of above pieces, in the sole discretion of the PR/Trustees, may be retained and added to House Museum purchase as described below.
 9. The PR/Trustees are authorized to prepare and disseminate images of the home and assets as necessary to carry out the above proposal, including all public advertising they deem appropriate.

REAL ESTATE

The Personal Representative's presented the following proposal, which this Court approves:

³ (Sales before March 31, 2008)

FILED 3:2 200 0.
Liz Godard
C.C.C.P. & G.S.
Anita Smith 450
Deputy Clerk

STATE OF SOUTH CAROLINA)
COUNTY OF AIKEN)
IN RE: THE ESTATE OF JAMES BROWN)
a/k/a JAMES JOSEPH BROWN)

IN THE COURT OF COMMON PLEAS
CASE NUMBER: 2007- CP -02-0122

STATE OF SOUTH CAROLINA
COUNTY OF AIKEN
ORDER ON MOTION TO DISQUALIFY
LOUIS LEVENSON
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 documents which have been filed in my office this

MAR 04 2008

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

The matter of the Estate of James Brown came before me on February 7, 2008 at Aiken, South Carolina, on the Motion to Disqualify Louis Levenson filed initially by Forlando Brown, said motion dated January 9, 2008 and upon reviewing the parties' briefs and after hearing argument from the parties, and taking evidence in the form of live testimony and considering certain deposition testimony,

This Court HEREBY ORDERS THAT:

1. The Motion to Disqualify Louis Levenson from legal representation of the following lawful heirs of James Joseph Brown as follows is DENIED: Larry Brown (natural child of the deceased), Daryl J. Brown (natural child of the deceased), individually and on behalf of his minor children Lindsey Delores Brown (age 17) and Janise Vanisha Brown (age 12), Vanisha Brown (natural child of the deceased), Deanna J. Brown Thomas (natural child of the deceased), individually and on behalf of her minor child Jason Brown-Lewis (age 17), Yamma N. Brown Lumar (natural child of the deceased), individually and on behalf of her minor children Sydney Lumar (age 8) and Carrington Lumar (age 6), and Tonya Brown (grandchild of James Brown)
2. This Court finds from the evidence presented that Louis Levenson did not violate any of the rules of ethics, as contained in the South Carolina Court Rules, arising

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from his representation of the above listed lawful heirs of James Joseph Brown even though such representation of the above named clients of Louis Levenson is argued to be in conflict with his former representation of Petitioners Forlando Brown, Romunzo Brown, and Terry Brown;

3. This Court further finds that Louis Levenson did not violate Rule 407 of the South Carolina Appellate Court Rules, Rules of Professional Conduct, Rule 1.9 in his representation of the above listed lawful heirs of James Joseph Brown even though such representation of the above named clients of Louis Levenson is argued to be in conflict with his former representation of Petitioners Forlando Brown, Romunzo Brown, and Terry Brown;
4. This Court finds that the retainer/engagement agreement dated January 9, 2007 between Louis Levenson, the above listed lawful heirs of James Joseph Brown, and Petitioners Forlando Brown, Romunzo Brown, and Terry Brown expressly contemplates in writing the legal actions taken and pleadings filed by Louis Levenson on behalf of his clients in the present case;
5. Petitioners failed to allege or produce any evidence of any confidential information shared between Petitioners and Louis Levenson during the period of time Louis Levenson provided legal representation to Forlando Brown, Romunzo Brown, and Terry Brown;
6. This Court finds that counsel for Petitioners, Georgia Attorney David Bell, by filing the Motion to Disqualify Louis Levenson in the Circuit Court of South Carolina without such attorney Bell having a license to practice law in South

Carolina and without the signature of David Bell's sponsoring attorney for admission *Pro Hac Vice*, has violated South Carolina Rule 404(f);

7. At this time, this Court declines to exercise the power or discretion to revoke David Bell's *Pro Hac Vice* admission in South Carolina in the present case for the previously found violation of Rule 404(f) since Mr. Bell has found a new sponsoring attorney following the withdrawal of the previous sponsoring attorney;
8. All fees and costs sought by Louis Levenson and his clients, the Respondents, related to this matter, said fees and costs sought pursuant to Rule 11 and other South Carolina law, shall be reserved for a later determination by Order of the Court;
9. This Court finds from the facts and from the law as applied to the facts set forth above that Louis Levenson, a South Carolina attorney, Bar No. 7395, has conducted himself at all times in this Court in compliance with all rules of law, as a gentlemen, an able advocate, and with the decorum expected of all attorneys practicing in the Courts of the State of South Carolina, whether admitted *Pro Hac Vice* or licensed to practice law in the State of South Carolina.

THEREFORE, AS STATED ABOVE, THE MOTION IS DENIED.

AND IT IS SO ORDERED

FEBRUARY 26, 2008
B. B. B. B., South Carolina

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

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 documents which have been filed in my office this

STATE OF SOUTH CAROLINA

MAR 07 2008

COUNTY OF AIKEN

CCCP & G.S., Aiken County, S.C.

Deputy Clerk

IN RE:

THE ESTATE OF JAMES BROWN
A/K/A JAMES JOSEPH BROWN

3/7 08
IN THE COURT OF COMMON PLEAS
SECOND JUDICIAL CIRCUIT

CIVIL ACTION NO. 2007-CP-02-0122

ORDER DENYING MOTION
TO ALTER, AMEND OR VACATE
ORDER APPROVING RESIGNATION
AND GRANTING RELATED RELIEF

This matter came before me on February 20, 2008 on Motion of Alfred A. Bradley and Albert H. Dallas to alter, amend or vacate this Court's Order of November 20, 2007 accepting the resignation of Bradley and Dallas; appointing successor Personal Representatives (PRs) of the Estate of James Brown (the "Brown Estate"), deceased; and appointing successor Trustees of the James Brown 2000 Irrevocable Trust (the "2000 Trust") and its subtrusts.

For reasons set forth in detail below, the motion is DENIED. This Court finds:

1. On November 20, 2007, Bradley and Dallas voluntarily, immediately and permanently resigned as PRs of Mr. Brown's Estate; as Trustees of the 2000 Trust and its subtrusts; as fiduciaries of all Brown Entities (other than Geronimo Music Ltd., LLC); and as directors, officers, agents and/or fiduciaries of the Estate, the Brown Trust or any Brown Entity.¹
2. The facts, together with applicable documents and law, made their resignation both appropriate and necessary in order to avoid removal.
3. Because their service in all capacities as PR/Trustees permanently and finally terminated on November 20, 2007, Bradley and Dallas are not Interested Persons as to the appointment and service of successor fiduciaries.

¹ As confirmed in the record, the Brown Entities to which the immediate and permanent resignation applies include James Brown Enterprises, Inc.; James Brown, LLC; James Brown Royalty Venture I SPC; James Brown Burn Lounge, LLC; Seventh Decade Productions, Inc.; and each and every entity in which James Brown and/or the Estate of James Brown has an interest (other than Geronimo Music, LLC).

302(d)(4).²⁸ Actions to remove the trustees were commenced in the probate court and properly removed to this Court.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED:

1. The Motion of Bradley and Dallas to alter, amend or vacate this Court's Order of November 20, 2007 accepting the resignation of Bradley and Dallas; appointing successor Personal Representatives (PRs) of the Estate of James Brown (the "Brown Estate"), deceased;

²⁸ Movants argue that, despite SCPC section 62-1-302(d)(4), SCTC section 62-7-201 somehow precludes removal because SCTC section 62-7-201 does not itself provide for removal of trust actions. However, as with any legislative act, the provisions of the SCPC, which includes the SCTC, must be read as consistent when reasonably possible. It would be inconsistent to read section SCTC 62-7-201 as somehow precluding removal of a trust matter from the probate court to the circuit court, merely because it is silent on that issue, when SCPC section 62-1-302(d)(4) specifically permits the removal of trust matters from the probate court to the circuit court. Moreover, SCTC section 62-7-201 is specifically subject to SCPC section 62-1-302(c) [sic], which was the applicable subsection governing removal before the insertion by the legislature of a new subsection (c) C reconciling jurisdiction over relationship issues between the family and probate courts C in 2005, redesignating former subsection (c) as subsection (d). SCTC section 62-7-201, contained in 2005 Act # 66, was enacted on May 23, 2005, with an effective date of January 1, 2006. SCPC section 62-1-302(c) was redesignated as (d) by 2005 Act #132, enacted on June 3, 2005, and effective on that date. Thus, the SCTC was enacted before the redesignation of SCPC section 62-1-302(c) as (d). The clear intent of the legislature was to make the subject matter jurisdictional provisions of SCTC section 62-7-201 subject to the removal provisions of what is now SCPC section 62-1-302(d).

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and appointing successor Trustees of the James Brown 2000 Irrevocable Trust (the "2000 Trust") and its subtrusts is DENIED.

2. Their appointments having been permanently terminated, Bradley and Dallas have no further interest in these proceedings except to account for their actions and deliver the assets of the Estate and Trust to their successors.

3. Bradley and Dallas shall deliver to this Court their final accounting of their acts as Personal Representatives and Trustees within ninety (90) days and shall immediately deliver to the Successor PR/Trustees all assets, books and records of the Estate, Trust and Brown Entities not previously delivered.

AND IT IS SO ORDERED,



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

March 7, 2008
Aiken, South Carolina

STATE OF SOUTH CAROLINA

) IN THE COURT OF COMMON PLEAS
) CASE NUMBER: 2007-CP-02-0122
)
)

COUNTY OF AIKEN

1. DARYL J. BROWN, individually and on behalf)
of his minor children, LINDSEY DELORES)
BROWN and JANISE VANISHA BROWN, 2.)
VANISHA BROWN, 3. LARRY BROWN, 4.)
DEANNA J. BROWN THOMAS, individually and)
on behalf of her minor child JASON BROWN)
LEWIS, 5. YAMMA N. BROWN, individually and)
and on behalf of her minor children SYDNEY)
LUMMA and CARRINGTON LUMMA and 6.)
TONYA BROWN)

Plaintiffs,

v.

ADELE POPE as Personal Representative of the)
Estate of James Brown and as Trustee of the)
purported Irrevocable Trust of James Brown dated)
August 1, 2000, ROBERT L. BUCHANAN, JR. as)
Personal Representative of the Estate of James)
Brown and as Trustee of the purported Irrevocable)
Trust of James Brown dated August 1, 2000,)
TOMMIE RAE BROWN, as the potential heir of ()
James Brown, JAMES JOSEPH BROWN as the)
potential heir of James Brown, CINNAMON)
NICOLE MERNICKLE PARIS as the potential heir)
of James Brown, LARHONDA PETITT as the)
potential heir of James Brown, JEANETTE)
MITCHELL, as the potential heir of James Brown,)
TERRY BROWN, as the potential heir of James)
Brown, ROMUNZO BROWN as the potential heir)
of James Brown, FORLANDO BROWN, as the)
potential heir of James Brown, HENRY DARGAN)
MCMASTER in his capacity as ATTORNEY)
GENERAL OF THE STATE OF SOUTH)
CAROLINA, JANE DOE and JOHN DOE numbers)
I, II, III, IV as potential heirs and/or devisee and/or)
beneficiaries of James Brown and as representatives)
of all other persons known or unknown claiming to)
be an heir and/or devisee and/or beneficiary of)
of James Brown.)

Defendants.

ORDER RESOLVING MOTION OF
PR/TRUSTEES TO DISMISS AND
REQUIRING SERVICE
BY PUBLICATION

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 documents which have been filed in my office this

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CCCP & GA, Aiken County, S.C.

This matter was commenced with the filing by the Plaintiffs on December 26, 2007 of two separate Complaints. This Court has jurisdiction to hear this matter because it was duly removed to the Circuit Court on Motion of the Honorable Sue Roe, Probate Judge.

Within 30 days after filing of the original complaints, they were consolidated into a single amended complaint. On or about January 15, 2008, Defendants Adele J. Pope and Robert L. Buchanan, Jr., as Personal Representatives of the Estate of James Brown and as Trustees of the James Brown 2000 Irrevocable Trust (the "PR/Trustees") served a Motion to Dismiss or Consolidate and for Related Relief. This Order resolves the PR/Trustees' motion.

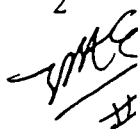
Plaintiffs give notice that their position as to the lawful heirs of James Brown and their respective shares is as follows¹:

1. Daryl J. Brown (1/6)
2. Vanisha Brown (1/6)
3. Larry Brown (1/6)
4. Deanna J. Brown Thomas (1/6)
5. Yamma N. Brown (1/6)
6. Terry Brown (1/6)

Plaintiffs have agreed to the clerical change in the caption to correctly name a Trustee.

Plaintiffs agree that it is appropriate to serve all parties by publication in the Augusta Chronicle and the Aiken Standard. Because of the worldwide media recognition of James Brown, and because of James Brown's longstanding connection with Augusta, Georgia and Aiken, South Carolina, Plaintiffs and other parties assert that publication in these papers will

¹ This is without prejudice to the position of Defendant PR/Trustees and certain others that James Brown died testate and that the action to set aside the Will and Trust is without merit. Said defendants acknowledge, however, that the determination of the lawful heirs of James Brown may have bearing on other rights and obligations of the parties.

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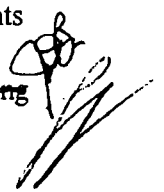
provide the best notice to the Doe Defendants.

It is therefore ORDERED, ADJUDGED and DECREED:

1. The Caption is hereby modified as stated above.
2. Plaintiffs shall publish the Summons for 3 weeks in the Augusta Chronicle and the Aiken Standard as provided by law, and shall also publish therewith the following notice:

Nature of action: The purpose of the above action is to determine all lawful heirs at law of James Brown, including lawful heirs at law who may be entitled to rights under state and federal laws. This action is also an action by plaintiffs to set aside the will of James Brown and the James Brown 2000 Irrevocable Trust, along with its subtrusts, the Brown Family Education Trust and The James Brown "I Feel Good" Trust. Failure to respond to the summons and complaint may result in loss of any and all rights with respect to the above matters.

3. Plaintiffs shall serve all defendants with the amended complaint within 30 days.
4. Defendants who have been served but who have not answered the Amended Complaint shall have Thirty (30) days from the date of this Order to answer, move or otherwise appear.

5. The resolution of the PR/Trustees' motion to dismiss is without prejudice to the rights of any party to assert any defenses, counterclaims and/or crossclaims in the proceeding, ~~including but not limited to laches and statutes of limitations.~~ 

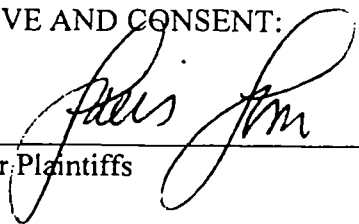
AND IT IS SO ORDERED.

March 8, 2008
Aiken, South Carolina

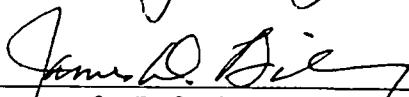


Doyet A. Early, III
Resident Judge, Second Judicial Circuit

WE SO MOVE AND CONSENT:


Attorneys for Plaintiffs

3/7/08


Attorney for Defendant Personal Representatives
and Trustees

STATE OF SOUTH CAROLINA)
COUNTY OF AIKEN)

IN THE PROBATE COURT
CASE NUMBER: 2007-ES-02-0056

STATE OF SOUTH CAROLINA)
COUNTY OF AIKEN)

IN THE COURT OF COMMON PLEAS
CASE NUMBER: 2007-CP-02-0122

IN RE: THE ESTATE OF)
JAMES BROWN)
a/k/a JAMES JOSEPH BROWN)

SECOND ORDER RE: PETITIONER
TOMMIE RAE BROWN'S
MOTION FOR PROTECTIVE ORDER

DATE OF HEARING:
PRESIDING JUDGE:
COURT REPORTER:

DOYET A. EARLY

This matter comes before the Court on several Motions filed by Tommie Rae Brown: Motion for a Protective Order dated February 13, 2008; Motion for Protective Order, Sanctions and Fees dated February 18, 2008; and Motion to Require All Prior and Current Personal Representatives and Others to Return Diaries dated February 15, 2008.

All parties and all counsel agree that the original ~~and all copies~~ of Tommie Rae's diaries will be placed in the possession of Tommie Rae Brown's counsel, Robert N. Rosen, who will hold these items as an officer of the court pending further order of the Court. No party shall use the information in the diaries for any purpose pending further order of the Court. All agents for all parties or counsel, or former counsel or former personal representatives, including all investigators, shall turn over all diaries of Tommie Rae Brown and all copies thereof to the Clerk of Court. No party or counsel will disseminate the diaries or copies thereof.

No party waives any position on the admissibility or the discoverability of the diaries or copies. No party admits any liability for any improper or actionable act of any kind and all parties deny same.

The former personal representatives (Mr. Bradley, Mr. Cannon, and Mr. Dallas) will file an affidavit with the Court within 30 days explaining in detail how they came into possession of Tommie Rae Brown's diaries and any other personal papers or documents.

The motions will be held in abeyance pending further order of the Court.

The Personal Representatives have possession of 90 boxes of documents. Only counsel of record or paralegals or associates under the direct control of counsel of record in this case shall have access to the boxes without imposing on anyone the responsibility to search, if diaries or copies thereof are found in the boxes, any party and counsel (or their agent) finding them shall promptly turn them over to ~~Mr. Rosen~~ the Clerk of

AND IT IS SO ORDERED.

Doyet A. Early, III
Resident Judge
Second Judicial Circuit

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 documents which have been filed in my office this

MAR 10 2008

CCCP & G.A. Aiken, S.C.

Deputy Clerk

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5:10pm

STATE OF SOUTH CAROLINA)
COUNTY OF AIKEN)

IN THE PROBATE COURT
CASE NUMBER: 2007-ES-02-0056

)
) IN THE COURT OF COMMON PLEAS
) CASE NUMBER: 2007-CP-02-0122

)
) IN RE: THE ESTATE OF
) JAMES BROWN
) a/k/a JAMES JOSEPH BROWN
)

) ORDER REGARDING PETITIONER
) TOMMIE RAE BROWN'S DIARIES

DATE OF HEARING:
PRESIDING JUDGE:
COURT REPORTER:

FEBRUARY 20, 2008
DOYET A. EARLY
LISA A. HICKLIN

This matter came before the Court on February 20, 2008, upon motion of Tommie Rae Brown for the return of her personal diaries and all copies thereof.

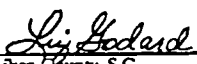
At that time, the Court issued an oral Order which the Court now reduces to writing requiring that all original diaries of Tommie Rae Brown be turned over to her counsel, Robert N. Rosen, immediately and that all counsel, former counsel, parties, former parties, personal representatives and trustees and former personal representatives and trustees and all of their agents and investigators and any other person in possession of a copy or copies of Tommie Rae Brown's diaries are restrained from disseminating or giving said copies to anyone or allowing any person to read said copies, pending further Order of the Court.

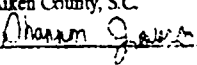
AND IT IS SO ORDERED.


Doyet A. Early, III
Resident Judge
Second Judicial Circuit

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 documents which have been filed in my office this

MAR 10 2008


Liz Godard
C.C.C.P. & G.A., Aiken County, S.C.


Sharon G. Galt
Deputy Clerk

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Order Regarding Petitioner Tommie Rae Brown's Diaries

) IN THE PROBATE COURT
) PROBATE COURT
) #2007-ES-02-0056

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This Court finds that the March 28, 2008 motions, to date, have caused no damages or delay.

This Court finds that the PR/Trustees have fully complied with the provisions of this court's Order of February 20, 2008 and that this Court should direct the execution of the contract and the sale.

The Court further finds that any party who delays the implementation of the February 20, 2008 order or the implementation of this order should be charged with all costs and damages as set out in "a" through "d" above and such costs and such other damages as shall be determined pursuant to "e" above.

Based on this Court's Order of February 20, 2008 and the entire record in this matter, it is ORDERED, ADJUDGED AND DECREED:

1. The PR/Trustees are directed to execute the Consignment Agreement with Christie's upon terms set out in the proposed Consignment Agreement, with such revisions as they deem appropriate.
2. The sale of the Items contained in the Selection for Sale shall proceed as ordered on February 20, 2008.
3. Any party who delays the implementation of the February 20, 2008 order or the implementation of this order shall be charged with all costs and damages as set out in "a" through "d" above and such costs and damages as shall be determined pursuant to "e" above.
4. This Court shall retain jurisdiction to enforce the implementation of this Order and the sale and any other enforcement issues or interference with this Court's February 20, 2008 Order.

AND IT IS SO ORDERED.

April 1, 2008
Aiken, South Carolina


Honorable Doyet A. Early, III
Resident Judge

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:

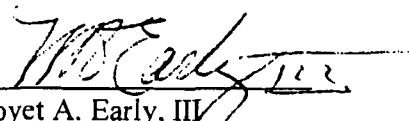
1. All motions to reconsider, revoke and/or modify the appointment of Robert L. Buchanan, Jr. and Adele J. Pope as Person Representatives of the Estate of James Brown and Trustees of the James Brown 2000 Irrevocable Trust and its subtrusts, deceased, are hereby DENIED.
2. This matter is remanded to the 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.

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
Columbia, South Carolina

EXHIBIT A

STATE OF SOUTH CAROLINA) IN THE COURT OF COMMON PLEAS
COUNTY OF AIKEN) SECOND JUDICIAL CIRCUIT
) (On Removal from Probate Court)
)
DARYL J. BROWN, individually and on behalf of) CIVIL ACTION NO. 2007-CP-02-0122
his minor children, LINDSEY DELORES)
BROWN and JANISE VANISHA BROWN,)
VANISHA BROWN, LARRY BROWN,)
DEANNA J. BROWN THOMAS, individually and)
on behalf of her minor child JASON BROWN)
LEWIS, YAMMA N. BROWN, individually and on)
behalf of her minor children SYDNEY L. [REDACTED])
and CARRINGTON L. [REDACTED] and TONYA)
BROWN; TERRY BROWN, ROMUNZO)
BROWN and FORLANDO BROWN,)
)
and)
)
TOMMIE RAE HYNIE BROWN,)
)
and)
)
ROBERT L. BUCHANAN, JR. and ADELE J.)
POPE as Personal Representatives and Trustees)
)
Plaintiffs,)
)
v.)
)
DAVID G. CANNON, ALBERT H. DALLAS,)
ALFRED A. BRADLEY, as former Personal)
Representatives and former Trustees; and other)
Interested Persons: HENRY DARGAN)
McMASTER in his capacity as Attorney General)
of the State of South Carolina;)
MANUFACTURERS & TRADERS BANK;)
JAMES [REDACTED] BROWN, CINNAMON N.M.)
PARIS, LARHONDA PETITT and JEANETTE)
MITCHELL, as potential heirs of James Brown,)
)
Defendants)
)
IN RE:)
ESTATE OF JAMES BROWN AND THE JAMES)
BROWN 2000 IRREVOCABLE TRUST)
)

The above caption represents the status of the parties as of March 7, 2008.

UNITED STATES DISTRICT COURT
DISTRICT OF SOUTH CAROLINA
COLUMBIA DIVISION

Forlando J. Brown,

Plaintiff,

v.

Adele J. Pope, individually and
As Trustee of the Irrevocable Trust
established by James Brown in
August 1, 2000, and

Robert L. Buchanan, Jr., individually and
As Trustee of the Irrevocable Trust
established by James Brown in
August 1, 2000,

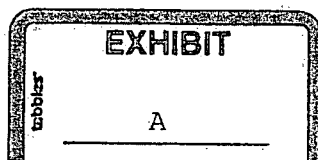
Defendants.

Case No. 3:08-cv-00014-CMC

Motion in Support of
Pro Hac Vice Admission

The undersigned local counsel hereby moves, together with the attached Application and Affidavit, that DAVID B. BELL be admitted pro hac vice in the above-captioned case as associate counsel. As local counsel, I understand that:

1. I will personally sign and include my District of South Carolina federal bar attorney identification number on each pleading, motion, discovery procedure, or other document that I serve or file in this court; and
2. All pleadings and other documents that I file in this case will contain my name, firm name, address, and phone number and those of my associate counsel admitted pro hac vice; and
3. Service of all pleadings and notices as required shall be sufficient if served upon me, and it is my responsibility to serve my associate counsel admitted pro hac vice; and



4. Unless excused by the court, I will be present at all pretrial conferences, hearings, and trials and may attend discovery proceedings. I will be prepared to actively participate if necessary.

5. Certification of Consultation (Local Civil Rule 7:02).

☒ Prior to filing this Motion, I conferred with opposing counsel who has indicated the following position as to this Motion:

☒ will likely oppose; ☐ does not intend to oppose

☐ Prior to filing this Motion, I attempted to confer with opposing counsel but was unable to do so for the following reason(s):

☐ No duty of consultation is required because the opposing party is proceeding pro se.

The Finney Law Firm, Inc.

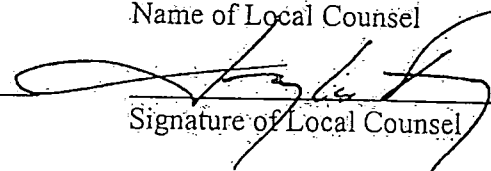
Firm Name

Jerry L. Finney

Name of Local Counsel

2117 Park Street

Street Address or Post Office Box


Signature of Local Counsel

Local Counsel for the Plaintiff

Columbia, SC 29201

City, State, Zip Code

(803)254-7408

Telephone Number

District of South Carolina

Federal Bar Number 6489

STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	CASE NUMBER: 2008-CP-02-0872
COUNTY OF AIKEN	)	
	)	
1. DARYL J. BROWN and Others,	)	JOINT AFFIDAVIT OF
Plaintiffs,	)	ROBERT L. BUCHANAN, JR.
v.	)	AND ADELE J. POPE
	)	(Will/Trust/Heirs)
ADELE POPE and Others,	)	
Defendants.	)	
_____	)	

AND

STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	SECOND JUDICIAL CIRCUIT
COUNTY OF AIKEN	)	
	)	CIVIL ACTION NO. 2007-CP-02-0122
DARYL J. BROWN and Others,	)	
	)	
and	)	
	)	
TOMMIE RAE HYNIE BROWN,	)	
	)	
and	)	
	)	JOINT AFFIDAVIT OF
ROBERT L. BUCHANAN, JR. and ADELE J.	)	ROBERT L. BUCHANAN, JR.
POPE and, Personal Representatives and Trustees	)	AND ADELE J. POPE
	)	(Removal/Appointment/Accounting)
Plaintiffs,	)	
	)	
v.	)	
	)	
DAVID G. CANNON and Others,	)	
	)	
Defendants	)	
	)	
IN RE:	)	
ESTATE OF JAMES BROWN AND THE JAMES	)	
BROWN 2000 IRREVOCABLE TRUST	)	
_____	)	

PERSONALLY APPEARED BEFORE US, Robert L. Buchanan, Jr. and Adele J. Pope,
who, each being duly sworn, deposes and says:

1. We are the Personal Representatives of the Estate of James Brown, who died on December 25, 2006, and Trustees of the James Brown 2000 Irrevocable Trust. We were appointed PR/Trustees on November 20, 2007 after the resignation of all three former PR/Trustees, David Cannon (on August 10, 2007) and Albert "Buddy" Dallas and Alfred Bradley (November 20, 2007).

2. We believe that all three former Trustees have violated the spirit of the Affidavits filed by Dallas and Bradley [Exhibits 1 and 2] on August 3, 2007 with this Court; the Agreement all three former PR/Trustees reached with us and others on August 10, 2007; and this Court's August 10, 2007 Order by refusing to deliver to 1218 Taylor Street, Columbia, SC the Greenberg Traurig (GT) files of Mr. Brown, the Estate, the Trust and Brown Entities and the Powell Goldstein (PG) files for work done for the Estate/Trust and the former PR/Trustees after the death of Mr. Brown.

3. We believe that these files should have been delivered shortly after August 10, 2007, and are critical to the following questions:

- a. Should attorney David Bell's pro hac vice admission be revoked (or not granted) because he has made, or recklessly allowed to be made, the false representation in Federal Court that the Post-Death Dallas Schedule B is a part of Mr. Brown's 2000 Irrevocable Trust?
- b. Should his pro hac vice admission be revoked (or not granted) because, after learning that the Post-Death Schedule B was not a part of the 2000 Irrevocable Trust, he failed to call this fundamental to the attention of the Court?
- c. Was one or more of David Bell, Forlando (William) Brown and/or Powell Goldstein aware that the Post-Death Dallas Schedule B was created after Mr. Brown's death, when it was presented to this Court in filings on November 30, 2007 and to the Federal Court in a complaint verified by Forlando Brown on

December 31, 2007 and filed in Federal Court on or about January 2, 2008?¹

- d. Do the **GT** and **PG** files which former PR/Trustees Cannon, Dallas and Bradley agreed, but then failed, to deliver reveal a secret business relationship between Cannon, Dallas, Bradley and Forlando (William) Brown with Terry Cox?
- e. Is the filing of the Post-Death Dallas Schedule B in this Court and in the Federal Court an integral part of the attempts by Cannon, Dallas and Bradley to be reinstated as Trustees?

4. The attached Exhibits and following chronology suggest that attorneys Bell and **PG**, along with Forlando Brown, have been in a position for a long time to know of the post-death creation by former PR/Trustee Buddy Dallas of Schedule B. They further suggest that the verified assertion by Mr. Brown, Mr. Bell and **PG** that the Post-Death Dallas Schedule B was a part of the 2000 Irrevocable Trust ~~and~~ may not have been inadvertent.

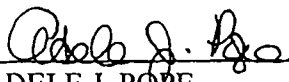
January 1 or 2, 2007	Dallas, consulting with Cannon, creates Post-Death Dallas Schedule B to 2000 Trust. [Exhibit 3]
January 8, 2007	(William) Forlando Brown and other family members engage Louis Levenson to determine whether there have been improper actions by Trustees Cannon, Dallas & Bradley. [Exhibit 4]
January 11, 2007	PR/Trustees read the Will in the Aiken County Court House and delivered the Will/ 2000 Trust, with Dallas Schedule B, to family members. (Tr. Hearing 2/9/07, p. 69, 78.)
January 18, 2007	Dallas, Bradley and Cannon appointed PRs.
January 24, 2007	Family members, including, Forlando (William) Brown file suit against PR/Trustees Cannon, Dallas and Bradley.
March 5, 2007	Cannon, Dallas and Bradley meet in Atlanta with GT attorneys. They decide that the Trustees would provide " all schedules B " to

¹ See Motion of Dallas and Bradley to Vacate and Amend Order Accepting Resignations as Trustees and Appointing New Trustees dtd. 11/30/07 with attached Affidavit of Alfred A. Bradley stating "[a]ttached is a true copy of the 2000 Irrevocable Trust and attaching the Post-Death Dallas Schedule B."

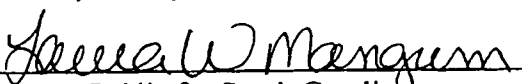
2007 in which Cannon resigned as Trustee and Bill Hammond appointed Trustee.

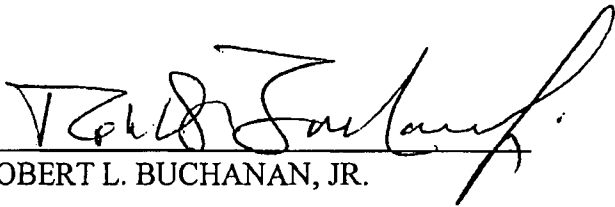
March 9, 2008	Cannon files suit against the Estate on his claims.
March 10, 2008	GT notifies Estate it will not file Petition for disallowed \$155,000 claim.
April 15, 2008	Buchanan and Pope learn for the first time of PG bill to Estate (mailed by David Cannon).
April, 2008 and later	PG, Dallas and Bradley refuse to deliver files
May 13, 2008	Hammond discloses to our counsel additional communications he had with Attorneys General and Dallas regarding change of situs of trust in July, 2007. [Exhibit 26].

FURTHER DEPONENTS SAYETH NOT.

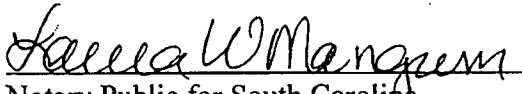

ADELE J. POPE

SWORN TO before me this
15th day of May, 2008

 (L.S.)
Notary Public for South Carolina
My Commission expires: 8/31/2014


ROBERT L. BUCHANAN, JR.

SWORN TO before me this
15th day of May, 2008

 (L.S.)
Notary Public for South Carolina
My Commission expires: 8/31/2014

\\Server\docs\BROWN ADMINISTRATION\WILL TRUST HEIRS\AFFIDAVIT.PRO.HAC.VICE.WPD

The South Carolina Court of Appeals

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

Albert H. Dallas and Alfred A. Bradley,
Trustees of the Irrevocable Trust
Agreement of James Brown, Appellants

v.

Adele J. Pope and Robert L. Buchanan,
Jr., Putative Trustees of the Irrevocable
Trust Agreement of James Brown, Respondents

The Honorable Doyet A. Early, III
Aiken County
Trial Court Case No. 2007-CP-02-00122

ORDER

Appellants appeal from orders of Judge Early refusing to recuse himself from the case, "accepting the resignation" of Albert Dallas and Alfred Bradley as trustees of the James Brown 2000 Irrevocable Trust and its subtrusts, and appointing Adele Pope and Robert Buchanan as successor Trustees. Because it appeared from the face of the orders that Appellants resigned as trustees and were only appealing from the recusal order, this Court, upon preliminary review of the appeal, questioned the appealability of the orders and requested the parties submit memoranda. Appellants submitted a memorandum, arguing they resigned from their position as personal representatives for the Estate of James Brown but did not resign as trustees and are appealing that portion of the order.

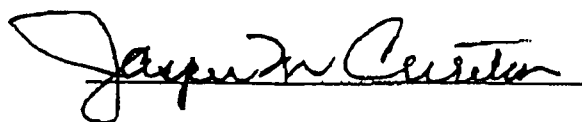
Respondents filed a Motion to Dismiss or Stay Appeal and Correct Caption.

Respondents sought to dismiss or stay the appeal, arguing (1) necessary parties were not properly served with the Notice of Appeal; (2) the recusal order is not immediately appealable; and (3) the resignation orders are not final because the Appellants had not yet accounted and because the trial court had not finally ruled on the reconsideration of the appointment of the new trustees or the possibility of imposing sanctions.¹

After careful consideration of Respondents' Motion to Dismiss or Stay the Appeal, Appellants' memorandum, and relevant case law, Respondents' Motion to Dismiss or Stay the Appeal is denied. However, if Appellants attempt to appeal issues involving the Estate of James Brown, Respondents may re-assert their notice and appealability arguments at that time. We further note that because this appeal does not implicate the Estate, the Estate litigation will be able to go forward while this appeal is pending. See Jackson v. Speed, 326 S.C. 289, 486 S.E.2d 750 (1997) (explaining the trial court retains jurisdiction over matters not affected by an appeal).

Respondents also seek to have the caption amended to include all of the parties involved in the Estate litigation and to identify Appellants as "former" trustees and to remove the word "putative" from the description of Respondents as Trustees. This motion is denied. Because this appeal only involves the Trust, the caption properly reflects the parties involved in this appeal.

AND IT IS SO ORDERED.

 A.J.

¹ Since the Motion to Dismiss was filed, Judge Early denied the pending motion to reconsider, and Appellants have filed and served their Notice of Appeal from that order.

Columbia, South Carolina

5/28, 2008

cc: R. Wayne Byrd, Esquire
Audra M. Byrd, Esquire
James Daniel Bailey, Esquire

5/28/08 ... dlg

STATE OF SOUTH CAROLINA	) IN THE COURT OF COMMON PLEAS
	) SECOND JUDICIAL CIRCUIT
COUNTY OF AIKEN	)
	) Case No.: 08-CP-02-1647 (Original)
	) Case No.: 07-CP-02-0122 (Copy)
HENRY DARGAN McMASTER, in his	) Case No.: 08-CP-02-0872 (Copy)
capacity as Attorney General of the State of	)
South Carolina; and others	) SUPPLEMENTAL AFFIDAVIT
Petitioners,	) OF ROBERT L. BUCHANAN, JR.
	) AND ADELE J. POPE IN
ALBERT H. DALLAS and others	) SUPPORT OF COMMISSIONS AND
Respondents.	) PAYMENT OF CERTAIN PRIORITY
	) EXPENSES OF ADMINISTRATION
IN RE:	)
The Estate of James Brown and the James	)
Brown 2000 Irrevocable Trust u/a/d August	)
1, 2000	)
_____	)

AND

STATE OF SOUTH CAROLINA	) IN THE COURT OF COMMON PLEAS
	) SECOND JUDICIAL CIRCUIT
COUNTY OF AIKEN	) Case Number: 2009-CP-02-1140
	)
Robert L. Buchanan, Jr. and Other,	)
Plaintiffs,	)
vs.	)
	)
The Honorable Henry Dargan McMaster,	)
as Attorney General for the State of South	)
Carolina,	)
Defendant.	)
	)
IN RE: The Estate of James Brown	)
and the James Brown 2000 Irrevocable	)
Trust	)
_____	)

AND

THE STATE OF SOUTH CAROLINA
IN THE CIRCUIT COURT FOR THE
SECOND JUDICIAL CIRCUIT

APPEAL FROM AIKEN COUNTY
PROBATE COURT

THE HONORABLE SUE H. ROE,
PROBATE COURT JUDGE

Case No. 09-CP-02-01341

IN THE MATTER OF: James Brown

Robert L. Buchanan, Jr. and Adele J. Pope, as Personal Representatives of the Estate of
James Brown and Trustees of the James Brown 2000 Irrevocable
Trust.....Appellants

PERSONALLY APPEARED BEFORE ME, Robert L. Buchanan, Jr. ("Bob") and Adele
J. Pope ("Adele"), who being duly sworn, depose and say:

I. AFFIDAVIT BASED ON PERSONAL KNOWLEDGE

1. This affidavit is made from our personal knowledge, including knowledge gained from the books and records of the Estate of James Brown (the "Estate"), the James Brown 2000 Irrevocable Trust (the "2000 Trust") and records reviewed during our service as Special Administrators (SAs) of the Estate of James Brown from March 7 to November 20, 2007 and as Personal Representatives (PRs) of the Estate and Trustees of the 2000 Trust from November 20, 2007.¹

2. In 2000 James Brown created what appears to have been² the largest South Carolina Private Foundation created by one individual solely to provide scholarships for

¹ (a) Subject to subsection (b), a person has knowledge of a fact if the person: (1) has actual knowledge of it; (2) has received a notice or notification of it; or (3) from all the facts and circumstances known to the person at the time in question, has reason to know it. S.C. Code Ann. Sec. 62-7-104

² If fully implemented as James Brown mandated in 2000, the Brown Family Education Trust will provide 7 designated grandchildren with adequate funding for a full education, including pre-college, college and professional and/or post-graduate work (about \$300,000 each). Within 5 years The James Brown "I Feel Good" Trust, a private foundation, will have a fund of at least \$100 Million, providing, in perpetuity, \$5 Million of scholarships to needy and deserving students desiring to attend schools in South Carolina and Georgia. [See Trust]

needy and deserving children desiring to be educated in South Carolina and Georgia.³ We believe that it is our duty to preserve the James Brown Legacy for the State of South Carolina.

3. After August 10, 2007, approximately 80 boxes of documents were delivered to 1218 Taylor Street, the back of Adele's office, by or on behalf of the predecessor PR/Trustees David G. Cannon (Cannon), Albert H. "Buddy" Dallas (Dallas) and Alfred A. Bradley (Bradley), and more than 65 additional boxes of documents, records and pleadings have been gathered since November 20, 2007, during our service as PR/Trustees.⁴

II. SUMMARY OF RELIEF REQUESTED

4. Reserving all rights and objections to our removal as PR/Trustees, and orders of this Court related to the March 26 Document and appointment of Russell Bauknight as Successor PR/Trustee, we ask the Court for the following relief:

- a. Payment of a full commission of \$4,993,151, to be divided between Bob and Adele, based 1/3 on relative time and staff time spent; and 2/3 equally, based on our shared responsibility, as follows:

Bob: \$ 2,147,221

Adele: \$ 2,845,930

- b. Payment of attorneys' fees for all counsel engaged or continued by us, as a priority expense of administration.
- c. Payment from the first available monies of \$2,153,983, plus interest from

³ According to *Philanthropy in the Sunshine State*, in 2001, the year after which James Brown created the 2000 irrevocable Trust and executed his Will, both of which would fund, in addition to the Grandchildren's Trust, The James Brown "I Feel Good" private foundation, only 19 private foundations in Florida had assets in excess of \$100 Million, the size of James Brown's Gross Estate, even though Florida housed 2 of the nation's 100 largest private foundations and 5.3% of the nation's private foundations.

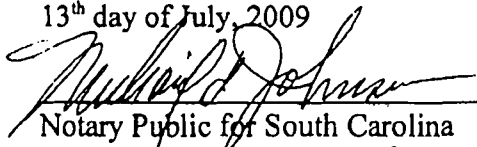
⁴ 145 boxes have been delivered (without prejudice) to Russell Bauknight.

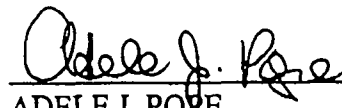
the Estate of James Brown and the James Brown 2000 Irrevocable Trust.

FURTHER DEPONENTS SAYETH NOT.

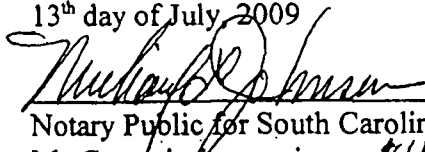

ROBERT L. BUCHANAN, JR.

SWORN TO before me this
13th day of July, 2009


_____(L.S.)
Notary Public for South Carolina
My Commission expires: 24 FEB 14


ADELE J. POPE

SWORN TO before me this
13th day of July, 2009


_____(L.S.)
Notary Public for South Carolina
My Commission expires: 24 FEB 14

**Exhibits to
Joint Affidavit of AJP and RLB dtd. July 13, 2009**

- Exhibit 1 Complaint in the Declaratory Judgment (part of Case 122)
- Exhibit 2 ~~January~~ 8, 2008 Order
- Exhibit 3 February 20, 2008 Order
- Exhibit 4 April 1, 2008 Order
- Exhibit 5 Commission Calculations
- Exhibit 6 Resumé, Robert L. Buchanan, Jr.
- Exhibit 7 Resumé, Adele J. Pope
- Exhibit 8 Time Records, Adele J. Pope
- Exhibit 9 Time Records, Robert L. Buchanan, Jr.
- Exhibit 10 Copy, Letter to Mr. Jones from Mrs. Pope, dtd. 11/21/07
- Exhibit 11 Summary of Charges, James D. Bailey, Esquire
- Exhibit 12 Summary of Charges, Tressa T. H. Hayes, Esquire
- Exhibit 13 Copies, correspondence between PR/Trustees Buchanan and Pope and Office of Attorney General
- Exhibit 14 Letter of Mr. Rosen to Judge Early dtd 8/12/08
- Exhibit 15 Letter of Mr. Jones dtd 8/12/08
- Exhibit 16 Letter of the Honorable Henry D. McMaster dtd 7/30/08
- Exhibit 17 Emergency Petition dtd 6/26/08 and Letter of Mr. Jones dtd 7/7/08
- Exhibit 18 Email of Terry Cox to Marion Heflin dtd. 11/26/07

STATE OF SOUTH CAROLINA)
)
COUNTY OF AIKEN)
)
)
)
)
IN RE:)
)
THE ESTATE OF JAMES BROWN)
A/K/A JAMES JOSEPH BROWN)
)
)

IN THE COURT OF COMMON PLEAS
SECOND JUDICIAL CIRCUIT

CIVIL ACTION NO. 2007-CP-02-0122

ORDER DIRECTING PAYMENT
OF FEES AND COSTS OF SPECIAL
ADMINISTRATORS AND OTHER RELIEF

✓

Since, by limitation in this Court's ^{STATE OF SOUTH CAROLINA} ~~County Offices~~, the Special Administrators were not ^{COUNTY OFFICERS, the Special Administrators} ~~fiduciaries during the period before November 20, 2000~~, the Court finds in favor of the guidelines for

DEATH OF SOUTH CAROLINA
COUNTY OFFICERS, The Special Administrators were not
1, Lt Godard, Clerk of Court of Common Pleas and General
Sessions for Aiken County, South Carolina do hereby certify
number 20-1280 constitute a true and correct copy of the
original documents which have been filed for archiving guidelines for

JAN 09 2008

~~NAME & O.A.~~ Aiken County, S.C.

Deputy Clerk

EXHIBIT 4

STATE OF SOUTH CAROLINA

COUNTY OF AIKEN

**Robert L. Buchanan, Jr. and Adele J. Pope
as Trustees of the James Brown 2000
Irrevocable Trust and as Personal
Representatives of the Estate of
James Brown, deceased**

Plaintiffs,

V.

Deanna J. Brown Thomas, Yamma N. Brown
OF

Lumar, Venisha Brown, Daryl J. Brown, Larry Brown, and Terry Brown, each individually and as parent and natural guardian of his and her minor and unborn issue; Romunzo Brown, Forlando Brown, Tonya Brown, Sydney ~~Lumar~~, Carrington ~~Lumar~~, Jason Brown-Lewis, Lindsey Delores Brown and Janise Vanisha Brown; Henry Dargan McMaster, in his capacity as Attorney General for the State of South Carolina; Tommie Raye Hynie Brown; and James ~~Brown II~~, a minor, by Stephen Slotchiver, his guardian ad litem, Defendants.

) IN THE PROBATE COURT
) PROBATE COURT
) #2007-ES-02-0056

FILED 4-1-8 200
Richard
C. C. P. & S.
Arthur Smith 9³⁵ am
Deputy Clerk

SUPPLEMENTAL ORDER
DIRECTING EXECUTION

CONTRACT AND SALE

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 documents which have been filed in my office this

APR 12 2008

_____ *Liz Godard*
C.C.C.P. & G.S., Aiken County, S.C.
_____ *Anna Smith*
Deputy Clerk

This matter came before me on March 31, 2008 upon request of Robert L.

Buchanan, Jr. and Adele J. Pope, Personal Representatives of the Estate of James Brown and Trustees of the James Brown 2000 Irrevocable Trust (the "PR/Trustees") that the Court issue a supplemental order directing them to execute the contract with Christie's and proceed with the sale as contemplated in this Court's final Order Approving Sale of Tangible Personal Property (TPP) dated February 20, 2008.

The February 20th Order, which was not appealed, provided in part:

EXHIBIT 6

CURRICULUM VITAE

Robert L. Buchanan, Jr.
212 Newberry Street, N.W.
Aiken, South Carolina 29801
803-649-2586
rlbuchananjr@bellsouth.net

Educational Background

Erskine College	AB	1973
University of South Carolina School of Law	JD	1976

Court Admissions

South Carolina	1976
United States District Court South Carolina	1977
United States Court of Appeals Fourth Circuit	1988

Practice Areas

The approximate 33-year practice has included Criminal Defense, Workers' Compensation, Social Security, Administrative, Real Estate and Business Transactions, Probate, Domestic Relations and Civil Litigation; Emphasis has been in Civil Litigation, especially involving Commercial and Business Torts, Product Liability, Personal Injury, and Real Estate.

Recognitions

AV Rated Lawyer, Martindale-Hubbell
Preeminent Lawyers, Martindale-Hubbell
The Best Lawyers in America

EXHIBIT 7

Adele Jeffords Pope¹

Ms. Pope graduated from Mary Baldwin College in 1965 with a degree in Spanish. She was awarded a Master of Arts in Teaching degree from the University of Virginia and was a Spanish teacher for several years.

From 1971 to 1974, Ms. Pope attended the University of South Carolina School of Law from which she received a J.D. in 1974. She was a member of the South Carolina Law Review and the Order of Wig and Robe. She also was a member of the Client Counseling Competition Team.

Ms. Pope has completed the Harvard Mediation Training Course.

PROFESSIONAL CAREER:

After serving as a Trust officer for a year, Ms. Pope began the private practice of law. She has practiced law since 1975, except while in attendance at the University of Miami. Ms. Pope received an LL.M. in Estate Planning from the University of Miami.

Ms. Pope practices law in Columbia, South Carolina² and for more than 25 years concentrated her practice in trust and estate drafting and administration and fiduciary litigation. Mrs. Pope has recently retired as a member of the American College of Trust and Estate Counsel. She has served as an officer of the Estate Planning, Probate and Trust section of the South Carolina Bar and on other Bar committees.

CHARITABLE BOARDS AND COMMISSIONS:

Ms. Pope has served on the Board of the South Carolina Commission on Women; the Central Carolina Community Foundation; the United Way of the Midlands; the Newberry Arts Council; and other entities.

REPRESENTATIVE COMPLEX ESTATE AND TRUST MATTERS AND LITIGATION:

I. Anne T. Boyce Matters:

Shortly after the passage of the South Carolina Probate Code, Ms. Pope was one of the attorneys in Trust and Estate matters related to the Estate of Anne T. Boyce.

¹ Law Office of Adele J. Pope, PC, 1218 Taylor Street, P.O. Drawer 7125, Columbia, South Carolina 29202-7125, Telephone: (803) 779-1870, Facsimile: (803) 779-1673, email: adele@popelawfirm.com

² From January 1, 2009 until May 26, 2009, Mrs. Pope's activities were primarily related to her active service as one of two Personal Representatives of the Estate of James Brown and Trustee of the James Brown 2000 Trust (with Robert L. Buchanan, Jr.). They are currently seeking reconsideration of an Order dated May 26, 2009 terminating their services.

EXHIBIT 8

ESTATE OF JAMES BROWN & JAMES BROWN 2000 IRREVOCABLE TRUST

Summary of Activities of Adele J. Pope, PR/Trustee

(working with Robert L. Buchanan, Jr.)

November 20, 2007 - May 26, 2009

November 20, 2007- Appointed with Robert L. Buchanan, Jr. (RLB, Jr) and Personal Representative of the Estate of James Brown and Trustee of the James Brown 2000 Irrevocable Trust dtd. August 1, 2000 upon resignations of Albert H. ("Buddy") Dallas and Alfred A. Bradley in open court.

After resignations, testimony of Dallas, Terry Cox (who made \$100 Million offer in October) and Toby Byron made presentations to Court on record, under oath, in chambers.

Meeting of JBE, Inc. on return to Aiken. RLB, Jr. President; AJP VP.

Note: Jg. Early's Order Accepting Resignations and Appointing PR/Trustees issued Today. And Probate Ct. Order of Appointment issued.

Jg. Early issued Order Allowing Combining of Funds allowing Estate/Trust to maintain single Bank Account.

November 21, 2007 (Wednesday)

Correspondence; conferences with RLB, Jr. and others. Correspondence with S. Jones re: his assertion that that same persons could not serve as both as PRs & Trustees. Corresp. re: same. [Writing numerous persons to advise of appointment, give contact information.]

7.75 hrs.

November 22, 2007 - November 23, 2007 - Thanksgiving, Friday following.

November 24, 2007 (Saturday)

Travel to Aiken/Beech Island. Meet with RLB, Jr.; view Beech Island Home Estate; 2d meeting
6.50 hrs.

November 25, 2007 (Sunday)

Work on Application for Recognition of Exemption of The James Brown "I Feel Good" Trust; charitable trust matters; review issues related to Will/Trust no-contest clause; parties; elective share; gift taxes; estate taxes; Tangible Personal Property (TPP)

4.25 hrs.

Note: AJP makes first inquiry re: second "Schedule B"

Note: (June 3 -June 15) Emails from Kraig Fox re: possible exploitation or purchase by fox/Sillerman group of assets. Return email by AJP to confirm no family member could claim Finder's Fee. Fox confirmed no Finder. Sent to Bauknight with his request we follow up on this important contact. No response from Bauknight. See Fox communications attached as Exhibit A.

EXHIBIT 9

ESTATE OF JAMES BROWN & JAMES BROWN 2000 IRREVOCABLE TRUST Summary of Activities of Robert L. Buchanan, Jr., PR/Trustee (working with Adele J. Pope) November 20, 2007 - May 26, 2009

November 21, 2007 (Wednesday)

Review e-mail, correspondence, faxes, documents; conferences
6.0 hrs

November 24, 2007 (Saturday)

To Beech Island, meet with AJP; view estate
5.50 hrs.

November 26, 2007 (Monday)

Telephone call, Sonny Jones, AG; telephone call from Security; Visit to home Estate, unclog drain.
3.25 hrs.

November 27, 2007 (Tuesday)

Meeting with AJP and Mary Frances Jowers
3.00 hrs.

November 28, 2007 (Wednesday)

Conference with AJP, Medlin, Levenson, Bell, Jones, Shukat, Sizemore and others; review e-mail, correspondence, faxes and documents
2.0 hrs

November 30, 2007 (Friday)

Telephone call, AJP, R. Maxwell re: Mary Jo & Bill
0.66 hrs.

December 4, 2007 (Tuesday)

Weekly mtg. with AJP
4.00 hrs.

December 5, 2007 (Wednesday)

Various telephone calls, AJP; telephone call, Laura; telephone conference, AJP, David Yount; telephone, accountants and (Tobie, Robin)
1.58 hrs

December 6, 2007 (Thursday)

Conference call with Judge Early, AJP and counsel for various parties

Adele J. Pope, P.C.

ATTORNEY AT LAW

Certified Specialist in Estate Planning and Probate Law

1218 Taylor Street
PO Drawer 7125
Columbia, SC 29202-7125
Telephone: (803) 779-1870
Telecopier: (803) 779-1673
Email: adele@popelawfirm.com

November 21, 2007

C. Havird Jones, Jr.
Senior Assistant Attorney General
Office of the South Carolina Attorney General
P.O. Box 11549
Columbia, South Carolina 29211
Fax: (803) 734-3677

BY FAX OR MAIL

Re: Estate of James Brown/James Brown 2000 Irrevocable Trust

Dear Sonny:

I am in receipt of your e-mail sent at 11:15 this morning and am responding to it quickly because of the coming holidays. Bob may want to answer this separately.

I do not fully understand your position with respect to the obvious conflict, since Mr. Brown himself designated the same persons to be personal representatives and trustees, and there is incorporation by reference language in the Will. Also, whereas our obligations prior to yesterday were to oversee preservation and protection of assets, I believe, as personal representatives, we now have the obligation to support and uphold the Will and Trust, which are wholly compatible with each other and which, together, constitute Mr. Brown's known estate plan.

You asserted that "you" stated in court "that the trust is NOT an inter vivos trust". Again, Bob may want to answer this separately, but I don't recall such a statement by either of us. If it was made, it was an inadvertent error, and should be corrected on the record.

The James Brown 2000 Irrevocable Trust was clearly an inter vivos trust, into which at a very minimum, the real estate was deeded during Mr. Brown's lifetime. It has received, or by its terms will receive, what we hope will be many millions of dollars. Under the formula clause, we hope the bulk of that will go to the James Brown "I Feel Good" Trust and be dedicated to charitable purposes.

I am concerned about your assertion of a possible ethical conflict, as I take very seriously such a remark. Please let Bob and me know the basis for such an allegation, as we would want that matter fully explored in connection with any motion filed by you, and, if appropriate, ruled on by the Court.

EXHIBIT 11
ATTORNEY FEES AND COSTS - JAMES D. BAILEY, ESQUIRE

I. Services provided to Estate/Trust between January 2, 2008 and May 26, 2009¹

1. James Bailey - Representation of Estate/Trust, as needed, with general administrative matters and litigation in Probate and Circuit Court, including the following:

Daryl Brown and others, Tommie Rae Brown and others vs. David G. Cannon, Albert H. Dallas and Alfred H. Bradley, (Removal/Appointment/Accounting). Civil Action No. 2007-CP-02-0122. (Portions pending in S.C. Court of Appeals); David G. Cannon, Petitioner, vs. Estate, (Cannon Claim). Civil Action No. 2008-CP-02-1425; Albert H. Dallas vs. Estate, (Dallas Claim). Civil Action No. 2008-CP-02-1426; Alfred A. Bradley, vs. Estate, (Bradley Claim). Civil Action No. 2008-CP-02-1427; Robert L. Buchanan, Jr. and Adele J. Pope as Trustees of the James Brown 2000 Irrevocable Trust and as Personal Representatives of the Estate of James Brown, deceased Plaintiffs vs. Deanna J. Brown Thomas, and others (Declaratory Judgment). Civil Action No. 2007-CP-02-0122; Daryl J. Brown vs. Adele Pope and Others (Will/Trust/ Heirs Matter); Case No. 2008-CP-02-872; Robert L. Buchanan, Jr. and Adele J. Pope as Trustees of the James Brown 2000 Irrevocable Trust and its subtrusts, and as Personal Representatives of the Estate of James Brown, Deceased vs. David G. Cannon, Albert H. Dallas and Alfred A. Bradley, as former Trustees of the James Brown 2000 Irrevocable Trust and its subtrusts and former Personal Representatives of the Estate of James Brown, and William F. Hammond (Interference Suit). Case No. 2008-CP-02- . . . ; Pullman Group, LLC vs. Estate; Aiken County Case#2007-CP-02-122 [\$31 Million Claim Disallowed. See Order dtd. Nov. 13, 2008; Lewis & Babcock, LLP vs. Estate/Trust. Aiken County Case Number 2008-CP-02-1551. [Pending but facts stipulated]; Bobby Bennett a.k.a. Famous Flames vs. Estate. Aiken County Case #2008-CP-02-1558; Phillip G. Farr, CPA, PC vs. Estate. Aiken County Case Number 2008-CP-02-1553; Smith, Massey, Brodie, Thurmond & Guynn, P.A. vs. Estate. Aiken County Case Number 2008-CP-02-1551; Gene Staulcup & Associates, Inc. vs. Estate. Aiken County Case Number 2008-CP-02-1548; Charles A. Bobbit vs. Estate. Aiken County Case Number 2008-CP-02-1556; Hull, Towill, Norman, Barrett & Salley vs. Estate. Aiken County Case Number 2007-ES-02-0056; Intrigue Music Management, Inc. vs. Estate/Trust. Aiken County Case Number 2008-CP-02-1557; Jackson Law Offices, P.C. vs. Estate. Aiken County Case Number 2008-CP-02-1549; Nicole Parris vs. Estate. Aiken County Case Number 2008-CP-02- . . . ; Rodney A. Peeples vs. Estate/Trust. Aiken County Case Number 2008-CP-02-1712; LaRhonda Pettit vs. Estate. Aiken County Case Number; Suggs-Johnson, LLC vs. Estate. Aiken County Case Number 2008-CP-02-1554; Tom Wells vs. Estate/Trust. Aiken County Case Number 2008-CP-02-1552

Legal Fees: January 2, 2008 through May 26, 2009	\$ 182,676.25
Plus Costs: January 2, 2008 through May 26, 2009	\$ 4,520.50
TOTAL FEES AND COSTS THROUGH MAY 26, 2009	\$ 187,196.75
Legal Fees: May 27, 2009 through July 6, 2009	\$ 9,397.75
Plus Costs: January 2, 2008 through May 26, 2009	\$ 240.25
TOTAL FEES AND COSTS AFTER MAY 26, 2009	\$ 9,638.00
Amount Paid to Date:	\$ (116,605.42)
Amount Due as of July 6, 2009	\$ 80,229.33
Plus: Estimated participation in Reconsideration, Appeal, and transition of above cases as and when appropriate ²	\$ 25,000.00

¹ Hourly Rate for Mr. Bailey is \$275.00.

² Does not include costs of reconsideration or appeal, which are also sought.

EXHIBIT 12
ATTORNEYS FEES FOR TRESSA T.H. HAYES

Summary of Services provided to Estate/Trust between July 22, 2008 (Representation ltr.) and May 26, 2009

I. Tressa T.H. Hayes (Shipley & Hayes) - Assistance with appellate issues related to Christies Sale; Appeal of David G. Cannon [See S.C. Ct. of Appeal Opinion No. 4570, Filed June 23, 2009]; Appeal of Alfred A. Bradley and Albert H. Dallas, S.C. Court of Appeals; Interference and Circuit Court Matters touching on Appellate Court Issues

Legal Fees: July 10, 2008 through May 26, 2009	\$ 72,187.50
Legal Fees: May 27, 2009 through June 30, 2009	\$ 9,915.00
Plus Costs: Through June 30, 2009	\$ 674.23
TOTAL FEES AND COSTS THROUGH JUNE 30, 2009	\$ 82,776.73
Amount Paid	\$ (29,580.00)
Amount Due as of July 5, 2009	\$ 53,196.73
Plus: Estimated participation in Reconsideration, Appeal, and transition of above cases as and when appropriate	\$ 50,000.00

EXHIBIT 13

212 Newberry Street NW
Aiken, South Carolina 29801

March 10, 2008

The Honorable Henry Dargan MacMaster
Attorney General for the State of South Carolina
State of South Carolina
P.O. Box 11549
Columbia, SC 29211-1549
Fax # 803 - 734-3677

BY FAX ONLY

Re: The Estate of James Brown
The James Brown 2000 Irrevocable Trust
Our File No. 8377

Dear Attorney General MacMaster:

We understand that Sonny Jones may be meeting with you this Wednesday, March 12th, to discuss matters related to the Estate/ Trust of James Brown. We respectfully request an opportunity to also meet with you that day (Bob by telephone from Florence) to discuss an immediate opportunity that we may lose if we cannot resolve the position you are taking with respect to our service as Personal Representatives and Trustees (PR/Trustees).

We have an opportunity for what it is hoped will be a 75th Birthday Musical Television Salute to Mr. Brown which could both provide critical funding to help the Estate/Trust survive until the Christie's sale, and help provide some of the funds necessary to vigorously defend the Elective Share, Will and Trust contests. (Mr. Brown's birthday is in early May.)

Unfortunately, after our attorney has done his best, the producers will not accept a contract without our providing both assurances that we have the full authority to enter into a license agreement with respect to the name, likeness, etc., but that we will indemnify them against any challenges to the project based on our lack of authority.

As you know, the former PR/Trustees, as the Court has found, left the Estate and Trust in such bad condition that at this point we cannot with any confidence assert whether the image and persona are owned by the Estate, by the Trust, by a Brown Entity owned by either the Estate or Trust, or in combination.

[There are no funds in the Charitable Trust at this time. Only about \$800 has ever been placed in the Charitable Trust (used to apply for Charitable Recognition). And the current challenges make further funding impermissible at this time. Under both the Will and the 2000 Irrevocable Trust, however, the majority of the value of Mr. Brown's assets are expected to go

EXHIBIT 16

EXHIBIT A



HENRY McMASTER
ATTORNEY GENERAL

July 30, 2008

Adele J. Pope, Esquire
Robert L. Buchanan, Jr., Esquire
212 Newberry Street NW
Aiken, South Carolina 29801

Re: James Brown Litigation

Dear Mrs. Pope and Mr. Buchanan:

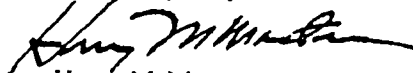
I am writing in response to your letter dated July 25, 2008. I am pleased that we may be able to work together towards our shared goals in connection with the Estate Plan of James Brown. As I mentioned in my last letter, Mr. Brown's Charitable Trust is a wonderful opportunity to further the education of needy children at institutions in South Carolina and Georgia. I hope that we will be able to work together to ensure that scholarships are funded as soon as possible.

While I have no objection to returning to our previous discussions about securing your proper appointment, I have concerns about whether this is possible given your unwillingness to consider the Special Trustee position. On several occasions you have indicated that you do not want to be appointed Special Trustee. I do not believe that you can be properly appointed permanent Trustee if you are not willing to resign and ask to be appointed Special Trustee, which I would support. Once you are appointed Special Trustee, we can ask the Advisory Board for a vote on the Trustee position, as required by Article XIII of the Trust document. If there is not a unanimous vote for you to be Trustee, then we can go to the Probate Court, have the matter removed to the Circuit Court, and have you properly appointed by the Circuit Court.

I am hopeful that as we go through this process, a third Trustee can be put in place along with both of you as required by Article VIII of the Trust. I appreciate your report in connection with my suggestions as to a suitable individual to serve as the third Trustee.

If you are willing to work together, I believe we can secure your proper appointment without further litigation, which would give us all more time to devote to the charitable intentions of Mr. Brown.

Yours very truly,



Henry McMaster

HMCM/mfj



HENRY MCMASTER
ATTORNEY GENERAL

July 7, 2008

VIA E-MAIL

The Honorable Doyet A. Early, III
Resident Judge, Second Judicial Circuit
P. O. Box 90
Bamberg, SC 29003

Re: James Brown Trust
C/A No.: 2008-CP-02-1153

Dear Judge Early:

In connection with the Attorney General's Emergency Petition for Special Trustee(s) and your directive at the hearing last week, I requested proposals from counsel both at the hearing and in an e-mail sent last week as to their recommendations. Based upon the responses provided and his review, the Attorney General offers the following individuals to the Court for consideration as Special Trustee(s) of the James Brown Irrevocable Trust Agreement:

Russell L. Bauknight, C.P.A.
Bauknight Pietras & Stormer, PA
Columbia, South Carolina

Tracey C. Green, Esquire
Willoughby & Hoefler, PA
Columbia, South Carolina

W. Steven Johnson, Esquire
Todd & Johnson, LLP
Columbia, South Carolina

) IN THE COURT OF COMMON PLEAS

) CASE NUMBER: 2008-CP-02-872

[illegible]

)

;

[illegible]

5

me

This matter was scheduled for hearing on June 6, 2008 in connection with the request of Robert L. Buchanan, Jr. and Adele J. Pope, Personal Representatives of the Estate of James Brown (the "PRs"), for guidance with respect to circumstances which have developed since this Court's Order dated August 10, 2007¹. The August 10, 2007 Order provided, in part, that the Estate of James Brown, if and when funds are available, should be allowed to advance tuition payments for qualified beneficiaries of the Brown Family Education Trust who ratify the Trust.

The PR/Trustees, upon receipt of the net proceeds of the Christie's sale, anticipate that for the first time the Estate/Trust may have adequate funds to advance certain tuition payments.

They seek Court guidance as to the following questions:

1. When funds become available, may the Estate/Trust advance tuition payments to qualified beneficiaries of the Brown Family Education Trust who ratify the Trust even though Tommie Rae Hynie Brown, 5 of Mr. Brown's 6 acknowledged children, 7 grandchildren and certain purported heirs have, since the August 10 Order, contested the validity of both the 2000 Will and the 2000 Trust in this proceeding?

[The PR/Trustees ask the Court to confirm that they may.]

2. May the PR/Trustees make tuition payments for Forlando Brown despite his challenge in Federal Court to the authority of the PR/Trustees to act? Is the same true of other beneficiaries who challenge their status as Trustees?

[The PR/Trustees ask the Court to find that they may make such payments.]

3. Do the limitations on distributions and forms and assurances obtained and proposed by the PR/Trustees in making limited tuition payments during the pendency of this and other actions adequately protect the interest of creditors of the Estate/Trust and potential heirs while preventing the beneficiaries from possible permanent loss of educational benefits?

[The PR/Trustees ask the Court to find that they do.]

¹ Consideration of this matter was delayed as a result of concerns raised by the Order of the Honorable Jasper M. Cureton, S. C. Court of Appeals, dated May 28, 2008 in Case No. 2007-CP-02-0122. This was resolved by subsequent Order of Judge Cureton dated July 14, 2008.

Handwritten signature "MRC" and date "4/2" in the bottom right corner.

Adele J. Pope

From: T Heyward Carter [Carter@eckb.com]
Sent: Monday, July 28, 2008 8:52 AM
To: Robert Rosen; Adele Pope
Cc: louis@levensonlaw.com; amedlin@sc.rr.com; Andrew W. Chandler; david@michellawoffice.com; M Jean Lee
Subject: RE: scheduling order

That's Jean's rate. I don't reveal my rate.

From: Robert Rosen [mailto:rnrosen@rosen-lawfirm.com]
Sent: Sunday, July 27, 2008 11:36 AM
To: Adele Pope
Cc: louis@levensonlaw.com; amedlin@sc.rr.com; Andrew W. Chandler; david@michellawoffice.com; T Heyward Carter; M Jean Lee
Subject: RE: scheduling order

Adele,

I am working with my team on revising your Order. If I could get more work out of them, we'd be done by now! But Heyward charges \$800/hour!

We are in agreement on many points, but not all. In general, I have the following comments: I think discovery will take a little longer given the fact that we all have other cases, hearings and trials. For example, I have a day certain week long trial Oct 20-24 which conflicts with your dates for Mrs. Brown's deposition. There are outstanding interrogatories & document requests all over the place & your Order should require all parties to answer and supplement discovery requests within 30 days & allow for add'l interogs/R to P to be timely served & answered. Remember, discovery has (sort of) been on "hold." My own feeling is that our case, i.e. omitted spouse/elective share (Case no. 07 CP 02 0122) ought to proceed rapidly. Your Motion to Dismiss ought to be heard on August 19, our summary judgment motion ought to be heard before anything else as I have an order for expedited discovery on that issue. I do not agree that our case should be consolidated for trial, but for discovery only.

With regard to DNA, if you reread my motion, it includes all grandchildren & the judge so ordered. I have held up sending out my order because I think the PRs ought to certify to the Court that the procedures adopted were foolproof. I'll be happy to advance costs myself as to specific people my client is concerned about. I am concerned that each heir or beneficiary is properly identified by the testing authority so there will be no possibility of fraud or error. Obviously monies cannot be advanced to people who are not entitled to it.

I think you should also address who can appear at depos so that Cannon, Bradley & Dallas, & Byrd & Co cannot show up. They work their magic through Bell. You might also consider the size of the table---literally. We are going to need a big room, a large table & a lot of chairs...We may have to limit lawyers and onlookers & witnesses(not parties). I think we need an order saying no one is allowed except those listed in the order. Will be in touch .

Robert

From: Adele Pope [mailto:adele@Popelawfirm.com]
Sent: Sunday, July 27, 2008 10:18 AM
To: Robert Rosen; adele@popelawfirm.com
Cc: Krista Jarrell; amedlin@sc.rr.com; Andrew Chandler; david@michellawoffice.com; Carter@eckb.com; Jean Lee

ROSEN LAW FIRM, LLC

ATTORNEYS AND COUNSELORS AT LAW

THE PEOPLES BUILDING

P.O. Box 1840 (29402)

18 BROAD STREET, SUITE 201

CHARLESTON, SOUTH CAROLINA 29401

www.rosen-lawfirm.com

ROBERT N. ROSEN
rrosen@rosen-lawfirm.com

PHONE (843) 377-1700

FAX (843) 377-1709

July 29, 2008

Via Email

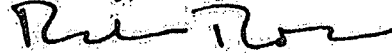
The Honorable Doyet A. Early
Court of Common Pleas - Aiken County
P.O. Box 90
Bamberg, SC 29003

Re: ESTATE OF JAMES BROWN

Dear Judge Early:

Enclosed please find an Order re: DNA Testing. I believe this Order accurately reflects your ruling on the record on June 30, 2008.

Sincerely,



Robert N. Rosen

mfj

Enclosures: as stated

xc: Via Email to all counsel of record:
Mrs. Tommie Rae Brown

STATE OF SOUTH CAROLINA

COUNTY OF AIKEN

) IN THE COURT OF COMMON PLEAS
) SECOND JUDICIAL CIRCUIT
) (On Removal from Probate Court)

DARYL J. BROWN, individually and on behalf of
his minor children, LINDSEY DELORES BROWN
and JANISE VANISHA BROWN, VANISHA
BROWN, LARRY BROWN, DEANNA J. BROWN
THOMAS, individually and on behalf of her minor
Child, JASON BROWN LEWIS, YAMMA N.
BROWN, individually and on behalf of her minor
children SYDNEY L. [REDACTED] and CARRINGTON
L. [REDACTED] and TONYA BROWN; TERRY BROWN
ROMUNZO BROWN AND FORLANDO BROWN

CIVIL ACTION NO.: 2007-CP-02-0122

AND

TOMMIE RAE HYNIE BROWN,

AND

ROBERT L. BUCHANAN, JR. and ADELE J. POPE
As Personal Representatives and Trustees

Plaintiffs,

v.

DAVID G. CANNON, ALBERT H. DALLAS,
ALFRED A. BRADLEY, as former Personal
Representatives and former Trustees; and other
Interested Persons: HENRY DARGAN McMASTER
In his capacity as Attorney General of the State of
South Carolina; MANUFACTURERS & TRADERS
BANK; JAMES [REDACTED] BROWN, CINNAMON
N. M. PARIS, LARHONDA PETITT and
JEANETTE MITCHELL, as potential heirs of
James Brown,

Defendants.

IN RE:

ESTATE OF JAMES BROWN AND THE
JAMES BROWN 2000 IRREVOCABLE TRUST

ORDER RE: DNA TESTING

87

This matter came before the Court on June 30, 2008 upon motion of the Petitioner Tommie Rae Brown for an Order requiring DNA testing on all issue of James Brown who claim or might claim to be an heir, including all purported children and grandchildren and that said testing be performed by qualified experts under proper supervision. Each party tested shall pay for the cost of

the test.

The Court grants the motion as the heirs must be determined for a variety of reasons, including the requirement under Sections 62-2-103 and 62-2-102 of the Probate Code that an omitted child's share is determined after determining how many other intestate issue would share the relevant portion of Decedent's estate.

Any child or grandchild who objects to this test may file a motion and supporting affidavits with reasonable notice to all parties within thirty days of the date hereof. Otherwise, all children and grandchildren will submit to DNA testing within sixty (60) days after the date of this Order.

The parents of all minor Plaintiffs and Defendants are directed to secure the testing of their minor children as directed above and shall be responsible for providing the results to the Court and all parties within the 60-day period.

Any party, or parent of minor party, who fails to timely comply with this Order for DNA testing shall be subject to dismissal of his, her or their claim to be an heir of James Brown as set out above.

AND IT IS SO ORDERED.

Doyet A. Early, III
Resident Judge
Second Judicial Circuit

EXHIBIT A



HENRY McMASTER
ATTORNEY GENERAL

July 30, 2008

Adele J. Pope, Esquire
Robert L. Buchanan, Jr., Esquire
212 Newberry Street NW
Aiken, South Carolina 29801

Re: James Brown Litigation

Dear Mrs. Pope and Mr. Buchanan:

I am writing in response to your letter dated July 25, 2008. I am pleased that we may be able to work together towards our shared goals in connection with the Estate Plan of James Brown. As I mentioned in my last letter, Mr. Brown's Charitable Trust is a wonderful opportunity to further the education of needy children at institutions in South Carolina and Georgia. I hope that we will be able to work together to ensure that scholarships are funded as soon as possible.

While I have no objection to returning to our previous discussions about securing your proper appointment, I have concerns about whether this is possible given your unwillingness to consider the Special Trustee position. On several occasions you have indicated that you do not want to be appointed Special Trustee. I do not believe that you can be properly appointed permanent Trustee if you are not willing to resign and ask to be appointed Special Trustee, which I would support. Once you are appointed Special Trustee, we can ask the Advisory Board for a vote on the Trustee position, as required by Article XIII of the Trust document. If there is not a unanimous vote for you to be Trustee, then we can go to the Probate Court, have the matter removed to the Circuit Court, and have you properly appointed by the Circuit Court.

I am hopeful that as we go through this process, a third Trustee can be put in place along with both of you as required by Article VIII of the Trust. I appreciate your report in connection with my suggestions as to a suitable individual to serve as the third Trustee.

If you are willing to work together, I believe we can secure your proper appointment without further litigation, which would give us all more time to devote to the charitable intentions of Mr. Brown.

Yours very truly,



Henry McMaster

HMCM/mfj

STATE OF SOUTH CAROLINA)
COUNTY OF AIKEN)

IN THE COMMON PLEAS COURT
SECOND JUDICIAL CIRCUIT

DOCKET NO.: 2007-CP-02-0122

Daryl J. Brown, individually and on behalf of his)
minor children, LINDSEY DELORES BROWN)
and JANISE VANISHA BROWN, VANISHA)
BROWN, LARRY BROWN, DEANNA J. BROWN)
THOMAS, individually and on behalf of her minor)
child, JASON BROWN LEWIS, YAMMA N.)
BROWN, individually and on behalf of her minor)
children, SYDNEY L. BROWN and CARRINGTON)
L. BROWN and TONYA BROWN, TERRY BROWN,)
ROMUNZO BROWN and FORLANDO BROWN,)

and)

TOMMIE RAE HYNIE BROWN,)

and)

ROBERT L. BUCHANAN, JR. and ADELE J.)
POPE as Personal Representatives and Trustees)

Plaintiffs,)

v.)

DAVID G. CANNON, ALBERT H. DALLAS,)
ALFRED A. BRADLEY, as Former Personal)
Representatives and Former Trustees; and other)
Interested Persons: HENRY DARGAN)
MCMASTER In his capacity as Attorney General)
of the State of South Carolina;)
MANUFACTURERS & TRADERS BANK; JAMES)
BROWN, CINNAMON N.M. PARIS,)
LARHONDA PETITT and JEANETTE MITCHELL)
As Potential heirs of James Brown,)

Defendants)

IN RE:)
ESTATE OF JAMES BROWN AND THE JAMES)
BROWN 2000 IRREVOCABLE TRUST)

ORDER

STATE OF SOUTH CAROLINA
COUNTY OF AIKEN
I, Liz Godard, Clerk of Court of Common Pleas and Ge
Sessions for Aiken County, South Carolina do hereby c
that the foregoing constitutes a true and correct copy
original documents which have been filed in my office

OCT 07 2008

CCC.P. & G.A., Aiken County, S.C.

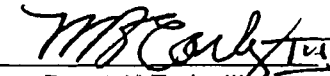
Deputy Clerk

This matter comes before the court on a Petition to revoke the pro hac vice admission of
David Bell to represent Forlando Brown, Terry Brown and Romunzo Brown in the above-captioned

case on the ground of the alleged failure of Mr. Bell to follow the Order of this Court requiring him to inform the federal court that erroneous pleadings had been filed. After a hearing on the matter, I find that the order of the court was complied with.

Accordingly, **IT IS ORDERED** that the Petition to Revoke the pro hac vice admission be denied.


Benkey, South Carolina
August 30, 2008


Hon. Doyet A. Early, III
Circuit Judge

STATE OF SOUTH CAROLINA

STATE OF SOUTH CAROLINA
COUNTY OF AIKEN
I, the undersigned, 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 document which has been filed in my office this

1. DARYL J. BROWN and Others,

Plaintiffs
OCT 23 2008

v.

ADELE POPE, as Personal Representative
and Trustee and others,

Deputy Clerk

Defendants

) IN THE COURT OF COMMON PLEAS

) CASE NUMBER: 2008-CP-02-0872

) original filed

) ORDER GRANTING LIMITED
) STAY OF CERTAIN DISCOVERY

) (Will/ Trust/Heirs matter)

) FILED

10-23-2008

Liz Hodard
C.C.P. & G.S.

Anita Knoepfle 1130
Deputy Clerk

STATE OF SOUTH CAROLINA

COUNTY OF AIKEN

IN RE: ESTATE OF JAMES BROWN
AND THE IRREVOCABLE TRUST
OF JAMES BROWN U/A/D
AUGUST 1, 2000

) IN THE COURT OF COMMON PLEAS

) CASE NUMBER: 2007-CP-02-0122

) Copy (Certified) filed

) (Hynie Brown Formal Testacy)

A hearing was held before me on September 29, 2008 in connection with the September 25, 2008 motion of the Attorney General of South Carolina, Tommie Rae Hynie Brown and Plaintiffs in Case #2008-CP-02-0872, above, for a limited stay of certain discovery. The hearing was conducted solely on the said parties' letter/motion dated September 25, 2008 requesting a stay of discovery and motions related to the marital status of Tommie Rae Hynie Brown, and the Will/Trust/Heirs matter. Movants seek a stay until December 25, 2008 while certain parties attempt to resolve some or all of their differences.

Since the hearing was held with fewer than 10 days' notice, and not all parties attended, the Court strictly limits its rulings and findings to avoid prejudice to any party.

Robert L. Buchanan, Jr. and Adele J. Pope, Personal Representative of the Estate of James Brown and Trustees of the James Brown 2000 Irrevocable Trust (The "PR/Trustees")

RLB

Except as specifically provided herein, all other cases and matters over which this Court has jurisdiction, including those by and against the Estate/Trust and by and among the parties, shall proceed.

The limited stay of discovery and motion granted herein shall automatically expire on December 25, 2008.

AND IT IS SO ORDERED.

October 23, 2008
Aiken, South Carolina



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

STATE OF SOUTH CAROLINA)
)
COUNTY OF AIKEN)
)

IN THE COURT OF COMMON PLEAS
SECOND JUDICIAL CIRCUIT

Case No.: 08-CP-02-1647

(On removal to Circuit Court from Probate
Court 07-ES-02-0056)

HENRY DARGAN MCMASTER, in his)
capacity as Attorney General of the State)
of South Carolina; DARYL J. BROWN,)
on behalf of his minor children, LINDSEY)
DELORES BROWN and JANISE)
VANISHA BROWN; DEANNA J.)
BROWN THOMAS, on behalf of her minor)
children, JASON BROWN LEWIS;)
YAMMA N. BROWN, on behalf of her)
minor children, SYDNEY LUMAR,)
CARRINGTON LUMAR, and TONYA)
BROWN; VANISHA BROWN; and)
LARRY BROWN; TOMMIE RAE)
HYNIE BROWN; JAMES ROSE,)
BROWN, through his Guardian Ad)
Litem)

Petitioners,

- vs -

ALBERT H. DALLAS, ALFRED A.)
BRADLEY, and DAVID G. CANNON,)
individually and as (purported) Trustees)
of the James Brown 2000 Irrevocable Trust;)
ADELE J. POPE and ROBERT L.)
BUCHANAN, JR., individually and as)
(purported) Personal Representatives of the)
Estate of James Brown and Trustees of the)
James Brown 2000 Irrevocable Trust;)
TERRY BROWN; ROMUNZO BROWN;)
FORLANDO BROWN; CINNAMON)
N.M. PARIS; LARHONDA PETITT; and)
JEANNETTE MITCHELL)

Respondents.

In Re:

The Estate of James Brown and The James)

ORDER

FILED 1-7 2009
Liz Godard
C.C.P. & G.S.
Anita Knoepfle 130
Deputy Clerk

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 documents which have been filed in my office this

JAN 08 2009

Liz Godard
C.C.P. & G. S., Aiken County, S.C.
Anita Knoepfle
Deputy Clerk

THEREFORE, IT IS HEREBY ORDERED that Russell L. Bauknight, C.P.A., of Columbia, South Carolina is appointed as the sole Special Administrator and Special Trustee for the sole purpose of providing input and recommendations for the proposed settlement agreement.

IT IS ALSO ORDERED that all discovery in this case is stayed and all responses to motions filed in this case are extended until such further notice from this Court after the hearing to approve the proposed Settlement Agreement.

IT IS SO ORDERED.



The Honorable Doyet A. Early, III
Circuit Court Judge for the State of South Carolina
Second Judicial Circuit

January 7, 2009

STATE OF SOUTH CAROLINA)
COUNTY OF AIKEN)

IN THE PROBATE COURT
Probate Court No. 2008-CP-02-1647

HENRY DARGAN McMASTER,)
In his capacity As Attorney General)
of the State of South Carolina)

Petitioner,)
Vs.)

**ORDER DENYING
MOTION TO RECUSE**

Albert H. Dallas, Alfred A. Bradley, and)
David G. Cannon, et. al.,)
Respondents.)

IN RE: THE JAMES BROWN)
IRREVOCABLE U/A/D AUGUST 1, 2000)

This matter comes before the Court on January 30, 2009, on motion of David G. Cannon to recuse the Honorable Doyet A. Early, III.

The Motion contends that the Judge is biased and prejudice against Mr. Cannon because he has "issued orders without having subject matter jurisdiction; has purportedly held David G. Cannon in contempt of void orders; has allowed the Special Administrators to illegally act as Trustees of the James Brown Trusts pursuant to appointment by a Court lacking subject matter jurisdiction; has deprived David G. Cannon of due process of law; has created a civil liability of David G. Cannon without David G. Cannon having an opportunity to present his case; has utilized contempt as a form of debtors prison; and has acted as an investigator of this matter in violation of South Carolina Appellate Court Rules which embody the Canons of Judicial Conduct." See Mr. Cannon's Memorandum in support of Mr. Cannon's motion filed on November 25, 2008.

Mr. Cannon's affidavit complains about prior rulings and orders of the Court, the Court acted as an investigator, and the Court sent Mr. Cannon to debtor's prison.

The Court has carefully reviewed the allegations and finds that the supporting affidavit of David Cannon repeats arguments before this Court already rejected and rehashes decisions made by the Court in these proceedings. The Court has not acted as an investigator by merely examining

STATE OF SOUTH CAROLINA
WITNESSES ON THE STAND
I, Liz Godard, Clerk of Court of Common Pleas and General Sessions for Aiken County, South Carolina do hereby certify that the foregoing constituted a true and correct copy of the original documents which have been filed in my office and
impropriety are raised. State v. Cheatham, 349 S.C.101, 111, 561 E.2nd 618, 623-624 (S.C. App.2002). Under South Carolina law, "a judge should disqualify himself in a proceeding in which his impartiality might be questioned, including, but not limited to, instances where the judge has a

C.C.C.P. & G.A., Aiken County, S.C.

Deputy Clerk

Page 1

C.C.C.P. & G.S.

Deputy Clerk

personal bias or prejudice against a party.” Murphy v. Murphy, 319 S.C. 324, 461 SE 2d 39 (1995). Any bias or prejudice of the judge “must stem from an extrajudicial source and result in decisions based on information other than what the judge learned from his participation in the case.” Mallett v. Mallett, 323 S.C. 141, 145, 473 S.E. 2d 804, 807 (Ct. App. 1996). It is not sufficient cause of disqualification to merely allege bias; rather, the party seeking disqualification “must show some evidence of bias or prejudice.” *Id.* (citing Roper v. Dymanique Concepts, Inc., 316 S.C. 131, 447 S.E. 2d 218 (Ct. App. 1994)).

This Court must accept the factual allegations asserted in the motion for recusal as true. At the same time the legal sufficiency of these facts must be considered.

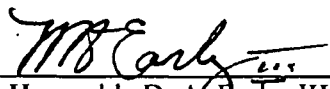
It is well established law that a judge is not required to recuse himself when no evidence is present other than claimed adverse rulings by the judge.

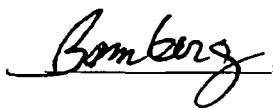
A trial judge has the authority to resolve a motion for his own disqualification. Shaw v. State, 276 S.C. 190, 277 S.E.2nd 140 (1981).

The law requires that bias or prejudice sufficient to disqualify a judge must be personal rather than judicial and come from extrajudicial sources rather than from that judge’s participation in the case. Mr. Cannon presents no evidence of a personal bias.

After considering the Motion by Mr. Cannon along with supporting documents and oral arguments, as well as the Returns submitted by other participants in the Estate, this Court DENIES the Motion for Recusal.

IT IS SO ORDERED THIS 11th day of March, 2009.


The Honorable D. A. Early, III

 SC

STATE OF SOUTH CAROLINA)

IN THE COURT OF COMMON PLEAS)

COUNTY OF AIKEN)

SECOND JUDICIAL CIRCUIT)

HENRY DARGAN MCMASTER, in his)
 capacity as Attorney General of the State)
 of South Carolina; DARYL J. BROWN,)
 on behalf of his minor children, LINDSEY)
 DELORES BROWN and JANISE)
 VANISHA BROWN; DEANNA J.)
 BROWN THOMAS, on behalf of her minor)
 children, JASON BROWN LEWIS;)
 YAMMA N. BROWN, on behalf of her)
 minor children, SYDNEY L. BROWN,)
 CARRINGTON L. BROWN, and TONYA)
 BROWN; VANISHA BROWN; and)
 LARRY BROWN; TOMMIE RAE)
 HYNIE BROWN)

Petitioners,)

- vs-)

RUSSELL L. BAUKNIGHT,)
 as Special Administrator and Special)
 Trustee for The Estate of James Brown)
 and The James Brown 2000 Irrevocable)
 Trust, TERRY BROWN, ROMUNZO)
 BROWN; FORLANDO BROWN;)
 CINNAMON N.M. PARIS; LARHONDA)
 PETITT; and JEANNETTE MITCHELL)

Respondents.)

In Re:)

The Estate of James Brown and The James)
 Brown 2000 Irrevocable Trust u/a/d)
 August 1, 2000)

Case No.: 08-CP-02-1647 - original

(Case No.: 07-CP-02-0122) - cert. copy
(Estate of James Brown)(Case No.: 08-CP-02-00872) - cert. copy
(Wills/Trust/Heirs Matter)ORDER APPROVING
SETTLEMENT AGREEMENT

FILED 5-26-09
 L. J. Gaddard
 C.C.P. & G.S.
 Anita Knoepfle 945
 Deputy Clerk

STATE OF SOUTH CAROLINA
COUNTY OF AIKEN

I, Liz Gaddard, 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 documents which have been filed in my office this

MAY 26 2009

L. J. Gaddard
 C.C.P. & G.S., Aiken County, S.C.
 Anita Knoepfle
 Deputy Clerk

This matter comes before the Court on a Motion for Approval of Settlement Agreement.

The Court commenced the hearing on January 30, 2009, and continued to conduct that hearing

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be subject to the elective share and, by extension, to the omitted spouse share and omitted child share.

Moreover, certain assets, such as the copyright termination rights would not belong to the 2000 trust or to the probate estate, instead passing by federal law to the federal statutory heirs.

Further confusing the question of ownership is the question of the validity of the 1999 revocable trust. Mr. Dallas, one of the trustees of that trust, testified that he did not know if the 1999 trust had been revoked in accordance with its provisions. Nor was any evidence produced from Mr. Herring's file that the 1999 trust had been revoked. If that trust was valid and was not revoked, then ownership issues similar to the 2000 trust arise as to the 1999 trust. If the 1999 trust was valid and not revoked, then any assets owned by that trust might not be included in the 2000 trust or the probate estate. Furthermore, any assets owned by the 1999 revocable trust would clearly be subject to the elective share pursuant to *Seifert* and *Dreher* and, by analogy would be subject to the omitted spouse's share and the omitted child's share.

If the 1999 trust was valid, funded, and not revoked, then the trustees of the 2000 trust had no power or control over those assets.

c. A compelling factor in finding that a good faith controversy existed is the assertion of Tommie Rae Brown (Mrs. Brown) of elective share and omitted spouse's share claims. If Mrs. Brown qualifies as a surviving spouse, then she would clearly be entitled to an elective share and may well qualify for an omitted spouse's share. The elective share would be one-third of the probate assets plus any assets held by a revocable trust, pursuant to *Seifert* and *Dreher*. The omitted spouse's share would be one-half of the probate assets plus, by analogy to *Seifert* and *Dreher*, any assets held by a revocable trust. In addition, Mrs. Brown would have a

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rights under state and federal laws." No additional parties have appeared as a result of the publication.

On August 10, 2008, the following parties participated in an informal mediation: Tommie Raye Hynie Brown; the named children and grandchildren represented by Louis Levenson; and the South Carolina Attorney General. The parties reached a settlement which was reduced to writing and signed by all of the participating parties.

At the hearing on August 19, 2008, the parties reported the partial settlement to the Court during an in-chambers conference. The parties also reported in open court that they had reached a resolution among themselves. At that time, the parties did not disclose their signed settlement document.

On September 29, 2008, the South Carolina Attorney General filed a Petition for Removal and Restraint of Trustees, asking that Dallas and Bradley be removed as Trustees, in the event they are Trustees. On November 7, 2008, the Attorney General and the other settling parties filed an Amended Petition for Removal and Restraint of Trustees Dallas, Bradley, and Cannon, and PR/Trustees Pope and Buchanan. The Court has not heard this matter pending the settlement approval. Also on November 7, 2008, the settling parties filed an Emergency Petition for Appointment of Special Administrator and Special Trustee.

During the pending settlement, Pope and Buchanan have filed numerous pleadings in the matter, including the following which were filed in addition to their Responses and Returns to other matters: (1) Motion for Partial Summary Judgment, dated September 12, 2008; (2) Supplemental Motion to Dismiss All "Spousal" Claims of Tommie Rae Hynie Brown, dated September 12, 2008; (3) Motion to Dismiss all Causes of Action to Set Aside the James Brown 2000 Irrevocable Trust, dated September 15, 2008; (4) Motion to Dismiss, dated October 9,

2. Adele J. Pope and Robert L. Buchanan, Jr., are directed to execute the agreement; and
3. Russell L. Bauknight is immediately appointed as Personal Representative of the Estate and Trustee of the James Brown 2000 Irrevocable Trust in replacement of Ms. Pope and Mr. Buchanan.

AND IT IS SO ORDERED.


The Honorable Doyet A. Early, III

May 26, 2009
Aiken, South Carolina

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212 Newberry Street, NW
Aiken, South Carolina ZIP

June 17, 2009

Russell L. Bauknight, C.P.A.
Bauknight, Pietras & Stormer, P.A.
1517 Gervais Street
P.O. Box 1330
Columbia, SC 29202
FAX: 771-8958

BY FAX ONLY

Re: Estate of James Brown
James Brown 2000 Irrevocable Trust

Dear Russell:

After conducting due diligence, you testified in Court that no transition was necessary for you to assume competent management of the Estate of James Brown and the James Brown 2000 Trust.

On May 26th the Court, based on your testimony, ordered that no transition period is necessary. Nevertheless, as we have repeatedly advised you, we want to provide reasonable assistance to facilitate your management, preservation and protection of the assets of the Estate of James Brown and the James Brown 2000 Trust pending final Order(s).¹

We have generally met weekly, and we are willing to continue to meet weekly with you for the next several months, if you would like, to attempt to answer any questions you may have.

Within the last week we have received letters from several of your attorneys. Each evidences either a misunderstanding or a lack of information which we have already provided to you. Please understand that the absence of our written response to these and any future letters directed to us does not mean that we agree with the statements, representations or conclusions reached in the letters. We will address issues raised when we meet.

We are happy to have a reasonable number of direct telephone conferences if there is a matter which cannot wait for a weekly meeting, but ask that we both be present. [Please call either of our offices to schedule a time.]

¹ Our assistance is without prejudice to all positions taken by us in McMaster vs. Dallas, including but not limited to those in our motions for reconsideration, and our position in the appeal now pending as Case No. 2009-CP-02-01341.

Letter to Russell L. Bauknight, C.P.A.
June 17, 2009
Page 2

We will be glad to address the issues, and correct the various misstatements and/or misunderstandings raised by the current letters at our meeting next Monday, June 22, 2009 at 6:30 at Adele's office.

We suggest that two very important files for you to obtain related to the issues you have raised are:

1. The Powell Goldstein (PG) File for the period from early 2007 until September 2007, for which PG billed the Estate more than \$48,000, but later asserted their services were for the 2000 Trust. [PG has said they will release the file upon the direction of Messrs. Cannon, Dallas and Bradley, and we agree you now have authority, without prejudice to our position, to demand that Messrs. Cannon, Dallas and Bradley release the file under the August 10, 2007 Order.]
2. The Greenberg Traurig (GT) file related to the aborted RBS Refinance Deal. [You may want to consult with Kendall about the best way to obtain this file.]

Without prejudice to our position as stated herein, we will have approximately 20 additional boxes of documents for receipt by you next Monday². All of the boxes delivered, and to be delivered, are the subject of our agreement that all boxes will remain under your control and available to us at all reasonable times until final order(s) are issued.

Sincerely,

Robert L. Buchanan, Jr.

Robert L. Buchanan, Jr.

Adele Pope

Adele J. Pope

² You may pick them up and receipt for them personally at 1218 Taylor Street either before noon or at 6:30.

STATE OF SOUTH CAROLINA
COUNTY OF AIKEN

PROBATE COURT

IN THE MATTER OF ESTATE OF JAMES BROWN
CASE NUMBER 2007-ES-02-0056

ACCOUNTING

☒ FINAL (RESERVING ALL RIGHTS)¹
☐ INTERIM #

The undersigned Personal Representatives submit this Final Accounting, which covers the period from May 21, 2009, through May 27, 2009, and relates to the assets of the Estate of James Brown and the James Brown 2000 Irrevocable Trust.

The attached documentation sets forth a complete accounting for the period specified, which is summarized as follows:

	Income	Principal	Total*
Beginning Balance		\$ 99,863,015.02	
Plus: Receipts		\$ 2,338,393.75	
Subtotal		\$ 102,201,408.77	
Less: Disbursements		\$(102,201,408.77)	
Ending Balance in hands of Buchanan and Pope		\$ 0*	

*If a consolidated accounting, use this column.

The Personal Representatives declare that this account has been examined and that its contents represent a correct statement of all receipts and disbursements and are true to the best knowledge and belief of the Personal Representatives.

FORM #360PC (7/87)
SCPC 3-704, 3-1003

PAGE 1 OF 2

¹ \$99,860,509.21 was delivered to Russell L. Bauknight, reserving all rights pursuant to the appeal of this Court's Termination of Appointment dated May 26, 2009 and all objections and reservations to the Order of the Honorable Doyet A. Early, III, dated May 26, 2009.

**ATTACHMENT TO FINAL ACCOUNTING
ROBERT L. BUCHANAN, JR. AND ADELE J. POPE, AS PERSONAL
REPRESENTATIVES OF THE ESTATE OF JAMES BROWN AND TRUSTEES OF
THE JAMES BROWN 2000 IRREVOCABLE TRUST**

DATE	DESCRIPTION	RECEIPTS	DISBURSEMENTS
5/21/09	To Show Assets at beginning of period:		
	1. Security Federal Account #408015768	\$ 14,837.78	
	2. 430 Douglas Drive, Beech Island, South Carolina Estate [owned by 2000 Trust]	\$ 1,215,000.00	
	3. Personal and Household Effects ("PHE") devised under Article I of Will, and/or proceeds	\$ 425,053.00	
	4. Remaining Tangible Personal Property ("TPP"); including TPP on loan to S.C. State University, Lucy Craft Laney Museum of Black History, Augusta Museum of History, SC State Museum; masters, etc. located in secure storage; and automobiles	\$ 1,574,947.00	
	5. Note, Security Deed, JJ Brown House sale	\$ 54,000.00	
	6. Remaining assets ¹	\$ 96,579,177.24	
	Total Value, Beginning Assets	\$ 99,863,015.02	
	Less Secured Claims, etc.:		
	1. TIAA Royalty Debt		\$ 13,165,163.25
	2. Priority loan from TIAA/M&T, Trustee		\$ 100,000.00
	3. Other claims, including Debts and disputed claims at nominal carrying value. ²		\$ 1.00
	Total Debts listed above		\$ 13,265,164.25
	NET VALUE OF BEGINNING ASSETS	\$ 86,597,850.77	

¹ Residue of assets including those owned by estate, trust & other James Brown entities including but not limited to royalty interests, image, persona, Publicity Rights, licenses & other related rights including rights owned by Geronimo, LLC; James Brown d/b/a The New James Brown Enterprises, Inc. Also including but not limited to rights and claims against former PRs/Trustees, Seventh Decade and/or others for losses during the period prior to the death of James Brown. Also includes: GG Contract and Soundexchange Contract. Assets may be owned within James Brown Enterprises, Inc. (JBE, Inc.), James Brown, LLC or another Brown Entity.

² See list of Status of Claims attached to Interim Accounting 1A covering the period through May 20, 2009.

DATE	DESCRIPTION	RECEIPTS	DISBURSEMENTS
	Beginning Assets as shown above: \$99,863,015.02	\$ 99,863,015.02	
5/22/09	D. Washington - w/e 5/23/09 (Ck #1436)		\$ 494.81
5/22/09	David Washington – mileage (Ck #1437)		\$ 100.00
5/22/09	Lisa Hicklin – transcripts for hearings: 3/4- 3/6/09 (Ck #1438)		\$ 1,911.00
5/22/09	Royalties received through May 26, 2009 inclusive of earnings	\$ 2,338,393.75	
5/22/09	Royalties applied to TIAA debt as follows: Principal: \$1,776,883.24 Interest: \$ 561,510.51		\$ 2,338,393.75
5/27/09	To show assets transferred (RESERVING ALL RIGHTS) to Russell L. Bauknight on May 27, 2009:		
	1. Security Federal Account #408015768		\$ 12,331.97
	2. 430 Douglas Drive, Beech Island, South Carolina Estate [owned by 2000 Trust]		\$ 1,215,000.00
	3. Personal and Household Effects (“PHE”) devised under Article I of Will, and/or proceeds		\$ 425,053.00
	4. Remaining Tangible Personal Property (“TPP”); including TPP at I.P. Stanback Museum and Planetarium, S.C. State University; TPP on loan to Lucy Craft Laney Museum of Black History; TPP on loan to Augusta Museum of History; TPP on loan to South Carolina State Museum; masters, etc. located in secure storage; and automobiles		\$ 1,574,947.00
	5. Note, Security Deed, JJ Brown House sale		\$ 54,000.00
	6. Remaining assets as described above.		\$ 96,579,177.24
	Total value, assets transferred: \$99,860,509.21		
5/27/09	To show assets remaining in hands of Buchanan and Pope as PR/Trustees	\$ 0.00	\$ 0.00

DATE	DESCRIPTION	RECEIPTS	DISBURSEMENTS
	TOTAL	\$ 102,201,408.77	\$ 102,201,408.77
	Less Secured Claims, etc.:		
	1. TIAA Royalty Debt	\$ 11,388,280.01	
	2. Priority loan from TIAA/M&T, Trustee	\$ 100,000.00	
	3. Other claims, including Debts and disputed claims at nominal carrying value. ³	\$ 1.00	
	Total Debts listed above	\$ 11,488,281.01	
	NET VALUE OF TRANSFERRED ASSETS	\$ 88,372,228.20	

*Also see the following exhibits:

Exhibit 1 - Summary of Accountings of Buchanan and Pope

Exhibit 2 - Custody Receipt for books and records transferred (**without prejudice**) to Russell L. Bauknight in connection with (temporary) management of Estate and Trust on or before June 23, 2009

³ See list of Status of Claims attached to Interim Accounting 1A covering the period through May 20, 2009.

**ATTACHMENT TO
SUPPLEMENTAL AND AMENDED ACCOUNTING¹
OF ROBERT L. BUCHANAN, JR. AND ADELE J. POPE
PERSONAL REPRESENTATIVES
IN THE MATTER OF THE ESTATE OF JAMES BROWN**

DATE	DESCRIPTION	RECEIPTS	DISBURSEMENTS
11/20/07	To Show Assets at beginning of period. ² Valued as per \$100 Million offer of Terry Cox GWC, dtd. October 12, 2007 and confirmed in sworn statement by Cox on Nov. 20, 2007. See transcript of 11/20/07 hearing, Case 2007-CP-02-122:		
	1. Security Federal Account #408015768 consisting primarily of remainder of original \$25,000 loan from TIAA and Shout! Factory contract. [See Supplemental Order re: Disbursement of Royalty Proceeds dtd 8/19/07.]	\$	87,060.85
	2. Security Federal Acct. #427486282, remainder, loan from TIAA in accordance with 8/19/07 Order.	\$	64,761.91
	3. 430 Douglas Drive, Beech Island, South Carolina Estate [owned by James Brown 2000 Trust but included for control purposes]	\$	1,215,000.00
	4. Personal and Household Effects ("PHE") ³ devised under Item I of Will dtd August 1, 2000.	\$	425,053.00 ⁴
	5. Remaining Tangible Personal Property ("TPP")	\$	1,574,947.00

¹ This accounting amends and supplements the accounting filed earlier, and covers the period for November 20, 2007 through May 20, 2009.

² Assets may be owned within James Brown Enterprises, Inc. (JBE, Inc.), James Brown, LLC or another Brown Entity. JBE, Inc., is equitably owned by the James Brown 2000 Trust.

³ At Estate Tax Value.

⁴ As reported on Estate Tax Return

DATE	DESCRIPTION	RECEIPTS	DISBURSEMENTS
6/15/08	Royalties applied to TIAA debt as follows: Principal: \$848,003.67 Interest: \$612,884.27		\$ 1,460,887.94
6/18/08	Lisa H. Hicklin – Transcripts for Hearing on 4/25/08 (Ck #1200)		\$ 510.25
6/20/08	Deposit – Entertainment Partners, payable to James Brown, ck #68015973 dtd 1/3/08	\$ 78.64	
6/20/08	D. Washington – extra mileage (Ck #1203)		\$ 100.00
6/20/08	David Washington - w/e 6/21/08 (Ck #1202)		\$ 494.81
6/25/08	Deposit – AFTRA (payable to: ICO:Trust of James Brown)	\$ 565.00	
6/27/08	David Washington - w/e 6/28/08 (Ck #1204)		\$ 494.81
6/27/08	D. Washington – extra mileage (Ck #1205)		\$ 100.00
6/27/08	Deposit – 2506 Parkway Mortgage Payment (Joseph Brown House), Payment #1	\$ 599.51	
7/3/08	D. Washington – extra mileage (Ck #1207)		\$ 100.00
7/8/08	SCE & G – DRAFT		\$ 201.32
7/9/08	Deposit – Auto-Owners Insurance (payable to James Brown Trust)	\$ 393.61	
7/11/08	D. Washington - w/e 7/12/08 (Ck #1208) (E/T)		\$ 494.81
7/11/08	D. Washington – extra mileage (Ck #1209)		\$ 100.00
7/15/08	AT & T (Ck #1201)		\$ 114.49
7/18/08	D. Washington - w/e 7/19/08 (Ck #1210) (E/T)		\$ 494.81
7/18/08	D. Washington – extra mileage (Ck #1211)		\$ 100.00
7/25/08	D. Washington - w/e 7/26/08 (Ck #1212) (E/T)		\$ 494.81
7/25/08	D. Washington – extra mileage (Ck #1213)		\$ 100.00
7/25/08	Deposit – Joseph Brown House, Payment #2	\$ 599.51	
7/28/08	Beech Island Water District (Ck #1219) Accts. #01-3940-00: \$13.20; #01-3942-00: \$13.20 (T)		\$ 16.40

EXHIBIT 1
SUMMARY OF ACCOUNTINGS OF BUCHANAN AND POPE, ESTATE OF JAMES
BROWN AND JAMES BROWN 2000 IRREVOCABLE TRUST

Assets at Beginning of Period (11/20/07)	\$	100,000,000.00
Less Secured Claims, Etc.:	\$	(17,026,624.18)
1. TIAA Royalty Debt		
2. Priority loan from TIAA/M&T, Trustee	\$	(100,000.00)
3. Other claims, including Debts and disputed claims at nominal carrying value.	\$	(1.00)
Net Value of Beginning Assets	\$	82,873,374.82
Assets at End of Period (5/26/09)	\$	99,860,509.21
Less Secured Claims, etc.:		
1. TIAA Royalty Debt	\$	(11,388,280.01)
2. Priority loan from TIAA/M&T, Trustee	\$	(100,000.00)
3. Other claims, including Debts and disputed claims at nominal carrying value.	\$	(1.00)
Net Value of Ending Assets	\$	88,372,228.20

**THE STATE OF SOUTH CAROLINA
In The Court of Appeals**

Ex Parte: David G. Cannon, Appellant,

Ex Parte: Georgia Attorney General's Office;
South Carolina Attorney General's Office;
Terry Brown, Romunzo Brown, Forlando
Brown, Darren Lumar; M&T Bank; Tommie Rae
Hynie Brown; Stephen L. Slotchiver, the GAL
of James Brown, Jr.; Larry Brown, Daryl Brown
(individually and on behalf of his minor
children Lindsey Delores Brown and Janise
Vanisha Brown), Vanisha Brown; Deanna J.
Brown Thomas (individually and on behalf of
her minor child Jackson Brown-Lewis), Yamma
N. Brown Lumar (individually and on behalf of
her minor children Sydney Lumar and
Carrington Lumar), 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.

Appeal From Aiken County
Doyet A. Early, III, Circuit Court Judge

Opinion No. 4570
Heard May 12, 2009 – Filed June 23, 2009

AFFIRMED IN PART, REVERSED IN PART, and REMANDED

Jan L. Warner, of Columbia, for Appellant.

Adele J. Pope, of Columbia, Albert P. Shahid,
Jr., of Charleston, Assistant Attorney General
C. Havird Jones, Jr., of Columbia, David Bell,
of Augusta, Senior Assistant Attorney General
Grace Lewis, of Atlanta, James D. Bailey, of
Aiken, Louis Levenson, of Atlanta, Robert L.
Buchanan, Jr., of Aiken, Robert Rosen, of
Charleston, Ronald A. Maxwell, of Aiken,

fine. If the additional fine was imposed as punishment, it was improper because we find Cannon was held in civil contempt, making the imposition of any criminal sanction an abuse of discretion. Consequently, we reverse the \$10,000 fine imposed. Cf. id. (reversing the circuit court's improper imposition of a fine on the contemnor).

Cannon also argues the circuit court erred in (1) finding Cannon in civil contempt for conduct that took place after August 10, 2007, and (2) imposing a purge remedy based upon the assets or financial strength of Cannon's wife. We find these arguments abandoned on appeal due to Cannon's failure to cite any legal authority in support of either argument. See Mulherin-Howell v. Cobb, 362 S.C. 588, 600, 608 S.E.2d 587, 593-94 (Ct. App. 2005) (stating an issue is deemed abandoned on appeal when no legal authority is cited to support the argument).

Finally, Cannon argues the circuit court erred in requiring him to pay \$373,000 into the circuit court regarding a disputed civil claim even though Cannon had not been served with a summons and complaint affording him an opportunity to be heard and to engage in discovery, thereby placing him in the position of being estopped with regard to any claim that may be brought against him for the funds that are at issue. We disagree.

Cannon begins his argument with the premise that the circuit court held him in both civil and criminal contempt. As previously discussed, we find the present contempt proceedings to be civil in nature, meaning the additional constitutional safeguards required in criminal contempt proceedings were not triggered. See Ex parte Jackson, 381 S.C. at 259, 672 S.E.2d at 588 ("The distinction between civil and criminal contempt is crucial because criminal contempt triggers additional constitutional safeguards."). Further, even if the contempt proceedings were criminal in nature, Cannon was not entitled to a jury trial on the matter because his imprisonment sentence did not exceed six months. See Curlee, 277 S.C. at 385, 287 S.E.2d at 919 ("If [the contempt] was civil, [the contemnor's] sentence of one year without a right to jury trial is proper. If it was criminal, [the contemnor] had a constitutional right to a jury trial before a sentence of *more than six months* could be imposed.") (emphasis added); Rhoad v. State, 372 S.C. 100, 107, 641 S.E.2d 35, 38 (Ct. App. 2007) ("[A] contemnor may be tried without a jury under certain circumstances, as long as the sentence imposed is no longer than six months."); Passmore, 363 S.C. at 572, 611 S.E.2d at 275 ("Currently, these provisions [of the Constitution] require a contemnor to be allowed a jury trial when facing a serious sentence-i.e., one of *greater than six months in prison*.")) (emphasis added).

Cannon continues his argument by stating the circuit court sanctioned him without first determining whether the sanction was appropriate. An issue must be raised to and ruled upon by the circuit court to be preserved for appellate review. Wilder Corp. v. Wilke, 330 S.C. 71, 76, 497 S.E.2d 731, 733 (1998). Cannon failed to raise this argument to the circuit court despite his many opportunities to do so. Thus, we will not address this argument.

CONCLUSION

Based on the foregoing, the circuit court's order is

AFFIRMED IN PART, REVERSED IN PART, and REMANDED.

GEATHERS, J., and CURETON, A.J., concur.

[1] While our analysis does not rely on or give weight to the proposed amendment, we note on March 26, 2009, the South Carolina House of Representatives proposed a bill to amend section 62-7-201(a) to read, "Subject to the provisions of Section 62-1-302(c) and (d), ..." H.R. 3803, 118th Sess. (S.C. 2009) (emphasis in original).

[2] We additionally note, Cannon's counsel conceded the circuit court had personal jurisdiction over Cannon at oral arguments.

[3] Due to IRS and SLED investigations involving Cannon's income, Cannon continually invoked his Fifth Amendment privilege on questions concerning his income. The circuit court was, therefore, only able to use the numbers listed on his federal income tax returns, with no explanations or discussions, to determine Cannon's income from 2000-2006.

[4] The circuit court's December 18, 2007 order incorrectly stated Cannon's adjusted gross income for 2004 was \$514,509. Cannon's 2004 federal income tax return showed Cannon had a business income of \$203,226 and took deductions of \$721,601. Cannon's adjusted gross income for 2004 was negative \$514,509. During this testimony, Cannon again invoked his Fifth Amendment privilege, giving the circuit court no explanation of the significant deductions taken in 2004.

**STATE OF SOUTH CAROLINA
IN THE
COURT OF APPEALS**

Appeal from the Court of Common Pleas
For Aiken County
Honorable Doyet A. Early, III, Circuit Court Judge
Case No.: 2007-CP-02-0122

**IN RE: THE ESTATE OF JAMES BROWN
a/k/a JAMES JOSEPH BROWN**

Albert H. Dallas and Alfred A Bradley,
Trustees of the Irrevocable Trust Agreement
of James Brown,

Appellants,

v.

Adele J. Pope and Robert L. Buchanan, Jr.,
Putative Trustees of the Irrevocable Trust
Agreement of James Brown,

Respondents.

**JOINT RETURN TO BUCHANAN AND POPE'S
MOTION TO INTERVENE AS INDIVIDUALS**

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Attorneys for James Brown Children and Grandchildren DARYL J. BROWN, individually and on behalf of his minor children, LINDSEY DELORES BROWN and JANISE VANISHA BROWN; DEANNA J. BROWN THOMAS, individually and on behalf of her minor children, JASON BROWN LEWIS; YAMMA N. BROWN, individually and on behalf of her minor children, SYDNEY L ~~LEWIS~~, CARRINGTON L ~~LEWIS~~, and TONYA BROWN; VANISHA BROWN; LARRY BROWN

Robert N. Rosen
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Attorneys for Tommie Rae Hynie Brown

interests in the subject matter of this appeal: their proper [prior] appointment as trustees.” (*Intervention Motion*, p.2). Given Mr. Bauknight’s participation and representation in this appeal, Pope and Buchanan’s involvement is neither required nor needed.

II. STATEMENT OF THE FACTS

Messrs. Dallas and Bradley were the former Personal Representatives and Trustees of the James Brown Estate and Trust. On November 20, 2007, after they had resigned,⁹ the Circuit Court appointed Pope and Buchanan as the James Brown Estate’s new Personal Representatives and Trustees on the same day.

From 2007 through May, 2009, the James Brown Estate was embroiled in dozens of lawsuits. In May, 2009, many of the various parties involved in this judicial morass (the “Settling Parties”) collectively settled the majority of the James Brown Estate litigation. As part of this comprehensive global settlement, and due to concerns of improper estate management, the Settling Parties agreed it was in

and Buchanan admit they “are [the] appellants in a **separate** pending appeal of the May 26 Order, and related orders, in Case 1647 replacing them (*Petition for Rehearing*, p.2) (Emphasis added). Case 1647 is Pope and Buchanan’s appeal of the May 26 Order and the July 8 Order. This Court of Appeals, by order dated 6 November 2009, consolidated all of the various case for appellate purposes.

⁹ Mr. Cannon had previously resigned from his fiduciary positions.

the best interests of the James Brown Estate and the James Brown Trust to replace Pope and Buchanan with a professional personal representative.

A. The Removal Orders

Pursuant to the *May 26 Order* and in concert with approving the Settling Parties settlement agreement, the Circuit Court removed Pope and Buchanan as Personal Representatives and Trustees. The Circuit Court then simultaneously appointed Mr. Bauknight to immediately take over as Personal Representative of the James Brown Estate and Trustee of the James Brown Trust. (*May 26 Order*, pp.37-38, 45). Thereafter, the Circuit Court denied Pope and Buchanan's request for reconsideration and, in turn, reconfirmed its position that the settlement agreement was just and reasonable. (*July 10 Order*, p.3). As previously noted, Pope and Buchanan appealed those orders. That appeal is pending in this Court of Appeals.

B. Pending Petition To Remove Pope And Buchanan From Their Offices For Cause

While Pope and Buchanan were in office as the Personal Representatives and Trustees of the James Brown Estate, the beneficiaries thereof became aware of several critical issues and

have a right to intervene in order to protect certain “real and beneficial interests” still at issue herein. (*Intervention Motion*, p.5). There is no reasonable or justifiable basis to permit Pope and Buchanan’s continued involvement in this matter. Their motion should be denied in all respects as meritless.

1. **Pope and Buchanan’s Timely Intervention Application**

Timeliness is not really an issue since Pope and Buchanan filed their *Intervention Motion* within a short time after this Court of Appeals substituted Mr. Bauknight in their place. Nevertheless, Pope and Buchanan’s motion should be denied in all respects as unsupported and meritless.

2. **Pope and Buchanan’s “Interest” in this Appeal**

As noted previously, Pope and Buchanan assert they have a right to intervene in order to protect their alleged “retain[ed] real and beneficial interests in the subject matter of this appeal” (*Intervention Motion*, p.5). Pope and Buchanan couch their “interest” in this appeal as the continued validity “of their November 20, 2007[,] appointment as trustees.” (*Intervention Motion*, p.5). Interestingly, however, Pope and Buchanan ignore the practical fact that they were in this appeal only in their representative capacities as the Trustees

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Attorney General of the State of South
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Robert D. Cook
Assistant Deputy Attorney General
C. Havird Jones, Jr.
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*Attorneys for James Brown Children and
Grandchildren DARYL J. BROWN, individually
and on behalf of his minor children, LINDSEY
DELORES BROWN and JANISE VANISHA
BROWN; DEANNA J. BROWN THOMAS,
individually and on behalf of her minor
children, JASON BROWN LEWIS; YAMMA N.
BROWN, individually and on behalf of her
minor children, SYDNEY LUMER,
CARRINGTON LUMER, and TONYA*

STATE OF SOUTH CAROLINA
In the Court of Appeals

APPEAL FROM AIKEN COUNTY
Court of Common Pleas

The Honorable Doyet A. Early, III Circuit Court Judge

Case No. 2008-CP-02-01647-*Original*
Case No. 2009-CP-02-01810 - *cert/copy*

In Re: The Estate of James Brown and
The James Brown 2000 Irrevocable Trust u/a/d August 1, 2000

Ex Parte: Robert L. Buchanan, Jr., and Adele J. Pope,
as Personal Representatives of the Estate of James Brown
and Trustees of the James Brown 2000
Irrevocable Trust, ... Appellants

Henry Dargan McMaster, in his capacity as Attorney
General of the State of South Carolina; Daryl J. Brown,
on behalf of his minor children, Lindsey Delores B.
and Janise Vanisha B.; Deanna J. Brown Thomas,
on behalf of her minor children, Jason Brown
L.; Yamma N. Brown, on behalf of her minor children,
Sydney L., Carrington L., and Tonya B.;
Vanisha Brown; and Larry Brown; Tommie Rae Hynie
Brown, ... Respondents

v.

Albert H. Dallas, Alfred A. Bradley, and David G. Cannon,
Individually and as (purported) Trustees of the James
Brown 2000 Irrevocable Trust; Russell L. Bauknight, as
Special Administrator and Special Trustee for the Estate of
James Brown and the James Brown 2000 Irrevocable Trust,
Terry Brown; Romunzo Brown; Forlando Brown; Cinnamon
N.M. Paris; LaRhonda Petitt; and Jeannette Mitchell, also Respondents.

ORDER FOR RELEASE OF INFORMATION RELATED TO
ATTORNEYS' FEES AND OTHER COMPENSATION

FILED 3-15 2009
Liz Hodard
C.C.P. & G.S. 9:30 AM
Barbara Rogers
Deputy Clerk

MAC
HS

This matter comes before me on motion of defendants/appellants Robert L. Buchanan, Jr. and Adele J. Pope asking the Circuit Court to deliver and/or direct the Clerk of Circuit Court to deliver all documents related to attorneys' fees, costs and/or compensation presented to the Circuit Court in this matter, including but not limited to, the contingency fee contract of Louis Levenson, Robert Rosen and the fees of the Guardian ad Litem for minor James B:

This Court has made no findings for necessity for confidentiality.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED that this Court is filing with the Clerk of Circuit Court, and the Clerk is hereby directed, to deliver to Robert L. Buchanan, Jr., Adele J. Pope and/or their counsel, any and all documents related to attorneys' fees and/or compensation, and/or costs, and/or fees of guardians ad Litem and their counsel presented to this Court in the above cases.

AND IT IS SO ORDERED.



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

March / 7, 2010
Aiken, South Carolina

**STATE OF SOUTH CAROLINA
COUNTY OF RICHLAND**

RUSSELL L. BAUKNIGHT, as Trustee of the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust, as Personal Representative of the Estate of James Brown, and on behalf of Henry Dargan McMaster, in his capacity as Attorney General of the State of South Carolina; Tommie Rae Brown, individually and on behalf of her minor child, James Brown; Daryl J. Brown, individually and on behalf of his minor child Janise Vanisha Brown; Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamma N. Brown, individually and on behalf of her minor children Sydney Lamar and Carrington Lamar; Tonya Brown; Venisha Brown Larry Brown; and Terry Brown

and

HENRY DARGAN MCMASTER, in his capacity as Attorney General of the State of South Carolina; TOMMIE RAE BROWN, individually and on behalf of her minor child, JAMES BROWN; DARYL J. BROWN, individually and on behalf of his minor child JANISE VANISHA BROWN; LINDSEY DELORES BROWN; DEANNA J. BROWN THOMAS; JASON BROWN-LEWIS; YAMMA N. BROWN, individually and on behalf of her minor children SYDNEY LAMAR and CARRINGTON LAMAR; TONYA BROWN; VENISHA BROWN; LARRY BROWN; and TERRY BROWN,

Plaintiffs

v.

Adele J. Pope and Robert L. Buchanan, Jr.,
Defendants

**IN THE COURT OF COMMON PLEAS
FOR THE FIFTH JUDICIAL CIRCUIT**

Civil Action No. 2010-CP-40-4900

**AFFIDAVIT OF
RUSSELL L. BAUKNIGHT**

PERSONALLY APPEARED BEFORE ME, the undersigned, Russell L. Bauknight, who
after being duly sworn, deposes and says:

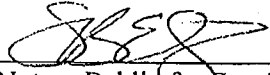
1. I am Russell L. Bauknight, Trustee of the James Brown 2000 Irrevocable Trust and Personal Representative of the Estate of James Brown.
2. On or about May 26, 2009, I was appointed to the positions of Trustee and Personal Representative in this matter by way of an Order of the Honorable Doyet A. Early, III.
3. At the time of my appointment, my usual place of business was located at 1517 Gervais Street, Columbia, SC.
4. Immediately following my appointment, I began the process of moving a large volume of documents, books, records and financial information from Adele Pope's office at 1218 Taylor Street, Columbia, SC to my office.
5. Since my appointment as Trustee, all of the books, records and documents have remained in Richland County. All business activity of the administration of the Trust has been conducted at or through my office.

FURTHER AFFIANT SAYETH NOT.



Russell L. Bauknight

SWORN TO and subscribed before me
this 26 day of AUGUST, 2010



(L.S.)
Notary Public for South Carolina
My commission Expires: 7/21/2016

September 10, 2010

Lewis Levenson
Levenson & Associates
125 Broad Street
Atlanta, Georgia

Dear Mr. Levenson,

With this letter I am informing you, as of today, that you are terminated as my attorney due to your conflict in trying to represent grand children and children alike. You are not to represent me in any matter related to the James Brown Estate.

I do not and will not be a party to any departure from my fathers will or trust.

Respectfully



Daryl Juan Brown

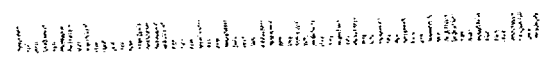
cc: The Honorable Doyet A. Early, III
Allen Wilson, Attorney General Of South Carolina
Adele J. Pope
Russell Baughnigh

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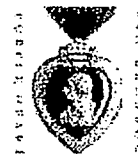


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29102603BA 0002



Daryl Juan Brown
1502 Bertran Court
Augusta, Georgia, 30909



Adele J. Pope
1228 Walnut Street
Newberry, South Carolina

29108

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1228 Walnut Street
Newberry, South Carolina

September 10, 2010

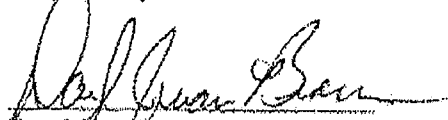
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Dear Mr. Levenson,

With this letter I am informing you, as of today, that you are terminated as my attorney due to your conflict in trying to represent grand children and children alike. You are not to represent me in any matter related to the James Brown Estate.

I do not and will not be a party to any departure from my fathers will or trust.

Respectfully



Daryl Juan Brown

cc: The Honorable Doyet A. Early, III
Allen Wilson, Attorney General Of South Carolina
Adele J. Pope
Russell Baughnigh

STATE OF SOUTH CAROLINA
In the Court of Appeals

RECEIVED
FEB 16 2011
SC Court of Appeals

FROM RICHLAND COUNTY
Court of Common Pleas

The Honorable L. Casey Manning, Circuit Court Judge

Case No. 2010-CP-40-4900

RUSSELL L. BAUKNIGHT, as Trustee of the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust, as Personal Representative of the Estate of James Brown, and on behalf of Henry Dargan McMaster, in his capacity as Attorney General of the State of South Carolina; Tommie Rae Brown, individually and on behalf of her minor child, James B.; Daryl J. Brown, individually and on behalf of his minor child Janise B.; Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamma N. Brown, individually and on behalf of her minor children, Sydney L., Carrington L., and Tonya Brown; Venisha Brown; Larry Brown; and Terry Brown

and

ALAN WILSON,¹ in his capacity as Attorney General of the State of South Carolina; TOMMIE RAE BROWN, individually and on behalf of her minor child, JAMES B.; DARYL J. BROWN, individually and on behalf of his minor child JANISE B.; LINDSEY DELORES BROWN; DEANNA J. BROWN THOMAS; JASON BROWN-LEWIS; YAMMA N. BROWN, individually and on behalf of her minor children, SYDNEY L., CARRINGTON L., and TONYA BROWN; VENISHA BROWN; LARRY BROWN; and TERRY BROWN.....Plaintiffs,

v.

Adele J. Pope and Robert L. Buchanan, Jr.....Defendants.

OF WHOM:

Adele J. Pope is the Petitioner.

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PETITION AND MEMORANDUM FOR WRIT OF PROHIBITION

¹ Pursuant to Rule 265(d), Petitioner has updated the caption to reflect the new Attorney General.

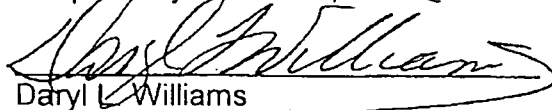
Never before in the history of our State – and perhaps in the United States – has a private attorney, purporting to act for the State through its Attorney General, brought a tort suit for money damages against a South Carolina citizen for the purpose of placing the proceeds of that suit in the hands of private individuals and their private attorney.

Now, however, the South Carolina Attorney General is attempting to maintain just such a suit, in the form of Richland County Case No. 2010-CP-40-4900 ("Case 4900"). In Case 4900, the Attorney General, jointly represented with private plaintiffs, seeks money damages from Petitioner and Robert L. Buchanan, Jr., which damages allegedly arise from Petitioner and Buchanan's service as Personal Representatives and Trustees of the Estate of James Brown and the James Brown 2000 Irrevocable Trust.

Irreparable damage to Petitioner will result if she is required to defend this suit against the mighty power of the State, improperly placed at the service of private individuals. A just conclusion after years of litigation may vindicate Petitioner's reputation, but it will come too late to undo the personal and financial damage caused by the mere existence of Case 4900.

Suits by State officials allied with private individuals and their private attorneys to recover private money damages are unheard of for good reason. If allowed, they would trample on the rights of South Carolina citizens and serve no public purpose. Private plaintiffs are able to pursue their tort claims without the State. The State is able to independently pursue only just claims within its authority. Case 4900 offends all notions of the law of South Carolina and, indeed, the United

Respectfully submitted,



Daryl L. Williams

Jeter & Williams, P.A.

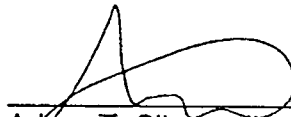
1204 Main Street, Suite 200

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Adam T. Silvernail

Law Office of Adam T. Silvernail, LLC

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Facsimile: (803) 403-8092

February 16, 2010

Attorneys for Petitioner

STATE OF SOUTH CAROLINA
In the Court of Appeals

FROM RICHLAND COUNTY
Court of Common Pleas
The Honorable L. Casey Manning, Circuit Court Judge

Case No. 2010-CP-40-4900

RUSSELL L. BAUKNIGHT, as Trustee of the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust, as Personal Representative of the Estate of James Brown, and on behalf of Henry Dargan McMaster, in his capacity as Attorney General of the State of South Carolina; Tommie Rae Brown, individually and on behalf of her minor child, James Brown; Daryl J. Brown, individually and on behalf of his minor child Janise Vanisha Brown; Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamma N. Brown, individually and on behalf of her minor children Sydney L. and Carrington L.; Tonya Brown; Venisha Brown Larry Brown; and Terry Brown

and

ALAN WILSON, in his capacity as Attorney General of the State of South Carolina; TOMMIE RAE BROWN, individually and on behalf of her minor child, JAMES BROWN; DARYL J. BROWN, individually and on behalf of his minor child JANISE VANISHA BROWN; LINDSEY DELORES BROWN; DEANNA J. BROWN THOMAS; JASON BROWN-LEWIS; YAMMA N. BROWN, individually and on behalf of her minor children SYDNEY L. and CARRINGTON L.; TONYA BROWN; VENISHA BROWN; LARRY BROWN; and TERRY BROWN.....Plaintiffs,

v.

Adele J. Pope and Robert L. Buchanan, Jr. Defendants.

OF WHOM:

Adele J. Pope is the.....Petitioner.

PLAINTIFFS' MOTION TO DISMISS NOTICE OF APPEAL
AND PETITION FOR WRIT OF PROHIBITION

Pursuant to the provisions of Rule 240(e), SCACR, the Plaintiffs respectfully request that this Honorable Court dismiss¹ Petitioner's Writ of Prohibition and notice of appeal.

INTRODUCTION & PROCEDURAL HISTORY

As this Court is aware from the Dallas and Cannon appeals wherein Adele Pope and Bob Buchanan (Pope and Buchanan) filed numerous contentious motions objecting to Mr. Bauknight's substitution, Pope and Buchanan were removed from their prior fiduciary positions on May 26, 2009, pursuant to the global settlement agreement and court order resolving the James Brown Estate and Trust litigation.

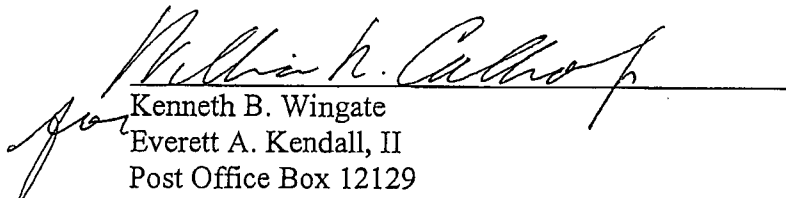
The underlying lawsuit concerns several serious breach of fiduciary duty claims filed by Plaintiffs—Tommy Rae Brown (James Brown's surviving spouse), the Brown children, the James Brown's Estate and Trust, and the South Carolina Attorney General—on behalf of the charitable beneficiaries against former Personal Representatives and Trustees Pope and Buchanan. When the James Brown Estate and Trust was turned over to Mr. Bauknight, it was unfortunately in a state of ruin. It had been mismanaged and was on the brink of insolvency. The mismanagement of the James Brown Estate and Trust included, but was not limited to, Pope and Buchanan's failure to conduct and obtain an estate valuation in order to properly ascertain the taxable estate, improperly paying themselves fiduciary fees, and failing to file required estate, trust, and other income tax returns. As a result of Pope and Buchanan's actions, the Estate and Trust have incurred significant damages for which the underlying lawsuit in this matter seeks redress.

Pursuant to the South Carolina Probate Code, the underlying lawsuit was filed in Richland County Probate Court. Later, the case was removed to the circuit court pursuant to

¹ Plaintiffs respectfully reserve the right to file a Return and a motion to dismiss on the merits.

of settled South Carolina law. Filed with the notice of appeal is a petition for a writ of prohibition seeking to prevent Plaintiffs from lawfully pursuing civil damages the Estate and Trust incurred from the previous negligent management of Petitioner (and Mr. Buchanan). Petitioner's request should be denied. Based on the foregoing reasons, the Court should dismiss the writ of prohibition and the appeal.

SWEENEY, WINGATE & BARROW, P.A.


Kenneth B. Wingate
Everett A. Kendall, II
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Columbia, South Carolina 29211
(803) 256-2233

ATTORNEYS FOR THE PLAINTIFFS

Columbia, South Carolina
February 28, 2011

133A

THE STATE OF SOUTH CAROLINA
In the Court of Appeals

FROM RICHLAND COUNTY
Court of Common Pleas

The Honorable L. Casey Manning, Circuit Court Judge

Case No. 2010-CP-40-4900

RUSSELL L. BAUKNIGHT, as Trustee of the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust, as Personal Representative of the Estate of James Brown, and on behalf of Henry Dargan McMaster, in his capacity as Attorney General of the State of South Carolina; Tommie Rae Brown, individually and on behalf of her minor child, James B.; Daryl J. Brown, individually and on behalf of his minor child Janise B.; Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamma N. Brown, individually and on behalf of her minor children, Sydney L., Carrington L., and Tonya Brown; Venisha Brown; Larry Brown; and Terry Brown,

and

ALAN WILSON, in his capacity as Attorney General of the State of South Carolina; TOMMIE RAE BROWN, individually and on behalf of her minor child, JAMES B.; DARYL J. BROWN, individually and on behalf of his minor child JANISE B.; LINDSEY DELORES BROWN; DEANNA J. BROWN THOMAS; JASON BROWN-LEWIS; YAMMA N. BROWN, individually and on behalf of her minor children, SYDNEY L., CARRINGTON., and TONYA BROWN; VENISHA BROWN; LARRY BROWN; and TERRY BROWN,.....Plaintiffs,

v.

Adele J. Pope and Robert L. Buchanan, Jr., ... Defendants.

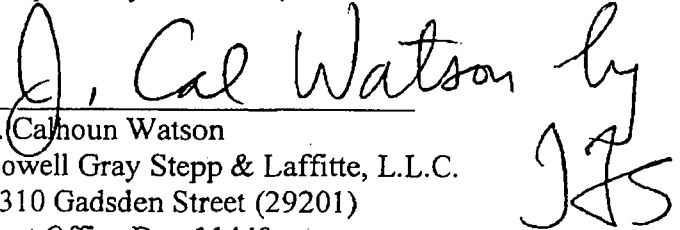
OF WHOM:

Adele J. Pope is the.....Petitioner.

**DEFENDANT ROBERT L. BUCHANAN, JR.'S RETURN TO PLAINTIFFS'
MOTION TO DISMISS NOTICE OF APPEAL AND PETITION FOR WRIT OF
PROHIBITION AND REPLY TO RETURN TO PETITION FOR WRIT OF
PROHIBITION**

Defendant Robert L. Buchanan, Jr., supports and concurs in **PETITIONER'S RETURN TO PLAINTIFFS' MOTION TO DISMISS NOTICE OF APPEAL AND PETITION FOR WRIT OF PROHIBITION AND REPLY TO RETURN TO PETITION FOR WRIT OF PROHIBITION**, dated March 7, 2011, and all related filings and submissions of Adele J. Pope. In addition, the factual assertions contained in the "Introduction & Procedural History" of Plaintiff's Motion to Dismiss Notice of Appeal and Petition for Writ of Prohibition (e.g., Defendants' alleged mismanagement and purported failures related to the "James Brown Estate and Trust" resulted its "state of ruin" and led to "brink of insolvency") are false, irresponsible, and not supported in any record of this Court, the South Carolina Supreme Court, or any other state or federal court.

Respectfully submitted,


J. Calhoun Watson
Sowell Gray Stepp & Laffitte, L.L.C.
1310 Gadsden Street (29201)
Post Office Box 11449
Columbia, South Carolina 29211
Telephone: 803-929-1400
Facsimile: 803-929-0300

and

Robin A. Braithwaite
Braithwaite, Farmer, Boni and Timmerman
759 Richland Avenue, West
Post Office Box 324
Aiken, South Carolina 29802-0324
Telephone: 803-649-4144
Facsimile: 803-649-4696

**Attorneys for the Defendant Robert L.
Buchanan, Jr.**

March 7, 2011

RECEIVED
MAR 07 2011
SC Court of Appeals

**STATE OF SOUTH CAROLINA
In the Court of Appeals**

**APPEAL FROM RICHLAND COUNTY
Court of Common Pleas**

The Honorable L. Casey Manning, Circuit Court Judge

Case No. 2010-CP-40-4900

RUSSELL L. BAUKNIGHT, as Trustee of the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust, as Personal Representative of the Estate of James Brown, and on behalf of Henry Dargan McMaster, in his capacity as Attorney General of the State of South Carolina; Tommie Rae Brown, individually and on behalf of her minor child, James B.; Daryl J. Brown, individually and on behalf of his minor child Janise B.; Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamma N. Brown, individually and on behalf of her minor children, Sydney L., Carrington L., and Tonya Brown; Venisha Brown; Larry Brown; and Terry Brown

and

ALAN WILSON, in his capacity as Attorney General of the State of South Carolina; TOMMIE RAE BROWN, individually and on behalf of her minor child, JAMES B.; DARYL J. BROWN, individually and on behalf of his minor child JANISE B.; LINDSEY DELORES BROWN; DEANNA J. BROWN THOMAS; JASON BROWN - LEWIS; YAMMA N. BROWN, individually and on behalf of her minor children, SYDNEY L., CARRINGTON L., and TONYA BROWN; VENISHA BROWN; LARRY BROWN; and TERRY BROWN.....Plaintiffs,

v.

Adele J. Pope and Robert L. Buchanan, Jr.....Defendants.

OF WHOM:

Adele J. Pope is the Appellant.

**PETITIONER'S RETURN TO PLAINTIFF-RESPONDENTS' MOTION TO
DISMISS NOTICE OF APPEAL**

in the interest of judicial economy to hear and decide this matter now.

Even if the orders appealed from are interlocutory, they affect a substantial right of Appellant. S.C. Code Ann. §14-3-330(2) provides that interlocutory orders affecting a substantial right are immediately appealable. Appellant has demonstrated in her petition and memorandum for writ of prohibition that the State's participation (through the Attorney General) is not authorized and is improper. Although Appellant has made a clear and valid argument to that effect therein, there is no statutory or case law in South Carolina that confronts the question posed by this appeal and the petition for writ of prohibition. Indeed, Appellant's counsel has found no reported case in the Country which has allowed a State through its Attorney General to join with private plaintiffs in a tort suit brought solely by private counsel for money damages against private citizens. This is a novel question of law. See *S. Carolina Farm Bureau Mut. Ins. Co. v. Durham*, 380 S.C. 506, 510, 671 S.E.2d 610, 612 (2009). Appellant has a substantial right to a ruling from this Court on whether the State's participation in this action is legal, where she will suffer irreparable harm from having to defend this action. An appellate opinion vindicating Appellant's position at some point in the future cannot undue the damage which will stem from the continued existence of this lawsuit.

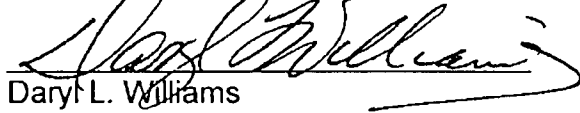
Additional grounds for immediate appeal exist, which may be outlined in Appellant's brief, including the requirement that the James Brown "I Feel Good" Trust is a necessary party under the S.C. Charitable Solicitation Act.

The orders appealed from affect the merits of the action below and affect a substantial right of Appellant. These orders are thus appealable.

CONCLUSION

For the reasons stated above, this Court should deny (to the extent it is proper at all) Plaintiff-Respondents' motion to dismiss the appeal so that the questions presented herein may be fully briefed by the parties and a decision issued by this Court.

Respectfully submitted,



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March 7, 2011

Attorneys for Petitioner

STATE OF SOUTH CAROLINA
In the Court of Appeals

FROM RICHLAND COUNTY
Court of Common Pleas

The Honorable L. Casey Manning, Circuit Court Judge

Case No. 2010-CP-40-4900

RECEIVED

MAR 07 2011

SC Court of Appeals

RUSSELL L. BAUKNIGHT, as Trustee of the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust, as Personal Representative of the Estate of James Brown, and on behalf of Henry Dargan McMaster, in his capacity as Attorney General of the State of South Carolina; Tommie Rae Brown, individually and on behalf of her minor child, James B.; Daryl J. Brown, individually and on behalf of his minor child Janise B.; Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamma N. Brown, individually and on behalf of her minor children, Sydney L., Carrington L., and Tonya Brown; Venisha Brown; Larry Brown; and Terry Brown

and

ALAN WILSON, in his capacity as Attorney General of the State of South Carolina; TOMMIE RAE BROWN, individually and on behalf of her minor child, JAMES B.; DARYL J. BROWN, individually and on behalf of his minor child JANISE B.; LINDSEY DELORES BROWN; DEANNA J. BROWN THOMAS; JASON BROWN-LEWIS; YAMMA N. BROWN, individually and on behalf of her minor children, SYDNEY L., CARRINGTON L., and TONYA BROWN; VENISHA BROWN; LARRY BROWN; and TERRY BROWN.....Plaintiffs,

v.

Adele J. Pope and Robert L. Buchanan, Jr.....Defendants.

OF WHOM:

Adele J. Pope is the Petitioner.

PETITIONER'S REPLY TO RETURNS TO PETITION FOR WRIT OF
PROHIBITION AND RETURN TO PLAINTIFF-RESPONDENTS' MOTION TO
DISMISS PETITION FOR WRIT OF PROHIBITION

REPLY TO RETURN OF BUCHANAN

Petitioner supports Buchanan's return to her petition. She acknowledges the typographical errors cited by Buchanan and incorporates by reference his suggested corrections therefor. (See Return of Buchanan, p. 2 n. 1)

REPLY TO RETURN AND PURPORTED MOTION TO DISMISS OF PLAINTIFF-RESPONDENTS

Petitioner Adele J. Pope opposes Plaintiff-Respondents' response to the petition and memorandum for writ of prohibition on the grounds stated herein. Her opposition is based on the South Carolina Appellate Court Rules; the Affidavit of Adele J. Pope attached hereto and incorporated herein by reference; Petitioner's return to Plaintiff-Respondents' motion to dismiss appeal, filed herewith and incorporated herein by reference; the Petition and Memorandum for Writ of Prohibition and Appendix thereto; and the record in this case.

Preliminary Objection

I. Plaintiff-Respondents have made false statements in their motion and have not supported any statements therein with citations, attachments or affidavits.

In their motion to dismiss Petitioner's petition for writ of prohibition and her appeal, Plaintiff-Respondents make very grave assertions about the Petitioner's actions during her service as Trustee of the James Brown 2000 Irrevocable Trust and as Personal Representative of the Estate of James Brown. These assertions are not supported by any citations to the Appendix or the record, and they are absolutely false. Petitioner's Affidavit in support of this return/reply, filed herewith, fully demonstrates the falsity of the unsupported statements made by Plaintiff-

Respondents in their motion, with support from the record. Furthermore, Petitioner asks this Court to take judicial notice of the entire file, including the voluminous Record on Appeal to be filed shortly, of *McMaster v. Dallas*, Case No. 2008-CP-02-1647, which is now pending in the South Carolina Supreme Court. The record contains ample evidence that the statements made by Plaintiff-Respondents in their motion are false, as Petitioner demonstrates in her affidavit, filed herewith and incorporated herein by reference.

II. Plaintiff-Respondents' purported reservation of right to file a second response to the petition, out of time, is ineffective, and their purported motion to dismiss the petition should be considered as their return thereto.

Petitioner notes that although Plaintiff-Respondents purport to reserve the right to file a return to the Petition (Motion to Dismiss, p. 2, n. 1), they go on to address the substance of the Petition (Motion, pp. 5-7). Plaintiff-Respondents preface their attack on the merits of the Petition with the summary statement that "the underlying lawsuit does not provide a basis to issue a writ of prohibition." (Motion, p. 5) To reach this conclusion would be to dispose of the merits of Petitioner's claims, although Plaintiff-Respondents pose this as a motion to dismiss on jurisdictional grounds. That they go on to address each of the substantive criteria for issuing a Writ of Prohibition only makes clearer that they hope to "reserve the right" to file a second response to the Petition outside the time limits for doing so.

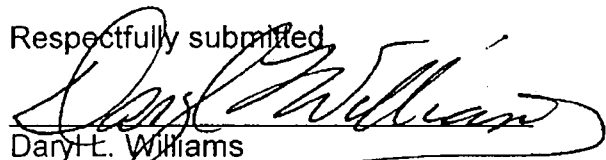
Rule 240(e), SCACR, dictates that "[a]ny party opposing a motion or petition shall have ten (10) days from the date of service thereof to file . . . [a] return."

It is proper for this Court to hear and decide Petitioner's petition for writ of prohibition.

CONCLUSION

For the reasons stated above, this Court should deny (to the extent it is proper at all) Plaintiff-Respondents' motion to dismiss the petition and grant the requested writ of prohibition.

Respectfully submitted,



Daryl L. Williams

Jeter & Williams, P.A.

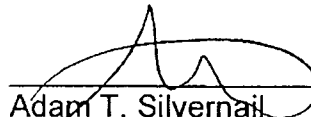
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March 7, 2011

Attorneys for Petitioner

STATE OF SOUTH CAROLINA
In the Supreme Court

APPEAL FROM RICHLAND COUNTY
Court of Common Pleas

The Honorable L. Casey Manning, Circuit Court Judge

Case No. 2010-CP-40-4900

RUSSELL L. BAUKNIGHT, as Trustee of the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust, as Personal Representative of the Estate of James Brown, and on behalf of Henry Dargan McMaster, in his capacity as Attorney General of the State of South Carolina; Tommie Rae Brown, individually and on behalf of her minor child, James B.; Daryl J. Brown, individually and on behalf of his minor child Janise B., Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamma N. Brown, individually and on behalf of her minor children, Sydney L., Carrington L., and Tonya Brown; Venisha Brown; Larry Brown; and Terry Brown

and

ALAN WILSON, in his capacity as Attorney General of the State of South Carolina; TOMMIE RAE BROWN, individually and on behalf of her minor child, JAMES B.; DARYL J. BROWN, individually and on behalf of his minor child JANISE B.; LINDSEY DELORES BROWN; DEANNA J. BROWN THOMAS; JASON BROWN - LEWIS; YAMMAN. BROWN, individually and on behalf of her minor children, SYDNEY L., CARRINGTON L., and TONYA BROWN; VENISHA BROWN; LARRY BROWN; and TERRY BROWN
..... Plaintiffs,

v.

Adele J. Pope and Robert L. Buchanan, Jr. Defendants.

OF WHOM:

Adele J. Pope is the Petitioner.

AFFIDAVIT OF ADELE J. POPE IN SUPPORT OF PETITION FOR WRIT OF
PROHIBITION AND IN SUPPORT OF REPLY TO RETURNS TO PETITION FOR
WRIT OF PROHIBITION AND RETURN TO MOTION TO DISMISS PETITION

PERSONALLY APPEARED BEFORE ME, Adele J. Pope, who, being duly sworn, deposes and says:

1. I am the Petitioner in the within matter. I am over the age of 21 years and am otherwise competent to give this affidavit, which is based on my personal knowledge and belief.

2. Much of my knowledge comes from my service with Robert Buchanan as non-fiduciary Special Administrator of the Estate of James Brown ("SA") from March 7 to November 20, 2007 and our subsequent service as trustees of the James Brown 2000 Irrevocable Trust and personal representatives of the Estate of James Brown ("PR/Trustees") from November 20, 2007 until May 26, 2009. During that time I reviewed tens of thousands of Estate and 2000 Trust documents of which Mr. Buchanan and I were custodians, as well as other information publicly available.

3. Prior to being requested by counsel for Respondent Tommie Rae (Hynie) Brown to allow my name to be considered as SA, I enjoyed a 30+ -year trusts and estates practice in which I prepared or assisted with the preparation of many estate tax returns. At hearings held in 2008 in Aiken County Case 2008-CP-02-01647 ("Case 1647"), now on appeal to the South Carolina Supreme Court as discussed below, I was qualified without objection of any party as a trust and estate expert. I testified about the approximately \$85 million date-of-death value of the James Brown assets (\$100 million less the TIAA debt¹) reported on Brown's estate tax return, as well as the approximately \$83 million charitable deduction claimed for James Brown's gifts to The James Brown "I

¹TIAA loaned Mr. Brown \$26,000,000.00 in 1999, to be repaid from, and secured by, royalties to the majority of Brown's published songs.

Court orally approved the procedure provided no objection was timely raised. The \$100 million (about \$85 million after the TIAA debt) valuation was accurate, fair, and wholly supported by numerous facts and factors; traditional date-of-death valuation methods, however, were rendered impractical under the required time due to the fraud, the false tax returns, and the secret takings of Cannon and Dallas.

17. I am informed and believe that it is inappropriate for the State, and violates my First Amendment and Due Process rights, for the State to try to force me not to criticize Terry Brown and others who are creating a false valuation of the James Brown's assets so that they might purchase them at less than 1/5 of their value; and then attempting to cover up their actions by falsely asserting that Mr. Buchanan and I did not properly value the James Brown assets.

18. I testified in Case 1647, as I assert today, that the approximately \$100 million date-of-death value of the James Brown assets (about \$85 million when reduced by the TIAA debt), with the caveats and explanations made a part of the Estate tax return, was appropriate; well considered; and accurate based on all available facts. Set out below in chronological order are just a few of the facts, known to the Attorney General, as well as to Mr. Buchanan and me, which support the \$100 million date-of-death value as both appropriate and conservative:

2006	Brown's gross income is about \$9 million.—\$6 million for road shows and \$3 million in Royalties. (Brown made similar gross earnings the preceding 3 years)
1999 - 2006	All income tax returns are inaccurate. CPA Farr relies only on information supplied by David Cannon.
January 2007	Powell Goldstein, attorneys engaged to advise Cannon/Dallas, including possible moving of situs of 2000

Trust to Georgia. [Aff. McGaughey, Case 122.]

- Early 2007 Forlando Brown, Yamma Lumar, and others meet with Dr. Terry Cox, UBS and other investment bankers, re: proposed acquisition/management of Brown assets.
- February, 2007 Pinnacle Media and Entertainment, LLC, listing Yamma Lumar, Terry Cox, Grahm Windsor Group, and others, issues prospectus to raise \$200,000,000.00 for "Acquisition Financing for James Brown Estate." Pinnacle prospectus states that yearly revenues generated, licensing rights, sampling rights, feature films, documentaries, tributes and future record sales are projected to generate over \$100 million per year.
- February 2007 Global Gaming Contract executed by Cannon/Dallas with long development period, but high projected return.
- February 9, 2007 Counsel for Hynie Brown asserts Brown's "Book of Music" might be worth \$100 million, expresses fear Cannon/Dallas might try to sell it for \$20 million. Confirms Brown "saw himself as Elvis Presley." [Tr. Hg. 2/9/07, pp. 44, 48.]
- Attorney Peebles reports on Brown popularity in Japan, where "[h]e would get a million dollars a week for three weeks in January each year as an entertainer." [Tr. Hg. 2/9/07]
- March 26, 2007 Buchanan/Pope requested to approve sale of royalties pledged to TIAA for \$26 million. No due diligence by Cannon/Dallas.
- May-June 2007 Branding Executive Terry Cox meets Cannon/Dallas to propose management strategy for assets. Values Brown's Royalties and Publicity Rights, which he describes as underproductive, and other assets as follows:
- Musical Catalogue: \$36 - \$45 million
Image/Likeness: \$40 - \$50 million
Property: \$15 million
- May-June 2007 Greenberg Traurig attorneys Joel Katz, Steve Sidman and Marc Jacobson working on "Sale of James Brown's Writer's Share" with cutoff dated of June 30., subject to

TIAA bondholder review (45 days).

- June 15, 2007 Phil Farr CPA confirms he has not prepared income tax returns for the 2000 Trust since its creation. Hammond, the Trust's tax attorney, confirms that all income tax returns for Brown and JBE, Inc. are incorrect and cannot be relied on.
- June, 2007 Dr. Cox/Forlando Brown make proposal to market James Brown Assets for \$100 million. Create IPO with options or "kickback" for Cannon/Dallas. Income projections after sale, creation of IPO by Dr. Cox exceed \$10 million per year for all years 2009 - 2012.
- July 2007 Cannon/Dallas attempt to move situs of Trust to Georgia and discovery of Cannon's \$900,000.00 taking in 2007 delay sale.
- August 2007 Dallas advises Buchanan/Pope that assets should sell for \$100 million. [Does not advise of secret options or "kickback" he has demanded from the proposed IPO.]
- Fall 2007 Trust's former tax attorney Hammond advises AG McMaster's staff that Brown assets are worth \$80 - \$120 million.
- October 12, 2007 Cox makes \$100 million proposal (letter of intent) to purchase the James Brown assets on behalf of The James Brown Legacy, an entity to be formed ("TJBL").
- October 29, 2007 James Brown #11 on Forbes' Top-Earning Dead Celebrities for the year, ahead of James Dean and Bob Marley.
- November 15, 2007 Buchanan/Pope present to the Court and interested persons a detailed proposal to value the publicity rights/royalties for the Estate Tax Return, without appraisal, at 12 ½ - 14 times average royalties plus ½ 2006 road revenue. [Exhibit 13, Ret. Recom. of SA s; Tr. Hg. Dtd. 11/15 /07, pp. 304 - 310] Resulting valuation: \$75 - \$85 million.
- November 15, 2007 Jg. Early asks AG and anyone else objecting to proposed valuation method to give immediate notice. None given.

November 15, 2007 Represented by Prof. Stanley Jackson, Dallas and Bradley file Inventory & Appraisal valuing James Brown assets at about \$100 million less TIAA debt.

November 20, 2007 Dallas resigns. Buchanan/Pope become PR/Trustees. Cox testifies about his \$100 million offer. Asserts that royalties are easy to value at 10 - 12x income. Dallas asserts he is expecting an additional proposal by the end of the year, if not earlier. Levenson questions Dallas about the \$100 million deal, which included Forlando – also known as “Flip” and William. [Tr. Hg. 11/20/07, pp. 439-454]

December 5, 2007 TJBL, LLC, formed in Georgia. Forlando becomes secret 39% owner.

December 5, 2007 AG McMaster's office informs Pope/Buchanan he has heard for 3 months that sky will fall and \$100 million offer will go away if not immediately accepted.

December 26, 2007 Celebrity auctioneer Darien Julien gives interview that he has viewed the James Brown memorabilia which could bring \$20 million. [Tr. Hg. 1/9/08, p. 51]

2007 Brown's Royalties exceed \$3 million.

January 2008 Challenges to Will/Trust temporarily delay consideration of sale.

February, 2008 Suit against Cannon/Dallas & others confirms \$12 million claim as date-of-death asset of Estate/Trust.

February, 2008 Terry Brown/Cox/TJBL, LLC, make \$90 - \$102 million offer to buy James Brown assets.

March, 2008 Terry Brown/Cox/TJBL, LLC make second \$90 - \$102 million offer. Court and parties advised of why it cannot be accepted at this time.

March 24, 2008 Buchanan/Pope request & distribute to AG McMaster and others Hardship Extension to File Estate Tax Return. Estimated gross value of assets \$91.6 million. No objections or comment from AG or others. [See Exhibit E]

April 2008 Brown's TPP, excluding unpublished songs, etc. valued at about \$1.4 million by Christie's.

June 2008	Order allows Buchanan/Pope not to file accountings until Cannon and Dallas have accounted to them.
July 14, 2008	Order of Judge Cureton (Dallas) confirms right of Buchanan/Pope to manage during appeal.
July, 2008	After interference by Dallas and others, fewer than 500 of Brown's thousands of items of memorabilia sell for about \$800,000.00.
July 16, 2008	Portfolio.com reports that Global Gaming deal, placing Brown's image on Godfather of Soul video slot machines, "could bring in about \$500,000 a year for the estate."
August, 2008	Vann Appraisal Services appraisal of Brown's home estate: \$1,215,000.
Aug.-Sept. 2008	Attorney General and Settling Parties invited by Buchanan/Pope to have their own accountant prepare Estate Tax Return for Buchanan/Pope review. They decline. [See Excerpts, Return at Exhibit F.]
Sept. 24, 2008	Estate Tax Return filed by Buchanan/Pope reports assets, reduced by TIAA, debt at about \$85 million, and the devise to The James Brown "I Feel Good" Private foundation at about \$83 million. (Gross Estate: \$85,845,034) Detailed explanation referenced on each page of Return. [See F]
September, 2008	Forlando Brown, 39% owner of proposed purchasing entity, TJBL, testifies in federal court deposition that offers of \$150 million still available for James Brown assets.
November 7, 2008	Suit of AG/ Plaintiffs filed.
November 2008	Mr. Warner asserts on behalf of Cannon that Estate/ Trust has gone down in value by \$60 million in 2 years since Brown's death. Presents no evidence to support.
November, 2008	Buchanan/Pope examined in federal court for two days under oath by Powell Goldstein and David Bell. Extensive review of estate tax return as filed. No one asserts \$85.6 million valuation is incorrect. Terry Brown is present at hearing with son Forlando.

[See Exhibit D, Excerpts, Return filed, Supreme Ct., 8/23/10, Emphasis supplied.]

September 17,
2010

Dallas files Bankruptcy. Asserts he is owed \$6 million by Estate/2000 Trust. (Corresponds to 5% of the \$100 million of assets plus other amounts).

November 2010

Bauknight/Terry advise the Circuit Court in Case 4900 that "tens of millions of dollars" have been lost. Buchanan/Pope agree, assert McMaster and adult Plaintiffs at fault.

May 26, 2009 -
March 1, 2011

No amended Inventory & Appraisement or other evidence has been filed in Probate Court by Bauknight to support the outrageous \$12 million valuation of Brown's assets.

19. I am informed and believe that this \$12 million valuation was concocted to advance Terry Brown's scheme for acquiring the assets at a ridiculously low price. Since he is now, at the invitation of McMaster, on both the selling and purchasing sides of the transaction, he can: buy the assets for \$12 million; re-sell the James Brown assets for their true value; create and retain, with Forlando, a large part of the IPO; and provide their joint venturers Cannon and Dallas with the option or "kickback" they have demanded.

20. I am informed and believe that it will cause me irreparable damage to have to defend against the State's support, through the Attorney General, of this improper scheme.

21. I am informed and believe that my Due Process rights are violated when the State, through the Attorney General, seeks money damages from me for defending The James Brown "I Feel Good" charitable foundation which I faithfully served as an agent, and which foundation should be a separate party to this suit, and should in fact provide

behalf of the State through Attorney General Wilson.

When the James Brown Estate and Trust was turned over to Mr. Bauknight, it was unfortunately in a state of ruin. It had been mismanaged and was on the brink of insolvency. The mismanagement of the James Brown Estate and Trust included, but was not limited to, Pope and Buchanan's failure to conduct and obtain an estate valuation in order to properly ascertain the taxable estate, improperly paying themselves fiduciary fees and failing to file required estate, trust and other income tax returns.

This false, unsupported quasi-criminal allegation against Mr. Buchanan and me not only threatens to destroy my ability to practice my profession, but it also damages the Estate and 2000 Trust by aiding Terry Brown's joint venturers David Cannon and Buddy Dallas, making both Cannon's conviction and recovery of the missing \$12+ million less likely.

27. Attorney General McMaster's extraordinary assertion that he can take over private estates and trusts threatens the very existence of private foundations and charitable gifts in South Carolina.

28. I have advised – and worked with clients to create – private foundations for more than thirty years. If I cannot speak freely about this unveiled threat to private property rights without fear of being held in contempt of court, I cannot perform the service of properly advising my clients about the dangers of creating private foundations or making charitable gifts in South Carolina.

29. I am informed and believe that Attorney General McMaster's threat – now carried out – to sue Bob Buchanan and me if we did not abandon our appeal of his actions and sign a document not to complain about what he did violates my First Amendment and Due Process rights; those of Mr. Buchanan; those of the beneficiaries

of Mr. Brown's estate plan which I have a duty to protect; and those of my clients who have a right to know that their private property is at risk if they create a private foundation in South Carolina.

30. I deny that Mr. Buchanan and I, as alleged on page 2 of the Motion, have ever paid ourselves anything other than payments authorized both by Court order and by the Will and 2000 Trust of James Brown under which we served. I affirmatively assert that the false allegations of Terry Brown, Forlando Brown and Attorney General McMaster – all designed to destroy our legal careers — are without any basis in law or fact.

31. For our service as Special Administrators (SA's) from March 7, 2007 until November 20, 2007, Judge Doyet A. Early, III, in an unappealed order dated January 8, 2008 awarded Mr. Buchanan and me \$317,00.00, plus unpaid costs, to bear interest at the legal rate if not paid within a short time.

32. I have never been paid the full amount owed me for my 2007 SA service under the January 8 order, much less the additional approximately \$1.5 million awarded on a "time plus costs" basis in the same final, unappealed order as a deposit towards my full commissions as PR/Trustee.

33. I am informed and believe that the State's participation in the blatant and unchecked manipulation of the value of the James Brown assets by Terry and Bauknight is the greatest threat yet to The James Brown "I Feel Good" private foundation. [See Exhibits B and C]

34. Having prepared and assisted in the preparation of Estate Tax Returns for more than thirty years, I am familiar with the need to appraise assets at death at the

value which a willing buyer and willing seller would agree, both intending to sell and neither being under pressure to sell. Under the IRS valuation criteria, the \$85.8 Million date-of-death value of Brown's gross estate was both conservative and appropriate.

35. In the spring of 2010 Plaintiffs threatened that if Robert Buchanan and I did not drop our appeal in Case 2008-CP-02-1647 ("Case 1647"), now pending in the Supreme Court of South Carolina, then-Attorney General and gubernatorial candidate Henry McMaster would sue us through an already-contacted, contingency-fee attorney, Kenneth Wingate.

36. For reasons articulated in our brief and reply brief filed in the Supreme Court in the Case 1647 appeal, Mr. Buchanan and I believe that appeal of the private settlement reached by former AG McMaster was not only appropriate but mandatory under the 2000 Trust and Will because Mr. McMaster proposed: to transfer about \$50 million from the 2000 Trust, and its subtrusts, including The James Brown "I Feel Good" private foundation, to persons Mr. Brown intentionally disinherited; to put himself in control of both the estate and the 2000 Trust; and to dismantle what should have been South Carolina's largest private foundation to date dedicated solely to the education of needy and deserving children – about \$80 million.

37. I believe that Mr. McMaster's threat, which he has now carried out, to sue me for money damages if I do not sign a document refusing to criticize him and requiring me not to speak publicly about the damage he has done to the "I Feel Good" private foundation, on pain of contempt, not only violates my First Amendment rights but impairs my ability to practice law, including advising private foundations and their trustees.

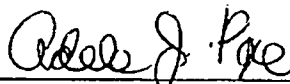
38. I believe Attorney General McMaster's position that all he had to do was to

enter a proceeding related to a Will or a Trust and he had the right to take over private foundations and estates--to dismiss their fiduciaries, to rewrite the private wishes of Settlers and Decedents, and to appoint fiduciaries he selects, even though in direct violation of the document--should be the subject of significant public debate, including whether his position violates due process, abuses private citizens, or is consistent with the duties and authority of the Attorney General.

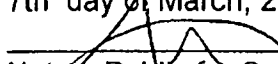
39. If an Attorney General could do this, I could not effectively practice the trust and estate law I have practiced for more than thirty years without warning clients who propose to set up private foundations of this threat to their private property.

40. Except for the scrivener's errors noted by Mr. Buchanan, each and every factual assertion in the Petition and Memorandum for Writ of Prohibition is true and accurate to the best of my knowledge, and every document or portion thereof contained in the Appendix to the Petition and Memorandum for Writ of Prohibition is a true and correct copy.

FURTHER DEPONENT SAYETH NOT.


ADELE J. POPE

SWORN TO before me this
7th day of March, 2011


Notary Public for South Carolina

My Commission expires: 7/13/2016

(L.S.)

156

Exhibits to Affidavit of Adele J. Pope
March 7, 2011

- Exhibit A Letter of Attorney General McMaster to Buchanan/Pope dtd. July 30, 2008
- Exhibit B Charts 1 and 3 (2/09) presented by Buchanan/Pope in Case 1647
- Chart 1: James Brown's Intentions in his Last Will and Trust (2000)
- Chart 3: How the Proposed "Settlement" Destroys/Ignores
James Brown's Intentions
- Exhibit C Chart 5 - How Sale of James Brown Assets by Bauknight to Terry
Brown at \$12 Million Destroys The James Brown "I Feel
Good" Private Foundation (Pope, 3/09)
- Exhibit D Excerpt, August 23, 2010 Supreme Court filing announcing
Bauknight's less-than \$12 million preliminary appraisal of James
Brown's assets.
- Exhibit E March 23, 2008 Buchanan/Pope Application for Hardship Extension
to File Estate Tax Return.
- Exhibit F Page 1 and PR's (Buchanan/Pope) Statement, U.S. Estate Tax Return,
Estate of James Brown, dtd. September 24, 2008.

EXHIBIT A



HENRY McMASTER
ATTORNEY GENERAL

July 30, 2008

Adele J. Pope, Esquire
Robert L. Buchanan, Jr., Esquire
212 Newberry Street NW
Aiken, South Carolina 29801

Re: James Brown Litigation

Dear Mrs. Pope and Mr. Buchanan:

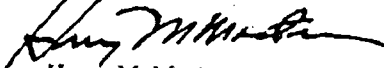
I am writing in response to your letter dated July 25, 2008. I am pleased that we may be able to work together towards our shared goals in connection with the Estate Plan of James Brown. As I mentioned in my last letter, Mr. Brown's Charitable Trust is a wonderful opportunity to further the education of needy children at institutions in South Carolina and Georgia. I hope that we will be able to work together to ensure that scholarships are funded as soon as possible.

While I have no objection to returning to our previous discussions about securing your proper appointment, I have concerns about whether this is possible given your unwillingness to consider the Special Trustee position. On several occasions you have indicated that you do not want to be appointed Special Trustee. I do not believe that you can be properly appointed permanent Trustee if you are not willing to resign and ask to be appointed Special Trustee, which I would support. Once you are appointed Special Trustee, we can ask the Advisory Board for a vote on the Trustee position, as required by Article XIII of the Trust document. If there is not a unanimous vote for you to be Trustee, then we can go to the Probate Court, have the matter removed to the Circuit Court, and have you properly appointed by the Circuit Court.

I am hopeful that as we go through this process, a third Trustee can be put in place along with both of you as required by Article VIII of the Trust. I appreciate your report in connection with my suggestions as to a suitable individual to serve as the third Trustee.

If you are willing to work together, I believe we can secure your proper appointment without further litigation, which would give us all more time to devote to the charitable intentions of Mr. Brown.

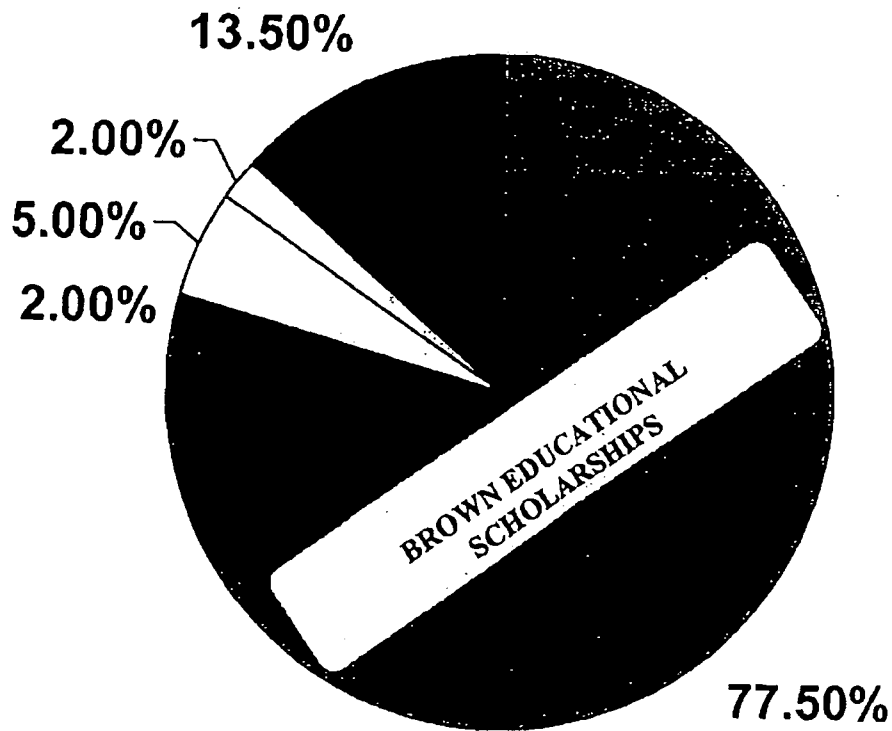
Yours very truly,


Henry McMaster

HMCM/mfj

EXHIBIT B

Chart 1
James Brown's INTENTIONS in his
Last Will & Trust (2000)
2/09



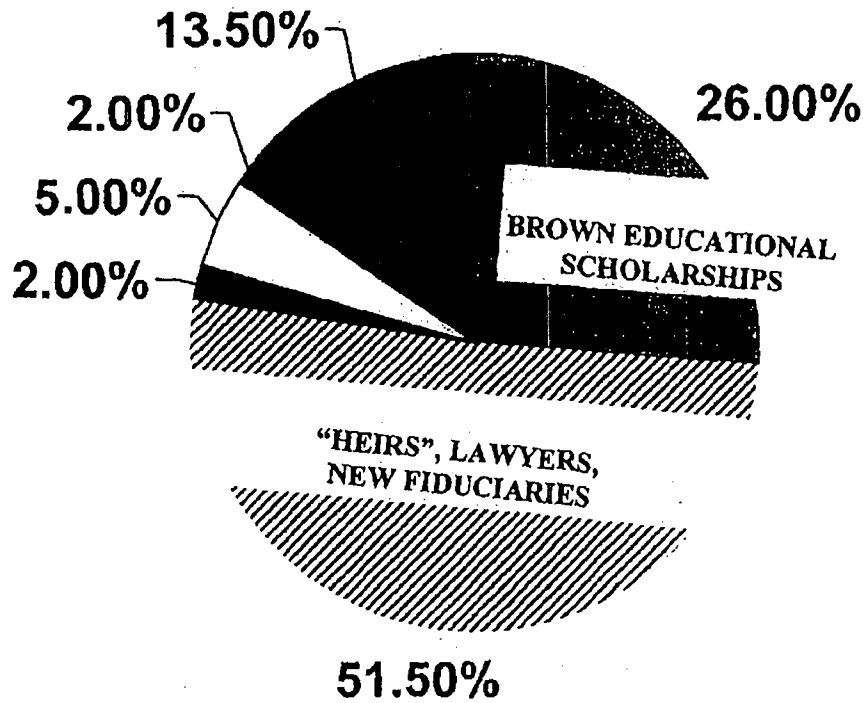
■ Educational Trust	■ G'children's Education Trust
□ PR/Tr. Comm	□ Legal Fees/Admin
■ Debt to Teachers	

Chart 3

HOW THE PROPOSED "SETTLEMENT"

DESTROYS/IGNORES JAMES BROWN'S INTENTIONS

James Brown Estate/Trust Settlement Proposal
(Hynie Brown/AG/8 of 13+ potential Heirs)
(Over objection of PR/Trustees Buchanan and Pope)
(2/09)

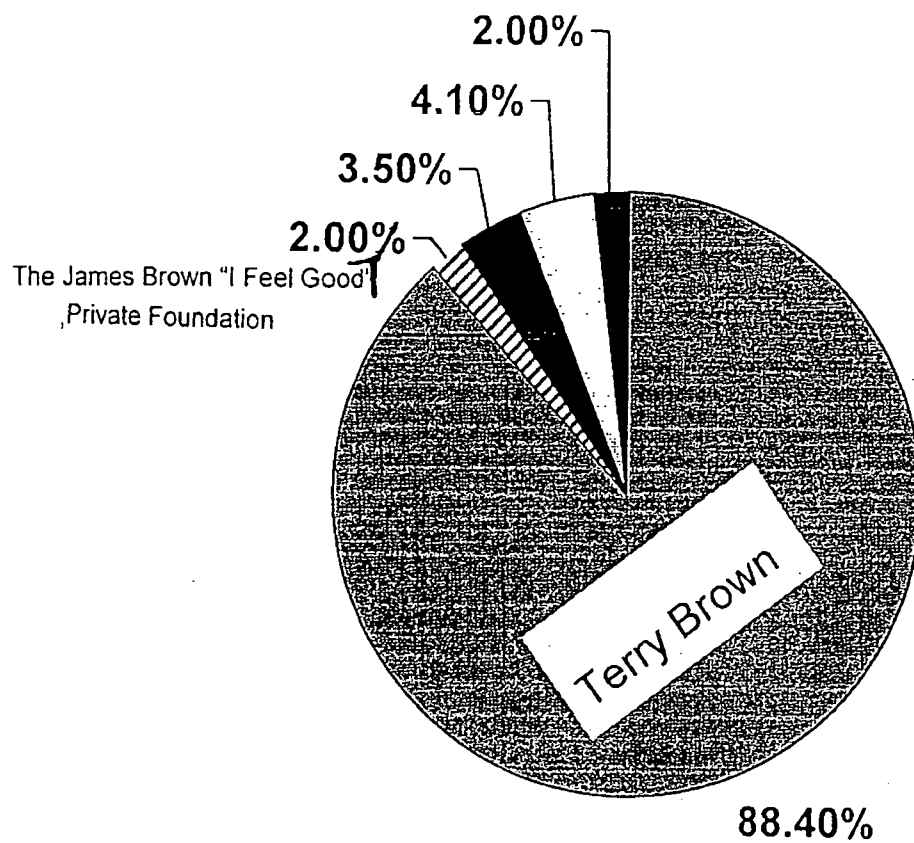


	Educational Trust
	Settling Parties, their Attys., taxes, etc.
	G'children's Education Trust
	PR/Tr. Comm
	Legal Fees/Admin
	Debt to Teachers

Exhibit C

Chart 5 - How Bauknight's Sale of James Brown Assets to Terry Brown at \$12 Million Under Right of First Refusal Destroys The James Brown "I Feel Good" Private Foundation

(03/11)



- ☒ Terry Brown
- ☒ "I Feel Good" Private Foundation
- ☒ Administrative Expenses
- ☐ Other Settling Parties
- ☒ G'Children's Trust as Modified by McMaster

Exhibit D

RECEIVED

THE STATE OF SOUTH CAROLINA
In the Court of Appeals

AUG 23 2010

APPEAL FROM AIKEN COUNTY
Court of Common Pleas

S.C. SUPREME COURT

The Honorable Doyet A. Early, III, Circuit Court Judge

Case No.: 2008-CP-02-1647

Henry Dargan McMaster, in his capacity as Attorney General of the
State of South Carolina; Daryl J. Brown, on behalf of his minor children,
Lindsey B. and Janise B.; Deanna J. Brown Thomas, on behalf of her minor
child, Jason L.; Yamma N. Brown, on behalf of her minor children, Sydney L.,
Carrington L., and Tonya B.; Vanisha Brown; and Larry Brown;
Tommie Rae Hynie Brown,.....Respondents,

v.

Albert H. Dallas, Alfred A. Bradley, and David G. Cannon, Individually
And as (purported) Trustees of the James Brown 2000 Irrevocable
Trust; Adele J. Pope and Robert L. Buchanan, Jr., Personal Representatives
Of the Estate of James Brown and Trustees of the James Brown 2000
Irrevocable Trust; Terry Brown, Romunzo Brown; Forlando Brown; Cinnamon
N.M. Paris; LaRhonda Petitt; Jeannette Mitchell; and Russell L. Bauknight,
as Special Administrator and Special Trustee for the Estate of James Brown
and The James Brown 2000 Irrevocable Trust,

of whom Robert L. Buchanan, Jr. and Adele J. Pope, as Personal Representatives
of the Estate of James Brown and Trustees of the James Brown 2000 Irrevocable
Trust are.....Appellants,

and Albert H. Dallas, Alfred A. Bradley, and David G. Cannon, Individually
and as (purported) Trustees of the James Brown 2000 Irrevocable Trust;
Terry Brown; Romunzo Brown; Forlando Brown; Cinnamon N.M. Paris;
LaRhonda Petitt; Jeanette Mitchell; and Russell L. Bauknight, as Special
Administrator and Special Trustee for the Estate of James Brown and
the James Brown 2000 Irrevocable Trust are.....Respondents.

not a novel issue of law just because Appellants claim it is. The authority of the Attorney General to represent charitable beneficiaries has been recognized throughout the history of the law of wills, trusts, and estates.

5. Respondents also dispute the contention that Appellants' counsel serve *pro bono publico*. Appellants' counsel are representing two deposed fiduciaries who seek approximately Five Million (\$5,000,000.00) Dollars in commissions and fees. The South Carolina Attorney General represents the charitable beneficiaries, for the public good.

6. Respondents dispute Appellants' assertion that the settlement agreement has the potential to divert "tens of millions of dollars" from the Trust. Presumably, this representation to the Court is based on Appellants numerous under oath representations about the date-of-death value of the Trust, ranging anywhere from approximately Eighty-Five Million (\$85,000,000.00) Dollars on the federal estate tax return to approximately One Hundred Million (\$100,000,000.00) Dollars in affidavits, pleadings, and testimony. Appellants' assertions about the value of the Estate and Trust have been made without any underlying appraisal. According to the federal estate tax return, Appellants based their valuation on a valuation provided by their three predecessors as Personal Representatives and Trustees, whom the Appellants themselves decry as untrustworthy, except for their valuation of the Estate and Trust. Valuation assertions by Appellants' three

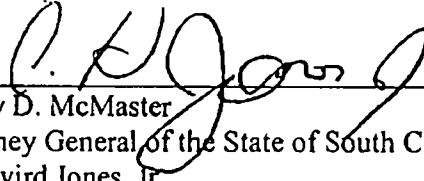
and deserving) who seek and have need of such assistance to obtain and further their education at the many educational entities and/or institutions in the State of South Carolina and Georgia." See May 26, 2009 Order Approving Settlement Agreement, p. 3.

predecessors were similarly made without any underlying appraisal. By contrast, Bauknight has pursued the appropriate fiduciary route and engaged a nationally-renowned and respected appraisal firm to value the Estate and Trust. Although the expected final completion date for that appraisal is a couple of weeks away, a preliminary report indicates that the date-of-death value of the Estate and Trust will not exceed Twelve Million (\$12,000,000.00) Dollars. In light of that actual appraised value, Appellants' claim for approximately Five Million (\$5,000,000.00) Dollars for their commissions and fees totals perhaps half or more of the date-of-death value of the Estate and Trust, which further refutes any notion that their counsel are acting for the public good.

7. Respondents finally dispute Appellants' assertion that Mr. Brown "expressly intended to disinherit" the "recipients of the settlement." The settling parties include the children of Mr. Brown named in his will to receive assets, his surviving spouse whom he married after the execution of the will, and his grandchildren named in his trust to receive benefits. Even assuming *arguendo* that Mr. Brown intended to disinherit all of these parties, which Respondents deny, a testator cannot expressly disinherit a surviving spouse because she has elective share rights regardless of a testator's intentions. Moreover, federal law provides valuable copyright termination rights to the surviving spouse and children, which pass to them despite Mr. Brown's intentions. The settling parties contributed these termination rights, as well as all rights they have in Mr. Brown's probate and nonprobate assets, to the settlement entity.

8. In the alternative, if the Court finds that an extension is proper, the Respondents would respectfully request that the Court allow the Appellants the customary 30-day extension to file their initial brief.

Respectfully submitted,



Henry D. McMaster
Attorney General of the State of South Carolina
C. Havird Jones, Jr.
Senior Assistant Attorney General
Robert D. Cook
Assistant Deputy Attorney General
J.C. Nicholson, III
Assistant Attorney General
Mary Francis Jowers
Assistant Attorney General
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(803) 734-3970

Louis D. Levenson
LEVENSON & ASSOCIATES
125 Broad Street
Atlanta, Georgia 30303
*Counsel for James Brown Children and
Grandchildren Daryl J. Brown, individually and on
behalf of his minor children, Lindsey Delores
Brown and Janise Vanisha Brown; Deanna J.
Brown Thomas, individually and on behalf of her
minor children, Jason Brown Lewis; Yamma N.
Brown, individually and on behalf of her minor
children, Sydney Lumar, Carrington Lumar, and
Tonya Brown; Vanisha Brown; Larry Brown*

Robert N. Rosen
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S. Alan Medlin
David L. Michel
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Attorneys for Tommie Rae Hynie Brown

Matt Bodman
MATT BODMAN P.A.
1500 Calhoun Street
Columbia, South Carolina 29201
(803) 806-8605
Attorney for Terry Brown

Columbia, South Carolina

August 23, 2010

Form **4768**

Application for Extension of Time To File a Return and/or Pay U.S. Estate (and Generation-Skipping Transfer) Taxes

OMB No. 1545-0181

(Rev. January 2006)
Department of the Treasury
Internal Revenue Service**Part I Identification**

Decedent's first name and middle initial James	Decedent's last name Brown	Date of death 12/25/2006
Name of executor ROBERT L. BUCHANAN, JR.	Name of application filer (if other than the executor)	Decedent's social security number ~~XXXXXXXXXX~~
Address of executor (Number, street, and room or suite no.) 212 Newberry Street, NW		Estate tax return due date 09/25/2007
City, state, and ZIP code Aiken, SC 29801	Domicile of decedent (county, state, and ZIP code) South Carolina	Daytime telephone number

Part II Extension of Time To File Form 706, 706-A, 706-D, 706-NA, or 706-QDT (Section 6081)**Automatic Extension**

If you are applying for an automatic 6-month extension of time to file:

- Form 706, check here ☐
- Form 706-A, 706-D, 706-NA, or 706-QDT, indicate the form by checking the appropriate box below.
 - ☐ Form 706-A ☐ Form 706-D ☐ Form 706-NA ☐ Form 706-QDT

Additional ExtensionIf you are an executor out of the country applying for an extension of time to file in excess of 6 months, check here ☐

Also you must attach a statement explaining in detail why it is impossible or impractical to file Form 706 by the due date. See the instructions.

Enter extension date requested

Part III Extension of Time To Pay (Section 6161)You must attach your written statement to explain in detail why it is impossible or impractical to pay the full amount of the estate (or GST) tax by the return due date. If the taxes cannot be determined because the size of the gross estate is unascertainable, check here ☐ and enter "-0-" or other appropriate amount on Part IV, line 3. You must attach an explanation.Enter extension date requested
(Not more than 12 months)

- If this request is for the tax that will be or was due with the filing of Form 706, check here ☐
- If this request is for the tax that will be due as a result of an amended or supplemental Form 706, check here ☐
- If this request is for additional tax due as a result of an examination of your Form 706, check here ☐
- If this request is for a section 6166 installment payment, check here ☐

Part IV Payment To Accompany Extension Request

1	Amount of estate and GST taxes estimated to be due	1		
2	Amount of cash shortage (complete Part III)	2		
3	Balance due (subtract line 2 from line 1) (see instructions)	3		0 00

Signature and Verification

If filed by executor—Under penalties of perjury, I declare that I am an executor of the estate of the above-named decedent and that to the best of my knowledge and belief, the statements made herein and attached are true and correct.

Robert L. Buchanan, Jr. Co-Personal Rep. 3/24/08
 Executor's signature Title Date

If filed by someone other than the executor—Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made herein and attached are true and correct, that I am authorized by an executor to file this application, and that I am (check box(es) that apply(ies)):

- ☐ A member in good standing of the bar of the highest court of (specify jurisdiction) ▶
- ☐ A certified public accountant duly qualified to practice in (specify jurisdiction) ▶
- ☐ A person enrolled to practice before the Internal Revenue Service.
- ☐ A duly authorized agent holding a power of attorney. (The power of attorney need not be submitted unless requested.)

Filer's signature (other than the executor)

Date

For Paperwork Reduction Act Notice, see separate instructions.

Form 4768 (Rev. 1-2006)

DXA

HARDSHIP REQUEST FOR EXTENSION TO PAY ESTATE TAXES

ESTATE OF JAMES BROWN

Social Security Number: ~~209-30-3001~~

Date of Death: December 25, 2006

Date of Request: March 25, 2008

The undersigned Personal Representatives of the Estate of James Brown request an extension of 1 year, until March 25, 2009 to file and pay Estate Taxes with respect to James Brown, deceased, who died on December 25, 2006.

The Personal Representatives are:

Robert L. Buchanan, Jr.
212 Newberry Street, NW
Aiken, South Carolina 29801
Phone (803) 649-2586, Ext. 203

Adele J. Pope
1218 Taylor Street
P. O. Drawer 7125
Columbia, South Carolina 29202-7125
Phone (803) 779-1870

The address of the Estate is the address of Robert L. Buchanan, Jr., given above. Decedent died a resident of 930 Douglas Drive, Beech Island, Aiken County, South Carolina 29842.

The Personal Representatives also serve as Trustees of an Irrevocable Trust created by James Brown on August 1, 2000, known as the "2000 Trust".

The PR/Trustees were appointed by Order of the Aiken County Circuit Court on November 20, 2007, to replace three former PR/Trustees who had resigned. They were:

David G. Cannon
P.O. Box 865
Barnwell, SC 29812
Date of Resignation: August 10, 2007

Albert H. Dallas
PO Box 1150
Thomson, GA 30824-1150
Date of Resignation: November 20, 2007

Alfred A. Bradley
1803 Green Pond Road
Aiken, SC 29803
Date of Resignation: November 20, 2007

The above former Trustees Cannon, Dallas and Bradley were named and served as Trustees of the 2000 Trust from August 1, 2000 until the dates of their respective resignations. They were appointed PRs on January 18, 2007. PR/Trustees Dallas and Bradley have tried to withdraw their resignations. They were denied reconsideration of the Order accepting their resignation by Order of the Circuit Court dated March 7, 2008. That Order is being appealed by them.

CASH FLOW:

As of the date of this request, the Estate/Trust has approximately the following cash or equivalents:

Cash in banks	\$20,000
Cash in Savings	4,000
Brokerage MM Account	<u>4,000</u>
	\$ 28,000 ¹

When the former PR/Trustees resigned they had not prepared or filed a date-of-death Inventory & Appraisal of the Estate of James Brown or a date-of-death Statement of Assets and Liabilities of the 2000 Trust. Further, they have not accounted for their actions either as PRs or Trustees. They have been ordered to do so by the Court. Former Trustee Cannon had refused to account, asserting that he believes the delivery of approximately 30 boxes of documents constitutes an accounting.

Former Trustees Bradley and Dallas, as of the date of this request, should deliver an accounting to the Court for their services as PR and separately as Trustees, about June 10, 2008. Their appeal of the court's Order directing them to account is expected to cause further delay and hardship to the Estate in its ability to sort out what are the assets of the Estate and Trust, and their values.

When assets are described in this Request as owned by the Estate or the 2000 Trust, they may be owned by James Brown Enterprises, Inc. [JBE, Inc.]. Because of the failure of the former PR/Trustees to keep adequate records, actual ownership among these entities may not be finally determined for years.

What is known with respect to JBE, Inc. is the following:

1. It is a South Carolina Corporation, wholly owned in 1999 by Mr. Brown.
2. In 1999 JBE, Inc. was determined to own approximately 2/3s of the Artist's share of royalties to approximately 800 of Mr. Brown's songs. (Mr. Brown was designated as the owner of the other approximately 1/3.)

In 1999, prior to the creation of the 2000 Trust, JBE, Inc. and Mr. Brown entered into a complex

¹ \$20,000 of the above amount belongs to M&T Bank, Trustee of the Royalty-backed Note discussed below which TIAA, the Noteholder, has allowed the Estate to retain to pay necessary costs to assist with the recovery of about \$373,000 due from Cannon to M&T in connection with \$900,000.00 he misappropriated about August 1, 2006.

financing transaction in which certain rights related to the songs were transferred to James Brown, LLC, a Delaware Corporation. The end result was a loan of \$26 Million in exchange for which royalties from all of the approximately 800 songs were pledged to M&T Bank, as Trustee for the Noteholder of the \$26 Million Note (TIAA). That note had a value of \$18 - \$20 Million as of the death of Mr. Brown.

As of 15 months after Mr. Brown's death, the following remains unclear:

- a. What are the date-of-death assets and liabilities of JBE, Inc.?
- b. Was JBE, Inc. transferred to the 2000 Trust? If so, when?
- c. What assets and liabilities did the 2000 Trust have as of Mr. Brown's death?
- d. What assets and liabilities did Mr. Brown own outright at his death.

Mr. Brown's Estate Plan, consisting of a Will dated August 1, 2000 and the 2000 Trust, provides for the following disposition, whether assets are owned by the Estate or the 2000 Trust.

1. Personal and Household Effects to 6 named children
2. Remainder to 2000 Trust, which will be divided as follows:
 - a. Maximum available Generation Skipping (ab. \$2 Million) to a non-charitable Trust for the education of designated grandchildren.
 - b. Remainder (assuming net Trust over \$4 Million) to the James Brown "I Feel Good" Trust, a South Carolina Charitable Trust.

The following is **ROUGH ESTIMATE** of the calculation of the Estate Taxes which will be due if:

1. The Estate Plan is upheld (5 of Mr. Brown's 6 children and others have sued to invalidate both the Will and Trust);
2. The Elective Share claim of Tommie Rac Hynie, who is claiming to be the spouse of Decedent, is unsuccessful.

Note: This Estimate is made without regard to whether property is owned by the Estate or the Trust. Ownership by the Trust would result in placement on a different schedule (or possibly on a gift tax return), but with the same estimated total.

	DATE-OF-DEATH VALUE
Schedule A - Real Estate. (Real Estate title in Trust)	\$ 0
Schedule B - Stocks and Bonds (JBE, Inc. and Geronimo Music, LLC)	\$ combined with royalties, etc.
Schedule C - Mortgages, Notes and Cash	\$ 200,000
Schedule D - Insurance on Decedent's Life	
Part 1 - Payable to Estate.	\$ 0
Part 2 - Payable to Beneficiary . .	\$

(PRs have recently learned that the person claiming to be the spouse was paid a death benefit of approx \$30,000)

Schedule E - Jointly Owned Property . .	\$
Schedule F - Other Miscellaneous. . . .	\$
Royalties, image, persona, publicity rights, and all rights associated w/ unpublished songs.	\$ 80,000,000
Corbis Claim	\$ Unknown
Tangible Personal Property, as per Christie's valuation	\$ 1,400,000
Claim against Cannon, Dallas, Bradley and others for losses b/w 1999 and 2008.	\$ 10,000,000
Schedule G - Transfers during Decedent's Life	\$ See F, above
Schedule H - Powers of Appointment. . .	\$
Schedule I - Annuities.	\$
TOTAL GROSS VALUE.	\$ 91,600,000
ENCUMBRANCES	\$
\$26 Million Royalty-Backed Note	\$ (20,000,000)
Expenses of Administration	\$ (4,000,000)
Date-of-death value of defense of approximately \$65,000,000 in claims against the Estate/Trust filed by Pullman, former PR/ Trustees, Bobbitt, Intrigue, GT and others, including administrative claims	<u>\$ (5,000,000)</u>
TOTAL NET WORTH.	\$ 62,600,000

Assuming that the Estate Plan is upheld, the calculation of the Taxes will be as follows:

TOTAL NET WORTH	\$ 62,600,000
Distributed as follows:	
Personal and Household Effects (Approx \$1 Million) to children	
(Brown Family Education Trust non-charitable \$2 Million)	
James Brown "I Feel Good" Trust (charitable)	<u>\$ 59,600,000</u>
Taxable Estate	<u>\$ 3,000,000</u>

Federal and S.C. Estate Taxes

\$ 460,000 plus interest from September 25, 2007

The weekly maintenance cost for the protection of the assets and defense of the Estate Plan is more than \$4,000. The Estate/Trust is expected to have no cash flow in approximately 5 weeks. The Estate has more than \$350,000 in administrative costs that have been approved by the Court, but cannot be paid. There is no money to insure assets, and the Court has been so notified.

By Court Order dated February 20, 2008, a sale of a selection of pieces of Tangible Personal Property was ordered. The items are to be sold by Christie's. The Order required a selection and notification process. As of the date of this Order, the final approval process is not complete.

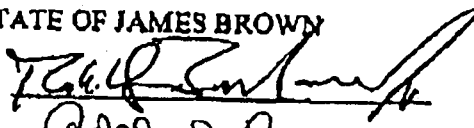
The PR/Trustees intend to make a substantial deposit toward the Estate Taxes when the net proceeds of the Christie's sale are received. This is estimated to be in September or October if the Christie's sale proceeds according to the Court-Ordered schedule.

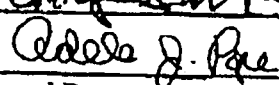
There are numerous contingencies, including a claim by a putative spouse; claims by 5 of 6 children to set aside Will; suit filed in Federal Court by a grandchild to contest the appointment of the PR/Trustees and seek the return of prior PR/Trustees; objection by the Attorney General of the State of South Carolina to the appointment of these PR/Trustees in both capacities (which objection was based primarily on affidavits by former PR/Trustees); claim by former PR/Trustees Dallas and Bradley that William Hammond, former attorney for the Estate/Trust, was named a Successor Trustee on or about July 26, 2007 (This purported designation was not disclosed to any Interested Parties or the Court until March 7, 2008.); claims by former PR/Trustees Dallas and Bradley that these PR/Trustees have no authority to act; and numerous other claims and objections.

In short, this Estate does not have the funds to pay the Estate Taxes; the beneficiaries have refused to pay their apportioned portion of the Estate Taxes as shown on Exhibit A; and, because of the failure of the former PR/Trustees to maintain adequate records, the date-of-death assets of the Estate, Trust and Related entities, and their values, are not known at this time and are not expected to be known for some time. It is, therefore, not possible to prepare an accurate Estate Tax Return at this time.

Respectfully submitted,

ESTATE OF JAMES BROWN

By: 

And: 

Its Personal Representatives

Exhibit F

Form **706**

(Rev. October 2006)
Department of the Treasury
Internal Revenue Service

United States Estate (and Generation-Skipping Transfer) Tax Return

Estate of a citizen or resident of the United States (see separate instructions).
To be filed for decedents dying after December 31, 2006, and before January 1, 2007.

OMB No. 1545-0015

1a Decedent's first name and middle initial (and maiden name, if any) JAMES		1b Decedent's last name BROWN		2 Decedent's Social Security No. 222-22-2222	
3a County, state, and ZIP code, or foreign country, of legal residence (domicile) at time of death Aiken County SC 29801-		3b Year domicile established 1933		4 Date of birth 05/03/1933	
5a Name of executor (see page 4 of the instructions) Robert L. Buchanan, Jr.		5b Executor's address (number and street including apartment or suite no. or rural route; city, town, or post office; state, and ZIP code) and phone no. 212 Newberry Street NW Aiken, SC 29801 (803) 649-2586			
5c Executor's social security number (see page 4 of the instructions) 254-90-4348		7a Name and location of court where will was probated or estate administered Aiken County Probate Court			
8 If decedent died testate, check here ☒ and attach a certified copy of the will		9 If you extended the time to file this Form 706, check here ☒			
10 If Schedule R-1 is attached, check here ☐		7b Case number 2007EB020056			

1 Total gross estate less exclusion (from Part 5 - Recapitulation, page 3, item 12)	1	85,845,034
2 Tentative total allowable deductions (from Part 5 - Recapitulation, page 3, item 22)	2	83,419,981
3a Tentative taxable estate (before state death tax deduction) (subtract line 2 from line 1)	3a	2,425,053
b State death tax deduction	3b	0
c Taxable estate (subtract line 3b from line 3a)	3c	2,425,053
4 Adjusted taxable gifts (total taxable gifts (within the meaning of section 2503) made by the decedent after December 31, 1976, other than gifts that are includible in decedent's gross estate (section 2001(b)))	4	0
5 Add lines 3c and 4	5	2,425,053
6 Tentative tax on the amount on line 5 from Table A on page 4 of the instructions	6	976,324
7 Total gift tax paid or payable with respect to gifts made by the decedent after December 31, 1976. Include gift taxes by the decedent's spouse for such spouse's share of split gifts (section 2513) only if the decedent was the donor of these gifts and they are includible in the decedent's gross estate (see instructions)	7	0
8 Gross estate tax (subtract line 7 from line 6)	8	976,324
9 Maximum unified credit (applicable credit amount) against estate tax	9	780,800
10 Adjustment to unified credit (applicable credit amount). (This adjustment may not exceed \$6,000. See page 8 of the instructions.)	10	0
11 Allowable unified credit (applicable credit amount) (subtract line 10 from line 9)	11	780,800
12 Subtract line 11 from line 8 (but do not enter less than zero)	12	195,524
13 Credit for foreign death taxes (from Schedule(s) P). (Attach Form(s) 706-CE.)	13	0
14 Credit for tax on prior transfers (from Schedule Q)	14	0
15 Total credits (add lines 13 and 14)	15	0
16 Net estate tax (subtract line 15 from line 12)	16	195,524
17 Generation-skipping transfer (GST) taxes payable (from Schedule R, Part 2, line 10)	17	0
18 Total transfer taxes (add lines 16 and 17)	18	195,524
19 Prior payments. Explain in an attached statement	19	0
20 Balance due (or overpayment) (subtract line 19 from line 18)	20	195,524

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than the executor) is based on all information of which preparer has any knowledge.

Signature of executor(s) *Robert L. Buchanan, Jr.* Date 9/24/2008
Signature of preparer other than executor *Debra J. Pao* Date 9/24/2008
Address (and ZIP code) 4408 Forest Drive, Third Floor
Columbia SC 29206

For Privacy Act and Paperwork Reduction Act Notice, see page 28 of the separate instructions for this form.

Form 706 (Rev. 10-2006)

SEE PRS' STATEMENT @ ATTACHMENT #1

CMR 7005 18Y0 0004 3836 3637

JSA
6R6000 0 030

Estate of James Brown, deceased
Date of Death: December 25, 2006
Attachment to Form 706
September 24, 2008

This Estate Tax Return is filed by Robert L. Buchanan, Jr and Adele J. Pope, who were appointed Personal Representatives (PR s) of the Estate of James Brown, deceased, by Order of the Court of Common Pleas, Aiken County, South Carolina on November 20, 2007. The tax preparer was appointed as the new accountant for the Estate by Order of the same Court dated August 10, 2007. Neither the PRs nor the newly-engaged accountant had any prior knowledge of, or experience with, the affairs of James Brown, who died on December 25, 2006.

Prior to the appointment of the current PR s, David G. Cannon, Albert H. Dallas and Alfred A. Bradley served as PR s of the Estate of James Brown, having been informally appointed by the Probate Court for Aiken County, South Carolina, on or about January 19, 2007. The current PR s did not know, and had no prior dealings with, the former PR s until they were appointed by the Court on March 7, 2007 to be non-fiduciary Special Administrators (SA s) of the Estate of James Brown. In such position they had a limited oversight role pursuant to Court Order. That role was somewhat enhanced by Court Order dated August 10, 2007 when David G. Cannon, one of the original Personal Representatives, immediately and permanently resigned as Personal Representative, Trustee and in various other capacities which he held with respect to Mr. Brown's assets. [The resignation resulted from discovery by the SA s of a \$900,000.00 misappropriation from a Brown Trust account in 2006.]

The remaining Personal Representatives and Trustees, Mr. Dallas and Mr. Bradley, immediately and permanently resigned such positions, and other positions, in open court on November 20, 2007.

Former Trustees Dallas and Bradley now assert that their resignations as Trustees were coerced and that the Court lacked jurisdiction to accept the resignations and appoint the undersigned. Those issues are pending before the South Carolina Court of Appeals. [They do not contest their resignations as PR s.] Former Trustee Cannon was sentenced to jail for contempt of Court in connection with funds he failed to return to the Court for the Trust. He is presently out of jail on Bond. The current Personal Representative/Trustees strongly resist the return of any of Cannon, Dallas or Bradley to any position of trust or confidence with the Estate or Trust of James Brown.

Mr. Brown was a noted musical artist. His financial affairs had been managed for many years by David Cannon, his accountant and Albert Dallas, his personal lawyer. Alfred Bradley was Mr. Brown's road manager.

Mr. Brown implemented his Estate Plan on August 1, 2000. It consists of a Will and the James Brown 2000 Irrevocable Trust. Copies of those documents are filed herewith. As of September 24, 2008 those documents are being contested by 5 of Mr. Brown's 6 acknowledged children; 7 of his 9 acknowledged grandchildren; and by Tommie Rae Hynie Brown, who claims

to be Mr. Brown's spouse. In addition, Hynie Brown has claimed one-half of Mr. Brown's Estate as a pretermitted spouse or one-third of Mr. Brown's Estate under the South Carolina Elective Share Statute. [All of these actions are now pending, and are opposed by the current Personal Representatives.]

Also attached to this filing are amendments to The James Brown "I Feel Good" Trust, adopted in accordance with the provisions of the Trust to insure IRS qualification of the "I Feel Good" charitable Trust.

Application for Recognition of The James Brown "I Feel Good" Trust was made on December 5, 2007. Recognition of charitable status of The James Brown "I Feel Good" Trust has been received, but the Determination Letter contains an erroneous date, after the date-of-death of Mr. Brown. A change has been requested, but not yet received.

Mr. Brown's Will and Trust named Cannon, Dallas and Bradley as both PR s and Trustees. It is undisputed that Cannon and Dallas served as Trustees from August 1, 2000 until their respective resignations on August 10, 2007 (Cannon) and November 20, 2007 (Dallas). Bradley has at times asserted that he did not accept service as Trustee until early 2007, although that matter is in dispute. All three of Cannon, Dallas and Bradley have filed claims against the Estate, totaling more than \$16 Million. Those claims are being contested by the Estate. The Estate, Trust and Brown Entities are also seeking recovery of various losses between 1999 and 2007 from Cannon, Dallas, Bradley and others.

Substantial questions exist as to which assets were placed in the James Brown 2000 Irrevocable Trust by Mr. Brown prior to his death. While it is clear that Mr. Brown expressed a clear intention to transfer his wholly-owned corporation, James Brown Enterprises, Inc. [JBE, Inc.] to the Trust, former PR/Trustees Dallas and Bradley filed, along with all of Mr. Brown's acknowledged children, grandchildren and Hynie Brown, a stipulation on September 24, 2007 asserting that JBE, Inc. was never transferred to the Trust. Former Trustee Cannon has always asserted that JBE, Inc. was in the 2000 Irrevocable Trust. Former Trustees Dallas and Bradley, and at least one family member have, in 2008, repudiated the September, 2007, Stipulation and asserted that JBE, Inc. is an asset of the Trust. The current PR s assert that a Court, on equitable principles, should declare JBE, Inc. an asset of the James Brown 2000 Trust because of Mr. Brown's clearly expressed intention that it be so. But the evidence is inconsistent and confusing. As either an asset of the Estate or an asset of the James Brown 2000 Trust, it is devised in the same manner.

Because of the pending contest to both the validity of the Will and the validity of the James Brown 2000 Trust, the Court's determination of what was in the Trust at Mr. Brown's death and what was in his Estate, has been delayed.

The issue of which items of Mr. Brown's Tangible Personal Property ("TPP") were devised as personal and household effects to his six children under the Will is also disputed.

Certain parties assert that most of Mr. Brown's TPP is business TPP, owned either by Mr. Brown or JBE, Inc., and not devised to the children.

The Will and Trust both contain In Terrorem clauses applying to the contest of Mr. Brown's Estate Plan. Under South Carolina law an In Terrorem clause is unenforceable if probable cause exists to contest a Will. The current Personal Representatives, prior to any Will contest, asked the Court to declare that no probable cause exists to contest the Estate Plan. This issue is still pending before the Court.

This Estate Tax Return lists as assets of the "Estate" a number of assets which may be owned by the James Brown 2000 Irrevocable Trust, either outright or through its ownership of JBE, Inc. or other entities. Items listed may be owned within one or more corporate or similar entities owned by Mr. Brown or the 2000 Irrevocable Trust at his death. Because the 2000 Irrevocable Trust, and its subtrusts, the Brown Family Education Trust and The James Brown "I Feel Good" Trust are the primary devisees of the Will of James Brown, and the exact ownership as between the Estate, the Trust and Brown Entities has not yet been finally established; all assets except the Douglas Drive home [titled in the name of the James Brown 2000 Trust] are listed on Schedules A - F, rather than on Schedule G.

The House and Acreage located at 430 Douglas Drive, Beech Island, South Carolina, are the only items certified to be titled in the name of the James Brown 2000 Trust at his death. Under the 2000 Trust Mr. Brown retained the right to lifetime use of this property.

The Personal Representatives give notice that there are a number of actions pending which may affect the amount of Estate Taxes due. They include the actions filed in the Probate Court of Aiken County, South Carolina and removed to the Circuit Court for Aiken County by Hynie Brown, and by 5 of Mr. Brown's 6 children and 7 of his 9 acknowledged grandchildren to set aside both the August 1, 2000 Will and the James Brown 2000 Irrevocable Trust.

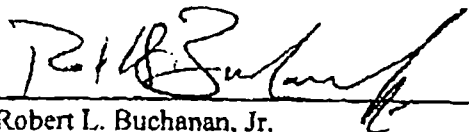
Except for the real estate, the Personal Representatives largely used the values provided by the former PR/Trustees in a sworn Inventory and Appraisement filed with the Court on or about November 15, 2007. The current Personal Representatives do not believe that the former PR/Trustees are credible with respect to a number of matters. However, since former PR/Trustee David G. Cannon managed Mr. Brown's financial matters for more than 7 years before his death; former PR/Trustee Dallas was Mr. Brown's personal attorney; and former PR/Trustee Bradley was Mr. Brown's road manager, they possess certain knowledge on which the Personal Representatives may rely during this period of hardship to Mr. Brown's Estate Plan.

This submission further supports the request of the Personal Representatives for an additional hardship extension to pay any Estate Taxes due. At present the Estate has less than \$135,000 in cash and more than \$500,000 of unpaid priority administrative expenses; is defending more than \$46 million of claims; and is severely hampered in efforts to promote the royalties, image and persona by challenges to the Will, Trust and their authority to act.

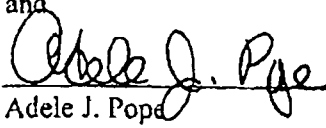
September 24, 2008

ESTATE OF JAMES BROWN

By:


Robert L. Buchanan, Jr.

and


Adele J. Pope

Its Personal Representatives

STATE OF SOUTH CAROLINA
COUNTY OF RICHLAND

) IN THE CIRCUIT COURT
)

) Case No.: 2010-CP-40-4900
)

RUSSELL L. BAUKNIGHT, as Trustee of
the James Brown 2000 Irrevocable Trust and
the James Brown Legacy Trust, as Personal
Representative of the Estate of James Brown,
and on behalf of Henry Dargan McMaster, in
his capacity as Attorney General of the State
of South Carolina; and Others,

Plaintiffs.

) AFFIDAVIT OF
) ADELE J. POPE IN
) SUPPORT OF MOTION TO COMPEL
) TERRY BROWN
) TO APPEAR AT A DEPOSITION
)

v.

Adele J. Pope and Robert L. Buchanan, Jr.,
Defendants.

PERSONALLY APPEARED BEFORE ME, ADELE J. POPE, who being duly
sworn, deposes and says:

1. This affidavit is based on my personal knowledge and belief.
2. Over the last four years I have had personal contacts with Terry Brown ("Terry") and direct dealings with his agents, including his first attorney, Louis Levenson, Esquire, and others.
3. I have also had dealings with Terry's son Forlando (William), former PR/Trustees David Cannon and Albert "Buddy" Dallas and others who worked with Terry on the TJBL, LLC venture to purchase the James Brown assets; create an IPO; and provide options or a "kickback" to Cannon and Dallas.
4. I am informed and believe Terry's deposition will show that for years Terry correctly represented that Brown's Will and the James Brown 2000 Irrevocable Trust, both executed August 1, 2000, which create the "I Feel Good" private foundation (the "Estate Plan") are valid and should be vigorously enforced by his fiduciaries..

5. I am informed and believe Terry's deposition will show that Terry has knowledge that Brown's assets, including his worldwide music empire, were worth \$85 Million or more at Brown's death on December 25, 2006.

6. I am informed and believe that Terry's deposition will confirm that since January 30, 2009 Terry has participated in the intentional downward manipulation of the value of James Brown's securities and other assets for his personal benefit, damaging the "I Feel Good" foundation, Mr. Buchanan and me.

7. I am informed and believe Terry's deposition will show that his most recent act – joining Russell Bauknight in telling the S. C. Supreme Court that Brown's music empire was worth less than \$5 Million when Brown died – threatens to destroy the "I Feel Good" foundation, reducing it from the approximately \$80 Million Brown intended for needy and deserving students to less than \$1 Million.

8. I am informed and believe that Terry's deposition and the exhibits which will be made a part of that deposition will confirm in this case the following, and other, facts already known in other James Brown cases:

- a. Terry is the oldest of James Brown's 5 legitimate living children.
- b. About a dozen people claim to be Brown's heirs, including one minor born after Brown's vasectomy.
- c. Terry has knowledge James Brown's Estate Plan intentionally excludes all children and past and future spouses from Brown's music empire, leaving it solely to education of needy and deserving students in the "I Feel Good" Trust and certain grandchildren in the Brown Family Education Trust.
- d. Terry has knowledge that his father's Estate Plan gave him only 1/6 of his personal and household effects.
- e. Terry discussed Brown's estate plan and assets with his father before Brown's death on December 25, 2006, and Brown told Terry he believed his

assets to be worth hundreds of millions of dollars.

f. Terry has never worked in James Brown's businesses.

g. Between 2000 and 2007 Terry's sons received education benefits from the James Brown 2000 Trust.

h. Terry did not learn of Cannon and Dallas' \$12+ Million misappropriations from Brown and the 2000 Trust until it was discovered by Mr. Buchanan and me.

i. James Brown died on December 25, 2006.

j. On January 9, 2007 Terry and others, including his sister Yamma, hired Atlanta Attorney Louis Levenson to help investigate wrongdoing by Brown's original Trustees, Albert "Buddy" Dallas, now-indicted David Cannon and now-deceased Al Bradley.

k. In early 2007 Brown's son Forlando, Levenson and others met at the house of Yamma Lumar to plan a proposed takeover of the James Brown assets.

l. Shortly thereafter, while Terry and Yamma were Levenson's clients, Yamma's husband, through Pinnacle Management, issued a prospectus to raise \$200 Million to purchase the Brown assets.

m. On January 26, 2007 Terry and others filed what became Case 2007-CP-02-0122 ("Case 122") in Aiken County, seeking removal of Dallas and Cannon, and appointment of a Special Administrator.

n. On March 7, 2007, at the request of Terry and others, Bob Buchanan and I were appointed limited Special Administrators of Brown's estate.

o. About March 24, 2007 Terry and his sons fired Levenson and aligned themselves with Dallas and Cannon.

p. At Dallas' suggestion, Terry and his sons hired Georgia attorney David B. Bell, Dallas' close friend.

q. By June 15, 2007 Terry's son Forlando was involved with Cannon and Dallas in a proposal to sell the James Brown assets for \$100 Million; create an IPO; and pay options or a "kickback" to Cannon and Dallas.

r. On June 15, 2007 and on November 20, 2007 when under oath, prospective investor Dr. T. Cox valued the James Brown assets at between \$86 Million and \$110 Million. His June proposal was as follows:

Image/Likeness	\$40MM - \$50MM
Music Catalogue	\$36MM - \$45MM (Industry standard is 12- 15 x revenue)
Property	<u>\$10 MM - \$15 MM</u>
TOTAL	\$86 MM - \$110 MM [ROA, p. 466]

- s. On July 10, 2007 Atlanta attorneys Powell Goldstein sent Dallas and Cannon documents to move the 2000 Trust from South Carolina to Georgia.
- t. On July 17, 2007 Bob Buchanan and I discovered that \$900,000 was taken from the Irrevocable Trust in 2006.
- u. On about July 26 - 28, 2007 Dallas and Cannon secretly signed the Powell Goldstein documents to attempt to move the Trust to Georgia. Cannon also secretly resigned and the trustees attempted a secret appointment of attorney Bill Hammond.
- v. On August 10, 2007 Cannon resigned in open court.
- w. In September 2007 Terry participated in a filed stipulation in Case 122 stating incorrectly that Brown's company, James Brown Enterprises, Inc. ("JBE, Inc.") was not in Brown's Irrevocable Trust.
- x. On October 12, 2007 the Cox investor group, on behalf of an "entity to be formed" offered to purchase Brown's assets for about \$100 Million.
- y. On October 31, 2007, under oath, Forlando said he had never heard of a \$100 Million offer - even though he was part of the October 12 offer. [Depos., Case 122]
- z. On November 15, 2007 Dallas and Bradley correctly valued Brown's assets at \$85,663,562.99 on the Inventory and Appraisalment ("I&A"). [ROA, p. 2672]
- aa. In November 2007 Terry and others learned that the proceeds from the \$18 Million Brown earned for his road shows between 2003 and 2006 had gone into a company owned by Cannon.
- ab. In November 2007 Terry, although asked by the Court, did not object to the Buchanan/Pope proposal to value Brown's royalties on the estate tax return by a formula of about 12 times the annual \$3 million royalties.
- ac. On November 20, 2007 Terry consented to the Order appointing Bob Buchanan and me as PR/Trustees after Dallas and Bradley resigned.
- ad. On November 20, under oath, Dr. Cox testified about his \$100 Million offer, but did not disclose Forlando's involvement and asserted that the proposal to

give options or "kickback" to Cannon and Dallas was a "mistake". [ROA, pp. 2038-2040.]

ae. On December 5, 2007 the investor group was formed as TJBL, LLC; and Forlando given a 39% interest.

af. In late December 2007 Powell Goldstein lawyers worked with Dallas to try to require Judge Early's recusal and Forlando on the federal suit he planned to file.

ag. In late December 2007, some of Terry's siblings, through attorney Levenson, challenged the Will and Trust. Terry, Bob Buchanan and I have all asserted the challenges are without merit.

ah. On January 2, 2008, Forlando, represented by Bell and Powell Golstein, filed his federal suit to remove Bob Buchanan and me; enjoin the 2000 Trust; and return Dallas and Cannon as trustees.

ai. On January 8, 2008 Judge Early ordered in Case 122 that Bob Buchanan and I be paid \$317,000 plus costs for our service as Sas, and continuing payments on a "time plus costs" basis for our service as PR/Trustees, as a deposit towards our full commission. Terry did not seek reconsideration of or appeal, the January 8 Order.

aj. In January 2008 Terry filed grievances in South Carolina and Georgia against Levenson, asserting it was unethical for Levenson to challenge Brown's Will, naming Terry as a defendant.

ak. On February 7, 2008 Terry testified in Case 122 as follows:

A. WELL, WE ALL KNOW THAT TO CONTEST THE WILL YOU WAS TAKEN TOTALLY OUT OF THE WILL. THAT WAS MY FATHER'S WISHES. I WAS NOT GOING AGAINST WHAT HE SAID REGARDLESS OF WHAT IT WAS. WHETHER WIN OR LOSE, IT DOESN'T MAKE ANY DIFFERENCE. WHAT JAMES BROWN SAID, THAT'S THE WAY IT'S GOT TO BE. THAT'S WHAT I BELIEVE.

A. I WOULDN'T TRY TO BREAK THE WILL, NOR THE TRUST, THAT'S WHAT MY DAD WANTED.

Q. WHILE MR. LEVENSON REPRESENTED YOU, DID HE EVER TELL YOU THAT PART OF THE REPRESENTATION WAS FOR YOU - FOR HIM TO TRY TO BREAK THE WILL AND BREAK THE TRUST?

A. NO, NO, NO, NO, NO, NO. I WOULDN'T HAVE BEEN A PART OF THAT.

al. By February 27, 2008 Terry had become a part of TJBL, LLC, and participated in a \$92 - \$102 MM TJBL, LLC offer to purchase Brown's assets.

am. On March 27, 2008 Terry was part of another TJBL, LLC offer to purchase the James Brown assets for \$92- \$102 MM.

an. While participating in the two offers, Terry simultaneously asserted that Bob Buchanan and I had no authority to sell Trust assets because our appointment was flawed.

ao. Terry, through Bell, actively participated in hearings in February and March 2008 opposing the appointment of Bob Buchanan and me as trustees and our attempts to stabilize the Estate and 2000 Trust.

ap. Terry's objections to our appointment and actions were rejected by the Court, and Terry did not challenge or appeal Orders in Case 122 dated January 8, February 1, March 7, April 1 or April 8, 2008 approving our fees; approving the Christie's auction sale and directing us to execute the contract; refusing to allow Dallas to withdraw his resignation as trustee; and, at our request after hearing, approving both our November 20, 2007 appointment and all of our service as both SA's and PR/Trustees from March 7, 2007 to April 8, 2008 as both proper and ethical.

aq. Terry did not contest specific findings in the March 7 and April 8, 2008 orders about the massive wrongdoing of Cannon and Dallas, or that both had committed fraud upon the Court.

ar. Powell Goldstein failed to turn over its Estate/Trust file as ordered on August 10, 2007, and Dallas and Cannon – defying the order – failed to direct its delivery.

as. Cannon and Dallas both misrepresented the Powell Goldstein relationship to the Court, saying they had never hired Powell Goldstein. When a \$48,225 re-bill was sent to the Estate in March 2008, Dallas recanted.

at. By April 2008 Powell Goldstein, in addition to their relationship with Cannon and Dallas, were representing Forlando and TJBL, LLC.

au. On August 12, 2008 some Plaintiffs in this Case ("Case 4900") announced they had reached a private binding agreement on August 10, 2008 resolving most issues among them.

av. None of Terry or his sons was invited to the meeting which led to the August 10, 2008 agreement, and Bob Buchanan and I were not invited.

aw. From August 12, 2008 until January 30, 2009 Terry and both of his sons, through Bell, vigorously opposed the settlement.

ax. Bell and Powell Goldstein conducted depositions of Robert Buchanan and me in September 2008.

ay. Terry had the opportunity to review Brown's estate tax return, filed by Buchanan/Pope on September 24, 2008, shortly after it was filed. We valued Brown's assets and those in the 2000 Trust at about \$85 Million, about \$84 Million of which was Brown's music empire and related assets. Terry made no objection or exception to the return.

az. On September 27, 2008 Forlando testified that offers of \$150 Million remained available for the James Brown assets.

ba. On November 12, 2008 Cannon uttered a forged compensation agreement intended to make it appear that Bob Buchanan and I falsely accused him of taking \$900,000 from the Trust. Terry learned of this forgery before this Case 4900 was filed.

bb. On November 18 and 19, 2008 Terry attended two days of hearings in Forlando's federal suit, in which Bell and Powell Goldstein attorneys questioned Mr. Buchanan and me extensively about every aspect of our service.

bc. I voiced strong concern for the damage the proposed settlement threatened to do to Brown's Estate Plan.

bd. After my testimony concluded, Terry Brown came up to me and said "God bless you."

be. On November 25, 2008 Bell appeared on WJBF television and asserted that there was no settlement and could not be one without Terry.

bf. In December 2008 and January 2009 Terry, Forlando and Romunzo filed objections to the proposed settlement, which was submitted for consideration in Case 2008-CP-02-1647 ("Case 1647").

bg. From January - May 2009 Bell actively participated in Case 1647, speaking on behalf of Terry, Forlando and Romunzo, even though Bell was not admitted *pro hac vice* and Forlando filed a Notice of Special appearance saying he was never served in Case 1647.

bh. On January 7, 2009 Russeil Bauknight was appointed limited Special Administrator/Special Trustee to consider the proposed settlement as it existed at the time.

bi. On January 29 and 30, 2009 Terry offered to abandon his sworn support for the Estate Plan of his father for a 4.79% interest in James Brown's assets and a 10-year right of first refusal to purchase the Brown assets.

bj. Between January 30 and March 26, 2009 Powell Goldstein (now Bryan Cave), in addition to their relationship with Cannon and Dallas, their representation of TJBL, LLC and Forlando in federal court (supporting Brown's Estate Plan), undertook to represent Terry in the negotiation of his right of first refusal to buy Brown's assets.

bk. In January 2009 Bob Buchanan and I proposed to give TJBL, LLC a court-approved period of due diligence and a right of first offer (not a right of first refusal) to make a proposal to purchase the Brown assets.

bl. In February 2009, Terry, now aligned with Brown's companion Hynie Brown, opposed our right of first offer to TJBL, LLC which was likely to result in a substantial, good faith proposal to purchase the assets and required full disclosure of all deals with insiders.

bm. On or about January 31, 2009 Levenson called Bob Buchanan to tell him the settling parties were threatening us with grievances and Rule 11 sanctions if we continued to oppose the settlement Terry had recently joined.

bn. After that, Bell sent a letter to Mr. Buchanan threatening to file a grievance against him if he did not resign. Mr. Buchanan delivered the letter to Judge Early.

bo. By March 2009, after securing the first refusal, Terry began to devalue the assets, threatening to further damage to the "I Feel Good" Trust.

bp. On or about March 19, 2009 Terry received, through Bell, a copy of our letter to AG McMaster expressing concern that devaluation attempts – which would severely damage the "I Feel Good" private foundation – had already begun.

bq. Terry has knowledge as to when Bauknight agreed to be Terry's trustee; why Bauknight's fiduciary relationship with Terry, Hynie Brown and others was concealed until March 26, 2009; and when the discussions about devaluing the James Brown assets began.

br. Terry has knowledge that in the Spring of 2009 he refused to agree to our proposed sale of James Brown's home estate to family members, asserting that it interfered with his right of first refusal.

bs. Terry has knowledge that in April and May 2009 he participated in thwarting the CORBIS settlement which would have secured an advantageous 2-year Publicity Rights management contract with Bill Gates Company GreenLight, to run from May 1, 2009 - April 30, 2011, causing loss.

bt. Terry has knowledge that the May 26, 2009 Order of Judge Early in Case 1647, and certain other orders, are on appeal to the S. C. Supreme Court.

bu. Terry has knowledge that he has directed, approved or acquiesced in Bauknight's failure to pursue the Estate/Trust's \$12+ Million claim for damages against Cannon and Dallas, and has not disallowed their frivolous claims against the Estate – even though he had more than a year to do so before the Dallas Bankruptcy.

bv. Terry has knowledge that he has directed, approved and/or acquiesced in Bauknight's failure to pay proper priority debts and priority expenses of administration of the Estate, including those to Hogan & Hartson, Bob Buchanan, James Bailey and me.

bw. Terry has knowledge that he directed, approved and/or acquiesced in Bauknight's June 2009 direction that counsel pursuing the claims against Cannon and Dallas not speak of anything confidential to Bob Buchanan and me – thus gutting the Estate/Trust's claim against Cannon and Dallas.

bx. Terry has knowledge that Bauknight has actively thwarted attempts to recover attorneys' fees and costs against Cannon and the Estate of Bradley as directed in the April 8, 2008 Order, damaging the Estate, the 2000 Trust, Robert Buchanan, others and me.

by. Terry has knowledge of whether Hynie Brown's agent spoke for him in the spring of 2009 when he threatened to bring this tort suit for money damages through a contingency-fee lawyer selected by Sonny Jones if Bob Buchanan and I did not drop our appeal in Case 1647.

bz. Terry has knowledge about how he and the then-Attorney General of South Carolina agreed to share the costs, including the contingency fee of Sweeney, Wingate and Barrow, responsibility and proceeds from any recovery – or payment of any losses – in this Case.

ca. Terry has knowledge of when the Legacy Trust was actually signed; what amendments have been made to it; and who is a party to it.

cb. Terry has knowledge that Bob Buchanan and I were never fiduciaries of the Legacy Trust; that it is impossible to honor the Legacy Trust and the Estate Plan; and that we have consistently honored our duty to James Brown.

STATE OF SOUTH CAROLINA

COUNTY OF RICHLAND

RUSSELL L. BAUKNIGHT, as Trustee of
the James Brown 2000 Irrevocable Trust and
the James Brown Legacy Trust, as Personal
Representative of the Estate of James Brown,
and on behalf of Henry Dargan McMaster, in
his capacity as Attorney General of the State
of South Carolina; Tommie Rae Brown,
individually and on behalf of her minor child,
James B. [REDACTED]; Daryl J. Brown, individually
and on behalf of his minor child Janise
Vanisha Brown; Lindsey Delores Brown;
Deanna J. Brown Thomas; Jason Brown-
Lewis; Yamma N. Brown, individually and
on behalf of her minor children, Sydney
L. [REDACTED], Carrington L. [REDACTED], and Tonya Brown;
Venisha Brown; Larry Brown; and Terry
Brown

and

HENRY DARGAN MCMASTER, in his
capacity as Attorney General of the State of
South Carolina; TOMMIE RAE BROWN,
individually and on behalf of her minor child,
JAMES B. [REDACTED]; DARYL J. BROWN,
individually and on behalf of his minor child
JANISE VANISHA BROWN; LINDSEY
DELORES BROWN; DEANNA J. BROWN
THOMAS; JASON BROWN - LEWIS;
YAMMA N. BROWN, individually and on
behalf of her minor children, SYDNEY
L. [REDACTED], CARRINGTON L. [REDACTED], and
TONYA BROWN; VENISHA BROWN;
LARRY BROWN; and TERRY BROWN,

Plaintiffs.

v.

Adele J. Pope and Robert L. Buchanan, Jr.,

Defendants.

IN THE COURT OF COMMON PLEAS

Case No.: 2010-CP-40-4900

**DEFENDANT ADELE J. POPE'S
MOTION TO DISQUALIFY
AND/OR ENJOIN SWEENEY,
WINGATE & BARROW FROM
REPRESENTING STATE OF
SOUTH CAROLINA OR
ATTORNEY GENERAL; TO
ENJOIN RUSSELL
BAUKNIGHT; TO AMEND
ANSWER FOLLOWING
DEPOSITIONS AND TO SET
DEPOSITIONS IF REQUIRED**

TO: ALL PARTIES AND THEIR ATTORNEYS:

You will please take notice that ten days after the service hereof, or as soon thereafter as counsel may be heard, and based on filings in Aiken County and the Supreme Court of South Carolina on or about May 4, 2011, an Inventory and Appraisal valuing (for the first time in the four years and four months since his death) James Brown's worldwide musical empire at \$4,697,736 – less than 1/12 of its \$84 Million fair market value – and prior filings herein, Defendant/Counterclaimant Adele J. Pope will move before the presiding judge at the Richland County Judicial Center, 1701 Main Street, Columbia, South Carolina 29201 for an Order and injunction as follows:

- a. Disqualifying Sweeney, Wingate & Barrow (the "Sweeney Firm") as counsel for the Attorney General of the State of South Carolina (and the State of South Carolina) herein, and/or enjoining the Sweeney Firm from purporting to represent or representing the Attorney General or the State of South Carolina in this case;
- b. Enjoining Bauknight purporting to as agent for the Attorney General or the State of South Carolina;
- c. Dismissing the Attorney General and/or the State of South Carolina as a party plaintiff to this action;
- d. Setting a day certain for the depositions of former Attorney General McMaster and Attorney General Wilson should they not appear for their depositions; and
- e. Following the depositions of former Attorney General McMaster and Attorney General Wilson, granting Defendant leave to amend her answer and counterclaims and/or crossclaims, including the addition of other parties, consistent with such deposition testimony and/or the additional damages caused by Terry Brown, Bauknight, AG Jones and others in connection with the sworn devaluation of the James Brown assets to less than 1/12 of their actual value and the false allegations associated therewith.

The grounds of this motion are:

1. The contingency-fee contract entered into by former AG McMaster and the Sweeney firm, in which McMaster seeks money damages against Defendants for himself and private individuals, is illegal and void, and violates the Due Process and First Amendment rights of Defendants, rendering

the Sweeney Firm unable to represent or speak for the State of South Carolina.

2. The Sweeney Firm has an irreconcilable conflict of interest in representing the State of South Carolina and its AG, whose duty it is to protect private foundations while simultaneously representing Terry Brown in his attempt to purchase James Brown's worldwide music empire for less than \$5 Million, reducing the "I Feel Good" Trust from the \$80 Million James Brown gave to it to less than \$1 Million, as follows:

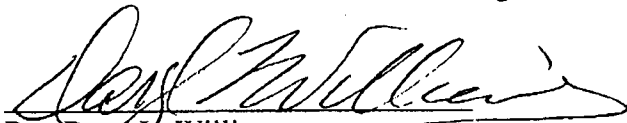
- a. To Brown's disinherited companion (18.96%) \$1,128,775
- b. To children and claimed children Brown specifically \$2,000,390
 excluded from his music empire (4.79% x 7)
- c. To the Family Education Trust, rewritten by McMaster \$2,000,000
- d. **To The James Brown " I Feel Good" private
 foundation (47.5% LESS \$2 Million) \$ 827,292**

3. Russell Bauknight, who carried out the massive devaluation of Brown's assets for the Benefit of Terry Brown should be enjoined from purporting to speak as agent for the State of South Carolina or its Attorney General.

8. To the extent the contingency fee contract with AG McMaster gives the Sweeney Firm authority to act as an agent of the State of South Carolina, on information and belief, McMaster and the Sweeney Firm have an impermissible financial stake and interest in this case, and further, a constitutionally impermissible motivation to use the power of the State to seek money damages for their private co-plaintiffs.

This motion is based on the Affidavit of Adele J. Pope dated May 18, 2011 filed herewith, with Exhibits, including "Private Foundations, Copyright Heirs and Musical Millionaires:..." (April 2011 draft) and Chart C attached hereto; all prior motions and filing of Defendants in this case; and such additional information as shall be presented to the Court prior to the hearing on this matter.

JETER & WILLIAMS, P.A.



By: Daryl L. Williams.
1204 Main Street, Suite 200
Post Office Box 7425
Columbia, South Carolina 29202
Telephone: (803) 765-0600
Facsimile: (803) 765-0619

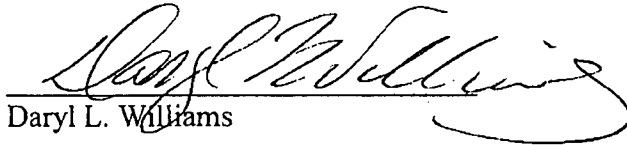
**LAW OFFICE OF ADAM T. SILVERNAIL,
LLC**



By: Adam T. Silvernail
1218 Taylor St.
Columbia, South Carolina 29201
Telephone: (803) 779-1770
Facsimile: (803) 403-8092
Attorneys for Defendant Adele J. Pope

May 18, 2011

The undersigned hereby certifies pursuant to SCRCP 11 that conferring with opposing counsel would serve no useful purpose.



Daryl L. Williams

STATE OF SOUTH CAROLINA	) IN THE COURT OF COMMON PLEAS
	)
COUNTY OF RICHLAND	)
	) Case No.: 2010-CP-40-4900
RUSSELL L. BAUKNIGHT, as Trustee of	)
the James Brown 2000 Irrevocable Trust and	)
the James Brown Legacy Trust, as Personal	)
Representative of the Estate of James Brown,	)
and on behalf of Henry Dargan McMaster, in	)
his capacity as Attorney General of the State	)
of South Carolina and others	) AFFIDAVIT OF ADELE J. POPE
	) SUPPORTING DISQUALIFICATION
	) OF PLAINTIFFS' COUNSEL;
and	) INJUNCTION AGAINST COUNSEL
	) AND PLAINTIFF BAUKNIGHT;
	) AND RELATED RELIEF
HENRY DARGAN MCMASTER, in his	)
capacity as Attorney General of the State of	)
South Carolina; and others,	)
Plaintiffs.	)
v.	)
	)
Adele J. Pope and Robert L. Buchanan, Jr.,	)
Defendants.	)

PERSONALLY APPEARED BEFORE ME, Adele J. Pope, who, being duly sworn, deposes and says:

1. This affidavit is based on my personal knowledge and belief.
2. On May 12, 2011 I learned that on May 4, 2011 Plaintiff Russell Bauknight had filed sworn documents asserting James Brown's worldwide musical empire at Brown's death on December 25, 2006 had a value of only \$4,697,736 – less than 1/12 of its actual fair market value on his death. Bauknight asserts all asset of the Estate and 2000 Trust were worth only about \$6.5 Million when Mr. Brown died.
3. I am informed and believe that this valuation is not only wrong but outrageous – and intended to benefit of Terry Brown and Tommie Rae Hynie Brown, for

whom Bauknight serves as Trustee.

4. For four years Hynie Brown and Terry Brown, with others, have engaged in a plan to take the assets of The James Brown "I Feel Good" Trust for themselves, depriving the needy and deserving students James Brown intended to benefit. They have done so in at least three ways:

- a. Filing knowingly false documents about which assets were owned by Brown; which by the 2000 Trust; and which they claim.
- b. Filing knowingly false representations as to who are the heirs of James Brown.
- c. Manipulating the value of James Brown's assets to reduce the \$80 Million Brown gave to the "I Feel Good" Trust for scholarships for needy and deserving students.

5. Former Attorney General Henry D. McMaster and his assistant AG Havird "Sonny" Jones became involved in the James Brown cases in late 2007 through a close association with PR/Trustees Albert "Buddy" Dallas and now-indicted David Cannon and their advisors. Jones also developed a close relationship with advisors to Hynie Brown.

6. The damage McMaster and AG Jones did to the "I Feel Good" Trust before May 4, 2011 is outlined in the April 2011 draft of "Private Foundations, Copyright Heirs and Musical Millionaires:," attached hereto as Exhibit A and incorporated herein.

7. Plaintiff Bauknight undertook to serve as trustee for Terry Brown in early 2009, and recommended (without disclosing he was to be Terry's trustee) that the court give Terry a right to buy Brown's assets.

8. As outlined in "Private Foundations...", the first hint of Bauknight's massive

undervaluation of Brown's assets came in August 2010 when then-AG McMaster informed the Court of Appeals that Bauknight had reviewed a draft appraisal that would show Brown's assets were worth less than \$12 Million.

9. Exhibit B is a chart prepared by me which shows the damage to the "I Feel Good" Foundation of a sale of Brown's assets at \$12 Million.

10. Bauknight's devaluation to \$5,953, 457, which AG Jones and AG McMaster apparently condoned, threatens to completely destroy the "I Feel Good" Foundation, reducing it to less than \$1 million, as follows:

a. To Brown's disinherited companion (18.96%)	\$1,128,775
b. To children and claimed children Brown specifically excluded from his music empire (4.79% x 7)	\$2,000,390
c. To the Family Education Trust, rewritten by McMaster	\$2,000,000
d. To The James Brown " I Feel Good" private foundation (47.5% LESS \$2 Million)	\$ 827,292

11. I am informed and believe that AG McMaster's contingency fee contract with Sweeney, Wingate and Barrow (the "Sweeney Firm") was made to try to silence Mr. Buchanan and me and force us to abandon our appeal of McMaster's settlement described in the article; serves no proper public purpose; violates my Due Process Right; violates my First Amendment rights; and illegally uses the name and power of the State to seek funds against me for private citizens, including McMaster.

12. I am informed and believe that the substantial contribution to McMaster's political campaign made by Mark Barrow, a principal in the Sweeney Firm, just after being awarded the contingency fee contract to sue us, was either illegal or

the assets by Forlando Brown, a 39% owner in the prospective purchaser, in September 2008.

28. The \$85 Million value was also consistent with our Motion filed in November 2007 asking Judge Early to approve the valuation method of Brown's Royalties as reported on the estate tax return as a multiple of his \$3 million annual royalties.

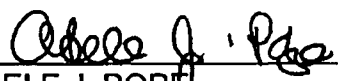
29. On November 20, 2007 Judge Early asked AG McMaster and others to notify him of any objections to our valuation method. Nobody objected.

30. My attorneys have noticed the depositions of Plaintiffs Terry Brown and Tommie Rae Hynie Brown for June 2011 and also asked to depose AG Wilson and former AG McMaster in July 2011.

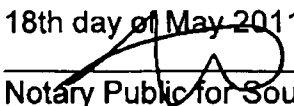
31. I respectfully submit that the depositions of former AG McMaster and AG Wilson are essential, and request that the Court, if they do not appear in July, direct that each appear on a day certain.

32. I request that the Court also order the depositions of Hynie Brown and Terry Brown on a day certain should they fail to appear in June as noticed.

FURTHER DEPONENT SAYETH NOT.


ADELE J. POPE

SWORN TO before me this
18th day of May 2011


Notary Public for South Carolina

My Commission expires: 7/13/2016

(L.S.)

**Private Foundations, Copyright Heirs and Musical Millionaires:
or
Why The James Brown "I Feel Good" Trust doesn't...**

By Adele J. Pope and W. Jeffrey Smith¹

©²
2011

God has Smiled on Me³

Entertainment icon James Brown died on Christmas Day 2006. Although he was a grammar school dropout, he left the bulk of his \$100 million music empire to The James Brown "I Feel Good" private foundation. The "I Feel Good" Trust was restricted solely to providing scholarships for needy and deserving students.

Over his long career, Brown had earned the reputation as "the hardest working man in show business." Through hard work, tenacity—and years of litigation with publishers, family and others—he had amassed and held onto his fortune, mostly rights in more than 850 copyrights, unpublished works and his publicity rights.

Don't Be a Dropout

About 20 years before his death, Brown decided to create the "I Feel Good" Trust as a monument to his personal philosophy: the way to escape poverty was with education and hard work. Brown's songs such as "Don't be a dropout" underscored this belief.

After four years of work with an estate planning specialist, Brown's final estate plan was completed in 2000. It included a Will that left Brown's residuary estate to his 2000 Irrevocable Trust, which was dedicated solely to education. At Brown's death the 2000 Trust created a \$285,000 education fund for each of seven grandchildren. Everything else went to the "I Feel Good" Trust.

Anticipating trouble from relatives who knew about Brown's estate plan but did

¹ Ms. Pope received a JD degree from the University of South Carolina and an LLM in Estate Planning from the University of Miami. Mr. Smith received a JD degree from Georgetown Law Center and is a former patent examiner with the U. S. Patent Office.

² While the © symbol is not required, it was placed in this article to remind estate planners, fiduciaries and advisors to consider copyrights in all philanthropic estate planning and administration involving authors.

³ The copyright to "God has smiled on me" by James Brown and Al Sharpton was issued in 1981. The earliest date this copyright could be terminated by heirs under the Copyright Act is 2016.

not complain during his lifetime, Brown directed his fiduciaries to defend "vigorously" all attacks on the approximately \$80 million he gave to the "I Feel Good" Foundation as "an affront to my wishes." He armed his fiduciaries with *In Terrorem* forfeiture clauses and other means to defend the 2000 Trust.

Brown also named and then specifically excluded from his music empire some of his 14 or more claimed children, as he did all other claimed heirs and past and future spouses.

Damn Right, I'm Somebody⁴

At Brown's death his philanthropic legacy was poised to be as impressive as his musical legacy. The \$80 million "I Feel Good" Foundation promised to be his home state's largest-ever private foundation dedicated solely to scholarships for needy and deserving students, as well as one of its largest private foundations.

Then in the fall of 2007 an attorney general with gubernatorial aspirations stepped in to "help" the "I Feel Good" Trust.⁵

Bewildered

Three months later, in February 2008, the AG announced before a television camera that the trustees of the "I Feel Good" Foundation must serve only the interest of the "poor kids," and that any failure to do so went "far past the stop sign of conflict of interest."⁶

He was right about that, but sadly, he did not heed his own advice.

On August 10 of the same year, a mere six months later, the AG signed an agreement that in only two years would destroy the "I Feel Good" Foundation – reducing it to \$2 million or less.

Much of the explanation for this bewildering turn of events lies in the failure of

⁴ The Copyright to sound recording "Damn right, I'm somebody," by James Brown and his famous sideman Fred Wesley, was issued in 1974 and renewed in 2002. The earliest possible date it could be subject to termination under the Copyright Act is 2030.

⁵ AG Henry D. McMaster, with the AG of Georgia *pro hac vice* under him, entered Aiken County, SC Case 2007-CP-02-0122 ("Case 122") in October 2007 to help protect the interest of the "I Feel Good" Foundation's charitable beneficiaries.

⁶ WIS TV interview, 2/7/08. Henry D. McMaster. McMaster's conclusion that Brown's then-fiduciaries were simultaneously working for the family and the "poor kids" was incorrect. At the time, Brown's fiduciaries were actively seeking dismissal of newly filed – and unfounded – challenges to Brown's 2000 Trust and Wil; claims of Brown's companion; and other claims. [See Ans. Interrogs. Pls., Case 4900; See Mot. Dismiss, TRHB's filing, Case 122.]

the AG's staff, and later the AG's appointee, to understand and apply basic principles necessary for a private foundation to protect its copyright interests, namely:

1. A precipitous and incorrect determination of heirs can cause decades of damage to the copyright interests, resulting in loss and unnecessary litigation.
2. Fiduciaries and advisors to private foundations with copyrights cannot simultaneously serve the interests of the foundation and claimed heirs.

Brown's interest in 850+ copyrights and unpublished songs made these errors fatal to the "I Feel Good" Foundation.

Termination Rights under the Copyright Act -(Give it Up) Turn it Aloose ⁷

Termination rights under Section 203 and 304 of the Copyright Act are designed to help authors who assigned the rights to their creative works before these works were tested in the marketplace: authors are given a chance to take back *some* of the interests they gave up. Depending on the date of publication, the earliest opportunity to terminate a copyright (already in its renewal term for older copyrights) comes either 35 or 56 years after the copyright.

In the case of a deceased author *who has not previously exercised his rights*, the author's statutory heirs, as determined at the relevant time, may exercise the author's termination right. [For a good explanation of termination rights and limitations, see "Copyright Reversions, Protecting Your Musical Copyrights" by Lisa Alter, 2008.]

When an author's statutory heirs are not the beneficiaries of copyrights under his estate plan (this is always the case for copyrights held by a private foundation or charity), then the statutory heirs--in limited instances--may be able to "bump" the author's estate plan and retake some of the copyright benefits themselves.⁸

Emerging case law makes it clear that it is not easy to terminate assigned interests in copyrights.

Where, as with James Brown, valuable interests are at stake, private

foundations, advised by *their unconflicted* IP/Entertainment counsel, must dance a delicate dance with publishers, claimed heirs and others. The foundations' primary concern, of course, is to protect and enhance the benefits of *each* copyright for the longest reasonable time.

⁷ (Give it up) Turn it Aloose was published in 1969.

⁸ The term "estate bumping" was coined by Professor Lee-Ford Tritt to describe this phenomenon. See Lee-Ford Tritt, "Liberating Estates from the Constraints of Copyright, 38 Rutgers L.J. 109 (2006)

By omitting his heirs from any interest in his copyrights, Brown made it easier for his fiduciaries to protect them from actual and claimed heirs, because in questions related to Brown's copyrights the fiduciaries' duty of loyalty is only to the 2000 Trust — and not to any heir.

For private foundations to be ready to protect copyright benefits given to them, their fiduciaries and advisors⁹ must take at least the following basic steps, all of which were in progress for James Brown's estate:

1. Learn the basics about the Settlor's copyright interests, including earliest publication dates and other readily-available facts.
2. Promptly and properly identify the "heirs-at-death"¹⁰ to create a baseline.
3. Where appropriate and available, rely on DNA testing for disputed heirs.
4. Acknowledge heirs only if they are legally established or DNA tested.
5. Identify documents such as the Settlor's will, prenuptial agreements, lawsuit settlements and waivers, which may void, limit or delay an heir's claim to copyright termination rights.
5. Update the baseline heirs data until all copyrights expire.
6. Select IP/Entertainment counsel with no commitment to claimed heirs, publishers or other assignees.
7. As and when helpful, "split heirs"¹¹ to maximize benefits for the foundation.

For James Brown, with copyrights issued over the six decades from 1956 until his death, the earliest any termination could have occurred was 2012. There was adequate time to prepare, and in August 2008 Brown's fiduciaries were doing just that.

⁹ Where, as with James Brown, the AG and his appointee undertook to step into the shoes of Brown's fiduciaries, rendering the fiduciaries unable to protect the charity, they should have had, and applied, the same knowledge required of the Foundation's fiduciaries.

¹⁰ The terms "heirs-at-death" is used by the authors to emphasize the timing difference between a traditional determination of heirs (death) and the statutory heirs under the Copyright Act, who cannot be determined until the window to terminate assignments as to a particular copyright opens. Statutory heirs under the Copyright Act may be different with respect to each copyright termination.

¹¹ The heirs must act by majority. This allows foundations to "split heirs" — finding the most cooperative majority of heirs to work with on termination issues related to a specific copyright assignment at the particular time.

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James Brown's Copyrights

A 2007 circuit court order made available to the AG and others interested in Brown's estate about 90 boxes of "Brown Historical Documents." These documents contained virtually everything to be known about Brown's copyrights and related contracts. The documents were placed at a central location that allowed easy access to all.¹²

The available documents, with information from the Copyright Office and other readily available sources, showed that if Brown's copyrights were properly protected any attempt by claimed heirs to take them from the "I Feel Good" Trust was both weak and remote in time.¹³

The known facts included:

1. Brown's royalties continued to earn about least \$3 million per year, as they had for years.
2. Brown's publicity rights – about \$50 million of his music empire – were not subject to any claimed termination rights of heirs.
3. Brown's as-yet-unpublished works would not be subject to termination for decades, perhaps not at all.
4. Copyrights to the many derivative works in which Brown has an interest are not subject to termination right of heirs. [More than 50 CDs, with notes, have been released since Brown's death.]
5. Brown's Will leaves all of his copyrights, most of which are held in his individual or joint name, to the 2000 Trust.
6. Brown's fiduciaries were directed to vigorously protect his estate plan against heirs and claimed heirs.
7. Only 15% or fewer of Brown's many copyright interests faced possible termination before 2016 – ten years after Brown's death. [See Compilation, Brown copyrights, 1956 - 60 and 1978 - 81.]

¹² Order dtd. 08/10/07, Aiken County, S.C. Case No. 2007-CP-02-0122. Reflecting Brown's understanding of his place in musical history, in addition to Brown Historical Documents, Brown kept more than 60 boxes of his personal musical collection, unpublished works, and masters under lock and key in the bedroom suite and office of his home estate. In February 2008 these were placed in a secure sound storage facility to await review.

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8. Co-authorship of some of Brown's works could make terminations more complex and heirs' rights, if any, less certain. See Geoffrey P. Hull, "Termination Rights and the *Real* Songwriters", Vanderbilt J. of Ent. Law & Practice, Spring 2005.
9. Brown holds an interest in some of his publishers.
10. Between 1968-1978, one of Brown's most prolific periods, about 250 copyrights were issued, none of which faces possible termination before 2024, with others as late as 2033, including:
 - a. Nearly 40 songs from 1968.
 - b. More than 50 songs from 1969, including "Ain't it funky now," "Mashed potato" and "Popcorn."
 - c. "Funky Drummer," 1970, one of the world's most sampled records; "(Get up) I feel like being a sex machine"; and about 25 other songs.
 - d. "Hot pants", "Soul power" and others from 1971.
 - e. More than 35 copyrights from 1972, including "Get on the Good Foot (with new matter)" and other sound recordings for which copyrights became available that year. [Polydor, Inc. and/or UMG Recordings, Inc. are listed on some post-1971 copyrights]
11. In the 1990s Brown and his company JBE, Inc., reached important agreements with Warner/Chappell, Warner-Tamberlane Publishing Corp. and other publishers.
12. Documents related to Brown's 1999 \$26 million loan from TIAA, secured by a pledge of his major royalties, prohibit assignments until the loan is paid in full – 5 or more years after Brown's death.
13. Brown settled a 2002 suit over copyrights with daughters Deanna and Yamma.
14. Brown did not file a termination notice for 2016 for the famous 1956 song, "Please, please, please," which he co-authored, although the window for filing a termination notice was open in 2006. Nor did he do so for certain post-1977 copyrights. [This indicates an understanding that the TIAA Debt (at least) prevents the current exercise of termination rights.]

A host of additional impediments existed to prevent any heirs from substantially damaging the "I Feel Good" Foundation's royalty interests. These efforts included motions to dismiss all claims of Brown's companion as invalid, a waiver signed by one

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of Brown's Heirs for the TIAA Debt, and others.

In order to protect the "I Feel Good" Foundation's copyrights, the estate first had to root out non-heirs and those who had waived any claim to Brown's assets. Then negotiation with heirs could begin.

The Estate's Heirs Protocol

In August 2008 Brown's fiduciaries were nearing the completion of a proper heirs-at-death determination begun just after Brown's death. When concluded, it would have provided the "I Feel Good" Foundation with both a sword and a shield to protect its copyrights for decades.¹⁴

Knowing the importance of this heirs determination, shortly after Brown's death estate attorneys established a brilliant and widely-publicized self-identification protocol to find Brown's claimed heirs. Anyone claiming to be a child of Brown was invited to step forward; pay \$300 for controlled, official DNA testing; and find out the biological truth.

Brown's well-publicized vasectomy about 20 years earlier meant that most requests for DNA testing were made by consenting adults who understood and submitted to the media frenzy surrounding the process.¹⁵

The significance of the heirs procedure was bolstered by the increased acceptance of the accuracy of properly controlled DNA testing.

By August 2008, the DNA protocol resulted in the rejection of a number of claimants and the identification of three biological children of Brown: Jeanette Mitchell (1), LaRhonda Pettit (2) and Cinnamon Mernickle (3).

Brown's fiduciaries rewarded each proven biological child with a public announcement and acknowledgment of her status as an heir. [Like all of Brown's other heirs, they were excluded from the 2000 Trust and Brown's musical empire.]

¹⁴ Brown acknowledged as his "heirs" four of the five children born of his three marriages, Terry, Larry, Deanna and Yamma. He excluded daughter Lisa, acknowledged in his divorce from first wife Velma Warren. [Will. Trust. Div. Decree. Agreement]. He also acknowledged two children not born of his marriages. *In Terrorem* forfeiture clauses threatened termination of the grandchildren's education benefits and the personal effects he gave to the six. A prenuptial agreement, executed by Brown's (married) companion, waived all of her rights under state and federal law. After discovering that companion was married when she married Brown, he brought an action to void the marriage. It was settled with her agreement and a court order by which she waived any claim to be Brown's common law spouse.

¹⁵ Only one minor claimed to be a child of Brown. Through a GAL he refused official testing.

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Brown's other possible but challenged heirs, none of whom had been DNA tested, included:

- a. 5 presumed children: Terry (4) Lisa (5), Larry (6), Deanna (7) and Yamma (8). Teddy is deceased. (9);¹⁶
- b. A minor ordered to take official DNA testing, but who had refused (10);
- c. An incarcerated adult whom Brown supported under court order during minority (11);
- d. Brown's companion who:
 1. Waived all state and federal rights in a 2001 pre-nuptial agreement;
 2. Then had a marriage ceremony with Brown although she was already married;
 3. Separated from Brown in 2003 when he discovered she was married;
 4. Obtained an annulment of her previous marriage in March 2004;
 5. Thereafter settled Brown's suit to void his marriage by Court order, finding they were living together and attaching her agreement never to claim to be Brown's common law spouse (12);
- e. Two other claimed-but-not-presumed children (13), and (14);
- f. A claimed grandchild, claimed child of deceased son (9).

Considering other turmoil surrounding Brown's assets ¹⁷ and the long-term importance of a correct determination of heirs-at-death, the heirs protocol had progressed at lightning speed. It was close to providing a court-sanctioned heirs-at-death baseline which the "I Feel Good" Trust could use and modify in order to help protect the foundation for the duration of the copyrights.

That changed on August 10, 2008.

¹⁶ On August 10, 2008 Brown's grandsons, beneficiaries of the 2000 Trust, or others, were seeking DNA testing of some or all of these, as well as of the minor claimant.

¹⁷ Brown's original fiduciaries all resigned in 2007 under a substantial cloud after more than \$12 million secretly misappropriated since 1999 was discovered. One is now deceased. David Cannon was indicted for felony breach of trust for all years 1999 - 2006 and for uttering a forged compensation agreement in 2008. To date he had not been tried. In 2010 Dallas, Brown's longtime attorney, filed bankruptcy. Schedules related to Dallas' filing show that his largest asset is a \$6 million claim he asserts against Brown's Estate and the 2000 Trust.

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"No, no, no, no (don't leave me this way)"¹⁸

On August 10, 2008 the AG's staff and some of the claimed heirs¹⁹ met privately and reached the following private agreement:

1. Some of Brown's claimed heirs, including Brown's companion and excluding Brown's proven heirs, were declared to be Brown's heirs "for all purposes."
2. The AG proposed to give more than half of Brown's assets to these persons, *all of whom had been specifically disinherited by Brown from his copyrights.*
3. The AG agreed to prevent DNA testing of the parties to his agreement.
4. The AG agreed to replace Brown's fiduciaries with ones of their mutual choosing.
5. The AG and parties all agreed not to say anything bad about each other or the Agreement they had reached.

After signing the August 10 Agreement, with no apparent knowledge of the devastation he was causing the "I Feel Good" Trust's copyrights, the AG moved on to other matters and left the rest of the destruction of the "I Feel Good" Foundation to his staff and the appointee/fiduciary the AG selected.²⁰

Within months, an AG staffer promised Brown's son an exclusive right to buy the James Brown assets – including his 850+ copyrights. [Ltrs. dtd. 1/29/09 and 1/30/09.]

Certain that Brown's fiduciaries could not support the August 10 deal, the AG's staff sought and obtained an "independent" person to evaluate the secret agreement for the Court.

¹⁸ "No, no, no, no (don't leave me this way)" was published in 1964. The earliest possible year it might be subject to termination is 2020.

¹⁹ The AG did not notify any of Brown's fiduciaries or the three known biological heirs of James Brown of the meeting until after he had signed the August 10, 2008 agreement. [Exhibit B]

²⁰ According to the AG's senior assistant, beginning in the fall of 2007 six attorneys and six staff members worked on James Brown matters, but none undertook to inquire about or understand Brown's copyrights, even though the copyrights were generally known to make up about half the value of Brown's music empire. Beginning August 10, 2008, the AG relied on advice of counsel for the companion and other "settling parties" whose interest in Brown's copyrights was directly adverse to that of the "I Feel Good" Foundation, but who advised that they now "spoke as one" with the AG.

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On January 30, 2009, three weeks after his appointment--with no knowledge of the Federal Copyright Act, Brown's estate plan, or the tax impact of the AG's deal--the AG's appointee recommended it to the court.

Amazingly, appointee had not reviewed a single copyright or contract -- considering it beyond the scope of his assignment.

After the recommendation, the AG announced that he had selected appointee -- already trustee for Brown's companion and the disinherited settling relatives -- to be the fiduciary for Brown's estate plan, including the "I Feel Good" Foundation.

On the strength of appointee's recommendation an overworked circuit court judge approved the AG's deal.

A last glimmer of hope existed for the copyrights given to the "I Feel Good" Foundation -- the circuit court did not specifically determine that the parties to the AG's deal were Brown's heirs.

The AG's appointee would try to fix that.

"Everybody's doing the hustle and dead on the double bump"²¹

At first the AG appears to have been oblivious to the destruction his August 10 Agreement would cause Brown's copyrights and the "I Feel Good" Foundation. On the other hand, Brown's disinherited claimed heirs and companion knew exactly how important their newly-invented status as Brown's sole heirs was. It was this status--a gift not from Brown but from the AG--that would enable them to execute their plan for the destruction of the "I Feel Good" Foundation.

The monster that the AG had inadvertently created was raising its head. And his appointee knew which side to take.

By early 2009 AG's appointee--now trustee for the disinherited claimants--approved language added to the AG's deal after August 10 asserting that the termination rights of the newly-but-incorrectly determined "heirs"-at-death was of enormous value.

These "heirs" asserted that the termination rights belonging to them -- not all properly-determined heirs over the duration of the copyrights -- were likely worth as much or more than Brown's publicity rights, 850+ copyrights and other assets. This sleight of hand became their justification for the AG's giving them about 65% of the "I Feel Good" Foundation *plus* the right to buy it all.

²¹ This copyright to "Everybody's doing the hustle and dead on the double bump" was issued in 1975 and renewed in 2003.

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In March 2009 Brown's fiduciaries used a compromise procedure to try to salvage Brown's copyrights for the "I Feel Good" Foundation by continuing with a correct heirs-at death determination.²² The AG's appointee, now committed to his role as trustee for Brown's companion, purchaser/son and some of the disinherited family rather than for the "I Feel Good" Foundation, declined.

And the AG never complained.

"Almost nothing"²³

When it seemed things could not get worse for the "I Feel Good" Foundation, they did.

Soon after son obtained a right to buy all of Brown's assets and the appointee became his trustee, they began to question the \$100-million value of Brown's assets. This was surprising, since in 2008 son himself was involved in two separate letters of intent to purchase the same James Brown assets he was now devaluing for \$90-\$102 million.

The scheme to dismantle the Foundation proceeded, full steam ahead.

In August 2010, appointee announced he had secured an appraisal which would show that Brown's assets at death were worth less than \$12 million.

A sale to son at \$12 million would drive the final nail into the "I Feel Good" Foundation's coffin – reducing it from \$80 million to \$2 million or less.²⁴

²² In an "offer of compromise" not normally published – but filed in James Brown Case No. 2008-CP-02-1647 – Brown's fiduciaries agreed for the Estate and 2000 Trust to acknowledge 4 of Brown's presumed children, proven children Cinnamon, LaRhonda, and Jeanette, and 3 others as Brown's heirs. Brown's companion, consistent with known facts, was rejected as an heir, but offered a payment to resolve her claim. With ten (10) children acknowledged as a non-exclusive group of Brown's heirs-at-death, Brown's estate and the "I Feel Good" Foundation would have been free to continue the heirs-at-death proceeding as to all others. In the future the "I Feel Good" foundation would have been free to "split heirs" as appropriate to a particular copyright.

²³ The copyright to James Brown's "Almost nothing" was issued in 1979. It will not be subject to possible termination before 2014.

²⁴ Son/prospective purchaser Terry, poised to buy James Brown's assets for as little as \$12 million, was part of two 2008 letters of intent by TJBL, LLC to purchase Brown's assets for \$90 - \$102 million. [Brown's original PR/Trustees sought about \$5 million each from the proposal, as well as options or a "kickback" from the purchaser. [Hg. 11/20/07, Case 122]. In early 2007 Terry's son and some family members issued a prospectus to raise \$200 million for the purchase of the James Brown assets.

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James Brown would have been rolling over in his. Between 2003 and 2006 he had earned about \$9 million each year.²⁵

Think (about it)²⁶

James Brown left two legacies – a musical legacy and a charitable legacy. Whoever benefits from it, Brown's musical legacy will live on. Brown's charitable legacy, the "I Feel Good" Foundation, cannot be recovered once it is lost. The dismantling of that legacy by the AG, his appointee and Brown's disinherited claimed relatives could have easily been avoided.

Unfortunately, it was not.

But it should serve as cautionary tale to other "needy and deserving" foundations holding valuable copyrights. It should also raise an alarm for all philanthropists and their estate planning advisors in states where the government, through activist attorneys general, is moving to take over the private property and operation of the private charitable foundations of these individuals.

²⁵

In 2009 AG and appointee, at the behest of purchaser/son, rejected a 2-year publicity rights contract with GreenLight . Among other deceased celebrities, GreenLight has successfully exploited the publicity rights of Steve McQueen and Einstein. According to a 2011 New York times Article, Einstein, whose publicity rights are claimed by Yeshiva University in Israel, has earned tens of millions of dollars.

²⁶ The copyright to "Think (about it)" was issued in 1973.

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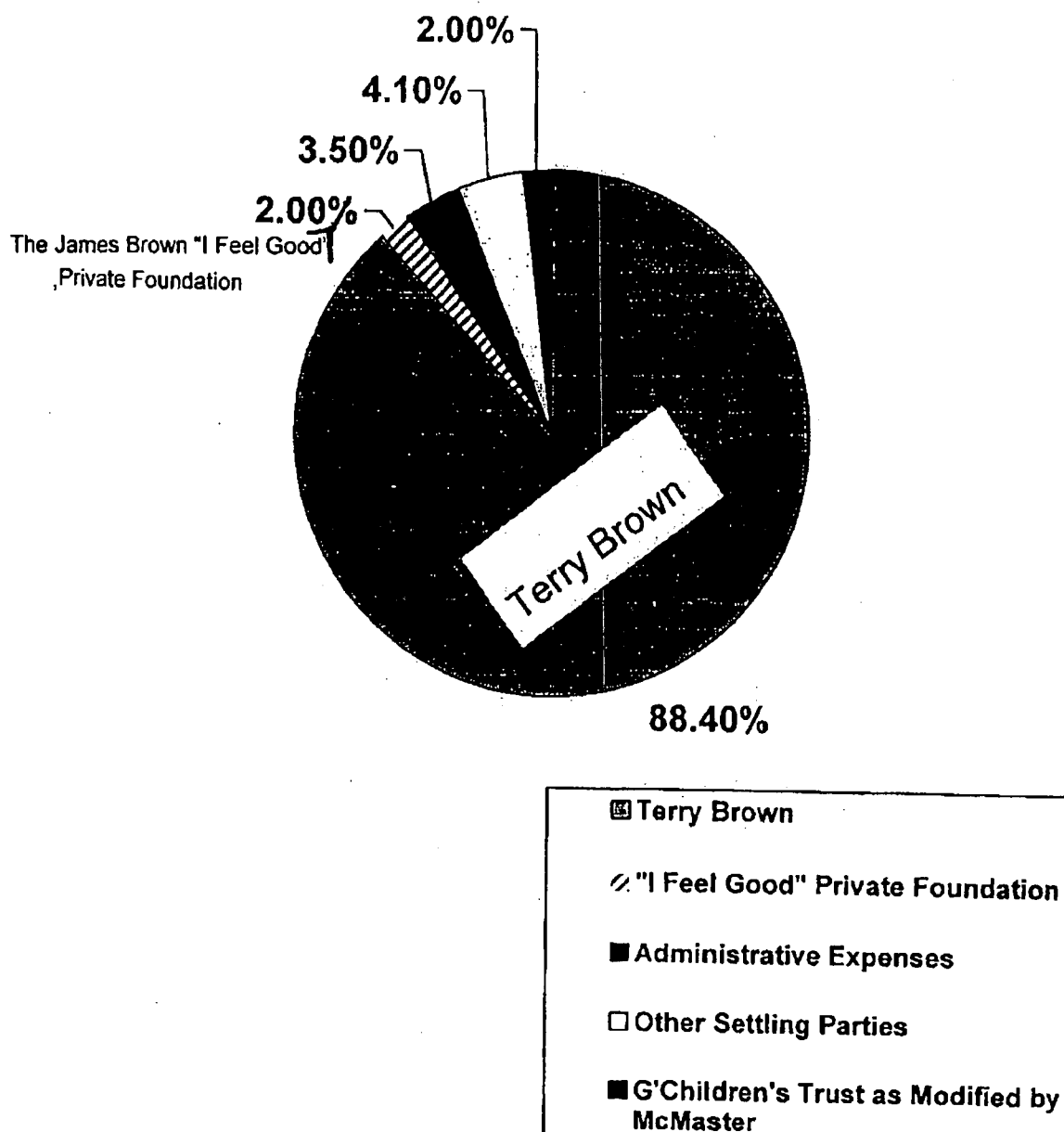
COMPILATION
Registered Copyrights of James Brown
1956 - 60 and 1978 - 81

<u>Date of Publication/ Copyright</u>	<u>Description of Works</u>	<u>Earliest Possible Termination</u>
1956	About a dozen works, including "Please, please, please"	2012
1957	About six songs, including "Fine old foxy self"	2013
1978	About 30 songs	2013
1958	About 12 songs, including "Try me"	2014
1979	About 15 songs, including "Mother popcorn"	2014
1959	About 5 songs, including "Good good lovin' "	2015
1980	About 35 songs, including "Get up offa that thing"	2015
1960	About 8 songs, including "And I do what I want"	2016
1981	About 16 songs, including "God has Smiled on me"	2016

EXHIBIT B

Chart 5 - How Bauknight's Sale of James Brown Assets to Terry Brown at \$12 Million Under Right of First Refusal Destroys The James Brown "I Feel Good" Private Foundation

(03/11)



Pinnacle Media & Entertainment, LLC
Amount Requested \$203,000,000

Executive Summary

Company Information

Pinnacle Media & Entertainment, LLC
 Anthony "Chip" Lumar, Chairman/CEO
 Yamma Brown Lumar, President
 Peachtree Center Ave
 500
 404-343-0048
 404-254-2826
www.pinnaclemedent.com
chip@pinnacleclp.com

Management Team

Anthony "Chip" Lumar, Chairman/CEO
 Yamma Brown Lumar, President
 Terry B. Cox, Graham Windsor Group
 Lloyd Carter, Esq.
 In Waters, The Machine Group
 In Waters, The Machine Group
 Ed McKnight, Undiscovered Live
 Michelle Oravey, Special Advisor to Mr. Lumar

Industry

Content provider to the entertainment industry
 television/cable

Company Resources

Intellectual Property Rights

Type of Financing Sought

Acquisition financing for the James Brown Estate

Total Internal Capital Invested

\$1,300,000 has been pledged by the Owners for
 set up of Pinnacle Communications Inc., and
 Pinnacle Media & Entertainment for print rights
 acquisition, trade show sponsorships, production
 and marketing.

Professionals

Accounting firm)
 Greg C. Takosian
 Takosian & Company, LLC
 36 Intervale Rd
 Suite B1
 Milford, NH 03249
 Tel: 617-230-0832

Banking

Wachovia Bank
 Mr. Ledford
 Javo Nungesser
 Atlanta, GA 30326
 Tel: 770-420-0326
 Fax: 770-420-0654

Business Description

Pinnacle Media & Entertainment, LLC "PME" is an independent film production and distribution company. The company specializes in commercial grade theatrical films, documentaries, video and content for the major motion picture/television/cable industries. The company presently has the film option rights to several properties that can be acquired through its sister company, Pinnacle Communications, Inc.

Philosophy

There is an inherent marriage between music entertainment and the film/television industries. Both require massive amounts of content to satisfy the needs of their clients/customers, and this company intends to exploit this fact by appointing the daughter of a true living "Legend" James Brown, to be its leader. Pinnacle Communications Inc is currently reviewing over fifty titles for our film and distribution companies. Upon successful completion of funding, PME will launch the national television and cable networks with Atlanta as its national base of operations.

James Brown Estate Acquisition

On December 23, 2006, the legend, James Brown died at the age of 73. He left behind a legacy that will stand the test of time. His estate, the most valuable of assets has the potential to surpass the estates of Elvis Presley, Frank Sinatra, and Dean Martin, in yearly revenues generated, licensing rights, sampling rights, feature films, documentaries, tributes, and future record sales. We believe the estate of the late James Brown can and will generate over 100 million per year. Under the right management structure and capitalized properly, there will be no end in sight. With the right investment partner, Pinnacle Media & Entertainment will become the premier entertainment/management company in the world.

Currently the estate is under the protection of Greenberg Truig, more specifically Joel Katz; Mr. Katz has been an advisor, legal counsel, but more importantly a close personal friend to Mr. Brown for over 20 years. Mr. Katz has intimate knowledge of the estate, past, present and future. It is our hope that once the acquisition is completed, Mr. Katz and his team would remain in their current capacity and would assume the lead in the future development of the "James Brown Living Legend Experience"

Management

Our President is a distinguished graduate of Mercer University (1993) where she received her Doctorate in Pharmacy. Being the daughter of a star of music and film, Dr. Lumar has had intimate knowledge of both industries. Another advantage Dr. Lumar gives is her access to the Hollywood elite. Among some of the more notable Hollywood are Academy Award Winners Jamie Foxx, and Dan Aykroyd, other celebrities' friends include actor Eddie Murphy, and playwright Tyler Perry. The company will have only one paid employee initially as all other work not performed by the President is outsourced to contract professionals, i.e. directors, scriptwriters, cast and crew professionals on a per-project basis.

Pinnacle Communications, Inc c/o Chip Lumar
 404-404-343-0048
www.pinnaclemedent.com
pinnaclemedia@pinnacleclp.com

The South Carolina Court of Appeals

Russell L. Bauknight, as Trustee of the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust, as Personal Representative of the Estate of James Brown, and on behalf of Alan Wilson, in his capacity as Attorney General of the State of South Carolina; Tommie Rae Brown, individually and on behalf of her minor child, James, B.; Daryl J. Brown, individually and on behalf of his minor child, Janise B.; Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamma N. Brown, individually and on behalf of her minor children, Sydney L., Carrington L., and Tonya B.; Venisha Brown; Larry Brown; and Terry Brown

and

Alan Wilson, in his capacity as Attorney General of the State of South Carolina; Tommie Rae Brown, individually and on behalf of her minor child, James B.; Daryl J. Brown, individually and on behalf of his minor child, Janise B.; Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamma N. Brown, individually and on behalf of her minor children, Sydney L., Carrington L. and Tonya Venisha Brown; Larry Brown and Terry Brown;

Respondents,

v.

Adele J. Pope and Robert L. Buchanan, Jr.,

Defendants,

Of whom Adele J. Pope is the

Appellant.

The Honorable L. Casey Manning
Richland County
Trial Court Case No. 2010-CP-40-04900

ORDER

Appellant Adele Pope appeals from the orders of the circuit court (1) denying her motion to dismiss, (2) denying her motion to change venue, and (3) denying her Rule 59(e), SCRCP, motion. Appellant also petitions this court for a writ of prohibition to stop the circuit court and Attorney General from proceeding with the underlying law suit. Respondents move to dismiss the appeal arguing the orders are not immediately appealable.

After review, we find the orders challenged on appeal are not immediately appealable. See Breland v. Love Chevrolet, 339 S.C. 89, 529 S.E.2d 11 (2000) (order denying motion to change venue not immediately appealable); Huntley v. Young, 319 S.C. 559, 560, 462 S.E.2d 860, 861 (1995) (“The denial of a Rule 12(b)(6) motion does not establish the law of the case nor does it preclude a party from raising the issue at a later point or points in the case. Since the order denying the Rule 12(b)(6) motion does not finally decide any issue, it is not directly appealable.”). Accordingly, the appeal must be dismissed.

Because no appealable orders are before us, we do not have the authority to issue a writ of prohibition. Pursuant to section 14-8-220 of the South Carolina Code (Supp. 2010), this Court has the power “to issue such remedial writs as are necessary to give effect to its jurisdiction.” Without an appealable order, the issuance of the writ requested is not necessary to give effect to our jurisdiction.

AND IT IS SO ORDERED.

Jasper M. Curleton A. J.

Columbia, South Carolina

cc: Adam T. Silvernail, Esquire
Daryl L. Williams, Esquire
J. Calhoun Watson, Esquire
Robin A. Braithwaite, Esquire
Kenneth B. Wingate, Esquire
Everett A. Kendall, Esquire

FILED
3/16/11

STATE OF SOUTH CAROLINA
In the Court of Appeals

RECEIVED
MAR 29 2011
SC Court of Appeals

APPEAL FROM RICHLAND COUNTY
Court of Common Pleas

The Honorable L. Casey Manning, Circuit Court Judge

Case No. 2010-CP-40-4900

RUSSELL L. BAUKNIGHT, as Trustee of the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust, as Personal Representative of the Estate of James Brown, and on behalf of Henry Dargan McMaster, in his capacity as Attorney General of the State of South Carolina; Tommie Rae Brown, individually and on behalf of her minor child, James B.; Daryl J. Brown, individually and on behalf of his minor child Janise B., Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamma N. Brown, individually and on behalf of her minor children, Sydney L., Carrington L., and Tonya Brown; Venisha Brown; Larry Brown; and Terry Brown

and

ALAN WILSON, in his capacity as Attorney General of the State of South Carolina; TOMMIE RAE BROWN, individually and on behalf of her minor child, JAMES B.; DARYL J. BROWN, individually and on behalf of his minor child JANISE B.; LINDSEY DELORES BROWN; DEANNA J. BROWN THOMAS; JASON BROWN - LEWIS; YAMMA N. BROWN, individually and on behalf of her minor children, SYDNEY L., CARRINGTON L., and TONYA BROWN; VENISHA BROWN; LARRY BROWN; and TERRY BROWN.....Plaintiffs,

v.

Adele J. Pope and Robert L. Buchanan, Jr.....Defendants.

OF WHOM:

Adele J. Pope is the Appellant.

APPELLANT'S PETITION FOR REHEARING AND MEMORANDUM IN
SUPPORT OF PETITION FOR REHEARING

Pursuant to Rule 221(a) of the South Carolina Appellate Court Rules,

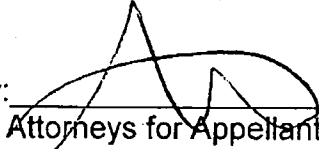
be reinstated.²

Respectfully submitted,

Daryl L. Williams
Jeter & Williams, P.A.
1204 Main Street, Suite 200
Post Office Box 7425
Columbia, South Carolina 29202
Telephone: (803) 765-0600
Facsimile: (803) 765-0619

Adam T. Silvernail
Law Office of Adam T. Silvernail, LLC
1218 Taylor Street
Post Office Box 1898
Columbia, South Carolina 29202
Telephone: (803) 779-1770
Facsimile: (803) 403-8092

March 29, 2011

By: 
Attorneys for Appellant

² The Court found that, without a related appeal before it, it was without jurisdiction to hear Appellant's petition for writ of prohibition. Should this court reconsider its dismissal of the appeal, it would again have jurisdiction to hear the petition.

STATE OF SOUTH CAROLINA

COUNTY OF RICHLAND

RUSSELL L. BAUKNIGHT, as Trustee of the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust, as Personal Representative of the Estate of James Brown, and on behalf of Henry Dargan McMaster, in his capacity as Attorney General of the State of South Carolina; Tommie Rae Brown, individually and on behalf of her minor child, James B. [REDACTED]; Daryl J. Brown, individually and on behalf of his minor child Janise Vanisha Brown; Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamma N. Brown, individually and on behalf of her minor children Sydney L. [REDACTED] and Carrington L. [REDACTED]; Tonya Brown; Venisha Brown Larry Brown; and Terry Brown

and

HENRY DARGAN MCMASTER, in his capacity as Attorney General of the State of South Carolina; TOMMIE RAE BROWN, individually and on behalf of her minor child, JAMES B. [REDACTED]; DARYL J. BROWN, individually and on behalf of his minor child JANISE VANISHA BROWN; LINDSEY DELORES BROWN; DEANNA J. BROWN THOMAS; JASON BROWN-LEWIS; YAMMA N. BROWN, individually and on behalf of her minor children SYDNEY L. [REDACTED] and CARRINGTON L. [REDACTED]; TONYA BROWN; VENISHA BROWN; LARRY BROWN; and TERRY BROWN,

Plaintiffs

v.

Adele J. Pope and Robert L. Buchanan, Jr.,
Defendants

**IN THE COURT OF COMMON PLEAS
FOR THE FIFTH CIRCUIT**

Civil Action No. 2010-CP-40-4900

**PLAINTIFFS' MOTION FOR
PROTECTIVE ORDER AND/OR
MOTION TO QUASH THE
DEPOSITION NOTICE OF
TERRY BROWN**

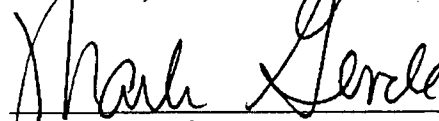
TO: DEFENDANTS AND THEIR ATTORNEYS:

YOU WILL PLEASE TAKE NOTICE that the Plaintiffs above-named, by their undersigned attorneys, will move before the Presiding Judge of the Richland County Court of Common Pleas at the Richland County Judicial Center at 9:00 a.m. on the tenth (10th) day after service hereof, or as soon thereafter as counsel may be heard, for a Protective Order and/or to Quash the Deposition Notice of Terry Brown.

The grounds for this Motion are that defense counsel noticed the depositions without consulting with Plaintiffs' counsel and attempts to agree on a date and location for the deposition are not concluded. Second, since noticing the deposition, defense counsel has moved this Court for an Order disqualifying Plaintiffs' counsel from appearing in this matter. This Motion may be supported by a Memorandum of Law, Affidavits, or other information.

Respectfully submitted,

SWEENEY, WINGATE & BARROW, P.A.



Kenneth B. Wingate
Mark V. Gende
1515 Lady Street
Post Office Box 12129
Columbia, South Carolina 29211
(803) 256-2233

ATTORNEYS FOR THE PLAINTIFFS

Columbia, South Carolina

May 31, 2011

217

)
) IN THE COURT OF COMMON PLEAS

) Case No.: 2010-CP-40-4900

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You will please take notice that ten days after the service hereof, or as soon thereafter as counsel may be heard, and based on filings in Aiken County and the Supreme Court of South Carolina on or about May 4, 2011, an Inventory and Appraisal valuing (for the first time in the four years and four months since his death) James Brown's worldwide musical empire at \$4,697,736 – less than 1/12 of its \$84 Million fair market value – and prior filings herein, Defendant/Counterclaimant Adele J. Pope will move before the presiding judge at the Richland County Judicial Center, 1701 Main Street, Columbia, South Carolina 29201 for an Order and injunction as follows:

- a. Disqualifying Sweeney, Wingate & Barrow (the "Sweeney Firm") as counsel for the Attorney General of the State of South Carolina (and the State of South Carolina) herein, and/or enjoining the Sweeney Firm from purporting to represent or representing the Attorney General or the State of South Carolina in this case;
- b. Enjoining Bauknight purporting to as agent for the Attorney General or the State of South Carolina;
- c. Dismissing the Attorney General and/or the State of South Carolina as a party plaintiff to this action;
- d. Setting a day certain for the depositions of former Attorney General McMaster and Attorney General Wilson should they not appear for their depositions; and
- e. Following the depositions of former Attorney General McMaster and Attorney General Wilson, granting Defendant leave to amend her answer and counterclaims and/or crossclaims, including the addition of other parties, consistent with such deposition testimony and/or the additional damages caused by Terry Brown, Bauknight, AG Jones and others in connection with the sworn devaluation of the James Brown assets to less than 1/12 of their actual value and the false allegations associated therewith.

The grounds of this motion are:

1. The contingency-fee contract entered into by former AG McMaster and the Sweeney firm, in which McMaster seeks money damages against Defendants for himself and private individuals, is illegal and void, and violates the Due Process and First Amendment rights of Defendants, rendering

the Sweeney Firm unable to represent or speak for the State of South Carolina.

2. The Sweeney Firm has an irreconcilable conflict of interest in representing the State of South Carolina and its AG, whose duty it is to protect private foundations while simultaneously representing Terry Brown in his attempt to purchase James Brown's worldwide music empire for less than \$5 Million, reducing the "I Feel Good" Trust from the \$80 Million James Brown gave to it to less than \$1 Million, as follows:

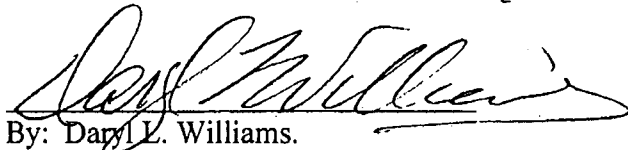
- a. To Brown's disinherited companion (18.96%) \$1,128,775
- b. To children and claimed children Brown specifically \$2,000,390
 excluded from his music empire (4.79% x 7)
- c. To the Family Education Trust, rewritten by McMaster \$2,000,000
- d. **To The James Brown "I Feel Good" private
 foundation (47.5% LESS \$2 Million) \$ 827,292**

3. Russell Bauknight, who carried out the massive devaluation of Brown's assets for the Benefit of Terry Brown should be enjoined from purporting to speak as agent for the State of South Carolina or its Attorney General.

8. To the extent the contingency fee contract with AG McMaster gives the Sweeney Firm authority to act as an agent of the State of South Carolina, on information and belief, McMaster and the Sweeney Firm have an impermissible financial stake and interest in this case, and further, a constitutionally impermissible motivation to use the power of the State to seek money damages for their private co-plaintiffs.

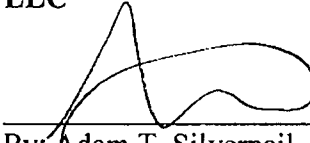
This motion is based on the Affidavit of Adele J. Pope dated May 18, 2011 filed herewith, with Exhibits, including "Private Foundations, Copyright Heirs and Musical Millionaires:..." (April 2011 draft) and Chart C attached hereto; all prior motions and filing of Defendants in this case; and such additional information as shall be presented to the Court prior to the hearing on this matter.

JETER & WILLIAMS, P.A.



By: Daryl L. Williams.
1204 Main Street, Suite 200
Post Office Box 7425
Columbia, South Carolina 29202
Telephone: (803) 765-0600
Facsimile: (803) 765-0619

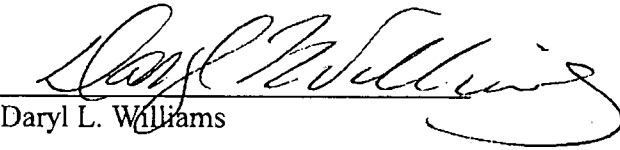
**LAW OFFICE OF ADAM T. SILVERNAIL,
LLC**



By: Adam T. Silvernail
1218 Taylor St.
Columbia, South Carolina 29201
Telephone: (803) 779-1770
Facsimile: (803) 403-8092
Attorneys for Defendant Adele J. Pope

May 18, 2011

The undersigned hereby certifies pursuant to SCRCP 11 that conferring with opposing counsel would serve no useful purpose.


Daryl L. Williams

STATE OF SOUTH CAROLINA	) IN THE COURT OF COMMON PLEAS
	)
COUNTY OF RICHLAND	)
	) Case No.: 2010-CP-40-4900
RUSSELL L. BAUKNIGHT, as Trustee of	)
the James Brown 2000 Irrevocable Trust and	)
the James Brown Legacy Trust, as Personal	)
Representative of the Estate of James Brown,	)
and on behalf of Henry Dargan McMaster, in	)
his capacity as Attorney General of the State	)
of South Carolina and others	) AFFIDAVIT OF ADELE J. POPE
	) SUPPORTING DISQUALIFICATION
	) OF PLAINTIFFS' COUNSEL;
and	) INJUNCTION AGAINST COUNSEL
	) AND PLAINTIFF BAUKNIGHT;
	) AND RELATED RELIEF
HENRY DARGAN MCMASTER, in his	)
capacity as Attorney General of the State of	)
South Carolina; and others,	)
Plaintiffs.	)
v.	)
	)
Adele J. Pope and Robert L. Buchanan, Jr.,	)
Defendants.	)

PERSONALLY APPEARED BEFORE ME, Adele J. Pope, who, being duly sworn, deposes and says:

1. This affidavit is based on my personal knowledge and belief.
2. On May 12, 2011 I learned that on May 4, 2011 Plaintiff Russell Bauknight had filed sworn documents asserting James Brown's worldwide musical empire at Brown's death on December 25, 2006 had a value of only \$4,697,736 – less than 1/12 of its actual fair market value on his death. Bauknight asserts all asset of the Estate and 2000 Trust were worth only about \$6.5 Million when Mr. Brown died.
3. I am informed and believe that this valuation is not only wrong but outrageous – and intended to benefit of Terry Brown and Tommie Rae Hynie Brown, for

whom Bauknight serves as Trustee.

4. For four years Hynie Brown and Terry Brown, with others, have engaged in a plan to take the assets of The James Brown "I Feel Good" Trust for themselves, depriving the needy and deserving students James Brown intended to benefit. They have done so in at least three ways:

- a. Filing knowingly false documents about which assets were owned by Brown; which by the 2000 Trust; and which they claim.
- b. Filing knowingly false representations as to who are the heirs of James Brown.
- c. Manipulating the value of James Brown's assets to reduce the \$80 Million Brown gave to the "I Feel Good" Trust for scholarships for needy and deserving students.

5. Former Attorney General Henry D. McMaster and his assistant AG Havird "Sonny" Jones became involved in the James Brown cases in late 2007 through a close association with PR/Trustees Albert "Buddy" Dallas and now-indicted David Cannon and their advisors. Jones also developed a close relationship with advisors to Hynie Brown.

6. The damage McMaster and AG Jones did to the "I Feel Good" Trust before May 4, 2011 is outlined in the April 2011 draft of "Private Foundations, Copyright Heirs and Musical Millionaires:," attached hereto as Exhibit A and incorporated herein.

7. Plaintiff Bauknight undertook to serve as trustee for Terry Brown in early 2009, and recommended (without disclosing he was to be Terry's trustee) that the court give Terry a right to buy Brown's assets.

8. As outlined in "Private Foundations...", the first hint of Bauknight's massive

undervaluation of Brown's assets came in August 2010 when then-AG McMaster informed the Court of Appeals that Bauknight had reviewed a draft appraisal that would show Brown's assets were worth less than \$12 Million.

9. Exhibit B is a chart prepared by me which shows the damage to the "I Feel Good" Foundation of a sale of Brown's assets at \$12 Million.

10. Bauknight's devaluation to \$5,953, 457, which AG Jones and AG McMaster apparently condoned, threatens to completely destroy the "I Feel Good" Foundation, reducing it to less than \$1 million, as follows:

a. To Brown's disinherited companion (18.96%)	\$1,128,775
b. To children and claimed children Brown specifically excluded from his music empire (4.79% x 7)	\$2,000,390
c. To the Family Education Trust, rewritten by McMaster	\$2,000,000
d. To The James Brown " I Feel Good" private foundation (47.5% LESS \$2 Million)	\$ 827,292

11. I am informed and believe that AG McMaster's contingency fee contract with Sweeney, Wingate and Barrow (the "Sweeney Firm") was made to try to silence Mr. Buchanan and me and force us to abandon our appeal of McMaster's settlement described in the article; serves no proper public purpose; violates my Due Process Right; violates my First Amendment rights; and illegally uses the name and power of the State to seek funds against me for private citizens, including McMaster.

12. I am informed and believe that the substantial contribution to McMaster's political campaign made by Mark Barrow, a principal in the Sweeney Firm, just after being awarded the contingency fee contract to sue us, was either illegal or

inappropriate, or both, as was the contribution of Powell Goldstein law firm at about the time McMaster appeared on television to support their client and falsely attack us. Powell Goldstein represents Terry Brown and his purchase group, and formerly represented Cannon and Dallas.

13. The unfounded attacks by AG Jones and AG McMaster on Mr. Buchanan and me are fully documented in the Record on Appeal in Case 2008-CP-02-1647, which I incorporate herein by reference. I am informed and believe they began as a direct retaliation because Mr. Buchanan's and I would not hire private attorneys AG McMaster, through AG Jones, tried to force us to hire.

14. I am informed and believe that the Sweeney Firm contract and this suit, in which Bauknight as purported agent for the Attorney General (either past or present) and the Sweeney Firm's simultaneous service as counsel for the State of South Carolina and private citizens attempting to destroy the "I Feel Good" Foundation, serve only the private needs of McMaster, Jones, Terry Brown and Hynie Brown. I believe that the Sweeney Firm has an irreconcilable conflict of interest and their vicious and unfounded attacks are not tempered by any duty to serve the public.

15. Members of the Sweeney Firm, who were not involved in the James Brown cases in Aiken County, have made material misrepresentations to this court about those cases, including the false assertion that Judge Early's April 8, 2008 findings of the propriety of our service from March 7, 2007 to that date is dicta. The AG's office, which has no attorney other than the Sweeney Firm serving as counsel of record herein, has actual knowledge that this representation is false, as are others which have

been made.

16. I am informed and believe the false allegations made by Bauknight and AG Jones, now on behalf of AG Wilson – including the suggestion that Mr. Buchanan and I overstated the Brown assets by \$79 Million – are quasi-criminal in nature; violate our Due Process rights; and are intended to destroy our professional reputations and careers. This is particularly troublesome since Mr. Buchanan and I did not seek our positions; were court-appointed; and properly served until May 26, 2009 when we were relieved of management responsibility pending the outcome of the Case 1647 appeal.

17. I am informed and believe that Bauknight and the Sweeney Firm should not be allowed to speak as agents for the Attorney General of South Carolina where the biased positions and false statements they have made will, if not stopped, serve not only to destroy the "I Feel Good" private foundation but also to discourage private philanthropy in the State of South Carolina.

18. I do not know whether AG Alan Wilson participated in or condoned the massive understatement of the value of Brown's assets, but am informed and believe his deposition – requested for July 2011 – is necessary to determine the truth of the matter.

19. I am informed that AG Jones and McMaster knowingly and intentionally exceeded and abused the power of their offices for personal, and McMaster's political, purposes; should answer individually for their actions, including the filing of this suit; and should not be protected by the power of the State.

20. I ask the Court to take judicial notice of a complaint filed on March 14, 2011 by Nexsen Pruet, LLC, a law firm involved in the James Brown cases, which outlines

other alleged abuses by former AG McMaster of contracts with private counsel.

[See Complaint for Declaratory Judgment, Civil Action No. 2011-CP-42-1213, 3/14/11.]

21. I am informed and believe that if AG Wilson, at his deposition, ratifies or acknowledges active participation in Bauknight's attempt to reduce the value of Brown's musical empire to less than \$5 million and destroy the "I Feel Good" Foundation, he, also, should be joined as an individual defendant because no public purpose would or could be served by the destruction of a private foundation created by one of South Carolina's most talented and generous citizens.

22. Based on the extraordinary and unprecedented actions of a former AG and current assistant AG Jones, I am informed and believe that the following, or similar, steps are necessary to alleviate the violation of my Due Process and First Amendment rights and to serve the ends of justice:

- a. Substitute Henry D. McMaster, individually, for Henry D. McMaster as Attorney General ("AG") and Russell Bauknight as his individual agent, as plaintiff and counterclaim defendants.
- b. Require a day-certain deposition of McMaster and AG Alan Wilson if either fails to appear, as requested, for a deposition requested in July 2011.
- c. Disqualify and enjoin the Sweeney Firm from representing the State or its Attorney General in this action, based on its illegal contract and irreconcilable conflict in simultaneously representing Terry Brown, Hynie Brown and others.
- d. Enjoin Bauknight from purporting to speak as an Agent of the AG.
- e. Add as an individual party (either counterclaim or third-party defendant) McMaster and Assistant AG Jones (and AG Wilson only if he ratifies their actions).
- f. Upon conclusion of the Wilson and McMaster depositions, allow amendment to our pleadings and counterclaims or crossclaims to seek individual relief against McMaster and Jones and other relief consistent with the facts revealed on May 4th and in the depositions.

23. McMaster, AG Jones and Bauknight have each had knowledge (as defined in the Trust Code) since becoming involved in the Brown cases that the fair market value of Brown's assets at death, as defined by the IRS, was between about \$86 Million and about \$110 Million. Branding expert Dr. Terry Cox's figures, set out below, have been available since June 2007:

Image/Likeness \$40MM - \$50MM

Music Catalogue \$36MM - \$45MM (Industry standard is 12- 15 x revenue)

Property \$10MM - \$15 MM

24. Based on the IRS definition that fair market value is "the price at which a willing buyer and a willing seller, neither being under compulsion to buy or to sell both having reasonable knowledge of all relevant facts", the \$84 Million value Bob Buchanan and I placed on Brown's Publicity Rights, Royalties, \$12+ million claim against Albert Dallas/David Cannon and other residuary assets was fair but conservative.

25. Neither AG McMaster nor AG Jones filed any objection to the approximately \$85 Million value set out in the estate tax return filed on September 24, 2008.

26. The \$85 Million¹ was within the value range placed on Brown's assets by some Plaintiffs in a securities prospectus issued in early 2007 (\$200 million). [See Exhibit C] ;3 separate proposals made in 2007 and 2008 to purchase Brown's assets (\$90 - \$102 million) by Terry Brown and others; Cox's valuations; and the \$80 - \$120 Million opinion of Estate/Trust's tax then-tax-counsel.

27. The \$85 Million is substantially less than the \$150 million value placed on

¹ About \$100 Million, less the TIAA royalty-backed debt.

the assets by Forlando Brown, a 39% owner in the prospective purchaser, in September 2008.

28. The \$85 Million value was also consistent with our Motion filed in November 2007 asking Judge Early to approve the valuation method of Brown's Royalties as reported on the estate tax return as a multiple of his \$3 million annual royalties.

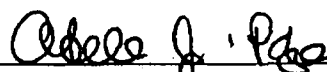
29. On November 20, 2007 Judge Early asked AG McMaster and others to notify him of any objections to our valuation method. Nobody objected.

30. My attorneys have noticed the depositions of Plaintiffs Terry Brown and Tommie Rae Hynie Brown for June 2011 and also asked to depose AG Wilson and former AG McMaster in July 2011.

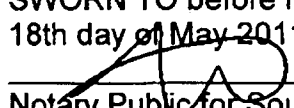
31. I respectfully submit that the depositions of former AG McMaster and AG Wilson are essential, and request that the Court, if they do not appear in July, direct that each appear on a day certain.

32. I request that the Court also order the depositions of Hynie Brown and Terry Brown on a day certain should they fail to appear in June as noticed.

FURTHER DEPONENT SAYETH NOT.


ADELE J. POPE

SWORN TO before me this
18th day of May 2011


Notary Public for South Carolina

My Commission expires: 7/13/2016

(L.S.)

**Private Foundations, Copyright Heirs and Musical Millionaires:
or
Why The James Brown "I Feel Good" Trust doesn't...**

By Adele J. Pope and W. Jeffrey Smith¹

©²

2011

God has Smiled on Me³

Entertainment icon James Brown died on Christmas Day 2006. Although he was a grammar school dropout, he left the bulk of his \$100 million music empire to The James Brown "I Feel Good" private foundation. The "I Feel Good" Trust was restricted solely to providing scholarships for needy and deserving students.

Over his long career, Brown had earned the reputation as "the hardest working man in show business." Through hard work, tenacity—and years of litigation with publishers, family and others—he had amassed and held onto his fortune, mostly rights in more than 850 copyrights, unpublished works and his publicity rights.

Don't Be a Dropout

About 20 years before his death, Brown decided to create the "I Feel Good" Trust as a monument to his personal philosophy: the way to escape poverty was with education and hard work. Brown's songs such as "Don't be a dropout" underscored this belief.

After four years of work with an estate planning specialist, Brown's final estate plan was completed in 2000. It included a Will that left Brown's residuary estate to his 2000 Irrevocable Trust, which was dedicated solely to education. At Brown's death the 2000 Trust created a \$285,000 education fund for each of seven grandchildren. Everything else went to the "I Feel Good" Trust.

Anticipating trouble from relatives who knew about Brown's estate plan but did

¹ Ms. Pope received a JD degree from the University of South Carolina and an LLM in Estate Planning from the University of Miami. Mr. Smith received a JD degree from Georgetown Law Center and is a former patent examiner with the U. S. Patent Office.

² While the © symbol is not required, it was placed in this article to remind estate planners, fiduciaries and advisors to consider copyrights in all philanthropic estate planning and administration involving authors.

³ The copyright to "God has smiled on me" by James Brown and Al Sharpton was issued in 1981. The earliest date this copyright could be terminated by heirs under the Copyright Act is 2016.

STATE OF SOUTH CAROLINA
COUNTY OF RICHLAND

) IN THE COURT OF COMMON PLEAS

)

) Case No. 2010-CP-40-4900

RUSSELL L. BAUKNIGHT, as Trustee of
the James Brown 2000 Irrevocable Trust and
the James Brown Legacy Trust, as Personal
Representative of the Estate of James Brown,
and on behalf of Henry Dargan McMaster, in
his capacity as Attorney General of the State
of South Carolina; Tommie Rae Brown,
individually and on behalf of her minor child,
James ~~BROWN~~; Daryl J. Brown, individually
and on behalf of his minor child Janise
Vanisha Brown; Lindsey Delores Brown;
Deanna J. Brown Thomas; Jason Brown-
Lewis; Yamma N. Brown, individually and
on behalf of her minor children, Sydney
~~LUMAR~~, Carrington ~~LUMAR~~, and Tonya Brown;
Venisha Brown; Larry Brown; and Terry
Brown

and

HENRY DARGAN MCMASTER, in his
capacity as Attorney General of the State of
South Carolina; TOMMIE RAE BROWN,
individually and on behalf of her minor child,
JAMES ~~BROWN~~; DARYL J. BROWN,
individually and on behalf of his minor child
JANISE VANISHA BROWN; LINDSEY
DELORES BROWN; DEANNA J. BROWN
THOMAS; JASON BROWN - LEWIS;
YAMMA N. BROWN, individually and on
behalf of her minor children, SYDNEY
~~LUMAR~~, CARRINGTON ~~LUMAR~~, and
TONYA BROWN; VENISHA BROWN;
LARRY BROWN; and TERRY BROWN,
Plaintiffs.

v.

Adele J. Pope and Robert L. Buchanan, Jr.,
Defendants.

MOTION TO COMPEL
DISCOVERY
(Deposition of Terry Brown)

2011 JUN - 1 PM 12:13
JAMES B. BROWN
O.C.P. 2 G.S.

TO: THE PLAINTIFF TOMMIE RAE BROWN AND HER COUNSEL.

YOU WILL PLEASE TAKE NOTICE that ten (10) days after service hereof, or as

soon thereafter as counsel may be heard, Defendant Adele J. Pope, through her undersigned counsel, will move, pursuant to Rule 37, SCRPC, and all applicable South Carolina Rules of Civil Procedure, for an order compelling Plaintiff Terry Brown to appear at the deposition currently noticed for 10:30 a.m. on June 14, 2011 at the offices of Sowell Gray Stepp & Laffitte, L.L.C., 1310 Gadsden Street, Columbia, South Carolina 29201 (or at such other date and time as the Court shall Order); awarding this Defendant Pope costs, including attorneys' fees, of this motion, and such other sanctions as the Court shall deem proper.

The grounds for this motion are as follows:

1. Plaintiffs, including Terry Brown, filed this action on May 19, 2010.

Defendants have answered and counterclaimed, and Plaintiffs are currently in default as to the counterclaims.¹

2. On April 29, 2011 counsel for Defendant Pope noticed the deposition of Plaintiff Terry Brown for June 14, 2011 in Columbia. Counsel for Defendant Pope enclosed with the notice of deposition a letter offering to extend courtesies to Plaintiffs and their counsel in selecting an alternate date, if necessary.

3. On May 5, 2011 counsel for Plaintiffs responded, indicating that he was "conferring with co-counsel" regarding the scheduling of the deposition.

4. On May 17, 2011 counsel for Defendant Pope inquired via email whether Plaintiffs' counsel had come to a consensus on scheduling the depositions.

5. On May 19, 2011 counsel for Plaintiffs advised that he was "[s]till working on

¹ Plaintiffs have moved for relief from the entry of default, and that motion has yet to be heard.

it."

6. On May 26, 2011 counsel for Defendant Pope again asked Plaintiffs' counsel whether the scheduled dates were workable and requested that Plaintiffs' counsel immediately provide alternative dates if June 22, 2011 did not work.

7. Also on May 26, Plaintiffs' counsel responded, stating that Terry Brown would not appear on the noticed date and providing no alternative dates for her deposition.

8. Nearly a month has elapsed since Defendant Pope noticed the deposition of Tommie Rae Brown and offered to accommodate Plaintiffs' counsel with scheduling on an alternate date, if necessary. To date, Plaintiffs have not proposed a single alternate date, but have unequivocally stated that Ms. Brown will not appear at the noticed deposition.

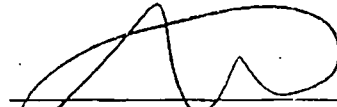
9. This case has been pending for more than a year, and no depositions have been taken. It is necessary that discovery proceed, so that dispositive motions may be heard.

10. Defendant Adele J. Pope is informed and believes that she is entitled to an Order compelling the above-named Plaintiffs to comply with Rule 30, as well as all costs associated with this motion, including attorneys' fees, as provided for in Rule 37(a)(4).

The above motion is based on the South Carolina Rules of Civil Procedure, especially Rules 30 and 37, applicable case and statutory law, the Affidavit of Adam T. Silvernail, filed herewith, the Affidavit of Adele J. Pope to be filed in support of this motion, and such additional documentation as shall come before the Court prior to the hearing on this matter.

Respectfully submitted,

Daryl L. Williams
Jeter & Williams, P.A.
1204 Main Street, Suite 200
Post Office Box 7425
Columbia, South Carolina 29202
Telephone: (803) 765-0600
Facsimile: (803) 765-0619
dwilliams@jeterandwilliams.com



Adam T. Silvernail
Law Office of Adam T. Silvernail, LLC
1218 Taylor Street
Post Office Box 1898
Columbia, South Carolina 29202-1898
Telephone: (803) 779-1770
Facsimile: (803) 403-8092
adam@silvernaillawfirm.com

May 27, 2011

Attorneys for Defendant Adele J. Pope

STATE OF SOUTH CAROLINA

COUNTY OF RICHLAND

RUSSELL L. BAUKNIGHT, as Trustee of the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust, as Personal Representative of the Estate of James Brown, and on behalf of Henry Dargan McMaster, in his capacity as Attorney General of the State of South Carolina; Tommie Rae Brown, individually and on behalf of her minor child, James Brown; Daryl J. Brown, individually and on behalf of his minor child Janise Vanisha Brown; Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamma N. Brown, individually and on behalf of her minor children Sydney Lamar and Carrington Lamar; Tonya Brown; Venisha Brown Larry Brown; and Terry Brown

and

HENRY DARGAN MCMASTER, in his capacity as Attorney General of the State of South Carolina; TOMMIE RAE BROWN, individually and on behalf of her minor child, JAMES BROWN; DARYL J. BROWN, individually and on behalf of his minor child JANISE VANISHA BROWN; LINDSEY DELORES BROWN; DEANNA J. BROWN THOMAS; JASON BROWN-LEWIS; YAMMA N. BROWN, individually and on behalf of her minor children SYDNEY LAMAR and CARRINGTON LAMAR; TONYA BROWN; VENISHA BROWN; LARRY BROWN; and TERRY BROWN,

Plaintiffs

v.

Adele J. Pope and Robert L. Buchanan, Jr.,
Defendants

IN THE COURT OF COMMON PLEAS
FOR THE FIFTH CIRCUIT

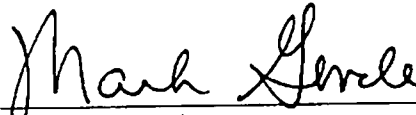
Civil Action No. 2010-CP-40-4900

**PLAINTIFFS' MOTION FOR
PROTECTIVE ORDER CONCERNING
VARIOUS DOCUMENTS REQUESTED
BY DEFENDANT ADELE J. POPE**

TO: DEFENDANTS AND THEIR ATTORNEYS:

Respectfully submitted,

SWEENEY, WINGATE & BARROW, P.A.



Kenneth B. Wingate

Mark V. Gende

1515 Lady Street

Post Office Box 12129

Columbia, South Carolina 29211

(803) 256-2233

ATTORNEYS FOR THE PLAINTIFFS

Columbia, South Carolina

July 1, 2011

STATE OF SOUTH CAROLINA
COUNTY OF RICHLAND

) IN THE COURT OF COMMON PLEAS

)

) Case No. 2010-CP-40-4900

)

RUSSELL L. BAUKNIGHT, as Trustee of
the James Brown 2000 Irrevocable Trust and
the James Brown Legacy Trust, as Personal
Representative of the Estate of James Brown,
and on behalf of Henry Dargan McMaster, in
his capacity as Attorney General of the State
of South Carolina; Tommie Rae Brown,
individually and on behalf of her minor child,
James Brown; Daryl J. Brown, individually
and on behalf of his minor child Janise
Vanisha Brown; Lindsey Delores Brown;
Deanna J. Brown Thomas; Jason Brown-
Lewis; Yamma N. Brown, individually and
on behalf of her minor children, Sydney
Lumar, Carrington Lumar, and Tonya Brown;
Venisha Brown; Larry Brown; and Terry
Brown

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and

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HENRY DARGAN MCMASTER, in his
capacity as Attorney General of the State of
South Carolina; TOMMIE RAE BROWN,
individually and on behalf of her minor child,
JAMES BROWN; DARYL J. BROWN,
individually and on behalf of his minor child
JANISE VANISHA BROWN; LINDSEY
DELORES BROWN; DEANNA J. BROWN
THOMAS; JASON BROWN - LEWIS;
YAMMA N. BROWN, individually and on
behalf of her minor children, SYDNEY
LUMAR, CARRINGTON LUMAR, and
TONYA BROWN; VENISHA BROWN;
LARRY BROWN; and TERRY BROWN,

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Plaintiffs.

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v.

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Adele J. Pope and Robert L. Buchanan, Jr.,

)

Defendants.

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TO: ALL PARTIES AND/OR THEIR COUNSEL OF RECORD.

Defendant/Counterclaimant Adele J. Pope opposes Plaintiffs' Motion for Protective

Order because her discovery requests to date do not seek any confidential documents and/or for one or more of the reasons set forth below:

1. Plaintiffs' request for a confidentiality Order in June 2011, more than a year after the case was commenced, is unreasonable because more than 50 parties and non-parties have reviewed, had access to and/or disseminated the requested documents without executing the proposed confidentiality agreement.¹

2. Some Plaintiffs have lacked candor with the Court, failing to disclose they have argued correctly in Georgia and South Carolina Courts that all confidentiality and privilege have been waived as to most documents.²

3. The Court's Order dated August 10, 2007 in Case 122 made all James Brown, James Brown Estate and 2000 Irrevocable Trust documents generated on or before August 10, 2007 available to all Interested Persons, who were allowed to copy and keep all such documents.

4. The Tommie Rae Hynie Brown domestic file was opened and made public in Cases 122 and 322 and parts are contained within the record on appeal. It is also part of

¹ Some of those who have viewed, had access to, and/or disseminated the documents without signing the proposed confidentiality order are David G. Cannon, Albert H. Dallas, Esq., Sandra Matthews, William F. Hammond, Esq., C. Havird Jones, Esq., Mary Frances Jowers, Esq., Keith Babcock, Esq., S. Alan Medlin, Esq., Robert N. Rosen, Esq., Louis Levenson, Esq., David B. Bell, Esq., Daryl J. Brown, Larry Brown, Terry Brown, Deanna Brown Thomas, Yamma N. Brown, Forlando Brown, Romunzo Brown, Venisha Brown, Tonya Brown, Tommie Rae Hynie Brown, Jason Brown Lewis, Lindsey Delores Brown.

² See proper arguments of Louis Levenson, Esq., in Case 122 and before Ga. Court on behalf of Plaintiffs Daryl, Deanna, Yamma and others that privilege as to the Brown Historical Documents directed to be released under the August 10, 2007 Order of the Hon. Doyet A. Early, III, once waived, could not be reasserted.

the documents directed to be made, and made available, to all Interested Persons pursuant to the August 10, 2007 Order of Judge Early.

5. The Greenberg Traurig file was specifically made available and all confidentiality waived pursuant to the August 10, 2007 Order of Judge Early.

6. At the request of some Plaintiffs, the Estate Tax Return and Inventory & Appraisalment, originally filed under seal, were made public in Case 322, as was every document presented in any James Brown case in Aiken County.

7. The Cannon and Dallas claim/collection files are directly relevant to the allegation in Plaintiffs' complaint that Buchanan and Pope failed to timely settle the debts of the estate and the counterclaim which alleged Bauknight was negligent, reckless or willful in unreasonably failing to complete the claims litigation. [See Complaint/CC.].

8. Bauknight's appraisal which asserts James Brown's music empire and claim against Cannon and Dallas were worth less than \$4.7 Million at his death are not confidential because they have been presented to the Supreme Court of South Carolina with no claim of confidentiality [See Exhibit A].

9. Bauknight's filing his \$4.7 Million claimed valuation of James Brown's music empire under seal does not make this public document confidential.

10. The "Order" of Judge Early cited as a basis for confidentiality of the Bauknight Inventory & Appraisalment either has not been issued or was issued without proper notice and hearing.

11. Where the confidentiality and all privilege was waived on or before May 26, 2009 and documents disseminated broadly, confidentiality cannot be asserted by new counsel for only some of the persons who had access a rights.

12. All documents related to the James Brown Legacy Trust, signed by a former Attorney General, are subject to disclosure under the South Carolina Freedom of Information Act ("FOIA"). And Plaintiffs' counsel has no authority to attempt to make them secret in violation of FOIA, or to bind the State of South Carolina in FOIA violations.

13. The Zumwalt Almon & Hayes file is not confidential or privileged because it was made available to numerous non-parties and counsel by valid waiver prior to May 26, 2009 and it directly relates to the false allegation by Plaintiffs that Buchanan and Pope violated their fiduciary duty as follows:

18. . . .

(b) Failing to engage necessary advisors and appraisal assistance . . .

(c) Failing to use due diligence in pursuing business opportunities for the estate and trust;

(d) Failing to use due diligence in determining the value of the estate, thereby making the estate vulnerable to millions of dollars in unnecessary and incorrect tax liability.

. . . . [Complaint, p. 6]

and allegations against Bauknight by Buchanan and Pope that he acted negligently or wilfully by:

(iii) In unreasonably making false and unsupported allegations against Defendants after testifying to the contrary

. . .

(x) In unreasonably recommending the proposed determination of heirs with insufficient understanding of the federal copyright law implications

(xi) In unreasonably recommending the proposed settlement which Defendants are informed and believe result in more than \$50 Million of damage to the Estate and Trust, taking more than 65% of Brown's assets from Brown's estate plan.

14. The appraisal and all correspondence with the IRS related to Bauknight's presentation to the IRS of a \$6.5 Million valuation of Brown's Estate and Trust is not confidential and is relevant for the reasons set forth above and the complaint's allegations of:

Court if they disclose – or have previously disclosed – a document which is designated as “Confidential.” Such confidentiality Order should specifically exempt from any CONFIDENTIALITY all documents issued prior to May 26, 2009.

This return is based on the South Carolina Rules of Civil Procedure; the Motion to Compel (Production of Documents) filed herein; and such additional affidavits, memoranda or other filings as shall be presented prior to the hearing.

Respectfully submitted,

Daryl L. Williams
Jeter & Williams, P.A.
1204 Main Street, Suite 200
Post Office Box 7425
Columbia, South Carolina 29202
Telephone: (803) 765-0600
Facsimile: (803) 765-0619

By: 

Adam T. Silvernail - SC Bar #80219
Law Office of Adam T. Silvernail, LLC
1218 Taylor Street
Post Office Box 1898
Columbia, South Carolina 29202-1898
Telephone: (803) 779-1770
Facsimile: (803) 403-8092

July 12, 2011

Attorneys for Defendant Adele J. Pope

EXHIBIT C

NEXSEN|PRUET

FILED
NEWBERRY COUNTY
2011 AUG -3 P 5:08
JACKIE S. BOWERS
CLERK OF COURT
J. David Black
Member
Admitted in SC

July 15, 2011

VIA US MAIL

Adele J. Pope, Esquire
1228 Walnut Street
Newberry, South Carolina 29108

Re: Request for Documents under the South Carolina Freedom of
Information Act

Dear Ms. Pope,

I am writing you in reference to your June 30, 2011 South Carolina Freedom of Information Act (FOIA) request for "The final and all drafts, signed and unsigned, of the James Brown Legacy Trust" (James Brown Trust).

Charleston

Charlotte

Columbia

Greensboro

Greenville

Hilton Head

Myrtle Beach

Raleigh

As you are aware, for FOIA purposes, the James Brown Trust is not a public body as defined in the South Carolina FOIA Statute. See S.C. Code Ann. § 33-40-20(a). Accordingly, your request for public records is improper.

Furthermore, even in the event that such request were proper, the documents that you have requested are exempt from FOIA pursuant to S.C. Code Ann. § 30-4-40(a)(7) as the FOIA request calls for the production of Attorney Work Product and Attorney Client Privileged Materials related to ongoing litigation.

Please be advised that FOIA is not intended as a substitute for discovery and was not intended to provide procedures for obtaining information during litigation or to benefit private litigants. *Lominack v. Myers*, 2002-CP32-1890 (Order of Judge Westbrook, 11th Jud. Cir., 2002) (citing *NLRB v. Seurs Roebuck & Co.*, 421 U.S. 132, 144 n.10 (1975); *U.S. v. Murdock*, 548 F.2d 599, 602 (5th Cir. 1977); *Fruehauf Corp. v. Thornton*, 507 F.2d 1253, 1255 (6th Cir. 1974)).

In the event that you continue to file unnecessary discovery and/or FOIA requests, please be advised that the Trust and Estate will have no other choice than to file an action against you for abuse of process and sanctions.

1230 Main Street
Suite 700 (29201)
PO Drawer 2428
Columbia, SC 29202
www.nexsenpruet.com

T 803.540.2072
F 803.727.1408
E DBlack@nexsenpruet.com
Nexsen Pruet, LLC
Attorneys and Counselors at Law

Adele J. Pope, Esquire
July 15, 2011
Page 2

Very truly yours,

A handwritten signature in black ink, appearing to read 'J. David Black', with a long horizontal flourish extending to the right.

J. David Black

JDB/JGH

cc: James B. Richardson, Jr., Esquire
Russell L. Bauknight

STATE OF SOUTH CAROLINA
COUNTY OF NEWBERRY

Adele J. Pope,

Plaintiff,

v.

Alan Wilson, in his capacity as
Attorney General of South
Carolina and James Brown
Legacy Trust, by Russell L. Bauknight,
its Trustee

Defendants.

IN THE COURT OF COMMON PLEAS

Civil Action No. 2011-CP-36- 364

COMPLAINT

JACKIE S. BOWERS
CLERK OF COURT

2011 AUG -3 P 5:07

FILED
NEWBERRY COUNTY

Plaintiff would respectfully show unto the Court:

**FOR A FIRST CAUSE OF ACTION
(Disclosure of Documents Under FOIA)**

Parties and Jurisdiction

1. Plaintiff is a citizen of South Carolina and a resident of Newberry County.
2. Defendant Alan Wilson is the Attorney General of South Carolina ("AG Wilson"), and is successor in office to Henry D. McMaster ("AG McMaster").
3. Defendant James Brown Legacy Trust ("Legacy Trust") is, on information and belief, a public body under the South Carolina Freedom of Information Act, S.C. Code Ann. § 30-4-10 et seq. ("FOIA"), with Russell L. Bauknight as its current trustee. The Legacy Trust is under the continuing and direct control of AG Wilson through the AG's unfettered right at any time and from time to time to remove and replace the trustee of the Legacy Trust with such person as AG Wilson shall select, with all trustees to serve at the AG's pleasure.

4. Contrary to the suggestion in its name, the Legacy Trust was not created by James Brown, and was never part of his estate plan. The Legacy Trust was created in late 2008 or early 2009 by AG McMaster, in his official capacity, and others, to receive funds AG McMaster redirected from Brown's estate plan to the new trust he created. Thus AG Wilson anticipates receiving about \$85 Million (if Plaintiff's valuation is correct) or about \$4.7 Million (if Bauknight is correct) – and any recoveries the State receives from Plaintiff in Case 4900, which the Legacy Trust will then manage and distribute both to a charitable trust created by AG McMaster and to private citizens. See Order of the Honorable Doyet A. Early, III, dtd. 5/26/09, Case 2008-CP-02-1647, on appeal to the S.C. Supreme Court.

5. Defendants are subject to the jurisdiction and venue of this Court pursuant to S.C. Code Ann. §30-4-20(a) and §30-4-100, and may be served with summons, process and copy of this Complaint at their respective addresses listed on Exhibits A and B attached hereto.

Facts and FOIA Request

6. On October 2, 2009 AG McMaster issued an announcement related to the use by his office and the State of private, contingency-fee attorneys known as "special counsel." A copy of that statement, with notes, is attached to this Complaint as Exhibit C.

7. On May 19, 2010 private, contingency-fee counsel Kenneth B. Wingate of Sweeney, Wingate & Barrow, PC (the "Wingate Firm"), as sole counsel for AG McMaster, the Legacy Trust and more than 10 private plaintiffs, filed suit against Plaintiff and Robert L. Buchanan, Jr. in Civil Action No. 2010-CP-40-4900 ("Case

4900").

8. The Case 4900 complaint, naming AG McMaster as a beneficiary, includes the following plaintiffs:

- a. Russell L. Bauknight as trustee of the James Brown Legacy Trust;
- b. Bauknight on behalf of McMaster in his capacity as Attorney General of the State of South Carolina; and
- c. McMaster in his capacity as AG of the State of South Carolina.

9. AG McMaster and Bauknight did not attach or provide a signed copy of the Legacy Trust, although AG and Bauknight as his agent in Case 4900 assert Plaintiff caused tens of millions of dollars of damage to the Legacy Trust.

10. AG McMaster and the Legacy Trust, among other false allegations, assert that Plaintiff's and Buchanan's approximately \$85 Million [\$100 Million less the debt to TIAA-CREF] valuation of James Brown's assets was incorrect and improper. They asserted Plaintiff intentionally overstated Brown's assets on the estate tax return for the improper purpose of obtaining a large commission.

11. As described in Exhibit D, an affidavit of Plaintiff on file in Case 4900, AG McMaster also seeks money damages because Plaintiff declined to sign a document agreeing not to criticize McMaster for destroying James Brown's estate plan by creating the Legacy Trust.

12. If true, AG McMaster's false allegations against Plaintiff could subject Plaintiff to both civil and criminal penalties and destroy her career as an attorney.

13. On or about January 12, 2011 AG Wilson replaced AG McMaster, gaining by virtue of his office control over the Legacy Trust, including the right to remove and

replace the trustee at will.

14. On May 4, 2011, Bauknight filed sworn documents asserting Brown's worldwide music empire was worth less than \$4.7 Million when he died on December 25, 2006, making it virtually impossible for Plaintiff and Buchanan to have done tens of millions of dollars of damage to Brown's empire between November 2007 and May 2009.

15. Bauknight's purported \$4.7 Million valuation sharply conflicts with a securities prospectus issued by Bauknight's Case 4900 Co-Plaintiff (through Pinnacle) to raise \$200 Million to acquire the James Brown worldwide music empire at the same time -- about 40 times Bauknight's purported valuation. The prospectus is part of Exhibit D.

16. Since May 4, 2011, AG Wilson, through an assistant AG, and Bauknight offered Bauknight's \$4.7 Million valuation of Brown's worldwide music empire as a supplement to the record in a pending James Brown case appeal. The motion to supplement was denied.

17. On information and belief, the actions of both AGs and AG Wilson's assistant described above were taken under color of State law and in an official capacity, and were or should have been consistent with the public interest and ordinary customs and procedures of the AG's office. Likewise, the actions of Bauknight speaking on behalf of the AGs since May 19, 2010 should have met the same standard.

18. On June 30, 2011, Plaintiff sent to AG Wilson and the Legacy Trust separate requests under FOIA for public records related to the Legacy Trust. True

copies of her requests are attached hereto as Exhibits A and B. Plaintiff requested copies of:

The Final and all drafts, signed and unsigned,
of the James Brown Legacy Trust

19. The request to AG Wilson, in addition, sought:

All correspondence, email and/or other communications between any member of the Office of the South Carolina Attorney General and Russell L. Bauknight between August 1, 2010 and May 4, 2011 related the value of the assets of the Estate of James Brown and/or the James Brown 2000 Irrevocable Trust.

20. A copy of both requests was also delivered to the Wingate Firm which, on information and belief, as counsel for both the AG and the Legacy Trust, has a duty to comply with FOIA. See AG's standard Retention Agreement for Special Counsel.

21. Substantially more than fifteen days, excluding Saturdays, Sundays and holidays have elapsed and Plaintiff has received no response on behalf of AG Wilson.

22. As described in Exhibit D, the Wingate Firm has refused to release the requested documents and thousands of other already-public documents for nearly 10 months. AG McMaster's Retention Agreement for other Special Counsel – Wingate has refused to disclose his Retention Agreement – requires special counsel to comply with FOIA.

23. On July 16, 2011 Plaintiff received from attorney J. David Black, Esquire, a response, a copy of which is attached hereto as Exhibit E, denying the request for a copy of the Legacy Trust and threatening Plaintiff as follows:

In the event that you continue to file unnecessary. . . FOIA requests, please be advised that the Trust and Estate will have no other choice than to file an action against you for abuse of process and sanctions.

24. On information and belief, Plaintiff is entitled to review requested documents both in the hands of the AG Wilson and in the hands of the Legacy Trust in accordance with reasonable rules concerning the time and place of access, and no requested record is specifically excluded from disclosure under FOIA.

25. Attorney Black's response is in direct contrast to AG Wilson's position in the *Public Official's Guide to Compliance with South Carolina's Freedom of Information Act* in which AG Wilson states that the AG's Office uses and recommends the following FOIA guidelines:

When in doubt, disclose requested information.

...
When in doubt, release the document. (p. 1)

26. On information and belief, the actions of the Legacy Trust, through Black, wilfully violate Plaintiff's right to obtain the requested documents and are an arbitrary and wrongful anticipatory interference of a person appointed and controlled by the AG with her right, and the right of other members of the public, to obtain records from both the AG and the Legacy Trust regarding the AG's oversight of the Legacy Trust which must be made available for inspection and copying.

27. Pursuant to FOIA, S.C. Code Ann. §30-4-10 et seq., any person has a right to inspect and copy any public record of a public body.

28. On information and belief, the AG's right of absolute control of the Legacy Trust, along with the support it is provided by the AG's office and the funds the AG's office and Legacy Trust expects to receive and control, including from the State's suit against Plaintiff in Case 4900, make it a public body under §30-4-20. See, for example, Opinions of Henry McMaster, AG, dtd. May 19, 2008 (in response to Merrill/Rutherford)

and December 28, 2006 (in response to McConnell)

29. Plaintiff, a South Carolina citizen faced with threats on behalf of the Legacy Trust and no response of AG Wilson has no adequate remedy at law, and requires an injunction to prevent interference with her rights, and those of other citizens, to these public records.

30. On information and belief, it was willful and reckless for the AG's appointee to assert that attorney-client privilege or work product privilege protects the AG or the Legacy Trust from allowing Plaintiff to inspect and copy the requested documents which create the vehicle used by AG McMaster and Bauknight to pursue collection of tens of millions of dollars from Plaintiff and which documents have been used as an authorization for Bauknight to act on behalf of the State.

31. Based upon the facts set forth above, this Court should enter an order declaring that the requested records are public records and should be made available to the public and Defendant by both AG Wilson and the Legacy Trust, as well as by all special counsel, for inspection and copying as provided for by FOIA.

**FOR A SECOND CAUSE OF ACTION
(Declaratory Judgment that Legacy Trust is a Public Body under FOIA)**

32. The allegations of paragraphs 1 through 31 are incorporated by reference as if fully and specifically set forth herein.

33. In addition, based on the facts set forth above, and other factors set out in the Opinion of AG McMaster dtd. May 19, 2006, including but not limited to its creation and control by the AG and its being supported in whole or in part by public funds, on

information and belief, the Court should declare the Legacy Trust a Public Body as defined in S.C. Code Ann. § 30-4-20(a), with all obligations under FOIA as set out therein.

**FOR A THIRD CAUSE OF ACTION
(Attorneys' Fees Under S.C. Code Ann. § 30-4-100(b))**

34. The allegations of paragraphs 1 through 33 are incorporated by reference as if fully and specifically set forth herein.

35. Plaintiff is informed and believes that if she prevails in this case, in whole or in part, she should be entitled to reasonable legal fees and costs of litigation pursuant to S. C. Code Ann. § 30-4-100(b).

36. On information and belief, the Court should enter an order awarding Plaintiff her legal fees and other litigation expenses incurred in this case pursuant to S. C. Code Ann. § 30-4-100(b).

37. Based upon the facts set out above, this Court should consider punitive measures to stop the threats of the AG's appointee, which are intended to chill and impair the public's right to public information.

WHEREFORE, Plaintiff respectfully prays to this Court for the following:

- a. That this Court issue an order declaring that the above-described documents are public records under South Carolina law and that such records should be made available for inspection and copying to the Plaintiff by both Defendants as provided by law;
- b. That, in addition, this Court should declare that The James Brown Legacy Trust is a public body subject to all of the obligations of a public body under FOIA;
- c. That this Court should compel Defendant AG Wilson to perform his official duty and the Legacy Trust to comply with FOIA by permitting Plaintiff to inspect and copy the above-described public records as provided by law,

and enjoining them from interfering with such inspection and copying;

- d. That this Court order Defendants to pay the Plaintiff her reasonable attorney's fees and other litigation expenses incurred in pursuing this case pursuant to S.C. Code Ann. § 30-4-100.
- e. That the AG should direct the Wingate Firm and all special counsel to comply with their FOIA duties with respect to the Legacy Trust.
- f. That this Court set at the earliest possible time a hearing on the matters set forth herein.
- g. For such other and further relief as this Court deems just and proper.

Respectfully Submitted,



Adam T. Silvernall
Law Office of Adam T. Silvernall, LLC
Post Office Box 1898
1218 Taylor Street
Columbia, South Carolina 29202-1898
Tel: 803/779-1770
Fax: 803/403-8092
Email: adam@silvernalllawfirm.com

August 3, 2011

Attorney for Plaintiff

STATE OF SOUTH CAROLINA
COUNTY OF RICHLAND

RUSSELL L. BAUKNIGHT, as Trustee of
the James Brown 2000 Irrevocable Trust and
the James Brown Legacy Trust, as Personal
Representative of the Estate of James Brown,
and on behalf of Henry Dargan McMaster, in
his capacity as Attorney General of the State
of South Carolina; and Others,

Plaintiffs.

and

HENRY DARGAN MCMASTER, in his
capacity as Attorney General of the State
of South Carolina and others

v.

Adele J. Pope and Robert L. Buchanan, Jr.,
Defendants.

) IN THE CIRCUIT COURT

) Case No.: 2010-CP-40-4980

) Affidavit of Adele J. Pope
) Supporting Production of Legacy Trust,
) Fee Contract with State/AG
) and Related Documents prior to
) Hearing on Motion for
) Injunctions

JACKIE S. BOWERS
CLERK OF COURT

2011 AUG -3 P 5:08

FILED
NEWBERRY COUNTY

JEANETTE W. McBRIDE
C.C.P. & G.S.

2011 AUG -2 PM 1:03

FILED
RICHLAND COUNTY

PERSONALLY APPEARED BEFORE ME, ADELE J. POPE, who being duly
sworn deposes and says:

1. On May 19, 2010 Kenneth B. Wingate and his firm (collectively "Wingate¹")
filed this suit against Robert L. Buchanan, Jr. ("Bob") and me seeking tens of millions of
dollars in tort damages for then-Attorney General Henry D. McMaster ("AG McMaster"
or the "State") and about 15 private individuals ("Private Plaintiffs").

2. I ask the Court to require Wingate and Plaintiffs, before the hearing on my
motion to enjoin them from acting for the AG/State, to produce signed copies of the
originals and any amendments to the following documents:

a. Wingate's Retention Agreement(s) with the AG/Plaintiffs;

¹ The Firm name is Sweeney, Wingate and Barrow, P.C.

- b. The James Brown Legacy Trust ("Legacy Trust")²;
- c. The AG's authorization for Bauknight to assert he speaks on behalf of the AG.

3. Serving simultaneously as sole counsel for Private Plaintiffs³ and the AG, Wingate named in the caption of the Complaint as parties:

- a. RUSSELL L. BAUKNIGHT... on behalf of [AG McMaster];
- b. BAUKNIGHT.. as Trustee of the James Brown Legacy Trust; and
- c. AG McMaster.

4. For 9 months Wingate and Bauknight have refused to produce the requested documents either through discovery or, more recently, under the S. C. Freedom of Information Act ("FOIA")

5. I first learned of Wingate's involvement in April 2010 when Plaintiff Tommie Rae Brown's agent advised that if Bob and I did not drop a pending James Brown appeal AG Sonny Jones⁴ would to sue us through contingency-fee counsel Wingate.⁵

² The Legacy Trust, although bearing Brown's name, was not created by James Brown or part of his estate plan. It was created by AG McMaster and Bauknight in either late 2008 or 2009.

³ Private Plaintiffs include:

- a. 5 of the 7 grandchildren/beneficiaries of a \$285,000 education fund
- b. 6 adults Brown gave personal effects under the Will but specifically excluded from his \$85 Million worldwide music empire; and
- c. 3 other persons Brown specifically excluded from both the Will and 2000 Trust.

⁴ While we were PR/Trustees C Havird ("Sonny") Jones, acting for AG McMaster, tried to force Bob and me to use AG McMaster's Litigation Retention Agreement in hiring attorneys AG McMaster selected. By Order dated Jan. 8, 2008, the Court declined his request. [See Tr., Hg. 12/21/07, Case 122]

⁵ The appeal is in Case 2008-CP-02-1647 ("Case 1647"). In that appeal, Bob and I oppose a settlement which will take \$50 Million from Brown's 2000 Trust, dedicated to educate 7 grandchildren and needy and deserving students, and give it to 6 of Brown's more than a dozen claimed heirs, all of whom Brown disinherited from his worldwide music empire.

6. I am informed and believe that a copy of the AG's Retention Agreement will help explain Tommie Rae's threat, and may shed light on whether a \$1,000 contribution to AG McMaster's political campaign by a Wingate firm principal, Scott Barrow just after this suit was filed was improper.

7. Recently the Augusta Chronicle reported about a Litigation Retention Agreement AG Wilson approved which was made public, and discussed a \$1,052 political contribution made long before the engagement -- not immediately after, as here. [See "SC Treasurer's Friend Gets up to \$3 million in State Work", 7/24/11]

8. I am informed and believe the Retention Agreement will show whether AG McMaster, who acted under color of state law and in his official capacity, and whose actions should have been consistent with the public interest, was in fact acting to punish Bob and me for conducting a proper appeal; not hiring lawyers he tried to force us to hire; and/or not signing a document preventing us from criticizing AG McMaster's destruction of James Brown's estate plan.⁶

9. The State/AG McMaster sued me for tens of millions of dollars -- many times my personal net worth. AG McMaster, through Wingate, has made false allegations against me which, if true, would destroy my career as an attorney and expose me to both civil and criminal charges, including those of the IRS and SCDOR with whom I

⁶ As an attorney advising creators of private foundations, I have a duty to caution clients in S.C., or intending to transfer a private foundation here, that AG Master claims the authority to take over any estate or private foundation involved in a formal testacy case; rewrite the Settlor's estate plan to McMaster's liking; and replace the Settlor's properly-serving trustees with AG McMaster's appointees. What AG McMaster and his staff did to destroy James Brown's estate plan is described in "Private Foundation, Copyright Heirs and Musical Millionaires: Why The James Brown 'I Feel Good' Trust doesn't...", filed in this case [Smith & Pope, Dr., Apr. 2011] I believe AG McMaster's suit violates my First Amendment rights.

have worked for more than 30 years on behalf of clients.

10. The requested documents will demonstrate how the AG proposes to share funds he hopes to collect from me and who will pay if Bob and I are successful in the counterclaims (on which Plaintiffs are now in default).

11. The requested documents should also answer the following questions:

- a. Did either the Legacy Trust or a separate document give Bauknight legal authority to assert he speaks for AG McMaster?
- b. If not, is Bauknight's assertion that he speaks on behalf of the AG improper?
- c. If so, is either the State or McMaster liable for Bauknight's actions, including the default and any counterclaim judgment?
- d. Can Bauknight continue to speak on behalf of the AG/State after filing sworn documents with the Court and IRS asserting Brown's worldwide music empire was worth less than \$4.7 Million⁷ at the same time he knew Brown's Royalties for 2010 were about \$5.4 Million and Brown earned \$4 - \$6 Million each year from 2003 - 2006?

12. I am informed and believe that the requested documents and facts revealed since the filing of the complaint will demonstrate that Wingate's and Bauknight's commitment to Private Plaintiffs prevents them from serving the AG/State in this suit.

13. I am informed and believe that the Retention Agreement should provide what happens when – as here – it becomes clear that Defendants are not at fault and

⁷ Bauknight revealed on May 4, 2011 - 4 years and 4 months after Brown died -- that he had used a valuation of \$4.7 Million for Brown's worldwide music empire and \$12 Million claim against former PR/Trustees Dallas and Cannon to obtain an IRS closing letter. Two months earlier, on February 11, 2011 Bauknight reported in a sworn accounting that Brown's Royalty receipts for 2010 were approximately \$5.4 Million. [Acctg. Aiken Cty, 2/11/11]

Brown's \$4-\$6 million annual earnings for 2003 -2006 from his worldwide music empire are fully documented in exhibits and filings in Cases 122 and 322.

pitted against the AG's office with its \$7 Million annual budget – stated:

AstraZeneca seeks to ensure that itself, or any other major corporation engaging in widespread unfair and deceptive conduct, maintains such a massive advantage in resources that this [AG Wilson's] Attorney General's Office – and others around the country – are simply without resources to effectively enforce their state statutes.

27. I attended a hearing in July 2011 on the AG's motion to dismiss AZ's case challenging private counsel and heard AG Jones speak of the unfairness of giant entities such as AZ attempting to intimidate relatively small ones like the AG's office.

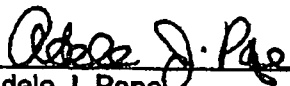
28. In this case against Bob and me, AG McMaster's office is the giant.

29. I am informed and believe that if the Court requires the Wingate Retention Agreement(s) and other requested documents to be delivered before the injunction hearing, it will help the parties and Court address the following essential questions related to the injunction request:

1. Is Bauknight's assertion that he speaks on behalf of AG McMaster legal?
2. Did all Private Plaintiffs sign the Retention Agreement (as is required for a contingent fee), and did they cede control to the AG so that the State would not trample on our Constitutional rights as citizens?
2. Is any public policy articulated for the State/AG joining Private Plaintiffs in this tort suit for money damages against us?
3. Is any Public Policy violated or served by AG McMaster's sharing a single private law firm and attorney-client privilege with Private Plaintiffs?
4. Did AG McMaster violate his own policy and/or the Retention Agreement by not maintaining control over the litigation and signing the complaint?
5. What does the Retention Agreement provide if Private Plaintiffs/Bauknight become targets of securities, tax or fraud investigations and their witnesses are under indictment or investigation in South Carolina?
6. How are the funds recovered from Bob and me, if any, shared?

7. How is our judgment against Plaintiffs, if any, to be paid?
8. May Wingate properly assert the State's privileges and immunities to attempt to relieve Private Plaintiffs from default?
9. Did AG McMaster approve seeking money damages against us for not signing an agreement not to criticize AG McMaster ?
10. Does the Retention Agreement designate Bauknight to speak on behalf of, or bind, the AG and State?
11. What action, if any, has AG Wilson taken to amend the Retention Agreement or Bauknight authorization to act on behalf of the AG?

FURTHER DEPONENT SAYETH NOT.


Adele J. Pope

SWORN TO BEFORE ME this
1st day of August, 2011
 (L.S.)
Notary Public for South Carolina
My commission expires: 7/13/2016

**LAW OFFICE OF
ADAM T. SILVERNAIL, LLC**

May 28, 2014

POST OFFICE BOX 1898
1901 HAMPTON STREET
COLUMBIA, SOUTH CAROLINA 29202

By U.S. Mail:

The Honorable L. Casey Manning
Chief Administrative Judge
Post Office Box 192
1701 Main Street, Room 214
Columbia, South Carolina 29202-0192

Re: *Pope vs. Wilson, et al*
Richland County Case No. 2012-CP-40-0350

Dear Judge Manning:

As you may recall, I represent Plaintiff Adele J. Pope in the above-referenced action, which was brought on August 3, 2011 pursuant to the South Carolina Freedom of Information Act.

I write to you in your capacity as Chief Administrative Judge to ask that this nearly three-year-old FOIA suit be scheduled for a hearing on pending motions and final disposition on the merits. As your Honor may be aware, this matter was transferred from Newberry County in January 2012, and no motions have been disposed of in the more-than two years since.

Among the outstanding issues is Mr. Bauknight's assertion, as Trustee of the Legacy Trust, that the Legacy Trust – created by former Attorney General Henry McMaster – is not a public body. Subsequently, the Legacy Trust's counsel at Lewis & Babcock have asserted that the Legacy Trust ceased to exist during these proceedings and should be summarily removed from the case.

Both the Legacy Trust and the Attorney General have also moved to consolidate this matter with Case No. 2010-CP-40-4900, an even older tort suit. Because the Attorney General has subsequently asked the Court to remove him from Case 4900, we believe his consolidation motion is moot. By copy of this letter to Emory Smith, Esquire, I ask that he confirm that the Attorney General no longer seeks consolidation of this matter.

Especially in light of the purposes of the FOIA, we believe that this matter must proceed at the Court's earliest convenience.

Thank you for your consideration.

Sincerely,



Adam T. Silvernail

cc: J. Emory Smith, Esquire
Keith M. Babcock, Esquire
A. Camden Lewis, Esquire
Ariail E. King, Esquire
Adele J. Pope, Esquire

259



SWEENEY WINGATE & BARROW P.A.

August 9, 2011

Reply to: Main Office

Mark V. Gende
(803) 256-2233 x121
mvg@swblaw.com

The Honorable Alison Renee Lee
Richland County Judicial Center
1701 Main Street
Columbia, SC 29201

RE: Russell L. Bauknight, et al. v. Adele J. Pope and Robert L. Buchanan, Jr.
Civil Action No.: 2010-CP-40-04900
Our File: 4077-7389

Dear Judge Lee:

This letter is in response to Adam Silvernail's August 1, 2011 correspondence to you.

It is plaintiffs' opinion that Mr. Silvernail's request that Mrs. Pope's Motion to Compel the production of plaintiffs' privileged fee agreement be heard prior to Mrs. Pope's Motion to Disqualify Sweeney, Wingate & Barrow is improper, because at a recent status conference you already set the order for hearings on motions pending in this case.

At that status conference you directed that in light of the multitude of outstanding motions in this matter, and the related procedural uncertainty, you would do three things. First, you would assign the case to a single judge. Second, you would set the hearing Ms. Pope's Motion to Disqualify Sweeney Wingate & Barrow as the first motion to be heard. Third, you would set for hearing plaintiffs' Motion to Set Aside Default as the second motion to be heard.

Now, Mr. Silvernail and Mrs. Pope seek to further confuse the procedural order of this complex case by filing an additional motion and demanding that this motion be heard before any others. Because Mrs. Pope's motion seeks to override your prior decision concerning the orderly unraveling of the procedural issues in this case, Plaintiff's ask that you disregard her request.

Contrary to the assertions in her motion to compel the fee agreement and its associated affidavit, the court can easily make a determination on Mrs. Pope's motion to disqualify Sweeney, Wingate & Barrow without the production of the fee agreement because the nature of the fee agreement under the facts of this case is a non-issue and totally distinguishable from the matter Mrs. Pope cites in her affidavit, as plaintiffs will show when the motion to disqualify is heard.

Additionally, the affidavit of Mrs. Pope provided to you is an improper Affidavit and amounts to nothing more than Mrs. Pope's attempt to influence the court through innuendo, suspicion and assumptions. The affidavit has few statements of fact as affidavits are required to have. So far in this case Mrs. Pope has filed 13 alleged affidavits totally 74 pages and attaching 54 exhibits. Each of those amounts to little more than attempts at argument through innuendo, speculation, and assumption or attempts at legal briefing through affidavit. Whatever they are they are not proper affidavits. The plaintiffs, therefore, ask the court to disregard Mrs. Pope's unvarnished propaganda parading as an affidavit.

Because of Mr. Silvernail and Ms. Pope's filing their motion to compel the plaintiffs' fee agreement, plaintiffs have no option but to file a Motion for Protective Order concerning the agreement and a Motion to Strike concerning Ms. Pope's Affidavit. Plaintiffs are evaluating a motion for sanctions concerning the improper and excessive affidavits, but will refrain from such a filing at this time.

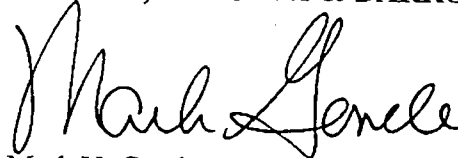
Plaintiffs want to assure you that it was our intent not to file any additional motions until the schedule that you had previously set at the status conference was allowed to run its course in order to avoid further encumbering the court's docket with unnecessary motions. However, due to the actions of Mr. Silvernail and Ms. Pope, plaintiffs' counsel has no other option than to protect the rights of their clients by filing these motions.

I would be happy to respond to any questions that you have concerning this letter.

By copy of this letter I am informing opposing counsel of this communication with the court.

Respectfully,

SWEENEY, WINGATE & BARROW, P.A.



Mark V. Gende

MVG/csh

cc: Adam T. Silvernail, Esquire
Daryl L. Williams, Esquire
Robin A. Braithwaite, Esquire
J. Calhoun Watson, Esquire

STATE OF SOUTH CAROLINA)
)
COUNTY OF NEWBERRY)
)
Adele J. Pope,)
)
Plaintiff,)
)
v.)
)
Alan Wilson, in his capacity as)
Attorney General of South Carolina,)
)
Defendant.)
_____)

IN THE COURT OF COMMON PLEAS

Civil Action No. 2011-CP-36-00379

MOTION FOR EXPEDITED HEARING

FILED
NEWBERRY COUNTY
2011 SEP - 1 P 7:46
JACQUE S. BOWERS
CLERK OF COURT

TO: DEFENDANT AND/OR HIS COUNSEL.

YOU WILL PLEASE TAKE NOTICE that ten (10) days after service hereof, or as soon thereafter as counsel may be heard, Plaintiff Adele J. Pope, through her undersigned counsel, will move for an order granting an expedited hearing on the merits and any then-pending motions in this matter and directing Defendant to produce the requested documents to the Court for *in camera* review at or prior to the hearing.

The grounds for this motion are as follows:

1. On July 19, 2011, Plaintiff requested the public records listed below (the "requested documents") from Defendant, pursuant to the South Carolina Freedom of Information Act ("FOIA"):
 - a. The published policies and/or rules and regulations of the Office of the Attorney General of South Carolina ("AG") with respect to the engagement of private attorneys, including contingency-fee attorneys, by the AG in effect in May 2010.
 - b. The published policies and/or rules and regulations of the Office of the AG with respect to the engagement of private attorneys, including contingency-fee attorneys, by the AG currently in effect

(July 19, 2011).

- c. The contract of the then-AG [Henry D. McMaster] and/or the State of South Carolina engaging Kenneth B. Wingate and Everett Kendall, II to commence Civil Action No. 2010-GC-4000073 in the Probate Court for Richland County on May 19, 2010 on behalf of the AG.
- d. Any contract and/or other document authorizing Russell L. Bauknight to commence Civil Action No. 2010-GC-40-0073 on behalf of the AG and/or the State of South Carolina.

2. Defendant's office declined to provide the requested documents but did not allege that any such document was exempt from being disclosed under FOIA. As a result of the failure to produce requested documents, Plaintiff filed this action on August 10, 2011.

3. Defendant's response to the complaint herein is due on or before September 12, 2011.

4. Plaintiff Adele J. Pope is a defendant in Richland County Case No. 2010-CP-40-4900 ("Case 4900"), in which Defendant herein is one several plaintiffs.

5. The requested documents were among many documents sought in Case 4900 discovery. To date the State has not produced any discovery documents in Case 4900 other than a 2-page witness list.

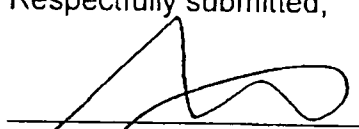
6. Because certain documents sought in Case 4900 discovery are public documents in the possession of public bodies, Plaintiff attempted to obtain some of those documents through FOIA requests.

7. The Richland County Court has recently set a hearing for September 14, 2011. The requested documents are critical to the determination of certain issues to be heard on that date.

8. Defendant should be directed to produce the requested documents to the Court for *in camera* review prior to or during the hearing, so the Court may confirm that all such documents are public documents before it issues a ruling.

For the reasons stated above, Plaintiff asks that the Court issue its order granting an expedited hearing on the merits and any motions to be filed in this matter and directing Defendant to produce the requested documents for the Court's review prior to or during the hearing. This motion is based on the South Carolina Rules of Civil Procedure, applicable case and statutory law, the affidavit of Adele J. Pope filed herewith, and such additional documentation as shall come before the Court prior to the hearing on this matter.

Respectfully submitted,



Adam T. Silvernail
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Post Office Box 1898
Columbia, South Carolina 29202-1898
Telephone: (803) 779-1770
Facsimile: (803) 403-8092
adam@silvernaillawfirm.com

September 1, 2011

Attorney for Plaintiff

STATE OF SOUTH CAROLINA

COUNTY OF NEWBERRY

Adele J. Pope,

Plaintiff,

v.

Alan Wilson, in his capacity as
Attorney General of South Carolina,

Defendant.

IN THE COURT OF COMMON PLEAS

Civil Action No. 2011-CP-36-379

AFFIDAVIT OF ADELE J POPE
SUPPORTING EXPEDITED HEARING
AND IN CAMERA REVIEW OF
DOCUMENTS SOUGHT UNDER FOIA

FILED
NEWBERRY COUNTY
2011 SEP - 1 P
CLERK S. BOWEN
COURT OF COMMON PLEAS

Personally appeared before me, Adele J. Pope, who being duly sworn, deposes
and says:

1. On July 19, 2011 I requested from Attorney General Alan Wilson under the South Carolina Freedom of Information Act ("FOIA") the following public documents.
 - a. The published policies and/or rules and regulations of the Office of the Attorney General of South Carolina ("AG") with respect to the engagement of private attorneys, including contingency-fee attorneys, by the AG in effect in May 2010.
 - b. The same published policies and/or rules and regulations as currently in effect (July 19, 2011).
 - c. The contract of the then-AG [Henry D. McMaster] and/or the State of South Carolina engaging Kenneth B. Wingate and Everett Kendall, II to commence Civil Action No. 2010-GC-4000073 in the Probate Court for Richland County on May 19, 2010 on behalf of the AG.
 - d. Any contract and/or other document authorizing Russell L. Bauknight to commence Civil Action No. 2010-GC-4000073 on behalf of the AG and/or the State of South Carolina.

2. I am informed and believe that justice will be served if this Court expedites the *in camera* review and final hearing on the release of these documents.

STATE OF SOUTH CAROLINA

COUNTY OF RICHLAND

) IN THE COURT OF COMMON PLEAS

)

)

RUSSELL L. BAUKNIGHT, as Trustee of
the James Brown 2000 Irrevocable Trust and
the James Brown Legacy Trust, as Personal
Representative of the Estate of James Brown,
and on behalf of Henry Dargan McMaster, in
his capacity as Attorney General of the State
of South Carolina; Tommie Rae Brown,
individually and on behalf of her minor child,
James Brown; Daryl J. Brown, individually
and on behalf of his minor child Janise
Vanisha Brown; Lindsey Delores Brown;
Deanna J. Brown Thomas; Jason Brown-
Lewis; Yamma N. Brown, individually and
on behalf of her minor children, Sydney
Luma, Carrington Luma, and Tonya Brown;
Venisha Brown; Larry Brown; and Terry
Brown

and

HENRY DARGAN MCMASTER, in his
capacity as Attorney General of the State of
South Carolina; TOMMIE RAE BROWN,
individually and on behalf of her minor child,
JAMES BROWN; DARYL J. BROWN,
individually and on behalf of his minor child
JANISE VANISHA BROWN; LINDSEY
DELORES BROWN; DEANNA J. BROWN
THOMAS; JASON BROWN - LEWIS;
YAMMA N. BROWN, individually and on
behalf of her minor children, SYDNEY
LUMA, CARRINGTON LUMA, and
TONYA BROWN; VENISHA BROWN;
LARRY BROWN; and TERRY BROWN,

Plaintiffs.

v.

Adele J. Pope and Robert L. Buchanan, Jr.,
Defendants.

Case No. 2010-CP-40-4900

DEFENDANT ADELE J. POPE'S
BRIEF IN SUPPORT OF
INJUNCTIONS AS TO RUSSELL
L. BAUKNIGHT AND SWEENEY
WINGATE & BARROW
AND RELATED RELIEF

I. Background

On May 19, 2010 Kenneth Wingate and members of his firm, Sweeney, Wingate and Barrow, PC (collectively "Wingate") commenced this tort action in the Probate Court for Richland County. It was timely removed to the circuit court.

Wingate is sole counsel to 15 private plaintiffs, now also counterclaim defendants, some of whom are minors and most of whom are non-residents of South Carolina ("Private Plaintiffs").

The Complaint asserts that Wingate is also sole counsel for Henry D. McMaster in his capacity as Attorney General of the State of South Carolina (the "State"), and that Defendant Russell Bauknight speaks on behalf of the State.

Plaintiffs seeks tens of millions of dollars of damages from Defendants, asserting both criminal and civil wrongdoing during their service as fiduciaries under the Will and 2000 Irrevocable Trust of entertainment icon James Brown from 2007 until 2009¹.

Defendants were replaced as PR/Trustees by Bauknight on May 26, 2009. Their replacement as Brown's PR/Trustees is under appeal to the S. C. Supreme Court.

A November 6, 2009 Order of the S. C. Court of Appeals confirmed that, effective May 26, 2009, all responsibility and liability for administration of the Estate/2000 pending the outcome of the appeal rests with Plaintiff Bauknight.

Among the false allegations in the Complaint – which would subject Defendants to criminal prosecution, if true – is that Defendants intentionally overstated the value of James

¹ It is undisputed that Buchanan and Pope never served as fiduciaries of the so-called "James Brown Legacy Trust". The Legacy Trust was not created by Brown and not part of his estate plan. It was created by McMaster, with Bauknight as his trustee, in later 2008 or early 2009.

Brown's worldwide music empire when they told the IRS that it was worth about \$85 Million.² Plaintiffs assert this was a false value which Buchanan and Pope were improperly using to obtain a large commission.

Within three weeks of the filing of the Complaint a Wingate principal made a \$1,000 contribution to AG McMaster's gubernatorial campaign.

By Answer and Counterclaim dated September 30, 2010, Defendants denied any wrongdoing and asserted numerous defenses. Among them was that the State is estopped because on July 30, 2008 AG McMaster, after extensive investigation of their actions, wrote Defendants and supported their permanent service as trustees under Brown's Estate Plan. This was just eleven days before McMaster reached a private agreement to replace Defendants, take control of Brown's assets, and destroy Brown's Estate Plan which Defendants are required to defend.

Defendants' counterclaims seek actual and punitive damages and demand a trial by jury on the following causes of action:

1. Abuse of Process;
2. Civil Conspiracy;
3. Intentional Interference with Contract;
4. Fraud under S. C. Probate Code §62-1-106 to circumvent the provisions and purposes of the South Carolina Probate (and Trust) Code; and
5. Attorneys Fees under S. C. Trust Code §62-7-1004.

Plaintiffs failed to timely respond to the counterclaims and are in default. Their

² \$100 Million less a debt resulting from a 1999 financing arrangement (the "TIAA Debt").

Post Office Box 7425
Columbia, South Carolina 29202
Telephone: (803) 765-0600
Facsimile: (803) 765-0619

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1218 Taylor Street
Post Office Box 1898
Columbia, South Carolina 29202-1898
Telephone: (803) 779-1770
Facsimile: (803) 403-8092

September 14, 2011

Attorneys for Defendant Adele J. Pope

STATE OF SOUTH CAROLINA

COUNTY OF NEWBERRY

Adele J. Pope,

Plaintiff,

v.

Alan Wilson, in his capacity as
Attorney General of South Carolina,

Defendant.

IN THE COURT OF COMMON PLEAS

Civil Action No. 2011-CP-36-00379

PLAINTIFF'S
MOTION FOR SUMMARY JUDGMENT

TO: DEFENDANT AND/OR HIS COUNSEL.

YOU WILL PLEASE TAKE NOTICE that on October 3, 2011 or at such other date as the Court shall direct at the Newberry County Courthouse, 1226 College Street, Newberry, South Carolina, Plaintiff Adele J. Pope, through her undersigned counsel, will move for an order granting her summary judgment on all claims in her complaint.

The grounds for this motion are that, viewing the evidence in the light most favorable to Defendant, there is no genuine issue of material fact as to the following:

1. The Office of the South Carolina Attorney General is a public body under the South Carolina Freedom of Information Act ("FOIA").

2. On July 19, 2011, Plaintiff requested the public records listed below (the "requested documents") from Defendant, pursuant to FOIA:

- a. The published policies and/or rules and regulations of the Office of the Attorney General of South Carolina ("AG") with respect to the engagement of private attorneys, including contingency-fee attorneys, by the AG in effect in May 2010.
- b. The published policies and/or rules and regulations of the Office of

Respectfully submitted,



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September 21, 2011

Attorney for Plaintiff

EXHIBIT B

[print](#)

AG's promise to release contracts may resolve Newberry James Brown FOIA case

by Sue Summer
For The Observer
09.21.11 - 08:07 am

In Newberry on Sept. 12, Attorney General (AG) Alan Wilson filed a motion to dismiss a Freedom of Information Act (FOIA) lawsuit in which he was asked to release copies of public documents related to the James Brown music empire.

Among the requested documents was a contingency-fee agreement between former AG Henry McMaster and outside counsel, Columbia attorney Ken Wingate. Wingate represents the State and about 15 private plaintiffs in a Brown suit in Richland County.

Other Brown cases are pending in the Aiken County Circuit Court, the S.C. Court of Appeals, and the S.C. Supreme Court.

The FOIA lawsuit was filed by Newberry resident Adele Pope in August. She and Aiken attorney Robert Buchanan, former Brown trustees, have repeatedly attempted to obtain the fee agreement and other documents for 10 months.

Only two days after Wilson's motion to dismiss the Newberry FOIA suit, on Sept. 14, The State newspaper reported Wilson had announced, through an agency spokesperson, that contingency agreements with outside law firms are available to members of the public who request them and that the AG's office is in the process of posting all such agreements on its website.

"We hope this announcement means that the AG will release the public documents which Pope and Buchanan have been trying to obtain for almost a year, first from McMaster and now from Wilson," said Adam Silvernail, Pope's attorney.

The unreleased contingency-fee contract between McMaster and Wingate authorized Wingate to sue Buchanan and Pope on behalf of the state while simultaneously representing about 15 private plaintiffs.

In a hearing scheduled for Richland County Sept. 14, Pope and Buchanan sought to disqualify Wingate from representing both the state and the private individuals.

In a brief filed last week, Pope also asked that current Brown trustee, Columbia CPA Russell Bauknight, be enjoined from asserting that he acts for the state or the AG. Bauknight replaced Pope and Buchanan as trustee and serves at the AG's pleasure.

Bauknight and AG Wilson have both refused to produce the contingency-fee contract and other documents requested by Pope's two FOIA lawsuits, including documents related to the value of Brown's assets and a copy of McMaster's "Legacy" trust.

In 2008 McMaster forged an agreement with some of Brown's claimed heirs, all of whom were disinherited from his worldwide music empire, and gave them more than half of Brown's assets.

In late 2008 or early 2009, McMaster set up the "Legacy" trust with Bauknight as trustee. To date, no signed complete copy of the Legacy trust has been produced, but at least two incomplete drafts are on file in Aiken County.

Before the McMaster agreement, Brown's estate plan gave his music empire to the "I Feel Good" trust to provide scholarships for needy and deserving students.

Brown's music empire—with royalties to about 850 songs, as well as publicity rights—was widely reported to have a value of \$100 million at his death, less a \$15 million debt. At about \$80 million, the "I Feel Good" trust would have been South Carolina's largest private foundation dedicated solely to scholarships for needy and deserving students.

In December 2010, however, Bauknight filed documents with the Internal Revenue Service placing a \$4.7 million value on Brown's worldwide music empire at his death in 2006.

According to J. David Black of the Columbia law firm Nexsen/Pruett, which represented Bauknight in the IRS filing, Bauknight's \$4.7 million value for Brown's music empire at death is based upon an independent professional appraisal, authorized by Bauknight. When reached by email, Black failed to disclose the name of the New York appraiser.

In Black's email, he claimed Brown's music empire was worth \$4.7 million "because of outstanding debt and bond issues as well as Mr. Brown's prior advisors' mismanagement of his assets." He said further that all of Brown's assets, including the music, had a value of only \$5.7 million.

In 2007 David Cannon, one of three original trustees appointed by Brown, resigned after Pope and Buchanan discovered he had taken \$900,000 from Brown's Trust the previous year. Cannon was indicted in 2010 for felony breach of trust with respect to Brown's assets between 1999 and 2006. He was also indicted for a 2008 forgery related to Brown.

Cannon has not yet been tried, but in November 2010 he was placed, along with former trustee Albert "Buddy" Dallas, on Wingate's witness list in the Richland County case.

Pope and Buchanan, who valued Brown's music assets at about \$85 million, have challenged McMaster's agreement and Bauknight's valuation.

When asked by email when the Wingate contract would be available on the AG's website, spokesperson Mark Plowden responded Tuesday morning, "I am on medical leave, but will have someone send it to you."

Judge Casey L. Manning continued the Richland County hearing to consult with Chief Administrative Judge Alison Renee Lee.

FOIA and his own office's policy related to the State's contracts with outside counsel.

c. Even after AG Wilson's public announcement in The State newspaper that the AG's contracts with outside counsel were public documents; would be sent to anyone requesting them; and would be posted on the AG's website, AG Wilson's Office still refused to deliver the documents to me.

d. The AG's 60-day refusal to comply with a valid FOIA request violates both the letter and spirit of FOIA and, on information and belief, should not be tolerated by the Constitutional Officer who has the duty to enforce the criminal laws related to FOIA noncompliance.

3. My support for each of these reasons is contained in my filings, which I incorporate by reference, and in the tens of thousands of public James Brown documents (at least 135 boxes) now in the possession and/or control of AG Wilson and made public by waiver of former James Brown PR/Trustees, the August 10, 2007 Order of the Honorable Doyet A. Early, III in Aiken County Case No. 2007-CP02-0122, or both.

4. I am informed and believe that AG Wilson's refusal to comply with my FOIA requests is not only covering up the AG's Office's participation in and/or endorsement of Bauknight's fraudulent \$4.7 Million valuation of James Brown's worldwide music empire, but delaying public inquiry into other important questions, including:

a. Why did AG McMaster not indict David Cannon for 2 years after it was known that he took more than \$12 Million from James Brown? [Exhibit A, emphasis supplied]

b. Why has David Cannon never been tried? [See indictments, Exhibit B-1 - B-9, emphasis supplied]

c. Did political contributions of Canon/Dallas/Terry's Atlanta lawyers affect McMaster's prosecutorial decisions?

d. Has Wingate – the State's sole attorney in a civil suit – botched the State's pending criminal case against Cannon by naming Cannon as a

witness for the State in a civil suit against Bob Buchanan and me?
e. Did AG McMaster's Office, Wingate and Cannon strike a secret deal in November 2010 when Wingate listed Cannon as the State's witness? If so, what was the deal? Was it legal?

f. Has Bauknight now made Cannon's pending trial and conviction impossible by hiring Cannon's powerhouse former attorney Camden Lewis to try to stop McMaster's Legacy Trust from complying with FOIA requests?

h. Did Bauknight hire the Lewis Firm to try to gather back and control public documents and information the Lewis Firm holds which show:

1. The \$85 Million valuation of Brown's assets made by Dallas when Lewis was his attorney is correct.

2. The at least \$85 Million value placed on Brown's assets by Lewis' then-co-counsel William Hammond is correct.

3. Without consent of the Lewis Firm, Cannon & Dallas lied a lot to the Court and fabricated documents.

4. When Cannon resigned in August 2007, the Lewis Firm obtained an order relieving it of its obligations to Cannon in discovery.

5. The Lewis Firm carefully represented Cannon¹ and Dallas² only as fiduciaries; did not know they secretly tried to move Brown's assets to Georgia in July 2007³; did not know they fabricated a second schedule to Brown's 2000

¹Until August 10, 2007

²Until November 20, 2007

³ On July 10, 2007 Powell Goldstein sent Dallas & Cannon secret documents to move the James Brown 2000 Trust to Georgia. This was just before Bob Buchanan and I discovered Cannon had taken \$900,000 in 2006. [Exhibit C] At the same time Cannon, Dallas & Terry's son Forlando were working with PG and Greenberg Traurig to sell Brown's assets for \$100 Million; pay Cannon & Dallas about \$10 Million publicly in commissions; and also give Dallas and Cannon options or "kickback" from the IPO to be created.

The Lewis Firm, although representing Dallas and Cannon at the time, was not involved in – nor do I believe they were apprised of – the proposed move or demand for options or a "kickback" until after both happened.

Trust after Brown died; and did not learn of Dallas' and Cannon's \$12+ Million of misappropriations until at least November 2007.

6. Between 1999 and 2006 Brown earned at least \$50 Million as follows:

In Road Show Revenues, etc.	\$ 25,000,000.00+
In Royalties	<u>\$ 25,000,000.00+</u>
	\$ 50,000,000.00+

7. From 2003 - 2006 Brown's income averaged more than \$5 Million per year, with:

Road Shows (Wm. Morris)	\$ 18,000,000.00+/-
Royalties	<u>\$ 12,000,000.00+/-</u>
	\$ 30,000,000.00+/-

8. A sampling of Brown's more than 100 shows in 2006 – the year he turned 73-- includes the following minimum payments :

Peace Center, Greenville - 1 show	\$ 50,000.00
Hollywood Bowl - 1 show	\$ 75,000.00
Baltic States Tour - 2 shows	\$ 195,000.00
Italy Tour - 8 days, 6 shows	\$ 480,000.00
Belgium - 1 show	\$ 75,000.00
Liverpool - 1 show	\$ 80,000.00
Vienna - 1 show	<u>\$ 75,000.00</u>
Total (13 shows)	\$1,030,000.00

9. In February 2007 Rodney Peeples, later the Lewis Firm's co-counsel, confirmed to the Court that Brown earned \$1 Million a week in his annual 3-week overseas show tours.

10. Brown's Publicity Rights are huge, including Brown's Global Gaming contract negotiated just before Brown's death - projected to produce \$500,000 per year after a 2-3 year development period.

11. In 2007 Terry and son Forlando became joint venturers with Cannon and Dallas in the proposed Brown \$100 Million asset sale; IPO and options or "Kickback" to Cannon and Dallas being organized by two Atlanta Firms.

12. As the above facts were about to be fully explored in Court on November 20, 2007, Dallas – on the advice of the Lewis Firm – resigned. [Cannon had already resigned in August after Bob and I discovered he took \$900,000.00 2006.]

FURTHER DEPONENT SAYETH NOT.

Adele J. Pope
ADELE J. POPE

SWORN TO before me this
21st day of September, 2011

[Signature] (L.S.)
Notary Public for South Carolina
My Commission expires: 7/13/2016

STATE OF SOUTH CAROLINA

COUNTY OF NEWBERRY

Adele J. Pope,

Plaintiff,

v.

Alan Wilson, in his capacity as
Attorney General of South Carolina,

Defendant.

IN THE COURT OF COMMON PLEAS

Civil Action No. 2011-CP-36-379

SUPPLEMENTAL

AFFIDAVIT OF ADELE J POPE

IN SUPPORT OF SUMMARY JUDGMENT
AND EXPEDITED HEARING

Personally appeared before me, Adele J. Pope, who being duly sworn, deposes
and says:

1. I ask the Court accept the letter of C. H. "Sonny" Jones, attached hereto as
Exhibit A, received by me at approximately 4:30 on Thursday, September 22nd, as
additional evidence that the Attorney General's Office has acted in bad faith by refusing
to comply with my FOIA request of July 19, 2011 for more than 60 days.

2. I am informed and believe that the statement of the S.C. Supreme Court in
the 2000 Case of State v. Cooper that "[a]s a party to a lawsuit, the Attorney General,
acting as an embodiment of the State, becomes subject to the authority of the Court,"
applies to AG Wilson's office and Sonny's actions.

3. I am informed and believe that Sonny did not follow the South Carolina Rules
of Civil Procedure because:

a. Sonny is not a lawyer in the Case in which he wrote the letter.

b. Neither AG Wilson, nor any attorney at the AG's Office has ever appeared as
counsel of record in the case in which Sonny wrote the letter.

Counsel Retention Agreement and all other Litigation Retention Agreements - as he has promised.

6. I believe that Sonny Jones, acting for AG Wilson, is stonewalling my valid FOIA requests to cover up Sonny's improper relationships and dealings, especially with Russell Bauknight, Terry Brown, James Brown's companion Tommie Rae and David Cannon and/or their agents.

7. I am informed and believe that the public has a right to know why Russell Bauknight, while serving at the pleasure of the Attorney General, lied to the IRS about Bob Buchanan and me; repeated a portion of that lie to the Supreme Court; then threatened me with lawsuit if I exercised my FOIA rights. [C]

8. I am informed and believe that the documents I have requested will show:

a. AG McMaster, through Sonny, had an improper relationship with David Cannon, including accepting political contributions from Cannon's lawyers during his criminal investigation and naming Cannon, who awaits trial on multiple felonies, as a witness for the State against Bob and me.¹

b. AG McMaster, through Sonny, has an improper relationship with Tommie Rae and/or her agents, who either assisted with and/or condoned Bauknight's fabricated \$4.7 Million value for Brown's worldwide music empire.

c. Sonny has an improper relationship with Terry Brown, his son Forlando and/or their agents.

d. The improper relationships of the AG's Office with persons who do not serve the public interest help explain why Sonny/AG McMaster took control of Brown's private property, then gave away \$50 Million, taking it from scholarships for needy students.

e. With knowledge of some of Sonny's actions, AG Wilson still refuses to comply with my proper FOIA requests.

¹See Wingate Witness List dated 11/12/2010 - the only discovery document the Wingate Firm has produced in Case 4900 in the 16 months since the suit was filed on May 19, 2010.

9. I am informed and believe that Sonny continues to abuse the power and public trust placed in his AG/employers by the laws and people of S. C. by:

- a. Treating James Brown's private property as if it belonged to Henry McMaster, even referring to Brown's private assets as "the Attorney General's money."
- b. Using the power of the AG's Office and James Brown's assets to get even with people who won't hire lawyers McMaster/Sonny select.
- c. Destroying Brown's Estate Plan and taking over his private property, striking what may be a death blow to private philanthropy in South Carolina.
- d. Creating a \$100 Million political pocketbook for the Attorney General to use to grant favors to, then solicit campaign contributions from, more than 30 lawyers and advisors to Bauknight, Terry, Tommie Rae and others, all of whom Brown specifically disinherited from his music empire.² [C, D]

² AG McMaster's \$50 Million "gift" from Brown's "I Feel Good" Foundation to persons Brown intentionally disinherited from the music empire will transfer more than \$13 Million to 30 lawyers, most contingency fee lawyers whose clients' claims to set aside Brown's Estate Plan were baseless; less than 8 months old on August 10, 2008; and had not even entered the discovery stage, as follows:

Tommie Rae - \$20 Million (Lawyers (est'd): \$6.6 Million)
Some Levenson Clients - \$25 Million (Lawyers; \$150,000+30% -about \$7.7 Million.)
Terry Brown - \$5 Million and Right of First Refusal to Buy James Brown assets
(Fees undisclosed)

Loss from McMaster's Legacy Trust may be even greater. Bauknight asserts the Legacy Trust, although controlled by AG Wilson and created by AG McMaster who used his public authority to take over James Brown's private assets, is "private" and not subject to public scrutiny.

Potential for abuse and conflict by a politician through control of private charitable funds (even his own family's money), was addressed in the Spitzer Ethics Opinion, NY Ethics Opinion 06-06.

47 ½% of the funds payed Bauknight's 10 lawyers at NP will come from the "I feel Good" Trust, now also controlled by AG Wilson through Bauknight. [The other 52 ½% of the costs will come from the \$50 Million AG McMaster already "gave" away.]

Bauknight's claimed commissions are not yet known, and he asserts that is private.

- e. Attempting to destroy the careers of anyone who dares to challenge what McMaster did, or tries to save Brown's \$80 Million "I Feel Good" Trust for the needy and deserving students Brown intended to benefit.
 - f. Destroying James Brown's private Trust for the education of 7 designated grandchildren, with each to have about \$285,000.
 - g. Funneling about \$50 Million from the "I Feel Good" scholarships to people Brown intentionally disinherited and their lawyers.
 - h. Hiring Wingate – who knew nothing and conducted no due diligence – to falsely accuse Bob and me of the crime of overstating Brown's music empire at about \$85 Million – which value was both accurate and conservative.
 - i. Working with Bauknight, Tommie Rae and Terry to fabricate the \$4.7 Million alleged value of Brown's music empire to cover up what they did to destroy the "I Feel Good" Foundation.
10. Some of Sonny's actions to destroy the "I Feel Good" private foundation are described below.
11. Brown died on December 25, 2006 leaving The James Brown "I Feel Good" Foundation, about to be S. C.'s largest ever private foundation dedicated solely to the education of needy and deserving students in schools in S.C. and Georgia, about \$80 Million.
12. In two valid Estate Plans – 1999 and 2000 --Brown specifically omitted all heirs and claimed heirs from his \$100 Million worldwide music empire.³

In sharp contrast, if AG McMaster's August 10, 2008 agreement had not been reached or were overturned-- Bob and I have projected that attorneys' fees and costs of defense of the Estate Plan, administration and fiduciary commissions will be only 7% of the Estate/Trust. This is less than 1/7 of the \$50 Million AG McMaster gave away.

³ By 1999 Brown had amassed a \$100 million music empire. He borrowed \$26 million that year to diversify for retirement. Cannon had secretly taken most of the retirement money by 2002. The 7.98% note ("TIAA Debt") was secured by Brown's royalties to more than 800 songs, which earned \$25 Million between 1999 and 2006. Brown earned another \$25 Million during the same period for his Road Show performances. Brown earned about \$6 Million each year his last

13. Brown's fiduciaries were directed to vigorously enforce the Estate Plan against any challenges and *In Terrorem* clauses gave them leverage against expected challenges.⁴

14. In January 2007 Brown's son Terry and 5 siblings agreed to pay Atlanta lawyer Louis Levenson \$150,000 plus 30% of what he could get them by undoing Brown's Estate Plan. [D]

15. Instead of challenging the Estate Plan, the Levenson clients brought suit in Aiken County ("Case 122") claiming their status under the Estate Plan. They sought to remove Brown's PR/Trustees Cannon, Dallas and Bradley. Brown's companion Tommie Rae sought similar relief.⁵

16. Some Levenson clients, through family company Pinnacle, also issued a prospectus to raise \$200 Million to acquire the James Brown assets. [E]

17. On March 7, 2007 Jg. Early appointed Bob Buchanan and me as non-fiduciary SAs to oversee the PR/Trustees.

18. In 2007 Cannon bought a \$200,000 lot and paid \$866,000 cash for a turnkey retirement home on Roatan Island, Honduras.

3 years. The TIAA Debt was reduced to about \$15 Million when Brown died, making the net value of his assets at death about \$85 Million.

⁴ Brown had about a dozen claimed children, including 3 proven biological children he did not acknowledge.

⁵ Brown had a prenuptial agreement with companion Tommie Rae, but she failed to disclose she was married when she and Brown had a marriage ceremony in 2001. When Brown discovered Tommie Rae was married, she obtained an annulment. Then, based on her annulment Order which found Tommie Rae had married Javed Ahmed, Brown sued Tommie Rae to void his marriage to her. The suit was settled with Tommie Rae's contract never to claim to be Brown's common law wife.

the former PR/Trustees' \$15 Million commission claim, a TIAA issue, and other factors suggested we should not proceed at that time.¹⁰[K]

24. On December 8 Cannon was held in contempt of court on various issues. [L]

25. On December 14 McMaster/Sonny challenged our appointment as Trustees – not as PRs.

26. Between December 19 and 26, 2007 some of the people who had already ratified the Will and Brown's 2000 Irrevocable Trust challenged the Estate Plan.

27. On December 28 PoGo lawyer Dempsey secretly worked on a brief to help Dallas have Jg. Early recused. [M].

28. On January 2, Forlando, through PoGo, filed suit in Federal Court to return Cannon and Dallas as trustees. Sonny – asserting the 11th Amendment – would not help us defend this frivolous suit.

30. The PoGo/Forlando suit was so close to Sonny's Case 122 filing that Sonny had to remind Jg. Early the AG was not involved in Forlando's federal suit. [M]

31. In January 2008 with Sonny's accusations so inexplicably strong, and false, Bob and I asked Jg. Early to conduct a full hearing on the propriety of both our appointment and service. [O] .

32. In a January 8, 2008 Order Jg. Early praised our service and awarded Bob and me \$317,000 in fees, plus costs, for our 8-month service as Special Administrators (SAs) and ongoing time-plus-costs payments as PR/Trustees. No appeal was taken

¹⁰ Within a year, most claims under the suspect "October 18 Letter", which was prepared as Brown declined in late 2006 and not signed by Brown until after everyone else signed, had either been withdrawn, dissipated, or substantially reduced.

from the January 8 Order. [P].¹¹

33. In February 2008 Kendall and Jim sued Cannon and others to recover the \$12+ Million taken between 1999 and 2006.

34. In February 2008 AG McMaster appeared with Forlando on WIS TV, falsely accusing Bob and me of "going past the stop sign of conflict of interest" by working for the family instead of the "poor kids". [Q]

35. In February 2008 Terry/TJBL offered \$90 - \$102 Million for Brown's assets.

36. By March PoGo represented TJBL - now it had all of Cannon, Terry, Forlando and TJBL.

37. In March 2008, trying to avoid Jg. Early's reconfirmation of our appointment, Sonny told Jg. Early he had learned "last night" that Bill was appointed Brown's Trustee. He had known for 5 months that Bill was appointed and did not accept.¹² [R]

38. On March 27 Terry/TJBL made a third \$90 - \$102 Million offer.

39. By March Sonny was relying heavily on Tommie Rae's attorney.¹³

40. By April PoGo made the first of its big campaign contributions to McMaster.

41. In his April 8, 2008 Order, Jg. Early found that Bob's and my appointment and service as both SAs and PR/Trustees had all been ethical and appropriate. [S]

¹¹ Jg. Early's Order of January 8, 2008 approved the SA fees and ongoing payments to us as PR/Trustees. Because the Estate was illiquid, the Order provided that we be paid interest on amounts not timely paid. The amount due on May 26, 2009 when we were replaced was about \$1.9 Million.

¹² Nobody challenged our appointment as PRs - just Trustees.

¹³ The damage Sonny/AG McMaster caused to Brown's \$40 - \$50 Million Royalties through reliance on Tommie Rae's advisors and ignorance of even basic concepts within the copyright laws by AG McMaster's office is described in the April 2010 draft of an article Jeff Smith and I are writing: "Private Foundations, Copyright Heirs and Musical Millionaires - why the James Brown "I Feel Good" Trust doesn't..."

42. I am informed and believe the April 8 Order is binding on the AG and all Case 122 parties.

43. Bob and I met with AG McMaster on May 28, 2008.

44. AG McMaster appeared reasonable, and willing to help us preserve and protect the "I Feel Good" Trust.

45. By the next day, however, and until July 14, Sonny continued to assert we had no authority to act. [T]

46. We wrote AG McMaster expressing our concern about what Sonny was doing to damage Brown's Estate Plan and the "I Feel Good" Foundation. [U]

47. On July 14, when the Ct. of Appeals confirmed our authority to act, Bob and I proceeded to resolve, within 4 months, more than \$31 Million of claims – mostly frivolous – in favor of the Estate. But for Sonny and Bauknight, the Cannon Group's frivolous \$15 Million claim would have already been resolved.

48. On July 30, AG McMaster confirmed that he approved Bob and me as 2 of the 3 permanent trustees. [V]

49. The next day, July 31, Sonny invited Tommie Rae's attorney to a meeting he was having ^{with a} TJBL representative. The attorney's report – describing me as "Adolph" and the Cannon Group as "the three As" – is indicative of Sonny's actions. [W]

50. On August 10, 2008 Sonny attended a secret mediation and agreed for AG McMaster to give away \$40+ Million from the "I Feel Good" Trust to: Tommie Rae and her lawyers (about \$20 Million); and Attorney Levenson and his "clients" – with no decision about who would get it (about \$20 Million). McMaster signed it.

51. Brown's entire \$100 Million would be placed in McMaster's "Settlement Entity," now the James Brown Legacy Trust, then disbursed when it was sold.

52. McMaster had just taken more than \$12 Million from needy students and made a gift to Levenson and Tommie Rae's lawyers -- who had done virtually nothing to show they even had a basis to challenge Brown's Estate Plan.

53. The plan -- which Bob and I could not endorse -- was to replace Bob and me, but still require us to sign the Agreement -- promising not to criticize McMaster or what he had done to destroy the "I Feel Good" Trust. Our fiduciary duty prevented us from doing that.

54. In September -- with the terms of the August 10 Agreement still undisclosed to the public -- we asked Sonny/AG McMaster to help us with the Estate Tax Return, due September 25. They would not. [X]

55. On September 25, 2008 the Estate Tax Return, correctly reported Brown's assets at about \$85 Million -- \$100 Million less the TIAA Debt. A Charitable Deduction of about \$83 Million was taken for what should have gone to the "I Feel Good" Foundation. [Y]

56. In September 2008 Forlando testified under oath that \$150 Million offers were still available for Brown's assets.

57. On November 12, 2008 Cannon delivered a forged "compensation agreement" intended to frame Bob and me by making it appear the \$900,000 taking we discovered was compensation.

58. So far as I know, Sonny never reported Cannon's forgery to Judge Early.

59. In January 2009 Sonny filed a Motion to approve the McMaster settlement.

60. On January 29-30, 2009 Sonny completed the destruction of Brown's Estate Plan by giving Terry nearly 5% of Brown's assets and a 10-year right of First Refusal to buy Brown's assets. This motivated Terry to be part of the biggest dirty trick

to date – Bauknight's \$4.7 Million valuation of the \$100 Million assets Terry has a right to buy. [Z]

61. A few minutes later Bauknight told the Court this was good for the "I Feel Good" Trust. He did not disclose he was already the trustee for the \$100 Million Legacy Trust McMaster had created to control Brown's assets.

62. Even Dallas and Bradley – who opposed Bob and me in virtually every other respect -- filed a Complaint to remove Bauknight as SA/ST for this destruction of Brown's Estate Plan. [AA]

63. On March 23 Sonny finally revealed that Bauknight was the trustee of McMaster's Legacy Trust.

64. In March Sonny, and later Bauknight stopped an advantageous 2-year Publicity Right contract with GreenLight. [AB]

65. Based on the \$4.7 Million valuation and actions at the time, it now appears that the Publicity Rights contract was sabotaged – and millions lost – as part of the devaluation scheme. Some of the public documents I have requested will shed light on the AG's office's role in this.

66. The May 26, 2009 Order approving what AG McMaster/Sonny did was appealed; has been briefed; and is scheduled to be heard by our Supreme Court. I believe the outcome will not change the public's right to know what Bauknight and AG Wilson are doing with Brown's \$100 Million music empire.

67. On June 5, 2009 Bauknight's attorney David Black directed Jim and Kendall not to speak with Bob and me about anything confidential in the case against the Cannon Group – effectively gutting the attempt to recover the \$12 Million.

68. In February 2010 Cannon was indicted for felony breach of trust for every

year from 1999 - 2006 and for the forgery in November 2008.

69. In April Tommie Rae's agent threatened that Sonny had already engaged Ken Wingate to sue us if we did not drop our appeal.

70. Ken filed suit against us on May 19, 2010, falsely accusing us of crimes, and asserting we caused "tens of millions" of dollars of damages.

71. In November Ken listed Cannon as one of the AG's witnesses against us in his suit.

72. Between his August 10, 2008 takeover of James Brown's assets and the gubernatorial primary on June 8, 2010 McMaster received more than \$12,000 in campaign contributions from attorneys involved in the James Brown litigation and those McMaster had pressed us to hire to represent the Estate/2000 Trust.

73. In December 2010 Russell told the IRS Bob and I had lied on the Estate Tax Return when we valued Brown's music empire at about \$85 Million. It was Russell who lied by asserting it – and the \$12 Million Cannon claim – were worth less than \$4.7 Million when Brown died.

74. When AG McMaster left office in January 2011, Cannon had not been tried, even though the details of what he took from James Brown had been fully uncovered 3 years earlier, in January 2008.

75. On May 3, 2011 Russell filed the false \$4.7 Million value representation with the Probate Court.

76. On May 6, 2011 Sonny and Russell asked our Supreme Court to accept that \$4.7 Million value as correct and supplement the appeal record.

77. In July the Supreme Court declined to supplement the record.

78. I believe my FOIA suits are the appropriate forum – as I have requested – to

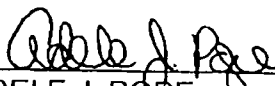
decide if the Legacy Trust McMaster created with private assets he took from James Brown is a public body under FOIA, and whether AG Wilson must produce the public documents I have requested.

79. I believe the public has a right to know how AG McMaster, AG Wilson – or any future AG – uses private property taken over under what AG McMaster asserted was his *parens patriae* authority.

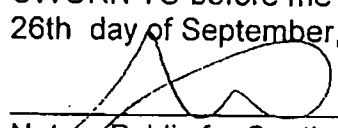
80. I believe the public documents AG Wilson and the Legacy Trust are refusing to produce will reveal some of the answers to these difficult questions.

81. A list of some of the public documents I have relied on, with copies of some, is attached to this Affidavit.

FURTHER DEPONENT SAYETH NOT.


ADELE J. POPE

SWORN TO before me this
26th day of September, 2011



Notary Public for South Carolina
My Commission expires: 7/13/2016

(L.S.)

Exhibit A



ALAN WILSON
ATTORNEY GENERAL

September 22, 2011

VIA HAND DELIVERY AND E-MAIL
The Honorable L. Casey Manning
Richland County Circuit Court
PO Box 192
Columbia, SC 29202

RE: Russell L. Bauknight, et al. v. Adele J. Pope and Robert L. Buchanan, Jr.
Case No.: 2010-CP-40-4900

Dear Judge Manning:

At the hearing before your Honor in the above-referenced matter on September 14, 2011, the Court continued the pending Motions and stated that everything would be stayed pending your consulting with Judge Lee regarding the appointment of a single judge to handle all matters related to this case.

This Office received a request from the media for a document that is arguably the subject of at least two motions pending in the case: (1) Defendant Pope's Motion to Compel Production of Contingency-Free Contract and Related Documents Prior to Hearing on Injunction, and (2) Plaintiffs' Motion for Protective Order Concerning Various Documents Requested by Defendant Adele J. Pope.

Because the document which is the subject of the request is also the subject of at least two pending motions and the Court has stayed all matters in the case, the Attorney General seeks guidance from the Court as to whether it would be a violation of your Order to provide the document pursuant to the request. The Office is ready and more than willing to provide the document at this time. However, in an abundance of caution the Office will not provide the document until it receives further guidance from the Court as to whether it would be a violation of the Court's order to provide the document. Please advise if you would be available for a brief status conference to provide guidance to this Office on this matter.

291

Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to be "C. H. Jones, Jr.", written over a circular stamp or seal.

C. H. Jones, Jr.
Assistant Deputy Attorney General

cc (via e-mail):
Mark V. Gende, Esq.
J. Calhoun Watson, Esq.
Daryl L. Williams, Esq.
Adam Silvermail, Esq.
Robin A. Braithwaite, Esq.

Exhibit C

**THE STATE OF SOUTH CAROLINA
In The Supreme Court**

**APPEAL FROM AIKEN COUNTY
Court of Common Pleas**

**Doyet A. Early, III, Circuit Court Judge
Case No. 2008-CP-2-1647**

Alan Wilson, in his capacity as Attorney General of the State of South Carolina; Daryl J. Brown, on behalf of his minor children, Lindsey B. and Janise B.; Deanna J. Brown Thomas, on behalf of her minor child, Jason L.; Yamma N. Brown, on behalf of her minor children, Sydney L., Carrington L., and Tonya B.; Vanisha Brown; Larry Brown; Tommie Rae Hynie Brown; and James B., through his Guardian ad Litem Respondents,

v.

Albert H. Dallas, Alfred A. Bradley, and David G. Cannon, Individually and as (purported) Trustees of the James Brown 2000 Irrevocable Trust; Adele J. Pope and Robert L. Buchanan, Jr., Personal Representatives of the Estate of James Brown and Trustees of the James Brown 2000 Irrevocable Trust; Terry Brown; Romunzo Brown; Forlando Brown; Cinnamon N.M. Paris; LaRhonda Pettitt; Jeanette Mitchell; and Russell L. Bauknight, as Special Administrator and Special Trustee for the Estate of James Brown and the James Brown 2000 Irrevocable Trust,

of whom Robert L. Buchanan, Jr. and Adele J. Pope, as Personal Representatives of the Estate of James Brown and Trustees of the James Brown 2000 Irrevocable Trust are Appellants,

And Albert H. Dallas, Alfred A. Bradley, and David G. Cannon, Individually and as (purported) Trustees of the James Brown 2000 Irrevocable Trust; Terry Brown; Romunzo Brown; Forlando Brown; Cinnamon N.M. Paris; LaRhonda Pettitt; Jeanette Mitchell; and Russell L. Bauknight, as Special Administrator and Special Trustee for the Estate of James Brown and the James Brown 2000 Irrevocable Trust are Respondents.

In re: The Estate of James Brown and The James Brown 2000 Irrevocable Trust u/a/d/ August 1, 2000.

**MOTION TO SUPPLEMENT THE RECORD PURSUANT TO
RULE 212(b), SCACR, OR IN THE ALTERNATIVE, TO TAKE JUDICIAL
NOTICE OF RECORDS FILED IN A RELATED PROCEEDING**

TO: THE HONORABLE CHIEF JUSTICE AND ASSOCIATE JUSTICES OF THE
SOUTH CAROLINA SUPREME COURT:

368 S.C. 342, 373, 628 S.E.2d 902, 919 (Ct. App. 2006) ("Issue preservation rules are designed to give the trial court a fair opportunity to rule on the issues, and thus provide [the Court] with a platform for meaningful appellate review.").

ANALYSIS

In their brief, Appellants argue: (1) that the settlement will cause serious tax problems for the James Brown Estate and Trust (the "Estate and Trust"); and (2) without the aid of a professional appraisal, Appellants contend that the combined Estate and Trust are worth roughly \$100 Million. Specifically, Appellants make the following misleading representations to this

Court:

Tax Consequences:

- On page seven (7) of their brief, Appellants state that "the settlement would cause the loss of the estate tax deduction, resulting in about 50% taxes and interest."
- On pages thirty-eight to thirty-nine (38-39), Appellants devote a section of their brief to argue that the settlement will cause serious tax problems. They note that the "settling parties offered no evidence to refute the evidence of a likely tax disaster. Instead, their counsel reassured the court that they were 'dedicated' to preventing it." *Id.* at 39.

Valuation:

- On page five (5), footnote five (5), of their brief, despite never having obtained a professional appraisal, Appellants state that the late James Brown's assets have been valued at roughly \$80-120 Million.
- On page thirty-two (32) of their brief, Appellants note that the trust could be funded with \$100 Million.

See Final Brief of Appellants at pp. 5, 7, 32, 38-39.

Following the circuit court's approval of the Settlement Agreement and after Appellants entered their notice of appeal, Russell L. Bauknight ("Mr. Bauknight") engaged a nationally recognized firm to conduct the valuation and appraisal of the Estate and Trust. This is the first

STATE OF SOUTH CAROLINA
COUNTY OF: AIKEN
IN THE MATTER OF: JAMES BROWN

IN THE PROBATE COURT
INVENTORY AND APPRAISEMENT
CASE NUMBER: 2007-ES02-0058

☐ ORIGINAL
☒ SUPPLEMENTAL # 1

Personal Representative(s): Russell L. Bauknight

Decedent's Social Security Number: 260-32-3801

Was there a will? ☒ YES ☐ NO

Decedent's Date of Death: 12/26/2008

Decedent's Death: Aiken

(county) (state)

The undersigned, being sworn, states: That the following schedule contains a complete and accurate inventory and appraisal of all real and personal property of this estate as far as the undersigned is informed. That he/she has estimated and/or appraised all listed property at its fair market value, according to the best of his/her knowledge and ability.

SWORN to before me this 3rd day of May, 2011.

[Signature]
Notary Public for South Carolina

My Commission Expires: 5/22/12

Signature: [Signature]

Name: Russell L. Bauknight

Address: PO Box 1330

Columbia, SC 29202

E-mail: _____

Telephone (O): 803.771.8943

(H): _____

Signature: _____

Name: _____

Address: _____

E-mail: _____

Telephone (O): _____

(H): _____

Attorney: Fred L. Kingmore, Jr.

Address: PO Drawer 2426

Columbia, SC 29202

E-Mail: _____

Telephone: 803.283.8284

For estates of decedents, the gross fair market valuation of all assets, regardless of situs, should be given as of the date of death. List all out-of-state assets on appropriate schedules. A Supplemental Inventory should be utilized for correcting, adjusting or adding to an original inventory. A qualified and disinterested appraiser may be employed to ascertain the value of any asset, the value of which may be subject to reasonable doubt. If an appraiser is employed, his/her name and address should be included with the list or lists he/she appraised.

Within sixty (60) days following appointment, a copy of the inventory and appraisement shall be sent to each interested person who requests it, and the original inventory filed with the Probate Court.

RECAPITULATION

	Non-Probate	Probate
Schedule A - Real Estate	\$ 69,000.00	\$ 0
Schedule B - Stocks and Bonds	0	202,000.00
Schedule C - Notes Due Decedent and Cash	0	196,500.00
Schedule D - Insurance on Person's Life	0	0
Schedule E - Jointly Owned Property	0	0
Schedule F - Other Miscellaneous	118,000.00	0
Schedule G - Transfers during Decedent's Life	0	4,912,244.00
Schedule H - Powers of Appointment	0	0
Schedule I - Annuities and Retirement Accounts	0	0
TOTAL GROSS VALUE	\$ 187,000.00	\$ 5,377,836.00
ENCUMBRANCES	0	0.00
TOTAL NET WORTH	\$ 187,000.00	\$ 5,377,836.00

FORM 6340PG (12/2004)
62-3-704, 62-3-706, 62-3-707, 62-3-708, 62-3-1203

Filed: May 4, 2011 FILED: May 4 FILED: May 4
Sue H. Rose 11:40 AM Lisa Garland 1:40 PM
Judge of Probate J.C.C.P. & J.S.
By: H. Cuffin [Signature]
Deputy Clerk

Form 888A (Rev. 1/99)		Department of the Treasury - Internal Revenue Service	
Explanation of Items			
Estate of James Brown		Social Security Number	Date of Death 12 25 2008
Schedule F, Other Miscellaneous Property			
	Description	Shown on Return	As Corrected
2	Royalty Interests, Reversion Rights, etc.	84,000,000	4,687,736
	Total of these items	84,000,000	4,687,736
	Shown on Return		84,000,000
	Change to schedule		<79,302,264>

Item 2 - Royalty Interests, Reversion Rights, Etc.
Valuation of these interests was corrected to fair market value based upon expert opinion and financial analysis. Adjustment is per section 2031, Internal Revenue Code.

**PROPOSED
ADJUSTMENTS
ONLY**

Developing the James Brown Legacy

*...transforming intellectual and real property into sustainable
high capital value*

Presented by:

Terry Bradford Cox, PH.D.

The Graham Windsor Group

3340 Peachtree Road

Suite 1800

Atlanta, GA 30326

June, 2007

EXHIBIT
EXHIBIT & F

This report is solely for the use of client personnel. No part of it may be circulated, quoted, or reproduced for distribution outside the client organization without prior written approval from The Graham Windsor Group. This material was used by The Graham Windsor Group during an oral presentation; it is not a complete record of the discussion

James Brown Assets and Revenue ...Non-performing assets

Image/Likeness	Property	Music Catalogue
Value: \$40-50 MM (est.) To be determined At present there are no plans or infrastructure in place to produce revenues from image and music. World-wide market need to be developed. Minimal revenue	Value: 10-15 MM (est.) Intrinsic value added 7 thousand items have been catalogued, 25 thousand still to be catalogued. Items include: house, 40-60 unpublished songs, hand written notes memorabilia, costumes, body, etc No revenue.	Value: \$36-45 MM Industry is 12-15x Revenues 600 songs with little to no promotion. Present revenue pays interest and some principal on 1999 \$25MM bond deal Annual /Rev: \$3-5MM After debt. 0 revenue

Annual Revenues of Deceased Celebrities

Kurt Cobain \$50MM
Elvis Presley \$45 MM
John Lennon \$22MM

George Harrison \$7MM
Johnny Cash \$7MM
Ray Charles \$6MM

The Need for a Creative Approach ... Unusual circumstances have created a situation that requires "outside the box" thinking to take advantage of the opportunity

"James Brown, the hardest working man in show business"

James Brown was an artist ... earnings supported his life style, not wealth creation

In 1999 bonds were sold on the catalogue for \$25MM, making it a non-performing asset

James Brown Enterprises			
Asset	Value	Activities	Revenue
JB/Image	50MM	Perform	3-5MM
Music	35-50MM	Publish, Catalogue	3-5MM
Property	3-5MM	None	0

Revenues came from performances and the royalties from the music catalogue

There was no infrastructure to promote and create revenues from image and music

Last Will

Irrevocable Trust Agreement

Personal and Household Effects to be equally divided between six children

Estate - Children			
Asset	Value	Activities	Revenue
JB/Image	0	None	0
Music	0	None	0
Property	3-5MM	None	0

Trusts - Grandchildren, IFG			
Asset	Value	Activities	Revenue
JB/Image	50MM	Minimal	500K
Music	35-50MM	Publish, Catalogue	3-5MM
Property	3-5MM	None	0

All intellectual and real property equally divided between the two trusts

Trustees have the authority to sell any or all of the property in the trusts

All Property

Cash

An agreed to percentage of profits will go to the two trusts

As part of the sales agreement, the trustees want options or a "kickback" on the IPO

The industry standard to determine value is 12-15 x revenues

Newco - A Public Company			
Asset	Value	Activities	Revenue
JB/Image	50MM	Plan	500K
Music	35-50MM	Plan	3-5MM
Property	3-5MM	Plan	0

Develop a brand strategy and infrastructure that will transforming non-performing assets

Trustees have the authority to sell any or all of the property in the trusts

Exhibit G

From: "Walt Inabinet" <incomm@barnwellsc.com>
To: "David Cannon" <dcannon@barnwellsc.com>
Subject: RE: Walt
Received: Sun, 28 Oct 2007 08:30:41 -0400

I, too, of course hope and pray the legal proceedings will soon come to a favorable close. Moreover though, I care about you and Maggie personally and how you are doing emotionally, physically, and mentally. You are both too good to be put through any kind of even remotely public ridicule. Knowing a bit what it's like to be a "high profile" person, I know people can be especially inconsiderate, believe only the worst of rumors, forget there are real people and lives involved, and turn their backs on those they called (in name) friends during better times. Just know, I am ready, willing, and able to go to the mat for you and Maggie be it publicly or privately in whatever way you need no matter what the immediate and long-term future may hold. Rosie and I love you both and believe in you no matter how the legal proceedings turn out. Though my talents and abilities may be limited, know I'm here for you both in whatever way you want. Give Maggie my love. Stay strong, my friend.

—Original Message—

From: David Cannon [mailto:dcannon@barnwellsc.com]
Sent: Saturday, October 27, 2007 10:53 AM
To: Walt Inabinet
Subject: Re: Walt

You are not bothering me. The tide seems to be turning. I went to the Attorneys General of SC & Ga and they have entered the proceedings. The Judge and other attorneys have been quite.

I have told my story to both and hopefully we can move on and get this THING over with.

Thanks Again

David

—Original Message—

From: "Walt Inabinet" <incomm@barnwellsc.com>
To: "David Cannon" <dcannon@barnwellsc.com>
Sent: Saturday, October 27, 2007 7:42 AM
Subject: Walt

> David:
>
> Don't mean to bug you but just checking in to see if there's anything I or
> Rosie can do for you or Maggie. Thinking about you both.
>
> Walt
>
>

Exhibit I

STATE OF SOUTH CAROLINA	)	
COUNTY OF AIKEN	)	IN THE COURT OF COMMON PLEAS
	)	SECOND JUDICIAL CIRCUIT
IN RE:	)	
THE ESTATE OF	)	
JAMES BROWN A/K/A	)	
JAMES JOSEPH BROWN	)	C/A No. 2007-CP-02-122
	)	
	)	AFFIDAVIT OF
	)	WILLIAM F. HAMMOND
	)	

AFFIDAVIT OF WILLIAM F. HAMMOND

Before me, the undersigned authority on this day personally appeared
WILLIAM F. HAMMOND, who after being duly sworn, disposes and makes this
affidavit.

1.

I am of the age of majority, of sound mind and memory and depose this
AFFIDAVIT is based on my personal knowledge and observations.

2.

My name is William F. Hammond, and I am a partner/owner of the law
firm of Hull Towill Norman Barrett & Salley, P.C., 801 Broad St., SunTrust Bank
Building, Suite 700, Augusta, Georgia 30901. I was licensed in Georgia as a
Certified Public Accountant and practiced accounting in Augusta, Georgia
immediately prior to attending Law School.

3.

I was admitted to practice law in Georgia in 1980 after graduation from
Mercer University, and subsequently received a Masters of Law in Taxation LLM

degree from New York University in 1982. My practice specialty is taxation and estates and trust law.

4.

I was hired by the Trustees of the Irrevocable Trust (the "Trust"), created by James Brown on August 1, 2000, in February 2007 to provide them with fiduciary guidance and tax advise concerning the estate, gift and income tax issues involving Mr. Brown's estate and trust following his death on December 25, 2006. The Irrevocable Trust was the primary beneficiary of Mr. Brown's estate. His Will passed his personal/household property to his children and then the remainder to the Trust was divided into a \$2,000,000 private education trust for the benefit of certain of his grandchildren under the age of thirty-five (35), with the remainder passing to a tax exempt charitable-scholarship trust for deserving and "poor and financially needy children, youth, or young adults" in need of assistance to obtain and further their education at educational entities and/or institutions in South Carolina and Georgia. Mr. Brown's net estate is believed to exceed \$85,000,000. A true and correct copy of the Irrevocable Trust Agreement, dated August 1, 2000, is attached hereto as Exhibit "A."

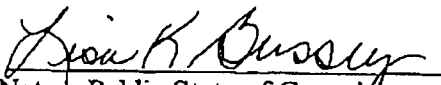
5.

The Trustees of the Irrevocable Trust were also appointed by Mr. Brown and the Probate Court of Aiken County, South Carolina as the Personal Representatives of the Estate of James Brown (the "Estate").

and adverse and detrimental to the intentions of James Brown and the intended beneficiaries of his Estate and the Trusts he created. I also advised the Trustees, after our first meeting with the Special Administrators, that the Special Administrators' goal was not to assist them in the administration of the Estate but, rather, to remove them as fiduciaries of the Estate and Trust and to have themselves appointed. I advised my clients that a Personal Administrator's statutory fee in South Carolina is 5% of the fair market value of an estate worth \$85,000,000 or more, and control of a private charitable foundation with assets over \$80,000,000 and the compensation therefrom, made them sitting ducks for attempted removal.

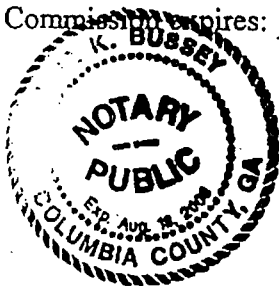

WILLIAM F. HAMMOND

Sworn to and subscribed
before me this 30th day of
November, 2007.


Notary Public State of Georgia

My Commission Expires:

August 18, 2008



Adele J. Pope

Exhibit K

From: Sonny Jones [AGSJONES@ag.state.sc.us]
Sent: Thursday, December 06, 2007 4:04 PM
To: rlbuchananjr@bellsouth.net; adele@popelawfirm.com
Cc: Bob Cook
Subject: James Brown Matter

Attachments: James Brown Legacy initial offer 10-12-07_.doc



James Brown
Legacy initial off...

I, like each of you, have been contacted by Dr. Cox and Toby Byron as to the purchase (see attached 10/12/07 letter) of the Trust Estate for \$100 million plus 5% of the gross profits from the company to be formed. I, like each of you, have very little time left to devote to the intellectual property issue. However, I do not want to be the one referenced as the one who sat on an offer of \$100 million and lost it. Therefore, please advise as to the following (and more if you have further insight):

1. Is it that we do not have time to deal w/ this now and if so do we need to consult w/ someone who has the expertise
2. I have heard for the last 3 months that the sky will fall and the offer will go away if we do not accept it now...your thoughts. Also, who else is out there that can make an offer if at all
3. Are there some self serving interest w/ some of the local players in this that is causing this push
4. I was given Joe Katz in Atlanta as a person to call to get a feel if these current offer will in fact decrease in the near future...your thoughts on that contact

I would appreciate your thoughts and your indulgence but I would like to discuss now rather than explain later on...

Please advise. Thanks.

PS: When can we talk about the interesting information you recently discovered in the boxes from Keith Babcock.

Exhibit U

Estate of James Brown
212 Newberry Street NW
Aiken, South Carolina 29801

Robert L. Buchanan, Jr., Personal Representative

Adele J. Pope, Personal Representative

June 27, 2008

The Honorable Henry Dargan McMaster
Attorney General for the State of South Carolina
State of South Carolina
P.O. Box 11549
Columbia, SC 29211-1549

BY FAX ONLY
Fax # 803-734-3677

Re: The Estate Plan of James Brown

Dear Attorney General McMaster:

All except the first two paragraphs of this letter were completed yesterday before Mr. Jones elected to file his unfortunate Petition.

We request an opportunity to review all of your office's third-party correspondence, documents and communications, as well as time summaries of Mr. Jones, Ms. Jowers and Ms. Matthews from September 1, 2007.

We appreciate your June 16, 2008 response to our concerns related to the Estate Plan of James Brown. We look forward to working with your office in the defense of Mr. Brown's Estate Plan.

ATTORNEY GENERAL'S EXPRESSED NEUTRALITY WITH RESPECT TO DAVID
CANNON AND ALBERT DALLAS

We are concerned about two assertions made in your June 16th letter. Because we believe that future protection of Mr. Brown's Estate Plan is dependent on an understanding of the secret and improper actions of the former PR/Trustees, we are concerned that the Attorney General asserts that he does not oppose Messrs. Cannon and Dallas. It is our firm position that the defense of Mr. Brown's Estate Plan requires that the Attorney General, if involved, be opposed to Mr. Cannon and Mr. Dallas.

Mr. Cannon and Mr. Dallas are using every means possible to:

1. Conduct a Fire Sale of Mr. Brown's assets for their own benefit;

Attachment A

UNITED STATES DISTRICT COURT
DISTRICT OF SOUTH CAROLINA
COLUMBIA DIVISION

Forlando J. Brown,

Plaintiff,

v.

Adele J. Pope, individually and
As Trustee of the Irrevocable Trust
established by James Brown in
August 1, 2000, and

Robert L. Buchanan, Jr., individually and
As Trustee of the Irrevocable Trust
established by James Brown in
August 1, 2000,

Defendants.

Case No. _____

COMPLAINT

COMES NOW Plaintiff Forlando J. Brown and hereby files his complaint against Adele J. Pope, individually and as a purported Trustee of an Irrevocable Trust established by James Brown on August 1, 2000 (the Irrevocable Trust"), and Robert L. Buchanan, Jr., individually and as a purported Trustee of the Irrevocable Trust, and for his Complaint, respectfully alleges the following:

63.

In September of 2007, now firmly in charge of the Irrevocable Trust, Pope and Buchanan insisted that Dallas and Bradley consent to their position that James Brown Enterprises was an asset of the Estate of James Brown. Given their precarious position as Trustees, and the ever present threats of removal, Dallas and Bradley filed a motion with the Court to determine that James Brown Enterprises, Inc. was an asset of the Estate of James Brown. At the same time, Dallas and Bradley also purposefully notified the Attorneys General of the States of South Carolina and Georgia, whom they knew would take action to defend the charitable beneficiaries of the Irrevocable Trust in the proceeding. At all prior times, when Dallas and Bradley had suggested calling in the Attorneys General to represent the charitable beneficiaries, Pope would oppose the idea as "unnecessary" as the Estate allegedly did not need additional lawyers.

FALSE -
We welcomed
the AG.
when we
heard -
September
24. Have
continued
to do so.]

64.

Representatives of the Attorneys General for Georgia and South Carolina both appeared at a hearing on the motion determining James Brown Enterprises, Inc. to be an asset of the Estate of James Brown held on September 24, 2007. The Attorneys General were allowed to intervene, opposed the motion, and have subsequently acted to protect the charitable beneficiaries of the Irrevocable Trust.

65.

At the September 24, 2007 hearing, Pope unequivocally informed the Court that she and Buchanan believed that James Brown Enterprises, Inc. was an asset of the Estate as follows:

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Sent: Thursday, July 31, 2008 5:45 PM
To: amedlin@sc.rr.com; Andrew W. Chandler; david@michellawoffice.com; T Heyward Carter; M Jean Lee
Subject: RE: DNA ORDER Rosen, Robert, 8037791698 - 2:02 min. for x107

Can one of you revise DNA order?

-----Original Message-----

From: Alan Medlin [mailto:amedlin@sc.rr.com]
Sent: Thursday, July 31, 2008 5:15 PM
To: Marcia Jones; Chandler@eckb.com; david@michellawoffice.com; Carter@eckb.com; jlee@eckb.com; Robert Rosen
Subject: Re: DNA ORDER Rosen, Robert, 8037791698 - 2:02 min. for x107

She's right about the grandchildren. I thought we were skirting that because we really didn't have standing so it suited me not to focus on the trust, but if she's for it and thinks that's how the judge ruled, then let's tweak the language per her suggestion. I had a 3.5 hour meeting this morning with AG and Terry Cox. Cox is no longer interested in buying the estate assets. He now wants to be part of a "team" to build back the brand, after which time his group might be interested in buying again. He claims the value of the estate has been significantly diminished because of Adolph. He said they were going to offer in the range of 65-70 M in November. Now he thinks we would get offers for 35-40M. Don't know what I think of him, but that part was interesting. Sonny of course was all over that so he can attack Adolph. Terry, who clearly gets much of his info from Dallas, thinks the kids want to settle because they're afraid of DNA. He says they want to fire Louis but don't want to have to

1

pay him.

I could be wrong, but he strikes me as a desperate snake oil salesman. He said that, based on much due diligence he's conducted, that James was in charge of his "family business" (the family being JB and the 3As) and that they did only what he told them. Seifert gets stronger and stronger.

----- Original Message -----

From: "Marcia Jones" <mjones@rosen-lawfirm.com>
To: <amedlin@sc.rr.com>; <Chandler@eckb.com>; <david@michellawoffice.com>; <Carter@eckb.com>; <jlee@eckb.com>; <rnrosen@rosen-lawfirm.com>
Sent: Thursday, July 31, 2008 12:55 PM
Subject: DNA ORDER Rosen, Robert, 8037791698 - 2:02 min. for x107

Exhibit W

308

EXHIBIT X

Estate/Trust of James Brown
212 Newberry Street NW
Aiken, South Carolina 29801

Robert L. Buchanan, Jr., Personal Representative

Adele J. Pope, Personal Representative

September 2, 2008

The Honorable Henry Dargan McMaster
Attorney General for the State of South Carolina
C. Havird Jones, Jr., Esquire
Senior Assistant Attorney General
P.O. Box 11549
Columbia, SC 29211-1549

Louis Levenson, Esquire
Levenson & Associates
125 Broad Street, SW
Atlanta, Georgia 30303

Robert N. Rosen, Esquire
Post Office Box 1510
Charleston, South Carolina 29402

Re: Estate of James Brown

Gentlemen:

We are writing you as representatives of those Alan Medlin described to us as speaking as one in connection with working toward a settlement related to the James Brown Estate Plan.

This will confirm our conversation with Alan last Friday, August 29, and raise other matters.

First, we know nothing of any confidential in-camera discussions related to Mr. Brown's Estate Plan, and have specifically instructed Mr. Bailey not to discuss them either with us or with our counsel in other matters.

Facing a Federal Court hearing on November 18 on the serious (and we believe frivolous) attempts by Forlando (William) Brown to shut down Mr. Brown's Trust and return Cannon, Dallas and Bradley as fiduciaries, as well as challenges by most remaining family members to the Estate Plan, we feel that any proposed settlement which we are asked to consider should be open for debate by us, by educators, and by others.

We have encouraged, and will continue to support, the efforts of Mr. Brown's Family and the Attorney General to reach resolution, provided that any proposed settlement:

1. Honors the desires of Mr. Brown as set forth in his Estate Plan;

2. Provides for a smooth and appropriate transition which protects Mr. Brown's Estate Plan, but acknowledges the conflict-of-interest policy which was required and adopted in connection with the application for Charitable Recognition of the "I Feel Good" Trust; sensitive estate, gift and income tax issues at stake; issues related to Mr. Brown's recapture and other rights related to his royalties under Federal and contract law; the proper administration of the ongoing litigation; and the rights and obligations of the Estate, Trust and Brown Entities with respect to federal and state taxing authorities and other creditors

In that spirit, we offered to allow the Estate Tax Returns, due September 25, to be prepared (for our review and signing) by the preparer selected by the Settling Parties. This person presumably would be the accountant you select for work for the Estate/Trust and Brown Entities when there is a change of leadership if the settlement is finalized, presented to us and others, and approved by all appropriate Courts. Alan has advised us that you have not yet selected an accountant.

On Friday we advised Alan, and asked that all be advised, that Bill Sellars' firm appreciates the confidence shown in him, but would not remain after we complete our service with the Estate and Trust. He will complete the Estate Tax Return and other matters pending final settlement as described above.

While there are many issues that would have to be addressed in any transition, there are several matters which we urge all parties who are considering a settlement to address at your earliest convenience. We discuss each below:

1. Appointment of a Representative of the "Settling Parties" to work with us on enhancement of the royalties, image and persona pending final settlement and transition. Our legal authority to enhance the royalties, image and persona was seriously challenged by the AG and former PR/Trustees from our appointment in November, 2007, until July 14, 2008. It has now been clarified by Judge Cureton's July 14 Order. But the Christie's sale is an example of the damage that can still be inflicted when Interested Persons and their agents are working against – rather than to benefit – Mr. Brown's Legacy. The effort to enhance Mr. Brown's legacy should be ongoing. The Settling Parties should support that effort now, through the settlement process, the approval process and into the new regime contemplated by any approved settlement. There is no reason for any Interested Person to interfere with the enhancement of the James Brown Legacy. The appointment of a "Royalty Representative" by the Settling Parties – the AG and most of the family – to work with enhancement of this valuable asset until a final settlement can be reached and approved would be of great value to Mr. Brown's Estate Plan. We urge you to do so immediately.

Letter to Attorney General and Other Counsel

September 2, 2008

Page 3

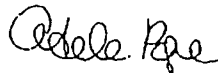
2. Selection by Settling Parties of Accountant/Tax Advisor. As we have discussed with counsel for all family members, Messrs. Dallas, Cannon and Bradley caused tremendous tax problems for Mr. Brown's Estate and Trust. How much we, or any future regime, can do to alleviate the problems remains to be seen. It is absolutely essential that there be clear communication and transition so that our efforts to deal with these critical problems will not be in vain. The first step is for the Settling Parties to designate a "Tax Representative" to speak for the Settling Parties who will understand and be ready to deal with these issues. Please do this.
3. Selection by Settling Parties of Liaison to Work with Estate in Defense of Claims. It would be extremely helpful to us for Settling Parties to appoint a "Litigation Representative" with authority to speak for all of the Settling Parties in connection with the approximately 20 lawsuits by creditors which the Estate is facing. These suits, in total, claim more than \$45 Million of the assets of the Estate/Trust. While it is our responsibility to handle them, we invite and encourage the Settling Parties to assign someone who can represent this important mass of Estate/Trust beneficiaries.

As we advised Alan, we are copying this letter to David Bell. At this point, it is our position that all family members are legally adverse to Mr. Brown's Estate Plan – the Levenson and Rosen clients by challenges to the Will and Trust, and David Bell's clients by attempting to return Cannon, Dallas and Bradley, and purchase assets for their personal gain. Nevertheless, we hope you will all work with the Attorney General toward a settlement that will honor, protect and preserve Mr. Brown's Estate Plan as he intended.

Sincerely,



Robert L. Buchanan, Jr.



Adele J. Pope

AJP:kfr

cc: David B. Bell, Esquire

DISTRIBUTED IN MRS. POPE'S ABSENCE AT THE REQUEST OF MRS.
POPE AND MR. BUCHANAN

Estate/Trust of James Brown

212 Newberry Street NW
Aiken, South Carolina 29801

Robert L. Buchanan, Jr., Personal Representative

Adele J. Pope, Personal Representative

TO: The Honorable Henry Dargan McMaster, Attorney General for the State of South
Carolina;
Louis Levenson, Esquire; Robert N. Rosen, Esquire; and other members of team
of Settling Parties
FROM: Robert L. Buchanan, Jr., Esquire & Adele J. Pope
RE: Estate/Trust of James Brown
Date: October 2, 2008

This is our second request. Can you please let us know immediately the name of the
person the Settling Parties intend to use as an Accountant/Tax Advisor/Preparer.

As you know, the current accountant has indicated that he will not provide services after
any transition. For that reason, we prefer to engage the accountant selected by the Attorney
General now so that the new accountant (assuming a settlement is reached, approved by all
necessary Courts and implemented) will, by helping us prepare 2007 income tax returns,
understand the challenges and needs in any transition.

It is critical that we make this connection immediately as there are returns or additional
extensions due by October 15, 2008 and we want to make sure that we can provide the proposed
new accountant all necessary information.

As you know, virtually all of Mr. Brown's income under his Estate Plan is "paid or
permanently set aside" for charity. This was formerly a big factor in connection with the income
tax returns. If a settlement is reached, approved and implemented as proposed this will not be
the case. For that reason, we need to immediately consult with the proposed new tax team.

Adele will be in the office the afternoon of Monday, October 6 and on Tuesday, October
7. We have a PR/Trustees' meeting in Aiken late afternoon Wednesday, Oct. 8. If possible, we
would like for Adele to provide the new accountant the necessary information before the
meeting, and all of us to meet by telephone on the 8th. Thank you for your immediate response.

Cc: Non-Settling Parties and other Interested Persons



ALAN WILSON
ATTORNEY GENERAL

September 27, 2011

The Honorable Jackie S. Bowers
Clerk of Court, Newberry County
PO Drawer 10
Newberry, SC 29108-0010

Re: Pope v. Alan Wilson, Attorney General 2011-CP-36-364

Dear Ms. Bowers:

Enclosed for filing with your Office is the original Motion to Strike Supplemental Affidavit together with a Motion Slip, a certificate of service and a check for the filing fee. I would appreciate your confirming filing by stamping the enclosed copy of this letter and returning it in the enclosed envelope. Thank you for your assistance.

Yours very truly,

J. Emory Smith, Jr.
Assistant Deputy Attorney General

Enclosures

cc: ~~Adam T. Silvernail, Esquire~~
A. Camden Lewis, Esquire

313

STATE OF SOUTH CAROLINA

COUNTY OF NEWBERRY

Adele J. Pope,

Plaintiff,

v.

Alan Wilson, in his capacity as
Attorney General of South Carolina,
and James Brown Legacy Trust, by
Russell Bauknight, its Trustee

Defendants.

IN THE COURT OF COMMON PLEAS

Civil Action No. 2011-CP-36-364

AFFIDAVIT OF ADELE J. POPE
IN FURTHER SUPPORT OF ALL RELIEF
REQUESTED IN COMPLAINT, EXPEDITED
HEARING AND *IN CAMERA* REVIEW

JACKIE S. BOWERS
CLERK OF COURT

2011 OCT -6 P 3:41

NEWBERRY COUNTY

FILED

Personally appeared before me, Adele J. Pope, who being duly sworn, deposes
and says:

1. This affidavit is based on my personal knowledge and belief.
2. I am informed and believe that information I obtained this week (beginning
October 4, 2011) further supports my position that Attorney General Alan Wilson, acting
through C. H. "Sonny" Jones, is vigorously covering up important public documents,
including those sought in this FOIA Suit, which will help the public decide:

a. Did AG/Candidate McMaster authorize the State's first
contingency-fee tort suit against S. C. Citizens Buchanan and
Pope, using only private lawyers to falsely accuse them of
crimes, for the improper purpose of silencing their criticism of
his takeover of James Brown's assets?

b. Did AG McMaster improperly authorize Russell Bauknight
to "speak on behalf of" the Attorney General of South
Carolina in making the false accusation that Buchanan and
Pope caused "tens of millions of dollars" damage to Brown's
worldwide music empire while simultaneously supporting
Bauknight's "appraisal" of those same assets at less than
\$4.7 Million?

c. How involved was the Office of AG McMaster/Wilson in creating and/or presenting the purported \$4.7 Million value of Brown's music empire to the IRS and Courts and in falsely accusing Buchanan and Pope of criminally overstating Brown's assets at about \$85 Million?

3. Yesterday I printed from the Website of Attorney General Wilson, the 10

Litigation Retention Agreement AG Wilson asserts are:

all active contingency fee litigation retention agreements that the Attorney General has executed, except matters in which disclosure is currently under review by a court. [Emphasis supplied. See Exhibit A]

4. AG Wilson's Website does not assert – as AG Wilson's Assistant Sonny Jones asserted in September -- that a stay prohibits the dissemination of the McMaster/Wingate Contract to sue Buchanan/Pope.

5. The McMaster/Wingate Contract to sue Buchanan/Pope is "under review by a court" for only one reason: Wingate, on behalf of two AGs, has refused for a year to produce it, and on August 9, 2011 – more than a month after my FOIA request and several days after this suit was filed – sought a protective order asserting it is a private document — a direct violation of the language of all known Litigation Retention Agreements.

6. Wingate and Bauknight - both purporting to speak for the State/AG through Wingate – asserted:

Fee agreements are the epitome of privileged communication. Plaintiffs⁰ [sic] therefore request that this court issue a Protective Order prohibiting the efforts of Defendant Pope from discovering the Fee Agreement. [See Exhibit B]

7. As relates to the purported less-than \$4.7 Million value of Brown's music empire, on September 9, 2011 I requested, among other documents, the following

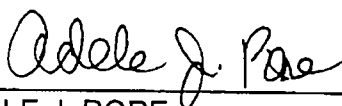
15. I am also informed and believe that the McMaster/Wingate contract to sue Buchanan/Pope will show that either it does not contain, or Wingate has violated, the constitutionally required provision contained in all other Litigation Retention

Agreements:

All pleadings, motions, briefs, formal documents, and agreements must bear the signature of the Attorney General or his designated assistant.

16. Although I have requested a copy of the McMaster/Wingate contract to sue Buchanan/Pope, I believe that the document – authorizing Wingate to use the power of the State to seek to destroy my career and Bob's for the benefit of private individuals -- is void as against public policy, as a violation of my Due Process rights and/or for other reasons.

FURTHER DEPONENT SAYETH NOT.


ADELE J. POPE

SWORN TO before me this
6th day of October, 2011

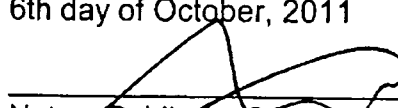

Notary Public for South Carolina (L.S.)
My Commission expires: 7/13/2016

Exhibit A

Enter keyword here

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CONTINGENCY FEE LITIGATION RETENTION AGREEMENTS

Below are all active contingency fee litigation retention agreements that the Attorney General has executed, except matters in which disclosure is currently under review by a court. The Attorney General often retains private counsel for matters that require specialized expertise or involve an extensive commitment of financial resources and personnel. By retaining private counsel, the Attorney General is able to pursue effective enforcement of state statutes in large, important cases that the Attorney General's Office itself would otherwise be unable to pursue.

Affinion/Trilegiant (marketing and billing) – litigation retention agreement

AstraZeneca (Seroquel) – litigation retention agreement

Cephalon (Provigil, Gabitril, Actiq) – litigation retention agreement

GSK (Avandia) – litigation retention agreement

Janssen (Risperdal) – litigation retention agreement

McKesson (Average Wholesale Price) – litigation retention agreement

Merck (Vioxx) – litigation retention agreement

Multiple pharmaceutical companies (Average Wholesale Price) – litigation retention agreement

Multiple technology companies (liquid crystal displays) – litigation retention agreement

Multiple oil companies (underground storage tanks) – litigation retention agreement

LATEST NEWS

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Silent Witness Ceremony Honored 2010 Victims of Fatal Domestic Violence

Oct 4, 2011

Attorney General Alan Wilson led participants through the annual Silent Witness Domestic Violence ceremony that was held today on the south steps of the State House in Columbia. The ceremony marked the first week of National Domestic Violence Awareness Month. During the solemn ceremony, Attorney General Wilson called the names of thirty-four (34) women and ten (10) men from across the state who lost their lives as the result of domestic violence in the previous year. Victims' family members, friends, or volunteers carried a life-sized silhouette representing the victim to the State House steps as a bell was rung for

LEARN MORE

Anderson Police Arrest Starr Man In Child Pornography Case

Sep 27, 2011

Attorney General Alan Wilson announced today that the City of Anderson Police Department arrested Kenneth Ray Barnett, 41, of 1642 Mountain Creek Church Road, Starr, South Carolina, on September 22, 2011, on one (1) count of Sexual Exploitation of a Minor.

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JACKIE S. BOWERS
CLERK OF COURT

OCT 10 2011 3:42

NEWBERRY COUNTY

FILED

317

STATE OF SOUTH CAROLINA

COUNTY OF RICHLAND

RUSSELL L. BAUKNIGHT, as Trustee of the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust, as Personal Representative of the Estate of James Brown, and on behalf of Henry Dargan McMaster, in his capacity as Attorney General of the State of South Carolina; Tommie Rae Brown, individually and on behalf of her minor child, James Brown; Daryl J. Brown, individually and on behalf of his minor child Janise Vanisha Brown; Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamma N. Brown, individually and on behalf of her minor children Sydney Luma and Carrington Luma; Tonya Brown; Venisha Brown Larry Brown; and Terry Brown

and

HENRY DARGAN MCMASTER, in his capacity as Attorney General of the State of South Carolina; TOMMIE RAE BROWN, individually and on behalf of her minor child, JAMES BROWN; DARYL J. BROWN, individually and on behalf of his minor child JANISE VANISHA BROWN; LINDSEY DELORES BROWN; DEANNA J. BROWN THOMAS; JASON BROWN-LEWIS; YAMMA N. BROWN, individually and on behalf of her minor children SYDNEY LUMA and CARRINGTON LUMA; TONYA BROWN; VENISHA BROWN; LARRY BROWN; and TERRY BROWN,

Plaintiffs

v.

Adele J. Pope and Robert L. Buchanan, Jr.,
Defendants

IN THE COURT OF COMMON PLEAS

FOR THE FIFTH CIRCUIT

Civil Action No. 2010-CP-40-4900

**PLAINTIFFS' MOTION FOR
PROTECTIVE ORDER CONCERNING
FEE AGREEMENT
AND/OR MOTION TO STRIKE
DEFENDANT POPE'S MOTION TO
COMPEL PLAINTIFFS' FEE
AGREEMENT**

FILED
NEWBERRY COUNTY
2011 OCT - 6 P 3:42
JACKIE S. BOWERS
CLERK OF COURT

TO: DEFENDANTS AND THEIR ATTORNEYS:

YOU WILL PLEASE TAKE NOTICE that the Plaintiffs above-named, by their undersigned attorneys, will move before the Presiding Judge of the Richland County Court of Common Pleas at the Richland County Judicial Center at 9:00 a.m. on the tenth (10th) day after service hereof, or as soon thereafter as counsel may be heard, for a Protective Order prohibiting the production of Plaintiffs' Fee Agreement in the above-referenced action.

On July 26, 2011, Defendant Adele Pope through counsel filed a Motion to Compel production of Plaintiffs' Fee Agreement. Fee Agreements are the epitome of privileged communication. Plaintiffs therefore request that this court issue a Protective Order prohibiting the efforts of Defendant Pope from discovering the Fee Agreement.

Also, or in the alternative, Plaintiffs move the court to strike Defendant Pope's Motion to Compel Plaintiffs' Fee Agreement because the motions seeks to contravene a prior decision of the court concerning the order for hearing motions filed in this complex case.

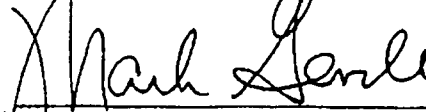
This Motion relies on all applicable statutory and case law and may be supplemented with a memorandum of law, exhibits, affidavits, or other documents.

The Plaintiffs also request costs and fees for the expense in bringing this Motion.

(Signature page to follow)

Respectfully submitted,

SWLENY, WINGATE & BARROW, P.A.

A handwritten signature in black ink, appearing to read "Mark V. Gende", is written over a horizontal line.

Kenneth B. Wingate

Mark V. Gende

1515 Lady Street

Post Office Box 12129

Columbia, South Carolina 29211

(803) 256-2233

ATTORNEYS FOR THE PLAINTIFFS

Columbia, South Carolina

August 9, 2011

Exhibit C
1228 Walnut Street
Newberry, South Carolina 29108

October 5, 2011

BY FAX AND FIRST CLASS MAIL
Fax No. 803-734-3677
[Fx. Copy amended to correct Fax #]

Tracy A. Meyers, Esquire
Senior Assistant Attorney General
Post Office Box 11549
Columbia, South Carolina 29211

Custodian of Records
Office of the South Carolina Attorney General
Post Office Box 11549
Columbia, South Carolina 29211

FILED
NEWBERRY COUNTY
2011 OCT - 6 P 3:42
JACKIE S. BOWERS
CLERK OF COURT

Re: Request for Documents under the South Carolina
Freedom of Information Act

Dear Ms. Meyers and Records Custodian:

I received yesterday, and thank you for, the letter of Ms. Meyers dated October 3, 2011. With the mailed copy of this letter I am enclosing a deposit of \$300, and ask that I be able to come to your office at the earliest convenience on the first of the following dates you have available:

This Friday, October 7	9:30 - closing
Tuesday, October 11	1 p.m. until closing
Thursday, October 13	9:30 until closing
Monday, October 17	9:30 until closing

My cell phone number is 803-413-0753. Since I am a little over 40 miles away, I would appreciate your letting me know as soon as possible which dates suit.

Please do not let your answers to the questions below delay scheduling my appointment to review whatever documents you have.

I am prepared, each day, to pay the estimated amount - In addition to the enclosed \$300 - of what the additional work we will need to do will take.

I expect my FOIA inquiries to last a long time, as — in order to receive specific documents — I made my initial inquiries as specific as possible. Since I will be examining records which you apparently do not keep in the form I requested, I want my search to be as efficient as possible. I hope your answers to the following questions will help:

a. The Charges you pose. It is my understanding that FOIA requires you to charge the smallest amount necessary to provide the records. You say \$18.90

per hour is the charge for locating and copying. Is it not possible for me to review the records myself – either computer or hard copy – making notes, and then make specific requests?’

For example: The point of my requests 2, 3 and 5 on September 9, 2009 was to determine what information the State has about how much State money has been devoted to James Brown matters since August 2007, and how much to James Brown/James Brown Legacy Trust matters since 2008.

If the State has not compiled this information, as you indicate, I still want to compile my own estimates from the data requested in 2,3 and 5 of my letter of September 9. I have detailed information about hearings, appearances, meeting, etc., which – together with your data – would help put that together.

Will someone at \$18.90 an hour do this with me? Or may I do it myself on a computer at your office – and perhaps bring a more computer-oriented person to assist me? Can it be a combination of the two?

b. Your Response to Requests 2 and 4 Regarding the \$85 Million vs. \$12 Million vs. \$4.7 Million values placed on James Brown's music empire, assets

My request of September 9, 2011 was for:

1. All preliminary appraisal reports and/or other document(s) which support the August 23, 2010 [**in bold**] statement to the Supreme Court of South Carolina by then-Attorney General McMaster and four Assistants, signed by Clyde (C.H.) Jones, placed in context as follows:

6. Respondents dispute Appellants' assertion that the settlement agreement has the potential to divert “tens of millions of dollars” from the Trust. Presumably this representation to the Court is based on Appellants numerous under oath representations about the date-of-death value of the Trust, ranging anywhere from approximately Eighty-Five Million (\$85,000,000.00) Dollars on the federal estate tax return to approximately One Hundred Million (\$100,000,000.00) Dollars in affidavits, pleadings, and testimony...

Valuation assertions by Appellants' predecessors were similarly without any underlying appraisal. **By contrast, Bauknight has pursued the appropriate fiduciary route and engaged a nationally renowned and respected appraisal firm to value the Estate and Trust. Although the expected completion date for the appraisal is a couple of weeks away, a preliminary report indicates that the date-of-death value of the Estate and Trust**

will not exceed Twelve Million (\$12,000,000.00) Dollars.

AND

4. Any Document(s) which show when and in what form Russell Bauknight, serving at the pleasure of the Attorney General, notified the Office of the Attorney General that he asserted James Brown's assets at his death on December 25, 2006 were worth about \$6.5 Million and his worldwide music empire less than \$4.7 Million on that date.

Ms. Meyer's response was:

Responding to your request (numbers 1 and 4)...this office does not possess any such documents, and therefore, is unable to provide this information to you.

I respectfully suggest that this answer is not correct.

In August 2010 the Office of Attorney General McMaster represented to our Supreme Court what the contents of a draft appraisal contained.

In May 2011, the Office of Attorney General Wilson provided our S. C. Supreme Court with copies of portions of an Estate Tax Closing Letter and related IRS documents from January 2011 directly related to this request, showing that – at least by May 6, 2011 – the AG's Office had this information in that form. Those documents – if no others exist – would be responsive to my request if May 6, 2011 is the first day the AG learned that Russell Bauknight asserted James Brown's worldwide music empire was worth less than \$4.7 Million when Brown died.

If the AG's Office learned this information before May 6, 2011, that is the subject of my request #4 of September 9.

As to Request #1, it is reasonable to assume that the AG looked at something when he represented to the South Carolina Supreme Court on August 23, 2010 that an expected appraisal – already in draft form – showed that James Brown's assets – repeatedly reported by the AG's Office and others to be worth \$100 Million (\$85 Million after the TIAA Debt) – would soon be found to be worth less than \$12 Million, a figure, the AG represented, was already found in a draft proposal.

Because of the importance of understanding the State's involvement, if any, in the representation by the AG's appointee, Mr. Bauknight, to the IRS that Bob Buchanan and I committed a criminal overstatement of James Brown's assets on a sworn Estate Tax Return, I ask that you carefully check to confirm that the AG's Office – as you state – has no documents to support its August 2010 assertion of the less-than-\$12 Million value and no record of when it first learned (before May 6) of the less-than \$4.7 Million for the worldwide music empire it reported to the Court on May 6,

c. My other FOIA Requests Which Are Not the Subject of Pending Litigation.

I hope that your response to my September 9, 2011 FOIA request means that the AG's Office has reconsidered the 5 Requests I made on July 20, 2011, which you did not challenge, but failed to fill, including those briefly described below, which I may now review and copy:

1. July 20, 2011 - 11-Page Memorandum from "tax experts"
referenced by CH Jones in April 6, 2009 Hearing,
Case 122.
2. July 20, 2011 Communications, Meetings, etc., with Toby Byron of
New York. [He is the man who asserted in
December 2007 that Albert H. "Buddy" Dallas had
offered him 5% of a sale of the James Brown
assets, then later recanted that representation.
He wrote several letters to various people 2007 -
2009, with copies to the SC AG. He had a
number of telephone meetings with Sr. Assistant
AG CH "Sonny" Jones as indicated in the email
of Sonny Jones to RL Buchanan, Jr. and me dated
December 6, 2007 re: \$100 Million initial offer for
James Brown assets.]
3. July 20, 2011 Communications, Meetings, Etc. With Dr. Terry
Bradford Cox . Mr. Cox, also mentioned by Sonny
Jones in his December 6, 2007 email related to the
\$100 Million initial offer for the James Brown assets,
also met at least one additional time – on or about
July 31, 2008 – with Sonny Jones, another AG and
an agent for Tommie Rae Hynie. Like Mr. Byron,
Dr. Cox corresponded with various people and copied
that correspondence to the AG's Office.
4. July 20, 2011 Communications, Meetings, etc., with Albert H.
"Buddy" Dallas and/or Forlando Brown. Mr. Dallas
had numerous documented – and as yet
undocumented – meetings with the Office of AG
McMaster, and his joint venturer, Forlando Brown,
also had various communications, including the
joint February 7, 2008 TV appearance with AG
McMaster.
5. July 20, 2011 PG documents.

Please confirm if this is true, so that I may avoid another FOIA suit.

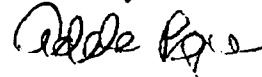
Ltr. to Ms. Meyers, Custodian
October 5, 2011
Page 5

As stated above, please do not let your answers to any of these questions delay scheduling a time for me to come review the documents responsive to my September 9, 2011 request, as I want to do that as soon as possible.

I look forward to coming to the Office; obtaining what you have; and spending a day, or more as needed, gathering the information I have already requested; and learning how to make subsequent requests more efficient so that I may acquire the needed public information as efficiently as possible.

Thank you in advance for an immediate response to my cell phone 803-413-0753 or email to allow me to come to begin obtaining this important public information.

Sincerely,



Adele J. Pope

AJP/ja

Enclosure in mailed copy: Check for \$300.00



ALAN WILSON
ATTORNEY GENERAL

December 9, 2011

The Honorable Frank R. Addy, Jr.
Judge, Eighth Judicial Circuit
528 Monument Street, Suite 210
Greenwood, SC 29646

Re: Pope v. Alan Wilson, Attorney General 2011-CP-36-379
Response to Plaintiff's Reply regarding Reconsideration

Dear Judge Addy:

Subject to all defenses raised by the Defendant in his Answer and pending motions, I am writing in response to Plaintiff's Reply regarding her Motion for Reconsideration:

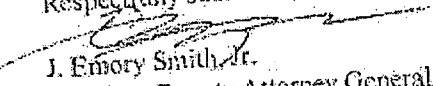
Plaintiff contends that this Court lacked the authority to consolidate this case with related litigation in Richland because no party had requested consolidation or a venue change. Plaintiff overlooks Rule 82(b), SCRCP, which states that when an action is brought in the wrong county or court, the court shall not dismiss the action but shall transfer it to any proper county or court in which it could have been brought. The Defendant argued that venue was improper in Newberry in his 12(b)(3) motion, and that Plaintiff could not bypass proceedings in Richland by suing in Newberry. Certainly, this Court could transfer this case to Richland and this Court may direct that this case be consolidated with case 4900 when it is transferring the case there.

As noted in my email to you yesterday, the three affidavits submitted by Plaintiff are not properly before the Court on a Motion for Reconsideration, and the Defendant reserves the right to move to strike them. Including these new affidavits, Plaintiff has now filed at least nine affidavits in this case, four since the hearing in this case and six executed by the Plaintiff, herself. They all are irrelevant to the basic legal issues before this Court.

We respectfully request that this Court deny the Motion for Reconsideration and proceed with the consolidation of this case with case 4900 in Richland. To the extent that, *arguendo*, a specific motion is necessary for that purpose, the Defendant so moves. The sooner that this case is consolidated with case 4900, the faster the issues in this case can be resolved for the benefit of all parties. We stand ready to have these issues resolved in Richland as quickly as possible. Plaintiff's continuing effort to keep this case in Newberry County only serves to delay resolution of this matter.

The Honorable Frank R. Addy, Jr.
December 9, 2011
Page 2

Respectfully submitted,


J. Emory Smith, Jr.
Assistant Deputy Attorney General

cc: Adam T. Silvernail, Esquire
Mark V. Gende, Esquire
The Honorable Jackie S. Bowers

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Sonny Jones

From: Sonny Jones
Sent: Thursday, January 20, 2011 10:44 AM
To: Matt Bodman; DavidBell@davidbelllawfirm.com; JTrigg@KilpatrickStockton.com
Cc: FKingsmore@nexsenpruet.com; amedlin@sc.rr.com
Subject: Brown-Terry Brown Docs
Attachments: TB ASSIGNMENT.PDF; TBCON.PDF

In order that you may have them in one email I have attached Terry Brown's Amendment and Confirmation to the ROFR and Terry Brown's Assignment to Forlando Brown.

Thanks.

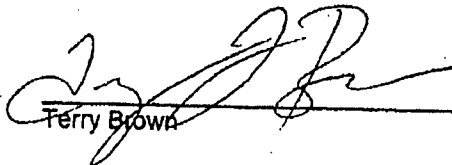
328

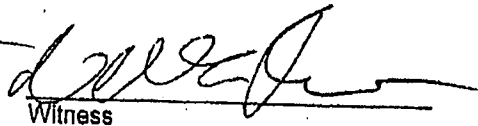
Georgia, Stephens County

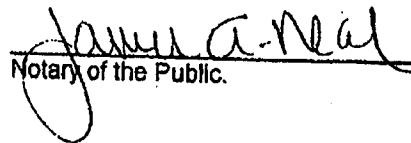
For in consideration of the sum of \$1 with love and affection and other valuable consideration, the undersigned, Terry Brown, being a biological child of James Brown the entertainer and known world-wide as the godfather of soul, and beneficiary under the Last Will and Testament of James Brown and the Irrevocable Trust of James Brown dated 8-1-2000, does hereby transfer, irrevocably convey and assign unto William Forlando James Brown all my interest of every nature and kind in the Estate of James Brown.

To the extent that any third party may deem this transfer ineffective for any reason, I hereby designate and appoint, my son William Forlando James Brown, as my true and lawful attorney in fact hereby granting unto him a power, coupled with an interest, to execute any document in my name and stead as and to the same extent that I may execute and convey my interest in the matter of James Brown. This transfer shall be deemed irrevocable and coupled with an interest. I hereby acknowledge that I have made this transfer with due consideration, thought and design, and that I do so voluntarily and of my own accord.

Witness my hand and seal this date January 3, 2011


Terry Brown


Witness


Notary of the Public.

MY COMMISSION
EXPIRES ON
JUNE 7, 2011

Confirmation and Amendment

Certain parties entered into an Addendum to Private Agreement of August 10, 2008 to Include Settlement Agreement with Terry Brown Creating Restated and Amended Private Agreement (the "agreement"), that created an entity (the "Settlement Entity") to hold all of the assets related to James Brown, as described in paragraph 1 of the agreement. Capitalized terms not defined herein have the meanings set forth in the agreement. Those parties hereby confirm and amend certain provisions of the agreement, as follows:

1. Under the agreement, Terry Brown ("Terry") has a Right of First Refusal ("ROFR"). This agreement confirms that Terry's ROFR in all respects under the agreement applies only to "the sale of all or substantially all" of the "James Brown Assets" (as the term James Brown Assets is defined in paragraph 1 of the agreement). The term "the sale of all or substantially all" includes only (a) the sale of the entirety (that is, one hundred percent) of the James Brown Assets in one or a series of related transactions, or (b) the sale of at least 65% of the estimated value of the entirety of the James Brown Assets as of such time in one or a series of related transactions. Terry's ROFR does not apply to any other transfer of any of the James Brown Assets or an interest therein. For example, and notwithstanding anything to the contrary in the agreement or in the foregoing, the ROFR does not apply to the granting of one or more clearances or licenses of any duration, scope, or description for the use of any or all of the James Brown Assets, including but not limited to such purposes as movies, documentaries, video games, commercials or other advertisements, product brands, books or other publications, or theatrical productions.
2. Under the agreement, Terry has the exclusive right to conduct a due diligence review ("due diligence right") of all of the James Brown Assets as provided in Paragraph 5 of the agreement. With respect to the due diligence right, the agreement is hereby amended to the extent and only to the extent as follows: (a) Terry may commence the due diligence review immediately upon the execution of this confirmation and amendment; (b) the due diligence period will be for a period of twelve months from the execution of this confirmation and amendment; (c) there is no prohibition against the Settlement Entity, and/or Russell Bauknight as fiduciary or any agent or consultant employed by or on behalf of the Estate or Settlement Entity, soliciting, encouraging, entertaining, discussing, or accepting offers with respect to the sale, transfer, license, or other disposition or exploitation of any of the James Brown Assets (including any offer generated by a beneficiary of the Estate or such other agents or representatives as the Estate or Settlement Entity may from time to time authorize), subject in all cases to the Terry's exclusive solicitation rights clarified in paragraph 3 below; and (d) Terry Brown or his designee shall have the exclusive right to use any work product or other materials in any medium prepared by or on behalf of Terry in the course of the exercise of the due diligence right for purposes of soliciting, encouraging, entertaining or discussing, offers with respect to the sale, transfer, license, or other disposition or exploitation of any of the James Brown Assets.
3. Under paragraphs 6, 7 and 8 of the agreement, Terry has the exclusive right to solicit offers for a period of six months ("right to solicit"). With respect to the right to solicit, the agreement is hereby amended to the extent and only to the extent as follows: the six-month period of the right

to solicit (which was formerly contemporaneous with the Exclusivity Period of the due diligence right) shall commence three months after notice from Terry (at any time after the later of the expiration of the due diligence review period or the funding of the Settlement Entity). The three-month period is to allow the Estate/Settlement Entity a reasonable time to wind down or complete any then-ongoing discussions, but the Estate and Settlement Entity will not use such period for any purpose that is intended to defeat Terry's enjoyment of the right to solicit; provided however, that Terry's right to solicit will prohibit neither the continued granting of music clearances nor the continued performance of licenses and clearances permitted by paragraph 1 above.

4. Terry and the other parties to the agreement shall agree that, during the periods in which Terry is exercising the due diligence right and the right to solicit under paragraphs 2 and 3 above, they shall cooperate with respect to providing Terry and his representatives full access to any and all records, documents, things and information within the parties' control concerning the James Brown Assets and the value thereof, including but not limited to contracts, documents and things pertaining to or reflecting James Brown's songwriting or recording activities, royalty statements, bank records, audits, valuations, tax documents, audio master tapes, video master tapes, government filings (including but not limited to trademark and copyright filings), personal effects, artwork, writings, journals, photographs, press clippings, promotional materials, whether or not constituting "Confidential Information" for purposes of the agreement (collectively, the "Documents"), subject to an obligation to safeguard such items. Terry shall have the right to make the Documents or information therein available to third parties as he reasonably deems necessary in connection with the exercise of the due diligence right and the right to solicit, provided that such third parties first enter into confidentiality agreements in favor of the Estate and/or the Settlement Entity, as applicable, that are at least as protective of such information as the provisions of paragraph 9 of the agreement.

5. Except as confirmed and amended by this confirmation and amendment, the agreement remains in full force and effect.



Henry D. McMaster

Attorney General of the State of South Carolina

Robert D. Cook

Assistant Deputy Attorney General

C. Havird Jones, Jr.

Senior Assistant Attorney General

J.C. Nicholson, III

Assistant Attorney General

Mary Frances Jowers

Assistant Attorney General

Post Office Box 11549

Columbia, South Carolina 29211

(803) 734-3680

For the South Carolina Attorney General

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FEDEX OFFICE 1372

PAGE 04/05

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Levenson & Associates
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Atlanta, Georgia 30303

Attorney for Larry Brown, Daryl J. Brown, Janise Vanisha B., Lindsey Delores Brown, Vanisha Brown, Deanna J. Brown Thomas, Jason Brown Lewis, Yamma N. Brown-Lewis, Sydney L., Carrington L., and Tonya Brown

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FEDEX OFFICE 1372

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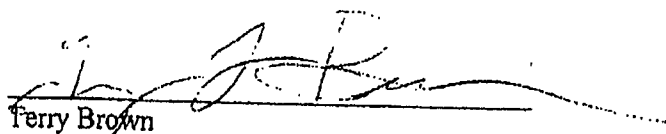
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Jerry Brown

335

June 9, 2012

James William Curtis

Age # [redacted]

Las Vegas, NV 89109

Dear Sirs

This to inform you that I am James Brown's oldest son I will be 62 January 18, 2013. I was born in 1951, in Birmingham ALB and was raised in Augusta, GA. I knew my dad when he started in the Suge Suits where we met my mom who is deceased also. I am closely following this case and my sisters and brothers. So if any of the non inherited children receive anything you must start with me. Because I was born before his oldest son that died.

Please fill free to contact me

at [redacted]

Thank you,

James W. Curtis

ok yes you may take my

Dad

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STATE OF SOUTH CAROLINA
COUNTY OF RICHLAND

RUSSELL L. BAUKNIGHT, as Trustee of
the James Brown 2000 Irrevocable Trust and
the James Brown Legacy Trust and
and on behalf of Henry Dargan McMaster, in
his capacity as Attorney General of the State
of South Carolina and others,

and

HENRY DARGAN MCMASTER, in his
capacity as Attorney General of the State of
South Carolina;

Plaintiffs.

v.

Adele J. Pope,

Defendant.

) IN THE COURT OF COMMON PLEAS

)

) CASE NO. 2010-CP-40-4900

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MOTION OF DEFENDANT FOR
SUMMARY JUDGMENT AS TO

TERRY BROWN

AND

RUSSELL L. BAUKNIGHT AS AGENT
FOR TERRY BROWN

TO: PLAINTIFF TERRY BROWN AND RUSSELL L. BAUKNIGHT AS HIS AGENT, AND THEIR
COUNSEL, SWEENEY, WINGATE AND BARROW, P.C.:

YOU WILL PLEASE TAKE NOTICE that ten days after service hereof, or as soon
thereafter as she may be heard, Defendant Adele J. Pope will move before the Honorable L.
Casey Manning for an order of Summary Judgment against Terry Brown and Russell L.
Bauknight as his Agent ("Agent") as follows:

1. Dismissing or Granting Summary Judgment as to Terry and Agent's Complaint;
2. Granting Summary Judgment to Pope against Terry and Agent on the causes of
action for fraud; abuse of process; civil conspiracy; and interference with contract;
3. Awarding actual damages against Terry and Agent, jointly and severally,
in the amount of \$4,230,000.00, with prejudgment interest as to \$2.1 Million.

4. Awarding Attorneys' fees and costs in the amount of \$320,000.00, plus all additional attorneys' fees and costs incurred after May 19, 2013.
5. Directing that a jury be impaneled to determine punitive damages; and
6. Equitably charging any interest held by Terry or Agent related to assets of James Brown, the Estate of James Brown and/or the James Brown 2000 Irrevocable Trust with the judgment as set out above.

The Grounds of this motion are:

1. The undisputed material facts contained in the Counterclaim, which are summarized below, with additional developments since its filing, show:

- a. Entertainment icon James Brown stated his clear intention to dedicate his entire musical empire solely to the education of certain grandchildren and needy and deserving students as follows:

Except as otherwise provided. . . I have intentionally failed to provide for any other relatives or other persons, whether claiming, or to claim, to be an heir of mine or not. Such failure is intentional and not occasioned by accident or mistake. . . . It is the Grantor's intention that the trust estate be available only to the beneficiaries and not to be the Grantor's past or future spouse. The Trustee(s) are directed to enforce this provision. [Emphasis supplied.] [Will, p. 1; Tr. Art. XVIII, XXII]

- b. In 2008 Terry gave sworn testimony of his knowledge and support of Brown's Estate Plan and insisted that Brown's *In Terrorem* clauses be enforced against those who interfered with the Estate Plan.

- c. With such knowledge, Terry, with others, hired attorney Levenson to destroy Brown's estate plan, and agreed to pay him \$150,000.00 plus 30% of what Levenson could get for them from Brown's "I Feel Good" private foundation for needy and deserving students.

- d. By 2008 Terry and his son Forlando had teamed up with felon David Cannon to become part of TJBL, which made three offers to buy Brown's music empire for \$90 Million - \$100 Million.

- e. On January 30, 2009 Terry further violated Brown's Estate Plan and the *In Terrorem* clauses by entering a void contract to acquire 4.79% of the "I Feel Good" Trust and a Right of First Refusal to buy Brown's \$100 Million music empire.

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f. On May 18, 2010 Terry and Agent brought this case without cause for improper purposes, including forcing Robert Buchanan and Pope to abandon the appeal of the Aiken County Case 2008-CP-02-1647 Order which approved the void deal.

g. Terry had actual knowledge when he commenced this suit that Buchanan and Pope have owed him no duty since January 30, 2009 when he violated the valid Estate Plan, invoking the *In Terrorem* clauses of Brown's Will and Trust.

h. In 2012 Terry and Agent extracted from Defendant Buchanan an unconscionable "agreement," which should be declared void, purporting to limit Buchanan's ability to defend the Estate Plan of James Brown.

i. Terry and Agent participated in falsely accusing Buchanan of the Federal Crime of overstating Brown's music empire by \$79 Million for the improper purpose of obtaining a large commission, where both knew the allegation to be false, material and damaging.

j. Terry and Agent conspired with Forlando Brown and others to cause other material and special damages to Buchanan and Pope.

k. Terry and Agent have committed fraud under Section 62-1-106, damaging Defendant and Buchanan in numerous ways, including:

1. Fabricating and presenting to the IRS, the Supreme Court and the Probate Court the outrageous claim that Brown's worldwide music empire was worth less than \$4.7 Million, where Terry has actual knowledge that Brown's worldwide music empire is worth \$100 Million or more.

2. Fabricating and presenting to the S. C. Supreme Court James Brown's heirs and their alleged rights under the Federal Copyright Act, with actual knowledge that the representation was both material and false.

3. Telling the S. C. Supreme Court that there have been no offers to buy the James Brown's assets at the same time Terry and Agent alleged losses by Buchanan and Pope for failure to accept a 2007 \$100 Million offer, and Terry participated in two \$90 - \$100 Million offers.

4. Representing that Tommië Rae Hynie was Brown's surviving spouse, and asserting that Jg. Early had so declared her to be, where Terry has actual knowledge Hynie was not Brown's spouse and Jg. Early made no such finding.

5. Terry's attempting to transfer his rights in the Estate of James Brown

(in a document prepared by Agent's counsel) in violation of the Statute of Elizabeth while seeking relief from default as to the counterclaims of Buchanan and Pope.

6. Falsely accusing Buchanan of impropriety for seeking a \$2.1 Million commission for more than six years of valuable service to the Estate, 2000 Trust and Estate Plan of James Brown, and Pope a \$2.8 Million corresponding commission, while concealing their plan to pay \$20 Million or more to Levenson, Rosen and Agent's attorneys from Brown's "I Feel Good" Trust, which Brown intended for scholarships for needy students.

2. Terry and Agent have refused to participate properly in discovery and Terry has refused to present himself at noticed and/or scheduled depositions for more than two years. Terry has further concealed material documents requested in discovery.

3. The evidence shows that Terry and Agent have concealed their collusion with felon David Cannon, Terry's joint venturer, and damaged Brown's Estate and 2000 Trust by \$12 Million or more including:

a. Agent's engaging Powell Goldstein (now "Bryan Cave"), counsel to Terry, Cannon and TJB, to assist with Terry's Right of First Refusal ("ROFR")

b. Terry's participation in soliciting a book about James Brown with the intention of vindicating David Cannon and vilifying Buchanan and Pope, even though Cannon took \$12+ Million from Brown and Buchanan and Pope put the Estate/2000 Trust in a position to recover substantial amounts, including Cannon's million-dollar home in Honduras.

c. Failing for four years to recover a single dime from Cannon in Case 322.

d. Failing to seek either jail time or restitution for Cannon, thereby rehabilitating him at the expense of Buchanan and Pope.

e. Naming Cannon as a witness against Buchanan and Pope in this Case, instead of seeking millions from him.

f. Interfering with Pope's attempts in Aiken County to proceed with recovery of the missing millions.

g. Agent's failure to recover more than \$400,000 of damages caused by Terry's son Forlando in the frivolous Federal Suit brought by Forlando on January 2, 2008 and abandoned by him in 2012.

4. Terry and Agent, for Terry's benefit, have interfered with the valid contracts of Buchanan and Pope, including but not limited to the contracts to make all payments approved in the January 8 and February 20, 2008 Orders in Case 122; the contract with James D. Bailey, Esq.; the contract with Tressa Hayes; the defense of the fabricated Forlando Federal Suit; and other valid obligations entered into by Buchanan and Pope for the protection of the Estate, 2000 Trust and Estate Plan of James Brown.

5. The facts contained in the counterclaims against Terry, which are incorporated herein by reference, are fully supported by the record in this case and matters of which the Court is asked to take judicial notice.

6. As a result of the actions of Terry and Agent, Pope has been damaged in at least the following amounts:

a. Liquidated damages under the January 8, 2008 Order of Jg. Early of no less than \$2,100,000.00, with daily, pre-judgment interest at the legal rate.

b. Additional damages in the amount of no less than \$2,130,000.00, including loss of ability to complete her service as PR/Trustee; costs of the Forlando Suit; increased costs, and loss of professional negligence insurance; defense of the Cincinnati lawsuit, prosecution of the Case 1647 appeal; and resulting limitations to her practice as a result of failure to obtain appropriate insurance.

7. Based on the undisputed material facts, including those set out herein, there is no support for Terry's request for relief from default.

8. The actions of Terry and Agent described herein, and more fully set forth in the sworn testimony, depositions interrogatory answers and admissions on in this Case and in the Record on Appeal ("ROA") in Case 1647 and in the ROAs in Cannon and Dallas appeals from Case 122, were taken maliciously and recklessly, and with intention to destroy the careers, reputations and livelihood of Buchanan and Pope and have been effective in doing so.

9. The reckless and intentional nature of Terry's actions, and those of Agent, merit both the punitive damages and equitable relief sought against Terry and Agent herein.

10. Terry and Agent have advised the S. C. Supreme Court that Terry's Federal Copyright Act Termination Rights, which should be equitably charged with the damages to Pope hereunder, are a "valuable right" which Agent is holding in his fiduciary capacity.

11. As a result of the actions of Terry and Agent, including their intransigence in discovery matters, counsel for Pope has performed valuable and necessary services and incurred costs in this case over almost three years, which should be awarded against Terry and Agent under Section 62-7-1004 of the S.C. Trust Code in amount of \$320,000.00 for this case, plus such additional attorneys' fees as are earned and costs incurred after May 19, 2013.

This motion is supported by all Affidavits of Adele J. Pope on file in this Case; the deposition of Robert L. Buchanan, Jr. and the Affidavits of Buchanan, Pope and others made a part thereof; the testimony of Terry Brown in Case 122; the decision of the S. C. Supreme Court dated February 27, 2013 in Case 1647; the decision of the S.C. Court of Appeals dated

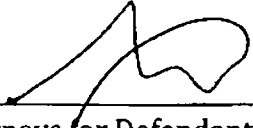
November 6, 2009 in Case 122 (Cannon appeal); the sworn testimony of Albert Dallas; the deposition of Daryl J. Brown; the deposition of Terry Brown; the deposition of Tonya Brown; and such additional affidavits, admissions and other filings which shall be properly presented to the Court prior to the hearing.

Respectfully submitted,

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Telephone: (803) 765-0600
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March 5, 2013

By: 
Attorneys for Defendant Adele J. Pope

STATE OF SOUTH CAROLINA)
)
COUNTY OF RICHLAND)

IN THE COURT OF COMMON PLEAS
FOR THE FIFTH JUDICIAL CIRCUIT

Adele J. Pope,)
)
Plaintiff,)

C/A No. 12- CP-40-350

vs.)

JAMES BROWN LEGACY TRUST's
MOTION TO STAY

Alan Wilson, in his capacity as)
Attorney General of South Carolina,)
and James Brown Legacy Trust, by)
Russell L. Bauknight, its Trustee,)
)
Defendant.)

Defendant James Brown Legacy Trust, through its trustee Russell L. Bauknight, moves this Court to stay the above-captioned action pending resolution of certain issues in *Wilson, et al. v. Dallas, et al.*, Opinion No. 27227 (filed February 27, 2013).

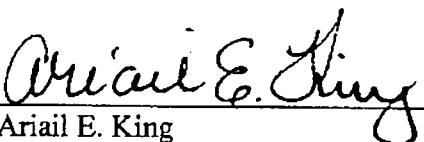
The South Carolina Supreme Court recently issued an opinion in the case of *Wilson, et al. v. Dallas*. In that opinion, the Court considered a "compromise agreement," approved by the Circuit Court, which had created the James Brown Legacy Trust ("the Legacy Trust"). The Supreme Court held that the compromise agreement was not just and reasonable and reversed the lower court's approval of the compromise. The opinion states that the settlement could not replace James Brown's estate plan and trusts by creating new trusts.

The Legacy Trust was to be funded with a future interest. Due to Judge Early's Order prohibiting distributions during the appeals process, it was never funded and no distributions have been made. If the status of the Legacy Trust continues as presently determined by the South

Carolina Supreme Court, the Legal Trust will not exist after remittitur.¹

Trial courts have the authority and discretion to stay an action. *See, e.g. Talley v. John-Mansville Sales Corp.*, 285 S.C. 117, 328 S.E.2d 621 (1985)(holding that trial court abused discretion in denying stay). Stays have been employed in a variety of circumstances in South Carolina, including situations where resolution of a controlling issue is pending in another proceeding. *See, e.g., 4 S.C. Jur. Actions* § 40 (citing *Piedmont Press Ass'n v., Record Pub. Co.*, 1256 S.C. 43, 152 S.E. 721 (1930)). Since there is a significant question as to whether the Legacy Trust exists, which will be resolved at the time of the remittitur, Defendant Bauknight respectfully requests that the motions as to the Legacy Trust be stayed.

A. Camden Lewis
Keith M. Babcock
Ariail E. King
LEWIS, BABCOCK & GRIFFIN, LLP
P.O. Box 11208
Columbia, South Carolina 29211

By: 
Ariail E. King

Attorneys for Defendant James Brown
Legacy Trust, by Russell L. Bauknight, its
Trustee

Columbia, South Carolina

March 15, 2013

¹There has been no remittitur yet as on March 14, 2013, four Petitions for rehearing were filed: one on behalf of the Attorney General, one on behalf of Mr. Bauknight, one on behalf of James B., and one on behalf of Mrs. Pope. None of the petitions challenge the Supreme Court's holding as to the Legacy Trust.

**LAW OFFICE OF
ADAM T. SILVERNAIL, LLC**

PLEASE NOTE NEW ADDRESS:
POST OFFICE BOX 1898
1901 HAMPTON STREET
COLUMBIA, SOUTH CAROLINA 29202

March 19, 2013

By E-mail and U.S. Mail:
Attorney General Alan Wilson
John W. McIntosh, Esquire
Robert D. Cook, Esquire
Office of the Attorney General
State of South Carolina
Post Office Box 11549
Columbia, South Carolina 29211-1549

Re: The James Brown "I Feel Good" Private Foundation
Richland County Case 2010-CP-40-4900 ("Case 4900")

Dear Attorney General Wilson, John and Bob:

We are disappointed that Attorney General Wilson's Petition for Rehearing fails to endorse at least three important areas touched upon by the Supreme Court's February 27 decision:

1. The Court provided a roadmap to save James Brown's "I Feel Good" Private Foundation for needy students by voiding attempts of AG McMaster to transfer Brown's \$100 Million music empire and other private property to McMaster's Legacy Trust, then disbursing 52 ½% of it to some of Brown's claimed relatives.
2. The Court questioned the less-than \$4.7 Million valuation by Mr. Bauknight, widely endorsed by AG Wilson, speaking through Sonny Jones, since May 6, 2011. This incorrect valuation must be corrected.
3. The Court found that Russell Bauknight cannot serve under or defend the Will of James Brown or the James Brown 2000 Irrevocable Trust. For many reasons, including his fiduciary relationship with Tommie Rae Hynie (whom he calls Brown's "wife") and Cannon joint venturer Terry Brown, Bauknight must not return as Personal Representative or Trustee of the 2000 Trust.

The specific purpose of this letter is to make clear that our Offer of Judgment in Case 4900 - copy attached - expires on March 27, 2013, as do all offers and Offers of Judgment we have made to others in Case 4900.

We believe that the Attorney General's acceptance of Mrs. Pope's Offer of Judgment will bring to a close the State's unfortunate and deep involvement, through both Sonny Jones and Bauknight, in Case 4900.

Should you elect not to accept the Offer of Judgment in Case 4900, we will need to resolve the following questions as we proceed. In accordance with Rule 11, please consider this letter my consultation on these issues where necessary.

1. Do you agree that Mr. Bauknight's almost 3-year assertion to the Case 4900 Court that he was speaking on behalf of the State/Attorney General was unauthorized?
 2. Do you agree that either Bauknight or the State should bear the attorneys' fees and costs associated with this 3-year-old lawsuit?
 3. Do you agree that Mr. Wingate was never authorized to represent the State while representing the private interests of Tommie Rae Hynie, Terry Brown and others.
 4. Do you agree that the same lawyer cannot represent Venisha Brown, who is incarcerated and facing extradition to South Carolina on additional charges, and the Attorney General?
 5. Do you agree – now that the McMaster August 10, 2008 Agreement has been declared void – that a person who has declared that Hynie is Brown's wife cannot serve as PR/Trustee under the Will of James Brown ?
 6. Do you agree that the "Settlement" with Robert Buchanan in Case 4900 was void, but that Mr. Buchanan may keep the \$500,000 because it was awarded to him by the January 8, 2008 Order in Case 122?
 7. Do you agree, if you do not believe the Buchanan Settlement is void, that the Legacy Trust and its beneficiaries, along with Tonya and James B., must return 52 ½% – \$262,500 – of Estate money improperly used to purchase releases for them from Buchanan's counterclaims?
 8. Do you agree that Mr. Bauknight, individually, must accept responsibility for the actions he has taken on behalf of both the State and the Legacy Trust if the entities he purported to represent do not exist or are not responsible for his actions?
-
9. Do you agree that the Case 4900 Plaintiffs are jointly and severally liable for the Estate/Bauknight's failure to pay Mr. Pope the approximately \$1.9 Million (with interest continuing to accrue) she was awarded under the January 8, 2008 Order in Case 122?

Letter to Attorney General Wilson, Mr. McIntosh and Mr. Cook

March 19, 2013

Page 3

10. Do you agree that all adult Plaintiffs have made false representations to the Case 4900 Court and the Supreme Court about who are James Brown's heirs under the Federal Copyright Act and the value of their interests?

11. Do you agree that Mr. Wingate was never authorized to bring suit on behalf of the State/AG?

Mrs. Pope and I stand ready to discuss any of these issues with you. As before, you are authorized to speak directly to her. If possible, we would appreciate your response in time to address these issues on March 28th.

As a courtesy, I am providing a copy of this letter to Mr. Wingate. I write you directly, however, in light of your representation to the Supreme Court that you did not engage private counsel in connection with Case 4900.

Sincerely



Adam T. Silvernail

Enclosure

cc: Adele J. Pope, Esquire
Kenneth B. Wingate, Esquire
Mark V. Gende, Esquire
Aaron J. Hayes, Esquire
Daryl L. Williams, Esquire

STATE OF SOUTH CAROLINA

COUNTY OF RICHLAND

Adele J. Pope,

Plaintiff,

v.

Alan Wilson, in his capacity as

Attorney General of South

Carolina and James Brown

Legacy Trust, by Russell L. Bauknight,
its Trustee

Defendants.

IN THE COURT OF COMMON PLEAS

Civil Action No. 2011-CP-40-350

PLAINTIFF'S STATUS REPORT AND
MEMORANDUM OF LAW

By direction of the Honorable L. Casey Manning on March 18, 2013 Plaintiff Adele J. Pope submits this report of the Status of this case in light of S. C. Supreme Court decision No. 27227, issued February 27, 2013 and subsequent events.

Summary of Status and Relief Requested

The following summarizes the status of this case ["Case 350"]:

1. This case, brought under the South Carolina Freedom of Information Act ("FOIA"), has been pending for nearly 18 months and is ready to be heard and finally decided at the Court's earliest convenience.
2. Pursuant to the Supreme Court's suggestion (in footnote 29 of the opinion), the FOIA cases "should be considered by the circuit court in the first instance."
3. The Defendant James Brown Legacy Trust (the "Legacy Trust")'s argument that it will not exist if the Supreme Court's opinion stands is baseless, and the Legacy Trust is unquestionably a public body created by the South Carolina Attorney General.
4. All documents held by the Legacy Trust and/or its counsel are under the control of the Attorney General and subject to the provisions of FOIA.
5. The motion to consolidate this case with Case 4900 is now moot in light of the AG's indication that he will seek to withdraw from Case 4900.

These matters are discussed in detail below.

History of Case

Pope made proper requests under the FOIA for the public documents sought herein in June 2011. Those documents include:

The Final and all drafts, signed and unsigned, of the James Brown Legacy Trust (requested from both Defendants) and

All correspondence, email and/or other communications between any member of the Office of the South Carolina Attorney General and Russell L. Bauknight between August 1, 2010 and May 4, 2011 related to the value of the assets of the Estate of James Brown and/or the James Brown 2000 Irrevocable Trust (requested from Defendant AG only)

Counsel for the Legacy Trust refused to release any documents and threatened to seek sanctions or other relief against Pope if she made further requests to the Legacy Trust under the FOIA. (See Ex. C to Ex. D of the Complaint herein.) The Attorney General failed to timely respond to Pope's FOIA request.

This case was filed on August 3, 2011 in Newberry County. Pursuant to the FOIA, Plaintiff sought a declaration that the requested documents are public; an Order directing their production; and her attorneys' fees incurred in prosecuting this matter. All such relief is provided for by statute. (See S. C. Code Ann. § 30-4-10, et seq.)

At the request of Defendant AG, this case was transferred to Richland County and given its current case number. Subsequently, both Defendants moved separately to consolidate this case with Case No. 2010-CP-40-4900 ("Case 4900"), which is a complex tort case.

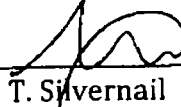
Despite continuing requests by Plaintiff for a hearing, no motions have been decided since the case was transferred to Richland County more than a year ago.

On March 15, 2013, the Legacy Trust moved for a stay, based on its assertion that it no longer exists as a result of the Supreme Court's February 27 decision in another case.

attached. This "Confirmation and Amendment" confirms by its own language that the Legacy Trust (which is the "Settlement Entity") had been in existence since the settlement was executed.

The Legacy Trust asks this Court to find that the Attorney General can create an entity which does not have to produce its own public documents if the Supreme Court later finds the Attorney General's actions were improper. The Court should decline to do so and set a hearing on this matter at its earliest convenience.

Respectfully submitted,



Adam T. Silvernail
Law Office of Adam T. Silvernail, LLC
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Telephone: (803) 779-1770 m
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adam@silvernaillawfirm

March 27, 2013

Attorney for Plaintiff

EXHIBIT A

Confirmation and Amendment

Certain parties entered into an Addendum to Private Agreement of August 10, 2008 to Include Settlement Agreement with Terry Brown Creating Restated and Amended Private Agreement (the "agreement"), that created an entity (the "Settlement Entity") to hold all of the assets related to James Brown, as described in paragraph 1 of the agreement. Capitalized terms not defined herein have the meanings set forth in the agreement. Those parties hereby confirm and amend certain provisions of the agreement, as follows:

1. Under the agreement, Terry Brown ("Terry") has a Right of First Refusal ("ROFR"). This agreement confirms that Terry's ROFR in all respects under the agreement applies only to "the sale of all or substantially all" of the "James Brown Assets" (as the term James Brown Assets is defined in paragraph 1 of the agreement). The term "the sale of all or substantially all" includes only (a) the sale of the entirety (that is, one hundred percent) of the James Brown Assets in one or a series of related transactions, or (b) the sale of at least 65% of the estimated value of the entirety of the James Brown Assets as of such time in one or a series of related transactions. Terry's ROFR does not apply to any other transfer of any of the James Brown Assets or an interest therein. For example, and notwithstanding anything to the contrary in the agreement or in the foregoing, the ROFR does not apply to the granting of one or more clearances or licenses of any duration, scope, or description for the use of any or all of the James Brown Assets, including but not limited to such purposes as movies, documentaries, video games, commercials or other advertisements, product brands, books or other publications, or theatrical productions.

2. Under the agreement, Terry has the exclusive right to conduct a due diligence review ("due diligence right") of all of the James Brown Assets as provided in Paragraph 5 of the agreement. With respect to the due diligence right, the agreement is hereby amended to the extent and only to the extent as follows: (a) Terry may commence the due diligence review immediately upon the execution of this confirmation and amendment; (b) the due diligence period will be for a period of twelve months from the execution of this confirmation and amendment; (c) there is no prohibition against the Settlement Entity, and/or Russell Bauknight as fiduciary or any agent or consultant employed by or on behalf of the Estate or Settlement Entity, soliciting, encouraging, entertaining, discussing, or accepting offers with respect to the sale, transfer, license, or other disposition or exploitation of any of the James Brown Assets (including any offer generated by a beneficiary of the Estate or such other agents or representatives as the Estate or Settlement Entity may from time to time authorize), subject in all cases to the Terry's exclusive solicitation rights clarified in paragraph 3 below; and (d) Terry Brown or his designee shall have the exclusive right to use any work product or other materials in any medium prepared by or on behalf of Terry in the course of the exercise of the due diligence right for purposes of soliciting, encouraging, entertaining or discussing, offers with respect to the sale, transfer, license, or other disposition or exploitation of any of the James Brown Assets.

3. Under paragraphs 6, 7 and 8 of the agreement, Terry has the exclusive right to solicit offers for a period of six months ("right to solicit"). With respect to the right to solicit, the agreement is hereby amended to the extent and only to the extent as follows: the six-month period of the right

to solicit (which was formerly contemporaneous with the Exclusivity Period of the due diligence right) shall commence three months after notice from Terry (at any time after the later of the expiration of the due diligence review period or the funding of the Settlement Entity). The three-month period is to allow the Estate/Settlement Entity a reasonable time to wind down or complete any then-ongoing discussions, but the Estate and Settlement Entity will not use such period for any purpose that is intended to defeat Terry's enjoyment of the right to solicit; provided however, that Terry's right to solicit will prohibit neither the continued granting of music clearances nor the continued performance of licenses and clearances permitted by paragraph 1 above.

4. Terry and the other parties to the agreement shall agree that, during the periods in which Terry is exercising the due diligence right and the right to solicit under paragraphs 2 and 3 above, they shall cooperate with respect to providing Terry and his representatives full access to any and all records, documents, things and information within the parties' control concerning the James Brown Assets and the value thereof, including but not limited to contracts, documents and things pertaining to or reflecting James Brown's songwriting or recording activities, royalty statements, bank records, audits, valuations, tax documents, audio master tapes, video master tapes, government filings (including but not limited to trademark and copyright filings), personal effects, artwork, writings, journals, photographs, press clippings, promotional materials, whether or not constituting "Confidential Information" for purposes of the agreement (collectively, the "Documents"), subject to an obligation to safeguard such items. Terry shall have the right to make the Documents or information therein available to third parties as he reasonably deems necessary in connection with the exercise of the due diligence right and the right to solicit, provided that such third parties first enter into confidentiality agreements in favor of the Estate and/or the Settlement Entity, as applicable, that are at least as protective of such information as the provisions of paragraph 9 of the agreement.

5. Except as confirmed and amended by this confirmation and amendment, the agreement remains in full force and effect.

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Robert D. Cook
Assistant Deputy Attorney General
C. Havird Jones, Jr.
Senior Assistant Attorney General
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Louis Levenson
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125 Broad Street
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Attorney for Larry Brown, Daryl J. Brown, Janise Vantisha B., Lindsey Delores Brown, Vantisha Brown, Deanna J. Brown Thomas, Jason Brown Lewis, Yamma N. Brown-Lumar, Sydney L. Carrington L., and Tonya Brown



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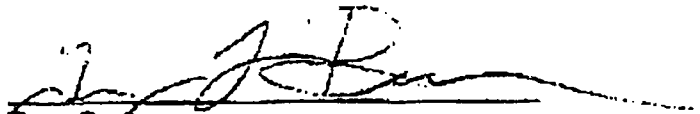
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Terry Brown

STATE OF SOUTH CAROLINA
In the Court of Appeals

APPEAL FROM AIKEN COUNTY
Court of Common Pleas

The Honorable Doyet A. Early, III Circuit Court Judge

Case No. 2013-CP-02-1647
Case No. 2013-CP-02-2849
Case No. 2013-CP-02-2850
Case No. 2013-CP-02-2851

MICHAEL DEON BROWN, JAMES CURTIS, AND JANE DOE and JOHN DOE
Numbers I, II, III and IV, by their proposed Guardian *ad Litem*, and Adele Pope,
as Creditor/Proponent of Will of James Brown dated June 15, 1999 and on
behalf of Others under S.C. Trust Code § 62-7-405 Appellants,

v.

James B., Terry Brown, Tommie Rae Hynie and David Sojourner, Jr., ...
..... Respondents.

IN RE:
THE ESTATE OF JAMES BROWN, A/K/A JAMES JOSEPH BROWN

RETURN AND OPPOSITION OF APPELLANTS TO MOTION TO DISMISS

Appellants oppose the Motion to Dismiss this appeal made by Adams and
Reese, LLP on behalf of David Sojourner, Jr., for the following reasons:

1. Movant lacks standing to seek dismissal because of his void *ex parte* claimed appointment, and because he has unclean hands.
2. James Brown's incarcerated son Michael and all Appellants are Aggrieved by the appealable Orders, and have standing.

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APR 17 2014

SC Court of Appeals

3. Michael and other Appellants are entitled to be parties and served, and the claimed heirs to have a guardian *ad litem* ("GAL").
4. SCTC Section 62-7-405 Gives Appellant Pope Additional Standing Because Movant and Bauknight have placed the 1999 Will in jeopardy.

Each of these issues is discussed below.

Background

This is an appeal of public importance because it addresses whether the State, after the withdrawal by Attorney General Alan Wilson ("AG Wilson") and aided by Movant and Russell Bauknight, may continue to deny the Due Process, Equal Protection, First Amendment and statutory rights of Appellants which was the State's policy from August 10, 2008 until the decision of May 8, 2013 in *Wilson v. Dallas*, 403 S.C. 411, 743 S.C.2d 743.

The State's policy threatened to dismember James Brown's "I Feel Good" Private Foundation. It also threatened the "I Feel Good" Trust's rights to more than 800 published and unpublished songs (the "Royalties"). The State did this by creating by "stipulation" a spouse, rather than confirming James Brown had no spouse. The Estate/"I Feel Good" Trust were prevented from contracting with the least expensive HALF of Brown's *real* heirs *who were not challenging the estate plan* to protect for decades the \$3+ million annual flow from the Royalties to needy students as James Brown intended.

But for the actions of the State, Movant and Bauknight, the challenges to Brown's 2000 and 1999 estate plans, under the *Wilson v. Dallas* remand, would likely be over. Under IRS distribution guidelines, \$2 million or more would now

be distributed each year for scholarships for needy students.

Instead, since later 2012 nearly \$2 million has been paid to Bauknight, Movant's counsel and other attorneys to favor Hynie; attempt to defeat the "I Feel Good" Trust's ability to protect its copyrights through a court-ordered proper heirs determination approved before the McMaster Settlement; conceal a fabricated \$4.7 million valuation; and allow Bauknight to continue to serve, sue and prevent FOIA compliance as claimed agent for the State/AG, Hynie and her son.

In the 14 months from November 2012 until the end of 2013 AG Wilson stood silent as Bauknight and Movant paid from funds Brown gave to the "I Feel Good" Trust:

- a. \$563,000.00 to the firm of Kenneth Wingate, in addition to a 40% contingency fee, in a pending suit brought by the State/AG in 2010 to stop the *Wilson v. Dallas* appeal.
- b. More than \$750,000.00 to Bauknight's attorneys, Nexsen Pruet, while Bauknight serves as agent for Hynie and her son.
- c. \$350,000.00 to Bauknight's firm; and
- d. In the first three months after Movant's appointment, more than \$250,000.00 to Adams & Reese, LLP.

When compared with the approximately \$200,000 spent in five years to defend against the McMaster Settlement in seven days of lower court hearings and a 4-year appeal which allowed the *Wilson v. Dallas* decision, these expenditures are extraordinary.

The Attorney General', in the face of this, has officially withdrawn from the Aiken County cases, abandoning his statutory duty to protect the "I Feel

Good” Trust in more than a dozen pending cases. Yet he remains in – and stalls- three FOIA cases, and is trying to consolidate them with the Wingate Suit.

I. Movant lacks standing to seek dismissal because of his void *ex parte* claimed appointment, and because he has unclean hands.

a. Movant’s Appointments are *ex parte* and violate Due Process.

Movant lacks standing to seek to dismiss this important appeal as claimed limited special administrator. His claimed authority is an October 10, 2013 *ex parte* Order which was issued by The Honorable Sue H. Roe, Probate Judge for Aiken County (“Judge Roe”).

The October 10 Order was secured by delivery of a petition to Judge Roe. There was no summons; no service; no hearing.

In an extraordinary order Judge Roe dispensed with a hearing; made significant findings; and issued the *ex parte* order.

The October 10 Order then appears to have been handed to a Nexsen Pruet attorney for service on all Interested Persons. But it was never served.

After the October 10 Order was discovered in the public records, a Motion to Alter or Amend (void) was filed. Judge Roe then filed a *sua sponte* Order removing the Motion to circuit court. To date, the matter is unresolved.

Movant’s claimed appointment as limited special trustee, in an order which is currently under appeal, is arguably more troublesome. It results from a petition by Bauknight which contained a summons directed to “All Necessary Parties.” Neither the petition nor the summons gave any indication of who those Necessary Parties were.

The petition and summons were not served on any Appellant, all of whom were either proven heirs, claimed heirs awaiting the Peeples DNA Protocol, or Creditors who had filed a Demand for Notice and were entitled to be served.

Arguably more egregious, Movant did not serve James Brown's six *adult* grandchildren and minor who are beneficiaries of \$285,000 education trusts under the 2000 Trust, even though four of them have never been made parties to any Aiken County James Brown case.¹

Those seven – like Appellants – have Federal Copyright Act rights which may be damaged for decades (after their parents die) if non-wife Hynie is once again allowed to be called the wife when *their own parents* have confirmed since the *Wilson v. Dallas* decision that she is not. [See Ltr. of Marc Toberoff, Sept. 2013, Exhibit B]

Movant's petition, summons and appointment orders re-started a tradition employed by Hynie and her counsel in 2007 – not naming any parties in the captions and orders; then claiming the parties who were not named or served are bound. This practice was stopped by Judge Early's Order of April 8, 2008 in Aiken County Case 2007-CP-02-0122 ("Case 122"). It began again after the *Wilson v. Dallas* decision.

Movant adopts this unfortunate practice, which is prohibited by the Due Process clause of the constitutions of South Carolina and the USA and the

1

Some adult grandchildren are Co-Plaintiffs with Attorney General Wilson, Hynie and her son in Richland County Case 2010-CP-40-4900 (the "Wingate Suit").

of which is in possession of AG Alan Wilson, be produced under the Supreme Court's Order 2014-04-15-02. Since the Attorney General has advised the Court that AG McMaster considered it in making his decision in 2008, it should be made public.

Appellants also request that Movant be required to produce the less-than \$4.7 million appraisal Bauknight filed under seal after *Wilson v. Dallas*.

The State has spent taxpayer dollars to prevent release of these document for years. Recently-revealed accounting figures suggest "I Feel Good" Trust scholarship funds are being used to assure they not come to light.

Conclusion

Appellants reject all arguments made by Movant. For the reasons stated herein, Appellants request that the Court deny the Motion to Dismiss this appeal.

Appellants also respectfully request that this Honorable Court, *sua sponte*, direct that the so-called Hynie "Diary" and \$4.7 million James Brown music empire appraisal, be filed in this appeal.

Respectfully submitted,



Adele J. Pope
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S.C. Bar No. 4501
Attorney for Appellants

April 16, 2014

Attachments

Exhibit A: Ltr. of Pope to Hon. Nikki Haley and Hon. Alan Wilson
dtd 4/1/14

Exhibit B: Ltr., Pope to the Hon. Alan Wilson and others, dtd.
4/3/14

Exhibit C: Ltr. Marc Toberoff to Warner Chappell, dtd. 9/23/13

Exhibit D: Order of the Hon. Doyet A. Early, III, dtd. 3/8/08,
Case 2007-CP-02-0122 (later "Case 872")

Exhibit E: DNA & DIGNITY

**Adele J. Pope
1228 Walnut Street
Newberry, South Carolina 29108**

April 1, 2014

Exhibit A

The Honorable Nikki R. Haley
Governor
1205 Pendelton Street
Columbia, South Carolina 29201

The Honorable Alan Wilson
South Carolina Attorney General
Post Office Box 11549
Columbia, South Carolina 29211

Re: The James Brown "I Feel Good" Private Foundation

Dear Governor Haley and Attorney General Wilson:

Entertainment icon James Brown left his worldwide music empire to The James Brown "I Feel Good" Trust – solely to provide scholarships for needy students studying in South Carolina and Georgia.

I write to ask you to protect those scholarship funds by investigating the 2013 accounting mailed to me on March 24, 2014 by Russell Bauknight.

Mr. Bauknight claims the at-death value of Brown's gift to the "I Feel Good" Trust was about \$3 million. All other fiduciaries value it at about \$80 million. Mr. Bauknight's accounting gives no indication of current value.

Here are just *some* of the issues raised by the 2012 and 2013 accountings:

Payments to Law Firm of Kenneth Wingate, Esq. (Sweeney, Wingate & Barrow)

(In addition to 40% Contingency Contract)

2012	Payments to Wingate Law Firm ¹	\$563,000.00+

Payments to Nexsen Pruet Law Firm

2013	Payments to Nexsen Pruet Law Firm	\$770,000.00+

Mr. Bauknight's PR/Trustee service from 2009 to May 8, 2013 was declared void by the South Carolina Supreme Court, which also directed the Court to:

...review the propriety of all fees, including attorneys' fees and trustees' fees, paid in relation to this action, and shall order all unearned or unapproved fees to be disgorged and returned to Brown's Estate.

¹The 2013 Accounting shows a July 26th \$500,000 deposit from Mr. Wingate's firm. The description for this deposit is "Richland Case 4900 Refund." Case 4900 is the still-pending 2010 lawsuit in which Henry McMaster, as Attorney General, acting through Mr. Wingate, sued Robert Buchanan, Jr. and Adele Pope. There is no explanation for why Mr. Wingate's firm would have held \$500,000.00 for 7 months, in addition to his contingency fee.

Ltr. to The Honorable Nikki Haley and
The Honorable Alan Wilson
April 1, 2014
Page 2

I do not believe either Judge Manning or Judge Early has reviewed the \$563,000 payment to Wingate or the Nexsen Pruet fees².

In October 2013 AG Wilson withdrew from Aiken County cases. Days later a limited special administrator ("LSA") was appointed without a hearing. Although a lawyer himself, the LSA spent over \$250,000 in 2 months *fighting* the "I Feel Good" Trust by trying to un-acknowledge 3 DNA-proven and acknowledged daughters of James Brown -- as well an incarcerated son. He did so with knowledge that recognition and modest agreements with these 4 would almost-immediately clear the path to protect the "I Feel Good" Trust's royalties for decades. Instead, he paid:

Payments to Adams & Reese, LLP

Nov. - Dec. 2013 Payments to Adams & Reese (2 mos) \$253,170.27

The 2013 accounting shows a transfer of \$600,000 from Biopic, LLC. It does not show what Biopic received. Or give any value. This is an entity Mr. Bauknight created.

Transfers of \$1,150,000.00 from James Brown, LLC. are not explained. No transactions of James Brown, LLC are shown. And no value is given.

The customary \$3+ million of Brown's annual royalties are not reported. Nor is the \$1.5 million Mr. Bauknight said would be paid for the movie.

Both accountings violate Probate Code requirements to list the value of assets.

IRS guidelines tie the "I Feel Good" Trust's scholarship distributions to market value. If not corrected, these accountings could cause millions of dollars of loss annually in scholarships to needy students.

If properly protected now, James Brown's "I Feel Good" Foundation could appropriately honor James Brown; be a source of pride for our State; and serve as reminder of the importance of private philanthropy to all South Carolinians.

Thank you for your consideration.

Sincerely,

Adele J. Pope

Enclosures: 2012 & 2013 accountings

²The Wingate fee is particularly troublesome since Wingate had a 40% contingency contract to file suit on behalf of the State & others. [Mr. Bauknight still claims to be the agent for the AG, even though there is considerable question about the legality of his claim.] Mr. Wingate is seeking relief from default in the Richland County Suit. But for nearly 3 years his attempts to intervene on behalf of the Legacy Trust created by AG McMaster and others in 3 FOIA suits have helped stall FOIA compliance.

Law Office of Adele J. Pope
1228 Walnut Street
Newberry, South Carolina 29108

April 3, 2014

Exhibit B

The Honorable Alan Wilson
South Carolina Attorney General
Post Office Box 11549
Columbia, South Carolina 29211-1549

David C. Sojourner, Jr., Esquire
c/o John Beach, Esq.
Adams and Reese, LLP
1501 Main Street, 5th Floor
Columbia, South Carolina 29201

Russell L. Bauknight
% William Newsome
Nexsen Pruet
1230 Main Street, Suite 700
P.O. Box 2426
Columbia, South Carolina, 29202-2426

Re: Saving The James Brown "I Feel Good" Private Foundation -
Proposal for \$200,000 per year settlement in lieu of
\$2 million per year legal fees to Adams & Reese and Nexsen Pruet

Dear Attorney General Wilson, Dave and Russell:

On September 13, 2012 the State of South Carolina, speaking through AG Wilson and three assistants (including Sonny Jones, who signed for AG Wilson), joined Tommie Rae Hynie and Terry Brown (Matt Bodman) in the following representations to the South Carolina Supreme Court:

"This appeal is an unabashed attack on **Mrs. Tommie Rae Brown, the surviving spouse of James Brown...** And while Pope can use her word processor to change the caption, there is nothing she can do to change the facts establishing Tommie Rae's marriage to James Brown. ...Pope has inappropriately used her brief...to carry out a back-door challenge to the **family's** settlement agreement which is the subject of the *Wilson v. Dallas* appeal before the Supreme Court..." [Emphasis supplied]

Then there were pages of "setting the record straight" trying to prove that Ms. Hynie had been Brown's wife. AG Wilson claimed AG McMaster's due diligence included:

reviewing a copy of the diaries at issue before the protective orders

Ltr. to Attorney General Wilson and others
April 3, 2014
Page 2

AND:

... Pope clings to *her* frivolous allegation that there was an impediment to the marriage of James and Tommie Rae...

Just 5 months later the first *Wilson v. Dallas* decision suggested that challenging Ms. Hynie's claim was not that frivolous.

Between the September filing and the *Wilson v. Dallas* decision, *in a suit brought by Henry McMaster as Attorney General of South Carolina*, and Russell Bauknight as the AG's claimed agent, Russell Bauknight paid \$563,000 from the funds James Brown gave to the "I Feel Good" Trust to the firm of Kenneth Wingate. To protect Ms. Hynie.

The \$563,000 was in addition to Ken Wingate's 40% contingency.

TODAY - April 3, 2014, a year after *Wilson v. Dallas* – Mr. Wingate is *still* speaking for the State of South Carolina. Russell Bauknight, *still* claims to speak both for AG Wilson and Ms. Hynie in the Wingate Suit.

And Nexsen Pruet and Adams and Reese are being paid at an annual rate of about \$2 million a year to fight against (1) a plan to save the entire "I Feel Good" Trust; (2) the copyrights to its Royalties to more than 800 songs; AND (3) the HALF of James Brown's real heirs who will make the plan work.

I urge you not to waste another \$2 million this year. The problem can be solved in a matter of months for about \$200,000 – with very little legal costs. It is mostly a matter of pulling out the orders and motions pending when AG McMaster took over the operation of Brown's estate and Trust. Adams and Reese refuses to do that. But charge a quarter of a million dollars in 3 months. With nobody checking on it.

The plan is clear and simple. It will probably bring the Estate litigation to a close in less than a year – except for a possible appeal by Ms. Hynie. Of little concern. It is:

1. MAKE COPYRIGHT DEALS ONLY WITH THOSE NOT CHALLENGING THE WILL AND 2000 TRUST.

2. PROTECT THE BACKUP 1999 WILL & TRUST WHICH MAKE THE ESTATE PLAN IRONCLAD.

3. MAKE AGREEMENTS WITH NON-PRESUMED, DNA-PROVEN CHILDREN WHO WILL ACTIVELY SUPPORT THE ESTATE PLAN AND HAVE CHALLENGED MS HYNIE'S SPOUSE STATUS: Tonya (subject to Peeples DNA Protocol); La Rhonda (now children); Nicole; Jeanette; James Curtis (subject to Peeples Protocol); Michael.

4. CONTRACT WITH ONLY HALF (Or Half + 1) of the Children:
That's all you need to protect the copyrights.

5. ONLY CONTRACT WITH THOSE WHO ACCEPT REASONABLE OFFERS. DON'T BE RUSHED.

6. VOID THE 6-year old **GAG ORDERS**. YOU DON'T HAVE TO LOOK AT THE original HYNIE "DIARY". AG WILSON and loads of others have copies. And Forlando Brown and Albert Dallas have already discussed the contents in the media AND under oath in sworn statements/depositions. [Remember, everyone knows what the contents are. And two AGs never even complied with the Gag Orders by turning in their copies.]

7. DON'T REQUIRE JAMES B. TO TAKE A DNA TEST. JUST MOVE TO DISMISS HIS CLAIM BECAUSE HE DID NOT ATTACH A SUMMONS; FILED IT IN THE WRONG COURT; DID NOT SERVE THE AFFECTED HEIRS, AS REQUIRED; AND **IS NOT JAMES BROWN'S PRESUMED CHILD BECAUSE HE WAS NOT BORN OF ANY MARRIAGE**. And he did not even serve the Estate or 2000 Trust with a Summons and Complaint

(It will be his problem to decide whether he takes the DNA test. If so, do not let Adams and Reese disclaim knowledge of the chain of custody. Remember, James B's counsel has already announced once to the media that he passed a DNA test with improper chain of custody.)

The \$300 James B. problem, as a result of the action of Mr. Bauknight and two AG s – and now Adams and Reese – has been allowed to become a 7-year \$1 million dollar problem – at the expense of needy student beneficiaries of the "I Feel Good" Trust.

8. STOP WASTING HUNDREDS OF THOUSANDS OF DOLLARS TO FIGHT DNA-PROVEN AND ACKNOWLEDGED CHILDREN. [Instead, make them a fair offer. If they don't accept it, wait 6 months and make it again.]

9. MAKE THE FOLLOWING OFFERS in exchange for: (1) Termination Rights Cooperation; (2) Support of the 2000 Estate Plan; (3) and Support of the Estate/2000 Trust's position that James Brown died without a surviving spouse. [AND TR waived all claims even if a spouse.]

A. To the FIRST of DARYL or TERRY to accept: \$50,000 a year for life;

Ltr. to Attorney General Wilson and others

April 3, 2014

Page 4

B. To the SECOND of Daryl or TERRY, if he accepts within 30 days: \$20,000 a year for life.

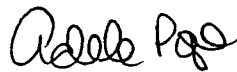
C. TO THE FIRST FOUR of Nicole, Jeanette, LaRhonda (now daughters), Michael PLUS any of James B., Tonya and James Curtis who take and pass DNA test under the Peebles DNA Protocol): \$20,000 per year for life.

There is simply no reason to pay \$2 million in legal fees each year to fight this simple, fair – and kind – way to save the “I Feel Good” Trust and allow that \$2 million to be flowing each year to scholarships for needy and deserving student beneficiaries of the “I Feel Good” Trust, as James Brown intended.

I am willing to help *pro bono publico* with saving the “I Feel Good” Trust. Please call on me if I can do that.

Thank you for your consideration.

Sincerely,



Adele J. Pope

AJP/ja

Enclosure: Excerpts, Motion filed by AG Wilson, TR Hynie, Terry Brown & others,
9/13/12

TOBEROFF & ASSOCIATES, P.C.

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MALIBU, CALIFORNIA 90265

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mtoberoff@toberoffandassociates.com

Exhibit C

September 23, 2013

Via E-mail and U.S. Mail

Scott McDowell
Senior Vice President and
Head of Legal & Business Affairs
Warner/Chappell Music, Inc.
10585 Santa Monica Blvd.
Los Angeles, CA 90025

Re: James Brown/Terminations under the Copyright Act

Dear Mr. McDowell:

We represent James Brown's children, Terry L. Brown, Larhonda Waller, Deanna Brown Thomas, Yamma Brown, Venisha Brown, Jeanette Mitchell Bellinger and Cinnamon Nicole Parris, and James Brown's grandchild, Sarah LaTonya Fegan a.k.a. Tonya Brown (collectively, the "Heirs"), who are believed to constitute all or a super-majority of James Brown's statutory heirs entitled to exercise termination rights under 17 U.S.C. §304. On the Heirs' behalf, we will be serving Warner/Chappell Music and others, in the near future, with statutory notices of termination regarding Mr. Brown's music.

The Heirs are informed and believe that Tomi Rae Hynie and James B. [REDACTED], acting as James Brown's putative surviving spouse and child, respectively, have served purported notices of termination regarding his musical compositions (the "Tomi Rae Termination"). The Heirs are further informed and believe that the Tomi Rae Termination is being handled by a representative of the Estate of James Brown, despite the glaring conflicts of interest that this would appear to entail.

This letter is to notify Warner/Chappell Music that the Heirs vigorously contest the validity of the Tomi Rae Termination and the standing of Tomi Rae Hynie and James B. [REDACTED] to serve any notices of termination under the Copyright Act regarding James Brown's music.

September 23, 2013

Warner/Chappell Music, Inc.

Page: 2 of 2

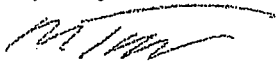
The Heirs' claim is based, without limitation, on the well-known fact that when Ms. Hynie purported to marry James Brown in December 2001 she was already married to Javed Ahmed (since 1997). The Heirs contend that this rendered her 2001 marriage void, and that the 2004 default judgment thereafter obtained by Ms. Hynie from a South Carolina family court, annulling her marriage to Mr. Ahmed, did not resuscitate Ms. Hynie's 2001 marriage to Mr. Brown pursuant to the recent on-point decision of the South Carolina Supreme Court in *Lukich v. Lukich*, 379 S.C. 589, 592 (2008) ("The question is whether the [2003 annulment order declaring Wife's first marriage void *ab initio* relates back so as to validate her purported 1985 marriage." "While an annulment order relates back in most senses, it does not have the ability to validate the bigamous second [1985] 'marriage.'").

Furthermore, Ms. Hynie's default judgment in *Tomi Rae Hynie v. Javed Ahmed* has no claim or issue preclusion effect on the Heirs as they were not parties to that action, and, in any event, the purported findings of fact and conclusions of law in that default judgment have no issue preclusion effect because such issues do not appear to have been "actually litigated" on the merits. See *State v. Bacote*, 331 S.C. 328, 330-31 (1998) ("In the context of a default judgment, collateral estoppel or issue preclusion does not apply because an essential element of that doctrine requires that the claim sought to be precluded actually have been litigated in the earlier litigation."). The Heirs' challenge to James Brown's ~~claim~~ is based, among other things, on his refusal to take a simple Court-supervised DNA test verifying that he is James Brown's child.

Please be further advised that these essential legal matters will be the subject of pending litigation in the South Carolina courts or in an alternative forum.

We hope to keep you well advised as this process marches towards a resolution. In the meantime, the Heirs and I look forward to an amicable relationship with Warner/Chappell Music regarding their statutory termination interests, and the future of James Brown's music.

Very truly yours,



Marc Toberoff

cc: Kelly Burnett via E-mail, Senior Director, Legal & Business Affairs
Warner/Chappell Music, Inc.

STATE OF SOUTH CAROLINA

) IN THE COURT OF COMMON PLEAS
) CASE NUMBER: 2007-CP-02-0122

COUNTY OF AIKEN

1. DARYL J. BROWN, individually and on behalf)
of his minor children, LINDSEY ~~BROWN~~)
~~BROWN~~ and JANISE ~~VANISHA BROWN~~, 2.)
VANISHA BROWN, 3. LARRY BROWN, 4.)
DEANNA J. BROWN THOMAS, individually and)
on behalf of her minor child JASON B ~~BROWN~~)
LEWIS, 5. YAMMA N. BROWN, individually and)
and on behalf of her minor children SYDNEY)
L ~~BROWN~~ and CARRINGTON L ~~BROWN~~ and 6.)
TONYA BROWN)

Plaintiffs,

v.

ADELE POPE as Personal Representative of the)
Estate of James Brown and as Trustee of the)
purported Irrevocable Trust of James Brown dated)
August 1, 2000, ROBERT L. BUCHANAN, JR. as)
Personal Representative of the Estate of James)
Brown and as Trustee of the purported Irrevocable)
Trust of James Brown dated August 1, 2000,)
TOMMIE RAE BROWN, as the potential heir of ()
James Brown, JAMES ~~BROWN~~ ~~BROWN~~ as the)
potential heir of James Brown, CINNAMON)
NICOLE MERNICKLE PARIS as the potential heir)
of James Brown, LARHONDA PETITT as the)
potential heir of James Brown, JEANETTE)
MITCHELL, as the potential heir of James Brown,)
TERRY BROWN, as the potential heir of James)
Brown, ROMUNZO BROWN as the potential heir)
of James Brown, FORLANDO BROWN, as the)
potential heir of James Brown, HENRY DARGAN)
MCMASTER in his capacity as ATTORNEY)
GENERAL OF THE STATE OF SOUTH)
CAROLINA, JANE DOE and JOHN DOE numbers)
I, II, III, IV as potential heirs and/or devisee and/or)
beneficiaries of James Brown and as representatives)
of all other persons known or unknown claiming to)
be an heir and/or devisee and/or beneficiary of)
of James Brown.)

Defendants.

Exhibit D

PR
ORDER RESOLVING MOTION OF
PR/TRUSTEES TO DISMISS AND
REQUIRING SERVICE
BY PUBLICATION

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 documents which have been filed in my office this

MAK 10 2008

3.7

8

CCCCP. & G.A., Aiken County, S.C.

Liz Godard
Deanna G. Gantt
Clerk of Court

373

5:20

This matter was commenced with the filing by the Plaintiffs on December 26, 2007 of two separate Complaints. This Court has jurisdiction to hear this matter because it was duly removed to the Circuit Court on Motion of the Honorable Sue Roe, Probate Judge.

Within 30 days after filing of the original complaints, they were consolidated into a single amended complaint. On or about January 15, 2008, Defendants Adele J. Pope and Robert L. Buchanan, Jr., as Personal Representatives of the Estate of James Brown and as Trustees of the James Brown 2000 Irrevocable Trust (the "PR/Trustees") served a Motion to Dismiss or Consolidate and for Related Relief. This Order resolves the PR/Trustees' motion.

Plaintiffs give notice that their position as to the lawful heirs of James Brown and their respective shares is as follows¹:

1. Daryl J. Brown (1/6)
2. Vanisha Brown (1/6)
3. Larry Brown (1/6)
4. Deanna J. Brown Thomas (1/6)
5. Yamina N. Brown (1/6)
6. Terry Brown (1/6)

Plaintiffs have agreed to the clerical change in the caption to correctly name a Trustee.

Plaintiffs agree that it is appropriate to serve all parties by publication in the Augusta Chronicle and the Aiken Standard. Because of the worldwide media recognition of James Brown, and because of James Brown's longstanding connection with Augusta, Georgia and Aiken, South Carolina, Plaintiffs and other parties assert that publication in these papers will

¹ This is without prejudice to the position of Defendant PR/Trustees and certain others that James Brown died testate and that the action to set aside the Will and Trust is without merit. Said defendants acknowledge, however, that the determination of the lawful heirs of James Brown may have bearing on other rights and obligations of the parties.



Handwritten signature/initials

provide the best notice to the Doe Defendants.

It is therefore ORDERED, ADJUDGED and DECREED:

1. The Caption is hereby modified as stated above.
2. Plaintiffs shall publish the Summons for 3 weeks in the Augusta Chronicle and the

Aiken Standard as provided by law, and shall also publish therewith the following notice:

* Nature of action: The purpose of the above action is to determine all lawful heirs at law of James Brown, including lawful heirs at law who may be entitled to rights under state and federal laws. This action is also an action by plaintiffs to set aside the will of James Brown and the James Brown 2000 Irrevocable Trust, along with its subtrusts, the Brown Family Education Trust and The James Brown "I Feel Good" Trust. Failure to respond to the summons and complaint may result in loss of any and all rights with respect to the above matters. *

3. Plaintiffs shall serve all defendants with the amended complaint within 30 days.
4. Defendants who have been served but who have not answered the Amended

Complaint shall have Thirty (30) days from the date of this Order to answer, move or otherwise appear.

5. The resolution of the PR/Trustees' motion to dismiss is without prejudice to the rights of any party to assert any defenses, counterclaims and/or crossclaims in the proceeding, ~~including but not limited to laches and statutes of limitations.~~

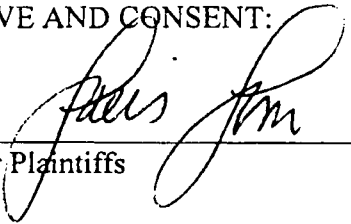
AND IT IS SO ORDERED.

March 8, 2008
Aiken, South Carolina



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

WE SO MOVE AND CONSENT:


Attorneys for Plaintiffs

3/7/08

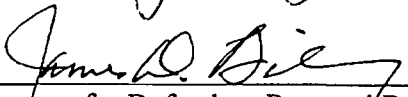

Attorney for Defendant Personal Representatives
and Trustees

Exhibit E

DNA & DIGNITY

(Proposed Plan for "I Feel Good" Foundation to Protect its Royalties for Needy Students)

1. The "I Feel Good" Foundation's Position and Protocol.

- a. James Brown died unmarried on December 25, 2006. [Toberoff, etc.]
- b. Termination rights agreements will be made only with DNA-proven or Presumed children who support James Brown's noble estate plan.
- c. Current candidates (subject to abandoning any claims) are:
 - a. DNA-Proven: 1. LaRhonda (daughters), 2. Jeanette, 3. Nicole;
 - b. First marriage: 4. Terry, 5. Larry, 6. Lisa;
 - c. Second marriage: 7. Deanna, 8. Yamma;

2. Offer - But do not require – Peeples DNA Protocol for 30 - 60 days.

DNA testing under the Estate's official Peeples DNA Protocol, paid for by the Estate, to be offered for 30-60 days to: 9. Michael (incarcerated), 10. James Curtis, 11. Tonya, 12. James B., 13. DOE Defendants identified as likely heirs by the GAL, Levenson Intestacy Suit.

3. Dignity & Reconciliation for Termination Rights Cooperation of Excluded Heirs.

After above 30-60-days, offer to the first six to accept of: La Rhonda, Jeanette, Nicole, Lisa and anyone passing Peeples DNA Protocol listed above, in exchange for agreement for lifetime termination rights cooperation:

1. Full recognition as heirs by the Estate and "I Feel Good" Foundation at a ceremony to be conducted at Brown's home estate in Beech Island .
2. [If possible] VIP Invitation to, and additional recognition, at the opening of South Carolina screening of "Get on Up!"
3. \$10,000 per year for life, effective 2011.

4. Offer Termination Rights Agreements to some Children Acknowledged in Will.

Make the offer set out above to the first two children acknowledged in the Will to accept – but with payment of \$50,000 per year for life, commencing upon execution of termination rights agreement and withdrawal of all claims against the Will, 2000 Trust and Estate.

5. If two Acknowledged Children do not accept, re-offer to all Excluded Heirs.

6. Consider "splitting heirs" and other available strategies to protect the Royalties for Needy Students as James Brown directed.

7. Update Protocol at death of each child, and as needed.¹

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This proposal is consistent with the "Splitting Heirs" technique described in *Private Foundations, Copyright Heirs and Musical Millionaires: why the James Brown "I Feel Good" Trust doesn't....* Also see: The Aspen Institute (supp. 2013). *The artist as philanthropist. strengthening the next generation of artist-endowed foundations.*

The Estate/2000 Trust's plan to protect its rights to more than 800 published and unpublished songs (the "Royalties") was started by Brown's original PR/Trustees in 2007. They established the Estate's official "Peoples DNA Protocol." Using the Peoples DNA Protocol, the Estate identified and officially acknowledged La Rhonda, Jeanette and Nicole. Others were excluded. Incarcerated son Michael's request for testing was interrupted by the AG's 2008 Settlement.

Buchanan & Pope continued the plan to protect Brown's Royalties. They consented to a March 8, 2008 Order of the Hon. Doyet A. Early, III which would have proceeded with the official Heirs determination in the Levenson Intestacy Suit although Brown had two valid Wills.

Four months later – and for nearly five years – the AG's 2008 Settlement stood as an impediment to a proper protection plan for the Royalties.

The completion of a properly-documented Heirs baseline during the probate process would have given the "I Feel Good" Foundation – and gives all charities who have been devised Copyrights -- maximum flexibility to:

1. Contract with the half, or half + 1 needed to protect the copyrights ("Splitting Heirs") –5 or so in the case of the "I Feel Good" Foundation
2. Avoid later costly federal litigation with a proper Heirs baseline.

A proper heirs determination was particularly important in this case because all fiduciaries, all children and others had overwhelming evidence that Brown died without a spouse. And his companion's child was not a presumed child. [He is the only claimed child born in the 22 years between Brown's vasectomy and death.. He has refused DNA testing under the Peoples Protocol for 7 years.] Yet the AG "spoke as one" with the two from August 2008 until May 2013. His appointee became their agent in four separate lawsuits. The AG's contract "stipulated" that both the companion and her son were heirs. The State/AG exempted companion's son from DNA testing under the Peoples DNA Protocol. The State/AG contracted to join them in attempting to defeat the interests of real heirs.

Since February 27, 2013 the Estate/"I Feel Good" Trust has been in a position to complete the Peoples DNA Protocol for non-presumed heirs and make Termination Agreements under the above, or a similar, plan. To do so will provide appropriate respect and recognition for all DNA-proven non-presumed children excluded by Brown.

It will also be good for the "I Feel Good" Foundation.

For under \$200,000 per year (and with almost no attorneys' fees), the above plan would have secured the "I Feel Good" Foundation's Royalties (about \$3 million a year) for needy students for decades. Starting in 2011. It still can.

To accomplish the same result the AG's 2008 agreement proposed to give away 52 ½% of the "I Feel Good" Foundation – about \$40 million at the time.

Law Office of Adele J. Pope
1228 Walnut Street
Newberry, South Carolina 29108
(803)-413-0753

June 26, 2013

The Honorable Alan Wilson
Attorney General for the State of South Carolina
State of South Carolina
P.O. Box 11549
Columbia, SC 29211-1549

Re: The James Brown "I Feel Good" Trust"

Dear Attorney General Wilson:

In 1988 a "Free James Brown" movement erupted after entertainer and South Carolina resident James Brown was sentenced to 6 years in jail. Upon his release Brown resurrected and continued his brilliant 7-decade career until his death in 2006.

Twenty Five years later a movement to free Brown's "I Feel Good" Trust is needed. Despite two ironclad estate plans, Brown's \$100 Million "I Feel Good" private foundation has for 6 years been attacked – then controlled by -- those who agree the "I Feel Good" Trust is just what James Brown wanted, but still seek to dismantle it.

As former Attorney General McMaster and the six of his 10 children Mr. Brown acknowledged in the Will told the Richland County Court in 2010:

...the establishment of a Charitable Trust intended to provide financial assistance to deserving students who seek education in South Carolina and Georgia. This objective was the often stated and well-known desire of James Brown. [Mem. Opp. P.2, 8/27/10]

The historic May 8 decision of our South Carolina Supreme Court appeared to save the "I Feel Good" Foundation, restoring the \$50 Million these challengers proposed to take from scholarships for needy students.

Events since your office withdrew from the Aiken County cases on May 29 suggest the "I Feel Good" Trust is in jeopardy again.

Won't you lead the movement to save the "I Feel Good Trust?"

Ltr. to Attorney General Wilson

June 26, 2013

Page 2

+++++

The quickest path to assuring that "I Feel Good" Trust's entire \$100 Million will be used for needy students is to support Formal Probate of Brown's 1999 Backup Will.

The "will and trust contest" should never have been made to appear to be a contest between Brown's noble 2000 Estate Plan and some of his claimed heirs. Unless simply dismissed, the contest should have been between the two valid Wills. Thanks to Wilson v. Dallas, the contest should be dismissed, or the questions presented be:

1. Should the \$100 Million "I Feel Good" Trust be dedicated solely to scholarships for needy students studying in S.C. and Georgia as set out in the 2000 Will and 2000 Irrevocable Trust?

OR

2. Should the \$100 Million "I Feel Good" Trust be dedicated solely to scholarships for needy students at Voorhees, U.S.C. Aiken and U.S.C. Salkehatchie as set out in the 1999 Will and now irrevocable 1999 Trust?

Wilson v. Dallas added the following important question to this dialog:

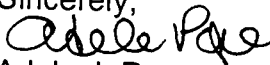
What 3 persons are capable of dedicating full time -- sharing annually ½% of the value of the "I Feel Good" Foundation once saved (as approved by the IRS) -- to

1. Finish using the \$285,000 Education Funds for Brown's 7 designated Grandchildren -- many of whom have suffered since 2006;
2. Manage, with industry and other advisors, Brown's Royalties to more than 800 songs and Publicity Rights of equal value;
3. Vigorously Defend the "I Feel Good" Trust against all challenges; and
4. Deal fairly, but at arms' length, with Brown's 10 Heirs-at-death on Copyright matters?

As you know, if formal probate of the 1999 Backup Will is not sought within 10 years of Brown's death, it cannot be admitted. And almost 7 years have already passed.

I urge you to encourage and support this effort.

Thank you for your consideration.

Sincerely,

Adele J. Pope

cc:

Interested Persons, Supporters of Private Philanthropy, Educators, James Brown Fans,
Estate Planning Professionals, Advisory Board Members and Others, including:

James McBride
Terry Brown
Forlando Brown
Romunzo Brown
Daryl Brown
Venisha Brown
Dr. Yamma Brown
Deanna Brown Thomas
Frieda Carter
Nicole Parris
Lisa Brown
Jeanette Mitchell
LaRhonda Pettit
Lindsey Brown
Jason Brown-Lewis
Prof. Jay Bender
Albert H. Dallas, Esq.
Deanna J. Brown Thomas
Mrs. Al Bradley
Frieda Carter
Dr. Cleveland Sellers
Dr. Ann Christianson
Robert Buchanan, Jr., Esq.
Mrs. Floyd D. Spence
John Rainey, Esq.
The Honorable Nikki Haley
W. Steven Johnson, Esq.
Linda Berkowitz, Esq.
Stephen Suggs, Esq.
Kenneth Wingate, Esq.
Freddie Kingsmore, Esq.
William Newsome, Esq.
Prof. Margaret Wanning
Prof. Tania Sosiak
Ken Childs, Esq.
Dr. Leonard McIntyre
Dr. Inez Tenenbaum
John McIntosh, Esq.
Robert D. Cook, Esq.
The Honorable Tom Young
Jg.(Ret'd) Walter Williams
The Honorable Mick Zais
Otis Taylor
Sue Summer
Corey Hutchins

Exhibit B

070913JasBrown (2).txt

1

1 STATE OF SOUTH CAROLINA

2 COUNTY OF AIKEN

CIRCUIT COURT
2008-CP-02-01647

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4

5 HENRY DARGAN MCMASTER, et al,
6 Plaintiff,

7 -vs-

TRANSCRIPT OF RECORD

8 ALBERT H. DALLAS, et al,
9 Defendant.

10

11 Heard on Tuesday, July 9, 2013

12 Aiken, South Carolina

13

14 BEFORE:

15

16 THE HONORABLE DOYET A. EARLY, III

17

18

19

20 APPEARANCES:

21

22 Adele J. Pope, Esq. J. David Black, Esq.
23 Erin Richardson Stuckey, Esq. David Bell, Esq.
24 Albert P. Shahid, Jr., Esq.
25 Fred L. Kingsmore, Esq. Robert N. Rosen, Esq.
Christopher Patton, Esq. Rodney A. Peeples, Esq.
James R. Gilreath, Esq. Mary Frances G. Jowers, Esq.
Norma Anne Turner Jett, Esq.

26 COURT REPORTER NOTE: NOT EVERYONE PRESENT GAVE APPEARANCE
27 TO COURT REPORTER. LISTING MAY NOT BE INCLUSIVE.

28

29

30 Cheri L. Young, RPR
31 Circuit Court Reporter
32 P O Box 5232
33 Aiken, SC 29804-5232

34

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EXHIBIT INDEX

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4 Defendant Bauknight's:

MAR

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1 ON TUESDAY, JULY 9, 2013 AT 1:02 P.M.:

2 THE COURT: Good afternoon. Please be seated.

3 On June 13 of this year I signed an administrative
4 order wherein I ruled that Mrs. Pope did not have standing
5 other than her claim for fees and/or commissions.

6 Ms. Pope has filed a motion to reconsider under the
7 appropriate rules. I have set that to be heard first
8 today. I have limited arguments to 20 minutes per side,
9 Ms. Pope, and I think you sent me an e-mail that you

Page 2

10 wanted it divided such-and-such a way.

11 MS. POPE: Well, Your Honor, unfortunately I did my
12 speech on the 4th of July, and it's very close to 20
13 minutes. So if I could have just a minute or two in
14 rebuttal if I need it, I would appreciate it.

15 THE COURT: Certainly. Do you need a podium?

16 MS. POPE: Oh, yes. Thank you. (Pause.)

17 May it please the Court.

18 THE COURT: Yes, ma'am.

19 MS. POPE: Case 1647 was appealed by Bob Buchanan and
20 me to the Supreme Court of South Carolina. Nobody joined
21 us in that appeal. We did the duty Your Honor appointed
22 us to do even though neither of us had sought that
23 appointment. We vigorously defended the estate plan of
24 James Brown as required by his will, by his trust and by
25 the law.

4

1 The Supreme Court on May 8th agreed and overturned the
2 settlement, and it gave everything else we sought except
3 our continued service as fiduciaries. As it stands now,
4 nobody is looking after the interests of the estate of
5 James Brown.

6 For that and other reasons set out in my memos, Bob
7 and I have standing to be in this case and in every James
8 Brown case that affects the legitimacy of James Brown's
9 estate plan for our claims as its former fiduciaries. I
10 ask the Court to reconsider and void the June 13th orders
11 and confirm that Bob and I have standing in all Aiken
12 County cases.

13 I ask the Court to acknowledge that it has no
14 jurisdiction to control the schedules or the outcome of

15 Case 4900 in Richland County which must proceed, the FOIA
16 cases which must proceed, and the Forlando federal case
17 which is now scheduled for trial shortly after September
18 15th, 2013.

19 I incorporate without repeating all arguments made in
20 my written filings since May 8, 2013, including my
21 complaint in Case 1337.

22 Four years ago in your order dated April 8th, 2008,
23 Your Honor wisely spoke of the extraordinary twists and
24 turns which the estate and trust of James Brown had taken.
25 Then you went on to say: This Court finds that Buchanan

5

1 and Pope were properly appointed, have properly performed
2 and should continue in both capacities.

3 I do not believe, Your Honor, that you, nor Bob, nor I
4 could have anticipated that one of the twists and turns
5 that would occur would be that three years later a private
6 attorney speaking for the State of South Carolina would
7 tell a Richland County Court that your April 8th order was
8 mere victor. [sic "dicta"] arr

9 I don't believe Your Honor or we would have
10 anticipated that the attorney general would work for four
11 years to secure 20 million dollars of fees and commissions
12 for Mr. Bauknight and the attorneys involved in the
13 settlement, taking it from the I Feel Good Foundation in a
14 settlement which was now -- is now void and then just when
15 he was needed to help enforce James Brown's I Feel Good
16 Trust, he would quit. But he has. That surprising State
17 action follows three years of other extraordinary State
18 action of which Your Honor was a very small part.

19 It can be traced to March 15, 2010. That was the day

20 Your Honor ordered the clerk of court to deliver to Bob
21 and me the fee arrangements of Mr. Bauknight and all of
22 the attorneys for the settling parties. Those fee
23 arrangements you directed the clerk to deliver to us were
24 not in the clerk's office. They are not in the clerk's
25 office today.

6

1 The attorney general will not release them. The
2 attorneys will not release them. If details of the 20
3 million dollars that Attorney General Wilson's predecessor
4 thought it was okay to pay Mr. Bauknight and all those
5 attorneys for the settling parties had been released back
6 in 2010, maybe the attorney general would not have been so
7 quick to call Bob Buchanan a felon because he asked for a
8 2.1 million dollar commission for five and a half years of
9 valuable service to the I Feel Good Trust.

10 Maybe he would not have accused me of being a felon
11 for asking for a fair fee for defending the I Feel Good
12 Foundation for five and a half years against Tommie Rae's
13 lawyers, against seven taxpayer-paid lawyers working for
14 the attorney general, and against about 35 more lawyers
15 seeking to feed on the carcass of the I Feel Good
16 Foundation and the scholarships for needy children they
17 were trying to destroy.

18 Your Honor's June 13th order should be voided because
19 the State acting through Your Honor is violating Bob's and
20 my rights in Richland County and attempting to violate
21 them in Aiken County and attempting to violate them in
22 Richland County and in the federal court.

23 Your June 13th order and the order of the clerk
24 prevent me from protecting my property rights to a fair

7

1 Honor's January 8th, 2008 order.

2 They prevent Bob and me from restoring our careers and
3 our reputations. They prevent me from defending against
4 the false claims of the Attorney General of South
5 Carolina. They even threaten my liberty where the State's
6 highest criminal officer has falsely accused me of being a
7 federal felon.

8 Your Honor, I do have standing to protect myself in
9 this court and all other courts. I have the right to file
10 motions and have them heard without Your Honor or any
11 other judge directing that they be stricken from the
12 public record before they are heard.

13 I have the right to be ungagged or at least to seek to
14 be ungagged from Your Honor's five-year-old gag orders
15 issued with no hearing and without supporting affidavits.

16 I have this standing based on the Fifth, the First,
17 and the 14th Amendments of the Constitution of the United
18 States of America that governs you and me and every
19 citizen of this state.

20 I also have some plain old standing under the probate
21 code. I am an interested person. I am a creditor with
22 rights.

23 And I have standing as an other under the South
24 Carolina trust code. Someone interested in the
25 enforcement of the I Feel Good Trust because my claim

8

1 rests on the reasonableness of the defense of that trust.

2 That standing includes a right to participate in every
3 case which affects my fair commission for services as

4 personal representative of James Brown's estate as that
5 term is defined in the probate code. It is not 18
6 months. It is five and a half years. It is based on my
7 rights under the probate code as a creditor and an
8 interested person.

9 The June 13th order should be voided because they
10 distort the playing field. They do not do justice. They
11 leave the protections of the James Brown estate plan and
12 my own claim and Bob's claim in the hands of a fiduciary
13 who has fought the estate plan of James Brown for four
14 years, who has not accounted, who has defrauded the Court,
15 who has intentionally misstated facts about the heirs of
16 James Brown and their rights and who has not, cannot and
17 will not protect the 2000 or the '99 will of James Brown
18 or give me a fair hearing on my claim.

19 The State through this Court and the attorney general
20 has deprived Bob and me of our property rights and even
21 threatened our liberty.

22 Many of the questions which must be decided are not
23 pending before you. They are in Richland County where the
24 State represented by a private attorney and as a
25 co-Plaintiff with Tommie Rae Hynie sued Bob and me in 2010

9

1 for conducting the Wilson versus Dallas appeal.

2 On September 16, 2012, the Attorney General of South
3 Carolina told our Supreme Court since late 2008 "the family
4 and the attorney general have been in agreement that the
5 litigation must end." "So," he said, "similarly the family
6 and attorney general are in agreement that Pope's conduct
7 must come to an end. "

Quotation marks
added
AK

8 I have standing to show in this and every court that
Page 7

9 Tommie Rae is not James Brown's family, that the attorney
10 general should not have joined as her co-Plaintiff to sue
11 me for conducting the Wilson versus Dallas appeal, nor
12 Bob.

13 And I have standing to show that it is the State's
14 conduct, not mine, the State's attempt to crush anyone who
15 protects James Brown's two valid estate plans. That is
16 the conduct which must come to an end.

17 The June 13th orders must be voided so that I may
18 exercise my rights, protect my freedom and protect my
19 claim and Bob may do the same. Someone has committed
20 fraud in connection with the valuation of James Brown's
21 Worldwide Music Empire.

22 The Attorney General of South Carolina says that it is
23 Bob and me. On September 12, 2012, the attorney general
24 told the Supreme Court this: "There is no conflict of
25 interest like self-interest, Pope's 2.5 million dollar

10

1 conflict of interest. She had -- and these are what he
2 said in the brief. She had the audacity to file a claim
3 for that amount. Her claim is simply egregious when
4 viewed against the backdrop of her actual work and the
5 value of the estate and trust. The value of the estate
6 and trust."

7 "Mr. Bauknight did," says the attorney general,
8 "Mr. Bauknight did what a personal representative should
9 have done. He obtained an independent, professional
10 valuation of the intellectual property. Mr. Bauknight
11 valued James Brown's Worldwide Music Empire which had
12 earned six million dollars a year for the three years
13 before his death at less than 4.7 million dollars."

Quotation
marks added
ak

14 where is that valuation? It is hidden under lock and
15 key. The attorney general will not release it under
16 FOIA. Mr. Bauknight will not release it, although he is
17 required to do so by the probate code.

18 4.7 million dollars for royalties to 800 published
19 songs. 4.7 million dollars for those royalties and the
20 right to exploit James Brown's image and persona for
21 decades.

22 The Attorney general of South Carolina told the
23 Supreme Court that Mr. Bauknight's valuation was right.
24 He said that the other five fiduciaries who had served
25 James Brown for over 15 years were wrong about the value.

11

1 He said that the five of us had haphazardly claimed the
2 date-of-death value in varying amounts around a hundred
3 million. He said we provided no substantiation for the
4 figure.

5 He was not correct.

6 The Attorney General of South Carolina also told the
7 Supreme Court in 2011 that there never was an offer to buy
8 James Brown's Music Empire.

9 Now, you and I were there when the first one came.

10 The attorney general said there was never an offer at
11 the same time he was suing Bob and me for tens of millions
12 of dollars for not accepting a hundred million dollar
13 offer.

14 The attorney general has clung to his 4.7 million
15 dollar valuation. And he's clung to the accusations
16 against Bob and me even though James Brown's Music Empire
17 earned five million in 2010, and 10 million in 2011. The
18 year James Brown earned 10 million dollars the attorney

Page 9

19 general agreed, as Mr. Bauknight told the Supreme Court,
20 that Mr. Brown's estate and trust had no corpus to speak
21 of.

22 The attorney general endorsed Bauknight's false claim
23 that but for the McMaster settlement there would be
24 nothing in the I Feel Good Trust in 2023.

25 The attorney general nodded approval as Mr. Bauknight

12

1 told the Supreme Court that Tommie Rae Hynie's elective
2 share claim was a slam dunk. He did so even though the
3 attorney general was gagged from discussing Tommie Rae's
4 own handwritten notes which her own lawyer admits would
5 cause irrevocable damage to that claim.

6 The State's protector of charities was gagged by Your
7 Honor's orders from doing his public duty to protect the I
8 Feel Good Foundation. But it's worse than that. He
9 wasn't just gagged, but he worked for years to prevent the
10 ungagging of his own office. That is truly unprecedented.

11 Let me tell you, he did this by filing vitriolic
12 briefs with Tommie Rae Hynie in the Supreme Court. Why is
13 this happening? Why is the State holding felon David
14 Cannon hostage when they named him as a witness against
15 Bob and me in Case 4900? Why are they calling his
16 sentencing proceeding a part of the civil cases? Why is
17 Russell Bauknight, not the State, listed as the
18 Plaintiff? Is it a fear perhaps that Mr. Cannon if not
19 threatened might no longer be a good witness against Bob
20 and me? That he might actually tell what is contained in
21 those documents which he and Mr. Dallas transcribed and we
22 all discussed for a year before the gag order? Could it
23 be that Mr. Cannon will confirm that the assets were worth

24 a hundred million dollars and everyone knew it? He might
25 even say that he hated Bob and me, especially me, but that

13

1 we were not felons.

2 And he will say that James Brown had two iron-clad
3 estate plans.

4 Now all of these questions are pending in Richland
5 County Case 49, Your Honor -- 4900, Your Honor. Judge
6 Manning has exclusive jurisdiction over those cases. And
7 here's why. Because the State of South Carolina and
8 Tommie Rae and the other co-Plaintiffs didn't want you to
9 hear it at the time. They argued against us that Aiken
10 was not the right place, Richland was the right place.
11 And they won.

12 I respectfully submit that this Court and the clerk
13 should void the June 13th orders, restore my motions to
14 the public record, hear them, confirm that this Court has
15 no jurisdiction over the Forlando suit, Case 4900, or the
16 FOIA suit, confirm my standing and right to participate in
17 every pending James Brown hearing where value, heirs, the
18 estate plan or any fee claims are pending.

19 To do so will level the playing field. It will
20 promote justice, not only for me and the pursuit of my
21 claim but for the thousands of needy and deserving
22 students James Brown considered to be his family and
23 intended to benefit with the I Feel Good Trust.

24 Thank you.

25 THE COURT: Thank you. All right. Who's going to

14

1 handle the other side?

2 MR. BLACK: I will, Your Honor. David Black on behalf
3 of Russell Bauknight as the SAST.

4 Your Honor, by brief way of overview, we received
5 Ms. Pope's reply last night. Initially when we saw this
6 motion to reconsider our response was she has not raised
7 anything proper before the Court. It is the law of the
8 case that the Supreme Court of South Carolina has spoken.
9 The Court's orders takes -- took those same findings. The
10 issue of preclusion is black and white.

11 Unfortunately, Your Honor, what has happened is
12 Ms. Pope has filed materials with this Court that just are
13 not correct. She's filed materials saying that we have
14 alleged that she is a felon.

15 Your Honor, Mr. Bauknight has not done that. She
16 knows that. It was put on the record in front of Judge
17 Manning in Case 4900.

18 THE COURT: What does that have to do with 4900?

19 MR. BLACK: Exactly, Your Honor. My point as well.
20 And that has to do with due process. There is no due
21 process violation here.

22 To have a due process violation, she has to have a
23 State actor that's saying she does not have a remedy. By
24 Ms. Pope's own argument today, she has a remedy. She's
25 talking about a separate Forlando case. That's in federal

15

1 court. That's not before Your Honor.

2 She's talking about a separate case in Aiken that
3 she's able to participate in. She's named individually.

4 THE COURT: What separate case in Aiken?

5 MR. BLACK: I'm sorry. In Richland County. Her Aiken
6 case is the claim case. She has the ability in that

1 any scheduling orders until I address carving out however
2 I handle the administration of the estate, whether it be
3 leaving some of it with Bauknight and carving out the
4 contest or however, but I can't do that until my 45 days
5 is up.

6 But assuming I appoint somebody, then obviously I've
7 got to set out with them with you involved, see how much
8 time it will take them to become acclimated and then be in
9 a position to argue dispositive motions and then depending
10 on the ruling in those where they would go as far as any
11 other final disposition of those cases.

12 And then Mr. Levenson's situation is entirely
13 different because I got to set a trial date and then fill
14 in between the trial date and now what all has to be done,
15 i.e., discovery then dispositive motions, et cetera. So
16 that's where we stand.

17 Ms. Pope?

18 MS. POPE: Your Honor, I'm extremely concerned that a
19 fiduciary is appointed to conduct the litigation on behalf
20 of the will and trust. That's -- the first thing they'll
21 have to consider is the matters over which the Richland
22 County Court has exclusive jurisdiction.

23 It has before it in a case filed on May 19th, 2010 in
24 which Ms. Hynie told the Richland County Court that
25 everything over here was over. The State told the

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1 Richland County Court everything here was over. And that
2 case has now been pending since May 19th, 2010. We are
3 four depositions away from trial. That's the first
4 decision for the person appointed to protect the estate
5 and trust in litigation --

6 THE COURT: Ms. Pope, in all due respect and all due
7 respect to you, you know, I respect you personally and
8 professionally, I've gotten my marching orders from the
9 Supreme Court. I'm going to handle the will contest,
10 Mr. Rosen's client's contest, Mr. Shahid's young man's
11 contest and my courtroom -- and this courtroom, and I'm
12 going to do it with all the efficiency that I can.
13 I have nothing to do with the case in Richland
14 County. That's Judge Manning's case. I don't know what's
15 going on in it. I don't want to know what's going on
16 it -- well, I shouldn't say that. I just don't have
17 anything in that case.

18 MS. POPE: Your Honor, the fiduciary appointed to
19 protect the estate plan of James Brown wants to know
20 what's going on in that case.

21 THE COURT: Well --

22 MS. POPE: And my FOIA rights are being held up in
23 that case.

24 THE COURT: Well, Ms. Pope, I can't tell you anything
25 to do but go to Judge Manning and complain by motion or

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1 whatever. I don't have any jurisdiction over your
2 Columbia case.

3 MS. POPE: And in the Columbia case the question
4 squarely before the Court is, is Tommie Rae the wife of
5 James Brown.

6 THE COURT: Well --

7 MS. POPE: Squarely before that Court with sole and
8 exclusive jurisdiction until it's resolved.

9 THE COURT: Well, I think there's a rule where the
10 same issue's pending in two cases. I mean, obviously one

10 THE COURT: Thank you.

11 MR. BELL: We'll just file a motion. And we will get
12 that before Your Honor.

13 THE COURT: Just tell me what you want to tell me.

14 MR. BELL: Your Honor, Mr. Rosen mentioned the summary
15 judgment motion filed in Tommie Rae Hynie's matter, status
16 of the case.

17 The history of that, and I refresh the memory of the
18 Court, because it was so far back, I filed a notice to
19 take Ms. Hynie's deposition. Right before that was taken,
20 Wayne Byrd sent out an e-mail with a copy of Ms. Hynie's
21 personal diary. Mr. Rosen filed a motion with Your Honor
22 to stay the proceedings until the issue of the diary could
23 be resolved. And at that time you indicated to me that we
24 would be given adequate discovery time before there was a
25 ruling.

48

1 while the stay was in place, the discovery, Mr. Rosen
2 filed a motion for summary judgment. He is absolutely
3 correct on the record as it stands, there's no issue. That
4 is because there has been no discovery proceedings.

5 And what we would ask for is an adequate time to
6 conduct discovery and the Court's ruling on whether the
7 diary of Ms. Hynie would be admissible in those
8 proceedings.

9 THE COURT: That's why I'm asking for a scheduling
10 order.

11 MR. BELL: Yes, Your Honor.

12 THE COURT: But I'm sort of at a standstill until I
13 address this issue of the application that the Court has
14 told me to do. So as soon as that is done which will be

Page 40

15 in early April -- strike that -- in early August, I would
16 urge all of you to think about a scheduling order because
17 I'm going to issue one. And it's much easier for me to
18 let y'all give me some dates, but if not we're going to
19 move forward with all the deliberate speed we can. I'm
20 going to finish this up.

21 MR. ROSEN: Your Honor, I think the most important
22 thing is getting the cases divided up.

23 THE COURT: Well, make the motion.

24 MR. ROSEN: We'll make that motion and perhaps that
25 could either be handled over the phone. I mean, it's

49

1 administrative.

2 And then if Mr. Bell wants to be heard in any
3 particular case, he could move to be admitted in that
4 particular case.

5 THE COURT: Well, does anybody have any opposition to
6 severing, I'm just going to use it by lawyers' names,
7 Mr. Levenson's claim, Mr. Rosen's claim or Mr. Shahid's
8 claim?

9 MS. POPE: I do, Your Honor.

10 THE COURT: Thank you.

11 MS. POPE: Because we do not even yet have proper
12 parties in 872. Vorhees has not been added. There is no
13 guardian ad litem for Vanisha who is jailed.
14 USC-Salkehatchie has not been added. USC-Aiken has not
15 been added. The parties are not even correct. The notion
16 of severing before we even get 872 in a position to
17 protect the estate plan is premature.

18 THE COURT: Thank you. Mr. Rosen, make your motion.

19 MR. ROSEN: We'll make the motion.

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20 THE COURT: Thank you. Anything else?

21 As to Ms. Pope's motion to reconsider, I respectfully
22 deny the same. I have obviously read and reread many
23 times my orders of my responsibility from the Supreme
24 Court.

25 With all due respect to Ms. Pope, it is unquestionable

50

1 that the Supreme Court has upheld her removal as a
2 fiduciary. And by no longer being a fiduciary in this
3 court, I find that she does not have standing other than
4 the fact that she has obviously all the rights in the
5 world to protect herself concerning her personal
6 representative and trustee commissions and any other type
7 of remuneration that she deems that she is entitled to.
8 And obviously that will be heard at the appropriate time
9 by this Court.

10 And I will issue an order affirming my original
11 administrative order and we'll move forward. I'll have it
12 probably in a form order within a day or two.

13 Thank y'all very much. I hope you have a wonderful
14 rest of the week. Thank you.

15 MR. ROSEN: Thank you, Your Honor.

16 MR. BLACK: Thank you, Your Honor.

17 MR. SHAHID: Thank you, Your Honor.

18 END OF PROCEEDINGS: 2:15 P.M.

19 * * * *

20 CERTIFICATE OF REPORTER

21 STATE OF SOUTH CAROLINA)

22 COUNTY OF AIKEN)

23 I, Cheri L. Young, Registered Professional Reporter

24 and Official Court Reporter for the State of South

Page 42

TOBEROFF & ASSOCIATES, P.C.

A PROFESSIONAL CORPORATION

Exhibit C

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MALIBU, CALIFORNIA 90265

Tel: (310) 246-3333; Fax: (310) 246-3101

mtoberoff@toberoffandassociates.com

September 23, 2013

Via E-mail and U.S. Mail

Scott McDowell
Senior Vice President and
Head of Legal & Business Affairs
Warner/Chappell Music, Inc.
10585 Santa Monica Blvd.
Los Angeles, CA 90025

Re: James Brown/Terminations under the Copyright Act

Dear Mr. McDowell:

We represent James Brown's children, Terry L. Brown, Larhonda Waller, Deanna Brown Thomas, Yamma Brown, Venisha Brown, Jeanette Mitchell Bellinger and Cinnamon Nicole Parris, and James Brown's grandchild, Sarah LaTonya Fegan a.k.a. Tonya Brown (collectively, the "Heirs"), who are believed to constitute all or a super-majority of James Brown's statutory heirs entitled to exercise termination rights under 17 U.S.C. §304. On the Heirs' behalf, we will be serving Warner/Chappell Music and others, in the near future, with statutory notices of termination regarding Mr. Brown's music.

The Heirs are informed and believe that Tomi Rae Hynie and James Brown, Jr., acting as James Brown's putative surviving spouse and child, respectively, have served purported notices of termination regarding his musical compositions (the "Tomi Rae Termination"). The Heirs are further informed and believe that the Tomi Rae Termination is being handled by a representative of the Estate of James Brown, despite the glaring conflicts of interest that this would appear to entail.

This letter is to notify Warner/Chappell Music that the Heirs vigorously contest the validity of the Tomi Rae Termination and the standing of Tomi Rae Hynie and James Brown, Jr. to serve any notices of termination under the Copyright Act regarding James Brown's music.

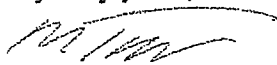
The Heirs' claim is based, without limitation, on the well-known fact that when Ms. Hynie purported to marry James Brown in December 2001 she was already married to Javed Ahmed (since 1997). The Heirs contend that this rendered her 2001 marriage void, and that the 2004 default judgment thereafter obtained by Ms. Hynie from a South Carolina family court, annulling her marriage to Mr. Ahmed, did not resuscitate Ms. Hynie's 2001 marriage to Mr. Brown pursuant to the recent on-point decision of the South Carolina Supreme Court in *Lukich v. Lukich*, 379 S.C. 589, 592 (2008) ("The question is whether the [2003 annulment order declaring Wife's first marriage void *ab initio* relates back so as to validate her purported 1985 marriage." "While an annulment order relates back in most senses, it does not have the ability to validate the bigamous second [1985] 'marriage.'").

Furthermore, Ms. Hynie's default judgment in *Tomi Rae Hynie v. Javed Ahmed* has no claim or issue preclusion effect on the Heirs as they were not parties to that action, and, in any event, the purported findings of fact and conclusions of law in that default judgment have no issue preclusion effect because such issues do not appear to have been "actually litigated" on the merits. See *State v. Bacote*, 331 S.C. 328, 330-31 (1998) ("In the context of a default judgment, collateral estoppel or issue preclusion does not apply because an essential element of that doctrine requires that the claim sought to be precluded actually have been litigated in the earlier litigation."). The Heirs' challenge to James Brown, Jr. is based, among other things, on his refusal to take a simple Court-supervised DNA test verifying that he is James Brown's child.

Please be further advised that these essential legal matters will be the subject of pending litigation in the South Carolina courts or in an alternative forum.

We hope to keep you well advised as this process marches towards a resolution. In the meantime, the Heirs and I look forward to an amicable relationship with Warner/Chappell Music regarding their statutory termination interests, and the future of James Brown's music.

Very truly yours,



Marc Toberoff

cc: Kelly Burnett via E-mail, Senior Director, Legal & Business Affairs
Warner/Chappell Music, Inc.

Mary Frances Jowers

From: Early, Doyet A. Law Clerk (Adam C. Ness) <dearlylc@sccourts.org>
Sent: Wednesday, July 10, 2013 3:16 PM
To: Adele Pope
Cc: Early, Doyet A.; Early, Doyet A. Law Clerk (Adam C. Ness); louis@levensonlaw.com; amedlin@sc.rr.com; rnrosen@rosen-lawfirm.com; cpaton@rosen-lawfirm.com; mattbodmanlaw@aol.com; DavidBell@davidbelllawfirm.com; shahidlo@bellsouth.net; steve@slotchiverlaw.com; BWilkins@nexsenpruet.com; DBlack@nexsenpruet.com; Sonny Jones; Mary Frances Jowers; jim@gilreathlaw.com; Phyllis@jkendallfew.com; steve.morrison@nelsonmullins.com; tim.mckissock@nelsonmullins.com; dallaslaw@classicsouth.net; gcovington@covpatlaw.com; dcannon@barnwellsc.com; rlbuchananjr@atlanticbbn.net; jdbaileylaw@bellsouth.net; WByrd@TurnerPadget.com; info@ochintonpa.com; Early, Doyet A. Secretary (Karin Coker); adam@silvernaillawfirm.com; dwilliams@jeterandwilliams.com; Knoepfle, Anita; Norma Jett; Richard B. Ness
Subject: Re: James Brown - Status Conferences & Motions

All:

Judge Early has DENIED Ms. Pope's motion to vacate the June 13, 2013 administrative orders.

I will be putting the signed order in the mail to the Aiken clerk's office tomorrow.

Sincerely,

Adam C. Ness, Esq.

Law Clerk to the Honorable D.A. Early, III The Circuit Court of the 2nd Judicial Circuit PO Box 90<x-apple-data-detectors://0/0> Bamberg, SC 29003<x-apple-data-detectors://0/0>

Telephone: 803.245.4004<tel:803.245.4004>

Fax: 803.245.2983<tel:803.245.2983>

dearlylc@sccourts.org<mailto:dearlylc@sccourts.org>

On Jul 10, 2013, at 9:00 AM, "Adele Pope" <adele@popelawfirm.com<mailto:adele@popelawfirm.com>> wrote:

July 10, 2013

Dear Judge Early:

Since Your Honor has indicated you will rule shortly on my Motion for Reconsideration of the June 13 Orders which was heard yesterday, I write again to request that Your Honor assist with the delivery to me of the documents referenced below which your Order of March 15, 2010 in Case 1647 directed that the Clerk provide to me.

At the July 2 hearing you asked me to outline the issue to you, which I did below.

Since the copies of the documents which Your Honor delivered to the Clerk on March 15, 2010 remain missing, I respectfully request that you help me complete the record of my motion by directing counsel to re-submit to the Clerk and to me these documents which Your Honor has found not to be confidential. I believe they include: (1) The

Contingency Fee Arrangements of Mr. Levenson and (2) Counsel for Tommie Rae; (3) the Fee Agreement of counsel for Terry Brown (interest now owned by Forlando); (4) the Fee and Commission agreements of the GAL for James B. and his attorney; and (5) the fee and commission agreements of Mr. Bauknight and his counsel, all as presented to you after April 6, 2009 and prior to the May 26, 2009 Order.

As Your Honor is aware from my filings and argument at yesterday's hearing , my Motion relates in material part to these commissions and fees.

If, as is appears, the copy of these documents Your Honor delivered to the Clerk in 2010 has been lost, I ask your help in securing replacement copies of this valuable part of the record. Thank you.

I also request that you publish the ex parte email and Ethics Opinion of Prof. Crystal which was not sent to me by Mr. Black, counsel for Russell Bauknight, when he communicated directly with Your Honor between the July 2 and July 9 hearings. I was unaware of this communication and Ethics Opinion until yesterday when Your Honor announced it, and the communication relates directly to my motion yesterday as well as my pending Case 2013-CP-02-1337, filed June 10, 2013, in which Mr. Bauknight is both an individual party and a party in his fiduciary capacity.

Thank you for your assistance in helping me obtain these documents.

Sincerely,

Adele J. Pope

cc: Interested Persons - As per Jg. Early's above Distribution List Clerk of Court

<-----Original Message----->

>From: Early, Doyet A.

>[dearlyj@sccourts.org<mailto:dearlyj@sccourts.org>]

>Sent: 7/2/2013 7:12:25 PM

>To: adele@popelawfirm.com<mailto:adele@popelawfirm.com>

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 >hintonpa.com>;dearlysc@sccourt
 >s.org<http://s.org>;dearlysc@sccourts.org<mailto:dearlysc@sccourts.org>;adam@silvernaillawfirm.com<mailto:adam
 @silvernaillawfirm.com>;dwilliams@jeterandwilliams.
 >com
 >Subject: Re: James Brown - Status Conferences & Motions
 >
 >Thank you
 >
 >Sent from my iPhone
 >
 >On Jul 2, 2013, at 7:08 PM, "Adele Pope"
 ><adele@popelawfirm.com<mailto:adele@popelawfirm.com><mailto:adele@popelawfirm.com>> wrote:
 >
 >Law Office of Adele J. Pope, P.C.
 >1228 Walnut Street
 >Newberry, South Carolina 29108
 >July 2, 2013
 >
 >The Honorable Doyet A. Early, III
 >(via email)
 >
 >Re: Wilson V. Dallas - Case No. 2008-CP-02-1647 and Case No.
 >2009-CP-02-1810
 >
 >Dear Judge Early:
 >
 >I write at your direction to request that you direct the counsel, GAL
 >and parties involved to deliver to me and file with the clerk -- if
 >possible before July 9,
 >2013 -- the following documents which you Ordered on March 15, 2010 be
 >delivered to Robert Buchanan, Jr. and me BY THE CLERK, but which the
 >Clerk did not have then, and does not have now:
 >
 >"Any and all documents related to attorneys' fees and/or compensation,
 >and/or costs and/or fees of guardians ad litem and their counsel
 >presented to this Court in the above cases, including but not limited
 >to the contingency fee contract of Louis Levenson, Robert Rosen and the
 >fee of the Guardian ad Litem for James B."
 >
 >You asked that I outline in the email what I stated to the Court in the
 >hearing which took place in Bamberg, S.C. this morning, which was:
 >
 >On or about March 10, 2010 Bob Buchanan and I filed a motion asking for
 >the above documents which, according to our motion, were delivered to
 >Your Honor in accordance with an April 6, 2009 oral Order during the
 >Case 1647 Settlement hearings.
 >
 >In the Order Your Honor issued on March 15, 2010, the Court stated that
 >it was delivering to the Clerk the documents which had been delivered
 >to the Court, and directed the Clerk to deliver them to Bob and me.

>The Order, entitled "ORDER RELATED TO RELEASE OF INFORMATION RELATED TO ATTORNEYS'
>FEES AND COMPENSATION," found that the Court had made no findings for
>necessity of confidentiality as to the documents.
>
>We checked with the Clerk in 2010 and the documents were not in her possession.
>The same was true in a recent check.
>
>As I stated today, and was stated in our 2010bmotion, we have a copy of
>the Levenson 30% plus \$150,000 contract from the Forlando Suit, but Mr.
>Levenson declined to send us or the Clerk a copy. We did not inquire of other counsel.
>
>In June 2013 the Office of the Clerk of Court confirmed again that they
>have none of the documents, and I advised a Sr. Assistant Clerk that I
>would address the matter with the Court.
>
>In connection with my Motion to Alter, Amend and Vacate the June 13
>Orders in Case
>1647 and other cases, which is to be heard next Tuesday July 9, I am in
>need of these documents, and today requested your help in getting them.
>
>Thank you,
>
>Adele J. Pope
>July 2, 2013
>
>P.S. I have taken the liberty of adding my counsel in Richland County
>Case 2010-
>CP-40-4900 ("Case 4900") and the Forlando Brown Federal Suit to the
>Distribution List to keep them informed of my action. I am pro se in all Aiken County matters.
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>
><-----Original Message----->
>From: Early, Doyet A. Law Clerk \ (Adam C. Ness\
>[dearylc@sccourts.org<mailto:dearylc@sccourts.org><mailto:dearylc@sccou
>rts.org>]
>Sent: 6/13/2013 11:31:28 AM
>To:
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>onlaw.com>;
>amedlin@sc.rr.com<mailto:amedlin@sc.rr.com><mailto:amedlin@sc.rr.com>;
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BUCHANAN LAW OFFICE, P.A.

ATTORNEYS AND COUNSELORS AT LAW

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Post Office Box 463

Aiken, South Carolina 29802-0463

(803) 649-2586

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rlbuchananjr@atlanticbbn.net

Robert L. Buchanan, Jr.

July 26, 2013

Honorable Doyet A. Early, III

Bamberg, SC 29

Re: Robert L. Buchanan, Jr. Response to Administrative Order Dated June 13, 2013, In
Re: The Estate of James Brown A/K/A: James Joseph Brown (Cases No. 2008-CP-
02-1647; 2007-CP-02-0122; 2008-CP-02-0872; 2008-CP-02-0322; 2010-CP-02-
0721; 2012-CP-02-1059; 2008-CP-02-1426; 2008-CP-02-1712; 2008-CP-02-2127;
2008-CP-02-1556; 2008-CP-02-1557; 2008-CP-02-1758; 2008-CP-02-1759),
*In re James Brown: Review of fees paid in Case 1647 appeal of May 26, 2009
settlement agreement*

Dear Judge Early:

In March 2007 I was appointed as one of two Special Administrators of the Estate of James Brown. I did not seek the position, but at the request of the court I agreed to assist in a limited role. I did not anticipate encountering all that followed. On November 20, 2007, I was suddenly appointed as a co-Personal Representative of the Estate of James Brown and as a co-Trustee of the James Brown 2000 Irrevocable Trust at a hearing in Bamberg. I did not seek the appointment, and I did not expect it. Believing that the resignations of the former PR/Trustees would enable the estate and trust to turn the corner and seeing everyone that day, including the settling parties, unanimously recommended Mrs. Pope and me for the position, I did not anticipate what would subsequently develop. I do not believe any reasonable person, viewing matters objectively, would have anticipated at that time the course of events that followed.

In January 2008 an order was filed which specified the terms of my remuneration. See Attachment "A." This order was not appealed. There is no question that I was entitled to be paid under this order.

Also in January 2008, James Brown's grandson, then Forlando by name, sued me in federal court. This lawsuit resulted, *inter alia*, in my professional liability carrier refusing to renew my coverage. See Attachment "C."

During the period of time commencing February 27, 2008 and continuing through April 21,

2009, I was paid \$153,000.00. See Attachment "B." Those funds were deposited into my law firm operating account. The following summary of my income (and the detail is available if you wish to review it) for the three years immediately prior to my appointment and for the four successive years, including the year of my appointment, illustrates the overwhelming nature of my service under the appointment, which overtook my law practice. It also illustrates the importance of these payments to me, which are included in the gross receipts for the respective years. The summary is as follows:

<u>Practice Year</u>	<u>RLB, JR. Practice Gross Receipts</u>	<u>RLB, Jr. Salary</u>	<u>Net Practice Earnings</u>

3 YEARS PRIOR TO APPOINTMENT

2004	859,630.52	164,000	496,729.36
2005	293,148.31	52,000	80,986.85
2006	1,027,680.33	176,000	593,570.51

4 SUCCESSIVE YEARS, INCLUDING THE YEAR OF APPOINTMENT

2007	290,765.33	52,000	61,626.07
2008	315,111.57	53,000	87,659.67
2009	186,707.25	52,000	(36,829.07)
2010	175,617.25	52,000	(24,662.66)

Beginning in August 2008 and continuing until May 2009 some persons related to the Estate and Trust forged a settlement. I invited the settling parties to provide me with evidence to support the settlement and to include necessary persons who were not at their table. Without a meaningful response and under those circumstances, I testified that I believed the will and trust instruments and existing South Carolina law would require me to appeal "this settlement at this time." I did appeal. In the spring of 2010, I was given an ultimatum by the settling parties: dismiss the appeal or be sued. In May 2010, they sued me for \$10,000,000.00 in Case 4900 in Richland County. This lawsuit caused, *inter alia*, my successor professional liability carrier to refuse to renew my coverage and to sue me. See Attachment "C."

As I was and am the sole breadwinner in my household, through the years I utilized assets, which my wife and I owned jointly, to supplement the lost earnings. The following summaries approximate loan amounts and asset liquidations and illustrate what I did in this respect (and the details are available if you desire to review them):

Money Market Account	Dates:	May 2007	May 2011
(Jointly Owned)	Balances:	\$144,000.00	\$600.00
	Status:	Closed	

Home Equity Loan (Jointly Owned) (Secured)	Dates: May 2007 May 2011 Balances: -0- \$166,000.00 Status: Interest only payments have been made, totaling \$28,870.60 as of 7/25/2013, and the principal balance has not been reduced
Life Insurance Loan (Wife's Policy)	Dates: July 2010 Borrowed \$35,000.00 September 2011 Borrowed \$8,749.45 Status: Paid off with interest following settlement in Case No. 4900 (see below)
Life Insurance Loan (Husband's Policy)	Date: September 2010 Borrowed \$4,700.00 Status: Uncertain
Life Insurance Loan	Date: September 2011 Borrowed \$1,900.00 Status: Uncertain
MasterCard	Dates: March 2007 Balance -0- Summer 2011 Balance \$47,270.00 Status: Paid off upon settlement in Case No. 4900
Visa	Dates: March 2007 Balance nominal Summer 2011 Balance \$23,417.00 Status: Paid down upon settlement in Case No. 4900
Bank Loans (Unsecured) Status:	Dates: 2010 \$25,000.00 Rolled over 2 or 3 times and satisfied out of proceeds of real estate mortgage loan referenced immediately below
Bank Loan (Secured) (Jointly owned)	Dates: 2012 \$62,000.00 (Office) (prior to settlement) Status: Making interest-only payments, a total of \$3,522.53 through 7/25/13, and principal remains unpaid
Professional Liability Insurance Issues	See Attachment "C"

Judge Early
Page Four
July 26, 2013

In 2012, I settled out of Richland County Case No. 4900 in which I was a defendant-counterclaimant. See Attachment "D." I had to go back to work. After this last year, I think (and hope) I am now about half way to reestablishing my law practice. I received \$500,000.00 in settlement proceeds. I paid an attorney fee and federal and state taxes out of the settlement.

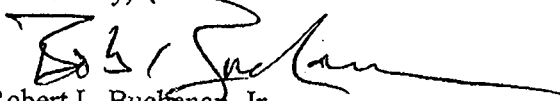
I am including herewith as Attachment "E" an itemized statement showing my time through March 31, 2012. This itemization does not include any interest (as provided for in Attachment "A") and includes my hourly rate at \$300.00. (With respect to Attachment "E," there are a few entries with minor discrepancies between "E" and the summary attached to my affidavit dated July 13, 2009. I believe Attachment "E" is more accurate because it was prepared more recently and with the assistance of my CPA. Hence, until and unless I learn differently, the summary attached to the July 13th affidavit is hereby amended to conform to Exhibit "E." (I can furnish details if you want them.)

I remain a party to the federal case (Forlando William Brown), but only as a counterclaimant. I remain a defendant-counterclaimant in another federal case in which Cincinnati Insurance Company sued me.

I am transmitting a hard copy of this correspondence and the attachments to you by FedEx so that it will be there Monday. I would appreciate your marking the hard copy "Filed." I am also sending a scanned copy of same to you and others via e-mail today. If you prefer that I file it otherwise, either in hard copy or electronically, please let me know and I will do so. And if you need anything other or further from me for your purposes in this matter, I will be happy to provide it.

With thanks and warmest personal regards, I am

Yours truly,


Robert L. Buchanan, Jr.

Cc: All persons shown on Judge Early's e-mail distribution list, via e-mail only

/rlb, Jr.

ATTACHMENT A

STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	SECOND JUDICIAL CIRCUIT
COUNTY OF AIKEN	)	
	)	CIVIL ACTION NO. 2007-CP-02-0122
	)	
	)	ORDER DIRECTING PAYMENT
IN RE:	)	OF FEES AND COSTS OF SPECIAL
	)	ADMINISTRATORS AND OTHER RELIEF
THE ESTATE OF JAMES BROWN	)	
A/K/A JAMES JOSEPH BROWN	)	

This matter comes before me on Motion of Robert L. Buchanan, Jr. and Adele J. Pope, as
 Personal Representatives of the Estate of James Brown; Trustees of the James Brown 2000
 Irrevocable Trust; and former Special Administrators of the Estate of James Brown. They seek
 an order approving payment of fees of \$317,000.00 and costs for their services as Special
 Administrators for the period from March 7, 2007 through November 20, 2007. They also seek
 approval of continued payments on a "time plus costs" basis while they serve as Personal
 Representatives and Trustees. Their unreimbursed costs for the period are \$2,415.38. They ask
 that the "time plus costs" payments be a deposit towards, and without prejudice to, their right to
 receive full commissions as Personal Representatives and Trustees.

The motion was supported by affidavits of Robert L. Buchanan, Jr. and Adele J. Pope,
 with detailed attachments outlining their work as Special Administrators for the period from
 March 7, 2007 through November 20, 2007, and as Personal Representatives and Trustees since
 that time. For the 8 1/2 month period they served as Special Administrators, the two attorneys
 worked more than 950 hours. Their staffs and law clerks worked more than 680 hours.

Since, by limitation in this Court's Rules, the Special Administrators were not
 fiduciaries during the period before November 20, 2007, the Court finds it appropriate to

STATE OF SOUTH CAROLINA
 COUNTY OF AIKEN
 I, Liz Godard, Clerk of Court of Common Pleas and Judicial
 Sessions for Aiken County, South Carolina do hereby certify
 that the foregoing is a true and correct copy of the
 original documents which have been filed in this Court.

JAN 09 2008
 Liz Godard
 Clerk of Court, Aiken County, S.C.
 Deputy Clerk

1-9 8.
 8:30

determining reasonableness of fees for attorneys is an appropriate standard by which to measure

their request as Special Administrators. The factors to be considered are:

1. The nature, extent and difficulty of the case;
2. The time necessarily devoted to the case;
3. Professional standing of counsel;
4. Contingency of compensation;
5. Beneficial results obtained;
6. Customary legal fees for similar services. See Donahue v. Donahue, 299 S.C. 353, 384 S.E.2d 741 (1989).

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322

Considering such factors, the Court finds that the fees and costs requested by Mr. Buchanan and Mrs. Pope are fair and reasonable. Both Mr. Buchanan and Mrs. Pope are attorneys with substantial experience. This has been an extremely difficult case, and has required that they devote a large portion of their day almost every day to the task. Their discovery of the inappropriate August, 2006 deposit of \$900,000, which should have been applied to Mr. Brown's debt at M&T Bank, alone, has been of substantial value to the Estate. With the help of family members and their counsel, the Special Administrators investigated numerous areas of concern. As Personal Representatives and Trustees, they are continuing their work.

In addition to their own work, the Special Administrators were required to use staff in a way which was not anticipated at the time of their appointment. Mr. Buchanan's office became the home address of the James Brown Estate, the James Brown 2000 Irrevocable Trust, and the Brown Entities. Mrs. Pope's office became the repository for more than 80 boxes of documents. With the assistance of the staff of former counsel for the Personal Representatives, after August 10, 2007, Mrs. Pope and her staff made documents and records available to counsel for all Interested Parties, as well as for the work of the Estate.

The payment requested by Mr. Buchanan and Mrs. Pope is also consistent with their standing and services performed by other counsel of similar standing. They are consistent with the hourly rate of other lawyers in this case, as demonstrated in various filings.

With respect to their request to receive periodic payments on a "time plus costs" basis, with right to receive full commissions as Personal Representatives and Trustees, I find that it is entirely reasonable under the circumstances. Based on their affidavits, it is clear that the work of Mr. Buchanan and Mrs. Pope has approximately doubled since they became Personal Representatives and Trustees. In less than a month of service, they have filed the Application for Recognition of the James Brown "I Feel Good" Trust as a 501(c)(3) charitable educational organization. They have also begun to address the substantial tax issues facing the Estate, the Trust, and Brown Entities. Further, they are now actively involved in both the administration of Mr. Brown's assets and entities and also the defense of his Estate Plan.

Under these circumstances this Court finds it appropriate for Mr. Buchanan and Mrs. Pope, as Personal Representatives and Trustees, to continue to receive fees and costs on an hourly basis, as a deposit only, to any full commissions to which they may be entitled as Personal Representatives and Trustees. I specifically find that such payments are reasonable and should be made without prejudice to (but as a deposit toward) their full commissions.

I find it premature to determine whether such fees should be charged to the Estate, the 2000 Irrevocable Trust, or James Brown Enterprises, Inc. A glance at the claims filed against the Estate of James Brown shows that more than twenty attorneys (in at least 4 law firms) performed services for Mr. Brown, James Brown Enterprises, Inc., and the Trust. Most did so without attempting to allocate the services among them. Further, there is litigation pending in at least three states (Illinois, New York and South Carolina) which is and must be conducted

simultaneously by the Estate and one or more of James Brown Enterprises, Inc., the 2000

Irrevocable Trust and other Brown Entities.

The Personal Representatives and Trustees under Mr. Brown's Estate Plan, have abundant authority to make a reasonable allocation, at the appropriate time, of their commissions. Should any party prevail in the challenges now pending to the Estate Plan of Mr. Brown, or any other circumstances dictate, it may become the duty of the Court to review any such allocation.

Based on the foregoing, IT IS ORDERED, ADJUDGED AND DECREED:

1. Robert L. Buchanan, Jr. and Adele J. Pope shall be paid \$317,000 plus costs, for service as Special Administrators from March 7, 2007 through November 20, 2007.
2. Robert L. Buchanan, Jr. and Adele J. Pope shall receive continuing payment on a "time plus costs" basis for themselves and their staff, commencing November 21, 2007. This shall be a deposit toward, and without prejudice to, their full commissions as Personal Representatives and Trustees.
3. To the extent not paid within 60 days, the above amounts shall be subject to interest at the legal rate.
4. Robert L. Buchanan, Jr. and Adele J. Pope shall be reimbursed for all costs as shown, and all reasonable costs in the future.

AND IT IS SO ORDERED.

January 8, 2008
[Signature], South Carolina

[Signature]
Doyet A. Early, III
Resident Judge, Second Judicial Circuit

**Law Office of Adele J. Pope
1228 Walnut Street
Newberry, South Carolina 29108**

September 16, 2013

The Honorable Alan Wilson
South Carolina Attorney General
Post Office Box 11549
Columbia, South Carolina 29211-1549

Re:

Request for Meeting Re: Bauknight Claim that AG Wilson
never saw Appraisal on which False Felony Claim Based.

Mr. Bauknight's Continuing Interference with FOIA Rights

Dear Attorney General Wilson:

I ask to meet with you at your earliest convenience to deal with actions of Russell Bauknight taken within the last 30 days to perpetuate the false felony claim lodged against Robert Buchanan, Jr. and me by your office between 2011 and 2013.

Mr. Bauknight still speaks of record "on behalf of" the Attorney General of South Carolina in Richland County Case 2010-CP-40-4900 (the "Wingate Case"). Until that is corrected, the State/AG appears to bolster Mr. Bauknight's actions.

Your office assured the S.C. Supreme Court in March 2013 that the FOIA cases would proceed expeditiously.

Instead, on May 10 Mr. Bauknight told the Court in the Wingate Suit that the Supreme Court (by omitting the FOIA footnote) has no further interest in FOIA compliance. He asked Jg. Manning to delay the FOIA cases for what may be years.

Then on September 11, 2013 Mr. Bauknight asked the Federal Court to impose a confidentiality Order on two public documents requested under FOIA since 2011:

- a. The Wingate Litigation Retention Agreement; and
- b. The appraisal claiming the at-death value of James Brown's worldwide music empire was less than \$4.7 million.

In an August 20 federal deposition Mr. Bauknight claimed – for the first time – that your office never saw the less-than \$4.7 million appraisal which served as the basis of the felony claim lodged against Mr. Buchanan and me for two years.

Ltr. to Attorney General Wilson
September 16, 2013
Page 2

Mr. Bauknight clings to the notion that James Brown's worldwide music empire was worth less-than \$4.7 million at death – not the correct value of approximately \$84 Million. He clings to the notion that Ms. Hynie and her child control the Termination Rights. He clings to the false felony claims. His August 20 deposition says, in part:

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.

These are strong words for one speaking "on behalf of" the State/AG. It is doubly troubling when the less-than \$4.7 million appraisal has been under "lock and key" for three years despite the requirement of the S.C. Probate Code to file it.

Mr. Bauknight's claims about Ms. Hynie's control of the Termination Rights has been shown to be wrong. You have now asked to be dropped from the lawsuit the State/AG filed against us in 2010 based on somebody's (false) claim that AG McMaster would breach his fiduciary duty if he did not sue us on May 19, 2010.

It is time to undo the damage done by these false felony claims, and the above two public documents are one place to start.

Since October 2012 we have discussed the damage caused by the State/AG's adoption of Mr. Bauknight's false claim that Bob and I intentionally overstated the value of Brown's assets by \$79 million on the Estate Tax Return for the improper purpose of securing a \$5 million commission. Section 7206 of the IRC says:

Ltr. to Attorney General Wilson
September 16, 2013
Page 3

I.R.C. § 7206 - FRAUD AND FALSE STATEMENTS

Any person who -

(1) DECLARATION UNDER PENALTIES OF PERJURY – Willfully makes and subscribes any return, statement, or other document, which contains or is verified by a written declaration that is made under penalties of perjury, and which he does not believe to be true and correct as to every material matter; or

...
shall be guilty of a felony and, upon, conviction thereof, shall be fined ... , or imprisoned not more than 3 years, or both, together with the costs of prosecution. [Emphasis supplied.]

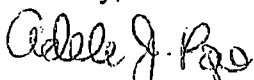
If it is true that you have not looked at the appraisal, and that you relied on Mr. Bauknight's guidance, I ask that we look at it together and assess whether there is an easy way to set these matters straight.

I ask that we meet at your earliest convenience to discuss this serious matter. I am sending this letter to my counsel Adam Silvernail, as I would like for him to join us.

We are available almost any morning at your convenience, and on most Tuesday and Thursday afternoons with a little notice.

Thank you in advance for the opportunity to speak with you.

Sincerely,


Adele J. Pope

AJP/ja
cc: Adam Silvernail, Esq.
Robert Buchanan, Jr., Esq.

STATE OF SOUTH CAROLINA
COUNTY OF AIKEN

IN THE COURT OF COMMON PLEAS
FIFTH JUDICIAL CIRCUIT

CASE NO. 2008-CP-02-1647

IN RE:

THE ESTATE OF JAMES BROWN a/k/a
JAMES JOSEPH BROWN

**MOTION TO DISMISS CROSS-
CLAIMS AND BAR PRAYERS FOR
RELIEF OF CINNAMON NICOLE
MERNICKLE PARRIS AND
LARHONDA PETTIT**

TO: JAMES M. GRIFFIN, ESQUIRE, ATTORNEY FOR DEFENDANTS LARHONDA
PETITT AND CINNAMON NICOLE MERNICKLE PARIS

YOU WILL PLEASE TAKE NOTICE that pursuant to Rule 12(b)(6) of the *South Carolina Rules of Civil Procedure*, David C. Sojourner Jr. (the "LSA"), as Limited Special Administrator of the Estate of James Brown a/k/a James Joseph Brown (the "Estate") and as Limited Special Trustee of the James Brown August 1, 2000 Irrevocable Trust Agreement (the "Trust") moves for an Order dismissing with prejudice the defenses and cross-claims and barring the relief requested by Cinnamon Nicole Mernickle Parris ("Parris") and LaRhonda Pettit a/k/a LaRhonda Waller ("Pettit") in this matter.

Li H. H. H.
Li H. H. H.
C.C.P. & G.S.
Orin H. H.
Deputy Clerk

**LAW OFFICE OF
ADAM T. SILVERNAIL, LLC**

POST OFFICE BOX 1898
1901 HAMPTON STREET
COLUMBIA, SOUTH CAROLINA 29202

November 21, 2013

By email and U.S. Mail:

J. Emory Smith, Jr., Esquire
Office of the South Carolina Attorney General
Post Office Box 11549
Columbia, South Carolina 29211

Re: *Pope vs. Wilson*
Case No. 2010-CP-40-4900

Dear Emory:

Enclosed please find a copy of the Federal Court Order which found the Wingate contingency fee agreement to be a public document, along with a copy of the document itself.

We are disappointed to find that the Attorney General has invested over two years and substantial State resources in defending his refusal to produce a document which plainly states that it is public. Given that this document has now been declared non-confidential, I ask that you immediately provide me with the "three page document" to which you refer in your pleadings and correspondence. As you recall, you have refused to produce this document without citing any applicable exemption from the FOIA.

In addition, please provide any amendments, modifications or supplements to the contingency fee agreement or confirm in writing that there have been none. This would include any document that might justify - as this agreement does not - the three payments totaling approximately \$563,000 to Sweeny Wingate & Barrow in November and December 2012.

As we read this public document and in light of *Wilson v. Dallas*, our understanding is that the Attorney General is now in total control of Case 4900 and there is no impediment to his directing the release of these documents.

Your office has previously produced its policies regarding outside counsel, and you have represented to the Court that your office has no document authorizing Russell L. Bauknight to have brought Case 4900 on behalf of the Attorney General or State. Because the litigation retention agreement confirms that Sweeny, Wingate & Barrow is also subject to the FOIA, please advise as to whether any such document exists within their files and produce the same.

Although the initial attempt by the Legacy Trust, Tommie Rae Hynie, Terry Brown and others was improper and abusive, the release of the fee agreement moots all of their purported arguments and left only the issue of attorneys' fees related to the proposed intervention. By copy of this letter to Mark Gende, I ask that he immediately withdraw his motions to avoid further interference with Mrs. Pope's rights under the FOIA.

I look forward to receiving the "three page document" and your response to my

Letter to Mr. Smith
November 21, 2013
Page 2

inquiries at your earliest convenience, as I intend to ask Judge Manning to schedule a hearing on the remaining matters in this case as soon as possible.

Because Professor Jay Bender and others have also been seeking the Wingate litigation retention agreement, I am taking the liberty of advising them of the progress in this matter by copy of this letter.

Sincerely,


Adam T. Silvernail

Enclosures

cc: Adele J. Pope, Esquire
Mark V. Gende, Esquire
Thomas H. Pope III, Esquire
Jay Bender, Esquire

UNITED STATES DISTRICT COURT
DISTRICT OF SOUTH CAROLINA
Civil Minutes

Columbia Action 3:08-cv-14-WOB

11/15/13

Forlando J. Brown v. Adele Pope, et al.

BEFORE: HON. J. GREGORY WEHRMAN, MAGISTRATE JUDGE

No Court Reporter

No Courtroom Deputy

ATTORNEYS FOR PLAINTIFF

ATTORNEYS FOR DEFENDANT ADELE POPE

Matt Bodman
David Bell¹

Daryl Williams
Adam Silvernail

ATTORNEY FOR DEFENDANT ROBERT BUCHANAN, JR.

Joseph Calhoun Watson

ATTORNEYS FOR TRUSTEE RUSSELL BAUKNIGHT

Burl Williams
J. David Black

Conference call held on November 14, 2013 regarding trustee Bauknight's motion for confidentiality order. Doc. 290. After hearing argument of counsel, the Court **ordered**: the motion for confidentiality order [Doc. 290] is **granted in part and denied in part** as follows. The retention agreement at issue is a public document due to the involvement of the South Carolina Attorney General and, accordingly, it is not protected by the confidentiality order previously entered in this action. See Doc. 83. The estate valuation at issue is discoverable because it potentially relates to the remaining claims in this action. However, during the phone conference the Court was first made aware of the fact that a supplemental inventory and appraisal was filed in state court and that the supplemental inventory set forth only the valuation's bottom line figure regarding the total value of

¹ Mr. Bell's pro hac vice motion is pending and the Court will rule on that motion once briefing has been completed.

James Brown's estate. After reviewing that supplemental inventory and upon further reflection, the Court concludes that the valuation contains confidential information, the disclosure of which to the public at large could potentially harm the Estate in any future negotiations involving the music of James Brown. Because the valuation is discoverable, the Court will require Trustee Bauknight to provide a copy of the valuation to any party upon request. However, the Court orders that the contents of the valuation itself shall be subject to protection under the extant confidentiality order.

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AGREEMENT FOR LEGAL SERVICES

This Agreement this 18th of May, 2010 between Sweeny, Wingate & Barrow, P.A. ("Firm") and Russell L. Bauknight as Personal Representative of the Estate of James Brown and as Trustee of the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust ("Trustee"). This agreement shall remain in effect until such time as it is terminated, in writing, by either of the parties.

The Trustee hereby retains the Firm to represent its interest and pursue claims on its behalf against Robert Buchanan and Adele Pope. The Firm hereby agrees to accept such representation.

The parties hereto specifically acknowledge that the following persons, parties, and entities are third-party beneficiaries to this Agreement: Henry Dargan McMaster, in his capacity as Attorney General of the State of South Carolina; Tommy Rae Brown, individually and on behalf of her minor child, James Brown II; Daryl Brown, individually and on behalf of his minor child Janise Vanisha Brown; Lindsey Delores Brown; Deanna J. Brown Thomas; Jason Brown-Lewis; Yamina N. Brown, individually and on behalf of her minor children Sydney Lumar and Carrington Lumar; Tonya Brown; Venisha Brown; Larry Brown and Terry Brown (hereinafter collectively "Third-Party Beneficiaries").

The Third-Party Beneficiaries are signators to a Settlement Agreement dated August 10, 2008 with Addendum dated March 25, 2009. This Settlement Agreement was approved by the Circuit Court of South Carolina by Order dated May 26, 2009. In the event that this Order should be overturned, vacated or in any manner set aside, this Agreement shall continue with the Third-Party Beneficiaries becoming the principal parties.

ATTORNEY FEES

The Firm will be compensated on a contingency fee basis. The fee for professional services will be based upon the gross proceeds of any money collected as result of actions initiated or pursued by the Firm, in the following percentages.

a. Pursuant to the Settlement Agreement dated August 10, 2008, as amended by Addendum dated March 25, 2009, 47.5% of the gross proceeds will be attributed to the charitable portion of the James Brown Estate, the James Brown 2000 Irrevocable Trust, and/or the James Brown Legacy Trust for fee calculation purposes only. The Litigation Retention Agreement which is attached hereto as Exhibit A and which is incorporated herein shall govern the terms of representation and the payment of fees to the Firm with respect to the 47.5% of the gross proceeds attributed to the charitable portion of the James Brown Estate, the James Brown 2000 Irrevocable Trust, and/or the James Brown Legacy Trust. For example, fees will be paid to the Firm from these proceeds based on the following schedule:

1/31/14
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Amount of net proceeds of judgment or settlement (not including exemplary or punitive damages) (in millions)	Contingent percentage
First \$0 to \$5	23%
Excess over \$5 up to \$10	19%
Excess over \$10 up to \$25	15%
Excess over \$25 up to \$50	11%
Excess over \$50 up to \$100	7%
Excess over \$100	4%

Amount of punitive or exemplary proceeds (in millions)	Contingent percentage
First \$0 to \$10	10%
Excess over \$10 to \$100	5%
Excess over \$100	3%

b. The remaining proceeds collected will be attributed to the non-charitable portion of the James Brown Estate, the James Brown 2000 Irrevocable Trust, and/or the James Brown Legacy Trust for fee calculation purposes only. A fee of 40% will be paid to the Firm from these proceeds.

c. In the event the parties reach an agreement that results in a settlement expressed in non-monetary consideration, the Firm shall be compensated pursuant to Article VI(B) of the Litigation Retention Agreement with respect to the 47.5% attributed to the charitable portion of the James Brown Estate, the James Brown 2000 Irrevocably Trust, and/or the James Brown Legacy Trust and based on the cash-equivalent of such consideration or an hourly fee, whichever is greater, for the balance. The hourly fees shall be calculated as follows:

(a) Partners	\$300.00
(b) Associates	\$225.00
(c) Paralegal	\$125.00

d. In the event that no value is recovered by the Firm on behalf of the Trustee, no fee will be paid to the Firm.

EXPENSE REIMBURSEMENT

Trustee shall reimburse all expenses incurred by the Firm as a result of this representation in accordance with Article V(B) of the Litigation Retention Agreement. Firm will submit invoices to the Trustee on a monthly basis. These expenses will be reimbursed as soon as practicable given the available funds held by the Trust.

It is understood and agreed that the Estate is reimbursing expenses for the benefit of the Estate, the James Brown 2000 Irrevocable Trust and the James Brown Legacy Trust. It is

1/31/14
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understood that the Estate will be reimbursed 47.5% of these expenses by the Trust upon the distribution of the proceeds from any recovery.

SWEENEY, WINGATE & BARROW, P.A.

By: Ernest A. Kendall, Jr.

ESTATE OF JAMES BROWN

By: [Signature]
Its: Personal Representative

JAMES BROWN 2000 IRREVOCABLE TRUST

By: [Signature]
Its: Trustee

JAMES BROWN LEGACY TRUST

By: [Signature]
Its: Trustee

11/30/14
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EXHIBIT A

LITIGATION RETENTION AGREEMENT FOR SPECIAL COUNSEL APPOINTED BY THE SOUTH CAROLINA ATTORNEY GENERAL

This litigation retention agreement ("Agreement") is by and between South Carolina Attorney General Henry McMaster ("Attorney General") and the below-signed attorney(s) ("Special Counsel").

RECITALS

WHEREAS, the Attorney General has concluded that it is in the best interest of the State of South Carolina to retain Special Counsel specifically for this litigation matter; and

WHEREAS, the Attorney General hereby engages Special Counsel to provide legal representation including, but not limited to, all preparation for, settlement of and/or actual litigation arising from [matter]; and

WHEREAS, Special Counsel specifically represents that he has the skill, experience, expertise, and competence necessary for the meaningful prosecution of this matter;

NOW THEREFORE, in consideration for the mutual promises and covenants set forth herein, and for other valuable consideration, the Attorney General and Special Counsel hereby agree to the following terms and conditions:

Article I. TERM

This Agreement, which shall serve as the appointment of the attorneys whose signatures are affixed below as Special Counsel to the Attorney General, commences on _____, and terminates on _____, unless this work is concluded earlier or the Attorney General or Special Counsel terminates the appointment earlier pursuant to Article VI of this Agreement. If the work for which this appointment is made is not completed by the date above, then the Attorney General may re-appoint Special Counsel for an additional term or terms to be determined at that time. The Attorney General shall not be liable to compensate Special Counsel for any services rendered after termination of the Agreement.

Article II. SERVICES

A. Scope of Appointment

Special Counsel shall provide legal services, advice, and consultation to the Attorney General for this litigation in a manner consistent with accepted standards of practice in the legal profession. In view of the personal nature of the services to be rendered under this appointment, the Attorney General shall be the sole judge of the adequacy of those services. The parties agree:

1. The Attorney General shall have final authority over all aspects of this litigation. The litigation may be commenced, conducted, settled, approved, and ended only with the express approval and signature of the Attorney General. The Attorney General at his sole discretion has the right to appoint a designated assistant ("designated assistant") to oversee the litigation, which appointment the Attorney General may modify at will.
2. Special Counsel shall provide legal services to the Attorney General subject to the approval of the Attorney General for the purposes of seeking injunctive relief, monetary relief, and other relief against all entities in this litigation.
3. The Attorney General may provide attorneys and other staff members to assist Special Counsel with this litigation. The identity and responsibilities of such personnel so assigned shall be determined solely by the Attorney General. All pleadings, motions, briefs, formal documents, and agreements must bear the signature of the Attorney General or his designated assistant.
4. Special Counsel shall coordinate the provision of the legal services with the Attorney General or his designated assistant, other personnel of the Office of the Attorney General, and such others as the Attorney General may appoint as Special Counsel. All pleadings, motions, briefs, and other material which may be filed with the court shall first be approved by the Attorney General and provided to his office in draft form in a reasonable and timely manner for review. Regular status meetings may be held as requested by the Attorney General.
5. Special Counsel shall communicate with state entities through the Office of the Attorney General unless otherwise authorized by the Attorney General.
6. Special Counsel shall provide sufficient resources, including attorney time, to prosecute this litigation in accordance with Rule 407, Rules of Professional Conduct, South Carolina Appellate Court Rules.

B. Delegation of Work

Special Counsel may delegate work to other attorneys or paralegals within the firm with which the Special Counsel is affiliated but may not, without express approval of the Attorney General,

Exhibit A

delegate any work whatsoever to any attorney in any other firm. Special Counsel agrees to accept full responsibility and liability for the work of any delegate.

C. Attorney-Client Relationship

Special Counsel will render services pursuant to this Agreement as an independent contractor. Neither Special Counsel nor any employee of Special Counsel shall be regarded as employed by, or as an employee of, the Attorney General or the State of South Carolina.

An attorney-client relationship shall exist between the Attorney General and Special Counsel.

Article III. CASE MANAGEMENT

A. Status Reports, Time Records

The Attorney General may at any time request status reports from Special Counsel regarding any aspect of this litigation. Within twenty days after the request is received, Special Counsel shall submit such status reports to the Attorney General. Failure to timely provide such status reports may result in forfeiture of a portion of Special Counsel's compensation at the sole discretion of the Attorney General.

At a minimum, status reports must include a description of the current status of the matter, any significant events that have occurred since the previous status report, and a prospective analysis of any significant future events.

B. Notices and Correspondence

All notices, demands, requests, consents, approvals, and other instruments required to be given pursuant to the terms of this Agreement shall be in writing and shall be deemed to have been properly given when: (1) hand delivered; (2) sent by U.S. Registered or Certified mail, return receipt requested, postage prepaid; (3) if certified or registered mail is either refused or unclaimed, then by regular U.S. Mail; (4) by overnight delivery service with receipt (Airborne, FedEx, UPS, etc.); (5) by email; or (6) by fax, followed by one of the other methods of delivery described herein. Fax delivery shall be deemed to be on the date of receipt of the fax, and the parties hereto agree that a fax with confirmation shall be adequate proof of receipt of the fax.

Both Special Counsel and the Attorney General may designate a representative to receive such instruments and correspondence as described herein. While both parties recognize this designation may be changed at any time, and without consent of the other party by giving written notice of the new designated representative, until further notice, such instruments and/or correspondence should be addressed to:

Name: Henry McMaster
Attorney General
Address: P. O. Box 11549

Exhibit A

Columbia, SC 29211
Phone: 803-734-3970
Fax: 803-253-6283

Name: C. Havird Jones, Jr.
Senior Assistant Attorney General
Address: P. O. Box 11549
Columbia, SC 29211
Phone: 803-734-3970
Fax: 803-734-3677
Email: agsjones@scag.gov

[Special Counsel's information]

C. Communication

Special Counsel agrees to consult in advance, by telephone, fax machine, or in writing, with the Attorney General promptly on all matters that may be precedential, controversial, of particular public interest, or otherwise noteworthy or important, and to keep the Attorney General fully informed at all times.

Special Counsel shall give timely written notice to the Attorney General of any and all of the following legal events in this litigation:

1. Pleadings
2. Dispositive motions
3. Hearings
4. Rulings
5. Trials
6. Settlement negotiations
7. Appeals or Notice of Appeals
8. Briefs filed by any party or entity
9. Appellate arguments or decisions
10. Enforcement efforts

Special Counsel agrees to meet with Attorney General's Office personnel when and where requested by the Attorney General in furtherance of this litigation.

D. Settlement

The Attorney General must approve in advance all aspects of this litigation and shall be included in any settlement discussions. Special Counsel agrees that any settlement in this case must

Exhibit A

receive the Attorney General's express prior approval in writing. Special Counsel shall confer with the Attorney General as early as practicable in any settlement negotiation process.

E. Appeals

It is important that the Attorney General receives early notice of any potential appellate litigation in any way affecting the State. Therefore, Special Counsel agrees to give prompt oral and written notice to the Attorney General when receiving: (1) any dispositive decision by any appellate court affecting the litigation in any way; or (2) a Notice of Appeal from a court's decision filed by any party to this litigation.

F. Public Records

Any material, data, files, discs, or documents created, produced, or gathered by Special Counsel, or in Special Counsel's possession in furtherance of this litigation, or which fulfills an obligation of this appointment, shall be considered the exclusive property of the State of South Carolina. Special Counsel agrees to adhere to South Carolina's Freedom of Information Act, South Carolina Code of Laws §30-4-10 *et. seq.*, and maintain all public records in accordance with State law; provided, however, that Special Counsel shall consult with, and obtain the approval of, the Attorney General before responding to any public records request. Special Counsel agrees to comply with the Attorney General's policy on document retention and to refrain from destroying documents unless otherwise permitted under this policy. Special Counsel agrees to comply with Rule 417 of the South Carolina Appellate Court Rules. Special Counsel agrees to request written confirmation from the Attorney General's Office prior to destroying any documents. This Agreement shall be considered a public document.

Article IV. COMPENSATION

A. Fee Schedule

This is a contingent fee case. Special Counsel shall receive no compensation for any services rendered unless the State of South Carolina receives a settlement or damage award in connection with this litigation. If the State receives such an award, Special Counsel will be compensated for his services pursuant to this Article, as follows:

- I. Special Counsel shall be reimbursed all reasonable, normal, and verified "out of pocket" costs and expenses as specified in Article V below.

These costs and expenses necessary for conducting this litigation, as defined in Article V of this Agreement, shall initially be advanced by Special Counsel and shall be deducted from the litigation's gross or total recovery, if any, before any further distribution is made.

Provided, however, that civil penalties shall not be included in calculating the gross or total recovery, and Special Counsel shall not receive any fees or costs from awards of

Exhibit A

civil penalties with such penalty payments to be made to the Office of the Attorney General for the State of South Carolina.

Provided, further, that as to any federal Medicaid portion of a settlement or award, no reimbursable cost may be deducted, and no settlement or award amount shall be included in calculating the gross or total recovery for the purposes of fees to the Special Counsel, without the additional approval by the Center for Medicaid and Medicare Services (CMS); and

2. At least 77% of the remaining or net settlement or judgment proceeds (but not including punitive or exemplary damages, if any) shall be paid or applied to or for the State or the people of South Carolina or the victims in a manner to be determined by the Attorney General in his sole discretion; and

3. Special Counsel shall be paid the remaining 23% or less in fees of said remaining or net settlement or judgment proceeds (but not including punitive or exemplary damages), as follows:

Amount of net proceeds of judgment or settlement (in millions)	Contingent percentage
First \$0 to \$5	23%
Excess over \$5 up to \$10	19%
Excess over \$10 up to \$25	15%
Excess over \$25 up to \$50	11%
Excess over \$50 up to \$100	7%
Excess over \$100	4%

Provided, however, that the Attorney General shall retain 10% of Special Counsel's fees awarded under this section 3.

4. Special Counsel shall be paid 10% or less of any punitive or exemplary damage proceeds as follows, with the remaining 90% or more to be paid or applied to or for the State or the people of South Carolina or the victims in a manner to be determined by the Attorney General at his sole discretion:

Amount of punitive or exemplary proceeds (in millions)	Contingent percentage
First \$0 to \$10	10%
Excess over \$10 to \$100	5%
Excess over \$100	3%

Provided, however, the Attorney General shall retain 10% of Special Counsel's fees awarded under this section 4.

Exhibit A

5. All settlement or judgment proceeds shall be paid by or on behalf of the defendant(s) to the Attorney General's office, which shall distribute them or have them distributed.

6. It is strictly agreed and understood by Special Counsel that if the proposed or actual defendants in this matter agree to a settlement or resolution prior to or upon commencement of the action or shortly thereafter, upon negotiation or consultation or upon only initial responses, then Special Counsel's compensation shall be one-half of that specified in sections 3 and 4 above.

7. This distribution and compensation calculation shall be included in a final order in the case.

B. Settlement or Judgment

The above Fee Schedule applies to any settlement or judgment, whether the settlement or judgment is entirely monetary in nature or is combined with non-monetary relief. Should the litigation be resolved by settlement or judgment involving a combination of monetary and non-monetary relief (such as injunctive relief, non-monetary payment, the provision of goods and/or services or any other "in kind" terms, or any combination of those), the Attorney General shall determine the monetary value to the State.

C. Payment of Fees, Costs and Expenses

Neither the State of South Carolina nor the Attorney General shall be required under this Agreement, or otherwise, to compensate or reimburse Special Counsel for his work in this matter, other than as set forth in Articles IV (A), and IV(B), and V herein. Accordingly, except for the fee schedule, expenses, and costs enumerated and outlined herein, Special Counsel shall not be entitled to and shall not accept compensation or reimbursement from any other source.

Article V. EXPENSES AND COSTS

A. Advancement of Expenses and Costs

Special Counsel shall advance all costs, expenses, and disbursements, including expert witness fees and costs, deposition costs, and costs of document production. Special Counsel's agreement to advance all litigation expenses and costs, as well as its agreement to defer fees while any and all litigation (including appeals and enforcement actions) is pending has been taken into consideration in establishing the fee schedule above.

B. Expenses and Cost Reimbursement

Special Counsel shall be reimbursed solely from the litigation's gross recovery as approved by the Attorney General for certain reasonable expenses and costs enumerated below. Proper documentation by receipts or otherwise shall be submitted with all invoices and all

Exhibit A

documentation shall be retained by Special Counsel for at least one full year following this Agreement's termination. All expenses must be itemized and no reimbursement may be applied for or requested for "miscellaneous" listings. The Attorney General in his sole discretion may decline to reimburse Special Counsel for improperly documented, unnecessary, or unreasonable costs or expenses.

1. **Experts**

Special Counsel shall be reimbursed for retention of experts, including fees and other reasonable costs, only when expressly authorized by the Attorney General.

2. **Lodging**

Receipts are required. In-state overnight lodging shall be reimbursed at actual cost up to a maximum of \$75.00 plus tax per day. Any expenses incurred due to out-of-state lodging greater than \$75.00 plus tax per day shall be approved in advance by the Attorney General. If circumstances render Special Counsel unable to obtain the prior approval of the Attorney General in this situation, as soon as thereafter practicable, Special Counsel shall notify the Attorney General of the location, the hotel, the daily rate, and the reasons for not obtaining prior approval. Failure to follow these procedures shall result in such lodging costs being borne by Special Counsel.

3. **Meals**

There is no reimbursement for meals.

4. **Travel**

Receipts are required. Airfare shall be reimbursed at actual cost based on coach fares.

5. **Mileage**

Automobile travel shall be reimbursed at the maximum state mileage rate of the State of South Carolina in effect at the time. Travel by car shall not exceed coach fares on commercial airlines. Mileage is to be itemized on the invoice as "Mileage" (number of miles @ rate per mile).

6. **Photocopying**

In-house photocopying (including color copies) shall be reimbursed at the Special Counsel's actual expense, not to exceed 15 cents (\$0.15) per copy and is to be itemized on the invoice as "Photocopies" (number of copies @ rate

Exhibit A

per copy). Reasonable amounts for outside photocopying shall be reimbursed at actual cost if receipts are provided.

7. Priority/Overnight Mail

Charges for priority or overnight mail services shall be reimbursed only if a justifiable basis exists for using the service. In no event shall the Special Counsel be reimbursed for the cost of sending invoices or status reports to the Attorney General by overnight or priority mail services.

8. Secretarial or Staff Overtime

There shall be no reimbursement for secretarial or staff overtime unless expressly authorized in writing by the Attorney General prior to invoicing.

9. Other Expenses

Actual costs shall be reimbursed for certain routine expenses including transcripts, deposition costs, witness fees, subpoena service, postage, printing, cab and bus fares, parking, and long-distance telephone calls when itemized and receipts are provided. Expenses for office space, word processing, secretarial, and paralegal costs are not reimbursable. Westlaw expenses shall be reimbursed only when authorized in advance by the Attorney General.

C. One Invoice

At the conclusion of the litigation, Special Counsel agrees to submit one original invoice to the Attorney General for expenses and costs.

Article VI. TERMINATION

A. Termination by the Parties

The Attorney General reserves the right to terminate this Agreement at any time, in his sole discretion, and without cause or duty of explanation. Special Counsel may terminate its duties and obligations under the Appointment and this Agreement upon thirty (30) days written notice to the Attorney General. Termination on the part of the Special Counsel shall not be effective if the Attorney General finds in his sole discretion that such termination prejudices or has a material adverse effect on the State of South Carolina. Upon termination, all material, data, files, discs, or documents created, produced, or gathered by Special Counsel, or in Special Counsel's possession in furtherance of this litigation, or which fulfills an obligation of this appointment shall be immediately delivered to the Attorney General as directed by him, and without encumbrance or lien or any cost or charge to the Attorney General.

B. Compensation Upon Termination

Exhibit A

In the event this Agreement is terminated by Special Counsel, Special Counsel shall be reimbursed only from the litigation's gross recovery and only for all properly documented expenses and costs, as defined in Article V of this Agreement, rendered prior to termination; there shall be no payment of any attorneys' fees unless the Attorney General agrees in writing to the payment of fees for work performed under such terms and conditions as may be set by him in his sole reasonable discretion. In the event the Attorney General terminates this Agreement without cause, Special Counsel shall be reimbursed only from the litigation's gross recovery for all properly documented expenses and costs, as defined in Article V of this Agreement, rendered prior to termination, and Special Counsel shall be awarded appropriate attorneys fees on a quantum meruit basis as determined by the Attorney General. If this Agreement is terminated for cause, Special Counsel will not be reimbursed for any expenses and costs or paid any fees or other compensation for any services relating to the litigation.

Article VII. OTHER TERMS AND CONDITIONS

A. Media Statements

The parties agree that neither Special Counsel nor any partner, associate, employee, or any other person assisting with the legal work contemplated by this Agreement shall speak to any representative of a television station, radio station, newspaper, magazine, or any other media outlet concerning the work outlined or contemplated by this Agreement without first obtaining approval of the Attorney General. This Agreement specifically prohibits Special Counsel from speaking on behalf of the Attorney General or the State of South Carolina to any representative of the news media.

B. Jurisdiction and Choice of Law

This Agreement shall be administered in the State of South Carolina and shall be interpreted under the laws of the State of South Carolina. Special Counsel consents to complete jurisdiction in the appropriate courts of the State of South Carolina. This Agreement and any claims arising in any way out of it shall be governed by the laws of the State of South Carolina. Any litigation arising out of or relating in any way to this Agreement or the performance thereunder shall be brought in state courts of appropriate jurisdiction in the State of South Carolina, and Special Counsel hereby irrevocably consents to such exclusive jurisdiction.

C. Code of Professional Responsibility

If, during the appointment as Special Counsel, a complaint is filed against Special Counsel or Special Counsel's firm, alleging a violation of Rule 407, Rules of Professional Conduct, South Carolina Appellate Court Rules, or the applicable rules governing the state bar in which Special Counsel has been admitted, or the Code of Professional Responsibility, Special Counsel shall give prompt written notice of such complaint to the Attorney General. The Attorney General retains the right, in his sole discretion, to immediately terminate this Agreement if he deems the

Exhibit A

complaint to adversely affect in any way Special Counsel's ability to perform his duties required herein, or to adversely affect this litigation, the Attorney General, or the State of South Carolina.

D. Insurance

Special Counsel agrees to carry adequate professional liability insurance and to provide proof of same to the Attorney General promptly upon request.

E. Conflict of Interest

Special Counsel represents that neither he nor his firm has any conflict of interest with the State of South Carolina, its agencies, or subdivisions at this time. Special Counsel agrees that if a conflict of interest, potential or otherwise, arises, as defined by Rule 407, Rules of Professional Conduct, South Carolina Appellate Court Rules, during the term of this litigation, then Special Counsel will give timely written notice to the Attorney General. Special Counsel must request and obtain a written authorization from the Attorney General prior to undertaking any representation against or adverse to the State of South Carolina, its offices, boards, departments, or institutions during the term of this appointment.

F. Equal Opportunity

Special Counsel hereby represents that neither he nor his law firm discriminates on the basis of race, religion, color, sex, age, national origin, or disability against any person in the employment of personnel in their offices.

G. Entire Agreement/Integration

This Agreement constitutes the entire understanding of the parties. Both parties agree that there is no other understanding or agreement other than the terms expressly stated herein.

H. Severability of Terms and Conditions

If any provision of this Agreement shall be held invalid, illegal, or unenforceable in any respect, said provision shall be severed. The validity, legality, and enforceability of all other provisions of this Agreement shall not in any way be affected or impaired unless such severance would cause this Agreement to fail of its essential purpose.

I. Amendment or Modification

No amendment or modification of this Agreement shall be effective against either party unless such amendment or modification is set forth in writing and signed by both parties.

J. Headings

Exhibit A

The headings herein are for reference and convenience only. They are not intended and shall not be construed to be a substantive part of this Agreement or in any other way to affect the validity, construction, interpretation, or effect of any of the provisions of this Agreement.

K. Counterparts

This Agreement may be executed in one or more counterparts, each of which shall be an original and all of which constitute one and the same instrument.

[Signatures follow on the next page.]

Attorney General of South Carolina

Henry McMaster

Date: _____, 2010

Special Counsel

[Special Counsel's signature(s)]



HENRY McMASTER
ATTORNEY GENERAL

May 18, 2010

Mr. Russell Bauknight
Bauknight, Pietras & Stormer, P.A.
1517 Gervais Street
Post Office Box 1330
Columbia, South Carolina 29202

Re: James Brown Litigation

Dear Mr. Bauknight:

I have met with Ken Wingate and Everett Kendall of Sweeney Wingate & Barrow of Columbia, South Carolina, regarding the action to be filed against Adele J. Pope and Robert L. Buchanan, Jr., in the Richland County Probate Court in connection with the James Brown Estate and Trust. I am writing to confirm our understanding that you will be retaining Mr. Wingate and Mr. Kendall to file this action on behalf of the beneficiaries of the James Brown Estate and Trust, including the charitable interests. As you know, by law this office has a duty to protect charitable trusts. Also, per your conversation with Senior Assistant Attorney General C.H. Jones, Jr., in connection with the charitable trust portion of this matter, you have agreed to use the terms and conditions as outlined in the attached "Agreement for Legal Services" which references and incorporates the Attorney General's standard Litigation Retention Agreement. Of course, this office has no authority over your agreement with Messrs. Wingate and Kendall concerning the other portions of this matter.

Yours very truly,

Henry McMaster

Enclosures

HMcM/mfj

REMBERT C. DENNIS BUILDING • POST OFFICE BOX 11549 • COLUMBIA, S.C. 29211-1549 • TELEPHONE: 803-734-3970 • FACSIMILE: 803-253-6283

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BAUK00141_CONFIDENTIAL

CONFIRMATION, APPROVAL AND ACKNOWLEDGMENT

The undersigned confirms and approves the retention of Sweeny, Wingate & Barrow, P.A. on its behalf by Russell Bauknight, as Personal representative of the Estate of James Brown, Trustee of the James Brown 2000 Revocable Trust, and Trustee of the James Brown Legacy Trust, and hereby acknowledges that Sweeny, Wingate & Barrow, P.A. is representing the "Third-Party Beneficiaries" as defined in the attached Agreement For Legal Services dated May __, 2010 (the "Retention Letter") through Russell Bauknight as fiduciary. The undersigned further confirms and approves the filing on its behalf of the lawsuit (evidenced by the attached draft complaint (the "Complaint")) by Sweeny, Wingate & Barrow, P.A. and the inclusion of the undersigned's client(s) as party(ies) to the action.

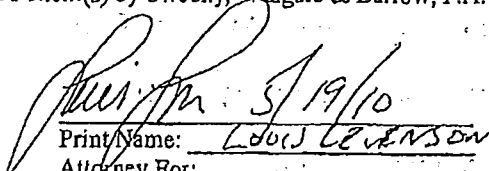
The undersigned acknowledges and confirms that the undersigned has reviewed the attached Retention Letter along with exhibits thereto, agrees to all terms contained therein, and directs Russell Bauknight as fiduciary to sign the Retention Agreement on its behalf, or otherwise ratifies the Retention Agreement. The undersigned further acknowledges and confirms that the undersigned has reviewed the attached Complaint and that there is good ground to support it. The undersigned confirms the allegations contained therein, and the undersigned approves the filing of the same on behalf of the undersigned's client(s) by Sweeny, Wingate & Barrow, P.A.


Print Name: David B. Bell
Attorney For: Terry Brown

CONFIRMATION, APPROVAL AND ACKNOWLEDGMENT

The undersigned confirms and approves the retention of Sweeny, Wingate & Barrow, P.A. on its behalf by Russell Bauknight, as Personal representative of the Estate of James Brown, Trustee of the James Brown 2000 Revocable Trust, and Trustee of the James Brown Legacy Trust, and hereby acknowledges that Sweeny, Wingate & Barrow, P.A. is representing the "Third-Party Beneficiaries" as defined in the attached Agreement For Legal Services dated May __, 2010 (the "Retention Letter") through Russell Bauknight as fiduciary. The undersigned further confirms and approves the filing on its behalf of the lawsuit (evidenced by the attached draft complaint (the "Complaint")) by Sweeny, Wingate & Barrow, P.A. and the inclusion of the undersigned's client(s) as party(ies) to the action.

The undersigned acknowledges and confirms that the undersigned has reviewed the attached Retention Letter along with exhibits thereto, agrees to all terms contained therein, and directs Russell Bauknight as fiduciary to sign the Retention Agreement on its behalf, or otherwise ratifies the Retention Agreement. The undersigned further acknowledges and confirms that the undersigned has reviewed the attached Complaint and that there is good ground to support it. The undersigned confirms the allegations contained therein, and the undersigned approves the filing of the same on behalf of the undersigned's client(s) by Sweeny, Wingate & Barrow, P.A.

 5/19/10
Print Name: LOUIS LEVINSON

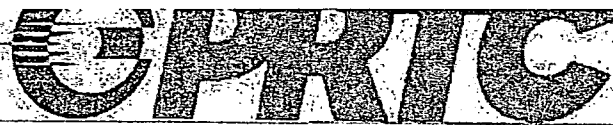
Attorney For: _____

CONFIRMATION, APPROVAL AND ACKNOWLEDGMENT

The undersigned confirms and approves the retention of Sweeny, Wingate & Barrow, P.A. on its behalf by Russell Bauknight, as Personal representative of the Estate of James Brown, Trustee of the James Brown 2000 Revocable Trust, and Trustee of the James Brown Legacy Trust, and hereby acknowledges that Sweeny, Wingate & Barrow, P.A. is representing the "Third-Party Beneficiaries" as defined in the attached Agreement For Legal Services dated May __, 2010 (the "Retention Letter") through Russell Bauknight as fiduciary. The undersigned further confirms and approves the filing on its behalf of the lawsuit (evidenced by the attached draft complaint (the "Complaint")) by Sweeny, Wingate & Barrow, P.A. and the inclusion of the undersigned's client(s) as party(ies) to the action.

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Print Name: E. Alan M. Miller
Attorney For: James R. Brown



Welcome!

Quota: 1857MB of 5000MB



Mail



Contacts



Calendar



Favorites



Translator



Mail



Check Mail



Compose



Search

Mail Folders - X

Inbox (84)

Sent

Drafts

Scheduled Mail

Trash (3)

Junk Mail (1)

GRAHAM FOUNDATION

Junk E-mail

View Manage



Delete Block Mark Read Move to Folder

Estate of James Brown; 2008-CP-02-1649, 2007-ES-02-0056

Reply Reply All QuickReply Forward Delete
Download Message Display Headers Translate Printer Friendly

From: Early, Doyet A. Law Clerk \((Cassie M. Weathersbee)\) **Date:** 1/7/2013 2:46:00 PM

To: Louis Levenson; S. Alan Medlin; mrosen@rosen-lawfirm.com; Chris B. Paton; Matt Bodman; davidbell@davidbelllawfirm.com; A. Peter Shahid Jr.; Steve Slotchiver; William W. Wilkins; David Black; Sonny Jones; Mary Frances Jowers; Jim Gilreath; Kendell Few; Tim McKissock; Buddy Dallas; Gene Covington; David Cannon; adele@popelawfirm.com; Bob Buchanan; James D. Bailey; WByrd@TurnerPadget.com; O. Cyrus Hinton; Rodney Peeples; Norm Jett; Knoepfle, Anita; <aknoepfle@aikencountysc.gov>; scott@k5law.com; wmgcpa@aol.com; John Beach; David Sojourner \((David.Sojourner@arlaw.com)\)

Please be advised that the below motions will still be heard Wednesday, January 8th at 1:30. Each side will have 15 minutes to argue each of the motions. Please let me know if you have any questions or concerns.

- 1) Motions to Determine Parties
- 2) Motion to Dismiss Michael Deon Brown's Motion for Determination as a Child and Intestate Heir or DNA-Proven Biological Heir of James Brown, submitted by John Beach November 26, 2013
- 3) Motion to Dismiss Cross-Claims and Bar Prayers for Relief of Cinnamon Nicole Mernickle Parris and LaRhonda Pettit, submitted by John Beach December 18, 2013.

Cassie Weathersbee, Esq.
Law Clerk to the Honorable D.A. Early, III
The Circuit Court of the 2nd Judicial Circuit

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1228 Walnut Street
Newberry, South Carolina 29108
(803) 413-0753

January 17, 2014

The Honorable Liz Godard
Clerk of Court for Aiken County
109 Park Avenue, SE
Aiken, South Carolina 29801

Re: EX PARTE: Jane Doe and John Doe numbers I, II, III and IV, and Others,
Interveners,
IN THE MATTER OF:
Petitions of Tommie Rae Hynie, a/k/a Brown and
James B., a Minor
Aiken County Case No. 2008-CP-02-1647
(Formerly Aiken County Case Number: 2007-CP-02-0122)

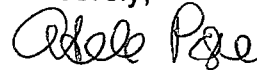
Dear Ms. Godard:

Enclosed for filing in the above matter please find an original and one copy of Supplemental Affidavit of Adele J. Pope Supporting Expedited Hearing; Order Voiding Hynie "Diary" Gag Orders; and Order Directing DNA Testing Under Peeples DNA Protocol for James B., Michael (Incarcerated), and Others and Related Relief, with the following attachments:

Exhibit A	Motion of Estate/2000 Trust dtd. Feb. 12, 2008 (Elective Share), w/ Ex. A and B (partial)
Exhibit B	Excerpts, Sworn Statement, Albert H. Dallas, July 20, 2012
Exhibit C	Excerpts, Deposition of Forlando Brown, April 10, 2013
Exhibit D	Email chain, of Robert Rosen, Esquire to the Honorable Doyet A. Early, Law Clerk, dated July 10, 2012.
Exhibit E	Initial Brief of Appellant, Gag Order Appeal, Aug 13, 2012 (Partial)
Exhibit F.	Petition for Rehearing of James B., <i>Wilson v. Dallas</i> , dtd. 3/14/13 (Partial)

Kindly return a file-stamped copy to me in the enclosed, stamped envelope.
Thank you.

Sincerely,



Adele J. Pope

C O P Y
ORIGINAL FILED

JAN 21 2014

AIKEN COUNTY
CLERK OF COURT

cc: The Honorable Doyet A Early
Parties or counsel as shown

442

STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	Civil Action No. 2007-CP-02-1647
COUNTY OF AIKEN	)	
	)	Motion to Reconsider, Vacate, Set
	)	Aside, Alter or Amend Order
Adele J. Pope, Individually, as	)	Dated December 16, 2013
Proposed Guardian <i>ad Litem</i> , and	)	Severing Omitted Spouse Claim,
on Behalf of Others Under S.C.	)	Elective Share Claim,
Trust Code Section 62-7-405	)	And Pretermitted Child Claim
	)	
IN RE: THE ESTATE OF	)	
JAMES BROWN	)	
<u>a/k/a JAMES JOSEPH BROWN</u>	)	

**TO: ROBERT ROSEN, ESQ., AND PETER SHAHID, ESQ., AND THEIR CLIENTS
TOMMIE RAE HYNIE AND JAMES B.**

YOU WILL PLEASE TAKE NOTICE that ten days after service hereof, or as soon thereafter as she may be heard, Adele J. Pope, Individually; as proposed Guardian *ad litem* for incarcerated Michael Brown; as an Other and on behalf of all Others seeking to enforce The James Brown "I Feel Good" Trust; and as an Interested Person and Creditor with a Counterclaim for offset as to any share of Hynie and James B. in the Estate and/or James Brown 2000 Irrevocable Trust ("Pope") will move before the Honorable Doyet A. Early, III, at the Aiken County Courthouse located at 109 Park Avenue S.E., Aiken, South Carolina, pursuant to Rule 59(a) (b) and (e) and 60(a)(b) SCRPC, for an order voiding, vacating, setting aside, altering and/or amending the Order Severing Omitted Spouse Claim, Elective Share Claim and Pretermitted Child Claim dated December 16, 2013 received by Pope on December 16, 2013. A copy of the referenced Order (the "Severance Order") is Attached hereto as Exhibit A.

Summary of Relief Requested

The Honorable Doyet A. Early, III ("Jg. Early") issued the Severance Order in a case in which the Hynie & James B. claims are not pending; based on a Motion not properly served on Interested Persons and not complying with SCRCP or Due Process.

The Order denies Due Process rights to The James Brown "I Feel Good" Trust; heirs Daryl, Michael, Lisa, Nicole, La Rhonda, James Curtis (subject to DNA confirmation); grandchildren beneficiaries Lindsey, Janise and Jason Brown; the Doe Defendants (subject to DNA) confirmation, and other beneficiaries of the 1999 Estate Plan who support the Estate Plan, other Beneficiaries of the 2000 Estate Plan who support the Estate Plan and the "I Feel Good" Trust, as well as Pope, individually, as a creditor and as an Interested Person who has properly filed a Demand for Notice. It was brought when David C. Sojourner, Jr., lacked authority to protect the Estate Plan.

The Severance Order should be declared void. A hearing should be held in Case 2007-CP-02-0122 to summarily dismiss Hynie's and James B's claims for lack of jurisdiction and his failure to submit to DNA testing under the Peeple DNA Protocol for six years, nearly five after the Estate paid for the testing.

II. Specific Objections

The grounds of this motion are:

1. The Court failed to consider, find and order that because the original filings of Hynie and James B. were filed in the wrong courts and failed to comply with statutory requirements, the Court never obtained jurisdiction to proceed with either.
2. The Court failed to consider, find and order that the first and only matters to

be heard with respect to Hynie – and to be heard in Case 2007-CP-02-0122 – are the pending Motions of the Estate/2000 Trust to dismiss all of her Spousal Claims as improper, lacking jurisdiction and void – as more fully set out in those motions, which are incorporated herein by reference.

3. The Court failed to consider, find and order that the sole matter to be heard with respect to James B. is the Estate/2000 Trust's motions to dismiss his claim because he was not born of any marriage of James Brown and has refused to take the DNA test under the Peeples DNA Protocol after the Estate paid for his testing in 2008 .

4. The Court failed to consider, find and order that the Court's Order damages the "I Feel Good" Trust in its efforts – since 2007 – to protect its copyrights by a fair and complete determination of the Heirs-at-death of James Brown.

5. The Court failed to consider, find and order that the Court's special treatment of James B., the only claimed child born during the 22 years between James Brown's vasectomy and death, violates Due Process and Equal Protection right of real heirs.

6. The Court failed to consider and find that this Court must stay the determination of Hynie is Brown's spouse because Richland County has exclusive jurisdiction over the issue under the following facts..

a. The Estate/2000 Trust, Hynie and James B. filed the Wingate Suit on May 19, 2010.

b. The Estate/2000 Trust, Hynie and James B. falsely claimed in the Wingate Suit that the Aiken County matters were over and that findings of Jg. Early related to the propriety of actions of Pope and Robert Buchahan, Jr, were "dicta."

c. The Estate/2000 Trust, Hynie & James B., over the objection of Buchanan and Pope, prevailed in having the matter remain in Richland County, which now has exclusive jurisdiction under the Probate Code.

d. Buchanan's and Pope's counterclaims assert that they never owed Hynie a duty because she was not Brown's spouse, and that James B. failed to prove himself a son.

e. But for Hynie's deposition, a decision on the merits is ready to be made in the Wingate Suit.

7. The Court failed to consider, find and order that Hynie, James B. and the Estate/2000 Trust are estopped to deny that Richland County, as result of their misrepresentations, is now the sole and proper forum to determine Hynie's status.

8. The Court failed to consider, find and order that – unless Sojourner colluded with Bauknight, which is unlikely – Bauknight has sabotaged the Estate/2000 Trust by refusing to provide Sojourner with the tools, documents, pleadings and legal authority to protect the "I Feel Good" Trust based on his loyalty to Hynie and James, for whom he serves as agent in four pending cases.

9. The Court failed to consider, find and order that Pope is a necessary party because of her pending counterclaim for offset against Hynie, James B. and Bauknight as their agent.

10. The Court failed to consider, find and order judicial economy, Due Process and justice will be served by voiding the Order and proceeding in Richland County.

11. The Court failed to consider and/or find that an Order in Case1647 is improper because Case122 is a separate proceeding.

12. The Court failed to consider, find and order that it lacks jurisdiction because Hynie & James B. never filed proper Elective Share, Omitted Spouse or Pretermitted Child claims in the correct court and neither properly commenced a proceeding.

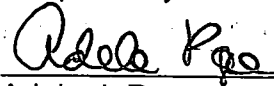
13. The Court failed to consider, find and order that Sojourner's SA appointment

under the void October 10, 2013 Order of the Honorable Sue H. Pope is void., leaving the "I Feel Good" Trust temporarily protected only by Pope/ Section 62-7-405 .

This Motion is supported by the United States Constitution; the Constitution of the State of South Carolina; the S.C. Probate Code; SCRCP, including Rules 59(a) (b) and (e) and 60(a)(b); the S.C. Appellate Court Rules; the Memorandum Related to Appealability and Supporting Affidavit, both dated December 17, 2013, filed in the S.C. Court of Appeals and the Complaint in Case 2013-CP-02-1337, all incorporated herein by reference; and such additional affidavits and memoranda as shall come before the Court prior to the hearing on this matters.

Under Rule 11 the undersigned affirms consultation with opposing counsel would serve no useful purpose.

Respectfully submitted,



Adele J. Pope
S.C. Bar No. 4501
1228 Walnut Street
Newberry, South Carolina 29108
(803) 413-0753

Pro Se and as Stated

December 18, 2013

Exhibit A

STATE OF SOUTH CAROLINA)
 COUNTY OF AIKEN)

IN THE COURT OF COMMON PLEAS
 SECOND JUDICIAL CIRCUIT

**ORDER SEVERING OMITTED
 SPOUSE CLAIM, ELECTIVE
 SHARE CLAIM, AND
 PRETERMITTED CHILD CLAIM**

IN RE:
 THE ESTATE OF JAMES BROWN)
 A/K/A JAMES JOSEPH BROWN)

Case No. 2008-CP-02-1647

Filed Copy 12.16.13
 FILED

L. J. Gadd
 CC.P. & G.S.
Anita Knepper
 Deputy Clerk

This matter comes before the Court on the Motions of Petitioner Tommie Rae Brown and Stephen M. Slotchiver as Guardian *ad Litem* for Petitioner James Brown to sever their respective claims as contemplated by the Court's Administrative Order dated June 13, 2013. Ms. Brown entered a Motion to sever her claims to an omitted spouse's share of the Estate pursuant to S.C. Code Ann. § 62-2-301 and to an elective share of the Estate pursuant to S.C. Code Ann. § 62-2-201 et seq. James Brown II entered a Motion to sever his claim seeking a share of the Estate as a pretermitted child pursuant to S.C. Code Ann. § 62-2-302. After considering Petitioners' Motions and supporting Memorandums of Law, it is hereby:

ORDERED that Petitioner Tommie Rae Brown's claim for an omitted spouse's share of the Estate, now part of Case No. 2008-CP-02-1647 pursuant to the Court's Administrative Order filed June 13, 2013, shall be severed from the actions in which it is currently pending;

ORDERED that the Clerk of Court shall assign a new case number to Ms. Brown's claim for an omitted spouse's share; (2013 CP 0202849)

MRE
 #1

448

T. Heyward Carter, Jr.
Andrew W. Chandler
M. Jean Lee
Evans, Carter, Kunes & Bennett
115 Church Street
P.O. Box 369
Charleston, SC 29402

David L. Michel
Michel Law Firm, LLC
15 State Street
Charleston, SC 29401

ATTORNEYS FOR PETITIONER
TOMMIE RAE BROWN

December 9, 2013
Charleston, SC

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on December 9, 2013 a true and accurate copy of the Motion to Determine Parties for the Omitted Spouse Share Claim was placed in an envelope with first class postage thereon through the United States Postal Service and mailed to the offices of the attorneys of record in this case.



Attorney for Petitioner Tommie Rae Brown

Transcript of the Testimony of **RUSSELL L. BAUKNIGHT**

Date: August 20, 2013



CREEL COURT REPORTING, INC.
Condensed Transcript and Word Index

1230 Richland Street
Columbia, SC 29201
Phone: (803) 252-3445 / (800) 822-0896
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Email: contact@creelreporting.com
Internet: www.creelreporting.com

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF SOUTH CAROLINA
COLUMBIA DIVISION
C/A NO. 3:08-cv-00014-WOB

William F. James Brown f/k/a)
Forlando J. Brown,)

Plaintiff,)

v.)

Adele J. Pope, individually and)
As Trustee of the Irrevocable Trust)
established by James Brown in)
August 1, 2000, and)

Robert J. Buchanan, Jr.,)
individually and As Trustee of the)
Irrevocable Trust established by)
James Brown in August 1, 2000,)

Defendants.)

DEPOSITION OF

RUSSELL L. BAUKNIGHT

Tuesday, August 20, 2013

11:18 a.m. - 3:49 p.m.

The deposition of RUSSELL L. BAUKNIGHT, taken on behalf of the Defendants at the law offices of Nexsen and Pruet, 1230 Main Street, Suite 700, Columbia, South Carolina, on the 20th day of August, 2013 before Jennifer L. Cash, Court Reporter and Notary Public in and for the State of South Carolina, pursuant to Notice of Deposition and/or agreement of counsel.

1230 Richland Street / Columbia, SC 29201
(803) 252-3445 / (800) 822-0896

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14

15 It is stipulated and agreed that this

16 deposition is being taken pursuant to the Federal

17 Rules of Civil Procedure.

18

19 It is stipulated by and between counsel and the

20 witness that the reading and signing of the

21 following deposition be, and the same are, hereby

22 not waived. Signature sheet is attached to the

23 deposition at page 111.

24 453

25

1 agreement with the Sweeny, Wingate firm. Are
2 there any other litigation retention agreements
3 that have not been produced?

4 A: None that I'm aware of.

5 MR. BLACK: Just to clarify. I want to make sure his
6 response is subject to the -- you said any
7 litigation agreements. Subject to the ---

8 MR. WILLIAMS: By or on behalf of the James Brown
9 2000 irrevocable trust.

10 MR. BLACK: Thank you.

11 Q: Third category is all documents related to
12 proposed payments to attorneys for you or
13 others under the settlement agreement approved
14 May 26th, 2009 and subsequently voided by
15 decisions of the Supreme Court of South
16 Carolina. Are you in possession of any
17 documents which fit into that description?

18 A: None that I'm aware of.

19 Q: All documents which you assert affirm your
20 position that Tomi Rae Hynie Brown was the
21 spouse of James Brown at the time of his death.
22 Are you aware of any documents that fit into
23 that category?

24 A: None that I'm aware of.

25 Q: Okay.

1 you differences in more detail.

2 Q: Were you -- before Terry Brown agreed to some
3 terms to enter into the settlement agreement,
4 were you prepared to testify that even without
5 his participation in the settlement agreement
6 the terms were fair and reasonable?

7 A: Yes.

8 Q: Do you recall any plans for dealing with Terry
9 Brown's claims under the -- under the will,
10 should the settlement agreement have gone
11 forward without his participation?

12 A: That was outside the scope of what I was doing.

13 Q: What were the, in summary fashion, the issues
14 in controversy that led you to believe that
15 some settlement of the estate and trust
16 interest was fair and reasonable?

17 A: Well, it's been more than four years. But I
18 would say in general terms the issues and
19 controversy were the will contests by the
20 children and by the supposed spouse.

21 Q: You would concede at this point that the South
22 Carolina Supreme Court ultimately determined
23 that the settlement that was the subject of
24 your testimony and was ultimately approved, as
25 you testified to earlier, by the trial court in

1 May of 2009, was not a fair and reasonable
2 compromise of claims?

3 A: I would not describe it that way. The Supreme
4 Court affirmed part of that agreement in
5 removing Ms. Pope and Mr. Buchanan for cause.
6 That was part of the agreement. They were
7 removed because of their harm to the estate, so
8 that was affirmed by the South Carolina Supreme
9 Court. In terms of the settlement of the
10 parties in rearranging how the assets would be
11 handled, that was remanded to lower court for
12 taking more evidence because they didn't
13 believe there was enough discovery to have the
14 judge reach the order that he issued.

15 Q: Do you recall in your testimony in front of
16 Judge Early at the hearing to seek approval of
17 the settlement regarding the -- or whether you
18 at that point in time had any belief or
19 knowledge related to any misconduct by you and
20 Mr. Buchanan or Ms. Pope as fiduciaries?

21 A: I'm sorry. Would you ask that again?

22 Q: Do you recall giving testimony in front of
23 Judge Early during the settlement approval
24 hearings regarding whether or not you saw any
25 evidence of misconduct by either Ms. Pope or

1 seen it?

2 A: I'm not going to speculate on the date, but --

3 I'm not going to speculate on the date.

4 Q: So the answer is you don't recall?

5 A: I don't recall the date.

6 Q: Do you recall having conversations with
7 Forlando, now known as William, about this
8 document, Exhibit One?

9 A: Yes, I do.

10 Q: Okay.

11 A: In fact, I'd like to say I -- I saw this
12 document when Terry Brown arranged for the due
13 diligence to occur -- to begin due diligence
14 that was called for under the settlement
15 agreement for that time period to start. That
16 time period was for 12 months. He wanted to
17 start that off. He sent his son, Forlando and
18 Terry Cox to me. I was presented this at some
19 point. I don't recall who presented it to me.
20 But I was presented this, which certainly
21 initially gave me grave concern about who held
22 what rights. I immediately contacted Terry
23 Brown's attorney and Forlando Brown's attorney,
24 Mr. Bill Custer and was assured this document
25 was invalid, that Terry Brown in know way had

1 to -- during James Brown's lifetime to produce
2 a James Brown biopic movie?

3 A: I'm vaguely aware of it.

4 Q: You know that it exists? You had heard that
5 there was?

6 A: I'm vaguely aware of it. I don't know the
7 details of it, other than that it expired.

8 Q: Do you know how long it ran?

9 A: I don't know.

10 Q: You know the annual ---

11 A: I could say that I know it expired because I
12 did check on it.

13 Q: Right. Did -- do you know what the annual
14 payment for the option was during his lifetime?

15 A: I don't recall. I haven't seen that. I don't
16 recall.

17 Q: Have you ever seen any court documents from
18 Aiken County regarding a formula to value the
19 royalties of James Brown's works?

20 A: A formula?

21 Q: A formula approved by the court for ---

22 A: Approved by the court.

23 Q: Yes, sir.

24 A: I've heard discussion of people -- I want to
25 say Adele Pope had some kind of testimony

1 A: Can I get you to start that question over? I
2 missed something in there. I apologize.

3 Q: Is it fair -- is it a fair statement if I said
4 you and Forlando Brown never discussed a
5 mechanism to pay grandchildren tuition?

6 A: To my knowledge we never discussed any such
7 mechanism to pay tuition to grandchildren.

8 Q: And I think you testified about this a moment
9 ago, but to your knowledge he never made any
10 request to you or anyone on his behalf made a
11 request to you, for payment of tuition on a --
12 for his education?

13 A: That was my testimony.

14 Q: Okay. Have you ever discussed with Forlando
15 Brown any of the actions of Judge Early?

16 A: I don't recall. I'm not in the habit of
17 talking about the judge behind his back, no.

18 Q: So -- okay. You testified a moment ago about
19 the structure you were putting into place for
20 possible payment of tuition that was not met
21 with open arms. Did you ever have any
22 discussions with Forlando Brown or anyone else,
23 about the grandchildren's trust that existed at
24 the time prior to the settlement?

25 A: Not that I'm aware of, no.

1 you're talking about.

2 Q: That doesn't ring a bell to you?

3 A: No. I wasn't aware that anybody else had ever
4 offered to buy any assets, not that anybody has
5 ever offered to buy assets. But the only one
6 I've ever heard referred to by Pope is this
7 supposed offer from Terry Cox which never was
8 an offer. She put \$100 million out there so
9 she could collect a \$5 million claim which
10 she's filed. Purely self-serving. Purely self-
11 serving. Selling assets of the estate to take
12 money for herself and leave it insolvent.

13 Purely self-serving. I'm sorry. I get carried
14 away. I get passionate about something I'm
15 working on when I see such wrong doing.

16 Q: So would you give serious consideration to a \$5
17 million cash offer for the estate and trust
18 today?

19 A: I'll tell you, I give serious consideration to
20 anything put in front of me. It's my job to
21 consider anything that's put in front of me, as
22 long as it doesn't waste my time, which is paid
23 for by this estate and trust, because that's my
24 job. I have to consider it. As I've told
25 Forlando Brown when he brings Oprah Winfrey

1 sought in this complaint and amended complaint
2 in federal court?

3 A: As I've testified, I've never spoken with him
4 about this case.

5 (Off the Record)

6 MR. WATSON: Okay. Back on the record now.

7 Q: Mr. Bauknight, I think you've answered this,
8 but let me just make sure. When you were
9 testifying about the connection that Forlando
10 Brown was trying to make with Oprah Winfrey you
11 mentioned that Forlando Brown had given you the
12 name of Oprah Winfrey's lawyer?

13 A: I believe it was her lawyer. And we followed
14 up with that with a conversation with that
15 lawyer.

16 Q: And what was the outcome of that?

17 A: It was not quite as Forlando had described it.
18 There was no offer. In fact, I believe this
19 lawyer was a lawyer who -- whose practice
20 involved helping people sell assets such as
21 those contained in the James Brown estate and
22 trust and we told him we were not actually
23 looking to sell any assets of the James Brown
24 estate and trust. And with that the
25 conversation was over. He thought we had

1 A: I think that's his -- I believe that's his
2 motivation.

3 Q: Has that motivation been consistent from the
4 time you've known Forlando Brown?

5 A: That's the way I would describe it from the
6 time I've known him.

7 Q: Okay. Now, since May of 2009 and the time that
8 Forlando Brown dismissed the complaint and the
9 amended complaint, he never substituted you in
10 this lawsuit, did he?

11 A: I don't know the answer to that.

12 Q: Are you a party to this lawsuit?

13 A: I don't believe I'm a proper party to this
14 lawsuit for the reasons, number one, Forlando
15 Brown has dropped his claims against the trust.
16 Number two, in reviewing counterclaims as set
17 forth by Pope and Buchanan against Forlando
18 Brown, I found them, in my view and
19 consultation with my attorneys, to be meritless
20 and frivolous and I wasn't going to be a party,
21 so the trust dropped its counterclaims against
22 Forlando Brown. And number three, there are no
23 other claims against the trust. Therefore, I
24 don't believe the trust is a proper party to
25 this litigation.

1 Q: In either your individual or fiduciary capacity
2 do you have any interest in the outcome of this
3 lawsuit?

4 A: I don't have an opinion in my individual
5 capacity. I'm not here today in my individual
6 capacity, but as the fiduciary. I'm not a
7 proper party to this litigation. I have no
8 interest in it.

9 Q: So you don't have any interest in the outcome?

10 A: I don't.

11 Q: Do you have -- or do you agree that Forlando is
12 entitled to one-seventh of the \$2 million from
13 the grandchildren's trust?

14 A: I believe there's ongoing litigation with
15 respect to this estate and trust that I will
16 vigorously defend and the courts will figure
17 out at the end of the day who's entitled to
18 what.

19 Q: Do you agree that he is entitled to one-seventh
20 of the \$2 million from the grandchildren's
21 trust?

22 A: I believe that there's ongoing litigation with
23 respect to this estate and trust, that I will
24 vigorously defend it and at the end of the day
25 the courts will figure out who's entitled to

1 Q: And do you know if Philpott Balls spoke to any
2 of -- David Bell, Stan Jackson, Jim Perdensy,
3 Bill Shearer, Bill Custer or Bill Hammond, to
4 your knowledge?

5 A: I don't know.

6 Q: Thank you very much.

7 MR. BLACK: Andrew, you're up now.

8 MR. BAUKNIGHT - EXAMINATION BY MR. KING:

9 Q: All right. Mr. Bauknight, I'm sorry I couldn't
10 be there to be with you guys. It sounds like
11 you're having a bunch of fun over there. But
12 I just have a few questions for you. First I
13 wanted to get straight, what is -- what is
14 exactly your position with the trust at the
15 moment?

16 A: I'm the special administrator, special trustee
17 of the James Brown estate and trust. I've been
18 special administrator, special trustee since my
19 original appointment in May of 2009. I'm not
20 sure of the exact date of the SAST order.

21 Q: Gotcha. And since you have been appointed have
22 you been able to look at the records from the
23 years that Ms. Pope and Mr. Buchanan were in
24 charge or served as -- in some role with the
25 trust?

1 A: To the extent they turned over the records to
2 me, I've been in possession of those records
3 since they turned them over. And those records
4 were turned over in several lots. I did not
5 get them all at once, nor did I get them when
6 I requested them.

7 Q: And in your opinion, are you the one that is
8 best to comment on the finances and conditions
9 of the trust and estate?

10 A: To the extent anyone can comment on it, it
11 would be my opinion that I would be the only
12 one to fully know the finances of the trust and
13 estate.

14 Q: And to your knowledge, has William -- and he's
15 been discussed as Forlando Brown throughout
16 this entire deposition. But has William
17 damaged the trust and estate in any way, to
18 your knowledge?

19 A: To my knowledge, no. He has not damaged the
20 trust and estate in any way. I would say that
21 in my job I would vigorously defend the estate
22 and trust from anyone attempting to damage it,
23 as I have.

24 Q: And we appreciate that, Mr. Bauknight. That's
25 all I have. Thank you.

1 MR. WILLIAMS: I've got a few followups. I won't be
2 long.

3 MR. BAUKNIGHT - RE-EXAMINATION BY MR. WILLIAMS:

4 Q: I understand from several repetitions that you
5 will vigorously defend the estate and trust.

6 Now, I want to ask you about that, because at
7 a hearing within the last couple of months at
8 which I was present, my recollection is that
9 your counsel represented to Judge Early that

10 you would not, in fact, be the fiduciary

11 defending the will contests and the spousal

12 claims, so that it would be somebody else ---

13 A: I think you possibly mischaracterized that.

14 Q: Well, that's why I asked the question. Do you
15 intend to be the fiduciary on behalf of the
16 estate and trust defending the will contest
17 litigation that's been pending since late 2007?

18 A: Number one, I will tell you my intent is
19 irrelevant. It's only the intent of Jack Early
20 as to who will defend this estate and trust.

21 I will tell you, number two, I am fully
22 capable, willing and able to vigorously defend
23 this estate and trust against any claims by
24 anyone against it. With that said, I try to do
25 my job in a prudent manner and I follow the

1 process. And I try to make decisions that will
2 conserve the assets in the estate and trust the
3 best way I possibly can. I understood that
4 some people could possibly have some objection
5 as to whether or not they thought I would, in
6 fact, vigorously defend this estate and trust.
7 While I've assured Judge Early, 100 percent I
8 am fully capable, ready, willing and able to do
9 this in order to avoid any potential conflicts
10 of interest, which I think some people may
11 possibly have simply because I served in this
12 capacity under the settlement agreement
13 approved by Jack Early. I came to the
14 conclusion that -- suggesting to Judge Early an
15 independent highly respected person could come
16 in and -- for the sole purpose of defending
17 those two actions. Prior to making that
18 recommendation I made it clear to Dave
19 Sojourner, who I did recommend to Judge Early,
20 for that spot, made it clear to Dave Sojourner,
21 that I would be a part of that process. That,
22 I would assist him in every way that I possibly
23 could. I fully believe I am the right person
24 to do that job. And I will oversee every
25 action he takes to make sure it's done

1 or are you just accepting the terminology used
2 by Mr. Custer?

3 A: Mr. Custer is Forlando's attorney. I accept
4 what Forlando's attorney tells me in this case.

5 Q: You do know, of course, that he is no longer
6 Forlando's attorney?

7 A: I don't know that and don't have any reason to
8 have a care about it.

9 Q: After this meeting with Mr. Cox where you said
10 he left with an understanding or belief that
11 the appraisal work that had been done was --
12 was reasonable, did you have any further
13 contacts with Mr. Cox?

14 A: I've spoken to Terry Cox since then but I don't
15 know how many times or when it was.

16 Q: Was he exploring the possibility of purchasing
17 some or all of the estate trust assets?

18 A: No.

19 Q: Okay. What were you all talking about?

20 A: I don't recall anything other than small talk.
21 Again, nobody has ever discussed buying these
22 assets.

23 Q: Did you ever hear again from the investment
24 banker?

25 A: No. I want to say that no one has, to my

1 knowledge, ever, ever shown any interest in
2 purchasing these assets. There's never been an
3 offer made. There's never been any interest
4 whatsoever in purchasing the assets of the
5 James Brown estate, that I'm aware of, other
6 than the items that Ms. Pope and Mr. Buchanan
7 negligently sold at the Christie's auction.
8 Those are the only assets of the estate and
9 trust that I'm aware of having been sold.

10 MR. WILLIAMS: Why don't we take a lunch break?

11 MR. BAUKNIGHT: Yeah.

12 (Off the Record)

13 MR. WILLIAMS: We're back on the record.

14 Q: Let's go back, Mr. Bauknight, in time to the
15 May 2009 appointment of you as the successor PR
16 and trustee of the James Brown estate and
17 irrevocable trust. And my question was correct
18 -- or my description was correct as you were
19 both personal representative of the estate and
20 trustee of the 2000 irrevocable trust when you
21 were appointed in May of 2009?

22 A: Correct.

23 Q: Did the dual appointment, in your mind, create
24 any conflict of interest?

25 A: No. In fact, I ---

1 Q: I'm sorry. Go ahead.

2 A: --- take I take it a step further. In addition
3 to being personal representative and trustee I
4 also was, immediately following that May 26th
5 order, appointed special -- reappointed as
6 special administrator, special trustee. So I
7 was holding both special administrator, special
8 trustee, personal representative, and trustee
9 roles. And I would also say that the special
10 administrator, special trustee positions were
11 confirmed at least once, if not twice, after
12 the Supreme Court ruling came down, so that
13 there was never a point in time where they
14 would be no fiduciary. Not that you could have
15 such a time. But I have always, from May 26th,
16 2009 to today, served in the fiduciary capacity
17 of the estate and trust.

18 Q: Wearing both hats?

19 A: Wearing ---

20 Q: As it were.

21 A: --- at least two hats.

22 Q: I am correct, am I not, that the May 2013
23 second Supreme Court opinion voided your
24 initial appointment under the May 2009
25 settlement order, correct?

1 A: It had language in there -- I'm not sure quite
2 how to take the language in there. I don't
3 know at what point it would have voided it,
4 because I don't know if they were aware that I
5 was also SAST. And obviously if they -- if I
6 had not been SAST, you couldn't go back and
7 void the appointment and have no PR trustee or
8 no fiduciary for the estate trust. So it was
9 very unclear as to what point it was for. But
10 that said, it made no difference because I was
11 SAST.

12 Q: The opinion did use the word void though? Do
13 you recall that?

14 A: I don't know that it did or not.

15 Q: You don't recall that?

16 A: I haven't reviewed that.

17 Q: Okay. And the opinion you just gave about you
18 can't go back and void an appointment ---

19 A: I didn't say they couldn't. I just said I was
20 unclear as to what they did.

21 Q: Okay. I'm sorry.

22 A: But in the end it made no difference because I
23 was SAST at that same period.

24 Q: I understand that. I'm sorry. I thought you
25 said you couldn't avoid it -- you couldn't void

1 to the Supreme Court opinion in Wilson versus
2 Dallas of any substance, other than just saying
3 hello at mediation and so forth.

4 A: Tell me who you're talking about?

5 Q: Well, the --

6 A: You ask each individual one. How about that.

7 Q: How about Darryl Brown?

8 A: I've seen Darryl Brown.

9 Q: When did you see him?

10 A: I don't remember the date.

11 Q: Under what circumstances?

12 A: I don't recall exactly what it was. I think he
13 was aggravated with me about something.

14 Q: Where was it? Did you meet him face to face?

15 A: Yes.

16 Q: Where was that?

17 A: Augusta. I guess that's Augusta.

18 Q: Was Louis Levenson with you at the meeting?

19 A: Yes.

20 Q: And your lawyer?

21 A: Yes.

22 Q: Did it relate to having Mr. Brown withdraw his
23 termination of Mr. Levenson's representation?

24 Do you recall that?

25 A: I would not have been involved in something

1 like that. I don't care who represents who,
2 frankly. I have no interest in -- my job is to
3 run the estate and trust.

4 Q: But you do need to know who to talk to on
5 behalf of each beneficiary?

6 A: Frankly, if I need to speak with any of the
7 beneficiaries or potential beneficiaries I can
8 pick up the phone and call them. I don't have
9 to talk to their lawyers and -- although I'm
10 not afraid to talk to the lawyers. I don't
11 really need much from the potential
12 beneficiaries. They don't run this estate. I
13 do.

14 Q: Okay.

15 A: There's some things I have interest in their
16 input and their thoughts because it matters to
17 the estate. But that's purely a business
18 decision. And again, I couldn't care less who
19 represents them. I don't need their lawyers
20 for me to talk to them.

21 MR. WILLIAMS: Mark this.

22 (Defendant's Exhibit Number Four was marked for
23 identification purposes.)

24 Q: Identify, if you would, for the record the
25 document that's been marked as Exhibit Four to

1 trust is any indication, who knows what will be
2 left when it's done. Millions and millions of
3 dollars, I'm sure, have been wasted with what's
4 going on today. And I've got along way to go
5 before we ever get there. No point in
6 speculating about if anything's going to be
7 left.

8 Q: Well, to be fair to my client, had she not
9 appealed the settlement order, that settlement
10 -- settlement entity would have been created
11 and all the mechanisms set forth in there would
12 have presumably have carried through.

13 A: Sure.

14 Q: And the I Feel Good Trust would have -- would
15 have been diminished as opposed to the ---

16 A: Oh, no. That's poppycock. Pure speculation
17 and just fantasy from your client. Fantasy.
18 As I -- I testified on this. I'm the person who
19 actually looked at this. And I said it was a
20 fair and reasonable settlement. I don't know
21 where this fantasy is that \$50 million has gone
22 away. Number one, your client made up that
23 number. Your client did that in a self-serving
24 fashion so that she could take \$5 million out
25 of this estate for her retirement. So to say

1 that this would have been diminished is a load.
2 A total load. I looked at this. I saw. You
3 have no clue how termination rights where. You
4 don't know the value. Your client testified
5 about a law that doesn't even exist with
6 respect to termination rights showing her total
7 misunderstanding and lack of understanding of
8 this business. She has no clue what she was
9 dealing with and put stuff in the paper that
10 it's just totally fabricated untrue. It blows
11 me away that someone with a law degree can be
12 so dishonest and get away with it. So no, it
13 wouldn't have been diminished. That's been set
14 aside though. You know, what? That's set
15 aside by the Supreme Court. That's fine. I've
16 got a new roadmap, and I'm going to follow this
17 new roadmap to a T.

18 Q: And you have no allegiances remaining from your
19 old roadmap?

20 A: I had no allegiances to start with, other than
21 to this estate and trust. I'm not tied to the
22 Levenson group of clients. I'm not tied to
23 the Bell, Custer, Bodman list of clients. I'm
24 not tied to the Medlin, Rosen clients. I have
25 no ties whatsoever with these people.

1 Absolutely none. They, with the Attorney
2 General, came up with their settlement. It was
3 not my settlement. I had no part in that
4 settlement, other than I looked at it for the
5 courts and I know the numbers. Your client
6 didn't even bother to get a valuation done. I
7 went out and on my good word was able to get
8 lawyers to work for me for not a dime out of
9 this estate and trust because I had no money
10 because of your client. I got a national
11 respected reputable investment banking firm to
12 do a \$25,000 valuation for no money out of this
13 estate, because your client raped this estate
14 taking every dime out of it for her own fees
15 and for Bob's fees and her lawyer's fees
16 leaving it insolvent and I got these people to
17 do the work because of my good name. Your
18 client didn't even try. Your client didn't
19 know the numbers. I know the numbers. There
20 was no diminished Legacy Trust. That's
21 fabrication from your client.

22 Q: Thank you, Mr. Bauknight.

23 A: Not a problem. Thank you for letting me be
24 passionate about this.

25 Q: Sure. I'm finished.

1 MR. BLACK: I have one -- just one clarification.

2 MR. BAUKNIGHT - EXAMINATION BY MR. BLACK:

3 Q: Mr. Bauknight, earlier on in the deposition Mr.
4 Williams had you look at -- I believe it was
5 Exhibit One. I want to make sure that I
6 accurately wrote down your testimony. In
7 reference to that document you had responded
8 that -- it was something to the effect that you
9 had accepted what Forlando's attorney --
10 Forlando Brown's attorney said in this case.
11 Can you -- said in this case. What did you
12 mean by that?

13 A: Forlando Brown's attorney -- Terry Brown's
14 attorney, and Forlando Brown's attorney told me
15 that this transfer was not and could not be
16 made. I accepted what his attorney -- Forlando
17 Brown's attorney told me with respect to this
18 document.

19 Q: So we're in this case was in relation to that
20 document?

21 A: This document right here. I don't -- you know,
22 Forlando Brown's attorney is not my attorney.
23 I don't rely on him for my counsel. But I do
24 rely on him when he's representing to me what
25 his client did or did not accomplish.

1 MR. BAUKNIGHT - RE-EXAMINATION BY MR. WILLIAMS:

2 Q: You've thrown around removal for cause several
3 times. Isn't it true that in the May 2009
4 order approving the settlement that the removal
5 of Ms. Pope and Mr. Buchanan was based on the
6 agreement of the settling parties to replace
7 them as opposed to finding a cause by Judge
8 Early?

9 A: Well, Judge Early was affirmed in part and
10 remanded in part the Supreme Court said that
11 they be properly moved for cause. And they, in
12 fact, went further to outline some of the
13 causes and some of the causes were those that
14 I spoke of this morning.

15 Q: Your testimony that as Judge Early found in May
16 of 2009 that there was cause to remove Pope and
17 Buchanan based on this laundry list of
18 criticisms you have that the Supreme Court, you
19 say, adopted at least in part?

20 MR. BLACK: Object to the form. I think he said
21 Supreme Court.

22 A: I said Supreme Court.

23 Q: My question is about Judge Early's 2009 order.

24 A: And I said Judge Early was affirmed in part,
25 remanded in part and part of that was what the

June 24, 2014

POST OFFICE BOX 1898
1901 HAMPTON STREET
COLUMBIA, SOUTH CAROLINA 29202

By e-mail and U.S. Mail:
The Honorable L. Casey Manning
Post Office Box 192
1701 Main Street, Room 214
Columbia, South Carolina 29202-0192

Re: *Bauknight et al vs. Pope* ("Case 4900")
Case No. 2010-CP-40-4900

Dear Judge Manning:

I write again to ask that your Honor set Sweeney, Wingate & Barrow's motion for a stay of this matter – purportedly made on behalf of all Plaintiffs, despite the Wingate firm's stated inability to represent that group – and other pending motions as soon as possible.

This case, including the baseless allegation that my client engaged in felonious conduct, has been pending for more than 4 years. Nonetheless, discovery is incomplete, and Plaintiffs have derailed our good-faith attempts to proceed with discovery while we await a hearing (Exhibit A). We also sought to convene the parties for a mediation, in hopes that the matter could be partially or fully resolved without Court intervention. We received a tart response which makes clear that the Plaintiffs are unwilling to engage in mediation (Exhibit B).

The Wingate firm first sought a stay via a May 10, 2013 letter. After nearly a year of achieving their desired result without any reasonable basis, a formal motion was filed last month. The Wingate firm and its client(s) have now enjoyed more than a year of holding my client hostage in this lawsuit without having to take any substantive action or resolve their self-professed conflict(s) of interest.

Although we have made several requests to this Court for a hearing since the Supreme Court's May 8, 2013 decision in *Wilson v. Dallas*, no action has been taken to move this aging matter toward a conclusion. A review of my file indicates that the last correspondence of any nature received from your Honor's office was the April 18, 2013 email attached as Exhibit C. In the meantime, we have made every reasonable effort to resolve and/or prepare this matter for trial. The Wingate firm has resisted all such efforts.

Most recently, other counsel for Russell Bauknight has advised the Judge Early that an Aiken County case to which my client is a party (although I do not represent her therein) must await an outcome of this case (Exhibit D). Mr. Bauknight has now taken the alarming position that Case 4900 should be stayed for years *and* that the Aiken County matter cannot proceed to any conclusion until this case is resolved.

It appears from the the Wingate firm's fee agreement related to this matter (declared public last year by a Federal Court) that Mr. Bauknight, in one or more capacities, may be the *only* Plaintiff(s) who properly retained the Wingate firm. He now claims in Exhibit D that the huge damage award he

Letter to Judge Manning
June 24, 2014
Page 2

mistakenly expects to achieve in this action must be calculated before the Estate/Trust's debt to Mrs. Pope can be resolved by the Aiken County Court.

The delay in proceeding with Case 4900 has continued and compounded the massive damage Plaintiffs have caused my client. To continue the delay while Mr. Bauknight uses his baseless-but-still-pending allegations in this case to damage my client in other matters would be manifestly unjust.

As set out in this letter and demonstrated in the attached exhibits, we have pursued every avenue to make progress prior to a hearing, without any cooperation from the Wingate firm. We respectfully urge the Court to set a hearing in this matter, so that it may proceed right away. Please do not hesitate to let us know if you need any further information, including an updated list of the numerous outstanding motions in this matter.

Thank you for your consideration.

Sincerely,


Adam T. Silvernail

cc: Adele J. Pope, Esquire
Daryl L. Williams, Esquire
Matthew D. Bodman, Esquire (Courtesy Copy)
David B. Bell, Esquire (Courtesy Copy)
The Honorable Jeanette W. McBride (for the file)
Counsel of Record

EXHIBIT A



SWEENY WINGATE & BARROW P.A.

April 22, 2014

Reply to: Main Office

Mark V. Gende
(803) 256-2233 x7121
mvg@swblaw.com

VIA E-MAIL: adam@silvernaillawfirm.com

Adam T. Silvernail, Esquire
Law Office of Adam T. Silvernail, LLC
1901 Hampton Street
Post Office Box 1898
Columbia, SC 29202-1898

RE: Russell L. Bauknight, et al. v. Adele J. Pope
Civil Action No.: 2010-CP-40-04900
Our File: 4077-7389

Dear Adam:

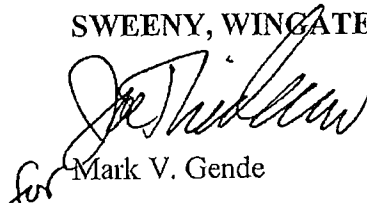
I am in receipt of your April 17, 2014 correspondence.

We oppose your attempting to take any depositions in this matter. You're well aware that the Supreme Court decision removing for cause Adele Pope as fiduciary from the estate of James Brown created potential conflicts among the group of clients that I represent. Furthermore, you are well aware that any of those potential conflicts can not be resolved until the Aiken County matters are decided with finality. This is why Judge Manning has not scheduled any hearings or activity in this case.

You will receive under separate cover our filing with the Court in which we move for a formal stay.

Yours truly,

SWEENY, WINGATE & BARROW, P.A.



for Mark V. Gende

MVG/ljm

EXHIBIT B



SWEENEY WINGATE & BARROW P.A.

June 11, 2014

Reply to: Main Office

Mark V. Gende
(803) 256-2233 x7121
mvg@swblaw.com

VIA E-MAIL: adam@silvernaillawfirm.com

Adam T. Silvernail, Esquire
Law Office of Adam T. Silvernail, LLC
1901 Hampton Street
Post Office Box 1898
Columbia, SC 29202-1898

RE: Russell L. Bauknight, et al. v. Adele J. Pope
Civil Action No.: 2010-CP-40-04900
Our File: 4077-7389

Dear Adam:

Please accept this letter as response to your June 4, 2014 email concerning the possible viability of a "second" mediation in case 4900.

First, there have already been two mediations. Your client refused to participate in the first, which successfully resolved the case with respect to Bob Buchanan, and she participated in the second only due to a court order. What you are proposing would be a third mediation.

Second, our position remains that we are judicially conflicted at this point from representing the Plaintiffs' group as a group and do not see how mediation could be arranged due to these conflicts.

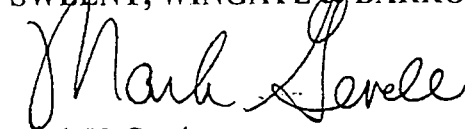
Third, your client's position at the last mediation was totally unrealistic, unhelpful, and amounted to a waste of many people's time and money. Even assuming the judicially created conflicts could be waived for mediation, there is no reason to believe that your client has any reasonable proposal to offer or that she understands the reality of her situation post Wilson v. Dallas.

However, in the spirit of exploring every possible avenue to see this if this matter can be resolved, if you have additional information that would demonstrate that your client is interested in a truly good faith resolution of case 4900, that does not seek to reinstate or involve her in any

capacity with the James Brown Estate, Trust, entities (pro bono positions included), and that does not include Bob Buchanan, who is settled and done, please let me know.

Yours truly,

SWEENEY, WINGATE & BARROW, P.A.

A handwritten signature in black ink, appearing to read "Mark V. Gende". The signature is fluid and cursive, with the first name "Mark" being more prominent than the last name "Gende".

Mark V. Gende

MVG/ljm

Cc: Daryl L. Williams, Esquire

EXHIBIT C



Pope vs. Wilson and Bauknight vs. Pope, Case No. 2010-CP-40-4900; Pope vs. Wilson, et al, Case No. 2012-CP-40-0350

Manning, L. Casey Law Clerk (Adam Ribock) <CManningLC@sccourts.org> Thu, Apr 18, 2013 at 11:09 AM
To: Adam Silvermail <adam@silvermaillawfirm.com>
Cc: "Mark V. Gende" <MVG@swblaw.com>, "Ken B. Wingate" <kbw@swblaw.com>, "Aaron J. Hayes" <AJH@swblaw.com>, Daryl Williams <dwilliams@jeterandwilliams.com>, Emory Smith <agesmith@scag.gov>, "agjwmcinto@scag.gov" <agjwmcinto@scag.gov>, "agrcook@scag.gov" <agrcook@scag.gov>, "agsjones@scag.gov" <agsjones@scag.gov>, "Ariail E. King" <aek@lbglegal.com>, "kmb@lbglegal.com" <kmb@lbglegal.com>

Judge Manning has stated he would prefer to wait until after the Supreme Court decides the Rehearing.
Thank you.

Adam Ribock

Law Clerk to The Honorable L. Casey Manning

Fifth Judicial Circuit

Richland County Judicial Center

1701 Main Street, Room 214

Columbia, SC 29201

Office: (803) 576-1774

Fax: (803) 576-1744

From: Adam Silvermail [mailto:adam@silvermaillawfirm.com]
Sent: Thursday, April 18, 2013 10:53 AM
To: Manning, L. Casey Law Clerk (Adam Ribock)
Cc: Mark V. Gende; Ken B. Wingate; Aaron J. Hayes; Daryl Williams; Emory Smith; agjwmcinto@scag.gov; agrcook@scag.gov; agsjones@scag.gov; Ariail E. King; kmb@lbglegal.com
Subject: Pope vs. Wilson and Bauknight vs. Pope, Case No. 2010-CP-40-4900; Pope vs. Wilson, et al, Case No. 2012-CP-40-0350

[Quoted text hidden]

EXHIBIT D

STATE OF SOUTH CAROLINA
COUNTY OF AIKEN

IN THE CIRCUIT COURT

Adele J. Pope,

Plaintiff,

vs.

Estate of James Brown, Deceased; The James Brown 2000 Irrevocable Trust; Russell L. Bauknight, Individually, as former Executor de son tort, and in every current and former fiduciary status claimed or held as to the Estate of James Brown and The James Brown 2000 Irrevocable Trust,

Defendants.

AND:

Robert L. Buchanan, Jr.,

Interested Party.

C/A No. 2013-CP-02-1337

**RETURN TO PLAINTIFF'S MOTION
FOR PARTIAL SUMMARY
JUDGMENT**

Russell L. Bauknight as Special Administrator of The James Brown Estate and Special Trustee of the James Brown 2000 Irrevocable Trust Agreement incorrectly referred to as The Estate of James Brown, Deceased; The James Brown 2000 Irrevocable Trust; Russell L. Bauknight, and in every current and former fiduciary status claimed or held as to the Estate of James Brown and The James Brown 2000 Irrevocable Trust (collectively, the "Defendants") hereby respond to the Motion for Partial Summary Judgment filed May 16, 2014 by Plaintiff Adele J. Pope. Plaintiff seeks immediate payments of certain fees, which are addressed individually below, as well as an Order that any delay in those payments pending the conclusion of the Aiken County cases would be "manifestly unjust to Plaintiff, and also [would] damage the Estate/2000 Trust." Additionally, Plaintiff moves for summary judgment that any judgment

obtained by Plaintiff with respect to four pending lawsuits constitutes an allowed claim against the Estate and was not disallowed by the May 29, 2013 disallowance, and that the existence of any claims or counterclaims in those suits does not constitute a reason to delay payments described above. The four pending lawsuits identified by Plaintiff are: (1) Case No. 2013-CP-40-350 (filed Aug. 3, 2011); (2) Case No. 2010-CP-40-4900 (filed Aug. 10, 2011); (3) Case No. 2010-CP-40-4900; and (4) Federal District Case No. 3:08-cv-00014-WOB.

For the reasons below, this Court should deny Plaintiff's motion for partial summary judgment with respect to the requested payments and other relief.

I. Summary of Argument

Plaintiff seeks an expedited hearing and decision from this Court that she is entitled to and should be paid over \$1.5 Million in fees related to her service to the Estate and Trusts. In conjunction with her request, she seeks a ruling that the existence of any pending litigation by Defendants against Plaintiff at this point should not delay payment of her fees. The Defendants take the position that although this Court has the authority to award, deny, reduce, or disgorge fees paid or requested to be paid, any award of fees to the Plaintiff at this point in the litigation is extremely premature.

With respect to the Special Administrator fees Plaintiff claims were earned from March 7, 2007 through November 20, 2007 and ordered to be paid, Defendants have litigation pending against Plaintiff for breach of fiduciary duty, breach of trust and negligence in Case No. 2010-CP-40-4900 (Complaint attached as Attachment 1). Taking the facts in a light most favorable to the Defendants, Defendants are entitled to money damages in an amount that exceeds Plaintiff's claim for Special Administrator fees. Therefore, Plaintiff's motion for partial summary judgment as to payment of the Special Administrator fees should be denied.

With respect to the Personal Representative and Trustee fees Plaintiff claims were earned between November 21, 2007 and May 26, 2009, the January 8, 2008 Order of this Court provided that any fees ordered by this Court were to be paid *as a deposit only*, subject to the ultimate determination of her commission. At this point, Plaintiff's commission has been denied in full by the Defendants. That is the subject of this litigation. Further, the South Carolina Supreme Court, in affirming the removal of the Plaintiff from her service to the Estate and Trusts, identified a number of issues in finding her continued service "was not in the best interests of the estate." *Wilson v. Dallas*, 403 S.C. 411, 449, 743 S.E.2d 746, 767 (2013). Those issues included: Plaintiff's seeking \$5 Million in fees as fiduciaries for a relatively short interval of time; Plaintiff's seeking and obtaining permission to sell iconic assets from the estate to raise funds, a large portion which went to pay her own attorneys' fees; Plaintiff's unauthorized attempt to sell a GRAMMY award; and the extreme discord between the parties. Further, discovery is ongoing and the material facts at issue are almost universally in dispute. Finally, the pending litigation in Case No. 2010-CP-40-4900 that Plaintiff wants this Court to ignore is vital to the ultimate determination of fees because it will determine whether Plaintiff breached her duties to the Estate and Trusts. Taking the facts in a light most favorable to the Defendants, Defendants are entitled to money damages in an amount that exceeds Plaintiff's claim for Personal Representative and Trustee fees and an order that Plaintiff is not entitled to any compensation for her services as Personal Representative and Trustee in this matter. Therefore, Plaintiff's motion for partial summary judgment as to payment of the Personal Representative and Trustee fees should be denied.

Finally, Plaintiff seeks payment of fees on behalf of Mr. Buchanan. By Order dated January 7, 2014, this Court explicitly limited this case to Plaintiff's request for payment of her

claim in accordance with her Petition for Allowance of Claim. As discussed at length by this Court in its prior Order, Plaintiff has no standing to bring a claim on behalf of Mr. Buchanan and, accordingly, her motion for partial summary judgment as to fees for Mr. Buchanan should be dismissed and Plaintiff should be sanctioned by this Court for her continued attempts to recycle these meritless arguments.

II. LAW

A. Legal Standard

Summary judgment is appropriate only if “it is clear there is no genuine issue of material fact and the moving party is entitled to a judgment as a matter of law.” *Sumner v. Carpenter*, 328 S.C. 36, 42, 492 S.E.2d 55, 58 (1997). However, summary judgment is not appropriate when “further inquiry into the facts of the case is desirable to clarify the application of the law.” *Pee Dee Stores, Inc. v. Doyle*, 381 S.C. 234, 240, 672 S.E.2d 799, 802 (Ct. App. 2009). An issue is “material” if “the facts alleged are such as to constitute a legal defense or are of such a nature as to affect the result of the action.” *Nelson v. Piggly Wiggly Cent., Inc.*, 390 S.C. 382, 388, 701 S.E.2d 776, 779 (Ct. App. 2010) (citation omitted).

Summary judgment is a “drastic remedy” and “should be cautiously invoked to ensure that a litigant is not improperly deprived of trial on disputed factual issues.” *Rife v. Hitachi Constr. Mach. Co.*, 363 S.C. 209, 215, 609 S.E.2d 565, 568 (Ct. App. 2005) (emphasis added). In determining whether any triable issue of fact exists, the evidence and all inferences must be viewed in the light most favorable to the nonmoving party. *Pee Dee Stores*, 381 S.C. at 240, 672 S.E.2d at 802. “All ambiguities, conclusions, and inferences arising from the evidence must be construed most strongly against the moving party.” *Ellis*, 358 S.C. at 518, 595 S.E.2d at 821.

The party seeking summary judgment has the burden of “clearly establishing the absence of a genuine issue of material fact.” *Rife*, 363 S.C. at 214, 609 S.E.2d at 568.

B. Determination of Fees

(1) Special Administrator Fees

By Order dated January 8, 2008, this Court outlined the standard for determining the reasonableness of fees for Plaintiff and Mr. Buchanan for the period prior to November 20, 2007, when the parties served as Special Administrators. According to this Court, the factors to be considered included:

- (1) the nature, extent, and difficulty of the case;
- (2) the time necessarily devoted to the case;
- (3) professional standing of counsel;
- (4) contingency of compensation;
- (5) beneficial results obtained; and
- (6) customary legal fees for similar services.

Donahue v. Donahue, 299 S.C. 353, 384 S.E.2d 741 (1989).

(2) Fiduciary Fees

Under S.C. Code Ann. § 62-3-719(a):

a personal representative shall receive for his care in the execution of his duties a sum from the probate estate funds not to exceed five percent of the appraised value of the personal property of the probate estate plus the sales proceeds of real property of the probate estate received on sales directed or authorized by will or by proper court order, except upon sales to the personal representative as purchaser

Under Subsection (e), if more than one personal representative is serving an estate, the court shall apportion the compensation at its discretion, subject to the limitation described above. On the other hand, a trustee is entitled to reasonable compensation under the circumstances. S.C. Code Ann. § 62-7-708.

Notwithstanding these statutory pronouncements, this Court has the authority, both by statute and case law, to reduce, deny, or require disgorgement of compensation of both personal representatives and trustees.

(a) Personal Representative Fees

With respect to personal representative fees, the South Carolina Supreme Court ordered the denial and disgorgement of a personal representative fee in *Franklin v. Chavis*, 271 S.C. 527, 640 S.E.2d 873 (2007). In that case, challengers to a will claimed the preparer engaged in the unauthorized practice of law and should not be entitled to a fee under Section 62-3-719. The Supreme Court agreed with the challengers, finding that due to the preparer's unauthorized practice of law, he should "not receive any fee as personal representative of the . . . estate and [should] disgorge any fee received thus far."

Additionally, a number of jurisdictions across the country have found that executors or administrators who have been removed from office for cause prior to final administration of the estate were not entitled to compensation for services rendered. In those cases, courts typically emphasize the serious misconduct which justifies the denial of compensation as well as removal. For example, in *Succession of Dykes*, 258 So.2d 606 (La. App. 1972), the Louisiana court found that the administrator's failure to deposit funds into a bank account of the estate was a clear breach of the administrator's duty, which constituted sufficient reason to require forfeiture of the administrator's fees. In another case, *In re Estate of Alexander*, 360 S.W.2d 92 (Mo. 1962), a Missouri court held an administrator had forfeited his fees due to flagrant mismanagement of the estate and a failure to comply with and total disregard for the laws. In another, *In re Israel's Estate*, 26 N.Y.S.2d 656 (1941), a lower court in New York found that due to the executor's

“proven acts of misconduct, negligence, and delinquency,” normal commissions were disallowed.

Finally, although no South Carolina court has ruled on the issue, courts in other jurisdictions have determined that where an executor or administrator is removed prior to the final administration of a decedent’s estate, any claim for such executor’s or administrator’s compensation should be held in abeyance, and should not be determined, until the administration of the estate is completed. *See In re Jones’ Estate*, 155 P.2d 980 (Okla. 1945); *Sprott v. Baldwin*, 34 Miss. 327 (1857).

(b) Trustee Fees

On the other hand, with respect to trustee commissions, section 62-7-1001(b)(8) provides that in the event of a breach of trust, the court may “reduce or deny compensation to the trustee.” According to the Reporter’s Comments, this section is in accord with Restatement (Second) of Trusts § 243 (1959). Additionally, “[i]n deciding whether to reduce or deny a trustee compensation, the court may wish to consider (1) whether the trustee acted in good faith; (2) whether the breach of trust was intentional; (3) the nature of the breach and the extent of the loss; (4) whether the trustee has restored the loss; and (5) the value of the trustee’s services to the trust.”

Additionally, courts in both Missouri and New York also have found that a trustee who was removed was entitled to no compensation. For example, in *Gould v. Starr*, 558 S.W.2d 755 (Mo. Ct. App. 1977), the appeals court affirmed a lower court order determining that trustees who were removed because of breach of duty involving improper motives were not entitled to compensation for their services. In *In re Williamsburg Trust Co.*, 113 N.Y.S. 276 (1908), a New York court found that where a trustee was removed for fault, and the trust remained to be

executed by a new trustee subject to the burden of his commissions, it was not just that compensation should be given to the trustee who was removed for fault. In a later case, *In re Manville's Will*, 111 N.Y.S.2d 267 (N.Y. 1952), the New York court noted that any conduct which would justify removal from office as trustee is an adequate ground for the denial of commissions. That trustee had been found "unfit to participate longer in the administration of the trust."

II. Analysis of Requested Fees

A. \$47,972 in Special Administrator Fees earned prior to November 20, 2007, with interest.

Defendants acknowledge that under the January 8, 2008 Order, Plaintiff and Mr. Buchanan were to be paid an award of fees and costs related to the period prior to November 20, 2007, subject to interest at the legal rate if not paid within 60 days of the January 8, 2008 Order. Defendants also acknowledge that such payment was not made to Plaintiff. However, taking the facts in a light most favorable to the Defendants, Defendants are entitled to money damages in Case No. 2010-CP-40-4900 in an amount that exceeds Plaintiff's claim for Special Administrator fees. Therefore, Plaintiff's motion for partial summary judgment as to payment of the Special Administrator fees should be denied.

B. \$1,473,550 in partial Personal Representative/Trustee commissions for service from November 20, 2007 through May 26, 2009, with interest.

Defendants acknowledge that the January 8, 2008 Order found it appropriate and reasonable for Plaintiff and Mr. Buchanan to "continue to receive fees and costs on an hourly basis, *as a deposit only*, to any full commissions to which they may be entitled as Personal Representatives and Trustees" (emphasis added). Plaintiff's claims currently before this Court have been limited by Order dated January 7, 2014, exclusively to her disputed creditor claim.

On July 17, 2009, Ms. Pope filed a notice of claim asserting entitlement to \$4,993,151 for approximately eighteen months of service. On May 29, 2013, the Defendants, in their fiduciary capacity, served Ms. Pope with a notice of disallowance of that claim (attached as Attachment 2). The basis of the disallowance followed the Supreme Court's Opinion in *Wilson v. Dallas*; there the Court noted that:

We are also aware that Appellants have sought \$5 million in fees for their services as fiduciaries for a relatively short interval of time. In addition, Appellants sought and obtained permission from the circuit court to sell iconic assets from Brown's estate in order to raise funds, and a large portion of the amount raised went first to pay Appellants' own attorneys' fees. Appellants also unsuccessfully attempted to sell Brown's GRAMMY award at auction; the process was halted only because officials from the National Academy of Recording Arts and Sciences reclaimed the award after informing Appellants that it was a long-standing policy that the award could not be sold by recipients or anyone acting on their behalf. These actions and the extreme discord between the parties convince us that Appellants' continued service as fiduciaries is not in the best interests of the estate.

Wilson v. Dallas, 403 S.C. 411, 743 S.E.2d 746 (2013).

In denying Ms. Pope's claim, the Defendants, in their fiduciary capacity, followed the Supreme Court's Opinion and asserted that her "requested fees and commissions were not earned and therefore are not due and owing." (Notice of Disallowance). Further, the Defendants, in their fiduciary capacity, asserted that the claim was disallowed because "the Estate is entitled to an off-set for any damages suffered as a result of any maladministration during [her] service as Co-Personal Representative and Co-Trustee." (Notice of Disallowance).

The Defendants continue to take the position that Plaintiff is not entitled to fees, commissions, or costs for the period from November 20, 2007 through May 26, 2009 because Plaintiff was removed for cause and her fees were not earned and therefore are not due and owing, and because the Defendants are entitled to offset Plaintiff's fees by any damages suffered

as a result of her maladministration. Given the breach of fiduciary duty action pending against the Plaintiff, the South Carolina Supreme Court's finding that Plaintiff's removal as Personal Representative and Trustee was in the best interests of the estate, and taking the facts in a light most favorable to the Defendants, Plaintiff's motion for partial summary judgment as to payment of her Personal Representative and Trustee fees should be denied.

Plaintiff attempts to argue that because the Order of this Court dated January 8, 2008 provides that she and Mr. Buchanan "shall receive continuing payment on a 'time plus costs' basis for themselves and their staff, commencing November 21, 2007," she is automatically entitled to payment of whatever fees she deems reasonable after that date. Under Plaintiff's flawed reasoning, this Court would be required by its own January 8, 2008 Order to approve payment of all invoices submitted by Plaintiff thereafter, no matter the number of hours, the reasonableness of the total compensation to Plaintiff, or any maladministration. That cannot be the intent of this Court's prior Order.

Moreover, as specifically described in the January 8, 2008 Order, such fees and costs were to be paid *as a deposit only*, subject to the ultimate determination of those parties' entitlement to a commission. It seems illogical for the Defendants to now pay a deposit on a commission that they specifically have disallowed using the statutory mechanism. Simply put: the parties have moved beyond the time for payment of a deposit for commissions in this case, and now are focused on the validity of Plaintiff's claim.

Finally, any fees awarded by this Court at this time are subject to being disgorged and returned to the Defendants. As a practical matter, given the outstanding claims of the Estate against Plaintiff at this time and the fact that the fees and costs awarded by the January 8, 2008 Order were to be paid as a deposit only, an award of fees at this interim point in the litigation

should be denied. Plaintiff has plead “personal financial hardship.” Given her admitted hardship, the Plaintiff may be unable to return a deposit if this Court later finds that no commission is due to Plaintiff. Thus, Plaintiff’s reliance on the January 8, 2008 Order is misplaced, and the determination of fees at this point would be premature.

C. \$500,300 for Robert Buchanan, Jr., with interest.

Plaintiff does not have standing to request relief on behalf of Mr. Buchanan, who she has named as an “interested party” to this litigation. Furthermore, Mr. Buchanan has renounced any claim to personal representative or trustee fees and entered into a complete and full release of all claims he had, or may have had, against the Defendants, and thus is estopped from receiving such payment. Mr. Buchanan specifically renounced trustee fees and additional compensation beyond that which was previously paid for services as Special Administrator. Mr. Buchanan also filed a satisfaction of claim, whereby Mr. Buchanan certified that his “claim for Personal Representative/Trustee commissions and fees, Special Administrator commission and fees, [his] individual attorney’s fees and any and all other amounts, whether determined or undetermined, in their entirety, as encompassed in the claim filed by [him] in the matter, are satisfied.” (attached as Attachment 3) Both were entered July 10, 2012 and filed with the Probate Court on July 13, 2012. Plaintiff is well aware of Mr. Buchanan’s renunciation of fees.

Moreover, by Order dated January 7, 2014, this Court granted Defendants’ motion to dismiss all of Plaintiff’s claims, except for Plaintiff’s request for payment of *her* claim in accordance with *her* Petition for Allowance of Claim. This Court dismissed Plaintiff’s attempt to void the Settlement Agreement on behalf of Mr. Buchanan, finding Plaintiff was not a party to the agreement, had no enforceable interest in or related to the agreement, and thus had no standing. Plaintiff is well aware that she has no standing to bring a claim on Mr. Buchanan’s

behalf. The sole issue before this Court is Plaintiff's request for payment of her individual claim in accordance with the Petition for Allowance. Based on the foregoing, Plaintiff's flawed claims on behalf of Mr. Buchanan are not properly before this Court and thus must be dismissed.

Finally, pursuant to S.C. Code Ann. § 15-36-10 and as noted previously in this litigation, the Defendants, in their fiduciary capacity, request that the Court award attorney fees and costs for responding to any claim beyond the narrow basis of Plaintiff's disputed creditor claim. *See Pool v. Pool*, 329 S.C. 324, 494 S.E.2d 820 (1998). Plaintiff is well aware that Mr. Buchanan has settled his claims against the Estate of James Brown and related trusts and entities. She is also aware that the only matter before the Court in this case is Plaintiff's Petition for Allowance of Claim. Plaintiff has appealed the Order dismissing her other claims. Nevertheless, she continues to raise arguments on behalf of Mr. Buchanan causing the Defendants to incur unnecessary legal fees in order to respond to her vexatious and frivolous arguments on behalf of Mr. Buchanan.

Plaintiff's actions on behalf of Mr. Buchanan are frivolous, and subject to sanction pursuant to section 15-36-10. As a creditor, the Plaintiff is entitled to assert a claim for her disputed claim; she is not, however, entitled to make additional claims on behalf of others. *Wilson v. Dallas*, 403 S.C. 411, 743 S.E.2d 746 (2013) (affirming removal of Pope for cause and noting "[Pope's] continued service as fiduciar[y] is not in the best interests of the estate").

III. Conclusion

Based on the foregoing, and such additional affidavits and filings as shall come before this Court prior to hearing, this Court should deny in full Plaintiff's Motion for Partial Summary Judgment with respect to the payments of fees requested.

Aiken County Clerk of Court

Court of Common Pleas

**P. O. Box 583
Aiken, S.C. 29802**



Phone: 803 642-1715

Fax: 803 642-1718

May 30, 2014

Adele J Pope
1228 Walnut Street
Newberry, SC 29108

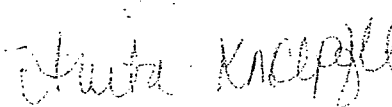
Ref: 2013CP0202851

Dear Ms. Pope:

In regard to the pleadings dated May 23, 2014, with civil case number 2013-CP-02-02851 caption, I am returning same to you as our Chief Administrative Judge has instructed us not to file any pleadings in cases if they are not a party to the action.

If you have any questions regarding this, please contact Judge Early.

Thanking you in advance,


Anita Knoepfle
Aiken County Clerk of Court
803-642-1549

501

James B - Exhibit E, p. 1

STATE OF SOUTH CAROLINA
COUNTY OF AIKEN

) IN THE COURT OF COMMON PLEAS
) FOR THE SECOND JUDICIAL CIRCUIT
) Case No. 2013-CP-02-02851
)

James B.,

Petitioner,

vs.

David C. Sojourner, Jr., in his
capacity as claimed Limited
Special Administrator and
claimed Limited Special Trustee
Deanna Brown Thomas, Yamma
Brown, Vanisha Brown, Larry
Brown, Terry Brown and Daryl
Brown,

Respondents,

IN RE: THE ESTATE OF
JAMES BROWN
a/k/a JAMES JOSEPH BROWN

) Motion to Alter, Amend or Void
) Order on Claimed LSA's Motion to
) Acquire DNA Samples from James B.;
) Motion to Enforce Stay under Rule 205
) SCACR and for Related Relief
)

5
CANCELLED
Deputy Clerk

TO: PETITIONER AND RESPONDENTS NAMED ABOVE AND THEIR COUNSEL

YOU WILL PLEASE TAKE NOTICE that ten days after service hereof, or as soon thereafter as they may be heard, MICHAEL DEON BROWN, JAMES CURTIS, AND JANE DOE and JOHN DOE Numbers I, II, III and IV (The "DOE Defendants"), by their proposed Guardian *ad Litem*, and Adele Pope, as Creditor/Proponent of Will of James Brown dated June 15, 1999, and on behalf of Others under S.C. Trust Code §62-7-405 seeking to enforce The James Brown "I Feel Good" Trust as embodied in the 2000 and 1999 estate plans of James Brown ("Proposed Interveners"), will move before the Honorable Doyet A. Early, III ("Judge Early"), at the Aiken County Courthouse located at 109 Park Avenue S.E., Aiken, South Carolina, pursuant to Rule 59(a) (b) and (e), 60(a)(b) SCRCP, SCACR 204 and other applicable law, for an order voiding,

vacating, setting aside, altering and/or amending the Order of Judge Early dated May 8, 2014, filed May 14, 2014, a redacted copy of which is attached hereto as Exhibit 1 (the "James B. Consent Order").

Proposed Interveners will also move for an order enforcing the automatic stay imposed on this case under Rule 205 SCACR and/or granting a stay of this case under Rule 241 SCACR to the extent the stay is not automatic, pending the final outcome of Appellate Case No. 2013-001649, No. 2013-002582, and No. 2014-00794 which appeals address the rights of all Proposed Interveners to participate in the James B. matters, the appointment proceedings and the Tommie Rae Hynie claims; the denial of Due Process, First Amendment and Equal Protection rights of Michael Deon Brown ("Michael"), all Proposed Interveners; and Brown's real heirs, devisees, beneficiaries, creditors and others seeking to protect their property interests and/or enforce The James Brown "I Feel Good" Foundation.

The James B. Consent Order was not been properly delivered to or served on any Proposed Intervener. An unredacted copy of said Order was sent by email from the Office of the Clerk of Court for Aiken County on May 14, 2014 to various persons, including the Law Office of Adele J. Pope. A copy of that email is attached hereto as Exhibit 2. The email was opened May 15, 2014.

Proposed Interveners note: They do not oppose DNA Testing of James B. under the Peebles DNA Protocol, the official DNA-testing Protocol of the Estate of James Brown. They confirm that DNA testing of James B. was properly directed by oral order of Judge Early in 2008 in another case.

1. The Court overlooked or misapprehended that Sojourner lacks any authority to consent as LSA because the *ex parte* appointment order of October 10, 2013 of the

Honorable Sue H. Roe, under which he claims authority, is wholly void, and the subject of pending reconsideration before Judge Roe. That motion for reconsideration dated December 18, 2014, is incorporated herein by reference in its entirety.

2. The Court overlooked or misapprehended that the James B. Consent Order is void under Rule 205 SCACR because it follows the notice of appeal in Case No. 2013-001649, No. 2013-002582, and No. 2014-00794, all of which were filed prior to the James B. Consent Order, as shown on Exhibits 8, 9 and 10; and the South Carolina Court of Appeals has exclusive jurisdiction over the matter.

3. The Court overlooked or misapprehended that there is no basis for confidentiality because James B's mother, the testing doctor and counsel for James B's GAL have all assisted in making public James B's April 18, 2008 Paternity Screening test, a redacted copy of which is attached as Exhibit 3.

4. The Court overlooked or misapprehended that Ms. Hynie, her attorney Robert Rosen, Esquire, and Peter Shahid, Esquire attorney for the GAL for James B., all appear to have contributed to an article which was published on the internet in 2009 and has remained on the internet for four years, a portion of which is attached as Exhibit 4; "DNA Report: James B....Is Godfather's Son!"

5. The Court overlooked or misapprehended that the public affidavit of Hynie dated March 4, 2008, part of which is attached as Exhibit 5, gives details about James B., and the attached Certificate of Live Birth of James B. [Exhibit 6] bears fax marks of the firm of Shahid and Michel, confirming that confidentiality is not appropriate.

6. The Court overlooked or misapprehended that confidentiality is not warranted based on the actions of Hynie, her attorney, the GAL and his attorney, including giving

financial details about James B's social security to the media for internet publication.

(Exhibit 7)

7. The Court overlooked or misapprehended that where, as here, the Attorney General has chosen not to admonish fiduciaries of The James Brown "I Feel Good" Trust who are favoring Hynie and James B. in their announced attempt to dismember the "I Feel Good" Trust and its copyrights under the Federal Copyright Act, Due Process and Section 62-7-405 compel that Proposed Interveners be made parties,

8. The Court overlooked or misapprehended that the James B. Consent Order makes it appear that James B. timely commenced an action to determine paternity when he did not, treating him unfairly in relation to Michael, James Curtis and the DOE Defendants. [See Exhibit 11].

9. The Court overlooked or misapprehended that James B. is not a presumed child of James Brown; did not timely commence a proceeding to declare himself to be a child; and the creation of Case No. 2013-CP-02-02581 in 2013 cannot create an adjudication to declare him a child which was never timely commenced, omitting DNA-proven and acknowledged children of James Brown and those seeking DNA testing, because such children have equal or higher rights than James B. under both the Probate Code and the Federal Copyright Act. Further, their identification and acknowledgment will prevent the proposed dismembering of the "I Feel Good" Trust by Tommie Rae Hynie, Louis Levenson, Esquire, and Forlando Brown, and protect its copyrights for decades.

10. The Court overlooked or misapprehended that the letter of Marc Toberoff dated September 27, 2014, on file in Aiken County, and the actions of David B. Bell,

