William O. "Bill" Brown Jr.

Of Counsel
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As a member of the Tax Group, Bill Brown advises high net worth individuals and closely held businesses and their owners.

Mr. Brown represents closely held businesses and business owners in business formation, organization, capital formation, financing, mergers and acquisitions, state and federal tax planning and tax controversies, various business transactions and business succession and estate planning.

Mr. Brown is a Fellow in The American College of Trust and Estate Counsel (ACTEC), a national organization of lawyers elected to membership by demonstrating the highest level of integrity, commitment to the profession, competence, and experience in trust and estate practice.

Mr. Brown is a retired certified public accountant (CPA) and is a CFP Board Emeritus member. Prior to his career in law, he was an accountant with an international CPA firm, he served as the head of the tax department of a regional CPA firm, worked with entrepreneurs and venture capitalists engaged in manufacturing, cellular communications and broadcasting, and was a professor in the Adkerson School of Accountancy at Mississippi State University.

Representative Matters

- Structured bond financing and state tax incentives, and negotiated and secured agreements for fee in lieu of ad valorem taxes for two $200 million natural gas storage facilities.
- Structured and negotiated tax-exempt GO Zone bond financing for real estate projects.
- Represented oil & gas service business in refinancing its debt and issuing stock and subordinated debt to new investors in connection with the redemption of a co-founder.
- Advised closely-held software business on raising capital for redemption of a co-founder and business expansion.
- Advised closely-held Subchapter S corporation and founders on succession planning using grantor retained annuity trust.
- On behalf of the Mississippi Department of Insurance, evaluated proposed acquisition of insurance company by private equity firm.
- Provided guidance to bank trust departments on the application of the generation-skipping transfer (GST) tax to trusts under administration.
- Represented shareholders in sale of stock in Subchapter S corporations to employee stock ownership plan (ESOP) for $75 million.
- Represented owners of health care business in sale of companies to a publicly held company for $135 million, including tax advice in conjunction with a Section 338(h)(l0) election.
- Provided litigation support in connection with the representation of the Mississippi Attorney General in multi-state litigation concerning a private foundation.

Professional Honors & Activities

- Listed in *The Best Lawyers in America®* for Tax Law and Trusts and Estates (2020 – 2026)
- Fellow – American College of Estate and Trust Counsel (ACTEC)
- Member of Mississippi Secretary of State Study Committees
  - Probate Study Committee

- Trust Law Study Committee (Co-Chair Uniform Trust Code)
  - Limited Liability Company Law Study Committee
  - Corporation Law Study Committee
- Member – Mississippi Bar Association
  - Chair – Estates & Trust Section (2016 – 2017)
  - Member – Business Law Section
- Member – American Bar Association (Tax Section)
- Member – Estate Planning Council of Mississippi
- Member – American Institute of Certified Public Accountants
- Member – Mississippi Society of Certified Public Accountants
- Member – Financial Planning Association of Mississippi
- President – Rotary Club, Columbus, Mississippi
- President – Chamber of Commerce, Columbus, Mississippi
- Board Emeritus Member – Certified Financial Planner Board of Standards, Inc.
- Member – Mississippi State University School of Accountancy, Advisory Council
- President Local Chapter – Mississippi State University Alumni Association, Columbus, Mississippi
- President – Columbus Arts Council
- Certified public accountant*
- Honorable Mention – Mississippi Society of Certified Public Accountants for passing the CPA exam on first sitting
- AmJur Award for Will & Trust Drafting – University of Mississippi Law School

Publications

- "The Mississippi Uniform Trust Code, The Need for Trust Reform in Mississippi," *The Mississippi Lawyer*
- "Wealth Preservation Through Asset Protection Planning," Planning Comments
- "Business Succession: The Greatest Challenge a Business Will Face," Mississippi Manufacturers Association Newsletter
- "GO Zone Tax-Exempt Private Activity Bonds," Planning Alert
- "Living Wills: Advance Health Care Directives," Planning Alert
- "Estate Tax Dilemma," Planning Alert
- "Economic and Financial Turmoil Creates Tax Planning Opportunities," Planning Alert

Speaking Engagements

- Presenter – "Fiduciary Income Tax Provisions of the Tax Cuts and Jobs Act of 2017," Mississippi Bankers' Association Trust Conference (November 2018)
- Presenter – "Post Mortem Planning," Mississippi College School of Law
- Presenter – "Estate and Gift Tax Seminar," Jackson and Oxford Mississippi
- Presenter – "Estate, Gift and GST Update," University of Southern Mississippi
- Presenter – "Administering Estates & Trusts Under Mississippi's New Uniform Principal and Income Act," Mississippi Bar, Estate and Trust Section
- Presenter – "Uniform Trust Code Legislation," Mississippi Bar, Estate and Trust Section
- Presenter – "The Impact of the Net Investment Income Tax on Trusts and Estates," Mississippi Bar, Estate and Trust Section
- Presenter – "Modification and Termination of Trusts Under the Mississippi Uniform Trust Code," Mississippi Judicial Conference

Education

- University of Denver, LL.M. in Taxation

- University of Mississippi, J.D.
- Mississippi State University, B.S., Accounting

Admissions

- Mississippi State and Federal Courts
- United States Court of Appeals for the Fifth Circuit