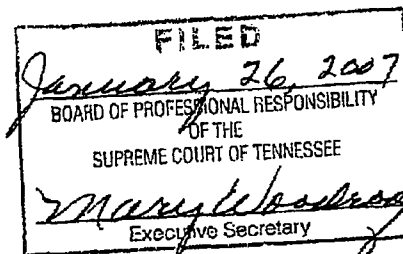


**IN DISCIPLINARY DISTRICT IX
OF THE
BOARD OF PROFESSIONAL RESPONSIBILITY
OF THE
SUPREME COURT OF TENNESSEE**



IN RE: STEPHEN M. BROWN, BOPR #9749 FILE NO. 29430-9-JJ
Respondent. An Attorney Licensed
to Practice Law in Tennessee
(Shelby County)

PUBLIC CENSURE

A complaint alleging ethical misconduct was filed against the respondent by Roger A. Stone of Memphis. The Board of Professional Responsibility considered this matter pursuant to Tennessee Supreme Court Rule 9 at its December, 2006 meeting and determined that issuance of a Public Censure was appropriate.

On August 3, 2006, respondent exercised his independent professional judgment by preparing, signing and filing an Answer to a civil action in Shelby County Circuit Court on behalf of defendant Superior Coating and Sealants, Inc., as Vice-President of the corporation. Respondent has been Vice-President of the corporation for two (2) years as of the late summer of 2006, but he was suspended from the practice of law for forty-five (45) days commencing on July 28, 2006, pursuant to the Tennessee Supreme Court's July 18, 2006 Order of Enforcement.

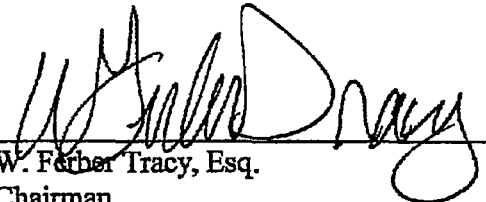
The Board concludes that respondent's actions constituted the unauthorized practice of law while he was suspended, and that he should have known that preparation, signing and filing of the Answer on behalf of the corporation as Vice-President would be ethically improper. We find mitigating the facts that respondent did not continue to provide legal services in the underlying civil action, and ensured that the corporation retained separate counsel immediately after opposing

counsel informed him that a licensed attorney was required in order to represent a corporation.

Respondent should have known that such conduct on his part would be considered the unauthorized practice of law while he was suspended even if he did not sign the Answer as attorney-at-law. Based on his actions, respondent Stephen M. Brown has violated RPC's 5.5(a), 8.4(a)(d) and Rule 9, § 18.7.

Accordingly, he is hereby **PUBLICLY CENSURED** and the captioned file is closed.

FOR THE BOARD:



W. Ferber Tracy, Esq.
Chairman

DATED: 1/22/07