STATE OF MINNESOTA **COUNTY OF CARVER**

Deceased.

DISTRICT COURT FIRST JUDICIAL DISTRICT PROBATE DIVISION

Case Type: Special Administration

In re:

Estate of Prince Rogers Nelson,

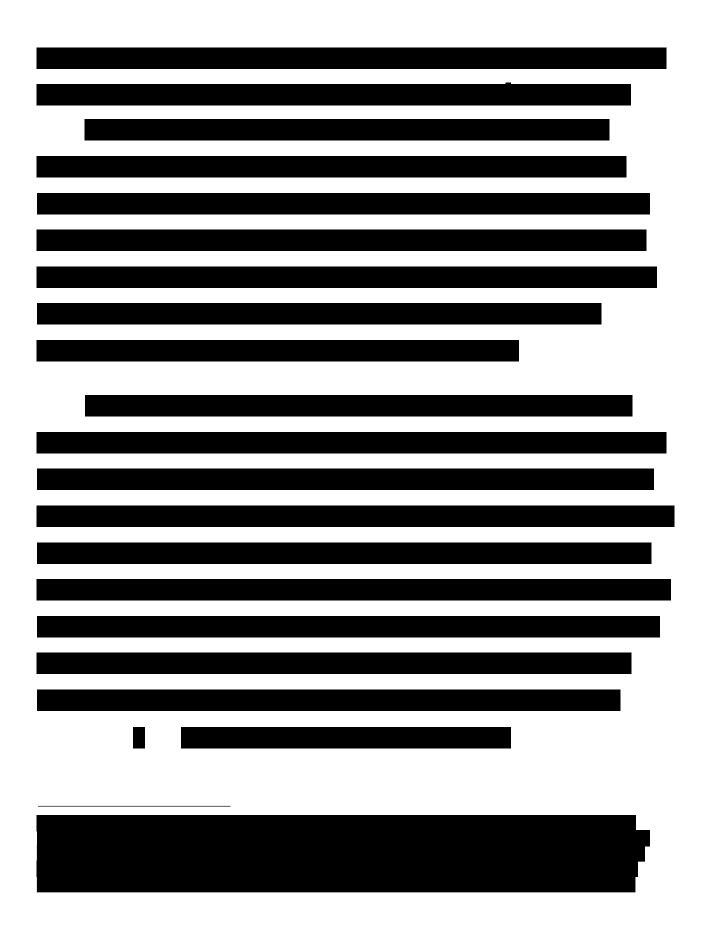
Court File No. 10-PR-16-46

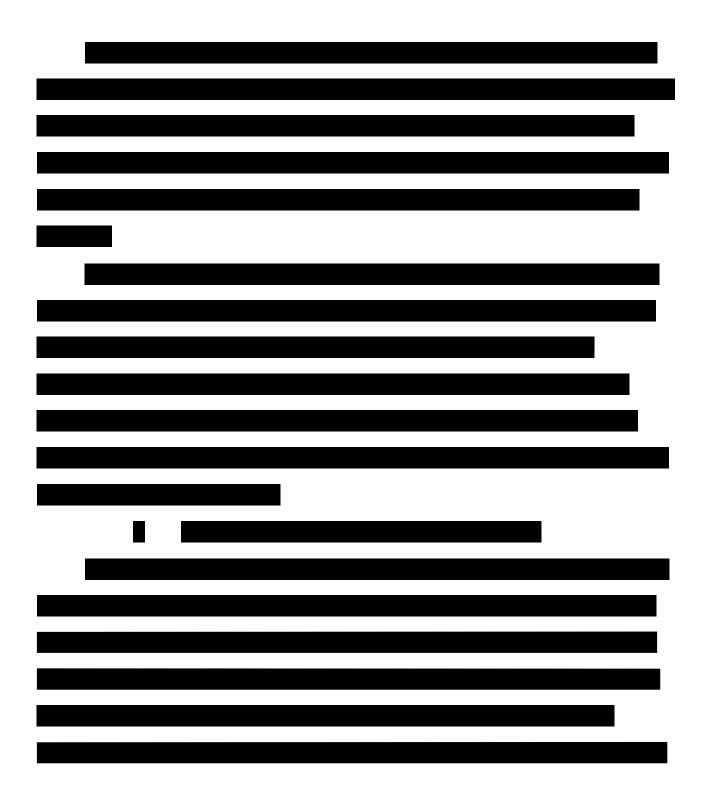
MEMORANDUM IN SUPPORT OF MOTION TO APPROVE PAYMENT OF ENTERTAINMENT ATTORNEYS' FEES FOR PERIOD **APRIL 23, 2016 THROUGH JANUARY 31, 2017**

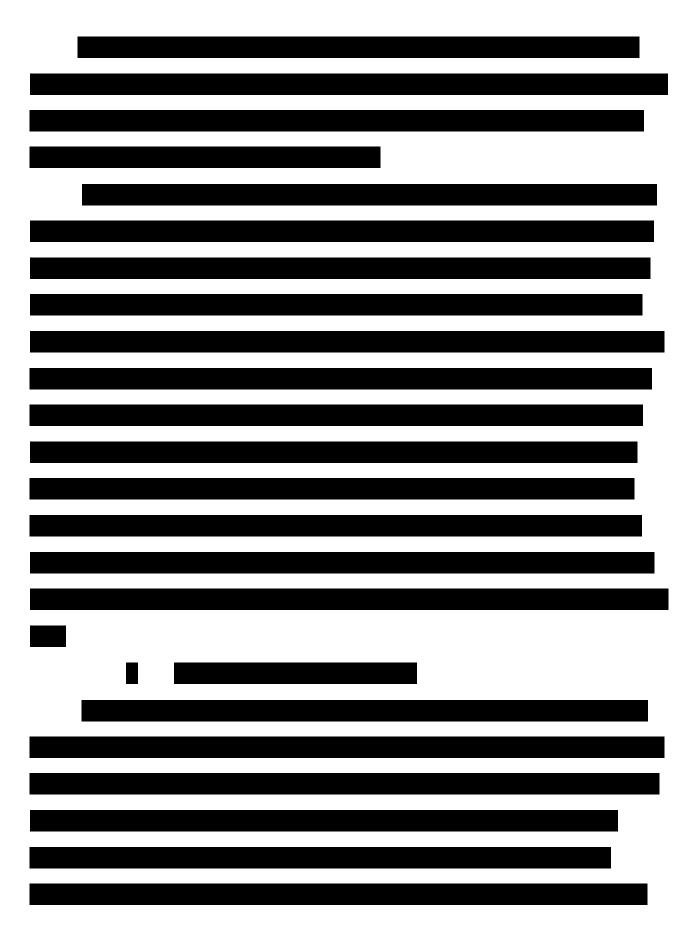
Frank Wheaton & Justin Bruntjen ("Attorneys"), counsel for Alfred Jackson ("Jackson"), hereby submit this memorandum in support of this Motion for an order approving payment of certain Jackson' attorneys' fees and costs from the Estate of Prince Rogers Nelson (the "Estate") for services performed by Attorneys during the period April 23, 2016 through January 31, 2017. The fees are relating to Attorneys entertainment services as Heirs' Representative and certain other non- entertainment services. My co-counsel, Justin Bruntjen has also submitted a memorandum and affidavit in support of approval for payment of attorneys' fees and expenses for the same period for the work commenced by this firm for work benefitting the Estate of Prince Rogers Nelson.

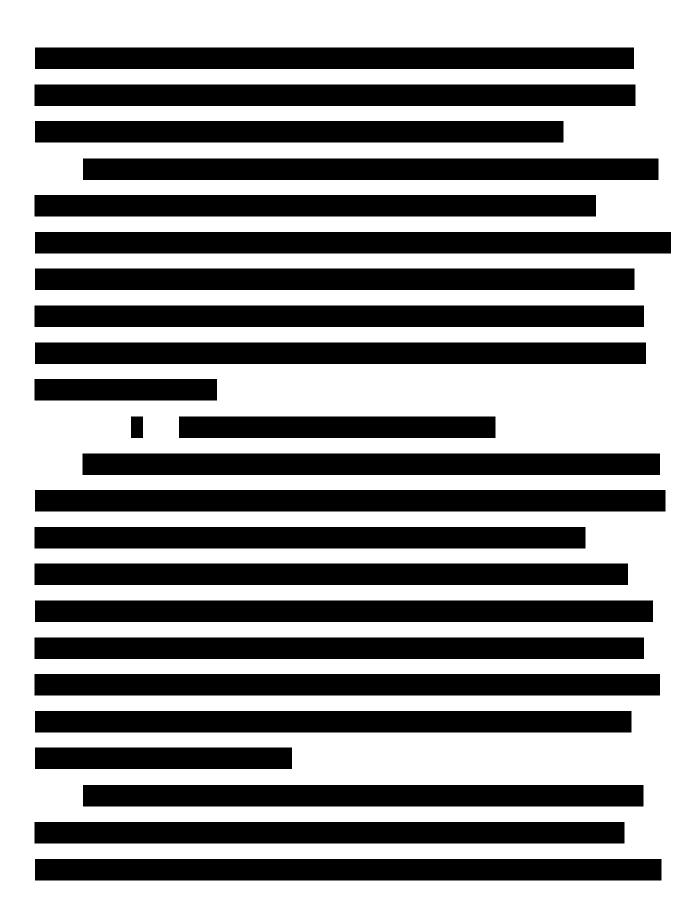
FACTUAL BACKGROUND¹

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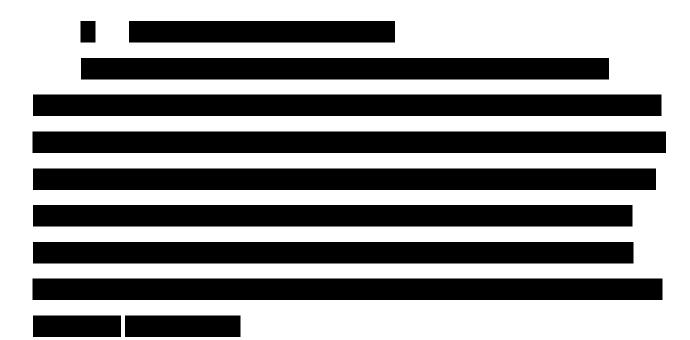






5. <u>Transition to Comerica as Personal Representative</u>

The four Long-Form Agreements negotiated and executed are complex and Comerica's responsibilities during the next phase – exercising the Estate's rights and responsibilities under the Executed Agreements — is equally important and demanding. To assist the Heirs and Comerica in these duties, Wheaton is interacting with Labate and H&K regarding charts that will be prepared to provide a summary of key provisions of each Executed Agreement. The charts will provide a guide for identifying issues requiring immediate attention by the Estate. A copy of the Key Provisions Chart prepared by H&K for the UMG Agreement is filed *under seal* in support of its Second Application.



ARGUMENT

I. Minnesota Law Provides for the Payment of Attorney's Fees, Costs, and Expenses

Where the Services Have Benefitted the Estate

Minnesota law allows for the payment of attorney's fees from the Estate for services rendered on behalf of the Estate where "the services of an attorney for any interested person contributes to the benefit of the estate, as such, as distinguished from the personal benefit of such person." In such cases, the "attorney shall be paid such compensation from the estate as the court shall deem just and reasonable and commensurate with the benefit to the estate from the recovery so made or from such services." Minn. Stat. § 524.3-720; see also *In re Estate of Van Den Boom*, 590 N.W.2d 350, 354 (Minn. Ct. App. 1999) ("Van Den Boom [a remainder beneficiary], as an interested person, acted for the benefit of the estate by keeping a major asset intact. His attorney is entitled to fees.").

The Court uses the following factors to determine whether attorneys' fees sought in a probate proceeding are just and reasonable:

- (1) the time and labor required;
- (2) the experience and knowledge of the attorney;
- (3) the complexity and novelty of problems involved;
- (4) the extent of the responsibilities assumed and the results obtained; and
- (5) the sufficiency of assets properly available to pay for the services.

Minn. Stat. § 525.515(b).

As noted by the Special Administrator in its July 29, 2016 fee petition:

"Where, as here, the Court has extensive experience with a probate matter and there is a voluminous court file recording the work of counsel, the Court is on firm ground to exercise its discretion to determine an award for the reasonable fees and costs. *In re Bush's Estate*, 230 N.W.2d 33, 38-42 (Minn. 1975) (affirming attorney fee award where the Court was intimately familiar with the estate dispute and work performed by the attorneys); *In re Estate of Weisberg*, 64 N.W.2d 370, 372 (Minn. 1954) (affirming attorney fee award and holding that the size of the total estate is important factor when determining reasonable fee awards)."

The Special Administrator has reiterated that the Court is keenly aware of the extraordinary and complex nature of this proceeding. The enormity of the tax concern itself speaks to the concern of both this Court and the Special Administrator. All matters are considered complex in this case from the unique nature of the intellectual property and the most valuable assets contained therein; and the real property that provides added value to the estate. Appraisals, taxes, heirs, counsel and new law(s) (the "Prince" law referendum) have made this case almost *sui generis*, or one of a kind in nature.

Given the size, nature, and complexity of the Estate and the number of interested persons involved in this matter, Attorneys have managed to become integral to the process under the wisdom and leadership of this Court and the Special Administrators assigned. These efforts, and the collective efforts of all counsel and all parties have led to the successful conclusion of millions of dollars in new contracts and residual income for the Estate. While Attorneys' efforts will benefit the Estate by helping it achieve the best "deals" possible, Alfred Jackson, individually, has not benefited from our efforts. However, the Estate has benefitted tremendously. Ultimately, as an adjudicated heir, Mr. Jackson will see his just reward.

In the event a will or child of the decedent was (or is) discovered during these intervening months, Attorneys's entertainment related efforts (and non-entertainment related efforts) will have provided no benefit to Alfred Jackson whatsoever. Should Alfred Jackson successfully become a certified heir, Attorneys's efforts and expertise assisted all the ultimate heirs. For that reason, Attorneys seeks reimbursement from the Estate for its efforts.

II. Summary of Time and Labor for Entertainment Related Efforts, the Results of Which Have Benefited the Estate

Attorneys have rendered services and incurred expenses from April 23, 2016 through January 31, 2017 as more fully described and set forth in the concurrently filed Affidavit of Frank

K. Wheaton and in the Invoice of Attorney Entertainment Fees Attached as Exhibit A. A summary of these services is provided in sections A and B above.

CONCLUSION

For the foregoing reasons, Petitioner respectfully requests that the Court authorize and direct the Special Administrator to pay in attorneys' fees from the assets of the Estate for its entertainment related efforts.

Respectfully submitted,

Dated: March 3, 2017

LAW OFFICES OF FRANK K. WHEATON, ESQ. AND ASSOCIATES

> By:/s/ Frank K. Wheaton Frank K. Wheaton, Esq. and Associates Attorneys and Counselors of Law 201 Illinois Street, Suite 1600 Indianapolis, Indiana 46204 317.610-3455 Office 317.610-3202 Fax 310.505-3524 Mobile fkwheaton@gmail.com

By: /s/ Justin Bruntjen Justin Bruntjen (0392657) 2915 Wayzata Blvd. Minneapolis, MN 55405 612.242-6313 Phone 612.294-6667 Fax Justin@b2lawyers.com

Exhibit A

justin Bruntjen

justin@b2lawyers.com O: 6122426313

INVOICE

Number	12
Issue Date	11/1/2016
Due Date	11/30/2016
Email	alfredjackson@yahoo.com

Bill To:

Alfred Jackson

Time Entries

Time Entry	Billed By	Rate	Hours	Sub
9/27/2016	Justin Bruntjen			
9/2//2016				
0.07/0040	Frank Wheaton			
9/27/2016				
	Justin Bruntjen			
9/28/2016				
9/30/2016	Frank Wheaton			
	Frank Wheaton			
9/30/2016				
10/1/2016	Justin Bruntjen			
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10/2/2016	Frank Wheaton			
10/2/2016	Justin Bruntjen			
10/2/2010				

#12 Page 1 of 10

Time Entry	Billed By	Rate	Hours	3/6/2017 6 C a nker C
10/3/2016	Frank Wheaton			
10/4/2016	Frank Wheaton		-	
	Justin Bruntjen			
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10/4/2016	Frank Wheaton			
	Frank Wheaton		_	
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10/4/2016	Justin Bruntjen			
10/4/2016	Frank Wheaton			
	Frank Wheaton			
10/5/2016			_	
10/5/2016	Justin Bruntjen		-	
10/6/2016	Frank Wheaton			\$
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10/6/2016	Justin Bruntjen			
10/6/2016	Justin Bruntjen		-	

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10/10/2016	Frank Wheaton			
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10/12/2016	Frank Wheaton			
10/12/2016	Justin Bruntjen			
10/12/2016	Frank Wheaton			
10/13/2016	Justin Bruntjen			
10/13/2016	Frank Wheaton			
10/14/2016	Frank Wheaton			
	Justin Bruntjen			
10/17/2016				
10/17/2016	Frank Wheaton			

Time Entry	Billed By	Rate	Hours	3/6/2017 (C a nker C
10/18/2016	Frank Wheaton			
10/18/2016	Justin Bruntjen			
10/19/2016	Frank Wheaton			
10/19/2016	Justin Bruntjen			
10/20/2016	Frank Wheaton			
10/20/2016	Justin Bruntjen			
10/21/2016	Frank Wheaton			
10/22/2016	Frank Wheaton			
10/22/2016	Justin Bruntjen			
10/23/2016	Frank Wheaton			
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10/23/2016	Justin Bruntjen			

Time Entry	Billed By	Rate	Hours	3/6/2017 6 Cânber C
10/24/2016	Frank Wheaton		-	
10/24/2016	Justin Bruntjen			
10/24/2016	Frank Wheaton			
10/24/2016	Frank Wheaton		-	
10/24/2016	Justin Bruntjen		-	
10/25/2016	Justin Bruntjen			
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10/26/2016	Frank Wheaton			
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	Justin Bruntjen		_	
10/26/2016	Frank Wheaton			
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10/27/2016	Justin Bruntjen			
10/28/2016	Frank Wheaton	_	_	
10/20/20 10				

Time Entry	Billed By	Rate	Hours	3/6/2017 6 C a nder C
10/28/2016	Justin Bruntjen			
10/31/2016	Justin Bruntjen			
10/31/2016	Frank Wheaton			
10/31/2016	Justin Bruntjen		_	
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11/1/2016	Frank Wheaton			
11/1/2016	Justin Bruntjen			
11/2/2016	Frank Wheaton			
11/3/2016	Frank Wheaton		-	
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11/3/2016	Justin Bruntjen			
11/4/2016	Frank Wheaton			

			1 110	3/6/2017
Time Entry	Billed By	Rate	Hours	Canber (
11/6/2016	Frank Wheaton			
44/0/0040	Justin Bruntjen			
11/6/2016				
11/7/2016	Frank Wheaton			
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11/8/2016	Frank Wheaton			
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11/9/2016	Frank Wheaton			
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11/10/2016	Frank Wheaton			
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11/11/2016	Justin Bruntjen			
	Frank Wheaton			
11/14/2016		<u>—</u>		
	Justin Bruntjen			
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Time Entry	Billed By	Rate	Hours	Cânber C
11/15/2016	Justin Bruntjen			
11/15/2016	Frank Wheaton			
11/15/2016	Frank Wheaton			
	Frank Wheaton			
11/16/2016				
11/18/2016	Justin Bruntjen			
	Frank Wheaton			
11/20/2016	- I all a model			
	Frank Wheaton			
11/21/2016				
	Frank Wheaton			
11/21/2016	1			
	Frank Wheaton			
11/22/2016				
11/28/2016	Frank Wheaton			
	Frank Wheaton			
11/29/2016				
	Frank Wheaton			
11/30/2016				
11/30/2016	Justin Bruntjen			
	Frank Wheaton			
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Time Entry	Billed By	Rate	Hours	3/6/2017 6 C a nker C
12/8/2016	Frank Wheaton			
12/9/2016	Frank Wheaton			
12/12/2016	Frank Wheaton			
12/13/2016	Frank Wheaton			
12/13/2016	Justin Bruntjen		-	
12/14/2016	Frank Wheaton			
12/15/2016	Justin Bruntjen			
12/15/2016	Frank Wheaton			
12/20/2016	Justin Bruntjen			
12/20/2016	Frank Wheaton			
12/21/2016	Frank Wheaton			
12/22/2016	Justin Bruntjen			
1/3/2017	Frank Wheaton			
1/4/2017	Justin Bruntjen			

Time Entry	Billed By	Rate	Hours	Cânter
1/4/2017	Frank Wheaton			
1/5/2017	Frank Wheaton			
1/6/2017	Frank Wheaton		-	_
1/9/2017	Frank Wheaton			
1/10/2017	Frank Wheaton			
1/11/2017	Frank Wheaton		-	
1/13/2017	Frank Wheaton			

Time Entries
Total:

Subtotal	
Total (USD)	
Paid:	
Balance	

#12 Page 10 of 10