

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF CARVER

FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In the Matter of:

Court File No. 10-PR-16-46

Judge Kevin W. Eide

Estate of Prince Rogers Nelson,

Decedent.

**ORDER ON THE APPOINTMENT OF
HEIRS' REPRESENTATIVES**

The above-entitled matter came before the undersigned on May 15, 2018. On May 9, 2018, the Court previously considered the request of Heirs' counsel to have the Court appoint an Heirs' representative to work with Comerica Bank & Trust and their advisors in the negotiation of a long form agreement and in the future negotiation of other entertainment deals. The Court noted in its May 9, 2018 Order that such use of Heirs' representatives had been previously authorized by the Court in late 2016. At that time, it is the Court's understanding that attorneys Kenneth Abdo and Frank Wheaton did assist Bremer Trust in the negotiation of several long form agreements. The May 9, 2018 Order included the following provision:

"The entertainment deal proposed by the Personal Representative, as set forth in Exhibit D to the Declaration of David Dunn filed on April 4, 2018, is hereby approved. The Heirs shall either agree on one person to serve as their representative in the negotiation of a long form agreement or, if the Heirs are not able to agree as to a representative, the Heirs shall provide the names of their recommended representatives to the Court no later than 4:30 pm on May 14, 2018. The Court shall then appoint a representative to work collaboratively with the Personal Representative's advisor(s) to negotiate the long form agreement."

On May 14, 2018, Counsel for Omarr Baker and Alfred Jackson nominated Gregg Walker to serve as the Heirs' representative. The Court received correspondence from counsel for Sharon Nelson, John Nelson and Noreen Nelson indicating that they could not respond to the Court's Order by May 14, 2018. Counsel did state that they would not agree with the appointment of Gregg Walker, believing that he has a conflict with serving in this capacity.

Commencing in the fall of 2017 with the Petition for the Removal of the Personal Representative, Sharon Nelson, John Nelson and Noreen Nelson have consistently objected to basically all of the actions of the Personal Representative and, for the most part, the opinions of the other Heirs.

With respect to the entertainment deals, the Court acknowledges that the deals submitted to the Heirs have been negotiated by Comerica and its advisors and submitted to the Heirs largely as 'this is the best deal we could negotiate, take it or leave it.' Sharon Nelson, John Nelson and Noreen Nelson have been put in a position to argue about objections or suggestions for improvement for deals in a speculative vacuum of information. By this it is meant that the Court lacks information about what could have been negotiated if these concerns had been raised as part of the original negotiation and whether refusing to approve a deal with the hope that other terms might be negotiated might result in the ultimate loss of revenue to the Estate.

The Court has attempted to get the parties to work together collaboratively and has appointed a Moderator/Mediator to assist the parties in resolving their differences. The Court looks at this occasion as a last opportunity to work towards a collaborative effort in the administration of this Estate.

The Court has before it a request for hearing on a motion to approve another entertainment deal. Again, Sharon Nelson, John Nelson and Noreen Nelson oppose the deal. The Court has not received input from the other Heirs. The Personal Representative is asking that this motion be scheduled for hearing on May 25, 2018 at 10:30 a.m.

Through correspondence regarding this matter and in prior discussions with the Court, the parties have been represented as follows: Joe Cassioppi, Esq., Mark Greiner, Esq. and Lora Friedemann, Esq. on behalf of the Personal Representative, Comerica. Samuel Johnson, Esq. on behalf of Sharon Nelson, Norrine Nelson, and John R. Nelson. Justin Bruntjen, Esq. on behalf of Andrew Jackson. Lee Hutton, Esq. on behalf of Tyka Nelson. Steve Siltan, Esq. on behalf of Omar Baker.

With respect to these motions, the Court makes the following:

ORDER

1. Gregg Walker is appointed as an Heirs' representative. The Court believes that Mr. Walker does not have a conflict of interest in serving in this capacity or that any conflict of interest is negated by his serving in collaboration with others.
2. Counsel for Sharon Nelson, John Nelson and Noreen Nelson shall submit the name of an individual to serve as an Heir's representative for the Court's consideration no later than May 22, 2018 at 4:30 p.m. Other parties may submit comments on the recommendation by May 23, 2018 at 4:30 p.m.
3. The Court shall determine whether to appoint an additional Heirs' representative on behalf of Sharon Nelson, John Nelson and Noreen Nelson.
4. The Court will appoint up to two persons to serve as Heirs' representatives in reviewing the proposed entertainment deal currently being proposed to the Court and for future entertainment deals (both short-form and long-form) under the following terms:
 - a. The Heirs' representatives shall work collaboratively with the Personal Representative and its advisors.
 - b. Differences of opinion between an Heirs' representative and the other representative, the Personal Representative or its advisors shall first be resolved through consensus, recognizing the Personal Representative's ultimate fiduciary responsibility to the Estate. If that is not successful, the parties to the discussion shall utilize the services of the Moderator/Mediator appointed by the Court.
 - c. The Heir's representatives shall sign a Nondisclosure Agreement (NDA) on a form provided by the Personal Representative and shall cooperate with the Personal Representative in the disclosure of confidential information only to other parties that have signed an NDA or to the Heirs that they are advising. All Heirs shall also cooperate in the protection of confidential information.
 - d. The billing for the services of Gregg Walker shall, in the first instance, be billed to Omarr Baker and Alfred Jackson. They may submit the billing to the Court to determine whether the services provided were a benefit to the Estate as a whole, instead of a benefit to individual Heirs, and should be paid by the Estate.
 - e. The billing for the services of a representative appointed for Sharon Nelson, John Nelson and Noreen Nelson shall, in the first instance, be billed to Sharon Nelson, John

Nelson and Noreen Nelson. They may submit the billing to the Court to determine whether the services provided were a benefit to the Estate as a whole, instead of a benefit to individual Heirs, and should be paid by the Estate.

- f. The Court shall on its own motion, or upon the motion of a party, periodically review whether the use of Heirs' representatives benefits the Estate by providing a greater level of communication of information to the Heirs in a timely manner, allows the Heirs input into the formulation of entertainment deals, avoids conflict between the parties and ultimately increases the level of income or reduces the expenses of the Estate.
- g. If the Heirs' representatives are not able to work collaboratively with the Personal Representative and its advisors, the Court reserves the right to remove one or both of the representatives.

5. The Court requests that the entertainment deal which is currently being proposed to the Heirs and to the Court be withdrawn from current consideration until such time as the Heirs' representatives can work with the Personal Representative and its advisors and, if appropriate, renegotiate the deal with their input. However, if the Personal Representative believes that time is of the essence in approving this deal, they can schedule the hearing on May 25, 2018 at 10:30 a.m. This hearing shall be conducted by conference call which will be set up by the Personal Representative.

BY THE COURT:

Dated: May 15, 2018

Kevin W. Eide
Judge of District Court

NOTICE: A true and correct copy of this Order/Notice has been served by EFS upon the parties. Please be advised that orders/notices sent to attorneys are sent to the lead attorney only.