

EXHIBIT A

From: Silton, Steve
Sent: Wednesday, December 7, 2016 3:21 PM
To: rsayers@hansendordell.com
Subject: LEGAL 28851637v1 Baker Petition for Appointment of Personal Representatives Comerica and Van Jones (002).DOCX

Randy,

In the interest of continued discussions and full disclosure, I am copying you with our draft petition for Comerica and Van Jones. It does object to Londell McMillan as an PR, as we have not had any disclosure of the conflicts, procedure dealing with the his prior work for the Estate, compensation proposal, etc. That being said, we remain open to continuing to talk about potential compromises.

Please get back to me with any questions. It would be very helpful to have a formal proposal from Londell to evaluate his fitness and viability as a PR. We will be putting together one for Van.

Truly,

Steve



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STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In Re:

Case Type: Special Administration
Court File No.: 10-PR-16-46
Judge: Kevin W. Eide

Estate of Prince Rogers Nelson,
Decedent,

And

Tyka Nelson,

Petitioner.

**CO-PETITION FOR FORMAL
ADJUDICATION OF INTESTACY,
DETERMINATION OF HEIRS AND
APPOINTMENT OF PERSONAL
REPRESENTATIVE**

The undersigned, Omarr Baker ("Baker"), hereby states:

1. Baker is an interested person as defined by Minnesota law because Baker is the Decedent Prince Rogers Nelson's heir at law. Baker joins in Petitioner Tyka Nelson's Petition for Formal Adjudication of Intestacy, Determination of Heirs and Appointment of Personal Representative, filed in the underlying proceeding on December 6, 2016, and brings his co-Petition as stated below.

2. The Decedent was born on June 7, 1958 in Minneapolis, State of Minnesota.

3. The Decedent died on April 21, 2016 in Chanhassen, State of Minnesota.

4. At the time of death, the Decedent was domiciled in Carver County, State of Minnesota, at 7801 Audubon Road, Chanhassen, Minnesota, 55317.

5. At best as Baker knows or can ascertain with reasonable diligence, the names, relationships of the Decedent's heirs, all of whom are adults, and others interested in this proceeding are attached to Petitioner Tyka Nelson's Petition for Formal Adjudication of Intestacy,

Determination of Heirs and Appointment of Personal Representative as Exhibit A, filed in the underlying proceeding on December 6, 2016.

6. All persons described as heirs have survived the Decedent by at least 120 hours.
7. Negative Allegation Statement -- The Decedent left no surviving spouse; issue; parents; brothers; sisters; or issue of deceased brothers or sisters other than those named in this petition.
8. Baker does not know of the existence of a Will and has no reason to believe that the Decedent executed testamentary documents in any form. Baker is informed and believes that the court-appointed Special Administrator, Bremer Trust, National Association, has conducted an exhaustive search for any testamentary documents of Decedent and has found none.
9. Bremer Trust, National Association, was appointed as the Special Administrator of the Estate by the Court on April 27, 2016 because no Personal Representative had been appointed in Minnesota or elsewhere.
10. Venue for this proceeding is in Carver County, State of Minnesota, because the Decedent was domiciled in this county at the time of death and was the owner of property located in Carver County, in addition to other property he owned in the State of Minnesota.
11. Demands for notice have been made. Notice will be provided as required by law.
12. Baker estimates the Decedent's assets and indebtedness are correctly documented in Petitioner Tyka Nelson's Petition for Formal Adjudication of Intestacy, Determination of Heirs and Appointment of Personal Representative as Exhibit B, filed in the underlying proceeding on December 6, 2016. Baker understands that investigation into the Decedent's assets and indebtedness remain ongoing.

13. Baker and his counsel, directly alongside Petitioner Tyka Nelson and other members of the family and their counsel, have conducted an exhaustive and comprehensive two month search process for a Personal Representative to replace Bremer Trust. Over a dozen national financial institutions have been vetted, several rounds of in-person interviews have been conducted and each institution's qualifications, staffing levels and plans for administering this Estate surveyed in exhaustive detail. Hundreds of pages of written proposals from the various institutions have been received, reviewed and analyzed by counsel, with additional follow up questions and responses prepared by counsel and answered by the various institutions.

14. Based on that process, Baker seeks the appointment of Comerica Bank & Trust N.A. ("Comerica") as Personal Representative. However, Baker has no objection to Fiduciary Trust Company International ("Fiduciary Trust") serving as the successor to Bremer Trust. The formal proposals of Comerica and Fiduciary Trust are attached to the Affidavit of Robert Barton in support of Petitioner Tyka Nelson's Petition for Formal Adjudication of Intestacy, Determination of Heirs and Appointment of Personal Representative, filed under seal in the underlying proceeding on December 6, 2016. Comerica is a national trust company, exceptionally well-qualified, and has a rapport with the family and will excel at the job of Personal Representative. Comerica is willing and ready to accept the appointment.

15. Baker also seeks to appoint Anthony Jones, also known as Van Jones ("Van Jones") as co-Personal Representative for the Estate. Van Jones is exceptionally well-qualified and has an excellent rapport with the Heirs, including Baker. Van Jones furthermore had a personal relationship with the Decedent, has deep contacts in the music industry, and has an understanding of national media. If appointed, Van Jones will withdraw as counsel for Baker, and Baker will waive any conflicts.

16. Baker acknowledges the concerns related to the appointment of L. Londell McMillan (“McMillan”) as a co-Personal Representative and has some of his own concerns. In particular, Baker is concerned about McMillan’s current contractual and personal relationship with Sharon Nelson, Norrine Nelson and John Nelson, as well as some aspects of his role as Advisor to the Estate. As such, Baker currently objects to his appointment. Baker would request that prior to ruling on his suitability as co-Personal Representative, McMillan provide full disclosure of his contractual relationship with any heir and provide full disclosure of his efforts as an Advisor to the Estate. In addition, to the extent that McMillan is considered as a co-Personal Representative, Baker requests the Court place procedures in place to assure that his role is not impacted by any conflicts. That being said, assuming the proper disclosure and procedure, Baker does not foreclose accepting McMillan as a co-Personal Representative.

WHEREFORE, the undersigned requests the Court:

1. Finding that the Decedent is dead;
2. Finding that venue is proper;
3. Finding that the proceeding was commenced within the time limitations prescribed by the laws of Minnesota;
4. Determining the Decedent’s domicile at death;
5. Determining the Decedent’s heirs;
6. Determining the Decedent’s state of testacy;
7. Determining that Comerica and Van Jones are entitled to appointment as personal representatives under the laws of Minnesota;

8. Appointing Comerica and Van Jones as co-personal representatives of the estate of the Decedent with no bond, in an unsupervised administration;

9. Authorizing issuance of letters of general administration to Comerica and Van Jones upon qualification and acceptance; and

10. Granting such other and further relief as may be proper.

Under penalties for perjury, the undersigned declares and affirms that the undersigned has read this document and knows or believes its representations are true and complete.

Dated: December __, 2016

Omarr Baker

COZEN O'CONNOR

By /s/Thomas P. Kane
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ATTORNEYS FOR OMARR BAKER

EXHIBIT B

From: <Edward.Diaz@hklaw.com>
Date: December 16, 2016 at 9:17:04 AM CST
To: <rsayers@hansendordell.com>, <Robert.Barton@hklaw.com>, <vivian.thoreen@hklaw.com>, <Stacie.Nelson@hklaw.com>, <ssilton@cozen.com>, <TKane@cozen.com>, <fkwheaton@gmail.com>, <justin@b2lawyers.com>, <arohne@hansendordell.com>, <ndahl@hansendordell.com>, <Christopher.Boyett@hklaw.com>
Cc: <Edward.Diaz@hklaw.com>
Subject: RE: Personal representative proposal

Randy, thank you for the e-mail. We will discuss with our client and get back to you.

Eddie

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 Partner
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From: Randall Sayers [<mailto:rsayers@hansendordell.com>]
Sent: Friday, December 16, 2016 9:35 AM
To: Barton, Robert (LAX - X52503) <Robert.Barton@hklaw.com>; Diaz, Edward (MIA - X27709) <Edward.Diaz@hklaw.com>; Thoreen, Vivian L (LAX - X52482) <vivian.thoreen@hklaw.com>; Nelson, Stacie P (SFR - X56936) <Stacie.Nelson@hklaw.com>; ssilton@cozen.com; TKane@cozen.com; fkwheaton@gmail.com; justin@b2lawyers.com; Adam Rohne <arohne@hansendordell.com>; Nathaniel Dahl <ndahl@hansendordell.com>
Subject: Personal representative proposal

All,

My clients have asked me to make a proposal to address the objections to the personal representatives nominated thus far. Sharon, Norrine and John believe that it is extremely important to have one or more individual personal representatives serve with Comerica in order to ensure good communications and transparency. They also believe that if the heirs do not unanimously agree on the personal representative selections, the Court may appoint Comerica as the sole personal representative. To be clear, they fully support Comerica, but believe that it is inherently more difficult for any corporate fiduciary to be completely transparent than it would be for individuals.

They therefore propose that Sharon and one other heir from among Tyka, Omarr and Alfred serve as co-personal representatives with Comerica. Sharon would be happy to serve as co-personal representative with any of the three.

Sharon, Norrine and John hope that all of the other heirs can come together on this proposal. If not, then the Court will have to decide on the petitions which have been filed.

I look forward to your comments. Perhaps we can discuss this on our conference call on Monday morning.

Randy

EXHIBIT C

From: Silton, Steve
Sent: Wednesday, December 28, 2016 7:52 AM
To: Randall Sayers <rsayers@hansendordell.com>
Cc: Van Jones (vanjones68@magiclabsmedia.com) <vanjones68@magiclabsmedia.com>; Van Jones <vanjones68@dreamcorps.us>
Subject: RE: Follow up on call

Randy,

Any further thoughts on these proposals? Would your client have any interest in some type of mediated discussion regarding these issues? I am not implying the existence of a dispute per se, but do see the need to continue to facilitate open communications. At one point I suggested using Tom Hubler as a family facilitator. There are going to be ongoing issues that the parties are going to need to work through, and setting up a process on which to work through them would be helpful.

I am around all day to discuss.

Truly,

Steve

From: Randall Sayers [<mailto:rsayers@hansendordell.com>]
Sent: Monday, December 19, 2016 10:31 AM
To: Silton, Steve <SSilton@cozen.com>
Subject: RE: Follow up on call

Steve,

I will pass your proposal on to my client.

I did not mean to suggest that I was opposed to an LLC because it would necessarily require unanimous approval of any action. On the contrary, I believe the heirs should be able to act in most cases by majority vote, with each heir having one vote. My primary reason for objecting to the LLC is that I believe it will make decision making more complicated, rather than simpler. Again, that's why we want one or more individuals.

Randy

From: Silton, Steve [<mailto:SSilton@cozen.com>]
Sent: Monday, December 19, 2016 10:15 AM
To: Van Jones (vanjones68@magiclabsmedia.com); Kolodny, Jeffrey; Van Jones; Randall Sayers
Subject: Follow up on call

Randy:

This is a follow up on our our call. As I stated, any solution that leaves any of the heirs out of the Estate management process is going to lead to short term and long consternation by the individual(s) left out of the process. In light of that, I think we should continue to search for a solution that provides each of the heirs a voice in the process. To that end, I would propose one of the following solutions.

First, we look for a "unification candidate." I discussed and would recommend current Viking COO Kevin Warren. Kevin has had an illustrative career in sports and entertainment, including as a partner at Greenberg Traurig, the Lions, Rams, and now the Vikings-where he is the highest ranking African-American in the NFL. Kevin has a unique background and skill set that I believe makes him capable of handling the legal and business issues of the Estate while working with the family and meaningfully engaging them in the process. I have spoke to Kevin and he is willing to serve. I would be happy to discuss this further.

second, defaulting back to a family corporation. In light of your expressed concerns (specifically, that any decision would need to be unanimous and as such, will bog down decision making), I would propose a more simplified system. We could set up an LLC that had two voting classes of shares, the maternal and paternal heirs. While both classes of shares would need to approve all decisions, only 2/3 of each class would be required to have that class vote yes. This would essentially require a supermajority approval, though limit individual lobbying among the group. It would also provided parity for all heirs, and allow each of the heirs to participate in management as they see appropriate. It would also provide a layer of protection from criticism for decisions.

Finally, to be clear, Omarr would be willing serve with Sharon as individual PR, though is reluctant to do anything that is not supported by all (or essentially all) of the heirs.

I am out of town, but available on my mobile number.

Truly,

Steve

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EXHIBIT D

From: Silton, Steve
Sent: Friday, December 30, 2016 8:48 AM
To: Randall Sayers <rsayers@hansendordell.com>
Subject: Re: How about a meeting tomorrow at 9:30? My office?

Randy,

How about ongoing discussions on billing protocol, other co-PR options, etc.? Do you just not want to have breakfast with me? I think communication is crucial at this point.

Also, are your clients willing to waiver conflicts regarding Ken/Adam? I believe we will be able to continue to work with Bob Labate, but want a backup.

Truly,

Steve

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On Fri, Dec 30, 2016 at 8:20 AM -0600, "Randall Sayers" <rsayers@hansendordell.com> wrote:

Steve,

My clients do not believe it would be fruitful to continue discussions regarding the creation of an entity to act as co-PR, and they've asked me not to spend further time on the issue.

Regards,

Randy

From: Silton, Steve [<mailto:SSilton@cozen.com>]
Sent: Thursday, December 29, 2016 3:52 PM
To: Randall Sayers
Cc: Van Jones (vanjones68@magiclabsmedia.com); Van Jones
Subject: How about a meeting tomorrow at 9:30? My office?

Steve