
STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In Re: Estate of Prince Rogers Nelson,

Court File No. 10-PR-16-46

Decedent.

**LIMITED OBJECTION OF ROC
NATION LLC AND ASPIRO AB
TO THE SPECIAL
ADMINISTRATOR'S PETITION
FOR ORDER APPROVING
ACCOUNTING, DISTRIBUTION OF
ASSETS, AND DISCHARGE OF
SPECIAL ADMINISTRATOR**

Roc Nation LLC ("Roc Nation") and Aspiro AB ("TIDAL") and together with Roc Nation, the "Objectors") hereby submit this limited objection to Bremer Trust, N.A.'s (the "Special Administrator") Petition for Order Approving Accounting, Distribution of Assets, and Discharge of Special Administrator, dated December 16, 2016 (the "Petition").

1. Objectors are interested parties in the estate of Prince Rogers Nelson (the "Decedent") because the Decedent's estate (the "Estate") now purportedly holds and controls certain musical assets (the "Musical Assets") to which Objectors possess contractual and other rights. As such, Objectors are "interested persons" within the meaning of Section 524.1-201(32) of the Minnesota Probate Code.
2. Specifically, Objectors (along with WiMP Music AS ("WiMP")) control and administer certain specific distribution and digital streaming rights in connection with the Musical Assets purportedly held by the Estate. Objectors' rights stem from numerous written and oral agreements and a substantial course of dealing between the Decedent and/or his

- entities NPG Records, Inc. ("NPG Records") and NPG Music Publishing, LLC ("NPG Publishing," and together with NPG Records, the "NPG Entities"), and the Objectors.
3. Objectors submitted to the Special Administrator a statement of Objectors' interest in the Estate on May 27, 2016 (the "May 27th Letter") and, thereafter, provided a follow up letter to counsel for the Special Administrator on October 17, 2016, further advising of the rights held by Objectors and, among other things, that an agreement between Objector TIDAL (as well as WiMP), on the one hand, and the NPG Entities, on the other hand, remained in full force and effect (the "October 17th Letter"). Objectors filed a supplemental statement of claim with the Court on October 21, 2016 (the "October 21st Letter"), and subsequently filed their Statement of Unsecured Claim on November 7, 2016. Objectors then filed a Petition for Allowance of Claim and Additional Relief on November 11, 2016 (the "Objectors' Petition") seeking an Order (i) declaring that Objectors' claim asserted in the May 27th Letter, October 17th Letter and October 21st Letter is allowed; and (ii) granting Objectors limited access to information concerning the Special Administrator's business dealings regarding the Estate.
 4. The Special Administrator filed an objection to Objectors' Petition on December 5, 2016, to which Objectors replied on January 6, 2017. In between those filings, on December 8, 2016, the Court held an initial hearing. Objectors' Petition, along with the parties' related submissions, is currently with the Court for its consideration.
 5. According to the NPG Entities' pleading in the Federal Copyright Action (as defined below), the Special Administrator is alleged to have authorized the NPG Entities to file a federal copyright action against Objectors in the United States District Court for the

District of Minnesota (the “Federal Copyright Action”), with the operative First Amended Complaint filed on November 22, 2016 (the “Federal Copyright Complaint”). In the Federal Copyright Complaint, the Special Administrator alleges, on behalf of the NPG Entities, that Roc Nation and TIDAL violated federal statutes 17 U.S.C. § 106 and 17 U.S.C. § 501 by offering for streaming certain of the Musical Assets purportedly controlled by the Estate. As a result, the Federal Copyright Complaint seeks damages and injunctive relief pursuant to 17 U.S.C. §§ 502, 504. Roc Nation and TIDAL vigorously contest the unfounded claims set forth in the Federal Copyright Complaint, and filed their Answers thereto on January 9, 2017.


6. On December 16, 2016, the Special Administrator filed the Petition which is the subject of the Court’s January 12, 2017 hearing. In the Petition, the Special Administrator requests, among other things, that the Court “discharge Petitioner and its agents from any and all liability associated with . . . claims . . . made by . . . parties [including] Roc Nation” and “terminate its appointment as Special Administrator upon appointment of a successor Special Administrator or Personal Representative and discharge Petitioner and its agents from any and all liability associated with its administration of the Estate as Special Administrator through December 31, 2016.” Petition ¶¶ 6, 8 (the “Proposed Discharge Order”).
7. Objectors object to the Proposed Discharge Order sought by the Petition because, if granted, the Proposed Discharge Order could arguably improperly foreclose Objectors from pursuing relief to which they are entitled, namely the recoupment of costs and attorneys’ fees that may be awarded to them in connection with the Federal Copyright Action.

8. Although Objectors cannot yet seek to recoup costs and attorneys' fees from the Special Administrator, Objectors intend to eventually do so in connection with having to defend the frivolous Federal Copyright Action. The bases for Objectors' application for costs and attorneys' fees are likely to include at least 17 U.S.C. § 505, the fee-shifting provision of the Copyright Act. Objectors' application for costs and attorneys' fees in the Federal Copyright Action is likely to be based on the following:
 9. First, the Special Administrator brought suit against an improper party by at first naming only Roc Nation as a defendant in the Federal Copyright Action. Specifically, despite the lack of merit in the lawsuit, counsel for Objectors requested that the Special Administrator substitute TIDAL for Roc Nation as the defendant in the Federal Copyright Action because TIDAL – and not Roc Nation – was the party responsible for digitally streaming the Musical Assets which were the subject of the Federal Copyright Action and, therefore, is the only party that could possibly be liable for the copyright infringement alleged in the Federal Copyright Complaint. In response, the Special Administrator amended its complaint to add TIDAL as a defendant on November 22, 2016, but did not withdraw its initial complaint against Roc Nation.
 10. Second, despite being on notice of Objectors' rights in the Musical Assets of the Estate, the Special Administrator filed the Federal Copyright Action prematurely before having the opportunity to examine all of the documents and correspondence supporting Objectors' claim, all of which make clear that Objectors are not liable for the claims asserted in the Federal Copyright Action and that TIDAL has been properly offering certain of the Musical Assets for digital streaming.

11. Third, as discussed in Objectors' Reply Brief to the Special Administrator's Objections to the Petition for Allowance of Claim and Request for Additional Relief, the Special Administrator purported to authorize the NPG Entities' action against Objectors in the Federal Copyright Action while concurrently disclaiming any liability that the NPG Entities may have to Objectors in connection with Objectors' Petition. An award of costs and attorneys' fees in the Federal Copyright Action will be appropriate to the extent the Special Administrator does not have standing to control the NPG Entities and, accordingly, authorize the filing of the Federal Copyright Complaint.
12. While the merits of Objectors' forthcoming application for costs and attorneys' fees are not before this Court, Objectors bring this limited Objection to the Petition for purposes of preserving Objectors' ability to enforce any award of costs and attorneys' fees against the Estate and/or the current Special Administrator should one be awarded to them in the Federal Copyright Action. If the Court were to grant the relief sought in the Petition – and absolve the Special Administrator of all liability attaching to its tenure as Special Administrator of the Estate – then Objectors may be prematurely and improperly foreclosed from enforcing any award for costs and attorneys' fees they may obtain in the Federal Copyright Action as against the Estate and/or the current Special Administrator.
13. Except as expressly set forth herein, Objectors do not object to or take a position on any other portion of the Petition.

14. Accordingly, Objectors Roc Nation and Aspiro request that the Court deny the Proposed Discharge Order only insofar as set forth in this limited objection.

Dated: January 11, 2017



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