

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In Re:

**NOTICE OF APPEAL TO
COURT OF APPEALS**

Estate of Prince Rogers Nelson,
Decedent.

District Court Case No.: 10-PR-16-46

Dates of Orders: April 5, 2017, May 15, 2017

To: Clerk of Appellate Courts
305 Minnesota Judicial Center
25 Rev. Dr. Martin Luther King Jr. Blvd.
Saint Paul, MN 55155

PLEASE TAKE NOTICE that Cozen O'Connor, Frank K. Wheaton, and Justin A. Bruntjen hereby appeal to the Court of Appeals of the State of Minnesota from the Orders of the District Court filed on April 5, 2017 and May 15, 2017, denying in part Omarr Baker and Alfred Jackson's request for attorneys' fees.

Name, address, and telephone number for attorneys of related parties:

Attorneys for Omarr Baker and Tyka Nelson:

Steven H. Silton (#260769)
Thomas P. Kane (#53491)
Cozen O'Connor
33 South Sixth Street, 38th Floor
Minneapolis, MN 55402
Telephone: (612) 260-9000
ssilton@cozen.com
tkane@cozen.com

Attorneys for Alfred Jackson:

Justin A. Bruntjen (#392657)
Nicholas Granath (#0198729)
2915 Wayzata Boulevard
Minneapolis, MN 55405
Telephone: (612) 242-6313
Justin@b2lawyers.com

Attorneys for Norrine Nelson, Sharon Nelson, and John R. Nelson:

Randall W. Sayers (#130746)
 Nathaniel A. Dahl (#390096)
 Hansen, Dordell, Bradt, Odlaug & Bradt, PLLP
 3900 Northwoods Drive, Suite 250
 St. Paul, MN 55112
 Telephone: (651) 482-8900
 rsayers@hansendordell.com
 ndahl@hansendordell.com

Attorneys for Comerica Bank & Trust, N.A., Personal Representative to the Estate:

Mark W. Greiner (#0226270)
 Joseph J. Cassioppi (#0388238)
 Fredrikson & Byron
 200 South Sixth Street, Suite 4000
 Minneapolis, MN 55402
 Telephone: (612) 492-7000
 mgreiner@fredlaw.com
 jcassioppi@fredlaw.com

Dated: June 5, 2017

COZEN O'CONNOR

By /s/ Thomas P. Kane
 Steven H. Silton (#260769)
 Thomas P. Kane (#53491)
 33 South Sixth Street, 38th Floor
 Minneapolis, MN 55402
 Telephone: (612) 260-9000
 ssilton@cozen.com
 tkane@cozen.com

BRUNTJEN & BRODIN LEGAL

By /s/ Justin A. Bruntjen
 Justin A. Bruntjen (#392657)
 2915 Wayzata Boulevard
 Minneapolis, MN 55405
 Justin@b2lawyers.com

FRANK K. WHEATON

By /s/ Frank K. Wheaton
 Frank K. Wheaton (*pro hac vice* to be filed)
 201 Illinois Street – Suite 1600
 Indianapolis, IN 46204
 Telephone: (317) 610-3455
 fkwheaton@gmail.com

STATE OF MINNESOTA
COUNTY OF CARVER

FILED
APR 05 2017
CARVER COUNTY COURTS

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

Court File No. 10-PR-16-46

In the Matter of:

Estate of Prince Rogers Nelson,

Decedent,

**SECOND ORDER & MEMORANDUM
APPROVING PAYMENT OF
ATTORNEYS' FEES AND COSTS**

Before the Court are the motions by the law firm of Holland & Knight, Cozen O'Connor and attorneys for Alfred Jackson to approve the payment of fees and costs for services that benefited the Estate of Prince Rogers Nelson from the assets of the Estate. Based upon the motions and the supporting materials submitted, the Court grants the motions in part and approves the payment of fees as set forth herein in accordance with Minnesota Statutes Section 524.3-720.

IT IS HEREBY ORDERED THAT:


1. Holland & Knight's motion for the payment of fees and costs through February 28, 2017 is GRANTED in part. The Estate shall pay Holland & Knight \$160,471.50 in attorney fees and costs as set forth in the attached account detail, Addendum A.
2. Omarr Baker's motion for the payment of fees and costs through January 31, 2017 is GRANTED in part. The Estate shall pay Cozen O'Connor \$159,240.75 in attorney fees and costs as set forth in the attached account detail, Addendum B.
3. Alfred Jackson's Attorneys' for motion for the payment of fees and costs through January 31, 2017 is GRANTED in part. The Estate shall pay Alfred Jackson's Attorney Justin Bruntjen \$54,926.25 in attorney fees and costs as set forth in the attached account detail, Addendum C.

4. The Court reserves the issue of attorney's fees due Alfred Jackson's former attorney, Frank Wheaton. Mr. Wheaton shall submit his motion for and affidavit of attorney's fees up through his discharge date by April 21, 2017. If any part of the submissions are filed under seal, Mr. Wheaton shall comply with the Court's prior orders with respect to such filings. Any objections to Mr. Wheaton's motion shall be filed by April 28, 2017, and the Court shall take the matter under advisement as of that date. If not submitted by April 21, 2017, Mr. Wheaton's claim for reimbursement for attorney's fees from the Estate shall be considered to have been waived.

5. This Order shall be filed as a public document. The attached addendums, however, shall be filed separately UNDER SEAL pending further order of the Court, and may be released only to the attorney or law firm to whom they apply and the Personal Representative and its counsel.

IT IS SO ORDERED.

Dated: April 5, 2017

BY THE COURT:


The Honorable Kevin W. Eide
District Court Judge

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.

MEMORANDUM

When, and to the extent that, the services of an attorney for any interested person contribute to the benefit of the estate, as such, as distinguished from the personal benefit of such person, such 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 (2016). In determining what attorney fees are fair and reasonable, the court must consider:

- (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 (2016).

In considering the requests for attorney fees, the Court has reviewed each firms' detailed invoices and approved only those fees and expenses which the Court deems to have contributed to the Estate as a whole, and not solely benefited any particular heir. Specifically, the Court has allowed fees for review of the long-form entertainment deals where counsel's ongoing involvement was court-ordered and clearly benefited the Estate. The Court has disallowed those fees associated with challenges to the Advisor Agreement, short-form entertainment deals recommended by the advisors, fees relating to proposed deals not included in the Court's Order filed October 6, 2016, and fees relating to Roc Nation litigation which the Court deems duplicative of the Special Administrator's and Personal Representative's efforts. Other fees, including fees relating to challenges to protocols, challenges to the Special Administrator's authority to initiate or continue litigation on behalf of the Estate, changes in representation, consultant fees directly benefiting heirs but not the Estate, and other matters not brought collectively by all non-excluded heirs, have been also denied.

I. With regard to the fee submissions by Holland & Knight:

The Court approves \$97,092.50 for attorney fees incurred in connection with the entertainment deals. These fees are identified on the attached invoices with a letter "E" to the left of the corresponding line item.

The Court approves \$59,039.00 for attorney fees incurred in connection with finding a successor Personal Representative. These fees are identified on the attached invoices with the letters "PR" to the left of the corresponding line item.

The Court approves \$4,340.00 for attorney fees incurred in connection with the Prince Act. These fees are identified on the attached invoices with the letters "PA" to the left of the corresponding line item.

The total of all fees approved for payment by the Estate to Holland & Knight through February 28, 2017 is \$160,471.50. Holland & Knight's invoices are attached hereto as Addendum A and shall be filed under seal. Each approved fee is identified by an "A" to the right of the approved amount.

The categorical designations of the expenses as referred to above were provided by Holland & Knight, consistent with the summaries contained within their supporting memoranda. In limited instances, the Court has re-designated approved expenses as it deemed appropriate.

II. With regard to the fee submissions by Cozen O'Connor:

The Court approves \$8,080.00 for attorney fees incurred in connection with the Paisley Park Museum.

The Court approves \$37,358.50 for attorney fees incurred in connection with Heirship Determination.

The Court approves \$27,373.00 for attorney fees incurred in connection with Entertainment and Court Ordered Agreements.

The Court approves \$83,804.25 for attorney fees incurred in connection with the selection of the Personal Representative.

The Court approves \$2,625.00 for attorney fees incurred in connection with the Tribute.

The total of all fees approved for payment by the Estate to Cozen O'Connor is \$159,240.75. Cozen O'Connor's invoices from June 22, 2016 through November 30, 2016 were filed with the Court on February 9, 2017. Cozen O'Connor's invoices from December 1, 2016 through January 31, 2017 were filed with the Court on March 3, 2017. Both sets of invoices are attached collectively hereto as Addendum B, along with the Court's summary of approved expenses and shall be filed under seal. Each approved fee is identified by a letter to the left of the approved item, with "PP" denoting approved Paisley Park fees; "H" denoting approved Heirship fees; "E" denoting approved Entertainment fees; "PR" denoting approved Personal Representative fees; and "T" denoting approved Tribute fees.

III. With regard to the fee submissions by attorneys for Alfred Jackson:

Attorneys Frank Wheaton and Justin Bruntjen initially moved the Court for approval of payment of attorneys' fees that benefitted the Estate in documents filed March 7, 2017. On March 20, 2017, Mr. Bruntjen withdrew that motion and subsequently filed a substitute motion with related documents on March 23, 2017. The substituted documents do not include requests for payment of attorney fees on behalf of Mr. Wheaton, who was apparently discharged on March 17, 2017. The Court notes that Mr. Wheaton is listed on the originally submitted billing statements, however any work done by Mr. Wheaton was omitted from the substituted billing statements. The Court also notes that the originally submitted billing statements were all redacted (even those identified as "un-redacted"), therefore even if the Court wanted to review the work claimed for payment by Mr. Wheaton, it would be unable to do so with the record presented. As a result, the following applies to work performed by Mr. Bruntjen only, and the Court will reserve any claims for attorney fees on behalf of Mr. Wheaton.

The Court approves \$8,342.00 for attorney fees incurred specifically in connection with Paisley Park.

The Court approves \$20,952.00 for attorney fees incurred specifically in connection with Entertainment Agreements.

The Court approves \$16,005.00 for attorney fees incurred in connection with the selection of the Personal Representative.

The Court approves \$9,627.25 for attorney fees incurred specifically in connection with the Tribute.

The total of all fees approved for payment by the Estate to Justin Bruntjen is \$54,926.25. Justin Bruntjen's invoices are attached hereto as Addendum C and shall be filed under seal. Each approved fee is identified by a letter to the left of the approved item, with "PP" denoting approved Paisley Park fees; "H" denoting approved Heirship fees; "E" denoting approved Entertainment fees; "PR" denoting approved Personal Representative fees; and "T" denoting approved Tribute fees. With respect to the Tribute fees only, the Court acknowledges Mr. Bruntjen made significant efforts to make the tribute happen. His billing statements, however, list numerous items as only "call with tribute consultant." The Court is unable to ascertain the extent to which those calls can be deemed in furtherance of the interests of the Estate or negotiations for consulting fees on behalf of Mr. Bruntjen's client, and the approved fees have therefore been halved in this Order.

K.W.E.

STATE OF MINNESOTA
COUNTY OF CARVER

FILED
MAY 15 2017
CARVER COUNTY COURTS

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

Court File No. 10-PR-16-46

In the Matter of:

Estate of Prince Rogers Nelson,
Decedent,

**THIRD ORDER & MEMORANDUM
APPROVING PAYMENT OF
ATTORNEYS' FEES AND COSTS**

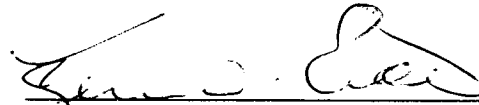
Before the Court is the motion of Frank Wheaton, former attorney for Alfred Jackson, to approve the payment of fees and costs for services that benefited the Estate of Prince Rogers Nelson from the assets of the Estate. Based upon the motion and the supporting materials submitted, the Court grants the motion in part and approves the payment of fees as set forth herein in accordance with Minnesota Statutes Section 524.3-720.

IT IS HEREBY ORDERED THAT:

1. Mr. Wheaton's for motion for the payment of fees and costs through January 31, 2017 is GRANTED in part. The Estate shall pay Alfred Jackson's Attorney, Frank Wheaton, \$188,820.00 in attorney fees and costs as set forth in the attached account detail, Addendum A.
2. This Order shall be filed as a public document. The attached addendum, however, shall be filed separately UNDER SEAL pending further order of the Court, and may be released only to Mr. Wheaton, the Personal Representative and its counsel.

BY THE COURT:

Dated: May 5, 2017



The Honorable Kevin W. Eide
District Court Judge

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.

MEMORANDUM

When, and to the extent that, the services of an attorney for any interested person contribute to the benefit of the estate, as such, as distinguished from the personal benefit of such person, such 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 (2016). In determining what attorney fees are fair and reasonable, the court must consider:

- (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 (2016).

In considering the requests for attorney fees, the Court has reviewed the detailed invoices and approved only those fees and expenses which the Court deems to have contributed to the Estate as a whole, and not solely benefited any particular heir. Specifically, the Court has allowed fees for review of the long-form entertainment deals where counsel's ongoing involvement was court-ordered and clearly benefited the Estate. The Court has disallowed those fees associated with challenges to the Advisor Agreement, short-form entertainment deals recommended by the advisors, fees relating to proposed deals not included in the Court's Order filed October 6, 2016, and fees relating to Roc Nation litigation which the Court deems duplicative of the Special Administrator's and Personal Representative's efforts. Other fees, including fees relating to challenges to protocols, challenges to the Special Administrator's authority to initiate or continue litigation on behalf of the Estate, changes in representation, consultant fees directly benefiting heirs but not the Estate, and other matters not brought collectively by all non-excluded heirs, have been also denied.

I. With regard to the fee submissions by Frank Wheaton, attorney for Alfred Jackson:

Mr. Wheaton's submitted invoices include billings for his services by Attorney Justin Bruntjen covering the same time period as those submitted by Mr. Wheaton directly. The accuracy of the

Bruntjen invoices and the extent to which they overlap the Wheaton invoices is questionable. For example, on October 4, 2016, combining the two sets of invoices indicates Mr. Wheaton worked 27 hours that day. As a result, the Court has considered only those invoices submitted as having been issued by Mr. Wheaton himself.

The Court approves \$9,396.00 for attorney fees incurred specifically in connection with Paisley Park.

The Court approves \$26,820.00 for attorney fees incurred specifically in connection with Entertainment Agreements.

The Court approves \$32,940.00 for attorney fees incurred in connection with the selection of the Personal Representative.

The Court approves \$119,664.00 for attorney fees incurred specifically in connection with the Tribute.

The total of all fees approved for payment by the Estate to Frank Wheaton is \$188,820.00. Mr. Wheaton's invoices are attached hereto as Addendum A and shall be filed under seal. Each approved fee is identified by a letter to the left of the approved item, with "PP" denoting approved Paisley Park fees; "E" denoting approved Entertainment fees; "PR" denoting approved Personal Representative fees; and "T" denoting approved Tribute fees.

K.W.E.