

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.

**DECLARATION OF MARK W. GREINER
REGARDING ATTORNEYS' FEES
FROM OCTOBER 2018 THROUGH
JANUARY 2019****[REDACTED]**

I, Mark W. Greiner, declare and state as follows:

1. I am a shareholder at Fredrikson & Byron P.A. ("Fredrikson"), counsel for Comerica Bank & Trust, N.A. ("Comerica"), the Personal Representative of the Estate (the "Estate") of Prince Rogers Nelson (the "Decedent"). I am the lead attorney representing Comerica in connection with the Estate.

2. I have been practicing in the area of tax, trust, and estate planning for over 25 years and am a fellow of the American College of Trust and Estate Counsel. I also serve as the Chair of the Trusts & Estates Group at Fredrikson.

3. For the time period of October 2018 through January 2019, Fredrikson's legal services have focused on five primary areas: Estate Administration, Litigation, Entertainment, Real Estate, and Intellectual Property Monitoring and Protection.

4. With respect to Estate Administration, Fredrikson has focused on: supervising and coordinating the overall administration of the Estate and its assets; coordinating [REDACTED]

[REDACTED]

[REDACTED]

██████████; meeting and coordinating with accountants regarding various tax and accounting matters for the Estate and its businesses and advising on certain tax-related issues; communicating with heirs' counsel and advisors, mediators, and the Court regarding estate administration and transactions, including responding to inquiries and challenges to matters pertaining to estate administration and transactions involving Estate assets and productions; reviewing and advising on engagement agreements for other advisors, consultants, and service providers to the Estate; working with various parties regarding confidentiality and non-disclosure agreements; coordinating organization of and access to various Estate documents; assisting Comerica in responding to information requests from the Heirs and their advisors, including preparation of cash flow statements and financial summaries; advising Comerica regarding general estate administration; cooperating with and providing requested information to the Second Special Administrator; and advising on matters related to museum operations and other exhibits or events utilizing Estate assets.

5. With respect to Litigation, Fredrikson has represented Comerica, the Estate and its managed entities in litigation in state and federal courts in Minnesota, Oklahoma, Massachusetts, New Jersey, and California. Those litigation matters include:

- The Estate Proceeding: researching and drafting written submissions to the Court including by preparing motions for approval of settlements, to obtain instructions regarding consultant payments, and to approve an interim accounting; responding to certain objections to the interim accounting; preparing the Personal Representative's fee petition and attorneys' fee affidavit; mediating disputes with the Heirs; preparing for and participating in numerous telephonic or in-person hearings, including regarding the interim accounting, consultant payments, and attorneys' liens, and motions by the Second Special Administrator; communicating with and advising the parties and the Court regarding the status of the Estate and its assets; and communicating with purported heirs and responding to claims against the Personal Representative, the Estate or Estate-owned entities.
- Boxill Federal Litigation: litigating claims for trademark infringement, violation of the right of publicity, deceptive trade practices and declaratory judgment in the

United States District Court, District of Minnesota (including motions to confirm the arbitration award, to compel discovery from Brown & Rosen and Sidebar Legal, and for sanctions due to spoliation of evidence, analysis of additional documents produced in preparation for depositions, service of third party subpoenas).

- Kian Andrew Habib: litigating claims for copyright infringement and violation of the civil anti-bootlegging statute in the United States District Court, District of Massachusetts (including a third party subpoena to YouTube, analysis of documents produced, deposition of Defendant, and beginning work on a motion for summary judgment).
- Italian Litigation: overseeing the status of an ongoing copyright lawsuit and the judgment entered against the Estate in Italian court.
- Domain Capital: litigating claim for cybersquatting against owner of domain name prince.com in the United States District Court, District of New Jersey (including settlement negotiations, drafting settlement agreement and motion to approve settlement).
- Eye Records: litigating claims for copyright infringement, trademark infringement, trademark dilution and violation of the right of publicity against Defendants involved in Eye Records international bootlegging scheme (including moving for permission to serve third party subpoenas, filing amended complaint adding a new party, and negotiating and drafting settlement agreement with Defendant van Ryckeghem).

6. With respect to Entertainment matters, Fredrikson and Boyarski Fritz LLP—which serves as lead outside entertainment counsel for the Estate—have: provided advice and monitoring services related to the Estate’s existing entertainment deals; worked with the Estate’s entertainment partners to implement and manage existing entertainment deals; negotiated and advised Comerica related to streaming, publishing, theatrical, master recording, visual rights; negotiated and advised Comerica related to licenses in connection with name, image, and likeness rights; advised the Estate with respect to pre-existing agreements between Prince and his managed entities and artists, producers, and writers; evaluated licensing requests; advised Comerica on ongoing litigation, including the Boxill litigation and other claims; provided

information about prospective entertainment deals to the Heirs; and provided general counsel services related to all of the Estate's current and potential entertainment assets.

7. For Real Estate matters, Fredrikson: provided consultation in connection with offers received and other sale issues related to the Turks & Caicos property; and provided consultation in connection with [REDACTED]; analyzed and advised regarding survey, zoning, and other issues.

8. With respect to Intellectual Property Monitoring and Protection, Fredrikson focused on: managing the existing international trademark portfolio, including extensive coordination with local counsel; monitoring watch notices regarding potentially infringing new trademark applications filed with the U.S. Patent and Trademark Office; working with Comerica to oversee Mark Monitor's services related to monitoring and enforcement against online trademark infringement and copyright policy; reviewing potentially infringing merchandise, websites, and other material, and advising regarding responses; assisting with domain name matters; preparing coexistence agreements; sending cease and desist letters to parties infringing rights held by the estate; working with existing licensees to manage consistent trademark use and sub-licensing opportunities in accordance with the Estate's agreements; managing further third-party licensing activities; and providing recommendations to Comerica regarding and continuing the process of filing trademark applications worldwide to fill gaps in protection and to protect future licensing opportunities.

9. For efficiency, clarity, tracking purposes, and to ensure that fees and costs are properly allocated to the appropriate payer for tax purposes (e.g., the Estate or one of its managed entities), Fredrikson has separated the legal services it has provided for the benefit of the Estate into separate matters, including based on the type of service provided.

10. Attached hereto as Exhibit A are the Fredrikson invoices for services rendered from October 1, 2018 through October 31, 2018. The fee total is \$261,337.00 and the costs total is \$65,927.68.

11. Attached hereto as Exhibit B are the Fredrikson invoices for services rendered from November 1, 2018 through November 30, 2018. The fee total is \$223,164, and the costs total is \$22,198.87.

12. Attached hereto as Exhibit C are the Fredrikson invoices for services rendered from December 1, 2018 through December 31, 2018. The fee total is \$144,803.00, and the costs total is \$47,214.59.

13. Attached hereto as Exhibit D are the Fredrikson invoices for services rendered from January 1, 2019 through January 31, 2019. The fee total is \$238,679.50, and the costs total is \$23,464.48.

14. In our roles as lead attorneys for Comerica, Karen Steinert and I personally review every invoice each month before submitting the invoice to Comerica. We also have the attorneys managing each particular matter review all timekeeper entries on the matter before the invoice is submitted to Comerica. If we believe that an inordinate amount of time was spent on a particular task or some other factor exists that does not justify charging the Estate for particular services performed by a Fredrikson time-keeper, we “write-off” or reduce the time entry prior to invoicing Comerica. Based on this internal review of each invoice, I affirm that all work for which we billed on every invoice was performed for the benefit of the Estate, was necessary for the administration of the Estate, or maintenance or protection of Estate assets, and that the fees and costs charged to Comerica are reasonable based on the time and complexity involved and the results obtained.

15. Every year Fredrikson analyzes attorneys' fees charged by similar firms in Minnesota and the upper-Midwest and adjusts its attorneys' fees accordingly. In addition to market factors, in setting the hourly rate of each individual timekeeper at Fredrikson, the firm takes into account each individual's experience and expertise.

16. The hourly rates charged by Fredrikson in this matter are our standard local hourly rates. No premium or national rate adjustments have been made in connection with any matter relating to the Estate.

17. Besides Fredrikson, Comerica has also retained other outside law firms to represent the Estate and other companies or professionals to provide services to the Estate in connection with legal matters. Those firms, companies, and individuals, and a summary of the services they have performed for the Estate, are as follows:

- Boyarski Fritz LLP is the Estate's lead entertainment counsel and provides services to the Estate in connection with entertainment deals and proposals, as well as other matters. Its invoices are attached as Exhibit E and total \$214,321.70.
- Feldman, Golinsky, Reedy & Ben-Zvi PLLC provides services to the estate in connection with entertainment deals and proposals. Its invoices are attached hereto as Exhibit F and total \$56,430.00.
- Lando & Anastasi provides services to the Estate in connection with intellectual property litigation in Massachusetts. Its invoice is attached hereto as Exhibit G and totals \$3,212.00.
- Walsh Pizzi O'Reilly Falanga serves as counsel for the Estate in connection with the Domain Capital litigation in New Jersey. Its invoice is attached hereto as Exhibit H and totals \$1,040.20.
- Carey Olson provided services to the Estate in the Cayman Islands in connection with the Roc Nation litigation. Its invoice is attached hereto as Exhibit I and totals \$1,160.00.
- Buchalter PC provided services to the Estate in connection with a motion to compel in California in the Boxill litigation. Its invoice is attached as Exhibit J and totals \$7,155.00.
- Von Seidels provided services to the Estate in connection with trademark filings and oppositions in South Africa. Amounts billed by Von Seidels for services rendered are incorporated into the costs and other charges billed by Fredrikson.
- Brigard & Castro provided services to the Estate in connection with trademark registration in Colombia. Amounts billed by Brigard & Castro for services rendered are incorporated into the costs and other charges billed by Fredrikson.

- CHO FN Intellectual Property provided services to the Estate in connection with trademark opposition proceedings in China. Amounts billed by CHO FN Intellectual Property for services rendered are incorporated into the costs and other charges billed by Fredrikson.
- Johansson & Langlois provided services to the Estate in connection with trademark registration in Chile. Amounts billed by Johansson & Langlois for services rendered are incorporated into the costs and other charges billed by Fredrikson.
- Lee International provided services to the Estate in connection with trademark registration in Korea. Amounts billed by Lee International for services rendered are incorporated into the costs and other charges billed by Fredrikson.
- Potter Clarkson provided services to the Estate in connection with various trademark matters in the United Kingdom and European Union. Amounts billed by Potter Clarkson for services rendered are incorporated into the costs and other charges billed by Fredrikson.
- Shelston IP provided services to the Estate in connection with trademark registration in New Zealand and Australia. Amounts billed by Shelston IP for services rendered are incorporated into the costs and other charges billed by Fredrikson.
- Shusaku Yamamoto Co. provided services to the Estate in connection with trademark matters in Japan. Amounts billed by Shusaku Yamamoto Co. for services rendered are incorporated into the costs and other charges billed by Fredrikson.
- Vivien Chan & Co provided services to the Estate in connection with trademark registration in China. Amounts billed by Vivien Chan & Co for services rendered are incorporated into the costs and other charges billed by Fredrikson.
- Bereskin & Parr provided services to the Estate in connection with trademark matters in Canada. Amounts billed by Bereskin & Parr are incorporated into the costs and other charges billed by Fredrikson.
- Banning provided services to the Estate in connection with trademark matters in the Netherlands. Amounts billed by Banning are incorporated into the costs and other charges billed by Fredrikson.
- Lee & Li provided services to the Estate in connection with trademark matters in Taiwan. Amounts billed by Lee & Li are incorporated into the costs and other charges billed by Fredrikson.
- Shearn Delamore & Co. provided services to the Estate in connection with trademark matters in Malaysia. Amounts billed by Shearn Delamore & Co. are incorporated into the costs and other charges billed by Fredrikson.
- Lysaght & Co Ltd. provided services to the Estate in connection with trademark matters in Turks & Caicos. Amounts billed by Lysaght & Co Ltd. are incorporated into the costs and other charges billed by Fredrikson.
- TAoMA Partners provided services to the Estate in connection with intellectual property matters in France. Amounts billed by TAoMA Partners are incorporated in the costs and other charges billed by Fredrikson.
- Tilleke & Gibbins Ltd. provided services to the Estate in connection with intellectual property matters in Thailand. Amounts billed by Tilleke & Gibbins Ltd. Partners are incorporated in the costs and other charges billed by Fredrikson.

- Elzaburu provided services to the Estate in connection with intellectual property matters in Spain. Amounts billed by Elzaburu are incorporated in the costs and other charges billed by Fredrikson.

The attached Exhibits E through J reflect the invoices we have received to date, but we are still waiting for final confirmation of billing through January 2019 from some of the outside law firms handling certain matters for the Estate. Any additional invoices for services through January 2019 not included herein will be included in the next fee affidavit. Similarly, due to timing issues related to the receipt and processing of invoices, some fees and costs for services provided by certain of the professionals listed above prior to October 1, 2018 were not included in the previous fee affidavit. Accordingly, they are included herein.

18. We and Comerica have reviewed the invoices submitted by the other firms retained by Comerica in connection with this matter, and similarly believe that all work set forth on every invoice was performed for the benefit of the Estate, was necessary for the administration of the Estate, or maintenance or protection of Estate assets, and that the fees and costs charged to Comerica are reasonable based on the time and complexity involved and the results obtained.

19. The legal services billed by Fredrikson and the other outside counsel retained by Comerica from October 2018 through January 2019 were not duplicative of the tasks performed by Comerica for the benefit of the Estate. Fredrikson communicates with Comerica on a daily basis to ensure the efficient administration of the Estate and the maintenance and protection of the Estate's assets.

**I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS
TRUE AND CORRECT.**

Dated: February 15, 2019

/s/ Mark W. Greiner
Mark W. Greiner

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