

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In Re:

Court File No.: 10-PR-16-46

Judge: Kevin W. Eide

Estate of Prince Rogers Nelson,

Decedent.

**AFFIDAVIT OF FRANK K WHEATON
IN SUPPORT OF HIS MOTION FOR
APPROVAL OF PAYMENT OF
ATTORNEYS' FEES FROM FEBRUARY 1,
2017 THROUGH MARCH 23, 2017**

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

I, Frank K. Wheaton, after being duly sworn, state as follows:

1. I am an attorney duly licensed to practice law before all courts in the State of Indiana. I am also permitted to appear in the United States Court of Appeals, Fifth Circuit. I was admitted to practice in this matter *pro hac vice*, and if called as a witness, I could and would competently testify to the facts as stated herein based on my own personal knowledge.

2. I am a principal owner in the Law Offices of Frank K. Wheaton, Esq., & Associates, Attorneys and Counselors at Law. I retained Justin Bruntjen as local counsel in the instant matter. Our partnership represented counsel for Alfred Jackson in entertainment matters and non-entertainment matters. I submit this affidavit in support of my motion for approval of payment of attorneys' fees and costs for the period between February 1, 2017 through March 23, 2017 from assets of the Estate.

3. I was retained by Alfred Jackson ("Jackson") on April 23, 2016 to provide legal services and counsel regarding the Estate of Prince Rogers Nelson (the "**Estate**"). I contracted with Justin Bruntjen on, or about, April 28, 2016.

4. Pursuant to an order of this Court, dated October 6, 2016, approving six "short-form deals" this Court authorized the Non-Excluded Heirs to appoint representatives to offer input and assistance to the Special Administrator and its Advisors on behalf of Jackson and the

five additional Heirs regarding negotiation of final long-form agreements.

5. Between February 1, 2017 and March 23, 2017, I spent significant time on Estate related proceedings that have benefited the Estate and not just Jackson individually. These included but were not limited to;

- Working with both the prior Special Administrator, Bremer Trust and the newly hired Personal Representative, Comerica Trust, in order to achieve the most efficient transition possible.
- Advising, analyzing and making recommendations on the Consultancy Agreement related to the [REDACTED]
- Assisting the Personal Representative with formulating arguments regarding appeals undertaken by numerous parties.
- Providing services related to Special Administrator's accounting, fees, discharge, and overall Estate administration.
- Managing and advising the Estate, its representatives and its advisors to ensure Estate assets were managed in the best interest of the Estate and all its beneficiaries;
- Working to determine the rightful heirs of the Estate and other heirship related issues. Including petitioning the Court for the final determination of heirs.
- Working to provide legal services related to researching legal issues raised within the course of the Estate Administration.
- Providing services related to entertainment deals and working with advisors from the Estate on the execution of these deals.
- Services relating to preparation for and appearances in Court and Court Calls for Estate related matters.
- Other general matters which benefitted the Estate as a whole.

6. This Court has awarded my fees in the past for work done from April 2016 through January 31, 2017. The Court granted in part and denied in part my request for attorneys' fees and ordered the Estate to pay \$188,000.00 in attorneys' fees and costs.

7. On June 5, 2017, I along with Cozen O'Connor and Justin Bruntjen appealed the Court's decision to the Minnesota Court of Appeals. After briefing and arguing, the Court of

Appeals affirmed in part, reversed in part, and remanded the decision to this Court on January 22, 2018.

8. The Court issued an order stating that by March 2, 2018, the parties shall submit any memoranda to assist the Court in supplementing its findings in connection with the decisions filed on April 5, 2017 and May 15, 2017 in response to the Minnesota Court of Appeals decision on January 22, 2018 (the “Remanded Fees Issue”). On June 5, 2018, the Court appointed Judge Richard B. Solum (Ret.) as Special Master to hear and rule on the Remanded Fees Issue.

9. On October 4, 2018, Judge Solum issued the Order on Remanded Fee Issues (the “Remanded Fees Order”) awarding me \$69,120.00 for work done from April 26, 2016 through January 31, 2017, an amount which is in addition to the Court’s earlier award. On October 4, 2018 the Court accepted and adopted Judge Solum’s Remanded Fees Order.

10. I now seek an order from the Court for fees incurred from February 1, 2017 through March 23, 2017 that were just, reasonable and commensurate with the benefit to the Estate for such services. In providing legal services sought by this Motion, I expended 158.5 hours from February 1, 2017 through March 23, 2017. Attached as Exhibit A is a true and correct copy of my time sheets for this matter from February 1, 2017 through March 23, 2017 as well as additional hours spent after I withdrew as counsel.

11. Based on my experience, and when compared with the billing rates identified in prior submissions to the Court by other lawyers who have submitted fees in this matter, my billing rates are consistent with the rates charged by Attorneys with experience and sophistication sufficient to provide legal services on complex probate and entertainment matters.

12. Throughout the period from February 1 2017 through March 23, 2017, I performed services that were necessary to insure all of the heirs were informed about and had input in Entertainment transactions related to the Estate. These services involved review, analyses, and

negotiation involving the UMG Consultancy Agreement.

13. I researched issues, prepared and commented on documents, and argued in Court issues relating to entertainment transactions. My efforts benefited the Estate by providing the Heirs and Representatives an opportunity to assist in the negotiations and created an avenue for Heirs to provide their input and positions in the deals.

14. I worked to confer with all heirs' attorneys in attempts to reach a consensus among the Heirs. Upon developing a consensus, I provided detailed redlines and comments for the various entertainment deals.

16. As a result of these efforts, the final versions of the entertainment deals were materially better for the Estate than the draft agreements initially proposed.

17. Before the beneficiaries were named legal heirs there had been numerous claims from individuals alleging to be heirs. Between February 1, 2017 and March 23, 2017, I expended a great amount of time and effort relating to the issues of heirship of the Estate.

18. I assisted in the appellate proceedings regarding heirship claims brought by Darcell Gresham Johnston, et al. (No. A16-1545), Venita Jackson Leverette (No. A16-1546), and Brianna Nelson and Minor V.N. (No. A16-2042). Although the Personal Representative briefed and argued these appeals on behalf of the Estate and the Heirs, my work with the Personal Representative insured that the Heirs were informed and had input into the direction the appeals took. Because of my work, The Minnesota Court of Appeals upheld the trial court's decisions to exclude these individuals as heirs and the Minnesota Supreme Court denied further review.

19. After six months as Special Administrator, Bremer Trust, N.A. resigned and petitioned the Court for approval of its fees, costs, and expenses. Bremer also sought to be discharged from any and all liability.

20. On October 28, 2016, the Court approved the Special Administrator's fees, but the Court recognized that the Heirs were entitled to review the fees prior to approval and voice any issues. Since the October 28 Order, I, along with other Heirs' counsel reviewed and coordinated the filing of timely objections to Bremer's request for fees and costs, when appropriate. My work benefitted the Estate in that it helped provide oversight to the prior Special Administrator as well as the current Personal Representative's fees and didn't allow a "blank check" in regards to the fees they charged to the Estate. This saved the Estate considerable amounts of money.

21. Further, my work helped the Heirs stay informed and provided them an opportunity to opine on the day to day administration of the Estate.

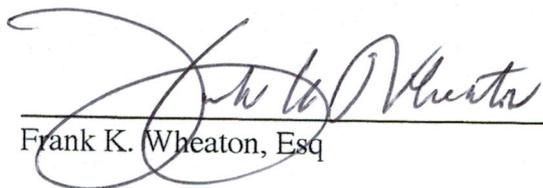
22. Over the course of this case there have been multiple situations where it was necessary for the Heirs Counsel to appear in Court or teleconferences with the Court. Without the Heirs' Counsel being present at Court or arguing on their behalf, many of the Heirs would not have had meaningful input into the direction of the Estate. Considering that the Heirs are the ones that will inherit the duty of controlling the Estate it is important for them to stay up to date and knowledgeable about the status of the legal issues involved.

23. In order to achieve this I expended a vast amount of time researching, preparing, traveling to, and arguing in Court and on the calls the Heirs' positions on legal issues.

24. Given the complexity of the litigation, the entertainment deals the Estate is negotiating, the general administration of the Estate, the heirship issues resolved, and results achieved, \$114,120.00 in fees is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services. In total, I expended 158.50 hours during this time period.

FURTHER YOUR AFFIANT SAYETH NOT.

Dated: March 28, 2019



Frank K. Wheaton, Esq

Subscribed and sworn to before
Me this _____ day of March, 2019

See below.

Notary Public

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Los Angeles
Subscribed and sworn to (or affirmed) before me on this 28th day
of March, 2019, by Frank Kahlil
Wheaton, proved to me on the basis
of satisfactory evidence to be the person(s) who appeared before me.
Signature _____ (Seal)

