

KEVIN W. EIDE  
DISTRICT COURT JUDGE

CARVER COUNTY JUSTICE CENTER  
604 EAST 4TH STREET  
CHASKA, MINNESOTA 55318



CARVER, DAKOTA, GOODHUE, LESUEUR,  
MCLEOD, SCOTT AND SIBLEY COUNTIES  
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STATE OF MINNESOTA  
FIRST JUDICIAL DISTRICT

August 16, 2017

Mr. Peter J. Gleekel  
Mr. Robert H. O'Neill, Jr.  
Larson King Law Firm  
30 E. Seventh St.  
Suite 2800  
St. Paul, MN 55101

SENT BY EMAIL

Dear Mr. Gleekel and Mr. O'Neill:

Thank you for meeting with the Court on August 14, 2017. At the conclusion of the meeting, the Court indicated an intent to "retain" your firm to act as Second Special Administrator and to investigate and report to the Court regarding certain actions of the Special Administrator and its attorneys and consultants relating to the January 31, 2017 UMG Agreement. I put the word "retain" in quotations as it would be the Estate that would have to pay your firm.

Also, at the end of the meeting we discussed the following actions that would need to take place and which I wish to confirm with you now:

1. Carver County Court Administration will provide you with a party list showing the names of parties involved in the various proceedings and their attorneys. I think this has been done.
2. Larson King will do a complete conflict analysis and advise the Court if you determine you have no conflict or you will advise the Court of actual or possible conflicts.
3. Assuming that Larson King wishes to proceed, I will ask Comerica and their representatives to discuss with you a retainer agreement or other agreement relating to your billing and the payment of your fees. Larson King will provide the Court with billings on a monthly basis for approval by the Court.
4. The Court has provided you with a proposed order regarding your appointment and the scope of your work. I have asked you for your input regarding the proposed order to determine if you would request changes. The Court would then issue an order similar to, but perhaps not identical to, the proposed order.

5. The Court would need to provide Larson King with party status such that you would be able to view documents with sealed confidentiality status so that you would be familiar with all relevant prior filings or proceedings. The Court will ask that you affirm that no confidential information shall be disseminated by Larson King other than as is necessary for Larson King to carry out its duties in the order to be issued by the Court.
6. The Court expects that Larson King will carry out its duties to the Court as a fiduciary. Stated another way, Larson King will not charge fees to Estate or pursue investigations, negotiations or litigation except in a cost effective manner to carry out the duties assigned by the Court.
7. Larson King will provide a written summary of its investigation and recommendations to the Court on a schedule to be agreed upon. Larson King will do so before initiating any litigation; however, Larson King may pursue options of a negotiated settlement with any party, subject to the Court's subsequent approval.

If I have forgotten anything, I apologize and I am not trying to exclude anything we may have talked about. I look forward to receiving your conflict analysis and your proposed revision to the proposed order. Thank you for your time and interest in this matter.

I have reviewed your letter today regarding the mediation work Judge Van de North did in a related matter, however, I see no conflict due to that reason. I will inform the Personal Representative and heirs' counsel regarding the disclosure. I would ask that your firm establish an internal protocol to avoid Judge Van de North disclosing anything to you regarding the mediation as an additional safety mechanism.

BY THE COURT



Kevin W. Eide