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September 1, 2017

Via Electronic Mail
Via Court E-Filing System

The Honorable Kevin W. Eide
District Court
State of Minnesota, County of Carver
First Judicial District, Probate Division
604 East 4th Street
Chaska, MN 55318

Re: *In re Estate of Prince Rogers Nelson, Court File No. 10-PR-16-46*

Dear Judge Eide:

We write on behalf of Project Panther Ltd. ("Project Panther"), Aspiro AB ("Aspiro" or "TIDAL") and WiMP Music AS ("WiMP" and together with TIDAL and Project Panther, the "TIDAL Parties"), as well as with Roc Nation LLC ("Roc Nation"), and in response to the recent letters of Comerica Bank & Trust N.A. (the "Personal Representative") filed on August 30, 2017 (the "Initial Letter") and August 31, 2017 (the "Second Letter"). In its submissions, the Personal Representative grossly distorted the progress of discovery in this matter and made blatant misrepresentations to the Court in the Initial Letter regarding the record that it then attempted to cure through the Second Letter – albeit without specifying any reason for the subsequent filing or expressly acknowledging its earlier misrepresentations to the Court. As more fully set forth below, the Personal Representative's application should be denied and the relief requested herein granted.

Prior to addressing the lack of merit in the Personal Representative's position on the TIDAL Parties' document production, the patent falsehoods in the Initial Letter must be addressed – a backdrop against which the Personal Representative's discovery complaints ring particularly hollow. First, the Personal Representative falsely maintained in the Initial Letter that the TIDAL Parties commenced the instant action by way of a Petition dated November 11, 2016 that made no mention of the core document at issue in this matter, the Artist Equity Term Sheet dated July 19, 2015 (the "Equity Term Sheet"). As this Court already has held by Order dated January 31, 2017, the TIDAL Parties and Roc Nation stated a valid claim against the estate by submission of a letter dated May 27, 2016 to Bremer Trust N.A. (the "Former Special Administrator"), as thereafter specified by a supplemental statement of claim and official Statement of Unsecured Claim, filed with the Court on October 21, 2016 and November 7, 2016, respectively. Each of these documents referred generally to the fact that the claims asserted against the estate were a product of contract.

Thereafter, the TIDAL Parties and Roc Nation filed a Petition for Allowance of Claim and Additional Relief, on November 11, 2016, which made express and repeated reference to the Equity

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Term Sheet (the “November 11 Petition”).¹ Specifically, and for example, the November 11 Petition states that: (i) “Petitioners and Decedent (and his respective licensing entities) entered into an Equity Term Sheet...setting forth preliminary terms governing the relationship between the relevant parties” (November 11 Petition at ¶ 23); (ii) “[p]ursuant to the Equity Term Sheet, Decedent committed to granting TIDAL worldwide digital streaming rights...to certain committed content consisting of Decedent’s next two newly recorded and previously unreleased full length studio albums (and the associated singles and videos)” (*Id.* at ¶ 24); and (iii) “Decedent agreed that from the date of the Equity Term Sheet until its termination or for a period of five years, Decedent would not approve, assent, consent to or grant to any digital musical service anywhere in the world other than Petitioner, exclusive rights with respect to Decedent’s music or musical related audiovisual content or...the right to use of Decedent’s name and/or likeness to promote, advertise, or market such other digital music service.” (*Id.* at ¶ 27). As such, the Personal Representative’s statement in the Initial Letter that the November 11 Petition “made no mention of the [Equity Term Sheet]” is demonstrably false.

Second, the Personal Representative again purposefully attempted to mislead the Court by stating in the Initial Letter that the Equity Term Sheet was only “suddenly located” by the TIDAL Parties and Roc Nation in January of this year. Of course, that also is demonstrably false as the November 11 Petition (filed well before January 2017) makes extensive reference to the Equity Term Sheet and simply could not have been filed with the Court in its docketed form if the TIDAL Parties and Roc Nation did not have the document. Moreover, the Former Special Administrator was provided with a copy of the Equity Term Sheet as an exhibit to the TIDAL Parties’ and Roc Nation’s Reply to the Special Administrator’s Objections to the Petition for Allowance of Claim and Request for Additional Relief, filed January 6, 2017, after extensive, weeks-long negotiation of an appropriate confidentiality stipulation and multiple conversations between the parties wherein the Equity Term Sheet was described in detail. As such, in the Initial Letter the Personal Representative falsely stated to the Court that the Equity Term Sheet was somehow discovered in January 2017.²

The Personal Representative may have self-professed “doubts” regarding the authenticity of the Equity Term Sheet (which doubts are baseless in any event), but such concerns do not afford the Personal Representative license to propound a fictitious version of the record which goes well beyond zealous advocacy. Out of professional courtesy and shortly after the Personal Representative filed its Initial Letter, the TIDAL Parties advised counsel for the Personal Representative of the inaccuracies in its submission and provided counsel with an opportunity to file a curative letter which “indicate[ed] that those [false] portions of [the Initial Letter] were a mistake and you withdraw them.” Counsel for the Personal Representative then filed the Second Letter. Rather than acknowledging the inaccuracies in the Initial Letter and withdrawing them, however, the Personal Representative simply filed the Second Letter without notifying the Court of the bases for the filing. While the Personal Representative’s desire to skirt these issues is understandable given the stark mischaracterizations contained in the Initial Letter,

¹ A true and correct copy of the November 11 Petition is attached hereto as Exhibit A.

² The November 11 Petition was filed out of an abundance of caution after the Former Special Administrator refused to recognize that the claims of the TIDAL Parties and Roc Nation were adequately stated in prior submissions, with the Court ultimately agreeing that such prior submissions were indeed adequate to state a claim for relief.

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the Personal Representative should have exercised greater candor in its Second Letter. Moreover, the Second Letter itself is misleading when stating that the Equity Term Sheet was not provided to the estate until January 2017. While this statement technically is accurate, as discussed above, the Estate was well aware of the existence of the Equity Term Sheet prior to January 2017. The document was produced to the Former Special Administrator after weeks of negotiation of a confidentiality stipulation that was necessary due to the sensitive nature of the material and the Former Special Administrator's reticence in guaranteeing that the Equity Term Sheet would be treated with strict confidentiality. Based on the foregoing, the TIDAL Parties and Roc Nation respectfully request that the Personal Representative be ordered to withdraw these false and misleading statements in a public filing.³ Further, the TIDAL Parties and Roc Nation have expressly reserved their rights to take appropriate action with respect to the Personal Representative's public filing of false information.

As for the alleged discovery deficiencies raised by the Personal Representative, the exhibits to the Personal Representative's submission make clear that it is seeking wide-ranging document discovery on a number of topics. While the TIDAL Parties have objected to certain of the Personal Representative's requests, the TIDAL Parties have agreed to produce documents over and above such objections and in response to each of the requests, with limited exception. The TIDAL Parties' good faith approach in this regard has resulted in the TIDAL Parties having to incur considerable time and expense in undertaking a production review of over 600,000 potentially responsive documents that implicate, among other things, privilege concerns, Cayman Islands' confidentiality restrictions, and sensitive corporate information. Despite the Personal Representative's complaints, the TIDAL Parties already have made a substantial document production consisting of nearly 7,000 documents totaling over 30,000 pages. This document total includes productions of documents by the TIDAL Parties and Roc Nation on August 29 and August 30, contrary to the Personal Representative's statement in the Initial Letter that no production was made.

By comparison, the Personal Representative has produced approximately 1,800 unique documents (consisting of about 6,800 pages) only after being compelled by Magistrate Judge Noel in the parties' federal lawsuit to obtain documents from former employees and agents of Mr. Nelson and his entities, inclusive of former attorneys from whom the estate unquestionably could demand the return of client property under applicable professional responsibility rules. The Personal Representative initially and baselessly resisted these collection efforts. Thus, while the Personal Representative has taken an evasive approach to document discovery, the TIDAL Parties are making every effort to complete a fulsome document production on a workable timeline. The TIDAL Parties will continue to do so, however, the ten day timeline the Personal Representative is seeking to impose is inappropriate given the volume of documents at issue.

Moreover, the Personal Representative has outright failed to respond to Roc Nation's and the TIDAL Parties' First Request for Production of Documents to Comerica Bank & Trust, N.A. (Personal Representative) dated April 26, 2017 (the "First Document Requests"), and, accordingly, has not produced any documents in response thereto. By email on April 26, 2017, the TIDAL Parties and Roc

³ Any remaining allegations by the Personal Representative concerning its interpretation of the claims of the TIDAL Parties and Roc Nation are expressly rejected.

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Nation served the First Document Requests on the Personal Representative along with a Notice of Deposition of Troy Carter.⁴ While the Personal Representative has claimed it has no record of receiving the First Document Requests, that claim is specious in light of the fact that the Personal Representative set forth objections to the Notice of Deposition to Troy Carter by letter dated May 3, 2017 (the “May 3 Letter”), indicating that the Personal Representative also received the First Document Requests.⁵ Pursuant to Minnesota law, the Personal Representative was required to serve written responses to the First Document Requests within 30 days after service of the requests, unless the Court has permitted the timeframe to be amended. Minn. R. Civ. P. 34.02; see *Fragale v. Leeds United, L.L.C.*, No. A08-431, 2009 WL 174142, at *1 (Minn. Ct. App. Jan. 27, 2009); *Holmberg v. Lakeshore Management, Inc.*, No. 02-CV-12-799, 2012 WL 10028102 (Minn. Dist. Ct. Apr. 6, 2012). The Personal Representative has entirely failed to respond to the First Document Requests for over four months, well outside the prescribed timeframe. As a result, the Personal Representative has waived all objections to the First Document Requests except for limited objections concerning attorney-client privilege and the work product doctrine. See *Holmberg v. Lakeshore Management, Inc.*, No. 02-CV-12-799, 2012 WL 10028102 (Minn. Dist. Ct. Apr. 6, 2012) (“Defendants did not respond to Plaintiffs discovery requests in any form within the 30 days permitted under the rules... [T]he court finds that Plaintiffs are entitled to an order compelling full and complete responses to the first and second sets of discovery without further objection, unless the objection is based on a claim of privilege, work product, or experts’ conclusions.”); *Rotenberg v. Rotenberg*, No. C6-02-500, 2002 WL 31749123, at *5 (Minn. Ct. App. Dec. 10, 2002) (“Technically, if a party fails to object to discovery within the time provided by the rules, the party waives the right to object and must provide the discovery”). The TIDAL Parties request that the Personal Representative be ordered to immediately respond to the First Document Requests and that the Court deem the Personal Representative to have waived all objections thereto except for objections based upon attorney-client privilege or the work production doctrine.

The TIDAL Parties and Roc Nation thank the Court for its attention to these matters.

Very truly yours,

/s/ Jordan W. Siev

Jordan W. Siev

JWS:sa

cc: Christopher P. Hoffman
Rodney J. Mason
Lora Friedemann
Anne Rondoni-Tavernier
Joseph Cassioppi

⁴ A true and correct copy of the April 26, 2017 email along with accompanying attachments is attached hereto as Exhibit B.

⁵ A true and correct copy of the Personal Representative’s May 3 Letter is attached hereto as Exhibit C.