

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF CARVER

FIRST JUDICIAL DISTRICT
PROBATE DIVISION

Case Type: Special Administration

In the Matter of:

Court File No. 10-PR-16-46

Estate of Prince Rogers Nelson,

**AFFIDAVIT OF L. LONDELL
McMILLAN**

Decedent,

and

Redacted

Tyka Nelson,

Petitioner.

L. Londell McMillan, being first duly sworn upon oath, deposes and says as follows:

1. I am an attorney, publisher and producer, who focuses my practice on business, entertainment, and intellectual property affairs.

2. I worked directly with Mr. Nelson from 1994-2005.

3. I have extensive knowledge of Mr. Nelson's catalog.

4. I worked with Mr. Nelson on the Warner Brothers recording agreement and Warner Chappell and Universal Music Publishing agreements, among others.

5. As the Court is aware, I have been working with Charles Koppelman on many different ways in which to monetize the assets of the Estate in a way that honors Prince and his legacy. It is not just my entertainment industry expertise that finds me sensitive to the importance of respecting Prince and his creativity as we negotiate entertainment-related agreements on behalf of his Estate. I worked with Prince and those associated with him for many years. I not only treasure my personal relationship with him, but I also value the beauty of his musical creations. Accordingly, Charles Koppelman and I believe it important to make sure

that any entity that the Estate engages is prepared for the challenge that the Paisley Park opportunity presents and is a good partner in the many dimensions required to maximize the value of this Estate and preserves Prince's legacy and brand.

6. I am also mindful that anyone engaged to turn Paisley Park into a museum has the added challenge of bringing order to a wide array of assets that are difficult to manage upon the unexpected death of an artist such as Prince. Accordingly, my focus in relation to this agreement is how the activities of operating a museum will interrelate with the other monetization efforts for the Estate. As an example of the importance of this coordination and as part of preserving Prince's legacy and brand, I have expressly insisted that the Estate maintain control over matters affiliated with the property, merchandise, live events held at Paisley Park, and Prince's music legacy.

7. With these considerations in mind, Charles Koppelman and I have reviewed the terms of the business arrangement as currently proposed between PP Management, LLC (the entity that will be managed by the same group that oversees Graceland) and Paisley Park Facility, LLC (the entity the Special Administrator has formed for this museum). Given the importance of timing, Redacted the nature of the multi-dimensional considerations that needed to be negotiated with any potential Paisley Park partner in these circumstances, the reputation and success of the affiliates of PP Management, LLC which would be a challenge to duplicate, and the risks for the Estate and its monetization efforts underway turning to an alternative partner, I believe that the Special Administrator's pending proposal to have Paisley Park Facility, LLC enter into the proposed contractual arrangement (or a close variation thereof) with PP Management, LLC is the prudent course of action.

8. Accordingly, I, joined by Charles Koppelman, believe the Special Administrator's PP Management, LLC proposal is in the best interests of the Estate of Prince Rogers Nelson. For your information, neither Mr. Koppelman nor I are receiving any compensation or commission pursuant to the terms of the contract under consideration.

9. I plan to attend the planned informational session on August 16, 2016 to be held in Minneapolis with the heirs and their counsel. I will continue to do my best to answer questions and address any remaining concerns. While the heirs and their counsel continue to offer helpful suggestions, and I am committed to continuing to take them into account, as a lawyer and entertainment professional, I also know that we are at a juncture in this process where a decision must be made. Based upon all of the work done and information gathered to date, I believe the Special Administrator has done its homework and is presenting the Estate and the Court with Paisley Park proposal which fulfills the Special Administrator's fiduciary responsibility to supervise and manage the Estate's assets, while, at the same time, doing so in a way that honors Prince Rogers Nelson.

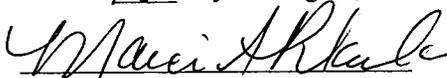
Further affiant sayeth not.

Dated: August 16, 2016



L. Londell McMillan

Subscribed and sworn to before
me this 16th day of August, 2016.



Notary Public

