

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION
Case Type: Special Administration

In the Matter of:

Court File No. 10-PR-16-46
Judge Kevin W. Eide

Estate of Prince Rogers Nelson,

Decedent.

**COMERICA BANK & TRUST, N.A.'S
MEMORANDUM OF LAW IN SUPPORT
OF MOTION TO FILE UNREDACTED
MEMORANDUM, DECLARATION, AND
CERTAIN EXHIBITS UNDER SEAL**

Comerica Bank & Trust, N.A., as Personal Representative of the Estate of Prince Rogers Nelson (“Personal Representative”), submits this Memorandum in Support of its Motion to File its Unredacted Memorandum in Support of Motion To Approve Rescission of Exclusive Distribution and License Agreement, Declaration of Joseph J. Cassioppi, and certain Exhibits thereto under seal.

The Memorandum, Declaration, and certain Exhibits contain details regarding highly confidential agreements with Warner Bros. Records, Inc. (“WBR”) and UMG Recordings, Inc. (“UMG”), as well as correspondence and negotiations with WBR and UMG regarding those agreements. In keeping with the Court’s January 19, 2017 Order and Minnesota law, the Personal Representative has made only those redactions to the Memorandum, Declaration, and certain Exhibits that are necessary to protect the confidential details of the agreements and related negotiations. The purpose of these redactions is supported by this Court’s September 14, 2016 Order, commenting that it is important to “maintain[] the confidentiality of business negotiations which, if made public, may impede administration of the estate, compromise the Special Administrator’s ability to negotiate contract terms, or devalue estate assets.” It is also

supported by the confidentiality provisions of the agreements themselves. Revealing the redacted information could adversely impact the ongoing administration of the Estate and potentially subject the Estate to liability. Accordingly, the Personal Representative respectfully requests that the Court permit it to file the unredacted Memorandum in Support of Motion to Approve Rescission of Exclusive Distribution and License Agreement, Declaration of Joseph J. Cassioppi, and Exhibits A-C, E-G, I-M, and O-U under seal.

Dated: May 17, 2017

/s/ Joseph J. Cassioppi

Mark W. Greiner (#0226270)

Joseph J. Cassioppi (#0388238)

Emily A. Unger (#0393459)

FREDRIKSON & BYRON, P.A.

200 South Sixth Street

Suite 4000

Minneapolis MN 55402-1425

612-492-7000

612-492-7077 fax

mgreiner@fredlaw.com

jcassioppi@fredlaw.com

eunger@fredlaw.com

Attorneys for Comerica Bank & Trust, N.A.

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