

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In the Matter of:

Court File No. 10-PR-16-46
Case Type: Special Administration

Estate of Prince Rogers Nelson,

Decedent.

and

Tyka Nelson,

Petitioner.

**The Special Administrator's Request for the
Court to De-designate the Document
Entitled "Artist Equity Term Sheet"
Produced by Roc Nation as Not "Highly
Confidential" or "Confidential" Under the
Court's January 12, 2017 Confidentiality
and Protective Order**

The Special Administrator of this Estate through January 31, 2017, Bremer Trust, requests that the Court immediately de-designate the "Artist Equity Term Sheet" document provided by Roc Nation on January 6, 2017, as not "highly confidential" or "confidential" under the January 12, 2017 Confidentiality and Protective Order. Although the "Artist Equity Term Sheet" document states that it is confidential, disclosure of the document by the Estate should not be subject to the restrictions in the Confidentiality and Protective Order. Bremer Trust has advised Comerica, the Personal Representative of the Estate beginning February 1, 2017, about this issue and request to the Court, and Comerica fully supports this request.

Following the Special Administrator's repeated requests for any documents relevant to this Estate from Roc Nation and its affiliated companies beginning in May of 2016, including the Tidal music streaming service, Roc Nation eventually provided a document entitled "Artist Equity Term Sheet" to the Court and to the Special Administrator's counsel on the evening of January 6, 2017.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

More than two months ago, on November 11, 2016, the “Artist Equity Term Sheet” was disclosed, referenced, and discussed in the “Petition of Roc Nation LLC for Allowance of Claim and Additional Relief,” which Roc Nation publicly filed in this probate matter. As Roc Nation’s publicly filed Petition indicates, the “Artist Equity Term Sheet” states that Artist “grant[s] . . . digital streaming rights (interactive and non-interactive) to certain committed content consisting of [Artist’s] next two (2) newly recorded and previously unreleased full-length studio albums (and the associated videos and singles).” Petition at 5, ¶ 24. As Roc Nation’s publicly filed Petition further indicates, the “Artist Equity Term Sheet” states that Artist will “cause NPG Music Publishing . . . to license . . . the music publishing rights, for streaming and other authorized exploitations.” *Id.* at 5, ¶ 25.

As Roc Nation’s publicly filed Petition further indicates, the “Artist Equity Term Sheet” states that “from the date of the Equity Term Sheet until its termination or for a period of five years,” Artist “would not approve, assent or consent to or grant to any digital music service . . . exclusive rights with respect to [Artist’s] music or music-related audiovisual content or . . . the

right to use of [Artist’s] name and/or likeness to promote, advertise or market such other digital music service.” *Id.* at 6, ¶ 27. As Roc Nation’s publicly filed Petition further indicates, the Artist

Equity Term Sheet stated that “digital music service” means the following:

any entity, platform or online service that allows users to stream (interactive or non-interactive) or download (tethered or permanent) music or music-related audiovisual content or in any way manner [sic] listen to music or view music-related audiovisual content, whether using technology now known or hereafter devised, regardless of streaming protocol, file format or receiving device, but excluding the digital transmission of a terrestrial radio broadcast by the originating broadcaster. Without limiting the preceding sentence, “digital music service” shall include, without limitation, iTunes, Apple Music, Spotify, Google Play, Rdio, Deezer, Rhapsody and Amazon Music.

Id.

[REDACTED]

[REDACTED]

The Special Administrator objects to the designation of the “Artist Equity Term Sheet” as “highly confidential” under Paragraph 10 of the Confidentiality and Protective Order signed by the Court on January 12, 2017. The Special Administrator has raised this issue with Roc Nation and attempted to resolve this dispute, but Roc Nation is unwilling to agree that the “Artist Equity Term Sheet” document may be shared more broadly. Thus, the Special Administrator submits this dispute to the Court for resolution.

[REDACTED]

[REDACTED]

Further, as demonstrated above, many of the contents of the “Artist Equity Term Sheet” were already publicly disclosed by Roc Nation on November 11, 2016. *See* January 12, 2017 Confidentiality and Protective Order at 4-5, ¶ 10 (“The obligations of this Order or the attached Confidentiality Stipulation shall not apply to Discovery Material that is generally available to and known by the public (other than as a result of its disclosure in violation of this Stipulation).”).

For all of these reasons, the Special Administrator requests that the Court immediately de-designate the “Artist Equity Term Sheet” document “highly confidential” under the Confidentiality and Protective Order, because the document should not be designated as either “highly confidential” or “confidential.” The Special Administrator agrees that the “Artist Equity Term Sheet” document itself states that it is confidential and the Special Administrator will continue to treat it as such, but the Special Administrator (and later the Personal Representative) cannot be restricted to the specific requirements of the January 12, 2017 Confidentiality and Protective Order [REDACTED]. Nor can the Special Administrator (and later the Personal Representative) be required to run every request for disclosure of the document by Roc Nation. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Respectfully submitted,

Dated: January 23, 2017

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ATTORNEYS FOR BREMER TRUST,
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EXHIBIT A







