

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF CARVER

FIRST JUDICIAL DISTRICT  
PROBATE DIVISION

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In the Matter of:

Court File No. 10-PR-16-46

Judge Kevin W. Eide

Estate of Prince Rogers Nelson,

Decedent.

**DECLARATION OF MARK W. GREINER  
REGARDING ATTORNEYS' FEES  
FROM FEBRUARY THROUGH  
MAY 2019****[REDACTED]**

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I, Mark W. Greiner, declare and state as follows:

1. I am a shareholder at Fredrikson & Byron P.A. ("Fredrikson"), counsel for Comerica Bank & Trust, N.A. ("Comerica"), the Personal Representative of the Estate (the "Estate") of Prince Rogers Nelson (the "Decedent"). I am the lead attorney representing Comerica in connection with the Estate.

2. I have been practicing in the area of tax, trust, and estate planning for over 25 years and am a fellow of the American College of Trust and Estate Counsel. I also serve as the Chair of the Trusts & Estates Group at Fredrikson.

3. For the time period of February 2019 through May 2019, Fredrikson's legal services have focused on five primary areas: Estate Administration, Litigation, Entertainment, Real Estate, and Intellectual Property Monitoring and Protection.

4. With respect to Estate Administration, Fredrikson has focused on: supervising and coordinating the overall administration of the Estate and its assets; [REDACTED]

[REDACTED][REDACTED]

communicating with heirs' counsel and advisors, mediators, and the Court regarding estate administration and transactions, including responding to inquiries and challenges to matters pertaining to estate administration and transactions involving Estate assets and productions; working with various parties regarding confidentiality and non-disclosure agreements; coordinating organization of and access to various Estate documents; assisting Comerica in responding to information requests from the Heirs and their advisors, including preparation of cash flow statements and financial summaries; advising Comerica regarding general estate administration; and advising on matters related to museum operations and other exhibits or events utilizing Estate assets.

5. With respect to Litigation, Fredrikson has represented Comerica, the Estate and its managed entities in litigation in state and federal courts in Minnesota, Massachusetts, New York, and New Jersey. Those litigation matters include:

- The Estate Proceeding: compelling production of and reviewing thousands of documents and preparing a report and detailed chronology for the court documenting the breach of confidentiality by certain Heirs' advisors; researching and drafting written submissions to the Court, including multiple letters to the Court, a motion for contempt and motion to approve settlement, responses to motions for return of flash drive and to amend the court's order, a response to the petition to limit the powers of Comerica, and responses to the Heirs' attorneys' motions for payment of fees; researching and drafting a response to the lawsuit filed by Sharon Nelson, including a motion to dismiss and motion for sanctions; researching and drafting a motion to dismiss the lawsuit filed by Abigail Noel purportedly on behalf of the Estate; preparing the Personal Representative's fee petition and attorneys' fee affidavit; mediating disputes with the Heirs and their representatives; preparing for and participating in numerous telephonic or in-person conferences with the court and hearings, including regarding the motion for contempt, motion for return of flash drive, motion to dismiss Sharon Nelson's claim and for sanctions, motion for entry of partial judgment, pretrial hearing on Shenehon's claim; communicating with and advising the parties and the Court regarding the status of the Estate and its assets; and communicating with purported

heirs and claimants and responding to claims against the Personal Representative, the Estate or Estate-owned entities.

- Boxill Federal Litigation: litigating claims for copyright infringement, trademark infringement, violation of the right of publicity, deceptive trade practices and declaratory judgment in the United States District Court, District of Minnesota (including third party discovery, post-judgment discovery, depositions, expert reports, motions to compel and for contempt against Sidebar Legal, and settlement negotiations).
- Kian Andrew Habib: litigating claims for copyright infringement and violation of the civil anti-bootlegging statute in the United States District Court, District of Massachusetts (including mediation, analysis of documents from YouTube, continued deposition of Defendant Habib and motion for partial summary judgment).
- Italian Litigation: overseeing the status of an ongoing copyright lawsuit and the judgment entered against the Estate in Italian court.
- Domain Capital: finalizing settlement and dismissing claim for cybersquatting against owner of domain name prince.com in the United States District Court, District of New Jersey.
- Eye Records: litigating claims for copyright infringement, trademark infringement, trademark dilution and violation of the right of publicity against Defendants involved in Eye Records international bootlegging scheme (including settlement and permanent injunction against Defendant van Ryckeghem, motion for default judgment against Defendant Ziani, Rule 26(f) report, protective order and ESI protocol relating to Defendant Safford).
- James Brandon: defending claim for copyright infringement in the United States District Court, Southern District of New York (including analysis of claim, letter to Plaintiff's counsel regarding flaws in claim, coordination with counsel for other defendants, pre-motion letter to the Court regarding planned motion to dismiss, telephone conferences with the court).

6. With respect to Entertainment matters, Fredrikson and Boyarski Fritz LLP—which serves as lead outside entertainment counsel for the Estate—have: provided advice and monitoring services related to the Estate's existing entertainment deals; worked with the Estate's entertainment partners to implement and manage existing entertainment deals; negotiated and advised Comerica related to streaming, publishing, theatrical, master recording, visual rights; negotiated and advised Comerica related to licenses in connection with name, image, and

likeness rights; advised the Estate with respect to pre-existing agreements between Prince and his managed entities and artists, producers, and writers; evaluated licensing requests; advised Comerica on ongoing litigation, including the Boxill litigation and other claims; provided information about prospective entertainment deals to the Heirs; and provided general counsel services related to all of the Estate's current and potential entertainment assets.

7. For Real Estate matters, Fredrikson: provided consultation in connection with [REDACTED] the Turks & Caicos property; and provided consultation in connection with the option agreement to purchase the Galpin Road property; analyzed and advised regarding survey, zoning, and other issues.

8. With respect to Intellectual Property Monitoring and Protection, Fredrikson focused on: managing the existing international trademark portfolio, including extensive coordination with local counsel; monitoring watch notices regarding potentially infringing new trademark applications filed with the U.S. Patent and Trademark Office; working with Comerica to oversee Mark Monitor's services related to monitoring and enforcement against online trademark infringement and copyright policy; reviewing potentially infringing merchandise, websites, and other material, and advising regarding responses; assisting with domain name matters; preparing coexistence agreements; sending cease and desist letters to parties infringing rights held by the estate; working with existing licensees to manage consistent trademark use and sub-licensing opportunities in accordance with the Estate's agreements; managing further third-party licensing activities; and providing recommendations to Comerica regarding and continuing the process of filing trademark applications worldwide to fill gaps in protection and to protect future licensing opportunities.

9. For efficiency, clarity, tracking purposes, and to ensure that fees and costs are properly allocated to the appropriate payer for tax purposes (e.g., the Estate or one of its

managed entities), Fredrikson has separated the legal services it has provided for the benefit of the Estate into separate matters, including based on the type of service provided.

10. Attached hereto as Exhibit A are the Fredrikson invoices for services rendered from February 1, 2019 through February 28, 2019. The fee total is \$216,225.00 and the costs total is \$32,404.03.

11. Attached hereto as Exhibit B are the Fredrikson invoices for services rendered from March 1, 2019 through March 31, 2019. The fee total is \$336,929.50, and the costs total is \$47,257.31.

12. Attached hereto as Exhibit C are the Fredrikson invoices for services rendered from April 1, 2019 through April 30, 2019. The fee total is \$330,366.00, and the costs total is \$24,375.06.

13. Attached hereto as Exhibit D are the Fredrikson invoices for services rendered from May 1, 2019 through May 31, 2019. The fee total is \$267,606.50, and the costs total is \$22,568.02.

14. Attached hereto as Exhibit E are the Fredrikson invoices for services rendered in connection with [REDACTED].<sup>1</sup> The fee total is \$21,647.

15. In our roles as lead attorneys for Comerica, Karen Steinert and I personally review every invoice each month before submitting the invoice to Comerica. We also have the attorneys managing each particular matter review all timekeeper entries on the matter before the invoice is submitted to Comerica. If we believe that an inordinate amount of time was spent on a particular task or some other factor exists that does not justify charging the Estate for particular services performed by a Fredrikson time-keeper, we “write-off” or reduce the time entry prior to

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<sup>1</sup> These were invoiced separately because the Personal Representative is currently in negotiations [REDACTED]

invoicing Comerica. Based on this internal review of each invoice, I affirm that all work for which we billed on every invoice was performed for the benefit of the Estate, was necessary for the administration of the Estate, or maintenance or protection of Estate assets, and that the fees and costs charged to Comerica are reasonable based on the time and complexity involved and the results obtained.

16. Every year Fredrikson analyzes attorneys' fees charged by similar firms in Minnesota and the upper-Midwest and adjusts its attorneys' fees accordingly. In addition to market factors, in setting the hourly rate of each individual timekeeper at Fredrikson, the firm takes into account each individual's experience and expertise.

17. The hourly rates charged by Fredrikson in this matter are our standard local hourly rates. No premium or national rate adjustments have been made in connection with any matter relating to the Estate.

18. Besides Fredrikson, Comerica has also retained other outside law firms to represent the Estate and other companies or professionals to provide services to the Estate in connection with legal matters. Those firms, companies, and individuals, and a summary of the services they have performed for the Estate, are as follows:

- Boyarski Fritz LLP is the Estate's lead entertainment counsel and provides services to the Estate in connection with entertainment deals and proposals, as well as other matters. Its invoices are attached as Exhibit F and total \$340,088.52.
- Feldman, Golinsky, Reedy & Ben-Zvi PLLC provides services to the estate in connection with entertainment deals and proposals. Its invoices are attached hereto as Exhibit G and total \$30,450.00.
- Lando & Anastasi provides services to the Estate in connection with intellectual property litigation in Massachusetts. Its invoices are attached hereto as Exhibit H and total \$12,466.25.
- Walsh Pizzi O'Reilly Falanga serves as counsel for the Estate in connection with the Domain Capital litigation in New Jersey. Its invoices are attached hereto as Exhibit I and total \$1,609.10.
- Carey Olson provided services to the Estate in the Cayman Islands in connection with the Roc Nation litigation. Its invoice is attached hereto as Exhibit J and totals \$1,160.00.

- Berger Singerman serves as counsel for the Estate in connection with the Brandon litigation in Florida. Its invoices are attached hereto as Exhibit K and total \$7,336.81.
- Kennedys CMK LLP serves as counsel for the Estate in connection with the Brandon litigation in New York. Its invoices are attached hereto as Exhibit L and total \$6,895.00.
- Bienert, Miller & Katzman, PLC provided services to the Estate in connection with the Staley bankruptcy. Its invoices are attached hereto as Exhibit M and total \$11,357.26.
- CHOFN Intellectual Property provided services to the Estate in connection with trademark opposition proceedings in China. Amounts billed by CHOFN Intellectual Property for services rendered are incorporated into the costs and other charges billed by Fredrikson.
- Potter Clarkson provided services to the Estate in connection with various trademark matters in the United Kingdom and European Union. Amounts billed by Potter Clarkson for services rendered are incorporated into the costs and other charges billed by Fredrikson.
- Shelston IP provided services to the Estate in connection with trademark registration in New Zealand and Australia. Amounts billed by Shelston IP for services rendered are incorporated into the costs and other charges billed by Fredrikson.
- Shusaku Yamamoto Co. provided services to the Estate in connection with trademark matters in Japan. Amounts billed by Shusaku Yamamoto Co. for services rendered are incorporated into the costs and other charges billed by Fredrikson.
- Vivien Chan & Co provided services to the Estate in connection with trademark registration in China. Amounts billed by Vivien Chan & Co for services rendered are incorporated into the costs and other charges billed by Fredrikson.
- Bereskin & Parr provided services to the Estate in connection with trademark matters in Canada. Amounts billed by Bereskin & Parr are incorporated into the costs and other charges billed by Fredrikson.
- Banning provided services to the Estate in connection with trademark matters in the Netherlands. Amounts billed by Banning are incorporated into the costs and other charges billed by Fredrikson.
- Tilleke & Gibbins Ltd. provided services to the Estate in connection with intellectual property matters in Thailand. Amounts billed by Tilleke & Gibbins Ltd. Partners are incorporated in the costs and other charges billed by Fredrikson.
- Uhthoff, Gomez Vega & Uhthoff, s.c. provided services to the Estate in connection with intellectual property matters in Mexico. Amounts billed by Uhthoff, Gomez Vega & Uhthoff are incorporated in the costs and other charges billed by Fredrikson.
- Guerra IP provided services to the Estate in connection with intellectual property matters in Brazil. Amounts billed by Guerra IP are incorporated in the costs and other charges billed by Fredrikson.

The attached Exhibits E through M reflect the invoices we have received to date, but we are still waiting for final confirmation of billing through May 2019 from some of the outside law firms handling certain matters for the Estate. Any additional invoices for services through May 2019 not included herein will be included in the next fee affidavit. Similarly, due to timing issues related to the receipt and processing of invoices, some fees and costs for services provided by certain of the professionals listed above prior to February 1, 2019 were not included in the previous fee affidavit. Accordingly, they are included herein.

19. We and Comerica have reviewed the invoices submitted by the other firms retained by Comerica in connection with this matter, and similarly believe that all work set forth on every invoice was performed for the benefit of the Estate, was necessary for the administration of the Estate, or maintenance or protection of Estate assets, and that the fees and costs charged to Comerica are reasonable based on the time and complexity involved and the results obtained.

20. The legal services billed by Fredrikson and the other outside counsel retained by Comerica from February 2019 through May 2019 were not duplicative of the tasks performed by Comerica for the benefit of the Estate. Fredrikson communicates with Comerica on a daily basis to ensure the efficient administration of the Estate and the maintenance and protection of the Estate's assets.

**I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS  
TRUE AND CORRECT.**

Dated: June 28, 2019

/s/ Mark W. Greiner  
Mark W. Greiner



# EXHIBIT H

100% ESTATE 3030007873



One Main Street  
Cambridge, MA 02142

T+2  
Q20180219-1086

Telephone 617.395.7000  
Fax 617.395.7070  
HTTP://WWW.LALAW.COM

RTN

INVOICE

Angela W. Aycok, Vice Preside  
Comerica Wealth Management  
P.O. Box 75000  
Detroit, MI 48275-331  
US

February 12, 2019  
Matter #: C2214-3000  
Invoice No. 132754

mailed 2-21-19

RE: COMERICA BANK & TRUST v. KIAN ANDREW HABIB

DATE	TKPR	DESCRIPTION	HOURS	AMOUNT
Jan-24-19	EPC	DISCUSS MOTION FOR EXTENSION OF TIME TO DEPOSE HABIB WITH LEAD COUNSEL.	.20	\$93.00
Jan-29-19	EPC	REVIEW AND REVISE PROPOSED MOTION FOR EXTENSION OF TIME TO DEPOSE HABIB.	.80	\$372.00
			Total	\$465.00

DISBURSEMENTS

Jan-19-19	OVERNIGHT DELIVERY EXPENSE	\$54.93
Jan-26-19	OVERNIGHT DELIVERY EXPENSE	\$58.23
Total		\$113.16

BILLING SUMMARY

Total Fees	\$465.00
Total Disbursements	\$113.16
<b>Total Fees and Disbursements</b>	<b>\$578.16</b>
<b>Balance Due This Invoice</b>	<b>\$578.16</b>

INV 132  
DATE  
TRUST #

PAY

TO THE  
ORDER  
OF

77455

A/C NA  
TRUST  
ADMIN  
DISP C

100% ESTATE

3030007891



One Main Street  
Cambridge, MA 02142



PAID  
Q20190401-6

Telephone 617.395.7000  
Fax 617.395.7070

HTTP://WWW.LALAW.COM

INVOICE *RTN*

Angela W. Aycock, Vice Preside  
Comerica Wealth Management  
P.O. Box 75000  
Detroit, MI 48275-331  
US

*mailed 4-1-19*

March 21, 2019

Matter #:  
Invoice No.

C2214-3000  
134408

RE: COMERICA BANK & TRUST v. KIAN ANDREW HABIB

DATE	TKPR	DESCRIPTION	HOURS	AMOUNT
Feb-05-19	EPC	REVISE MOTION FOR EXTENSION OF TIME TO DEPOSE HABIB.	.30	\$139.50
Feb-06-19	EPC	FILE MOTION FOR EXTENSION OF TIME TO DEPOSE HABIB.	.50	\$232.50
Feb-11-19	EPC	RESEARCH ISSUES RELATED TO JOINT STATUS REPORT, AND CONFER WITH CO-COUNSEL REGARDING SAME.	1.10	\$511.50
Feb-13-19	EPC	RESEARCH ISSUES RELATED TO JUDGE SOROKIN'S PRACTICES FOR SUMMARY JUDGMENT.	.90	\$418.50
Feb-15-19	EPC	REVISE PROPOSED JOINT STATUS REPORT.	1.90	\$883.50
Feb-19-19	EPC	WORK ON JOINT STATUS REPORT WITH CO-COUNSEL AND OPPOSING COUNSEL; FINALIZE AND FILE SAME.	2.50	\$1,162.50
Feb-20-19	CRS	REVIEW UPDATE ON STATUS CONFERENCE.	.20	\$130.00
Feb-20-19	EPC	PREPARE FOR AND ATTEND STATUS CONFERENCE.	1.90	\$883.50
Feb-26-19	EPC	EMAIL OPPOSING COUNSEL REGARDING MEDIATION.	.30	\$139.50
			Total	\$4,501.00

**DISBURSEMENTS**

Jan-01-19	DEPOSITION SERVICES - INVOICE DATED 12/17/18	\$747.28
		Total
		\$747.28

**BILLING SUMMARY**

Total Fees	\$4,501.00
Total Disbursements	\$747.28
<b>Total Fees and Disbursements</b>	<b>\$5,248.28</b>
<b>Balance Due This Invoice</b>	<b>\$5,248.28</b>



One Main Street  
Cambridge, MA 02142

**INVOICE SUMMARY**

Angela W. Aycock, Vice Preside  
Comerica Wealth Management  
P.O. Box 75000  
Detroit, MI 48275-331  
US

April 08, 2019  
Invoice # 135001

Matter	Description	Fees	Disbs	Interest	Total
C2214-3000	COMERICA BANK & TRUST v. KIAN ANDREW HABIB	\$5,914.50	\$14.58	\$0.00	\$5,929.08
<b>Totals</b>		<b>\$5,914.50</b>	<b>\$14.58</b>	<b>\$0.00</b>	<b>\$5,929.08</b>

Payment Options: Federal Tax ID: [REDACTED]

Check: Please use the remittance address above.

Credit Card (MC/VISA/AMEX): Please call 617-395-7000 and ask for the Accounting Department.

Wire/ACH: Brookline Bank, 131 Clarendon Street, Boston, MA 02116 USA

SWIFT: [REDACTED] Account # [REDACTED] ABA # [REDACTED]





























