

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF CARVER

FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In the Matter of:

Court File No. 10-PR-16-46

Judge Kevin W. Eide

Estate of Prince Rogers Nelson,

Decedent.

**DECLARATION OF ANGELA W.
AYCOCK REGARDING COMERICA'S
FEES AND COSTS FROM FEBRUARY
2018 THROUGH MAY 2018**

I, Angela W. Aycock, declare and state as follows:

1. I am a Trust and Estate Officer at Comerica Bank & Trust, N.A. ("Comerica"). Along with Andrea L. Bruce—who is Vice President and Manager of Comerica's Unique Assets Department—I lead and manage Comerica's administration of the estate (the "Estate") of Prince Rogers Nelson (the "Decedent").

2. I joined Comerica in 1999 and have spent almost 19 years administering increasingly complicated estates in Comerica's estate settlement department. I have administered over four hundred estates, focusing on complex and high value estates. Prior to my assignment to the Prince Rogers Nelson Estate, I was consistently managing an average of forty-five complex estates in varying stages of administration. Ms. Bruce's career with Comerica began in 1994 and since 1997 she has provided oversight and management of closely held and other complex assets in trust and estate accounts. In managing Comerica's Trust Unique Assets Department, Ms. Bruce is responsible for the oversight of over six hundred million dollars in closely held assets and over five hundred million dollars in real estate assets under management.

3. Comerica continues to devote substantial resources to administering this extraordinary Estate. Both Ms. Bruce and I continue to work on this matter on a full-time basis, requiring Comerica to reallocate and to add resources to compensate for my and Ms. Bruce's lack of availability. For the period between February 1 and May 31, 2018, Ms. Bruce and I have each devoted an average of 50 hours each week administering this Estate. Comerica has been asked to engage with and be responsive to not only the six Heirs, but to the sometimes changing counsel of those heirs, family members of the heirs, various advisors to the heirs, lenders to some of the heirs, vendors proposed by some of the heirs, two court designated Heirs' representatives and a Mediator/Moderator. This represents a complex milieu of different perspectives, competing interests and agendas to manage, requiring considerable time and attention. We are routinely engaged in communications, meetings, attending to administrative matters, and reviewing, analyzing and responding to entertainment-related requests well into the evening and on weekends.

4. In addition, multiple other Comerica officers and employees have devoted substantial time to administering the Estate, including Gerard Snover (who has been managing the real property held by the Estate), Cyndi Mann (who has provided administrative assistance to Mr. Snover), Comerica's Director of CyberSecurity Architecture & Strategy Joshua Christie (who vetted the Iron Mountain digital security practices, as well as a technology firm proposed by the heirs), Linda Joiner (who has been handling the Estate's transactional matters), Comerica in-house counsel Susan Nystrom (who has actively monitored litigation involving the Estate), and Jennifer Raczak (who serves as a Closely Held Business Analyst and has assisted with monitoring and analyzing financial statements, gathering and reviewing royalty statements, assisting with trademark analysis and filings, and generating invoices). Moreover, Comerica

senior management reviews the administration status and activities of the Estate on a weekly basis with myself and Ms. Bruce.

5. Given the complexity of and challenges with this Estate, it requires extraordinary time and expertise to manage; above and beyond this, there is inherently significant liability risk to the Personal Representative. In compensation for undertaking that liability and responsibility and for expending very significant professional resources, Comerica has been charging the Estate a provisional flat fee of \$125,000 per month (plus expenses) since the inception of its appointment as Personal Representative. Pursuant to the Court's March 22, 2017 Order, every four months, Comerica submits its fees and expenses to the Court for approval. For the time period February 2018 – May 2018, Comerica has received compensation for its services in the amount of \$125,000 per month for a total of \$500,000. Comerica has also received expense reimbursements in February 2018 in the amount of \$5,495.02, in March 2018 in the amount of \$9,341.93, in April 2018 in the amount of \$7,883.10, and in May 2018 in the amount of \$2,819.64, for a total of \$25,539.69 in travel expenses incurred on behalf of the Estate. Comerica also incurred \$1,914.00 in international wire transfer fees during this time period. Attached hereto as Exhibit A is a schedule with details on Comerica's compensation and expense reimbursements from February 2018 through May 2018.

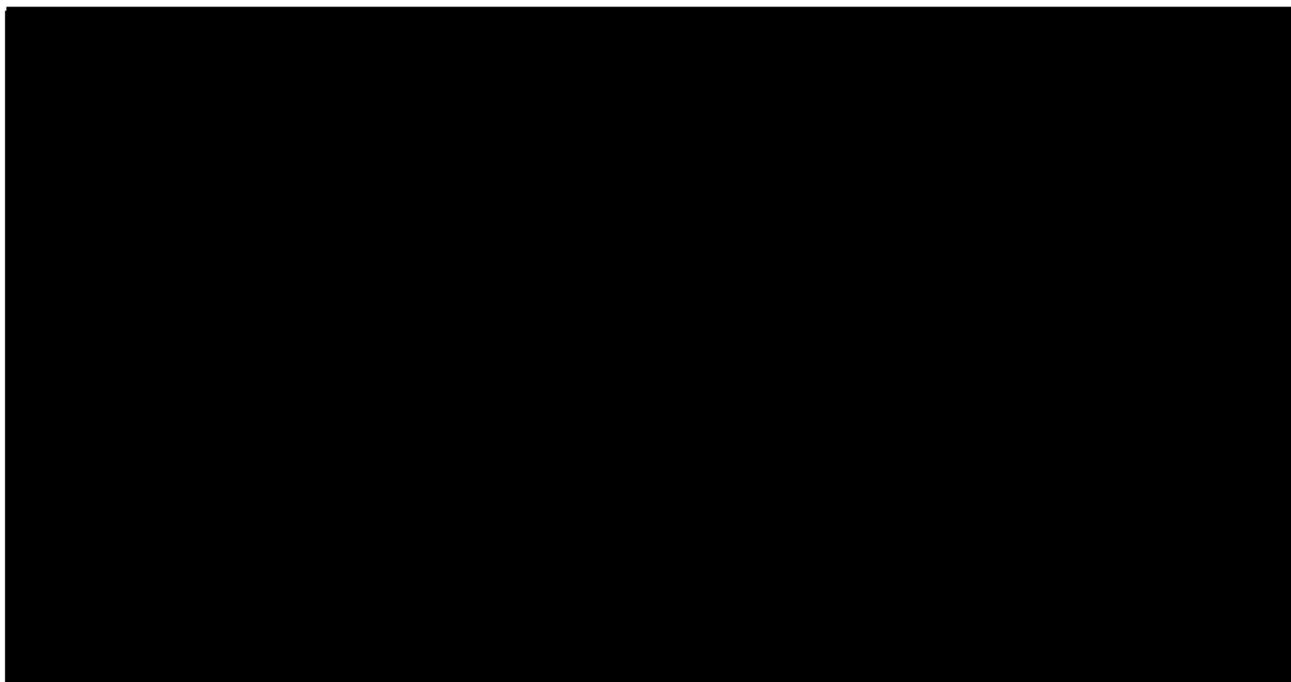
6. To assist the Court and the Heirs in understanding the activity that Comerica continues to undertake in administering this Estate, and based on our agreement with counsel for Sharon, John and Norrine Nelson, Comerica is providing details regarding its activities broken down by month. Comerica does not bill and track its time; therefore, the following is not an exhaustive representation of Comerica's activities. Comerica has an extremely active role in all aspects of the administration of this estate, including in all aspects of the entertainment assets and deals, in

continuance of excellent fiduciary oversight of the Estate. Tracking specific and detailed time records of each activity would be impractical given the vast number of matters in which Comerica is involved on a day-to-day basis.

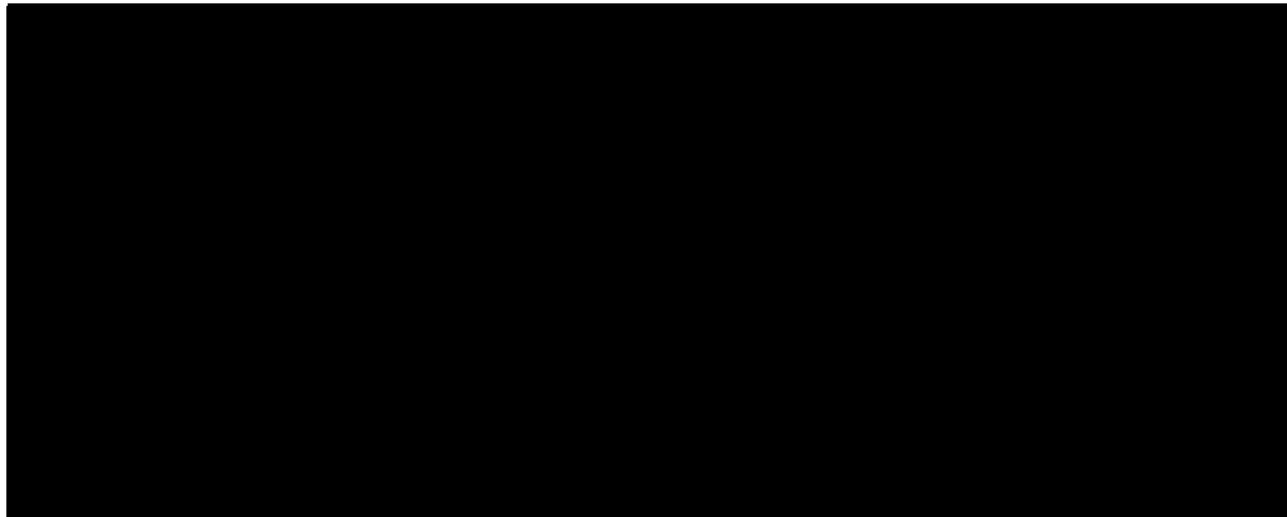
7. Comerica's activities and services for the Estate during the month of February 2018 include the following:

MEETINGS (IN PERSON AND TELECONFERENCE)

VARIOUS TOPICS:



ENTERTAINMENT:



PROBATE COURT CALLS / HEARINGS / MEDIATION SESSIONS

[REDACTED]

HEIRS/HEIRS ADVISORS MEETINGS AND COMMUNICATIONS

[REDACTED]

STANDING MEETINGS

[REDACTED]

LITIGATION

[REDACTED]

OTHER FEBRUARY 2018 ACTIVITIES

TAX AND ACCOUNTING MATTERS

[REDACTED]

[REDACTED]

REAL ESTATE

[REDACTED]

PUBLISHING AND OTHER LICENSE REQUESTS

[REDACTED]

LITIGATION

[REDACTED]

CEASE & DESIST (“C&D”) ACTIVITY

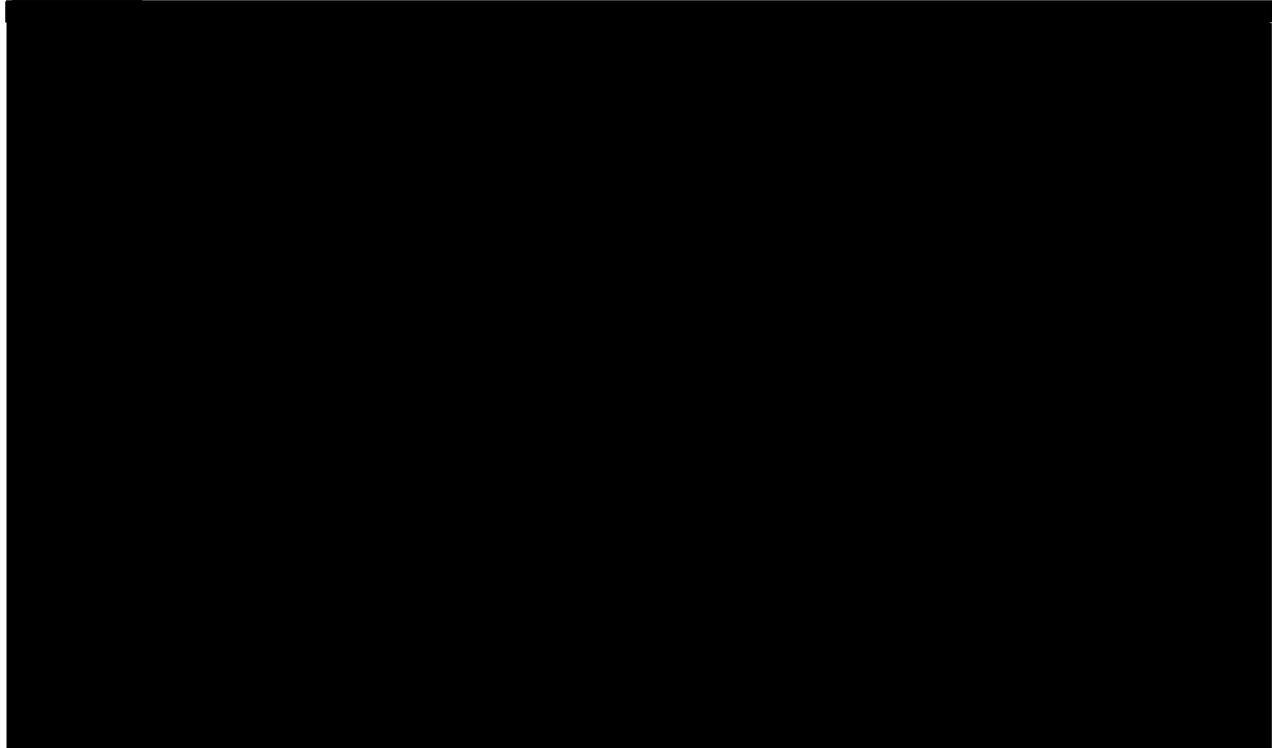
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TRADEMARKS

[REDACTED]

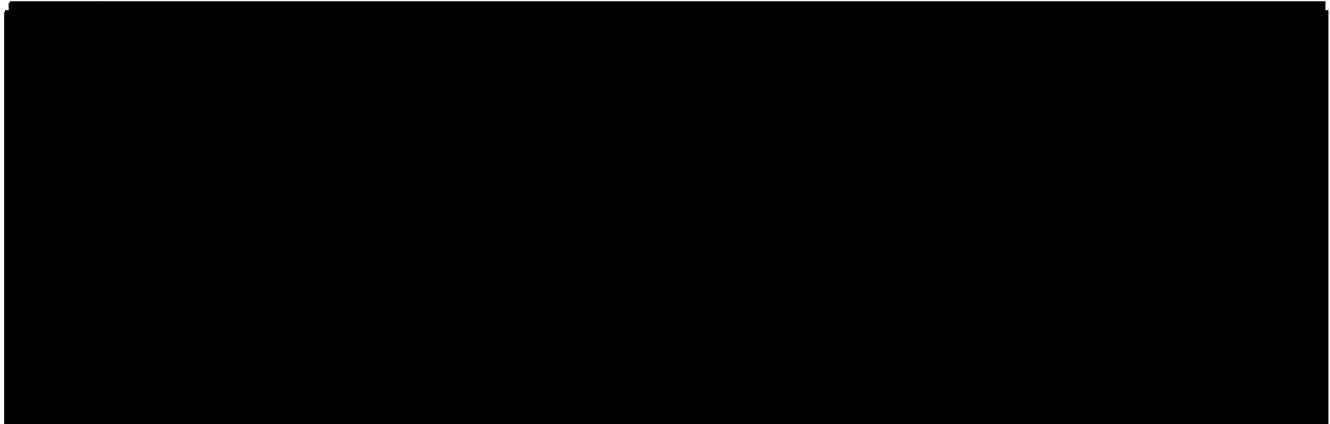


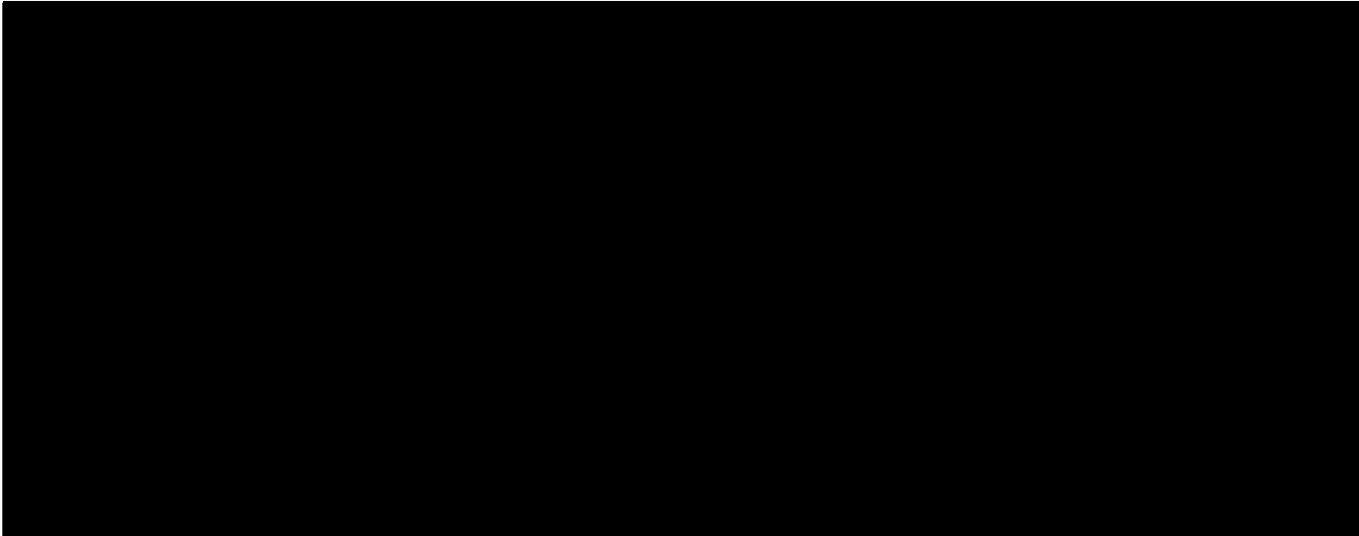
ENTERTAINMENT ACTIVITIES



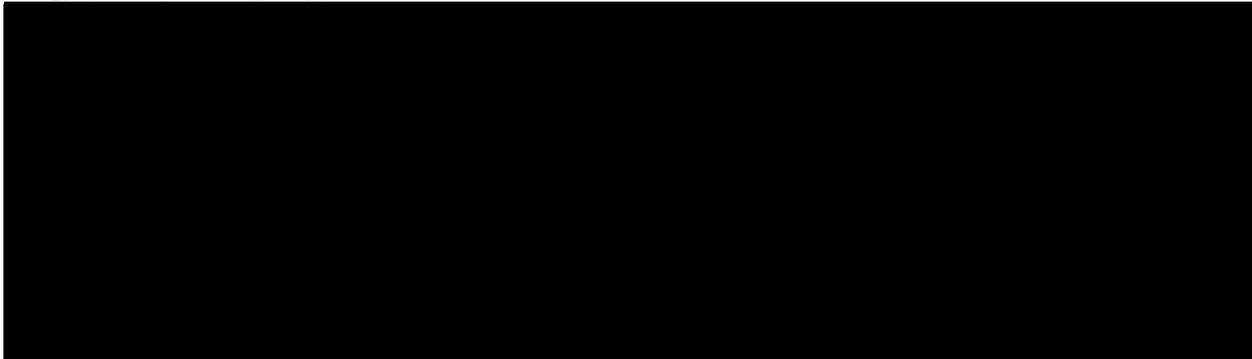
8. Comerica's activities and services for the Estate during the month of March 2018 include the following:

MEETINGS (IN PERSON AND TELECONFERENCE)
VARIOUS TOPICS





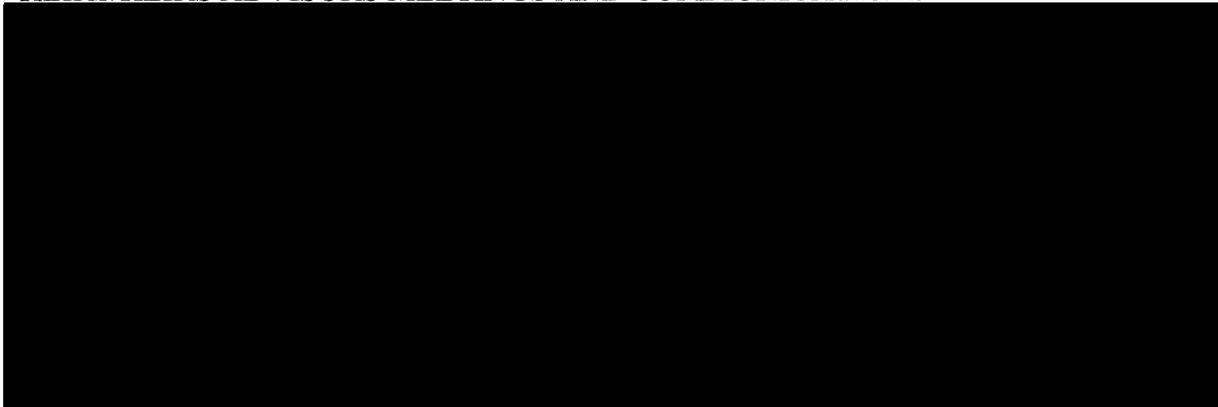
ENTERTAINMENT:



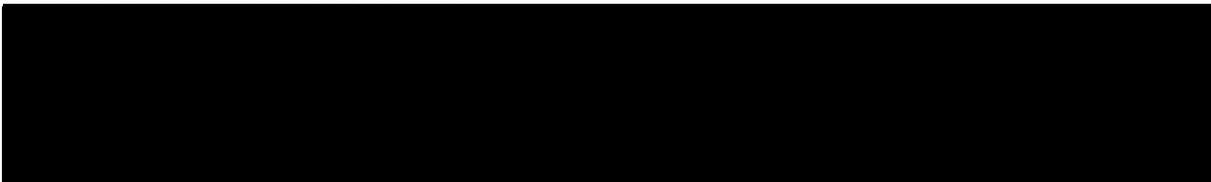
PROBATE COURT CALLS / HEARINGS / MEDIATION SESSIONS



HEIRS/HEIRS ADVISORS MEETINGS AND COMMUNICATIONS

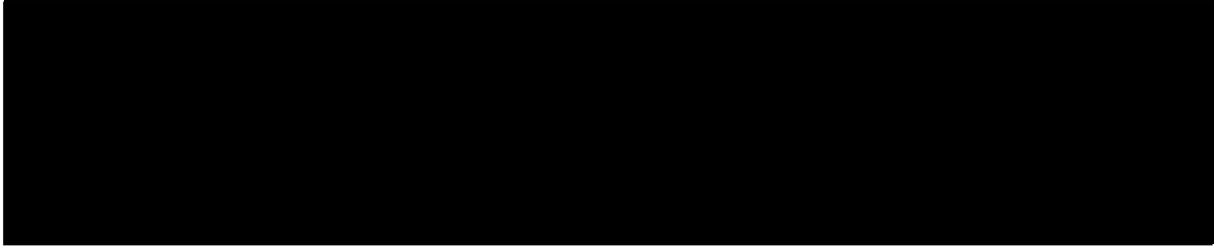


STANDING MEETINGS / CALLS

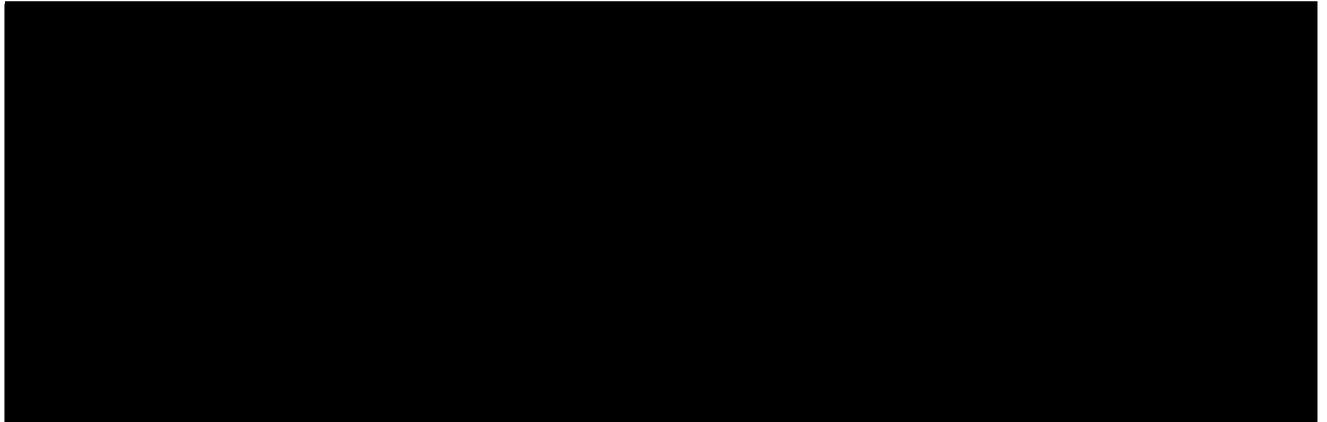




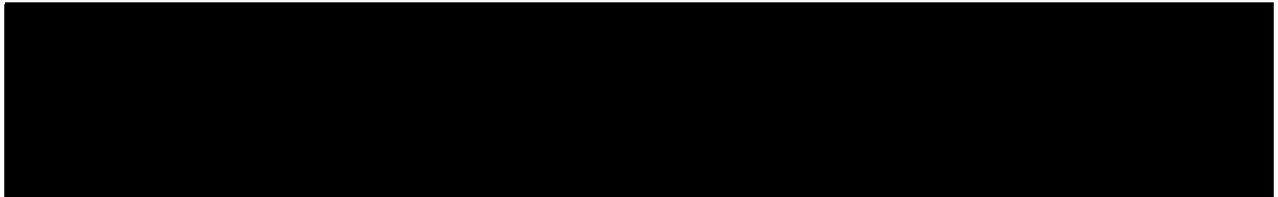
LITIGATION



OTHER MARCH 2018 ACTIVITIES
TAX AND ACCOUNTING MATTERS



REAL ESTATE



LITIGATION



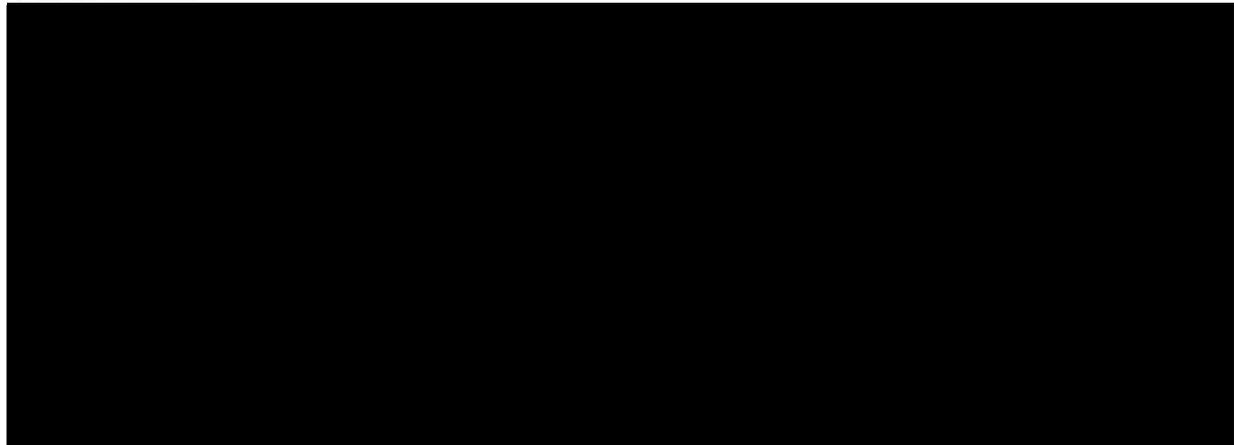
PUBLISHING AND OTHER LICENSE REQUESTS



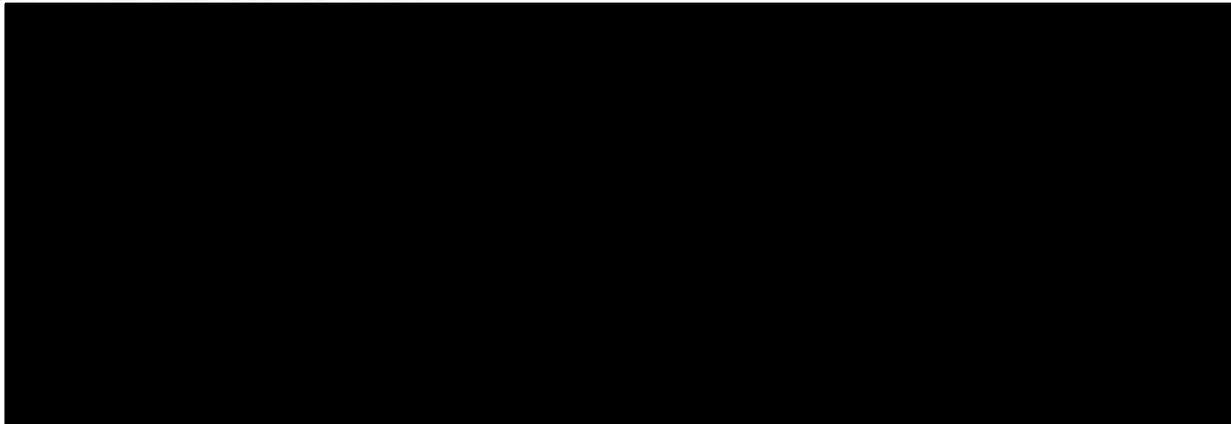
CEASE & DESIST (“C&D”) ACTIVITY



TRADEMARKS



ENTERTAINMENT ACTIVITIES

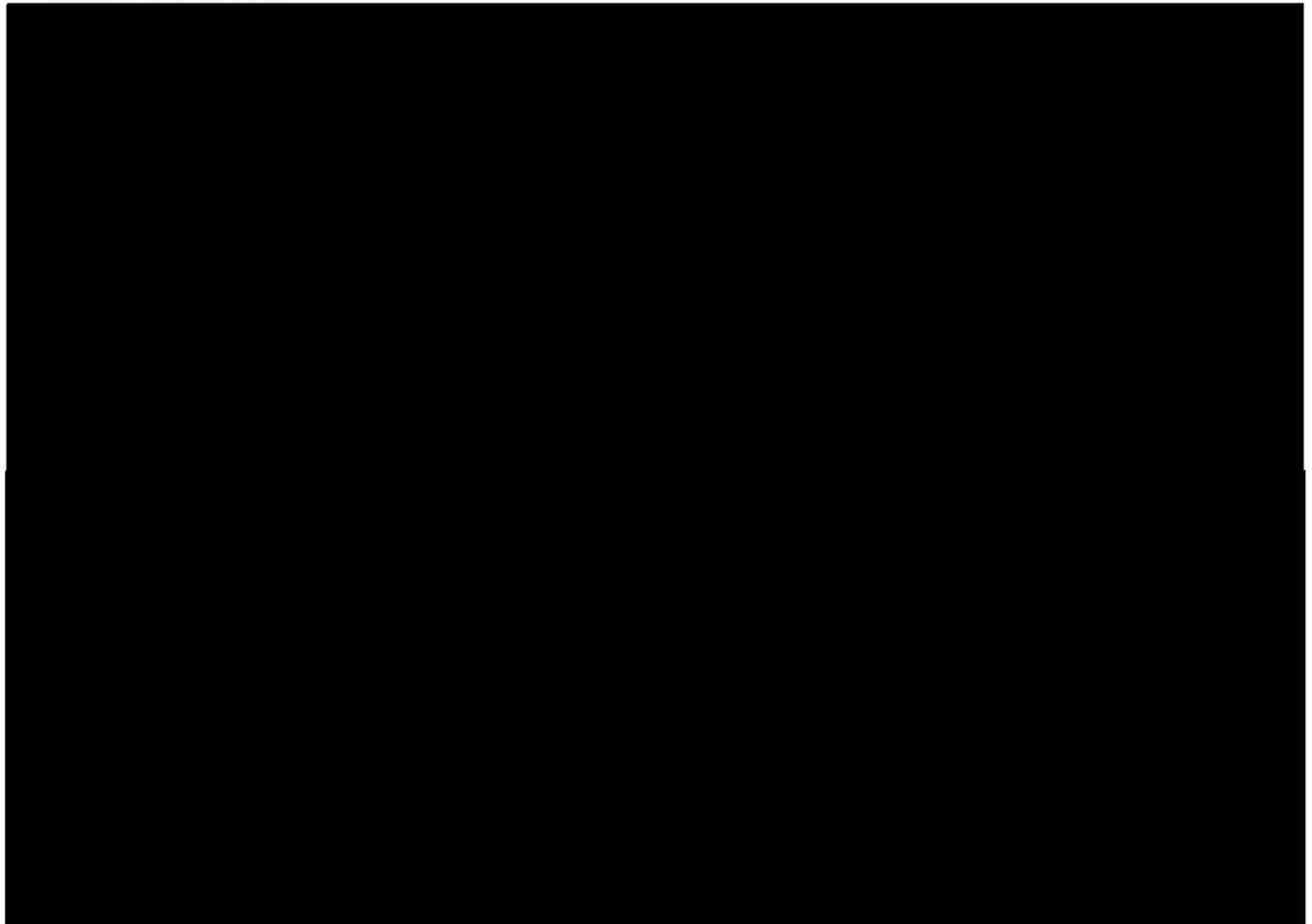




8. Comerica's activities and services for the Estate during the month of April 2018 include the following:

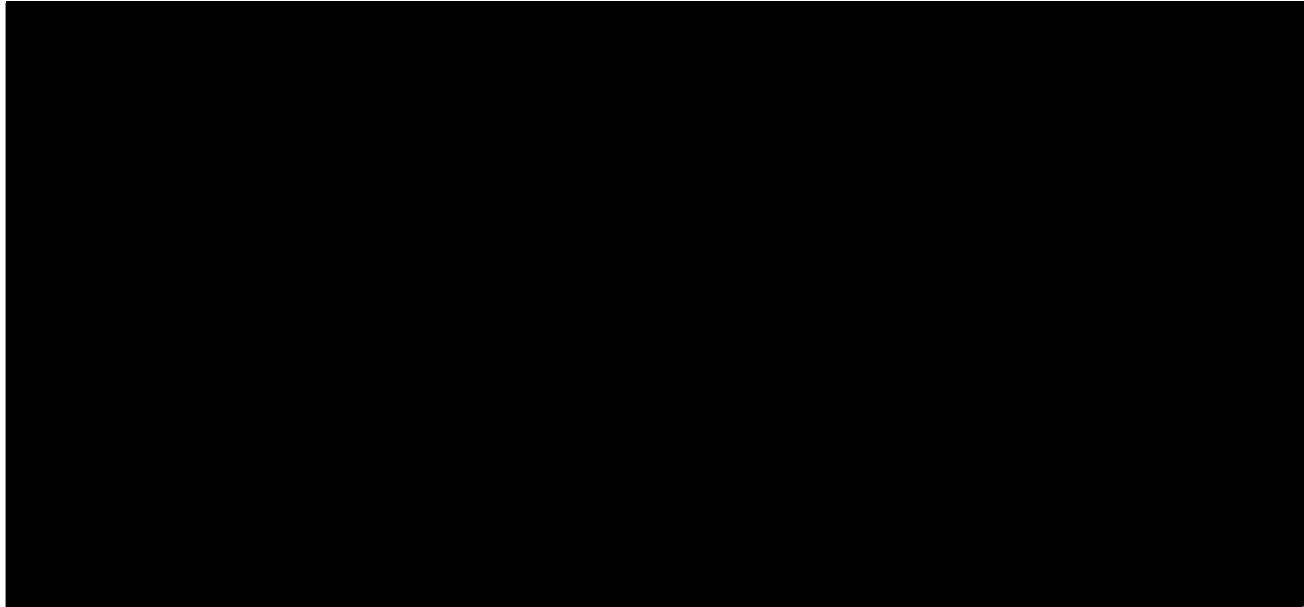
MEETINGS (IN PERSON AND TELECONFERENCE)

VARIOUS TOPICS:



ENTERTAINMENT:

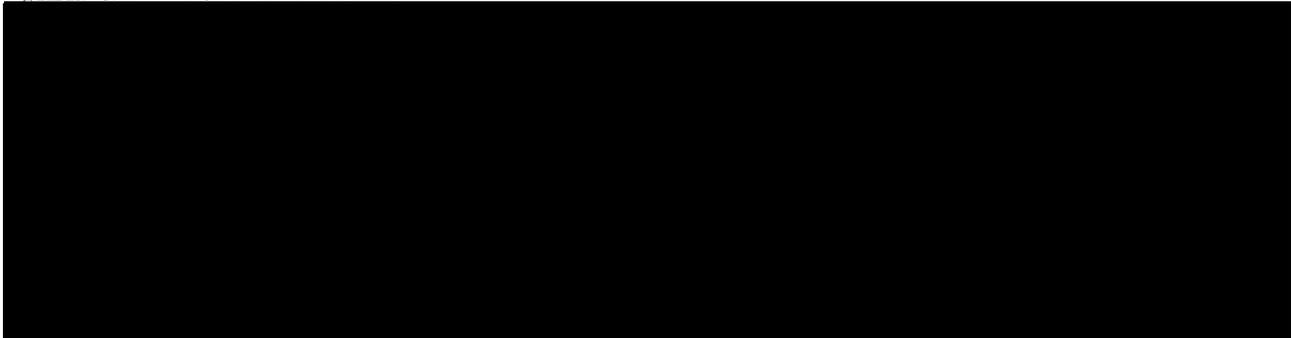




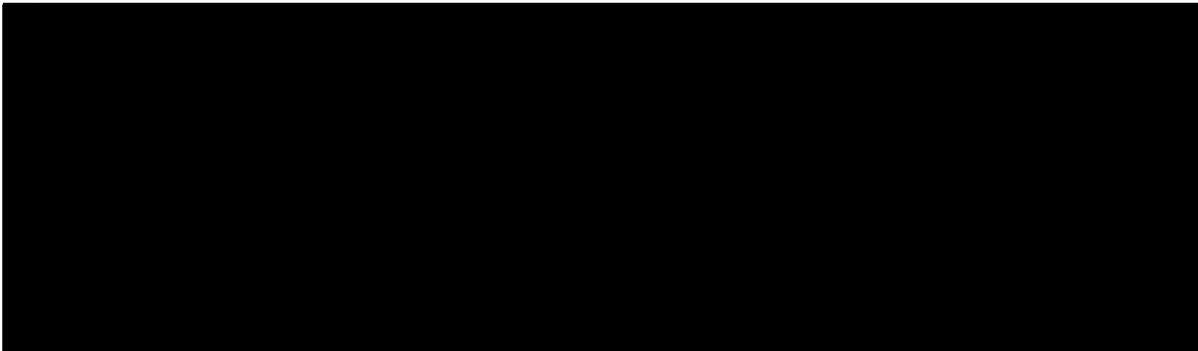
PROBATE COURT CALLS / HEARINGS / MEDIATION SESSIONS



HEIRS/HEIRS ADVISOR MEETINGS AND COMMUNICATIONS



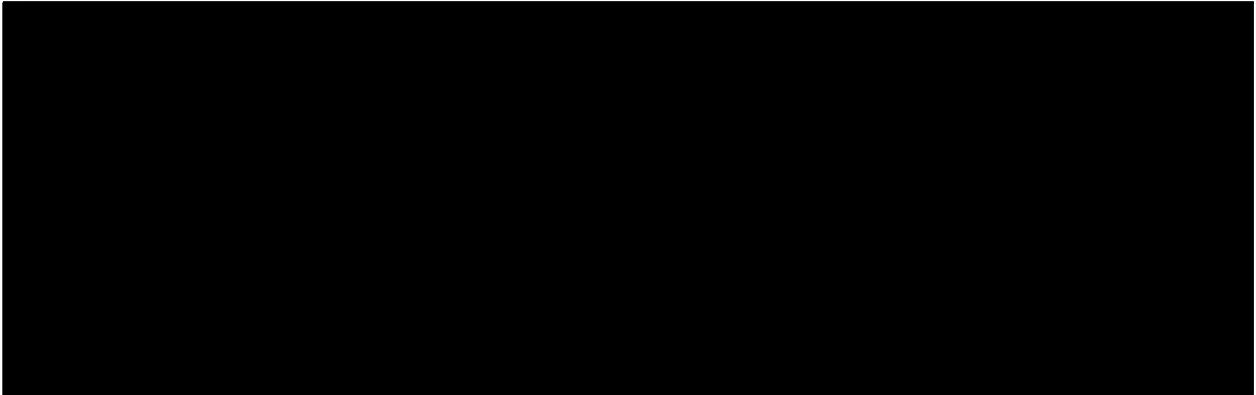
STANDING MEETINGS / CALLS



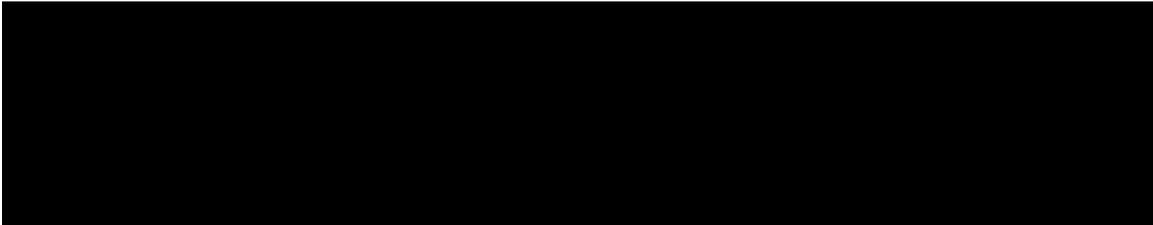
LITIGATION MATTERS



OTHER APRIL 2018 ACTIVITIES
TAX AND ACCOUNTING MATTERS



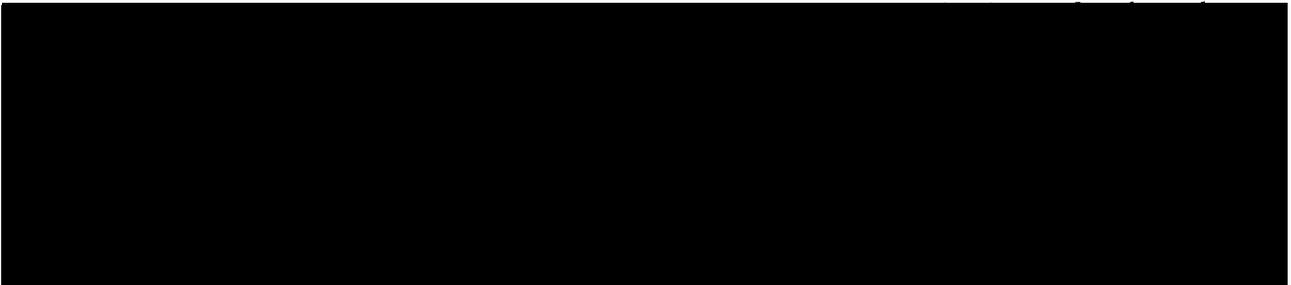
REAL ESTATE

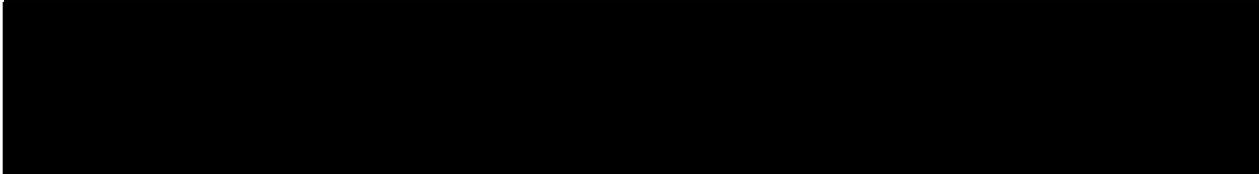


PUBLISHING AND OTHER LICENSE REQUESTS

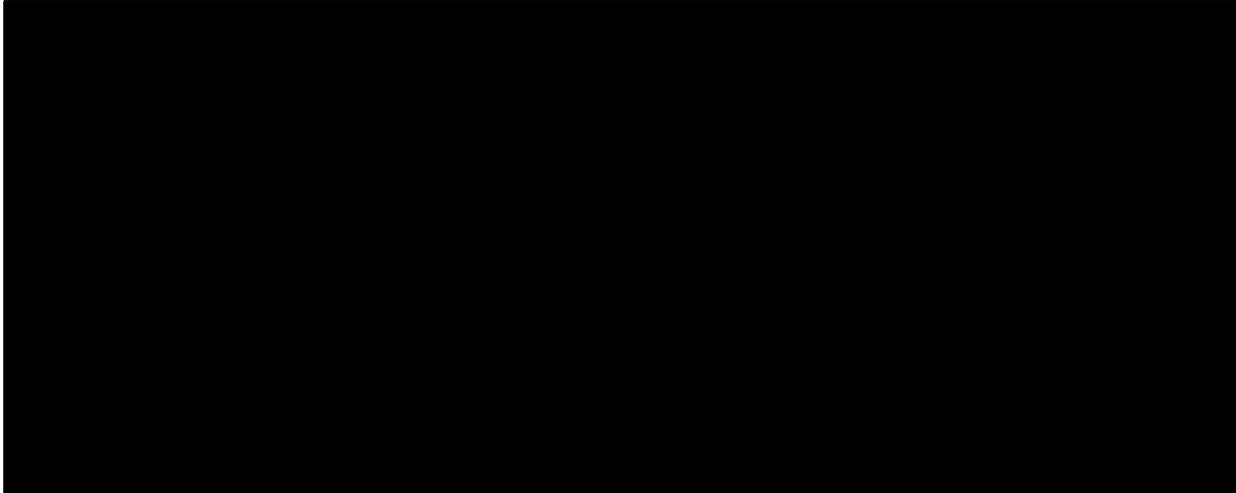


CEASE & DESIST ACTIVITY

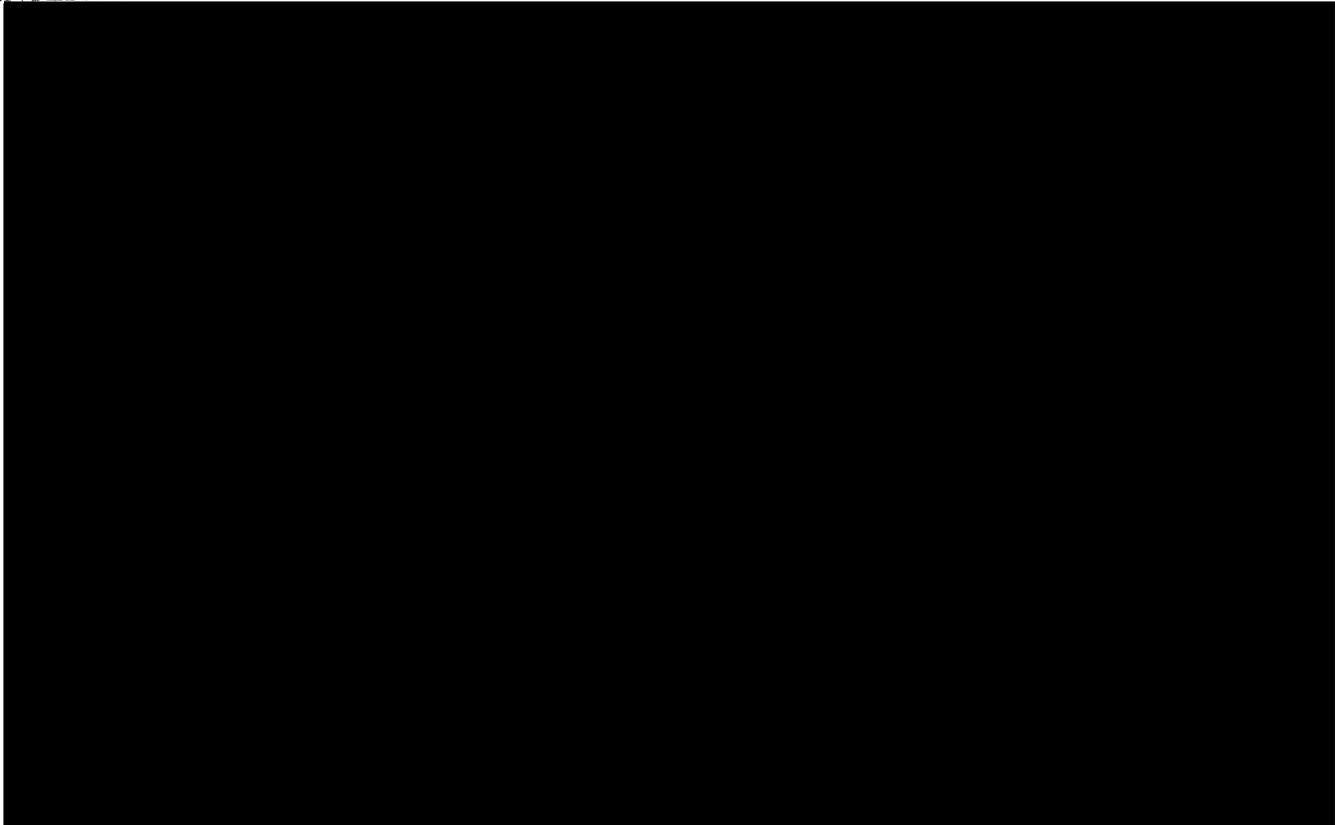




TRADEMARKS



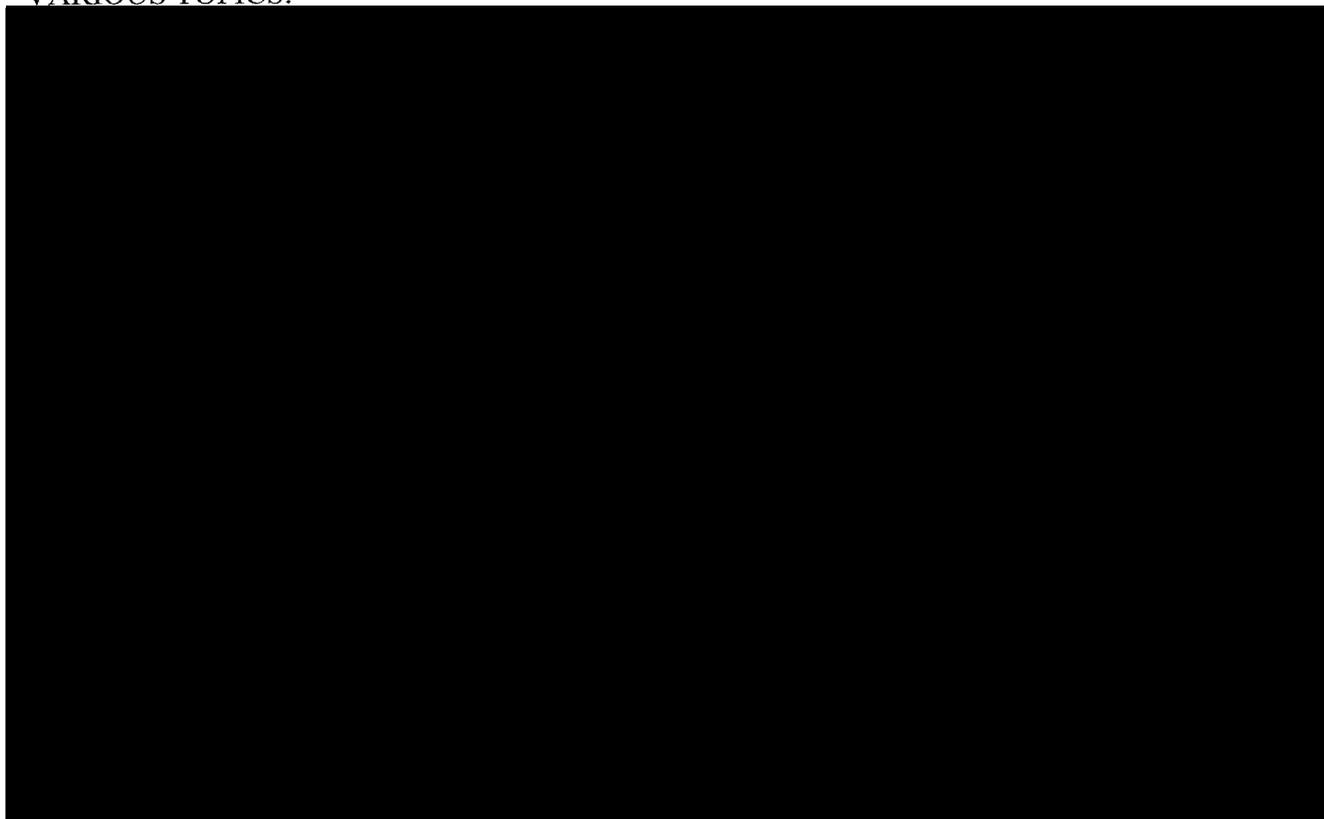
ENTERTAINMENT ACTIVITIES



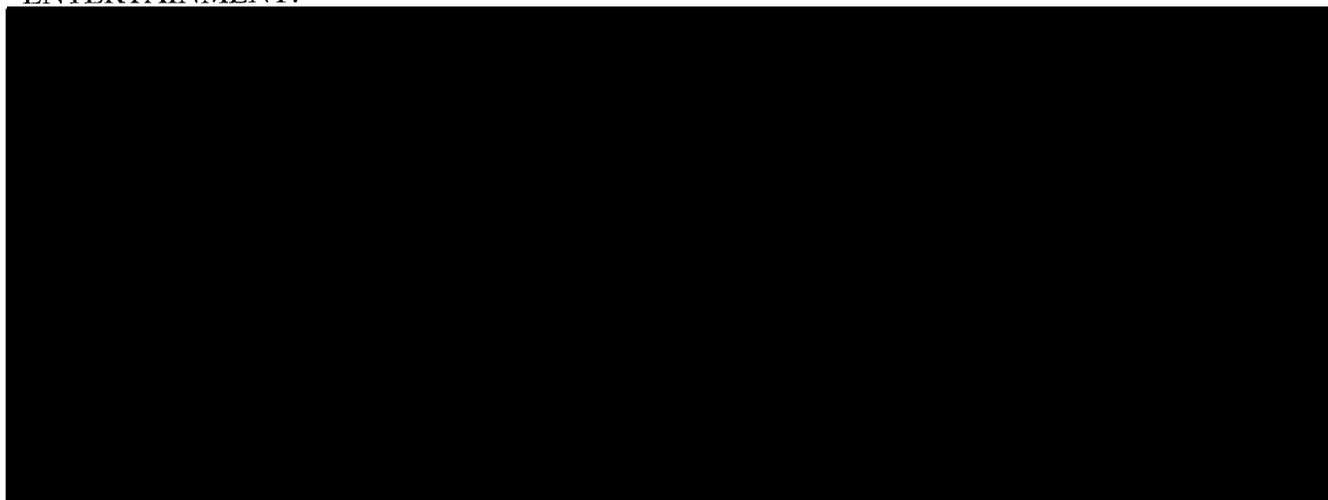
9. Comerica's activities and services for the Estate during the month of May 2018 include the following:

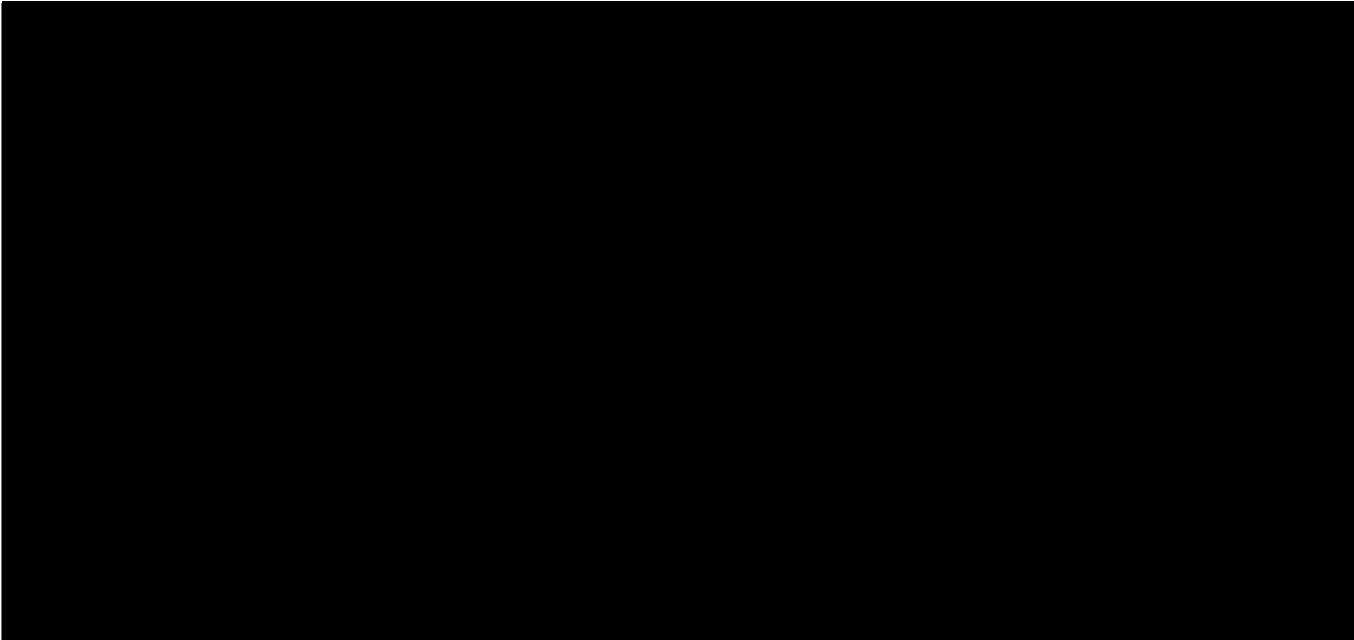
SCHEDULED MEETINGS (IN PERSON AND TELECONFERENCE)

VARIOUS TOPICS:

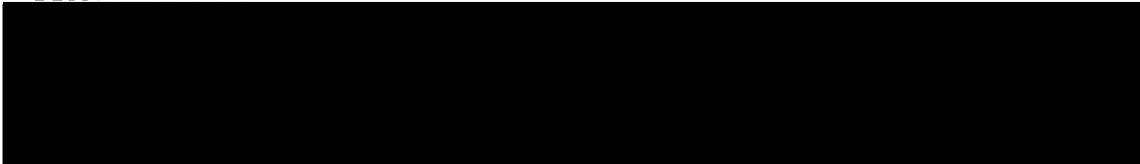


ENTERTAINMENT:

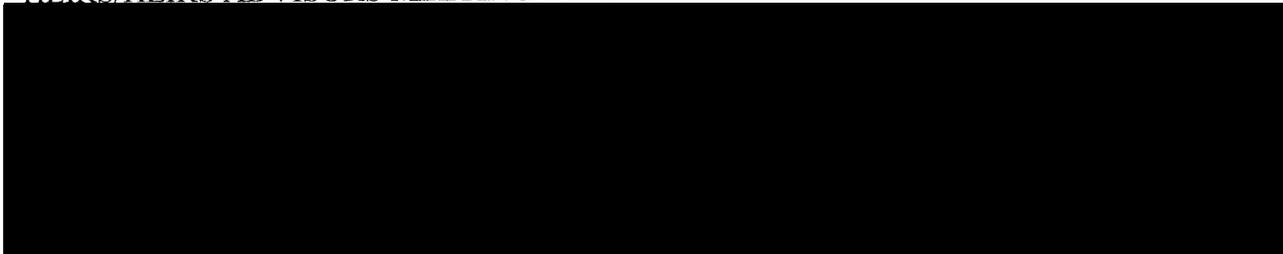




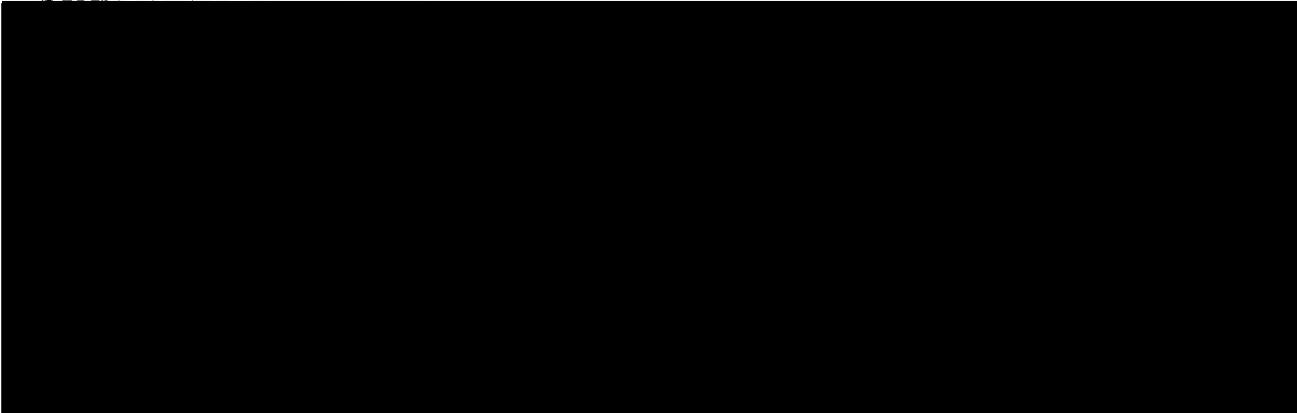
PROBATE COURT CALLS / HEARINGS / MEDIATION SESSIONS



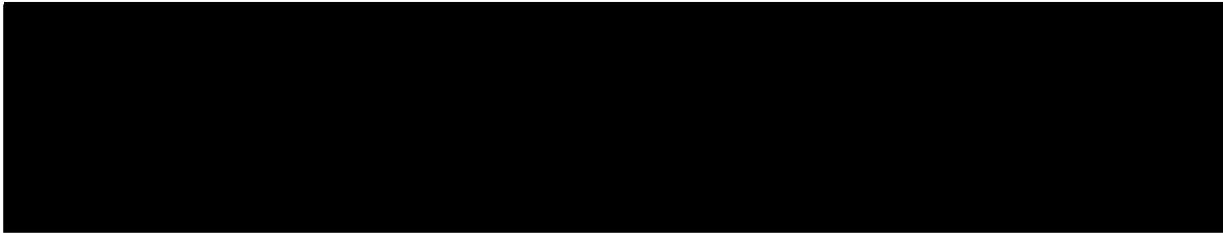
HEIRS/HEIRS ADVISORS MEETINGS AND COMMUNICATIONS



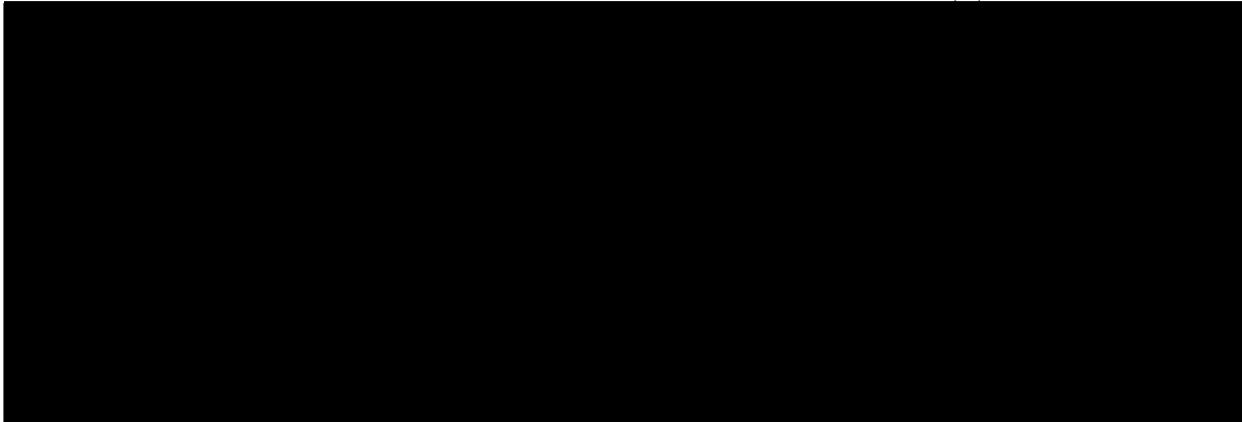
STANDING MEETINGS / CALLS



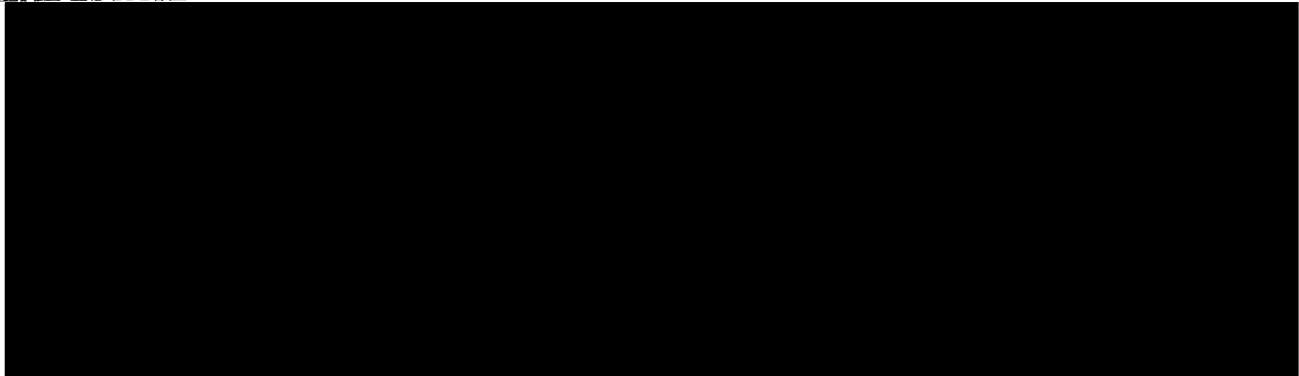
LITIGATION MATTERS



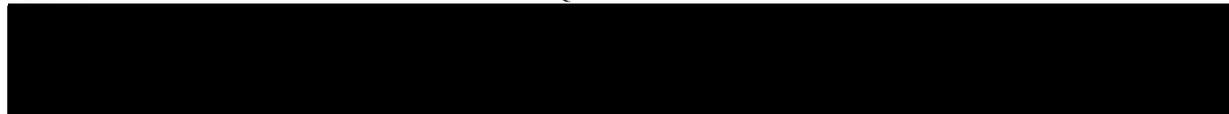
OTHER MAY 2018 ACTIVITIES
TAX AND ACCOUNTING MATTERS



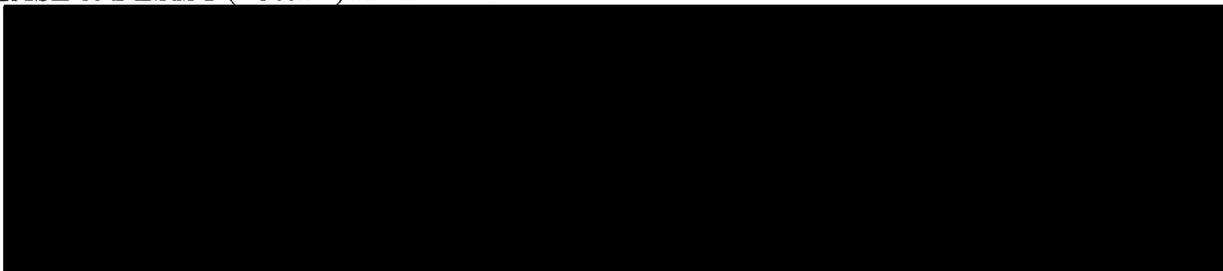
REAL ESTATE



PUBLISHING AND OTHER LICENSE REQUESTS



CEASE & DESIST (“C&D”) ACTIVITY

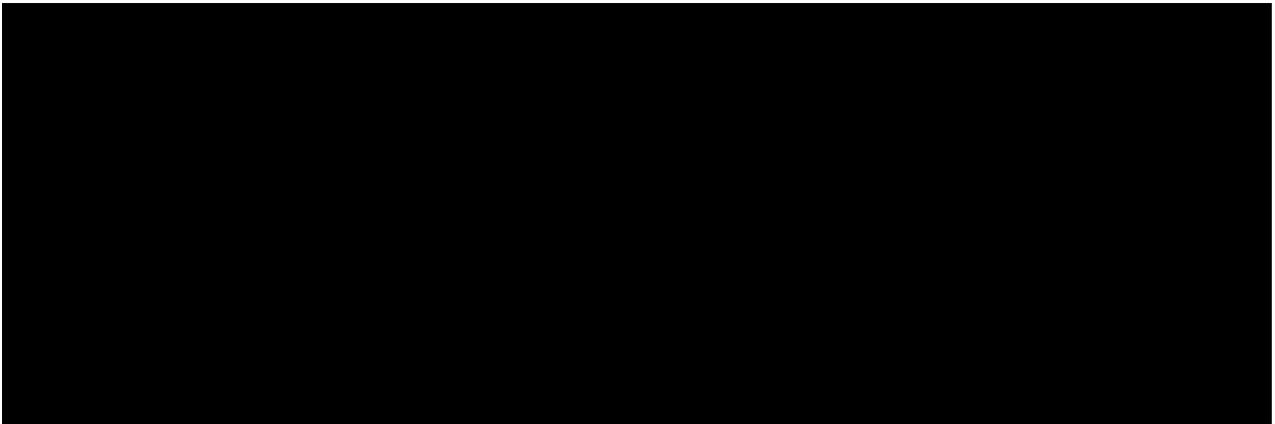




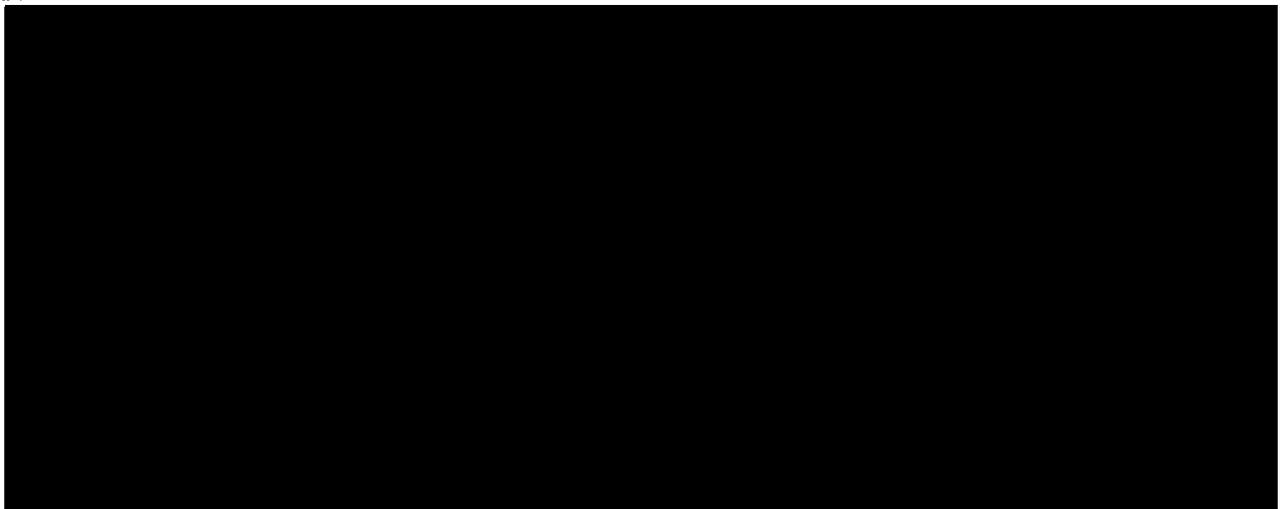
LITIGATION

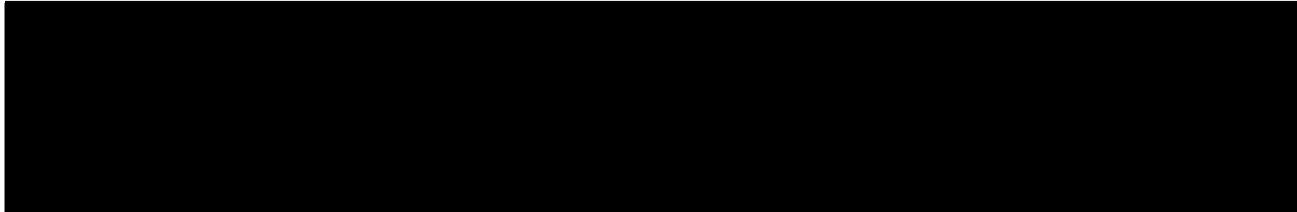


TRADEMARKS



ENTERTAINMENT ACTIVITIES





9. Based on the complex and extraordinary nature of this Estate and the time and effort devoted to administering the Estate by Comerica, Comerica's compensation and expenses are proportionate, reasonable, and should be approved by the Court.

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

Dated: June 19th, 2018

Angela W. Aycock
Angela W. Aycock

