

# Fredrikson

& BYRON, P.A.

August 30, 2017

**VIA EFILE**

The Honorable Kevin W. Eide  
Judge of the District Court  
Carver County Justice Center  
604 East 4<sup>th</sup> Street  
Chaska, MN 55318

Re: *In re Estate of Prince Rogers Nelson*  
Court File No. 10-PR-16-46

Dear Judge Eide:

We write on behalf of Comerica Bank & Trust, N.A. in its capacity as Personal Representative of the Estate of Prince Rogers Nelson (“Estate”) pursuant to Minnesota Rule of Practice 115.04(d) to seek an order requiring Petitioners Project Panther, Ltd., Aspiro AB and WiMP Music AS (collectively, “Tidal”) to produce documents responsive to the Estate’s requests for production of documents.

Summary of Argument

The Estate and Tidal agreed that their document productions would be substantially complete by August 26, 2017. In addition, the parties agreed that they would accommodate reasonable requests to prioritize production. Tidal failed to either prioritize the production of documents requested by the Estate, or to complete its production by August 26. The Estate respectfully request that the Court order Tidal to complete its document production within ten (10) days.

Background Facts

In this proceeding, Tidal claims that the Estate breached an alleged contract entitled “Artist Equity Term Sheet” (hereafter “Term Sheet”). Tidal commenced the action on November 11, 2016. Notably, Tidal’s initial Petition made no mention of the Term Sheet. In January 2017, more than ten months after the Decedent passed away, Tidal suddenly located the Term Sheet and filed a Supplemental Petition asserting breaches of the Term Sheet.

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The Term Sheet purports to be a contract between Project Panther, Ltd. and the Decedent dated July 19, 2015. Tidal claims that the Term Sheet was executed on July 19, 2015 by Phaedra Ellis-Lamkins. When Estate representatives saw the Term Sheet, they immediately expressed doubts about its authenticity. Several provisions in the Term Sheet are things the Decedent would not have accepted, including the name, image and likeness restriction Tidal claims the Estate breached.

The parties exchanged documents informally, and the Personal Representative served formal requests for production on April 3 and June 13, 2017. Tidal initially indicated that it intended to complete its production of documents on October 15, 2017, the deadline for fact discovery. The Personal Representative objected to that timing because it did not allow any opportunity to take depositions after document productions were complete. After meeting and conferring, the parties agreed that their document productions would be substantially complete by August 26, 2017.

The Personal Representative requested prioritized production of certain categories of documents on May 2, June 20 and June 30.<sup>1</sup> Among other things, the Estate asked Tidal to prioritize production of documents relating to the negotiation, execution and performance of the alleged Term Sheet.

As the August 26<sup>th</sup> deadline grew nearer and responsive documents had not yet been produced, counsel for the Estate expressed concern that Tidal intended to wait until the final day to produce the documents the Personal Representative requested. During meet and confers on July 18 and August 9, Tidal assured the Estate that it would produce documents on a rolling basis; that it would prioritize production of the documents the Estate requested; and that it would produce responsive documents no later than August 26.

Unfortunately, Tidal did not live up to its promises. Not only did Tidal fail to prioritize production of the requested categories of documents, Tidal did not produce *any* documents by August 26<sup>th</sup>, the agreed-upon deadline for substantial completion of document productions. Tidal last produced documents on May 12<sup>th</sup>, and acknowledges that its production is not complete.

When no documents were provided on the agreed-upon deadline, counsel for the Personal Representative sent an email demanding the prompt production of responsive documents. On

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<sup>1</sup> In the Order Regarding Discovery of Hard Copy And Electronically Stored Information issued in the related federal case, *NPG Records, Inc. and NPG Music Publishing, LLC v. Roc Nation, LLC, et al.*, Case No. 16-cv-3909 JRT/FLN (“ESI Protocol”), the parties agreed to produce documents on a rolling basis and that they would use good faith efforts to respond to reasonable requests for prioritized production. The parties incorporated the ESI Order in the case plan filed in this action.

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August 29, Tidal indicated that it would make “a substantial production” later that day, and “will follow up with the balance of our documents as expeditiously as possible.” Tidal did not produce documents that day, nor did Tidal indicate when the production would be completed.

Project Panther’s Responses and Objections to Plaintiffs First Set of Requests for Production are enclosed as Exhibit A. Responses served by Aspiro AB and WiMP Music AS are substantially similar. Relevant correspondence is attached as Exhibit B.

Requested Relief

The Personal Representative requests a telephone hearing to set a deadline for Tidal to complete its document production. The Personal Representative respectfully requests that the Court order Tidal to produce all non-privileged documents responsive to the Estate’s requests for production within ten (10) days.

Sincerely,

/s/ Lora M. Friedemann

Lora M. Friedemann  
**Direct Dial:** 612.492.7185  
**Email:** lfriedemann@fredlaw.com

Enclosures

62047311.1

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

<p>NPG RECORDS, INC. AND NPG MUSIC PUBLISHING, LLC,</p> <p style="text-align: center;">Plaintiffs,</p> <p style="text-align: center;">vs.</p> <p>ROC NATION LLC, ASPIRO AB, WIMP MUSIC AS, and PROJECT PANTHER LTD.</p> <p style="text-align: center;">Defendants.</p>	<p>Case No. 16-cv-03909-JRT-FLN</p> <p><b>PROJECT PANTHER LTD.'S RESPONSES AND OBJECTIONS TO PLAINTIFFS' FIRST SET OF REQUESTS FOR PRODUCTION</b></p>
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Defendant Project Panther Ltd. ("Project Panther"), by its attorneys Reed Smith LLP and Mason & Helmers, hereby responds to the First Set of Requests for Production of Documents by Plaintiffs NPG Records, Inc. and NPG Music Publishing, LLC ("Plaintiffs" or the "NPG Entities"), dated April 3, 2017 (the "Requests" and each individually, a "Request"), as follows:

**GENERAL OBJECTIONS**

Project Panther responds and objects to each and every one of the Requests propounded by Plaintiffs, as well as the "Definitions" and "Instructions" contained therein, on the following grounds, which grounds shall be deemed incorporated into each of the following specific responses and objections to said Requests. Project Panther submits its responses to the Requests subject to and without waiver of any of the following General Objections:

1. Project Panther objects to the Requests, as well as the Definitions and Instructions contained therein, to the extent they seek the production of documents that are duplicative of those already produced to Bremer Trust, N.A. ("Bremer Trust") and Comerica Bank & Trust, N.A. (the "Personal Representative") in response to a subpoena issued by Bremer Trust in the action styled *In re Estate of Prince Rogers Nelson*, Court File No. 10-PR-16-46 (the "Probate Action Production").

2. Project Panther objects to the Requests, as well as the Definitions and Instructions contained therein, to the extent they seek the production of documents that are duplicative of those already produced in response to the Personal Representative's Informal Discovery Requests on or about February 17, 2017 and/or March 6, 2017 (the "Informal Discovery Production") and together with the Probate Action Production, the "Probate Action Productions").

3. Project Panther objects to the Requests, as well as the Definitions and Instructions contained therein, to the extent they seek documents that are publicly available, are already within the knowledge, possession, custody or control of Plaintiffs or their agents, are otherwise equally accessible to Plaintiffs, and/or are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

4. Project Panther objects to the Requests, as well as the Definitions and Instructions contained therein, to the extent they seek information prohibited and/or restricted from disclosure pursuant to the Cayman Islands' Confidential Information Disclosure Law ("Cayman CIDL") and/or any other applicable agreement, law or regulation.

5. Project Panther objects to the Requests, as well as the Definitions and Instructions contained therein, to the extent they seek information prohibited and/or restricted from disclosure pursuant to the EU Data Protection Directive 95/46/EC, and the Norwegian Personal Data Act (LOV-2000-04-14-31), the Personal Data Regulation (FOR-2000-12-15-1265), or any other immunity from disclosure under applicable Norwegian law.

6. Project Panther objects to the Requests, as well as the Definitions and Instructions contained therein, to the extent they seek to impose obligations upon Project Panther beyond what is contemplated by the Federal Rules of Civil Procedure or by the parties' Stipulation For Discovery of Hard Copy and Electronically Stored Information, entered by the Court on April 4, 2017 (the "ESI Protocol").

7. Project Panther objects to the Requests, as well as the Definitions and Instructions contained therein, to the extent they seek information and/or documents protected by the attorney-client privilege and/or the work product doctrine, or that were prepared in anticipation

of litigation and/or constitute or disclose the mental impressions, conclusions, opinions, or legal theories of an attorney or other representative of Project Panther or any of its affiliates, related companies, employees, owners, or agents, concerning this or any other legal proceeding. Inadvertent disclosure of the same shall not be deemed a waiver of any applicable privilege or of the protection of the attorney work product doctrine. Project Panther reserves the right to demand that the parties and any party, person or entity that has received documents from the parties, destroy or return any such privileged or protected information or documents, consistent with the parties' Stipulation for Protective Order, entered by the Court on March 31, 2017 (the "Protective Order") and the ESI Protocol.

8. Project Panther objects to the Requests, as well as the Definitions and Instructions contained therein, to the extent they seek documents and/or information that are not relevant to any claim or defense in this proceeding.

9. Project Panther objects to the Requests to the extent they are vague, ambiguous, duplicative, unreasonably cumulative, incomprehensible, hypothetical in nature, not susceptible to a reasoned interpretation or response, do not describe with reasonable particularity the information or documents sought to be provided, and/or do not provide adequate notice stating the circumstances or reasons disclosure is sought or required.

10. Project Panther objects to the Requests, as well as the Definitions and Instructions contained therein, to the extent they are overly broad, unduly burdensome, or oppressive. Project Panther further objects to the Requests to the extent that the expense or burden of production called for is excessive or outweighs its probative value.

11. Project Panther objects to the Requests, as well as the Definitions and Instructions contained therein, to the extent they are not reasonably limited in time or scope.

12. Project Panther objects to the Requests, as well as the Definitions and Instructions contained therein, to the extent they seek documents and/or information outside of Project Panther's possession, custody, or control or from persons or entities other than Project Panther.

13. Project Panther objects to the Requests, as well as the Definitions and Instructions contained therein, to the extent they assume facts or legal conclusions in defining and/or setting forth the documents and/or information requested.

14. Project Panther objects to Plaintiffs' use of undefined terms when the meaning of such terms is vague or ambiguous in the context of the Requests.

15. No response made herein, or lack thereof, shall be deemed an admission by Project Panther as to the existence or nonexistence of documents.

16. Any failure to object to the Requests, as well as the Definitions and Instructions contained therein, on a particular ground shall not be construed as a waiver of Project Panther's right to object on that or any other additional grounds. A specific objection to a Request shall in no way waive or prejudice Project Panther's assertion of these General Objections.

17. Project Panther's Responses and Objections to the Requests are made to the best of Project Panther's present knowledge, information, and belief. The Responses and Objections are made without prejudice to the assertion of additional responses and objections by Project Panther at a later date and Project Panther reserves the right to revise, correct, clarify, supplement, modify, amend, and/or update these Responses and Objections as appropriate.

18. Project Panther's Responses and Objections are made without waiver, and with preservation of, all objections as to competency, relevancy, materiality, privilege, and admissibility of the responses and the subject matter thereof as evidence for any purposes in any part of this Action or in any other action or proceeding.

Subject to and without waiver of the foregoing General Objections, each of which is hereby incorporated into each of the responses below, whether or not repeated in full, Project Panther states the following additional Specific Responses and Objections, tracking the numerical order set forth in the Requests

**SPECIFIC OBJECTIONS TO DEFINITIONS AND INSTRUCTIONS**

1. Project Panther objects to Plaintiffs' definition of "Artist Equity Term Sheet" in Definition No. 3 as misleading. Specifically, Project Panther objects to Plaintiffs' definition of "Artist Equity Term Sheet" as an "alleged contract between Project Panther Ltd. and Prince Rogers Nelson" to the extent that it is meant to suggest that the Artist Equity Term Sheet is not a real or "valid" document. Subject to and without waiver of the instant objection, the General Objections and any Specific Objections set forth below, Project Panther will respond to each Request referencing the Artist Equity Term Sheet.

**SPECIFIC OBJECTIONS AND RESPONSES****REQUEST FOR PRODUCTION NO. 1:**

**All contracts and agreements you claim you have with Prince Rogers Nelson and/or the NPG Entities.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 1:**

Project Panther objects to Request No. 1 on the basis that it is duplicative of Requests Nos. 2 and 3 and seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 1 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 2:**

**All documents that evidence, support, or consist of an alleged agreement formed by a course of dealing with Prince Rogers Nelson and/or the NPG Entities.**



**RESPONSE TO REQUEST FOR PRODUCTION NO. 2:**

Project Panther objects to Request No. 2 on the basis that it is vague, ambiguous, duplicative of Requests Nos. 1 and 3, overly burdensome, and seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther further objects to Request No. 2 to the extent that it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law. Project Panther also objects to Request No. 2 to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 2 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 3:**

**All documents and communications referencing or regarding any collaboration, partnership, agreement, or contract with Prince Rogers Nelson and/or the NPG Entities, whether written, oral, or implied.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 3:**

Project Panther objects to Request No. 3 on the grounds that it is duplicative of Requests Nos. 1 and 2, vague, ambiguous, overly burdensome, and seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther further objects to Request No. 3 to the extent that it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or

any other applicable privilege, immunity, or protection available under law, and to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 3 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 4:**

**All communications and documents that evidence, refer or relate to the Artist Equity Term Sheet, including negotiation, execution and performance.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 4:**

Project Panther objects to Request No. 4 on the grounds that it is vague, ambiguous, and seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther further objects to Request No. 4 to the extent that it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law, and to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 4 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 5:**

**All internal and external communications relating to the Artist Equity Term Sheet.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 5:**

Project Panther objects to Request No. 5 on the grounds that it is overly broad, vague, and ambiguous. Project Panther objects to Request No. 5 on the grounds that it seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control and is duplicative of Request No. 4. Project Panther further objects to Request No. 5 to the extent that it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law, and to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 5 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 6:**

**All internal and external communications regarding the issuance of equity to Prince Rogers Nelson.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 6:**

Project Panther objects to Request No. 6 on the grounds that it is overly broad, vague, and ambiguous. Project Panther objects to Request No. 6 on the grounds that it seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther further objects to Request No. 6 to the extent that it seeks the

production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law, and to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 6 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 7:**

**All documents and communications that evidence, refer or relate to the July 23, 2014 “Power of Attorney.”**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 7:**

Project Panther objects to Request No. 7 on the grounds that it is ambiguous, not susceptible to a reasoned interpretation or response, and seeks the production of information and/or documents that are already within Plaintiffs’ possession, custody or control. Specifically, Project Panther requests clarification of Request No. 7 with respect to the July 23, 2014 date specified in the request.

Subject to and without waiver of the foregoing objections or General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 7 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 8:**

**All documents that evidence, refer or relate to communications between Shawn “Jay Z” Carter and Prince Rogers Nelson or any agent, affiliate or representative of Prince Rogers Nelson relating to a potential business relationship.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 8:**

Project Panther objects to Request No. 8 on the grounds that it is overly broad, vague, ambiguous, overly burdensome and seeks the production of information and/or documents that are already within Plaintiffs’ possession, custody or control. Project Panther further objects to Request No. 8 to the extent that it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law, and to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 8 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 9:**

**All e-mails that refer or relate in any way to Prince Rogers Nelson or the NPG Entities, including but not limited to emails exchanged with Phaedra Ellis-Lamkins and/or Diana Frappier.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 9:**

Project Panther objects to Request No. 9 on the grounds that it is overly broad and seeks the production of information and/or documents that are already within Plaintiffs’ possession, custody or control. Project Panther further objects to Request No. 9 to the extent that it seeks the

production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities – especially where Ms. Frappier, as the former attorney to the NPG Entities, is ethically bound to return all client property to the Personal Representative. Project Panther also objects to Request No. 9 to the extent it seeks information and documents unrelated to the claims and defenses in this action.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 9 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 10:**

**Documents sufficient to show the relationship between, and ownership of, Roc Nation, LLC, Project Panther Ltd., Aspiro AB, WiMP Music AS and S. Carter Enterprises, LLC from July 1, 2015 to present.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 10:**

Project Panther objects to Request No. 10 on the grounds that it is overly broad and requests the production of documents that are already within Plaintiffs' possession, custody or control. Project Panther further objects to Request No. 10 on the grounds that it requests the production of documents that are irrelevant to any claim or defense in this proceeding, especially with respect to S. Carter Enterprises, LLC.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 10 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 11:**

**All communications with the Special Administrator for the Estate of Prince Rogers Nelson and its representatives.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 11:**

Project Panther objects to Request No. 11 on the grounds that it is vague, overly broad, not reasonably limited in time and scope, and requests the production of documents that are irrelevant to any claim or defense in the proceeding. Project Panther further objects to Request No. 11 on the grounds that it seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Specifically, pursuant to the Order For Transition From Special Administrator to Personal Representative and Common Interest and Information Sharing Agreement, filed in the Probate Action in January 2017 (the "Order and Information Sharing Agreement"), Comerica and the Special Administrator for the Estate of Prince Rogers Nelson agreed "to share information relating to their common interests in the Matter, including but not limited to the exchange of oral and written communications, the sharing of information and documents, and the discussion of legal analysis and strategy among themselves and their counsel while not waiving any applicable privileges, including the attorney-client privilege and the work-product doctrine." Order and Information Sharing Agreement at 5.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 11.

**REQUEST FOR PRODUCTION NO. 12:**

**All documents in your possession, custody or control relating to the streaming of Prince musical works on Tidal.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 12:**

Project Panther objects to Request No. 12 on the grounds that it is overly broad, vague, ambiguous, and seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther further objects to Request No. 12 to the extent that it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law, and to the extent it seeks the production of information or documents prohibited and/or restricted from disclosure pursuant to the Cayman CIDL and/or any other applicable agreement, law or regulation. Specifically, Project Panther objects to Request No. 12 on the basis that the term "Prince musical works" is undefined, and, in the context of Request No. 12, vague, ambiguous and not susceptible of a further response.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 12 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 13:**

**All documents that evidence, support or relate to music publishing rights for Prince musical works streamed on Tidal.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 13:**

Project Panther objects to Request No. 13 on the grounds that it is overly broad, vague, ambiguous, and seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther further objects to Request No. 13 to the extent that it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or



protection available under law. Project Panther also objects to Request No. 13 to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities. Specifically, Project Panther objects to Request No. 13 on the basis that the term “Prince musical works” is undefined, and, in the context of Request No. 13, vague, ambiguous and not susceptible of a further response.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 13 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 14:**

**All communications with third parties concerning the streaming of Prince works on the Tidal streaming service since April 21, 2016.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 14:**

Project Panther objects to Request No. 14 on the grounds that it is overly broad, vague, ambiguous and seeks the production of information and/or documents that are already within Plaintiffs’ possession, custody or control. Specifically, Project Panther objects to Request No. 14 on the basis that the term “Prince work” is undefined, and, in the context of Request No. 14, vague, ambiguous and not susceptible of a further response. Moreover, Project Panther further objects to Request No. 14 to the extent that it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law, and to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

Subject to and without waiver of the foregoing objections or the General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 14 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 15:**

**The governing documents for Project Panther, including but not limited to Bylaws and Articles of Incorporation.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 15:**

Project Panther objects to Request No. 15 on the grounds that it requests the production of documents that are irrelevant to any claim or defense in this proceeding.

Subject to and without waiver of the General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 15.

**REQUEST FOR PRODUCTION NO. 16:**

**Financial statements for Project Panther from January 1, 2014 to present.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 16:**

Project Panther objects to Request No. 16 on the grounds that it requests the production of documents that are irrelevant to any claim or defense in this proceeding. Project Panther objects to Request No. 16 on the grounds that it is overly broad and not reasonably limited in time and scope. Project Panther also objects to Request No. 16 to the extent it seeks the production of information or documents that are confidential, proprietary, or otherwise protected from disclosure pursuant to applicable federal, state or Cayman law. Specifically, Project Panther objects to Request No. 16 to the extent that it requests information that is prohibited by

the Cayman CIDL with respect to disclosing the identity of shareholders of a Cayman-based company.

Subject to and without waiver of the foregoing objections or General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 16.

**REQUEST FOR PRODUCTION NO. 17:**

**Tax returns for Project Panther for the years 2014, 2015 and 2016.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 17:**

Project Panther objects to Request No. 17 on the grounds that it requests the production of documents that are irrelevant to any claim or defense in this proceeding. Project Panther objects to Request No. 17 on the grounds that it is overly broad and not reasonably limited in time and scope. Project Panther also objects to Request No. 17 to the extent it seeks the production of information or documents that are confidential, proprietary, or otherwise protected from disclosure pursuant to applicable federal, state or Cayman law. Specifically, Project Panther objects to Request No. 17 to the extent that it requests information that is prohibited by the Cayman CIDL with respect to disclosing the identity of shareholders of a Cayman-based company.

Subject to and without waiver of the foregoing objections or General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 17.

**REQUEST FOR PRODUCTION NO. 18:**

**Any valuation that has been done of Project Panther or any of its underlying assets from January 1, 2014 to present.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 18:**

Project Panther objects to Request No. 18 on the grounds that it requests the production of documents that are irrelevant to any claim or defense in this proceeding. Project Panther objects to Request No. 18 on the grounds that it is overly broad and not reasonably limited in time and scope.

Subject to and without waiver of the foregoing objections or General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 18.

**REQUEST FOR PRODUCTION NO. 19:**

**Any financial projections from July 19, 2015 to present.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 19:**

Project Panther objects to Request No. 19 on the grounds that it is overly broad, vague and ambiguous. Project Panther further objects to Request No. 19 on the grounds that it requests the production of documents that are irrelevant to any claim or defense in this proceeding

Subject to and without waiver of the foregoing objections or General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 19.

**REQUEST FOR PRODUCTION NO. 20:**

**Shareholder meeting minutes from July 19, 2015 to present.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 20:**

Project Panther objects to Request No. 20 to the extent it seeks the production of information or documents that are confidential, proprietary, or otherwise protected from disclosure pursuant to applicable federal, state or Cayman law. Specifically, Project Panther

objects to Request No. 20 on the grounds that it requests information that is prohibited by the Cayman CIDL with respect to disclosing the identity of shareholders of a Cayman-based company. Project Panther further objects to Request No. 20 on the grounds that it requests the production of documents that are irrelevant to any claim or defense in this proceeding

Subject to and without waiver of the foregoing objections or General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 20.

**REQUEST FOR PRODUCTION NO. 21:**

**All minutes of the Board of Directors that relate in any manner to any agreements with Prince Rogers Nelson and/or the NPG Entities, or the issuance of equity to Prince Rogers Nelson.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 21:**

Project Panther objects to Request No. 21 on the grounds that it is vague and ambiguous and duplicative of Request No. 3. Project Panther further objects to Request No. 21 on the grounds that it is not susceptible to a reasoned interpretation or response and does not describe with reasonable particularity the information or documents sought to be provided. Project Panther also objects to Request No. 21 to the extent it seeks the production of information or documents that are confidential, proprietary, or otherwise protected from disclosure pursuant to applicable federal, state or Cayman law. Specifically, Project Panther objects to the use of the term “the Board of Directors” as it is unclear to which Board of Directors Request No. 21 refers, and, in the context of Request No. 21, vague and ambiguous. Project Panther also specifically objects to Request No. 21 on the grounds that it requests information that is prohibited by the Cayman CIDL with respect to disclosing the identity of shareholders of a Cayman Islands-based company.

Subject to and without waiver of the foregoing objections or General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 21.

**REQUEST FOR PRODUCTION NO. 22:**

**All communications to shareholders from July 19, 2015 to present.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 22:**

Project Panther objects to Request No. 22 on the grounds that it is overly broad, unduly burdensome, vague, ambiguous and seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther further objects to Request No. 22 to the extent that it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law, and to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities. Project Panther also objects to Request No. 22 to the extent it seeks the production of information or documents that are confidential, proprietary, or otherwise protected from disclosure pursuant to applicable federal, state or Cayman law. Specifically, Project Panther objects to Request No. 22 on the grounds that it requests information that is prohibited by the Cayman CIDL with respect to disclosing the identity of shareholders of a Cayman Islands-based company.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 22 and which concern Mr. Nelson, and that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 23:**

**All communications with Prince Rogers Nelson and/or the NPG Entities from January 1, 2015.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 23:**

Project Panther objects to Request No. 23 on the grounds that it is overly broad, unduly burdensome, duplicative of at least Requests Nos. 2, 3, 4, 5, 6, 9, 12, 13, 14 and 24, and seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther further objects to Request No. 23 to the extent that it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 23 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 24:**

**All documents and communications that evidence, refer or relate to the equity owners in Project Panther, Ltd.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 24:**

Project Panther objects to Request No. 24 on the grounds that it is overly broad, unduly burdensome and seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther further objects to Request No. 24 to the extent that it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law, and to the extent it seeks the production of information or

documents that are confidential, proprietary, or otherwise protected from disclosure pursuant to applicable federal, state or Cayman law. Specifically, Project Panther objects to Request No. 24 on the grounds that it requests information that is prohibited by the Cayman CIDL with respect to disclosing the identity of shareholders of a Cayman Islands-based company. Project Panther also objects to Request No. 24 to the extent it seeks information and documents unrelated to the claims and defenses in this action.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control concerning Mr. Nelson's equity interest in Project Panther, Ltd. that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 25:**

**All documents and communications that evidence, refer or relate to the issuance of an equity interest in Project Panther, Ltd. to Prince Rogers Nelson.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 25:**

Project Panther objects to Request No. 25 on the grounds that it is duplicative of Request No. 6, and seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther also objects to Request No. 25 to the extent that it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law, and to the extent it seeks the production of information or documents that are confidential, proprietary, or otherwise protected from disclosure pursuant to applicable federal, state or Cayman law. Specifically, Project Panther objects to Request No. 25 on the grounds that it requests information that is prohibited by the Cayman CIDL with respect to disclosing the identity of shareholders of a Cayman Islands-based company.



Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 25 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 26:**

**Documents sufficient to show the composition of the Project Panther Board of Directors from July 1, 2015 to present.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 26:**

Project Panther objects to Request No. 26 on the grounds that it is vague, ambiguous, and seeks the production of documents that are unrelated to the claims and defenses in this action. Project Panther also objects to Request No. 26 on the grounds that it seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Subject to and without waiver of the foregoing objections or General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 26 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 27:**

**The Shareholders Agreement referenced in the Artist Equity Term Sheet and all communications with Prince Rogers Nelson and/or the NPG Entities relating to any such Shareholder Agreement.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 27:**

Project Panther objects to Request No. 27 on the grounds that it seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control and is duplicative of Request No. 23. Project Panther further objects to Request No. 27 to the extent that it seeks the production of information and/or documents protected by the attorney-

client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law, and to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities. Project Panther also objects to Request No. 27 to the extent it seeks the production of information or documents that are confidential, proprietary, or otherwise protected from disclosure pursuant to applicable federal, state or Cayman law. Specifically, Project Panther objects to Request No. 27 on the grounds that it requests information that is prohibited by the Cayman CIDL with respect to disclosing the identity of shareholders of a Cayman-based company.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 27 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 28:**

**The Artist Rights Agreement referenced in the Artist Equity Term Sheet and all communications with Prince Rogers Nelson and/or the NPG Entities relating to any such Artist Rights Agreement.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 288:**

Project Panther objects to Request No. 28 on the grounds that it seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control and is duplicative of Request No. 23. Project Panther further objects to Request No. 28 to the extent that it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law, and to the extent it seeks the production of information or

documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities. Project Panther also objects to Request No. 28 to the extent it seeks the production of information or documents that are confidential, proprietary, or otherwise protected from disclosure pursuant to applicable federal, state or Cayman law.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 28 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 29:**

**All versions of the register of members and/or stock ledge [sic] from July 18, 2015 to present.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 29:**

Project Panther objects to Request No. 29 on the grounds that it seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther further objects to Request No. 29 to the extent it seeks the production of information or documents that are confidential, proprietary, or otherwise protected from disclosure pursuant to applicable federal, state or Cayman law. Specifically, Project Panther objects to Request No. 29 on the grounds that it requests information that is prohibited by the Cayman CIDL with respect to disclosing the identity of shareholders of a Cayman-based company.

Subject to and without waiver of the foregoing objections or General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 29 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 30:**

**All shareholder agreements, buy-sell agreements, voting trust agreements or other agreements that affect the stock or ownership interests in Project Panther.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 30:**

Project Panther objects to Request No. 30 on the grounds that it seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther further objects to Request No. 30 to the extent it seeks the production of information or documents that are confidential, proprietary, or otherwise protected from disclosure pursuant to applicable federal, state or Cayman law. Specifically, Project Panther objects to Request No. 30 on the grounds that it requests information that is prohibited by the Cayman CIDL with respect to disclosing the identity of shareholders of a Cayman-based company.

Subject to and without waiver of the foregoing objections or General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 30 and that concern Mr. Nelson, and that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 31:**

**All documents regarding any tax reporting, distributions or deductions provided to Prince Rogers Nelson.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 31:**

Project Panther objects to Request No. 31 on the grounds that it is vague and ambiguous. Project Panther further objects to Request No. 31 to the extent that it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law, and

to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

Subject to and without waiver of the foregoing objections or General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 31.

**REQUEST FOR PRODUCTION NO. 32:**

**All statements provided to Prince Rogers Nelson and/or the NPG Entities.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 32:**

Project Panther objects to Request No. 32 on the grounds that it is vague, ambiguous, overly broad, and seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther also objects to Request No. 32 to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

Subject to and without waiver of the foregoing objections or General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 32 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 33:**

**Documents that evidence, refer or relate to the royalties paid to Prince Rogers Nelson and/or the NPG Entities for streaming on the Tidal streaming service.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 33:**

Project Panther objects to Request No. 33 on the grounds that it is vague, ambiguous, and seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther also objects to Request No. 33 to the extent that

it seeks the production of information and/or documents protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege, immunity, or protection available under law, and to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

Subject to and without waiver of the foregoing objections or General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 33 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 34:**

**Documents sufficient to show your “standard rates” and “standard practices” for payment and accounting of streaming royalties as referenced on page 4 of the Artist Equity Term Sheet.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 34:**

Subject to and without waiver of the General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 34.

**REQUEST FOR PRODUCTION NO. 35:**

**All documents and information Prince Rogers Nelson would be entitled to receive in an audit of your records conducted under the Artist Equity Term Sheet.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 35:**

Subject to and without waiver of the General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 35.

**REQUEST FOR PRODUCTION NO. 36:**

**All documents that evidence, refer or relate to tax advance distributions to Prince Rogers Nelson as provided on page 6 of the Artist Equity Term Sheet.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 36:**

Project Panther objects to Request No. 36 to the extent it seeks the production of information or documents that are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 36.

**REQUEST FOR PRODUCTION NO. 37:**

**The semi-annual statements referenced on page 6 of the Artist Equity Term Sheet.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 37:**

Project Panther objects to Request No. 37 to the extent it seeks the production of information or documents that are already within Plaintiffs' possession, custody or control, or are readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 37 that were not already produced pursuant to the Probate Action Productions.

**REQUEST FOR PRODUCTION NO. 38:**

**All documents relating to any sub-license of rights pursuant to page 8 of the Artist Equity Term Sheet.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 38:**

Subject to and without waiver of the General Objections, Project Panther will produce, to the extent they exist, any relevant, non-privileged documents in its possession, custody, or control responsive to Request No. 38.

**REQUEST FOR PRODUCTION NO. 39:**

**All communications to third parties that identify one or more equity owners in Project Panther, including but not limited to press releases.**

**RESPONSE TO REQUEST FOR PRODUCTION NO. 39:**

Project Panther objects to Request No. 39 on the grounds that it is vague and ambiguous. Project Panther objects to Request No. 39 on the grounds that it is not reasonably limited in time or scope, and seeks the production of information and/or documents that are already within Plaintiffs' possession, custody or control. Project Panther also objects to Request No. 39 to the extent that it seeks the production of information or documents that are publicly available or readily obtainable from other sources, including, but not limited to, agents and/or former employees of the NPG Entities. Project Panther further objects to Request No. 39 to the extent it seeks the production of information or documents that are confidential, proprietary, or otherwise protected from disclosure pursuant to applicable federal, state or Cayman law and to the extent it seeks information and documents unrelated to the claims and defenses in this action. Specifically, Project Panther objects to Request No. 39 on the grounds that it requests information that is prohibited by the Cayman CIDL with respect to disclosing the identity of shareholders of a Cayman-based company.

Subject to and without waiver of the foregoing objections and General Objections, Project Panther will produce, to the extent they exist, any non-privileged documents in its possession, custody, or control responsive to Request No. 39 and which concern Mr. Nelson, and



that were not already produced pursuant to the Probate Action Productions. However, Project Panther will not produce publicly available press releases responsive to Request No. 39.

**PRODUCTION**

Pursuant to Fed. R. Civ. P. 34(b)(2)(B) and the Committee Notes to the 2015 Amendments to the Rules, Project Panther states that it will continue to produce documents in response to these Requests on a rolling basis, including documents to be produced on this day, the 12th day of May 2017. The final production will occur before the close of discovery on October 15, 2017.

Dated: New York, New York  
May 12, 2017

By: /s/ Jordan W. Siev  
Jordan W. Siev (admitted *pro hac vice*)  
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*Attorneys for Defendants Aspiro AB, WiMP  
Music AS and Project Panther, Ltd.*

**CERTIFICATE OF SERVICE**

I, Christopher P. Hoffman, an attorney, hereby certify that on this May 12, 2017, I served a true and correct copy of Project Panther's Responses and Objections to Plaintiffs' First Set of Requests for Production to counsel for all parties in this action listed below via electronic mail:

Lora M. Friedemann (#0259615)  
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Nikola L. Datzov (#0392144)  
Anne Rondoni Tavernier (#0398516)  
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Fax: (952) 941-2337

*Attorneys for Defendant Roc Nation LLC*

Dated: May 12, 2017

/s/ Christopher P. Hoffman  
Christopher P. Hoffman

# Fredrikson

& BYRON, P.A.

June 20, 2017

Jordan W. Siev  
Christopher P. Hoffman  
Reed Smith  
599 Lexington Avenue, 22nd Floor  
New York, NY 10022  
jsiev@reedsmith.com  
choffman@reedsmith.com

Via Email

Re: *NPG Records, Inc., et al v. Roc Nation LLC, et al*  
Case No. 16-cv-03909 (JRT/FLN)

Dear Jordan and Chris:

I write regarding Plaintiffs' requests for production to the Aspiro Defendants, and, in particular, regarding the production of responsive documents located in Reed Smith's files.

Plaintiffs' requests for production seek documents and correspondence relating to the negotiations between the parties. Several Reed Smith lawyers corresponded with representatives of the NPG Entities regarding the Letter of Intent and alleged "Artist Equity Term Sheet." These documents are within your clients' "possession, custody or control," and must be produced. *See, e.g., MasterMine Software, Inc. v. Microsoft Corp.*, No. 13-cv-971, 2014 WL 12600147 at \*8 (D. Minn. Nov. 10, 2014) (holding that a party has the legal right and ability to obtain documents from its attorneys); *Ackerman v. PNC Bank, Nat'l Ass'n*, No. 12-cv-42, 2013 WL 9596080 at \*6 (D. Minn. March 10, 2013) ("any responsive documents in the law firm's possession are within the possession, custody and control of [party] as the law firm was acting as [party's] agent").

Please produce all non-privileged, responsive documents in Reed Smith's possession by July 7. Please use a unique Bates label or other identifier indicating the source of the documents. If responsive documents in Reed Smith's files are withheld based on a claim of privilege, please provide a privilege log.

Thank you for your attention to this matter.

Attorneys & Advisors  
main 612.492.7000  
fax 612.492.7077  
fredlaw.com

Fredrikson & Byron, P.A.  
200 South Sixth Street, Suite 4000  
Minneapolis, Minnesota  
55402-1425

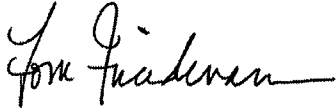
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**EXHIBIT B**

June 20, 2017  
Page 2

Sincerely,

A handwritten signature in black ink, appearing to read "Lora M. Friedemann". The signature is fluid and cursive, with a long horizontal stroke at the end.

Lora M. Friedemann  
**Direct Dial:** 612.492.7185  
**Email:** lfriedemann@fredlaw.com

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**EXHIBIT B**

# Fredrikson

& BYRON, P.A.

June 30, 2017

**Via E-Mail**

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Rodney J Mason  
Rodney J Mason, Ltd  
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Re: *NPG Records, Inc., et al v. Roc Nation LLC, et al*  
Case No. 16-cv-03909 (JRT/FLN)

Dear Counsel:

Mr. Siev's June 26 letter fails to explain -- let alone rectify -- the discovery deficiencies identified in my June 13<sup>th</sup> letter.

Attorneys & Advisors  
main 612.492.7000  
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**EXHIBIT B**

Via E-Mail  
Page 2

#### Failure to Identify Producing Party

As noted in my June 13<sup>th</sup> letter, Defendants failed to identify which party produced the documents it provided to Plaintiffs. Defendants claim that their production includes metadata that “provides Plaintiffs with the identities of the custodial entities.” On the contrary, the metadata identifies only the document custodian, not the producing entity. Custodians acted on behalf of several entities. For example, Desiree Perez acted on behalf of Roc Nation, Aspiro, WiMP and S. Carter Enterprises. Unless the Defendants will stipulate that they are jointly and severally liable, Plaintiffs need to know which documents were produced by which entity. Specifying which entity produced documents will also help identify holes in the production. Please either re-produce the documents with Bates labels identifying the producing party or provide a document that indicates which documents were produced by which entity.

#### Watermarks and Redactions

We will reply regarding Defendants’ redactions after we receive the log identifying the redacted documents. Please provide the log no later than July 10.

We continue to object to the use of watermarks and request that the Defendants remove all watermarks that overlap with the text on the documents.

#### Non-Compliance With Rule 34

Mr. Siev’s letter does not remedy Defendants’ non-compliance with Rule 34. Even with the explanation in the letter, it is unclear what documents Defendants withheld and why. Under Rule 34, “[a]n objection must state whether any responsive materials are being withheld on the basis of that objection.” The Amended Order Regarding Discovery of Hard Copy and Electronically Stored Information (“ESI Order”) also provides that “[o]bjections will state whether responsive materials are being withheld, which part of the requested materials is withheld, and the basis for so doing.” We repeat our request that Defendants provide responses to our Requests for Production that comply with Rule 34 and the ESI Order.

Defendants also failed to commit to a reasonable date when they will complete their production. Plaintiffs intend to complete their production no later than August 26, 2017, and we expect that the production will be substantially complete before that.

Defendants have not committed to produce documents before the end of fact discovery, which is obviously unworkable and unacceptable. The ESI Order provides that the parties “will produce documents, including ESI, on a rolling basis” and that the parties will use “good faith efforts to respond to reasonable requests for prioritized production.” Please confirm that Defendants will produce documents as soon as they are able and will complete their production no later than

Via E-Mail  
Page 3

August 26, 2017. Please also prioritize production of the following, which Plaintiffs would appreciate receiving within the next twenty days:

1. Responsive documents from Reed Smith's files per my June 20 letter;
2. Documents relating to the execution of the "Artist Equity Term Sheet;" and
3. Documents relating to performance by Project Panther of the alleged Artist Equity Term Sheet, including but not limited to documents regarding the alleged issuance of equity in Project Panther to Prince Rogers Nelson.

We would like to meet and confer with you regarding these issues on July 10 or 11. Please provide some times when Defendants are available on those dates.

Sincerely,

*/s/ Lora M. Friedemann*

Lora M. Friedemann  
**Direct Dial:** 612.492.7185  
**Email:** lfriedemann@fredlaw.com

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# ReedSmith

Jordan W. Siev  
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reedsmith.com

July 11, 2017

Lora M. Friedemann  
Fredrikson & Byron, P.A.  
200 South Sixth Street, Suite 4000  
Minneapolis, MN 55402-1425

**Re: NPG Records, Inc. et al v. Roc Nation LLC et al (Court File No. 16-cv-03909)**

Dear Lora:

We write on behalf of Aspiro AB ("Aspiro") and Project Panther Ltd. ("Project Panther," collectively with Aspiro, the "TIDAL Entities"), and jointly with counsel for Roc Nation LLC ("Roc Nation") in the above-captioned matter (together with the TIDAL Entities, "Defendants"), in response to your letter dated June 30, 2017 on behalf of Plaintiffs NPG Music Publishing, LLC and NPG Records, Inc. (collectively, "Plaintiffs").

As an initial matter, Defendants reject your contention that our previous letter of June 26, 2017 (the "June 26<sup>th</sup> Letter") failed to explain or rectify the deficiencies identified in your June 13, 2017 letter. To the contrary, Defendants have responded to each of the purported issues identified by Plaintiffs. In any event, in an effort to resolve these purported discovery issues, Defendants respond to your most recent letter as follows:

*First*, Defendants will not re-produce their entire production with Bates labels identifying the specific producing party. As we have advised on several occasions, such an exercise is unnecessary, inefficient, and overly burdensome. Defendants have complied with the Court's Order Regarding Discovery of Hard Copy and Electronically Stored Information (the "ESI Protocol") by providing you with custodian-specific metadata that identifies the employees from whom particular documents were collected. Moreover, Defendants will not stipulate that they are jointly and severally liable, as requested by your letter. Defendants are, however, willing to provide a list identifying each document custodian and his or her place or places of employ.

*Second*, as to watermarks, there remain only thirteen (13) documents watermarked out of a total of over 3,500 produced to Plaintiffs, all of which are entirely readable. Defendants' position continues to be that such limited watermarking is appropriate and reasonable in light of the heightened confidentiality concerns over the subject matter of the parties' litigations. Accordingly, Defendants will not remove the minimal watermarking in their productions.

*Third*, regarding redactions, Defendants are not obligated to produce their redaction log as to the ten (10) redacted documents previously identified by your arbitrary deadline of July 10. In any event, accompanying this letter please find Defendants' joint redaction log corresponding to all document productions made to Plaintiffs to date.

Lora M. Friedemann  
July 11, 2017  
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**ReedSmith**

*Fourth*, the June 26<sup>th</sup> Letter clearly and accurately remedied any purported non-compliance with Rule 34 (which was non-existent to begin with), and specifically set forth the parameters of Defendants' objections and the limitations under which Defendants would and would not produce documents responsive to Plaintiffs' Document Requests. To the extent Plaintiffs have a specific question as to whether or not a particular document, or category of documents, is being withheld that is not otherwise identified in the June 26<sup>th</sup> Letter, please so specify.

*Fifth*, your letter ignores Defendants' commitment to endeavoring to complete all document production by August 26, 2017. Contrary to your assertions, this date is entirely reasonable in light of Plaintiffs' commitment to "substantially complete" its own production no later than that same date. Defendants continue to comply with the ESI Protocol, which, as you know, provides for the production of documents on a rolling basis.

*Sixth*, regarding prioritizing production of certain documents, Defendants object to Plaintiffs' arbitrary twenty (20)-day production deadline. Defendants will produce relevant, non-privileged and responsive documents within their possession, custody, and control as soon as practicable.

With respect to producing responsive documents from certain Reed Smith attorneys, the attorney primarily responsible for negotiating the Equity Term Sheet and Letter of Intent left Reed Smith's employment over seventeen (17) months ago. In its ordinary course of business, Reed Smith purges former employees' email accounts ninety (90) days following an employee's departure. Thus, the email inbox for this particular attorney is no longer available or accessible. Notwithstanding the foregoing, we will continue to conduct a diligent search for responsive material that may reside in the email accounts of other Reed Smith attorneys as well as in our client files. We also note that non-privileged documents involving Reed Smith attorneys and that pertain to, for example, the negotiations of the Equity Term Sheet and Letter of Intent, already have been or will be produced from other sources such as Plaintiffs' own former counsel and Defendants' email servers from which Defendants are producing documents.

\* \* \* \*

Defendants stand ready to meet and confer on these issues and those issues identified in the parties' letter exchange. We are unavailable on your proposed dates and instead propose July 17 or 18 as alternative dates to meet and confer.

All Defendants expressly reserve all rights.

Very truly yours,

/s/ Jordan W. Siev  
Jordan W. Siev

JWS:sa

cc: Christopher P. Hoffman  
James T. Hultquist

**EXHIBIT B**

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July 11, 2017  
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**ReedSmith**

Rodney J. Mason  
Andrew H. Bart  
Ava U. McAlpin  
Terrance W. Moore  
Russell M. Spence, Jr.

**EXHIBIT B**

**Friedemann, Lora**

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**From:** Hoffman, Christopher P. <CHoffman@ReedSmith.com>  
**Sent:** Tuesday, August 29, 2017 6:38 AM  
**To:** Friedemann, Lora  
**Cc:** Rondoni Tavernier, Anne; Cassioppi, Joseph; Siev, Jordan W.  
**Subject:** RE: Document Production

Lora –

We will be making a substantial document production today and will follow up with the balance of our documents as expeditiously as possible.

Please let us know if you will be taking a formal position on the items raised in our deficiency letter and the additional documents requested therein.

Thanks.

Christopher P. Hoffman  
212.205.6109  
[choffman@reedsmith.com](mailto:choffman@reedsmith.com)

Reed Smith LLP  
599 Lexington Avenue  
New York, NY 10022

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**From:** Friedemann, Lora [<mailto:lfriedemann@fredlaw.com>]  
**Sent:** Monday, August 28, 2017 3:27 PM  
**To:** Hoffman, Christopher P.; Siev, Jordan W.  
**Cc:** Rondoni Tavernier, Anne; Cassioppi, Joseph  
**Subject:** Document Production

Jordan and Chris,

The parties agreed that document productions would be substantially complete by August 26. You also assured us that you would prioritize the production so that we would receive certain categories of documents well before that date. August 26<sup>th</sup> has now come and gone. Not only did your clients fail to prioritize the production as you promised you would, we did not receive any production by the agreed-upon deadline. Please let me know ASAP when we can expect to receive the documents the Estate requested.

Lora

**Lora M. Friedemann**  
*Chair, IP Division*

**Fredrikson & Byron, P.A.**  
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