

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 JOSEPH J. CASSIOPPI
IN RESPONSE TO HEIRS' ATTORNEY FEE
SUBMISSIONS**

I, Joseph J. Cassioppi, declare and state as follows:

1. I am a shareholder at Fredrikson & Byron P.A., counsel for Comerica Bank & Trust, N.A., the Personal Representative of the Estate of Prince Rogers Nelson.

2. I make this declaration in response to the April 22, 2019 Reply submitted by White Wiggins & Barnes, LLP ("WWB") and J. Selmer Law, P.A. ("JSL"), as requested by Judge Solum in his May 28 correspondence.

3. The work performed by WWB and JSL relating to Michael Lythcott and Gregg Walker has benefitted the Estate by bringing to light the confidentiality breaches of Lythcott and Walker, thus enabling the Personal Representative to investigate those breaches and take action to mitigate damage to the Estate. After learning of Lythcott and Walker's "pitch book" from WWB, the Personal Representative obtained an Order from the Court permitting discovery into Lythcott and Walker's communications with third parties regarding confidential Estate information. A copy of that February 13, 2019 Order is attached hereto as Exhibit A. The Personal Representative has since reviewed the documents produced by Lythcott, issued a report to the Court with its findings and recommendations, and has contacted third parties who received

confidential Estate information to assure any confidential information was returned or destroyed. The Personal Representative likely would not have uncovered the extent of Lythcott and Walker's misconduct without the efforts of WWB. By securing the agreement of at least fifteen third-parties to destroy confidential Estate records they were improperly provided by Lythcott and Walker, the Estate reduced the likelihood of that information being further disseminated to the detriment of the Estate. While there are several motions currently pending before the Court relating to Lythcott and Walker's conduct, including a Motion for Contempt against Walker, the Court has expressed the following reaction to Lythcott and Walker's conduct in an April 24, 2018 Order:

The Court is still smarting from the alleged intentional and outrageous violation of the rules of non-disclosure by the Court appointed Heir's representatives who appear to have, with the knowledge and conspiracy of some of the Heirs, disseminated confidential information for the purpose of circumventing the role of the Personal Representative and to enrich themselves.

A copy of that Order is attached as Exhibit B.

4. The work performed by WWB and JSL relating to the discharge of Bremer Trust, N.A. has not benefitted the Estate. The appeal against Bremer was abandoned and it yielded no benefit to the Estate. To the contrary, as a result of the appeal, the Estate has incurred additional and unnecessary legal fees, as the Estate must reimburse Bremer Trust, N.A. for attorneys' fees and costs incurred in defending against the appeal and related proceedings.

5. The work performed by WWB and JSL objecting to the Personal Representative's accounting has also not benefitted the Estate. Mr. Jackson's objections were overruled and the Court approved the Personal Representative's Interim Accounting. A copy of that December 7, 2018 Order is attached hereto as Exhibit C. Additionally, Mr. Jackson and the other Heirs have since objected to the Personal Representative's actions again, by bringing a Petition to

Permanently Limit the Authority of Comerica as Personal Representative, and this Petition was also denied by the Court. *See* Exhibit B.

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

Dated: May 31, 2019

/s/ Joseph J. Cassioppi

Joseph J. Cassioppi

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EXHIBIT A

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.

**ORDER REGARDING ESTATE
CONFIDENTIAL INFORMATION**

The above-entitled matter came before the undersigned via conference call on February 13, 2019, upon Comerica Bank & Trust, N.A.'s ("Comerica") February 8, 2019 Letter requesting an order requiring Michael Lythcott and Gregg Walker to provide any communications with third-parties that disclosed confidential Estate information. Appearances were noted on the record. Now therefore, the Court makes the following:

ORDER

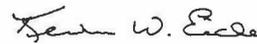
1. Within 10 days, Michael Lythcott and Gregg Walker shall provide counsel for Comerica all communications and related documents with any third-parties (including, but not limited to, the two entities referenced in the February 8, 2019 Letter filed by Alfred Jackson, Omarr Baker, and Tyka Nelson) that included confidential information that belongs to the Estate. Without limiting the foregoing, Mr. Lythcott and Mr. Walker shall provide all communications and documents related to the "pitch book" attached to the February 11, 2019 letter filed by White Wiggins & Barnes, LLP. Mr. Lythcott and Mr. Walker shall also provide an access log to the data site referenced in the White Wiggins & Barnes, LLP letter that discloses all parties who accessed the site and what they reviewed.

2. The Court's appointment of Gregg Walker and Michael Lythcott as Heirs' representatives in its Orders filed May 15, 2018 and May 25, 2018 is hereby revoked pending further order of this Court.

3. This is a temporary order and any party (the Estate or any Heir) can request a hearing to vacate or amend this order or to seek additional remedies for any alleged violation of a Non-Disclosure Agreement (NDA) or duty to the Estate.

4. The Court reaffirms the obligation of anyone who has signed a NDA with the Estate to abide by the terms of the NDA. The Court reserves the right to impose sanctions as allowed by law on anyone who has gained or disclosed confidential information of the Estate and is found to be in violation of a NDA.

Eide, Kevin



2019.02.13

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Dated: February 13, 2019

Kevin W. Eide
Judge of District Court

NOTICE: A true and correct copy of this Order/Notice has been served by EFS upon the parties. Please be advised that orders/notices sent to attorneys are sent to the lead attorney only.

EXHIBIT B

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In Re: Estate of:

Court File No. 10-PR-16-46

Prince Rogers Nelson,
Deceased.

**ORDER REGARDING PERSONAL
REPRESENTATIVE'S FEES AND
COSTS FOR FEBRUARY 2019
THROUGH JANUARY 2020 & PETITION
TO LIMIT AUTHORITY OF PERSONAL
REPRESENTATIVE**

The above entitled matter came before the undersigned on April 19, 2019 pursuant to Comerica Bank & Trust, N.A.'s Petition for Fees and Costs for February 2019 through January 2020, and the Joint Petition to Permanently Limit Comerica Bank & Trust N.A. Powers as Personal Representative. Appearances were noted on the record.

Comerica Bank & Trust, N.A. (the "Personal Representative") was appointed personal representative of the Estate of Prince Rogers Nelson (the "Estate") effective February 1, 2017. On March 22, 2017, the Court entered the Order Regarding Application of Existing Orders and Protocols to the Personal Representative. On September 7, 2018, the Court entered an Order Regarding the Personal Representative's Fees and Costs for February 2018 through January 2019 extending the March 22 protocols (collectively, the "Fee Orders"). Among other things, the Fee Orders approved provisional compensation for the Personal Representative through January 31, 2019, with such compensation subject to a review and approval process set forth in the Fee Orders. The Fee Orders also called for the Personal Representative to petition the Court regarding its compensation for the time period beginning February 1, 2019.

Accordingly, the Personal Representative's Petition sets forth a proposal for its compensation from February 1, 2019 through January 31, 2020. Specifically, the Personal Representative requests approval of provisional compensation of \$110,000 per month (plus expenses), subject to the existing review and approval process provided in the Fee Orders. The Personal Representative proposed a monthly fee schedule for entertainment advisor Troy Carter as stated on the record. The Personal Representative also proposes that the process set forth in the March 22 Order would continue to apply to the fees and expenses of its legal counsel, with the minor change that the Personal Representative's and its counsel's fee affidavits be due at the end

of the month, rather than the 15th of the month. The Court finds this proposal appropriate, subject to review every four months as previously ordered or upon the Heirs' submission of a formal transition plan.

In their Petition, the Heirs seek an order limiting or directing the Personal Representative's authority as follows:

1. to administering and handling only assets that existed prior to Decedent's death, with no right to control, administer or handle any new assets or derivative works from preexisting assets;
2. restricting the power to enter into any agreement for a period longer than one year, except when the Court provides written approval for longer terms;
3. to implement a system to provide the heirs and their advisors with reasonable access for opportunities to hear, review, and acquire the unheard or "vault" materials;
4. to work with Heirs' representatives to ensure a system of protocols are in place to provide Heirs' with access to Estate materials while also ensuring that no additional inadvertent disclosures of intellectual property occur;
5. to allow the Heirs full information, participation and access to all tax related matters; and
6. establishing, within the next two months, a Petitioners and Court approved transition plan for the Estate Administration and or the Estates Assets.

The Heirs' current Petition and their arguments are significantly similar to prior petitions seeking removal of the Personal Representative. There is little or no specificity in the complaints by the heirs. While the Court certainly appreciates the Heirs' concerns with respect to preserving Estate assets, minimizing Estate expenses and planning for distributions, those concerns are more effectively addressed through discourse and mediation. As repeatedly presented, such motions and the need to respond to them have had the ultimate effect of significantly increasing Estate expenses. As proposed by Justice Gilbert, the Court encourages the parties to continue to expand dialog opportunities, and informally mediate administration concerns.

Comerica requires the broad authority to administer the Estate that has been granted to them and is allowed by statute. To limit their powers would create a vacuum of uncertainty as to whom would have the authority to represent the Estate in certain matters. Specifically, restricting the authority of the Personal Representative to enter into an agreement for a period longer than one year may result in the loss of entertainment deal opportunities which are necessary to raise needed funds to pay estate taxes and lead to the distribution of funds to the Heirs.

At the hearing on these motions, the Personal Representative discussed the inventory process regarding the recordings in the vault. It would be appropriate for Mr. Carter to discuss with the heirs the plans for future distribution of these recordings, the inventory of the vault, and obtain input from the Heirs on future distributions unless such are strictly at the discretion of the Estate's entertainment distribution partners.

The Court will require the Personal Representative to keep the Heirs informed of the position of the Internal Revenue Service and the Minnesota Department of Revenue, but will not require that a representative of the Heirs be present in meetings or conversations with these departments.

In the past, this Court has tried to balance the ultimate interest of the Heirs in this Estate with the ability of the Personal Representative to efficiently manage the affairs of the Estate. The Court has required a significant level of communication between the Personal Representative and the Heirs. The Court recognizes that the Personal Representative would claim that they have fully complied with this direction where the Heirs, or some of them, would claim the level of communication and trust is lacking. The Court has acquired the services of a Mediator/Moderator to assist with the level of communication and to address grievances.

The Court is still smarting from the alleged intentional and outrageous violation of the rules of non-disclosure by the Court appointed Heir's representatives who appear to have, with the knowledge and conspiracy of some of the Heirs, disseminated confidential information for the purpose of circumventing the role of the Personal Representative and to enrich themselves. Unless a viable alternative is presented by the Heirs to replace the current Personal Representative, the Court will view further discord with a leaning toward limiting the authority of the Heirs to participate in the administration of this Estate, not limiting the authority of the Personal Representative. The Court again strongly encourages the use of the Mediator/Moderator to address any grievances of the Heirs.

Having considered the Petitions, the circumstances and anticipated needs and activities of the Estate, and related factors, the Court makes the following:

ORDER

1. The Personal Representative is authorized to receive compensation pursuant to Minn. Stat. § 524.3-719. For the time period of February 1, 2010 through January 31, 2020, the

Personal Representative shall be provisionally entitled to receive compensation at the rate of \$110,000 per month, plus reimbursement for expenses incurred in connection with the administration of the Estate, subject to paragraph 3 herein. On or prior to February 28, 2020, the Personal Representative shall petition the Court regarding the amount of its compensation for the time period beginning February 1, 2020 through such future date as is appropriate, based on the then anticipated needs and activities of the Estate.

2. The Personal Representative shall continue to utilize entertainment advisor Troy Carter under the re-negotiated compensation agreement as stated on the record to seek new entertainment opportunities for the Estate, review proposals made to the Estate and to provide creative direction to entertainment deals that have been approved.

3. Counsel for the Personal Representative are entitled to fees, costs, and expenses pursuant to Minn. Stat. §§ 525.515, 524.3-720, and 524.3-721. The Personal Representative is authorized to pay its counsel for legal services, costs, and expenses as invoices are submitted to the Personal Representative without advance approval of the Court, but subject to paragraph 3 herein.

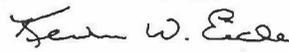
4. On June 30, 2019, and every four months thereafter, the Personal Representative shall submit to the Court for review and approval: (1) an affidavit (“Personal Representative Fee Affidavit”) that details the compensation and expense reimbursements of the Personal Representative for the preceding four month period (*i.e.*, February 1, 2018 through May 31, 2018); and (2) an affidavit of counsel (“Attorney Fee Affidavit”) that attaches unredacted copies of all itemized billing statements that represent attorneys’ fees, costs, and expenses for which the Personal Representative seeks Court approval for the preceding four month period (*i.e.*, February 1, 2018 through May 31, 2018). When submitting the Attorney Fee Affidavits, billing statements and Personal Fee Affidavits, the Personal Representative shall serve unredacted copies to counsel for the Heirs. The Heirs shall have 14 days after service to submit written objections. The Court will consider all supporting submissions made by the Personal Representative and will order the Personal Representative to reimburse the Estate in an amount that it determines to be reasonable and appropriate, if the Court believes that there was an overpayment of the Personal Representative’s fees or expense reimbursements. Similarly, the Court will consider all supporting submissions made by the Personal Representative in connection with the Attorney Fee Affidavits and will order counsel for the Personal Representative to reimburse the Estate in an amount that it

determines to be reasonable and appropriate, if the Court believes that there was an overpayment of the attorneys' fees, costs, and expenses. *See* Minn. Stat. § 524.3-721. Any submission of unredacted Attorney Fee Affidavits and Personal Representative Fee Affidavits (together, "Fee Affidavits"), or supporting detail for this Court's review shall not be deemed to constitute a waiver of the attorney-client privilege or work product doctrine. To the extent counsel for the Heirs receive the Fee Affidavits and supporting documents, those documents may be shared with their clients, however counsel and the Heirs shall maintain the confidentiality of such documents and shall not disclose the contents to third parties. The disclosure of any attorney-client privilege or work product material contained in unredacted Fee Affidavits and supporting documents provided to counsel for the Heirs shall not be deemed a waiver of confidentiality, the attorney-client privilege, or the work-product doctrine, given the common interest of the Personal Representative and the Heirs. Accordingly, Court filings that include Fee Affidavits and supporting documents shall be filed under seal to preserve the privilege and work product protections, and maintain the confidentiality of the ongoing business work of the Estate, with the understanding that the Personal Representative will file redacted versions of those documents to limit the sealed material to information which is privileged or confidential.

5. Unless specifically addressed herein, nothing in this order shall be deemed to modify or supersede the Fee Orders.

6. The Heirs' Petition to Limit the Authority of the Personal Representative is respectfully DENIED. Any concerns regarding the Personal Representative's actions or authority which cannot be addressed through open communication shall be referred to mediation with Justice Gilbert.

BY THE COURT:



Eide, Kevin

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Dated: April 23, 2019

Kevin W. Eide
 Judge of District Court

NOTICE: A true and correct copy of this Order/Notice has been served by EFS upon the parties. Please be advised that orders/notices sent to attorneys are sent to the lead attorney only.

EXHIBIT C

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.

**ORDER & MEMORANDUM
GRANTING COMERICA
BANK & TRUST, N.A.'S AMENDED
PETITION TO APPROVE INTERIM
ACCOUNTING**

The above-entitled matter came before the undersigned on November 29, 2018, upon Comerica Bank & Trust, N.A.'s Amended Petition to Approve Interim Accounting. Appearances were as noted in the record.

The Court, having considered the Amended Petition and the interim accounting for the period of February 1, 2017, through January 31, 2018, filed therewith, makes the following findings of fact:

1. The Amended Petition is complete.
2. The Petitioner has declared that the representations contained in the Amended Petition are true and complete to the best of Petitioner's knowledge.
3. The Petitioner has filed a complete interim accounting with the Court for Petitioner's administration of the Estate of Prince Rogers Nelson from February 1, 2017, through January 31, 2018.
4. The Petitioner has complied with all orders and decrees of the Court and with the provisions of law applicable to this Estate and to Petitioner as Personal Representative of the Estate.

In accordance with these findings of fact and Minn. Stat. §§ 524.3-505 and 524.3-1001, the Court makes the following:

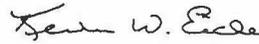
ORDER

1. The interim accounting for February 1, 2017, through January 31, 2018, submitted by Comerica Bank & Trust, N.A. as Personal Representative of the Estate is approved.
2. Except as noted below, all acts and doings of Comerica Bank & Trust, N.A. set forth in the interim accounting from February 1, 2017, through January 31, 2018, are approved, ratified, and confirmed.
3. For this accounting period, and for future periods, the Court determines that objections that could have been raised and have not been raised are waived. Objections that may come to light based on information that was not known at the time of the Petition for the interim accounting are preserved.
4. Except as provided for in this Order, nothing herein is intended to restrict, limit or alter the applicable limitations period for any claim(s) that may arise or be filed by the Heirs or beneficiaries of the Estate.
5. Omarr Baker's motion for the Estate to fund, in part, the cost of a forensic audit is respectfully denied.

Dated: December 7, 2018

BY THE COURT:

Eide, Kevin



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Kevin W. Eide
Judge of District Court

NOTICE: A true and correct copy of this Order/Notice has been served by EFS upon the parties. Please be advised that orders/notices sent to attorneys are sent to the lead attorney only.

MEMORANDUM

The Personal Representative has suggested to the Court and the parties that it is wise and a good use of judicial resources to submit interim accountings on an annual basis for review and approval. This would ensure that there is adequate oversight of the Estate by the Court and the Heirs. It also requires the Court and the Heirs to address concerns about the administration of the Estate in increments when the information is somewhat current and fresh, and in “chunks” that are a manageable size. The other alternative is to wait and review an accounting when the Estate is closed. This would mean that some information would be 4, 5 or more years old, and it would be such a large mass of information and data that it would be difficult to address. The Court adds that it has presided over the administration of this Estate for two and one-half years but there is no guarantee that one judge will preside over the Estate for its entire administration. It is likely that this Estate will be open for several more years to resolve disputes, to resolve issues relating to the determination of the amount of estate taxes, and to raise the money necessary to pay off those taxes. It would be almost impossible for another judge to address objections raised about events or conduct that occurred years before without the necessary historical context.

The Heirs do not wish to waive, nor the Court to bar, objections that would not otherwise be barred by the applicable limitation period for making claims. The Court concludes that the reasons for submitting interim accountings for approval and confirmation are substantial and necessary for proper estate administration. The Court will bar objections or claims that an heir (or party) knew or should have known of at the time of the petition for approval of an annual accounting. However, this Order does not restrict any applicable limitation period for any objection or claim that was not reasonably known at the time of the petition.

K.W.E.