

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF CARVER

FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In re:

Estate of Prince Rogers Nelson,
DecedentCourt File No. 10-PR-16-46
Honorable Kevin W. Eide**AFFIDAVIT OF KENNEDY BARNES IN
SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND COSTS**

STATE OF TEXAS }

COUNTY OF DALLAS }

Kennedy Barnes, being first duly sworn, states and deposes as follows:

1. I am one of the managing partners of White Wiggins & Barnes, LLP. ("WWB"), a Dallas-based law firm. I submit this affidavit in response to Special Master Richard B. Solum's May 28, 2019 request for additional information regarding the work WWB performed in connection with Michael Lythcott and Greg Walker, as well as further explanation regarding the discharge of Bremer and Comerica, and how the fee applications in both regards benefited the Estate.
2. On or about October 2, 2018, WWB was engaged as primary counsel on behalf of Alfred Jackson, one of the determined heirs to the above-referenced estate. The scope of the engagement included consultation, advice, counsel and appearing on Mr. Jackson's behalf in all matters related to the Prince Estate and Mr. Jackson's interests therein.

3. WWB became aware of Michael Lythcott’s involvement with the Prince Estate shortly after the firm was engaged. [REDACTED]

[REDACTED]

4. WWB contacted Mr. Lythcott and requested a copy of his complete file as it related to our client. In response, Mr. Lythcott provided access to what he described as a data room (“the Lythcott Data Room”). WWB accessed the Lythcott Data Room and very quickly realized that Mr. Lythcott had compiled a substantial collection of Estate documents as well as detailed items related to loans he and Greg Walker organized for Mr. Jackson and two other Heirs.

[REDACTED]

6. WWB also reviewed and analyzed the loan documents and communications which exposed Mr. Lythcott’s plan and methods to exert control over the Heirs in pursuit of his plan to gain control over certain assets of the Estate.

7. Much of what WWB learned from the Lythcott Data Room was not known to our client, including [REDACTED]

[REDACTED] The fee statement WWB submitted includes time spent consulting with our client to determine the status of his communications with Mr. Lythcott and preparing to thwart any impact Mr. Lythcott's actions on the Estate and our client's interest in the Estate. Given the sensitivity of those consultations, WWB incurred travel expenses to meet with Mr. Jackson in person and to confirm our conclusions and suspicions regarding Mr. Lythcott.
8. Based on our understanding of the confidential nature of most of the information and documents in Lythcott Data Room, and our knowledge and analysis of the documents and information contained therein, WWB was able to take immediate action to protect the Estate and the interests of the Heirs [REDACTED]

[REDACTED] The Personal Representative and Judge Eide have both acknowledged that the work performed in this regard benefited the Estate.
9. The time reflected in the fee statements reflect our efforts as described above and our rate, and the requested fee, including costs, is commensurate with the benefit conferred on the Estate.
10. With regard to the discharge issues, both Bremmer and Comerica sought to be fully released, even as to the Heirs, in connection with services provided to the Estate. Both were unsuccessful in this regard, and the Court agreed and ordered or clarified that potential claims by the Heirs were not released when Bremmer was discharged and when Comerica's end-of-the-year accounting was accepted by the Court.

11. WWB disagrees with the Personal Representative's position that our efforts in this regard did not benefit the Estate. The Personal Representative has almost absolute control over the assets of the Estate, including decision-making authority regarding the payment of estate taxes (the primary issue precluding closure of the probate proceedings), as well as the entertainment deals that, so far, have generated [REDACTED] revenue with millions paid out to Comerica, its counsel and other chosen service providers while the Heirs have received nothing.
12. On September 7, 2018, Comerica filed a motion and memorandum in support seeking not only to have an interim accounting approved, but asking the Court to "approve the Interim Accounting and discharge Petitioner and its agents from any and all liability associated with its administration of the Estate during the Interim Period." (See Exhibit 1, attached hereto).
13. The Interim Accounting for which Comerica sought full discharge covered virtually everything that it did during the Interim Period and involved Estate assets and transactions [REDACTED] (See the activity reflected in Interim Accounting, attached as Exhibit 2).
14. On September 21, 2018, heirs Sharon Nelson, Norrine Nelson, and John Nelson filed their Objections to Comerica Bank & Trust's Petition for Discharge from Liability and to Approve Interim Accounting. In their objection Sharon Nelson, Norrine Nelson, and John Nelson raised serious and numerous questions concerning the specific management of the Estate and potential breach of fiduciary duty claims against Comerica and its predecessor.
15. On October 17, 2018 Comerica filed an Amended Petition to Approve Interim Accounting in which it appeared to have withdrawn its request for discharge. But the petition still sought

an order from the Court (1) [s]ettling, approving and allowing [Comerica's] Interim Accounting for the Estate for the period from February 1, 2017, through January 31, 2017; (2) [a]pproving, ratifying and confirming all the acts and doings of [Comerica] set forth in the Interim Accounting from February 1, 2017, through January 31, 2018; and (3) [g]ranting such other and further relief as the Court may deem lawful, just and proper. (See Exhibit 3 attached).

16. On November 27, 2018, following conversations with Comerica's counsel, WWB filed a Brief in Support of [Mr. Jackson's] Objection to Comerica Bank & Trust, N.A.'s Amended Petition to Approve Interim Accounting. (See Exhibit 4, attached).
17. The matter was set for hearing on November 29, 2018 and Mr. White IV and I flew to Minnesota and appeared on Mr. Jackson's behalf. During the hearing, Comerica continued to argue for a full and complete release of liability for all matters covered in the Interim Accounting. The Court denied that request, and signed an Order specifically preserving claims, subject only to applicable limitations. (See Exhibit 5, attached).
18. The Court's ruling ensures that Bremmer and Comerica remain liable to the Heirs for negligence or malfeasance and clearly deters such behavior, which confers benefit to the Estate commensurate with the fees and expenses associated with that result.

19. FURTHER YOUR AFFIANT SAYETH NOT.

Pursuant to Minn. Gen. R. Prac. 14(c), (d) and 15, I declare under penalty of perjury that everything I have stated in this document is true and correct.

White Wiggins & Barnes, LLP

Dated: June 3, 2019

/s/Kennedy Barnes
Kennedy Barnes