

EXHIBIT 3

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 support of WWB's motion (or application) for an award of attorneys' fees and costs from the above-referenced estate for our past representation, in association with the law firm of J. Selmer Law, PA ("JSL") of Minneapolis, MN, pursuant to the above-named court's March 7, 2019 Order Regarding Heirs Attorney Fee Submission (the "Order") and Minnesota General Rule of Practice 119 ("Rule 119").

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. None of the attorneys in WWB are licensed in Minnesota and, therefore, WWB associated with and engage JSL to serve as local counsel in Minnesota for purposes of *pro hac vice* sponsorship, service and filing of

pleadings and papers in this matter, advice and consultation on Minnesota law and local practice, and overall advice and consultation with respect to representing Mr. Jackson in all future proceedings in this matter.

3. Attached hereto as Exhibits A and B are true and correct copy of WWB and JSL's billing statement for its work for Mr. Jackson on this matter through December 31, 2018, reflecting the relevant fees and costs incurred in representation of Mr. Jackson in estate proceedings during that period. Where applicable, entries are partially redacted due to reasons of privilege or confidentiality; pursuant to Rule 119.03, JSL is prepared to provide the court with unredacted copies for *in camera* review if required .

4. As required by Rule 119.02, Exhibits A and B:
- a. contain descriptions of each item of work performed, the date upon which it was performed, the amount of time spent on each item of work, the identity of the lawyer or legal assistant performing the work, and the hourly rate sought for the work performed;
 - b. show hourly rates for each person for whom compensation is sought that are JSL's normal hourly rates; and
 - c. reflect itemized disbursements and expenses, with rates referenced for same, with all disbursements (*e.g.*, motion filing fees) were the actual cost to JSL.

5. I have reviewed WWB's original time records and hereby verify that the work performed was for the benefit of the client and was necessary for the proper representation of the client, and that there are no charges for unnecessary or duplicative work.

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: March 29, 2019

/s/Kennedy Barnes

Kennedy Barnes

WHITE WIGGINS & BARNES, LLP

**1700 PACIFIC AVENUE
SUITE 3740
DALLAS, TX 75201
(214) 665-4150
TAX ID 75-2499532**

Invoice submitted to:
ALFRED JACKSON/COMERICA BANK NA, AS PERSONAL REPRESENTATIVE

Due Upon Receipt
March 29, 2019

In Reference To: THE INTERESTS OF ALFRED JACKSON, AN HEIR TO THE ESTATE
OF PRINCE ROGERS NELSON

Invoice # 26808

			<u>Hours</u>	<u>Amount</u>
10/2/2018	KB	Travel to Kansas City to meet with client regarding estate issues and goals for heirship.	11.00	
10/30/2018	NA	Review documents received from client in connection with engagement; identify local counsel in order to comply with Minn. Ct. Rules.	1.90	
10/31/2018	NA	Confer with potential local counsel regarding matter and qualifications.	1.20	
	WW	Strategy confer w/ K. Barnes.	4.00	
11/1/2018	NA	Review public documents and applicable authorities presently at issue in probate, including documents relating to Bremers discharge of liability.	8.90	
11/2/2018	NA	Finalize local counsel in compliance with Minn. Ct. Rules.	1.90	
	NA	Draft Notice of substitution of counsel.	0.80	
	NA	Draft Motions for Admission Pro Hac Vice for Messers. Anozie, Barnes, and White.	2.00	

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			<u>Hours</u>	<u>Amount</u>
11/2/2018	NA	Draft Affidavits of Messers. Anozie, Barnes, and White in connection with Pro Hac Vice motions.	1.00	
11/3/2018	NA	Revise Pro Hac Vice motions in compliance with recent Minn. Ct. Rules.; Finalize and transmit to opposing counsel for filing.	0.50	
	KB	Review authority and case law regarding the obligations of personal representative as it pertains to discharge of liabilities as to heirs; pursue strategy regarding same.	4.50	
11/4/2018	NA	Review applicable authorities and confer with Messers Barnes and White regarding the scope and appropriateness of the discharge of Bremer Trust.	5.60	
	KB	Confer with Messers Anozie and White regarding the scope and appropriateness of the discharge of Bremer Trust.	0.80	
	WW	Confer with Messers Anozie and White regarding the scope and appropriateness of the discharge of Bremer Trust.	0.80	
	KB	Continue case research and analysis regarding duties and release of liability for PR; confer with prior counsel re the issues.	2.00	
	WW	Confer w/ Messrs. Barnes and Anozie re: scope & appropriateness of the discharge of Bremer Trust.	1.50	
11/5/2018	NA	Confer with local counsel re: filing of documents and obtaining access to unredacted case pleadings.	0.30	
	KB	Discussion with N. Anozie regarding strategy and objections and/or motion for clarification re Court's previous order related to discharge of special representative; continue review of client files in pursuit of strategy.	5.00	
11/6/2018	NA	Confer with Messers Barnes and White re: appeal.	0.40	
	NA	Review applicable authorities re: availability of appeal of discharge and fees and procedure.	2.70	

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			<u>Hours</u>	<u>Amount</u>
11/6/2018	NA	Draft notice of appeal.	0.50	
	NA	Review letter filed by Comerica re: attorneys liens.	0.30	
	NA	Review letter filed by Maslon and attached proposed order re: scope of discharge.	0.80	
	NA	Draft motion for relief from judgment; confer with local counsel and file the same.	3.20	
	KB	Communications with J. Cassioppi regarding payments to Bremer in light of objections to discharge; confer with team regarding strategy; review client and court files regarding same.	5.70	
	WW	Confer w/ Messrs. Barnes & Anozie re: appeal.	1.00	
11/7/2018	NA	Review order denying motion to recuse Hon. Eide.	0.20	
	NA	Review Lommen Abdo's motion for approval of fees.	0.70	
	NA	Review applicable authorities re: appellate Pro Hac Vice and draft documents relating to the same.	4.00	
	KB	Review and revise motion for clarification; continue review of file for status and strategy; review of client files from prior counsel and M. Lythcott; confer with W. White regarding same.	7.60	
11/8/2018	NA	Draft Motion for Clarification.	5.40	
	NA	Review correspondence from Ms. Shirk (Minn Probate Clerk).	0.10	
	WW	Review of Alfred Jackson's objection to and motion for clarification of courts Oct. 17, 2018 order; review file history regarding same.	3.00	
11/10/2018	KB	Final revisions to objections; continue review of client files; confer with local counsel re appeal of prior order from the Court regarding discharge of personal representative.	2.00	

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			<u>Hours</u>	<u>Amount</u>
11/13/2018	NA	Review case filings filed with the court 11/13.	1.10	
	KB	Review Comerica's amended petition to approve interim accounting, and other pleading related to issue of discharge, including O. Baker and client's objection. Confer with N. Anozie regarding next steps; review case law on discharge issue; review file with full access.	7.20	
11/15/2018	NA	Review case filings.	0.30	
	NA	Begin drafting Appellate documents.	2.10	
11/16/2018	NA	Draft Appellate Pro Hac Vice motions, affidavit and statement of case.	3.70	
	NA	Confer w/ local counsel re: appellate filings.	0.30	
	KB	Review the court filings of the week for update and strategy.	1.00	
11/19/2018	NA	Confer with local counsel re: Nov 29, 2018 hearing.	0.40	
	NA	Correspond with local counsel re: accepted appellate case filings.	0.10	
	KB	Review issues related to Comerica's request for approval of final accounting, which includes a discharge as to heirs of matters covered or contained therein; confer with W. White and N. Anozie regarding case authority and strategy to oppose such discharge.	4.60	
11/20/2018	NA	Review order granting Pro Hac admission in appellate court.	0.10	
	KB	Pursue strategy and research regarding tax issues; confer with former colleague regarding general issues and IRS considerations with regard to estate tax resolutions; review materials in Comerica database related to the estate tax issue.	9.00	
11/21/2018	NA	Review Barnes Thornburg application for attorney's lien against Tyka Nelson.	0.30	

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			<u>Hours</u>	<u>Amount</u>
11/21/2018	NA	Draft Objection to Comerica's amended petition to approve accounting.	0.80	
11/22/2018	KB	Prepare for hearing on motion to approve accounting with discharge; continue review of client files.	5.30	
11/23/2018	KB	Review the court filings of the week for update and strategy.	0.60	
11/26/2018	NA	Confer with local counsel and re-submit objection to Comerica's petition to approve accounting.	0.40	
	WW	Review of Alfred Jackson's brief in support of his objection to Comerica Bank & Trust, N.A.'s Amended Petition to Approve Interim Accounting.	2.20	
11/27/2018	NA	Confer with Ms. Collins re: upcoming hearing and corresponding documents and information.	0.50	
	NA	Review transcript ordered by opposing counsel in appellate court.	2.20	
	KB	Continue preparation for hearing; review legal authority and details of activities sought to be approved by the court.	3.50	
	WW	Confer w/ K. Barnes and hearing preparations; confer with K. Barnes re hearing preparation and issues anticipated.	2.00	
11/28/2018	KB	Travel to Minneapolis for hearing; final preparation for hearing.	6.50	
	WW	Review of 11.29.18 hearing pleadings.	1.80	
11/29/2018	KB	Appearance and argument at hearing on motion to approve accounting; confer with Comerica counsel; confer with O. Baker regarding issues of concerned regarding administration of the estate.	8.50	
	WW	Attend hearing-Comerica Interim Accounting.	2.00	

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			<u>Hours</u>	<u>Amount</u>
11/30/2018	NA	Review motion to dismiss filed by Bremer.	1.10	
	NA	Review statement of case.	0.70	
	NA	Correspond with opposing counsel re: Appellate notices and filing.	0.10	
	KB	Review the court filings of the week for update and strategy.	1.00	
12/3/2018	NA	Review filing of proposed order.	0.10	
12/4/2018	NA	Review Hon. Eide's letter to Gleekel and response to Motion for clarification.	0.50	
	KB	Review letter from J. Eide regarding ruling related to discharge of former special representative; confer with local counsel regarding same; confer with client re same.	1.20	
12/5/2018	KB	Travel to Kansas City to meet with client to provide update and discuss strategy regarding estate issues.	10.00	
	WW	Travel to Kansas City and attend meeting w/ Alfred Jackson.	10.00	
12/6/2018	NA	Confer with local counsel re: withdraw of appeal in accordance with Hon. Eide's letter.	0.80	
12/7/2018	NA	Review letter from Malson re: Rule 54.02 certification and confer with local counsel regarding the same.	0.70	
	NA	Review affidavit and stipulation and order for dismissal.	0.20	
	KB	Confer with local counsel regarding service issues; continue review of client files; pursue strategy related to client expenses; review the court filings for the week.	2.50	
12/10/2018	NA	Review local counsel submissions to date.	0.40	

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	<u>Hours</u>	<u>Amount</u>
12/14/2018 KB Review the court filings of the week for update and strategy.	0.50	
12/17/2018 NA Review various case filings relating to attorney's liens.	0.90	
NA Confer with Ms. Dukes re: Minn. Ct. Survey of deadlines, etc. and review and revise draft of the same.	1.60	
12/21/2018 NA Review various filings re: attorney's liens.	0.90	
NA Draft proposed letter to Hon. Eide re: Second amended order and correspond with Mr. Barnes regarding the same.	1.30	
12/26/2018 NA Review various filings re: attorney's liens.	0.90	
12/28/2018 KB Review the court filings of the past two week for update and strategy.	0.70	
For Professional Services Rendered	<u>193.90</u>	<u>\$90,460.00</u>
Additional Charges :		
10/4/2018 OUT-OF-TOWN TRAVEL K. BARNES AND W. WHITE TRAVEL FROM DALLAS, TX TO KANSAS CITY , MO ON OCTOBER 4, 2019 ; AIRFARE SOUTHWEST AIRLINES \$1103.92, CAR RENTAL \$ 217.92		1,321.84
11/16/2018 FILING FEE FILING FEE \$553.95		553.95
11/28/2018 OUT-OF-TOWN TRAVEL K. BARNES AND W. WHITE TRAVEL FROM DALLAS, TX TO MINNEAPOLIS, MN - NOV 28, 2018 THROUGH NOV 29, 2018, ORBITZ PACKAGE SUMMARY, HOTEL AND AIRFARE \$1995.14,		1,995.14
12/5/2018 OUT-OF-TOWN TRAVEL K. BARNES AND W.WHITE TRAVEL FROM/TO DALLAS, TX TO KANSAS CITY DEC 5, 2018 ,SOUTHWEST AIRLINES AIRFARE \$1155.92, CAR RENTAL \$95.30		1,251.22
1/25/2019 FILING FEE FILING FEE \$80.00		80.00
Total costs		<u>\$5,202.15</u>
Total amount of this bill		<u>\$95,662.15</u>

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	<u>Amount</u>
Balance due	<u>\$95,662.15</u>

TIMEKEEPER Summary			
<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
NNAMDI ANOZIE	64.90	400.00	\$25,960.00
WARD WHITE	28.30	500.00	\$14,150.00
KENNEDY L. BARNES	100.70	500.00	\$50,350.00

WIRE TRANSFER INSTRUCTIONS FOR BANK OF TEXAS

PLEASE INCLUDE THE FOLLOWING INFORMATION ON ALL WIRE TRANSFERS TO BANK OF TEXAS

ROUTING # 111014325

ACCOUNT # 8096442073

BAOKUS44 SWIFT CODE

WHITE WIGGINS & BARNES, LLP

**1700 PACIFIC AVENUE
SUITE 3740
DALLAS, TX 75201
(214) 665-4150
TAX ID 75-2499532**

Invoice submitted to:
ALFRED JACKSON/COMERICA BANK NA, AS PERSONAL REPRESENTATIVE

Due Upon Receipt
April 30, 2019

In Reference To: THE INTERESTS OF ALFRED JACKSON, AN HEIR TO THE ESTATE
OF PRINCE ROGERS NELSON-SUPPLEMENTAL FEE STATEMENT

Invoice # 26808

			<u>Hours</u>	<u>Amount</u>
11/1/2018	KB	Review documents from M. Lythcott data room, including the management presentation and Project Purple overview; confer with W. White regarding same.	12.50	
	WW	Confer with K. Barnes regarding data room items; review management presentation.	3.70	
11/2/2018	KB	Continue review of management presentation documents to determine M. Lythcott strategy and influence over client interests and the estate.	6.00	
11/3/2018	KB	Analysis of management presentation documents and impact on client interests and estate.	6.10	
11/4/2018	KB	Continue review of management presentation documents to determine M. Lythcott strategy and influence over client interests and the estate.	7.30	
11/12/2018	KB	Review loan documents to determine the extent to which M. Lythcott and G. Walker have influence or control over client's interests in the estate and the extent to which information regarding the transactions have been provided to the court.	3.50	
11/14/2018	KB	Review the profile of M. Lythcott, G. Walker and Aubudon Loan Funding, LLC; continue review of loan documents and related items	4.80	

ALFRED JACKSON/COMERICA BANK NA, AS PERSONAL REPRESENTATIVE

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			<u>Hours</u>	<u>Amount</u>
		to determine control and influence over client's interests in the estate and options to prevent potential manipulation or coercion.		
11/15/2018	KB	Continue analysis of M. Lythcott's strategy and ability to control estate assets.	5.50	
11/16/2018	KB	Review documents in data room to determine scope of information in possession of M. Lythcott, and to determine strategy underway to control client's interests in estate; review tracking mechanism; review of court filings to determine scope of access to confidential information for G. Walker; review correspondence to determine extent to which prior counsel has assisted M. Lythcott in amassing information for data room.	6.70	
	NA	Review court filings in data room, as well as available records from Comerica portal to determine the level of disclosure of M. Lythcott's control over the client and estate assets.	9.40	
11/17/2018	KB	Confer with W. White regarding strategy in protecting client in light of loan obligations to M. Lythcott controlled entities.	2.00	
	WW	Confer with K. Barnes regarding strategy in protecting client in light of loan obligations to M. Lythcott controlled entities.	2.00	
11/20/2018	KB	Review tax files from data room to determine scope of information compiled and to analyze M. Lythcott's strategy based on representations in the management presentation regarding the tax liabilities.	2.00	
11/21/2018	KB	Review court filings re L. McMillan to determine M. Lythcott's strategy to impede McMillan's involvement in estate based on description in data room documents describing McMillan as a threat to Lythcott's strategy to control client's interests in estate.	2.50	
11/22/2018	KB	Continue review of data room items to determine scope of M. Lythcott's strategy to control estate assets available to client and other heirs based on loan arrangement.	3.00	
	WW	Confer with K. Barnes regarding M. Lythcott's strategy to block L. McMillan's involvement in estate.	0.50	

ALFRED JACKSON/COMERICA BANK NA, AS PERSONAL REPRESENTATIVE

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			<u>Hours</u>	<u>Amount</u>
11/27/2018	KB	Continue review of data room items to determine scope of M. Lythcott's strategy to control estate assets available to client and other heirs based on loan arrangement.	7.70	
11/28/2018	KB	Continue review of data room items to determine scope of M. Lythcott's strategy to control estate assets available to client and other heirs based on loan arrangement.	9.10	
12/3/2018	KB	Confer with W. White regarding strategy in protecting client in light of loan obligations to M. Lythcott controlled entities.	2.20	
	WW	Confer with K. Barnes regarding strategy in protecting client in light of loan obligations to M. Lythcott controlled entities.	2.00	
12/4/2018	KB	Prepare for meeting with client to discuss M. Lythcott strategy and the impact of the loans on client's interests in the estate, as well as the issues related to M. Lythcott's strategy and its impact on all the heirs and the assets of the estate.	8.30	
		For Professional Services Rendered	<u>106.80</u>	<u>\$52,460.00</u>
		Balance due		<u><u>\$52,460.00</u></u>

TIMEKEEPER Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
NNAMDJ ANOZIE	9.40	400.00	\$3,760.00
WARD WHITE	8.20	500.00	\$4,100.00
KENNEDY L. BARNES	89.20	500.00	\$44,600.00

WIRE TRANSFER INSTRUCTIONS FOR BANK OF TEXAS

PLEASE INCLUDE THE FOLLOWING INFORMATION ON ALL WIRE TRANSFERS TO BANK OF TEXAS

ROUTING # 111014325

ACCOUNT # 8096442073

BAOKUS44 SWIFT CODE