

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In Re:

Court File No.: 10-PR-16-46

Judge: Kevin W. Eide

Estate of Prince Rogers Nelson,

Decedent.

**AFFIDAVIT OF JUSTIN A. BRUNTJEN
IN SUPPORT OF HIS MOTION FOR
APPROVAL OF PAYMENT OF
ATTORNEYS' FEES FROM FEBRUARY 1,
2017 THROUGH DECEMBER 31, 2017**

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

I, Justin A. Bruntjen, after being duly sworn, state as follows:

1. I am an attorney duly licensed to practice and in good standing in the State of Minnesota. If called as a witness, I could and would competently testify to the facts stated here based on my own personal knowledge.

2. Until November 2, 2018 I was attorney of record for Alfred Jackson ("Jackson") for a period of more than two and half years. I submit this affidavit in support of Justin Bruntjen's Motion for Approval of Payment for Attorneys' Fees from February 1, 2017 Through December 31, 2017.

3. Jackson retained me in April of 2016 to provide legal services regarding the Estate of Prince Rogers Nelson (the "Estate"). I formally filed a notice of appearance in this matter on April 26, 2016 and withdrew as Jackson's counsel of record two and a half years later, on November 2, 2018.

4. Between February 1, 2017 and December 31, 2017, I spent significant time on Estate related proceedings that have benefited the Estate and not just Jackson individually. These included but were not limited to;

- Working with both the prior Special Administrator, Bremer Trust and the newly hired Personal Representative, Comerica Trust, in order to achieve the most efficient transition possible.
- Advising, analyzing and making recommendations on the rescission of the [REDACTED] with the intent of trying to limit the Estate's liability and to balance it with the negative repercussions of such a decision.
- Assisting the Personal Representative with formulating arguments regarding appeals undertaken by numerous parties.
- Providing services related to Special Administrator's accounting, fees, discharge, and overall Estate administration.
- Services relating to numerous legal claims regarding the Estate's previous Entertainment Advisors, Londell McMillan and Charles Koppleman.
- Managing and advising the Estate, its representatives and its advisors to ensure Estate assets were managed in the best interest of the Estate and all its beneficiaries;
- Working to ensure the Estate's advisors were compensated fairly, commensurate with the value of their services as well as working to challenge previous compensation received by Estate advisors.
- Helping the Personal Representative and other Heirs' counsel with the appointment of a Second Special Administrator.
- Working to determine the rightful heirs of the Estate and other heirship related issues. Including petitioning the Court for the final determination of heirs.
- Legal services relating to the petition to discharge Comerica as Personal Representative.
- Working to provide legal services related to researching legal issues raised within the course of the Estate Administration.
- Providing services related to new entertainment deals and working with advisors from the Estate on the execution of these deals.
- Services relating to preparation for and appearances in Court for Estate related matters.
- Other general matters which could not be categorized but incurred fees in that they were

for the benefit of the Estate as a whole.

5. This Court has awarded my fees in the past for work done from April 2016 through January 31, 2017. (*See* Second Order & Memorandum Approving Payment of Attorneys' Fees and Costs, filed April 5, 2017.) The Court granted in part and denied in part my request for attorneys' fees and ordered the Estate to pay \$54,926.25 in attorneys' fees and costs. (*Id.*) Attached as Exhibit A is a true and correct copy of the Court's order.

6. On June 5, 2017, I along with Cozen O'Connor and Frank Wheaton appealed the Court's decision to the Minnesota Court of Appeals. After briefing and arguing, the Court of Appeals affirmed in part, reversed in part, and remanded the decision to this Court on January 22, 2018.

7. The Court issued an order stating that by March 2, 2018, the parties shall submit any memoranda to assist the Court in supplementing its findings in connection with the decisions filed on April 5, 2017 and May 15, 2017 in response to the Minnesota Court of Appeals decision on January 22, 2018 (the "Remanded Fees Issue"). On June 5, 2018, the Court appointed Judge Richard B. Solum (Ret.) as Special Master to hear and rule on the Remanded Fees Issue.

8. On October 4, 2018, Judge Solum issued the Order on Remanded Fee Issues (the "Remanded Fees Order") awarding me \$37,387 for work done from April 26, 2016 through January 31, 2017, an amount which is in addition to the Court's earlier award. Attached as Exhibit B is a true and correct copy of the Remanded Fees Order. On October 4, 2018 the Court accepted and adopted Judge Solum's Remanded Fees Order. Attached as Exhibit C is a true and correct copy of the Order Adopting Decision of the Special Master.

9. I now seek an order from the Court for fees incurred from February 1, 2017 through December 31, 2017 that were just, reasonable and commensurate with the benefit to the Estate for such services. In providing legal services sought by this Motion, I expended 741.2 hours

from February 1, 2017 through December 31, 2017. Attached as Exhibit D is a true and correct copy of my time sheets for this matter from February 1, 2017 through December 31, 2017.

10. In Exhibit D, I followed and adopted Cozen O'Connor's ("Cozen") framework of categorizing fees into the six pre-determined categories the Court established in the previous fee order as well as six new categories created to aid the Court in its' fee determination. The six previous fee buckets and the new fee categories created by Cozen and adopted by myself are presented in the table below with the individual amount being requested for work incurred in each category.

Code	Category	Amount
	FEES	
E	Services relating to Entertainment Issues	\$90,404.00
PP	Services relating to Paisley Park	\$5,868.50
H	Services relating to Heirship	\$50,731.00
PR	Services relating to the selection of a Personal Representative	\$0.00
PA	Services relating to legislation	\$0.00
T	Services relating to the Tribute Concert	\$485.00
SA	Services relating to Special Administrator's accounting, fees, discharge, and other administration issues	\$69,646.00
M/K	Services relating to claims against the Special Administrator's experts, L. Londell McMillan and Charles Koppelman	\$51,022.00

SSA	Services relating to appointment of the Second Special Administrator	\$19,788.00
D	Services relating to the petition to discharge Comerica as Personal Representative	\$13,968.00
C	Services relating to Preparing and Attending Court Appearances and Court Calls	\$17,411.50
G	General fees which could not be adequately categorized, but were for the benefit of the Estate.	\$40,158.00
	TOTAL	\$359,482.00
	COSTS	Included in billings
	TOTAL	\$359,482.00

11. Based on my experience, and when compared with the billing rates identified in prior submissions to the Court by other lawyers who have submitted fees in this matter, my billing rates are consistent with the rates charged by Attorneys in and around the Twin Cities metropolitan area with experience and sophistication sufficient to provide legal services on complex probate and entertainment matters.

12. From February 1, 2017 through December 31, 2017, I performed services that were reasonably and necessarily incurred to benefit the Estate. As an heir, Jackson received derivative benefits from my work to better the Estate; however, the benefit Jackson received was one shared by all other heirs. Such services that I performed for the benefit of the Estate included, but were not limited to, the following tasks.

E – Entertainment

13. Throughout the period from February 1 2017 through December 31, 2017, I performed services that were necessary to insure all of the heirs were informed about and had input in Entertainment transactions related to the Estate.

14. I researched issues, prepared and commented on documents, and argued in Court issues relating to entertainment transactions. My efforts benefited the Estate by providing the Heirs and Representatives an opportunity to assist in the negotiations and created an avenue for Heirs to provide their input and positions in the deals.

15. I worked to confer with all heirs' attorneys in attempts to reach a consensus among the Heirs. Upon developing a consensus, I provided detailed redlines and comments for the various entertainment deals.

16. As a result of these efforts, the final versions of the entertainment deals were materially better for the Estate than the draft agreements initially proposed.

17. I believe that the time sought for reimbursement for my efforts related to entertainment deals is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.

H - Heirship

18. Before the beneficiaries were named legal heirs there had been numerous claims from individuals alleging to be heirs. Between February 1, 2017 and December 31, 2017, I expended a great amount of time and effort relating to the issues of heirship of the Estate.

19. I worked with counsel for the Heirs in motioning the Court for an Order

Determining Intestacy. This work included research, drafting and commenting on documents, and communicating with all Heirs' counsel to come to a consensus in certain related issues. The Court granted the motion in its Order Determining Intestacy, Heirship, and McMillan Motions dated May 18, 2017. This benefited the Estate by bringing clarity regarding the identity of the Legal Heirs and saved the Estate considerable amounts of legal and administrative expenses by putting a time limit on the ability of others to come forward as potential beneficiaries.

20. I assisted in the appellate proceedings regarding heirship claims brought by Darcell Gresham Johnston, et al. (No. A16-1545), Venita Jackson Leverette (No. A16-1546), and Brianna Nelson and Minor V.N. (No. A16-2042). Although the Personal Representative briefed and argued these appeals on behalf of the Estate and the Heirs, my work with the Personal Representative insured that the Heirs were informed and had input into the direction the appeals took. Because of my work, The Minnesota Court of Appeals upheld the trial court's decisions to exclude these individuals as heirs and the Minnesota Supreme Court denied further review.

21. I believe that the time sought for reimbursement for my efforts related to Heirship issues is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.

SA - Special Administrator's Accounting, Fees, Other Administrative Issues

22. After six months as Special Administrator, Bremer Trust, N.A. resigned and petitioned the Court for approval of its fees, costs, and expenses. Bremer also sought to be discharged from any and all liability.

23. On October 28, 2016, the Court approved the Special Administrator's fees, but the Court recognized that the Heirs were entitled to review the fees prior to approval and voice any issues. Since the October 28 Order, I, along with other Heirs' counsel reviewed and

coordinated the filing of timely objections to Bremer's request for fees and costs, when appropriate. My work benefitted the Estate in that it helped provide oversight to the prior Special Administrator as well as the current Personal Representative's fees and didn't allow a "blank check" in regards to the fees they charged to the Estate. This saved the Estate considerable amounts of money.

24. Further, my work helped the Heirs stay informed and provided them an opportunity to opine on the day to day administration of the Estate.

25. In addition to requesting its fees, Bremer also petitioned for discharge. Initially, the court approved the discharge, however, after attention was brought to the apparent errors made by the advisors regarding the Jobu Presents Agreement and that there were potential claims against Stinson and Bremer arising out of the Jobu Presents Agreement, the discharge was stayed. I also worked to challenge the discharge request from Bremer and found potential claims against the previous advisors to the Estate. Together with Cozen I helped prepare a [REDACTED] [REDACTED] which was served on the defendants but granted an unlimited time to answer to allow the Court to review these claims and address them as the Court saw fit.

26. I believe that the time sought for reimbursement for my efforts regarding the Special Administration of the Estate is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.

M/K - McMillan, Koppelman Issues

27. Through my work in 2017 I discovered multiple problems pertaining to the conduct of Bremer's entertainment advisors Londell McMillan and Charles Koppelman.

28. I worked at times with other Heirs' counsel to investigate issues I had discovered relating to Mr. McMillan and Mr. Koppelman. Once I was able to fully understand the actions of the advisors during their appointment I worked to bring that information to the court. Without this work the advisors misconduct would have likely gone undiscovered.

29. My efforts benefited the Estate in that it shed light on the advisors' actions concerning the Prince Tribute Concert, various entertainment deals, Mr. McMillan's NDA, and his attempt to be a benefitting attorney on the wrongful death case. It led to the discovery of potential claims of millions of dollars. My work also helped the Heirs save money on legal expenses involved in the wrongful case.

30. My work also led the Estate to appoint a Second Special Administrator (as discussed below) to lead an investigation into the conduct of the advisors in regards to the UMG Rescission and later the rescission of the Jobu Presents Agreement.

31. I believe that the time sought for reimbursement for my efforts regarding the actions by the Special Administrators advisors Mr. McMillan and Mr. Koppelman is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.

SSA – Second Special Administrator

32. The Court's decision to appoint the Second Special Administrator to conduct investigations regarding the [REDACTED] and to then expand the scope of the Second Special Administrator's investigation to the Jobu Presents Agreement was a result of the work I did uncovering the actions of the Special Administrator's advisors Mr. McMillan and Mr. Koppelman.

33. The Court initially appointed the Second Special Administrator to investigate the actions of the advisors regarding the [REDACTED] and later expanded the scope of the Second Special Administrator's investigation to include the Tribute Concert.

34. The Second Special Administrator found potential claims against parties with damages well in excess of ten million dollars and without the work I provided, these claims would likely have never surfaced or would have lacked pertinent information.

35. I believe that the time sought for reimbursement for my efforts regarding the appointment and investigations of the Second Special Administrators is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.

D –Petition to Remove Comerica as Personal Representative

36. On October 27, 2017, Sharon, Norrine, and John Nelson filed a Motion to Permanently Remove Comerica Bank & Trust NA as Personal Representative.

37. Once I was in receipt of this motion I immediately contacted Heirs' counsel and the Personal Representative offering my clients support in objecting to the petition.

38. My client's support of Comerica continuing in their role as Personal Representative contributed greatly to the Court's decision to deny the Petition to Remove Comerica as Personal Representative. This decision ultimately led to the savings of millions of dollars it would have cost the Estate to transition to another Personal Representative.

39. I believe that the time sought for reimbursement for my efforts regarding the Petition to Remove Comerica as Personal Representative is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.

C – Attending Court Appearances & Court Calls

40. Over the course of this case there have been multiple situations where it was necessary for the Heirs Counsel to appear in Court or teleconferences with the Court. Without the Heirs' Counsel being present at Court or arguing on their behalf, many of the Heirs would not have had meaningful input into the direction of the Estate. Considering that the Heirs are the ones that will inherit the duty of controlling the Estate it is important for them to stay up to date and knowledgeable about the status of the legal issues involved.

41. In order to achieve this I expended a vast amount of time researching, preparing, traveling to, and arguing in Court and on the calls the Heirs' positions on legal issues.

42. I believe that the time sought for reimbursement for my efforts regarding Attending Court Appearances and Court Calls is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.

General

43. There are 82.80 hours totaling \$40,158.00 that I could not fit into one of the above categories.

44. Because of this I followed Cozen's model and created a General category to encompass all other work that I performed that benefitted the Estate but was unable to fit into a fee bucket.

45. I believe that the time sought for reimbursement for my efforts regarding the General category is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.


46. In total my legal fees related to work done for the benefit of the Estate being requested in this motion total \$359,482.00. I am not requesting any costs associated with my work

in an effort to make the Court's review as efficient as possible. I have reviewed the original time entries for the legal fees submitted and affirm that the work performed was for the benefit of the Estate, and that the fees are reasonable given: (1) the time and labor required; (2) the complexity and novelty of the transactions involved; and (3) the extent of the responsibilities assumed and the results obtained. My hourly rate has not increased from the first set of fees requested.

47. Given the complexity of the litigation, the entertainment deals the Estate is negotiating, the heirship issues resolved, and the necessary investigation of the Second Special Administrator and results achieved, \$359,482.00 in fees is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.

FURTHER YOUR AFFIANT SAYETH NOT.

Dated: February 19, 2019



Justin Bruntjen, Esq

Subscribed and sworn to before
Me this 19th day of February, 2019



Notary Public

