

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In Re:

Case Type: Special Administration
Court File No.: 10-PR-16-46
Judge: Kevin W. Eide

Estate of Prince Rogers Nelson,
Decedent.

**AFFIDAVIT OF STEVEN H. SILTON IN
SUPPORT OF OMARR BAKER'S
RESPONSE IN SUPPORT OF COMERICA
BANK & TRUST, N.A.'S MOTION TO
APPROVE RESCISSION OF EXCLUSIVE
DISTRIBUTION AND LICENSE
AGREEMENT**

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Steven H. Silton, after being duly sworn, states:

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 herein based on my own personal knowledge.
2. I am an attorney at Cozen O'Connor, counsel of record for Omarr Baker. I make this affidavit in support of Omarr Baker's Response in Support of Comerica Bank & Trust, N.A.'s Motion to Approve Rescission of Exclusive Distribution and License Agreement.
3. The following documents attached are true and correct copies:
 - Exhibit A: Email from Christopher Tayback to Mark Greiner and Joe Cassioppi dated May 25, 2017
 - Exhibit B: Email from Liz Kramer to Steve Silton dated June 5, 2017

FURTHER YOUR AFFIANT SAYETH NOT.

Dated: June 6, 2017.

/s/ Steven H. Silton

Steven H. Silton

Subscribed and sworn to before me
this 6th day of June, 2017.

/s/ Amy E. Kulbeik

Notary Public

EXHIBIT A

Cassioppi, Joseph

From: Christopher Tayback <christayback@quinnemanuel.com>
Sent: Thursday, May 25, 2017 5:31 PM
To: Greiner, Mark
Cc: Cassioppi, Joseph
Subject: RE: Prince Estate
Attachments: Scanned from 7th Floor Xerox.pdf

Joe: pursuant to our telephone call a few minutes ago, attached is a copy of the Table of Contents of the Binder of WBR/Prince agreements provided to Mr. McMillan on June 22, 2016. Tab 20 is the April 2014 Agreement.

From: Robinson, Paul [<mailto:Paul.Robinson@wmg.com>]
Sent: Thursday, May 25, 2017 3:12 PM
To: Greiner, Mark <mgreiner@fredlaw.com>
Cc: Jason Boyarski (jboyarski@boyarskifritz.com) <jboyarski@boyarskifritz.com>; Cassioppi, Joseph <JCassioppi@fredlaw.com>; Christopher Tayback <christayback@quinnemanuel.com>
Subject: RE: Prince Estate

Mark,

Thanks for reaching out. Chris Tayback (cc'ed here) will be calling to assist you in this matter.

Best,

Paul

Paul M. Robinson
EVP & General Counsel
Warner Music Group Corp.
1633 Broadway
New York, New York 10019
paul.robinson@wmg.com
Telephone: 212-275-2143
Facsimile: 212-275-3601
Cell: 516-851-7143

This e-mail is confidential and may be privileged. Use or disclosure of it by anyone other than a designated addressee is unauthorized. If you are not an intended recipient, please delete this e-mail from the computer on which you received it.

EXHIBIT B

From: Kramer, Liz <liz.kramer@stinson.com>
Sent: Monday, June 5, 2017 10:51 AM
To: Silton, Steve; Kane, Tom; Mistry, Armeen; Mark W. Greiner; Cassioppi, Joseph; Justin Bruntjen; Nathaniel Dahl; Randall Sayers
Cc: Halferty, Laura; Crosby, David
Subject: RE: "Contractual Analysis" referenced in your June 1 Correspondence

Dear Steve:

The contractual analysis I referred to in my letter to the Court includes reference to multiple sections of the Warner Bros.' Catalog Agreement with Prince. Because Judge Eide has not yet signed the proposed protective order, allowing us to share the Catalog Agreement with counsel for the Heirs, Bremer Trust does not think it's appropriate to share our analysis (and all of its mentions from the Catalog Agreement) with counsel for the Heirs at this time.

Best,
Liz

Liz C. Kramer | Partner | Stinson Leonard Street LLP
150 South Fifth Street, Suite 2300 | Minneapolis, MN 55402
T: 612.335.1927 | M: 651.402.7469 | F: 612.335.1657
liz.kramer@stinson.com | www.stinson.com

This communication (including any attachments) is from a law firm and may contain confidential and/or privileged information. If it has been sent to you in error, please contact the sender for instructions concerning return or destruction, and do not use or disclose the contents to others.

From: Silton, Steve [mailto:SSilton@cozen.com]
Sent: Saturday, June 03, 2017 4:46 PM
To: Kramer, Liz; Kane, Tom; Mistry, Armeen; Mark W. Greiner; Cassioppi, Joseph; Justin Bruntjen; Nathaniel Dahl; Randall Sayers
Subject: "Contractual Analysis" referenced in your June 1 Correspondence

Ms. Kramer:

I am in receipt of your June 1 correspondence which references a "contractual analysis detailing that the plain language" of existing Warner Brothers recording contracts are actually "in harmony" with the UMG Agreement. As you are aware, the UMG Agreement is currently under attack by both UMG and Warner Brothers. While my clients are inclined not to oppose the consensual rescission, this opinion is based on the necessities of fact and law, not the discretion of Comerica. As such, any analysis which supports the enforceability of the UMG Agreement is of great interest to my clients. We would appreciate if you immediately provided the analysis to counsel for all of the heirs. As you know, responses to Comerica's Motion is due on Tuesday, so time of the essence.

Truly,
STeve

Get [Outlook for iOS](#)

Please note: Effective June 5th, our Minneapolis office is relocating from Suite 4640 to the 38th floor. Our street address, telephone and facsimile numbers will remain the same. Please make a note of the new address: Cozen O'Connor, 33 S. 6th Street, 38th Floor, Minneapolis MN 55402.

Notice: This communication, including attachments, may contain information that is confidential and protected by the attorney/client or other privileges. It constitutes non-public information intended to be conveyed only to the designated recipient(s). If the reader or recipient of this communication is not the intended recipient, an employee or agent of the intended recipient who is responsible for delivering it to the intended recipient, or you believe that you have received this communication in error, please notify the sender immediately by return e-mail and promptly delete this e-mail, including attachments without reading or saving them in any manner. The unauthorized use, dissemination, distribution, or reproduction of this e-mail, including attachments, is prohibited and may be unlawful. Receipt by anyone other than the intended recipient(s) is not a waiver of any attorney/client or other privilege.