

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In Re:

Estate of Prince Rogers Nelson,
Decedent,

And

Tyka Nelson,
Petitioner.

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

REDACTED

**MEMORANDUM IN SUPPORT OF
OMARR BAKER'S MOTION TO
APPROVE PAYMENT OF
ATTORNEYS' FEES**

Omarr Baker, by and through his counsel Cozen O'Connor ("Cozen"), hereby submits this memorandum in support of his Motion for an order approving payment of certain attorneys' fees from the Estate of Prince Rogers Nelson (the "Estate") for services performed by Cozen related to the general administration of the Estate, such as work related to the determination of the rightful heirs of the Estate, the selection of a successor to Bremer Trust, National Association ("Bremer"), the negotiation and finalization of confidential business deals entered into by the Estate, and other work which has benefitted the Estate.

FACTUAL BACKGROUND

Since appearing as counsel of record for Omarr Baker ("Baker") on June 23, 2016, Cozen O'Connor has spent significant time on Estate related proceedings which have benefitted the Estate and not Baker individually. This Motion seeks reimbursement of fees incurred through November 30, 2016.

1. Entertainment Fees Incurred

On August 30, 2016, the Court issued an “Order Adopting Modified Protocol for Business Agreements” (the “August 30 Order”). (Affidavit of Steven H. Silton (“Silton Aff.”), ¶ 4.) The August 30 Order required the Special Administrator Bremer Trust, N.A. (“Bremer” or “Special Administrator”) to provide a copy of any proposed “Major Deal” to counsel for Omarr Baker, Alfred Jackson, John Nelson, Norrine Nelson, Sharon Nelson, and Tyka Nelson (the “Non-Excluded Heirs”). (See August 30 Order, ¶ 2.) The Non-Excluded Heirs had 72 hours to provide an objection. (*Id.*, ¶ 3.) If any party objects, the parties were to attempt to resolve the issue and, if that is not possible, then to schedule a telephone conference with the Court. (*Id.*, ¶ 6.)

The Court conducted a telephone conference with the parties (including Baker) on August 30, 2016 regarding [REDACTED] (Silton Aff., ¶ 5.) In requesting approval of the [REDACTED] agreement, the Special Administrator argued that [REDACTED]

[REDACTED] (*Id.*) However, Cozen—along with counsel for the other Non-Excluded Heirs—argued that [REDACTED]

[REDACTED] (Silton Aff., ¶ 6.) Additionally, the Non-Excluded Heirs noted that [REDACTED]

[REDACTED] (*Id.*) [REDACTED]

[REDACTED] (*Id.*)

Cozen conducted extensive research and prepared for the hearing before the Court on August 30, 2016. (Silton Aff., ¶ 7.) Cozen attorney Thomas Kane also worked extensively with Ken Abdo, one of the Non-Excluded Heirs’ counsel, to prepare the Non-Excluded Heirs’ argument at the August 30 hearing. This resulted in [REDACTED]

(Id.) These efforts benefitted the Estate by ensuring the proposed contracts from Special Administrator adequately preserve the financial assets of the Estate. [REDACTED]

[REDACTED]

[REDACTED] (Id.)

After the hearing regarding the [REDACTED] agreement, the Special Administrator continued to disagree with the Non-Excluded Heirs regarding whether [REDACTED]

[REDACTED]

[REDACTED] (Silton Aff.,

¶ 8.)

Cozen participated in drafting briefing on the issue and prepared for and attended the hearings at which, among other things, the Non-Excluded Heirs asked the Court [REDACTED]

[REDACTED] (Silton Aff., ¶ 9.)

Subsequently, the Court issued [REDACTED]

[REDACTED]

[REDACTED] (Silton Aff., ¶ 11.)

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] (Silton Aff., ¶¶ 11-12.)

The purpose of appointing the Representatives was logistically, to limit the number of counsel present for each meeting, telephone call, and email regarding [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] Therefore, through the time of the Order, Cozen provided input to the two Representatives appointed for the Non-Excluded Heirs, including suggestions regarding negotiations and analysis of the proposed agreements. (Silton Aff., ¶¶ 11-13.)

Following receipt of the Order, Cozen promptly engaged in frequent communication with the Representatives and other counsel for the Non-Excluded Heirs, the Special Administrator, and the Special Administrator's Entertainment Advisors (the "Advisors") to offer input and assist in negotiating the [REDACTED] agreements. (Silton Aff., ¶ 14.)

The Non-Excluded Heirs and their counsel, including Cozen, provided detailed and extensive comments to the [REDACTED]

[REDACTED] (Silton Aff., ¶ 19.) Representatives for the Non-Excluded Heirs traveled to New York to meet with the Advisors to discuss [REDACTED] and, following that meeting, engaged in multiple telephone calls, emails, exchanges of information and [REDACTED] over several weeks. (Silton Aff., ¶¶ 24-25.) As a result of these efforts, [REDACTED]

[REDACTED] (Silton Aff., ¶ 26.)

Similarly, Cozen was intimately involved in the negotiation and execution of [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Notwithstanding [REDACTED]

[REDACTED] Cozen was among the Non-Excluded Heirs' counsel that provided detailed and extensive comments to [REDACTED] (Silton Aff., ¶ 28.) Additionally, [REDACTED]

[REDACTED]

further definition was needed regarding the roles of the respective parties for negotiating the remaining deals advanced by the Special Administrator. (Silton Aff., ¶ 29.) A meet and confer between the parties regarding an agreed-upon protocol for the remaining negotiations took place, but an acceptable resolution was not reached. [REDACTED]

[REDACTED]

Following the filing of [REDACTED]

[REDACTED]

deciding its July 29, 2016 “Order Regarding Genetic Testing Protocol and Heirship Claims.” The July 29 Order provided considerable clarity as the Court excluded certain individuals as heirs of the Decedent’s Estate. (*See* July 29 Order, pp. 17-19.) The July 29 Order also resulted in the definition of the group of “Non-Excluded Heirs” as Omarr Baker, Alfred Jackson, John Nelson, Norrine Nelson, Sharon Nelson, and Tyka Nelson. (Kane Aff., ¶ 9.)

In addition to the litany of heirs excluded by the Court’s July 29 Order, Brianna Nelson, minor V.N., and Corey Simmons all sought to intervene in these proceedings, each claiming to be heirs of the Estate. Cozen took the lead on briefing these issues and preparing for a hearing on the matter on October 21, 2016. Cozen attorney Thomas P. Kane argued at the hearing on behalf of all the Non-Excluded Heirs. (Kane Aff., ¶ 9.) In addition, Cozen met and conferred with Brianna and V.N.’s counsel and attended depositions in the matter. Following the hearing, the Court issued its October 26, 2016 “Order & Judgment Denying Heirship Claims of Brianna Nelson, V.N. and Corey Simmons.” (Kane Aff., ¶ 9.)

On September 27, 2016, Bremer filed with the Court its intent to resign as Special Administrator to the Estate. Upon receipt, Baker and Cozen coordinated with the Heirs and their counsel to conduct an exhaustive and comprehensive two month search process for a personal representative to replace Bremer. More than ██████████ national financial institutions were vetted, several rounds of in-person interviews were conducted, and each institution’s qualifications, staffing levels, and plans for administering the Estate were surveyed in exhaustive detail. Hundreds of pages of written proposals from the various institutions have been received, reviewed, and analyzed by counsel, with additional follow-up questions and responses prepared by counsel and answered by the various institutions. These efforts have led to the identification of ██████████

potential successor candidates, including one that has the unanimous consent of the Non-Excluded Heirs, Comerica Bank & Trust N.A. (“Comerica”). (Kane Aff., ¶¶ 11-15.)

Cozen also ably assisted the Court in scrutinizing the Special Administrator’s request for attorneys’ fees and costs. In July 2016, Bremer petitioned the Court for approval of its fees and costs through June 30, 2016, and to establish a procedure to govern payment and approval of such fees. In response, Cozen conducted research and prepared briefing for the Non-Excluded Heirs’ response in opposition to the Special Administrator’s petition for fees. (Kane Aff., ¶¶ 18-20.) The submission by Cozen described in detail and analyzed the issues that the Court had to consider and to address in issuing its order approving fees and costs. Subsequently, the Court issued its “Order Approving Fees and Costs and Expenses and Establishing Procedure for Review and Approval of Future Fees and Costs and Expenses” on October 28, 2016. (*Id.*) While the October 28 Order approved the Special Administrator’s fees, the Court recognized that the Non-Excluded Heirs were entitled to review the fees prior to approval and voice any issues. Absent the Non-Excluded Heirs’ submission, the Court would have been without this input in issuing its order approving fees. (*See* October 28 Order, p. 8.)

As a result of Cozen’s efforts, the Estate has benefitted because the pool of heirs is closer to being determined, a successor to Bremer has been identified, and the disposition, preservation, and operation of the Estate assets have been guided by the input of the Non-Excluded Heirs for the benefit of all those ultimately determined to be heirs. (Kane Aff., ¶¶ 15-16.)

ARGUMENT AND AUTHORITIES

1. Minnesota Law Provides for the Payment of Attorneys’ Fees, Costs, and Expenses Where the Services Have Benefitted the Estate

Minnesota law allows for the payment of attorneys’ fees from the Estate for services rendered on behalf of the Estate. Minnesota Statute § 524.3-720 provides that “the services of an

attorney for any interested person contribute to the benefit of the estate, as such, as distinguished from the personal benefit of such person.”¹ In such cases, the “attorney shall be paid such commission from the estate as the court shall deem just and reasonable and commensurate with the benefit to the estate from the recovery so made or from such services.” Minn. Stat. § 524.3-720; *see also In re Estate of Van Den Boom*, 590 N.W.2d 350, 354 (Minn. Ct. App. 1999) (“Van Den Boom [a remainder beneficiary], as an interested person, acted for the benefit of the estate by keeping a major asset intact. His attorney is entitled to fees.”); *In re Trust Agreement of Sudheimer*, No. A06-97, 2007 WL 46090, at *3 (Minn. Ct. App. Jan. 9, 2007); *In re Estate of Rutt*, No. A09-2336, 2010 WL 3958649, at *8 (Minn. Ct. App. Oct. 12, 2010); *In re Estate of Connelly*, No. CX-01-1476, 2002 WL 264806, at *1 (Minn. Ct. App. Feb. 26, 2002) (setting forth factors to be considered in determining whether an attorney’s fee is reasonable under Minn. Stat. § 524.3-720).

Minnesota courts use the following factors to determine whether attorneys’ fees sought in a probate proceeding are just and reasonable:

- (1) the time and labor required;
- (2) the experience and knowledge of the attorney;
- (3) the complexity and novelty of the problems involved;
- (4) the extent of the responsibilities assumed and the results obtained; and
- (5) the sufficiency of assets properly available to pay for the services.

Minn. Stat. § 525.515(b).²

¹ Unlike the Uniform Probate Code (“UPC”), Minnesota expressly provides for the payment of fees to an attorney of an interested party **even when that attorney’s work benefits the entire estate**. *See* UPC § 3-720; Minn. Stat. § 524.3-720; *see also In re Estate of Zonas*, 42 Ohio St.3d 8, 536 N.E.2d 642 (1989) (“A few statutes are broadly written and do not limit the recovery of attorney fees to counsel retained by an executor or administrator.”)

² Several other states have likewise permitted a beneficiary to recover attorneys’ fees where the attorneys’ services “benefited the estate as a whole or increased a common fund in which others might share.” *In re Estate of Zonas*, 42 Ohio St.3d 8, 12 (1989); *Jones v. Kuhn*, 650 P.2d 999, 1001 (Or. App. 1982) (holding that an award of attorneys’ fees was appropriate where the heir successfully brought an action to declare invalid an option to purchase

As noted by the Special Administrator in its July 29, 2016 fee petition: “The Court is well aware of the unique and extraordinary nature of this proceeding and legal work performed on behalf of the Estate. The scope and sophistication required to represent the Estate may be unlike any other estate administration proceeding in Minnesota’s history.” The Special Administrator is correct regarding the extraordinary nature of this proceeding and the complexity of the various issues facing the Estate, including the unique collection of assets, the complex tax implications, and the large number of interested persons involved.

Minnesota courts are clear that pursuant to Minnesota Statutes § 524.3-720, attorneys’ fees and costs may be paid from the estate when “just and reasonable and commensurate with the benefit to the estate.” Minn. Stat. § 524.3-720; *see also In re Estate of Torgersen*, 711 N.W.2d 545, 550 (Minn. App. 2006). In *Torgerson*, the Minnesota appellate court held that the public policy underlying Minn. Stat. § 524.3-720 “recognize[s] that an estate as an entity is benefited when genuine controversies . . . are litigated and finally determined.” 711 N.W.2d at 555 (quotation omitted). Moreover, “a fiduciary acting on behalf of the estate, in good faith, [should be able to] pursue appropriate legal proceedings without having to risk personal financial loss by underwriting the proceeding’s expenses.” *Gellert v. Eginton*, 770 N.W.2d 190, 197 (Minn. App. 2009) (quoting *Torgersen*, 711 N.W.2d at 555), *review denied* (Minn. Oct. 20, 2009). Most importantly, Minnesota courts have *rejected* the argument that in order to contribute to the benefit of the estate, interested persons must not themselves benefit from the proceedings. *Id.* at 197-98; *see also In re Estate of Kane*, No. A15-1033, 2016 WL 1619248, at *7 (Minn. Ct. App. Apr. 25, 2016) (noting

the family farm from the intestate decedent); *In re Parr’s Estate*, 287 P.2d 906, 908 (Okla. 1955) (“where the services of the attorney employed by some of the heirs or legatees are beneficial to the estate as a whole, the court may, if the facts justify it, allow out of the estate a reasonable fee for such services.”).

that the Court of Appeals has “rejected the argument that, in order to contribute to the benefit of the estate, interested persons must not themselves benefit from the proceedings.”)

The Court has wide discretion in approving and denying motions for reimbursement of attorneys’ fees from an estate. *In re Estate of Balafas*, 225 N.W.2d 539, 541 (Minn. 1975). While Minnesota courts have not clearly defined “benefit” to the estate, they have allowed recovery from an estate in varying circumstances. *See, e.g., Gellert v. Eginton*, 770 N.W.2d 190, 198 (Minn. Ct. App. 2009); *In re Estate of Van Den Boom*, 590 N.W.2d 350, 354 (Minn. Ct. App. 1999).

Cozen was hired in part because of its national expertise in the areas of trusts and estates and entertainment law, as well as its local litigation experience. Accordingly, Cozen has managed significant undertakings which have benefitted the Estate and whoever its beneficiaries ultimately are. (Kane Aff., ¶¶ 5-6.) Cozen expended in excess of 1,100 hours on tasks appropriate to the administration of Estate, as detailed in the accompanying Affidavits of Thomas P. Kane and Steven H. Silton. Given the size, nature, and complexity of the Estate and the number of interested persons involved in this matter, Cozen has managed significant undertakings which have benefitted the Estate and whoever its beneficiaries ultimately are. These efforts, including assisting in the sophisticated and complex negotiations of entertainment deals advanced by the Special Administrator to ensure the best deal for the Estate, ultimately improved the deals into which the Estate entered. While Cozen’s efforts will benefit the Estate by helping it achieve the best “deals” possible, Baker individually has not benefited from such efforts, particularly since Baker is not yet an adjudicated heir. In the event a will or child of the decedent was discovered during these intervening months, Cozen’s efforts may have provided no benefit to Baker whatsoever. And even if Baker is an heir, Cozen’s efforts and expertise assisted all of the ultimate heirs.

In view of the time expended, the responsibility assumed, the results achieved, the size and complexity of the Estate, the sheer numbers of individuals claiming to be heirs, and Cozen's good faith belief that its services benefited the Estate, Baker respectfully seeks reimbursement from the Estate for Cozen's efforts.

2. Summary of Time and Labor for Efforts Which Have Benefitted the Estate

Cozen has rendered services and incurred expenses from June 23, 2016 through November 30, 2016, as more fully described and set forth in the concurrently filed Affidavits of Steven H. Silton and Thomas P. Kane. Contemporaneous with this motion, Cozen has provided, under seal, its full, unredacted invoices for this work to the Court. However, because of attorney-client privilege and attorney work product considerations, and because some of these matters remain in active litigation, Cozen has filed redacted versions of its invoices publicly.

A. Entertainment-Related Time and Labor

1. August 30 Hearing

Cozen conducted research and prepared for the hearing before the Court on August 30, 2016. Cozen attorney Thomas Kane also worked extensively with Ken Abdo, one of the Non-Excluded Heirs' counsel, to prepare his argument at the August 30 hearing. This resulted in [REDACTED] (Silton Aff., ¶ 7.) These efforts benefitted the Estate by ensuring the proposed contracts from Special Administrator adequately preserve the financial assets of the Estate. [REDACTED]

[REDACTED] (Silton Aff., ¶¶ 7, 22-23.)

2. September 29 Briefing and Hearing

Cozen conducted research and prepared and presented arguments at the hearing before the Court on September 29, 2016, which resulted in [REDACTED]

[REDACTED]
(Silton Aff., ¶¶ 22-23.) These efforts benefitted the Estate by providing a process for allowing the Non-Excluded Heirs to comment on the deals and providing the collective entertainment expertise of the Non-Excluded Heirs' counsel to assist in the negotiations. These efforts also assisted with negotiation of [REDACTED]

3. Review and Comment of Proposed Entertainment Deals

Cozen provided substantial input on [REDACTED] Following entry of the Court's Order, Cozen extensively reviewed [REDACTED] revised, and provided comments and improvements to each. (Silton Aff., ¶ 24-28.) Cozen has also reviewed and provided comments to [REDACTED] The complexity and sophistication of the work related to the Entertainment deals required the close coordination of lawyers and others across many areas of law and business. Accordingly, Cozen engaged in frequent communication with counsel for the other Non-Excluded Heirs, the Special Administrator, the Advisors, and the Representatives appointed to offer input and assistance in negotiating the agreements and to provide updates to Heirs' counsel. (Silton Aff., ¶ 31.)

The efforts of Cozen resulted in [REDACTED]
[REDACTED] and as a result the Estate benefitted from these efforts. In addition, the comments by counsel for the Non-Excluded Heirs, including Cozen, on the other remaining proposed deals will ensure the Estate is getting the

best terms on the deals advanced by the Special Administrator. [REDACTED]

[REDACTED] (Silton Aff., ¶¶ 19, 24-26.)

4. Efforts Related to Obtaining Protocol under the October 6 Order

As a result of [REDACTED]

[REDACTED] Cozen, along with counsel for Tyka Nelson, undertook significant meet and confer efforts and the preparation of briefing on the issue, which ultimately resulted in [REDACTED]

[REDACTED] (Silton Aff., ¶¶ 34-41.) These efforts benefited the Estate, by again confirming the role of the Representatives in the negotiation process, and providing a level of certainty to the Heirs and the Estate's partners that the best interests of the Estate were being served by the proposed deals.

B. Non-Entertainment Related Time and Effort

1. Briefing and Hearing on Protocol Prior to Genetic Testing

The most fundamental purposes of a probate proceeding are to identify the rightful heirs and to distribute the assets of the decedent's estate to them. *Leslie v. Minneapolis Soc. of Fine Arts*, 259 N.W.2d 898 (Minn. 1977). Given the high profile nature and size of this Estate, there have been numerous claims for heirship. In order to address these claims, on May 6, 2016, the Court filed an "Order Authorizing Genetic Testing of the Decedent's Blood." In a separate "Order Regarding Claims Pursuant to the Parentage Act and Probate Code," filed on May 18, 2016, the Court permitted the genetic testing of those claiming to be an heir of the Decedent, but subject to

a genetic testing protocol that was to be developed by the Special Administrator. The Special Administrator subsequently submitted a protocol to the Court, and on June 6, 2016, the Court filed an “Order Approving Protocol,” which approved the protocol developed by the Special Administrator. In both the May 18, 2016 and the June 6, 2016 Orders, the Court opened any motions or objections on the protocol to be heard on June 27, 2016. Cozen attorneys attended the June 27 hearing.

After the June 27 hearing, the Non-Excluded Heirs—including Baker—submitted a “Joint Memorandum of Law in Response to Objections to Protocol Prior to Genetic Testing” which was filed July 15, 2016. The purpose of this memorandum was to assist the Court in determining how the Uniform Probate Code (Minn. Stat. Ch. 524) and the Parentage Act (Minn. Stat. §§257.01 through 257.75) interact with respect to this unique Estate. In preparing the memorandum, Cozen spent considerable time reviewing and analyzing the legal facts and contentions presented by the Special Administrator and various petitioners. (Kane Aff., ¶ 9.) The hearing resulted in the Court’s “Order Regarding Genetic Testing Protocol and Heirship Claims Following the June 27, 2016 Hearing and Judgment,” dated July 29, 2016. (*Id.*) The July 29 Order provided considerable clarity as the Court excluded certain individuals as heirs of the Decedent’s Estate. (*See* July 29 Order, pp. 17-19.)

Moreover, the July 29 Order resulted in the definition of the group of “Non-Excluded Heirs” as Omarr Baker, Alfred Jackson, John Nelson, Norrine Nelson, Sharon Nelson, and Tyka Nelson. The term “Non-Excluded Heirs” has since been used by the Court to refer to those potential heirs that were (1) not excluded by the Court’s Order of July 29, 2016 and (2) were not excluded through genetic testing results received by the Special Administrator. Accordingly, Cozen’s efforts benefitted the Estate by assisting in the identification of Decedent’s rightful heirs

and providing a level of finality to such a determination which will continue to guide the actions of the Special Administrator and ultimately the personal representative.

2. Briefing and Hearing on Brianna Nelson, V.N., and Corey Simmons' Heirship Claim

As discussed above, given the high profile and unique nature of the assets and the size of the Estate, there have been numerous claims from individuals alleging to be heirs. Among these individuals were Brianna Nelson, minor V.N., and subsequently Corey Simmons, who each sought to intervene in these proceeding, claiming to be heirs of the Estate.

Cozen took the lead—after Stinson declined to do so—along with one other set of lawyers in requesting the court schedule a hearing to determine if the Brianna Nelson could make a claim as an heir as a matter of law, thus avoiding a trial on the merits. After the briefing on this issue the Court scheduled a hearing for October 21, 2016 to determine whether Brianna, V.N. and Corey could be considered heirs as a matter of law. In anticipation of the October 21 hearing, Cozen took the lead among the Non-Excluded Heirs in drafting the “Non-Excluded Heirs’ Memorandum of Law in Response to Brianna Nelson’s and V.N. Legal Basis for Heirship” which was filed October 17, 2016. Cozen spent considerable time reviewing the facts alleged by Brianna Nelson and developing the factual and legal argument that supported the Non-Excluded Heirs’ argument that Brianna Nelson would not satisfy the legal standard to establish that she is an heir to the estate. Cozen also spent considerable time preparing a response on behalf of the other Non-Excluded Heirs. Additionally, Cozen attorney Thomas P. Kane argued on behalf of the Non-Excluded Heirs at the October 21 hearing which resulted in the October 26 Order denying Brianna’s and V.N. heirship claims.³ It also resulted in the November 30, 2016 Order Authorizing Genetic Testing of

³ In its submission to the Court and at the hearing on the issue, the Special Administrator took no direct position on the heirship of Brianna Nelson, V.N., and Corey Simmons. Rather, it was the Non-Excluded Heirs’ counsel who provided the legal analysis that was ultimately persuasive to the Court.

Corey D. Simmons. (Kane Aff., ¶¶ 9.) Accordingly, Cozen's efforts benefitted the Estate by assisting in the identification of Decedent's rightful heirs and providing a level of finality to such a determination which will continue to guide the actions of the Special Administrator and ultimately the personal representative.

3. Finding a Personal Representative

Following Bremer's notice of its intent to resign as Special Administrator, Baker and Cozen participated in the search for a successor. Baker and Cozen, directly alongside the other Non-Excluded Heirs and their counsel, conducted an exhaustive and comprehensive two month search process for a personal representative to replace Bremer. Cozen's coordination efforts included the scheduling of in-person meetings, gathering questions from the family and their counsel that they each wanted answered, and working with each interviewee to ensure it was prepared to respond and attend the interviews.

As set forth more fully in the Affidavit of Thomas P. Kane, more than [REDACTED] national financial institutions were vetted, several rounds of in-person interviews conducted and each institution's qualifications, staffing levels and plans for administering this Estate surveyed in exhaustive detail. (Kane Aff., ¶¶ 11-13.) Hundreds of pages of written proposals from the various institutions were received, reviewed and analyzed by counsel, with additional follow-up questions and responses prepared by counsel and answered by the various institutions. (Kane Aff., ¶ 14.)

These efforts have led to the identification of two potential successor candidates, including one that has the unanimous consent of the family, Comerica. (Kane Aff., ¶ 15.) Some of the Non-Excluded Heirs subsequently filed petitions to appoint the same (either as successor Special Administrator or as Personal Representative). The Court subsequently appointed Comerica as Personal Representative, and as of February 1, 2017 Comerica is serving as Personal

Representative. (*Id.*) While the work associated with the Petitions are not the subject of this Motion, the efforts leading up to their filing have benefitted the Estate by ensuring an exceptionally qualified financial institution is administering the Estate that has a rapport with the family, and is capable of taking on the complex challenges this Estate has to offer.

4. Briefing and Hearing on the Special Administrator's Request for Attorneys' Fees and Costs

Since its appointment as Special Administrator, Bremer has petitioned the Court for approval of its fees and costs and expenses and those of its counsel through June 30, 2016, and to establish a procedure to govern payment and approval of such fees and costs and expenses. In response to this petition, Cozen conducted research and prepared briefing for the Non-Excluded Heirs' response in opposition to the Special Administrator's petition for fees. (Kane Aff., ¶¶18-20.) Subsequently, the Court issued its "Order Approving Fees and Costs and Expenses and Establishing Procedure for Review and Approval of Future Fees and Costs and Expenses" on October 28, 2016. (*Id.*)

The October 28 Order approved the Special Administrator's fees, but the Court recognized that the Non-Excluded Heirs were entitled to review the fees prior to approval and voice any issues. (*See* October 28 Order, p. 8.) Cozen's efforts benefitted the Estate by providing a process for allowing the Non-Excluded Heirs to comment on the fees submitted by the Special Administrator. (Kane Aff., ¶19.) These efforts also ensured a proper vetting of the fees requested by the Special Administrator before they were removed from the Estate's resources. (*Id.*)

CONCLUSION

For all the foregoing reasons, Omarr Baker respectfully requests the Court authorize and direct the Personal Representative to pay \$491,799.00 in attorneys' fees and \$5,857.24 in costs to Cozen O'Connor from the assets of the Estate for its efforts that benefitted the Estate.

Dated: February 9, 2017

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