

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION
Case Type: Special Administration

In the Matter of:

Court File No. 10-PR-16-46

Estate of Prince Rogers Nelson,

Decedent,

and

Tyka Nelson,

Petitioner.

**[REVISED AND PROPOSED] ORDER
ADOPTING MODIFIED PROTOCOL
FOR CONFIDENTIAL BUSINESS
AGREEMENTS**

The Special Administrator requested a modified protocol for confidential business agreements to best administer and monetize the Estate's assets and also raise funds necessary for the payment of estate taxes, while also involving potential heirs to the extent practicable.

Based upon this Court's review of the Special Administrator's request, the Court **HEREBY ORDERS** that the following modified protocol for any proposed agreement that by its term or performance, would extend beyond November 2, 2016, or any proposed agreement that would sell (or "exploit," as that term is commonly understood in the music industry), any asset of the Estate for more than \$50,000:

1. The Special Administrator will provide reasonable notice during the normal course of business under the circumstances of any such proposed agreement, which the Special Administrator expects to be a) 24 hours for any agreement more than \$50,000 but less than \$100,000, or with a term of less than 100 days ("Minor Deal"); and b) no less than 48 hours for any agreement \$100,000 or more, or with a term of more than 100 days

(“Major Deal”). However, “reasonable notice” may be more or less than this expected amount of time, depending on the circumstances.

2. Before entering into any such proposed agreement, the Special Administrator will provide a copy of the proposed agreement to attorneys for potential heirs on an attorneys’ eyes only basis in accordance with the time periods set forth in Paragraph 1 or as soon as practicable.
3. If a potential heir objects to any such proposed agreement, the objection must be raised to the Special Administrator in writing and served upon counsel for all other potential heirs within 24 hours of notice of any Minor Deal and within 72 hours of notice of any Major Deal, with the Special Administrator reserving the right to limit this objection period when reasonable and necessary. In that case, the Special Administrator must so indicate at the time it provides the notice set forth in Paragraph 1.
4. If no potential heir objects to any such proposed agreement within the time limits set forth in Paragraph 3, the Special Administrator will be deemed to have the authority to enter into the proposed agreement, provided that it apprises the Court of the general nature of the agreement before entering into the agreement so that the Court may continue to oversee the administration of the Estate as required under Minn. Stat. § 524.3-617 and the Court’s April 27, 2016 Order of Formal Appointment of Special Administrator.
5. If a potential heir objects to any such proposed agreement as provided herein, the Special Administrator and potential heir will attempt to resolve the objection. Counsel for the other potential heirs shall be copied on all material communications and any resolution of any objection.

6. If the Special Administrator and an objecting potential heir fail to resolve the objection, the Special Administrator and the objecting potential heir will request a telephone conference with the Court to address the objection, as permitted by Minnesota Rule of Civil Procedure 115.04(d), and the parties will also request that such a conference take place within 1 business day of their request if that timing is acceptable to the Court at that time.
7. To the extent that any confidential business documents, such as any proposed agreement, need to be filed with the Court in conjunction with any objection, the parties are authorized to file such documents under seal in accordance with Minnesota Rule of Civil Procedure 11.06(a), subject to any later determinations by the Court about whether such documents should remain filed under seal, including whether they should remain under seal in whole or in part with redactions.
8. For clarity, the Special Administrator does not need to provide any notice of an agreement for a compulsory license in accordance with the United States Copyright Act, including 17 U.S.C. § 115, to counsel for potential heirs or to the Court given that the Special Administrator has no discretion in such circumstances.
9. Nothing precludes the Special Administrator from seeking Court approval for transactions and agreements by formal request of the Court outside of this protocol, with notice and an opportunity to be heard as required by the Court.

The Court hereby finds that this modified protocol balances the need to allow the Special Administrator the flexibility to preserve the Estate and secure its proper administration with the interest of the potential heirs to be involved with the administration of the Estate.

Dated: July ____, 2016

Kevin W. Eide
Judge of District Court