

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In the Matter of:

Court File No. 10-PR-16-46
Judge Kevin W. Eide

Estate of Prince Rogers Nelson,

Decedent.

**DECLARATION OF
ANDREA BRUCE**

[REDACTED]

I, Andrea Bruce, declare and state as follows:

1. I am Vice President and Manager of Comerica Bank & Trust, N.A.'s ("Comerica's") Unique Assets Department. Along with Angela Aycock—who is a Trust and Estate Officer at Comerica—I lead and manage Comerica's service as Personal Representative of the Estate of Prince Rogers Nelson (the "Estate"). I joined Comerica in 1994 and have spent the last 21 years specializing in the administration of unique and closely-held assets in trust and estate accounts.

2. The Estate has a publishing agreement in place with Universal Music Publishing Group ("UMPG") ("the UMPG Agreement"). [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

5. Angela Aycock, Troy Carter, and I discussed this project with the Heirs in detail at the December 19, 2017 Heirs Meeting, including [REDACTED]

[REDACTED] The minutes for that meeting are attached hereto as **EXHIBIT B**.

6. On April 9, 2018, Comerica presented the final agreement to the Heirs and their counsel, along with a memorandum explaining the negotiation process and key deal terms which had been reached in principle. That memorandum is attached hereto as **EXHIBIT C**.

7. On April 16, 2018, the Nelsons' counsel submitted written questions regarding the [REDACTED], which Comerica's counsel answered on April 19, 2018. A copy of that exchange is attached hereto as **EXHIBIT D**.

8. At the request of the Heirs, the Personal Representative also extended the deadline to object to the transaction.

9. Comerica's counsel responded to additional questions from counsel for the Nelsons on May 1, 2018, and counsel for Omarr Baker on May 2, 2018. Copies of those exchanges are attached hereto as **EXHIBIT E** and **EXHIBIT F**, respectively.

10. We received no further communications from the Heirs regarding the [REDACTED] [REDACTED] until the Nelsons filed their objections on May 4, 2018. We attempted to resolve the Nelsons' specific objection points at mediation on May 10, 2018, and offered to follow-up with an additional mediation session thereafter, but the Nelsons declined.

11. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

12. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

**I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS
TRUE AND CORRECT.**

Signed this 18th day of May, 2018, in Oakland County, Michigan.

/s/ Andrea Bruce _____
Andrea Bruce

EXHIBIT A

TO

DECLARATION OF

ANDREA BRUCE

**(ENTIRE DOCUMENT
FILED UNDER SEAL)**

EXHIBIT B

TO

DECLARATION OF

ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson
Meeting Minutes

December 19, 2017

11:00 am (CST)

THESE MINUTES CONTAIN CONFIDENTIAL INFORMATION WHICH SHOULD NOT BE SHARED WITH ANY PARTY THAT HAS NOT SIGNED A NON-DISCLOSURE AGREEMENT WITH COMERICA BANK & TRUST N.A., AS PERSONAL REPRESENTATIVE OF THE ESTATE.

Location: Fredrikson & Bryon, PA: 200 South Sixth Street, Suite 4000 · Minneapolis, MN 55402-1425

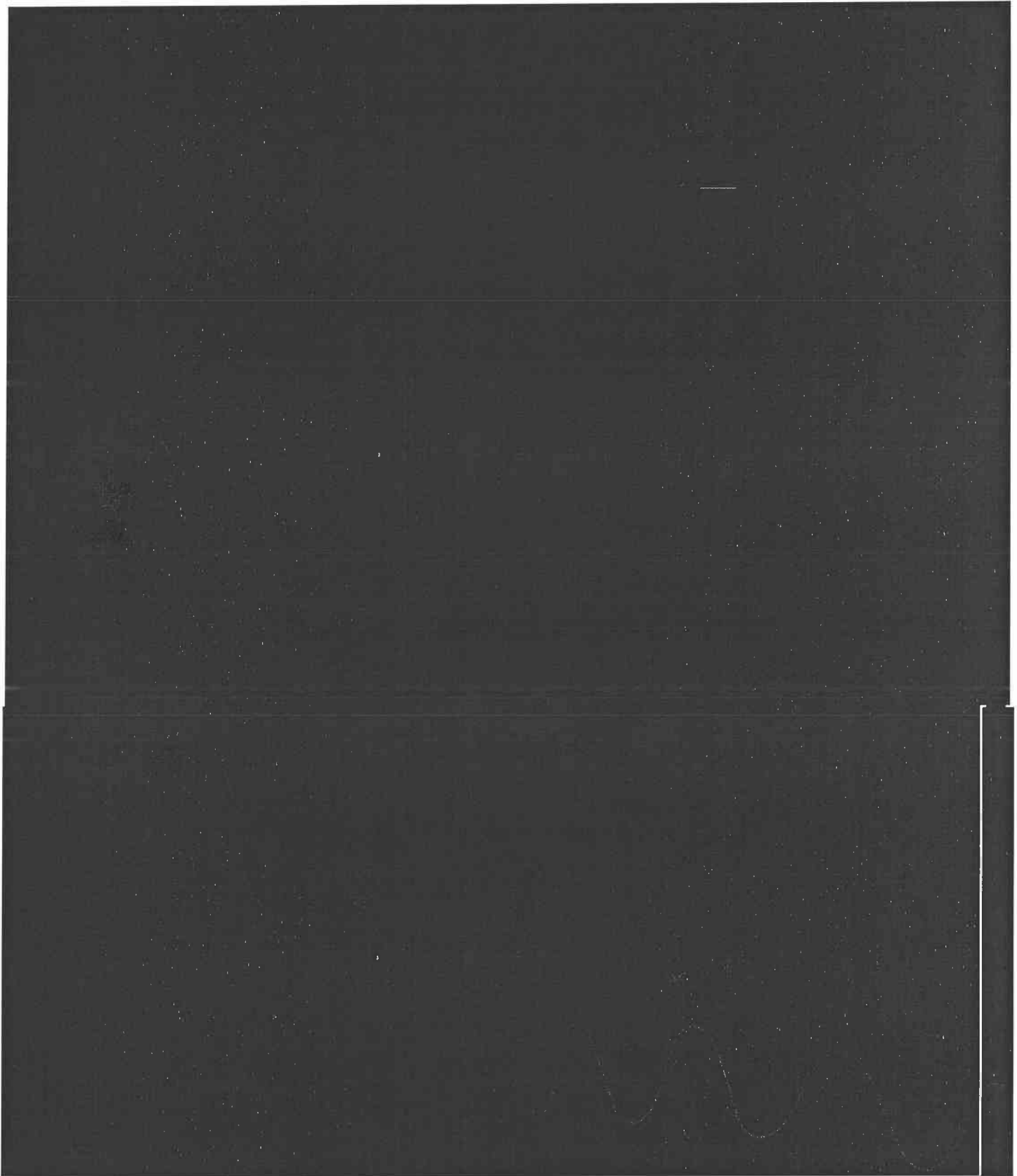
Invitees: Alfred Jackson, John Nelson, Norrine Nelson, Omarr Baker, Sharon Nelson, Tyka Nelson
Angela Aycock, Andrea Bruce, Gerard Snover and Jennifer Raczak (Minute Taker)
Troy Carter

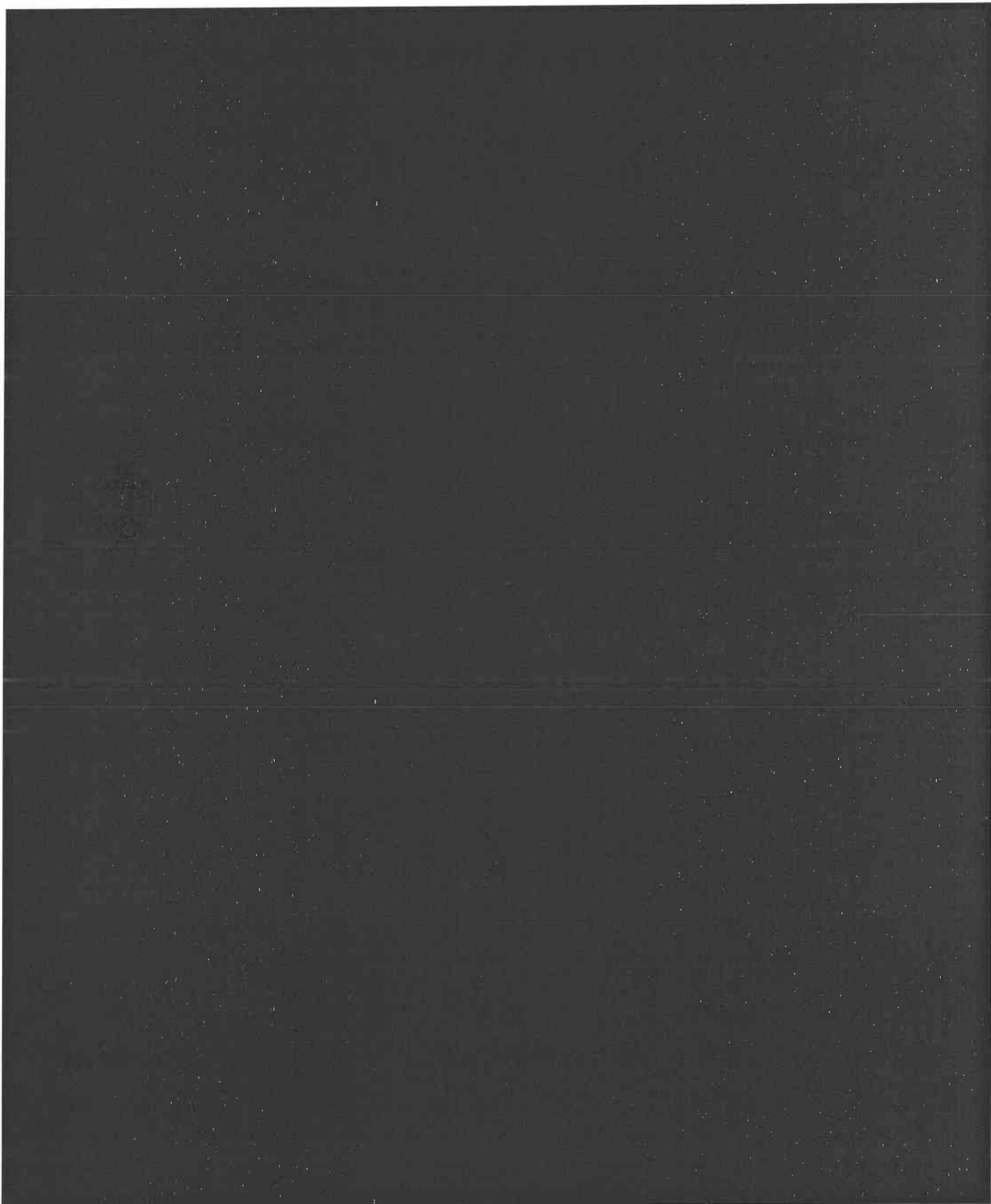
Participants: Alfred Jackson, Omarr Baker, Tyka Nelson, Angela Aycock, Andrea Bruce, Jennifer Raczak
(Minute Taker)
Troy Carter from Atom Factory joined at 12:00pm through 12:30 pm.

Absentees: John Nelson, Norrine Nelson, Sharon Nelson.

I. Real Estate Update ~ Gerard Snover

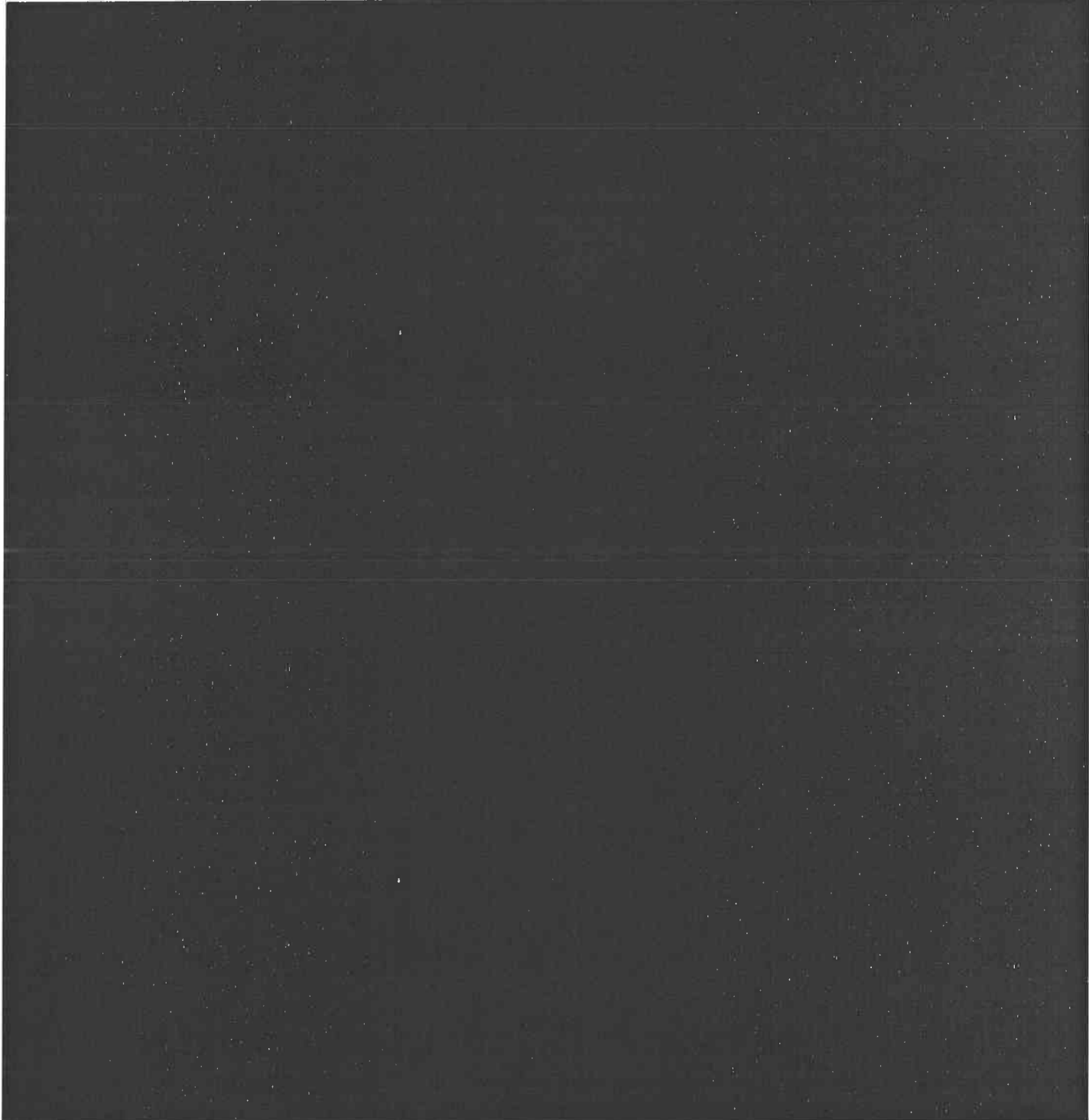
11:00 – 11:40

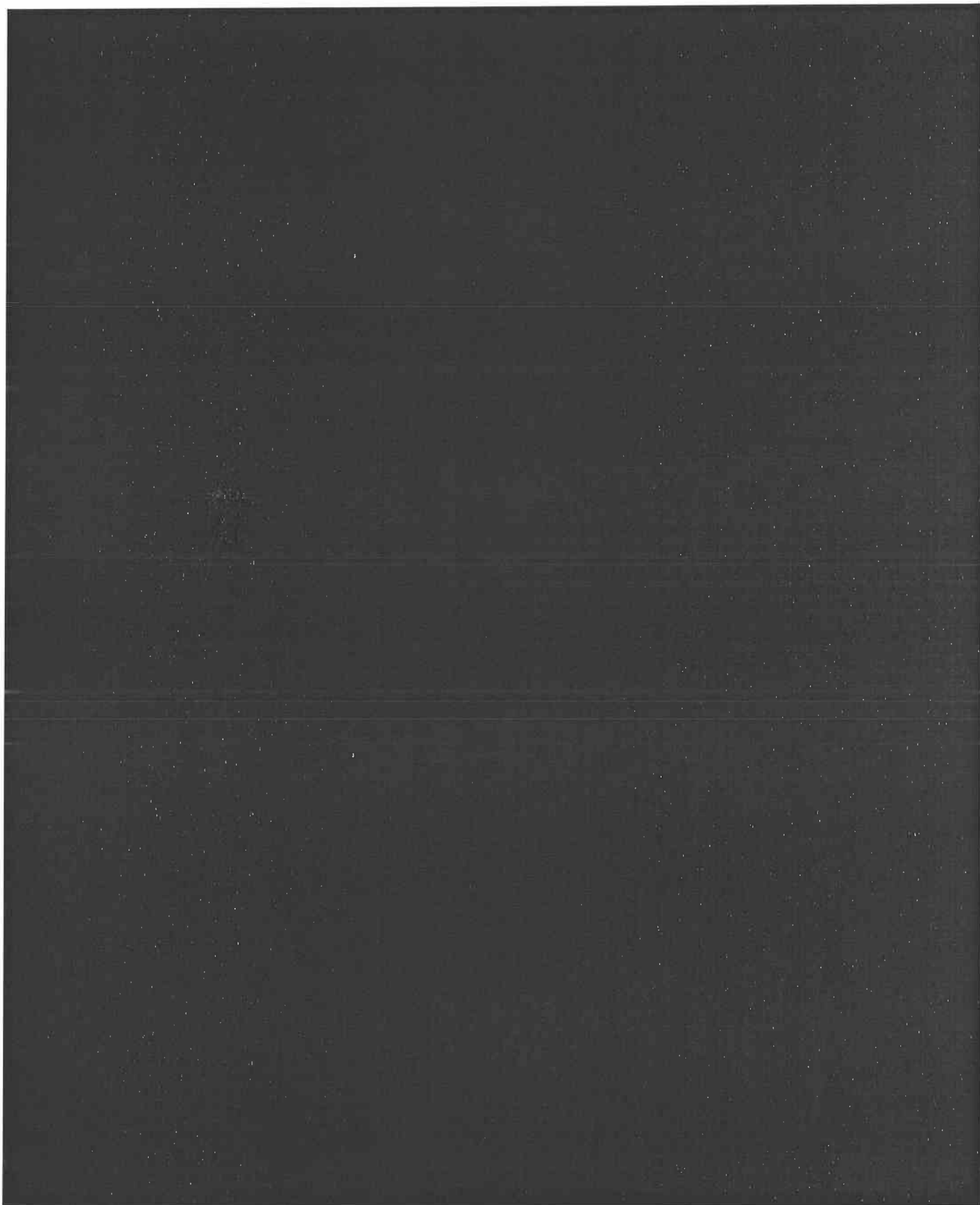


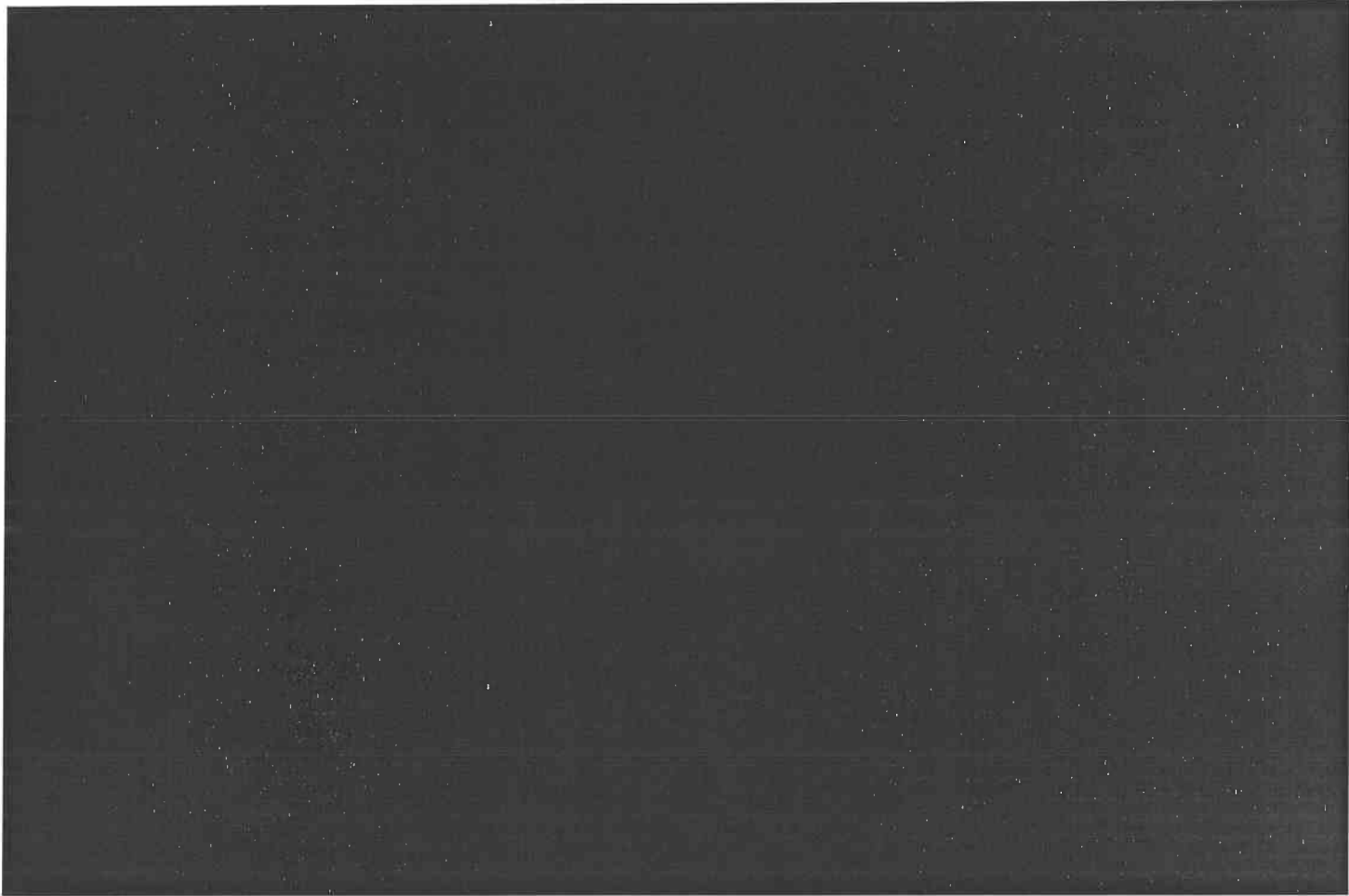


II. November Statement Review ~ Angela, Gerard & Andrea

11:40 – 12:00; 12:25-12:30







III. Litigation Updates ~ Angela & Andrea

Not discussed

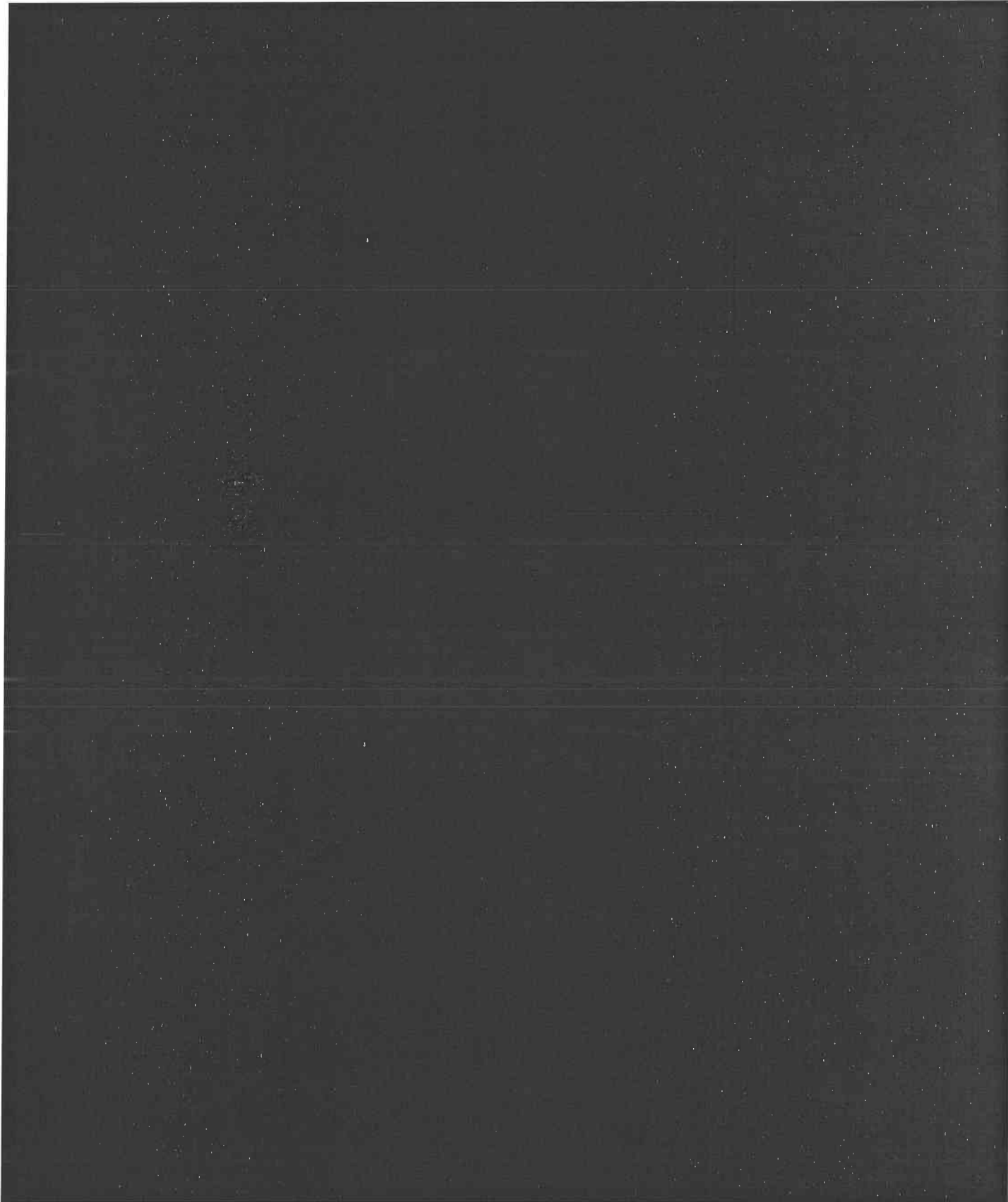


Due to time constraints, this agenda item will be carried forward to the next Heirs Meeting.

IV. Entertainment Advisor Update ~ Troy Carter

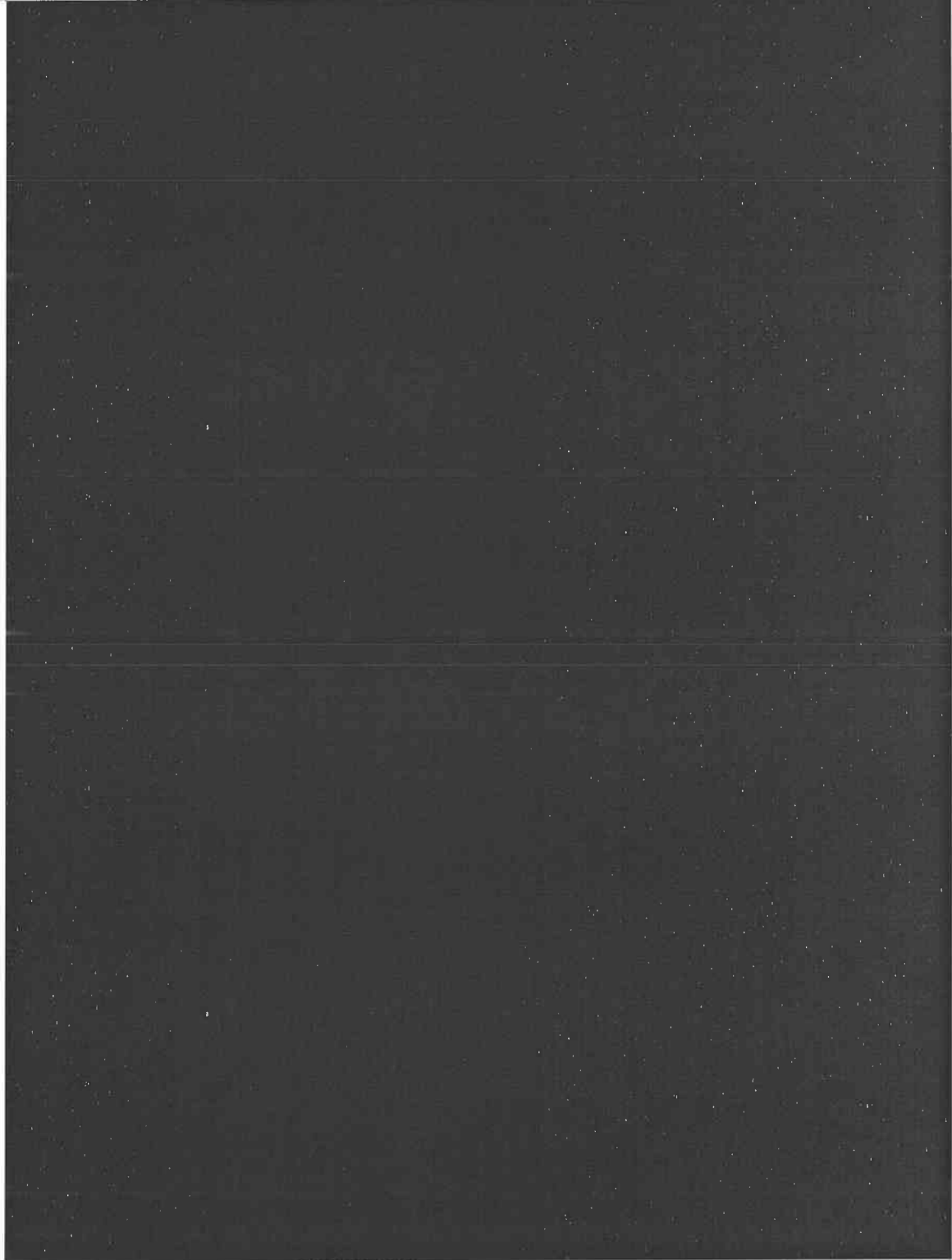
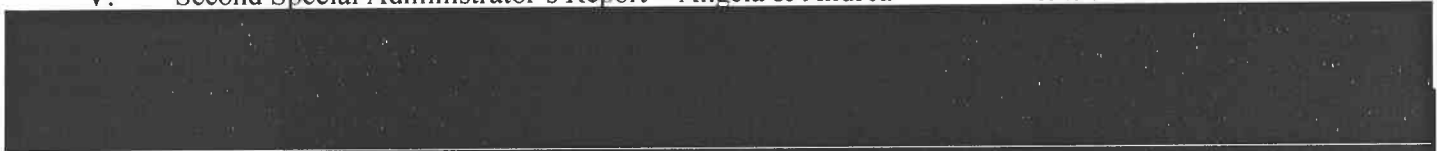
12:00 – 12:25

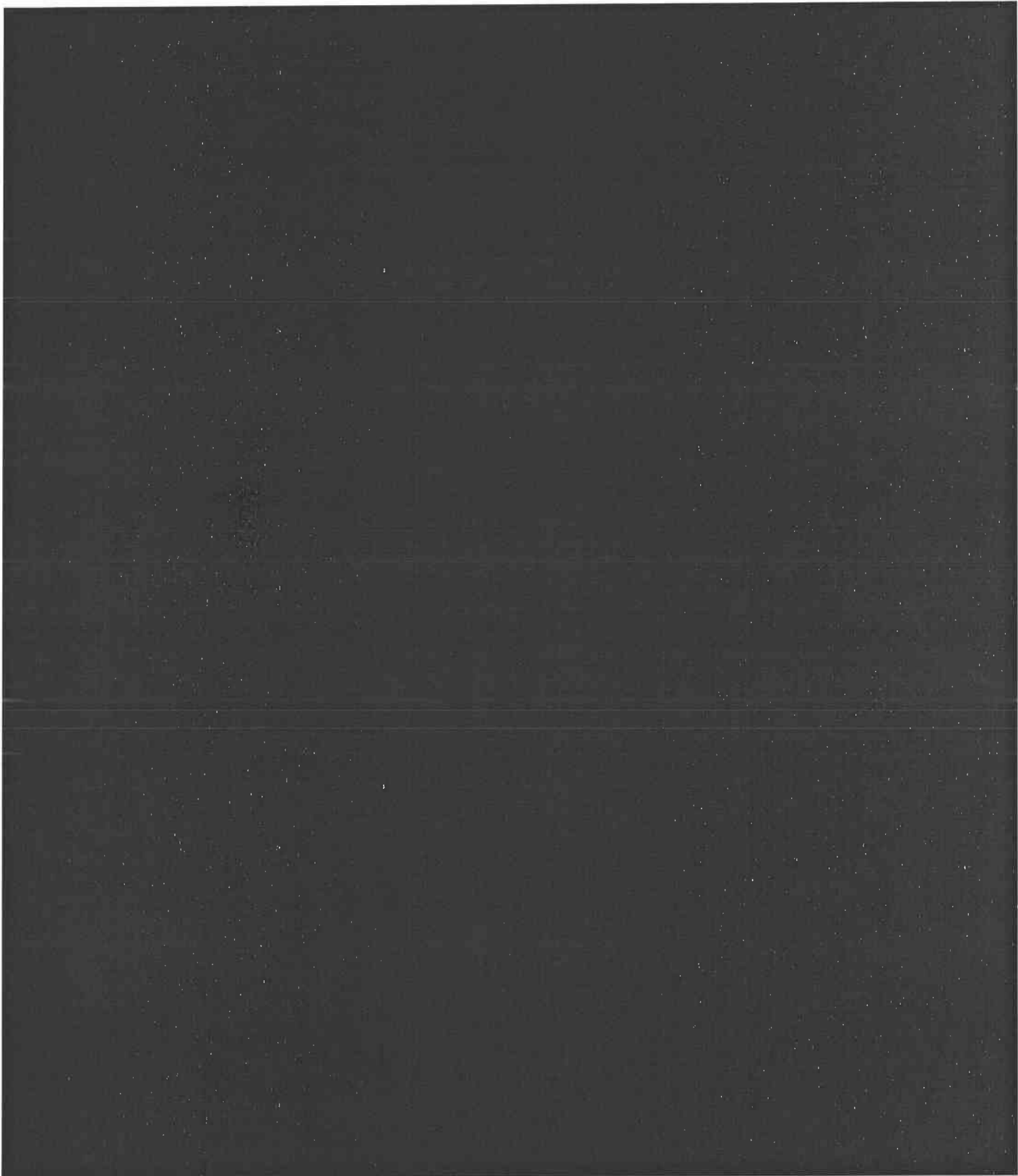




V. Second Special Administrator's Report ~ Angela & Andrea

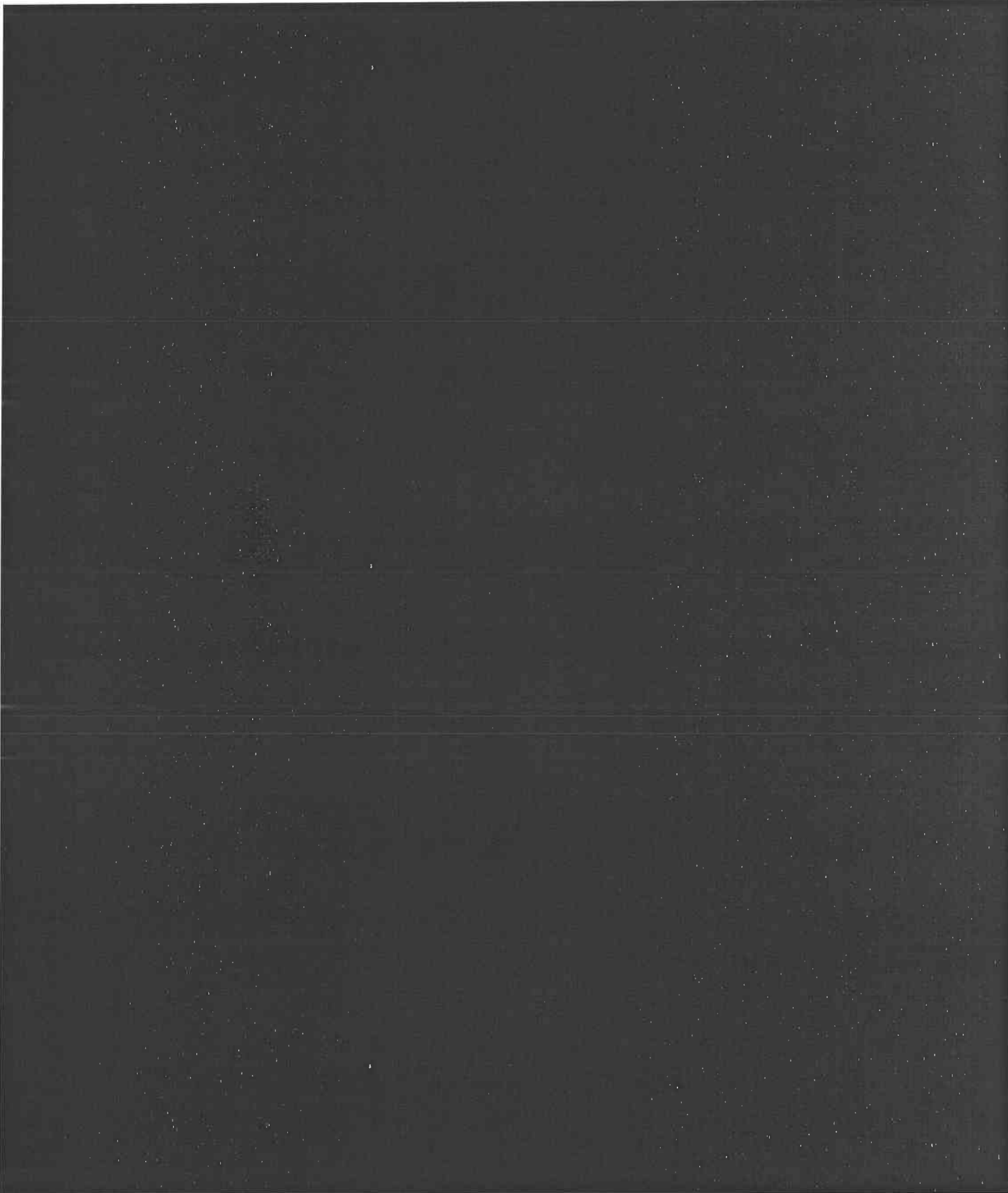
12:30 – 12:45





VI. Open Floor

12:45 – 12:50



These Minutes are a Summary of the items discussed at the Heirs Meeting. They are not intended to reflect a word for word transcript of the Heirs Meetings. However, Comerica is fully committed to following Judge Eide's 10/31/2017 Order that Comerica be extra vigilant in its communication with the heirs. Therefore, we are including additional detail in the Minutes going forward. As always, if you have any questions regarding any of the content, please reach out to Comerica for clarification.

EXHIBIT C

TO

DECLARATION OF

ANDREA BRUCE

**(ENTIRE DOCUMENT
FILED UNDER SEAL)**

EXHIBIT D

TO

DECLARATION OF

ANDREA BRUCE

**(ENTIRE DOCUMENT
FILED UNDER SEAL)**

EXHIBIT E

TO

DECLARATION OF

ANDREA BRUCE

**(ENTIRE DOCUMENT
FILED UNDER SEAL)**

EXHIBIT F

TO

DECLARATION OF

ANDREA BRUCE

**(ENTIRE DOCUMENT
FILED UNDER SEAL)**