

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 STEVEN H. SILTON
IN SUPPORT OF COZEN O’CONNOR’S
MOTION FOR APPROVAL OF PAYMENT
OF ATTORNEYS’ FEES FROM JANUARY
1, 2018 THROUGH JUNE 18, 2018**

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

I, Steven H. Silton, 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. I am an attorney at Cozen O’Connor (“Cozen”) and served as counsel of record for Omarr Baker and Tyka Nelson. I submit this affidavit in support of Cozen’s Motion for Approval of Payment for Attorneys’ Fees from January 1 through June 18, 2018.

3. Omarr Baker (“Baker”) retained Cozen in June 2016 Tyka Nelson (“Nelson”) retained Cozen in December 2016 to provide legal services and specialized advice regarding the Estate of Prince Rogers Nelson (the “Estate”). Cozen formally appeared in the matter on June 23, 2016. Cozen withdrew as Nelson’s counsel of record on January 23, 2018 and as Baker’s counsel of record on June 18, 2018.

4. Between January 1 and June 18, 2018, Cozen spent significant legal time on Estate-related proceedings that have benefited the Estate and not just Baker individually. These included, among other tasks:

- A. Objecting to the Special Administrator, its counsel, and its advisors' fees and decisions when they were made to the detriment of the Estate;
- B. Addressing the claims against Charles Koppelman, L. Londell McMillan, and Bremer Trust, N.A.;
- C. Facilitating the appointment of the Second Special Administrator to investigate the former Special Administrator and participating willingly in the Second Special Administrator's investigation; and
- D. Facilitating the appointment of Gregg Walker as one of the Heirs' representatives.

5. For the full details of my professional accomplishments and those of the attorneys working on this matter, I respectfully refer the Court to the affidavits and exhibits filed on February 9, 2017.

6. This Court has awarded Cozen fees in the past for work done from June 2016 through January 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 Cozen's request for attorneys' fees and ordered the Estate to pay Cozen \$159,240.75 in attorneys' fees and costs. (*Id.*)

7. On June 5, 2017, Cozen 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.

8. The Court then 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.

9. On October 4, 2018, Judge Solum issued the Order on Remanded Fee Issues (the “Remanded Fees Order”) awarding Cozen \$236,362 for work done from June 2016 through January 2017, an amount which is in addition to the Court’s earlier award. The Court accepted and adopted Judge Solum’s Remanded Fees Order on October 4, 2018.

10. On January 10, 2019, Cozen moved for an order from the Court for fees incurred from February 1 to December 31, 2017 that were just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.

11. Cozen now seeks fees incurred from January 1 and June 18, 2018. In providing legal services sought by this Motion, Cozen’s attorneys and paralegals have expended 460.70 hours. Attached as Exhibit A is a true and correct copy of Cozen’s time and costs for this matter from January 1 and June 18, 2018.

12. In Exhibit A, Cozen endeavored to categorize its fees into the six pre-determined categories the Court established. These categories were established based on fees requested for the period through January 31, 2017. Since that time, new issues have arisen which require establishing new categories. In the event the Court continues to deem these categories helpful, and to adhere to the third factor laid out in the Court of Appeals’ decision, Cozen has categorized its fees into the six pre-existing categories and has also used new categories. I represent that the fees requested properly fall into the following categories:

Code	Category	Amount
	FEES	
E	Services relating to entertainment deals	\$66,472.00
H	Services relating to the determination of heirs	\$1,620.00

SA	Services relating to Special Administrator's accounting, fees, and discharge	\$18,374.00
M/K	Services relating to claims against the Special Administrator's experts, L. Londell McMillan and Charles Koppelman	\$1,478.00
SSA	Services relating to appointment of the Second Special Administrator	\$33,743.50
D	Services relating to Comerica's discharge and fees as Personal Representative	\$2,816.50
F	Services related to the remanded attorneys' fees decisions	\$82,270.50
	TOTAL FEES	\$206,774.50
	COSTS	\$2,475.72
	GRAND TOTAL	\$206,774.50

13. 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, Cozen's billing rates are consistent with the rates charged by law firms in and around the Twin Cities metropolitan area with experience and sophistication sufficient to provide legal services on complex probate and entertainment matters.

14. From January 1 and June 18, 2018, attorneys at Cozen performed services that were reasonably and necessarily incurred to benefit the Estate. As heirs, Baker and Nelson received derivative benefits from Cozen's work to better the Estate; however, the benefit Baker and Nelson received was one shared by all other heirs. Such services that Cozen performed for the benefit of the Estate included, but were not limited to, the following tasks performed by various attorneys. I

represent that I have reviewed the fees submitted and that they properly fall into the categories noted.

E – Entertainment

15. Throughout the period of time from February 1 through December 31, 2017, Cozen performed services that were reasonably and necessarily incurred to maintain the right of the Heirs to participate in the negotiation and finalizing proposed entertainment deals.

16. Cozen conducted research, prepared arguments, and presented arguments to the Court relating to the entertainment deals. These efforts benefited the Estate by providing the collective entertainment expertise of the counsel for the Heirs and Representatives to assist in the negotiations and provided a spot at the table for the Heirs to provide their input in the deals.

17. Cozen attorneys conferred with others involved to reach a consensus among counsel for the Heirs. Upon developing a consensus, the Heirs provided detailed redlines and comments for the various entertainment deals.

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

19. In my opinion, the Cozen time sought for reimbursement for 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

20. Given the high profile nature and size of the Estate, there have been numerous claims from individuals alleging to be heirs. Cozen previously Cozen took the lead on behalf of the then non-excluded Heirs and briefed and argued the motion before the Court to name Omarr Baker, Alfred Jackson, John Nelson, Norrine Nelson, Sharon Nelson, and Tyka Nelson as Prince's

heirs. The Court granted the motion in its Order Determining Intestacy, Heirship, and McMillan Motions dated May 18, 2017. This benefited the Estate by bringing much-needed clarity regarding the Heirs' identity, and setting the clock running on the one-year period for any additional heirs to come forward. Between May 18, 2017 and May 18, 2018, no additional credible heirs came forward, and Prince's siblings remain the sole heirs.

21. In my opinion, the time Cozen seeks for reimbursement for efforts related to the 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, and Discharge from Liability

22. After six months as Special Administrator, Bremer Trust, N.A. resigned and petitioned the Court for approval of its fees, costs, and expenses (and those of its counsel) for the time spent working on behalf of its client. 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, Cozen and some of the other Heirs' counsel regularly reviewed and filed timely objections to Bremer's request for fees and costs, when appropriate. Cozen's efforts benefited the Estate by providing a process for allowing the Non-Excluded Heirs to comment on the fees submitted by the Special Administrator. These efforts also ensured a proper vetting of the fees requested by the Special Administrator before they were removed from the Estate's resources.

24. In my opinion, the Cozen time is sought for reimbursement for efforts related to assessing and objecting to Bremer's fee requests is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.

25. In addition to requesting its fees, Bremer also petitioned for discharge. Initially, the court approved the discharge. However, after Cozen brought to the Court's attention 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. In addition, Cozen advised the Court regarding the issues involving the UMG Agreement, which had been approved after objection by Cozen and others. Cozen also prepared a complaint against Bremer, Koppelman, and McMillan, and served it 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. Additionally, as discussed below, on Cozen's motion the Court appointed a Second Special Administrator. Cozen participated fully in the investigation, and the Second Special Administrator identified to the Court the potential validity of the claims raised by Cozen's complaint. Cozen spent considerable time and effort researching the law, the facts supporting the claims, and bringing those facts to the attention of the Court and the Second Special Administrator.

27. In my opinion, the Cozen time is sought for objecting to Bremer's discharge is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.

M/K & SSA - Jobu Presents, McMillan, Koppelman, and the Second Special Administrator

28. Throughout 2017 as additional information came forth regarding Bremer's entertainment advisors and Jobu Presents,¹ Cozen was alone in raising these issues before the Court. Bremer, its counsel Stinson Leonard Street, and its entertainment advisors L. Londell McMillan and Charles Koppelman made no disclosures to the Court, the Heirs, or their counsel regarding the significant issues that have now come to light. Cozen, at times joined by counsel for the other Heirs, filed no fewer than eight objections to Bremer, McMillan, and/or Koppelman.

29. Cozen's efforts benefited the Estate by raising before the Court issues regarding the Special Administrator and its advisors' role in the Prince Tribute Concert and various entertainment deals, including the UMG Agreement. Cozen pointed out to the Court that there was an apparent breach of fiduciary duty involving self-dealing by the Special Administrator and its advisors. Cozen's briefing on this issue resulted in the Court's decision to order the Personal Representative to investigate the Special Administrator's entertainment advisor, Mr. McMillan. This subsequently led to the Court's decision to appoint the Second Special Administrator to conduct investigations regarding the Jobu Presents Agreement, and to then expand the scope of the Second Special Administrator's investigation. Had Cozen not raised these issues with the Court, the Estate would have suffered significant damage, lost considerable assets, and would lack the information uncovered by the court-ordered investigations. The Second Special Administrator's investigations resulted in the Court's order permitting the Second Special Administrator to bring the claims he identified (most of which Cozen raised in the complaint served on Bremer and Stinson almost two years ago).

¹ For a more detailed chronology of the events that Cozen raised for the Court, I respectfully refer the Court to the Affidavit of Thomas P. Kane filed on August 8, 2018.

30. In my opinion, the Cozen time sought for services relating to claims against the Special Administrator's experts, L. Londell McMillan and Charles Koppelman and services relating to appointment of the Second Special Administrator is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.

F – Services related to the remanded attorneys' fees

31. Cozen appealed the first attorneys' fees award to the Minnesota Court of Appeals, which reversed and remanded. On remand, this Court awarded Cozen additional fees. (*See Remanded Fees Order.*)

32. These efforts have benefited the Estate by ensuring the Heirs—who will ultimately be responsible for the Estate—had counsel that was adequately compensated for the time and effort spent ensuring the Estate's welfare.

33. In my opinion, the Cozen time sought for reimbursement for efforts related to the remanded attorneys' fees is just and reasonable and commensurate with the benefit to the Estate from the recovery so made or from such services.

34. Cozen's legal fees are in the total amount of \$206,774.50 for services sought by this Motion. I and other attorneys at Cozen have reviewed the original time entries for the legal fees submitted by Cozen 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. The coordination of the work required over several sophisticated and complex disciplines, and the time demands required finds the pending fee request reasonable under these unique circumstances. Furthermore, our firm's hourly rates and overall charges are fair when

compared against the fees charged for comparable work from similar firms in other major metropolitan areas.

35. Given (among other things) the complexity of the litigation, the entertainment deals the Estate is negotiating, the heirship issues resolved, and the necessary investigation of the Special Administrator that was achieved, \$206,774.50 in fees and \$2,475.72 in costs 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: March 29, 2019.

s/ Steven H. Silton
Steven H. Silton

Subscribed and sworn to before me
this 29th day of March, 2019.

/s/ Amy E. Kulbeik
Notary Public