

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.

**COMERICA BANK & TRUST, N.A.'S
MEMORANDUM OF LAW IN SUPPORT
OF MOTION TO FILE UNDER SEAL ITS
APRIL 4, 2018 MOTION TO APPROVE
ENTERTAINMENT TRANSACTION,
DECLARATION OF TROY CARTER
AND EXHIBITS A-B, AND EXHIBIT A
TO THE DECLARATION OF DAVID
DUNN**

Comerica Bank & Trust, N.A., as the Personal Representative of the Estate of Prince Rogers Nelson (the "Personal Representative"), submits this Memorandum in Support of its Motion to File under Seal the Personal Representative's April 4, 2018 Motion to Approve Entertainment Transaction ("Motion"), Declaration of Troy Carter and Exhibits A-B, and Exhibit A to the Declaration of David Dunn.

The Motion details a confidential prospective business transaction. Mr. Carter's Declaration contains confidential information related to the transaction as well as the Estate's vetting and negotiation of that transaction. Exhibit A to Mr. Carter's Declaration is the proposed confidential entertainment transaction. Exhibit B to Mr. Carter's Declaration is a summary of the terms of the confidential transaction prepared for the Heirs, which includes the Estate's proprietary analysis of the transaction. Exhibit A to Mr. Dunn's Declaration consists of the Estate's proprietary financial analysis of the confidential entertainment transaction.

The purpose of the redactions made by the Personal Representative is the need to maintain the confidentiality of the Estate's confidential business negotiations, business transactions, and proprietary analysis. Specifically, the redacted information qualifies as confidential commercial information under Minn. R. Civ. P. 26.03(g), and there is no historical right of access to the information under the test articulated in *Minneapolis Star & Tribune Co. v. Schumacher*, 392 N.W.2d 197 (Minn. 1986). Revealing the redacted information could adversely impact the ongoing administration of the Estate and the prospective transaction. A redacted version of the Motion, Declarations, and Exhibits have been filed publicly with the Court.

Accordingly, the Personal Representative respectfully requests that the Court permit it to file under seal the Motion, Declaration of Troy Carter and Exhibits A-B, and Exhibit A to the Declaration of David Dunn.

Dated: April 4, 2018

/s/ Joseph J. Cassioppi

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