

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF CARVER

FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In Re:

Case Type: Special Administration

Court File No: 10-PR-16-46

Judge: Kevin W. Eide

Estate of Prince Rogers Nelson,

Decedent.

**SECOND DECLARATION OF
L. LONDELL MCMILLAN IN
SUPPORT OF MOTION FOR
SUMMARY JUDGMENT**

L. Londell McMillan hereby states and declares as follows:

1. This declaration and attached exhibit are submitted in support of the Reply Memorandum of Law in Support of NorthStar's Motion for Summary Judgment, dated July 24, 2020, and filed on behalf of The NorthStar Parties ("NorthStar").

2. Attached hereto as Exhibit A is a true and correct copy of an email dated September 14, 2016 from Kenneth R. Davis to L. Londell McMillan, Jill Radloff, Charles Koppelman, Craig N. Ordal, Deborah D. Fasen, Laura Halferty, Traci Bransford, David Crosby, Katie Moerke, Liz Kramer, jdrostad@bermer.com and pat@pmazarol.com.

I declare under penalty of perjury that everything I have stated in this document is true and correct.

Signed on July 24th, 2020 in the State of New York, County of New York.

/s/ L. Londell McMillan

L. Londell McMillan

Exhibit A

From: **Kenneth R. David** <KDavid@kasowitz.com>
Date: Wed, Sep 14, 2016 at 3:59 PM
Subject: RE: BTNA - Extension of Advisor Agreement
To: Londell McMillan <llm@thenorthstargroup.biz>, Radloff, Jill <Jill.Radloff@stinson.com>
Cc: charleskoppelman@cakentertainment.com <charleskoppelman@cakentertainment.com>, Ordal, Craig, N (cnordal@Bremer.com) <cnordal@bremer.com>, 'Fasen, Deborah, D' (DDFasen@Bremer.com) <DDFasen@bremer.com>, jdrostad@bremer.com <jdrostad@bremer.com>, pat@pmazorol.com <pat@pmazorol.com>, Halferty, Laura <laura.halferty@stinson.com>, Bransford, Traci <Traci.Bransford@stinson.com>, Crosby, David <david.crosby@stinson.com>, Moerke, Katie <katie.moerke@stinson.com>, Kramer, Liz <liz.kramer@stinson.com>

Jill - give me a call when to discuss. I left you a voicemail.

Ken

-----Original Message-----

From: Londell McMillan [mailto:llm@thenorthstargroup.biz]
Sent: Wednesday, September 14, 2016 3:03 PM
To: Radloff, Jill <Jill.Radloff@stinson.com>
Cc: Kenneth R. David <KDavid@kasowitz.com>; charleskoppelman@cakentertainment.com; Ordal, Craig, N (cnordal@Bremer.com) <cnordal@bremer.com>; 'Fasen, Deborah, D' (DDFasen@Bremer.com) <DDFasen@bremer.com>; jdrostad@bremer.com; pat@pmazorol.com; Halferty, Laura <laura.halferty@stinson.com>; Bransford, Traci <Traci.Bransford@stinson.com>; Crosby, David <david.crosby@stinson.com>; Moerke, Katie <katie.moerke@stinson.com>; Kramer, Liz <liz.kramer@stinson.com>
Subject: Re: BTNA - Extension of Advisor Agreement

Hi Jill,

We made a major change by eliminating the extension income. Now, this change allows them to unfairly drag and wait us out. Can we keep this "as is" or add some good faith language in the deal for the Estate to operate fairly, hence the beneficiaries. We need something to protect us from clear interference. Thanks.

Londell

Sent from my iPhone

> On Sep 14, 2016, at 2:45 PM, "Radloff, Jill" <Jill.Radloff@stinson.com> wrote:

>

> Ken,

>

> Our point was that we were extending the term but not extending the 120 day tail and that would be fixed at 120 days from today and not roll forward. We understand deals should be executed prior to that time and since the 120 day tail has been a sticking point with the Non-Excluded Heirs that this would be something to show them that we extended the agreement but not the tail period.

>

> Jill

>

>

> Jill R. Radloff | Partner | Stinson Leonard Street LLP

> 150 South Fifth Street, Suite 2300 | Minneapolis, MN 55402

> T: 612.335.7119 | M: 612.251.8164 | F: 612.335.1657

> jill.radloff@stinson.com | <http://www.stinson.com> Legal Administrative

> Assistant: Jennifer Miller | 612.335.1934 |

> jennifer.miller@stinson.com -----Original Message-----

> From: Kenneth R. David [mailto:KDavid@kasowitz.com]

> Sent: Wednesday, September 14, 2016 1:42 PM

> To: Radloff, Jill

> Cc: L Londell McMillan; charleskoppelman@cakentertainment.com; Ordal,

> Craig, N (cnordal@Bremer.com); 'Fasen, Deborah, D'

> (DDFasen@Bremer.com); jdrostad@bremer.com; pat@pmazorol.com; Halferty,

> Laura; Bransford, Traci; Crosby, David; Moerke, Katie; Kramer, Liz

> Subject: RE: BTNA - Extension of Advisor Agreement

>

> Great, I will call you. We had one point about the January date that was added to cap the four month period from the original deal. As I understand it, the January date is four months from today, but with the deal being extended until November 2 (or Bremer is no longer SA), shouldn't the four month period start from the end of the now extended deal?

>

> I will call you shortly to discuss.

>

> Ken

>

> -----Original Message-----

> From: Radloff, Jill [mailto:Jill.Radloff@stinson.com]

> Sent: Wednesday, September 14, 2016 2:36 PM

> To: Kenneth R. David <KDavid@kasowitz.com>

> Cc: L Londell McMillan <llm@thenorthstargroup.biz>;

> charleskoppelman@cakentertainment.com; Ordal, Craig, N

> (cnordal@Bremer.com) <cnordal@bremer.com>; 'Fasen, Deborah, D'

> (DDFasen@Bremer.com) <DDFasen@bremer.com>; jdrostad@bremer.com;

> pat@pmazorol.com; Halferty, Laura <laura.halferty@stinson.com>;
 > Bransford, Traci <Traci.Bransford@stinson.com>; Crosby, David
 > <david.crosby@stinson.com>; Moerke, Katie <katie.moerke@stinson.com>;
 > Kramer, Liz <liz.kramer@stinson.com>
 > Subject: RE: BTNA - Extension of Advisor Agreement

>
 > Yes 6123357119

>
 >
 > Jill R. Radloff | Partner | Stinson Leonard Street LLP
 > 150 South Fifth Street, Suite 2300 | Minneapolis, MN 55402
 > T: 612.335.7119 | M: 612.251.8164 | F: 612.335.1657
 > jill.radloff@stinson.com | <http://www.stinson.com> Legal Administrative
 > Assistant: Jennifer Miller | 612.335.1934 |
 > jennifer.miller@stinson.com

>
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>
 >
 > -----Original Message-----

> From: Kenneth R. David [mailto:KDavid@kasowitz.com]
 > Sent: Wednesday, September 14, 2016 1:31 PM
 > To: Radloff, Jill
 > Cc: L Londell McMillan; charleskoppelman@cakentertainment.com; Ordal,
 > Craig, N (cnordal@Bremer.com); 'Fasen, Deborah, D'
 > (DDFasen@Bremer.com); jdrostad@bremer.com; pat@pmazorol.com; Halferty,
 > Laura; Bransford, Traci; Crosby, David; Moerke, Katie; Kramer, Liz
 > Subject: RE: BTNA - Extension of Advisor Agreement

>
 > Jill - can we talk about one issue with the extension? Are you available?

>
 > Ken

>
 > -----Original Message-----
 > From: Radloff, Jill [mailto:Jill.Radloff@stinson.com]
 > Sent: Wednesday, September 14, 2016 1:22 PM
 > To: Kenneth R. David <KDavid@kasowitz.com>
 > Cc: L Londell McMillan <llm@thenorthstargroup.biz>;
 > charleskoppelman@cakentertainment.com; Ordal, Craig, N
 > (cnordal@Bremer.com) <cnordal@bremer.com>; 'Fasen, Deborah, D'
 > (DDFasen@Bremer.com) <DDFasen@bremer.com>; jdrostad@bremer.com;
 > pat@pmazorol.com; Halferty, Laura <laura.halferty@stinson.com>;
 > Bransford, Traci <Traci.Bransford@stinson.com>; Crosby, David
 > <david.crosby@stinson.com>; Moerke, Katie <katie.moerke@stinson.com>;
 > Kramer, Liz <liz.kramer@stinson.com>
 > Subject: RE: BTNA - Extension of Advisor Agreement

>
 > Ken,

>
 > Attached is an execution version of the Extension. Please forward Charles' signatures. Londell, would you please also

sign and return to me?

>
> I understand that Craig is traveling this morning but will be able to sign this afternoon.

>
> Thanks,
> Jill

>
>
> Jill R. Radloff | Partner | Stinson Leonard Street LLP
> 150 South Fifth Street, Suite 2300 | Minneapolis, MN 55402
> T: 612.335.7119 | M: 612.251.8164 | F: 612.335.1657
> jill.radloff@stinson.com | <http://www.stinson.com> Legal Administrative
> Assistant: Jennifer Miller | 612.335.1934 |
> jennifer.miller@stinson.com -----Original Message-----
> From: Kenneth R. David [mailto:KDavid@kasowitz.com]
> Sent: Wednesday, September 14, 2016 12:09 PM
> To: Radloff, Jill
> Cc: L Londell McMillan; charleskoppelman@cakentertainment.com; Ordal,
> Craig, N (cnordal@Bremer.com); 'Fasen, Deborah, D'
> (DDFasen@Bremer.com); jdrostad@bremer.com; pat@pmazorol.com; Halferty,
> Laura; Bransford, Traci; Crosby, David; Moerke, Katie; Kramer, Liz
> Subject: Re: BTNA - Extension of Advisor Agreement

>
> Jill - just following up on this, is there any reason we should not execute this extension ASAP today? Please send execution copies as soon as you can and we will execute.

>
> Ken

>
> Kenneth R. David
> Kasowitz, Benson, Torres & Friedman LLP
> 1633 Broadway
> New York, New York 10019
> Tel. (212) 506-1893
> Fax. (212) 835-5293
> KDavid@kasowitz.com

>
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>
> On Sep 14, 2016, at 12:06 PM, Kenneth R. David <KDavid@kasowitz.com<mailto:KDavid@kasowitz.com>> wrote:

>
> Do you want to circulate execution copies?

>
> On Sep 13, 2016, at 10:25 PM, Radloff, Jill <Jill.Radloff@stinson.com<mailto:Jill.Radloff@stinson.com>> wrote:

>
> Here's an updated version with the address included.

>
> Happy to discuss the Tribute.

>

> Jill
>
> From: L Londell McMillan [mailto:llm@thenorthstargroup.biz]
> Sent: Tuesday, September 13, 2016 9:17 PM
> To: Radloff, Jill
> Cc: 'Kenneth R. David'
> (KDavid@kasowitz.com<mailto:KDavid@kasowitz.com>);
> charleskoppelman@cakentertainment.com<mailto:charleskoppelman@cakentertainment.com>); Ordal, Craig, N
> (cnordal@Bremer.com<mailto:cnordal@bremer.com>); 'Fasen, Deborah, D'
> (DDFasen@Bremer.com<mailto:DDFasen@bremer.com>);
> jdrostad@bremer.com<mailto:jdrostad@bremer.com>);
> pat@pmazorol.com<mailto:pat@pmazorol.com>); Halferty, Laura; Bransford,
> Traci; Crosby, David; Moerke, Katie; Kramer, Liz
> Subject: Re: BTNA - Extension of Advisor Agreement
>
> Thanks Jill. These changes, in light of the circumstances, are agreeable. Also, my new address is 2 W. 45th Street,
Suite 1201, New York, N.Y. 10036.
>
> Should we address the Tribute since I am now "default" promoter because no one else wants to do it?
>
> Regards,
>
> Londell
>
> On Tue, Sep 13, 2016 at 9:52 PM, Radloff, Jill <Jill.Radloff@stinson.com<mailto:Jill.Radloff@stinson.com>> wrote:
> Ken, Charles and Londell –
>
> Attached is a revised Extension of Advisor Agreement reflecting clarification in the additional sentence to Section 6(b)
that Ken and I discussed this evening. Londell, please advise if I need to update your address and if you have any
questions on this.
>
> Thanks,
> Jill
>
> Jill R. Radloff | Partner | Stinson Leonard Street LLP
> 150 South Fifth Street, Suite 2300 | Minneapolis, MN 55402
> T: 612.335.7119<tel:612.335.7119> | M: 612.251.8164<tel:612.251.8164>
> | F: 612.335.1657<tel:612.335.1657>
> jill.radloff@stinson.com<mailto:jill.radloff@stinson.com> |
> www.stinson.com<<http://www.stinson.com>>
> Legal Administrative Assistant: Jennifer Miller |
> 612.335.1934<tel:612.335.1934> |
> jennifer.miller@stinson.com<mailto:jennifer.miller@stinson.com>
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destruction, and do not use or disclose the contents to others.
>
>
>
> --

> L. Londell McMillan
> The NorthStar Group
> Chairman
> 29 W. 46th Street, 3rd Floor
> New York, NY 10036
>
> T: (646) 559-8314
> F: (646) 559-8318
> E: llm@thenorthstargroup.biz<mailto:llm@thenorthstargroup.biz>
>
>
> Jill R. Radloff | Partner | Stinson Leonard Street LLP
> 150 South Fifth Street, Suite 2300 | Minneapolis, MN 55402
> T: 612.335.7119 | M: 612.251.8164 | F: 612.335.1657
> jill.radloff@stinson.com<mailto:jill.radloff@stinson.com> |
> www.stinson.com<<http://www.stinson.com>>
> Legal Administrative Assistant: Jennifer Miller | 612.335.1934 |
> jennifer.miller@stinson.com<mailto:jennifer.miller@stinson.com>
>
> <BTNA - Extension of Advisor Agreement (2).DOCX>
>
>
> [orthstargroup.biz](mailto:llm@thenorthstargroup.biz)<mailto:llm@thenorthstargroup.biz>
>
>
> Jill R. Radloff | Partner | Stinson Leonard Street LLP
> 150 South Fifth Street, Suite 2300 | Minneapolis, MN 55402
> T: 612.335.7119 | M: 61
>