

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 IN
SUPPORT OF COMERICA BANK &
TRUST, N.A.'S REPLY IN SUPPORT OF
PETITION TO APPROVE THIRD
INTERIM ACCOUNTING**

[REDACTED VERSION]

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 William Buckley, I lead and manage Comerica's service as personal representative of the estate (the "Estate") of Prince Rogers Nelson. I joined Comerica in 1994 and have spent the last 20-plus years specializing in the administration of unique and closely-held assets in trust and estate accounts.

2. The Estate has incurred \$98,618.56 in fees and costs for the services of Fredrikson & Byron ("Fredrikson") in connection with the lawsuit brought by Sharon Nelson.

3. The Estate has incurred \$131,243 for the services of Fredrikson and \$22,581 for Kennedys CMK LPP, the Estate's counsel in New York, in defense of the claims brought by James Brandon.

4. The Estate has incurred \$114,895.50 for the services of Fredrikson; €135,097.91 for Trevisan & Cuonzo, the Estate's counsel in Italy; CAD \$45,128.66 for Aird & Berlis LLP and Farris, the Estate's counsel in Canada; and £110,363.34 for Russells, the Estate's counsel in

the United Kingdom, in defense of the Italian litigation. In addition, a small portion of the attorneys' fees charged to the Estate by Arnold Porter Kaye Scholer (which represented Prince during his lifetime and provided consulting and legal services to Bremer Trust and Comerica) related to the Italian litigation.

5. The Estate has incurred \$257,329 in fees and costs for the services of Fredrikson in defense of the claims brought by Madison Dube.

6. The Estate has incurred \$43,832 in fees and costs for the services of Fredrikson related to its lawsuit against Steven Parke.

7. According to Larson King, it has incurred \$221,515.22 in fees and costs related to the advisor commission reimbursement matter.

8. According to Larson King, it has incurred \$365,764.23 in fees and costs related to the Jobu Presents litigation.

9. Troy Carter and members of his team (first, through Atom Factory LLC and later, through Q&A Talent Management, Inc.) (collectively, "Carter") has served as entertainment advisor to the Estate since early 2017. Carter's rights and obligations are set forth in an "advisor agreement," which was last amended on March 31, 2019 ("Amendment"). Under the Amendment, Carter's roles and duties include managing the executive level relationships with the Estate's entertainment partners, procuring new partnerships for entertainment transactions, guiding creative strategy, project timing, and rollout, creative review and approvals related to existing and new deals, and the provision of licensing requests and creative feedback.

10. Carter has negotiated or closed the following transactions since February 1, 2019:

- **Amendment and Extension of UMPG Agreement.** [REDACTED]

- **Netflix/First Avenue Concert.** [REDACTED]
- **Sign O' the Times and 1999.** Super-deluxe album deals [REDACTED]
- **Originals.** Album deal [REDACTED]
- [REDACTED]
- **'I Feel For You' Single.** Single release negotiated with Warner Bros [REDACTED]
- **Merch Traffic.** [REDACTED]
- **Music Today.** [REDACTED]
- [REDACTED]
- **Peloton.** Negotiated Name, Image, Likeness agreement with fitness platform [REDACTED]
- [REDACTED]
- [REDACTED]

- [REDACTED]

11. In addition to these new deals and extensions, Carter (primarily Mr. Carter and his colleague Suzy Roo) spends a considerable amount of time advising the Estate and administering existing deals, including those entered into during the tenure of Bremer Trust, N.A. One of the reasons that Comerica and Carter agreed to a monthly fee (in combination with a five percent commission on new deals) is because many of the large dollar entertainment transactions available to the Estate were already finalized at the time of Comerica's appointment. In other words, although the entertainment advisors for Bremer Trust received millions of dollars of commissions for the transactions finalized during their tenures, Carter has to actually administer those deals.

12. After the UMG Agreement was rescinded by the Court, Carter negotiated a replacement transaction with Sony [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

13. Examples of Carter's administrative activities include: a standing weekly call with Comerica and its creative and legal teams; access and guidance to the team as-needed in between weekly calls; participation in partner meetings and calls; creative implementation of the [REDACTED], and other deals, including as it relates to working with executives as well as the partners' creative team on [REDACTED] and strategy; brand building and management; music publishing opportunity and synchronization license guidance; press release and media guidance; work with the Random House memoir release [REDACTED]; work with the Sirius Prince channel [REDACTED]; extensive activity

associated with the launch of the Prince catalogue on the TikTok platform [REDACTED];
and the initiation and implementation of the CBS Grammy Tribute to Prince [REDACTED]
[REDACTED] and resulted in a significant increase in
downloads and streams of Prince’s music.

14. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

15. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

16. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

17. Comerica keeps the Heirs regularly informed regarding all aspects of the
administration of the Estate, including its income and expenses. This includes detailed monthly
account statements for all accounts (including the accounts for all entities owned by the Estate)

that describe what each entry and transaction represents. Based on questions raised by Heirs regarding certain vendors identified in the monthly Comerica account statements, Comerica prepared and sent a “cheat sheet” identifying what services each vendor provides for the Estate. Among other entries, the vendor cheat sheet provided to the Heirs identified the respective roles of many of entities identified in the Nelsons’ supplemental objection for which they claim not to have adequate information, including CliftonLarsonAllen and Tri Star, Xact Data Discovery, and High Q. Additionally, Comerica provides quarterly income statements and balance sheets for the Estate and its managed entities.

18. Comerica also provides updates at every Heirs meeting regarding the activities of Mr. Carter, performance and activities under current entertainment transactions, and potential transactions that are in the pipeline. The Heirs also receive a monthly update regarding the amount of fees of Fredrikson, as well as the regular fee affidavits which include every invoice with detailed time entries. Comerica also provides regular updates on third-party litigation as part of the Heirs’ meetings.

19. CliftonLarsonAllen LLP (“CLA”) served as the accounting firm for Prince and many of his entities prior to his death, during the tenure of Bremer Trust, and initially following the appointment of Comerica. Comerica subsequently made the decision to move the majority of the Estate’s accounting work to Tri Star Sports & Entertainment Group (“Tri Star”), which specializes in accounting for individuals and entities in the music and other entertainment industries. [REDACTED]

[REDACTED]

[REDACTED] Tri Star’s fees during the accounting period related primarily to the preparation

of tax returns and the financial statements and other financial information prepared in response to the requests of the Heirs.

20. The Estate uses Shot Tower Capital LLC (and its principal, David Dunn) to perform financial modeling for potential entertainment transactions (to assist with negotiating those transactions), assist in creating and updating the cash flow projections for the Estate, [REDACTED]. Shot Tower's service's during the accounting period included work on the following projects: modeling record deal performance; [REDACTED]; updating the cash flow projections; modeling potential income in connection with record deal evaluations; assembling information in response to requests from the Heirs and their representatives; [REDACTED].

21. Carey Olson served as counsel for the Estate in in the Cayman Islands in connection with the Estate's lawsuit with the Tidal entities, specifically related to an entity located in the country of which Prince was an owner. The law firm's fees were previously approved by the Court as part of the attorneys' fee and cost submissions Comerica files three times per year.

22. Comerica utilized Xact Data Discovery to scan the significant volume of hard copy business and financial records from during Prince's lifetime, and to maintain those records within a searchable database hosted by Xact. This database is utilized by the Estate and its legal and financial advisors on a frequent basis with respect to rights and project research, clearance documentation, litigation research, and historical financial transactions. The fees charged during the accounting period represent Xact's monthly data hosting fee, the costs of extracting

documents related to the Brandon lawsuit, and scanning and uploading new records into the system.

23. [REDACTED]

24. High Q is the online data portal that the Estate has been utilizing since prior to Comerica’s appointment as the personal representative, for purposes of securely storing and sharing confidential information with the Heirs, their counsel, and certain third-parties. For example, at the request of certain Heirs, Comerica has utilized High Q to share financial information regarding the Estate with potential lenders for Heirs that have entered into non-disclosure agreements with the Estate. High Q charges a flat fee of \$55,000.00 per year for use of its site.

25. Lando & Anastasi, LLP served as local counsel in federal court in Rhode Island for the Estate's copyright infringement lawsuit against Kian Habib. The Court entered a permanent injunction in favor of the Estate and awarded the Estate its attorneys' fees during May 2020.

26. Walsh, Pizzi O'Reilly Falanga served as local counsel in federal court in New Jersey for the Estate's anti-cybersquatting lawsuit against Domain Capital, LLC. The Court approved the Estate's settlement agreement with Domain Capital whereby the Estate purchased the Prince.com domain name from the entity.

27. During the accounting period, the residence located at 115 King Creek Road was leased by Omarr Baker. The microwave and range were not operational and needed to be replaced. The total cost of the replacement was \$3,280.27.

28. The residence located at 539 Newton Avenue is leased by Tyka Nelson. A pipe froze causing substantial damage. The total cost of the repair and remediation was \$123,106.91. As set forth on page eight of the accounting, the Estate received \$107,298.03 (the loss amount minus the deductible and depreciation) in insurance proceeds during June and December 2019 related to the damage. In addition, Tyka Nelson reimbursed the Estate \$3,423.80 for an overpayment related to damage to personal property (which reimbursement is also reflected on page eight of the accounting).

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

Signed this 16th day of September, 2020, in Oakland County, Michigan.



Andrea Bruce