

STATE OF MINNESOTA  
COUNTY OF CARVER

DISTRICT COURT  
FIRST JUDICIAL DISTRICT  
PROBATE DIVISION

In the Matter of:

Case Type: Special Administration  
Court File No.: 10-PR-16-46  
Judge: Kevin W. Eide

Estate of Prince Rogers Nelson,

Decedent.

**MEMORANDUM OF LAW IN SUPPORT  
OF UMG RECORDINGS, INC.'S  
MOTION TO FILE UNDER SEAL ITS  
REPLY IN SUPPORT OF ITS JOINDER  
IN COMERICA BANK & TRUST, N.A.'S  
MOTION TO APPROVE RESCISSION  
OF EXCLUSIVE DISTRIBUTION AND  
LICENSE AGREEMENT**

UMG Recordings, Inc. (“UMG”), submits this brief Memorandum of Law in Support of its Motion to File Under Seal the Reply in Support of its Joinder in Comerica Bank & Trust, N.A.’s Motion to Approve Rescission of Exclusive Distribution and License Agreement (“UMG’s Reply”).

UMG’s Reply contains details regarding a highly confidential business agreement between the Estate and UMG as well as correspondence regarding that agreement. Pursuant to this Court’s Order Regarding the Filing of Certain Documents Under Seal dated January 19, 2017, and filed on January 23, 2017, as well as applicable Minnesota law, UMG has made only those necessary and minimal redactions to its Reply as are objectively necessary to protect the sensitive and confidential business details disclosed therein, the identity of certain parties involved, and relevant financial details, if any.

UMG’s redacted Reply is consistent with this Court’s stated preferences in its January 19, 2017 Order, and the act of sealing UMG’s unredacted Reply is critical for “maintaining the confidentiality of business negotiations which, if made public, may impede administration of the estate, compromise the [Personal Representative’s] ability to negotiate contract terms, or devalue assets,” as the Court explained in favor of sealing certain documents in its Order dated

September 14, 2016. Revealing the redacted information could adversely impact the ongoing administration of the Estate and potentially subject the Estate to liability.

Accordingly, UMG respectfully requests the Court permit it to file under seal its unredacted Reply, and for such other and further relief as the Court deems necessary in the interests of justice.

**GIBSON, DUNN & CRUTCHER LLP**

Dated: June 9, 2017

/s/ Scott A. Edelman

Scott A. Edelman (admitted *pro hac vice*)  
2029 Century Park East, Suite 4000  
Los Angeles, CA 90067-3026  
Telephone: 310.552.8500  
Facsimile: 310.551.8741  
*sedelman@gibsondunn.com*

**MORRISON SUND PLLC**

Dated: June 9, 2017

/s/ Ryan R. Dreyer

James M. Clay (0257252)  
Ryan R. Dreyer (0332252)  
Robert Q. Williams (0388794)  
5125 County Rd 101, Suite 200  
Minnetonka, MN 55345  
Telephone: 952.975.0050  
Facsimile: 952.975.0058  
*jclay@morrison sund.com*  
*rdreyer@morrison sund.com*  
*rwilliams@morrison sund.com*

***Attorneys for UMG Recordings, Inc.***