

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 UNREDACTED
REPLY MEMORANDUM AND EXHIBITS
A AND B TO DECLARATION OF
JOSEPH J. CASSIOPPI UNDER SEAL**

Comerica Bank & Trust, N.A., as Personal Representative of the Estate of Prince Rogers Nelson (“Personal Representative”), submits this Memorandum in Support of its Motion to File its Unredacted Reply Memorandum in Support of Motion To Approve Rescission of Exclusive Distribution and License Agreement and Exhibits A and B to Supplemental Declaration of Joseph J. Cassioppi under seal.

The Reply Memorandum contains details regarding highly confidential agreements with Warner Bros. Records, Inc. (“WBR”) and UMG Recordings, Inc. (“UMG”), as well as correspondence and negotiations with WBR and UMG regarding those agreements. Exhibits A and B to the Declaration are copies of filings from September 2016 in this matter that were previously filed under seal with the court. In keeping with the Court’s January 19, 2017 Order and Minnesota law, the Personal Representative has made only those redactions to the Reply Memorandum that are necessary to protect the confidential details of the agreements and related negotiations. The purpose of these redactions is supported by this Court’s September 14, 2016 Order, commenting that it is important to “maintain[] the confidentiality of business negotiations which, if made public, may impede administration of the estate, compromise the Special

Administrator's ability to negotiate contract terms, or devalue estate assets." It is also supported by the confidentiality provisions of the agreements themselves. Revealing the redacted information could adversely impact the ongoing administration of the Estate and potentially subject the Estate to liability. Based on the fact that Exhibits A and B were previously filed under seal in their entireties, the Personal Representative has submitted placeholders for the exhibits in the publicly-available filing rather than submit redacted versions.

Accordingly, the Personal Representative respectfully requests that the Court permit it to file the unredacted Reply Memorandum in Support of Motion to Approve Rescission of Exclusive Distribution and License Agreement and Exhibits A and B to Supplemental Declaration of Joseph J. Cassioppi, under seal.

Dated: June 9, 2017

/s/ Joseph J. Cassioppi

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