

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF CARVER

FIRST JUDICIAL DISTRICT  
PROBATE DIVISION

Case Type: Supervised Administration

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In the Matter of:

Court File No. 10-PR-16-46  
Judge Kevin W. Eide

Estate of Prince Rogers Nelson,

Decedent.

**ORDER INSTRUCTING THE  
PERSONAL REPRESENTATIVE  
AND PROTECTIVE ORDER**

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The above-entitled matter came before the undersigned for a closed hearing on June 13, 2017, pursuant to Personal Representative Comerica Bank & Trust, N.A.'s (the "Personal Representative") Motion to Approve Rescission of Exclusive Distribution and License Agreement. In response to the Motion, the former Special Administrator, Bremer Trust, N.A. ("Bremer"), requested that the Court permit UMG Recordings, Inc. ("UMG") to review the license and distribution agreement dated April 16, 2014, by and between Warner Bros. Records ("WBR"), on the one hand, and Prince Rogers Nelson (the "Decedent"), PRN Music Corporation, Paisley Park Enterprises, Inc., and NPG Records Inc., on the other hand (the "2014 WBR Agreement").

While recognizing that the 2014 WBR Agreement imposes confidentiality obligations on the Personal Representative, the Court concludes that disclosure of the 2014 WBR Agreement to UMG on an attorneys-eyes-only basis will assist with the Court's resolution of the Personal Representative's motion and is not contrary to the 2014 WBR Agreement. Specifically, the 2014 WBR Agreement contemplates that the agreement may need to be produced to third parties in connection with litigation, and includes a provision that requires a disclosing party—such as the Personal Representative here—to use reasonable efforts to limit access to the agreement, including

by limiting access to counsel on an attorneys-eyes-only basis. Disclosure of the 2014 WBR Agreement to UMG on an attorneys-eye-only basis is also consistent with WBR's previous offer to make the agreement available to UMG on that basis. Accordingly,

**IT IS HEREBY ORDERED** that:

1. Within two business days of this Order, the Personal Representative shall file with the Court, as an under-seal filing, and provide to UMG's counsel of record in this proceeding on an attorneys-eyes-only basis, an unredacted copy of the 2014 WBR Agreement;

2. UMG's counsel of record shall not disclose the 2014 WBR Agreement to UMG or any other party without the express written permission of WBR or subsequent order of this Court;

3. Within ten days of receipt of the 2014 WBR Agreement from the Personal Representative, UMG's counsel of record shall submit a letter to the Court regarding whether, and to what extent, review of the 2014 WBR Agreement affects the Personal Representative's pending motion and UMG's demand for rescission of the Exclusive Distribution and License Agreement.

4. If counsel for the Personal Representative, the former Special Administrator, the Heirs or the advisors to the Special Administrator believe that there is no legal conflict between the UMG and WBR contracts, they should use the ten days allowed in the preceding paragraph to attempt to persuade UMG of the validity of their position.

BY THE COURT:

Dated: June 15, 2017

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The Honorable Kevin W. Eide  
District Court Judge

NOTICE: A true and correct copy of this Order/Notice has been served by EFS upon the parties. Please be advised that orders/notices sent to attorneys are sent to the lead attorney only.