

**BASSFORD REMELE**

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May 18, 2017

VIA ELECTRONIC FILING

The Honorable Kevin Eide
Judge of the District Court
Carver County Justice Center
604 East Fourth Street
Chaska, MN 55318

Re: *In re Estate of Prince Rogers Nelson*
Court File No. 10-PR-16-46
Our File No. 8356-1

Dear Judge Eide:

As your Honor knows, late yesterday afternoon Comerica Bank & Trust, N.A., filed a Motion to Approve Rescission of Exclusive Distribution and License Agreement. Prior to the service, counsel for Comerica contacted Bassford Remele and indicated that Comerica would provide us with its sealed, and thus unredacted, motion papers if we agreed to maintain the documents as Attorneys' Eyes Only ("AEO") and not show them to our client, L. Londell McMillan. Comerica's counsel represented that the AEO designation for redacted and entirely sealed documents is a rule that applies to all parties, including the non-excluded heirs, which means that the non-excluded heirs' counsel also cannot show sealed documents to their clients. When we asked for the court order that outlines this rule, Comerica's counsel indicated that the AEO rule is by agreement of the parties.

We have been unable to locate any court order, and we are unaware of any agreement to that effect between the parties.

A significant portion of Comerica's motion is directed either to Mr. McMillan's alleged conduct during the negotiation of the UMG contract or to the commission that he was paid for his work. As the Court can imagine, if we are unable to show sealed documents to Mr. McMillan, we will be significantly hampered in our ability to represent his interests. Moreover, it appears that only Bassford is being asked to abide by the AEO rule. Accordingly, we respectfully request that the Court order that Bassford may share sealed documents with Mr. McMillan so that we can

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properly respond to Comerica's motion. In addition to representing Mr. McMillan, we believe that this directive by Comerica is clearly not in the best interest of the Prince Estate.

We further note that, from a practical perspective, it does not make sense to prevent Mr. McMillan from receiving sealed copies of emails on which he was an original sender or recipient or copies of contracts which he had a part in negotiating. In addition to the emails and contracts themselves, Mr. McMillan should be allowed to see Comerica's legal memorandum where it gives its interpretation of those documents. Rather than requiring Bassford to parse through which documents are already in Mr. McMillan's possession, we request that the Court allow him full access to sealed documents so that Mr. McMillan may consider them in assisting his counsel in preparing a response to Comerica's motion.

In addition, Comerica is asking the Court whether Comerica should investigate whether Mr. McMillan's commission should be returned. As part of analyzing that request, Bassford would like to obtain information about others who received compensation for work on the UMG contract, such as attorneys' fees previously awarded by the Court for lawyers who worked on the apparently now disputed deal. We cannot obtain that information unless our lawyers are allowed to see documents previously filed in redacted form or under seal. Accordingly, we also ask that the Court issue an order allowing Bassford to access those materials.

Thank you for your consideration of this matter. The Court's prompt consideration would be appreciated given the tight time strictures under which we are operating at this time. We enclose a proposed order for the Court's convenience.

Sincerely,



Alan I. Silver

AIS/1673755/rmp
Enclosure

cc, with enclosure:

Laura E. Halferty (*via Odyssey*)
Mark W. Greiner (*via Odyssey*)
Justin Bruntjen (*via Odyssey*)
Randall W. Sayers (*via Odyssey*)
Armeen Mistry (*via Odyssey*)
Steven Siltan (*via Odyssey*)