

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF CARVER

FIRST JUDICIAL DISTRICT

PROBATE DIVISION

Case Type: Special Administration

In the Matter of:

Court File No. 10-PR-16-46

Estate of Prince Rogers Nelson,

**AFFIDAVIT OF LAURA E. HALFERTY
IN SUPPORT OF COMERICA'S
MOTION TO APPROVE PAYMENT
OF ATTORNEYS' FEES AND COSTS**

Decedent,
and

Tyka Nelson,

(REDACTED EXHIBIT B)

Petitioner.

STATE OF MINNESOTA)
) ss:
COUNTY OF HENNEPIN)

I, Laura E. Halferty, being first duly sworn upon oath, attest as follows:

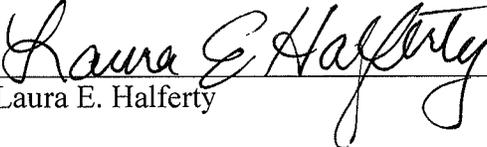
1. I am over the age of 18 years and competent to testify regarding the facts and matters stated herein, which are based on my personal knowledge.
2. I am an attorney admitted to practice in the State of Minnesota, and I was the lead attorney for Bremer Trust, N.A., while it was serving as Special Administrator for the Estate of Prince Rogers Nelson (the "Estate").
3. I have been practicing as a tax, trusts, and estates attorney for more than eighteen (18) years.
4. I am a partner and Chair of the Tax, Trusts and Estates practice division at Stinson Leonard Street LLP.
5. In addition to the legal fees incurred by SLS previously submitted to the Court for approval, and the legal fees submitted to the Court for approval on March 3, 2017, the following law

firms have submitted invoices for payment services performed on behalf of the Estate and/or a wholly owned entity of the Estate:

- a. Withers Bergman from July 2016 through January 31, 2017 for work related to Estate assets located in Great Britain in the amount of £6,200 or \$7,605.54 (converted as of 3/2/17), which invoice was discounted by Withers.
 - b. Boyarski Fritz from November 3, 2016 to January 31, 2017 for entertainment law services related to existing deals and pending claims in the amount of \$8,627.50. (Exhibit B).
6. I and other SLS attorneys have reviewed the original time entries for the legal fees submitted by the above law firms. I affirm that the work was actually performed for the benefit of the Estate, was necessary for the proper administration of the Estate, and that the fees are reasonable given (1) the time and labor required, (2) the complexity and novelty of problems involved, and (3) the extent of the responsibilities assumed and the results obtained.
7. Financial account numbers have been redacted from the Exhibits.

FURTHER AFFIANT SAYETH NOT.

Dated: March 7, 2017

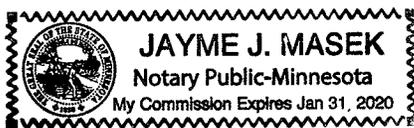


Laura E. Halferty

Subscribed and sworn to before me
this 7th day of March, 2017.



Notary Public



withers LLP

31 January 2017

Stinson Leonard Street LLP
150 South Fifth Street
Suite 2300
Minneapolis, MN 55402
USA

16 Old Bailey, London EC4M 7EG
t: +44 20 7597 6000
f: +44 20 7597 6543
DX 160 London/Chancery Lane
www.withersworldwide.com

Invoice No.: 1203222
Matter No.: LN80511.0001
Ref: DLC/HYB

Advice re UK Estate of Prince Rogers Nelson

From 11 July 2016 to
31 January 2017

To our professional charges as detailed on the
attached time narrative - on account.
No work was carried out in the United States of
America

*VAT is not charged
where our services are
provided to clients (a)
who belong outside the
EC, or (b) who are EC
business clients who
belong outside the UK,
or (c) if the services are
provided in relation to
land situated outside
the UK

		VAT
	6,200.00	
0% *		
	<u>6,200.00</u>	0.00
GBP	<u><u>6,200.00</u></u>	

If you wish to pay this bill by debit or credit card please call +44 (0) 207 597 6500. AMEX is not accepted.

VAT Reg No:

This fee is due for payment on presentation. Please read the notes overleaf.

Withers LLP is a limited liability partnership registered in England and Wales with registered number OC301149 and is authorised and regulated by the Solicitors Regulation Authority with registered number 352314. A full list of members' names and their professional qualifications may be inspected at our registered office, 16 Old Bailey.

Withersworldwide
London Geneva Zurich Milan Padua Dubai
Hong Kong Singapore Tokyo British Virgin Islands
New York Greenwich New Haven San Francisco
Los Angeles Rancho Santa Fe San Diego

Withers SBL
Melbourne Sydney

Advice re UK Estate of Prince Rogers Nelson

31 January 2017
Matter Number : LN80511.0001
Page Number: 1**ITEMISED SERVICES BILL
FOR PROFESSIONAL SERVICES RENDERED**

DATE	DESCRIPTION	NAME	HRS	AMOUNT
11/07/16	Reviewing papers and advising	Dora Clarke	0.80	464.00
12/07/16	Reviewing file and documents, amending client engagement letter and reporting to client	Dora Clarke	1.30	754.00
14/07/16	Reviewing report prepared by N Barrett re intestacy rules, succession issues	Dora Clarke	0.60	348.00
20/07/16	Reviewing email from client and additional information and advising	Dora Clarke	0.60	348.00
21/07/16	Review meeting and considering documents sent, discussing copyright with K Mullen	Dora Clarke	1.40	812.00
21/07/16	Internal meeting with D Clarke and H Bond to review issues and to discuss strategy in terms of progressing application for representation to estate in England & Wales; mechanics of IHT compliance and dealing with potential issues with Double Tax Treaty position in advance of US tax filing and payment of tax on UK situs assets.	Christopher King	1.00	475.00
25/07/16	Review of draft letter and attention to revisions to this. Discussion with junior associates re base line fact info for application and parameters of potential limited Grant.	Christopher King	0.90	427.50
25/07/16	Reviewing letter of advice, amending and discussing with C King	Dora Clarke	0.80	464.00
28/07/16	Email to and from client	Christopher King	0.20	95.00
29/07/16	Internal review meeting with H Bond re next stages and contacting US and UK accountants	Christopher King	0.30	142.50
03/08/16	Discussion re royalties and issues for accountant and basis for UK Grant application	Christopher King	0.40	190.00
04/08/16	Telephone call with Saffrey Champness and follow up	Christopher King	0.30	142.50
04/08/16	Telephone call with Saffrey Champness, re UK income tax reporting and ascertaining extent of UK assets	Dora Clarke	0.50	290.00
04/08/16	Email to and from Saffrey Champness with copy tax returns and reviewing the royalty details / valuation required	Dora Clarke	0.10	58.00
05/08/16	Reviewing email reporting to client, discussing with H Bond	Dora Clarke	0.20	116.00
09/08/16	Telephone call with client	Dora Clarke	0.60	348.00
09/08/16	Reviewing papers and discussing options with C King in preparation for conference call	Dora Clarke	0.60	348.00

EXHIBIT A

Advice re UK Estate of Prince Rogers Nelson

31 January 2017
Matter Number : LN80511.0001
Page Number: 2

**ITEMISED SERVICES BILL
FOR PROFESSIONAL SERVICES RENDERED**

DATE	DESCRIPTION	NAME	HRS	AMOUNT
09/08/16	Pre call review and discussions with D Clarke followed by telecom with client.	Christopher King	0.90	427.50
10/08/16	Review of follow up draft email summary to US attorney; suggesting revisions and liaison with team	Christopher King	0.60	285.00
10/08/16	Reviewing draft report to client	Dora Clarke	0.20	116.00
15/08/16	Reviewing updated summary of UK estate	Dora Clarke	0.20	116.00
15/08/16	Discussion re situs of IP rights and discussion re valuation methodology and update of estate summary.	Christopher King	0.30	142.50
22/08/16	Reviewing asset schedule and advising on application re non payment of IHT up front	Dora Clarke	0.20	116.00
24/08/16	Confirming impact of UK intestacy law - only applicable on realty situated in the UK - therefore Minnesota law applies (which includes half siblings, which UK law does not)	Dora Clarke	0.20	116.00
24/08/16	Discussion with S Sundaresan	Christopher King	0.10	47.50
26/08/16	Discussion with D Clarke	Christopher King	0.20	95.00
06/09/16	Review of royalty collection	Dora Clarke	0.20	116.00
28/10/16	Reviewing the position re application for full grant in the US	Dora Clarke	0.20	116.00
04/11/16	Reviewing emails and file and update on US proceedings	Dora Clarke	0.20	116.00
09/11/16	Reviewing re current position	Dora Clarke	0.20	116.00
09/11/16	Emails with PRS and C King	Hannah Bond	0.10	34.50
10/11/16	Emails with client and PRS	Hannah Bond	0.20	69.00
14/11/16	Email from client	Hannah Bond	0.10	34.50
08/12/16	Emails re Bremer Trust	Hannah Bond	0.10	34.50
03/01/17	Emails	Hannah Bond	0.10	34.50
12/01/17	Emails	Hannah Bond	0.10	34.50
25/01/17	Emails with client and D Clarke	Hannah Bond	0.30	103.50
	TOTAL			8,093.00
	BUT SAY			6,200.00

withers LLP

10 Old Bailey, London EC4M 7EG
t: +44 (0)20 7697 6000
f: +44 (0)20 7697 6543
DX 100 London/Clinchery Lane
www.withersworldwide.com

31 October 2016

Stinson Leonard Street LLP
150 South Fifth Street
Suite 2300
Minneapolis, MN 55402
USA

Invoice No.: 1197962
Matter No.: LN80511.0001
Ref: DLC/HYB

Advice re UK Estate of Prince Rogers Nelson

From 11 July 2016 to
31 October 2016

To our professional charges as detailed on
the attached time narrative - on account.

		VAT
	5,000.00	
0% *		
	5,000.00	0.00
GBP	5,000.00	

*VAT is not charged where our services are provided to clients (a) who belong outside the EC, or (b) who are EC business clients who belong outside the UK, or (c) if the services are provided in relation to land situated outside the UK

Wms LLP

If you wish to pay this bill by debit or credit card please call +44 (0) 207 597 6500. AMEX is not accepted.

VAT Reg No.:

This fee is due for payment on presentation. Please read the notes overleaf.

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WithersWorldwide
London Geneva Zurich Milan Padua
Hong Kong Singapore Tokyo British Virgin Islands
New York Greenwich New Haven San Francisco
Los Angeles Rancho Santa Fe San Diego

Withers SRL
Melbourne Sydney

Please read with care

1. Assessment by the Court

You may be entitled to have our charges reviewed by the Court. This process is called assessment by the Court. The procedure is set out in ss 70, 71 and 72 of the Solicitors Act 1974.

2. Interest

We may charge interest on this bill in accordance with article 5 of the Solicitors' (Non-Contentious Business) Remuneration Order 2009.

Interest will be charged at 2% above the Bank of England base rate or the rate payable on Judgment debts, whichever is the higher, up to a maximum of 8% per annum. Interest will commence from the expiry of one month after the date of delivery of the bill.

Advice re UK Estate of Prince Rogers Nelson

31 October 2016
Matter Number : LN80511.0001
Page Number: 1**ITEMISED SERVICES BILL
FOR PROFESSIONAL SERVICES RENDERED**

DATE	DESCRIPTION	NAME	HRS	AMOUNT
11/07/16	Reviewing papers and advising	Dora Clarke	0.80	484.00
12/07/16	Reviewing file and documents, amending client engagement letter and reporting to client	Dora Clarke	1.30	754.00
12/07/16	Review engagement letter and email from D Clarke; and discussion with D Clarke	Hannah Bond	0.20	69.00
14/07/16	Reviewing report prepared by N Barrett re intestacy rules, succession issues	Dora Clarke	0.80	348.00
20/07/16	Reviewing email from client and additional information and advising	Dora Clarke	0.80	348.00
20/07/16	Review documents from Stinson Leonard Street LLP	Hannah Bond	0.30	103.50
21/07/16	Discussing potential UK IP issues with Dora Clarke	Kenneth Mullen	0.30	151.50
21/07/16	Review note on Minnesota intestacy and family tree	Hannah Bond	0.30	103.50
21/07/16	Meeting with D Clarke, C King and N Barrett to discuss next steps	Hannah Bond	1.00	345.00
21/07/16	Review meeting and considering documents sent, discussing copyright with K Mullen	Dora Clarke	1.40	812.00
21/07/16	Internal meeting with D Clarke and H Bond to review issues and to discuss strategy in terms of progressing application for representation to estate in England & Wales; mechanics of IHT compliance and dealing with potential issues with Double Tax Treaty position in advance of US tax filing and payment of tax on UK situs assets.	Christopher King	1.00	475.00
22/07/16	Reviewing and revising draft letter	Hannah Bond	1.10	379.50
22/07/16	Discussing IP issues with D Clarke	Kenneth Mullen	0.20	101.00
25/07/16	Consider memo from N Barratt	Hannah Bond	0.20	69.00
25/07/16	Review of draft letter and attention to revisions to this, discussion with junior associates re base line fact info for application and parameters of potential limited Grant.	Christopher King	0.90	427.50
25/07/16	Reviewing letter of advice, amending and discussing with C King	Dora Clarke	0.80	484.00
28/07/16	Email to and from client	Christopher King	0.20	95.00
28/07/16	Review email from Stinson Leonard Street LLP; IHT 401 and PR questionnaire	Hannah Bond	0.40	138.00
29/07/16	Discussion with C King and N Barrett and email to A Toumeau	Hannah Bond	0.30	103.50
29/07/16	Internal review meeting with H Bond re next stages and contacting US and UK accountants	Christopher King	0.30	142.50

LN80511/0001-EU-21082765/1

Advice re UK Estate of Prince Rogers Nelson

31 October 2016
Matter Number : LN80511.0001
Page Number: 2**ITEMISED SERVICES BILL
FOR PROFESSIONAL SERVICES RENDERED**

DATE	DESCRIPTION	NAME	HRS	AMOUNT
01/08/16	Email C King	Hannah Bond	0.10	34.50
03/08/16	Emails to and from Saffery Champness	Hannah Bond	0.20	69.00
03/08/16	Discussion re royalties and issues for accountant and basis for UK Grant application	Christopher King	0.40	190.00
04/08/16	Email to and from Saffery Champness with copy tax returns and reviewing the royalty details / valuation required	Dora Clarke	0.40	232.00
04/08/16	Telephone call with Saffery Champness and follow up	Christopher King	0.30	142.50
04/08/16	Telephone call with Saffery Champness, re UK Income tax reporting and ascertaining extent of UK assets	Dora Clarke	0.50	290.00
04/08/16	Telephone call with Saffery Champness; discussion with D Clarke, C King and N Barrett	Hannah Bond	0.80	276.00
04/08/16	Review tax returns	Hannah Bond	0.30	103.50
04/08/16	Discussion with D Clarke	Hannah Bond	0.10	34.50
04/08/16	Emails D Clarke re heirs and research	Hannah Bond	0.30	103.50
04/08/16	Emails to PRS and A Torneau	Hannah Bond	0.40	138.00
05/08/16	Discussion/emails with D Clarke	Hannah Bond	0.20	69.00
05/08/16	Emails to and from A Torneau	Hannah Bond	0.10	34.50
05/08/16	Various emails and telephone call with PRS; emails D Clarke	Hannah Bond	0.80	207.00
05/08/16	Review and amend draft email to Stinson Leonard Street	Hannah Bond	0.40	138.00
05/08/16	Attention to setting up media alerts	Hannah Bond	0.10	34.50
05/08/16	Reviewing email reporting to client, discussing with H Bond	Dora Clarke	0.20	116.00
08/08/16	Consider email from N Robertson, responding; email from PRS	Hannah Bond	0.50	172.50
08/08/16	Discussion with D Clarke and N Barrett	Hannah Bond	0.20	69.00
08/08/16	Prepare UK estate summary; email D Clarke	Hannah Bond	0.50	172.50
08/08/16	Prepare agenda for call with Stinson Leonard Street LLP	Hannah Bond	0.30	103.50
09/08/16	Emails D Clarke re estate summary	Hannah Bond	0.10	34.50
09/08/16	Research re probate valuation of royalties; discussion with D Clarke	Hannah Bond	0.50	172.50
09/08/16	Call with N Robertson	Hannah Bond	0.70	241.50
09/08/16	Telephone call with client	Dora Clarke	0.60	348.00
09/08/16	Reviewing papers and discussing options with C King in preparation for conference call	Dora Clarke	0.60	348.00

Advice re UK Estate of Prince Rogers Nelson

31 October 2016
Matter Number : LN80511.0001
Page Number: 3**ITEMISED SERVICES BILL
FOR PROFESSIONAL SERVICES RENDERED**

DATE	DESCRIPTION	NAME	HRS	AMOUNT
09/08/16	Pre call review and discussions with D Clarke followed by telecom with client.	Christopher King	0.90	427.50
10/08/16	Review of follow up draft email summary to US attorney; suggesting revisions and liaison with team	Christopher King	0.60	285.00
10/08/16	Reviewing draft report to client	Dora Clarke	0.20	116.00
10/08/16	Review and amend email to N Robertson; email D Clarke; review amends and send; email from N Robertson	Hannah Bond	0.70	241.50
10/08/16	Email to PRS	Hannah Bond	0.10	34.50
10/08/16	Prepare memo for WITCo	Hannah Bond	0.80	276.00
10/08/16	Discussion with N Barrett re royalties research	Hannah Bond	0.10	34.50
11/08/16	Consider emails from N Barrett and memorandum re situs of royalties	Hannah Bond	0.40	138.00
15/08/16	Emails with PRS	Hannah Bond	0.10	34.50
15/08/16	Update UK estate summary	Hannah Bond	0.20	69.00
15/08/16	Reviewing updated summary of UK estate	Dora Clarke	0.20	116.00
15/08/16	Discussion re situs of IP rights and discussion re valuation methodology and update of estate summary.	Christopher King	0.30	142.50
22/08/16	Reviewing asset schedule and advising on application re non payment of IHT up front	Dora Clarke	0.20	116.00
23/08/16	Review emails re IHT	Hannah Bond	0.10	34.50
24/08/16	Emails with Stinson Leonard Street LLP and D Clarke/N Barrett re UK Intestacy laws	Hannah Bond	0.30	103.50
24/08/16	Confirming impact of UK Intestacy law - only applicable on realty situated in the UK - therefore Minnesota law applies (which includes half siblings, which UK law does not)	Dora Clarke	0.20	116.00
24/08/16	Discussion with S Sundaresan	Christopher King	0.10	47.50
26/08/16	Discussion with D Clarke	Christopher King	0.20	95.00
06/09/16	Review of royalty collection	Dora Clarke	0.20	116.00
29/09/16	Emails with D Clarke	Hannah Bond	0.10	34.50
18/10/16	Review letter from HMRC	Hannah Bond	0.10	34.50
28/10/16	Email to Stinson Leonard Street LLP re update on court proceedings	Hannah Bond	0.10	34.50
28/10/16	Reviewing the position re application for full grant in the US	Dora Clarke	0.20	116.00
	TOTAL			12,531.00



Boyarski Fritz LLP

Attorneys At Law

Invoice submitted to:

Prince Estate
c/o Andrea Bruce, Comerica Bank & Trust, N.A.
3551 Hamlin Road
Auburn Hills, MI 48326

Invoice #	21225
Invoice Date	03/04/2017
For Services Through	01/31/2017
Terms:	Net 10 Days

<u>Date</u>	<u>By</u>	<u>Service Summary</u>	<u>Hours</u>	<u>Amount</u>
-------------	-----------	------------------------	--------------	---------------

In Reference To: **General (Services)**

01/09/2017	JB	Conference call with Accounting firm regarding various deal summaries	0.60	\$ 357.00
01/25/2017	JB	Group conference call with Fredrikson & Byron regarding summary of various deals and things to look out for.	2.00	\$ 1,190.00

Total Hours: 2.60 hrs
Total Services: \$ 1,547.00
Total Amount: \$ 1,547.00

In Reference To: **Music Publishing - Post Transaction Legal Affairs (Services)**

11/03/2016	JB	Emails regarding commercial advertising opportunites.	0.30	\$ 178.50
11/04/2016	JB	Emails with UMPG regarding various issues	0.30	\$ 178.50
11/09/2016	JB	Various emails regarding publishing issues; call with Traci regarding court approval	0.60	\$ 357.00
11/10/2016	JB	Various emails regarding [REDACTED]	0.50	\$ 297.50
11/21/2016	JB	Call with Traci regarding foreign subpublishers	0.30	\$ 178.50
11/28/2016	JB	Emails regarding clearance of concert footage	0.20	\$ 119.00
12/21/2016	JB	Conference call regarding Italian lawsuit	0.50	\$ 297.50
12/21/2016	JB	Various calls with Kokakis and Cimino regarding [REDACTED]	0.80	\$ 476.00
01/03/2017	JB	Various emails regarding Google spot approval	0.20	\$ 119.00
01/09/2017	JB	Review of agreement for cash collection dates and emails with Bremer	0.40	\$ 238.00
01/12/2017	JB	Call with Kokakis regarding hearings and special administrator	0.50	\$ 297.50
01/31/2017	JB	Emails with UMPG about Comerica replacing Bremer and notice provisions; emails with Comerica on notice change; email to UMPG effectuating notice change	0.60	\$ 357.00
01/31/2017	JB	Conference call with Marc Cimino regarding approvals	0.50	\$ 297.50
01/31/2017	JB	various calls and emails with Traci and Charles regarding [REDACTED] call with Charles re [REDACTED]	0.70	\$ 416.50

Total Hours: 6.40 hrs
Total Services: \$ 3,808.00
Total Amount: \$ 3,808.00

In Reference To: **Neighboring Rights/SoundExchange (Services)**

01/20/2017	JB	Initial discussions with Charles and Traci regarding [REDACTED], additional conversations with Charles; emails with [REDACTED] regarding proposals.	1.00	\$ 595.00
01/23/2017	JB	Review of [REDACTED] proposal and call with Charles	0.40	\$ 238.00
01/26/2017	JB	Emails with [REDACTED] and Charles about potential offer. Emails with PPL.	0.30	\$ 178.50
01/27/2017	JB	Conference call with PPL executives about proposal.	0.50	\$ 297.50

Total Hours: 2.20 hrs
Total Services: \$ 1,309.00
Total Amount: \$ 1,309.00

In Reference To: **Performance Rights - Post Transaction Legal Affairs (Services)**

01/23/2017	JB	Emails regarding Tidal/Roc Nation Cease and Desist from GMR; call with Randy Grimmatt	0.40	\$ 238.00
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Total Hours: 0.40 hrs
Total Services: \$ 238.00
Total Amount: \$ 238.00

In Reference To: **Tidal/Roc Nation (Services)**

11/15/2016	JB	Emails regarding Tidal lawsuit; call with Traci re update	0.90	\$ 535.50
11/15/2016	JB	Call regarding Tidal/Roc Nation lawsuit and review of all emails and documents	1.50	\$ 892.50
01/18/2017	JB	Various calls and emails with Stinson regarding [REDACTED]	0.50	\$ 297.50

Total Hours: 2.90 hrs
Total Services: \$ 1,725.50
Total Amount: \$ 1,725.50

Total Hours: 14.50 hrs
Total Services: \$ 8,627.50
Total Invoice Amount: \$ 8,627.50
Previous Balance: \$ 0.00
Balance (Amount Due): \$ 8,627.50

For wire payments:
Bank of America Account:
ABA/Routing: (for wires)
ACH/Routing: 021000322 (for ACH/electronic payments)
EIN:

Please Make Checks Payable to:
Boyarski Fritz LLP
1330 Avenue of the Americas, Suite 1800
New York, NY 10019