



May 24, 2017

VIA EFILE

The Honorable Kevin Eide
Judge of the District Court
Carver County Justice Center
604 East 4th Street
Chaska, MN 55318

Re: *In re the Estate of Prince Rogers Nelson*
Court File No. 10-PR-16-46A

Dear Judge Eide:

We write on behalf of Comerica Bank & Trust, N.A., in its role as personal representative (“Personal Representative”) of the Estate of Prince Rogers Nelson (“Estate”), in response to the letters filed on May 19, 2017, by counsel for Sharon Nelson, Norrine Nelson, and John Nelson (the “Nelsons”) and May 18, 2017, by counsel for L. Londell McMillan.

I. The Nelsons’ May 19, 2017 Letter.

With respect to the letter from the Nelsons, the letter requested that the Court continue the hearing date on the Personal Representative’s Motion to Approve Rescission of the Exclusive Distribution and License Agreement (“Rescission Motion”). It is important to note that the Nelsons did not contact the Personal Representative to seek to resolve their request informally before seeking Court intervention. Nor did the Nelsons raise any concerns with the hearing date when it was originally obtained (and confirmed with their counsel) on May 4, 2017. Regardless, upon receiving the letter, the Personal Representative, as a professional courtesy, reached out to obtain a later hearing date—June 13, 2017, at 8:30 a.m.—which it then confirmed with counsel for all parties. In the future, we respectfully request that the parties comply with their obligations under Minnesota General Rule of Practice 115.10 and attempt to resolve any disputes informally before seeking Court intervention.

Although the Nelsons’ request is now moot, it is important to address a number of inaccurate statements in their letter. First, the Nelsons’ suggestion that they were surprised that the Personal Representative filed the Rescission Motion is without basis. The Personal

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Representative has kept the Nelsons and their counsel apprised of the status of the Personal Representative's discussions with UMG Recordings, Inc. ("UMG") since a dispute arose in February, and specifically informed counsel for all of the heirs that a motion seeking rescission was likely during a telephone conference on April 19, 2017. To the extent that any specific details of the negotiations were not provided to the Heirs, that was solely the result of the confidentiality obligations imposed under the Estate's agreements with Warner Bros. Records, Inc. ("WBR") and UMG. The Personal Representative has done everything in its power to keep the Heirs advised regarding the status of the dispute and potential rescission, and any suggestion otherwise is disingenuous.

Next, the Nelsons criticize the Personal Representative for not seeking a Court order authorizing the disclosure of the 2014 WBR Agreement to UMG. This criticism ignores two vital points. First, both the Special Administrator (prior to the Personal Representative's appointment) and the Personal Representative sought permission to share the 2014 WBR Agreement with UMG, and WBR unequivocally denied those requests under the confidentiality provision set forth in the 2014 WBR Agreement. Second, the confidentiality provision itself specifically precludes the Estate from seeking to cause the disclosure of the 2014 WBR Agreement and would have required the Estate to file a new lawsuit in New York if the Estate wanted to attempt to compel the disclosure of the agreement.

Third, the Nelsons question whether the Estate has obtained a substitute deal to replace the UMG Agreement. As the Personal Representative has informed all of the Heirs, unless and until the UMG Agreement is rescinded, it would not be appropriate (and could expose the Estate to additional liability) for the Personal Representative to seek to license assets currently subject to the UMG Agreement.

Finally, the Nelsons assert that the Personal Representative did not "attempt[] to work with the parties who were instrumental in negotiating the UMG deal to address the situation." That assertion is dealt with on page 7 of the Personal Representative's memorandum in support of the Rescission Motion and will not be repeated here, except to state that the Personal Representative consulted with all parties involved in negotiating the UMG Agreement in an attempt to save the agreement. Ultimately, the Personal Representative was forced to file the Rescission Motion for one reason and one reason only—UMG insisted on rescission based on its belief that it was defrauded by the former representatives of the Estate.

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II. L. Londell McMillan's May 18, 2017 Letter.

In his letter, Mr. McMillan requested access to all under seal filings associated with the Rescission Motion, plus apparently all other materials filed under seal with the Court in this matter at any time.

The Court addressed and rejected Mr. McMillan's motion to intervene in this matter in its May 18, 2017 Order. Specifically, the Court rejected Mr. McMillan's request to intervene as it related to "the discharge of the Special Administrator and matters relating to the UMG contract." Having already ruled on Mr. McMillan's request, the Court need not address the issue further.

Additionally, prior to entry of the Court's May 18 Order, and as a courtesy, the Personal Representative offered to provide Mr. McMillan's counsel the under-seal version of the Rescission Motion (with all exhibits) on the condition that they agree to maintain the records as attorneys-eyes only. Counsel agreed to that restriction. The restriction was designed, not to prevent Mr. McMillan from reviewing any materials, but to comply with the Estate's confidentiality requirements in its agreements with WBR and UMG. The restriction is also consistent with Paragraph 8 of this Court's March 22, 2017 Order, which authorizes the Personal Representative to limit disclosure of confidential information to the Heirs and their counsel, including in a manner designed not to compromise privilege or applicable confidentiality protections.

To the extent that Mr. McMillan already has copies of certain documents, as stated in his letter, then it is unclear why he is seeking an order from the Court permitting access to the under-seal versions of those same documents. To the extent, as also stated in the letter, Mr. McMillan wishes to obtain "information about others who received compensation for work on the UMG contract, such as attorneys' fees" for the Special Administrator, Mr. McMillan is not a party in this matter and does not have standing to request or receive any such information.

The Personal Representative's approach of providing the under-seal filings to Mr. McMillan's counsel adequately protects any interest Mr. McMillan has in the outcome of the Rescission Motion. As a result, we respectfully request that the Court deny the relief requested in Mr. McMillan's letter.

Respectfully submitted,

/s/ Joseph J. Cassioppi

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