

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.

**DECLARATION OF MARK W. GREINER
REGARDING ATTORNEYS' FEES
FROM DECEMBER 2016 THROUGH
MAY 2017**

I, Mark W. Greiner, declare and state as follows:

1. I am a shareholder at Fredrikson & Byron P.A. ("Fredrikson"), counsel for Comerica Bank & Trust, N.A. ("Comerica"), the Personal Representative of the Estate (the "Estate") of Prince Rogers Nelson (the "Decedent"). I am the lead attorney representing Comerica in connection with the Estate.

2. I have been practicing in the area of tax, trust, and estate planning for approximately 25 years and am a fellow of the American College of Trust and Estate Counsel. I also serve as the Chair of the Trusts & Estates Group at Fredrikson.

3. During December 2016, Fredrikson was retained by Comerica to represent Comerica in connection with the Estate. Specifically, Comerica had been proposed by the Decedent's heirs (the "Heirs") as a candidate to serve as personal representative upon the expiration of the term of Bremer Trust, N.A. (the "Special Administrator").

4. Between Fredrikson's retention by Comerica during December 2016 and the Court's hearing regarding the appointment of a successor for the Special Administrator on January 12, 2017, Fredrikson worked with Comerica to familiarize itself with the Estate, including by communicating with counsel for the Heirs, reviewing pleadings and the material

contracts related to the Estate, and meeting with the Special Administrator and its counsel to arrange for an orderly transition of the administration of the Estate, including all ongoing litigation matters. Despite having commenced work during early December 2016, Fredrikson only began charging Comerica (and is therefore only seeking approval of payment from the Estate) for attorneys' fees and expenses on December 29, 2016, after filing its Notice of Appearance.

5. Between January 12, 2017 and February 1, 2017 (the effective date of Comerica's appointment), Fredrikson and Comerica focused on transitioning the administration of the Estate from Bremer and its counsel—Stinson Leonard Street, LLP ("SLS")—including by familiarizing ourselves with the Estate and its managed entities, reviewing pleadings in the various court proceedings involving the Estate, reviewing the Estate's contracts and other arrangements with entertainment and other business partners, and obtaining access to the property and records belonging to the Estate.

6. Since Comerica's appointment, Fredrikson's legal services have focused on five primary areas: Estate Administration, Litigation, Entertainment, Real Estate, and Intellectual Property Monitoring and Protection.

7. With respect to Estate Administration, Fredrikson has focused on: supervising and coordinating the overall administration of the Estate and its assets; interviewing, retaining, and supervising appraisers for valuation of assets of the Estate and its businesses, including for tax purposes; reviewing Estate documents to identify agreements to determine the ability to monetize assets in connection with the Estate administration and valuation processes; preparing drafts of the estate tax returns and related filings, and analyzing appropriate tax elections and extensions; coordinating with accountants on various tax and accounting issues for the Estate and

its businesses; working on an full inventory of assets of the Estate and its businesses; preparing a receipt for assets from Bremer Trust, N.A; advising Comerica regarding general Estate administration; and communicating with the Heirs and their counsel.

8. With respect to Litigation, Fredrikson has represented Comerica, the Estate and its managed entities in litigation in state and federal courts in Minnesota, California, Colorado, and Florida, as well as in Italy. Those litigation matters include:

- The Estate Proceeding: reviewing, analyzing and litigating creditors' claims (including those raised by Patrick Cousins and Make-a-Wish); litigating disputes related to the Estate's entertainment agreements (including related to rescission of the Estate's agreement with UMG) and potential entertainment transactions; resolving remaining heirship matters; litigating discovery disputes; advising the parties' and the Court regarding the status of the Estate and its assets.
- Heirship Appeals: briefing and preparing for argument in the heirship appeals filed by Brianna Nelson, V.N., Venita Jackson Leverette, Darcell Gresham Johnson, Loya Janel Wilson, Loyal James Gresham III, and Orrine Gresham.
- Roc Nation: prosecuting and defending copyright infringement and breach of contract claims related to the Tidal streaming service in the Estate Proceeding and the District of Minnesota involving Roc Nation, LLC, Aspiro AB, Project Panther Ltd., and WiMP Music AS.
- George Ian Boxill: litigating (including in connection with obtaining a temporary restraining order and preliminary injunction) breach of contract, copyright, and trademark claims against Mr. Boxill, Rogue Music Alliance, and Deliverance, LLC in the District of Minnesota.
- Italian Litigation: overseeing the status of an ongoing copyright lawsuit and the judgment entered against the Estate in Italian court.
- Rodney Dixon: defending two proceeding commenced by Mr. Dixon against the Estate in California (one state and one federal proceeding), including by obtaining dismissal of both proceedings.
- James Brandon: defending a proceeding against the Estate commenced by Mr. Brandon in the Southern District of Florida, including obtaining a dismissal of the claim and submitting a fee request on behalf of the Estate.

- Mixed Blood: defending against the complaint and petition filed against the Estate by Mixed Blood Theatre related to an event that was cancelled at Paisley Park following the Decedent's death.
- Jobu Presents: analyzing and preparing a response to the claims asserted against the Estate in Carver County District Court by Jobu Presents, LLC.
- Brianna Nelson: defending the Estate against a breach of contract claim asserted by Ms. Nelson, including in connection with obtaining dismissal of her complaint.
- Christopher Patterson: analyzing and preparing a response to claims asserted by Mr. Patterson (a pro se litigant that asserted a claim against the Estate and numerous celebrities) in the District of Colorado.
- Real Property Tax Dispute: representing the Estate in connection with property tax appeals relating to Paisley Park and real property owned by the Estate in Chanhassen.

9. With respect to Entertainment matters, Fredrikson has: reviewed and analyzed entertainment agreements with all of the Estate's entertainment partners, as well as advised on the Estate's rights and obligations under those agreements; assisted Comerica to create a system for tracking, analyzing, and responding to licensing requests; assisted with the management of the Paisley Park Museum; facilitated exploitation of the Estate's intellectual property assets in connection with the Estate's entertainment agreements; assisted with the identification and selection of Troy Carter as an entertainment expert for the Estate; assisted with agreements and rights clearance matters; and analyzed insurance requirements and assisted Comerica to procure insurance related to entertainment assets.

10. For Real Estate matters, Fredrikson: assisted Comerica with analysis of the agreement for the operation of the Paisley Park Museum and amendments thereto; negotiated and finalized caretaker agreements related to certain real property owned by the Estate; provided guidance to Comerica regarding brokerage services for the possible sale of real property; and obtained and reviewed title commitments on owned property and lien searches on the Decedent.

11. With respect to Intellectual Property Monitoring and Protection, Fredrikson focused on: managing the existing international trademark portfolio; working with Comerica to set up a watch service to monitor the U.S. Patent and Trademark Office for infringing new trademark applications; working with Comerica to retain Mark Monitor to monitor and takedown online trademark infringement and copyright policy; sending cease and desist letters to parties infringing rights held by the estate; developing brand guidelines for use of the Prince Symbol; working with existing licenses to manage consistent trademark use and sub-licensing opportunities in accordance with the Estate's agreements; managing further third-party licensing activities; and providing recommendations to Comerica and beginning the process of filing trademark applications worldwide to fill gaps in protection and to protect future licensing opportunities.

12. For efficiency, clarity, tracking purposes, and to ensure that fees and costs are properly allocated to the appropriate payer for tax purposes (e.g., the Estate or one of its managed entities), Fredrikson has separated the legal services it has provided for the benefit of the Estate into separate matters, including based on the type of service provided. In total, from December 2016 through May 2017, Fredrikson has submitted invoices on 58 separate matters, the majority of which relate to litigation in which the Estate is a party or individual trademark matters.

13. Attached hereto as Exhibit A are the Fredrikson invoices for services rendered from December 29, 2016 through January 31, 2017. The fee total is \$280,116.50 and the costs total is \$1,792.75.

14. Attached hereto as Exhibit B are the Fredrikson invoices for services rendered from February 1, 2017 through February 28, 2017. The fee total is \$572,756.00, and the costs

total is \$67,847.33, which included the cost of setting up a HighQ platform for secure transmittal of documents to the Heirs and secure storage of Estate documents received from Stinson Leonard Street, as previously approved by the Court.

15. Attached hereto as Exhibit C are the Fredrikson invoices for services rendered from March 1, 2017 through March 31, 2017. The fee total is \$470,446.50, and the costs total is \$11,328.81.

16. Attached hereto as Exhibit D are the Fredrikson invoices for services rendered from April 1, 2017 through April 30, 2017. The fee total is \$577,786.50, and the costs total is \$28,206.03.

17. Attached hereto as Exhibit E are the Fredrikson invoices for services rendered from May 1, 2017 through May 31, 2017. The fee total is \$474,779.00, and the costs total is \$11,590.35.

18. In my role as lead attorney for Comerica, I personally review every invoice each month before submitting the invoice to Comerica. I also have the attorneys managing each particular matter review all timekeeper entries on the matter before the invoice is submitted to Comerica. If we believe that an inordinate amount of time was spent on a particular task or some other factor exists that does not justify charging the Estate for particular services performed by a Fredrikson time-keeper, we “write-off” or reduce the time entry prior to invoicing Comerica. Based on my review of each invoice, I affirm that all work set forth on every invoice was performed for the benefit of the Estate, was necessary for the administration of the Estate, or maintenance or protection of Estate assets, and that the fees and costs charged to Comerica are reasonable based on the time and complexity involved and the results obtained.

19. Every year Fredrikson analyzes attorneys' fees charged by similar firms in Minnesota and the upper-Midwest and adjusts its attorneys' fees accordingly. In addition to market factors, in setting the hourly rate of each individual timekeeper at Fredrikson, the firm takes into account each individual's experience and expertise.

20. The hourly rates charged by Fredrikson in this matter are our standard hourly rates. Fredrikson's hourly rates are also equivalent to, and in certain cases less than, the rates previously approved by the Court for counsel for Bremer Trust. For example, the hourly rates charged by the primary Estate Administration attorneys at Fredrikson—myself (\$650) and Karen Sandler Steinert (\$475)—are equivalent to the hourly rate charged by Laura Halferty at SLS (\$600). Similarly, the hourly rates charged by the primary litigation attorneys at Fredrikson—Joseph Cassioppi (\$430), Lora Friedemann (\$590), and Terence Fleming (\$590)—are equivalent to the hourly rates charged by David Crosby (\$580), Daniel Scott (\$520), Elizabeth Kramer (\$480), and Katherine Moerke (\$455) at SLS.

21. Besides Fredrikson, Comerica has also retained other outside law firms to represent the Estate. Those firms, and a summary of the services they have performed for the Estate, are as follows:

- Arnold & Porter Kaye Scholer LLP serves as local counsel for the Estate in the Rodney Dixon action in California, provides services to the Estate related to the Brandon litigation in Florida and the Bergonzi litigation in Italy, and provides the Estate with advice based on its long-standing representation of the Decedent. Its invoices are attached hereto as Exhibit F and total \$74,331.08.
- Boyarski Fritz LLP is the Estate's entertainment counsel and provides services to the Estate in connection with entertainment deals and proposals, as well as other matters. Its invoices are attached hereto as Exhibit G and total \$204,266.99.
- Trevisan & Cuonzo serves as the Estate's local counsel in the Italian litigation. Its invoices are attached as Exhibit H and total \$15,040.59.
- Misick & Stanbrook provide services to the Estate in connection with the Turks & Caicos property. Its invoice is attached hereto as Exhibit I and totals \$12,760.00.

- Berger Singerman serves as counsel for the Estate in connection with the Brandon litigation in Florida. Its invoice is attached hereto as Exhibit J and totals \$18,069.60.
- Wedlake Bell LLP provides services to the Estate in connection with the United Kingdom probate matter. Its invoices are attached as Exhibit K and total £15,511.00.
- Potter Clarkson LLP provided services to the Estate in connection with a trademark matter in the United Kingdom. Its invoice is attached as Exhibit L and totals \$1,725.41. Other amounts billed by Potter Clarkson for services rendered are incorporated into the costs and other charges billed by Fredrikson under matter number 077376.1058.
- Henson & Efron LLP provided the Estate with information regarding its prior representation of the Decedent. Its invoice is attached hereto as Exhibit M and totals \$164.00.
- Carey Olsen provided services to the Estate in connection with litigation matters. Its invoice is attached hereto as Exhibit N and totals \$1,537.50.

The attached Exhibits F through N reflect the invoices we have received to date, but we are still waiting for final confirmation of billing through May 31, 2017, from some of the outside law firms handling smaller matters for the Estate.

22. I have reviewed the invoices submitted by the other firms retained by Comerica in connection with this matter, and similarly affirm that all work set forth on every invoice was performed for the benefit of the Estate, was necessary for the administration of the Estate, or maintenance or protection of Estate assets, and that the fees and costs charged to Comerica are reasonable based on the time and complexity involved and the results obtained.

23. The legal services billed by Fredrikson and the other outside counsel retained by Comerica from December 2016 through May 2017 were not duplicative of the tasks performed by Comerica for the benefit of the Estate. Fredrikson communicates with Comerica on a daily basis to ensure the efficient administration of the Estate and the maintenance and protection of the Estate's assets.

**I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS
TRUE AND CORRECT.**

Dated: June 23, 2017

/s/ Mark W. Greiner
Mark W. Greiner