

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In Re:

Estate of Prince Rogers Nelson,
Decedent.

Case Type: Special Administration
Court File No.: 10-PR-16-46
Judge: Kevin W. Eide

REDACTED

**AFFIDAVIT OF STEVEN H. SILTON IN
SUPPORT OF OMARR BAKER'S
MOTION FOR APPROVAL OF PAYMENT
OF ATTORNEYS' FEES THROUGH
JANUARY 31, 2017**

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Steven H. Silton, after being duly sworn, states:

1. I am an attorney duly licensed to practice and in good standing in the State of Minnesota. If called as a witness, I could and would competently testify to the facts stated herein based on my own personal knowledge.
2. I am an attorney at Cozen O'Connor ("Cozen"), counsel of record for Omarr Baker. I make this affidavit in support of Omarr Baker's Motion for Approval of Payment of Attorneys' Fees through January 31, 2017.
3. Omarr Baker ("Baker") retained Cozen in June 2016 to provide legal services and specialized advice regarding the Estate of Prince Rogers Nelson (the "Estate"). Cozen formally appeared in the matter on June 23, 2016. A true and accurate copy of the invoice for which Baker now seeks payment from the Estate, which related to the services that benefitted the Estate as a whole, is attached as **Exhibit A**. Through his Motion, Baker is

not seeking reimbursement from the Estate for services that arguably benefitted Baker individually—but rather, for services that benefitted the Estate as a whole.

4. By Order entered on September 30, 2016, the Court [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
5. By Order entered on October 6, 2016 (the “Order”) the Court [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
6. During much of the time period covered by this Application, I corresponded extensively with the Representatives, counsel for Bremer, and counsel for the other Non-Excluded Heirs regarding [REDACTED]
7. Limited drafts of [REDACTED] were provided to the Non-Excluded Heirs, and comments were to be provided on an expedited basis. Thus, I relied on other Cozen attorneys to assist in our analysis of proposed agreements, particularly to assess [REDACTED]
[REDACTED]
[REDACTED]
8. I, along with other attorneys at Cozen, engaged in frequent communications with counsel for the other Non-Excluded Heirs, the Representatives, the Special Administrator, and the Special Administrator’s Entertainment Advisors (the “Advisors”) to offer input and assist

in negotiating amendments to the deals in order to provide status updates and prepare strategy.

9. On November 9, 2016, Mr. Abdo and his firm withdrew from the underlying litigation, and Frank K. Wheaton, counsel to Alfred Jackson, replaced him as the other Representative for the Non-Excluded Heirs.
10. I am well-qualified to provide counsel in the realm of entertainment law, based on my more than 20 years' experience in entertainment law, including serving as an Advisory Board member of the University of Miami School Sports and Entertainment Law LLM.
11. My colleague Jeffrey Kolodny is also well-qualified to serve as counsel in these proceedings. Mr. Kolodny practices on complex international and domestic estate planning and administration, with a focus on wealth preservation through effective tax planning, structuring and personal planning for high net worth individuals and multinational families.
12. To assist in the briefing for matters that required the Court's attention, Cozen professional Thomas Kane was primarily involved, although other timekeepers were utilized as reasonable and appropriate. Mr. Kane has extensive experience litigating high profile, complex litigation, and his knowledge and experience provided immense benefit to the Estate.
13. From December 1, 2016 through January 31, 2017, I, with the assistance of other Cozen attorneys, provided a variety of services to the Estate which significantly improved the long-form agreements and which provided greater involvement by the Non-Excluded Heirs in the negotiating process. This work included:

- Participating in dozens of telephonic conferences and preparing hundreds of emails to achieve a consensus regarding the [REDACTED] and [REDACTED]

- Meeting with the Estate’s Advisors, participating in many telephone conferences and exchanging dozens of email with the Estate’s Advisors and with the Special Administrator’s counsel regarding the family’s position with respect to certain deals.

Cozen further assessed costs related to [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

14. In providing legal services sought by this Motion, Cozen attorneys and paralegals have expended 800.90 hours from December 1, 2016 through January 31, 2017. Due to attorney-client privilege and attorney work product protection, redacted billing statements are filed publicly with this Motion. Cozen’s unredacted time records have been provided for the Court’s review.
15. From December 1, 2016 through January 31, 2017, attorneys at Cozen performed services that were reasonably and necessarily incurred to secure the right of the Representatives to participate in the negotiation and finalizing [REDACTED]

Such services performed by Cozen for the benefit of the Estate have included but have not been limited to the following tasks:

Preparing Comments and Developing Consensus for Certain Entertainment Deals

16. Cozen attorneys conferred with the Representatives to reach a consensus among counsel for all Non-Excluded Heirs. Upon developing a consensus, the Representatives provided [REDACTED] to the Advisors for [REDACTED]
17. The Representatives also met with Advisors to discuss [REDACTED]. Following those meetings, I—along with counsel for the other Non-Excluded Heirs—engaged in many telephone calls, emails, exchanges of information and re-drafts of the entertainment deals over several weeks.
18. As a result of these efforts, the final version of [REDACTED] are materially better for the Estate than [REDACTED]
[REDACTED]
19. During this process, I and other Cozen attorneys engaged in frequent conversations and email exchanges with other counsel for the other Non-Excluded Heirs, with counsel for the Special Administrator, and with the Advisors to offer comments, to assist in negotiating amendments to the deals, and to obtain agreement on a joint strategy.
20. Cozen's efforts resulted in [REDACTED]
[REDACTED] and provided material benefits to the Estate.
21. These efforts benefitted the Estate, by again confirming the role of the Representatives in the negotiation process, and providing a level of certainty to the Non-Excluded Heirs and the Estate's partners that the proposed deals served the best interests of the Estate. Baker now seeks reimbursement from the Estate for those efforts.

22. In my opinion, the Cozen time is sought for reimbursement for efforts related to the proposed entertainment deals is just and reasonable and commensurate with the benefit to the Estate.
23. Cozen's legal fees are in the total amount of \$354,258.00 for services sought by this Motion. I and other attorneys at Cozen have reviewed the original time entries for the legal fees submitted by Cozen and 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 the transactions involved; and (3) the extent of the responsibilities assumed and the results obtained. The coordination of work required over several sophisticated and complex disciplines, and the time demands required finds the pending fee request reasonable under these unique circumstances. Furthermore, our firm's hourly rates and overall charges are fair when compared against the fees charged for comparable work for similar firms in other major metropolitan areas.
24. Given the complexity of the litigation, the entertainment deals the Estate is negotiating, and the results achieved, \$354,258.00 is a just and reasonable amount to request.
25. Costs advanced to be reimbursed total \$15,847.61.

FURTHER YOUR AFFIANT SAYETH NOT.

Dated: March 3, 2017

/s/ Steven H. Siltan
Steven H. Siltan

Subscribed and sworn to before me
this 3rd day of March, 2017.

/s/ Amy E. Kulbeik
Notary Public

EXHIBIT A



March 3, 2017

Baker, Omarr
[REDACTED]

Re: Estate of Prince Rogers Nelson
Our File No.: 390086.000

Fees for Professional Services:	\$354,258.00
Expenses Incurred:	\$8,447.61
Total Amount of Invoice:	\$362,705.61

Total Amount due upon receipt of bill

Baker, Omarr
File Number: 390086.000
Invoice No.:March 03, 2017
Page 200603.2694.000 Baker, Omarr
390086.000 Estate of Prince Rogers Nelson

Date	Initials	Description of Services	Hours
12/01/16	AEK	Review and update docket.	0.70
12/01/16	SHS	Review potential [REDACTED] multiple conferences regarding same; analyze issues regarding [REDACTED] analyze next steps regarding same	7.90
12/02/16	AEK	Update docket.	0.40
12/02/16	JBK	Telephone conf. w/S. Silton. Tconf w/M. Lythcott re: [REDACTED]	1.20
12/02/16	SHS	Review petition regarding [REDACTED] numerous phone calls regarding same; review next steps (4.5) analyzed issues regarding same; review existing deal; analyzed same (3.8)	8.30
12/05/16	SHS	Reviewed issues regarding music deal; review status of [REDACTED] analyze issues regarding same (3.1); Review issues regarding new [REDACTED] analyze issues regarding [REDACTED] (1.9); Telephone conference w/ F. Wheaton and L. McMillan (2.3)	7.30
12/06/16	AEK	Review filed pleadings; review court and firm dockets.	0.50
12/06/16	SHS	Telephone conference with counsel; review petition to appoint PR; review [REDACTED] analyze whether [REDACTED]	5.80
12/07/16	AEK	Exchange emails regarding hearing confirmation; review court docket.	0.40
12/07/16	AFM	Draft petition for successor special administrator. Draft petition for personal representative. Draft Acceptances of Appointment for successor special administrator and personal administrator for Comerica. Draft Acceptance of Appointment for personal administrator for Van Jones. Meet with Comerica representative for signature. Compose email to Van Jones for signature. Correspond with T. Kane, S. Silton, and J. Kolodny regarding same.	6.90
12/07/16	JBK	Working on petition appointing [REDACTED]	1.70
12/07/16	SHS	Review issues regarding [REDACTED] analyze issues regarding same; prepare for hearing; telephone conference with multiple counsel; telephone conference with client; review [REDACTED] review status of [REDACTED]	7.50
12/07/16	TPK	Address issues regarding petitions for PR.	0.90

EXHIBIT B

