

and not Baker individually. This includes interviewing and selecting Comerica Bank & Trust N.A. (“Comerica”) a successor to replace Bremer Trust, National Association (“Bremer” or “Special Administrator”) (which announced its intention to resign as Special Administrator on September 27, 2016 and was replaced on February 1, 2017), assessing the Special Administrator’s request for costs and fees, and preparing for and attending the January 12, 2017 hearings.

5. Cozen was hired in part because of its expertise—both nationally and in Minnesota—in the areas of litigation, trusts and estates, and entertainment law. Cozen has received national rankings from the *U.S. News – Best Lawyers* “Best Law Firms” guide in Commercial Litigation, Corporate Law, and Trusts & Estates Law, among others. In addition, the “Best Law Firms” guide recognized Cozen as a leader in Trusts & Estates Law and Trusts & Estates Litigation in its regional offices. The members of Cozen O’Connor’s private client services group are among the most respected in their field and include four fellows of the invitation-only American College of Trust and Estate Counsel. Cozen attorneys also include a member of the Society of Trust and Estate Practitioners, two certified public accountants, and three attorneys with LL.M.s in tax law. Several senior Cozen attorneys regularly lecture and publish articles about trust and estate law and related tax issues.
6. I am a commercial trial lawyer with more than 40 years’ experience litigating in federal and state courts throughout the United States. I was selected as one of the “Leading American Attorneys” determined by a statewide survey of lawyers conducted by the American Research Corporation, a distinction limited to fewer than 6 percent of Minnesota lawyers. In May 2006 in the area of Commercial Litigation, I was selected as one of The

Best Lawyers in America, by Woodward/White, Inc., and subsequently as one of the “Best Lawyers in Minnesota,” as published in *Minnesota Monthly*. Since 2006, I have been named to the Super Lawyers by *Minnesota Law & Politics* magazine. In addition, I hold the AV® Peer Review Rating from Martindale-Hubbell, its highest rating for ethics and legal ability. I am also a fellow of the prestigious American College of Trial Lawyers. My full biography, along with the biographies of the other attorney professionals who have worked on this matter, is attached as **Exhibit A**.

7. 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. *See* Exhibit A to the Affidavit of Steven H. Siltan. Cozen’s unredacted time records have been provided for the Court’s review. Based on my experience, and compared with the billing rates identified in prior submissions to the Court by other lawyers representing non-excluded heirs in this matter, Cozen’s billing rates are consistent with the rates charged by law firms in and around the Twin Cities metropolitan area with experience and sophistication sufficient to provide legal services on complex probate and entertainment matters.
8. From December 1, 2016 through January 31, 2017, attorneys at Cozen performed services that were reasonably and necessarily incurred to benefit the Estate. Such services performed by Cozen for the benefit of the Estate have included but not been limited to the following tasks:

Finding a Personal Representative

9. Following Bremer Trust’s notice of its intent to resign as Special Administrator, Baker and Cozen, directly alongside the other members of the family and their counsel, conducted an

exhaustive and comprehensive search process for a personal representative to replace Bremer Trust.

10. I, along with my colleagues Steve Siltan and Jeffrey Kolodny, vetted [REDACTED] national financial institutions, conducted several rounds of in-person interviews, and surveyed each institution's qualifications, staffing levels, and plans for administering this Estate in exhaustive detail.
11. To start the process, [REDACTED] financial institutions were identified as potential candidates and contacted. [REDACTED] other financial institutions were considered but rejected for a variety of reasons. From this group, counsel for the family conducted a series of meetings and interviews with [REDACTED]
[REDACTED]
Counsel for each of the heirs participated in numerous conference calls and written exchanges with all of these institutions as their qualifications, interest and fit for the estate were closely vetted and evaluated.
12. Counsel received, reviewed, and analyzed hundreds of pages of written proposals from the various institutions and prepared additional follow-up questions for the various institutions. My colleagues and I had numerous phone calls, hundreds of email exchanges, and other written correspondence with the various institutions and counsel for the other Non-Excluded Heirs over a period of months to determine their qualifications and each member of the family's respective reactions to the various institutions.
13. These efforts led to the identification of two potential successor candidates, including one that has the unanimous consent of the family, Comerica Bank & Trust N.A. ("Comerica")

14. Our office worked to file petitions to appoint Comerica as successor Special Administrator/Personal Representative. We also drafted petitions to appoint Anthony ‘Van’ Jones as co-personal representative. The Court subsequently appointed Comerica as Personal Representative, and as of February 1, 2017, Comerica is serving as Personal Representative. These efforts benefitted the Estate by ensuring an exceptionally qualified financial institution is administering the Estate that has a rapport with the family, and is capable of taking on the complex challenges this Estate has to offer.
15. In my opinion, the Cozen time sought for reimbursement for efforts related to the personal representative search is just and reasonable and commensurate with the benefit to the Estate.

Assessing the Special Administrator’s Requests for Costs and Fees

16. Although Bremer has stepped down as Special Administrator, Bremer had petitioned the Court for approval of its fees and costs and expenses (and those of its counsel) for the time spent working for the Estate, starting with its fees through June 30, 2016. With its first petition for fees, Bremer also sought establish a procedure to govern payment and approval of such fees and costs and expenses. In response to this first petition, Cozen conducted research and prepared briefing for the Non-Excluded Heirs’ response in opposition to the Special Administrator’s petition for fees. Subsequently, the Court issued its “Order Approving Fees and Costs and Expenses and Establishing Procedure for Review and Approval of Future Fees and Costs and Expenses” on October 28, 2016.
17. The October 28 Order approved the Special Administrator’s fees, but the Court recognized that the Non-Excluded Heirs were entitled to review the fees prior to approval and voice any issues. (*See* October 28 Order, p. 8.) Since the October 28 Order, Cozen and some of

the Non-Excluded Heirs have regularly reviewed and filed timely objections to Bremer's request for fees and costs, when appropriate. Cozen's efforts benefitted the Estate by providing a process for allowing the Non-Excluded Heirs to comment on the fees submitted by the Special Administrator. These efforts also ensured a proper vetting of the fees requested by the Special Administrator before they were removed from the Estate's resources.

18. In my opinion, the Cozen time is sought for reimbursement for efforts related to objecting to the Special Administrator's fee request is just and reasonable and commensurate with the benefit to the Estate.

Preparing for and Attending the January 12, 2017 Hearing

19. On January 12, 2017, the Court held a hearing to determine a successor to the Special Administrator and to address Bremer's submitted accounting and request for discharge.
20. In advance of and following the January 12 Hearing, Cozen researched extensively Minnesota probate law regarding appointing a personal representative and requirements for the accounting. Cozen reviewed the accounting Bremer filed on short notice prior to the January 12 Hearing. Cozen also drafted the following documents which aided the Court in its decision to appoint Comerica as personal representative and to fully consider Bremer's submitted accounting:
 - A. Objections to the Special Administrator's Final Account Through 11/30/16, Final Account from 12/1/16 through 12/31/16, and Petition for Order Approving Accounting, Distribution of Assets, and Discharge of Special Administrator;
 - B. Motion for the Court to compel Entertainment Advisor L. Londell McMillan to produce information necessary to determine his suitability to serve as co-personal representative;
 - C. Memorandum in Opposition to Petition for Formal Adjudication of Intestacy, Determination of Heirs and Appointment of L. Londell McMillan as co-personal representative; and

- D. Memorandum in Support of Petition for Formal Adjudication of Intestacy, Determination of Heirs and Appointment of Van Jones as co-personal representative.
21. Before the January 12 Hearing, Cozen attorneys met and conferred with other counsel and prepared direct and cross examination of the proposed co-personal representatives. At the January 12 Hearing, Cozen attorneys argued on behalf of some of the Non-Excluded Heirs. Cozen's efforts benefitted the Estate by providing a full and careful review of the Special Administrator's submitted accounting and requested discharge, as well as the benefits and detriments of proposed co-personal representatives.
 22. In my opinion, the Cozen time is sought for reimbursement for efforts related to the January 12 Hearing 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 require 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 \$15,857.61.

FURTHER YOUR AFFIANT SAYETH NOT.

Dated: March 3, 2017

/s/ Thomas P. Kane

Thomas P. Kane

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

/s/ Amy E. Kulbeik

Notary Public

EXHIBIT A

