

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

And

Tyka Nelson,

Petitioner.

**AFFIDAVIT OF THOMAS P. KANE IN
SUPPORT OF OMARR BAKER'S
MOTION FOR APPROVAL OF PAYMENT
OF ATTORNEYS' FEES**

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Thomas P. Kane, after being duly sworn, states:

1. I am an attorney duly licensed to practice and in good standing in the State of Minnesota and, 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 Attorneys' Fees from Assets of the Estate.
3. Cozen was retained by Omarr Baker ("Baker") 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.
4. Since June 2016, in addition to its work on the entertainment aspects of the Estate, Cozen has spent significant time in other Estate related proceedings that have benefitted the Estate and not Baker individually. These include proceedings to determine the rightful heirs of

the Estate, interviewing and selecting a successor to replace Bremer Trust, National Association (“Bremer” or “Special Administrator”), which announced its intent to resign as Special Administrator on September 27, 2016, and other tasks related to the administration of the Estate.

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 1,122 hours from June 23, 2016 through November 30, 2016. *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 June 23, 2016 through November 30, 2016, 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 performed by various attorneys:

Briefing, Discovery, and Hearing on Heirship Claims

9. Given the high profile nature and size of the Estate, there have been numerous claims from individuals alleging to be heirs.
 - A. Throughout May and June of 2016, the Court considered the various claims and asked the Special Administrator to determine a protocol. The Court held a hearing on July 27, 2016 and requested submissions regarding the protocol by July 15, 2016. The Non-Excluded Heirs submitted briefing on July 15, 2016. In preparing the briefing, Cozen spent considerable time reviewing and analyzing the legal facts and contentions presented by the Special Administrator and various petitioners.

- B. Cozen's input in Non-Excluded Heirs' arguments were considered in the Court's "Order Regarding Genetic Testing Protocol and Heirship Claims Following the June 27, 2016 Hearing and Judgment," dated July 29, 2016. The July 29 Order provided considerable clarity as the Court excluded certain individuals as heirs of the Decedent's Estate. (*See* July 29 Order, pp. 17-19.) The July 29 Order also defined the Non-Excluded Heirs as Omarr Baker, Alfred Jackson, John Nelson, Norrine Nelson, Sharon Nelson, and Tyka Nelson.
- C. After the July 29 Order, Brianna Nelson, minor V.N. and Corey Simmons, sought to intervene in these proceedings, claiming to be heirs of the Decedent. I was the lead attorney for the Non-Excluded Heirs' counsel on the heirship claim, and Cozen took the lead in briefing the issues. I argued on behalf of the Non-Excluded Heirs at the hearing on the matter on October 21, 2016. In addition, Cozen met and conferred with Brianna and V.N.'s counsel and attended depositions in the matter. Following the hearing, the Court issued its October 26, 2016 "Order & Judgment Denying Heirship Claims of Brianna Nelson, V.N. and Corey Simmons." Under this Order and the Order Authorizing Genetic Testing of Corey D. Simmons, which I received a copy of and reviewed, the claims of Brianna and V.N. were dismissed and Corey Simmons was allowed to take DNA testing.
10. In my opinion, the Cozen time sought for reimbursement for efforts related to the heirship issues is just and reasonable and commensurate with the benefit to the Estate.

Finding a Successor Personal Representative

11. 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 two month search process for a personal representative to replace Bremer Trust.
12. I, along with my colleagues Steve Siltan and Jeffrey Kolodny, vetted more than [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.
13. To start the process, nearly [REDACTED] financial institutions were identified as potential candidates and contacted. A [REDACTED] 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.

14. Hundreds of pages of written proposals from the various institutions were received, reviewed and analyzed by counsel, with additional follow-up questions and responses prepared by counsel and answered by 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.
15. These efforts led to the identification of [REDACTED] potential successor candidates, including one that has the unanimous consent of the family, Comerica Bank & Trust N.A. ("Comerica") and the filing of the petitions to appoint the same, either as successor Special Administrator or as Personal Representative (the work for preparing the Petitions is not captured by this motion). The Court subsequently appointed Comerica as Personal Representative, and as of February 1, 2017 Comerica is serving as Personal Representative. These efforts have 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.

16. In addition, Cozen assisted in determining [REDACTED]. [REDACTED] This included research and discussions regarding the state of probate law in Minnesota.
17. 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

18. 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.
19. 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.) 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.

20. In my opinion, the Cozen time is sought for reimbursement for efforts related to the Special Administrator's fee request is just and reasonable and commensurate with the benefit to the Estate.
21. Cozen's legal fees are in the total amount of \$491,799.00 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.
22. Given the complexity of the litigation, the Entertainment deals the Estate is negotiating, and the results achieved, \$491,799.00 is a just and reasonable amount to be requested.
23. Costs advanced to be reimbursed total \$5,857.24.

FURTHER YOUR AFFIANT SAYETH NOT.

Dated: February 9, 2017

/s/ Thomas P. Kane

Thomas P. Kane

Subscribed and sworn to before me
this 9th day of February, 2017.

/s/ Amy E. Kulbeik

Notary Public

EXHIBIT A

