
STATE OF MINNESOTA**COUNTY OF CARVER****In Re: Estate of****Prince Rogers Nelson,
Decedent.****FIRST JUDICIAL DISTRICT
DISTRICT COURT
PROBATE COURT DIVISION****Court File No. 10-PR-16-46****REPLY MEMORANDUM IN SUPPORT OF
PETITION REQUESTING SPECIAL
ADMINISTRATOR TO PROVIDE
DOCUMENTATION AND OTHER RELIEF**

INTRODUCTION

Despite repeated requests and attempts at resolution, the Special Administrator (and now the Personal Representative) has refused to provide documentation demonstrating that Petitioner's purported removal as Manager of NPG Music Publishing, LLC ("NPG Music") and as officer of NPG Records, Inc., Paisley Park Enterprises, Inc., and Lotus Flower, LLC was **legally effective**. Instead, the Special Administrator put up extreme resistance to the request, going so far as to force Petitioner to seek assistance from this Court to confirm that her removal was proper. The Special Administrator did not even attach the documentation to its response for the Court's review to enable the Court to make a determination regarding the effectiveness of her removal. Instead, the Special Administrator has opposed the petition, ignoring the practical problems that arise if the removal was not effective and instead arguing that Petitioner is not entitled to the documentation.

The reasons for the resistance are now clear. Petitioner recently obtained a copy of the corporate resolution purportedly removing her from her position as Manager of NPG Music. It appears that Petitioner was not effectively removed and the Special Administrator has not done anything to show the Resolution was corrected or that the removal was proper. Rather

than address the error with Petitioner, the Special Administrator has played a game of hide the ball, perhaps believing that by ignoring the issue it would disappear. However, the issue cannot be ignored. The implications of failing to legally remove Petitioner from her position as Manager of NPG Music are potentially enormous. As Manager of NPG Music, Petitioner had the exclusive authority to act on behalf of NPG Music. According to the NPG Music Operating Agreement, the Members had no power to participate in the management of NPG Music. Rather, that power was reserved for the Manager. Consequently, if Petitioner's removal was not effective, the Special Administrator had no power to take any action on behalf of NPG Music.

A. The Resolution is Not Correct.

Petitioner's removal was purportedly accomplished by Resolution with an effective date of April 27, 2016, entitled "Resolutions of the Sole Member of NPG Music Publishing, LLC Adopted by Written Consent". A copy of the Resolution is attached hereto as Exhibit 1. The Resolution provides "Prince Rogers Nelson was the sole member of the Company." The Resolution further provides "Special Administrator in its capacity as sole member hereby removes any existing Manager of the Company." The problem is that Mr. Nelson was not the sole member of NPG Music as presumed by the Resolution. Rather, Petitioner is aware that Paisley Park Enterprises, Inc. was also a member of NPG Music pursuant to resolution dated June 13, 2014, attached to Petitioner's Petition as Exhibit A.

Through this Petition, Petitioner seeks to ensure that she is protected from liability for any actions taken by the Special Administrator on behalf of NPG Music since Mr. Nelson's death. As this Court is aware, the Special Administrator's actions have already been

challenged by two of the heirs. A claim related to the Special Administrator's actions on behalf of NPG Music has also been filed by ROC Nation, LLC. In addition, according to media accounts, it appears actions have been taken by the Special Administrator on behalf of NPG Music that are contrary to Petitioner's understanding of existing agreements. Petitioner should not be in limbo, left to wonder whether someone will seek to hold her responsible for those actions.

Petitioner respectfully requests the following relief:

1. An Order declaring that Petitioner was legally and effectively removed as Manager from NPG Music Publishing, LLC as of May 2, 2016, and requiring the Special Administrator and Personal Representative to indemnify Petitioner for any and all actions taken by the Special Administrator or Personal Representative on behalf of NPG Music Publishing, LLC, or Petitioner's alleged failure to act on behalf of NPG Music Publishing, LLC; or
2. An Order requiring the Personal Representative to take action to effectively remove Petitioner as Manager of NPG Music Publishing, LLC, and requiring the Special Administrator and Personal Representative to indemnify Petitioner for any and all actions taken by the Special Administrator or Personal Representative on behalf of NPG Music Publishing, LLC, or Petitioner's alleged failure to act on behalf of NPG Music Publishing, LLC; and
3. Ordering the Personal Representative and/or Special Administrator to pay Petitioner's attorneys' fees and costs associated with this dispute; and
4. Granting such other and further relief as may be proper.

FELHABER LARSON

Dated: February 6, 2017.

By: s/ Jon M. Hopeman

Jon M. Hopeman, #47065

Marnie E. Fearon, #305078

Joshua C. Hillger, #0294706

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ATTORNEYS FOR PETITIONER

EXHIBIT 1

**RESOLUTIONS OF THE SOLE MEMBER
OF NPG MUSIC PUBLISHING, LLC
ADOPTED BY WRITTEN CONSENT**

INASMUCH as Section 17704.07(n) of the California Revised Uniform Limited Liability Company Act (the "**Act**") provides that the members of a limited liability company may take action through a written consent without a meeting, if the members required to approve the action consent in writing and applicable notice requirements are followed;

NOW THEREFORE, the undersigned, being the Special Administrator of the sole member of NPG Music Publishing, LLC, a California limited liability company (the "**Company**"), record that effective as of the 27th day of April, 2016, hereby adopts the following resolutions and waives any applicable notice requirements associated with the resolutions:

INTRODUCTION

WHEREAS, Prince Rogers Nelson was the sole member of the Company, and died on April 21, 2016 without a known will or testament or Personal Representative;

WHEREAS, on April 26, 2016, a Petition for Formal Appointment of a Special Administrator was filed in the Carver County District Court, State of Minnesota ("**Court**") requesting that Bremer Trust, National Association ("**Bremer**"), be appointed Special Administrator to, among other things, manage and supervise Mr. Nelson's business interests, and Bremer accepted such appointment;

WHEREAS, on April 27, 2016 Court Judge Kevin Eide signed an order granting the petition for Bremer to serve as Special Administrator with the full power of a general personal representative and without any restrictions upon the foregoing, to preserve the estate of Mr. Nelson and secure its proper administration; and

WHEREAS, the Special Administrator desires to, among other things, modify the management structure of the Company to best exercise its power and authority on behalf of Mr. Nelson's estate.

NOW, THEREFORE, BE IT RESOLVED, that to the extent the Company has not elected to be Manager-Managed pursuant to Section 17704.07 of the Act, the Special Administrator shall hereby assume all of the responsibilities of Mr. Nelson as the sole member of the Company pursuant to the Act.

RESOLVED FURTHER, that to the extent the Company has elected to be Manager-Managed pursuant to the Act, Special Administrator in its capacity as sole member hereby removes any existing Manager of the Company, effective as of the date of this Written Action, and appoints the Special Manager the sole manager of the Company.

RESOLVED FURTHER, in its capacity either as sole Member or sole Manager, Special Administrator hereby removes any existing Officer of the Company, effective as of the date of this Written Action, and appoints the Special Administrator the sole officer of the Company.

RESOLVED FURTHER, that to the extent the foregoing resolutions require an amendment to any existing and effective Company Operating Agreement, the Special Administrator hereby approves an amendment to the Operating Agreement to permit the resolutions.

RESOLVED FURTHER, that to the extent the Articles of Organization of the Company require an amendment to permit the foregoing resolutions, the Special Administrator hereby adopts and approves any such amendment to the Articles of Organization.

RESOLVED FURTHER, that no individual, entity or other person shall have authority to act on behalf of the Company in any capacity unless expressly appointed by the Special Administrator, and the scope of that Company authority shall be strictly limited to the Special Administrator's appointment.

RESOLVED FURTHER, that the Special Administrator, in its role as Member, Manager, or Officer, as applicable, shall immediately take such actions and appoint agents as reasonably necessary to protect the assets of the Company, including but not limited to obtaining insurance policies, hiring or otherwise obtaining security services on behalf of the Company, and relocating Company assets.

RESOLVED FURTHER, that the Special Administrator is hereby authorized, directed and empowered to execute and deliver any required documents on behalf of the Company and take such action from time to time on behalf of the Company as it may deem necessary or advisable in order to carry out and perform these resolutions, such execution or action to be conclusively evidenced by the approval of any authorized individual employed by or otherwise providing approved services to the Special Administrator.

RESOLVED FURTHER, all of the acts of the Special Administrator and its agents in carrying out and promoting the purposes, objects and interests described in these resolutions are hereby approved, ratified and made the acts and deeds of this Company.

Signature Page Follows

IN WITNESS WHEREOF, the undersigned party has executed this Written Consent effective as of the date written above.

BREMER TRUST, NATIONAL ASSOCIATION

Deborah D Fasen

By: Deborah D Fasen

Its: Ass't Vice President