

STATE OF MINNESOTA
COUNTY OF CARVER

FILED
MAY 15 2017
CARVER COUNTY COURTS

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

Court File No. 10-PR-16-46

In the Matter of:

Estate of Prince Rogers Nelson,
Decedent,

**THIRD ORDER & MEMORANDUM
APPROVING PAYMENT OF
ATTORNEYS' FEES AND COSTS**

Before the Court is the motion of Frank Wheaton, former attorney for Alfred Jackson, to approve the payment of fees and costs for services that benefited the Estate of Prince Rogers Nelson from the assets of the Estate. Based upon the motion and the supporting materials submitted, the Court grants the motion in part and approves the payment of fees as set forth herein in accordance with Minnesota Statutes Section 524.3-720.

IT IS HEREBY ORDERED THAT:

1. Mr. Wheaton's for motion for the payment of fees and costs through January 31, 2017 is GRANTED in part. The Estate shall pay Alfred Jackson's Attorney, Frank Wheaton, \$188,820.00 in attorney fees and costs as set forth in the attached account detail, Addendum A.
2. This Order shall be filed as a public document. The attached addendum, however, shall be filed separately UNDER SEAL pending further order of the Court, and may be released only to Mr. Wheaton, the Personal Representative and its counsel.

BY THE COURT:



The Honorable Kevin W. Eide
District Court Judge

Dated: May 5, 2017

NOTICE: A true and correct copy of this Order/Notice has been served by EFS upon the parties. Please be advised that orders/notices sent to attorneys are sent to the lead attorney only.

MEMORANDUM

When, and to the extent that, the services of an attorney for any interested person contribute to the benefit of the estate, as such, as distinguished from the personal benefit of such person, such attorney shall be paid such compensation from the estate as the court shall deem just and reasonable and commensurate with the benefit to the estate from the recovery so made or from such services. Minn. Stat. §524.3-720 (2016). In determining what attorney fees are fair and reasonable, the court must consider:

- (1) the time and labor required;
- (2) the experience and knowledge of the attorney;
- (3) the complexity and novelty of problems involved;
- (4) the extent of the responsibilities assumed and the results obtained; and
- (5) the sufficiency of assets properly available to pay for the services.

Minn. Stat. §525.515 (2016).

In considering the requests for attorney fees, the Court has reviewed the detailed invoices and approved only those fees and expenses which the Court deems to have contributed to the Estate as a whole, and not solely benefited any particular heir. Specifically, the Court has allowed fees for review of the long-form entertainment deals where counsel's ongoing involvement was court-ordered and clearly benefited the Estate. The Court has disallowed those fees associated with challenges to the Advisor Agreement, short-form entertainment deals recommended by the advisors, fees relating to proposed deals not included in the Court's Order filed October 6, 2016, and fees relating to Roc Nation litigation which the Court deems duplicative of the Special Administrator's and Personal Representative's efforts. Other fees, including fees relating to challenges to protocols, challenges to the Special Administrator's authority to initiate or continue litigation on behalf of the Estate, changes in representation, consultant fees directly benefiting heirs but not the Estate, and other matters not brought collectively by all non-excluded heirs, have been also denied.

I. With regard to the fee submissions by Frank Wheaton, attorney for Alfred Jackson:

Mr. Wheaton's submitted invoices include billings for his services by Attorney Justin Bruntjen covering the same time period as those submitted by Mr. Wheaton directly. The accuracy of the

Bruntjen invoices and the extent to which they overlap the Wheaton invoices is questionable. For example, on October 4, 2016, combining the two sets of invoices indicates Mr. Wheaton worked 27 hours that day. As a result, the Court has considered only those invoices submitted as having been issued by Mr. Wheaton himself.

The Court approves \$9,396.00 for attorney fees incurred specifically in connection with Paisley Park.

The Court approves \$26,820.00 for attorney fees incurred specifically in connection with Entertainment Agreements.

The Court approves \$32,940.00 for attorney fees incurred in connection with the selection of the Personal Representative.

The Court approves \$119,664.00 for attorney fees incurred specifically in connection with the Tribute.

The total of all fees approved for payment by the Estate to Frank Wheaton is \$188,820.00. Mr. Wheaton's invoices are attached hereto as Addendum A and shall be filed under seal. Each approved fee is identified by a letter to the left of the approved item, with "PP" denoting approved Paisley Park fees; "E" denoting approved Entertainment fees; "PR" denoting approved Personal Representative fees; and "T" denoting approved Tribute fees.

K.W.E.