

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In the Matter of:

Court File No. 10-PR-16-46

Judge Kevin W. Eide

Estate of Prince Rogers Nelson,

Decedent.

**DECLARATION OF ANDREA BRUCE
(REDACTED)**

I, Andrea Bruce, declare and state as follows:

1. I am Vice President and Manager of Comerica Bank & Trust, N.A.'s ("Comerica's") Unique Assets Department. Along with Angela Aycock—who is a Trust and Estate Officer at Comerica—I lead and manage Comerica's service as "Personal Representative" of the estate (the "Estate") of Prince Rogers Nelson (the "Decedent"). I joined Comerica in 1994 and have spent the last 20 years specializing in the administration of unique and closely-held assets in trust and estate accounts.

2. I make this declaration in support of Comerica's Objection to Sharon, John, and Norrine Nelson's (the "Nelsons") Petition to Permanently Remove Comerica Bank & Trust, N.A. as Personal Representative.

3. Comerica routinely administers large and complex estates and has a specific department—led by me—that specializes in administering unique assets, such as the entertainment assets of the Estate. Each estate and trust administered by Comerica is different, but we apply the same general approach to all engagements that involve the ongoing operation of complex business entities—we put the administrative framework in place (including asset protection, financial management, and general oversight) and when appropriate retain outside

experts to advise and in some instances operate the businesses. Comerica is also a wholly-owned subsidiary of one of the largest financial institutions in the United States and, as a result, we have access to specialized internal resources, including Comerica Incorporated's Entertainment Group. Additionally, we have as an internal resource the trust officer who administered the Estate of Elvis Presley.

4. Attached hereto as Exhibit A is Comerica's Response to the Request for Proposal for the Prince Estate.

5. In a discussion with the Nelsons prior to the Personal Representative's selection, I candidly advised the Nelsons that if they were talking to any corporate fiduciary that was representing that it had the internal capabilities to manage the entertainment assets of the Prince Estate, that the corporate fiduciary was lying to them (including, because an individual with those capabilities would not be working at a bank, making a banker's salary).

6. We began the process of creating a detailed inventory of the voluminous and valuable audio and video material housed at Paisley Park almost immediately after Comerica was appointed.

7. Bremer Trust retained an individual to assess the condition and preservation of media at Paisley Park. Attached as Exhibit B is the report of [REDACTED]

[REDACTED]

8. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

9. Based on [REDACTED]

[REDACTED] we concluded that it was in the best interest of the Estate to store the Decedent's irreplaceable audio and video assets elsewhere.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

11. After researching and vetting storage and archiving facilities, we and the Estate's entertainment advisor Troy Carter chose to transfer the audio and video assets from Paisley Park to Iron Mountain Entertainment Services' ("IMES's") facility in Hollywood, California based on its unique and specialized entertainment storage and archiving capabilities. Prior to selecting IMES, we obtained a bid from IMES, and considered a different company offering similar services. The other company's capabilities paled in comparison to those of IMES. Not only did IMES offer preservation, archiving, and digitization options that are tailored to the type of audio and video assets at issue, but IMES also provided a detailed solution for security in transit and storage.

12. The relocation of the audio and video assets to IMES's facility was successful, with no security issues. All of the assets transferred were barcoded, and all have been accounted for at IMES's Hollywood facility.

13. IMES's studio enables the Estate to access and digitize the audio and video content without having to remove the assets from Iron Mountain's secure facility. It also permits the Estate to preview content for its entertainment partners with greater convenience and less

expense, as most of the Estate's entertainment partners or potential partners are based nearby in Los Angeles. In fact, we already have utilized IMES's studio to access content from the vault to assist in negotiation of the proposed entertainment transaction with [REDACTED]

14. To minimize costs, we currently plan to primarily archive and digitize audio and video content on an as-needed basis as the Estate enters into entertainment deals for the content. By archiving and digitizing the materials based on demand, the Estate may be able to shift a portion of the costs (which otherwise could total millions of dollars) to the Estate's entertainment partners.

15. The only people authorized to access the IMES vault in which the Decedent's materials are stored are [REDACTED] and select IMES employees. Others may only access the vault if approved in advance by one of those three Comerica personnel. Access is tracked by IMES so we can monitor and audit it from anywhere.

16. We had multiple discussions with the Heirs regarding IMES's capabilities and the decision to transfer the assets to IMES's facility, including at four meetings with the Heirs held on April 25, June 27, August 1, and October 10, 2017. The minutes from the April 25, June 27, August 1, and October 10, 2017 Heirs meetings are attached hereto as Exhibit FF, Exhibit JJ, Exhibit LL, and Exhibit PP, respectively. The minutes show not only that timing and other details regarding the decision were discussed, but also that the Nelsons were present at three of those meetings. For example, during the August 1, 2017 meeting, we discussed [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] Nevertheless, we sent Ms. Nelson a link to the website for IMES.

17. The transfer of the assets to the IMES facility was also discussed in detail during the meeting with the Court on September 29, 2017, at which the Nelsons were present. At that meeting, we provided a lengthy and detailed report regarding the inventory and move to IMES, and proudly touted the inventory and transportation of these assets as a hallmark of our accomplishments as fiduciary.

18. Unfortunately, the Nelsons did not bring their concerns to us before contacting the press and filing their petition for the removal of Comerica. Had the Nelsons raised their concerns to Comerica, we could and would have worked diligently to allay those concerns as we have done with other questions the Heirs have raised. Ironically, we advised the Heirs that the asset move would be conducted at night and disclosed to as few persons as possible, because of the sensitivity and mystique around “the Vault” and the desire to avoid a needless and harmful public uproar. Apparently ignoring that concern, the Nelsons took actions that appear designed to incite such a reaction. For example, attached as Exhibit E is a tweet by Sharon Nelson stating Comerica “emptied” Paisley Park’s vault without the Heirs’ consent and attached as Exhibit F is an October 12, 2017 Star Tribune article reporting Sharon and Norrine Nelson’s statements to the press regarding the removal of assets from Paisley Park.

19. In addition to protecting the contents of the vault, we have vigorously protected the Estate’s intellectual property assets. These efforts include not only obtaining Estate intellectual property analysis, prosecution, enforcement, and litigation services from its attorneys, but also hiring an expert, MarkMonitor, Inc. (“MarkMonitor”), to provide monitoring and enforcement services related to online use of the Estate’s intellectual property.

20. Our attorneys and MarkMonitor are making excellent headway in obtaining and enforcing intellectual property protections. Despite these efforts and successes, protecting intellectual property rights is a continuous, ongoing process. Accordingly, we intend to continue working with MarkMonitor and counsel to carefully monitor and vigorously enforce the Estate's intellectual property rights.

21. We provide the Nelsons and other Heirs with regular and extensive reports regarding the intellectual property protection efforts and results—including updates on litigation and MarkMonitor's services—and work to address concerns the Heirs have regarding the intellectual property. For example, in early June 2017—after MarkMonitor's first full month of service—we provided the Heirs with a written summary of MarkMonitor's services and results for both the brand protection and anti-piracy initiatives, along with reports containing the underlying data. Attached as Exhibit G is the June 8, 2017 email providing that information.

22. In July 2017, MarkMonitor presented at a meeting with the Heirs, including a visual presentation and handouts for the Heirs. Less than ten days after that meeting, we provided a written summary and additional data that responded to certain questions and concerns raised by the Heirs. Attached as Exhibit H is the July 28, 2017 email providing that information.

23. We continue to provide regular summaries with supporting data related to the monitoring and enforcement of the Estate's intellectual property. For example, attached as Exhibits I and J are September 26, 2017 and October 26, 2017 emails, respectively, providing that information.

24. In addition, we have invited the Nelsons and other Heirs to report any items they find that may be an unauthorized use of the Estate's intellectual property, so that we can work with MarkMonitor to research and, if necessary, take enforcement action.

25. The Nelsons' business advisor previously contacted us regarding potential infringement by a person identified as [REDACTED]. To address the Nelsons' specific concerns about this one infringer or potential infringer, we worked with, and continue to coordinate with, MarkMonitor to ensure special and specific ongoing monitoring and enforcement.

26. As communicated to the Heirs, preventing infringement is like a game of "whack-a-mole." Notwithstanding the moving targets and scope of the task, MarkMonitor is making headway and achieving excellent compliance results.

27. In addition to the communications with the Heirs regarding the transfer of assets to IMES's California facility, described above, we have generally provided the Heirs with extensive communications, access to information, and input into the administration of the Estate.

28. As reflected by the meeting minutes attached hereto, we spend on average two hours with the Heirs at each meeting discussing the administration of the Estate, including existing and prospective business transactions, litigation, taxes, real estate, and estate expenses. The Nelsons have chosen not to attend many of the recent Heirs meetings (or access the teleconference line that is made available at each meeting). This lack of participation has resulted in a lack of understanding, which appears to be the source of their misunderstandings regarding the Estate.

29. In an effort to keep the Heirs informed regarding the administration of the Estate, even when they do not attend the Heirs meetings, we send the meeting minutes to all Heirs shortly after each meeting. Despite an invitation from us to respond with any questions each time we send the minutes to the Heirs, the Nelsons have not responded to ask questions or to correct any perceived alleged inaccuracies or omissions.

30. In addition to regular meetings, we communicate via email with the Heirs, on average on a daily basis (a total of more than 200 separate series of email communications since February 2017), on such varied topics as licensing requests, opportunities for the Heirs to participate in Estate-related activities (such as the Paisley Park Museum exhibition in London), and general matters regarding the Estate.

31. Ms. Aycock and I routinely make ourselves available for communications with the Heirs early in the morning through late in the evening.

32. Some additional examples illustrate that, in addition to providing information to the Heirs, we also respond to their input and questions. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

33. As another example, during a meeting between us, Sharon Nelson, and her advisors, Sharon Nelson requested detailed information regarding how the Paisley Park Museum was performing, accounting to the Estate, and where the Museum was depositing its funds. In response, we sent all of the Heirs detailed accounting figures and incorporated a presentation regarding the financial performance of the museum into the agenda at the May 9, 2017 Heirs Meeting.

34. Notably, prior to our appointment, two other Heirs proposed imposing a series of restrictions on Comerica as a condition of continuing to support its appointment. Attached as Exhibit K is an email chain in which Randall Sayers, counsel for the Nelsons, defended the independence of Comerica.

35. We prepared drafts of an updated inventory and accounting for the Estate and posted both documents to the secure and confidential HighQ document sharing system prior to the September 29 meeting. The log created by the HighQ system shows that counsel for the Nelsons has accessed both documents. Similarly, we posted a copy of the estate tax return on July 25, 2017, and both Sharon Nelson (on August 2) and her attorneys (on July 26 and July 31) have accessed the return.

36. On August 21, 2017, the Personal Representative mailed each of the Heirs a copy of IRS Form 8971, which provided detailed basis information about the assets of the Estate.

37. We provide the Heirs account statements on a monthly basis which show the balances of, and activity in, the Estate's account and all of the entity accounts at Comerica. We have also implemented a process whereby on a monthly basis during Heirs meetings, we reserve time to discuss the account statements with the Heirs.

38. We have met individually with Sharon Nelson, her counsel, and entertainment advisors to discuss Sharon Nelson's ideas and concerns regarding the Estate, as well as spent considerable time and resources working to negotiate a license requested by Mr. McMillan to allow Sharon Nelson to use rights that belong to the Estate, on a gratis basis, for her personal project related to her father's music.

39. After we notified the Heirs that we were negotiating a transaction [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Attached as Exhibit L is an email chain between me and Mr. McMillan regarding that subject.

40. Because of issues related to Mr. McMillan, we have been forced to carefully consider the information we can share with the Heirs based on the risk that the Nelsons might provide that information to Mr. McMillan, as it could then be used in a manner that is contrary to the interests of the Estate.

41. At various times, counsel for certain Heirs as well as their entertainment advisors have sought to attend the Heirs meetings and in each instance we have declined the requests. Even setting aside the conflicts among the Heirs, their counsel, and Mr. McMillan, we believe that having individual representatives of the Heirs attend the Heirs meetings will stifle conversation and the free exchange of ideas among the Heirs and us, and will substantially increase legal fees for all parties. Instead, we have offered to meet (and have in fact met) separately with particular Heirs and their advisors to discuss issues related to the Estate.

42. We provided Mr. McMillan the Estate's form non-disclosure agreement, versions of which have been executed by more than 75 individuals and entities to whom the Estate has provided confidential information. Mr. McMillan responded by entirely rewriting the agreement, to the point where it would do little to prevent disclosure of confidential and sensitive information, including by removing protections on information disclosed orally, any restrictions on his company Northstar Enterprises from disclosing information, and the ability of the Estate to obtain a protective order in the event of a compelled disclosure. Attached as Exhibit M is a copy of the changes to the NDA that Mr. McMillan demanded.

43. While the Estate was willing to accommodate Mr. McMillan by removing a non-disparagement provision, to date, Mr. McMillan has refused to sign the Estate's NDA, despite the fact that the NDA is substantially similar to the agreement Mr. McMillan executed with Bremer Trust. Attached as Exhibit N is Mr. McMillan's signed NDA with Bremer Trust.

Attached as Exhibit O is a November 6, 2017 letter from the Nelsons' counsel to our counsel suggesting that Mr. McMillan does not need to execute an NDA with Comerica because he signed one with Bremer Trust.

44. While we are continuing to attempt to resolve issues with Mr. McMillan related to the NDA, we are unwilling to negotiate-away important safeguards regarding the Estate's information, particularly since we know that Mr. McMillan has been out in the marketplace attempting to compete with the Estate.

45. Comerica utilized a rigorous nationwide search and request for proposal process to select an entertainment advisor that started with a pool of 15 candidates, eight of whom were interviewed by us, before we ultimately retained Troy Carter.

46. Attached as Exhibit P is the request for proposal that we sent to entertainment-advisor candidates.

47. We selected Mr. Carter based on his more than twenty-years of experience in the music industry, his management of some of the music industry's most prominent artists, his vision for the management of the Estate's entertainment assets, and his unparalleled relationships with the Estate's current and prospective entertainment partners.

48. Attached as Exhibit Q is a 2016 email from Mr. McMillan to Mr. Carter seeking Mr. Carter's assistance in getting Mr. McMillan's daughter's music onto Spotify. Attached as Exhibit R is an April 6, 2017 email from Mr. McMillan to Mr. Carter at Mr. Carter's Spotify email address. Attached as Exhibit S is a news article from Variety's website announcing the Estate's hiring of "Spotify's Troy Carter." A similar article announced the appointment of "Spotify's Troy Carter" on Billboard's website.

[REDACTED]

50. The fact that Prince compositions (specifically the compositions under license by WBR) are available on the Spotify streaming service (as well as the Apple, Google, and Pandora services) [REDACTED]

[REDACTED]

[REDACTED] Spotify and the other streaming services began streaming Prince music prior to Comerica retaining Mr. Carter.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] Attached as Exhibit U is a September 14, 2017 letter from our counsel to the Nelsons' counsel (without the enclosures) regarding, [REDACTED]

[REDACTED]

54. [REDACTED]

[REDACTED]

[REDACTED] As a result, when parties wish to license, for example, rights to publish music that belongs to the Estate, the parties make that request to UMPG, UMPG sends the request to the Estate for approval, and, if approved, the Estate's portion of each license payment is used to [REDACTED]

55. On a weekly or more frequent basis, UMPG sends licensing requests for approval to us and Mr. Carter (so that he can advise whether the request is consistent with overall entertainment brand of the Estate and whether the compensation offered is sufficient), and we then send the requests to the Heirs for their input.

56. In total, we have reviewed and acted upon more than 140 licensing requests since Comerica’s appointment, approving requests when they are consistent with the brand and overall entertainment strategy of the Estate, and for which we have deemed the license fee sufficient, and when these conditions are not satisfied, denying the requests. Attached as Exhibit V is a chart showing these license requests.

57. [REDACTED]

58. Attached as Exhibit X is a February 5, 2017 Wall Street Journal article regarding the IRS’s position regarding the value of name, image, and likeness for the Michael Jackson estate.

[REDACTED] As discussed by Comerica’s counsel at the September 29 meeting, [REDACTED]

60. Until we learn the IRS and MNDOR’s positions, Comerica is not able to make distributions to the Heirs (as would be the case with any responsible fiduciary). Nor can the

Estate make distributions to the Nelsons under the guise of “compensation” when the Personal Representative has not requested or received any services from the Nelsons.

61. Once the IRS and MNDOR notify the Estate of their initial positions, we will

[REDACTED]

62. Although we have had discussions with the Heirs related to the Estate’s tax election under 26 U.S.C. § 6166, which allows (but does not require) the Estate to pay-off a portion of the Estate’s tax obligation over a 15-year period from Prince’s death, we were not indicating that it would take that long to close the Estate. The length of the administration of the Estate will depend on the IRS and MNDOR’s determinations of the amount of estate tax owed by the Estate and the ability of the Estate to generate sufficient cash to allow for an early pay-off of tax obligations, but we do not have any reason to believe that Estate will need to remain open for 15-years.

[REDACTED]

[REDACTED]

[REDACTED]

65. Exhibit G to the Petition is a June 27, 2017 letter from Michael Lythcott to Sharon Nelson that, prior to reviewing the Petition, Comerica had never seen. We certainly have not, and would not, agree to the provisions set forth in the June 27 letter, as it would improperly interfere with our independence.

66. We had preliminary discussions with the Heirs at the February 14 and June 27 Heirs meetings regarding whether the Heirs would be interested in meeting with third-party lenders or investors to generate cash for the Heirs during the administration of the Estate. Thereafter, the Heirs indicated that they were no longer interested in exploring the issue, and we have had no additional involvement with the Heirs' individual financial transactions, except to provide information to third-parties at the request of individual heirs (and only after those third-parties had executed non-disclosure agreements with the Estate).

67. In conversations with the Heirs, we have emphasized that they are free to engage in any transactions they wish related to their expectancy interests in the Estate, but that they should exercise caution, particularly in light of uncertainty of when the assets of the Estate will be distributed to the Heirs.

68. Attached as Exhibit Y are copies of tweets by the Nelsons and Mr. McMillan accusing the Personal Representative of being "evil," having "lied" and engaged in "deceit," and operating a "Plantation."

69. Attached as Exhibit Z is a copy of the agenda for the January 31, 2017 Heirs meeting.

70. Attached as Exhibit AA is a true and correct copy of the minutes from the February 14, 2017 Heirs meeting.

71. Attached as Exhibit BB is a true and correct copy of the minutes from the February 28, 2017 Heirs meeting.

72. Attached as Exhibit CC is a true and correct copy of the minutes from the March 14, 2017 Heirs meeting.

73. Attached as Exhibit DD is a true and correct copy of the minutes from the March 28, 2017 Heirs meeting.

74. Attached as Exhibit EE is a true and correct copy of the minutes from the April 11, 2017 Heirs meeting.

75. Attached as Exhibit FF is a true and correct copy of the minutes from the April 25, 2017 Heirs meeting.

76. Attached as Exhibit GG is a true and correct copy of the minutes from the May 9, 2017 Heirs meeting.

77. Attached as Exhibit HH is a true and correct copy of the minutes from the May 23, 2017 Heirs meeting.

78. Attached as Exhibit II is a true and correct copy of the minutes from the June 6, 2017 Heirs meeting.

79. Attached as Exhibit JJ is a true and correct copy of the minutes from the June 27, 2017 Heirs meeting.

80. Attached as Exhibit KK is a true and correct copy of the minutes from the July 18, 2017 Heirs meeting.

81. Attached as Exhibit LL is a true and correct copy of the minutes from the August 1, 2017 Heirs meeting.

82. Attached as Exhibit MM is a true and correct copy of the minutes from the August 22, 2017 Heirs meeting.

83. Attached as Exhibit NN is a true and correct copy of the minutes from the September 5, 2017 Heirs meeting.

84. Attached as Exhibit OO is a true and correct copy of the minutes from the September 28, 2017 Heirs meeting.

85. Attached as Exhibit PP is a true and correct copy of the minutes from the October 10, 2017 Heirs meeting.

86. Attached as Exhibit QQ is a true and correct copy of the minutes from the November 7, 2017 Heirs meeting.

I declare under penalty of perjury that everything I have stated in this document is true and correct. Signed this 10th day of November, 2017, in Oakland County, Michigan.

Andrea Bruce

Andrea Bruce

EXHIBIT A
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

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**Comerica Bank & Trust, N.A.
Response to the
Request for Proposal for the Prince Estate**

September 28, 2016

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I. Responses to Specific Questions in Request for Proposal

Team Approach – Balancing Professional Fiduciary Oversight with Beneficiary Collaboration

How you would propose to work with the family, both practically, as well as legally? Please address the scope of input you would be willing to allow the family, and how you would take that input.

If appointed Executor, Comerica realizes that one of its main fiduciary duties is to preserve and protect the estate assets *on behalf of and for the benefit of* the heirs. To do so, Comerica must understand the needs and desires of the heirs. Comerica further realizes that Prince's estate is an extraordinarily unique estate with a legacy value that cannot be measured in dollars. Preserving and growing that legacy requires the personal insight of the heirs.

Therefore, Comerica considers consistent communication between the Bank and the heirs of critical importance. The Comerica estate settlement team will employ a robust communication style with the heirs and their advisors. Toward that end, Comerica proposes monthly meetings among the heirs and the Comerica team with an Agenda to be circulated prior - noting status and pending issues. Heirs should review the Agenda in advance and, to the extent possible, submit questions/issues in advance so that a meaningful discussion can take place at the meeting.

Please identify any issues you would need substantial discretion on as well. If you could start to put legal form to this it would be helpful.

Comerica suggests that it be given substantial discretion in gathering and reporting the values for the estate tax returns which are due in January 2017. Also, Comerica suggests that it be given substantial discretion in managing the timeline for settling Prince's estate. That includes directing the focus and efforts of the professionals involved and the heirs to ensure that hard legal and tax deadlines are met.

Would you include the heirs as voting advisors, or another structure? How would they function and how would you propose they vote on matters.

Comerica proposes that the heirs function in a non-binding advisory role with respect to decisions impacting Prince's legacy and to the form that the distribution of assets will eventually take. The heirs will have the opportunity to express their opinions by voting at the monthly meetings. Votes by the heirs will be strongly considered and given significant and serious weight; however, decisions will not be made *solely* on the basis of the heirs's votes, as this would be an abdication of Comerica's fiduciary responsibility.



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How would you deal with any disputes among the heirs?

In the face of active dissent around an issue of significant magnitude, Comerica will petition the court for instruction. Prior to doing so, all reasonable efforts will be made to reach consensus and all parties should understand that there will be minor decisions throughout the process for which consensus will not be reached. Should the heirs desire to supplant Comerica's authority and responsibility as Executor, we should explore appointing the heirs (or their designees) as special or directed Co-Executors as to the class of issues in question so that they can formally undertake that responsibility and liability.

How you would propose to manage the entertainment assets?

Due to the specialized nature of the entertainment assets, Comerica would retain outside expertise to provide guidance on the evaluation, management, and monetization and commercial optimization of these assets. Input from the heirs would be sought and considered as outlined above.

In managing the entertainment assets, Comerica would conduct the due diligence necessary to inventory and evaluate the entertainment catalog including previously-released works, unreleased works, recording and publishing copyrights, brands, images, film residuals and other related assets. In addition, Comerica would gather and review existing contracts affecting these assets, such as any joint venture agreements, music publishing agreements, or other similar agreements that may be in place.

Comerica will coordinate the analysis and valuation of these assets using carefully vetted and selected, qualified third-party appraisers who will undertake the valuation process in accordance with estate tax reporting requirements. If a valuation firm has already been retained, Comerica will endeavor to work with that firm after conducting the necessary due diligence.

Prior to distribution of the entertainment assets to the heirs, Comerica will work closely with the heirs and their advisors to develop the appropriate strategies and structure for ownership and disposition from the estate. This may include forming LLCs or other ventures which can define and clarify the manner in which the heirs will work together and make decisions as co-owners of these assets once they are outside of the probate estate.

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Please address additional issues that you think need to be addressed to give the heirs necessary information to make the best informed choice.

If the heirs are contemplating whether to appoint an individual, law firm, bank or trust company to serve as fiduciary, they may wish to consider that the law generally holds corporate fiduciaries such as Comerica Bank & Trust, N.A. to a higher standard of care in performing their duties. Corporate fiduciaries are expected to have a significantly higher degree of expertise in probate and trust matters than individuals. Banks and trust companies are subject to continuing supervision by state and/or federal regulators to ensure they adhere to the highest standards of fiduciary conduct and integrity.

It should also be noted that because an individual fiduciary may actually need to retain a bank or trust company to assist with various matters, appointing an individual as fiduciary does not necessarily translate into cost savings.

In addition, Comerica understands that real property assets may comprise approximately \$40 - \$60 million of the estate. Proper management of real estate interests—residential, commercial, agricultural or mineral—is becoming increasingly complex and time-consuming. Comerica has a robust trust real estate group with six seasoned trust property managers located in various markets across the United States, including two serving the Midwest. Our trust real estate property managers provide expert maintenance and disposition of real estate assets held in a fiduciary capacity. We sell over 100 properties per year and administer 150 leases on commercial, residential and agricultural properties combined. Comerica is therefore uniquely qualified to handle all aspects of trust real property management and oversight for properties located within the United States and worldwide.

Efficient Use of Resources

If you could propose how you would deal with counsel for the heirs, the amount of input you would be willing to allow them to assist in the administration and closing of the estate. As discussed, tapping the expertise of the existing counsel is a way to minimize unnecessary costs. To what extent would you feel comfortable working with the current heir counsel, either as *ad hoc* or actual lawyers to the estate?

Comerica understands that the heirs have already engaged experienced and competent counsel and that counsel has already vetted key issues in the settlement of Prince's estate. Comerica does not wish to "reinvent the wheel." Because of the quickly approaching estate tax deadline, Comerica will need to deploy appropriate resources as soon as possible to meet those tax deadlines. This will require taking advantage of the work already completed by counsel for the heirs whenever possible.

Comerica is committed to settling Prince's estate in a timely and cost efficient manner. Therefore, while Comerica will retain counsel to represent the Bank as fiduciary, assuming there are no conflicts of interest, Comerica is willing to consider utilizing counsel for the heirs on an issue-by-issue basis.

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Proposed Law Firms

Provide a list of proposed law firms that would represent you in the case you were retained. In addition, how would you work with them to minimize duplication of existing efforts and minimize legal costs?

Below are our initial recommendations for law firms for representation should Comerica be retained:

- Maslon, LLC in Minneapolis: Our Minneapolis team has worked extensively with Mike Sampson, who was co-chair of the committee that drafted the Minnesota Trust Code, and Julian Zebot, who is their primary trust/estate litigation attorney and who is very familiar with the Minnesota probate courts and they with him.
- Holland & Knight: Our team has also worked with this firm in many states. Comerica would recommend retaining Holland & Knight as they are generally regarded as one of the top three estate planning firms in the country.

Heirship Issues

If you could put suggestions about how to potentially leave the Special Administrator engaged to finalized the issues of heirship; which should be completed by mid-December.

Comerica does not believe it is necessary to leave Bremer Trust in place until the heirship issues are resolved in mid-December. However, to bring Comerica up to speed as efficiently as possible on the heirship issues, Comerica would suggest at least initially consulting with the counsel that Bremer Trust utilized to understand these issues.

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II. Fee Proposal

Our standard fee schedule is attached. In recognition of the uniqueness of this estate, we would propose a flat fee of \$1,500,000 for the first year of estate administration and would waive professional time fees that are a part of our regular fee schedule. The fees in subsequent years of the estate administration would be assessed based on the assets remaining in the estate at a rate of .30% (30 basis points) of market value.

III. Your Team:

Included at the end of this proposal are the biographies of the Comerica Midwest team that would work with Prince's heirs. The four professionals assigned to this relationship have 53 years of combined service with Comerica and 78 years of combined service in the trust and investment industry.

IV. Comerica Bank & Trust, N.A. Capabilities

- Comerica Bank & Trust, N.A. is a federally chartered bank and is a subsidiary of Comerica, Incorporated which is one of the 25 largest banking institutions in the country with the resources to handle large, complex estates. Comerica's Alliance division has 90 dedicated employees who work only with Financial Advisors, utilizing the resources 250 specialists from the traditional side of the bank. This structure allows us to rely on the bank's knowledge and expertise in the management of unique assets, complex tax issues and real estate, while maintaining a high touch, efficient and boutique-like experience for the beneficiaries and heirs.
- Comerica's Estate Settlement Team of licensed attorneys works exceptionally well with beneficiaries from different backgrounds. We firmly believe that proactive communication and transparency around timelines and fees is critical to an efficient, professional and harmonious estate settlement process. Comerica's Estate Settlement Team does not shy away from difficult issues and sets reasonable expectations. Comerica understands that most heirs have never been through the estate settlement process and that the process can be overwhelming in the aftermath of a personal loss. Comerica's Estate Settlement Team approaches all interactions with the heirs with this in mind.

Comerica's Estate Settlement Team of 18 professionals in locations across the country has 341 years of combined service with Comerica Bank & Trust, N.A. - of which 187 years is in the Estate Settlement Department.

- In Los Angeles, Comerica's Entertainment Group and Comerica's Private Banking Entertainment Group specializes in working with individuals and complex assets in the music and entertainment industry. This group would be leveraged where appropriate for additional oversight of the management of the entertainment assets. Comerica's Entertainment Group has a wide range of contacts in the industry to assist in the detailed work of valuation, management and monetization of entertainment assets. The Entertainment Group's capabilities and knowledge regarding these types of assets would be instrumental in the administration of an estate such as this to ensure there is liquidity to pay for estate taxes.

The logo for Comerica, featuring the word "Comerica" in a stylized, serif font inside a dark, rounded rectangular box with a light border.

Wealth Management

comerica.com

- Comerica Bank & Trust, N.A. has a full service trust office in Minneapolis staffed by three trust advisors with over 60 years of combined trust experience, and each of these advisors has long-standing employment with Comerica. Along with the estate administrator, the trust advisors would be fully engaged in providing consistent and transparent communication to all beneficiaries. Angela Aycock and Andrea Bruce would provide additional administrative support and are located in Metro Detroit. Both Angela and Andrea have experience settling multiple estates in Minnesota.
- Comerica's Unique Assets Group has experience with trusts and estates for musicians, songwriters, composers, screenplay writers and others in the entertainment industry. The Group is familiar with and positioned to handle the specialized requirements associated with assets and rights specific to these circumstances. The Unique Assets Group also provides comprehensive oversight of real property and closely held investment administration. The Group is comprised of six regionally located property managers and four closely held business specialists, plus support staff, who serve trusts located in all markets across the United States. Comerica Bank & Trust, N.A. has also settled US estates for US residents/citizens with business and/or real estate interests in various foreign countries.
- Comerica Bank & Trust, N.A. colleagues are experienced in vetting and retaining appropriately qualified estate tax attorneys to both comply with all required tax filings and to maximize tax strategies for the benefit of complex estates. Comerica also maintains an in-house CPA who has prepared thousands of estate fiduciary income tax returns and an in-house attorney who is an estate tax specialist. If desired, outside professional advisors can be utilized to prepare tax returns and Comerica Bank & Trust, N.A. will review and sign off as trustee.

Comerica**Wealth Management**

comerica.com



Polly Magoun
Comerica Bank & Trust, N.A.
Two Mid America Plaza
Oakbook Terrace, IL 60181
[REDACTED]
Email: PMagoun@Comerica.com

Polly is a Trust Specialist responsible for developing trust and estate relationships throughout the Midwest region.

Polly was born and raised in the Chicagoland area. She received her undergraduate degree from the University of Wisconsin, Madison and received her MBA from Thunderbird, The American Graduate School of International Management. She is a Certified Trust Financial Advisor.

Polly has 17 years business development/consulting experience in the Financial Services industry starting out as a Financial Advisor at Smith Barney. She was a Vice President for Northern Trust and Johnson Bank responsible for developing new trust and investment relationships leading with estate planning solutions to individuals, business owners and non-profits. She has been with Comerica Bank & Trust, N.A. since 2009.

Polly lives in Chicago and currently serves on the Salvation Army Planned Giving Committee in Chicago.

Comerica**Wealth Management**

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Angela W. Aycock
Comerica Wealth Management
411 W. Lafayette, 2nd Floor
Detroit, MI 48226
[REDACTED]
Email: AWAYcock@Comerica.com

Angela is a Trust and Estate Officer in Comerica's Detroit office, where she administers complex and high net worth estates through the post-death settlement process.

A Midwest native born and raised in Indiana, Angela attended Taylor University in Upland, Indiana where she graduated cum laudè with a Bachelor of Arts degree. Angela earned her juris doctor degree from Wake Forest University School of Law.

Angela joined Comerica in 1999 and has spent her entire Comerica career as an attorney in the Bank's estate settlement department. This committed focus has allowed Angela to develop an expertise for complex and challenging estates. Prior to joining Comerica, Angela worked as an attorney for the Michigan Court of Appeals in the Court's Prehearing Division.

Angela and her husband Dave live in Oxford, Michigan and enjoy all the activity and excitement of raising twin sons. They actively support and serve Hope Adult Shelter and the local Blessings in a Backpack organization, which provides at risk students with nutritious meals outside of the school week.

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**Andrea L. Bruce, CFP®**

Comerica Fiduciary Services & Trust Operations

3551 Hamlin, 4E MC 2393

Auburn Hills, MI 48326

Email: ABruce@Comerica.com

Andrea is Vice President and Manager of Comerica Trust's Unique Assets Department, overseeing a team that manages a \$1 billion portfolio of trust-owned special assets, including private company and closely held business interests, real properties, royalties, and other special assets.

Born and raised in Michigan, Andrea attended the University of Michigan-Dearborn, where she graduated magna cum laude with a Bachelor of Business Administration Degree. In 1999, she earned a Masters of Business Administration degree from Wayne State University in Detroit, Michigan. Andrea continued her post-graduate studies to earn the designation of Certified Financial Planner in 2004.

Ms. Bruce joined Comerica Bank in 1994 as a commercial credit analyst, served as a commercial lender from 1996 -1997, and moved to the Wealth Management division in 1997, serving in positions of increasing scope and responsibility since.

Comerica**Wealth Management**

comerica.com



Jurgen Hasenpflug
Comerica Bank & Trust, N.A.
33 South 6th Street, Minneapolis, MN 55402
[REDACTED]
Email: JHasenpflug@Comerica.com

Jurgen is as a Trust Advisor in the Minneapolis office of Comerica Bank & Trust, N.A., where he focuses on the administration of personal trusts.

A native of Germany, Jurgen attended Philipps-Universität Marburg for three years before completing his undergraduate education at the University of Minnesota. He received his Master's degree from The Ohio State University and his law degree from the William Mitchell College of Law, graduating cum laude. While at William Mitchell, Jurgen served as research and teaching assistant to Professor Donna Byrne. Jurgen recently returned to Minnesota after spending seven years in Delaware, where he served on the Trust Act Committee of the Delaware Bar, which is the body charged with drafting all trust-related legislation in Delaware.

Before joining Comerica, Jurgen worked in various roles at three other financial institutions. He has almost 20 of years' experience in the areas of banking and trust.

Estate Administration

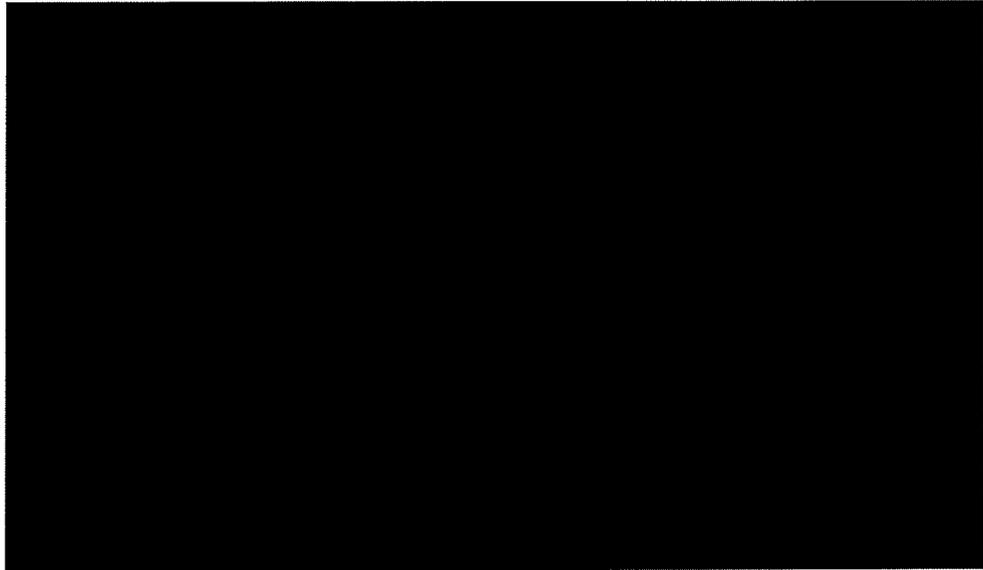
Serving as Estate Trustee, Estate Agent or Personal Representative, Comerica’s duties include collecting and safeguarding assets, providing for the payment of debts and expenses, keeping all interested parties fully informed of action taken and progress made, managing estate investments, overseeing the filing and paying of income, estate and inheritance taxes, and distributing the assets of the estate in accordance with the terms of the governing document. The total estate settlement fee has two components:

Market Value Fee:

Professional Time Fee:

Professional Time Rates:

Specialty Asset Services:



The Market Value component of this fee schedule includes investment monitoring and oversight during the estate settlement process unless active investment management is required. This includes identifying and liquidating assets as appropriate to pay taxes, pay estate expenses and specific cash bequests. This fee is calculated on the value of the estate/trust as of the date of death and pro-rated over the first twelve months following the date of death and charged to the account monthly. If the estate settles in less than twelve months any remaining balance of the first year market value fee will be charged prior to final distribution. If the estate settlement period is greater than twelve months, an annual fee of 1.25% of the fair market value of assets remaining in the settlement account(s) will be pro-rated and charged to the account(s) on a monthly basis until final distribution.

Account is subject to a first year minimum annual fee of \$6,000 and \$3,000 minimum annual fee thereafter.

Professional Time fees and Specialty Asset Services fees shall also be billed monthly and charged to the account.

In addition to the foregoing fees, brokerage commissions and other trading costs for trading activity will be charged to the account as incurred.

Disclosures

In addition to the above fees, Comerica affiliates may receive, from certain mutual funds, up to 33 basis points (0.33%) of the amount invested in a mutual fund as compensation for providing administrative, shareholder or similar services. Comerica does not credit accounts for these fees, regardless of the mutual fund or provider. The fees and related expenses charged to each fund are described in the prospectus for the respective fund.

In addition to the administrative, shareholder or similar servicing fees described above, Comerica affiliates may receive payments of 25 basis points (0.25%) from Munder Capital Management, which is applied in full against the trust account fee, thereby reducing the fee Comerica would otherwise receive from your account by the amount of the payment received from Munder. Applicable Munder mutual funds include: Growth Opportunities Fund, Large Cap Value Fund, Micro-Cap Equity Fund, Mid-Cap Core Growth Fund, Veracity Small Cap Value Fund, and International Equity Fund.

Comerica does not guarantee investment results in its fiduciary accounts. Where non-deposit investment products are used, such investment products are not insured by the FDIC; are not deposits or other obligations of Comerica and are not guaranteed by Comerica; and are subject to investment risks, including possible loss of the principal invested.

Initial

Date

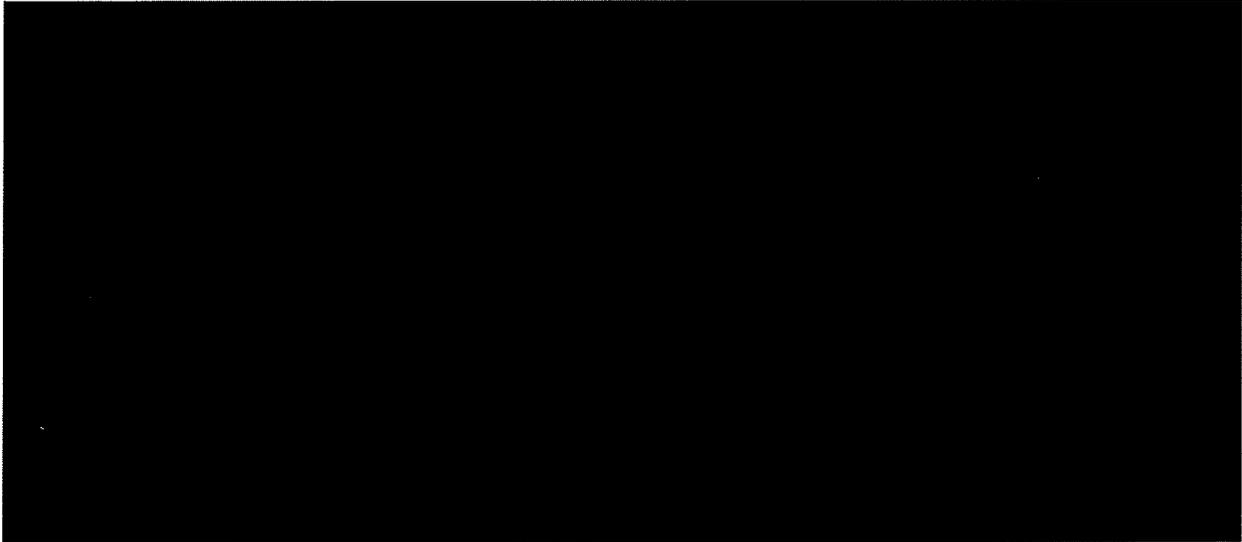
EXHIBIT B
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

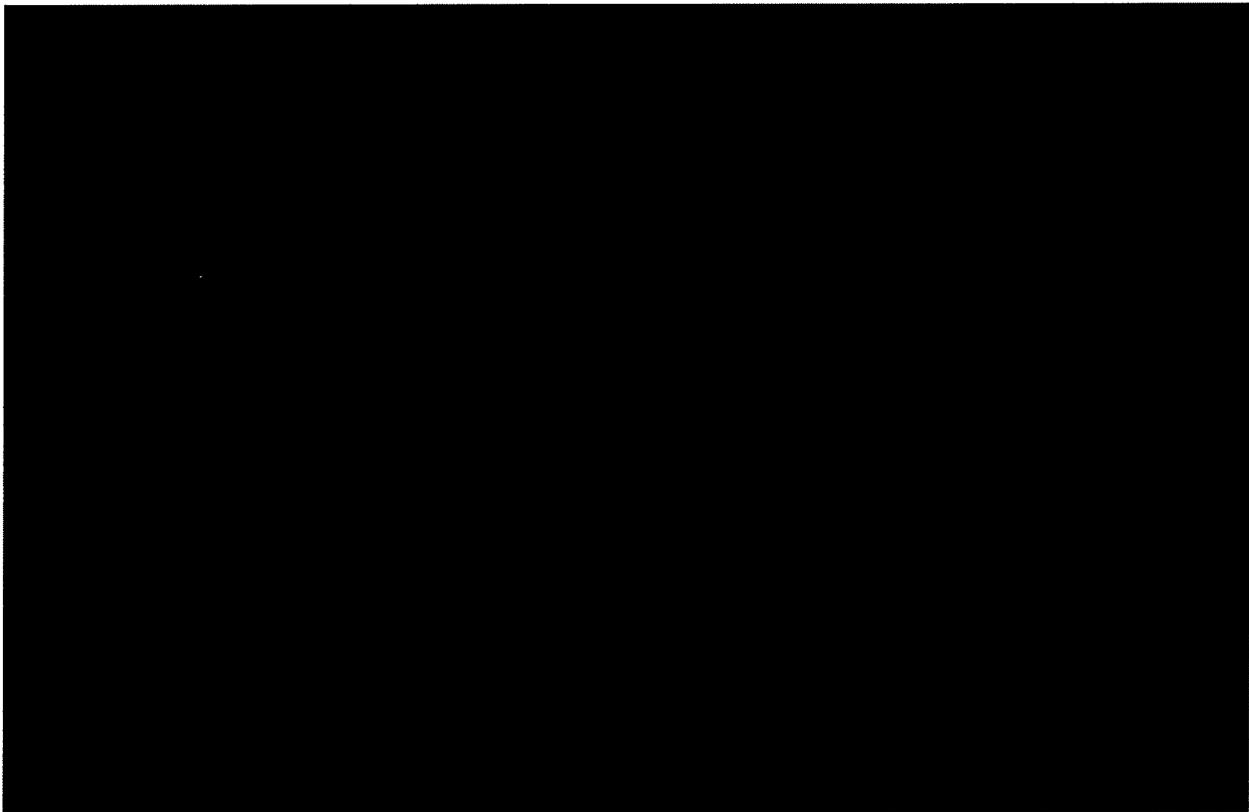
Privileged and Confidential

**Report of Archive Consultant [REDACTED] on the Condition and Preservation
of the Media and Other Assets in the Estate of Prince Rogers Nelson**

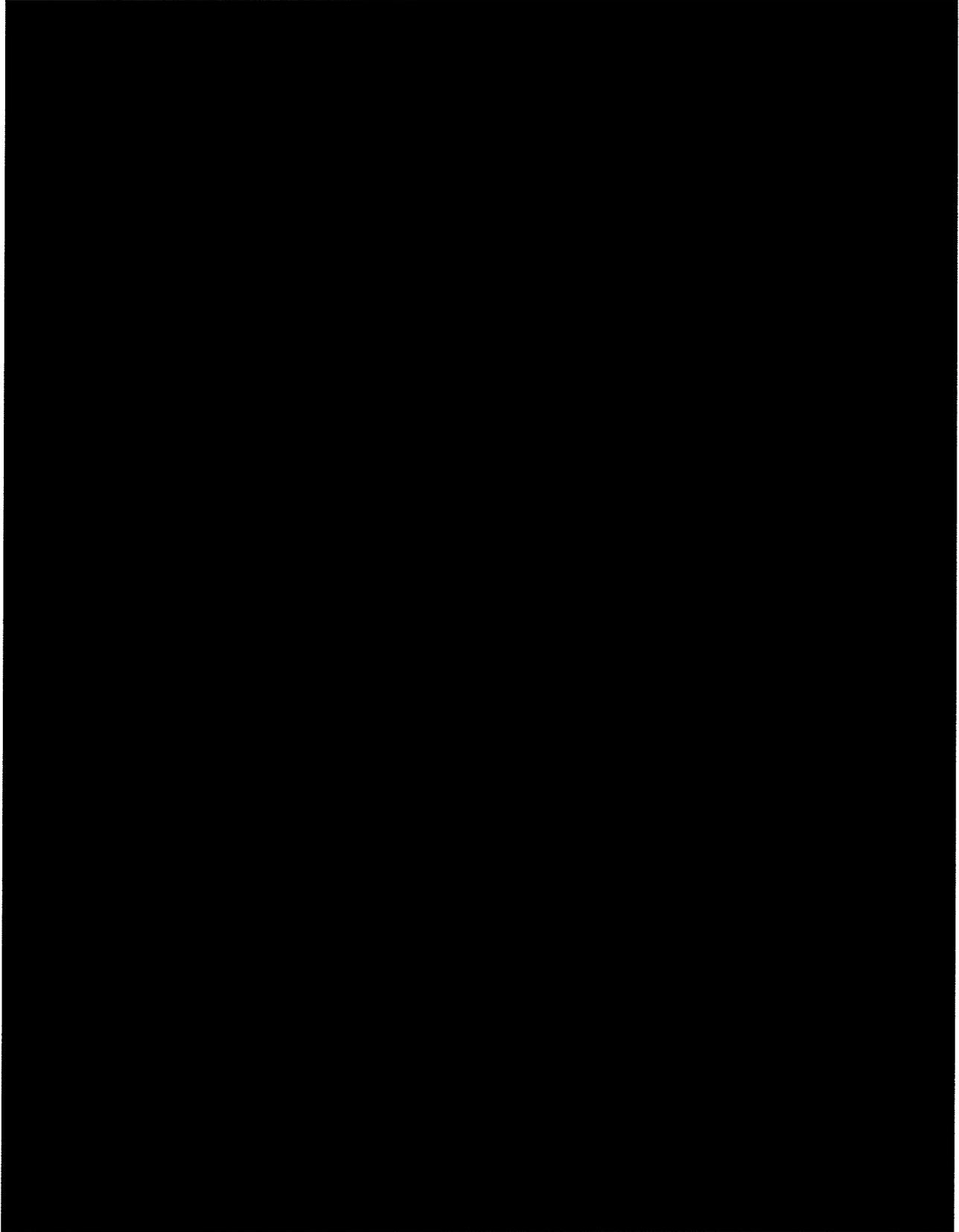
Executive Summary



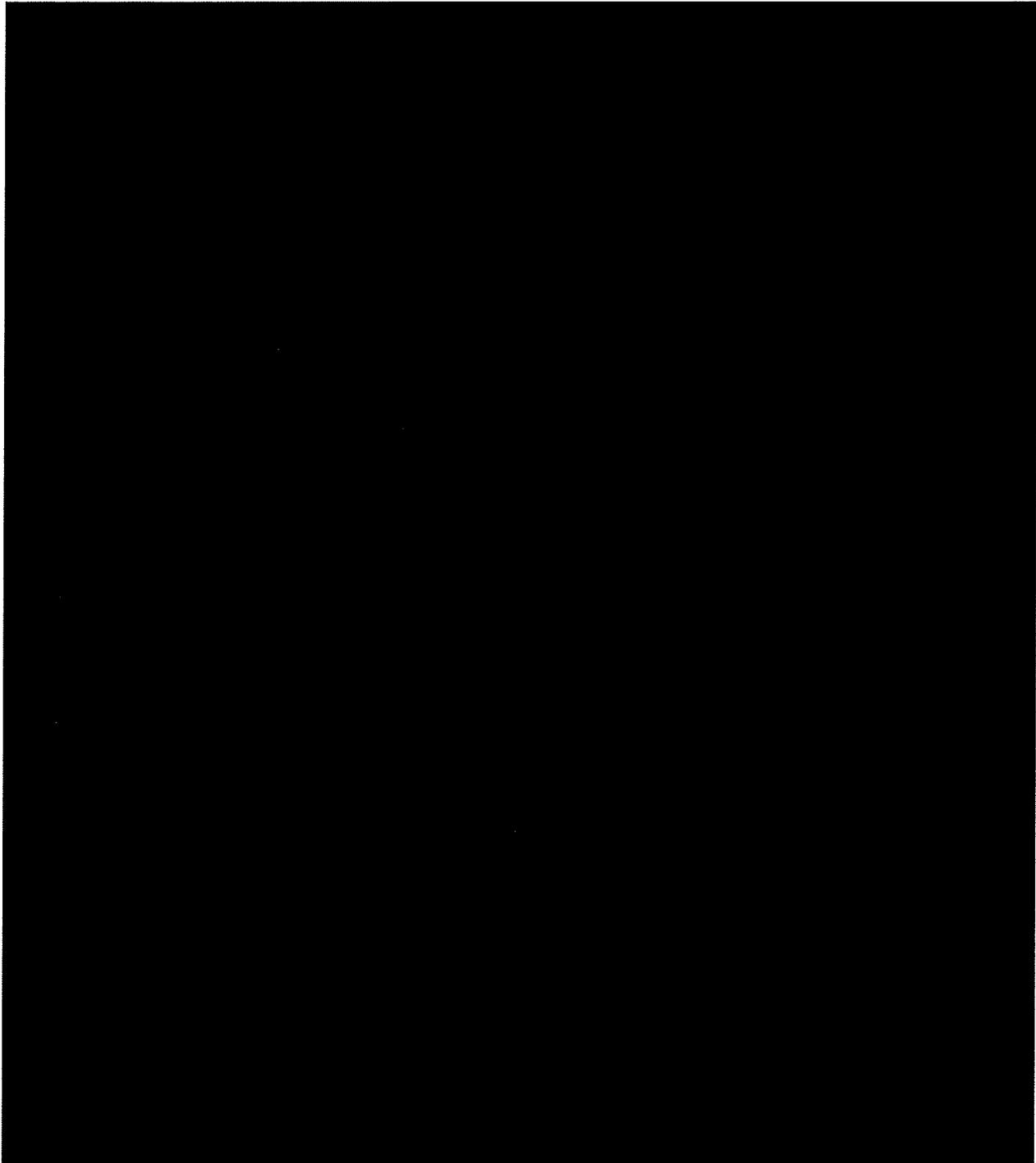
Key Findings



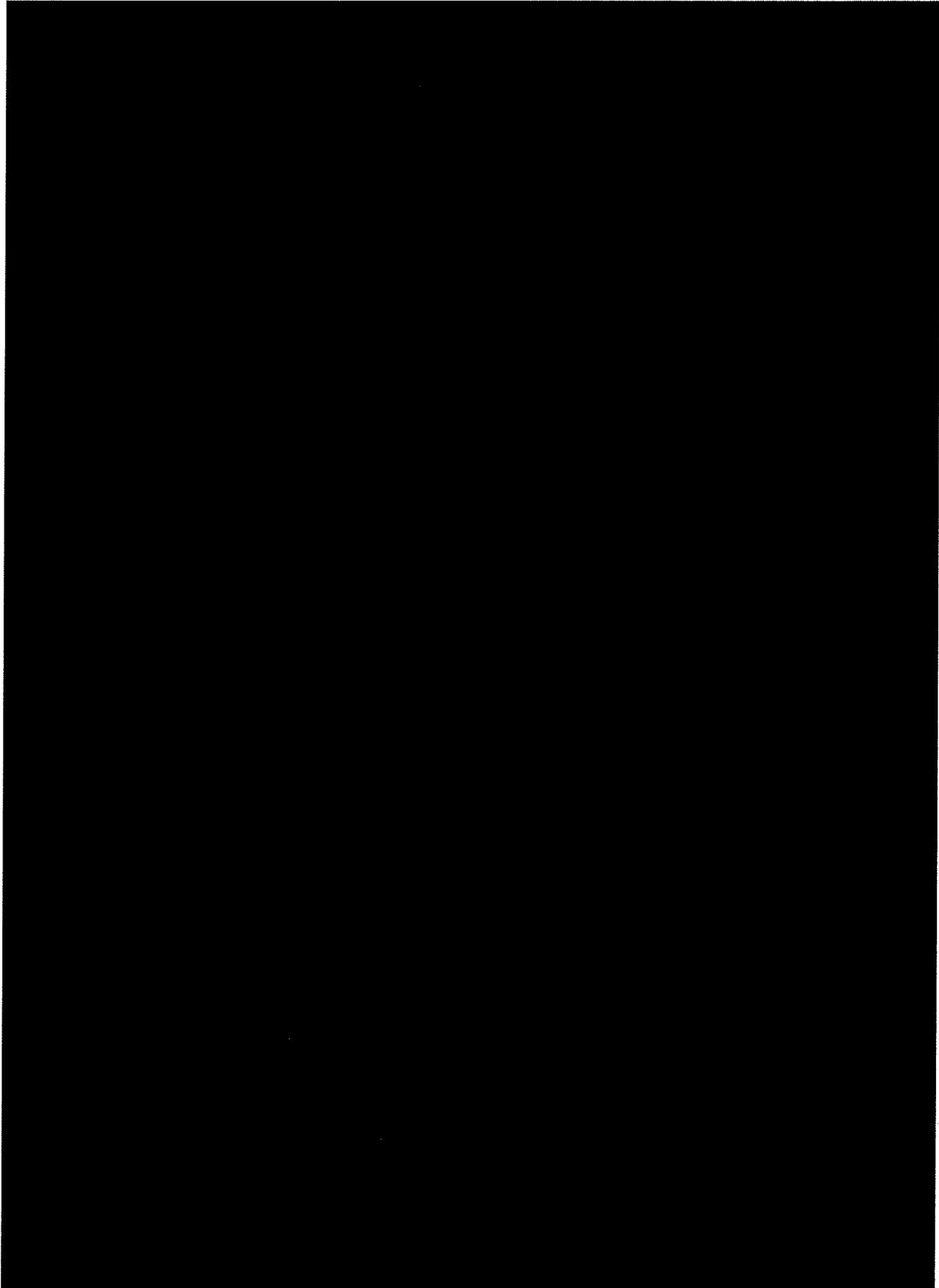
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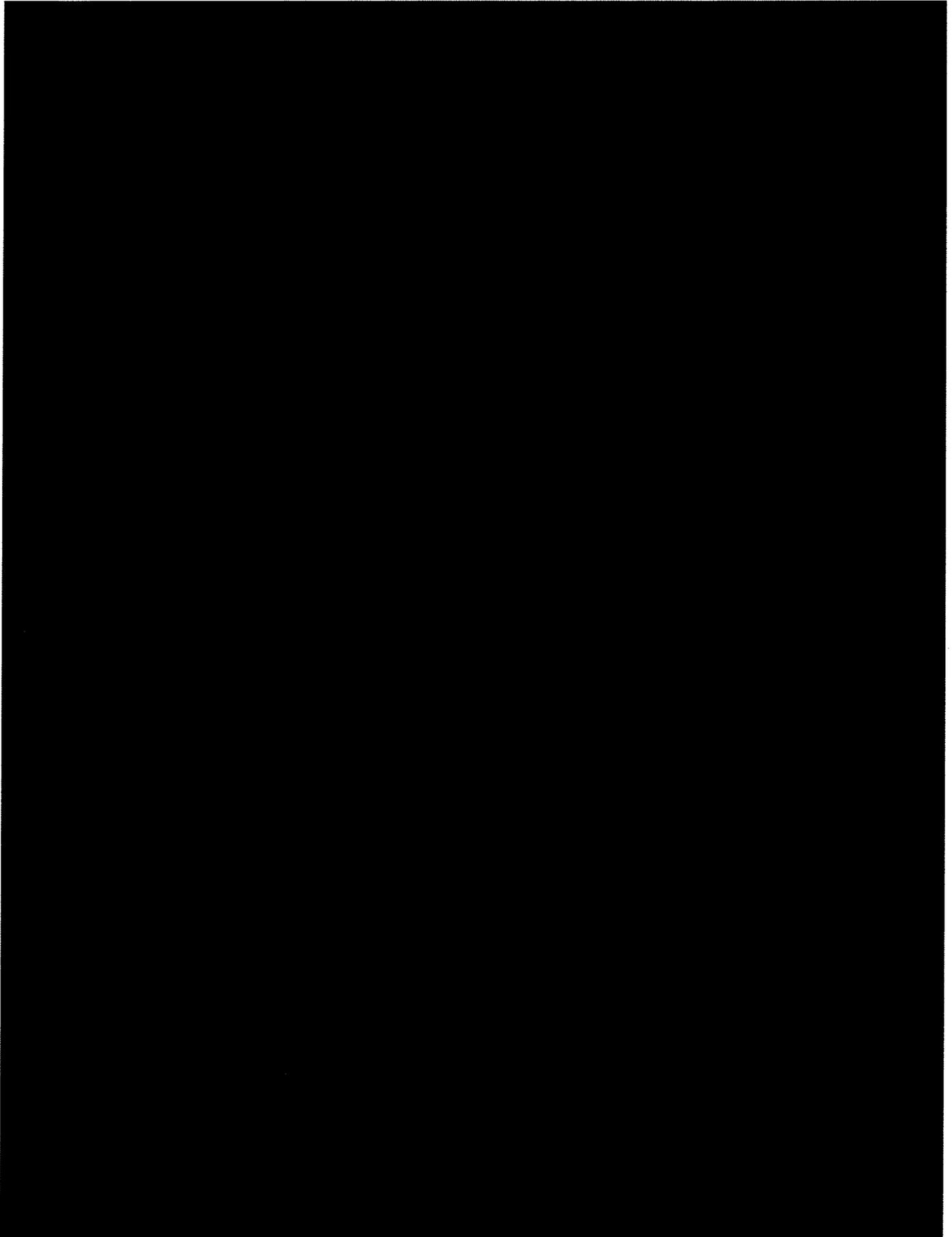
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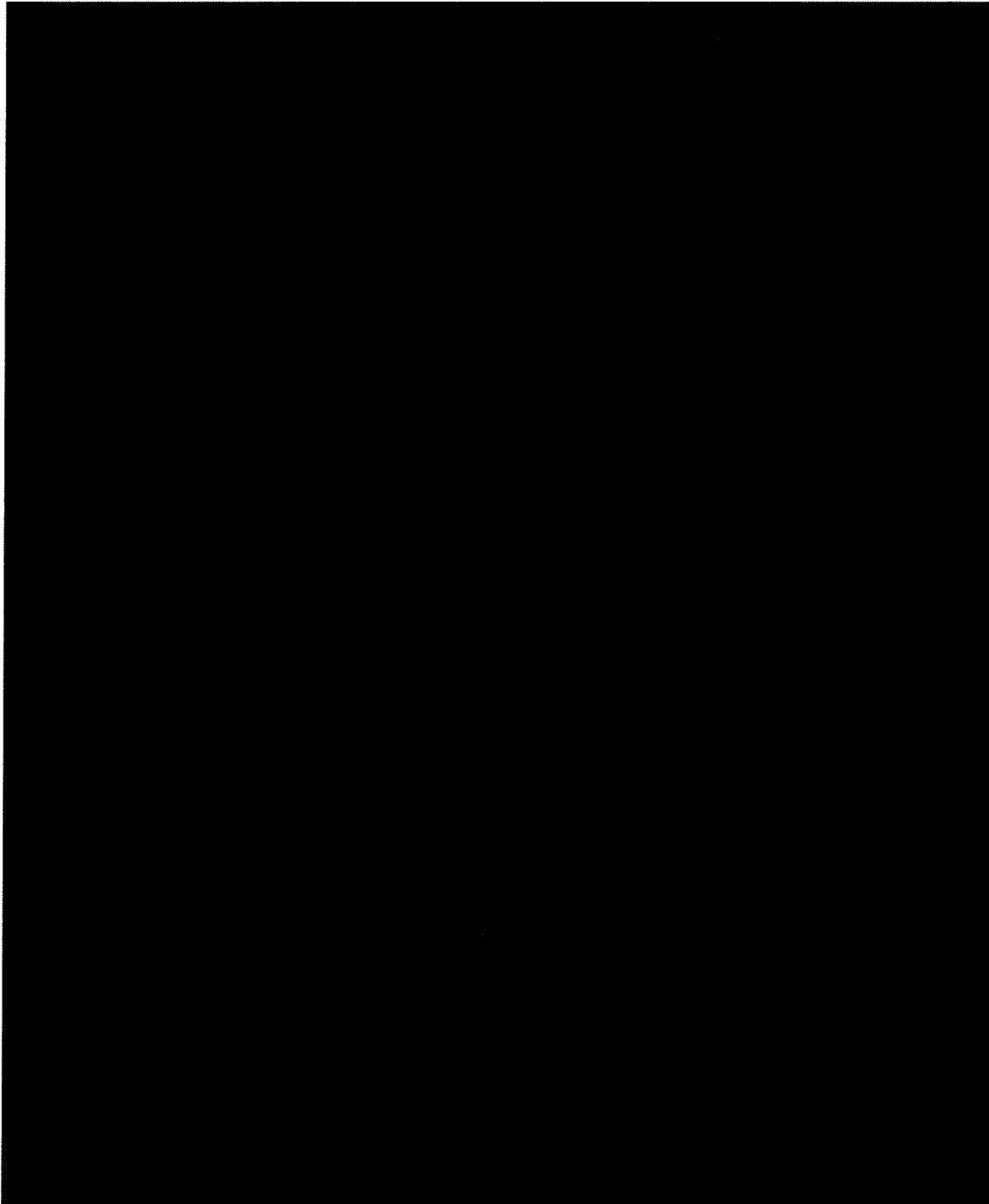
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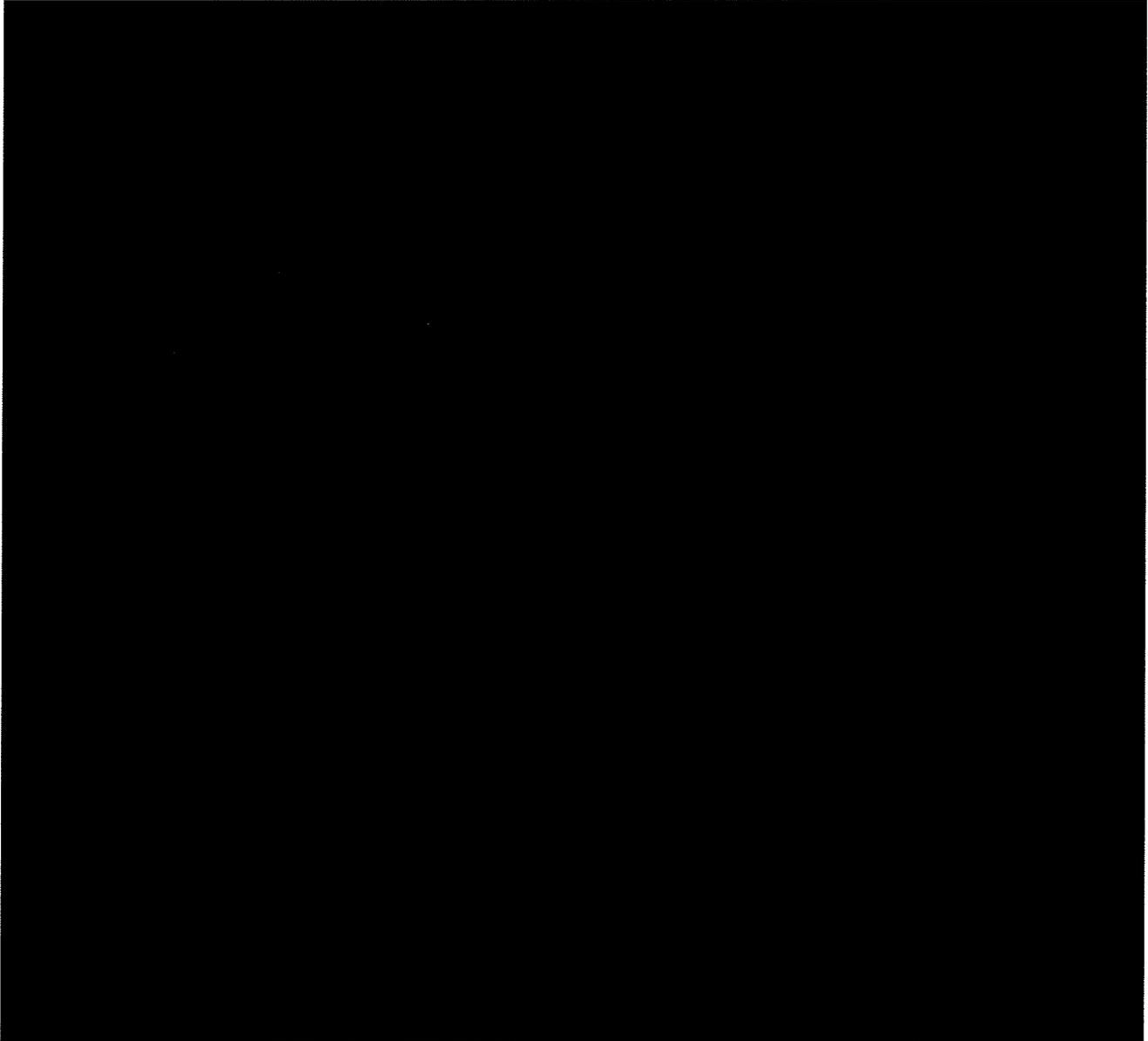


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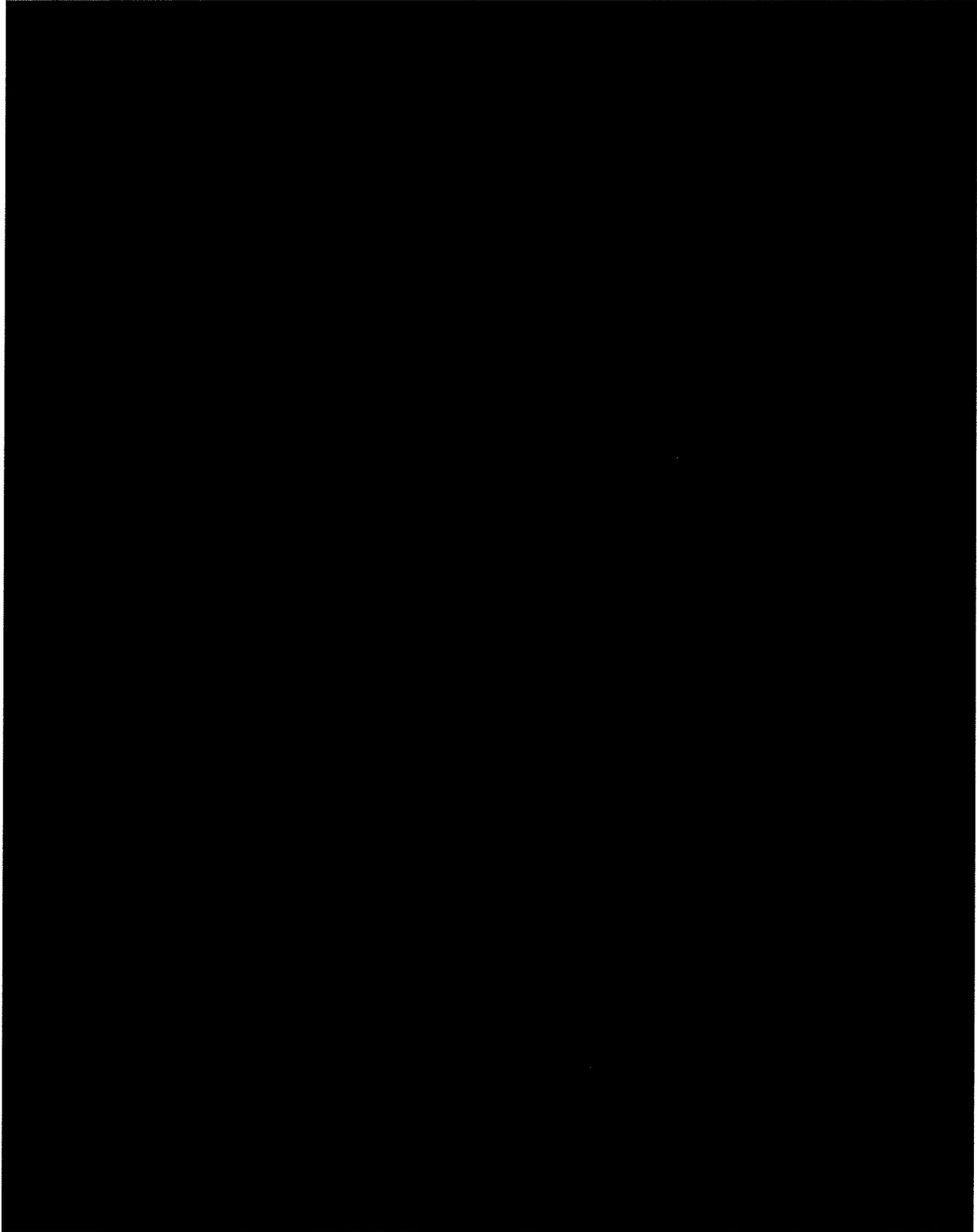


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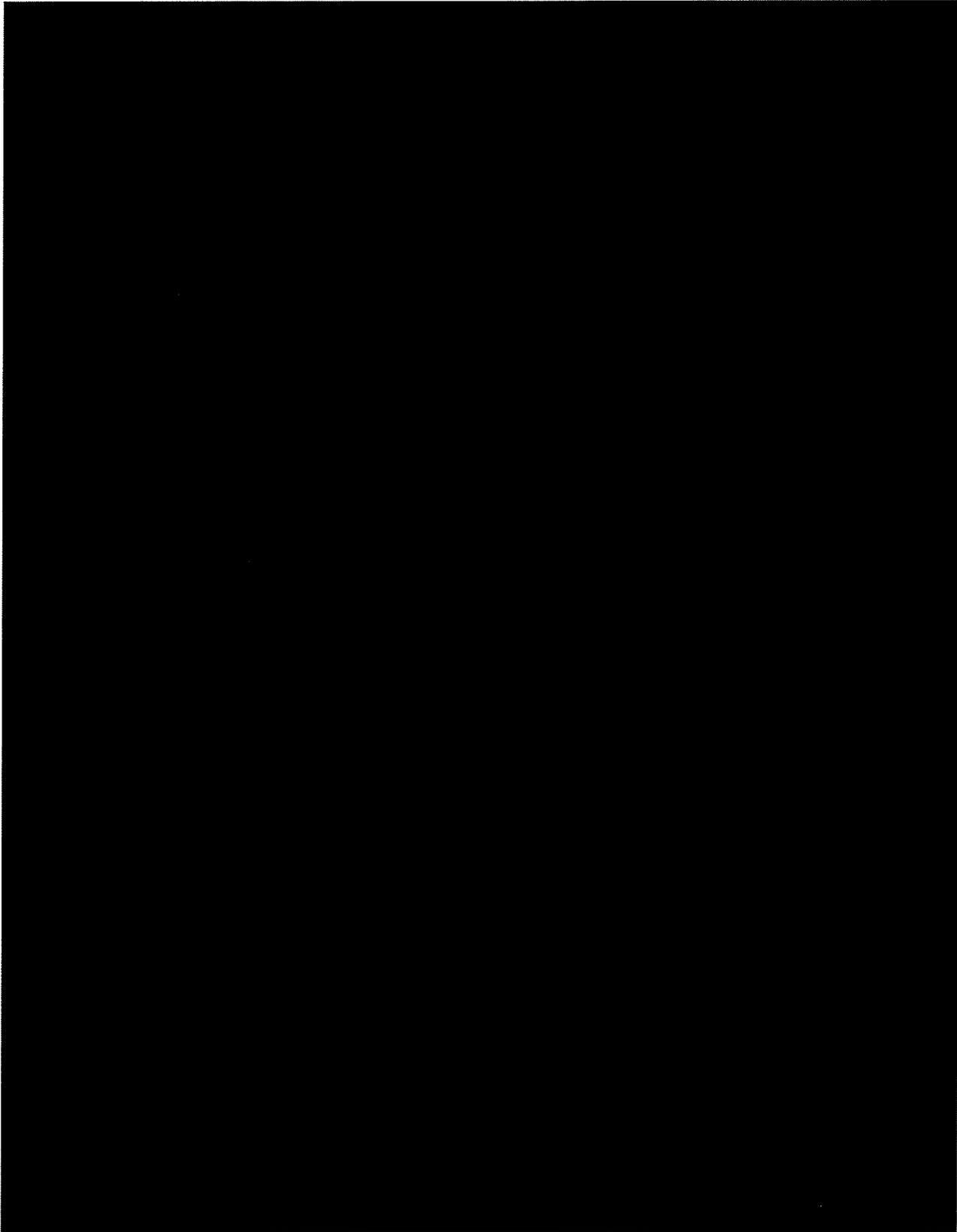
Vault Contents



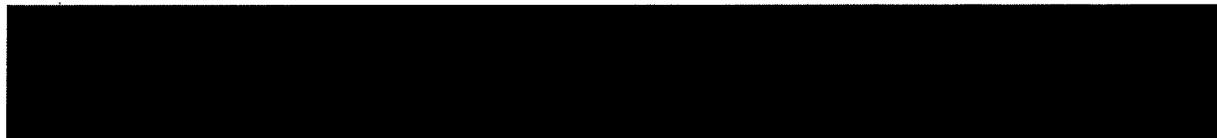
Privileged and Confidential



Privileged and Confidential



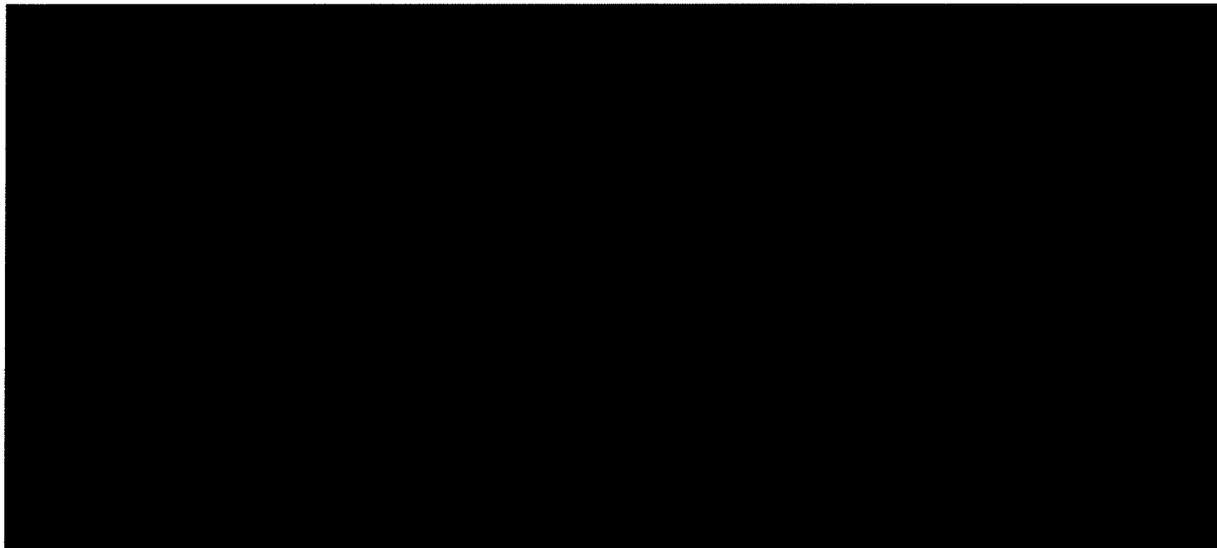
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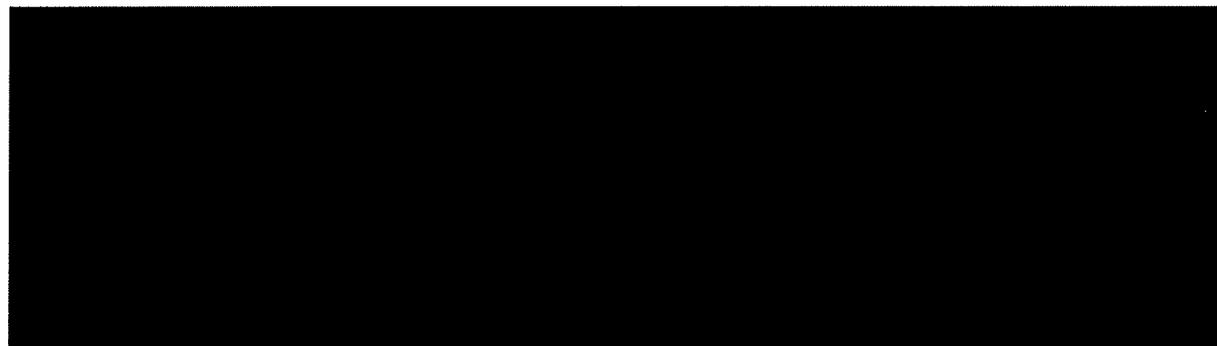
HVAC Systems at Paisley Park



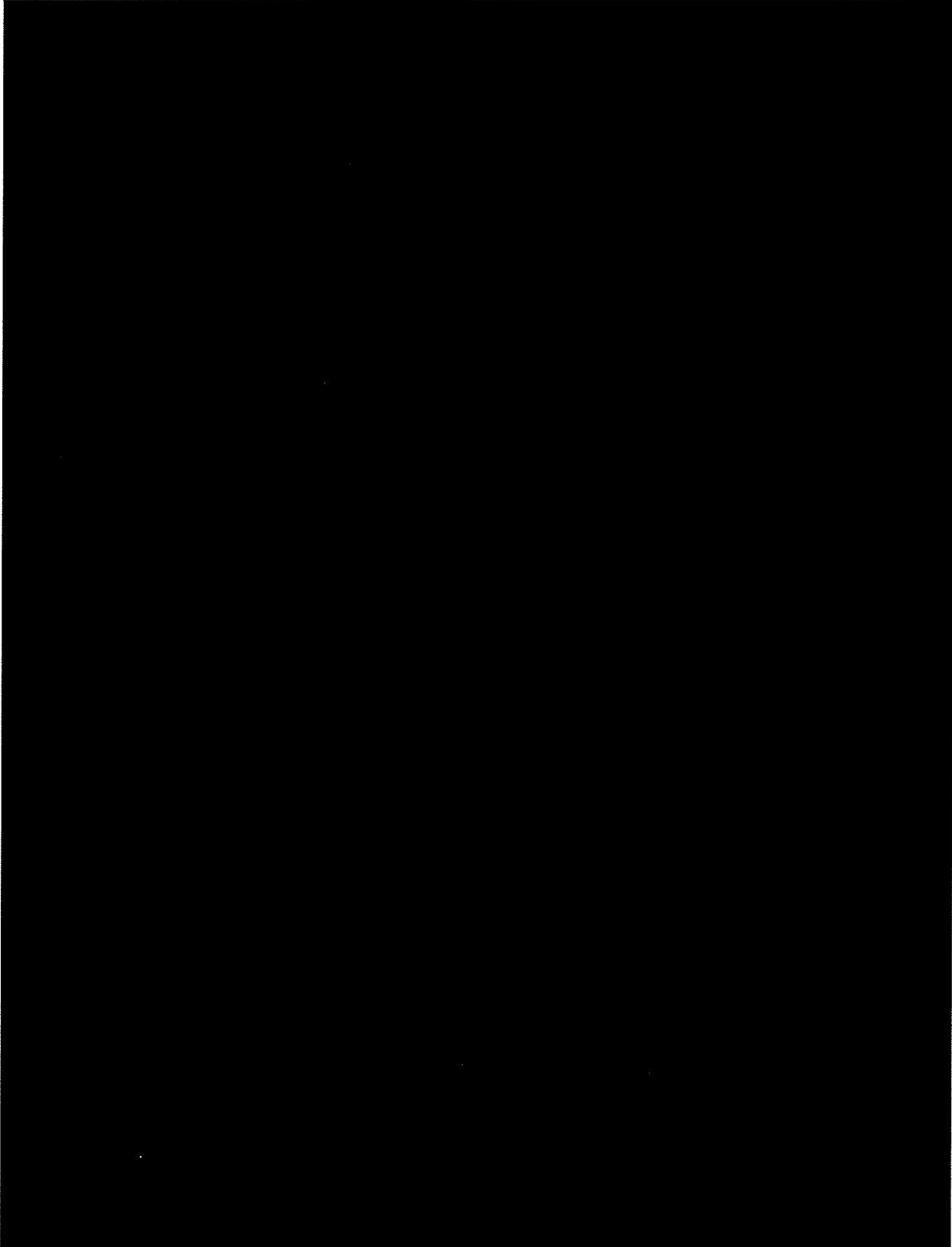
Environmental Monitoring



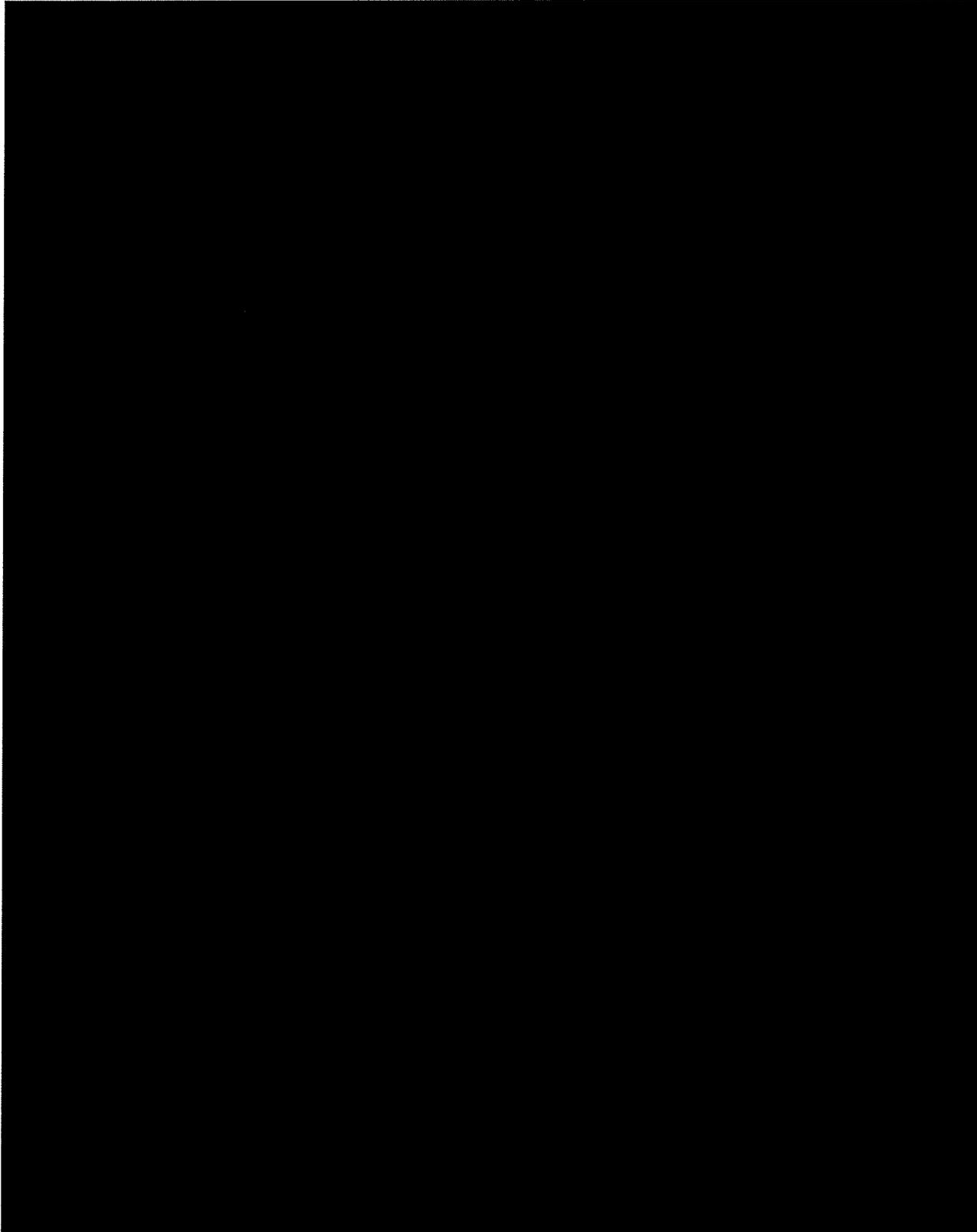
Second Floor 'Studio Storage' Room at Paisley Park



Privileged and Confidential

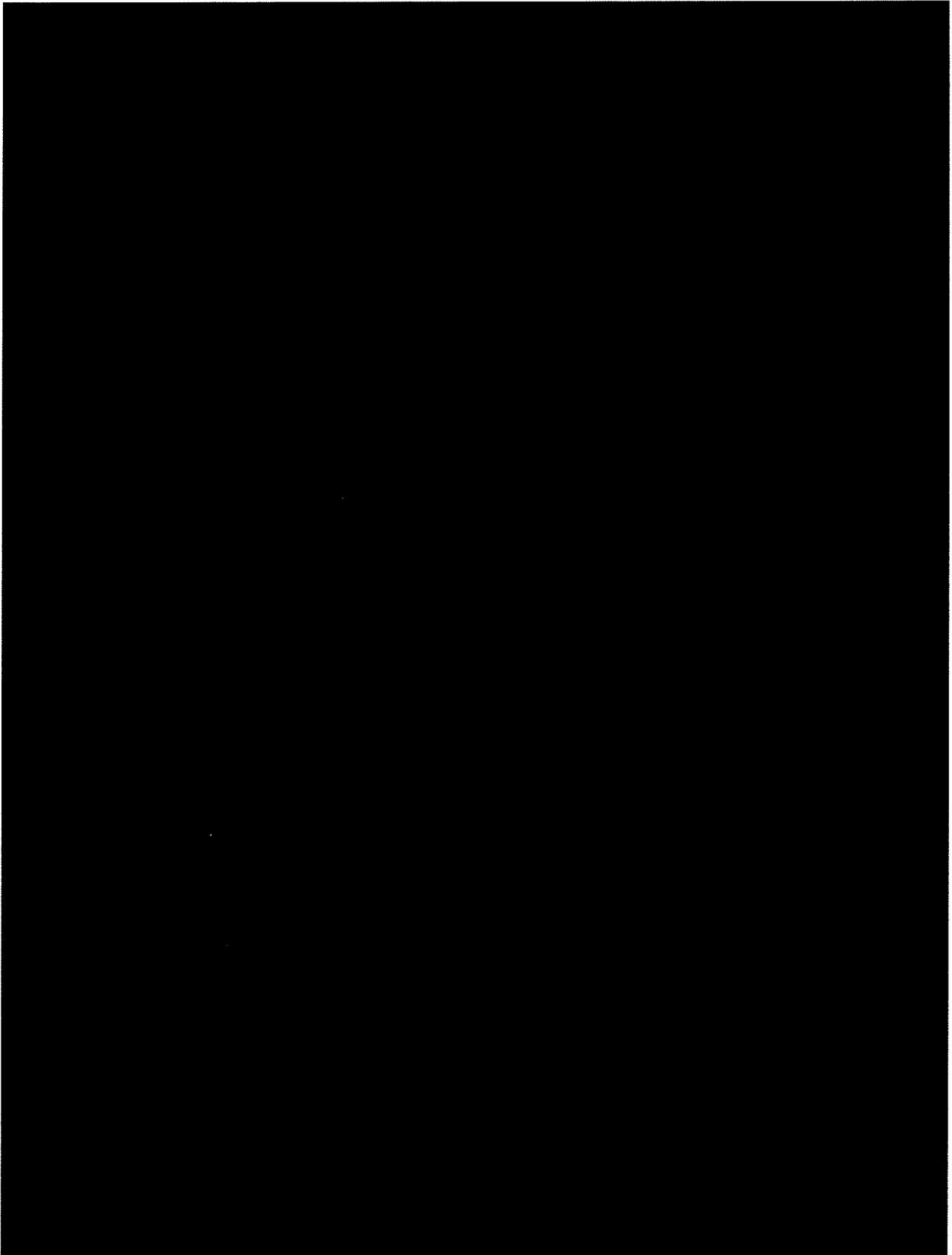


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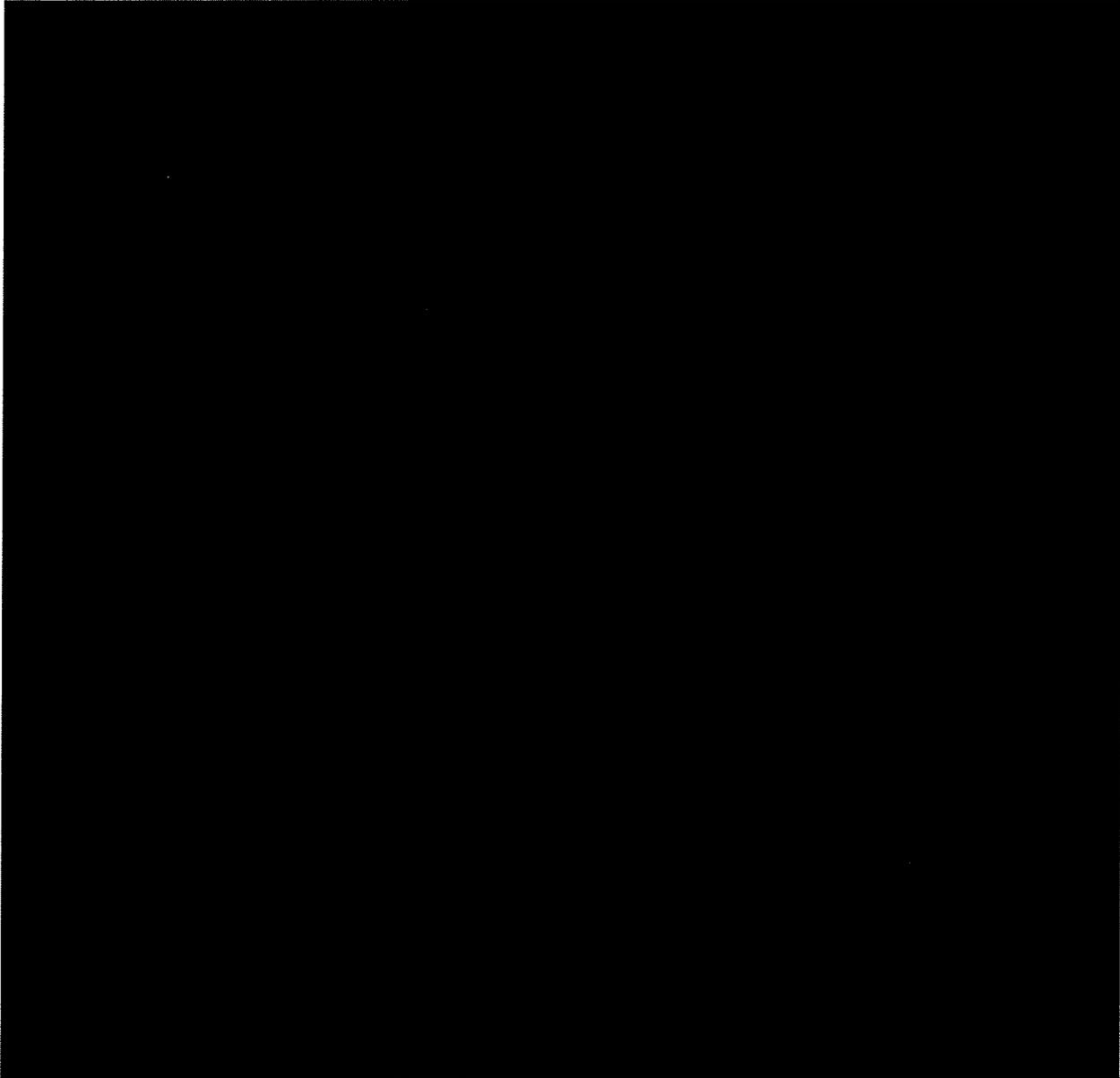


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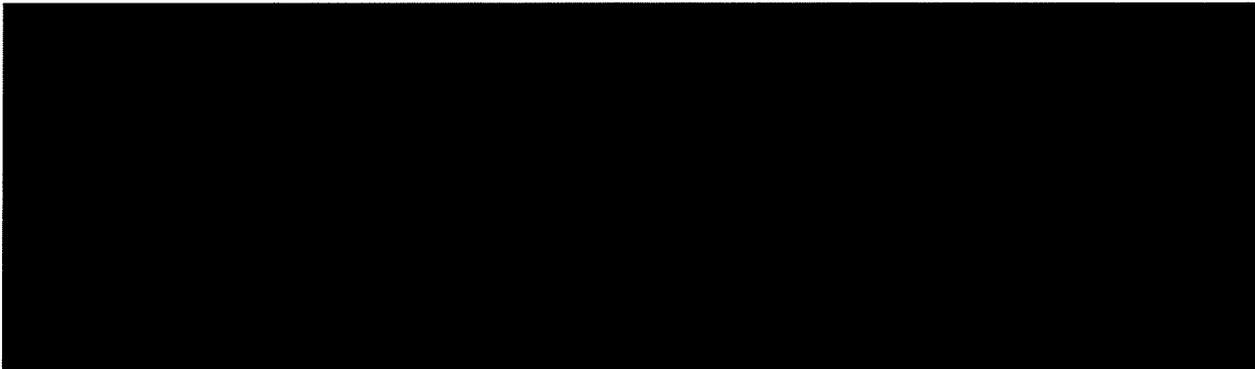
First Floor Offices and Studios at Paisley Park



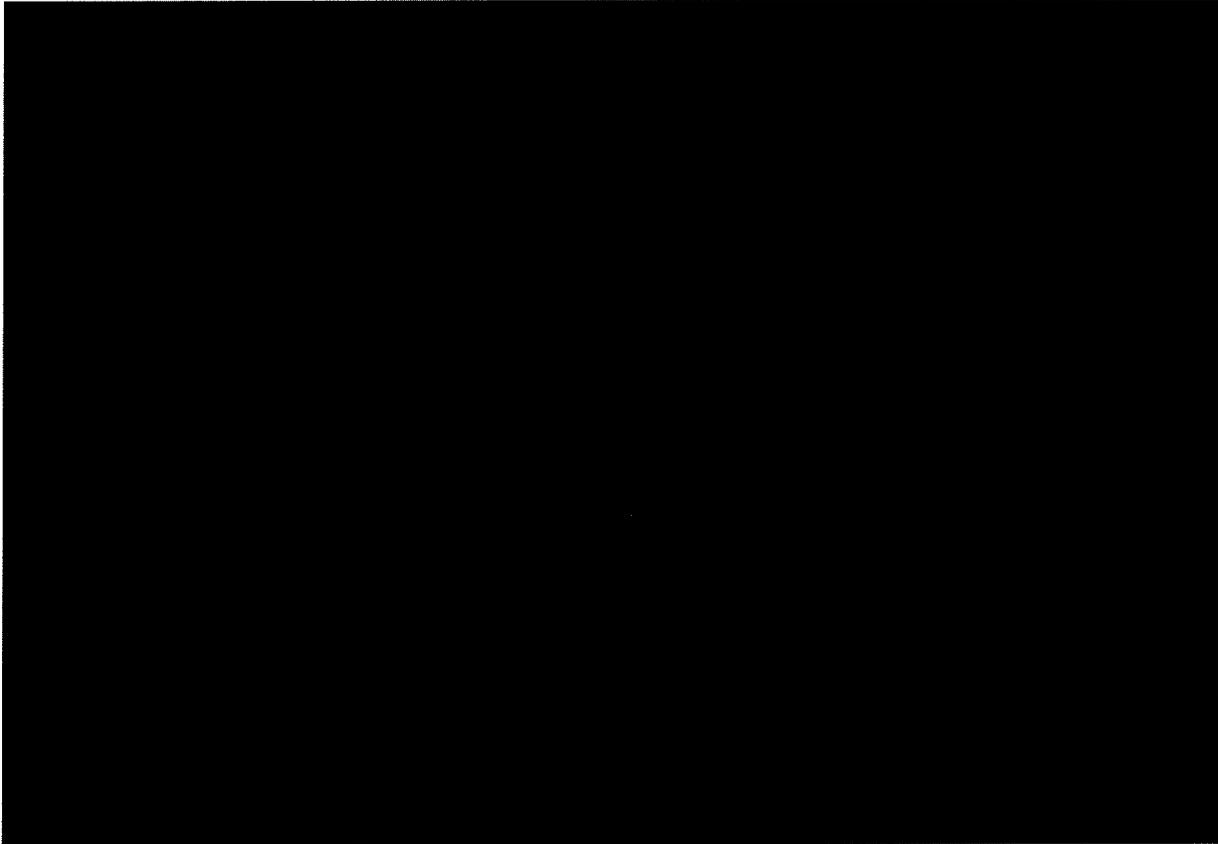
Privileged and Confidential



Photographic Documentation



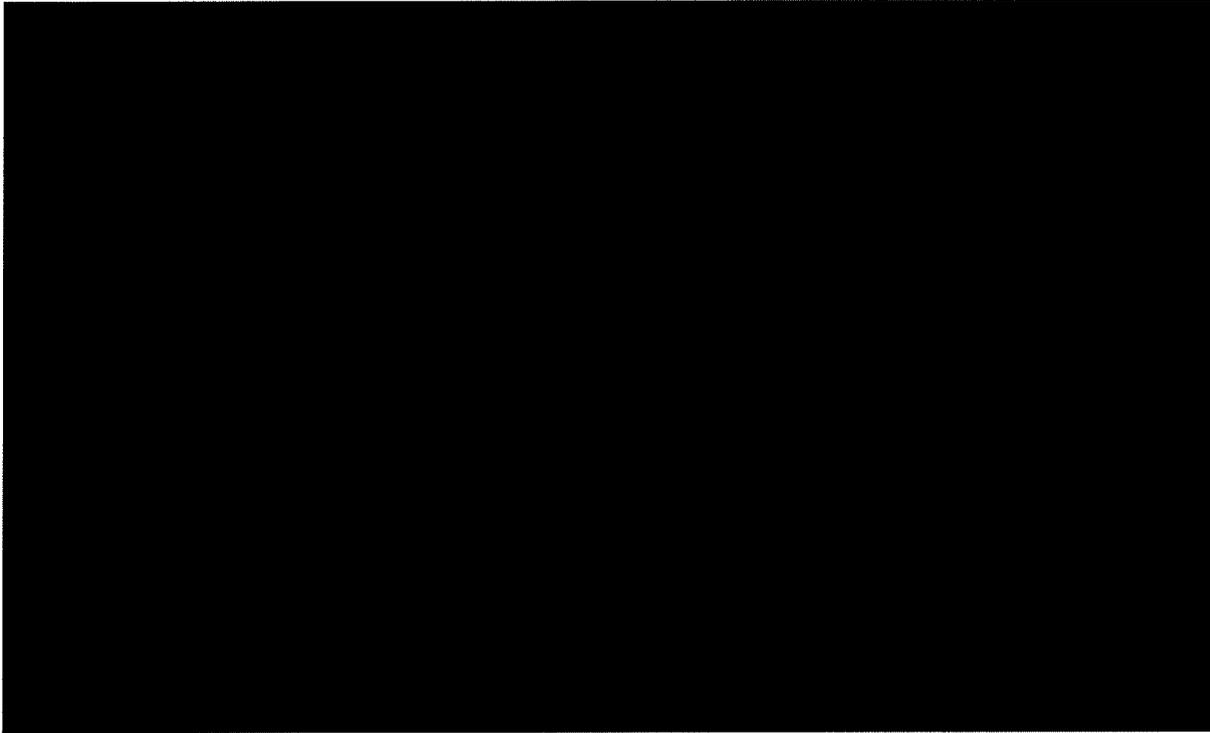
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Conclusion



Privileged and Confidential



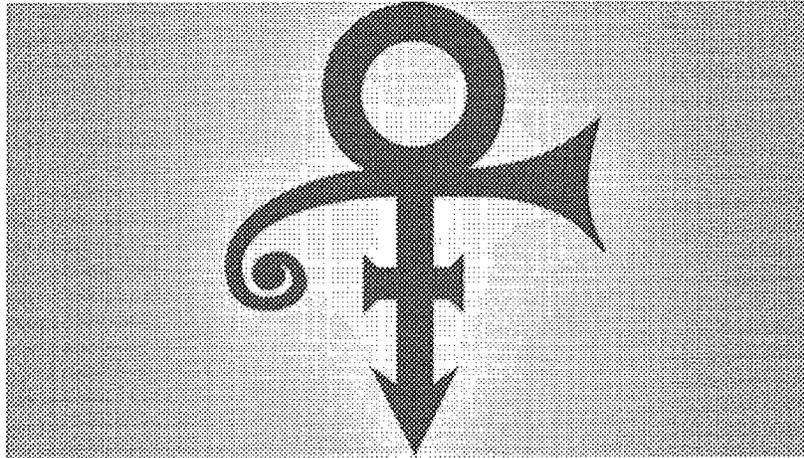
Respectfully submitted,

May 31, 2016



EXHIBIT C
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)



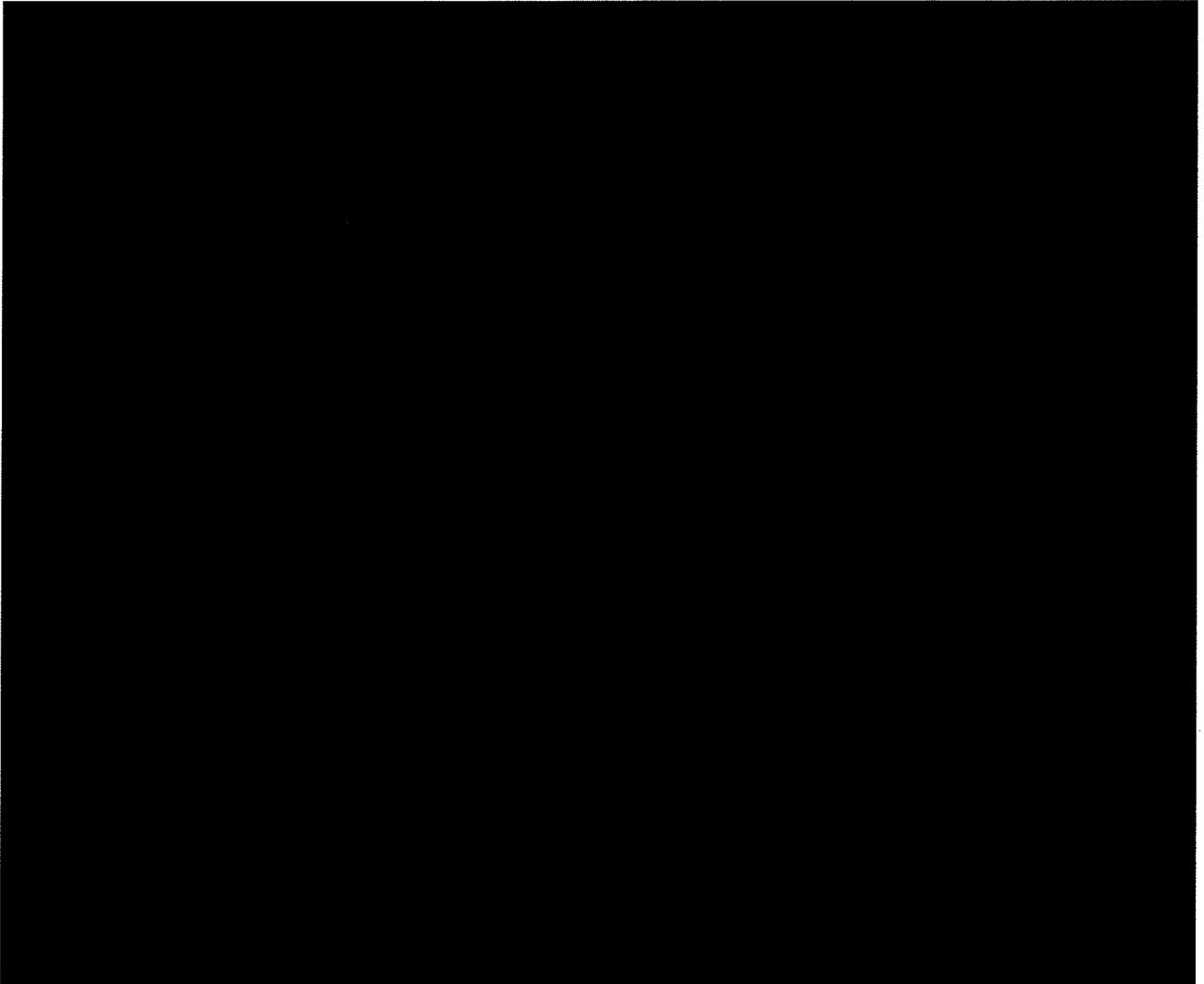
Site Security Tour and Evaluation
February 21-22, 2017
Paisley Park Museum and Complex
7801 Audubon Road
Chanhassen, Minnesota 55317



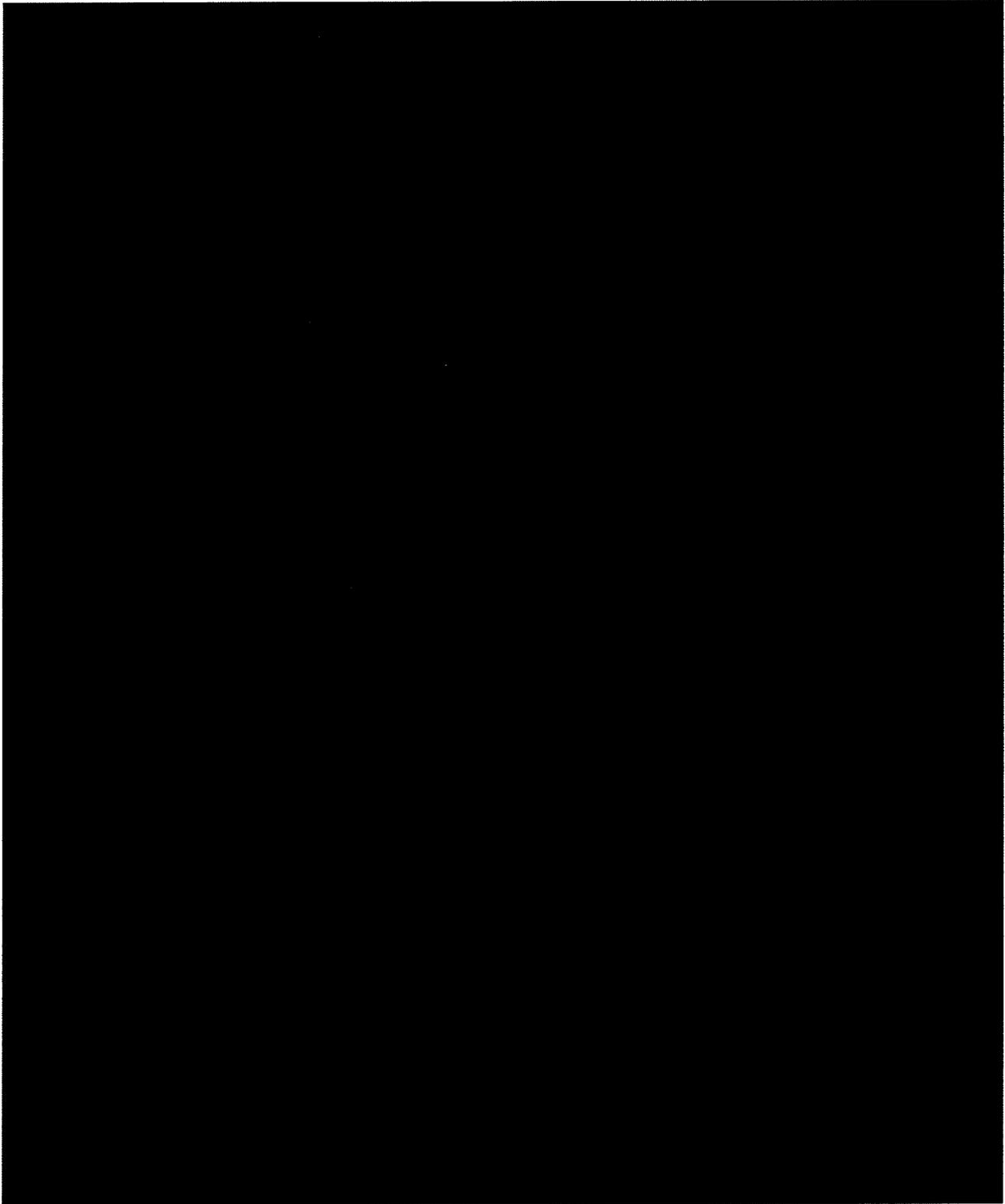
Table of Contents

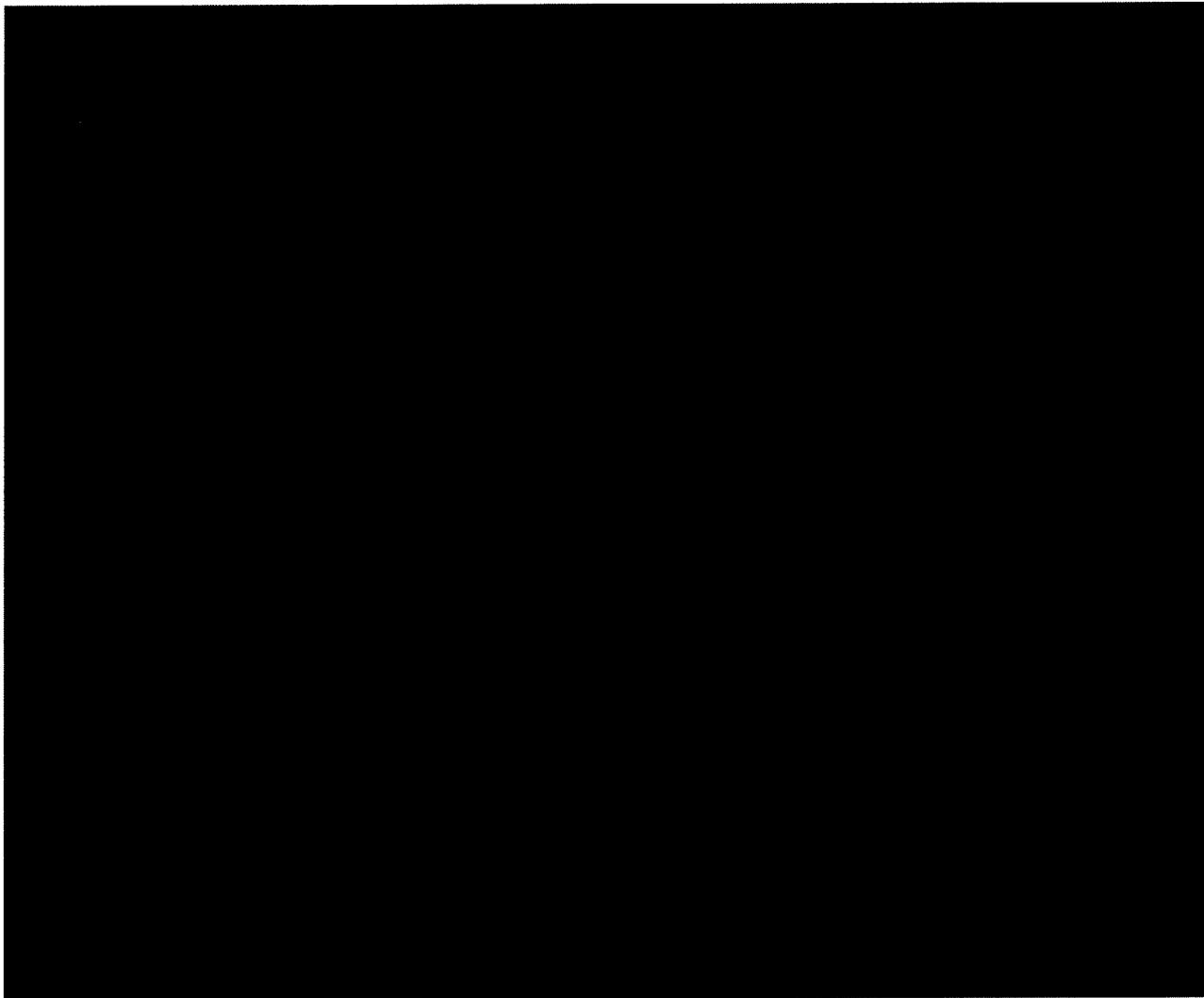
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- General Characteristics of Paisley Park Museum and Complex 6 - 10
- Law Enforcement Resources and Intelligence 10 - 11
- Technical Survey - Physical Security Systems 11 - 13
- Perimeter Controls 13 - 14
- Life Safety Assets 14 - 15
- Security Operations 15 - 16
- Archive Process 16 - 17
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INTRODUCTION

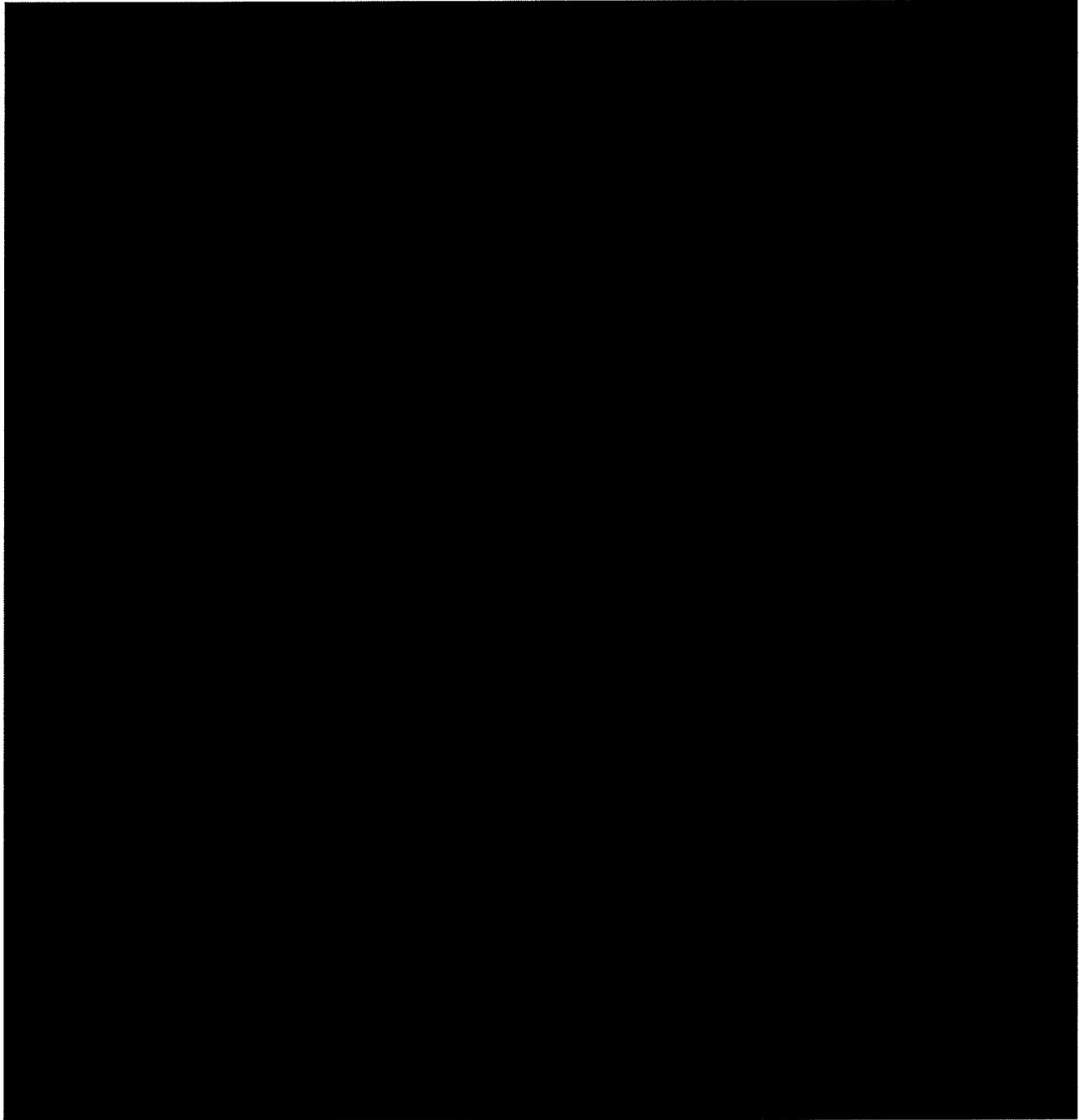


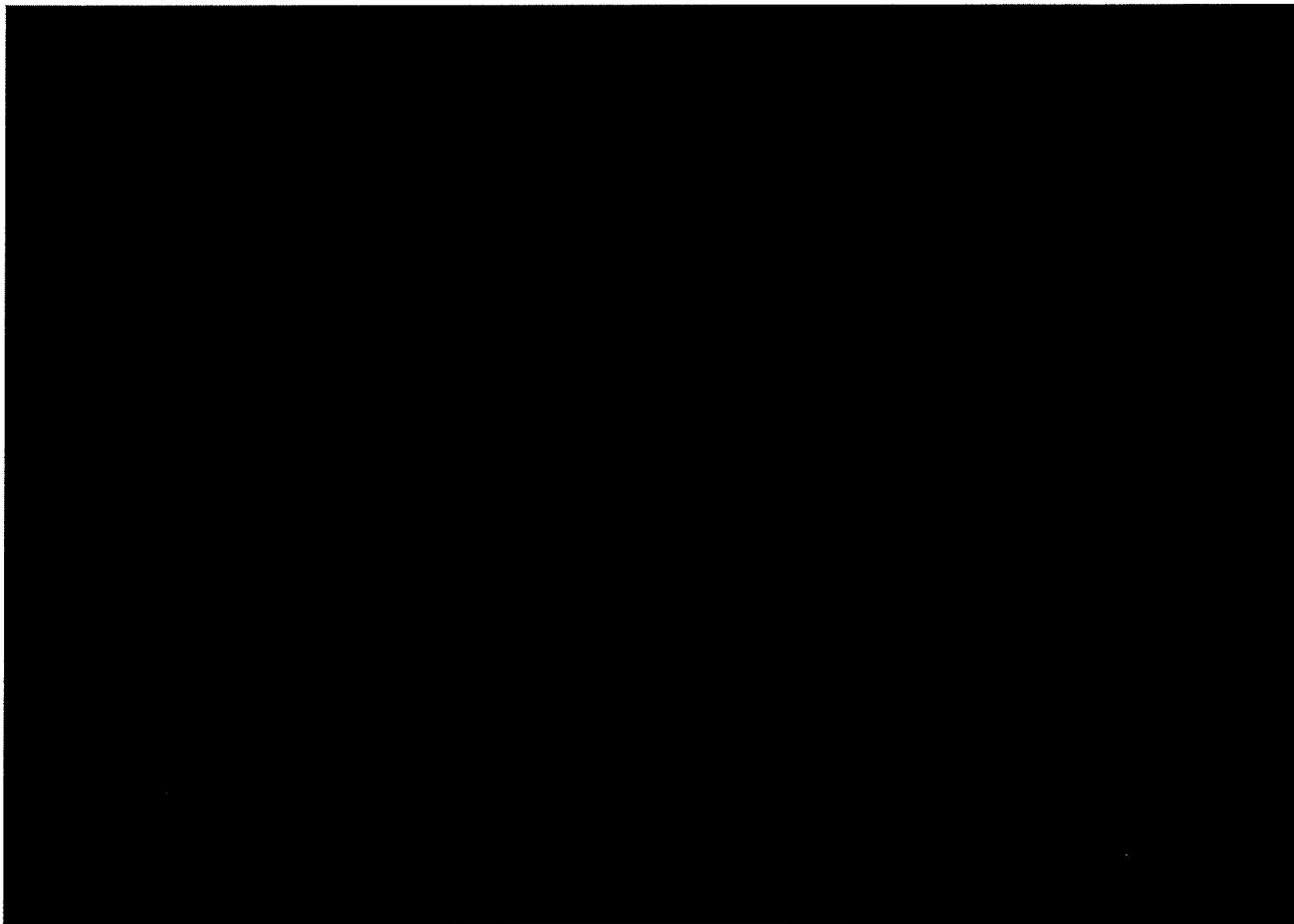
EXECUTIVE SUMMARY

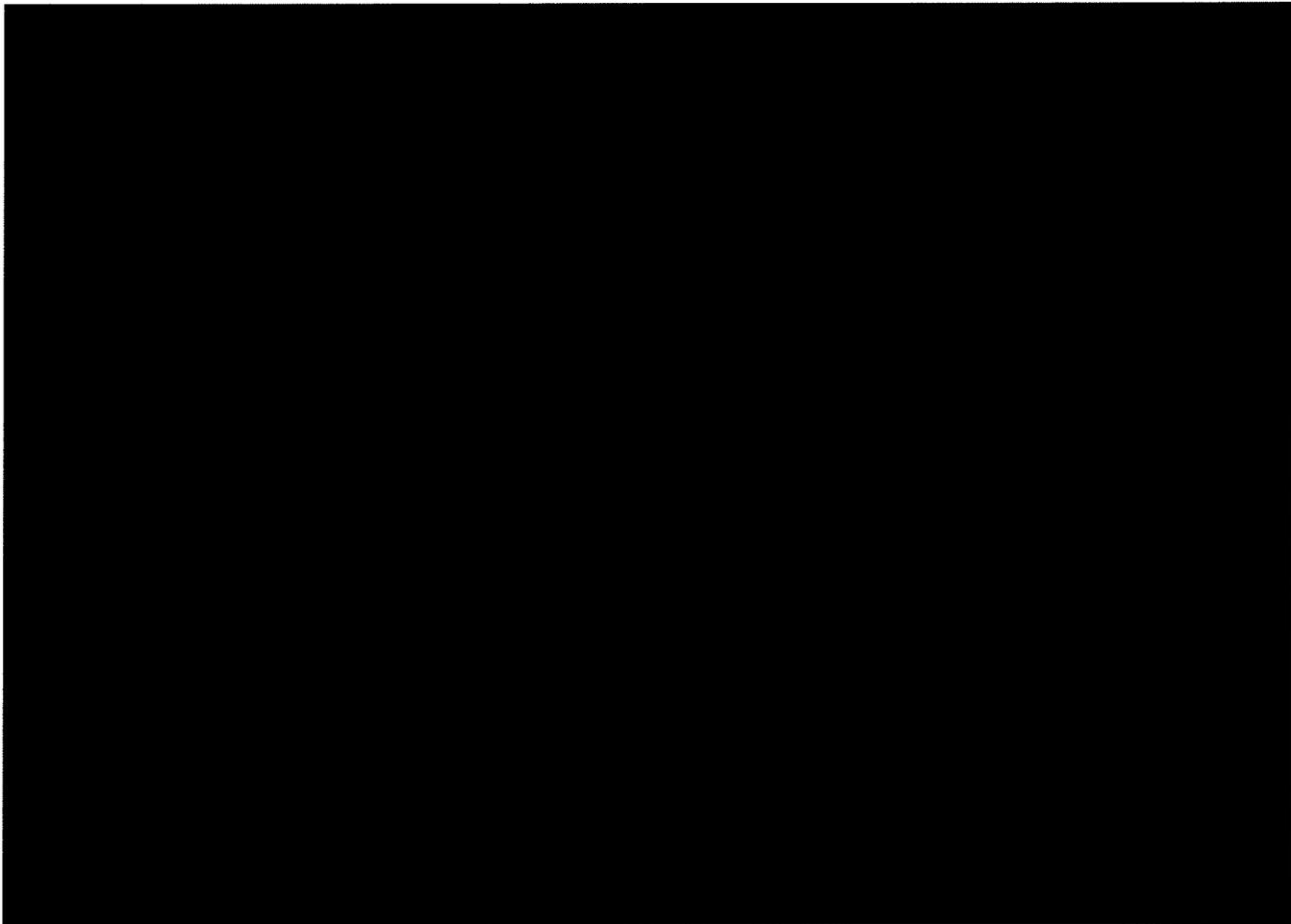


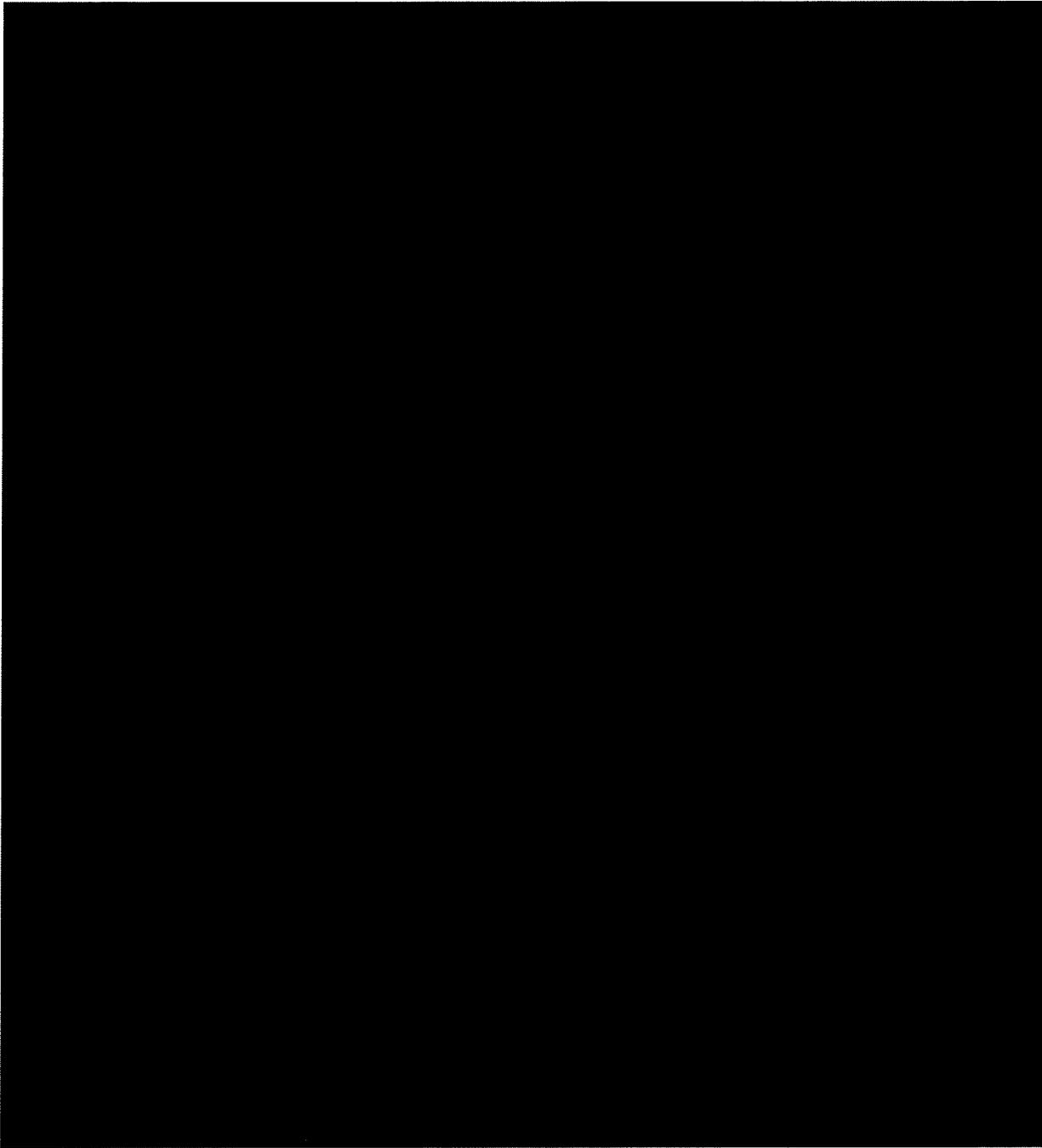


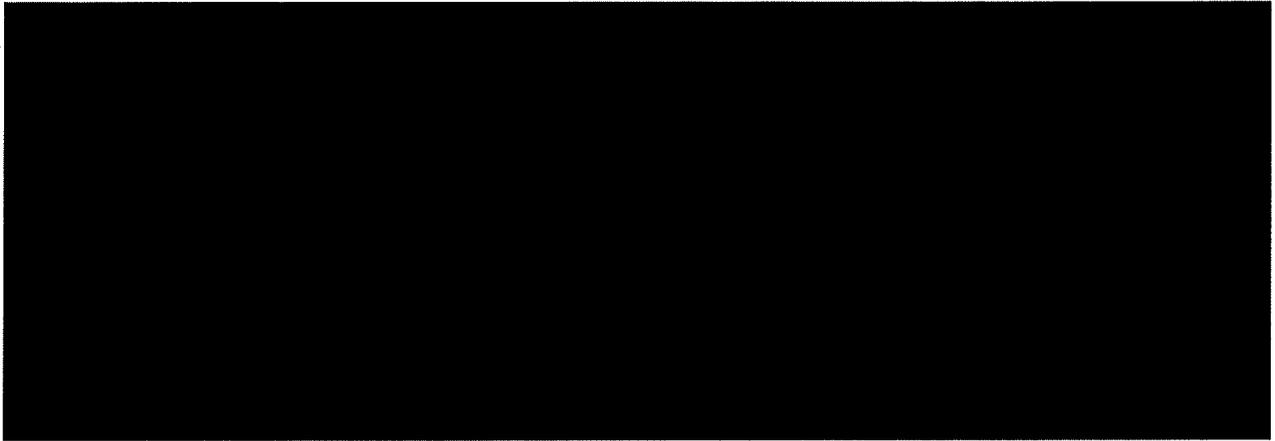
General Characteristics of Paisley Park



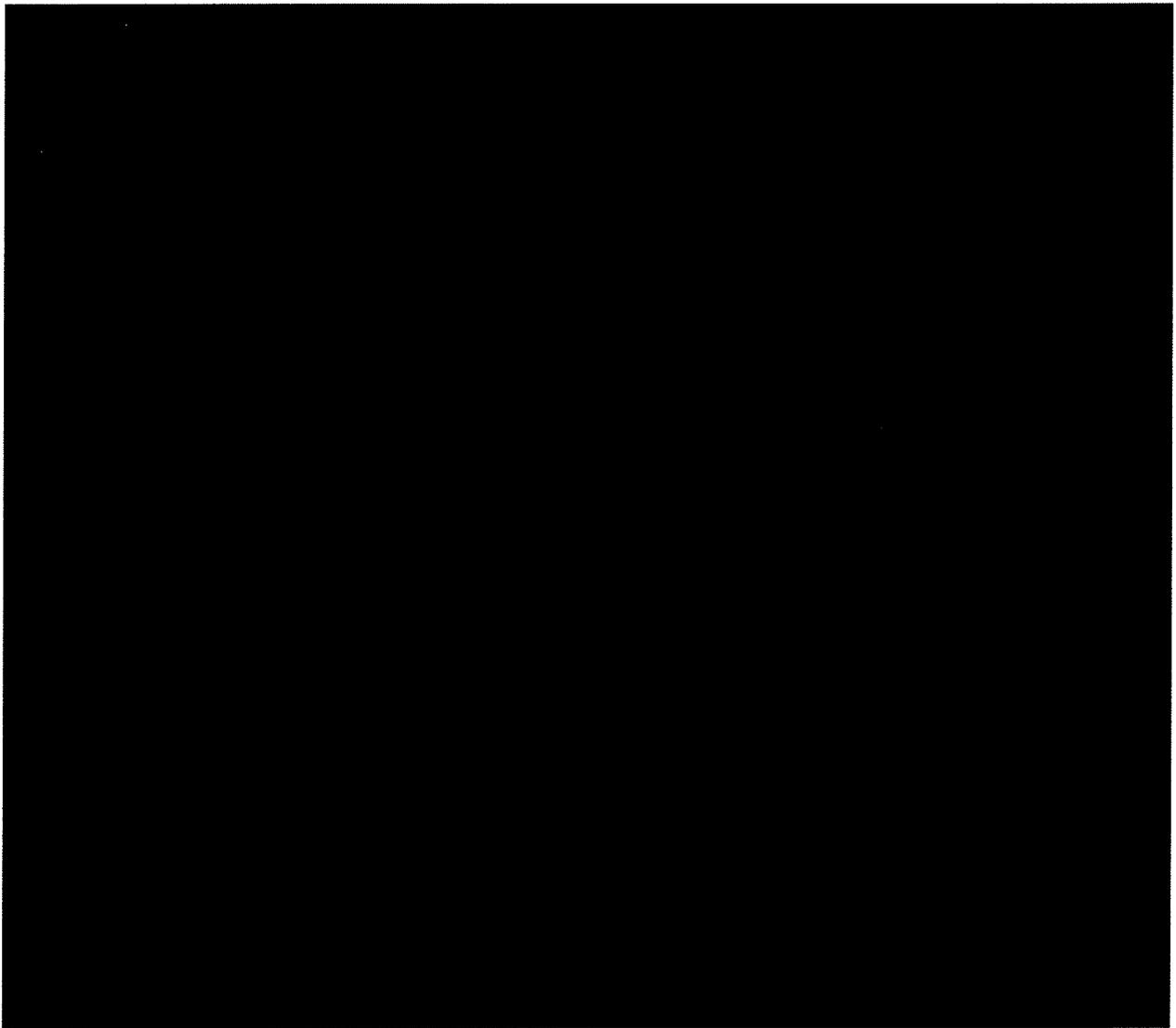






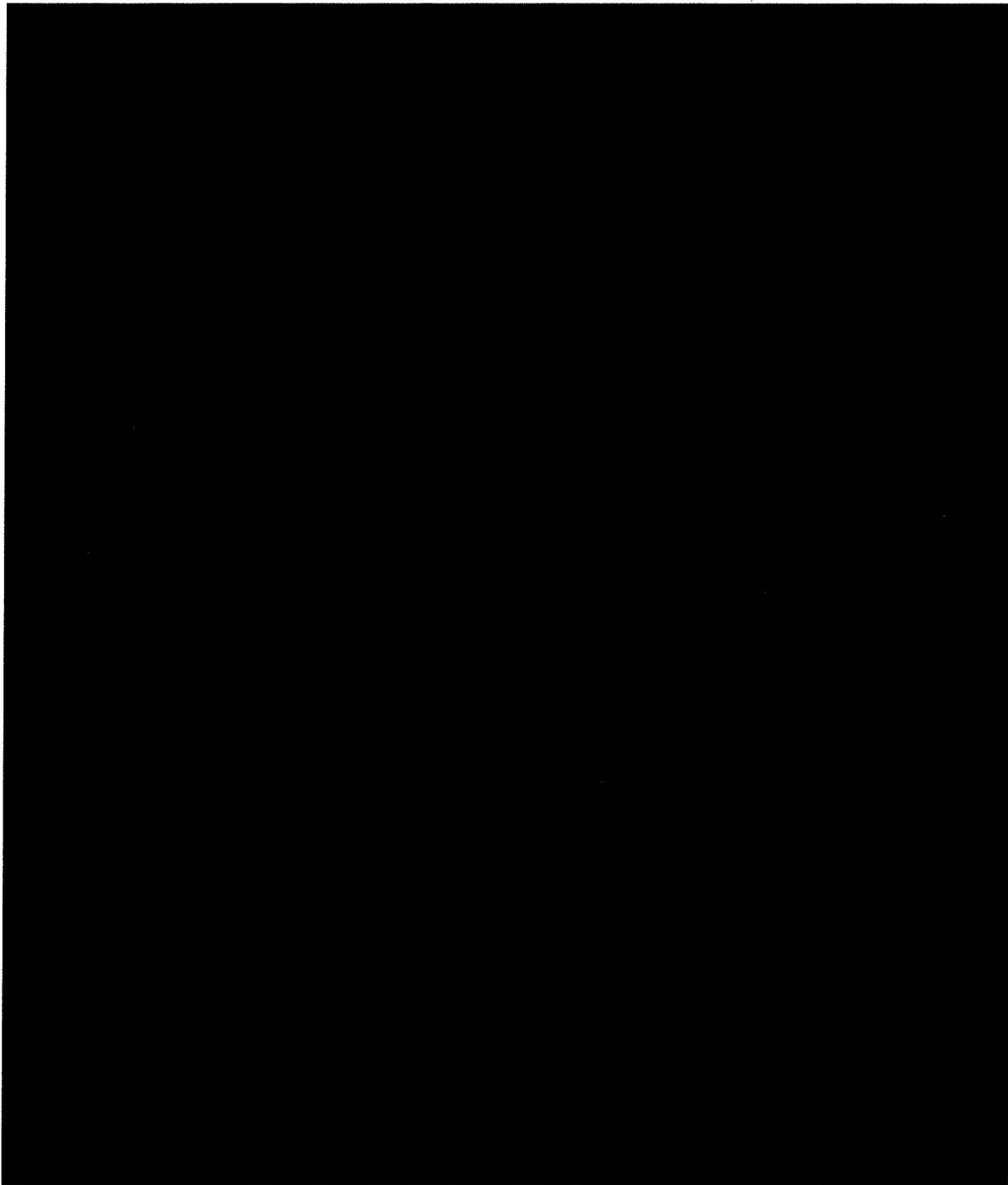


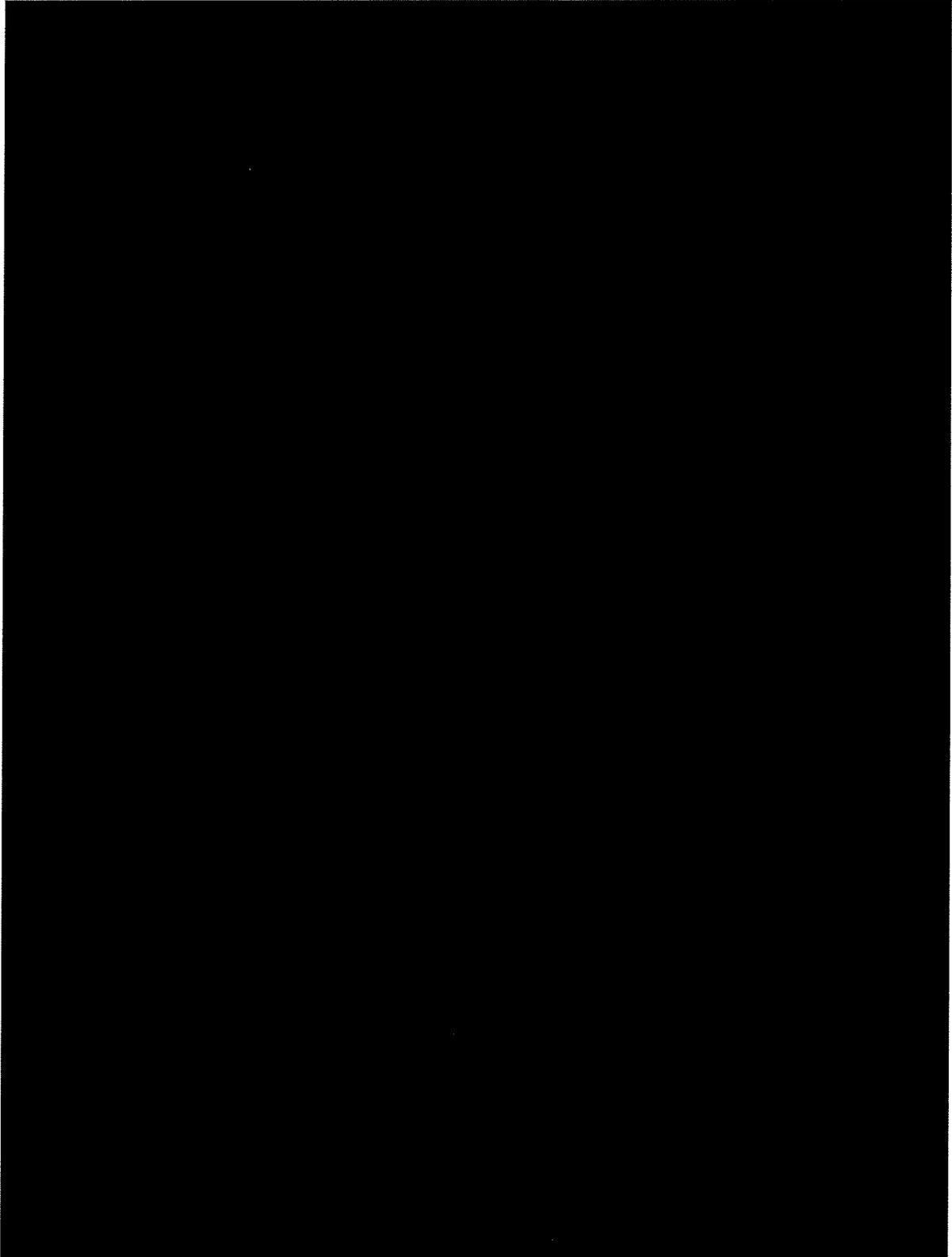
Law Enforcement Resources and Intelligence

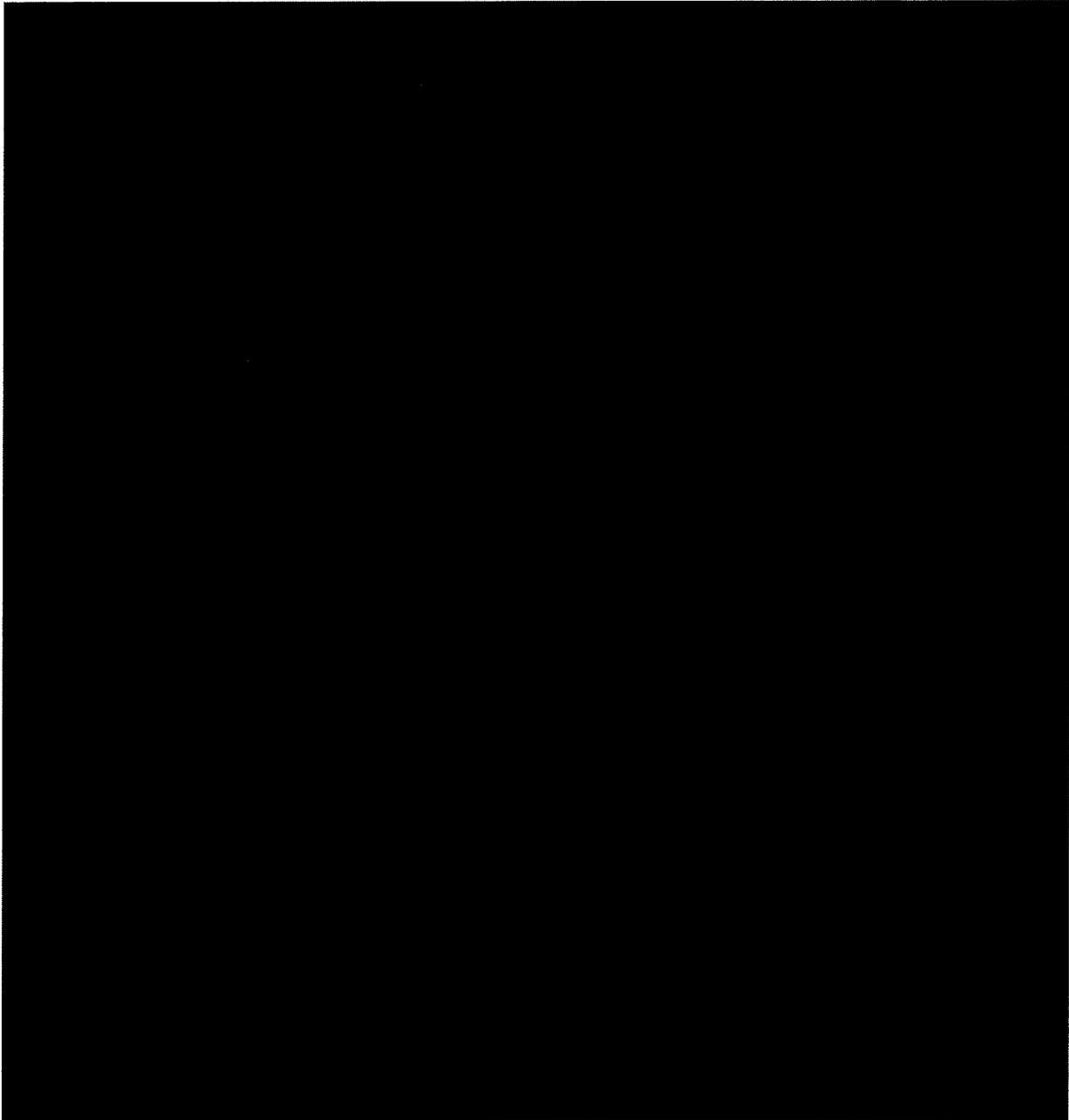




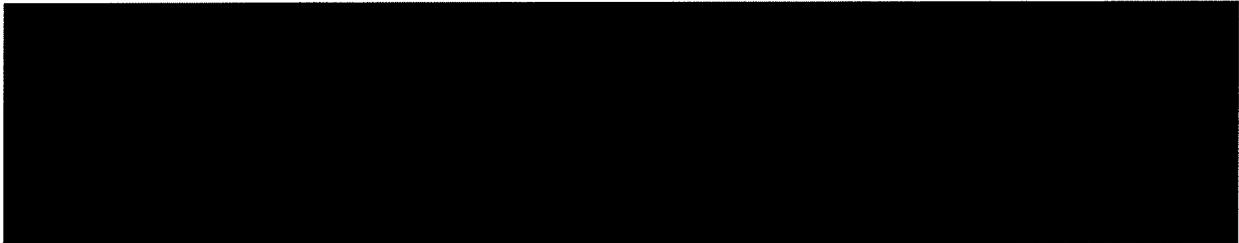
Technical Survey - physical security systems







Perimeter Controls



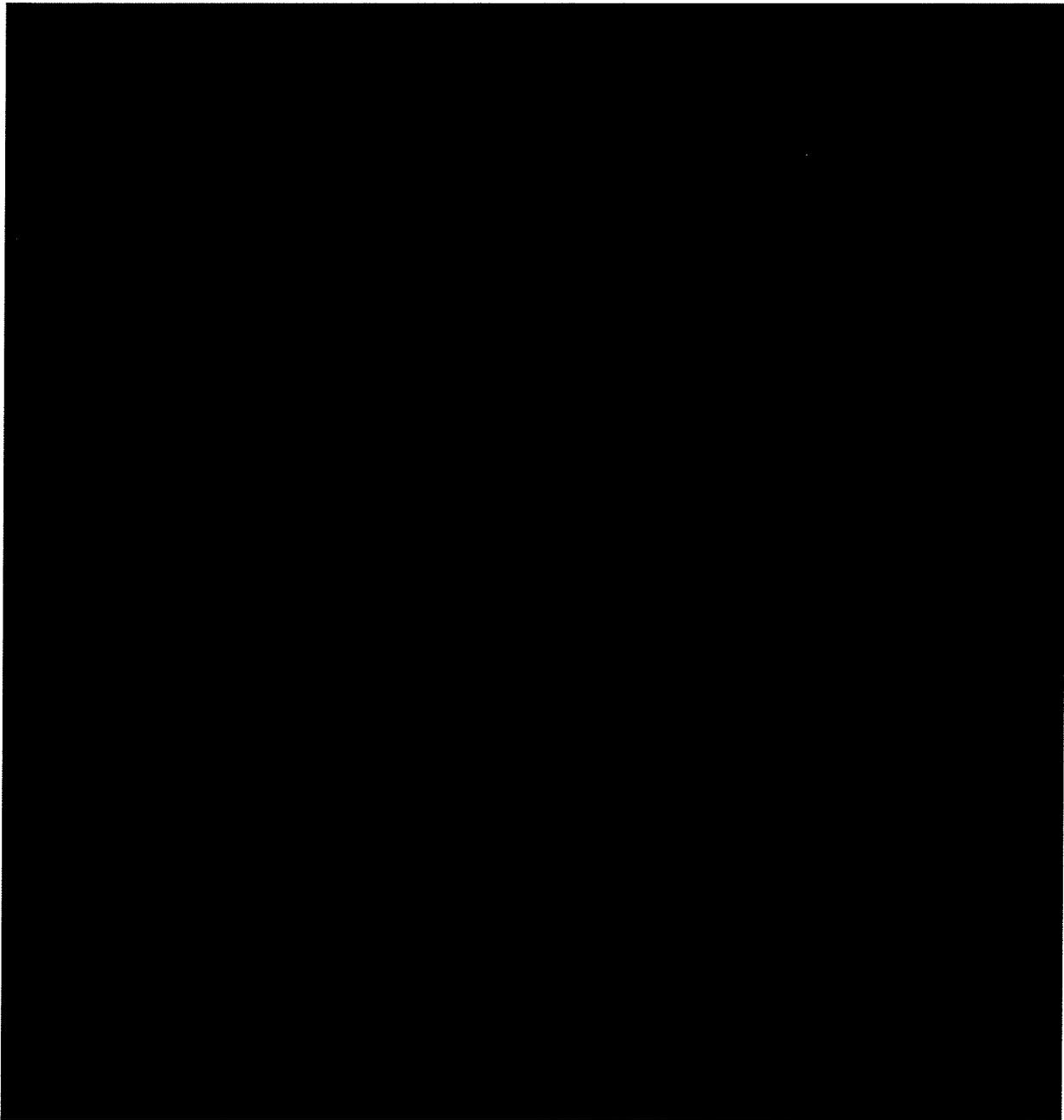


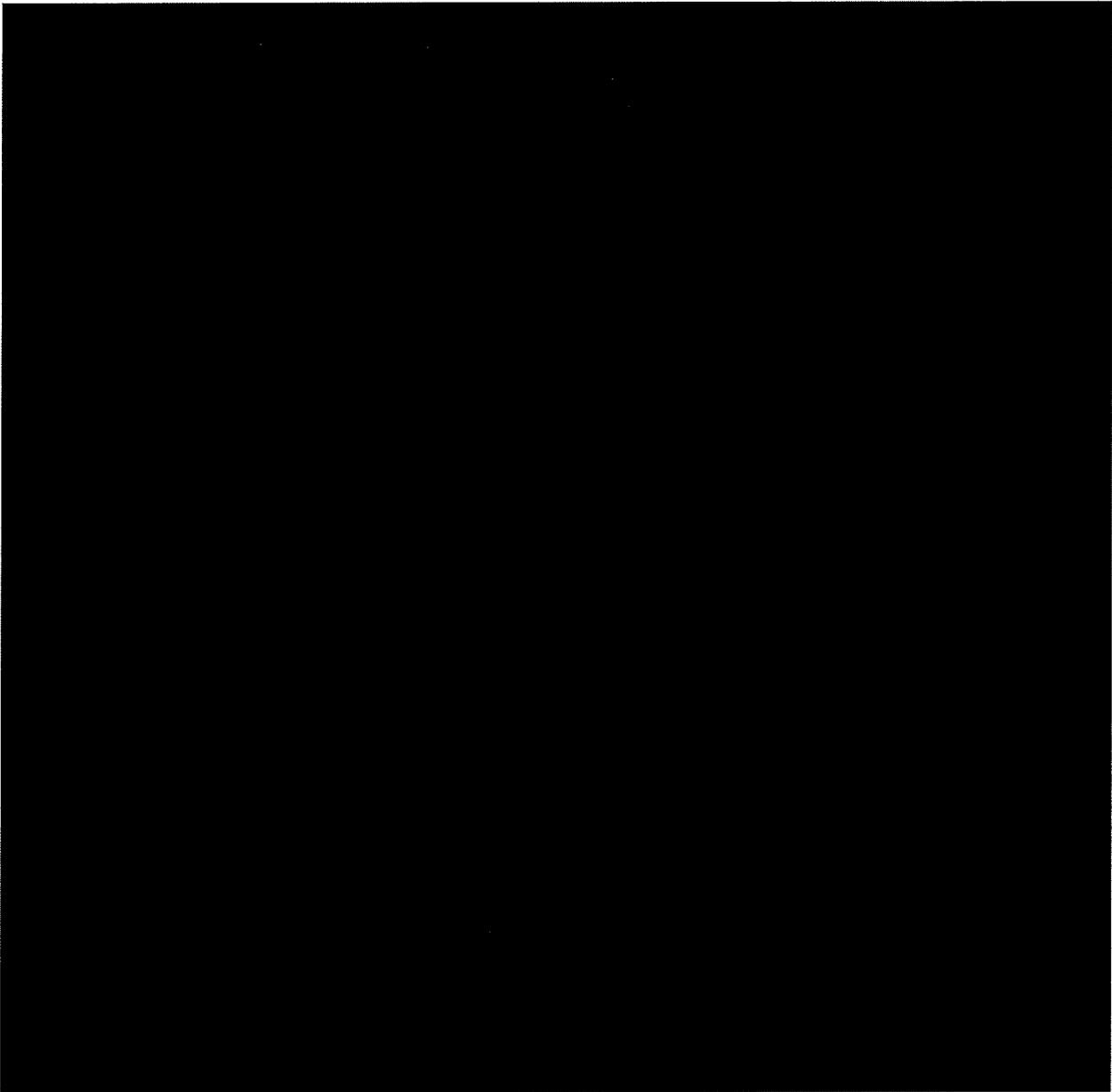
Life Safety assets





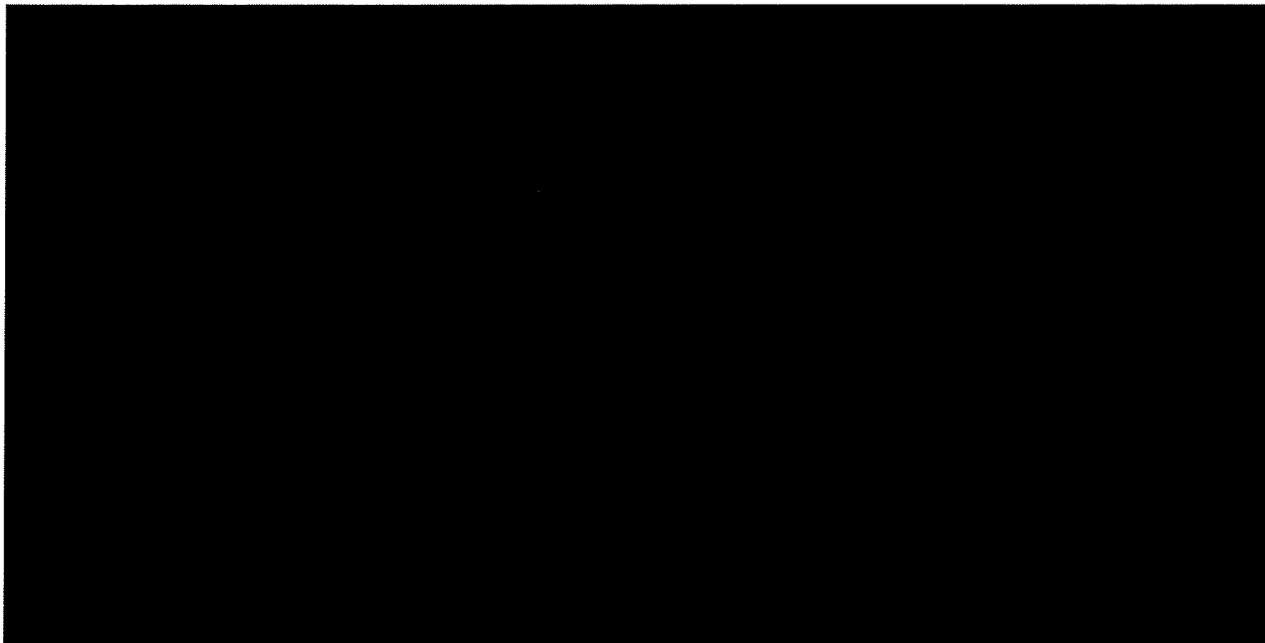
Security Operations





Archive Process





Conclusions and Considerations



EXHIBIT D
TO THE DECLARATION OF
ANDREA BRUCE

(INTENTIONALLY OMITTED)

EXHIBIT E
TO THE DECLARATION OF
ANDREA BRUCE



Sharon L. Nelson @Sharon_... · 10/11/17 ✓

I'm devastated, Prince's vault has been emptied and moved from Paisley Park without our consent. These people must be removed now! Up2NoGood



74

95

151



Sharon L. Nelson @Sharon_L... · 9/14/17 ✓

I endorse The Purple Xperience 

3

2

28



Sharon L. Nelson @Sharon_L... · 8/5/17 ✓

Sharon is in Briuno house Xcel 24K

3



3



EXHIBIT F
TO THE DECLARATION OF
ANDREA BRUCE

Prince tapes moved to California; 2 heirs angry

By STEVE KARNOWSKI Associated Press | OCTOBER 12, 2017 — 5:25AM

Two sisters and heirs of the late rock superstar Prince said Wednesday they're angered that the contents of his vault, including master tapes of unreleased music, have been removed from his Paisley Park studio complex and shipped to California.

Sharon and Norrine Nelson, Prince's half-sisters, told The Associated Press they are prepared to take legal action to bring the music back to Minnesota. The company running the estate, Comerica Bank & Trust, said the recordings are safe at a reputable storage company in Los Angeles.

"We want the music back home in Paisley Park where it belongs," Sharon Nelson said.

Norrine Nelson called it "extraordinary and unconscionable."

The recordings are regarded as among the most valuable pieces of an estate that court papers have suggested is worth around \$200 million.

Sharon Nelson said she was told Sept. 29 by a "Paisley Park representative," whom she wouldn't identify, that around four trucks pulled up to the studio-turned-museum in the Minneapolis suburb of Chanhassen in early September and removed the contents of the vault.

"It's just as though Prince passed away again," she said. "That's how I felt. I was really devastated by that."

Norrine Nelson said the music had been safe in Minnesota for more than 40 years and would be again if it's returned.

The sisters said Comerica, which is serving as the personal representative, or executor, of Prince's estate, hasn't told them exactly where the music was taken or why. They said they believe Comerica was obligated to notify them and give them a say under orders earlier this year by Carver County District Judge Kevin Eide, who is overseeing the estate case.

Comerica defended its decision in a statement.

"In an effort to ensure the preservation of Prince's audio and visual content, Comerica selected the premier entertainment storage and archive company, Iron Mountain Entertainment Services," the statement said. "On four separate occasions, Comerica discussed the process with the heirs and any suggestion otherwise is not accurate."

Prince left no will when he died in April 2016 of an accidental overdose of painkillers. The judge this May declared Prince's six surviving siblings his heirs, but they've split into two camps during the legal wrangling. Sharon and Norrine Nelson and their brother, John R. Nelson, are on one side and Prince's full sister, Tyka Nelson, and his half-brothers Omarr Baker and Alfred Jackson on the other. An attorney for Tyka Nelson and Baker did not immediately return a call seeking comment.

Eide's orders putting Comerica in charge give the company considerable authority over how to run the estate and exploit its assets to benefit the heirs, and don't require it to notify or seek approval from them for routine matters. But one order does require Comerica to give them 14 business days of notice before entering into transactions worth more than \$2 million to give them a chance to object. The sisters said they believe that language should apply to such a major step as moving the music out of Prince's vault.

If the reason for moving the tapes was to put them closer to the recording industry to prepare for more releases of Prince music, the sisters said there was no need. They pointed out that Prince's studios at Paisley Park remain state-of-the-art.



(<http://stmedia.startribune.com/images/Prince2.PNG>)
CHRIS O'MEARA, ASSOCIATED PRESS

In this Feb. 4, 2007 file photo, Prince performs during halftime of the Super Bowl XLI football game in Miami.

But Comerica said the recordings are safer with Iron Mountain.

"After reviewing the storage conditions at Paisley Park and out of concern regarding the consequences of a fire or other loss at the facility, Comerica determined that it was necessary to transfer the audio and visual content to a secure location where all of the original content could be securely stored and digitized as a safeguard against the destruction or loss of any original content," the company said.

EXHIBIT G
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Olson, Sarah

From: Bruce, Andrea <abruce@comerica.com>
Sent: Thursday, June 08, 2017 10:22 AM
To: Alfred Jackson; John Nelson; jupsn.llc@gmail.com; Justin Buntjen; Omarr Baker; Tyka Nelson
Cc: Aycock, Angela W; Raczak, Jennifer L
Subject: Mark Monitor Results- May 1 - June 1 2017
Attachments: ImpactDashboard May 2017.pdf; Piracy Trend- June 2.pdf; By Track.pdf; Compliance by Date.pdf

Dear Heirs,

Since we weren't able to touch on Mark Monitor's first month results at our most recent heirs meeting, I am sending you this email as an update. As we have previously discussed, the Estate has entered into a contract with Mark Monitor for brand protection (essentially merchandise) and anti-piracy (essentially unauthorized uses of songs on the internet). Their enforcement services for the Estate commenced May 1 so it has been just over one month.

Mark Monitor's strategy is to triage enforcement efforts based on the sites with the most activity, the most volume of infringements and those that will have the greatest adverse commercial impact on the Estate. Because there are an unlimited number of ways in which parties can infringe and a likewise huge number of infringers in this instance, the focus has to be on those sites and infringers that will have the most impact. As progress is made, Mark Monitor will work its way down the list, but this process takes time and ongoing robust action.

ANTI-PIRACY

During the month of May, Mark Monitor sent over 42,000 infringement notices. Most of the infringements on the anti-piracy side have been in the United States and United Kingdom. See attached report titled "Piracy Trend". The attached report "By Track" is interesting in that it shows, by title, which songs represent the most infringements. The attached report "Compliance by Date" shows the results of the efforts during May. Overall, of the 42,479 notices sent in May, just 5.74% of the infringers have been non-compliant, and 3.44% have been rejected. This equates to a success rate of just under 91%-- this means that Mark Monitor was successful in taking down over 38,500 unauthorized uses of Prince songs!!

BRAND PROTECTION:

From the brand protection side, since May 1 Mark Monitor has been focusing on the following search terms:

Within those search terms, the most infringements were identified under the searches

The websites that have been their focus have likewise been those which represented the largest number of infringements:

- Amazon.com
- Ebay.com
- Etsy.com
- Amazon.ca
- Teespring.com
- Redbubble.com

- Amazon.co.uk
- loffer.com

During May, Mark Monitor sent 2,534 notices on the brand protection side, with 100% compliance rate. See first report attached titled "Impact Dashboard"

I am pleased to be able to share such positive results based on our first month of Mark Monitor services. I realize that each of you may come across unauthorized merchandise or song uses as you are on the internet—I encourage you to forward those to me so that I can bring them to the attention of Mark Monitor on an ad-hoc basis, over and above the automatic searching they are already doing.

Thank you!!

Andrea Bruce, CFP® | Vice President, Manager- Trust Unique Assets | Fiduciary Services & Operations
Comerica Bank / Comerica Bank & Trust, N.A. | MC 2393 | 3551 Hamlin Rd | Auburn Hills, MI 48326
abruce@comerica.com



EXHIBIT H
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Olson, Sarah

From: Aycock, Angela W <awaycock@comerica.com>
Sent: Friday, July 28, 2017 6:11 PM
To: Alfred Jackson; Justin Bruntjen; John Nelson; Omarr Baker; Sharon Nelson; Tyka Nelson
Cc: Bruce, Andrea
Subject: Mark Monitor Follow Up
Attachments: Prince_RAW_Data (1).xlsx; PRN - Enforcement Summary 7.20.17.xlsx

All ~

In follow up to the Mark Monitor presentation at the July 18 Heirs Meeting, the Mark Monitor team has supplied the following information and attachments in an attempt to be responsive to the questions and concerns you raised during the meeting.

Anti-Piracy [REDACTED]

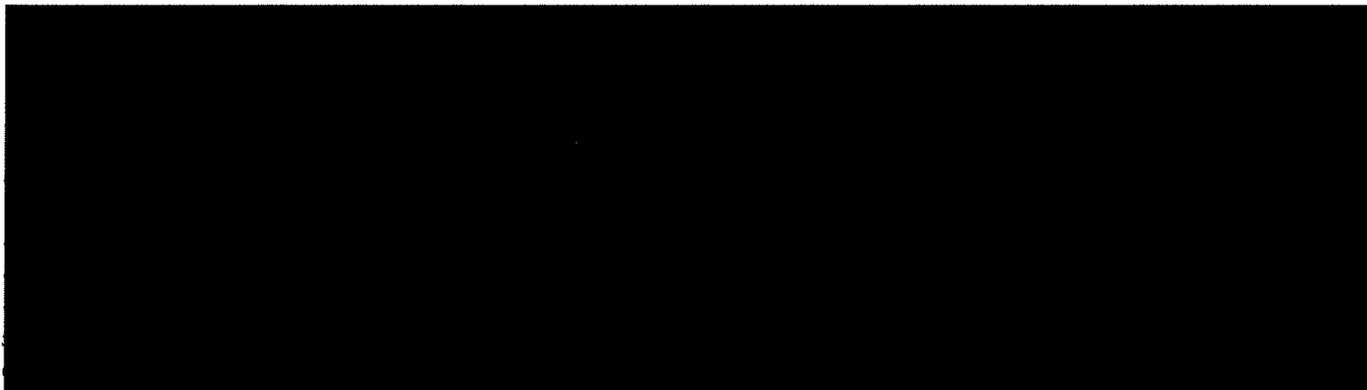
Attached is the full list of all links we have collected for our web service (cyberlocker) portion of the contract since April. The data attached shows the link site and corresponding host site (which we enforced), the date the first notice was sent and the date the link was taken down. In some cases, there is a blank, which means that the link was either found offline (we collect both online and offline links) or went offline organically. We included the date the first notice was sent, because for Tier 1 service, we send a notice to a Host Site for a link every day until the link goes offline (up to six months) – so each link represents potentially dozens of notices sent.

For P2P, we don't track links so other than providing the actual notices (which I mentioned there are over a hundred thousand) we can provide the total number of notices sent to specific ISPs or the numbers of notices sent per title etc. Please let me know if you believe either of these would suffice. As far as notices sent to Google Search Engine Link removal – all notices sent to Google are published online on <https://lumendatabase.org/>. If you follow the link, search for "Paisley Park Enterprises" to see and confirm for yourselves that the notices are being sent.

Brand Protection [REDACTED]

Please find attached an updated summary of all enforcement action taken through July 20. Please be sure and review both tabs – one for the Marketplace Enforcement and one for the Website Enforcements tab.

Also, you requested information on the guidelines we have asked Mark Monitor to follow as far as what to enforce/not enforce. Those categories not being enforced are ones which we believe UMPG can effectively monetize. We will continue to monitor to determine if the guidelines should be amended, but the following is what is currently in place:



Please let me know if you have any questions.

Thank you,

Angela W. Aycock, Vice President
Comerica Wealth Management
Estate Administration
P.O. Box 75000
Detroit, MI 48275-3316
☎ 248.236.0954
☎ 313.222.5705 Fax
✉ AWAycock@comerica.com



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EXHIBIT I
TO THE DECLARATION OF
ANDREA BRUCE

Olson, Sarah

From: Bruce, Andrea <abruce@comerica.com>
Sent: Tuesday, September 26, 2017 3:03 PM
To: Alfred Jackson; John Nelson; jupsn.11c@gmail.com; Justin Buntjen; Omarr Baker; Tyka Nelson
Cc: Aycock, Angela W
Subject: Mark Monitor- Reports for period ending September 15, 2017.
Attachments: PRN - Enforcement Summary 9.18.17.xlsx; Mark Monitor AP Update 15Sept2017.pdf

Dear Heirs,

Please find attached the latest reports from Mark Monitor for Brand Protection and Anti-Piracy services.

Highlights- on the brand protection side (merchandise), Mark Monitor has seen a 5% increase in marketplace compliance, which is expected to increase an additional 7 – 11% by October. Since inception, Mark Monitor has reviewed over 4,600 websites and over 1,300 Social Media links. The most recent stats indicate an 88% compliance rate by vendors to whom takedown notices have been sent. Conservatively assuming available quantity of 10 of each merchandise item taken down by Mark Monitor, their success rate equates to almost \$730,000 in estimated value of infringing goods removed.

On the anti-piracy side, since MM commenced, they have collected over 8,800 host URLs and over 31,000 propagated links, and have sent just under 180,000 P2P notices to ISPs for illegitimate copies of Prince music. The most recent reporting indicates compliance rates of 63% on Host Sites URLs; 86% on Link Sites; 96% on Search Engine Enforcements.

As I am sure you are all aware, this is a bit of a game of whack-a-mole—in that as infringing content or merchandise is removed from the web, and there are new parties uploading other infringing content, or the same parties trying it again. It does appear the Mark Monitor is making headway and their compliance results are positive.

In addition to the “take-down” efforts by Mark Monitor we have also implemented a system under which certain fan karaoke videos are being turned over to UMPG to monetize under the publishing license agreement. We have determined that these types of fan karaoke videos are not adverse to the Prince Estate business, as they are uploaded generally by individuals who love and revere Prince, and we don’t want to take action that discourage them as fans. We do, however, want to make sure these items appropriately monetized by YouTube.

Thank you and please let me know if there are any questions.

Andrea Bruce, CFP® | Vice President, Manager- Trust Unique Assets | Fiduciary Services & Operations
Comerica Bank / Comerica Bank & Trust, N.A. | MC 2393 | 3551 Hamlin Rd | Auburn Hills, MI 48326
abruce@comerica.com



EXHIBIT J
TO THE DECLARATION OF
ANDREA BRUCE

Olson, Sarah

From: Bruce, Andrea <abruce@comerica.com>
Sent: Thursday, October 26, 2017 8:26 AM
To: Alfred Jackson; John Nelson; jupsn.llc@gmail.com; Justin Buntjen; Omarr Baker; Tyka Nelson
Cc: Aycock, Angela W
Subject: Mark Monitor- Reporting Update
Attachments: PRN - Enforcement Summary 10.20.17.xlsx; MarkMonitor BP Update 10.20.17.pdf; Mark Monitor AP Update 15Oct2017.pdf

Dear Heirs,

Please find attached the latest reports from Mark Monitor, who is the Estate's provider for anti-piracy and brand protection services.

Please let us know if you have any questions. Thank you!

Andrea Bruce, CFP® | Vice President, Manager- Trust Unique Assets | Fiduciary Services & Operations
Comerica Bank / Comerica Bank & Trust, N.A. | MC 2393 | 3551 Hamlin Rd | Auburn Hills, MI 48326
abruce@comerica.com

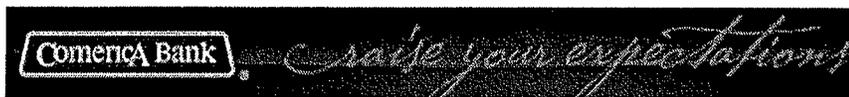


EXHIBIT K
TO THE DECLARATION OF
ANDREA BRUCE

Cassioppi, Joseph

From: Silton, Steve <SSilton@cozen.com>
Sent: Thursday, January 05, 2017 8:50 AM
To: Randall Sayers; Van Jones (vanjones68@magiclabsmedia.com); 'Justin Bruntjen'; Nathaniel Dahl; Adam Rohne; 'Frank K. Wheaton (fkwwheaton@gmail.com)'
Subject: Re:

Randy (removing the Comerica folks)

I am surprised by your blanket objection. All of these conditions are consistent with the proposal of Comerica, which was the basis of Omarr and Tyka agreeing to their appointment. Some of them are just an affirmation of ethical and proper fiduciary conduct. It would be helpful from my perspective to know which of the conditions you find most offensive, and which you are open to discuss. We remain committed to Comerica as the corporate fiduciary, though need to have an understanding of the groundrules under which they will serve this dynamic and complex estate. I again would request the ability to meet in person and talk through the parties differences in a hope of finding common ground.

Truly,

Steve

Get [Outlook for iOS](#)

On Thu, Jan 5, 2017 at 8:05 AM -0600, "Randall Sayers" <rsayers@hansendordell.com> wrote:

Steve,

Your proposed terms and conditions are unreasonable and unworkable. Although I obviously can't speak for Comerica, I believe no corporate fiduciary could serve under such conditions.

My clients will continue to support the appointment of Comerica and will continue to oppose efforts by other Heirs' counsel to usurp the proper role of the Court appointed fiduciary.

Randy

From: Silton, Steve [mailto:SSilton@cozen.com]
Sent: Wednesday, January 4, 2017 9:41 PM
To: Magoun, Polly; 'Frank K. Wheaton (fkwwheaton@gmail.com)'; 'Justin Bruntjen'; Greiner, Mark; Van Jones (vanjones68@magiclabsmedia.com); Randall Sayers; Aycock, Angela W
Subject:

Comerica and Counsel:

On behalf of Tyka and Omarr, below is a list of the terms and conditions under which we would hope Comerica would agree to serve. While I was not able to get final approval, I believe these conditions are also acceptable to Alfred. These conditions are consistent with, and to the most part, a specification on the proposal that was

the basis that Comerica was nominated by Omarr and Tyka. In addition, many of these conditions are a prerequisite for the loan contemplated by Mr. Lythcott and his organization. We can discuss more on the call tomorrow.

Assuming we reach an agreement, I would expect that the terms agreed upon can and will be incorporated into a written agreement. The proposed terms are as follows:

1. Willingness to work with the heirs to agree to an annual budget for the estate, including expense limits and revenue targets?
2. Disclosure of any "side" agreements (either verbal or in writing) with any of the heirs or anyone representing any of the heirs, as well as any meeting between Co-America and any of the heirs, their counsel, their advisors or representative were all the heirs.
3. Willingness to work with the Heirs and their representatives to secure current liquidity options, including providing the necessary documents required to underwrite advances or loans, as well as being creative with estate assets to secure such loans.
4. Willingness to work with the heirs to assist in the vetting of counsel for Comerica, as well as negotiation of retainer agreement. Specifically, we are looking to guarantee:
 - a. that we are getting that firm's, and each lawyer working on this matter best rates,
 - b. that the firm will be providing monthly budgets,
 - c. that all work will be authorized, and
 - d. that the heirs will have the ability to review all fees prior to payment.
5. To reduce expenses, to the extent possible, Heir's counsel should provide legal services on behalf of the Estate. This includes working with Comerica with regard to filing tax returns, any extensions, elections, lobbying work, work on any business deals, real estate work etc.
6. Willingness to work with the heirs and their counsel to determine the best tax strategy, including whether to make elections under applicable sections, including 6161 or 6166.
7. That counsel agree to be available and meet at least bi-weekly to discuss what legal work needs to be done and the most efficient way to execute on the work.
8. An agreement on a set of "best practices," to avoid inside dealing and the appearance of inside dealing; including, separating the sourcing of contracts from the negotiation and approval of contracts.
9. Best Practices would also include, but not be limited to, that at least three bids be secured for any contract in excess of \$1,000,000.00, that the heirs have input on the deal and that if any heir objects, a process be established to deal with the deadlock.
10. Disclosure of any previous business relationship between Comerica, or any individuals working for the estate and any of the parties seeking to do business with the estate.
11. Agreement that all gifts received by Comerica and it's counsel from parties related to the estate be disclosed. Gifts include, but are not limited to, cash, clothing, tickets, accommodations, dinners, drinks, club access, etc.

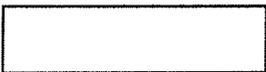
12. Permission must be granted by all heirs for any public statement during and after the case by Comerica and its counsel. This includes public statements and appearances of any kind.
13. The hiring of any third party experts must be vetted with the heirs and approved by at least 5 of the 6 heirs.
14. The sale of any music assets of the Estate must be approved by all heirs.
15. All entertainment deals must be sourced by no fewer than 3 bonafide offers.
16. That an auction process be set up to maximize the value of the existing real estate, there needs to be at least 3 offers on any property before its sold.
17. That the raw land contingent to PP be reviewed for potential joint development opportunities as opposed to a sale.
18. Absolute transparency on all decisions.
19. Weekly calls with heirs and counsel.
20. Monthly meetings with heirs and counsel.
21. An Agreement on the one year term, as well as any extensions.

Steve

Get Outlook for iOS

Get Outlook for iOS

Get Outlook for iOS



Steven H Silton
Member | Cozen O'Connor
 33 South 6th Street, Suite 4640 | Minneapolis, MN 55402
 P: 612-260-9003
[Email](#) | [Bio](#) | [LinkedIn](#) | [Map](#) | [cozen.com](#)

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EXHIBIT L
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Cassioppi, Joseph

From: L Londell McMillan <llm@thenorthstargroup.biz>
Sent: Friday, September 22, 2017 1:19 PM
To: Bruce, Andrea
Cc: Aycock, Angela W; Troy Carter; sharon nelson; Charles F. Spicer Jr.; Cassioppi, Joseph; Nathaniel Dahl; Randall Sayers; Chrystal Matthews; Henry Sherwin; Alan I. Silver; Robin Ann Williams
Subject: Re: [REDACTED] With Prince Heirs

Andrea,

I wish things were better with Sharon, Norrine and John (SNJ) and Comerica but your false allegations continue to evidence your self-serving narrative and mis-reading of the situation. Your communications have not added transparency or clarity but just the opposite and this has been communicated to you and Comerica. You have not agreed to have all the Heirs representatives attend meetings together. We do not wish to create different meetings with Heirs and their advisors, as that will likely cause further division. SNJ raised their concerns with you and Sharon even filed legal documents in opposition to your behavior early on so please do not seek to cast blame elsewhere.

You and Angela simply will not accept responsibility for your improper conduct. The record will show that SNJ, Charles Spicer and I have all tried to be professional, courteous and work with you and Comerica but you all are disrespectful and matters have not improved, they have become worst. You cannot blame everyone else for your issues. Understand, your issues and problems with SNJ come directly from you, your colleagues and advisors at Comerica not me. I have been minimally involved in your communications with SNJ due to your unwillingness to communicate with me much early on. Further, I did not advise anyone to stop taking meetings with Comerica but these meetings have reportedly been unproductive, usually not attended by all the Heirs, and unhelpful to administering the best interests of the Prince Estate for numerous reasons.

For clarity, since you referenced the Minutes, I have been advised and my clients have advised you that the Minutes you prepare under Comerica's name are incomplete, misleading and not accurate. Again, this is coming from them not me but you can continue to blame me for stating what they may not wish to confront you. This is why you must cease dealing with business matters without my involvement, as the business advisors of SNJ.

Let's agree that I will have my legal counsel speak with your counsel if you do not speak directly with my clients without my permission since I have an agreement as their business manager and advisor. Is that satisfactory?

If not, we should seek some way to reach an amicable agreement to do what's in the best interest of the Prince Estate and that is not doing things the way they have been going because things are pretty bad right now....

Londell

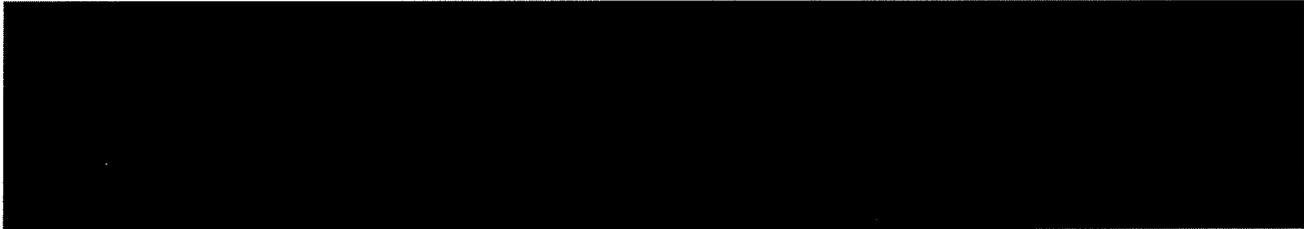
L. Londell McMillan
The NorthStar Group

Chairman
240 W. 35th, Suite 405
New York, NY 10001

T: (646) 559-8314
F: (646) 559-8318
E: llm@thenorthstargroup.biz

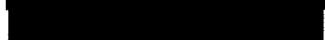
On Fri, Sep 22, 2017 at 1:36 PM, Bruce, Andrea <abruce@comerica.com> wrote:

Dear Londell,

1. 

2. The Estate is committed to maximizing value to all of the heirs and with this in mind is working toward



 So please do not misstate that the Estate has taken action or discussed matters without due consideration and knowledge of the facts.

3. Inquiry regarding  was made during an heirs' meeting and via email. Reference to the inquiry is included on the Minutes of the meeting. I assume since you are Sharon, Norrine and John's business advisor, they are forwarding you the Minutes and you are reviewing. We have repeatedly stated that we are happy to debrief the heirs' meetings with you and your clients. I sincerely hope that you are not now suggesting that you should dictate what Comerica can discuss at the heirs' meetings simply because your clients choose to attend. Moreover, regardless the business relationship you may have with your clients (we understand you still maintain you are not acting as their attorney), it does not preclude us from communicating with them or keeping them duly informed of the Estate's affairs. Comerica remains committed to communicating and maintaining as much transparency with the heirs as they are willing to accept.
4. When Comerica accepted appointment as Personal Representative, we committed to the Heirs that we would hold regular meetings to keep them informed and actively engaged in the administration of the Estate. We intend to honor that commitment. Personally, Sharon, Norrine and Johnny are a delight. It would be a shame for you to continue to encourage them not to attend the heirs' meetings. They all show a good grasp of the matters discussed, raise pertinent issues and ask good questions. I can see no valid reason why you would not encourage them to attend and participate in the meetings, other than in

an improper attempt to control what information they receive. That is too bad-- since Comerica is entrusted with the authority to make decisions on behalf of the Estate, it doesn't make sense that you would try to impede your clients' access to the Personal Representative. To be clear, and consistent with its obligation as a fiduciary under Minnesota law, Comerica will continue to provide information about the Estate, its assets, and its administration directly to all of the Heirs. We don't know why that would be of concern to you, but to the extent that it is, you are of course free to raise any concern with the Court.

Based on the tone and tenor of your most recent communication, coupled with the unwarranted, unprofessional and false personal attacks on Angela's and my characters and "temperment", please direct all communications going forward to our legal counsel.

Andrea Bruce, CFP® | Vice President, Manager- Trust Unique Assets | Fiduciary Services & Operations

Comerica Bank / Comerica Bank & Trust, N.A. | MC 2393 | 3551 Hamlin Rd | Auburn Hills, MI 48326

abruce@comerica.com



From: L Londell McMillan [<mailto:llm@thenorthstargroup.biz>]
Sent: Thursday, September 21, 2017 5:10 PM
To: Bruce, Andrea <abruce@comerica.com>
Cc: Aycock, Angela W <awaycock@comerica.com>; Troy Carter <tc@atomfactory.com>; sharon nelson <jupsn.llc@gmail.com>; Charles F. Spicer Jr. <upperkut@gmail.com>; Cassioppi, Joseph <JCassioppi@fredlaw.com>; Nathaniel Dahl <ndahl@hansendordell.com>; Randall Sayers <rsayers@hansendordell.com>; Chrystal Matthews <chrysm@thenorthstargroup.biz>; Henry Sherwin <henry@thenorthstargroup.biz>; Alan I. Silver <asilver@bassford.com>; Robin Ann Williams <rawilliams@bassford.com>
Subject: Re: [REDACTED] With Prince Heirs

Hello Andrea,





In terms of your reaching out to my clients on business matters, whether Sharon, Norrine or John, we have asked that you contact me and Charles Spicer for such matters and not engage them on business matter. You are aware or should be aware that I have a legal agreement, as their formal exclusive business advisor. Should you insist on directly engaging them on business without contacting me directly as their exclusive business advisor and manager, I will have to pursue appropriate action since this continues to persist to the detriment of my clients and the Heirs.

All rights are expressly reserved.

Londell

L. Londell McMillan
The NorthStar Group
Chairman
240 W. 35th, Suite 405
New York, NY 10001

T: (646) 559-8314
F: (646) 559-8318
E: llm@thenorthstargroup.biz

On Thu, Sep 21, 2017 at 4:16 PM, Bruce, Andrea <abruce@comerica.com> wrote:

Dear Londell,

Thank you for taking time to inquire as to the facts before making unwarranted accusations.



[REDACTED]

[REDACTED]

Neither the Personal Representative nor its representatives have done anything inappropriate-- the Personal Representative has the right to approve, reject and request additional information on license requests and other uses of Estate assets based on its judgement regarding what is in the best interests of the Estate.

[REDACTED]

Since at least early May the heirs have been made aware, at heirs' meetings and in other communications, of

[REDACTED]

Comerica and its advisors are in no way seeking to undermine good-faith and lawful efforts of the Prince heirs. We understand the Estate has no authority to curtail personal projects of the heirs that do not involve use of or otherwise interfere with Estate assets.

[REDACTED]

Sincerely,

~ Andrea

Andrea Bruce, CFP® | Vice President, Manager- Trust Unique Assets | Fiduciary Services & Operations

Comerica Bank / Comerica Bank & Trust, N.A. | MC 2393 | 3551 Hamlin Rd | Auburn Hills, MI 48326

abruce@comerica.com



From: L Londell McMillan [mailto:llm@thenorthstargroup.biz]

Sent: Thursday, September 21, 2017 1:27 PM

To: Aycock, Angela W <awaycock@comerica.com>; Bruce, Andrea <abruce@comerica.com>; Troy Carter <tc@atomfactory.com>

Cc: sharon nelson <jupsn.llc@gmail.com>; Charles F. Spicer Jr. <upperkut@gmail.com>; Cassioppi, Joseph <JCassioppi@fredlaw.com>; Nathaniel Dahl <ndahl@hansendordell.com>; Randall Sayers <rsayers@hansendordell.com>; Chrystal Matthews <chrysm@thenorthstargroup.biz>; Henry Sherwin <henry@thenorthstargroup.biz>

Subject: [REDACTED] With Prince Heirs

Hello Andrea, Angela and Troy.

On behalf of Sharon, Norrine and John ("SNJ"), I am contacting you, as we were informed representative(s) of [REDACTED]

In the event this was done, SNJ finds this to be an interference and inappropriate action by Comerica or Mr. Carter. Rather than make accusations or take legal action, we would like to better understand what happened and how we can resolve this matter. Similar to [REDACTED] discussed earlier, it is quite apparent there are efforts to undermine the good-faith and lawful efforts of some of Prince Heirs and their rightful pursuits to protect and extend the legacy of their brother Prince. As mentioned to you earlier, there are numerous rights affiliated with Prince yet not owned by the Prince Estate which the Prince Heirs should not be prohibited to explore. We would like to know Comerica's position and [REDACTED] SNJ would like to try to resolve this matter without them or the Prince Estate having to incur legal fees please.

Are you all available to discuss this matter tomorrow or later this week?

Thank you and all rights are expressly reserved.

Londell

L. Londell McMillan
The NorthStar Group
Chairman
240 W. 35th, Suite 405
New York, NY 10001

T: (646) 559-8314
F: (646) 559-8318
E: llm@thenorthstargroup.biz

Please be aware that if you reply directly to this particular message, your reply may not be secure. Do not use email to send us communications that contain unencrypted confidential information such as passwords, account numbers or Social Security numbers. If you must provide this type of information, please visit comerica.com to submit a secure form using any of the "Contact Us" forms. In addition, you should not send via email any inquiry or request that may be time sensitive. The information in this e-mail is confidential. It is intended for the individual or entity to whom it is addressed. If you have received this email in error, please destroy or delete the message and advise the sender of the error by return email.

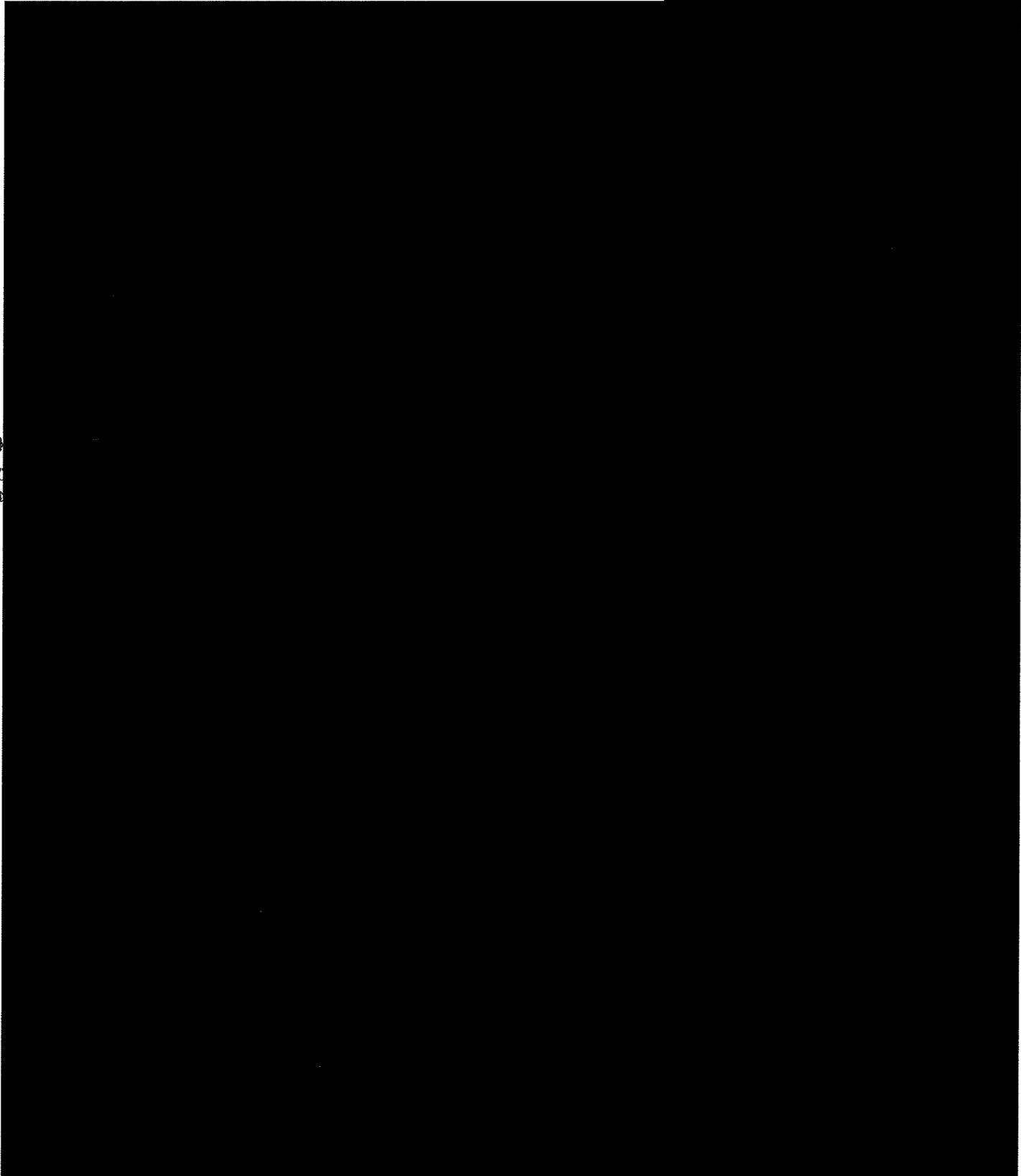
Please be aware that if you reply directly to this particular message, your reply may not be secure. Do not use email to send us communications that contain unencrypted confidential information such as passwords, account numbers or Social Security numbers. If you must provide this type of information, please visit comerica.com to submit a secure form using any of the "Contact Us" forms. In addition, you should not send via email any inquiry or request that may be time sensitive. The information in this e-mail is confidential. It is intended for the individual or entity to whom it is addressed. If you have received this email in error, please destroy or delete the message and advise the sender of the error by return email.

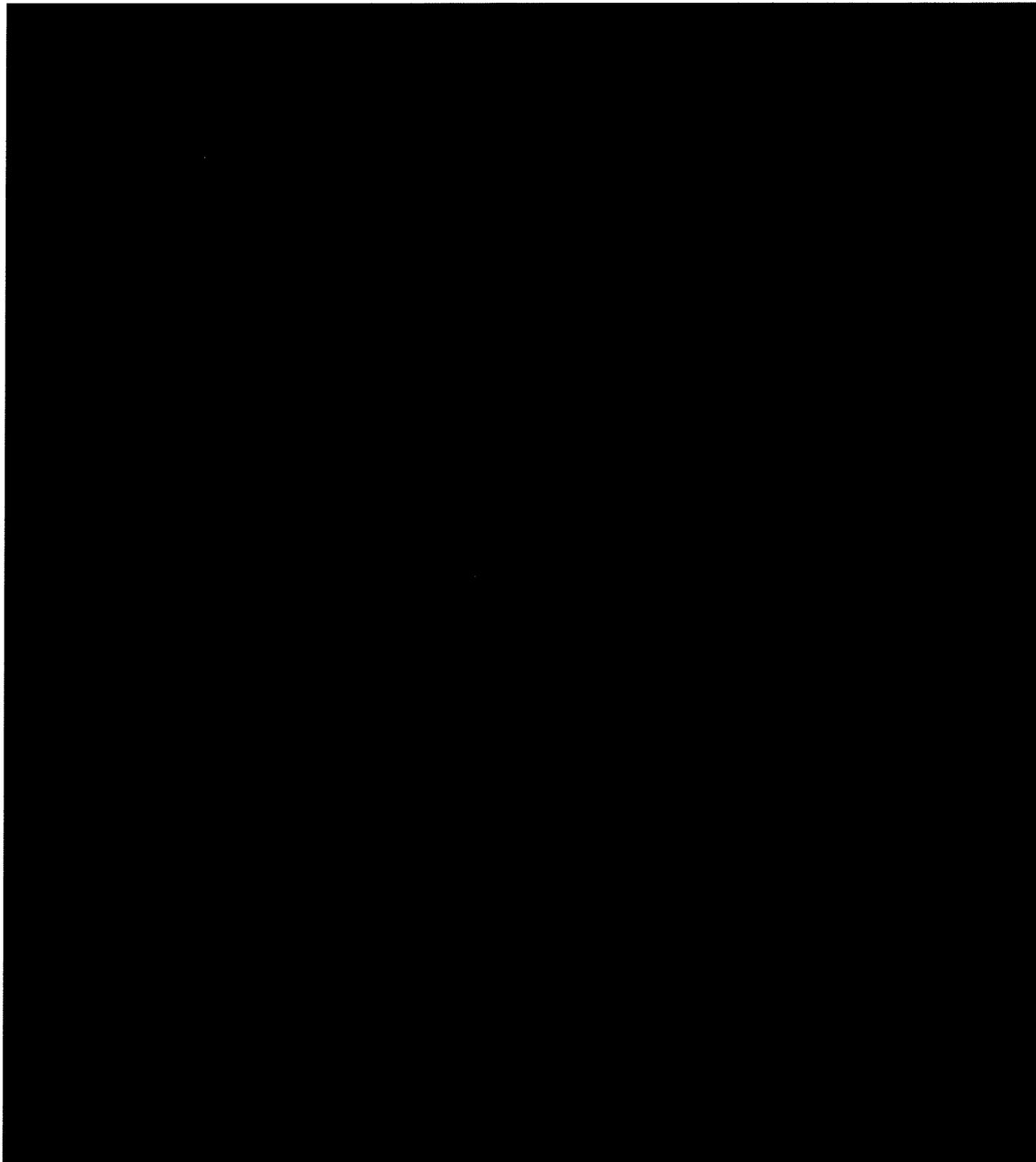
EXHIBIT M
TO THE DECLARATION OF
ANDREA BRUCE

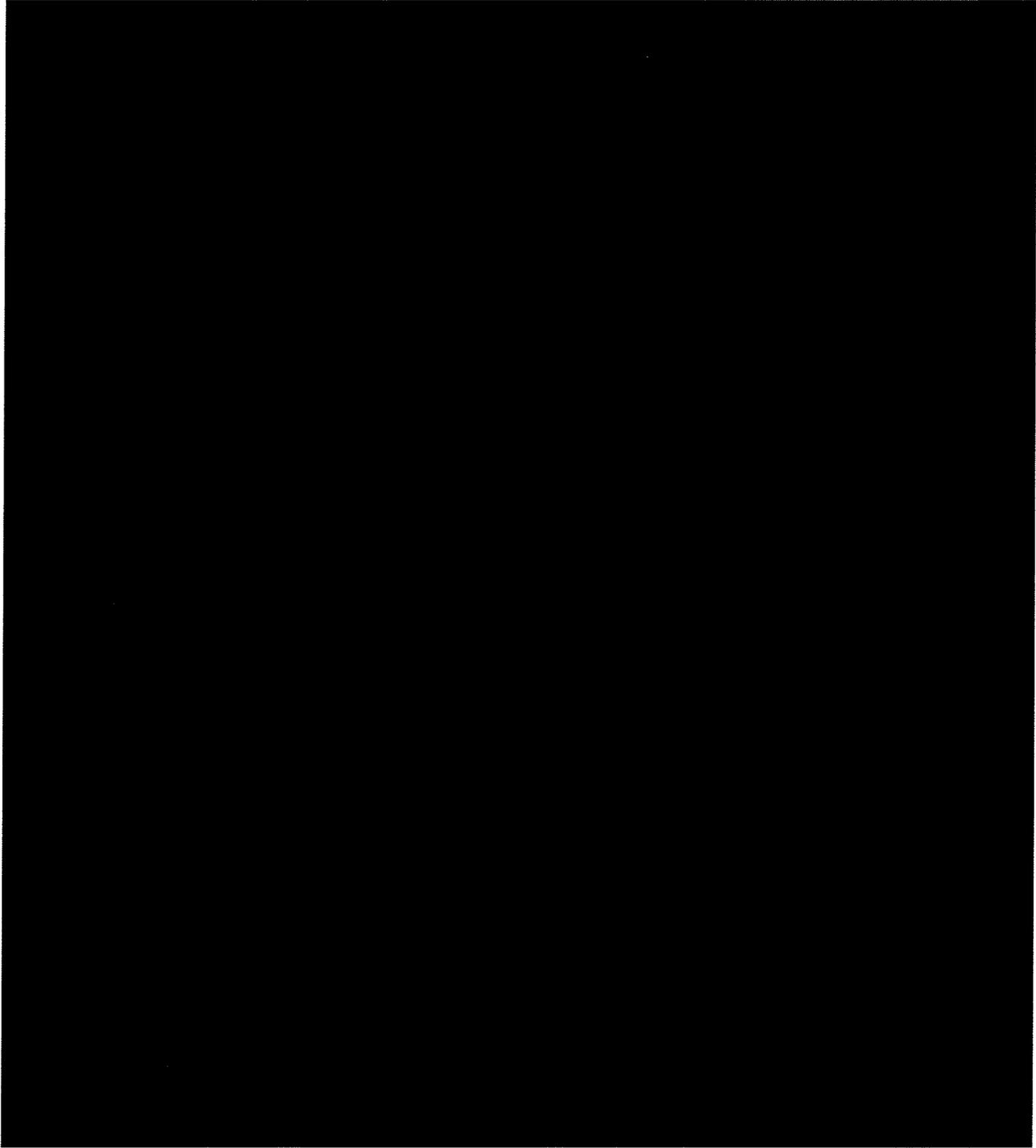
(REDACTED)

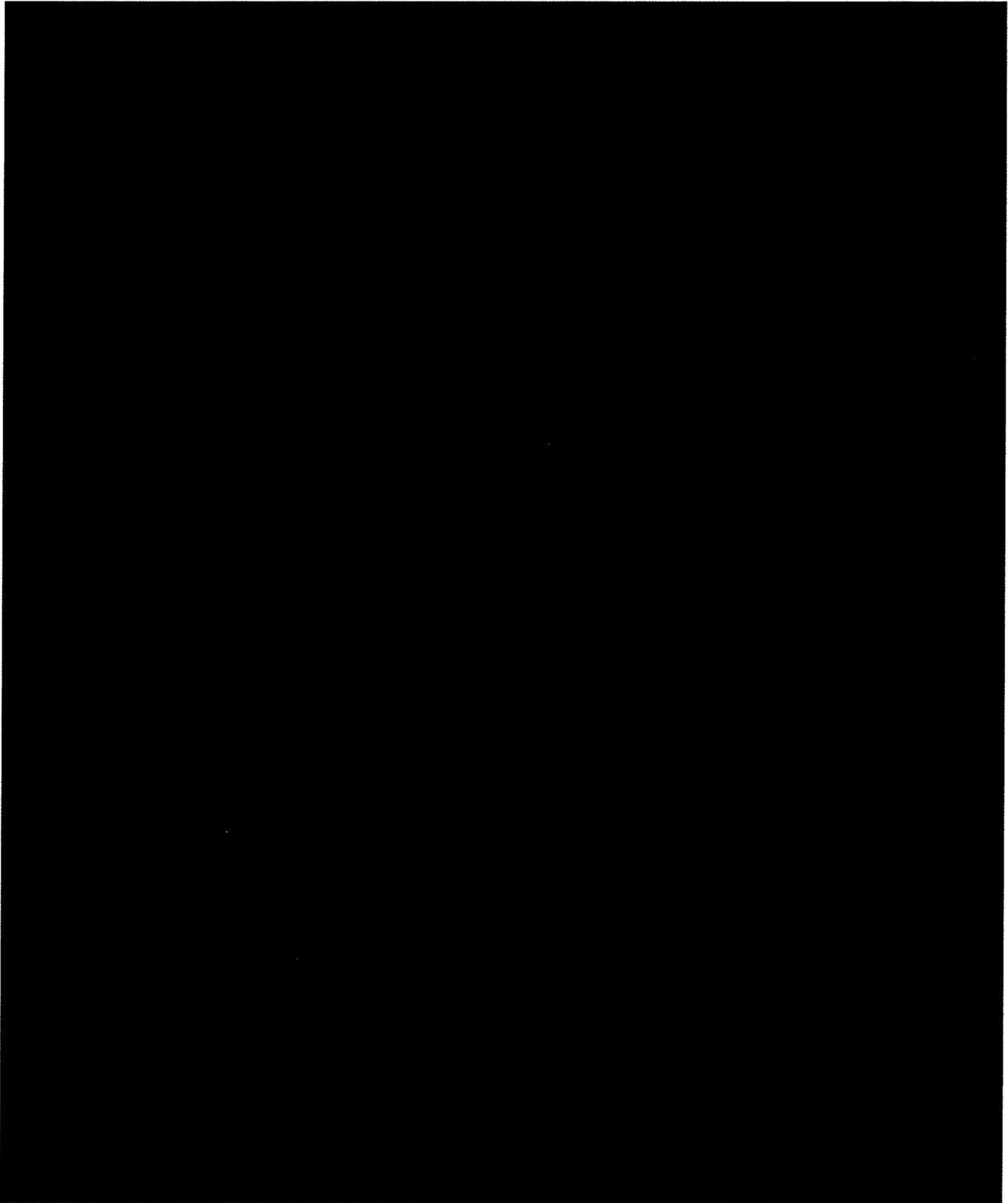
LLM COMMENTS

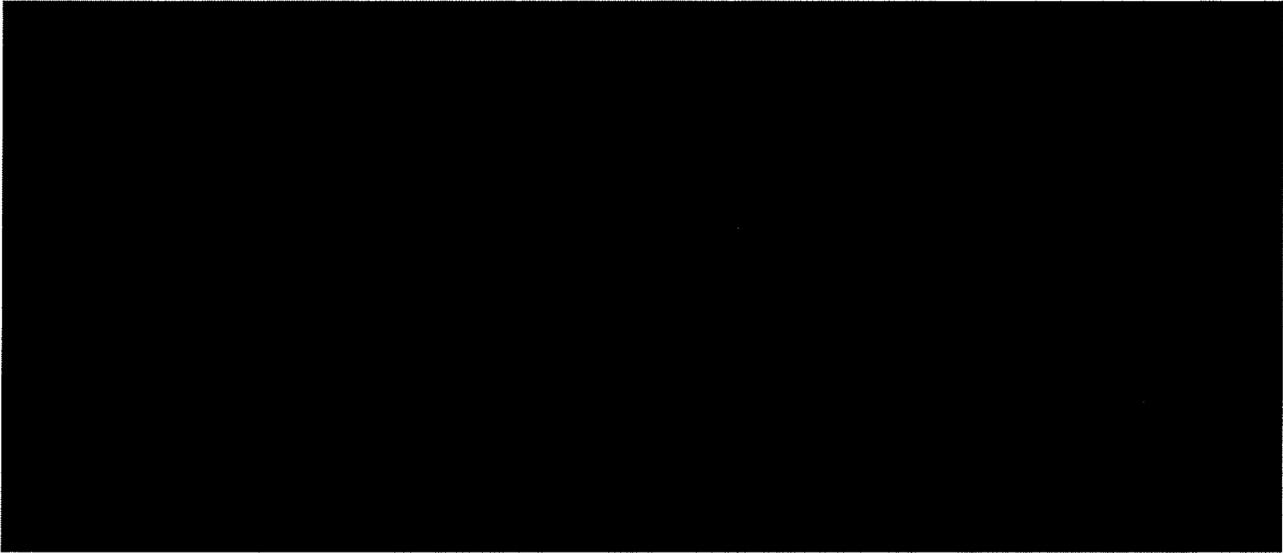
NON-DISCLOSURE AGREEMENT











Signature Page Follows

IN WITNESS WHEREOF, the parties have executed this Agreement to be effective as of the date listed above.

ESTATE OF PRINCE ROGERS
NELSON

By: COMERICA BANK & TRUST
N.A., Personal Representative

By: _____
Its: _____

L. Londell McMillan

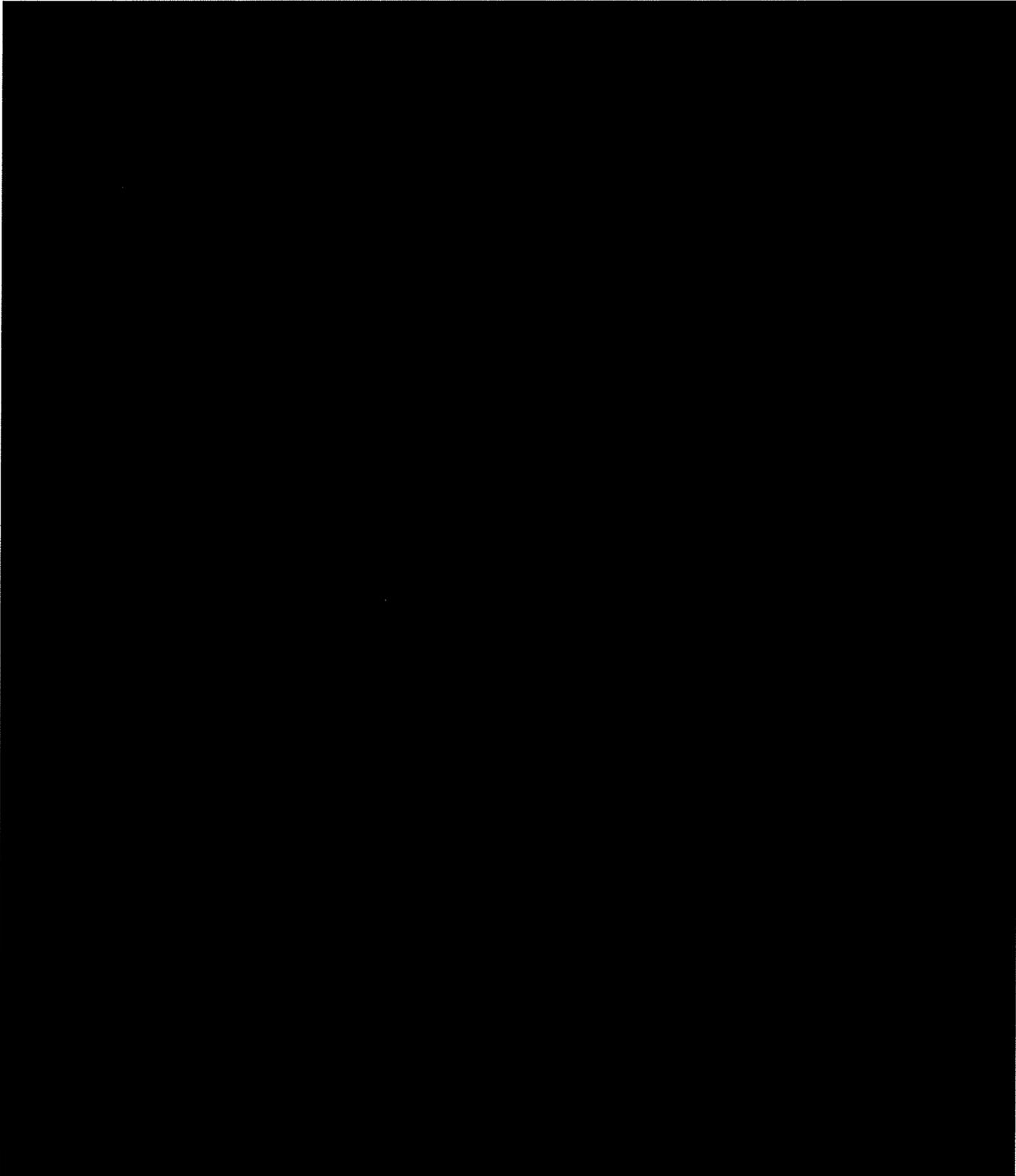
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EXHIBIT N
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

NON-DISCLOSURE AGREEMENT

THIS NON-DISCLOSURE AGREEMENT ("NDA") is made and entered into as of May ___, 2016 by and between Bremer Trust, National Association (hereinafter "**Bremer**"), as Special Administrator to the Estate of Prince Rogers Nelson (hereinafter "**Estate**"), and L. Londell McMillan (hereinafter "**Recipient**") regarding confidential and proprietary information concerning the Estate.



2.

3

4.

5.

6.

EXHIBIT O
TO THE DECLARATION OF
ANDREA BRUCE



William R. Skolnick
Amy D. Joyce*
Andrew H. Bardwell
Samuel M. Johnson
*ALSO LICENSED IN ILLINOIS
Attorneys at Law

November 6, 2017

VIA EFS

Comerica Bank & Trust, N.A.
c/o Joseph Cassioppi, Esq.
Fredrikson & Byron P.A.
200 South 6th St #4000
Minneapolis, MN 55402
jcassioppi@fredlaw.com

Re: In re the Estate of Prince Rogers Nelson
Court File No. 10-PR-16-46

Dear Mr. Cassioppi,

At our meeting today you confirmed that Comerica will not permit any legal counsel for the heirs or Mr. McMillan to attend heir meetings. Additionally, Mr. McMillan has been excluded from certain confidential communications and information based on the disagreement over the terms of Comerica's proposed non-disclosure agreement, despite the fact that Mr. McMillan already executed an assignable NDA with Bremer. Nonetheless, Comerica has urged Sharon, Norrine, and John to attend the heirs meeting scheduled to occur tomorrow by conference call. Since Comerica's communication, or lack thereof, with the heirs is a sharp point of contention between the heirs and Comerica, Sharon and Norrine Nelson plan to join the call but they will also have a court reporter join the call to create a transcript of the meeting. The court reporter will agree that the transcript will not be released to anyone other than Comerica, the heirs, their advisors, and their respective counsel. If Comerica or any of the other heirs desire a copy of the transcript, we will provide the requesting party with the name of the service so that they may order a copy.

Sincerely,
SKOLNICK & JOYCE, P.A.



William R. Skolnick

WRS:mac

Cc: Clients (via Email)
Counsel of Record for the Heirs

EXHIBIT P
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

- **Services and Team:** Please describe the overall services you intend to provide; the team you would use to provide such services, including "internal" team members hired by you directly as part of your overall compensation; and third party contractors you would recommend being separately hired by the Estate to provide services that won't be directly provided by you. Please include information about your specific overall role on your team and which services will be provided by you specifically versus those that will be provided by your team members. Further, we would like to know a percentage of your overall working time that you personally will devote to this account.
- **Compensation:** We have already conveyed to you our philosophy on the compensation for this role, and you have provided some feedback to us on our call. We would like you to get more specific and request a quote from you for compensation, which should specifically lay out your fixed and non-fixed compensation structure for this role (such fees which should include the services for all "internal" team members). Also, we would like to understand other potential reimbursable expenses, if any, that Comerica should expect.
- **Overall Strategy on Preserving Legacy and Priorities:** As an introduction to various topics on strategy, please provide your overall strategy on maximizing the value of Prince's legacy (what are overall priorities both creatively and financially). As part of this discussion, please lay out your vision for the first 120 days of your appointment, including the various services you intend to provide immediately in order of priority.
- **Strategy on Musical Assets:** While we realize you do not have specific information about the contractual rights of the music partners, please generally describe your overall strategy on exploiting the musical assets with the record and publishing companies, including how you would coordinate the roll-out of the vault. This strategy also includes your philosophy on exploiting the musical assets in third party non-Prince related commercial advertisements, film, television, and digital productions. Keep in mind that Comerica has been empowered to make decisions about where the music is used and will need creative and financial guidance on opportunities. Additionally, please share your thoughts around monitoring the performance of music partners, fostering collaboration between partners and resolving potential issues which may arise.
- **Strategy on Visual Rights:** The Estate has already received multiple proposals on visual productions (biopics, documentaries, etc.). Please share your vision about these types of opportunities, what relationships you have and which third parties you would recommend for these productions (for example, cable networks, production companies, directors, etc.). Additionally, please share your thoughts as to whether it would be beneficial to do one overall visual rights agreement in exchange for a large advance against a royalty, as opposed to tackling each opportunity as a "one off". This discussion should also focus on your timeline strategy to roll out these various productions and the priority of each.
- **Strategy on "Live" Rights:** The Estate has already received multiple proposals on Prince-related live productions [REDACTED]
[REDACTED] Please describe your vision on these types of opportunities and timing of same, keeping in mind various important anniversaries including Prince's death and his birthday. Additionally, we would like to understand the relationships you have in this space and with which companies/individuals you would intend to discuss opportunities.

- **Strategy on Name, Image & Likeness Rights:** As you are aware, the Estate has entered into a merch deal with Bravado. The Estate is also faced with many other NIL opportunities to license the Prince brand including his name, image or likeness. We would like your overall strategy and vision on these types of opportunities.
- **Strategy on Marketing (including Digital Marketing & Social Media):** Since Prince's death, the Estate has not launched any meaningful marketing initiatives to promote the Prince brand. Please describe your strategy and plan on implementing various marketing initiatives to keep Prince's brand vibrant and to sustain longevity from his fans, including social media, digital marketing initiatives and promotional concepts. This discussion should include a priority list of same. Additionally, the Paisley Park museum has become a source of promotion for Prince's legacy, and we would like your views about how it can be incorporated into the overall marketing strategy.
- **Strategy on Relationship with Heirs:** Comerica is acting as Personal Representative and will continue to have direct communication with the heirs. The heirs each have their own representation and ideas with respect to creative and business decisions. As the Personal Representative, Comerica is empowered to make these decisions but will need assistance in some respects to get the various heirs on-board with certain decisions. Please describe your overall plan and strategy to assist in such regard.
- **Conflicts of interest.** You know many of our current business partners and those you will want the Estate to do business with. We'd like to know to the extent possible whether there are conflicts of interest we need to consider in deciding whether to engage you.
- **Contract:** Please provide a copy of your standard engagement agreement

EXHIBIT Q
TO THE DECLARATION OF
ANDREA BRUCE

Cassioppi, Joseph

From: Troy Carter <troy@spotify.com>
Sent: Monday, October 30, 2017 11:54 AM
To: Aycock, Angela W
Subject: Fwd: Kyla on Apple Music
Attachments: photo.PNG

----- Forwarded message -----

From: L Londell McMillan <llm@thenorthstargroup.biz>
Date: Tue, Jul 19, 2016 at 1:54 PM
Subject: Fwd: Kyla on Apple Music
To: Troy Carter <troy@spotify.com>

Troy, we made front page of Apple Music for "New Music" and "Hot Tracks!!! We need Spotify too...

Londell

--

L. Londell McMillan
The NorthStar Group
Chairman
29 W. 46th Street, 3rd Floor
New York, NY 10036

T: (646) 559-8314
F: (646) 559-8318
E: llm@thenorthstargroup.biz

EXHIBIT R
TO THE DECLARATION OF
ANDREA BRUCE

Cassioppi, Joseph

From: Troy Carter <troy@spotify.com>
Sent: Monday, October 30, 2017 11:49 AM
To: Aycock, Angela W; Bruce, Andrea
Subject: Fwd: Congrats and Welcome Aboard

----- Forwarded message -----

From: L Londell McMillan <llm@thenorthstargroup.biz>
Date: Thu, Apr 6, 2017 at 11:40 AM
Subject: Congrats and Welcome Aboard
To: Troy Carter <troy@spotify.com>

Hey Troy, I heard the news that Comerica hired you to assist them. Welcome aboard and give me a call soon. All the best!

Regards,

Londell

L. Londell McMillan
The NorthStar Group
Chairman
2 W. 45th Street, Suite 1201
New York, NY 10036

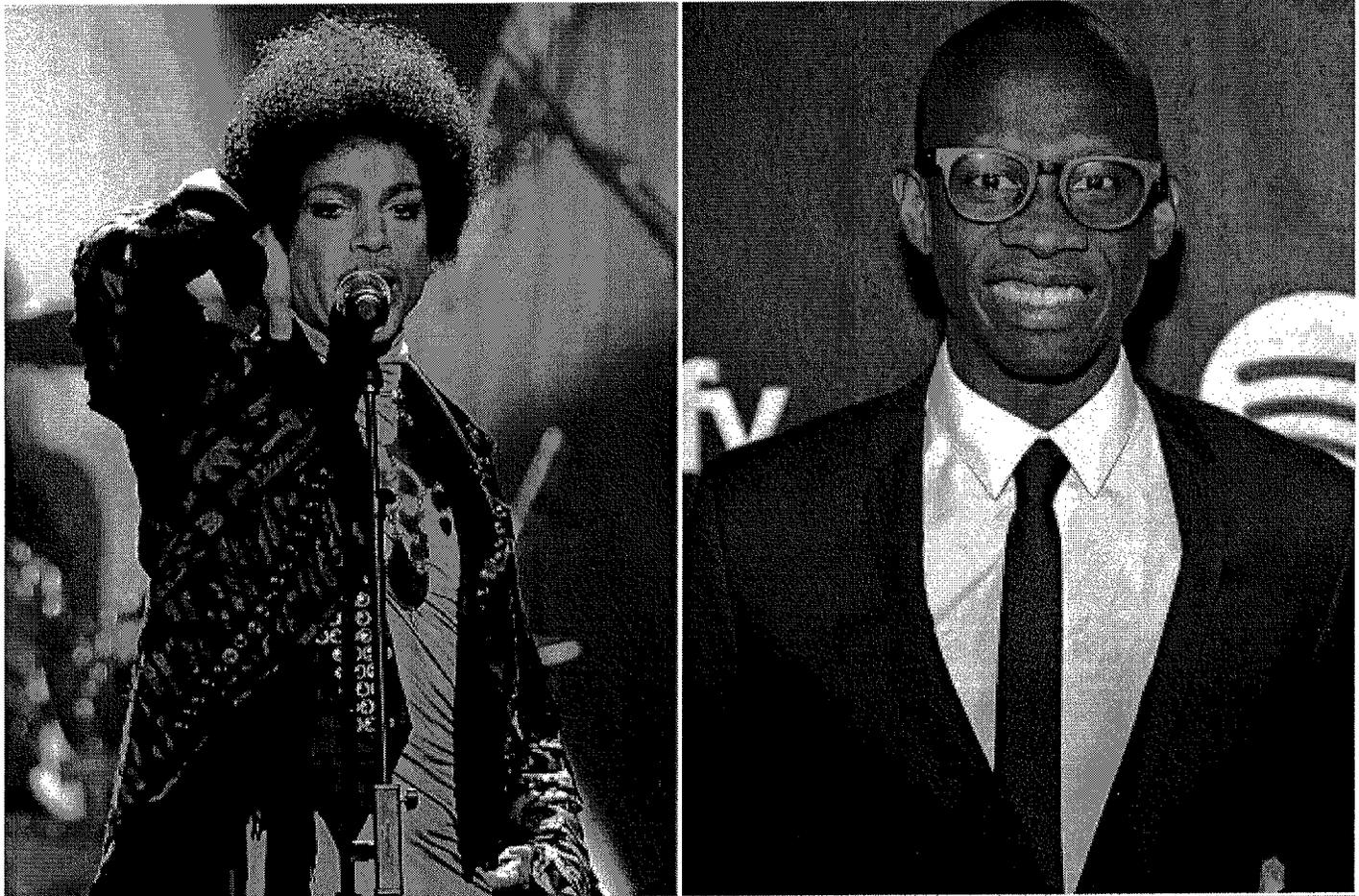
T: (646) 559-8314
F: (646) 559-8318
E: llm@thenorthstargroup.biz

EXHIBIT S
TO THE DECLARATION OF
ANDREA BRUCE

Prince estate names new adviser: Spotify's Troy Carter

By Variety

April 11, 2017 | 8:19am



Prince and Troy Carter
Getty

ORIGINALLY PUBLISHED BY:



Comerica Bank, which was appointed earlier this year to administer Prince's estate, has selected Spotify's Troy Carter as its entertainment adviser. His role is generally analogous to the one performed over the past several months by Charles Koppelman and L. Londell McMillan as "special music industry advisors" for Comerica's predecessor, Bremer Bank.

Bruno Mars channels Prince in rousing Grammys tribute

"It's an honor to serve as entertainment advisor to Prince's estate," Carter said in a statement. "His music, message and independent thought has been a major influence throughout my career. I'm humbled to work with his family and Comerica Bank to advance his musical legacy into the future." He declined Variety's request for further comment.

UMPG strikes publishing deal for Prince catalog

Prince's life and career in photos

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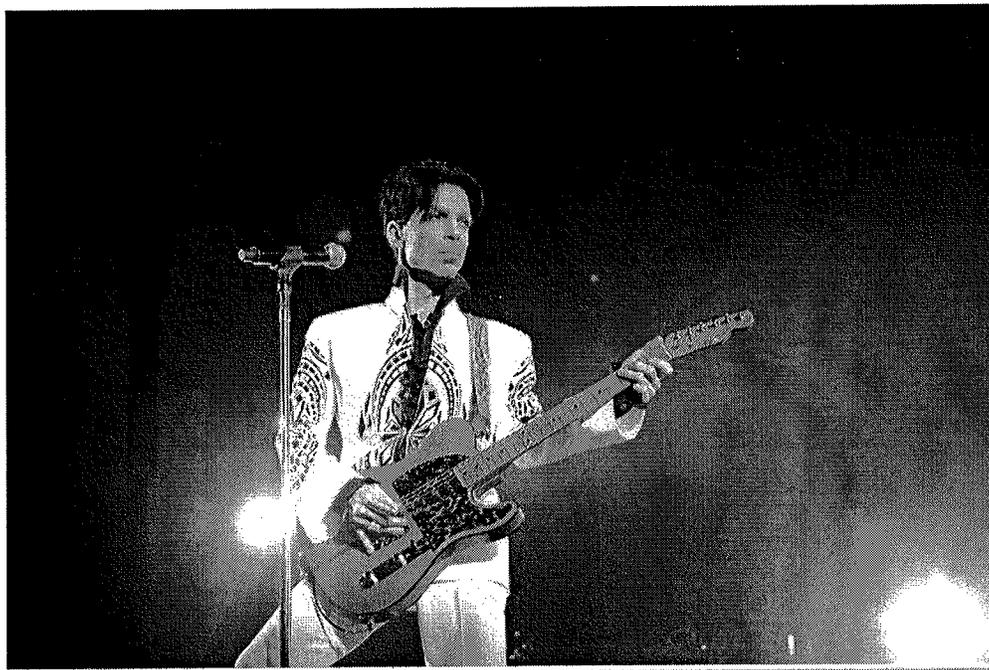
Now it's even easier to keep up with the latest celebrity news and juicy gossip.

Carter is a veteran manager who began his career as a talent manager for the Roots and the Fresh Prince, and then worked as an intern for Prince's Paisley Park Records. He made his mark as Lady Gaga's manager during the first several years of her career. After parting ways with her in 2014, the Atom Factory company worked with John Legend and Beyoncé. He also managed Meghan Trainor; he folded that deal to take the job at Spotify's global head of creative services, a role he will continue.



Prince estate names new adviser: Spotify's Troy Carter | Page Six

While in their role as advisors, Koppelman and McMillan executed several major deals for the estate in advance of the Jan. 21 deadline for the first installment of a whopping tax bill estimated at \$100 million: Recorded-music deals with Warner Music and Universal Music Group — including previously unreleased material from the artist's legendary vault — and deals for publishing with Universal, performing rights with Irving Azoff's Global Music Rights, and merchandising with Universal's Bravado. Those deals also cleared the way for much of Prince's music to be made widely available on major streaming services; from July 2015 until February of this year, Prince's music was limited to the Tidal streaming service, via a deal made by the artist that is currently being contested by the estate.



Prince
Getty Images

The deals helped to clear up at least some of the considerable ongoing confusion around Prince's estate. The artist died on April 21, 2016 at the age of 57, apparently without leaving behind a will.

Despite those results, Koppelman and McMillan's role essentially ended when Bremer elected to step down, and the latter's involvement in a contentious ongoing legal situation for control of the estate between Prince's six likely heirs — of whom McMillan represents four, while CNN commentator Van Jones represents the other two — may have influenced Comerica's decision. Both McMillan and Jones were Prince's attorneys at different stages of his career, McMillan for around a decade between 1996 and 2006 and Jones more recently.

While Koppelman and McMillan's deals settled matters for the estate's main music assets, in a recent interview Koppelman identified films, documentaries, Broadway shows and Cirque de Soleil as potential areas of opportunity going forward.

The recorded-music deals, which are by far of most interest to fans, have recently begun to bear fruit: In November a greatest-hits collection called Prince 4Ever, containing one previously unreleased track, was issued, and on June 9th a long-promised deluxe edition of Purple Rain, including an entire disc of previously unreleased recordings along with videos of two complete concerts. The release date of that collection is significant in that it's intentionally near June 7, which would have been Prince's 59th birthday.

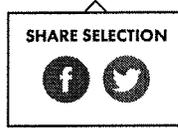
FILED UNDER **PRINCE**, **SPOTIFY**

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EXHIBIT T
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

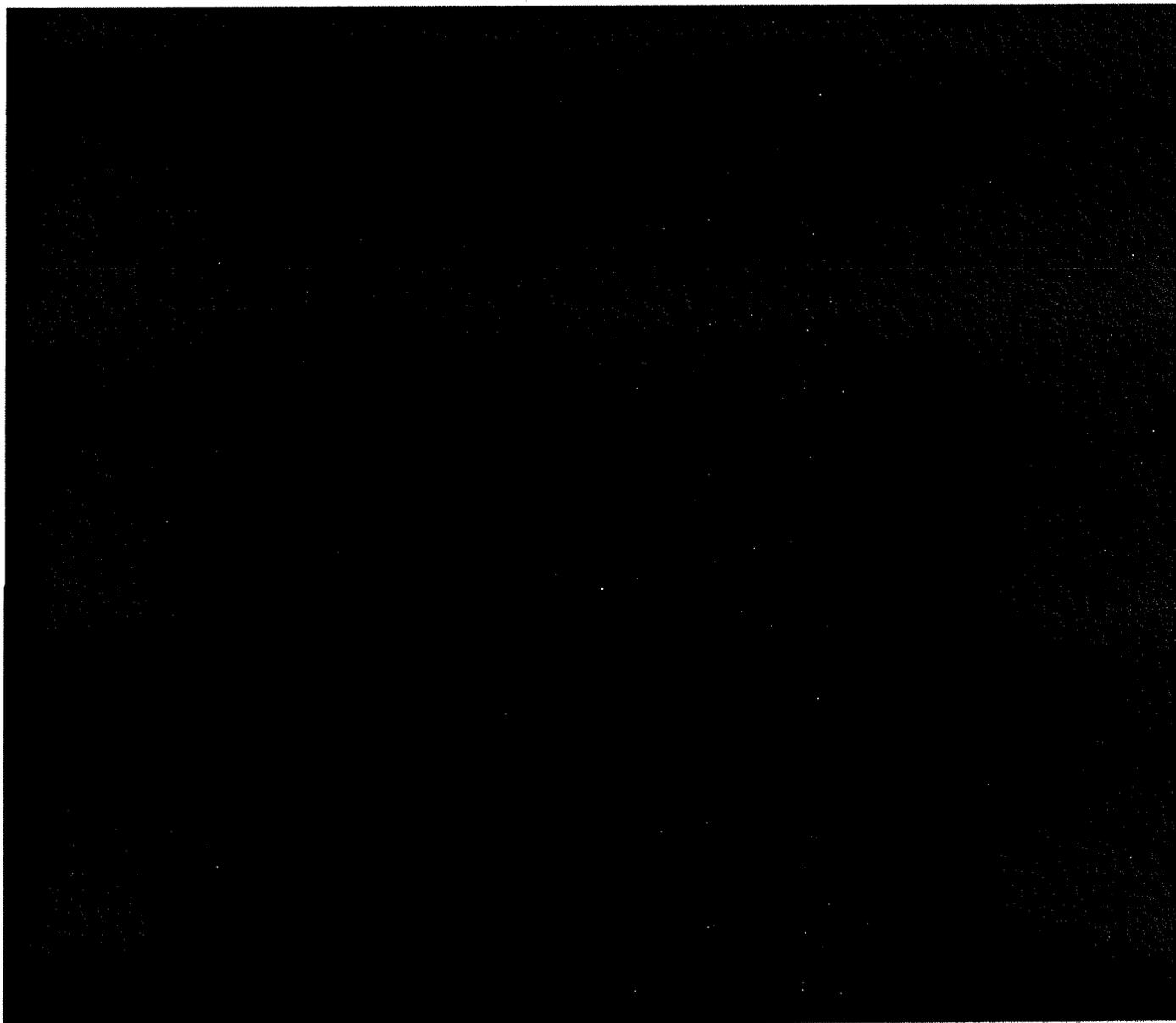
Cassioppi, Joseph

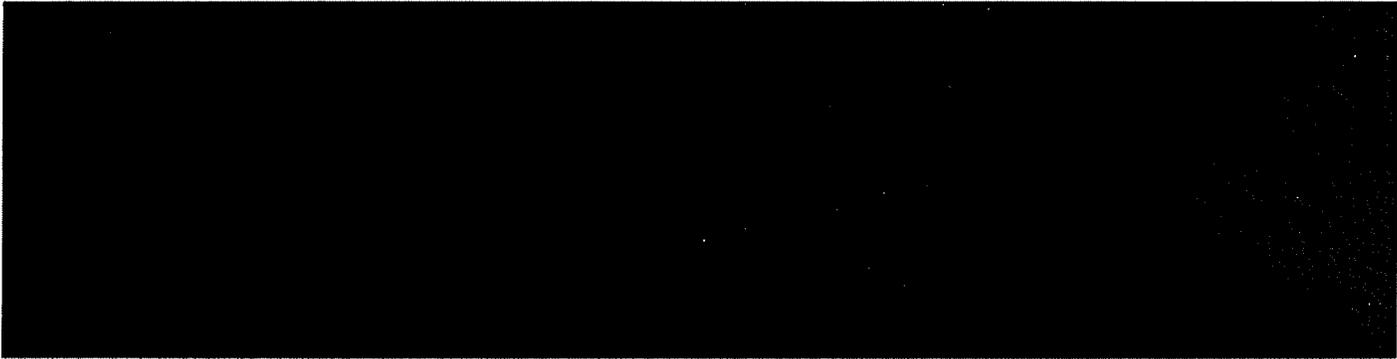
From: Bruce, Andrea <abruce@comerica.com>
Sent: Thursday, November 09, 2017 7:43 AM
To: Alfred Jackson; John Nelson; jupsn.lic@gmail.com; Justin Buntjen; Omarr Baker; Tyka Nelson
Cc: Aycock, Angela W
Subject: License Requests- 11/9/2017

This message was sent securely using ZixCorp.

Dear Heirs,

We have received the below license requests from UMPG. We would love to hear your thoughts, comments or questions. Thank you!





Andrea Bruce, CFP® | Vice President, Manager- Trust Unique Assets | Fiduciary Services & Operations
Comerica Bank / Comerica Bank & Trust, N.A. | MC 2393 | 3551 Hamlin Rd | Auburn Hills, MI 48326
P: 248.371.6855 | F: 248.371.6739 | abruce@comerica.com



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EXHIBIT U
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Fredrikson

& BYRON, P.A.

September 14, 2017

VIA EMAIL

Nathaniel Dahl
Hansen, Dordell, Bradt, Odlaug
& Bradt, PLLP
3900 Northwoods Drive, Suite 250
St. Paul, MN 55112-6973

Re: *In re the Estate of Prince Rogers Nelson*
Court File No. 10-PR-16-46

Dear Nate:

We are writing in response to your letter dated August 30, 2017, requesting information regarding the Estate on behalf of your clients Sharon Nelson, Norrine Nelson, and John Nelson. While responses to your specific questions are set forth below, we are disappointed by both the tone of the letter and the false implication that the Personal Representative has not been forthcoming with information related to the Estate. Indeed, many of the questions posed have been addressed in detail during the Personal Representative's regular meetings with the Heirs, as well as the minutes provided to the Heirs after each meeting. At least one of your clients has decided not to attend multiple Heirs meetings (including the latest meeting last week) and has stated that she is not reviewing the meeting minutes. While the Personal Representative is committed to providing information to the Heirs related to the Estate, there is only so much it can do if individual Heirs choose not to participate in that information sharing. We encourage all of the Heirs to attend the Heirs meetings, review the meeting minutes, and follow-up directly with the Personal Representative with any questions. By doing so, both your clients and the Estate can avoid incurring unnecessary attorneys' fees in the future.

I. REQUEST WITH RESPECT TO ESTATE FINANCES.

First, the August 30 letter states that the monthly account statements provided to the Heirs "reveal little information regarding the day-to-day Estate transactions and expenses." That statement is not accurate. The account statements prepared by the Personal Representative provide detailed information regarding all expenses and revenues associated with the Estate and its controlled entities (including those that exceed \$50,000) and comply with or exceed all

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Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, Minnesota
55402-1425

Hansen, Dordell, Bradt, Odlaug & Bradt, PLLP
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Page 2

applicable fiduciary reporting requirements. The Personal Representative has also implemented a protocol to review the statements with the Heirs on a monthly basis during the Heirs meetings, including answering questions. We will take your suggestion that the Estate prepare profit and loss statements under consideration, discuss with the accountants for the Estate, and report back.

With respect to your request for copies of all documents provided to your clients, multiple Heirs have specifically requested that their attorneys not be copied on communications with the Personal Representative in an effort to reduce attorneys' fees. The Personal Representative has honored those requests by not copying counsel unless it is requested directly by an Heir. The Personal Representative is happy to copy you on further communications after confirming this directive with your clients at the next Heirs meeting.

II. REQUEST WITH RESPECT TO HEIRS MEETINGS.

Second, the August 30 Letter states that your clients are concerned with costs associated with the Heirs meetings. As your clients are aware, when the Personal Representative accepted appointment to its position, it committed to all of the Heirs that it would hold regular meetings to keep them informed and actively engaged regarding the administration of the Estate. The Personal Representative intends to honor that commitment, including by involving representatives and agents of the Personal Representative at meetings to the extent that they are necessary to address the matters on the agenda for each meeting. There will be circumstances, like last week, when the Personal Representative holds Heirs meetings by phone, but it is the Personal Representative's experience that the meetings are more informative and productive when they take place in-person. In addition, the Personal Representative uses the time when it is in Minneapolis for the Heirs meetings to conduct other in-person meetings and other business related to the administration of the Estate. The Personal Representative acknowledges and respects that one or more of your clients may have a different perspective on this and other matters related to the administration of the Estate. But it is the Personal Representative's obligation and duty to administer the Estate in a manner that the Personal Representative believes is in the best interest of the Estate and all of its beneficiaries. Also, one correction of a statement made in the letter: While the Personal Representative has been informed that Sharon Nelson no longer wishes to attend the Heirs meetings, no other Heirs have made such a declaration. It is simply not accurate to state that "several of the Heirs are no longer participating in the meetings." One is not several.

III. REQUEST FOR INFORMATION RELATED TO NON-PROBATE ESTATE LITIGATION.

Third, the August 30 Letter requests information related to non-probate litigation involving the Estate and its controlled entities. The Personal Representative has been providing the Heirs regular updates regarding all litigation involving the Estate during the Heirs meetings. *See, e.g.,*

Hansen, Dordell, Bradt, Odlaug & Bradt, PLLP
September 14, 2017
Page 3

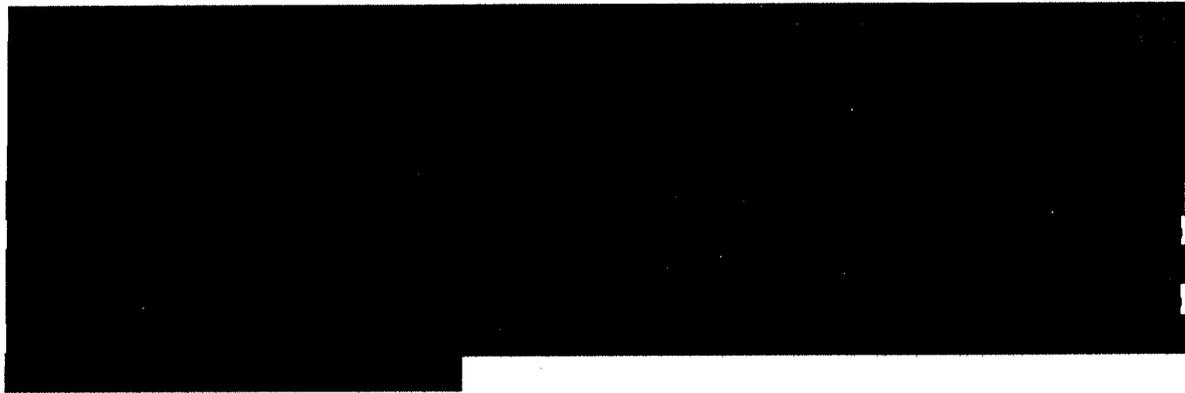
May 23, Aug. 1, & Aug. 22 Minutes. In addition, all invoices submitted to the Court by counsel for the Personal Representative have been separated by matter so that the Heirs can easily determine what fees and costs are attributable to each matter. We will be submitting invoices for June through September to the Court during October. We will also be including updates on all outstanding non-probate matters during the meeting with the Court on September 29. If, after that meeting, your clients have additional questions related to non-probate litigation matters, they may raise those at that time with the Personal Representative.



With respect to the timeline for making distributions to the heirs, that is, we understand, a subject to be discussed with the Court on September 29. As a threshold matter, until all appeals are final (including any petitions for review to the Minnesota Supreme Court from the Minnesota Court of Appeals' orders entered this week and last), the Personal Representative is barred from making any distributions without a Court Order. Additionally, and as we will explain in greater detail at the September 29 meeting, the Personal Representative filed the federal and state estate tax returns on July 20, 2017. It will likely be several months before the Personal Representative knows the positions of the IRS and Minnesota Department of Revenue as to whether they (i) will accept the estate tax values as filed and (ii) will accept the deferred payment plan submitted by the Personal Representative for the payment of estate taxes.

As you are undoubtedly aware, the Personal Representative would be personally liable if it makes a distribution that leaves the Estate unable to pay its tax obligations. Until the Personal Representative has a sense as to the IRS and MNDOR's positions on the value of the estate and the proposed payment plan, the Personal Representative will not be in a position to determine whether and the extent to which to seek approval of interim distributions to the Heirs.

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Page 4



V. REQUEST FOR INFORMATION RELATED TO POTENTIAL LENDERS.

Fifth, the August 30 Letter states that Comerica has suggested that the Heirs take out loans, secured by their interests in the Estate. This suggestion appears to be based on a misunderstanding. The Personal Representative inquired as to whether any of the Heirs wanted the Personal Representative to arrange for informal presentations around potential structures involving the purchase of or loans against their interests in the Estate and understood that there was a lack of interest. In addition, multiple heirs have approached the Personal Representative to discuss loan arrangements that they are considering with third-parties. Some of these discussions have taken place during Heirs meetings. While it is not the role of the Personal Representative to provide the Heirs business advice, it has repeatedly recommended that the Heirs exercise extreme caution with respect to any such lending relationships. The Personal Representative has provided information to certain potential lenders, but only at the request of individual Heirs.

VI. REQUEST FOR INFORMATION RELATED TO TROY CARTER.

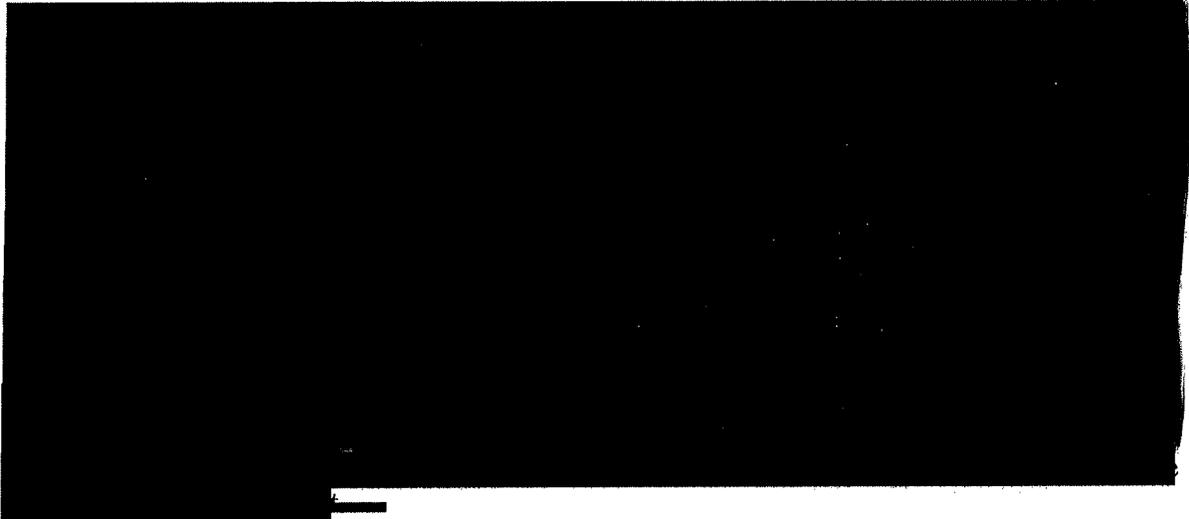
Sixth, the August 30 Letter requests information related to Troy Carter's engagement by the Estate. Again, the suggestion that your clients have not been provided information regarding Mr. Carter's selection, compensation or expense reimbursements, or that you requested such information without a response is not accurate. Mr. Carter's monthly compensation and all expense reimbursements are plainly set forth in the account statements provided to your clients.

With respect to Mr. Carter's selection, in its March 22, 2017 Order, the Court recognized the Personal Representative's authority to retain any agents (including "entertainment industry experts") it deemed necessary to administer the Estate "pursuant to terms the Personal Representative determines are reasonable under the circumstances." Mr. Carter was retained pursuant to that provision. Specifically, and has been discussed at length with your clients during multiple Heirs meetings, Mr. Carter was selected as part of an exhaustive nationwide search and interview process. Among others, the Personal Representative consulted with highly

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regarded entertainment attorneys, the Estate's major entertainment partners, and media-focused investment bankers for entertainment advisor recommendations. From those conversations, the Estate began with a pool of approximately 15 potential candidates. After further internal review, the candidate pool was narrowed to 8, with whom preliminary phone interviews were conducted. Based on those preliminary phone calls, the candidate pool was then further winnowed down to 6 for a second round of more in-depth phone interviews, culminating in live interviews with four final candidates. For the final interviews, candidates were asked to present pursuant to the enclosed RFP. In contrast, the Bremer Trust RFP process appears to have been much less rigorous in scope (see the enclosed). As part of its search and interview process, the Personal Representative agreed to maintain the confidentiality of the candidates who were not selected. As a result, the Personal Representative respectfully declines your request to identify those

██████████.



With respect to the request for information related to amounts paid to non-attorney professionals retained by the Estate (i.e., accountants and appraisers), all such information is set forth in detail in the account statements provided to your clients.

VII. REQUEST FOR MEETING WITH ALL HEIRS AND THEIR BUSINESS ADVISORS.

Seventh, the August 30 Letter repeats your clients' request that the Personal Representative arrange a meeting that includes all of the Heirs and their respective business advisors. Because the parties have already addressed this subject in detail (see the enclosed email correspondence), we will briefly reiterate what the Personal Representative has already told your clients. Based on your clients' request for such a meeting, the Personal Representative inquired whether all Heirs

Hansen, Dordell, Bradt, Odlaug & Bradt, PLLP
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Page 6

were interested in such a meeting. Unsurprisingly, since at least one of the Heirs has an active dispute with one of your client's business advisors, not all Heirs were interested in such a meeting. The Personal Representative remains willing to meet separately with your clients and their business advisors to discuss any questions or concerns your clients may have related to the administration of the Estate. You, your clients, and/or their advisors should simply send a meeting invitation, along with an agenda, for any such desired meeting.

VIII. REQUEST FOR INFORMATION RELATED TO SIGN O' THE TIMES AND YOUTUBE.

[REDACTED]

[REDACTED]

[REDACTED]

Hansen, Dordell, Bradt, Odlaug & Bradt, PLLP
September 14, 2017
Page 7



IX. REQUEST FOR ROYALTY STATEMENTS.

Finally, the August 30 Letter requests information related to advances and royalties paid to the Estate and its controlled entities. All advances and royalties paid to the Estate are set forth in the account statements provided to the Heirs. The royalty statements themselves are quite lengthy (some total thousands of pages), but if your clients would like to review the statements, we will make them available for that purpose at our office.

Do not hesitate to contact me if you would like to discuss this matter further.

Regards,

s/ Joseph J. Cassioppi

Joseph J. Cassioppi
Direct Dial: 612.492.7414
Email: jcassioppi@fredlaw.com

JJC/js/62166611.3
Enclosures

EXHIBIT V
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Quote Created	Project Type	Project Name	License Company	Quote Status	Song Title	Full Fee Quoted
09/27/2017	Online			Pending	NOTHING COMPARES 2	
09/27/2017	Online			Pending	SOMETIMES IT SNOWS	
03/27/2017	Television		GLOBO COMUNICAÇÃO	Denied	PURPLE RAIN	
07/13/2017	Advertising			Dead	KISS	
04/08/2017	Video Games - Online		UBISOFT MUSIC	Denied	LET'S GO CRAZY	
04/08/2017	Video Games - Online		UBISOFT MUSIC	Denied	WHEN DOVES CRY	
04/08/2017	Video Games - Online		UBISOFT MUSIC	Denied	PURPLE RAIN	
08/14/2017	Stage Shows			Denied	WHEN DOVES CRY	
10/17/2017	Video Games - Online		UBISOFT MUSIC	Approved	MANIC MONDAY	
10/19/2017	Television		SOVITEL INC. /	Approved	NOTHING COMPARES 2	
03/02/2017	Films		Les Productions du Trésor	Denied	LET'S GO CRAZY	
07/05/2017	Television		Sony Pictures Television	Approved	NOTHING COMPARES 2	
07/17/2017	Television		Sony Pictures Television	Approved	KISS	
02/06/2017	DVD/Video/DTO		BMG	Licensed	KISS	
02/06/2017	Films			Open	I WANNA BE YOUR	
02/08/2017	Television		NFL ENTERPRISES, LLC	Licensed	PURPLE RAIN	
02/08/2017	Television		NFL ENTERPRISES, LLC	Licensed	LET'S GO CRAZY	
02/09/2017	Online			Denied	NASTY GIRL	
02/10/2017	Television		AEG ERLICH	Quote Expired	1999	
02/10/2017	Television		AEG ERLICH	Quote Expired	MOST BEAUTIFUL GIRL	
02/10/2017	Television		AEG ERLICH	Quote Expired	KISS	
03/08/2017	Films			Denied	BEAUTIFUL ONES	
03/15/2017	Television		ROCK AND ROLL HALL	Licensed	WHEN DOVES CRY	
03/31/2017	Merchandise/Novelty		P PARK MANAGEMENT	Licensed	PAISLEY PARK	
04/03/2017	Television		TWENTIETH CENTURY	Denied	DARLING NIKKI	
04/11/2017	Television			Denied	PURPLE RAIN	
04/11/2017	Television			Denied	GET IT UP	
04/11/2017	Television			Denied	COOL	
04/11/2017	Television			Denied	GIRL	
04/11/2017	Television			Denied	777-9311	
04/11/2017	Television			Denied	WALK	
04/11/2017	Television			Denied	GIGOLOS GET LONELY	
04/11/2017	Television			Denied	JUNGLE LOVE	
04/11/2017	Television			Denied	ICE CREAM CASTLES	
04/11/2017	Television			Denied	BIRD	
04/11/2017	Television			Denied	JERK OUT	
04/11/2017	Television			Denied	CHOCOLATE	
04/11/2017	Television			Denied	DONALD TRUMP	
04/11/2017	Television			Denied	1999	
04/11/2017	Television			Denied	ADORE	
04/11/2017	Television			Denied	CREAM	
04/11/2017	Television			Denied	DIAMONDS AND	
04/11/2017	Television			Denied	EROTIC CITY	
04/11/2017	Television			Denied	I WOULD DIE 4 U	
04/11/2017	Television			Denied	I WANNA BE YOUR	
04/11/2017	Television			Denied	KISS	

04/11/2017	Television			Denied	PURPLE RAIN
04/11/2017	Television			Denied	WHEN DOVES CRY
04/11/2017	Television			Denied	LET'S GO CRAZY
04/11/2017	Television			Denied	RASPBERRY BERET
04/11/2017	Television			Denied	U GOT THE LOOK
04/11/2017	Television			Denied	MOST BEAUTIFUL GIRL
04/11/2017	Television			Denied	WHEN DOVES CRY
04/13/2017	Online		TWENTIETH CENTURY	License Requested	NOTHING COMPARES 2
04/18/2017	Television		NATIONAL ACADEMY	Licensed	KISS
04/27/2017	Films		UNIVERSAL	Denied	I FEEL FOR YOU
04/28/2017	Television			Licensed	CROSS
05/01/2017	TV Promos		ROCK AND ROLL HALL	Quote Expired	FIYAH!!!
05/16/2017	Television - Online		TECHWOOD	Quote Expired	LET'S GO CRAZY
05/19/2017	Television			Licensed	JUNGLE LOVE
05/19/2017	Television		AEG ERLICH	Licensed	LET'S GO CRAZY
05/19/2017	Television		AEG ERLICH	Licensed	BIRD
06/02/2017	Television		AEG ERLICH	Licensed	NOTHING COMPARES 2
06/12/2017	Online		FINNMAX, LLC	Licensed	ANNA STESIA
06/12/2017	Online		KORTE PRODUCTIONS	License Requested	CREAM
06/12/2017	Online		KORTE PRODUCTIONS	License Requested	I FEEL FOR YOU
06/12/2017	Online		KORTE PRODUCTIONS	License Requested	WHEN 2 R IN LOVE
06/12/2017	Online		KORTE PRODUCTIONS	License Requested	PAISLEY PARK
06/14/2017	Television		ESPN INC.	Licensed	PURPLE RAIN
06/14/2017	Television		FINNMAX, LLC	Licensed	DIAMONDS AND
06/14/2017	Television		FINNMAX, LLC	Licensed	LET'S GO CRAZY
06/14/2017	Television		FINNMAX, LLC	Licensed	JUNGLE LOVE
06/14/2017	Television		FINNMAX, LLC	Licensed	JUNGLE LOVE
06/14/2017	Television		FINNMAX, LLC	Licensed	JUNGLE LOVE
06/26/2017	Television		WARNER BROS.	Licensed	PURPLE RAIN
06/29/2017	Film Trailers		20th Century FOX	Quote Expired	LET'S GO CRAZY
07/05/2017	Television		BOSTON 4	Quote Expired	PURPLE RAIN
07/05/2017	Television		Ad Astra Live	Quote Expired	KISS
07/06/2017	Television			License Requested	NOTHING COMPARES 2
07/21/2017	Television		TWENTIETH CENTURY	Denied	FIYAH!!!
07/24/2017	Television			Quote Expired	LET'S GO CRAZY
07/26/2017	Advertising		TWENTIETH CENTURY	Dead	MANIC MONDAY
07/31/2017	Television			Licensed	COOL
07/31/2017	Television		YOUNG BULL	Licensed	JUNGLE LOVE
07/31/2017	Television		YOUNG BULL	Licensed	BIRD
08/07/2017	Films		YOUNG BULL	Quote Expired	MANIC MONDAY
08/11/2017	Television		EVAN M. GREENSPAN,	Approved	RASPBERRY BERET
08/23/2017	Television			Approved	RASPBERRY BERET
08/24/2017	Television		MARATHON	Approved	LET'S GO CRAZY
08/24/2017	Television		MARATHON	Approved	LET'S GO CRAZY
08/24/2017	Television		MARATHON	Approved	LET'S GO CRAZY
08/28/2017	Television		ESPN, INC.	Approved	FIYAH!!!
08/29/2017	Television		MDP PRODUCTIONS,	Licensed	GLAMOROUS LIFE

09/05/2017	Television		12:05 AM	Licensed	JUNGLE LOVE
09/06/2017	Television		CBS STUDIOS INC.	License Requested	NOTHING COMPARES 2
09/11/2017	Television		WARNER BROS.	Approved	NOTHING COMPARES 2
09/13/2017	Television			Denied	PURPLE RAIN
09/19/2017	Television			Approved	DO ME, BABY
09/19/2017	Television			Approved	DO ME, BABY
09/19/2017	Television			Approved	DO ME, BABY
09/19/2017	Television			Approved	DO ME, BABY
09/19/2017	Television		UNIVERSAL	Approved	FIYAH!!!
09/22/2017	Television			Approved	GLAMOROUS LIFE
09/25/2017	Television			Denied	BEAUTIFUL ONES
09/25/2017	Television		FINNMAX LLC	Approved	1999
09/25/2017	Television		FINNMAX LLC	Approved	I WANNA BE YOUR
09/25/2017	Television		FINNMAX LLC	Approved	KISS
09/25/2017	Television		FINNMAX LLC	Approved	I WOULD DIE 4 U
09/25/2017	Television		FINNMAX LLC	Approved	LET'S GO CRAZY
09/25/2017	Television		FINNMAX LLC	Approved	LITTLE RED CORVETTE
09/25/2017	Television		FINNMAX LLC	Approved	PURPLE RAIN
09/25/2017	Television		FINNMAX LLC	Approved	RASPBERRY BERET
09/25/2017	Television		FINNMAX LLC	Approved	U GOT THE LOOK
09/25/2017	Television		FINNMAX LLC	Approved	WHEN DOVES CRY
09/26/2017	Television			Approved	I WOULD DIE 4 U
09/26/2017	Television			Approved	I WOULD DIE 4 U
09/26/2017	Television		HIGHWAY CONTENT	Approved	JUNGLE LOVE
09/26/2017	Television		HIGHWAY CONTENT	Approved	JUNGLE LOVE
10/03/2017	Television		IHEARTMEDIA +	Denied	PURPLE RAIN
10/10/2017	Television			Approved	1999
10/11/2017	Corporate/In-house		EXECUTIVE VISIONS,	Approved	LET'S GO CRAZY
10/13/2017	Corporate/In-house			Approved	BABY I'M A STAR
10/18/2017	Television			Denied	LET'S GO CRAZY
10/18/2017	Television			Denied	LET'S GO CRAZY
10/18/2017	Television			Denied	NOTHING COMPARES 2
10/18/2017	Television			Denied	NOTHING COMPARES 2
10/19/2017	Television		ESPN INC.	Licensed	PURPLE RAIN
10/19/2017	Television			Denied	LET'S GO CRAZY
10/24/2017	TV Promos			Approved	PURPLE RAIN
10/24/2017	Film Festivals			Approved	GETT OFF
11/02/2017	Television - Online		AMERICAN	Denied	PURPLE RAIN
11/03/2017	Television - Online			Approved	TAMBORINE
11/03/2017	Television		MARATHON	Open	LET'S GO CRAZY
03/09/2017	Game (all formats)		Sony Interactive	Dead	KISS
05/24/2017	Television		BRIT Awards Limited	Approved	PURPLE RAIN
10/13/2017	Documentary		BBC Wogan House	Denied	RASPBERRY BERET
10/13/2017	Documentary		BBC Wogan House	Denied	MOUNTAINS
10/13/2017	Documentary		BBC Wogan House	Denied	I WOULD DIE 4 U
10/13/2017	Documentary		BBC Wogan House	Denied	COMPUTER BLUE
10/13/2017	Documentary		BBC Wogan House	Denied	PURPLE RAIN

10/13/2017
10/13/2017
10/13/2017
10/13/2017
10/13/2017
10/13/2017
10/27/2017

Documentary
Documentary
Documentary
Documentary
Documentary
Documentary
Advertising - Online



BBC Wogan House
BBC Wogan House

Denied
Denied
Denied
Denied
Denied
Denied
Open

BABY I'M A STAR
TAKE ME WITH U
GIRLS AND BOYS
LITTLE RED CORVETTE
AMERICA
LOVE BIZARRE
WHEN DOVES CRY

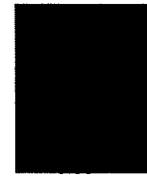


EXHIBIT W
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Cassioppi, Joseph

From: Bruce, Andrea <abruce@comerica.com>
Sent: Monday, October 30, 2017 9:26 AM
To: Cassioppi, Joseph
Subject: FW: "LETS GO CRAZY"/ [REDACTED]

Importance: High

This message was sent securely using ZixCorp.

Andrea Bruce, CFP® | Vice President, Manager- Trust Unique Assets | Fiduciary Services & Operations
 Comerica Bank / Comerica Bank & Trust, N.A. | MC 2393 | 3551 Hamlin Rd | Auburn Hills, MI 48326
 P: 248.371.6855 | F: 248.371.6739 | abruce@comerica.com



From: Murphy, Joy [<mailto:Joy.Murphy@umusic.com>]
Sent: Tuesday, October 10, 2017 10:17 PM
To: Troy Carter <tc@atomfactory.com>
Cc: Bruce, Andrea <abruce@comerica.com>; Aycok, Angela W <awaycock@comerica.com>; Jason Boyarski <jboyarski@boyarskifritz.com>
Subject: RE: "LETS GO CRAZY"/ [REDACTED]
Importance: High

Thanks Troy (and I emphatically agree with your decision).

[REDACTED]

Best,
 joy

From: Troy Carter [<mailto:tc@atomfactory.com>]
Sent: Tuesday, October 10, 2017 7:09 PM
To: Murphy, Joy
Cc: Bruce, Andrea; Aycok, Angela W; Jason Boyarski
Subject: Re: "LETS GO CRAZY"/ [REDACTED]

Let's pass. Thanks.

On Tue, Oct 10, 2017 at 5:53 PM, Murphy, Joy <Joy.Murphy@umusic.com> wrote:

[REDACTED]

all songs. Please advise if you agree to reduce. thanks

From: Bruce, Andrea [mailto:abruce@comerica.com]
Sent: Tuesday, October 10, 2017 7:53 AM
To: Murphy, Joy; Aycock, Angela W; tc@atomfactory.com; Jason Boyarski
Subject: RE: "LETS GO CRAZY"/ [REDACTED]

Hi Joy,

The Estate approves this at a [REDACTED]. Thanks.

Andrea Bruce, CFP® | Vice President, Manager- Trust Unique Assets | Fiduciary Services & Operations
Comerica Bank / Comerica Bank & Trust, N.A. | MC 2393 | [3551 Hamlin Rd](#) | Auburn Hills, MI 48326
P: [248.371.6855](tel:248.371.6855) | F: [248.371.6739](tel:248.371.6739) | abruce@comerica.com



From: Murphy, Joy [mailto:Joy.Murphy@umusic.com]
Sent: Monday, October 09, 2017 11:21 AM
To: Bruce, Andrea <abruce@comerica.com>; Aycock, Angela W <awaycock@comerica.com>;
tc@atomfactory.com; Jason Boyarski <jboyarski@boyarskifritz.com>
Subject: "LETS GO CRAZY"/ [REDACTED]
Importance: High

Hi, all.

[REDACTED]

Here are the terms of the request:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Please advise if the foregoing is approved.

All the best,

Joy

Please be aware that if you reply directly to this particular message, your reply may not be secure. Do not use email to send us communications that contain unencrypted confidential information such as passwords, account numbers or Social Security numbers. If you must provide this type of information, please visit comerica.com to submit a secure form using any of the "Contact Us" forms. In addition, you should not send via email any inquiry or request that may be time sensitive. The information in this e-mail is confidential. It is intended for the individual or entity to whom it is addressed. If you have received this email in error, please destroy or delete the message and advise the sender of the error by return email.

Please be aware that if you reply directly to this particular message, your reply may not be secure. Do not use email to send us communications that contain unencrypted confidential information such as passwords, account numbers or Social Security numbers. If you must provide this type of information, please visit comerica.com to submit a secure form using any of the "Contact Us" forms. In addition, you should not send via email any inquiry or request that may be time sensitive. The information in this e-mail is confidential. It is intended for the individual or entity to whom it is addressed. If you have received this email in error, please destroy or delete the message and advise the sender of the error by return email.

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EXHIBIT X
TO THE DECLARATION OF
ANDREA BRUCE

DOW JONES, A NEWS CORP COMPANY ▼

DJIA ▼ 23504.19 -0.19%

S&P 500 ▼ 2586.57 -0.18%

Nasdaq ▼ 6756.15 -0.45%

U.S. 10 Yr ▲ 3/32 Yield 2.304%

Crude Oil ▼ 57.17 -0.31%

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<https://www.wsj.com/articles/michaels-jacksons-estate-faces-demand-for-big-tax-payment-1486320354>

BUSINESS

Michael Jackson's Estate Faces Demand for Big Tax Payment

Dispute with IRS centers on valuation of the singer's name and likeness rights at time of his death



The tax case involving Michael Jackson's estate highlights the difficulty of putting a price on a music star's name and image, as distinct from what his or her music is worth. PHOTO: JOEL RYAN/ASSOCIATED PRESS

By *Hannah Karp*

Updated Feb. 5, 2017 7:51 p.m. ET

When pop star Michael Jackson died in 2009, weeks before a planned comeback tour, how much was the man in the mirror worth? The answer is far from black and white.

After coming to agreements on the value of some of the King of Pop's more concrete assets in a legal fight that began four years ago, the estate's executors are facing off with the Internal Revenue Service in U.S. Tax Court on Monday, primarily over the valuation of the singer's name and likeness rights at the time of his death.

Depending on the outcome of the case, the estate could be on the hook for more than \$500 million in taxes and \$200 million in penalties, according to the IRS's notice to the estate of its deficiency.

The estate said it considered his name and likeness essentially worthless, valuing it at \$2,105, as Mr. Jackson's reputation was then tainted by child-abuse allegations and his strange public behavior.

After releasing his last studio album in 2001, he was accused in 2003—and later acquitted—of molesting children at his Neverland ranch in Southern California. Numerous other incidents, including dangling his baby son from a hotel room window in 2002, also hurt his public image.

Even after Mr. Jackson had sold out the 50 shows at London's O2 arena that he had planned for the "This Is It" tour in the summer of 2009, he was unable to find a tour sponsor, said Howard Weitzman, one of the attorneys representing the estate in the trial, along with tax specialists Avram Salkin and Steve Toscher. But the IRS argues that the pop star's name and likeness should have been valued at \$161 million; that would be down from 2013, when it valued those rights at \$434 million.

But the IRS argues that the pop star's name and likeness should have been valued at \$161 million; that would be down from 2013, when it valued those rights at \$434 million.

“No celebrity’s name and likeness rights have sold for anywhere near that much—not Elvis, not Marilyn, not Ali. And Michael did not make that much from his name and likeness—as opposed to his music—in his lifetime,” said Mr. Weitzman, noting that he only earned about \$50 million from those rights while he was alive. “They are trying to take what Michael’s estate created for his children after death and extract an unreasonable and excessive tax.”

The IRS didn’t respond to a request for comment.

The gaping discrepancy highlights the difficulty of putting a price on a music star’s name and image, as distinct from what his or her music is worth. Doing so requires guessing what the celebrity would have earned in licensing deals. Future licensing opportunities can also be hard to predict as technology evolves, with holograms and virtual reality now presenting new revenue opportunities for dead stars, for example.

Running the estate since Mr. Jackson’s death have been entertainment attorney John Branca—who started representing Mr. Jackson in the 80s—and veteran music executive John McClain.

Since 2009, the two executors have helped the estate net about \$1 billion, thanks to endeavors including music sales, a Cirque du Soleil tribute show and the posthumous release of the documentary “This Is It,” which followed Mr. Jackson as he prepared for his comeback tour.

The biggest payout came last year when they sold the estate’s approximately 50% stake in the world’s biggest music publishing company, Sony/ATV Music Publishing, to Sony Corp., netting about \$750 million. As a result, the \$500 million in debt Mr. Jackson died with has been transformed into about the same amount in cash for the performer’s mother and children.

The executors first brought the fight to U.S. Tax Court in 2013 when they filed a petition challenging a notice from IRS that had adjusted the estate’s total value to more than \$1.3 billion, from \$7 million. The right to Mr. Jackson’s image and likeness was among the IRS’s biggest adjustments.

A trial slated for 2014 was postponed as the two camps began reaching settlements on the values of some interests such as the star’s recordings and California property.

Los Angeles entertainment attorney Mitra Ahouraian said that if the IRS prevails, it is likely to pursue other celebrity estates for additional taxes on their name and likeness rights.

Write to Hannah Karp at hannah.karp@wsj.com

Appeared in the February 6, 2017, print edition as ‘Jackson’s Estate Faces Tax Demand.’

EXHIBIT Y
TO THE DECLARATION OF
ANDREA BRUCE



Sharon L. Nelson @Sharon_... · 10/13/17 ✓

Replying to @iasisphysio and
@Coldpurple

Partiality, disrespect, deceit, it makes me sick how they treat us and now they ask us not to go to the media. Too late!



Sharon L. Nelson @Sharon_... · 10/13/17 ✓

Replying to @iasisphysio

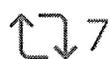
They did not tell us or our attorneys they were going to move the contents, they lied, no 4 time discussion, they just went and did it.



Sharon L. Nelson @Sharon_... · 10/11/17 ✓

Replying to @JustaHillbilly

We were unaware that they covertly cleaned it out weeks prior to us finding out on the 29th, as they knew we would object.



I weets

I weets & replies

media

LIKES



Sharon L. Nelson @Sharon_... · 10/28/17 ✓

Stay tuned, the fight against the real forces of evil requires perseverance!

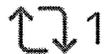
#thetruthwillprevail #fansstandwithus ❤️

Alex B @lamalexb

Replying to @Sharon_L_Nelson

#truth! However why has there been zero action on the investigation.

There are way too many unanswered questions!



Sharon L. Nelson @Sharon_... · 10/28/17 ✓

Norrine, John and I are not in the UK, we are in Minnesota protecting the #Prince estate! #Staytuned #Protectthelegacy #Focus #PrinceMusic

PRNFamily® @PRNFamily

#MyNameIsPrince





L Londell McMillan ✓ @Lond... · 9/28/17 ✓

Yes, this is the #Truth. People will soon see what's really been going on! #Prince wasn't cool on no Plantations Beloveds... #EMANCIPATION ❤️

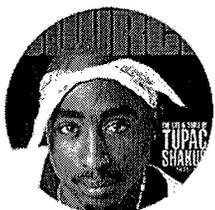
L Londell McMillan ✓ @LondellMcM...

Replying to @Baron3121 @wbr and 3 others

We fought long & hard to teach this lesson so I refuse to let these currently in charge return #Prince to any Masters... #EMANCIPATION



↻ L Londell McMillan Retweeted



The Source Magazine ✓ @T... · 9/28/17 ✓

Barack Obama, George W. Bush, Bill Clinton attend the President Cup goo.gl/so9PqR

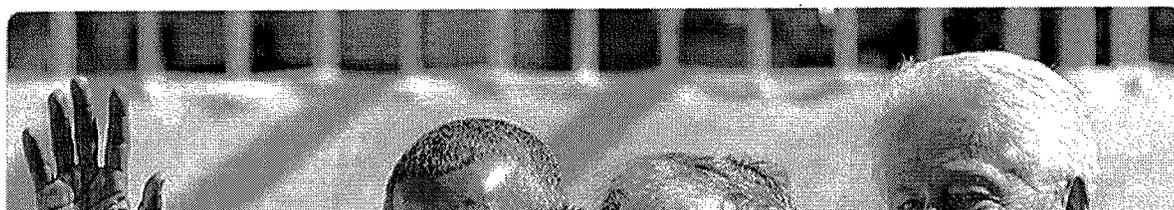


EXHIBIT Z
TO THE DECLARATION OF
ANDREA BRUCE

Estate of Prince Rogers Nelson
Meeting Agenda

January 31, 2017

1pm

Location: Fredrikson & Bryon, PA
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425

Invitees: (Heirs) Alfred Jackson, John Nelson, Norrine Nelson, Omarr Baker, Sharon Nelson, Tyka Nelson
(Comerica) Angela Aycock, Andrea Bruce, Polly (Magoun) Inboden, Gerard "Jerry" Snover

- I. Introduction and Explanation of Comerica Team Member Roles.
 - a. Angela Aycock – Estate Administration Officer
 - b. Andrea Bruce – Manager, Unique Assets Department
 - c. Polly (Magoun) Inboden – Trust Specialist
 - d. Gerard "Jerry" Snover – Trust Real Estate Officer
 - e. Linda J. Joiner – Estate Analyst

- II. Communication
 - a. General communication agreement & goals.
 - b. Preferred method of communication.
 - c. Inclusion of counsel. Meeting calendar going forward – group & individual.

- III. Update on Transition
 - a. Account opening & statements
 - b. Stinson & Bremer availability for 60 days.
 - c. Recap of activities for week of January 23, 2017.
 - d. Real estate overview.

- IV. Immediate Concerns
 - a. Deliverables due from Estate.
 - b. Paisley Park.

- V. Open Floor

EXHIBIT AA
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson

Meeting Agenda

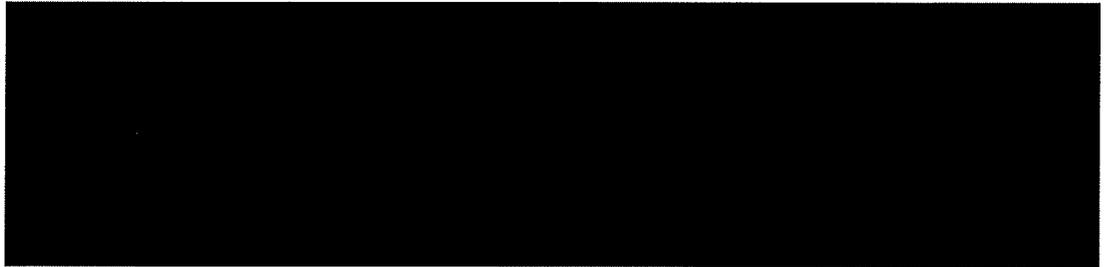
February 14, 2017

1pm

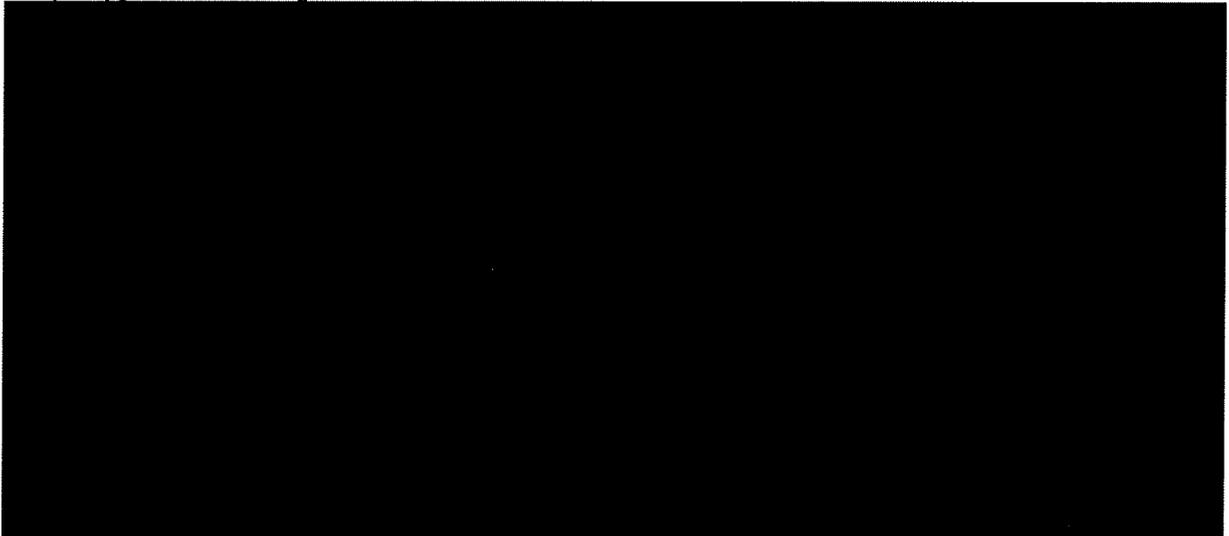
Location: Fredrikson & Bryon, PA
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425

Attendees: (Heirs) Alfred Jackson (Via Telephone 310.808.5013),
John Nelson
Norrine Nelson
Sharon Nelson
Tyka Nelson
(Comerica) Angela Aycock
Andrea Bruce
Polly (Magoun) Inboden,
Linda Joiner -Via Telephone

- I. Estate Administration Process ~ Angela
 - a. General overview

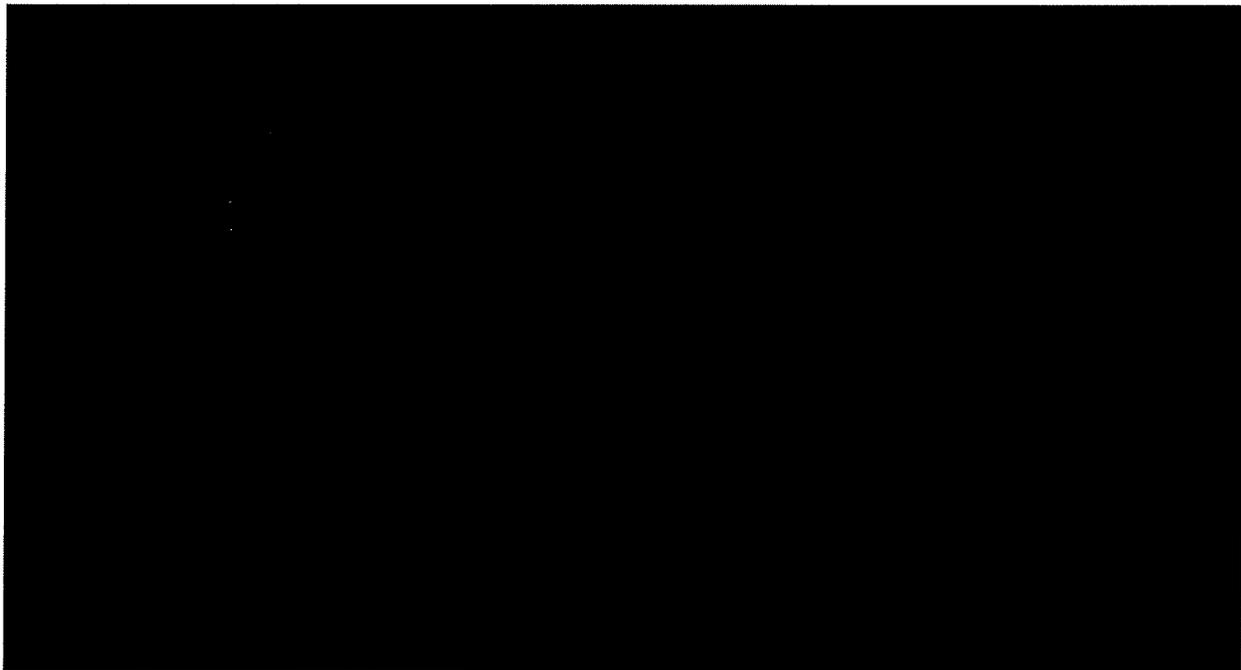


- b. Major types of tax filings/due dates





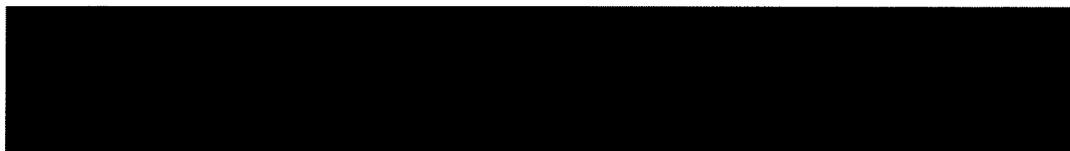
II. Executed Entertainment Deal Payment Mechanics ~ Angela & Andrea



III. Processing of Urgent Requests/Updates ~ Angela



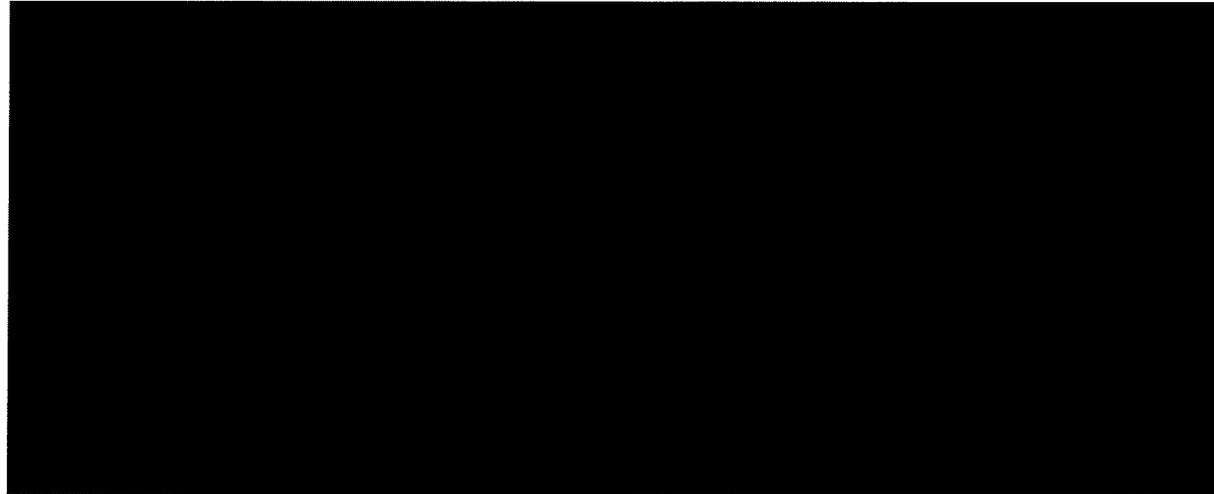
IV. Addressing Gratis Use Requests ~ Angela



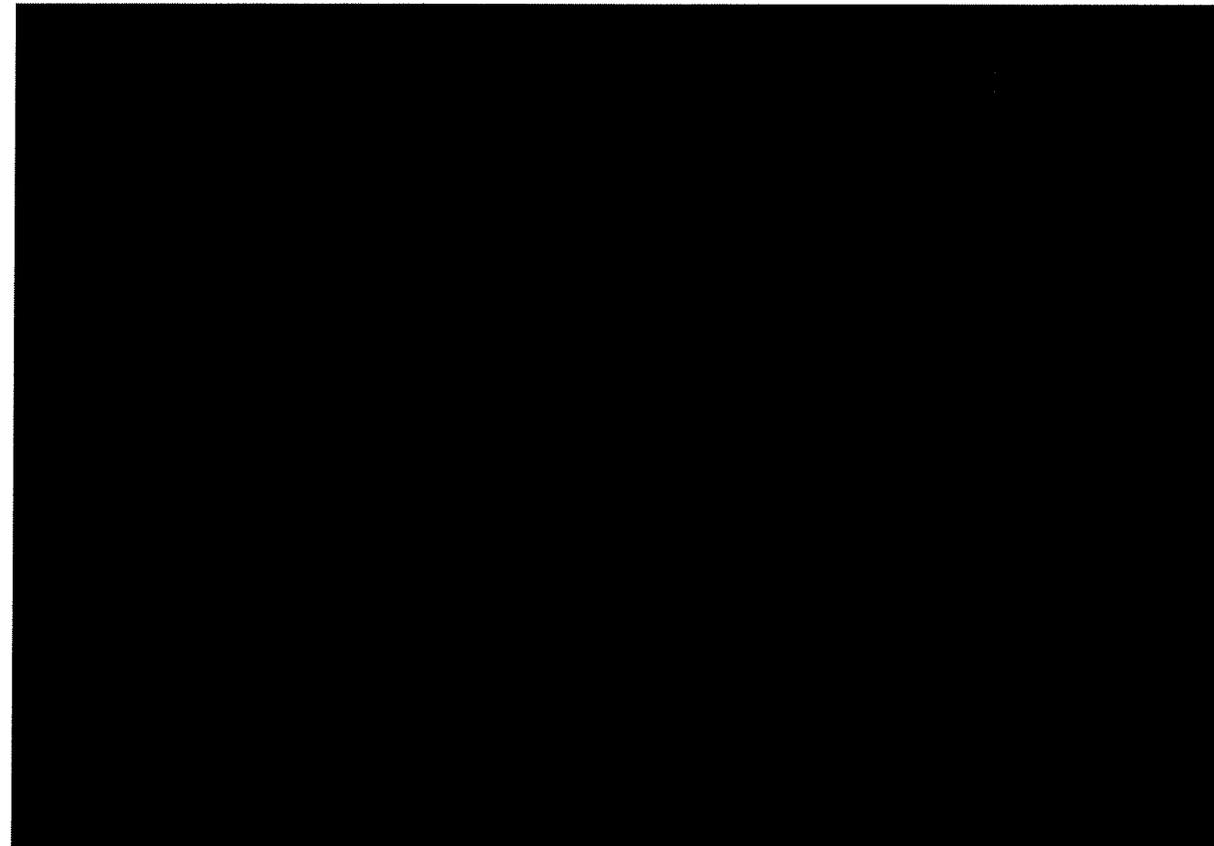
V.

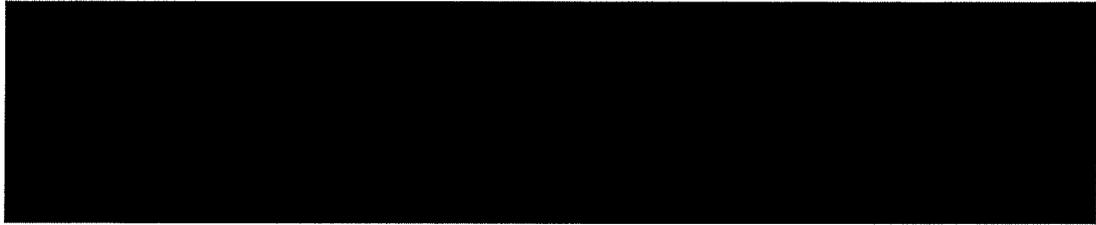


VI. Paisley Park ~ Angela

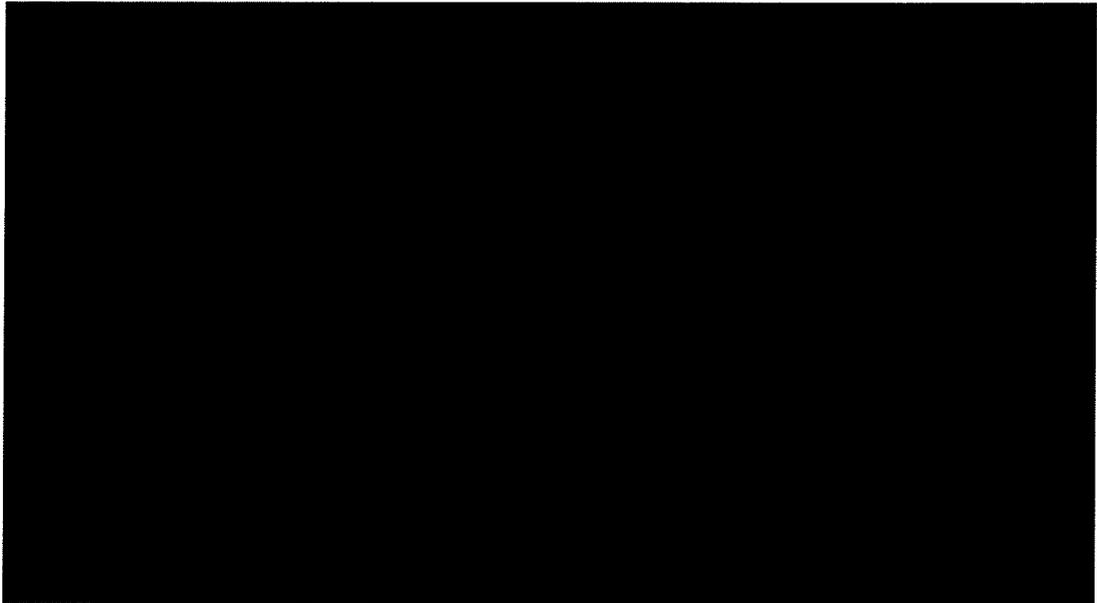


VII. Updates/Activity Since 01/31/2017 Meeting ~ Andrea





VIII. Open Floor



Next meeting to be held Tuesday February 28th at 1PM Central Time

EXHIBIT BB
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson
Meeting Minutes

February 28, 2017

1pm

Location: Frederickson & Bryon, PA: 200 South Sixth Street, Suite 4000 · Minneapolis, MN 55402-1425

Attendees: Heirs*: John Nelson, Norrine Nelson, Omarr Baker, Sharon Nelson and Tyka Nelson
Comerica: Angela Aycock, Andrea Bruce, Jerry Snover and Linda Joiner (Via Telephone)

*Alfred Jackson was scheduled to attend by telephone, but was not feeling well and did not attend.

I. Updates from 02/14/2017 Heirs Meeting ~ Andrea

[REDACTED]

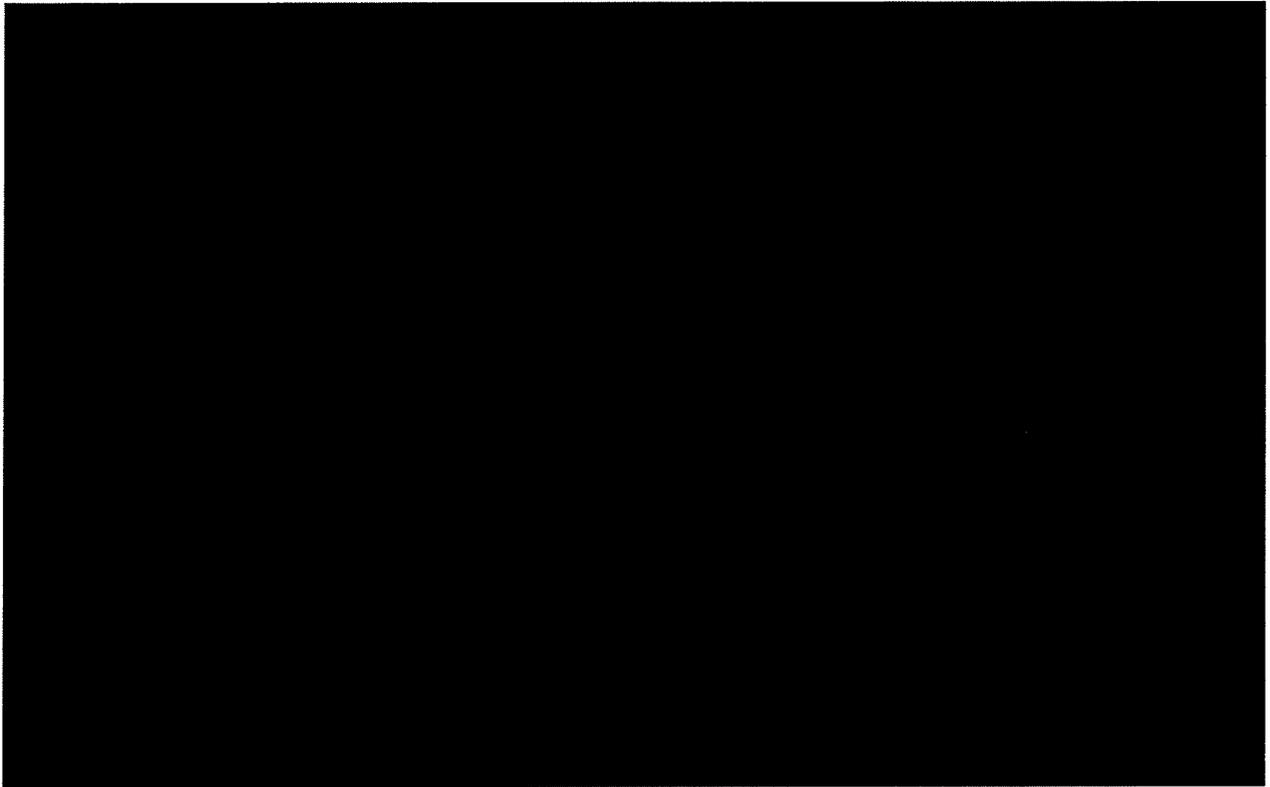
[REDACTED]

b. February 2017 Comerica Statements Review

[REDACTED]

II. Real Estate Update ~ Jerry

[REDACTED]

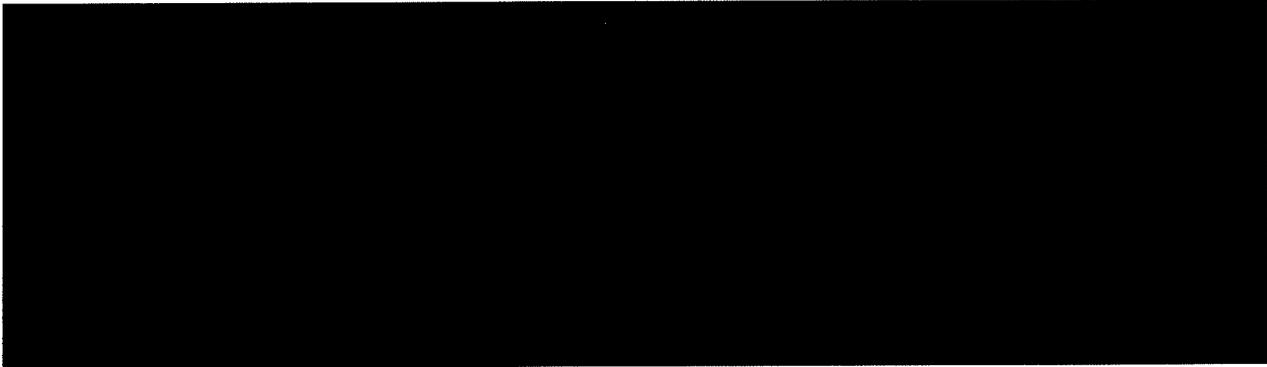


Off Agenda Item: Love 4 One Another

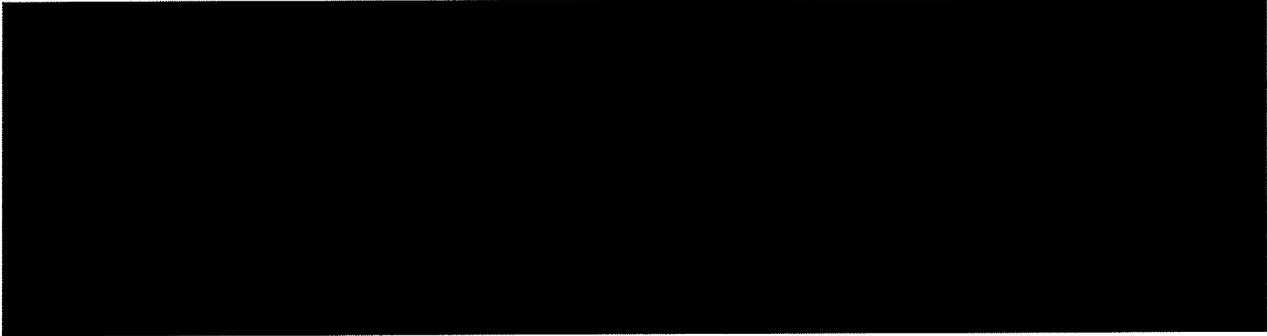


III. Pending Outside Requests/Updates ~ Angela & Andrea

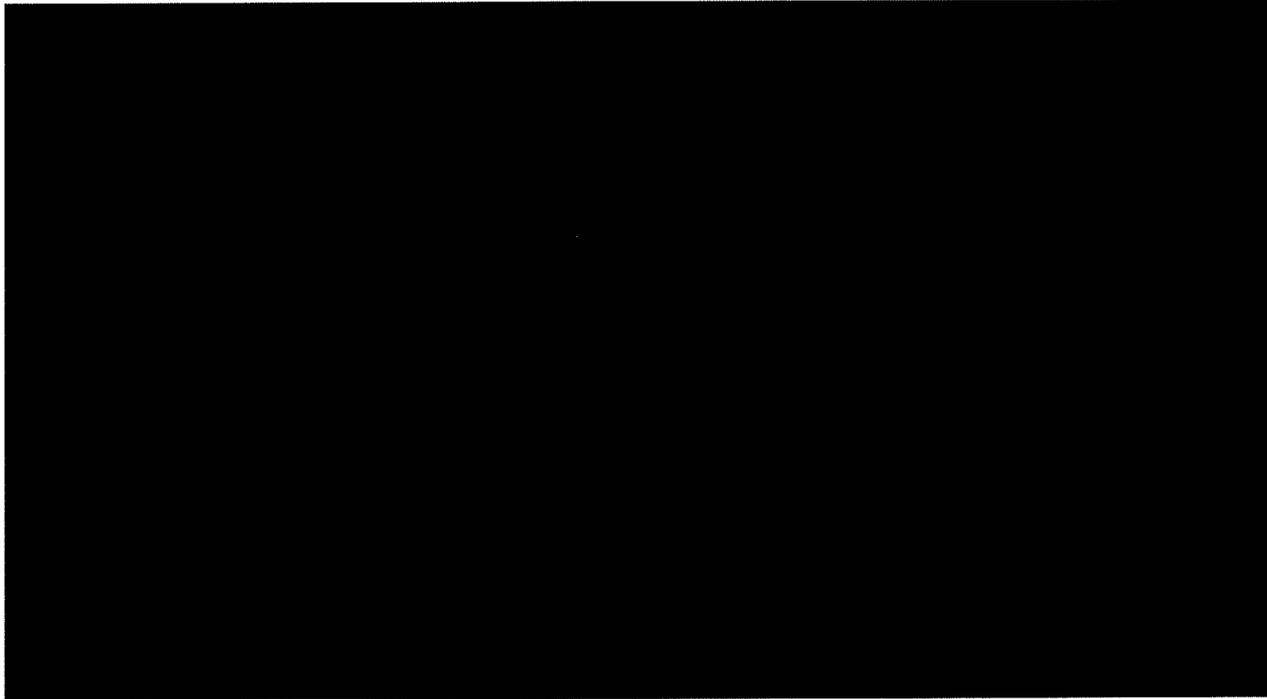




IV. Consideration of Internal (Heirs) Use Requests ~ Angela



V. Decision Making (New Projects & Entertainment Deals)



VI. Marketing/Social Media Presence



VII. *“Most Beautiful Girl in the World”* Litigation



VIII.



IX.

X. Open Floor

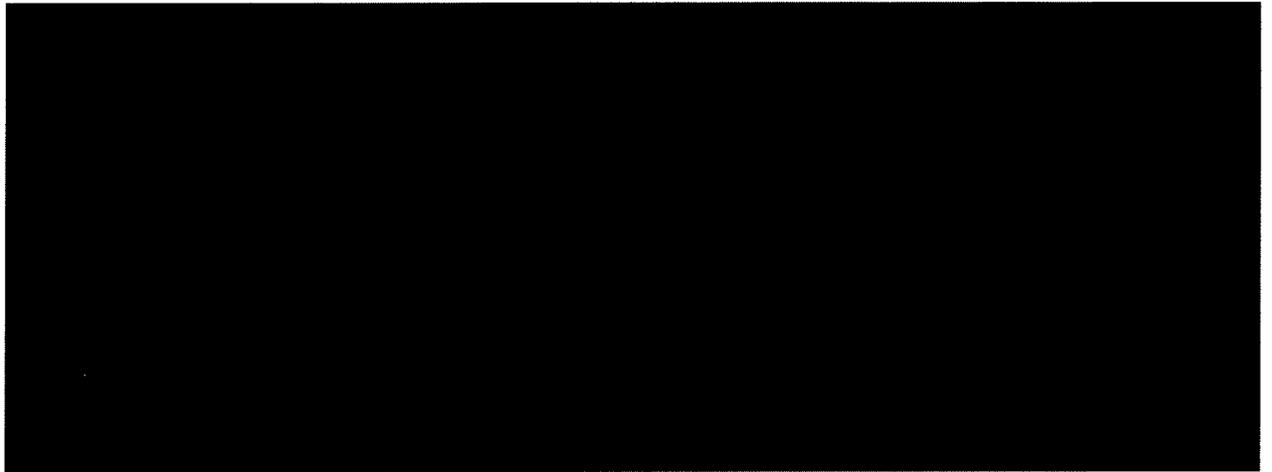


EXHIBIT CC
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson
Meeting Minutes

March 14, 2017

1pm

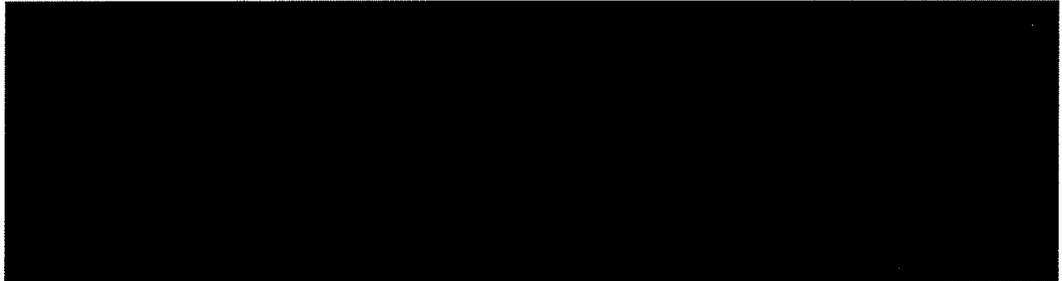
Location: Fredrikson & Bryon, PA: 200 South Sixth Street, Suite 4000 - Minneapolis, MN 55402-1425

Attendees: (Heirs) Alfred Jackson (Via Telephone 310.808.5013), John Nelson, Norrine Nelson, Omarr Baker & Tyka Nelson
(Comerica) Angela Aycock, Andrea Bruce, Polly (Magoun) Inboden, Linda Joiner via telephone

I. Estate Tax Return Status ~ Angela



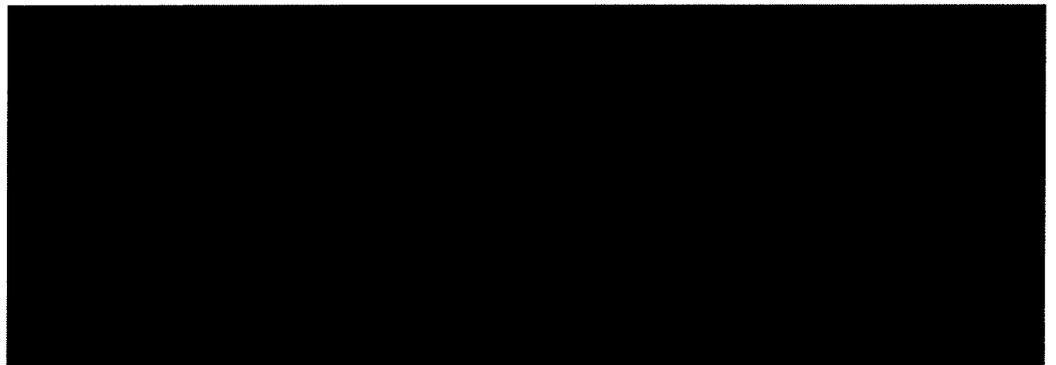
II. UK Estate - Angela

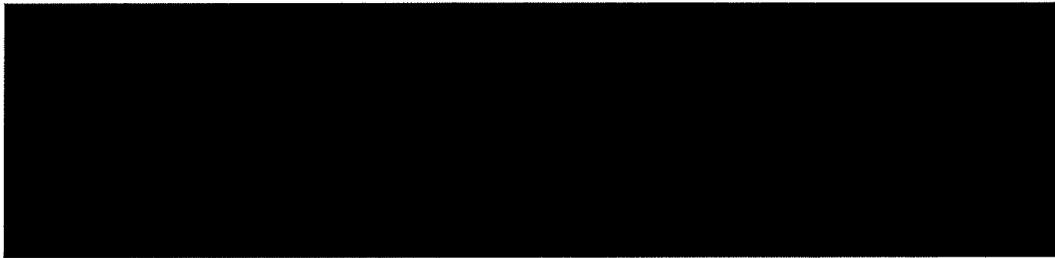


III. Love for One Another (Real Estate) ~ Angela

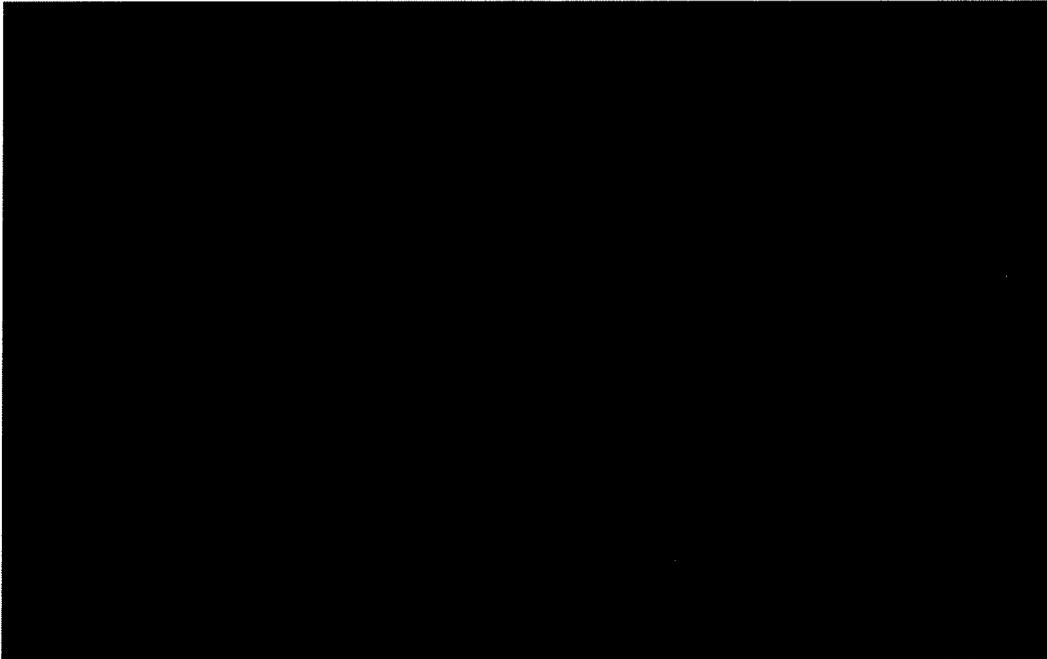


IV. Warner/UMG Update ~ Andrea & Angela





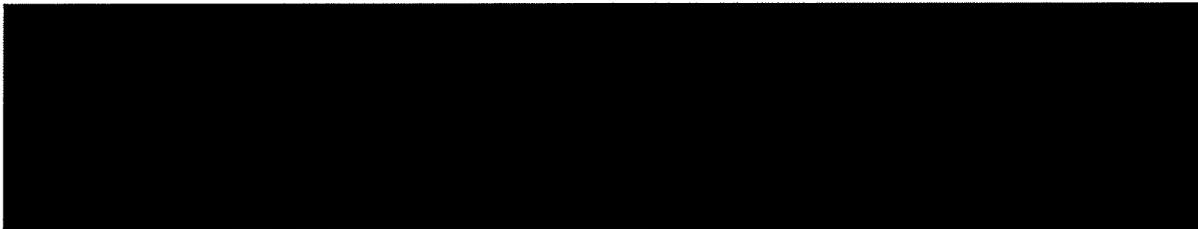
V. Status of Entertainment Advisor Retention ~ Andrea & Angela



Off Agenda Item: Turks & Caicos



VI.

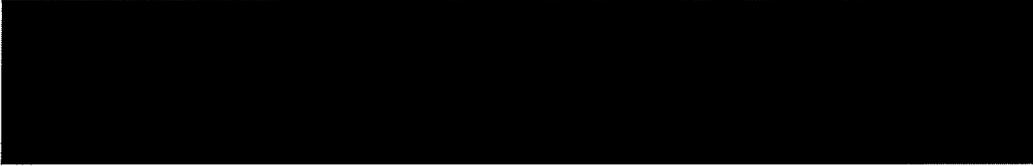


VII. Final Determination of Heirs ~ Angela

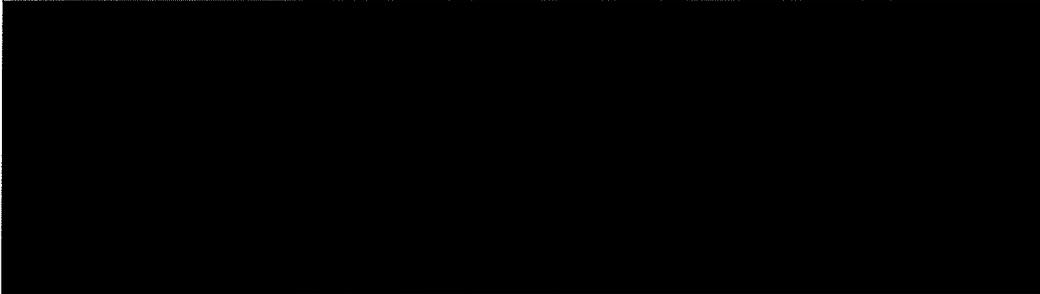




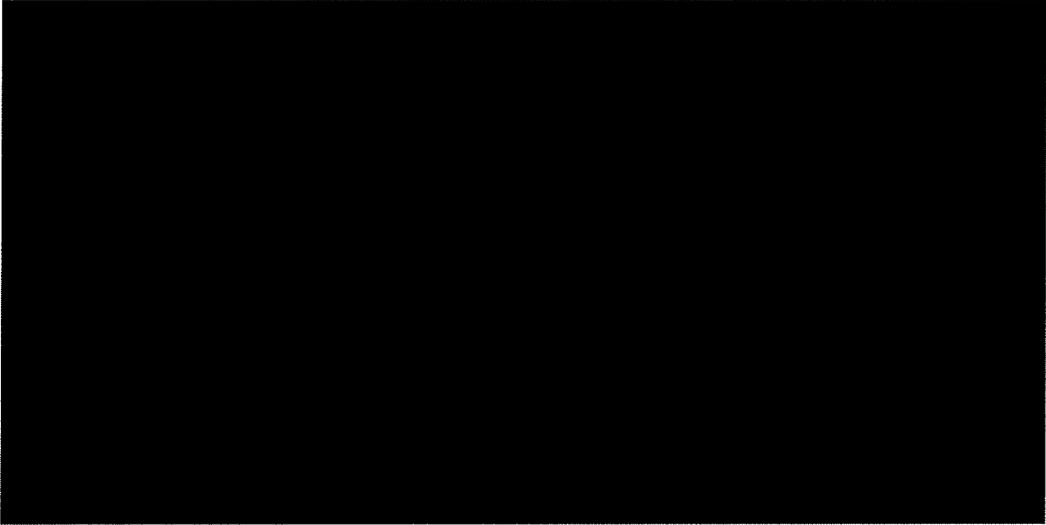
VIII. Comerica Privacy/Publicity Policy ~ Angela



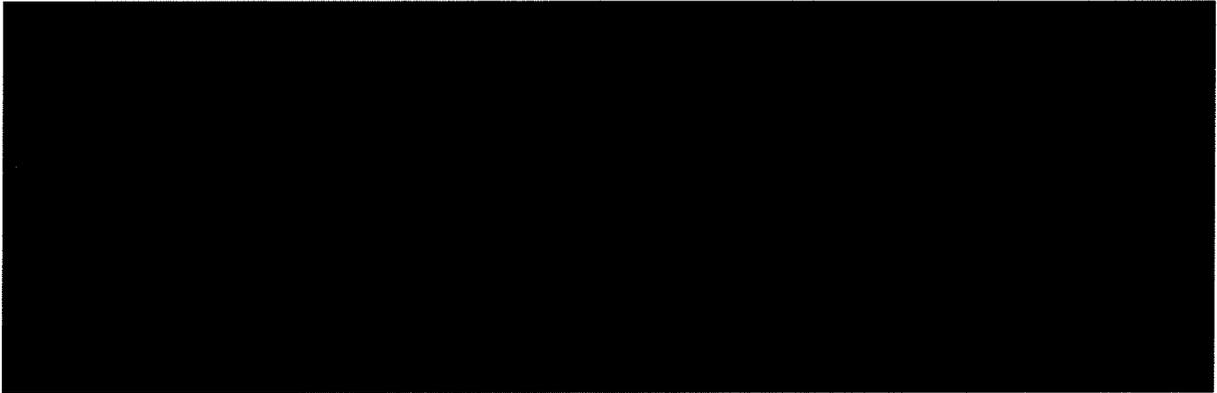
Off Agenda Item:



IX. Trademark Monitoring Services ~ Andrea

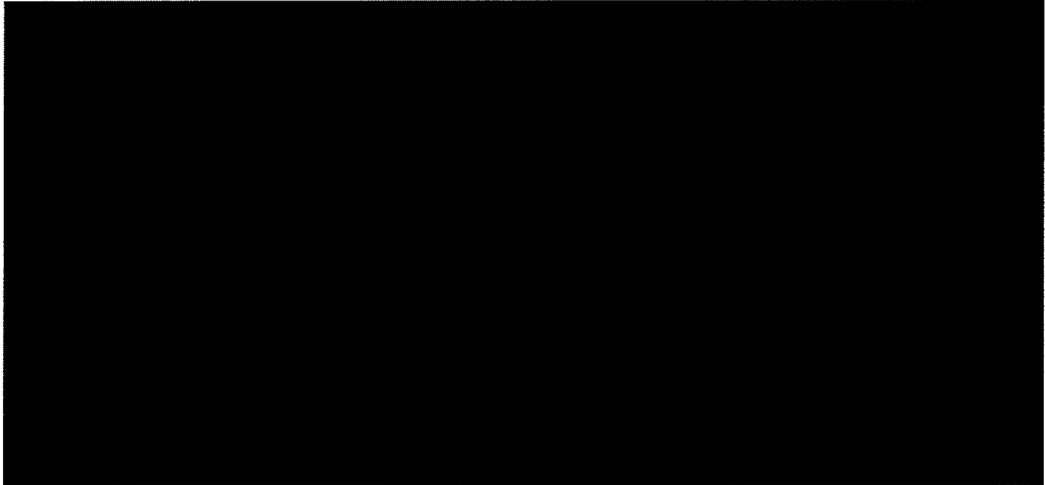


X. Paisley Park ~ Andrea





XI. Open Floor



Tracking for future meetings/waiting on additional info to address in more detail:

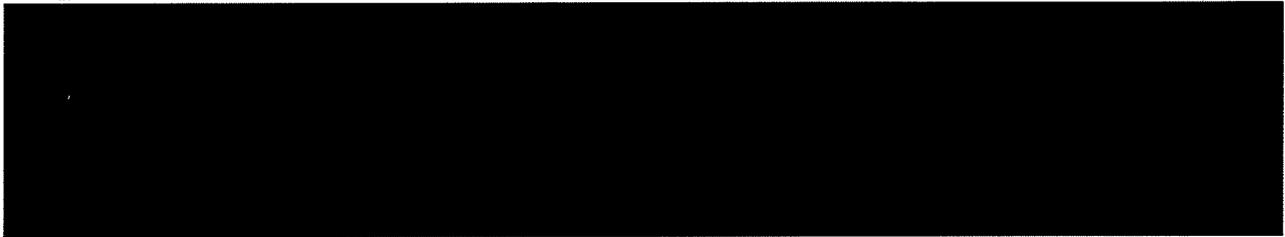


EXHIBIT DD
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

***Estate of Prince Rogers Nelson
Meeting Minutes***

March 28, 2017
1pm

Location: Paisley Park · 7801 Audubon Road · Chanhassen, MN 55317

Attendees: (Heirs) Alfred Jackson (Via Telephone 310.808.5013), John Nelson, Norrine Nelson,
Omarr Baker, Sharon Nelson, Tyka Nelson
(Comerica) Angela Aycock, Andrea Bruce, Polly (Magoun) Inboden, and Linda Joiner (Via
Telephone)
(P Park Management) Joel Weinshaker

I. Museum Agreement ~ Angela

[Redacted]

Off Agenda

[Redacted]

II. Celebration Week ~ Joel

[Redacted]

a. Updated details

[Redacted]

III. Marketing Plans ~ Joel

[Redacted]

IV. Events Planned for Remainder of Year ~Joel



V. Merchandise ~ Joel



VI. Museum Employees ~ Joel

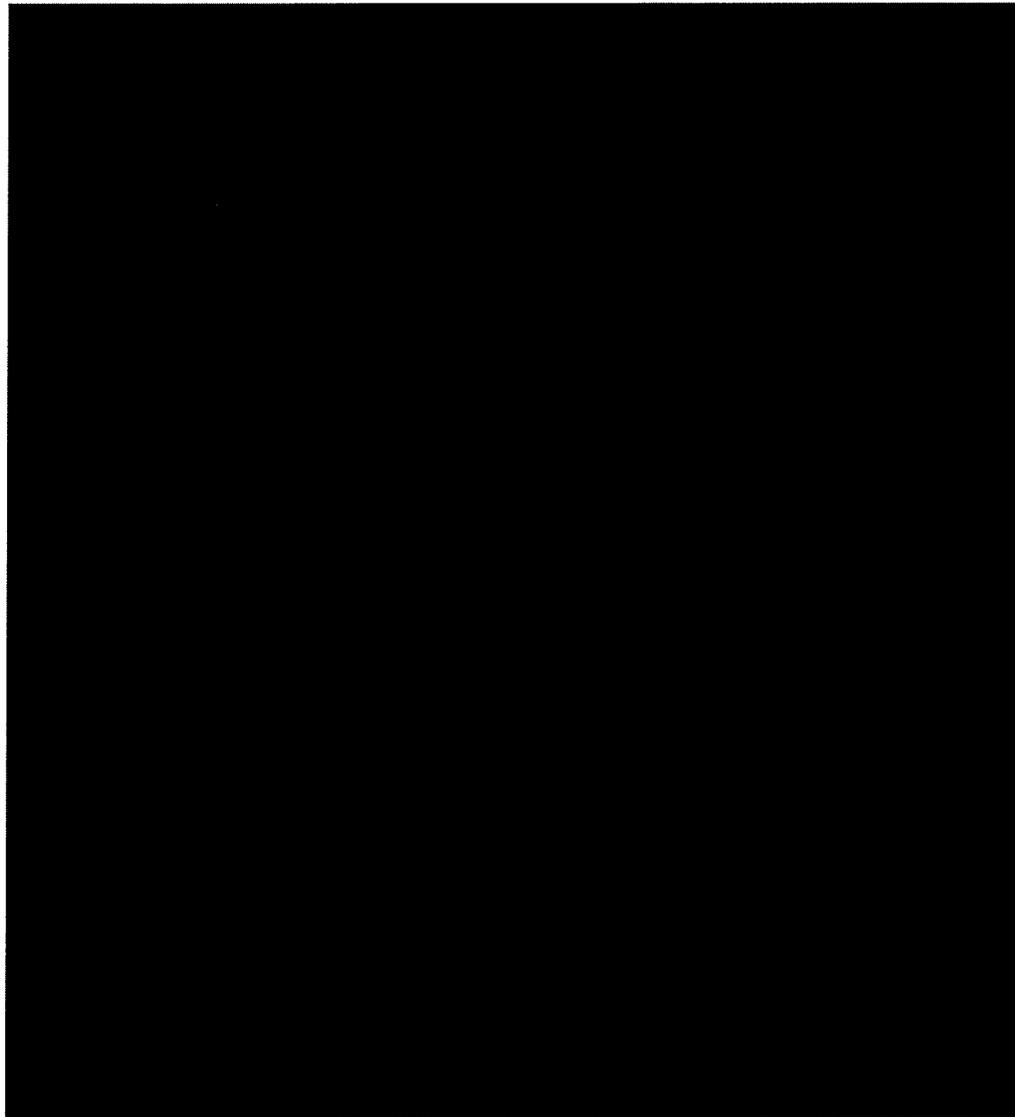


VII. Open Floor





Joel Weinshaker excused from Meeting



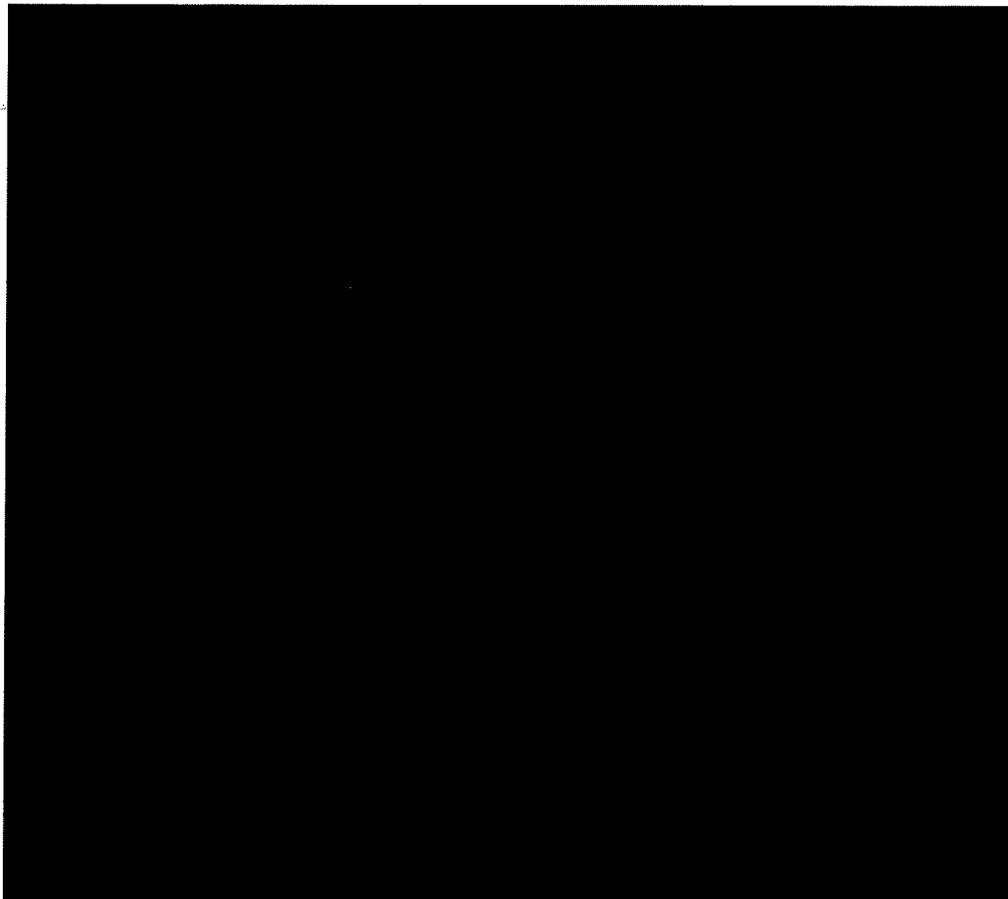


EXHIBIT EE
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson

Meeting Minutes

April 11, 2017

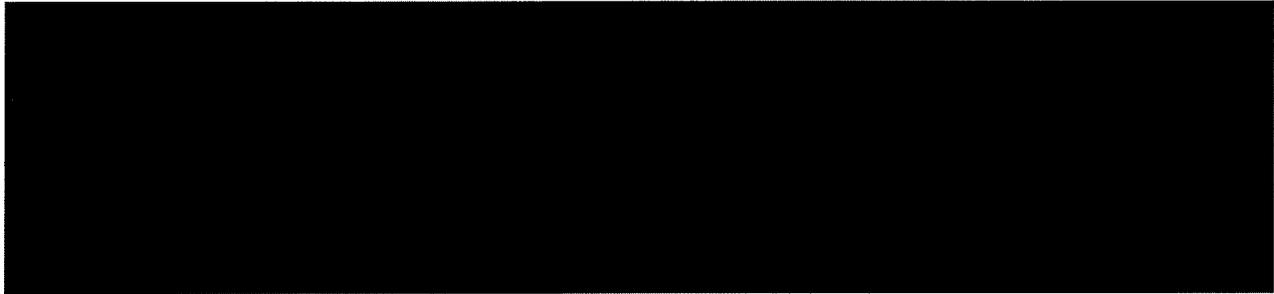
1pm

Location: Fredrikson & Bryon, PA: 200 South Sixth Street, Suite 4000 - Minneapolis, MN 55402-1425

Attendees: (Heirs) Alfred Jackson (Via Telephone 310.808.5013), John Nelson, Norrine Nelson, Omarr Baker,
(Comerica) Angela Aycock, Andrea Bruce, Polly (Magoun) Inboden, Linda Joiner (Via Telephone), Troy Carter (Via Telephone)

I. Warner/Universal ~ Angela

1:00 – 1:20

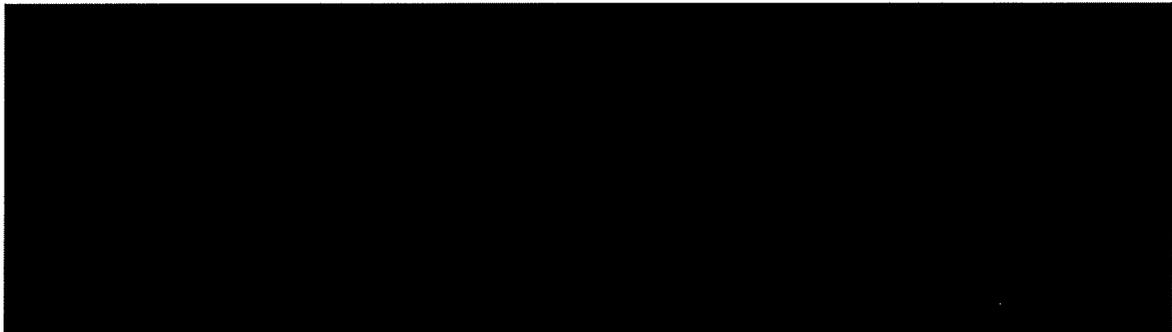


Off Agenda

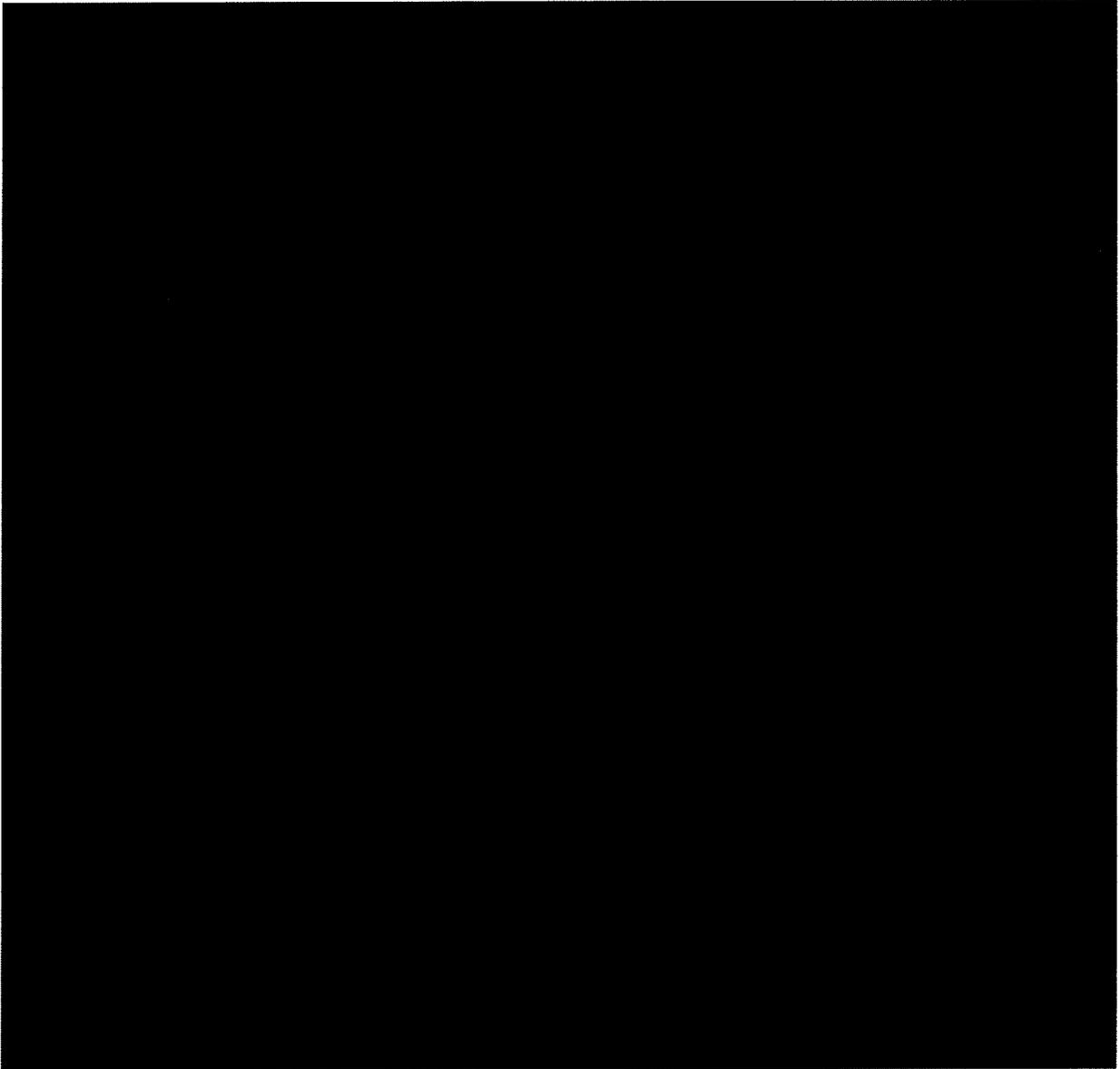


II. Declining Requests ~ Angela

1:20 – 1:30



III. Introduction of Troy Carter (Via Teleconference) ~ Troy



IV. Press/Publicity Going forward ~ Angela



V.

VI.

VII.

VIII. Open Floor

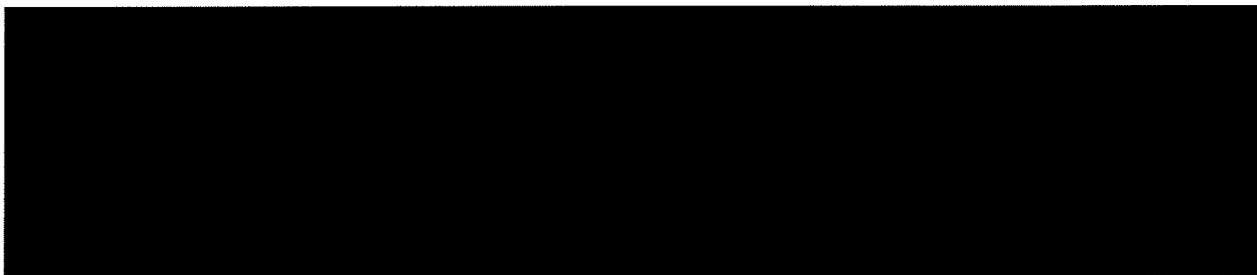
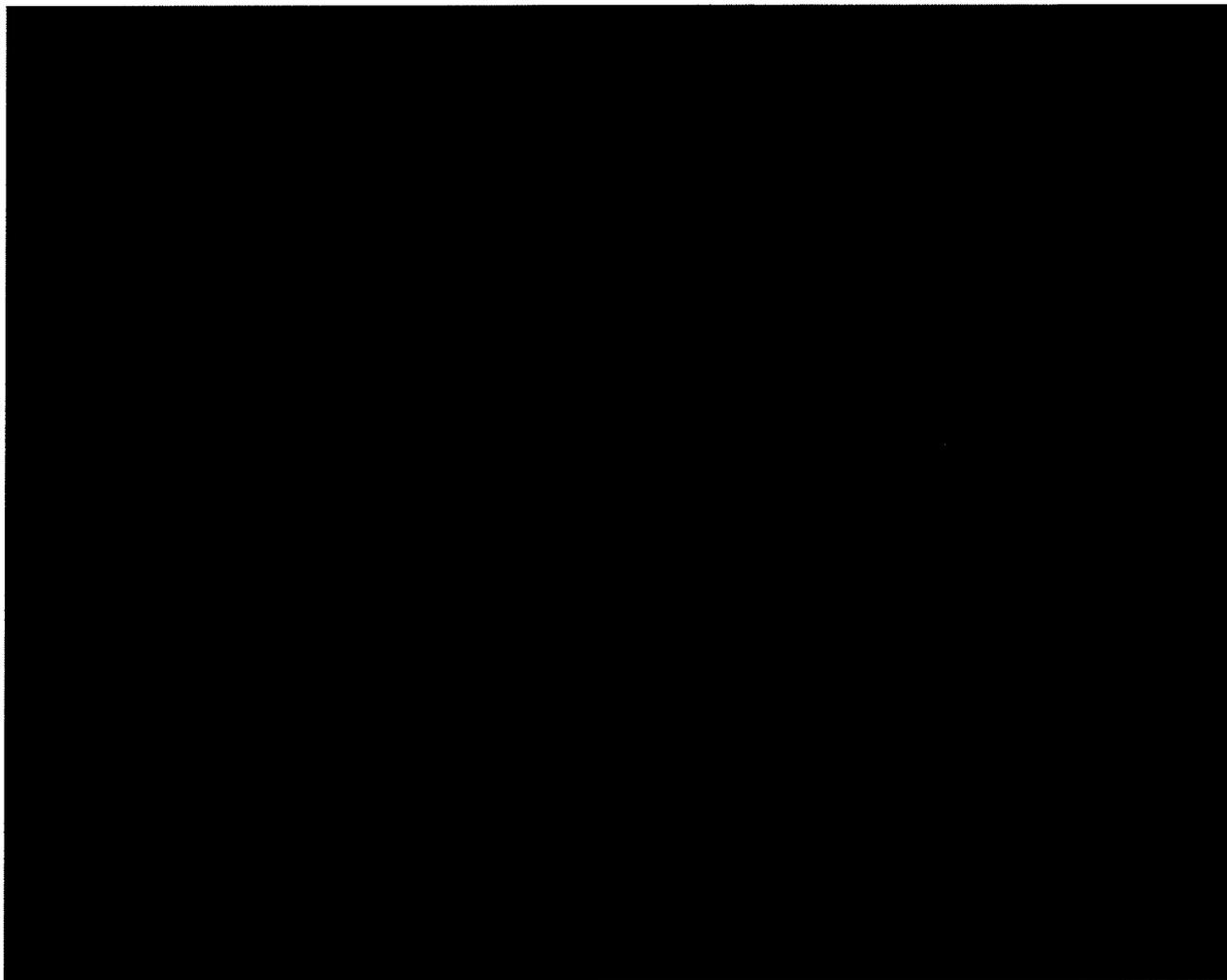


EXHIBIT FF
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson

Meeting Minutes

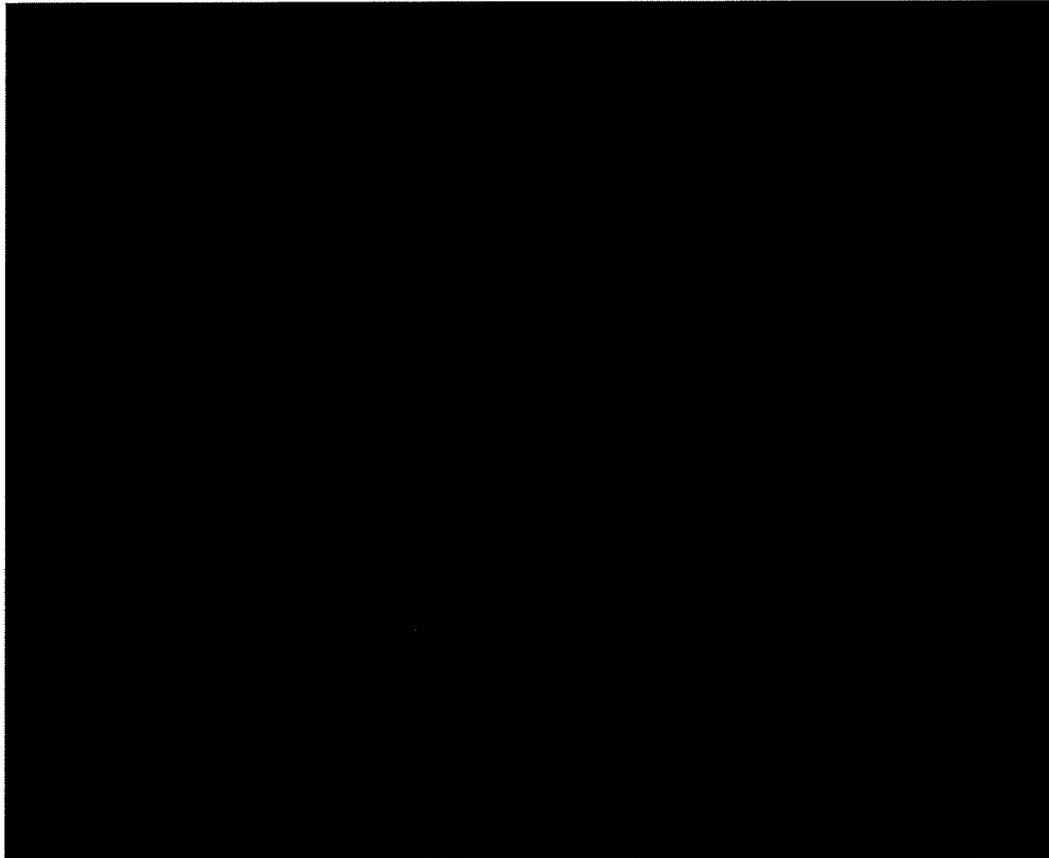
April 25, 2017

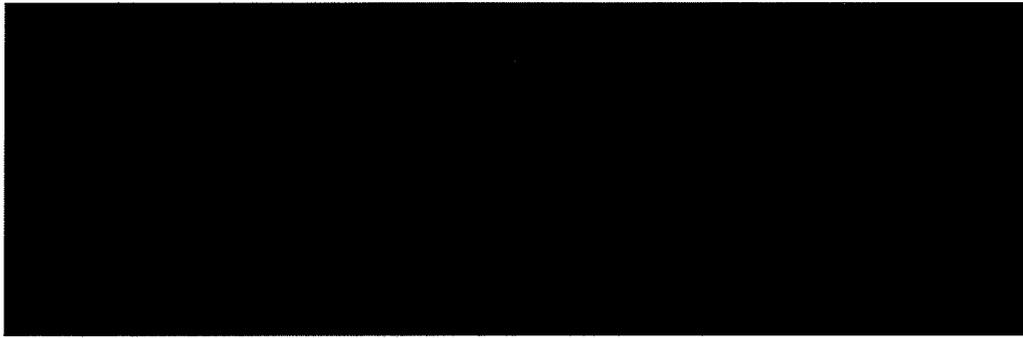
1pm

Location: Fredrikson & Bryon, PA: 200 South Sixth Street, Suite 4000 · Minneapolis, MN 55402-1425

Attendees: (Heirs) ~~Alfred Jackson (Via Telephone 319.808.5013)~~, John Nelson, Norrine Nelson, Omar
Baker, Sharon Nelson, Tyka Nelson
(Comerica) Angela Aycock, Andrea Bruce, Pully (Magoun) Inboden, Linda Joiner (Via
Telephone), Jerry Snover (Via Telephone)
(Entertainment Advisor) Troy Carter

I. Troy Carter -- Overview of long term projects and immediate priorities





II. Real Estate Update – Jerry Snover



EXHIBIT GG
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson

Meeting Minutes

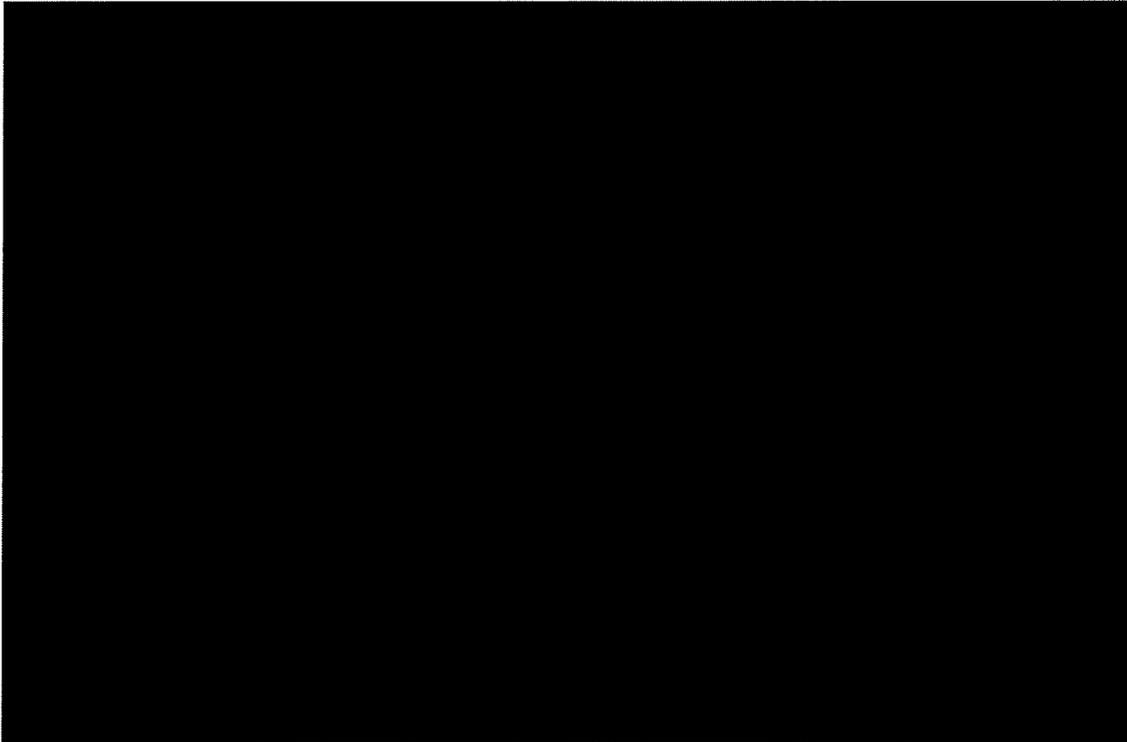
May 9, 2017

1:30 pm

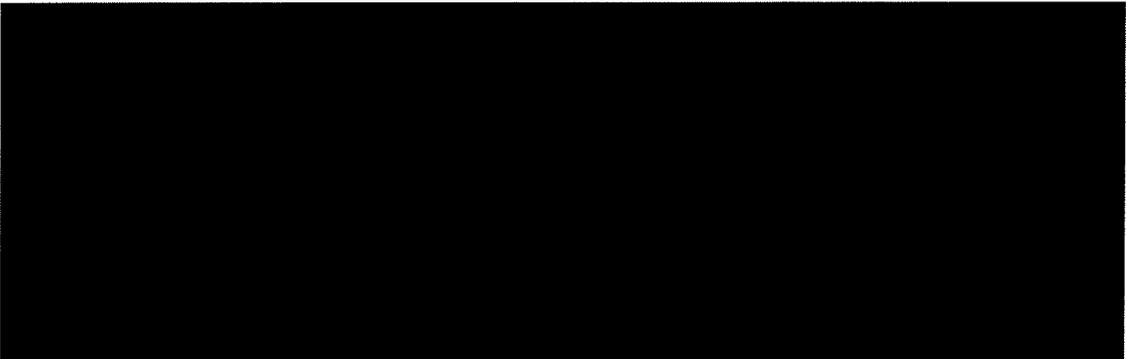
Location: Fredrikson & Bryon, PA: 200 South Sixth Street, Suite 4000 · Minneapolis, MN
55402-1425

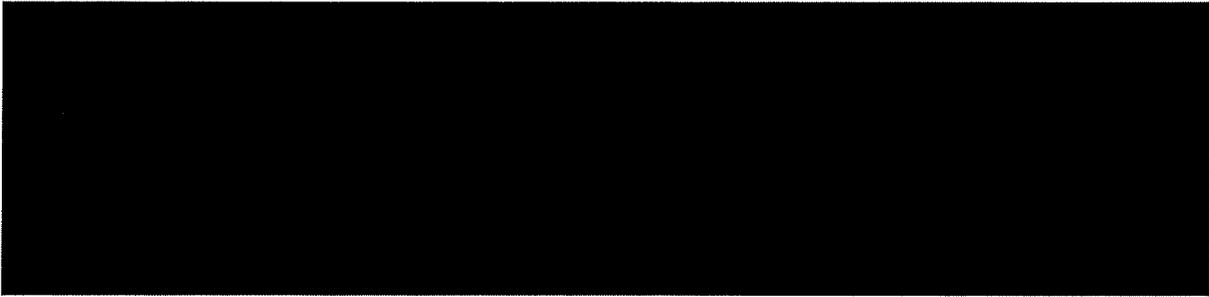
Invitees: (Heirs) Alfred Jackson (Via Telephone), John Nelson, Norrine Nelson, Omarr
Baker, Sharon Nelson, Tyka Nelson (Via Telephone)
(Comerica) Angela Aycock, Linda Joiner (Via Telephone)
Troy Carter (Via Telephone)

I Updates & Q&A – Troy

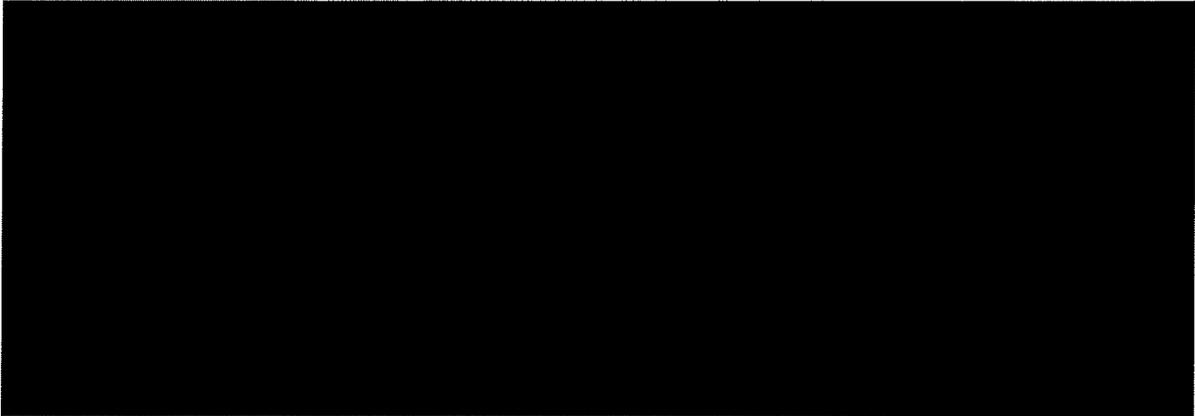


C. Open floor for Q&A

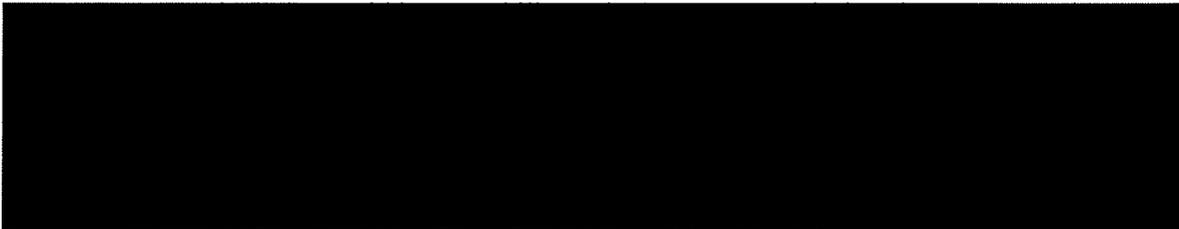




II Requests – Angela



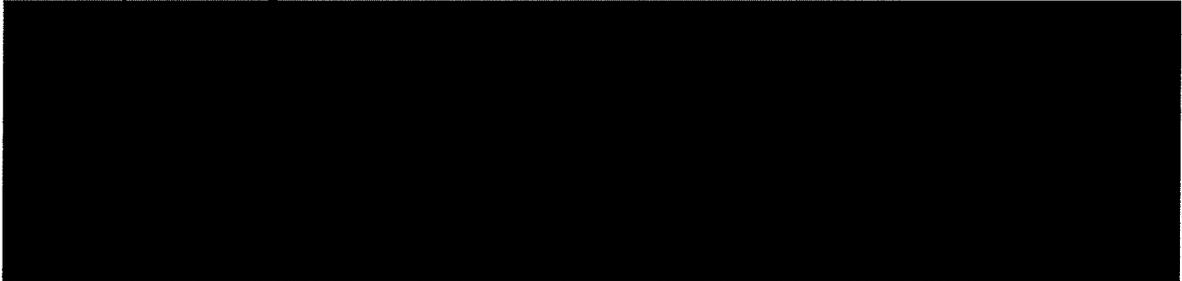
Off Agenda:

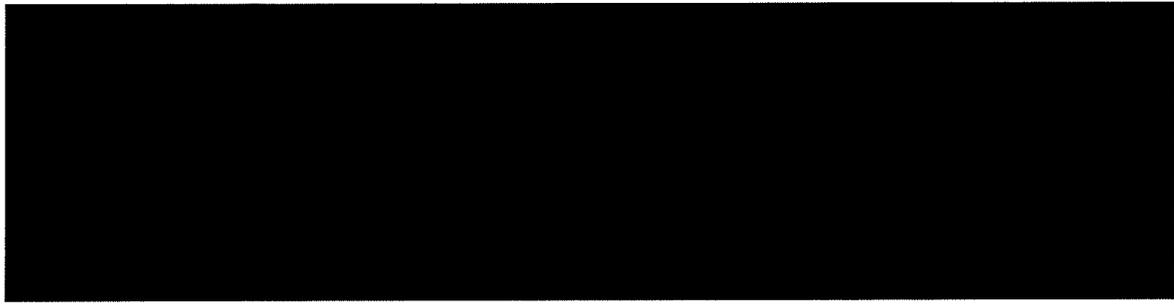


III Purple Rain Deluxe – Angela



IV Paisley Park – Angela





V Open Floor

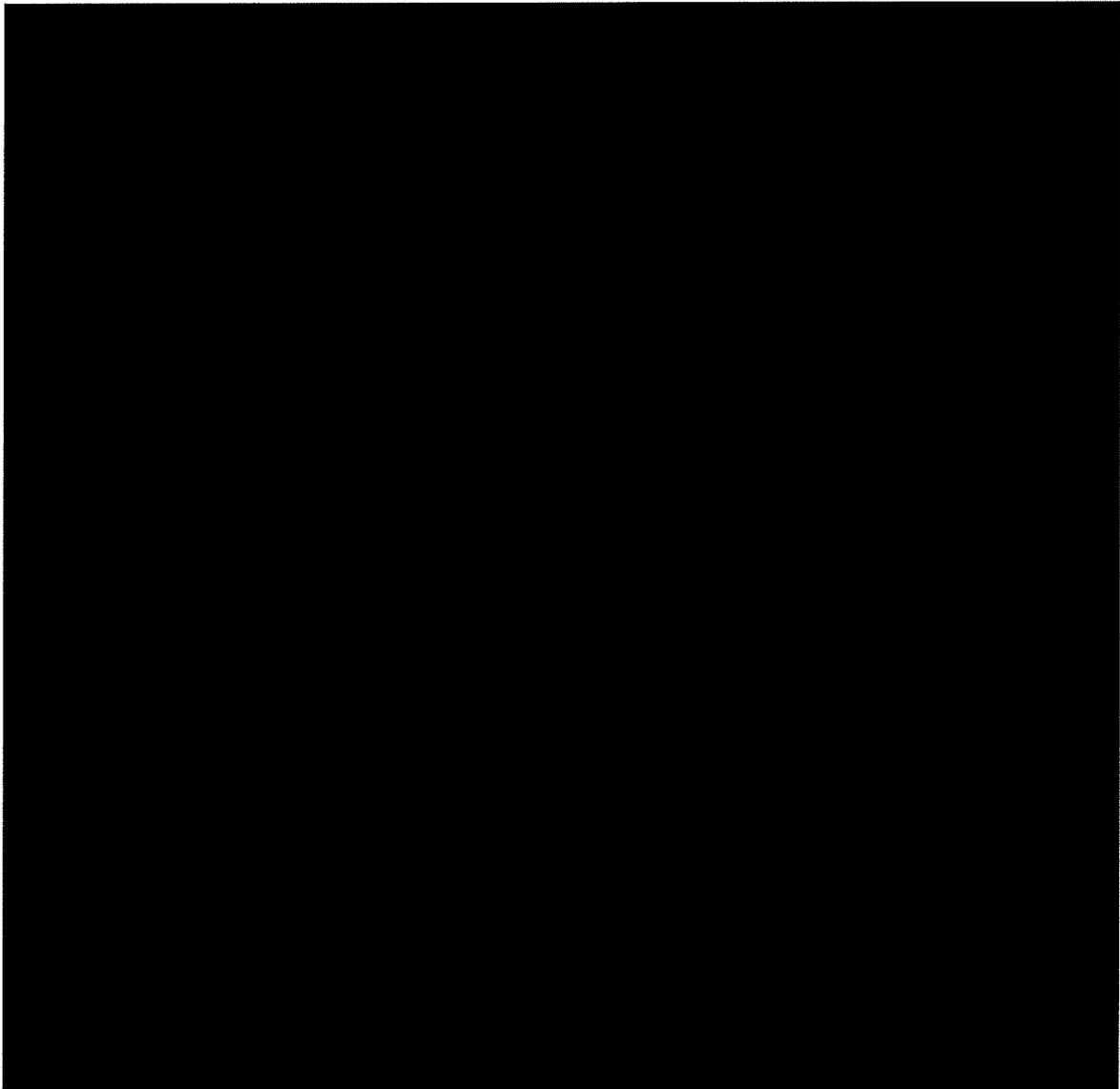


EXHIBIT HH
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson

Meeting Minutes

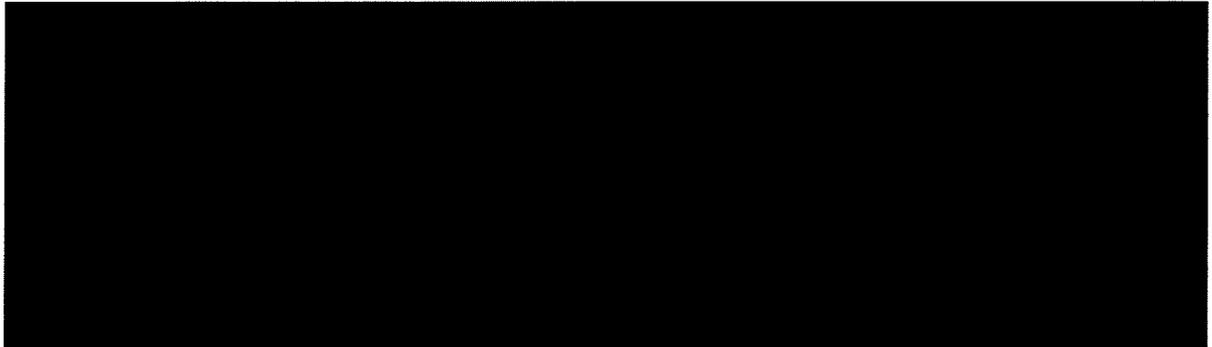
May 23, 2017

1:00 pm

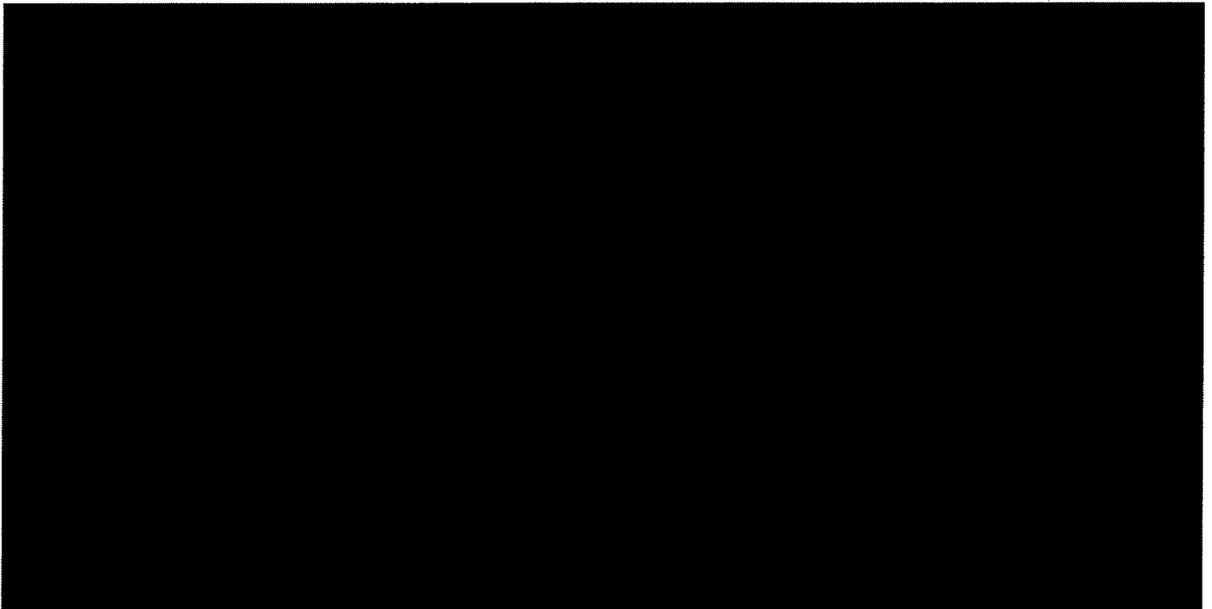
Location: Fredrikson & Bryon, PA: 200 South Sixth Street, Suite 4000 · Minneapolis, MN 55402-1425

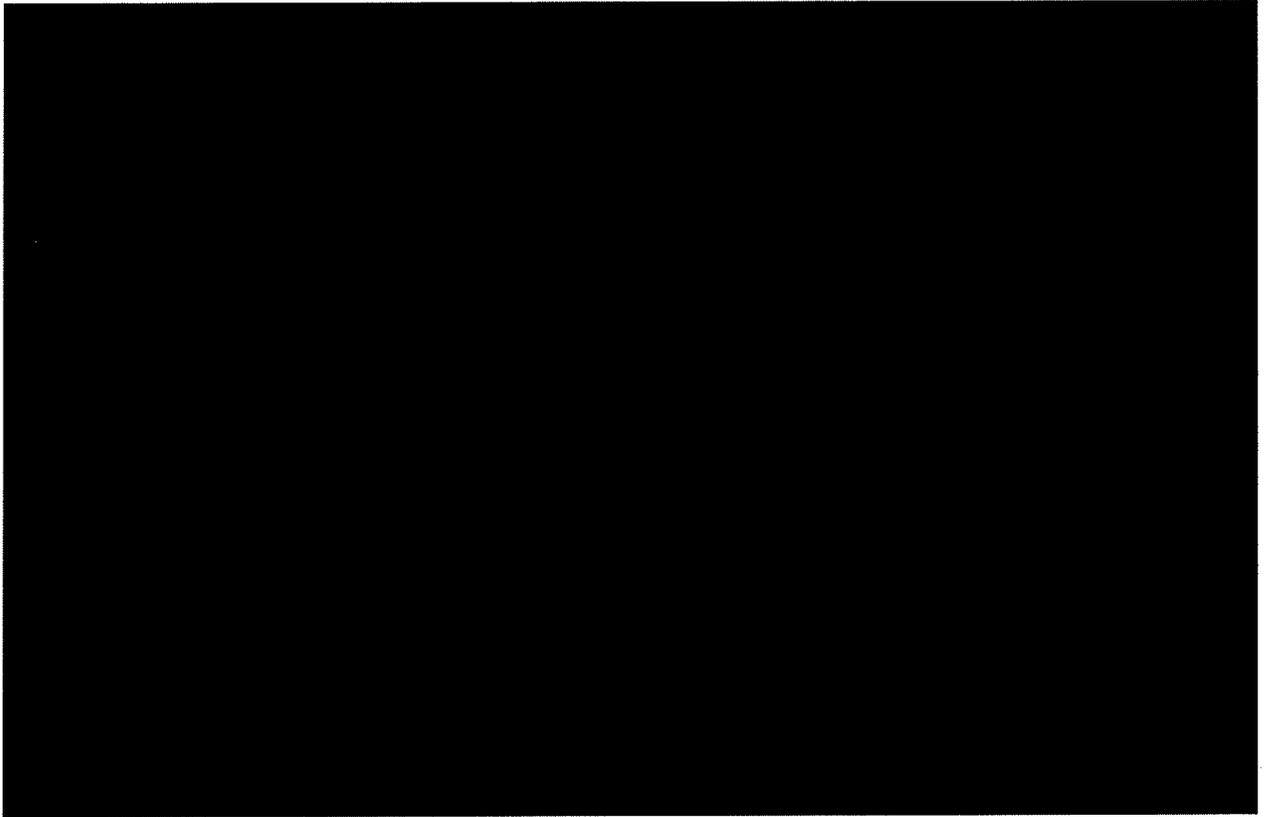
Attendees: (Heirs) John Nelson, Norrine Nelson, Omarr Baker, Sharon Nelson; Via Telephone: Alfred Jackson and Tyka Nelson
(Comerica) Angela Aycock & Andrea Bruce; Via Telephone: Polly Magoun Inboden, Jennifer Raczak and Jerry Snover
Troy Carter (Via Telephone)

- I. Welcome & Dial In
 - 6 heirs determined in Estate
- II. Updates & Q &A ~ Troy
 - Universal Rescission and Moving Forward

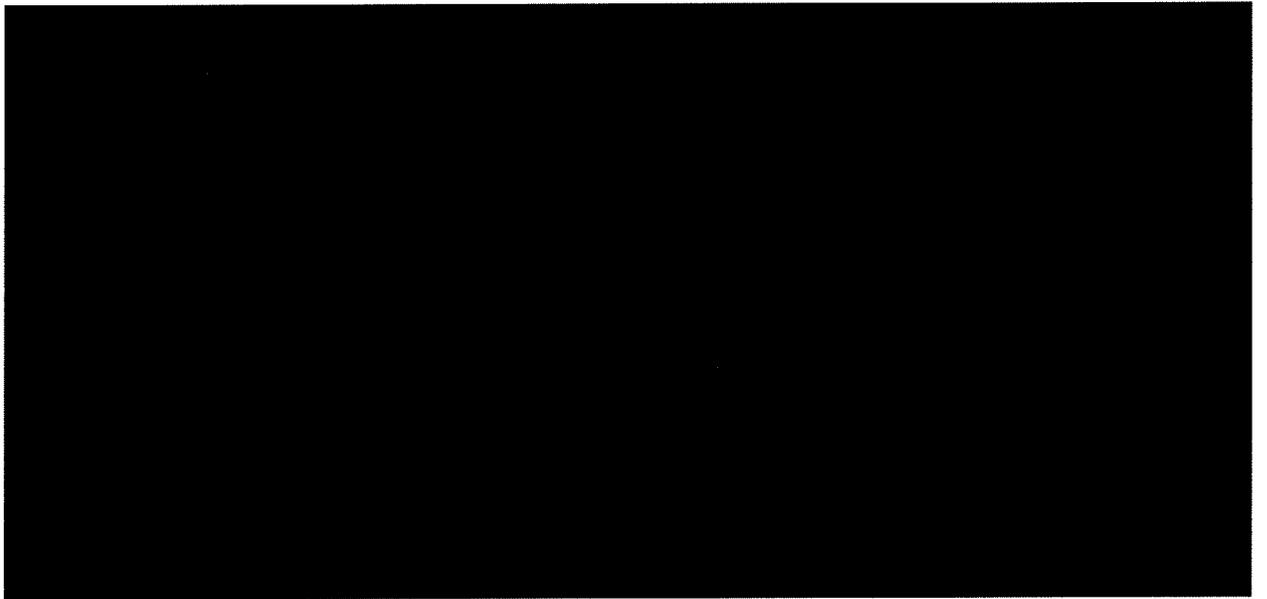


- Open floor for Q&A





III. Real Estate Caretaker Agreements ~ Jerry



IV. Boxill Update ~ Andrea



V. L4OA ~ Angela



VI. Neighboring Rights ~ Andrea



VII. Legal Fees – Angela



VIII. Open Floor

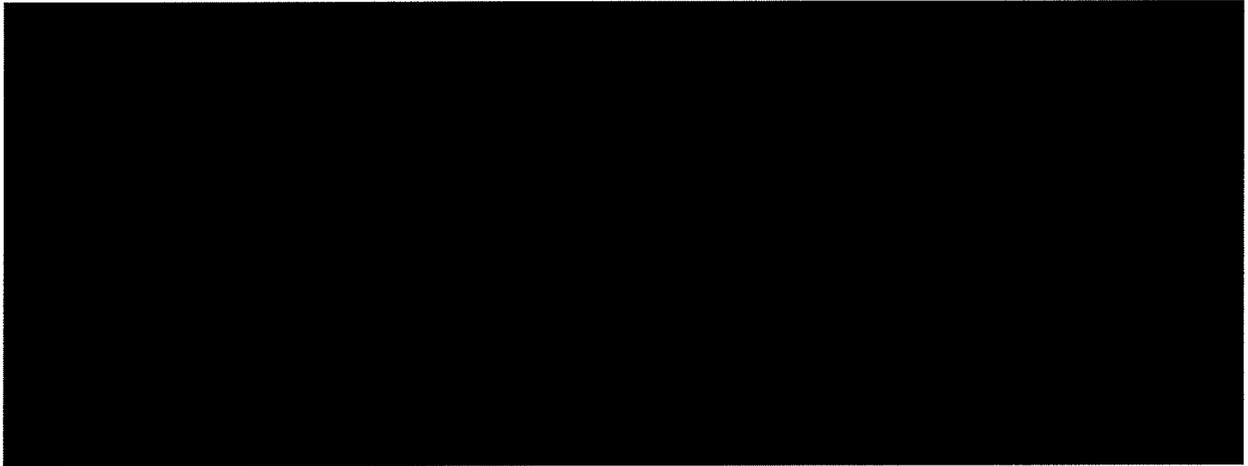


EXHIBIT II
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson

Meeting Minutes

June 6, 2017

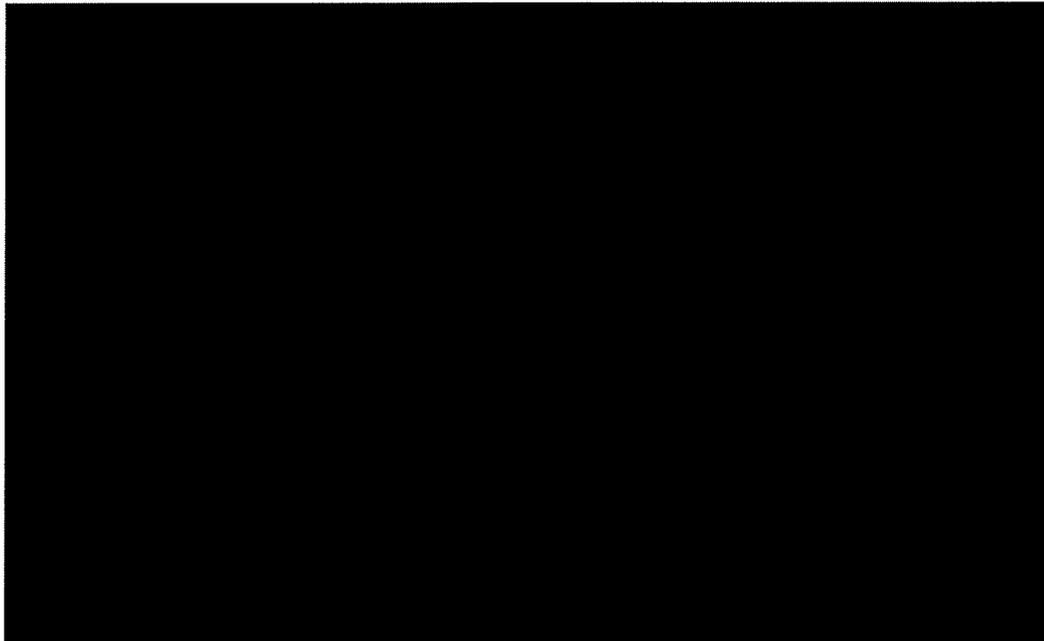
1:00 pm

Location: Fredrikson & Bryon, PA: 200 South Sixth Street, Suite 4000 · Minneapolis, MN 55402-1425

Attendees: (Heirs) Alfred Jackson (Via Telephone), John Nelson, Norraine Nelson, Omarz Baker (Via Telephone), Sharon Nelson, Tyka Nelson
(Comerica) Andrea Bruce, Angela Aycock, Jerry Snover, Polly (Magoun) Inboden, Linda Joiner (Via Telephone)
Troy Carter (Via Telephone)

I. Q & A ~ Troy

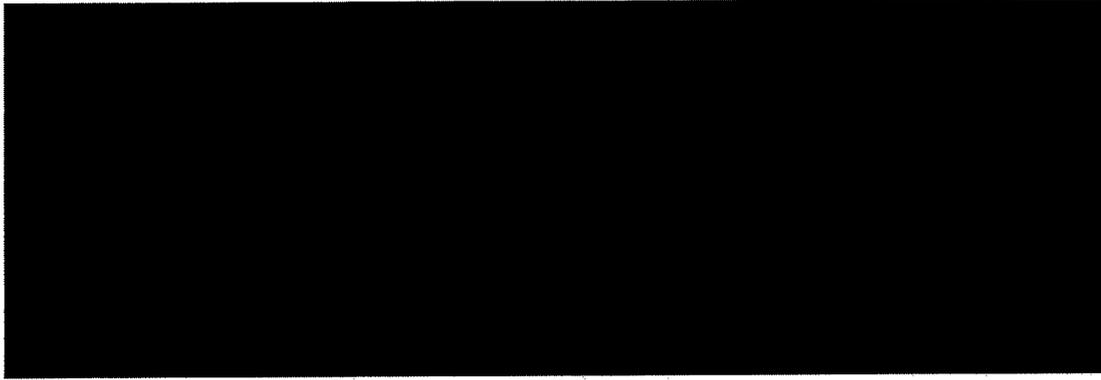
1:00 – 1:30



II. Bravado ~ Greig Bennett & Andrea Bruce

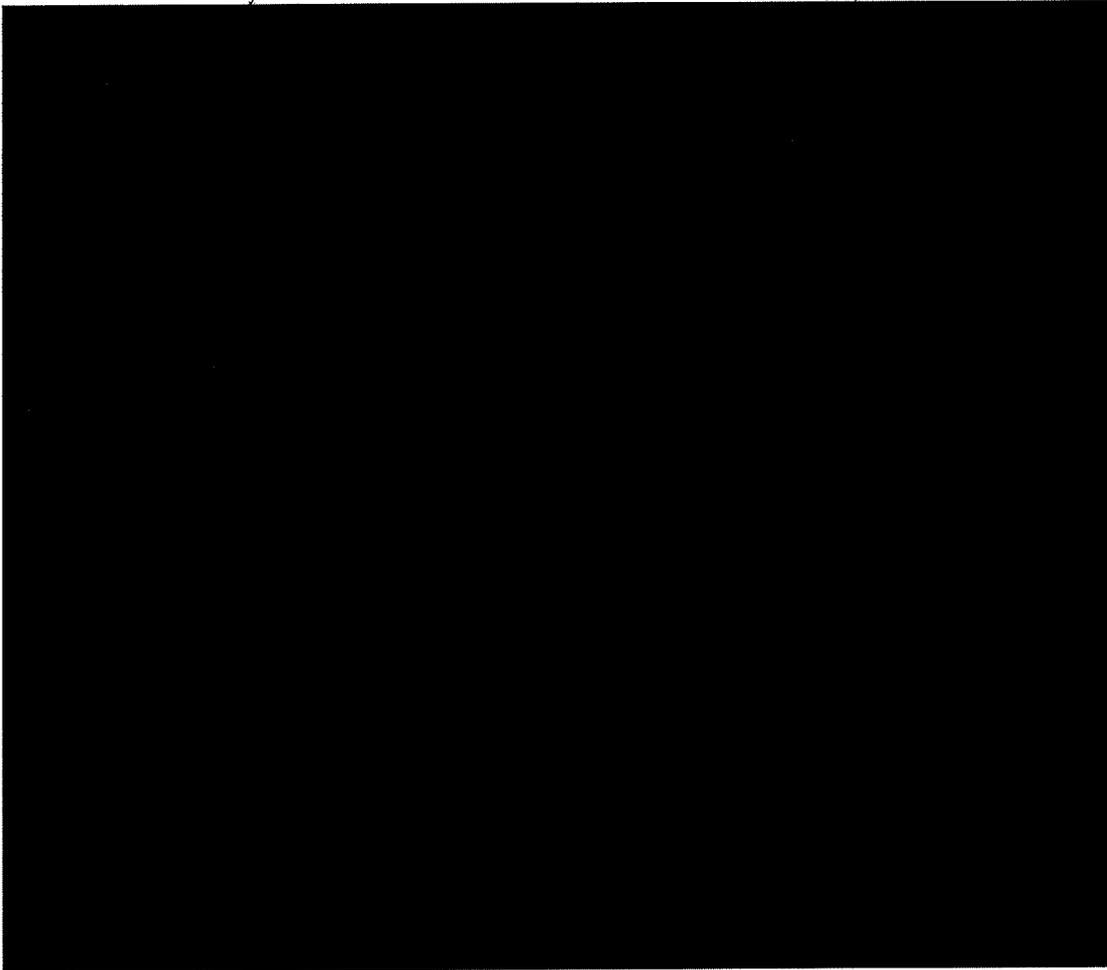
1:30 – 2:15





III. Real Estate ~ Jerry

2:15 - 2:45



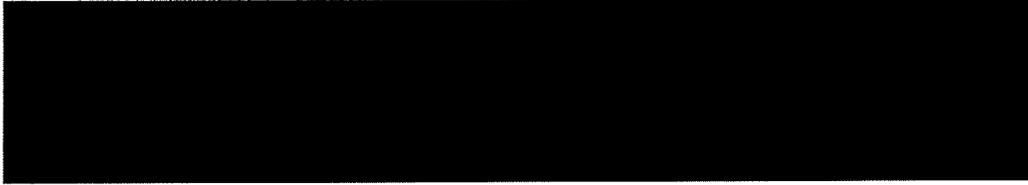
IV. Iron Mountain ~ Angela

2:15 - 2:30



V. Paisley Park Review ~ Andrea

2:30 - 2:45



VI. Open Floor

2:45 - 3:00



EXHIBIT JJ
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson

Meeting Minutes

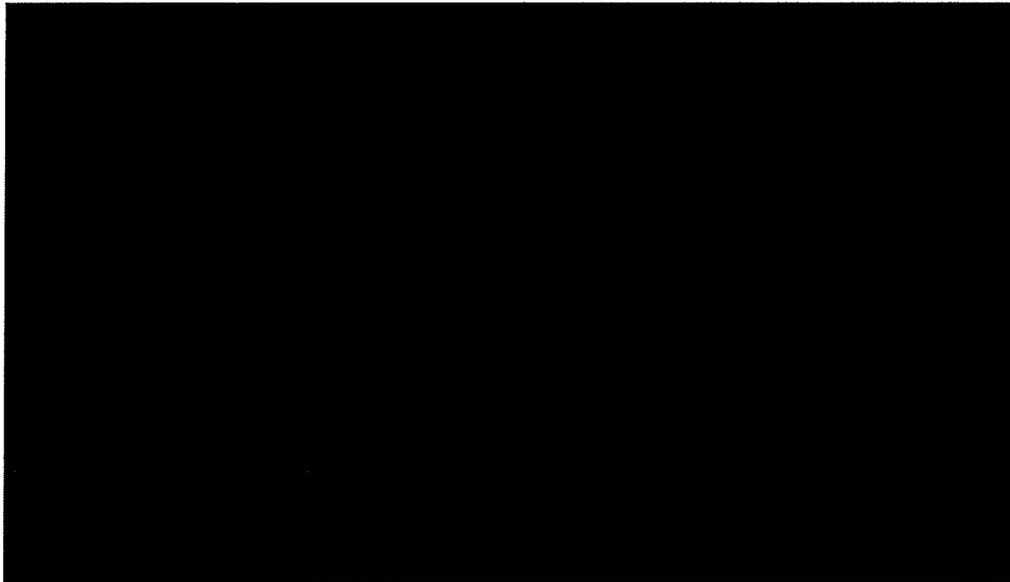
June 27, 2017

11:00 am

Location: Fredrikson & Bryon, PA: 200 South Sixth Street, Suite 4000 - Minneapolis, MN 55402-1425

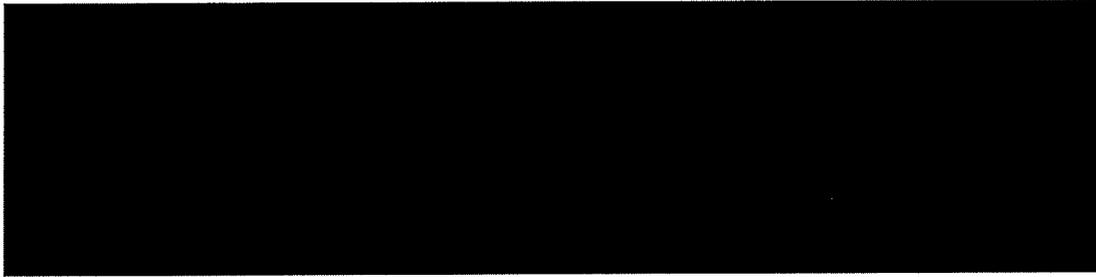
Attendees: (Heirs) Alfred Jackson (Via Telephone), John Nelson, Norrine Nelson, Omarr Baker and Sharon Nelson
(Comerica) Angela Aycock, Andrea Bruce, Poily (Magoun) Inboden, Jennifer Raczala (Via Telephone)
Troy Carter (Via Telephone)

I. UMG Rescission ~ Andrea & Angela

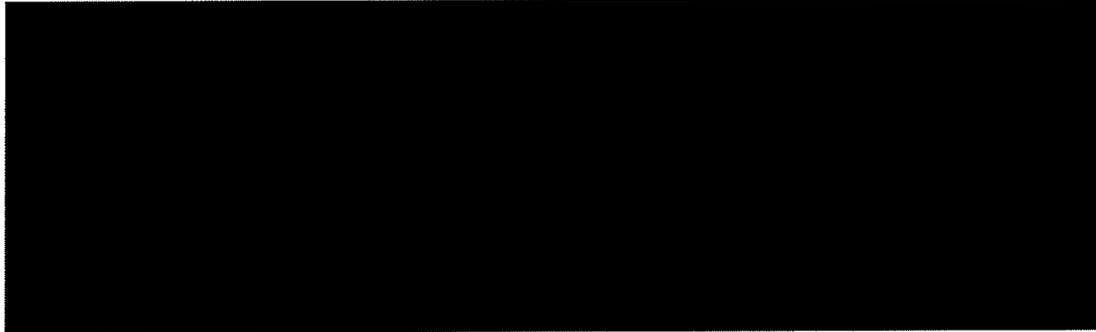


II. Estate Tax Update ~ Angela





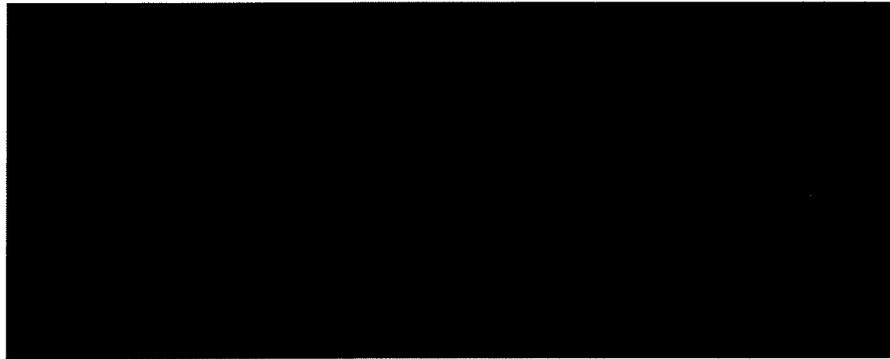
III. Purple Rain Deluxe ~ Andrea



IV. Monetization Updates ~ Andrea



VI. Open Floor



VII. Entertainment Advisor Q&A ~ Troy

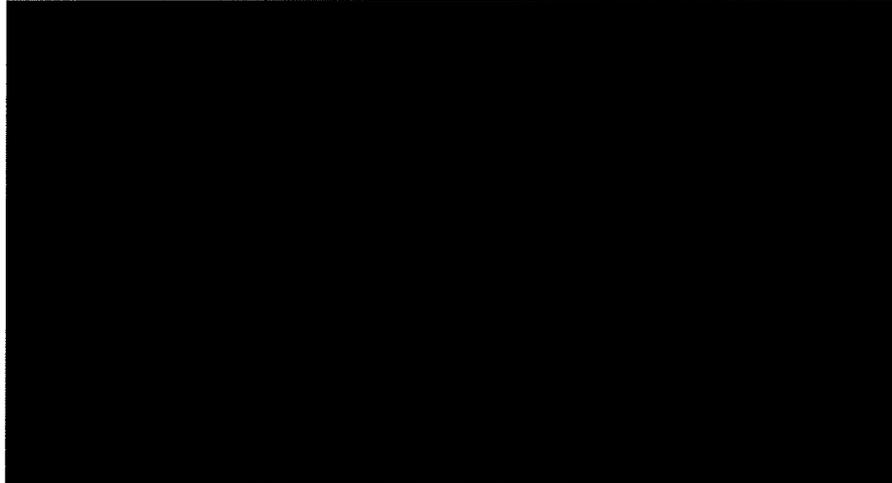


EXHIBIT KK
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson

Meeting Agenda

July 18, 2017

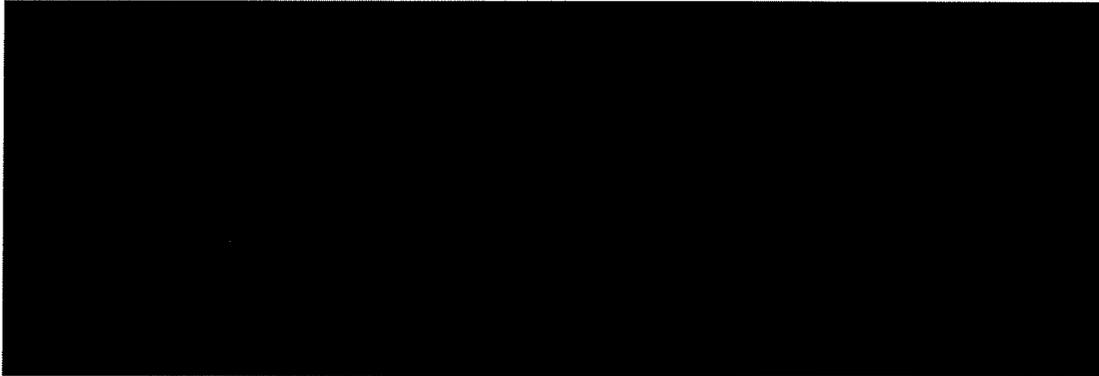
11:30 am

Location: Fredrikson & Bryon, PA: 200 South Sixth Street, Suite 4000 · Minneapolis, MN 55402-1425

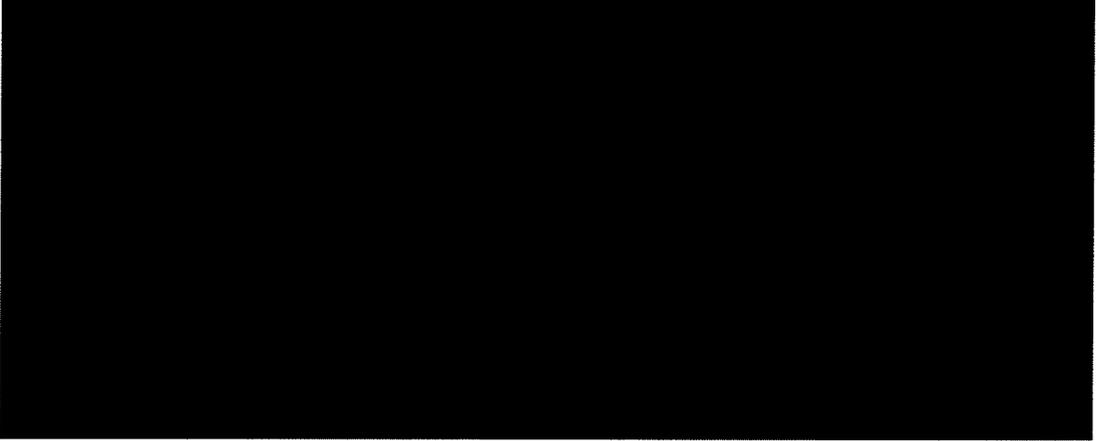
Attendees: Alfred Jackson (Via Telephone), Norrine Nelson, Omari Baker, Sharon Nelson, Tyka Nelson
Angela Aycock, Andrea Bruce, Polly (Magoun) Inboden, Linda Joiner (Via Telephone)
Troy Carter, Suzy Ryoo

- I. Arrival/Settle 11:30 – 11:45
 - a. Working lunch on site

- II. Mark Monitor Anti-Piracy & Trademark Protection ~ Trevor 11:45 – 12:30



- III. Entertainment Advisor Update ~ Troy Carter & Suzy Ryoo 12:30 – 1:00





V. Open Floor

1:30 --2:00

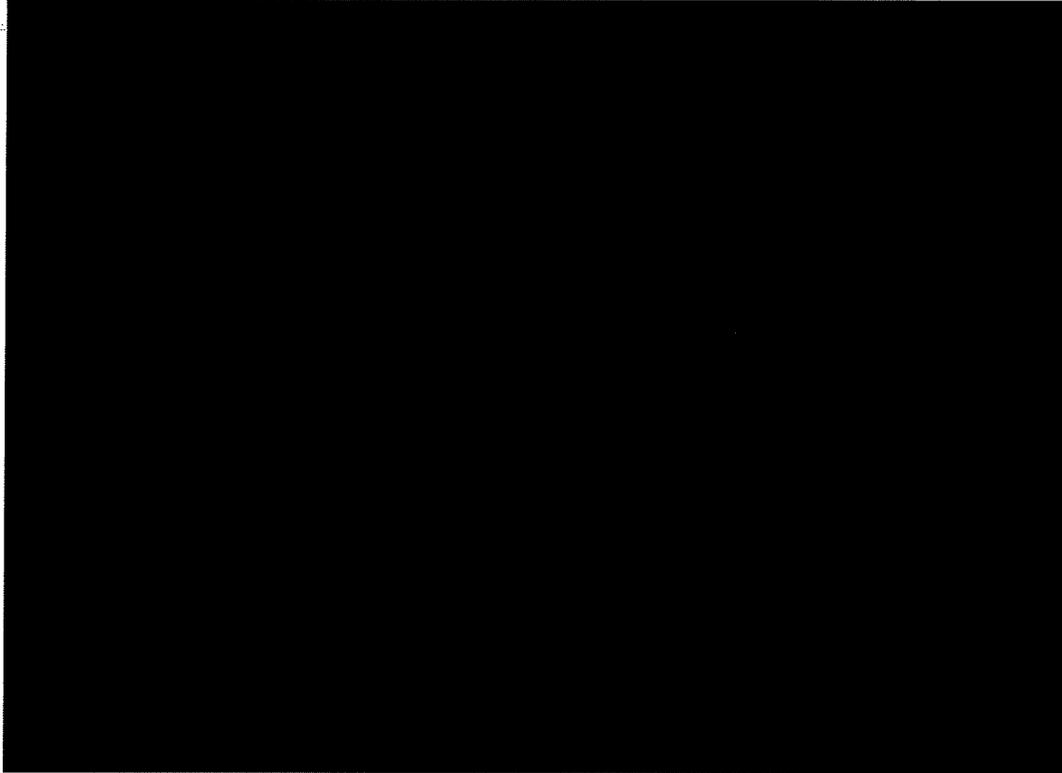


EXHIBIT LL
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson

Meeting Minutes

August 1, 2017

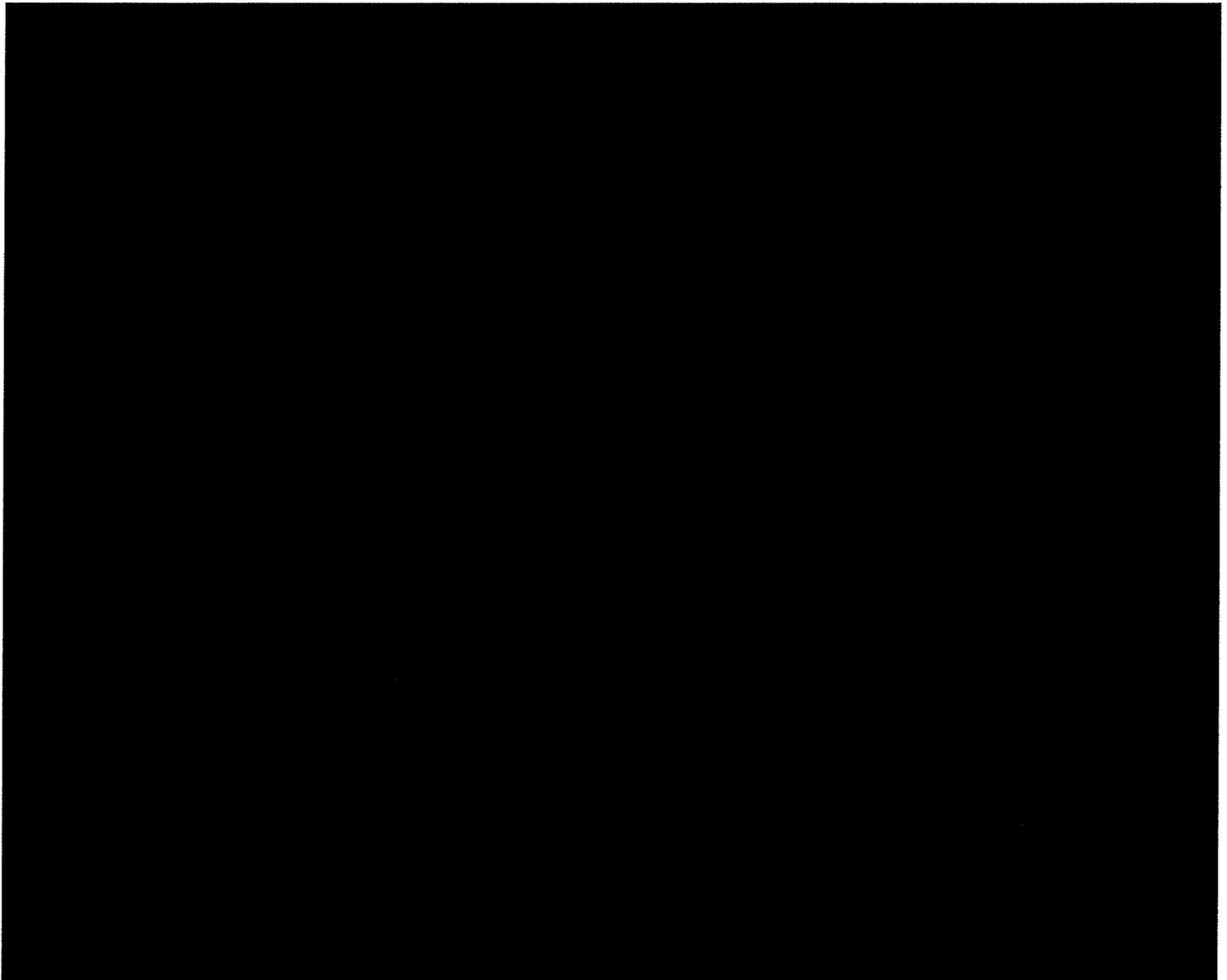
11:00 am

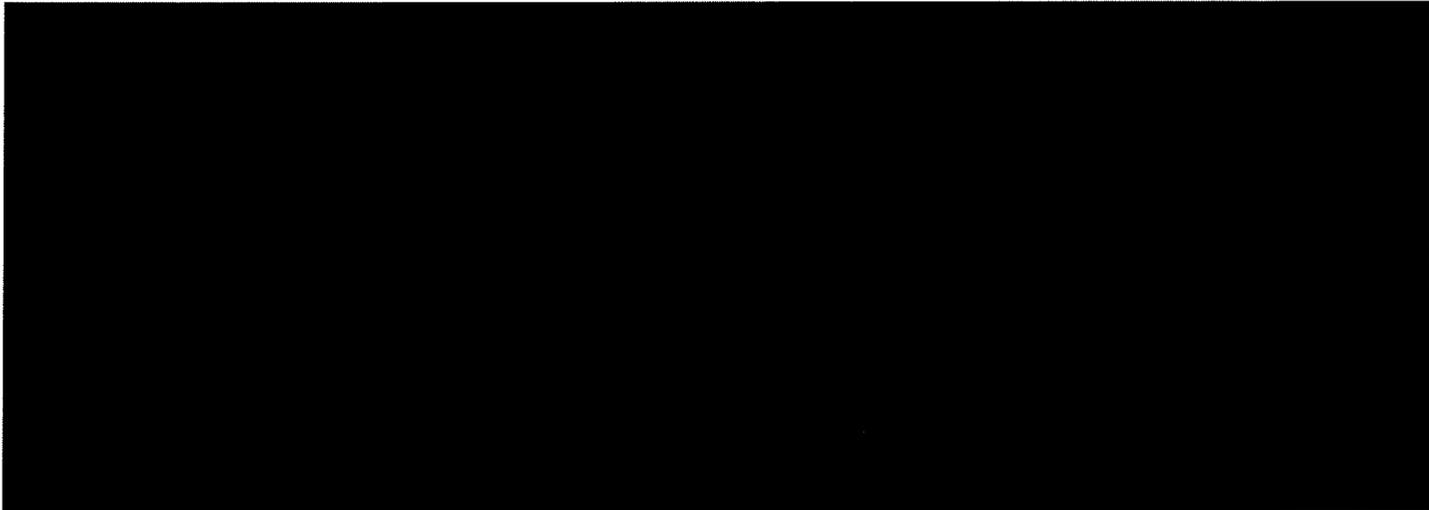
Location: Fredrikson & Bryon, PA: 200 South Sixth Street, Suite 4000 · Minneapolis, MN 55402-1425

Participants: Alfred Jackson (via telephone), John Nelson, Norrine Nelson, Omarr Baker & Sharon Nelson
Angela Aycock, Andrea Bruce, Polly (Magoun) Inboden, Linda Joiner (Via Telephone) & Adam
Lowen (Via Telephone)

I. Entertainment Updates ~ Angela & Andrea

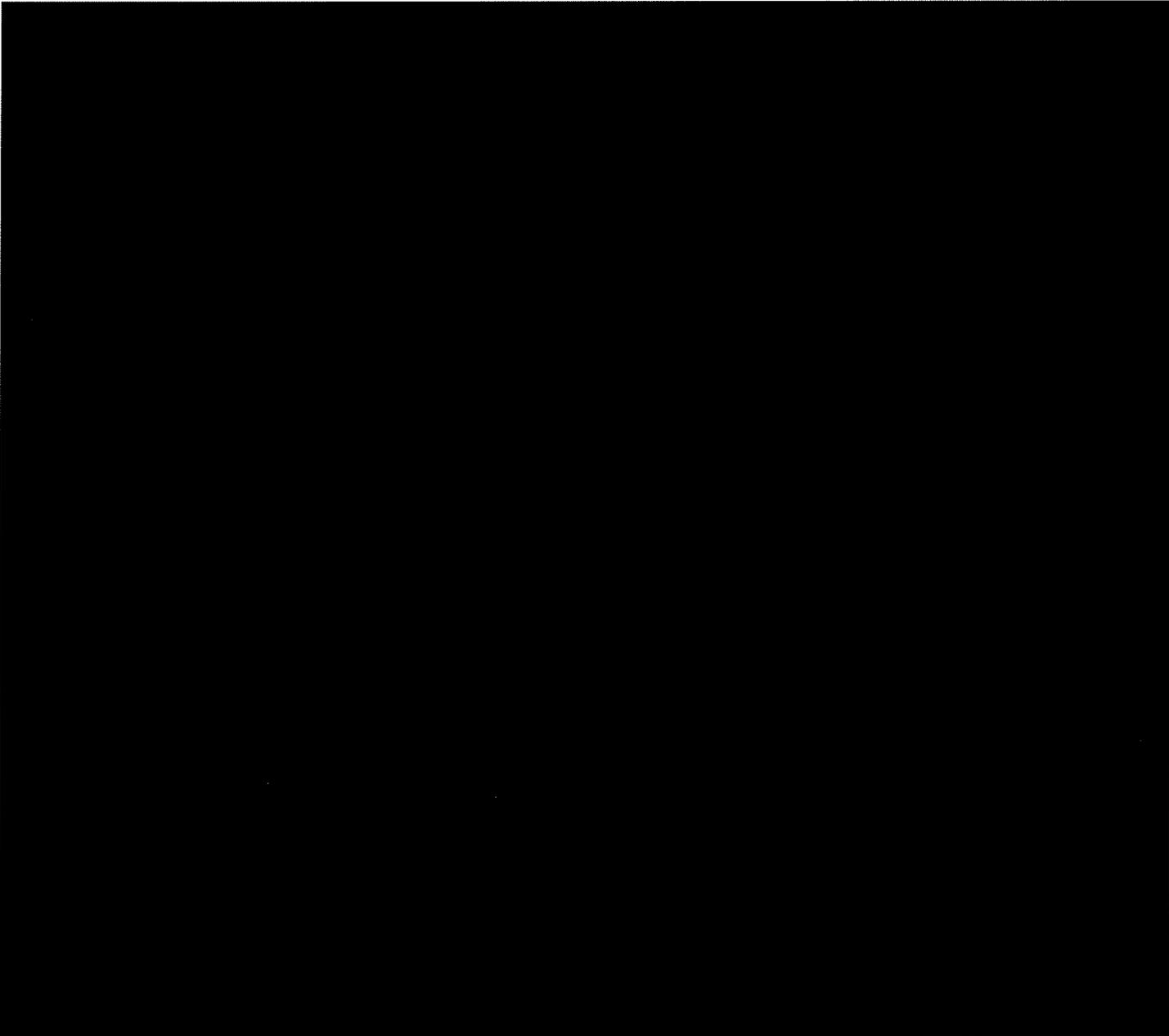
11:00 – 11:45



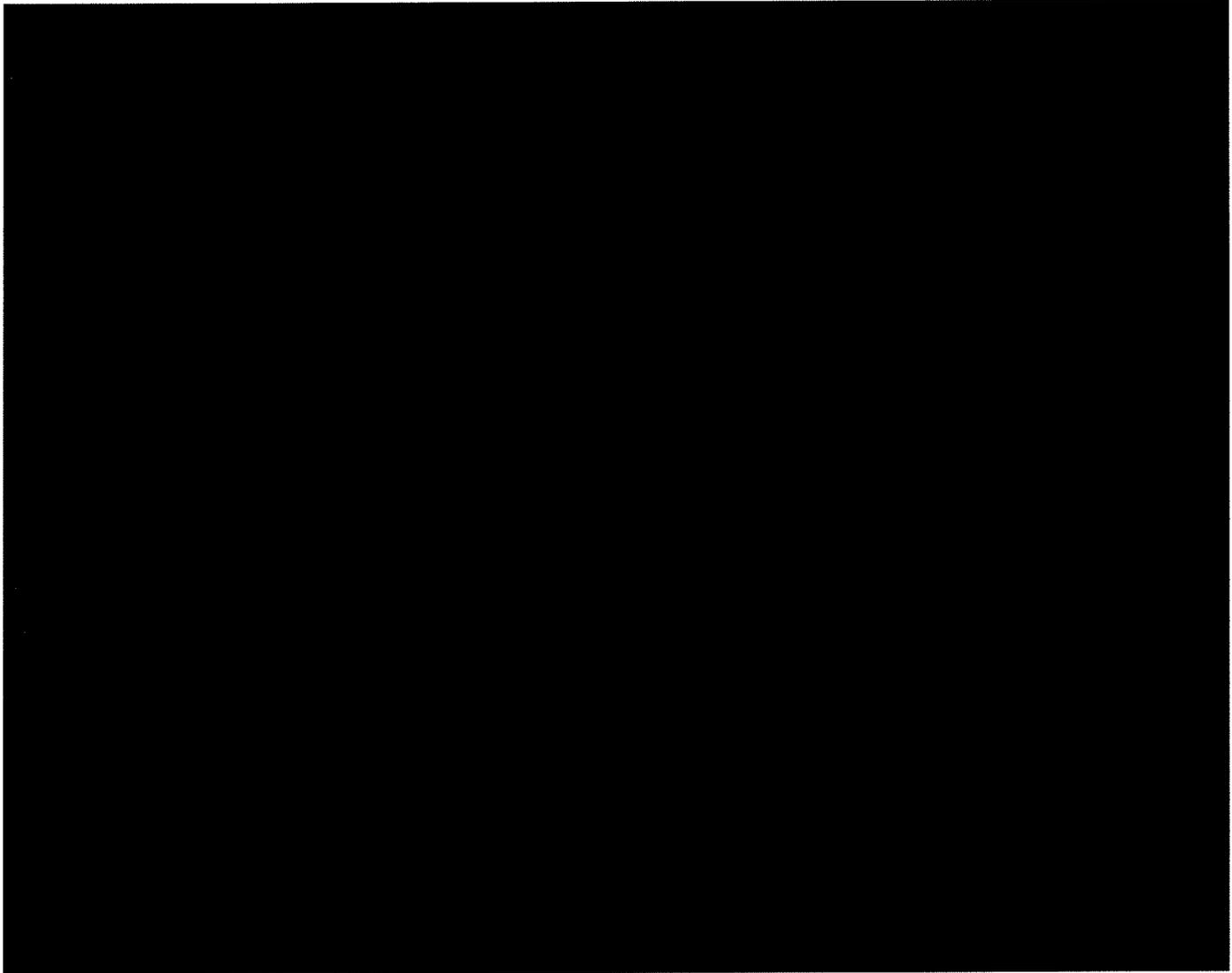


II. Estate Tax Return ~ Angela & Adam

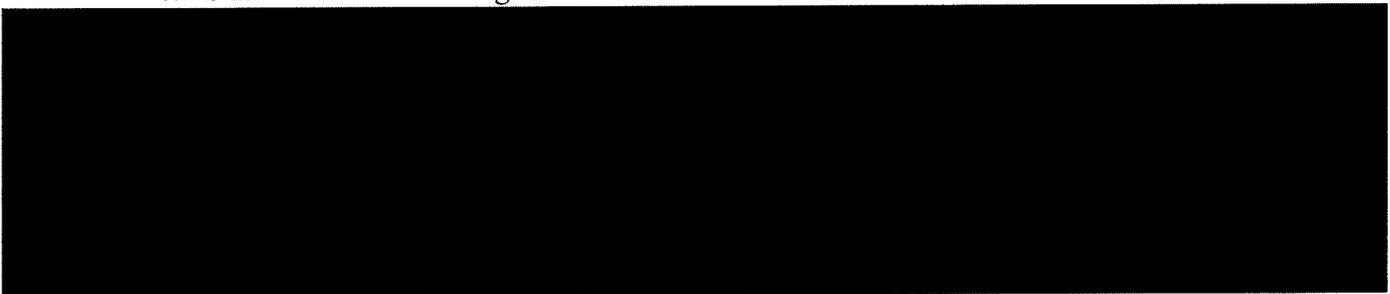
11:45 – 12:30



b. Cash flow



c. Statement Review Going Forward



III. Open Floor

12:30 – 1:00



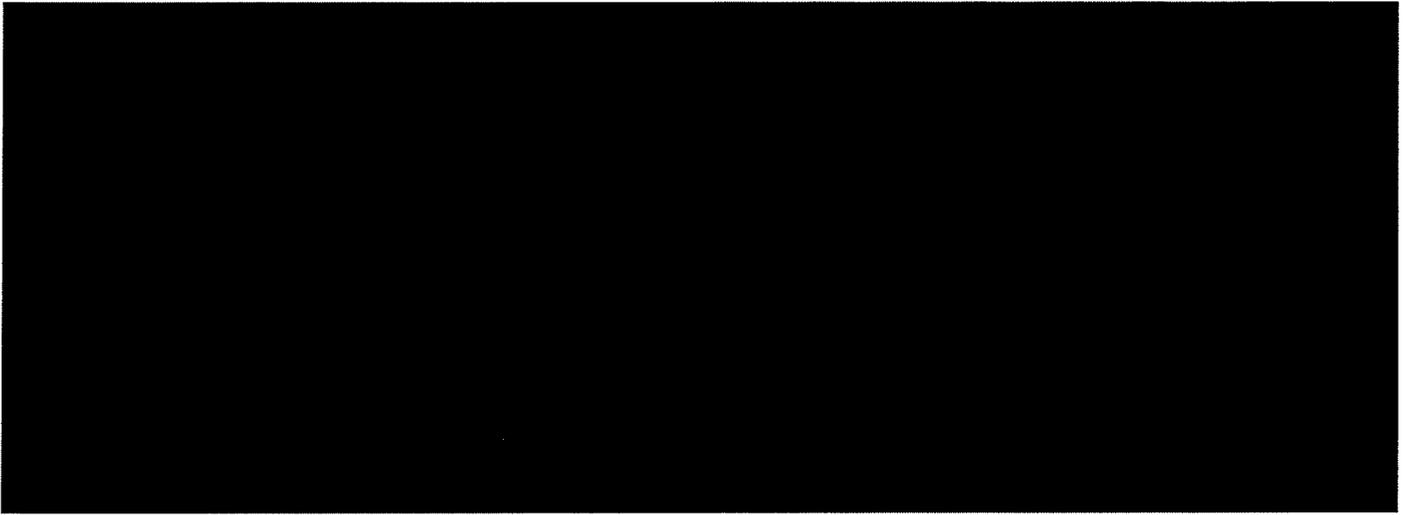


EXHIBIT MM
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson

Meeting Agenda

August 22, 2017

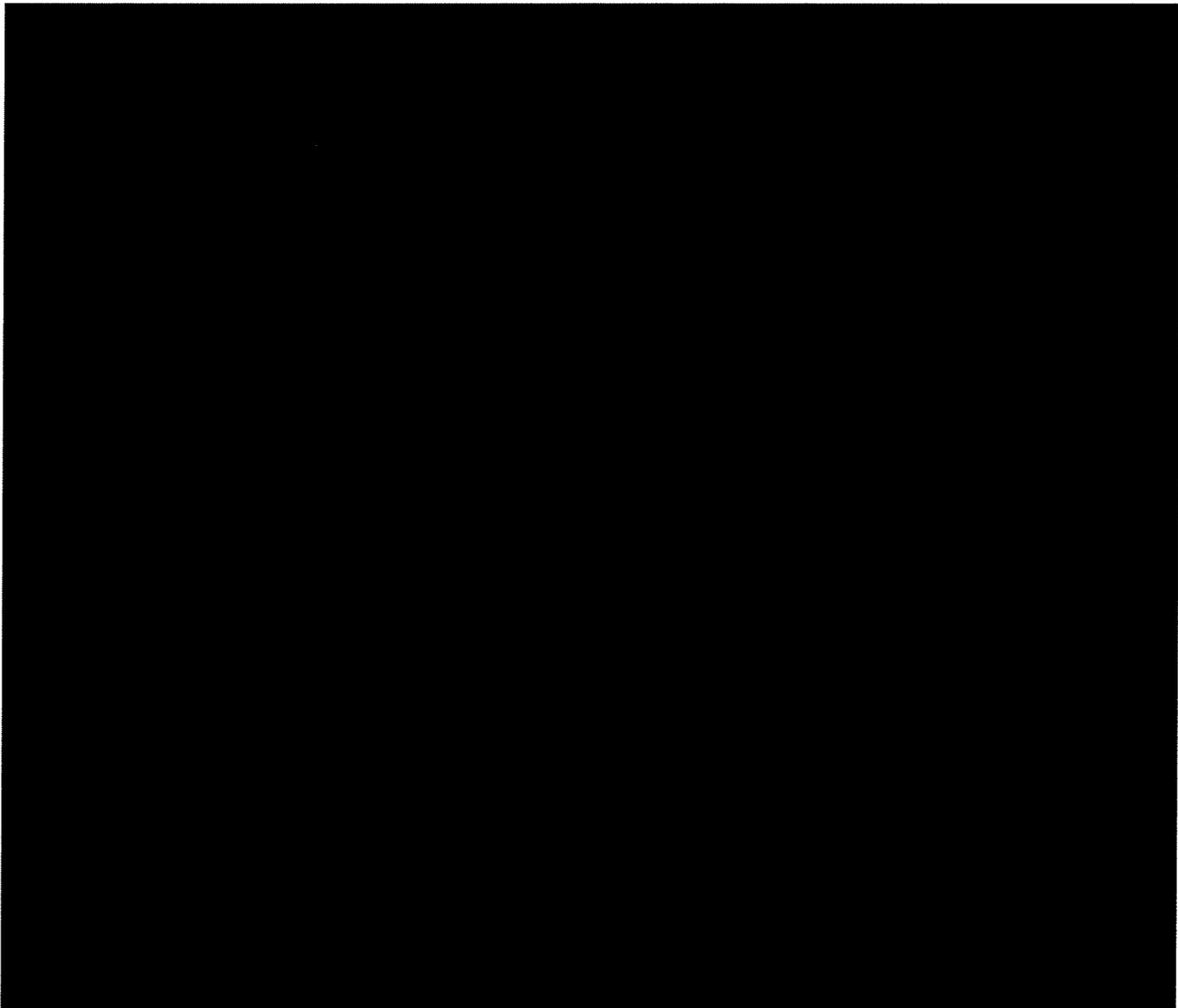
11:00 am

Location: Fredrikson & Bryon, PA: 200 South Sixth Street, Suite 4000 · Minneapolis, MN 55402-1425

Participants: Alfred Jackson (via telephone), Tyka Nelson (via telephone), John Nelson, Norrine Nelson,
Omarr Baker & Sharon Nelson
Angela Aycock, Andrea Bruce & Jerry Snover

I. Real Estate Update ~ Jerry

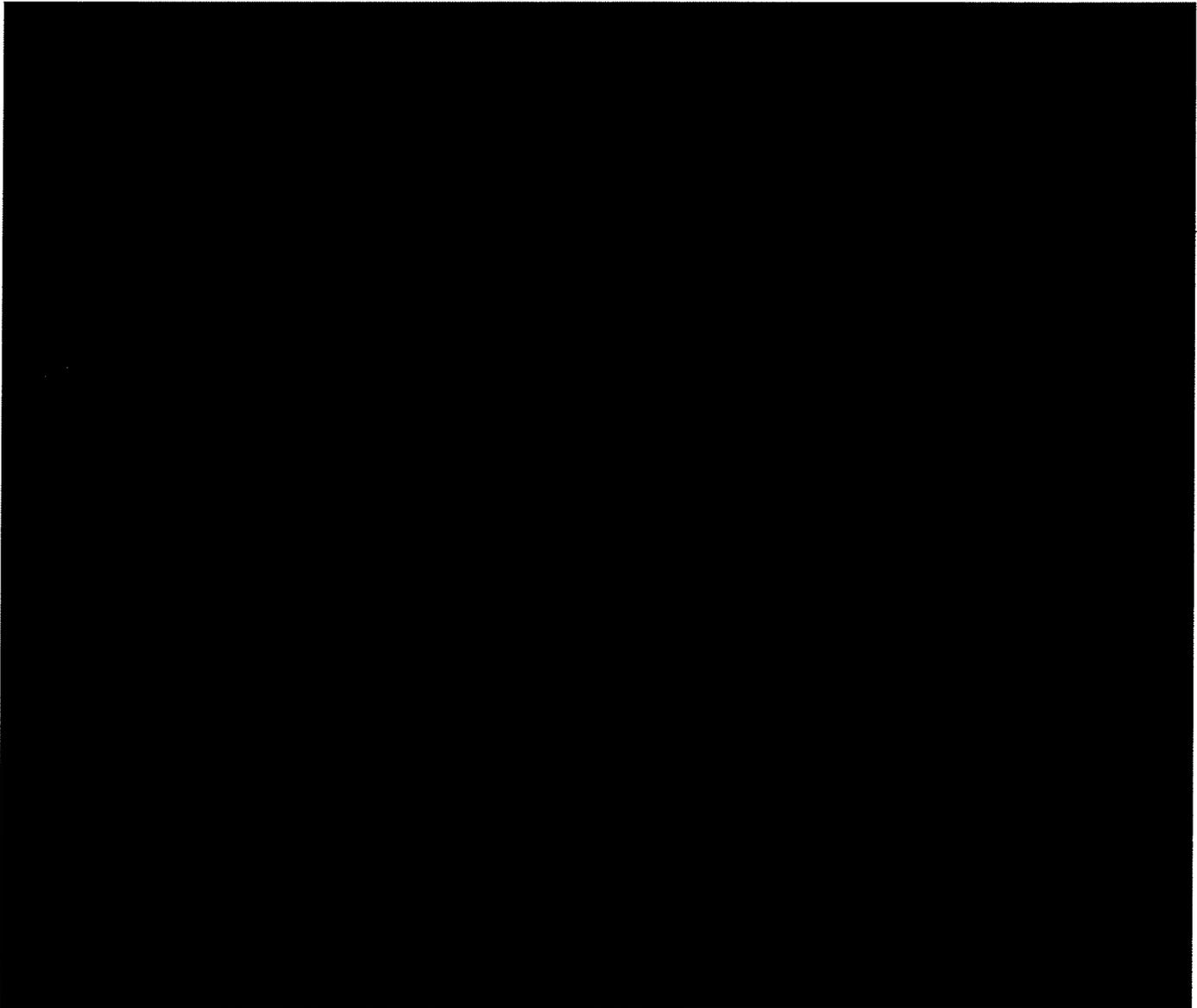
11:00 – 11:45





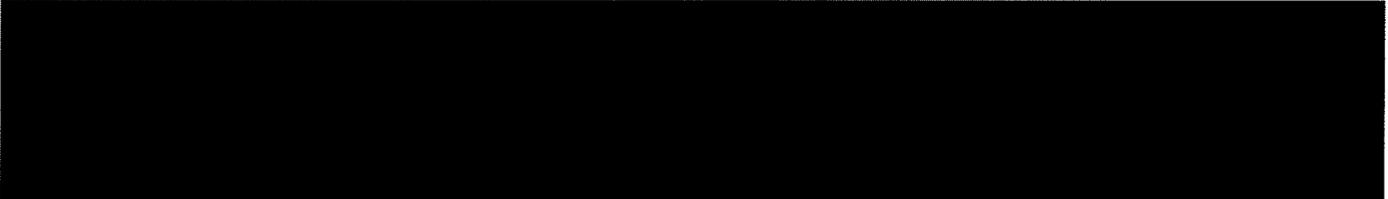
II. You Tube Video Revenue Estimates ~ Angela & Andrea

11:45 – 12:00



III. Entertainment Advisor Update ~ Troy

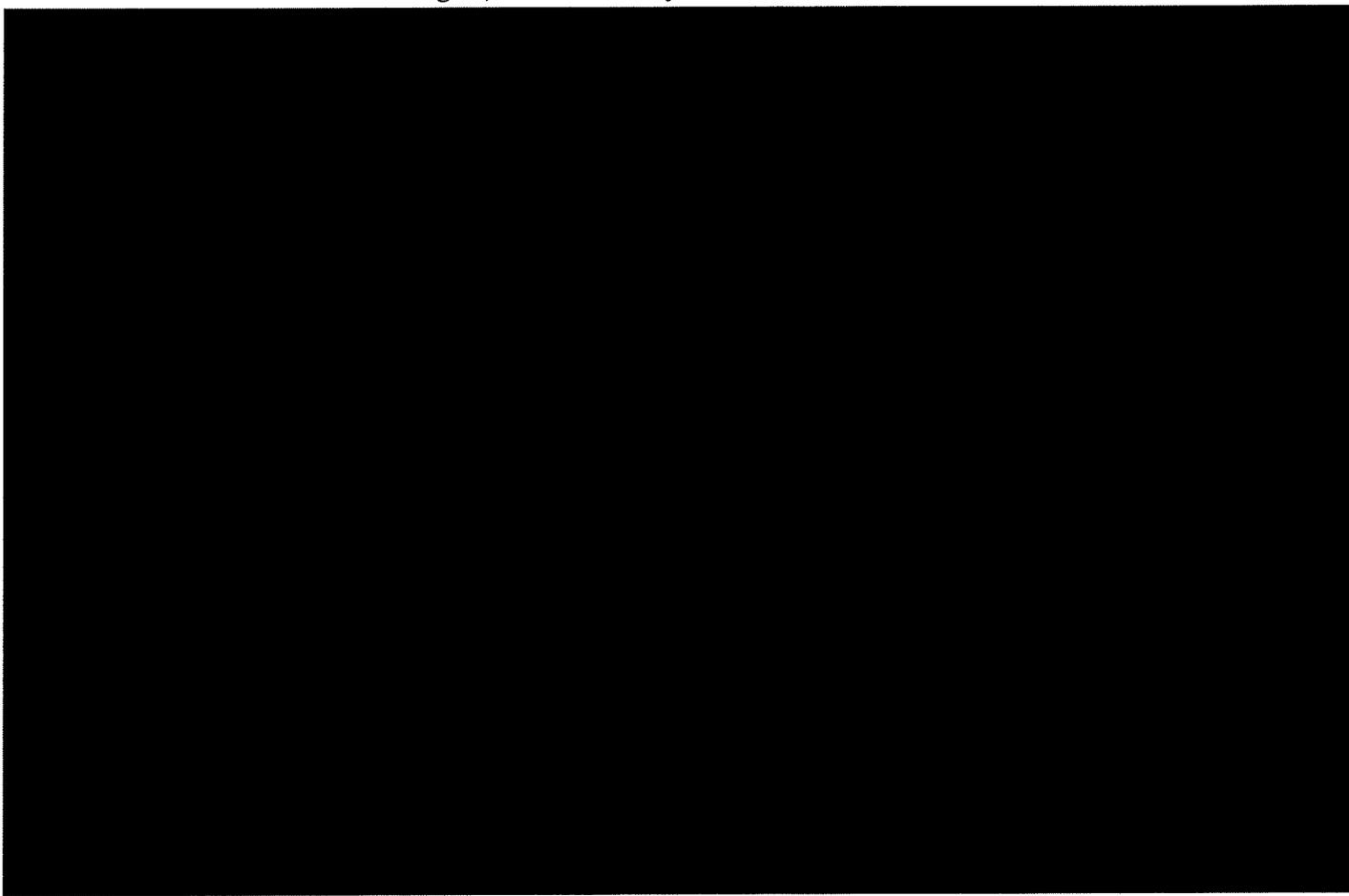
12:00 – 12:30

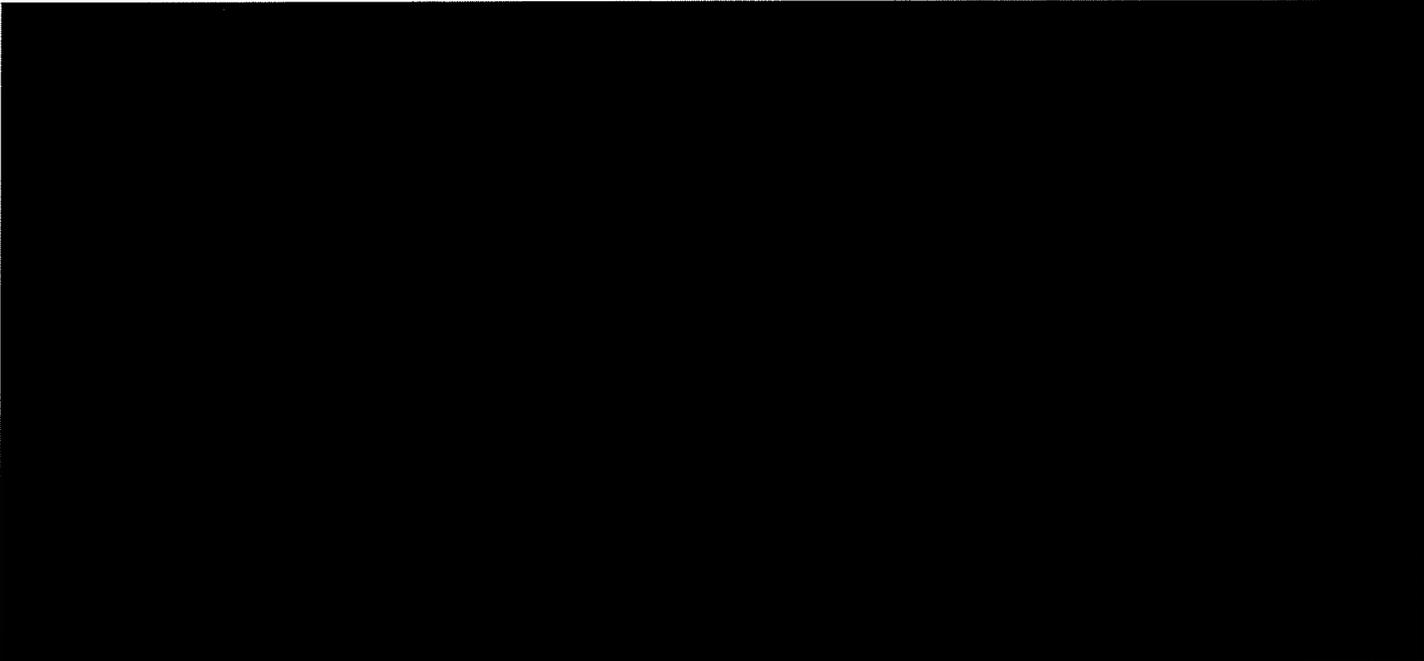




IV. Statement Review ~ Angela, Andrea & Jerry

12:30 – 1:00





V. Open Floor

EXHIBIT NN
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson

Meeting Minutes

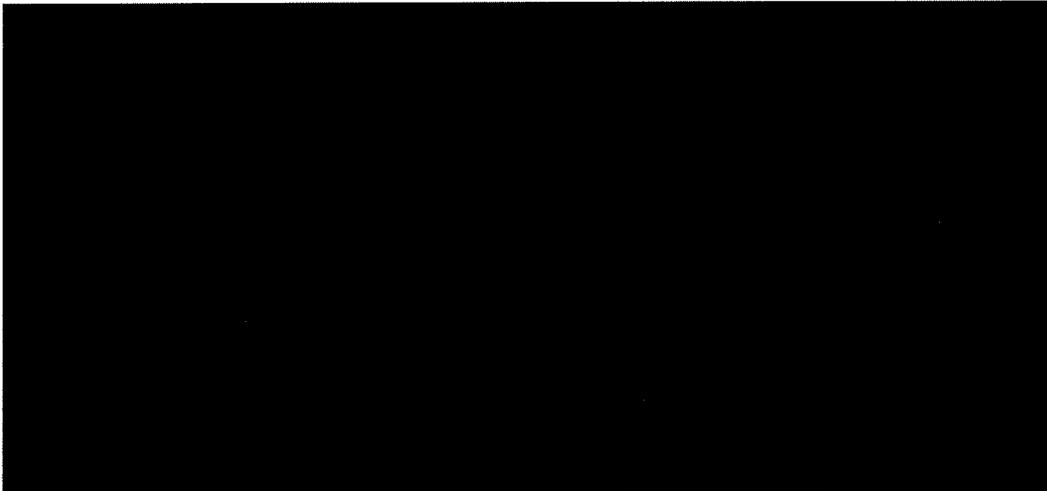
September 5, 2017

11:00 am

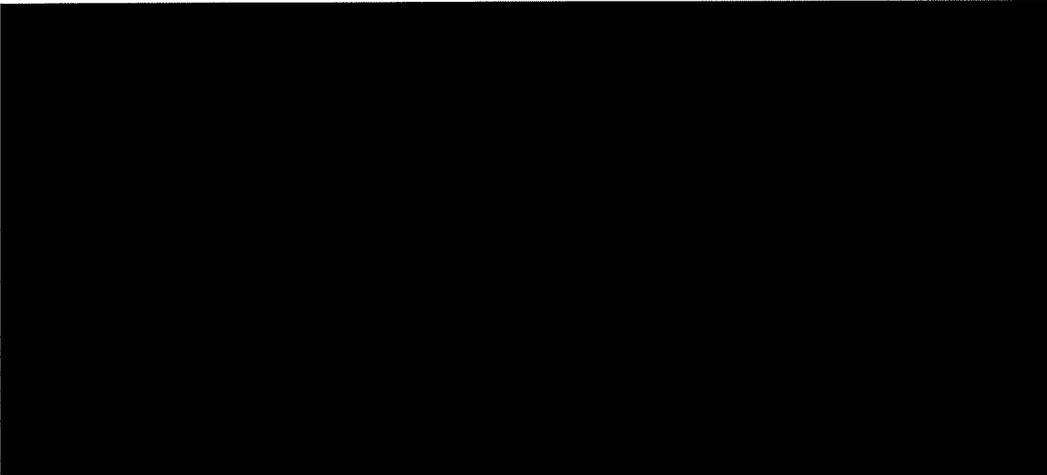
Location: Comerica Conference Call Line 1.888.303.6348 | Code: 222 0943

Participants: John Nelson, Norrine Nelson, Omarr Baker, and Tyka Nelson
Angela Aycock, Andrea Bruce, & Linda Joiner

I. Litigation Updates ~ Andrea & Angela 11:00 – 11:30



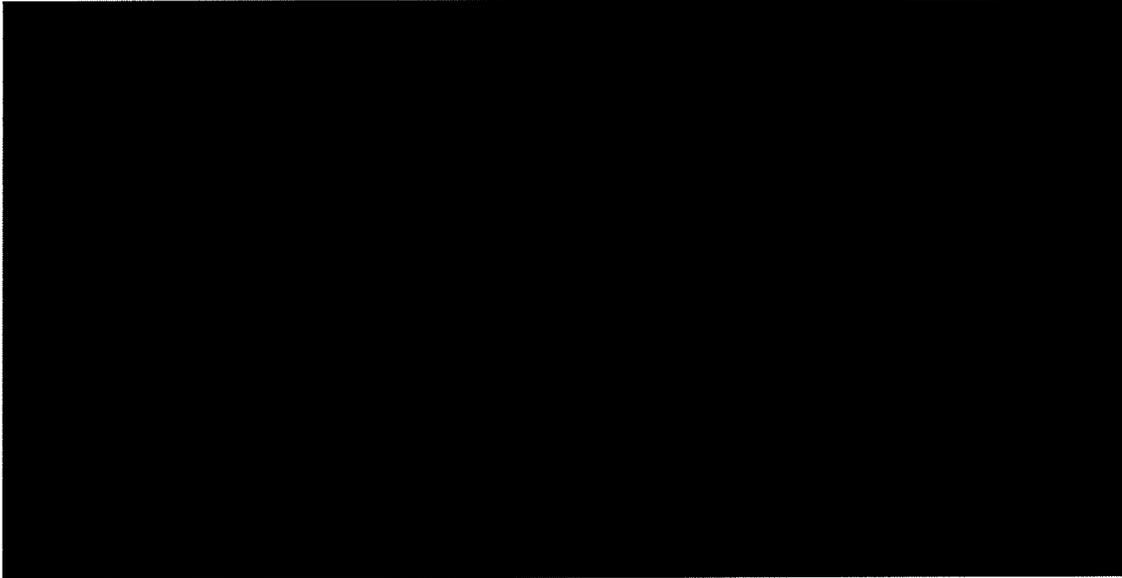
II. Paisley Park ~ Angela & Andrea 11:30 – 11:50





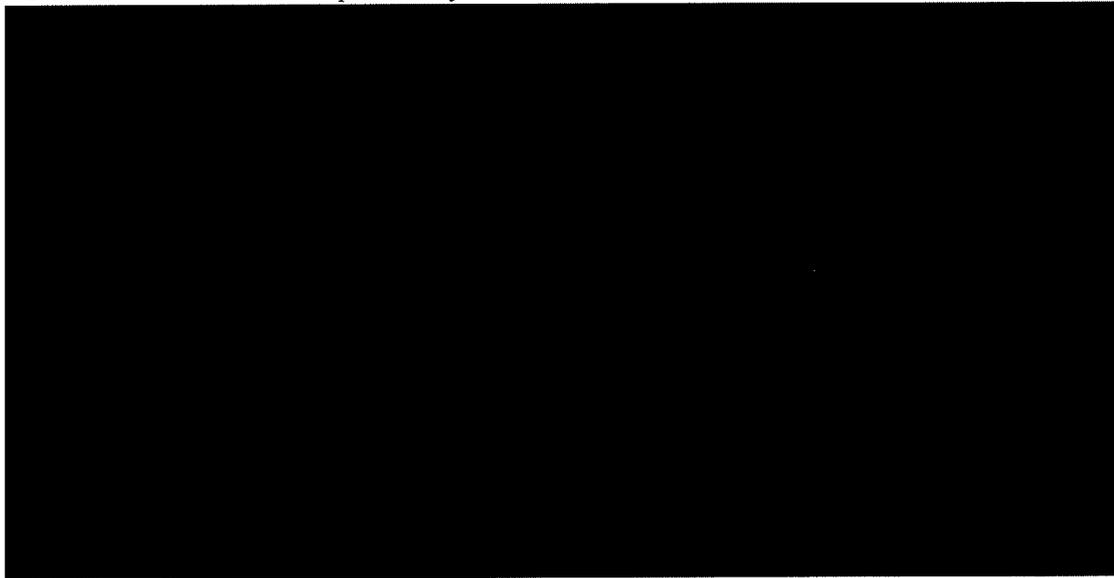
III. Real Estate ~ Andrea

11:50 – 12:00



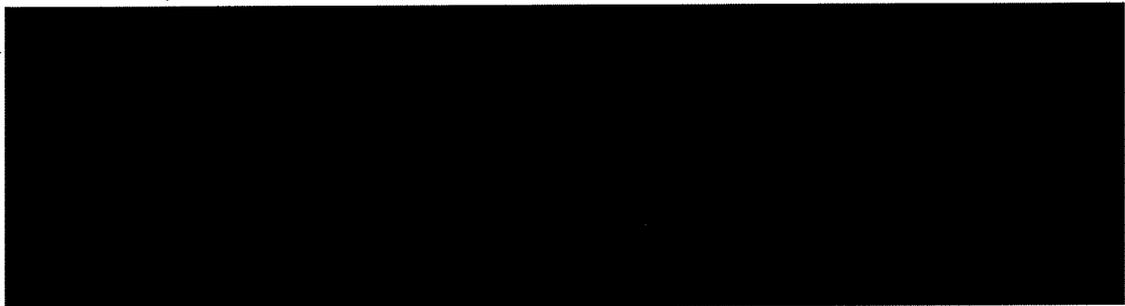
IV. Entertainment Advisor Update ~ Troy

12:00 – 12:30





b. Q & A



V. Open Floor

12:30 – 1:00



EXHIBIT OO
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson

Meeting Minutes

September 28, 2017

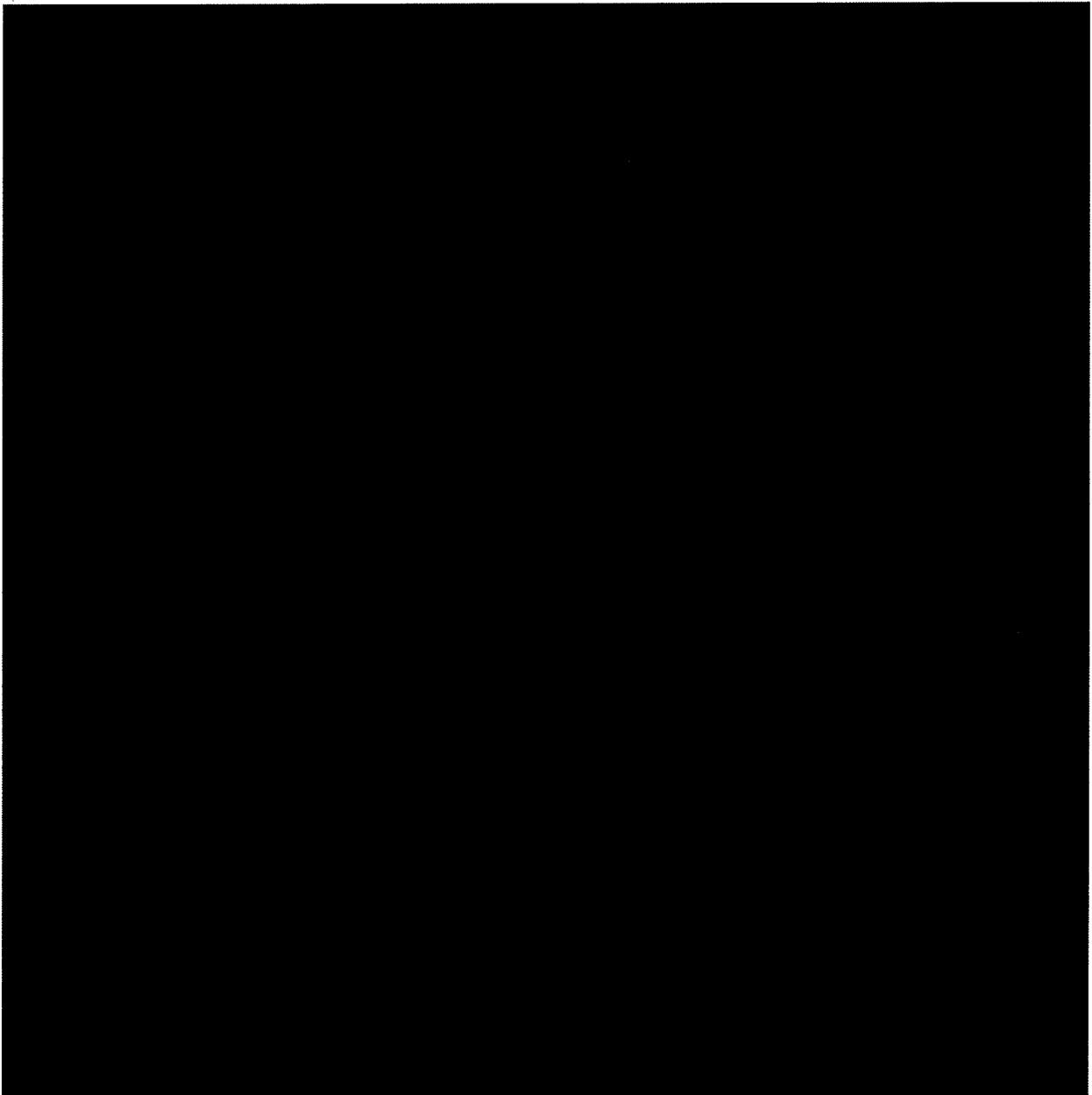
11:00 am

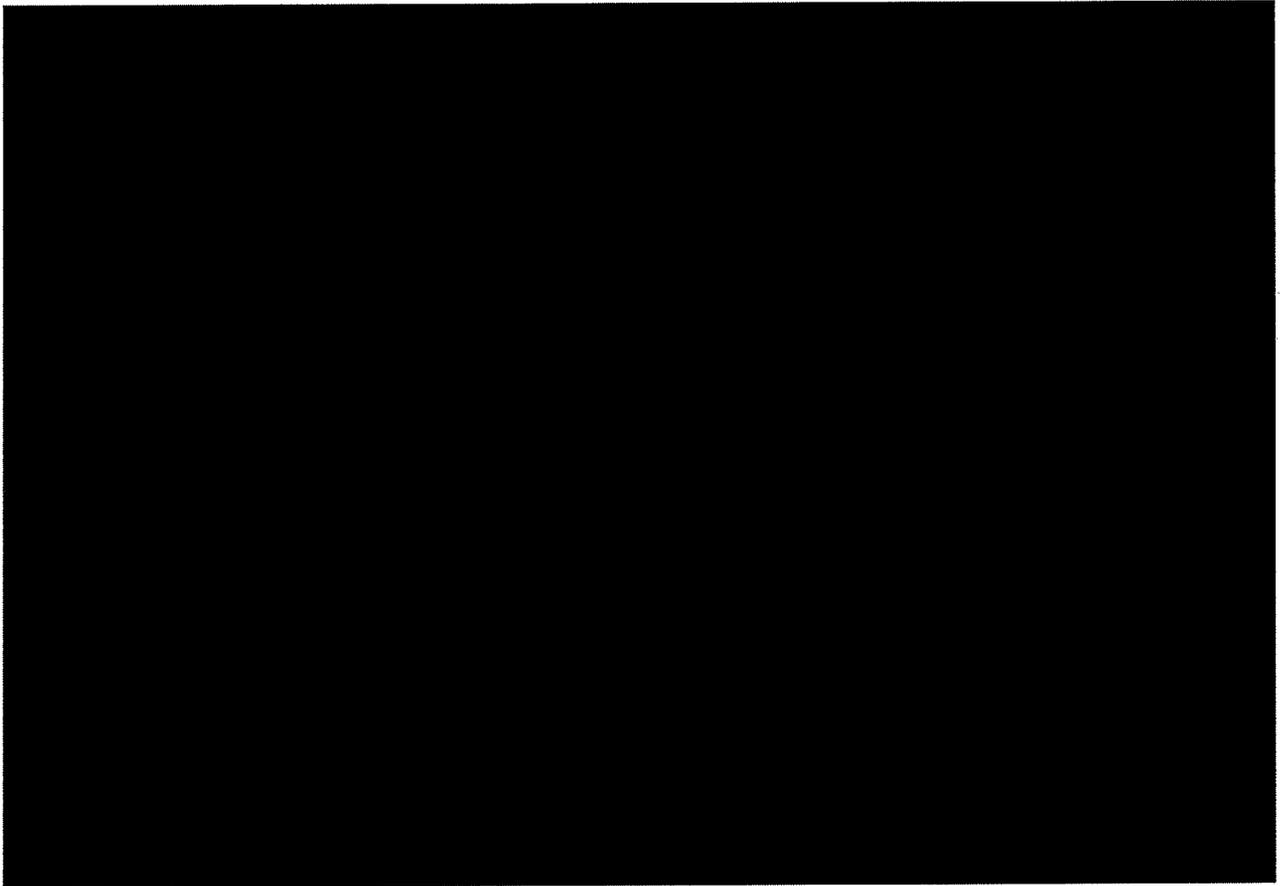
Location: Fredrikson & Bryon, PA: 200 South Sixth Street, Suite 4000 · Minneapolis, MN 55402-1425

Participants: Alfred Jackson, ~~John Nelson~~, ~~Norrine Nelson~~, Omarr Baker, ~~Sharon Nelson~~, Tyka Nelson
Angela Aycock, Andrea Bruce, ~~Polly Inboden~~, and Jerry Snover & Linda Joiner (Via Telephone)

I. WBR A&R ~ Michael Howe

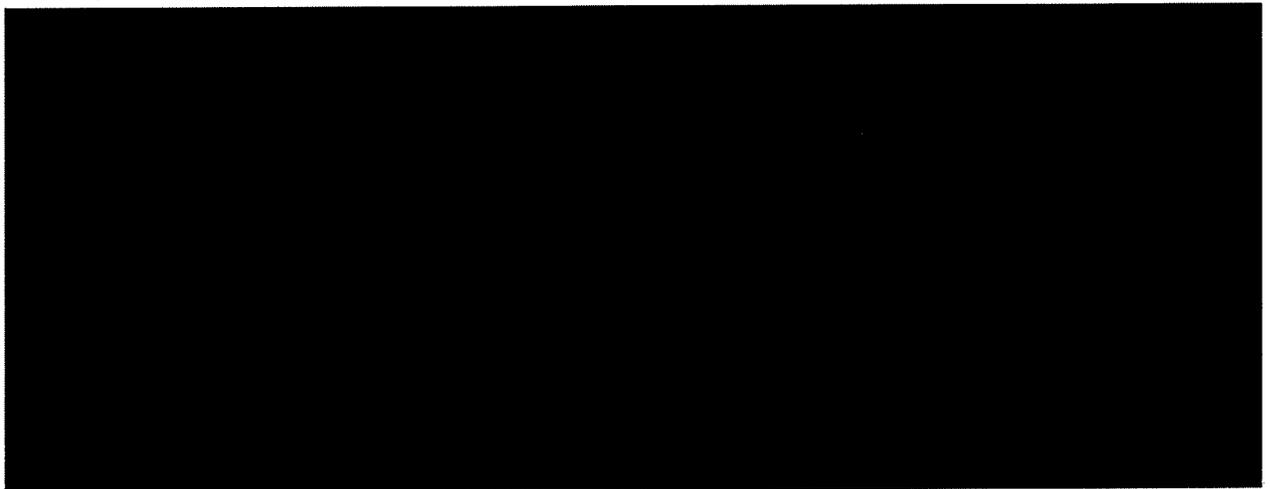
11:00 – 11:30





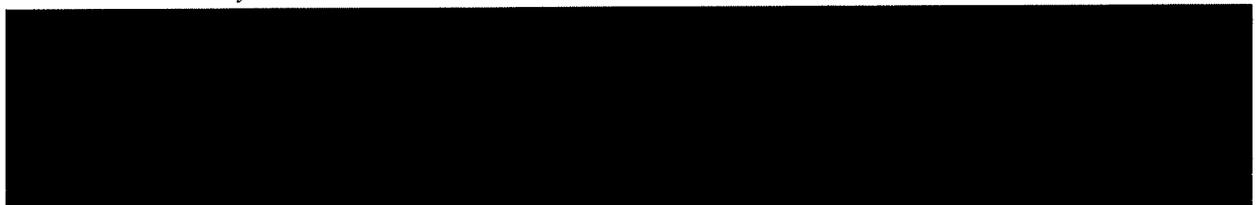
II. Paisley Park ~ Angela & Andrea

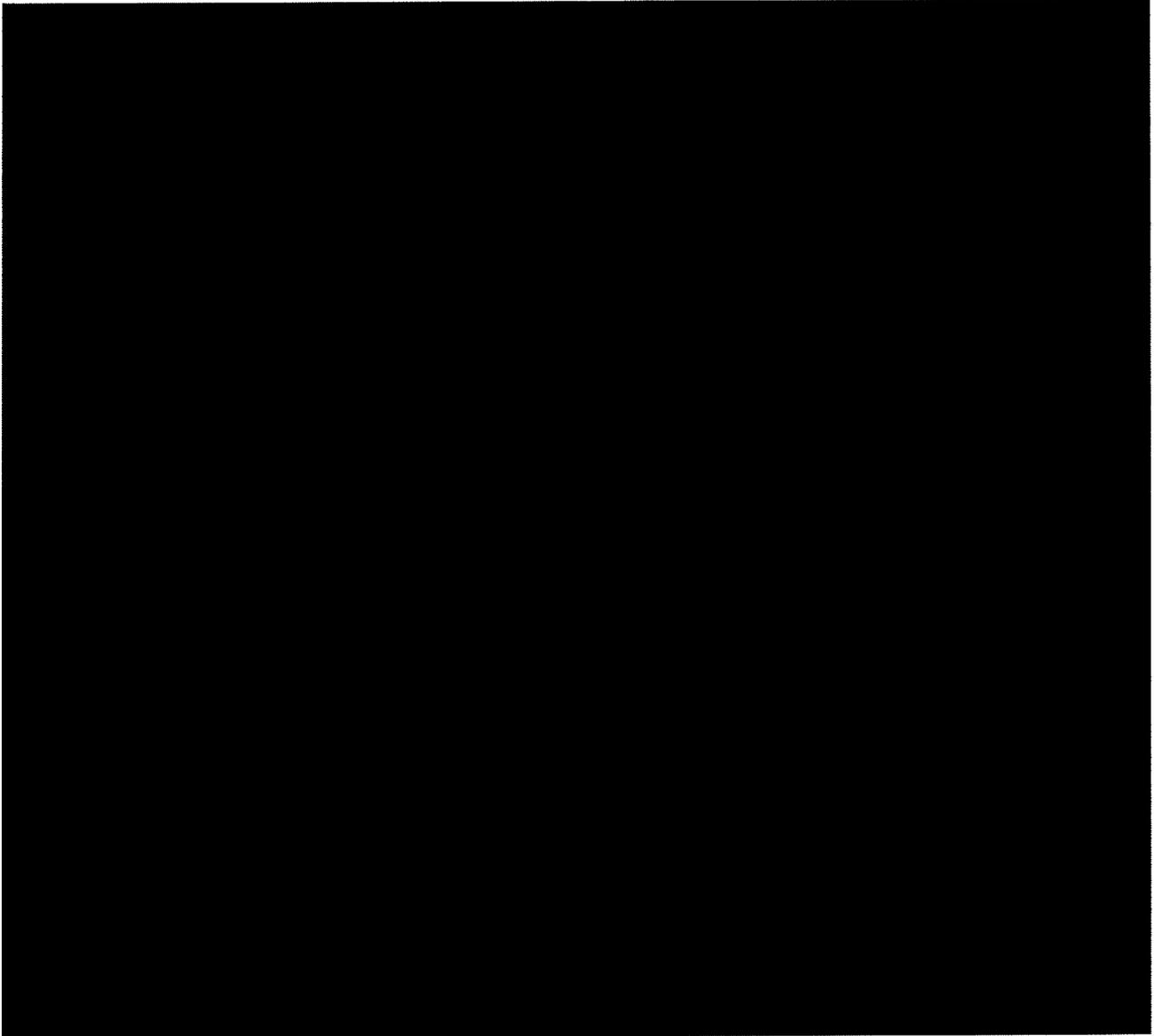
11:30 – 11:40



III. Real Estate ~ Jerry

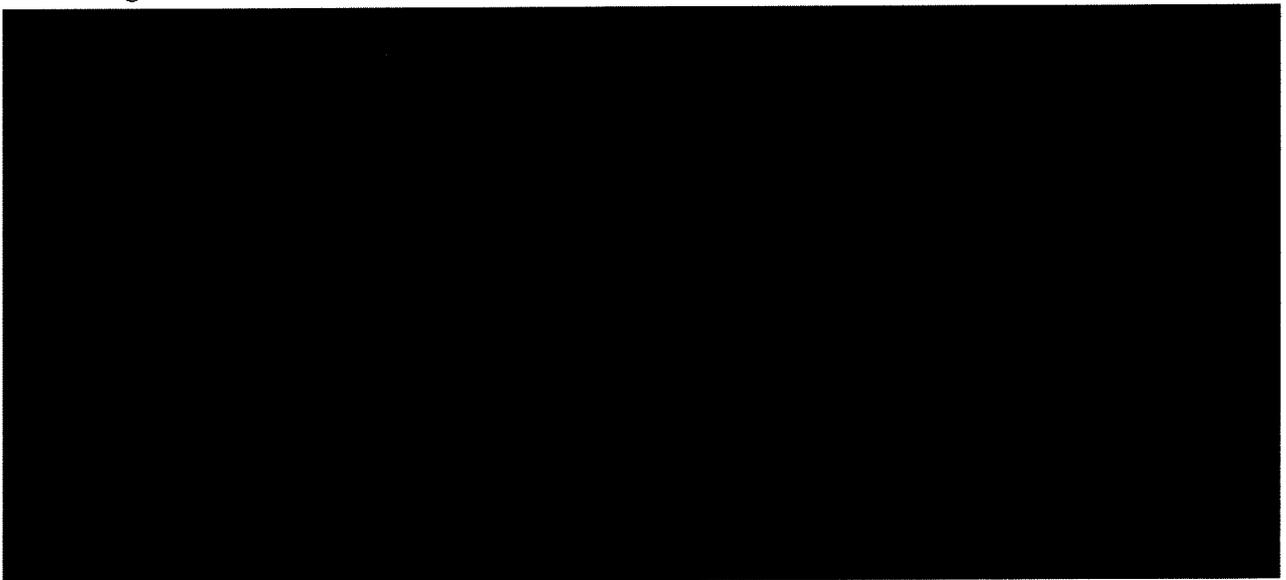
11:40 – 11:55



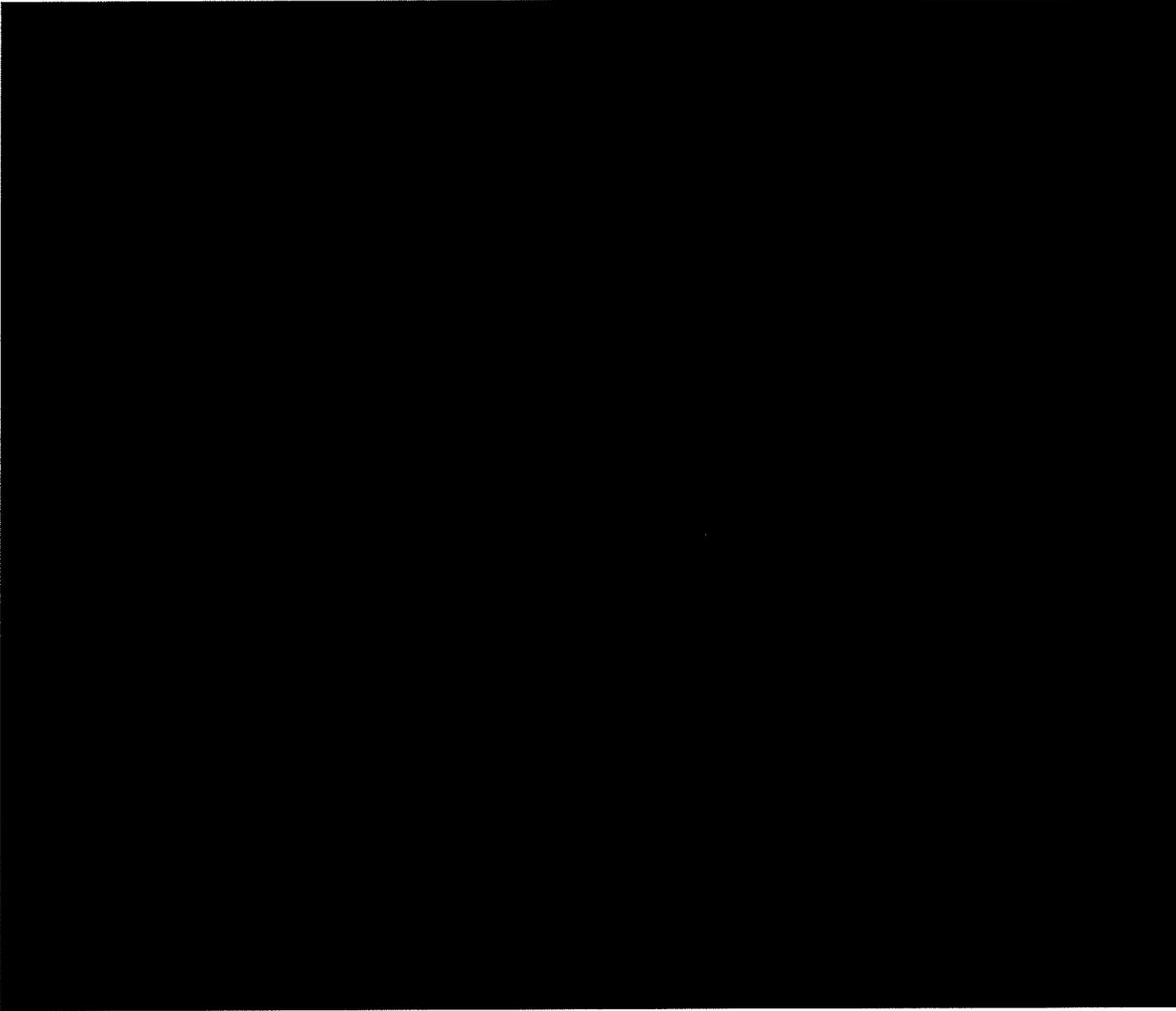


IV. Licensing & Trademarks ~ Andrea

11:55 – 12:15

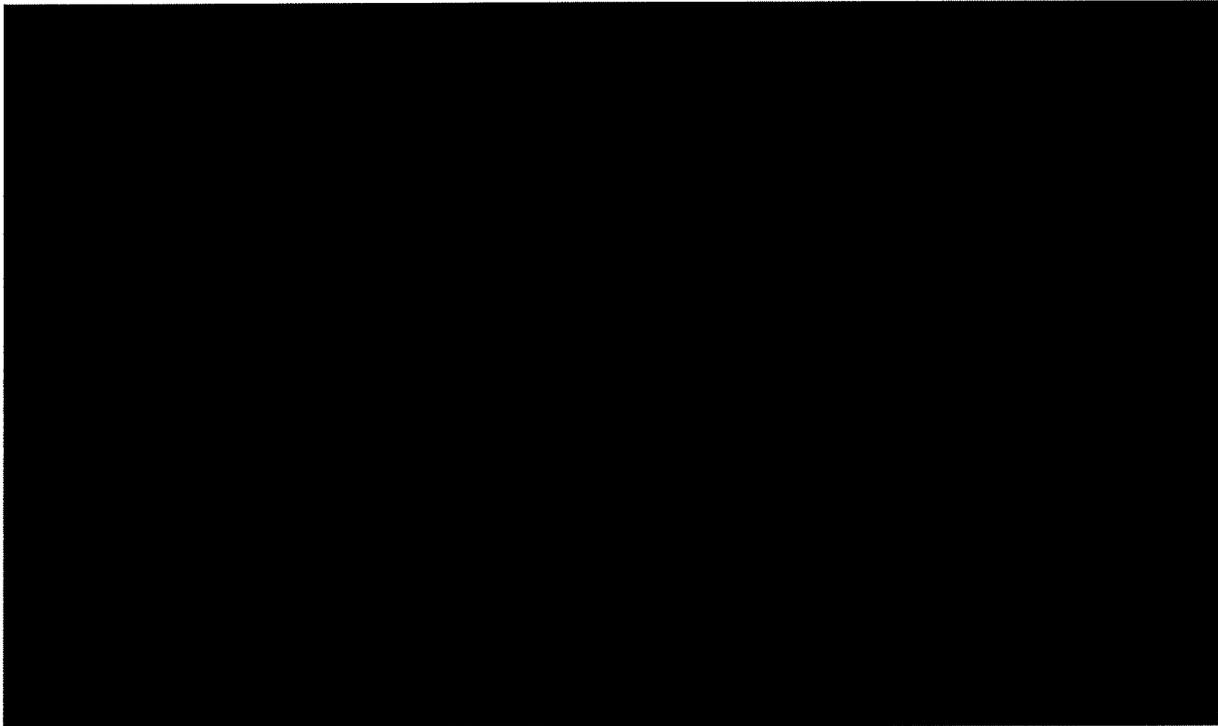


V.



VI. Statement Review

12:35 – 1:00



VII. Open Floor

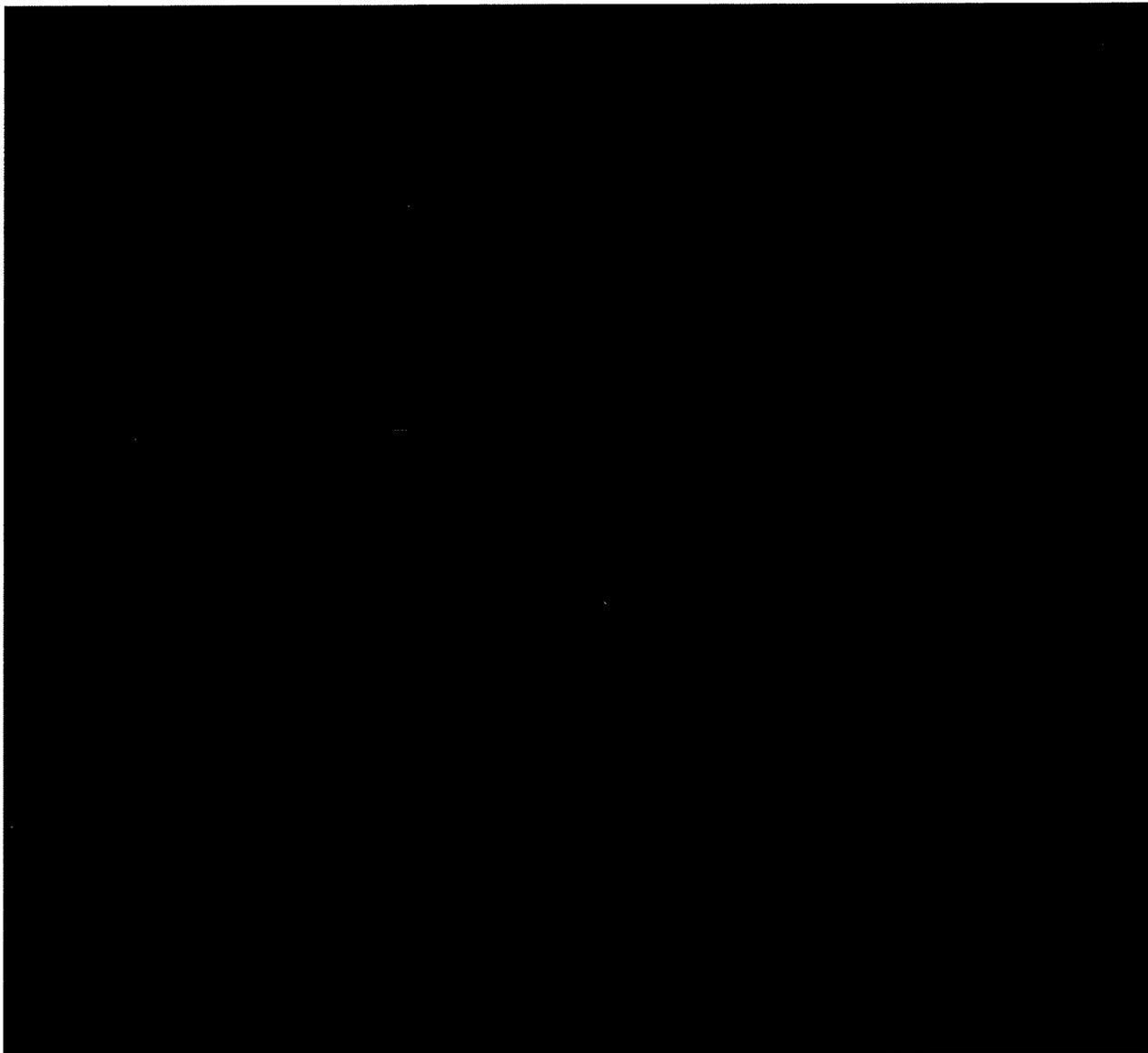


EXHIBIT PP
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson
Meeting Minutes

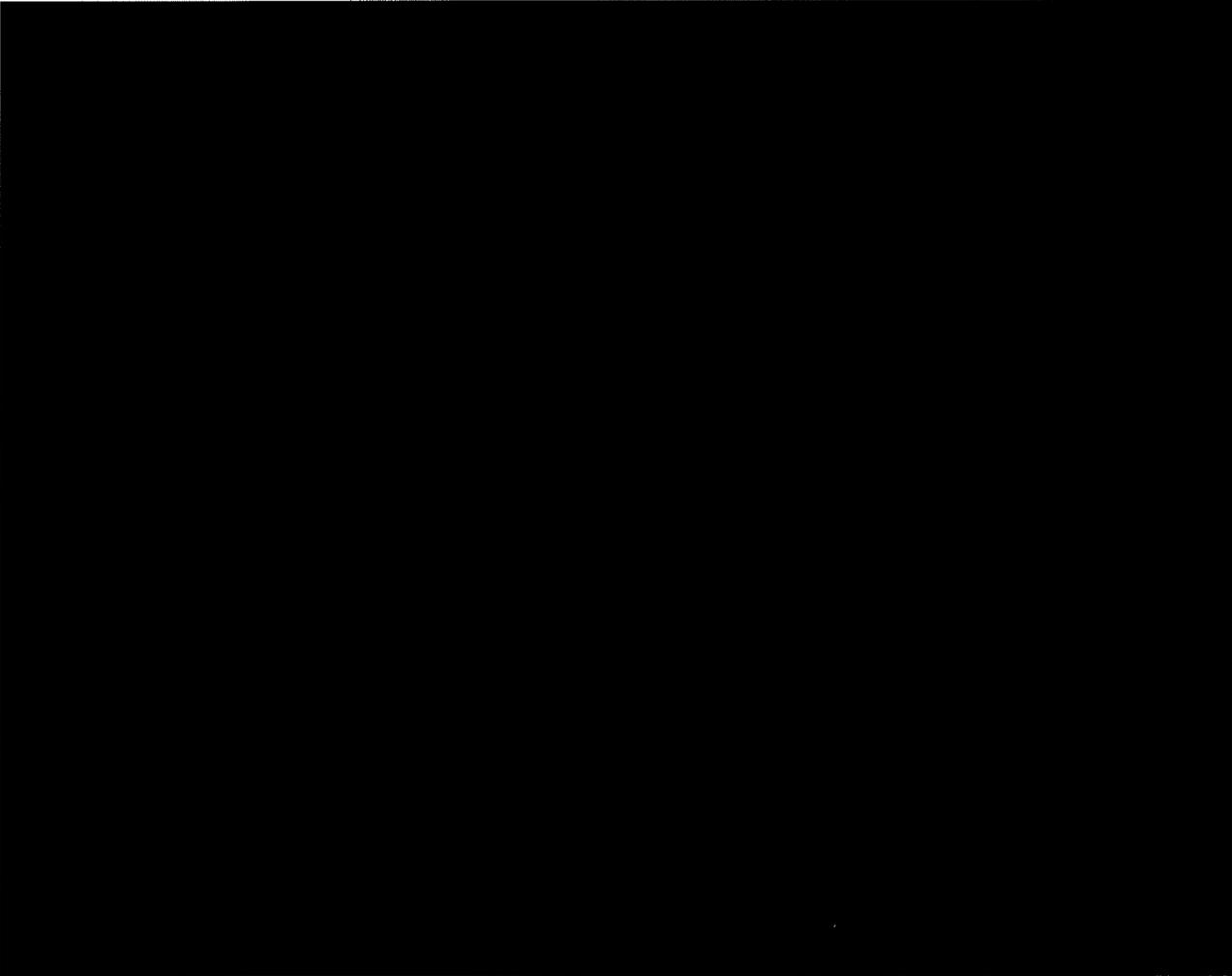
October 10, 2017

11:00 am

Location: Fredrikson & Bryon, PA: 200 South Sixth Street, Suite 4000 · Minneapolis, MN 55402-1425

Attendees: (Heirs) Alfred Jackson, Omarr Baker & Tyka Nelson
(Comerica) Angela Aycok, Andrea Bruce, Polly Inboden & Jennifer Raczak (Via Telephone)
Troy Carter (Via Telephone)

I.

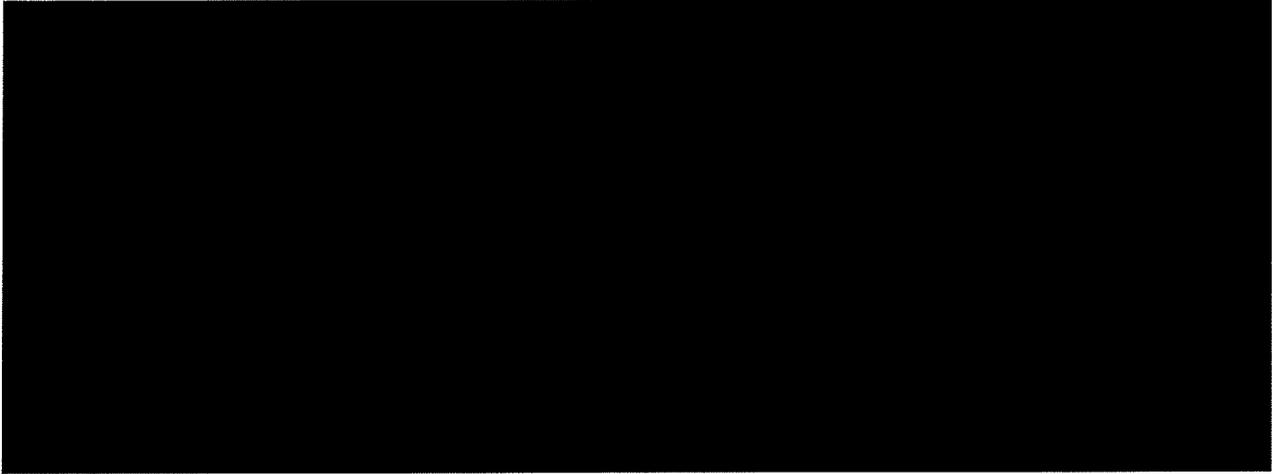


II. Litigation Update ~ Andrea

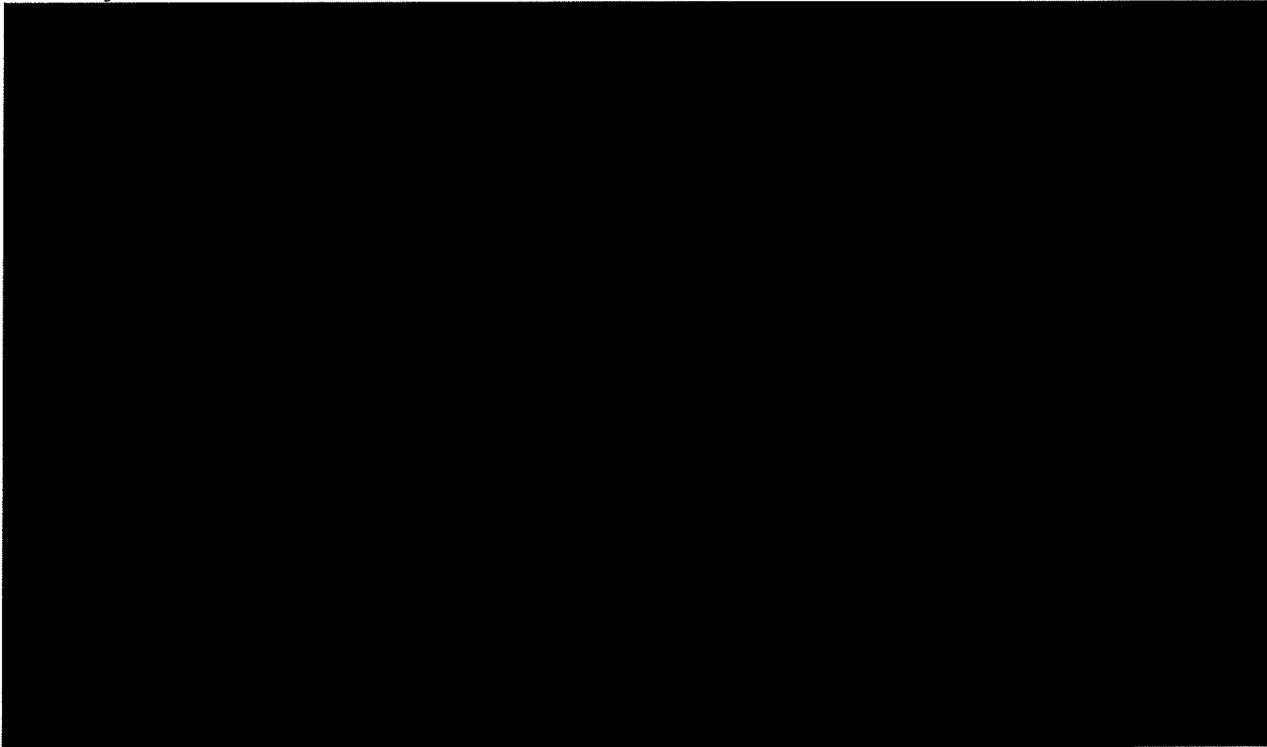


III. Real Estate ~ Andrea



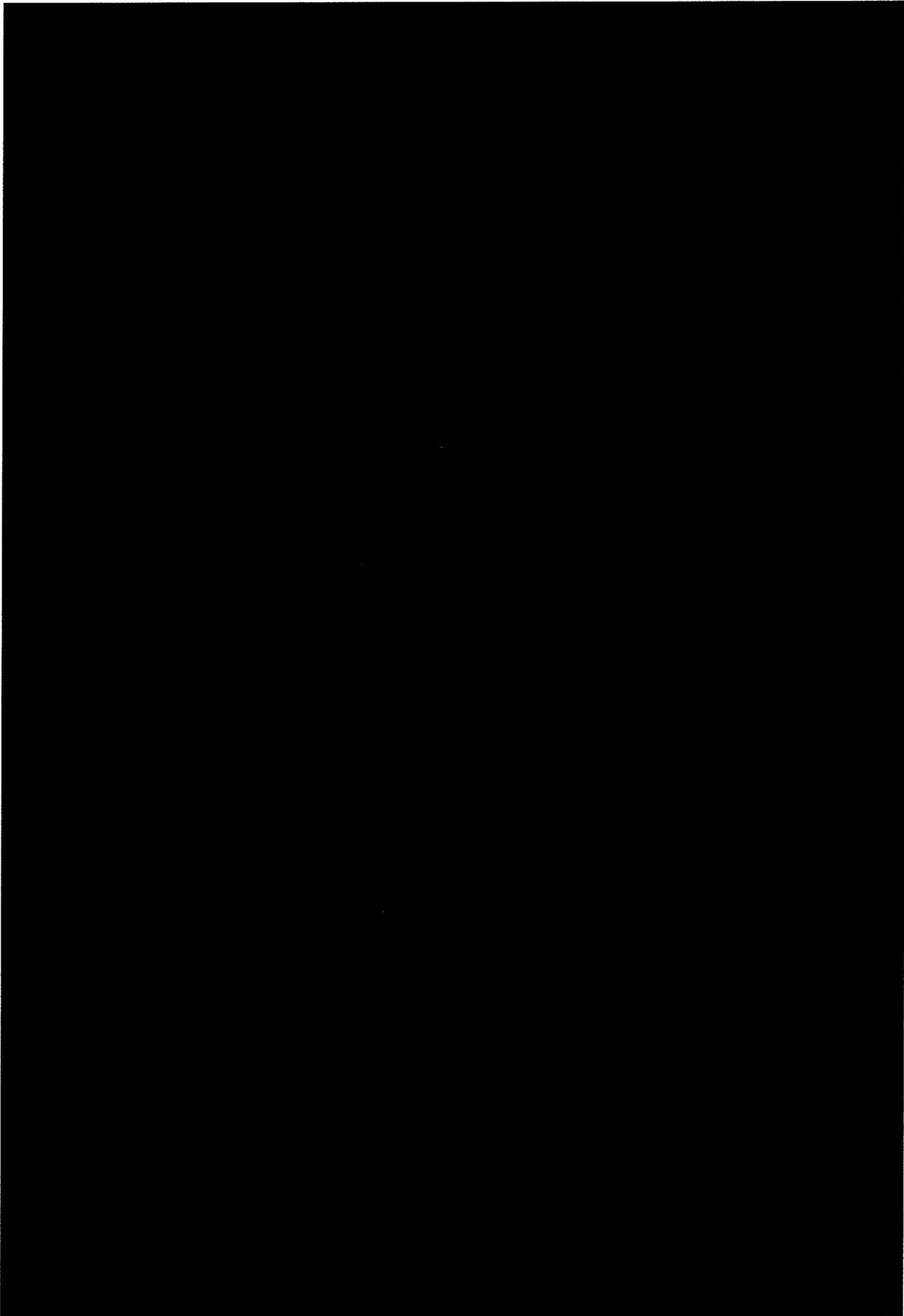


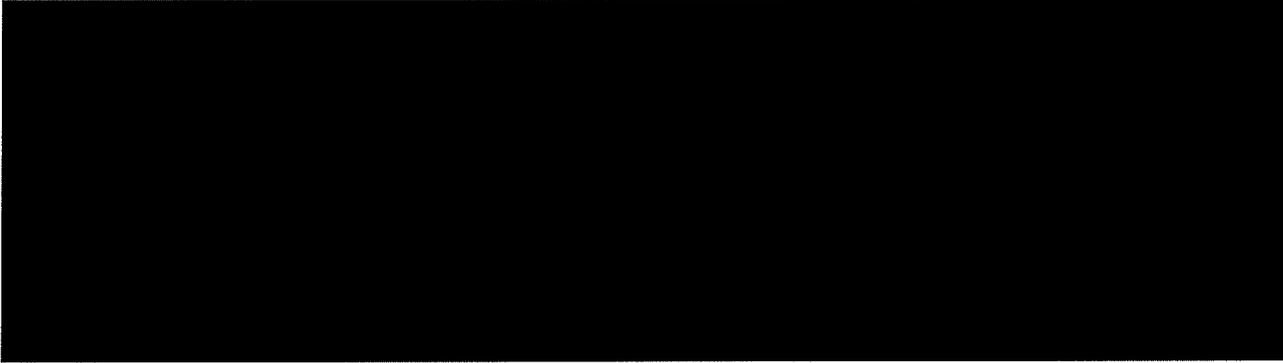
IV. Paisley Park ~ Andrea



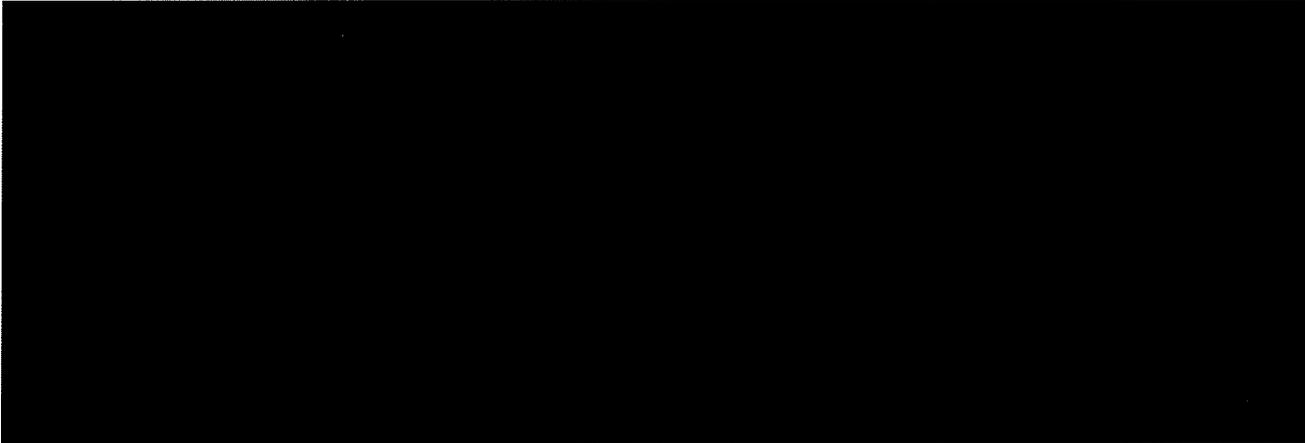
V. Entertainment Advisor Update ~ Troy







VI. Planning for the Future ~ Andrea & Angela



VII. Open Floor



EXHIBIT QQ
TO THE DECLARATION OF
ANDREA BRUCE

(REDACTED)

Estate of Prince Rogers Nelson
Meeting Minutes

November 7, 2017
11:00 am (CST)

Location: Comerica Conference Call Line 1-888-303-6348; Code 222 0943

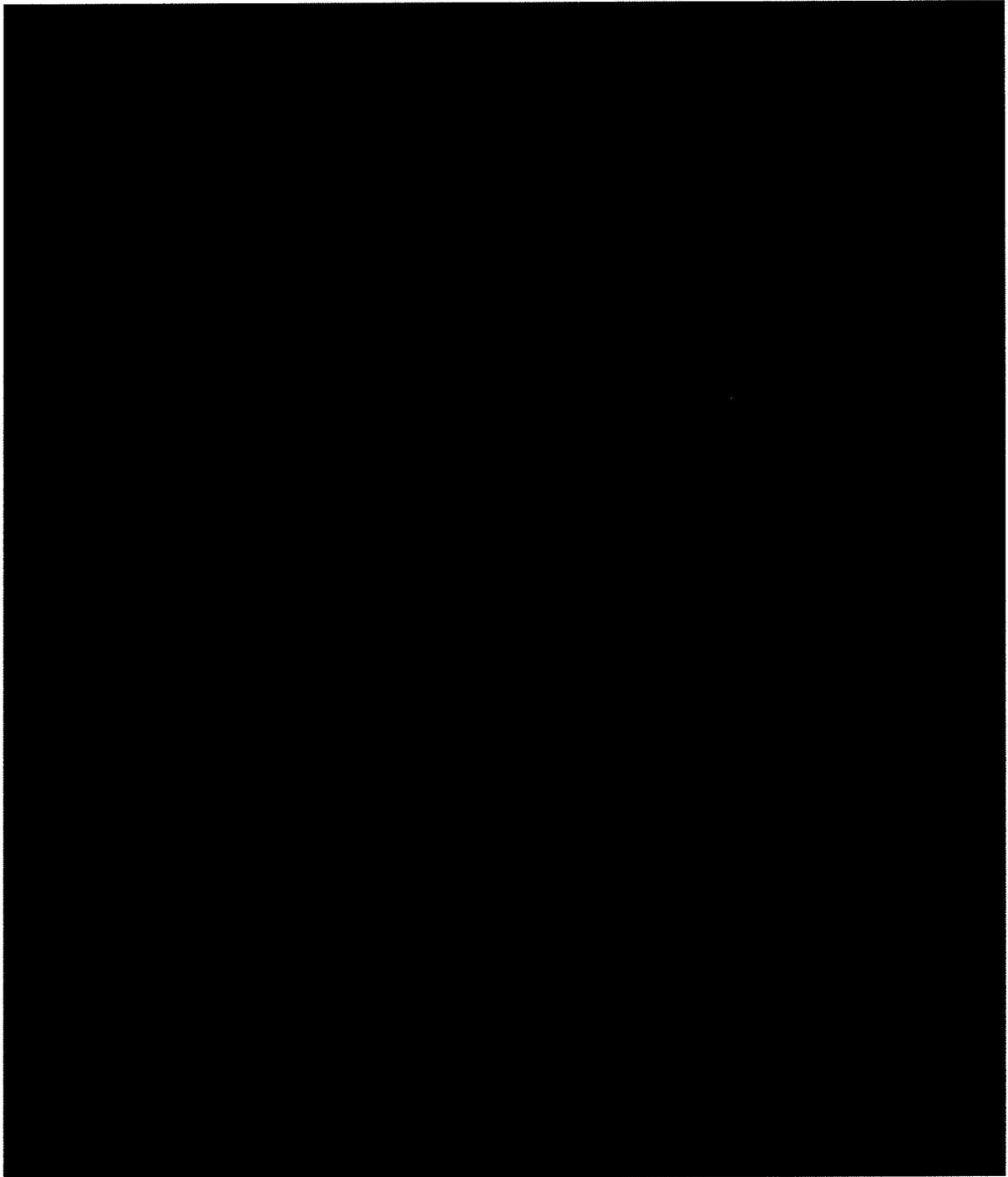
Invitees: Alfred Jackson, John Nelson, Norrine Nelson, Omarr Baker, Sharon Nelson, Tyka Nelson
Angela Aycock, Andrea Bruce and Troy Carter

Attendees: Alfred Jackson, Omarr Baker and Tyka Nelson
Angela Aycock, Andrea Bruce, Polly Magoun and Jennifer Raczak (secretary)
Troy Carter

Absentees: John Nelson, Norrine Nelson and Sharon Nelson

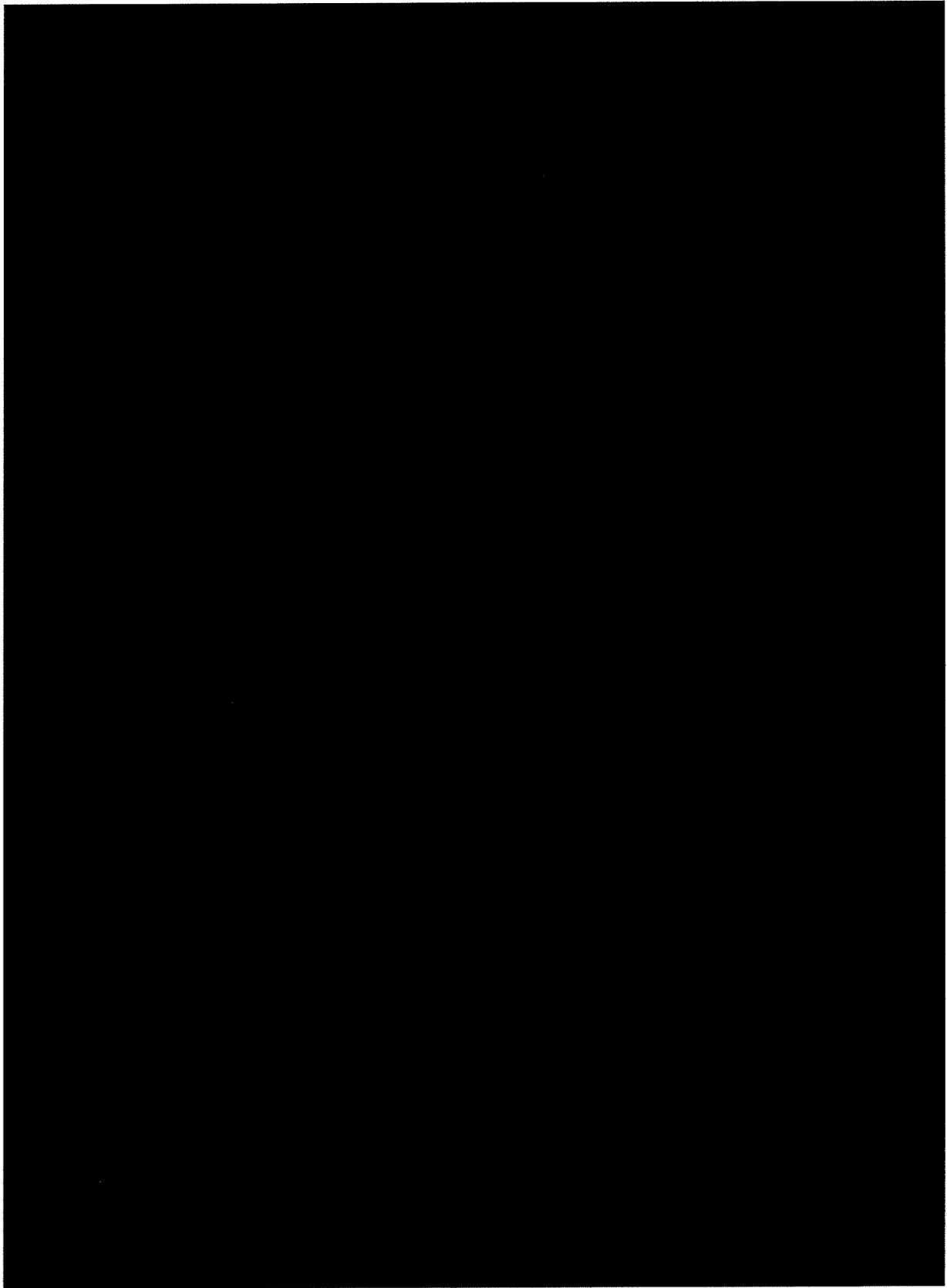
I. Paisley Park Inventory

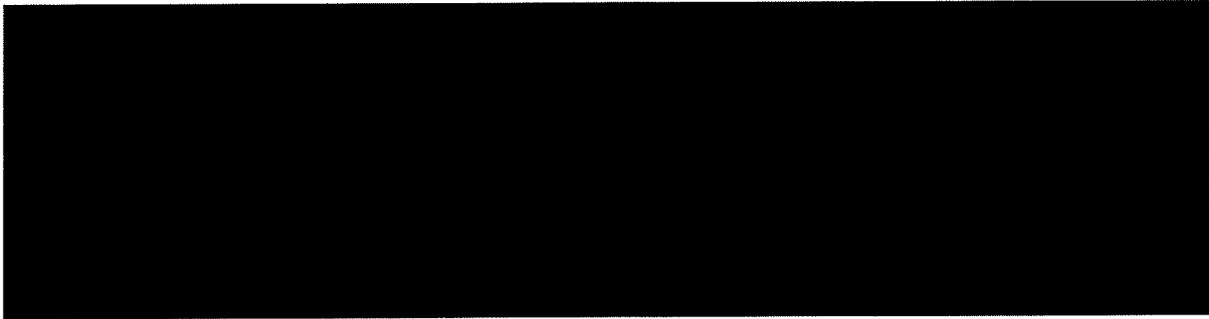




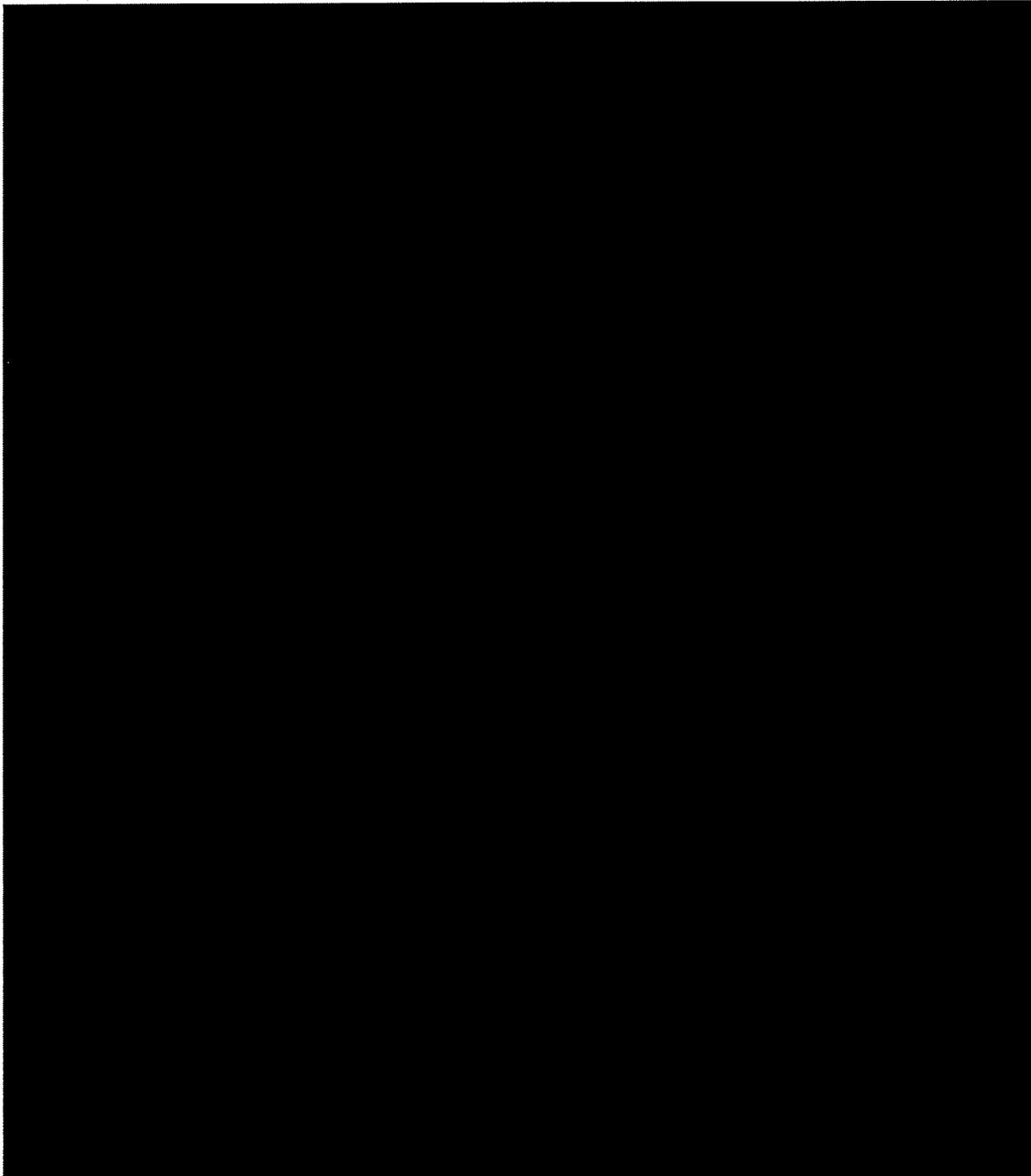
II. Litigation Update

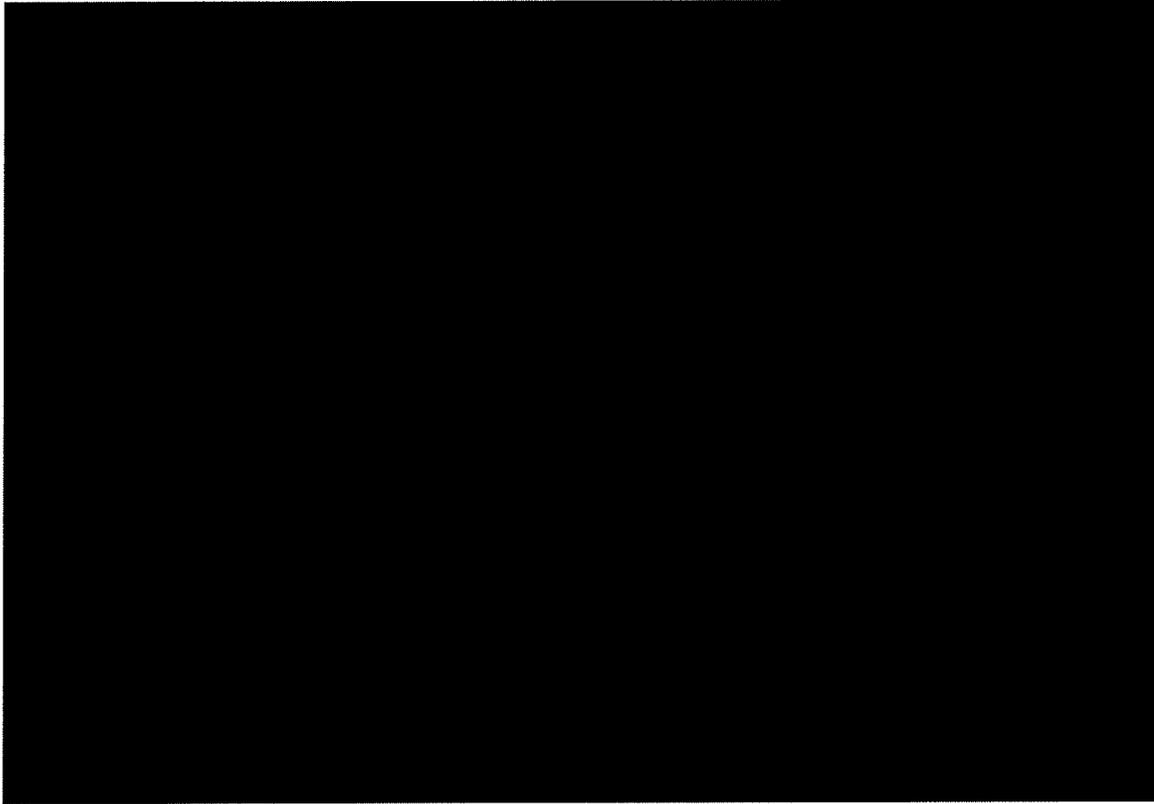




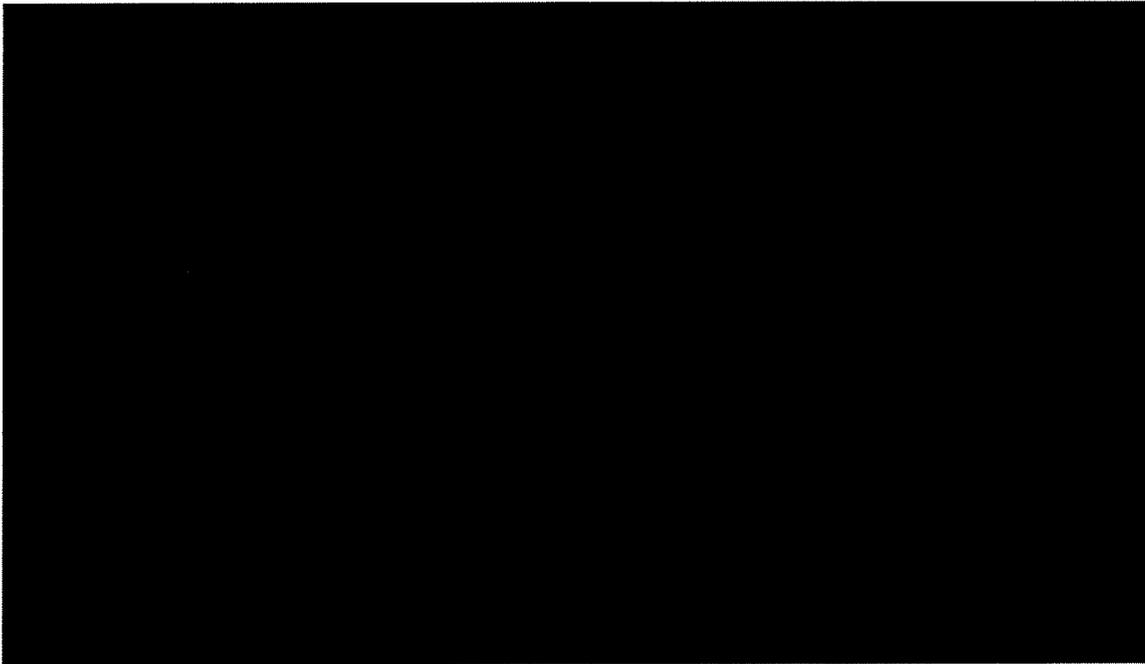


III. Paisley Park Museum

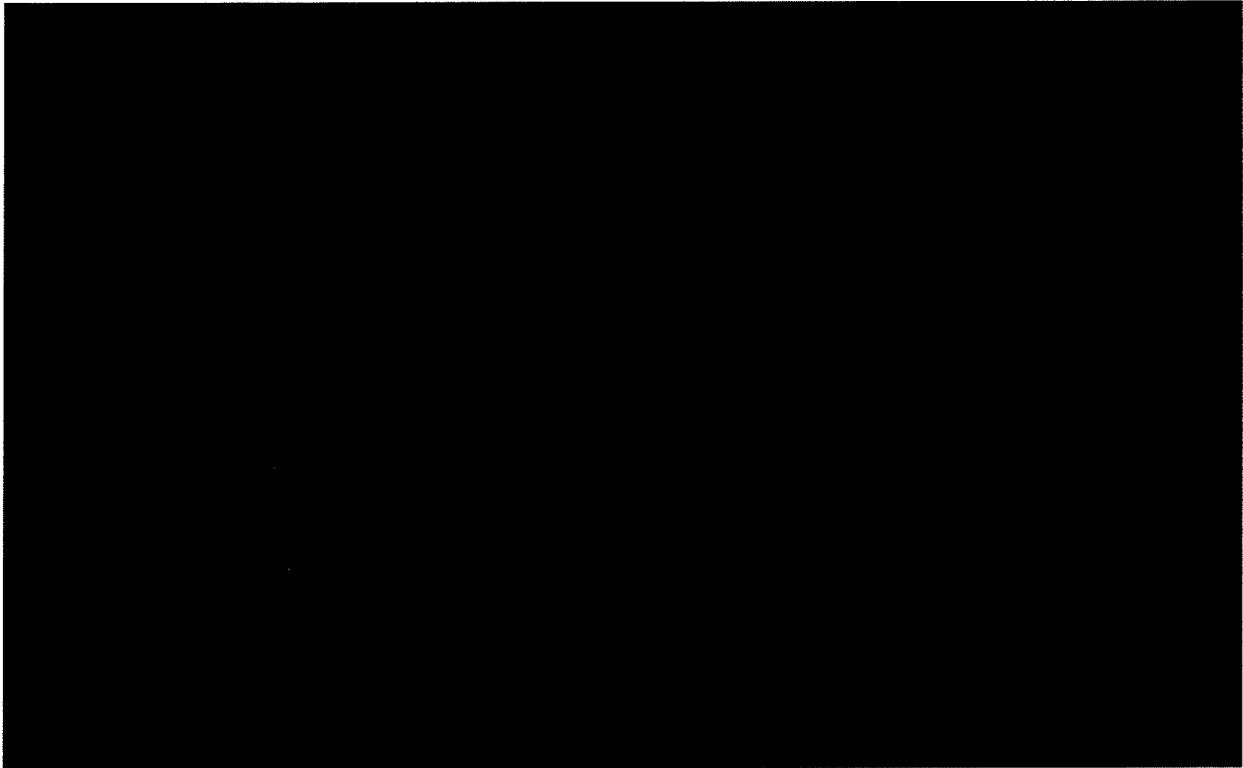




- b. Monthly results (not discussed due to time constraints)
- c. Archive – Warehouse



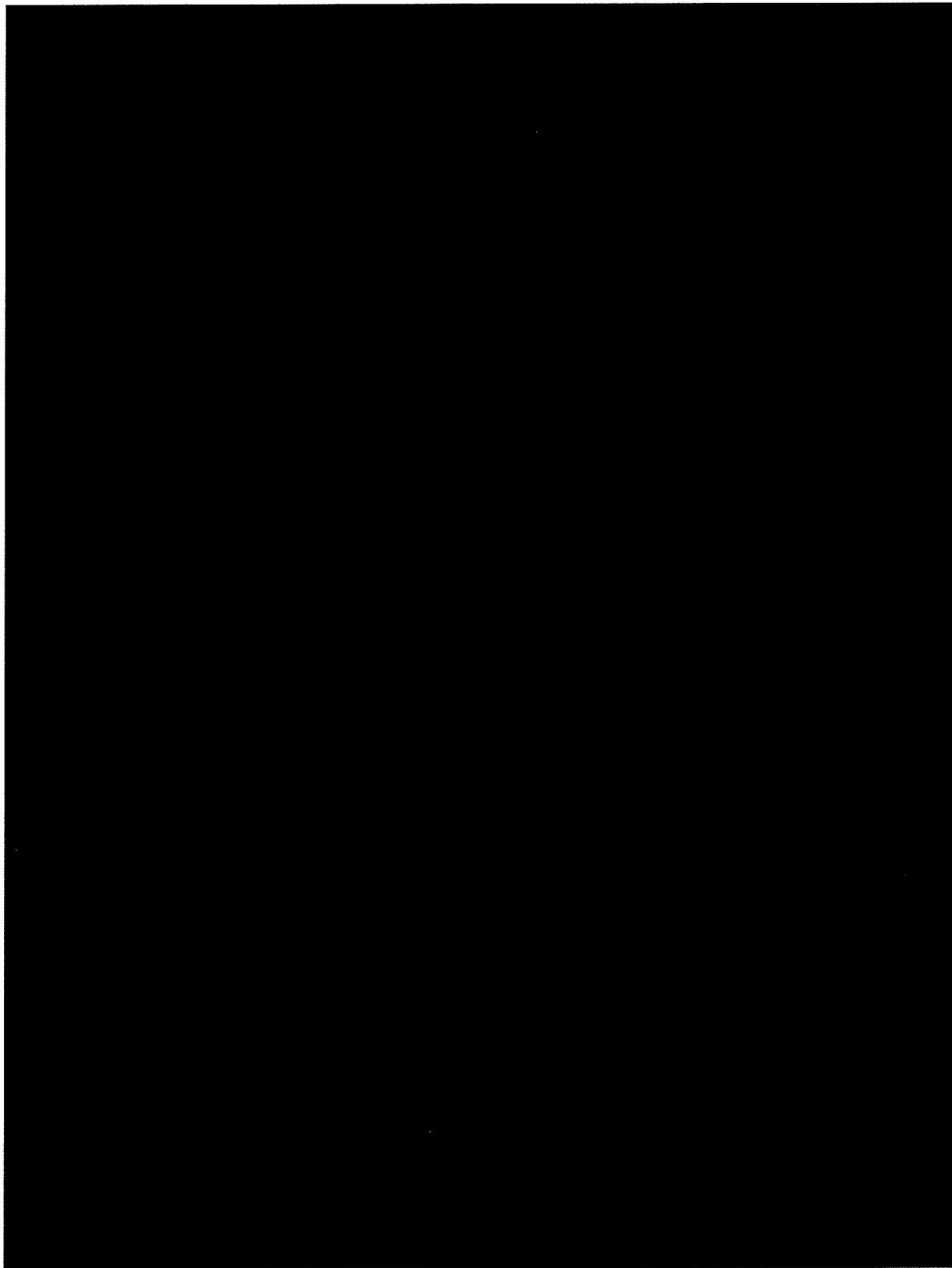
Troy Carter joined call.

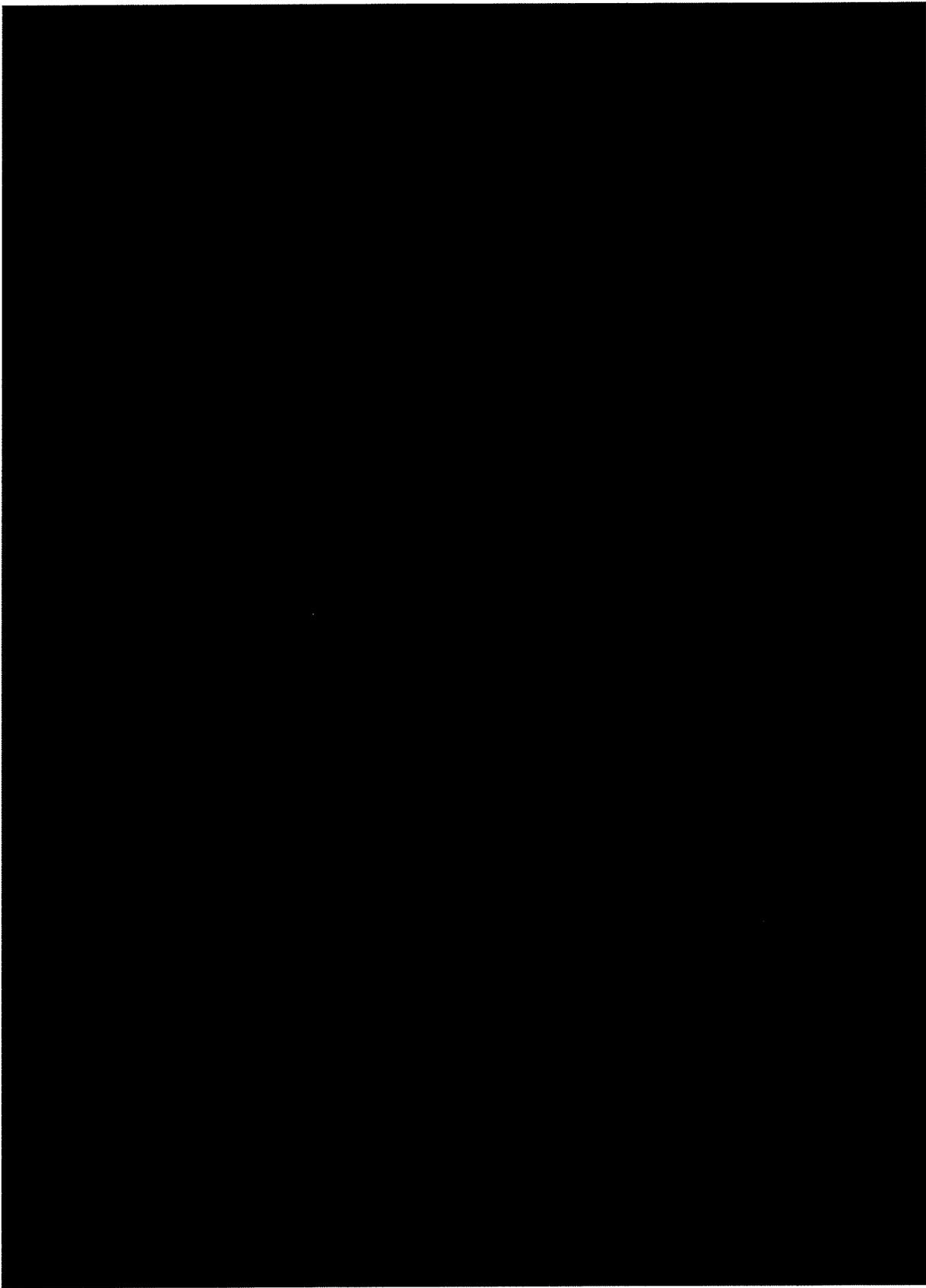


Discussion moved to Entertainment Advisor portion of Agenda.



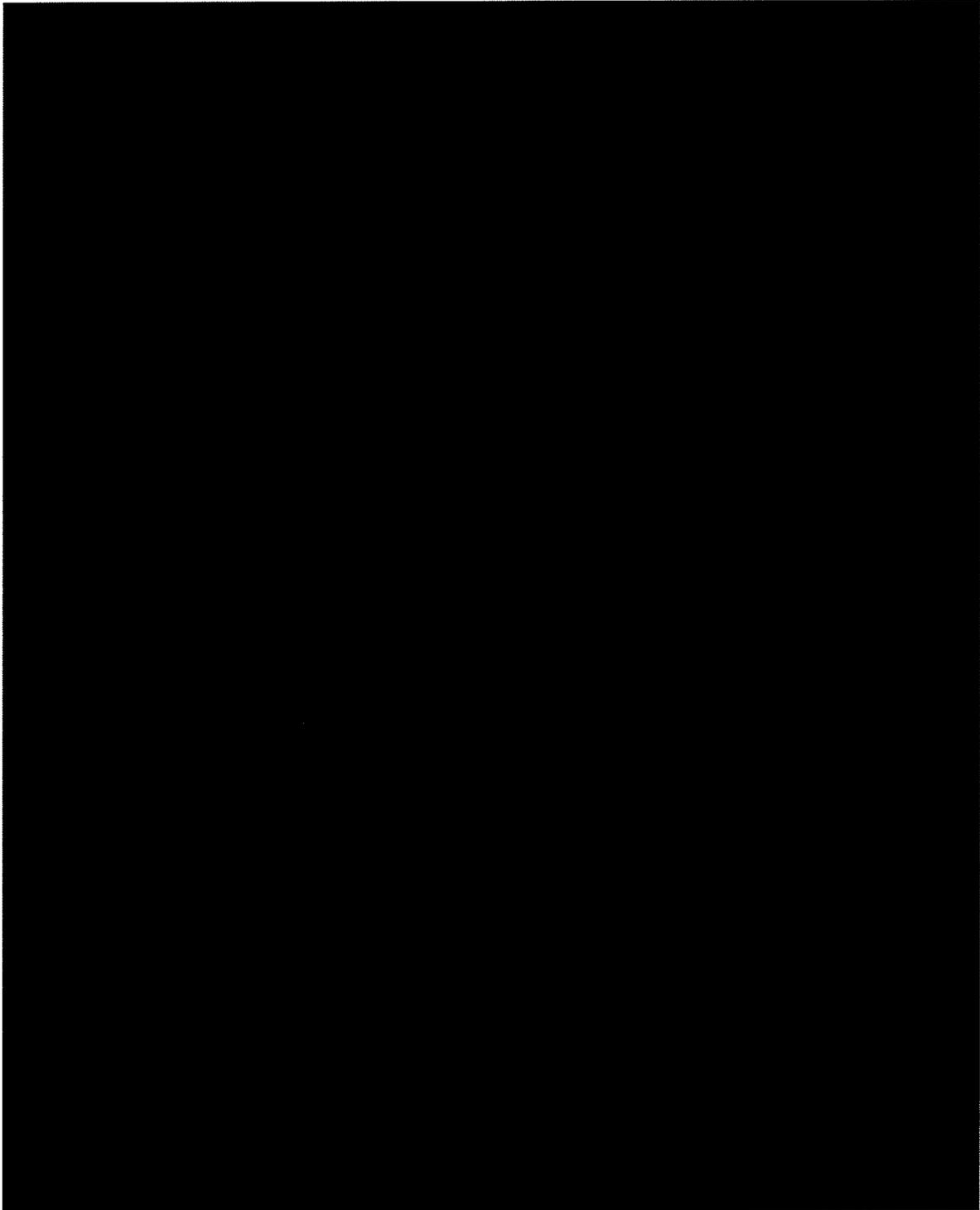
IV. Entertainment Advisor Update ~ Troy

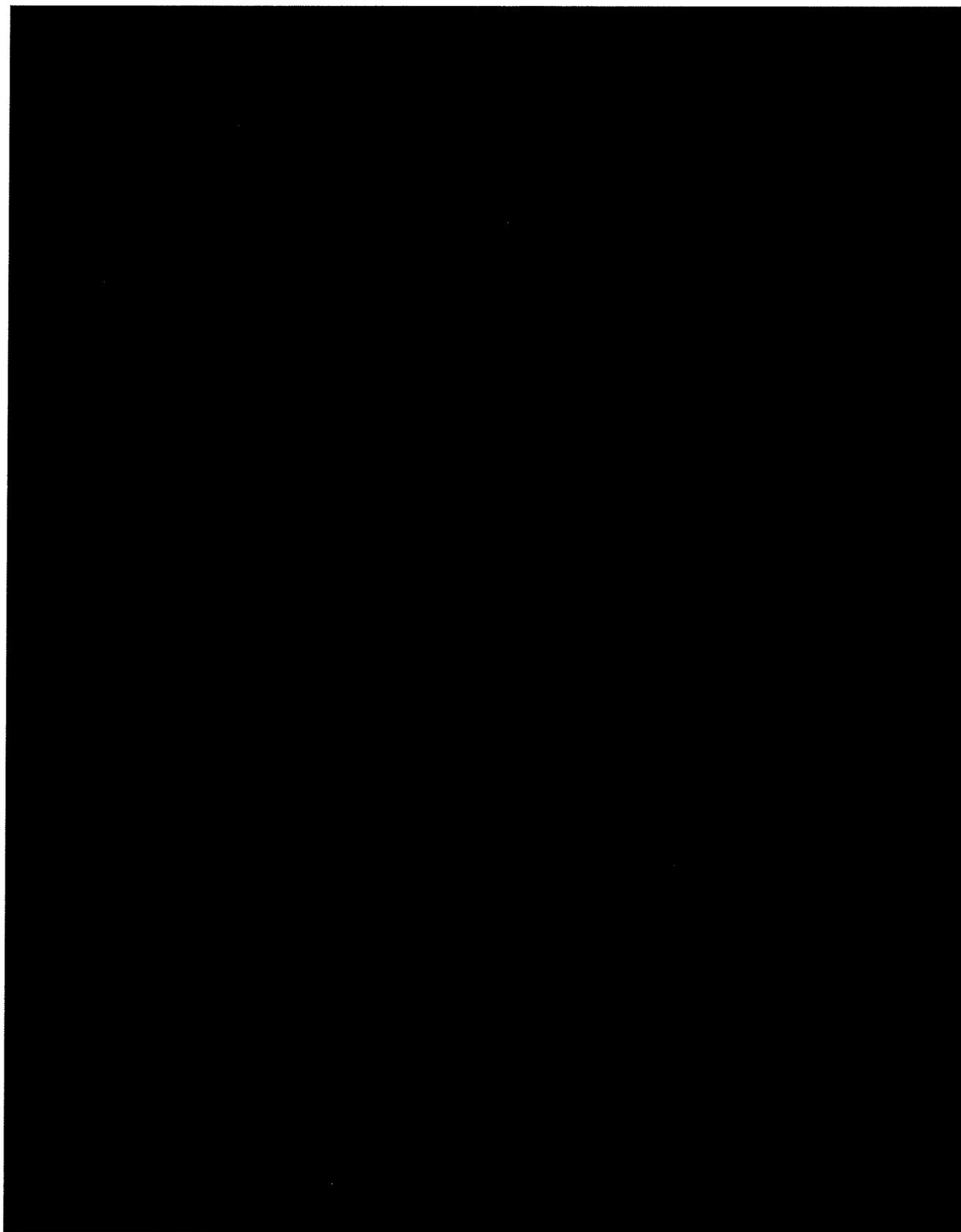


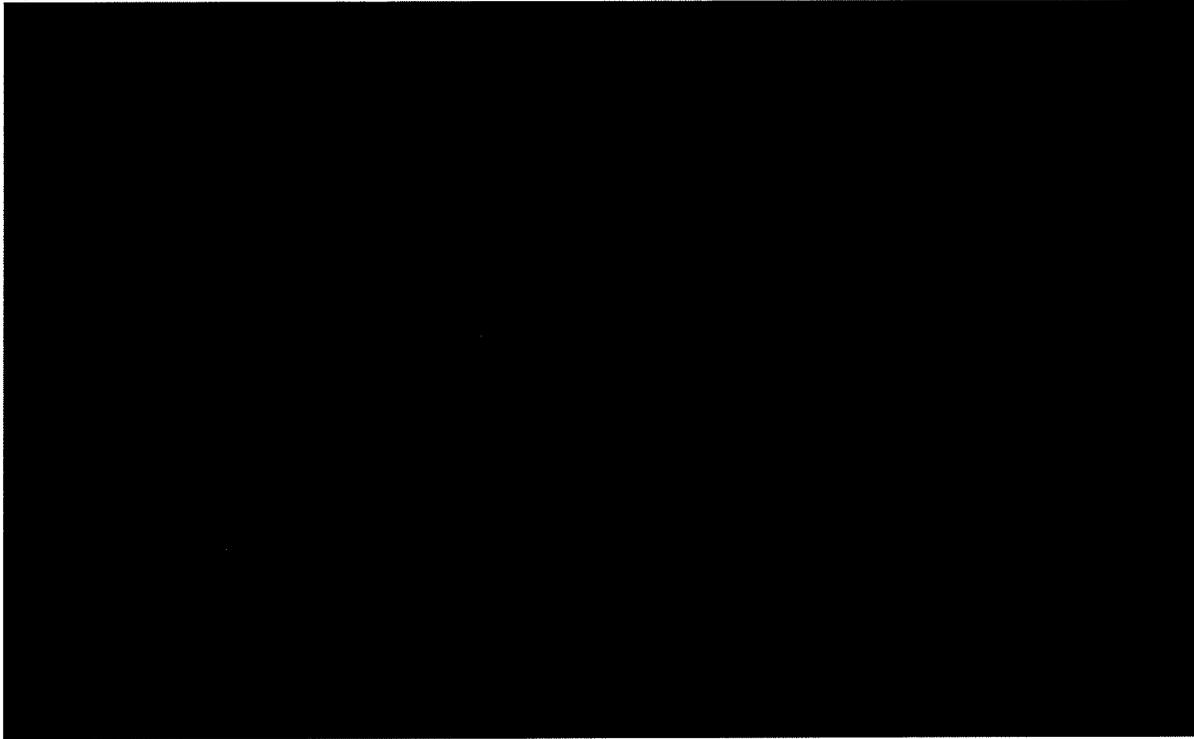




V. Open Floor







These Minutes are a Summary of the items discussed at the Heirs Meeting. They are not intended to reflect a word for word transcript of the Heirs Meetings. However, Comerica is fully committed to following Judge Eide's 10/312017 Order that Comerica be extra vigilant in its communication with the heirs. Therefore, we are including additional detail in the Minutes going forward. As always, if you have any questions regarding any of the content, please reach out to Comerica for clarification.