

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF CARVER

FIRST JUDICIAL DISTRICT

In the Matter of:

Court File No. 10-PR-16-46

Judge Kevin W. Eide

Estate of Prince Rogers Nelson,

Decedent.

**ORDER REGARDING ACCOUNTINGS,
WAIVER, DECREE OF DISTRIBUTION,
RESERVE AND DISCHARGE**

The above-entitled matter came before the undersigned on July 29, 2022 pursuant to the stipulation of Comerica Bank & Trust, N.A. (“Comerica”), in its capacity as Personal Representative of the Estate of Prince Rogers Nelson (“Estate”) and Norrine Nelson, Sharon Nelson, the John R. Nelson Revocable Trust, Primary Wave Music IP Fund 1, LP, Primary Wave Music IP Fund 3, LP, Primary Wave Music Prince Coinvest, LP, L. Londell McMillan, and Charles Spicer, in their capacities as Court-recognized Heirs or assignees of Court-recognized Heirs and PRINCE LEGACY LLC and PRINCE OAT HOLDINGS LLC, as the holder of all expectancy interests in the Estate via assignment from the Court-recognized Heirs and their assignees, regarding accountings, waiver, decree of distribution, reserve, and discharge of Comerica.

Based on the stipulation and all the files, records, and proceedings herein, the Court hereby makes the following:

ORDER

1. In the interest of closing the Estate, the interim accounting for February 1, 2021, through January 31, 2022, submitted by Comerica in its capacity as Personal Representative of the Estate is approved.

2. In the interest of closing the Estate, all acts and doings of Comerica set forth in the

interim accounting from February 1, 2021, through January 31, 2022, are approved, ratified, and confirmed.

3. For the accounting period of February 1, 2021, through January 31, 2022, the Court determines that objections that could have been raised and have not been raised are waived.

4. Sharon Nelson, Norrine Nelson, the John R. Nelson Revocable Trust, L. Londell McMillan, Charles Spicer, Primary Wave Music IP Fund 1, LP, Primary Wave Music IP Fund 3, LP, Primary Wave Music Prince Coinvest, LP, PRINCE LEGACY LLC, and PRINCE OAT HOLDINGS LLC, (the “Beneficiaries”) have affirmatively waived any requirement that Comerica prepare an accounting for the time period of February 1, 2022 through the closing of the Estate and the distribution of all remaining assets of the Estate to the Beneficiaries (“Final Closing”). As a result, in the interest of closing the Estate, all acts and doings of Comerica from February 1, 2021, through the Final Closing are approved, ratified, and confirmed as if Comerica had prepared and submitted an accounting for that period. For the period of February 1, 2021, through the Final Closing, the Court determines that all objections to Comerica’s acts and doings have been affirmatively waived.

5. The Beneficiaries have affirmatively waived any requirement that Comerica submit for Court review its fees and expenses and the attorneys’ fees and expenses of its counsel for the time period of June 1, 2022, through the Final Closing. As a result, all fees, expenses, attorneys’ fees and expenses of Comerica and its counsel are deemed approved and allowed for the time period of June 1, 2022, through the Final Closing, subject to the provisions of Paragraph 12, herein.

6. Subject to the terms of this Order, Comerica shall retain a total of three million dollars (\$3,000,000.00) as a reserve to ensure it can pay the costs and expenses associated with closing the Estate, including the preparation of tax returns, professional fees, expenses and any

awards entered in pending litigation involving the Estate, expenses previously incurred by the Estate for which it has not received invoices, and any other necessary expenses (the “Reserve”). On or before January 31, 2023, Comerica shall distribute one-third of the then remaining unspent funds in the Reserve, with 50% of that amount being distributed to PRINCE OAT HOLDINGS LLC and 50% being distributed to PRINCE LEGACY LLC. On or before July 31, 2023, Comerica shall distribute one-half of the then remaining unspent funds in the Reserve, with 50% of that amount being distributed to PRINCE OAT HOLDINGS LLC and 50% being distributed to PRINCE LEGACY LLC. On or before January 31, 2024, Comerica shall distribute all of the then remaining unspent funds in the Reserve, with 50% of that amount being distributed to PRINCE OAT HOLDINGS LLC and 50% being distributed to PRINCE LEGACY LLC.

7. As affirmed by all Court-recognized Heirs or assignees of Court-recognized Heirs, PRINCE LEGACY LLC, now holds 50% of the expectancy interests in the Estate (consisting of all expectancy interests previously held by Sharon Nelson, Norrine Nelson, John Nelson, the John Nelson Revocable Trust, L. Londell McMillan, and Charles Spicer) and PRINCE OAT HOLDINGS LLC now holds 50% of the expectancy interests in the Estate (consisting of all expectancy interests previously held by Tyka Nelson, Omarr Baker, Alfred Jackson, Primary Wave Music IP Fund 1, LP, Primary Wave Music IP Fund 3, LP, and Primary Wave Music Prince Coinvest, LP).

8. Comerica shall make payments from the Estate to each of Lommen Abdo, P.A., Skolnick & Bardwell, P.A., and L. Londell McMillan (in reimbursement of his previous payment to Hansen Dordell Bradt Odlaug and Bradt) in the amounts set forth in Comerica’s letter to the Court. Upon receipt of those payments, Lommen Abdo and Skolnick & Bardwell shall promptly file a satisfaction of the liens they asserted against the expectancy interests held, or formerly held,

by Sharon Nelson, Norrine Nelson, and John Nelson, as the Hansen law firm has filed its satisfaction and release of liens. Comerica shall also make a payment to Primary Wave Music IP Fund 1, LP, in an amount equal to the total payments to Lommen Abdo, Skolnick & Bardwell, and L. Londell McMillan.

9. Excepting the Reserve and following the payments set forth in Paragraph 8, herein, the property of the Decedent on hand for distribution consists of the following:

- (1) \$5,638,878.29 in cash (plus any interest or income and minus any additional expenses between July 28, 2022 and entry of this Order).
- (2) 600,000 membership units, consisting of 100% of the outstanding membership, units in PRN IP, LLC, a Minnesota limited liability company. PRN IP, LLC does not currently own any assets but is a contracting party to certain agreements related to assets owned by various Estate-owned entities.
- (3) All membership units, consisting of 100% of the outstanding membership units, in PRN Real Estate, LLC, a Minnesota limited liability company. PRN Real Estate holds 100% of the outstanding membership units of 539 Newton Avenue, LLC, a Minnesota limited liability company that in turn owns real property located at 539 Newton Avenue, Minneapolis, Minnesota.
- (4) 1,000 membership units, consisting of 100% of the outstanding membership units, in NPG Records, LLC, a Delaware limited liability company. NPG Records, LLC holds assets including, but not limited to, the recorded music catalogue of Prince Rogers Nelson, certain trademarks, certain personal property, and cash in the amount of \$1,886,356.89 (plus any interest or income and minus any additional expenses between July 28, 2022 and entry of this Order).

- (5) 1,000 membership units, consisting of 100% of the outstanding membership units, in Paisley Park Enterprises, LLC, a Delaware limited liability company. Paisley Park Enterprises, LLC holds assets including but not limited to (a) certain trademarks, (b) the name, image, likeness and rights of publicity of Prince Rogers Nelson, (c) 100% of the outstanding membership interest in Paisley Park Facility, LLC, a Delaware limited liability company (which in turn owns real property located at 7801 Audubon Lane, Chanhassen, Minnesota), (d) 100% of the outstanding membership interest in Paisley Park Operations, LLC, a Delaware limited liability company (which manages the operations of the museum located at the real property owned by Paisley Park Facility, LLC), (e) certain personal property, both directly and indirectly through Prince TPP, LLC, a Delaware limited liability company, (f) 1 membership unit, consisting of 0.1% of the outstanding membership units, of NPG Music Publishing, LLC, a California limited liability company, and (g) 100% of the outstanding membership units in 8020 Park Place, LLC, a Minnesota limited liability company (which in turn owns a warehouse located at 8020 Park Place, Chanhassen, Minnesota); and (h) combined cash held by Paisley Park Enterprises, LLC, Paisley Park Operations, LLC and Paisley Park Facility LLC in the amount of \$1,647,752.34 (plus any interest or income and minus any additional expenses between July 28, 2022 and entry of this Order).
- (6) 999 membership units, consisting of 99.9% of the outstanding membership units, of NPG Music Publishing, LLC, a California limited liability company. NPG Music Publishing, LLC, holds assets including but not limited to the music publishing catalogue of Prince Rogers Nelson, 100% of the outstanding membership interest in

3420 Snelling Avenue, LLC and cash in the amount of \$131,539.85 (plus any interest or income and minus any additional expenses between July 28, 2022 and entry of this Order).

(7) All remaining assets, claims, and liabilities of the Estate.

10. By this Decree, title to the personal property described above, subject to any prior disposition, is assigned to and vested in the following named entities in the following amounts, proportions or parts:

<u>ENTITY</u>	PROPERTY/PART
PRINCE LEGACY LLC	\$2,819,439.14 in cash (plus any interest or income between July 28, 2022 and the transfer and minus any additional expenses between July 28, 2022 and entry of this Order); 300,000 membership units in PRN IP, LLC; 50% of the membership units in PRN Real Estate, LLC; 500 membership units in NPG Records, LLC; 500 membership units in Paisley Park Enterprises, LLC; 499.5 membership units in NPG Music Publishing, LLC; 50% of all remaining assets, claims, and liabilities of the Estate.
PRINCE OAT HOLDINGS LLC	\$2,819,439.14 in cash (plus any interest or income between July 28, 2022 and the transfer and minus any additional expenses between July 28, 2022 and entry of this Order); 300,000 membership units in PRN IP, LLC; 50% of the membership units in PRN Real Estate, LLC; 500 membership units in NPG Records, LLC; 500 membership units in Paisley Park Enterprises, LLC; 499.5 membership units in NPG Music Publishing, LLC; 50% of all remaining assets, claims, and liabilities of the Estate.

Following entry of this Order, Comerica shall execute all documents reasonably necessary to effectuate this Decree, which shall be accomplished as soon as reasonably practical, taking into account the size and complexity of this Estate and the requirement that PRINCE LEGACY LLC and PRINCE OAT HOLDINGS LLC fulfill all steps necessary to receive the property, including but not limited to opening bank accounts. Upon completion of the distribution of the property set-

forth herein, Comerica shall file a letter with the Court confirming the same. Additionally, should Comerica receive any additional cash after the transfers set forth herein, it shall promptly transfer that cash to the proper recipient—either PRINCE LEGACY LLC and PRINCE OAT HOLDINGS LLC or the entities formerly owned by the Estate (*e.g.*, if cash is deposited in the Estate account, 50% of that cash shall be distributed to each of PRINCE LEGACY LLC and PRINCE OAT HOLDINGS LLC, and if cash is deposited in the NPG Records, LLC account at Comerica, that sum shall be transferred to the new account owned by PRINCE LEGACY LLC and PRINCE OAT HOLDINGS LLC for NPG Records, LLC).

11. Comerica and its officers, employees, and contractor Angela Aycock, counsel (including, without limitation, Fredrikson & Byron, P.A. and Boyarski Fritz LLP and their officers and employees), affiliates, and insurers are hereby discharged from any and all duties and liability related to the Estate of Prince Rogers Nelson associated with Comerica's service as personal representative of the Estate through the end of the Transition Period (as defined in paragraph 12), including without limitation based on Comerica management and administration of all Estate owned entities, assets, and liabilities; provided, however, that nothing herein shall relieve or discharge Comerica from its obligation to distribute the unspent funds in the Reserve to PRINCE LEGACY LLC and PRINCE OAT HOLDINGS LLC in the manner required by this Order.

12. Notwithstanding the discharge set forth in the preceding paragraph, Comerica shall continue to serve as personal representative of the Estate, for the limited term and limited purpose of completing the transition and closing of the Estate, including (i) transferring all of the assets as described in paragraph 10, (ii) filing the final fiduciary income tax returns and other necessary tax filings for the Estate, and (iii) ensuring the dismissal of Comerica and the Estate as parties to all litigation involving the Estate. Comerica shall be entitled to compensation in the provisional

amount of \$65,000.00 (which shall be paid from the Reserve) in connection with its activities transitioning the Estate, resolving any remaining pending litigation, and preparing the final fiduciary income tax return for the time period of entry of this Order through the final discharge of Comerica (“Transition Period”), which shall occur following the filing of the final fiduciary income tax return for the Estate and the dismissal of Comerica and the Estate as parties to all third-party litigation involving the Estate; provided, however, that if the Transition Period lasts longer than four months or involves extraordinary activities not currently anticipated by the parties, Comerica may seek compensation in addition to the \$65,000.00 amount set forth herein. Additionally, to the extent that Comerica officers, contractors, or employees are, outside of the initial four months following the date of this Order, required to appear as witnesses at a deposition, trial, or hearing as a result of Comerica’s service as Personal Representative (including, but not limited to, in ongoing litigation involving the Estate and its wholly owned entities), Comerica shall be entitled to reimbursement for the time of such Comerica officers, contractors, or employees at the rate of \$200.00 per hour, plus reasonable expenses, costs, and attorneys’ fees incurred in connection therewith, which shall be paid from the Reserve. PRINCE LEGACY LLC and PRINCE OAT HOLDINGS LLC shall, as promptly as possible under the circumstances, designate new individuals as party representatives and individuals with knowledge in pending lawsuits to reduce the likelihood that Comerica officers, contractors, or employees are required to testify in litigated matters. Comerica shall also be entitled to payment of the reasonable fees and expenses incurred by Comerica and Comerica’s attorneys, accountants and other agents in connection with the Transition Period related to the transition and closing of the Estate, which shall be reported to PRINCE LEGACY LLC and PRINCE OAT HOLDINGS LLC, including through the provision of monthly fee invoices, and paid from the Reserve. To the extent that PRINCE LEGACY LLC

and/or PRINCE OAT HOLDINGS LLC believes that any fees and expenses charged are not reasonable, they may raise a challenge with the Court. Additionally, if PRINCE LEGACY LLC and/or PRINCE OAT HOLDINGS LLC believe the Comerica has not acted diligently to close the Estate, they may raise such issue with the Court. After Comerica completes the transfer of the assets as described in paragraph 10, files the final fiduciary income tax return and accomplishes the dismissal of the Estate and Comerica as parties from all third-party litigation involving the Estate, Comerica shall advise the Court by written letter, at which point the Court shall enter the order attached hereto as Exhibit A. Beginning September 16, 2022 and continuing on a weekly basis thereafter (or on such less frequent basis as is expressly agreed upon by all of Comerica, PRINCE LEGACY LLC and PRINCE OAT HOLDINGS LLC) until the Estate is closed, the Court shall hold a telephone conference with the parties to discuss the status of closing the Estate.

13. The Carver County District Court shall retain jurisdiction to enforce the provisions of this Order.

Dated: August 1, 2022

BY THE COURT:

The Honorable Kevin W. Eide
Judge of District Court

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

EXHIBIT A

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF CARVER

FIRST JUDICIAL DISTRICT

In the Matter of:

Court File No. 10-PR-16-46
Judge Kevin W. Eide

Estate of Prince Rogers Nelson,

Decedent.

**ORDER CLOSING ESTATE AND
DISCHARGING COMERICA**

The above-entitled matter came before the undersigned on _____, 2022 pursuant to the letter from Comerica Bank & Trust, N.A. (“Comerica”), in its capacity as Personal Representative of the Estate of Prince Rogers Nelson (“Estate”) reporting that Comerica has filed the final fiduciary income tax return for the Estate and, subject to the reserve provided in this Court’s _____, 2022 Order, that Comerica has distributed all assets of the Estate to PRINCE LEGACY LLC and PRINCE OAT HOLDINGS LLC, as required by that Order.

Based on the stipulation and all the files, records, and proceedings herein, the Court hereby makes the following:

ORDER

1. Comerica and its officers, employees, and contractor Angela Aycock, counsel (including, without limitation, Fredrikson & Byron, P.A. and Boyarski Fritz LLP and their officers and employees), affiliates, and insurers are hereby discharged from any and all duties and liability related to the Estate of Prince Rogers Nelson associated with Comerica’s service as personal representative of the Estate, including without limitation based on Comerica management and administration of all Estate owned entities, assets, and liabilities, Comerica’s preparation of the final fiduciary income tax return for the Estate, and Comerica’s distribution of assets to the

successors of the Estate as required by the Court's _____, 2022 Order; provided, however, that nothing herein shall relieve or discharge Comerica from its obligation to distribute the unspent funds in the Reserve to PRINCE LEGACY LLC and PRINCE OAT HOLDINGS LLC in the manner required by the Court's _____, 2022 Order.

2. Effective upon entry of this Order, the Estate shall be deemed closed.

3. The Carver County District Court shall retain jurisdiction to enforce the provisions of this Order.

Dated: _____

BY THE COURT:

The Honorable Kevin W. Eide
Judge of District Court

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