

# Fredrikson

& BYRON, P.A.

April 9, 2018

**VIA E-FILING**

The Honorable Kevin W. Eide  
Judge of the District Court  
Carver County Justice Center  
604 East 4<sup>th</sup> Street  
Chaska, MN 55318

**VERSION FILED PUBLICLY**

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

Dear Judge Eide:

We are writing in response to the letter filed by Sharon, John, and Norrine Nelson (the "Nelsons") on April 3, 2018 related to Mr. McMillan's failure to execute an NDA. Because the majority of the Nelsons' arguments were addressed in the Personal Representative's opening letter, this response is confined to new issues raised by the Nelsons.

First, the Personal Representative was surprised to see that the Nelsons included a request that the Court order the Personal Representative to provide confidential information not just to Mr. McMillan, but also to another advisor they have retained, Charles F. Spicer, Jr. Contrary to the Nelsons' statement that the Personal Representative has not previously attempted to negotiate an NDA with Mr. Spicer, the Personal Representative, at the request of the Nelsons, attempted to negotiate an NDA with Mr. Spicer during August 2017. Mr. Spicer, however, refused to execute an NDA unless the Personal Representative also forced Omarr Baker's wife Virginia, Alfred Jackson's brother Bruce, and Tyka Nelson's son President to execute NDAs. Copies of correspondence between the parties, and the draft NDA sent to Mr. Spicer, are attached as Exhibit A.

Second, the Nelsons suggest that Mr. McMillan has not previously disclosed confidential information belonging to the Estate, and ask "why would McMillan take such an action?" Only Mr. McMillan knows his own motivations, but despite his unambiguous obligations under the NDA he did actually execute with Bremer Trust, N.A., Mr. McMillan publicly discussed confidential (if grossly-exaggerated) information about the revenues of the Estate earned during the special administration in a manner that appeared deliberately designed to inflame the IRS.

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April 9, 2018  
Page 2

P.R. Apr. 3 Letter, Ex. H; *see also* Dec. 18, 2017 Order at ¶ 50 (determining that Mr. McMillan's "assertion appears to be in direct conflict with the record" that he did not utilize information related to an Estate entertainment transaction to negotiate a competing transaction on behalf of his clients).

Third, the Nelsons criticize the Personal Representative for not responding to a proposal they first raised two business days before the parties filed their April 3 letters that the Estate and Mr. McMillan negotiate an individual NDA for each and every entertainment transaction. In its March 28, 2018 Order Regarding Award of Attorneys' Fees, the Court expressed frustration with the amount of time and expense being incurred in connection with this Estate. The Personal Representative agrees that far too much Estate time and funds have already been spent based on the obstinate refusal of one individual to execute an agreement that has been accepted by more than 90 other parties. It is difficult to imagine a more wasteful exercise than what the Nelsons have proposed, even setting aside the practical reality that many entertainment transactions overlap and that it will be impossible for parties to discuss certain proposals without referencing others.

Fourth, the Personal Representative agrees that the time is ripe to resolve Mr. McMillan's involvement in this Estate, "once and for all." However, contrary to the Nelsons' belief that the Court did not intend "to deprive half the Heirs of the ability to consult with the advisor of their choosing," that was expressly one of the outcomes contemplated by the Court in its December 18, 2017 Order. (Dec. 18 Order at p. 13.) Mr. McMillan has a direct conflict with the Estate and is conflicted as to the two entertainment proposals under review by the Court on April 18. Unless and until those conflicts are resolved, it is not in the best interests of the Estate for Mr. McMillan to have access to the Estate's confidential information.<sup>1</sup>

Finally, the Court has correctly emphasized cooperation and communication as means to reduce conflict and the expense in this Estate. The Personal Representative has attempted to negotiate with the Nelsons in good faith in an effort to avoid this specific dispute and repair the parties' overall relationship. Unfortunately, just this morning, Sharon Nelson confirmed that she has no interest in working cooperatively with the Personal Representative and is instead continuing her public campaign to force the removal of Comerica. *See Exhibit B*. The Personal Representative remains concerned that it does not have partners in the Nelsons that are interested in working together cooperatively for the benefit of the Estate and that their position in this dispute is designed to create conflict to bolster another removal petition.

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<sup>1</sup> One potential solution, assuming that he agrees to execute an NDA, would be for the Nelsons to utilize Mr. Spicer to advise them on entertainment transactions pending the resolution of Mr. McMillan's conflicts of interest.

The Honorable Kevin W. Eide  
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Page 3

Respectfully submitted,

*/s/ Joseph J. Cassioppi*

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

**Cassioppi, Joseph**

---

**From:** Bruce, Andrea <abruce@comerica.com>  
**Sent:** Friday, August 18, 2017 9:06 AM  
**To:** L Londell McMillan  
**Cc:** Sharon Nelson; Aycok, Angela W; Charles F. Spicer Jr.  
**Subject:** RE: Request Advisors to attend Comerica Family Meetings  
**Attachments:** Spicer NDA - PRN Estate\_61350953(4)-c.pdf; McMillan NDA - PRN Estate\_61350953(4)-c.pdf

Londell,

I am not clear what is being requested here. Is Sharon seeking to set up a meeting with her advisors and the other heirs and their advisors? If so, I don't see how Comerica fits into that meeting. That type of meeting would seem to be something Sharon should directly schedule with the other heirs.

As we have always stated, the Comerica team is happy to meet with Sharon and her advisors to debrief her and her advisors regarding the heirs meeting.

I do note, however, that we have not received a signed NDA from you or Charles Spicer.

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](mailto:abruce@comerica.com)

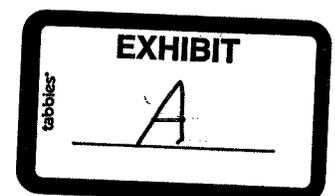


**From:** L Londell McMillan [mailto:llm@thenorthstargroup.biz]  
**Sent:** Wednesday, August 16, 2017 3:39 PM  
**To:** Bruce, Andrea <abruce@comerica.com>  
**Cc:** Sharon Nelson <jupsn.llc@gmail.com>; Aycok, Angela W <awaycock@comerica.com>; Charles F. Spicer Jr. <upperkut@gmail.com>  
**Subject:** Re: Request Advisors to attend Comerica Family Meetings

Thank you Andrea, they would like to arrange a meeting with all the Heirs and all their advisors. What date works best for you all?

Londell

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



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F: (646) 559-8318  
E: [llm@thenorthstargroup.biz](mailto:llm@thenorthstargroup.biz)

On Wed, Aug 16, 2017 at 3:36 PM, Bruce, Andrea <[abruce@comerica.com](mailto:abruce@comerica.com)> wrote:

Londell,

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**Cc:** Sharon Nelson <[jupsn.llc@gmail.com](mailto:jupsn.llc@gmail.com)>; Aycock, Angela W <[awaycock@comerica.com](mailto:awaycock@comerica.com)>; Charles F. Spicer Jr. <[upperkut@gmail.com](mailto:upperkut@gmail.com)>  
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Hello Andrea,

I am in receipt of this email and do not understand. Should the heirs wish to have a meeting with their business and legal advisors, why must you insist on not agreeing to do so? Whether the meeting is the Comerica Heirs Meeting or a separate meeting, SNJ and others wish to have a meeting with advisors present. Is Comerica willing to do so?

The other heirs should also be welcomed to invite whomever they wish and those bound by confidentiality.

Regards,

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 Wed, Aug 16, 2017 at 3:15 PM, Bruce, Andrea <[abruce@comerica.com](mailto:abruce@comerica.com)> wrote:

Dear Sharon,

Thanks for reaching out. As previously discussed, the Comerica Heirs Meetings will remain open to heirs only. Also as previously discussed, if you would like, the Comerica team is happy to debrief with your advisors separately.

Please note and as clarification, Angela's email indicated that the heirs do not have authority to negotiate on behalf of the Estate or to negotiate with parties regarding use of Estate assets. That email was not addressing any personal projects you may be undertaking that do not involve Estate assets.

Thank you.

Andrea Bruce, CFP® | Vice President, Manager- Trust Unique Assets | Fiduciary Services & Operations  
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[abruce@comerica.com](mailto:abruce@comerica.com)

-----Original Message-----

From: Sharon Nelson [<mailto:jupsn.llc@gmail.com>]  
Sent: Wednesday, August 16, 2017 3:04 PM

To: Aycock, Angela W <[awaycock@comerica.com](mailto:awaycock@comerica.com)>; Bruce, Andrea <[abruce@comerica.com](mailto:abruce@comerica.com)>;  
[jacksonbruce792@yahoo.com](mailto:jacksonbruce792@yahoo.com); [omarrjbaker@yahoo.com](mailto:omarrjbaker@yahoo.com); [nelphiproductionsgospelmusic@yahoo.com](mailto:nelphiproductionsgospelmusic@yahoo.com);  
Nathaniel Dahl <[ndahl@hansendordell.com](mailto:ndahl@hansendordell.com)>; Randall Sayers <[rsayers@hansendordell.com](mailto:rsayers@hansendordell.com)>  
Cc: Bruce Jackson <[jacksonbruce792@yahoo.com](mailto:jacksonbruce792@yahoo.com)>; Charles F. Spicer Jr. <[upperkut@gmail.com](mailto:upperkut@gmail.com)>; LLondell  
McMillan <[llm@thenorthstargroup.biz](mailto:llm@thenorthstargroup.biz)>  
Subject: Request Advisors to attend Comerica Family Meetings

In response to Angela's email forbidding heirs any authority to make discussions with regards to personal projects and or decision making process results in the following; The PRN Family has very important business matters relating to the Estate especially the entertainment area.

Consequently, the presence of our  
Lawyers and or Advisors will be necessary to join SNJ in the Comerica family meetings.  
I will not attend the meetings without  
an Advisor.

Best regards,  
Sharon Nelson  
One of the Heirs of the PRN Estate

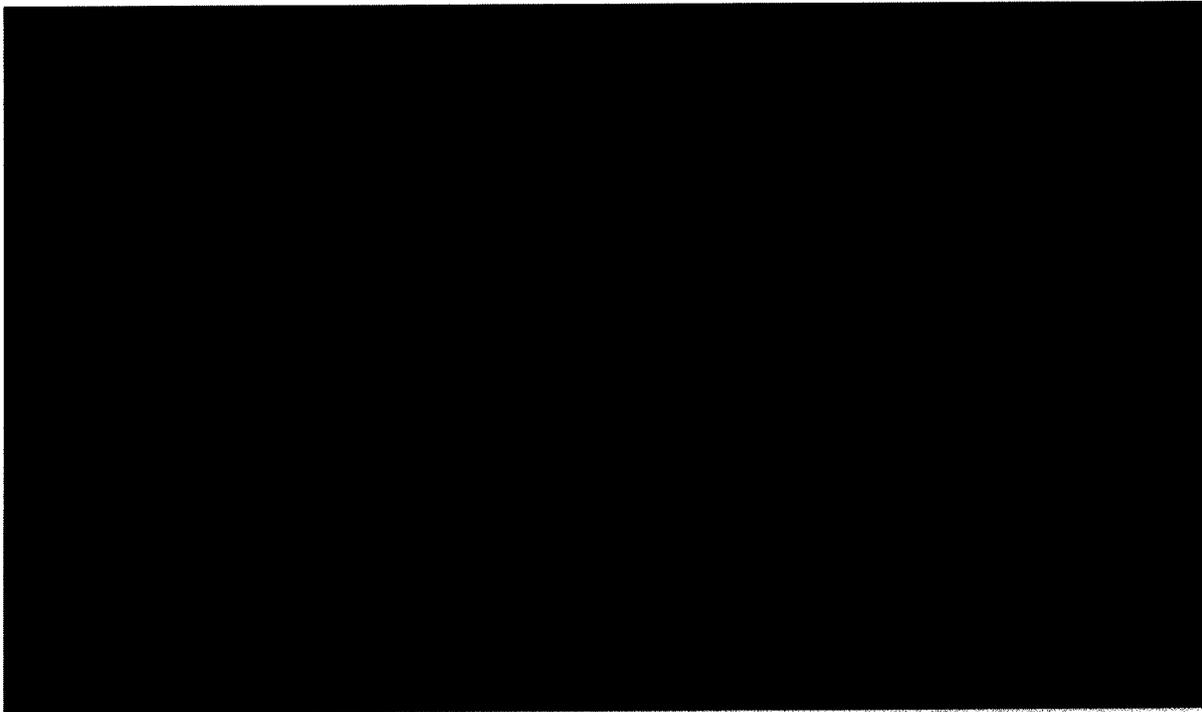
Sent from my iPhone

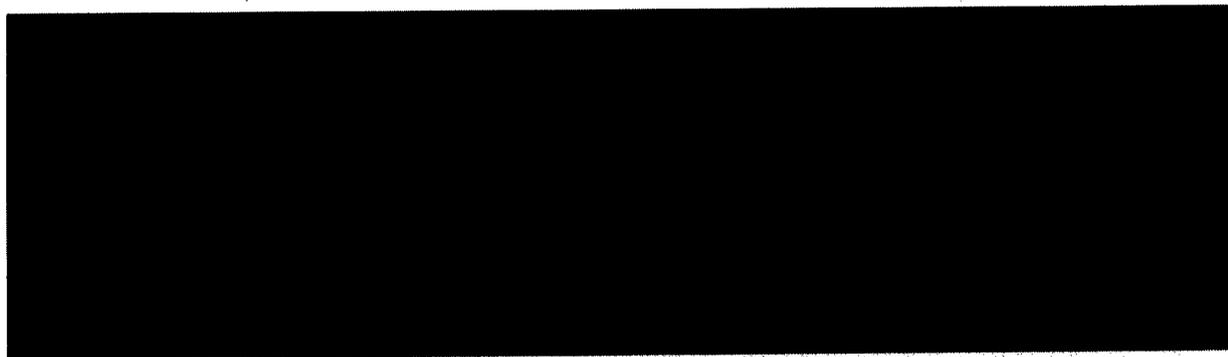
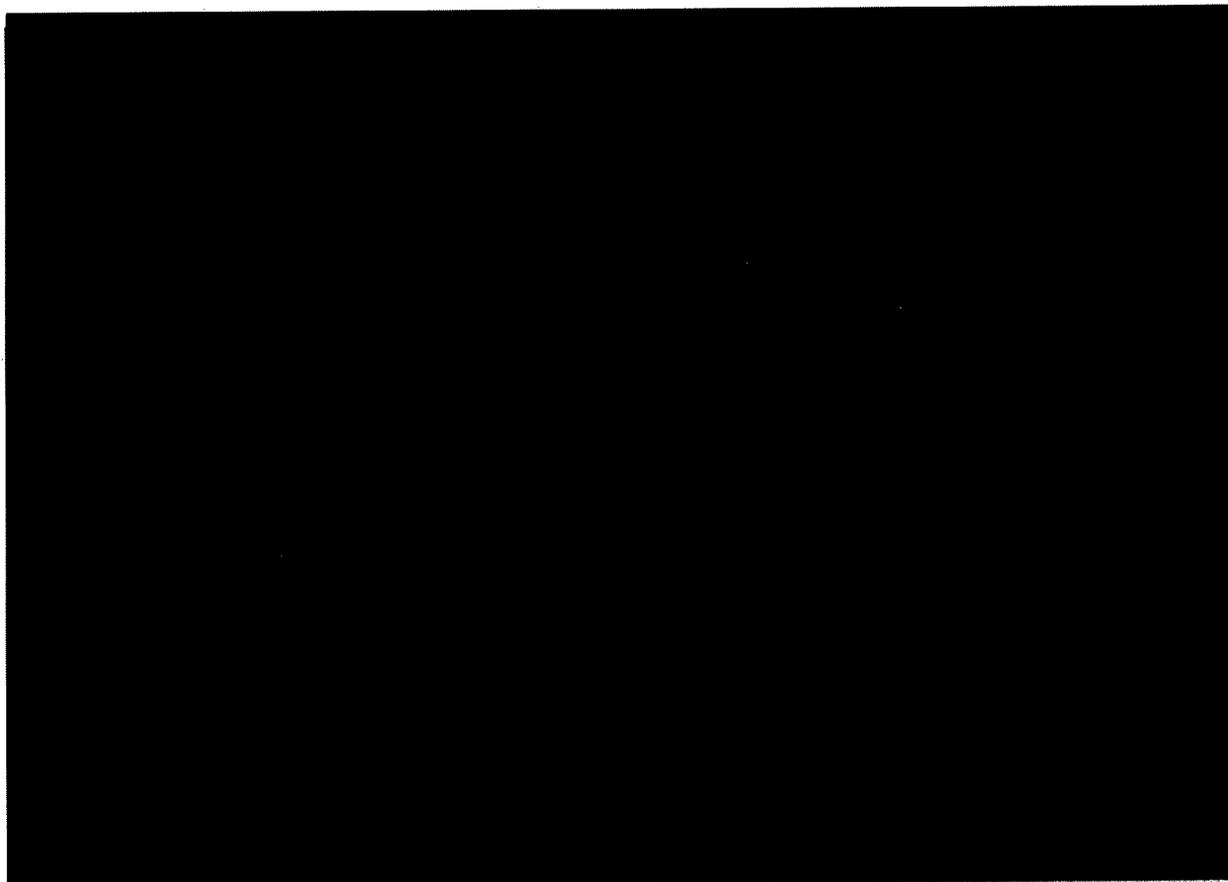
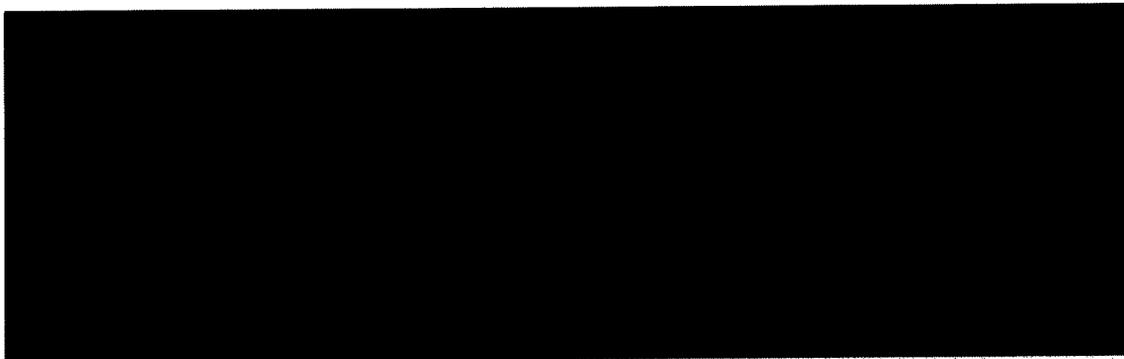
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### NON-DISCLOSURE AGREEMENT

THIS AGREEMENT is made and entered into as of \_\_\_\_\_, 2017 by and between Comerica Bank & Trust N.A., as Personal Representative of the Estate of Prince Rogers Nelson (hereinafter "**Comerica**"), and Charles Spicer (the "**Recipient**"), regarding confidential information and other proprietary information related in any way to the Estate of Prince Rogers Nelson (the "**Estate**") or any entities owned in whole or in part by the Estate (the "**Entities**", and together with the Estate and Comerica, the "**Disclosing Parties**"). Comerica and the Recipient may be collectively referred to as the "**Parties**."







[REDACTED]

[REDACTED]

[REDACTED]



*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: \_\_\_\_\_

\_\_\_\_\_  
Charles Spicer

61350953\_4.docx

**Cassioppi, Joseph**

---

**From:** Charles F. Spicer Jr. <upperkut@gmail.com>  
**Sent:** Friday, August 18, 2017 9:59 AM  
**To:** Bruce, Andrea  
**Cc:** L Londell McMillan; Sharon Nelson; Aycock, Angela W  
**Subject:** Re: Request Advisors to attend Comerica Family Meetings

Good Morning Andrea,

I do not recall receiving an NDA request, however, if Bruce, President and Virginia have done so, I will also consider signing a reasonable NDA if it means bringing everyone together heirs, Comerica and advisors to discuss progressing forward positively and getting things done.

Thank you,

Charles F. Spicer Jr.

Sent from my iPhone

On Aug 18, 2017, at 10:05 AM, Bruce, Andrea <[abruce@comerica.com](mailto:abruce@comerica.com)> wrote:

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Cc: Bruce Jackson <[jacksonbruce792@yahoo.com](mailto:jacksonbruce792@yahoo.com)>; Charles F. Spicer Jr. <[upperkut@gmail.com](mailto:upperkut@gmail.com)>; LLondell Mcmillan <[llm@thenorthstargroup.biz](mailto:llm@thenorthstargroup.biz)>  
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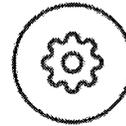
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<Spicer NDA - PRN Estate\_61350953(4)-c.pdf>

<McMillan NDA - PRN Estate\_61350953(4)-c.pdf>



Follow

# Sharon L. Nelson

@Sharon\_L\_Nelson

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826 Followers

Tweets

Tweets & replies

Media

Likes



Sharon L. Nelson @Sharon\_L\_Nels... · 7h ✓

Good Morning Friends. We will need the help and support of all the #Prince supporters & #PurpleArmy because his legacy is simply not being managed and handled well. Comerica should be removed.

16

7

35



Sharon L. Nelson @Sharon\_L\_... · 4/1/18 ✓

Happy Easter Sunday! 🙏❤️❤�

8

2

41

