

Fredrikson

& BYRON, P.A.

April 3, 2018

VIA E-FILING

The Honorable Kevin W. Eide
Judge of the District Court
Carver County Justice Center
604 East 4th 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 related to the continuing dispute between Comerica Bank & Trust, N.A. (the "Personal Representative") and L. Londell McMillan based on his refusal to join the now more than 90 other parties (including Troy Carter and entertainment advisors for the other Heirs) in executing a non-disclosure agreement ("NDA"). Mr. McMillan persists in his refusal to execute an NDA despite the fact that the Court ordered him to do so and the Personal Representative has negotiated in good faith, for eleven months, in an attempt to accommodate Mr. McMillan's purported concerns about the scope of the agreement.

The history of the Personal Representative's attempt to negotiate the NDA with Mr. McMillan was addressed in detail in connection with its Objection to the Petition to Permanently Remove Comerica as Personal Representative and will not be repeated here. The Personal Representative, however, will provide the Court courtesy copies via email of relevant excerpts from that Objection as well as the November 17, 2017 Declaration of Alan I. Silver, which addressed the dispute from Mr. McMillan's perspective.

The Court addressed the status of negotiations of the NDA in its December 18, 2017 Findings of Fact, Conclusions of Law & Order Denying Petition to Permanently Remove Comerica Bank and Trust N.A. as Personal Representative. In that Order, the Court made the following determinations:

Attorneys & Advisors
main 612.492.7000
fax 612.492.7077
www.fredlaw.com

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

The Honorable Kevin W. Eide

April 3, 2018

Page 2

- Mr. McMillan now advises [Sharon, John, and Norrine Nelson]. In that capacity, Mr. McMillan has not been willing to enter into a non-disclosure agreement with the Estate even though he entered into a similar agreement with Bremer Trust. It appears to the Court that Mr. McMillan, using the heir status of Petitioners, is trying to usurp control of the Estate.
- Due to the lack of trust, the unwillingness to enter into a written non-disclosure agreement and the possible direct conflict with the Estate due to the two voided agreements, the Personal Representative has acted properly with respect to its dealings with Mr. McMillan and the caution it has used in negotiating the non-disclosure agreement.

(Dec. 18 Order, at ¶¶ 48, 51.) The Court also authorized Justice Gilbert to “[a]ttempt to negotiate an appropriate non-disclosure agreement between the Estate and Mr. L. Londell McMillan if this is determined to be in the best interest of the Estate.” (*Id.*, at p. 13.)

Since early January 2018, the Personal Representative has—despite serious misgivings about Mr. McMillan’s access to confidential information in light of his conflicts of interest and other conduct—been working with Justice Gilbert in an attempt to negotiate a mutually acceptable NDA with Mr. McMillan. Attached hereto as Exhibit A is an email sent by the undersigned to Justice Gilbert dated January 10, 2018 (without attachments). Attached hereto as Exhibit B is an email sent by the undersigned to Justice Gilbert dated February 14, 2018 (without the attachment and having redacted Justice Gilbert’s preceding email to counsel to preserve the confidentiality of that mediation communication). Attached hereto as Exhibit C is an email sent by the undersigned to Justice Gilbert on February 20, 2018 (enclosing only the redline attachment). Attached hereto as Exhibit D is an email sent by the undersigned to Justice Gilbert on March 8, 2018 (without attachments).

Attached hereto as Exhibit E is the most recent draft NDA that the Personal Representative sent to Mr. McMillan (through Justice Gilbert) as an attachment to the March 8, 2018 email. So the Court can see the substantial edits the Personal Representative has made in attempting to accommodate Mr. McMillan’s concerns, attached hereto as Exhibit F is a redline comparing the original draft NDA sent to Mr. McMillan on May 11, 2017 to the latest March 8, 2018 draft. Attached hereto as Exhibit G is a redline comparing the Personal Representative’s latest March 8, 2018 draft with the most recent version received from Mr. McMillan/the Nelsons, which best highlights the remaining disputes between the parties.

As the Court can see from reviewing Exhibit G, there are five topics on which the parties have been unable to reach agreement.



The Honorable Kevin W. Eide
April 3, 2018
Page 3

[REDACTED]

[REDACTED]

[REDACTED]

Fourth, during a January 2018 radio interview, Mr. McMillan made a number of public statements related to the Estate, including commenting on litigation between the Estate and the Tidal Entities and the statement “[w]e created almost \$100 million in less than nine months so the IRS don’t back up with a big yellow truck to the purple building and take his assets.” That interview is available at: <http://www.complex.com/music/2018/01/londell-mcmillan-still-defending-actions-prince-estate-jay-z-criticism> and the accompanying articles is attached hereto as Exhibit H.

[REDACTED]

The Honorable Kevin W. Eide
April 3, 2018
Page 4

[REDACTED]

[REDACTED]

This fact highlights a concern first raised by the Personal Representative to the Court at the May 10, 2017 hearing when the Court—conditioned on his agreement to execute an NDA—authorized Mr. McMillan to review confidential information regarding the entertainment proposal then under review by the Court. Mr. McMillan has multiple conflicts of interest that, under normal circumstances, would preclude him from receiving any confidential information related to the Estate.

[REDACTED]

[REDACTED]

While the Personal Representative respects and understands Sharon, John, and Norrine Nelson's desire to receive advice from a business advisor, the Personal Representative cannot help that they have chosen an individual with multiple conflicts related to his previous role as an entertainment advisor for the Estate. Despite the Personal Representative's grave concerns about Mr. McMillan's conflicts, it has spent an inordinate amount of time attempting to negotiate an

The Honorable Kevin W. Eide
April 3, 2018
Page 5

NDA that adequately protects the Estate's confidential information. As referenced in the Court's December 18 Order, one possible outcome of the NDA negotiations is a determination that providing Mr. McMillan access to confidential information is not in the best interests of the Estate. In light of Mr. McMillan's continuing refusal to agree to reasonable confidentiality limitations and his multiple conflicts of interests, the Court should seriously consider whether it is in the best interests of the Estate for Mr. McMillan to have access to the Estate's confidential information. In the view of the Personal Representative, it clearly is not.

Respectfully submitted,

/s/ Joseph J. Cassioppi

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

Cassioppi, Joseph

From: Cassioppi, Joseph
Sent: Wednesday, January 10, 2018 5:16 PM
To: James H. Gilbert (jhgilbert@lawgilbert.com)
Cc: Greiner, Mark
Subject: Estate of PRN - Materials Related to L. Londell McMillan NDA
Attachments: Silver Declaration.pdf; Excerpts from Comerica Objection.pdf; Redline - NDA 11-14 v. SNJ Draft-c.docx; McMillan NDA - Comerica 11-14-17 Edits.docx; McMillan.NDA.20171108 (Skolnick Version).docx

Justice Gilbert:

Attached to this email are various documents related to the dispute over Mr. McMillan's non-disclosure agreement. First is an excerpt, and accompanying exhibits, from Comerica's objection to Sharon, John, and Norrine Nelson's Petition to Remove Comerica, which sets forth Comerica's concerns regarding Mr. McMillan having access to the Estate's confidential materials, particularly in the absence of an NDA. Second is the declaration submitted by Al Silver in response, which contains some of the negotiation history related to the NDA.

The three attached word documents are the result of Bill and my efforts to attempt to reach resolution on the scope of the NDA after Bill took-over representing SNJ during late October. The document marked "McMillan.NDA.20171108" is Bill's latest proposal. The document marked "McMillan NDA - Comerica 11-14-17 Edits" is Comerica's response to that proposal. The document entitled "Redline - NDA 11-14 v. SNJ Draft" compares our 11-14 draft with Bill's 11-08 draft.

As you can see in the redline, the primary points of contention are in:



Please let us know if there is anything else that we can provide to assist you to resolve this matter.

Thank you,

Joseph J. Cassioppi
Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425
Direct Dial: 612.492.7414
Main Phone: 612.492.7000
Fax: 612.492.7077

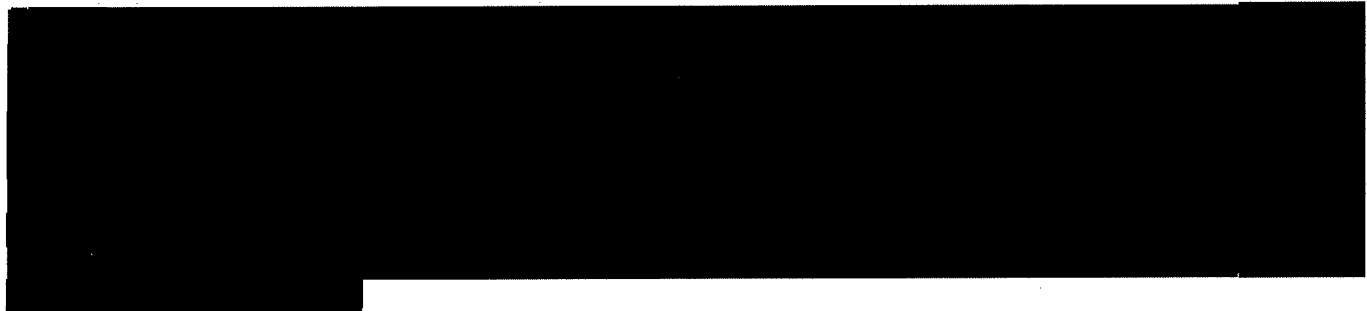
****This is a transmission from the law firm of Fredrikson & Byron, P.A. and may contain information which is privileged, confidential, and protected by the attorney-client or attorney work product privileges. If you are not the addressee, note that any disclosure, copying, distribution, or use of the contents of this message is prohibited. If you have received this transmission in error, please destroy it and notify us immediately at our telephone number (612) 492-7000. The name and biographical data provided above are for informational purposes only and are not intended to be a signature or other indication of an intent by the sender to authenticate the contents of this electronic message.****

Cassioppi, Joseph

From: Cassioppi, Joseph
Sent: Wednesday, February 14, 2018 10:26 AM
To: James H. Gilbert (jhgilbert@lawgilbert.com)
Cc: Greiner, Mark
Subject: RE: NDA
Attachments: McMillan NDA - Comerica 2-14-18 Edits-c.docx

Justice Gilbert:

Attached is a slightly revised version of the NDA. The only edit is the addition of the following paragraph:



Joseph J. Cassioppi
Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425
Direct Dial: 612.492.7414
Main Phone: 612.492.7000
Fax: 612.492.7077

This is a transmission from the law firm of Fredrikson & Byron, P.A. and may contain information which is privileged, confidential, and protected by the attorney-client or attorney work product privileges. If you are not the addressee, note that any disclosure, copying, distribution, or use of the contents of this message is prohibited. If you have received this transmission in error, please destroy it and notify us immediately at our telephone number (612) 492-7000. The name and biographical data provided above are for informational purposes only and are not intended to be a signature or other indication of an intent by the sender to authenticate the contents of this electronic message.

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

From: James H. Gilbert [mailto:jhgilbert@lawgilbert.com]
Sent: Tuesday, February 13, 2018 7:20 PM
To: Greiner, Mark; Cassioppi, Joseph
Subject: NDA

EXHIBIT B

Cassioppi, Joseph

From: Cassioppi, Joseph
Sent: Tuesday, February 20, 2018 10:13 AM
To: James H. Gilbert (jhgilbert@lawgilbert.com)
Cc: Greiner, Mark
Subject: McMillan NDA
Attachments: McMillan NDA - Comerica 2-20 Draft_63335862(1)-c.DOCX; Redline - McMillan NDA-c.docx

Justice Gilbert:

Attached is a revised draft of the NDA, as well as a redline comparing the current draft with what we received from you on Wednesday.

Assuming that Mr. McMillan agrees to the terms in the draft, and because of the recusal provision, we would like to share this with the other Heirs at some point in the process so that they can raise any concerns they may have.

Thank you,

Joseph J. Cassioppi
Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425
Direct Dial: 612.492.7414
Main Phone: 612.492.7000
Fax: 612.492.7077

****This is a transmission from the law firm of Fredrikson & Byron, P.A. and may contain information which is privileged, confidential, and protected by the attorney-client or attorney work product privileges. If you are not the addressee, note that any disclosure, copying, distribution, or use of the contents of this message is prohibited. If you have received this transmission in error, please destroy it and notify us immediately at our telephone number (612) 492-7000. The name and biographical data provided above are for informational purposes only and are not intended to be a signature or other indication of an intent by the sender to authenticate the contents of this electronic message.****

NON-DISCLOSURE AGREEMENT

THIS NON-DISCLOSURE AGREEMENT ("Agreement") is made and entered into as of _____, 2018 by and between Comerica Bank & Trust N.A., in its capacity as Personal Representative of the Estate of Prince Rogers Nelson (hereinafter "**Comerica**"), and L. Londell McMillan and Northstar Business Enterprises, LLC (the collectively, "**Recipient**"), regarding confidential information and other proprietary information related 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]

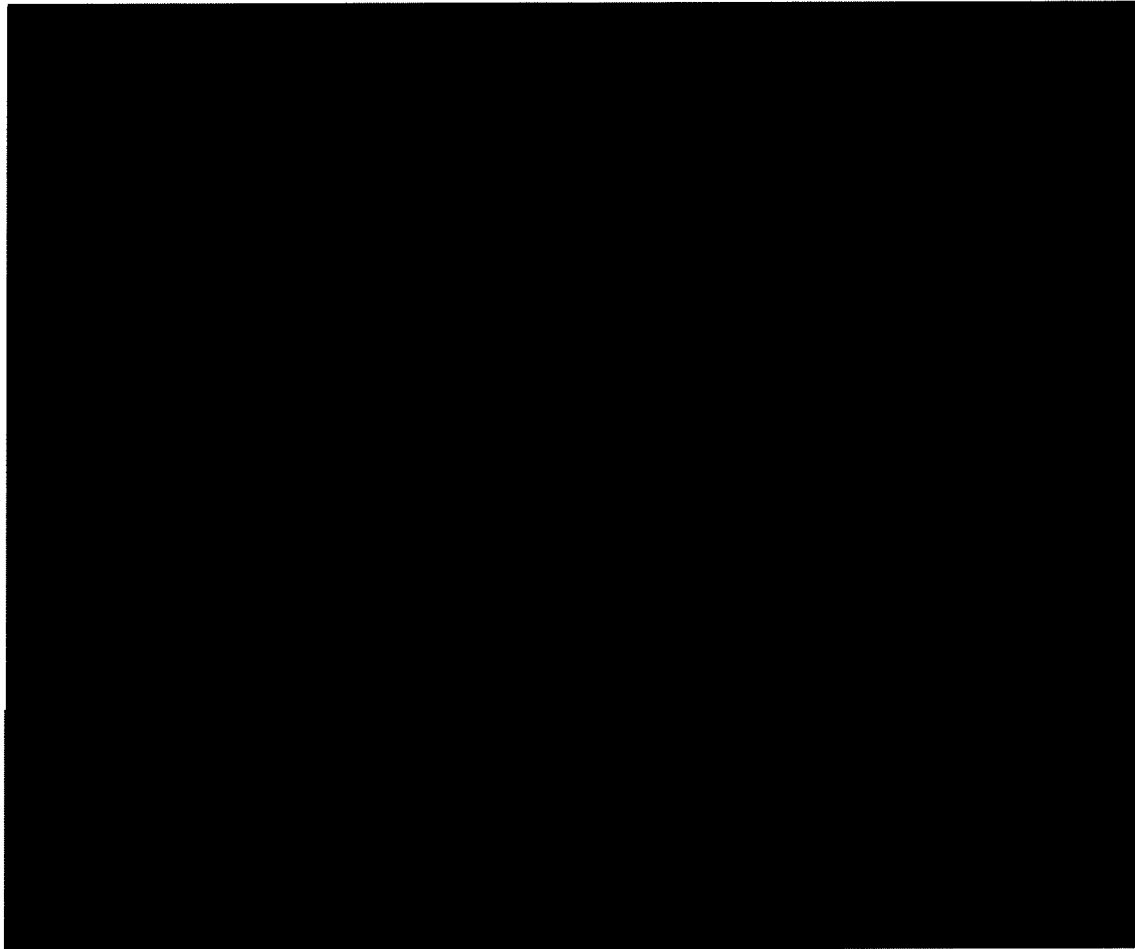
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



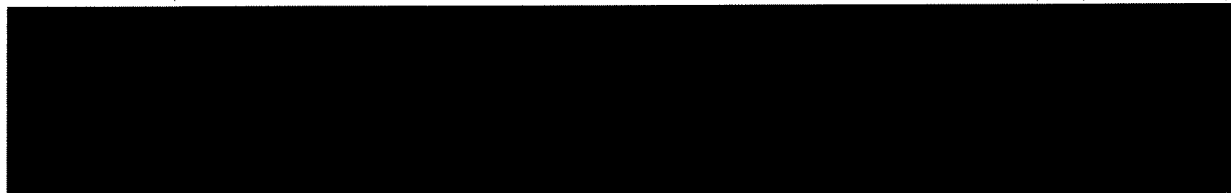
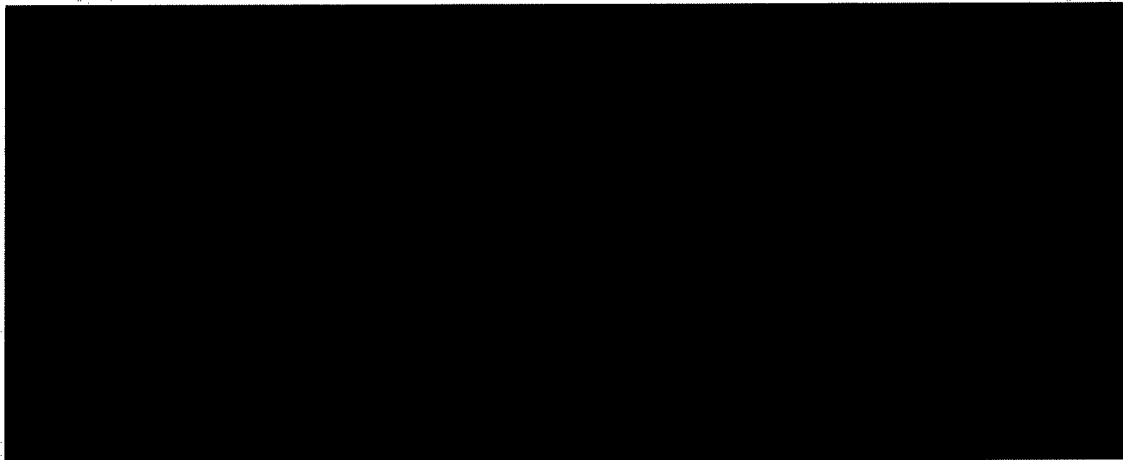
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[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

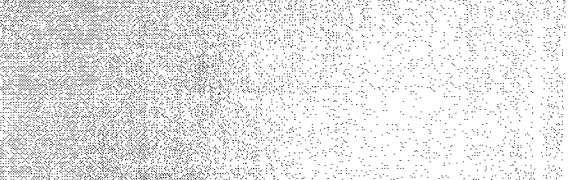
By: _____
Its: _____

**NORTHSTAR BUSINESS
ENTERPRISES, LLC**



~~Northstar Business Enterprises, LLC~~

By: _____
Its: _____



L. Londell McMillan

Summary report:	
Litéra® Change-Pro TDC 7.5.0.176 Document comparison done on 2/20/2018 10:09:03 AM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original filename: McMillan.NDA.(Draft).20180214.docx	
Modified DMS: iw://WORKSITE/FB1/63335862/1	
Changes:	
Add	17
Delete	15
Move From	0
Move To	0
Table Insert	6
Table Delete	1
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	39

Cassioppi, Joseph

From: Cassioppi, Joseph
Sent: Thursday, March 08, 2018 4:14 PM
To: James H. Gilbert (jhgilbert@lawgilbert.com)
Cc: Greiner, Mark
Subject: McMillan NDA
Attachments: McMillan NDA - Comerica 3-8 Draft_63335862(2)-c-c.DOCX; Redline - McMillan NDA - 3-8-c-c.docx

Justice Gilbert:

Attached are clean and redline copies of a revised NDA with Mr. McMillan and Northstar, based on the comments Mr. McMillan provided in connection with the last draft. We have attempted, to the extent possible, to accommodate Mr. McMillan's concerns,

[REDACTED]

[REDACTED]

[REDACTED]

Both before and now with your involvement, we have devoted substantial time and attention to negotiating revisions to a form agreement that, again, more than 80 other parties have already executed. If possible, we would like to finalize the agreement. If not, we will request guidance from the Court regarding Mr. McMillan's role with the Estate moving forward.

Thank you,

Joseph J. Cassioppi
Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425
Direct Dial: 612.492.7414

Main Phone: 612.492.7000

Fax: 612.492.7077

****This is a transmission from the law firm of Fredrikson & Byron, P.A. and may contain information which is privileged, confidential, and protected by the attorney-client or attorney work product privileges. If you are not the addressee, note that any disclosure, copying, distribution, or use of the contents of this message is prohibited. If you have received this transmission in error, please destroy it and notify us immediately at our telephone number (612) 492-7000. The name and biographical data provided above are for informational purposes only and are not intended to be a signature or other indication of an intent by the sender to authenticate the contents of this electronic message.****

NON-DISCLOSURE AGREEMENT

THIS NON-DISCLOSURE AGREEMENT ("Agreement") is made and entered into as of _____, 2018 by and between Comerica Bank & Trust N.A., in its capacity as Personal Representative of the Estate of Prince Rogers Nelson (hereinafter "**Comerica**"), and L. Londell McMillan and Northstar Business Enterprises, LLC (collectively, "**Recipient**"), regarding confidential information and other proprietary information related 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]

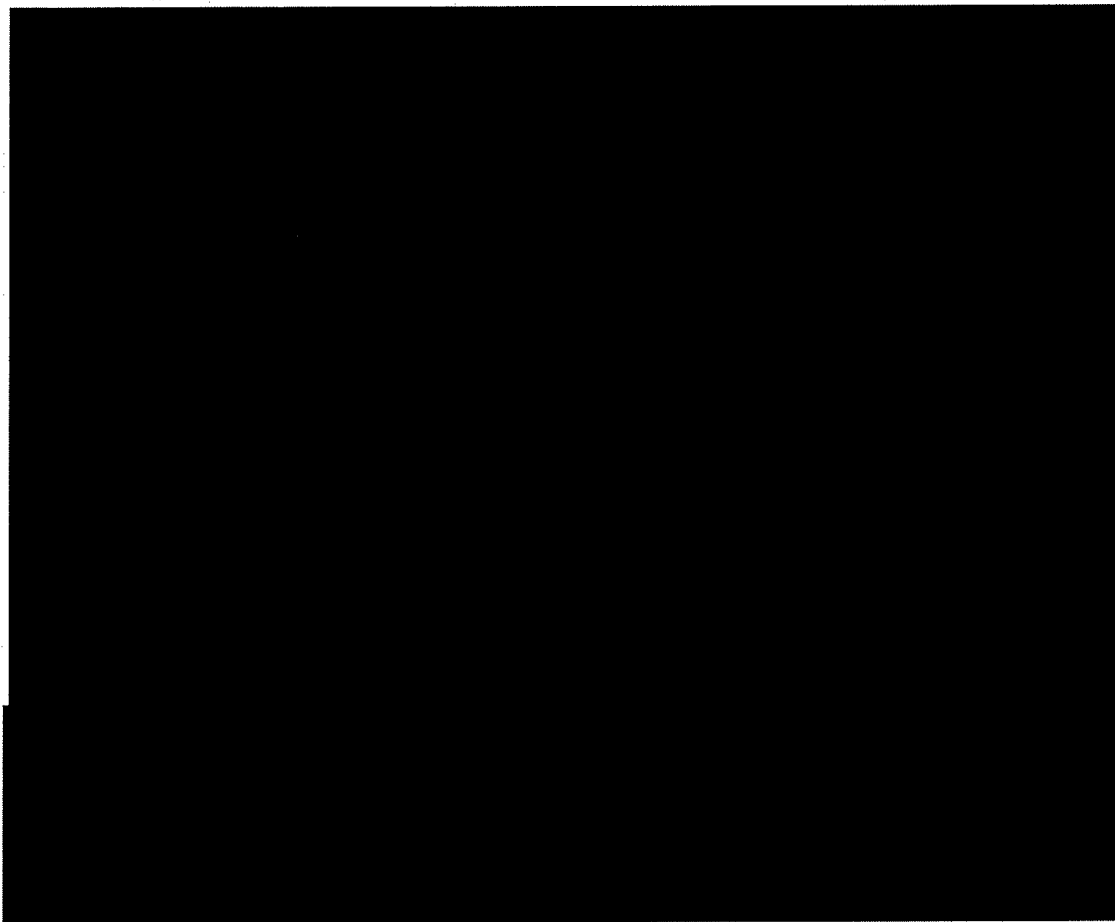
[REDACTED]

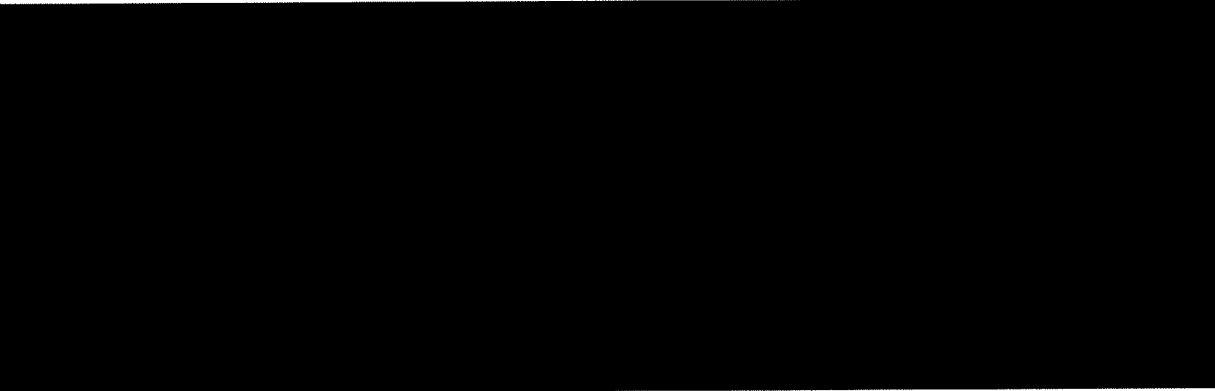
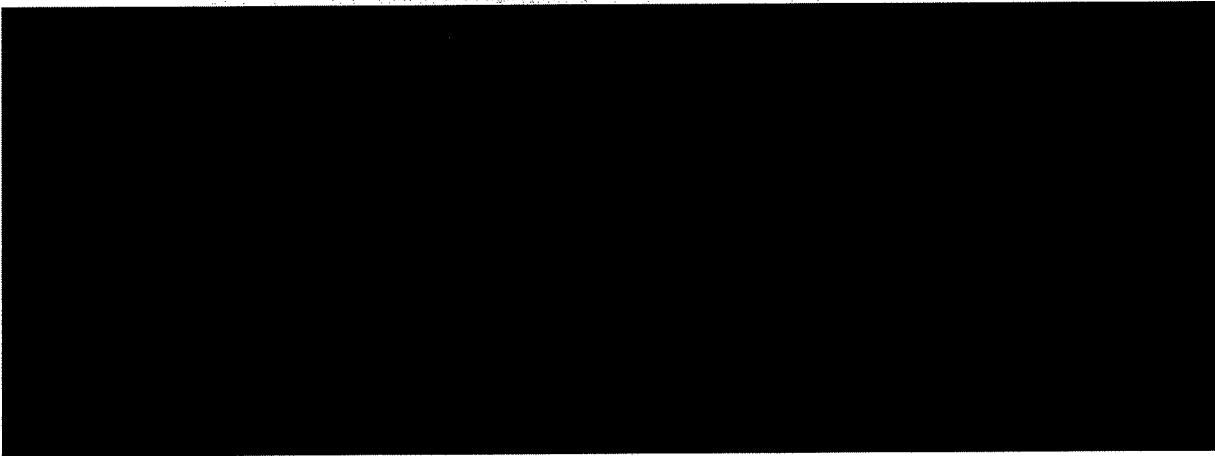
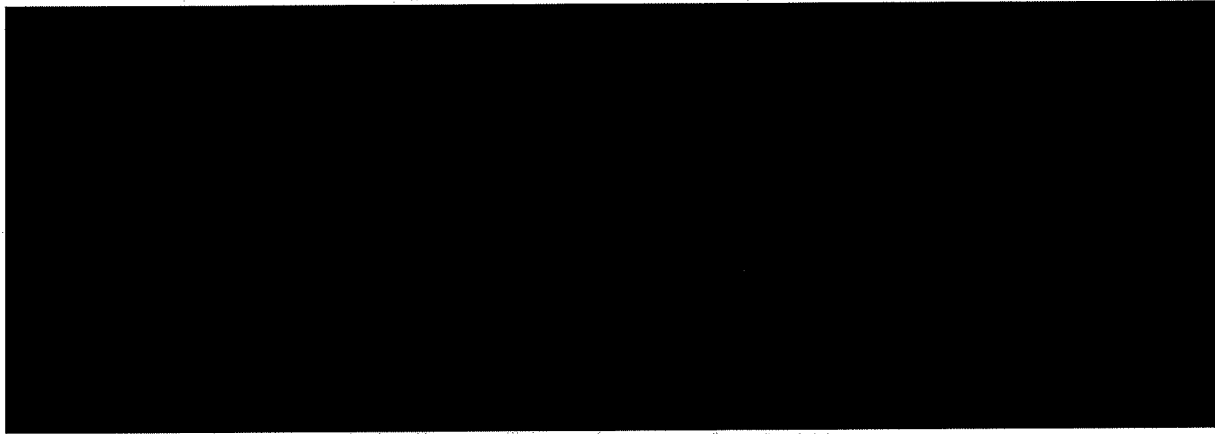
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]





[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

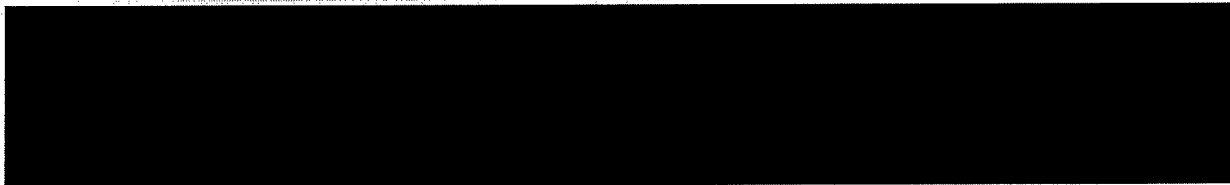
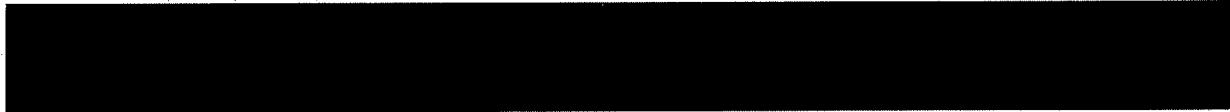
[REDACTED]

[REDACTED]

[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: _____

**NORTHSTAR BUSINESS
ENTERPRISES, LLC**

By: _____
Its: _____

L. Londell McMillan

NON-DISCLOSURE AGREEMENT

THIS NON-DISCLOSURE AGREEMENT (“Agreement”) is made and entered into as of _____, ~~2017~~2018 by and between Comerica Bank & Trust N.A., in its capacity as Personal Representative of the Estate of Prince Rogers Nelson (hereinafter “**Comerica**”), and L. Londell McMillan ~~(the~~and Northstar Business Enterprises, LLC (collectively, “**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]

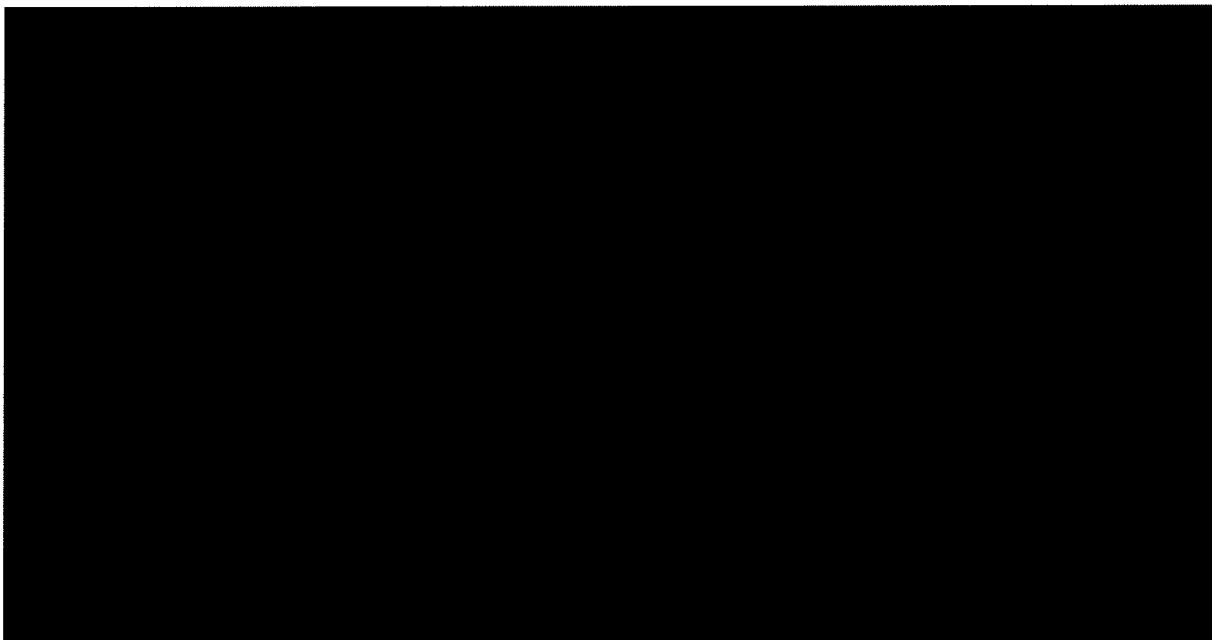
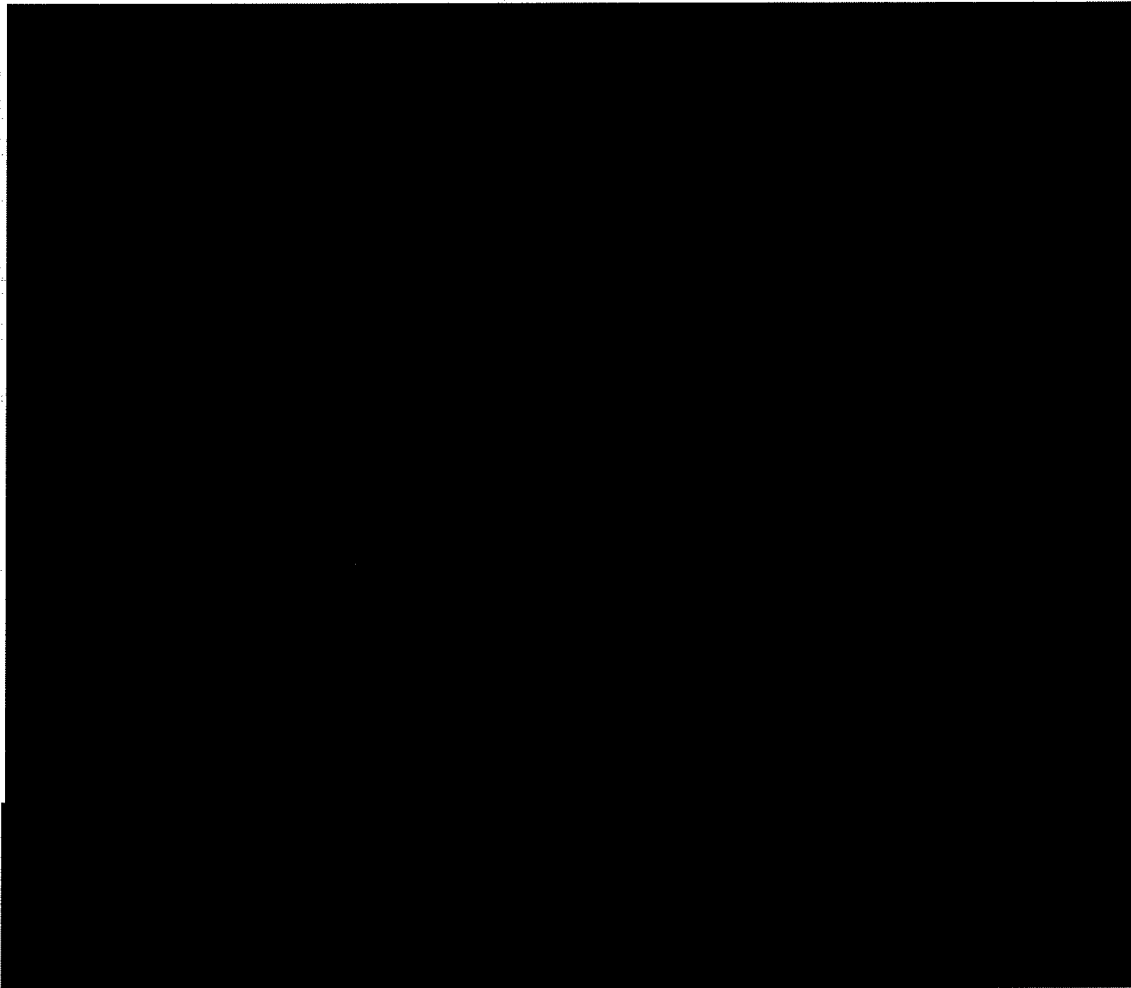
[REDACTED]

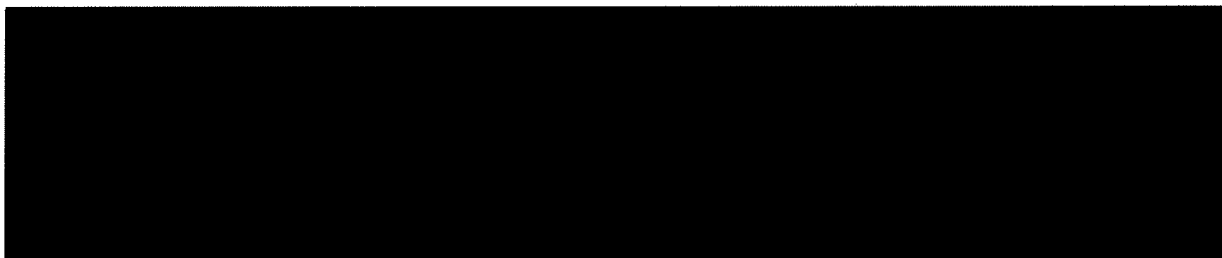
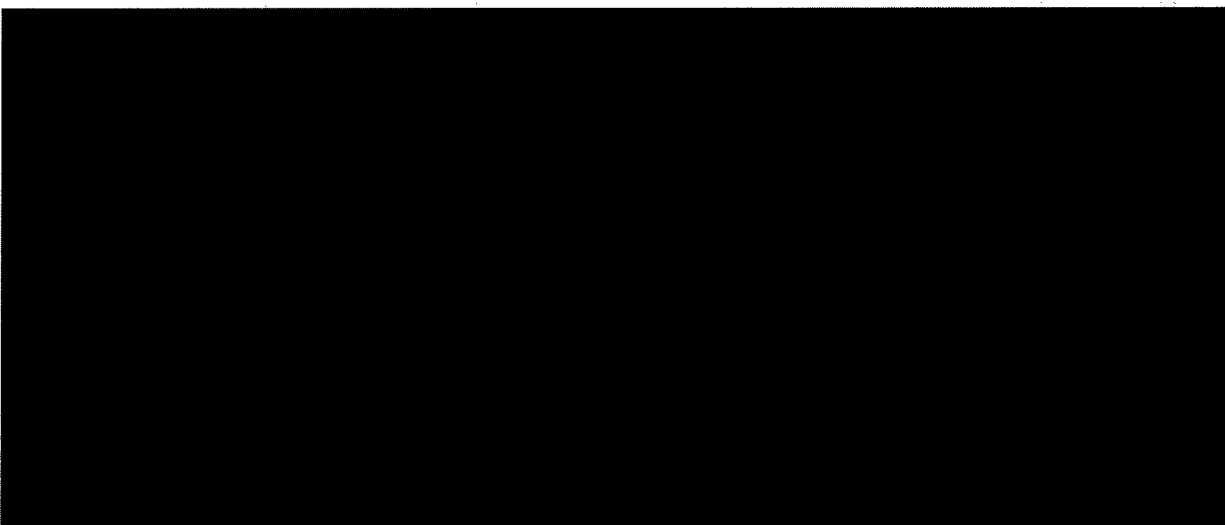
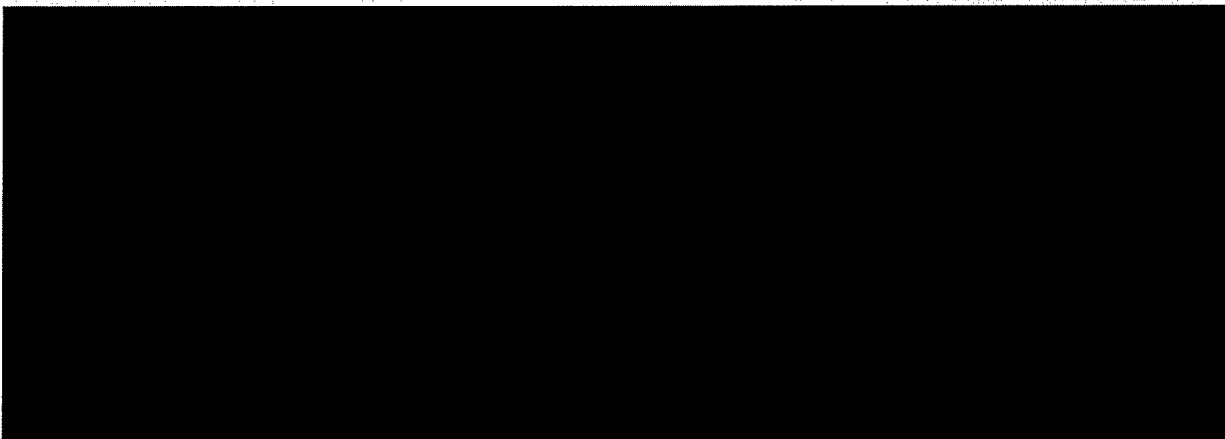
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]





[REDACTED]

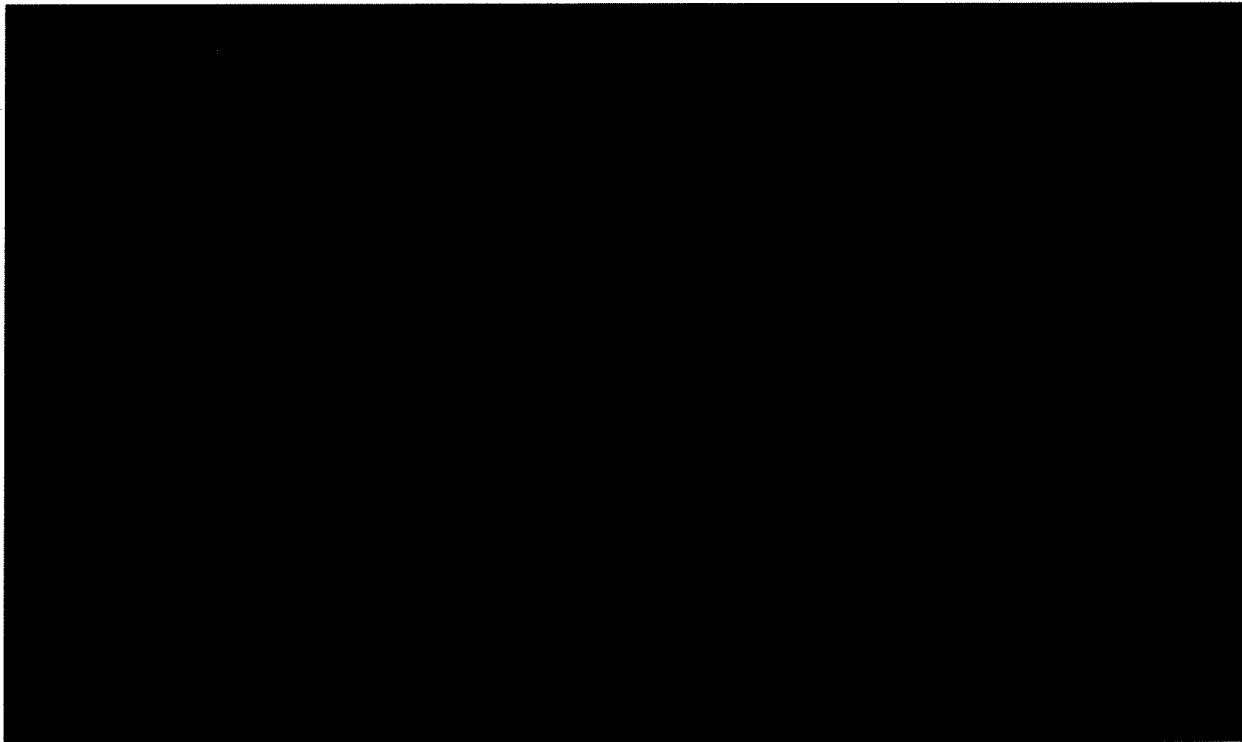
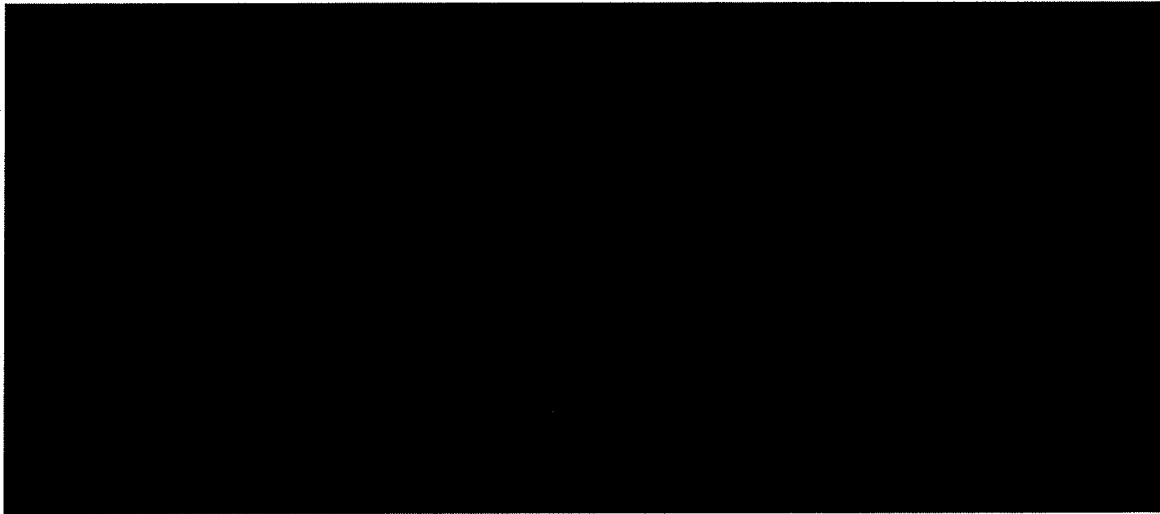
[REDACTED]

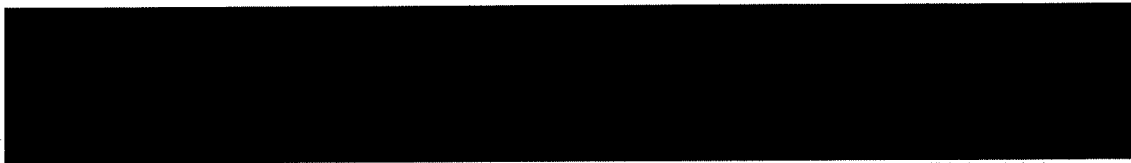
[REDACTED]

[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: _____

NORTHSTAR BUSINESS
ENTERPRISES, LLC

By: _____
Its: _____

L. Londell McMillan

61350953_3.docx

Summary report:	
Litéra® Change-Pro TDC 7.5.0.176 Document comparison done on 4/2/2018 5:07:56 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original filename: McMillan NDA - PRN Estate.docx	
Modified filename: McMillan NDA - Comerica 3-8 Draft_63335862(2)-c-c.docx	
Changes:	
Add	37
Delete	41
Move From	0
Move To	0
Table Insert	5
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	83

NON-DISCLOSURE AGREEMENT

THIS NON-DISCLOSURE AGREEMENT (“Agreement”) is made and entered into as of _____, 2018 by and between Comerica Bank & Trust N.A., in its capacity as Personal Representative of the Estate of Prince Rogers Nelson (hereinafter “Comerica”), and L. Londell McMillan and Northstar Business Enterprises, LLC (the collectively, “Recipient”), regarding confidential information and other proprietary information related 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]

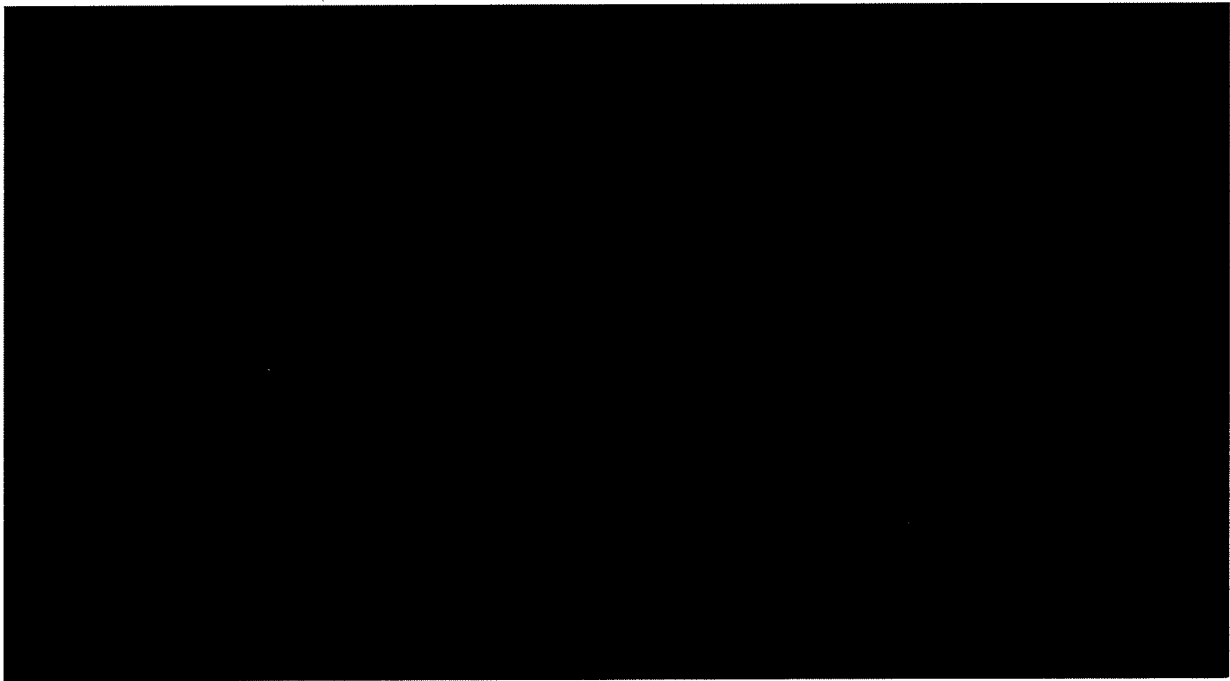
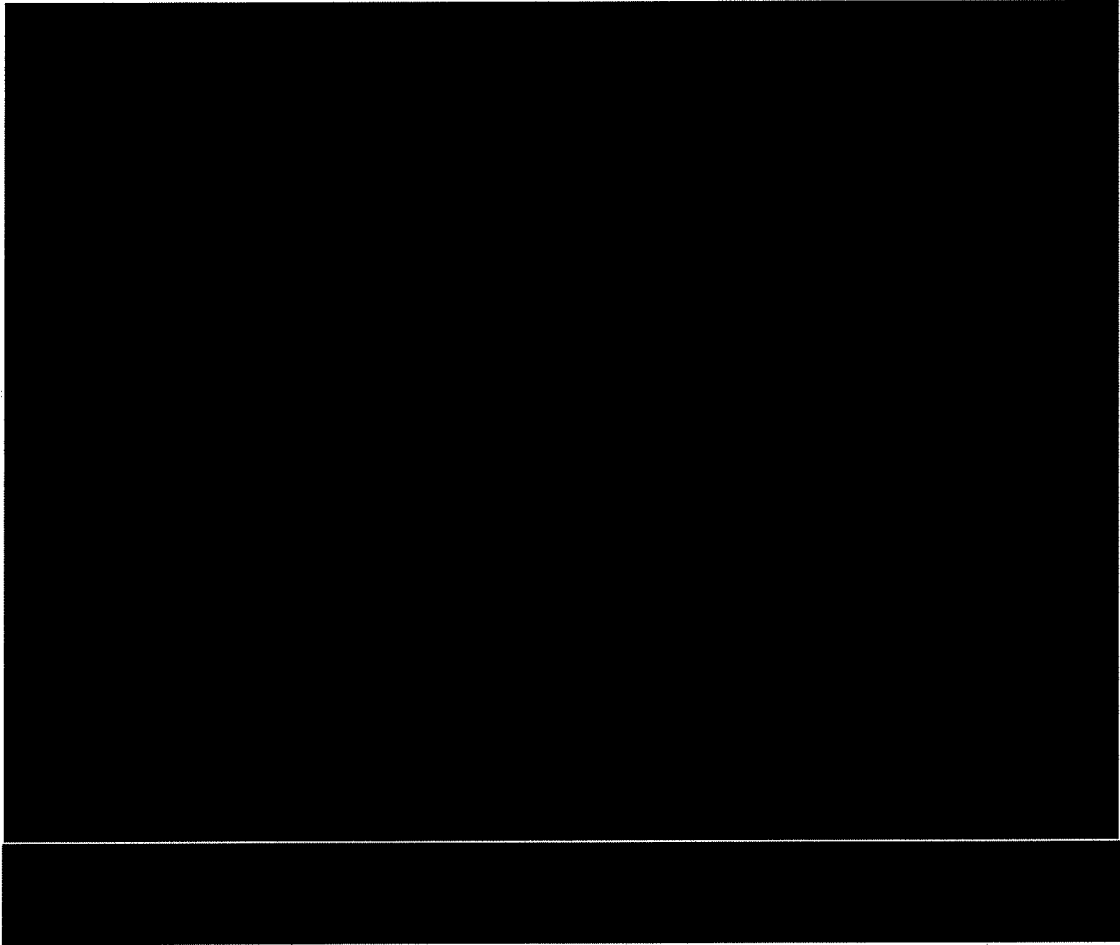
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



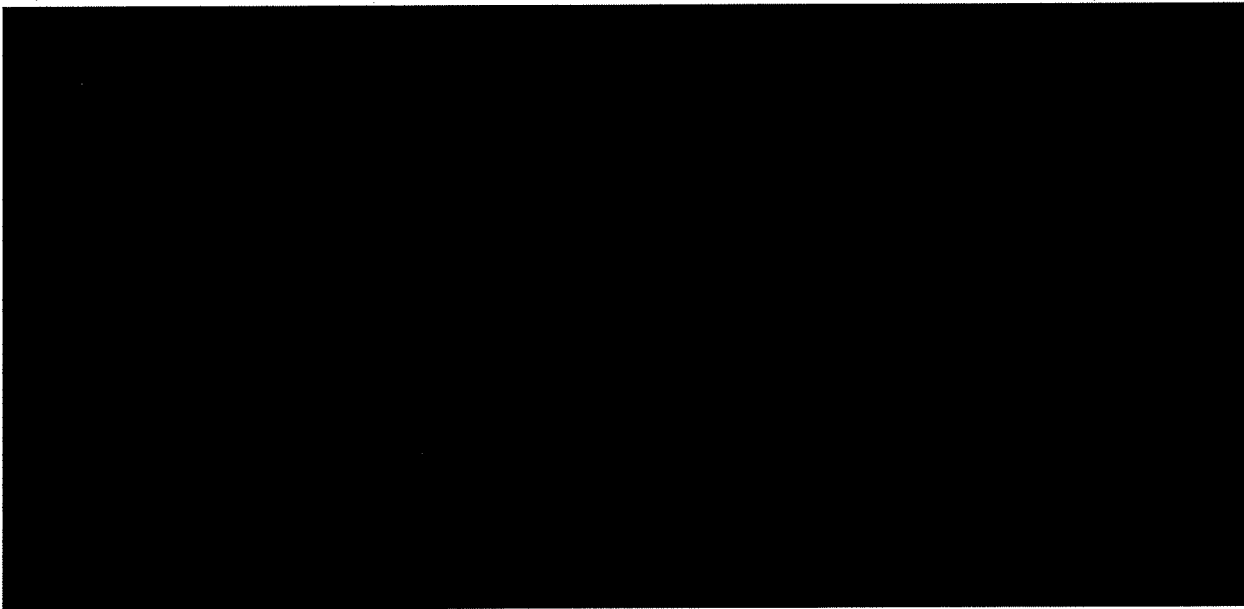
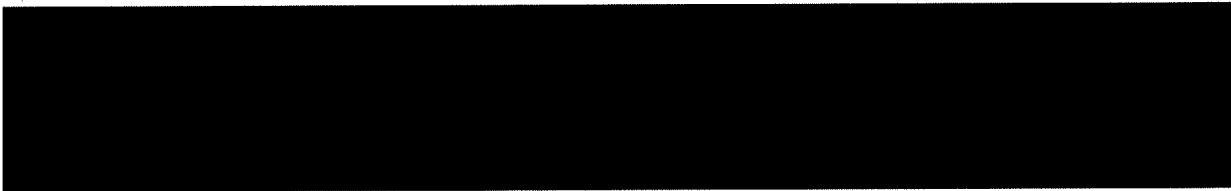
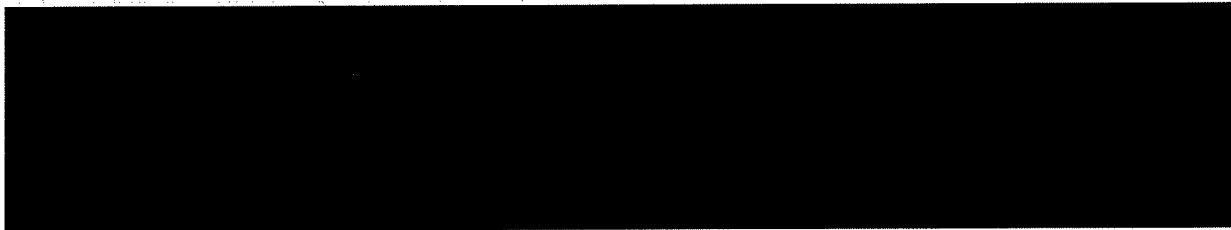
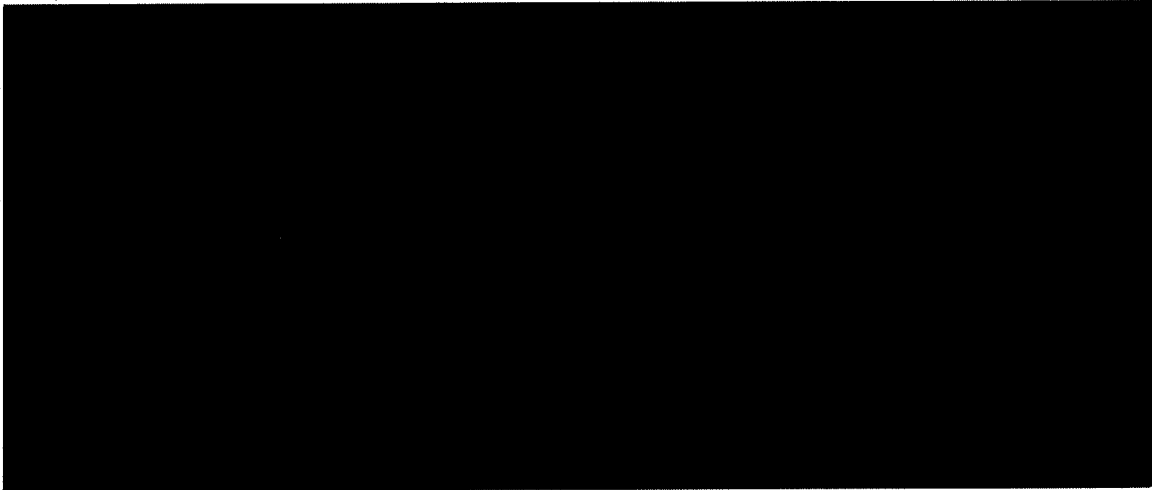
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



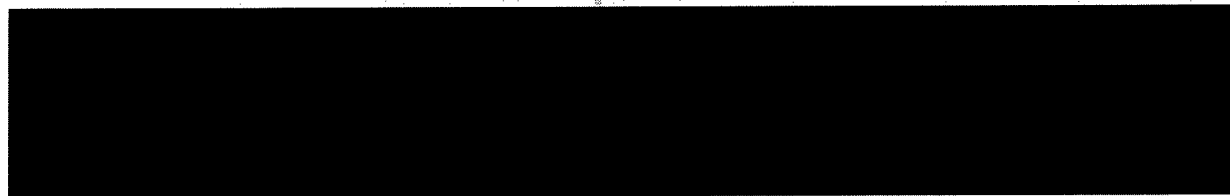
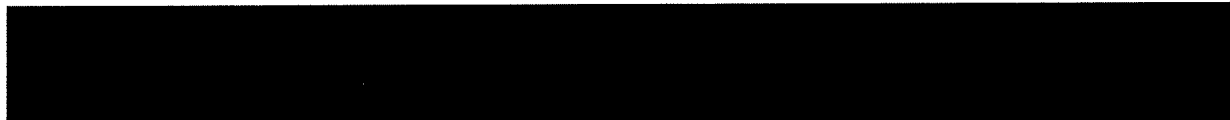
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Signature Page Follows

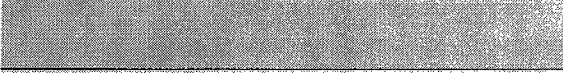
IN WITNESS WHEREOF, the parties have executed this Agreement to be effective as of the date listed above.

**ESTATE OF PRINCE ROGERS
NELSON**

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

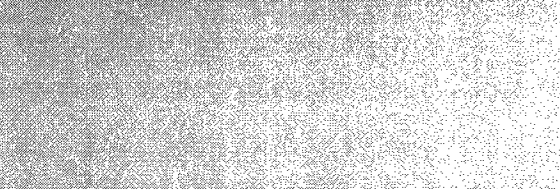
By: _____
Its: _____

**NORTHSTAR BUSINESS
ENTERPRISES, LLC**



Northstar Business Enterprises, LLC

By: _____
Its: _____



L. Londell McMillan

Summary report:	
Litéra® Change-Pro TDC 7.5.0.176 Document comparison done on 4/2/2018 5:13:07 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original filename: McMillan.NDA.(Draft).20180214 (3).docx	
Modified filename: McMillan NDA - Comerica 3-8 Draft_63335862(2)-c-c.docx	
Changes:	
Add	18
Delete	18
Move From	0
Move To	0
Table Insert	6
Table Delete	1
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	43



Rapper Spitting Dr. Seuss' 'Wocket In My Pocket' To Migos' 'Walk It Talk It' Is F*cking Fabulous



YoungBoy Never Broke Again Gives A Nod To Lil Wayne In "Diamond Teeth Samurai" Video



Yeezy Factory Worker Airlifted To Hospital After Machine Fell On Him



Federal Authorities To Prosecute Juelz Santana On Drug And Gun Charges



No Jumper Podi Adam Grandmal Of Sexual Assa Women

OK



MORE

L. Londell McMillan Is Still Defending His Actions With Prince's Estate After Jay Z's Criticism



BY ERIC DIEP

E. Diep is a contributing writer at Complex Media.

© JAN 10, 2018

SHARE

TWEET

Londell McMillan, *The Source's* owner and publisher, was a guest on *The Breakfast Club* this week. The magazine just released its Power 30 Issue with Charlamagne tha God, Angela Yee, and DJ Envy on the cover, recreating the December 1997 issue featuring The Firm (Nas, AZ, and Foxy Brown).

After sharing with listeners his reasons for featuring "The World's Most Dangerous Morning Show" on *The Source* this month, McMillan was asked by Charlamagne about Jay Z's "Caught Their Eyes" lines, where he raps, "I sat down with Prince, eye to eye/He told me his wishes before he died/Now, Londell McMillan, he must be color blind/They only see green from them purple eyes" and "This guy had 'Slave' on his face/You think he wanted the masters with his masters?/You greedy bastards sold tickets to walk through his house/I'm surprised you ain't auction off the casket."

CLOSE

EXHIBIT H

