

STATE OF MINNESOTA
COUNTY OF CARVER

DISTRICT COURT
FIRST JUDICIAL DISTRICT
PROBATE DIVISION

In Re:

Estate of Prince Rogers Nelson,
Decedent.

Case Type: Special Administration
Court File No: 10-PR-16-46
Judge Kevin W. Eide

DECLARATION OF ALAN I. SILVER

Alan I. Silver hereby states and declares as follows:

1. I am an attorney and shareholder in the law firm of Bassford Remele, P.A. I am one of the attorneys representing L. Londell McMillan.

2. In my role as counsel for Mr. McMillan, I have been a party to several discussions regarding the scope of a Non-Disclosure Agreement ("NDA") to be signed by Mr. McMillan so that he may receive information and documents provided by Comerica to the heirs of the Estate.

3. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] The next day, May 11, 2017, a proposed NDA was sent to me by Karen Steinert of the Fredrikson firm. A copy of the email from Ms. Steinert and the draft are attached hereto as Exhibit A.

4. Because the NDA was to be signed by Mr. McMillan so that he could obtain information from Comerica in his capacity as advisor to Sharon, Norrine and John Nelson ("SNJ"), counsel for those three beneficiaries took the lead role in discussing its terms. Attached hereto as Exhibit B is an email from Nathaniel Dahl, SNJ's counsel, dated May 11, 2017 asking

Ms. Steinert whether other individuals or entities had entered into the same NDA. Ms. Steinert's response, also dated May 11, 2017, is also attached as part of Exhibit B.

5. Mr. McMillan had a number of concerns about the scope and intrusiveness of the proposed NDA and marked up the Steinert draft. Attached hereto as Exhibit C is an email dated May 26, 2017 in which Mr. Dahl forwarded Mr. McMillan's proposed revisions to Joseph Cassioppi. Attached as Exhibit D is a letter that Mr. Cassioppi sent to Mr. Dahl dated June 15, 2017.

6. On October 11, 2017, I received an email from Joseph Cassioppi (attached hereto as Exhibit E) indicating that Mr. McMillan had contacted Comerica in his capacity as advisor to SNJ asking that he be copied on all business correspondence. Mr. Cassioppi's email stated that he had instructed Mr. McMillan not to communicate directly with Comerica. In this email, Mr. Cassioppi stated that "Mr. McMillan appears to fundamentally misunderstand his limited role as an advisor only to three of the Heirs. . . . Comerica has its own entertainment advisor and is simply not interested in Mr. McMillan's unsolicited thoughts regarding the Estate and its assets. The email below and similar future emails from Mr. McMillan will be disregarded." The email ends with an indication that Mr. McMillan and Mr. Spicer were required to execute non-disclosure agreements in the forms sent to them on August 18th.

7. My response to Mr. Cassioppi dated October 12, 2017 is attached hereto as Exhibit F. My letter refers to an email from SNJ's counsel Nathaniel Dahl dated September 26, 2017 in which he asked that any communications to SNJ on business matters be sent to Mr. McMillan. I made it clear on page 2 of my response that Mr. McMillan had been engaged not only to advise SNJ with respect to their own business dealings, but to also represent their interests in connection with business deals to be entered into by the Estate. My response also

noted that changes to the NDA that Mr. McMillan had requested and that were sent to Comerica on May 26th had not been accepted by Comerica.

8. Attached hereto as Exhibits G, H and I are a letter from Mr. Cassioppi to me dated October 16, 2017 (Exhibit G), Mr. McMillan's email to Mr. Cassioppi of October 19, 2017 (Exhibit H) asking that he respond to each of the comments that he provided in May, and Mr. Cassioppi's response of October 19, 2017 to me and Robin Ann Williams (Exhibit I) stating that he does not intend to respond directly to Mr. McMillan absent instructions from me to do so. Also attached as Exhibit H is a follow-up email from Mr. Cassioppi to me and Robin Williams on the same date. On that date I advised Mr. Cassioppi that he could deal directly with Mr. McMillan on issues limited to the scope of the NDA. To the best of my understanding, Mr. Cassioppi did not then contact Mr. McMillan to discuss Mr. McMillan's proposed changes to the NDA.

I declare under penalty of perjury that everything I have stated in this document is true and correct.

Signed on November 17, 2017 in the State of Minnesota, County of Hennepin.



Alan I. Silver

DECLARATION OF ALAN I. SILVER

EXHIBIT A

PORTIONS FILED UNDER SEAL

From: Steinert, Karen Sandler [mailto:KSteinert@fredlaw.com]
Sent: Thursday, May 11, 2017 9:47 AM
To: Alan I. Silver
Cc: Nathaniel Dahl (ndahl@hansendordell.com); Cassioppi, Joseph; Greiner, Mark
Subject: PRN Estate - McMillan NDA

AI:

Attached please find an NDA for Mr. McMillan, [REDACTED]
[REDACTED] Once you have had a chance to review, please let me know if you have any questions. In advance of Mr. McMillan signing, I'd appreciate it if you could confirm that Mr. McMillan is providing services to the Nelson siblings through [REDACTED] If he is providing services through another entity, we will update the NDA accordingly.

Best regards,

Karen Sandler Steinert
Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402
612.492.7372 (direct dial)
612.492.7077 (fax)

EXHIBIT B

From: Steinert, Karen Sandler
Sent: Thursday, May 11, 2017 3:09 PM
To: 'Nathaniel Dahl'; Cassioppi, Joseph
Cc: Greiner, Mark; Randall Sayers; Robin Ann Williams; Alan I. Silver
Subject: RE: PRN Estate - McMillan NDA

Nate,



Best regards,

Karen Sandler Steinert
Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402
612.492.7372 (direct dial)
612.492.7077 (fax)

From: Nathaniel Dahl [<mailto:ndahl@hansendordell.com>]
Sent: Thursday, May 11, 2017 2:55 PM
To: Steinert, Karen Sandler; Cassioppi, Joseph
Cc: Greiner, Mark; Randall Sayers; Robin Ann Williams; Alan I. Silver
Subject: RE: PRN Estate - McMillan NDA

Karen and Joe,

Can you confirm whether other individuals or entities have entered into this Non-disclosure Agreement regarding the Estate and related matters?

Nate

DECLARATION OF ALAN I. SILVER

EXHIBIT C

PORTIONS FILED UNDER SEAL

From: Nathaniel Dahl
Sent: Friday, May 26, 2017 3:31 PM
To: 'Cassioppi, Joseph' <JCassioppi@fredlaw.com>
Cc: 'Alan I. Silver' <ASILVER@bassford.com>; Randall Sayers <rsayers@hansendordell.com>; Robin Ann Williams <rawilliams@bassford.com>
Subject: McMillan NDA

Joe,

Please see the attached comments from Mr. McMillan regarding the proposed NDA and submit a revised proposal. Alternatively, a revised NDA could be prepared for you as well. Of note, we'll also need to change the references to my clients to "heirs" instead of "non-excluded heirs."

Also, please be sure to copy Al Silver and Robin Williams on any subsequent drafts.

I hope you find time to enjoy the holiday weekend.

Best,

Nate

Nathaniel A. Dahl
Attorney at Law



3900 Northwoods Drive, Suite 250 | St. Paul, MN 55112
Direct: 651-332-8763 | Office: 651-482-8900 | Fax: 651-482-8909
www.hansendordell.com

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EXHIBIT D

From: Cassioppi, Joseph <JCassioppi@fredlaw.com>
Sent: Thursday, June 15, 2017 5:13 PM
To: Nathaniel Dahl
Cc: Alan I. Silver; Randall Sayers; Robin Ann Williams; Greiner, Mark; Steinert, Karen Sandler
Subject: RE: McMillan NDA

Nate:

Now that we are finished with the hearing from earlier this week, we wanted to turn-back to the NDA between Comerica and Mr. McMillan. Comerica uses a form NDA in connection with the many parties to whom it provides confidential information related to the Estate and cannot be in a position where it is forced to negotiate all of the terms of the NDA every time it enters into such an agreement. Indeed, Mr. McMillan's proposed edits seek to completely re-write the agreement, [REDACTED]

Comerica does recognize that Mr. McMillan, in his role as an advisor to certain heirs, needs to be able to speak freely with his clients regarding matters relevant to the Estate and also should not be prevented, based on the NDA, from presenting any information to the Court (provided that any confidential information provided to the Court be submitted under seal). [REDACTED]

Please let us know if Mr. McMillan is willing to agree to the Estate's standard NDA (with the edits set forth above).

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

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From: Nathaniel Dahl [<mailto:ndahl@hansendordell.com>]
Sent: Friday, May 26, 2017 3:31 PM
To: Cassioppi, Joseph
Cc: Alan I. Silver; Randall Sayers; Robin Ann Williams
Subject: McMillan NDA

Joe,

Please see the attached comments from Mr. McMillan regarding the proposed NDA and submit a revised proposal. Alternatively, a revised NDA could be prepared for you as well. Of note, we'll also need to change the references to my clients to "heirs" instead of "non-excluded heirs."

Also, please be sure to copy Al Silver and Robin Williams on any subsequent drafts.

I hope you find time to enjoy the holiday weekend.

Best,

Nate

Nathaniel A. Dahl
Attorney at Law



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DECLARATION OF ALAN I. SILVER

EXHIBIT E

FILED UNDER SEAL

DECLARATION OF ALAN I. SILVER

EXHIBIT F

FILED UNDER SEAL

DECLARATION OF ALAN I. SILVER

EXHIBIT G

FILED UNDER SEAL

EXHIBIT H

From: L Londell McMillan <llm@thenorthstargroup.biz>
Sent: Thursday, October 19, 2017 2:40 PM
To: Cassioppi, Joseph; Aycock, Angela W; Bruce, Andrea
Cc: Alan I. Silver; Robin Ann Williams; Chrystal Matthews; Henry Sherwin; Nathaniel Dahl; Randall Sayers; sharon nelson; Charles F. Spicer Jr.
Subject: Comerica's NDA and Communications with SNJ
Attachments: October 16 2017 Letter to Al Silver-c.pdf

Hello Joe,

I am in receipt of your 10/16 letter to Al Silver. Clearly, you and my counsel differ on my ethical duties (in a proceeding I am not serving as an attorney), my role as Sharon, Norrine and John Nelson's business manager and advisor in these proceedings, and the right I have to speak directly with the Personal Representative of this Prince Estate. While I will leave the legal dispute to you and my counsel Al Silver and Robin Williams, I remain available to try and resolve the outstanding NDA issues that allows SNJ to be advised on important estate business matters.

While I look forward to entering a reasonable NDA, the language of the draft NDA you offer on behalf of Comerica is over-broad and simply inapplicable to me and my individual circumstances given the fact that I possess information and knowledge concerning Prince Rogers Nelson for over a decade -- not a part of these Prince Estate business concerns. I even have my own files related to Prince and my business with him. We were partners at times and I served as his attorney and manager at different points in time at his request.

Rather than not proceed forward as directed by the Court, it seems reasonable to have you respond to each of my comments I provided back in May and allow me the opportunity to respond. Should you or Comerica wish to have a conference call to resolve the matter, we can do so. The adversarial contention and delays communicating with SNJ's business advisors have not been beneficial to the Prince Estate; SNJ and I wish to resolve it today, if possible.

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

EXHIBIT I

Alan I. Silver

From: Cassioppi, Joseph <JCassioppi@fredlaw.com>
Sent: Thursday, October 19, 2017 2:43 PM
To: Alan I. Silver; Robin Ann Williams
Cc: Greiner, Mark
Subject: FW: Comerica's NDA and Communications with SNJ
Attachments: October 16 2017 Letter to Al Silver-c-c.pdf

Al & Robin:

I see that you are copied on your client's email below, but I just wanted to assure you that I do not intend to respond directly to Mr. McMillan absent instructions from you to do so.

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

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Sent: Thursday, October 19, 2017 2:40 PM
To: Cassioppi, Joseph; Aycock, Angela W; Bruce, Andrea
Cc: Alan I. Silver; Robin Ann Williams; Chrystal Matthews; Henry Sherwin; Nathaniel Dahl; Randall Sayers; sharon nelson; Charles F. Spicer Jr.
Subject: Comerica's NDA and Communications with SNJ

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Regards,

Londell

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