

[DO NOT PUBLISH]

IN THE UNITED STATES COURT OF APPEALS  
FOR THE ELEVENTH CIRCUIT

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No. 17-15353  
Non-Argument Calendar

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D.C. Docket No. 8:17-cv-00328-CEH,  
Bkey No. 8:12-bkc-15725-KRM

In Re:

BAMBI ALICIA HERRERA-EDWARDS,

Debtor.

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BAMBI ALICIA HERRERA-EDWARDS  
670 76th Avenue  
St. Pete Beach, FL 33706-1808,

Plaintiff,

DARRYL E. ROUSON,  
AS CURATOR OF THE ESTATE OF BAMBI ALICIA  
HERRERA-EDWARDS,

Interested Party-Appellant,

versus

BERNARD EDWARDS COMPANY, LLC,  
5750 Wilshire Blvd., Suite 590  
Los Angeles, CA 90036-3697,  
JESS S. MORGAN & CO., INC.,

5900 Wilshire Blvd., Suite 2300  
Los Angeles, CA 90036 323-634-2400,

Defendants-Appellees.

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Appeal from the United States District Court  
for the Middle District of Florida

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(August 7, 2018)

Before MARCUS, ROSENBAUM and HULL, Circuit Judges.

PER CURIAM:

This bankruptcy case involves Bambi Alicia Herrera-Edwards (“Herrera-Edwards”), who filed voluntary bankruptcy proceedings in 2012. Herrera-Edwards was married to Bernard Edwards, a well-known singer, songwriter, and producer who died in 1996. After Mr. Edwards’s death, litigation over his estate ensued between (1) his widow, Herrera-Edwards, (2) his former wife, Alexis Edwards, and (3) his six children.

Ultimately, the parties entered into a Settlement Agreement, and a corresponding Co-Publishing Agreement, that divided royalties and compensation from Mr. Edwards’s copyrights and other assets. For years, Herrera-Edwards received a stream of income as a result of these agreements.

But in 2012, Herrera-Edwards filed for bankruptcy. In her bankruptcy petition, Herrera-Edwards asked the bankruptcy court to reject portions of the

Co-Publishing Agreement regarding the administration rights to Mr. Edwards's composition copyrights. Also in the bankruptcy court, Herrera-Edwards filed an adversary proceeding against two defendants: (1) a company owned by Mr. Edwards's children that managed their inherited interests—defendant-appellee Bernard Edwards Company, LLC (the “Edwards Company”)—and (2) Mr. Edwards's business manager—defendant-appellee Jess S. Morgan & Co., Inc. (the “Morgan Company”). In that separate adversary proceeding, Herrera-Edwards sought artist and producer royalties from Mr. Edwards's copyrights and challenged a perpetual fee paid to the Morgan Company.

After a bench trial, the bankruptcy court issued its findings of fact and conclusions of law, which granted the defendants' motion for judgment on partial findings and denied Herrera-Edwards's motion to reject portions of the Co-Publishing Agreement. Herrera-Edwards then moved the bankruptcy court to amend its findings of fact or, alternatively, to grant a new trial, but the bankruptcy court denied her motion.

Herrera-Edwards appealed the bankruptcy court's rulings. Between oral argument in the district court and the entry of the district court's order (now on appeal), Herrera-Edwards died, and Darryl E. Rouson was appointed as curator of her estate. For the sake of simplicity, however, we address the appellant as Herrera-Edwards throughout this opinion.

On appeal, the district court affirmed the bankruptcy court’s rulings. After careful review, we affirm the district court’s rulings.

## I. BACKGROUND

These disputes center on what interests Herrera-Edwards, and now her estate, obtained from the probate of her late husband Bernard Edwards’s estate. Herrera-Edwards was represented by counsel at all times relevant to this action.

### A. Bernard Edwards and his Music Career

Bernard Edwards co-founded the disco and funk band Chic. Mr. Edwards coauthored, performed, and produced many popular songs, including “Dance, Dance, Dance,” “Everybody Dance,” “Le Freak,” and “We Are Family.” Mr. Edwards had an ownership interest in the copyrights for the compositions he coauthored and received songwriter royalties for their use (“composition copyrights”). Mr. Edwards also received artist and producer royalties for performing and producing copyrighted sound recordings of these compositions (“recording copyrights”). Although Mr. Edwards received royalties for his role in making these sound recordings, he did not own their recording copyrights. Rather, a recording company—in this case, Atlantic Records—owned the recording copyrights related to Mr. Edwards’s compositions.

Based on trial testimony in the bankruptcy court, songwriter royalties are paid whenever the words of a song are used, whether by performance or some

other medium. Separately, artist and producer royalties are paid largely based on the number of record sales for a particular recording. Consequently, when a publishing company wants to use a recorded song, it has to buy two licenses—one for the composition itself and one for the audio recording. The respective parties are paid accordingly.

At some point during his career, Mr. Edwards hired Wallace Franson and Franson's firm, the Morgan Company, to manage his business affairs.

Mr. Edwards and Franson orally agreed that, while Mr. Edwards was a client, the Morgan Company would be compensated at 5% of Edwards's gross income.

#### **B. Bernard Edwards's Death and Probate**

On April 18, 1996, Mr. Edwards died. Mr. Edwards was survived by his six children from a former marriage, his ex-wife Alexis Edwards, and his then-wife, appellant Herrera-Edwards. Mr. Edwards's last will and testament named his six children as beneficiaries, established trusts in their names, appointed Franson as executor and trustee, and authorized Franson to substitute the Morgan Company as executor or trustee at his discretion.

Mr. Edwards's last will also disinherited appellant Herrera-Edwards, stating: "I [Bernard Edwards] have intentionally and with full knowledge omitted to provide herein for my wife [Herrera-Edwards]." But, under Connecticut law, a surviving spouse, like Herrera-Edwards, has a statutory right to "a life estate of

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