

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, state bar number, and address): (310) 470-6010 Paul Gordon Hoffman, Esq., SBN 71243 Jeryll S. Cohen, Esq., SBN 125392 HOFFMAN, SABBAN & WATENMAKER, APC 10880 Wilshire Blvd., Suite 2200 Los Angeles, CA 90024		TELEPHONE AND FAX NOS.: (310) 470-6735	FOR COURT USE ONLY FILED LOS ANGELES SUPERIOR COURT JUL 13 2009 JOHN A. CLARKE, CLERK <i>John A. Clarke</i> BY C.L. GINES, DEPUTY
ATTORNEY FOR (Name): John Branca and John McClain SUPERIOR COURT OF CALIFORNIA, COUNTY OF Los Angeles STREET ADDRESS: 111 North Hill Street MAILING ADDRESS: Same as above CITY AND ZIP CODE: Los Angeles, CA 90012 BRANCH NAME: CENTRAL DISTRICT		DECEDENT CASE NUMBER: BP117321	
ESTATE OF (Name): MICHAEL JOSEPH JACKSON, Deceased		ORDER FOR PROBATE ORDER APPOINTING <input type="checkbox"/> Executor <input type="checkbox"/> Administrator with Will Annexed <input type="checkbox"/> Administrator <input checked="" type="checkbox"/> Special Administrator <input type="checkbox"/> Order Authorizing Independent Administration of Estate <input type="checkbox"/> with full authority <input type="checkbox"/> with limited authority	
WARNING: THIS APPOINTMENT IS NOT EFFECTIVE UNTIL LETTERS HAVE ISSUED.			

1. Date of hearing: July 6, 2009 Time: 8:30 A.M. Dept./Room: 5 Judge: Michell L. Beckloff

THE COURT FINDS

2. a. All notices required by law have been given.
 b. Decedent died on (date): June 25, 2009
 (1) a resident of the California county named above.
 (2) a nonresident of California and left an estate in the county named above.
 c. Decedent died
 (1) Intestate
 (2) testate
 and decedent's will dated: July 2, 2002 and each codicil dated:
 was admitted to probate by Minuta Order on (date):

THE COURT ORDERS

3. (Name): John Branca and John McClain is appointed personal representative:
 a. executor of the decedent's will
 b. administrator with will annexed
 c. administrator
 d. special administrators
 (1) with general powers
 (2) with special powers as specified in Attachment 3d(2)
 (3) without notice of hearing
 (4) letters will expire on (date): 8-3-09

- and letters shall issue on qualification.
 4. a. Full Authority is granted to administer the estate under the Independent Administration of Estates Act.
 b. Limited authority is granted to administer the estate under the Independent Administration of Estates Act (there is no authority, without court supervision, to (1) sell or exchange real property or (2) grant an option to purchase real property or (3) borrow money with the loan secured by an encumbrance upon real property).
 5. a. Bond is not required.
 b. Bond is fixed at: \$ 1,000,000.00 to be furnished by an authorized surety company or as otherwise provided by law.
 c. Deposits of: \$ are ordered to be placed in a blocked account at (specify institution and location): and receipts shall be filed. No withdrawals shall be made without a court order. Additional orders in Attachment 5c.
 d. The personal representative is not authorized to take possession of money or any other property without a specific court order.
 6. (Name): Is appointed probate referee.

Date: _____ JUDGE OF THE SUPERIOR COURT

 SIGNATURE FOLLOWS LAST ATTACHMENT

7. Number of pages attached: 3

Form Approved by the
 Judicial Council of California
 DE-140 (Rev. January 1, 1998)
 Mandatory Use (1/1/2003)

ORDER FOR PROBATE

Legal Solutions & Plus

Probate Code, §§ 8005, 8400

Petition for Letters of Special Administrator filed by Katherine Esther Jackson is denied without prejudice.

Court grants the Petition for Special Letters of Administration appointing the named executors in the will, John Branca and John McClaine, as special administrators, with a bond of \$1,000,000.00, with the following powers:

The power to obtain all documents and records relating to Michael Jackson, his entities, the estate and its assets, whether held in Mr. Jackson's name or in the name of another, including but not limited to all contracts, information relating to credit cards, bank statements, receivables, and estate planning documents.

The power to contract for the estate and perform outstanding contracts and thereby bind the estate, including entering into, asserting or waiving confidentiality agreements. Specifically, the special administrators may negotiate with AEG to reach an agreement to be of benefit to the estate. Any agreement is subject to court approval.

The power to operate at the risk of the estate a business constituting an asset of the estate. Any new business is subject to court approval.

The power to negotiate and enter into agreements in all areas of the entertainment industry including agreements relating to records, music, publishing, television, pay for view, theatrical, and use of the decedent's performances, name and likeness and merchandising. Any new business is subject to court approval.

The power to take all actions to secure and recover the decedent's physical assets, including the power to enter and take possession and control of all such

BP117321 105 MICHAEL JOSEPH JACKSON-Estate 07/06/09
Order Appointing Special Administrator
Attachment 3.d.(2)

assets wherever located, and to employ security guards and obtain secure storage facilities for such assets.

The power to take all actions to secure the decedent's liquid assets, including but not limited to, the power to cancel all credit cards.

The power to commence and maintain litigation and participate in litigation with respect to which the decedent was a party or had an interest, and the power to retain counsel and experts, and to pay the same from the estate; subject to court's approval of attorney's fees. Court's approval is required for the settlement of claims and actions to which the estate is a party.

The power to engage in activities relating to copyrights and music publishing and dealing with licenses and domestic and foreign organizations dealing with music publishing such as BMI, ASCAP, and the Harry Fox Agency. Any new agreements are subject to court approval.

The power to engage in activities relating to recorded music assets (including audio and audio-visual assets) such as music videos, with any new agreements subject to court approval.

Where failure to do so would otherwise result in immediate loss to the estate or give rise to contractual or other defaults, the power to pay, compromise, arbitrate or otherwise adjust claims against the decedent, including but not limited, to pay the interest due or all or any part of an obligation secured by a mortgage, lien, or deed of trust on property in the estate and to pay interest not yet accrued as it becomes due.

The authority to hire third parties with particular areas of expertise including personal managers, accountants, attorneys, investment counsel, agents, depositories and employees and to pay expenses. Third party fees are subject to court approval.

The authority to modify existing agreements, subject to court approval.

The power to register and take actions with respect to statutory rights of publicity. Any new agreements are subject to court approval.

The power and authority to conduct or arrange for audits of third parties. Fees for auditors are subject to court approval.

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Page 3 of 4

The power to perform any and all acts with respect to local, state and federal tax liabilities of the decedent and the estate including the power to receive and inspect confidential tax information, receive, and endorse or cash refund checks; sign any and all tax returns, whether income, corporate, employment, partnership or otherwise; execute a Form 2848 (power of attorney); represent the estate and related entities before all taxing authorities; participate in audits; exercise the right of the estate and related entities to protest and appeal assessments; pay amounts due to the appropriate taxing authority; execute waivers, tax returns, consents, closing agreements, and similar documents related to the tax liability of the decedent and the estate and related entities; participate in all procedural matters connected with the tax liability of the estate and related entities; exercise any elections that may be available to the estate and related entities under applicable state or federal law or regulations; to substitute another representative; to request disclosure of tax returns or return information to a third party.

There are to be no releases of liability by the estate with any entity or person without court approval.

APPROVED AS TO FORM AND CONTENT:

ROSENFELD MEYER & SUSMAN, LLP

DEWEY & LEBORUF

By:

Burt A. Levitch, Attorneys for
Katherine Esther Jackson and
Joseph Walter Jackson

By:

Dean Hansell/John E. Schreiber
Attorneys for
Katherine Esther Jackson and
Joseph Walter Jackson

STATE OF CALIFORNIA
DEPARTMENT OF JUSTICE
OFFICE OF THE ATTORNEY GENERAL

By:

Joseph Zimring
Deputy Attorney General

IT IS SO ORDERED.

DATED: JUL 13 2009

Mitchell Beckloff
HON. MITCHELL L. BECKLOFF, JUDGE
LOS ANGELES SUPERIOR COURT
mfb

07/06/2009

MICHAEL JOSEPH JACKSON-Estate

BP117321

105

Page 4 of 4

ORIGINAL

1 PAUL GORDON HOFFMAN, ESQ. (SBN: 71243)
2 JERYLL S. COHEN, ESQ. (SBN: 125392)
3 HOFFMAN, SABBAN & WATENMAKER
4 A Professional Corporation
5 10880 Wilshire Boulevard, Suite 2200
6 Los Angeles, California 90024
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8 Facsimile No.: (310) 470-6735
9 E-Mail: paul@hswlaw.com * jcohen@hswlaw.com

FILED
LOS ANGELES SUPERIOR COURT

JUL 13 2009
JOHN A. CLARKE, CLERK
BY C.L. GINES, DEPUTY

10 Attorneys for Petitioners, JOHN BRANCA
11 and JOHN McCLAIN

12 SUPERIOR COURT OF CALIFORNIA
13 COUNTY OF LOS ANGELES, CENTRAL DISTRICT

14 Estate of
15 MICHAEL JOSEPH JACKSON,
16 Deceased.

17 Case No. BP 117321
18 EX PARTE APPLICATION FOR
19 ISSUANCE OF ORDER APPOINTING
20 SPECIAL ADMINISTRATORS JOHN
21 BRANCA AND JOHN McCLAIN;
22 DECLARATION OF PAUL GORDON
23 HOFFMAN IN SUPPORT THEREOF

24 PAUL GORDON HOFFMAN of HOFFMAN, SABBAN & WATENMAKER,
25 attorneys for the named Executors under the Will of MICHAEL
26 JOSEPH JACKSON, respectfully submits his Ex Parte Application for
27 Issuance of Order Appointing Special Administrators John Branca
28 and John McClain.

1. On July 6, 2009, this Court held a hearing on
competing petitions for appointment of special administrator of
the Estate of Michael Joseph Jackson (the "Estate"). One such
petition (the "McClain/Branca Petition") was filed by John
McClain and John Branca (collectively, "McClain and Branca").
Another petition (the "Jackson Petition") was filed by Joseph
Walter Jackson and Katherine Esther Jackson (collectively,
"Jacksons"). This Court granted the McClain/Branca Petition and

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CLERK
JUL 13 2009
LOS ANGELES
SUPERIOR COURT
BP 117321

HOFFMAN
SABBAN &
WATENMAKER

1 appointed McClain and Branca as the Co-Special Administrators of
2 the Estate, over-ruling the objections filed by the Katherine
3 Esther Jackson and denying the Jackson Petition.

4 2. Since shortly after the hearing on July 6, the Parties
5 have attempted to come to agreement on the language of the Order
6 appointing McClain and Branca Special Administrators (the
7 "McClain/Branca Proposed Order"). Declaration of Paul Gordon
8 Hoffman ("Hoffman Declaration"), paras. 2-8. The McClain/Branca
9 Proposed Order incorporates this Court's Minute Order in this
10 matter dated July 6, 2009, verbatim.

11 3. The McClain/Branca Proposed Order was circulated to the
12 Attorney General and counsel for the Jacksons on July 10, 2009.
13 Hoffman Declaration, para. 4.

14 4. On behalf of the California Attorney General, Joseph
15 Zimring ("Mr. Zimring") has stated that he has no objection to
16 the Proposed Order. Hoffman Declaration, para. 5.

17 5. Counsel for the Jacksons, however, have demanded that an
18 order appointing McClain and Branca as Special Administrators
19 must require that McClain and Branca "consult" with counsel for
20 the Jacksons and the California Attorney General before McClain
21 and Branca may bring an ex parte petition. Hoffman Declaration,
22 para. 3 and 6.

23 7. One week has passed since the Hearing on the two
24 Petitions for Appointment of Special Administrator, and the
25 numerous urgent matters in this Estate have become increasingly
26 urgent. Hoffman Declaration, para. 10.

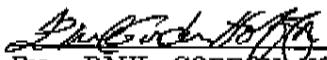
27 8. McClain and Branca believe that it is in the best
28 interest of this Estate for the McClain/Branca Proposed Order be

1 issued by this Court before the Estate suffers further harm, and
2 respectfully request that this Court issue the McClain/Branca
3 Proposed Order without further delay.

4 9. Notice was given of this Ex Parte Application as set
5 forth in the Hoffman Declaration, at paragraph 4.

6
7 Dated: 7-13-09

HOFFMAN SABBAN & WATENMAKER
Paul Gordon Hoffman, Esq.
Jeryll S. Cohen, Esq.


By: PAUL GORDON HOFFMAN
Attorneys for Petitioners,
JOHN BRANCA and JOHN McCLAIN

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DECLARATION OF PAUL GORDON HOFFMAN

I am an attorney licensed to practice law in the State of California and am a partner at the law firm of Hoffman, Sabban & Watenmaker, APC ("HSW"), counsel of record for John Branca ("Mr. Branca") and John McClain ("Mr. McClain"). Except as otherwise stated, the statements contained herein are based on my personal knowledge and experience. If called as a witness, I could and would testify competently to those facts.

1. On July 6, 2009, this Court held a hearing on competing petitions for appointment of special administrator of the Estate of Michael Joseph Jackson (the "Estate"). One such petition (the "McClain/Branca Petition") was filed by John McClain and John Branca (collectively, "McClain and Branca"). Another petition (the "Jackson Petition") was filed by Joseph Walter Jackson and Katherine Esther Jackson (collectively, the "Jacksons"). Counsel for McClain and Branca and counsel for the Jacksons appeared at the hearing. After a lengthy hearing and extensive argument about various issues, including the powers to be granted to the Special Administrators, this Court granted the McClain/Branca Petition and appointed McClain and Branca as the Co-Special Administrators of the Estate, over-ruling the objections filed by Katherine Esther Jackson and denying the Jackson Petition.

2. Upon receiving the rough transcript of the July 6th hearing from the Court reporter, HSW drafted a proposed order. Out of respect for the Jackson family, we waited to forward the proposed order until after the conclusion of the memorial service

1 and related events which occurred on July 7, 2009. I forwarded
2 the proposed order to counsel for the Jacksons on the evening of
3 July 7, 2009. A true and correct copy of the text of my email
4 correspondence to Mr. Levitch, not including the copy of the
5 rough transcript also sent to Mr. Levitch, is attached as Exhibit
6 "A" and incorporated by this reference.

7 3. Thereafter, HSW and counsel for the Jacksons
8 engaged in extensive negotiations with respect to the Special
9 Administrators' ability to seek Court approval on an expedited ex
10 parte basis, of proposed actions which this Court ordered require
11 court approval. Both sides agreed that the Special
12 Administrators were required to give sufficient notice to
13 Katherine Jackson and the Attorney General prior to an ex parte
14 hearing such that they could make a meaningful objection.
15 However, counsel for the Jacksons insisted that the Order impose
16 another condition on the Special Administrators' ability to seek
17 court approval: that the Special Administrators "consult" with
18 Katherine Jackson and the California Attorney General before
19 bringing any ex parte petition. Specifically, counsel for the
20 Jacksons demanded that the Order provide that the following
21 condition be placed upon the Special Administrators' ability to
22 proceed on an ex parte basis:

23 For any action requiring Court approval, the parties
24 may proceed on an expedited ex parte basis, provided
25 that the Special Administrators have consulted with and
26 given sufficient notice to Katherine Jackson and the
27 California Attorney General so that either can make a
28 meaningful objection to the proposed action.

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See email from Burt Levitch to Jeryll S. Cohen, Alan S. Watenmaker and myself dated July 8, 2009, a true and correct copy of which is attached to this Declaration as Exhibit "B" and incorporated by this reference.

4. On July 9, 2009, HSW received a copy of and reviewed this Court's detailed minute order. In order to avoid further controversy regarding the wording of the order, on July 10, 2009 at approximately 9:45 a.m., HSW forwarded to counsel for the Jacksons and Mr. Zimring of the Attorney General's office a copy of the Court's minute order and suggested that the Court's minute order be used verbatim. A true and correct copy of HSW's email communication is attached to this Declaration as Exhibit "C" and incorporated by this reference. HSW also gave notice to the recipients of the email that if HSW did not receive a sign off on the proposed order, counsel for McClain and Branca would be appearing ex parte before this Court on Monday, July 13th to request that the Court sign the proposed order. HSW prepared such a proposed order and forwarded it to counsel for the Jacksons and Mr. Zimring of the Attorney General's office (the "McClain/Branca Proposed Order"). A true and correct copy of HSW's email correspondence and the McClain/Branca Proposed Order is attached to this Declaration as Exhibit "D" and incorporated by this reference.

5. On July 10, 2009, at approximately 1:43 p.m., HSW received an email communication from Mr. Zimring indicating that the Attorney General's Office had no objection to the

1 McClain/Branca Proposed Order as proposed and did not plan to
 2 appear on July 13. A true and correct copy of the email from Mr.
 3 Zimring is attached to this Declaration as Exhibit "E" and
 4 incorporated by this reference. Ms. Cohen of our office also
 5 spoke to Mr. Zimring. He confirmed that the Attorney General's
 6 office had no objection to the McClain/Branca Proposed Order and
 7 that we were authorized to convey that to this Court, but he did
 8 not think it necessary or appropriate for the Attorney General's
 9 office to sign the proposed order.

10 6. Negotiations with counsel for the Jacksons
 11 continued throughout the day of July 9, 2009 and over the
 12 weekend. As late as 4:10 p.m., Sunday, July 12th, one of the
 13 attorneys for the Jacksons sent an email to Howard Weitzman (one
 14 of the attorneys for the Special Administrators) stating that it
 15 was his intent to have the order reflect that Katherine Jackson
 16 should be treated like a third Trustee and that counsel for the
 17 Jacksons would appear on July 13 and submit a competing proposed
 18 order that would reflect this position.

19 7. Although counsel for McClain and Branca and counsel
 20 for the Attorney General's office have reached agreement with
 21 respect to the proposed order, despite extensive efforts to reach
 22 agreement, HSW has been unable to reach an agreement with counsel
 23 for the Jacksons. We therefore request that the Court sign the
 24 McClain/Branca Proposed order, a copy of which is attached to
 25 this Declaration as Exhibit "F" which incorporates the Court's
 26 minute order verbatim.

27 8. Throughout the period since the July 6 hearing,
 28 Messrs. McClain and Branca and their business counsel have

McClain

1 provided counsel for the Jacksons with voluminous and continuous
 2 information on the business opportunities being presented, and
 3 their responses or intended responses. Counsel for the Jacksons
 4 have stated that they were pleased with the information being
 5 provided, and that their objections were not predicated on the
 6 actual provision of information, but rather on the lack of a
 7 formal role for Katherine Jackson or a court ordered requirement
 8 that the information be provided.

9 9. The Jacksons' demand for a position similar to a
 10 co-administrator in the decision making was thoroughly vetted in
 11 argument at the July 6th hearing. The Court stated as follows:

12 THE COURT: I THINK THIS IS THE WAY I VIEW IT BY ANALOGY, FULL
 13 IAEA AUTHORITY. AND LET'S SAY YOU GO OUT TO SELL A PIECE OF
 14 REAL PROPERTY, AND YOU GIVE YOUR NOTICE OF INTENDED ACTION,
 15 AND THAT BENEFICIARY RECEIVES IT AND THEN OBJECTS, AND THEN
 16 YOU COME INTO COURT FOR THAT PROCESS, I ENVISION IT AS WE HAVE
 17 A CONTRACT HERE. HERE'S WHAT WE'RE -- IT COULD BE, HERE'S WHAT
 18 WE'RE THINKING ABOUT. WHAT DO YOU THINK? AND YOU GET THEIR
 19 INPUT AND THEIR PARTICIPATION. OR IT COULD BE, HERE'S THE
 20 CONTRACT. HERE'S WHY WE THINK IT'S A GOOD DEAL. WHAT DO YOU
 21 THINK? BUT I DID NOT APPOINT KATHERINE JACKSON AS A
 22 COADMINISTRATOR.

23 Transcript, 40:12-23 [emphasis added].

24 THE COURT: OKAY. MR. HANSELL, I AGREE WITH YOU. THE MORE
 25 INFORMATION YOU ALL HAVE, THE MORE THAT YOU'RE INVOLVED, I
 26 GUESS THE MORE YOU WILL FEEL LIKE YOU HAVE COMPLETE
 27 INFORMATION FOR PURPOSES OF SAYING WE AGREE OR WE DON'T AGREE.
 28 BUT I'M NOT TELLING THEM WHAT THEY HAVE TO DO TO DO THEIR JOB.

Transcript, 42: 1-6 [emphasis added].

THE COURT: OKAY. I'M JUST GOING TO BE CLEAR.

MR. BRANCA, MR. MCCLAIN ARE FOR NOW FOR THE NEXT MONTH AT THE
 HELM OF THE SHIP. IF THEY WANT TO CONDUCT BUSINESS WITH AEG
 AND MINIMIZE LOSS TO THE ESTATE BECAUSE IT IS NECESSARY FOR
 LOSS TO THE ESTATE, I AM MORE THAN WILLING TO ON AN EXPEDITED
 BASIS APPROVE A CONTRACT BECAUSE THEY'RE SPECIAL
 ADMINISTRATORS. HOWEVER, EVERYBODY WILL NEED TO GET NOTICE OF
 WHAT THAT AGREEMENT IS.

1 Transcript, 42:20-28. The pertinent pages of the Transcript of
2 the Hearing on July 6, 2009 are attached as Exhibit "G."

3
4 10. There are numerous pressing matters that require
5 immediate attention as referenced in the McClain/Branca Petition
6 and discussed at the July 6th hearing. Counsel has available and
7 will file with the Court upon request a detailed listing of
8 matters that require immediate attention. It is therefore
9 necessary that the Order Appointing the Special Administrators be
10 entered and Letters of Special Administration be issued
11 immediately so that McClain and Branca can begin to take the
12 actions necessary to preserve the assets of the Estate and
13 address the needs of the Decedent's minor children.

14 Executed on July 6, 2009, at Los Angeles, California. I
15 declare under penalty of perjury of the laws of the State of
16 California that the foregoing is true and correct.
17

18
19 
20 _____
21 PAUL GORDON HOFFMAN

SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES
 Department LA 5 07/06/2009

Court Convened at: 0830AM

Honorable Mitchell L. Beckloff
 M. Manskar, Deputy Sheriff M. Dewey, Deputy Court Clerk
 Elizabeth Virgoc, CSR 11732, Reporter

BP-117321 104 JACKSON, MICHAEL JOSEPH - DECEDENT

LETTER OF SPECIAL ADMINISTRATION Letters of Administr

Petitioner(s): Jackson, Katherine Esther Jackson, Joseph Walter *John E. Schreiber ✓*

Attorney(s): Levitch, Burt, Attorney at Law ✓ *Dean Hansell ✓*
Alan Watenmaker ✓

Continuance Number: _____ Continuance From: _____ *Howard Weitzman*

Last Date Changed: 7/2/2009 12:38:46PM *Terry Cohen ✓*
Joseph Zimring ✓ Last Note Changed By: SRILEY *Paul Gordon Hoffman ✓*

To clear probate notes "filed documents" must be submitted to Rm 258, within time frames set forth in Rule 10.3 of LASC Rules. You may contact the Probate Attorney whose E-Mail address appears at the end of these notes, subject to compliance with all conditions governing the use of Interactive E-Mail. E-mail Rules are available in Rm 258 and on the Court's web site at www.LASuperiorCourt.org.

PRIOR ORDERS: per order dated 6/29/09 special letters, w/bond 500,000 & w/special powers to expire 7/6/09 granted & other requests set over to 7/6/09

SUMMARY:

Petrs are parents requesting apptnt of Petr Katherine Esther Jackson
 Petr Katherine Esther Jackson is temp gdn of the person of the decd's minor children

MATTERS TO CLEAR:

a. have special letters issued?

RELIEF:

1. JTD apptnt/extend special letters
2. JTD Powers per attach 3f including PC 8455(a) and addl power per PC 8544(b)(2)

3. JTD full IAEA
4. JTD waive bond

PA's COMMENTS: see 2nd petn for apptnt of special admin at #105 o/w TTT
 SRR 7/2/09

MINUTE ORDER

<input type="checkbox"/> Granted	<input checked="" type="checkbox"/> Denied Without Prejudice	<input type="checkbox"/> Completed	<input type="checkbox"/> Confined to _____	<input type="checkbox"/> Submitted	<input type="checkbox"/> Off-calendar
<input type="checkbox"/> As Supplemental	<input type="checkbox"/> Person and Estate	<input type="checkbox"/> No Bond	<input type="checkbox"/> Bond of \$ _____ Additional _____	<input type="checkbox"/> Will and _____	<input type="checkbox"/> Cattle(s) Admitted
<input type="checkbox"/> Full/limited/No IAEA	<input type="checkbox"/> Lacks Medical Capacity and Volting Capacity	<input type="checkbox"/> PC 2351.5 powers granted	<input type="checkbox"/> Fee Granted in the Amount of \$ _____	<input type="checkbox"/> Cause/Estate	
<input type="checkbox"/> Denies Powers Granted	<input type="checkbox"/> Medical and Placement	<input type="checkbox"/> Parties stipulate to Judge Pro Tem- written	<input type="checkbox"/> Supplemental Probate Investigator/DCPS Report Ordered	<input type="checkbox"/> Give Notice Waived	<input type="checkbox"/> Bond Exonerated
<input type="checkbox"/> Court has Read and Considered/Approved Report	<input type="checkbox"/> Appearance of Minor(s)/council waived for next hearing	<input type="checkbox"/> Court Investigation/DCPS/Regional Center Report is placed in the Confidential Envelope/ is admitted into evidence as Court's Exhibit I and sealed	<input type="checkbox"/> No further review required		
<input type="checkbox"/> PVP/Attorney/Clerk/Party Ordered Back/Discharged/As Prayed	<input type="checkbox"/> Re: If proof of deposit to a blocked account filed	<input type="checkbox"/> PVP Appointed/Resigned/Discharged			
<input type="checkbox"/> New Citation to Issue Personal Service	<input type="checkbox"/> Commission: _____ Title: _____				
<input type="checkbox"/> Confirmed for \$ _____					
<input type="checkbox"/> Time to Administrator Estate / Special/Temporary Letters Extended/Granted to _____					
<input type="checkbox"/> Accounting to be filed by _____ and Set for Hearing on / Status on Accounting/Status Hearing is Set for _____					

RECOMMENDED DISPOSITION:

Order to be Prepared By: _____

Clerk: _____ Attorney: _____

07/06/2009

RELATED ITEMS: #105 RELATED CASE #103 BP 117319

JACKSON, MICHAEL JOSEPH - DECEDENT

LA 5

BP-117321

104

SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES

Department LA 5 07/06/2009

Court Convened at: 0830AM

Honorable Mitchell L. Beckloff
M. Manskar, Deputy Sheriff

M. Dewey, Deputy Court Clerk
Elizabeth Virgoe, CSR 11732, Reporter

BP-117321 105 MICHAEL JOSEPH JACKSON

DECEDENT'S ESTATE

PETITION FOR SPECIAL LETTERS OF ADMINISTRATION

Petitioner(s): ✓ BRANCA, JOHN AND MCCLAIN, JOHN NP

Attorney(s): HOFFMAN, PAUL GORDON ✓

Continuance Number: Continuation From:

Last Date Changed: 7/2/2009 2:45:50PM

Howard Wasserman ✓
Alan Watermaker ✓
Jeryll S. Cohen ✓
Dean Hansell ✓
John E. Schreiber ✓
Burt Zevitch ✓
Joseph Zimmerman ✓
Last Note Changed By: SRILEY

To clear probate notes "filed documents" must be submitted to Rm 258, within time frames set forth in Rule 10.3 of LASC Rules. You may contact the Probate Attorney whose E-Mail address appears at the end of these notes, subject to compliance with all conditions governing the use of Interactive E-Mail. E-mail Rules are available in Rm 258 and on the Court's web site at www.LASuperiorCourt.org.

PRIOR ORDERS: ex parte presentation of petn denied & hrng set for 7/6/09

SUMMARY:

petns are 2 of 3 named co-exrs w/ declination filed by 3d named exr

MATTERS TO CLEAR:

a. no ntes (?) including AG

RELIEF:

1. JTD ntes suff?
2. JTD apptmt per attach 3(f) including PC 8453(a) & addl powers per PC 8544(b)
3. JTD bond - will waives bond - alleges value of estate is undetermined

Bond set at \$1,000,000.00

PA's COMMENTS: See 2nd petn for apptmt at #104 o/w T/T
SRR 7/6/09

*For further orders,
refer to pages 2, 3, 4*

as reflected herein

MINUTE ORDER

<input checked="" type="checkbox"/> Granted	<input type="checkbox"/> Depled Without Prejudice	<input type="checkbox"/> Completed	<input type="checkbox"/> Continued to <u>1,000,000.00</u>	<input type="checkbox"/> Submitted	<input type="checkbox"/> Out-standg
<input type="checkbox"/> As Supplemented	<input type="checkbox"/> Person and Estate	<input type="checkbox"/> No Bond	<input checked="" type="checkbox"/> Bond of \$ <u>1,000,000.00</u>	<input type="checkbox"/> Will and Codicil(s) Admitted	
<input type="checkbox"/> Full/Unsettled/No JARA	<input type="checkbox"/> Lacks Medical Capacity and Voling Capacity	<input type="checkbox"/> PC 2561.5 powers granted	<input type="checkbox"/> Petn Granted in the Amount of \$ _____	<input type="checkbox"/> County/Estate _____	
<input type="checkbox"/> Harmonic Powers Granted	<input type="checkbox"/> Medical and Placement	<input type="checkbox"/> Parties attempt to Judge Pre Term-written	<input type="checkbox"/> Supplemental Probate Investigator/DCFS Report Ordered	<input type="checkbox"/> Bond Exonerated	
<input type="checkbox"/> Court has Read and Considered/Approved Report	<input type="checkbox"/> PC 2561.5 powers granted	<input type="checkbox"/> Appearance of Misports/Retained waived for next hearing	<input type="checkbox"/> No further review required		
<input type="checkbox"/> Court Investigation/DCFS Regional Center Report is placed in the Confidential Envelope(s) is admitted into evidence as Court's Exhibit 1 and sealed	<input type="checkbox"/> Appearance of Misports/Retained waived for next hearing	<input type="checkbox"/> PVP Appointed/Resigned/Discharged			
<input type="checkbox"/> PVP/Attorney/Cited/Party Ordered Back/Discharged/As Prayed	<input type="checkbox"/> Appearance of Misports/Retained waived for next hearing				
<input type="checkbox"/> New Clipping to Issue/personal service	<input type="checkbox"/> Ret. If proof of deposit to a blocked account filed				
<input type="checkbox"/> Committed for \$ _____, Commission _____, Title _____					
<input checked="" type="checkbox"/> Petn for Administration/Probate // Special/Temporary Letters Intended/Granted to <u>8-3-09</u>					
<input type="checkbox"/> Accounting to be filed by _____ and Set for Hearing on // Status re: Accounting/Status Hearing is Set for _____					

RECOMMENDED DISPOSITION:

Order to be Prepared By:

Clerk: _____ Attorney: **X**

07/06/2009

RELATED ITEMS:

MICHAEL JOSEPH JACKSON

LA 5

BP-117321

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Matter is called for hearing with counsel present as reflected herein.

Court vacates the finding that decedent died intestate at item 2C1 of the Order for Probate filed June 29, 2009. The court is not finding today that decedent died testate.

After hearing argument and considering pursuant to PC 8451(b) the Supplement to Opposition of Katherine Esther Jackson to (1) Petition for Letters of Special Administration Seeking the Appolntment of John McClain and John Branca as Special Administrators of the Estate of Michael Joseph Jackson, and (2) Motion to Vacate the Order Appointing Katherine Jackson Sepcial Administrator, filed July 6, 2009, the court makes the following orders:

Petition for Letters of Special Administrator filed by Katherine Esther Jackson is denied without prejudice.

Court grants the Petition for Special Letters of Administration appointing the named executors in the will, John Branca and John McClaine, as special administrators, with a bond of \$1,000,000.00, with the following powers:

The power to obtain all documents and records relating to Michael Jackson, his entities, the estate and its assets, whether held in Mr. Jackson's name or in the name of another, including but not limited to all contracts, information relating to credit cards, bank statements, receivables, and estate planning documents.

The power to contract for the estate and perform outstanding contracts and thereby bind the estate, including entering into, asserting or waiving confidentiality agreements. Specifically, the special administrators may negotiate with AEG to reach an agreement to be of benefit to the estate. Any agreement is subject to court approval.

The power to operate at the risk of the estate a business constituting an asset of the estate. Any new business is subject to court approval.

The power to negotiate and enter into agreements in all areas of the entertainment industry including agreements relating to records, music, publishing, television, pay for view, theatrical, and use of the decedent's performances, name and likeness and merchandising. Any new business is subject to court approval.

The power to take all actions to secure and recover the decedent's physical assets, including the power to enter and take possession and control of all such

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assets wherever located, and to employ security guards and obtain secure storage facilities for such assets.

The power to take all actions to secure the decedent's liquid assets, including but not limited to, the power to cancel all credit cards.

The power to commence and maintain litigation and participate in litigation with respect to which the decedent was a party or had an interest, and the power to retain counsel and experts, and to pay the same from the estate; subject to court's approval of attorney's fees. Court's approval is required for the settlement of claims and actions to which the estate is a party.

The power to engage in activities relating to copyrights and music publishing and dealing with licenses and domestic and foreign organizations dealing with music publishing such as BMI, ASCAP, and the Harry Fox Agency. Any new agreements are subject to court approval.

The power to engage in activities relating to recorded music assets (including audio and audio-visual assets) such as music videos, with any new agreements subject to court approval.

Where failure to do so would otherwise result in immediate loss to the estate or give rise to contractual or other defaults, the power to pay, compromise, arbitrate or otherwise adjust claims against the decedent, including but not limited, to pay the interest due or all or any part of an obligation secured by a mortgage, lien, or deed of trust on property in the estate and to pay interest not yet accrued as it becomes due.

The authority to hire third parties with particular areas of expertise including personal managers, accountants, attorneys, investment counsel, agents, depositories and employees and to pay expenses. Third party fees are subject to court approval.

The authority to modify existing agreements, subject to court approval.

The power to register and take actions with respect to statutory rights of publicity. Any new agreements are subject to court approval.

The power and authority to conduct or arrange for audits of third parties. Fees for auditors are subject to court approval.

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The power to perform any and all acts with respect to local, state and federal tax liabilities of the decedent and the estate including the power to receive and inspect confidential tax information, receive, and endorse or cash refund checks; sign any and all tax returns, whether income, corporate, employment, partnership or otherwise; execute a Form 2848 (power of attorney); represent the estate and related entities before all taxing authorities; participate in audits; exercise the right of the estate and related entities to protest and appeal assessments; pay amounts due to the appropriate taxing authority; execute waivers, tax returns, consents, closing agreements, and similar documents related to the tax liability of the decedent and the estate and related entities; participate in all procedural matters connected with the tax liability of the estate and related entities; exercise any elections that may be available to the estate and related entities under applicable state or federal law or regulations; to substitute another representative; to request disclosure of tax returns or return information to a third party.

There are to be no releases of liability by the estate with any entity or person without court approval.

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SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF LOS ANGELES

DEPARTMENT NO. 5

HON. MITCHELL L. BECKLOFF, JUDGE

ESTATE OF

MICHAEL JOSEPH JACKSON
AKA MICHAEL JACKSON,

DECEDENT.

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) NO. BP117321
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REPORTER'S TRANSCRIPT OF PROCEEDINGS

JULY 6, 2009

APPEARANCES:

ATTORNEYS FOR KATHERINE ESTHER JACKSON:

ROSENFELD, MEYER & SUSMAN, LLP
BY: BURT LEVITCH, ESQ.
9601 WILSHIRE BOULEVARD
SUITE 710
BEVERLY HILLS, CALIFORNIA 90210
TELEPHONE: 310/858-7700

DEWEY & LEBOEUF LLP
BY: DEAN HANSELL, ESQ.
- AND -
JOHN E. SCHREIBER, ESQ.
333 SOUTH GRAND AVENUE
SUITE 2600
LOS ANGELES, CALIFORNIA 90071
TELEPHONE: 213/621-6000

(ADDITIONAL APPEARANCES ON NEXT PAGE.)

ORIGINAL

ELIZABETH A. VIRGOE, CSR 11732
OFFICIAL COURT REPORTER

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APPEARANCES (CONTINUED):

ATTORNEYS FOR JOHN BRANCA AND JOHN MCCLAIN:

HOFFMAN, SABBAN & WATENMAKER
BY: PAUL GORDON HOFFMAN, ESQ.

- AND -

JERYLL S. COHEN, ESQ.

- AND -

ALAN S. WATENMAKER, ESQ.

10880 WILSHIRE BOULEVARD
SUITE 2200
LOS ANGELES, CALIFORNIA 90024
TELEPHONE: 310/470-6010

KINSELLA, WEITZMAN, ISER
KUMP & ALDISERT, LLP
BY: HOWARD WEITZMAN, ESQ.
808 WILSHIRE BOULEVARD
THIRD FLOOR
SANTA MONICA, CALIFORNIA 90401
TELEPHONE: 310/566-9800

DEPARTMENT OF JUSTICE:

OFFICE OF THE ATTORNEY GENERAL
BY: JOSEPH ZIMRING,
DEPUTY ATTORNEY GENERAL
300 SOUTH SPRING STREET
SUITE 1702
LOS ANGELES, CALIFORNIA 90013
TELEPHONE: 213/897-2559

1 MARSHALLING ASSETS. THAT'S FINE.

2 MR. SCHREIBER: YOUR HONOR, I ASSUME ONCE AGAIN
3 THAT'S GOING TO BE SOMETHING WE'RE GOING TO GET
4 INFORMATION ON ON THE FRONT-END NOTICE, INFORMATION ABOUT
5 THESE TRANSACTIONS?

6 THE COURT: ON THE PARAGRAPH WE WERE JUST TALKING
7 ABOUT?

8 MR. SCHREIBER: YES.

9 MR. WEITZMAN: I THINK WE ALREADY AGREED TO THAT.

10 MR. SCHREIBER: I SUGGEST JUST TO BE CLEAR.

11 THE COURT: SUBJECT TO COURT APPROVAL MEANS?

12 MR. SCHREIBER: MEANS WE GET INFORMATION AND...

13 THE COURT: RIGHT, RIGHT.

14 MS. COHEN: COULD I JUST ASK ONE QUESTION, YOUR
15 HONOR? WE WOULD BE ABLE TO DO THAT ON AN EXPEDITED BASIS,
16 SAY 24-HOUR NOTICE, SUBJECT TO THE COURT'S AVAILABILITY OF
17 TIME?

18 THE COURT: I HAVE NO ISSUE WITH THAT. WHAT I HAVE
19 ISSUE WITH IS SOMEBODY NOT RECEIVING ADEQUATE NOTICE SO
20 THAT THEY CAN ACTUALLY HAVE A MEANINGFUL OBJECTION. SO I
21 DON'T -- I UNDERSTAND THERE MAY BE A CONTRACT THAT NEEDS
22 TO BE APPROVED QUICKLY. SO IF KATHERINE JACKSON WERE IN
23 AGREEMENT THAT THAT -- I'M JUST GOING TO USE AEG AS AN
24 EXAMPLE -- THAT THE AEG CONTRACT IS ACCEPTABLE, AND
25 MR. ZIMRING AND ANY OTHER BENEFICIARY OF THE ESTATES OR
26 HEIR AT LAW IS IN AGREEMENT WITH THAT, THEN IT CAN COME IN
27 EX PARTE. EVEN IF THERE IS NO AGREEMENT, IT CAN STILL
28 COME IN EX PARTE. I DON'T KNOW HOW QUICKLY WE'RE GOING TO

1 BECAUSE INFORMATION IS NECESSARY, PEOPLE HAVE THAT
 2 INFORMATION, THEY'RE MUCH MORE INCLINED, AS YOU KNOW FROM
 3 YOUR PRACTICE, TO AGREE TO THINGS, AND SO I'M JUST TRYING
 4 TO OPEN UP THAT FREE FLOW OF INFORMATION.

5 MR. HANSELL, DID YOU WANT TO SAY SOMETHING?

6 MR. HANSELL: YEAH. YOUR HONOR, JUST TO PICK UP ON
 7 THE COURT'S POINT WITH THAT, I THINK IT'S IMPORTANT THAT
 8 WE BE GIVEN AS MUCH AS POSSIBLE SOMEWHAT CONTEMPORANEOUS
 9 INFORMATION RATHER THAN SAY -- PRESENT IT FAIT ACCOMPLI
 10 AND SAY WILL YOU APPROVE OR NOT APPROVE, BECAUSE I THINK
 11 THAT'S WHERE WE CAN GET INTO PROBLEMS. AND I THINK THAT
 12 AS CERTAIN KEY POINTS ON SOMETHING ARE BEING DEVELOPED, I
 13 THINK THAT'S THE BEST TIME TO CONSULT WITH THIS SO THAT
 14 IT'S ALL A VERY QUICK AND SMOOTH PROCESS. AND THEN IF WE
 15 HAVE INPUT, WE'RE ABLE TO GIVE IT TO THEM RATHER THAN
 16 AFTER THE FACT BY BEING SHOWN A DOCUMENT THAT THEY'RE
 17 GOING TO COME INTO COURT AND GET APPROVED THE NEXT DAY IN
 18 COURT.

19 MR. WEITZMAN: YOUR HONOR, IF I MIGHT --

20 THE COURT: YES.

21 MR. WEITZMAN: I THINK THE PROCESS THE COURT
 22 SUGGESTED IS THE PROCESS TO USE. WHAT WE DON'T WANT TO DO
 23 SO WE'RE MINDFUL OF MR. HANSELL'S COMMENTS IS COME INTO
 24 COURT AND HAVE HIM SAY, WE DIDN'T GET THIS, WE DIDN'T DO
 25 THAT, AND EXTEND THE PROCESS.

26 THE COURT: RIGHT.

27 MR. WEITZMAN: SO I THINK THE WAY YOU SET IT OUT IS
 28 THE WAY TO PROCEED.

1 THE COURT: OKAY. MR. HANSELL, I AGREE WITH YOU.
 2 THE MORE INFORMATION YOU ALL HAVE, THE MORE THAT YOU'RE
 3 INVOLVED, I GUESS THE MORE YOU WILL FEEL LIKE YOU HAVE
 4 COMPLETE INFORMATION FOR PURPOSES OF SAYING WE AGREE OR WE
 5 DON'T AGREE. BUT I'M NOT TELLING THEM WHAT THEY HAVE TO
 6 DO TO DO THEIR JOB.

7 MR. HOFFMAN: AGAIN, MY CONCERN IS SIMPLY THAT THEY
 8 FEEL THAT YOUR HONOR'S COMMENTS MEAN THAT THEY ARE
 9 ENTITLED TO BE ACTIVELY INVOLVED IN THE NEGOTIATIONS AT
 10 EACH STEP ALONG THE WAY, GET EVERY TELEPHONE CALL, GET
 11 EVERY E-MAIL. THAT WHAT WE NEED TO DO IS WE NEED TO
 12 NEGOTIATE THE BEST DEAL WE CAN AND GO TO THEM AND SAY,
 13 LOOK, HERE'S WHAT WE'VE DONE. HERE'S WHY WE THINK IT'S A
 14 GOOD IDEA, AND THEN COME TO YOUR HONOR FOR APPROVAL.

15 MR. LEVITCH: THAT IS, WITH ALL DUE RESPECT TO
 16 MR. HOFFMAN, COMPLETELY INCONSISTENT WITH THE POINT THAT
 17 MR. HANSELL JUST MADE.

18 MR. HANSELL: AND I ALSO THINK INCONSISTENT WITH
 19 WHAT MR. WEITZMAN SAID AS WELL. I THINK --

20 THE COURT: OKAY. I'M JUST GOING TO BE CLEAR.

21 MR. BRANCA, MR. MCCLAIN ARE FOR NOW FOR THE
 22 NEXT MONTH AT THE HELM OF THE SHIP. IF THEY WANT TO
 23 CONDUCT BUSINESS WITH AEG AND MINIMIZE LOSS TO THE ESTATE
 24 BECAUSE IT IS NECESSARY FOR LOSS TO THE ESTATE, I AM MORE
 25 THAN WILLING TO ON AN EXPEDITED BASIS APPROVE A CONTRACT
 26 BECAUSE THEY'RE SPECIAL ADMINISTRATORS. HOWEVER,
 27 EVERYBODY WILL NEED TO GET NOTICE OF WHAT THAT AGREEMENT
 28 IS.

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1 MR. HOFFMAN: YES.

2 THE COURT: AND TO THE EXTENT THAT KATHERINE JACKSON
3 IS INCLUDED IN THE PROCESS, I THINK IT'S MUCH MORE LIKELY
4 THAT YOU WILL KNOW WHAT HER OBJECTIONS ARE UP FRONT, AND
5 YOU CAN ADDRESS THEM. I AGREE WITH YOU THAT IF THERE IS A
6 SETTLEMENT, IF MR. ZIMRING DOESN'T AGREE OR KATHERINE
7 JACKSON DOESN'T AGREE, I CAN STILL APPROVE THE SETTLEMENT.
8 HOWEVER, THAT PROCESS WILL LIKELY BE LONGER THAN YOU ALL
9 GOING INTO ROOM 258 AT 8:30 IN THE MORNING AND HAVING ME
10 REVIEW IT AT A BREAK BETWEEN AN 8:30 AND 10 O'CLOCK
11 CALENDAR.

12 MR. HOFFMAN: I UNDERSTAND.

13 MR. WEITZMAN: THE ANSWER TO YOUR SUGGESTION IS
14 YES.

15 THE COURT: OKAY. MR. WEITZMAN IS ON BOARD WITH ME
16 ON THE YES.

17 OKAY. SO THE NEXT PARAGRAPH WAS ABOUT
18 MARSHALLING ASSETS. AND THE PARAGRAPH AFTER THAT IS ABOUT
19 MARSHALLING ASSETS AS WELL, WHICH IS SECURING LIQUID
20 ASSETS. SO VERY STANDARD ORDERS, SO THOSE ARE FINE IN THE
21 VIEW OF THE COURT.

22 THE NEXT PARAGRAPH, WHICH IS COMMENCING AND
23 MAINTAINING LITIGATION, IS I GUESS TWO PARTS TO THIS IN MY
24 VIEW. YOU'VE GOT THE COURT'S APPROVAL OF THE ATTORNEY
25 FEES, SO THAT'S CERTAINLY HELPFUL. WHEN WE TALK ABOUT
26 SETTLING CLAIMS AND ACTIONS, I THINK BECAUSE YOU'RE THE
27 SPECIAL ADMINISTRATOR, YOU NEED TO COME TO COURT TO GET
28 APPROVAL OF THE SETTLEMENT OF THOSE CLAIMS.

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SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF LOS ANGELES

DEPARTMENT NO. 5

HON. MITCHELL L. BECKLOFF, JUDGE

ESTATE OF

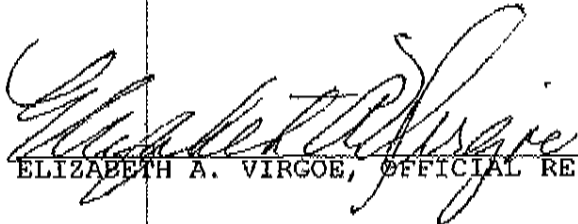
MICHAEL JOSEPH JACKSON
AKA MICHAEL JACKSON,

DECEDENT.

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) REPORTER'S
) CERTIFICATE
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I, ELIZABETH A. VIRGOE, CSR #11732, OFFICIAL
REPORTER OF THE SUPERIOR COURT OF THE STATE OF
CALIFORNIA, FOR THE COUNTY OF LOS ANGELES, DO HEREBY
CERTIFY THAT THE FOREGOING PAGES 1 THROUGH 47,
COMPRISE A FULL, TRUE, AND CORRECT TRANSCRIPT OF THE
PROCEEDINGS HELD AND TESTIMONY TAKEN IN DEPARTMENT NO. 5
IN THE MATTER OF THE ABOVE-ENTITLED CAUSE ON JULY 6,
2009.

DATED THIS 7TH DAY OF JULY, 2009.



ELIZABETH A. VIRGOE, OFFICIAL REPORTER

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