

FOR COURT USE ONLY

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ATTORNEY FOR (Name): John Branca and John McClain, Petitioners
 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

ESTATE OF (Name): MICHAEL JOSEPH JACKSON, DECEDENT

PETITION FOR Probate of Will and for Letters Testamentary
 Probate of Will and for Letters of Administration with Will Annexed
 Letters of Administration
 Letters of Special Administration with general powers
 Authorization to Administer Under the Independent Administration of Estates Act with limited authority

FILED
 Los Angeles Superior Court
 JUL 01 2009
 John A. Clarke, Executive Officer/Clerk
 BY G. Swartz
 A. Waits

CASE NUMBER: BP117321
 HEARING DATE: 8-3-09
 DEPT.: 5 TIME: 8:30

1. Publication will be in (specify name of newspaper): Los Angeles Daily Journal (CNSB)
 a. Publication requested.
 b. Publication to be arranged.

2. Petitioner (name each): John Branca and John McClain
 a. decedent's will and codicils, if any, be admitted to probate.
 b. (name): John Branca and John McClain be appointed
 (1) executor
 (2) administrator with will annexed
 (3) administrator
 (4) special administrator with general powers and Letters issue upon qualification.

c. full limited authority be granted to administer under the Independent Administration of Estates Act.
 d. (1) bond not be required for the reasons stated in item 3d.
 (2) \$ _____ bond be fixed. The bond will be furnished by an admitted surety insurer or as otherwise provided by law. (Specify reasons in Attachment 2 if the amount is different from the maximum required by Prob. Code, § 8482.)
 (3) \$ _____ in deposits in a blocked account be allowed. Receipts will be filed. (Specify institution and location):

WILL
 JMC/RSJ 7/1/09
 requests that

3. a. Decedent died on (date): June 25, 2009 at (place): Los Angeles, CA
 (1) a resident of the county named above.
 (2) a nonresident of California and left an estate in the county named above located at (specify location permitting publication in the newspaper named in item 1):

b. Street address, city, and county of decedent's residence at time of death (specify):
 100 N. Carolwood Drive
 Los Angeles, CA 90077
 Los Angeles County

3. c. Character and estimated value of the property of the estate (complete in all cases):

- (1) Personal property: \$ Sec Attachment 3.c.
- (2) Annual gross income from
 - (a) real property: \$ Undetermined
 - (b) personal property: \$ Undetermined
- (3) Subtotal (add (1) and (2)): \$
- (4) Gross fair market value of real property: \$
- (5) (Less) Encumbrances: \$
- (6) Net value of real property: \$
- (7) Total (add (3) and (6)): \$

- d. (1) Will waives bond. Special administrator is the named executor, and the will waives bond.
- (2) All beneficiaries are adults and have waived bond, and the will does not require a bond. (Affix waiver as Attachment 3d(2).)
- (3) All heirs at law are adults and have waived bond. (Affix waiver as Attachment 3d(3).)
- (4) Sole personal representative is a corporate fiduciary or an exempt government agency.
- e. (1) Decedent died intestate.
- (2) Copy of decedent's will dated: July 7, 2002 codicil dated (specify for each):

(Include typed copies of handwritten documents and English translations of foreign-language documents.) are affixed as Attachment 3e(2).

The will and all codicils are self-proving (Prob. Code, § 8220).

f. Appointment of personal representative (check all applicable boxes):

- (1) Appointment of executor or administrator with will annexed:
 - (a) Proposed executor is named as executor in the will and consents to act.
 - (b) No executor is named in the will.
 - (c) Proposed personal representative is a nominee of a person entitled to Letters. (Affix nomination as Attachment 3f(1)(c).)
 - (d) Other named executors will not act because of death declination other reasons (specify):

Continued in Attachment 3f(1)(d).

- (2) Appointment of administrator:
 - (a) Petitioner is a person entitled to Letters. (If necessary, explain priority in Attachment 3f(2)(a).)
 - (b) Petitioner is a nominee of a person entitled to Letters. (Affix nomination as Attachment 3f(2)(b).)
 - (c) Petitioner is related to the decedent as (specify):
- (3) Appointment of special administrator requested. (Specify grounds and requested powers in Attachment 3f(3).)

g. Proposed personal representative is a

- (1) resident of California.
- (2) nonresident of California (specify permanent address):
- (3) resident of the United States.
- (4) nonresident of the United States.

DECEDENT

BP117321

4. Decedent's will does not preclude administration of this estate under the Independent Administration of Estates Act.

5. a. Decedent is survived by (check items (1) or (2), and (3) or (4), and (5) or (6), and (7) or (8))

(1) spouse.

(2) no spouse as follows:

(a) divorced or never married.

(b) spouse deceased.

(3) registered domestic partner.

(4) no registered domestic partner.

(See Fam. Code, § 297.5(c); Prob. Code, §§ 37(b), 6401(c), and 6402.)

(5) child as follows:

(a) natural or adopted.

(b) natural adopted by a third party.

(6) no child.

(7) issue of a predeceased child.

(8) no issue of a predeceased child.

b. Decedent was was not survived by a stepchild or foster child or children who would have been adopted by decedent but for a legal barrier. (See Prob. Code, § 6454.)

6. (Complete if decedent was survived by (1) a spouse or registered domestic partner but no issue (only a or b apply), or (2) no spouse, registered domestic partner, or issue. (Check the first box that applies):

a. Decedent was survived by a parent or parents who are listed in item 8.

b. Decedent was survived by issue of deceased parents, all of whom are listed in item 8.

c. Decedent was survived by a grandparent or grandparents who are listed in item 8.

d. Decedent was survived by issue of grandparents, all of whom are listed in item 8.

e. Decedent was survived by issue of a predeceased spouse, all of whom are listed in item 8.

f. Decedent was survived by next of kin, all of whom are listed in item 8.

g. Decedent was survived by parents of a predeceased spouse or issue of those parents, if both are predeceased, all of whom are listed in item 8.

h. Decedent was survived by no known next of kin.

7. (Complete only if no spouse or issue survived decedent.)

a. Decedent had no predeceased spouse.

b. Decedent had a predeceased spouse who

(1) died not more than 15 years before decedent and who owned an interest in real property that passed to decedent,

(2) died not more than five years before decedent and who owned personal property valued at \$10,000 or more that passed to decedent,

(If you checked (1) or (2), check only the first box that applies):

(a) Decedent was survived by issue of a predeceased spouse, all of whom are listed in item 8.

(b) Decedent was survived by a parent or parents of the predeceased spouse who are listed in item 8.

(c) Decedent was survived by issue of a parent of the predeceased spouse, all of whom are listed in item 8.

(d) Decedent was survived by next of kin of the decedent, all of whom are listed in item 8.

(e) Decedent was survived by next of kin of the predeceased spouse, all of whom are listed in item 8.

(3) neither (1) nor (2) apply.

8. Listed on the next page are the names, relationships to decedent, ages, and addresses, so far as known to or reasonably ascertainable by petitioner, of (1) all persons mentioned in decedent's will or any codicil, whether living or deceased; (2) all persons named or checked in items 2, 5, 6, and 7; and (3) all beneficiaries of a trust named in decedent's will or any codicil in which the trustee and personal representative are the same person.

ESTATE OF (Name): MICHAEL JOSEPH JACKSON

CASE NUMBER:

DE-111

DECEDENT

BP 117321

8. Name and relationship to decedent

Age

Address

SEE ATTACHMENT 8

Continued on Attachment 8.

9. Number of pages attached: 11

Date: 6-30-09

Paul Gordon Hoffman, Esq., SBN 71243
(TYPE OR PRINT NAME OF ATTORNEY)

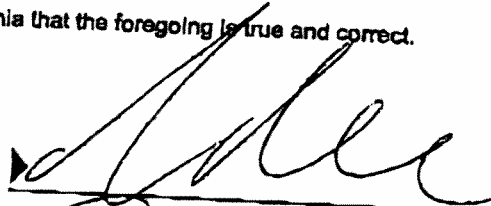

(SIGNATURE OF ATTORNEY)

* (Signatures of all petitioners are also required. All petitioners must sign, but the petition may be verified by any one of them (Prob. Code, §§ 1020, 1021; Cal. Rules of Court, rule 7.103).)

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Date: June 29, 2009

John Branca
(TYPE OR PRINT NAME OF PETITIONER)


(SIGNATURE OF PETITIONER)

John McClain
(TYPE OR PRINT NAME OF PETITIONER)


(SIGNATURE OF PETITIONER)

Signatures of additional petitioners follow last attachment.

DE-111 (Rev. March 1, 2008)

PETITION FOR PROBATE
(Probate—Decedents Estates)

Estate of Michael Joseph Jackson
Petition for Probate of Will and for
Letters Testamentary
Attachment 3c

Character and estimated value of the property of the Estate

The Petitioners are not certain of the value of the Estate. Petitioners believe that the value of the Estate exceeds \$500 million. Petitioners believe that almost all of the Estate consists of non-cash, non-liquid assets, including primarily an interest in a catalogue of music royalty rights which is currently being administered by Sony ATV, and interests in various entities. Petitioners do not have any information at this time regarding the liquid assets of the Estate.

LAST WILL
OF
MICHAEL JOSEPH JACKSON

I, MICHAEL JOSEPH JACKSON, a resident of the State of California, declare this to be my last Will, and do hereby revoke all former wills and codicils made by me.

I

I declare that I am not married. My marriage to DEBORAH JEAN ROWE JACKSON has been dissolved. I have three children now living, PRINCE MICHAEL JACKSON, JR., PARIS MICHAEL KATHERINE JACKSON and PRINCE MICHAEL JOSEPH JACKSON, II. I have no other children, living or deceased.

II

It is my intention by this Will to dispose of all property which I am entitled to dispose of by will. I specifically refrain from exercising all powers of appointment that I may possess at the time of my death.

III

I give my entire estate to the Trustee or Trustees then acting under that certain Amended and Restated Declaration of Trust executed on March 22, 2002 by me as Trustee and Trustor which is called the MICHAEL JACKSON FAMILY TRUST, giving effect to any amendments thereto made prior to my death. All such assets shall be held, managed and distributed as a part of said Trust according to its terms and not as a separate testamentary trust.

If for any reason this gift is not operative or is invalid, or if the aforesaid Trust fails or has been revoked, I give my residuary estate to the Trustee or Trustees named to act in the MICHAEL JACKSON FAMILY TRUST, as Amended and Restated on March 22, 2002, and I direct said Trustee or Trustees to divide, administer, hold and distribute the trust estate pursuant to the provisions of said Trust, as hereinabove referred to as such provisions now

MJ

Attachment 3e(2)

exist to the same extent and in the same manner as though that certain Amended and Restated Declaration of Trust, were herein set forth in full, but without giving effect to any subsequent amendments after the date of this Will. The Trustee, Trustees, or any successor Trustee named in such Trust Agreement shall serve without bond. MJ

IV

I direct that all federal estate taxes and state inheritance or succession taxes payable upon or resulting from or by reason of my death (herein "Death Taxes") attributable to property which is part of the trust estate of the MICHAEL JACKSON FAMILY TRUST, including property which passes to said trust from my probate estate shall be paid by the Trustee of said trust in accordance with its terms. Death Taxes attributable to property passing outside this Will, other than property constituting the trust estate of the trust mentioned in the preceding sentence, shall be charged against the taker of said property. MJ

V

I appoint JOHN BRANCA, JOHN McCLAIN and BARRY SIEGEL as co-Executors of this Will. In the event of any of their deaths, resignations, inability, failure or refusal to serve or continue to serve as a co-Executor, the other shall serve and no replacement need be named. The co-Executors serving at any time after my death may name one or more replacements to serve in the event that none of the three named individuals is willing or able to serve at any time. MJ

The term "my executors" as used in this Will shall include any duly acting personal representative or representatives of my estate. No individual acting as such need post a bond. MJ

I hereby give to my Executors, full power and authority at any time or times to sell, lease, mortgage, pledge, exchange or otherwise dispose of the property, whether real or personal comprising my estate, upon such terms as my Executors shall deem best, to continue any business enterprises, to purchase assets from my estate, to continue in force and MJ

pay insurance premiums on any insurance policy, including life insurance, owned by my estate, and for any of the foregoing purposes to make, execute and deliver any and all deeds, contracts, mortgages, bills of sale or other instruments necessary or desirable therefor. In addition, I give to my Executors full power to invest and reinvest the estate funds and assets in any kind of property, real, personal or mixed, and every kind of investment, specifically including, but not by way of limitation, corporate obligations of every kind and stocks, preferred or common, and interests in investment trusts and shares in investment companies, and any common trust fund administered by any corporate executor hereunder, which men of prudent discretion and intelligence acquire for their own account.

VI

Except as otherwise provided in this Will or in the Trust referred to in Article III hereof, I have intentionally omitted to provide for my heirs. I have intentionally omitted to provide for my former wife, DEBORAH JEAN ROWE JACKSON.

VII

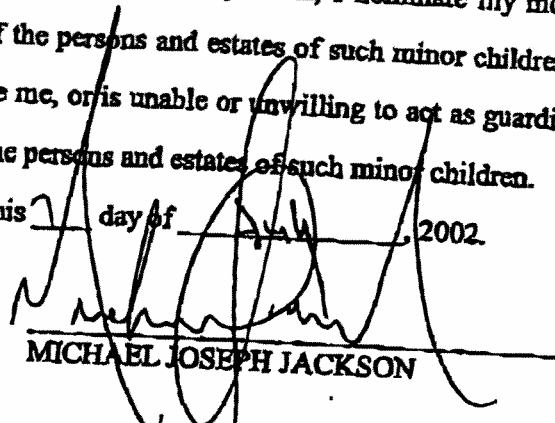
If at the time of my death I own or have an interest in property located outside of the State of California requiring ancillary administration, I appoint my domiciliary Executors as ancillary Executors for such property. I give to said domiciliary Executors the following additional powers, rights and privileges to be exercised in their sole and absolute discretion, with reference to such property: to cause such ancillary administration to be commenced, carried on and completed; to determine what assets, if any, are to be sold by the ancillary Executors; to pay directly or to advance funds from the California estate to the ancillary Executors for the payment of all claims, taxes, costs and administration expenses, including compensation of the ancillary Executors and attorneys' fees incurred by reason of the ownership of such property and by such ancillary administration; and upon completion of such ancillary administration, I authorize and direct the ancillary Executors to distribute, transfer and deliver the residue of such property to the domiciliary Executors herein, to be distributed by them under the terms of this Will, it being my intention that my entire estate

shall be administered as a unit and that my domiciliary Executors shall supervise and control, so far as permissible by local law, any ancillary administration proceedings deemed necessary in the settlement of my estate.

VIII

If any of my children are minors at the time of my death, I nominate my mother, KATHERINE JACKSON as guardian of the persons and estates of such minor children. If KATHERINE JACKSON fails to survive me, or is unable or unwilling to act as guardian, I nominate DIANA ROSS as guardian of the persons and estates of such minor children.

I subscribe my name to this Will this 7 day of July, 2002.

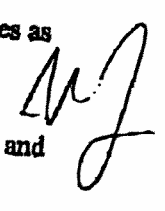


MICHAEL JOSEPH JACKSON

On the date written below, MICHAEL JOSEPH JACKSON, declared to us, the undersigned, that the foregoing instrument consisting of five (5) pages, including the page signed by us as witnesses, was his Will and requested us to act as witnesses to it. He thereupon signed this Will in our presence, all of us being present at the same time. We now, at his request, in his presence and in the presence of each other, subscribe our names as witnesses.

Each of us is now more than eighteen (18) years of age and a competent witness and resides at the address set forth after his name.

Each of us is acquainted with MICHAEL JOSEPH JACKSON. At this time, he is over the age of eighteen (18) years and, to the best of our knowledge, he is of sound mind and is not acting under duress, menace, fraud, misrepresentation or undue influence.



We declare under penalty of perjury that the foregoing is true and correct.

Executed on July 7th, 2002 at 5100 pm, Los Angeles, ca

Wally Moore

Residing At

[REDACTED]

John McCall

Residing At

[REDACTED]

Darryl S. [unclear]

Residing At

[REDACTED]

[Signature]

Estate of Michael Joseph Jackson
Petition for Probate of Will
Attachment 3e

The addresses of the witnesses to the execution of the Will have been redacted in order to secure the safety and protect the privacy of the witnesses.

Barry Siegel, CPA
Provident Financial Management
2850 Ocean Park Boulevard
Suite 300
Santa Monica, CA 90405

August 26, 2003

Mr. Michael Jackson
John G. Branca, Esq.
Mr. John McClain
1801 Century Park West
Los Angeles, CA 90067


Re: **Michael Jackson Insurance Trust**
Michael Jackson Family Trust
Last Will of Michael Joseph Jackson

Gentlemen:

The undersigned hereby acknowledges his previous resignation as a co-trustee of the Michael Jackson Insurance Trust.

The undersigned hereby advises you that he declines to act as a co-trustee of the Michael Jackson Family Trust and as a co-executor of the last will of Michael Joseph Jackson.

Very truly yours,


Barry Siegel

Estate of MICHAEL JOSEPH JACKSON, Deceased

ATTACHMENT 8

Listed on this page are the names, relationships to decedent, ages, and addresses, so far as known to or reasonably ascertainable by Petitioners, of (1) all persons mentioned in decedent's will or any codicil, whether living or deceased; (2) all persons named or checked in items 2, 5, 6, and 7; and (3) all beneficiaries of the MICHAEL JACKSON FAMILY TRUST who are required to receive notice under Probate Code Section 1207 and 1208.

<u>Name & Relationship</u>	<u>Age</u>	<u>Address</u>
John Branca, named Co-Executor and named successor Co-Trustee of the MICHAEL JACKSON FAMILY TRUST	Adult	c/o Ziffren Brittenham Branca Fischer Gilbert- Lurie, Stiffman & Cook 1801 Century Park West Los Angeles, CA 90067
John McClain, named Co-Executor, and named successor Co-Trustee of the MICHAEL JACKSON FAMILY TRUST	Adult	
Barry Siegel, named Co-Executor and named successor Co-Trustee of the MICHAEL JACKSON FAMILY TRUST	Adult	2850 Ocean Park Blvd. Suite 300 Santa Monica, CA 90405
Katherine Jackson, Mother; Beneficiary under the MICHAEL JACKSON FAMILY TRUST; Named Guardian of Decedent's minor children; and Temporary Guardian of Decedent's minor children	Adult	4641 Hayvenhurst Avenue Encino, CA 91436

Estate of MICHAEL JOSEPH JACKSON, Deceased

ATTACHMENT 8

Prince Michael Jackson, Jr., child, beneficiary under the MICHAEL JACKSON FAMILY TRUST	Minor DOB: 2-13-1997	4641 Hayvenhurst Avenue Encino, CA 91436
Paris Michael Katherine Jackson, child, beneficiary under the MICHAEL JACKSON FAMILY TRUST	Minor DOB: 4/03/1998	4641 Hayvenhurst Avenue Encino, CA 91436
Prince Michael Joseph Jackson, II, child, beneficiaries under the MICHAEL JACKSON FAMILY TRUST	Minor DOB: 02/21/2002	4641 Hayvenhurst Avenue Encino, CA 91436
Deborah Jean Rowe Jackson, Former Wife	Adult	
Diana Ross, Named successor Guardian of minor children	Adult	
Edmund G. Brown, Jr. Attorney General for the State of California	Adult	Attorney General's Office California Department of Justice Attn: Charitable Trusts Section 1515 K. Street Sacramento, CA 94244-2550

Estate of MICHAEL JOSEPH JACKSON, Deceased

ATTACHMENT 8

The following individuals are also named as contingent remainder beneficiaries of the MICHAEL JACKSON FAMILY TRUST. Notice is not required to be given to these individuals under Probate Code Section 1208(b). However, as a courtesy, Notice of the Petition for Probate will be given.

<u>Name & Relationship</u>	<u>Age</u>	<u>Address</u>
Levon Jackson, contingent remainder beneficiary of the MICHAEL JACKSON FAMILY TRUST	Adult	4641 Hayvenhurst Avenue Encino, CA 91436
Elijah Jackson, contingent remainder beneficiary of the MICHAEL JACKSON FAMILY TRUST	Adult	4641 Hayvenhurst Avenue Encino, CA 91436
Anthony Jackson, contingent remainder beneficiary of the MICHAEL JACKSON FAMILY TRUST	Adult	4641 Hayvenhurst Avenue Encino, CA 91436
Taj Jackson, contingent remainder beneficiary of the MICHAEL JACKSON FAMILY TRUST	Adult	4641 Hayvenhurst Avenue Encino, CA 91436
Tarylle Jackson, contingent remainder beneficiary of the MICHAEL JACKSON FAMILY TRUST	Adult	4641 Hayvenhurst Avenue Encino, CA 91436
T.J. Jackson, contingent remainder beneficiary of the MICHAEL JACKSON FAMILY TRUST	Adult	4641 Hayvenhurst Avenue Encino, CA 91436