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Attorney for Defendants
HEAL THE WORLD FOUNDATION
and UNITED FLEET

**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

JOHN G. BRANCA, Special
Administrator of the Estate of
Michael Jackson; JOHN MCCLAIN,
Special Administrator of the Estate of
Michael Jackson; TRIUMPH INTERNA
TIONAL, INC. a California corporation,

Plaintiffs,

HEAL THE WORLD FOUNDATION, a
California corporation; UNITED FLEET,
a California corporation; and DOES 1-
10, inclusive,

Defendants.

Case No.: CV 09-07084 DMG (PLAx)

**DEFENDANTS' WITNESS BRIAN OXMAN'S,
EXECUTED DECLARATION
IN LIEU OF DIRECT TESTIMONY**

Time: 9:30 AM
Date: April 12, 2011
Place: Courtroom 7
Judge: Hon. Dolly M. Gee

TO THIS HONORABLE COURT AND ALL INTERESTED PARTIES:

**Defendant's Heal the World Foundation and United Fleet hereby submit
their witness BRIAN OXMAN'S executed declaration in Lieu of direct tes-
timony.**

DECLARATION OF BRIAN OXMAN

I, Brian Oxman declare and say:

1. I am a former attorney for Michael Jackson. In November 2004, Ms. Melissa Johnson contacted me by telephone to request that I inform my client, Michael Jackson, that the corporate status of Heal the World Foundation was going to expire. At that time I was Michael Jackson's attorney in connection with several civil litigation matters, business matters, and his criminal case entitled People v. Jackson, Santa Barbara Superior Court Case No. 1133603.

2. I have been released from all confidentiality obligations regarding Michael Jackson. Attached as Exhibit "A" is a copy of a letter dated January 24, 2011, the Estate of Michael Jackson sent to me. The letter states I have again been released from all attorney-client confidentiality and secrecy obligations.

3. Ms. Johnson said to me the domain names on several internet sites and various trademarks and copyrights were expiring. She said the corporation had valuable trademark and copyright properties, and that Mr. Jackson's other attorneys were letting it go without his knowledge.

4. In the November, 2004, telephone conversation, Ms. Johnson said she felt very bad because the criminal trial had distracted him. She informed me that Heal the World Foundation had secured those trademarks and copyrights, and because no one was operating the Foundation, the proprietary rights to these items were going to be lost. She had been working on the Foundation for a long time, and Mr. Jackson had approved of what she was doing. She could not get in touch with any of his attorneys, and they had quit. She wanted to get in touch with Mr. Jackson. She said she was going to be at the Santa Maria Courthouse, and could I please deliver a proposal from her to Michael Jackson.

5. I told her I would do so. She informed me that she had a prior relationship with Michael Jackson that went back several years, that Michael Jackson was aware of the problem, and that I should give him a booklet that set out what needed to be done to protect the Foundation.

6. In November, 2004, I met Ms. Johnson at the Courthouse in Santa Maria, California. We spoke for quite a long time and she told me that she wanted to protect Heal the World Foundation. She gave me a large booklet consisting of more than 350 pages, a copy of which is attached as Exhibit "69" to my Deposition with a date of November 27, 2004.

1 7. As Mr. Jackson's attorney and agent, I told her I would tell him what she wanted to do with the
2 Foundation. I then told Mr. Jackson that I had received a booklet from Ms. Johnson and asked if he wanted
3 to see it. He told me he did. He said he knew Ms. Johnson, he had signed a contract with her before, and
4 that he wanted her to run the Foundation because he was fighting for his life and didn't have time. He
5 wanted her to take care of it, protect it, and have it as her own.

6 8. In late November or early December, 2004, I met with Mr. Jackson at his Neverland Ranch
7 home in Santa Ynez, California, and gave him Ms. Johnson's booklet. Mr. Jackson's mother, Katherine,
8 his father, Joseph, and many members of his family were present. Mr. Jackson told me to tell Ms. Johnson
9 that he had given her permission to run Heal the World Foundation. He said the Foundation belonged to
10 her. He was far too busy to be involved with the Foundation because of his pending legal matters, and he
11 wanted Ms. Johnson to do everything she could to preserve it, operate it, protect it, and do all things
12 necessary with respect to its trademarks and copyrights.

13 9. Mr. Jackson told me that the law firm of Lavley & Singer had been in charge of maintaining the
14 Foundation. But they had quit on him and abandoned him. He said he was very hurt by their conduct. He
15 was furious. They had abandoned him and Heal the World Foundation. It was defunct. He said Melissa
16 Johnson was the only one who was taking care of the company, and he wanted her to revive it. He said the
17 company belonged to her. He didn't want any money from her. He wanted it to be hers. He wanted her to
18 do everything she could to preserve and protect it, to maintain it, and to operate it.

19 10. Several days after this meeting, I spoke to Ms. Johnson on the telephone. I told her that I had
20 spoken to Mr. Jackson and that Mr. Jackson said she had his full permission to operate the Foundation and
21 that the Foundation belonged to her. I told her Mr. Jackson was fascinated by her proposal and booklet. He
22 loved the items she was going to sell. He said she could use his trademarks and copyrights to sell these
23 items. He wanted her to run Heal the World Foundation. She was to protect it. He stated that the people in
24 the criminal proceeding were trying to destroy him, and he did not have time to take care of the Foundation.
25 He said that his attorneys who were supposed to take care of the Foundation had quit. They didn't care. He
26 wanted her to take care of the Foundation. He wanted her to have the Foundation. She was to run it,
27 protect it, and it belonged to her.

28 11. Ms. Johnson was very excited. She said she wanted to make sure that Mr. Jackson knew of all

1 the things that she had done and was going to do. She said she was going to send me more materials.

2 12. I spoke with Ms. Johnson many more times and she delivered to me the very large booklets
3 which are attached as Exhibits 70, 71, 72, and 73 to my deposition. She delivered to me Exhibit 73, which
4 was dated March 15, 2005, at the Santa Maria courthouse where I spoke with her about her activities. She
5 informed me that she was securing the internet domain names, the copyrights, and trademarks for Heal the
6 World Foundation, and that I should tell Mr. Jackson.
7

8 13. I took the book upstairs and showed Michael Jackson the booklet Ms. Johnson gave me. I was
9 together with Michael Jackson, his mother Katherine Jackson, and his father Joseph Jackson, while we
10 were in a small room on the second floor of the Santa Maria, Courthouse. I told him the things that Ms.
11 Johnson was doing to secure the domain names, trademarks, and copyrights, and he told me he was
12 pleased. He looked at the booklet and said he approved.
13

14 14. Mr. Jackson showed his mother and father the book from Ms. Johnson. He said this girl was
15 doing a magnificent job. He said he wanted her to run the Foundation. He wanted her to sell the items that
16 she had planned to raise money. He loved what she was doing and the company belonged to her.
17

18 15. I then told Ms. Johnson what Mr. Jackson had said. Ms. Johnson called me on many occasions
19 to update me on what she was doing concerning the Foundation. Whenever she sent me materials, I would
20 forward them to Mr. Jackson or his representatives so that he was informed of what she was doing.
21

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

24 Executed this 11th day of April, 2011, at Santa Fe Springs, California.

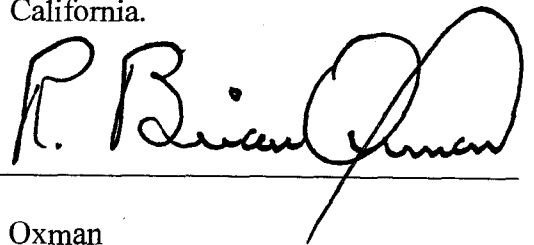
25 
26
27 Brian Oxman
28

Exhibit “A”

ZIFFREN BRITTENHAM LLP

ATTORNEYS AT LAW

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OUR REFERENCE NUMBER

January 24, 2011

1019.27

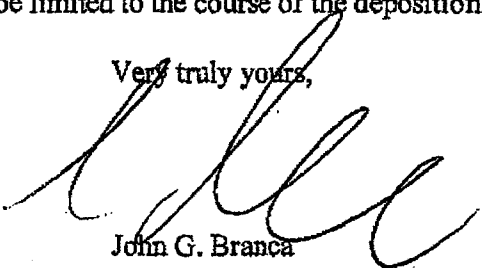
Brian Oxman
14126 East Rosecrans Avenue
Santa Fe Springs, CA 90670

Dear Mr. Oxman:

Pursuant to the enclosed subpoena, you are required appear for deposition on Thursday, January 27, 2011 in connection with the above-captioned matter.

As the Co-Executor of the Estate of Michael J. Jackson (the "Estate"), I authorize and instruct you that in answering the questions posed by the Estate attorneys during your referenced deposition, the Estate has waived any and all applicable attorney client or work product privilege with respect to confidential communications you may have had with Mr. Jackson during your representation of Mr. Jackson and/or his interests, related to the subject matters referenced in the subpoena, including, but not limited to, communications, if any, regarding Ms. Melissa Johnson, the Heal The World Foundation incorporated by Mr. Jackson in 1991, Ms. Johnson's Heal The World Foundation incorporated in 2008, and any intellectual property owned or claimed by Mr. Jackson, Ms. Johnson, or either of the two Heal The World Foundations. You are instructed and directed to answer all questions that Estate attorneys may ask of you during the deposition compelled by the referenced subpoena without asserting any privilege on behalf of Mr. Jackson and the Estate. Your authorization to waive the privilege does not extend beyond the issues raised by this lawsuit, and your disclosure of any privileged confidential communications must be limited to the course of the deposition.

Very truly yours,


John G. Branca

JGB/md

md/md/702175.1/1019.27