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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 RAYMONE K.
BAIN'S, EXECUTED DECLARATION IN
LIEU OF DIRECT TESTIMONY**

Time: 9:30 AM
Date: April 8, 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 Raymone K. Bain's executed declaration in Lieu of direct
testimony.**

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2 I, RAYMONE K. BAIN, under penalty of perjury, hereby declare that I will ap-
3 pear at trial and testify the following information to be true, accurate and correct:
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5 1. I, Raymone K. Bain, was retained as Personal Spokesperson
6 by the late Michael J. Jackson in late 2003. I was appointed his
7 General Manager and President/COO of The Michael Jackson Com-
8 pany, LLC by Mr. Jackson in May, 2006. I was never terminated by
9 Mr. Jackson from either capacity.
10

11 2. As General Manager, my responsibilities included supervis-
12 ing all of Mr. Jackson's personal and business affairs and his repre-
13 sentatives, staffs, consultants, attorneys and accountants, etc.
14

15 3. During the regular course of my duty as Mr. Jackson's
16 General Manager, I became aware of Melissa Johnson and her work
17 on behalf of The Heal the World Foundation in the fall of 2006, when
18 she contacted me regarding the same. At this time, she advised me
19 of her role, and several imminent issues of which Mr. Jackson should
20 be made aware. She further relayed these concerns in 2007 and
21 2008.
22

23 4. I, in turn, relayed her conversations with me to Mr. Jackson,
24 directly. I initially contacted him to check out the veracity and
25 credibility of Ms. Johnson; and, if she had the authority she main-
26 tained she had as it related to The Heal the World Foundation.
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3 5. Mr. Jackson advised me that he knew Ms. Johnson and had
4 granted her request to take over the Heal the World Foundation
5 in early 2005. He also advised me that he requested that she handle
6 any and all matters concerning the foundation completely.
7

8 6. Mr. Jackson was not abandoning his charity by turning over
9 the reigns to Ms. Johnson. He indicated his concern to me that by
10 turning the charity over to Ms. Johnson, it would lessen the burden
11 on him because he wanted to focus his full attention on his trial, and
12 afterwards, focus all of his attention to his personal and professional
13 business, including his recording, film, redevelopment of Neverland
14 Valley Ranch, and imminent comeback.
15

16 7. When Mr. Jackson discussed with me that he had
17 authorized Ms. Johnson to take control of the Heal the World
18 Foundation, he said that he had done so with an advisement and
19 strong warning to Ms. Johnson that he did not want to repeat what
20 happened in 2001; and, that he was not going to be held responsible
21 for any legal fees, financial obligations, or stand for the organization
22 he originally founded, to be tarnished again in any regard. He said if
23 this happened, he would immediately request that Ms. Johnson shut
24 it down.
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2 8. Mr. Jackson trusted Ms. Johnson but asked that I appoint a
3 liaison from the Michael Jackson Company, LLC to communicate
4 with her to make sure that she continued to develop and operate the
5 charity with the utmost integrity and in an efficient and effective
6 manner because he would forever be linked to it as its founder.
7

8 9. Mr. Jackson's utmost concern was that funds would be fun-
9 neled for its approved charitable purposes and not be eaten up, as he
10 said was the case in the past, for administrative costs...if she was go-
11 ing to run it, he wanted it run correctly.
12

13 10. Mr. Jackson was pleased with Ms. Johnson's sincerity, vi-
14 sion and desire to revive his defunct charitable organization and gave
15 to her full authority because he felt she had the integrity and drive to
16 do what his previous representatives had failed to do regarding the
17 foundation.
18

19 11. Ms. Johnson updated Mr. Jackson regularly about her work,
20 her progress, and continued preservation of the Heal the World Foun-
21 dation's assets.
22

23 12. We reported to Mr. Jackson that Ms. Johnson was protecting
24 the charity domain collection, copyrights, (website content and charity
25 initiatives), and the trademarks relating to the Heal the World Foun-
26 dation.
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2 13. In 2006 after becoming Mr. Jackson's General Manager and
3 President/COO of the Michael Jackson Company, LLC, one of my re-
4 sponsibilities was to seek, interview, recommend and cause Mr. Jack-
5 son to retain new legal representation. In this regard, I sought out,
6 met with, recommended, and caused Mr. Jackson to retain, Venable,
7 LLP, which acted as his General Counsel. In this capacity, Venable,
8 LLP represented Mr. Jackson in all legal matters, including trademark
9 and copyright issues. As a result of this, when Ms. Johnson informed
10 us that there were pending issues regarding copyrights and trade-
11 marks, etc., we recommended that she immediately contact Venable,
12 LLC, to assist and represent her in defending, protecting and acquir-
13 ing the Heal the World charity trademarks. She followed our recom-
14 mendation and did so.

15
16
17 14. Ms. Johnson had Mr. Jackson's full support and permission
18 to acquire and defend any asset or trademark necessary for use in the
19 charity as he turned the charity over to her. He trusted her and felt
20 confident that she would maintain the integrity of the foundation he
21 once had founded and without causing further embarrassment to
22 him.
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2 I swear under penalty of perjury under the laws of the United States that the foregoing
3 is true and correct.

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5 Executed this 4th day of April at, Washington, DC.

6
7
8 By: 

RAYMONE K. BAIN