

2. Benson Hopp is an individual citizen of the State of California who resides in Los Angeles County, California. Hopp may be served with process at 14400 Addison Street Apt. 311, Sherman Oaks, California 91423.

3. Henry V. Vaccaro is an individual citizen of the State of New Jersey who resides in Monmouth County, New Jersey. Vaccaro may be served with process at 26 Sequoia Parkway, Asbury Park, New Jersey 07712.

4. Vintage Associates LLC (“Vintage”) is a New Jersey limited liability company with its principal place of business at 1001 2nd Avenue, Asbury Park, New Jersey 07712. Vintage may be served with process through its registered agent, Henry V. Vaccaro, at 1001 2nd Avenue, Asbury Park, New Jersey 07712.

5. The Internal Revenue Service (“IRS”) is an agency of the United States of America. The IRS must be served with process through (a) James T. Jacks, the United States Attorney for the Northern District of Texas, at 1100 Commerce, Suite 300, Dallas, Texas 75242, and (b) Eric H. Holder, Jr., the Attorney General for the United States, at 950 Pennsylvania Avenue, NW, Washington, D.C. 20530.

II. JURISDICTION AND VENUE

6. This Court has jurisdiction over Heritage’s Complaint in Interpleader pursuant to 28 U.S.C. § 1335. This is a civil action for interpleader or in the nature of interpleader. Heritage had in its custody or possession property valued in excess of \$500, and there are two or more adverse claimants of diverse citizenship who are claiming or may claim to be entitled to the property. Heritage deposited such property into the registry of this Court, there to abide the judgment of the Court.

7. Venue is proper in this Court pursuant to 28 U.S.C. § 1397, which provides that any civil action of interpleader or in the nature of interpleader brought under 28 U.S.C. § 1335 may be brought in the judicial district in which one or more of the claimants reside.

8. This Court has personal jurisdiction over the Defendants pursuant to 28 U.S.C. § 2361, which provides that, in any civil action of interpleader or in the nature of interpleader brought under 28 U.S.C. § 1335, a district court may issue process for all claimants and enter an order restraining them from instituting or prosecuting any federal or state court proceeding affecting the property involved in the interpleader action.

III. FACTUAL BACKGROUND SUPPORTING INTERPLEADER

9. On August 11, 2009, Hopp and Heritage entered an Auction Consignment Agreement related to his personal collection of Michael Jackson memorabilia consisting of 30 lots (the "Jackson Memorabilia"). By executing the Agreement, Hopp warranted and represented to Heritage that (a) he was the sole owner of the Jackson Memorabilia, (b) he had not encumbered the memorabilia in any way, (c) the memorabilia was not subject to any lien or other encumbrance, (d) all of the memorabilia was genuine, and (e) he had legal right and title to consign the memorabilia mentioned in the Agreement. Pursuant to the Agreement, Heritage agreed to act as Hopp's agent for the auctioning of the Jackson Memorabilia at the 2009 November Signature Music & Entertainment Auction in Dallas, Texas on November 6-7, 2009 (the "Auction"). A true and correct copy of the Auction Consignment Agreement is attached hereto as exhibit A.

10. In conjunction with the Auction Consignment Agreement, Heritage made a cash advance to Hopp totaling \$10,725. A true and correct copy of the Heritage Consignment Advance Account check is attached hereto as exhibit B. Before Heritage remitted the cash

advance, Hopp executed a Standard Note and Security Agreement (dated October 14, 2009) made payable to Heritage Auctions, Inc. for \$10,725. According to the Standard Note and Security Agreement, Hopp granted Heritage a security interest in the Jackson Memorabilia. Heritage subsequently perfected its security interest by taking possession of the Jackson Memorabilia, which was secured in Heritage's vault. A true and correct copy of the Standard Note and Security Agreement is attached hereto as exhibit C.

11. On October 27, 2009, Vintage (through counsel) forwarded Heritage a letter. In the letter, Vintage claims to be "the owner of various items of Jackson family memorabilia purchased, in the Receivership action of U.S. Securities and Exchange Commission v. Universal Express, Inc., et al., Docket No. 1:04-cv-2322 (GEL)" and "the sole rightful owner" of certain of the lots in the Auction. A true and correct copy of the October 27, 2009 letter is attached hereto as exhibit D.

12. The Auction took place on November 6, 2009. All of Hopp's lots were sold except for one. A true and correct copy of the preliminary Consignor Prices Realized is attached hereto as exhibit E.

13. Later the same day, Vintage (through counsel) forwarded Heritage a copy of a police report from the North Las Vegas Police Department. The police report states, in relevant part:

THE REPORT WAS GENERATED BY HENRY VICTOR VACCARO, WHO IS A CURRENT RESIDENT OF OCEAN, NEW JERSEY. THE REPORTS INDICATED THAT APPROXIMATELY \$1,042,775 WORTH OF MICHAL JACKSON MEMORABILIA WAS STOLEN FROM SOUTHERN NEVADA MOVERS STORAGE FACILITY

IN THE REPORT VACCARO INDICATES THAT IN MAY 30TH, 2007 HE OBTAINED NUMEROUS ITEMS OF MICHAEL JACKSON MEMORABILIA FROM AN AUCTION THAT TOOK PLACE IN LAS VEGAS. VACCARO STATED THE ITEMS WERE STORED AT A STORAGE FACILITY WITH SOUTHERN NEVADA MOVERS.

VACCARO STATED DURING THIS TIME THE PROPERTY STORED AT SOUTHERN NEVADA MOVERS WAS TEMPORARILY TAKEN OVER BY US RECEIVER DUE TO AN ONGOING CIVIL LITIGATION. HOWEVER, VACCARO INDICATED HE HAD RECENTLY RECEIVED A SETTLEMENT, WHICH TURNED THE PROPERTY BACK OVER TO HIM. VACCARO INDICATED THAT OON [sic] JULY 20TH, 2009 HE ARRIVED IN LAS VEGAS WITH HIS ATTORNEYS AS WELL AS MICHAEL JACKSON'S ATTORNEYS. VACCARO INDICATED IT WAS AT THIS TIME THEY DISCOVERED APPROXIMATELY 112 ITEMS MISSING FROM THE STORAGE FACILITY. VACCARO STATED HE HAS CONTACTED GUERNSEYS AUCTION HOUSE IN NEW YORK (WHO HAD TEMPORARY CUSTODY OF THE PROPERTY DUE TO LITIGATION) TO ACCERTAIN [sic] IF THEY HAD THE MISSING ITEMS. VACCARO STATES HE RECEIVED AN EMAIL FROM GUERNSEYS INDICATED [sic] ALL THE PROPERTY WAS LEFT AT THE STORAGE FACILITY. . . .

A true and correct copy of the police report is attached hereto as exhibit F.

14. On or about November 23, 2009, the IRS served Heritage with a Summons. The Summons states, in relevant part:

The Service is aware that Heritage Auctions auctioned various items of Jackson Family memorabilia on or about 11/07/2009. The Service is also aware that Henry Vaccaro, through Vintage Associates LLC, has an ownership claim to this memorabilia and / or the proceeds of said auction.

The Summons further required Heritage to produce documents regarding, among other things, Vaccaro, Vintage, and the "itemized list of the items in question" to the IRS on December 8, 2009. A true and correct copy of the Summons is attached hereto as exhibit G.

15. On or about November 23, 2009, Heritage decided to void the sale of all of Hopp's lots and refund the successful bidders' money.

16. On February 3, 2010, Hopp (through counsel) forwarded Heritage a letter. In the letter, Hopp "seeks to clarify [his] position with respect to the [consigned] goods based on Nevada and Texas law regarding bona fide purchasers" A true and correct copy of the February 3, 2010 letter is attached hereto as exhibit H.

17. Pursuant to the Standard Note and Security Agreement, Hopp is in default of his payment obligations to Heritage. If the Court finds that Hopp is not the owner of the Jackson Memorabilia, he is liable to Heritage for breach of warranty of title.

IV. INTERPLEADER

18. Heritage is subject to multiple liability with respect to the Jackson Memorabilia because of rival claims asserted by Hopp, Vaccarro, Vintage, and the IRS. These claims are adverse and conflicting, and Heritage is unable to determine which claimant is entitled to the Jackson Memorabilia.

19. Heritage claims an interest in the Jackson Memorabilia for an amount not to exceed the \$10,725 cash advance (with interest) made to Hopp. Heritage is therefore in the position of an interested stakeholder faced with the possibility of multiple liability and incidental costs.

20. Heritage has in no way colluded with Hopp, Vaccaro, Vintage, or the IRS concerning the matters at issue in this Complaint and has not unnecessarily delayed the filing of this interpleader. Heritage has not been, and will not be, indemnified in any manner by any of the Defendants. Heritage has filed this Complaint of its own free will to avoid multiple liability and unnecessary suits and costs incidental to them.

21. Pursuant to 28 U.S.C. § 1335(a)(2) and contemporaneously with the filing of this interpleader, Heritage deposited the Jackson Memorabilia into the registry of the Court.

V. ATTORNEYS' FEES AND COSTS

22. Heritage further alleges that it is entitled to recover reasonable attorneys' fees and costs as a result of these proceedings.

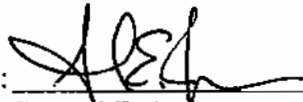
PRAYER FOR RELIEF

For the foregoing reasons, Heritage requests that the Court summons the Defendants to appear and answer, interpleading their claims to the Jackson Memorabilia and that, on final trial, the Court enter a judgment as follows:

- a. That Heritage be awarded \$10,725 together with interest at the rate of 18% per annum from October 15, 2009;
- b. That Heritage be released and discharged from all liability to the Defendants on account of the matters relating to the Jackson Memorabilia;
- c. That Heritage have and recover a reasonable fee for the services of its attorney, together with all costs of court and expenses incurred by Heritage in this suit, with all such fees, costs, and expenses to be paid prior to any award to the prevailing defendant; and
- d. Such other and further relief, whether general or special, at law or in equity, to which Heritage may be justly entitled.

DATED: March 9, 2010.

Respectfully submitted,

By:  _____
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AUCTION GALLERIES