1 2 3 4 5 6 7 8 9	Everett G. Barry, Jr. (SBN 053119) <u>ebarry@mulvaneybarry.com</u> John H. Stephens (SBN 82971) <u>istephens@mulvaneybarry.com</u> Patrick L. Prindle (SBN 87516) <u>pprindle@mulvaneybarry.com</u> MULVANEY BARRY BEATTY LINN 401 West A Street, 17th Floor San Diego, CA 92101-7994 Telephone: 619-238-1010 Facsimile: 619-238-1981 Attorneys for Thomas C. Hebrank, Permanent Receiver	N& MAYERS LLP
9 10	UNITED STATES	DISTRICT COURT
10		
12		IFORNIA, WESTERN DIVISION
13	SECURITIES AND EXCHANGE COMMISSION,	CASE NO. 11-cv-08607-R-DTB
14	Plaintiff,	NOTICE OF MOTION AND
15	V.	MOTION FOR ORDER APPROVING FUTURE
16 17 18 19 20	CHARLES P. COPELAND, COPELAND WEALTH MANAGEMENT, A FINANCIAL ADVISORY CORPORATION, AND COPELAND WEALTH MANAGEMENT, A REAL ESTATE CORPORATION,	PERCENTAGE DISTRIBUTIONS OF THE ASSETS OF COPELAND FIXED INCOME ONE, LP, COPELAND FIXED INCOME TWO, LP AND COPELAND FIXED INCOME THREE, LP
21	Defendants.	Date: November 18, 2013
22		Time: 10:00 a.m. Ctrm: 8, 2 nd Floor
23	-	Judge: Hon. Manuel L. Real
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28	NOTICE OF MOTION AND MOTION FOR ORDE PERCENTAGE DISTRIBUTIONS OF THE ASSE ONE, LP, COPELAND FIXED INCOME TWO, LP INCOME THREE, LP	TS OF COPELAND FIXED

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TO ALL INTERESTED PARTIES:

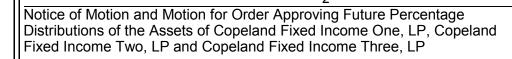
Please Take Notice that on November 18, 2013, at 10:00 a.m., in Courtroom 8 of the above-entitled Court located at 312 N. Spring Street, Los Angeles, California 90012, a hearing will be held on the Motion of Thomas C. Hebrank ("Receiver"), the court-appointed Permanent Receiver for Copeland Wealth Management, a Financial Advisory Corporation, Copeland Wealth Management, a Real Estate Corporation, and their subsidiaries and affiliates, for an Order Approving Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP ("CFI1"), Copeland Fixed Income Two, LP ("CFI2") and Copeland Fixed Income Three, LP ("CFI3") (collectively the "Fixed Income Funds").

This Motion is based on the Memorandum of Points and Authorities and the Declaration of Thomas C. Hebrank ("Hebrank Declaration"), each filed concurrently herewith. The Motion and supporting available the Receiver's papers are at website: www.ethreeadvisors.com, may be reviewed at the Clerk's Office located at 312 North Spring Street, Los Angeles, California 90012 during normal business hours, or may be obtained by requesting a copy from the Receiver's counsel, Mulvaney Barry Beatty Linn & Mayers LLP, attention Toby S. Kovalivker, by calling (619) 238-1010.

Procedural Requirements: If you oppose this Motion, you are
 required to file your written opposition with the Office of the Clerk, United
 States District Court, 312 North Spring Street, Los Angeles, California
 90012, and serve the same on the undersigned not later than twenty-one
 (21) days prior to the hearing.

IF YOU FAIL TO FILE AND SERVE A WRITTEN OPPOSITION by
the above date, the Court may grant the requested relief without further
notice.

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Case No. 11-cv-08607-R-DTB

MULVANEY BARRY BEATTY LINN & MAYERS A LIMITED LABILITY PARTNERSHIP SEVENTEKTH FLOOR 401 WEST A STREET SAN DIEGO, CALIFORNIA 92101-7944 TELEPHONE 619 238-1901 FACSIMILE 619 238-1981 **Requested Relief:** The relief requested is discussed in greater detail in the Memorandum of Points and Authorities. To summarize, the Receiver is seeking court approval of his plan to make future distributions of the assets of the Fixed Income Funds on a percentage basis in accordance with the distribution schedules attached as **Exhibits "A" through "C"** (collectively "Distribution Schedules") to the Declaration of Thomas C. Hebrank filed concurrently herewith.

As to the Fixed Income Funds, the Receiver proposes a plan to make future distributions to the limited partners of the Fixed Income Funds based on a pro rata share, the percentage of which will be calculated by each of the their respective ownership interests in the Fixed Income Funds, as determined by their 2012 Schedule K-1 tax documents. The percentage distribution amount will be based on each investors' original investment amount, less any distributions, and as modified by annual tax entries referencing the investors' share of annual profit or loss.

As part of the future percentage distributions to CFI1 and CFI2, the 17 18 Receiver proposes to pay certain notes payable obligations owed by 19 CFI1 and CFI2 to other Receivership Entities proportionately between 20 debt and equity interests. However, the Receiver will not pay alleged notes payable obligations owed by the Fixed Income Funds to any 21 22 Receivership Entities that are either dissolved, defunct, sold, or settled. 23 Additionally, the Receiver will not make future percentage distributions 24 from the assets of the Fixed Income Funds to investors that are either 25 insiders or defunct Receivership Entities.

- 26 /////
- 27 /////
- 28 /////

Notice of Motion and Motion for Order Approving Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP

Case No. 11-cv-08607-R-DTB

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The specific dollar amount of the proposed payment of debt, or distribution according to equity interests, is currently unknown. This is because the Receiver, and/or any successor-in-interest, will need to allocate any unpaid administrative expenses to the Fixed Income Funds, and will continue to attempt collection of notes receivable obligations due to the Fixed Income Funds. Accordingly, the Receiver is requesting that the Court approve the proposed plan for future percentage distributions, and proportionate debt to equity payments, with the specific amounts to be determined, and approved by the Court, at a later date.

This Motion is made following an attempt to confer with counsel pursuant to L.R. 7-3.

NOTICE IS HEREBY GIVEN that a proposed Order Approving Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP, and Copeland Fixed Income Three, LP ("CFI3"), a true and correct copy of which is attached hereto as **Exhibit "A"** and by this reference made a part hereof, has been lodged with the above-entitled Court.

WHEREFORE, the Receiver requests that the Court grant the
relief requested herein and such other relief as may be appropriate
under the circumstances.

²¹ Dated: October 18, 2013

MULVANEY BARRY BEATTY LINN & MAYERS, LLP

By: <u>/s/ Everett G. Barry, Jr.</u> Everett G. Barry, Jr Patrick L. Prindle John H. Stephens Attorneys for Thomas C. Hebrank, Permanent Receiver

HEBCO.100.505635.1

Notice of Motion and Motion for Order Approving Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP

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Exhibit A

1 2 3 4 5 6 7 8 9 10	Everett G. Barry, Jr. (SBN 053119) <u>ebarry@mulvaneybarry.com</u> John H. Stephens (SBN 82971) <u>istephens@mulvaneybarry.com</u> Patrick L. Prindle (SBN 87516) <u>pprindle@mulvaneybarry.com</u> MULVANEY BARRY BEATTY LINN 401 West A Street, 17th Floor San Diego, CA 92101-7994 Telephone: 619-238-1010 Facsimile: 619-238-1981 Attorneys for Thomas C. Hebrank, Permanent Receiver UNITED STATES	N & MAYERS LLP
11	CENTRAL DISTRICT OF CAL	IFORNIA, WESTERN DIVISION
12	SECURITIES AND EXCHANGE	CASE NO. 11-cv-08607-R-DTB
13 14	COMMISSION,	
14	Plaintiff,	[PROPOSED]
16 17 18 19 20	v. CHARLES P. COPELAND, COPELAND WEALTH MANAGEMENT, A FINANCIAL ADVISORY CORPORATION, AND COPELAND WEALTH MANAGEMENT, A REAL ESTATE CORPORATION,	ORDER APPROVING FUTURE PERCENTAGE DISTRIBUTIONS OF THE ASSETS OF COPELAND FIXED INCOME ONE, LP, COPELAND FIXED INCOME TWO, LP AND COPELAND FIXED INCOME THREE, LP
21	Defendants.	Date: November 18, 2013 Time: 10:00 a.m.
22		Ctrm: 8, 2 nd Floor
23		Judge: Hon. Manuel L. Real
24 25	///	
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28	111	
	[Proposed] Order Approving Future Percenta Assets of Copeland Fixed One, LP, Copeland and Copeland Fixed Income Three, LP	

The Court, having considered the Motion for Order Approving 2 Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland 3 Fixed Income Three, LP ("Motion") filed by Mulvaney Barry Beatty 4 Linn & Mayers LLP ("Mulvaney Barry"), counsel for Thomas C. 5 Hebrank ("Receiver"), the court-appointed Permanent Receiver for 6 7 Copeland Wealth Management, a Financial Advisory Corporation, 8 Copeland Wealth Management, a Real Estate Corporation, and their 9 subsidiaries and affiliates, and any opposition thereto, and good cause appearing therefor, 10

IT IS HEREBY ORDERED as follows:

1. The Motion is hereby granted.

2. The Receiver, or his successor-in-interest, is authorized to make future distributions to the investors of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP (collectively the "Fixed Income Funds") pursuant to the Distribution Schedules attached as Exhibits "A" through "C" ("Distribution Schedules") to the Declaration of Thomas C. Hebrank ("Hebrank Declaration") filed in support of the Motion. The Distribution Schedules are hereby incorporated by this reference.

IT IS SO ORDERED.

22 Dated:

Judge, United States District Court

Submitted by: 24

25 MULVANEY BARRY BEATTY LINN & MAYERS LLP

/s/ Everett G. Barry, Jr. By: 27 Attorneys for Thomas C. Hebrank, Permanent Receiver 28 HEBCO.100.505673.1

{Proposed] Order Approving Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP

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1 2 3 4 5 6 7 8	Everett G. Barry, Jr. (SBN 053119) <u>ebarry@mulvaneybarry.com</u> John H. Stephens (SBN 82971) <u>istephens@mulvaneybarry.com</u> Patrick L. Prindle (SBN 87516) <u>pprindle@mulvaneybarry.com</u> MULVANEY BARRY BEATTY LINN 401 West A Street, 17th Floor San Diego, CA 92101-7994 Telephone: 619-238-1010 Facsimile: 619-238-1981 Attorneys for Thomas C. Hebrank, Permanent Receiver	N & MAYERS LLP
9	UNITED STATES	DISTRICT COURT
10 11	CENTRAL DISTRICT OF CAL	IFORNIA, WESTERN DIVISION
12 13	SECURITIES AND EXCHANGE COMMISSION,	CASE NO. 11-cv-08607-R-DTB
 14 15 16 17 18 19 20 21 22 23 	Plaintiff, v. CHARLES P. COPELAND, COPELAND WEALTH MANAGEMENT, A FINANCIAL ADVISORY CORPORATION, AND COPELAND WEALTH MANAGEMENT, A REAL ESTATE CORPORATION, Defendants.	MEMORANDUM OF POINTS AND AUTHORITIES IN SUPPORT OF MOTION FOR ORDER APPROVING FUTURE PERCENTAGE DISTRIBUTIONS OF THE ASSETS OF COPELAND FIXED INCOME ONE, LP, COPELAND FIXED INCOME TWO, LP AND COPELAND FIXED INCOME THREE, LP Date: November 18, 2013 Time: 10:00 a.m. Ctrm: 8, 2 nd Floor Judge: Hon. Manuel L. Real
24 25 26 27 28	/ / / / / / / / / / / / Memo of Points and Authorities ISO Mtn for C Percentage Distributions of Assets of Copela Copeland Fixed Income Two, LP & Copeland	Drder Approving Future Case No. 11-cv-08607-R-DTE nd Fixed Income One, LP,

Case 2:1	1-cv-08607-R-DTB Document 377-1 Filed 10/18/13 Page 2 of 14 Page ID #:7673
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2	TABLE OF AUTHORITIES
3	Cases
4	<i>CFTC v. Eustace</i> , No. 05-2973, 2008 WL 471574
5	CFTC v. PrivateFX Global One, 778 F. Supp. 2d 77510
6	SEC v. American Board of Trade, 719 F. Supp. 186
7	SEC v. Amerifirst, No. 3:08-CV-1188-D, 2008 WL 919546, at *6-7 10
8	SEC v. Black, 163 F.3d 18810
9	<i>SEC v. Byers</i> , 637 F. Supp. 2d 1669
10	SEC v. Capital Consultants, LLC, 397 F.3d 73310
11	SEC v. Credit Bancorp, Ltd., 290 F.3d 80
12	SEC v. Elliott, 953 F.2d 15609
13	SEC v. Enter. Trust Co., No 08 Civ. 1260,
14	2008 U.S. Dist. LEXIS 7973111
15	SEC v. Forex Asset Mgmt. LLC, 242 F.3d 325
16	<i>SEC v. Hardy</i> , 803 F.2d 10349
17	SEC v. Merrill Scott & Assocs., Ltd., No. 2:02-CV-39,
18	2006 WL 381332 10
19	SEC v. Wang, 944 F.2d 809
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	ii Memo of Points and Authorities ISO Mtn for Order Approving Future Percentage Distributions of Assets of Copeland Fixed Income One, LP,
	Copeland Fixed Income Two, LP & Copeland Fixed Income Three, LP

MEMORANDUM OF POINTS AND AUTHORITIES I. INTRODUCTION

Thomas C. Hebrank ("Receiver"), the court-appointed Permanent 3 Receiver for Copeland Wealth Management, a Financial Advisory 4 Corporation ("CWM Financial"), Copeland Wealth Management, a Real 5 Estate Corporation ("CWM Realty"), and their subsidiaries and affiliates 6 ("Receivership Entities") including, but not limited to, Copeland Fixed 7 Income One, L.P. ("CFI1"), Copeland Fixed Income Two, L.P. ("CFI2"), 8 and Copeland Fixed Income Three, L.P. ("CFI3"), hereby submits the 9 following Memorandum of Points and Authorities in support of the Motion 10 for an Order Approving Future Percentage Distributions of the Assets of 11 CFI1, CFI2, and CFI3 (collectively the "Fixed Income Funds"). 12

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II. PROCEDURAL BACKGROUND

On October 18, 2011, the Securities and Exchange Commission 14 ("SEC") filed its Complaint for Violations of The Federal Securities Law, 15 and the Proposed Judgment of Permanent Injunction and Other Relief as 16 to Defendants. [Docket Nos. 1 and 2.] On October 25, 2011, the Court 17 entered the Judgment of Permanent Injunction and Other Relief, 18 appointing Thomas C. Hebrank as the permanent receiver for all assets 19 of the Receivership Entities, placing their assets into the Receiver's 20 possession and control and granting him the full powers of an equity 21 receiver, including the power to make such agreements as may be 22 necessary and advisable in discharging his duties ("10/25/11 Order"). 23 [Docket No. 3.] The Court determined by its March 12, 2012 Order 24 Approving Receiver's Response that the Fixed Income Funds, among 25 others, are included in the receivership as an affiliate of CWM Financial 26 and CWM Realty. [Docket No. 53.] 27

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On November 5, 2012, the Court concluded that the assets and

liabilities of each Receivership Entity should not be pooled, but instead 2 would be addressed individually in its Order Denying Motion to 3 Consolidate Receivership Entities and Pool Assets and Liabilities of 4 Receivership Entities ("11/5/12 Order"). [Docket No. 180.] Thereafter, on January 2, 2013, the Court established the procedures for making claims 5 against the various Receivership Entities in its Order Granting Receiver's 6 7 Motion (1) Establishing Bar Date for Claims; (2) Approving Form and 8 Manner of Notice; and, (3) Approving Proof of Claim Form and Procedures for Submitting Proofs of Claim ("1/2/13 Order"). [Docket No. 9 214.] 10

On February 15, 2013, the Receiver filed his "Forensic Report #2 -Investor's Equity Positions" ("Forensic Report"). [Docket No. 220.] Exhibit "A" to the Forensic Report provides the following investor balances for each Receivership Entity, including the Fixed Income Funds: (1) the investors' initial contribution; (2) cash draws, distributions, and other payments to investors; (3) a subtotal showing the initial contribution less any cash draws; (4) equity as of the date of the Receivership; (5) equity as of December 31, 2011; and (6) 2011 Tax Return K-1 ownership percentage for each investor.

III. FACTUAL BACKGROUND

With this Motion, the Receiver is seeking court approval of his plan 21 to make future distributions of the assets of the Fixed Income Funds on a 22 23 percentage basis in accordance with the distribution schedules attached as Exhibits "A" through "C" (collectively "Distribution Schedules") to 24 the Declaration of Thomas C. Hebrank filed concurrently herewith (the 25 "Hebrank Decl."). (Hebrank Decl., ¶ 3.) Given that all the other 26 27 Receivership Entities have either been dissolved, are defunct, or have 28 been released back to the general partners pursuant to settlements

Memo of Points and Authorities ISO Mtn for Order Approving Future Percentage Distributions of Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP & Copeland Fixed Income Three, LP

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approved by the Court, at this time it appears that the Fixed Income Funds and CWM Realty are the only remaining Receivership Entities that 2 3 have assets to distribute. (Hebrank Decl., ¶ 4.) Concurrently with this 4 Motion, the Receiver is filing a Motion for an Order Approving Future Distributions of the Assets of CWM Realty. (Hebrank Decl., ¶ 5.) 5

As to the Fixed Income Funds, the Receiver proposes to make future distributions to the limited partners of the Fixed Income Funds based on a pro rata share, the percentage of which will be calculated by each of the their respective ownership interests in the Fixed Income Funds, as determined by their 2012 Schedule K-1 tax documents. (Hebrank Decl., ¶ 6.) The percentage distribution amount will be based on each investors' original investment amount, less any distributions, and as modified by annual tax entries referencing the investors' share of annual profit or loss. (Id.)

15 The Fixed Income partners have previously been made aware of 16 their respective ownership interests in the Fixed Income Funds, as they 17 were served with the Forensic Report in February of 2013, and they subsequently received their 2012 K-1 tax documents from the Receiver's 18 19 tax preparers. (Hebrank Decl., ¶ 7.)

20 As part of the proposed future percentage distributions to CFI1 and 21 CFI2, the Receiver proposes to pay certain notes payable obligations 22 owed by CFI1 and CFI2 to other Receivership Entities, proportionately 23 between debt and equity interests. (Hebrank Decl., ¶ 8.) However, the 24 Receiver will not pay alleged notes payable obligations owed by the 25 Fixed Income Funds to any Receivership Entities that are either dissolved, defunct, sold, or settled. (Id.) Additionally, the Receiver will not 26 27 make future percentage distributions from the assets of the Fixed Income ///// 28

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Funds to investors that are either insiders or defunct Receivership
 Entities. (<u>Id</u>.)

The specific dollar amount of the proposed payment of debt¹, or distribution according to equity interests, is currently unknown. (Hebrank Decl., ¶ 9.) This is because the Receiver, and/or any successor-ininterest, will need to allocate certain unpaid administrative expenses to the Fixed Income Funds, and will continue to attempt collection of notes receivable obligations due to the Fixed Income Funds. (Id.) Accordingly, the Receiver is requesting that the Court approve the proposed plan for future percentage distributions, and proportionate debt to equity payments, with the specific amounts to be determined at a later date. (Id.)

Generally, the assets of the Fixed Income Funds consist of obligations arising out of real estate backed loans and corporate loans, an unusually large number of which are non-performing, under-secured, uncollectable, and potentially subject to claims and defenses arising out of the conduct of Charles P. Copeland. (Hebrank Decl., ¶ 10.) Therefore, the percentage distributions to the investors of the Fixed Income Funds may be limited. (Id.) Additional details of the proposed percentage distributions as to each of the Fixed Income Funds are set forth in turn below.

A. <u>COPELAND FIXED INCOME ONE, LP ("CFI1")</u>

CFI1 is a California limited partnership. (Hebrank Decl. ¶ 11.) The General Partner of CFI1 is CWM Realty. (Id.) The Limited Partners of CFI1 include the following: Betty Markwardt IRA, Charles Gray IRA, Cinque Family Trust, Paul Family Trust, Dusty Bricker, Donna Wooley IRA, Earl R. Schamehorn, Jr., Cynthia Healy, Fred Hollaus, Barbara Whan, Jill Meader IRA, Jill Meader Revocable Trust, John Kohut IRA, Leslie G. Laybourne, Luckey Charitable Trust, Manley Luckey, Clem M.

¹ As in the case of CFI1's and CFI2's liabilities to certain Receivership Entities

Memo of Points and Authorities ISO Mtn for Order Approving Future Percentage Distributions of Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP & Copeland Fixed Income Three, LP

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McCulloch Trust, Robert Howard IRA, Richard Neal IRA, Melvyn B. Ross Roth IRA, Irena Sniecinski IRA, and William McDonald (collectively the "CFI1 Partners"). (Id.) CFI1 was established in 2006 as an investment fund engaged in the business of owning real estate backed loans and corporate loans. (Hebrank Decl. ¶ 12.)

The net proceeds that will ultimately be available for payment of CFI1's notes payable obligations, and distribution according to equity interests, is currently unknown, as the Receiver will need to pay CFI1's administrative and other expenses and there may be recoverable notes receiveable obligations due to CFI1. (Hebrank Decl. ¶ 13.) Therefore, the Receiver proposes to pay the debts and equity interests proportionately at a later date, with the future distributions to investors to be based on a percentage according to their 2012 K-1s, as set forth in the CFI1 Distribution Schedule, a true and correct copy of which is attached to the Hebrank Decl. as **Exhibit "A"** and incorporated herein by reference. (<u>Id</u>.)

As indicated in the proposed CFI1 Distribution Schedule, the percentage of funds allocated to Manley Luckey and the Luckey Charitable Trust (collectively "Luckey"), according to their respective ownership interests in CFI1, are to be reduced by the amount of an outstanding obligation owed by Luckey to CWM Realty, a Receivership Entity. (Hebrank Decl., ¶ 14.) Any amount so retained will be applied to the outstanding obligation owed to CWM Realty. (Id.) Any remaining amount of the distribution, after satisfaction of the debt owed to CWM Realty, will be paid to Luckey. (Id.)

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B. <u>COPELAND FIXED INCOME TWO, LP ("CFI2")</u>

CFI2 is a California limited partnership. (Hebrank Decl., ¶ 15.) The
General Partner of CFI2 is CWM Realty. (Id.) The Limited Partners of
CFI2 include the following: Bonnie Kilmer IRA, Adele M. Hansen, Carol
Docis, Cynthia Gillian IRA, Eddie & Jamie Dotan, Copeland Financial

Memo of Points and Authorities ISO Mtn for Order Approving Future Percentage Distributions of Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP & Copeland Fixed Income Three, LP Advisory, The Copeland Group, Fredric F. Dimmit IRA, Horace Dillow IRA, Jacobson Trust, Jean Seyda, Jesse Coleen Birch Revocable Trust, Katie Hernandez, Lillian N. Franklin Revocable Trust, Mary M. Hasy Revocable Trust, Melvyn B. Ross, IRA, Neal or Ruth Bricker Family Trust, Anh Nhon & Nhon Nguyen TTEE PEN, The Bork Family Trust, Smith Revocable Trust (Lena Smith), and Stephen Weiss IRA (collectively the "CFI2 Partners"). (Id.) CFI2 was established in 2006 as an investment fund engaged in the business of owning real estate backed loans and corporate loans. (Hebrank Decl. ¶ 16.)

The net proceeds that will ultimately be available for payment of CFI2's notes payable obligations, and distribution according to equity interests, is unknown, as the Receiver will need to pay CFI2's administrative and other expenses and there may be recoverable notes receiveable obligations due to CFI2. (Hebrank Decl. ¶ 17.) Therefore, the Receiver proposes to pay the debts and equity interests proportionately at a later date, with future distributions to investors to be based on a percentage according to their 2012 K-1s, as set forth in the CFI2 Distribution Schedule, a true and correct copy of which is attached to the Hebrank Decl. as **Exhibit "B"** and incorporated herein by reference. (Id.)

20 As indicated in the proposed CFI2 Distribution Schedule, the 21 percentage of funds allocated to Neal or Ruth Bricker Family Trust will be 22 reduced by any amount that the Court finds Dr. Neal Bricker is entitled to 23 from his claim against the assets of Copeland Properties 18, L.P. ("CP18"). (Hebrank Decl. ¶ 18.) Dr. Bricker claims in his Opposition to 24 the Receiver's Motion for an Order: (1) Approving the Receiver's 25 Distribution of Assets to Investors of CP18; and (2) Authorizing 26 Termination and Cancellation of CP18 as an Entity ("CP18 Distribution 27 Motion") that he is entitled to a distribution from CP18 based on an 28

Memo of Points and Authorities ISO Mtn for Order Approving Future Percentage Distributions of Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP & Copeland Fixed Income Three, LP

MULVANEY BARRY BEATTY LINN & MAYERS A LIMITED LABULTY PARTRETSHIP SEVENTEENTH FLOOR 401 VEST A STREET SAN DEGO, CALIFORNIA 22101-7944 TELEPHONE 619 238-1010 FACSIMILE 619 238-1981 1

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alleged investment he made in Copeland Properties Three, LP ("CP3").² (Hebrank Decl. ¶ 19.) The hearing on the CP18 Distribution Motion is currently scheduled to be heard on October 28, 2013. (Id.) In the event the Court finds that Dr. Bricker is entitled to a distribution from CP18, any future percentage distribution he will receive from CF112 must be reduced by that amount, as Dr. Bricker's original investment in CP3 of \$215,000.00 was transferred to CF12. (Hebrank Decl. ¶ 21.)

Additionally, as set forth in the CFI2 Distribution Schedule, the percentage of funds allocated to Katie Hernandez ("Hernandez"), according to her ownership interest in CFI2, is to be reduced by the amount of an outstanding obligation owed by Hernandez to CWM Realty, a Receivership Entity. (Hebrank Decl., ¶ 22.) Any amount so retained will be applied to the outstanding obligation owed to CWM Realty. (Id.) Any remaining amount of the distribution, after satisfaction of the debt owed to CWM Realty, will be paid to Hernandez. (Id.)

Finally, as set forth in the CFI2 Distribution Schedule, Copeland Financial Advisory and The Copeland Group will not be receiving percentage distributions from the assets of CFI2. (Hebrank Decl. ¶ 23.) In the case of Copeland Financial Advisory, that entity has been sold. (Id.) As to the Copeland Group, that entity is an insider. (Id.)

C. <u>COPELAND FIXED INCOME THREE, LP ("CFI3")</u>

CFI3 is a California limited partnership. (Hebrank Decl., ¶ 24.) The
 General Partner of CFI3 is CWM Realty. (Id.) The Limited Partners of
 CFI3 include the following: Maria J. Perez IRA, Geoffrey Gardiner IRA,

Memo of Points and Authorities ISO Mtn for Order Approving Future Percentage Distributions of Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP & Copeland Fixed Income Three, LP

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² Dr. Bricker's claim is based on the theory that Copeland Properties 14, LP ("CP14") and its purported assignee, CP18, were indebted to CP3 for amounts that CP14 had allegedly borrowed from CP3. As an investor in CP3, Bricker claims he is owed his initial capital contribution to CP3 in the amount of \$215,000.00, plus \$8,958.00, which is allegedly owed to him as an annual payment from CP3. However, as set forth in the CP18 Distribution Motion and the Receiver's Reply to Dr. Bricker's Opposition, CP3 did not loan money to CP18. Rather, CP3 acquired an interest in CP14, which was later transferred to CP18, and then distributed to CP3's partners when CP3 was terminated. Bricker's contribution, however, was transferred to CF12. (Hebrank Decl. ¶ 20.)

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Susan Wright, JRT Revocable Trust, Louise Coffman, Peggy Hatfield Neumann, John Kohut IRA, Melvyn Ross Roth IRA, Janet Idhe IRA, James Watson MD, Inc., Neonatology Medical Group Inc. Retirement Plan, Margarita Perez Estrada, Rick Higdon IRA, Kathi Seegraves IRA, Rhonda Dean IRA, and the Copeland Group (collectively the "CFI3 Partners"). (Id.) CFI3 was established in 2008 as an investment fund engaged in the business of owning real estate backed loans and corporate loans. (Hebrank Decl. ¶ 25.)

The net proceeds that will ultimately be available for payment of CFI3's percentage distributions according to equity interests, is unknown, as the Receiver will need to pay CFI3's administrative and other expenses and there may be recoverable notes receiveable obligations due to CFI3. (Hebrank Decl. ¶ 26.) Therefore, the Receiver proposes to make distributions to investors at a later date, to be based on a percentage according to their 2012 K-1s, as set forth in the CFI3 Distribution Schedule, a true and correct copy of which is attached to the Hebrank Declaration as **Exhibit "C"** and incorporated herein by reference. (Id.)

As indicated in the proposed CFI3 Distribution Schedule, the 19 percentage of funds allocated to Janet Ihde IRA ("Ihde") according to her 20 ownership interest in CFI3 is to be reduced by the amount of outstanding 21 notes receiveable obligations owed by Idhe to CFI3, CWM Realty, and 22 Copeland Properties Twelve, LP ("CP12"), all of which are Receivership 23 Entities. (Hebrank Decl., ¶ 27.) Any amount so retained will be applied to the outstanding obligations owed to these Receivership Entities. (Id.) 24 25 Any remaining amount of the distribution, after satisfaction of the debts owed to these entities, will be paid to Idhe. (Id.) 26

IV. ARGUMENT

Federal district courts have broad discretion in fashioning relief in

Memo of Points and Authorities ISO Mtn for Order Approving Future Percentage Distributions of Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP & Copeland Fixed Income Three, LP

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equity receiverships. See SEC v. Credit Bancorp, Ltd., 290 F.3d 80, 91 (2d Cir. 2002); SEC v. Basic Energy & Affiliated Res., Inc., 273 F.3d 657, 668 (6th Cir. 2001); SEC v. Forex Asset Mgmt. LLC, 242 F.3d 325, 328 (5th Cir. 2001); SEC v. Elliott, 953 F.2d 1560, 1566-67 (11th Cir. 1992); SEC v. Hardy, 803 F.2d 1034, 1037-39 (9th Cir. 1986). Pursuant to these broad powers, courts may authorize any distribution of receivership assets that is "fair and reasonable." SEC v. Wealth Mgmt. LLC, 628 F.3d 323, 332-33 (7th Cir. 2010); SEC v. Wang, 944 F.2d 80, 85 (2d Cir. 1991); SEC v. Byers, 637 F. Supp. 2d 166, 174 (S.D.N.Y. 2009) (quoting Wang, 944 F.2d at 81). So long as a court divides the assets "in a logical way," the court's distribution will not be disturbed on appeal. United States v. Durham, 86 F.3d 70, 73 (5th Cir. 1996).

Appellate review of distribution orders is "narrow," Forex, 242 F.3d at 331 (quotation omitted), as appellate courts must not "chain the hands" of the court in Equity" nor "rob the lower court of the discretion essential 15 to its function." Durham, 86 F.3d at 73. District courts frequently order interim or preliminary distributions. See, e.g., Credit Bancorp, 290 F.3d at 85; SEC v. Black, 163 F.3d 188, 193 (3d Cir. 1998); CFTC v. PrivateFX 18 Global One, 778 F. Supp. 2d 775, 778 (S.D. Tex. 2011); SEC v. Amerifirst, No. 3:08-CV-1188-D, 2008 WL 919546, at *6-7 (N.D. Tex. Mar. 13, 2008); CFTC v. Eustace, No. 05-2973, 2008 WL 471574, at *7 (E.D. Pa. Feb. 19, 2008); SEC v. Merrill Scott & Assocs., Ltd., No. 2:02-22 CV-39, 2006 WL 3813320, at *1 (D. Utah Dec. 26, 2006).

In this case, the Receiver's proposed plan to distribute the assets of the Fixed Income Funds at a later date is fair and reasonable. The assets of the Fixed Income Funds are being divided in a logical and equitable way according to the Distribution Schedules. In equity receiverships, federal courts overwhelmingly order pro rata distribution. SEC v. Capital Consultants, LLC, 397 F.3d 733, 737, 746-47 (9th Cir.

Memo of Points and Authorities ISO Mtn for Order Approving Future Percentage Distributions of Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP & Copeland Fixed Income Three, LP

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2005); *Credit Bancorp*, 290 F.3d at 87-89; *Forex*, 242 F.3d at 331-32; *Elliot*, 953 F.2d at 1569-70; *Wealth Mgmt*., 628 F.3d at 333.

Upon approval of the plan for distribution, the Receiver will be distributing the assets of the Fixed Income Funds to the CFI1 Partners, CFI2 Partners, and CFI3 Partners (collectively the "Fixed Income Partners") based on a pro rata share, the percentage of which will be calculated by each of the their respective ownership interests in the Fixed Income Funds, as determined by their 2012 Schedule K-1 tax documents. (Hebrank Decl., \P 6.) The percentage distribution amount will be based on each investors' original investment amount, less any distributions, and as modified by annual tax entries referencing the investors' share of annual profit or loss. (Id.) The Fixed Income Partners have previously been made aware of their respective ownership interests in the Fixed Income Funds as they were served with the Receiver's Forensic Report in February of 2013, and they subsequently received their 2012 K-I tax documents from the Receiver's tax preparers. (Hebrank Decl. \P 7.)

Furthermore, the Receiver's plan to pay the Notes Payable debt obligations owed by CFI1 and CFI2 to other Receivership Entities proportionately between that debt and the equity investors is fair and reasonable, considering that if those debt obligations were paid in full there may not be sufficient assets remaining to pay any money at all to the investors in CFI and CFI2. The proposed plan will ensure that the investors in CFI1 and CFI2 receive some payment on their claims.

Additionally, the Receiver's plan not to pay alleged notes payable obligations owed by the Fixed Income Funds to any Receivership Entities that are either dissolved, defunct, sold, or settled is fair and reasonable. In those cases, there is simply no entity to be paid. Finally, the Receiver's plan not to make future percentage distributions from the

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Memo of Points and Authorities ISO Mtn for Order Approving Future Percentage Distributions of Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP & Copeland Fixed Income Three, LP

assets of the Fixed Income Funds to investors that are either insiders or 1 defunct Receivership Entities is also fair and reasonable. In the case of 2 the defunct Receivership Entities, such as Copeland Financial Advisory, 3 again there is no entity to pay. In the case of the insider entity, The 4 Copeland Group, the Court has broad equitable power to subordinate 5 this claim to others, based on the theory of equitable subordination. SEC 6 v. American Board of Trade, 719 F. Supp. 186, 196 (S.D.N.Y. 1989)³. 7

CONCLUSION V.

Based upon the foregoing, all pleadings on file herein, as well as such argument and evidence as may be presented at the hearing, the Receiver requests entry of an order approving the Receiver's plan for future distribution of funds to the investors of the Fixed Income Funds in accordance with the Distribution Schedules.

Dated: October 18, 2013

MULVANEY BARRY BEATTY LINN & MAYERS, LLP

By: <u>/s/ Everett G. Barry, Jr.</u> Attorneys for Thomas C. Hebrank, Receiver

HEBCO.100.505591.1

23 ³ In American Board, the equity receiver moved to equitably subordinate certain creditor claims, 24 including those claims brought by insiders that had controlled the firm. Because of the insiders' conduct, the court equitably subordinated their claims to the claims of other creditors. American 25 Board, 719 F. Supp. At 196 (S.D.N.Y. 1989); see also SEC v. Basic Energy & Affiliated Res., 273 F.3d 657, 660 (6th Cir. 2001) (affirming distribution plan that prohibited defendants from recovering at all, 26 and reduced recovery of employees based on level of involvement in fraudulent scheme); SEC v. Enter. Trust Co., No 08 Civ. 1260, 2008 U.S. Dist. LEXIS 79731, at *10 (N.D. III. Oct. 7, 2008) ("Disqualifying those who took the business over the edge is the most common feature, and the least contested aspect, of distribution plans").

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Case No. 11-cv-08607-R-DTB

11 Memo of Points and Authorities ISO Mtn for Order Approving Future Percentage Distributions of Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP & Copeland Fixed Income Three, LP

MULVANEY BARRY BEATTY LINN & MAYERS A LIMITED LIABILITY PARTNERSHIP SEVENTEENTHELOR 401 WEST A STREET SAN DIEGO, CALFORNIA 92101-7944 TELEPHONE 619 238-1010 FACSMILE 619 238-1981

1 2 3 4 5 6 7 8 9	Everett G. Barry, Jr. (SBN 053119) <u>ebarry@mulvaneybarry.com</u> John H. Stephens (SBN 82971) <u>istephens@mulvaneybarry.com</u> Patrick L. Prindle (SBN 87516) <u>pprindle@mulvaneybarry.com</u> MULVANEY BARRY BEATTY LINN 401 West A Street, 17th Floor San Diego, CA 92101-7994 Telephone: 619-238-1010 Facsimile: 619-238-1981 Attorneys for Thomas C. Hebrank, Permanent Receiver	N & MAYERS LLP
10	UNITED STATES	DISTRICT COURT
11	CENTRAL DISTRICT OF CAL	IFORNIA, WESTERN DIVISION
12		
13	SECURITIES AND EXCHANGE COMMISSION,	CASE NO. 11-cv-08607-R-DTB
14	Plaintiff,	DECLARATION OF THOMAS C.
15	V.	HEBRANK IN SUPPORT OF MOTION FOR ORDER
16 17 18	CHARLES P. COPELAND, COPELAND WEALTH MANAGEMENT, A FINANCIAL ADVISORY CORPORATION,	APPROVING FUTURE PERCENTAGE DISTRIBUTIONS OF THE ASSETS OF COPELAND FIXED INCOME ONE, LP, COPELAND FIXED INCOME
19 20	AND COPELAND WEALTH MANAGEMENT, A REAL ESTATE CORPORATION,	TWO, LP AND COPELAND FIXED INCOME THREE, LP
21	Defendants.	Deter Neversher 10, 2012
22		Date: November 18, 2013 Time: 10:00 a.m.
23		Ctrm: 8, 2 nd Floor Judge: Hon. Manuel L. Real
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	Declaration ISO Motion for Order Approving F Distributions of the Assets of Copeland Fixed Income Two, LP and Copeland Fixed Income	One, LP, Copeland Fixed

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I, Thomas C. Hebrank, declare as follows:

1. I am the court-appointed Permanent Receiver for Copeland Wealth Management, a Financial Advisory Corporation ("CWM Financial"), Copeland Wealth Management, a Real Estate Corporation ("CWM Realty"), and their subsidiaries and affiliates (collectively, the "Receivership Entities") including, but not limited to, Copeland Fixed Income One, L.P. ("CFI1"), Copeland Fixed Income Two, L.P. ("CFI2"), and Copeland Fixed Income Three, L.P. ("CFI3") (collectively the "Fixed Income Funds").

2. The following are facts within my knowledge, except those stated on information and belief and as to those I believe them to be true. If called as a witness I could and would testify to them under oath.

3. I am seeking court approval of my plan to make future distributions of the assets of the Fixed Income Funds on a percentage basis in accordance with the distribution schedules attached hereto as **Exhibits "A" through "C"** (collectively "Distribution Schedules") and incorporated herein by reference.

4. I am informed and believe that, other than the Fixed Income
Funds and CWM Realty, all the Receivership Entities have either been
dissolved, are defunct, or have been released back to the general
partners pursuant to settlements approved by the Court. At this time, it
appears that the Fixed Income Funds and CWM Realty are the only
remaining Receivership Entities that have any assets to distribute.

5. Concurrently with this Motion, I am filing a Motion for an
Order Approving Future Distributions of the Assets of CWM Realty.

6. As to the Fixed Income Funds, I propose to make future
distributions of the remaining assets to the limited partners of the Fixed
Income Funds based on a pro rata share, the percentage of which will be

Declaration ISO Motion for Order Approving Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP calculated by each of the their respective ownership interests in the
Fixed Income Funds, as determined by their 2012 Schedule K-1 tax
documents. The percentage distribution amount will be based on each
investors' original investment amount, less any distributions, and as
modified by annual tax entries referencing the investors' share of annual
profit or loss.

7. The Fixed Income partners have previously been made aware of their respective ownership interests in the Fixed Income Funds as they were served with my Forensic Report in February of 2013, and they subsequently received their 2012 K-I tax documents from my tax preparers.

8. As part of the proposed plan regarding future percentage distributions to CFI1 and CFI2, I propose to pay certain notes payable obligations owed by CFI1 and CFI2 to other Receivership Entities, proportionately between debt and equity interests. I do not plan to pay notes payable obligations owed to Receivership Entities that are either dissolved, defunct, sold, or settled. Additionally, I do not plan to make percentage distributions to investors that are insiders or defunct Receivership Entities.

9. The specific dollar amount of the proposed payment of debt¹,
or distribution according to equity interests, is currently unknown. This is
because I, and/or my successor-in-interest, will need to allocate certain
administrative expenses to the Fixed Income Funds, and will continue
collection of notes receivable obligations due to the Fixed Income Funds.
Accordingly, I am requesting that the Court approve the proposed plan
for future percentage distributions, and proportionate debt to equity

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¹ As in the case of CFI1's and CFI2's liabilities to certain Receivership Entities

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payments, with the specific amounts to be determined at a later date.

10. I am informed and believe that the assets of the Fixed Income Funds generally consist of obligations arising out of real estate backed loans and corporate loans, an unusually large number of which are non-performing, under-secured, uncollectable, and potentially subject to claims and defenses arising out of the conduct of Charles P. Copeland ("Copeland"). Therefore, the percentage distributions to the investors of the Fixed Income Funds may be limited.

11. I am informed and believe that CFI1 is a California limited partnership. The General Partner of CFI1 is CWM Realty. The Limited Partners of CFI1 include the following: Betty Markwardt IRA, Charles Gray IRA, Cinque Family Trust, Paul Family Trust, Dusty Bricker, Donna Wooley IRA, Earl R. Schamehorn, Jr., Cynthia Healy, Fred Hollaus, Barbara Whan, Jill Meader IRA, Jill Meader Revocable Trust, John Kohut IRA, Leslie G. Laybourne, Luckey Charitable Trust, Manley Luckey, Clem M. McCulloch Trust, Robert Howard IRA, Richard Neal IRA, Melvyn B. Ross Roth IRA, Irena Sniecinski IRA, and William McDonald (collectively the "CFI1 Partners").

19 I am informed and believe that CFI1 was established in 2006 12. 20 as an investment fund engaged in the business of owning real estate backed loans and corporate loans. 21

22 13. The net proceeds that will ultimately be available for payment 23 of CFI1's notes payable obligations, and distribution according to equity 24 interests, is currently unknown, as I will need to pay CFI1's 25 administrative and other expenses and there may be recoverable notes receiveable obligations due to CFI1. Therefore, I propose to pay the 26 27 debts and equity interests proportionately at a later date, with the future 28 distributions to investors to be based on a percentage according to their

Declaration ISO Motion for Order Approving Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP

2012 K-1s, as set forth in the CFI1 Distribution Schedule, a true and 1 2 correct copy of which is attached hereto as **Exhibit "A"** and incorporated 3 herein by reference.

14. As indicated in the proposed CFI1 Distribution Schedule, the percentage of funds allocated to Manley Luckey and the Luckey Charitable Trust (collectively "Luckey"), according to their respective ownership interests in CFI1, are to be reduced by the amount of an outstanding obligation owed by Luckey to CWM Realty, a Receivership Entity. Any amount so retained will be applied to the outstanding obligation owed to CWM Realty. Any remaining amount of the distribution, after satisfaction of the debt owed to CWM Realty, will be paid to Luckey.

13 15. I am informed and believe that CFI2 is a California limited 14 partnership. The General Partner of CFI2 is CWM Realty. The Limited 15 Partners of CFI2 include the following: Bonnie Kilmer IRA, Adele M. Hansen, Carol Docis, Cynthia Gillian IRA, Eddie & Jamie Dotan, 16 17 Copeland Financial Advisory, The Copeland Group, Fredric F. Dimmit 18 IRA, Horace Dillow IRA, Jacobson Trust, Jean Seyda, Jesse Coleen 19 Birch Revocable Trust, Katie Hernandez, Lillian N. Franklin Revocable 20 Trust, Mary M. Hasy Revocable Trust, Melvyn B. Ross, IRA, Neal or Ruth Bricker Family Trust, Anh Nhon & Nhon Nguyen TTEE PEN, The 21 22 Bork Family Trust, Smith Revocable Trust (Lena Smith), and Stephen 23 Weiss IRA (collectively the "CFI2 Partners").

24 16. I am informed and believe that CFI2 was established in 2006 25 as an investment fund engaged in the business of owning real estate 26 backed loans and corporate loans.

27 17. The net proceeds that will ultimately be available for payment 28 of CFI2's notes payable obligations, and distribution according to equity

Declaration ISO Motion for Order Approving Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP

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interests, is unknown, as I will need to pay CFI2's administrative and other expenses and there may be recoverable notes receiveable obligations due to CFI2. Therefore, I propose to pay the debts and equity interests proportionately at a later date, with future distributions to investors to be based on a percentage according to their 2012 K-1s, as set forth in the CFI2 Distribution Schedule, a true and correct copy of which is attached hereto as Exhibit "B" and incorporated herein by reference.

18. As indicated in the proposed CFI2 Distribution Schedule, the percentage of funds allocated to Neal or Ruth Bricker Family Trust will be reduced by any amount that the Court finds Dr. Neal Bricker is entitled to from his claim against the assets of Copeland Properties 18, L.P. ("CP18").

14 19. Dr. Bricker claims in his Opposition to the Receiver's Motion 15 for an Order: (1) Approving the Receiver's Distribution of Assets to Investors of CP18; and (2) Authorizing Termination and Cancellation of 16 CP18 as an Entity ("CP18 Distribution Motion") that he is entitled to a 17 distribution from CP18 based on an alleged investment he made in 18 19 Copeland Properties Three, LP ("CP3"). The hearing on the CP18 20 Distribution Motion is currently scheduled to be heard on October 28, 2013. 21

22 20. Dr. Bricker's claim is based on the theory that Copeland 23 Properties 14, LP ("CP14") and its purported assignee, CP18, were indebted to CP3 for amounts that CP14 had allegedly borrowed from 24 25 CP3. As an investor in CP3, Bricker claims he is owed his initial capital 26 contribution to CP3 in the amount of \$215,000.00, plus \$8,958.00, which 27 is allegedly owed to him as an annual payment from CP3. However, as 28 set forth in the CP18 Distribution Motion and my Reply to Dr. Bricker's

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Opposition, CP3 did not loan money to CP18. Rather, CP3 acquired an interest in CP14, which was later transferred to CP18, and then distributed to CP3's partners when CP3 was terminated. Bricker's contribution, however, was transferred to CFI2.

21. In the event the Court finds that Dr. Bricker is entitled to a distribution from CP18, any future percentage distribution he will receive from CFI12 must be reduced by that amount, as Dr. Bricker's original investment in CP3 of \$215,000.00 was transferred to CFI2.

22. Additionally, as set forth in the CFI2 Distribution Schedule, the percentage of funds allocated to Katie Hernandez ("Hernandez"), according to her ownership interest in CFI2, is to be reduced by the amount of an outstanding obligation owed by Hernandez to CWM Realty, a Receivership Entity. Any amount so retained will be applied to the outstanding obligation owed to CWM Realty. Any remaining amount of the distribution, after satisfaction of the debt owed to CWM Realty, will be paid to Hernandez.

17 23. Finally, as set forth in the CFI2 Distribution Schedule,
18 Copeland Financial Advisory and The Copeland Group will not be
19 receiving percentage distributions from the assets of CFI2. In the case of
20 Copeland Financial Advisory, I am informed and believe that the entity
21 has been sold. As to the Copeland Group, I am informed and believe
22 that the entity is an insider, as Copeland is the principal and exercises
23 control over the operations of the company.

24. I am informed and believe that CFI3 is a California limited
partnership. The General Partner of CFI3 is CWM Realty. The Limited
Partners of CFI3 include the following: Maria J. Perez IRA, Geoffrey
Gardiner IRA, Susan Wright, JRT Revocable Trust, Louise Coffman,
Peggy Hatfield Neumann, John Kohut IRA, Melvyn Ross Roth IRA, Janet

Declaration ISO Motion for Order Approving Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP

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Idhe IRA, James Watson MD, Inc., Neonatology Medical Group Inc. Retirement Plan, Margarita Perez Estrada, Rick Higdon IRA, Kathi Seegraves IRA, Rhonda Dean IRA, and the Copeland Group (collectively the "CFI3 Partners").

25. I am informed and believe that CFI3 was established in 2008 as an investment fund engaged in the business of owning real estate backed loans and corporate loans.

26. The net proceeds that will ultimately be available for payment of CFI3's percentage distributions according to equity interests, is unknown, as I will need to pay CFI3's administrative and other expenses and there may be recoverable notes receiveable obligations due to CFI3. Therefore, I propose to make distributions to investors at a later date, to be based on a percentage according to their 2012 K-1s, as set forth in the CFI3 Distribution Schedule, a true and correct copy of which is attached hereto as **Exhibit "C"** and incorporated herein by reference.

27. As indicated in the proposed CFI3 Distribution Schedule, the percentage of funds allocated to Janet Ihde IRA ("Ihde") according to her ownership interest in CFI3 is to be reduced by the amount of outstanding 19 notes receiveable obligations owed by Idhe to CFI3, CWM Realty, and Copeland Properties Twelve, LP ("CP12"), all of which are Receivership 20 Entities. Any amount so retained will be applied to the outstanding 21 22 obligations owed to these Receivership Entities. Any remaining amount 23 of the distribution, after satisfaction of the debts owed to these entities, will be paid to Idhe. 24

28. I believe that the foregoing claims distribution is fair and
equitable under the circumstances of this case. Therefore, I request that
the Court enter an Order approving the distribution of assets to the
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MULVANEY BARRY BEATTY LINN & MAYERS A LIMITED LABLITY PARTNERSHIP SEVENTERTHYTH FLOOR 401 WEST A SITREET SAN DIEGO, CALIFORNIA 92101-7944 TELEPHONE 619 238-1031 FACSIMLE 619 238-1981 1

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investors of the Fixed Income Funds according to the Distribution Schedules. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on October 18, 2013 at San Diego, California. /s/ Thomas C. Hebrank Thomas C. Hebrank

Declaration ISO Motion for Order Approving Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP

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Exhibit A

Notes Payable Copeland Realty Note Payable - CFI2 Note Payable - CFI3	(5,153.54) (17,000.00) (59,382.50) (81,536.04)	(5,153.54) (17,000.00) (59,382.50) (81,536.04)										
Investor Name	2012 K-1 Ownership %	Initial Contribution	Cash Draws	Initial Contribution Less Cash Draws	Pre-2011 Accounting Entries	Capital as of 10/19/11 (Date of Receivership)	2011 Tax Income (Loss)	2012 Tax Income (Loss)	Investor K-1 Capital as of 12/31/12	Proof of Claim Filed	Amount	Comments - see explanations below
Betty Markwardt IRA	1.27%	61,500.00	(3,422.74)	58,077.26	(13,684.00)	44,393.26	(33,587.00)	(7,938.00)		No	N/A	2
Betty Markwardt	1.14%	50,000.00	(2,805.87)	47,194.13	(7,284.77)	39,909.36	(30,097.00)	(7,112.00)			N/A	2
Charles Gray IRA	4.46%	207,000.00	(11,563.48)	195,436,52	(39,601.81)	155,834.71	(118,231.00)	(27,941.00)	9,663.00	No	N/A	2
Cinque Family Trust	4.31%	200,000.00	(11,172.42)	188,827,58	(36,750.28)	152,077.30	(114,232.00)	(26,996.00)			N/A	2
Paul Family Trust	2.16%	100,000.00	(5,586.26)	94,413.74	(18,515.73)	75,898.01	(154 214 00)	(13,498.00)	5,284.00 15 235 00	No	\$300.000.00	2
Donna Wooley IRA	2.16%	100,000,00	(5,586.26)	94,413.74	(18,764.67)	75,649.07	(57,116.00)	(13,498.00)			N/A	2
Earl R. Schamehorn, Jr.	3.23%	150,000.00	(9,379.34)	140,620.66	(29,098.05)	111,522.61	(85,674.00)	(20,247.00)	5,602.00	No	N/A	2
Cynthia Healy	2.16%	100,000.00	(6,252.93)	93,747.07	(18,365.38)	75,381.69	(57,116.00)	(13,498.00)	4,768.00	No	N/A	2
Fred Hollaus	8.95%	415,000.00	(23,182.86)	391,817.14	(77,264.27)	314,552.87	(237,032.00)	(56,016.00)			N/A	2
Barbara Whan	3.34%	155,000.00	(8,658.63)	146,341.37	(28,700.57)	117,640.80	(88,530.00)	(20,922.00)		No	N/A	2
Jill Meader IRA	0.63%	29,000.00	(1,619.99)	27,380.01	(5,481.06)	21,898.95	(16,564.00)	(3,914.00)		No	N/A	2 ~
Jill A. Meader Revocable Trust	%66-0	46,000.00	(2,569.69)	43,430.31	(8,775.76)	34,654.55	(26,274.00)	(6,209.00)		No	0/A	> N
John Kohut IRA	13.43%	622,667.00	(34,/83.57)	587,883.43	(112,959.42)	4/4,924.01	(333,043.00)	(34,047.00)	20,234.00 4 076 00	Yec Yec	\$100 000 00	- 1 t
Luckey Charitable Trust	10.25%	475,426.00	(26,558.40)	448,867.60	(88,157,41)	360,710.19	(271,545.00)	(64,172.00)		No	N/A	6
Manley Luckey	1.65%	76,500.00	(4,273.46)	72,226.54	(13,369.04)	58,857.50	(43,694.00)	(10,326.00)	4,837.00	No	N/A	თ
Clem M. McColloch Trust	2.16%	100,000.00	(5,586.26)	94,413.74	(18,193.19)	76,220.55	(57,116.00)	(13,498.00)	5,607.00	No	N/A	2
Robert Howard IRA	7.55%	350,000.00	(19,551.77)	330,448.23	(63,974.90)	266,473.33	(199,906.00)	(47,243.00)	19,324.00	No	N/A	2
Richard Neal IRA	4.31%	200,000.00	(11,172.42)	188,827.58	(36,313.77)	152,513.81	(114,233.00)	(26,996.00)	11,285.00	Yes	\$152,513.81	ω
Melvyn B. Ross Roth IRA	6.47%	500,000.00	(216,758.68)	283,241.32	(54,470.97)	228,770.35	(171,348.00)	(40,493.00)	16,929.00	Yes	\$500,000.00	н
Irena Sniecinski IRA	9.27%	500,000.00	(94,020.80)	405,979_20	(81,486.53)	324,492.67	(245,599.00)	(58,041.00)	20,853.00	No	N/A	2
William Mcdonald	2.16%	300,000.00	(205,586.26)	94,413.74	(20,617.63)	73,796.11	(57,117.00)	(13,497.00)	3,182.00	Yes	\$74,269.00	ъ
	100.00%	5,138,093.00	(760,761.16)	4,377,331.84	(860,577.48)	3,516,754.36	(2,649,100.00)	(626,044.00)	241,611.00			
*1 Claim amount matches original investment - actual distribution amount will be based on percentage of original investment less distributions and as modified by annual tax profit or loss *1 Claim amount matches original investment - actual distribution amount will be based on percentage of original investment less distributions and as modified by annual tax profit or loss	vestment - actual dis laim - distribution an	tribution amount	will be based on p	ercentage of orig	inal investment lent less distrib	: less distributions	and as modified b	y annual tax profi	t or loss			
2 Staim amount matches original investment less distributions - distribution amount will be based on percentage of this amount as modified by annual tax profit or loss *4 Claim amount is less than original investment - actual distribution amount will be based on percentage of original investment less distributions and the based on percentage of original investment less distributions and the based on percentage of original investment as modified by annual tax profit or loss	vestment less distrib	distribution amou	n amount will be ht will be based of	hased on percent based on percent	age of this amo riginal investme	ount as modified by ant less distribution	y annual tax profit ns and as modified	or loss by annual tax pro	ofit or loss			
*4 Claim amount is less than original	Investment - actual	distribution amou	nt will be based of	n percentage or o	riginal investme	ent less distributio	ns and as modified	a by annual tax pro	DIIL OF IOSS			

*5 Claim amount is slightly more than original investment less distributions - actual distribution amount will be based on percentage of original investment less distributions and as modified by annual tax profit or loss *6 K-1 deemed Claimant's Proof of Claim - distribution amount will be based reduced by amount of obligation owed to Copeland Wealth Management in the amount of \$3,217.15, plus interest from October 17, 2013

(Date of Receivership) As of 10/19/11

Per Books as of 12/31/2012

Proof of Claim Filed

EQUITY INVESTMENTS / NOTES RECEIVABLE & NOTES PAYABLE COPELAND FIXED INCOME ONE

COPELAND ENTITIES

Case 2:11-cv-08607-R-DTB Document 377-3 Filed 10/18/13 Page 3 of 6 Page ID #:7697

Exhibit B

	As of 10/19/11 (Date of Receivership)	Per Books as of 12/31/2012	Proof of Claim Filed									
<u>Notes Payable</u> Note Payable - CFI3	(414,300.00)	(414,300.00)	No									
Investor Name	2012 K-1 Ownership %	Initial Contribution	Cash Draws	Initial Contribution Less Cash	Pre-2011 Accounting Entries	Capital as of 10/19/11 (Date of	2011 Tax Income (Loss)	2012 Tax Income (Loss)	Investor K-1 Capital as of 12/31/12	Proof of Claim Filed	Amount	Comments - see explanations
				Draws		Receivership)		00 383 c	3			below
Bonnie Kilmer IRA	4 23%	175,000.00	(22,691.21)	152,308,79	(3,310,78)	148,998.01 147.831.34	4,250.00	3,687.00	155,768.34	No	N/A	ء 2
Adele M. Hansen	7.47%	100.000.00	(12,966,42)	87,033.58	(1,891.88)	85,141.70	2,428.00	2,107.00			N/A	2
Cynthia Gillilan IRA	9.68%	800,000.00	(451,865,55)	348,134.45	(7,567,47)	340,566.98	9,713.00	8,426.00	358,705.98	Yes	\$800,000,00	1
Eddie & Jamie Dotan	4.48%	205,000.00	(45,221.09)	159,778.91	(2,919,18)	156,859.73	4,492.00	3,897.00		No	N/A	2
Copeland Financial Advisory	4.78%	5	197,500.00	Ň		176,062.00	2,825.00	4,160.00			N/A	4
The Copeland Group	4.78%	3	197,500.00			176,061.00	2,825.00	4,160.00	183,046.00	No	N/A	4
Fredric F. Dimmit IRA	2.42%		(JS 937 73)	174 067-27	(12 582 5)	170.283.55	4,857,00	4.213.00			\$200,000,00	1
Jacobson Trust	2 42%	100,000.00	(13,633.09)	86,366.91	(1,891.88)	84,475.03	2,429.00	2,106.00	89,010.03	No	N/A	2
Jean Seyda	4.84%	200,000.00	(25,932.73)	174,067.27	(3,783,72)	170,283.55	4,857_00	4,212.00	179,352.55	Yes	\$200,000.00	ц
Jesse Coleen Birch Rev Trust	2.90%	120,000.00	(15,559.64)	104,440.36	(2,175.27)	102,265.09	2,914.00	2,527.00	107,706.09		N/A	2
Katie Hernandez	1.45%	60,000.00	(7,779.83)	52,220,17	(911.17)	51,309.00	1,457.00	1,264.00	54,030.00		N/A	ι ω
Lillian N_ Franklin Revocable Trust	12 10%	500,000.00	(64,831,87)	435,168.13	(9,459.29)	425,708.84	12,141.00	10,532.00	448,381.84		\$500,000,00	ч г
Mary M. Hasy Revocable Trust	8.63%	356,566.45	(48,610.88)	307,955.57	(6,745.75)	301,209.82	8,659.00	7,511.00	317,379.82		N/A	2
Melyn B. Ross IRA	2.42%	100,000.00	(12,966.42)	87,033.58	(429.85)	86,603.73	2,428.00	2,107 00	91,138.73	Yes	\$100,000.00	ιμ
Neal or Ruth Bricker Family Trust	4.12%	215,000.00	(66,607-72)	148,392,28	(3,487.40)	144,904.88	4,140.00	3,591.00	152,635.88	Yes	\$215,000.00	J (7
Anh Nhon & Nhon Nguyen TTEE PEN	5.53%	228,763.18	(29,662.32)	199,100.86	(4,327.89)	194,772.97	5,556.00	4,819.00	205,147.97	No	N/A	2
The Bork Family Trust	4.84%	200,000.00	(25,932.73)	174,067.27	(3,783.72)	170,283.55	4,856.00	4,213.00	179,352.55		\$200,000.00	1
Smith Revocable Trust (Lena Smith)	6.65%	275,000.00	(35,657.50)	239,342 50	(3,472.82)	235,869.68	6,678.00	5,793.00	248,340.68	No	N/A	2
Stephen Weiss IRA	2 25%	93,000.00	(12,058.73)	80,941.27	(1,759.44)	79,181.83	2,258.00	1,959.00	83,398.83	No	N/A	2
	100.00%	4,203,329.63	(559,734.76)	3,643,594.87	(66,064.83)	3,534,653.04	96,442.00	87,076.00	3,718,171,03			
*1 Claim amount matches original investment - actual distribution amount will be based on percentage of original investment less distributions and as modified by annual tax profit or loss *2 K-1 deemed Claimant's Proof of Claim - distribution amount will be based on percentage of original investment less distributions and as modified by annual tax profit or loss	estment - actual dis im - distribution ar	tribution amount v	vill be based on p	ercentage of origi f original investm	inal investment l ent less distribut	ess distributions a ions and as modil	and as modified b fied by annual tax	y annual tax profi profit or loss	t or loss			
*2 K-1 deemed Claimant's Proof of Claim	Im - distribution an	Jount Will be based	on percentage o	t ongina investio	etti less distrivou	IOUS drift as from	neu by annuar cav	profit or loss				

COPELAND ENTITIES EQUITY INVESTMENTS / NOTES RECEIVABLE & NOTES PAYABLE COPELAND FIXED INCOME TWO

Y A deemed Claimant's Proof of Claim - distribution amount will be reduced by amount of obligation owed to Copeland Wealth Management in the amount of \$34,027.36, plus continuing interest from October 17, 2013
 Y A beened Claimant's Proof of Claim - distribution amount will be reduced by amount of obligation owed to Copeland Wealth Management in the amount of \$34,027.36, plus continuing interest from October 17, 2013
 Y A to percentage distributions will be made as the Investor is either an insider or a defunct Receivership Entity
 Y Claim amount matches original investment - distribution will be reduced by amount the Court finds Claimant is entitled to from claim against Copeland Properties 18, LP

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Exhibit B

Case 2:11-cv-08607-R-DTB Document 377-3 Filed 10/18/13 Page 5 of 6 Page ID #:7699

Exhibit C

EQUITY INVESTMENTS / NOTES RECEIVABLE & NOTES PAYABLE COPELAND FIXED INCOME THREE **COPELAND ENTITIES**

Receivership)	(Date of	10/19/11	As of
	of 12/31/2012	Per Books as	
	Filed	Per Books as Proof of Claim	

None

Notes Payable

1 Claim amount matches original investment - actual distribution amount will be based on percentage of original investment less distributions as modified by annual tax profit or loss
 2 K-1 deemed Claimant's Proof of Claim - distribution amount will be based on percentage of original investment less distributions as modified by annual tax profit or loss
 *2 K-1 deemed Claimant's Proof of Claim - distribution amount will be reduced by aggregate amount of obligations owed to Copeland Wealth Management, CFI3 and CP12 in the approximate amount of \$579,135.55

*4 No percentage distributions will be made as the Investor is either an insider or a defunct Receivership Entity

1 2 3 4 5 6 7 8 9	Everett G. Barry, Jr. (SBN 053119) <u>ebarry@mulvaneybarry.com</u> John H. Stephens (SBN 82971) <u>istephens@mulvaneybarry.com</u> Patrick L. Prindle (SBN 87516) <u>pprindle@mulvaneybarry.com</u> MULVANEY BARRY BEATTY LINN 401 West A Street, 17th Floor San Diego, CA 92101-7994 Telephone: 619-238-1010 Facsimile: 619-238-1981 Attorneys for Thomas C. Hebrank, Permanent Receiver	N & MAYERS LLP
10	UNITED STATES	DISTRICT COURT
11	CENTRAL DISTRICT OF CAL	IFORNIA, WESTERN DIVISION
12	SECURITIES AND EXCHANGE	
13	COMMISSION,	CASE NO. 11-cv-08607-R-DTB
14 15	Plaintiff,	NOTICE OF LODGMENT OF ORDER APPROVING FUTURE
 16 17 18 19 20 21 22 23 	v. CHARLES P. COPELAND, COPELAND WEALTH MANAGEMENT, A FINANCIAL ADVISORY CORPORATION, AND COPELAND WEALTH MANAGEMENT, A REAL ESTATE CORPORATION, Defendants.	PERCENTAGE DISTRIBUTIONS OF THE ASSETS OF COPELAND FIXED INCOME ONE, LP, COPELAND FIXED INCOME TWO, LP AND COPELAND FIXED INCOME THREE, LP Date: November 18, 2013 Time: 10:00 a.m. Ctrm: 8, 2 nd Floor Judge: Hon. Manuel L. Real
24		
25	///	
26 27	///	
27	///	
	Notice of Lodgment of Order Approving Futur of the Assets of Copeland Fixed One, LP, Co LP and Copeland Fixed Income Three, LP	

1	Mulvaney Barry Beatty Linn & Mayers LLP, counsel for Thomas C.
2	Hebrank ("Receiver"), the court-appointed Permanent Receiver for
3	Copeland Wealth Management, a Financial Advisory Corporation,
4	Copeland Wealth Management, a Real Estate Corporation, and their
5	subsidiaries and affiliates, hereby lodges the following:
6	Exhibit A Order Approving Future Percentage Distributions of the
7	Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP
8	Dated: October 18, 2013 MULVANEY BARRY BEATTY LINN &
9	MAYERS, LLP
10	Dy: /o/ Everett C. Berry, Ir
11	By: <u>/s/ Everett G. Barry, Jr.</u> Everett G. Barry, Jr.
12	Patrick L. Prindle John H. Stephens
13	Attorneys for Thomas C. Hebrank, Permanent Receiver
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28	HEBCO.100.505643.1
	Notice of Lodgment of Order Approving Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP

Case 2:11-cv-08607-R-DTB Document 377-5 Filed 10/18/13 Page 1 of 3 Page ID #:7703

Exhibit A

1 2 3 4 5 6 7 8 9	Everett G. Barry, Jr. (SBN 053119) <u>ebarry@mulvaneybarry.com</u> John H. Stephens (SBN 82971) <u>istephens@mulvaneybarry.com</u> Patrick L. Prindle (SBN 87516) <u>pprindle@mulvaneybarry.com</u> MULVANEY BARRY BEATTY LINN 401 West A Street, 17th Floor San Diego, CA 92101-7994 Telephone: 619-238-1010 Facsimile: 619-238-1981 Attorneys for Thomas C. Hebrank, Permanent Receiver	I & MAYERS LLP	
10	UNITED STATES DISTRICT COURT		
11	CENTRAL DISTRICT OF CALIFORNIA, WESTERN DIVISION		
12 13	SECURITIES AND EXCHANGE COMMISSION,	CASE NO. 11-cv-08607-R-DTB	
14	Plaintiff,	[PROPOSED]	
15 16 17 18 19 20 21	v. CHARLES P. COPELAND, COPELAND WEALTH MANAGEMENT, A FINANCIAL ADVISORY CORPORATION, AND COPELAND WEALTH MANAGEMENT, A REAL ESTATE CORPORATION, Defendants.	ORDER APPROVING FUTURE PERCENTAGE DISTRIBUTIONS OF THE ASSETS OF COPELAND FIXED INCOME ONE, LP, COPELAND FIXED INCOME TWO, LP AND COPELAND FIXED INCOME THREE, LP Date: November 18, 2013 Time: 10:00 a.m.	
22 23		Ctrm: 8, 2 nd Floor Judge: Hon. Manuel L. Real	
24			
25 26			
20 27			
28	///		
	1 [Proposed] Order Approving Future Percentage Distributions of the Assets of Copeland Fixed One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP		

The Court, having considered the Motion for Order Approving Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP ("Motion") filed by Mulvaney Barry Beatty Linn & Mayers LLP ("Mulvaney Barry"), counsel for Thomas C. Hebrank ("Receiver"), the court-appointed Permanent Receiver for Copeland Wealth Management, a Financial Advisory Corporation, Copeland Wealth Management, a Real Estate Corporation, and their subsidiaries and affiliates, and any opposition thereto, and good cause appearing therefor,

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IT IS HEREBY ORDERED as follows:

1. The Motion is hereby granted.

2. The Receiver, or his successor-in-interest, is authorized to make future distributions to the investors of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP (collectively the "Fixed Income Funds") pursuant to the Distribution Schedules attached as **Exhibits "A" through "C"** ("Distribution Schedules") to the Declaration of Thomas C. Hebrank ("Hebrank Declaration") filed in support of the Motion. The Distribution Schedules are hereby incorporated by this reference.

IT IS SO ORDERED.

22 Dated: ____

Judge, United States District Court

24 Submitted by:

25 MULVANEY BARRY BEATTY LINN & MAYERS LLP

By: /s/ Everett G. Barry, Jr.
 Attorneys for Thomas C. Hebrank, Permanent Receiver
 HEBCO.100.505673.1

2 {Proposed] Order Approving Future Percentage Distributions of the Assets of Copeland Fixed Income One, LP, Copeland Fixed Income Two, LP and Copeland Fixed Income Three, LP

Case No. 11-cv-08607-R-DTB

Ca	se 2:1	1-cv-08607-R-DTB Document 377-6 F	led 10/18/13 Page 1 of 6 Page ID #:7706		
TELEPHONE 619 238-1010 FACSIMLE 619 238-1981	1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21				
	22	Defendants.			
	23	I, Cindy Jennings, declare that I am over the age of 18 years and not			
	24	a party to the action. I am employed in the County of San Diego,			
	25	alifornia, within which county the subject service occurred. My business			
	26 address is 401 West A Street, 17th Floor, San Diego, Califo		th Floor, San Diego, California, 92101-		
	27	27 7994.			
28 /////					
		CERTIFICATE OF SERVICE	1 CASE NO. 11-CV-08607-R-DTB		

MULVANEY BARRY BEATTY LINN & MAYERS A LIMITED LIABILITY PARTNERSHIP SEVENTEENTH FLIOOR 401 WEST A STREET SAN DIEGO, CALIFORNIA 92101-7944 TELEPHONE 619 238-1010

On October 18, 2013, I served the following documents:

- NOTICE OF MOTION AND MOTION FOR ORDER APPROVING FUTURE PERCENTAGE DISTRIBUTIONS OF THE ASSETS OF COPELAND FIXED INCOME ONE, LP, COPELAND FIXED INCOME TWO, LP AND COPELAND FIXED INCOME THREE, LP;
- MEMORANDUM OF POINTS AND AUTHORITIES IN SUPPORT OF MOTION FOR ORDER APPROVING FUTURE PERCENTAGE DISTRIBUTIONS OF THE ASSETS OF COPELAND FIXED INCOME ONE, LP, COPELAND FIXED INCOME TWO, LP AND COPELAND FIXED INCOME THREE, LP;
- DECLARATION OF THOMAS C. HEBRANK IN SUPPORT OF MOTION FOR ORDER APPROVING FUTURE PERCENTAGE DISTRIBUTIONS OF THE ASSETS OF COPELAND FIXED INCOME ONE, LP, COPELAND FIXED INCOME TWO, LP AND COPELAND FIXED INCOME THREE, LP;

NOTICE OF LODGMENT OF PROPOSED ORDER

X BY MAIL. I placed each envelope for collection and mailing following ordinary business practices. I am readily familiar with Mulvaney Barry Beatty Linn & Mayers LLP's practice for collection and processing correspondence for mailing with the United States Postal Service pursuant to which practice all correspondence will be deposited with the United States Postal Service the same day in the ordinary course of business by placing a true copy of the foregoing document in a separate, sealed envelope with postage fully prepaid, for each addressee named hereafter.

[SEE SERVICE LIST BELOW]

20 X BY ELECTRONIC NOTICE VIA THE ECF SYSTEM. I electronically filed the documents listed above with the Clerk of the Court by using the CM/ECF system. Participants in the case who are registered CM/ECF users will be served by the CM/ECF system. All Parties are registered ECF users.
 23

24 X FEDERAL. I hereby certify that I am employed in the office of a member of the Bar of the United States District Court for the Central District of California, Western Division, at whose direction this service was made

2

Executed on October 18, 2013, at San Diego, California.

/s/Cindy Jennings Cindy Jennings

MULVANEY BARRY BEATTY LINN & MAYERS A LIMITED LIABILITY PARTNERSHIP SEVENTERTHYTH FLOOR 401 WEST A STREET SAN DIEGG, CALIFORNIA 92101-7944 TELEPHONE 619 238-1030 FACSIMLE 619 238-1981 1

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CERTIFICATE OF SERVICE

CASE NO. 11-CV-08607-R-DTB

United States District Court Central District of CA Western Division – Los Angeles Securities and Exchange Commission v. Charles P. Copeland et al. Case No. 2:11-cv-08607-R-DTB

SERVICE LIST

Updated: 10/14/13

WEED FAMILY LIVING TRUST	MARJORIE HATFIELD LIVING TRUST	HOME SAVINGS & LOAN COMPANY
C/O CATHY OR STEPHEN WEED	(PEGGY NEUMANN)	COMMERCIAL LOAN DPT.
62 RUE JEAN BAPTISTE PIGALLE	30176 LIVE OAK CANYON RD	PO BOX 1111
PARIS FC 75010	REDLANDS CA 92373	YOUNGSTOWN OH 44501
COLUMBIA GAS OF KENTUCKY	JOSEPH DOTAN	OHIO DEPARTMENT OF TAXATION PO BOX 182101
PO BOX 742523	1618 WOODLANDS BEAUMONT CA 92228	COLUMBUS OH 43218-2101
CINCINNATI OH 45274-2523 ONE WEST BANK	LUCKEY CHARITABLE TRUST	
		SUSAN WRIGHT
888 E WALNUT ST PASADENA CA 91101	8531 GLENDALE RD HESPERIA CA 92345	111 SIERRA VISTA DR REDLANDS CA 92373
MARK J. FURUYA ESQ.	TD AMERITRADE	GREGORY J. SHERWIN ESQ.
SABAITIS O'CALLAGHAN LLP	FBO DON L. HIGDON IRA	FIELDS FEHN & SHERWIN
975 E GREEN ST	1600 RHODODENDRON #412	11755 WILSHIRE BLVD 5TH FLR
PASADENA CA 91106	FLORENCE OR 97439	LOS ANGELES CA 90025-1521
LOUISE COFFMAN	KATHI SEEGRAVES	RICK HIGDON
19291 SABAL LAKE DR	20521 WHITSTONE CIRCLE	29107 GUAVA LN
BOCA RATON FL 33434	BEND OR 97702	BIG PINE KEY FL 33043
KHARI BAKER	MARGARITA ESTRADA PEREZ	KLAUS & LINDA KUEHN
27878 VIA SARASATE	PO BOX 370	13138 OAK CREST DR
MISSION VIEJO CA 92692	CHINO CA 91708	YUCAIPA CA 92399
WELLS FARGO COMMERCIAL MORTGAGE	FLAGSTAR BANK	DEREK ROSCOE
ATTN: KEN MURRAY	MAIL-STOP W-205-2	C/O NAI ISAAC COMMERCIAL PROP.
1901 HARRISON ST 7TH FLR	5151 CORPORATE DR	771 CORPORATE DR STE 300
OAKLAND CA 94612	TROY MI 48098	LEXINGTON KY 40503
LANDAMERICA ASSESSMENT CORPORATION	MARY MARGARET HASY REVOCABLE TRUST	JG SERVICE COMPANY
PO BOX 27567	6609 SUMMER TRAIL PLC	15632 EL PRADO RD
RICHMOND VA 23261	HIGHLAND CA 92346	CHINO CA 91710
NEAL & RUTH BRICKER FAMILY TRUST	MELVYN & RUTH ROSS	GOLDEN EAGLE INSURANCE
985 S ORANGE GROVE BLVD UNIT 101	5401 LIDO SANDS DR	PO BOX 84834
PASADENA CA 91105	NEWPORT BEACH CA 92663	SAN DIEGO CA 92186-5834
C-III ASSET MANAGEMENT LLC	SMITH REVOCABLE TRUST	GEORGE L. FLETCHER
ATTN: KATHY PATTERSON	LENNA SMITH	JANET G. FLETCHER
5221 N O'CONNOR BLVD STE 600	38367 CHERRYWOOD DR	1910 COUNTRY CLUB LN
IRVING TX 75039	MURRIETA CA 92562	REDLANDS CA 92373
WELLS FARGO COMMERCIAL	HOME SAVINGS & LOAN	COMMONWEALTH OF KENTUCKY
MORTGAGE SERVICING	ATTN: DAN NY WHITE	OFFICE OF HOUSING, BUILDING & CONST.
1901 HARRISON ST 7TH FLR	275 W FEDERAL ST	101 SEA HERO RD STE 200
OAKLAND CA 94612	YOUNGSTOWN OH 44503	FRANKFORT KY 40601-5405
ANDREW J. HALEY, ESQ.	CAROL DOCIS	CHARLES SCHWAB
GREENWALD PAULY FOSTER & MILLER P.C.	BROKERAGE A/C	FBO W.W. EURE JR. MD INC. IRA
1299 OCEAN AVE STE 400	18028 W KENWOOD AVE	PO BOX 10065
SANTA MONICA CA 90401-1007 NEAL LIVING TRUST	DEVORE CA 92407	SAN BERNARDINO CA 92423 BENTON-COLE PROPERTIES INC.
7322 STARBOARD ST	LILLIAN N. FRANKLIN 740 E AVERY ST	11761 ALMOND CT
CARLSBAD CA 92011	SAN BERNARDINO CA 92404	LOMA LINDA CA 92354
ANH T. NONG & NHON NGUYEN TTEE PEN	NGYUEN & NONG PENSION PLAN	MURALIGOPAL LIVING TRUST
209 E SUNSET DR S	209 E SUNSET DR S	731 BUCKINGHAM DR
REDLANDS CA 92373	REDLANDS CA 92373	REDLANDS CA 92374
NEONATOLOGY MEDICAL GROUP INC.	TD AMERITRADE	W.W. EURE JR. MD INC.
RETIREMENT PLAN	FBO JOHN KOHUT IRA	DONALD MASON REGISTERED AGENT
731 BUCKINGHAM DR	6946 OROZCO DR	8275 DEADWOOD CT
REDLANDS CA 92374	RIVERSIDE CA 92506	REDLANDS CA 92373
BARBARA WHAN	PATRICE A. MILKOVICH	VELLORE G. MURALIGOPAL
5944 SPOON RD	3605 BONITA VERDE DR	731 BUCKINGHAM DR
PALM SPRINGS CA 92264-6351	BONITA CA 91902	REDLANDS CA 92374
ADELE M. HANSEN	MANLEY J. LUCKEY	JOHN J. KOHUT
6609 SUMMERTRAIL PLC	8531 GLENDALE RD	6946 OROZCO DR
HIGHLAND CA 92346	HESPERIA CA 92345	RIVERSIDE CA 92506
ROBERT & GLADYS MITCHELL	PEGGY HATFIELD NEUMANN	KOHUT FAMILY TRUST
11761 ALMOND CT	30176 LIVE OAK CANYON RD	6946 OROZCO DR
LOMA LINDA CA 92354	REDLANDS CA 92373	RIVERSIDE CA 92506
BETTY MARKWARDT	PEREZ FAMILY SURVIVORS TRUST	CYNTHIA GILLILAN
1220 W 4TH ST	13219 PIPELINE AVE	39292 OAK GLEN RD
ANACONDA MT 59711	CHINO CA 91710	YUCAIPA CA 92399
BARBARA Z. STAHR	MARK & BARBARA CARPENTER	PAUL FAMILY TRUST
667 GULL DR	35571 SLEEPY HOLLOW RD	PO BOX 7357
BODEGA BAY CA 94923	YUCAIPA CA 92399	REDLANDS CA 92375

CHARLES SCHWAB	ROBERT M. SHAUGHNESSY ESQ.	CHARLES SCHWAB
FBO MELVYN B. ROTH IRA	DUCKOR SPRADLING	FBO ROBERT HOWARD IRA
5401 LIDO SANDS DR	3043 4TH AVE	502 AVENIDA LA COSTA
NEWPORT BEACH CA 92663-2204	SAN DIEGO CA 92103	SAN CLEMENTE CA 92672
	DIVISION OF REVENUE	DAN BAKER
ATTN: JORGE RODRIGUEZ	LEXINGTON-FAYETTE URBAN CNTY GOVT	C/O JONATHAN L. GEBALLE ESQ.
1601 WASHINGTON AVE 7TH FLR	PO BOX 14058 LEXINGTON KY 40512	11 BROADWAY STE 615
MIAMI FL 33139 CAROL P. LOWE	PETERSON REVOCABLE LIVING TRUST	NEW YORK NY 10004 J. JAY & THERESA WHAN
1837 ONDA DR	11075 BENTON ST APT 224	30660 SUSAN DR
CAMARILLO CA 93010	LOMA LINDA CA 92354	CATHEDRAL CITY CA 92234
CHARLES GREY	PINKNER FAMILY TRUST	GLENN GOODWIN TRUST
63 TURNBURY LN	279 GREEN MOUNTAIN	PO BOX 735
IRVINE CA 92620	PALM DESERT CA 92211	SKYFOREST CA 92385
RICHARD NEAL	RON MITCHELL	C & R ASPHALT
7322 STARBOARD ST	12033 FOURTH ST	PO BOX 8201
CARLSBAD CA 92011	YUCAIPA CA 92399	LEXINGTON KY 40533-8201
DONNA WOOLEY	SAMUEL D. GREGORY	CATHY BURGESS INTERIORS
12721 COLUMBIA AVE	4432 STRONG ST	155 E MAIN ST STE 102
YUCAIPA CA 92399	RIVERSIDE CA 92501	LEXINGTON KY 40507
WILLIAM F DAVIS	CHARLES SCHWAB	ROBERT H. ZIPRICK ESQ.
RE: FLOYD N. ANDERSEN	FBO MELVYN ROSS ROTH IRA	ZIPRICK & CRAMER LLP
HIGHWAY 111 #9-472	5401 LIDO SANDS DR	707 BROOKSIDE AVE
LA QUINTA CA 92253	NEWPORT BEACH CA 92663	REDLANDS CA 92373
BONNIE KILMER	SCHACHTEL FAMILY TRUST	DILL & SHOWLER
5120 BRECKENRIDGE AVE	6 STRAUSS TERRACE	400 BROOKSIDE AVE
BANNING CA 92220	RANCHO MIRAGE CA 92270	REDLANDS CA 92373
PERRY DAMIANI	STEELE FAMILY TRUST	BILZIN SUMBERG BAENA PRICE AXELROD
16127 KASOTA RD STE 105	26858 CALLE REAL	1450 BRICKELL AVE STE 2300
APPLE VALLEY CA 92307	CAPISTRANO BEACH CA 92624	MIAMI FL 33131-3456
BEN-TEL SERVICE	CHARLES SCHWAB	BEN PEREZ, PHILIP PEREZ
B.W. BLANTON, JR.	FBO IRENA SNIECINSKI IRA	AND MICHAEL PEREZ
4001 PALMETTO SPRINGS WAY	PO BOX 161680	13245 VICTORIA ST
LEXINGTON KY 40513-1603	BIG SKY MT 59716-1680	RANCHO CUCAMONGA CA 91739
SCOTT SHOWLER, ATTORNEY AT LAW	TABER FAMILY TRUST	FEDERAL EXPRESS
1839 COMMERCENTER W	1475 CRESTVIEW RD	PO BOX 7221
SAN BERNARDINO CA 92408	REDLANDS CA 92374	PASADENA CA 91109-7321
GEOFFREY A. GARDINER	JENNIFER SMITH	FRANCHISE TAX BOARD
11535 ACACIA ST	38367 CHERRYWOOD DR	PO BOX 942857
LOMA LINDA CA 92354	MURRIETA CA 92562	SACRAMENTO CA 94257-0601
FRED & JOYCE DIMMITT	RHONDA DEAN	GOODWIN & ASSOCIATES
321 MYRTLEWOOD DR	2172 CLARK AVE	1175 IDAHO ST STE 201
CALIMESA CA 92320 CHARLES SCHWAB	COTTAGE GROVE OR 97424	REDLANDS CA 92374 LINDA KEY
FBO JANET IHDE IRA	TD AMERITRADE FBO BETTY MARKWARDT IRA	MNJ KEY CORPORATION
35-800 BOB HOPE DR STE 225	1220 W 4TH ST	PO BOX 3655
RANCHO MIRAGE CA 92270	ANACONDA MT 59711	SAN DIEGO CA 92163-3655
NORTH CAROLINA DEPT OF REVENUE	ROBERT R. & ELAYNE ALLEN	PARACORP DBA PARASEC
PO BOX 25000	ROUTE 2 BOX 284	PO BOX 160568
RALEIGH NC 27640-0645	ELLINGTON MO 63638	SACRAMENTO CA 95816-0568
CHARLES SCHWAB	CHARLES SCHWAB	TD AMERITRADE
FBO KIRK HOWARD ROTH IRA	FBO ALBERT IRA	FBO STEVEN IRA
1648 WOODLANDS RD	232 ANITA CT	14424 GREENPOINT LN
BEAUMONT CA 92223	REDLANDS CA 92373	HUNTERSVILLE NC 28078
CHARLES SCHWAB	CHARLES SCHWAB	TD AMERITRADE
FBO LEONARD F. NEUMANN IRA	FBO JANET K. IHDE IRA	FBO HORACE DILLOW IRA
30176 LIVE OAK CANYON RD	PO BOX 2131	1343 CRESTVIEW RD
REDLANDS CA 92373	PALM SPRINGS CA 92263	REDLANDS CA 92374
MARIA PEREZ	SANDRA AND PERRY HAYES	PREMIUM ASSIGNMENT CORPORATION
1364 AURORA LN	111 E SUNSET DR S	PO BOX 3100
SAN BERNARDINO CA 92408	REDLANDS CA 92373	TALLAHASSEE FL 32315-3100
CHARLES SCHWAB	TD AMERITRADE	CHARLES SCHWAB
FBO ANGELA ELLINGSON IRA	FBO JOSEPH DOTAN IRA	FBO JANET IHDE IRA
1155 DYSART DR	1618 WOODLANDS RD	PO BOX 2131
BANNING CA 92220	BEAUMONT CA 92223	PALM SPRINGS CA 92263
CHARLES SCHWAB	TD AMERITRADE	THE MATTACOLA LAW FIRM
FBO HAROLD RACINE IRA	FBO EDDIE DOTAN ROLLOVER IRA	217 N WASHINGTON ST
1408 S CENTER ST	20 FAIRLEE TERRACE	PO BOX 725
REDLANDS CA 92373	WABAN MA 02468	ROME NY 13442-0725
THE BORK FAMILY TRUST	STAHR LIVING TRUST	THE GOODWIN INSURANCE AGENCY
24968 LAWTON AVE	667 GULL DR	PO BOX 1897
LOMA LINDA CA 92357	BODEGA BAY CA 94923	REDLANDS CA 92373
CHARLES SCHWAB	CHARLES SCHWAB	CHARLES SCHWAB
FBO DONALD I. PETERSON IRA ROLLOVER	FBO MELVYN ROSS ROTH IRA	FBO KIRK HOWARD IRA
11075 BENTON ST APT 224	5401 LIDO SANDS DR	1648 WOODLANDS RD
LOMA LINDA CA 92354	NEWPORT BEACH CA 92663	BEAUMONT CA 92223
WRIGHT FAMILY LIVING TRUST	STEWART R. WRIGHT	WATERSTONE ASSET MANAGEMENT
111 SIERRA VISTA DR	111 SIERRA VISTA DR	8720 RED OAK BLVD STE 300
REDLANDS CA 92373	REDLANDS CA 92373	CHARLOTTE NC 28217

MOUND INVESTMENTS	TD AMERITRADE	TD AMERITRADE
ATTN: RHONDA WELDAY	FBO CHARLES GREY IRA	FBO EHUD DOTAN IRA
34124 FREEDOM RD	63 TURNBURY LN	20 FAIRLEE TERRACE
FARMINGTON MI 48335	IRVINE CA 92620	WABAN WA 02468
UNITED STATES TREASURY	ZIILCH FAMILY TRUST	JUDY BACA
290 N D ST	667 GULL DR	1001 W BALBOA BLVD
SAN BERNARDINO CA 92401-9964 CHARLES SCHWAB	BODEGA BAY CA 94923 TD AMERITRADE	NEWPORT BEACH CA 92661 ALFONSO L. POIRÉ. ESQ.
FBO KARL PHILLIPS ROTH IRA	FBO STEPHEN WEISS IRA ROLLOVER	GAW, VAN MALE, APC
27878 VIA SARASATE	109 MIDLAND RD.	1261 TRAVIS BLVD STE 350
MISSION VIEJO CA 92692	CHARLESTOWN RI 02813	FAIRFIELD CA 94533
HIGGS BENJAMIN	TD AMERITRADE FBO JILL MEADER IRA	ROBERT & ENID MCCOLLOCH
101 W FRIENDLY AVE STE 500	27250 NICOLAS RD APT A231	5520 APPLE ORCHARD LN
GREENSBORO NC 27401	TEMECULA CA 92591	RIVERSIDE CA 92506
JACOBSON TRUST	WILLIAM & MARION CONLEY	AMERICAN WEST PROPERTIES INC.
384 MESA VERDE PARK	376 FRANKLIN AVE	PO BOX 1299
BEAUMONT CA 92223	REDLANDS CA 92373	LAKE FOREST CA 92609
CHRISTI C. HIGDON	ZIILCH BYPASS TRUST	BRUNICK, MCELHANEY & BECKETT
11331 SUNDANCE LN	667 GULL DR	PO BOX 6425
BOCA RATON FL 33428	BODEGA BAY CA 94923	SAN BERNARDINO CA 92412
CHARLES SCHWAB	LOUIS G. FOURNIER III	JAMES R. FORBES, ESQ.
FBO RICHARD PAUL BLANDFORD ROTH IRA	THE SUTTON COMPANIES	GAW, VAN MALE, APC
7838 VALMONT ST	525 PLUM ST STE 100	1261 TRAVIS BLVD STE 350
HIGHLAND CA 92346	SYRACUSE NY 13204	FAIRFIELD CA 94533
CLEM M. MCCOLLOCH TRUST	CLMG CORP.	CHARLES & MILDRED GREY
5520 APPLE ORCHARD LN	PO BOX 55278	63 TURNBURY LN
RIVERSIDE CA 92506	BOSTON MA 02205-5278 DAVID ZIILCH TRUST	IRVINE CA 92620-0244 CYNTHIA HEALY
CHRISTINE COFFMAN 11331 SUNDANCE LN	941 KENSINGTON DR	2560 GORDEN RD. STE 201-A
BOCA RATON FL 33428	REDLANDS CA 92374	MONTEREY CA 93942
CINQUE FAMILY TRUST	THOMAS PHILLIPS	ONEWEST BANK
36261 CHAPARRAL CT	1582 HUCKLEBERRY LN	390 WEST VALLEY PKWY
YUCAIPA CA 92399	SAN LUIS OBISPO CA 93401	ESCONDIDO CA 92025-2635
JAMES R. WATSON MD INC.	ROLLIE A. PETERSON ESQ.	STATE OF MICHIGAN
PROFIT SHARING PLAN	PETERSON & KELL	C/O MICHIGAN DEPT. OF TREASURY
259 TERRACINA BLVD	2377 GOLD MEADOW WAY STE 280	DEPT. 77003
REDLANDS CA 92373	GOLD RIVER CA 95670	DETROIT MI 48277-0003
DON KENT	TD AMERITRADE	MOUNT INVESTMENT LIMITED PARTNERSHIP
RIVERSIDE COUNTY TREASURER	FBO DALLAS STAHR IRA	C/O HERITIER NANCE & SMOTHERS, P.C.
PO BOX 12010	667 GULL DR	2150 BUTTERFIELD STE 250
RIVERSIDE CA 92502-2210	BODEGA BAY CA 94923	TROY MI 48084
DAVID CONSTON	THOMAS N. JACOBSON, ESQ.	WESSELING & BRACKERMANN
417 CHINO CANYON	3750 SANTA FE AVE STE 105	6439 28TH AVE
PALM SPRINGS CA 92262	RIVERSIDE CA 92507	HUDSONVILLE MI 49426
DUSTY BRICKER	DOROTHY ZIILCH	ACE RESTORATION & WATERPROOFING INC.
7002 KENNEDY BOULEVARD E APT 22F	667 GULL DR	620 E WALNUT AVE
WEST NEW YORK NJ 07093-4921 DIANA M. WEED	BODEGA BAY CA 94923 THE PETERSON REVOCABLE LIVING TRUST	FULLERTON CA 92831 CHAMPION ROOF COMPANY
1339 WALLACH PLC NW	11075 BENTON ST APT 224	2233 MARTIN ST STE 202
WASHINGTON DC 20009	LOMA LINDA CA 92354	IRVINE CA 92612
DOTAN FAMILY TRUST	JUDY RACINE	CLUB RESOURCE GROUP
1618 WOODLANDS	1408 S CENTER ST	25520 SCHULTE CT
BEAUMONT CA 92228	REDLANDS CA 92373	TRACY CA 95377
ELENA NIZZIA	WILLIAM R. & JANICE L. STEELE	ELIZABETH BRANSON
1155 DYSART DR	26858 CALLE REAL	PO BOX 911
BANNING CA 92220	CAPISTRANO BEACH CA 92624	LOMA LINDA CA 92354
EARL R. SCHAMEHORN JR.	TIMOTHY C. WEED	WILLIAM R. & JANICE L. STEELE
1721 VALLEY FALLS AVE	133 E PALM LN	26858 CALLE REAL
REDLANDS CA 92374	REDLANDS CA 92373	CAPISTRANO BEACH CA 92624
EDDIE & JAMIE DOTAN	NORMAN & LOIS SMITH	MICHIGAN DEPT OF TREASURY
20 FAIRLEE TERRACE	36135 GOLDEN GATE DR	PO BOX 30774
WABAN MA 02468	YUCAIPA CA 92399	LANSING MI 48909-8274
GORDON & MYRA PETERSON	BRIAN & SHARI BRANSON	
118 EDGEMONT DR REDLANDS CA 92373	2161 SUNSET CT	111 S WACKER DRIVE
PHILLIP WANG	COLTON CA 92324-9541 CHARLES SCHWAB	CHICAGO IL 60606 MIDLAND LOAN SERVICES
DUANE MORRIS LLP	FBO JANET IHDE	PNC BANK LOCKBOX
ONE MARKET PLAZA SPEAR TOWER	74-785 HWY 111	LOCKBOX NUMBER 771223
STE 2200	WALL ST W BLDG #102	1223 SOLUTIONS CENTER
SAN FRANCISCO CA 94105-1127	INDIAN WELLS CA 92210	CHICAGO IL 60677-1002
FRED & ELAINE HOLLAUS	DAVID HOLDEN	MICHAEL T. O'CALLAGHAN ESQ.
1096 DEER CLOVER WAY	555 W REDLANDS BLVD	80 S LAKE AVE STE 860
CASTLE PINES CO 80108-8271	REDLANDS CA 92373	PASADENA CA 91101-5913
JAMES POWELL	CHRIS CONDON	SPILMAN THOMAS & BATTLE, PLLC
PO BOX 294	1334 SUSAN AVE	110 OAKWOOD DRIVE STE 500
JOSHUA TREE CA 92252-0294	REDLANDS CA 92374	WINSTON-SALEM NC 27103
JEAN SEYDA	MARK EDWARDS	CORNERSTONE LANE SURVEYING COMPANY
168 LAKESHORE DR	PO BOX 9058	958 TEMESCAL CIRCLE
	REDLANDS CA 92346	CORONA CA 92879
RANCHO MIRAGE CA 92270		
HENRY W. SHELTON	SIMPLEXGRINNELL	WATERTIGHT PLUMBING, INC.
		WATERTIGHT PLUMBING, INC. 16462 GOTHARD ST STE 202 HUNTINGTON BEACH CA 92647

JESSIE COLEEN BIRCH REVOCABLE TRUST	FRANK QUINLAN	ELROD FENCE COMPANY
1948 CAVE ST	895 DOVE ST 5TH FLR	6459 MISSION BLVD
REDLANDS CA 92374	NEWPORT BEACH CA 92660	RIVERSIDE CA 92509
JILL A. MEADER REVOCABLE TRUST	JOY ATIGA	EMC INSURANCE COMPANIES
27250 NICOLAS RD APT A231	12925 HILARY WAY	PO BOX 219225
TEMECULA CA 92591	REDLANDS CA 92373	KANSAS CITY MO 64121-9225
HU TONGS INC.	B.B.D. CLEANING SERVICE & SOLUTIONS	INNOVATIVE ELECTRIC & CONSULTING INC.
16127 KASOTA RD STE 105	PO BOX 817	18355 HIBISCUS AVE
APPLE VALLEY CA 92307	LAWRENCEBURG KY 40342	RIVERSIDE CA 92508
JRT REVOCABLE TRUST	KEYSTONE MORTGAGE CORPORATION	SPILLMAN THOMAOS & BATTLE
JON TAYLOR TRUSTEE PO BOX 681	ATTN: LOAN SERVICING DEPT. 360 N SEPULVEDA BLVD STE	300 KANAWHA BLVD E PO BOX 273
CALIMESA CA 92320	EL SEGUNDO CA 90245	CHARLESTON WV 25321-00273
KASOTA GROUP	JOHN COOMBE	KARL SCHAMEHORN
279 GREEN MOUNTAIN	5 FIRST AMERICAN WAY 4TH FLR	1005 HAMLIN PLC
PALM DESERT CA 92211	SANTA ANA CA 92707	REDLANDS CA 92373
JAMES P. GERRARD	MIRAGE DEVELOPERS, INC.	DUSTY BRICKER
1562 LISA LN	121 S PALM CANYON DR #208	7002 KENNEDY BLVD E APT 22F
REDLANDS CA 92374	PALM SPRINGS CA 92262	WEST NEW YORK NY 07093-4921
KATHLEEN R. WRIGHT	DAVID BALDRIDGE	REP – REAL ESTATE PARTNERS
3605 BONITA VERDE DR	1717 CHAPARRALL #2	2569 MCCABE WAY 2ND FLOOR
BONITA CA 91902	REDLANDS CA 92373	IRVINE CA 92614
KATIE HERNANDEZ	SUZANE L. BRICKER	RIVERSIDE PUBLIC UTILITIES
PO BOX 8874	1444 W 11TH ST	3900 MAIN ST
REDLANDS CA 92375	UPLAND CA 91786	RIVERSIDE CA 92522-0144
ROBERT CASADY	KLAUS K.A. KUEHN	ISAAC COMMERCIAL PROPERTIES
14047 PAMLICO RD	3404 BEVERLY DR	771 CORPORATE DRIVE STE 30
APPLE VALLEY CA 92307	SAN BERNARDINO CA 92405	LEXINGTON KY 40555-5066
JON J. WHAN	MICHIGAN DEPARTMENT OF TREASURY	AJ HORNE ELECTRIC COMPANY
30660 SUSAN DR	PO BOX 30113	1200 S BROADWAY STE 105
CATHEDRAL CITY CA 92234	LANSING MI 48909	LEXINGTON KY 40504
JOE PINKNER	LESLIE G. LAYBOURNE	ADT SECURITY SERVICES INC.
279 GREEN MOUNTAIN	11050 BRYANT ST SPACE 276	PO BOX 371967
PALM DESERT CA 92211	YUCAIPA CA 92399	PITTSBURGH PA 15250-7967
LEONARD F. NEUMANN	HIGDON REVOCABLE TRUST	AETNA BUILDING MAINTENANCE
30176 LIVE OAK CANYON RD	29107 GUAVA LN	PO BOX 636290
REDLANDS CA 92373	BIG PINE KEY FL 33043	CINCINNATI OH 45263-6290
FATCO NAT'L COMMERCIAL SRVCS	CHARLES P. COPELAND	ALLIED WASTE SERVICES #922
ATTN: A/R DEPT.	COPELAND GROUP	SACRAMENTO
5 FIRST AMERICAN WAY	25884 BUSINESS CENTER DR STE B	PO BOX 78030
SANTA ANA CA 92707 VELLORE G. MURALIGOPAL	REDLANDS CA 92374-4516 LYNCH BYPASS TRUST	PHOENIX AZ 85062-8030
MURALIGOPAL LIVING TRUST	LYNCH LIFETIME TRUST	GEORGE L. FLETCHER/JANET G. FLETCHER C/O CHRISTOPHER A. SHUMATE
C/O ALFONSO L. POIRÉ	C/O DAVID R. MOORE	ALBREKTSON LAW OFFICES
GAW VAN MALE	MOORE & SKILJAN	1801 ORANGE TREE LN STE 230
1261 TRAVIS BLVD STE 350	7700 EL CAMINO REAL STE 207	REDLANDS CA 92374-4587
FAIRFIELD CA 94533-4825	CARLSBAD CA 92009	
PAMELA WACHTER MCAFEE	MICHAEL S. LEIB	HAROLD RAUNE
NELSON MULLINS RILEY & SCARBOROUGH	MADDIN HAUSER WARTELL ROTH & HELLER	RICHARD D. MCCUNE JR.
GLENLAKE ONE STE 200	THIRD FLR ESSEX CENTRE	MCCUNE WRIGHT LLP
4140 PARKLAKE AVE	28400 NORTHWESTERN HIGHWAY	2068 ORANGE TREE LN STE 216
RALEIGH NC 27612	SOUTHFIELD MI 48034-8004	REDLANDS CA 92374
GREGORY GLENN	A J HORNE ELECTRIC COMPANY	DAVID RAPP, PRESIDENT
GLENN CONSERVATORSHIP	C/O GOLDBERG & BLOOM, INC.	DESERT COMMERCIAL PROPERTY MANAGEMENT
CYNTHIA HEALY	ATTN: ROBIN BLOOM	PO BOX 2367
PO BOX 4037	4750 N HIATUS RD.	RANCHO MIRAGE CA 92270
MONTEREY CA 93942	FORT LAUDERDALE FL 33351	
GEORGE L. FLETCHER/JANET G. FLETCHER	DANA LEIGH OZOLS ESQ.	WILLIAM & DOLORES MCDONALD
TRUSTEES OF THE FLETCHER TRUST DATED	THE WOLF FIRM A LAW CORPORATION	C/O DEBRA B. GERVAIS
FEBRUARY 26 2010	ATTYS TO FINANCIAL SERVICES INDUSTRY 2955 MAIN ST 2ND FLR	LAW OFFICE OF DEBRA B. GERVAIS 302 W S AVE
1910 COUNTRY CLUB LN REDLANDS CA 92373	IRVINE CA 92614	REDLANDS CA 92373
DR JOHN KOHUT / JOANN KOHUT / KOHUT FAMILY	DAVIS H. ELLIOT CONSTRUCTION CO., INC.	OHIO TREASURER OF STATE
TRUST / JOHN J. KOHUT / FBO JOHN KOHUT IRA	PO BOX 37251	PO BOX 181140
C/O LISA TORRES ESQ.	BALTIMORE MD 21297-3251	COLUMBUS OH 43218-1140
GATES O'DOHERTY GONTER & GUY 15373		
INNOVATION DR STE 170		
SAN DIEGO CA 92128		
WAYLAND W. EURE JR. MD /		
FBO W.W. EURE JR. MD INC. IRA		
C/O DAVID G. MOORE ESQ.		
REID & HELLYER APC		
3880 LEMON ST FIFTH FLR		
PO BOX 1300		
RIVERSIDE CA 92502-1300		
RIVERSIDE CA 92502-1300		