1	Christopher K. Trembley (Bar No. 281237)			
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3	333 South Grand Avenue, Suite 1700			
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5	Facsimile: 213.437.4011			
6				
7	Attorneys for Movants RANCHO MIRAGE SURGERY CENTE	D		
8	L.L.C., and PHYSICIANS SURGERY	ı,		
	CENTER, L.L.C.			
9	UNITED STATES DISTRICT COURT			
10				
11	CENTRAL DISTRICT OF CALIFORNIA – WESTERN DIVISION			
12	SECURITIES AND EXCHANGE COMMISSION, Case No. CV-11-08607-R-DTB			
13	·	NOTICE OF MOTION AND		
14	Plaintiff,	MOTION FOR ORDER		
15	V.	APPROVING SETTLEMENT WITH DEBTOR/CLAIMANT		
16	CHARLES P. COPELAND, COPELAND WEALTH	RANCHO MIRAGE SURGERY		
	MANAGEMENT, a Financial Advisory CENTER, L.L.C. AND CLAIMANT			
17	Corporation, and COPELAND WEALTH MANAGEMENT, a Real PHYSICIANS SURGERY CENTEED L. C. AND			
18	Estate Corporation, CENTER, L.L.C. AND MEMORANDUM OF POINTS			
19				
20		DATE: May 19, 2014		
21		TIME: 10:00 a.m. DEPT.: "8"		
22				
23	TO ALL INTERESTED LAKITES.			
24	PLEASE TAKE NOTICE that on	May 19, 2014, at 10:00 a.m., in		
25	Courtroom 8 of the above-entitled Court l	ocated at 312 N. Spring Street, Los		
26	Angeles, California 90012, a hearing will	he held on the Motion of Movants		
27	Angeles, Camonna 70012, a nearing win	be field off the Motion of Movants		
28	Rancho Mirage Surgery Center, L.L.C. ("	RMSC") and Physicians Surgery Center,		
-	R0194001/1765672-1			
		R/CLAIMANT RANCHO MIRAGE SURGERY CENTER, L.L.C. AND SURGERY CENTER, L.L.C.		

HEBCO.133.521805.2

1	L.L.C. ("PSC") for an Order Approving Settlement entered between Thomas C.
2	Hebrank ("Receiver"), the court-appointed Permanent Receiver for Copeland
3 4	Wealth Management, a Financial Advisory Corporation, Copeland Wealth
5	
6	Management, a Real Estate Corporation, and their subsidiaries and affiliates
7	(collectively "Receivership Entities") and Debtor and Claimant, RMSC and PSC.
8	The Motion is based on the Memorandum of Points and Authorities and the
9	Declaration of Christopher K. Trembley, Esq. In Support Of Motion For Order
10	Approving Settlement, each filed concurrently herewith. The Motion and
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12	supporting papers are available by contacting counsel for RMSC and PSC at
13	ctrembley@archernorris.com or by telephone at (213) 437-4000, and may be
14 15	reviewed at the Clerk's Office located at 312 North Spring Street, Los Angeles,
16	California 90012 during normal business hours.
17	Procedural Requirements: If you oppose this Motion, you are required to
18 19	file your written opposition with the Office of the Clerk, United States District
20	Court, 312 North Spring Street, Los Angeles, California 90012, and serve the same
21	on the undersigned not later than twenty-one (21) days prior to the hearing.
22	
23	IF YOU FAIL TO FILE AND SERVE A WRITTEN OPPOSITION by the
24	above date, the Court may grant the requested relief without further notice.
25	Requested Relief: The relief requested is discussed in greater detail in the
26	Memorandum of Points and Authorities. To summarize, Movants and the Receiver
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28	request an Order approving a settlement between the Receiver, on the one hand, and R0194001/1765672-1

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Claimant/Debtor, RMSC, and Claimant, PSC, on the other hand ("Settlement"), regarding obligations owed by RMSC to Copeland Private Equity Two, L.P. ("CPE2"), Copeland Fixed Income One, L.P. ("CFI1"), Copeland Fixed Income Three, L.P. ("CFI3") and Copeland Properties 10, L.P. ("CP10"), all receivership entities ("Obligations") and an indemnity obligation owed by Copeland Properties 12, L.P. ("CP12"), and CPE2 (hereinafter CPE2, CFI1, CFI3, CP10 and CP12 are collectively referred to as the "Copeland Entities") to RMSC and PSC.

The CPE2 Obligation is evidenced by a promissory note in the original principal amount of \$1,000,000.00 ("Note") and the CFI1, CFI3 and CP10 obligations are evidenced by accounting "Quick Books" entities. In turn, CP12 and CPE2 owe indemnity obligations to RMSC and PSC arising out of an action to collect on a secured promissory note in the amount of Thirteen Million, Two Hundred and Sixty-Five Thousand Dollars (\$13,265,000) ("Copeland Note") executed by CP12 and secured by guaranties signed by a number of entities, including, but not limited to, RMSC ("RMSC Guaranty"). PSC and a number of individual doctors (hereinafter collectively referred to as the "Buyers") entered into a reorganization agreement ("Purchase Agreement") to acquire RMSC from certain Copeland related Entities, including CP12 and CPE2. In doing so, the Purchase Agreement required that such Copeland Entities disclose any and all obligations and debts owing by RMSC. The Copeland related Entities failed to disclose the existence of the Copeland Note, the RMSC Guaranty, and the other Obligations.

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Purchase Agreement also called for indemnity of any action as against RMSC the Buyers arising out of any obligations owed by RMSC at the time of the chase Agreement. CP12 defaulted on the Note, leading to an action by German erican Capital Corporation ("GACC") filed in the Riverside Superior Court, tled German American Capital Corporation v. Copeland Properties Twelve, ., et al., Riverside Superior Court Case No. INC1102045 (hereinafter "State ion"). The State Action resulted in a judgment in the amount of Six Million, ht Hundred and Fifteen Thousand, Six Hundred and Forty-One and 9/100 llars (\$6,815,641.09) as against RMSC and Charles Copeland ("Charles"). To vent bankruptcy of RMSC, RMSC entered into a settlement with the successornterest to GACC, Hotel Majestic, L.L.C. ("Hotel Majestic") in the amount of Hundred and Fifty Thousand Dollars (\$650,000.00). RMSC and PSC contend CPE2 now owes an indemnity obligation to pay the entire settlement amount ed by RMSC to Hotel Majestic. RMSC and PSC maintain a cross-claim against E2 for its indemnity obligations.

Since his appointment, the Receiver has actively and diligently attempted to collect the amount due under the Obligations, leading to negotiations, and ultimately a settlement of the Obligations ("Settlement").

In general, the Settlement involves a mutual release in accordance with the terms of a Settlement Agreement and Mutual Release ("Agreement") proposed to be entered into by Movant and the Receiver.

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The operation and effectiveness of the Agreement is subject to Court approval. A true and correct copy of the Agreement is attached to the Declaration of Christopher K. Trembley, Esq. filed concurrently herewith as Exhibit "A".

Pursuant to the Agreement, *inter alia*, RMSC and PSC have agreed to dismiss with prejudice ("Dismissal") all of their claims as against CPE2 in the State Action. Upon filing of said Dismissal, the Receiver has agreed to cancel the Note, deem the Obligations satisfied, and cease further enforcement efforts. Although the amount to be accepted by the Receiver pursuant to the Settlement is less than the amount currently owed under the Obligations, Movant and the Receiver believe that the Settlement involves a reasonable resolution under the circumstances of the matter, and that the Settlement represents the best possible recovery under the circumstances of this case to avoid expenditures of significant funds in efforts to recover uncollectable debts..

This Motion is made following efforts to confer with counsel pursuant to L.R. 7-3 in connection with the approval of the Agreement which is the subject of this motion.

NOTICE IS HEREBY GIVEN that a proposed Order Approving

Settlement With Debtor/Claimant, RMSC, and Claimant, PSC, 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, Movant and the Receiver request that the Court grant the

Case 2:11-cv-08607-R-DTB Document 429 Filed 04/18/14 Page 6 of 25 Page ID #:8553

MEMORANDUM OF POINTS AND AUTHORITIES

I. INTRODUCTION

Movants Rancho Mirage Surgery Center, L.L.C. ("RMSC") and Physicians Surgery Center, L.L.C. ("PSC") (hereinafter collectively as "Movants"), hereby submit the following Memorandum of Points and Authorities in support of the Motion for an Order Approving Settlement entered between 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 (collectively "Receivership Entities") and the Movants, as explained in greater detail below.

II. PROCEDURAL BACKGROUND

On October 18, 2011, the Securities and Exchange Commission ("SEC") filed its Complaint for Violations of The Federal Securities Law, and the Proposed Judgment of Permanent Injunction and Other Relief as to Defendants. Docket Nos. 1 and 2. On October 25, 2011, the Court entered the Judgment of Permanent Injunction and Other Relief, appointing Thomas C. Hebrank to be the permanent receiver for all assets of the Receivership Entities, placing their assets into the Receiver's possession and control and granting him the full powers of an equity receiver, including the power to make such agreements as may be necessary and advisable in discharging his duties. ("10/25/11 Order"). Docket No. 3.

On or about March 12, 2012, the Court issued an additional order clarifying the scope of the subject receivership, which provided, inter alia, as follows: (1) all of the assets of CP2, including chooses in action, are included in the receivership; and (2) the Receiver has the authority to pursue causes of action against third parties who owe money to the Receivership Entities including, but not limited to, CP2. Docket No. 53.

III. STATEMENT OF FACTS

The Movants request an Order approving a settlement between the Receiver,

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on the one hand, and Debtor/Claimant Rancho Mirage Surgery Center, L.L.C. ("RMSC") and Claimant, Physicians Surgery Center, L.L.C. ("PSC"), on the other hand ("Settlement"), regarding obligations owed by RMSC to Copeland Private Equity Two, L.P. ("CPE2"), Copeland Fixed Income One, L.P. ("CFI1"), Copeland Fixed Income Three, L.P. ("CFI3") and Copeland Properties 10, L.P. ("CP10"), all receivership entities ("Obligations") and an indemnity obligation owed by Copeland Properties 12, L.P. ("CP12"), and CPE2 (hereinafter CPE2, CFI1, CFI3, CP10 and CP12 are collectively referred to as the "Copeland Entities") to RMSC and PSC. More specific facts relating to the Settlement are set forth below.

RMSC is a surgical center located in Rancho Mirage, California. RMSC was created by Charles Copeland ("Charles") and owned by the Copeland Entities. (Declaration of Christopher K. Trembley ("Trembley Declaration"), ¶4.)

On or about May 31, 2010, PSC, along with a number of individual doctors (hereinafter collectively known as the "Buyers"), entered into a Reorganization Agreement (hereinafter "Purchase Agreement") with the Copeland Entities to acquire RMSC. (Trembley Declaration, ¶5.) As part of the Purchase Agreement, the Copeland Entities were required to disclose any and all obligations owed by RMSC at the time of the sale. (Trembley Declaration, ¶5.) The Purchase Agreement also explicitly excluded any liabilities not explicitly listed in the Purchase Agreement. (Trembley Declaration, ¶4.) Specifically, Paragraph 3.1. of the Purchase Agreement provides in pertinent part:

1 3.1. Existing Liabilities. 2 As of the Closing Date, the Company [RMSC] shall not be or be 3 deemed to be liable or responsible for, or incur or assume any liability or obligation to satisfy, guarantee or otherwise discharge 4 any Indebtedness, obligations, liabilities or commitments with 5 respect to any period prior to and including the Effective Date...except for (a) the Promissory Note, (b) obligations under the 6 New Lease Agreement arising from and after the Effective Date, (c) those Specified Obligations listed in Section I of Schedule 3.1 to this Agreement (the "Specified Obligations") that are included within, and 8 shall constitute, the Company Maximum Debt, and (d) trade payables 9 incurred from June 1, 2010 to the Closing Date (the "Transition Period") from the conduct of the business of the Company in the 10 ordinary course and on a basis consistent with the period from January 11 1, 2010 to the Effective Date (the "Transitional Trade Payables") (the foregoing exceptions (a)-(d) being referred to herein as the "Permitted 12 indebtedness"). 13 The relevant Schedule 3.1 states: 14 15 As of the Effective Date, the Company had outstanding Indebtedness of \$3,756,761.97, consisting of the following: 16 17 \$170,000.00 due to Reliant Hospital Partners, LLC; 18 \$1,910,917.12 due to all vendors set forth in the Vendor List; and 19 \$1,675,844.85 due as "Other Current Liabilities" on the May 31, 2010 20 Company Balance Sheet as set forth as Attachment B to this Schedule 21 3.1 22 Upon subtracting the Specified Obligations from the Company's 23 existing Indebtedness, the resulting aggregate of \$2,756,761.97 represents "Excess Existing Liabilities, which Copeland hereby irrevocable [sic] 24 assumes as its and their own direct obligations and with respect to 25 which Copeland has prior to the Closing Date and/or shall from and after the Closing Date be obligated to fully and promptly satisfy, with 26 any combination of negotiated reductions/settlements and/or 27 payments/promissory notes issued by Copeland. (Trembley Declaration, ¶5.) 28 R0194001/1765672-1

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Buyers contend that unbeknownst to them, on or about July 12, 2006, CP12 entered into a loan agreement with the predecessor-in-interest for GACC in the amount of Thirteen Million, Two Hundred and Sixty-Five Thousand Dollars (\$13,265,000) for the purposes of constructing the surgical center where RMSC would operate. (Trembley Declaration, ¶6.) This included a guaranty by RMSC signed by Charles. Although required by the Purchase Agreement, neither the existence of the loan agreement nor the guaranty signed by RMSC was disclosed by Charles or the Copeland Entities to the Buyers. (Trembley Declaration, ¶6.)

The Purchase Agreement also contains an indemnification provision, specifically Paragraph 3.2, which states in pertinent part:

[The Copeland Entities] shall protect, defend, indemnify and hold harmless [RMSC], [the Buyers] (each of the foregoing persons is hereinafter referred to individually as "Indemnified Person" and collectively as the "Indemnified Persons") from and against any and all losses costs, damages, liabilities, fees (including without limitation reasonable attorneys' fees and disbursements) and expenses (collectively, "Damages"), that any of the Indemnified Persons incurs by reason of (a) any claim, demand, action or cause of action (each, a "Claim") alleging a breach of, or default in connection with, any of the matters referred to in Sections 3.1 of this Agreement and/or Schedule 3.1 hereto...and (c) any breach of any representation or warranty by Copeland contained in, or any failure by Copeland to comply with the obligations, covenants and conditions set forth in , this Agreement.

(Trembley Declaration, ¶7.)

As part of the Purchase Agreement, upon the representation and warranty from the Copeland Entities, including that there were no existing liabilities other than those listed in the Purchase Agreement, RMSC issued to CPE2 a promissory note in the amount of One Million Dollars (\$1,000,000). (Trembley Declaration, ¶8.)

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1	On or about March 11, 2011, German American Capital Corporation
2	(hereinafter "GACC") filed an action in the Riverside Superior Court, entitled
3	Common Amonican Capital Componentian v. Concland Properties Twelve I. P. et al.
4	German American Capital Corporation v. Copeland Properties Twelve, L.P., et al.,
5	Riverside Superior Court Case No. INC1102045 (hereinafter "State Action").
6 7	(Trembley Declaration, ¶9.) Pursuant to their Complaint, GACC alleged that
8	Charles, CP12, Donald E. Copeland ("Donald"), Janet Ihde, David Conston, along
9	with RMSC, entered into guarantys for a loan of Thirteen Million, Two Hundred
10	and Sixty-Five Thousand Dollars (\$13,625,000.00) to the predecessor-in-interest to
11	
12	GACC. (Trembley Declaration, ¶9.) Furthermore, GACC alleged that CP12
13	defaulted on its loan and that the defendants, including RMSC, now owed to GACC
14 15	the full amount. (Trembley Declaration, ¶9.) This was the first time PSC or any
16	other party who purchased RMSC became aware that this indebtedness existed.
17	(Trembley Declaration, ¶9.)
18 19	On May 9, 2011, RMSC and PSC filed a Cross-Complaint in the State
20	Action as against Charles, the Copeland Entities, and Donald E. Copeland
21	("Donald") for (1) Breach of Contract; (2) Fraud; (3) Negligent Misrepresentation;
22	(4) Equitable Indomesity (5) Invalid Indomesity (6) Contribution and (7)
23	(4) Equitable Indemnity; (5) Implied Indemnity; (6) Contribution; and (7)
24	Declaratory Relief ("Cross-Complaint"). (Trembley Declaration, ¶10.)
25	On July 7, 2011, Donald obtained a bankruptcy stay as against the claims in
26	the State Action. (Trembley Declaration, ¶11.)
27	
28	On or about August 15, 2011, GACC assigned its interests in the Deed of

Trust and other loan documents to Hotel Majestic. (Trembley Declaration, ¶12.)

On October 25, 2011, the Receiver was duly appointed as Permanent Receiver for the Copeland Entities by the United States District Court for the Central District of California in the action entitled, *Securities and Exchange Commission v*.

Charles P. Copeland, et al., Case Number 2:11-cv-08607-R-DTB ("SEC Action"). (Trembley Declaration, ¶13.) By order of the Court filed on March 12, 2012, as Document Number 53, the Court included all of the Copeland Properties limited partnerships and Fixed Income Funds in the Receivership pending a forensic accounting and report regarding the limited partnerships and Fixed Income Funds. (Trembley Declaration, ¶13.)

On or about May 2, 2012, RMSC was sent a correspondence by the Receiver requesting payment of approximately \$91,194 owed to CFI1 and payment of approximately \$558,909 owed to CFI3. On or about May 29, 2012, RMSC was sent a correspondence by the Receiver requesting payment of approximately \$86,698 owed to CP10. Again, RMSC and PSC contend these debts were not disclosed by Charles or any other COPELAND/RMSC Entities to PSC or any other purchaser of RMSC at any time, especially as required in the Purchase Agreement. (Trembley Declaration, ¶14.

On February 26, 2013, the Court granted Hotel Majestic's Motion for Summary Judgment against RMSC and Charles, and entered judgment (the "Judgment") in favor of Hotel Majestic in the amount of \$6,815,641.09. (Trembley R0194001/1765672-1

Declaration, ¶15.)

In order to prevent bankruptcy of RMSC and PSC, RMSC entered into a Settlement Agreement and Mutual Release ("RMSC Settlement Agreement") with Hotel Majestic. (Trembley Declaration, ¶16.)

RMSC and PSC have continued to maintain their Cross-Complaint for indemnity as against Charles and the Copeland Entities. (Trembley Declaration, ¶17.) RMSC and PSC have elected not to pursue its Action as against Donald because he obtained discharge in bankruptcy. (Trembley Declaration, ¶17.)

Subject to court approval, the Receiver proposes to enter into a "Settlement Agreement and Mutual Release" with RMSC and PSC. (Trembley Declaration ¶16). Pursuant to the Agreement, *inter alia*, RMSC and PSC have agreed to dismiss with prejudice ("Dismissal") all of their claims as against the Copeland Entities in the State Action. (Trembley Declaration, ¶16.) Upon filing of said Dismissal, the Receiver has agreed to cancel the Note, deem the Obligations satisfied, and cease further enforcement efforts. (Trembley Declaration, ¶18.) The complete terms of the proposed Settlement are set forth in the Agreement, a true and correct copy of which is attached as **Exhibit "A"** to the Trembley Declaration, and is incorporated herein by this reference as though set forth at length. (Trembley Declaration ¶16).

Although the amount to be accepted by the Receiver pursuant to the Settlement is less than the amount currently owed under the Obligations, the R0194001/1765672-1

1 Receiver believes that the Settlement involves a reasonable resolution under the 2 circumstances of the matter. (Trembley Declaration, ¶17.) The amount owed under 3 the Obligations by RMSC is far less than the indemnity obligation owed by the 4 5 Copeland Entities to RMSC and PSC. (Trembley Declaration, ¶17.) Furthermore, 6 even if the Receiver were to attempt collection as to the Obligation, he would likely 7 not be successful as RMSC would be forced to file bankruptcy having to face 8 9 enforcement of the Obligations and the debt owing to Hotel Majestic. (Trembley 10 Declaration, ¶17.) For these reasons, the Agreement represents the best possible 11 resolution. (Trembley Declaration ¶17). 12 13 IV. **ARGUMENT** 14 "The power of a district court to impose a receivership or grant other forms 15 16 17 18 19 20 21

of ancillary relief does not in the first instance depend on a statutory grant of power from the securities laws. Rather, the authority derives from the inherent power of a court of equity to fashion effective relief." SEC v. Wencke, 622 F.2d 1363, 1369 (9th Cir. 1980). The "primary purpose of equity receiverships is to promote orderly and efficient administration of the estate by the district court for the benefit of creditors." S.E.C. v. Hardy, 803 F.2d 1034, 1038 (9th Cir. 1986). As the appointment of a receiver is authorized by the broad equitable powers of the court, any distribution of assets must also be done equitably and fairly. See S.E.C. v. Elliot, 953 F.2d 1560, 1569 (11th Cir. 1992).

District courts have the broad power of a court of equity to determine the

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1	appropriate action in the administration and supervision of an equity receivership.
2	See S.E.C. v. Capital Consultants, LLC, 397 F.3d 733, 738 (9th Cir. 2005).The
3	Capital Consultants Court directed:
4	Capital Consultants Court directed.
5	A district court's power to supervise an equity receivership and to determine the appropriate action to be taken in the administration of the receivership is
6	extremely broad. The district court has broad powers and wide discretion to
7	determine the appropriate relief in an equity receivership. The basis for this broad deference to the district court's supervisory role in equity
8	receiverships arises out of the fact that most receiverships involve multiple parties and complex transactions. A district court's decision concerning the
10	supervision of an equitable receivership is reviewed for abuse of discretion.
11	Id. (citations omitted); see also Commodities Futures Trading Comm'n. v.
12	Topworth Int'l, Ltd., 205 F.3d 1107, 1115 (9th Cir. 1999) ("This court affords
13	'broad deference' to the court's supervisory role, and 'we generally uphold
14	
15	reasonable procedures instituted by the district court that serve th[e] purpose' of
16	orderly and efficient administration of the receivership for the benefit of creditors."
17 18	Accordingly, the Court has broad equitable powers and discretion in formulating
19	procedures, schedules, and guidelines for administration of the receivership estate
20	and disposition of receivership assets.
21	In this case numericant to the 10/25/11 Onder this Count counted outherization
22	In this case, pursuant to the 10/25/11 Order, this Court granted authorization
23	for the Receiver to do the following:
24	(f) to make such payments and disbursements from the funds and assets
25	taken into custody, control and possession or thereafter received by him or her, and to incur, or authorize the making of, such agreements as may be
26	necessary and advisable in discharging his or her duties as permanent receiver;
27	•••
28	(j) to exercise all the lawful powers of Defendants CWM and Copeland R0194001/1765672-1 9

1 Realty and their subsidiaries and affiliates, and their officers, directors, employees, representatives, or persons who exercise similar powers and 2 perform similar duties. 3 (10/25/11 Order, page 5, lines 16-20; page 6, lines 7-10). 4 The above referenced Agreement, proposed to be entered into between the 5 6 Receiver and RMSC and PSC, accomplishes a fair, equitable, orderly and efficient 7 administration of the Receivership estate. The amount owed by RMSC is less than 8 9 one sixth (1/6) of the indemnity obligation owed by the Copeland Entities to RMSC 10 and PSC. 11 Based on the foregoing, the Settlement appears to be a reasonable resolution 12 13 of the matter and the Receiver is resolving this matter in a manner that is best for all 14 parties under the circumstances of the case. (Trembley Declaration ¶16). 15 Accordingly, the Movants request that the terms of the Settlement be approved, so 16 the Agreement can be effectuated. 17 18 V. **CONCLUSION** 19 Based upon the foregoing, all pleadings on file herein, as well as such 20 argument and evidence as may be admitted during the hearing, the Movants request 21 22 entry of an order approving the Agreement proposed to be entered into by and 23 between the Receiver and RMSC and PSC. 24 Dated: April 16, 2014 ARCHER NORRIS 25 26 Christopher K. Trembley, Attorney for Movants, Rancho Mirage Surgery Center, L.L.C., and 27 Physicians Surgery Center, L.L.C. 28 R0194001/1765672-1

EXHIBIT "A"

1 2 3 4 5 6 7 8 UNITED STATES DISTRICT COURT 9 CENTRAL DISTRICT OF CALIFORNIA – WESTERN DIVISION 10 11 SECURITIES AND EXCHANGE Case No. CV-11-08607-R-DTB COMMISSION, 12 [PROPOSED] ORDER Plaintiff. APPROVING SETTLEMENT 13 WITH DEBTOR/CLAIMANT 14 RANCHO MIRAGE SURGERY CHARLES P. COPELAND, CENTER, L.L.C. AND 15 COPELAND WEALTH CLAIMANT, PHYSICIANS MANAGEMENT, a Financial Advisory 16 Corporation, and COPELAND SURGERY CENTER, L.L.C. WEALTH MANAGEMENT, a Real 17 Estate Corporation, Date: May 19, 2014 18 Defendants. Time: 10:00 a.m. 19 Ctrm: 8, 2nd Floor Judge: Hon. Manuel L. Real 20 21 The Court, having considered the Motion for Order Approving Settlement 22 with Debtor/Claimant Rancho Mirage Surgery Center, L.L.C. and Claimant, 23 Physicians Surgery Center, L.L.C. and supporting documentation by Archer Norris, 24 counsel for Rancho Mirage Surgery Center, L.L.C., and Physicians Surgery Center, 25 L.L.C., for an Order Approving the Agreement reached with Thomas C. Hebrank 26 ("Receiver"), the court-appointed Permanent Receiver for Copeland Wealth 27 Management, a Financial Advisory Corporation, Copeland Wealth Management, a 28

[PROPOSED] FOR ORDER APPROVING SETTLEMENT WITH DEBTOR/CLAIMANT RANCHO MIRAGE SURGERY CENTER, L.L.C. AND CLAIMANT PHYSICIANS SURGERY CENTER, L.L.C.

HEBCO.133.521805.2

R0194001/1765885-1

Real Estate Corporation, and their subsidiaries and affiliates, and any opposition 1 thereto, and good cause appearing therefor, 2 3 IT IS HEREBY ORDERED as follows: The settlement between the Receiver, on the one hand, and 4 Debtor/Claimant, Rancho Mirage Surgery Center, L.L.C. ("RMSC") and Claimant, 5 Physicians Surgery Center, L.L.C. ("PSC"), on the other hand ("Settlement"), 6 regarding obligations owed by RMSC and PSC to Copeland Properties 12, L.P., a 7 Receivership Entity, and by RMSC to CFI, CFI3 and CP10, Receivership Entities; 8 and, indemnification duties owed by CPE2 to RMSC and PSC, is approved; 9 The Settlement Agreement and Mutual Release attached as Exhibit 10 "A" to the Declaration of Christopher K. Trembley in Support of Motion for Order 11 Approving Settlement with Debtor/Claimant, RMSC and Claimant, PSC, is 12 approved. 13 IT IS SO ORDERED. 14 Dated: 15 Judge, United States District Court 16 17 18 Submitted by: ARCHER NORRIS By: /s/ Christopher K. Trembley 19 Attorneys for Rancho Mirage Surgery Center, L.L.C., 20 and Physicians Surgery Center, L.L.C. 21 22 23 24 25 26 27 28 R0194001/1765885-1

PROOF OF SERVICE

Securities and Exchange Commission v. Charles P. Copeland, et al. USDC, Central District, Western Division Action No. CV-11-08607-R-DTB

I, declare that I am over the age of eighteen years and not a party to this action or proceeding. My business address is 333 South Grand Avenue, Suite 1700, Los Angeles, California 90071-1540. On April 18, 2014, I caused the following document(s) to be served:

NOTICE OF MOTION AND MOTION FOR ORDER APPROVING SETTLEMENT WITH DEBTOR/CLAIMANT RANCHO MIRAGE SURGERY CENTER, L.L.C. AND CLAIMANT PHYSICIANS SURGERY CENTER, L.L.C. AND MEMORANDUM OF POINTS AND AUTHORITIES

- by placing a true copy of the document(s) listed above, enclosed in a sealed envelope, addressed as set forth below, for collection and mailing on the date and at the business address shown above following our ordinary business practices. I am readily familiar with this business' practice for collection and processing of correspondence for mailing with the United States Postal Service. On the same day that a sealed envelope is placed for collection and mailing, it is deposited in the ordinary course of business with the United States Postal Service with postage fully prepaid.
- by having a true copy of the document(s) listed above transmitted by facsimile to the person(s) at the facsimile number(s) set forth below before 5:00 p.m. The transmission was reported as complete without error by a report issued by the transmitting facsimile machine.
- □ via electronic case filing, I filed electronically the documents listed above, using the Central District, Western Division's electronic case filing service, on _____. Counsel of record are registered to file electronically with this Court, and receive copies of the documents via email from the Court to confirm filing.
- by placing a true copy of the document(s) listed above, in a box or other facility regularly maintained by Federal Express, an express service carrier, or delivered to a courier or driver authorized by the express service carrier to receive documents, in an envelope designated by the express service carrier, with delivery fees paid or provided for, addressed as set forth below.

R0194001/1458387-1

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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

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731 BUCKINGHAM DR 6946 OROZCO DR 8275 DEADWOOD CT	
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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	
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	WAYLAND W. EURE JR. MD /	CHARLES SCHWAB
FBO MELVYN B. ROTH IRA	FBO W.W. EURE JR. MD INC. IRA	FBO ROBERT HOWARD IRA
5401 LIDO SANDS DR	8275 DEADWOOD CT	502 AVENIDA LA COSTA
NEWPORT BEACH CA 92663-2204	REDLANDS CA 92373	SAN CLEMENTE CA 92672
LNR (LOAN SERVICER)	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	11 BROADWAY STE 615
MIAMI FL 33139	LEXINGTON KY 40512	NEW YORK NY 10004
CAROL P. LOWE	PETERSON REVOCABLE LIVING TRUST	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	SCOTT D. SHOWLER, ESQ.
5120 BRECKENRIDGE AVE	6 STRAUSS TERRACE	P.O. BOX 9237
BANNING CA 92220	RANCHO MIRAGE CA 92270	REDLANDS, CA 92375
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
WAYLAND W. EURE JR. MD /	TABER FAMILY TRUST	FEDERAL EXPRESS
FBO W.W. EURE JR. MD INC. IRA	1475 CRESTVIEW RD	PO BOX 7221
8275 DEADWOOD CT	REDLANDS CA 92374	PASADENA CA 91109-7321
REDLANDS CA 92373		
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	COTTAGE GROVE OR 97424	REDLANDS CA 92374
CHARLES SCHWAB	TD AMERITRADE	LINDA KEY
FBO JANET IHDE IRA	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 CHARLES SCHWAB	BEAUMONT CA 92223	PALM SPRINGS CA 92263 THE MATTACOLA LAW FIRM
	TD AMERITRADE	217 N WASHINGTON ST
FBO HAROLD RACINE IRA 1408 S CENTER ST	FBO EDDIE DOTAN ROLLOVER IRA 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
	STEASURE IN ANIMOLES	I AND LEVO LONE WOOF I MINIMAGEMENT
	111 SIFRRA VISTA DR	8720 RED OAK RIVD STE 200
111 SIERRA VISTA DR REDLANDS CA 92373	111 SIERRA VISTA DR REDLANDS CA 92373	8720 RED OAK BLVD STE 300 CHARLOTTE NC 28217

34124 FREEDOM RD FARMINGTON MI 48335 RVINE CA 92620 WABAN WA 02468 UNITED STATES TREASURY 290 N D ST 667 GULL DR SAN BERNARDINO CA 92401-9964 BODEGA BAY CA 94923 TD AMERITRADE FBO KARL PHILLIPS ROTH IRA 27878 VIA SARASATE 109 MIDLAND RD. 101 W FRIENDLY AVE STE 500 GREENSBOR ON C 27401 TEMECULA CA 92591 JACOBSON TRUST WILLIAM & MARION CONLEY JACOBSON TRUST WILLIAM & MARION CONLEY JACOBSON TRUST WILLIAM & MARION CONLEY JACOBSON TRUST SBAUMONT CA 9223 CHRISTIC C. HIGDON CHARLES SCHWAB AS 109 MIDLAND RD. CHARLES TOWN RI CA 92591 JACOBSON TRUST WILLIAM & MARION CONLEY JACOBSON TRUST WILLIAM & MARION CONLEY JACOBSON TRUST WILLIAM & MARION CONLEY JACOBSON TRUST BEAUMONT CA 92223 CHRISTIC C. HIGDON JACOBSON CA 92373 CHRISTIC C. HIGDON JACOBSON CA 93373 CHARLES TRUST BRUNICK, MCELHANEY & BECKETT JAMES JACOBSON CA 93408 CHARLES SCHWAB LOUIS G. FOURNIER III JAMES R. FORBES, ESQ. FBO RICHARD PAUL BLANDFORD ROTH IRA THE SUTTON COMPANIES GAW, VAN MALE, JACOBSON CA 92346 SAN BERNARDINO, CA 94234 LOUIS G. FOURNIER III JAMES R. FORBES, ESQ. FBO RICHARD PAUL BLANDFORD ROTH IRA THE SUTTON COMPANIES GAW, VAN MALE, JOUN BLAND CA 92346 SYRACUSE NY 13204 FAIRFIELD, CA 94534			
### ATTER - RINDHA WELDAY ### STEAR REPORT AND ### STEAR STE	MOUND INVESTMENTS	TD AMERITRADE	TD AMERITRADE
FARMINGTON MI 48355 IRVINE CA \$2020 WARANIWA Q266 WINTEGRATS FEEGUE WINTEGRATS FEEGUE WINTEGRATS FEEGUE WINTEGRATS FEEGUE WINTEGRATS WINTEGRATS	ATTN: RHONDA WELDAY		FBO EHUD DOTAN IRA
UNITED STATES TREASURY 2010 IS STORY 2010 IS	34124 FREEDOM RD		==
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101 W PIERNOLY AVE STE SOO			
RIVERSIDE CA. 92506 RIVERSIDE CA. 92507			
AMERICAN WEST PROPERTIES INC.			
384 MESA VERDÉ PARK 376 FRANKULI AVE PO BOX 1299			
REDIANDS CA. 92232 REDIANDS CA. 92237 LARE FOREST CA. 922609 REDIANDS CA. 92237 LICH SYMBOL STRUCT REDIANDS CA. 92237 RED			
CHRISTIC HIGDON			
1331 SUNDANCE IM G67 GUIL DR 1839 COMMERCENTER W			
BOCA RAYON FL 33428 BODEGA RAY CA 94923 SAN PERRANDINO, CA 92408 CHARLES SCHINNER LOUIS G. FOURMER BILL JAMES R. FORBSE, ESQ. FBO RICHARD PAUL BLANDFORD ROTH IRA THE SUTTON COMPANIES GAW, VAN MARLE, PAP FBO RICHARD DE CALL CLOW COMPANIES GAW, VAN MARLE, PAP HORISTON COMPANIES CLOW COMPANIES GAW, VAN MARLE, PAP CLEM M. MCCOLLOCH TRUST CLOW COMPANIES CARRELLO, CA 94934 CLEM M. MCCOLLOCH TRUST CLOW COMPANIES CHARLES BANK MILDRED GREY CLEM M. MCCOLLOCH TRUST CLOW COMPANIES CHARLES BANK MILDRED GREY RIVERSIDE CA 95506 BOSTON MAD 20235-2278 CHARLES BANK MILDRED GREY RIVERSIDE CA 95506 BOSTON MAD 20235-2278 CHARLES BANK MILDRED GREY BOCARATON FL 33428 REDIANDS CA 92374 MONTEREY CA 93942 CHOQUE FAMILY TRUST THOMAS PHILLIPS ONEWEST EAST MAD MILDRED AND MILDRED A			
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1938 VALMONT ST	CHARLES SCHWAB	LOUIS G. FOURNIER III	JAMES R. FORBES, ESQ.
HIGHLAND CA. 92346 (CEM M. MIXCOLOCH TRUST) CLEM M. MIXCOLOCH TRUST) CHRISTINE COFFMAN DAVID JILLCH TRUST CHRISTINE COFFMAN DAVID JILLCH TRUST CRASSINE COFFMAN DAVID JILLCH TRUST CHRISTINE COFFMAN DAVID JILLCH TRUST REDLANDS CA. 92374 CROSS CARTON ILL 33428 REDLANDS CA. 92374 CROSS CARTON ILL 33428 CROULE ARRIVE TRUST THOMAS PHILLIPS ONEWEST BANK JONEWEST BANK	FBO RICHARD PAUL BLANDFORD ROTH IRA	THE SUTTON COMPANIES	GAW, VAN MALE, APC
CLEM M. MCCOLLOCH TRUST SCA APPLE OR CHARBU IN PO BOX 55278 BOSTON MA 02205-5278 BOSTON MA 02	7838 VALMONT ST		
CLEM M. MCCOLLOCH TRUST SCA APPLE OR CHARAB U.I. RIVERSIDE CA 92506 BOSTOM THA 2020-5-2278 RIVERSIDE CA 92506 RIVERSIDE CA 92507 REDLANDS CA 92374 MONTEREY CA 93942 CHORADOR THA 2020-5-2278 MONTEREY CA 93942 THOMAS PHILLIPS ONE-WEST BOSTOM THA 2020-5-2250			
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CHRISTINE COFFMAN			
1331 SUNDANCE IN 941 KENSINGTON DR 250 GORDEN RD, STE 201-A			
BOCK RATON FI. 33428 REDIANDS CA 92374 MONTEREY CA 93942 CINQUE FAMILY TRUST 1582 HUCKLEBERRY IN 300 WEST VALLEY PRWY 36261 CHAPARRAL CT 1582 HUCKLEBERRY IN 390 WEST VALLEY PRWY 1200 JAMES R. WATSON MD INC. ROLIE A. PETERSON ESG. STATE OF MICHIGAN FORTH SHARIND PLAN POLIE A. PETERSON ESG. STATE OF MICHIGAN FORTH SHARIND PLAN POLIE A. PETERSON ESG. STATE OF MICHIGAN FORTH SHARIND PLAN POLIT STATE OF MICHIGAN POLIT STATE OF MICHIGAN FORTH SHARING PLAN POLIT STATE OF MICHIGAN POLIT STATE OF MICHIGAN FORTH SHARING PLAN POLIT STATE OF MICHIGAN POLIT STATE OF MICHIGAN FEDLANDS CA 92373 GOLD RIVER CA 95670 DETRIOT MI WESTMENT LIMITED PARTNERSHIP RIVERSIDE COUNTY TREASURER FBO DALLAS STAHR IRA C/O HERRITER ANCE & SMOTHERS, P.C. FORD STATE OF MICHIGAN 2150 POLIT STATE CAN STATE AND STATE			
THOMAS PHILLIPS THOMAS PHILLIPS JOSP VALLEY PROWY			
SEADLICK PARAMEN, CT			
YUCAPPA CA 92399 SAN LUIS OBISPO CA 93401 ESCONDIDO CA 92025-2635			
JAMES R. WATSON MD INC. ROLLE A. PETERSON ESC. STATE OF MICHIGAN PETERSON & KELL C/O MICHIGAN DEPT. OF TREASURY 297 TERRACINA BLVD 2377 GOLD MEADOW WAY STE 280 DEPT. 7003 DEPT. 7004			
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155 OWA AVE STE 190			
DUSTY BRICKER		1650 IOWA AVE STE 190	6439 28TH AVE
Tody Rennedy Boulevard	PALM SPRINGS CA 92262		
WEST NEW YORK NI 07093-4921 BDDEGA BAY CA 94923 FULLERTON CA 92831	DUSTY BRICKER		
DIANA M. WEED			
1339 WALLACH PIC NW			
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 1628 WOODLANDS 1408 S CENTER ST 25520 SCHULTE CT 1638 WOODLANDS REDLANDS CA 92373 TRACY CA 95377 1618 NIZIA WILLIAM R. & JANICE L. STEELE ELIZABETH BRANSON 1155 DYSART DR 26858 CALLE REAL PO BOX 911 1526 DYSART DR 26858 CALLE REAL DOMA LINDA CA 92354 1638 LARLA R. SCHAMEHORN JR. TIMOTHY C. WEED WILLIAM R. & JANICE L. STEELE 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 133 E PALM IN 26858 CALLE REAL 1721 VALLEY FALLS AVE 134 EVALUATION 26858 CALLE REAL 1722 VALLEY FALLS AVE 27858 CALLE REAL 1723 VALLEY FALLS AVE 27858 CALLE REAL 1724 VALLEY FALLS AVE 27858 CALLE REAL 1725 VALLEY FALLS AVE 27858 CALLE REAL 1726 VALLEY FALLS AVE 27858 CALLE REAL 1726 VALLEY FALLS AVE 27858 CALLE REAL 1727 VALLEY FALLS AVE 27858 CALLE REAL 1728 VALLEY FALLS AVE 27858 CALLER CALLEY FALLS AVE 1728 VALLEY FALLS AVE 27858 CALLER CALLEY FALLS AVE 1728 VALLEY FALLS AVE			
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EARL R. SCHAMEHORN JR.			
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		SIMPLEXGRINNELL	WATERTIGHT PLUMBING, INC.
REDLANDS CA 92373 PALATINE IL 60055-0320 HUNTINGTON BEACH CA 92647			
	REDLANDS CA 92373	PALATINE IL 60055-0320	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 HU TONGS INC.	REDLANDS CA 92373 B.B.D. CLEANING SERVICE & SOLUTIONS	KANSAS CITY MO 64121-9225
16127 KASOTA RD STE 105		INNOVATIVE ELECTRIC & CONSULTING INC.
APPLE VALLEY CA 92307	1808 COSTIGAN DRIVE LEXINGTON KY 40511-1309	18355 HIBISCUS AVE
JRT REVOCABLE TRUST	KEYSTONE MORTGAGE CORPORATION	RIVERSIDE CA 92508 SPILLMAN THOMAOS & BATTLE
JON TAYLOR TRUSTEE	ATTN: LOAN SERVICING DEPT.	300 KANAWHA BLVD E
PO BOX 681	360 N SEPULVEDA BLVD STE	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 REDLANDS CA 92373	29107 GUAVA LN	PO BOX 636290
FATCO NAT'L COMMERCIAL SRVCS	BIG PINE KEY FL 33043 CHARLES P. COPELAND	CINCINNATI OH 45263-6290
ATTN: A/R DEPT.	COPELAND GROUP	ALLIED WASTE SERVICES #922
5 FIRST AMERICAN WAY	25884 BUSINESS CENTER DR STE B	SACRAMENTO PO BOX 78030
SANTA ANA CA 92707	REDLANDS CA 92374-4516	PHOENIX AZ 85062-8030
VELLORE G. MURALIGOPAL	LYNCH BYPASS TRUST	GEORGE L. FLETCHER/JANET G. FLETCHER
MURALIGOPAL LIVING TRUST	LYNCH LIFETIME TRUST	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
1411 OLIVER RD STE 300	7700 EL CAMINO REAL STE 207	REDLANDS CA 92374-4587
FAIRFIELD, CA 94534	CARLSBAD CA 92009	1122 1123 31 3237 1 1337
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	ATTYS TO FINANCIAL SERVICES INDUSTRY	C/O DEBRA B. GERVAIS
FEBRUARY 26 2010	25650 CROSS CREEK DR STE F	LAW OFFICE OF DEBRA B. GERVAIS
1910 COUNTRY CLUB LN	YORBA LINDA, CA 92887	302 W S AVE
REDLANDS CA 92373	DAVIGUE SULICE CONSTRUCTION OF THE	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. GATES O'DOHERTY GONTER & GUY	BALTIMORE MD 21297-3251	COLUMBUS OH 43218-1140
15373 INNOVATION DR STE 170		
SAN DIEGO CA 92128		
JANE DILOU CA JAIAG		

Real Estate Corporation, and their subsidiaries and affiliates, and any opposition 1 thereto, and good cause appearing therefor, 2 IT IS HEREBY ORDERED as follows: 3 The settlement between the Receiver, on the one hand, and 4 Debtor/Claimant, Rancho Mirage Surgery Center, L.L.C. ("RMSC") and Claimant, 5 Physicians Surgery Center, L.L.C. ("PSC"), on the other hand ("Settlement"), 6 regarding obligations owed by RMSC and PSC to Copeland Properties 12, L.P., a 7 8 Receivership Entity, and by RMSC to CFI, CFI3 and CP10, Receivership Entities; and, indemnification duties owed by CPE2 to RMSC and PSC, is approved; 9 The Settlement Agreement and Mutual Release attached as Exhibit 10 2. "A" to the Declaration of Christopher K. Trembley in Support of Motion for Order 11 Approving Settlement with Debtor/Claimant, RMSC and Claimant, PSC, is 12 13 approved. IT IS SO ORDERED. 14 15 Dated: 16 **Judge, United States District Court** 17 18 Submitted by: ARCHER NORRIS By: /s/ Christopher K. Trembley 19 Attorneys for Rancho Mirage Surgery Center, L.L.C., 20 and Physicians Surgery Center, L.L.C. 21 22 23 24 25 26 27 28 R0194001/1765885-1

PROOF OF SERVICE

Securities and Exchange Commission v. Charles P. Copeland, et al. USDC, Central District, Western Division Action No. CV-11-08607-R-DTB

I, declare that I am over the age of eighteen years and not a party to this action or proceeding. My business address is 333 South Grand Avenue, Suite 1700, Los Angeles, California 90071-1540. On April 18, 2014, I caused the following document(s) to be served:

[PROPOSED] ORDER APPROVING SETTLEMENT WITH DEBTOR/CLAIMANT RANCHO MIRAGE SURGERY CENTER, L.L.C. AND CLAIMANT, PHYSICIANS SURGERY CENTER, L.L.C.

- by placing a true copy of the document(s) listed above, enclosed in a sealed envelope, addressed as set forth below, for collection and mailing on the date and at the business address shown above following our ordinary business practices. I am readily familiar with this business' practice for collection and processing of correspondence for mailing with the United States Postal Service. On the same day that a sealed envelope is placed for collection and mailing, it is deposited in the ordinary course of business with the United States Postal Service with postage fully prepaid.
- by having a true copy of the document(s) listed above transmitted by facsimile to the person(s) at the facsimile number(s) set forth below before 5:00 p.m. The transmission was reported as complete without error by a report issued by the transmitting facsimile machine.
- via electronic case filing, I filed electronically the documents listed above, using the Central District, Western Division's electronic case filing service, on ______. Counsel of record are registered to file electronically with this Court, and receive copies of the documents via email from the Court to confirm filing.
- by placing a true copy of the document(s) listed above, in a box or other facility regularly maintained by Federal Express, an express service carrier, or delivered to a courier or driver authorized by the express service carrier to receive documents, in an envelope designated by the express service carrier, with delivery fees paid or provided for, addressed as set forth below.
- I electronically served the above referenced document(s). E-service in this action was completed on all parties listed in the attached service list.

R0194001/1458387-1

(FEDERAL) I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made. SEE ATTACHED SERVICE LIST I declare under penalty of perjury that the foregoing is true and correct. Executed on April 18, 2014, at Los Angeles, California. May and Mus 2 R0194001/1458387-1

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/MAILING LIST

WEED FAMILY IN INC. TRUCT	AAA DIODIE HATEIELD LINUING TOUGT	LUCAS CANUALCO O LOAN COMPANY
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 742523	1618 WOODLANDS	PO BOX 182101
CINCINNATI OH 45274-2523	BEAUMONT CA 92228	COLUMBUS OH 43218-2101
ONE WEST BANK	LUCKEY CHARITABLE TRUST	SUSAN WRIGHT
		1
888 E WALNUT ST	8531 GLENDALE RD	111 SIERRA VISTA DR
PASADENA CA 91101	HESPERIA CA 92345	REDLANDS CA 92373
MARK J. FURUYA ESQ.	TD AMERITRADE	GREGORY J. SHERWIN ESQ.
333 SOUTH GRAND AVE STE 1700	FBO DON L. HIGDON IRA	FIELDS FEHN & SHERWIN
LOS ANGELES CA 90071	1600 RHODODENDRON #412	11755 WILSHIRE BLVD #1500
	FLORENCE OR 97439	LOS ANGELES CA 90025-1521
LOUISE COFFMAN	KATHI SEEGRAVES	RICK HIGDON
19291 SABAL LAKE DR	20521 WHITSTONE CIRCLE	29107 GUAVA LN
	BEND OR 97702	BIG PINE KEY FL 33043
BOCA RATON FL 33434		
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
	MARY MARGARET HASY REVOCABLE TRUST	JG SERVICE COMPANY
LANDAMERICA ASSESSMENT CORPORATION		
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	DEVORE CA 92407	SAN BERNARDINO CA 92423
	LILLIAN N. FRANKLIN	BENTON-COLE PROPERTIES INC.
NEAL LIVING TRUST		
7322 STARBOARD ST	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	WAYLAND W. EURE JR. MD /	CHARLES SCHWAB
FBO MELVYN B. ROTH IRA	FBO W.W. EURE JR. MD INC. IRA	FBO ROBERT HOWARD IRA
5401 LIDO SANDS DR	8275 DEADWOOD CT	502 AVENIDA LA COSTA
NEWPORT BEACH CA 92663-2204	REDLANDS CA 92373	SAN CLEMENTE CA 92672
LNR (LOAN SERVICER)	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	11 BROADWAY STE 615 NEW YORK NY 10004
MIAMI FL 33139	LEXINGTON KY 40512 PETERSON REVOCABLE LIVING TRUST	J. JAY & THERESA WHAN
CAROL P. LOWE 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	SCOTT D. SHOWLER, ESQ.
5120 BRECKENRIDGE AVE	6 STRAUSS TERRACE	P.O. BOX 9237
BANNING CA 92220	RANCHO MIRAGE CA 92270	REDLANDS, CA 92375
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
WAYLAND W. EURE JR. MD /	TABER FAMILY TRUST	FEDERAL EXPRESS
FBO W.W. EURE JR. MD INC. IRA	1475 CRESTVIEW RD	PO BOX 7221
8275 DEADWOOD CT	REDLANDS CA 92374	PASADENA CA 91109-7321
REDLANDS CA 92373		
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	COTTAGE GROVE OR 97424	REDLANDS CA 92374
CHARLES SCHWAB	TD AMERITRADE	LINDA KEY
FBO JANET IHDE IRA	FBO BETTY MARKWARDT IRA	MNJ KEY CORPORATION PO BOX 3655
35-800 BOB HOPE DR STE 225	1220 W 4TH ST ANACONDA MT 59711	SAN DIEGO CA 92163-3655
RANCHO MIRAGE CA 92270 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	NEWPORT BEACH CA 92663 STEWART R. WRIGHT	WATERSTONE ASSET MANAGEMENT
	NEWPORT BEACH CA 92663	

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,
27878 VIA SARASATE	109 MIDLAND RD.	1411 OLIVER RD STE 300
MISSION VIEJO CA 92692	CHARLESTOWN RI 02813	FAIRFIELD, CA 94534
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	1839 COMMERCENTER W
BOCA RATON FL 33428	BODEGA BAY CA 94923	SAN BERNARDINO, CA 92408
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	1411 OLIVER RD STE 300
HIGHLAND CA 92346	SYRACUSE NY 13204	FAIRFIELD, CA 94534
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	IRVINE CA 92620-0244
CHRISTINE COFFMAN	DAVID ZIILCH TRUST	CYNTHIA HEALY
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 PALM SPRINGS CA 92262	1650 IOWA AVE STE 190 RIVERSIDE, CA 92507	6439 28TH AVE 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	BODEGA BAY CA 94923	FULLERTON CA 92831
DIANA M. WEED	THE PETERSON REVOCABLE LIVING TRUST	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	LOCKE & LORD
118 EDGEMONT DR	2161 SUNSET CT	111 S WACKER DRIVE
REDLANDS CA 92373	COLTON CA 92324-9541	CHICAGO IL 60606
PHILLIP WANG	CHARLES SCHWAB	MIDLAND LOAN SERVICES
DUANE MORRIS LLP ONE MARKET PLAZA SPEAR TOWER	FBO JANET IHDE	PNC BANK LOCKBOX
	74-785 HWY 111	LOCKBOX NUMBER 771223
STE 2200 SAN FRANCISCO CA 94105-1127	WALL ST W BLDG #102 INDIAN WELLS CA 92210	1223 SOLUTIONS CENTER
FRED & ELAINE HOLLAUS	DAVID HOLDEN	CHICAGO IL 60677-1002 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
	CHRIS CONDON	SPILMAN THOMAS & BATTLE, PLLC
I JAIVIES PUVVELL		110 OAKWOOD DRIVE STE 500
JAMES POWELL PO BOX 294	I 1334 SUSAN AVE	
PO BOX 294	1334 SUSAN AVE REDLANDS CA 92374	
	1334 SUSAN AVE REDLANDS CA 92374 MARK EDWARDS	WINSTON-SALEM NC 27103
PO BOX 294 JOSHUA TREE CA 92252-0294	REDLANDS CA 92374	WINSTON-SALEM NC 27103 CORNERSTONE LANE SURVEYING COMPANY
PO BOX 294 JOSHUA TREE CA 92252-0294 JEAN SEYDA	REDLANDS CA 92374 MARK EDWARDS	WINSTON-SALEM NC 27103 CORNERSTONE LANE SURVEYING COMPANY 958 TEMESCAL CIRCLE
PO BOX 294 JOSHUA TREE CA 92252-0294 JEAN SEYDA 168 LAKESHORE DR	REDLANDS CA 92374 MARK EDWARDS PO BOX 9058	WINSTON-SALEM NC 27103 CORNERSTONE LANE SURVEYING COMPANY 958 TEMESCAL CIRCLE CORONA CA 92879
PO BOX 294 JOSHUA TREE CA 92252-0294 JEAN SEYDA 168 LAKESHORE DR RANCHO MIRAGE CA 92270	REDLANDS CA 92374 MARK EDWARDS PO BOX 9058 REDLANDS CA 92346	WINSTON-SALEM NC 27103 CORNERSTONE LANE SURVEYING COMPANY 958 TEMESCAL CIRCLE
PO BOX 294 JOSHUA TREE CA 92252-0294 JEAN SEYDA 168 LAKESHORE DR RANCHO MIRAGE CA 92270 HENRY W. SHELTON	REDLANDS CA 92374 MARK EDWARDS PO BOX 9058 REDLANDS CA 92346 SIMPLEXGRINNELL	WINSTON-SALEM NC 27103 CORNERSTONE LANE SURVEYING COMPANY 958 TEMESCAL CIRCLE CORONA CA 92879 WATERTIGHT PLUMBING, INC.

5 DOVE ST 5TH FLR WPORT BEACH CA 92660 Y ATIGA 925 HILARY WAY DLANDS CA 92373 B.D. CLEANING SERVICE & SOLUTIONS 08 COSTIGAN DRIVE XINGTON KY 40511-1309 YSTONE MORTGAGE CORPORATION TN: LOAN SERVICING DEPT. 0 N SEPULVEDA BLVD STE SEGUNDO CA 90245 HN COOMBE FIRST AMERICAN WAY 4TH FLR NTA ANA CA 92707 IRAGE DEVELOPERS, INC. 1 S PALM CANYON DR #208	ELROD FENCE COMPANY 6459 MISSION BLVD RIVERSIDE CA 92509 EMC INSURANCE COMPANIES PO BOX 219225 KANSAS CITY MO 64121-9225 INNOVATIVE ELECTRIC & CONSULTING INC. 18355 HIBISCUS AVE RIVERSIDE CA 92508 SPILLMAN THOMAOS & BATTLE 300 KANAWHA BLVD E PO BOX 273 CHARLESTON WV 25321-00273 KARL SCHAMEHORN 1005 HAMLIN PLC REDLANDS CA 92373 DUSTY BRICKER
EWPORT BEACH CA 92660 Y ATIGA 925 HILARY WAY DLANDS CA 92373 B.D. CLEANING SERVICE & SOLUTIONS 08 COSTIGAN DRIVE XINGTON KY 40511-1309 YSTONE MORTGAGE CORPORATION TN: LOAN SERVICING DEPT. 0 N SEPULVEDA BLVD STE SEGUNDO CA 90245 HN COOMBE FIRST AMERICAN WAY 4TH FLR NTA ANA CA 92707 IRAGE DEVELOPERS, INC. 1 S PALM CANYON DR #208	RIVERSIDE CA 92509 EMC INSURANCE COMPANIES PO BOX 219225 KANSAS CITY MO 64121-9225 INNOVATIVE ELECTRIC & CONSULTING INC. 18355 HIBISCUS AVE RIVERSIDE CA 92508 SPILLMAN THOMAOS & BATTLE 300 KANAWHA BLVD E PO BOX 273 CHARLESTON WV 25321-00273 KARL SCHAMEHORN 1005 HAMLIN PLC REDLANDS CA 92373 DUSTY BRICKER
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TN: LOAN SERVICING DEPT. 0 N SEPULVEDA BLVD STE SEGUNDO CA 90245 HN COOMBE FIRST AMERICAN WAY 4TH FLR NTA ANA CA 92707 IRAGE DEVELOPERS, INC. 1 S PALM CANYON DR #208	300 KANAWHA BLVD E PO BOX 273 CHARLESTON WV 25321-00273 KARL SCHAMEHORN 1005 HAMLIN PLC REDLANDS CA 92373 DUSTY BRICKER
O N SEPULVEDA BLVD STE SEGUNDO CA 90245 HN COOMBE FINAN AMA CA 92707 IRAGE DEVELOPERS, INC. 1 S PALM CANYON DR #208	PO BOX 273 CHARLESTON WV 25321-00273 KARL SCHAMEHORN 1005 HAMLIN PLC REDLANDS CA 92373 DUSTY BRICKER
SEGUNDO CA 90245 HN COOMBE FIRST AMERICAN WAY 4TH FLR NTA ANA CA 92707 IRAGE DEVELOPERS, INC. 1 S PALM CANYON DR #208	CHARLESTON WV 25321-00273 KARL SCHAMEHORN 1005 HAMLIN PLC REDLANDS CA 92373 DUSTY BRICKER
HN COOMBE FIRST AMERICAN WAY 4TH FLR NTA ANA CA 92707 IRAGE DEVELOPERS, INC. 1 S PALM CANYON DR #208	KARL SCHAMEHORN 1005 HAMLIN PLC REDLANDS CA 92373 DUSTY BRICKER
FIRST AMERICAN WAY 4TH FLR NTA ANA CA 92707 IRAGE DEVELOPERS, INC. 1 S PALM CANYON DR #208	1005 HAMLIN PLC REDLANDS CA 92373 DUSTY BRICKER
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1 S PALM CANYON DR #208	
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	RIVERSIDE PUBLIC UTILITIES
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	RIVERSIDE CA 92522-0144
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ORT LAUDERDALE FL 33351	
	WILLIAM & DOLORES MCDONALD
	C/O DEBRA B. GERVAIS
	LAW OFFICE OF DEBRA B. GERVAIS
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