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8 Attorneys for Movants  
9 RANCHO MIRAGE SURGERY CENTER,  
10 L.L.C., and PHYSICIANS SURGERY  
11 CENTER, L.L.C.

12 UNITED STATES DISTRICT COURT

13 CENTRAL DISTRICT OF CALIFORNIA – WESTERN DIVISION

14 SECURITIES AND EXCHANGE  
15 COMMISSION,

16 Plaintiff,

17 v.

18 CHARLES P. COPELAND,  
19 COPELAND WEALTH  
20 MANAGEMENT, a Financial Advisory  
21 Corporation, and COPELAND  
22 WEALTH MANAGEMENT, a Real  
23 Estate Corporation,

24 Defendants.

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

**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**

DATE: May 19, 2014  
TIME: 10:00 a.m.  
DEPT.: "8"

**TO ALL INTERESTED PARTIES:**

**PLEASE TAKE NOTICE** that on May 19, 2014, 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 Movants  
Rancho Mirage Surgery Center, L.L.C. ("RMSC") and Physicians Surgery Center,

R0194001/1765672-1

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 Wealth Management, a Financial Advisory Corporation, Copeland Wealth  
4 Management, a Real Estate Corporation, and their subsidiaries and affiliates  
5 (collectively “Receivership Entities”) and Debtor and Claimant, RMSC and PSC.  
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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  
11 supporting papers are available by contacting counsel for RMSC and PSC at  
12 ctrembley@archernorris.com or by telephone at (213) 437-4000, and may be  
13 reviewed at the Clerk’s Office located at 312 North Spring Street, Los Angeles,  
14 California 90012 during normal business hours.  
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17 **Procedural Requirements:** If you oppose this Motion, you are required to  
18 file your written opposition with the Office of the Clerk, United States District  
19 Court, 312 North Spring Street, Los Angeles, California 90012, and serve the same  
20 on the undersigned not later than twenty-one (21) days prior to the hearing.  
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22 IF YOU FAIL TO FILE AND SERVE A WRITTEN OPPOSITION by the  
23 above date, the Court may grant the requested relief without further notice.  
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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  
27 request an Order approving a settlement between the Receiver, on the one hand, and  
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1 Claimant/Debtor, RMSC, and Claimant, PSC, on the other hand (“Settlement”),  
2 regarding obligations owed by RMSC to Copeland Private Equity Two, L.P.  
3 (“CPE2”), Copeland Fixed Income One, L.P. (“CFI1”), Copeland Fixed Income  
4 Three, L.P. (“CFI3”) and Copeland Properties 10, L.P. (“CP10”), all receivership  
5 entities (“Obligations”) and an indemnity obligation owed by Copeland Properties  
6 12, L.P. (“CP12”), and CPE2 (hereinafter CPE2, CFI1, CFI3, CP10 and CP12 are  
7 collectively referred to as the “Copeland Entities”) to RMSC and PSC.  
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10 The CPE2 Obligation is evidenced by a promissory note in the original  
11 principal amount of \$1,000,000.00 (“Note”) and the CFI1, CFI3 and CP10  
12 obligations are evidenced by accounting “Quick Books” entities. In turn, CP12 and  
13 CPE2 owe indemnity obligations to RMSC and PSC arising out of an action to  
14 collect on a secured promissory note in the amount of Thirteen Million, Two  
15 Hundred and Sixty-Five Thousand Dollars (\$13,265,000) (“Copeland Note”)  
16 executed by CP12 and secured by guaranties signed by a number of entities,  
17 including, but not limited to, RMSC (“RMSC Guaranty”). PSC and a number of  
18 individual doctors (hereinafter collectively referred to as the “Buyers”) entered into  
19 a reorganization agreement (“Purchase Agreement”) to acquire RMSC from certain  
20 Copeland related Entities, including CP12 and CPE2. In doing so, the Purchase  
21 Agreement required that such Copeland Entities disclose any and all obligations  
22 and debts owing by RMSC. The Copeland related Entities failed to disclose the  
23 existence of the Copeland Note, the RMSC Guaranty, and the other Obligations.  
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1 The Purchase Agreement also called for indemnity of any action as against RMSC  
2 and the Buyers arising out of any obligations owed by RMSC at the time of the  
3 Purchase Agreement. CP12 defaulted on the Note, leading to an action by German  
4 American Capital Corporation (“GACC”) filed in the Riverside Superior Court,  
5 entitled *German American Capital Corporation v. Copeland Properties Twelve,*  
6 *L.P., et al.*, Riverside Superior Court Case No. INC1102045 (hereinafter “State  
7 Action”). The State Action resulted in a judgment in the amount of Six Million,  
8 Eight Hundred and Fifteen Thousand, Six Hundred and Forty-One and 9/100  
9 Dollars (\$6,815,641.09) as against RMSC and Charles Copeland (“Charles”). To  
10 prevent bankruptcy of RMSC, RMSC entered into a settlement with the successor-  
11 in-interest to GACC, Hotel Majestic, L.L.C. (“Hotel Majestic”) in the amount of  
12 Six Hundred and Fifty Thousand Dollars (\$650,000.00). RMSC and PSC contend  
13 that CPE2 now owes an indemnity obligation to pay the entire settlement amount  
14 owed by RMSC to Hotel Majestic. RMSC and PSC maintain a cross-claim against  
15 CPE2 for its indemnity obligations.

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

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

1 The operation and effectiveness of the Agreement is subject to Court  
2 approval. A true and correct copy of the Agreement is attached to the Declaration of  
3 Christopher K. Trembley, Esq. filed concurrently herewith as Exhibit "A".  
4

5 Pursuant to the Agreement, *inter alia*, RMSC and PSC have agreed to  
6 dismiss with prejudice ("Dismissal") all of their claims as against CPE2 in the State  
7 Action. Upon filing of said Dismissal, the Receiver has agreed to cancel the Note,  
8 deem the Obligations satisfied, and cease further enforcement efforts. Although the  
9 amount to be accepted by the Receiver pursuant to the Settlement is less than the  
10 amount currently owed under the Obligations, Movant and the Receiver believe that  
11 the Settlement involves a reasonable resolution under the circumstances of the  
12 matter, and that the Settlement represents the best possible recovery under the  
13 circumstances of this case to avoid expenditures of significant funds in efforts to  
14 recover uncollectable debts..  
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18 This Motion is made following efforts to confer with counsel pursuant to  
19 L.R. 7-3 in connection with the approval of the Agreement which is the subject of  
20 this motion.  
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22 **NOTICE IS HEREBY GIVEN** that a proposed Order Approving  
23 Settlement With Debtor/Claimant, RMSC, and Claimant, PSC, a true and correct  
24 copy of which is attached hereto as **Exhibit "A"** and by this reference made a part  
25 hereof, has been lodged with the above-entitled Court.  
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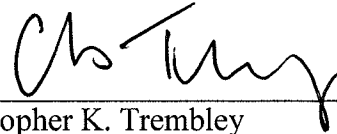
28 WHEREFORE, Movant and the Receiver request that the Court grant the

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relief requested herein and such other relief as may be appropriate under the  
circumstances.

Dated: April 16, 2014

ARCHER NORRIS



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Christopher K. Trembley  
Attorneys for Movants  
RANCHO MIRAGE SURGERY CENTER,  
L.L.C., and PHYSICIANS SURGERY CENTER,  
L.L.C.

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**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 choses 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,

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

13 RMSC is a surgical center located in Rancho Mirage, California. RMSC was  
14 created by Charles Copeland (“Charles”) and owned by the Copeland Entities.  
15 (Declaration of Christopher K. Trembley (“Trembley Declaration”), ¶4.)  
16

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

As of the Closing Date, the Company [RMSC] shall not be or be deemed to be liable or responsible for, or incur or assume any liability or obligation to satisfy, guarantee or otherwise discharge any Indebtedness, obligations, liabilities or commitments with respect to any period prior to and including the Effective Date...except for (a) the Promissory Note, (b) obligations under the 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 shall constitute, the Company Maximum Debt, and (d) trade payables incurred from June 1, 2010 to the Closing Date (the “Transition Period”) from the conduct of the business of the Company in the ordinary course and on a basis consistent with the period from January 1, 2010 to the Effective Date (the “Transitional Trade Payables”) (the foregoing exceptions (a)-(d) being referred to herein as the “Permitted indebtedness”).

The relevant Schedule 3.1 states:

As of the Effective Date, the Company had outstanding Indebtedness of \$3,756,761.97, consisting of the following:

\$170,000.00 due to Reliant Hospital Partners, LLC;

\$1,910,917.12 due to all vendors set forth in the Vendor List; and

\$1,675,844.85 due as “Other Current Liabilities” on the May 31, 2010 Company Balance Sheet as set forth as Attachment B to this Schedule 3.1

Upon subtracting the Specified Obligations from the Company's existing Indebtedness, the resulting aggregate of \$2,756,761.97 represents “Excess Existing Liabilities, which Copeland hereby irrevocable [sic] assumes as its and their own direct obligations and with respect to 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 any combination of negotiated reductions/settlements and/or payments/promissory notes issued by Copeland.

(Trembley Declaration, ¶5.)

1 Buyers contend that unbeknownst to them, on or about July 12, 2006, CP12  
 2 entered into a loan agreement with the predecessor-in-interest for GACC in the  
 3 amount of Thirteen Million, Two Hundred and Sixty-Five Thousand Dollars  
 4 (\$13,265,000) for the purposes of constructing the surgical center where RMSC  
 5 would operate. (Trembley Declaration, ¶6.) This included a guaranty by RMSC  
 6 signed by Charles. Although required by the Purchase Agreement, neither the  
 7 existence of the loan agreement nor the guaranty signed by RMSC was disclosed by  
 8 Charles or the Copeland Entities to the Buyers. (Trembley Declaration, ¶6.)

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

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

23 (Trembley Declaration, ¶7.)

24 As part of the Purchase Agreement, upon the representation and warranty  
 25 from the Copeland Entities, including that there were no existing liabilities other  
 26 than those listed in the Purchase Agreement, RMSC issued to CPE2 a promissory  
 27 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 *German American Capital Corporation v. Copeland Properties Twelve, L.P., et al.*,  
4 Riverside Superior Court Case No. INC1102045 (hereinafter "State Action").  
5 (Trembley Declaration, ¶9.) Pursuant to their Complaint, GACC alleged that  
6 Charles, CP12, Donald E. Copeland ("Donald"), Janet Ihde, David Conston, along  
7 with RMSC, entered into guarantys for a loan of Thirteen Million, Two Hundred  
8 and Sixty-Five Thousand Dollars (\$13,625,000.00) to the predecessor-in-interest to  
9 GACC. (Trembley Declaration, ¶9.) Furthermore, GACC alleged that CP12  
10 defaulted on its loan and that the defendants, including RMSC, now owed to GACC  
11 the full amount. (Trembley Declaration, ¶9.) This was the first time PSC or any  
12 other party who purchased RMSC became aware that this indebtedness existed.  
13 (Trembley Declaration, ¶9.)

14 On May 9, 2011, RMSC and PSC filed a Cross-Complaint in the State  
15 Action as against Charles, the Copeland Entities, and Donald E. Copeland  
16 ("Donald") for (1) Breach of Contract; (2) Fraud; (3) Negligent Misrepresentation;  
17 (4) Equitable Indemnity; (5) Implied Indemnity; (6) Contribution; and (7)  
18 Declaratory Relief ("Cross-Complaint"). (Trembley Declaration, ¶10.)

19 On July 7, 2011, Donald obtained a bankruptcy stay as against the claims in  
20 the State Action. (Trembley Declaration, ¶11.)

21 On or about August 15, 2011, GACC assigned its interests in the Deed of

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

2 On October 25, 2011, the Receiver was duly appointed as Permanent  
3 Receiver for the Copeland Entities by the United States District Court for the Central  
4 District of California in the action entitled, *Securities and Exchange Commission v.*  
5 *Charles P. Copeland, et al.*, Case Number 2:11-cv-08607-R-DTB (“SEC Action”).  
6 (Trembley Declaration, ¶13.) By order of the Court filed on March 12, 2012, as  
7 Document Number 53, the Court included all of the Copeland Properties limited  
8 partnerships and Fixed Income Funds in the Receivership pending a forensic  
9 accounting and report regarding the limited partnerships and Fixed Income Funds.  
10 (Trembley Declaration, ¶13.)  
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12  
13 On or about May 2, 2012, RMSC was sent a correspondence by the Receiver  
14 requesting payment of approximately \$91,194 owed to CFI1 and payment of  
15 approximately \$558,909 owed to CFI3. On or about May 29, 2012, RMSC was sent  
16 a correspondence by the Receiver requesting payment of approximately \$86,698  
17 owed to CP10. Again, RMSC and PSC contend these debts were not disclosed by  
18 Charles or any other COPELAND/RMSC Entities to PSC or any other purchaser of  
19 RMSC at any time, especially as required in the Purchase Agreement. (Trembley  
20 Declaration, ¶14.)  
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25 On February 26, 2013, the Court granted Hotel Majestic’s Motion for  
26 Summary Judgment against RMSC and Charles, and entered judgment (the  
27 “Judgment”) in favor of Hotel Majestic in the amount of \$6,815,641.09. (Trembley  
28

1 Declaration, ¶15.)

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

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

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

26 Although the amount to be accepted by the Receiver pursuant to the  
27 Settlement is less than the amount currently owed under the Obligations, the  
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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 Copeland Entities to RMSC and PSC. (Trembley Declaration, ¶17.) Furthermore,  
5 even if the Receiver were to attempt collection as to the Obligation, he would likely  
6 not be successful as RMSC would be forced to file bankruptcy having to face  
7 enforcement of the Obligations and the debt owing to Hotel Majestic. (Trembley  
8 Declaration, ¶17.) For these reasons, the Agreement represents the best possible  
9 resolution. (Trembley Declaration ¶17).

#### 13 IV. ARGUMENT

14 “The power of a district court to impose a receivership or grant other forms  
15 of ancillary relief does not in the first instance depend on a statutory grant of power  
16 from the securities laws. Rather, the authority derives from the inherent power of a  
17 court of equity to fashion effective relief.” *SEC v. Wencke*, 622 F.2d 1363, 1369  
18 (9th Cir. 1980). The “primary purpose of equity receiverships is to promote orderly  
19 and efficient administration of the estate by the district court for the benefit of  
20 creditors.” *S.E.C. v. Hardy*, 803 F.2d 1034, 1038 (9th Cir. 1986). As the  
21 appointment of a receiver is authorized by the broad equitable powers of the court,  
22 any distribution of assets must also be done equitably and fairly. *See S.E.C. v.*  
23 *Elliot*, 953 F.2d 1560, 1569 (11th Cir. 1992).

24 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  
4 *Capital Consultants* Court directed:

5 A district court’s power to supervise an equity receivership and to determine  
6 the appropriate action to be taken in the administration of the receivership is  
7 extremely broad. The district court has broad powers and wide discretion to  
8 determine the appropriate relief in an equity receivership. The basis for this  
9 broad deference to the district court’s supervisory role in equity  
10 receiverships arises out of the fact that most receiverships involve multiple  
11 parties and complex transactions. A district court’s decision concerning the  
12 supervision of an equitable receivership is reviewed for abuse of discretion.

13 Id. (citations omitted); see also *Commodities Futures Trading Comm’n. v.*

14 *Topworth Int’l, Ltd.*, 205 F.3d 1107, 1115 (9th Cir. 1999) (“This court affords

15 ‘broad deference’ to the court’s supervisory role, and ‘we generally uphold

16 reasonable procedures instituted by the district court that serve th[e] purpose’ of

17 orderly and efficient administration of the receivership for the benefit of creditors.”)

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, pursuant to the 10/25/11 Order, this Court granted authorization

22 for the Receiver to do the following:

23  
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  
26 her, and to incur, or authorize the making of, such agreements as may be  
27 necessary and advisable in discharging his or her duties as permanent  
28 receiver;

29 . . .

30 (j) to exercise all the lawful powers of Defendants CWM and Copeland

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Realty and their subsidiaries and affiliates, and their officers, directors, employees, representatives, or persons who exercise similar powers and perform similar duties.

(10/25/11 Order, page 5, lines 16-20; page 6, lines 7-10).

The above referenced Agreement, proposed to be entered into between the Receiver and RMSC and PSC, accomplishes a fair, equitable, orderly and efficient administration of the Receivership estate. The amount owed by RMSC is less than one sixth (1/6) of the indemnity obligation owed by the Copeland Entities to RMSC and PSC.

Based on the foregoing, the Settlement appears to be a reasonable resolution of the matter and the Receiver is resolving this matter in a manner that is best for all parties under the circumstances of the case. (Trembley Declaration ¶16).

Accordingly, the Movants request that the terms of the Settlement be approved, so the Agreement can be effectuated.

**V. CONCLUSION**

Based upon the foregoing, all pleadings on file herein, as well as such argument and evidence as may be admitted during the hearing, the Movants request entry of an order approving the Agreement proposed to be entered into by and between the Receiver and RMSC and PSC.

Dated: April 16, 2014

ARCHER NORRIS



Christopher K. Trembley, Attorney for Movants,  
Rancho Mirage Surgery Center, L.L.C., and  
Physicians Surgery Center, L.L.C.



# **EXHIBIT “A”**

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UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA – WESTERN DIVISION

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

CHARLES P. COPELAND,  
COPELAND WEALTH  
MANAGEMENT, a Financial Advisory  
Corporation, and COPELAND  
WEALTH MANAGEMENT, a Real  
Estate Corporation,

Defendants.

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

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

**Date: May 19, 2014  
Time: 10:00 a.m.  
Ctrm: 8, 2nd Floor  
Judge: Hon. Manuel L. Real**

The Court, having considered the Motion for Order Approving Settlement with Debtor/Claimant Rancho Mirage Surgery Center, L.L.C. and Claimant, Physicians Surgery Center, L.L.C. and supporting documentation by Archer Norris, counsel for Rancho Mirage Surgery Center, L.L.C., and Physicians Surgery Center, L.L.C., for an Order Approving the Agreement reached with Thomas C. Hebrank (“Receiver”), the court-appointed Permanent Receiver for Copeland Wealth Management, a Financial Advisory Corporation, Copeland Wealth Management, a

R0194001/1765885-1

1 Real Estate Corporation, and their subsidiaries and affiliates, and any opposition  
2 thereto, and good cause appearing therefor,

3 IT IS HEREBY ORDERED as follows:

4 1. The settlement between the Receiver, on the one hand, and  
5 Debtor/Claimant, Rancho Mirage Surgery Center, L.L.C. ("RMSC") and Claimant,  
6 Physicians Surgery Center, L.L.C. ("PSC"), on the other hand ("Settlement"),  
7 regarding obligations owed by RMSC and PSC to Copeland Properties 12, L.P., a  
8 Receivership Entity, and by RMSC to CFI, CFI3 and CP10, Receivership Entities;  
9 and, indemnification duties owed by CPE2 to RMSC and PSC, is approved;

10 2. The Settlement Agreement and Mutual Release attached as **Exhibit**  
11 **"A"** to the Declaration of Christopher K. Trembley in Support of Motion for Order  
12 Approving Settlement with Debtor/Claimant, RMSC and Claimant, PSC, is  
13 approved.

14 **IT IS SO ORDERED.**

15 **Dated:** \_\_\_\_\_

16 **Judge, United States District Court**

17  
18 Submitted by: ARCHER NORRIS  
19 By: /s/ Christopher K. Trembley  
20 Attorneys for Rancho Mirage Surgery Center, L.L.C.,  
21 and Physicians Surgery Center, L.L.C.  
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**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.

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- I electronically served the above referenced document(s). E-service in this action was completed on all parties listed in the attached service list.
- (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.

*Maribel Garcia*

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Maribel Garcia

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 LIVING TRUST C/O CATHY OR STEPHEN WEED 62 RUE JEAN BAPTISTE PIGALLE PARIS FC 75010	MARJORIE HATFIELD LIVING TRUST (PEGGY NEUMANN) 30176 LIVE OAK CANYON RD REDLANDS CA 92373	HOME SAVINGS & LOAN COMPANY COMMERCIAL LOAN DPT. PO BOX 1111 YOUNGSTOWN OH 44501
COLUMBIA GAS OF KENTUCKY PO BOX 742523 CINCINNATI OH 45274-2523	JOSEPH DOTAN 1618 WOODLANDS BEAUMONT CA 92228	OHIO DEPARTMENT OF TAXATION PO BOX 182101 COLUMBUS OH 43218-2101
ONE WEST BANK 888 E WALNUT ST PASADENA CA 91101	LUCKEY CHARITABLE TRUST 8531 GLENDALE RD HESPERIA CA 92345	SUSAN WRIGHT 111 SIERRA VISTA DR REDLANDS CA 92373
MARK J. FURUYA ESQ. 333 SOUTH GRAND AVE STE 1700 LOS ANGELES CA 90071	TD AMERITRADE FBO DON L. HIGDON IRA 1600 RHODODENDRON #412 FLORENCE OR 97439	GREGORY J. SHERWIN ESQ. FIELDS FEHN & SHERWIN 11755 WILSHIRE BLVD #1500 LOS ANGELES CA 90025-1521
LOUISE COFFMAN 19291 SABAL LAKE DR BOCA RATON FL 33434	KATHI SEEGRAVES 20521 WHITSTONE CIRCLE BEND OR 97702	RICK HIGDON 29107 GUAVA LN BIG PINE KEY FL 33043
KHARI BAKER 27878 VIA SARASATE MISSION VIEJO CA 92692	MARGARITA ESTRADA PEREZ PO BOX 370 CHINO CA 91708	KLAUS & LINDA KUEHN 13138 OAK CREST DR YUCAIPA CA 92399
WELLS FARGO COMMERCIAL MORTGAGE ATTN: KEN MURRAY 1901 HARRISON ST 7TH FLR OAKLAND CA 94612	FLAGSTAR BANK MAIL-STOP W-205-2 5151 CORPORATE DR TROY MI 48098	DEREK ROSCOE C/O NAI ISAAC COMMERCIAL PROP. 771 CORPORATE DR STE 300 LEXINGTON KY 40503
LANDAMERICA ASSESSMENT CORPORATION PO BOX 27567 RICHMOND VA 23261	MARY MARGARET HASY REVOCABLE TRUST 6609 SUMMER TRAIL PLC HIGHLAND CA 92346	JG SERVICE COMPANY 15632 EL PRADO RD CHINO CA 91710
NEAL & RUTH BRICKER FAMILY TRUST 985 S ORANGE GROVE BLVD UNIT 101 PASADENA CA 91105	MELVYN & RUTH ROSS 5401 LIDO SANDS DR NEWPORT BEACH CA 92663	GOLDEN EAGLE INSURANCE PO BOX 84834 SAN DIEGO CA 92186-5834
C-III ASSET MANAGEMENT LLC ATTN: KATHY PATTERSON 5221 N O'CONNOR BLVD STE 600 IRVING TX 75039	SMITH REVOCABLE TRUST LENNA SMITH 38367 CHERRYWOOD DR MURRIETA CA 92562	GEORGE L. FLETCHER JANET G. FLETCHER 1910 COUNTRY CLUB LN REDLANDS CA 92373
WELLS FARGO COMMERCIAL MORTGAGE SERVICING 1901 HARRISON ST 7TH FLR OAKLAND CA 94612	HOME SAVINGS & LOAN ATTN: DAN NY WHITE 275 W FEDERAL ST YOUNGSTOWN OH 44503	COMMONWEALTH OF KENTUCKY OFFICE OF HOUSING, BUILDING & CONST. 101 SEA HERO RD STE 200 FRANKFORT KY 40601-5405
ANDREW J. HALEY, ESQ. GREENWALD PAULY FOSTER & MILLER P.C. 1299 OCEAN AVE STE 400 SANTA MONICA CA 90401-1007	CAROL DOCIS BROKERAGE A/C 18028 W KENWOOD AVE DEVORE CA 92407	CHARLES SCHWAB FBO W.W. EURE JR. MD INC. IRA PO BOX 10065 SAN BERNARDINO CA 92423
NEAL LIVING TRUST 7322 STARBOARD ST CARLSBAD CA 92011	LILLIAN N. FRANKLIN 740 E AVERY ST SAN BERNARDINO CA 92404	BENTON-COLE PROPERTIES INC. 11761 ALMOND CT LOMA LINDA CA 92354
ANH T. NONG & NHON NGUYEN TTEE PEN 209 E SUNSET DR S REDLANDS CA 92373	NGYUEN & NONG PENSION PLAN 209 E SUNSET DR S REDLANDS CA 92373	MURALIGOPAL LIVING TRUST 731 BUCKINGHAM DR REDLANDS CA 92374
NEONATOLOGY MEDICAL GROUP INC. RETIREMENT PLAN 731 BUCKINGHAM DR REDLANDS CA 92374	TD AMERITRADE FBO JOHN KOHUT IRA 6946 OROZCO DR RIVERSIDE CA 92506	W.W. EURE JR. MD INC. DONALD MASON REGISTERED AGENT 8275 DEADWOOD CT REDLANDS CA 92373
BARBARA WHAN 5944 SPOON RD PALM SPRINGS CA 92264-6351	PATRICE A. MILKOVICH 3605 BONITA VERDE DR BONITA CA 91902	VELLORE G. MURALIGOPAL 731 BUCKINGHAM DR REDLANDS CA 92374
ADELE M. HANSEN 6609 SUMMERTRAIL PLC HIGHLAND CA 92346	MANLEY J. LUCKEY 8531 GLENDALE RD HESPERIA CA 92345	JOHN J. KOHUT 6946 OROZCO DR RIVERSIDE CA 92506
ROBERT & GLADYS MITCHELL 11761 ALMOND CT LOMA LINDA CA 92354	PEGGY HATFIELD NEUMANN 30176 LIVE OAK CANYON RD REDLANDS CA 92373	KOHUT FAMILY TRUST 6946 OROZCO DR RIVERSIDE CA 92506
BETTY MARKWARDT 1220 W 4TH ST ANACONDA MT 59711	PEREZ FAMILY SURVIVORS TRUST 13219 PIPELINE AVE CHINO CA 91710	CYNTHIA GILLILAN 39292 OAK GLEN RD YUCAIPA CA 92399
BARBARA Z. STAHR 667 GULL DR BODEGA BAY CA 94923	MARK & BARBARA CARPENTER 35571 SLEEPY HOLLOW RD YUCAIPA CA 92399	PAUL FAMILY TRUST PO BOX 7357 REDLANDS CA 92375

CHARLES SCHWAB FBO MELVYN B. ROTH IRA 5401 LIDO SANDS DR NEWPORT BEACH CA 92663-2204	WAYLAND W. EURE JR. MD / FBO W.W. EURE JR. MD INC. IRA 8275 DEADWOOD CT REDLANDS CA 92373	CHARLES SCHWAB FBO ROBERT HOWARD IRA 502 AVENIDA LA COSTA SAN CLEMENTE CA 92672
LNR (LOAN SERVICER) ATTN: JORGE RODRIGUEZ 1601 WASHINGTON AVE 7TH FLR MIAMI FL 33139	DIVISION OF REVENUE LEXINGTON-FAYETTE URBAN CNTY GOVT PO BOX 14058 LEXINGTON KY 40512	DAN BAKER C/O JONATHAN L. GEBALLE ESQ. 11 BROADWAY STE 615 NEW YORK NY 10004
CAROL P. LOWE 1837 ONDA DR CAMARILLO CA 93010	PETERSON REVOCABLE LIVING TRUST 11075 BENTON ST APT 224 LOMA LINDA CA 92354	J. JAY & THERESA WHAN 30660 SUSAN DR CATHEDRAL CITY CA 92234
CHARLES GREY 63 TURNBURY LN IRVINE CA 92620	PINKNER FAMILY TRUST 279 GREEN MOUNTAIN PALM DESERT CA 92211	GLENN GOODWIN TRUST PO BOX 735 SKYFOREST CA 92385
RICHARD NEAL 7322 STARBOARD ST CARLSBAD CA 92011	RON MITCHELL 12033 FOURTH ST YUCAIPA CA 92399	C & R ASPHALT PO BOX 8201 LEXINGTON KY 40533-8201
DONNA WOOLEY 12721 COLUMBIA AVE YUCAIPA CA 92399	SAMUEL D. GREGORY 4432 STRONG ST RIVERSIDE CA 92501	CATHY BURGESS INTERIORS 155 E MAIN ST STE 102 LEXINGTON KY 40507
WILLIAM F DAVIS RE: FLOYD N. ANDERSEN HIGHWAY 111 #9-472 LA QUINTA CA 92253	CHARLES SCHWAB FBO MELVYN ROSS ROTH IRA 5401 LIDO SANDS DR NEWPORT BEACH CA 92663	ROBERT H. ZIPRICK ESQ. ZIPRICK & CRAMER LLP 707 BROOKSIDE AVE REDLANDS CA 92373
BONNIE KILMER 5120 BRECKENRIDGE AVE BANNING CA 92220	SCHACHTEL FAMILY TRUST 6 STRAUSS TERRACE RANCHO MIRAGE CA 92270	SCOTT D. SHOWLER, ESQ. P.O. BOX 9237 REDLANDS, CA 92375
PERRY DAMIANI 16127 KASOTA RD STE 105 APPLE VALLEY CA 92307	STEELE FAMILY TRUST 26858 CALLE REAL CAPISTRANO BEACH CA 92624	BILZIN SUMBERG BAENA PRICE AXELROD 1450 BRICKELL AVE STE 2300 MIAMI FL 33131-3456
BEN-TEL SERVICE B.W. BLANTON, JR. 4001 PALMETTO SPRINGS WAY LEXINGTON KY 40513-1603	CHARLES SCHWAB FBO IRENA SNIKINSKI IRA PO BOX 161680 BIG SKY MT 59716-1680	BEN PEREZ, PHILIP PEREZ AND MICHAEL PEREZ 13245 VICTORIA ST RANCHO CUCAMONGA CA 91739
WAYLAND W. EURE JR. MD / FBO W.W. EURE JR. MD INC. IRA 8275 DEADWOOD CT REDLANDS CA 92373	TABER FAMILY TRUST 1475 CRESTVIEW RD REDLANDS CA 92374	FEDERAL EXPRESS PO BOX 7221 PASADENA CA 91109-7321
GEOFFREY A. GARDINER 11535 ACACIA ST LOMA LINDA CA 92354	JENNIFER SMITH 38367 CHERRYWOOD DR MURRIETA CA 92562	FRANCHISE TAX BOARD PO BOX 942857 SACRAMENTO CA 94257-0601
FRED & JOYCE DIMMITT 321 MYRTLEWOOD DR CALIMESA CA 92320	RHONDA DEAN 2172 CLARK AVE COTTAGE GROVE OR 97424	GOODWIN & ASSOCIATES 1175 IDAHO ST STE 201 REDLANDS CA 92374
CHARLES SCHWAB FBO JANET IHDE IRA 35-800 BOB HOPE DR STE 225 RANCHO MIRAGE CA 92270	TD AMERITRADE FBO BETTY MARKWARDT IRA 1220 W 4TH ST ANACONDA MT 59711	LINDA KEY MNJ KEY CORPORATION PO BOX 3655 SAN DIEGO CA 92163-3655
NORTH CAROLINA DEPT OF REVENUE PO BOX 25000 RALEIGH NC 27640-0645	ROBERT R. & ELAYNE ALLEN ROUTE 2 BOX 284 ELLINGTON MO 63638	PARACORP DBA PARASEC PO BOX 160568 SACRAMENTO CA 95816-0568
CHARLES SCHWAB FBO KIRK HOWARD ROTH IRA 1648 WOODLANDS RD BEAUMONT CA 92223	CHARLES SCHWAB FBO ALBERT IRA 232 ANITA CT REDLANDS CA 92373	TD AMERITRADE FBO STEVEN IRA 14424 GREENPOINT LN HUNTERSVILLE NC 28078
CHARLES SCHWAB FBO LEONARD F. NEUMANN IRA 30176 LIVE OAK CANYON RD REDLANDS CA 92373	CHARLES SCHWAB FBO JANET K. IHDE IRA PO BOX 2131 PALM SPRINGS CA 92263	TD AMERITRADE FBO HORACE DILLOW IRA 1343 CRESTVIEW RD REDLANDS CA 92374
MARIA PEREZ 1364 AURORA LN SAN BERNARDINO CA 92408	SANDRA AND PERRY HAYES 111 E SUNSET DR S REDLANDS CA 92373	PREMIUM ASSIGNMENT CORPORATION PO BOX 3100 TALLAHASSEE FL 32315-3100
CHARLES SCHWAB FBO ANGELA ELLINGSON IRA 1155 DYSART DR BANNING CA 92220	TD AMERITRADE FBO JOSEPH DOTAN IRA 1618 WOODLANDS RD BEAUMONT CA 92223	CHARLES SCHWAB FBO JANET IHDE IRA PO BOX 2131 PALM SPRINGS CA 92263
CHARLES SCHWAB FBO HAROLD RACINE IRA 1408 S CENTER ST REDLANDS CA 92373	TD AMERITRADE FBO EDDIE DOTAN ROLLOVER IRA 20 FAIRLEE TERRACE WABAN MA 02468	THE MATTACOLA LAW FIRM 217 N WASHINGTON ST PO BOX 725 ROME NY 13442-0725
THE BORK FAMILY TRUST 24968 LAWTON AVE LOMA LINDA CA 92357	STAHR LIVING TRUST 667 GULL DR BODEGA BAY CA 94923	THE GOODWIN INSURANCE AGENCY PO BOX 1897 REDLANDS CA 92373
CHARLES SCHWAB FBO DONALD I. PETERSON IRA ROLLOVER 11075 BENTON ST APT 224 LOMA LINDA CA 92354	CHARLES SCHWAB FBO MELVYN ROSS ROTH IRA 5401 LIDO SANDS DR NEWPORT BEACH CA 92663	CHARLES SCHWAB FBO KIRK HOWARD IRA 1648 WOODLANDS RD BEAUMONT CA 92223
WRIGHT FAMILY LIVING TRUST 111 SIERRA VISTA DR REDLANDS CA 92373	STEWART R. WRIGHT 111 SIERRA VISTA DR REDLANDS CA 92373	WATERSTONE ASSET MANAGEMENT 8720 RED OAK BLVD STE 300 CHARLOTTE NC 28217

MOUND INVESTMENTS ATTN: RHONDA WELDAY 34124 FREEDOM RD FARMINGTON MI 48335	TD AMERITRADE FBO CHARLES GREY IRA 63 TURNBURY LN IRVINE CA 92620	TD AMERITRADE FBO EHUD DOTAN IRA 20 FAIRLEE TERRACE WABAN WA 02468
UNITED STATES TREASURY 290 N D ST SAN BERNARDINO CA 92401-9964	ZIILCH FAMILY TRUST 667 GULL DR BODEGA BAY CA 94923	JUDY BACA 1001 W BALBOA BLVD NEWPORT BEACH CA 92661
CHARLES SCHWAB FBO KARL PHILLIPS ROTH IRA 27878 VIA SARASATE MISSION VIEJO CA 92692	TD AMERITRADE FBO STEPHEN WEISS IRA ROLLOVER 109 MIDLAND RD. CHARLESTOWN RI 02813	ALFONSO L. POIRÉ, ESQ. GAW, VAN MALE, 1411 OLIVER RD STE 300 FAIRFIELD, CA 94534
HIGGS BENJAMIN 101 W FRIENDLY AVE STE 500 GREENSBORO NC 27401	TD AMERITRADE FBO JILL MEADER IRA 27250 NICOLAS RD APT A231 TEMECULA CA 92591	ROBERT & ENID MCCOLLOCH 5520 APPLE ORCHARD LN RIVERSIDE CA 92506
JACOBSON TRUST 384 MESA VERDE PARK BEAUMONT CA 92223	WILLIAM & MARION CONLEY 376 FRANKLIN AVE REDLANDS CA 92373	AMERICAN WEST PROPERTIES INC. PO BOX 1299 LAKE FOREST CA 92609
CHRISTI C. HIGDON 11331 SUNDANCE LN BOCA RATON FL 33428	ZIILCH BYPASS TRUST 667 GULL DR BODEGA BAY CA 94923	BRUNICK, MCELHANEY & BECKETT 1839 COMMERCENTER W SAN BERNARDINO, CA 92408
CHARLES SCHWAB FBO RICHARD PAUL BLANDFORD ROTH IRA 7838 VALMONT ST HIGHLAND CA 92346	LOUIS G. FOURNIER III THE SUTTON COMPANIES 525 PLUM ST STE 100 SYRACUSE NY 13204	JAMES R. FORBES, ESQ. GAW, VAN MALE, APC 1411 OLIVER RD STE 300 FAIRFIELD, CA 94534
CLEM M. MCCOLLOCH TRUST 5520 APPLE ORCHARD LN RIVERSIDE CA 92506	CLMG CORP. PO BOX 55278 BOSTON MA 02205-5278	CHARLES & MILDRED GREY 63 TURNBURY LN IRVINE CA 92620-0244
CHRISTINE COFFMAN 11331 SUNDANCE LN BOCA RATON FL 33428	DAVID ZIILCH TRUST 941 KENSINGTON DR REDLANDS CA 92374	CYNTHIA HEALY 2560 GORDEN RD. STE 201-A MONTEREY CA 93942
CINQUE FAMILY TRUST 36261 CHAPARRAL CT YUCAIPA CA 92399	THOMAS PHILLIPS 1582 HUCKLEBERRY LN SAN LUIS OBISPO CA 93401	ONEWEST BANK 390 WEST VALLEY PKWY ESCONDIDO CA 92025-2635
JAMES R. WATSON MD INC. PROFIT SHARING PLAN 259 TERRACINA BLVD REDLANDS CA 92373	ROLLIE A. PETERSON ESQ. PETERSON & KELL 2377 GOLD MEADOW WAY STE 280 GOLD RIVER CA 95670	STATE OF MICHIGAN C/O MICHIGAN DEPT. OF TREASURY DEPT. 77003 DETROIT MI 48277-0003
DON KENT RIVERSIDE COUNTY TREASURER PO BOX 12010 RIVERSIDE CA 92502-2210	TD AMERITRADE FBO DALLAS STAHR IRA 667 GULL DR BODEGA BAY CA 94923	MOUNT INVESTMENT LIMITED PARTNERSHIP C/O HERITIER NANCE & SMOTHERS, P.C. 2150 BUTTERFIELD STE 250 TROY MI 48084
DAVID CONSTON 417 CHINO CANYON PALM SPRINGS CA 92262	THOMAS N. JACOBSON, ESQ. 1650 IOWA AVE STE 190 RIVERSIDE, CA 92507	WESSELING & BRACKERMANN 6439 28TH AVE HUDSONVILLE MI 49426
DUSTY BRICKER 7002 KENNEDY BOULEVARD E APT 22F WEST NEW YORK NJ 07093-4921	DOROTHY ZIILCH 667 GULL DR BODEGA BAY CA 94923	ACE RESTORATION & WATERPROOFING INC. 620 E WALNUT AVE FULLERTON CA 92831
DIANA M. WEED 1339 WALLACH PLC NW WASHINGTON DC 20009	THE PETERSON REVOCABLE LIVING TRUST 11075 BENTON ST APT 224 LOMA LINDA CA 92354	CHAMPION ROOF COMPANY 2233 MARTIN ST STE 202 IRVINE CA 92612
DOTAN FAMILY TRUST 1618 WOODLANDS BEAUMONT CA 92228	JUDY RACINE 1408 S CENTER ST REDLANDS CA 92373	CLUB RESOURCE GROUP 25520 SCHULTE CT TRACY CA 95377
ELENA NIZZIA 1155 DYSART DR BANNING CA 92220	WILLIAM R. & JANICE L. STEELE 26858 CALLE REAL CAPISTRANO BEACH CA 92624	ELIZABETH BRANSON PO BOX 911 LOMA LINDA CA 92354
EARL R. SCHAMEHORN JR. 1721 VALLEY FALLS AVE REDLANDS CA 92374	TIMOTHY C. WEED 133 E PALM LN REDLANDS CA 92373	WILLIAM R. & JANICE L. STEELE 26858 CALLE REAL CAPISTRANO BEACH CA 92624
EDDIE & JAMIE DOTAN 20 FAIRLEE TERRACE WABAN MA 02468	NORMAN & LOIS SMITH 36135 GOLDEN GATE DR YUCAIPA CA 92399	MICHIGAN DEPT OF TREASURY PO BOX 30774 LANSING MI 48909-8274
GORDON & MYRA PETERSON 118 EDGEMONT DR REDLANDS CA 92373	BRIAN & SHARI BRANSON 2161 SUNSET CT COLTON CA 92324-9541	LOCKE & LORD 111 S WACKER DRIVE CHICAGO IL 60606
PHILLIP WANG DUANE MORRIS LLP ONE MARKET PLAZA SPEAR TOWER STE 2200 SAN FRANCISCO CA 94105-1127	CHARLES SCHWAB FBO JANET IHDE 74-785 HWY 111 WALL ST W BLDG #102 INDIAN WELLS CA 92210	MIDLAND LOAN SERVICES PNC BANK LOCKBOX LOCKBOX NUMBER 771223 1223 SOLUTIONS CENTER CHICAGO IL 60677-1002
FRED & ELAINE HOLLAUS 1096 DEER CLOVER WAY CASTLE PINES CO 80108-8271	DAVID HOLDEN 555 W REDLANDS BLVD REDLANDS CA 92373	MICHAEL T. O'CALLAGHAN ESQ. 80 S LAKE AVE STE 860 PASADENA CA 91101-5913
JAMES POWELL PO BOX 294 JOSHUA TREE CA 92252-0294	CHRIS CONDON 1334 SUSAN AVE REDLANDS CA 92374	SPILMAN THOMAS & BATTLE, PLLC 110 OAKWOOD DRIVE STE 500 WINSTON-SALEM NC 27103
JEAN SEYDA 168 LAKESHORE DR RANCHO MIRAGE CA 92270	MARK EDWARDS PO BOX 9058 REDLANDS CA 92346	CORNERSTONE LANE SURVEYING COMPANY 958 TEMESCAL CIRCLE CORONA CA 92879
HENRY W. SHELTON 805 NOTTINGHAM DR REDLANDS CA 92373	SIMPLEXGRINNELL DEPT CH 10320 PALATINE IL 60055-0320	WATERTIGHT PLUMBING, INC. 16462 GOTHARD ST STE 202 HUNTINGTON BEACH CA 92647



JESSIE COLEEN BIRCH REVOCABLE TRUST 1948 CAVE ST REDLANDS CA 92374	FRANK QUINLAN 895 DOVE ST 5TH FLR NEWPORT BEACH CA 92660	ELROD FENCE COMPANY 6459 MISSION BLVD RIVERSIDE CA 92509
JILL A. MEADER REVOCABLE TRUST 27250 NICOLAS RD APT A231 TEMECULA CA 92591	JOY ATIGA 12925 HILARY WAY REDLANDS CA 92373	EMC INSURANCE COMPANIES PO BOX 219225 KANSAS CITY MO 64121-9225
HU TONGS INC. 16127 KASOTA RD STE 105 APPLE VALLEY CA 92307	B.B.D. CLEANING SERVICE & SOLUTIONS 1808 COSTIGAN DRIVE LEXINGTON KY 40511-1309	INNOVATIVE ELECTRIC & CONSULTING INC. 18355 HIBISCUS AVE RIVERSIDE CA 92508
JRT REVOCABLE TRUST JON TAYLOR TRUSTEE PO BOX 681 CALIMESA CA 92320	KEYSTONE MORTGAGE CORPORATION ATTN: LOAN SERVICING DEPT. 360 N SEPULVEDA BLVD STE EL SEGUNDO CA 90245	SPILLMAN THOMAS & BATTLE 300 KANAWHA BLVD E PO BOX 273 CHARLESTON WV 25321-00273
KASOTA GROUP 279 GREEN MOUNTAIN PALM DESERT CA 92211	JOHN COOMBE 5 FIRST AMERICAN WAY 4TH FLR SANTA ANA CA 92707	KARL SCHAMEHORN 1005 HAMLIN PLC REDLANDS CA 92373
JAMES P. GERRARD 1562 LISA LN REDLANDS CA 92374	MIRAGE DEVELOPERS, INC. 121 S PALM CANYON DR #208 PALM SPRINGS CA 92262	DUSTY BRICKER 7002 KENNEDY BLVD E APT 22F WEST NEW YORK NY 07093-4921
KATHLEEN R. WRIGHT 3605 BONITA VERDE DR BONITA CA 91902	DAVID BALDRIDGE 1717 CHAPARRALL #2 REDLANDS CA 92373	REP - REAL ESTATE PARTNERS 2569 MCCABE WAY 2ND FLOOR IRVINE CA 92614
KATIE HERNANDEZ PO BOX 8874 REDLANDS CA 92375	SUZANE L. BRICKER 1444 W 11TH ST UPLAND CA 91786	RIVERSIDE PUBLIC UTILITIES 3900 MAIN ST RIVERSIDE CA 92522-0144
ROBERT CASADY 14047 PAMLICO RD APPLE VALLEY CA 92307	KLAUS K.A. KUEHN 3404 BEVERLY DR SAN BERNARDINO CA 92405	ISAAC COMMERCIAL PROPERTIES 771 CORPORATE DRIVE STE 30 LEXINGTON KY 40555-5066
JON J. WHAN 30660 SUSAN DR CATHEDRAL CITY CA 92234	MICHIGAN DEPARTMENT OF TREASURY PO BOX 30113 LANSING MI 48909	AJ HORNE ELECTRIC COMPANY 1200 S BROADWAY STE 105 LEXINGTON KY 40504
JOE PINKNER 279 GREEN MOUNTAIN PALM DESERT CA 92211	LESLIE G. LAYBOURNE 11050 BRYANT ST SPACE 276 YUCAIPA CA 92399	ADT SECURITY SERVICES INC. PO BOX 371967 PITTSBURGH PA 15250-7967
LEONARD F. NEUMANN 30176 LIVE OAK CANYON RD REDLANDS CA 92373	HIGDON REVOCABLE TRUST 29107 GUAVA LN BIG PINE KEY FL 33043	AETNA BUILDING MAINTENANCE PO BOX 636290 CINCINNATI OH 45263-6290
FATCO NAT'L COMMERCIAL SRVCS ATTN: A/R DEPT. 5 FIRST AMERICAN WAY SANTA ANA CA 92707	CHARLES P. COPELAND COPELAND GROUP 25884 BUSINESS CENTER DR STE B REDLANDS CA 92374-4516	ALLIED WASTE SERVICES #922 SACRAMENTO PO BOX 78030 PHOENIX AZ 85062-8030
VELLORE G. MURALIGOPAL MURALIGOPAL LIVING TRUST C/O ALFONSO L. POIRÉ GAW VAN MALE 1411 OLIVER RD STE 300 FAIRFIELD, CA 94534	LYNCH BYPASS TRUST LYNCH LIFETIME TRUST C/O DAVID R. MOORE MOORE & SKILJAN 7700 EL CAMINO REAL STE 207 CARLSBAD CA 92009	GEORGE L. FLETCHER/JANET G. FLETCHER C/O CHRISTOPHER A. SHUMATE ALBREKTSON LAW OFFICES 1801 ORANGE TREE LN STE 230 REDLANDS CA 92374-4587
PAMELA WACHTER MCAFFEE NELSON MULLINS RILEY & SCARBOROUGH GLENLAKE ONE STE 200 4140 PARKLAKE AVE RALEIGH NC 27612	MICHAEL S. LEIB MADDIN HAUSER WARTELL ROTH & HELLER THIRD FLR ESSEX CENTRE 28400 NORTHWESTERN HIGHWAY SOUTHFIELD MI 48034-8004	HAROLD RAUNE RICHARD D. MCCUNE JR. MCCUNE WRIGHT LLP 2068 ORANGE TREE LN STE 216 REDLANDS CA 92374
GREGORY GLENN GLENN CONSERVATORSHIP CYNTHIA HEALY PO BOX 4037 MONTEREY CA 93942	A J HORNE ELECTRIC COMPANY C/O GOLDBERG & BLOOM, INC. ATTN: ROBIN BLOOM 4750 N HIATUS RD. FORT LAUDERDALE FL 33351	DAVID RAPP, PRESIDENT DESERT COMMERCIAL PROPERTY MANAGEMENT PO BOX 2367 RANCHO MIRAGE CA 92270
GEORGE L. FLETCHER/JANET G. FLETCHER TRUSTEES OF THE FLETCHER TRUST DATED FEBRUARY 26 2010 1910 COUNTRY CLUB LN REDLANDS CA 92373	DANA LEIGH OZOLS ESQ. ATTYS TO FINANCIAL SERVICES INDUSTRY 25650 CROSS CREEK DR STE F YORBA LINDA, CA 92887	WILLIAM & DOLORES MCDONALD C/O DEBRA B. GERVAIS LAW OFFICE OF DEBRA B. GERVAIS 302 W S AVE REDLANDS CA 92373
DR JOHN KOHUT / JOANN KOHUT / KOHUT FAMILY TRUST / JOHN J. KOHUT / FBO JOHN KOHUT IRA C/O LISA TORRES ESQ. GATES O'DOHERTY GONTER & GUY 15373 INNOVATION DR STE 170 SAN DIEGO CA 92128	DAVIS H. ELLIOT CONSTRUCTION CO., INC. PO BOX 37251 BALTIMORE MD 21297-3251	OHIO TREASURER OF STATE PO BOX 181140 COLUMBUS OH 43218-1140

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UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA – WESTERN DIVISION

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

CHARLES P. COPELAND,  
COPELAND WEALTH  
MANAGEMENT, a Financial Advisory  
Corporation, and COPELAND  
WEALTH MANAGEMENT, a Real  
Estate Corporation,

Defendants.

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

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

**Date: May 19, 2014**

**Time: 10:00 a.m.**

**Ctrm: 8, 2nd Floor**

**Judge: Hon. Manuel L. Real**

The Court, having considered the Motion for Order Approving Settlement with Debtor/Claimant Rancho Mirage Surgery Center, L.L.C. and Claimant, Physicians Surgery Center, L.L.C. and supporting documentation by Archer Norris, counsel for Rancho Mirage Surgery Center, L.L.C., and Physicians Surgery Center, L.L.C., for an Order Approving the Agreement reached with Thomas C. Hebrank (“Receiver”), the court-appointed Permanent Receiver for Copeland Wealth Management, a Financial Advisory Corporation, Copeland Wealth Management, a

R0194001/1765885-1

1 Real Estate Corporation, and their subsidiaries and affiliates, and any opposition  
2 thereto, and good cause appearing therefor,

3 IT IS HEREBY ORDERED as follows:

4 1. The settlement between the Receiver, on the one hand, and  
5 Debtor/Claimant, Rancho Mirage Surgery Center, L.L.C. ("RMSC") and Claimant,  
6 Physicians Surgery Center, L.L.C. ("PSC"), on the other hand ("Settlement"),  
7 regarding obligations owed by RMSC and PSC to Copeland Properties 12, L.P., a  
8 Receivership Entity, and by RMSC to CFI, CFI3 and CP10, Receivership Entities;  
9 and, indemnification duties owed by CPE2 to RMSC and PSC, is approved;

10 2. The Settlement Agreement and Mutual Release attached as **Exhibit**  
11 **"A"** to the Declaration of Christopher K. Trembley in Support of Motion for Order  
12 Approving Settlement with Debtor/Claimant, RMSC and Claimant, PSC, is  
13 approved.

14 **IT IS SO ORDERED.**

15 **Dated:** \_\_\_\_\_

16 **Judge, United States District Court**

17  
18 Submitted by: ARCHER NORRIS  
19 By: /s/ Christopher K. Trembley  
20 Attorneys for Rancho Mirage Surgery Center, L.L.C.,  
21 and Physicians Surgery Center, L.L.C.  
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**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.

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(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.

*Maribel Garcia*

---

Maribel Garcia

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 LIVING TRUST C/O CATHY OR STEPHEN WEED 62 RUE JEAN BAPTISTE PIGALLE PARIS FC 75010	MARJORIE HATFIELD LIVING TRUST (PEGGY NEUMANN) 30176 LIVE OAK CANYON RD REDLANDS CA 92373	HOME SAVINGS & LOAN COMPANY COMMERCIAL LOAN DPT. PO BOX 1111 YOUNGSTOWN OH 44501
COLUMBIA GAS OF KENTUCKY PO BOX 742523 CINCINNATI OH 45274-2523	JOSEPH DOTAN 1618 WOODLANDS BEAUMONT CA 92228	OHIO DEPARTMENT OF TAXATION PO BOX 182101 COLUMBUS OH 43218-2101
ONE WEST BANK 888 E WALNUT ST PASADENA CA 91101	LUCKEY CHARITABLE TRUST 8531 GLENDALE RD HESPERIA CA 92345	SUSAN WRIGHT 111 SIERRA VISTA DR REDLANDS CA 92373
MARK J. FURUYA ESQ. 333 SOUTH GRAND AVE STE 1700 LOS ANGELES CA 90071	TD AMERITRADE FBO DON L. HIGDON IRA 1600 RHODODENDRON #412 FLORENCE OR 97439	GREGORY J. SHERWIN ESQ. FIELDS FEHN & SHERWIN 11755 WILSHIRE BLVD #1500 LOS ANGELES CA 90025-1521
LOUISE COFFMAN 19291 SABAL LAKE DR BOCA RATON FL 33434	KATHI SEEGRAVES 20521 WHITSTONE CIRCLE BEND OR 97702	RICK HIGDON 29107 GUAVA LN BIG PINE KEY FL 33043
KHARI BAKER 27878 VIA SARASATE MISSION VIEJO CA 92692	MARGARITA ESTRADA PEREZ PO BOX 370 CHINO CA 91708	KLAUS & LINDA KUEHN 13138 OAK CREST DR YUCAIPA CA 92399
WELLS FARGO COMMERCIAL MORTGAGE ATTN: KEN MURRAY 1901 HARRISON ST 7TH FLR OAKLAND CA 94612	FLAGSTAR BANK MAIL-STOP W-205-2 5151 CORPORATE DR TROY MI 48098	DEREK ROSCOE C/O NAI ISAAC COMMERCIAL PROP. 771 CORPORATE DR STE 300 LEXINGTON KY 40503
LANDAMERICA ASSESSMENT CORPORATION PO BOX 27567 RICHMOND VA 23261	MARY MARGARET HASY REVOCABLE TRUST 6609 SUMMER TRAIL PLC HIGHLAND CA 92346	JG SERVICE COMPANY 15632 EL PRADO RD CHINO CA 91710
NEAL & RUTH BRICKER FAMILY TRUST 985 S ORANGE GROVE BLVD UNIT 101 PASADENA CA 91105	MELVYN & RUTH ROSS 5401 LIDO SANDS DR NEWPORT BEACH CA 92663	GOLDEN EAGLE INSURANCE PO BOX 84834 SAN DIEGO CA 92186-5834
C-III ASSET MANAGEMENT LLC ATTN: KATHY PATTERSON 5221 N O'CONNOR BLVD STE 600 IRVING TX 75039	SMITH REVOCABLE TRUST LENNA SMITH 38367 CHERRYWOOD DR MURRIETA CA 92562	GEORGE L. FLETCHER JANET G. FLETCHER 1910 COUNTRY CLUB LN REDLANDS CA 92373
WELLS FARGO COMMERCIAL MORTGAGE SERVICING 1901 HARRISON ST 7TH FLR OAKLAND CA 94612	HOME SAVINGS & LOAN ATTN: DAN NY WHITE 275 W FEDERAL ST YOUNGSTOWN OH 44503	COMMONWEALTH OF KENTUCKY OFFICE OF HOUSING, BUILDING & CONST. 101 SEA HERO RD STE 200 FRANKFORT KY 40601-5405
ANDREW J. HALEY, ESQ. GREENWALD PAULY FOSTER & MILLER P.C. 1299 OCEAN AVE STE 400 SANTA MONICA CA 90401-1007	CAROL DOCIS BROKERAGE A/C 18028 W KENWOOD AVE DEVORE CA 92407	CHARLES SCHWAB FBO W.W. EURE JR. MD INC. IRA PO BOX 10065 SAN BERNARDINO CA 92423
NEAL LIVING TRUST 7322 STARBOARD ST CARLSBAD CA 92011	LILLIAN N. FRANKLIN 740 E AVERY ST SAN BERNARDINO CA 92404	BENTON-COLE PROPERTIES INC. 11761 ALMOND CT LOMA LINDA CA 92354
ANH T. NONG & NHON NGUYEN TTEE PEN 209 E SUNSET DR S REDLANDS CA 92373	NGYUEN & NONG PENSION PLAN 209 E SUNSET DR S REDLANDS CA 92373	MURALIGOPAL LIVING TRUST 731 BUCKINGHAM DR REDLANDS CA 92374
NEONATOLOGY MEDICAL GROUP INC. RETIREMENT PLAN 731 BUCKINGHAM DR REDLANDS CA 92374	TD AMERITRADE FBO JOHN KOHUT IRA 6946 OROZCO DR RIVERSIDE CA 92506	W.W. EURE JR. MD INC. DONALD MASON REGISTERED AGENT 8275 DEADWOOD CT REDLANDS CA 92373
BARBARA WHAN 5944 SPOON RD PALM SPRINGS CA 92264-6351	PATRICE A. MILKOVICH 3605 BONITA VERDE DR BONITA CA 91902	VELLORE G. MURALIGOPAL 731 BUCKINGHAM DR REDLANDS CA 92374
ADELE M. HANSEN 6609 SUMMERTRAIL PLC HIGHLAND CA 92346	MANLEY J. LUCKEY 8531 GLENDALE RD HESPERIA CA 92345	JOHN J. KOHUT 6946 OROZCO DR RIVERSIDE CA 92506
ROBERT & GLADYS MITCHELL 11761 ALMOND CT LOMA LINDA CA 92354	PEGGY HATFIELD NEUMANN 30176 LIVE OAK CANYON RD REDLANDS CA 92373	KOHUT FAMILY TRUST 6946 OROZCO DR RIVERSIDE CA 92506
BETTY MARKWARDT 1220 W 4TH ST ANACONDA MT 59711	PEREZ FAMILY SURVIVORS TRUST 13219 PIPELINE AVE CHINO CA 91710	CYNTHIA GILLILAN 39292 OAK GLEN RD YUCAIPA CA 92399
BARBARA Z. STAHR 667 GULL DR BODEGA BAY CA 94923	MARK & BARBARA CARPENTER 35571 SLEEPY HOLLOW RD YUCAIPA CA 92399	PAUL FAMILY TRUST PO BOX 7357 REDLANDS CA 92375

CHARLES SCHWAB FBO MELVYN B. ROTH IRA 5401 LIDO SANDS DR NEWPORT BEACH CA 92663-2204	WAYLAND W. EURE JR. MD / FBO W.W. EURE JR. MD INC. IRA 8275 DEADWOOD CT REDLANDS CA 92373	CHARLES SCHWAB FBO ROBERT HOWARD IRA 502 AVENIDA LA COSTA SAN CLEMENTE CA 92672
LNR (LOAN SERVICER) ATTN: JORGE RODRIGUEZ 1601 WASHINGTON AVE 7TH FLR MIAMI FL 33139	DIVISION OF REVENUE LEXINGTON-FAYETTE URBAN CNTY GOVT PO BOX 14058 LEXINGTON KY 40512	DAN BAKER C/O JONATHAN L. GEBALLE ESQ. 11 BROADWAY STE 615 NEW YORK NY 10004
CAROL P. LOWE 1837 ONDA DR CAMARILLO CA 93010	PETERSON REVOCABLE LIVING TRUST 11075 BENTON ST APT 224 LOMA LINDA CA 92354	J. JAY & THERESA WHAN 30660 SUSAN DR CATHEDRAL CITY CA 92234
CHARLES GREY 63 TURNBURY LN IRVINE CA 92620	PINKNER FAMILY TRUST 279 GREEN MOUNTAIN PALM DESERT CA 92211	GLENN GOODWIN TRUST PO BOX 735 SKYFOREST CA 92385
RICHARD NEAL 7322 STARBOARD ST CARLSBAD CA 92011	RON MITCHELL 12033 FOURTH ST YUCAIPA CA 92399	C & R ASPHALT PO BOX 8201 LEXINGTON KY 40533-8201
DONNA WOOLEY 12721 COLUMBIA AVE YUCAIPA CA 92399	SAMUEL D. GREGORY 4432 STRONG ST RIVERSIDE CA 92501	CATHY BURGESS INTERIORS 155 E MAIN ST STE 102 LEXINGTON KY 40507
WILLIAM F DAVIS RE: FLOYD N. ANDERSEN HIGHWAY 111 #9-472 LA QUINTA CA 92253	CHARLES SCHWAB FBO MELVYN ROSS ROTH IRA 5401 LIDO SANDS DR NEWPORT BEACH CA 92663	ROBERT H. ZIPRICK ESQ. ZIPRICK & CRAMER LLP 707 BROOKSIDE AVE REDLANDS CA 92373
BONNIE KILMER 5120 BRECKENRIDGE AVE BANNING CA 92220	SCHACHTEL FAMILY TRUST 6 STRAUSS TERRACE RANCHO MIRAGE CA 92270	SCOTT D. SHOWLER, ESQ. P.O. BOX 9237 REDLANDS, CA 92375
PERRY DAMIANI 16127 KASOTA RD STE 105 APPLE VALLEY CA 92307	STEELE FAMILY TRUST 26858 CALLE REAL CAPISTRANO BEACH CA 92624	BILZIN SUMBERG BAENA PRICE AXELROD 1450 BRICKELL AVE STE 2300 MIAMI FL 33131-3456
BEN-TEL SERVICE B.W. BLANTON, JR. 4001 PALMETTO SPRINGS WAY LEXINGTON KY 40513-1603	CHARLES SCHWAB FBO IRENA SNIECINSKI IRA PO BOX 161680 BIG SKY MT 59716-1680	BEN PEREZ, PHILIP PEREZ AND MICHAEL PEREZ 13245 VICTORIA ST RANCHO CUCAMONGA CA 91739
WAYLAND W. EURE JR. MD / FBO W.W. EURE JR. MD INC. IRA 8275 DEADWOOD CT REDLANDS CA 92373	TABER FAMILY TRUST 1475 CRESTVIEW RD REDLANDS CA 92374	FEDERAL EXPRESS PO BOX 7221 PASADENA CA 91109-7321
GEOFFREY A. GARDINER 11535 ACACIA ST LOMA LINDA CA 92354	JENNIFER SMITH 38367 CHERRYWOOD DR MURRIETA CA 92562	FRANCHISE TAX BOARD PO BOX 942857 SACRAMENTO CA 94257-0601
FRED & JOYCE DIMMITT 321 MYRTLEWOOD DR CALIMESA CA 92320	RHONDA DEAN 2172 CLARK AVE COTTAGE GROVE OR 97424	GOODWIN & ASSOCIATES 1175 IDAHO ST STE 201 REDLANDS CA 92374
CHARLES SCHWAB FBO JANET IHDE IRA 35-800 BOB HOPE DR STE 225 RANCHO MIRAGE CA 92270	TD AMERITRADE FBO BETTY MARKWARDT IRA 1220 W 4TH ST ANACONDA MT 59711	LINDA KEY MNJ KEY CORPORATION PO BOX 3655 SAN DIEGO CA 92163-3655
NORTH CAROLINA DEPT OF REVENUE PO BOX 25000 RALEIGH NC 27640-0645	ROBERT R. & ELAYNE ALLEN ROUTE 2 BOX 284 ELLINGTON MO 63638	PARACORP DBA PARASEC PO BOX 160568 SACRAMENTO CA 95816-0568
CHARLES SCHWAB FBO KIRK HOWARD ROTH IRA 1648 WOODLANDS RD BEAUMONT CA 92223	CHARLES SCHWAB FBO ALBERT IRA 232 ANITA CT REDLANDS CA 92373	TD AMERITRADE FBO STEVEN IRA 14424 GREENPOINT LN HUNTERSVILLE NC 28078
CHARLES SCHWAB FBO LEONARD F. NEUMANN IRA 30176 LIVE OAK CANYON RD REDLANDS CA 92373	CHARLES SCHWAB FBO JANET K. IHDE IRA PO BOX 2131 PALM SPRINGS CA 92263	TD AMERITRADE FBO HORACE DILLOW IRA 1343 CRESTVIEW RD REDLANDS CA 92374
MARIA PEREZ 1364 AURORA LN SAN BERNARDINO CA 92408	SANDRA AND PERRY HAYES 111 E SUNSET DR S REDLANDS CA 92373	PREMIUM ASSIGNMENT CORPORATION PO BOX 3100 TALLAHASSEE FL 32315-3100
CHARLES SCHWAB FBO ANGELA ELLINGSON IRA 1155 DYSART DR BANNING CA 92220	TD AMERITRADE FBO JOSEPH DOTAN IRA 1618 WOODLANDS RD BEAUMONT CA 92223	CHARLES SCHWAB FBO JANET IHDE IRA PO BOX 2131 PALM SPRINGS CA 92263
CHARLES SCHWAB FBO HAROLD RACINE IRA 1408 S CENTER ST REDLANDS CA 92373	TD AMERITRADE FBO EDDIE DOTAN ROLLOVER IRA 20 FAIRLEE TERRACE WABAN MA 02468	THE MATTACOLA LAW FIRM 217 N WASHINGTON ST PO BOX 725 ROME NY 13442-0725
THE BORK FAMILY TRUST 24968 LAWTON AVE LOMA LINDA CA 92357	STAHR LIVING TRUST 667 GULL DR BODEGA BAY CA 94923	THE GOODWIN INSURANCE AGENCY PO BOX 1897 REDLANDS CA 92373
CHARLES SCHWAB FBO DONALD I. PETERSON IRA ROLLOVER 11075 BENTON ST APT 224 LOMA LINDA CA 92354	CHARLES SCHWAB FBO MELVYN ROSS ROTH IRA 5401 LIDO SANDS DR NEWPORT BEACH CA 92663	CHARLES SCHWAB FBO KIRK HOWARD IRA 1648 WOODLANDS RD BEAUMONT CA 92223
WRIGHT FAMILY LIVING TRUST 111 SIERRA VISTA DR REDLANDS CA 92373	STEWART R. WRIGHT 111 SIERRA VISTA DR REDLANDS CA 92373	WATERSTONE ASSET MANAGEMENT 8720 RED OAK BLVD STE 300 CHARLOTTE NC 28217

MOUND INVESTMENTS ATTN: RHONDA WELDAY 34124 FREEDOM RD FARMINGTON MI 48335	TD AMERITRADE FBO CHARLES GREY IRA 63 TURNBURY LN IRVINE CA 92620	TD AMERITRADE FBO EHUD DOTAN IRA 20 FAIRLEE TERRACE WABAN WA 02468
UNITED STATES TREASURY 290 N D ST SAN BERNARDINO CA 92401-9964	ZIILCH FAMILY TRUST 667 GULL DR BODEGA BAY CA 94923	JUDY BACA 1001 W BALBOA BLVD NEWPORT BEACH CA 92661
CHARLES SCHWAB FBO KARL PHILLIPS ROTH IRA 27878 VIA SARASATE MISSION VIEJO CA 92692	TD AMERITRADE FBO STEPHEN WEISS IRA ROLLOVER 109 MIDLAND RD. CHARLESTOWN RI 02813	ALFONSO L. POIRÉ, ESQ. GAW, VAN MALE, 1411 OLIVER RD STE 300 FAIRFIELD, CA 94534
HIGGS BENJAMIN 101 W FRIENDLY AVE STE 500 GREENSBORO NC 27401	TD AMERITRADE FBO JILL MEADER IRA 27250 NICOLAS RD APT A231 TEMECULA CA 92591	ROBERT & ENID MCCOLLOCH 5520 APPLE ORCHARD LN RIVERSIDE CA 92506
JACOBSON TRUST 384 MESA VERDE PARK BEAUMONT CA 92223	WILLIAM & MARION CONLEY 376 FRANKLIN AVE REDLANDS CA 92373	AMERICAN WEST PROPERTIES INC. PO BOX 1299 LAKE FOREST CA 92609
CHRISTI C. HIGDON 11331 SUNDANCE LN BOCA RATON FL 33428	ZIILCH BYPASS TRUST 667 GULL DR BODEGA BAY CA 94923	BRUNICK, MCELHANEY & BECKETT 1839 COMMERCENTER W SAN BERNARDINO, CA 92408
CHARLES SCHWAB FBO RICHARD PAUL BLANDFORD ROTH IRA 7838 VALMONT ST HIGHLAND CA 92346	LOUIS G. FOURNIER III THE SUTTON COMPANIES 525 PLUM ST STE 100 SYRACUSE NY 13204	JAMES R. FORBES, ESQ. GAW, VAN MALE, APC 1411 OLIVER RD STE 300 FAIRFIELD, CA 94534
CLEM M. MCCOLLOCH TRUST 5520 APPLE ORCHARD LN RIVERSIDE CA 92506	CLMG CORP. PO BOX 55278 BOSTON MA 02205-5278	CHARLES & MILDRED GREY 63 TURNBURY LN IRVINE CA 92620-0244
CHRISTINE COFFMAN 11331 SUNDANCE LN BOCA RATON FL 33428	DAVID ZIILCH TRUST 941 KENSINGTON DR REDLANDS CA 92374	CYNTHIA HEALY 2560 GORDEN RD. STE 201-A MONTEREY CA 93942
CINQUE FAMILY TRUST 36261 CHAPARRAL CT YUCAIPA CA 92399	THOMAS PHILLIPS 1582 HUCKLEBERRY LN SAN LUIS OBISPO CA 93401	ONEWEST BANK 390 WEST VALLEY PKWY ESCONDIDO CA 92025-2635
JAMES R. WATSON MD INC. PROFIT SHARING PLAN 259 TERRACINA BLVD REDLANDS CA 92373	ROLLIE A. PETERSON ESQ. PETERSON & KELL 2377 GOLD MEADOW WAY STE 280 GOLD RIVER CA 95670	STATE OF MICHIGAN C/O MICHIGAN DEPT. OF TREASURY DEPT. 77003 DETROIT MI 48277-0003
DON KENT RIVERSIDE COUNTY TREASURER PO BOX 12010 RIVERSIDE CA 92502-2210	TD AMERITRADE FBO DALLAS STAHR IRA 667 GULL DR BODEGA BAY CA 94923	MOUNT INVESTMENT LIMITED PARTNERSHIP C/O HERITIER NANCE & SMOTHERS, P.C. 2150 BUTTERFIELD STE 250 TROY MI 48084
DAVID CONSTON 417 CHINO CANYON PALM SPRINGS CA 92262	THOMAS N. JACOBSON, ESQ. 1650 IOWA AVE STE 190 RIVERSIDE, CA 92507	WESSELING & BRACKERMANN 6439 28TH AVE HUDSONVILLE MI 49426
DUSTY BRICKER 7002 KENNEDY BOULEVARD E APT 22F WEST NEW YORK NJ 07093-4921	DOROTHY ZIILCH 667 GULL DR BODEGA BAY CA 94923	ACE RESTORATION & WATERPROOFING INC. 620 E WALNUT AVE FULLERTON CA 92831
DIANA M. WEED 1339 WALLACH PLC NW WASHINGTON DC 20009	THE PETERSON REVOCABLE LIVING TRUST 11075 BENTON ST APT 224 LOMA LINDA CA 92354	CHAMPION ROOF COMPANY 2233 MARTIN ST STE 202 IRVINE CA 92612
DOTAN FAMILY TRUST 1618 WOODLANDS BEAUMONT CA 92228	JUDY RACINE 1408 S CENTER ST REDLANDS CA 92373	CLUB RESOURCE GROUP 25520 SCHULTE CT TRACY CA 95377
ELENA NIZZIA 1155 DYSART DR BANNING CA 92220	WILLIAM R. & JANICE L. STEELE 26858 CALLE REAL CAPISTRANO BEACH CA 92624	ELIZABETH BRANSON PO BOX 911 LOMA LINDA CA 92354
EARL R. SCHAMEHORN JR. 1721 VALLEY FALLS AVE REDLANDS CA 92374	TIMOTHY C. WEED 133 E PALM LN REDLANDS CA 92373	WILLIAM R. & JANICE L. STEELE 26858 CALLE REAL CAPISTRANO BEACH CA 92624
EDDIE & JAMIE DOTAN 20 FAIRLEE TERRACE WABAN MA 02468	NORMAN & LOIS SMITH 36135 GOLDEN GATE DR YUCAIPA CA 92399	MICHIGAN DEPT OF TREASURY PO BOX 30774 LANSING MI 48909-8274
GORDON & MYRA PETERSON 118 EDMONT DR REDLANDS CA 92373	BRIAN & SHARI BRANSON 2161 SUNSET CT COLTON CA 92324-9541	LOCKE & LORD 111 S WACKER DRIVE CHICAGO IL 60606
PHILLIP WANG DUANE MORRIS LLP ONE MARKET PLAZA SPEAR TOWER STE 2200 SAN FRANCISCO CA 94105-1127	CHARLES SCHWAB FBO JANET IHDE 74-785 HWY 111 WALL ST W BLDG #102 INDIAN WELLS CA 92210	MIDLAND LOAN SERVICES PNC BANK LOCKBOX LOCKBOX NUMBER 771223 1223 SOLUTIONS CENTER CHICAGO IL 60677-1002
FRED & ELAINE HOLLAUSS 1096 DEER CLOVER WAY CASTLE PINES CO 80108-8271	DAVID HOLDEN 555 W REDLANDS BLVD REDLANDS CA 92373	MICHAEL T. O'CALLAGHAN ESQ. 80 S LAKE AVE STE 860 PASADENA CA 91101-5913
JAMES POWELL PO BOX 294 JOSHUA TREE CA 92252-0294	CHRIS CONDON 1334 SUSAN AVE REDLANDS CA 92374	SPILMAN THOMAS & BATTLE, PLLC 110 OAKWOOD DRIVE STE 500 WINSTON-SALEM NC 27103
JEAN SEYDA 168 LAKESHORE DR RANCHO MIRAGE CA 92270	MARK EDWARDS PO BOX 9058 REDLANDS CA 92346	CORNERSTONE LANE SURVEYING COMPANY 958 TEMESCAL CIRCLE CORONA CA 92879
HENRY W. SHELTON 805 NOTTINGHAM DR REDLANDS CA 92373	SIMPLEXGRINNELL DEPT CH 10320 PALATINE IL 60055-0320	WATERTIGHT PLUMBING, INC. 16462 GOTHARD ST STE 202 HUNTINGTON BEACH CA 92647



JESSIE COLEEN BIRCH REVOCABLE TRUST 1948 CAVE ST REDLANDS CA 92374	FRANK QUINLAN 895 DOVE ST 5TH FLR NEWPORT BEACH CA 92660	ELROD FENCE COMPANY 6459 MISSION BLVD RIVERSIDE CA 92509
JILL A. MEADER REVOCABLE TRUST 27250 NICOLAS RD APT A231 TEMECULA CA 92591	JOY ATIGA 12925 HILARY WAY REDLANDS CA 92373	EMC INSURANCE COMPANIES PO BOX 219225 KANSAS CITY MO 64121-9225
HU TONGS INC. 16127 KASOTA RD STE 105 APPLE VALLEY CA 92307	B.B.D. CLEANING SERVICE & SOLUTIONS 1808 COSTIGAN DRIVE LEXINGTON KY 40511-1309	INNOVATIVE ELECTRIC & CONSULTING INC. 18355 HIBISCUS AVE RIVERSIDE CA 92508
JRT REVOCABLE TRUST JON TAYLOR TRUSTEE PO BOX 681 CALIMESA CA 92320	KEYSTONE MORTGAGE CORPORATION ATTN: LOAN SERVICING DEPT. 360 N SEPULVEDA BLVD STE EL SEGUNDO CA 90245	SPILLMAN THOMAS & BATTLE 300 KANAWHA BLVD E PO BOX 273 CHARLESTON WV 25321-00273
KASOTA GROUP 279 GREEN MOUNTAIN PALM DESERT CA 92211	JOHN COOMBE 5 FIRST AMERICAN WAY 4TH FLR SANTA ANA CA 92707	KARL SCHAMEHORN 1005 HAMLIN PLC REDLANDS CA 92373
JAMES P. GERRARD 1562 LISA LN REDLANDS CA 92374	MIRAGE DEVELOPERS, INC. 121 S PALM CANYON DR #208 PALM SPRINGS CA 92262	DUSTY BRICKER 7002 KENNEDY BLVD E APT 22F WEST NEW YORK NY 07093-4921
KATHLEEN R. WRIGHT 3605 BONITA VERDE DR BONITA CA 91902	DAVID BALDRIDGE 1717 CHAPARRALL #2 REDLANDS CA 92373	REP - REAL ESTATE PARTNERS 2569 MCCABE WAY 2ND FLOOR IRVINE CA 92614
KATIE HERNANDEZ PO BOX 8874 REDLANDS CA 92375	SUZANE L. BRICKER 1444 W 11TH ST UPLAND CA 91786	RIVERSIDE PUBLIC UTILITIES 3900 MAIN ST RIVERSIDE CA 92522-0144
ROBERT CASADY 14047 PAMLICO RD APPLE VALLEY CA 92307	KLAUS K.A. KUEHN 3404 BEVERLY DR SAN BERNARDINO CA 92405	ISAAC COMMERCIAL PROPERTIES 771 CORPORATE DRIVE STE 30 LEXINGTON KY 40555-5066
JON J. WHAN 30660 SUSAN DR CATHEDRAL CITY CA 92234	MICHIGAN DEPARTMENT OF TREASURY PO BOX 30113 LANSING MI 48909	AJ HORNE ELECTRIC COMPANY 1200 S BROADWAY STE 105 LEXINGTON KY 40504
JOE PINKNER 279 GREEN MOUNTAIN PALM DESERT CA 92211	LESLIE G. LAYBOURNE 11050 BRYANT ST SPACE 276 YUCAIPA CA 92399	ADT SECURITY SERVICES INC. PO BOX 371967 PITTSBURGH PA 15250-7967
LEONARD F. NEUMANN 30176 LIVE OAK CANYON RD REDLANDS CA 92373	HIGDON REVOCABLE TRUST 29107 GUAVA LN BIG PINE KEY FL 33043	AETNA BUILDING MAINTENANCE PO BOX 636290 CINCINNATI OH 45263-6290
FATCO NAT'L COMMERCIAL SRVCS ATTN: A/R DEPT. 5 FIRST AMERICAN WAY SANTA ANA CA 92707	CHARLES P. COPELAND COPELAND GROUP 25884 BUSINESS CENTER DR STE B REDLANDS CA 92374-4516	ALLIED WASTE SERVICES #922 SACRAMENTO PO BOX 78030 PHOENIX AZ 85062-8030
VELLORE G. MURALIGOPAL MURALIGOPAL LIVING TRUST C/O ALFONSO L. POIRÉ GAW VAN MALE 1411 OLIVER RD STE 300 FAIRFIELD, CA 94534	LYNCH BYPASS TRUST LYNCH LIFETIME TRUST C/O DAVID R. MOORE MOORE & SKILJAN 7700 EL CAMINO REAL STE 207 CARLSBAD CA 92009	GEORGE L. FLETCHER/JANET G. FLETCHER C/O CHRISTOPHER A. SHUMATE ALBREKTSON LAW OFFICES 1801 ORANGE TREE LN STE 230 REDLANDS CA 92374-4587
PAMELA WACHTER MCAFFEE NELSON MULLINS RILEY & SCARBOROUGH GLENLAKE ONE STE 200 4140 PARKLAKE AVE RALEIGH NC 27612	MICHAEL S. LEIB MADDIN HAUSER WARTELL ROTH & HELLER THIRD FLR ESSEX CENTRE 28400 NORTHWESTERN HIGHWAY SOUTHFIELD MI 48034-8004	HAROLD RAUNE RICHARD D. MCCUNE JR. MCCUNE WRIGHT LLP 2068 ORANGE TREE LN STE 216 REDLANDS CA 92374
GREGORY GLENN GLENN CONSERVATORSHIP CYNTHIA HEALY PO BOX 4037 MONTEREY CA 93942	A J HORNE ELECTRIC COMPANY C/O GOLDBERG & BLOOM, INC. ATTN: ROBIN BLOOM 4750 N HIATUS RD. FORT LAUDERDALE FL 33351	DAVID RAPP, PRESIDENT DESERT COMMERCIAL PROPERTY MANAGEMENT PO BOX 2367 RANCHO MIRAGE CA 92270
GEORGE L. FLETCHER/JANET G. FLETCHER TRUSTEES OF THE FLETCHER TRUST DATED FEBRUARY 26 2010 1910 COUNTRY CLUB LN REDLANDS CA 92373	DANA LEIGH OZOLS ESQ. ATTYS TO FINANCIAL SERVICES INDUSTRY 25650 CROSS CREEK DR STE F YORBA LINDA, CA 92887	WILLIAM & DOLORES MCDONALD C/O DEBRA B. GERVAIS LAW OFFICE OF DEBRA B. GERVAIS 302 W S AVE REDLANDS CA 92373
DR JOHN KOHUT / JOANN KOHUT / KOHUT FAMILY TRUST / JOHN J. KOHUT / FBO JOHN KOHUT IRA C/O LISA TORRES ESQ. GATES O'DOHERTY GONTER & GUY 15373 INNOVATION DR STE 170 SAN DIEGO CA 92128	DAVIS H. ELLIOT CONSTRUCTION CO., INC. PO BOX 37251 BALTIMORE MD 21297-3251	OHIO TREASURER OF STATE PO BOX 181140 COLUMBUS OH 43218-1140