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8 THOMAS C. HEBRANK

9 UNITED STATES DISTRICT COURT
10 CENTRAL DISTRICT OF CALIFORNIA
11 EASTERN DIVISION

12 SECURITIES AND EXCHANGE
COMMISSION,

13 Plaintiff,

14 v.

15 CHARLES P. COPELAND,
16 COPELAND WEALTH
MANAGEMENT, A FINANCIAL
17 ADVISORY CORPORATION, and
COPELAND WEALTH
18 MANAGEMENT, A REAL ESTATE
CORPORATION,

19 Defendants.
20

Case No. 11-08607-R-DTB

**DECLARATION OF JEFFREY
BOTTOMLEY IN SUPPORT OF
RECEIVER'S EX PARTE
APPLICATION FOR ORDER
ALLOWING PRE-RECEIVERSHIP
SALE OF FINANCIAL ADVISORY
ASSETS TO ELEVAGE PARTNERS,
LLC TO CLOSE**

Ctrm: 8
Judge: Hon. Manuel L. Real

1 I, Jeffrey Bottomley, hereby declare as follows:

2 1. I submit this declaration in support of the Receiver's Ex Parte
3 Application for Order Allowing Pre-Receivership Sale of Financial Advisory Assets
4 to Elevage Partners, LLC to Close ("Application"). I have personal knowledge of
5 the facts stated herein, and if called upon to do so, I could and would personally and
6 competently testify to them.

7 2. In 2009, I was engaged by Copeland Wealth Management, A Real
8 Estate Corporation ("Copeland Realty"), which had been engaged by Copeland
9 Wealth Management, A Financial Advisory Corporation ("CWM"), to market CWM
10 and The Copeland Group, A Consulting and Accountancy Corporation ("Copeland
11 Accountancy") for sale.

12 3. I have been an Accredited Valuation Analyst since 2004. I also became
13 a Certified Mergers & Acquisitions Advisor in 2004. I did not renew that certificate
14 and it lapsed in 2010. In 2007, I became a licensed Real Estate Agent. My Real
15 Estate Agent license expired on October 22, 2011.

16 4. I have represented parties in connection with sales of approximately 15
17 businesses. I have provided valuation services in more than 100 sales of businesses.

18 5. In April 2009, I began marketing CWM and Copeland Accountancy for
19 sale. I identified approximately 175 registered investment advisers and other
20 potential buyers, and contacted them about the opportunity. Of the approximately
21 175 potential buyers that I contacted, approximately 20 executed Non-Disclosure
22 Agreements and received confidential due diligence materials. Of the 20 that
23 received materials, Charles P. Copeland, C. Lawrence Copeland and I met with
24 approximately 8 interested parties to discuss terms. We received one formal offer
25 from Elevage Partners, LLC ("Elevage") and three other informal offers.

26 6. At the time I stopped actively working on marketing the companies,
27 CWM and Copeland Accountancy had decided not to act on any of the offers and to
28 see if market conditions improved.

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I declare under penalty of perjury that the foregoing is true and correct.
Executed this 4th day of November, 2011, at Redlands, California.


JEFFREY BOTTOMLEY