

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): COPELAND PROPERTIES TWELVE, LP, a California limited partnership	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 20-2962263	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 25809 Business Center Drive, Suite F Redlands, CA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 92374	ZIP CODE
County of Residence or of the Principal Place of Business: San Bernardino	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):

ZIP CODE

<p>Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p>Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input checked="" type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input type="checkbox"/> Other</p> <hr/> <p>Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <p><input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <hr/> <p>Nature of Debts (Check one box.)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
---	--	--

<p>Filing Fee (Check one box.)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached.</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p>Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>).</p> <p>-----</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
---	---

<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>	<p>THIS SPACE IS FOR COURT USE ONLY</p>
<p>Estimated Number of Creditors</p> <p><input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000</p>	
<p>Estimated Assets</p> <p><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion</p>	
<p>Estimated Liabilities</p> <p><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion</p>	

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Main Document Page 2 of 16	
COPELAND PROPERTIES TWELVE, LP, a California li			
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A		Exhibit B	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		(To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

COPELAND PROPERTIES TWELVE, LP, a California li

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Leonard M. Shulman

Signature of Attorney for Debtor(s)
Leonard M. Shulman - Bar No. 126349

Printed Name of Attorney for Debtor(s)
Shulman Hodges & Bastian LLP

Firm Name **8105 Irvine Center Drive, Suite 600**
Irvine, CA 92618

Address
949-340-3400

Telephone Number
03/23/2011

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

Date

X Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Charles E. Copeland

Signature of Authorized Individual
Charles E. Copeland

Printed Name of Authorized Individual
President

Title of Authorized Individual
03/23/2011

Date

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Leonard M. Shulman - Bar No. 126349 Shulman Hodges & Bastian LLP 8105 Irvine Center Drive, Suite 600, Irvine, CA 92618 Tel: 949-340-3400; Fax: 949-340-3000 <input checked="" type="checkbox"/> Attorney for: Debtor	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: COPELAND PROPERTIES TWELVE, LP, a California limited partnership, Debtor(s).	CASE NO.: CHAPTER: 11 ADV. NO.:

**ELECTRONIC FILING DECLARATION
(CORPORATION/PARTNERSHIP)**

- | | |
|---|-----------------------------------|
| <input checked="" type="checkbox"/> Petition, statement of affairs, schedules or lists | Date Filed: <u>March 23, 2011</u> |
| <input type="checkbox"/> Amendments to the petition, statement of affairs, schedules or lists | Date Filed: _____ |
| <input type="checkbox"/> Other: _____ | Date Filed: _____ |

PART I - DECLARATION OF AUTHORIZED SIGNATORY OF DEBTOR OR OTHER PARTY

I, the undersigned, hereby declare under penalty of perjury that: (1) I have been authorized by the Debtor or other party on whose behalf the above-referenced document is being filed (Filing Party) to sign and to file, on behalf of the Filing Party, the above-referenced document being filed electronically (Filed Document); (2) I have read and understand the Filed Document; (3) the information provided in the Filed Document is true, correct and complete; (4) the "/s/," followed by my name, on the signature lines for the Filing Party in the Filed Document serves as my signature on behalf of the Filing Party and denotes the making of such declarations, requests, statements, verifications and certifications by me and by the Filing Party to the same extent and effect as my actual signature on such signature lines; (5) I have actually signed a true and correct hard copy of the Filed Document in such places on behalf of the Filing Party and provided the executed hard copy of the Filed Document to the Filing Party's attorney; and (6) I, on behalf of the Filing Party, have authorized the Filing Party's attorney to file the electronic version of the Filed Document and this Declaration with the United States Bankruptcy Court for the Central District of California.



 Signature of Authorized Signatory of Filing Party

Charles P. Copeland

 Printed Name of Authorized Signatory of Filing Party

President

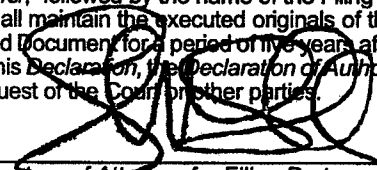
 Title of Authorized Signatory of Filing Party

3/23/2011

 Date

PART II - DECLARATION OF ATTORNEY FOR FILING PARTY

I, the undersigned Attorney for the Filing Party, hereby declare under penalty of perjury that: (1) the "/s/," followed by my name, on the signature lines for the Attorney for the Filing Party in the Filed Document serves as my signature and denotes the making of such declarations, requests, statements, verifications and certifications to the same extent and effect as my actual signature on such signature lines; (2) an authorized signatory of the Filing Party signed the Declaration of Authorized Signatory of Debtor or Other Party before I electronically submitted the Filed Document for filing with the United States Bankruptcy Court for the Central District of California; (3) I have actually signed a true and correct hard copy of the Filed Document in the locations that are indicated by "/s/," followed by my name, and have obtained the signature of the authorized signatory of the Filing Party in the locations that are indicated by "/s/," followed by the name of the Filing Party's authorized signatory, on the true and correct hard copy of the Filed Document; (4) I shall maintain the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document for a period of five years after the closing of the case in which they are filed; and (5) I shall make the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document available for review upon request of the Court or other parties.



 Signature of Attorney for Filing Party

Shulman Hodges & Bastian LLP: Leonard M. Shulman

 Printed Name of Attorney for Filing Party

3/23/11

 Date

EXHIBIT "A"

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

In re COPELAND PROPERTIES TWELVE, LP, a California limited partnership, Debtor.	Case No. Chapter 11
--	----------------------------

Exhibit "A" to Voluntary Petition - NOT APPLICABLE

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is _____

2. The following financial data is the latest available information and refers to the debtor's condition on _____

a.	Total assets	\$ _____	
b.	Total debts (including debts listed in 2.c., below)	\$ _____	
c.	Debt securities held by more than 500 holders.		Approximate Number of Holders
	<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
	<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
	<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
	<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
d.	Number of shares of preferred stock	_____	_____
e.	Number of shares common stock	_____	_____

Comments, if any:

3. Brief description of debtor's business:

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

EXHIBIT "C"

[If, to the best of the Debtor's knowledge, the debtor owns or has possession of property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety, attach this Exhibit C to the petition]

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

In re COPELAND PROPERTIES TWELVE, LP, a California limited partnership, Debtor.	Case No. Chapter 11
--	----------------------------

Exhibit "C" to Voluntary Petition - NOT APPLICABLE

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

In re COPELAND PROPERTIES TWELVE, LP, a California limited partnership, Debtor.	Case No. Chapter 11
--	----------------------------

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m)..

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address including zip code of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
Copeland Fixed Income #3 Attn: President 25809 Business Center Drive, Suite F Redlands, CA 92374	Copeland Fixed Income #3 Attn: President 25809 Business Center Drive, Suite F Redlands, CA 92374 Tel:(909) 799-8565	Loan		\$435,750.00
Melvyn Ross 5401 Lido Sands Drive Newport Beach, CA 92663	Melvyn Ross 5401 Lido Sands Drive Newport Beach, CA 92663 Tel:(909) 229-3949	Loan		\$350,000.00
Copeland Fixed Income #1 Attn: President 25809 Business Center Drive, Suite F Redlands, CA 92374	Copeland Fixed Income #1 Attn: President 25809 Business Center Drive, Suite F Redlands, CA 92374 Tel:(909) 799-8565	Loan		\$180,397.00
Margarita Perez Estrada PO Box 370 Chino, CA 91708	Margarita Perez Estrada PO Box 370 Chino, CA 91708 Tel:(909) 240-6543	Loan		\$148,000.00
Copeland Fixed Income #2 Attn: President 25809 Business Center Drive, Suite F Redlands, CA 92374	Copeland Fixed Income #2 Attn: President 25809 Business Center Drive, Suite F Redlands, CA 92374 Tel:(909) 799-8565	Loan		\$62,165.89
Michael Perez 13245 Victoria Street Etiwanda, CA 91739	Michael Perez 13245 Victoria Street Etiwanda, CA 91739 Tel:(209) 532-6789	Loan		\$45,000.00

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address including zip code of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
Phillip Perez 13245 Victoria Street Etiwanda, CA 91739	Phillip Perez 13245 Victoria Street Etiwanda, CA 91739 Tel:(909) 899-2963	Loan		\$25,000.00
Ben Perez 7115 W. Northlight Tucson, AZ 85741	Ben Perez 7115 W. Northlight Tucson, AZ 85741 Tel:(520) 780-9094	Loan		\$20,000.00
Copeland Wealth Mgmt, a RE Corp. Attn: President 25809 Business Center Drive, Suite F Redlands, CA 92374	Copeland Wealth Mgmt, a RE Corp. Attn: President 25809 Business Center Drive, Suite F Redlands, CA 92374 Tel:(909) 799-8565	Commission/Royal Stret Lease		\$3,822.58
Copeland Wealth Mgmt, a RE Corp. Attn: President 25809 Business Center Drive, Suite F Redlands, CA 92374	Copeland Wealth Mgmt, a RE Corp. Attn: President 25809 Business Center Drive, Suite F Redlands, CA 92374 Tel:(909) 799-8565	Accured Interest as of 4/30/10		\$3,812.65
Keybank RE Capital Attn: President PO box 145404 Cincinnati, OH 45250	Keybank RE Capital Attn: President PO box 145404 Cincinnati, OH 45250 Tel:(816) 412-5103	Uniform Commercial Code Filing Fee		\$ 27.00

I, **Donald E. Copeland, a Managing Member of Copeland Properties Twelve, LP, a California limited partnership**, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list of 20 largest unsecured creditors and that it is true and correct to the best of my information and belief.

Dated: **March 23, 2011**

**COPELAND PROPERTIES TWELVE, LP,
a California limited partnership**

By: Charles P. Copeland

Its: President

/s/ Charles P. Copeland

By: Charles P. Copeland

**COPELAND PROPERTIES TWELVE, LP,
a California limited partnership**

ACTION BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF MANAGERS

The undersigned, being the Managing Member of the above-named Limited Liability Company, certify that the Operating Agreement of the Company authorized the Managing Member to act by majority consent without a meeting. Pursuant to the applicable sections of the California General Corporation Law and the applicable sections of the Operating Agreement of the Company, the undersigned hereby consent to the adoption of the following resolutions as the act of the board of the Managers of the Company without a meeting as of the date shown above.

WHEREAS, it is in the best interest of this Company to file a Voluntary Petition in the United States Bankruptcy Court pursuant to Chapter 11 of the Title 11 of the United States Code;

BE IT THEREFORE RESOLVED, that **Charles P. Copeland, President** of the Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 Voluntary Bankruptcy case on behalf of the Company; and

BE IT FURTHER RESOLVED, that **Charles P. Copeland, President** of the Company, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case; and

BE IT FURTHER RESOLVED, that **Charles P. Copeland, President** of the Company, is authorized and directed to employ the law firm of Shulman Hodges & Bastian LLP to represent the Company in such bankruptcy case.

SAID RESOLUTION is still in full force and effect.

**COPELAND PROPERTIES TWELVE, LP,
a California limited partnership,**

**By: Charles P. Copeland
Its: President**

Dated: March 23, 2011

/s/ Charles P. Copeland

By: Charles P. Copeland

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re COPELAND PROPERTIES TWELVE, LP, a California limited partnership, Debtor.	Case No. Chapter 11
---	----------------------------

**VENUE DISCLOSURE FORM FOR PARTNERSHIPS FILING CHAPTER 11
(Required By General Order 97-02)**

1. Specify the address(es) of the principal office(s) of the Debtor currently on file with the California Secretary State (*from Form LP1, LP5, or GP1*):
25809 Business Center Drive, Suite F, Redlands, CA 92374
2. Specify the address of the principal office(s) of the Debtor listed on the Debtor's most recent federal tax return:
25809 Business Center Drive, Suite F, Redlands, CA 92374
3. Disclose the current business address(es) for the general partner(s) and all officers of the general partner(s):
25809 Business Center Drive, Suite F, Redlands, CA 92374
4. Disclose the current business address(es) where the Debtor's books and records are located:
25809 Business Center Drive, Suite F, Redlands, CA 92374
5. List the address(es) where the majority of the Debtor's assets are located based on a book value determination as set forth on the Debtor's most recent balance sheet:
25809 Business Center Drive, Suite F, Redlands, CA 92374
6. Disclose any different address(es) to those listed above within six months prior to the filing of this petition and state the reasons for the change in address(es):
None
7. State the name and address of the individual signing this Statement and the relationship of such individual to the Debtor and to the General Partner of the debtor (specify):
**Charles P. Copeland
President of the Debtor
25809 Business Center Drive, Suite F
Redlands, CA 92374**
8. Total number of attached pages of supporting documentation: **0**
9. I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Dated: **March 23, 2011**

COPELAND PROPERTIES TWELVE, LP,
a California limited partnership,

By: Charles P. Copeland
Its: President

/s/ Charles P. Copeland

By: Charles P. Copeland

Main Document Page 11 of 16
UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re COPELAND PROPERTIES TWELVE, LP, a California limited partnership, Debtor.	Case No. Chapter 11
--	----------------------------

STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LOCAL RULE 1015-2

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

I declare, under penalty of perjury, that the foregoing is true and correct. Executed on **March 23, 2011**, at **Redlands**, California.

COPELAND PROPERTIES TWELVE, LP,
a California limited partnership,

By: Charles P. Copeland
Its: President

/s/ Charles P. Copeland

 By: Charles P. Copeland

UNITED STATES BANKRUPTCY COURT

CENTRAL DISTRICT OF CALIFORNIA

In re COPELAND PROPERTIES TWELVE, LP, a California limited partnership, Debtor.	Case No. Chapter 11
--	----------------------------

LIST OF ALL CREDITORS

I declare under the penalty of perjury under the laws of the State of California that the foregoing list is true and correct to the best of my knowledge, information and belief.

Executed on **March 23, 2011**, at **Redlands**, California.

**COPELAND PROPERTIES TWELVE, LP,
a California limited partnership,**

**By: Charles P. Copeland
Its: President**

/s/ Charles P. Copeland

By: Charles P. Copeland

VERIFICATION PURSUANT TO LOCAL BANKRUPTCY RULE 1007-1(d)

SHULMAN HODGES & BASTIAN LLP

8105 Irvine Center Drive, Suite 600

Irvine, California 92618

Telephone: (949) 340-3400

Facsimile: (949) 340-3000

Attorney for Debtor

Debtor in Pro Per

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

List all names including trade names, used by Debtor(s) within last 8 years: COPELAND PROPERTIES TWELVE, LP, a California limited partnership,	Case No. Chapter 11

VERIFICATION OF CREDITOR MAILING LIST

The above named Debtor(s), or Debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of **3** sheet(s) is complete, correct and consistent with the Debtor's schedules pursuant to Local Bankruptcy Rule 1007-2(d) and I/we assume all responsibility for errors and omissions.

Dated: **March 23, 2011**

**COPELAND PROPERTIES TWELVE, LP,
a California limited partnership,**

**By: Charles P. Copeland
Its: President**

/s/ Charles P. Copeland

By: Charles P. Copeland
SHULMAN HODGES & BASTIAN LLP

/s/ Leonard M. Shulman

Leonard M. Shulman

COPELAND PROPERTIES TWELVE, LP
25809 BUSINESS CENTER DRIVE, SUITE F
REDLANDS, CA 92374

UNITED STATES TRUSTEE (RS)
3685 MAIN STREET, SUITE 300
RIVERSIDE, CA 92501

GERMAN AMERICAN CAPITAL CORPORATION
ATTN: PRESIDENT
333 S GRAND AVENUE
LOS ANGELES, CA 90071-1504

PACIFIC WESTERN NATIONAL BANK
ATTN: PRESIDENT
601 E. TAHQUITZ CANYON WAY
PALM SPRINGS, CA 92262-6700

INTERNAL REVENUE SERVICE
PO BOX 7346
PHILADELPHIA, PA 19101-7346

CALIFORNIA FRANCHISE TAX BOARD
PO BOX 942840
SACRAMENTO, CA 94240-0040

CALIFORNIA FRANCHISE TAX BOARD
ATTN BANKRUPTCY UNIT
PO BOX 2952
SACRAMENTO, CA 95812-2952

GREENWALD, PAULY, FOSTER & MILLER
ATTN: ANDREW S. PAULY
1299 OCEAN AVENUE, SUITE 400
SANTA MONICA, CA 90401-1007

RECEIVER
ATTN: JAMES N. GUTHRIE, JR.
3146 REDHILL AVENUE, SUITE 200
COSTA MESA, CA 92626

BEN PEREZ
7115 W. NORTHLIGHT
TUCSON, AZ 85741

COPELAND FIXED INCOME #1
ATTN: PRESIDENT
25809 BUSINESS CENTER DRIVE, SUITE F
REDLANDS, CA 92374

COPELAND FIXED INCOME #2
ATTN: PRESIDENT
25809 BUSINESS CENTER DRIVE, SUITE F
REDLANDS, CA 92374

COPELAND FIXED INCOME #3
ATTN: PRESIDENT
25809 BUSINESS CENTER DRIVE, SUITE F
REDLANDS, CA 92374

COPELAND WEALTH MGMT, A RE CORP.
ATTN: PRESIDENT
25809 BUSINESS CENTER DRIVE, SUITE F
REDLANDS, CA 92374

COPELAND WEALTH MGMT, A RE CORP.
ATTN: PRESIDENT
25809 BUSINESS CENTER DRIVE, SUITE F
REDLANDS, CA 92374

KEYBANK RE CAPITAL
ATTN: PRESIDENT
PO BOX 145404
CINCINNATI, OH 45250

MARGARITA PEREZ ESTRADA
PO BOX 370
CHINO, CA 91708

MELVYN ROSS
5401 LIDO SANDS DRIVE
NEWPORT BEACH, CA 92663

MICHAEL PEREZ
13245 VICTORIA STREET
ETIWANDA, CA 91739

PHILLIP PEREZ
13245 VICTORIA STREET
ETIWANDA, CA 91739