

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940
Release No. 3406 / May 17, 2012

ADMINISTRATIVE PROCEEDING
File No. 3-14885

In the Matter of

**COPELAND WEALTH
MANAGEMENT,**

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 203(e) OF
THE INVESTMENT ADVISERS ACT OF
1940, MAKING FINDINGS, AND
IMPOSING REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 203(e) of the Investment Advisers Act of 1940 (“Advisers Act”) against Copeland Wealth Management (“CWM” or “Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over it and the subject matter of these proceedings, and the findings contained in Section III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 203(e) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Copeland Wealth Management is a California corporation with its principal place of business in Redlands, California. CWM is registered with the Commission as an investment adviser. As of May 31, 2011, CWM had approximately \$144 million in assets under management comprised of \$123 million invested primarily in mutual funds and \$21 million invested primarily in real estate and real estate related loans through partnerships managed by Copeland Realty. As of May 31, 2011, CWM had approximately 770 advisory accounts.

2. On October 19, 2011, a final judgment was entered by consent against CWM, permanently enjoining it from future violations of Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, and Sections 206(1) and 206(2) of the Advisers Act, in the civil action entitled Securities and Exchange Commission v. Charles P. Copeland, Copeland Wealth Management, A Financial Advisory Corporation, and Copeland Wealth Management, A Real Estate Corporation, Civil Action No. 11-08607, in the United States District Court for the Central District of California.

3. The Commission's complaint alleged that during 2008, in connection with the sale of limited partnership interests, CWM made material misrepresentations regarding the payment of guaranteed returns by the limited partnerships.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent CWM's Offer.

Accordingly, it is hereby ORDERED:

Pursuant to Section 203(e) of the Advisers Act, that the registration of Respondent CWM be, and hereby is, revoked.

By the Commission.

Elizabeth M. Murphy
Secretary