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**State Bar Court of California
Hearing Department
San Francisco
REPROVAL**



<p>Counsel For The State Bar</p> <p>Susan Chan Deputy Trial Counsel 180 Howard Street San Francisco, CA 94105</p> <p>Bar # 233229</p>	<p>Case Number(s): 09-O-17747</p>	<p>For Court use only</p> <p>PUBLIC MATTER</p> <p>FILED <i>[Signature]</i></p> <p>DEC 15 2011</p> <p>STATE BAR COURT CLERK'S OFFICE SAN FRANCISCO</p>
<p>Counsel For Respondent</p> <p>Carol M. Langford Law Office of Carol M. Langford 100 Pringle Ave., Suite 570 Walnut Creek, CA 94596</p> <p>Bar # 124812</p>	<p>Submitted to: Settlement Judge</p> <p>STIPULATION RE FACTS, CONCLUSIONS OF LAW AND DISPOSITION AND ORDER APPROVING</p> <p>PUBLIC REPROVAL</p> <p><input type="checkbox"/> PREVIOUS STIPULATION REJECTED</p>	
<p>In the Matter of: Carol V. Reed</p> <p>Bar # 77860</p> <p>A Member of the State Bar of California (Respondent)</p>		

Note: All information required by this form and any additional information which cannot be provided in the space provided, must be set forth in an attachment to this stipulation under specific headings, e.g., "Facts," "Dismissals," "Conclusions of Law," "Supporting Authority," etc.

A. Parties' Acknowledgments:

- (1) Respondent is a member of the State Bar of California, admitted December 21, 1977.
- (2) The parties agree to be bound by the factual stipulations contained herein even if conclusions of law or disposition are rejected or changed by the Supreme Court.
- (3) All investigations or proceedings listed by case number in the caption of this stipulation are entirely resolved by this stipulation and are deemed consolidated. Dismissed charge(s)/count(s) are listed under "Dismissals." The stipulation consists of 11 pages, not including the order.
- (4) A statement of acts or omissions acknowledged by Respondent as cause or causes for discipline is included under "Facts."

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- (5) Conclusions of law, drawn from and specifically referring to the facts are also included under "Conclusions of Law".
- (6) The parties must include supporting authority for the recommended level of discipline under the heading "Supporting Authority."
- (7) No more than 30 days prior to the filing of this stipulation, Respondent has been advised in writing of any pending investigation/proceeding not resolved by this stipulation, except for criminal investigations.
- (8) Payment of Disciplinary Costs—Respondent acknowledges the provisions of Bus. & Prof. Code §§6086.10 & 6140.7. (Check one option only):
- Costs are added to membership fee for calendar year following effective date of discipline (public reproof).
 - Case ineligible for costs (private reproof).
 - Costs are to be paid in equal amounts prior to February 1 for the following membership years: (Hardship, special circumstances or other good cause per rule 5.132, Rules of Procedure.) If Respondent fails to pay any installment as described above, or as may be modified by the State Bar Court, the remaining balance is due and payable immediately.
 - Costs are waived in part as set forth in a separate attachment entitled "Partial Waiver of Costs".
 - Costs are entirely waived.
- (9) The parties understand that:
- (a) A private reproof imposed on a respondent as a result of a stipulation approved by the Court prior to initiation of a State Bar Court proceeding is part of the respondent's official State Bar membership records, but is not disclosed in response to public inquiries and is not reported on the State Bar's web page. The record of the proceeding in which such a private reproof was imposed is not available to the public except as part of the record of any subsequent proceeding in which it is introduced as evidence of a prior record of discipline under the Rules of Procedure of the State Bar.
 - (b) A private reproof imposed on a respondent after initiation of a State Bar Court proceeding is part of the respondent's official State Bar membership records, is disclosed in response to public inquiries and is reported as a record of public discipline on the State Bar's web page.
 - (c) A public reproof imposed on a respondent is publicly available as part of the respondent's official State Bar membership records, is disclosed in response to public inquiries and is reported as a record of public discipline on the State Bar's web page.

B. Aggravating Circumstances [for definition, see Standards for Attorney Sanctions for Professional Misconduct, standard 1.2(b)]. Facts supporting aggravating circumstances are required.

- (1) **Prior record of discipline [see standard 1.2(f)]**
- (a) State Bar Court case # of prior case
 - (b) Date prior discipline effective
 - (c) Rules of Professional Conduct/ State Bar Act violations:
 - (d) Degree of prior discipline
 - (e) If Respondent has two or more incidents of prior discipline, use space provided below or a separate attachment entitled "Prior Discipline."

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- (2) **Dishonesty:** Respondent's misconduct was surrounded by or followed by bad faith, dishonesty, concealment, overreaching or other violations of the State Bar Act or Rules of Professional Conduct.
- (3) **Trust Violation:** Trust funds or property were involved and Respondent refused or was unable to account to the client or person who was the object of the misconduct for improper conduct toward said funds or property.
- (4) **Harm:** Respondent's misconduct harmed significantly a client, the public or the administration of justice.
- (5) **Indifference:** Respondent demonstrated indifference toward rectification of or atonement for the consequences of his or her misconduct.
- (6) **Lack of Cooperation:** Respondent displayed a lack of candor and cooperation to victims of his/her misconduct or to the State Bar during disciplinary investigation or proceedings.
- (7) **Multiple/Pattern of Misconduct:** Respondent's current misconduct evidences multiple acts of wrongdoing or demonstrates a pattern of misconduct.
- (8) **No aggravating circumstances** are involved.

Additional aggravating circumstances:

None.

C. Mitigating Circumstances [see standard 1.2(e)]. Facts supporting mitigating circumstances are required.

- (1) **No Prior Discipline:** Respondent has no prior record of discipline over many years of practice coupled with present misconduct which is not deemed serious. Respondent has been admitted to the practice of law since 1977 without a prior record of discipline.
- (2) **No Harm:** Respondent did not harm the client or person who was the object of the misconduct.
- (3) **Candor/Cooperation:** Respondent displayed spontaneous candor and cooperation with the victims of his/her misconduct and to the State Bar during disciplinary investigation and proceedings. Respondent by and through her counsel has cooperated with the State Bar during its investigation.
- (4) **Remorse:** Respondent promptly took objective steps spontaneously demonstrating remorse and recognition of the wrongdoing, which steps were designed to timely atone for any consequences of his/her misconduct.
- (5) **Restitution:** Respondent paid \$ _____ on _____ in restitution to _____ without the threat or force of disciplinary, civil or criminal proceedings.
- (6) **Delay:** These disciplinary proceedings were excessively delayed. The delay is not attributable to Respondent and the delay prejudiced him/her.
- (7) **Good Faith:** Respondent acted in good faith.
- (8) **Emotional/Physical Difficulties:** At the time of the stipulated act or acts of professional misconduct Respondent suffered extreme emotional difficulties or physical disabilities which expert testimony would establish was directly responsible for the misconduct. The difficulties or disabilities were not the product of

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any illegal conduct by the member, such as illegal drug or substance abuse, and Respondent no longer suffers from such difficulties or disabilities.

- (9) **Severe Financial Stress:** At the time of the misconduct, Respondent suffered from severe financial stress which resulted from circumstances not reasonably foreseeable or which were beyond his/her control and which were directly responsible for the misconduct.
- (10) **Family Problems:** At the time of the misconduct, Respondent suffered extreme difficulties in his/her personal life which were other than emotional or physical in nature.
- (11) **Good Character:** Respondent's good character is attested to by a wide range of references in the legal and general communities who are aware of the full extent of his/her misconduct.
- (12) **Rehabilitation:** Considerable time has passed since the acts of professional misconduct occurred followed by convincing proof of subsequent rehabilitation.
- (13) **No mitigating circumstances** are involved.

Additional mitigating circumstances:

Respondent's legal services were provided pro bono and intended to maximize the benefits for the Blacksher family.

D. Discipline:

- (1) **Private reproof (check applicable conditions, if any, below)**
- (a) Approved by the Court prior to initiation of the State Bar Court proceedings (no public disclosure).
- (b) Approved by the Court after initiation of the State Bar Court proceedings (public disclosure).
- or
- (2) **Public reproof (Check applicable conditions, if any, below)**

E. Conditions Attached to Reproval:

- (1) Respondent must comply with the conditions attached to the reproof for a period of
- (2) During the condition period attached to the reproof, Respondent must comply with the provisions of the State Bar Act and Rules of Professional Conduct.
- (3) Within ten (10) days of any change, Respondent must report to the Membership Records Office of the State Bar and to the Office of Probation of the State Bar of California ("Office of Probation"), all changes of information, including current office address and telephone number, or other address for State Bar purposes, as prescribed by section 6002.1 of the Business and Professions Code.
- (4) Within thirty (30) days from the effective date of discipline, Respondent must contact the Office of Probation and schedule a meeting with Respondent's assigned probation deputy to discuss these terms and conditions of probation. Upon the direction of the Office of Probation, Respondent must meet with the probation deputy either in-person or by telephone. During the period of probation, Respondent must promptly meet with the probation deputy as directed and upon request.
- (5) Respondent must submit written quarterly reports to the Office of Probation on each January 10, April 10, July 10, and October 10 of the condition period attached to the reproof. Under penalty of perjury, Respondent must state whether Respondent has complied with the State Bar Act, the Rules of

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Professional Conduct, and all conditions of the reproof during the preceding calendar quarter. Respondent must also state in each report whether there are any proceedings pending against him or her in the State Bar Court and if so, the case number and current status of that proceeding. If the first report would cover less than 30 (thirty) days, that report must be submitted on the next following quarter date, and cover the extended period.

In addition to all quarterly reports, a final report, containing the same information, is due no earlier than twenty (20) days before the last day of the condition period and no later than the last day of the condition period.

- (6) Respondent must be assigned a probation monitor. Respondent must promptly review the terms and conditions of probation with the probation monitor to establish a manner and schedule of compliance. During the period of probation, Respondent must furnish such reports as may be requested, in addition to the quarterly reports required to be submitted to the Office of Probation. Respondent must cooperate fully with the monitor.
- (7) Subject to assertion of applicable privileges, Respondent must answer fully, promptly and truthfully any inquiries of the Office of Probation and any probation monitor assigned under these conditions which are directed to Respondent personally or in writing relating to whether Respondent is complying or has complied with the conditions attached to the reproof.
- (8) Within one (1) year of the effective date of the discipline herein, Respondent must provide to the Office of Probation satisfactory proof of attendance at a session of the Ethics School, and passage of the test given at the end of that session.
- No Ethics School recommended. Reason: .
- (9) Respondent must comply with all conditions of probation imposed in the underlying criminal matter and must so declare under penalty of perjury in conjunction with any quarterly report to be filed with the Office of Probation.
- (10) Respondent must provide proof of passage of the Multistate Professional Responsibility Examination ("MPRE"), administered by the National Conference of Bar Examiners, to the Office of Probation within one year of the effective date of the reproof.
- No MPRE recommended. Reason: .
- (11) The following conditions are attached hereto and incorporated:
- | | |
|---|---|
| <input type="checkbox"/> Substance Abuse Conditions | <input type="checkbox"/> Law Office Management Conditions |
| <input type="checkbox"/> Medical Conditions | <input type="checkbox"/> Financial Conditions |

F. Other Conditions Negotiated by the Parties:

No period of probation is attached to the public reproof, however, respondent must comply with the reproof condition on page 5, Section E., no. 8, Ethics School, within one year from the effective date of discipline. The terms of compliance are specifically listed under Section E., no. 8.

ATTACHMENT TO

STIPULATION RE FACTS, CONCLUSIONS OF LAW AND DISPOSITION

IN THE MATTER OF: CAROL V. REED

CASE NUMBER(S): 09-O-17747

FACTS AND CONCLUSIONS OF LAW.

Facts: Case No. 09-O-17747: Count One:

1. In 1989, Earl Blacksher established a testamentary trust, giving his daughter, Ida McQueen, who is mentally and physically disabled, a life estate in the family home located in Oakland, California ("Estepa Drive"). Earl Blacksher named his two brothers, Lee and Ray Blackshire, as co-trustees for Ida.
2. On or about March 1, 1990, Earl Blacksher died. Lee and Ray Blackshire were appointed as co-administrators of Earl Blacksher's estate. Sometime thereafter, Lee died and Ray Blackshire hired respondent to obtain his appointment as sole administrator of the Blacksher estate.
3. The Order for Final Distribution of the Estate of Earl Blacksher was prepared by respondent.¹ The Order for Final Distribution was filed and recorded in Alameda County on September 20, 1994.² The Order for Final Distribution formally created a life estate for McQueen and designated the Estepa Drive home as the trust res and provided that the trustee was to pay the net income of the trust for McQueen's care, comfort and support during her natural life.
4. By court order in 1994, respondent was to receive \$3,321.93 for her attorney fees for services rendered to the Blacksher estate. Ray Blackshire was to receive \$2,321.93 in

¹ Respondent's father, Robert L. Veres (SBN 21395), was Earl Blacksher's attorney who drafted the will.

² See *Estate of Earl Blacksher, Deceased, Order Settling First and Final Account and Report of Administrator, For Allowance of Ordinary Fees and for Final Distribution*, Alameda County Superior Court, Case No. 237355-9.

executor fees. However, there was no money in the estate to pay the fees, and respondent took a lien against the trust res.

5. Between 1990 and 2000, McQueen remained in the family home with assistance from caregivers. In early 2000, McQueen was placed in a skilled nursing facility due to medical conditions despite her desire to remain in the family home.
6. On or about February 9, 2000, respondent and her brother, attorney Richard K. Veres ("Veres") visited McQueen in the nursing facility in order to have her sign a power of attorney, which respondent had prepared, appointing McQueen's sister, Earline Drumgoole, to act on McQueen's behalf.
7. Respondent did not make an appointment to visit McQueen. McQueen did not have anyone with her to help her understand the purpose of the document. McQueen signed the power of attorney by making a mark "X" on the document.³ The power of attorney was witnessed by respondent and Veres and notarized by Veres.
8. Respondent represented both McQueen and Drumgoole for purposes of obtaining the power of attorney that she presented to McQueen for signature.
9. Respondent did not disclose to McQueen or Drumgoole the actual and reasonably foreseeable adverse consequences the power of attorney would create between the parties. Respondent did not seek written consent from Drumgoole or McQueen for the representation.
10. On or about October 5, 2004, the Estepa Drive home was sold to a third party for \$240,000 by the trustee. Respondent distributed the sale proceeds to the remaindermen of the trust.
11. Respondent collected attorneys fees in the amount of \$3,321.93, previously approved by court order in 1994. Respondent did not receive additional attorneys fees for distributing the sale proceeds of the trust or for any other legal services provided to the Blacksher estate.
12. In or around November 2004, the nursing facility learned that McQueen's home had been sold without her knowledge or consent, and that McQueen had not received any proceeds from the sale of the Estepa Drive home.

³ It is undisputed that McQueen is unable to read or write.

13. On or about December 15, 2005, Fessha Taye was appointed limited conservator of the estate of Ida McQueen.
14. On or about June 9, 2006, Conservator Fesha Taye filed a lawsuit on behalf of conservatee Ida McQueen ("McQueen"), against several of McQueen's family members and respondent, in the matter entitled *Limited Conservatorship of the Estate of Ida McQueen, by and through Fessha Taye, Conservator v. Earlene Drumgoole; Earl Blackshire, Jr.; Burke Blacksher; Ray Blackshire; Alonzo Balcksher; Carol V. Reed; Richard K. Veres; Carlos Lozada; Jeffetta Calloway; Ralph Percelle; Maggie Cainl and Does 1 through 60, inclusive*, Alameda County Superior Court, Case No. HP05237122.
15. Respondent and the other defendants contended that McQueen was not injured because her medical condition prevented her from returning to the house and if the sales proceeds were invested to provide her an income, she would lose her SSI benefits dollar for dollar. However, the trial court ruled that the collateral source rule applied and the jury was instructed that they could not consider any loss of SSI benefits. There was no California authority on point whether the collateral source rule applied to SSI benefits.
16. On or about March 5, 2009, the jury returned their verdict and found respondent aided and abetted in the conversion of McQueen's property; assisted in the taking of McQueen's property; committed financial abuse of an elder and committed a breach of fiduciary duty (attorney's duty) but found in favor of respondent as to allegations of breach of fiduciary duty (duty of reasonable care and duty of loyalty), intentional misrepresentation and concealment. The jurors found that respondent drafted the trust that named McQueen as a trust beneficiary, and in so doing, owed a duty of loyalty to McQueen. The court awarded McQueen \$99,000.00 to be paid by respondent, Ray Blackshire and Earline Drumgoole. The court also ordered respondent to pay attorneys fees and costs in the amount of \$302,492.00.
17. Judgment was entered on September 11, 2009, after respondent's motion for a new trial was denied. The judgment was affirmed on appeal on March 14, 2011.
18. On April 22, 2011, respondent filed a petition for review in the California Supreme Court. The California Supreme Court denied the petition for review and decertified the appellate decision (S192507).
19. Respondent has paid the judgment in full.

Conclusions of Law: Case No. 09-O-17747: Count One:

By drafting the power of attorney appointing Earline Drumgoole to act on behalf of McQueen; by simultaneously representing McQueen and Drumgoole in connection with the power of attorney without disclosing the potential and foreseeable conflicts the power of attorney would create between Drumgoole and McQueen; by failing to disclose the relevant circumstances and the actual and reasonably foreseeable adverse consequences to McQueen of respondent's representation of Drumgoole, respondent accepted, without the informed written consent of the clients, representation of more than one client in a matter in which the interests of the clients potentially conflicted in violation of Rules of Professional Conduct, rule 3-310(C)(1).

PENDING PROCEEDINGS.

The disclosure date referred to, on page two, paragraph A.(7), was December 5, 2011.

COSTS OF DISCIPLINARY PROCEEDINGS.

Respondent acknowledges that the Office of the Chief Trial Counsel has informed respondent that as of December 5, 2011, the estimated prosecution costs in this matter are approximately \$2,906.38. Respondent acknowledges that this figure is an estimate only and that it does not include State Bar Court costs which will be included in any final cost assessment. Respondent further acknowledges that should this stipulation be rejected or should relief from the stipulation be granted, the costs in this matter may increase due to the cost of further proceedings.

AUTHORITIES SUPPORTING DISCIPLINE.

Standard 2.10 states in pertinent part "Culpability of a member of a violation of any provision of the Business and Professions Code not specified in these standards or of a wilful violation of any Rule of Professional Conduct not specified in these standards shall result in reproof or suspension according to the gravity of the offense or the harm, if any, to the victim...."

Lydon v. State Bar (1988) 45 Cal.3d 1181, "willfulness does not require actual knowledge of the provision violated."

In the Matter of Taggart (Review Dept. 2001) 4 Cal. State Bar Ct. Rptr. 302, 309, "Thus, the term willful does not require a showing that respondent intended the consequences of his acts or omissions, it simply requires proof that he intended the act or omission itself."

STATE BAR ETHICS SCHOOL.

Because respondent has agreed to attend State Bar Ethics School as part of this stipulation, respondent may receive Minimum Continuing Legal Education credit upon the satisfactory completion of State Bar Ethics School.

OTHER CONDITIONS NEGOTIATED BY THE PARTIES.

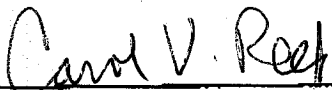


1. See page 5, Section F. for terms of compliance regarding Ethics School.

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In the Matter of: CAROL V. REED	Case number(s): 09-O-17747
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SIGNATURE OF THE PARTIES

By their signatures below, the parties and their counsel, as applicable, signify their agreement with each of the recitations and each of the terms and conditions of this Stipulation Re Facts, Conclusions of Law, and Disposition.

12-7-11		Carol V. Reed
Date	Respondent's Signature	Print Name
12-7-11		Carol M. Langford
Date	Respondent's Counsel Signature	Print Name
12/8/2011		Susan Chan
Date	Deputy Trial Counsel's Signature	Print Name

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In the Matter of: CAROL V. REED	Case Number(s): 09-O-17747
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REPROVAL ORDER

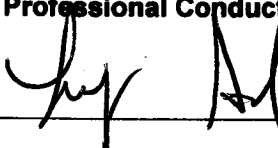
Finding that the stipulation protects the public and that the interests of Respondent will be served by any conditions attached to the reapproval, IT IS ORDERED that the requested dismissal of counts/charges, if any, is GRANTED without prejudice, and:

- The stipulated facts and disposition are APPROVED AND THE REPROVAL IMPOSED.
- The stipulated facts and disposition are APPROVED AS MODIFIED as set forth below, and the REPROVAL IMPOSED.
- All court dates in the Hearing Department are vacated.

The parties are bound by the stipulation as approved unless: 1) a motion to withdraw or modify the stipulation, filed within 15 days after service of this order, is granted; or 2) this court modifies or further modifies the approved stipulation. (See rule 5.58(E) & (F), Rules of Procedure.) **Otherwise the stipulation shall be effective 15 days after service of this order.**

Failure to comply with any conditions attached to this reapproval may constitute cause for a separate proceeding for willful breach of rule 1-110, Rules of Professional Conduct.

Dec. 15, 2011
Date


Judge of the State Bar Court

LUCY ARMENDARIZ

CERTIFICATE OF SERVICE

[Rules Proc. of State Bar; Rule 5.27(B); Code Civ. Proc., § 1013a(4)]

I am a Case Administrator of the State Bar Court of California. I am over the age of eighteen and not a party to the within proceeding. Pursuant to standard court practice, in the City and County of San Francisco, on December 15, 2011, I deposited a true copy of the following document(s):

STIPULATION RE FACTS, CONCLUSIONS OF LAW AND DISPOSITION AND ORDER APPROVING

in a sealed envelope for collection and mailing on that date as follows:

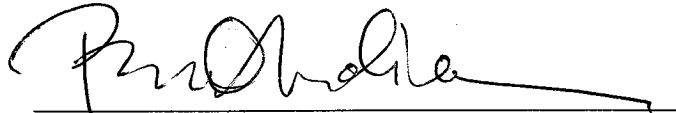
- by first-class mail, with postage thereon fully prepaid, through the United States Postal Service at San Francisco, California, addressed as follows:

CAROL LANGFORD
100 PRINGLE AVE #570
WALNUT CREEK, CA 94596

- by interoffice mail through a facility regularly maintained by the State Bar of California addressed as follows:

SUSAN CHAN, Enforcement, San Francisco

I hereby certify that the foregoing is true and correct. Executed in San Francisco, California, on December 15, 2011.



Bernadette C.O. Molina
Case Administrator
State Bar Court