Doney, Scott

From:	Doney, Scott
Sent:	Thursday, August 10, 2006 2:50 PM
To:	Munjit Johal; jan wallace
Subject:	FW:
Attachments:	SDOC5953.pdf

Attached is the final product. Please review this. Munjit - not many changes from the one you already reviewed. Any luck on the response to Gernot exhibit?

Scott P. Doney, Esq.

Cane·Clark LLP

3273 E. Warm Springs Rd.

Las Vegas, NV 89120

702·312·6255

702·944·7100 FAX

SDoney@CaneClark.com

-—-Original Message—–
From: CAA_GEST1@kcanelaw.com [mailto:CAA_GEST1@kcanelaw.com]
Sent: Thursday, August 10, 2006 8:47 AM
To: Doney, Scott
Subject:

This E-mail includes attached file(s) sent from “CAA_GEST1” (7502).

Scan Date: 08.10.2006 10:47:22 (-0500)
Queries to: CAA_GEST1@kcanelaw.com

Full Message Headers

```
Received: from mail.caneclark.com ([207.168.91.194])
          by worldnet.att.net (mtiwmxc12) with ESMTP
          id <20060810185025012000ktvmre>; Thu, 10 Aug 2006 18:50:25 +0000
X-Originating-IP: [207.168.91.194]
Received: from pluto.ad.lati.com ([10.10.2.175]) by mail.caneclark.com with
 Microsoft SMTPSVC(6.0.3790.1830);
     Thu, 10 Aug 2006 11:50:16 -0700
Subject: FW:
Date: Thu, 10 Aug 2006 11:50:09 -0700
Message-ID: <FA87467ADF7D964B9D78DA6B1A556F444AE2AA@pluto.ad.lati.com>
X-MS-Has-Attach: yes
X-MS-TNEF-Correlator:
thread-index: Aca8rW0ssh5XIRdlSy6Uk9TnyYxv/wAAELag
From: "Doney, Scott" <sdoney@caneclark.com>
To: "Munjit Johal" <munjit_j@sbcglobal.net>,
    "jan wallace" <janwallace@att.net>
Return-Path: sdoney@caneclark.com
X-OriginalArrivalTime: 10 Aug 2006 18:50:16.0418 (UTC)
 FILETIME=[D1F02C20:01C6BCAD]
Status: RO
MIME-Version: 1.0
Content-Type: multipart/mixed;
    boundary="--boundary-LibPST-iamunique-1749903967_-_-"
```

CANE CLARK LLP

Kyleen E. Cane*
Chad Wiener+
Joe Laxague~
Bryan R. Clark^
Scott P. Doney~

3273 E. Warm Springs
Las Vegas, NV 89120

Telephone: 702-312-6255
Facsimile: 702-944-7100
Email: sdoney@caneclark.com

VIA FAX AND U.S. MAIL

August 10, 2006

Securities and Exchange Commission
Office of Investor Education and Assistance
Attn: Juliet D. Gardner
100 F Street, NE
Washington, DC 20549

Re: Secured Diversified Investment, Ltd.
HO-1157949

Dear Ms. Gardner:

This firm represents Secured Diversified Investment, Ltd. (the "Company"), a publicly-traded company registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We write in response to your letter dated July 10, 2006 concerning certain complaints lodged by shareholders of the Company, namely, Messrs. Clifford Strand and Gernot Trolf. I will endeavor to address their various concerns raised in the emails attached to your letter, but to do so, it is necessary to include some background information that the shareholders neglected to provide the Commission. Along these lines, it is important to note that the Company received no documentation to substantiate the bare allegations made by the complaining shareholders, nor is there any background in place to put their concerns in the right perspective. On this basis, the Company objects to the complaints and demands a more definite statement from the complaining parties as to the underlying basis for their complaints to the Commission.

Officer Resignations

Messrs. Trolf and Strand were former officers of the Company. Along with other officers and directors, they resigned in the latter part of 2005. It is the Company's position that the following events are responsible for their resignation, their disgruntled disposition, and their perpetual attack against current management of the Company in the form of legal actions in California, an unlawful proxy contest, and now this SEC complaint.

In September 2002, Messrs. Strand and Trolf were appointed as officers of the Company. During that time, Messrs. Trolf and Strand were also affiliated as management with a company known as

Seashore Diversified Investment Company, a Maryland corporation ("Seashore") that transferred certain real estate holdings to the Company. The Asset Purchase Agreement provided the Company a period to conduct due diligence to determine whether the assets were fair and reasonable. However, Seashore did not have the necessary books and records for the Company to properly evaluate the value and merit of the transaction. Nevertheless, management at the time decided to forebear due diligence afforded under the Asset Purchase Agreement, and the Company was plagued with several worthless properties that were later impaired. In exchange, Messrs. Strand and others received millions of shares of preferred stock of the Company.

This type of self-dealing set the stage for a series of related party transactions involving Messrs. Strand, William S. Biddle and others in connection with the Company's real properties that starved the Company at the expense of other shareholders. Without delving into each and every instance, a list of the various related party transactions is set forth in the Company's annual report on Form 10-KSB filed with the Securities and Exchange Commission on April 17, 2006. A few noteworthy transactions occurred as follows:

1. In October, 2004, William S. Biddle and Clifford L. Strand along with our tenant-in-common partner, Denver Fund I, agreed to pay the Company's property manager, Shaw & Associates, a $50,000 commission for bringing the Flamingo Road Arts and Antiques in as a lessee for the Cannery West Shopping Mall, one of the Company's properties. Under the agreement, Nationwide Commercial Brokers, our wholly-owned subsidiary, was to receive a portion of the commission amounting to $16,500. However, subsequently, this commission was divided between Clifford L. Strand and William S. Biddle.

2. In December 2004, William S. Biddle and Robert J. Leonard together purchased a 37% membership interest in Spencer Springs, LLC, the Company's wholly-owned subsidiary, valued at $350,000 for $200,000. The sole asset of Spencer Springs, LLC was the promissory note of Roger Anderson in the principal amount of $950,000 due October 28, 2007. The note was secured by the Spencer Springs Shopping Center.

3. The proposed contract for sale of the Cannery West Shopping Center, one of the Company's properties, in July of 2005 initially listed two brokers for a total of 4% commissions: 2% for KB Morris representing the buyer and 2% for National Commercial Properties, the broker representing the Company. Mr. Biddle thereafter revised the agreement to include another 2% in commissions to Nationwide Commercial Brokers ("NCB"), the Company's wholly-owned subsidiary. Mr. Biddle told the board of directors that the 2% commission to NCB would actually go to two brokers, 1% for Certified Realty and another 1% for NCB, broken down as 20% to NCB and 80% to the Company. On July 13, 2005, Mr. Biddle, acting as our officer, submitted escrow instructions to Alliance Title, the escrow agent on this sales transaction, without the approval of the board of directors, requesting 20% of the sales price (or $18,000) be paid to NCB and the remaining 80% of the sales price (or $72,000) be paid to himself. After Mr. Biddle resigned as one of the Company's officers and directors, he continued to submit escrow instructions to Alliance. The final escrow instruction listed $18,000 to NCB, $36,000 to Mr. Biddle and $36,000 to Mr. Cliff L. Strand.

Mr. Strand contends that the Form 8-K filed concerning his resignation was inaccurate. However, Mr. Strand does not provide any facts to state what should have been disclosed. The Company believes that it was the accumulation of the above related party transactions that caused the complaining shareholders to eventually step down as officers of the Company. Since that time, these shareholders and others with them have set out in a campaign to disparage management and to regain power over the Company. Strategic to their design, they have filed actions in the California courts, waged an unlawful proxy contest at the June 2, 2006 shareholder meeting, and are now using the Commission as a sounding board and additional front for their attack.

Request for the Company's Shareholder's List

The complaining shareholders neglected to inform the Commission that the their dispute to control a shareholder list is the very subject of an action they personally initiated in the Superior Court of California, County of Orange entitled *William S. Biddle v. Secured Diversified Investment, Ltd.* (case no. 06CC03959).[1] On March 10, 2006, Clifford L. Strand, Gernot Trolf and others filed a complaint to determine whether their demand for the Company's shareholder list and for an inspection of the accounting books and records is governed under California Corporation Code Sections 1600 and 1601. This matter is still pending and should resolve the issue of whether these shareholders are entitled to these documents.

Despite a formal legal proceeding initiated by the complaining shareholders, Mr. Trolf appears to be asking the Commission "why litigation is necessary" in his July 5, 2005 email. Clearly, the Company is not able to resolve Mr. Trolf's question, as he initiated the lawsuit, but will explain

---

[1] There are also 2 other actions pending in the California courts involving the complaining shareholders, described as follows:

Alliance Title Company, Inc. v. Secured Diversified Investment, Ltd.: On January 13, 2006, Alliance Title Company, Inc. ("Alliance") filed a complaint in the matter of Alliance Title Company, Inc. v. Secured Diversified Investment, Ltd. (case no. 06CC02129) in the Superior Court of California, County of Orange.

The complaint alleges that Alliance, the Company's escrow agent, was entrusted with $267,000 pursuant to escrow instructions, and that a mutual written agreement among the parties to the escrow was required to properly disperse the funds. Alliance further alleges that no instructions were provided to disperse the funds, but instead, competing claims for the funds were made by Secured Diversified Investment, Ltd., Clifford L. Strand, William S. Biddle, Gernot Trolf, Nationwide Commercial Brokers, Inc., and Prime Time Auctions, Inc.

Alliance has deposited the funds with the court and has asked for a declaration of rights regarding the funds.

Clifford L. Strand v. Secured Diversified Investment, Ltd.: On January 20, 2006, Clifford L. Strand, William S. Biddle, Gernot Trolf, and Nationwide Commercial Brokers, Inc. (collectively, "Plaintiffs"), filed a complaint in the matter of Clifford L. Strand v. Secured Diversified Investment, Ltd. (case no. 06CC02350) in the Superior Court of California, County of Orange. Secured Diversified Investment, Ltd. and Ms. Jan Wallace have been named in this lawsuit. The complaint contains causes of action for fraud and misrepresentation, negligent misrepresentation, breach of contract, breach of the covenant of good faith and fair dealing, conversion, common counts, money had and received, and declaratory relief. These allegations arise out of the hold over of funds at issue in Alliance Title Company, Inc. v. Secured Diversified Investment, Ltd. (case no. 06CC02129), described above. To date, however, the matters have not been consolidated.

The Company filed a cross-complaint against all Plaintiffs, Alliance Title Company and Brenda Burnett, a former employee of Alliance. The Company's cross-complaint contains causes of action for breach of contract, breach of fiduciary duty, negligent supervision, civil conspiracy, intentional interference with economic relations, negligent interference with economic relations, breach of oral agreement, breach of employment contract, breach of director/officers' fiduciary duty, fraud/intentional misrepresentation, and declaratory relief. The Company is defending and prosecuting this case vigorously and are proceeding with discovery.

why the shareholder list has not been provided, which has been already communicated to these shareholders in prior letters.

The complaining shareholders have requested a shareholder list on a number of separate occasions. On each occasion, the Company responded in writing denying the request, but provided an explanation underlying the refusal. For instance, on June 7, 2006, Mr. Trolf wrote two emails, one to the Company and another to the Company's transfer agent, requesting a copy of the Company's shareholder list under Rule 14a-7 (attached hereto as Exhibit 1). This firm responded and explained that under Rule 14a-7 the Company had the option of providing a shareholder list or mailing any soliciting material on behalf of the shareholder at his expense. This firm further explained that neither option appeared to apply since Rule 14a-7 was designed to facilitate the dissemination of proxy materials, and the Company's shareholder meeting concluded on June 2, 2006 (attached hereto as Exhibit 2). *See* Rule 14a-7(a).

Undeterred by the Company's response, another request was made, this time by Mr. Strand (attached hereto as Exhibit 3). Instead of using Rule 14a-7, Mr. Strand, who is also a plaintiff in the California action, requested an inspection of the Company's records under Nevada's corporate law, specifically NRS 78.257. In response to Mr. Strand's request, this firm explained that that the provisions of NRS 78.257 requiring private companies to submit books and records to 15% shareholders do not apply to the Company, a reporting company under the Exchange Act (attached hereto as Exhibit 4). *See* 78.257(6). This firm further explained that the Company has provided all shareholders, including Mr. Strand and those listed in his letter, a detailed annual report containing audited financial statements and the Company has filed all reports required of it under the Exchange Act. On this basis, the Company properly denied Mr. Strand's request.

Undeterred still, Mr. Brian Berman, a Nevada lawyer and associate of Messrs. Strand and Trolf, requested a shareholder list under NRS 78.105 (attached hereto as Exhibit 5). In response to Mr. Berman's request, on June 21, 2006, the firm informed Mr. Berman that the Company is permitted to deny a request made pursuant to NRS 78.105 where the Company believes it is made for a purpose other than the business of the Company (attached hereto as Exhibit 6). *See* NRS 78.107. The firm further explained that the Company was currently in the process of preparing a complaint to the SEC to commence an investigation into the unlawful solicitation of proxies that occurred at the Company's recent June 2, 2006 annual meeting. In fact, shortly after this communication, on July 5, 2006, the Company filed a complaint with the Division of Corporate Finance, Office of Mergers and Acquisitions to address proxy violations committed by Messrs. Trolf, Strand and others with them. On that basis, the Company properly denied Mr. Berman's request.

The Company's Proxy Mailings

On May 11, 2006, the Company filed a preliminary proxy statement on Schedule 14A with the Commission, which was followed by the filing of a definitive proxy statement on May 22, 2006 and a mailing to its shareholders the same day. The Company's annual meeting was held on June 2, 2006 in Las Vegas, Nevada with the re-election of the current board of directors and the adoption of a new stock option plan as the only agenda items (hereinafter collectively referred to as "Management's Proposals"). There were no other proxy statements filed with the Commission, and the Company was never asked to include any shareholder proposals in its proxy filings.

Despite Mr. Strand's contention, the Company properly mailed the proxy statements in a timely manner to shareholders listed on the Company's certified shareholder list as April 20, 2006, the record date for the meeting (attached hereto as Exhibit 7). Moreover, the Company filed its proxy statement on Edgar the very day it conducted the mailing. In the various emails provided to this firm by the Commission, Mr. Strand provided no documentation or other support to substantiate his claim to the contrary.

Iomega Investment, LLC

At the shareholder meeting, a group of individuals included Messrs. Strand and Trolf (hereinafter collectively referred to as the "Objectors"), appeared with a substantial number of non-attending shareholder proxies which they voted against Management's Proposals. The Objectors included the following individuals, holding the referenced number of proxies:

Individual	Proxies	Total Shares Represented
Gernot Trolf	10	1,308,874
Clifford Strand	5	956,341
William Biddle	2	371,669
Brian Berman	4	2,579,246
Robert Leonard	1	916,451

These proxies in total represented 19 shareholders holding 16.3% of the total outstanding shares of the Company.

The Company believes that the Objectors were attempting to use the proxy mechanism to retake control of the Company by maligning current management and to bolster their declining position in their ongoing litigation with the Company. The attempt failed because they did not obtain enough proxies, but nonetheless the wrongful behavior occurred and is threatened to be repeated in the future. In the very email he submitted to the Commission, dated July 5, 2006, Mr. Trolf openly admits that he plans to engage in further proxy solicitations. Last year's annual meeting was indicative of the lengths these shareholders will go to violate the proxy rules. The following recitation is illustrative.

On May 23, 2006, Mr. Trolf sent an open letter, via e-mail, to all shareholders of Seashore, and to a majority of shareholders of the Company (attached hereto as Exhibit 8). As explained above, the companies have common shareholders as a result of transactions that occurred in 2002 and 2003. Review of the letter sent by Mr. Trolf addresses no areas of operational concern regarding the Company. Instead, Mr. Trolf indicates that the Company failed or delayed to provide shareholders an invitation to the annual meeting, and states that the Company "illigally [sic] removed Seashore information from . . . common offices" that Seashore and the Company shared in 2003. Both accusations are false and the latter is the subject of litigation. Additionally, Ms. Kelly Black was solicited by Mr. Strand to provide her proxy. During that conversation, Ms. Black was told that current management "stole two million dollars [and] pocketed the money" without filing a Form 8-K (attached hereto as Exhibit 9). This statement is also false.

Further solicitation occurred on or about March 9, 2006, when Mr. William Biddle, an associate of the complaining shareholders, attempted to solicit a proxy (attached hereto as Exhibit 10) from the Company's largest common shareholder, Iomega Investments, LLC ("Iomega"). When he was unsuccessful in doing so, he threatened to challenge the shareholder's vote at the annual meeting. In his solicitation effort, Mr. Biddle attempted to bribe the shareholder with an attorney and offered to settle past debts of the Company in exchange for aligning with the Objectors.

Messrs. Berman and Strand actually voiced their opposition to Iomega's votes at the annual meeting (thus fulfilling the threat), yet Mr. Berman offered to buy Iomega's shares on behalf of Mr. Biddle only a few hours later! (attached hereto as Exhibit 11).

Thus, while Mr. Strand complains to have reported Iomega's stock position to the SEC,"[2] the very people aligned with him vigorously attempted to solicit Iomega's shares at the June 2, 2006 annual meeting. Only when their efforts were unsuccessful did they object to Iomega's shares.

Further with regard to Iomega, Mr. Strand claims that "the company failed to file form 13-D reporting the event timely." This statement does not accurately represent the law. The Company is not required to file a Form 13-D on behalf of the 5% shareholder with the Securities and Exchange Commission; rather, that obligation rests upon the 5% shareholder. Rule 13d-1 states that "[a]ny person who . . . is directly or indirectly the beneficial owner of more than five percent of the class [of any equity security] shall, within 10 days after the acquisition, file with the Commission, a statement containing the information required by Schedule 13D." As Mr. Strand admits, Iomega eventually filed its Form 13-D. Moreover, it was no surprise that Iomega had substantial voting control of the Company at the time of the annual meeting. Despite Mr. Strand's insinuation to the contrary, the public was notified well before then in a Form 8-K filed in March of 2006 that Iomega's 250,000 shares of Series C Preferred Stock were converted to shares of common stock, resulting in a substantial change in control of the Company. Mr. Strand's claim is therefore without merit.

The Annual Meeting

On the day of the annual meeting, the Objectors arrived, threatened current management and consultants, shouted obscenities, and disrupted the meeting with inappropriate objections over irrelevant and trivial items. The Objectors, only moments before the meeting handed management a total of 25 proxy cards, together with a pile of unnecessary documents, effectively delaying the proceeding to give the meeting secretary the ability to count the votes.

Mr. Strand contends that "there did not appear to be an independent party counting proxies and a significant discrepancy between the reported quorum and the number of votes cast." On the first point, Mr. Munjit Johal, the Company's Chief Financial Officer, tallied the proxies and counted the vote. There is no authority to this firm's knowledge that an officer of the Company is precluded from fulfilling this task. On the second point, a quorum was present, represented by 31,736,382 shares (includes common and preferred A shares), well over the majority required under the Company's bylaws. The number and position of votes cast are represented by the following table:

	Number of Shares		
Proposal	**For**	**Against**	**Withheld/ Abstained**

[2] It is unclear whether Mr. Strand is claiming that Iomega is not a lawful shareholder of the Company. As detailed in the Company's Form 10-KSB signed and certified by Mr. Strand as Chief Executive Officer, the Company issued 250,000 shares of the Company's Series C Preferred Stock (valued between the parties at $3.00 per share) and a $155,000 promissory note to Iomega in exchange for a 51% interest in the Cannery West Shopping Center. In connection with a Settlement Agreement dated December 14, 2005, Iomega requested the conversion of its 250,000 shares of Series C Preferred Stock. In exchange for the early pay-off of the note at a substantial reduction to the Company, in February 2006, Iomega was issued 15,000,000 shares of our common stock (at the rate equal to the purchase price - $3.00 divided by the common stock price at the time - $0.05) and the outstanding Series C Preferred Stock was retired.

Proposal 1 - Election of Directors			
Jan Wallace	19,355,962	12,353,819	26,601
Patrick McNevin	19,355,962	12,353,819	26,601
Jay Kister	19,355,962	12,353,819	26,601
Peter Richman	19,355,962	12,353,819	26,601
Proposal 2- Approval of 2006 Plan	19,110,627	12,599,154	26,601

Mr. Strand's next contention is that "[t]here was no provision for the nomination of other directors other than the slate proposed by the company." This statement is correct. Management's Proposals were noted in the Company's proxy statement to include the following slate of director nominees: Ms. Jan Wallace, Mr. Patrick McNevin, Mr. Jay Kister, and Mr. Peter Richman. No other nominees were included in Management's Proposals, nor were there any nominees proposed by shareholders under applicable federal securities laws. Therefore, this contention is also without merit.

Mr. Strand's next contention is that "the company was able to elect directors and change the bylaws affecting the calling of shareholders meetings, adversely affecting the rights of other shareholders." The first part of the statement is correct; the votes were cast in favor of Management's Proposals, including the election of directors. The second portion of the statement is incorrect. Nothing was voted upon by the shareholders at the June 2, 2006 annual meeting pertaining to amending the Company bylaws. The Board of Directors did, however, amend the Company's bylaws, as noted in a Form 8-K filed on June 9, 2006, to state that at any meeting of the shareholders 34% in interest of all the shares issued and outstanding represented by shareholders of record in person or by proxy shall constitute a quorum. The Board of Directors performed this action in accordance with Nevada's corporate law.

Conclusion

The Company respectfully submits this letter in response to the contentions raised by the complaining shareholders. If there is any additional information that the Commission requires, please do not hesitate to contact this firm for assistance.

Sincerely,

CANE CLARK LLP

Scott Doney, Esq.

SPD/jb

Ex. 1

Doney, Scott

From: Gernot Trolf [gernottrolf@yahoo.com]
Sent: Wednesday, June 07, 2006 1:42 PM
To: Munjit Johal
Subject: List request

Mr. Munjit Johal, CFO

a request is being made herewith to provide the SDI,Ltd. shareholder list to the undersigned inaccordance with

http://www.law.uc.edu/CCL/34ActRls/rule14a-7.html . (please read)

According to this I am entitled toit and expect you to comply.

Sincerely,

Gernot Trolf
gernottrolf@yahoo.com

Ex. 2

Doney, Scott

From: Doney, Scott
Sent: Wednesday, June 07, 2006 2:39 PM
To: 'Munjit Johal'
Subject: RE: List request

Mr. Trolf,

I am confused at the timing of your request. Rule 14a-7 requires that SDI either (1) provide you with a list of SDI's shareholders or (2) mail any soliciting material that you have to other shareholders at your expense. SDI has the power to decide between these two options. However, neither option appears to apply to your request. Rule 14a-7 is designed to facilitate the dissemination of proxy materials. However, as you know, the shareholder meeting concluded on June 2, 2006. If you have any questions or concerns, please do not hesitate to contact me.

Scott P. Doney, Esq.
Cane·Clark LLP
3273 E. Warm Springs Rd.
Las Vegas, NV 89120
702·312·6255
702·944·7100 FAX
SDoney@CaneClark.com

From: Munjit Johal [mailto:munjit_j@sbcglobal.net]
Sent: Wednesday, June 07, 2006 2:01 PM
To: Doney, Scott
Subject: Fwd: List request

Note: forwarded message attached.

Scott,

please see attached request from gernot trolf for the shareholder list. let me know.
i'm outof town thursday and friday.

thanks

munjir

Ex. 3

June 15, 2006

Secured Diversified Investment, Ltd.
Attn: Jan Wallace
5030 Campus Drive
Newport Beach, Calif. 92660

Placed in regular mail this date, also sent via facsimile to: 949 851-1024
Copied to: 5205 E. Lincoln Drive, Paradise Valley, Ariz.
3273 E. Warm Springs, Rd. Las Vegas, Nev. 89120

Re: Inspection of Records

Dear Ms. Wallace:

I am writing this letter on behalf of myself and the shareholders identified in the attached Exhibit "A". Collectively, we hold more than 15% of the issued and outstanding shares of Secured Diversified Investment, Ltd.

As a Nevada Corporation, Secured Diversified Investment, Ltd. is subject to Nevada's corporate code. Pursuant to NRS 78.257, we are entitled to inspect the books of account and all financial records of the corporation. We are entitled to do so in person or by agent or attorney. We are entitled to copy and audit them as well.

This inspection shall take place on Thursday, June 22, 2006 at 5030 Campus Drive at 9:00 AM.

If the company is unable or unwilling to comply with this request, please inform me in writing prior to the close of business on Tuesday, June 20, 2006

Sincerely,

Clifford Strand

June 9, 2006

EXHIBIT "A"

Combined shareholders collectively holding more than 15% of the issued and outstanding shares of Secured Diversified Investment, Ltd.

As follows:

1) Clifford L. Strand, family and trust.
2) William Biddle, family, trust and related entities.
3) REIT Investments, a Nevada LLC, Manager Clifford Strand/ William Biddle
4) Robert Leonard, family, trust and related entities.
5) Gernot Trolf, family, trust and related entities.
6) Anthony Giangrande, family and related entities.
7) Bjorn Billing, family and related entities.
8) Woody Bohart, family and related entities.

Ex
4

CANE CLARK LLP

3273 E. Warm Springs
Las Vegas, NV 89120

Kyleen E. Cane* Bryan R. Clark^ Chad Wiener+ Scott P. Doney~

Telephone: 702-312-6255
Facsimile: 702-944-7100
Email: sdoney@caneclark.com

June 16, 2006

Clifford Strand
4940 Campus Drive
Newport Beach, CA 92660

Dear Mr. Strand:

Secured Diversified Investment, Ltd. has reviewed your request to inspect its books and records pursuant to NRS 78.257. On behalf of the Company, I regret to inform you that the Company will not accommodate your request. Please be advised that the provisions of NRS 78.257 requiring private companies to submit books and records to 15% shareholders do not apply to SDI, a reporting company under the Securities Exchange Act of 1934 (the "Exchange Act"). The Company has provided all shareholders, including yourself and those listed in your letter, a detailed annual report containing audited financial statements and SDI has filed all reports required of the company under the Exchange Act. Thus, an inspection is unnecessary and specifically proscribed under NRS 78.257(6). If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,

CANE CLARK LLP

Scott P. Doney, Esq.

SPD:jb

*Licensed Nevada, California, Washington and Hawaii Bars;
^ Nevada, Colorado and District of Columbia Bars
+ Nevada, Illinois, and Wisconsin State Bars ~Nevada

Ex.
5

BRIAN K. BERMAN
Attorney at Law
Admitted in Nevada and Ohio

June 15, 2006

Secured Diversified Investment, Ltd.
Attn: Jan Wallace
4940 Campus Drive
Newport Beach, CA 92660

Re: Inspection of records

Dear Ms. Wallace:

In November 2003, I became the record owner of 563 shares of common stock and 1,126 shares of preferred stock of Secured Diversified Investment, Ltd. As you know Secured Diversified Investment, Ltd. is a Nevada corporation, and is thus subject to Nevada's corporate code.

Among other requirements, the corporation is required to keep at its registered office in the State of Nevada: (1) a copy of its articles of incorporation and all amendments thereto, certified by the Secretary of State; (2) a copy of its bylaws and all amendments thereto certified by an officer of the corporation; and (3) its stock ledger, containing the names of all shareholders, their addresses, and the number of shares held by each.

NRS 78.105(2) allows any shareholder of record to inspect these records at the registered office upon at least five days written demand. I also note that there are statutory penalties for refusing to comply.

Please let this letter serve as my formal request to inspect the foregoing documents at the corporation's registered office in Nevada, 3273 East Warm Springs Road. The inspection shall take place at 2:00 p.m. on Wednesday, June 28, 2006.

Finally, the statute includes the right to make photocopies. We are prepared to reimburse the resident agent's office for the reasonable costs of photocopies, up to $0.60 per page.

721 Gass Avenue - Las Vegas, Nevada 89101
(702) 382-0702 - Fax (702) 382-6450

If the corporation is unable or unwilling to comply with these requests, please so inform me in writing prior to the close of business on June 23, 2006.

Very truly yours,

BRIAN K. BERMAN, ESQ.

BKB/bvt
cc: Kyleen Cane, Esq.

Ex.
6

CANE CLARK LLP

3273 E. Warm Springs
Las Vegas, NV 89120

Kyleen E. Cane* Bryan R. Clark^ Chad Wiener+ Scott P. Doney~

Telephone: 702-312-6255
Facsimile: 702-944-7100
Email: sdoney@caneclark.com

June 21, 2006

Brian Berman
721 Glass Avenue
Las Vegas, Nevada 89101

Dear Mr. Berman:

Secured Diversified Investment, Ltd. has reviewed your request to inspect certain records pursuant to NRS 78.105. On behalf of the Company, I regret to inform you that the Company will not accommodate your request. As you know, the Company is permitted to deny a request made pursuant to NRS 78.105 where the Company believes it is made for a purpose other than the business of the Company. The Company is currently in the process of preparing a complaint to the SEC to commence an investigation into the unlawful solicitation of proxies that occurred at the Company's recent June 2, 2006 annual meeting. Mr. Berman, you were at the annual meeting and presented proxies along with certain individuals that you appeared to represent and who are the subject of the aforementioned complaint. Following the annual meeting, the Company has been bombarded with requests for records by these individuals notwithstanding the matter is the subject of litigation currently pending in California. One of the parties to that lawsuit, Mr. Clifford Strand, was with you at the shareholder meeting, and not coincidently, just recently requested from the Company an inspection of records in strikingly similar manner to your June 15, 2005 letter. Mr. Gernot Trolf, also with you at the annual meeting and party to the same lawsuit, has requested the Company's shareholder list more than once. It is the Company's position that the requests are part of a scheme to engage in further proxy solicitations in violation of the Securities Exchange Act.

I'm sure you will appreciate the Company's position on this matter.

Sincerely,

CANE CLARK LLP

Scott P. Doney, Esq.

SPD:jb

*Licensed Nevada, California, Washington and Hawaii Bars;
^ Nevada, Colorado and District of Columbia Bars
+ Nevada, Illinois, and Wisconsin State Bars ~Nevada

Ex. 7

Fidelity Transfer Company
Established 1954
1800 South West Temple, Suite 301
Salt Lake City, UT 84115

AFFIDAVIT

State of Utah)
) ss
County of Salt Lake)

KEVIN KOPAUNIK, being duly sworn on oath, deposes and says: That he is the President of Fidelity Transfer Company, and that on May 22nd, 2006, he caused to be mailed a Notice of Annual Meeting of Shareholders for Secured Diversified Investment, Ltd. to each mailable shareholder of record of common stock and preferred A stock, as of April 20th, 2006.

DATED this 22nd day of May, 2006.

Kevin Kopaunik

SUBSCRIBED and sworn before me this 22nd day of May, 2006.

Notary Public
Residing at Salt Lake City, Utah

My Commission Expires: October 7, 2008

HEIDI SADOWSKI
NOTARY PUBLIC • STATE of UTAH
1800 S WEST TEMPLE STE 301
SALT LAKE CITY, UT 84115
COMM. EXP. 10-07-2008

Phone 801/484-7222 Fax 801/466-4122 Email: info@fidelitytransfer.com
We are Known by the Companies we keep

EX.
8

Doney, Scott

From: Gernot Trolf [seashoresd@yahoo.com]
Sent: Wednesday, May 24, 2006 12:35 PM
To: seashoresd@yahoo.com
Subject: SDI shareholders meeting in Las Vegas

Hello,
you may not get your invitation on time or at all.
Attached is an open letter to all shareholders of SDI shares and Seashore shares.
As I can only send this e-mail to those whose e-mail address I still have as SDI illigally removed Seashore information from our at that time common offices if you know of other shareholders please forward this e-mail.
Thank you,

Gernot Trolf
President
Seashore Diversified Investment Company,a R.E.I.T.
Tel: 01 858 488-5480
Cell: 01 858 733-0770 Fax: 01 858 488-5480
e-mail: : seashoresd@yahoo.com

Ex.
9

Declaration of Kelly Black

I, Kelly Black, do hereby declare:

1. The following facts are within my personal knowledge and if called upon to testify in a court of proper jurisdiction, I could competently testify thereto.
2. I am not a party to this action. I am a shareholder of Secured Diversified Investments, Ltd.
3. Since February 1, 2006, Mr. Clifford Strand contacted me by phone three or four times.
4. In the last conversation in beginning of March, 2006, he told me a about shareholders' lawsuit which would be filed against Ms. Jan Wallace. He alleged that Ms. Wallace was stealing the company, that she issued 15 million shares of company stock to herself and that she deliberately moved the office to Arizona to prevent Mr. Strand from contacting her.
5. In addition he stated Ms. Wallace stole two million dollars from the sale of the Cannery and that she "pocketed the money" and did not disclose the sale of the property in Form 8K.
6. Mr. Strand stating they were trying to hold an emergency shareholder meeting but could not reach anyone. Mr. Strand asked me if I would talk to the lawyer handling the lawsuit and join the suit. I told I would speak to the lawyer however to date no one has contact me.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on March 6, 2006, at Mesa, Arizona.

Kelly Black
Kelly Black
Declarant

Ex.
10

From: Wmbiddle@aol.com [mailto:Wmbiddle@aol.com]
Sent: Thursday, March 09, 2006 11:35 AM
To: WLDBILLW@aol.com
Subject: (no subject)

Bill,

Why are you refusing to communicate with me?

I believe I have found funds on your behalf.

Contact me before the 15th of March.

I am going to call Rich Tobler on your behalf.

Please call 0r e-mail me.

Biddle

Ex. 11

06/19/06

Mr. Rich Tobler, Attorney for Iomega
3654 North Rancho Drive
Las Vegas, NV 89130

RE: Offer

Dear Rich,

This letter is in response to the "offer" made by Mr. Berman immediately after the SDI's Annual Stockholders Meeting on June 2, 2006 in Las Vegas Nevada. As I understand Mr. Berman's "offer" it was on behalf of Mr. Biddle and the "old management".

Since Mr. Berman is an Attorney, he should know that solicitation of shares or proxy votes is illegal

Since the "offer" was made hours after the Annual meeting, it appears to me to be a hostile takeover offer since Iomega is the majority stockholder in SDI. Buying all Iomega's stock would give whomever majority control of SDI, therefore Mr. Berman's offer could only be a deliberate ill planned hustle take over attempt.

I am not an attorney however, solicitation of shares/proxy votes and attempting to take over majority control of any publicly held company should have been disclosed prior to any offer's made.

In addition, I find it hilarious that Mr. Berman and the "old management" has told numerous people that Iomega's shares are illegal and should be discredited and at the same time attempting to buy them.

Since SDI has been "ran into the ground" by the old management from what appears to me from poor judgment, lack of experience and from the actions I've seen lately, just lack of intelligence.

I lost millions in a deal for the Cannery West in Las Vegas, while SDI made millions from the deal. All I received was worthless stock from the "old Management." The same "old management" that made me promise after promise.

My personal feeling is the "old Management" should be behind bars for their past and present actions.

As you relayed to me Mr. Berman's offer of buying Iomega and/or buying all it's shares or some of the shares, Iomega will be holding onto all shares as long as Ms. Wallace is the CEO of SDI.

Would you be so kind to pass my response onto Mr. Berman .

Thank you,

Helen West

Helen West
Manager
Iomega Investments

Cc: Mr. Scott Doney, Attorney for SDI/ facsimile