

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE COMMISSION :

*Plaintiff,* :

vs. :

Case No. 1:10-CV-457  
(GLS/CFH)

McGINN, SMITH & CO., INC., :  
McGINN, SMITH ADVISORS, LLC :  
McGINN, SMITH CAPITAL HOLDINGS CORP., :  
FIRST ADVISORY INCOME NOTES, LLC, :  
FIRST EXCELSIOR INCOME NOTES, LLC, :  
FIRST INDEPENDENT INCOME NOTES, LLC, :  
THIRD ALBANY INCOME NOTES, LLC, :  
TIMOTHY M. MCGINN, AND :  
DAVID L. SMITH, GEOFFREY R. SMITH, :  
Individually and as Trustee of the David L. and :  
Lynn A. Smith Irrevocable Trust U/A 8/04/04, :  
LAUREN T. SMITH, and NANCY MCGINN, :

*Defendants,* :

LYNN A. SMITH and :  
NANCY MCGINN, :

*Relief Defendants. and* :

GEOFFREY R. SMITH, Trustee of the :  
David L. and Lynn A. Smith Irrevocable :  
Trust U/A 8/04/04, :

*Intervenor.* :

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**NOTICE OF TWELFTH INTERIM APPLICATION OF  
CHIAMPOU TRAVIS BESAW & KERSHNER LLP  
FOR APPROVAL OF FEES**

PLEASE TAKE NOTICE that upon the Twelfth Interim Application of  
Chiam pou Travis Besaw & Kershner LLP (“Chiam pou”) for Approval of Fees (“Application”),  
Phillips Lytle LLP as counsel to William J. Brown, Receiver, on behalf of the Application of

Chiampou will move before the Hon. Christian F. Hummel, United States Magistrate Judge, United States District Court for the Northern District of New York, James T. Foley U.S. Courthouse, 445 Broadway, Room 441, Albany, New York 12207, on **August 20, 2020 at 9:30 a.m.**, seeking an Order approving the Application of Chiampou for interim compensation and reimbursement of expenses in connection with accounting, tax and consulting services performed for William J. Brown, as Receiver for the McGinn Smith Entities in this action. No oral argument is requested.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Application must be made in writing in accordance with the Federal Rules of Civil Procedure and the Local Rules for the United States District Court for the Northern District of New York.

Dated: Buffalo, New York  
July 8, 2020

PHILLIPS LYTTLE LLP

By /s/ William J. Brown

William J. Brown (Bar Roll #601330)

Catherine N. Eisenhut (Bar Roll #520849)

Attorneys for Receiver

Omni Plaza

30 South Pearl Street

Albany, New York 12207

Telephone No. (518) 472-1224

and

One Canalside

125 Main Street

Buffalo, New York 14203

Telephone No.: (716) 847-8400

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*Intervenor.*

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**TWELFTH INTERIM APPLICATION OF CHIAMPOU TRAVIS BESAW  
& KERSHNER LLP FOR APPROVAL OF FEES**

Chiam pou Travis Besaw & Kershner LLP (“Chiam pou”), accountants for William J. Brown, as Receiver, submits this application (“Application”) for an order approving interim fees pursuant to Section XIV of this Court’s Preliminary Injunction Order (Docket No. 96) for the five-month period from January 1, 2020 through May 31, 2020 (“Application Period”). In support of this Application, Chiam pou respectfully represents:

1. The Securities and Exchange Commission (“SEC”) commenced this action against McGinn Smith & Co., Inc., et al. in the United States District Court for the Northern District of New York on April 20, 2010 wherein William J. Brown, Esq. was appointed

as temporary Receiver for certain of the defendants and other entities in the action (“Receiver”) (Docket No. 5). The SEC’s Complaint was subsequently amended (Docket No. 100), and the Preliminary Injunction Order was entered on July 22, 2010 appointing William J. Brown as the permanent Receiver.

2. Prior to the Petition Date, Chiampou did not provide accounting or tax services to McGinn Smith. Chiampou was selected by the Receiver following due diligence and interviews with several accounting and tax preparation firms.

3. Based on Chiampou’s expertise and the Declaration of Michael Schaffstall dated July 8, 2020, a copy of which is attached to this Application as **Exhibit A**, Chiampou was retained by the Receiver to provide primarily tax but also some minimal accounting and consulting services on behalf of the Receiver.

4. Specifically, Chiampou was retained to prepare the necessary tax and information returns needed to be filed by the Receivership which included not only pre-receivership periods for which no returns had been filed but also all post-Receivership periods.

5. Chiampou commenced its post-petition services to the Receiver in May 2010 in connection with advice on accounting and bank account procedures. Thereafter, Chiampou has worked preparing the annual 2019 tax returns (including updates for the Tax Cuts and Jobs Act (TCJA)). In addition, Chiampou has prepared the 2006 through 2018 tax returns for TDM Cable Funding LLC, the annual 2019 NY IT-204-LL filings, the annual 2019 Form 1099 filings, and notice responses for various entities throughout the Application Period. During the Application Period, Chiampou has prepared 9 federal and 9 state returns.

6. All services for which compensation is sought herein were rendered by Chiampou to the Receiver solely in connection with this action and not on behalf of the creditors, individual equity holders or other person.

7. Prior to the filing of this Application, Chiampou made first, second, third, fourth, fifth, sixth, seventh, eighth, ninth, tenth and eleventh interim applications for compensation and expense reimbursement for professional services provided in conjunction with services provided to the Receiver in the above referenced action. Orders were entered on May 16, 2011 approving the first interim fee application of Chiampou in the amount of \$56,949.02, on December 27, 2011 approving the second interim fee application of Chiampou in the amount of \$29,885.37, on August 22, 2012 approving the third interim fee application of Chiampou in the amount of \$57,339.23, on October 2, 2013 approving the fourth interim fee application of Chiampou in the amount of \$70,351.23, on January 5, 2016 approving the fifth interim fee application of Chiampou in the amount of \$109,947.90, on November 28, 2016 approving the sixth interim fee application of Chiampou in the amount of \$16,828.39, on September 21, 2017 approving the seventh interim fee application of Chiampou in the amount of \$16,086.03, on October 2, 2018 approving the eighth interim fee application of Chiampou in the amount of \$541.20, on September 20, 2019 approving the ninth interim fee application of Chiampou in the amount of \$37,661.63, on December 30, 2019 approving the tenth interim fee application of Chiampou in the amount of \$22,385.51, and on April 21, 2020 approving the eleventh interim fee application of Chiampou in the amount of \$17,505.26.

8. During the Application Period, Chiampou received no payment or promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with this action, and there is no agreement or understanding between Chiampou and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in this action.

9. Chiampou performed its responsibilities in a cost-effective manner commensurate with providing the high quality professional advice required by the Receiver.

10. Chiampou's professional fees and expenses are broken down into monthly invoices summarized as follows and which are set forth by day, professional, and task as evidenced in attached **Exhibit B**.

| <u><i>Period Covered</i></u> | <u><i>Amount</i></u>      |
|------------------------------|---------------------------|
| 01/01/20 - 01/31/20          | \$11,373.73               |
| 02/01/20 - 02/29/20          | \$12,308.82               |
| 03/01/20 - 03/31/20          | \$ 2,030.00               |
| 04/01/20 - 04/30/20          | \$ 1,652.00               |
| 05/01/20 - 05/31/20          | \$ 0.00                   |
| <b>TOTAL</b>                 | <b><u>\$27,364.55</u></b> |

11. Chiampou maintains records of the time expended by person as well as the actual out-of-pocket expenses incurred. Chiampou prepared and rendered this fee application describing activities performed by day by professional.

12. Upon Chiampou's knowledge and belief, the compensation sought for approval herein is commensurate with the customary compensation charged by comparably skilled accountants. The hourly fees charged to clients are dependent upon the experience of the individuals assigned to the engagement.

13. The amounts requested by Chiampou are fair and reasonable given: (a) the complexity of the matters; (b) the actual time expended; (c) the nature and extent of services rendered; and (d) the value of such services.

14. Chiampou believes this request for compensation is justified given the complexity of this case and the commensurate value of Chiampou's professional fees for the Application Period. Phillips Lytle has provided the SEC with a copy of this Application.

15. Chiampou accordingly makes this Application to the Court for compensation.

**NOTICE**

16. Notice of this Fee Application is being served on the SEC and all parties who have filed a Notice of Appearance in this action. Additionally, it has been posted on the Receiver's website (*www.mcginnsmithreceiver.com*) for all investors and creditors to see. The Receiver submits that no other or further notice need be given.

WHEREFORE, Chiampou respectfully requests compensation of \$27,364.55 for fees during the Application Period, and for such other and further relief as is proper.

Dated: July 8, 2020

CHIAMPOU TRAVIS BESAW & KERSHNER LLP

By /s/ Michael Schaffstall

Michael Schaffstall  
45 Bryant Woods North  
Amherst, New York 14228  
Telephone No. (716) 630-2400

Dated: July 8, 2020

PHILLIPS LYTTLE LLP

By /s/ William J. Brown

William J. Brown (Bar Roll #601330)  
Catherine N. Eisenhut (Bar Roll #520849)  
Attorneys for Receiver  
Omni Plaza  
30 South Pearl Street  
Albany, New York 12207  
Telephone No. (518) 472-1224

and

One Canalside  
125 Main Street  
Buffalo, New York 14203  
Telephone No.: (716) 847-8400

Doc #8236260.1

# *Exhibit A*



UNITED STATES DISTRICT COURT  
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*Intervenor.* :

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**DECLARATION OF MICHAEL SCHAFFSTALL IN SUPPORT OF TWELFTH  
INTERIM APPLICATION OF CHIAMPOU TRAVIS BESAW & KERSHNER LLP  
FOR ALLOWANCE OF COMPENSATION**

Pursuant to 28 U.S.C. § 1746, Michael Schaffstall declares, under penalty of  
perjury, as follows:

1. I am a partner with the accounting and consulting firm of Chiampou Travis Besaw & Kershner LLP (“Chiampou”).

2. I make this declaration in support of the Twelfth Interim Application of Chiampou for Allowance of Compensation (“Application”) in connection with Chiampou’s services for the Receiver in this action.

3. I have reviewed the Application and, to the best of my knowledge, information and belief, the facts set forth therein are true and correct.

4. The billing rates being charged by Chiampou in connection with the Application are those which were customarily charged by Chiampou during the time periods in question and are comparable to those charged by other firms of comparable size and experience in this geographic area for the prosecution of matters similar to this action.

5. The compensation and reimbursement of expenses (“Interim Compensation”) for which allowance is sought by Chiampou is reasonable and is sought for actual and necessary services rendered by Chiampou, together with actual and necessary expenses advanced by Chiampou, on behalf of the Receivership entities.

6. The Interim Compensation sought by Chiampou is based upon the nature, the extent and the value of the services rendered. These matters are detailed more particularly in the time itemizations attached to the Application as Exhibit B.

7. Chiampou believes it is entitled to Interim Compensation based on the considerable expenditures of Chiampou’s resources incurred since the onset of its engagement.

8. Chiampou has no agreement with any other person or entity for the sharing of compensation to be received for accounting or other services rendered in this action,

except as such compensation may be shared by and among the accountants and consultants of Chiam pou.

9. Chiam pou respectfully requests that this Court authorize the allowance of the Interim Compensation sought pursuant to the Application in the amount of \$27,364.55.

Dated: July 8, 2020

/s/ Michael Schaffstall  
Michael Schaffstall

Doc #8236380.1

# *Exhibit B*

**McGinn Smith - WIP Detail - 01/01/2020 - 01/31/2020**

|  | Date     |   | Hours        | Billing Price | Billing Price Total |
|--|----------|---|--------------|---------------|---------------------|
| <b>TDM Cable Funding LLC</b>                 |          |   |              |               |                     |
| Curry, Suzanne                               | 01/03/20 | Meeting with Matt Stacey to discuss review comments from Brian Shea; Preparing email for Brian Shea | 0.50         | 160.00        | 80.00               |
| Lin, Vivien                                  | 01/06/20 | Preparing 1099 for McGinn Smith Alarm Trading, LLC  | 0.18         | 115.00        | 21.08               |
| Stacey, Matthew                              | 01/03/20 | Reviewing Brian Shea's review comments and responding   | 0.50         | 145.00        | 72.50               |
|  | 01/06/20 | Updated returns and QuickBooks for Brian Shea's review comments                                     | 3.00         | 145.00        | 435.00              |
|  | 01/10/20 | Phone call with Brian Shea regarding review comments  | 0.25         | 145.00        | 36.25               |
|  | 01/14/20 | Preparation and update of 2006-2018 returns for changes requested by Brian Shea                     | 7.50         | 145.00        | 1,087.50            |
|  |          |   | <u>11.93</u> |               | <u>1,732.33</u>     |
| <b>McGinn, Smith - Capital Holdings Corp</b> |          |   |              |               |                     |
| Andrews, Jill                                | 01/06/20 | Review tax return & update workpapers   | 1.70         | 145.00        | 246.50              |
|  | 01/07/20 | Review workpapers for tax return  | 0.10         | 145.00        | 14.50               |
|  | 01/31/20 | Review tax 2019 return  | 0.20         | 145.00        | 29.00               |
| Burke, Kathryn                               | 01/03/20 | Entered in 2019 information and updated workpapers for final return                                 | 1.50         | 115.00        | 172.50              |
| Gross, Lynne                                 | 01/06/20 | Alarm Trading - secondary - 1 set of 1099s/sign and send - XCM                                      | 0.45         | 180.00        | 81.00               |
|  |          |   | <u>3.95</u>  |               | <u>543.50</u>       |
| <b>Firstline Funding</b>                     |          |   |              |               |                     |
| Andrews, Jill                                | 01/13/20 | Sent information to prepare 1099 info to Lynne Gross (tax manager responsible for 1099 process)     | 0.10         | 145.00        | 14.50               |
|  | 01/14/20 | Review 2019 tax return  | 2.50         | 145.00        | 362.50              |
|  | 01/15/20 | Review 2019 tax return  | 1.20         | 145.00        | 174.00              |
|  | 01/16/20 | Review 2019 tax return  | 1.10         | 145.00        | 159.50              |
|  | 01/21/20 | Review 2019 tax return  | 0.10         | 145.00        | 14.50               |
| Burke, Kathryn                               | 01/10/20 | Prepared return in software   | 2.25         | 115.00        | 258.75              |
|  | 01/15/20 | Cleared review points   | 1.83         | 115.00        | 210.83              |
|  | 01/30/20 | Updated the return for review points  | 1.33         | 115.00        | 153.33              |
|  |          |   | <u>10.42</u> |               | <u>1,347.92</u>     |
| <b>M&amp;S Partners</b>                      |          |   |              |               |                     |
| Andrews, Jill                                | 01/13/20 | Review 2019 tax return  | 1.00         | 145.00        | 145.00              |
|  | 01/14/20 | Review 2019 tax return  | 0.90         | 145.00        | 130.50              |
|  | 01/15/20 | Review 2019 tax return  | 1.30         | 145.00        | 188.50              |
| Burke, Kathryn                               | 01/09/20 | Prepared return   | 2.25         | 115.00        | 258.75              |
|  | 01/10/20 | Finished up preparing return  | 1.25         | 115.00        | 143.75              |
|  | 01/13/20 | Cleared review points   | 0.50         | 115.00        | 57.50               |
|  | 01/15/20 | Cleared review points   | 1.33         | 115.00        | 153.33              |
|  | 01/30/20 | Updated the return for review points  | 1.92         | 115.00        | 220.42              |
|  |          |   | <u>10.45</u> |               | <u>1,297.75</u>     |

**McGinn Smith - WIP Detail - 01/01/2020 - 01/31/2020**

|                                    | <b>Date</b> |   | <b>Hours</b> | <b>Billing Price</b> | <b>Billing Price Total</b> |
|------------------------------------|-------------|---|--------------|----------------------|----------------------------|
| <b>McGinn Smith &amp; Co. Inc.</b> |             |   |              |                      |                            |
| Andrews, Jill                      | 01/17/20    | Review 2019 tax return  | 1.00         | 145.00               | 145.00                     |
| Burke, Kathryn                     | 01/16/20    | Prepared 2019 tax return  | 2.00         | 115.00               | 230.00                     |
| Curry, Suzanne                     | 01/30/20    | Team meeting to discuss status of returns                         | 0.25         | 160.00               | 40.00                      |
|                                    |             |   | <u>3.25</u>  |                      | <u>415.00</u>              |
| <b>McGinn Smith Holdings,LLC</b>   |             |   |              |                      |                            |
| Amodeo, Lisa                       | 01/06/20    | Alarm trading 1099 Review   | 0.25         | 130.00               | 32.50                      |
| Andrews, Jill                      | 01/28/20    | Update return for elimination entries; Review Alarm Traders input | 1.50         | 145.00               | 217.50                     |
|                                    | 01/29/20    | Review tax workpapers   | 1.90         | 145.00               | 275.50                     |
|                                    | 01/30/20    | Review 2019 tax return  | 3.50         | 145.00               | 507.50                     |
|                                    | 01/30/20    | Team meeting to discuss status of returns                         | 0.30         | 145.00               | 43.50                      |
|                                    | 01/31/20    | Review 2019 tax return  | 0.90         | 145.00               | 130.50                     |
| Burke, Kathryn                     | 01/27/20    | Input Alarm Traders info, tried to reconcile variances            | 2.75         | 115.00               | 316.25                     |
|                                    | 01/28/20    | Worked to relieve variances in combined financials                | 3.17         | 115.00               | 364.17                     |
|                                    | 01/29/20    | Found variance in consolidated balance sheet                      | 3.08         | 115.00               | 354.58                     |
|                                    |             |   | <u>17.35</u> |                      | <u>2,242.00</u>            |
| <b>Mr. Cranberry,</b>              |             |   |              |                      |                            |
| Andrews, Jill                      | 01/03/20    | Review 2019 tax return  | 1.60         | 145.00               | 232.00                     |
|                                    | 01/14/20    | Review 2019 tax return  | 0.60         | 145.00               | 87.00                      |
|                                    | 01/16/20    | Review 2019 tax return  | 1.10         | 145.00               | 159.50                     |
| Burke, Kathryn                     | 01/02/20    | Updated binder for review comments                                | 2.50         | 115.00               | 287.50                     |
|                                    | 01/13/20    | Prepare 2019 tax return   | 2.50         | 115.00               | 287.50                     |
|                                    | 01/15/20    | Cleared review points   | 2.42         | 115.00               | 277.92                     |
|                                    | 01/30/20    | Updated the return for review points                              | 0.83         | 115.00               | 95.83                      |
| Curry, Suzanne                     | 01/21/20    | Cancellation of Debt research                                     | 0.75         | 160.00               | 120.00                     |
|                                    | 01/21/20    | Review 2019 tax return  | 1.25         | 160.00               | 200.00                     |
|                                    | 01/25/20    | Discussing return changes with preparer                           | 0.25         | 160.00               | 40.00                      |
|                                    | 01/28/20    | Reviewing tax return and discussing return updates with preparer  | 0.75         | 160.00               | 120.00                     |
|                                    |             |   | <u>14.55</u> |                      | <u>1,907.25</u>            |

**McGinn Smith - WIP Detail - 01/01/2020 - 01/31/2020**

|                                 | <b>Date</b> |   | <b>Hours</b> | <b>Billing Price</b> | <b>Billing Price Total</b> |
|---------------------------------|-------------|---|--------------|----------------------|----------------------------|
| <b>TDM Cable Funding LLC</b>    |             |   |              |                      |                            |
| Andrews, Jill                   |             |   |              |                      |                            |
|                                 | 01/06/20    | Katie had question about 2018 being final year vs 2019  | 0.20         | 145.00               | 29.00                      |
|                                 | 01/06/20    | Review tax workpapers   | 0.10         | 145.00               | 14.50                      |
|                                 | 01/17/20    | Review tax workpapers   | 0.40         | 145.00               | 58.00                      |
|                                 | 01/20/20    | Review 2019 tax return  | 1.50         | 145.00               | 217.50                     |
| Burke, Kathryn                  |             |   |              |                      |                            |
|                                 | 01/15/20    | Prepared workpapers   | 1.00         | 115.00               | 115.00                     |
|                                 | 01/17/20    | Prepared 2019 tax return  | 1.67         | 115.00               | 191.67                     |
|                                 | 01/30/20    | Updated the return for review points  | 1.00         | 115.00               | 115.00                     |
|                                 |             |   | <u>5.87</u>  |                      | <u>740.67</u>              |
| <b>TDMM Cable Funding LLC</b>   |             |   |              |                      |                            |
| Andrews, Jill                   |             |   |              |                      |                            |
|                                 | 01/06/20    | Review tax workpapers   | 0.40         | 145.00               | 58.00                      |
|                                 | 01/17/20    | Review 2019 tax return  | 0.70         | 145.00               | 101.50                     |
| Burke, Kathryn                  |             |   |              |                      |                            |
|                                 | 01/02/20    | Rolled binder, imported trial balance and made appropriate journal entries to finalize return | 1.50         | 115.00               | 172.50                     |
|                                 | 01/16/20    | Prepared 2019 tax return  | 1.42         | 115.00               | 162.92                     |
| Curry, Suzanne                  |             |   |              |                      |                            |
|                                 | 01/23/20    | Reviewing 2019 tax return and making adjustments  | 3.00         | 160.00               | 480.00                     |
|                                 |             |   | <u>7.02</u>  |                      | <u>974.92</u>              |
| <b>Transaction Funding Corp</b> |             |   |              |                      |                            |
| Andrews, Jill                   |             |   |              |                      |                            |
|                                 | 01/06/20    | Review & update workpapers  | 1.90         | 145.00               | 275.50                     |
|                                 | 01/08/20    | Discuss return with preparer  | 0.20         | 145.00               | 29.00                      |
|                                 | 01/13/20    | Review updated workpapers   | 0.60         | 145.00               | 87.00                      |
|                                 | 01/17/20    | Review 2019 tax return  | 2.50         | 145.00               | 362.50                     |
|                                 | 01/20/20    | Review 2019 tax return  | 0.30         | 145.00               | 43.50                      |
| Burke, Kathryn                  |             |   |              |                      |                            |
|                                 | 01/03/20    | Entered in 2019 information and updated workpapers for final return                           | 3.00         | 115.00               | 345.00                     |
|                                 | 01/08/20    | Updated workpapers and journal entries for accrued interest write off                         | 3.00         | 115.00               | 345.00                     |
|                                 | 01/13/20    | Started to prepare the 2019 return  | 1.25         | 115.00               | 143.75                     |
|                                 | 01/16/20    | Worked on preparing 2019 return   | 3.00         | 115.00               | 345.00                     |
|                                 | 01/17/20    | Updated return for review comments  | 2.08         | 115.00               | 239.58                     |
| Curry, Suzanne                  |             |   |              |                      |                            |
|                                 | 01/29/20    | Reviewing tax return and researching NOL treatment  | 3.50         | 160.00               | 560.00                     |
|                                 | 01/30/20    | Updating tax return for reduction of attribute changes  | 1.00         | 160.00               | 160.00                     |
|                                 | 01/30/20    | Discussing final year C Corp implications with Meagan Fitzgerald (tax partner)                | 0.50         | 160.00               | 80.00                      |
|                                 |             |   | <u>22.83</u> |                      | <u>3,015.83</u>            |
| <b>TOTAL FEES INCURRED</b>      |             |   |              |                      | <b>\$ 14,217.17</b>        |
| Less Discount                   |             |   |              |                      | <u>(2,843.44)</u>          |
| <b>TOTAL INVOICE AMOUNT</b>     |             |   |              |                      | <b><u>\$ 11,373.73</u></b> |

*Rec'd 3/27/20*



*J.L.*

**McGinn Smith & Co., Inc.**  
 Attn: Mr. William J. Brown  
 c/o Phillips Lytle LLP  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203

Invoice No. 10416647  
 Date 3/24/2020  
 Client No. 7148.0

**Invoice**

For professional services rendered from February 1, 2020 through  
 February 29, 2020 per detailed attachment

12,308.82

**BALANCE DUE**

**\$12,308.82**

Payable when rendered. Make checks payable to Chiampou Travis Besaw & Kershner LLP.  
 Please include invoice number on all correspondence and checks.

45 Bryant Woods North | Amherst, NY 14228 | Phone 716.630.2400 | Fax 716.630.2401 | [ctbk.com](http://ctbk.com)

Tax Identification number 16-1468002

Thank you



**McGinn Smith - WIP Detail - 02/01/2020 - 02/29/2020**

|                                   | <b>Date</b> |  | <b>Hours</b> | <b>Billing Price</b> | <b>Billing Price Total</b> |
|-----------------------------------|-------------|--|--------------|----------------------|----------------------------|
| <b>TDM Cable Funding LLC</b>      |             |  |              |                      |                            |
| Curry, Suzanne                    |             |  |              |                      |                            |
|                                   | 02/04/20    | Meeting with Mike Schaffstall to discuss notice  | 0.25         | 160.00               | 40.00                      |
|                                   | 02/05/20    | Discussion with Mike Schaffstall about call with NYS and drafting response to NYS notice | 0.75         | 160.00               | 120.00                     |
|                                   | 02/07/20    | 2006 - 2018 return assembly review; Updating 2007 filing copy                            | 1.25         | 160.00               | 200.00                     |
| Stacey, Matthew                   |             |  |              |                      |                            |
|                                   | 02/03/20    | Compiled returns to send to Brian Shea for his approval to file                          | 0.50         | 145.00               | 72.50                      |
|                                   | 02/06/20    | Compiling 2006-2018 tax returns for filing and mailing to William Brown & Brian Shea     | 2.50         | 145.00               | 362.50                     |
|                                   | 02/07/20    | Finalized 2006-2018 returns for filing   | 0.75         | 145.00               | 108.75                     |
|                                   | 02/18/20    | Assembly review for partner k-1s being sent to Brian Shea                                | 0.50         | 145.00               | 72.50                      |
|                                   | 02/10/20    | Mail & Courier Services  |              |                      | 16.00                      |
|                                   |             |  | <u>6.25</u>  |                      | <u>992.25</u>              |
| <b>McGinn Smith &amp; Company</b> |             |  |              |                      |                            |
|                                   | 02/01/20    | Tax Processing Fee - 2020  |              |                      | 75.00                      |
|                                   |             |  | <u>12.75</u> |                      | <u>75.00</u>               |
| <b>Capital Holdings Corp</b>      |             |  |              |                      |                            |
| Andrews, Jill                     |             |  |              |                      |                            |
|                                   | 02/05/20    | Prepare 2019 workpapers & return   | 5.80         | 145.00               | 841.00                     |
| Curry, Suzanne                    |             |  |              |                      |                            |
|                                   | 02/03/20    | Email to Brian Shea about change in liability account                                    | 0.25         | 160.00               | 40.00                      |
|                                   | 02/10/20    | Review 2019 tax return   | 0.50         | 160.00               | 80.00                      |
|                                   | 02/11/20    | Reviewing 2019 tax return  | 1.50         | 160.00               | 240.00                     |
|                                   | 02/11/20    | Emailing Brian Shea questions about 2019 tax return.                                     | 0.25         | 160.00               | 40.00                      |
|                                   | 02/12/20    | Review 2019 tax return. Email Brian Shea with question about current year adjustment.    | 1.75         | 160.00               | 280.00                     |
|                                   | 02/14/20    | Preparing draft returns and emailing Brian Shea  | 0.25         | 160.00               | 40.00                      |
|                                   | 02/17/20    | Assembly review of 2019 returns; Uploading files to portal                               | 0.22         | 160.00               | 34.67                      |
| Schaffstall, Michael              |             |  |              |                      |                            |
|                                   | 02/14/20    | Review of 2019 tax returns   | 1.00         | 330.00               | 330.00                     |
|                                   | 02/01/20    | Tax Processing Fee - 2020  |              |                      | 75.00                      |
|                                   |             |  | <u>11.52</u> |                      | <u>2,000.67</u>            |

**McGinn Smith - WIP Detail - 02/01/2020 - 02/29/2020**

|                          | <b>Date</b> |   | <b>Hours</b> | <b>Billing Price</b> | <b>Billing Price Total</b> |
|--------------------------|-------------|---|--------------|----------------------|----------------------------|
| <b>Firstline Funding</b> |             |   |              |                      |                            |
| Cousins, Jessica         | 02/11/20    | 2019 NY IT-204-LL Review  | 0.08         | 180.00               | 15.00                      |
| Curry, Suzanne           | 02/04/20    | Review 2019 tax return  | 1.00         | 160.00               | 160.00                     |
|                          | 02/10/20    | Meeting with Mike Schaffstall to discuss 2019 tax return                                  | 0.25         | 160.00               | 40.00                      |
|                          | 02/10/20    | Updating 2019 tax return  | 0.25         | 160.00               | 40.00                      |
|                          | 02/11/20    | Updating cash balance on 2019 tax return after call with Brian Shea and Mike Schaffstall. | 0.50         | 160.00               | 80.00                      |
|                          | 02/17/20    | Assembly review of 2019 returns and K-1 packages; Uploading files to portal               | 0.22         | 160.00               | 34.67                      |
| Horbachewski, Mary       | 02/11/20    | PC with Mike Schaffstall re tax treatment of reversal of intercompany debt                | 0.20         | 255.00               | 51.00                      |
| Schaffstall, Michael     | 02/08/20    | Review of 2019 federal and state tax returns  | 0.50         | 330.00               | 165.00                     |
|                          | 02/10/20    | Review of 2019 tax return   | 0.75         | 330.00               | 247.50                     |
|                          | 02/14/20    | Final review of presentation of 2019 returns  | 0.50         | 330.00               | 165.00                     |
| Stoelting, Kaylee        | 02/07/20    | Preparation of IT-204-LL  | 0.50         | 105.00               | 52.50                      |
|                          | 02/01/20    | Tax Processing Fee - 2020   |              |                      | 75.00                      |
|                          |             |   | <u>4.75</u>  |                      | <u>1,125.67</u>            |
| <b>M&amp;S Partners</b>  |             |   |              |                      |                            |
| Cousins, Jessica         |             |   |              |                      |                            |
|                          | 02/11/20    | 2019 NY IT-204-LL Review  | 0.08         | 180.00               | 15.00                      |
| Curry, Suzanne           | 02/08/20    | Review 2019 tax return  | 2.00         | 160.00               | 320.00                     |
|                          | 02/10/20    | Meeting with Mike Schaffstall to discuss 2019 tax return                                  | 0.25         | 160.00               | 40.00                      |
|                          | 02/10/20    | Updating 2019 tax return  | 0.50         | 160.00               | 80.00                      |
|                          | 02/11/20    | Updating cash balance on 2019 tax return after call with Brian Shea and Mike Schaffstall. | 0.25         | 160.00               | 40.00                      |
|                          | 02/17/20    | Assembly review of 2019 returns and K-1 packages; Uploading files to portal               | 0.22         | 160.00               | 34.67                      |
| Schaffstall, Michael     | 02/08/20    | Review of 2019 federal and state tax returns  | 0.50         | 330.00               | 165.00                     |
|                          | 02/10/20    | Review of 2019 tax return presentation  | 1.00         | 330.00               | 330.00                     |
|                          | 02/14/20    | Final review of presentation of 2019 return   | 0.50         | 330.00               | 165.00                     |
| Staelting, Kaylee        | 02/07/20    | Preparation of Cruise Charter Ventures 2019 NY IT-204-LL                                  | 0.50         | 105.00               | 52.50                      |
|                          | 02/29/20    | Mail & Courier Services   |              |                      | 8.70                       |
|                          | 02/01/20    | Tax Processing Fee - 2020   |              |                      | 75.00                      |
|                          |             |   | <u>5.80</u>  |                      | <u>1,325.87</u>            |

**McGinn Smith - WIP Detail - 02/01/2020 - 02/29/2020**

|                                    | Date     |   | Hours        | Billing Price | Billing Price Total |
|------------------------------------|----------|---|--------------|---------------|---------------------|
| <b>McGinn Smith &amp; Co. Inc.</b> |          |   |              |               |                     |
| Curry, Suzanne                     |          |   |              |               |                     |
|                                    | 02/02/20 | Reviewing and updating tax return   | 1.00         | 160.00        | 160.00              |
|                                    | 02/03/20 | Review 2019 tax return  | 0.75         | 160.00        | 120.00              |
|                                    | 02/10/20 | Updating 2019 tax return  | 0.25         | 160.00        | 40.00               |
|                                    | 02/17/20 | Assembly review of 2019 returns; Uploading files to portal  | 0.22         | 160.00        | 34.67               |
| Schaffstall, Michael               |          |   |              |               |                     |
|                                    | 02/14/20 | Review of 2019 tax returns  | 0.50         | 330.00        | 165.00              |
|                                    | 02/29/20 | Mail & Courier Services   |              |               | 9.20                |
|                                    | 02/01/20 | Tax Processing Fee - 2020   |              |               | 75.00               |
|                                    |          |   | <u>2.72</u>  |               | <u>603.87</u>       |
| <b>McGinn Smith Holdings, LLC</b>  |          |   |              |               |                     |
| Andrews, Jill                      |          |   |              |               |                     |
|                                    | 02/11/20 | Review and update 2019 tax return and workpapers for answers and missing information received from Brian Shea                         | 2.80         | 145.00        | 406.00              |
|                                    | 02/26/20 | Analyzed variance in retained earnings on 2019 consolidated financial statements once adjustments were made for final entity returns. | 1.20         | 145.00        | 174.00              |
|                                    | 02/28/20 | Review 2019 return after updates were made for final year entity adjustments  | 2.90         | 145.00        | 420.50              |
| Burke, Kathryn                     |          |   |              |               |                     |
|                                    | 02/10/20 | Prepared 2019 Tax Return  | 3.25         | 115.00        | 373.75              |
|                                    | 02/14/20 | Prepared 2019 Tax Return  | 1.00         | 115.00        | 115.00              |
|                                    | 02/24/20 | Prepared 2019 Tax Return  | 6.33         | 115.00        | 728.33              |
|                                    | 02/27/20 | Prepared 2019 Tax Return  | 6.25         | 115.00        | 718.75              |
| Cousins, Jessica                   |          |   |              |               |                     |
|                                    | 02/10/20 | 2019 NY IT-204-LL Review  | 0.17         | 180.00        | 30.00               |
|                                    | 02/11/20 | 2019 NY IT-204-LL Review  | 0.42         | 180.00        | 75.00               |
|                                    | 02/17/20 | 2019 NY IT-204-LL Review  | 0.25         | 180.00        | 45.00               |
| Curry, Suzanne                     |          |   |              |               |                     |
|                                    | 02/05/20 | Sending questions to Brian Shea   | 0.25         | 160.00        | 40.00               |
|                                    | 02/10/20 | Meeting with preparer to discuss 2019 tax return  | 0.10         | 160.00        | 16.00               |
|                                    | 09/11/07 | Preparing for call with Brian Shea to discuss cash consolidation accounts. Call with Brian Shea.                                      | 0.50         | 160.00        | 80.00               |
|                                    | 02/11/20 | Reviewing 2019 tax return   | 1.25         | 160.00        | 200.00              |
|                                    | 02/12/20 | Review 2019 tax return  | 1.25         | 160.00        | 200.00              |
|                                    | 02/27/20 | Discussing 2019 return questions with preparer  | 0.75         | 160.00        | 120.00              |
|                                    | 02/29/20 | Review 2019 tax return  | 4.25         | 160.00        | 680.00              |
| Stoeling, Kaylee                   |          |   |              |               |                     |
|                                    | 02/07/20 | Preparation of 2019 NY IT-204-LL for McGinn Smith Holdings, LLC and 10 disregarded entities   | 1.00         | 105.00        | 105.00              |
|                                    | 02/29/20 | Mail & Courier Services   |              |               | 6.00                |
|                                    | 02/01/20 | Tax Processing Fee - 2020   |              |               | 75.00               |
|                                    |          |   | <u>33.92</u> |               | <u>4,608.33</u>     |

**McGinn Smith - WIP Detail - 02/01/2020 - 02/29/2020**

|  | <b>Date</b> |  | <b>Hours</b> | <b>Billing Price</b> | <b>Billing Price Total</b> |
|--|-------------|--|--------------|----------------------|----------------------------|
| <b>Mr. Cranberry,</b><br>Cousins, Jessica        |             |  |              |                      |                            |
| Curry, Suzanne                                   | 02/11/20    | IT-204-LL Review   | 0.08         | 180.00               | 15.00                      |
|  | 02/02/20    | Reviewing updates to return  | 0.75         | 160.00               | 120.00                     |
|  | 02/03/20    | Review updates to tax return   | 0.25         | 160.00               | 40.00                      |
|  | 02/04/20    | Review tax return  | 0.25         | 160.00               | 40.00                      |
|  | 02/10/20    | Updating 2019 tax return   | 0.50         | 160.00               | 80.00                      |
|  | 02/17/20    | Assembly review of 2019 returns and K-1 packages;<br>Uploading files to portal                 | 0.22         | 160.00               | 34.67                      |
| Schaffstall, Michael                             | 02/08/20    | Review of 2019 federal and state tax return  | 0.50         | 330.00               | 165.00                     |
|  | 02/14/20    | Review of 2019 tax returns   | 0.75         | 330.00               | 247.50                     |
| Stoelting, Kaylee                                | 02/07/20    | IT-204-LL Preparation  | 0.25         | 105.00               | 26.25                      |
|  | 02/01/20    | Tax Processing Fee - 2020  |              |                      | 75.00                      |
|  |             |  | <u>3.55</u>  |                      | <u>843.42</u>              |
| <b>TDM Cable Funding LLC</b><br>Cousins, Jessica |             |  |              |                      |                            |
| Curry, Suzanne                                   | 02/11/20    | IT-204-LL Review   | 0.08         | 180.00               | 15.00                      |
|  | 02/03/20    | Review   | 2.25         | 160.00               | 360.00                     |
|  | 02/04/20    | Review tax return and make changes   | 1.50         | 160.00               | 240.00                     |
|  | 02/10/20    | Updating 2019 tax return   | 0.50         | 160.00               | 80.00                      |
|  | 02/11/20    | Updating cash balance on 2019 tax return after call<br>with Brian Shea and Mike Schaffstall.   | 0.25         | 160.00               | 40.00                      |
|  | 02/17/20    | Assembly review of 2019 returns and K-1 packages;<br>Uploading files to portal                 | 0.22         | 160.00               | 34.67                      |
| Schaffstall, Michael                             | 02/03/20    | Final review of changes for tax returns per Brian for<br>years 2006 - 2018                     | 2.50         | 330.00               | 825.00                     |
|  | 02/05/20    | NYS notice discussion with NYS DOT auditor -<br>review of abatement letter for 2018 NYS notice | 1.00         | 330.00               | 330.00                     |
|  | 02/06/20    | Final review of 2006 - 2018 tax returns and penalty<br>abatement letters                       | 0.50         | 330.00               | 165.00                     |
|  | 02/07/20    | Review of federal and NYS 2006 - 2018 returns  | 1.00         | 330.00               | 330.00                     |
|  | 02/14/20    | Review of 2019 tax returns   | 0.75         | 330.00               | 247.50                     |
| Stoelting, Kaylee                                | 02/08/20    | 2019 NY IT-204-LL Preparation  | 0.50         | 105.00               | 52.50                      |
|  | 02/29/20    | Mail & Courier Services  |              |                      | 10.55                      |
|  | 02/01/20    | Tax Processing Fee - 2020  |              |                      | 75.00                      |
|  |             |  | <u>14.85</u> |                      | <u>2,805.22</u>            |

**McGinn Smith - WIP Detail - 02/01/2020 - 02/29/2020**

|                                 | <b>Date</b> |   | <b>Hours</b> | <b>Billing Price</b> | <b>Billing Price Total</b> |
|---------------------------------|-------------|---|--------------|----------------------|----------------------------|
| <b>TDMM Cable Funding LLC</b>   |             |   |              |                      |                            |
| Cousins, Jessica                |             |   |              |                      |                            |
|                                 | 02/11/20    | 2019 NY IT-204-LL Review  | 0.08         | 180.00               | 15.00                      |
| Curry, Suzanne                  |             |   |              |                      |                            |
|                                 | 02/02/20    | Updating 2019 final return explanation and Schedule D presentation          | 0.25         | 160.00               | 40.00                      |
|                                 | 02/10/20    | Updating 2019 tax return  | 0.25         | 160.00               | 40.00                      |
|                                 | 02/17/20    | Assembly review of 2019 returns and K-1 packages; Uploading files to portal | 0.23         | 160.00               | 37.33                      |
| Schaffstall, Michael            |             |   |              |                      |                            |
|                                 | 02/14/20    | Review of 2019 tax returns  | 0.75         | 330.00               | 247.50                     |
| Stoelting, Kaylee               |             |   |              |                      |                            |
|                                 | 02/08/20    | 2019 NY IT-204-LL Preparation   | 0.25         | 105.00               | 26.25                      |
|                                 | 02/01/20    | Tax Processing Fee - 2020   |              |                      | 75.00                      |
|                                 |             |   | <u>1.82</u>  |                      | <u>481.08</u>              |
| <b>Transaction Funding Corp</b> |             |   |              |                      |                            |
| Curry, Suzanne                  |             |   |              |                      |                            |
|                                 | 02/10/20    | Updating 2019 tax return  | 0.50         | 160.00               | 80.00                      |
|                                 | 02/17/20    | Assembly review of 2019 returns, uploading files to portal                  | 0.22         | 160.00               | 34.67                      |
| Schaffstall, Michael            |             |   |              |                      |                            |
|                                 | 02/14/20    | Review of 2019 tax return   | 1.00         | 330.00               | 330.00                     |
|                                 | 02/01/20    | Tax Processing Fee - 2020   |              |                      | 75.00                      |
|                                 |             |   | <u>1.72</u>  |                      | <u>519.67</u>              |
| <b>TOTAL FEES INCURRED</b>      |             |   |              |                      | <b>\$ 15,381.03</b>        |
| Less Discount                   |             |   |              |                      | <u>(3,072.21)</u>          |
| <b>TOTAL INVOICE AMOUNT</b>     |             |   |              |                      | <b>\$ <u>12,308.82</u></b> |



**McGinn Smith & Co., Inc.**  
 Attn: Mr. William J. Brown  
 c/o Phillips Lytle LLP  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203

Invoice No. 10416936  
 Date 3/31/2020  
 Client No. 7148.0

**Invoice**

For professional services rendered from March 1, 2020 through  
 March 31., 2020 per detailed attachment

2,030.00

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**BALANCE DUE \$2,030.00**

Payable when rendered. Make checks payable to Chiampou Travis Besaw & Kershner LLP.  
 Please include invoice number on all correspondence and checks.

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45 Bryant Woods North | Amherst, NY 14228 | Phone 716.630.2400 | Fax 716.630.2401 | [ctbk.com](http://ctbk.com)

Tax Identification number 16-1468002

Thank you

**McGinn Smith - WIP Detail - 03/01/2020 - 03/31/2020**

|                               | <b>Date</b> | <b>Hours</b>  | <b>Billing Price</b> | <b>Billing Price Total</b> |
|-------------------------------|-------------|---|----------------------|----------------------------|
| <b>TDM Cable Funding LLC</b>  |             |   |                      |                            |
| Cousins, Jessica              |             |   |                      |                            |
|                               | 03/03/20    | IT-204-LL Review  | 0.08                 | 180.00                     |
| Curry, Suzanne                |             |   |                      | 15.00                      |
|                               | 03/03/20    | Reviewing NYS notice for administrative expense tax liability   | 0.25                 | 160.00                     |
|                               |             |   |                      | 40.00                      |
|                               | 03/04/20    | NYS notice - Meeting with Mike Schaffstall to discuss response. Reviewing notice and call with NYS representatives about status of previous correspondence. | 1.25                 | 160.00                     |
|                               |             |   |                      | 200.00                     |
|                               | 03/06/20    | Gather information and prepare response to NYS notice. Prepare Power of Attorney form to correspond with NYS.   | 1.25                 | 160.00                     |
|                               |             |   |                      | 200.00                     |
|                               | 03/10/20    | Faxing Power of Attorneys to NYS and IRS to allow correspondence for notices received.  | 0.25                 | 160.00                     |
|                               |             |   |                      | 40.00                      |
|                               | 03/11/20    | Review NYS notices.   | 0.25                 | 160.00                     |
|                               |             |   |                      | 40.00                      |
|                               | 03/12/20    | Call with NYS representatives regarding notices received. Meeting with Mike Schaffstall and emailing William Brown and Brian Shea with status updates.      | 1.50                 | 160.00                     |
|                               |             |   |                      | 240.00                     |
|                               | 03/16/20    | Preparing summary of NYS notices received to prepare for response to NYS.   | 1.00                 | 160.00                     |
|                               |             |   |                      | 160.00                     |
|                               | 03/17/20    | Call with NYS regarding administrative tax expense liability statement.   | 0.25                 | 160.00                     |
|                               |             |   |                      | 40.00                      |
| Schaffstall, Michael          |             |   |                      |                            |
|                               | 03/12/20    | Reviewing NYS notice response   | 0.50                 | 330.00                     |
|                               |             |   |                      | 165.00                     |
|                               | 03/17/20    | Reviewing NYS notice response   | 0.50                 | 330.00                     |
|                               |             |   |                      | 165.00                     |
|                               |             |   | <u>7.08</u>          | <u>1,305.00</u>            |
| <b>TDMM Cable Funding LLC</b> |             |   |                      |                            |
| Cousins, Jessica              |             |   |                      |                            |
|                               | 03/03/20    | 2019 NY IT-204-LL Review  | 0.08                 | 180.00                     |
| Curry, Suzanne                |             |   |                      | 15.00                      |
|                               | 03/17/20    | Call with NYS regarding administrative tax expense liability statement.   | 0.25                 | 160.00                     |
|                               |             |   |                      | 40.00                      |
|                               |             |   | <u>0.33</u>          | <u>55.00</u>               |
| <b>TOTAL FEES INCURRED</b>    |             |   |                      | <b>\$ 2,517.50</b>         |
| Less Discount                 |             |   |                      | <u>(503.50)</u>            |
| Mail & Courier Services       |             |   |                      | 16.00                      |
| <b>TOTAL INVOICE AMOUNT</b>   |             |   |                      | <b><u>\$ 2,030.00</u></b>  |

**McGinn Smith - WIP Detail - 03/01/2020 - 03/31/2020**

|                                   | <b>Date</b> |   | <b>Hours</b> | <b>Billing Price</b> | <b>Billing Price Total</b> |
|-----------------------------------|-------------|---|--------------|----------------------|----------------------------|
| <b>Capital Holdings Corp</b>      |             |   |              |                      |                            |
| Curry, Suzanne                    | 03/03/20    | Reviewing NYS notice about consent to dissolution   | 0.25         | 160.00               | 40.00                      |
|                                   | 03/04/20    | NYS notice - Researching dissolution process and emailing William Brown.                                      | 0.25         | 160.00               | 40.00                      |
|                                   |             |   | <u>0.50</u>  |                      | <u>80.00</u>               |
| <b>Firstline Funding</b>          |             |   |              |                      |                            |
| Cousins, Jessica                  | 03/03/20    | 2019 NY IT-204-LL Review  | 0.08         | 180.00               | 15.00                      |
|                                   |             |   | <u>0.08</u>  |                      | <u>15.00</u>               |
| <b>M&amp;S Partners</b>           |             |   |              |                      |                            |
| Cousins, Jessica                  | 03/03/20    | 2019 NY IT-204-LL Review  | 0.08         | 180.00               | 15.00                      |
| Curry, Suzanne                    | 03/04/20    | NYS notice - Researching 2011 e-file status to respond to notice.   | 0.50         | 160.00               | 80.00                      |
|                                   | 03/06/20    | Gather information and prepare response to NYS notice. Prepare Power of Attorney form to correspond with NYS. | 0.50         | 160.00               | 80.00                      |
|                                   |             |   | <u>1.08</u>  |                      | <u>175.00</u>              |
| <b>McGinn Smith Holdings, LLC</b> |             |   |              |                      |                            |
| Cousins, Jessica                  | 03/03/20    | 2019 NY IT-204-LL Review  | 0.17         | 180.00               | 30.00                      |
| Curry, Suzanne                    | 03/07/20    | Reviewing assembly of 2019 tax return and uploading to portal.  | 0.25         | 160.00               | 40.00                      |
|                                   | 03/17/20    | Call with NYS regarding administrative tax expense liability statement.                                       | 0.25         | 160.00               | 40.00                      |
|                                   | 03/23/20    | Reviewing NYS notice and emailing Brian Shea and William Brown.   | 0.75         | 160.00               | 120.00                     |
|                                   | 03/24/20    | Reviewing IRS notices for 2008 and 2009.  | 0.50         | 160.00               | 80.00                      |
| Schaffstall, Michael              | 03/04/20    | Review 2019 tax return  | 1.25         | 330.00               | 412.50                     |
|                                   | 03/07/20    | Final Review of 2019 tax return   | 0.50         | 330.00               | 165.00                     |
|                                   |             |   | <u>3.67</u>  |                      | <u>887.50</u>              |



Rec'd 6/11/20



**McGinn Smith & Co., Inc.**  
 Attn: Mr. William J. Brown  
 c/o Phillips Lytle LLP  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203

Invoice No. 10417505  
 Date 4/30/2020  
 Client No. 7148.0

**Invoice**

For professional services rendered from April 1, 2020 through April 30, 2020 per detailed attachment

1,652.00

**BALANCE DUE**

**\$1,652.00**

Payable when rendered. Make checks payable to Chiampon Travis Besaw & Kershner LLP.  
 Please include invoice number on all correspondence and checks.

45 Bryant Woods North | Amherst, NY 14228 | Phone 716.630.2400 | Fax 716.630.2401 | [ctbk.com](http://ctbk.com)

Tax Identification number 16-1468002

Thank you

**McGinn Smith - WIP Detail - 03/01/2020 - 03/31/2020**

|                                   | Date     |   | Hours       | Billing Price | Billing Price Total |
|-----------------------------------|----------|---|-------------|---------------|---------------------|
| <b>M&amp;S Partners</b>           |          |   |             |               |                     |
| Curry, Suzanne                    |          |   |             |               |                     |
|                                   | 04/23/20 | Reviewing 2011 NYS notice.  | 0.42        | 160.00        | 66.67               |
|                                   | 04/28/20 | Preparing response to NYS notice.   | 0.50        | 160.00        | 80.00               |
|                                   |          |   | <u>0.92</u> |               | <u>146.67</u>       |
| <b>McGinn Smith Holdings, LLC</b> |          |   |             |               |                     |
| Cousins, Jessica                  |          |   |             |               |                     |
|                                   | 04/24/20 | 2019 NY IT-204-LL Review  | 0.50        | 180.00        | 90.00               |
| Curry, Suzanne                    |          |   |             |               |                     |
|                                   | 04/01/20 | NYS notice - Reviewing bank details provided by Brian Shea. Summarizing payments in comparison to 2019 NY IT-204-LLs. | 1.25        | 160.00        | 200.00              |
|                                   | 04/13/20 | Preparing response to IRS request for information.  | 0.75        | 160.00        | 120.00              |
|                                   | 04/24/20 | Reviewing NYS 2019 notice and discussing how to respond with CTBK IT-204-LL team.                                     | 0.75        | 160.00        | 120.00              |
|                                   | 04/27/20 | Call with Mike Schaffstall regarding notice responses.  | 0.50        | 160.00        | 80.00               |
|                                   | 04/28/20 | Preparing amended 2019 NY IT-204-LL in response to NYS notice.  | 0.75        | 160.00        | 120.00              |
| Schaffstall, Michael              |          |   |             |               |                     |
|                                   | 04/14/20 | Reviewing IRS notice response.  | 0.50        | 330.00        | 165.00              |
|                                   | 04/27/20 | Reviewing NYS notice  | 0.50        | 330.00        | 165.00              |
|                                   |          |   | <u>5.50</u> |               | <u>1,060.00</u>     |
| <b>Mr. Cranberry, LLC</b>         |          |   |             |               |                     |
| Curry, Suzanne                    |          |   |             |               |                     |
|                                   | 04/23/20 | Reviewing 2006 NYS notice.  | 0.42        | 160.00        | 66.67               |
|                                   | 04/27/20 | Preparing response to NYS notice.   | 0.25        | 160.00        | 40.00               |
|                                   | 04/28/20 | Preparing response to NYS notice.   | 1.50        | 160.00        | 240.00              |
|                                   | 04/29/20 | Revising NYS notice response and providing to Brian Shea and William Brown.   | 0.25        | 160.00        | 40.00               |
| Schaffstall, Michael              |          |   |             |               |                     |
|                                   | 04/28/20 | Reviewing NYS notice response - 2006  | 0.50        | 330.00        | 165.00              |
|                                   |          |   | <u>2.92</u> |               | <u>551.67</u>       |

**McGinn Smith - WIP Detail - 03/01/2020 - 03/31/2020**

|                               | <b>Date</b> |   | <b>Hours</b> | <b>Billing Price</b> | <b>Billing Price Total</b> |
|-------------------------------|-------------|---|--------------|----------------------|----------------------------|
| <b>TDM Cable Funding LLC</b>  |             |   |              |                      |                            |
| Curry, Suzanne                |             |   |              |                      |                            |
|                               | 04/13/20    | Reviewing NYS response to notices   | 0.50         | 160.00               | 80.00                      |
|                               | 04/14/20    | Preparing response to IRS notice. Discussing response with Mike Schaffstall.                                    | 0.75         | 160.00               | 120.00                     |
|                               | 04/27/20    | Reviewing IRS notice correspondence. Attempted to call IRS for update, but no response due to limited staffing. | 0.25         | 160.00               | 40.00                      |
|                               |             |   | <u>1.50</u>  |                      | <u>240.00</u>              |
| <b>TDMM Cable Funding LLC</b> |             |   |              |                      |                            |
| Curry, Suzanne                |             |   |              |                      |                            |
|                               | 04/23/20    | Reviewing 2011 NYS Notice   | 0.42         | 160.00               | 66.67                      |
|                               |             |   | <u>0.42</u>  |                      | <u>66.67</u>               |
| <b>TOTAL FEES INCURRED</b>    |             |   |              |                      | <b>2,065.00</b>            |
| Less Discount                 |             |   |              |                      | <u>(413.00)</u>            |
| <b>TOTAL INVOICE AMOUNT</b>   |             |   |              |                      | <b><u>1,652.00</u></b>     |

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF NEW YORK

-----X  
SECURITIES AND EXCHANGE COMMISSION :

*Plaintiff,* :

vs. :

Case No. 1:10-CV-457  
(GLS/CFH)

McGINN, SMITH & CO., INC., :  
McGINN, SMITH ADVISORS, LLC :  
McGINN, SMITH CAPITAL HOLDINGS CORP., :  
FIRST ADVISORY INCOME NOTES, LLC, :  
FIRST EXCELSIOR INCOME NOTES, LLC, :  
FIRST INDEPENDENT INCOME NOTES, LLC, :  
THIRD ALBANY INCOME NOTES, LLC, :  
TIMOTHY M. McGINN, AND :  
DAVID L. SMITH, GEOFFREY R. SMITH, :  
Individually and as Trustee of the David L. and :  
Lynn A. Smith Irrevocable Trust U/A 8/04/04, :  
LAUREN T. SMITH, and NANCY McGINN, :

*Defendants,* :

LYNN A. SMITH and :  
NANCY McGINN, :

*Relief Defendants. and* :

GEOFFREY R. SMITH, Trustee of the :  
David L. and Lynn A. Smith Irrevocable :  
Trust U/A 8/04/04, :

*Intervenor.* :

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**ORDER APPROVING TWELFTH INTERIM APPLICATION  
OF CHIAMPOU TRAVIS BESAW & KERSHNER LLP  
FOR APPROVAL OF FEES**

Upon the Application of Chiampou Travis Besaw & Kershner LLP (“Chiampou”) for Approval of the Twelfth Interim Application for Fees dated July 8, 2020 (“Application”) for an order approving accountant’s fees and expenses; and notice of the Application having been given to the Securities and Exchange Commission and all parties who have filed a Notice of

Appearance in this action and other parties in interest via the Receiver's website, which notice is deemed good and sufficient notice; and the Court having determined that sufficient cause exists; it is therefore

ORDERED, that the Application is approved such that compensation for services rendered between January 1, 2020 through May 31, 2020 in the amount of \$27,364.55 is allowed as an interim allowance, and it is further

ORDERED, that the Receiver is authorized and directed to pay the amounts as allowed pursuant to this Order.

Dated: \_\_\_\_\_, 2020

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Hon. Christian F. Hummel  
United States Magistrate Judge

Doc #8236467.1

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF NEW YORK

-----X  
SECURITIES AND EXCHANGE COMMISSION :

*Plaintiff,*

vs.

Case No. 1:10-CV-457  
(GLS/CFH)

McGINN, SMITH & CO., INC., :  
McGINN, SMITH ADVISORS, LLC :  
McGINN, SMITH CAPITAL HOLDINGS CORP., :  
FIRST ADVISORY INCOME NOTES, LLC, :  
FIRST EXCELSIOR INCOME NOTES, LLC, :  
FIRST INDEPENDENT INCOME NOTES, LLC, :  
THIRD ALBANY INCOME NOTES, LLC, :  
TIMOTHY M. McGINN, AND :  
DAVID L. SMITH, GEOFFREY R. SMITH, :  
Individually and as Trustee of the David L. and :  
Lynn A. Smith Irrevocable Trust U/A 8/04/04, :  
LAUREN T. SMITH, and NANCY McGINN, :

*Defendants,*

LYNN A. SMITH and  
NANCY McGINN,

*Relief Defendants. and*

GEOFFREY R. SMITH, Trustee of the  
David L. and Lynn A. Smith Irrevocable  
Trust U/A 8/04/04,

*Intervenor.*

-----X

**CERTIFICATE OF SERVICE**

I, Karen M. Ludlow, being at all times over 18 years of age, hereby certify that on July 15, 2020, a true and correct copy of the Twelfth Interim Application of Chaimpou Travis Besaw & Kershner LLP for Approval of Fees (“Chiam pou Twelfth Fee Application”) was caused to be served by e-mail upon all parties who receive electronic notice in this case pursuant to the Court’s ECF filing system, and by First Class Mail to the parties indicated below:

- **William J. Brown** wbrown@phillipslytle.com, khatch@phillipslytle.com
- **Certain McGinn Smith Investors** apark@weirpartners.com
- **Elizabeth C. Coombe** elizabeth.c.coombe@usdoj.gov, paul.condon@usdoj.gov, CaseView.ECF@usdoj.gov, kelly.ciccarelli@usdoj.gov
- **William J. Dreyer** wdreyer@dreyerboyajian.com, bhill@dreyerboyajian.com, lowens@dreyerboyajian.com, coconnell@dreyerboyajian.com
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- **Brad M. Gallagher** bgallagher@barclaydamon.com
- **James H. Glavin** , IVhglavin@glavinandglavin.com
- **Bonnie R. Golub** bgolub@weirpartners.com
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- **Charles C. Swanekamp** cswanekamp@bsk.com,mhepple@bsk.com
- **Walter Weir** wweir@weirpartners.com,smorris@weirpartners.com
- **Bryan M. Westhoff** bryan.westhoff@kayescholer.com
- **Benjamin Zelsermyer** bzlaw@optonline.net,steincav@aol.com

And, I hereby certify that on July 15, 2020, I mailed, via first class mail using the United States Postal Service, a copy of the Chiam pou Twelfth Fee Application to the individuals listed below:

Nancy McGinn  
426-8th Avenue  
Troy, NY 12182

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Boston, MA 02110-1727

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Iseman, Cunningham, Riester & Hyde, LLP  
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Albany, NY 12203

David G. Newcomb  
Judith A. Newcomb  
224 Independence Way  
Mount Bethel, PA 18343

Dated: July 15, 2020

/s/ Karen M. Ludlow  
Karen M. Ludlow

Doc #8236636.1