

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.

**NOTICE OF SEVENTEENTH INTERIM
APPLICATION OF PHILLIPS LYTLE LLP AND THE
RECEIVER FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

PLEASE TAKE NOTICE that upon the Seventeenth Interim Application of Phillips Lytle LLP and the Receiver for Allowance of Compensation and Reimbursement of Expenses (“Application”), Phillips Lytle LLP (“Phillips Lytle”) 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, Albany, New York 12207-2924, on **May 20, 2021 at 9:30 a.m.**, seeking an Order to be entered approving the

and

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

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David L. and Lynn A. Smith Irrevocable :
Trust U/A 8/04/04, :

Intervenor. :

**FACE SHEET PURSUANT TO LOCAL RULE 2016-1
FOR SEVENTEENTH INTERIM APPLICATION BY ATTORNEYS
FOR RECEIVER AND THE RECEIVER FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

APPLICANT'S NAME: Phillips Lytle LLP and William J. Brown, as
Receiver

APPLICANT'S ADDRESS: Omni Plaza
30 South Pearl Street
Albany, New York 12207

DATE APPLICANT APPOINTED: April 20, 2010

NATURE OF SERVICES RENDERED: Legal services rendered for William J. Brown, Receiver, with respect to McGinn, Smith & Co., Inc., et al. and for Receiver services and expenses for the period from October 1, 2020 through February 28, 2021

AMOUNT OF COMPENSATION SOUGHT FOR FEES FROM OCTOBER 1, 2020 THROUGH FEBRUARY 28, 2021 \$53,302.29 (including Phillips Lytle and Receiver's fees at pre-arranged discounted hourly rates) at 7.5% for Phillips Lytle and \$225 rather than \$510.00 - \$525.00 per hour for the Receiver

AMOUNT OF COMPENSATION SOUGHT FOR EXPENSES FROM OCTOBER 1, 2020 THROUGH FEBRUARY 28, 2021 \$2,464.04

Dated: April 7, 2021

PHILLIPS LYTLE LLP

By /s/ William J. Brown

William J. Brown (Bar Roll #601330)
Catherine N. Eisenhut (Bar Roll #520849)

Attorneys for the Receiver
Omni Plaza
30 South Pearl Street
Albany, New York 12207
Telephone No. (518) 472-1224

and

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Intervenor. :

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**SEVENTEENTH INTERIM APPLICATION OF PHILLIPS LYTLE LLP
AND THE RECEIVER FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Phillips Lytle LLP (“Phillips Lytle”) submits this application (“Fee Application”) for allowance of interim compensation and reimbursement of expenses for the five-month period from October 1, 2020 through February 28, 2021 pursuant to Section XIV of this Court’s Preliminary Injunction Order (Docket No. 96). Attached as **Exhibit A** is the Declaration of William J. Brown, Esq. in support of the Fee Application. Phillips Lytle respectfully represents as follows:

INTRODUCTION

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 on August 3, 2011 and Docket No. 334 on June 8, 2011), and the Preliminary Injunction Order was entered on July 22, 2010 appointing William J. Brown as the permanent Receiver.

2. During the period from October 1, 2020 to February 28, 2021 (“Seventeenth Interim Period”), Phillips Lytle performed extensive legal services for the Receiver, and the Receiver performed extensive non-legal or quasi-legal functions, which are each more particularly described below and itemized in the detailed time and disbursement records attached as **Exhibit B**.

3. As a public service discount, the legal fees incurred in this case are being performed with a current 7.5% discount on the hourly rates of Phillips Lytle pursuant to a prior agreement with the SEC. Similarly, the Receiver’s hourly rate for this engagement is \$225 per hour rather than his 2020-2021 hourly rates of \$510-\$525 per hour, again per prior agreement with the SEC.

4. As a result, legal services at full value in this Seventeenth Interim Period total \$41,229.50, while the amount to be paid less the 7.5% discount if this Application is approved is \$38,137.29. The Receiver’s services at full value of \$510-\$525 per hour in this Seventeenth Interim Period total \$35,385.00, while the amount to be paid if this Application is granted are \$15,165.00 at \$225 per hour. This makes the total amount sought pursuant to this Application to be \$53,302.29 in fees and \$2,464.04 in disbursements.

CASE STATUS

5. As of March 12, 2021, there is \$5,061,349 on hand in Receiver accounts, with approximately \$17,640,756.25 having been distributed to investors with allowed claims through the completed First Investor Distribution process, and through the Twentieth Payment Schedule of Second Investor Distribution which substantially completed the Second Investor Distribution. The process of issuing first distribution checks representing payment of 10% of allowed claim amounts to investors concluded on October 2, 2020, and the second round of investor distributions also representing another 10% of allowed claim amounts to investors commenced on October 2, 2020 and is also virtually complete. Investors and parties in interest were so notified through the Receiver's website (www.mcginnsmithreceiver.com) on February 2, 2021. To date, the First through the Twentieth Schedules of Second Investor Distributions have been filed, with a total amount of second distributions being \$10,451,708.57. The Receiver and his staff have also concluded their assessment of funds available for a third and final distribution to investors with allowed claims which will commence on May 17, 2021 and conclude by May 28, 2021. The third distribution should bring total distributions to 23.84% of allowed claims. All post-Receiver obligations are current and paid on a current basis other than the amounts sought in professional fee applications. The monies held in the Receiver's accounts are unencumbered. When this estate was commenced in April 2010, there was \$485,491.63 on hand.

6. Currently, the investor and creditor claims bar date and the equity claims bar dates have passed following the successful administration of claims notice procedures. Judgments in favor of the SEC in its action against David L. Smith, Lynn Smith, the Smith Trust, Geoffrey Smith, Lauren Smith and Timothy McGinn were entered in June and July 2015. The Second Circuit upheld those judgments in a decision on April 18, 2016.

7. There are approximately \$124,123,595 in investor claims, some of which have been subject to objection or various grounds. Net claims appear to be in the range of \$111,128,066.92. At present, it appears likely that relatively small additional collections to further increase investor recoveries are possible, although they remain subject to negotiations and serious contingencies, and other primarily equity positions are worthless.

8. A Plan of Distribution was filed on December 30, 2015 (Docket No. 847), and a Memorandum-Decision and Order approving the Plan of Distribution was entered on October 31, 2016 (Docket No. 904).

9. The SEC's Standard Fund Accounting Reports are attached to this Application as **Exhibit C**.

SUMMARY OF ACTIVITIES DURING SEVENTEENTH INTERIM PERIOD

10. While the legal, non-legal and quasi-legal functions and services performed during the Seventeenth Interim Period are described in greater detail below and in the detailed time and disbursement records attached as Exhibit B, this executive summary is provided to highlight some of the activities and accomplishments during this period.

11. From a cash perspective, the beginning balance of the Receiver's accounts as of October 2, 2020 totaled \$15,529,681.00, and at March 12, 2021, the balance was \$5,061,349. The successful sales of various businesses previously operated by the Receiver took place in prior periods. Interest income contributed to the maintenance of account values and to pay operating expenses of the Receivership in this period. Account balance differences are due primarily to investor distributions.

12. During the Application Period, the Receiver filed twenty-one Distribution Payment Schedules to investors as reflected on the Docket of the Court, and paid those Scheduled amounts to investors.

13. First and second distribution checks have been issued to investors, or IRA custodians on behalf of investors. The checks represented 20% of allowed claim amounts. While the Receiver stated to investors and parties in interest at numerous times, including on the Receiver's website on March 31, 2020, that he estimated that total distributions to investors with allowed claims would range between approximately 13.5 to 21.7 percent, it now appears that total distributions to investor with allowed claims will total 23.84%.

14. Beginning with the Twentieth Payment Schedule of First Investor Distributions (Docket No. 968), Investors who received collateral recoveries had their claim files reviewed for eligibility for first distribution payments, and collateral recovery investors began receiving first distribution checks.

15. Also during the Application Period, the Receiver and his staff commenced preparation for the dissolution of the various partnerships, limited liability corporations, and c corps comprising the Receivership estate, consistent with the filing of final tax returns, which has been underway for several years. These preparations included researching the status of the various entities comprising the Receivership estate and the applicable state laws and procedures governing dissolution of such entities, as well as drafting the certificates and other papers necessary to effectuate dissolution. The dissolution process is ongoing, with dissolution papers having been filed for several entities, while others are awaiting approval for dissolution from the relevant tax authorities or further wind-down of activity of the Receivership estate.

16. Following the completion of the second investor distribution, the Receiver and his staff constructed a timeline and procedural model for the Third Investor Distribution including calculations of the maximum amount available to distribute allowing for payment of all administrative costs to wind-up the Receiver estate and any possible contingencies. The procedural model also incorporated and anticipated the application of various offsets previously

approved by the Court, including offsets for collateral recoveries and preferred investor recoveries, to the distributions to be made in the Third Investor Distribution. This planning also took into account significant legal and tax analysis in an effort to anticipate any potential liabilities or contingencies that could arise prior to the conclusion of the Receivership.

17. As is true in all periods, the Receiver continues to deal with various day-to-day issues involving the operation of the estate, the review, calculation and allowance of investor claims, responding to numerous investor claims and questions, and the collection of remaining assets.

COMPENSATION FOR LEGAL SERVICES

18. The legal services rendered by Phillips Lytle during the Seventeenth Interim Period have been categorized into twenty-two (23) separate categories (Categories A through W), as described below:

A. Asset Analysis and Recovery

Category A relates to the recovery of miscellaneous assets including a Bank of America proceeds check (Geoffrey Smith), and communications with SEC regarding the deposit of same.

In rendering the services in Category A, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$52.50, and \$38.90 in disbursement expense:

| <u>ATTORNEY</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|------------------|--------------|-------------|--------------|
| William J. Brown | 0.10 | 525.00 | 52.50 |

B. Claims Administration and Objections

Category B relates to numerous and continuous communications with multiple investors respecting issues involving their specific claims; dealing with the administration and

follow up as to lost and incomplete investor claims and multiple communications regarding same; the preparation and filing of the First through Twentieth Schedules of Second Investor Distribution, attending to mailing of second investor distribution checks to investors, work on the preparation of distribution schedules for preferred investors and the related extensive mathematical computations to calculate the reduced amount of these claims; and attending to ongoing review and updating of McGinn Smith Receiver’s website.

In rendering the services in Category B, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$14,683.50, plus \$1,250.72 in disbursement expense:

| <u>ATTORNEY</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|-----------------------|--------------|-------------|--------------|
| William J. Brown | 3.90 | 525.00 | 2,047.50 |
| Catherine N. Eisenhut | 46.80 | 270.00 | 12,636.00 |

C. Asset Disposition

No services were charged to or rendered by Phillips Lytle in Category C during the Seventeenth Interim Period.

D. Business Operations

No services were charged to or rendered by Phillips Lytle in Category D during the Seventeenth Interim Period.

E. Case Administration

Category E is a “catch all” category consisting of services performed by Phillips Lytle in connection with this action and primarily consists of services performed which do not fit within one of the other 22 specific categories.

During this time period, this category consists of essentially all of the day-to-day work for the Receiver and his professionals and the handling of the legal affairs of the 82 entities

which were initially placed into Receivership by this Court’s Preliminary Injunction Order (Docket No. 96). The detailed descriptions attached include communications and correspondence regarding dealing with various business issues arising in the ordinary course of business, matters relating to financial statements, various legal inquiries and questions raised by the SEC concerning the Receivership and SFAR reports; dealing with insurance issues and questions; preparation, communications with M&T Bank, KeyBank and Five Star Bank regarding existing accounts; extensive communications with investors on legal questions, attending to multiple follow-up communications for the closing of the Dinosaur brokerage account and the National Financial Services account; continued review and updating of McGinn Smith Receiver website; review of returned Investor Questionnaires; preparation of Payment Schedules and review, approval and distribution of distribution checks to investors.

In rendering the services in Category E, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$20,461.50, and \$930.32 in disbursement expense:

| <u>ATTORNEY</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|-----------------------|--------------|-------------|--------------|
| William J. Brown | 21.90 | 525.00 | 11,497.50 |
| Catherine N. Eisenhut | 33.20 | 270.00 | 8,964.00 |

F. Employee Benefits/Pensions

Category F relates to the 401K plan of Timothy McGinn and communications with Pension Works regarding final statement and completion of services.

In rendering the services in Category F, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$157.50, and no disbursement expense:

| <u>ATTORNEY</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|------------------|--------------|-------------|--------------|
| William J. Brown | 0.30 | 525.00 | 157.50 |

G. Fee/Employment Applications

No reimbursement is sought at this time for services charged to or rendered by Phillips Lytle in Category G during the Seventeenth Interim Period.

H. Fee/Employment Objections

No services were charged to or rendered by Phillips Lytle in Category H during the Seventeenth Interim Period.

I. Accounting/Auditing

No services were charged to or rendered by Phillips Lytle in Category I during the Seventeenth Interim Period.

J. Business Analysis

No services were charged to or rendered by Phillips Lytle in Category J during the Seventeenth Interim Period.

K. Corporate Finance

No services were charged to or rendered by Phillips Lytle in Category K during the Seventeenth Interim Period.

L. Data Analysis

No services were charged to or rendered by Phillips Lytle in Category L during the Seventeenth Interim Period.

M. Status Reports

No services were charged to or rendered by Phillips Lytle in Category M during the Seventeenth Interim Period.

N. Litigation Consulting

No services were charged to or rendered by Phillips Lytle in Category N during the Seventeenth Interim Period.

O. Forensic Accounting

No services were charged to or rendered by Phillips Lytle in Category O during the Seventeenth Interim Period.

P. Tax Issues

Category P consists of services related to conversations and investigations in connection with tax issues related to Plan distributions, tax return preparation and certain financial statement issues; review of McGinn Smith Holdings notices and communications regarding payment of same; numerous communications regarding tax questions on distributions and steps to finalize final tax returns, receive and review IRS notices regarding PrimeVision entities and numerous conferences and communications with financial professionals regarding tax issues and any potential tax liabilities and planning for same.

In rendering the services in Category P, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$5,034.50, and \$126.03 in disbursement expense:

| <u>ATTORNEY</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|----------------------|--------------|-------------|--------------|
| William J. Brown | 8.70 | 525.00 | 4,567.50 |
| Marks, Kelly E. | 1.10 | 390.00 | 429.00 |
| Taberski, Deborah L. | 0.20 | 190.00 | 38.00 |

Q. Valuation

No services were charged to or rendered by Phillips Lytle in Category Q during the Seventeenth Interim Period.

R. William J. Brown, as Receiver Function

Category R consists of services related to the function of William J. Brown, as Receiver in his capacity as Receiver. These services, per prior agreement with the SEC, are rendered at \$225 per hour. Thus, while the accrued amount would otherwise be \$35,385.00, the discounted amount to be paid is \$15,165.00. All of the Receiver's travel time is charged to this category and, thus, is at a substantially reduced rate.

The daily time entries reveal the Receiver's almost daily involvement with the various Receiver entities identified in the various descriptions including for this Application Period almost daily communications with investors to answer questions about assets recovered, the claims process, asset distributions to creditors, weekly review, processing and approval of payments to vendors and other third parties for services rendered to Receiver operating companies, review and authorization of payroll, review of communications from investors and SEC regarding various and ongoing matters, review of bank statements and accounts, review and dealing with NFS statements and Dinosaur Securities statements; maintenance of website and updating of same, review of National Life Insurance annual reports, dealings with and review of

statements from M&T Bank, KeyBank and Five Star Bank in connection with the Receivership estate account maintenance, the review of checks and invoices for payment on a weekly basis for those various operating businesses, conferences with third parties regarding claims and related issues, attend to weekly review of payroll requests and substantiation for same, numerous investor communications both by phone, in writing and e-mail, attending to various investor letters.

In rendering the services in Category R, the Receiver expended the time represented below at the hourly rates represented below for a total value of \$35,385.00, and \$118.07 in disbursement expense:

| <u>ATTORNEY</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|------------------|--------------|-------------|--|
| William J. Brown | 67.40 | 525.00 | \$35,385.00 (to be billed and paid at \$15,165.00) |

S. SEC vs. McGinn, Smith & Co., Inc., et al.

Category S consists of services related to legal involvement in the SEC's action against McGinn, Smith & Co., Inc. and other parties including review of pleadings, communications with SEC regarding lost and abandoned claims process; communications with SEC regarding Bank of America turnover order and information on account involved.

In rendering the services in Category S, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$840.00, and no disbursement expense:

| <u>ATTORNEY</u> | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|------------------|--------------|-------------|--------------|
| William J. Brown | 1.60 | 525.00 | 840.00 |

T. W.J. Brown, as Receiver of McGinn Smith & Co., Inc. vs. Thomas E. Livingston

No services were charged to or rendered by Phillips Lytle in Category T during the Seventeenth Interim Period.

U. Sale of McGinn Niskayuna Property

No services were charged to or rendered by Phillips Lytle in Category U during the Seventeenth Interim Period.

V. Sale of Smith Vero Beach Property

No services were charged to or rendered by Phillips Lytle in Category V during the Seventeenth Interim Period.

W. David L. & Lynn A. Smith Irrevocable Trust

No services were charged to or rendered by Phillips Lytle in Category W during the Seventeenth Interim Period.

X. USA vs. McGinn, Smith & Co. Inc.

No services were charged to or rendered by Phillips Lytle in Category X during the Seventeenth Interim Period.

Y. William J. Brown, as Receiver for Third Albany Income Notes, LLC vs. David Kennedy and Stephen I. Willis

No services were charged to or rendered by Phillips Lytle in Category Y during the Seventeenth Interim Period.

REIMBURSEMENT OF EXPENSES

19. Photocopies made by Phillips Lytle are billed by Phillips Lytle at \$.10 per page, which is based upon Phillips Lytle's costs. Telefax charges are \$1.00 per page for outgoing documents, with no charge for incoming documents. Long distance telephone charges and overnight courier charges are billed at cost. Overnight courier charges are incurred only when necessary as determined by either the Receiver or Phillips Lytle. In addition, there are the usual disbursements of such items as long distance telephone charges, duplicating charges, and UPS charges for checks received and sent to Receivership businesses.

20. Phillips Lytle incurred out-of-pocket expenses for secretarial overtime in connection with this case. These amounts have been written off and no claim for reimbursement of such expenses is being sought herein.

PARTICULAR EXPENDITURES

21. During the Seventeenth Interim Period, there were no substantial charges to report.

CONCLUSION

22. All of the services for which Phillips Lytle now seeks compensation were performed on behalf of the Receiver. No services were performed by Phillips Lytle in any capacity other than as counsel to the Receiver.

23. Phillips Lytle has provided the SEC with copies of Phillips Lytle's and the Receiver's billing statements attached as Exhibit B. Following its pre-filing review of this Fee Application, the SEC has notified Phillips Lytle and the Receiver the SEC has no objection to the amounts sought by Phillips Lytle or the Receiver pursuant to this Fee Application.

24. As the record in this action clearly indicates, Phillips Lytle has worked persistently and efficiently during the Seventeenth Interim Period to handle various issues for the Receiver, the resolution of which will, to varying degrees, enhance the fair and equitable

distribution of the McGinn Smith Entities' proceeds to its creditors. This action has mandated a considerable expenditure of Phillips Lytle resources.

25. Based upon the foregoing, Phillips Lytle and the Receiver represent that they are entitled to the interim compensation and reimbursement of expenses sought herein.

26. Phillips Lytle and the Receiver believe that this Fee Application substantially complies with the substantive requirements of the guidelines for fee applications adopted by the SEC.

NOTICE

27. 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.

Phillips Lytle and the Receiver submit that no other or further notice need be given.

WHEREFORE, Phillips Lytle and the Receiver respectfully request that this Court enter an order allowing and approving Phillips Lytle's and the Receiver's Application for (i) interim compensation in the amount of \$53,302.29, and reimbursement of expenses in the amount of \$2,464.04, for a total of \$55,766.33 for the period of October 1, 2020 through February 28, 2021; and (ii) granting such other and further relief as is just and proper.

Dated: April 7, 2021

PHILLIPS LYTLE LLP

By /s/ William J. Brown

William J. Brown (Bar Roll #601330)

Catherine N. Eisenhut (Bar Roll #520849)

Attorneys for the 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 #9525263.3

Exhibit A

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

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LAUREN T. SMITH, and NANCY McGINN, :

Defendants, :

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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
**DECLARATION OF WILLIAM J. BROWN IN SUPPORT OF SEVENTEENTH
INTERIM APPLICATION OF PHILLIPS LYTLE LLP AND THE RECEIVER FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. §1746, William J. Brown declares, under penalty of
perjury, as follows:

1. I am a partner with the law firm of Phillips Lytle LLP (“Phillips Lytle”) and am also the Receiver (“Receiver”) appointed in this action for certain of the Defendants and other entities.

2. I make this declaration in support of the Seventeenth Interim Application of Phillips Lytle and of the Receiver for Allowance of Compensation and Reimbursement of Expenses (“Application”) in connection with Phillips Lytle’s representation of the Receiver in this Case and the Receiver’s services.

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 Phillips Lytle in connection with the Application are those which were customarily charged by Phillips Lytle 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. Pursuant to prior agreement, in my capacity as Receiver, I agreed in 2010 to charge an hourly rate of \$225 rather than my 2010 hourly rate of \$425, which hourly rate in 2020-2021 is \$510 - \$525.

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

6. The Interim Compensation sought by Phillips Lytle and the Receiver 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. Phillips Lytle and the Receiver believe they are entitled to Interim Compensation based on the considerable expenditures of Phillips Lytle and Receiver resources incurred since the onset of this action.

8. Phillips Lytle and the Receiver have no agreement directly or indirectly and no understanding exists with any other person or entity for the sharing of compensation to be received for legal or other services rendered in this action, except as such compensation may be shared by and among the attorneys of Phillips Lytle.

Phillips Lytle and the Receiver respectfully request that this Court authorize the allowance of the Interim Compensation sought pursuant to the Application.

Dated: April 7, 2021

/s/ William J. Brown

William J. Brown

Doc #9162491.2

Exhibit B

CATEGORY A

ASSET ANALYSIS & RECOVERY



Attorneys at Law
 One Canalside
 125 Main Street
 Buffalo, NY 14203-2887
 Telecopier # (716) 852-6100
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 FED I.D. #16-0505790

William J. Brown, Esq.
 Phillips Lytle LLP
 One Canalside
 125 Main Street
 Buffalo, NY 14203

Invoice Number 1031623
 Invoice Date 03/16/21
 Client Number 33474
 Matter Number 00000
 W J Brown

Re: ASSET ANALYSIS & RECOVERY

FOR PROFESSIONAL SERVICES RENDERED THROUGH FEBRUARY 28, 2021:

| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 10/01/20 | WJB | Review NFS check for G Smith as a result of turnover order and prepare e-mail SEC regarding receipt of same and deposit | 0.1 |

CURRENT FEES \$52.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

| | |
|--|-------|
| Overnight Courier WJB - Fedex to National Financial Services, LLC - Re: Asset Recovery | 38.90 |
| CURRENT EXPENSES | 38.90 |

TOTAL AMOUNT OF THIS INVOICE \$91.40

PAYMENT DUE UPON RECEIPT

CATEGORY B

CLAIMS ADMINISTRATION AND OBJECTIONS



Phillips Lytle LLP

Attorneys at Law
 One Canalside
 125 Main Street
 Buffalo, NY 14203-2887
 Telecopier # (716) 852-6100
 (716) 847-8400
 FED I.D. #16-0505790

William J. Brown, Esq.
 Phillips Lytle LLP
 One Canalside
 125 Main Street
 Buffalo, NY 14203

Invoice Number 1031624
 Invoice Date 03/16/21
 Client Number 33474
 Matter Number 00001
 W J Brown

Re: CLAIMS ADMINISTRATION & OBJECTIONS

FOR PROFESSIONAL SERVICES RENDERED THROUGH FEBRUARY 28, 2021:

| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 10/01/20 | WJB | Telephone call from G Canuso regarding expungement of claim, request for proof of mailing of completed Investor Questionnaires and reasons for expungement | 0.2 |
| 10/01/20 | CNE | Email KML5 regarding investor files and follow-up question | 0.1 |
| 10/02/20 | CNE | Review distribution schedules for filing; confer with KML5 regarding process for second distribution; Work on preferred investors second distribution schedule | 2.9 |
| 10/05/20 | CNE | Assist KML5 with responses to investor queries | 0.2 |
| 10/06/20 | WJB | Telephone call from S Tormas regarding R Tormas and treatment of claim | 0.3 |
| 10/06/20 | CNE | Draft report to SEC regarding resolution of certain investor claims | 0.9 |
| 10/07/20 | CNE | Work on report for SEC regarding abandoned claims | 0.6 |

33474 Brown, William J, as Receiver of McGinn,
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March 16, 2021

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 10/09/20 | CNE | Revise report to SEC regarding abandoned claims; Email WJB regarding draft report to SEC regarding abandoned claims | 0.4 |
| 10/13/20 | WJB | Review and revise draft CNE e-mail report to SEC on difficult lost and abandoned investor claims including Smith Trust and Gargiulo Trust | 0.2 |
| 10/13/20 | CNE | Email SEC regarding report on abandoned claims resolution | 0.3 |
| 10/16/20 | CNE | Review files for collateral recovery distribution schedule | 0.4 |
| 10/22/20 | WJB | Review e-mail from Cupersmith's regarding collateral recovery affirmation and forward to staff for allowance of claim | 0.2 |
| 10/22/20 | WJB | Review Gargiulo claim 5002 and prepare e-mail regarding allowance and change of address | 0.2 |
| 10/22/20 | CNE | Respond to WJB question regarding investor claim | 0.1 |
| 10/26/20 | CNE | Review investor certification regarding collateral recoveries | 0.1 |
| 10/30/20 | CNE | Review collateral recovery distribution schedule | 0.6 |
| 11/09/20 | CNE | Confer with KML regarding revised second distribution procedures | 0.2 |
| 11/10/20 | WJB | Review Death Certificate and Letters Testamentary for S Burn | 0.1 |
| 11/10/20 | WJB | Prepare letter to J Keebler for Trust Agreement | 0.1 |
| 11/13/20 | CNE | Review collateral recovery distribution calculations | 0.3 |
| 11/17/20 | WJB | Formel: Investigation of law with regarding to how to deal with payments to dissolved entities under Florida law, prepare draft e-mail to A Formel regarding necessary steps and telephone call to A Formel regarding same | 0.7 |

33474 Brown, William J. as Receiver of McGinn,
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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 11/23/20 | WJB | Keebler Trust: Review e-mail from J Carangelo regarding information needed and prepare reply regarding reasons why | 0.2 |
| 11/23/20 | CNE | Respond to KML5 regarding preferred investor distribution question | 0.2 |
| 11/24/20 | CNE | Respond to KML5 question regarding preferred investor distribution; Review collateral recovery distribution schedule | 0.5 |
| 11/25/20 | CNE | Respond to KML5 questions regarding distribution schedule | 0.2 |
| 12/02/20 | CNE | Prepare schedule for second preferred investor distribution | 2.0 |
| 12/03/20 | CNE | Draft preferred investor distribution schedule | 0.5 |
| 12/08/20 | CNE | Review investor file and documents provided regarding trust claims; E-mail WJB regarding investor trust documents provided | 1.2 |
| 12/09/20 | CNE | Work on preferred investor distribution schedules | 0.4 |
| 12/10/20 | CNE | Draft letter response to investor regarding documents provided for claim processing | 1.2 |
| 12/11/20 | CNE | Review collateral recovery distribution schedule and calculations; Prepare letters to investor and counsel regarding documents required | 2.2 |
| 12/14/20 | CNE | Review materials, returned checks submitted by investor; Draft and review distribution schedules for second distribution to preferred investors | 1.7 |
| 12/15/20 | CNE | E-mail KML5 regarding collateral recovery question | 0.1 |
| 12/16/20 | CNE | Review abandoned claims order, plan of distribution regarding dealing with incomplete claims | 1.6 |

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00001 Claims Administration & Objections
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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 12/17/20 | CNE | Review abandoned claims order, abandoned claims motion; Consider procedure for dealing with unclaimed second distributions and potential lost investors; Draft e-mail to WJB analyzing abandoned claims order and potential procedure to address unclaimed second distributions | 3.5 |
| 12/21/20 | CNE | Review collateral recovery distribution schedule | 0.5 |
| 12/23/20 | CNE | Update preferred investor second distribution schedules and circulate to WJB, KML5 and B Shea; Call with investor regarding paperwork status | 1.2 |
| 12/30/20 | CNE | Respond to KML5 question regarding scheduling preferred investor claims | 0.4 |
| 01/04/21 | WJB | Multiple exchanges of e-mails with B Shea, CNE and staff regarding correct address and payee for claim 4980 and resolution of same | 0.1 |
| 01/04/21 | CNE | Review investor claim file regarding payee information; Communication with investor regarding required information | 0.3 |
| 01/05/21 | WJB | Extended telephone conference with L Morrell regarding J/M Morrell claims evidenced by Trust and recommendation regarding small probate estate as necessary for administration of claims, discussion of same, discussion of Trust provisions and legal consequences and effects and prepare memo to file regarding same | 0.5 |
| 01/05/21 | WJB | Deal with H Tomiak MD Uniform Gift to Minors Act claims and legal issues surrounding same | 0.2 |
| 01/05/21 | CNE | Call with KML5 regarding distribution schedules | 0.1 |
| 01/06/21 | CNE | Communications with KML5 and WJB regarding preferred investor distribution schedules; Review collateral recovery distribution schedule; Review investor documents regarding trust claim | 3.2 |

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 01/07/21 | WJB | Review CNE e-mail with analysis of Morrell Trust Agreement and claims analysis and prepare reply e-mail with instructions for treatment of same | 0.2 |
| 01/07/21 | CNE | Review documents sent by investor | 0.2 |
| 01/08/21 | CNE | Draft letters to investors regarding additional documentation for processing claims | 1.1 |
| 01/11/21 | WJB | Voicemail from H Jones regarding change of address, receipt of checks and prepare memo to file with instructions on how to handle and dispose of claim | 0.2 |
| 01/11/21 | CNE | Calls with investor regarding required documents | 0.4 |
| 01/13/21 | CNE | Communications with investors regarding documentation for processing claims; Analyze receivership savings through claims objections process | 1.3 |
| 01/14/21 | CNE | Analyze collateral recovery savings | 2.3 |
| 01/15/21 | CNE | Review additional documentation for investor claims; Analysis regarding savings through claims reconciliation process | 2.7 |
| 01/18/21 | WJB | Review Ferrero claim issues, documentation and prepare reply with course of action | 0.2 |
| 01/18/21 | CNE | E-mail WJB regarding investor claim distribution | 0.3 |
| 01/19/21 | CNE | Communications with KML5 regarding investor claim distributions; Analysis regarding savings through claims reconciliation process | 1.5 |
| 01/20/21 | CNE | Attend to claims distribution issues; Communications with investors regarding updating claims documents | 0.9 |
| 01/21/21 | CNE | Communications with B Shea and KML5 regarding check processing | 0.4 |

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March 16, 2021

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 01/22/21 | WJB | Review D Manganelli LT and DC and letter from counsel for estate and reply with instructions | 0.2 |
| 01/25/21 | CNE | Review collateral recovery schedule; Communications with KML5 and B Shea regarding preparations for third distribution | 0.4 |
| 01/26/21 | CNE | Analyze second distribution collateral recovery savings | 0.2 |
| 01/27/21 | CNE | Communications with B Shea regarding preparation for third distribution; Review investor file regarding investor question on collateral recovery; Call with investor regarding question on collateral recovery offset; Call with investor regarding additional requested information | 0.9 |
| 02/01/21 | CNE | Review B Shea draft model for third distribution and provide comments to same; Review investor paperwork | 1.8 |
| 02/02/21 | WJB | Review claims 4975 and 4975 regarding stop payment, address change and prepare e-mail regarding same | 0.1 |
| 02/09/21 | CNE | Consider timeline for preparing for third distribution; Communications with KML5 and B Shea regarding third distribution timeline | 0.8 |
| 02/10/21 | CNE | Review investor documents for claim processing; Review claims of unresolved investors | 0.8 |
| 02/11/21 | CNE | Call with KML5 regarding preparation for third distribution; Work on timeline for preparation for third distribution | 1.0 |
| 02/12/21 | CNE | Review B Shea comments to proposed timeline for third distribution preparation and adjust timeline accordingly; Confer with KML5 regarding third distribution preparation timeline; E-mail WJB regarding third distribution timeline; Respond to investor inquiry | 1.0 |
| 02/15/21 | CNE | Review distribution schedule | 0.1 |

33474 Brown, William J. as Receiver of McGinn,
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00001 Claims Administration & Objections
March 16, 2021

Invoice Number 1031624

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 02/17/21 | CNE | E-mails with WJB and KML5 regarding collateral recovery offsets remaining; Return investor call regarding distribution check | 0.3 |
| 02/25/21 | CNE | Consider terms and conditions of abandoned claims order | 0.3 |

CURRENT FEES

\$14,683.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

| | |
|---|--------|
| Overnight Courier CEisenhut - Fedex to Kevin Smith - Re: Claims | 30.48 |
| Overnight Courier CEisenhut - Fedex to Stephen Smith - Re: Claims | 30.48 |
| Overnight Courier CEisenhut - Fedex to Kathryn Reed - Re: Claims | 30.48 |
| Overnight Courier WJB - Fedex to Harold Albert Smith - Re: Claims | 30.48 |
| Overnight Courier WJB - Fedex to Brian Shea - Re: Case Admin | 31.97 |
| Overnight Courier CEisenhut - Fedex to Stephen Smith - Re: Claims Administration | 31.97 |
| Overnight Courier CEisenhut - Fedex to Kathryn Reed - Re: Claims Administration | 31.97 |
| Overnight Courier CEisenhut - Fedex to Kevin Smith - Re: Claims Administration | 31.97 |
| Overnight Courier CEisenhut - Fedex to Nancy Eaton - Re: Claims Administration | 31.97 |
| Postage WJB - Postage to Various (288 pieces) - Re: Claims | 144.00 |
| Postage WJB - Postage to Louis A. Rosamilia, Trustee (Margaret F. Bosley Trust) - Re: Claims | 6.25 |
| Postage WJB - Postage to Various (200 pieces) - Re: Claims | 122.00 |
| Postage WJB - Re: Postage to Various (200); Re: Claims | 100.00 |

33474 Brown, William J. as Receiver of McGinn,
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March 16, 2021

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| | |
|--|--------|
| Postage WJB - Postage to Various - Re: Claims Administration & Objections | 100.00 |
| Postage WJB - Postage to Various (200 pieces) - Re: Claims | 100.00 |
| Postage WJB - Postage to Various (200 pcs) - Re: Claims | 108.50 |
| Duplicating A1, 257 Page(s) | 25.70 |
| Postage WJB - Postage to Various (300 pieces) - Re: Claims | 150.00 |
| Postage WJB - Postage to Various (225 pieces) - Re: Claims | 112.50 |

CURRENT EXPENSES

1,250.72

TOTAL AMOUNT OF THIS INVOICE

\$15,934.22

PAYMENT DUE UPON RECEIPT

CATEGORY E

CASE ADMINISTRATION



Phillips Lytle LLP

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William J. Brown, Esq.
 Phillips Lytle LLP
 One Canalside
 125 Main Street
 Buffalo, NY 14203

Invoice Number 1031625
 Invoice Date 03/16/21
 Client Number 33474
 Matter Number 00004
 W J Brown

Re: CASE ADMINISTRATION

FOR PROFESSIONAL SERVICES RENDERED THROUGH FEBRUARY 28, 2021:

| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 10/02/20 | WJB | Plan: Review last distribution schedule and approve Sixty-Fifth Payment Schedule for filing with Court | 0.5 |
| 10/02/20 | WJB | Plan: Review first and second distribution schedules for second round of distributions to investors with allowed claims and prepare reply approving same | 0.4 |
| 10/02/20 | WJB | Plan: Prepare e-mail CNE regarding method for calculation of collateral review distributions in second distribution round to verify same and review response | 0.2 |
| 10/02/20 | WJB | Prepare e-mail SEC regarding commencement of second distribution of 10% to investors, next steps and remaining issues | 0.2 |
| 10/05/20 | WJB | Plan: Review e-mail from CNE on C Richardson IRA change to direct payment, consider legal rules regarding same and prepare reply on how to proceed | 0.2 |
| 10/06/20 | WJB | Revise investor explanation of second distribution and legal impact of same and conditions | 0.1 |

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
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March 16, 2021

Invoice Number 1031625

Page 2 of 12

| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 10/06/20 | WJB | Final revision to investor website update and approve same | 0.1 |
| 10/06/20 | WJB | Plan: Deal with Metal Consultants and Graber uncashed checks and prepare e-mail regarding same | 0.1 |
| 10/06/20 | WJB | Plan: Work on arrangements for distribution checks and processing of same | 0.1 |
| 10/07/20 | WJB | Plan: Prepare reply e-mail to R Marquardt on judgment versus broker and review August 13, 2020 e-mail regarding conditions concerning collateral recovery and receipt of second distribution checks and finalize response regarding broker as not being third party beneficiary of Plan of Distribution terms | 0.3 |
| 10/08/20 | WJB | Plan: Review, reconcile and authorize last first distribution checks | 0.2 |
| 10/12/20 | WJB | Telephone call from H Rittenberg, Esq. regarding CMS Financial and evaluation of opportunities to liquidate equity claims regarding estate of his client, analysis and course of action | 0.2 |
| 10/13/20 | WJB | Prepare website update on legal status of second distribution process for investors | 0.3 |
| 10/13/20 | WJB | Further revise website update on second distribution process | 0.2 |
| 10/13/20 | WJB | Prepare final revisions and approve posting for website description for second investor distribution process | 0.2 |
| 10/13/20 | WJB | Retrieve and e-mail to H Rittberg Esq. information on CMS claim for estate matters | 0.3 |
| 10/14/20 | WJB | Review B Shea and staff e-mails regarding discrepancies on Schedule First and resolution of same | 0.2 |
| 10/15/20 | WJB | Plan: Review B Shea e-mail regarding cash transfers to fund distribution account, review same and prepare reply | 0.1 |

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
00004 Case Administration
March 16, 2021

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 10/15/20 | WJB | Plan: Review and Third and Fourth investor distribution schedules and approve same | 0.2 |
| 10/15/20 | WJB | Plan: Review Cupersmith e-mail and form of letter regarding lack of response to prior collateral recovery question and prepare reply letter regarding same | 0.2 |
| 10/15/20 | WJB | Plan: Consider and develop return check procedure | 0.1 |
| 10/16/20 | WJB | Plan: Review CNE sign-off on collateral recovery treatment and reply regarding wind-up | 0.1 |
| 10/18/20 | WJB | Plan: Prepare e-mail to and review reply from B Shea regarding estimated completion of checks for Third and Fourth Second Distribution Schedules | 0.1 |
| 10/18/20 | WJB | Plan: Prepare reply e-mail to B Shea regarding treatment of Claim No. 4677 | 0.1 |
| 10/21/20 | WJB | Plan: Review second distribution checks 3185-3528 and prepare e-mail B Shea regarding confirming receipt | 0.2 |
| 10/21/20 | WJB | Plan: Review second payment schedule regarding check nos. 3178 - 3184 as received from B Shea | 0.2 |
| 10/21/20 | WJB | Plan: Review first and second distribution checks to Bosley Trust and prepare letter to Trustee regarding status of negotiation and receipt of checks | 0.3 |
| 10/27/20 | WJB | Plan: Review notice of returned items as to J Araszewski and positive pay rejection and prepare letter to investor requesting him to redeposit check | 0.1 |
| 10/27/20 | WJB | Prepare e-mail B Shea regarding closing Dinosaur and NFS accounts and remaining assets, investigate remaining assets and prior efforts to liquidate, prepare draft letters to financial institution to liquidate assets and deliver proceeds to Receiver | 0.5 |
| 10/30/20 | WJB | Plan: Review filing notices and Fifth and Sixth payment schedules for filing and approve same | 0.2 |

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 11/02/20 | WJB | Plan: Review Bosley Trust first distribution check received from M&T to demonstrate prior negotiation and send same with instructions to Bosley Trustee per request | 0.2 |
| 11/02/20 | WJB | Plan: Review Fifth Payment Schedule error and correct same | 0.1 |
| 11/05/20 | WJB | Plan: Review amended new Fifth Schedule and approve issuance and filing of same along with notice of amended schedule | 0.2 |
| 11/10/20 | WJB | Review letter from F DiClementi regarding MS Real Estate and prepare reply letter regarding Plan of Distribution and included entities with explanation regarding prior activities of MS Real Estate | 0.2 |
| 11/10/20 | WJB | Telephone call from J Keebler regarding existence of two Keebler trusts and instructions regarding legal documents necessary for disposition of funds | 0.2 |
| 11/13/20 | WJB | Complete Dinosaur brokerage forms in order to liquidate final assets and close accounts and prepare letter to Dinosaur regarding same | 0.4 |
| 11/13/20 | WJB | Prepare letter to NSF regarding closing of brokerage account and providing necessary documentation | 0.3 |
| 11/13/20 | WJB | Revise letter to Dinosaur brokerage regarding closing account and send same | 0.1 |
| 11/13/20 | WJB | Plan: Review and approve for filing Seventh and Eighth distribution schedules | 0.1 |
| 11/13/20 | WJB | Telephone call from Dinosaur regarding additional requested information for Certificate of Investment Powers, complete same and return to Dinosaur | 0.2 |
| 11/17/20 | WJB | Plan: Review J Manasse settlement in connection with second distribution and prepare e-mail regarding conclusions regarding same | 0.2 |

33474 Brown, William J. as Receiver of McGinn,
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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 11/17/20 | WJB | Telephone call from Dwayne at Dinosaur regarding additional questions on closing account and forward license and extended e-mail to Dinosaur regarding authority to close account and insisting upon compliance with Receivership Order | 0.3 |
| 11/24/20 | WJB | Review e-mail from B Shea regarding Cortera credit search engine using his private mobile number and prepare e-mail IT team for assistance in identifying solutions to same | 0.2 |
| 11/24/20 | WJB | Review response from IT team concerning Cortera credit search engine, complete revision form and update website per WDE suggestions and e-mail B Shea regarding same | 0.4 |
| 11/24/20 | WJB | Dinosaur: Prepare e-mail to Dinosaur compliance officer regarding status of closing account and liquidating securities | 0.1 |
| 11/24/20 | WJB | Prepare e-mail B Tyler Esq. at NFS regarding status of closing account | 0.1 |
| 11/25/20 | WJB | Review e-mail from Dinosaur compliance officer with additional form for completion regarding removal of securities for closure of account, complete form and send with instructions regarding issuance of physical securities | 0.4 |
| 12/08/20 | WJB | Review Keebler Trust analysis on information from CNE for three trusts and prepare e-mail with instructions on treatment of each | 0.4 |
| 12/14/20 | WJB | Plan: Prepare e-mail CNE regarding request for analysis on abandonment of investor funds for unclaimed monies from second distribution to investors | 0.1 |
| 12/14/20 | WJB | Plan: Review and consider remaining claims for second distribution and calculation completion date | 0.1 |
| 12/15/20 | WJB | Plan: Evaluate A Formel dissolution materials for three entities and forward to CNE with explanation for legal analysis and review | 0.2 |

33474 Brown, William J. as Receiver of McGinn,
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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 12/21/20 | WJB | Prepare Receiver website update as to status of Plan and distribution and next steps | 0.5 |
| 01/05/21 | WJB | Plan: Revise reply letter to P Cheese regarding UK tax loss and e-mail B Shea to verify claim amount | 0.2 |
| 01/05/21 | WJB | Plan: Review B Shea e-mail on round two distribution issues | 0.1 |
| 01/05/21 | WJB | Plan: Compile list of second distribution status and issues, revise list of items, conference with staff regarding same and e-mail to B Shea regarding same | 0.4 |
| 01/06/21 | WJB | Plan: Review CNE e-mail regarding status of offset claims including Fisher claims and telephone conference regarding credits issued and determining amounts | 0.3 |
| 01/08/21 | WJB | Plan: Review Fifteenth and Sixteenth payment schedules to investors including questions regarding claim 4908 and prepare e-mail to staff regarding same | 0.4 |
| 01/08/21 | WJB | Plan: Review B Shea third distribution model and modeling assumptions in preparation for calculation of third distribution amount | 0.3 |
| 01/11/21 | WJB | Plan: Review W Feibes letter and prepare response regarding Power of Attorney investments and distributions made | 0.2 |
| 01/15/21 | WJB | Plan: Review situations with Ms. Lukens checks and lack of asserted delivery, consider various measures available to protect checks and prepare e-mail with instructions for follow-up | 0.2 |
| 01/15/21 | WJB | Plan: Prepare e-mail B Shea regarding factors to consider in modeling third distribution | 0.2 |
| 01/25/21 | WJB | Plan: Review e-mail from B Shea on blank checks, approve same and forward to staff regarding same | 0.1 |
| 01/25/21 | WJB | Review facts concerning Dr. Pelletier claim and direct next steps regarding same | 0.1 |

33474 Brown, William J. as Receiver of McGinn,
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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 01/29/21 | WJB | Plan: Consider issues regarding state law dissolution for receivership entities, plan same and prepare e-mail CNE, B Shea regarding same, revise same and review form of NYS dissolution | 0.4 |
| 01/29/21 | CNE | Review process and procedures for dissolution of NY state entities | 1.3 |
| 01/31/21 | WJB | Plan: Review draft model for third distribution, calculate percentage, prepare e-mail with questions concerning model and assumptions and consider potential open issues | 0.4 |
| 02/01/21 | CNE | Research regarding NYS rules and requirements for dissolution of entities | 3.0 |
| 02/02/21 | WJB | Prepare website update on second and third distributions and next steps in Receivership including review and calculation of statistics | 0.7 |
| 02/02/21 | WJB | Deal with uncashed IRA Services checks and prepare e-mail staff regarding follow-up regarding legal issues concerning same | 0.1 |
| 02/02/21 | CNE | Research NY and FL requirements for dissolution of business entities | 3.0 |
| 02/03/21 | WJB | Plan: Review wind-down model prepared by B Shea and prepare e-mail B Shea regarding administrative expense reserve and windup steps to December 31, 2021 | 0.2 |
| 02/03/21 | WJB | Plan: Review B Shea timeline regarding wind-down and prepare reply regarding post-distribution activities and prepare next steps | 0.2 |
| 02/03/21 | WJB | Prepare e-mail CNE regarding NYS dissolution process and obtaining clearance to dissolve entities | 0.2 |
| 02/03/21 | WJB | Conference CNE regarding entity dissolution process, forms and strategy regarding same | 0.2 |

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 02/03/21 | CNE | Call with WJB regarding dissolution of inactive entities; Review requirements for dissolving entities in Florida; Review list of inactive entities to be dissolved to confirm state of formation, status; Draft form dissolution documents for New York entities | 4.3 |
| 02/04/21 | CNE | Update draft form dissolution documents for NYS; E-mail draft form dissolution documents to WJB for review; Review and update list of entities to be dissolved; E-mail entity list to B Shea for review; Review dissolution procedures for CA | 2.4 |
| 02/05/21 | CNE | Review organizational documents for entities to be dissolved; E-mail WJB, B Shea regarding proposal for timing on third distribution, finalizing distribution amount | 1.2 |
| 02/08/21 | WJB | Plan: Review CNE Excel workbook on status of dissolving entities, review multiple forms and prepare comments to same regarding execution and filing with various states | 0.5 |
| 02/08/21 | WJB | Review CNE e-mail on form of dissolution process and review six revised documents and prepare reply to same including scope of authority under Plan of Distribution and various court orders regarding same | 0.6 |
| 02/08/21 | CNE | Communications with WJB and B Shea regarding entities to dissolve; Revise form dissolution documents per WJB comments; Review court documents regarding 74 State Capital resolution; Research regarding process to dissolve NY not-for-profit corporation | 2.5 |
| 02/09/21 | WJB | Review revised dissolution forms and prepare reply with instructions to CNE | 0.2 |
| 02/09/21 | WJB | Plan: Consider timeline for distribution of third investor checks and winding up of Receivership, prepare response to CNE via e-mail with instructions for timeline and delegation of duties | 0.3 |
| 02/09/21 | CNE | Review procedures for dissolution of non-profits in New York; E-mail WJB and B Shea regarding status of certain inactive real estate entities | 1.0 |

33474 Brown, William J. as Receiver of McGinn,
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March 16, 2021

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 02/10/21 | WJB | Review e-mail from CNE regarding James J Carroll Charitable Fund dissolution under NY law and not-for-profit situation, consider same and prepare reply regarding action steps regarding follow-up with KEM | 0.2 |
| 02/10/21 | WJB | Review summary of discussion with KEM concerning not-for-profit dissolution, consider same and prepare response regarding next steps | 0.1 |
| 02/10/21 | CNE | Communications with KEM regarding dissolution of non-profit entity; E-mail WJB regarding potential avenues for dissolution of non-profit entity; Coordinate preparation of dissolution documents for inactive entities | 2.6 |
| 02/11/21 | CNE | Review receivership docket for information regarding not-for-profit entity; E-mail KEM regarding ordering certificate of incorporation | 1.0 |
| 02/12/21 | CNE | Review draft dissolution certificates for NY entities | 2.7 |
| 02/13/21 | WJB | Review B Shea proposal for destruction of business records at Albany location, consider same, review Court Order and prepare replies regarding same | 0.2 |
| 02/15/21 | CNE | Review James J Carroll charter; Research regarding dissolution of California corporation | 1.6 |
| 02/16/21 | CNE | E-mail KEM regarding language in not-for-profit charter; Prepare list of NY entities to be dissolved immediately; Review materials forwarded by B Shea regarding inactive entities | 1.3 |
| 02/17/21 | WJB | Deal with entity dissolution issues including review of Cutler Cay prior history and documents to assist in legal information needed and also review California Alarm Trading exchanges with SOS to determine whether any further process should be pursued and prepare e-mail following review of background material | 0.7 |

33474 Brown, William J. as Receiver of McGinn,
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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 02/17/21 | WJB | Revise dissolution instruction e-mail to CNE and B Shea regarding Cuter Cay and California Alarm Trading | 0.2 |
| 02/17/21 | CNE | Review tax returns for entity to be dissolved; Review draft dissolution documents and prepare for WJB signature | 2.0 |
| 02/18/21 | CNE | E-mail KEM regarding question regarding dissolution of non-profit entity; E-mail WJB with report on process for dissolving non-profit entity | 0.4 |
| 02/19/21 | CNE | E-mail LEF regarding preparing cover letters for dissolution certificates; Prepare status tracker for receivership entities | 0.6 |
| 02/22/21 | WJB | Work on redrafting third investor distribution letter, review status of case and legal issues and calculations and forward for revisions | 0.4 |
| 02/22/21 | CNE | Review state records for non-NY McGinn Smith entities | 0.5 |
| 02/24/21 | WJB | Prepare e-mail M Shaffstall at Chiampou regarding tax return delivery and calculation of Plan reserves following third distribution and need for tax confirmation as to any remaining tax liabilities for planning purposes | 0.2 |
| 02/24/21 | WJB | Review dissolution documents for 16 McGinn Smith entities, conference with CNE regarding same, review, approve, sign and return | 1.1 |
| 02/24/21 | CNE | Call with WJB regarding dissolution documents; E-mails with B Shea regarding entities to be dissolved; Update draft status tracker for entities to be dissolved | 1.2 |
| 02/25/21 | WJB | Analyze CNE memo regarding abandoned claims, review motion and order regarding and prepare reply to memo regarding second distribution abandoned and lost investors and course of action regarding same | 0.8 |
| 02/25/21 | CNE | E-mail WJB to confirm entities to be dissolved; Confirm entities to be dissolved are not active and operating | 0.5 |
| 02/26/21 | CNE | Review executed certificates of dissolution | 0.1 |

33474 Brown, William J. as Receiver of McGinn,
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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 02/28/21 | WJB | Plan: Prepare e-mail B Shea regarding third distribution assumptions for planning | 0.3 |

CURRENT FEES

\$20,461.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

| | |
|---|-------|
| Postage WJB - Postage to Various (8) - Re: Case Admin | 19.60 |
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721034; DATE: 2/17/2021. - Filing Fee - 74 State Capital, L.P. CCR - 12961 | 60.00 |
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721035; DATE: 2/17/2021. - Filing Fee - FGF Partners, L.P. CCR - 12962 | 60.00 |
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721036; DATE: 2/17/2021. - Filing Fee - Atlantis Strategic Total Return Fund, LLC CCR - 12963 | 60.00 |
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721037; DATE: 2/17/2021. - Filing Fee - IP Investors LLC CCR - 12964 | 60.00 |
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721038; DATE: 2/17/2021. - Filing Fee - McGinn, Smith Capital Management LLC CCR - 12965 | 60.00 |
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721039; DATE: 2/17/2021. - Filing Fee - McGinn, Smith Firstline Funding, LLC CCR - 12966 | 60.00 |
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721042; DATE: 2/17/2021. - Filing Fee - McGinn, Smith Group LLC CCR - 12969 | 60.00 |

33474 Brown, William J. as Receiver of McGinn,
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00004 Case Administration
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| | |
|--|---------------|
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721043; DATE: 2/17/2021. - Filing Fee - Mr. Cranberry LLC CCR - 12970 | 60.00 |
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721044; DATE: 2/17/2021. - Filing Fee - MS Real Estate Capital Partners, LLC CCR - 12971 | 60.00 |
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721045; DATE: 2/17/2021. - Filing Fee - MSFC Security Holdings, LLC CCR - 12972 | 60.00 |
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721046; DATE: 2/17/2021. - Filing Fee - Rapid Emergency Services, LLC CCR - 12973 | 60.00 |
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721047; DATE: 2/17/2021. - Filing Fee - TDM Cable Funding, LLC CCR - 12974 | 60.00 |
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721048; DATE: 2/17/2021. - Filing Fee - Three Rock Partners LLC CCR - 12975 | 60.00 |
| Filing Fee PAYEE: New York Department of State; REQUEST#: 721049; DATE: 2/17/2021. - Filing Fee - IPO Syndicate, LLC CCR - 12976 | 60.00 |
| Overnight Courier CEisenhut - Fedex to William J. Brown, Esq. - Re: Case Administration | 44.47 |
| Filing Fee VENDOR: HSBC CC Bankruptcy/8563; INVOICE#: 8563/022321; DATE: 2/23/2021 | 20.00 |
| Filing Fee VENDOR: HSBC CC Bankruptcy/8563; INVOICE#: 8563/022321; DATE: 2/23/2021 | 6.25 |
| CURRENT EXPENSES | <u>930.32</u> |

TOTAL AMOUNT OF THIS INVOICE \$21,391.82

PAYMENT DUE UPON RECEIPT

CATEGORY F

EMPLOYEE BENEFITS/PENSIONS



Phillips Lytle LLP

Attorneys at Law
 One Canalside
 125 Main Street
 Buffalo, NY 14203-2887
 Telecopier # (716) 852-6100
 (716) 847-8400
 FED I.D. #16-0505790

William J. Brown, Esq.
 Phillips Lytle LLP
 One Canalside
 125 Main Street
 Buffalo, NY 14203

Invoice Number 1031626
 Invoice Date 03/16/21
 Client Number 33474
 Matter Number 00005
 W J Brown

Re: EMPLOYEE BENEFITS / PENSIONS

FOR PROFESSIONAL SERVICES RENDERED THROUGH FEBRUARY 28, 2021:

| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 10/06/20 | WJB | Review e-mail from A Allen at Pension Works regarding final statement and completion of services and respond regarding same and provide prior e-mail confirming same | 0.3 |

CURRENT FEES \$157.50

TOTAL AMOUNT OF THIS INVOICE \$157.50

PAYMENT DUE UPON RECEIPT

CATEGORY P

TAX ISSUES



Phillips Lytle LLP

Attorneys at Law
 One Canalside
 125 Main Street
 Buffalo, NY 14203-2887
 Telecopier # (716) 852-6100
 (716) 847-8400
 FED I.D. #16-0505790

William J. Brown, Esq.
 Phillips Lytle LLP
 One Canalside
 125 Main Street
 Buffalo, NY 14203

Invoice Number 1031628
 Invoice Date 03/16/21
 Client Number 33474
 Matter Number 00015
 W J Brown

Re: TAX ISSUES

FOR PROFESSIONAL SERVICES RENDERED THROUGH FEBRUARY 28, 2021:

| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 10/01/20 | WJB | Prepare e-mail KEM regarding tax implications of Receivership wind-up and review B Shea reply to Chiam pou and prepare reply e-mail regarding closer examination by Chiam pou prior to commencement of wind-up | 0.2 |
| 10/01/20 | KEM | Review and replay to email from WJB regarding final distributions and returns; Review prior analysis regarding same; Research regarding same | 0.6 |
| 10/07/20 | WJB | Review cancellation of indebtedness income question in connection with final tax position of Receivership estate, treatment of same and prepare e-mail to tax accountants regarding their 2018 advice and status of 2020 confirmation advice regarding potential tax liabilities and reasons for same | 0.5 |
| 10/07/20 | WJB | Review IRS PrimeVision 2008 referral to collection agency and send to tax accountants | 0.1 |

33474 Brown, William J, as Receiver of McGinn,
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00015 Tax Issues
March 16, 2021

Invoice Number 1031628

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 10/13/20 | WJB | Review and sign Powers of Attorneys requested by tax accountants for PrimeVision Facilities of Keys Cove and PrimeVision Facilities of Cutler Kay and two other entities and prepare reply regarding same | 0.2 |
| 10/14/20 | WJB | Check status of Chiampou Travis' tax accountants' review of potential future tax liability for Receivership estate as update to 2018 tax analysis and prepare e-mail to Chiampou regarding timing of same for update | 0.2 |
| 10/15/20 | WJB | Review e-mail from Chiampou Travis regarding conclusion on zero tax liability to conclude receivership estate | 0.2 |
| 11/02/20 | WJB | Review McGinn Smith Holding IRS application of payment to 2009 taxes and prepare e-mail to Chiampou Travis regarding same since no tax is apparently due | 0.1 |
| 11/03/20 | WJB | Review notice regarding PrimeVision 2008 and 2012 asserted taxes and referral to collector, review history and prepare e-mail Chiampou Travis regarding same for action steps | 0.2 |
| 11/10/20 | WJB | Review notice from Performant regarding PrimeVision of Cutler Cay penalties and forward to Chiampou Travis | 0.1 |
| 11/16/20 | WJB | Review two IRS notices regarding PrimeVision 2010 and 2012 referrals to tax collectors and prepare e-mail to Chaiimpou regarding request for written status report of PrimeVision efforts | 0.1 |
| 11/16/20 | WJB | Review three proposed responses prepared by Chiampou regarding PrimeVision communications with IRS, approve same and prepare e-mail B Shea regarding same | 0.3 |
| 11/18/20 | WJB | Prepare letter to IRS and collection agencies regarding PrimeVision entities as part of Receivership order and prepare e-mail Chiampou Travis with directions and action steps to attempt to gain attention of IRS to deal with Receivership tax questions | 0.2 |
| 11/18/20 | WJB | Revise letter to IRS and e-mail to Chiampou regarding action steps on PrimeVision entities and getting attention of IRS | 0.6 |

33474 Brown, William J. as Receiver of McGinn,
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00015 Tax Issues
March 16, 2021

Invoice Number 1031628

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 11/19/20 | WJB | Review e-mail from M Schaffstall at Chiampou Travis regarding recommendations concerning course of action regarding PrimeVision entities in connection with IRS and prepare reply regarding amount of accruing interest | 0.0 |
| 11/23/20 | WJB | Review e-mail from S Curry regarding interest rate accruing to IRS, evaluate timing of Chiampou response to tax issues with IRS and prepare reply regarding action steps | 0.3 |
| 12/02/20 | WJB | Review and revise abatement request letter for PrimeVision entities, substantial editing and forward to Chiampou Travis for filing with IRS | 0.7 |
| 12/08/20 | WJB | Review Performant notice regarding PrimeVision of Cutler Cay and forward to Chiampou to include in notices to taxpayer representative | 0.1 |
| 12/09/20 | WJB | Review S Curry e-mail with report from Taxpayer Advocate regarding PrimeVision penalties and interest full abatement and prepare reply and forward to staff | 0.2 |
| 12/14/20 | WJB | Review notices from Performant regarding PrimeVision and forward again to Chiampou Travis for action | 0.1 |
| 12/15/20 | WJB | Check on 2017 TDM Cable Funding IRS notice regarding late return filing received on 12/11 and forward to Chiampou Travis for action and response | 0.2 |
| 12/16/20 | WJB | Review TDM 2017 abatement letter prepared by Chiampou Travis and approve same and forward to B Shea | 0.2 |
| 12/22/20 | WJB | Review TDM Cable late filing notice from IRS, review B Shea letter regarding same and status | 0.1 |
| 12/22/20 | WJB | Review Pioneer notice that PrimeVision file for 2008 has been returned to IRS and send to Chiampou consistent with decision to abate penalty and interest | 0.1 |

33474 Brown, William J. as Receiver of McGinn,
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00015 Tax Issues
March 16, 2021

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 12/29/20 | WJB | PrimeVision: Review ten abatement notices by entity and forward to Chiampou Travis for verification and assessment of status | 0.2 |
| 01/05/21 | WJB | Review S Curry certificate of abatement from IRS and prepare reply regarding PrimeVision | 0.1 |
| 01/13/21 | WJB | Review e-mail from Chiampou Travis regarding TDM Cable abatement per IRS | 0.1 |
| 01/15/21 | WJB | Review and prepare reply e-mail to B Shea regarding FIIN final tax return filing date and process for same | 0.1 |
| 01/20/21 | WJB | Review IRS notice regarding PrimeVision taxes due as being \$0 and forward to Chiampou for reconciliation as to all tax matters | 0.1 |
| 01/25/21 | WJB | Review IRS TDM Cable penalty abatement letter and questions regarding interest calculation and prepare e-mail Chiampou Travis regarding same | 0.1 |
| 01/25/21 | WJB | Review Chiampou response regarding TDM interest calculations by IRS and to expect invoice regarding calculation as possibly \$0 | 0.1 |
| 02/09/21 | WJB | Review IRS notice regarding June 26, 2020 letter regarding McGinn Smith Holdings and prepare follow-up e-mail to B Shea regarding actions steps regarding same | 0.2 |
| 02/10/21 | WJB | Review e-mail from S Curry at Chiampou regarding need to complete 2020 tax returns to provide answer to tax liability post-dissolution and prepare reply regarding same | 0.1 |
| 02/10/21 | KEM | Conference with CNE regarding not-for-profit dissolution | 0.4 |
| 02/11/21 | WJB | Review, approve and sign \$100+ payment to IRS on tax return liability | 0.1 |
| 02/11/21 | WJB | Review IRS TDM Cable Funding 2017 abatement letter and send same to Chiampou and B Shea, and process | 0.2 |

33474 Brown, William J. as Receiver of McGinn,
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00015 Tax Issues
March 16, 2021

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 02/11/21 | DLT | Order charter document | 0.1 |
| 02/12/21 | DLT | Review charter document and email KEM | 0.1 |
| 02/16/21 | KEM | Email with CNE regarding Foundation | 0.1 |
| 02/23/21 | WJB | Investigate T McGinn and D Smith residency following release from prison, review law for same and investigate release date for tax return purposes | 0.4 |
| 02/23/21 | WJB | Investigate state of domicile residency and reply to B Shea for D Smith and T McGinn tax purposes | 0.2 |
| 02/24/21 | WJB | Review 2020 NY Form IT-204-LL and e-file forms for McGinn Smith Holdings and prepare reply to Chiampou regarding need for complete package and delivery of same | 0.3 |
| 02/26/21 | WJB | Review report on tax liability of Receivership estates based upon cancellation of indebtedness | 0.2 |
| 02/28/21 | WJB | Review, approve and sign Form IT-204 and associated e-file authorizations for McGinn Smith Holdings, LLC, 107th Associates, LLC, First Advisory Income Notes, LLC, First Excelsior Income Notes, LLC, First Independent Income Notes LLC, McGinn Smith Advisors, LLC, McGinn Smith Alarm Trading, LLC, McGinn Smith Funding, LLC, McGinn Smith Licensing, LLC, NEI Capital, LLC, Third Albany Income Notes, LLC | 0.7 |
| 02/28/21 | WJB | Review Chiampou Travis tax analysis and prepare reply regarding open questions and next steps | 0.5 |

CURRENT FEES

\$5,034.50

33474 Brown, William J. as Receiver of McGinn,
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00015 Tax Issues
March 16, 2021

Invoice Number 1031628

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FOR COSTS ADVANCED AND EXPENSES INCURRED:

| | |
|---|--------------|
| Outside Printing VENDOR: United Corporate Services, Inc.; INVOICE#: P935759; DATE: 2/11/2021 - DLT - Re: James J. Carroll Charitable Fund/Document Retrieval/NY; Obtain New York State Plain Copies | 81.56 |
| Overnight Courier WJB - Fedex to William B. Brown - Re: Taxes | 44.47 |
| CURRENT EXPENSES | <hr/> 126.03 |

TOTAL AMOUNT OF THIS INVOICE \$5,160.53

PAYMENT DUE UPON RECEIPT

CATEGORY R

WILLIAM J. BROWN, AS RECEIVER FUNCTION



Phillips Lytle LLP

Attorneys at Law
 One Canalside
 125 Main Street
 Buffalo, NY 14203-2887
 Telecopier # (716) 852-6100
 (716) 847-8400
 FED I.D. #16-0505790

William J. Brown, Esq.
 Phillips Lytle LLP
 One Canalside
 125 Main Street
 Buffalo, NY 14203

Invoice Number 1031627
 Invoice Date 03/16/21
 Client Number 33474
 Matter Number 00017
 W J Brown

Re: W.J. BROWN, AS RECEIVER FUNCTION

FOR PROFESSIONAL SERVICES RENDERED THROUGH FEBRUARY 28, 2021:

| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 10/01/20 | WJB | Review Five Star Bank CDARS maturity notice and forward to B Shea | 0.1 |
| 10/02/20 | WJB | Review payroll request, approve same and forward to B Shea | 0.1 |
| 10/05/20 | WJB | Review M&T Bank Distribution Account statement received from M&T and prepare e-mail B Shea regarding same plus e-mail to M&T Bank regarding upcoming second distribution activity to be run through account | 0.1 |
| 10/06/20 | WJB | Prepare reply e-mail to R Marquardt regarding second and third distribution and approval to close estate, questions and answers to same | 0.2 |
| 10/06/20 | WJB | Review weekly bank account report from controller | 0.1 |
| 10/06/20 | WJB | Review two M&T bank and CDARS statements and forward to B Shea for reconciliation and posting | 0.1 |
| 10/06/20 | WJB | Review R Marquardt e-mail regarding discharge of judgment | 0.1 |

33474 Brown, William J. as Receiver of McGinn,
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00017 W.J. Brown, as Receiver Function
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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 10/07/20 | WJB | Review M&T Bank statement and forward to B Shea for reconciliation and posting regarding Alarm Traders | 0.1 |
| 10/07/20 | WJB | Review Five Star Bank CDARS statement and forward to B Shea for reconciliation and posting | 0.1 |
| 10/08/20 | WJB | Coordinate receipt of second distribution checks listed on first payment schedule in order to review and authorize same | 0.3 |
| 10/08/20 | WJB | Revise letter to C Richardson regarding IRA direct payment letter | 0.1 |
| 10/08/20 | WJB | Review, reconcile and approve first payment schedule of second distribution checks 2887 through 2909 and checks 2911 through 3176 | 2.5 |
| 10/08/20 | WJB | Review Dinosaur statement and Five Star statement including CDARS renewal and KeyBank statement and forward to B Shea for reconciliation and posting | 0.1 |
| 10/12/20 | WJB | Review e-mail from M Check regarding website access and prepare response with website address | 0.1 |
| 10/13/20 | WJB | Prepare reply e-mail to B Shea regarding Internet equipment analysis for Receivership estate and cost to upgrade in light of non-functioning modem and potential router | 0.2 |
| 10/13/20 | WJB | Review final Sixty-Fifth first payment schedule of investor distributions | 0.1 |
| 10/13/20 | WJB | Prepare further follow-up to B Shea on modem and router service issues and approving service call | 0.2 |
| 10/13/20 | WJB | Review First and Second payment schedules of second investor distributions | 0.1 |
| 10/13/20 | WJB | Review letter from C Richardson regarding making direct payment of his claim | 0.1 |
| 10/13/20 | WJB | Review letter from W Steinkirchner and telephone call with him regarding change of address | 0.1 |

33474 Brown, William J. as Receiver of McGinn,
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00017 W.J. Brown, as Receiver Function
March 16, 2021

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 10/16/20 | WJB | Prepare rely e-mail B Shea on purchase of router, Internet connection and IT services | 0.1 |
| 10/16/20 | WJB | Prepare e-mail SEC regarding status of second distribution and amount distributed to date | 0.2 |
| 10/20/20 | WJB | Deal with issues surrounding third quarter SFAR and delivery of same | 0.1 |
| 10/20/20 | WJB | Review Bosley Trust address and deal with issues surrounding same | 0.1 |
| 10/21/20 | WJB | Review e-mails regarding Bosley Trust check in first distribution and attend to same | 0.1 |
| 10/21/20 | WJB | Review Alarm Traders vendor checks, approve and sign same and return to B Shea | 0.2 |
| 10/21/20 | WJB | Telephone call from G Andruss regarding mother's second distribution check and existence of estate and lack of bank account and discussion regarding same | 0.2 |
| 10/21/20 | WJB | Review, compare and sign second distribution checks 3185 - 3528 | 3.8 |
| 10/22/20 | WJB | Finalize review, signing and distribution of second distribution checks and issues with open issues on several checks and attention to resolution of same | 1.8 |
| 10/22/20 | WJB | Attend to issues regarding current batch of second distribution checks, SFAR for third quarter and claim files on questionable checks | 0.6 |
| 10/22/20 | WJB | Review and approve third quarter SFAR and prepare e-mail to SEC regarding same | 0.4 |
| 10/22/20 | WJB | Deal with process for returned checks arising out of second distribution and develop model for same | 0.2 |

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
00017 W.J. Brown, as Receiver Function
March 16, 2021

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 10/22/20 | WJB | Conference with staff regarding timing of next distribution schedules | 0.2 |
| 10/22/20 | WJB | Attend to withdrawal and closure of account and KeyBank for deposit of proceeds into M&T Distribution account, deal with KeyBank on delay in approving closure of account and arrange for deposit at M&T Bank | 1.1 |
| 10/22/20 | WJB | Prepare e-mail B Shea on upcoming distribution schedule and check processing for remainder of year, review and authorize same | 0.3 |
| 10/22/20 | WJB | Follow-up on second distribution checks and issuance of same | 0.5 |
| 10/22/20 | WJB | Review Receiver letters to accompany second distribution checks and collateral recovery schedule checks, sign same and forward to staff | 0.2 |
| 10/22/20 | WJB | Prepare e-mail with KeyBank withdrawal instructions to staff | 0.1 |
| 10/22/20 | WJB | Review third quarter SFAR received from B Shea and instructions regarding same | 0.1 |
| 10/22/20 | WJB | Review B Shea e-mail on request to break-up dates for second distribution check preparation and delivery | 0.1 |
| 10/23/20 | WJB | Review B Shea response to second distribution check schedule and prepare reply regarding same | 0.1 |
| 10/27/20 | WJB | Calendar dates for filing, distribution of second investor checks and related matters | 0.1 |
| 10/27/20 | WJB | Telephone call from W Hajjar regarding claims website and return phone call regarding SAI Trust, his investment in same and exclusion from Plan, prepare memo to file regarding same | 0.2 |
| 10/27/20 | WJB | Review B Shea e-mail as to accounts to close to file final tax returns, review applicable financial institution statements in preparation for same | 0.3 |

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
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Page 5 of 22

| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 10/27/20 | WJB | Review Friedland reissued check, sign and distribute and prepare e-mail B Shea regarding receipt of same | 0.1 |
| 10/27/20 | WJB | Review expense reports regarding router and computer items, check expenses and approve same | 0.2 |
| 10/27/20 | WJB | Revise two account liquidation letters to financial institutions and finalize same to NFS and Dinosaur based upon B Shea feedback and send same | 0.3 |
| 10/28/20 | WJB | Prepare follow-up e-mail to A Clark regarding retention of McGinn Smith e-mails | 0.1 |
| 10/28/20 | WJB | Review e-mail with new pricing from M&T Bank and forward to B Shea for analysis | 0.1 |
| 10/28/20 | WJB | Prepare response on how to treat RBS IRA distribution | 0.1 |
| 10/29/20 | WJB | Prepare e-mail to DMP regarding preservation of McGinn Smith e-mail data going forward and request for recommendations on best procedures to do so | 0.1 |
| 10/29/20 | WJB | Review e-mail from staff regarding undeliverable second distribution checks and inability to locate investor, consider issue and prepare e-mail with procedure for dealing with such checks pending decision on potential abandonment | 0.2 |
| 10/29/20 | WJB | Telephone call from Bosley trustee regarding whereabouts of first distribution check which had been cashed, follow-up e-mails regarding Morgan Stanley and obtaining negotiated check for Bosley trustee | 0.2 |
| 11/02/20 | WJB | Telephone call from S Burn regarding S burn investor claims in light of death, reinforce need for original Death Certificate and Letters Testamentary and extended discussion as to why same are needed for legal requirements and prepare memo to file | 0.2 |
| 11/02/20 | WJB | Review M&T Bank Distribution Account statement and forward to B Shea for reconciliation and posting | 0.1 |

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|-------------|-------------|--|--------------|
| 11/02/20 | WJB | Review 401K advisors statement and forward to B Shea for reconciliation | 0.1 |
| 11/03/20 | WJB | Review S Burn file following calls regarding same and death of investor | 0.1 |
| 11/03/20 | WJB | Review amended fifth payment schedule and notice for same | 0.1 |
| 11/03/20 | WJB | Review checks for Schedules Fifth and Sixth, prepare e-mail to B Shea regarding receipt of same, review Schedules, checks and approve and sign same | 1.4 |
| 11/04/20 | WJB | Review, reconcile and sign Fifth and Sixth distribution schedule investor checks and process for mailing | 1.9 |
| 11/04/20 | WJB | Prepare status update to SEC through Sixth Payment Schedule | 0.2 |
| 11/10/20 | WJB | Prepare e-mail reply to P Meijer regarding second distribution questions, review claims database and respond regarding IRA question | 0.2 |
| 11/10/20 | WJB | Telephone call from B Shea regarding status of check distribution process, system for same and new computer activation | 0.1 |
| 11/10/20 | WJB | Review Five Star and two M&T Bank statements and prepare e-mail to B Shea with questions regarding same and for posting and reconciliation | 0.1 |
| 11/10/20 | WJB | Telephone call from C Dott regarding T Dott checks, reasons for same being sent to IRA Services as being based upon direction received from T Dott, how to deal with distributions, need for Death Certificate and related matters and prepare memo to file regarding same | 0.3 |
| 11/10/20 | WJB | Extended telephone conference with J Hurtt regarding joint ownership and death of other joint owner and two IRAs and discuss how to deal with claims and necessary documentation, next steps and efforts. | 0.4 |

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|-------------|-------------|---|--------------|
| 11/10/20 | WJB | Review situation with B/D Allard returned checks and method to communicate and prepare e-mail regarding same | 0.1 |
| 11/10/20 | WJB | Prepare reply to D Stoelting regarding wrap-up and final judgments | 0.1 |
| 11/11/20 | WJB | Follow-up and plan next steps to close certain brokerage accounts | 0.2 |
| 11/11/20 | WJB | Review October 27 letters to NFS regarding request to close account and liquidate worthless securities including telephone call to NFS (Michelle) regarding account ending in 1007 and accounting ending in 1381, discuss next steps and course of action | 0.8 |
| 11/11/20 | WJB | Telephone call from C Dott and arrange to send original Death Certificate to Dott family for use in connection with IRA Services | 0.2 |
| 11/11/20 | WJB | Deal with issues surrounding Dinosaur Securities and account ending in 035734 including telephone conferences and following up on value and steps needed to close account regarding corporate authorization | 0.9 |
| 11/11/20 | WJB | Telephone call from Dwayne at Dinosaur Securities regarding account ending in 6649 and requested information to effect same | 0.3 |
| 11/12/20 | WJB | Review proof of new distribution account check order, compare to prior check and approve same and prepare e-mail B Shea regarding same | 0.1 |
| 11/12/20 | WJB | Telephone call from S Rosenman at Dinosaur Securities regarding closing of account and referral to compliance officer and review e-mail to compliance officer for follow-up | 0.2 |
| 11/12/20 | WJB | Telephone call from A Giorgio at Dinosaur as compliance officer regarding closing of McGinn Smith account at Dinosaur, necessary documentation and related matters | 0.3 |

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| 11/12/20 | WJB | Extended telephone call from H Cohen regarding death of father, implications for claims allowance and discussion of small estate probate process and suggestions regarding same | 0.3 |
| 11/13/20 | WJB | Telephone call from A Formel regarding dissolved legal entities and discuss each entity and course of action regarding same | 0.3 |
| 11/13/20 | WJB | Review, sign and approve distribution checks 3795-3799 | 0.1 |
| 11/13/20 | WJB | Review, sign and approve monthly vendor checks and forward to B Shea | 0.1 |
| 11/13/20 | WJB | Telephone call from estate executor and provide instructions for allowance of claims | 0.1 |
| 11/16/20 | WJB | Deal with Iannaccone investor questions on depositing estate check | 0.1 |
| 11/17/20 | WJB | Review, sign and begin approving checks 3800-4024 for latest distribution schedules | 1.3 |
| 11/18/20 | WJB | Review, sign and distribute investor distribution checks 3800-4024 as part of second distribution | 2.2 |
| 11/19/20 | WJB | Consider how to distribute checks to J Lukens and prepare cover letter regarding same being aggregated into one envelope | 0.1 |
| 11/19/20 | WJB | Review e-mail from A Giorgio as compliance officer at Dinosaur Securities regarding worthless securities and next steps and prepare reply regarding same | 0.1 |
| 11/20/20 | WJB | Telephone call from J Keebler regarding necessity to send Trust Agreements to administer claims and prepare memo to file regarding same regarding explanations | 0.2 |
| 11/20/20 | WJB | Telephone call from D Hajjar regarding IRA Services and expectation that check will be returned, prepare e-mail regarding disposition | 0.1 |

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| 11/20/20 | WJB | Telephone call from J Paolo at Herzog Law Firm regarding Keebler Trust Agreements and certification requirements | 0.2 |
| 11/23/20 | WJB | Review and revise letter regarding Iannaccone claim documentation | 0.1 |
| 11/24/20 | WJB | Conference staff regarding timing and process for upcoming distribution schedules and delivery of checks and procedure regarding same | 0.2 |
| 11/24/20 | WJB | Prepare follow-up e-mail to A Formel regarding documents for dissolved entities | 0.1 |
| 11/24/20 | WJB | Review 11/20 letter from D Hajjar regarding redirecting IRA distribution and conference with staff regarding directions regarding same | 0.2 |
| 11/24/20 | WJB | Review P Hurtt returned IRA check and prepare letter J Hurtt regarding instructions as a follow-up to November 10 telephone call | 0.2 |
| 11/24/20 | WJB | Review outline of steps remaining under Plan of Distribution in preparation for final distribution and closing of receivership case | 0.2 |
| 11/24/20 | WJB | Review e-mail from J Lynch regarding timing of seventh distribution checks and prepare reply already mailed after checking on timing | 0.1 |
| 11/25/20 | WJB | Review preliminary ninth and tenth Payment Schedules, review B Shea comments and review CNE sign-off on collateral recovery calculations | 0.3 |
| 11/25/20 | WJB | Review final versions of ninth and tenth distribution schedules for filing with Court and approve same | 0.2 |
| 12/02/20 | WJB | Telephone call with J Keebler regarding family trust documents, necessary proof for administration of claims and discussion of reasons why | 0.2 |

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| 12/02/20 | WJB | Telephone call from investor regarding payment history and process | 0.1 |
| 12/02/20 | WJB | Review, sign and return Distribution Checks for Ninth and Tenth payment schedules | 1.9 |
| 12/02/20 | WJB | Review expense report and approve same and forward to B Shea | 0.1 |
| 12/03/20 | WJB | Attend to follow-up details on distribution checks delivery for distribution | 0.1 |
| 12/03/20 | WJB | Review and sign two distribution letters for Ninth and Tenth distribution checks | 0.1 |
| 12/03/20 | WJB | Review M&T Bank distribution account statement and forward to B Shea for reconciliation and posting | 0.1 |
| 12/03/20 | WJB | Prepare memo to file regarding Keebler Trust and legal issues regarding same | 0.1 |
| 12/03/20 | WJB | Prepare reply e-mail to M Anthony regarding distributions | 0.1 |
| 12/03/20 | WJB | Telephone call from B Goetter regarding investor questions | 0.1 |
| 12/04/20 | WJB | Review and reply to M Anthony e-mail regarding distribution status even though he holds no Plan assets | 0.1 |
| 12/07/20 | WJB | Review and approve payroll and forward to B Shea | 0.1 |
| 12/07/20 | WJB | Review B Shea e-mail on third distribution round factors for estimation and consider same | 0.1 |
| 12/08/20 | WJB | Review Keebler Trust analysis by CNE and prepare e-mail regarding questions concerning treatment of similar trust documents under Plan of Distribution | 0.2 |
| 12/08/20 | WJB | Review proposed Hurtt claim treatment and prepare letter regarding same | 0.2 |

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| 12/08/20 | WJB | Review Five Star Bank money market savings account statement and forward to B Shea for review and posting; Review NYS Disability insurance statement and prepare e-mail B Shea regarding same | 0.2 |
| 12/08/20 | WJB | Review M&T Bank Alarm Traders account and transfer to distribution account for investor payments and forward to B Shea for reconciliation and posting | 0.1 |
| 12/08/20 | WJB | Review M&T Bank Alarm Traders payables and forward to B Shea | 0.1 |
| 12/08/20 | WJB | Review and respond to three e-mails from G Smith on timing of second distribution payments and referral to Receiver's website regarding same | 0.2 |
| 12/09/20 | WJB | Telephone call from T Spellman regarding estate of David Page and negotiation of distribution checks and discuss same | 0.2 |
| 12/10/20 | WJB | Prepare e-mail on follow-up on A Formel letter to staff regarding expected dissolution papers | 0.1 |
| 12/10/20 | WJB | Review e-mails regarding proposed Eleventh and Twelfth distribution schedules and recalculation of claims 6064 and 6205 | 0.1 |
| 12/10/20 | WJB | Telephone conference with staff regarding treatment of Manasse claims following deaths and necessary documentation | 0.1 |
| 12/10/20 | WJB | Telephone call from J Mayberry regarding confusion concerning restorative payment, application of IRS rules, reason for payment as a result of collateral recovery and next steps regarding same | 0.3 |
| 12/11/20 | WJB | Review e-mail from P Cheese and prepare reply regarding calculation of claims and losses and process to ascertain amounts | 0.2 |
| 12/14/20 | WJB | Review Five Star Bank statement and forward to B Shea for reconciliation and posting | 0.1 |

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| 12/14/20 | WJB | Review follow-up e-mail from P Cheese regarding process for investment list and prepare reply | 0.1 |
| 12/14/20 | WJB | Prepare letter to L Morrell for decedent checks process | 0.1 |
| 12/14/20 | WJB | Review process for notifying estate in Morrell claims | 0.1 |
| 12/15/20 | WJB | Review A Vossenberg first distribution check for voiding and reply regarding Power of Attorney effectiveness following death if deceased | 0.2 |
| 12/15/20 | WJB | Deal with status of delivery of Plan distribution checks and conference with staff regarding same | 0.1 |
| 12/15/20 | WJB | Review Dinosaur November 2020 statement with worthless securities and closing of account and process to B Shea regarding same | 0.2 |
| 12/15/20 | WJB | Review B Shea e-mail with comments to distribution schedules Eleventh and Twelfth with necessary corrections in claims grouping and prepare e-mail response regarding same | 0.2 |
| 12/15/20 | WJB | Review B Shea weekly bank account report | 0.1 |
| 12/16/20 | WJB | Review, sign and approve Eleventh and Twelfth second distribution schedule checks for distribution to investors | 3.4 |
| 12/16/20 | WJB | Telephone call from F Keebler regarding questions concerning processing of claims given expiration of Trust and deaths | 0.2 |
| 12/17/20 | WJB | Review CNE e-mail summary of analysis regarding second distribution abandoned claims and potential actions regarding same | 0.1 |
| 12/21/20 | WJB | Review M Anthony e-mail with request for account numbers and prepare reply regarding how to make information request and as to whether it is for claims numbers or brokerage numbers and how to distinguish and use the same | 0.2 |

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| 12/21/20 | WJB | Update Plan distribution timing and prepare e-mail to staff regarding same | 0.2 |
| 12/21/20 | WJB | Five Star Bank: Review B Shea analysis of dollars needed from Five Star investment accounts to fund remaining payments under second distribution of Plan of Distribution and prepare reply e-mail to Five Star Bank regarding allocation of CDARS investments and withdrawal of some investments for funding to distribution account | 0.3 |
| 12/21/20 | WJB | Review new e-mail from M Anthony requesting password and prepare reply regarding process for same | 0.1 |
| 12/21/20 | WJB | prepare follow-up e-mail to CNE regarding Keebler claims, form of letter regarding analysis and evaluate same | 0.1 |
| 12/21/20 | WJB | Review weekly bank account report, analyze same | 0.1 |
| 12/21/20 | WJB | Five Star Bank: Review and revise and send e-mail regarding withdrawal and redistribution of CDARS rollover investment | 0.1 |
| 12/21/20 | WJB | Prepare follow-up e-mail to B Tyler at NFS regarding closing of account | 0.1 |
| 12/21/20 | WJB | Work on B Shea analysis regarding funding for third distribution to investors | 0.1 |
| 12/21/20 | WJB | Five Star Bank: Two telephone calls to F Hornung at Five Star Bank regarding using Five Star account for funding of withdrawal to M&T Bank and prepare e-mail F Hornung to confirm same and verify accounts | 0.3 |
| 12/21/20 | WJB | Telephone call from Victoria at MorganStanley regarding M Aylesworth distribution and account closed. | 0.1 |
| 12/21/20 | WJB | Prepare and review deposit slips for CDARS withdrawal funds for deposit into M&T distribution account for funding of Plan on January 4 | 0.2 |
| 12/21/20 | WJB | Review and approve bank account transfers from Five Star to M&T and set up same for December 31 and January 4 | 0.2 |

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| 12/22/20 | WJB | Review operating checks, approve and sign same and return to B Shea | 0.2 |
| 12/22/20 | WJB | Prepare and review deposit checks for M&T investment account for potential proceeds of Five Star CDARS maturity | 0.2 |
| 12/22/20 | WJB | Review files and status | 0.5 |
| 12/22/20 | WJB | Review and approve Thirteenth and Fourteenth Payment distribution schedules to investors | 0.1 |
| 12/22/20 | WJB | Telephone call from W Feibes regarding checks received, information and process to negotiate and memo to staff regarding same | 0.2 |
| 12/23/20 | WJB | Review e-mail from B Tyler at NFS regarding closing of accounts and forward to B Shea regarding account closure at NFS | 0.2 |
| 12/23/20 | WJB | Deal with Register.com notice regarding updating contact information to maintain domain, review prior information and forward to B Shea for handling by eSozo | 0.3 |
| 12/26/20 | WJB | Review e-mail from B Shea on status of vendor checks, review history on signing and prepare reply regarding checks already returned | 0.1 |
| 12/28/20 | WJB | Prepare reply e-mail to B Shea on Internet service for McGinn Smith Alarm Trading account for functionality for Receivership cases | 0.1 |
| 12/28/20 | WJB | Prepare reply e-mail to B Shea on shredding of duplicate claim files since originals are maintained in Receiver's office | 0.1 |
| 12/28/20 | WJB | Review returned and newly-issued checks for investor L Hickey-Korf and consider how to deposit and prepare e-mail B Shea to confirm original checks were negotiated | 0.2 |
| 12/28/20 | WJB | Review e-mail regarding status of delivery of operating checks returned to B Shea | 0.1 |

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| 12/29/20 | WJB | Review reissued checks to N Manasse as Executor, Check Nos. 4724-4731, approve and issue same | 0.2 |
| 12/29/20 | WJB | Review checks for various entities for A Formel as reissued based upon legal documentation (Check Nos. 4732-4750) and prepare transmittal letter regarding same | 0.3 |
| 12/29/20 | WJB | Review, sign and approve collateral recovery distribution checks on Fourteenth Payment Schedule (Check Nos. 4720-4722) and transmittal letter regarding same | 0.1 |
| 12/29/20 | WJB | Review, sign and approve Thirteenth Payment Schedule distribution checks (Check Nos. 4462-4719) and distribute same | 1.8 |
| 01/04/21 | WJB | Telephone call from S Tormas regarding R Tormas claims and Pennsylvania small probate estate as not being economical and intention to abandon, prepare memo to file regarding same | 0.2 |
| 01/04/21 | WJB | Review letter from P Cheese and prepare reply regarding tax loss and court order | 0.2 |
| 01/04/21 | WJB | Prepare reply to M Anthony with claim numbers and password as requested by written letter | 0.2 |
| 01/04/21 | WJB | Telephone call from P Morrell and return call | 0.1 |
| 01/04/21 | WJB | Prepare e-mail B Shea regarding questions on Hartford Insurance bill and follow-up regarding same | 0.1 |
| 01/04/21 | WJB | Deal with E Larson investor check to IRA account with account closed and telephone call regarding same and prepare memo to file regarding same | 0.2 |
| 01/04/21 | WJB | Review Hartford Insurance bill and forward to B Shea | 0.1 |
| 01/04/21 | WJB | Telephone from T Riley regarding family claim and estate issue | 0.2 |

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| 01/05/21 | WJB | Review e-mail from C Johns regarding Reindollar claims, review claims and prepare reply | 0.2 |
| 01/05/21 | WJB | Review regular payable checks, approve and sign same and return to B Shea | 0.2 |
| 01/05/21 | WJB | Review, approve and sign distribution Check Nos. 4752 through 4981 | 1.4 |
| 01/05/21 | WJB | Telephone call from H George regarding IRA, whereabouts of distribution and address change and discussion of procedures to implement same | 0.2 |
| 01/06/21 | WJB | Telephone call from Dr. A Shaknovich regarding missing check | 0.2 |
| 01/07/21 | WJB | Review list of uncashed checks and prepare e-mail with instructions regarding follow-up on same | 0.2 |
| 01/07/21 | WJB | Review, sign and return uncashed letter to investors | 0.2 |
| 01/08/21 | WJB | Review issues concerning A Keebler Family Trust and prepare reply regarding same | 0.2 |
| 01/08/21 | WJB | Review Morrell Trust analysis and prepare reply regarding same | 0.2 |
| 01/08/21 | WJB | Telephone call from M Shapiro regarding further distributions, process and prepare memo to file regarding same | 0.2 |
| 01/11/21 | WJB | Review letter from George's Chiropractic regarding IRS custodian, address change and other matters and prepare reply with instructions regarding same | 0.2 |
| 01/11/21 | WJB | Review and approve non-IRA distribution to L Hickey-Korf per request | 0.1 |
| 01/11/21 | WJB | Review Death Certificate and Letters Testamentary regarding Tomiak and authorize reissuance | 0.2 |

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| 01/12/21 | WJB | Five Star: Review CDARS checking account balance to December 30, new account notice with rollover investment and statement for CDARS accounts to December 31 and forward all to B Shea | 0.2 |
| 01/14/21 | WJB | Review, approve and sign distribution checks 4982 through 4986 and reconcile same and conference with staff regarding same including distinguishing between replacement and new checks | 0.7 |
| 01/14/21 | WJB | Review short list of pending investors for new distribution schedules given preferential recoveries and collateral recoveries and authorize same | 0.1 |
| 01/15/21 | WJB | Review and sign distribution letter for two latest distribution schedules for checks | 0.1 |
| 01/15/21 | WJB | Review and approve Schedules 17 and 18 for filing with Court and prepare confirming e-mail | 0.2 |
| 01/18/21 | WJB | Review documents regarding Sumner Shapiro claim and prepare follow-up regarding Letters Testamentary and Death Certificate regarding additional checks | 0.1 |
| 01/20/21 | WJB | Review situation with H Graham missing check, consider same and e-mail instructions | 0.2 |
| 01/20/21 | WJB | Deal with estate of D Manganelli and process same | 0.2 |
| 01/20/21 | WJB | Review information concerning M/R Stevens and report on same, consider situation and prepare e-mail with course of action | 0.1 |
| 01/20/21 | WJB | Review P Zakroff e-mail regarding missing check 6902 and prepare reply with details | 0.2 |
| 01/20/21 | WJB | Telephone call from Millenium Trust Company regarding closed investor account and return of check. | 0.1 |

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| 01/21/21 | WJB | Telephone call from B Windbiel regarding claim and returned check from Trust company, redirection of payment and prepare e-mail regarding same | 0.1 |
| 01/21/21 | WJB | Review e-mail from B Nixon regarding depository for checks and prepare reply regarding same | 0.1 |
| 01/21/21 | WJB | Telephone message from Millennium Trust Company regarding returned investor check due to closed account | 0.1 |
| 01/21/21 | WJB | Prepare e-mail with instructions to deal with FBO checks for Ferrero investments and send e-mail instructions to B Shea | 0.1 |
| 01/22/21 | WJB | Review W Stauffer e-mail on IRA claim distribution and prepare reply regarding process | 0.2 |
| 01/25/21 | WJB | Review J Lukens letter regarding resending of investor checks, consider same and prepare e-mail regarding reissuance | 0.1 |
| 01/25/21 | WJB | Review and approve Nineteenth investor distribution schedule and file same | 0.1 |
| 01/25/21 | WJB | Review M Regal new IRA reissuance request and authorize same | 0.1 |
| 01/27/21 | WJB | Telephone call from Needham, MA investor regarding Plan questions and referral to staff | 0.1 |
| 01/28/21 | WJB | Telephone call from investor in Needham, MA regarding plan distribution check question and refer to staff | 0.1 |
| 02/01/21 | WJB | Review M&T Bank Distribution Account statement and send to B Shea | 0.1 |
| 02/01/21 | WJB | Prepare e-mail to Receivership team regarding schedule and signing of documents | 0.1 |
| 02/02/21 | WJB | Review B Shea list of uncashed investor checks and consider recommendations on how to follow-up; Review updated list and prepare e-mail staff regarding same | 0.2 |

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| 02/02/21 | WJB | Prepare e-mail B Shea regarding continued employment and timing of same as controller | 0.2 |
| 02/02/21 | WJB | Review claims 6702 and prepare e-mail in response to same | 0.1 |
| 02/02/21 | WJB | Review B Shea e-mail on corporate history book for dissolution project and approval to send same to CNE for assistance | 0.2 |
| 02/02/21 | WJB | Prepare e-mail SEC regarding status of second and third distributions, amount distributed, Eighteenth distribution schedule and follow-up steps | 0.4 |
| 02/02/21 | WJB | Telephone call from J Delaney regarding 1099 question and final wrap-up of Receivership | 0.2 |
| 02/02/21 | WJB | Review e-mail from C Dube regarding distribution and prepare e-mail on change of address | 0.2 |
| 02/03/21 | WJB | Review e-mail on newly-found addresses and process for investors and prepare reply regarding use of form to identify and confirm same | 0.1 |
| 02/03/21 | WJB | Respond to uncashed checks form and preparation of letter regarding same | 0.1 |
| 02/04/21 | WJB | Review, sign and return uncashed check letter to investors | 0.1 |
| 02/08/21 | WJB | Review B Shea e-mail regarding status of 1099 for M&T securities account, review file and prepare e-mail M&T regarding same | 0.2 |
| 02/08/21 | WJB | Continue work on third distribution planning and prepare e-mail to Chiampou Travis regarding tax implications of third distribution and wind-up of estate | 0.5 |
| 02/08/21 | WJB | Prepare e-mail CNE to commence entity dissolution process for entities capable of being dissolved | 0.2 |

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| 02/08/21 | WJB | Review status of various matters, attention to same and follow-up | 0.4 |
| 02/08/21 | WJB | Review M&T Alarm Traders account statements, Five Star and forward all to B Shea for reconciliation and posting | 0.1 |
| 02/10/21 | WJB | Telephone message from investor regarding status of third distribution, prepare e-mail regarding call back to same and details of message | 0.1 |
| 02/11/21 | WJB | Review, approve and sign distribution checks to investors | 0.1 |
| 02/11/21 | WJB | Review, sign and approve vendor checks and return to B Shea | 0.1 |
| 02/12/21 | WJB | Review multiple investor e-mails regarding Receiver website error messages, concerns about hacking, prepare e-mail internal IT staff regarding same, communications regarding same and prepare reply to investors after resolution of security certificate issue with hosting website GoDaddy | 0.5 |
| 02/12/21 | WJB | Review CNE proposed third distribution check to investor timeline and process for same | 0.1 |
| 02/12/21 | WJB | Review Twentieth investor distribution schedule, approve same | 0.2 |
| 02/15/21 | WJB | Review Twentieth investor distribution schedule and approve same | 0.1 |
| 02/16/21 | WJB | Review M&T account analysis statement and forward to B Shea | 0.1 |
| 02/16/21 | WJB | Work on comments and revisions to third distribution and wind-up schedule as proposed by CNE including comments to each step and provide further amplifications, telephone conference with B Shea regarding discussion of same, finalize written comments and forward same | 1.2 |
| 02/16/21 | WJB | Prepare further revisions to third distribution schedule and process and e-mail team regarding same | 0.2 |

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
00017 W.J. Brown, as Receiver Function
March 16, 2021

Invoice Number 1031627

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 02/16/21 | WJB | Telephone call from C Barber regarding K Barber investments, information regarding same and provide overall assistance with regard to processing same | 0.3 |
| 02/17/21 | WJB | Work on two third investor distribution cover letters for anticipated third distribution | 0.1 |
| 02/17/21 | WJB | Prepare e-mail SEC attorneys regarding reports of D Smith employment | 0.1 |
| 02/17/21 | WJB | Prepare e-mail on final Receiver Report and whether to include in distribution letter or to post on website and make reference, pros and cons of same | 0.2 |
| 02/17/21 | WJB | Review CNE e-mail on sending dissolution documents to WJB for review and signature | 0.1 |
| 02/22/21 | WJB | Telephone call from D Hain regarding J Hain, claim process and status and necessary follow-up and prepare memo to file regarding same | 0.2 |
| 02/23/21 | WJB | Prepare further revisions to general investor third distribution letter | 0.2 |
| 02/23/21 | WJB | Draft third investor distribution letter for collateral recovery investors | 0.3 |
| 02/23/21 | WJB | Follow-up telephone conference with D Hain regarding father's estate and revise memo to file regarding same | 0.2 |
| 02/23/21 | WJB | Review prior e-mails and process for action steps | 0.2 |
| 02/24/21 | WJB | Review status of FedEx package with checks delayed by southern weather, e-mail B Jenkins regarding investigating status regarding same and review reply regarding expected delivery date and current shipment status | 0.2 |
| 02/24/21 | WJB | Review third distribution potential percentage payment and review bank account summary for current balances and pending distribution check amounts | 0.1 |

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
00017 W.J. Brown, as Receiver Function
March 16, 2021

Invoice Number 1031627

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| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 02/24/21 | WJB | Review pending e-mails, file and create action steps | 0.3 |
| 02/25/21 | WJB | Review B Shea recommendations regarding Pine Street storage and review pleadings regarding same and prepare reply | 0.1 |
| 02/25/21 | WJB | Review Five Star January statement and forward to B Shea for reconciliation and posting | 0.1 |
| 02/26/21 | WJB | Consider file destruction processes recommended by staff, review order and notice regarding same and prepare e-mail B Shea regarding analysis and next steps | 0.5 |
| 02/28/21 | WJB | Follow-up on file destruction planning with B Shea | 0.2 |
| 02/28/21 | WJB | Review weekly bank account report | 0.1 |

CURRENT FEES

\$35,385.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Overnight Courier WJB - Fedex to William J. Brown - 118.07
Re: Receiver Function

CURRENT EXPENSES

118.07

TOTAL AMOUNT OF THIS INVOICE

\$35,503.07

PAYMENT DUE UPON RECEIPT

CATEGORY S

SEC vs. MCGINN SMITH & CO., INC., ET AL.



Phillips Lytle LLP

Attorneys at Law
 One Canalside
 125 Main Street
 Buffalo, NY 14203-2887
 Telecopier # (716) 852-6100
 (716) 847-8400
 FED I.D. #16-0505790

William J. Brown, Esq.
 Phillips Lytle LLP
 One Canalside
 125 Main Street
 Buffalo, NY 14203

Invoice Number 1031629
 Invoice Date 03/16/21
 Client Number 33474
 Matter Number 00018
 W J Brown

Re: SEC V MCGINN SMITH & CO., INC., ET AL

FOR PROFESSIONAL SERVICES RENDERED THROUGH FEBRUARY 28, 2021:

| <u>Date</u> | <u>Tkpr</u> | | <u>Hours</u> |
|------------------------------|-------------|---|--------------|
| 10/07/20 | WJB | Review e-mail from SEC regarding confirmation of receipt or lack thereof regarding G Smith turnover orders, review same and research same and respond to SEC regarding same | 0.5 |
| 10/16/20 | WJB | Review BofA letters regarding G Smith turnover and e-mail SEC regarding same and process for deposit and treatment | 0.2 |
| 10/16/20 | WJB | Review follow-up e-mail from BofA regarding G Smith turnover | 0.1 |
| 10/20/20 | WJB | Review draft G Smith satisfaction of judgment at request of SEC, prepare comments and prepare reply e-mail | 0.4 |
| 10/20/20 | WJB | Review draft satisfaction of judgment and form sent to Smith's attorney for review | 0.1 |
| 10/27/20 | WJB | Review SEC letter to Court regarding post-satisfaction of judgment for G/L Smith | 0.1 |
| 11/11/20 | WJB | Review entry of Order and terms of Order for Omnibus Motion for closing of case and forward to B Shea and CNE | 0.2 |
| CURRENT FEES | | | \$840.00 |
| TOTAL AMOUNT OF THIS INVOICE | | | \$840.00 |

PAYMENT DUE UPON RECEIPT

Exhibit C

WILLIAM J. BROWN, ESQ
RECEIVER

PHILLIPS LYTTLE LLP
125 MAIN STREET
BUFFALO, NY 14203
PHONE 716 847 7089

STANDARDIZED FUND ACCOUNTING REPORT

CIVIL DISTRIBUTION FUND

MCGINN, SMITH & CO. INC. ET. AL.
CIVIL COURT DOCKET No.
10-CV-457(GLS/CFH)

REPORTING PERIOD 10/1/2020 TO 12/31/2020

STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. AL - Cash Basis
 Receivership; Civil Court Docket No. 10-CV-457(GLS/CFF)
 Reporting Period 10/1/20 to 12/31/20

| FUND ACCOUNTING (See Instructions): | | Detail | Subtotal | Grand Total |
|-------------------------------------|---|---------------|---------------|---------------|
| Line 1 | Beginning Balance (As of 9/30/2020): | 15,482,155 | 15,482,155 | 15,482,155 |
| | Increases In Fund Balance: | | | |
| Line 2 | Business Income | | - | - |
| Line 3 | Cash and Securities | | - | - |
| Line 4 | Interest/Dividend Income | 4,442 | 4,442 | 4,442 |
| Line 5 | Business Asset Liquidation | | - | - |
| Line 6 | Personal Asset Liquidation | | - | - |
| Line 7 | Third-Party Litigation Income | 53,372 | 53,372 | 53,372 |
| Line 8 | Miscellaneous - Other | | - | - |
| | Total Funds Available (Lines 1 - 8): | 57,814 | 57,814 | 57,814 |
| | Decreases In Fund Balance: | | | |
| Line 9 | Disbursements to Investors | 6,528,477 | 6,528,477 | 6,528,477 |
| Line 10 | Disbursements for Receivership Operations | | | |
| Line 10a | Disbursements to Receiver or Other Professionals | 56,730 | 56,730 | 56,730 |
| Line 10b | Business Asset Expenses | 28,717 | 28,717 | 28,717 |
| Line 10c | Personal Asset Expenses | | | |
| Line 10d | Investment Expenses | | | |
| Line 10e | Third-Party Litigation Expenses | | | |
| | 1. Attorney Fees | | | |
| | 2. Litigation Expenses | | | |
| | Total Third-Party Litigation Expenses | | | |
| Line 10f | Tax Administrator Fees and Bonds | | | |
| Line 10g | Federal and State Tax Payments | | | |
| | Total Disbursements for Receivership Operations | 85,447 | 85,447 | 85,447 |
| Line 11 | Disbursements for Distribution Expenses Paid by the Fund: | | | |
| Line 11a | Distribution Plan Development Expenses: | | | |
| | 1. Fees: | | | |
| | Fund Administrator..... | | | |
| | Independent Distribution Consultant (IDC)..... | | | |
| | Distribution Agent..... | | | |
| | Consultants..... | | | |
| | Legal Advisers..... | | | |
| | Tax Advisers..... | | | |
| | 2. Administrative Expenses | | | |
| | 3. Miscellaneous | | | |
| | Total Plan Development Expenses | | | |
| Line 11b | Distribution Plan Implementation Expenses: | | | |
| | 1. Fees: | | | |
| | Fund Administrator..... | | | |
| | IDC..... | | | |
| | Distribution Agent..... | | | |
| | Consultants..... | | | |
| | Legal Advisers..... | | | |
| | Tax Advisers..... | | | |
| | 2. Administrative Expenses | | | |
| | 3. Investor Identification: | | | |
| | Notice/Publishing Approved Plan..... | | | |
| | Claimant Identification..... | | | |
| | Claims Processing..... | | | |
| | Web Site Maintenance/Call Center..... | | | |
| | 4. Fund Administrator Bond | | | |
| | 5. Miscellaneous | | | |
| | 6. Federal Account for Investor Restitution (FAIR) | | | |
| | Reporting Expenses | | | |
| | Total Plan Implementation Expenses | | | |
| | Total Disbursements for Distribution Expenses Paid by the Fund | | | |
| Line 12 | Disbursements to Court/Other: | | | |
| Line 12a | Investment Expenses/Court Registry Investment System (CRIS) Fees | | | |
| Line 12b | Federal Tax Payments | | | |
| | Total Disbursements to Court/Other: | | | |

STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co., Co. Et. AL. - Cash Basis
 Receivership; Civil Court Docket No. 10-CV-457(GLS/CFH)
 Reporting Period 10/1/20 to 12/31/20

| | | | | |
|----------|---|--|--|--------------|
| Line 13 | Total Funds Disbursed (Lines 9 - 11): | | | 8,926,046 |
| Line 14 | Ending Balance (As of 12/31/2020): | | | |
| Line 14a | Ending Balance of Fund - Net Assets: | | | |
| Line 14b | Cash & Cash Equivalents | | | |
| Line 14c | Investments | | | |
| Line 14c | Other Assets or Undeclared Funds | | | |
| | Total Ending Balance of Fund - Net Assets | | | \$ 8,926,046 |

| OTHER SUPPLEMENTAL INFORMATION: | | | | |
|---------------------------------|---|--------|----------|-------------|
| | | Detail | Subtotal | Grand Total |
| Line 15 | Report of Items NOT To Be Paid by the Fund: | | | |
| Line 15a | Disbursements for Plan Administration Expenses Not Paid by the Fund: | | | |
| | Plan Development Expenses Not Paid by the Fund: | | | |
| | 1. Fees: | | | |
| | Fund Administrator..... | | | |
| | IDC..... | | | |
| | Distribution Agent..... | | | |
| | Consultants..... | | | |
| | Legal Advisers..... | | | |
| | Tax Advisers..... | | | |
| | 2. Administrative Expenses | | | |
| | 3. Miscellaneous | | | |
| | Total Plan Development Expenses Not Paid by the Fund | | | |
| Line 15b | Plan Implementation Expenses Not Paid by the Fund: | | | |
| | 1. Fees: | | | |
| | Fund Administrator..... | | | |
| | IDC..... | | | |
| | Distribution Agent..... | | | |
| | Consultants..... | | | |
| | Legal Advisers..... | | | |
| | Tax Advisers..... | | | |
| | 2. Administrative Expenses | | | |
| | 3. Investor Identification: | | | |
| | Notice/Publishing Approved Plan..... | | | |
| | Claimant Identification..... | | | |
| | Claims Processing..... | | | |
| | Web Site Maintenance/Call Center..... | | | |
| | 4. Fund Administrator Bond | | | |
| | 5. Miscellaneous | | | |
| | 6. FAIR Reporting Expenses | | | |
| | Total Plan Implementation Expenses Not Paid by the Fund | | | |
| Line 15c | Tax Administrator Fees & Bonds Not Paid by the Fund | | | |
| | Total Disbursements for Plan Administration Expenses Not Paid by the Fund | | | |
| Line 16 | Disbursements to Court/Other Not Paid by the Fund: | | | |
| Line 16a | Investment Expenses/CRIS Fees | | | |
| Line 16b | Federal Tax Payments | | | |
| | Total Disbursements to Court/Other Not Paid by the Fund: | | | |
| Line 17 | DC & State Tax Payments | | | |
| Line 18 | No. of Claims: | | | |
| Line 18a | # of Claims Received This Reporting Period..... | | | |
| Line 18b | # of Claims Received Since Inception of Fund..... | | | 2,781 |
| Line 19 | No. of Claimants/Investors: | | | |
| Line 19a | # of Claimants/Investors Paid This Reporting Period..... | | | 17 |
| Line 19b | # of Claimants/Investors Paid Since Inception of Fund..... | | | 2,046 |

Receiver:
 By: William J. Brown, Receiver
 (signature)
William J. Brown
 (printed name)
Receiver

STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co., Co. Et. Al. - Cash Basis
Receivership; Civil Court Docket No. 10-CV-457(GLS/CFH)
Reporting Period: 10/1/20 to 12/31/20

(title)
Date: 3/3/2021

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

**ORDER APPROVING SEVENTEENTH INTERIM APPLICATION OF
PHILLIPS LYTLE LLP AND THE RECEIVER FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon the Seventeenth Interim Application of Phillips Lytle LLP (“Phillips Lytle”) and the Receiver (“Receiver”) for Allowance of Compensation and Reimbursement of Expenses dated April 7, 2021 (“Application”) for an order approving the allowance of compensation and reimbursement of 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 all creditors of the McGinn Smith Entities 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 (i) compensation for legal and Receiver services rendered between October 1, 2020 and February 28, 2021 ("Seventeenth Interim Period") in the amount of \$53,302.29 is allowed as an interim allowance, and (ii) reimbursement of expenses advanced by Phillips Lytle during the Seventeenth Interim Period in the amount of \$2,464.04 is allowed as an interim disbursement payment; and it is further

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

Dated: _____, 2021

HON. CHRISTIAN F. HUMMEL

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF NEW YORK

-----X
 SECURITIES AND EXCHANGE COMMISSION :
 :
 Plaintiff, :
 :
 vs. :
 :
 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

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

CERTIFICATE OF SERVICE

I, Karen M. Ludlow, being at all times over 18 years of age, hereby certify that on April 8, 2021, a true and correct copy of the Notice and Seventeenth Interim Application of Phillips Lytle LLP and the Receiver for Allowance of Compensation and Reimbursement of Expenses (“Seventeenth Interim 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

- **Scott J. Ely** sely@elylawpllc.com,shm@fwc-law.com
- **James D. Featherstonhaugh** jdf@fwc-law.com,jsm@fwc-law.com,cr@fwc-law.com,shm@fwc-law.com
- **Brad M. Gallagher** bgallagher@barclaydamon.com
- **James H. Glavin , IV** hglavin@glavinandglavin.com
- **Bonnie R. Golub** bgolub@weirpartners.com
- **Erin K. Higgins** EHiggins@ckrpf.com
- **Benjamin W. Hill** bhill@dreyerboyajian.com, jcantoni@dreyerboyajian.com, coconnell@dreyerboyajian.com
- **E. Stewart Jones , Jr** esjones@joneshacker.com, mleonard@joneshacker.com, pcampione@joneshacker.com,kjones@joneshacker.com
- **Edward T. Kang** ekang@khflaw.com, mlagoumis@khflaw.com, jarcher@khflaw.com, mmoyes@khflaw.com,jpark@khflaw.com,golberding@KHFlaw.com
- **Jack Kaufman** kaufmanja@sec.gov
- **Michael A. Kornstein** mkornstein@coopererving.com
- **James P. Lagios** jlagios@icrh.com,rlaport@icrh.com
- **Kevin Laurilliard** laurilliard@mltw.com,chandler@mltw.com
- **James D. Linnan** jdlinnan@linnan-fallon.com,lawinfo@linnan-fallon.com
- **Haimavathi V. Marlier** marlierh@sec.gov
- **Jonathan S. McCardle** jsm@fwc-law.com
- **Kevin P. McGrath** mcgrathk@sec.gov
- **Lara S. Mehraban** mehrabanl@sec.gov,marlierh@sec.gov
- **Michael J. Murphy** mmurphy@carterconboy.com, abell@carterconboy.com, tcozzy@carterconboy.com
- **Joshua M. Newville** newvillej@sec.gov
- **Craig H. Norman** cnorman@chnesq.com,jbugos@coopererving.com
- **Andrew Park** apark@weirpartners.com,imarciniszyn@weirpartners.com
- **Thomas E. Peisch** TPeisch@ckrpf.com,apower@ckrpf.com
- **Terri L. Reicher** Terri.Reicher@finra.org
- **Richard L. Reiter** reiterr@wemed.com,richard.reiter@wilsonelser.com
- **Sheldon L. Solow** sheldon.solow@kayescholer.com, kenneth.anderson@kayescholer.com
- **David P. Stoelting** stoeltingd@sec.gov, mehrabanl@sec.gov, mcgrathk@sec.gov, paleym@sec.gov,wbrown@phillipslytle.com
- **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 April 8, 2021, I caused to be mailed, via first class mail using the United States Postal Service, a copy of the Seventeenth Interim Application to the individuals listed below:

Nancy McGinn
426-8th Avenue
Troy, NY 12182

Thomas J Urbelis
Urbelis & Fieldsteel, LLP
155 Federal Street
Boston, MA 02110-1727

Greenberg Traurig, LLP
54 State Street, 6th Floor
Albany, NY 12207

Martin H. Kaplan, Esq.
Gusrae, Kaplan, Bruno & Nusbaum PLLC
120 Wall Street
New York, NY 10005

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

RBS Citizen, N.A.
Cooper Erving & Savage LLP
39 North Pearl Street
4th Floor
Albany, NY 12207

Iseman, Cunningham, Riester & Hyde, LLP
9 Thurlow Terrace
Albany, NY 12203

Charles C. Swanekamp, Esq.
Bond, Schoeneck & King PLLC
Avant Building - Suite 900
200 Delaware Avenue
Buffalo, NY 14202-2107

Dated: April 8, 2021

/s/ Karen M. Ludlow
Karen M. Ludlow