UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

                                          10 Civ. 457 GLS-DRH

                        Plaintiff,

            v.

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, DAVID L. SMITH,
LYNN A. SMITH, DAVID M. WOJESKI, Trustee of
the David L. and Lynn A. Smith Irrevocable
Trust U/A 8/04/04, GEOFFREY R. SMITH,
LAUREN T. SMITH, and NANCY McGINN

                        Defendants, and

LYNN A. SMITH and
NANCY McGINN,

                        Relief Defendants, and

DAVID M. WOJESKI, Trustee of the
David L. and Lynn A. Smith Irrevocable
Trust U/A 8/04/04,

ANSWER ON BEHALF OF RELIEF DEFENDANT,
NANCY McGINN, APPEARING PRO SE

Relief Defendant, NANCY McGINN, appearing pro se, submit the following as my

Answer to those portions of the Complaint that I believe refer to me:

1.   Deny paragraph 15.

2.   Deny paragraph 16 through 20 insofar as the language thereof or the allegations implicitly or otherwise refer to me or suggest that any fraudulent conveyance was made to me.

3.   Admit that I am the wife of Timothy McGinn and therefore admit paragraph 32.

4.   With respect to paragraph 118, admit that from time to time during our relationship and our marriage my husband did provide to me money to enable me to meet the normal, customary and necessary household expenses, all incident to and inherent in day to day living.

Deny that any such provision was fraudulent.

Deny knowledge or information sufficient to answer the statement regarding transfers without consideration as I have no idea what that means.

5.   With respect to paragraph 135, deny that the transfer of title to our home was a fraudulent transfer. It was a routine transfer of property between a husband and a wife designed to afford me the security of an asset. It was not done for any other purpose. At the time neither my husband nor I had any judgments against us, or either of us. This was a thoroughly innocent husband and wife transaction without any intent to deceive, mislead, conceal or commit fraud, or with any need to do so.

6.   Deny paragraph 167.

7.   Deny paragraph 168.

8.   Deny paragraph 170 and 170 (b).

9.   Deny paragraph 171.

10.   Deny paragraph 173.

11.   With respect to all other paragraphs in the Amended Complaint, deny sufficient knowledge or information to respond to them at this time.

12.   With respect to the "prayer for relief", I ask the Court to deny each prayer for relief which references me directly or indirectly, i.e., prayer for relief number III, IV, VI, IX.

DEFENSES

The Amended Complaint and each claimed relief contained therein referring to me directly or indirectly fails to state a claim against me upon which the relief sought can be granted against me.

WHEREFORE, I ask that the Amended Complaint as to me be dismissed and that such other and further relief as this Court deems just and proper as to me be granted.

DATED: Albany, New York
           September 1, 2010

Nancy McGinn
Nancy McGinn
Pro Se

U.S. DISTRICT COURT
N.D. OF N.Y.
FILED

CERTIFICATE OF SERVICE BY MAIL

SEP 0 7 2010

State of New York   :

LAWRENCE K. BAERMAN, CLERK
ALBANY

SS:

case# 1:10 -cv-00457 -GLS-DRH

County of _Schenectady_   :

I, _Nancy E McGinn_ , hereby certify that I am the plaintiff herein and

served a copy of the following document(s):

Answer on behalf of Relief Defendant(Specify document(s)

on _David P. Stoelting_____ (Name of person/Addressee)

at: _US Securities & Exchange Commission_(Address to which document(s)

_3 World Financial Center_____ were sent)
New York, ny 10281

by mailing and depositing a true and correct copy of said document(s) in a mailbox located

at: _Niskayuna, ny and also faxed on 9/7/10_

on the following date: _September 7_ ,~~200~~2010 .

I certify that the foregoing is true and correct.

Nancy E. McGinn

DATED:
Signature of Plaintiff

FORM I (2)