

**DECLARATION OF PAUL ZINDELL**

I, Paul J. Zindell, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I reside in San Diego, California, and am 62 years old. I make this declaration based upon my personal knowledge, information and belief.
2. I was a senior executive at several small newspapers in the Albany area. From 1985 to the late-1990s I was a principal in various companies involved in media and publishing.
3. I have known Timothy McGinn and David Smith since the mid-1980s.
4. On several occasions during the 1990s, businesses that I operated made investments in McGinn Smith alarm security notes; these investments were always repaid.
5. In 2000, Mr. McGinn and Mr. Smith asked me to invest in First Integrated Capital Corporation (FICC), a corporation set up by Mr. McGinn and Mr. Smith to operate financial services businesses. I purchased \$125,000 in FICC common stock and \$125,000 in FICC preferred stock. Mr. McGinn later told me that my investment in the common stock of FICC was worth at least ten times my original investment. However, I never received any profits from my purchase of FICC common stock, which prompted me to file a formal complaint with the SEC.
6. In August 2010 and again in early October 2010, Mr. McGinn left me a number of voice mails asking me to call him. I did not return these calls.
7. On Friday, October 8, 2010, Mr. McGinn contacted me by text message, to which I responded. We engaged in a text message exchange throughout the morning and afternoon. Mr. McGinn stated in his texts: "maybe we can do something that can

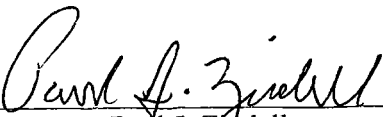
address your issues with David and me”, which I understood to be a reference to FICC, and informed me he would fax details and email an “offering document and related material on Deal 1.” Copies of these text messages are attached as Exhibit 1.

8. On October 8, 2010, Mr. McGinn also sent me two faxes and an email. The first fax was a six-page document containing a letter regarding a “partnership proposal” and five pages of financial projections. The letter stated that “[a]lthough DLS [Mr. Smith] and I do not want numerous Partners, we would entertain you teaming with other(s) to make the investment.” The attachment referred to “Four Deals in first year, each at approximately \$425,000 of credit extended” and “Four Deals in second year, each at approximately \$750,000 of credit extended.” A copy of the first fax is attached as Exhibit 2.
9. The second fax sent by Mr. McGinn on October 8 included a letter dated October 4, 2010 from Jeffery Few, Jr. to Carolyn Gracey and attachments. A copy of the second fax is attached as Exhibit 3.
10. The email sent by Mr. McGinn on October 8 contained a draft Private Placement Memorandum for Security Alarm Credit LLC (SACC), a copy of which is attached as Exhibit 4.
11. In the late afternoon of October 8, 2010, at Mr. McGinn’s urging, I had a phone conversation with Mr. McGinn that lasted approximately 30 minutes, most of which concerned personal matters. During this conversation Mr. McGinn told me that he and Mr. Smith had been working on the new offering for approximately 2 ½ months.

12. As I made clear in my text messages to Mr. McGinn, I had no interest in investing funds in SACC. (See Ex. 1)

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

Executed on October 26, 2010  
San Diego, California

  
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Paul J. Zindell