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May 27, 2010

VIA ECF

The Honorable David R. Homer
United States District Court
Northern District of New York
James T. Foley United States Courthouse
445 Broadway
Albany, New York 12207

Re: *SEC v. McGinn, Smith & Co., Inc., et al.*, 10-CV-457 (GLS)(DRH)

Dear Judge Homer:

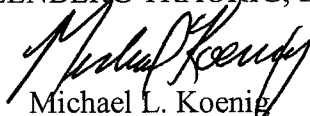
I am writing to advise the Court that Timothy McGinn and David Smith will not be submitting opposition papers to the SEC's Order To Show Cause. The parties have agreed in principle upon a Consent Order for a Preliminary Injunction, thus obviating the need for a response. This result also would seemingly obviate the need for any substantive hearing scheduled for June 2, 2010 as it relates to Messrs. McGinn and Smith.

The SEC will submit the proposed Consent Order. Unless directed or advised otherwise by the Court, we will still plan to appear on June 2, 2010 at 10:30 a.m.

Thank you for your attention to this matter.

Respectfully submitted,

GREENBERG TRAUIG, LLP


Michael L. Koenig
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MLK/hkm

cc: David Stoelting (via ECF)
James Featherstonhaugh (via ECF)
William Brown (via ECF)
E. Stewart Jones (via ECF)
William Dreyer (via ECF)

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