

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE COMMISSION :

Plaintiff, :

vs. :

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

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. :

**SECOND WRITTEN REPORT
OF THE RECEIVER**

This Report describes events respecting the Receivership estates and also incorporates certain updates which have been reported elsewhere including the Receiver's website (www.mcginnsmithreceiver.com).

LIQUID ASSETS OF THE ESTATE

A. Bank Accounts.

As of November 4, 2011, the Receiver's bank accounts have an aggregate balance of \$8,197,217.11, which is a \$7,711,725.48 increase from the April 20, 2010 balances of \$485,491.63. The primary sources of those deposits to date are:

- a. Income from ongoing business operations;
- b. Investment portfolio distributions;
- c. Loan repayments including Integrated Excellence;
- d. Carnival Cruise Line settlement; and
- e. Litigation settlements and Court orders.

B. Other Assets.

Other assets include proceeds to be received from asset sales of remaining operating entities and real property including TDM and TDMM Cable Funding, Alarm Traders, Seton, Benchmark, and White Glove. As a group based on offers and negotiations to date, the gross proceeds or value expected from these transactions should be in the range of \$6 million to \$7.5 million. The estates also hold claims and interests in a number of other entities including two commonly known as CMS and Verifier. Proposals to monetize those interests have been made to the Receiver. They require investigation and further evaluation before further negotiations occur or offers are agreed to.

The Receiver also holds claims against former brokers, guarantors, borrowers and third parties who engaged in wrongful transactions. Some of these claims have been collected or are in the process of being collected. Some may be collectible and others are uncollectible

- 3 -

because of bankruptcy filings or the like. The total gross (not collectible) value of these claims is estimated at this time to be in the range of \$13,000,000. It may take several years to litigate if necessary and monetize these claims.

SEC LAWSUIT

A. Current Status.

The SEC's lawsuit against McGinn, Smith & Co., Inc., David L. Smith, Timothy McGinn and others, which commenced this Receivership, continues to be actively prosecuted by the SEC. The Court's docket which is duplicated on the Receiver's website is evidence of that as well as the vigorous defense the defendants are pursuing which has already resulted in several appeals to the United States Court of Appeals for the Second Circuit. Litigation issues relevant to providing a recovery to investors have been highlighted previously on the Information section at the top of the Receiver's website. See, for example, Items 4, 5, 8, 9, and 11.¹

B. Relevant Events.

A description of the more relevant events are as follows:

1. Lynn Smith and Smith Trust Asset Freeze (Items 4-5). The freeze imposed by the Court on these assets is important because it freezes the investments of Lynn Smith and the Smith Trust in an investment fund which has already produced positive cash distributions which are held in the Receiver's accounts. The remaining value to be recovered could be as high as \$1 million. Lynn Smith also has a stock account containing approximately \$2 million which has also been frozen by the Court (Item 11 and Docket No. 86) which, if the SEC is successful in its claims, would also be available for distribution to creditors.

¹ "Items" refers to the Information section at the top of the Receiver's website where current relevant information is posted for the benefit of investors and other interested parties.

- 4 -

2. Smith Vero Beach Property (Item 8). The Smith's appeal to the Second Circuit to stay the sale of this property was unsuccessful. The house has been listed for sale since February 17, 2011. No offers have been received although there have been a number of showings. In 2011, there has often been more than 40 homes for sale at any one time in the gated community, Orchid Island, in which this property is located. In the last year, 12 homes have sold in this community. Most properties for sale in Orchid Island have been on the market for at least one to two years. The original listing price for the Smith property was \$1,650,000 (furniture available), but was reduced to \$1,490,000 (furniture available) on April 6, 2011. An Orchid Island Club membership is required to own a home in this community. Recently, the Receiver has authorized contributing the value of an Orchid Island Club social membership as a sales inducement. The property remains in good condition, but several repairs have been needed.

The Smith's stopped paying for all essential services at the property in July 2011. The Receiver has since insured the property and is paying for only essential expenses (insurance, water, electric, pool service, and hurricane shutter installation). At some point, the remaining equity of the property could become deminimis, especially in this very slow real estate market. The first lienholder may consider foreclosing if the property cannot be sold to generate value for the Receiver's estate.

A summary of the realtor's marketing activities to date are listed on **Exhibit A**. These are in addition to ongoing showings and inspections.

3. McGinn Residence. Pursuant to Court Order (Docket No. 276), the McGinn residence was listed for sale. A closing is scheduled for this week. The net equity

- 5 -

to be recovered for the Receivership estates is expected to be \$7,500, even after the second lienholder agreed to a short sale and a substantial payment discount.

4. Smith Lake House. Following the imposition of an asset freeze on the assets of the Smith Trust, the SEC was granted the right to move for sanctions against the Smith Trust, Lynn Smith, and the former and current trustees of the Trust and certain of their professionals (Item 5 and Docket No. 194). On July 20, 2011, the Court issued a decision on the SEC's motion for sanctions (Item 9 and Docket No. 342). As a result, the Receiver was granted authority to take certain actions to recover unpaid amounts from the Great Sacandaga Lake property including its sale or rental. The property had been transferred to the Smith Trust during the period that the Court's asset freeze was not in place in July 2010.

Mrs. Smith did not pay to the Receiver the \$944,848 by September 1, 2011 as directed by the Court. Consequently, the Receiver was directed by Order to pursue the repayment of those amounts from the Great Sacandaga Lake property. After some effort, the Receiver arranged a site visit on October 14, 2011 to inspect the property with real estate brokers and the Smith Trust trustee. The property consists of three homes on a substantial plot of land bordering the lake. Two days after visiting the property with the real estate brokers, the Trust filed a motion for a stay of any sale or lease with the Second Circuit Court of Appeals. An interim stay was granted by the Court. Thus, the Receiver's efforts have been suspended pending a further decision by the Second Circuit. The Trust purchased the property from Lynn Smith in July 2010 for \$600,000. There are approximately 190 properties for sale on the lake, although this particular property is of a more unique nature given its size and compound nature. The main house is in very good condition. There are no known liens against the property.

- 6 -

5. Trial of SEC Action. The Receiver does not actively participate in the SEC action since the SEC is pursuing the claims against the defendants. It would be inefficient for the Receiver to duplicate those efforts. The SEC has taken the depositions of many persons, and the last depositions should occur over the next month.

Discovery is to conclude in December 2011, although that could be extended based upon circumstances at the time. There is a March 15, 2012 “trial ready” date. Further litigation and appeals can be expected given past practices if the action is not otherwise resolved.

SIPA COVERAGE

A number of investors have inquired about the availability of coverage for victims of the McGinn Smith investment fraud by the Securities Investor Protection Act (“SIPA”). On September 19 and September 30, 2011, the Receiver posted messages on the Receiver’s website on this subject at Item 14. In particular, investors should review Docket No. 391 which is a letter filed by the SEC with the Court explaining why SIPA coverage is not presently available under the facts of this case. Only the SEC has the authority by statute to initiate an action to compel a SIPA liquidation.

The Receiver has known for some time that the SEC is seriously considering the question of whether SIPA coverage could be available and has communicated frequently with the SEC about the same. The SEC’s consideration of this question is continuing.

OTHER RECEIVER ACTIVITIES

1. Accounting Reconstruction and Legal Analysis.

Financial and legal transactions conducted by the McGinn Smith entities were not straight forward or always completely documented. The Receiver has an internal staff of two people: one is a controller, and the other is a lawyer. At the outset of the Receivership, a significant number of tax returns and financial statements were incomplete. The ability to complete these records was hampered by the fact that all business records of McGinn Smith and its related entities were seized in an FBI raid on April 20, 2010.

The Receiver and his staff first focused on completing tax returns. Copies of prior tax returns were requested from the accountant who pled guilty this week to delivering and disclosing a false federal income tax return for Lynn and David Smith (See Item 15). That request was denied presumably because of the ongoing criminal investigation. Subsequently, the Receiver's staff turned to obtaining copies from the U.S. Attorney's Office which eventually resulted in their being able to obtain most returns needed to prepare the ones requiring completion. Throughout 2010 and 2011, 276 tax returns and various municipal filings have been filed with assistance from new tax accountants retained by the Receiver, Chiam pou Travis Besaw & Kershner LLP. It is believed that essentially all tax returns are now current.

During the same time, it was discovered that bank records were incomplete with regard to prior bank statements of many of the McGinn Smith entities. The Receiver's controller has worked diligently with the Receiver's assistance to obtain those statements from various financial institutions throughout the United States and is now virtually finished with recording and reconciling those transactions in the financial statements of the various McGinn Smith

- 8 -

entities. While some work remains to be done, the result of that effort is the ability to complete analyses showing where monies were transferred to and where assets and claims reside.

While the SEC is taking the laboring oar on dealing with the forensic accounting issues for purposes of trial in the SEC action against the defendants, the Receiver's staff is cooperating with the SEC and other regulatory authorities in providing information. This has consumed a significant amount of their recent time.

A list of the tax returns and other forms filed to date is attached as **Exhibit B**.

2. 74 State Street Hospitality, LLC. The Receiver was paid \$50,000 for the estate's subordinated debt interest in 74 State Street Hospitality, LLC, which is comprised of real property on which a hotel in Albany, New York operates to permit the first mortgagee (CIT) to commence a mortgage foreclosure action. The property is significantly overencumbered with the first mortgagee having a lien in the approximate amount of \$11 million with the value of the property likely being no greater than \$3-6 million, as well documented by the inability of the first mortgagee to obtain offers for sale. The Receiver still holds certain equity interests in the property pending the completion of the foreclosure by CIT. In the interim, the Receiver has cooperated with CIT in pursuing various opportunities which might provide some additional consideration to the Receivership estate. It is more likely than not that the first mortgagee will complete its foreclosure and the remaining estate interest will be extinguished. (See Item 6 and Docket Nos. 202 and 234).

3. Upstate Imaging Associates and Portfolio Partner Investors. As to Upstate Imaging Associates and Portfolio Partner Investors, the Trustee requested the Court to lift the existing stay to permit Albany County to foreclose on this property. (See Item 10 and Docket

- 9 -

No. 343). The Upstate Imaging Associates property had been abandoned well prior to the initiation of the Receivership and is in significant disrepair. There are roof leaks, and the building is not secure. Attempts to sell the building to others including the adjoining owner had been ongoing for several years to no avail. Real property taxes exceed \$675,694, and the property appears to be worth significantly less than that amount. Consequently, there was no colorable basis for the Receiver to oppose the County of Albany's request to conduct an In Rem foreclosure sale for unpaid taxes.

4. McGinn Smith Firstline Funding, LLC. The Receiver's motion to approve a settlement with a lender, Security Systems, Inc. ("SSI"), regarding the McGinn Smith Firstline Funding, LLC transaction was approved, and that transaction closed resulting in the lender's agreement to receipt of a substantially reduced loan payment, forgiveness of interest, and cancellation of an attrition guaranty which would have been very costly to the Receivership estates if it had not been cancelled. In connection with that discounted loan payoff, the Receiver was able to arrange for SSI to repay in full an unrelated loan to Integrated Excellence Funding, LLC in the approximate amount of \$642,944.91 as described in Item 12 and Docket Nos. 365, 368 and 372. Those proceeds are in the Receiver's accounts.

5. TDM and TDMM Cable Funding, LLC. These entities operate so-called triple play properties in Florida. Triple play means Internet, cable and telephone service to apartment and condominium complexes. Prior to the Receivership, the management of these operations was placed with a business by the name of HControl. The Receiver and his professionals have investigated the circumstances surrounding the TDM and TDMM operations and HControl's operation of them. As part of that investigation, it came to light that an entity by the name of

- 10 -

Shoma Group claimed an interest in a portion of the proceeds of. After examination and lengthy negotiations, and because Shoma Group was able to demonstrate that they actually paid monies to purchase their interests from the McGinn Smith entities, an offer has been obtained to sell those assets for \$2 million on a gross basis with payment to Shoma for its minority interest in the entities owning those assets. Upon finalization of a written contract, the Receiver expects to file a motion to approve that sale.

6. Daily Activities. Throughout the period, the Receiver has taken many calls and e-mails from investors. The Receiver endeavors to keep investors aware of events through the Receiver's website. On an almost daily basis, the Receiver and his staff and professionals become involved in questions and issues with regard to the SEC action, various FINRA arbitrations, investor inquiries, asset recovery activities, and operational matters including payables, payroll and general questions. Only the Receiver has signature authority for the various bank accounts and reviews and approves all payments made each week by each of the operating entities. Other activities include preparing confidentiality agreements and responding to information and discovery requests to database searches for various regulatory parties.

7. Livingston. As a matter of public record, the Receiver commenced an action against a former broker by the name of Thomas E. Livingston. The action has been settled to the satisfaction of the Receiver and Mr. Livingston. The action was for recovery of draws in excess of commissions and unreimbursed personal expenses.

8. CMS. The Receiver has received an offer for the repayment of this McGinn Smith obligation. This offer is being examined, but the Receiver's preliminary reaction is that it

- 11 -

is undervalued. The Receiver believes the offer should be improved and intends to pursue that effort.

9. White Glove. This upscale cruise travel agency is part of the Receivership and was managed post-Receivership by the same on-site management as had been employed by McGinn Smith. The business had been acquired by the McGinn Smith entities through a foreclosure following default on a loan. With no prior notice, the Receiver was informed by the incumbent management, with whom the Receiver had negotiated an asset sale, that the manager and several of the staff were going to work for a competitor agency. The Receiver believes that efforts by the competitor had been underway for some time while the manager was negotiating an asset purchase agreement with the Receiver. Although disruption occurred at that point including because the manager also oversaw the agency's computer systems, the business replaced the agents, and two agents who had left for the competitor returned to White Glove. The situation is now largely stabilized, although a number of clients canceled contracts for upcoming cruises. The Receiver is evaluating remedies available to him under various agreements which were in place prohibiting certain activities by those who left.

Dated: November 16, 2011

/s/ William J. Brown

William J. Brown, Esq.
Receiver

Exhibit A

Norris & Company Real Estate
906 Orchid Point Way
Marketing

2/20/2011	Photoshoot
2/24/2011	Listed and entered in MLS and Norris website
2/24/2011	Email top 25 realtors of price change
2/25/2011	Placed in Realtor.com
2/26/2011	Just Listed Postcard to All Orchid Island Residents - noted Open House date 3/3/11
3/2/2011	Open House for Norris & Company realtors to preview
3/3/2011	Open House for all realtors and Orchid Island Residents
3/10/2011	Ad in 32963
3/25/2011	Open House for Orchid Island Member/Guest Tournament
3/31/2011	Ad in 32963
4/6/2011	Email top 25 realtors of price change
4/21/2011	Ad in 32963
5/19/2011	Ad in 32963
6/23/2011	Ad in 32963
7/1/2011	Ad running in Christie's International Website
7/13/2011	Ad in 32963
7/14/2011	Ad in Vero Beach Newsweekly
8/18/2011	Ad in 32963
9/28/2011	Ad in 32963
10/19/2011	Ad in 32963
11/10/2011	Email top 25 realtors of incentive
11/21/2011	Postcard to Orchid Island Residents
12/1/2011	Half Page Ad in Christies International Real Estate Magazine

Exhibit B

McGinn Smith, et al. – Status of Tax Forms

<i>McGinn Smith Entity</i>	<i>Federal</i>	<i>State</i>	<i>e-File</i>
74 State Capital, L.P.	2009 Amended U.S. Return of Partnership Income - Mailed 9/11/10	2009 Amended New York Form IT-204 - Mailed 9/11/10	
	2010 U.S. Return of Partnership Income	2010 New York Return of Partnership Income	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 3/30/11	2010 NYS e-file Signature Authorization - Mailed to MH 3/30/11	
Benchmark Communications, LLC d/b/a Com One	2010 U.S. Return of Partnership Income - Mailed 3/15/11	2010 Partnership Return of Income (Louisiana) - Mailed 3/15/11 (Composite Form also mailed 3/15/11)	
Capital Trust 00	Request for Transcript of Tax Return - Mailed to MH 10/26/10		
	2010 Federal Extension	2010 New York State Extension	
Cruise Charter Ventures, LLC	Request for Transcript of Tax Return (Form 4506T) - Mailed to MH 10/26/10		
Cruise Charter Ventures Trust 08	2009 U.S. Income Tax Return for Estates and Trusts - Mailed 12/30/10	2009 New York Fiduciary Income Tax Return - Mailed 12/30/10	
FGF Partners, L.P.	2010 U.S. Return of Partnership Income	2010 New York Return of Partnership Income	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 1/28/11	2010 NYS e-file Signature Authorization - Mailed to MH 1/28/11	

Firstline Sr. Trust 07	2008 U.S. Income Tax Return for Estates and Trusts - Mailed 12/27/10	2008 New York Fiduciary Income Tax Return - Mailed 12/27/10	
	2009 U.S. Income Tax Return for Estates and Trusts - Mailed 12/28/10	2009 New York Fiduciary Income Tax Return - Mailed 12/28/10	
	Request for Transcript of Tax Return -Mailed to MH 10/26/10		
	2010 Federal Extension	2010 New York State Extension	
2010 U.S. Income Tax Return for Estates and Trusts	2010 New York Fiduciary Income Tax Return	Yes	
2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11		
Firstline Sr. Trust 07 Series B	2009 U.S. Income Tax Return for Estates and Trusts - Mailed 12/27/10	2009 New York Fiduciary Income Tax Return - Mailed 12/27/10	
	2010 Federal Extension	2010 New York State Extension	
	2010 U.S. Income Tax Return for Estates and Trusts	2010 New York Fiduciary Income Tax Return	Yes
2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11		
Firstline Trust 07	2009 U.S. Income Tax Return for Estates and Trusts - Mailed 12/27/10	2009 New York Fiduciary Income Tax Return - Mailed 12/27/10	
	2010 Federal Extension	2010 New York State Extension	
	2010 U.S. Income Tax Return for Estates and Trusts	2010 New York Fiduciary Income Tax Return	Yes
2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11		
Firstline Trust 07 Series B	2009 U.S. Income Tax Return for Estates and Trusts - Mailed 12/27/10	2009 New York Fiduciary Income Tax Return - Mailed 12/27/10	

	2010 Federal Extension	2010 New York State Extension	
	2010 U.S. Income Tax Return for Estates and Trusts	2010 New York Fiduciary Income Tax Return	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11	
	2010 Federal Extension	2010 New York State Extension	
Fortress Trust 08	2009 U.S. Income Tax Return for Estates and Trusts - Mailed 12/30/10	2009 New York Fiduciary Income Tax Return - Mailed 12/30/10	
	2010 U.S. Income Tax Return for Estates and Trusts	2010 New York Fiduciary Income Tax Return	
	2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11	
GPV Associates	2010 U.S. Return of Partnership Income	2010 New York Return of Partnership Income	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 1/28/11	2010 NYS e-file Signature Authorization - Mailed to MH 1/28/11	
Health Enterprises Management, Inc.	2010 U.S. Corporation Income Tax Return	2010 New York General Business Corporation Franchise Tax Return	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 3/15/11	2010 NYS e-file Signature Authorization - Mailed to MH 3/15/11	
Integrated Excellence Jr. Trust 08	2009 U.S. Income Tax Return for Estates and Trusts - Mailed 12/30/10	2009 New York Fiduciary Income Tax Return - Mailed 12/30/10	
	2010 Federal Extension	2010 New York State Extension	
	2010 U.S. Income Tax Return for Estates and Trusts	2010 New York Fiduciary Income Tax Return	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11	

Integrated Excellence Sr. Trust 08	2009 U.S. Income Tax Return for Estates and Trusts - Mailed 12/30/10	2009 New York Fiduciary Income Tax Return - Mailed 12/30/10	
	2010 Federal Extension	2010 New York State Extension	
	2010 U.S. Income Tax Return for Estates and Trusts	2010 New York Fiduciary Income Tax Return	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11	
James J. Carroll Charitable Fund	2009 Federal Request for Transcript of Tax Return - Mailed 12/28/10		
	2010 U.S. Corporation Income Tax Return (5/15/10-8/31/10)	2010 New York Corporation Income Tax Return (5/15/10-8/31/10)	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11	
	2010 U.S. Corporation Income Tax Return (9/1/10-8/31/11)	2010 New York Corporation Income Tax Return (9/1/10-8/31/11)	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 10/31/11	2010 NYS e-file Signature Authorization - Mailed to MH 10/31/11	
KMB Cable Holdings, LLC	2010 Federal Extension	2010 New York State Extension	
M&S Partners	2010 Federal Extension	2010 New York State Extension	
	2008 U.S. Return of Partnership Income (Amended)	2008 New York Return of Partnership Income (Amended)	Yes
	2008 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2008 NYS e-file Signature Authorization - Mailed to MH 9/9/11	
	2009 U.S. Return of Partnership Income	2009 New York Return of Partnership Income	Yes
	2009 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2009 NYS e-file Signature Authorization - Mailed to MH 9/9/11	

M&S Partners (cont'd)	2010 U.S. Return of Partnership Income	2010 New York Return of Partnership Income	Yes	
	2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11		
McGinn Smith & Co., Inc.		New York State Power of Attorney Form - Mailed to MH 10/25/10		
		2009 New York General Business Corporation FM TA Surcharge Return - Mailed 9/15/10		
		2009 New York City General Corporation Tax Return - Mailed 9/15/10		
		2011 New York State and Local Annual Sales and Use Tax Return - Mailed to B. Shea 3/14/11		
	2010 U.S. Corporation Income Tax Return	2010 New York General Business Corporation Franchise Tax Return	Yes	
		2010 New York General Business Corporation MTA Surcharge Return	Yes	
		2010 New York City General Corporation Tax Return	Yes	
	2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11		
		2010 New York City e-file Authorization Form		
	McGinn Smith & Co., Inc. & Subsidiary	2009 Consolidated U.S. Corporation Income Tax Return - Mailed 9/15/10	2009 New York State General Business Corporation Franchise Tax Return - Mailed 9/15/10	
		2009 Corporation Application for Tentative Refund - Mailed 12/28/10		

McGinn Smith Alarm Trading Corp.	2009 U.S. Corporation Income Tax Return	2009 California Corporation Income Tax Return	Yes
	2009 IRS e-file Signature Authorization - Mailed to MH 8/29/11		
	2010 U.S. Corporation Income Tax Return	2010 California Corporation Income Tax Return	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 8/29/11		
	2011 Estimated Tax Filing Instructions		
McGinn Smith Capital Holdings Corp.	2009 U.S. Corporation Income Tax Return - Mailed 12/28/10	2009 New York Corporation Income Tax Return - Mailed 12/28/10	
	2010 U.S. Corporation Income Tax Return	2010 New York Corporation Income Tax Return	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11	
McGinn, Smith Firstline Funding LLC	2010 U.S. Return of Partnership Income	2010 New York Return of Partnership Income	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 1/28/11	2010 NYS e-file Signature Authorization - Mailed to MH 1/28/11	
McGinn, Smith Group, LLC	2010 U.S. Return of Partnership Income	2010 New York Return of Partnership Income	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 1/28/11	2010 NYS e-file Signature Authorization - Mailed to MH 1/28/11	
McGinn Smith Holdings, LLC	2010 Federal Extension	2010 New York State Extension	
		New York State Power of Attorney Form - Mailed to MH 10/25/10	
	Request for Copy of Tax Return (Form 4506) - Mailed 8/31/11		

McGinn Smith Transaction Funding Corp.	2008 U.S. Corporation Income Tax Return - Mailed 1/28/11	2008 New York Corporation Income Tax Return - Mailed 1/28/11	
		2008 New York General Business Corporation Franchise Tax Return - Mailed 1/28/11	
		2008 Corporation Opt-Out and Reasonable Cause Record for Tax Return Preparers -Mailed to MH 4/1/11	
		2009 New York General Business Corporation Franchise Tax Return - Mailed 1/28/11	
		2009 Corporation Opt-Out and Reasonable Cause Record for Tax Return Preparers -Mailed to MH 4/1/11	
	2009 U.S. Corporation Income Tax Return - Mailed 1/28/11	2009 New York Corporation Income Tax Return - Mailed 1/28/11	
	Request for Transcript of Tax Return - Mailed to MH 10/26/10		
	2010 U.S. Corporation Income Tax Return	2010 New York Corporation Income Tax Return	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 1/31/11	2010 NYS e-file Signature Authorization - Mailed to MH 1/31/11	
Mr Cranberry LLC	2009 U.S. Return of Partnership Income - Mailed 12/30/10	2009 New York Return of Partnership Income - Mailed 12/30/10	
	2010 Federal Extension	2010 New York State Extension	
	2010 U.S. Return of Partnership Income	2010 New York Return of Partnership Income	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11	

MSFC Security Holdings, LLC	2010 U.S. Return of Partnership Income	2010 New York Return of Partnership Income	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 1/31/11	2010 NYS e-file Signature Authorization - Mailed to MH 1/31/11	
		New York State Power of Attorney Form - Mailed to MH 9/11/10	
Pacific Trust 02	2009 U.S. Income Tax Return for Estates and Trusts - Mailed 12/30/10	2009 New York Fiduciary Income Tax Return - Mailed 12/30/10	
	2010 Federal Extension	2010 New York State Extension	
	2010 U.S. Income Tax Return for Estates and Trusts	2010 New York Fiduciary Income Tax Return	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11	
Portfolio Partners	2010 U.S. Return of Partnership Income	2010 New York Return of Partnership Income	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 1/28/11	2010 New York State e-file Signature Authorization - Mailed to MH 1/28/11	
SAI Trust 00	2009 U.S. Income Tax Return for Estates and Trusts - Mailed 1/25/11	2009 New York Fiduciary Income Tax Return - Mailed 1/25/11	
SAI Trust 03	2009 U.S. Income Tax Return for Estates and Trusts - Mailed 1/25/11	2009 New York Fiduciary Income Tax Return - Mailed 1/25/11	
Seton Hall Associates	2010 U.S. Return of Partnership Income	2010 New York Return of Partnership Income	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 3/15/11	2010 New York State e-file Signature Authorization - Mailed to MH 3/15/11	
TDM Cable Funding, LLC	Request for Transcript of Tax Return - Mailed to MH 10/26/10		
	2010 Federal Extension	2010 New York State Extension	

TDM Cable Trust 06	Request for Transcript of Tax Return - Mailed to MH 10/26/10		
	2010 Federal Extension	2010 New York State Extension	
TDM Luxury Cruise Trust 07	2009 U.S. Income Tax Return for Estates and Trusts - Mailed 1/25/11	2009 New York Fiduciary Income Tax Return - Mailed 1/25/11	
	2010 Federal Extension	2010 New York State Extension	
	2010 U.S. Income Tax Return for Estates and Trusts	2010 New York Fiduciary Income Tax Return	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 9/9/11	2010 NYS e-file Signature Authorization - Mailed to MH 9/9/11	
TDM Verifier Trust 07	2010 Federal Extension	2010 New York State Extension	
TDM Verifier Trust 07R	2010 Federal Extension	2010 New York State Extension	
TDM Verifier Trust 08	2010 Federal Extension	2010 New York State Extension	
TDM Verifier Trust 09	2010 Federal Extension	2010 New York State Extension	
TDM Verifier Trust 11	Request for Transcript of Tax Return - Mailed to MH 10/26/10		
	2010 Federal Extension	2010 New York State Extension	
TDMM Benchmark Trust 09	2010 Federal Extension	2010 New York State Extension	
	2009 U.S. Income Tax Return for Estates and Trusts	2009 New York Fiduciary Income Tax Return	
	2010 U.S. Income Tax Return for Estates and Trusts	2010 New York Fiduciary Income Tax Return	Yes
	2010 IRS e-file Signature Authorization - E-Mailed to MH 9/15/11	2010 New York State e-file Signature Authorization - E-Mailed to MH 9/15/11	
TDMM Cable Funding, LLC	2010 Federal Extension	2010 New York State Extension	
	2010 U.S. Return of Partnership Income (e-filed)	2010 Louisiana Return of Partnership Income	
	2010 New York Return of Partnership Income	Yes	

TDMM Cable Funding, LLC (cont'd)

	2010 Florida Return of Partnership Income	
	2011 Florida Tangible Return – Broward County	
	2011 Florida Tangible Return – Miami-Dade County	
	2011 Florida Tangible Return – Palm Beach County	
2010 IRS e-file Signature Authorization - E-Mailed to MH 9/15/11	2010 New York State e-file Signature Authorization - E-Mailed to MH 9/15/11	
2009 U.S. Return of Partnership Income (e-filed)	2009 Louisiana Return of Partnership Income	
	2009 New York Return of Partnership Income	Yes
	2009 Florida Return of Partnership Income	
	2010 Florida Tangible Return – Broward County	
	2010 Florida Tangible Return – Miami-Dade County	
	2010 Florida Tangible Return – Palm Beach County	
2009 IRS e-file Signature Authorization - E-Mailed to MH 9/15/11	2009 New York State e-file Signature Authorization - E-Mailed to MH 9/15/11	
TDMM Cable Jr. Trust 09	2009 U.S. Income Tax Return for Estates and Trusts	2009 New York Fiduciary Income Tax Return
	2010 U.S. Income Tax Return for Estates and Trusts	2010 New York Fiduciary Income Tax Return
		Yes
2010 IRS e-file Signature Authorization - E-Mailed to MH 9/15/11	2010 New York State e-file Signature Authorization - E-Mailed to MH 9/15/11	

TDMM Cable Sr. Trust 09	2010 Federal Extension	2010 New York State Extension	
	2009 U.S. Income Tax Return for Estates and Trusts	2009 New York Fiduciary Income Tax Return	
	2010 U.S. Income Tax Return for Estates and Trusts	2010 New York Fiduciary Income Tax Return	Yes
	2010 IRS e-file Signature Authorization - E-Mailed to MH 9/15/11	2010 New York State e-file Signature Authorization - E-Mailed to MH 9/15/11	
TNA Associates	2010 U.S. Return of Partnership Income	2010 New York State Return of Partnership Income	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 1/28/11	2010 New York State e-file Signature Authorization - Mailed to MH 1/28/11	
Three Rock Partners, LLC	2010 U.S. Return of Partnership Income	2010 New York State Return of Partnership Income	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 1/28/11	2010 New York State e-file Signature Authorization - Mailed to MH 1/28/11	
Upstate Imaging Associates	2010 U.S. Return of Partnership Income	2010 New York State Return of Partnership Income	Yes
	2010 IRS e-file Signature Authorization - Mailed to MH 1/28/11	2010 New York State e-file signature Authorization - Mailed to MH 1/28/11	
White Glove Cruises, LLC	2010 U.S. Return of Partnership Income - Mailed 1/31/11	2011 Florida Tatngible Return DR405 – Broward County - Mailed 1/31/11	

Phillips Lytle LLP

Dated: October 31, 2011

Doc # 01-2454149.1