

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.* :  
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**ORDER APPROVING MOTION OF WILLIAM J. BROWN, AS RECEIVER, FOR AN  
ORDER APPROVING (I) SALE AND BIDDING PROCEDURES WITH RESPECT TO  
THE SALE OF WHITE GLOVE CRUISES, LLC AND LUXURY CRUISE  
RECEIVABLES, LLC, (II) TIME, DATE, PLACE AND MANNER OF NOTICE FOR  
EACH OF THE AUCTION AND SALE HEARING, AND (III) AN ORDER APPROVING  
THE SALE OF CERTAIN ASSETS OF WHITE GLOVE CRUISES, LLC AND LUXURY  
CRUISE RECEIVABLES, LLC FREE AND CLEAR OF LIENS, CLAIMS,  
ENCUMBRANCES, AND OTHER INTERESTS**

Upon the Motion of William J. Brown, as Receiver, for an Order Approving (I) Sale and Bidding Procedures With Respect to the Sale of White Glove Cruises, LLC and Luxury Cruise Receivables, LLC, (II) Time, Date, Place and Manner of Notice for Each of the Auction and Sale Hearing, and (III) an Order Approving the Sale of Certain Assets of White Glove Cruises, LLC and Luxury Cruise Receivables, LLC Free and Clear of Liens, Claims, Encumbrances, and Other

Interests (Docket No. 495) (“Motion”), and a hearing having been held on June 20, 2012 at which the Receiver placed on the record that (i) no competing offers had been received and (ii) the transactions which are the subject of the Motion are in good faith and at arms length for fair consideration, and no objections having been filed or sustained by the Court, and sufficient notice of the Motion having been given, upon due deliberation and for good cause shown, it is hereby

ORDERED, that the Motion is approved; and it is further

ORDERED, that the Receiver’s interest in the Assets (as defined in the Motion) shall be sold and assigned to Bruce Travel, Inc. as the Buyer (as defined in the Motion) without recourse, representation or warranty and free and clear of all liens, claims, encumbrances and other interests, with such liens and claims, if any, attaching to the net proceeds of sale; and it is further

ORDERED, that the sale and assignment is expressly subject to the Buyer assuming all of White Glove Cruises, LLC obligations under that certain lease between Wilson Hollywood Showroom, LLC, as landlord and White Glove, as tenant, for premises at 555 Anglers Avenue, Suite 27, Dania Beach, Florida 33312, or the release of White Glove and any other party responsible for any obligations under such lease, in either event subject to the satisfaction of the Receiver in his discretion with the return of the security deposit to the Receiver; and it is further

ORDERED, that the Excluded Assets (as defined in the Asset Purchase Agreement attached to the Motion and footnote 2 of the Motion) shall remain property of this estate including, without limitation, all claims of Seller, Receiver, MS Entities, Company, and Receivables other than claims against customers or cruise lines of Sellers arising after the Closing (as defined in the Asset Purchase Agreement).

Dated: June 20, 2012

  
HON. DAVID R. HOMER  
UNITED STATES MAGISTRATE JUDGE