

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

-----X
SECURITIES AND EXCHANGE COMMISSION :

Plaintiff,

vs.

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.

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

**NOTICE OF FIFTH INTERIM
APPLICATION OF PHILLIPS LYTLE LLP AND THE
RECEIVER FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

PLEASE TAKE NOTICE that upon the Fifth Interim Application of Phillips
Lytle LLP and the Receiver for Allowance of Compensation and Reimbursement of Expenses
("Application"), Phillips Lytle LLP ("Phillips Lytle") will move before the Hon. Christian F.
Hummel, United States Magistrate Judge, United States District Court for the Northern District
of New York, James T. Foley - U.S. Courthouse, 445 Broadway, Albany, New York 12207-
2924, on **October 17, 2013 at 9:30 a.m.**, seeking an Order to be entered approving the

Application of Phillips Lytle and the Receiver for interim compensation and reimbursement of expenses in connection with legal services performed for William J. Brown, Esq., the Receiver for the McGinn Smith Entities and the services of the Receiver. No oral argument is requested.

PLEASE TAKE FURTHER NOTICE that attached is the cover sheet for the Application, indicating the nature and dates of the services rendered by Phillips Lytle and the Receiver, as well as the total amount sought by Phillips Lytle and the Receiver for interim compensation and reimbursement of expenses. The complete Application of Phillips Lytle is filed with the United States District Court and will be available for review electronically at the Office of the Clerk, United States District Court, Northern District of New York, James T. Foley - U.S. Courthouse, 445 Broadway, Room 509, Albany, New York 12207-2924 or online, at the Court's website (www.nynd.uscourts.gov), or at the website of the Receiver (www.mcginnsmithreceiver.com). Copies can also be obtained upon written request to Phillips Lytle.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Application must be made in writing in accordance with the Federal Rules of Civil Procedure and the Local Rules for the United States District Court for the Northern District of New York.

Dated: September 13, 2013

PHILLIPS LYTLE LLP

By /s/ William J. Brown

William J. Brown (Bar Roll #601330)

Todd A. Ritschdorff (Bar Roll #512601)

Attorneys for Receiver

Omni Plaza

30 South Pearl Street

Albany, New York 12207

Telephone No. (518) 472-1224

and

3400 HSBC Center
Buffalo, New York 14203
Telephone No.: (716) 847-8400

Doc # 01-2694324.2

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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. :

**FACE SHEET PURSUANT TO LOCAL RULE 2016-1
FOR FIFTH INTERM APPLICATION BY ATTORNEYS
FOR RECEIVER AND THE RECEIVER FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

APPLICANT'S NAME: Phillips Lytle LLP and William J. Brown, as
Receiver

APPLICANT'S ADDRESS: Omni Plaza
30 South Pearl Street
Albany, New York 12207

DATE APPLICANT APPOINTED: April 20, 2010

NATURE OF SERVICES RENDERED: Legal services rendered for William J. Brown, Receiver, with respect to McGinn, Smith & Co., Inc., et al. and for Receiver services and expenses

AMOUNT OF COMPENSATION
SOUGHT FOR FEES FROM
MAY 1, 2012 THROUGH
DECEMBER 31, 2012

\$189,795.15 (including Phillips Lytle and Receiver's fees at pre-arranged discounted hourly rates) at 7.5% for Phillips Lytle and \$225 rather than \$440 per hour for the Receiver

AMOUNT OF COMPENSATION
SOUGHT FOR EXPENSES FROM
MAY 1, 2012 THROUGH
DECEMBER 31, 2012

\$13,432.20

Dated: September 13, 2013

PHILLIPS LYTLE LLP

By /s/ William J. Brown

William J. Brown (Bar Roll #601330)

Todd A. Ritschdorff (Bar Roll #512601)

Attorneys for the Receiver

Omni Plaza

30 South Pearl Street

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**FIFTH INTERIM APPLICATION OF PHILLIPS LYTLE LLP
AND THE RECEIVER FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Phillips Lytle LLP (“Phillips Lytle”) submits this application (“Fee Application”) for allowance of interim compensation and reimbursement of expenses pursuant to Section XIV of this Court’s Preliminary Injunction Order (Docket No. 96). Attached as **Exhibit A** is the

Declaration of William J. Brown, Esq. in support of the Fee Application. Phillips Lytle respectfully represents as follows:

INTRODUCTION

1. The Securities and Exchange Commission (“SEC”) commenced an action against McGinn Smith & Co., Inc., et al. in the United States District Court for the Northern District of New York on April 20, 2010 wherein William J. Brown, Esq. was appointed as temporary Receiver for certain of the defendants and other entities in the action (“Receiver”) (Docket No. 5). The SEC’s Complaint was subsequently amended (Docket No. 100 on August 3, 2011 and Docket No. 334 on June 8, 2011), and the Preliminary Injunction Order was entered on July 22, 2010 appointing William J. Brown as the permanent Receiver.

2. During the period from May 1, 2012 to December 31, 2012 (“Fifth Interim Period”), Phillips Lytle performed extensive legal services for the Receiver, and the Receiver performed extensive non-legal or quasi-legal functions, which are each more particularly described below and itemized in the detailed time and disbursement records attached as

Exhibit B.

3. As a public service discount, the legal fees incurred in this case are being performed with a current 7.5% discount on the hourly rates of Phillips Lytle pursuant to a prior agreement with the SEC. Similarly, the Receiver’s hourly rate for this engagement is \$225 per hour rather than his 2012 hourly rate of \$440 per hour, again per prior agreement with the SEC.

4. As a result, legal services at full value in this Fifth Interim Period total \$175,338.00, while the amount to be paid less the 7.5% discount if this Application is approved is \$162,187.65. The Receiver’s services at full value of \$440 per hour in this Second Interim Period total \$36,740.00, while the amount to be paid if this Application is granted are \$27,607.50

at \$225 per hour. This makes the total amount sought pursuant to this Application to be \$189,795.15 in fees and \$13,432.20 in disbursements.

CASE STATUS

5. As of September 6, 2013, there is \$14,882,079 on hand in Receiver accounts consisting of \$11,300,273 from operations of Receiver businesses and recoveries of claims, investments, sales of businesses and other sources, and \$3,581,805 representing proceeds held pursuant to Orders of the Court respecting the Smith Trust, Lynn Smith, and proceeds of the Smith's Vero Beach property. All post-Receiver obligations are current and paid on a current basis other than the amounts sought in professional fee applications. The monies on account in the Receiver's accounts are unencumbered other than for the claims of ownership by the Smith Trust and Lynn Smith to the \$3,581,805. When this estate was commenced in April 2010, there was \$485,491.63 on hand.

6. Currently, the investor and creditor claims bar date and the equity claims bar dates have passed following the successful administration of claims notice procedures. This case cannot be closed at least until the SEC claims against David L. Smith, Lynn Smith, the Smith Trust and Timothy McGinn are resolved by civil trial or other resolution pursuant to Court Order.

7. There are approximately \$124,123,595 in investor claims, some of which will be subject to objection on various grounds. If the objections are sustained, net claims appear to be in the range of \$100,506,405 subject to final Court approval. At present, it appears likely that additional collections will be in the range of \$9 to \$10 million, although they remain subject to negotiations and contingencies.

8. The SEC's Standard Fund Accounting Reports are attached to this Application as **Exhibit C**.

COMPENSATION FOR LEGAL SERVICES

9. The legal services rendered by Phillips Lytle during the Fifth Interim Period have been categorized into twenty-two (23) separate categories (Categories A through W), as described below:

A. Asset Analysis and Recovery

No services were charged to or rendered by Phillips Lytle in Category A during the Fifth Interim Period.

B. Claims Administration and Objections

Category B relates to the implementation of a claims process for all investors and creditors including multiple internal conferences with staff regarding protocol for investor calls and receipt of investor claims; extensive communication with investors regarding claims process; review and recording of numerous investor claims received and consideration of post-bar date claims received; consideration of equity claims procedure and equity claims bar dates; draft, revise and file equity claims motion documents for subsequent hearing on same; attend to preparation of publication notices for equity claims process; prepare, revise and send access letter to equity claim holders; attend to ongoing review and updating of McGinn Smith Receiver's website.

In rendering the services in Category B, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$26,688.50, plus \$6,127.90 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	35.50	440.00	15,620.00
Joshua P. Fleury	2.80	215.00	602.00
Karen A. Kawczynski (P)	0.20	145.00	29.00
Jourdan L. Stevenson (P)	82.40	125.00	10,300.00
Michael G. Sabato (P)	1.10	125.00	137.50

C. Asset Disposition

Category C relates to the significant time spent in the disposition during the Application Period primarily with respect to Alarm Traders, White Glove Cruises, the Florida triple play assets, and Seton Hall all of which have resulted in successful dispositions resulting in more than \$3,743,218 in proceeds for the estate. Additional time was spent attempting to dispose of the Receiver's interest in another triple play business and in Verifier.

The Alarm Traders sale was the result of a long process initially commencing with a stalking horse bid from an entity controlled by two executives who were then running the business under the Receiver's supervision, the negotiation and preparation of their Asset Purchase Agreement and related loan and security documentation, the establishment of safeguards to protect the integrity of the process, negotiations with multiple parties concerning competing offers, the structuring of same, an auction for the same and the resulting superior \$2,250,000 bid and closing including negotiation of closing arrangements and documents.

With respect to the Florida triple play assets, extensive negotiations with HControl ensued including questions regarding the extent of releases given an overlap of personnel with the McGinn Smith estates and the substantial time during which HControl

operated the businesses. The HControl sale was further complicated by negotiations with Shoma Group which held a minority interest almost unbeknownst to the McGinn Smith estates in the triple play operations. The sale has closed with a gross sale value of \$2,000,000.

The White Glove sale was the second attempt at a sale of this business and involved negotiations and follow-up with a substantial Caribbean company regarding the sale, the finalizations of an Asset Purchase Agreement, and the preparation of a Motion to approve same. The sale has closed with a net sale value of \$463,468.

The Seton Hall sale involved the surrender of a ground leased to a partially occupied medical office building requiring substantial maintenance. The sale has closed with a gross sale value to the estate of \$70,000 plus the value of collected net rents and the forgiveness of certain other obligations including unpaid real property taxes of approximately \$372,000, much of which pre-dated the Receivership.

In rendering the services in Category C, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$52,715.50, plus \$537.15 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	113.0	440.00	49,720.00
Gary F. Kotaska	8.80	315.34	2,775.00
James J. Contino	0.30	385.00	115.50
David J. Murray	0.20	380.00	76.00
Karen A. Kawczynski (P)	0.20	145.00	29.00

D. Business Operations

No services were charged to or rendered by Phillips Lytle in Category D during the Fifth Interim Period.

E. Case Administration

Category E is a “catch all” category consisting of services performed by Phillips Lytle in connection with this action and primarily consists of services performed which do not fit within one of the other 22 specific categories.

During this time period, this category consists of essentially all of the day-to-day work for the Receiver and his professionals and the handling of the legal affairs of the 82 entities which were initially placed into Receivership by this Court’s Preliminary Injunction Order (Docket No. 96). The detailed descriptions attached include discussions regarding Upstate Imaging, California Seller of Travel, the Clifton Park Storage facility and record storage and disposition, disposition of surplus equipment legal issues, various contracts and business issues arising in the ordinary course of business of the operating businesses with third parties, matters relating to financial statement and insurance issues, dealing with third party lenders such as Full Circle, jurisdiction and venue for commencing claims, communications with the SEC and IRS, various legal inquiries and questions raised by the SEC concerning the Receivership estates and SFAR reports, coordinating with the United States Attorney’s Office concerning records and information, coordinating and procedures for inspection and removal of personal property with Messrs. McGinn and Smith to comply with Court Orders, dealing with various FINRA proceedings, communications with Robert Haldeman on CMS/Coventry matter; dealing with 107th Associates and Benchmark Communications matters, 99 Pine Street lease matters, extensive communications with investors on legal questions, attendance to investor phone log, 74 State Street investors, and continued review and updating of McGinn Smith Receiver website.

In rendering the services in Category E, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$75,576.00, plus \$572.79 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	139.30	440.00	61,292.00
Sharon L. Wick	0.80	340.00	272.00
Todd A. Ritschdorff	15.30	243.46	3,725.00
Joshua P. Fleury	31.40	215.00	6,751.00
Karen A. Kawczynski (P)	3.20	158.13	506.00
Kristine D. Westphal (P)	3.50	130.00	455.00
Jourdan L. Stevenson (P)	18.60	125.00	2,325.00
Michael G. Sabato (P)	2.00	125.00	250.00

F. Employee Benefits/Pensions

Category F consists of services related to conferences and communications regarding 401K Plan terminations and issues.

In rendering the services in Category F, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$1,188.00, and no disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	2.70	440.00	1,188.00

G. Fee/Employment Applications

Category G consists of services related to review, editing and preparation of Third and Fourth Interim Fee Applications of Phillips Lytle and statements of Chiampou Travis for filing of fee applications in addition to communications with SEC for review and consent to fee applications.

In rendering the services in Category G, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$4,092.00, plus \$175.10 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	9.30	440.00	4,092.00

H. Fee/Employment Objections

No services were charged to or rendered by Phillips Lytle in Category H during the Fifth Interim Period.

I. Accounting/Auditing

No services were charged to or rendered by Phillips Lytle in Category I during the Fifth Interim Period.

J. Business Analysis

No services were charged to or rendered by Phillips Lytle in Category J during the Fifth Interim Period.

K. Corporate Finance

No services were charged to or rendered by Phillips Lytle in Category K during the Fifth Interim Period.

L. Data Analysis

No services were charged to or rendered by Phillips Lytle in Category L during the Fifth Interim Period.

M. Status Reports

No services were charged to or rendered by Phillips Lytle in Category M during the Fifth Interim Period.

N. Litigation Consulting

No services were charged to or rendered by Phillips Lytle in Category N during the Fifth Interim Period.

O. Forensic Accounting

No services were charged to or rendered by Phillips Lytle in Category O during the Fifth Interim Period.

P. Tax Issues

Category P consists of services related to conversations with tax accountants for the Receivership estates concerning how to proceed with tax reviews, tax return preparation and certain financial statement issues. A substantial amount of time in this category relates to the review and approval of a significant number of IRS and New York State tax returns, various other tax forms and dealing with tax and financial professionals on tax issues.

In rendering the services in Category P, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$2,948.00, plus \$2.60 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	6.70	440.00	2,948.00

Q. Valuation

No services were charged to or rendered by Phillips Lytle in Category Q during the Fifth Interim Period.

R. William J. Brown, as Receiver Function

Category R consists of services related to the function of William J. Brown, as Receiver in his capacity as Receiver. These services, per prior agreement with the SEC, are

rendered at \$225 per hour. Thus, while the accrued amount would otherwise be \$36,740.00, the discounted amount to be paid is \$27,607.50. All of the Receiver's travel time is charged to this category and, thus, is at a substantially reduced rate. Travel time is also charged at one-half of the total time travelled unless work associated with these estates is being conducted at that time.

The daily time entries reveal the Receiver's almost daily involvement with the various Receiver entities identified in the various descriptions including for this Application Period frequent communications with investors to answer questions about assets recovered, claims process, asset distribution to creditors, questions regarding SIPC coverage and related items, weekly review, processing and approval of payments to vendors and other third parties for services rendered to Receiver operating companies prior to sale of each of those companies, review and authorization of payroll, review of communications from investors and SEC regarding various and ongoing matters, travel to 99 Pine Street for supervision of businesses, sale negotiations, Court appearances, auctions, closings, and related matters, dealing with business issues for White Glove Cruises, LLC and Benchmark Communications regarding financial performance including periodic telephone updates, review of bank statements and accounts, maintenance of website and updating of same, investigation into operating results at White Glove, dealing with Benchmark operational issues, dealings with the various banks at which operating entities of the Receivership estates maintain accounts, the review of checks and invoices for payment on a weekly basis for those various operating businesses, conferences with third parties regarding claims and related issues, the weekly review of payroll requests and substantiation for same, investor communications both by phone, in writing and e-mail, attending to various investor letters, dealing with business issues at Alarm Traders and Benchmark, dealing with press inquiries, dealing with the Clifton Park Storage facility issues and considering

how to preserve records and equipment and the cost thereof, identifying alternative storage opportunities, dealing with stop payment and official check requests to M&T Bank, and dealing with insurance issues regarding insurance policies and proper coverage.

In rendering the services in Category R, the Receiver expended the time represented below at the hourly rates represented below for a total value of \$36,740.00, plus \$5,956.99 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	122.70	440.00	\$36,740.00 (to be billed and paid at \$27,607.50)

S. SEC vs. McGinn, Smith & Co., Inc., et al.

Category S consists of services related to legal involvement in the SEC's action against McGinn, Smith & Co., Inc. and other parties including review of pleadings, conferences regarding same, review of criminal dockets; dealing with Saratoga residence foreclosure matter; communications with SEC and other counsel regarding action, review of Court decisions, and attention to document request and production to Dreyer law firm.

In rendering the services in Category S, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$4,999.00, and no disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	9.60	440.00	4,224.00
Todd A. Ritschdorff	3.10	250.00	775.00

T. W.J. Brown, as Receiver of McGinn Smith & Co., Inc. vs. Thomas E. Livingston

Category T consists of services related to the Receiver's action against Thomas Livingston for recovery of overpayments and unpaid reimbursements to the McGinn Smith entities for personal expenses.

In rendering the services in Category T, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$4.00, and no disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	0.10	440.00	44.00

U. Sale of McGinn Niskayuna Property

No services were charged to or rendered by Phillips Lytle in Category U during the Fifth Interim Period.

V. Sale of Smith Vero Beach Property

Category V consists of services related to cancellation of insurance matter/refund of insurance premium on sold Vero Beach property.

In rendering the services in Category V, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$440.00, plus \$8.60 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	1.00	440.00	440.00

W. David L. & Lynn A. Smith Irrevocable Trust

Category W consists of services related to Trust Assets including continuous communications with Geoffrey Smith regarding Sacandaga camp matters including insurance, property tax and utility bills and communications with Kinderhook Bank regarding same.

In rendering the services in Category W, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$6,687.00, plus \$51.07 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	14.80	440.00	6,512.00
Michael G. Sabato	1.40	125.00	175.00

REIMBURSEMENT OF EXPENSES

10. Photocopies made by Phillips Lytle are billed by Phillips Lytle at \$.10 per page, which is based upon Phillips Lytle's costs. Telefax charges are \$1.00 per page for outgoing documents, with no charge for incoming documents. Long distance telephone charges and overnight courier charges are billed at cost. Overnight courier charges are incurred only when necessary as determined by either the Receiver or Phillips Lytle. In addition, there are the usual disbursements of such items as long distance telephone charges, duplicating charges, and UPS charges for checks received and sent to Receivership businesses.

11. Phillips Lytle incurred out-of-pocket expenses for secretarial overtime in connection with this case. These amounts have been written off and no claim for reimbursement of such expenses is being sought herein.

PARTICULAR EXPENDITURES

12. During the Fifth Interim Period, substantial charges were incurred for the legal publication of the Notice of Claims Bar Date and the mailing to investors of the Equity Claims access letter.

CONCLUSION

13. All of the services for which Phillips Lytle now seeks compensation were performed on behalf of the Receiver. No services were performed by Phillips Lytle in any capacity other than as counsel to the Receiver.

14. Phillips Lytle has provided the SEC with copies of Phillips Lytle's and the Receiver's billing statements attached as **Exhibit B**. As of this date, Phillips Lytle and the Receiver do not believe that the SEC has any objection to the amounts sought by Phillips Lytle or the Receiver pursuant to this Fee Application.

15. As the record in this action clearly indicates, Phillips Lytle has worked persistently and efficiently during the Fifth Interim Period to handle various issues for the Receiver, the resolution of which will, to varying degrees, enhance the fair and equitable distribution of the McGinn Smith Entities' proceeds to its creditors. This action has mandated a considerable expenditure of Phillips Lytle resources.

16. Based upon the foregoing, Phillips Lytle and the Receiver represent that they are entitled to the interim compensation and reimbursement of expenses sought herein.

17. Phillips Lytle and the Receiver believe that this Fee Application substantially complies with the substantive requirements of the guidelines for fee applications adopted by the SEC.

NOTICE

18. Notice of this Fee Application is being served on the SEC and all parties who have filed a Notice of Appearance in this action. Additionally, it has been posted on the Receiver's website (www.mcginnsmithreceiver.com) for all investors and creditors to see. Phillips Lytle and the Receiver submit that no other or further notice need be given.

WHEREFORE, Phillips Lytle and the Receiver respectfully request that this Court enter an order allowing and approving Phillips Lytle's and the Receiver's Application for (i) interim compensation in the amount of \$189,795.15, and reimbursement of expenses in the amount of \$13,432.20, for a total of \$203,227.35 for the period of May 1, 2012 through December 31, 2012; and (ii) granting such other and further relief as is just and proper.

Dated: September 13, 2013

PHILLIPS LYTLE LLP

By /s/ William J. Brown

William J. Brown (Bar Roll #601330)

Todd A. Ritschdorff (Bar Roll #512601)

Attorneys for the Receiver

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Buffalo, New York 14203

Telephone No.: (716) 847-8400

Doc #01-2694311.2

Exhibit A

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

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Plaintiff, :

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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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**DECLARATION OF WILLIAM J. BROWN IN SUPPORT OF FIFTH INTERIM
APPLICATION OF PHILLIPS LYTTLE LLP AND THE RECEIVER FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. §1746, William J. Brown declares, under penalty of
perjury, as follows:

1. I am a partner with the law firm of Phillips Lytle LLP (“Phillips Lytle”) and am also the Receiver (“Receiver”) appointed in this action for certain of the Defendants and other entities.

2. I make this declaration in support of the Fifth Interim Application of Phillips Lytle and of the Receiver for Allowance of Compensation and Reimbursement of Expenses (“Application”) in connection with Phillips Lytle’s representation of the Receiver in this Case and the Receiver’s services.

3. I have reviewed the Application and, to the best of my knowledge, information and belief, the facts set forth therein are true and correct.

4. The billing rates being charged by Phillips Lytle in connection with the Application are those which were customarily charged by Phillips Lytle during the time periods in question and are comparable to those charged by other firms of comparable size and experience in this geographic area for the prosecution of matters similar to this action. Pursuant to prior agreement, in my capacity as Receiver, I agreed to charge an hourly rate of \$225 rather than my 2012 hourly rate of \$440.

5. The compensation and reimbursement of expenses (“Interim Compensation”) for which allowance is sought by Phillips Lytle and the Receiver is reasonable and is sought for actual and necessary services rendered by Phillips Lytle and the Receiver, together with actual and necessary expenses advanced by Phillips Lytle, on behalf of the Receivership entities.

6. The Interim Compensation sought by Phillips Lytle and the Receiver is based upon the nature, the extent and the value of the services rendered. These matters are detailed more particularly in the time itemizations attached to the Application as Exhibit B.

7. Phillips Lytle and the Receiver believe they are entitled to Interim Compensation based on the considerable expenditures of Phillips Lytle and Receiver resources incurred since the onset of this action.

8. Phillips Lytle and the Receiver have no agreement directly or indirectly and no understanding exists with any other person or entity for the sharing of compensation to be received for legal or other services rendered in this action, except as such compensation may be shared by and among the attorneys of Phillips Lytle.

Phillips Lytle and the Receiver respectfully request that this Court authorize the allowance of the Interim Compensation sought pursuant to the Application.

Dated: September 13, 2013

/s/ William J. Brown

William J. Brown

Doc #01-2694331.1

Exhibit B

Category B

Claims Administration and Objections



Phillips Lytle LLP

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Invoice Number 765639
 Invoice Date 09/10/13
 Client Number 33474
 Matter Number 00001
 W J Brown

Re: CLAIMS ADMINISTRATION & OBJECTIONS

FOR PROFESSIONAL SERVICES RENDERED THROUGH DECEMBER 31, 2012:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/01/12	WJB	Review and e-mail revised chart of FINRA arbitrations for claims process and e-mail to CAM3 for posting on website	0.1
05/01/12	WJB	Telephone call from B Shea to review protocol for claims process including process to answer calls from investors, following up claims examination process and related items for allocation of responsibilities	0.2
05/01/12	WJB	Review status of website process and procedure, coordinate mailing to successor brokers	0.2
05/01/12	WJB	Conference CAM3 re errors in test FINRA arbitration schedule and means to resolve same for posting of creditor claims	0.2
05/01/12	WJB	Review claims website text; E-mail B Shea re checking Smith Trust claims; Revise website description and provide to CAM3 for updating as part of test process; Conference CAM3 re correction search functions so as to aggregate investor claims on search	0.8

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/01/12	WJB	Review new search process created by CAM3 for resolution of prior issues on claims schedules	0.2
05/01/12	WJB	Telephone call to CAM3 re methods to prevent downloading of claims website and copying; Review e-mail from B Shea re same; Follow-up conference with CAM3 re restricting printing and highlighting of certain items on claims website	0.3
05/01/12	WJB	Prepare e-mail SEC with notification of active claims site; E-mail JLS re same and instructions on how to handle creditor inquiries	0.2
05/01/12	WJB	Review letter from attorney T O'Connor re claims process; Extended telephone conference with T O'Connor re claims process and methodology for his FINRA arbitration clients	0.4
05/01/12	JPF2	Revise exhibits to equity claims motion	0.7
05/01/12	JLS	Review email and investor letter for Live Website for WJB	0.1
05/02/12	WJB	Review and revise press release on McGinn Smith claims process and e-mail REF with instructions concerning publication and revisions	0.3
05/02/12	WJB	Review request by Full Circle for payment of legal fees as part of secured claim and payoff on Alarm Traders sale including review of legal fee bill; Prepare e-mail B Shea, J Carr re request for information on what loan documents provide; Prepare e-mail proposal on claims allowance process for dealing with legal fee claim separate and apart from payoff of principal and interest; Review B Shea e-mails on amount of Full Circle claim; Review LeClair Ryan legal bills received from Full Circle	0.8
05/02/12	WJB	Review B Fisher follow-up e-mail on address change request; Locate prior 3/30 WJB e-mail on same subject and forward to B Fisher	0.2
05/02/12	WJB	Prepare e-mail B Shea to verify principal and interest debt on Full Circle claim; Review B Shea response; Revise settlement proposal e-mail to Full Circle and send	0.4

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/02/12	WJB	Review J Carr analysis re Full Circle legal claim request; Prepare reply to J Carr re scope of legal fee recovery language	0.2
05/02/12	WJB	Prepare protocol for question and answer process for JLS during investor claims call re claim process	0.7
05/02/12	WJB	Conference JLS to review question and answer protocol for investor calls on claims	0.1
05/02/12	WJB	Conference with REF re font size for legal notice publication in various national newspapers	0.1
05/02/12	WJB	Prepare e-mail SEC re status of letter to investors and creditors, website, press releases and legal notices	0.3
05/02/12	WJB	Telephone call from J Hertzberg as investor re process for filing claims	0.1
05/02/12	JLS	Telephone calls and emails with McGinn's investor regarding non-receipt of Access Notice; Email to WJB regarding callers; Review questions and answers script for claim callers for May 3	0.7
05/03/12	WJB	Forward press release to B Shea in response to his request for same	0.1
05/03/12	WJB	Conference JLS re questions re Upstate Imaging	0.1
05/03/12	WJB	Telephone call from P Rabinovich's lawyer about disclosure of information on website and explanation of process re password and comparison to bankruptcy process	0.1
05/03/12	JLS	Review investor voice mails and emails; Conference with investor callers and answer questions using script provided by WJB; Review email from WJB and conference with WJB	3.6
05/04/12	WJB	Conference with JLS re potential missing investors on schedules	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/04/12	JLS	Review investor voice mails and emails; Conference with investor callers and answer questions using script provided by WJB; Conference with WJB regarding specific investor questions and certain investors left off the schedules; Telephone call to B Shea regarding certain investors being left off the schedules; Forward B Shea the list of investors and specific investments involved in; Follow up telephone calls to investors that were left off the schedules	4.4
05/07/12	WJB	Update website with note re recipient not holding claims	0.1
05/07/12	JLS	Attend to Investor telephone calls, voicemails, emails; Follow up with WJB regarding specific questions unable to answer	3.2
05/08/12	WJB	Telephone call from J Barley re investor claim and instructions on how to check website	0.2
05/08/12	WJB	Prepare reply to L Mehraban at SEC on website access for claims process	0.2
05/08/12	WJB	Conference with JLS re answers to questions raised by Dr. Rosenzweig	0.1
05/08/12	WJB	Telephone call from S Rosenzweig re claims questions, observations of other investors per Dr. Rosenzweig and other issues	0.4
05/08/12	WJB	Conference JLS re additional questions re investors concerning multiple claims and how to treat	0.1
05/08/12	WJB	Consider various questions that have arisen and responses to same	0.2
05/08/12	JLS	Listen to investor voicemails; Return investor telephone calls; Conference with investors; Follow up conference with WJB regarding investor questions	3.0
05/09/12	JLS	Review investor emails	0.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/10/12	JLS	Review investor voice mails; Return investor telephone calls and assist in any questions to be answered per the script; Several return emails to investors regarding questions and concerns varying from specific investments to non- receipt of access claims	3.8
05/11/12	WJB	Conference with JLS re additional questions received from investors and follow up on answers to same	0.2
05/14/12	JLS	Review Investor voice mails; Return investor's telephone calls and assist in any questions to be answered per the script; Return several emails to investor regarding questions and concerns varying from specific investments to non- receipt of access claims	1.5
05/15/12	JLS	Review Investor voice mails; Return investor telephone calls and assist in any questions to be answered per the script; Return several emails to investors regarding questions and concerns varying from specific investments to non-receipt of access claims	2.4
05/16/12	WJB	Telephone call from Dr. Bandheer as investor re filing claim if address change	0.1
05/16/12	WJB	Telephone call to T O'Connor re Mr. Sullivan claim	0.1
05/16/12	JLS	Attend to Investor telephone calls	1.0
05/17/12	WJB	Conference JLS, KML5 re investor list and maintenance of communication tools and reports re same, mailing addresses and similar issues	0.3
05/17/12	WJB	Telephone call from R Thrasher re stay versus D Smith lawsuit	0.2
05/17/12	WJB	Telephone call from J Mitzel re no access letter received but supplemental letter sent	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/17/12	JLS	Conference with WJB regarding specific investor calls and questions; Take investor telephone calls, answer questions per the script provided; Review and follow up on investor emails	1.7
05/18/12	JLS	Conference with WJB and K Ludlow; Telephone call to B Shea regarding Investor's equity questions; Telephone calls and emails with Investors	1.5
05/21/12	WJB	Telephone call from NBC affiliate in Albany to explain claims process; Prepare statement to NBC affiliate re claims process	0.5
05/21/12	WJB	Telephone conference with JLS, B Shea re how to answer various newly arisen claims questions	0.2
05/21/12	JLS	Conference with B Shea and WJB regarding the Equity Investor issues and questions from Investors regarding McGinn Smith Firstline Funding; Attend to daily Investor telephone calls and return emails as necessary regarding Investor questions/issues	1.8
05/22/12	JLS	Attend to daily telephone calls, emails and follow up conferences with McGinn Smith Investors; Follow up with WJB regarding Investors	1.5
05/23/12	WJB	Telephone all to JLS re investor claims process and procedure for sending back two creditors duplicate claims requested for confirmation of filing of claim	0.1
05/23/12	WJB	Telephone call from M Laakso re questions re interest payments and 1099s in claim process	0.2
05/23/12	JLS	Daily Investor telephone calls and emails; Conference with WJB regarding date stamping proofs of claim as they come in; Emails exchanged with WJB regarding specific Investor "Maines"	1.5
05/24/12	JLS	Daily telephone calls and emails with McGinn Investors	1.0
05/25/12	JLS	Attend to daily Investor telephone calls and emails	1.0

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/29/12	WJB	Telephone call from M Laakso re proof of claim and 1099s being sent to JLS	0.1
05/29/12	WJB	Telephone call from C Penchina re questions on claim process	0.2
05/29/12	WJB	Telephone call from F Price Esq. on behalf of Maines and whereabouts of executor's claim	0.2
05/29/12	JLS	Attend to Investors daily telephone calls, emails and call log; Review claims with cover letters; Forward specific emails to WJB regarding investors that have questions specific that I cannot answer	1.5
05/30/12	WJB	Telephone call from M Derevlany Esq. re claim of Estate of Paula Greene	0.1
05/30/12	JLS	Attend to Investors daily telephone calls, emails; Conference with WJB regarding specific investor questions; Review cover letters for specific claims	2.0
05/31/12	WJB	Telephone call from B Downs, K Meier re why her claim is disputed and discussion of Pine Street conversion versus possible origination in Pine Street	0.3
05/31/12	WJB	Telephone conference B Shea, JLS re I Smith claims, not being on mailing list, mail merge issues and how to handle similar situations and explanation of supplemental Notes	0.2
05/31/12	JLS	Attend to daily investor telephone calls and emails; Respond to questions and follow up on specific questions unable to answer at time of initial call; Conferences with WJB regarding specific investor questions	1.7
06/01/12	WJB	Telephone call from J Tibbits re preferred equity claim and where to find claim forms, comparison to debt claim versus equity claim	0.2
06/01/12	WJB	Conference with JLS re inquiry from Cohoes investor resident in nursing home	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/01/12	JLS	Answer Investor's questions via telephone and email; Conference with WJB regarding specific questions; Review correspondence from Investors regarding claims and file date stamp copies of claims to be sent back to initial Investor	1.9
06/04/12	WJB	Reply to G Smith on where to obtain claim forms for execution by his sister and explanation re same	0.2
06/04/12	JLS	Attend to daily telephone calls and emails with Investors; Review letters and file stamp copies of claims to be returned to Investors	1.5
06/05/12	JLS	Answer Investor questions via telephone call and email; Conference with WJB regarding specific questions; Review correspondence from Investors regarding claims and file date stamp copies of claims to be sent back to initial Investor	1.2
06/06/12	JLS	Answer Investor's questions via telephone and email; Conference with WJB regarding specific questions; Review correspondence from Investors regarding claims and file date stamp copies of claims to be sent back to initial Investor	1.8
06/07/12	JLS	Answer Investors questions via telephone and email; Review correspondence from Investors regarding claims; File date stamp copies of claims to be sent back to initial Investor	1.0
06/08/12	JLS	Answer Investor questions via telephone and email; Review correspondence from Investors regarding claims; File date stamp copies of claims to be sent back to initial Investor	1.2
06/12/12	WJB	Review status of claims process with approaching bar date	0.1
06/12/12	JLS	Return and answer Investors' telephone calls and emails regarding McGinn Smith's claims process; Review cover letters to claims and review Investor claims received	2.0
06/13/12	WJB	Telephone call to B Shea re status of claims process and possible impact of personal legal developments	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/13/12	JLS	Return and answer Investors telephone calls and emails regarding McGinn Smith claims process; Review cover letters to claims and review Investor claims received	1.5
06/14/12	WJB	Review faxed letter from T O'Connor Esq. re client claims and how to assert claims under circumstances	0.1
06/14/12	WJB	Conference with JLS re actions if any to be taken re non-original claim filed by L Smith	0.1
06/14/12	JLS	Review Investor claims received; Respond to telephone calls and emails from Investors regarding claims process; Conference with WJB regarding Investor claims	1.5
06/15/12	WJB	Prepare and revise reply letter to T O'Connor Esq. in response to his 6/13 letter re Sullivan, DeLuca, Aleskey and Malmud claims and how to proceed re filing claims	0.5
06/15/12	JLS	Review incoming Investor claims; Emails to WJB regarding time stamped envelopes on bar date; Telephone call to office services setting up time and date stamp for incoming claims on June 19; Answer Investor telephone calls and emails regarding claims process	2.0
06/18/12	WJB	Conference JLS re inquiry from R Rogers re UK client	0.1
06/18/12	WJB	Telephone R Rogers re UK client and compliance with claims process, discussion of what is required by claims procedure order and ways to comply with same; Further discussion of R Rogers complaint about process	0.3
06/18/12	WJB	Telephone call to B Shea re background re R Rogers and claims process	0.2
06/18/12	WJB	Prepare reply e-mail to SEC following inquiry from SEC re R Rogers cal re P Cheese claim and alleged inability to contact Mr. Cheese re compliance with claims process, UK postal mailing code issue and describe circumstances of R Rogers call to counsel for Receiver	0.5

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/18/12	WJB	Review JLS e-mail on claim amendments and prepare reply with instructions on how to handle any possible amended claims and basis for same	0.1
06/18/12	JLS	Answer Investors' telephone calls and emails regarding claims process; Review incoming Investor claims; Conference with WJB regarding Investor representative Ryan Rogers; Emails to WJB regarding particular telephone call from Pauline at Coventry care; Email to WJB regarding status on amendment of claims and to what extent we can amend claims	2.3
06/19/12	WJB	Review two claims received by e-mail from P Cheese in UK previously reported as being unavailable by R Rogers; Prepare reply to P Cheese	0.2
06/19/12	WJB	Conference JLS re inquiries re filing of non-originals by creditors on 6/19 in order to meet deadline of bar date	0.1
06/19/12	WJB	Review four letters from T O'Connor Esq. re DeLuca, Aleskey, Malmud and Sullivan claims and conference with JLS re docketing letters and claims and providing receipt	0.3
06/19/12	WJB	Look for and respond to G Smith request for total repayment by investment and review B Shea e-mail re same	0.3
06/19/12	WJB	Review six affidavits of publication of claims bar date received from REF and confirm compliance with publications to have been used for publication	0.2
06/19/12	JLS	Answer Investor questions via telephone and email; Review incoming investor claims; Conference with WJB regarding amendment of claims and specific questions from Investor regarding an amendment needing to be submitted; Draft spreadsheet for compiling claims per WJB's request	2.0
06/20/12	WJB	Telephone call from D Chagnon as physician formerly on board of Same Day Surgery, discussion of Same Day Surgery not being part of estate and suggestions on how to deal with records in coordination with NYS but not of interest to Receiver	0.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/20/12	JLS	Review post bar date claim submissions; take daily telephone calls; Work on organizing claims to be put into spreadsheet; Take Investor telephone calls and answer emails from Investors	1.5
06/21/12	WJB	Telephone call from V Gentile investor re questions on status of various matters	0.2
06/21/12	JLS	Investor emails and telephone calls regarding next step in process; Work on input Investor claims into Master Spreadsheet for WJB review	3.5
06/22/12	WJB	Telephone call from attorney Knob at McCarter & English checking on 99 Pine Street claim from pre-Receivership period and whether claim filed by J DiNapoli as Receiver of building; Prepare e-mail B Shea re same	0.3
06/22/12	JLS	Investor telephone calls and emails; Work on Spreadsheet inputting Investor claims for each investment; Forward spreadsheet to WJB	6.5
06/25/12	WJB	Review JLS first list of paper claims as filed	0.2
06/25/12	WJB	Review e-mail from P Knob re 99 Pine Street Receivership claim for pre-Receivership period relating to foreclosure receiver	0.2
06/25/12	WJB	Review status of claims and notices to creditors including J DiNapoli as receiver of 99 Pine Street; Review mailing matrix used by printing house	0.2
06/25/12	WJB	Conference staff re preparation of return address list for mailings and organization of list format	0.2
06/25/12	WJB	Telephone call from B Shea re 33 investors on mailing address error list from mailing house and request for preparation of schedule to identify same, exploration of how this occurred and possible remedies	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/25/12	JLS	Input late Investor's claims received; Answer Investor questions via telephone and email; Review Investor claims	1.0
06/27/12	JLS	Attend to Investor telephone calls regarding next steps in the process; Conference with WJB regarding statement o be made regarding distribution timing and next steps in the process	0.5
06/28/12	WJB	Telephone call to B Shea re tracking investors who did not receive claims notice	0.2
06/28/12	JPF2	Work on draft of motion for interim distribution	0.8
06/28/12	JLS	Investor emails and telephone calls regarding next step in process and distribution	0.5
07/02/12	WJB	Conference with JPF2 re reasons on whether to subordinate or not honor subordination for McGinn Smith investors given various factors including differing interest rates paid in past and other considerations	0.3
07/09/12	WJB	Review draft equity claims motion and send comments and questions to JPF2 for revision	0.5
07/09/12	JLS	Attend to Investor telephone calls and emails regarding payout information and time line of case	0.5
07/10/12	WJB	Conference with JLS re claim by Seton investor not having received notice	0.1
07/10/12	WJB	Conference JLS re missing McGinn investors and identification of same	0.1
07/10/12	JLS	Conference with WJB regarding investor's telephone call; Revise spreadsheet to include specific WJB criterion; Telephone call to B Shea regarding investor mailing addresses; Conference with WJB regarding paper claim addresses versus B Shea's list of investor addresses, offer to compare the lists to ensure the correct address is listed; Conference with B Shea to discuss whether this is necessary	1.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/11/12	JLS	Investor telephone calls; Conference with WJB to discuss investor issues and correspond with Investor regarding WJB's decision on issues; Input Investor telephone calls into call log	1.0
07/12/12	JLS	Attend to Investor telephone calls and emails; Follow up returned telephone calls to Investors regarding McGinn Smith investments	0.8
07/13/12	JLS	Attend to Investor telephone calls and emails; Email WJB regarding specific Investor issues and questions; Review B Shea's email regarding Investor List	1.3
07/16/12	JLS	Attend to Investor telephone calls and emails regarding follow up and distribution questions	1.0
07/19/12	JLS	Answer telephone calls and emails from McGinn Investors; Email WJB regarding specific Investor questions	0.5
07/24/12	JLS	Answer phone calls from investors and review specific claim for the Cedar family claims per K. Ludlow request.	0.5
07/25/12	JLS	Daily phone log	0.2
07/31/12	WJB	Conference JLS re question of whether M&S Real Estate Capital Advisors is included within Receivership in response to investor question	0.2
07/31/12	WJB	Review B Shea response re M&S Real Estate as being a M Casolo entity	0.1
07/31/12	JLS	Investor telephone calls regarding case follow up and specific questions related to McGinn Entities; Meet with WJB to discuss entities on schedule and follow up telephone calls	0.4
08/01/12	JLS	Answer Investor telephone calls regarding timing of distribution	0.5
08/02/12	JLS	Investor telephone calls and follow up with WJB; Email to WJB regarding the nature of the telephone calls and issues	0.8

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/06/12	JLS	Telephone call from investors and follow up with K Ludlow; Email to WJB regarding investor situation	0.6
08/07/12	WJB	Conference with JLS re meeting to evaluate claims information, claims files and discuss follow-up re questionable claims	0.4
08/07/12	JLS	Forward letter from investor to WJB regarding Firstline Trust and answer telephone calls from investors	0.4
08/08/12	WJB	Exchange e-mails with B Shea re service of claims notice on 107th Associates and explanation as to same	0.2
09/05/12	MGS2	Telephone conference with claimant in McGinn Smith case regarding their claim	0.2
09/10/12	WJB	Telephone call from J Hertzberg re whether his claim is allowed and status	0.2
09/11/12	MGS2	Receive and respond to emails and telephone calls about McGinn Smith claims	0.4
09/27/12	WJB	Review draft of equity claims motion and consider necessary revisions based upon debt claims process	0.2
09/27/12	WJB	Revise equity claims motion and prepare exhibits B and C to same including revisions to proof of interest form and other revisions to exhibits and e-mail draft of same to SEC with e- mail stating intention to file	2.1
10/01/12	WJB	Prepare further revisions to equity claim motion and motion for bar date	0.4
10/02/12	WJB	Prepare revisions to equity claims motion and further revisions to same including preparation of e-mail to B Shea requesting his review	1.3
10/02/12	WJB	Telephone call to Judge Hummel's Chambers re procedure for filing motion and scheduling hearing; Revise letter to Judge Hummel based upon same re equity claims motion	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/02/12	WJB	Telephone call from J Hertzberg requesting check on receipt of his letter and claim, review file and paper claim and go over details with Mr. Hertzberg re same; Prepare confirming letter	0.4
10/03/12	WJB	Equity Claims Motion: Prepare description for website on equity claims motion and implication for holders of equity interests and distinguishing from debt claims process for posting on Receiver website	0.9
10/04/12	WJB	Telephone call from Judge Hummel's Chambers re process and scheduling of equity claims motion and follow-up re same	0.3
10/05/12	MGS2	Telephone conference regarding McGinn Smith claims	0.2
10/08/12	WJB	Review Receiver website posting on equity claim process and revise for clarification purposes	0.2
10/08/12	K-K	Docket hearing date on Equity Claims Motion	0.2
10/09/12	WJB	Prepare e-mail R Haldeman re J Rostrom question on who to call at CMS re direct claim; Prepare e-mail investor re same	0.2
10/10/12	WJB	Review e-mail from R Haldeman re contact person for J Rostrom; Prepare e-mail investor re same	0.2
10/17/12	WJB	Prepare for equity claims motion including calculation of dates for posting of notice, mailing of same and bar date deadline based upon criteria set forth in motion	0.7
10/17/12	WJB	Attend hearing at District Court for approval of motion on equity claims process	0.7
10/17/12	WJB	Update website description based upon approval of equity claims motion and bar date; Revise same and post	0.5
10/17/12	WJB	Conference with B Shea re claims process, next steps and operational issues concerning potential distribution	0.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/17/12	MGS2	Telephone call regarding McGinn Smith claim	0.1
10/18/12	MGS2	Telephone call with claimant regarding McGinn Smith	0.1
10/19/12	WJB	Telephone call from Pauline at Coventry re follow-up meeting with R Haldeman, D Boland schedule	0.1
10/25/12	MGS2	Telephone call regarding McGinn Smith claims	0.1
10/31/12	WJB	CMS: Telephone call to D Boland to discuss work project re CMS claim	0.1
11/02/12	WJB	Equity Claims Process: Review B Shea equity investor list and reconcile to other information	0.2
11/02/12	WJB	Equity Claims Process: Review claims schedule and mark potential disputed claims and forward to B Shea with instructions re revising format and questions re categories of disputed claims prior to posting on Receiver's website	0.9
11/02/12	WJB	Equity Claims Process: Telephone call to B Shea re various questions on equity list including address of T McGinn for use in same	0.3
11/03/12	WJB	Equity Claims Process: Prepare e-mail JPF2 re initiation of publication and notification process of equity claims including preparation of publication notices for Times Union and press releases for local media outlets	0.2
11/05/12	WJB	Equity Claims Process: Review and forward to B Shea final equity claims list for posting on Receiver website to B Shea for final approval	0.2
11/06/12	WJB	Equity Claims Process: Conference JPF2 re follow-up on form of publication notices of bar date and process to be published in Times Union and press release to be distributed to local media outlets	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/06/12	WJB	Equity Claims Process: Prepare description for website of equity claims process including process for mailing, access letter, bar date and relevant information for creditors to review	1.6
11/06/12	WJB	Equity Claims Process: Telephone call to B Shea re treatment of intercompany claims in equity process	0.1
11/06/12	WJB	Equity Claims Process: Review publication notice to be sent to Albany Times Union re equity claims process	0.2
11/06/12	WJB	Equity Claims Process: Revise website notice for equity claims and access letter for posting on Receiver website	0.6
11/06/12	WJB	Equity Claims Process: Review final version of publication notice and press releases re equity claims to be issued to Albany Times Union and various local media outlets	0.3
11/06/12	WJB	Equity Claims Process: Conference CAM re format and establishment of equity claims website similar to debt claims website on Receiver's website, development of same and revisions to website postings	0.4
11/06/12	WJB	Equity Claims Process: Revise equity access letter to equity holders as part of claims process (.2); Forward equity access letter to SEC for information (.1)	0.3
11/06/12	JPF2	Work on and revise legal notice and press release	1.3
11/07/12	WJB	Equity Claims Process: Exchange three e-mails with REF on releasing press release to Albany Times Union and other media outlets and publishing legal notice in Albany Times Union re equity claims bar date and process	0.1
11/07/12	WJB	Equity Claims Process: Telephone call from JLG re publication dates in Albany Times Union for equity claims publication notice	0.1
11/07/12	WJB	Equity Claims Process: Review equity claims envelope packet to assure compliance with Court Order re required enclosures and sign off on same	0.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/08/12	WJB	Equity Claims Process: Test website access with access letter password for compliance before use by equity claim holders upon receipt of mailing	0.2
11/08/12	WJB	107th Associates: Prepare reply to H Rittenberg re pledged shares to secure loan to 107th Associates and involvement of CMS and rights of his client respecting same	0.2
11/13/12	WJB	Discuss with staff answers to calls being received re equity claims process	0.2
11/13/12	WJB	Follow-up conversation with staff re interpretation of boxes checked on claims schedules re contingent, disputed and unliquidated claims	0.1
11/13/12	WJB	Telephone call to C Loffredo re questions re equity claims process	0.2
11/14/12	WJB	Review e-mail from Crowley Webb confirming initial publication of Albany Times Union notices	0.1
11/14/12	WJB	Telephone call from A Carroll re cemetery claim and letter requesting confirmation of receipt of claim	0.1
11/15/12	WJB	Telephone call from Arizona investor re status of claims process	0.1
11/17/12	WJB	Review W, D Briggs inquiry concerning CMS claim and prepare reply re CMS issues and checks	0.2
11/17/12	WJB	Further follow-up re Briggs claim and revise reply following review of two claims folders and prepare reply directing them to R Haldeman following review of equity schedules and confirmation of claim against CMS directly	0.3
11/24/12	WJB	Review returned envelopes and establish procedures to create permanent record of same and identification of possible new addresses	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/26/12	WJB	Review e-mail from A Guzzetti re website password issue and prepare reply to B Shea that there are no issues with website and passwords are working	0.1
11/29/12	WJB	Review M Manzi e-mail re claim and review paper claim and prepare reply re computer schedules not updated following receipt of paper claims	0.3
12/01/12	WJB	Review Certificate of Publication from Times Union re equity claims bar date notice	0.1

CURRENT FEES

\$26,688.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Duplicating A1, 2 Page(s)	0.20
Duplicating A1, 22 Page(s)	2.20
Duplicating A1, 84 Page(s)	8.40
Deposition Transcripts PAYEE: Buckley, Bonnie J.; REQUEST#: 547631; DATE: 5/8/2012.	94.90
Professional Services VENDOR: Crowley Webb Associates; INVOICE#: 015056-00; DATE: 5/25/2012 011487 58543-2012 Legal Notices - Albany Times Union Headline: Notice of claims bar date - McGinn Smith - Ins. date 5/7/12	273.53
Professional Services VENDOR: Crowley Webb Associates; INVOICE#: 015056-00; DATE: 5/25/2012 Headline: Notice of claims bar date - McGinn Smith - Ins. date 5/9/12	240.70
Professional Services VENDOR: Crowley Webb Associates; INVOICE#: 015056-00; DATE: 5/25/2012 Headline: Notice of claims bar date - McGinn Smith - Ins. date 5/14/12	240.70

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Professional Services VENDOR: Crowley Webb Associates; INVOICE#: 015056-00; DATE: 5/25/2012 Headline: Notice of claims bar date - McGinn Smith - Ins. date 5/16/12	240.70
Professional Services VENDOR: Crowley Webb Associates; INVOICE#: 015056-00; DATE: 5/25/2012 011488 58544-2012 Legal Notice - The Record Headline: Notice of claims bar date - McGinn-Smith - Ins. date 5/7/12	222.52
Professional Services VENDOR: Crowley Webb Associates; INVOICE#: 015056-00; DATE: 5/25/2012 011489 58545-2012 Schenectady Gazette Headline: Notice of claims bar date - McGinn-Smith - Ins. date 5/7/12	215.51
Professional Services VENDOR: Crowley Webb Associates; INVOICE#: 015056-00; DATE: 5/25/2012 011490 58545-2012 Albany Business Review Headline: Notice of claims bar date - McGinn-Smith - Ins. date 5/4/12	364.41
Professional Services VENDOR: Crowley Webb Associates; INVOICE#: 015056-00; DATE: 5/25/2012 011491 58547-2012 Harrisburg Patriot News Headline: Notice of claims bar date - McGinn-Smith - 2 Ins. date 5/7/12	1,238.53
Professional Services VENDOR: Crowley Webb Associates; INVOICE#: 015056-00; DATE: 5/25/2012 011508 58564-2012 Lancaster Newspaper Headline: Notice of claims bar date - McGinn-Smith - Ins. date 5/7/12	1,534.12
Professional Services VENDOR: Crowley Webb Associates; INVOICE#: 015056-00; DATE: 5/25/2012 Headline: Notice of claims bar date - McGinn-Smith - Ins. date 5/7/12	11.76
Postage WJB - Postage re Claims	10.20
Duplicating A1, 24 Page(s)	2.40
Transcript of Testimony PAYEE: Theresa J. Casal, RPR, CRR, CSR; REQUEST#: 560808; DATE: 10/17/2012. - Transcript of Equity Claim Motion Hearing	18.25
Duplicating A1, 7 Page(s)	0.70
Duplicating A1, 857 Page(s)	85.70
Postage WJB - Postage re Claims Matters	309.97
Duplicating 1,400 Copy Center copies	140.00

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Publishing Legal Notice VENDOR: Crowley Webb and Associates, Inc.; INVOICE#: 016041-00; DATE: 11/13/2012 Order #011942 - 58745-2012 Insert Date 11/12/2012, 11/14/2012, 11/19/2012 and 11/21/2012	867.20
Duplicating A1, 10 Page(s)	1.00
Duplicating A1, 43 Page(s)	4.30

CURRENT EXPENSES

6,127.90

TOTAL AMOUNT OF THIS INVOICE

\$32,816.40

PAYMENT DUE UPON RECEIPT

Category C

Asset Disposition



Phillips Lytle LLP

Attorneys at Law
 3400 HSBC Center
 Buffalo, NY 14203
 Telecopier # (716) 852-6100
 (716) 847-8400
 FED I.D. #16-0505790

William J. Brown, Esq.
 Phillips Lytle LLP
 3400 HSBC Center
 Buffalo, NY 14203

Invoice Number 765634
 Invoice Date 09/09/13
 Client Number 33474
 Matter Number 00002
 W J Brown

Re: ASSET DISPOSITION

FOR PROFESSIONAL SERVICES RENDERED THROUGH DECEMBER 31, 2012:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/01/12	WJB	HControl: Prepare reply to e-mail re releases and form of documents	0.1
05/01/12	WJB	Alarm Traders: Review B Shea e-mail with letter for alarm agent cancellation notice for services in various states; Prepare e-mail B Shea re okay with overall conditions	0.2
05/02/12	WJB	HControl: Review e-mail from J Markowitz on closing and conference call to arrange same; Prepare reply re communications to Shoma to be controlled by Receiver	0.2
05/03/12	WJB	Work on HControl closing documents including review and revision to Assignment of Permits, Assignment of Contracts, Bill of Sale, HControl and Shoma Releases and Assignment of Shoma interests and forward same to HControl closing counsel for review and comment	1.8
05/03/12	WJB	HControl: Review final versions of closing documents and forward by e-mail to HControl	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/03/12	WJB	Alarm Traders: Prepare e-mail B Shea on Full Circle payments in order to arrange closing	0.1
05/03/12	WJB	HControl: Review preliminary comments from HControl counsel to closing documents	0.1
05/03/12	WJB	Alarm Traders: Review Non-Compete Agreement received from B Ackerman and forward to B Shea, D Keenholts for review and signature	0.2
05/03/12	WJB	Alarm Traders: Sign APA and forward to B Ackerman in light of Court approval	0.2
05/03/12	WJB	Alarm Traders: Prepare e-mail Full Circle with whether they agree to proposed process re payment of principal and interest and reservation of rights on costs and expenses including three e-mails to B Shea re cash and how to handle upon closing	0.2
05/04/12	WJB	Alarm Traders: Review two non-compete agreements for B Ackerman; Prepare pay proceeds letter to Receiver and Full Circle	0.4
05/04/12	WJB	Alarm Traders: Review D Keenholts closing Memo re winddown and transfer of business and prepare reply re same	0.2
05/04/12	WJB	Alarm Traders: Sign closing documents, prepare final revisions and date APA; Prepare draft e-mail with all closing documents to B Ackerman	0.4
05/04/12	WJB	Alarm Traders: Prepare draft e-mail to B Ackerman with closing mechanics including payment arrangements	0.2
05/04/12	WJB	Alarm Traders: Review D Keenholts closing e-mail dated 4/23 and review draft hold harmless agreement to be signed by buyer concerning interim operations during transition period	0.4

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/04/12	WJB	Alarm Traders: Review final version of hold harmless agreement and e-mail to D Keenholtz for forwarding to D Roman; Prepare e-mail to Full Circle re wire transfer information and request for release of blocked account; Prepare e-mail B Ackerman re signed non-compete agreements; Telephone call to B Ackerman re closing arrangements; Forward signed closing documents in escrow and prepare escrow e-mail with documents to B Ackerman in order to effect bank wire transfer; Telephone call to D Keenholtz, B Shea re approvals on sale of yard signs to D Roman and various equipment inventory and arranging wire transfer payments for same; Review and revise pay proceeds letter to incorporate yard signs and other equipment and forward to B Ackerman	1.5
05/04/12	WJB	Alarm Traders: Review B Ackerman e-mail requesting confirmation of discharge of Full Circle lien and provide same	0.2
05/04/12	WJB	Alarm Traders: Revise pay proceeds letter at B Ackerman request; E-mail B Ackerman revised pay proceeds letter; Prepare e-mail D Keenholtz with authority on equipment sale to D Roman for equipment associated with Alarm Traders business	0.4
05/04/12	WJB	Alarm Traders: Review B Ackerman e-mail to bank counsel; Prepare e-mail B Ackerman confirming Receiver intent to release signed documents upon receipt of bank wire given that bank is holding wire pending receipt of documents	0.2
05/04/12	WJB	Alarm Traders: Prepare letter B Ackerman with closing documents to be sent upon receipt of wire transfer	0.2
05/04/12	WJB	HControl: Review revised documents and respond with comments to request by HControl for revisions	0.6
05/04/12	WJB	HControl: Telephone call from J Markowitz re status of closing documents, issues with HControl lender; E-mail J Markowiz re same	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/04/12	WJB	HControl: Telephone conference J Markowitz, G Robson re HControl bank request for changes in documents re structuring of transaction notwithstanding not in conformance with motion and APA	0.3
05/04/12	WJB	Alarm Traders: Check on receipt of wire transfer for purchase price; Communications with accounting re same; Prepare e-mails to parties confirming receipt of wire transfers; Prepare e-mail Full Circle re receipt of Full Circle payoff by Full Circle by separate wire and confirming same	0.5
05/04/12	WJB	HControl: Follow-up telephone calls with J Markowitz, G Robson on potential means to resolve issues with HControl lender re form of documents and structure of transaction	0.3
05/05/12	WJB	White Glove: Prepare e-mail G Robson requesting redline of documents requested by HControl lender; Preliminary review of changes	0.1
05/07/12	WJB	HControl: Prepare reply e-mail to J Markowitz on status of new documents delivered by HControl on Friday, issues and review; Prepare e-mail F Silva on fact of delivery of new documents needed for review in order to close	0.2
05/07/12	WJB	Alarm Traders: Telephone call from B Ackerman to confirm release of escrowed documents and send UPS package with closing documents to B Ackerman	0.2
05/08/12	WJB	Alarm Traders: Review and sign hold harmless agreement and forward to B Ackerman	0.1
05/08/12	WJB	HControl: Review and revise marked-up Bill of Sale to comply with bank format and e-mail to G Robson, J Markowitz; Review and mark up Assignment and Assumption of Contract Rights Agreement and e-mail same to HControl counsel	1.6
05/08/12	WJB	Alarm Traders: Prepare letters to D Keenholts, B Shea providing payment for break-up fee in light of closing of D Roman Alarm Traders sale	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/08/12	WJB	HControl: Telephone calls to G Robson, J Markowitz re Receiver's views on revised documents with structure concerns re request by HControl lender	0.3
05/08/12	WJB	HControl: Telephone call to J Markowitz re Receiver concerns on form of documents requested by lender and next steps in light of same	0.3
05/08/12	WJB	HControl: Telephone call to G Robson re discussion of document format and one-step transaction	0.2
05/08/12	WJB	HControl: Follow-up telephone call from G Robson, J Markowitz re one-step transaction issues	0.1
05/09/12	WJB	HControl: Conference with ZDM re corporate approval steps re PrimeVision structure in light of Receivership	0.1
05/09/12	WJB	Alarm Traders: Prepare e-mail B Ackerman re hold harmless signature and page delivery in connection with closing	0.1
05/09/12	WJB	Alarm Traders: Prepare reply to D Roman with requested documents to complete closing and related matters	0.1
05/09/12	WJB	HControl: Review HControl structure documents; Prepare e-mail J Carr re PrimeVision signing authority; Review J Carr analysis re authority and prepare reply with follow-up questions re same	0.6
05/09/12	WJB	Alarm Traders: Review D Keenholts e-mail on Alarm Traders e-mail on closing report with D Roman and open items remaining	0.1
05/09/12	D-M	Conference WJB re necessary approvals for affiliated LLCs	0.2
05/10/12	WJB	HControl: Review and revise Release to satisfy HControl lender and satisfy question whether Receiver can sign for PrimeVision and e-mail with J Carr re same; Mark up proposed HControl documents and forward revised documents to HControl counsel	1.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/10/12	WJB	HControl: Telephone call to G Robson re format changes for single transaction as requested by HControl lender	0.2
05/11/12	WJB	Alarm Traders: Prepare e-mail B Shea, D Keenholts re wrapping up Alarm Traders business and various 99 Pine Street issues	0.2
05/11/12	JJC	Conference with W Brown regarding Deed for Upstate Imaging	0.1
05/12/12	WJB	HControl: Review last revisions of closing documents received from G Robson; Revise and send revised documents to G Robson for distribution on Monday to Shoma in preparation for closing	1.0
05/12/12	WJB	White Glove: Review draft APA and send comments to H Moore	0.5
05/14/12	WJB	White Glove: Prepare e-mail F Silva re status and request for four federal tax IDs for completion of tax information	0.1
05/14/12	WJB	White Glove: Telephone call to G Wayne re negotiation of APA terms re White Glove sale including pension plan and related issues	0.6
05/14/12	WJB	White Glove: Prepare e-mail W Shaw, J Santiago requesting clarification of asset list to be used in APA	0.1
05/15/12	WJB	HControl: Review e-mail from F Silva requesting closing documents, locate same and forward e-mail sent to him on 5/14 by HControl counsel	0.1
05/17/12	WJB	HControl: Prepare e-mail F Silva re response to closing timeline	0.1
05/21/12	WJB	HControl: Review HControl escrow language for documents for closing	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/22/12	WJB	Review latest versions of closing documents; E-mail G Robson re okay to forward documents to Shoma for execution; Prepare e-mail re required closing sets for original signatures; Review and sign closing documents to finalize for closing and prepare transmittal letter re same	1.9
05/22/12	WJB	White Glove: Review and approve White Glove asset list and forward to H Moore at his request; Prepare various questions re asset list to W Shaw	0.3
05/22/12	GFK	Email to and from WJB regarding pension termination issue	0.3
05/23/12	WJB	HControl: Revise closing transmittal letter and e-mail pending receipt of wire transfer for purchase price	0.1
05/23/12	WJB	HControl: Prepare e-mail F Silva re failure to receive Shoma signature pages for HControl closing documents	0.1
05/24/12	WJB	HControl: Communications concerning receipt of signed Shoma documents and prepare e-mails concerning issuance of wire transfers based upon completed signatures from all parties; Telephone call to HControl attorney re same	0.3
05/24/12	WJB	Alarm Traders: Review e-mail from D Keenholts re Capital Trust and KeyBank, ownership of contracts and telephone call to D Keenholts re same re background information and recommended next steps	0.2
05/25/12	WJB	HControl: Receive wire transfer information from Shoma and set up two wire transfers to Shoma pending receipt of sale proceeds from HControl	0.2
05/25/12	WJB	HControl: Verify receipt of HControl wire transfer of \$2 million for purchase price including deposit amount and proceed to distribute closing documents based upon same	0.2
05/25/12	WJB	Prepare e-mail B Shea re receipt of HControl sale proceeds	0.1
05/25/12	WJB	HControl: Prepare and review e-mail from F Silva on wire transfers and request for W-9s	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/25/12	WJB	White Glove: Conference GFK re steps necessary and potential issues re termination of White Glove benefits plan upon sale of business	0.1
05/25/12	GFK	Emails to and from WJB and W Shaw regarding 401(kl) plan; Telephone conference with WJB regarding same; Review 401(k) documents	1.3
05/29/12	GFK	Emails re 401(k) termination; Review ADP material	0.4
05/30/12	WJB	White Glove: Work on revisions to APA and distribute to buyer	1.1
05/30/12	GFK	Email WJB	0.2
05/31/12	GFK	Telephone conference with ADP re 401(k) plan; Memo to WJB	0.4
06/01/12	WJB	White Glove: Review revised APA received from buyer and continue incorporation of changes based upon same and Receiver position	1.0
06/01/12	WJB	White Glove: Review contract revisions to APA received from G Wayne; Prepare e-mail reply inquiring as to status of new lease efforts	0.1
06/01/12	WJB	White Glove: Review and analyze lease for assignment and other issues re obligation of buyer to obtain release of White Glove from lease obligations	0.2
06/04/12	WJB	White Glove: Review receipt of wire transfer as deposit for APA	0.1
06/05/12	WJB	White Glove: Revise motion to approve sale	0.2
06/06/12	WJB	White Glove: Prepare revisions to motion for approval of sale of White Glove assets	0.4
06/06/12	WJB	White Glove: Prepare further revisions to motion for White Glove asset sale incorporating terms of APA	0.8

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/07/12	WJB	White Glove: Prepare letter to Judge Homer and revise same requesting motion hearing on White Glove asset sale; Prepare e-mails to W Shaw at White Glove confirming cash on hand and operating expenses; Prepare final revisions to Motion for approval of asset sale; Revise Bill of Sale; Prepare e-mail SEC re finalization of White Glove sale motion; Reconcile bank account numbers; Prepare e-mail D Boland re same in anticipation of filing sale motion; Prepare final revisions to APA in preparation for filing; Review, sign and approve final version of motion and attachments for filing with Court and letter to Judge; Forward motion to D Smith, T McGinn for information; Prepare e-mail SEC with motion; Prepare email with letter to Judge Homer to L Hennessy re scheduling of motion	4.4
06/08/12	WJB	White Glove: Prepare e-mail H Moore confirming that motion for sale is filed; Draft e-mail to J Santiago, W Shaw re notification of filing of sale motion; Prepare e-mail B Shea re possible offsets to take for incurred expenses to White Glove	0.4
06/08/12	K-K	Docket date for Motion regarding White Glove sale	0.2
06/13/12	WJB	White Glove: Review commission report received from W Shaw; Conference with DAT re preparation of aggregate fee report for Receiver assessment	0.2
06/13/12	WJB	White Glove: Telephone call from B Shea re White Glove closing arrangements and necessary steps, accounting, tax returns, cash refunds and other items in preparation for closing	0.3
06/14/12	WJB	White Glove: Prepare reply e-mail H Moore re sale, closing date and status of lease to be arranged by buyer with release for White Glove	0.2
06/14/12	WJB	White Glove: Review W Shaw materials on E&O insurance premium in light of pending same and partial payment proposal; Prepare e-mail M&T requesting official check to pay same in light of closing; Prepare e-mail W Shaw re same and other details re E&O insurance in light of upcoming closing	0.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/14/12	WJB	White Glove: Review W Shaw transition list in preparation for closing with Caribbean World Travel on asset sale	0.2
06/14/12	WJB	White Glove: Review W Shaw closing task list as updated; Prepare reply with questions and request for revisions	0.4
06/14/12	WJB	White Glove: Prepare letter to potential competing bidders re upset bid deadline	0.3
06/14/12	WJB	White Glove: Review updated task list received from W Shaw in preparation for closing with closing steps and necessary actions	0.1
06/14/12	WJB	Benchmark: Exchange three e-mails with B Rader as broker re Benchmark sale and sale possibilities and follow-up details	0.2
06/15/12	WJB	Benchmark: Telephone call to B Rader re discussion of evaluation of offers received and no received, limited potential prospects and evaluation of which offer is better	0.3
06/15/12	WJB	Benchmark: Review HControl offer; Telephone call to J Markowitz re same; Review contract and prepare initial comments; Prepare e-mail B Bronston, M Guidry for analysis of HControl offer and proposed contract; Review broker engagement letter for relevant terms and entitlement to commission	0.7
06/15/12	WJB	White Glove: Prepare e-mail J Santiago checking on status of new lease for buyer and release of White Glove from existing lease given silence on subject	0.1
06/19/12	WJB	White Glove: Work on revised form of Order for asset sale approval including review of APA to incorporate all necessary terms and compare with prior sale orders for relevant terms; Prepare e-mail H Moore re status of lease assumption as required by APA	0.9

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/19/12	WJB	White Glove: Review e-mail from H Moore on request to transfer assumed names of White Glove and prepare reply re Receiver position on same; Revise form of sale order for 6/20 hearing; Prepare materials for presentation to Court on White Glove asset sale	0.6
06/19/12	WJB	White Glove: Prepare e-mail H Moore re no competing bids received and intention to proceed with hearing to approve sale and providing form of order	0.1
06/19/12	WJB	White Glove: Prepare e-mail W Shaw requesting her to assist H Moore with California Seller of Travel and Florida Regulatory Filings in order to assist sale	0.1
06/19/12	WJB	White Glove: Telephone call to GFK re White Glove name use by buyer for ARC and reasons and risks associated with same	0.2
06/19/12	WJB	White Glove: Telephone call from H Moore and review G Wayne e-mail on use of Bruce Travel, Inc. as nominee and prepare reply concerning same and assumed names	0.3
06/19/12	WJB	White Glove: Prepare materials for Court presentation on 6/20	0.2
06/19/12	GFK	White Glove: Review request regarding ARC transfer; Telephone conference with WJB	0.2
06/20/12	WJB	White Glove: Prepare for and attend hearing at District Court re approval of White Glove asset sale motion	1.3
06/20/12	WJB	74 State Street: Telephone calls to M Fobare at Maynard O'Connor in Albany re status of 74 State Street auction sale by receiver, confirmation of adjournment of same	0.2
06/20/12	WJB	White Glove: Review White Glove lease received from J Santiago and prepare reply that lease does not contain release of White Glove entity as required under APA; Prepare further clarifying e-mail to J Santiago re necessary language to be included in lease	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/20/12	GFK	Telephone call from B Shea and WJB re 401(k)	0.1
06/21/12	WJB	White Glove: Prepare e-mail G Wayne re language necessary to be incorporated into new lease for purchaser so as to release White Glove from existing real property lease	0.1
06/21/12	WJB	Review H Moore e-mail re closing date, assumed names and prepare reply re same	0.2
06/21/12	GFK	Telephone conference with B Shea re 401(k)	0.2
06/22/12	WJB	White Glove: Prepare e-mail W Shaw to wrap up balance sheet assets and liabilities in anticipation of asset sale closing	0.2
06/22/12	WJB	White Glove: Prepare e-mail J Santiago re issues on lease and need to have White Glove released from same upon sale of assets to buyer	0.1
06/22/12	WJB	White Glove: Prepare e-mail H Moore, G Wayne with sale order as entered by Court	0.1
06/25/12	WJB	White Glove: Prepare reply to W Shaw on month-end closing, dates and financials in light of pending asset sale	0.2
06/25/12	GFK	Emails re 401(k)	0.1
06/26/12	WJB	Benchmark: Prepare comments to APA received from J Markowitz on behalf of HControl to purchase Benchmark and forward comments to J Markowitz as counsel to potential buyer	1.4
06/26/12	WJB	White Glove: Review W Shaw estimate of cash at closing; Prepare e-mail B Shea re process for payment	0.2
06/26/12	WJB	White Glove: Telephone call from B Shea on status of White Glove cash and payment of June bills and calculate same into closing calculations	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/27/12	WJB	Benchmark: Two telephone calls to J Markowitz re status of comments to Benchmark APA; Telephone call from J Markowitz at Court re preliminary questions and promise to follow-up following discussion with buyer	0.2
06/27/12	WJB	White Glove: Telephone call from H Moore to discuss status of lease and release of White Glove from lease; Review e-mails on assets and cash with H Moore on prior dates for allocation re same	0.5
06/28/12	WJB	White Glove: Review cash balances and issues anticipating closing and arrange for account transfers; Prepare two e-mails to W Shaw, TD Bank providing back-up and directing account and wire transfers to Receiver accounts	0.3
06/28/12	WJB	White Glove: Telephone call to B Shea requesting calculation of deposits and balances in preparation for closing	0.2
06/28/12	WJB	White Glove: Prepare email to TD Bank re accounts not wire transferred per Receiver request; Follow-up telephone calls from TD Bank requesting Receiver order to accomplish wire transfers and discussion of same	0.4
06/29/12	WJB	White Glove: Review deposits and wire transfers from TD Bank and prepare e-mail with amounts and wire information to B Shea for tracking purposes	0.2
06/29/12	WJB	White Glove: Attend to closing details anticipating closing 6/29 including two e-mails to H Moore on cash and expenses; Review H Moore e-mail on landlord issues and lack of landlord consent to release of White Glove at this point; Review closing documents and closing list and calculate amounts due; Revise Bill of Sale for nominee corporation; Prepare Certificate and Agreement to comply with closing conditions per APA; Prepare e-mail H Moore inquiring as to status of buyer as to readiness to close; Review G Wayne e-mail with report on delay and request to delay until 7/3 effective as of 6/30	2.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/29/12	WJB	White Glove: Review e-mail from H Moore on California Seller of Travel transfer and prepare reply with contact information at California Attorney General office; Prepare e-mail California Seller of Travel re introduction of H Moore and request for assistance on process to transfer and providing same to Caribbean World Travel; Review vacation reply from Asst. Atty General in California Seller of Travel office and prepare e-mail H Moore re same	0.5
06/29/12	WJB	White Glove: Review ADP, employee and pension documents received from W Shaw which need completion by buyer; Prepare e-mail to forward documents to H Moore for completion so that buyer is prepared to immediately commence business upon closing	0.4
06/29/12	WJB	White Glove: Review H Moore e-mail on 6/20 signature date for California Seller of Travel and prepare reply re not acceptable	0.2
06/29/12	WJB	White Glove: Telephone call to H Moore re how to accelerate closing given licenses, inability to let him operate improperly under license; Possible concept of buying stock	0.2
06/29/12	WJB	White Glove: Review G Wayne e-mail on stock and prepare reply on indemnity and inability of Receiver to provide indemnity	0.1
06/29/12	GFK	(White Glove) Telephone conference with WJB; Review materials re 401(k); Emails from and to W Shaw, WJB	0.5
06/29/12	GFK	(White Glove) Further emails re 401(k) termination	0.3
06/30/12	WJB	Benchmark: Prepare e-mail J Markowitz re HControl status of comments to Benchmark APA previously forwarded by Receiver	0.1
06/30/12	WJB	White Glove: Review latest White Glove consent to lease assignment, note inconsistencies re release of White Glove; Prepare e-mail with changes to G Wayne on behalf of buyer as needed before agreement is finalized	0.4

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/02/12	WJB	White Glove: Prepare e-mail G Wayne re buyer's proposed equity rather than asset transaction and prepare reply re inability to do at this point	0.3
07/02/12	WJB	White Glove: Telephone call to G Wayne re comments to consent and guaranty re lease for forwarding to landlord to release Receiver liability under lease and prepare notes re same	0.4
07/02/12	WJB	White Glove: Communications with L Hoos re California Seller of Travel and transfer of approval	0.2
07/02/12	WJB	White Glove: Prepare e-mail H Moore re California Seller of Travel instructions for transfer of permit; Review reply for telephone number for California Seller of Travel and prepare reply; Prepare introductory e-mail to L Hoos of buyer of White Glove to facilitate discussions for transfer	0.5
07/02/12	WJB	White Glove: Review ADP wire request with M&T, compare information and sign same and forward to B Shea by overnight to effect transfer of White Glove payroll given relocation of bank accounts	0.3
07/02/12	WJB	White Glove: Prepare e-mails H Moore and G Wayne re California Seller of Travel and buyer delay not being acceptable and demanding closing on acceptable timeframe	0.3
07/02/12	WJB	White Glove: Review W Shaw e-mail re status of closing, H Moore visit and prepare reply with report	0.2
07/02/12	WJB	White Glove: Review G Wayne e-mail with updated status on California Seller of Travel and closing and prepare reply	0.2
07/02/12	GFK	Telephone conference with B Shea and A Charland regarding 401(k) issues; Memo to WJB	0.9
07/03/12	WJB	White Glove: Review landlord consent as revised to leased assumption and assumed name forms received from buyer	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/03/12	WJB	White Glove: Prepare Receiver assessment for 6/12 in light of upcoming closing and forward to W Shaw for payment and transfer of funds to Receiver estate; Prepare e-mail B Shea, W Shaw re same	0.4
07/03/12	WJB	White Glove: Review new landlord consent received on 7/2 based upon Receiver 7/1 comments; Prepare e-mail W Shaw to confirm representations and warranties contained in landlord documents based upon past events; Prepare e-mail landlord re consent to newly revised documents releasing estates from liability on lease and pointing out one typographical error	0.3
07/03/12	WJB	White Glove: Review assumed name registration forms received from G Wayne; Telephone call to W Shaw re same and review for comments and changes	0.4
07/03/12	WJB	White Glove: Extended telephone conference with B Shea re electronic transfers for assessments in White Glove bank accounts in anticipation of closing, discussion of bank balances and how to apply same	0.4
07/03/12	WJB	White Glove: Telephone call to W Shaw re request for information on reasons and purpose of H Moore visit to business pending closing	0.1
07/03/12	WJB	White Glove: Telephone call from G Wayne re need until Friday to close on behalf of buyer, assertion that key party is in Europe and signature not available, discussion of means to obtain same for California Seller of Travel and other documents and discussion of cash balance buyer claims entitlement to	0.3
07/03/12	WJB	White Glove: Telephone call to B Shea re discussion of White Glove bank balances, expenses to be incurred and method for payment assuming White Glove closing	0.2
07/03/12	WJB	White Glove: Prepare e-mail H Moore re bank account balances and allocation between buyer and seller	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/03/12	WJB	White Glove: Continue preparation of e-mail to H Moore re cash balance allocation and explanation	0.2
07/03/12	WJB	White Glove: Review H Moore e-mails on cash balances and allocation	0.2
07/03/12	WJB	Benchmark: Prepare e-mails J Markowitz, B Bronston re Benchmark APA and representations and warranties by Receiver	0.2
07/03/12	WJB	White Glove: Review e-mails re cash balances, calculations and review of chart prepared by B Shea and consider allocation of cash between buyer and seller	0.9
07/03/12	WJB	Benchmark: Telephone call to J Markowitz re APA; Prepare e-mail responses to B Bronston, M Guidry re APA for sale of Benchmark	0.3
07/03/12	WJB	White Glove: Continue work on cash flow and bank balances for White Glove closing and communicate with B Shea re same	0.1
07/03/12	GFK	Email from B Shea, to WJB re 401(k); Telephone conference with WJB	0.4
07/05/12	WJB	White Glove: Review landlord document changes and prepare reply re changes in consent to assignment of lease	0.2
07/05/12	WJB	White Glove: Review W Shaw report on cash balances and subsequent payables to be paid from same; Prepare e-mail B Shea re process for payment of 1/2013 bonus payment; E-mail W Shaw with final closing questions	0.6
07/05/12	WJB	White Glove: Prepare e-mail G Wayne re closing arrangements and accounting	0.1
07/05/12	WJB	White Glove: Review W Shaw commission report and prepare reply with detail needed to confirm accurate for closing with buyer	0.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/05/12	WJB	White Glove: Revise e-mail to H Moore with commissions report in anticipation of White Glove closing, providing comments and send same	0.4
07/05/12	WJB	White Glove: Telephone call to B Shea re how to deal with White Glove January reimbursement to agents for 6-month earned commissions	0.1
07/05/12	WJB	White Glove: Review W Shaw marketing report reimbursement request and send to H Moore for agreement on amounts to be paid to Receiver from unreimbursed marketing reimbursements	0.2
07/06/12	WJB	White Glove: Prepare closing list in anticipation of closing with buyer of White Glove; Review two e-mails from H Moore, G Wayne re questions on various closing matters, documentation, and closing issues and deal with same	2.8
07/06/12	WJB	White Glove: Review e-mail from landlord and e-mail from G Wayne re how to handle signing of landlord consent to assignment and other documents relieving Receiver of liability for White Glove lease	0.1
07/06/12	WJB	White Glove: Review bonus chart revision received from W Shaw as recalculated and prepare e-mail B Shea to verify same	0.2
07/06/12	WJB	White Glove: Prepare e-mail G Wayne, H Moore re closing status and California Seller of Travel report on application for license by Bruce Travel and delay in same	0.3
07/06/12	WJB	Benchmark: Review e-mails from B Bronston on due diligence questions received from M Rogers and prepare reply; Telephone call to J Markowitz re concerns about involvement of M Rogers on behalf of purchaser; Review M Guidry e-mail re M Bustemonte being only person involved and prepare reply re acceptable process re same	0.3
07/06/12	WJB	White Glove: Review W Shaw report on bank balances and costs remaining to pay for operation of White Glove	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/06/12	WJB	White Glove: Telephone call from H Moore to check on status of closing, receipt of DHL package with signatures from Europe, timing to same and final agreement to close on Monday, 7/9 and how to deal with California Seller of Travel application by buyer and discussion of buyer's intentions re same	0.3
07/06/12	WJB	White Glove: Prepare e-mail W Shaw re delay in closing per conversation with H Moore given buyer representative being in Europe and California Seller of Travel	0.1
07/06/12	WJB	White Glove: Prepare e-mail to California Seller of Travel requesting 14-day extension in light of closing delay requested by Bruce Travel and reasons for same	0.2
07/06/12	WJB	Benchmark: Telephone call from J Markowitz re M Bustemonte and not M Rogers on due diligence project for Benchmark acquisition; Review e-mail in reply to same	0.2
07/06/12	WJB	White Glove: Prepare and arrange closing details for Monday, July 9 closing based upon agreement with H Moore for same	0.3
07/06/12	WJB	White Glove: Review and sign consent to assignment of lease; Prepare e-mail G Wayne providing same and escrow conditions re same and inclusion of escrow e-mail to G Wayne re same	0.3
07/06/12	WJB	Benchmark: Prepare e-mail M Guidry, B Bronston confirming M Bustemonte as only person handling due diligence	0.1
07/09/12	WJB	White Glove: Prepare e-mail to H Moore requesting closing status and status of buyer's registration with California Seller of Travel	0.1
07/09/12	WJB	White Glove: Review extension of approval by California Seller of Travel for White Glove to allow for closing and tickle same	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/09/12	WJB	White Glove: Review closing details; E-mail B Shea re incentive pay calculations, sign closing documents and e-mail closing documents to KML5 in preparation for exchange in escrow pending closing	0.9
07/09/12	WJB	White Glove: Review W Shaw deposit and commission report in anticipation of closing and allocation of monies	0.5
07/09/12	WJB	White Glove: Review e-mail from G Wayne re sending various buyer documents on closing lists; Prepare response as to location of documents including ADP forms sent to H Moore for signing by W Shaw	0.2
07/09/12	WJB	White Glove: Review B Shea wrap-up list of White Glove items in preparation for closing	0.1
07/09/12	WJB	White Glove: Locate Bill of Sale and e-mail to G Wayne at his request; Forward signed APA to G Wayne; Revise buyer's certificate and resend due to assignee of contract; Revise closing list amounts; Review and revise cooperation and post closing settlement agreement provided by G Wayne Prepare e-mails re same; Review buyer's certificate and agreement based upon Bruce Travel being assignee, relevant changes re buyer; Prepare e-mail approving same and asking for start of closing process; Prepare e-mail H Moore re follow-up on when closing will commence	2.1
07/09/12	WJB	White Glove: Extended telephone call from B Shea re W Shaw closing cost allocations including cash and explanations and review same for verification with B Shea	0.5
07/10/12	WJB	White Glove: Prepare e-mail H Moore re money on hand involving future trips as opposed to customer trips already taken and allocation between buyer and seller at closing; Review e-mail from H Moore re need for payroll information to close since same is requested by Bruce Travel Chairman; Review H Moore e-mail to W Shaw re payroll and benefits questions; Prepare reply providing payroll information but pointing out not a condition to closing	0.5

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/10/12	WJB	Review W Shaw reply to H Moore on payroll and ADP reports, review same and forward to B Shea for missing information re request no. 3 in order to facilitate closing	0.3
07/10/12	WJB	White Glove: Telephone call to G Wayne message re when is transaction closing and intention to prepare pre-default notice re closing given lack of communication from buyer	0.3
07/10/12	WJB	White Glove: Telephone call to B Shea re communications with W Shaw concerning ADP TotalSource information to provide to buyer to facilitate closing	0.1
07/10/12	WJB	White Glove: Review e-mail from H Moore re \$35,000 closing item adjustment; Prepare reply for identification of same or explanation; Review reply and prepare response	0.3
07/11/12	WJB	White Glove: Review e-mails with closing statement, proceeds and modification request for same by buyer; Telephone calls to B Shea re reconciling numbers with W Shaw, verify amounts and agree on closing amounts concerning paid but not yet occurring customer trips	1.3
07/11/12	WJB	White Glove: Prepare e-mails B Shea, W Shaw to deal with reconciliation of closing numbers	0.1
07/11/12	WJB	White Glove: Review closing numbers, liabilities and other relevant financial information received from W Shaw in anticipation of closing	0.2
07/11/12	WJB	White Glove: Telephone call from B Shea to go over financial numbers received from W Shaw and discuss accuracy of same	0.2
07/11/12	WJB	White Glove: Go back and review B Shea revised closing numbers after reconciliation with W Shaw, change closing statement with updated numbers	0.2
07/11/12	WJB	White Glove: Telephone call to B Shea re White Glove proceeds; Send closing list to H Moore with revised numbers	0.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/12/12	WJB	White Glove: Review new G Wayne post-closing agreement received by e-mail in anticipation of closing	0.3
07/12/12	WJB	White Glove: Review post-closing agreement as revised by G Wayne and prepare comments to same; Compare prior version; Prepare revisions by dictation for forwarding to G Wayne	0.5
07/12/12	WJB	White Glove: Review B Shea comments to post-closing agreement as revised by G Wayne and prepare reply	0.2
07/12/12	WJB	White Glove: Review final revisions to post-closing agreement to B Shea and e-mail on commissions; Review B Shea comments and ownership structure and prepare reply	0.3
07/12/12	WJB	Telephone call to B Shea re further edits to post-closing agreement; Prepare same and distribute to G Wayne	0.4
07/12/12	WJB	White Glove: Prepare e-mail B Shea to obtain employee e-mail addresses from W Shaw for use in termination letters; Review and reply to G Wayne re holding money in trust pending finalization of closing	0.3
07/12/12	WJB	White Glove: Prepare e-mail G Wayne re follow-up on closing, scheduling same and assisting on closing	0.2
07/13/12	WJB	White Glove: Continue e-mail and telephone exchanges re White Glove closing including review W Shaw reply on employee termination status; Telephone call to B Shea re payroll and benefits; Revise closing list to account for recent changes; Prepare e-mail with proposed escrow and closing instructions; Two telephone conferences with B Shea re ADP changeover for employees; Prepare e-mail G Wayne re closing arrangements and review reply re breaking escrow; Prepare e-mail W Shaw re employee coordination and ADP	2.1
07/13/12	WJB	White Glove: Prepare e-mail W Shaw re employee transition status in anticipation of closing	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/13/12	WJB	White Glove: Prepare notice letters to employees re anticipated sale to Bruce Travel and termination of employment by White Glove or ADP; Revise same and finalize for forwarding to W Shaw for distribution; Telephone call to B Shea re process	0.5
07/13/12	WJB	White Glove: Receive closing documents from G Wayne to sign for closing as having been signed by H Moore on behalf of Bruce Travel; Telephone call to G Wayne's office on missing signature by H Moore in one capacity	0.7
07/13/12	WJB	White Glove: Exchange e-mails with H Moore on missing H Moore signature in respect of assumption language, review documents and sign same as part of closing; Prepare e-mail W Shaw, SEC confirming closing of White Glove sale; Telephone call to W Shaw re notices to employees	1.3
07/16/12	WJB	White Glove: Prepare employee termination notice in light of closing; Prepare e-mail B Shea, W Shaw requesting missing information for inclusion in employee termination letter	0.3
07/17/12	WJB	Alarm Traders: Review and organize final closing documents and prepare for file and preservation	0.6
07/17/12	WJB	Benchmark: Review B Bronston conflict waiver letter as requested by B Bronston	0.1
07/17/12	WJB	Benchmark: Sign and prepare e-mail B Bronston re conflict waiver letter for Benchmark transaction due diligence	0.1
07/17/12	WJB	Review e-mails from W Shaw on overdrafts and bonus timing	0.1
07/17/12	WJB	White Glove: Prepare e-mail W Shaw re authorization and process to pay sales bonuses earned through 6/30/12	0.1
07/18/12	WJB	White Glove: Attend to wire transfers and closing documents so that B Shea can reconcile closing numbers	0.5

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/18/12	WJB	White Glove: Review employee sales bonuses due for June and year-end with B Shea including calculations for approval and payment	0.3
07/18/12	GFK	Emails to and from Bill Brown regarding ERISA rules regarding 401(k) administration, termination; Review B Shea termination; Email to WJB	0.5
07/19/12	WJB	White Glove: Draft bonus letter for payments to employees and identify amounts due each employee; Revise termination and bonus letters; Prepare e-mail W Shaw with draft termination and bonus payment letter for each employee; Review e-mail from W Shaw with comments and arrange for issuance of letters to W Shaw for execution and delivery	1.1
07/19/12	WJB	Review final form of termination and bonus letters to White Glove employees, reconcile with data concerning amounts and forward to W Shaw	0.5
07/19/12	WJB	White Glove: Review signed letters by all employees and arrange for wire transfer in exchange for same with M&T	0.3
07/19/12	WJB	White Glove: Follow-up details with M&T and W Shaw on wire transfer for final payments to employees following receipt of signed termination letters	0.5
07/20/12	WJB	White Glove: Prepare e-mail D Keenholts, B Shea re proceeds wire transfer and request confirmation of receipt	0.1
07/20/12	GFK	Telephone conference with WJB, the attorney for B Shea; Research regarding elements of Shea plea; Memo to WJB	1.4
07/23/12	WJB	White Glove: Prepare e-mail California Seller of Travel confirming closing of sale and requesting deposit return	0.3
07/23/12	WJB	White Glove: Sign original closing documents received from G Wayne and prepare letter returning same	0.3
07/23/12	GFK	Review emails re DOL contribution issue; Email to and telephone conference with WJB	0.7

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/24/12	WJB	White Glove: Revise letter to G Wayne with original documents signed from closing	0.1
07/26/12	GFK	Review emails regrading 401(k) plan and trustee issue; Office conference WJB	0.4
07/27/12	WJB	White Glove: Review wire transfer request and deposit transfer request from W Shaw to account for collections post-closing belonging to Bruce Travel; Review numbers with B Shea; Prepare e-mail TD Bank on post-closing deposits	0.7
07/27/12	WJB	White Glove: Review e-mail from H Moore on money transfer process for Bruce Travel proceeds; Prepare e-mail H Moore re same	0.1
07/27/12	WJB	White Glove: Prepare reply to W Shaw on status of d/b/a certificates in response to her e-mail as to whereabouts	0.1
07/27/12	WJB	White Glove: Wrap up closing documents; E-mail B Shea re TD Bank transfer process	0.3
07/27/12	GFK	Review draft email regarding 401(k) trustees; Office conference with WJB regarding revisions	0.2
07/31/12	WJB	White Glove: Review and approve White Glove transfer of money at TD Bank belonging to Bruce Travel	0.2
07/31/12	WJB	Alarm Traders: Prepare revisions and comments to KeyBank agreement remaining contracts; Prepare e-mail D Keenholts with comments requesting changes	0.5
07/31/12	WJB	Benchmark: Review G Robson request on representations and warranties and prepare reply re exact Receiver status and role	0.2
07/31/12	WJB	Benchmark: Telephone call from M Guidry re Legacy contract and potential termination, proposed financial restructuring and implications to cash flow and purchase by HControl	0.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/31/12	GFK	Emails to and from WJB re 401(k) issues	0.3
08/14/12	WJB	White Glove: Review W Shaw request for transfer of additional deposited monies based upon Asset Sale Agreement and post-closing agreements	0.2
08/14/12	WJB	White Glove: Review various bank accounts and locate information and e-mail B Shea to resolve or close accounts and verify requested transfers to Bruce Travel as buyer and locate California Seller of Travel e-mail on Escrow account	0.9
08/14/12	WJB	Benchmark: Telephone call from B Rader re HControl status of acquisition of Benchmark, financing, timing of closing for Benchmark	0.2
08/14/12	WJB	Benchmark: Telephone call from B Rader re commission as not including cash component and willingness to accept same	0.2
08/14/12	WJB	White Glove: Review two e-mails to TD Bank for proposed cash transfers per closing of sale allocations and reconcile account numbers to confirm appropriateness of same	0.4
08/15/12	WJB	White Glove: Attend to excess cash transfer and go over proposed numbers with B Shea's numbers	0.2
08/24/12	WJB	White Glove: Review W Shaw cash transfer request	0.1
08/24/12	WJB	White Glove: Review and send e-mail to TD Bank for transfer of monies collected to Bruce Travel	0.1
08/31/12	WJB	White Glove: Review W Shaw cash transfer request for funds belonging to Bruce Travel; Review B Shea concurrence; Prepare e-mail TD Bank to initiate cash transfer to Bruce Travel	0.3
09/06/12	WJB	Benchmark: Prepare reply e-mail to B Bronston on HControl sale and forward e-mail from prior Friday with contract party	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/06/12	WJB	Benchmark: Calculate Receiver assessment in light of pending asset disposition of Benchmark and compare to assessments against other Receiver entities	0.1
09/07/12	WJB	Benchmark: Prepare e-mail buyer counsel re status of receipt by Receiver of revised APA as previously promised	0.1
09/07/12	WJB	Benchmark: Prepare e-mail M Guidry with finalized Receiver assessment and explanation re same	0.3
09/12/12	WJB	White Glove: Prepare e-mail TD Bank requesting wire transfer of monies due to Bruce Travel from various bank accounts	0.2
09/18/12	WJB	Review e-mail from B Shea on new Seton lease extension	0.1
09/26/12	WJB	White Glove: Review W Shaw bank account transfer request for Bruce Travel monies and B Shea approval of same; Prepare e-mail W Shaw re request to change deposit process given 30-day limit in APA	0.2
09/26/12	WJB	White Glove: Review APA for limits on maintaining bank accounts to facilitate Bruce Travel sale and incorporate into e-mail to W Shaw re changing accounts	0.2
10/11/12	WJB	Review draft Seton settlement agreement and prepare revisions to same	0.9
10/11/12	WJB	Prepare further revisions to settlement agreement as prepared by Seton counsel (.2); Conference JJC re encumbrance language (.1); Prepare e-mail R Frankel re Receiver final comments to agreement (.2)	0.5
10/11/12	JJC	Seton Hall: Conference with WJB regarding contract language concerning mortgages/liens	0.1
10/16/12	WJB	Prepare e-mail B Shea re Seton Hall agreement for forwarding to Seton Hall as requested	0.1
10/17/12	WJB	Seton: Review revised agreement received from R Frankel on behalf of Seton and e-mail B Shea re same	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/18/12	WJB	Seton: Further revisions to Seton Agreement (.2); Telephone call to R Frankel re revisions and maintenance issues (.2); Prepare side letter re maintenance agreement (.1)	0.5
10/18/12	WJB	Seton: Prepare final revisions to maintenance letter and e-mail to R Frankel with comments including revised agreement with final revisions	0.4
10/19/12	WJB	Seton: Prepare motion for approval of settlement	0.4
10/19/12	WJB	Seton: Review R Frankel final changes to maintenance letter and prepare e-mail reply accepting same	0.2
10/20/12	WJB	Seton Hall: Prepare motion for approval of Seton lease termination pursuant to agreement with Seton	0.8
10/22/12	WJB	Seton: Follow-up call and e-mail to R Frankel re status of Seton signatures to documents and maintenance letter	0.1
10/22/12	WJB	Seton: Prepare revisions to motion to approve Seton settlement transaction based upon final revisions of settlement agreement and maintenance letter	0.6
10/22/12	WJB	Prepare draft letter Judge Hummel re scheduling of Seton motion	0.1
10/23/12	WJB	Seton: Follow-up with two e-mails to R Frankel re status of signing of documents by Hospital and timing of same	0.1
10/23/12	WJB	Seton: Prepare revisions to motion based upon updated information received from real property records pending receipt of signed documents by Seton	0.7
10/23/12	WJB	Seton: Prepare further revisions to Motion based upon real property documents	0.3
10/23/12	WJB	Seton: Prepare e-mail B Shea re maintenance person status in light of medical disability; Review R Frankel e-mail re no reply from Hospital in terms of status of signing settlement agreement	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/23/12	WJB	Seton: Sign letter to Court requesting tentative court hearing in anticipation of signing of agreement by Seton Health System (.1); Review revised form of Motion (.2); Review final version of maintenance letter agreement and sign same (.1)	0.4
10/23/12	WJB	Seton: Prepare e-mail SEC describing Seton motion and providing form of motion for review	0.2
10/24/12	WJB	Seton: Review Seton e-mail re transition of maintenance at Seton building in light of medical leave of regular maintenance worker and coordination with Seton Health re same	0.1
10/24/12	WJB	Seton: Prepare multiple e-mails to and from R Frankel re transition of maintenance and reasons for same, coordinating on having Seton Health System signed documents and importance of same given absence of maintenance worker	0.2
10/29/12	WJB	Seton: Review status and prepare e-mail R Frankel re status of Seton Health System signing documents to proceed with Court hearing	0.1
10/29/12	WJB	Seton: Review e-mail from R Frankel re request for clarification on tenant leases and rent roll, use of entity nominee for transfer (.1); Prepare e-mail B Shea requesting tenant information and prepare reply to R Frankel re transfer structure (.1); Review B Shea answers re tenants and prepare reply with tenant information to R Frankel (.1)	0.3
10/29/12	WJB	Seton: Review R Frankel letter with new terms on maintenance as requested by Seton and requested revisions to settlement agreement; Forward to B Shea for review	0.2
10/29/12	WJB	Seton: Prepare e-mail R Frankel agreeing to revise maintenance letter and confirming existence of insurance	0.1
10/29/12	WJB	Seton: Review R Frankel e-mail on plans to obtain Seton signature to revised agreement	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/30/12	WJB	Seton: Review new e-mail from R Frankel with revised agreement and title report (.1); Review title report and mortgages as asserted by title company to assure ability to clear same including e-mail B Shea re James D Carroll as trustee authority and background re involvement in trust for investors in Seton Hall Associates; Revise motion based upon changes presented by title reporting clarifications concerning mortgage liens to be terminated (1.4)	1.5
10/30/12	JJC	Conference with WJB regarding Section 13 lien law covenant in lease surrender and conveyance of title to building on leased premises	0.1
10/31/12	WJB	Seton: Review revised motion draft based upon recently received real property documents and e-mail R Frankel re status of additional mortgage documents; Forward to B Shea for comment including questions on KGM	0.7
10/31/12	WJB	Seton: Review J Carr structure memo and e-mail B Shea with questions based upon same	0.2
10/31/12	WJB	Seton: Telephone call to B Shea requesting identification of who trustee for indenture is acting on behalf of to confirm whether it is Seton Hall Associates investors	0.2
10/31/12	WJB	Seton: Prepare further e-mail R Frankel on status of Seton System signatures for agreement in order to file motion with Court	0.1
11/01/12	WJB	Seton: Prepare e-mail R Frankel on dating of agreement and filing of motion to terminate ground lease	0.1
11/02/12	WJB	Review final revisions to closing documents and review mortgage documents consistent with obligations under agreement including review of Seton prospectus to confirm facts	1.1
11/02/12	WJB	Seton: Organize final versions of lease termination and sale agreements and forward same and attend to organization of same	0.5

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/02/12	WJB	Seton: Prepare e-mail R Frankel re motion to approve termination of lease and sale and side letter concerning maintenance having been filed with Court	0.1
11/02/12	WJB	Seton: Prepare e-mail D Smith, T McGinn re Seton motion and background	0.2
11/03/12	WJB	74 State Street: Prepare e-mail TAR re attendance and instructions for attendance at real estate public auction	0.1
11/05/12	WJB	Seton: Telephone call to Judge Hummel's Chambers re scheduling of Seton motion for November 16	0.1
11/05/12	WJB	Seton: Prepare Receiver website description of motion, relief sought and consideration to be paid in connection with termination of lease and sale of personal property	0.3
11/06/12	WJB	Seton: Review e-mail from B Shea confirming mailing list for distribution	0.1
11/06/12	WJB	Seton: Review and organize mailing list for mailing of Seton motion to Seton creditors and investors	0.4
11/06/12	WJB	Seton: Review form of Seton Hall debt mailing list received from B Shea (.2); Prepare e-mail R Frankel re hearing date for motion (.1)	0.3
11/06/12	WJB	Seton: Prepare letter to investors and equity holders in Seton with copy of Motion for informational purposes	0.2
11/07/12	WJB	74 State Street: Review newspaper article on 74 State Street foreclosure based upon real estate auction	0.1
11/08/12	WJB	Seton: Telephone call from A Stettner as Seton Hall investor re request for explanation of motion and discussion of proof of claim process, access to website and state of case	0.3
11/08/12	WJB	Seton: Attend to preparation of certificate of service for mailing to Seton investors and equity holders re Seton motion for surrender of lease and bill of sale	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/12/12	WJB	Benchmark: Telephone call from B Rader re status of APA vis a vis, his commission	0.1
11/12/12	WJB	Seton: Work on Order approving sale and prepare revisions to same; Prepare e-mail R Frankel with proposed Order	0.9
11/12/12	WJB	Alarm Traders: Revise bill of sale for cabinet sale to J Carr, revise bill of sale and prepare e-mail B Shea re same	0.2
11/12/12	WJB	Alarm Traders: Revise bill of sale for D Keenholts, B Shea re three items and forward to B Shea for signing	0.2
11/12/12	WJB	Seton: Review B Shea e-mail concerning certain tax treatment to investors	0.1
11/13/12	WJB	Seton: Review R Frankel e-mail with Seton closing documents and prepare reply requesting mortgage discharge forms	0.2
11/13/12	WJB	Seton: Prepare e-mail R Frankel with PIO re Receiver's authority to sell	0.1
11/14/12	WJB	Seton: Prepare e-mail TAR re availability for potential need for examination of witnesses at Friday Seton sale hearing	0.1
11/14/12	WJB	Seton: Prepare materials for Court hearing on termination of lease and sale	0.1
11/16/12	WJB	Seton Hall Associates: Prepare for hearing on approval of motion to dispose of building by termination of ground lease including revisions to Order and communications with Seton attorney re same	0.8
11/16/12	WJB	Seton Hall Associates: Attend hearing at District Court for approval of Seton Hall disposition motion	0.9
11/16/12	WJB	Conference TAR re potential testimony to be taken if objections arise as to Seton lease termination and sale hearing and preparation for same	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/17/12	WJB	Seton: E-mail entered Order to R Frankel and prepare e-mail requesting arrangements for closing date	0.2
11/20/12	WJB	Seton: Prepare e-mail B Shea re instructions for wire transfer for Seton payment; Prepare e-mail B Frankel re closing dates and arrangements for closing	0.1
11/20/12	WJB	Seton: Review B Shea e-mail on payment instructions and prepare e-mail R Frankel re wire transfer instructions and closing arrangements	0.2
11/24/12	WJB	Seton: Review transcript from sale hearing	0.1
11/26/12	WJB	Seton: Review various closing documents received from R Frankel including TP-584, RP-5217, Quit Claim Deed and Bill of Sale including two sets of same depending upon name of purchaser, review of Satisfaction of Mortgage and revise same dealing with James G. Carroll as Trustee including conforming to PIO; Telephone call to B Shea requesting copy of Indenture of Trust	1.7
11/26/12	WJB	Seton: Review PDF of Indenture Trust for Seton re role of trustees and confirm authority to act	0.5
11/26/12	WJB	Seton: Revise mortgage discharge based upon Indenture of Trust and PIO	0.6
11/26/12	WJB	Seton: Review revised discharge of mortgage as revised in accordance with Indenture Trust	0.1
11/26/12	WJB	Seton: File all closing documents and prepare escrow letter and forward same to R Frankel with signed documents including modification to discharge of mortgage	0.6
11/26/12	WJB	White Glove: Review closing file and prepare reply to W Shaw re no reimbursement for J Taylor claim	0.2
11/26/12	WJB	Seton: Respond to R Frankel e-mail on identification of documents needed for closing in recorded form	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/27/12	WJB	Seton: Review e-mail from J Pitkiewicz re Seton documents dating changes requested and prepare response re approval and form of change if any is made to closing documents	0.2
11/27/12	WJB	Seton: Finalize e-mail response re document completion to J Pitkiewicz	0.2
11/28/12	WJB	White Glove: Review e-mail from B Shea approving W Shaw bank account reconciliation for closing of White Glove accounts following sale	0.1
11/29/12	WJB	Seton: Review rent roll and forward to Seton as part of transfer closing	0.2
11/29/12	WJB	Seton: Telephone call to R Frankel paralegal re closing arrangements, wire transfer and prepare e-mail requesting Fed wire number following initiation of wire transfer to Receiver by Seton based upon execution of documents; Review documents as executed by Seton	0.6
11/29/12	WJB	Seton: Prepare multiple e-mails to M&T Bank to verify receipt of wire transfer re Seton closing including telephone call to M&T Bank re same; Prepare e-mail R Frankel re confirmation of receipt of wire transfer and authority to release documents from escrow as part of closing	0.5
11/30/12	WJB	Review Seton transition checklist, revise same re prepaid rent and forward to B Shea	0.2
12/01/12	WJB	White Glove: Prepare e-mail B Shea re White Glove closed accounts per W Shaw e-mail and requesting receipt of wire transfer confirmation	0.1
12/03/12	WJB	Seton: Review draft termination letter to vendors and revisions to same (.2); Prepare e-mail B Shea re correction of vendor notification letter and identifying any portion of rent for post-closing time periods (.3)	0.5
12/11/12	WJB	Benchmark: Review J Markowitz e-mail on purchase price and prepare reply; Prepare reply re timing of motion and approval if asset purchase agreement is agreed to	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/19/12	WJB	Benchmark: Review J Markowitz e-mail re new agreement and prepare reply re review of same	0.1
12/21/12	WJB	Seton: Prepare e-mail R Frankel re need for Seton to take over utilities in light of refusal to cooperate to date and review replies re transition and shutoff of utilities if Seton does not take over	0.3

CURRENT FEES

\$52,715.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Telephone (Long Distance Only) Telephone; 12014888200, 3 Mins. Ext: 7089	0.60
Bank Draft Wire out charges re Asset Disposition (2 @ \$30.00 ea)	60.00
Duplicating A1, 4 Page(s)	0.40
Telephone (Long Distance Only) Telephone; 19547670030, 3 Mins. Ext: 7089	0.60
Telephone (Long Distance Only) Telephone; 13056705007, 2 Mins. Ext: 7089	0.40
Bank Draft Wire out charge re Asset Disposition (3 @ \$30.00 ea)	90.00
Telephone (Long Distance Only) Telephone; 13053818108, 24 Mins. Ext: 7089	4.80
Telephone (Long Distance Only) Telephone; 13053818108, 2 Mins. Ext: 7089	0.40
Telephone (Long Distance Only) Telephone; 17164267700, 2 Mins. Ext: 7089	0.40
Telephone (Long Distance Only) Telephone; 17164267700, 6 Mins. Ext: 7089	1.20
Duplicating A1, 2 Page(s)	0.20
Duplicating A1, 261 Page(s)	26.10
Postage WJB - Postage re Asset Disposition	17.10

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Duplicating A1, 15 Page(s)	1.50
Overnight Courier WJB - UPS to Worldview Travel re Asset Disposition	31.14
Overnight Courier WJB - UPS to The Travel Team, Inc. re Asset Disposition	20.61
Telephone (Long Distance Only) Telephone; 19547670030, 3 Mins. Ext: 7089	0.60
Duplicating A1, 31 Page(s)	3.10
Telephone (Long Distance Only) Telephone; 13056705007, 1 Mins. Ext: 7089	0.20
Telephone (Long Distance Only) Telephone; 13056705007, 1 Mins. Ext: 7089	0.20
Telephone (Long Distance Only) Telephone; 13056705007, 1 Mins. Ext: 7089	0.20
Telephone (Long Distance Only) Telephone; 13057730900, 1 Mins. Ext: 7089	0.20
Telephone (Long Distance Only) Telephone; 13053818108, 6 Mins. Ext: 7089	1.20
Telephone (Long Distance Only) Telephone; 13057730900, 1 Mins. Ext: 7089	0.20
Telephone (Long Distance Only) Telephone; 13056705007, 1 Mins. Ext: 7089	0.20
Telephone (Long Distance Only) Telephone; 13053818108, 1 Mins. Ext: 7089	0.20
Telephone (Long Distance Only) Telephone; 13053818108, 3 Mins. Ext: 4404	0.40
Duplicating A1, 3 Page(s)	0.30
Telephone (Long Distance Only) Telephone; 17164267700, 2 Mins. Ext: 7089	0.40
Telephone (Long Distance Only) Telephone; 17164267700, 1 Mins. Ext: 7089	0.20
Duplicating A1, 180 Page(s)	18.00
Postage WJB - Postage re Asset Disposition	234.00
Transcript of Testimony PAYEE: Theresa J. Casal, RPR, CRR, CSR; REQUEST#: 563601; DATE: 11/27/2012.	21.90
Telephone (Long Distance Only) Telephone; 13056656062, 1 Mins. Ext: 7089	0.20

CURRENT EXPENSES

537.15

33474 Brown, William J. as Receiver of McGinn,
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TOTAL AMOUNT OF THIS INVOICE

\$53,252.65

PAYMENT DUE UPON RECEIPT

Category E

Case Administration



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Invoice Number 765637
 Invoice Date 09/09/13
 Client Number 33474
 Matter Number 00004
 W J Brown

Re: CASE ADMINISTRATION

FOR PROFESSIONAL SERVICES RENDERED THROUGH DECEMBER 31, 2012:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/01/12	JLS	Attend to McGinn Smith's telephone log	0.2
05/02/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/03/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/03/12	JLS	Upstage Imaging: Review email from WJB; Conference with WJB regarding Judgment of Foreclosure; Review Albany County Clerk's website for Judgment of Foreclosure against Upstate Imaging and Deed from Upstate Imaging to Albany County; Telephone call to Clerk of Courts and County Clerk regarding same; Email to WJB regarding the Judgment of Foreclosure; Email to J Carr regarding retrieval of Judgment of Foreclosure from Clerk's Office	1.2
05/04/12	JLS	Attend to McGinn Smith's daily telephone log; Compile weekly telephone call logs into weekly spreadsheet; Forward spreadsheet to WJB	0.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/07/12	WJB	Update website with language re persons who received access notice but are not listed on claims schedules and provide variety of reasons for same and also update Vero property closing notification	0.5
05/07/12	WJB	Prepare Alarm Traders wire transfers to B Shea for M&T accounts and wire transfer Vero proceeds to M&T per B Shea instructions	0.2
05/07/12	WJB	Prepare e-mail SEC on notification of closing of Alarm Traders sale and results of same	0.2
05/07/12	WJB	Review e-mail from W Shaw re California Seller of Travel issues and extension; Prepare e-mail California Seller of Travel and telephone message re same; Review e-mail history with California Seller of Travel	0.5
05/07/12	K-K	Docket jury trial date	0.2
05/07/12	K-K	Docket sentencing date for Ronald Simons	0.2
05/07/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/08/12	WJB	Telephone call to California Seller of Travel office; Telephone call to lender at same re extension request and background facts; Prepare e-mail W Shaw re same and prepare confirming email to California Seller of Travel re extension	0.5
05/08/12	WJB	White Glove: Prepare reply e-mail to L Hoos at California Seller of Travel on reports and 60-day request	0.2
05/08/12	K-K	Docket expiration date of California Seller of Travel authorization	0.2
05/08/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/10/12	JLS	Attend to McGinn Smith daily telephone log	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/11/12	WJB	Telephone conference B Lyons at Albany Times Union at his request re discussion of claims process, access letter and format of same, bar date, basis for claim calculation amounts and potential interim distribution	0.5
05/11/12	WJB	Prepare reply to questions raised by B Lyons at Albany Times Union re claims process	0.4
05/11/12	JLS	Attend to McGinn Smith daily telephone log; Compile weekly telephone log and forward to WJB	0.3
05/11/12	JLS	Review Investor voice mails; Return Investor telephone calls and assist in any questions to be answered per the script; Several return emails to Investors regarding questions and concerns varying from specific investments to non-receipt of access claims	2.5
05/14/12	WJB	De-activate three security cards for departed employees and e-mail B Shea re same	0.3
05/14/12	WJB	Prepare letters D Smith, T McGinn re M&T mail received from them at 99 Pine Street	0.1
05/14/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/15/12	WJB	Consider storage issues and e-mail B Shea for list of previously disposed of and abandoned office equipment and photos for same	0.2
05/15/12	WJB	Telephone call to B Shea re report on donated office equipment, list of same and location of carpets for review by T McGinn	0.2
05/15/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/16/12	WJB	Review T Welles 5/15 e-mail on distribution and expenses	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/16/12	WJB	Telephone call to P Sullivan and NYS Dept of Health staff re surgery center and Upstate Imaging records, provide information on prior communications with Dept of Health on same subject and referral to M McGinn as custodian of records	0.5
05/16/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/17/12	WJB	Telephone call to TAR re Clifton Park storage issues and access for T McGinn for criminal defense costs from sale of certain items	0.2
05/17/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/18/12	WJB	Review proposed Pine Street distribution	0.1
05/18/12	WJB	Review distribution schedule from Pine Street and reallocation proposal among general partners; Prepare e-mail T Welles re reasons for relocation although not affecting McGinn Smith	0.2
05/18/12	JLS	Attend to McGinn Smith's daily telephone log and update weekly spreadsheet; Forward weekly spreadsheet to WJB	0.4
05/21/12	WJB	Review Times Union article on claims process and consider implications	0.3
05/21/12	WJB	Prepare e-mail TAR re coordinating inspection of T McGinn property at Clifton Park storage facility; Prepare e-mail T McGinn, D Smith and others re coordinating inspection and timing for same with TAR	0.5
05/21/12	WJB	Review Order on T McGinn property able to be sold for criminal defense and forward to TAR with explanation on how to proceed re inspection with T McGinn	0.2
05/21/12	WJB	Telephone call to B Shea re inventory of donated personal property and arrangements for T McGinn inspection	0.1
05/21/12	WJB	Forward three e-mails to TAR with storage information for coordinating with inspection by T McGinn	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/21/12	SLW	David Smith Trust - Review Trust Agreement	0.3
05/21/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/22/12	WJB	Saratoga Residence: Telephone call from M Kornstein at Cooper Law Firm in Albany re Citizens Bank intent to foreclose and request for information on what is needed to accomplish same in light of Preliminary Injunction Order; Prepare e-mail L Mehraban re referral of Mr. Kornstein to SEC at first instance	0.2
05/22/12	WJB	Prepare multiple e-mails T McGinn, TAR to arrange storage unit visit and delay of same to 5 pm based upon photographer's schedule	0.2
05/22/12	WJB	Telephone conference W Dreyer, S Jones re claims process, distribution, whether claims will be consolidated or not, various questions concerning case administration	0.5
05/22/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/23/12	WJB	Review SEC letter to Court on status of SIPA claim	0.1
05/23/12	WJB	Prepare description for website for SEC SIPA letter to Court and explanation for creditors re same	0.4
05/23/12	WJB	Telephone call from D Stoelting re discussion of Citizens Bank intent to attempt to foreclose on Smith Saratoga residence and disposition possibilities; Telephone call to D Stoelting and judgment attorney at SEC re same	0.4
05/23/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/24/12	K-K	Docket date for 74 State Street public auction	0.2
05/24/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/25/12	JLS	Attend to McGinn Smith's daily telephone log; Compile weekly telephone calls into spreadsheet and forward same to WJB	0.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/27/12	SLW	Review asset list and annuity contract	0.5
05/29/12	WJB	Telephone call from A Boland re interest in 74 State Street foreclosure and provide information re same	0.2
05/29/12	WJB	Review SEC draft of proposed Saratoga Order; Prepare comments to same and forward to SEC	0.4
05/29/12	WJB	107th Associates: Review e-mail from H Rittenberg re potential foreclosure of pledged stock; Review background documents; Telephone call to H Rittenberg re need to receive loan documents in order to assess claim	0.4
05/29/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/30/12	WJB	99 Pine Street: Review notice to landlord re termination of lease; Prepare revisions to same and forward to B Shea	0.2
05/30/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
05/31/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
06/01/12	WJB	99 Pine Street: Review landlord response to Receiver proposal for reduced space and reduced lease; Telephone call to B Shea re discussion of space requirements and calculation of space requirements; Telephone call to E Simonds at CBRE re review of local rental rates in Albany for office space of this size	0.7
06/01/12	WJB	74 State Street: Prepare e-mail SEC on 74 State Street recent events and foreclosure planned for June 2012	0.2
06/01/12	WJB	Exchange e-mails with SEC re number of rooms at property and interpretation of the term "keys"	0.1
06/01/12	JLS	Attend to McGinn Smith's daily telephone log; Compile messages into spreadsheet and forward to WJB	0.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/04/12	WJB	Review draft letter prepared by J Carr for lease of 99 Pine Street reduced space based upon negotiations with landlord and revise same	0.8
06/04/12	WJB	Telephone call to B Shea re lease negotiations and questions re same	0.2
06/04/12	WJB	74 State Street: Telephone call from S Swagler re information request re 74 State Street foreclosure and contact information for mortgagee attorney	0.2
06/04/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
06/05/12	WJB	Review e-mail from Citizens Bank attorney re Smith Saratoga residence and foreclosure; Review D Stoelting e-mail re same; Prepare reply re Receiver position on subject	0.1
06/05/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
06/06/12	WJB	Telephone call from H Marlier at SEC requesting copies of Vero and expired D&O policy, attempt to locate same; Communications with B Shea, J Carr re locating same	0.5
06/06/12	WJB	Prepare e-mail to Vero insurance agent requesting copy of prior policy	0.2
06/06/12	WJB	Review Vero insurance policy received from Agent and prepare e-mail H Marlier at SEC explaining same	0.3
06/06/12	K-K	Docket dates to deposit Livingston checks	0.2
06/06/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
06/07/12	WJB	Conference JPF2 re preparation of interim claims distribution motion, legal and business consideration re same and facts supporting claims distribution theory	0.2
06/07/12	JPF2	Conference with WJB re drafting of motion for interim distribution on claims	0.1
06/07/12	JLS	Attend to McGinn Smith's daily telephone log	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/08/12	WJB	Prepare updates to legal developments on McGinn Smith website including HControl sale, White Glove sale motion and various deposits	0.5
06/08/12	WJB	Pine Street: Review e-mail from T Welles re carried interest and proposed change re management fees; Prepare e-mail to B Shea re deposit of carried interest payment and review e-mail from B Shea re same	0.2
06/08/12	WJB	Prepare further revisions to Receiver website update with legal developments	0.2
06/08/12	WJB	Prepare e-mail to SEC with report on bank balance in Receiver accounts	0.1
06/08/12	WJB	Alarm Traders: Review proposed revised computer maintenance contract received from B Shea from vendor, identify terms, identify whether short or long-term contract; Forward to D Powers at Phillips Lytle IT Department for assistance in evaluation	0.4
06/08/12	JLS	Attend to McGinn Smith's daily telephone log; Compile weekly telephone log and forward to WJB	0.3
06/11/12	WJB	Alarm Traders: Review proposed eSozo IT contract as revised and prepare e-mail D Keenholts re apparent 3-year term to same and need for month-to-month arrangement at reduced price	0.3
06/12/12	WJB	Telephone call from M Boxley re 74 State Street interest and referral to counsel for closing mortgagee	0.2
06/12/12	WJB	White Glove: Review E&O policy premium request and confirm decision to decline one year premium payment; Prepare e-mail H Moore on status of case	0.1
06/12/12	JLS	Attend to McGinn Smith's daily telephone log	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/13/12	WJB	White Glove: Prepare calculations for Receiver assessment to White Glove for legal services and disbursements rendered to White Glove during administration of Receivership	0.3
06/13/12	WJB	Review Chiampou Statement and e-mail to B Shea for review and approval	0.1
06/13/12	JLS	Attend to McGinn Smith's daily telephone log; Report to WJB that the telephone line is unavailable	0.2
06/14/12	K-K	Docket last day for SEC/Citizens Bank to file motions to modify asset freeze order	0.2
06/14/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
06/15/12	WJB	Prepare e-mail B Shea, D Keenholts with list of office items agenda for Wednesday meeting re wind-up of 99 Pine Street businesses and disposition of office equipment assets	0.2
06/15/12	WJB	Revise e-mail B Shea, D Keenholts re office wrap-up agenda; Review B Shea reply re same	0.2
06/15/12	JLS	Attend to McGinn Smith's daily telephone log; Compile weekly telephone calls into spreadsheet; Forward spreadsheet to WJB	0.3
06/18/12	WJB	Prepare e-mail B Shea re 99 Pine Street rent check at reduced rate notwithstanding not having received written sign-off from landlord	0.1
06/18/12	K-K	Docket expiration date of Keenholts Employment Agreement	0.2
06/18/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
06/19/12	WJB	74 State Street: Review files concerning status of 74 State Street mortgage foreclosure in preparation for attendance at public auction on 6/20	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/19/12	WJB	White Glove: Prepare status report to California Seller of Travel re White Glove sale	0.2
06/19/12	WJB	Prepare Receiver assessment bill and allocation for White Glove for recovery from White Glove cash	0.4
06/19/12	WJB	White Glove: Telephone call to W Shaw re explanation of assessment and identification by W Shaw of purpose of each White Glove bank account at TD Bank, finalize assessment and forward to W Shaw	0.6
06/19/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
06/20/12	WJB	Review D Keenholts wind-up action list in anticipation of meeting with B Shea, D Keenholts to go over same	0.2
06/20/12	WJB	Extended meeting B Shea, D Keenholts re wind-up list concerning all matters affecting 99 Pine Street offices, records, office equipment and related materials including review of records, decisions on disposition or next steps, Clifton Park storage, other matters including IT, telephone lines and related matters	3.0
06/20/12	WJB	Conference employee re termination date and cessation of employee benefits	0.1
06/20/12	WJB	Follow-up conference with B Shea re administration of remaining businesses, claims and employees	0.4
06/20/12	WJB	Telephone call from D Powers in Phillips Lytle IT Department re market and pricing for used computer equipment to evaluate same at McGinn Smith	0.1
06/20/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
06/21/12	WJB	Prepare e-mail B Shea re request for dates for July pay periods and review response in connection with employee terminations	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/21/12	WJB	Review J Carr e-mail requesting consideration for continuation of benefits and employment; Prepare reply confirming Receiver position re final date of employment and expiration of benefits	0.4
06/21/12	WJB	Telephone call to B Shea re employment arrangements for terminating employee	0.2
06/21/12	WJB	Prepare e-mail J Carr re surrender of access card and parking card	0.2
06/21/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
06/22/12	JPF2	Work on interim claims distribution motion	0.2
06/22/12	JLS	Attend to McGinn Smith's daily telephone log; Compile weekly spreadsheet for WJB	0.3
06/25/12	WJB	Alarm Traders: Prepare e-mail TAR, D Keenholts, B Shea re making arrangements for Clifton Park disposal strategy and next steps	0.1
06/25/12	WJB	Prepare e-mail T McGinn, D Smith requesting identification of any claimed personal property at Clifton Park Storage Facility other than Chinese warlord desk and one rug, revise and send same	0.2
06/25/12	JLS	Attend to McGinn Smith's telephone log	0.2
06/25/12	TAR	Correspondence with B Shea and D Keenholts regarding document disposal strategy	0.2
06/26/12	WJB	Conference with JPF2 re development of facts for interim distribution motion, preparation of same and organization of same	0.1
06/26/12	JPF2	Work on draft of motion for first interim distribution	1.7
06/26/12	JLS	Attend to McGinn Smith daily telephone log	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/27/12	WJB	Clifton Park: Review D Smith e-mail with claim of ownership on certain storage items include dog statue and cabinet and assertion re ownership by MS Partners to personal property leased to McGinn Smith; Forward to B Shea for analysis	0.1
06/27/12	WJB	Clifton Park: Telephone call from B Shea re discussion of personal property items claimed by D Smith, SEC accounting form SFAR, list of missed investors by mailing house and aggregation of D Smith asserted property and proper accounting for same	0.2
06/27/12	WJB	Benchmark: Review M Guidry e-mail on replacing insurance coverages to comply with requirements by certain projects	0.1
06/27/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
06/28/12	WJB	Review B Shea draft SFAR for quarter ending 3/31/12; Prepare e-mail B Shea with comments and two questions re calculations	0.2
06/28/12	WJB	Review B Shea answers to questions re SFAR; Forward same to SEC with explanation	0.3
06/28/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
06/29/12	WJB	Review e-mails from SEC with questions on SFAR and 3/31 versus current balances; Prepare reply explaining differential due to asset sales and collections	0.2
06/29/12	JLS	Attend to McGinn Smith's daily telephone log; Compile weekly calls; Input calls into spreadsheet and forward to WJB	0.3
06/30/12	JPF2	Review complaint, amended complaint and other pleadings in connection with drafting of motion for interim distribution; Further review of caselaw re appropriate standard for distributions	1.5
07/02/12	JPF2	Work on motion for interim distribution	5.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/02/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
07/03/12	WJB	Telephone call from D Lucero at Charles Schwab re investor value on TAIN Note and discussion of item 7 on Receiver website re same	0.2
07/03/12	K-K	Docket 74 State Street Foreclosure Sale	0.2
07/03/12	JPF2	Work on interim distribution motion	2.1
07/03/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
07/05/12	WJB	Review Stanford decision denying relief to SEC to compel SIPC to commence SIPC proceeding Stanford case, carefully consider reasons and comparison to McGinn Smith; Prepare list of questions to B Shea to confirm facts as understood to reconcile with Stanford decision	1.0
07/05/12	JPF2	Work on motion for interim distributions	0.4
07/06/12	JPF2	Work on motion for interim distribution	0.4
07/09/12	WJB	Review McGinn Smith criminal docket following newspaper accounts of November trial date and tickle dates	0.2
07/09/12	K-K	Docket Tim McGinn/David Smith criminal trial	0.2
07/09/12	K-K	(White Glove) docket CST expiration date	0.2
07/09/12	JPF2	Work on Memorandum of Law	2.7
07/09/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
07/10/12	WJB	Telephone call from R Wolfe at Squire Sanders re CCI bankruptcy trustee claim for \$60,000 in McGinn case and likelihood of recover and evaluation of same	0.2
07/10/12	JPF2	Further work on Declaration and Motion for interim distribution	3.6

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/10/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
07/11/12	WJB	Conference JPF2 re preparation of MOL and Declaration format for proposed interim distribution motion	0.1
07/11/12	WJB	Prepare e-mail SEC on Saratoga house motion and whether same will be made; E-mail to bank lawyer on status of insurance	0.1
07/11/12	WJB	Telephone call from attorney in Binghamton, NY re pledge of stock for MS loan and Receiver position re same	0.1
07/11/12	WJB	Exchange e-mails with SEC re deadline for filing Saratoga residence motion and review time re reply	0.1
07/11/12	WJB	Telephone call to D Stoelting re issues surrounding Saratoga home, accrual of interest and taxes, considerations re value and course of action to protect investors	0.3
07/11/12	WJB	Further conference with JPF2 re interim distribution motion and declaration of B Shea re background facts relevant to distribution mode	0.1
07/11/12	WJB	Telephone conference with D Stoelting, M Kornstein as counsel for mortgagee re Saratoga residence, status of D Smith application for modification of mortgage and whether D Smith is refusing to respond	0.2
07/11/12	WJB	Review draft Declaration for B Shea re interim distribution motion and prepare comments to JPF2	0.2
07/11/12	WJB	Saratoga Residence: Prepare e-mail SEC with comments to draft motion re Saratoga residence; Review M Kornstein declaration; Telephone conference D Stoelting, M Kornstein re suggested revisions and coordination; Review revised versions of pleadings and e-mail SEC with comments; Prepare further e-mail SEC re okay to revisions to Order	0.9

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/11/12	WJB	Conference with JPF2 re identification of those entities which might be segregated for purposes of interim distribution motion	0.1
07/11/12	JPF2	Prepare Notice of Motion; Complete draft of Declaration in Support of Interim Distribution Motion; Work on draft of MOL in support of Motion; Several telephone conferences with B Shea re factual basis for distributions; Review spreadsheet and other transfer information; Conferences with WJB re drafting motion	8.4
07/11/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
07/12/12	WJB	Review draft version of interim distribution motion	0.2
07/12/12	JPF2	Further revisions to MOL in support of interim distribution motion; Revise Declaration in support of motion to incorporate new entity information; Revise all documents to incorporate WJB comments	5.1
07/12/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
07/13/12	WJB	Prepare e-mail R Haldeman re arranging meeting to discuss CMS claims	0.1
07/13/12	JLS	Attend to McGinn Smith's daily telephone log; Compile weekly spreadsheet and forward same to WJB	0.3
07/16/12	WJB	Exchange three e-mails and telephone call to B Shea, D Keenholts re report on no monitoring by former customer and attempts at resolving accuracy of report	0.1
07/16/12	WJB	Prepare e-mail D Roman re inquiries concerning former customer report of no monitoring and attempt to get to bottom of same	0.2
07/16/12	KDW	Performed legal research to ensure case law in brief are still good law; citation format is proper Bluebook form; accuracy of quotes.	3.5
07/16/12	JLS	Attend to McGinn Smith's daily telephone log	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/17/12	WJB	First Niagara: Telephone message to First Niagara banker re Thomas Livingston check and prepare e-mail to banker re same	0.2
07/17/12	WJB	Review article on White Glove sale from Security News	0.1
07/17/12	WJB	Livingston: Prepare letter re stop payment on check and request for issuance of new check by T Livingston	0.1
07/17/12	WJB	CMS: Review background facts and prepare for upcoming meeting with R Haldeman	0.3
07/17/12	WJB	Telephone call to TAR re meeting at Clifton Park to review stored goods and inventory and open items re same	0.2
07/17/12	WJB	Clifton Park: Prepare e-mails to TAR, B Shea, D Keenholts re schedule for meeting at Clifton Park for inspection and request to B Shea for forwarding of photos of prior items	0.3
07/17/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
07/17/12	TAR	Telephone call with WJB regarding Clifton Park storage issues	0.1
07/18/12	WJB	CMS: Reflect upon agenda for R Haldeman meeting and consider possible resolutions	0.1
07/18/12	WJB	Review CMS materials in preparation for meeting with R Haldeman concerning nature and stratification of various claims against CMS by McGinn entities	2.1
07/18/12	WJB	Palisades: Conference with J Carr re background and updating UCC financing statements	0.2
07/18/12	WJB	Meet with R Haldeman re discussion of claims and possible settlement proposals and introduction of D Boland to review process	1.0
07/18/12	JLS	Attend to McGinn Smith's daily telephone log	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/18/12	JLS	(Palisades Pictures) Draft three UCC1s with Third Albany Income Notes, First Excelsior Income Notes and First Independent Income Notes as secured parties; Forwarded drafts to J Carr of each UCC1; File 3 UCC1s with Delaware Department of State and forward Certificates to J Carr and WJB	0.9
07/19/12	WJB	Prepare e-mails with B Shea re termination of pension plan and reasons for same	0.1
07/19/12	WJB	Telephone call to L Owens at Dreyer firm re termination of pension plan and reasons for same	0.2
07/19/12	WJB	Telephone call to D Stoelting re possible plea agreement on Tuesday, discussion of follow-up claims against third parties including brokers and Madoff lawsuit and notice of pendency	0.2
07/19/12	WJB	Review R Haldeman confidentiality letter and terms of acceptance from R Haldeman re CMS; Prepare reply re timing	0.2
07/19/12	WJB	Telephone call to D Boland re timing and availability for CMS inspection	0.1
07/19/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
07/20/12	WJB	Review V Gentile letter dated 7/19/12 to Judge Homer re SIPC	0.1
07/20/12	WJB	Prepare two e-mails to J Carr requesting list of CMS investments to confirm against prior lists as a result of meeting with R Haldeman	0.1
07/20/12	WJB	Prepare e-mail SEC re V Gentile letter to Judge Homer in light of recent Stanford decision and analysis re same	0.1
07/20/12	WJB	Prepare e-mail SEC re Receiver intentions re termination of 401K plan in light of concerns that it may become an orphan plan	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/20/12	WJB	Review Stanford decision re SIPC in light of V Gentile letter and consider any possible alternatives	0.1
07/20/12	WJB	Revise e-mail to SEC on 401K issues	0.3
07/20/12	WJB	Prepare e-mail SEC re proposed response to V Gentile re how funds were paid and exclusion from SIPC coverage	0.1
07/20/12	WJB	Review prior B Shea fact e-mail on SIPC facts concerning how payments were made for the purchase of investment vehicles at McGinn Smith	0.2
07/20/12	WJB	Prepare e-mail V Gentile re SIPC coverage in light of Stanford decision and facts at McGinn Smith in response to his letter to Judge Homer dated 7/19/12	0.3
07/20/12	WJB	Telephone call from V Gentile re extended discussion of available SIPC coverage and explanation of why same is not available in McGinn Smith case, requesting information if facts are as otherwise understood	0.3
07/20/12	WJB	Telephone call from L Mehraban at SEC re SIPC coverage in light of V Gentile letter	0.2
07/20/12	WJB	Prepare e-mail to D and G Smith and T McGinn re 401k withdrawal on pension plan and reasons for same	0.2
07/20/12	WJB	Engage in multiple e-mail exchange with D and G Smith re 401k withdrawals, tax free rollover and effort to avoid orphan plan	0.6
07/23/12	WJB	Review e-mail from V Gentile with purported evidence to assert SIPC claim, analyze same	0.2
07/23/12	WJB	Saratoga: Review 7/19 e-mail from D Smith on mortgage status and Smith offer for restructuring	0.1
07/23/12	WJB	Prepare e-mail SEC with V Gentile evidence re purported SIPC claim and interpretation of same	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/23/12	WJB	Review reply from L Mehreban at SEC confirming viewpoint on SIPC coverage in light of information provided by V Gentile; Prepare e-mail V Gentile re same and forward to V Gentile	0.2
07/23/12	WJB	Prepare e-mail B Shea, D Keenholts, TAR re Clifton Park site visit	0.1
07/23/12	WJB	Telephone call to B Shea re 401k plan termination and timing of same	0.1
07/23/12	WJB	Telephone call from V Gentile to review reasons outlined in response to alleged evidence for SIPC claim and explanation of why same does not fit within SIPC	0.3
07/23/12	WJB	Review National Life Insurance Company bill on T McGinn policy and e-mail B Shea for follow-up	0.1
07/23/12	WJB	Review GFK Memorandum on Section 7212(a) re B Shea and 401k plan and e-mail to G Nugent as courtesy	0.2
07/23/12	JLS	Phone Log. Revise weekly spreadsheet for previous week to include 7/20 entries and forward to WJB	0.3
07/24/12	WJB	Attend plea arraignment hearing for B Shea at District Court relevant to civil receiver process and 401K plan trustee issues; Follow-up conversation with Asst. U.S Attorney and IRS Special Agent re related matters	1.3
07/24/12	WJB	Review L Mehraban e-mail on whether Steven and Susan Cedar filed claims re CMS; Review letter filed by Cedars with claim; Prepare reply to L Mehraban	0.3
07/24/12	WJB	Review Rip Off Report by consumer who alleged no alarm coverage and follow-up with D Keenholts re same	0.1
07/24/12	WJB	Conference J Carr, B Shea re B Shea plea agreement, impact on case, pension trustee and next steps	0.2
07/24/12	WJB	Follow-up on various details re CMS meeting, confidentiality agreement and other matters	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/24/12	WJB	Review ISP agreement and conference D Keenholts re reduction of cost for Internet service provider and ability to terminate if office closed	0.3
07/24/12	WJB	Compile notes re file inspection at 99 Pine Street and prepare for Clifton Park inspection	0.3
07/24/12	JLS	Daily Phone log	0.2
07/25/12	WJB	Visit Clifton Park Storage facility to examine lockers and contents thereof and conferences with B Shea, D Keenholts, TAR re origin of documents in lockers and review of materials and furniture in lockers to decide upon disposition and storage alternatives	1.2
07/25/12	WJB	Prepare Memo to File re summary of visit to Clifton Park Storage facility and disposition alternatives	0.2
07/25/12	WJB	Review e-mail from D Keenholts on discussion with customer whose service was dropped; Prepare reply and caution on possible impostor	0.1
07/25/12	TAR	Travel to and from Clifton Park Storage facility regarding meeting with Receiver concerning McGinn/Smith personal items	1.0
07/25/12	TAR	Meeting at Clifton Park Storage facility regarding McGinn/Smith personal items	0.5
07/26/12	WJB	Revise fact memorandum re visit to Clifton Park Storage and actions steps re disposition of items there and retention of records	0.2
07/26/12	WJB	Prepare e-mail D Keenholts with instructions to reduce two document lockers to one including authorization for stacking	0.1
07/26/12	WJB	Review B Shea report on Pension Works assessment of how to terminate plan	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/26/12	WJB	Review news accounts of B Shea plea agreement; Review U.S. Attorney press release and consider implications for civil receivership cases	0.5
07/26/12	WJB	Review B Shea plea agreement for relevant facts and implications	0.3
07/26/12	WJB	Prepare e-mail V Gentile in response to his request for further explanation of SIPC issues	0.1
07/26/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
07/27/12	JLS	Attend to McGinn Smith's daily telephone log; Draft email with weekly telephone log to WJB	0.3
07/30/12	WJB	Telephone call to B Shea re FINRA claim pending against him and impact upon Receivership	0.1
07/30/12	WJB	Update conflict searches for database with additional names including Bruce Travel, HControl and others	0.0
07/30/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
07/31/12	WJB	Review e-mail from SEC on Saratoga motion, strategy and course of action and consider options	0.4
07/31/12	WJB	Review agreement with KeyBank as proposed by D Keenholts re KeyBank alarm contracts with M&S Partners and prepare comments to same	0.2
07/31/12	WJB	Review D Keenholts employment contract and termination period; Prepare e-mail D Keenholts re same	0.2
07/31/12	WJB	Exchange e-mails with SEC on timing and process re Saratoga residence motion	0.2
07/31/12	WJB	Telephone conference D Keenholts re employment agreement next steps	0.1
07/31/12	WJB	Prepare e-mail D Keenholts confirming one-month extension of employment agreement and terms of same	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/31/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
08/01/12	WJB	Saratoga House: Prepare for and participate in extended conference call with D Stoelting, L Mehraban, K McGrath re cross-motion asserted by Smith's for use of Receiver proceeds to satisfy mortgage lien, legal issues re same including application of exemption, possible alternatives including purchase of mortgage, permitting foreclosure sale to proceed, status of bank consideration of Smith restructuring offer, analysis, risks and courses of action	1.4
08/01/12	WJB	Pine Street: Exchange e-mails with T Welles re fund performance	0.2
08/01/12	K-K	Docket expiration of Doug Keenholts Employment Agreement	0.2
08/01/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
08/02/12	WJB	Saratoga Residence: Review M Kornstein e-mail with report on D Smith being available for bank restructuring program subject to appraisal and SEC information request	0.1
08/02/12	WJB	Saratoga residence: Telephone conference D Stoelting, L Mehraban, M Kornstein re ability of Smiths to possibly obtain loan modification but difficulty in having appraiser review and gain access to house	0.2
08/02/12	WJB	Saratoga residence: Telephone call from D Stoelting, L Mehraban re concept of suspending Saratoga house sale motion in light of report from bank re bank request for appraisal to evaluate Smith restructuring request	0.3
08/02/12	WJB	Telephone call from B Shea re 401K disclosure, tax income treatment	0.2
08/02/12	WJB	Conference re J Johnson call to JLS re Firstline and no address issue re claim	0.2
08/02/12	JLS	Attend McGinn Smith's daily telephone log	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/03/12	WJB	Saratoga residence: Review bank's reply in draft form to Smith cross-motion and consider issues affecting Receiver re same	0.4
08/03/12	WJB	Prepare reply to Smith cross-motion re Saratoga residence in light of Receiver considerations re Smith request for payment of mortgage by Receiver	1.1
08/03/12	WJB	Livingston: Telephone call from T Livingston confirming address and replacement of missing check for periodic payments; Prepare memo to file re same	0.2
08/03/12	WJB	Saratoga residence: Telephone call from L Mehraban, K McGrath re SEC comments to draft Receiver response to cross-motion	0.2
08/03/12	WJB	Saratoga residence: Revise Receiver response to Saratoga residence sale motion and cross-motion by Smiths in light of SEC comments and further information; Revise same; Attend to filing and service of same	1.0
08/03/12	WJB	Prepare e-mail SEC with proposed response re Saratoga residence	0.2
08/03/12	JLS	Attend to McGinn Smith's daily telephone log and compile weekly telephone calls into spreadsheet; Forward same to WJB	0.3
08/06/12	JLS	Attend to McGinn Smith's daily telephone log	0.2
08/07/12	WJB	107th Associates: Review purported loan documents in preparation for call on 8/8 with counsel for purported lender	0.4
08/07/12	WJB	Alarm Traders: Review B Shea payroll and approve with contingency re no employee contribution	0.2
08/07/12	JLS	Attend to McGinn Smith's daily telephone log	0.2

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08/08/12	WJB	107th Associates: Review loan documents and claim of secured claim by H Rittenburg client; Telephone call to H Rittenburg re same and Receiver intentions re CMS and request for non-interference by secured creditor who holds no direct rights	0.8
08/08/12	WJB	74 State Street: Telephone call to TAR re attending foreclosure sale and consider approach	0.1
08/08/12	WJB	Review First Niagara Bank statement and forward to B Shea	0.1
08/08/12	WJB	74 State Street: Locate prior e-mail on adjournment of foreclosure sale and forward to TAR with instructions for foreclosure sale	0.2
08/08/12	WJB	Review e-mail from J Schultz re adjournment of foreclosure sale; E-mail J Schultz re follow-up on 74 State Street foreclosure	0.2
08/15/12	WJB	Telephone call from B Shea to discuss signing authority on 401K Plan, using J Carr for research on facts re tax matters including investments and loans	0.3
08/16/12	WJB	Telephone call from R Haldeman re meeting in Albany during his vacation to further discussions re potential settlement	0.1
08/20/12	WJB	Review J Carr e-mail on ability and proposal to do tax background search concerning facts needed by B Shea and accountants, present proposal for compensation and e-mail same	0.2
08/20/12	WJB	Prepare e-mail J Carr, B Shea re proposed hourly rate for J Carr and rejection of J Carr proposal	0.1
08/20/12	WJB	Review e-mail from M Guidry re Grande View cancellation and prepare reply re equipment and notification to HControl	0.2
08/21/12	WJB	Prepare e-mail B Shea re 99 Pine Street rent differential and request that he reconfirm with landlord	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/21/12	WJB	Prepare e-mail D Keenholts re number of phone lines still in use as appearing on bill	0.1
08/21/12	WJB	Telephone call to B Shea re issues concerning reaching agreement with J Carr re payment for research issues to advanced tax questions	0.2
08/21/12	WJB	Follow-up telephone conference with B Shea re attempts at resolving J Carr employment issue	0.2
08/21/12	WJB	Telephone call from D Keenholts re number of phone lines and reasons for same and status	0.1
08/22/12	TAR	Correspondence with WJB and D Keenholts regarding consolidating storage units	0.2
08/23/12	WJB	Telephone call from M Guidry re Stonegate issues; Prepare e-mail confirming authority to convert Stonegate property to fiber for better service and approximate costs	0.4
08/23/12	WJB	Review M Guidry reply with estimated costs and report on go ahead for fiber conversion at Stonegate	0.1
08/23/12	TAR	Telephone call with D Keenholts regarding storage facility issues	0.2
08/24/12	WJB	Review Judge Homer decision on Saratoga house sale	0.1
08/27/12	WJB	Telephone call from Binghamton counsel re 107th Associates and secured claim, request for his client to not interfere in CMS discussions, potential violation of stay and other discussions	0.3
08/27/12	WJB	National Life: Review annual statement for 2011-12 for T McGinn policy and e-mail to B Shea	0.1
08/27/12	WJB	Prepare e-mail TAR advising to accompany D Keenholts on reorganization of Clifton Park Storage facility; Prepare e-mail D Keenholts re removal of goods, photos and inventory	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/27/12	WJB	MS Partners: Prepare comments to KeyBank agreement re MS Partners at D Keenholts request and forward e-mail to D Keenholts with comments	0.4
08/27/12	TAR	Telephone call with D Keenholts regarding storage facility access	0.2
08/28/12	WJB	Telephone call from D Keenholts re various activities and authorization for removal of junk from storage and disposition	0.2
08/28/12	WJB	Review files concerning Clifton Park Storage items; Telephone call to B Shea re purported D Smith desk, acquisition and ownership history	0.3
08/28/12	WJB	CMS: Telephone call to R Haldeman's office re arrangements for follow-up meeting on 9/4 or 5, reasons for same and agenda	0.2
08/28/12	TAR	Travel to/from Clifton Park Storage Facility	0.9
08/28/12	TAR	Consolidated, evaluated and inventoried storage units at Clifton Park Storage Facility	4.1
08/28/12	TAR	Correspondence with WJB regarding Clifton Park storage facility resolution	0.3
08/31/12	WJB	Review B Shea request for additional time to permit J Carr to finish legal project for facts on tax research and prepare reply	0.1
09/04/12	WJB	Review CMS and related materials in preparation for 9/5 meeting with R Haldeman re further settlement discussions on buyout	1.2
09/05/12	WJB	Prepare e-mail B Shea, D Keenholts re 9/5 meeting schedule and agenda	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/05/12	WJB	CMS: Review and prepare changes to confidentiality agreement prepared by R Haldeman at CMS; Review materials in preparation for meeting with R Haldeman; Conference R Haldeman re potential revised settlement proposal	1.9
09/05/12	WJB	Extended meeting with B Shea, D Keenholts re cabinet removal and sale, listing of cabinets for sale, D Keenholts responsibilities and departure duties, asset recognition and Firstline segregation issues for purposes of distribution motion, analysis and courses of action	1.4
09/05/12	WJB	Conference B Shea re John Hancock 401K withdrawal for Messrs. Smith and McGinn and others re closure of plan	0.2
09/06/12	WJB	Conference MGS re how to handle investor calls and forwarding to WJB in light of acting as replacement for JLS	0.1
09/06/12	WJB	Attend to administrative detail	0.2
09/06/12	WJB	Benchmark: Prepare e-mail DAT requesting calculation of amounts to make Receiver assessment against Benchmark	0.1
09/07/12	WJB	Vigilant: Telephone call from B Shea re report on call with A Guzzetti and P Rabinovitz re status of Vigilant investment	0.2
09/07/12	WJB	CMS: Review revised confidentiality agreement from R Haldeman; Prepare further revisions to conform confidentiality agreement to standard agreement and appropriate under circumstances and forward to R Haldeman as revised in final version	0.7
09/07/12	WJB	Telephone call from D Stoelting re discussion of distribution motion and potential claims against brokers, SEC investigations re same	0.2
09/10/12	WJB	Telephone call from B Shea re Benchmark secured loan structure	0.1
09/10/12	WJB	CMS: Review R Haldeman revised confidentiality agreement incorporating Receiver changes	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/12/12	WJB	Telephone call from F Price, Esq. re status on behalf of his clients and discuss legal issues surrounding trials and implications	0.2
09/12/12	WJB	Telephone call from Tracy at Capital Planning on behalf of A Hoffman and related entities re McGinn status, referral to website and discuss various issues affecting Lehigh Valley as new financial advisor	0.2
09/12/12	WJB	Prepare notes on F Price and Capital Planning calls	0.2
09/14/12	WJB	Telephone call from T O'Connor re Hagerty 1099s and Department of Labor letter and request for assistance re information	0.2
09/14/12	WJB	Prepare e-mail B Shea re commissions to non-brokers and any historical precedent	0.1
09/14/12	WJB	Telephone call from B Shea re Hagerty 1099s and date commissions were paid out of M&S Partners	0.2
09/14/12	WJB	Telephone call to T O'Connor, Esq. on Hagerty information and issues of providing same without subpoena re investor involvement	0.1
09/14/12	MGS2	Attend to McGinn Smith telephone calls	0.3
09/15/12	WJB	Review e-mail from P Gibbons-Chang re conference call request with her father; Prepare reply to schedule same	0.1
09/17/12	WJB	Telephone call from L Owens at Dreyer law firm with request for post-April 2010 financial records and need for her to refine request and agreement that she would follow up; Prepare notes re same	0.2
09/17/12	WJB	Prepare e-mail B Haldeman re revised confidentiality agreement as not having been received and questioning status of equity conversion	0.2

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09/18/12	WJB	Telephone call to T O'Connor re Dudley Associates and D Hagerty issues and concerns of Receiver relating to turnover of information, circumstances and background facts re request; Prepare letter T O'Connor re initial findings of Receiver and confirming telephone conversation	0.4
09/18/12	WJB	Review D Stoelting e-mail on P Formel FINRA payment assertion; Review claims schedules; Prepare e-mail B Shea re back-up on P Formel and any FINRA payments	0.2
09/18/12	WJB	Telephone call from J Johnson re IRA arising out of Firstline payments and alleged promise of G Smith to return \$10,000 investment as "post-bankruptcy" of Firstline, discussion re same	0.4
09/18/12	WJB	Follow-up on e-mail to B Shea on J Johnson inquiry re IRA and related matters	0.2
09/18/12	WJB	Review R Haldeman follow-up e-mail on delivery of confidentiality agreement	0.1
09/18/12	WJB	Begin preparation for settlement meeting with R Haldeman of CMS on 9/21	0.2
09/18/12	WJB	Review status of SIPC issues and actions against and by SEC relating to same as possibly affecting estate	0.2
09/18/12	WJB	Revise letter to T O'Connor re Hagerty information and Receiver position re providing same	0.1
09/18/12	WJB	Investigate Formal FINRA payment for follow-up to SEC question	0.2
09/18/12	WJB	Review investor letters and consider issues and next steps; Draft preliminary replies re legal issues affecting SIPC and other matters	1.1
09/18/12	MGS2	Attend to McGuire Smith daily telephone calls	0.1

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09/19/12	WJB	Review article re court action vs SEC on failure to report ponzi scheme in Stanford case to SIPC and consider implications of same re McGinn Smith	0.2
09/19/12	WJB	Telephone call from J Hartzberg re multiple questions on whether to file claim in McGinn Smith case	0.2
09/20/12	WJB	Prepare e-mail TAR to request copy of M Casolo indictment from Albany County	0.1
09/20/12	WJB	CMS: Review further revised confidentiality agreement received from R Haldeman to confirm correct Receivership names used based upon preliminary injunction order and NYS corporate database; Send signed confidentiality agreement with e-mail to R Haldeman in anticipation of 9/21 meeting	0.7
09/20/12	WJB	CMS: Review e-mail from R Haldeman with dates and consider same	0.1
09/20/12	TAR	Telephone calls to Albany County Court and Assist District Attorney A Fowler regarding obtaining copy of M Casolo indictment	0.5
09/20/12	TAR	Addressed issues regarding obtaining copy of M Casolo indictment	0.4
09/21/12	WJB	CMS: Review latest settlement proposal from R Haldeman revising prior proposals and review documentation re same in preparation for meeting with R Haldeman; Meeting with R Haldeman re expanded discussion of settlement proposals, reasons for same, involvement of single secured creditor and role of same in new funding, issues re same and necessary due diligence	2.8
09/21/12	WJB	Review two R Haldeman e-mails with updated materials and settlement proposals and compare to prior offers and consider course of action re same in preparation for meeting with R Haldeman of CMS	0.5

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09/21/12	WJB	Prepare reply letter to FINRA re stay still applicable in Prescott arbitration	0.1
09/21/12	WJB	Prepare reply letter to FINRA re stay still applicable in Kennedy arbitration	0.1
09/21/12	WJB	Review multiple indictments against M Casolo by Albany County and review employment period and confirm alleged actions are post-McGinn Smith period	0.5
09/21/12	WJB	Prepare e-mail D Stoelting at SEC with M Casolo indictments and explanation re same and employment period	0.1
09/24/12	WJB	Telephone call from J Krimm of Philadelphia, PA re questions relating to McGinn Smith investments as W Lex customer	0.2
09/24/12	WJB	Prepare multiple website updates including interpretation of events involving SEC vs. SIPC lawsuit concerning Stanford, write description for investors re same including appeal by SEC of adverse decision, incorporate updates on bank balances and other developments in case	1.2
09/24/12	WJB	Review T McGinn and D Smith criminal dockets and incorporate dates into website updates and revise updates including SIPC section to reflect latest developments and judicial interpretations	0.7
09/25/12	WJB	Finalize website updates and revisions for claims and distribution status, edit SIPC description	0.7
09/25/12	WJB	Review e-mail B Shea re Dr. Arif space request and consider implications	0.2
09/25/12	WJB	Prepare e-mail SEC re updated SIPC descriptions have been posted on website and request for any comments re same	0.1
09/25/12	WJB	Review D Stoelting e-mail on reasons for waiting for outcome of civil or criminal litigation to deal with disputed claims; Prepare reply re potential res judicata and collateral estoppel effect	0.2

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09/25/12	WJB	Telephone call from W Spring and A Spring re questions re investments, status of case, reasons for waiting for outcome of civil action to make complete distribution and explanation re L Smith property, discussion of other matters including SIPC coverage and questions relating to whether checks were made payable to broker dealer or other entities	0.6
09/25/12	WJB	Update list of investor calls	0.3
09/25/12	WJB	Prepare e-mail SEC re A Spring belief that his checks were payable to McGinn Smith broker dealer and confirming request made for him to forward any such checks to Receiver and SEC	0.1
09/25/12	WJB	Prepare draft e-mail to B Shea re proposed lease with Dr. Arif and revise same at Seton property	0.2
09/25/12	WJB	Prepare e-mail D Stoelting re upcoming meeting and work on checklist of open items for McGinn Smith matters	0.3
09/26/12	WJB	Prepare e-mail V Gentile re follow-up on SIPC questions including review of prior e-mail exchanges with SEC and V Gentile re same so as to compile a comprehensive answer	0.5
09/26/12	WJB	Prepare reply to J Johnson letter re Firstline and IRA fees, review J Johnson claims; Telephone call to J Johnson after review of claims file re Firstline, claims listed on website and his assertion of IRA investment; Revise follow-up letter to J Johnson	0.7
09/26/12	WJB	Telephone call to E Van Hoesen re FiNRA settlement re Bear Stearns; Prepare memo to file re same	0.3
09/26/12	WJB	Prepare e-mail SEC re report from E Van Hoesen re Bear Stearns arbitration settlement; Review SEC reply re further information and prepare response with further details	0.2
09/26/12	WJB	Prepare reply letter to M/M Cote re letter to Court re status of Receivership, distributions and other matters	0.5

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09/26/12	WJB	Review 9/17/12 letter from Philadelphia Court of Common Pleas re Krimm v. FAIN and TAIN and prepare reply re continuation of stay under Preliminary Injunction Order	0.2
09/26/12	WJB	Prepare e-mail update to R Flaherty re website updates re McGinn Smith	0.2
09/26/12	WJB	Telephone call from B Shea with explanation of time spent by J Carr reviewing e-mails to support tax positions to be taken by tax accountant in order to support tax research	0.1
09/26/12	WJB	Telephone call to C Ramsay as McGinn Smith investor re status questions	0.2
09/27/12	WJB	Revise letter to Philadelphia Court of Common Pleas re Preliminary Injunction remaining in place in SEC vs. McGinn Smith matter	0.1
09/27/12	WJB	Review R Haldeman e-mail with investor list of claims directly against CMS as opposed to McGinn Smith relating to CMS	0.1
09/27/12	WJB	Prepare reply letter to D Puglisi; Prepare e-mail SEC re sampling of recent investor communications and responses by Receiver	0.2
09/28/12	WJB	Review R Haldeman 9/21 offer and prepare e-mail SEC describing same re CMS	0.2
09/28/12	WJB	Prepare revisions to draft Interim Distribution motion and focus on theories of distribution and review case law re same	0.4
09/28/12	WJB	Prepare e-mail D Stoelting re follow-up on Arthur Spring identity	0.2
10/01/12	WJB	Prepare e-mail B Shea with Dreyer Boyajian document request	0.1
10/01/12	WJB	Review three letters posted by Court from various investors and consider form of reply	0.3

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10/02/12	WJB	74 State Street: Check on adjourned date of foreclosure and e-mail mortgagee counsel re same to check on status of further adjournments in light of mortgagee being unable to locate potential buyer	0.1
10/02/12	WJB	Equity Claims Motion: Review B Shea comments to draft motion (.1); Telephone call to B Shea with questions re same (.2); Revise motion and file and serve same (.5)	0.8
10/02/12	WJB	Review published articles on Supreme Court review of Madoff decisions for potential implications	0.2
10/03/12	WJB	Review news report on M Casolo arraignment and check for any involvement relating to McGinn Smith	0.1
10/03/12	WJB	Prepare e-mail to U.S. Attorney's Office re status of document discovery request by Dreyer law firm	0.1
10/10/12	WJB	Telephone call from B Shea re discovery of J Carr having removed e-mail files upon departure in prior week (.1); Telephone conference B Shea, J Carr re demand that files be reinstalled in same condition as were removed and extended discussion with J Carr re same (.2)	0.3
10/10/12	WJB	Prepare e-mail J Carr demanding return of computer files in same format, revise and send	0.2
10/11/12	WJB	Telephone call from B Shea re restoration of J Carr electronic files, discussion of status of same and preservation of documents	0.2
10/11/12	WJB	Review B Shea e-mail on documents for McGinn Smith document production to Dreyer firm; Prepare reply re same	0.2
10/11/12	WJB	Review P and G Cote letter of 10/8 in response to 9/26 Receiver letter re FIIN private placement memorandum; Review FIIN PPM to confirm McGinn Smith entities involved in placement and role of placement agent; Prepare e-mail SEC to confirm same	0.5
10/12/12	WJB	Revise e-mail to SEC re Cote letter re PPMs	0.1

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10/12/12	WJB	Review two SEC responses re Cote letter and PPMs with McGinn Smith as placement agent only and prepare reply re intent to draft reply re same to investor	0.2
10/12/12	WJB	Review press release from Dept of Justice on superseding indictment of Messrs. McGinn and Smith	0.3
10/12/12	WJB	Prepare description for website updating information on superseding indictment	0.3
10/15/12	WJB	74 State Street: Review new notice of 11/5 sale; Prepare e-mail TAR re attending and follow-up on same	0.2
10/15/12	WJB	Review TV and newspaper coverage on trial delay article; Review criminal docket on ECF re same	0.4
10/15/12	WJB	CMS: Review confidentiality agreement with CMS (.1); Prepare e-mail D Boland re same re financial performance review (.1)	0.2
10/15/12	WJB	Telephone call from B Shea re update on arbitration claim and possible resolution and impact on various McGinn Smith matters including claims process and trial	0.3
10/15/12	WJB	Prepare for and telephone call to M Favish re his letter and discuss same and inaccuracies in same, discussion of what has occurred and what is likely to occur; Prepare summary e-mail to SEC re same	0.7
10/15/12	K-K	Docket date for 74 State Street Foreclosure Sale	0.2
10/16/12	WJB	Telephone message to D Stoelting re investor reply letter, posting to website and copy forwarded to SEC; Review two e-mails re same	0.1
10/16/12	WJB	Review payroll request and approve same; Prepare e-mail B Shea re same	0.1

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10/16/12	WJB	74 State Street: Telephone call from J Schultz re update request on foreclosure of 74 State Street, lack of identified buyers and intention of mortgagee not to adjourn foreclosure sale again	0.2
10/16/12	WJB	Prepare initial draft of reply letter to M Favish letter filed with court based upon 10/15 telephone conference with M Favish	0.3
10/16/12	WJB	Prepare further revisions to reply letter to M Favish, finalize and distribute same	0.4
10/16/12	WJB	Prepare draft M Favish letter to SEC for anticipatory notice	0.1
10/17/12	WJB	Review Judge Hummel Memorandum Decision dated 10/15 re Dreyer law firm fees	0.1
10/17/12	WJB	Review Stanford accountant law suit news report and consider implications and opportunities	0.1
10/17/12	WJB	Attend to details at 99 Pine Street re Receivership administration issues	0.4
10/17/12	WJB	Review daily mail at 99 Pine Street for questions and prepare e-mail B Shea on entity name as received in U.S. Postal Service mail	0.2
10/18/12	WJB	Attend to administrative detail	0.2
10/18/12	WJB	Review Receiver website updates for current status and accuracy	0.1
10/18/12	TAR	Telephone call with B Shea regarding Dreyer Boyajian document request	0.2
10/19/12	WJB	Review McGinn Smith criminal trial motion for continuance of trial (.3); Amend Receiver website to update investors re same (.2)	0.5
10/22/12	WJB	Review U.S. Attorney response to request for continuance of criminal trial	0.1

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10/23/12	WJB	Seton: Revise letter to Court re potential court hearing subject to signing of documents by Seton	0.1
10/23/12	WJB	Prepare letter to real estate agent at Carrow re 99 Pine Street rent calculations being incorrect	0.2
10/23/12	WJB	Telephone call from B Shea re tracking schedules and Quicken vs. QuickBook differences and impact upon e-mail to Dreyer law firm re production	0.2
10/23/12	WJB	Review status of various matters and attend to finalizing documents	0.3
10/23/12	WJB	Review U.S. Attorney letter brief proposing postponement of criminal trial	0.2
10/24/12	WJB	Review National Life Insurance insurance payment request for life insurance policy on life of T McGinn and forward to B Shea for review and any action required	0.1
10/25/12	WJB	Review court docket entry on criminal trial and commencement date in light of conference with parties (.2); Update website re same (.1)	0.3
10/26/12	K-K	Docket Trial date	0.2
10/29/12	WJB	Review updates on Receiver website re criminal trial dates and review Times Union article on superseding indictment and arraignment	0.2
10/29/12	WJB	Telephone call from F Chiappone at DLG Wealth Management re D Bartlett 401K assets and Same Day Surgery employment and referral to D Smith re that entity	0.2
10/31/12	WJB	Benchmark: Review new AT&T contract for data service at three properties (.4); Prepare e-mail M Guidry with questions re same (.1); Review M Guidry response and authorize proceeding with same holding back on Legacy including review of communications with AT&T re Legacy property (.3)	0.8

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/31/12	WJB	Benchmark: Telephone call from M Guidry to discuss access rights at Grandview property and termination rights, revisions to Grandview letter and prepare confirming e-mail re same	0.3
10/31/12	WJB	Review motion of U.S. for release of Grand Jury transcripts and consider implications	0.1
10/31/12	WJB	Read E. Stewart Jones letter to Judge Hurd on government failure to produce documents and requesting continuance of criminal trial	0.2
11/01/12	WJB	Benchmark: Review B Bronston, M Guidry e-mails on Grandview property access issues in light of notification of termination of services	0.2
11/01/12	WJB	Benchmark: Review proposed response to Grandview termination letter and prepare comments to same and forward to M Guidry to forward to Grandview	0.4
11/01/12	WJB	Benchmark: Review e-mail from M Guidry on possible value of conduit at Grandview for possible sale to new operator	0.1
11/01/12	WJB	Benchmark: Exchange multiple e-mails with B Bronston re contract termination at Grandview, possible telecommunications issues and communications with Grandview, course of action	0.3
11/01/12	WJB	Benchmark: Review M Guidry revised letter to Grandview and prepare approval e-mail to M Guidry with instructions on notification to new provider to Grandview apartments	0.2
11/01/12	WJB	Review E Coombe letter to Judge Hurd in criminal case on discovery production and trial	0.2
11/01/12	WJB	Telephone call from E Coombe re notification of intention of U.S. to name Receiver and accountant on witness list and likelihood that defendants will do same re certain subject matters	0.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/01/12	WJB	Review potential issues which might arise at upcoming criminal trial and preparation for same	0.2
11/01/12	WJB	Discuss criminal trial process and selection of counsel for Receiver with AZM and consider course of action	0.1
11/02/12	WJB	Telephone call from B Shea re purchase of cabinets by former employee, J Carr, proposal for same and alternative disposition methods	0.1
11/02/12	WJB	Review W Dreyer, S Jones letter to Court re inability to review documents produced by U.S. and impact upon criminal trial	0.2
11/03/12	WJB	Prepare e-mail B Shea re status of commencement of criminal trial for information purposes	0.1
11/05/12	WJB	Telephone call from F Price, Esq. to review claims of F Maines and go over status of case including upcoming criminal and civil trials and implications for investors	0.4
11/05/12	WJB	Benchmark: Review e-mail from M Guidry re damage to van and alternatives concerning disposition, leasing or purchasing of new van and implications in connection with possible sale of business	0.1
11/05/12	WJB	John Hancock: Telephone call from John Hancock re David Smith 401K and receipt of funds from Pension Works and next steps and limitations on same	0.1
11/05/12	K-K	Docket hearing date re Seton Motion	0.2
11/05/12	TAR	Attendance at 74 State Street Foreclosure Sale	0.9
11/05/12	TAR	Preparation of update to WJB regarding 74 State Street Foreclosure Sale	0.2
11/06/12	WJB	CMS: Telephone call from Pauline at R Haldeman's office re arrangements for NYC meeting on November 15	0.1

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11/06/12	WJB	Benchmark: Review M Guidry e-mail on van replacement for damaged van (.1); Telephone call to M Guidry re replacement vehicle, cost of same and Grandevew negotiations with AT&T and Cable One (.2)	0.3
11/08/12	WJB	74 State Street: Review TAR report on auction sale of 74 State and update Receiver website to report on same	0.5
11/08/12	WJB	Review updated communications to Court re status of criminal trial and request for adjournment	0.1
11/08/12	WJB	Review motion in limine by United States re exclusion of evidence relating to tax returns filed by Receiver	0.2
11/09/12	WJB	Review First Niagara Bank statement and forward to B Shea for reconciliation	0.1
11/09/12	WJB	Review two HSBC Bank statements and forward to B Shea for reconciliation	0.1
11/09/12	WJB	Review Clerk's motion re adjustments to docket re no access to certain pleadings in criminal case and brief review of pleadings filed which are accessible to public	0.1
11/09/12	WJB	Prepare e-mail M&T Bank re stop payment request on check at request of B Shea	0.1
11/09/12	WJB	Review ES Jones 11/9 letter to Judge Hurd re 37 binders maintained by B Cooper and review included bank account list	0.3
11/12/12	WJB	Review 11/12 R Bellis reply letter to W Dreyer and ES Jones letter requesting continuance of criminal trial and legal basis for same	0.3
11/12/12	WJB	Benchmark: Review M Guidry e-mail re Grandevew and Cable One issues concerning termination of service at Grandevew and prepare reply re recommendations; Prepare e-mail M Guidry requesting explanations to certain issues	0.3

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11/12/12	WJB	Telephone call to B Shea requesting preparation of balance sheet of open claims to recover	0.1
11/12/12	WJB	Benchmark: Telephone call from M Guidry re cutting wires out of Benchmark boxes to permit Cable One to provide access and price to do so, considerations re same; Prepare e-mail authorizing same	0.2
11/13/12	K-K	Docket last day to pay Smith Trust Sacandaga Camp real property taxes to County Clerk	0.2
11/14/12	WJB	Prepare e-mail B Shea re list of issues to address on Friday, 11/16 at 99 Pine Street	0.1
11/14/12	WJB	Consider pending issues re CMS and potential secured party on 107th Associate claim	0.1
11/14/12	WJB	Review W Dreyer 11/13 adjournment letter supplement to Judge Hurd re 37 binders and issues relating to same	0.3
11/14/12	WJB	Telephone call from B Shea re pension investor and transfer in other items consisting of daily business activities and evaluation of same	0.2
11/14/12	WJB	Review criminal trial adjournment and e-mail B Shea re same	0.1
11/14/12	WJB	CMS: Prepare e-mail R Haldeman re agenda for upcoming meeting	0.2
11/14/12	WJB	Telephone call to H Rittenberg re 107th Associates and Receiver position on no special deal for his client	0.2
11/14/12	WJB	Review W Dreyer e-mail re D Smith 401K and processing of same	0.1
11/14/12	WJB	Prepare materials for meeting with R Haldeman; Prepare list of issues and assess likely approach	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/14/12	WJB	Review documents and consider alternatives as to signing authority for D Smith 401K rollover including telephone calls to B Shea re same and e-mail W Dreyer re completion of process	0.7
11/14/12	WJB	Review and reply to W Dreyer e-mail on 401K documentation for D Smith	0.1
11/14/12	WJB	Review GFK e-mail confirming how to sign D Smith 401K rollover documentation	0.1
11/15/12	WJB	Prepare for meeting with R Haldeman of CMS including re M Favish claim; Conference R Haldeman re prospects for performance by Coventry and CMS, market conditions and related matters to overall resolution of claim	1.7
11/15/12	WJB	CMS: Prepare e-mail D Boland re need for work product on various questions concerning CMS interests and forward three e-mails from R Haldeman to D Boland for analysis	0.2
11/15/12	WJB	Telephone call from B Elsy at John Hancock re status of form sent to Pension Works re David Smith 401K rollover	0.1
11/15/12	WJB	Telephone call to M Guidry re further Grandview request for extension of service following cancellation of service by Grandview; Review prior e-mails and reply re authorization letter	0.2
11/15/12	WJB	Prepare e-mail reply to Changs re IRA Services valuation question	0.1
11/16/12	WJB	Review website revisions re criminal trial adjournment for posting on Receiver website	0.1
11/16/12	WJB	Telephone call from investor, T Cove, re background facts re Seton and pending motion to terminate lease	0.2
11/16/12	WJB	Telephone call from D Stoelting at SEC re follow-up questions on D Smith residence and related matters	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/16/12	WJB	Telephone call from M Guidry re further issues re Grandevue termination of service as requested by Grandevue including preparation of reply authorizing counterproposal for purchase of remaining assets and customer pre-payments	0.3
11/16/12	WJB	Prepare reply M Guidry, B Bronston on Grandevue termination and essential business points to achieve including not pre-paying customer amounts due to vendors	0.2
11/16/12	WJB	Prepare e-mail G Smith re 401K requested authorization for rollover from him	0.1
11/16/12	WJB	Prepare for and participate in telephone call with D Stoelting of SEC re amount of Sacandaga Lake taxes, source of payment and reasons for same	0.6
11/17/12	WJB	Update Receiver website as to approval of Seton transaction	0.1
11/19/12	WJB	Review T McGinn e-mail requesting access to storage facility in light of sale of rug; E-mail TAR for arrangements for same	0.1
11/19/12	WJB	Coordinate access to storage facility for T McGinn to obtain Oriental rug and coordinate with T McGinn, TAR and arrange protective measures re same	0.2
11/19/12	WJB	Telephone call to D Stoelting re inquiry as to any requirement to keep possession of Oriental rug; Review memo to file re storage units as they existed on 7/28/12	0.2
11/19/12	WJB	Review T McGinn motion and court decision re Clifton Park storage items for sale in order to pay for criminal defense and prior memos to file re items in storage relevant to same; Prepare e-mail B Shea re arranging for turnover of dog statute and file cabinet for D Smith and terminating rental of locker containing D Smith, T McGinn items	0.8

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/19/12	WJB	Prepare e-mails B Shea, TAR re turnover of possession of Smith dog and filing cabinet; Review prior e-mails re origination of personal property items and prepare D Smith, T McGinn re Receiver's intention to vacate locker containing their personal items as of 11/30/12	0.4
11/19/12	WJB	Review e-mail from T McGinn re removal of items from storage locker and forward to TAR at SEC re same	0.1
11/19/12	WJB	Prepare revisions to receipt to be signed by T McGinn for property received upon emptying of locker and prepare e-mail TAR re same and confirming taking of pictures re released property	0.1
11/19/12	TAR	Correspondence with WJB regarding T McGinn access to storage facility	0.2
11/19/12	TAR	Preparation of property receipt and release regarding T McGinn and/or G Smith	0.7
11/19/12	TAR	Correspondence with WJB regarding property release language	0.3
11/20/12	WJB	CMS: Telephone call from H Rittenberg re 107th Associates and discussion of R Haldeman offer concerning exchange and payment	0.2
11/20/12	WJB	Prepare notes re H Rittenberg call on 107th Associates secured claim issues	0.1
11/20/12	WJB	Review article on conviction of Stamford accountant and compare allegations	0.1
11/20/12	WJB	Telephone call to TAR re how to handle two other Oriental rugs maintained in storage prior to T McGinn site visit	0.2
11/20/12	WJB	Benchmark: Review M Guidry e-mail from Grandevue property agent re termination and prepare two replies; Review B Bronston draft of reply re legal requirements with project	0.4

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/20/12	TAR	Correspondence with WJB regarding securing additional items in storage	0.2
11/21/12	WJB	Benchmark: Exchange of further e-mails on Grandevue termination process and legal obligations	0.1
11/21/12	WJB	Exchange three e-mails with TAR re events at Clifton Park Storage facility with D Smith, T McGinn and removal of personal property	0.2
11/21/12	WJB	Benchmark: Mark up B Bronston proposed reply concerning legal rights concerning Grandevue termination and other issues; Prepare reply to B Bronston re guidelines	0.4
11/21/12	WJB	Benchmark: Review B Bronston revisions to Grandevue and prepare reply with instructions and issue with Mississippi PSC with request for follow-up call to Mississippi PSC re events at Grandevue and termination	0.2
11/21/12	WJB	Review B Shea e-mail on Clifton Park storage locker release and e-mail TAR re surrendering of keys re same	0.1
11/21/12	WJB	Telephone call from A Charland at Pension Works re T McGinn, D Smith 401K rollover and discussion of instructions and basis to accomplish same	0.3
11/21/12	WJB	Benchmark: Review Mr. Russo reply to B Bronston e-mail and prepare reply with instructions to reach out in attempt to resolve with Mr. Russo as agent for property	0.2
11/21/12	WJB	Benchmark: Review Mr. Russo new 5-year offer re services at Grandevue by Benchmark and prepare reply to B Bronston re no acceptance of same by Receiver for various reasons	0.2
11/21/12	WJB	Benchmark: Review M Guidry reaction to Russo offer; Review B Bronston reply to Russo with rejection of proposal	0.2
11/21/12	WJB	Benchmark: Review B Bronston proposal concerning communications with Mr. Russo on behalf of property	0.1

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11/21/12	WJB	Benchmark: Review Mr. Russo e-mail on AT&T and prepare advice to B Bronston on how to reply and stating of concern of Receiver re customer collections	0.2
11/21/12	TAR	Travel to/from Clifton Park storage facility regarding McGinn and Smith personal items	1.2
11/21/12	TAR	Assisted in the removal of McGinn and Smith personal items from Clifton Park storage facility	0.6
11/21/12	TAR	Assembled pictures of McGinn-Smith personal items (No Charge)	0.4
11/21/12	TAR	Prepared report for WJB regarding McGinn and Smith personal items	0.5
11/26/12	WJB	Benchmark: Telephone conference B Bronston, M Guidry re alternatives concerning business issues affecting Grandview termination and attempts to sell conduit and equipment on property	0.3
11/26/12	WJB	Benchmark: Telephone conference B Bronston, M Guidry re Mr. Russo offers and non-acceptance of same and alternatives re continued provision of phone service for emergency purposes and prepare notes re same	0.3
11/26/12	WJB	Benchmark: Review B Bronston draft e-mail to Mr. Russo, prepare comments and forward to B Bronston re essential deal points	0.1
11/26/12	WJB	White Glove: Review closing file and documents re J Taylor \$1,000 reimbursement request as requested by W Shaw and decline same	0.1
11/26/12	TAR	Correspondence with WJB re: storage facility photos.	0.2
11/27/12	WJB	Benchmark: Prepare e-mail B Bronston, M Guidry re status of services at Grandview and prepare reply re confirmation that telephone service remains in place for emergency purposes	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/27/12	WJB	Benchmark: Review form of telephone letter to be sent to customers by Benchmark and prepare reply to M Guidry re leasing office complaints	0.2
11/27/12	WJB	Benchmark: Review e-mails from B Bronston re further Grandevue complaints and complications	0.2
11/28/12	WJB	White Glove: Review W Shaw bank account reconciliation information and forward to B Shea for reconciliation and approval	0.1
11/28/12	WJB	Benchmark: Review Cindy e-mail in response to Grandevue customer drop-off complaints; Review Flotman e-mail on unlocking boxes and prepare reply re no intention by Receiver to abandon	0.4
11/28/12	WJB	Benchmark: Review B Bronston e-mail on 11/27 call with lawyer for Grandevue	0.1
11/29/12	WJB	Review 99 Pine Street lease termination notice for 12/31 and consider course of action	0.2
11/29/12	WJB	Prepare reply e-mail to L Owens re Pension Works comfort letter requested and advising of Receiver position on same and requesting advice	0.2
11/29/12	WJB	CMS: Review CMS materials re 107th Associates, background material on same and how secured loan came into being in preparation for conference call with H Rittenberg re client claim; Telephone call to H Rittenberg re secured claim and proposed treatment including equity conversion	1.4
11/29/12	WJB	CMS: Prepare further analysis concerning conversion option and prepare notes re same	0.2
11/29/12	WJB	Revise Receiver website based upon closing of Seton transaction	0.3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/30/12	WJB	Benchmark: Review e-mail from M Guidry re follow-up confirmation on wire transfers and prepare two e-mails with prior wire transfer requests to M Guidry and confirm by telephone same were received	0.2
11/30/12	WJB	Telephone call to M Guidry re status of Grandview equipment removal, cable access and telephone service at Grandview and next steps re same	0.3
11/30/12	WJB	Prepare e-mail B Shea for agenda including equity liquidation at 12/5 meeting	0.2
11/30/12	WJB	Prepare list of issues to address in next steps of Receivership	0.3
11/30/12	WJB	Prepare letter to Pension Works re response to request for comfort re authority to make 401K rollover transfer in light of prior Court Orders and asset freeze; Revise same and forward to SEC and W Dreyer for review	0.4
11/30/12	WJB	Review SEC response to Pension Works rollover letter and approval of same	0.1
12/01/12	WJB	Prepare e-mail M Horbachewski, S Brady re adjournment of criminal trial	0.1
12/01/12	WJB	Prepare letter A Charland at PensionWorks re court order re release of D Smith 401K funds and incorporate language from Order into letter and send same to PensionWorks	0.3
12/01/12	WJB	Telephone call from B Shea re status of D Keenholts assistance in various pending jobs in preparation for potential relocation based upon landlord notice and status of Seton rent payment	0.2
12/03/12	WJB	Review B Shea e-mail re docket entry 552 on McGinn Smith docket and prepare reply re text note only after investigation	0.1
12/03/12	WJB	Review M Guidry e-mail re Grandview decision not to purchase conduit and decision by AT&T not to purchase conduit	0.1

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12/03/12	WJB	Benchmark: Review e-mail from M Guidry re accident claim and prepare reply re insurance claim (.1); Follow-up e-mail on prompt notice to insurance company (.1)	0.2
12/03/12	WJB	Benchmark: Review M Guidry e-mail and prepare reply re removal of property at Grandview premises and use of NDNY court if necessary as last resort to resolve issues with owner of Grandview property re interference with Benchmark property	0.3
12/03/12	WJB	Prepare documents for H Rittenberg communications on 12/4 re 107th Associates	0.2
12/04/12	WJB	Benchmark: Review B Bronston e-mail to Grandview for return of equipment	0.1
12/04/12	WJB	Review e-mail from B Shea re landlord latest proposed terms for new space	0.1
12/04/12	WJB	Review Pine Street landlord offer and interpret same based upon space diagram and calculations of rent	0.2
12/04/12	WJB	Telephone call to B Shea re preliminary conclusions re new leased space	0.1
12/04/12	WJB	Telephone call to B Shea re new lease and further considerations and required terms	0.2
12/04/12	WJB	Benchmark: Review B Bronston e-mail confirming removal of equipment to Grandview and compare to prior version and approve same	0.2
12/04/12	WJB	107th Associates: Telephone call from H Rittenberg re inclination to take option to maintain preferred stock and request for meeting with R Haldeman	0.2
12/04/12	WJB	CMS: Review CMS documents re proposed conversion and analyze same	0.1

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12/05/12	WJB	Conference with B Shea re lease alternatives at 99 Pine Street based upon early morning inspection and various other administrative issues	0.3
12/05/12	WJB	CMS: Prepare e-mail D Boland, B Shea for analysis on CMS conversion option re UASI preferred stock	0.3
12/05/12	WJB	Extended conference with B Shea re various administrative and legal matters including office space, surplus office equipment for sale, communications with National Financial Services, California surrender of McGinn Smith Alarm Trading license, M Brustle, Seton Hall sale and transition, IP Investors and 74 State Street, among others	2.6
12/05/12	WJB	107th Associates: Extended conference with B Shea re Mr. Koffman claims and debts and review disputed claim and related investments by Koffman and consider overall situation and how to deal with 107th Associates pledged stock in light of other claims by same party	0.8
12/05/12	WJB	Conference with B Shea re equity investments, value, amounts; Review of various websites concerning certain equity investments and develop liquidation efforts re same	0.5
12/05/12	WJB	Prepare for and participate in conference call with D Boland re CMS conversion re UASI preferred stock and analysis re same	0.7
12/05/12	TAR	Addressed issues regarding key access to 99 Pine Street	0.4
12/06/12	WJB	Prepare for and participate in telephone conference with H Rittenberg, B Koffman re 107th Associates and CMS	0.7
12/06/12	WJB	Telephone call to B Shea re his analysis of CMS conversion option on UASI preferred stock	0.1
12/07/12	WJB	CMS: Review extension confirmation e-mail from Mr. Mullin re UASI conversion option	0.1
12/07/12	WJB	Prepare e-mail Dreyer law firm re no tax return for McGinn Smith entity	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/10/12	WJB	Telephone call B Shea re necessary space and security and weekly checks	0.2
12/11/12	WJB	107th Associates: Prepare reply to H Rittenberg re conference call arrangements	0.1
12/11/12	WJB	Telephone call to B Shea to discuss revised landlord proposal and lease negotiations	0.2
12/11/12	WJB	Review B Shea counterproposal for 99 Pine Street lease space and prepare reply authorizing him to proceed	0.1
12/11/12	WJB	Review B Shea e-mail on disposing of typewriter and prepare reply re same	0.1
12/12/12	WJB	Telephone call from in-house counsel at John Hancock re D Smith rollover account with L Owens and Receiver authority to approve same including issues re control of money following release from 401K into rollover	0.2
12/12/12	WJB	Telephone call from B Shea re balances at Guzetti investment firm and lease status	0.1
12/12/12	WJB	Review CMET Finance Holdings and CIFIC corporate investments in preparation for telephone conversation with D Smith	0.3
12/12/12	WJB	Telephone call from D Smith to discuss value and liquidation strategy concerning CMET and Incaps investments	0.3
12/12/12	WJB	Review B Shea e-mail with revised landlord lease terms; Prepare reply with detailed responses and discuss logistics of moving with B Shea	0.4
12/13/12	WJB	Telephone call to B Shea re First Niagara bank accounts and movement of money from M&T given superior interest rates and arrangements for transfer of money	0.2
12/13/12	K-K	Docket date for sentencing of Brian Shea	0.2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/14/12	WJB	Attend to details concerning arrangements to review landlord proposed new space at 99 Pine Street and coordinating with other events and issues with B Shea	0.2
12/14/12	WJB	Conference staff re various investor questions on equity claims and proposed answers to same	0.2
12/14/12	WJB	Telephone call from KeyBank officer on proposed rates for investment of McGinn Smith Receiver accounts	0.2
12/14/12	WJB	CMS: Prepare e-mail R Haldeman and general counsel of CMS re extension of option date decision and reasons for same	0.3
12/14/12	WJB	Prepare e-mail B Shea on access to proposed new office sites and security issues, questions and follow-up	0.4
12/14/12	WJB	Prepare e-mail B Shea re Sonitrol system	0.1
12/14/12	WJB	Sonitrol: Efforts to activate revised security measures using Sonitrol system and no response on computer system and attend to efforts to reach Sonitrol personnel to deal with same	0.5
12/16/12	WJB	Review list of issues to deal with in reviewing alternative space at 99 Pine Street and other alternatives including security and moving arrangements	0.4
12/17/12	WJB	Conference with B Shea re calculation of bank interest rates (.1); Conference B Shea re termination of errors and omissions insurance (.1); Telephone call from MGS2 re preparation and catch-up on phone log (.1)	0.3
12/17/12	WJB	99 Pine Street: Extended conference with real estate broker for 99 Pine Street and B Shea re space, lease rate, terms of lease and security concerns, discussions of alternatives and consider legal issues re preservation of documents and related matters concerning moving of space and arrangements re computer security and transition	1.5

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/17/12	WJB	Conference B Shea re video camera alternatives for protection of new space and other moving arrangements necessary to secure computer systems and other steps at 99 Pine Street	0.3
12/17/12	MGS2	Retrieve voicemails regarding McGinn Smith	1.1
12/17/12	MGS2	Attend to McGinn Smith's voicemails, log voicemails and update spreadsheet	0.5
12/18/12	WJB	Review 99 Pine Street broker amended lease letter for new space at 99 Pine Street and conference with B Shea re same	0.4
12/18/12	WJB	99 Pine Street: Prepare e-mail B Shea with approval to sign amended lease document re new space as requested by landlord	0.1
12/18/12	WJB	99 Pine Street: Prepare e-mail B Shea setting forth terms for video camera at premises at 99 Pine Street	0.1
12/19/12	WJB	Review e-mail from D Stoelting with questions concerning relationship with taxing authorities concerning Receiver activities and prepare answers to six questions	0.3
12/19/12	WJB	Prepare e-mail L Owens re D Smith request for additional M&T Bank statements	0.1
12/20/12	WJB	Alarm Traders: Telephone call from D Keenholts re revised KeyBank agreement re signoff on income stream	0.1
12/21/12	WJB	Prepare reply to Chang family re IRA services use	0.1
12/21/12	WJB	CMS: Complete review of option to retain conversion right on preferred versus common stock including review of materials received from CMS and perform additional analysis including completion of election form and preparation of tender letter to R Halderman with conditions	1.9
12/21/12	WJB	Benchmark: Review e-mail from M Guidry re Grandview tampering with Benchmark property and prepare reply	0.1

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/21/12	WJB	99 Pine Street: Prepare e-mail B Shea re keys for new space and video camera procedure	0.2
12/21/12	WJB	Review TDM Cable Funding document received from B Shea and interpret same; Review e-mail from Asst. U.S. Attorney requesting same and prepare response re subpoena	0.3
12/21/12	WJB	Telephone call from B Shea re TDM document and basis for finding same and interpretation	0.1
12/24/12	WJB	Review L Owens e-mail requesting two bank account statements for D Smith; Prepare e-mail K Fuller at M&T requesting same	0.2
12/24/12	WJB	Cruise Charter Ventures: Review HSBC bank account verification form and sign same and forward to HSBC to avoid abandonment	0.2
12/24/12	WJB	Review two M&T statements received from M&T as requested by L Owens; Forward to B Shea to confirm proper accounts	0.1
12/26/12	WJB	Review 401K e-mails on rollover from and to B Shea re D Smith	0.1
12/26/12	WJB	Review Carrow letter on rent for leased space	0.1
12/26/12	WJB	Review Carrow lease letter agreement and approve same for new space; Send e-mail to B Shea requesting his obtaining signature of leasing agent; Prepare e-mail SEC with tenant moving details at 99 Pine Street	0.6
12/26/12	WJB	Telephone call from A Stettner re password for Seton claim	0.1
12/26/12	WJB	Review e-mail from B Shea re Alarm Traders closing date and locate Bill of Sale re same and forward to B Shea for financial statement purposes	0.3
12/26/12	WJB	Revise e-mail SEC on 99 Pine Street new lease and relocation	0.1

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12/26/12	WJB	Review John Hancock letter re D Smith rollover and disbursement and check amount and prepare e-mail SEC re same concerning \$181,000	0.2
12/26/12	TAR	Meeting with B Shea regarding accessing new office at 99 Pine Street	0.5
12/27/12	WJB	Benchmark: Review photo of property boxes being cut by third party and consider alternative courses of action re same concerning damage to property	0.2
12/27/12	WJB	Pine Street: Telephone call to B Shea re discussion and direction re forwarding phone messages, terminating temporary phone measures, dealing with trash and equipment on third floor and disposition of same and how to handle mail forwarding	0.4
12/27/12	WJB	Review B Shea e-mail on 74 State Street motion to relieve Receiver	0.1
12/27/12	WJB	Prepare notes summarizing actions taken in connection with administration of property at 99 Pine Street in light of relocation	0.3
12/27/12	WJB	Alarm Traders: Review D Keenholts request for approval of KeyBank proposal re income stream and prepare reply re not in satisfactory form	0.3
12/27/12	WJB	Alarm Traders: Telephone call from D Keenholts re KeyBank agreement and discussion of why revisions are necessary	0.3
12/27/12	TAR	Analysis of Ittleston Trust motion to discharge Receiver of 74 State Street	0.2

CURRENT FEES

\$75,576.00

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Overnight Courier UPS to Mark Guidry on 4/26/12	97.76
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Telephone (Long Distance Only) Telephone; 12188626420, 15 Mins. Ext: 7070	2.80
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Duplicating A1, 2 Page(s)	0.20

33474 Brown, William J. as Receiver of McGinn,
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Duplicating A1, 1 Page(s)	0.10
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Duplicating A1, 1 Page(s)	0.10
Duplicating A1, 1 Page(s)	0.10
Duplicating A1, 2 Page(s)	0.20
Telephone (Long Distance Only) Telephone; 12188626420, 43 Mins. Ext: 7070	8.60
Telephone (Long Distance Only) Telephone; 18585977502, 3 Mins. Ext: 7089	0.40
Postage Mail to S Paist, MD	0.45
Postage Mail to R Bove, MD	0.45
Postage Mail to M Favaish	0.45
Telephone (Long Distance Only) Telephone; 12188626420, 46 Mins. Ext: 5466	9.20
Telephone (Long Distance Only) Telephone; 19142343620, 1 Mins. Ext: 7089	0.20
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Telephone (Long Distance Only) Telephone; 15184491323, 1 Mins. Ext: 7089	0.20
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Telephone (Long Distance Only) Telephone; 12167718084, 1 Mins. Ext: 7089	0.20
Telephone (Long Distance Only) Telephone; 12188626420, 31 Mins. Ext: 5466	6.00
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Telephone (Long Distance Only) Telephone; 15042934000, 2 Mins. Ext: 7089	0.40
Duplicating A1, 4 Page(s)	0.40
Duplicating A1, 2 Page(s)	0.20
Duplicating A1, 33 Page(s)	3.30
Telephone (Long Distance Only) Telephone; 17137781000, 3 Mins. Ext: 7089	0.60

33474 Brown, William J. as Receiver of McGinn,
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00004 Case Administration
September 9, 2013

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Duplicating A1, 11 Page(s)	1.10
Telephone (Long Distance Only) Telephone; 12037465673, 5 Mins. Ext: 7089	0.80
Telephone (Long Distance Only) Telephone; 14108509060, 3 Mins. Ext: 7089	0.60
Duplicating A1, 64 Page(s)	6.40
Telephone (Long Distance Only) Telephone; 15042934000, 6 Mins. Ext: 7089	1.20
Telephone (Long Distance Only) Telephone; 12188626420, 51 Mins. Ext: 4595	10.20
Telephone (Long Distance Only) Telephone; 15853553532, 1 Mins. Ext: 7089	0.20
Telephone (Long Distance Only) Telephone; 15853553532, 24 Mins. Ext: 7089	4.80
Duplicating A1, 3 Page(s)	0.30
Duplicating A1, 38 Page(s)	3.80
Duplicating A1, 1 Page(s)	0.10
Postage WJB - Certified postage to David Smith re Case Administration	5.95
Duplicating A1, 17 Page(s)	1.70
Telephone (Long Distance Only) Telephone; 12188626420, 28 Mins. Ext: 7010	5.60
Duplicating A1, 8 Page(s)	0.80
Duplicating A1, 2 Page(s)	0.20
Duplicating A1, 1 Page(s)	0.10
Duplicating A1, 11 Page(s)	1.10
Duplicating A1, 4 Page(s)	0.40
Telephone (Long Distance Only) Telephone; 14078391111, 1 Mins. Ext: 7089	0.20
Duplicating A1, 11 Page(s)	1.10

CURRENT EXPENSES

572.79

TOTAL AMOUNT OF THIS INVOICE

\$76,148.79

PAYMENT DUE UPON RECEIPT

Category F

Employee Benefits/Pensions



Phillips Lytle LLP

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 (716) 847-8400
 FED I.D. #16-0505790

William J. Brown, Esq.
 Phillips Lytle LLP
 3400 HSBC Center
 Buffalo, NY 14203

Invoice Number 765633
 Invoice Date 09/30/13
 Client Number 33474
 Matter Number 00005
 W J Brown

Re: EMPLOYEE BENEFITS / PENSIONS

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST 31, 2013:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/25/12	WJB	Review B Shea proposed e-mail to Pension Works on termination of McGinn Smith 401K plan as affecting T McGinn or D Smith and review Judge Homer decision re same	0.2
06/25/12	WJB	Telephone message to GFK re request to follow-up with B Shea on 401K IRS termination letter of McGinn Smith 401K plan	0.1
07/02/12	WJB	Review GFK Memorandum re McGinn Smith 401K Plan termination	0.1
07/20/12	WJB	Conference GFK re multiple issues with 401K plan in light of potential plea agreement and applicable ERISA provision re disabling of trustee from serving; Telephone conference with G Nugent re same to understand potential plea agreement; Follow-up conference with GFK re next steps in light of same	0.7
07/20/12	WJB	Review 401K memo from GFK in light of research re potential disabling statute for trustee	0.1

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
00005 Employee Benefits / Pensions
September 30, 2013

Invoice Number 765633

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/20/12	WJB	Telephone call from B Shea re 401k trustee and administrative role and disabling act	0.1
07/25/12	WJB	Telephone call to B Shea re follow-up issues concerning termination of 401K plan and removal of assets from Plan to rollovers by Messrs. Smith and McGinn and potential implications for frozen assets	0.3
07/26/12	WJB	Conference GFK re B Shea e-mail on termination of plan and who is trustee	0.1
07/26/12	WJB	Conference with GFK on how to wrap up 401k plan now that B Shea is not trustee based upon information from Pension Works	0.2
07/27/12	WJB	Review resignation language for trustee with GFK for forwarding to B Shea for review and eventually T McGinn and D Smith	0.2
07/28/12	WJB	Revise e-mail to B Shea re McGinn Smith 401K Plan termination language and e-mail to plan trustees, D Smith and T McGinn	0.1
07/30/12	WJB	Review B Shea proposed revised language for 401K termination notice to D Smith, T McGinn as trustees	0.1
07/30/12	WJB	Telephone call from B Shea re timing of rollover of plan assets and approval by SEC prior to accomplishing same; Prepare e-mail T McGinn on follow-up on state of his response to 401k questions	0.2
07/30/12	WJB	Review e-mail from T McGinn and prepare reply re 401k termination	0.2

CURRENT FEES

\$1,188.00

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
00005 Employee Benefits / Pensions
September 30, 2013

Invoice Number 765633

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TOTAL AMOUNT OF THIS INVOICE

\$1,188.00

PAYMENT DUE UPON RECEIPT

Category G

Fee/Employment Applications



Phillips Lytle LLP

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 FED I.D. #16-0505790

William J. Brown, Esq.
 Phillips Lytle LLP
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 Buffalo, NY 14203

Invoice Number 765635
 Invoice Date 09/09/13
 Client Number 33474
 Matter Number 00006
 W J Brown

Re: FEE / EMPLOYMENT APPLICATIONS

FOR PROFESSIONAL SERVICES RENDERED THROUGH DECEMBER 31, 2012:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/13/12	WJB	Review initial materials on preparing Third and Fourth Interim Fee Applications for Phillips Lytle, review pre-bills and begin preparation of Third and Fourth Fee Applications	0.3
06/15/12	WJB	Review Chiampou Travis Third Interim Fee Application and prepare new description request for Chiampou to prepare re explanation of work performed during application period and forward same to S Brady, M Horbachewski for completion	0.2
06/19/12	WJB	Review description of work performed during application period from Chiampou and revise same for incorporation into Third Interim Fee Application	0.3
06/19/12	WJB	Review draft Fourth Interim PL fee application and prepare comments to same	0.3
06/20/12	WJB	Review and revise PL Fourth Interim fee application draft including incorporation of comments re description of work performed and editing of same	0.8
06/20/12	WJB	Review and revise PL Third Interim fee application	0.3

33474 Brown, William J. as Receiver of McGinn,
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Invoice Number 765635

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/22/12	WJB	Review new SEC rules for fee applications and send SFAR to Brian Shea for compliance purposes	0.5
06/26/12	WJB	Prepare revisions to PL Third Interim Fee Application including review of pre-bills for finalization	1.1
06/26/12	WJB	Review pre-bills for incorporation into PL Fourth Interim Fee Application	0.1
06/27/12	WJB	Work on revisions to PL Fourth Interim Fee Application in preparation for filing with Court	1.0
06/27/12	WJB	Review and revise PL Third Interim Fee Application in preparation for forwarding to SEC and filing with Court including incorporating new SEC guidelines	2.4
06/28/12	WJB	Finalize PL Fourth Interim Fee Application with final revisions	0.7
06/28/12	WJB	Finalize PL Third Interim Fee Application and forward to SEC for review and approval	0.1
06/28/12	WJB	Review Judge Homer rules for interim fee applications and motions in anticipation of filing Third and Fourth PL interim fee applications and Chiampou fee application	0.2
06/28/12	WJB	Finalize Chiampou Third Interim Fee Application and forward to SEC for review and approval	0.1
07/05/12	WJB	Chiampou: Review and sign Chiampou Third Interim Fee Application in preparation for filing	0.2
07/11/12	WJB	Review Chaiampou Travis June 2012 statement and forward to B Shea for review and approval	0.1
07/17/12	WJB	Prepare e-mail to Chiampou re Third Fee Application hearing and process for review and approval	0.1
08/22/12	WJB	Prepare e-mail to Chiampou Travis with Order approving fee application and forwarding of check	0.1

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Invoice Number 765635

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/22/12	WJB	Prepare e-mail B Eckert at Phillips Lytle re approval of fee application and forwarding of check	0.1
11/16/12	WJB	Prepare e-mail B Bronston re legal fees and condition of disgorgement if not approved by Court	0.1
11/21/12	WJB	Review Chiampou Travis 9/9 to 11/3 invoice and prepare e-mail B Shea requesting review with comments	0.2

CURRENT FEES \$4,092.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Duplicating A1, 6 Page(s)	0.60
Duplicating A1, 102 Page(s)	10.20
Duplicating A1, 1280 Page(s)	128.00
Postage WJB - Postage re Fee Applications	36.10
Duplicating A1, 2 Page(s)	0.20
CURRENT EXPENSES	<hr/> 175.10

TOTAL AMOUNT OF THIS INVOICE \$4,267.10

PAYMENT DUE UPON RECEIPT

Category P

Tax Issues



Phillips Lytle LLP

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 FED I.D. #16-0505790

William J. Brown, Esq.
 Phillips Lytle LLP
 3400 HSBC Center
 Buffalo, NY 14203

Invoice Number 765636
 Invoice Date 09/09/13
 Client Number 33474
 Matter Number 00015
 W J Brown

Re: TAX ISSUES

FOR PROFESSIONAL SERVICES RENDERED THROUGH DECEMBER 31, 2012:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/03/12	WJB	Telephone call from B Shea re taxes on IP investors, K-1 and explanation re same	0.1
05/08/12	WJB	Review M Horbachewski email on Upstate Imaging and write-offs, treatment of same; Prepare reply to B Shea re arrangements for conference call to discuss this and other tax matters	0.1
05/11/12	WJB	Prepare for and participate in extended conference call with B Shea, M Horbachewski re various tax issues and treatments, background facts and discussion of issues and resolution	1.3
05/11/12	WJB	Telephone call to E Coombe and leave message re net operating loss issues on tax returns	0.1
05/15/12	WJB	Review e-mail response from E Coombe re arranging call with IRS agents and prepare list of issues; Telephone call from E Coombe and IRS agents re status of Receiver treatment of loan versus income and other matters	0.7

33474 Brown, William J. as Receiver of McGinn,
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00015 Tax Issues
September 9, 2013

Invoice Number 765636

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/04/12	WJB	Review PrimeVision tax return request	0.2
07/16/12	WJB	Review, sign and file e-file authorizations and federal and New York State tax returns for each of Pacific Trust 02, TDM Luxury Cruise Trust 07, TDM Verifier Trust 07, TDM Verifier Trust 07R, TDM Verifier Trust 08, TDM Verifier Trust 09, TDM Verifier Trust 11, TDM Cable Jr. Trust 09, TDMM Cable Sr. Trust 09 and TDMM Benchmark Trust 09	1.1
07/16/12	WJB	Review, sign and mail 2011 NYS, IRS and Georgia tax returns for IP Investors LLC	0.3
07/16/12	WJB	Review, sign and mail 2010 NYS, IRS and Georgia tax returns for IP Investors LLC	0.3
07/16/12	WJB	Review, sign and mail 2009 NYS, IRS and Georgia tax returns for IP Investors LLC	0.3
09/10/12	WJB	Review State Street K-1s re proposed no activity K-1 and draft letter to investors	0.2
09/11/12	WJB	Review, sign and approve McGinn, Smith & Co., Inc. 12/31/2011 and 74 State Street Capital, L.P. 2011 returns and e-filing authorizations for five tax returns	0.6
10/09/12	WJB	Telephone call from D Mazone at IRS re McGinn Smith tax returns and filing status and referral of Mr. Mazone to IRS special agents working on criminal case	0.2
10/10/12	WJB	Telephone call from B Shea re status of inquiry from IRS agent re unfiled returns and fact of referral to IRS criminal agent working on criminal case	0.1

33474 Brown, William J. as Receiver of McGinn,
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00015 Tax Issues
September 9, 2013

Invoice Number 765636

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/02/12	WJB	Review B Shea e-mail re IRS agent contact for additional documentary information from McGinn Smith files (.1); Telephone call from Vadm Verenich of IRS and communicate request for subpoena(.1); Prepare e-mail E Coombe re reminder on process in order to obtain documents from estates and Receiver (.2); Telephone call from E Coombe re process and need for subpoena or identify other method to obtain information (.1); Telephone call to B Shea re outcome and direction to not produce information other than by subpoena produced to Receiver (.1); Review e-mail to E Coombe re same and prepare notes re developments (.2)	0.8
12/07/12	WJB	Telephone conference with B Shea re interpretation of disregarding tax entity McGinn Smith Advisors LLC in response to question from D Smith counsel	0.3

CURRENT FEES \$2,948.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Duplicating A1, 6 Page(s)	0.60
Duplicating A1, 20 Page(s)	2.00
CURRENT EXPENSES	<hr/> 2.60

TOTAL AMOUNT OF THIS INVOICE \$2,950.60

PAYMENT DUE UPON RECEIPT

Category R

William J. Brown, as Receiver Function



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 FED I.D. #16-0505790

William J. Brown, Esq.
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Invoice Number 765640
 Invoice Date 09/30/13
 Client Number 33474
 Matter Number 00017
 W J Brown

Re: W.J. BROWN, AS RECEIVER FUNCTION

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST 31, 2013:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/01/12	WJB	Review and approve payroll	0.1
05/02/12	WJB	Review Benchmark checks, back-up data to same, sign, approve and send to M Guidry	0.4
05/03/12	WJB	Review large group of Alarm Traders checks and back-up for same, sign and return to B Shea	0.4
05/03/12	WJB	Benchmark: Review M Guidry e-mail on ACH; Prepare e-mail Whitney Bank re same	0.1
05/04/12	WJB	White Glove: Prepare e-mail re check for additional rent due to Landlord	0.1
05/08/12	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.2
05/08/12	WJB	White Glove: Review checks, back-up for same, sign and forward to W Shaw	0.2

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Smith & Co., Inc., et al
00017 W.J. Brown, as Receiver Function
September 30, 2013

Invoice Number 765640

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/09/12	WJB	Benchmark: Review checks and back-up detail, sign and forward to M Guidry	0.3
05/09/12	WJB	Alarm Traders: Prepare e-mail response to B Shea re employee PTO contribution	0.1
05/09/12	WJB	Prepare e-mail B Shea in response to request for employee dinner on closing of business and ground rules for same	0.1
05/14/12	WJB	Alarm Traders: Review check request, back-up data, sign and forward to B Shea	0.3
05/15/12	WJB	Alarm Traders: Review Alarm Traders checks including portfolio sale proceeds checks and allocation of same among various entities	0.3
05/15/12	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.2
05/15/12	WJB	Alarm Traders: Review payroll request and stay bonus payments and prepare reply approving same	0.2
05/22/12	WJB	Telephone call from W Dake of Stewart's re claims process and investments	0.1
05/22/12	WJB	Benchmark: Review, sign, approve and send checks to M Guidry	0.3
05/23/12	WJB	Telephone call from B Shea re status of cancellation of telephone lines and removal of office equipment	0.2
05/24/12	WJB	White Glove: Review request and prepare e-mail M&T re issuing of official checks	0.1
05/25/12	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.2
05/29/12	WJB	White Glove: Review, sign and approve White Glove checks and forward to W Shaw; Prepare e-mail W Shaw requesting back-up on two items re Windstream and consultant	0.2

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00017 W.J. Brown, as Receiver Function
September 30, 2013

Invoice Number 765640

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/30/12	WJB	Benchmark: Review Benchmark payroll request an e-mail Whitney Bank with approval to pay ACH transaction	0.1
05/30/12	WJB	Benchmark: Review, sign and approve Benchmark checks and wire request to M&T Bank	0.2
05/30/12	WJB	Benchark: Review, sign and approve checks and forward to M Guidry including review of back-up	0.3
05/30/12	WJB	White Glove: Review ARC debit request and prepare e-mail TD Bank approving same	0.1
06/01/12	WJB	99 Pine Street: Telephone call from B Shea re status of rent negotiations with landlord	0.1
06/04/12	WJB	Benchmark: Review request to approve ACH for credit card charges and forward same to Whitney Bank	0.1
06/05/12	WJB	Review e-mail from B Shea with request to stop payment on two M&T checks; Review e-mail concerning reasons why; Prepare e-mail M&T requesting stop payment on two checks	0.2
06/06/12	WJB	Review McGinn Smith First Niagara Bank statement, HSBC statements and forward same to B Shea	0.1
06/07/12	WJB	Alarm Traders: Review, sign and approve Alarm Traders checks	0.2
06/07/12	WJB	Benchmark: Review, sign and approve Benchmark checks and forward to M Guidry	0.3
06/08/12	WJB	Review bank balance update from D Keenholts and calculate numbers related to L Smith and Smith Trust	0.1
06/11/12	WJB	Alarm Traders: Review, sign and approve Alarm Traders checks and forward to B Shea	0.4
06/12/12	WJB	White Glove: Prepare e-mail to M&T re issuance of seven official bank checks on behalf of White Glove for cruise lines	0.1

33474 Brown, William J. as Receiver of McGinn,
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00017 W.J. Brown, as Receiver Function
September 30, 2013

Invoice Number 765640

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/12/12	WJB	White Glove: Review check request and decline one year E&O policy payment in light of pending asset sale; Prepare e-mail W Shaw requesting shorter term	0.1
06/13/12	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.3
06/13/12	WJB	White Glove: Review, sign and approve White Glove checks and forward to W Shaw	0.3
06/19/12	WJB	White Glove: Review May financial performance including cash on hand	0.1
06/19/12	WJB	White Glove: Travel from Buffalo Office to Albany office for White Glove sale motion hearing on 6/20 (Total travel time 6.2 hours)	3.1
06/19/12	WJB	No Charge: White Glove: Travel from Buffalo Office to Albany office for White Glove sale motion hearing on 6/20 (Total travel time 6.2 hours)	3.1
06/20/12	WJB	Alarm Traders: Review, sign and approve Alarm Traders checks	0.3
06/20/12	WJB	Benchmark: Review, sign and approve Benchmark checks and forward to M Guidry	0.3
06/21/12	WJB	Travel from Albany to NYC office following 74 State Street adjourned auction and White Glove sale hearing and meetings with Messrs. Keenholts and Shea and Carr re wind-up activities (Total travel time 3.0)	1.5
06/21/12	WJB	No Charge: Travel from Albany to NYC office following 74 State Street adjourned auction and White Glove sale hearing and meetings with Messrs. Keenholts and Shea and Carr re wind-up activities (Total travel time 3.0)	1.5
06/22/12	WJB	Attend to administrative detail re travel and White Glove court hearing	0.1

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
00017 W.J. Brown, as Receiver Function
September 30, 2013

Invoice Number 765640

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/22/12	WJB	Telephone call to J Carr re access rights to office and alternatives	0.1
06/26/12	WJB	Alarm Traders: Review and approve PTO request for B Shea; Review payroll and approve same	0.2
06/26/12	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.1
06/26/12	WJB	White Glove: Review, sign and approve White Glove checks, verify revised amounts as B Shea had requested W Shaw to adjust; Forward to W Shaw	0.2
06/27/12	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.3
06/30/12	WJB	Review Livingston monthly settlement check, endorse same and forward to bank for deposit	0.1
07/02/12	WJB	White Glove: Review W Shaw e-mail re ARC debit request and prepare e-mail TD Bank to permit same	0.1
07/02/12	WJB	White Glove: Review commission schedule for agents received from W Shaw	0.1
07/02/12	WJB	White Glove: Review White Glove payroll request; Prepare e-mail W Shaw to account for difference; Review W Shaw response	0.1
07/02/12	WJB	White Glove: Prepare e-mail W Shaw to reconcile payroll numbers with ADP report	0.1
07/03/12	WJB	Benchmark: Prepare ACH request to Whitney Bank for Benchmark expenses	0.1
07/05/12	WJB	Telephone call from B Shea re access to M&T Bank balances for tracking White Glove accounting	0.1
07/05/12	WJB	Alarm Traders: Review, sign and approve Alarm Traders checks	0.2

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
00017 W.J. Brown, as Receiver Function
September 30, 2013

Invoice Number 765640

Page 6 of 21

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/05/12	WJB	Benchmark: Review, sign and approve Benchmark checks	0.4
07/10/12	WJB	Alarm Traders: Review, sign and approve Alarm Traders checks and forward to B Shea	0.3
07/11/12	WJB	Benchmark: Review, sign and approve Benchmark checks and forward to M Guidry	0.3
07/16/12	WJB	White Glove: Review, sign and approve checks and prepare e-mail to M&T Bank for issuance of official checks	0.3
07/16/12	WJB	White Glove: Review B Shea e-mail on official checks; Prepare e-mail M&T re same	0.1
07/18/12	WJB	Travel to Albany for meetings at 99 Pine Street in Phillips Lytle offices including meeting with R Haldeman re CMS claim and attempt at resolution of same, meetings with staff and electronic equipment recycling (Total travel time 4.4 hours)	2.2
07/18/12	WJB	No Charge: Travel to Albany for meetings at 99 Pine Street in Phillips Lytle offices including meeting with R Haldeman re CMS claim and attempt at resolution of same, meetings with staff and electronic equipment recycling (Total travel time 4.4 hours)	2.2
07/18/12	WJB	Travel from Albany to Buffalo following meeting with R Haldeman of CMS (Total travel time 4.9 hours)	2.5
07/18/12	WJB	No Charge: Travel from Albany to Buffalo following meeting with R Haldeman of CMS (Total travel time 4.9 hours)	2.4
07/18/12	WJB	On site at 99 Pine Street to review equipment for recycling and disposition	0.4
07/18/12	WJB	Benchmark: Review, sign and approve Benchmark checks and forward to M Guidry	0.3
07/18/12	WJB	Attend to various issues on premises at 99 Pine Street	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/18/12	WJB	Meeting with D Keenholts, B Shea re recycling and office liquidation process including pricing and efforts to quantify pricing and disposition	0.6
07/19/12	WJB	Prepare e-mail M&T Bank re necessity for wire transfer to fund White Glove employee bonus payment	0.1
07/23/12	WJB	Prepare e-mail B Shea re delivery of checks for signing for operating businesses	0.1
07/24/12	WJB	Travel from Buffalo to Utica District Court for B Shea plea arraignment and travel from Utica to Albany for on-site inspection and meetings at 99 Pine Street (Total travel time 4.8)	2.4
07/24/12	WJB	No Charge: Travel from Buffalo to Utica District Court for B Shea plea arraignment and travel from Utica to Albany for on-site inspection and meetings at 99 Pine Street (Total travel time 4.8)	2.4
07/24/12	WJB	Review, sign and approve Alarm Traders checks	0.3
07/24/12	WJB	Review, sign and approve Benchmark checks	0.3
07/25/12	WJB	Travel from Clifton Park to Buffalo following 99 Pine Street and Clifton Park due diligence visits (Total travel time 5.2)	2.6
07/25/12	WJB	No Charge: Travel from Clifton Park to Buffalo following 99 Pine Street and Clifton Park due diligence visits (Total travel time 5.2)	2.6
07/26/12	WJB	Attend to follow-up relating to visit to 99 Pine Street and Clifton Park	0.1
07/27/12	WJB	Prepare e-mail B Shea confirming prior approval of weekly payroll	0.1
08/01/12	WJB	Benchmark: Review, approve and send checks to M Guidry	0.4
08/02/12	WJB	Benchmark: Prepare e-mail to L Gonlag, E LaBlanc at Whitney re approval of two ACH transfers for Benchmark	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/02/12	WJB	Review M Guidry e-mail with ACH approval request; Prepare e-mail Whitney Bank to authorize same	0.2
08/03/12	WJB	Review, sign and approve Alarm Traders checks and forward to B Shea	0.3
08/08/12	WJB	Review, sign and approve Seton checks and forward to B Shea	0.2
08/08/12	WJB	Review, sign and approve large batch of Benchmark checks and review supporting information including e-mail M Guidry re ICS charges and review response	1.1
08/13/12	WJB	Review M Guidry e-mail with payroll request; Prepare e- mail Whitney Bank re approval of same	0.2
08/13/12	WJB	White Glove: Review e-mail from W Shaw re transfer of cash request	0.1
08/15/12	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.3
08/15/12	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry; Review M Guidry expenses in light of various circumstances and approve same	0.3
08/15/12	WJB	Benchmark: Prepare memo to file re M Guidry expenses and rationale for approval of same	0.1
08/21/12	WJB	Review, sign and approve Alarm Traders checks, resolve two issues and forward to B Shea	0.4
08/21/12	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.2
08/23/12	WJB	Telephone call from P Pavlishin as investor re G Lex as broker and questions re status of case and distribution	0.4
08/28/12	WJB	Review, sign and approve Benchmark checks and forward to M Guidry	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/29/12	WJB	Attend to Benchmark checks held back because of hurricane; Prepare e-mail M Guidry re hurricane delay; Sign and send to M Guidry	0.1
08/29/12	WJB	Benchmark: Review request for payroll approval; Prepare e-mail to Whitney Bank approving ACH charge	0.2
09/04/12	WJB	Travel from Buffalo to Albany for meetings with R Haldeman of CMS, Brian Shea and Doug Keenholts (Total travel time 4.6)	2.3
09/04/12	WJB	No Charge: Travel from Buffalo to Albany for meetings with R Haldeman of CMS, Brian Shea and Doug Keenholts (Total travel time 4.6)	2.3
09/05/12	WJB	Travel from Albany following meetings to Buffalo (Total travel time 4.8)	2.4
09/05/12	WJB	No Charge: Travel from Albany following meetings to Buffalo (Total travel time 4.8)	2.4
09/06/12	WJB	Review data for assessment of Receiver assessment against Benchmark and prepare same	0.1
09/06/12	WJB	Review First Niagara Bank statement for McGinn Smith & Co. and HSBC two bank statements for Cruise Charter Ventures and TAIN and forward to B Shea	0.2
09/10/12	WJB	Benchmark: Exchange multiple e-mails with Whitney Bank and M Guidry re rejected ACHs and bank apology re same	0.1
09/13/12	WJB	Benchmark: Review, sign and approve Benchmark checks and return to M Guidry and review assessment wire transfer	0.4
09/14/12	WJB	Telephone call from Dr. Duckkyu Chang re investor questions and possibility of arranging conference call with family	0.3
09/14/12	WJB	Telephone message from P Chang Gibbons for conference call with her father as McGinn Smith investor	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/17/12	WJB	Telephone conference P Change Gibbons, D Chang and R Chang re discussion of McGinn Smith status, report on W Lex activities, likelihood of distributions and amount of same, status of case and discussion of civil and criminal actions	0.7
09/17/12	WJB	Prepare notes on Chang conversation and subjects covered	0.3
09/18/12	WJB	Review, sign and approve Benchmark checks and return to M Guidry	0.3
09/18/12	WJB	Review, sign and approve Alarm Traders checks and return to B Shea	0.3
09/21/12	WJB	Travel from NYC office to Buffalo following meeting with R Haldeman of CMS (Total travel time 4.2)	2.1
09/21/12	WJB	No Charge: Travel from NYC office to Buffalo following meeting with R Haldeman of CMS (Total travel time 4.2)	2.1
09/21/12	WJB	Prepare e-mail B Shea re questions re phone bill, J Carr termination fee and approval of replacement phone	0.1
09/26/12	WJB	Benchmark: Review, sign and approve Benchmark checks and forward to M Guidry	0.4
09/26/12	WJB	Review, sign and approve Alarm Traders checks and return to B Shea; Prepare e-mail D Keenholts re Internet service charge; Prepare e-mail B Shea with request for explanation of time spent by J Carr on tax issue search of e-mails	0.3
10/02/12	WJB	Alarm Traders: Review e-mail from B Shea with payroll request and prepare reply with approval and approval of PTO	0.2
10/03/12	WJB	Benchmark: Prepare wire transfer request to Whitney Bank	0.1
10/03/12	WJB	Benchmark: Review, sign and approve large group of Benchmark checks and forward to M Guidry	0.6

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/04/12	WJB	Cruise Charter Ventures: Review HSBC bank statement and forward to B Shea	0.1
10/04/12	WJB	TAIN: Review HSBC bank statement and forward to B Shea	0.1
10/08/12	WJB	Telephone call from J Rostron as investor re potential independent claim vs CMS; Check CMS schedules and discuss same with investor	0.2
10/08/12	WJB	Review, sign and approve Alarm Traders checks	0.3
10/08/12	WJB	Review A Spring documents re offering in connection with his claim and request for same	0.2
10/09/12	WJB	Benchmark: Review, sign and approve checks including Assurance Technology checks and e-mail M Guidry to verify same in light of questions	0.4
10/09/12	WJB	Benchmark: Approve ACH payroll to Whitney Bank	0.1
10/09/12	WJB	Alarm Traders: Review and attend to payroll and PTO request	0.1
10/10/12	WJB	Review A Spring 10/3 letter re investments and receivership	0.2
10/15/12	WJB	Prepare e-mail B Shea, M Guidry re upcoming travel plans and coordination on check signing opportunities	0.1
10/15/12	WJB	Prepare reply letter to S Paist re senior vs junior notes and dealing with same and distribution process	0.2
10/15/12	WJB	Review M Favish letter and attempt to locate contact information; Contact SEC re information	0.3
10/15/12	WJB	Telephone call from F Price re information request	0.1
10/16/12	WJB	Travel from NYC office to Albany for McGinn Smith equity claims motion hearing and related administrative matters at 99 Pine Street (Total travel time 3.8)	1.9

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/16/12	WJB	No Charge: Travel from NYC office to Albany for McGinn Smith equity claims motion hearing and related administrative matters at 99 Pine Street (Total travel time 3.8)	1.9
10/17/12	WJB	Travel to Buffalo from Albany following equity claims motion and administrative meetings (Total travel time 5.6)	2.8
10/17/12	WJB	No Charge: Travel to Buffalo from Albany following equity claims motion and administrative meetings (Total travel time 5.6)	2.8
10/17/12	WJB	Review, sign and approve Alarm Traders checks	0.4
10/17/12	WJB	Benchmark: Review, sign and approve Benchmark checks and verify certain items from data provided by M Guidry	0.5
10/17/12	WJB	Telephone call from R Harris re returned mail and request for him to follow-up on 10/18	0.1
10/18/12	WJB	Telephone call from investor, D Puglisi, re transcript production interpretation as posted on website and meaning of same, status of civil and criminal trials and related matters	0.3
10/18/12	WJB	Telephone call from investor, R Harris, and review his claims at his request and discuss same	0.3
10/19/12	WJB	Telephone call from investor, P Keenan, re assertion of not having received claims notice, review of schedules re posting, treatment of principal as interest and referral to personal tax advisor (.5); Prepare letter P Keenan with access code and confirming telephone conversation (.1)	0.6
10/19/12	WJB	Telephone call from S and B Rosenzweig re SIPC, trial and distribution and related matters	0.6
10/19/12	WJB	Telephone call from R Harris re change of address notification	0.2
10/22/12	WJB	Two telephone calls from D Daily re uncle's claim and whether claim exists as filed	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/23/12	WJB	Alarm Traders: Review, sign and approve checks	0.2
10/23/12	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.3
10/24/12	WJB	Review R Harris 10/22 letter re request of address change	0.1
10/29/12	WJB	Benchmark: Review payroll question, approve same including e-mail to Whitney Bank	0.2
11/01/12	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.3
11/01/12	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.4
11/05/12	WJB	Review letter to J Stevenson by investor, R Goldin, concerning claim process	0.1
11/06/12	WJB	Review newspaper account of distribution percent in Madoff case and status of same for informational purposes	0.1
11/07/12	WJB	Benchmark: Review large group of checks, sign and approve same and forward to M Guidry	0.6
11/12/12	WJB	Benchmark: Review payroll request and prepare ACH request to bank	0.1
11/15/12	WJB	Travel from NYC office to Albany for Seton Hall Associates motion and related administrative matters (Total travel time 3.8)	1.9
11/15/12	WJB	No Charge: Travel from NYC office to Albany for Seton Hall Associates motion and related administrative matters (Total travel time 3.8)	1.9
11/16/12	WJB	Travel from Albany following Seton Hall motion to Buffalo (Total travel time 5.4)	2.7

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/16/12	WJB	No Charge: Travel from Albany following Seton Hall motion to Buffalo (Total travel time 5.4)	2.7
11/16/12	WJB	On-site visit to 99 Pine Street and attend to various administrative questions and follow-up details concerning operations at 99 Pine Street	0.8
11/16/12	WJB	Review, sign and approve Alarm Traders checks and deliver to B Shea (.2); Conference B Shea re pending issues on various matters including trial and document production (.4)	0.6
11/16/12	WJB	Review, sign and approve Benchmark checks and forward to M Guidry	0.3
11/16/12	WJB	Review, sign and approve further Alarm Traders checks and deliver to B Shea	0.2
11/16/12	WJB	Conference with B Shea re follow-up on to-do list	0.1
11/16/12	WJB	Conference with B Shea re landlord intent to lease 99 Pine Street space to third party and alternatives concerning alternative space	0.1
11/17/12	WJB	Follow-up on details from 99 Pine Street visit on 11/16	0.2
11/20/12	WJB	Benchmark: Review check request and prepare reply to B Shea re timing on signing checks	0.1
11/21/12	WJB	Follow-up on various open items requiring attention concerning business issues including 99 Pine Street lease	0.2
11/21/12	WJB	Telephone call to B Shea re status of activities at 99 Pine Street and holiday schedule and approval of same	0.1
11/23/12	WJB	Review, sign and approve Benchmark checks and forward to M Guidry	0.3
11/24/12	WJB	Review, sign and approve Alarm Traders checks and forward to B Shea	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/26/12	WJB	Telephone call from J Zwiulich as investor re various trial dates and meaning of same	0.2
11/27/12	WJB	Alarm Traders: Review payroll request, approve same and prepare reply to B Shea re same	0.2
11/27/12	WJB	Benchmark: Approve and send payroll ACH to Whitney Bank; Approve and send wire transfer instructions to Whitney Bank to cover transactions	0.2
11/27/12	WJB	Telephone call from S LaPlante as investor in Portfolio partners re issue of further K-1s; Prepare e-mail B Shea re same	0.1
11/28/12	WJB	Benchmark: Review, sign and approve Benchmark checks and forward to M Guidry	0.3
11/28/12	WJB	Telephone call from A Eckelman re equity interest in Seton, review website re same and dictate issuance of duplicate access letter based upon same	0.2
11/28/12	WJB	Telephone call to B Shea re office schedule, handling of packages and mail	0.1
11/29/12	WJB	Telephone call from investor M Steinkirchner re discussion of equity vs debt as part of claims process and confirm e-mail address and respond to other questions	0.3
11/29/12	WJB	Telephone call from investor W Steinkirchner as follow up to discussion with M Steinkirchner re debt vs equity and arrange for forwarding of duplicate access letter	0.2
11/29/12	WJB	Benchmark: Review M Guidry wire transfer request follow-up and prepare e-mail with prior instructions to bank concerning same	0.1
11/30/12	WJB	Prepare e-mail B Shea re schedule and agenda for items to be discussed at 12/5 meetings and make arrangements for same	0.3
12/03/12	WJB	Review Dr. Bove 11/28 letter and prepare reply based upon prior letter	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/04/12	WJB	Travel from NYC office to 99 Pine Street for administrative meetings with B Shea re various day-to-day and recovery issues (Total travel time 3.8)	1.9
12/04/12	WJB	No Charge: Travel from NYC office to 99 Pine Street for administrative meetings with B Shea re various day-to-day and recovery issues (Total travel time 3.8)	1.9
12/05/12	WJB	Benchmark: Review, sign and approve large group of checks	0.4
12/05/12	WJB	Alarm Traders: Review, sign and approve checks and provide to B Shea	0.3
12/05/12	WJB	Conference with TAR re 99 Pine Street keys and alarm keys and work with TAR, B Shea to check keys and inspect alternative rental space in light of landlord unofficial notice of space being rented to third party	0.4
12/05/12	WJB	Inspect physical lease situation at 99 Pine Street and prepare for status meeting with B Shea including review of agenda items and organize for same	0.5
12/06/12	WJB	Travel from 99 Pine Street to NYC office (Total travel time 3.6)	1.8
12/06/12	WJB	No Charge: Travel from 99 Pine Street to NYC office (Total travel time 3.6)	1.8
12/06/12	WJB	Telephone call from Seton equity investors re assets, liabilities and course of action re Seton liquidation	0.3
12/07/12	WJB	Telephone call from Changs re IRA services valuation and discussion of various issues affecting same	0.3
12/07/12	WJB	Review Livingston installment check, endorse same and forward to First Niagara Bank for deposit	0.1
12/07/12	WJB	Trustco Bank: Revise letter for withdrawal of funds on deposit	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/08/12	WJB	Attend to follow-up details from Albany visit	0.1
12/08/12	WJB	Prepare e-mail B Shea requesting comparison of bank interest rates on deposits	0.1
12/10/12	WJB	Telephone call from A Bailey re investor questions re equity claims	0.2
12/10/12	WJB	Telephone call from W Witzleben of First Niagara re proposed interest rates for Receiver accounts	0.2
12/11/12	WJB	Telephone call to B Shea re calculation of net cost to maintain accounts at M&T and moving accounts to other financial institutions	0.1
12/11/12	WJB	Telephone call from B Witzleben at First Niagara re new deposit terms	0.1
12/11/12	WJB	Telephone call to E Vealey at KeyBank re possible transfer of McGinn Smith deposits and inquiries concerning rates on deposits	0.1
12/13/12	WJB	Prepare reply to W Wetzleben at First Niagara re Preliminary Injunction Order and interest rates at FNB for deposits	0.1
12/14/12	WJB	Meet with First Niagara officers re signature cards for new Receiver account	0.2
12/14/12	WJB	Review, sign, approve and send to M Guidry Benchmark checks	0.4
12/16/12	WJB	Travel from Buffalo to Albany for meetings with landlord at 99 Pine Street and inspection and consideration of new space at request of landlord and administrative meetings with B Shea (Total travel time 6.8 hours)	3.4

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/16/12	WJB	No Charge: Travel from Buffalo to Albany for meetings with landlord at 99 Pine Street and inspection and consideration of new space at request of landlord and administrative meetings with B Shea (Total travel time 6.8 hours)	3.4
12/17/12	WJB	Inspect space at 99 Pine Street as proposed by landlord and review space requirements	0.4
12/17/12	WJB	Telephone call to P Roach at KeyBank re possible investments at KeyBank of Receiver accounts	0.1
12/17/12	WJB	Tour proposed new landlord space at 99 Pine Street with B Shea, discuss adequacy of space and security concerns, alternatives and course of action	0.8
12/17/12	WJB	Telephone call from KeyBank re proposed rates for possible new Receiver account	0.1
12/17/12	WJB	Benchmark: Review, sign and approve Benchmark checks and forward to M Guidry	0.3
12/17/12	WJB	Travel from 99 Pine Street to NYC office following landlord and relocation meetings (Total travel time 3.6 hours)	1.8
12/17/12	WJB	No Charge: Travel from 99 Pine Street to NYC office following landlord and relocation meetings (Total travel time 3.6 hours)	1.8
12/19/12	WJB	Attend to follow-up issues relating to travel on December 17 and new 99 Pine Street space	0.3
12/19/12	WJB	M&T: Telephone call to J Timonis at M&T re M&T service of Receiver accounts and interest rate being provided in light of withdrawals to financial institutions with higher interest rates	0.3
12/19/12	WJB	Review M&T forms for initiating wire transfer to First Niagara Bank, complete same (.3); Telephone call to B Shea re initiation of wire transfer and status of move (.1)	0.4

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/21/12	WJB	Review B Shea e-mail on temporary help for office move and prepare reply approving same	0.1
12/27/12	WJB	Alarm Traders: Review, sign and approve Alarm Traders checks and forward to B Shea	0.3
12/27/12	WJB	Review and approve Alarm Traders payroll and forward e-mail to B Shea re same	0.1
12/27/12	WJB	Benchmark: Review and approve payroll and forward e-mail to Whitney Bank re payment of same	0.1
12/27/12	WJB	Review, sign and approve additional Benchmark checks and forward to M Guidry	0.2

CURRENT FEES

\$36,740.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Travel Expense Brown, William J; WJB 04/21-04/24/12 Trip to Vero Beach, FL for final inspection and closing of Smith Vero Beach property; 05/24/12	872.49
Travel Meals Brown, William J; WJB 04/21-04/24/12 Trip to Vero Beach, FL for final inspection and closing of Smith Vero Beach property; 05/24/12	193.57
Travel Expense Brown, William J; WJB 06/19-06/21/12 Trip to Albany, NY for 74 State street auction and White Glove sales hearing; 06/26/12	729.12
Travel Meals Brown, William J; WJB 06/19-06/21/12 Trip to Albany, NY for 74 State street auction and White Glove sales hearing; 06/26/12	30.27
Travel Expense Brown, William J; WJB 07/18/12 Trip to Albany, NY for computer equipment recycling and CMS meeting; 07/30/12	328.80

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Travel Meals Brown, William J; WJB 07/18/12 Trip to Albany, NY for computer equipment recycling and CMS meeting; 07/30/12	10.00
Travel Expense Brown, William J; WJB 07/24-07/25/12 Trip to Utica and Albany, NY for court hearing, on site inspection and Clifton park due diligence; 08/24/12	588.62
Travel Meals Brown, William J; WJB 07/24-07/25/12 Trip to Utica and Albany, NY for court hearing, on site inspection and Clifton park due diligence; 08/24/12	32.13
Travel Expense Brown, William J; WJB 09/04-09/05/12 Trip to Albany, nY for meeting with R. Haldeman of CMS, B. Shea and D. Keenholtz; 09/24/12	516.72
Travel Meals Brown, William J; WJB 09/04-09/05/12 Trip to Albany, nY for meeting with R. Haldeman of CMS, B. Shea and D. Keenholtz; 09/24/12	19.44
Travel Expense Brown, William J; WJB 09/20-09/21/12 Trip to New York City for meeting with R. Haldeman of CMS financial; 10/18/12	454.60
Travel Meals Brown, William J; WJB 09/20-09/21/12 Trip to New York City for meeting with R. Haldeman of CMS financial; 10/18/12	8.65
Travel Expense Brown, William J; WJB 10/16-10/17/12 Trip to Albany, NY for equity claims motion hearing anf administrative meetings; 10/29/12	766.53
Travel Meals Brown, William J; WJB 10/16-10/17/12 Trip to Albany, NY for equity claims motion hearing anf administrative meetings; 10/29/12	19.29
Travel Expense Brown, William J; WJB 11/15-11/16/12 Trip to Albany, NY for seton hall hearing and administerative meetings; 11/27/12	385.86
Travel Meals Brown, William J; WJB 11/15-11/16/12 Trip to Albany, NY for seton hall hearing and administerative meetings; 11/27/12	25.79
Travel Expense Brown, William J; WJB 11/15/12 Parking while traveling to NYC; 12/24/12	24.00
Travel Expense Brown, William J; WJB 12/04-12/06/12 Trip to Albany, NY for administrativer meetings at 99 Pine Street; 12/24/12	530.77

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Travel Meals Brown, William J; WJB 12/04- 12/06/12 Trip to Albany, NY for administrativer meetings at 99 Pine Street; 12/24/12	10.75
Travel Expense Brown, William J; WJB 12/16- 12/17/12 Trip to Albany, NY to 99 Pine Street to review leased space and meetings; 12/27/12	381.26
Travel Meals Brown, William J; WJB 12/16- 12/17/12 Trip to Albany, NY to 99 Pine Street to review leased space and meetings; 12/27/12	28.33

CURRENT EXPENSES

5,956.99

TOTAL AMOUNT OF THIS INVOICE

\$42,696.99

PAYMENT DUE UPON RECEIPT

Category S

SEC vs. McGinn, Smith & Co. Inc.



Phillips Lytle LLP

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 Invoice Date 09/30/13
 Client Number 33474
 Matter Number 00018
 W J Brown

Re: SEC V MCGINN SMITH & CO., INC., ET AL

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST 31, 2013:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/01/12	WJB	Review transcript received from Court reporter re transcript of hearing on claims procedure motion	0.3
05/04/12	WJB	Telephone call from investor W Seigford re docket entry re transcript redaction and explanation re same as part of typical court process	0.1
05/07/12	WJB	Review R Simons criminal docket for trial and plea dates and tickle adjourned dates re same	0.2
05/22/12	TAR	Travel to/from Clifton Park storage facility for meeting with D Smith regarding personal items	0.9
05/22/12	TAR	Meeting with D Smith at Clifton Park storage facility regarding personal items	1.6

33474 Brown, William J. as Receiver of McGinn,
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September 30, 2013

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/31/12	WJB	Review e-mail from D Stoelting re placing of Vero deposit in Receiver account and obtaining amending order; Prepare reply re same and status of Vero remaining payments including returns of deposits and insurance refunds	0.1
06/01/12	WJB	Review changes by Citizens Bank counsel to proposed Order re Saratoga Smith property	0.3
06/01/12	WJB	Prepare comments to proposed Saratoga property Order and forward comments by e-mail to M Kornstein, D Stoelting with further proposed changes to Order	0.2
06/01/12	WJB	Prepare e-mail to M Kornstein requesting two last appraisals for Smith Saratoga house given threat of foreclosure	0.1
06/07/12	WJB	Saratoga residence: Review Citizens Bank proposed counsel declaration; Prepare comments to same; Prepare e-mail to Citizens counsel with reasons for comments; Review comments from SEC re how to deal with request from Citizens Bank to commence foreclosure	0.9
06/07/12	WJB	Saratoga Residence: Review D Stoelting letter to Judge Homer on Saratoga residence; Prepare reply to D Stoelting draft and forward comments to D Stoelting	0.2
06/08/12	WJB	Saratoga residence: Review e-mail from D Stoelting re proposed conference with Judge Homer re Citizens Bank; Prepare reply to same; Prepare e-mail to bank counsel requesting title report and other information on residence in order to make assessment concerning financial position	0.3
06/08/12	WJB	Saratoga: Telephone call to M Kornstein re information on Saratoga residence, discussion of bank balances and bank position, strategy re potential market sale of house versus foreclosure	0.3
06/08/12	WJB	Saratoga: Review confidential appraisal received from counsel for bank and evaluate same against public data for evaluation and other purposes	0.4

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/08/12	WJB	Saratoga: Prepare e-mail M Kornstein requesting insurance information on Smith Saratoga residence	0.1
06/11/12	WJB	Review status of SEC action, next steps and pending matters	0.1
06/11/12	WJB	Saratoga: Review D Stoelting pre-conference letter to Judge Homer and prepare for conference call with Court and parties re same including compilation of information re value and Receiver position re same	0.9
06/11/12	WJB	Saratoga: Telephone call from D Stoelting, L Mehraban re follow-up on status conference with Judge concerning Saratoga residence and possible next steps in light of potential foreclosure, analysis, risks and courses of action	0.4
07/30/12	WJB	Review cross-motion by D Smith for release of Receiver funds to pay Citizens Bank mortgage and defense of SEC motion for Receiver to sell property	0.4
08/15/12	WJB	Review L Smith opposition in reply to SEC motion to sell Saratoga home	0.5
10/02/12	WJB	Review W Dreyer document request to Receiver and discuss same with B Shea for ability to comply with request	0.1
10/02/12	WJB	Prepare e-mail SEC with copy of W Dreyer document request to Receiver	0.2
10/02/12	WJB	Prepare e-mail SEC re court procedure for scheduling motions based upon communications with Court staff; Revise e-mail to Court staff re scheduling letter	0.1
10/03/12	WJB	Telephone call from L Owens at Dreyer law firm re check and discovery request purpose	0.1
10/03/12	WJB	Review document and information request from L Owens at Dreyer firm and consider how to assemble and reply; Prepare reply e-mail to L Owens on question of form of discovery request	0.5

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/03/12	WJB	Review Judge Homer decision re payment of certain monies to Receiver by D Smith as part of attorney fee decision	0.2
10/04/12	WJB	Review Judge Homer 6/20/12 decision at Docket No. 501 re D Smith monies to be paid to Receiver	0.1
10/04/12	WJB	Review L Owens responses re Dreyer document request and prepare e-mail B Shea on instructions on assembly of documents for transmittal to Dreyer law firm	0.2
10/04/12	WJB	Review Order No. 501 re \$7,500 payable to Receiver; Prepare e-mail L Owens at Dreyer law firm with instructions on how to send \$7,500 check	0.2
10/09/12	WJB	Consider situation re D Smith \$7,500 check received from Dreyer firm	0.1
10/15/12	WJB	Review e-mail from B Shea on Bates stamping documents for Dreyer firm; Coordination with TAR re same; Prepare reply to B Shea with instructions	0.3
10/19/12	WJB	Attend to issues respecting bates stamping documents for Dreyer law firm and review procedure proposed for same by B Shea, TAR; Prepare response; Prepare e-mail L Owens at Dreyer firm re availability of documents for pick-up	0.3
10/19/12	WJB	Prepare e-mail to SEC and Asst. U.S. Attorney re copy of document request sent by Dreyer law firm and procedure for Receiver's compliance with same	0.3
10/19/12	WJB	Review B Shea document production for Dreyer firm format schedule describing documents produced	0.1
10/19/12	TAR	Correspondence with B Shea regarding D Boyajian document request	0.2
10/23/12	WJB	Review e-mail with chart describing documents produced to Dreyer law firm and review same (.2); Prepare e-mail B Shea re approval of same and direction to proceed with production	0.3

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September 30, 2013

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/25/12	TAR	Conference with B Shea regarding Dreyer Boyajian documents	0.4
11/08/12	WJB	Telephone call from L Mehraban at SEC re 11/10/11 e-mail re B Cooper records and scope of same	0.2
11/08/12	WJB	Telephone call B Shea re existence of B Cooper binders, Quickbooks and related financial information	0.2
11/08/12	WJB	Telephone message L Mehraban at SEC re B Cooper binders and no voluntary turnover of same in light FBI seizure	0.1
12/26/12	WJB	Review B Shea e-mail confirming that two bank account statements are correct for statements requested by L Owens on behalf of D Smith (.1); Prepare e-mail L Owens providing M&T statements for criminal trial at her request; Prepare e-mail SEC re same (.1)	0.2

CURRENT FEES \$4,999.00

TOTAL AMOUNT OF THIS INVOICE \$4,999.00

PAYMENT DUE UPON RECEIPT

Category T

W.J. Brown, as Receiver vs. Thomas E. Livingston



Phillips Lytle LLP

Attorneys at Law
 3400 HSBC Center
 Buffalo, NY 14203
 Telecopier # (716) 852-6100
 (716) 847-8400
 FED I.D. #16-0505790

William J. Brown, Esq.
 Phillips Lytle LLP
 3400 HSBC Center
 Buffalo, NY 14203

Invoice Number 765642
 Invoice Date 09/30/13
 Client Number 33474
 Matter Number 00019
 W J Brown

Re: W.J. BROWN, AS RECEIVER OF MCGINN SMITH & CO., INC. V THOMAS E. LIVINGSTON

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST 31, 2013:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/06/12	WJB	Review letter re post-dated checks and prepare letter to bank with current check and endorse same	0.1

CURRENT FEES \$44.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Witness Fee Cancellation of: PAYEE: Smith, David; REQUEST#: 524605; DATE: 7/5/2011. Witness fee (Brown, William J. as receiver of McGinn Smith re Livingston)	-40.00
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CURRENT EXPENSES

-40.00

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
00019 W.J. Brown, as Receiver of McGinn Smith
September 30, 2013

Invoice Number 765642

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TOTAL AMOUNT OF THIS INVOICE

\$4.00

PAYMENT DUE UPON RECEIPT

Category V

Sale of Smith Vero Beach Property



Phillips Lytle LLP

Attorneys at Law
 3400 HSBC Center
 Buffalo, NY 14203
 Telecopier # (716) 852-6100
 (716) 847-8400
 FED I.D. #16-0505790

William J. Brown, Esq.
 Phillips Lytle LLP
 3400 HSBC Center
 Buffalo, NY 14203

Invoice Number 765643
 Invoice Date 09/30/13
 Client Number 33474
 Matter Number 00021
 W J Brown

Re: SALE OF VERO BEACH PROPERTY (SMITH'S)

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST 31, 2013:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/02/12	WJB	Review insurance cancellation forms, revise same and insert Receiver information so that refund is paid to Receiver; Prepare e-mail to broker with Order No. 263, revised cancellation and refund forms and deed conveying property directing refund to be received by Receiver	0.6
05/29/12	WJB	Review refund check received from Chubb for insurance policy; Prepare e-mail insurance broker re status of flood insurance refund; Prepare letter B Shea with Chubb refund check for deposit in Receiver account	0.1
07/23/12	WJB	Review flood insurance renewal notice and prepare e-mail broker requesting return of premium given prior cancellation	0.2
09/21/12	WJB	Review notice of flood insurance expiration and prepare memo to file re same in light of prior sale of property	0.1

CURRENT FEES

\$440.00

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
00021 Sale of Vero Beach Property (Smith's)
September 30, 2013

Invoice Number 765643

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FOR COSTS ADVANCED AND EXPENSES INCURRED:

Duplicating A1, 2 Page(s)	0.20
Bank Draft Wire out charge re Sale of Vero Beach	30.00
Certified Copy(ies) Cancellation of: PAYEE: United States District Court Clerk; REQUEST#: 544494; DATE: 3/29/2012. - WJBrown, as reciever for McGinn Smith re Sale of Vero Beach, FL Property	-22.00
Telephone (Long Distance Only) Telephone; 17725596958, 2 Mins. Ext: 7089	0.40
CURRENT EXPENSES	<hr/> 8.60

TOTAL AMOUNT OF THIS INVOICE \$448.60

PAYMENT DUE UPON RECEIPT

Category W

David L. & Lynn A. Smith Irrevocable Trust



Phillips Lytle LLP

Attorneys at Law
 3400 HSBC Center
 Buffalo, NY 14203
 Telecopier # (716) 852-6100
 (716) 847-8400
 FED I.D. #16-0505790

William J. Brown, Esq.
 Phillips Lytle LLP
 3400 HSBC Center
 Buffalo, NY 14203

Invoice Number 765644
 Invoice Date 09/30/13
 Client Number 33474
 Matter Number 00022
 W J Brown

Re: DAVID L. & LYNN A. SMITH IRREVOCABLE TRUST

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST 31, 2013:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/11/12	WJB	Conference SLW re trustee responsibilities and course of action re assets and disposition	0.1
06/12/12	WJB	Review Smith Trust agreement and Judge Homer decision re same; Review camp electric bills received from G Smith and analyze potential best course of action	1.3
06/12/12	WJB	Prepare e-mail G Smith re National Grid bills for Sacadaga Lake property; Prepare e-mail B Shea to obtain checks to pay same relating to Smith Trust	0.3
06/12/12	WJB	Telephone call to B Shea re paying National Grid bills for Sacandaga property on behalf of Smith Trust; Prepare e-mail reply to G Smith on accounting for each building and whether it is separately metered for National Grid bills	0.2
06/29/12	WJB	Telephone call to B Shea to discuss insurance for Sacandaga property	0.1

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
00022 David L. & Lynn A. Smith Irrevocable
Tru
September 30, 2013

Invoice Number 765644

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/09/12	WJB	Review insurance payment request involving Preferred Mutual Insurance Company; E-mail G Smith re required information and adding Receiver as additional insured on insurance policies and billing information	0.4
07/09/12	WJB	Prepare two letters to insurance agencies with payments and information	0.3
08/13/12	WJB	Review e-mails from G Smith on camp bills for insurance and National Grid but identify no endorsement on insurance to name Receiver as additional insured as previously requested; Telephone call to G Smith re same	0.4
08/13/12	WJB	Revise e-mail to G Smith re Receiver position on paying National Grid bills and insurance in light of no endorsement on insurance policies and approval of contact information as requested	0.2
08/13/12	WJB	Prepare e-mail M&T for issuance of official checks to National Grid for payment of utility bills at Sacandaga camp	0.1
08/13/12	WJB	Prepare e-mail G Smith re payment and review prior e-mails re insurance payments and prepare reply re need for endorsement to name Receiver as additional insured and establish contact permission	0.2
09/13/12	WJB	Review insurance and other bills received from G Smith for requested payment	0.2
09/13/12	WJB	Prepare reply to G Smith on payment of requested bills; Prepare e-mail B Shea with documents for request for evaluation for payment	0.1
09/14/12	WJB	Sacandaga Camp: Review B Shea analysis re camp insurance and electric bills for same	0.2

33474 Brown, William J. as Receiver of McGinn,
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Tru
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/14/12	WJB	Attend to dealing with Sacandaga camp bills including authorize National Grid payment and e-mail B Shea re same; Prepare e-mail to G Smith re further information on insurance policies and confirmation of Receiver having been placed on policies as additional insured	0.5
09/18/12	WJB	Prepare e-mail M&T Bank re issuance of check for payment of insurance on camp property	0.2
09/19/12	WJB	Prepare e-mail G Smith on insurance payment having been made; Review reply; Prepare e-mail B Shea to confirm payment made; Prepare e-mail G Smith re making of payment and also making National Grid payment	0.4
09/26/12	WJB	Telephone call to insurance agent re cancellation notice received on policy #3253; Prepare e-mail G Smith re same and intention to pay not having received notice directly from G Smith; Prepare e-mail D Keenholts to arrange to pick up M&T Bank official check; Prepare e-mail M&T Bank requesting check for payment of insurance policy	0.6
10/11/12	WJB	Review G Smith e-mail re taxes and consider approach on same	0.1
10/15/12	WJB	Review notice of reinstatement of insurance by Preferred Mutual re Sacandaga property	0.1
10/17/12	WJB	Review and reply to G Smith e-mail on camp real property taxes and income taxes	0.1
10/17/12	WJB	Prepare reply e-mail to G Smith re real property taxes and insurance	0.2
10/17/12	WJB	Telephone call to K Owens at Jankowski Insurance Company at G Smith request in light of issues reported by G Smith concerning insurance; Conference with B Shea re payment arrangements for insurance premium request not forwarded by G Smith and arrangements re same	0.4

33474 Brown, William J. as Receiver of McGinn,
Smith & Co., Inc., et al
00022 David L. & Lynn A. Smith Irrevocable
Tru
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Invoice Number 765644

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/25/12	WJB	Prepare e-mail B Shea re Preferred Mutual payment; Prepare e-mail M&T Bank requesting official check for payment Smith Trust insurance premium at Sacandaga camp	0.1
10/29/12	WJB	Review two e-mails from G Smith re insurance bills and forward to B Shea for action	0.1
10/29/12	WJB	Review insurance notices received from Lexis and consider implications	0.2
10/29/12	WJB	Request M&T official check for payment of Smith Sacandaga Camp insurance payments and review B Shea payment analysis re insurance premiums	0.2
10/29/12	WJB	Prepare e-mail G Smith with explanation on insurance payments	0.3
11/13/12	WJB	Review situation with Sacandaga lake house real property taxes, tickle date for last date to pay and prepare e-mail K McGrath re status of Second Circuit decision	0.3
11/16/12	WJB	Review list of assets as possible sources for payment of real property taxes for Sacandaga camp	0.2
11/16/12	WJB	Telephone call to Fulton County Clerk re amount of real property taxes due on Smith Sacandaga camp and review notices concerning in rem foreclosure	0.7
11/26/12	WJB	Review Lexis Nexus insurance notice for Preferred Mutual policy #3253 reinstatement and send to B Shea	0.1
11/27/12	WJB	Review e-mails from G Smith re payment of tax claim based upon IRS and NYS form, review prior e-mails and identify that no advice was given that tax returns have been filed by Smiths	0.3
11/28/12	WJB	Prepare letter to B Shea with National Grid bills and insurance reimbursement check re Sacandaga Lake camp property	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/30/12	WJB	Review income tax returns and payment request from G Smith, identify discrepancies in amounts due and prepare reply to G Smith asking if tax returns were ever filed and noting that returns were late in any event	0.5
11/30/12	WJB	Revise email to G Smith re tax returns and payment of taxes	0.1
12/24/12	WJB	Consider various approaches on real property taxes due and other taxes and use of bank accounts and trust funds to satisfy same	0.2
12/24/12	WJB	Telephone call to Asst. Manager at Kinderhook Bank re discussion of Smith Trust accounts and authority as Receiver, identify information needed to request transfer of monies from Smith Trust accounts	0.4
12/24/12	WJB	Prepare e-mail J Sweet at Kinderhook Bank requesting transfer of monies and enclosing relevant Orders providing authority to Receiver over Smith Trust assets	0.4
12/24/12	WJB	Revise e-mail to Kinderhook Bank re authority of Receiver including review of relevant decisions and citations to same and inclusion into e-mail to Kinderhook Bank for withdrawal of Smith Trust monies	0.6
12/26/12	WJB	Sacandaga: Review prior e-mails on real property taxes (.2); Prepare e-mail G Smith re status of bills for camp and payment of real property taxes (.1); Review secure e-mail from J Sweet at Kinderhook Bank re withdrawal of Smith Trust money for payment of real property taxes and prepare reply re details re accounts and amount to be withdrawn (.2); Conference with MGS2 re verifying Sacandaga property real property tax amounts for 12/31 payoff (.2)	0.7
12/26/12	WJB	Telephone call to J Sweet at Kinderhook Bank re withdrawal arrangements and amounts and information to be provided to accomplish same	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/26/12	WJB	Work on mechanism for withdrawal of monies from Kinderhook Bank with simultaneous issuance of checks from Receiver accounts for payment of Sacandaga real property taxes including e-mail Shea requesting checks to accomplish same and finalize letter to Kinderhook Bank requesting withdrawal	0.6
12/26/12	WJB	Conference with MGS2 re calculation of real property taxes for 12/31 payment	0.1
12/26/12	WJB	Conference B Shea re checks for Trust obligations for payment of real property taxes and arrangements for same	0.2
12/26/12	WJB	Revise letter to Kinderhook Bank re withdrawals to pay real property taxes	0.2
12/26/12	MGS2	Telephone call with Fulton County regarding tax bills for Sacandaga Lake Properties	0.2
12/26/12	MGS2	Obtain tax bills regarding Sacandaga Lake Properties	0.5
12/26/12	MGS2	Summarize results of tax bills for Sacandaga Lake Properties	0.5
12/27/12	WJB	Review B Shea e-mail on delivery delay for checks to be used for Smith Trust real property payments and check tracking information re same	0.2
12/27/12	WJB	Conference with MGS2 on locating information on where to send real property taxes by overnight courier for Fulton County to pay Sacandaga Lake taxes	0.1
12/27/12	WJB	Prepare letter to Fulton County Tax Commissioner re payment of Sacandaga Lake real property taxes including preparation of six checks for payment of same	0.8
12/27/12	WJB	Review e-mail from G Smith with National Grid bills to pay and forward to B Shea for same	0.1
12/27/12	MGS2	Telephone call to Fulton County regarding paying of tax bills for Sacandaga Lake Properties	0.2

33474 Brown, William J. as Receiver of McGinn,
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Date

Tkpr

Hours

CURRENT FEES

\$6,687.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Overnight Courier WJB - UPS to Jessica Sweet re
Smith Trust 26.67

Overnight Courier WJB - UPS to Fulton County
Treasurer re Smith Trust 24.40

CURRENT EXPENSES

51.07

TOTAL AMOUNT OF THIS INVOICE

\$6,738.07

PAYMENT DUE UPON RECEIPT

Exhibit C

WILLIAM J. BROWN, ESQ
RECEIVER

PHILLIPS LYTTLE LLP
3400 HSBC CENTER
BUFFALO, NY 14203
PHONE 716 847 7089

STANDARDIZED FUND ACCOUNTING REPORT

CIVIL DISTRIBUTION FUND

MCGINN, SMITH & CO. INC. ET. AL.
CIVIL COURT DOCKET No.
10-CV-457(GLS/DRN)

REPORTING PERIOD 04/01/2012 TO 06/30/2012

STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis
Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)
Reporting Period 04/01/2012 to 06/30/2012

FUND ACCOUNTING (See Instructions):				
		Detail	Subtotal	Grand Total
Line 1	Beginning Balance (As of 3/31/2012):	8,264,967	8,264,967	8,264,967
	Increases in Fund Balance:			
Line 2	Business Income	1,695,153	1,695,153	1,695,153
Line 3	Cash and Securities			
Line 4	Interest/Dividend Income	1,319	1,319	1,319
Line 5	Business Asset Liquidation	3,601,387	3,601,387	3,601,387
Line 6	Personal Asset Liquidation			
Line 7	Third-Party Litigation Income	3,927	3,927	3,927
Line 8	Miscellaneous - Other			
	Total Funds Available (Lines 1 - 8):	5,301,786	5,301,786	5,301,786
	Decreases in Fund Balance:			
Line 9	Disbursements to Investors			
Line 10	Disbursements for Receivership Operations			
Line 10a	Disbursements to Receiver or Other Professionals			
Line 10b	Business Asset Expenses	1,300,514	1,300,514	1,300,514
Line 10c	Personal Asset Expenses			
Line 10d	Investment Expenses			
Line 10e	Third-Party Litigation Expenses			
	1. Attorney Fees			
	2. Litigation Expenses			
	Total Third-Party Litigation Expenses			
Line 10f	Tax Administrator Fees and Bonds			
Line 10g	Federal and State Tax Payments			
	Total Disbursements for Receivership Operations	1,300,514	1,300,514	1,300,514
Line 11	Disbursements for Distribution Expenses Paid by the Fund:			
Line 11a	Distribution Plan Development Expenses:			
	1. Fees:			
	Fund Administrator.....			
	Independent Distribution Consultant (IDC).....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Miscellaneous			
	Total Plan Development Expenses			
Line 11b	Distribution Plan Implementation Expenses:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Investor Identification:			
	Notice/Publishing Approved Plan.....			
	Claimant Identification.....			
	Claims Processing.....			
	Web Site Maintenance/Call Center.....			
	4. Fund Administrator Bond			
	5. Miscellaneous			
	6. Federal Account for Investor Restitution (FAIR) Reporting Expenses			
	Total Plan Implementation Expenses			
	Total Disbursements for Distribution Expenses Paid by the Fund			
Line 12	Disbursements to Court/Other:			
Line 12a	Investment Expenses/Court Registry Investment System (CRIS) Fees			
Line 12b	Federal Tax Payments			
	Total Disbursements to Court/Other:			
	Total Funds Disbursed (Lines 9 - 11):			
Line 13	Ending Balance (As of 3/31/2012):			12,266,239

STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis
Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)
Reporting Period 04/01/2012 to 06/30/2012

Line 14	Ending Balance of Fund – Net Assets:			
Line 14a	Cash & Cash Equivalents			
Line 14b	Investments			
Line 14c	Other Assets or Uncleared Funds			
	Total Ending Balance of Fund – Net Assets			\$ 12,266,239

OTHER SUPPLEMENTAL INFORMATION:				
		Detail	Subtotal	Grand Total
	Report of Items NOT To Be Paid by the Fund:			
Line 15	Disbursements for Plan Administration Expenses Not Paid by the Fund:			
Line 15a	Plan Development Expenses Not Paid by the Fund:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Miscellaneous			
	Total Plan Development Expenses Not Paid by the Fund			
Line 15b	Plan Implementation Expenses Not Paid by the Fund:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Investor Identification:			
	Notice/Publishing Approved Plan.....			
	Claimant Identification.....			
	Claims Processing.....			
	Web Site Maintenance/Call Center.....			
	4. Fund Administrator Bond			
	5. Miscellaneous			
	6. FAIR Reporting Expenses			
	Total Plan Implementation Expenses Not Paid by the Fund			
Line 15c	Tax Administrator Fees & Bonds Not Paid by the Fund			
	Total Disbursements for Plan Administration Expenses Not Paid by the Fund			
Line 16	Disbursements to Court/Other Not Paid by the Fund:			
Line 16a	Investment Expenses/CRIS Fees			
Line 16b	Federal Tax Payments			
	Total Disbursements to Court/Other Not Paid by the Fund:			
Line 17	DC & State Tax Payments			
Line 18	No. of Claims:			
Line 18a	# of Claims Received This Reporting Period.....			754
Line 18b	# of Claims Received Since Inception of Fund.....			
Line 19	No. of Claimants/Investors:			
Line 19a	# of Claimants/Investors Paid This Reporting Period.....			
Line 19b	# of Claimants/Investors Paid Since Inception of Fund.....			

Receiver:

By: _____
 (signature)

 (printed name)

 (title)

Date: _____

WILLIAM J. BROWN, ESQ
RECEIVER

PHILLIPS LYTTLE LLP
3400 HSBC CENTER
BUFFALO, NY 14203
PHONE 716 847 7089

STANDARDIZED FUND ACCOUNTING REPORT

CIVIL DISTRIBUTION FUND

MCGINN, SMITH & CO. INC. ET. AL.
CIVIL COURT DOCKET No.
10-CV-457(GLS/DRN)

REPORTING PERIOD 07/01/2012 TO 09/30/2012

STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis
Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)
Reporting Period 07/01/2012 to 09/30/2012

FUND ACCOUNTING (See Instructions):				
		Detail	Subtotal	Grand Total
Line 1	Beginning Balance (As of 6/30/2012):	12,266,239	12,266,239	12,266,239
	Increases in Fund Balance:			
Line 2	Business Income	516,740	516,740	516,740
Line 3	Cash and Securities			
Line 4	Interest/Dividend Income	1,341	1,341	1,341
Line 5	Business Asset Liquidation	463,468	463,468	463,468
Line 6	Personal Asset Liquidation			
Line 7	Third-Party Litigation Income	3,957	3,957	3,957
Line 8	Miscellaneous - Other	35,768	35,768	35,768
	Total Funds Available (Lines 1 - 8):	1,021,274	1,021,274	1,021,274
	Decreases in Fund Balance:			
Line 9	Disbursements to Investors			
Line 10	Disbursements for Receivership Operations			
Line 10a	Disbursements to Receiver or Other Professionals	513,725	513,725	513,725
Line 10b	Business Asset Expenses	609,166	609,166	609,166
Line 10c	Personal Asset Expenses			
Line 10d	Investment Expenses			
Line 10e	Third-Party Litigation Expenses			
	1. Attorney Fees			
	2. Litigation Expenses			
	Total Third-Party Litigation Expenses			
Line 10f	Tax Administrator Fees and Bonds			
Line 10g	Federal and State Tax Payments			
	Total Disbursements for Receivership Operations	1,122,891	1,122,891	1,122,891
Line 11	Disbursements for Distribution Expenses Paid by the Fund:			
Line 11a	Distribution Plan Development Expenses:			
	1. Fees:			
	Fund Administrator.....			
	Independent Distribution Consultant (IDC).....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Miscellaneous			
	Total Plan Development Expenses			
Line 11b	Distribution Plan Implementation Expenses:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Investor Identification:			
	Notice/Publishing Approved Plan.....			
	Claimant Identification.....			
	Claims Processing.....			
	Web Site Maintenance/Call Center.....			
	4. Fund Administrator Bond			
	5. Miscellaneous			
	6. Federal Account for Investor Restitution (FAIR) Reporting Expenses			
	Total Plan Implementation Expenses			
	Total Disbursements for Distribution Expenses Paid by the Fund			
Line 12	Disbursements to Court/Other:			
Line 12a	Investment Expenses/Court Registry Investment System (CRIS) Fees			
Line 12b	Federal Tax Payments			
	Total Disbursements to Court/Other:			
	Total Funds Disbursed (Lines 9 - 11):			
Line 13	Ending Balance (As of 9/30/2012):			12,164,622

STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis
Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)
Reporting Period 07/01/2012 to 09/30/2012

Line 14	Ending Balance of Fund – Net Assets:			
Line 14a	Cash & Cash Equivalents			
Line 14b	Investments			
Line 14c	Other Assets or Uncleared Funds			
	Total Ending Balance of Fund – Net Assets			\$ 12,164,622

OTHER SUPPLEMENTAL INFORMATION:				
		Detail	Subtotal	Grand Total
	Report of Items NOT To Be Paid by the Fund:			
Line 15	Disbursements for Plan Administration Expenses Not Paid by the Fund:			
Line 15a	Plan Development Expenses Not Paid by the Fund:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Miscellaneous			
	Total Plan Development Expenses Not Paid by the Fund			
Line 15b	Plan Implementation Expenses Not Paid by the Fund:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Investor Identification:			
	Notice/Publishing Approved Plan.....			
	Claimant Identification.....			
	Claims Processing.....			
	Web Site Maintenance/Call Center.....			
	4. Fund Administrator Bond			
	5. Miscellaneous			
	6. FAIR Reporting Expenses			
	Total Plan Implementation Expenses Not Paid by the Fund			
Line 15c	Tax Administrator Fees & Bonds Not Paid by the Fund			
	Total Disbursements for Plan Administration Expenses Not Paid by the Fund			
Line 16	Disbursements to Court/Other Not Paid by the Fund:			
Line 16a	Investment Expenses/CRIS Fees			
Line 16b	Federal Tax Payments			
	Total Disbursements to Court/Other Not Paid by the Fund:			
Line 17	DC & State Tax Payments			
Line 18	No. of Claims:			
Line 18a	# of Claims Received This Reporting Period.....			
Line 18b	# of Claims Received Since Inception of Fund.....			
Line 19	No. of Claimants/Investors:			
Line 19a	# of Claimants/Investors Paid This Reporting Period.....			
Line 19b	# of Claimants/Investors Paid Since Inception of Fund.....			

Receiver: _____

By: _____

(signature)

(printed name)

(title)

Date: _____

WILLIAM J. BROWN, ESQ
RECEIVER

PHILLIPS LYTTLE LLP
3400 HSBC CENTER
BUFFALO, NY 14203
PHONE 716 847 7089

STANDARDIZED FUND ACCOUNTING REPORT

CIVIL DISTRIBUTION FUND

MCGINN, SMITH & CO. INC. ET. AL.
CIVIL COURT DOCKET No.
10-CV-457(GLS/DRN)

REPORTING PERIOD 10/01/2012 TO 12/31/2012

STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis
Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)
Reporting Period 10/01/2012 to 12/31/2012

FUND ACCOUNTING (See Instructions):				
		Detail	Subtotal	Grand Total
Line 1	Beginning Balance (As of 9/30/2012):	12,164,622	12,164,622	12,164,622
	Increases in Fund Balance:			
Line 2	Business Income	487,201	487,201	487,201
Line 3	Cash and Securities			
Line 4	Interest/Dividend Income	1,327	1,327	1,327
Line 5	Business Asset Liquidation	70,325	70,325	70,325
Line 6	Personal Asset Liquidation			
Line 7	Third-Party Litigation Income	3,986	3,986	3,986
Line 8	Miscellaneous - Other			
	Total Funds Available (Lines 1 - 8):	562,839	562,839	562,839
	Decreases in Fund Balance:			
Line 9	Disbursements to Investors			
Line 10	Disbursements for Receivership Operations			
Line 10a	Disbursements to Receiver or Other Professionals	447	447	447
Line 10b	Business Asset Expenses	611,436	611,436	611,436
Line 10c	Personal Asset Expenses			
Line 10d	Investment Expenses			
Line 10e	Third-Party Litigation Expenses			
	1. Attorney Fees			
	2. Litigation Expenses			
	Total Third-Party Litigation Expenses			
Line 10f	Tax Administrator Fees and Bonds			
Line 10g	Federal and State Tax Payments			
	Total Disbursements for Receivership Operations	611,883	611,883	611,883
Line 11	Disbursements for Distribution Expenses Paid by the Fund:			
Line 11a	Distribution Plan Development Expenses:			
	1. Fees:			
	Fund Administrator.....			
	Independent Distribution Consultant (IDC).....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Miscellaneous			
	Total Plan Development Expenses			
Line 11b	Distribution Plan Implementation Expenses:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Investor Identification:			
	Notice/Publishing Approved Plan.....			
	Claimant Identification.....			
	Claims Processing.....			
	Web Site Maintenance/Call Center.....			
	4. Fund Administrator Bond			
	5. Miscellaneous			
	6. Federal Account for Investor Restitution			
	(FAIR) Reporting Expenses			
	Total Plan Implementation Expenses			
	Total Disbursements for Distribution Expenses Paid by the Fund			
Line 12	Disbursements to Court/Other:			
Line 12a	Investment Expenses/Court Registry Investment			
	System (CRIS) Fees			
Line 12b	Federal Tax Payments			
	Total Disbursements to Court/Other:			
	Total Funds Disbursed (Lines 9 - 11):			12,115,578
Line 13	Ending Balance (As of 9/30/2012):			

STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis
Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)
Reporting Period 10/01/2012 to 12/31/2012

Line 14	Ending Balance of Fund -- Net Assets:			
Line 14a	Cash & Cash Equivalents			
Line 14b	Investments			
Line 14c	Other Assets or Uncleared Funds			
	Total Ending Balance of Fund -- Net Assets			\$ 12,115,578

OTHER SUPPLEMENTAL INFORMATION:				
		Detail	Subtotal	Grand Total
	Report of Items NOT To Be Paid by the Fund:			
Line 15	Disbursements for Plan Administration Expenses Not Paid by the Fund:			
Line 15a	Plan Development Expenses Not Paid by the Fund:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Miscellaneous			
	Total Plan Development Expenses Not Paid by the Fund			
Line 15b	Plan Implementation Expenses Not Paid by the Fund:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Investor Identification:			
	Notice/Publishing Approved Plan.....			
	Claimant Identification.....			
	Claims Processing.....			
	Web Site Maintenance/Call Center.....			
	4. Fund Administrator Bond			
	5. Miscellaneous			
	6. FAIR Reporting Expenses			
	Total Plan Implementation Expenses Not Paid by the Fund			
Line 15c	Tax Administrator Fees & Bonds Not Paid by the Fund			
	Total Disbursements for Plan Administration Expenses Not Paid by the Fund			
Line 16	Disbursements to Court/Other Not Paid by the Fund:			
Line 16a	Investment Expenses/CRIS Fees			
Line 16b	Federal Tax Payments			
	Total Disbursements to Court/Other Not Paid by the Fund:			
Line 17	DC & State Tax Payments			
Line 18	No. of Claims:			
Line 18a	# of Claims Received This Reporting Period.....			
Line 18b	# of Claims Received Since Inception of Fund.....			
Line 19	No. of Claimants/Investors:			
Line 19a	# of Claimants/Investors Paid This Reporting Period.....			
Line 19b	# of Claimants/Investors Paid Since Inception of Fund.....			

Receiver:

By: _____
 (signature)

 (printed name)

 (title)

Date: _____

WILLIAM J. BROWN, ESQ
RECEIVER

PHILLIPS LYTTLE LLP
3400 HSBC CENTER
BUFFALO, NY 14203
PHONE 716 847 7089

STANDARDIZED FUND ACCOUNTING REPORT

CIVIL DISTRIBUTION FUND

MCGINN, SMITH & CO. INC. ET. AL.
CIVIL COURT DOCKET No.
10-CV-457(GLS/DRN)

REPORTING PERIOD 4/01/2013 TO 6/30/2013

STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis
Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)
Reporting Period 4/1/2013 to 6/30/2013

FUND ACCOUNTING (See Instructions):				
		Detail	Subtotal	Grand Total
Line 1	Beginning Balance (As of 12/31/2012):	13,665,773	13,665,773	13,665,773
	Increases in Fund Balance:			
Line 2	Business Income	383,502	383,502	383,502
Line 3	Cash and Securities			
Line 4	Interest/Dividend Income	8,403	8,403	8,403
Line 5	Business Asset Liquidation	411,839	411,839	411,839
Line 6	Personal Asset Liquidation			
Line 7	Third-Party Litigation Income	4,074	4,074	4,074
Line 8	Miscellaneous - Other			
	Total Funds Available (Lines 1 - 8):	807,818	807,818	807,818
	Decreases in Fund Balance:			
Line 9	Disbursements to Investors			
Line 10	Disbursements for Receivership Operations			
Line 10a	Disbursements to Receiver or Other Professionals		-	-
Line 10b	Business Asset Expenses	428,745	428,745	428,745
Line 10c	Personal Asset Expenses			
Line 10d	Investment Expenses			
Line 10e	Third-Party Litigation Expenses			
	1. Attorney Fees			
	2. Litigation Expenses			
	Total Third-Party Litigation Expenses			
Line 10f	Tax Administrator Fees and Bonds			
Line 10g	Federal and State Tax Payments			
	Total Disbursements for Receivership Operations	428,745	428,745	428,745
Line 11	Disbursements for Distribution Expenses Paid by the Fund:			
Line 11a	Distribution Plan Development Expenses:			
	1. Fees:			
	Fund Administrator.....			
	Independent Distribution Consultant (IDC).....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Miscellaneous			
	Total Plan Development Expenses			
Line 11b	Distribution Plan Implementation Expenses:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Investor Identification:			
	Notice/Publishing Approved Plan.....			
	Claimant Identification.....			
	Claims Processing.....			
	Web Site Maintenance/Call Center.....			
	4. Fund Administrator Bond			
	5. Miscellaneous			
	6. Federal Account for Investor Restitution (FAIR) Reporting Expenses			
	Total Plan Implementation Expenses			
	Total Disbursements for Distribution Expenses Paid by the Fund			
Line 12	Disbursements to Court/Other:			
Line 12a	Investment Expenses/Court Registry Investment System (CRIS) Fees			
Line 12b	Federal Tax Payments			
	Total Disbursements to Court/Other:			
	Total Funds Disbursed (Lines 9 - 11):			
Line 13	Ending Balance (As of 12/31/2013):			14,044,846

STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis
Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)
Reporting Period 4/1/2013 to 6/30/2013

Line 14	Ending Balance of Fund – Net Assets:			
Line 14a	Cash & Cash Equivalents			
Line 14b	Investments			
Line 14c	Other Assets or Uncleared Funds			
	Total Ending Balance of Fund – Net Assets			\$ 14,044,846

OTHER SUPPLEMENTAL INFORMATION:				
		Detail	Subtotal	Grand Total
	Report of Items NOT To Be Paid by the Fund:			
Line 15	Disbursements for Plan Administration Expenses Not Paid by the Fund:			
Line 15a	Plan Development Expenses Not Paid by the Fund:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Miscellaneous			
	<u>Total Plan Development Expenses Not Paid by the Fund</u>			
Line 15b	Plan Implementation Expenses Not Paid by the Fund:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Investor Identification:			
	Notice/Publishing Approved Plan.....			
	Claimant Identification.....			
	Claims Processing.....			
	Web Site Maintenance/Call Center.....			
	4. Fund Administrator Bond			
	5. Miscellaneous			
	6. FAIR Reporting Expenses			
	<u>Total Plan Implementation Expenses Not Paid by the Fund</u>			
Line 15c	<u>Tax Administrator Fees & Bonds Not Paid by the Fund</u>			
	Total Disbursements for Plan Administration Expenses Not Paid by the Fund			
Line 16	Disbursements to Court/Other Not Paid by the Fund:			
Line 16a	Investment Expenses/CRIS Fees			
Line 16b	Federal Tax Payments			
	Total Disbursements to Court/Other Not Paid by the Fund:			
Line 17	DC & State Tax Payments			
Line 18	No. of Claims:			
Line 18a	# of Claims Received This Reporting Period.....			
Line 18b	# of Claims Received Since Inception of Fund.....			2,781
Line 19	No. of Claimants/Investors:			
Line 19a	# of Claimants/Investors Paid This Reporting Period.....			
Line 19b	# of Claimants/Investors Paid Since Inception of Fund.....			2

Receiver:

By:

(signature)

William T. Brown

(printed name)

Receiver

(title)

Date:

9/9/2013

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

-----X
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. :

-----X
**ORDER APPROVING AMENDED FIFTH INTERIM APPLICATION OF
PHILLIPS LYTLE LLP AND THE RECEIVER FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon the Fifth Interim Application of Phillips Lytle LLP (“Phillips Lytle”) and
the Receiver (“Receiver”) for Allowance of Compensation and Reimbursement of Expenses
dated September 13, 2013 (“Application”) for an order approving the allowance of compensation
and reimbursement of expenses; and notice of the Application having been given to the

Securities and Exchange Commission and all parties who have filed a Notice of Appearance in this action and all creditors of the McGinn Smith Entities and other parties in interest via the Receiver's website, which notice is deemed good and sufficient notice; and the Court having determined that sufficient cause exists; it is therefore

ORDERED, that the Application is approved such that (i) compensation for legal and Receiver services rendered between May 1, 2012 and December 31, 2012 ("Fifth Interim Period") in the amount of \$189,795.15 is allowed as an interim allowance, and (ii) reimbursement of expenses advanced by Phillips Lytle during the Fifth Interim Period in the amount of \$13,432.20 is allowed as an interim disbursement payment; and it is further

ORDERED, that the Receiver is authorized and directed to pay the amounts as allowed pursuant to this Order.

Dated: _____, 2013

HON. CHRISTIAN F. HUMMEL

Doc #01-2694341.2

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

-----X
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. :

-----X
CERTIFICATE OF SERVICE

I, Karen M. Ludlow, being at all times over 18 years of age, hereby certify that on September 13, 2013, a true and correct copy of the Notice and Fifth Interim Application of Phillips Lytle LLP and the Receiver for Allowance of Compensation and Reimbursement of Expenses was caused to be served by e-mail upon all parties who receive electronic notice in this case pursuant to the Court's ECF filing system, and by First Class Mail to the parties indicated below:

- **Alison B. Cohen** - acohen@gkblaw.com
- **William J. Dreyer** - wdreyer@dreyerboyajian.com, lbaldwin@dreyerboyajian.com, sbreslin@dreyerboyajian.com, bhill@dreyerboyajian.com
- **Scott J. Ely** - sje@fwc-law.com
- **James D. Featherstonhaugh** - jdf@fwc-law.com, cr@fwc-law.com, shm@fwc-law.com, sje@fwc-law.com, sbh@fwc-law.com

- **Erin K. Higgins** - EHiggins@ckrpf.com
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- **Martin P. Russo** - mrusso@gkblaw.com
- **David P. Stoelting** - stoeltingd@sec.gov, mehrabanl@sec.gov, mcgrathk@sec.gov, paleym@sec.gov, wbrown@phillipslytle.com, arnoldl@sec.gov
- **The Shoma Group** - fsilva@shomagroup.com
- **Benjamin Zelermyer** - bzlaw@optonline.net, steincav@aol.com

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The Dunn Law Firm PLLC
99 Pine Street, Suite 210
Albany, NY 12207

Dated: September 13, 2013

/s/ Karen M. Ludlow
Karen M. Ludlow