

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF NEW YORK**

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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,  
LYNN A. SMITH, GEOFFREY R. SMITH, Trustee  
of the David L. and Lynn A. Smith Irrevocable Trust  
U/A 8/04/04, GEOFFREY R. SMITH, LAUREN  
T. SMITH, and NANCY MCGINN,

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

*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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**RELIEF DEFENDANT/DEFENDANT LYNN A. SMITH'S STATEMENT OF  
DISPUTED FACTS AND RESPONSE TO THE PLAINTIFF'S  
STATEMENT OF MATERIAL FACTS**

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**NOW COMES** the Relief Defendant/Defendant Lynn A. Smith (hereinafter "L.Smith")  
by and through her Counsel of record herein, submits a Statement of Disputed Facts and a  
Response to the Plaintiffs' Statement of Material Facts in Support of the Motion for Summary

Judgment pursuant to Federal Rule of Civil Procedure 56 and Northern District Local Rule 7.1(a)(3).

### **GENERAL OBJECTIONS**

By way of general objection, the Plaintiffs' Statement of Material Facts ("SMF") asserts argument, *innuendo*, and legal arguments throughout rather than providing "each material fact about which the moving party contends there exists no genuine issue" as required by Local Rule 7.1(a)(3). Therefore, L.Smith sets forth the following general objections that are incorporated into the Responses of L.Smith.

1. Nothing in this response shall be construed as an admission by L.Smith as to the evidence set forth by the Plaintiffs. Any admissions made by L.Smith in the Responses are made solely for purposes of responding to the Plaintiffs' Motion for Summary Judgment.

2. The Plaintiffs are only "to identify the material facts and point to the evidence of record that supports [its] positions." Heasley v. D.C. General Hospital, 180 F.Supp.2d 158, 163 (D.D.C. 2002) (citing cases). At certain instances throughout, L.Smith objects to the Plaintiffs' assertions to the extent they are legal arguments as to which no response is required.

3. L.Smith expressly reserves the right to challenge the admissibility of the Plaintiffs' evidence, opinions and creditability at trial.

4. L.Smith reserves all other objections, but not limited to, the right to object or consent to each of Plaintiffs' statement of fact at trial.

5. At certain instances throughout, L.Smith objects to the exhibit cited by Plaintiffs, to the extent that they are not complete, are not characterized as being what they purport on their face to be, and otherwise fail to as authenticity, foundation and admissibility.

6. At certain instances throughout, L.Smith respectfully submits that she lacks information or knowledge sufficient to form a belief as to the allegations in the Plaintiffs' corresponding paragraph. By way of general objection, L.Smith lacks information and knowledge sufficient to form a belief as to the allegations specifically asserted against Timothy McGinn and David L.Smith that resulted in their criminal convictions. By the Plaintiffs' own admissions, L.Smith had little to no knowledge as to the complex business structure of McGinn, Smith & Co., Inc. Furthermore, all financial records were removed from the Smith residence pursuant to a search warrant executed in April of 2010, and David Smith has begun serving a prison sentence.

#### **STATEMENT OF DISPUTED FACTS**

For a more complete statement of the procedural posture of this action the Relief Defendant/Defendant refers the Court to the Affidavit of James D. Featherstonhaugh filed in support of Relief Defendant/Defendant's separate motion for summary judgment.

The Relief Defendant/Defendant Lynn A. Smith submits to the Court the following list of facts which are disputed, and thus, require a jury trial to adjudicate. Each disputed fact is provided to the Court in bold font and is underlined below.

1. **Lynn Smith's Stock Account was created prior to 1991.** Dkt.23, Dkt.34, Dkt.86 at p.7-9, Plaintiffs' SMF App.Ex.272 at p.325, 355-58; *See also*, L.Smith Exhibits "A", "B" and "C" attached hereto.

L. Smith Exhibit "A" represents various stock certificates from 1970 that were held in the individual name of Lynn A. Smith. Exhibit "B" represents various correspondence signed by Lynn Smith addressed to the attorney handling the estate of her father and also to Surrogate Court of Montgomery County. Exhibit "C" represents a letter from the Hayden, Stone Incorporated that demonstrates Lynn Smith's father, Mr. Wasil R. Laskevich, was a "customer" of the company. Exhibit "B" provides evidence that Lynn Smith was the sole heir to the estate of "Wasil R.

Laskevich". Collectively Exhibits "A", "B" and "C" demonstrate that L.Smith individually inherited her father's account (the "Stock Account") at Hayden Stone in approximately 1971. The Stock Account contained the securities found in Exhibit "A". The Stock Account was eventually transferred to McGinn, Smith & Co., Inc. under the discretionary authority of David L. Smith.

2. **Lynn Smith is the sole individual owner of the Stock Account.** Dkt.23, Dkt.34 Plaintiffs' SMF App.Ex.272 at p.325, 355-58, *See also*, L.Smith Exhibits "A", "B" and "C" attached hereto.

3. **Documented evidence exists that demonstrates L.Smith maintained a Stock Account in her individual name prior to 1991.** *See*, L.Smith Exhibits "A", "B" and "C".

4. **The Bear Stearns Report of New Account, dated November 11, 1991, does not establish that the Stock Account was created in 1991.** Plaintiffs' SMF App. Ex. 263,264, Dkt.23, Dkt.34, Plaintiffs' SMF App.Ex.272 at p.325, 355-58, L.Smith Exhibits "A", "B" and "C".

5. **McGinn, Smith & Co., Inc. began utilizing Bear Stearns as the clearing broker because Securities Settlement Corporation was purchased by another entity and ceased doing business.** *See*, SEC News Digest, Issue 92-130, Administrative Proceedings Brought Against Securities Settlement Corporation, attached hereto as L.Smith Exhibit "D" at p.2 stating:

SSC was subsequently sold to Jesup & Lamont Securities Co., Inc., which merged with Josephthal & Co. to become Jesup Josephthal & Co. In late 1991 Jesup Josephthal & Co. changed its name to JJC Securities, Co.

6. **Lynn Smith controlled the Stock Account.** Dkt. 23, Dkt.34. Accordingly, any benefit David Smith received was conferred by the goodwill of L.Smith. David Smith's management of the account was limited to his discretion in his capacity of the broker of record in which he supposedly acted in the customer's best interest at all times. Every customer who gave David Smith discretion over their accounts signed the same documents as Lynn Smith.

7. **David Smith's discretionary authority required him to act in Lynn Smith's best interest at all times and prohibited him withdrawing money from the Stock Account.** Plaintiffs' SMF ¶357, Exhibit 221, Exhibit 222.

8. **David Smith's contribution to the ALBANK stock purchase was a lawful gift to L.Smith.** Plaintiffs' SMF App.Ex.243, Ex.237, Ex.238, Ex.235, Ex.239. As demonstrated by Ex.243, David Smith's contribution to the ALBANK stock was a gift to L.Smith because the shares were deposited exclusively into her account on September 18, 1992.

9. **The Smith's joint financial statements do not establish that David and Lynn Smith jointly owned the Stock Account.** Plaintiffs' SMF ¶347-¶355, App. Ex.183-189. The Smith joint financial statements were only created as to establish a compilation of the total assets held in the name of David Smith or Lynn Smith either individually or jointly. The Smith's joint financial statements are not a true characterization of legal title.

## **RESPONSES TO PLAINTIFFS' STATEMENT OF MATERIAL FACTS**

### **I. PARTIES AND REVEVANT ENTITIES**

#### **A. McGinn and Smith**

1. L. Smith admits the allegations as set forth in paragraph 1.
2. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 2.

#### **B. Entities Owned and Controlled by Smith and McGinn**

3. L. Smith admits the allegations as set forth in paragraph 3.
4. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 4.

5. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 5.

6. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 6.

7. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 7.

8. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 8.

**C. The Four Funds, Trust and MSTF Offerings**

9. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 9.

10. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 10.

11. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 11.

12. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 12.

13. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 13.

14. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 14.

15. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 15.

**D. Lynn, Geoffrey and Lauren Smith; Nancy McGinn**

16. L.Smith admits the allegations as set forth in paragraph 16.

17. L.Smith admits the allegations as set forth in paragraph 17.

18. L.Smith admits the allegations as set forth in paragraph 18.

19. L.Smith denies the allegations as set forth in paragraph 19. Upon information and belief, Timothy McGinn and Nancy McGinn are divorced.

**II. JURISDICTION AND VENUE**

20. L.Smith admits the allegations as set forth in paragraph 20.

21. L.Smith admits the allegations as set forth in paragraph 21.

22. L.Smith admits the allegations as set forth in paragraph 22.

**III. PROCEDURAL HISTORY**

**A. Overview**

23. L.Smith admits the allegations as set forth in paragraph 23.

24. L.Smith admits the allegations as set forth in paragraph 24.

25. L.Smith admits the allegations as set forth in paragraph 25.

26. L.Smith admits the allegations as set forth in paragraph 26.

27. L.Smith admits the allegations as set forth in paragraph 27.

**B. The Court's July 7, 2010 Decision**

28. L.Smith admits the allegations as set forth in paragraph 28.

29. L.Smith admits the allegations as set forth in paragraph 29.

30. L.Smith admits the allegations as set forth in paragraph 29.

31. L.Smith admits the allegations as set forth in paragraph 31.

32. L.Smith admits the allegations as set forth in paragraph 32.

33. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 33.

34. L.Smith denies the information as set forth in paragraph 34 as there is no record citation to support the Plaintiffs' assertions.

**C. The SEC's Motion for Reconsideration Based on Newly Discovered Evidence**

35. L.Smith admits the allegations as set forth in paragraph 35.

36. L.Smith admits the allegations as set forth in paragraph 36.

37. L.Smith admits the allegations as set forth in paragraph 37.

38. L.Smith admits the allegations as set forth in paragraph 38.

39. L.Smith admits the allegations as set forth in paragraph 39.

40. L.Smith admits the allegations as set forth in paragraph 40.

**D. The Second Circuit Opinions Affirming this Court's Orders**

41. L.Smith admits the allegations as set forth in paragraph 41.

42. L.Smith admits the allegations as set forth in paragraph 42.

43. L.Smith admits the allegations as set forth in paragraph 43.

44. L.Smith admits the allegations as set forth in paragraph 44.

45. L.Smith admits the allegations as set forth in paragraph 45.

46. L.Smith admits the allegations as set forth in paragraph 46.

**E. This Court Found McGinn in Contempt of the Preliminary Injunction Order**

47. L.Smith admits the allegations as set forth in paragraph 47.

**IV. THE PARALLEL CRIMINAL CASE**

**A. McGinn and Smith**

48. L.Smith admits the allegations as set forth in paragraph 48.



49. L.Smith admits the allegations as set forth in paragraph 49.

50. L.Smith admits the allegations as set forth in paragraph 50.

51. L.Smith admits the allegations as set forth in paragraph 51.

52. L.Smith admits the allegations as set forth in paragraph 52.

53. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 53.

54. L.Smith admits the allegations as set forth in paragraph 54.

55. L.Smith admits the allegations as set forth in paragraph 55.

56. L.Smith admits the allegations as set forth in paragraph 56.

**B. Guilty Pleas of Shea, Rogers and Simons**

57. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 57.

58. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 58.

59. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 59.

60. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 60.

61. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 61.

62. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 62.

**V. OTHER PORCEEDINGS AGAINST MCGINN AND SMITH**

63. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 63.

64. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 64.

65. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 65.

66. L.Smith admits the allegations as set forth in paragraph 66.

**VI. UNDISPUTED FACTS SHOWING VIOLATIONS OF THE FEDERAL SECURITIES LAWS**

**A. Evidence of McGinn's and Smith's Violations**

**1. Structure of the Four Funds and the PPM Disclosures**

67. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 67.

68. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 68.

69. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 69.

70. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 70.

71. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 71.

72. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 72.

73. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 73.

74. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 74.

**2. Payments of Four Funds Proceeds to Redeem pre-2003 Offerings**

75. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 75.

76. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 76.

77. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 77.

78. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 78.

79. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 79.

80. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 80.

81. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 81.

82. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 82.

83. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 83.

202. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 202.

203. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 203.

204. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 204.

205. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 205.

206. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 206.

207. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 207.

208. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 208.

209. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 209.

210. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 210.

211. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 211.

212. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 212.

213. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 213.

214. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 214.

215. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 215.

216. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 216.

217. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 217.

218. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 218.

219. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 219.

**5. Smith Directed that Accounting Entries be Falsified**

220. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 220.

221. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 221.

222. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 222.

223. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 223.

224. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 224.

6. **McGinn and Smith Concealed the Firstline Bankruptcy from the Brokers**

225. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 225.

226. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 226.

227. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 227.

228. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 228.

229. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 229.

230. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 230.

231. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 231.

232. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 232.

233. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 233.

234. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 234.

235. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 235.

236. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 236.

237. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 237.

238. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 238.

239. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 239.

240. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 240.

241. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 241.

242. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 242.

243. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 243.

244. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 244.

245. The allegations contained in Paragraph 245 constitute legal arguments or conclusions to which no response is required. To the extent that allegations are made against Lynn

Smith, to which a response is required, L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 245.

246. The allegations contained in Paragraph 246 constitute legal arguments or conclusions to which no response is required. To the extent that allegations are made against Lynn Smith, to which a response is required, L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 246.

247. The allegations contained in Paragraph 247 constitute legal arguments or conclusions to which no response is required. To the extent that allegations are made against Lynn Smith, to which a response is required, L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 247.

248. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 248.

249. The allegations contained in Paragraph 249 constitute legal arguments or conclusions to which no response is required. To the extent that allegations are made against Lynn Smith, to which a response is required, L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 249.

250. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 250.

7. **The Trust Offerings Were Driven By the Need for Cash To Prolong the Scheme**

251. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 251.

252. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 252.



253. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 253.

**8. The FINRA Examinations**

254. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 254.

255. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 255.

256. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 256.

257. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 257.

258. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 258.

259. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 259.

260. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 260.

261. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 261.

262. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 262.

263. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 263.

264. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 264.

**9. Smith's 1999 Letter to McGinn**

265. L.Smith denies the allegations as set forth in paragraph 265. Plaintiffs' SMF App.Ex.108 at 3153. The Ex.108 at p.3153 1.20-1.22 states as follows:

Q: And you kept it in your home office at your house, is that correct, yes or no, Mr. Smith?

A: No.

266. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 266.

267. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 267.

268. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 268.

269. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 269.

**C. Misrepresentations and Omissions to Investor**

**1. Thomas Brown**

270. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 270.

271. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 271.

272. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 272.

273. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 273.

274. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 274.

275. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 275.

**2. Avram Cahn**

276. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 276.

277. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 277.

278. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 278.

279. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 279.

280. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 280.

281. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 281.

**3. Henry Crist**

282. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 282.

283. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 283.

284. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 284.

285. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 285.

286. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 286.

**4. Mary Dale**

287. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 287.

288. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 288.

289. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 289.

290. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 290.

291. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 291.

**5. Robert DeLeonardis**

292. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 292.

293. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 293.

294. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 294.

295. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 295.

296. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 296.

297. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 297.

**6. William Ferraro**

298. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 298.

299. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 299.

300. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 300.

301. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 301.

302. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 302.

303. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 303.

**7. Andrew Greenberg**

304. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 304.

305. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 305.

306. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 306.

307. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 307.

308. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 308.

**8. Berta Kogan**

309. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 309.

310. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 310.

311. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 311.

312. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 312.

**9. Stephen Novack**

313. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 313.

314. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 314.

315. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 315.

**10. Robert Pugliese**

316. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 316.

317. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 317.

318. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 318.

319. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 319.

320. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 320.

321. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 321.

**11. Paul Sokol**

322. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 322.

323. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 323.

324. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 324.

**12. Monisignor Robert James Wargo**

325. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 325.

326. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 326.

327. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 327.

328. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 328.

**D. The Four Funds Offerings Were Not Registered**

329. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 329.

330. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 330.

**VII. DAVID SMITH JOINTLY OWNED AND CONTRLLED THE STOCK ACCOUNT**

**A. The Stock Account Was Funded From a Joint Account**

331. Admits the allegations as set forth in paragraph 331.

332. Admits the allegations as set forth in paragraph 332.

333. L.Smith denies the allegations contained in paragraph 333. Dkt.23 at ¶13-¶14.

The allegations set forth in paragraph 333 as are not an accurate representation of the exhibit



cited thereto. Paragraphs 13 and 14 of the Lynn Smith Affidavit dated May 21, 21010 states as follows:

13. My father's will created a trust that allowed a portion of the estate to pass to me immediately and a portion to pass to me five years later. My father's estate included my parent's home in Amsterdam, my father's life insurance, his stock account and the property on Great Sacandaga Lake. Having lost both my parents very young, I have always respected the fact that my father, who did not expect to die at the age of 50, provided for my future. The property and stock account my father left me in 1969 was my rightful inheritance, and it is galling that the Commission wants to take that from me.

14. When we moved to Rochester, I used a broker in Rochester to manage my stock account, which remained with Hayden, Stone & Co. At that time, the account had approximately \$60,000 in it.

To the extent of the allegation that "L.Smith stated that the stock account has always been her "separate property" and has "always been held in my name and my name alone", L. Smith admits that statement to be true regardless of the year the account was created.

334. Lynn Smith denies the allegations contained in paragraph 334. Dkt.23 at ¶17. The allegations set forth in paragraph 334 are not an accurate representation of the Affidavit of Lynn Smith cited thereto. Paragraphs 17 and 18 of the Lynn Smith Affidavit dated May 21, 2010 states as follows:

17. Notwithstanding the fact that we had a joint checking account, the stock account and the real estate on Great Sacandaga, indeed my entire inheritance from my father's estate, have always been my separate property. The account and the real property have always been held in my name and my name alone throughout our entire marriage. Although I have allowed my husband a fair amount of discretion in making investment decisions for my stock account, ultimate decisions on the account were made by me and there has never been any confusion as to the ownership of the account.

18. Over the years, my account grew because of good investment decisions and positive returns on those investments. My husband managed my account with full knowledge that I considered that account to be our nest egg and something I would pass on to our children someday, just as my father had done for me. Under my husband's management, my account grew steadily over the years. By the late 1990's, I had accumulated upwards of \$6,000,000 in my account.

335. The allegations contained in Paragraph 335 constitute legal arguments or conclusions to which no response is required. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied.

336. Admits the allegations as set forth in paragraph 336.

337. Admits the allegations as set forth in paragraph 337.

338. L.Smith denies the allegations as set forth in paragraph 338. *Supra*, Dkt.23 at ¶17.

339. L.Smith denies the allegations as set forth in paragraph 338. *See*, Dkt.23 at ¶17-19.

340. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. Exhibit 181 at p.4 states that Mr. Smith owned securities with a market value of \$144,348. Dkt.23 at ¶17 states "...the [Stock] [A]ccount and the real property have always been held in my name and my name alone throughout our entire marriage." *Id.*

341. Admits the allegations as set forth in paragraph 341.

342. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. Dkt.23 at ¶14. Paragraphs 14 of the Lynn Smith Affidavit dated May 21, 2010 states as follows:

14. When we moved to Rochester, I used a broker in Rochester to manage my stock account, which remained with Hayden, Stone & Co. At that time, the account had approximately \$60,000 in it.

343. L.Smith admits the allegation in paragraph 343 to the extent that David Smith, not Lynn Smith, had the joint financial statements prepared on at least twenty-one different dates between September 1984 and August 2008.

To the extent of the accuracy to the financial statements to which a response from L.Smith is required, they are denied. L.Smith did not see, authenticate, or witness the financial statements

cited to in Ex. 181-187,189, 192, 194, 197, 200, 203, 206-210 (Smiths' Financial Statements from 1984 through 2008). L.Smith admits Ex.185 to be compilation of assets to be under the control of David Smith or Lynn Smith but submits that none of the financial statements are a true or accurate characterization of legal title of those assets. *See*, Memorandum of Law In Support of Relief Defendant/Defendant Lynn A. Smith's Response to the Plaintiffs' Motion Pursuant To Federal Rule of Civil Procedure 56 For Summary Judgment at p.12-14.

344. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 344.

345. L.Smith admits the allegations as set forth in paragraph 345.

346. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. *See*, Plaintiffs' SMF App.Ex.182 at Note 2; Dkt.23.

347. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. Plaintiffs' SMF App.Ex.182 at note 2 reveals Individual Retirement Accounts in 1986, 1987, 1989.

348. L.Smith admits the allegations set forth in paragraph 348. However, L.Smith submits that the financial statements are not a true or accurate representation of legal title. For example, Plaintiffs' SMF App. Ex. 183,184 and 185 each illustrate security interests but do not mention legal title.

349. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. Plaintiff Exhibit 186 illustrates that David L. Smith and Lynn A. Smith listed Assets in the form of Cash and Marketable Securities in their June 1, 1990 Financial Statement, it does not prove ownership of the securities or establish title to the securities.

350. Admits the allegations as set forth in paragraph 350.

351. L.Smith denies that allegations set forth in paragraph 351, because the March 3, 1992 Stock Account statement is not “the first available statement”. See, Dkt.23. L.Smith admits that the March 3, 1992 Stock Account Statement reports a balance of \$446,449.00 in cash and securities....and shows a deposit in the amount of \$55,755 on February 5, 1992 and other smaller transactions were made to the account during the months of January and February 1992.

352. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. Dkt. 23, Affidavit of Lynn Smith dated May 21, 2010, proves that Lynn Smith had a brokerage account in her name as the result of her father’s inheritance in 1970’s.

353. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. Exhibit 189 does not support the allegation of “jointly owned cash and marketable securities”.

354. L.Smith admits the allegations as set forth in paragraph 354.

355. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. The allegations set forth in Paragraph 355 are not an accurate representation of Ex.189. Exhibit 189 provides a Financial Statement of David L. Smith and Lynn A. Smith for the year 1989 which is limited to a list of assets and securities that are owned by David L. Smith or Lynn A. Smith. It is not known if those assets are jointly owned or owned on an individual basis.

356. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. Dkt.23. The Affidavit of Lynn Smith dated May 21, 2010 states:

14. When we moved to Rochester, I used a broker in Rochester to manage my stock account, which remained with Hayden, Stone & Co. At that time, the account had approximately \$60,000 in it.

**B. David Smith Controlled the Stock Account**

357. L.Smith admits the allegations as set forth in paragraph 357 to the extent that David Smith had discretion over the Stock Account. L.Smith denies the allegation that David Smith could withdraw money from the Stock Account.

358. Admits the allegations as set forth in paragraph 358.

359. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. See, Dkt.69-1, ¶27 Affidavit of Lynn Smith dated June 9, 2010 which states:

The undisputed fact is that a \$366,000 loan was made by me, with my specific consent, to TDMM Cable, and was carried out by my husband. I specifically discussed the loan with him, approved it as an investment from my stock account, and was entitled to be repaid. In fact, TDMM still owes me approximately \$35,000 in principal plus accrued interest.

360. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. See, Dkt.69-1, ¶17 Affidavit of Lynn Smith dated June 9, 2010 which states:

Notwithstanding the fact that we had a joint checking account, the stock account and the real estate on Great Sacandaga, indeed my entire inheritance from my father's estate, have always been my separate property. The account and the real property have always been held in my name and my name alone throughout our entire marriage. Although I have allowed my husband a fair amount of discretion in making investment decisions for my stock account, **ultimate decisions on the account were made by me and there has never been any confusion as to the ownership of the account.**

C. **The Stock Account Was Routinely Used to Pay the Smiths' Joint Expenses**

361. Admits the allegations as set forth in paragraph 361.

362. Admits the allegations as set forth in paragraph 362.

363. Admits the allegations as set forth in paragraph 363.

364. Admits the allegations as set forth in paragraph 364.

365. Admits the allegations as set forth in paragraph 365.

366. Admits the allegations as set forth in paragraph 366.

367. Admits the allegations as set forth in paragraph 367.

368. Admits the allegations as set forth in paragraph 368.

369. Admits the allegations as set forth in paragraph 369.

370. Admits the allegations as set forth in paragraph 370.

371. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. . See, Dkt.69-1, ¶17 Affidavit of Lynn Smith dated June 9, 2010 which states:

Although I have allowed my husband a fair amount of discretion in making investment decisions for my stock account, ultimate decisions on the account were made by me and there has never been any confusion as to the ownership of the account.

372. Admits the allegations as set forth in paragraph 372.

373. Admits the allegations as set forth in paragraph 373.

374. Admits the allegations as set forth in paragraph 374.

**D. David Smith Contributed Assets to the Stock Account Even After It Was Opened**

375. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. See, Dkt.626-1, ¶17 Affidavit of Geoff Smith dated November 6, 2013 which states:

My mother, Lynn Smith, funded the Trust in 2004 with 100,000 shares of Charter One Financial, Inc. stock that was valued at \$4,447,000 that was previously held in her individual stock account. The Charter One Financial stock was first purchased by my mother in 1992 and was an extraordinarily successful investment. In 1992, on the advice of my father, David Smith, who was also my mother's stockbroker, my mother purchased 40,000 shares of Charter One Stock at a market price of \$10.00 per share. By August of 1999, based upon various dividends, acquisitions, and stock splits, my mother had acquired a total of 110,735 shares of Charter One

stock. The investment in the Capital One Stock continued its strong performance until August of 2004.

376. L.Smith admits the allegations as set forth in paragraph 376.

377. L.Smith admits the allegations as set forth in paragraph 377.

378. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 378.

379. L.Smith admits the allegations as set forth in paragraph 379.

380. L.Smith admits the allegations as set forth in paragraph 380.

381. L.Smith denies the allegations in Paragraph 381. *See*, App. Ex.253 at p.8-9.

382. L.Smith admits the allegations as set forth in paragraph 382.

383. The allegations contained in Paragraph 383 constitute legal arguments or conclusions to which no response is required. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. Dkt.23, 34 at ¶3.

384. The allegations contained in Paragraph 383 constitute legal arguments or conclusions to which no response is required. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. Dkt.23, 34 at ¶3.

385. Admits the allegations as set forth in paragraph 385.

386. Admits the allegations as set forth in paragraph 386.

387. Admits the allegations as set forth in paragraph 387.

388. Admits the allegations as set forth in paragraph 388.

**E. The Stock Account's Assets Were Routinely Used by David Smith to Fund McGinn Smith and its Related Entities Business Interests**

389. L.Smith denies allegations as set forth in paragraph 389. Dkt.23, Dkt.34. The Stock Account was always used for the best interest of Lynn Smith. If David Smith's professional interests did benefit from the Stock Account it was a result of Lynn Smith's goodwill.

390. L. Smith admits the allegations as set forth in paragraph 390.

391. L. Smith admits the allegations as set forth in paragraph 391.

392. L. Smith admits the allegations as set forth in paragraph 392.

393. L. Smith admits the allegations as set forth in paragraph 393.

394. L. Smith admits the allegations as set forth in paragraph 394.

395. L. Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 395.

396. L. Smith admits the allegations as set forth in paragraph 396.

397. L. Smith admits the allegations as set forth in paragraph 397.

398. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. App. Ex. 270 at 57. Ex. 270 does not contain a signature from David Smith.

399. The allegations in paragraph 399 that address "co-mingling" is a legal argument to which a response from L. Smith is not required. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. The statement by the Plaintiffs' in ¶399 is also not an accurate representation of the exhibit cited thereto. Paragraph 17 of the Lynn Smith Affidavit dated May 21, 2010 states as follows:

27. The first payment referenced, \$335,000, in or about June and July of 2009, was actually two separate payments, which are correctly stated in paragraph 26 of the Complaint. Two payments, one for \$160,800 and one for \$175,000 were made to my account from TDMM Cable in repayment of a loan in the amount of \$366,000 which I made to TDMM Cable from my stock account on 6/5/04. I have made similar loans to provide "bridge" financing to facilitate the closing of various transactions that McGinn, Smith has handled over the course of many years (I have annexed hereto and made a part hereof a copy of the note as exhibit A). It is my belief that the original note is in the possession of the United States Government and presumably accessible to the SEC.



Accordingly, the allegations are denied because L.Smith, NOT David Smith, “initiated, created, authorized and/or requested” transfers from the Stock Account. Id.

400. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 400.

401. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 401.

402. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 402.

403. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 403.

404. L. Smith admits the allegations as set forth in paragraph 404.

405. L. Smith admits the allegations as set forth in paragraph 405.

406. L. Smith admits the allegations as set forth in paragraph 406.

407. L. Smith admits the allegations as set forth in paragraph 407.

408. L. Smith admits the allegations as set forth in paragraph 408.

409. L. Smith admits the allegations as set forth in paragraph 409.

410. L. Smith admits the allegations as set forth in paragraph 410.

411. L. Smith admits the allegations as set forth in paragraph 411.

412. L. Smith admits the allegations as set forth in paragraph 412.

413. L. Smith admits the allegations as set forth in paragraph 413.

414. L. Smith admits the allegations as set forth in paragraph 414.

415. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 415.

416. L. Smith admits the allegations as set forth in paragraph 416.

417. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 417.

418. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 418.

419. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 419.

420. L.Smith denies the allegations as set forth in paragraph 420. App.Ex.272. The citation provided by the Plaintiffs does not support the allegations in paragraphs 420. App. Ex. 272 (PI Tr. 300, 1.24-25 – 301, 1.1) states:

Q. And that's a transfer from David Smith to you, to your NFS account of \$326,000?

A: Yes

Accordingly, the SEC's allegation is inaccurate because "David Smith caused cash and securities totaling" \$326,000, not \$635,000, to be transferred to the Stock Account.

421. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 421.

422. The allegations contained in Paragraph 422 constitute legal arguments or conclusions to which no response is required. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 422.

423. The allegations contained in Paragraph 423 constitute legal arguments or conclusions to which no response is required. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 423.

424. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 424.

425. L.Smith admits the allegations as set forth in paragraph 425.

426. The allegations contained in Paragraph 426 constitute legal arguments or conclusions to which no response is required. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied.

427. L.Smith admits the allegations as set forth in paragraph 427.

428. The allegations contained in Paragraph 426 constitute legal arguments or conclusions to which no response is required. To the extent that allegations are made against Lynn Smith, to which a response is required, L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 428.

429. Admits the allegations as set forth in paragraph 429.

430. Admits the allegations as set forth in paragraph 430 only to the extent that L.Smith admits that paragraph 430 is an accurate representation of a preliminary ruling that previously occurred in this case.

431. Admits the allegations as set forth in paragraph 431.

432. Admits the allegations as set forth in paragraph 432.

433. Admits the allegations as set forth in paragraph 433.

434. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 434.

435. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 435.

436. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 436.

437. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 437.

438. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 438.

439. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 439.

440. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 440.

441. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 441.

442. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 442.

443. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 443.

444. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 444.

445. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 445.

446. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 446.

447. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 447.

448. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 448.

449. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 449.

450. L.Smith admits the allegations as set forth in paragraph 450.

451. L.Smith admits the allegations as set forth in paragraph 451.

452. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 452.

453. L.Smith admits the allegations as set forth in paragraph 453.

454. L.Smith admits the allegations as set forth in paragraph 430 only to the extent that the Stock Account was repaid \$160,800 of these monies on June 10, 2009 and \$175,000 of these monies on July 30, 2009. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations that the monies came "from investor funds raised by TDMM Cable Jr. Trust 09."

455. L.Smith admits the allegations as set forth in paragraph 455.

456. L.Smith admits the allegations as set forth in paragraph 456.

457. L.Smith admits the allegations as set forth in paragraph 457.

458. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 452.

459. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 452.

460. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 452.

461. The allegations contained in Paragraph 426 constitute legal arguments or conclusions to which no response is required. To the extent that allegations are made against Lynn Smith, to which a response is required, L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 461.

462. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 462.

F. **Lynn Smith Had Minimal Input Into and Knowledge of the Transfers From the Stock Account**

463. The allegations contained in Paragraph 463 constitute legal arguments or conclusions to which no response is required. L.Smith admits the allegation that “L.Smith could not explain the business reasons for certain large transfers from the Stock Account that occurred as recently as the prior year.”

464. Admits the allegations as set forth in paragraph 464.

465. L.Smith denies the allegations contained in paragraph 465 as it is not an accurate representation of the exhibit cited thereto. App. Ex.252 (L.Smith Deposition dated 5/27/2010 at 92:11-92:14) states:

Q: Did you ever receive any Benchmark certificates?

A: I don't recall, sometimes I don't open some of those things.

466. Admits the allegations as set forth in paragraph 466.

467. Admits the allegations as set forth in paragraph 467.

468. Admits the allegations as set forth in paragraph 468.

469. Admits the allegations as set forth in paragraph 469.

470. Admits the allegations as set forth in paragraph 470.

**VIII. THE SMITHS BENEFICIALLY OWNED AND DAVID SMITH CONTROLLED THE SMITH TRUST**

471. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 471.

472. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 472.

473. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 473.

474. L.Smith admits the allegations as set forth in paragraph 474.

475. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 475.

476. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 476.

477. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 477.

478. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 478.

479. L.Smith admits the allegations as set forth in paragraph 479.

480. L.Smith admits the allegations as set forth in paragraph 480.

481. L.Smith admits the allegations as set forth in paragraph 481.

482. L.Smith admits the allegations as set forth in paragraph 482.

483. L.Smith admits the allegations as set forth in paragraph 483.

484. L.Smith admits the allegations as set forth in paragraph 484.

485. The allegations set forth in paragraph 385 constitute legal arguments to which no response is required. To the extent that allegations are made against Lynn Smith, to which a response is required, they are denied. App.Ex1, Ex.3.

486. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 486.

487. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 487.

488. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 488.

489. L.Smith admits the allegations as set forth in paragraph 489.

490. L.Smith admits the allegations as set forth in paragraph 490.

491. L.Smith admits the allegations as set forth in paragraph 491.

492. L.Smith admits the allegations as set forth in paragraph 492.

493. L.Smith admits the allegations as set forth in paragraph 493.

494. L.Smith admits the allegations as set forth in paragraph 494.



495. L.Smith admits the allegations as set forth in paragraph 495.
496. L.Smith admits the allegations as set forth in paragraph 496.
497. L.Smith admits the allegations as set forth in paragraph 497.
498. L.Smith admits the allegations as set forth in paragraph 498.
499. L.Smith admits the allegations as set forth in paragraph 499.
500. L.Smith admits the allegations as set forth in paragraph 500.
501. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 501.
502. L.Smith admits the allegations as set forth in paragraph 502.
503. L.Smith admits the allegations as set forth in paragraph 503.
504. L.Smith admits the allegations as set forth in paragraph 504.
505. L.Smith admits the allegations as set forth in paragraph 505.
506. L.Smith admits the allegations as set forth in paragraph 506.
507. L.Smith admits the allegations as set forth in paragraph 507.
508. L.Smith admits the allegations as set forth in paragraph 508.
509. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 509.
510. L.Smith admits the allegations as set forth in paragraph 510.
511. L.Smith admits the allegations as set forth in paragraph 511.
512. L.Smith admits the allegations as set forth in paragraph 512.
513. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 513.

514. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 514.

515. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 515.

516. L.Smith admits the allegations as set forth in paragraph 516.

517. L.Smith admits the allegations as set forth in paragraph 517.

518. L.Smith admits the allegations as set forth in paragraph 518.

519. L.Smith admits the allegations as set forth in paragraph 519.

520. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 520.

521. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 5221.

522. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 522.

523. L.Smith admits the allegations as set forth in paragraph 523.

524. L.Smith admits the allegations as set forth in paragraph 524.

525. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 525.

526. L.Smith denies the allegations as set forth in paragraph 526 as they are logical because David Smith was never the Trustee of the Smith Trust.

527. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 527.

528. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 528.

529. L.Smith admits the allegations as set forth in paragraph 529.

530. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 530.

531. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 531.

532. L.Smith admits the allegations as set forth in paragraph 532.

533. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 533.

534. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 534.

535. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 535.

536. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 536.

537. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 537.

538. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 538.

539. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 539.

540. L.Smith admits the allegations as set forth in paragraph 540.

541. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 541.

542. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 542.

543. L.Smith admits the allegations as set forth in paragraph 543.

544. L.Smith admits the allegations as set forth in paragraph 544.

545. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 545.

#### **IX. FRAUDULENT TRANSFERS BY THE MCGINNS AND SMITHS**

##### **A. The Smiths Engaged in Additional Fraudulent Transfers of Their Assets in 2009**

546. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 546.

547. L.Smith denies paragraph 547 as there is no allegation sufficiently set forth.

548. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 548.

549. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 549.

550. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 550.

551. L.Smith denies the allegations as set forth in paragraph 551.

552. L.Smith admits the allegations as set forth in paragraph 552.

553. L.Smith denies the allegations as set forth in paragraph 553. Exhibit 272 states that L.Smith was concerned about “joint assets” not losing money as stated by the SEC.

554. L.Smith denies the allegations as set forth in paragraph 554 because Exhibit 217 does not have an accompanying paragraph 42 as cited to by the SEC.

555. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 555.

556. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 556.

557. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 557.

**E. The Smiths’ Fraudulent Conveyance of Their Joint Checking Account**

558. L.Smith admits the allegations as set forth in paragraph 558.

559. L.Smith admits the allegations as set forth in paragraph 559.

560. L.Smith admits the allegations as set forth in paragraph 560.

561. L.Smith admits the allegations as set forth in paragraph 561.

562. L.Smith admits the allegations as set forth in paragraph 562.

563. L.Smith admits the allegations as set forth in paragraph 563.

564. L.Smith admits the allegations as set forth in paragraph 564.

565. L.Smith denies the allegations as set forth in paragraph 565 since there is no accurate record citation.

566. L.Smith admits the allegations as set forth in paragraph 566.

**C. The Smith’s [Alleged] Fraudulent Transfer of the Vero Beach House**

567. L.Smith admits the allegations as set forth in paragraph 567.

568. L.Smith admits the allegations as set forth in paragraph 568.

569. L.Smith admits the allegations as set forth in paragraph 569.

570. L.Smith admits the allegations as set forth in paragraph 570.

571. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 571.

**D. Timothy and Nancy McGinn's Fraudulent Conveyance of Their Primary Residence**

572. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 572.

573. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 573.

574. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 574.

575. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 575.

576. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 576.

577. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 577.

578. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 578.

579. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 579.

580. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 580.

581. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 581.

582. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 582.

583. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 583.

584. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 584.

585. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 585.

**E. Fraudulent Transfers From the Smith Trust After July 7, 2010**

586. L.Smith admits the alleagtions as set forth in paragraph 586.

587. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 587.

588. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 588.

589. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 589.

590. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 590.

591. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 591.

592. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 592.

593. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 593.

594. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 594.

595. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 595.

596. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 596.

597. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 597.

598. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 598.

599. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 599.

600. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 600.

601. L.Smith admits the allegations as set forth in paragraph 601.

602. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 602.



603. L.Smith admits the allegations as set forth in paragraph 603.

604. L.Smith admits the allegations as set forth in paragraph 604.

605. L.Smith admits the allegations as set forth in paragraph 605.

606. L.Smith admits the allegations as set forth in paragraph 606.

607. L.Smith admits the allegations as set forth in paragraph 607.

608. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 608.

609. L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 609.

610. The allegations contained in Paragraph 610 constitute legal arguments or conclusions to which no response is required. To the extent that allegations are made against Lynn Smith, to which a response is required, L.Smith lacks knowledge or information sufficient to form a belief as to the allegations in Paragraph 610.

**F. Recent Efforts By David and Lynn Smith to Defraud the Court and Their Creditors**

611. L.Smith admits the allegations as set forth in paragraph 611.

612. L.Smith admits the allegations as set forth in paragraph 612.

613. L.Smith admits the allegations as set forth in paragraph 613.

614. L.Smith admits the allegations as set forth in paragraph 614.

615. L.Smith admits the allegations as set forth in paragraph 615.

616. L.Smith admits the allegations as set forth in paragraph 616.

617. L.Smith admits the allegations as set forth in paragraph 617.

618. L.Smith admits the allegations as set forth in paragraph 618.

DATED: August 11, 2014

Submitted by:

**Featherstonhaugh, Wiley & Clyne, LLP**

By: 

James D. Featherstonhaugh

Bar Roll No. 101616

*Attorneys for Relief Defendant/Defendant,*

*Lynn A. Smith*

99 Pine Street, Suite 207

Albany, NY 12207

Tel: (518) 436-0786

Fax: (518) 427-0452

# **EXHIBIT A**

SEE REVERSE FOR  
CERTAIN DEFINITIONS

is the owner of

Countersigned and Registered:

THE BANK OF NEW YORK  
(New York, N. Y.)

Transfer Agent and Registrar

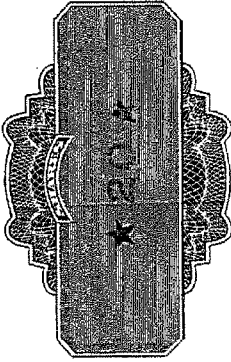
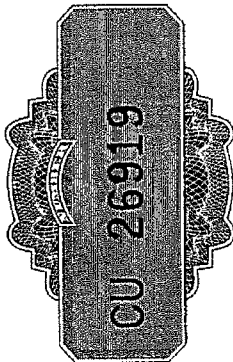
By

Authorized Signature

CHAIRMAN OF THE BOARD

SECRETARY

MR. J. J. KELLY - CHAIRMAN OF THE BOARD



# OMNITEC CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

THIS IS TO CERTIFY THAT LYNN LASKEVICH SMITH

8001216

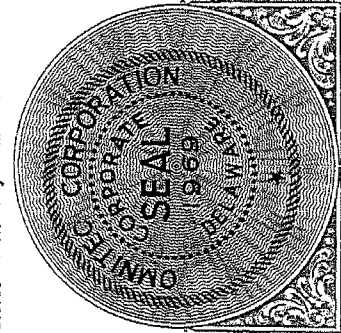
★ TWENTY ★

FULL PAID AND NON-ASSESSABLE SHARES OF THE CAPITAL STOCK OF THE PAR VALUE OF \$10 EACH OF  
OMNITEC CORPORATION

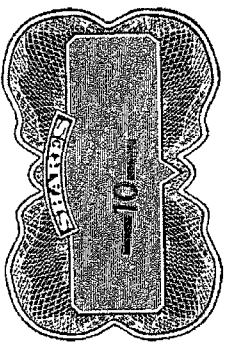
transferable on the books of the Corporation by said owner in person or by his duly authorized attorney upon surrender of this certificate properly endorsed. This certificate and the shares represented hereby are issued and shall be held subject to all of the provisions of the Certificate of Incorporation, as amended, of the Corporation (a copy of which is on file at the office of the Corporation) in all of which the holder of this certificate, by acceptance hereof, assents.  
This certificate shall not be valid until countersigned and registered by the Transfer Agent and Registrar.  
WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated JUN 24 1970

*Samuel J. Gubler*

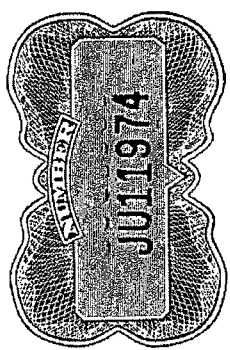


*David L. Smith*



SEE REVERSE SIDE FOR CERTAIN DEFINITIONS

**Detroit Gray Iron And Steel Foundries, Inc.**  
INCORPORATED IN 1960 UNDER THE LAWS OF THE STATE OF MICHIGAN  
**COMMON STOCK**



THIS CERTIFIES THAT

-MRS. LYNN LASKEVICH SMITH-

is the owner of

TEN

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK WITHOUT PAR VALUE OF

Detroit Gray Iron And Steel Foundries, Inc.

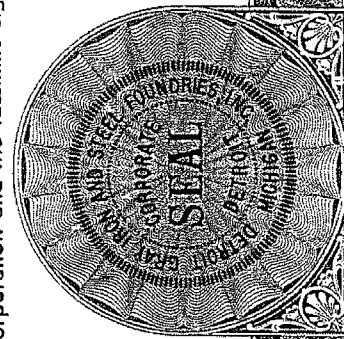
(herein called the "Corporation"), transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed.

This Certificate is not valid unless countersigned by the Transfer Agent and Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

DATED: 4/23/14

*Loren S. Heyman*  
SECRETARY



*Ralph P. Zippert*  
PRESIDENT

AUTHORIZED OFFICER

TEMPORARY CERTIFICATE EXCHANGEABLE FOR DEFINITIVE CERTIFICATE WHEN READY FOR DELIVERY

NOC 114328

100 SHARES

# NYTRONICS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE  
THIS CERTIFICATE IS TRANSFERABLE IN THE CITY OF NEW YORK, N. Y., JERSEY CITY, N. J., MONTREAL, CANADA OR IN TORONTO, CANADA.

## CAPITAL STOCK

SEE REVERSE FOR CERTAIN DEFINITIONS

THIS CERTIFIES THAT

LYNN ANN SMITH

is the owner of

100 SHARES

— ONE HUNDRED —  
full-paid and non-assessable shares of CAPITAL STOCK of the par value of Fifty Cents (50¢) each of  
NYTRONICS, INC.

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This certificate and the shares represented hereby are issued and shall be held subject to all of the provisions of the Certificate of Incorporation, as amended. This certificate is not valid until countersigned and registered by the Transfer Agent and Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated

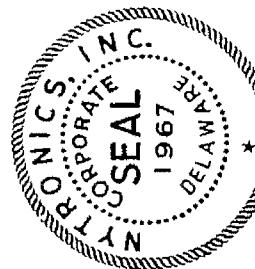
Countersigned and Registered:

THE BANK OF NEW YORK  
(New York)

By

Transfer Agent and Registrar

*[Signature]*  
Authorized Signature



*[Signature]*  
SECRETARY

*[Signature]*  
PRESIDENT

Shares

N9CU 90726

# NYTRONICS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

THIS CERTIFICATE IS TRANSFERABLE IN THE CITY OF NEW YORK, N. Y., JERSEY CITY, N. J., MONTREAL, CANADA OR IN TORONTO, CANADA.

## CAPITAL STOCK

SEE REVERSE FOR CERTAIN DEFINITIONS

THIS CERTIFIES THAT NYTRONICS, INC.

is the owner of

100 Shares of

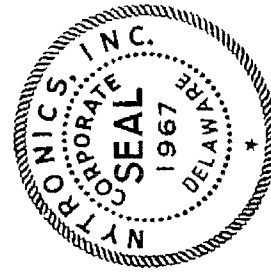
full-paid and non-assessable shares of CAPITAL STOCK of the par value of Fifty Cents (50¢) each of

# NYTRONICS, INC.

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This certificate and the shares represented hereby are issued and shall be held subject to all of the provisions of the Certificate of Incorporation, as amended. This certificate is not valid until countersigned and registered by the Transfer Agent and Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated JUN 24 1970



*Samuel Bruckner*

SECRETARY

Authorized Signature

*Martin E. Bruckner*

PRESIDENT

Countersigned and Registered:

THE BANK OF NEW YORK

(New York)

Transfer Agent and Registrar

By

# **EXHIBIT B**



719 College Complex  
Rochester, N. Y. 14623  
June 1, 1970

Attorney Anthony C. Stokna  
49 Market Street  
Amsterdam, N. Y. 12010

Dear Mr. Stokna,

Recently, in compliance with my father's last will and testament, approximately one-third of my father's estate was transferred to my possession. The majority of the estate consisted of corporate securities, a home in the City of Amsterdam, N. Y., and three cottages located on Sacandaga Lake, N. Y.. As you are aware, one-third of the estate was to be transferred to my possession immediately after my father's death, one-third five years after his death, and the final third ten years after his death. As the first third I selected and received the corporate securities. I selected the securities for the first installment because of the obvious volatility that is the nature of securities, and I felt that an attempt to speculate that their performance for the next five years would be one of growth, or at least stability, would be most precarious.

However, since the time of transfer of the securities to my possession, some unfortunate news concerning the cottages on Sacandaga Lake has been brought to my attention. The beach permits that accompany the cottages were recently retracted because under the rules and regulations of the Board of Hudson River-Black River Regulating District permits are not transferable. This holds true when an estate is involved. Once an estate is settled, the new owner or owners may make application for the beach permits. However, although the permit areas are now temporarily being held for non-issuance, the Board can not guarantee to hold these permits for five years. Naturally, any value associated with the property is dependent upon the aforementioned permits. I also feel that as long as the property remains in the possession of the estate it will be unable to receive the necessary attention this type of property commands, nor will it be able to realize its potential of producing income. I feel that this depreciation of the property that will occur under its present status is unjustified. I am sure that my father had no desire to have the property decline in value or become neglected. It is for these reasons that I am requesting the transfer of title of the previously discussed property to my name at the present time. I feel that my request is made with sound judgement and should be considered as fair in attempting to comply with my father's wishes.

Please give this request your immediate attention and inform me of the decision in regards to it.

Sincerely,

*Mrs. David L. Smith*  
Mrs. David L. Smith

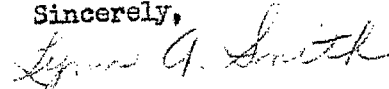
719 College Complex Circle  
Rochester, New York 14623  
July 1, 1970

Dear Tony,

Per our conversation, the New England Merchants National Bank is presently acting as custodian and transfer agent for the Tudor Hedge Fund. The bank is presently holding in the name of Wasil Laskevich 100 plus shares of the Tudor Hedge Fund. Would you please forward the necessary papers to them and have the shares transferred to the Estate of Wasil Laskevich. The address of the bank is as follows: New England Merchants National Bank  
28 State Street  
Boston, Mass. 02109

Hope all is going well, and I am looking forward to hearing from you.

Sincerely,

  
Lynn A. Smith

719 College Complex  
Rochester, N. Y. 14623  
September 10, 1970

Mr. Anthony Stokna  
49 Market St.  
Amsterdam, N. Y.

Dear Tony,

In our meeting of September 1st I discussed with you the work that needed to be done on the lakefront cottage. I have contracted this work to Richard Sawyer of Broadalbin for a tentative price of \$1300. Please forward \$300 to him immediately as the contract calls for this amount before the start of the work. The balance is payable on completion of the job. I would like you to redeem \$1000 worth of the U. S. Savings Bonds in order to have the necessary funds for payment. I will notify you when the balance is to be paid. Mr. Sawyer's address is South Second Ave, Broadalbin, N. Y..

I have just completed an inventory of the stock that you recently transferred to me and I noticed that I never received the 67 shares of Supercrete, Ltd. that were in joint tennant with my father. There were originally 200 shares but sometime last winter the company declared a reverse split of 1 for 3. It is possible that you never received this certificate from Hayden-Stone. Please get in touch with them if this is the case. Please notify me as to the whereabouts of the stock and of your consequential disposition.

Also, you are presently holding a stock certificate for 50 shares of Olin Corp. which is registered in my name and my father's. This stock should be reregistered in my name and transferred to me. I am looking forward to hearing from you.

Sincerely,

Lynn A. Smith

19 Wilson Ave.  
Amsterdam, New York  
September, 10, 1971

Surrogate Court of Montgomery County  
County Office Buildings  
Fonda, New York

Dear Judge Tomlinson:

Several weeks ago at a meeting in your office I expressed concern over the ill health of Mr. Anthony Stokna, who was at that time serving as attorney and executor of the estate of my late father, Wasil Russell Laskevich. Unfortunately, Mr. Stokna did not improve and very recently passed away. Pursuant to our conversation on the day of our meeting I hereby request appointment of myself, Lynn Ann Smith, sole heir and beneficiary of the estate, to be appointed as the new executor of the estate. As I will be leaving the country in two weeks I would appreciate a prompt reply to this request in order that I may insure that the affairs of the estate will be in order. Thank you for your cooperation.

Sincerely,

Lynn Ann Smith

RECEIVED OF Attorney Joseph Jacobs the following  
stock certificates:

100 Shares Ethel Corp. N 119843.

66 Shares Squibb Beechnut Inc. NO 200890.

66 Shares Supercret Ltd. NL 3307

24 Shares G.E. Co. NY 742584  
L

50 Shares Olin Matthewson Chemical Corp. NV  
O 458147

DATED: MAY 3, 1972

  
LYNN ANN SMITH

# **EXHIBIT C**

MR NASIL R LASKEVICH  
42 MCCLELLAN ST  
AMSTERDAM NY

12010

BIG BELL MINES  
LTD

15 4968 591

15 4968 591

Dear Customer:

Re: 3 LCVS

To the best of our knowledge, the enclosed  
~~security no longer has a known market value.~~ We suggest  
that you check with your tax advisor as to how the lack  
of value should be treated for tax purposes.

Although the securities are not registered in  
your name, they are negotiable. However, due to the  
non-existence of a transfer agent, they cannot be transferred  
to your name.

If we can be of any further assistance to you  
regarding this matter, please do not hesitate to contact  
us.

Very truly yours,

HAYDEN, STONE INCORPORATED

By 

# **EXHIBIT D**



# sec news digest

LIBRARY

Issue 92-130

JUL 13 1992

July 7, 1992

U.S. SECURITIES  
EXCHANGE COMMISSION

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## NOTICE OF COMMISSION MEETINGS

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Following is a schedule of Commission meetings which will be conducted under provisions of the Government in the Sunshine Act. In general, the Commission expects to follow a schedule of holding closed meetings on Tuesdays, and open meetings on Thursday mornings. Meetings on Wednesdays, and if necessary on Thursday afternoons, will be either open or closed according to the requirements of agenda items under consideration.

Visitors are welcome at all open meetings, insofar as space is available.

Meetings will be held in the Commission Meeting Room, Room 1C30, at the Commission's headquarters building, 450 Fifth Street, N.W., Washington, D.C. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

### CLOSED MEETING - TUESDAY, JULY 14, 1992 - 2:30 P.M.

The subject matter of the July 14 closed meeting will be: Institution of injunctive actions; Institution of administrative proceedings of an enforcement nature; and Litigation matter.

### OPEN MEETING - WEDNESDAY, JULY 15, 1992 - 3:00 P.M.

The subject matter of the July 15 open meeting will be:

Consideration of whether to adopt recordkeeping and reporting rules to implement the risk assessment provisions of the Market Reform Act of 1990. The final risk assessment rules would require brokers and dealers in securities to make and keep records concerning the financial and securities activities of certain of their affiliated companies. The rules would also require brokers and dealers to file quarterly reports with the Commission summarizing the records maintained pursuant to the recordkeeping rule. FOR FURTHER INFORMATION CONTACT: Roger Coffin at (202) 272-7375.

AT TIMES CHANGES IN COMMISSION PRIORITIES REQUIRE ALTERATIONS IN THE SCHEDULING OF MEETING ITEMS. FOR FURTHER INFORMATION AND TO ASCERTAIN WHAT, IF ANY, MATTERS HAVE BEEN ADDED, DELETED OR POSTPONED, PLEASE CONTACT: Chris Sakach at (202) 272-2300.

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## ADMINISTRATIVE PROCEEDINGS

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### ADMINISTRATIVE PROCEEDINGS BROUGHT AGAINST SECURITIES SETTLEMENT CORPORATION

The Commission today announced that it instituted administrative proceedings against Securities Settlement Corporation (SSC), a registered broker-dealer.

The Commission alleges that from on or about November 1, 1988 to on or about December 22, 1988, SSC willfully violated Section 7(c) of the Securities Exchange Act of 1934 (Exchange Act) and Section 220.4 of Regulation T promulgated by the Board of Governors of the Federal Reserve System. The Commission alleges that SSC failed to comply with the requirements of Regulation T concerning margin calls in customer accounts of Moore, Schley, Cameron & Co. (Moore & Schley) within seven business days after the margin deficiency was created or increased. Moore & Schley has since filed for protection under Chapter 11 of the Federal Bankruptcy Laws. The Commission, in SEC v. Militano et al, 89 Civ. 0572 (JFK), previously alleged that during this same period employees of Moore & Schley, Cameron & Co. were engaged in the manipulation of Chase Medical securities. The Commission alleges that SSC's failure to comply with the requirements of Regulation T contributed to the ability of employees of Moore & Schley to manipulate Chase Medical securities. SSC was subsequently sold to Jesup & Lamont Securities Co., Inc., which merged with Josephthal & Co. to become Jesup Josephthal & Co. In late 1991 Jesup Josephthal & Co. changed its name to JJC Securities, Co.

Solely for the purpose of the proceedings and without admitting or denying the findings, SSC submitted an Offer of Settlement which consents to findings of fact and the imposition of remedial sanctions, which the Commission has determined to accept. (Rel. 34-30868)

### CEASE AND DESIST ORDER ISSUED AGAINST MAC MARTIROSSIAN

The Commission announced that it instituted administrative proceedings against Mac M. Martirossian, the former Chief Financial Officer of Amre, Inc., a Delaware corporation with headquarters in Dallas, Texas. Simultaneously with the institution of proceedings, Martirossian consented to the issuance of an Order pursuant to Section 21C of the Securities Exchange Act of 1934 (Exchange Act), without admitting or denying the matters set forth therein. The Order finds that Martirossian committed violations of Rule 13b2-2 under the Exchange Act, and that he also aided and abetted violations of Sections 10(b), 13(a) and 13(b)(2)(A) of the Exchange Act and Rules 10b-5, 12b-20 and 13a-1 promulgated thereunder. The Order requires that Martirossian permanently cease and desist from committing or causing any violations or any future violations of such statutes and rules.

This matter involves Martirossian's actions in connection with Amre's filing of a materially false and misleading Form 10-K for its fiscal year ended April 30, 1989. During the process of compiling the company's fiscal 1989 financial statements, Martirossian knew or recklessly disregarded facts indicating that it was improper for

Amre to record certain adjustments in fiscal 1989, and he also knew that the adjustments had been recorded as a means to conceal the existence of a fraudulent scheme perpetrated by certain of Amre's executive officers (See LR-13179; LR-13180; Rel. 34-30431; AAE Rel. 356). Martirossian nevertheless signed Amre's fiscal 1989 10-K as the company's chief accounting officer. Martirossian also knew that Amre's independent public accountants were not aware of the fraudulent scheme or the true reasons for the adjustments, but he failed to disclose these material facts to the auditors. (Rel. 34-30870; AAE Rel. 394)

#### LEONARD BOGDAN, JR. SUSPENDED

The Commission instituted public administrative proceedings against Leonard P. Bogdan, Jr. (Bogdan), a registered representative and former vice president of a registered investment adviser. Bogdan is also president and principal shareholder of The Bogdan Group, Inc. (The Bogdan Group), which is the general partner of BGC Special Equity Limited Partnership (BGC), a Kentucky limited partnership formed for the purpose of investing in securities. The proceedings were instituted under Sections 15(b) and 19(h) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940. Simultaneously, respondent submitted an offer of settlement which the Commission accepted. Accordingly, the Commission entered an Order Instituting Proceedings, Making Findings and Imposing Remedial Sanctions which finds, among other things, that BGC, at Bogdan's direction, filed a Schedule 13D and amendments thereto which contained inaccurate information and failed to disclose substantial margin financing with respect to securities purchased by BGC. The Commission suspended Bogdan from associating with any broker, dealer, investment company, investment adviser, or municipal securities dealer for a period of six months with the limitation that he may thereafter associate only in a non-supervisory, non-proprietary capacity. (Rel. 34-30874)

#### CEASE AND DESIST ORDER ENTERED AGAINST LEONARD BOGDAN, JR., BGC SPECIAL EQUITY LTD. PARTNERSHIP AND THE BOGDAN GROUP, INC.

The Commission instituted public administrative proceedings against Leonard P. Bogdan, Jr. (Bogdan), The Bogdan Group, Inc. (The Bogdan Group), and BGC Special Equity Limited Partnership (BGC), a Kentucky limited partnership formed for the purpose of investing in securities. Bogdan is the president and principal shareholder of The Bogdan Group, which is the general partner of BGC. The proceedings were instituted under Section 21C of the Securities Exchange Act of 1934. Simultaneously, respondents submitted an offer of settlement which the Commission accepted. Accordingly, the Commission entered an Order Instituting Proceedings, Making Findings and Imposing a Cease and Desist Order which finds, among other things, that BGC, at Bogdan's direction, filed a Schedule 13D and amendments thereto which contained inaccurate information and failed to disclose substantial margin financing with respect to securities purchased by BGC. The Commission ordered that BGC, Bogdan and The Bogdan Group cease and desist from committing or causing violations of, and from committing or causing any future violations of, Section 13(d) of the Exchange Act and Rules 13d-1, 13d-2, and 12b-20 promulgated under the Exchange Act. (Rel. 34-30875)

#### SETTLEMENT OFFERS OF WILLIAM GUMERMAN AND M&I INVESTMENT MANAGEMENT CORPORATION ACCEPTED

The Commission announced the entry of Orders Instituting Public Administrative Proceedings, Making Findings and Imposing Remedial Sanctions against William Gumerman and M&I Investment Management Corporation (IMC) and accepting Offers of Settlement submitted by Gumerman and IMC.

Gumerman, the President of IMC, and IMC consented to the issuance of the Orders without admitting or denying the Commission's findings. The Orders contain findings that on October 11, 1990, IMC's trader erred by ordering the sale, instead of the purchase, of 22,900 shares of Sara Lee common stock for the accounts of 12 advisory clients of IMC. Gumerman settled the trade by selling 22,900 shares of Sara Lee out of two trust funds managed by IMC for \$25.75 per share. On October 19, 1990, one of the two trust funds repurchased 10,000 shares of Sara Lee, at a price of \$27.958.

The Order further finds that Gumerman aided and abetted IMC in its violation of Sections 206(1) and (2) of the Investment Advisers Act of 1940 and IMC failed to reasonably supervise Gumerman. As a result, Gumerman is ordered to cease and desist from further violations of the above sections of the Advisers Act and IMC is censured and ordered to comply with various procedural undertakings. (Rels. IA-1318 - M&I Investment Management Corporation; and IA-1319 - William Gumerman)

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#### CRIMINAL PROCEEDINGS

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##### JOAN KANTOR PLEADS GUILTY

The Commission and the U.S. Attorney for the Central District of California announced that Joan Kantor (Kantor), the president of FSG Financial Services, Inc. (FSG), pleaded guilty on May 11, 1992 to a three-count Information charging her with securities fraud and filing a false tax return in connection with her role in a scheme involving the sale of bogus municipal bonds. The Information charged that Kantor engaged in the sale of securities, through FSG, fraudulently represented to be tax-free municipal bonds, in violation of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder.

Kantor is the second person to plead guilty to securities fraud in connection with this scheme. In addition, the Commission filed an action in July 1991 against FSG and Kantor alleging fraud in connection with the sale of securities misrepresented to be municipal bonds. The Court entered a preliminary injunction against the defendants, appointed a temporary receiver and ordered other relief (SEC v. FSG Financial Services, Inc. and Joan S. Kantor, Civil Action No. 91-3960 JMI, JRx, C.D. Cal.; See LR-12931 and 12939). [U.S. v. Joan S. Kantor, Criminal Action No. 92-347, C.D. Cal.] (LR-13299)

##### WESTLEY SCHER SENTENCED

The U.S. Attorney for the Central District of California and the Securities and Exchange Commission announced that on May 22, 1992, Westley Scher (Scher) was sentenced to 71 months in prison and ordered to pay restitution of \$26,696,105.52 in connection with a scheme to defraud investors through the sale of bogus municipal bonds. On March 23, 1992, Scher pleaded guilty to a three-count Information charging

him with racketeering, securities fraud and filing a false tax return for his role in the scheme involving the sale of securities misrepresented to be tax-free municipal bonds issued, backed or sanctioned by various governmental entities. Scher has agreed to cooperate with the U.S. Attorney's ongoing criminal investigation of this matter (See Litigation Release No. 13223). [U.S. v. Westley Scher, Criminal Action No. 92-220, C.D. Cal.] (IR-13300)

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## SIGNIFICANT NO-ACTION AND INTERPRETATIVE LETTERS

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### INTERPRETATION OF NEW RULES UNDER SECTION 16 OF THE EXCHANGE ACT

The Division of Corporation Finance has announced the publication of significant staff correspondence interpreting the new Section 16 rules. Copies of the letter may be obtained by writing to, or by making a request in person at, the Public Reference Room, Securities and Exchange Commission, 450 5th Street, N.W., Room 1024, Washington, D.C. 20549. Each request must state the name of the subject company, the Act and the Section of the Act to which it relates, and the public availability date.

Letter _____	Availability Date _____	Subject _____
Xerox Corporation	July 7, 1992	Rule 16a-1(c)

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## SECURITIES ACT REGISTRATIONS

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The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

N-2 BLACKROCK 2001 TERM TRUST INC, 1285 AVE OF THE AMERICAS, NEW YORK, NY 10019  
(212) 713-2848 - 11,500,000 (\$115,000,000) COMMON STOCK. UNDERWRITER:  
PRUDENTIAL SECURITIES INC. (FILE 33-48764 - JUN. 24) (BR. 17 - NEW ISSUE)

N-1A TCW/DW SMALL CAP GROWTH FUND, TWO WORLD TRADE CENTER, NEW YORK, NY 10048  
(212) 392-1600 - INDEFINITE SHARES. UNDERWRITER: DEAN WITTER REYNOLDS INC. (FILE  
33-48765 - JUN. 24) (BR. 16 - NEW ISSUE)

S-6 DEFINED ASSET FUNDS MUNICIPAL INVT TR FD INSURED SERIES 180, P O BOX 9051,  
C/O MERRILL LYNCH PIERCE FENNER & SMITH, PRINCETON, NY 08543 - INDEFINITE SHARES.  
(FILE 33-48785 - JUN. 25) (BR. 22 - NEW ISSUE)

S-6 DEFINED ASSET FUNDS MUNICIPAL INVT TR FD INTERM TERM SER 194, NEW YORK, NY 10005 -  
INDEFINITE SHARES. (FILE 33-48786 - JUN. 25) (BR. 22 - NEW ISSUE)

REGISTRATIONS CONTINUED

- S-6 NUVEEN TAX EXEMPT UNIT TRUST SERIES 657, IL (FILE 33-48787 - JUN. 25) (BR. 22 - NEW ISSUE)
- S-1 SUNSHINE MINING CO /DE, 200 CRESCENT CT STE 1350, DALLAS, TX 75201 (214) 855-8700 - 4,500,000 (\$4,781,250) COMMON STOCK. (FILE 33-48814 - JUN. 25) (BR. 6)
- S-8 EASEL CORP, 25 CORPORATE DR, BURLINGTON, MA 01803 (617) 221-2100 - 75,000 (\$1,696,875) COMMON STOCK. (FILE 33-48816 - JUN. 25) (BR. 9)
- S-8 EASEL CORP, 25 CORPORATE DR, BURLINGTON, MA 01803 (617) 221-2100 - 100,000 (\$1,923,000) COMMON STOCK. (FILE 33-48817 - JUN. 25) (BR. 9)
- S-8 FLEET FINANCIAL GROUP INC /RI/, 50 KENNEDY PLZ, PROVIDENCE, RI 02903 (401) 278-5800 (FILE 33-48818 - JUN. 25) (BR. 2)
- S-8 EASEL CORP, 25 CORPORATE DR, BURLINGTON, MA 01803 (617) 221-2100 - 250,000 (\$5,656,250) COMMON STOCK. (FILE 33-48819 - JUN. 25) (BR. 9)
- S-8 CHRONIMED INC, 13911 RIDGEDALE DR, MINNETONKA, MN 55343 (612) 541-0239 - 775,000 (\$4,068,750) COMMON STOCK. (FILE 33-48820 - JUN. 25) (BR. 6)
- S-8 CHRONIMED INC, 13911 RIDGEDALE DR, MINNETONKA, MN 55343 (612) 541-0239 - 125,000 (\$656,250) COMMON STOCK. (FILE 33-48821 - JUN. 25) (BR. 6)
- S-8 FUTURE NOW INC, 2722 EAST KEMPER RD, CINCINNATI, OH 45241 (513) 771-7110 - 360,000 (\$2,220,000) COMMON STOCK. (FILE 33-48822 - JUN. 25) (BR. 10)
- S-4 FIRST TENNESSEE NATIONAL CORP, 165 MADISON AVE, MEMPHIS, TN 38103 (901) 523-4444 - 4,729,738 (\$135,412,399) COMMON STOCK. (FILE 33-48823 - JUN. 25) (BR. 1)
- S-8 UST INC, 100 W PUTNAM AVE, GREENWICH, CT 06830 (203) 661-1100 - 10,400,000 (\$276,900,000) COMMON STOCK. (FILE 33-48828 - JUN. 26) (BR. 3)
- S-8 MERRILL LYNCH & CO INC, 250 VESEY ST, WORLD FINANCIAL CENTER NORTH TOWER, NEW YORK, NY 10281 (212) 449-2940 - 1,000,000 (\$46,250,000) COMMON STOCK. (FILE 33-48846 - JUN. 25) (BR. 12)
- S-8 ALAFIRST BANCSHARES INC, 255 GRANT ST S E, DECATUR, AL 35601 (205) 353-2530 - 52,500 (\$586,845) COMMON STOCK. (FILE 33-48847 - JUN. 25) (BR. 2)
- S-8 MICROTERRA INC, 621 N W 53RD ST STE 370, BOCA RATON, FL 33487 (407) 997-2280 - 100,000 (\$200,000) COMMON STOCK. 105,000 (\$236,250) COMMON STOCK. (FILE 33-48859 - JUN. 25) (BR. 8)
- S-8 KENDALL SQUARE RESEARCH CORP/DE, 170 TRACER LANE, WALTHAM, MA 02154 (617) 742-9100 - 262,500 (\$2,772,656.25) COMMON STOCK. (FILE 33-48881 - JUN. 26) (BR. 9)
- S-8 KENDALL SQUARE RESEARCH CORP/DE, 170 TRACER LANE, WALTHAM, MA 02154 (617) 742-9100 - 929,210 (\$9,814,780.63) COMMON STOCK. (FILE 33-48882 - JUN. 26) (BR. 9)
- S-8 NATIONSBANK CORP, NATIONSBANK PLZ, CHARLOTTE, NC 28255 (704) 386-5000 - 7,000,000 (\$312,375,000) COMMON STOCK. (FILE 33-48883 - JUN. 26) (BR. 1)
- S-8 HEALTH CARE & RETIREMENT CORP / DE, ONE SEAGATE, TOLEDO, OH 43604 (419) 247-5600 - 1,933,000 (\$33,015,640) COMMON STOCK. (FILE 33-48885 - JUN. 26) (BR. 6)

## ACQUISITION OF SECURITIES

Companies and individuals must report to the Commission within ten days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds five percent. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within 45 days after the end of the calendar year in which the person became subject to Section 13(d)(1). Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1.

Below is a list of recent filings of Schedules 13D and 14D, which includes the following information: Column 1 - the company purchased (top), and the name of the purchaser; Column 2 - the type of security purchased; Column 3 - the type of form filed; Column 4 - the date the transaction occurred; Column 5 - the current number of shares (in 000's) owned (top) and the current percent owned; Column 6 - the CUSIP number (top) and the percent owned; and Column 7 - the status of the filing, i.e., new, update or revision.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ OWNED	CUSIP/ PRIOR%	FILING STATUS
AM COMPUTER SYS INC	CL A		158	00244810	
AMBRUS MARIA	13D	3/26/92	4.3	6.2	UPDATE
ASTREX INC	COM		0	04635710	
LION ADVISORS L P ET AL	13D	6/29/92	0.0	N/A	UPDATE
CANDELA LASER CORP	MTS		2	13690711	
DORNBUSH ROBERT EARL ET AL	13D	6/22/92	0.7	0.0	NEW
EKCO GROUP	COM		1,057	28263610	
FREM ROBERT S ET AL	13D	6/29/92	7.2	8.0	UPDATE
FIRSTFED FINL CORP DEL	COM		768	33790710	
GOLDMAN SACHS & CO ET AL	13D	6/29/92	7.3	6.2	UPDATE

## RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.
- Item 8. Change in Fiscal Year.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
DURR FILLAUER MEDICAL INC	DE					X	X			07/01/92	
EPITOPE INC/OR/	OR					X	X			06/21/92	
FBS MORTGAGE CORP MOR PA THR CERT SERIES	NV					NO ITEMS				06/22/92	
FBS MORTGAGE CORP MORT PAS THR CERT SERI	NV					NO ITEMS				06/22/92	
FBS MORTGAGE CORP MORT PASS THRO CERT SE	NV					NO ITEMS				06/22/92	
FBS MORTGAGE CORP MORTGAGE PAS THR CERT	NV					NO ITEMS				06/22/92	
FBS MORTGAGE CORP MORTGAGE PASS THR CERT	NV					NO ITEMS				06/22/92	
FBS MORTGAGE CORP MORTGAGE PASS THR CERT	NV					NO ITEMS				06/22/92	
FBS MORTGAGE CORP MORTGAGE PASS THR CERT	NV					NO ITEMS				06/22/92	
FBS MORTGAGE CORP MORTGAGE PASS THR CERT	NV					NO ITEMS				06/22/92	
FBS MORTGAGE CORP MORTGAGE PASS THR CERT	NV					NO ITEMS				06/22/92	
FBS MORTGAGE CORP MORTGAGE PASS THR CERT	NV					NO ITEMS				06/22/92	
FBS MORTGAGE CORP MORTGAGE PASS THR CERT	NE					NO ITEMS				06/22/92	
FIRST BANK SYSTEM INC	DE							X		04/30/92	AMEND
GENERAL MOTORS CORP	DE					X				06/30/92	
GEORGIA POWER CO	GA					X	X			06/25/92	
HANSON JOHN BANCORP INC	MD					X				06/26/92	
HEART TECHNOLOGY INC /DE	DE					X				06/18/92	
HQ OFFICE INTERNATIONAL INC	DE		X			X				05/16/92	
INTERNATIONAL CONTAINER SYSTEMS INC	DE					NO ITEMS				04/23/92	
MARGATE INDUSTRIES INC	DE					X				06/24/92	
PNF INDUSTRIES INC	DE					X				05/14/92	AMEND
RHNB CORP	SC					NO ITEMS				06/16/92	AMEND
RINGSIDE INTERNATIONAL BROADCASTING CORP	FL	X	X					X		06/25/92	
SIERRA REAL ESTATE EQUITY TRUST 84 CO	MO		X			X	X			06/11/92	
TELETIMER INTERNATIONAL INC	DE					X	X			06/08/92	
TRINOVA CORP	OH					X	X			07/01/92	
VISX INC	DE							X		06/03/92	AMEND