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June 24, 2010

Hon. Gary L. Sharpe United States District Judge James T. Foley United States Courthouse Albany, New York 12207

Re:

Securities Exchange Commission v. McGinn, Smith & Co., Inc., et al.

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

Dear Judge Sharpe:

This letter is in response to Plaintiff's request to adjourn its date to respond to Relief Defendant's Motion to Dismiss for two weeks after the issuance of Judge Homer's decision regarding the Plaintiff's pending motion for a preliminary injunction.

The Relief Defendant's Motion to Dismiss was timely filed on June 9, 2010 and is not dependant on any factual findings which may or may not be contained in Judge Homer's decision.

The Court should be aware that the Relief Defendant Lynn Smith has granted numerous adjournments requested by the Plaintiff's for various reasons. In this instance Plaintiff's counsel has candidly stated that he is seeking a tactical advantage and the Relief Defendant is accordingly constrained to oppose the request.

Thank you for your consideration.

Very Truly Yours,

Featherstonhaugh, Wiley & Clyne, LLP

James D. Featherstonhaugh

JDF:sbh

David Stoelting Michael Koenig Jill Dunn cc: