

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

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

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

**CONSENT ORDER
GRANTING
SUBSTITUTION
OF PARTIES**

Defendants,

LYNN SMITH and NANCY MCGINN,

Relief Defendants, and

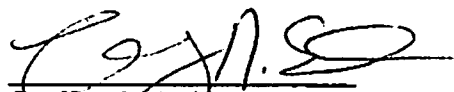
DAVID M. WOJESKI, Trustee of the David L.
and Lynn Smith Irrevocable Trust U/A 8/04/04,

Intervenor.

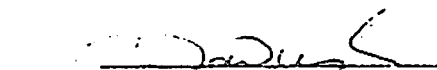
NOTICE is hereby given that, subject to approval by the Court, GEOFFREY R.
SMITH shall be substituted for DAVID M. WOJESKI as Trustee of the David L. and
Lynn Smith Irrevocable Trust U/A 8/04/04.

I consent to the above substitution.

Date: 2/11/2011



Geoffrey R. Smith

Date: 2/10/11


David M. Wojeski

The substitution of attorney is hereby approved and so ORDERED.

Date: 2/14/11


U.S. M. J.