

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF NEW YORK

-----X  
SECURITIES AND EXCHANGE COMMISSION :

*Plaintiff,*

vs.

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

McGINN, SMITH & CO., INC.,  
McGINN, SMITH ADVISORS, LLC  
McGINN, SMITH CAPITAL HOLDINGS CORP.,  
FIRST ADVISORY INCOME NOTES, LLC,  
FIRST EXCELSIOR INCOME NOTES, LLC,  
FIRST INDEPENDENT INCOME NOTES, LLC,  
THIRD ALBANY INCOME NOTES, LLC,  
TIMOTHY M. MCGINN, AND  
DAVID L. SMITH, GEOFFREY R. SMITH,  
Individually and as Trustee of the David L. and  
Lynn A. Smith Irrevocable Trust U/A 8/04/04,  
LAUREN T. SMITH, and NANCY MCGINN,

*Defendants,*

LYNN A. SMITH and  
NANCY MCGINN,

*Relief Defendants. and*

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

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

PLEASE TAKE NOTICE that upon the Seventh Interim Application of Phillips Lytle LLP and the Receiver for Allowance of Compensation and Reimbursement of Expenses (“Application”), Phillips Lytle LLP (“Phillips Lytle”) will move before the Hon. Christian F. Hummel, United States Magistrate Judge, United States District Court for the Northern District of New York, James T. Foley - U.S. Courthouse, 445 Broadway, Albany, New York 12207-2924, on **November 17, 2016 at 9:30 a.m.**, seeking an Order to be entered approving the

Application of Phillips Lytle and the Receiver for interim compensation and reimbursement of expenses for the period from July 1, 2013 through June 30, 2014 in connection with legal services performed for William J. Brown, Esq., the Receiver for the McGinn Smith Entities and the services of the Receiver. No oral argument is requested.

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

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

Dated: October 14, 2016

PHILLIPS LYTLE LLP

By /s/ William J. Brown  
William J. Brown (Bar Roll #601330)  
Todd A. Ritschdorff (Bar Roll #512601)  
Attorneys for Receiver  
Omni Plaza  
30 South Pearl Street  
Albany, New York 12207  
Telephone No. (518) 472-1224

and

One Canalside  
125 Main Street  
Buffalo, New York 14203  
Telephone No.: (716) 847-8400

Doc No. 2986009.1

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LAUREN T. SMITH, and NANCY MCGINN, :

*Defendants,* :

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NANCY MCGINN, :

*Relief Defendants. and* :

GEOFFREY R. SMITH, Trustee of the :  
David L. and Lynn A. Smith Irrevocable :  
Trust U/A 8/04/04, :

*Intervenor.* :  
-----

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

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

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



DATE APPLICANT APPOINTED: April 20, 2010

NATURE OF SERVICES RENDERED: Legal services rendered for William J. Brown, Receiver, with respect to McGinn, Smith & Co., Inc., et al. and for Receiver services and expenses for the period from July 1, 2013 through June 30, 2014

AMOUNT OF COMPENSATION  
SOUGHT FOR FEES FROM  
JULY 1, 2013 THROUGH  
JUNE 30, 2014 \$256,075.19 (including Phillips Lytle and Receiver's fees at pre-arranged discounted hourly rates) at 7.5% for Phillips Lytle and \$225 rather than \$450 and \$455 per hour for the Receiver

AMOUNT OF COMPENSATION  
SOUGHT FOR EXPENSES FROM  
JULY 1, 2013 THROUGH JUNE 30,  
2014 \$9,423.96

Dated: October 14, 2016

PHILLIPS LYTLE LLP

By /s/ William J. Brown  
William J. Brown (Bar Roll #601330)  
Todd A. Ritschdorff (Bar Roll #512601)

Attorneys for the Receiver  
Omni Plaza  
30 South Pearl Street  
Albany, New York 12207  
Telephone No. (518) 472-1224

and

One Canalside  
125 Main Street  
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LAUREN T. SMITH, and NANCY MCGINN, :

*Defendants,* :

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NANCY MCGINN, :

*Relief Defendants. and* :

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David L. and Lynn A. Smith Irrevocable :  
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*Intervenor.* :

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

Phillips Lytle LLP (“Phillips Lytle”) submits this application (“Fee Application”) for allowance of interim compensation and reimbursement of expenses for the one-year period from July 1, 2013 through June 30, 2014 pursuant to Section XIV of this Court’s Preliminary

Injunction Order (Docket No. 96). Attached as **Exhibit A** is the Declaration of William J. Brown, Esq. in support of the Fee Application. Phillips Lytle respectfully represents as follows:

### **INTRODUCTION**

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

2. During the period from July 1, 2013 to June 30, 2014 (“Seventh Interim Period”), Phillips Lytle performed extensive legal services for the Receiver, and the Receiver performed extensive non-legal or quasi-legal functions, which are each more particularly described below and itemized in the detailed time and disbursement records attached as

#### **Exhibit B.**

3. As a public service discount, the legal fees incurred in this case are being performed with a current 7.5% discount on the hourly rates of Phillips Lytle pursuant to a prior agreement with the SEC. Similarly, the Receiver’s hourly rate for this engagement is \$225 per hour rather than his 2013 and 2014 hourly rates of \$450 and \$455 per hour, respectively, again per prior agreement with the SEC.

4. As a result, legal services at full value in this Seventh Interim Period total \$239,597.50, while the amount to be paid less the 7.5% discount if this Application is approved is \$221,627.69. The Receiver’s services at full value of \$450 and \$455 per hour in this Seventh

Interim Period total \$46,459.00, while the amount to be paid if this Application is granted are \$34,447.50 at \$225 per hour. This makes the total amount sought pursuant to this Application to be \$256,075.19 in fees and \$9,423.96 in disbursements.

### **CASE STATUS**

5. As of October 7, 2016, there is \$21,655,098.00 on hand in Receiver accounts. All post-Receiver obligations are current and paid on a current basis other than the amounts sought in professional fee applications. The monies on account in the Receiver's accounts are unencumbered. When this estate was commenced in April 2010, there was \$485,491.63 on hand.

6. Currently, the investor and creditor claims bar date and the equity claims bar dates have passed following the successful administration of claims notice procedures. Judgments in favor of the SEC in its action against David L. Smith, Lynn Smith, the Smith Trust, Geoffrey Smith, Lauren Smith and Timothy McGinn were entered in June and July 2015. The Second Circuit upheld those judgments in a decision on April 18, 2016.

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

8. A Plan of Distribution was filed on December 30, 2015 (Docket No. 847) for approval by the Court. Briefing on the Plan was concluded in March 2016 and is sub judice (March 14, 2016 Text Only Notice).

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

**SUMMARY OF ACTIVITIES DURING SEVENTH INTERIM PERIOD**

10. While the legal, non-legal and quasi-legal functions and services performed during the Seventh Interim Period are described in greater detail below and in the detailed time and disbursement records attached as Exhibit B, this executive summary is provided to highlight some of the activities and accomplishments during this period. From a cash perspective, the beginning balance of the Receiver's accounts as of June 30, 2013 totaled \$14,044,846, and at the end of the period, the balance \$20,886,379. The increase resulted from a number of activities including the Verifier settlement and the Benchmark asset sale covering triple play assets located in the southeastern United States, the recovery of investments from Pine Street, and the sale of the Smith Trust Sacandaga properties.

11. Other activities during this time included all of the business and legal work relating to the realization of the above-referenced recoveries, including the negotiation of the agreements relating to the same and the closing of those transactions with Court approval. The Receiver also dealt with attempts by David Smith to recover unemployment insurance, while at the same time the Receiver also successfully pursued recoveries from Aquatic Development, Jeffrey Few, alsoT and dealt with investor issues, including reconciling investor claims for the purposes of the criminal Sentencing Memorandum and communications with the United States Attorney's Office regarding Messrs. McGinn and Smith.

12. Substantial time during this period was spent dealing with the IRS issues related to the Motion at Docket No. 658, so that the Receiver's estate could eventually distribute its assets to investors without fear of tax claims being asserted by the IRS against estate assets.

This was an ongoing and challenging negotiation with the IRS. There were also tax issues arising in attempted negotiations with CMS respecting the recovery of the Coventry assets, which, as of this date, remain unresolved. As is true in all periods, the Receiver continued to deal with various day-to-day issues involving the operation of the estate and responding to investor claims and questions.

### **COMPENSATION FOR LEGAL SERVICES**

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

A. Asset Analysis and Recovery

Category A relates to asset recoveries involving claims against or involving Jeffrey Few, CMET and Aquatic Development.

In rendering the services in Category A, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$8,047.00, and no disbursements:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	11.60	450.78	5,229.00
Kevin J. English	0.10	380.00	38.00
Nickolas Karavolas	10.00	275.00	2,750.00
Karen A. Kawczynski (P)	0.20	150.00	30.00

B. Claims Administration and Objections

Category B relates to communications regarding claims by or involving Profitability.net, Seton Hall, Pine Street, McCafferty, and multiple investors respecting issues involving their specific claims; attend to ongoing review and updating of McGinn Smith Receiver's website.

In rendering the services in Category B, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$2,431.50, plus \$.10<sup>1</sup> in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	5.40	450.28	2,431.50

C. Asset Disposition

Category C relates to the significant time spent in the disposition during the Application Period primarily with respect to CIFC, In Caps and Vidsoft stock sales, Benchmark asset sale negotiations, the Verifier settlement, and the attempt to reach a structured settlement of investments in CMS, all of which have resulted (other than CMS) in successful dispositions resulting in proceeds for the estate.

In rendering the services in Category C, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$36,811.50, plus \$187.68 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	81.60	450.02	36,721.50
Karen A. Kawczynski (P)	0.60	150.00	90.00

D. Business Operations

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

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<sup>1</sup> The disbursement charges relate to copying of the master claim files so they could be reviewed when necessary by the Receiver's Controller who is in a remote location.

E. Case Administration

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

During this time period, this category consists of essentially all of the day-to-day work for the Receiver and his professionals and the handling of the legal affairs of the 82 entities which were initially placed into Receivership by this Court’s Preliminary Injunction Order (Docket No. 96). The detailed descriptions attached include communications and correspondence regarding the Seton Hall property including with tenants for payment of assessments, communications with the U.S. Attorney’s Office regarding investor claims and reconciliation with the Government’s Sentencing Memorandum and matters relating to same; review and discussions regarding National Financial Services, dealing with the David Smith unemployment issue; dealing with various business issues arising in the ordinary course of business of the operating businesses with third parties including providing financial information to the criminal defendants at their request, matters relating to financial statement and insurance issues, communications with the SEC and IRS regarding criminal trial issues and data, various legal inquiries and questions raised by the SEC concerning the Receivership estates and SFAR reports, dealing with 107th Associates, CMS (including travel and settlement discussions respecting a Memorandum of Understanding), Verifier, Seton Hall and Benchmark Communications matters; communications and conferences regarding 99 Pine Street office matters, M&T Bank, First Niagara Bank and Kinderhook Bank matters regarding existing accounts, the Monterey Bank matter; Aquatic Development matters, the Jeffrey Few claim; the alseT matter; the Smith Sacanadaga home sale; extensive communications with investors on



legal questions, attendance to investor phone log, and continued review and updating of McGinn Smith Receiver website.

In rendering the services in Category E, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$64,981.00, plus \$828.73 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	133.30	451.48	60,182.50
Gary F. Kotaska	0.30	400.00	120.00
Timothy W. Hoover	0.60	340.00	204.00
Nickolas Karavolas	10.50	275.00	2,887.50
Todd A. Ritschdorff	2.20	260.45	573.00
Michael L. McCabe	0.80	295.00	236.00
Sarah K. Ranni	2.00	255.00	510.00
Karen A. Kawczynski (P)	1.60	151.25	242.00
Michael G. Sabato (P)	0.20	130.00	26.00

F. Employee Benefits/Pensions

Category F relates to the John Hancock 401(k) plans including transfers and related matters.

In rendering the services in Category F, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$1,081.50, plus \$.30 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	1.20	450.83	541.00
Gary F. Kotaska	1.00	396.50	396.50
James R. Grasso	0.40	360.00	144.00

G. Fee/Employment Applications

Category G consists of services related to Chiampou Travis statements for services rendered for inclusion in Fifth Interim Fee Application; preparation of, revision to and

filing of Chiam pou Travis fee application; preparation of, revision to and filing of Phillips Lytle and Receiver Sixth Interim Fee Application.

In rendering the services in Category G, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$2,869.50, plus \$270.20 in disbursement expense.

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	6.30	450.71	2,839.50
Karen A. Kawczynski (P)	0.20	150.00	30.00

H. Fee/Employment Objections

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

I. Accounting/Auditing

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

J. Business Analysis

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

K. Corporate Finance

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

L. Data Analysis

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

M. Status Reports

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

N. Litigation Consulting

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

O. Forensic Accounting

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

P. Tax Issues

Category P consists of services related to conversations with tax accountants for the Receivership estates concerning how to proceed with tax reviews, tax return preparation and certain financial statement issues; correspondence and communications regarding CMS tax issues; communications and conferences regarding Receiver distributions; research for, preparation of and filing of a motion regarding tax liability matters; several communications and conferences regarding the tax motion against IRS to compel resolution of Ponzi scheme priority of investors; and, a substantial amount of time in this category relates to the review and approval of a significant number of IRS and New York State tax returns, various other tax forms and dealing with tax and financial professionals on tax issues.

In rendering the services in Category P, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$34,310.00, plus \$932.33 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	59.60	452.06	26,942.50
Kelly E. Marks	5.30	247.26	1,310.50
Nickolas Karavolas	21.80	275.00	5,995.00
Karen A. Kawczynski (P)	0.40	155.00	62.00

Q. Valuation

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

R. William J. Brown, as Receiver Function

Category R consists of services related to the function of William J. Brown, as Receiver in his capacity as Receiver. These services, per prior agreement with the SEC, are rendered at \$225 per hour. Thus, while the accrued amount would otherwise be \$46,459.00, the discounted amount to be paid is \$34,447.50. All of the Receiver's travel time is charged to this category and, thus, is at a substantially reduced rate. Travel time is also charged at one-half of the total time travelled unless work associated with these estates is being conducted at that time.

The daily time entries reveal the Receiver's almost daily involvement with the various Receiver entities identified in the various descriptions including for this Application Period frequent communications with investors to answer questions about assets recovered, the claims process, asset distributions to creditors, questions regarding SIPC coverage and related items, weekly review, processing and approval of payments to vendors and other third parties for services rendered to Receiver operating companies prior to sale of each of those companies, review and authorization of payroll, review of communications from investors and SEC

regarding various and ongoing matters, travel to 99 Pine Street for supervision of businesses, sale negotiations, travel to/from and appear for several court matters, dealing with business issues for Alarm Traders, LLC and Benchmark Communications regarding financial performance including periodic telephone updates, review of bank statements and accounts, maintenance of website and updating of same, dealing with Benchmark operational issues, dealings with the various banks at which operating entities of the Receivership estates maintain accounts, the review of checks and invoices for payment on a weekly basis for those various operating businesses, conferences with third parties regarding claims and related issues, the weekly review of payroll requests and substantiation for same, investor communications both by phone, in writing and e-mail, attending to various investor letters, and communications with and travel to/from meetings in Binghamton, New York regarding 107th Associates with HSK representatives; dealing with 99 Pine Street lease issues; and site visits at the Smith Trust Sacandaga property for sale preparation, broker meetings, and listing.

In rendering the services in Category R, the Receiver expended the time represented below at the hourly rates represented below for a total value of \$46,459.00, plus \$3,889.34 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	153.10	450.00/ 455.00	\$46,459.00 (to be billed and paid at \$34,447.50)

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

Category S consists of services related to legal involvement in the SEC's action against McGinn, Smith & Co., Inc. and other parties including review of pleadings, conferences regarding same, review of criminal dockets; reviewing Piaker & Lyons' role; dealing with Sacandaga camp litigation issues and related matters including reviewing and responding to

Smith objections, communications with SEC and other counsel regarding action and request for information, review of Court decisions, and dealing with Smith motion for payment of taxes.

In rendering the services in Category S, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$10,248.50, plus \$654.46 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	20.70	451.48	10,248.50

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

Category T consists of review and reporting of ongoing Livingston payments; review of Settlement Agreement regarding Confession of Judgment requirements; preparation of renewed Confession of Judgment and communications regarding same.

In rendering the services in Category T, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$1,022.00, and no disbursements:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	1.20	454.17	545.00
Todd A. Ritschdorff	1.80	265.00	477.00

U. Sale of McGinn Niskayuna Property

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

V. Sale of Smith Vero Beach Property

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

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

Category W consists of services related to Smith Trust Assets including continuous communications with Geoffrey Smith, real estate brokers and others regarding Sacandaga camp matters including insurance, property tax and utility bills and repairs, and ongoing communications with Kinderhook Bank; study and resolve manner by which to sell lots given lake access challenges; review of Second Circuit decision regarding the Smith Trust and conferences and communications regarding steps going forward. During this period, the Receiver and his professionals also prepared, at the Court's request, a material report regarding the potential sale of the Sacandaga property which resulted in an Order allowing the Receiver to proceed and consummate a sale, resulting in over \$546,000 for the estate.

In rendering the services in Category W, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$64,704.50, plus \$1,610.08 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	137.30	446.07	61,245.50
James J. Contino	0.90	405.00	364.50
Sharon L. Wick	0.20	360.00	72.00
Todd A. Ritschdorff	10.00	209.35	2,093.50
Karen A. Kawczynski (P)	0.20	150.00	30.00
Pamela C. Kepfer (P)	5.80	155.00	899.00

X. USA vs. McGinn, Smith & Co. Inc.

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

Y. William J. Brown, as Receiver for Third Albany Income Notes, LLC vs. David Kennedy and Stephen I. Willis

Category Y consists of services for various matters related to alseT and dealing with Messrs. Kennedy and Willis with regard to guaranty claims against each of them.

In rendering the services in Category Y, the following attorneys and paralegals at Phillips Lytle expended the time represented below at the hourly rates represented below for a total value of \$13,090.50, plus \$1,050.74 in disbursement expense:

<u>ATTORNEY</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
William J. Brown	12.30	455.00	5,596.50
Joseph B. Schmit	14.00	475.00	6,650.00
Stacy E. O'Brien (P)	1.80	205.00	369.00
Rafael F. Valdez (P)	2.50	190.00	475.00

**REIMBURSEMENT OF EXPENSES**

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

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



**PARTICULAR EXPENDITURES**

16. During the Seventh Interim Period, substantial charges were incurred, as follows:

- (a) Transcripts of sentencing hearings for David Smith and Timothy McGinn (\$288.35);
- (b) Duplicating costs for service of Phillips Lytle Fifth Interim Fee Application (\$230.90);
- (c) Duplicating costs for service of Tax Motion (\$255.00); and
- (d) Filing fee (\$400.00) and service (\$480.50) of the aT Summons and Complaint in the District Court for the Southern District of New York.

**CONCLUSION**

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

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

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

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

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

**NOTICE**

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

WHEREFORE, Phillips Lytle and the Receiver respectfully request that this Court enter an order allowing and approving Phillips Lytle's and the Receiver's Application for (i) interim compensation in the amount of \$256,075.19, and reimbursement of expenses in the amount of \$9,423.96, for a total of \$265,499.15 for the period of July 1, 2013 through June 30, 2014; and (ii) granting such other and further relief as is just and proper.

Dated: October 14, 2016

PHILLIPS LYTLE LLP

By /s/ William J. Brown

William J. Brown (Bar Roll #601330)

Todd A. Ritschdorff (Bar Roll #512601)

Attorneys for the Receiver

Omni Plaza

30 South Pearl Street

Albany, New York 12207

Telephone No. (518) 472-1224

and

One Canalside

125 Main Street

Buffalo, New York 14203

Telephone No.: (716) 847-8400

# ***Exhibit A***

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF NEW YORK

-----X  
SECURITIES AND EXCHANGE COMMISSION :

*Plaintiff,* :

vs. :

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

McGINN, SMITH & CO., INC., :  
McGINN, SMITH ADVISORS, LLC :  
McGINN, SMITH CAPITAL HOLDINGS CORP., :  
FIRST ADVISORY INCOME NOTES, LLC, :  
FIRST EXCELSIOR INCOME NOTES, LLC, :  
FIRST INDEPENDENT INCOME NOTES, LLC, :  
THIRD ALBANY INCOME NOTES, LLC, :  
TIMOTHY M. McGINN, AND :  
DAVID L. SMITH, GEOFFREY R. SMITH, :  
Individually and as Trustee of the David L. and :  
Lynn A. Smith Irrevocable Trust U/A 8/04/04, :  
LAUREN T. SMITH, and NANCY McGINN, :

*Defendants,* :

LYNN A. SMITH and :  
NANCY McGINN, :

*Relief Defendants. and* :

GEOFFREY R. SMITH, Trustee of the :  
David L. and Lynn A. Smith Irrevocable :  
Trust U/A 8/04/04, :

*Intervenor.* :

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

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

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

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

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

4. The billing rates being charged by Phillips Lytle in connection with the Application are those which were customarily charged by Phillips Lytle during the time periods in question and are comparable to those charged by other firms of comparable size and experience in this geographic area for the prosecution of matters similar to this action. Pursuant to prior agreement, in my capacity as Receiver, I agreed to charge an hourly rate of \$225 rather than my 2013 and 2014 hourly rates of \$450 and \$455, respectively.

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

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

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

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

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

Dated: October 14, 2016

/s/ William J. Brown

William J. Brown

Doc #01-2986008.1

# ***Exhibit B-1***

# **CATEGORY A**

## **ASSET ANALYSIS & RECOVERY**





## Phillips Lytle LLP

Attorneys at Law  
One Canalside  
125 Main Street  
Buffalo, NY 14203-2887  
Telecopier # (716) 852-6100  
(716) 847-8400  
FED I.D. #16-0505790

William J. Brown, Esq.  
Phillips Lytle LLP  
One Canalside  
125 Main Street  
Buffalo, NY 14203

Invoice Number 885348  
Invoice Date 10/14/16  
Client Number 33474  
Matter Number 00000  
W J Brown

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### Re: ASSET ANALYSIS & RECOVERY

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2014:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/15/13	WJB	J Few: Review B Shea e-mail on status of J Few settlement	0.1
08/16/13	WJB	J Few: Review N-K emails re documentation and telephone call to N-K re comments to same	0.2
08/16/13	N-K	J Few: Analyze loan settlement; Teleconference with B Shea regarding loan settlement; Draft settlement agreement; Draft term note; Review comments to draft agreement and note; Analyze amortization schedule; Revise settlement and note	4.3
08/19/13	N-K	J Few: Revise settlement agreement and e-mails regarding same	0.2
08/22/13	WJB	J Few: Review settlement agreement and prepare revisions and forward to N-K	0.4
08/22/13	WJB	J Few: Review revised J Few settlement agreement received from N-K and telephone call to N-K re final revisions	0.4

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/22/13	N-K	J Few: Conferences with WJB re: draft settlement agreement; Revisions to settlement agreement and note	3.8
08/26/13	N-K	J Few: Attention to issues regarding loan settlement	0.2
08/27/13	WJB	J Few: Review e-mail from B Shea re proposed changes to asset recovery settlement; Prepare reply with authorized changes; Review changes from N-K and forward to B Shea	0.3
08/27/13	WJB	J Few: Review final e-mail revisions of documents and forward to N-K, B Shea for execution	0.2
08/27/13	N-K	J Few: E-mails regarding comments to settlement agreement and term note; Teleconference with WJB regarding revisions to agreement; Revise settlement agreement and note	0.7
08/28/13	WJB	J Few: Review signed documents received from J Few and prepare e-mail B Shea re okay to provide amortization schedule to Mr. Few	0.3
08/28/13	N-K	J Few: Teleconference with B Shea regarding settlement issues; Teleconference with WJB regarding same; Attention to settlement issues and related e-mails	0.4
08/30/13	WJB	J Few: Review signed and returned document; Prepare e-mail re execution of Exhibit A Note to N-K; Prepare transmittal letter to B Shea and endorse check for deposit by B Shea	0.3
08/30/13	WJB	J Few: Revise transmittal letter to B Shea re need for new note and forward same to B Shea with executed documents	0.2
08/30/13	N-K	J Few: Attention to issues regarding term note and related emails; Phone conference with B Shea regarding term note	0.4
09/03/13	WJB	South Street/CMET: Review amended offer to purchase securities; Prepare e-mail B Shea re same	0.4
09/03/13	WJB	South Street/CMET: Telephone call to B Shea re State Street tender offer and how to confirm terms of same and process for tendering shares to South Street	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/03/13	WJB	South Street/CMET: Review B Shea e-mail with tender offer forms, sign same and forward to B Shea; Review tender offer e-mails; Telephone call to B Shea re release of securities by P Rabinovich; Prepare e-mail re tender offer; Review notes from D Smith inquiry on South Street share value; Send e-mail to P Rabinovich for certificate for delivery	0.6
09/03/13	WJB	South Street/CMET: Review e-mail from P Rabinovich re sale of securities	0.3
09/03/13	WJB	South Street/CMET: Telephone call to B Shea re process to recover and tender shares and communications with P Rabinovich re same; Prepare letter to securities houses re release of shares	0.4
09/04/13	WJB	South Street/CMET: Telephone call to B Shea re issues with redemption including over-subscription; Participate in conference call with South Street representatives re CMET Finance Holdings Inc. tender offer, negotiations re dealing with over-subscription and timing of tender offer; Work with N-K, B Shea on preparation of loss securities affidavit, delivery to South Street Securities and completion of tender offer paperwork	1.2
09/04/13	WJB	South Street/CMET: Telephone call from South Street Securities and counsel re splitting of tender by McGinn Smith and terms of honoring later amount, legal issues with same	0.4
09/04/13	WJB	South Street/CMET: Prepare two e-mails to South Street confirming discussion of tender of 13,500 shares and 4,500 shares being repurchased at later date and terms of same in accordance with telephone conference	0.5
09/04/13	WJB	South Street/CMET: Telephone call to B Shea re revised terms and status of e-mails to J Carr re CMET tender	0.1
09/05/13	WJB	South Street/CMET: Prepare e-mail B Shea re tracking securities certificate to comply with tender offer; Telephone call from South Street re change in offer to purchase all 18,000 shares; Prepare confirming e-mail re same with wire instructions for payment for purchase of shares	0.6

33474 Brown, William J. as Receiver of McGinn,  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/05/13	WJB	J Few: Finalize settlement and tickle dates for payments	0.1
09/05/13	WJB	South Street/CMET: Exchange three e-mails with B Shea re delivery of securities certificate and follow-up in order to comply with tender offer	0.1
09/05/13	K-K	Docket settlement payment dates	0.2
09/06/13	WJB	CMET: Review e-mails from B Shea re delivery of securities certificate, loss securities affidavit; Forward affidavit to NYC office for delivery	0.3
09/06/13	WJB	CMET: Review revised loss affidavit form, sign and scan same back for delivery to South Street Securities	0.3
09/09/13	WJB	Prepare letter RMR Securities and NFS to release and wire transfer CIFIC proceeds to Receiver's accounts	0.2
09/27/13	WJB	Review payment from J Few and e-mail B Shea re receipt and deposit, bank account information	0.2
09/27/13	WJB	CMS: Prepare comments to R Haldeman comments to MOU revisions and email same to H Rittberg, R Haldeman; E-mail R Haldeman re proposed meeting to discuss	1.2
09/27/13	WJB	CMS: Review and reply to Pauline re arrangements to meet R Haldeman email on changes to MOU and meeting to negotiate same	0.2
09/30/13	WJB	CMS: Prepare e-mail R Haldeman on meeting to negotiate MOU for Wednesday in Albany; Review reply and e-mail B Shea re scheduling	0.1
09/30/13	WJB	Aquatic: Review two TAR e-mails confirming when payments made and date of default	0.1
09/30/13	KJE	Aquatic Development: Conference with WJB regarding breach	0.1

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 00000 Asset Analysis & Recovery  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
01/15/14	WJB	Prepare for and meet with K Ellis re negotiations concerning Aquatic debt, discussion of prior communications and agreement on process to go forward	1.0
01/15/14	WJB	Prepare memo to file re Aquatic Development meeting and settlement terms	0.2
01/28/14	WJB	Livingston: Prepare two e-mails to TAR with renewal of confession of judgment information as required under settlement agreement	0.1
01/29/14	WJB	Livingston: Review updated Livingston confession of judgment as prepared by TAR and prepare e-mail TAR to send to Mr. Livingston at 6-month renewal mark consistent with settlement agreement	0.5

CURRENT FEES

\$8,047.00

TOTAL AMOUNT OF THIS INVOICE

\$8,047.00

\*\*\*PAYMENT DUE UPON RECEIPT\*\*\*

# **CATEGORY B**

## **CLAIMS ADMINISTRATION & OBJECTIONS**



## Phillips Lytle LLP

Attorneys at Law  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203-2887  
 Telecopier # (716) 852-6100  
 (716) 847-8400  
 FED I.D. #16-0505790

William J. Brown, Esq.  
 Phillips Lytle LLP  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203

Invoice Number 885349  
 Invoice Date 10/14/16  
 Client Number 33474  
 Matter Number 00001  
 W J Brown

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### Re: CLAIMS ADMINISTRATION & OBJECTIONS

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2014:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/29/13	WJB	Profitability.net: Telephone call from A Larkins re unsecured trade vendor claim, referral to website and bar date; Prepare e-mail B Shea to confirm filing of claim; Review prior e-mail exchanges with A Larkins re computer data at initiation of case	0.3
08/29/13	WJB	Profitability.net: Review e-mail from A Larkins and prepare reply re his assertions and treatment of claim	0.2
09/03/13	WJB	Prepare e-mail B Shea re questions on how to distribute to IRA holders	0.2
09/04/13	WJB	Seton Hall: Telephone conference with L Donavan, Esq. re trustee's claim re Will B. Wright claim re Seton, discussion of listed claim amount, communications with Receiver's counsel and agreement to check database for additional information	0.4
09/04/13	WJB	Seton: Prepare e-mail B Shea requesting investigation of Will B Wright claim by Trustco re Seton	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/05/13	WJB	Review B Shea e-mail on TD Bank as trustee for estate claim; Prepare reply directing further review and obtaining of evidence of payment	0.1
09/11/13	WJB	Prepare reply letter to L Donovan Esq. re Trustco claim for investor claim already paid	0.1
09/20/13	WJB	Review letter purportedly from E King, investor; Prepare e-mail B Shea re verification of background	0.2
09/30/13	WJB	Prepare e-mail B Shea re follow-up on analysis of Will B. Wright claim payment on Solomon Software	0.1
10/03/13	WJB	Telephone call from Dr. M Freshman re Seton equity claim and report on likely no distribution	0.2
10/07/13	WJB	Review claim of W Wright and Excel spreadsheet from B Shea showing final payment schedule; Prepare letter L Donovan re no payments due estate of W Wright	0.3
10/17/13	WJB	K Maier: Review Pine Street conversion material received from B Shea; Telephone call to B Shea re discussion of timing of conversion and background information to evaluate claim	0.4
10/17/13	WJB	Telephone call to K Maier, B Downes re explanation of basis for objection to her claim re conversion from TAIN to Pine Street and likely next steps	0.4
10/17/13	WJB	Prepare memo to file re K Maier claim based upon research and investigation and telephone conference with K Maier	0.1
10/17/13	WJB	Telephone call to T Welles re K Maier claim, conversion information and likely follow-up from K Maier	0.2
10/18/13	WJB	H McCafferty: Review SAI Trust 03 claim and determine if missing claim, involvement of Point Bank and review file from B Shea re background investigation	0.4
10/18/13	WJB	H McCafferty: Follow-up telephone conference with B Shea re involvement of Point Bank re SAI Trust 03	0.1



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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/18/13	WJB	Telephone call from H McCafferty re SAI Trust 03 and dealing with those claims in Receivership	0.4
10/21/13	WJB	Review letter from J Eric King of Equinox Companies re claims status; Prepare e-mail B Shea to investigate same	0.2
10/21/13	WJB	Conference B Shea re J Eric King potential preferential payments	0.1
10/21/13	WJB	Prepare letter to J Eric King re claim treatment based upon three payments	0.3
10/24/13	WJB	Telephone message from R Bove and prepare e-mail re follow-up of two senior versus junior claim allocation	0.1
10/24/13	WJB	Telephone call from R Bove re explanation of senior versus junior, actual practices and likely recommendation to Court	0.2
03/19/14	WJB	Review C Cioffi letter re Estate of James D. Schmitt and TOLTEC and prepare reply letter re issues with valuation, review claims register and referral to website descriptions	0.3

CURRENT FEES

\$2,431.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Duplicating A1, 1 Page(s)

0.10

CURRENT EXPENSES

0.10

TOTAL AMOUNT OF THIS INVOICE

\$2,431.60

\*\*\*PAYMENT DUE UPON RECEIPT\*\*\*

# **CATEGORY C**

## **ASSET DISPOSITION**



## Phillips Lytle LLP

Attorneys at Law  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203-2887  
 Telecopier # (716) 852-6100  
 (716) 847-8400  
 FED I.D. #16-0505790

William J. Brown, Esq.  
 Phillips Lytle LLP  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203

Invoice Number 885350  
 Invoice Date 10/14/16  
 Client Number 33474  
 Matter Number 00002  
 W J Brown

---

### Re: ASSET DISPOSITION

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2014:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/01/13	WJB	CIFC: Review changes to proposed letter sent by DLG for sale of stock; Revise sale instructions	0.3
07/01/13	WJB	CIFC: Review revised letter to DLG re CIFC stock sale with WJB changes and forward to B Shea; Follow-up telephone call to B Shea re calculation of potential commission	0.5
07/01/13	WJB	CIFC: Review B Shea follow-up e-mail on sale of CIFC shares and commission price for same including installation of cap on commission	0.2
07/01/13	WJB	Vidsoft: Review e-mail from B Shea re receipt of proceeds; Review First Niagara Bank wire transfer information; Prepare e-mail J Smith at FNB to confirm receipt of wire of sale proceeds	0.3
07/01/13	WJB	Vidsoft: Review and reply to J Smith re wire transfer confirmation on sale proceeds	0.1

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00002 Asset Disposition  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/02/13	WJB	Vidsoft: Review FNB e-mail confirming receipt of Vidsoft proceeds by wire transfer and forward email to B Shea	0.1
07/02/13	WJB	Benchmark: Telephone call to J Markowitz re status of potential sale to HControl; Prepare e-mail M Guidry to expect call from M Bustamonte re potential purchase	0.3
07/03/13	WJB	Benchmark: Prepare e-mail J Markowitz re M Guidry providing current numbers for Benchmark operations to finalize lack of interest or level of interest by HControl	0.2
07/05/13	WJB	Benchmark: Prepare e-mail M Guidry re status of communication with HControl; Review reply; Prepare e-mail M Guidry re request for him to identify Mobile, AL purchaser	0.1
07/15/13	WJB	Telephone conference with M Guidry, B Bronston re steps to sell Benchmark in light of current circumstances, value and performance criteria	0.3
07/15/13	WJB	Benchmark: Telephone call to R Foreman re possible broker and referral to broker for sale of Benchmark, preliminary facts	0.3
07/15/13	WJB	Benchmark: Prepare e-mail M Guidry with information request for R Foreman	0.1
07/16/13	WJB	Verifier: Telephone call from W Perez re settlement offer for redemption of guaranteed payment units and discussion of same, net recovery	0.3
07/16/13	WJB	Benchmark: Review Benchmark sale materials received from M Guidry	0.1
07/19/13	WJB	Prepare e-mail B Shea requesting update on completion of asset disposition list	0.1
07/19/13	WJB	Telephone call to B Shea re preparation of asset disposition and collection list	0.1
07/22/13	WJB	Review form of asset list received from B Shea and prepare comments and reply to same; Voicemail to B Shea re comments	0.1

33474 Brown, William J. as Receiver of McGinn,  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/22/13	WJB	Benchmark: Prepare confidentiality agreement for R Foreman; Prepare e-mail R Foreman re same	0.3
07/22/13	WJB	Benchmark: Prepare agenda for conference call with M Guidry, B Bronston on sale process and secured debt	0.2
07/22/13	WJB	Benchmark: Participate in conference call with M Guidry, B Bronston re sale process, Legacy deposits, cash flow, secured party payment and reply to B Rader re no closing of sale with HControl	0.5
07/22/13	WJB	Benchmark: Prepare confidentiality agreement for Hunt Telecommunications and forward to M Guidry	0.2
07/22/13	WJB	Benchmark: Review signed confidentiality agreement received from R Foreman; Telephone call to R Foreman re arrangements on proceeding from this point	0.2
07/31/13	WJB	Benchmark: Review July 30 email from M Guidry requesting IGT Networks Inc. confidentiality agreement, preparation of same and forward to M Guidry	0.3
08/05/13	WJB	Verifier: Prepare memo to file re 8/2 call with B Perez re potential settlement terms	0.2
08/05/13	WJB	Verifier: Telephone call to B Perez re Board of Director calls over weekend re ability to finalize settlement; Prepare notes re \$4 million settlement if accepted by close of business on 8/6	0.3
08/06/13	WJB	Verifier: Review Verifier \$4 million settlement offer and terms of same; Review e-mail re GPUs; Prepare e-mail requesting operating agreement; Prepare e-mail B Perez re no representations or warranties to be delivered by Receiver and only limited release can be given; Prepare e-mail N-K requesting preparation of settlement authorization motion	0.6

33474 Brown, William J. as Receiver of McGinn,  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/06/13	WJB	Verifier: Review operating agreement for GPU description; Prepare e-mail B Perez for prior operation agreement for when GPUs were issued; Telephone call to B Shea to explain settlement and request for review of financial statements; Review B Shea questions and e-mail B Perez re G&A question and top 5 employee salaries for year	0.8
08/06/13	WJB	Verifier: Prepare e-mail B Perez re conditional acceptance of settlement offer	0.1
08/07/13	WJB	Verifier: Conference N-K re form of Verifier motion and further description of terms of settlement for incorporation into motion	0.2
08/13/13	WJB	Verifier: Review B Perez e-mail on status of delivery of redemption agreement and status of review by Board of Directors	0.1
08/13/13	WJB	Verifier: Prepare draft letter to Judge Hummel re requested hearing date for Verifier settlement hearing	0.1
08/13/13	WJB	CIFC Security: Review proceeds letter to P Rabinovich at NFS for forwarding check with proceeds, review background and authorize same	0.3
08/14/13	WJB	Verifier: Review draft Redemption Agreement received from B Perez and prepare comments to same working on scope of release and insertion of necessary information including wire transfer information	1.6
08/14/13	WJB	Verifier: Prepare e-mail N-K re incorporating competitive bidding information into motion based upon HControl intent to bid; Revise draft motion	0.5
08/14/13	WJB	Verifier: Prepare notes re J Markowitz calls on offer by HControl	0.1
08/14/13	WJB	Verifier: Review comments to draft Redemption Agreement, further revisions to same and prepare e-mail B Perez with revised version and comments	0.4

33474 Brown, William J. as Receiver of McGinn,  
 Smith & Co., Inc., et al  
 00002 Asset Disposition  
 October 14, 2016

Invoice Number 885350

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/14/13	WJB	Verifier: Work on motion dates for motion to approve Verifier redemption motion	0.2
08/14/13	WJB	Verifier: Prepare e-mail J Markowitz re HControl offer, bidding and probable hearing date on motion for redemption	0.2
08/14/13	WJB	Verifier: Review e-mail from B Perez re timing of motion and order and prepare three e-mails re same including e-mail to N-K with instructions for preparation of Order	0.3
08/14/13	WJB	CIFC: Telephone message from K Bacon at NFS; Prepare letter re copy of order per his request re Receiver authority	0.2
08/14/13	WJB	Benchmark: Telephone call from J Markowitz re level of Verifier purchase interest and discussion of same, competing offers	0.3
08/14/13	WJB	Verifier: Telephone call from J Markowitz re offer and discussion of higher offer already received and competing bid potential	0.2
08/15/13	WJB	Verifier: Review revised motion and order as revised by N-K; Telephone call to N-K re adjusting format and prepare e-mail with letter used for scheduling motion with Court including review of prior auction approval letters previously signed by Court	0.3
08/15/13	WJB	Incaps: Review B Shea e-mail on status of disposition; Prepare reply	0.1
08/15/13	WJB	Incaps: Telephone call to B Shea re pursuing Incaps and contacting M Bowie at Sandler O'Neill	0.1
08/19/13	WJB	Verifier: Review revised Redemption Agreement received from counsel for Verifier	0.6
08/19/13	WJB	Verifier: Review draft motion for settlement approval, prepare comments and inserts to same	0.9
08/19/13	WJB	Verifier: Prepare revisions to draft Order for approval of settlement	0.3

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08/19/13	WJB	Verifier: Telephone call to B Perez re finalizing redemption agreement terms	0.3
08/19/13	WJB	Verifier: Prepare final revisions to draft motion for approval of settlement	0.3
08/19/13	WJB	Verifier: Prepare e-mail with draft motion to B Shea for factual review and review B Shea suggested changes and prepare reply with follow-up questions	0.2
08/19/13	WJB	CMS: Review R Haldeman comments to Memorandum of Understanding re settlement terms on global basis	0.1
08/20/13	WJB	Verifier: Review revised redlined agreement for redemption received from counsel for Verifier and compare to earlier comments for correlation; Revise draft Order and letter to Court requesting hearing	0.8
08/20/13	WJB	Verifier: Prepare e-mail B Perez to remove lender condition as condition to closing; Prepare e-mail B Shea re final form of agreement and request for review	0.4
08/20/13	WJB	Verifier: Telephone call to B Shea to confirm whether M Rogers has ownership interest in Verifier	0.1
08/21/13	WJB	CMET: Conference with B Shea re tender offer and procedure for sale of shares	0.2
08/22/13	WJB	Verifier: Review B Perez e-mail with status re First Capital and prepare reply re further report on Tuesday re progress	0.2
08/22/13	WJB	Benchmark: Consider courses of action for disposition of Benchmark remaining assets	0.1
08/22/13	WJB	Verifier: Review B Perez defense of delay by Verifier in obtaining necessary consents	0.1
08/26/13	WJB	Benchmark: Review website for asset sale details as posted by M Guidry; Review documents; Review M Guidry e-mails re information for potential buyers	0.5



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08/26/13	WJB	Review confidentiality letters for each party to be granted access to sale website; Prepare e-mail M Guidry re granting access to signatories of confidentiality letters; Review cash flow projections; Prepare e-mail R Foreman re access to website; Prepare e-mail M Guidry approving reduction of staff; Prepare e-mail M Guidry questioning if projections held up in August 2013	0.9
08/27/13	WJB	Benchmark: Review status of website access to interested parties	0.1
08/28/13	WJB	Verifier: Telephone message from B Perez re offer to provide status report and prepare reply; Telephone call from B Perez re status, involvement of third parties not anticipated as requiring approval, next steps and discussion of court process	0.4
08/28/13	WJB	CMS: Prepare e-mail R Haldeman re bridge loan notes, agreement for payment resolution and conditions to same; Review file on Favish Note	0.5
08/28/13	WJB	CMS: Review e-mail from B Shea on which bridge loan notes are being repaid; Telephone call to B Shea to confirm same and discuss L Smith notes as being different; Prepare e-mail R Haldeman re three notes being repaid to confirm same	0.3
08/28/13	WJB	CMS: Review R Haldeman e-mail with lost note affidavit and proposed bridge loan repayment amount; Prepare e-mail B Shea for review re process for distribution of monies	0.2
08/28/13	WJB	CMS: Prepare e-mail B Shea re payees on notes and questions re payment process and issuance of checks	0.1
08/28/13	WJB	CMS: Follow-up telephone conference with B Shea re coordination with CMS on payment for notes and process for same	0.2
08/28/13	WJB	CMS: Review B Shea e-mail on bridge loan note interest calculations	0.1

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08/29/13	WJB	CMS: Review R Haldeman e-mail on M&T account and calculation of fees and interest and prepare reply; Prepare e-mail and telephone call to B Shea re calculation of amount due	0.2
08/29/13	WJB	CMS: Telephone call from B Shea re communications with Barbara at CMS re refusal to pay interest on earned fee and develop counterproposal	0.1
08/29/13	WJB	CMS: Review e-mail from B Shea re M&T procedure to release CMS funds and prepare e-mail M&T authorizing same	0.1
08/29/13	WJB	CMS: Review R Haldeman e-mail with new terms and criticisms; Prepare reply directing R Haldeman to prior e-mail re conditions re Receiver's agreement to accept repayment of proposed amount re interest on calculated fee	0.3
08/29/13	WJB	Review e-mail re process for issuance and exchange of checks and forwarding of M&T amounts to satisfy bridge loan notes repayment and follow-up telephone call to B Shea re same	0.4
08/29/13	WJB	CMS: Review e-mail re bridge loan note repayment and where funds should be payable and prepare reply re concentration account as reason for payee on checks	0.2
08/29/13	WJB	CMS: Review R Haldeman proposed no waiver letter draft and prepare e-mail confirming receipt	0.1
08/30/13	WJB	CMS: Review anti-waiver letter proposed by R Haldeman, revise same; Prepare e-mail R Haldeman re revisions and lost note affidavits	0.7
08/30/13	WJB	CMS: Review P Fredritz e-mail on acceptance of revised anti-waiver letter as revised by Receiver and update re payment; Forward loss note affidavit	0.2

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08/30/13	WJB	CMS: Review copies of two notes for preparation of affidavit of loss re bridge loan note repayment; Revise loss note affidavit and e-mail CMS re needed correction; Edit anti-waiver letter and sign same; Compare documents and prepare transmittal letter to CMS in order to accomplish bridge loan note repayment	1.2
08/30/13	WJB	Verifier: Prepare e-mail B Perez inquiring as to status of third party approvals	0.1
08/30/13	WJB	CMS: Review final documents and execute and transmit to CMS for payment	0.2
08/30/13	WJB	CMS: Review anti-waiver letter as signed and received from R Haldeman; Prepare email forwarding same to B Shea and organize file re repayment of bridge loan notes	0.3
08/30/13	WJB	CMS: Exchange e-mails CMS re sending of checks and address for same re bridge loan note repayment; Review e-mail from B Shea re same	0.3
09/05/13	WJB	Verifier: Telephone conference with W Perez re requirement for deposit to continue open contract and Receiver position on closing date for sale of Verifier interests	0.3
09/06/13	WJB	Verifier: Review e-mail from J Markowitz requesting call to discuss Verifier sale and prepare reply as to setting up same; Prepare e-mail W Perez for answer on deposit request	0.2
09/06/13	WJB	Review e-mail from B Shea on disposition of chandelier, consider same and approve disposition	0.2
09/06/13	WJB	Verifier: Telephone call to J Markowitz re Verifier offer, general explanation of present offer and encouragement to provide competing bid and timing of filing of Verifier motion	0.4
09/06/13	WJB	Verifier: Consider how to increase bidding opportunities and obtain competing bid from J Markowitz client and how to provide due diligence materials including conference with ZDM re same	0.4

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09/06/13	WJB	Verifier: Prepare confidentiality agreement re Verifier for J Markowitz	0.3
09/07/13	WJB	Verifier: Revise confidentiality letter for HControl in connection with Verifier	0.5
09/07/13	WJB	Verifier: Prepare e-mail J Markowitz forwarding form of HControl confidentiality agreement for Verifier GPU examination	0.1
09/09/13	WJB	Verifier: Telephone call to W Perez re agreement on redemption agreement and closing date requested change to 10/16	0.2
09/09/13	WJB	Verifier: Telephone call from J Markowitz re identify and ability of proposed Verifier buyer to bid on assets and nature of interest in same	0.2
09/10/13	WJB	Verifier: Review e-mail from W Perez with signed Redemption Agreement	0.1
09/10/13	WJB	Verifier: Review draft motion and Redemption Agreement from W Perez and prepare e-mail SEC with same re intent to file motion for \$4 million recovery	0.3
09/11/13	WJB	Verifier: Review draft motion to approve \$4 million redemption, revise same and assemble exhibits including comparison of old and new operating agreement, calculate bidding amounts and hearing dates and calculate days for holding invitation to bid and auction	1.8
09/11/13	WJB	Verifier: Prepare e-mail to Judge Hummel's law clerk requesting scheduling Verifier hearing and sign letter to Judge Hummel to schedule hearing and bidding procedures re Verifier	0.3
09/12/13	WJB	Verifier: Prepare e-mail J Markowitz with confidential documents for due diligence re Verifier and assemble documents re same	0.2

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09/13/13	WJB	Verifier: Prepare e-mail to Court re status of signed letter order scheduling hearing; Review scheduling order from Court; Prepare e-mail law clerk re order not docketed and review same once docketed	0.3
09/13/13	WJB	Verifier: Conference with KML5 re supplemental Certificate of Service modifying prior document re parties who had not received courier packages due to lack of scheduling order	0.2
09/13/13	WJB	Verifier: Review supplemental and amended Certificate of Mailing, prepare comments to same and file with Court	0.2
09/13/13	WJB	Verifier: Prepare e-mail W Perez with motion, scheduling order and next steps for hearing on Redemption Agreement	0.4
09/13/13	WJB	Verifier: Schedule auction dates, calculate same and prepare auction notice for distribution to potential interested parties and posting on website	0.9
09/13/13	WJB	Verifier: Prepare three e-mail notices to prospective bidders of auction and motion for redemption of Verifier securities and bidding opportunity	0.3
09/13/13	WJB	Verifier: Revise auction notice and distribute same	0.3
09/13/13	K-K	Docket hearing date on Verifier Motion	0.2
09/16/13	WJB	Verifier: Revise Verifier auction notice and e-mails to competing bidders and distribute same	0.5
09/16/13	WJB	Verifier: Prepare e-mail W Perez on behalf of Verifier notifying him of auction date and process	0.1
09/16/13	K-K	Docket verifier auction date	0.2
09/17/13	WJB	Verifier: Prepare e-mail TAR re arranging court reporter for potential auction	0.1
09/17/13	WJB	Verifier: Review auction arrangements and finalize steps in the event that potential additional bidder comes forward	0.1

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09/17/13	WJB	Benchmark: Telephone call to R Foreman re brokerage terms of potential Benchmark sale and send website access to R Foreman for data website	0.2
09/17/13	WJB	Benchmark: Exchange two e-mails with R Leithman of Hunt re potential Benchmark acquisition	0.2
09/17/13	WJB	Benchmark: Telephone call from R Leithman, T Bourque re Benchmark terms, process for sale, initial offer	0.4
09/17/13	WJB	Benchmark: Prepare e-mail B Shea re calculations for Benchmark principal and interest loan	0.1
09/18/13	WJB	Benchmark: Two telephone calls with B Shea re analysis of purchase offer, existing cash and other considerations	0.5
09/18/13	WJB	Benchmark: Prepare e-mail B Bronston, M Guidry re purchase offer and arranging call to discuss same	0.1
09/19/13	WJB	Benchmark: Prepare e-mail M Guidry, B Bronston confirming telephone conference to discuss purchase and sale of Benchmark	0.1
09/19/13	WJB	Benchmark: Analyze purchase offer, calculate amounts paid on Benchmark loan, consider alternatives and issues re sale, structure of same and cash flow analysis	0.8
09/19/13	WJB	Verifier: Review e-mail from TAR and prepare reply re scheduling court reporter for potential auction if necessary for competing bid	0.1
09/19/13	WJB	Benchmark: Conference call with B Bronston, M Guidry re purchaser offer, evaluation of same and negotiations concerning repayment of Benchmark loan	0.6
09/19/13	WJB	Verifier: Review J Markowitz e-mail and client e-mails on decision not to make competing bid at Verifier auction	0.1
09/20/13	WJB	Analyze and prepare proposal to Benchmark lender and former owners re repayment of loan based upon purchase price and related terms	0.8

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09/20/13	WJB	Benchmark: Review B Bronston reply with counterproposal re loan repayment	0.1
09/20/13	WJB	Benchmark: Telephone call from B Shea re discussion and analysis of Benchmark loan repayment proposal, sale and value to estate	0.4
09/20/13	WJB	Benchmark: Draft reply counterproposal to B Bronston re Benchmark loan and payment to former owners	0.2
09/20/13	WJB	Benchmark: Finalize reply e-mail to B Bronston re Benchmark loan repayment proposal in light of prior negotiations and forward same to B Bronston	0.2
09/20/13	WJB	Benchmark: Review B Bronston reply and prepare reply to same re rejection of certain points; Telephone message and e-mail to R Leithman re offer and proceeding with offer; Prepare reply to B Bronston re reaching agreement on loan repayment in light of purchase offer	0.4
09/23/13	WJB	Benchmark: Prepare settlement confirmation letter re terms negotiated with B Bronston and review same	0.4
09/23/13	WJB	Benchmark: Work on settlement agreement letter re Benchmark secured loan and terms of same and asset sale issues	0.9
09/24/13	WJB	Benchmark: Further revisions to settlement letter agreement and review Benchmark loan documents for parties and terms	0.5
09/24/13	WJB	Benchmark: Prepare reply e-mail to R Leithman at Hunt re contract for sale terms; Review R Leithman reply re engagement of counsel to prepare purchase agreement	0.2
09/24/13	WJB	Benchmark: Finalize settlement letter agreement and distribute to B Bronston, M Guidry	0.8
09/24/13	WJB	Review B Bronston comments to settlement letter agreement, revise same and deal with comments re settlement terms	0.5

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09/25/13	WJB	Benchmark: Telephone call from L Rittenberg re format of purchase agreement for Benchmark and background re structure of entity and receivership	0.3
09/25/13	WJB	Verifier: Check on status of any competing offers for auction process	0.1
09/26/13	WJB	Verifier: Prepare e-mail W Perez re no competing bids submitted and therefore no auction and consider next steps pending court hearing on approval of settlement	0.2
09/26/13	WJB	Verifier: Prepare reply to W Perez e-mail question re next steps if no auction and actual court hearing schedule	0.1
09/27/13	WJB	Verifier: Assemble pleadings for court hearing on 10/2 including proposed Order and revise same	0.2
09/30/13	WJB	Benchmark: Review M Miller due diligence request on behalf of Benchmark purchaser	0.1
09/30/13	WJB	Benchmark: Telephone call to R Foreman re level of interest at recent convention in Benchmark assets, possible sale opportunities and discussion of existing offer, follow-up and course of action	0.4
09/30/13	WJB	Benchmark: Prepare e-mail M Guidry requesting login request for counsel for Hunt to database to satisfy due diligence request and to confirm that due diligence request materials are contained on database, consider appropriateness of request	0.2
09/30/13	WJB	Telephone call to B Shea re Benchmark tax return status and roll-up into other entity; Prepare e-mail counsel for purchaser re website access and answer to questions and due diligence request; Prepare e-mail to purchaser counsel with confidentiality agreement previously signed by Hunt	0.4
09/30/13	WJB	Verifier: Review motion in preparation for hearing; Review UCC searches; Revise Order to correct typographical error, outline hearing notes	0.7



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10/01/13	WJB	Verifier: Review documents for court hearing and prepare oral argument for approval of motion, review of order	1.1
10/02/13	WJB	Verifier: Prepare for and attend hearing at Bankruptcy Court on motion for approval of Verifier equity redemption; Prepare e-mail W Perez re court approval	1.1
10/03/13	WJB	E-mail Chambers for copy of signed Verifier Order and forward same to W Perez on behalf of Verifier	0.4
10/03/13	WJB	CMS: Review R Haldeman email on whether Bridge Loan Notes were included in settlement amount proposal	0.1
10/03/13	WJB	CMS: Deal with R Haldeman inquiry on settlement amounts and prepare reply after reviewing background materials	0.3
10/03/13	WJB	Verifier: Review 10/2 transcript of sale hearing including e-mail from court stenographer	0.2
10/03/13	WJB	Verifier: Prepare e-mail with sale order to W Perez	0.1
10/04/13	WJB	CMS: Prepare letter to R Haldeman re settlement terms	0.2
10/07/13	WJB	Benchmark: Telephone call from R Foreman re meeting with client re possible interest in Benchmark and discussion of potential brokerage fee	0.2
10/07/13	WJB	Benchmark: Prepare confidentiality agreement for Morris Communications, review website for further information and forward to R Foreman for execution and delivery	0.7
10/11/13	WJB	Verifier: Review W Perez e-mail re response concerning wire transfer instructions and sign Redemption Agreement as Receiver and forward to W Perez for closing; Prepare e-mail W Perez with signed agreement, confirmation of wire transfer instructions and form of receipt to be delivered following receipt of redemption proceeds	0.4
10/14/13	WJB	Seton: Review e-mail from B Shea re receipt of checks for Seton Health; Review settlement terms and prepare e-mail to B Shea for finalization	0.3

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10/14/13	WJB	Benchmark: Revise settlement letter with former owners of Benchmark, review of prior information and forward to B Bronston for review and finalization including proposed Purchase Agreement	1.1
10/15/13	WJB	Verifier: Prepare e-mail B Shea re obtaining screen shot from M&T to confirm wire transfer from Verifier; Telephone calls to and from W Perez re initiation of wire transfer for Redemption Agreement; Prepare e-mail W Perez re confirmation that Receiver will send wire confirmation upon receipt	0.5
10/15/13	WJB	Verifier: Review e-mail from W Perez re sending of wire transfer; Telephone calls to B Shea in attempts to confirm receipt of wire transfer after East coast business hours; Prepare e-mail W Perez re same; Telephone call from W Perez complaining about need for M&T confirmation after business hours; Telephone call to B Shea to reconfirm with M&T; Prepare second e-mail to W Perez confirming receipt by M&T of \$4 million wire transfer subject to 10/17 documentary confirmation following bank opening for business	0.8
10/15/13	WJB	Benchmark: Review B Bronston letter comments to settlement agreement and prepare reply	0.3
10/15/13	WJB	Verifier: Review e-mail from W Perez re forwarding of wire transfer; Send to B Shea for tracking purposes and prepare e-mail W Perez re after hours banking situation; Review fed wire number and forward to B Shea	0.3
10/16/13	WJB	Verifier: Review M&T wire confirmation concerning receipt of wire transfer and prepare e-mail W Perez re same; Review M&T e-mail with bank proof of receipt of wire transfer; Check on form of releases under sale agreement	0.6
10/16/13	WJB	Review B Shea analysis on costs and remaining cash to be expected at closing of sale	0.2

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10/16/13	WJB	Benchmark: Review four signed letter agreements from prior owners re settlements of remaining claims; E-mail B Bronston re question whether "Jason" signature is real or under stamp format; Prepare cover letter	0.3
10/16/13	WJB	Prepare e-mail B Shea re Benchmark cash flow projections; Telephone call to B Shea re year-to-date performance	0.2
10/17/13	WJB	Review revised signed settlement letter agreement containing correct signature for partner so that now signed by all, attend to distribution of \$100,000 principal payment in light of settlement letter being signed and prepare letter re same	0.4
10/17/13	WJB	Benchmark: Review re-signed settlement agreement letter received from B Bronston with J Veasey appropriate signature rather than stamped signature; Revise letter to B Bronston with signed agreement and check	0.4
10/17/13	WJB	Benchmark: Prepare e-mail B Shea re request to monitor future South Technology payments	0.1
10/17/13	WJB	Benchmark: Prepare e-mail B Shea re \$100,000 principal payment sent and provide copy of letter for bookkeeping purposes	0.1
10/17/13	WJB	Benchmark: Prepare e-mail M Guidry re B Shea overseeing ongoing expenses in light of sale agreement	0.2
10/17/13	WJB	Benchmark: Review e-mail from B Shea re closing projections of cash and expenses and prepare reply	0.2
10/18/13	WJB	Benchmark: Work on Purchase Agreement	0.5
10/21/13	WJB	Benchmark: Work on revisions to sale agreement and prepare e-mail to M Miller re changes and timing	0.8
10/22/13	WJB	Continue to work on revisions to sale agreement; Prepare e-mails M Miller, B Shea re revised agreement	1.3
10/23/13	WJB	Benchmark: Review changes requested to latest form of sale agreement and forward to M Miller	0.2

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10/23/13	WJB	Review B Shea e-mail re tax allocation in current form of agreement, allocation of cash to Benchmark and prepare reply; Consider same	0.2
10/24/13	WJB	CMS: Review R Haldeman memorandum on essential acceptance of terms for proposed settlement and forward to B Shea	0.3
10/25/13	WJB	Prepare reply to B Shea on chandelier disposition	0.1
10/25/13	WJB	Benchmark: Prepare e-mail M Miller with additional changes concerning tax allocation, cash and other matters to purchase agreement and reservation of rights re \$60 Legacy fee	0.2
11/08/13	WJB	Benchmark: Provide Benchmark sale contract to N-K for preparation of sale motion	0.1
11/11/13	WJB	Benchmark: Review and revise motion for sale including review of contract and prepare e-mail M Guidry re contract and terms	1.4
11/11/13	WJB	Prepare letter to Court requesting hearing date on Benchmark sale motion	0.3
11/11/13	WJB	Benchmark: Telephone call to B Shea on when best to close Benchmark sale in light of cash flow from business	0.1
11/11/13	WJB	Benchmark: Revise Benchmark sale motion and forward to buyer's counsel for review and comment	0.9
11/12/13	WJB	Prepare e-mail M Guidry re preparation of a discontinued asset schedule to use in connection with purchase agreement	0.1
11/12/13	WJB	Review revised purchase agreement for conformity with prior changes	0.4

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11/12/13	WJB	Benchmark: Review revised purchase agreement and forward to B Shea for review along with proposed motion; Prepare email M Guidry, B Bronston re financial statement dates and any necessary consents or notices in connection with sale; Prepare e-mail M Miller as buyer's counsel with proposed changes	0.8
11/12/13	WJB	Benchmark: Prepare TDMM Bill of Sale for Benchmark transaction	0.2
11/12/13	WJB	Benchmark: Telephone call to B Shea re substance of conversation with M Guidry on customer deposits and review of prior emails	0.3
11/12/13	WJB	Benchmark: Prepare revisions to proposed Bill of Sale	0.1
11/12/13	WJB	Benchmark: Review M Guidry list of obsolete equipment and finalize email to M Miller with Bill of Sale and Schedule 1.3	0.2
11/12/13	WJB	Benchmark: Review M Miller changes to sale motion and incorporate changes into version to be filed with Court and forward to B Shea, M Guidry for comment; Review e-mail from M Guidry re projected cash balances	0.4
11/12/13	WJB	Benchmark: Finalize motion and purchase agreement and send to purchaser's attorney; Finalize letter to Court for scheduling order; Telephone call to Chambers to obtain hearing date	0.6
11/12/13	WJB	Benchmark: Telephone call from M Miller to discuss filing of purchase agreement with Court and motion process	0.2
11/12/13	WJB	Benchmark: Prepare e-mail M Miller with motion as filed with Court for sale of Benchmark	0.1
11/12/13	WJB	Benchmark: Prepare e-mail with motion and scheduling letter to B Bronston, M Guidry, B Shea also setting forth closing details so that closing occurs on December 2 as of November month-end	0.2

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11/13/13	WJB	Benchmark: Review signed letter order from Court scheduling hearing and process and calendar same	0.2
11/13/13	WJB	Benchmark: Prepare notice to bidders for Benchmark sale	0.4
11/13/13	WJB	Benchmark: Prepare email M Miller on status of buyer's deposit by wire transfer	0.1
11/13/13	WJB	Benchmark: Revise auction notice and serve on other interested parties	0.3
11/13/13	WJB	Benchmark: Prepare e-mail R Foreman re his proposal for commission to present potential buyer and comments re commission to high in light of purchase price	0.2
11/13/13	WJB	Benchmark: Prepare e-mail R Foreman with reminder that access to data site was previously provided	0.2
11/13/13	WJB	Benchmark: Revise and file notice to bidders for Benchmark sale	0.2
11/13/13	WJB	Benchmark: Prepare e-mail B Shea, M Guidry re closing process for Benchmark sale	0.2
11/13/13	WJB	Seton: Prepare e-mail B Shea re Seton leases and providing same to hospital	0.1
11/13/13	K-K	Docket hearing date on Benchmark Motion re Hunt purchase Agreement	0.2
11/14/13	WJB	Benchmark: Telephone call from R Foreman re level of interest being minimal by his client in Benchmark and decision to pass on interest in Benchmark	0.2
11/14/13	WJB	Benchmark: Review B Shea e-mail re no deposit received from purchaser and efforts to check on wire transfer information; Follow-up with purchaser's counsel	0.2
11/14/13	WJB	Benchmark: Prepare e-mail M Miller re closing and need to receive deposit; E-mail from B Shea confirming receipt of deposit	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/18/13	WJB	Benchmark: Review conditions to closing and 10/14/13 letter agreement re secured creditor; Prepare e-mail M Miller re UCC-3 releases and payoff letter satisfied by Ex B; Prepare e-mail B Bronston re preparation of UCC-3's in anticipation of closing	1.0
11/19/13	WJB	Benchmark: Prepare e-mail M Guidry, B Shea on transition status in preparation for closing; E-mail M Miller re need for response to e-mail on closing arrangements	0.2
11/19/13	WJB	Benchmark: Review M Miller reply re closing arrangements	0.1
11/19/13	WJB	Benchmark: Prepare e-mail B Bronston re providing UCC-3's to purchaser and Receiver for review	0.1
11/19/13	WJB	Benchmark: Organize materials for sale hearing	0.2
11/19/13	WJB	Benchmark: Review e-mail from B Shea on status of Benchmark closing arrangements and work with M Guidry re obsolete equipment and other matters	0.1
11/19/13	WJB	Benchmark: Telephone call to B Shea and send two e-mails to M Guidry re closing and foreclosing process	0.2
11/20/13	WJB	Benchmark: Deal with stored equipment including forwarding of storage list to B Shea for analysis	0.3
11/20/13	WJB	Benchmark: Prepare e-mail B Shea re M Guidry duty to attempt to locate buyers for obsolete equipment	0.2
11/22/13	WJB	Benchmark: Prepare for and attend hearing at Bankruptcy Court on Benchmark sale	1.1
11/22/13	WJB	Prepare e-mail M Miller and others re sale approved and planning for closing	0.2
11/25/13	WJB	Benchmark: Prepare e-mail M Miller and others re sale order and closing	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/25/13	WJB	Benchmark: Follow-up on entry of sale order in order to close transaction	0.1
11/25/13	WJB	Benchmark: Telephone call from B Shea re discussion of amounts to be received at closing of Benchmark sale based upon current financials	0.2
11/25/13	WJB	Benchmark: Prepare reply to M Miller re customer deposits	0.2
11/25/13	WJB	Benchmark: Telephone call to B Shea re follow-up on employee termination in light of sale and notices of same	0.1
12/02/13	WJB	Benchmark: Prepare e-mail B Bronston, M Guidry re certifications and other documents needed to close sale (.2); Prepare e-mail M Miller with signed form of Agreement (.2); Telephone call to B Shea re closing arrangements, timing and mechanics (.2)	0.6
12/02/13	WJB	Benchmark: Telephone call from M Miller on behalf of purchaser re discussion of closing arrangements	0.3
12/02/13	WJB	Benchmark: Telephone call to B Shea re reconciling cash at closing; Review equipment list contained in M Guidry 11/12 e-mail as contained in storage locker; Prepare e-mail with disposition instructions to M Guidry and B Shea re obsolete equipment	0.3
12/02/13	WJB	Benchmark: Review Bill of Sale received from M Miller for execution; Prepare e-mail M Miller re deeding as of 11/30/13 and not December closing date	0.2
12/02/13	WJB	Benchmark: Review revised Bill of Sale, execute same and prepare transmittal e-mail to M Miller with escrow instructions	0.2
12/02/13	WJB	Benchmark: Review e-mail with Bill of Sale and prepare reply re timing of transfer	0.3
12/02/13	WJB	Benchmark: Review B Shea e-mail on reconciliation of cash from closing; Review M Guidry wire transfer request and approve same	0.2



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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/02/13	WJB	Benchmark: Prepare e-mail B Shea on wire transfer status for purchase price	0.2
12/03/13	WJB	Benchmark: Prepare e-mail B Bronston, M Guidry re sale proceeds and question on how to pay four secured creditors	0.2
12/03/13	WJB	Benchmark: Prepare e-mail B Shea re cash balance following Benchmark closing	0.1
12/03/13	WJB	Benchmark: Telephone call to B Shea re ACH and leaving funds in Benchmark account to clear checks written for pre-closing period	0.2
12/03/13	WJB	Benchmark: Search for closing proceeds wire transfer and prepare e-mail re amount to transfer to M Guidry	0.5
12/03/13	WJB	Benchmark: Prepare e-mail Whitney Bank with credit card service withdrawal approval; Prepare e-mail Whitney Bank to commence final wire transfer to M&T; Prepare e-mail M Miller re need to pay credit card ACH	0.5
12/03/13	WJB	Benchmark: Prepare e-mail B Shea confirming compliance solutions account and cleared out amount	0.2
12/03/13	WJB	Benchmark: Prepare e-mail B Shea re calculation of amount owed to M Guidry	0.2
12/03/13	WJB	Benchmark: Prepare e-mail B Shea to confirm he cleared payment request for Hunt versus Benchmark following sale	0.2
12/03/13	WJB	Benchmark: Review B Shea allocation of purchase price as a result of Benchmark closing	0.1
12/03/13	WJB	Benchmark: Prepare e-mail B Shea to investigate R Boudreaux computer updates	0.2
12/05/13	WJB	Benchmark: Review e-mail from M Miller re reconciling cash; Forward to B Shea for information; Review e-mail from M Guidry re Whitney account	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/05/13	WJB	Benchmark: Prepare two letters to employees and subcontractors re transfer of ownership notification	0.2
12/06/13	WJB	Benchmark: Review e-mail from B Shea re 12/5 e-mail on Whitney account and reply to same	0.1
12/06/13	WJB	Benchmark: Send to B Shea 12/5 emails and review others re Whitney Bank account	0.1
12/06/13	WJB	Benchmark: Review employee and subcontractor notification letters re transfer of ownership, revise same	0.3
12/09/13	WJB	Benchmark: Review e-mail with photos and list of scrap equipment located in locker; Prepare response to M Guidry on procedure re disposition of same	0.2
12/09/13	WJB	Benchmark: Prepare two e-mails to B Shea re cash collected at closing along with purchase price and e-mails re follow-up re same	0.3
12/09/13	WJB	Benchmark: Review B Shea e-mail on amounts received as part of closing and forward approval to Whitney Bank re disposition	0.1
12/10/13	WJB	Benchmark: Telephone call to B Shea re analysis of additional monies requested by M Guidry for payables	0.1
12/10/13	WJB	Benchmark: Attend to wrapping up details from sale and calculations of monies due	0.3
12/10/13	WJB	Benchmark: Prepare e-mail M Miller re Whitney account and next steps to transfer account; Prepare e-mail B Bronston, M Guidry re transmittal of proceeds check to secured creditors	0.5
12/10/13	WJB	Benchmark: E-mail from M Miller and reply re money in Whitney account	0.1
12/11/13	WJB	Benchmark: Telephone call to B Shea re request for cash reconciliation on Benchmark closing as requested by buyer and discuss how to prepare same	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/11/13	WJB	Benchmark: Prepare extended e-mail B Shea re Benchmark sale closing open issues	0.4
12/11/13	WJB	Benchmark: Review financial statement and send to B Shea for comments	0.1
12/13/13	WJB	Benchmark: Review payroll payment request and consider same in light of sale; Prepare e-mail M Guidry to obtain Hunt approval	0.1
12/17/13	WJB	Benchmark: Prepare letter B Bronston, M Guidry confirming issuance of check to Benchmark agency and forwarding to M Guidry by overnight courier in satisfaction of four secured lenders pursuant to letter agreement of 10/14/13 and sale of Benchmark assets	0.4
12/18/13	WJB	Benchmark: Review e-mail from M Guidry re Whitney account, transfer of same and prepare reply re agreement for counsel to buyer to undertake responsibility for same	0.2
01/21/14	WJB	Benchmark: Review KEM questions on IRS form 8594 re allocation; Forward to B Shea for response	0.1
01/22/14	WJB	Benchmark: Review revised Benchmark asset value schedule and prepare reply re agreement to same	0.2

CURRENT FEES

\$36,811.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Telephone (Long Distance Only) Telephone; 12014888200, 4 Mins. Ext: 7089	0.78
Telephone (Long Distance Only) Telephone; 12014888200, 2 Mins. Ext: 7089	0.39
Telephone (Long Distance Only) Telephone; 13056656062, 12 Mins. Ext: 7089	2.35

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Telephone (Long Distance Only) Telephone; 13056705007, 1 Mins. Ext: 7089	0.20
Telephone (Long Distance Only) Telephone; 13056705007, 2 Mins. Ext: 7089	0.39
Duplicating A1, 240 Page(s)	23.55
Overnight Courier WJB - UPS to Jerry Markowitz, Esq. re Asset Disposition	31.45
Overnight Courier WJB - UPS to Robert L Hamberger re Asset Disposition	56.49
Duplicating A1, 16 Page(s)	1.57
Postage WJB - Postage re Asset Disposition	13.50
Duplicating A1, 216 Page(s)	21.19
Transcript of Testimony PAYEE: Theresa J. Casal, RPR, CRR, CSR; REQUEST#: 596316; DATE: 2/27/2014. - Transcript of testimony	35.82

CURRENT EXPENSES

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187.68

TOTAL AMOUNT OF THIS INVOICE

\$36,999.18

\*\*\*PAYMENT DUE UPON RECEIPT\*\*\*

# **CATEGORY E**

## **CASE ADMINISTRATION**



## Phillips Lytle LLP

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William J. Brown, Esq.  
Phillips Lytle LLP  
One Canalside  
125 Main Street  
Buffalo, NY 14203

Invoice Number 885359  
Invoice Date 10/14/16  
Client Number 33474  
Matter Number 00004  
W J Brown

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### Re: CASE ADMINISTRATION

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2014:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/01/13	WJB	Seton: Review B Shea draft letter to tenants owing assessments and prepare comments to same; Telephone call to B Shea re comments and approve same	0.2
07/01/13	WJB	107th Associates: Review H Rittberg e-mail re need to cancel meeting with HSK and CMS for settlement purposes because of health issue, consider alternative arrangements and telephone call to H Rittberg re same	0.3
07/01/13	WJB	CMS: Prepare reply to R Haldeman e-mail re potentially meeting in Albany in lieu of Binghamton in light of postponement of 107th Associates meeting in effort to settle with CMS	0.1
07/01/13	WJB	Review D Smith unemployment insurance hearing notice received from B Shea and forward to SEC	0.1
07/01/13	WJB	Telephone call to W Myers at U.S. Attorney's Office re investor claims and reconciliation with potential sentencing memorandum	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/01/13	WJB	Benchmark: Review B Bronston resignation letter	0.1
07/01/13	WJB	Seton: Exchange e-mails with Mr. Frankel re final resolution of exchange of funds with hospital for Seton property	0.2
07/02/13	WJB	R Rogers: Telephone call from R Rogers re NFS and broker and customer claims and suggestions re website update	0.2
07/02/13	WJB	Benchmark: Telephone call from B Bronston re discussion concerning partial principal payment, efforts at sale, issues with broker and HControl decision not to proceed	0.3
07/02/13	WJB	Benchmark: Prepare for and participate in conference call with M Guidry, B Bronston re agreement on partial principal paydown, sale efforts and ongoing business operations, discussion of cash flow	0.5
07/03/13	WJB	CMS: Reply to e-mails from R Haldeman, H Rittberg re scheduling for 107th Associates and CMS negotiations	0.2
07/03/13	WJB	Alarm Traders: Review e-mail from B Shea re handling of mail and deliveries during holiday	0.1
07/05/13	WJB	Review L Owens information request from Dreyer law firm in connection with criminal sentencing of D Smith; Forward to B Shea for discussion of overlap of data previously provided	0.3
07/05/13	WJB	Telephone call to B Shea re review of L Owens information request and overlap with prior information	0.1
07/05/13	WJB	Prepare reply to L Owens re Dreyer law firm information request, requesting follow-up information and clarification to questions re really what she is asking for	0.3
07/05/13	WJB	Benchmark: Prepare e-mail M&T Bank to stop payment on particular check; Review e-mail from B Shea re same	0.1
07/08/13	WJB	Prepare e-mail B Shea with W Dreyer update on financial report and request information; Prepare e-mail B Shea re D Smith unemployment insurance status	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/08/13	WJB	Review e-mail from B Shea re information to discuss with W Dreyer re W Dreyer information request for D Smith sentencing	0.1
07/08/13	WJB	Telephone call from B Shea re D Smith unemployment insurance claim and appeal, adjournment of hearing due to unavailability of D Smith counsel and prepare notes re same	0.2
07/08/13	WJB	Telephone call from B Shea re chandelier disposition, D Smith unemployment and verifying facts re unemployment claim, whether there is risk to Receiver estate and extended discussion of financial information request from W Dreyer for D Smith sentencing	0.5
07/08/13	WJB	Review e-mail report from B Shea re D Smith unemployment determination by NYS and prepare reply approving approach	0.2
07/09/13	WJB	107th Associates: Review e-mails re scheduling of settlement conference meeting in Binghamton with CMS and B Koffman and prepare e-mail re scheduling and available dates	0.2
07/09/13	WJB	Prepare e-mail B Shea re status of assembly of financial information requested by W Dreyer for D Smith criminal sentencing and list of items for same	0.2
07/09/13	WJB	Telephone call to B Shea re status of W Dreyer project for D Smith sentencing, discussion of details	0.1
07/09/13	WJB	107th Associates: Review R Haldeman e-mail with dates for meetings, check availability and prepare reply	0.1
07/09/13	WJB	99 Pine Street: Review storage agreement and draft extension notice from B Shea; Review same and prepare e-mail with reply re authority to execute same	0.2
07/09/13	WJB	Review B Shea e-mail with details on assembly of financial information for W Dreyer and prepare reply	0.2



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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/09/13	WJB	Telephone call to B Shea re W Dreyer request, follow-up questions and discussion of why Quicken will not show needed information	0.3
07/09/13	WJB	Telephone call to B Shea re Quicken books report as being available for W Dreyer report and discussion of merits of same	0.2
07/12/13	WJB	Prepare for meeting with HSK Funding and CMS in Binghamton	0.2
07/12/13	WJB	Benchmark: Consider reservation of rights and steps necessary with regard to \$150,000 principal reduction payment and sale	0.1
07/12/13	WJB	Benchmark: Prepare cover letter delivering \$150,000 principal repayment check and reservation of rights by estate	0.2
07/12/13	WJB	Prepare for and extended telephone conference with B Shea re preparation and delivery of data in response to W Dreyer financial information request in connection with D Smith sentencing	0.6
07/12/13	WJB	Revise e-mail to W Dreyer with information re Receivership assets for D Smith sentencing	0.2
07/15/13	WJB	CMS: Review 7/11 R Haldeman letter re Coventry Carelink bridge loan notes repayment proposal	0.2
07/15/13	WJB	CMS: Evaluate CMS settlement proposal offer and prepare reply for note balances and interest calculation confirmation; Prepare email B Shea for copy of form of note	0.2
07/16/13	WJB	Review H Rittberg e-mail re meeting for settlement conference re CMS and HSK Funding, intent of meeting	0.1
07/16/13	WJB	Review e-mail status of communications with CMS concerning bridge loan note satisfaction, settlement proposal	0.4

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/16/13	WJB	CMS: Prepare reply to H Rittberg email on intent of settlement conference and Receiver's view on same for global resolution	0.3
07/16/13	WJB	CMS: Prepare for 7/17 meeting with CMS and HSK Funding in Binghamton including review settlement analysis, Favish note and e-mails as to who owns same, review ledger, review investments, review equity chart and discussion of various equity positions and value of same with B Shea; Prepare settlement and negotiation positions	2.2
07/16/13	WJB	CMS: Review e-mail from R Haldeman with interest calculations and prepare reply confirming confirmation of purchase of Favish note	0.2
07/17/13	WJB	CMS: Review background materials in preparation for meeting with R Haldeman, H Rittberg and B Kaufman re global settlement efforts	0.5
07/17/13	WJB	CMS: Attend meeting with R Haldeman, H Rittberg and B Kaufman re negotiations concerning resolution of CMS claims and related 107th Associates claims and conclusion of global framework for same	2.9
07/17/13	WJB	CMS: Prepare initial outline of Memorandum of Understanding following conclusion of negotiations with CMS and HSK Funding re settlement of 107th Associates loan and extensive CMS claims, consider potential tax treatment and tax neutral goal, necessary follow-up steps	0.5
07/18/13	WJB	CMS: Attend to details concerning CMS negotiations on 7/17	0.4
07/18/13	WJB	CMS: Prepare e-mail SEC summarizing CMS and Verifier proposed settlements resulting in potential \$9 million recovery by estate	0.4
07/18/13	WJB	Revise e-mail to SEC re CMS and Verifier proposed settlements	0.4
07/18/13	WJB	Telephone call from SEC re Verifier GPU's and CMS settlement questions	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/18/13	WJB	Review notice from Department of Labor re D Smith request for unemployment hearing	0.1
07/19/13	WJB	Verifier: Review W Perez e-mail with offer containing financial statements; Forward to B Shea for analysis	0.2
07/19/13	WJB	Prepare e-mail B Shea re balance sheet recognition of various items and treatment of same, potential legal effect	0.1
07/22/13	WJB	T McGinn: Review National Life Insurance payment request; Forward to B Shea for treatment and reconciliation	0.1
07/22/13	WJB	Benchmark: Prepare e-mail B Shea to confirm Benchmark bank balances and status of clearing checks	0.1
07/23/13	WJB	Prepare draft letter to Judge Hurd on sentencing of Messrs. McGinn and Smith	0.4
07/23/13	WJB	CMS: Telephone call from H Rittberg to discuss HSK alleged interest claim and equitable rules concerning accrual of interest when debt is undersecured, calculations and Receiver position concerning HSK interest and overall resolution of transaction	0.3
07/23/13	WJB	Revise draft letter to Judge Hurd re sentencing of Messrs. McGinn and Smith and review local rules re same	0.5
07/24/13	WJB	Prepare final revisions to letter to Judge Hurd re sentencing of Messrs. McGinn and Smith and check various data points concerning cash on hand, number of investors and investor loss	0.6
07/24/13	WJB	Finalize letter to Judge Hurd re Messrs. McGinn and Smith sentencing (.8); Telephone call to B Shea to confirm number of investors (.2); Prepare e-mail to SEC attaching letter to Judge Hurd (.1)	1.1
07/24/13	WJB	Review government's sentencing memorandum as filed with Court	0.4

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07/24/13	WJB	Review 18 U.S.C. Section 3663 and 3664 re criminal restitution in connection with Government's sentencing memorandum	0.2
07/26/13	WJB	Review e-mail from P Zindel re website linkage error on recent postings; Prepare reply; Work with webmaster to correct same	0.2
07/26/13	WJB	Review Asst. U.S. Attorney letter requesting permission to file government response publicly on Court's website rather than under seal	0.1
07/26/13	WJB	Review Times Union article on interpretation of government sentencing memorandum and implications	0.1
07/26/13	WJB	Telephone call from A Werksman, Esq. on behalf of L Levy re various questions re Receivership estate, criminal trial, criminal conviction, sentencing, explanation of SIPC eligibility and related matters including claims process	0.7
07/26/13	WJB	Prepare notes to file re A Werksman, Esq. call on behalf of L Levy	0.1
07/29/13	WJB	Review e-mail from D Stoelting with broker list requesting identification of customers	0.1
07/29/13	WJB	Telephone call from P Diaz on behalf of Dr. Diaz re equity interest in same day surgery, status of claim and likely no recovery on equity claims	0.2
07/29/13	WJB	Prepare e-mail B Shea to associate names with brokers for SEC	0.1
07/29/13	WJB	Extended telephone conference with B Shea re broker and customer list development, ways to access same, database at SEC	0.3
07/29/13	WJB	Telephone call to D Stoelting at SEC re customer list and database to use at SEC previously provided by Receiver	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/29/13	WJB	Verifier: Prepare e-mail B Shea to prepare settlement matrix of incremental increase amounts and results of same	0.1
07/29/13	WJB	Verifier: Telephone call from B Shea re assessment of Verifier settlement based upon recently received financial statements	0.2
07/30/13	WJB	Telephone call to B Shea re government sentencing letter and interpretation, Receiver letter, potential settlement with Seton and Dr. Kumar	0.3
07/30/13	WJB	Prepare email U.S. Attorney on sentencing reports and whether government response will be public or non-public	0.2
07/30/13	WJB	Begin web page revisions for Receiver website	0.1
07/30/13	WJB	Review B Shea proposal on settlement with Dr. Kumar for Seton monies and prepare reply re approval	0.1
07/30/13	WJB	Review B Lyons request of Albany Times Union by letter motion for unsealing of sentencing memoranda; Prepare e-mail SEC re same; Prepare e-mail B Shea re same	0.2
07/30/13	WJB	Telephone call from J Mason at Schenectady Gazette re request for assistance in determining amount of fees spent in criminal defense based upon monies allowed by Magistrate in civil case, review of website and recommendation as to how to determine same	0.3
07/30/13	WJB	Review D Smith letter brief re limited opposition to unsealing motion by Times Union	0.1
07/30/13	WJB	Verifier: Review settlement numbers; Telephone conference with W Perez re settlement proposal is not 70% of claim as represented in initial communications	0.2
07/30/13	WJB	Telephone call to B Shea re SEC investor list for purposes of identifying witnesses; Review D Stoelting broker list	0.2
07/30/13	WJB	Seton: Review letter from Trustco Bank on behalf of Trust re alleged claim	0.1

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07/30/13	WJB	Seton: Prepare reply letter to Trustco Bank re inquiry re alleged trust claim	0.1
07/31/13	WJB	Review W Dreyer letter re release of sentencing memoranda and forward to SEC in response to D Stoelting e-mail	0.1
07/31/13	WJB	Seton: Finalize letter to L Donovan at Trustco Bank law firm re Seton Hall inquiry re trust claim	0.1
07/31/13	WJB	Prepare draft Memorandum of Understanding re potential settlement with HSK Funding and CMS	0.5
07/31/13	WJB	CMS: Review and send to B Shea CMS 2012 and 2011 Consolidated Financial Statement for review and analysis	0.1
07/31/13	WJB	Prepare and revise response to W Perez re Verifier settlement redemption offer including analysis of amounts and counterproposal re same	0.9
07/31/13	WJB	CMS: Review e-mail from B Shea re settlement terms and issues based upon review of 2011 and 2012 financial statements	0.1
07/31/13	WJB	Revise e-mail to SEC re potential witness list respecting brokers	0.1
07/31/13	WJB	Telephone call from D Keenholts re IRA transfer	0.1
07/31/13	WJB	Review B Shea potential witness list for SEC; Prepare e-mail SEC with comments re same and recommendations	0.2
07/31/13	WJB	CMS: Extended telephone conference with B Shea re discussion of allocation of value in proposed settlement in comparison to 2011 and 2012 financial statements, analysis and course of action	0.4
07/31/13	WJB	CMS: Review tax analysis e-mails and prepare e-mail M Horbachewski requesting confirmation that there is no tax liability in proposed allegation in proposed CMS settlement	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/31/13	WJB	Review S Jones letter to Court re Times Union motion to unseal sentencing memoranda and forward to SEC	0.2
08/01/13	WJB	Review Court Order in criminal case unsealing sentencing memoranda; Review sentencing memoranda of D Smith and T McGinn and forward to SEC documents 196 and 198	0.6
08/01/13	WJB	Review Dept of Justice letter on unsealing sentencing memoranda and forward to SEC	0.3
08/01/13	WJB	Verifier: Forward offer with explanation to B Shea for analysis	0.1
08/01/13	WJB	Prepare letter to Judge Hurd re sentencing of D Smith and T McGinn and outlining financial information provided to defendants' counsel at their request contrary to assertions in sentencing memoranda	0.7
08/01/13	WJB	Review comments from B Shea to Judge Hurd letter re document production to defendants' counsel, incorporate suggested changes and revise letter to Judge based upon same	0.7
08/02/13	WJB	Revise letter to Judge Hurd re T McGinn, D Smith sentencing re documents and financial information provided to defendants' counsel as requested contrary to assertions in sentencing memoranda, calculating and providing investor claims and presenting information on money on hand and potential additional recoveries for benefit of court	1.9
08/02/13	WJB	Verifier: Telephone call to B Perez re settlement negotiations	0.3
08/02/13	WJB	Review W Dreyer letter to Judge Hurd requesting Smith children permission to speak at sentencing hearing	0.1
08/02/13	WJB	Review Schenectady Gazette article on sentencing memoranda	0.1
08/02/13	WJB	Review Times Union article on various upcoming events re criminal trial and sentencing memoranda	0.2

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08/02/13	WJB	Review U.S. reply to sentencing memoranda and forward to SEC	0.3
08/02/13	WJB	Review e-mail from L Donovan representing Trustco Bank for Wright interest in Seton Hall	0.1
08/05/13	WJB	TAIN: Review HSBC dormancy notice and sign and mail same with copy to B Shea	0.2
08/05/13	WJB	Telephone call from W Myers at U.S. Attorney's Office re request for permission to use McGinn Smith logo at post-sentencing U.S. Attorney conference call	0.1
08/05/13	WJB	D Smith: Review notice re unemployment hearing appeal and tickle date re same	0.1
08/06/13	WJB	Update Receiver website adding details re sentencing issues and prepare for update on 8/7 re outcome of sentencing hearings for posting on website	0.3
08/06/13	WJB	Prepare e-mail to and from B Shea on Smith unemployment hearing, status and arrangements	0.1
08/06/13	WJB	Review S Jones letter to Court re T McGinn health re sentencing matters	0.1
08/06/13	WJB	Prepare e-mail SEC re J Burke as potential witness in cases	0.1
08/06/13	WJB	Telephone call from W Myers re okay to use Receiver statement at U.S. post-sentencing press conference	0.1
08/06/13	WJB	Review Government letter re forfeiture judgment to district court judge	0.2
08/06/13	N-K	Analyze issues regarding verifier settlement	0.4
08/07/13	WJB	Attend T McGinn sentencing at Federal District Court in Utica, NY including emails to SEC re status and outcome	2.3
08/07/13	WJB	Speak with victim witnesses following T McGinn sentencing	0.3



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08/07/13	WJB	Speak with U.S. Attorney re restitution, value and background following sentencing of T McGinn	0.5
08/07/13	WJB	Attend D Smith sentencing at Federal District Court in Utica, NY including e-mails to SEC re status	1.8
08/07/13	WJB	Meet with victim witnesses following D Smith sentencing	0.4
08/07/13	WJB	Telephone call to D Stoelting re report on 10 a.m. sentencing hearing of T McGinn, Judge's comments and implications	0.4
08/07/13	WJB	Prepare e-mails D Stoelting and respond to same re sentencing hearing of T McGinn	0.2
08/07/13	WJB	Telephone call to B Shea re report on sentencing hearing of T McGinn and follow-up questions re same for research into records of McGinn Smith and implications re plan	0.2
08/07/13	WJB	Conference with IRS agent re coordination between forfeiture and tax payments as affecting L Smith and the McGinn Smith estate	0.5
08/07/13	WJB	Telephone call to L Owens re coordination on D Smith unemployment hearing appeal for 8/8	0.1
08/07/13	N-K	Attention to issues regarding redemption offer; Work on settlement motion	3.2
08/08/13	WJB	D Smith: Prepare for and attend NYS Dept. of Unemployment appeals hearing re application for unemployment insurance, delayed and extensive hearing re same with Administrative Law Judge, NYS Dept of Labor and defense counsel for D Smith	4.5
08/08/13	WJB	Plan: Conference with B Shea re mechanisms for plan of distribution, work projects re same and follow-up	0.5
08/08/13	WJB	Extended conference with B Shea re NFS valuations, Seton Hall wrap-up and exchange of checks re same, other open items and course of action	1.0

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08/09/13	WJB	Prepare letter A Guzzetti re return of documents from U.S., discovery hold on documents returned and reasons for same	0.2
08/09/13	WJB	Review B Shea e-mail with T McGinn mail from Florida law firm and consider course of action	0.1
08/09/13	WJB	Telephone call from B Shea re scope of plan distribution elements for research re senior vs. junior priority	0.2
08/09/13	WJB	Telephone call from U.S. Attorney's Office re events at court following sentencing of D Smith, statements by G Smith to Receiver and related matters	0.4
08/09/13	K-K	Docket further hearing date on appeal of David Smith unemployment claim	0.2
08/10/13	WJB	Review 16 various press reports on sentencings of D Smith and T McGinn and related activities	0.3
08/12/13	WJB	CMS: Continue preparation of memorandum summarizing CMS and 107th Associates proposed settlement based upon settlement conferences with R Haldeman, H Rittberg and B Kaufman	1.9
08/12/13	WJB	Review W Dreyer letter to Judge Hummel on payment of taxes and priority of lien claim; Prepare email SEC on conversation with T Fatteroso at IRS re payment of Smith taxes and priority	0.3
08/12/13	WJB	Prepare e-mail D Stoelting re Smith tax payment priority vis-a-vis other liabilities	0.2
08/13/13	WJB	Plan: Review B Shea fact inserts to Plan motion; Prepare e-mail B Shea for clarification on certain items	0.6
08/14/13	WJB	Prepare e-mail SEC re C Dott report on T McGinn horse training track involvement in Florida	0.3
08/14/13	N-K	Attention to issues regarding proposed bidding; Analyze proposed agreement; Revise motion approving settlement; Draft proposed order	2.4

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08/15/13	WJB	Benchmark: Review, sign and approve payroll and forward to Whitney Bank for ECH	0.1
08/15/13	WJB	Telephone call to B Shea re taking copies of limited IRS records to be returned to A Guzzetti and storing copies of same	0.1
08/15/13	N-K	Work on motion to approve settlement and bidding procedures; Revise proposed order	1.0
08/16/13	WJB	Plan: Prepare e-mail B Shea re requested data distinguishing between senior and junior interests and impact upon creditor plan of distribution	0.2
08/16/13	WJB	Plan: Review B Shea report on percentage of senior versus subordinate notes and prepare reply re format	0.2
08/16/13	WJB	Plan: Telephone call to B Shea re review of senior and junior data for plan explanation purposes	0.4
08/16/13	WJB	Plan: Review B Shea e-mail re analysis of amounts in four funds re senior and junior characterizations and reasons why same should not apply	0.2
08/19/13	N-K	Attention to issues regarding redemption settlement; Review comments to motion and e-mails regarding same	0.3
08/20/13	WJB	Attend to arrangements for SEC interviews of potential witnesses at PL and e-mail D Stoelting re same	0.1
08/21/13	WJB	Attend Appellate hearing at NYS Dept of Labor, present arguments and testify re D Smith discharge from unemployment as a result of civil and criminal investigations	3.5
08/21/13	WJB	Extended conference with B Shea re pending legal issues including methods for disposition of miscellaneous assets, methodology for distribution to investors including procedural and tax requirements, other various pending matters and agenda	1.1

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08/21/13	WJB	Conference with B Shea re E Laustrup call re why her claim was disputed and grounds for same and agreement on necessary follow-up	0.2
08/22/13	WJB	Prepare e-mail D Bortman re providing statement from McGinn Smith records per her request	0.1
08/22/13	WJB	Attempt to reach two asst. U.S. attorneys re restitution judgment against Messrs. Smith and McGinn and interpretation of same	0.2
08/22/13	WJB	CMS: Review R Haldeman e-mail on counterproposal	0.2
08/22/13	WJB	Review U.S. Attorney proposed Order of Forfeiture for T McGinn, D Smith; Prepare e-mail SEC re attempts to discuss same with Asst. U.S. Attorney	0.4
08/22/13	WJB	Prepare follow-up e-mail R Haldeman re counterproposal re Bridge Loan Notes and other matters	0.2
08/22/13	WJB	Telephone call to D Stoelting re best course of action concerning forfeiture issues re D Smith, T McGinn	0.2
08/22/13	N-K	Review revised settlement motion and related e-mails	0.3
08/26/13	WJB	T McGinn: Review National Life Insurance policy annual statement for T McGinn and forward to B Shea	0.1
08/26/13	WJB	Review Cash & Securities Report received from B Shea	0.1
08/27/13	WJB	Prepare e-mail to B Shea for First Excelsior Notes check proceeds not received and requesting new check	0.2
08/27/13	WJB	Plan: Work on issues involving distribution of investor assets	0.2
08/28/13	WJB	Telephone call from A Sichko of Albany Business Review re update and request for written questions	0.1
08/29/13	K-K	Docket telephonic pre-motion conference	0.2

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08/30/13	WJB	Review various criminal pleadings for application to finalization of investor plan of distribution	0.2
09/03/13	WJB	Dept of Labor: Preliminary review of Dept. of Labor decision re denial of unemployment benefits to D Smith and requirement to repay amounts paid to him previously	0.1
09/03/13	WJB	Dept of Labor: Review NYS Dept of Labor Appellate decision on D Smith eligibility for unemployment benefits and prepare e-mail SEC re same	0.4
09/03/13	WJB	CMS: Prepare e-mail R Haldeman re receipt of bridge loan repayment checks and how to deal with language in various documents	0.1
09/04/13	N-K	Phone conference with W Brown and B Shea (for part) regarding loss affidavit and related emails; Review affidavit; Coordinate delivery of executed agreement	0.6
09/06/13	WJB	Prepare reply to A Siahko of Albany Business Review re legal questions concerning status of case	0.2
09/06/13	WJB	Prepare answers to questions for Albany Business Review re legal status of McGinn Smith case	0.6
09/06/13	WJB	Telephone call from Adam at Albany Business Review re questions concerning legal status of Receivership case and SEC action against McGinn Smith	0.3
09/07/13	WJB	Plan: Review evidence concerning Ponzi scheme, investigation of law re same and revise draft Plan Memorandum of Law incorporating comments from B Shea	1.5
09/09/13	WJB	Review SFAR Report for SEC for January through March 2013; Prepare e-mail B Shea re additions to report; Prepare e-mail B Shea re completion of second quarter report	0.4
09/09/13	WJB	Prepare response to Adam at Albany Business Review re Alarm Traders sale details and response to other questions	0.3

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09/09/13	WJB	Review B Shea corrections to first quarter 2013 SFAR report for SEC	0.1
09/09/13	WJB	Telephone call to B Shea re necessary corrections to first quarter SFAR Report and discussion of same	0.2
09/09/13	WJB	Prepare e-mail SEC re recent recoveries and amounts re same	0.2
09/09/13	WJB	Prepare e-mail SEC with completed first quarter SFAR Report with explanations	0.2
09/09/13	WJB	Revise e-mail to SEC re recent recoveries; Telephone call to B Shea re reconciliation of amounts	0.1
09/09/13	WJB	Review SEC e-mail on status of T Livingston's 20% interest; Prepare e-mail B Shea re same	0.1
09/09/13	WJB	Review second quarter 2013 SFAR Report received from B Shea	0.1
09/09/13	WJB	Review B Shea response on Livingston 20% ownership and prepare two e-mails to SEC re same after reviewing background information	0.1
09/09/13	WJB	Review and sign second quarter 2013 SFAR reviewing B Shea notes and details re same	0.2
09/10/13	WJB	Benchmark: Exchange four emails with M Guidry re removal of equipment from Legacy property and coordination on same	0.2
09/10/13	WJB	Prepare reply to D Stoelting at SEC re Livingston interest in McGinn, resignation letter and other information; Prepare two reply e-mails re same	0.3
09/12/13	WJB	Telephone call to J Mason at Schenectady Gazette re questions concerning legal status of McGinn Smith case and Receivership	0.4
09/12/13	TAR	Addressed issues regarding check payments and mail with B Shea	0.4

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09/13/13	WJB	Conference ZDM re C Gorino and H Gorino TAIN and FINN claim status in McGinn Smith matter	0.3
09/13/13	TAR	Correspondence with WJB regarding New York State Department of Taxation and Finance notice	0.2
09/16/13	WJB	Telephone call from B Shea re affiliate issues	0.2
09/16/13	WJB	Prepare website description for Verifier auction and post same	0.2
09/17/13	WJB	Review e-mail from B Shea re investor call from P Bluvas and requested information respecting husband	0.1
09/17/13	WJB	Prepare e-mail SEC with B Shea report on entity affiliation per prior SEC request with explanation	0.2
09/20/13	WJB	Prepare website update for Verifier auction	0.3
09/20/13	WJB	Prepare reply letter to Dr. Harold Smith to confirm conversation re Verifier sale and auction and explanation of process	0.2
09/23/13	WJB	Review e-mail from B Shea re P Bluvas letter and how to respond re tax information to spouse	0.2
09/23/13	WJB	Prepare reply e-mail to KeyBank re type of proposed account for Receiver balances	0.1
09/23/13	WJB	Revise B Shea draft letter to P Bluvas re providing information to spouse and preferred alternative and forward to B Shea for distribution	0.2
09/24/13	WJB	Review press and public order on SEC asserted charges against brokers and create website update re same	0.4
09/25/13	WJB	Review Schenectady Gazette article on broker action and W Lex emails in defense; Prepare e-mail SEC re same	0.1
09/27/13	WJB	CMS: Telephone call from H Rittberg re status re CMS MOU as revised by R Haldeman and course of action re same, issues with R Haldeman changes	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/30/13	WJB	Review B Shea 9/20 e-mail summarizing status of Solomon financial software; Prepare e-mail B Shea inquiring as to whether extraction of data succeeded; Prepare e-mail SEC with summary report	0.1
09/30/13	WJB	Review IRA tax information received from B Shea for benefit of investors and prepare reply to incorporate in distribution process	0.2
09/30/13	WJB	Update various notification lists	0.1
09/30/13	TAR	Addressed issues regarding payments and default under consolidated note	0.4
10/01/13	WJB	Prepare for October 2 R Haldeman meeting re CMS, organize materials and review status	0.7
10/02/13	WJB	CMS: Prepare for and meet with R Haldeman re terms of potential settlement re CMS interests	1.3
10/02/13	WJB	Review e-mail from Albany Business Review re reporter inquiry on Verifier settlement and consider answers	0.2
10/02/13	WJB	Review e-mail from Albany Business Review re potential Sacandaga sale and prepare reply providing explanation re current court process	0.2
10/02/13	WJB	Telephone call to Adam at Albany Business Review responding to inquiries concerning status of legal matters re Sacandaga and Verifier including providing description of Verifier motion and proposed settlement	0.3
10/02/13	WJB	Conference with B Shea to go over various open administrative matters, Aquatic Development and Case Administration	0.3
10/02/13	WJB	Review claims list preparation with B Shea, issues on resolutions of claims, authorization to mail T McGinn tax information and storage issues and requirements	0.6



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10/02/13	WJB	Telephone call to Times Union reporter to explain Verifier motion and settlement	0.3
10/02/13	WJB	Telephone call to B Shea on what to do with returned T McGinn tax mail given location of federal prison	0.1
10/03/13	WJB	Review e-mail from B Shea re allocation of costs among certain states and prepare e-mail M&T Bank re effecting same	0.3
10/03/13	WJB	Review Census Bureau documents and prepare letter to Census Bureau re McGinn Smith and e-mail B Shea re same	0.2
10/04/13	WJB	Prepare e-mail B Shea whether any response was received to Bluvass information sent to husband re wife request for information; Telephone call to B Shea re same	0.1
10/04/13	WJB	Review website updates and descriptions and correct postings for finalization on Receiver website	0.4
10/04/13	WJB	Update Receiver website with Verifier notice for auction and related matters	0.2
10/04/13	WJB	Review e-mail from G Smith on 401K and prepare reply	0.1
10/11/13	WJB	Review B Shea three e-mails on FAIN, TAIN and FIIN closing accounts at RMR and remitting net proceeds, approve same by three e-mails	0.2
10/11/13	WJB	Monterey Bank: Review bank statements and prior e-mails; Prepare e-mail B Shea to confirm closing of accounts and transfers of monies have been accomplished	0.2
10/11/13	WJB	Review e-mail from P Rabinovich re NFS charges monthly, B Shea reply re impact upon four funds and safekeeping of Certificates for CMET Certificates	0.2
10/11/13	WJB	Monterey Bank: Review information concerning tracing of \$1,000 on Monterey Bank accounts and conference with B Shea re same	0.1

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10/11/13	WJB	Telephone call from A Boardman (investor) re Portfolio Partners; Prepare e-mail re interests in same	0.3
10/11/13	WJB	Telephone call from K Williams at McNamee Lochner firm in Albany re J and S Alegretti claim	0.2
10/11/13	MGS2	Telephone call regarding McGinn Smith case administration	0.2
10/14/13	WJB	Review October 8 P Zindell letter to SEC re Zindell's claimed efforts at identifying fraud to SEC presumably for whistle-blower status, review facts and consider purported claims in light of issues surrounding same	0.6
10/14/13	WJB	Review exhibits to P Zindell letter to SEC and compare to other facts and information	0.7
10/14/13	WJB	Review B Shea e-mail on timing differences between weekly cash report and statements and amounts posted to website	0.1
10/14/13	WJB	Review P Zindell letter exhibits for purposes of establishing Ponzi scheme evidence and plan of distribution in comparison to existing proof	0.7
10/15/13	WJB	Review voicemail from M McGinn re MS Firstline Funding K-1 and tax returns; Telephone call to M McGinn re written request for same and prepare e-mail B Shea re preparation of preliminary material	0.3
10/15/13	WJB	Telephone call from B Shea re M McGinn inquiries concerning K-1 and tax returns; Review M McGinn e-mail and prepare reply re need for mailing address and response to information materials request	0.3
10/17/13	WJB	SIPC: Review report on Appellate argument in SIPC appeal by SEC and prepare update to website for benefit of investors re same	0.4
10/17/13	WJB	Prepare memo to file re R Amos	0.2
10/18/13	WJB	Review B Shea e-mail on status of computers, replacement and alternatives, consider legal and financial issues	0.2

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10/18/13	WJB	Attend to issues with respect to DVD copy for SEC of documents contained in Receivership records	0.2
10/22/13	K-K	Docket return date of motion for attorneys fees/release of funds	0.2
10/23/13	WJB	Review e-mail from B Shea re SEC request for NFS customer statement disks, copying and processing of same; Prepare reply re direction on how to proceed	0.1
10/23/13	WJB	Review R Bove MD e-mail re differentiation between senior and junior interests; Prepare reply explaining actual circumstances surrounding senior versus junior interests and likelihood of no separate treatment in distribution plan	0.2
10/23/13	WJB	Prepare e-mail B Shea re new counsel for Trust, two-week delay on response to Sacandaga report	0.1
10/23/13	WJB	Conference DMP re new computer for B Shea given breakdown of old computer and cost of same and locate used computer	0.1
10/23/13	WJB	Work on various administrative matters including preservation of computer data and transfer to new computer and coordination with PL IT staff re same	0.2
10/25/13	WJB	Review open matters, identify list of next steps and attend to administrative detail	0.2
10/29/13	WJB	Work on plan of distribution materials	0.1
10/30/13	WJB	Review e-mail from B Shea re T McGinn final address and instructions on memorializing same	0.1
10/31/13	WJB	Review e-mail from IRS re Receiver tax issues and requesting conference call	0.1
11/01/13	WJB	Telephone call from B Shea re retention of Dinosaur records as returned by Justice Department, snowplowing at Sacandaga Camp and appraisal preparation	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/04/13	WJB	Update notes on various matters and next steps	0.2
11/04/13	WJB	Review G Smith e-mail and prior e-mails re 401K; Prepare e-mail SEC to confirm no conflict or freeze re G Smith 401K assets; Prepare e-mail A Charland at PensionWorks re same; Prepare e-mail G Smith re response and action steps on 401K transfer	0.6
11/04/13	WJB	Review and sign D Keenholts 401K rollover and prepare e-mail A Charland at PensionWorks delivering same	0.2
11/04/13	WJB	Prepare letter T McGinn providing additional copy of 401K rollover form for execution and return	0.2
11/04/13	WJB	Review A Charland email re D Keenholts revised form for rollover of 401K, review and sign same and forward to PensionWorks	0.3
11/06/13	WJB	107th Associates: Telephone call from H Rittberg re request for payment of interest on Note	0.2
11/06/13	WJB	Prepare e-mail G Smith re lack of receipt of signed rollover agreement for processing of 401K rollover	0.1
11/06/13	WJB	Review e-mail from G Smith with 401K rollover form, review same and forward to PensionWorks	0.3
11/07/13	WJB	Review decision by Third Department concerning J Dunn	0.2
11/09/13	N-K	Analyze purchase agreement and related correspondence; Draft sale and bidding procedures motion; Draft proposed order	2.3
11/12/13	WJB	Prepare e-mail to John Hancock setting forth authority to sign 401K rollover forms	0.1
11/12/13	WJB	Telephone call from Illinois IRA servicer on TAIN investment and address change process	0.1
11/14/13	WJB	Review and check on status of Receiver website updates	0.1

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11/14/13	WJB	Reply to M Birnbaum re use of Albany office during visit to Albany by SEC, discuss and make arrangements with staff for same	0.2
11/18/13	WJB	Attend to details concerning Benchmark sale hearing	0.2
11/18/13	WJB	Prepare e-mail B Shea re check processing, calendar and prepare reply including review of 99 Pine Street lease and potential renewal notice	0.7
11/18/13	WJB	Monterey Bank: Review proposed letter to Monterey Bank concerning missing \$1,000 account balance, revise same and forward to B Shea	0.3
11/18/13	WJB	Review e-mail from B Shea on SEC unable to open data disk and remedy with eSozo	0.1
11/18/13	WJB	Prepare list of open items, analysis and course of action re plan	0.4
11/19/13	WJB	Review mail from Bureau of Prisons re T McGinn returned envelope as not eligible for delivery to prisoner; Prepare e-mail B Shea re same	0.2
11/19/13	WJB	Review news report on Senator Schumer SIPC legislation and email same to SEC	0.3
11/19/13	WJB	Prepare description of Senator Schumer proposed legislation re SIPC and Benchmark sale for posting on Receiver website; Crosscheck references to Senator Schumer legislation	0.5
11/19/13	WJB	Review e-mail from P Zindel re Schumer legislation; Prepare reply re already posted to website	0.2
11/19/13	WJB	Prepare e-mail M Kornstein re whether Citizens Bank has inspected Smith Saratoga residence per Docket No. 522	0.2
11/20/13	WJB	Review status of Receiver website updates and check on same	0.1
11/20/13	WJB	Review open matters, prepare list of next steps, work on plan	0.8

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/20/13	WJB	Telephone call from F Price Esq. re status of case and legal questions	0.3
11/21/13	WJB	Prepare e-mail to and review reply from M Birnbaum of SEC re Albany visit	0.1
11/21/13	WJB	Telephone call to B Bertoglio with instructions on how to find change of address letter; Prepare e-mail reply	0.3
11/22/13	WJB	Extended meeting with B Shea to review Benchmark closing checklist, Smith camp plowing contract, insurance and electrical, insurance transfer, M&T accounts and interest accrual, IP Investors, Sandler & O'Neill re Incaps 1, checks, NYS disability and TDM/ADP accounting	1.9
11/22/13	WJB	Conference with B Shea re follow-up on other open items including preparation of e-mail to M&T Bank re transfer of Verifier closing proceeds to interest bearing account	0.6
11/25/13	WJB	Follow-up on open items following staff meetings in Albany on November 22	0.4
11/26/13	K-K	Docket expiration date for lease at 99 Pine Street	0.2
12/02/13	WJB	Review transmittal from Monterey County Bank with residual check re Cruise Charter Ventures following inquiry to bank re residual monies and arrange for deposit in HSBC account	0.2
12/02/13	WJB	Review Cruise Charter Ventures history involving check from Mercantile Bank	0.1
12/04/13	WJB	Telephone call from S Cedar (investor) re IRS tax claim, priority of distribution	0.2
12/05/13	WJB	Review HSBC Cruise Charter Ventures statement and TAIN statement; Forward to B Shea	0.1
12/06/13	WJB	Review two First Niagara Bank statements and forward to B Shea for reconciliation	0.1

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12/06/13	WJB	Telephone call from M Kornstein re mortgage on Saratoga residence, status of bank inspections and related matters, intention of lender	0.2
12/06/13	WJB	Prepare e-mail SEC re Saratoga residence and telephone conference with M Kornstein	0.1
12/06/13	K-K	Docket pre-motion telephone conference date	0.2
12/10/13	WJB	Telephone conference with B Shea re Pine Street conversion	0.2
12/11/13	WJB	Pine Street: Telephone call to T Welles re final distributions versus transfers of interest for consideration questions	0.2
12/12/13	WJB	Pine Street: Review chart from B Shea re transfers out of investments into Pine Street; Telephone call to T Welles re same, discussion of same and request to delay distribution pending further analysis	0.6
12/16/13	K-K	Docket telephone conference date with Judge	0.2
12/24/13	WJB	Pine Street: Review e-mail from T Welles on notice to investors re delay in distribution and prepare reply approving same re timing with investors	0.2
12/26/13	WJB	Pine Street: Review letter from B Shea re Pine Street statement	0.1
12/27/13	WJB	Prepare letter to J Sector re status of McGinn Smith investment for purposes of father's investment and nursing home admission	0.2
12/27/13	WJB	Revise J Sector letter re investments and nursing home admission	0.1
12/30/13	WJB	Prepare reply e-mail to B Shea re inquiry on T Livingston and request for letter directed to Receiver to authorize research for Livingston information	0.2
01/02/14	WJB	Prepare and send two e-mails to M&T Bank approving B Shea information requests for information requested by SEC	0.2

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01/02/14	WJB	Prepare e-mail B Shea to inquire on NFS check purpose	0.1
01/02/14	WJB	Review M&T Bank e-mail with requested statements and checks	0.1
01/02/14	WJB	Telephone call to District Court re Docket No. 658 and procedure on going forward	0.1
01/02/14	WJB	Telephone call from D Stoelting and other SEC lawyers re broker trial and privilege, potential testimony	0.3
01/02/14	WJB	Telephone call from W Strawbridge re extended conversation as investor with questions concerning status of case and follow-up re same	0.1
01/02/14	WJB	Telephone conference with D Stoelting re W Strawbridge potential qualifications as witness	0.1
01/06/14	WJB	Revise website posting on investor plan and taxes	0.1
01/06/14	WJB	Prepare website description on sale of Smith Sacandaga property and revise same	0.5
01/06/14	WJB	Monterey County Bank: Prepare e-mail B Shea re missing deposit on Monterey County Bank check, search records re same and follow-up	0.2
01/06/14	WJB	Alarm Traders: Review and revise B Shea letter to State of California on dissolution of California entity	0.3
01/07/14	WJB	Review email from investor, J Hertzberg, re status of distribution; Prepare reply re issues with IRS and referral to Receiver website for posting with further information	0.1
01/08/14	WJB	Pine Street: Review T Welles request for conference call on final accounting and distribution of investor monies and prepare reply	0.1
01/08/14	WJB	Review T Welles distribution sheet for investors	0.1



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01/08/14	WJB	Alarm Traders: Review e-mail from B Shea on Arizona revocation of authority to transact business for alarm company re agent appointment	0.1
01/08/14	WJB	Pine Street: Analyze Pine Street distributions and early transactions whereby D Smith transferred investors into Pine Street including B Shea analysis of same and telephone call to T Welles re analysis and confirming background facts	1.1
01/08/14	K-K	Docket last day to appeal IRS penalty assessment	0.2
01/13/14	WJB	Follow-up conferences with staff re Monterey County Bank missing check and deposit process at HSBC	0.2
01/13/14	WJB	Prepare e-mail Monterey Bank re missing check and request issuance of new check	0.2
01/14/14	WJB	Review National Life T McGinn life insurance policy cash surrender value report; Prepare e-mail B Shea re cash value versus choice of waiting out policy maturity	0.2
01/14/14	WJB	Review T Welles e-mail confirming delivery of final distribution checks, add up same and reconcile to B Shea e-mail	0.1
01/14/14	WJB	Pine Street: Review final distribution checks and e-mail report to SEC on Pine Street final distribution	0.2
01/14/14	WJB	Review e-mail from D Stoelting re broker trial document production and telephone conference re same	0.3
01/15/14	WJB	Pine Street: Telephone call to T Welles re account closing	0.2
01/17/14	WJB	Review e-mail from D Stoelting with documents to review re brokers case, privilege issues and prepare reply to SEC re consent to same	0.3
01/21/14	WJB	Review cash report from B Shea, review comments; Prepare reply re Kinderhook Bank statement	0.2

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01/21/14	WJB	Review various 1/20 e-mails from B Shea on tax issues, Livingston issues and cash balances	0.2
01/21/14	WJB	Review letter from accountant for Mr. Livingston re data request and consider same	0.1
01/21/14	WJB	Complete indemnity form for Monterey Bank re missing \$1,000 cashier's check and forward to Monterey Bank as required for replacement check	0.3
01/23/14	WJB	Livingston: Telephone call to B Shea re status of documents requested by Mr. Livingston for tax purposes and course of action	0.1
01/23/14	WJB	Telephone call to D Stoelting re various questions concerning alseT documentation	0.3
01/24/14	WJB	Organize alseT documents for transmittal to D Stoelting at SEC at his request and prepare two e-mails with same	0.8
01/24/14	WJB	Telephone call from D Stoelting re turnover and discovery of alseT documents	0.2
01/26/14	WJB	Multiple e-mails and telephone call to MLM re SEC questions concerning potential motion under seal in NDNY; Follow-up with MLM	0.3
01/26/14	TWH	WJB assist on Albany matter	0.3
01/26/14	TWH	Telephone message WJB regarding Grand Jury issue; Electronic mail message from and to WJB regarding same	0.3
01/26/14	MLM2	Conferences/emails with WJB re obtaining grand jury transcripts	0.3
01/26/14	MLM2	Conference with SEC attorneys re NDNY policy on disclosing grand jury transcripts	0.2
01/26/14	MLM2	Research Fed. R. Crim. Pro. rules of disclosing grand jury transcripts	0.3

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01/27/14	WJB	Review SEC e-mails requesting assistance at Albany office and filing motion under seal with District Court	0.1
01/27/14	WJB	Attend to bank account change of address notices to HSBC, First Niagara and Kinderhook Bank	0.1
01/27/14	TAR	Assisted Receiver and SEC filing motion under seal regarding grand jury transcript	0.9
01/27/14	TAR	Correspondence with SEC and Receiver regarding motion filed under seal concerning grand jury transcripts	0.3
01/29/14	WJB	Review e-mail from J Smith at FNB re account address changes and e-mail B Shea confirming same	0.1
01/30/14	WJB	Telephone call from D Stoelting re broker trial testimony, preparation and scope of same	0.2
01/30/14	WJB	Telephone call to B Shea to go over entity affiliations and information re same	0.1
01/30/14	WJB	CMS: Review e-mail from B Shea re B Drought at CMS re M&T account closing and reason and purpose for same	0.1
01/30/14	WJB	Conference with ESB as in-house counsel re ability of WJB to testify at broker trial and whether separate representation is required	0.1
01/31/14	WJB	Telephone call from B Shea re preparation of model of organizational chart to display affiliations	0.1
01/31/14	WJB	Telephone call from J Delaney (investor) re legal questions concerning IRS and Dept of Justice status, explanation of tax motion and explanation of docket entries re discovery and potential trial date of SEC action involving Smith Trust and L Smith	0.4
01/31/14	WJB	Telephone call to B Shea re organizational chart for McGinn Smith showing affiliations	0.2

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01/31/14	WJB	Exchange multiple e-mails with SEC on scheduling of testimony in broker trial	0.1
01/31/14	WJB	Review first and second Receiver Reports in preparation for potential testimony at broker trial	0.3
01/31/14	WJB	Review \$3,500 check from J Few and confirm against settlement agreement and prepare e-mail B Shea confirming receipt of same	0.1
02/01/14	WJB	Prepare for and telephone call to D Stoelting re testimony preparation and questions re potential testimony at broker trial	1.4
02/03/14	WJB	Telephone call to B Shea re Pine Street audit reconciliation, SIPC assessment, CIFIC Securities sales	0.4
02/03/14	WJB	CIFIC: Review sales histories of the securities, pricing, pricing trends and decision to sell through broker	0.3
02/03/14	WJB	Carroll Charitable Trust: Review dissolution forms from B Shea and consider issue re sole director requirement	0.1
02/03/14	WJB	Attend to Cruise Charter Ventures Monterey Bank replacement check, changing address at First Niagara Bank on two accounts and 1099 from HSBC; Forward to B Shea	0.3
02/03/14	WJB	Revise tax motion description for website update	0.2
02/03/14	WJB	Review e-mail from SEC on schedule for testifying and subject matter	0.1
02/03/14	WJB	Exchange emails with D Stoelting of SEC re testimony schedule and availability for broker trial and subject matter of same	0.2
02/04/14	WJB	Telephone call to D Stoelting of SEC to prepare testimony for broker hearing	0.4
02/04/14	WJB	Review files and prepare testimony for broker trial on 2/5	0.5

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02/04/14	WJB	Prepare reply to A Roder at U.S. Attorney's Office re problem with distributions because of IRS situation and reference to website and motion against IRS and taxing authorities	0.3
02/04/14	WJB	Review SEC Order instituting proceeding against brokers; Review PPM language in preparation for testimony and consideration of related legal issues	1.0
02/04/14	WJB	Continue preparation for broker trial testimony	0.2
02/05/14	WJB	Attend SEC broker proceeding at 26 Federal Plaza and testify under subpoena at request of SEC	4.5
02/05/14	WJB	Review documents in preparation for testimony at SEC broker trial	0.4
02/07/14	WJB	State Street: Review newspaper articles on State Street sale, prepare update to website re same; Prepare reply to B Shea re same	0.3
02/11/14	WJB	Pine Street: Telephone call to B Shea re location of Pine Street letters requested by SEC for broker trial	0.2
02/11/14	WJB	Pine Street: Telephone call from B Shea to review Pine Street letters and financial statements to provide to SEC in response to request for Pine Street documents re broker trial	0.1
02/11/14	WJB	Pine Street: Review Pine Street financial statements and investor letters before forwarding to SEC for broker trial	0.4
02/12/14	WJB	Review dissolution request for California alarm trading entity	0.1
02/12/14	WJB	Review e-mail from B Shea re Alarm Traders California entity, communications with state of California; Telephone call to L Otsubo at California SOS for follow-up on dissolution issues	0.2
02/13/14	WJB	Alarm Traders: Review ADP requested change for NYS disclosure information, approve same and advise B Shea	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
02/13/14	WJB	Alarm Traders: Telephone call from California Attorney General and Secretary of State's Office re Sections 1400 and 1401 of California Code re dissolution of Alarm Traders California entity	0.1
02/13/14	WJB	Telephone call to B Shea re prior information on Cruise Charter Ventures including vessel charter agreement, number of passengers, review of electronic file and e-mail D Stoelting re same	0.3
02/13/14	WJB	Telephone call from D Stoelting re broker trial testimony on YOLO and conveying facts concerning cruise and bookings	0.1
02/17/14	WJB	Telephone call to B Shea to verify YOLO numbers; Review files and telephone call to B Shea confirming facts re 2009, 2010 cruises	0.4
02/17/14	WJB	Review D Smith interest in Pine Street and background facts re same	0.2
02/18/14	WJB	Update website re sale and bidding procedures for Smith Trust Sacandaga property	0.2
02/18/14	WJB	Ascertain and review facts and documents re YOLO Cruises in anticipation of testimony at SEC broker trial	0.5
02/19/14	WJB	Surgery Center: Telephone call to B Shea re forwarding NYS tax mail to D Smith re surgery center and prepare letter to D Smith re same	0.1
02/19/14	WJB	Revise letter to D Smith re surgery center mail from NYS	0.1
02/21/14	WJB	Telephone call from D Stoelting re follow-up testimony and rebuttal at SEC broker trial and scope of same	0.3
02/22/14	WJB	Review files on Mr. Favish redemption of Coventry interest at par	0.1
02/24/14	WJB	Review e-mails from B Shea re CCV facts and locating signed charter contract; Telephone call to B Shea re same; Review prior testimony at SEC broker trial	0.9

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02/24/14	WJB	Attend and testify on rebuttal basis at SEC broker trial	3.3
02/25/14	WJB	Telephone call from counsel to B Kaufman re Haldeman consulting fee	0.1
02/25/14	WJB	Telephone call to D Stoelting re follow-up issues concerning SEC broker trial and status of Receivership	0.5
03/19/14	WJB	Update Receiver website with descriptions concerning status of IRS tax return review and Sacandaga sale	0.4
03/20/14	WJB	Telephone conference with B Shea re preservation of documents for legal matters, storage and removal of same relating to relocation of Pine Street office	0.2
03/20/14	WJB	Follow-up telephone conference with B Shea re arrangements on document storage and preservation, computer storage and preservation and other matters including forwarding of mail in light of closing of Pine Street office	0.3
03/20/14	WJB	Revise IRS and Sacandaga website postings and post same	0.1
03/24/14	WJB	Aquatic: Prepare e-mail K Ellis re arranging meeting to finalize settlement	0.1
03/24/14	WJB	Telephone call from B Shea re responding to SEC request for information on L Smith wire transfers and issue approval to M&T Bank to provide same	0.1
03/26/14	WJB	Review B Shea outline of open issues relating to closure of Pine Street office, preservation of legal and business records and related matters	0.4

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03/26/14	WJB	Extended meeting with B Shea at 99 Pine Street to discuss closure of 99 Pine Street office, moving of office equipment to various storage and other locations, moving of office files to storage and office location, confirmation of appropriateness of storage arrangements given pending litigation, electronics and electronic records preservation, logistics for moving and compliance with various legal obligations, ongoing employee benefits and compensation and inspect storage spaces and confirm details re same including appropriate notices to landlord	3.2
03/28/14	WJB	Telephone call to B Shea re administrative details on movement of office and preservation of legal records	0.2
03/31/14	WJB	Review email from SEC re recent public statements by government officials concerning Stanford case and implications for SIPC coverage, confirm no Stanford Appellate decision in SEC case as yet	0.2
03/31/14	WJB	Telephone call from D Stoelting at SEC re questions concerning supporting testimony at broker trial involving various matters including alarm contract sale, offering plans and proceeds received	0.3
03/31/14	WJB	Prepare e-mail B Shea to request alarm contract proceeds allocation and prepare notes on follow-up necessary for SEC relating to broker trial	0.2
03/31/14	SKR2	Review email from GFK regarding 401(k) plan termination; Review termination options; Email to GFK	1.1
04/01/14	GFK	Emails re plan termination	0.3
04/01/14	SKR2	Draft termination timeline/action items from 401(k) plan; Review 401(k) plan terms	0.9
04/02/14	WJB	Prepare e-mail D Stoelting with alarm contract sale proceeds in response to question involving broker trial	0.2



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04/02/14	WJB	Telephone call from B Shea re Piatka & Lyons and roles re financial statements during McGinn era and question of any investor reliance	0.1
04/02/14	WJB	Telephone call to D Stoelting re Piatka & Lyons role, lack of investor reliance given limited nature of presentation of financial statements	0.2
04/03/14	WJB	Draft letter to B Shea re terms of part-time employment and revise same	0.6
04/03/14	WJB	Finalize draft of B Shea part-time employment agreement and forward to labor lawyer for review	0.1
04/03/14	WJB	Incorporate JRG comments to B Shea part-time employment letter into part-time employment letter for forwarding to B Shea	0.2
04/03/14	WJB	Transit Road: Continue analysis of lease charges and allocation of utilities based upon information received from landlord	0.6
04/04/14	WJB	Telephone call from B Shea re SEC request for information on number of investors; Search prior legal documents for same; Telephone K Palen at SEC with information for broker brief to be filed by SEC	0.3
04/07/14	WJB	Revise e-mail to all parties re proposed disposition of computers and office equipment	0.3
04/07/14	WJB	Review D Stoelting e-mail inquiring as to Shoma events in 2004 and 2005; Review Docket No. 454 re prior presentation of Shoma facts and prepare reply with conclusion on due diligence failure	0.2
04/07/14	WJB	Integrated Excellence: Review Integrated Excellence background materials in response to SEC inquiry for use in broker trial, locate footnote in prior pleading and forward to SEC with explanation	0.3

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04/16/14	WJB	Review public domain version of broker trial brief filed by SEC	0.2
04/22/14	K-K	Docket Expiration of First Class Mail/Priority and Express forwarding	0.2
05/09/14	WJB	Prepare reply to A Roder re Department of Justice inquiry on status of distribution and prepare reply re delay due to Department of Justice position on taxes and refer her to Receiver website	0.2
05/12/14	WJB	Review SEC broker trial proposed findings of fact and brief for facts related to potential red flags	0.2
05/13/14	WJB	Review D Evans opinion on behalf of D & L Smith re fraudulent conveyances as filed with Court	0.1
05/14/14	WJB	Benchmark: Telephone call from B Heggelund re FCC application	0.1
05/14/14	WJB	Telephone call from K Palen at SEC re description of document holding sites at Clifton Park and at 99 Pine Street and nature of documents held at each relating to areas of inquiry by SEC and discussion of same	0.3
05/14/14	WJB	Prepare e-mail K Palen at SEC with Sacandaga sale details and appraisal and attending to forwarding same to K Palen given e-mail size file constraints at SEC	0.3
05/29/14	WJB	Revise notice to landlord of termination of office lease effective June 30, 2014	0.2
05/30/14	WJB	Finalize notice to landlord and forward to B Shea for distribution to landlord re termination of office lease	0.2
05/30/14	WJB	Benchmark: Review and respond to B Shea e-mail on closing valuation for tax return and request to follow-up with accountants re same	0.1
06/26/14	WJB	Review Memorandum from H Haldeman re potential path to resolution	0.1

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CURRENT FEES

\$64,981.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Duplicating A1, 3 Page(s)	0.30
Telephone (Long Distance Only) Telephone; 16075845656, 1 Mins. Ext: 7089	0.20
Telephone (Long Distance Only) Telephone; 12188626420, 50 Mins. Ext: 5466	10.00
Telephone (Long Distance Only) Telephone; 12188626420, 8 Mins. Ext: 7070	1.60
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Duplicating A1, 24 Page(s)	2.40
Duplicating A1, 2 Page(s)	0.20
Telephone (Long Distance Only) Telephone; 12188626420, 31 Mins. Ext: 7070	6.20
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Duplicating A1, 31 Page(s)	3.10
Postage WJB - Postage to David L Smith and Timothy M McGinn Re: Case Administration	8.44
Overnight Courier WJB - UPS to Hon David N Hurd re Case Administration	25.08
Computerized Research Westlaw Print - Document "WESTLAW DOCUMENTS" BROWN	58.73
Computerized Research Westlaw Transaction - Search "TRANSACTIONAL SEARCHES" BROWN	123.98
Telephone (Long Distance Only) Telephone; 12188626420, 20 Mins. Ext: 5466	4.00
Telephone (Long Distance Only) Telephone; 18564242129, 1 Mins. Ext: 4404	0.20
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Duplicating A1, 30 Page(s)	3.00
Duplicating A1, 11 Page(s)	1.10
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Overnight Courier WJB - UPS to Hon David N Hurd re Case Administration	25.08
Duplicating A1, 7 Page(s)	0.70
Postage WJB - Certified postage to Andrew G Guzzetti, Managing Director re Case Admin	6.11
Overnight Courier WJB - UPS to hon Osa Iyinbo re Case Administration	39.00
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Overnight Courier WJB - UPS to Brian Shea re Case Administration	28.71
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Duplicating A1, 1 Page(s)	0.10
Overnight Courier South Street Securities - Inv # 245016	13.90
Overnight Courier WJB - UPS to South Street Securities Holdings, Inc. re Case Admin	25.30
Telephone (Long Distance Only) Telephone; 13157938101, 5 Mins. Ext: 4404	1.00
Transcript of Testimony PAYEE: Nancy Freddoso; REQUEST#: 584439; DATE: 9/9/2013. - Transcripts of Sentencing Hearings of T McGinn and D Smith	288.35
Telephone (Long Distance Only) Telephone; 15045850464, 4 Mins. Ext: 7089	0.80
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Telephone (Long Distance Only) Telephone; 16075845656, 5 Mins. Ext: 7089	0.80
Duplicating A1, 2 Page(s)	0.20
Telephone (Long Distance Only) Telephone; 12188626420, 14 Mins. Ext: 5466	2.80
Duplicating A1, 2 Page(s)	0.20
Duplicating A1, 1 Page(s)	0.10

33474 Brown, William J. as Receiver of McGinn,  
 Smith & Co., Inc., et al  
 00004 Case Administration  
 October 14, 2016

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Duplicating A1, 1 Page(s)	0.10
Duplicating A1, 2 Page(s)	0.20
Duplicating A1, 3 Page(s)	0.30
Duplicating A1, 2 Page(s)	0.20
Duplicating A1, 6 Page(s)	0.60
Duplicating A1, 2 Page(s)	0.20
Overnight Courier WJB - UPS to Leticia Garcia	35.80
Duplicating A1, 25 Page(s)	2.50
Duplicating A1, 32 Page(s)	3.20
Duplicating A1, 2 Page(s)	0.20
Duplicating A1, 2 Page(s)	0.20
Duplicating A1, 4 Page(s)	0.40
Duplicating A1, 1 Page(s)	0.10
Duplicating A1, 1 Page(s)	0.10
Duplicating A1, 1 Page(s)	0.10
Overnight Courier WJB - UPS to Todd Ritschdorff, Esq. Re: Case Admin	26.97
Overnight Courier UPS to Amy M Charland, QKA Pension Works, Inc 382 Hercules Dr, Suite 1 Colchester, VT 05446 re Case Admin	35.53
Duplicating A1, 4 Page(s)	0.40
Duplicating A1, 2 Page(s)	0.20
Duplicating A1, 6 Page(s)	0.60
Duplicating A1, 6 Page(s)	0.60
Overnight Courier WJB - UPS to Mr. David Stoelting re: Case Admin	26.85

CURRENT EXPENSES

828.73

TOTAL AMOUNT OF THIS INVOICE

\$65,809.73

\*\*\*PAYMENT DUE UPON RECEIPT\*\*\*

# **CATEGORY F**

## **EMPLOYEE BENEFITS/PENSIONS**



## Phillips Lytle LLP

Attorneys at Law  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203-2887  
 Telecopier # (716) 852-6100  
 (716) 847-8400  
 FED I.D. #16-0505790

William J. Brown, Esq.  
 Phillips Lytle LLP  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203

Invoice Number 885351  
 Invoice Date 10/14/16  
 Client Number 33474  
 Matter Number 00005  
 W J Brown

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### Re: EMPLOYEE BENEFITS / PENSIONS

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2014:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/11/13	WJB	Conference GFK re how to deal with individual investor transfers since John Hancock is insisting upon Receiver acting as Trustee of plans, alternatives	0.2
12/11/13	WJB	Telephone call to A Charland re John Hancock form and alternatives re same concerning transfer of participant monies	0.2
12/11/13	GFK	Office conference with WJB re 401(k) issue	0.3
12/12/13	WJB	Conference with GFK re dealing with pension money transfers and John Hancock requirements re trustee position	0.1
12/12/13	GFK	Telephone conference with WJB re 401(k) employee issue; Revise John Hancock re change of employee and memo to WJB	0.4
12/19/13	WJB	Prepare reply e-mail to G Smith re status of John Hancock transfer and reasons for same	0.1

33474 Brown, William J. as Receiver of McGinn,  
 Smith & Co., Inc., et al  
 00005 Employee Benefits / Pensions  
 October 14, 2016

Invoice Number 885351

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/20/13	WJB	John Hancock: Review and sign form received from John Hancock re Receiver acting as authorized signatory; Email to John Hancock as authorized signature in order to transfer pension plan monies as requested by G Smith	0.4
01/07/14	WJB	Review B Shea e-mail on next steps to terminate 401K plan subject to processing of withdrawal forms from T McGinn, D Smith; Prepare reply re no response from T McGinn to prior letter and request	0.1
03/27/14	WJB	Prepare e-mail GFK re direction to begin process to terminate McGinn Smith 401K plan absent D Smith and T McGinn consent	0.1
03/31/14	GFK	Emails from and to WJB and SKR re 401(k) plan termination	0.3
04/03/14	JRG	Review and revise letter to B Shea re part-time status	0.4

CURRENT FEES

\$1,081.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Duplicating A1, 3 Page(s)

0.30

CURRENT EXPENSES

0.30

TOTAL AMOUNT OF THIS INVOICE

\$1,081.80

\*\*\*PAYMENT DUE UPON RECEIPT\*\*\*



# **CATEGORY G**

## **FEE/EMPLOYMENT APPLICATIONS**



## Phillips Lytle LLP

Attorneys at Law  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203-2887  
 Telecopier # (716) 852-6100  
 (716) 847-8400  
 FED I.D. #16-0505790

William J. Brown, Esq.  
 Phillips Lytle LLP  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203

Invoice Number 885352  
 Invoice Date 10/14/16  
 Client Number 33474  
 Matter Number 00006  
 W J Brown

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### Re: FEE / EMPLOYMENT APPLICATIONS

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2014:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/15/13	WJB	Review 6/29 invoice from Chiampou and prepare e-mail B Shea requesting review and approval	0.1
07/15/13	WJB	Begin work on Chiampou Fifth Interim fee application and organization of same	0.2
07/18/13	WJB	Chiampou: Review draft fee application and prepare revisions (.2); Prepare e-mail S Brady re same requesting input (.1); Telephone message S Brady re additional comments to fee application (.1)	0.4
08/09/13	WJB	Review Chiampou Travis 6/30-7/27 bill and forward to B Shea for review and comment; Identify incomplete work description and prepare e-mail Chiampou for completion	0.3
08/26/13	WJB	Organize and review pre-bills for preparation of interim fee application for filing by 9/15/13	0.3
08/26/13	WJB	Review local rules for procedure for filing date for interim fee applications for estate professionals	0.1

33474 Brown, William J. as Receiver of McGinn,  
 Smith & Co., Inc., et al  
 00006 Fee / Employment Applications  
 October 14, 2016

Invoice Number 885352

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/09/13	WJB	Prepare and revise Phillips Lytle Fifth Interim Fee Application	1.7
09/09/13	WJB	Revise Chiampou Travis Interim Fee Application; Prepare e-mail S Brady with revised Application and Declaration for review and signature	0.4
09/09/13	WJB	Prepare further revisions to Chiampou interim fee application and e-mail to S Brady	0.1
09/10/13	WJB	Chiampou: Review signed fee application and Declaration from S Brady and forward to SEC for review	0.2
09/10/13	WJB	Revise and finalize Phillips Lytle fee application and forward to SEC for review	0.6
09/11/13	WJB	Review final version of Phillips Lytle Fifth Interim Fee Application and finalize same in preparation for filing with Court pending review by SEC	0.6
09/30/13	WJB	Review local rules concerning pending fee applications	0.1
09/30/13	K-K	Docket hearing date on Chiampou fee application	0.2
10/03/13	WJB	Prepare letter to S Brady with check for payment of fees based upon 10/2 Order of Court	0.2
10/21/13	WJB	Prepare e-mail B Shea re Chiampou 10/5 statement and request for review of same	0.1
01/13/14	WJB	Review 12/28/13 Chiampou statement and forward to B Shea for review and approval	0.1
03/12/14	WJB	Review Chiampou Travis 2/22 invoice and send to B Shea for further review and approval	0.1
03/19/14	WJB	Review bills in preparation for Phillips Lytle Sixth Interim fee application and preliminary calculation of same	0.3

33474 Brown, William J. as Receiver of McGinn,  
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 00006 Fee / Employment Applications  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/02/14	WJB	Review Chiampou statement and forward to B Shea for review	0.2
06/23/14	WJB	Review Chiampou Travis 6/14 statement for period April 20-June 14; Prepare e-mail B Shea re minor descriptions needed completion and request for overall review	0.2

CURRENT FEES

\$2,869.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Duplicating A1, 2309 Page(s)	230.90
Postage WJB - Postage re Fee Appls	27.60
Duplicating A1, 117 Page(s)	11.70

CURRENT EXPENSES

270.20

TOTAL AMOUNT OF THIS INVOICE

\$3,139.70

\*\*\*PAYMENT DUE UPON RECEIPT\*\*\*

# **CATEGORY P**

## **TAX ISSUES**



## Phillips Lytle LLP

Attorneys at Law  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203-2887  
 Telecopier # (716) 852-6100  
 (716) 847-8400  
 FED I.D. #16-0505790

William J. Brown, Esq.  
 Phillips Lytle LLP  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203

Invoice Number 885353  
 Invoice Date 10/14/16  
 Client Number 33474  
 Matter Number 00015  
 W J Brown

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### Re: TAX ISSUES

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2014:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/15/13	WJB	Review 5/7 and 5/10 letters from Chiampou with 1099s and attend to where to send individual reports and copies of same to Messrs. McGinn, Smith and Rogers	0.2
07/16/13	WJB	Review distribution of 1099s and K-1s and letter of abatement re penalties received from Chiampou	0.1
07/18/13	WJB	CMS: Prepare tax e-mail to M Horbachewski, B Shea re CMS settlement and confirming that settlement would be tax neutral	0.3
07/18/13	WJB	Review new tax returns received from Chiampou for signing and filing	0.2
07/18/13	WJB	Review M Horbachewski e-mail on tax analysis re CMS settlement and prepare reply	0.2
07/19/13	WJB	Review and respond to M Horbachewski on various tax related questions	0.2

33474 Brown, William J. as Receiver of McGinn,  
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00015 Tax Issues  
October 14, 2016

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/19/13	WJB	Prepare e-mail R Haldeman re CMS proposed settlement and allocation of proceeds and need to evaluate tax impact	0.2
07/19/13	WJB	CMS: Review R Haldeman response re tax question and allocation; Prepare clarifying e-mail to R Haldeman re breakout of allocation among entities	0.3
07/19/13	WJB	CMS: Prepare e-mail M Horbachewski re allocation of proceeds in connection with potential CMS settlement	0.1
07/19/13	WJB	CMS: Review R Haldeman e-mail on correct allocation of payments for tax analysis	0.1
07/23/13	WJB	Prepare e-mail B Shea re correct address to use for M Rogers 1099 issuance	0.1
07/23/13	WJB	Review and revise draft letter to 74 State Street investors re revised tax forms	0.1
07/23/13	WJB	Review and sign amended 2009 TDMM Cable Funding LLC IRS and NYS tax returns	0.4
07/24/13	WJB	Review, sign and approve Form 1096 for 2006 and 2007 for TDMM Cable Funding, IRS Form 1096 for Integrated Excellence Sr. Trust 08 for 2008, IRS Form 1096 for McGinn Smith Holdings LLC for 2007 and 2008, IRS Form 1096 for TDMM Cable Funding for 2009, IRS Form 1096 for TDM Cable Jr. Trust 09 for 2009, and IRS Form 1096 for McGinn Smith Transaction Funding Corp. for 2009	0.5
07/24/13	WJB	74 State Street: Further revisions to B Shea letter distributing K-1s including review of prior letter sent to investors re no activity in prior years	0.3
07/24/13	WJB	Review, sign and approve 2012 McGinn Smith & Co. Inc. IRS and NYS returns	0.4
07/24/13	WJB	Review TDM Cable Funding LLC and other entity 1099s and revise letter to IRS abating penalty due to criminal conviction	0.2

33474 Brown, William J. as Receiver of McGinn,  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/24/13	WJB	Review, sign and approve TNA Associates 2012 and 2010 Amended NYS and IRS returns and e-file statements, authorize same	0.5
07/24/13	WJB	Review 74 State Street Capital, L.P. 2012 and 2011 Amended IRS and NYS returns and e-file authorizations	0.5
07/24/13	WJB	Review 2011 and 2012 IRS and NYS returns and e-file authorizations and 2009 Amended IRS and NYS returns	0.5
07/24/13	WJB	Prepare e-mail M Horbachewski, B Shea re status of completion and review of tax returns	0.1
07/26/13	WJB	Review, sign and approve 2007 McGinn Smith Holdings LLC Amended NYS and IRS returns based upon criminal tax conviction	0.4
07/26/13	WJB	Prepare e-mail B Shea, M Horbachewski re review and approval of 2007 McGinn Smith Holdings LLC Amended returns	0.1
07/26/13	WJB	Review e-mail from M Horbachewski re delivery of McGinn Smith Holdings LLC 2004 and 2008-2012 tax returns, review delivery and prepare confirming e-mail	0.2
07/26/13	WJB	Review, sign and approve 2008 IRS and NYS McGinn Smith Holdings LLC tax returns	0.3
07/26/13	WJB	Review, sign and approve 2009 McGinn Smith Holdings LLC IRS and NYS returns	0.3
07/26/13	WJB	Review, sign and approve 2010 McGinn Smith Holdings LLC NYS and IRS tax returns and e-file authorizations	0.3
07/26/13	WJB	Review, sign and approve 2011 McGinn Smith Holdings LLC NYS and IRS tax returns and e-file authorizations	0.4
07/26/13	WJB	Review, sign and approve 2012 McGinn Smith Holdings LLC NYS and IRS tax returns and e-file authorizations	0.4



33474 Brown, William J. as Receiver of McGinn,  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/27/13	WJB	Review and sign Amended 2004 McGinn Smith Holdings, LLC IRS and NYS tax returns based upon criminal verdict of capital distribution to T McGinn; Prepare e-mail M Horbachewski, B Shea re completion of review of tax returns and e-filing forms received on July 26	0.4
07/31/13	WJB	Review report of completed tax returns including those recently completed and filed for status	0.3
08/02/13	WJB	Review five new sets of tax returns received from Chiampon Travis for Mr. Cranberry including preliminary review of same	0.2
08/06/13	WJB	Review, sign and file 2008 Amended M&S Partners income tax returns	0.4
08/06/13	WJB	Review, sign and file 2009 Amended M&S Partners income tax returns	0.4
08/06/13	WJB	Review, sign and approve 2011 M&S Partners income tax returns and e-filing authorizations	0.3
08/06/13	WJB	Review, sign and approve 2012 M&S Partners income tax returns and efile authorizations	0.3
08/06/13	WJB	Review, sign and approve 2012 Mr. Cranberry income tax returns and efile authorizations	0.4
08/06/13	WJB	Review, sign and approve 2011 Mr. Cranberry income tax returns and efile authorizations	0.4
08/06/13	WJB	Review, sign and file 2009 Amended Mr. Cranberry income tax returns	0.3
08/06/13	WJB	Review, sign and file 2006 Amended Mr. Cranberry income tax returns	0.4
08/06/13	WJB	Review, sign and file 2005 Amended Mr. Cranberry income tax returns	0.4

33474 Brown, William J. as Receiver of McGinn,  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/06/13	WJB	Review updated chart of filings; Prepare e-mail M Horbachewski, B Shea re same	0.1
08/29/13	WJB	White Glove Cruises: Review, sign, approve and file Florida and IRS 2012 tax returns	0.4
08/29/13	WJB	McGinn Smith Transaction Funding Corp: Review, sign, approve and file 2012 IRS and NYS income tax returns	0.4
09/11/13	WJB	Review, sign and approve TDMM Cable Funding LLC 2011 IRS, LA, NY and four FL state and county income tax returns and authorize for filing	0.8
09/11/13	WJB	Review, sign and approve TDMM Cable Funding LLC 2012 IRS, LA, NY and four FL state and county income tax returns and authorize for filing	0.7
09/13/13	WJB	Review NYS tax notice re liability; Prepare e-mail M Horbachewski re follow-up	0.2
09/16/13	WJB	Review B Shea tax notice from NYS; Prepare e-mail responding re power of attorney to make inquiry with NYS so as to avoid precedent	0.2
09/17/13	WJB	Review Power of Attorney form for NYS for McGinn Smith & Co. Inc. and McGinn Smith Capital Holdings Corp., complete same and return to Chiamppou Travis	0.4
09/26/13	WJB	Review NYS Taxation Dept administrative expense tax liability notice dated 9/10/13, review prior different notice and e-mail M Horbachewski, B Shea for follow-up	0.2
09/30/13	WJB	Review M Horbachewski e-mail re result of NYS Dept of Taxation and Finance conversation to adjust asserted penalty and reversal of penalty	0.1
10/15/13	WJB	Review e-mail from B Shea with M McGinn Firstline Funding K-1's and forward to M McGinn as requested re his tax liability	0.2

33474 Brown, William J. as Receiver of McGinn,  
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 00015 Tax Issues  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/15/13	WJB	Review M Horbachewski e-mail with okay to pay NYS late filing fee as reduced and prepare reply to contest any other amounts asserted by NYS	0.2
10/21/13	WJB	Review 10/18 letter from M McGinn requesting McGinn Smith Firstline Funding 2011 and 2012 tax returns; Telephone call to B Shea re same and reasons to provide tax returns, review of prior practices re same; Prepare e-mail B Shea re operating agreement and statuses incomplete; Review response; Review tax returns and prepare draft reply to M McGinn requesting written reasons why he seeks delivery of tax returns	1.1
10/21/13	WJB	Review 2011 McGinn Smith Firstline Funding tax returns	0.1
10/21/13	WJB	Review M McGinn response for reasons for request for Firstline tax returns	0.1
10/25/13	WJB	Prepare reply e-mail to B Shea re report on late filing fees for 2008, 2009 and 2011 McGinn Smith Holdings tax returns	0.1
10/25/13	WJB	Prepare reply to B Shea re McGinn Smith Holdings tax return late filing fees	0.1
11/06/13	WJB	Prepare e-mail M Horbachewski re status of any closing agreements with IRS	0.2
11/07/13	WJB	Review M Horbachewski e-mail on schedule and set up call to discuss tax return status and issues	0.1
11/07/13	WJB	Telephone conference M Horbachewski, B Shea re status of tax returns, efforts at obtaining closing agreements with IRS, alternatives to same, analysis and course of action	0.7
11/08/13	WJB	Prepare for and participate in call with IRS staff including R Steco and other Receiver representatives re closing agreements and other means to assure Receivers of satisfactory compliance with IRS requirements	1.4

33474 Brown, William J. as Receiver of McGinn,  
Smith & Co., Inc., et al  
00015 Tax Issues  
October 14, 2016

Invoice Number 885353

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/13/13	WJB	Shoma: Locate address for Shoma on prior tax information and forward to M Horbachewski for use in connection with preparation of tax returns	0.2
11/14/13	WJB	Telephone call from R Weisz re M McGinn tax information request, background and status	0.3
11/15/13	WJB	Compile tax data for M McGinn request	0.2
11/15/13	WJB	Locate tax returns as requested by M McGinn	0.2
11/15/13	WJB	Prepare e-mail R Weisz with tax information requested by M McGinn and conditions to same	0.3
11/15/13	WJB	Prepare e-mail to M Horbachewski, S Brady at Chiampou Travis re information provided to M McGinn re taxes and communications only to be through Receiver counsel and not Chiampou Travis	0.1
11/18/13	WJB	Telephone call from D Stoelting re inquiry as to communications with IRS re closing agreement and offer of assistance	0.2
11/18/13	WJB	Review issues re closing memorandum in order to protect Receiver prior to distribution and research re same	0.4
11/18/13	WJB	Prepare e-mail SEC with information concerning IRS, closing memorandum and taxes	0.4
11/18/13	WJB	Telephone call to KEM re alternatives to closing memoranda, discussion and analysis	0.2
11/18/13	KEM	Telephone conference with WJB re IRS closing agreement	0.2
11/19/13	WJB	Telephone call from D Stoelting at SEC re inquiry as to whether McGinn Smith has any designated representative at IRS	0.1
11/19/13	WJB	Telephone call to M Horbachewski, B Shea to confirm no McGinn Smith representative at IRS and discussion of general practices to date re finalizing and closing tax return issues	0.2

33474 Brown, William J. as Receiver of McGinn,  
Smith & Co., Inc., et al  
00015 Tax Issues  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/20/13	WJB	Review e-mail from B Shea on proposed tax treatment for PrimeVision and TDM; Prepare e-mail KEM for assistance	0.2
11/20/13	KEM	TDM/Prime Vision: Review email re ADT issue	0.1
11/21/13	WJB	Telephone call to B Shea re TDM tax treatment and ADT claim	0.2
11/21/13	KEM	TDM/Prime Vision: Review documentation in connection with note purchase/tax treatment	0.4
11/22/13	WJB	Telephone call to D Stoelting re results of SEC call with Department of Justice re closing agreements for Receivers, next steps and course of action including possibility of necessity for judicial relief	0.3
11/22/13	KEM	TDM/Prime Vision: Research tax considerations in connection with note purchase	1.4
11/25/13	WJB	Follow-up on question from R Weisz re source of revenue in McGinn Smith Firstline Funding tax return and prepare reply re alarm monitoring contracts	0.3
11/25/13	WJB	Conference KEM re TDM taxes and Shoma interests	0.3
11/25/13	KEM	TDM/Prime Vision: Review tax treatment of contingent purchase price for note; Conference with WJB re same	1.2
12/02/13	WJB	Review e-mail from K Marks and forward to B Shea re waiting on further information from M Horbachewski re certain tax returns	0.1
12/02/13	KEM	TDM/Prime Vision: Teleconference with accountant re note treatment, Email WJB re same	0.7
12/04/13	WJB	Prepare e-mail D Stoelting at SEC re request for update on further communications between SEC and Department of Justice re tax matters in McGinn Smith Receiver case	0.1

33474 Brown, William J. as Receiver of McGinn,  
Smith & Co., Inc., et al  
00015 Tax Issues  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/09/13	WJB	Telephone call from D Stoelting at SEC re possible need to seek judicial intervention to resolve IRS issues re determination of tax liability	0.2
12/09/13	WJB	E-mail B Shea re status on TDMM return involving M Horbachewski	0.2
12/09/13	WJB	Review pleadings involving SEC receivers and IRS, motion papers in similar proceedings and forward to N-K to prepare motion re tax resolution in favor of Receiver	0.2
12/09/13	N-K	Analyze issues regarding resolution of IRS claims in receivership cases	0.8
12/10/13	WJB	Telephone message N-K re research concerning motion to compel bar date and other relief for determination of taxes	0.1
12/11/13	WJB	Telephone conference C Ide and D Stoelting re McGinn Smith tax issues and concern that IRS will not assign individual responsible to review tax returns, enter into closing agreement and clear Receiver of personal liability for taxes if paid to investors	0.6
12/11/13	WJB	Prepare notes on call with C Ide of Justice Department and D Stoelting of SEC	0.1
12/12/13	WJB	Review motion in Philadelphia SEC case re IRS priority	0.2
12/12/13	WJB	Telephone call to N-K re preparation of IRS motion and related taxing authorities re priority over Receiver distributions	0.2
12/12/13	N-K	Conference with W Brown regarding issues concerning tax liabilities; Research issues regarding receiver liability for distributions; Research and analyze issues involving intersect between bankruptcy law and state receiverships; Conferences with W Brown regarding research findings	3.8
12/13/13	WJB	Extended conference with N-K re result of research on IRS priority payment issues, draft motion re IRS and distribution to investors; Telephone call to S Stoelting re timing of motion	0.7

33474 Brown, William J. as Receiver of McGinn,  
Smith & Co., Inc., et al  
00015 Tax Issues  
October 14, 2016

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/13/13	KEM	Teleconference with N-K re ruling request	0.1
12/13/13	N-K	Research jurisdictional issues involving IRS claims; Additional research regarding bankruptcy principles and receiverships; Research regarding determinations on tax liabilities and related procedures; Confer with W Brown regarding tax issues; Outline arguments for motion to set deadline for government claims; Research issues regarding section 505 of Bankruptcy Code; Analyze issues regarding tax claims and automatic stay; Phone conferences with B Shea regarding taxing authorities; Analyze issues regarding tax liabilities	6.4
12/16/13	WJB	Prepare e-mail B Shea re McGinn Smith tax chart and preparation of same	0.2
12/16/13	WJB	Telephone call to B Shea re identifying tax agencies needed for inclusion into tax motion but not including real property taxes	0.1
12/16/13	WJB	Review tax schedule received from B Shea for possible inclusion into tax motion in preparation for 2 pm call with B Shea	0.1
12/16/13	WJB	Telephone conference B Shea on how to assemble tax notification list for tax motion	0.2
12/16/13	N-K	Work on motion to set governmental unit bar date and application of section of 505; Research regarding government claims issues; Emails regarding same	6.9
12/17/13	N-K	Review draft motion and revisions to same	0.4
12/18/13	N-K	Draft proposed order for motion; Prepare claims notice; Prepare exhibits	1.3
12/19/13	WJB	Review e-mail from D Stoelting re request to participate in call re tax motion and status of same; Prepare reply	0.1
12/19/13	N-K	Research issues regarding NDNY Local Rules	0.3

33474 Brown, William J. as Receiver of McGinn,  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/20/13	WJB	Telephone call to D Stoelting re status of tax motion and update by D Stoelting re Department of Justice position	0.2
12/23/13	WJB	Prepare e-mail N-K re bar date for government entities to file tax claims versus potential immunity claim and analysis	0.2
12/23/13	WJB	Conference N-K re implications of immunity and bar date issues re tax motion	0.2
12/23/13	WJB	Review case law on potential challenges in making tax motion and prior case law concerning alternatives available to Receiver including Section 106 of Bankruptcy Code	0.5
12/23/13	WJB	Work on motion re governmental bar date and Declaration re Receiver priority in tax motion to be filed with NDNY District Court, organize exhibits and prepare additional revisions	1.3
12/23/13	WJB	Prepare e-mail D Stoelting and SEC with draft tax motion for review and comment; Prepare e-mail B Shea with draft tax motion for review and comment	0.2
12/23/13	N-K	Phone conferences with W Brown regarding tax motion issues and emails regarding same; Analyze case law; Attention to precedential effect issues	1.9
12/27/13	WJB	Prepare e-mail D Stoelting at SEC re mailing address for C Ide at Department of Justice for purposes of service; Review reply; Revise motion and incorporate additional forms of relief in order to enhance motion; Voicemail message to US Attorney for NDNY to advise re anticipated filing of motion; Continue incorporation of revisions	1.6
12/27/13	WJB	Prepare e-mail B Shea re scope and breadth of taxing authorities for service of tax motion	0.2
12/27/13	WJB	Continue revisions to tax motion and coordination of exhibits and scope of relief sought	0.6



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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/28/13	WJB	Telephone call to B Shea re status of tax motion and discussion of whether IASG entities need to be included for noticing purposes	0.3
12/28/13	WJB	Revise tax motion and service list received from B Shea	0.2
12/30/13	WJB	Review Section 505 of Bankruptcy Code for incorporation into tax motion; Finalize motion	0.9
12/30/13	WJB	Finalize, sign and file tax motion and attend to service including in compliance with FRCP Rule 4 and forwarding of courtesy copy of motion by e-mail to C Ide at Department of Justice Tax Division	0.6
12/30/13	WJB	Telephone call B Shea re tax agency list and use of EIN numbers	0.1
12/31/13	WJB	Prepare letter to taxing authorities enclosing motion for service by Certified Mail Return Receipt Requested and also enclosing detailed taxpayer list with EIN on confidential basis	0.6
01/02/14	WJB	Review e-mail from C Pappas re tax motion and approach to same; Prepare reply re inquiry re Acorn matter	0.1
01/02/14	WJB	Review and analyze C Pappas response concern Acorn and relevancy to McGinn Smith situation, review tax motion pleadings	0.2
01/02/14	WJB	Telephone call from Chambers on scheduling telephonic status conference in relation to tax motion and discussion of who will send notices of telephonic conference	0.2
01/03/14	WJB	Prepare e-mail to District Court Chambers re tax motion and telephone conference notice; E-mail to C Ide at Dept of Justice re text notice just posted for telephone conference re tax motion	0.3
01/03/14	WJB	Review and revise certificate of service for mailing of notice re status conference with Court to taxing authorities	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
01/03/14	WJB	Prepare notice of telephonic conference for taxing authorities with phone number dial-in information for service and distribution of same	0.3
01/03/14	WJB	Telephone call from W Myers at NDNY U.S. Attorney's Office inquiring as to nature of tax motion and reasons for same	0.3
01/06/14	WJB	Review Notice of Telephonic Court Conference Call and proof of service, sign and serve same	0.1
01/06/14	WJB	Prepare website notice on tax motion and reasons for delay of filing Plan and distribution to investors, revise same	0.8
01/07/14	WJB	Review e-mail from B Shea re IRS 2010 McGinn Smith Holdings LLC \$7,020 penalty and pursuing appeal of same	0.1
01/08/14	WJB	Review IRS 2010 McGinn Smith Holdings LLC notice received from B Shea	0.1
01/10/14	WJB	Telephone call to B Shea re Mr. Cranberry tax penalty and appeal of same	0.2
01/13/14	WJB	Review e-mail from C Pappas at SEC re status of tax motion and prepare reply	0.2
01/14/14	WJB	Review P Sklarew e-mail on responses to tax motion; Prepare reply re conference with Court and desire to resolve on consensual basis	0.2
01/14/14	WJB	Revise e-mail to Dept of Justice Tax Division on purpose of conference call with Court	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
01/16/14	WJB	Participate in conference call with two Dept of Justice Tax Division attorneys re tax motion, discussion of initial information request and ability to respond to same, explanation as to ability of IRS and Dept of Justice to be cooperative re finalization of treatment of returns, preservation of Dept of Justice defenses, discussion of Receiver's intent to resolve in order to be able to make distributions to defrauded investors, especially when Dept of Justice prosecuted case	0.8
01/16/14	WJB	Multiple telephone conferences with M Horbachewski, B Shea re ability to provide copies of tax returns in various arrangements to Dept of Justice Tax Division if requested, format and timeframe for same	0.5
01/16/14	WJB	Review e-mail from AZ city lawyer concerning tax motion and prepare reply re basis for notification of motion relating to Alarm Traders	0.1
01/16/14	WJB	Prepare e-mail to Dept of Justice attorneys re availability of tax return copies based upon communications with Chiampon following 1/16 conference call	0.1
01/16/14	WJB	Prepare e-mail re summary of Dept of Justice Tax Division conference call	0.2
01/17/14	WJB	Locate employer ID number list requested by Dept of Justice for McGinn Smith entities who have filed tax returns including e-mail from B Shea with filed return list and review same	0.4
01/17/14	WJB	Prepare e-mail to Dept of Justice with names of relevant entities in McGinn Smith receivership which have filed tax returns	0.2
01/17/14	WJB	Telephone call to B Shea re filed tax list for IRS and Dept of Justice and preparation of same from larger reports	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
01/17/14	WJB	Revise e-mail to Dept of Justice with contact information requested by them as to relevant parties in receivership including U.S. Attorney's Office, IRS Special Agents and others	0.2
01/17/14	WJB	Review filed tax return list with M Horbachewski comments pending further revision	0.1
01/17/14	WJB	Telephone call to B Shea re status of completion of tax return list for Dept of Justice	0.1
01/17/14	WJB	Review TDMM Cable Funding Asset Acquisition statement Form 8594 and e-mail to KEM for review and comment	0.3
01/17/14	WJB	Conference KEM re initial comments on Benchmark Form 8594 and course of action re same	0.1
01/17/14	KEM	Conferences with WJB re Form 8594; Review rules re same	0.4
01/20/14	WJB	Prepare e-mail Dept of Justice Tax Division with list of returns filed by Receiver both pre- and post-Receivership as requested	0.2
01/20/14	WJB	Prepare e-mail B Shea re revisions to tax return list in order to provide to Dept of Justice and review same	0.1
01/20/14	WJB	Prepare e-mail B Shea re fact that no copies of returns have been requested from Chiampou Travis for Dept of Justice Tax Division as yet and request that he confirm same with Chiampou Travis	0.1
01/21/14	WJB	Telephone call from D Stoelting to discuss Dept of Justice Tax Division position re Receiver's tax motion in preparation for status conference with Court on 1/22, efforts by SEC to assist and forward dial-in information to D Stoelting	0.4
01/21/14	WJB	Review e-mail from Dept of Justice Tax Division attorney re intent to appear at 1/22 status conference and position likely to be taken by Dept of Justice Tax Division at that time	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
01/21/14	WJB	Forward e-mail from Dept of Justice Tax Division to D Stoelting at SEC re position Dept will take at status conference with Court on 1/22 and request for assistance from SEC	0.2
01/21/14	KEM	Draft email to WJB re Form 8594 questions/comments	0.4
01/22/14	WJB	Prepare for Court status conference re tax motion including review of Certificates of Service and green cards re same, statutory authority and strategy	0.7
01/22/14	WJB	Participate in status conference with Judge Hummel, SEC and Dept of Justice Tax Division attorneys re purpose and status of motion, Dept of Justice reservation of rights and adjournment to allow further time to see if agreement can be reached	0.5
01/22/14	WJB	Telephone conference D Stoelting, A Bambach and C Pappas of SEC re report on status conference with Court concerning tax motion, position of Dept of Justice Tax Division, communications with same, data provided to date by Receiver, inter-governmental issues, analysis and next steps	1.2
01/22/14	K-K	Docket Telephone Status Conference Date on tax motion	0.2
01/22/14	KEM	Draft email to WJB re 8594 form and review same	0.4
01/30/14	WJB	Prepare and reply e-mail to K Wozniak at Dept of Justice Tax Division re status of Department's inquiry as to whether it can provide solution to distribution to defrauded investors	0.4
01/30/14	WJB	Review e-mail from Dept of Justice Tax Division on status and forward to SEC	0.1
02/10/14	WJB	Telephone call from Miami-Dade Tax Collector re Folio number	0.1
02/10/14	WJB	Review, sign and approve 2013 NYS and IRS McGinn Smith Transaction Funding Corp. tax returns	0.5

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
02/11/14	WJB	Telephone call from Miami-Dade tax collector re McGinn Smith tax motion	0.1
02/12/14	WJB	Telephone call from Miami-Dade tax collector re asserted claim and claim process	0.1
02/14/14	WJB	Review K Wozniak response to inquiry on status of communications with IRS and review of tax returns including forwarding same to SEC	0.3
02/14/14	WJB	Telephone call to U.S. Attorney re request for assistance to resolve Receiver motion re review of tax returns by IRS and reasons for same	0.3
02/19/14	WJB	Review e-mail from IRS Justice Department concerning request for copies of McGinn Smith tax returns in designated format; Forward to SEC; Prepare e-mail M Horbachewski re preparation of requested copies; Telephone message to U.S. Attorney re developments; Revise e-mail to M Horbachewski re requested format of tax returns	0.5
02/19/14	WJB	Telephone call from S Brady, M Horbachewski re IRS formatting request, questions on production and follow-up issues	0.3
02/19/14	WJB	Prepare e-mail to Dept of Justice Tax Division on how CDs will be produced with tax returns in conformance with their request to confirm compliance	0.2
02/19/14	WJB	Review SDNY bankruptcy court decision in GM case re tax injunction statute	0.2
02/21/14	WJB	Review D Weisz e-mail re additional request for tax information re M McGinn and prepare e-mail B Shea re status of tax returns for production	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
02/22/14	WJB	Review, sign and file NYS form IT-204 for McGinn Smith Holdings, LLC, McGinn Smith Alarm Trading, LLC, McGinn Smith Funding, LLC, McGinn Smith Licensing, LLC, McGinn Smith Advisors, LLC, 107th Associates, LLC, First Independent Income Notes, LLC, First Excelsior Income Notes, LLC, First Advisory Income Notes, LLC, Third Albany Income Notes, LLC, NEI Capital, LLC, Cruise Charter Ventures, LLC, IP Investors, LLC, Mr Cranberry, LLC, MSFC Security Holdings, LLC, TDM Cable Funding, LLC, TDMM Cable Funding, LLC, McGinn Smith Firstline Funding, LLC	0.8
02/27/14	WJB	Prepare letter to Dept of Justice Tax Division providing requested CDs containing tax returns filed by Receiver in format requested including screen shots	0.3
02/28/14	WJB	Review and revise draft letter re tax appeal concerning penalties asserted by IRS	0.6
03/05/14	WJB	Prepare e-mail to Department of Justice requesting conference call to discuss status of IRS decision on review of McGinn Smith tax returns in anticipation of 3/6 conference with Court	0.1
03/05/14	WJB	Telephone conference Department of Justice Tax Division attorneys re expected report to Court on 3/6 including IRS requesting 90 days to review returns	0.2
03/06/14	WJB	Review tax motion in preparation for status conference and notes of prior conferences and consider position to take re Department of Justice 90-day request	0.3
03/06/14	WJB	Attend telephonic status conference with Court, SEC and Department of Justice re Department of Justice statement re IRS requesting 90 days to review tax returns and scheduling of further conference	0.3
03/06/14	K-K	Docket tax motion report back date	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
03/13/14	WJB	Review M Horbachewski e-mail with extensions on 2013 McGinn Smith & Co. Inc. tax returns, download same and complete same	0.2
03/13/14	WJB	Review 2013 extension received from Chiampou Travis and email same to M Horbachewski	0.3
03/24/14	WJB	Prepare e-mail R Weisz with 2010 and 2013 McGinn Smith Firstline Funding tax returns for M McGinn	0.3
03/27/14	WJB	Prepare e-mail M Horbachewski with request to complete TDM Cable Trust 06 and TDM Cable Funding LLC tax returns prior to expiration of IRS 90-day review period	0.1
04/02/14	WJB	Telephone call from Louisiana State Tax Authority re confirmation of no unpaid tax by any McGinn Smith entity and review e-mail confirming same	0.2
04/12/14	WJB	Review and sign IRS and NYS E-file authorizations for Firstline Trust 07, Firstline Sr. Trust 07, Firstline Trust 07 Series B, Firstline Sr. Trust 07 Series B, Fortress Trust 08, Integrated Excellence Jr. Trust 08, Integrated Excellence Sr. Trust 08, Pacific Trust 02, TDM Luxury Cruise Trust 07, TDM Verifier Trust 07, TDM Verifier Trust 07R, TDM Verifier Trust 08, TDM Verifier Trust 09, TDM Verifier Trust 11, TDMM Benchmark Trust 09, TDMM Cable Jr. Trust 09, TDMM Cable Sr. Trust 09	0.4
04/12/14	WJB	Review IRS, NYS McGinn Smith Holdings extension requests for TDM Cable Funding LLC and TDM Cable Trust 06	0.3
04/12/14	WJB	Review, sign and approve 2013 IRS and NYS Mr. Cranberry tax returns and e-file forms and return to Chiampou Travis	0.4
04/12/14	WJB	Review 2013 IRS and NYS IP Investors and Georgia tax returns and e-filing forms, sign, approve and return same to Chiampou Travis	0.3



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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
04/12/14	WJB	Review 2013 MSFC Security Holdings LLC IRS and NYS income tax returns and e-file forms and return to Chiampou Travis	0.3
04/12/14	WJB	Review 2013 M&S Partners IRS and NYS income tax returns and e-file forms and return to Chiampou Travis	0.3
04/12/14	WJB	Review, sign and approve McGinn Smith Firstline Funding LLC 2013 IRS and NYS income tax returns and return to Chiampou Travis	0.3
04/12/14	WJB	Review, sign and approve 2013 Seton Hall Associates NYS and IRS income tax returns and e-file forms and return to Chiampou Travis	0.3
04/12/14	WJB	Review, sign and approve TDMM Cable Funding LLC IRS, Louisiana, Florida and NYS final returns and e-file forms and return to Chiampou Travis	0.3
04/14/14	WJB	Review and sign 2013 federal and NYS tax returns for Firstline Trust 07, Firstline Sr. Trust 07, Firstline Trust 07 Series B, Firstline Sr. Trust 07 Series B, Fortress Trust 08, Integrated Excellence Jr. Trust 08, Integrated Excellence Sr. Trust 08, Pacific Trust 02, TDM Luxury Cruise Trust 07, TDM Verifier Trust 07, TDM Verifier Trust 07R, TDM Verifier Trust 08, TDM Verifier Trust 09, TDM Verifier Trust 11, TDMM Benchmark Trust 09, TDMM Cable Jr. Trust 09, TDMM Cable Sr. Trust 09	1.1
04/14/14	WJB	Review McGinn Smith Incentive Savings Plan annual registration statement in short form annual return; Sign same and forward to B Shea and PensionWorks for filing	0.3
04/23/14	WJB	Review K Pappas e-mail and reply re status of IRS/DOJ discussions and 90-day timeframe for IRS to review previously filed tax returns	0.1
04/30/14	WJB	Review, sign and file McGinn, Smith & Co. Inc. 2013 IRS and NYS tax returns and e-filing authorizations	0.4

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
04/30/14	WJB	Review, sign and file 2006 through 2013 IRS and NYS income tax returns for TDM Cable Trust 06	1.2
04/30/14	WJB	Prepare e-mail to M Horbachewski requesting CDs of additional returns filed since preparation of initial CDs for DOJ/IRS	0.1
05/01/14	WJB	Revise e-mail to M Horbachewski requesting additional CD's for Department of Justice Tax Division with tax returns filed since original production of CD copies to Tax Division	0.1
05/09/14	WJB	Review draft NEI letter to IRS and forward to B Shea with comments re failure to file return as limited liability corporation in McGinn Smith	0.2
05/22/14	WJB	Review B Shea e-mail re PrimeVision tax disclosure language; E-mail M Horbachewski re same	0.1
05/23/14	WJB	Review situation pending lack of response from IRS	0.1
05/23/14	WJB	Prepare letter to Department of Justice Tax Division with new CDs of recently filed tax returns for sending to Department of Justice	0.2
05/27/14	WJB	Review, sign and approve NYS and IRS 2013 McGinn Smith Holdings LLC tax returns and e-file forms	0.3
06/19/14	WJB	Review amended Seton tax return for 2013	0.2
06/23/14	WJB	Review Seton Hall 2013 Amended NYS return received from Chiampou Travis	0.1

CURRENT FEES

\$34,310.00

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## FOR COSTS ADVANCED AND EXPENSES INCURRED:

Postage WJB - Certified postage re Tax Matters	13.26
Postage WJB - Certified postage to Department of Treasury re Tax Matters	7.17
Duplicating A1, 185 Page(s)	18.50
Duplicating WJB - 2,550 copies	255.00
Duplicating A1, 126 Page(s)	12.60
Postage WJB - Certified postage Re: Tax Issues	313.80
Postage WJB - Certified postage Re: Tax Issues	244.40
Overnight Courier WJB - UPS to Mr. Peter Sklarew Re: Tax Matters	40.75
Overnight Courier WJB - UPS to Mr. Peter Sklarew re Tax Issues	26.85

CURRENT EXPENSES

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932.33

TOTAL AMOUNT OF THIS INVOICE

\$35,242.33

\*\*\*PAYMENT DUE UPON RECEIPT\*\*\*

# ***Exhibit B-2***

# **CATEGORY R**

**WILLIAM J. BROWN, AS RECEIVER FUNCTION**



## Phillips Lytle LLP

Attorneys at Law  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203-2887  
 Telecopier # (716) 852-6100  
 (716) 847-8400  
 FED I.D. #16-0505790

William J. Brown, Esq.  
 Phillips Lytle LLP  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203

Invoice Number 885354  
 Invoice Date 10/14/16  
 Client Number 33474  
 Matter Number 00017  
 W J Brown

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**Re: W.J. BROWN, AS RECEIVER FUNCTION**

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2014:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/28/13	WJB	Attend to follow-up issues from 107th Associates meeting and meeting with B Shea in Albany	0.3
07/01/13	WJB	Telephone call from investor J Bowen re status of case	0.2
07/02/13	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.3
07/03/13	WJB	Alarm Traders: Review e-mail from B Shea re holiday hours and prepare reply	0.1
07/05/13	WJB	Reply to W Stauffer inquiry on behalf of his father re distributions and tax issues	0.1
07/05/13	WJB	Review HSBC bank statement for TAIN and forward to B Shea for reconciliation	0.1
07/05/13	WJB	Review HSBC bank statement for CCV and forward to B Shea for reconciliation	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/05/13	WJB	Alarm Traders: Review, sign and approve Alarm Traders checks and forward to B Shea	0.3
07/05/13	WJB	Benchmark: Prepare e-mail Whitney Bank with authorization to pay two ACHs	0.2
07/05/13	WJB	Benchmark: Review M Guidry payroll request; Prepare e-mail Whitney Bank to fund same on 7/12	0.2
07/08/13	WJB	Review Fist Niagara Bank statement and forward to B Shea for reconciliation	0.1
07/09/13	WJB	Alarm Traders: Review, sign and approve payroll request	0.1
07/10/13	WJB	Benchmark: Review, sign and approve checks and deal with principal payment check for \$150,000	0.2
07/10/13	WJB	Telephone call from L Sullivan re questions concerning IRA investment as investor	0.4
07/10/13	WJB	Telephone call from J Krimm as investor re status of case	0.2
07/11/13	WJB	Telephone call to C Ramsay as investor re status	0.2
07/16/13	WJB	Telephone call from Dr. R Bove as investor re various topics and review claims status	0.0
07/17/13	WJB	Travel from Buffalo to Binghamton for 107th Associates and CMS meeting with H Rittberg, B Kaufman and R Haldeman (Total travel time 2.6)	1.3
07/17/13	WJB	No Charge: Travel from Buffalo to Binghamton for 107th Associates and CMS meeting with H Rittberg, B Kaufman and R Haldeman (Total travel time 2.6)	1.3
07/17/13	WJB	Travel for meeting with CMS and HSK Funding in Binghamton involving settlement negotiations and reach preliminary conclusion (Total travel time 4.8)	2.4

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/17/13	WJB	No Charge: Travel for meeting with CMS and HSK Funding in Binghamton involving settlement negotiations and reach preliminary conclusion (Total travel time 4.8)	2.4
07/18/13	WJB	Benchmark: Prepare email Whitney Bank for processing of payments	0.1
07/18/13	WJB	Alarm Traders: Review, sign and forward checks to B Shea	0.4
07/19/13	WJB	Benchmark: Review, sign, approve and forward signed checks to M Guidry	0.3
07/23/13	WJB	Alarm Traders: Review B Shea 7/26 payroll request and approve same	0.1
07/23/13	WJB	Prepare e-mail B Shea inquiring as to arrangements for mail and package delivery while B Shea on vacation	0.1
07/24/13	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.3
07/25/13	WJB	Travel from Buffalo to Sacandaga camp to meet D Smith to review drainage conditions and other site conditions requiring repair to assess same for potential approval (Total travel time 3.6)	1.8
07/25/13	WJB	Examine local area for relevant sales and condition of homes and property in nearby area pending decision by Court	0.5
07/25/13	WJB	Travel from Sacandaga camp to Buffalo following meetings with D Smith, inspection of camp and area (Total travel time 4.8)	2.4
07/25/13	WJB	No Charge: Travel from Sacandaga camp to Buffalo following meetings with D Smith, inspection of camp and area (Total travel time 4.8)	2.4
07/31/13	WJB	Benchmark: Review and approve payroll and e-mail Whitney Bank re ACH	0.1



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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/31/13	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.3
08/01/13	WJB	Review, sign and approve Benchmark checks and forward to M Guidry	0.2
08/01/13	WJB	Prepare e-mail B Shea to calculate reduced Benchmark interest as a result of principal payment	0.1
08/02/13	WJB	Benchmark: Review, sign and approve including extensive review of back-up Benchmark checks and forward to M Guidry	0.9
08/05/13	WJB	Review HSBC Cruise Charter Venture and TAIN bank account statements and forward to B Shea	0.1
08/05/13	WJB	Review Cash and Securities Report from B Shea	0.1
08/06/13	WJB	Alarm Traders: Review, sign and approve payroll request	0.1
08/06/13	WJB	Benchmark: Review e-mail from Whitney Bank re chargebacks and prepare two e-mails M Guidry, Whitney Bank re same	0.1
08/06/13	WJB	Telephone call from J Burke as investor re questions and status	0.3
08/07/13	WJB	Travel from Buffalo to Utica for T McGinn, D Smith sentencing hearings (Total travel time 3.2)	1.6
08/07/13	WJB	No Charge: Travel from Buffalo to Utica for T McGinn, D Smith sentencing hearings (Total travel time 3.2)	1.6
08/07/13	WJB	Travel from District Court in Utica to Albany following T McGinn and D Smith sentencing hearings (Total travel time 2.0)	1.0
08/07/13	WJB	No Charge: Travel from District Court in Utica to Albany following T McGinn and D Smith sentencing hearings (Total travel time 2.0)	1.0

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/08/13	WJB	Travel from Albany following business meetings with B Shea and sentencing hearing to Buffalo (Total travel time 5.0)	2.5
08/08/13	WJB	No Charge: Travel from Albany following business meetings with B Shea and sentencing hearing to Buffalo (Total travel time 5.0)	2.5
08/09/13	WJB	Attend to administrative detail	0.2
08/09/13	WJB	Review two FNB statements and forward to B Shea for recording and reconciliation	0.1
08/12/13	WJB	Review bank account report from B Shea	0.1
08/13/13	WJB	Benchmark: Review, sign and approve Benchmark checks and forward to M Guidry	0.3
08/13/13	WJB	Telephone call from J Cornacchia re J Cornacchia death and follow-up re claim issues	0.2
08/13/13	WJB	Telephone call from B Shea re reports on D Smith incarceration	0.1
08/14/13	WJB	Telephone call from M Beebe as financial advisor to investor re IRA Services	0.2
08/14/13	WJB	Telephone call from C Dott as investor re Longton, FL training track re T McGinn interests	0.2
08/16/13	WJB	Telephone call from I Nemith as investor with status questions	0.3
08/19/13	WJB	Attend to administrative detail in preparation for D Smith unemployment insurance hearing appeal and other matters in Albany	0.3
08/20/13	WJB	Telephone M Page as investor re his role as executor, attempt to identify nature of purported claim, request for evidence, explanation of SEC and Smith Trust issues, referral to Receiver website, preparation of letter to M Page with information request to identify claim	0.7

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/20/13	WJB	Alarm Traders: Review and approve payroll	0.1
08/21/13	WJB	Travel from Buffalo to Albany for D Smith Unemployment Insurance Appeal hearing and meetings with B Shea re legal and financial matters (Total travel time 4.4 hours)	2.2
08/21/13	WJB	No Charge: Travel from Buffalo to Albany for D Smith Unemployment Insurance Appeal hearing and meetings with B Shea re legal and financial matters (Total travel time 4.4 hours)	2.2
08/21/13	WJB	Travel from 99 Pine Street to NYC Office following D Smith Unemployment Insurance Appeal hearing and meetings with B Shea (Total travel time 3.6 hours)	1.8
08/21/13	WJB	No Charge: Travel from 99 Pine Street to NYC Office following D Smith Unemployment Insurance Appeal hearing and meetings with B Shea (Total travel time 3.6 hours)	1.8
08/26/13	WJB	Attend to administrative detail on open items	0.2
08/26/13	WJB	Telephone call from M Check re criminal trial events and investor distributions	0.2
08/27/13	WJB	Telephone call from R Chang re claim amounts for her father and referral to her father for amounts and further inquiries	0.2
08/27/13	WJB	Review two e-mails from D Bortman and reply re requested statements and e-mail B Shea re same	0.1
08/27/13	WJB	Telephone call from R Blank re status	0.2
08/27/13	WJB	Telephone call from D Bortman re request for signed document transferring interest to daughter	0.2
08/27/13	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.2
08/27/13	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/27/13	WJB	Benchmark: Review wire transfer request and prepare e-mail re same from Whitney Bank to M&T Bank	0.1
08/28/13	WJB	Telephone call from J Hertzberg re status, distribution and prepare notes re same	0.2
08/29/13	WJB	Review e-mail from B Shea re D Bortman statement search and her decision to obtain information from daughter	0.1
08/29/13	WJB	Review M Manzi e-mail re status inquiry and prepare reply	0.2
08/29/13	WJB	Telephone call from J Delaney as investor re criminal trial and distributions	0.3
09/03/13	WJB	Telephone call from Mr. McHugh re claim, how to distribute if in an IRA and value of distribution likelihood	0.2
09/04/13	WJB	Review investor e-mails and telephone logs	0.3
09/04/13	WJB	Benchmark: Review ACH pending at Whitney Bank and prepare e-mail Whitney Bank to approve same	0.1
09/04/13	WJB	Alarm Traders: Review Alarm Traders payroll and approve same; Prepare e-mail B Shea re same	0.1
09/04/13	WJB	Telephone call from D Hargrave re distribution and senior vs. junior classifications	0.3
09/04/13	WJB	Telephone call from V Gentile re plan and distribution	0.2
09/05/13	WJB	Benchmark: Prepare e-mail M&T to stop payment on identified check; Review B Shea e-mail re same	0.1
09/06/13	WJB	Telephone call from investor, J Loscalzo, re status and discussion	0.2
09/06/13	WJB	Alarm Traders: Review, sign and approve Alarm Traders checks and forward to B Shea	0.3

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09/06/13	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.5
09/07/13	WJB	Review two First Niagara Bank statements re Firstline Funding and McGinn Smith and forward to B Shea for recording and reconciliation	0.1
09/07/13	WJB	Review two HSBC bank statements for TAIN and Cruise Charter Ventures and forward to B Shea for recording and reconciliation	0.1
09/10/13	WJB	Review e-mail from C Friedland re investor status; Prepare reply re recoveries	0.3
09/11/13	WJB	Benchmark: Review, sign and approve Benchmark checks, compare to invoices and forward to M Guidry	0.4
09/16/13	WJB	Telephone call to M Roarke, review his e-mail and left message	0.1
09/16/13	WJB	Smith Trust: Review Smith Trust business money market account statement and forward to B Shea, G Smith	0.2
09/16/13	WJB	Telephone call to T Oexle at KeyBank re receivership accounts and discussion of terms	0.2
09/16/13	WJB	Telephone message to R Ash, investor	0.1
09/16/13	WJB	Attend to administrative detail and follow-up on pending issues, review checklist	0.5
09/17/13	WJB	Review Kinderhook Bank business checking account statement for Smith Trust and e-mail to B Shea, G Smith	0.1
09/17/13	WJB	Telephone call from Information Group re D Keenholts employment reference	0.2
09/17/13	WJB	Travel to Sacandaga Lake for site visit with broker and appraiser (Total travel time 3.4 hours)	1.7

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/17/13	WJB	No Charge: Travel to Sacandaga Lake for site visit with broker and appraiser (Total travel time 3.4 hours)	1.7
09/18/13	WJB	Complete travel to Sacandaga Lake Smith camp for site inspection (Total travel time 2.0)	1.0
09/18/13	WJB	No Charge: Complete travel to Sacandaga Lake Smith camp for site inspection (Total travel time 2.0)	1.0
09/18/13	WJB	Travel from Sacandaga camp to Buffalo following site visit (Total travel time 4.4)	2.2
09/18/13	WJB	No Charge: Travel from Sacandaga camp to Buffalo following site visit (Total travel time 4.4)	2.2
09/18/13	WJB	Alarm Traders: Review and approve payroll and e-mail B Shea re same	0.1
09/18/13	WJB	Telephone call from investor re explanation of Verifier sale	0.2
09/19/13	WJB	Sacandaga: Attend to issues concerning site visit and follow-up reports re Smith Trust	0.2
09/19/13	WJB	Telephone call from investor at Persante Sleep Care re status	0.2
09/19/13	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.3
09/19/13	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.2
09/19/13	WJB	Telephone call to B Windbiel, investor, re status	0.2
09/19/13	WJB	Follow-up telephone call from B Windbiel re answers to follow-up questions	0.1
09/19/13	WJB	Telephone call from M Check, investor, re Sacandaga camp decision	0.2

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09/25/13	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.2
09/25/13	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.3
09/25/13	WJB	Telephone call from S Cedar, investor, re status and information available on website	0.1
09/26/13	WJB	Benchmark: Review payroll and prepare e-mail Whitney Bank approving same	0.1
09/26/13	WJB	Telephone call from Orlando, FL investor re change of address request process	0.1
09/30/13	WJB	M&T: Review weekly balance report	0.1
10/01/13	WJB	Travel from Buffalo to Albany for Verifier hearing and Bankruptcy Court hearing and administrative matters (Total travel time 5.4)	2.7
10/01/13	WJB	No Charge: Travel from Buffalo to Albany for Verifier hearing and Bankruptcy Court hearing and administrative matters (Total travel time 5.4)	2.7
10/01/13	WJB	Alarm Traders: Review and approve payroll and forward to B Shea	0.1
10/02/13	WJB	Benchmark: Review sign and approve checks and forward to M Guidry	0.5
10/02/13	WJB	Alarm Traders: Review, sign and approve checks	0.2
10/02/13	WJB	Benchmark: Prepare email Whitney Bank authorizing ACH withdrawals and credit card credit posting	0.2
10/02/13	WJB	Travel from Albany to Buffalo following Verifier motion approval (Total travel time 4.8)	2.4
10/02/13	WJB	No Charge: Travel from Albany to Buffalo following Verifier motion approval (Total travel time 4.8)	2.4

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10/03/13	WJB	Review e-mail from B Shea on checks and prepare reply re same	0.1
10/03/13	WJB	Attend to administrative detail	0.2
10/03/13	WJB	Telephone call to E Hackett at KeyBank Treasury Management to discuss interest rates	0.1
10/03/13	WJB	Telephone call from E Hackett at KeyBank to discuss interest rates on accounts	0.2
10/07/13	WJB	Review Cruise Charter Venture HSBC bank statement and e-mail to B Shea for reconciliation and accounting	0.1
10/07/13	WJB	Review TAIN HSBC bank statement and e-mail to B Shea for reconciliation and accounting	0.1
10/09/13	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.2
10/14/13	WJB	Benchmark: Review payroll request and prepare e-mail Whitney Bank approving same	0.1
10/15/13	WJB	Alarm Traders: Review and approve payroll and forward to B Shea	0.1
10/17/13	WJB	Telephone call from K Maier re investor questions; Prepare e-mail B Shea re any basis for objection to claim	0.3
10/17/13	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.3
10/17/13	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.3
10/17/13	WJB	Telephone call from H McCafferty as investor re unscheduled claims and status of objections and need to follow up	0.3
10/21/13	WJB	Telephone call from S Brandon, investor, re Smith Trust motion to release monies for expenses	0.3



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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/21/13	WJB	Telephone call from South Carolina investor re questions re estate	0.2
10/22/13	WJB	Benchmark: Review e-mail from M Guidry re wire transfer request; Prepare e-mail Whitney Bank requesting wire transfer to M&T	0.1
10/23/13	WJB	Review email from B Shea re breakdown of brass chandelier, process for delivery to scrap dealer or melter and prepare reply re authorization to proceed	0.1
10/23/13	WJB	Review DMP report on replacing B Shea PC; Prepare e-mail authorizing shipment and billing for used replacement PC to B Shea	0.1
10/24/13	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.3
10/24/13	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.1
10/24/13	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.2
10/24/13	WJB	Review National Life Insurance payment request for insurance policy on the life of T McGinn and forward to B Shea for review and action	0.1
10/25/13	WJB	Telephone call from S Allegretta, investor, re status	0.1
10/25/13	WJB	Telephone call from J Timmons, investor, re assistance with Receiver's website, URL for same and discussion of SIPC events	0.2
10/29/13	WJB	Alarm Traders: Review and approve payroll and prepare e-mail B Shea re same	0.1
11/01/13	WJB	Alarm Traders: Review, sign and approve Alarm Traders checks and forward to B Shea	0.6

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11/01/13	WJB	Benchmark: Review, sign and approve Benchmark checks and forward to M Guidry	0.4
11/01/13	WJB	Telephone call from D Hargraves as McGinn Smith investor re status, distribution and status of claim	0.2
11/04/13	WJB	Benchmark: Prepare e-mail Whitney Bank approving ACH transfer	0.1
11/05/13	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry including e-mail to B Shea whether Quicken books update at Benchmark was necessary or appropriate	0.6
11/06/13	WJB	Telephone call from C McCarthy as former broker re distribution	0.2
11/06/13	WJB	Attend to A O'Shea inquiry based upon conversation with former broker, C McCarthy	0.1
11/11/13	WJB	Prepare reply to investor, M Anthony, on distributions	0.2
11/13/13	WJB	Benchmark: Review and approve payroll and prepare e-mail Whitney Bank re same	0.1
11/14/13	WJB	Alarm Traders: Review, sign and approve checks including e-mail to DMP on receipt of computer payment check and receipt for same	0.3
11/14/13	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry; Prepare e-mail B Shea re investigating certain charges	0.4
11/15/13	WJB	Prepare e-mail M&T Bank for copy of cleared check for financial record keeping	0.1
11/18/13	WJB	Prepare e-mail M&T requesting parking authority lost check and issuance of stopped payment	0.1
11/20/13	WJB	Telephone call from R Rogers re status of case and discussion of distribution and NFS	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/20/13	WJB	Telephone call from investor, Mrs. Nemeth, with questions and answers to same	0.2
11/21/13	WJB	Prepare wire transfer instructions to Whitney Bank	0.1
11/21/13	WJB	Travel from NYC office to Albany for Benchmark sale hearing and staff meetings (Total travel time 3.8)	1.9
11/21/13	WJB	No Charge: Travel from NYC office to Albany for Benchmark sale hearing and staff meetings (Total travel time 3.8)	1.9
11/22/13	WJB	Travel from 99 Pine Street to Buffalo following staff meetings and Benchmark sale hearing (Total travel time 4.6)	2.3
11/22/13	WJB	No Charge: Travel from 99 Pine Street to Buffalo following staff meetings and Benchmark sale hearing (Total travel time 4.6)	2.3
11/26/13	WJB	Review and approve payroll request and prepare e-mail Whitney Bank re same	0.1
11/26/13	WJB	Review 11/25 cash report	0.1
12/03/13	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.2
12/03/13	WJB	Benchmark: Review, sign and approve checks and forward to M Guidry	0.2
12/03/13	WJB	Benchmark: Review, sign and approve additional checks and forward to M Guidry	0.3
12/09/13	WJB	Prepare e-mail First Niagara Bank re requested funds transfer	0.2
12/09/13	WJB	E-mail J Smith at First Niagara Bank with wire transfer instructions	0.2
12/09/13	WJB	Scan copy of personal driver's license to First Niagara Bank to initiate wire transfer	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
12/09/13	WJB	Review wire transfer instructions received from J Smith at First Niagara Bank, sign and return same to arrange for wire transfer	0.2
12/09/13	WJB	Telephone call from W Springer, A Springer re EIN number for personal tax purposes of taking loss	0.2
12/16/13	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.2
12/18/13	WJB	Telephone call from A Barman re IRS delay on plan	0.2
12/26/13	WJB	Alarm Traders: Review and approve PTO request from B Shea and approve and sign checks and forward to B Shea	0.4
12/26/13	WJB	Alarm Traders: Review and approve payroll	0.1
12/27/13	WJB	Telephone call from H Gorino re tax write-off and status	0.1
12/30/13	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea; Endorse J Few check and deposit same; Prepare e-mail B Shea on white cottage utility charges based upon check payments since no electric is attached to property	0.3
01/06/14	WJB	Review two First Niagara Bank and one HSBC bank statements and forward to B Shea for reconciliation and posting	0.1
01/08/14	WJB	Review payroll and email B Shea re approval	0.1
01/09/14	WJB	Review Cruise Charter Ventures and TAIN HSBC statements and TAIN 1099 and forward to B Shea for recording and reconciliation	0.1
01/09/14	WJB	Arrangements and travel to Sacandaga Lake for Smith Trust site visit with locksmith and electrician on 1/10 (Total travel time 4.2 hours)	2.1
01/09/14	WJB	No Charge: Arrangements and travel to Sacandaga Lake for Smith Trust site visit with locksmith and electrician on 1/10 (Total travel time 4.2 hours)	2.1

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01/10/14	WJB	Complete travel to Smith Sacandaga property for site visit with locksmith and electrician (Total travel time 2.4 hours)	1.2
01/10/14	WJB	No Charge: Complete travel to Smith Sacandaga property for site visit with locksmith and electrician (Total travel time 2.4 hours)	1.2
01/10/14	WJB	Travel from Smith Sacandaga property to Buffalo (Total travel time 4.0)	2.0
01/10/14	WJB	No Charge: Travel from Smith Sacandaga property to Buffalo (Total travel time 4.0)	2.0
01/11/14	WJB	Review Kinderhook Bank Business Money Market Savings account statement and forward to B Shea for reconciliation	0.1
01/13/14	WJB	Review, sign and approve checks and forward to B Shea	0.2
01/15/14	WJB	Travel from Buffalo to Albany office for meetings with Aquatic Development and preparation for Sacandaga visit on 1/16 (Total travel time 4.4 hours)	2.2
01/15/14	WJB	No Charge: Travel from Buffalo to Albany office for meetings with Aquatic Development and preparation for Sacandaga visit on 1/16 (Total travel time 4.4 hours)	2.2
01/16/14	WJB	Travel from Smith Sacandaga camp to Buffalo following site visit (Total travel time 5.0 hours)	2.5
01/16/14	WJB	No Charge: Travel from Smith Sacandaga camp to Buffalo following site visit (Total travel time 5.0 hours)	2.5
01/17/14	WJB	Telephone call to J Delaney (investor) to describe tax issues and status re distributions in McGinn Smith estate	0.2
01/21/14	WJB	Alarm Traders: Review and approve payroll	0.1
01/23/14	WJB	Telephone call from R Chang to discuss IRS situation	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
01/24/14	WJB	Review National Life Insurance bill for T McGinn life insurance policy and forward to B Shea to confirm cash value will pay premium	0.1
01/27/14	WJB	Review, sign and approve various checks including to Mac Electric and prepare letter B Shea re terms of distribution of checks	0.2
01/27/14	WJB	Review FNB 1099's and forward to B Shea	0.1
01/30/14	WJB	Telephone call from T Ferraro (investor) re IRS issues and discussion on delay	0.2
02/03/14	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.2
02/03/14	WJB	Review letter from P Carroll (investor); Prepare reply letter and check claims schedule	0.2
02/03/14	WJB	Telephone call from S Cedar (investor) re tax and investor status	0.2
02/03/14	WJB	Telephone call from R Blank (investor) re web address and update	0.2
02/03/14	WJB	Telephone call from P Chapnick (investor) re status, Wm Lex as broker, use of funds for medical needs and overall status of case	0.3
02/04/14	WJB	Travel to NYC for testimony at SEC vs. broker trial (Total travel time 4.2 hours)	2.1
02/04/14	WJB	No Charge: Travel to NYC for testimony at SEC vs. broker trial (Total travel time 4.2 hours)	2.1
02/05/14	WJB	Alarm Traders: Review and approve payroll including telephone call to B Shea re rent and conditions at Clifton Park Storage	0.3
02/06/14	WJB	Review two First Niagara Bank statements and forward to B Shea for posting to company records	0.2

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02/10/14	WJB	Kinderhook Bank: Review and sign change of address and prepare letter to Kinderhook Bank re same	0.1
02/10/14	WJB	Alarm Traders: Review, sign and approve checks including storage invoice and paid time off response	0.2
02/14/14	WJB	Telephone call from R Goldin re status of claim, review file for his claim and discuss same	0.3
02/18/14	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea	0.2
02/20/14	WJB	Telephone call from J Spiro (investor) re status	0.1
02/21/14	WJB	Review notes concerning Wm Strawbridge communications following testimony in SEC broker trial	0.1
02/24/14	WJB	Travel from Buffalo to NYC office for rebuttal testimony at SEC broker trial (Total travel time 4.0 hours)	2.0
02/24/14	WJB	No Charge: Travel from Buffalo to NYC office for rebuttal testimony at SEC broker trial (Total travel time 4.0 hours)	2.0
02/24/14	WJB	Travel from NYC office to Buffalo following testimony at SEC broker trial (Total travel time 4.6 hours)	2.3
02/24/14	WJB	No Charge: Travel from NYC office to Buffalo following testimony at SEC broker trial (Total travel time 4.6 hours)	2.3
02/27/14	WJB	Review, sign and approve checks and forward to B Shea	0.2
02/28/14	WJB	Review and authorize payroll and forward to B Shea	0.1
03/04/14	WJB	Telephone call from R McFarlane as investor re status and update	0.1
03/04/14	WJB	Telephone call from P Pavlishin as investor to discuss update in light of fact that website not reviewed, discuss status, reasons for same and follow-up	0.2

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03/06/14	WJB	Attend to administrative detail relating to 3/3 broker trial testimony	0.1
03/10/14	WJB	Telephone call from Dr. H George re W Lex, SIPC and IRS	0.2
03/10/14	WJB	Telephone call to B Shea re transition to Catholic Charities, administrative and organizational task, open issues and next steps	0.2
03/10/14	WJB	Telephone call from K Trudeau re B Shea and questions re same	0.2
03/11/14	WJB	Telephone call to B Shea re transition of employment, timing and arrangements	0.1
03/12/14	WJB	Review February HSBC TAIN bank statement and Cruise Charter Ventures statement and forward both to B Shea along with First Niagara Bank Firstline and First Niagara Bank McGinn Smith & Co. statements	0.3
03/13/14	WJB	Review, sign and approve Alarm Traders checks and return to B Shea	0.1
03/18/14	WJB	Telephone call to E Laustrup re disputed claim, preliminary decision not to continue objection and prepare file notes re same	0.2
03/19/14	WJB	Telephone call from M Check as investor re update since not looking at website	0.1
03/21/14	WJB	Telephone call from L Borel re discussion of case, IRS and other issues and update investor	0.3
03/25/14	WJB	Review two e-mails from and to C Friedland re investor updates and answers to various questions	0.3
03/25/14	WJB	Travel from NYC office to Albany for administrative meetings at 99 Pine Street (Total travel time 4.4)	2.2



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 00017 W.J. Brown, as Receiver Function  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
03/25/14	WJB	No Charge: Travel from NYC office to Albany for administrative meetings at 99 Pine Street (Total travel time 4.4)	2.2
03/26/14	WJB	Review cash balance report	0.1
03/26/14	WJB	Travel from 99 Pine Street to Buffalo office following meeting on office closure arrangements with B Shea (Total travel time 4.6)	2.3
03/26/14	WJB	No Charge: Travel from 99 Pine Street to Buffalo office following meeting on office closure arrangements with B Shea (Total travel time 4.6)	2.3
03/27/14	WJB	Attend to administrative detail	0.1
03/28/14	WJB	Review e-mail from B Shea re disposition and movement of surplus paper and toner, retention of paper for future use	0.1
03/31/14	WJB	Analyze B Shea proposal concerning part-time compensation and telephone call to B Shea to discuss same in revised format	0.8
04/01/14	WJB	Review, sign and approve payroll	0.1
04/02/14	WJB	Telephone call from Deyanne Urbahn as McGinn Smith investor re Upstate and discussion of D Smith approach and discussion of treatment of investment	0.3
04/02/14	WJB	99 Pine Street: Telephone call to B Shea re factors on whether to move or return RICOH copier and scanner based upon cost, shipping and other factors	0.2
04/02/14	WJB	Telephone call to B Shea re discussion of part-time employment terms and job function	0.1
04/03/14	WJB	Review B Shea e-mail on RICOH copier and scanner and disposition of same	0.1
04/03/14	WJB	Respond to inquiry from B Shea on disposition of excess envelopes and use for plan purposes	0.1

33474 Brown, William J. as Receiver of McGinn,  
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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
04/03/14	WJB	Telephone call to B Shea re discussion of use of excess envelopes, use for plan and ability to place stickers on same, cost and realization	0.2
04/04/14	WJB	Telephone call to B Shea re update on logistics and issues relating to move from 99 Pine Street	0.1
04/04/14	WJB	Review, sign and forward to B Shea checks and address conversion	0.1
04/04/14	WJB	Prepare e-mail SEC on decision to close 99 Pine Street office and convert B Shea role to part-time role	0.2
04/07/14	WJB	Review Feldman plea article in SEC broker trial as reported in Times Union article	0.2
04/09/14	WJB	Review First Niagara Bank statement and forward to B Shea for reconciliation	0.1
04/18/14	WJB	Review B Shea e-mail on donation of nine computers, wiping clean and approval of same	0.2
04/18/14	WJB	Review and approve payroll request and e-mail B Shea re same	0.2
04/18/14	WJB	Review RICOH copier returned documents; E-mail re approval and preparation for shipment	0.2
04/21/14	WJB	Prepare e-mail M&T Bank for issuance of RICOH check for shipping charges; Prepare e-mail B Shea approving return of RICOH copier after reviewing whether any disks need to be wiped clean for confidentiality purposes	0.2
04/21/14	WJB	Review United States Postal Service confirmation of forwarding order to PL from 99 Pine Street; Tickle expiration; Letter Dreyer Firm re Same Day Surgery	0.3
04/23/14	WJB	Sandler & O'Neill: Telephone call from A Gruber re FIIN investment	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
04/24/14	WJB	Consider issues surrounding T McGinn National Insurance bill; Prepare e-mail B Shea re analysis of remaining cash balance vs cashing in policy given all circumstances	0.2
04/24/14	WJB	Review and approve final PTO form for B Shea, sign checks and return to B Shea	0.3
04/28/14	WJB	Telephone call from H Venezia re various investor questions and extended conversation re same	0.5
04/30/14	WJB	Review reduced payroll request given part-time employment by B Shea, reconcile same; Prepare e-mail B Shea with questions re amounts	0.3
04/30/14	WJB	Alarm Traders: Review bills and forward to B Shea for payment; Prepare letter re same	0.3
05/01/14	WJB	Telephone call from Bhandari Ramesh re origin of Coventry investment and IRS review of tax returns decision holding development of plan of distribution	0.2
05/01/14	WJB	Telephone call from B Shea re payroll calculations and T McGinn life insurance policy value	0.2
05/06/14	WJB	RICOH: Telephone R Shipping re pick-up of RICOH copier; E-mail B Shea re phone numbers and next steps to reschedule appointment pick-up	0.4
05/06/14	WJB	Review various bank account statements	0.1
05/06/14	WJB	Review M&T checking account statements and forward to B Shea for cross-check and posting	0.2
05/07/14	WJB	Prepare e-mail DMP re list of information to preserve using hard drives and steps to accomplish same	0.1
05/07/14	WJB	Telephone call from E Howe re SAI Trust 00 claim and follow-up from Friday call after examination of claims folder	0.2
05/08/14	WJB	Review and sign checks received from B Shea and return to B Shea for posting	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/09/14	WJB	Telephone call from E Howe re his paper claims, evaluation of same	0.1
05/12/14	WJB	Deal with pick-up of RICOH copier at 99 Pine Street and text B Shea re same following conversation with trucker for appointment for 5/13	0.2
05/12/14	WJB	Review RMR Wealth Management 4/2014 statement and forward to B Shea for reconciliation and discussion	0.2
05/12/14	WJB	Review First Niagara Bank April statements and send to B Shea for posting along with HSBC TAIN statement	0.1
05/12/14	WJB	Review Firstline statement and forward to B Shea for posting	0.1
05/12/14	WJB	Review multiple M&T Bank statements and send to B Shea for posting	0.1
05/13/14	WJB	Telephone call to B Shea to confirm removal of RICOH copier and forwarding of alseT file	0.2
05/15/14	WJB	Review Alarm Traders payroll; Prepare e-mail B Shea with approval subject to questions on PTO	0.2
05/22/14	WJB	Consider management of Receivership entities and establishing periodic face-to-face meetings with B Shea re same	0.1
05/30/14	WJB	Review, sign and approve Alarm Traders checks and forward to B Shea	0.3
06/03/14	WJB	Telephone call from B Shea re evaluation of status of T McGinn life insurance policy, life expectancy and value of policy, course of action	0.1
06/04/14	WJB	Alarm Traders: Review, sign and approve checks and forward to B Shea and review letter from Hartford Insurance re insurance policy and prepare question B Shea re coverage at his home office	0.4

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/05/14	WJB	Telephone call from N Hargrave re investor status and IRS	0.2
06/09/14	WJB	Review Smith Trust Kinderhook Bank Business Money Market Savings account statement and prepare e-mail B Shea, G Smith re same (.1); Review HSBC CCV and TAIN 5/14 statements and prepare two e-mails B Shea re same (.1); Review 99 Pine Street office and storage area rent bills and forward to B Shea with comments (.1); Review nine M&T Bank statements and forward to B Shea for review and posting (.1); Review First Niagara Bank Firstline Funding statement for 5/14 and forward to B Shea (.1); Review First Niagara Bank McGinn Smith statement and forward to B Shea for posting (.1)	0.6
06/16/14	WJB	Review payroll request, approve and perform calculations; Prepare e-mail B Shea re approval	0.3
06/17/14	WJB	Review e-mail inquiry from B Coffin (investor) re IRS status conference and likely post-status conference developments; Listen to voicemail re same	0.1
06/18/14	WJB	Review, sign and approve checks and forward to B Shea	0.1
06/20/14	WJB	Attend to administrative detail	0.2
06/20/14	WJB	Attend to administrative detail	0.3
06/23/14	WJB	Review and respond to B Shea e-mail on lease terms for 99 Pine Street, vacating 99 Pine Street office, handling of mail and potential Albany visit	0.2
06/23/14	WJB	Telephone call from C Farnsworth (investor) re status	0.2
06/27/14	WJB	Review payroll request and approve same; Email to B Shea re same	0.1
06/30/14	WJB	Review and sign checks from B Shea and forward same and check on status of various administrative matters	0.2

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CURRENT FEES

\$46,459.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Telephone (Long Distance Only) Telephone; 17725596958, 2 Mins. Ext: 7089	0.40
Telephone (Long Distance Only) Telephone; 17725596958, 2 Mins. Ext: 7089	0.40
Telephone (Long Distance Only) Telephone; 17727744471, 9 Mins. Ext: 7089	1.80
Telephone (Long Distance Only) Telephone; 17725596958, 5 Mins. Ext: 7089	1.00
Telephone (Long Distance Only) Telephone; 17725596958, 1 Mins. Ext: 7089	0.20
Telephone (Long Distance Only) Telephone; 17725596958, 13 Mins. Ext: 7089	2.60
Telephone (Long Distance Only) Telephone; 17725674394, 2 Mins. Ext: 7089	0.40
Travel Expense Brown, William J; WJB 07/17/13 Trip to Binghamton, NY for 107th associates and CMS meeting; 07/24/13	275.20
Travel Meals Brown, William J; WJB 07/17/13 Trip to Binghamton, NY for 107th associates and CMS meeting; 07/24/13	38.94
Travel Expense Brown, William J; WJB 08/07-08/08/13 Trip to Utica-Albany, NY for district court for two sentencing hearings then to Albany for D. Smith unempolymnt insurance appeal hearing and work at 99 Pine Street; 08/21/13	595.20
Travel Meals Brown, William J; WJB 08/07-08/08/13 Trip to Utica-Albany, NY for district court for two sentencing hearings then to Albany for D. Smith unempolymnt insurance appeal hearing and work at 99 Pine Street; 08/21/13	30.50
Travel Expense Brown, William J; WJB 08/21/13 Trip to Albany, NY to 99 Pine Street for D. Smith unemployment appeal hearing and meeting with B. Shea; 08/28/13	316.14

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Travel Meals Brown, William J; WJB 08/21/13 Trip to Albany, NY to 99 Pine Street for D. Smith unemployment appeal hearing and meeting with B. Shea; 08/28/13	24.24
Travel Expense Brown, William J; WJB 10/1-10/2/13 Travel to and from Albany, NY for Verified Motion, CMS negotiations and operational meeting	534.42
Travel Meals Brown, William J; WJB 10/1-10/2/13 Travel to and from Albany, NY for Verified Motion, CMS negotiations and operational meeting	25.75
Travel Expense Brown, William J; WJB 11/21-11/22/13 to Albany, NY for staff meetings and benchmark sale hearing	431.11
Travel Meals Brown, William J; WJB 11/21-11/22/13 to Albany, NY for staff meetings and benchmark sale hearing	24.88
Travel Expense Brown, William J; WJB 01/15-01/16/14 Trip to Albany, NY for Aquatic development meeting and Sacandaga site visit with locksmith and electrician; 01/28/14	583.76
Travel Meals Brown, William J; WJB 01/15-01/16/14 Trip to Albany, NY for Aquatic development meeting and Sacandaga site visit with locksmith and electrician; 01/28/14	51.21
Travel Expense Brown, William J; WJB 03/03-03/04/14 Trip to New York City for SAC Broker trial rebuttal testimony; 03/27/14	472.42
Travel Expense Brown, William J; WJB 03/25-03/26/14 Trip to Albany, NY for meetings at 99 Pine Street; 04/04/14	460.91
Travel Meals Brown, William J; WJB 03/25-03/26/14 Trip to Albany, NY for meetings at 99 Pine Street; 04/04/14	17.86

CURRENT EXPENSES

3,889.34

TOTAL AMOUNT OF THIS INVOICE

\$50,348.34

\*\*\*PAYMENT DUE UPON RECEIPT\*\*\*

# **CATEGORY S**

**SEC v. MCGINN SMITH & Co., INC., ET AL.**





## Phillips Lytle LLP

Attorneys at Law  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203-2887  
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 FED I.D. #16-0505790

William J. Brown, Esq.  
 Phillips Lytle LLP  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203

Invoice Number 885355  
 Invoice Date 10/14/16  
 Client Number 33474  
 Matter Number 00018  
 W J Brown

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

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2014:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/01/13	WJB	Review Smith motion for payment of taxes and prepare reply in draft form	0.6
07/01/13	WJB	Revise draft response to D Smith tax motion including follow-up with B Shea re claims data	0.4
07/01/13	WJB	Prepare further revisions to response to D Smith tax motion	0.3
07/01/13	WJB	Prepare further revisions to Receiver response re D Smith tax payment motion incorporating data re amount of investor claims	0.3
07/02/13	WJB	Review SEC draft Memorandum of Law and Opposition to use assets to pay D Smith taxes and revise Receiver opposition in connection with same and incorporate joinder	0.4
07/02/13	WJB	Revise Receiver reply to D Smith motion to pay taxes and forward draft to SEC, finalize and file same with court	0.7

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/02/13	WJB	Review SEC Memorandum of Law as revised concerning opposition to payment of taxes by D Smith	0.2
07/02/13	WJB	Telephone call from D Stoelting, K McGrath to discuss legal issues associated with D Smith motion to pay taxes	0.3
07/09/13	WJB	Review D Smith response to motion to pay taxes including investigation of law re Section 6323 of IRS Code and e-mail SEC re same	0.5
08/26/13	WJB	Prepare e-mail D Stoelting re his review of files returned from Dept of Justice; Prepare e-mail B Shea re arrangements for same	0.2
08/27/13	WJB	Telephone call from D Stoelting to discuss his review of records at 99 Pine Street returned by Dept of Justice, copying and segregation of files, maintenance of same, facts concerning Mr. Livingston	0.4
08/29/13	WJB	Telephone call to D Stoelting re W Dreyer, J Featherstonhaugh request for conference with Court and reasons for same respecting asset freeze involving L Smith, G Smith and L Smith, settlement efforts and report on same	0.3
08/29/13	WJB	Review e-mail from D Stoelting re court conference scheduling; Prepare e-mail J Featherstonhaugh, W Dreyer re availability	0.2
09/03/13	WJB	Review e-mail exchanges between SEC and J Featherstonhaugh and W Dreyer re settlement terms	0.1
09/03/13	WJB	Prepare for 2 p.m. status conference with Court including status of camp condition for discussion during conference	0.3
09/03/13	WJB	Participate in conference call with Court on status matters	0.4
09/04/13	WJB	Review tax entry and e-mail K McGrath re release of funds and review reply re Order and controls	0.1
09/16/13	WJB	Telephone call to B Shea re SEC data request for K Palen and compliance with request, form of data and scope of same	0.4

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/16/13	WJB	Review report from B Shea re questions raised by D Stoelting concerning affiliate interests	0.2
09/25/13	WJB	Prepare e-mail SEC requesting SEC perspective on whether \$600,000 reimbursement obligation is final order or likelihood of success on prevailing in connection with Smith Trust	0.2
09/26/13	WJB	Prepare for and participate in call with D Stoelting and K McGrath to discuss prior court decisions re Smith Trust and SEC perspective on same re scope of interest to be protected and likelihood of success by SEC for consideration by Receiver in connection with various matters including report to be filed with Court	0.9
10/04/13	WJB	Review NDNY stay in light of Government shutdown affecting U.S. Attorney and forward to SEC for information	0.1
10/04/13	WJB	Review various ECF notices and forward to staff for inclusion on Receiver website with explanations re same and preparation of descriptions	0.5
10/04/13	WJB	Prepare draft letter to Judge Hummel re sealing confidential information for Sacandaga report	0.2
10/04/13	WJB	Revise letter to Judge Hummel on sealing of confidential information including review of Rule 9018 re same	0.4
10/04/13	WJB	Forward sealing letter sent to Judge Hummel to parties in interest and to Courtroom deputy	0.2
10/11/13	WJB	Review Court entry re filing of sealed documents with Clerk's Office	0.1
10/18/13	WJB	Review Smith Trust motion for release of funds including for attorneys' fees	0.6
10/21/13	WJB	Prepare e-mail B Shea to confirm scope of pre-Receivership auditor's work and for which entities in consideration of potential claims	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/21/13	WJB	Review substitution notices for Smith Trust and children in litigation; Prepare e-mail J Featherstonhaugh re reasons for same and review response	0.2
10/22/13	WJB	Review Smith MOL, Motion and Affidavit to release funds	0.7
10/22/13	WJB	Prepare e-mail B Shea re identification of parties who receive Piaker & Lyons financial statements for reliance purposes	0.1
10/22/13	WJB	Telephone call from B Shea re identification of who received McGinn Smith financial statements prepared by Piaker & Lyons, reliance and standing	0.4
10/22/13	WJB	Telephone message from J Linnan re request for extension to respond to Receiver reports; Telephone call to J Linnan re same and refer him to Court since request not within Receiver's authority; Prepare e-mail SEC re report on request	0.4
10/25/13	WJB	Review W Dreyer letter at Docket No. 617 to Court re motion to pay transcript costs	0.1
10/25/13	WJB	Telephone call to B Shea re request for update on SEC disc copying project	0.1
10/29/13	WJB	Review Docket No. 552 and prepare reply to D Stoelting inquiry on whether stay has been lifted on Smith Saratoga residence	0.3
10/29/13	WJB	Review Smith motion to pay for criminal transcript costs	0.1
11/08/13	WJB	Review objection filed by Smith Trust to Receiver's Report re Sacandaga which included confidential value information; Prepare and revise letter to Court re prior sealing order and request that Smith Trust Objection be immediately sealed by Court; Telephone call to Chambers re same	1.2
11/08/13	WJB	Prepare two e-mails SEC to discuss Sacandaga Report and private unsolicited offer received for property	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/08/13	WJB	Prepare e-mail J Linnan in response to his voicemail on sealing Smith Trust objection to Receiver's Sacandaga Report	0.1
11/08/13	WJB	Review e-mail from Chambers to parties re reason why Smith Trust objection was sealed	0.1
11/08/13	WJB	Review re-filed Smith Trust objection to Receiver Report on Sacandaga; Prepare e-mail to parties and Judge's law clerk whether same has been redacted; Review e-mail from J Linnan re same	0.3
11/09/13	WJB	Check redacted form of Smith Trust objection to Sacandaga Report for accuracy of redacted information	0.3
11/09/13	WJB	Review redacted Smith Trust objection to Receiver Report re Sacandaga property as filed on November 8	0.4
11/13/13	WJB	Review local court rules for whether letter to Court re objection to Receiver's Sacandaga Report can be posted on Receiver website	0.2
11/16/13	WJB	Review D Stoelting letter to Court re adjournment of SEC response on transcript costs in light of pursuing other alternatives	0.1
11/19/13	WJB	Review Smith Trust motion re amendment to Trust Agreement, consider analysis of same, observe error to acknowledgment and forward email to SEC	0.4
11/19/13	WJB	Review recently filed pleadings	0.3
11/22/13	WJB	Review SEC Response re asset freeze and transcript costs received from K McGrath	0.2
12/13/13	WJB	Participate in telephonic conference with Court re letter request respecting motion from J Linnan re Smith Trust amendment	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
01/03/14	WJB	Review Smith Trust motion to amend Trust and renounce private annuity and L Smith affidavit filed in connection with same	0.6
01/06/14	WJB	Review G Smith Memorandum of Law filed on 1/3 re amendment to Smith Trust; Email SLW for advice re trust law and prepare list of reasons why relief sought by Trust should not be granted	0.4
01/08/14	WJB	Read decision issued by Court on release of monies to L Smith, transcript costs and related matters	0.4
01/16/14	WJB	Review K McGrath letter to Court re J Linnan memorandum differences and request for extension	0.1
01/17/14	WJB	Review K McGrath 1/16 letter to Court re differences in J Linnan revised Memorandum of Law and requested extension for filing by SEC	0.1
01/22/14	WJB	Participate in telephonic pre-trial conference for discovery deadlines and scheduling of trial with counsel	0.4
01/24/14	WJB	Review SEC brief as filed with Court opposing trust amendment motion	0.2
01/31/14	WJB	E-mail from A Rodin at U.S. Attorney's Office re restitution inquiry and prepare reply re tax division prohibiting same	0.2
02/13/14	WJB	Telephone call to K McGrath re discussion of Sacandaga sale process and obtain view point of SEC	0.3
02/22/14	WJB	Review decision on Smith Trust request to cancel annuity	0.3
04/23/14	WJB	Review SEC Order barring D Smith from engaging in brokerage business as settlement in broker matter	0.1
05/05/14	WJB	Review J D'Aleo expert report as filed on behalf of L Smith	0.1
05/19/14	WJB	Prepare notice of closing of sale of Sacandaga property for filing with Court	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/19/14	WJB	Revise and finalize Notice of Sale for filing with Court	0.1
05/21/14	WJB	Review status of SEC vs L Smith and Smith Trust and telephone call to K McGrath re status of SEC efforts, evidence, securities, records and discussion of Receiver records, prior evidence, likelihood of additional evidence and overall discussion of same for proof purposes	1.1
05/27/14	WJB	Review expert report filed on behalf of L Smith as to brokerage account	0.1
06/11/14	WJB	Review K McGrath e-mail on dispositive motion dates and prepare reply	0.1
06/17/14	WJB	Telephone call from D Stoelting at SEC with questions re facts and evidence for use in summary judgment motion, various McGinn Smith entities and other items and records and storage	0.7
06/20/14	WJB	Review e-mail from K McGrath re City Center and assemble information	0.2
06/27/14	WJB	Review proposed Declaration from SEC for summary judgment motion; Prepare revisions and forward to B Shea to confirm reconciliation of Receiver bank account numbers	0.4
06/30/14	WJB	Review draft Declaration for SEC summary judgment motion, verify facts and forward to SEC	0.6

CURRENT FEES

\$10,248.50

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FOR COSTS ADVANCED AND EXPENSES INCURRED:

Trial Transcripts PAYEE: Theresa J. Casal, RPR, CRR, CSR; REQUEST#: 586563; DATE: 10/7/2013. - Trial Transcripts	32.85
Travel Expense Brown, William J; WJB 02/04-02/07/14 Trip to New York City for Sec broker hearing testimony; 02/19/14	270.00
Travel Expense Brown, William J; WJB 02/04-02/07/14 Trip to New York City for Subway to SEC proceeding versus brokers at 26 Federal Plaza, NY; 02/19/14	5.00
Travel Expense Brown, William J; WJB 02/04-02/07/14 Trip to New York City for SEC proceeding versus brokers; 02/19/14	346.61
CURRENT EXPENSES	<hr/> 654.46
TOTAL AMOUNT OF THIS INVOICE	\$10,902.96

\*\*\*PAYMENT DUE UPON RECEIPT\*\*\*



# **CATEGORY T**

**W.J. BROWN, AS RECEIVER V. THOMAS E. LIVINGSTON**



## Phillips Lytle LLP

Attorneys at Law  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203-2887  
 Telecopier # (716) 852-6100  
 (716) 847-8400  
 FED I.D. #16-0505790

William J. Brown, Esq.  
 Phillips Lytle LLP  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203

Invoice Number 885356  
 Invoice Date 10/14/16  
 Client Number 33474  
 Matter Number 00019  
 W J Brown

---

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

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2014:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/01/13	WJB	Review Livingston check and attend to deposit of same	0.1
12/09/13	WJB	Review Livingston check, endorse and deposit same	0.1
01/09/14	WJB	Review Livingston check and deposit same	0.1
01/21/14	WJB	Livingston: Review written information list for accountant received from B Shea and prepare reply re disclaimer to include in disclosure letter	0.2
01/28/14	TAR	Prepared renewed confession of judgment pursuant to settlement agreement with T Livingston	0.4
01/28/14	TAR	Prepared correspondence to T Livingston advising of confession of judgment procedure	0.6

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
01/30/14	WJB	Review B Shea proposed letter to Mr. Livingston accountant re tax information request; Prepare reply with disclaimers and confidential nature of information and forward to B Shea for finalization	0.3
02/04/14	WJB	Retrieve copy of settlement agreement and review for Confession of Judgment requirements and updating	0.2
02/21/14	WJB	Telephone call from B Shea re request for approval of copy of M&T check re T Livingston at request of SEC and prepare e-mail M&T re same	0.1
03/05/14	WJB	Livingston: Review check and endorse and deposit same	0.1
03/28/14	TAR	Telephone call with R Ganz regarding T Livingston confession of judgment	0.2
03/28/14	TAR	Finalized correspondence to T Livingston regarding renewed confession of judgment	0.4
04/02/14	TAR	Correspondence with Receiver regarding renewed Livingston confession of judgment	0.2

CURRENT FEES \$1,022.00

TOTAL AMOUNT OF THIS INVOICE \$1,022.00

\*\*\*PAYMENT DUE UPON RECEIPT\*\*\*

# **CATEGORY W**

**DAVID L. & LYNN A. SMITH IRREVOCABLE TRUST**



## Phillips Lytle LLP

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 125 Main Street  
 Buffalo, NY 14203-2887  
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 FED I.D. #16-0505790

William J. Brown, Esq.  
 Phillips Lytle LLP  
 One Canalside  
 125 Main Street  
 Buffalo, NY 14203

Invoice Number 885357  
 Invoice Date 10/14/16  
 Client Number 33474  
 Matter Number 00022  
 W J Brown

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

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2014:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/03/13	WJB	Review G Smith e-mail with issues concerning camp, Niagara Mohawk bills and forward to B Shea for payment	0.2
07/08/13	WJB	Review business money market account statement from Kinderhook Bank and forward to B Shea for reconciliation	0.1
07/15/13	WJB	Review Kinderhook basic business checking account statement and forward to B Shea for review and reconciliation	0.1
07/16/13	WJB	Review two insurance policy renewals for Sacandaga camp and e-mail G Smith re question on whether third insurance policy renewal is in place based upon information received to date	0.3
07/23/13	WJB	Review G Smith request for approval on camp repairs and expenditures; Prepare reply re need for inspection of proposed work and conditions and suggested meeting dates	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/23/13	WJB	Review e-mail from G Smith for meeting arrangements to review camp and conditions requiring drainage repairs; Prepare reply re meeting to review repairs and necessary agenda items	0.3
07/23/13	WJB	Review Sacandaga repair contracts as proposed and consider cost and detail	0.1
07/25/13	WJB	No Charge: Travel from Buffalo to Sacandaga camp to meet D Smith to review drainage conditions and other site conditions requiring repair to assess same for potential approval (Total travel time 3.6)	1.8
07/25/13	WJB	Review drainage condition construction proposals and evaluate same prior to meeting with D Smith	0.2
07/25/13	WJB	Meeting with D Smith at Sacandaga camp to review and go over explanation of drainage situation, examine property re same, inspect drainage issues and runoff of mater, confer re potential solutions and likely cost, review potential roof problem in small white cottage and evaluate exterior condition of buildings on premises	1.3
07/25/13	WJB	Prepare draft memo summarizing visit to review drainage issues with D Smith and condition of property	0.3
07/26/13	WJB	Attend to administrative detail following visit to Sacandaga camp	0.2
07/26/13	WJB	Telephone call from D Stoelting at SEC re visit to Smith camp and related matters	0.3
07/26/13	WJB	Revise draft memo concerning visit to Sacandaga camp and construction issues	0.2
07/26/13	WJB	Prepare final revisions to memo on Sacandaga camp visit on 7/25 and forward to SEC	0.6
08/05/13	WJB	Prepare e-mail G Smith for update on National Grid bills at camp and status of camp repairs	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/09/13	WJB	Review Kinderhook business money market account and forward to B Shea, G Smith	0.1
08/12/13	WJB	Review G Smith 8/9 e-mail with National Grid bills and roof bids for white house; Forward National Grid bills to B Shea for payment and review two roof proposals on white house and detail	0.3
08/12/13	WJB	Prepare e-mail SEC re analysis on what can be done re Sacandaga property re roof and absence from area for maintenance of property	0.2
08/12/13	WJB	Send Correll bid with explanation to SEC and B Shea re bid for repair	0.1
08/13/13	WJB	Review, sign and mail Sacandaga National Grid checks	0.1
08/13/13	WJB	Review e-mail from G Smith with 2012 IRS and NYS tax returns for trust and review same; Prepare e-mail B Shea with instructions to review same and forward checks for signing for payment of taxes	0.4
08/16/13	WJB	Attend to payment of NYS and IRS taxes as requested by G Smith, sign checks and forward same	0.2
08/19/13	WJB	Review Kinderhook Bank business checking account statement and forward to B Shea for recording and reconciliation and to G Smith for information	0.1
08/27/13	WJB	Review e-mail from G Smith re drainage work approval and payment; Prepare e-mail with questions re same to G Smith; Prepare e-mail B Shea re obtaining official M&T Bank check for drainage payment; Prepare M&T Bank authorizing official check	0.6
08/27/13	WJB	Prepare letter to B Moore with drainage payment check and conditions for release of same for Smith camp repairs	0.2
08/27/13	WJB	Review G Smith e-mail on reasons for selecting different draining contractor and need for drainage repairs at Sacandaga camp, compare contracts	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/03/13	WJB	Sacandaga Lake: Review B Shea e-mail on roofer having cashed check; E-mail G Smith re same and request for update on construction	0.1
09/03/13	WJB	Sacandaga Lake: Prepare e-mail G Smith for three National Grid bills for camp in order for payment to be made	0.1
09/03/13	WJB	Sacandaga Lake: Review Niagara Mohawk bills received from G Smith and forward to B Shea for review and payment	0.1
09/03/13	WJB	Sacandaga Lake: Prepare follow-up email B Shea re National Grid bills analysis and payment for camp	0.1
09/12/13	WJB	Review Judge Hummel decision re Sacandaga property and IRS liability including direction to Receiver to assess Sacandaga property and file report	0.4
09/12/13	WJB	Sacandaga: Work on outline of process to prepare report and assemble data as required by court's 9/12 decision	0.4
09/12/13	WJB	Sacandaga: Telephone call to J Conti of Conti Appraisal re parties who could act as real estate brokers and parties who could complete appraisal re Smith Trust Sacandaga property, discussion of property and legal and factual situation, potential arrangements for engagement as appraiser and recommendations of other parties	0.6
09/12/13	WJB	Sacandaga: Conference D Stoelting, K McGrath re interpretation of Court's 9/11 decision re Sacandaga property, initial plan of Receiver for preparation of report as requested by Court and forward certain investor numbers to SEC	0.5
09/12/13	WJB	Sacandaga: Telephone call to C Kleug re real estate sales information and potential broker interest in reviewing Sacandaga property	0.2
09/12/13	WJB	Sacandaga: Telephone call to C Kleug re information concerning Smith Trust property and confirmation of willingness to provide broker opinion of value and broker viewpoints re possible listing or rental of property	0.2



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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/12/13	WJB	Sacandaga: Review Second Circuit decision re sale of Vero Beach property and application of standards to Sacandaga situation	0.2
09/12/13	K-K	Docket last day to file Receiver's Report re Sacandaga Lake	0.2
09/13/13	WJB	Sacandaga: Telephone call to J Conti re arrangements for meeting at property and available times to do same for appraisal visit	0.1
09/13/13	WJB	Sacandaga: Prepare e-mails G Smith re arranging visit by appraiser and broker and Receiver for Sacandaga property to comply with terms of 9/11 Order	0.2
09/13/13	WJB	Sacandaga: Telephone call to J Conti re discussion of site visit, necessary information, description of assignment	0.3
09/13/13	WJB	Sacandaga: Telephone call to C Kleug re available dates for meeting at Sacandaga property for inspection, details re property, tax bills and exchange various e-mails with information concerning timing and arrangements for visit	0.6
09/13/13	WJB	Sacandaga: Multiple e-mails and telephone calls with J Conti, C Kleug and G Smith to arrange and confirm Wednesday noon inspection of camp with broker appraiser and Receiver to be met by L Smith to provide access to property and coordination re same	0.6
09/13/13	WJB	Sacandaga: Prepare e-mail SEC advising of visit to Sacandaga camp for inspection by broker and appraiser with Receiver	0.1
09/16/13	WJB	Sacandaga: Review asset list from prior disclosure by G Smith and locate lake permit in preparation for call with G Smith re Trust	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/16/13	WJB	Continue preparation for call with G Smith re Smith Trust assets and participate in conference with G Smith re Trust assets including camp and request for him to advise of any disposition or alteration of Trust assets as requested by Trust and discussion of rental of camp versus sale	0.6
09/16/13	WJB	Sacandaga: Telephone message J Conti confirming arrangements for Wednesday site visit at Smith Sacandaga camp	0.1
09/17/13	WJB	Sacandaga: Prepare items and questions list in anticipation of Wednesday site visit with broker and appraiser	0.4
09/17/13	WJB	Sacandaga: Work on outline of report to be filed with Court as a result of site inspection research and consideration of approach on how to deal with Sacandaga camp	0.2
09/17/13	WJB	Sacandaga: Prepare e-mail J Conti, C Kleug re site visit, scope and purpose in connection with court report to be filed, review court decision re scope of report and finalize e-mail	0.5
09/17/13	WJB	Sacandaga: Review notes on prior visit to camp, condition, ownership and limitations on site in preparation for 9/18 site visit with broker and appraiser	0.4
09/17/13	WJB	Sacandaga: Consider budget issues relating to leasing and maintenance of camp and extended telephone conference with B Shea re development of budget for Sacandaga camp whether leased or not leased; Discussion of various items and course of action	0.3
09/17/13	WJB	Sacandaga: Review checklist for items to cover while on site visit at Smith camp, review valuation data	0.4
09/18/13	WJB	Sacandaga: Attend site visit at camp with broker, appraiser and L Smith	3.5
09/18/13	WJB	Sacandaga: Compile notes following site visit to camp and consider next steps in light of information obtained as to beachfront, beach access, property lines and other considerations	0.0

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/19/13	WJB	Sacandaga: Review e-mail from real estate broker based upon 9/18 site visit and preliminary thoughts	0.2
09/19/13	WJB	Sacandaga: Review appraiser e-mail with preliminary thoughts and next steps following Sacandaga site visit	0.2
09/19/13	WJB	Sacandaga: Review proposal e-mail from appraiser re evaluation and appraisal of camp including timeline, consider same and prepare reply e-mail re same	0.4
09/20/13	WJB	Sacandaga: Prepare e-mail J Conti as appraiser re engagement terms	0.1
09/20/13	WJB	Sacandaga: Follow-up with B Shea on budget preparation, items and discussion of development of budget and considerations re same	0.4
09/23/13	WJB	Sacandaga: Review Conti appraisal retainer letter and terms and conditions; Revise same; Prepare email J Conti with executed version	0.4
09/23/13	WJB	Sacandaga: Review draft budget, prepare questions and comments for B Shea	0.4
09/23/13	WJB	Sacandaga: Telephone call to B Shea re questions and issues with draft budget, insurance coverage and details, expenses and timeline for report	0.4
09/23/13	WJB	Sacandaga: Prepare e-mail real estate broker and B Shea re comparable sales and information re adjoining property purportedly used by Smiths for 2010 conveyance	0.3
09/23/13	WJB	Sacandaga: Review e-mail from C Kleug re 109 Woodside Avenue comparison and review MLS listing	0.1
09/23/13	WJB	Sacandaga: Prepare additional notes on 9/18 site visit and necessary follow-up	0.1
09/23/13	WJB	Sacandaga: Prepare e-mail G Smith requesting data and information on Smith camp	0.4

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/23/13	WJB	Sacandaga: Revise and finalize e-mail to G Smith with information and data request for Smith camp in preparation of court report	0.6
09/23/13	WJB	Sacandaga: Telephone call to B Shea to discuss facts concerning property, potential rental and other issues	0.1
09/23/13	WJB	Sacandaga: Prepare status e-mail and proposed process description to SEC for their information re court report	0.2
09/23/13	WJB	Sacandaga: Telephone call to B Shea re information for real estate broker re potential rental of property and compare comparable rental properties	0.3
09/24/13	WJB	Sacandaga: Telephone call to B Shea re prior real estate assessments and obtaining further information from Town of Broadalbin	0.1
09/24/13	WJB	Sacandaga: Prepare list of questions for real estate broker for inclusion to answers in court filed report	0.5
09/24/13	WJB	Sacandaga: Prepare initial draft outline of report for filing with Court	0.3
09/25/13	WJB	Sacandaga: Review C Klueg responses to questions concerning Sacandaga property in preparation for report to be filed with Court including preparation of e-mail with time for follow-up call and questions including consideration paid for 2010 conveyance	0.6
09/25/13	WJB	Sacandaga: Review G Smith two e-mails with responses to questions including re Hudson River permit and subsequent e-mail re same; Prepare e-mail G Smith for specifics on painting and staining	0.5
09/25/13	WJB	Sacandaga: Review G Smith rental property comparisons as contained in his e-mail responses	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/25/13	WJB	Sacandaga: Prepare e-mail G Smith checking on Hudson River permit for lakefront and what valuation evidence used for 2010 transfer by L Smith and Trust	0.1
09/25/13	WJB	Sacandaga: Prepare for and participate in telephone call with real estate broker concerning answers to questions re property and evaluation of property including beachfront, condition of property, rental possibilities, process to rent, lake characteristics and related matters	0.9
09/25/13	WJB	Sacandaga: Telephone call to B Shea re questions and follow-up on rental issues re Smith property	0.4
09/26/13	WJB	Sacandaga: Prepare e-mail broker requesting tax maps; Review e-mail from broker re tax maps with appraiser; Prepare e-mail appraiser re tax maps	0.2
09/26/13	WJB	Sacandaga: Prepare reply e-mail to B Shea on driveway re snow plow estimates	0.1
09/26/13	WJB	Sacandaga: Telephone call to B Shea to discuss camp rental income projections, real property taxes, consumable amounts and items if camp is rented, discussion of potential rental process, risks associated with rental and evaluation of same	0.5
09/26/13	WJB	Sacandaga: Prepare e-mail G Smith re whether cable, Internet and trash service is provided at camp and cost of same	0.1
09/26/13	WJB	Sacandaga: Review e-mail from G Smith on Internet, trash service and who owns personal property and forward to B Shea for inclusion in budget calculations	0.2
09/26/13	WJB	Sacandaga: Revise draft letter to insurance agency re naming of Receiver as additional insured on Smith Trust camp and forward to B Shea	0.2
09/26/13	WJB	Sacandaga: Review e-mail from appraiser re engagement letter and prepare second e-mail with engagement letter and request for tax map, review tax map of three properties, evaluate same and forward to B Shea for review	0.5

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/26/13	WJB	Sacandaga: Review roof repair bill; E-mail G Smith re who has inspected roof and authorize payment; Prepare e-mail B Shea re preparation of final payment for roof repair	0.2
09/26/13	WJB	Sacandaga: Review updated Smith camp budget actual and projection and prepare notes re same for preparation of report	0.4
09/26/13	WJB	Sacandaga: Compile list of updated issues based upon information received to date re budget, repairs, rental possibilities and other information	0.2
09/27/13	WJB	Sacandaga: Prepare and revise e-mail to SEC, G Smith and J Featherstonhaugh re request for agreement to file confidential economic information including appraisal under seal when report is filed with Court	0.4
09/27/13	WJB	Sacandaga: Review SEC consent to partial sealing of economic information in court report and outline draft court order re same	0.3
09/27/13	WJB	Sacandaga: Prepare e-mail B Shea re comments to financial statement budget for Sacandaga camp under actual and hypothetical circumstances	0.3
09/27/13	WJB	Sacandaga: Review J Featherstonhaugh consent to partial filing under seal and forward to SEC since they were not copied on J Featherstonhaugh e-mail	0.1
09/27/13	WJB	Sacandaga: Review B Shea comments to budget comments	0.2
09/27/13	WJB	Sacandaga: Work on revised budget, consider various numbers based upon information received and good faith efforts re same; Prepare email B Shea requesting further revisions	0.6
09/27/13	WJB	Sacandaga: Review revised budget and incorporate number for proposed rental agent and consider other numbers	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/28/13	WJB	Sacandaga: Prepare initial sections of report to be filed with Court concerning Sacandaga property including review of information received to date as factors in developing answers to Court's five questions	1.8
09/30/13	WJB	Sacandaga: Prepare e-mail G Smith re payment of roof repair bill on Wednesday; Email G Smith requesting National Grid bills and request to have address changed on bills to Receiver's office	0.1
09/30/13	WJB	Sacandaga: Review G Smith e-mail with one National Grid bill; Prepare reply requesting additional bills showing credit balances; Review one additional bill received from G Smith and forward to B Shea for analysis and reconciliation	0.2
10/01/13	WJB	Conference with B Shea re discussion of insurance and rental rates, market for rentals, probable discounts and vacancies	0.4
10/01/13	WJB	Review e-mail from JJC re Smith conveyance deed and prepare reply re insider transaction; Review real property description and prepare reply re lack of survey	0.2
10/02/13	WJB	Prepare email G Smith with chart reconciling insurance, addresses and amounts to confirm adequate insurance on property and accuracy of information	0.3
10/02/13	WJB	Review information on Sacandaga Lake and timing of vacation periods including black fly article limiting season to 10-week season to rent	0.2
10/02/13	WJB	Consider rental price for camp based upon information received in preparation of report and discuss with B Shea based upon due diligence	0.4
10/02/13	WJB	Review G Smith e-mail with three Deeds and forward to appraiser for evaluation	0.1
10/03/13	WJB	Prepare e-mail G Smith re insurance including notification of agency to communicate with Receiver's representative	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/03/13	WJB	Review e-mail from G Smith re bad idea to cancel insurance policy and prepare reply re no sense in having two agencies and intent to reduce to one agency at appropriate time	0.2
10/03/13	WJB	Review G Smith answers to five questions on camp insurance, deeds, tax id nos. and insurance coverage	0.2
10/03/13	WJB	Review B Shea e-mail on G Smith valuation of securities	0.1
10/03/13	WJB	Review draft budget for Smith camp; Prepare e-mail B Shea re preparation of alternative budget showing no leasing	0.2
10/04/13	WJB	Telephone call from B Shea re additional budget showing non-rental situation and discussion of perimeters	0.2
10/04/13	WJB	Review new non-rental budget; Prepare e-mail B Shea re necessary revisions	0.3
10/04/13	WJB	Telephone call to B Shea re budget revisions	0.2
10/04/13	WJB	Telephone call to real estate broker assistant re discussion of Sacandaga market and historical trends	0.3
10/04/13	WJB	Telephone call to J Conti re appraisal considerations and next steps, preliminary conclusions	0.3
10/04/13	WJB	Work on preparation of Sacandaga report	0.5
10/04/13	WJB	Review e-mail from G Smith on insurance and prepare reply re B Shea authorized to discuss same with agents	0.1
10/04/13	WJB	Review draft appraisal received from appraiser	0.4
10/07/13	WJB	Continue preparation of Sacandaga report for Court	1.3
10/07/13	WJB	Review appraisal report received from appraiser and incorporate relevant provisions into report for Court and consider recommendations and conclusions based upon same	1.8



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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/07/13	WJB	Review final version of appraisal received from appraiser and prepare e-mail re billing statement	0.2
10/08/13	WJB	Continue to finalize draft of Sacandaga report for Court prior to distribution to interested parties in draft form, incorporating information from appraisal and real estate broker	4.8
10/08/13	WJB	Continue work on finalizing Sacandaga report for Court including multiple telephone calls to B Shea re budget and confirmation of costs and expenses and proposed income, review and incorporate broker opinion of value purportedly used by Smith's in 2010 conveyance; Finalize report and distribute with cover e-mail to SEC, J Featherstonhaugh and G Smith with exhibits on confidential basis	4.1
10/09/13	WJB	Sacandaga: Prepare e-mail G Smith responding to inquiry whether he received draft report and make minor corrections including same from B Shea	0.4
10/09/13	WJB	Sacandaga: Prepare e-mail District Court Chambers re sealing order for Sacandaga report exhibits	0.1
10/09/13	WJB	Sacandaga: Attend to process for filing sealed portions of exhibits with Court marking exhibits as such and preparing for delivery to Court in various appropriately marked envelopes including preparation of cover letter re same	0.4
10/09/13	WJB	Sacandaga: Review invoice for preparation of appraisal of Smith Sacandaga camp, review prior engagement letter for compliance and forward same to controller; Prepare cover letter delivering check for payment of services	0.3
10/09/13	WJB	Sacandaga: Prepare for and participate in conference call with D Stoelting, K McGrath re questions and comments re Sacandaga draft report, discussion of issues and preparation of lists of questions	0.8
10/09/13	WJB	Sacandaga: Prepare cover sheet and labels for Smith Trust Sacandaga camp report for delivery to Chambers for sealing process in filing with Clerk of Court	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
10/09/13	WJB	Sacandaga: Work on final version of Sacandaga report to make minor revisions and corrections to draft report distributed to parties in anticipation of filing with Court by deadline	1.2
10/10/13	WJB	Sacandaga: Review J Featherstonhaugh to draft Smith Trust Sacandaga report and consider incorporating certain changes and responding to certain observations	1.2
10/10/13	WJB	Sacandaga: Telephone call to J Featherstonhaugh re discussion of comments to draft Smith Trust Sacandaga report including basis for certain assertions and discussion of facts	0.5
10/10/13	WJB	Sacandaga: Telephone call to real estate broker to confirm certain conclusions re broker opinion of value and local real estate market following receipt of comments from SEC and J Featherstonhaugh	0.5
10/10/13	WJB	Sacandaga: Work on incorporating J Featherstonhaugh and real estate broker comments into report; Spend extensive time re-checking facts and appraisal; Revise and finalize report; Attend to filing report including filing of sealed exhibits with Court in proper form to maintain confidential nature of same	3.8
10/11/13	WJB	Sacandaga: Attend to final details following filing of Smith Trust Sacandaga camp report with Court and sealed documents	0.4
10/11/13	WJB	Review 9/30 bank account statement from Kinderhook Bank and forward to B Shea for reconciliation and to G Smith for his information	0.1
10/17/13	WJB	Telephone call from K McGrath re Sacandaga camp question	0.1
10/23/13	WJB	Prepare reply e-mail to B Shea re proposals for snowplowing and transfer of broker of record for insurance on Sacandaga camp	0.1
10/23/13	WJB	Sacandaga: Prepare e-mail B Shea re snow plow services for Smith camp and investigation of same	0.1

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10/25/13	WJB	Prepare reply e-mail to B Shea on snow removal contractor conditions and suggestions	0.2
10/25/13	WJB	Telephone call from R Lamanna re inquiry on whether offer can be made on Sacandaga Lake camp having stayed there this summer, background and discussion of current status of Court proceedings re ability of Receiver to receive offers but not sell	0.3
10/25/13	WJB	Telephone call to B Shea inquiring as to any data on R Lamanna inquiry	0.1
10/29/13	WJB	E-mail from C Klueg re camp status and prepare reply re postponement of filing of replies to Receiver report	0.1
11/04/13	WJB	Telephone call from R Lamanna re Sacandaga real property offer and prepare notes re same	0.3
11/06/13	WJB	Sacandaga: Telephone call from B Shea re questions in advance of site visit to meet snowplow company and insurance agent	0.1
11/06/13	WJB	Sacandaga: Telephone call from B Shea re report on Smith camp visit to make arrangements with snowplow company and insurance broker, report on same and next steps	0.3
11/06/13	WJB	Review snowplowing bid from B Shea and insurance status re two brokers; Prepare reply to B Shea to obtain broker's advice re insurance coverage for snowplowing	0.3
11/11/13	WJB	Review R Lamanna offer and participate in conference call with D Stoelting re discussion of Smith Trust objection to Receiver Report, purchase offer, fair value of property and course of action re report to Court re offer	0.9
11/12/13	WJB	Prepare letter to Judge Hummel re comments to Smith Trust objection to Receiver Report re Sacandaga property; Revise same and forward to Court	1.2
11/13/13	WJB	Review final form of letter to Judge Hummel re Sacandaga reports and file on ECF	0.1

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11/13/13	WJB	Review e-mail from appraiser re objection to Receiver Report and valuations; Forward same to appraiser	0.2
11/13/13	WJB	Prepare reply to G Smith with Kinderhook, Pine Street and expense information for taxes as he requested	0.2
11/14/13	WJB	Review two Kinderhook Bank statements and forward to B Shea for reconciliation and to G Smith for information	0.2
11/14/13	WJB	Telephone call from R Lamanna re follow-up inquiry re offer to purchase Sacandaga property and discussion of inability of Receiver to accept offers at this time	0.2
11/15/13	WJB	Prepare letter to J Linnan, G Smith and SEC with redacted form of unsolicited real estate offer for Sacandaga property	0.3
11/20/13	WJB	Review situation with white camp electrical service and report on electrical equipment having been removed from outside of house during roof repair; Prepare e-mail G Smith with request to correct same	0.3
11/20/13	WJB	Review G Smith reply re electrical situation of white camp and agreement to undertake to repair same	0.1
11/22/13	WJB	Telephone conference with D Stoelting re Sacandaga decision and read same, consider next steps in light of Court Order approving sale of property by Receiver	0.5
11/22/13	WJB	Telephone call to B Shea re beginning arrangements for next step in sale of Sacandaga property	0.2
11/25/13	WJB	Telephone call from C Kleug re marketing of Sacandaga house and request for broker to be present if Kleug's firm is retained for sale	0.2
11/25/13	WJB	Prepare e-mail G Smith, J Linnan requesting copy of keys for Sacandaga property and attempt to market property based upon Court decision	0.3

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11/25/13	WJB	Prepare e-mail G Smith re follow-up on whether he will attend to repair of electrical lines to white cottage removed during roof repair	0.1
11/25/13	WJB	Consider issues on how to market and access Sacandaga property in light of personal property claim of L Smith and precautions re same	0.1
11/25/13	WJB	Review G Smith reply re key request and reporting on his mother being in Colorado until January; Prepare reply re possible keys at neighbors	0.2
11/26/13	WJB	Review Certificate of Insurance for snowplow contract and forward to B Shea with follow-up question	0.1
12/02/13	WJB	Sacandaga: E-mail G Smith re status of electrical service to white cottage following roof installation, location of local keys to gain access to property, National Grid bills and requesting copies of same; Prepare e-mail B Shea with instructions re various related matters	0.4
12/02/13	WJB	Sacandaga: Review e-mail from G Smith with Sacandaga National Grid bills; Review same and forward to B Shea for payment	0.2
12/02/13	WJB	Sacandaga: Review e-mail from G Smith reporting on no local keys available to access property since L Smith in Colorado until 1/8 and declining to accept responsibility for re-installation of electric service on white cottage; Forward to B Shea with instructions on locating electrician and determining process to re-establish electric service on white cottage	0.3
12/02/13	WJB	Sacandaga: Telephone call from R Lamanna re his offer to purchase property, purchase price not acceptable and currently without authority to sell property pending further Court orders	0.2
12/03/13	WJB	Sacandaga: Consider how to proceed with access to lake property in light of no access to keys; Prepare e-mail B Shea requesting identification of locksmith	0.1

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12/05/13	WJB	Sacandaga: Review J Linnan 11/25 letter re Sacandaga property and prepare reply including research on William J. Kole brokerage and D Oare as recommended by J Linnan for listing for sale of property	0.5
12/05/13	WJB	Sacandaga: Revise e-mail to J Linnan in response to 11/25 letter	0.2
12/06/13	WJB	Sacandaga: Telephone call from D Oare re potential listing of Sacandaga Lake property	0.3
12/09/13	WJB	Sacandaga: Consider alternatives and need for order in aid of administration in light of positions taken by G Smith and counsel	0.2
12/09/13	WJB	Sacandaga: Telephone call to D Oare at William Cole Real Estate based upon J Linnan recommendation, discussion of prior experience with property and evaluation of her views of listing process and agreement to follow-up in subsequent discussion after she reviews her notes	0.3
12/12/13	WJB	Sacandaga: Review J Linnan 12/11 letter	0.1
12/12/13	WJB	Sacandaga: Prepare reply letter to J Linnan re handling of Sacandaga situation	0.4
12/12/13	WJB	Sacandaga: Prepare and revise e-mail to J Linnan in response to 12/11 letter	0.3
12/13/13	WJB	Sacandaga: Review prior Vero Beach and Niskayuna sale orders for outline of preparation of Order in Aid of Administration with respect to Sacandaga property	0.2
12/13/13	WJB	Sacandaga: Prepare initial draft of Order in Aid of Administration	0.6
12/16/13	WJB	Sacandaga: Continue preparation of proposed Motion and Order in Aid of Administration re sale of Sacandaga property	0.7

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12/16/13	WJB	Sacandaga: Prepare draft letter to Judge Hummel re purpose and reasons for proposed Order in Aid of Administration	0.4
12/17/13	WJB	Sacandaga: Revise draft letter to Judge Hummel re Motion and Order in Aid o Administration re Sacandaga property	0.4
12/18/13	WJB	Sacandaga: Work on letter motion to Court re Order in Aid of Administration and make parallel changes to proposed Order in Aid of Administration	0.7
12/18/13	WJB	Review Sacandaga decision for terms of sale, confirm they are incorporated into proposed Order in Aid of Administration and review prior freeze orders re same	0.6
12/18/13	WJB	Sacandaga: Continue review of Sacandaga decision and revise Order in Aid of Administration based upon same	0.8
12/19/13	WJB	Sacandaga: Review and finalize proposed Order in Aid of Administration	0.2
12/20/13	WJB	Sacandaga: Revise proposed Order in Aid of Administration and letter motion to Court, review and assemble exhibits, prepare revisions; Prepare e-mail to Chambers re same and attend to filing of same	1.3
12/20/13	WJB	Sacandaga: Prepare letter notice to Judge Hummel's clerk in light of calendar clerk being away from office	0.1
12/23/13	WJB	Sacandaga: Review response from J Linnan re Receiver request for Order in Aid of Administration re Sacandaga property	0.2
12/23/13	WJB	Sacandaga: Prepare e-mail C Kleug re winter access to property following review of J Linnan comments re same and letter to Court	0.2
12/23/13	WJB	Sacandaga: Review signed Order in Aid of Administration and prepare e-mail J Linnan, G Smith to arrange date to inventory personal property; Telephone call to B Shea re request to arrange appointments with locksmith, electrician and other arrangements	0.8



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12/24/13	WJB	Sacandaga: Prepare e-mail C Kleug re whether it is appropriate to show Sacandaga property in winter in reaction to J Linnan letter to Court	0.2
12/24/13	WJB	Sacandaga: Prepare e-mail B Shea re Niagara Mohawk and insurance changes at Sacandaga property for billing and insurance in order to obtain one policy for all of the property and review proposed Order in Aid of Administration consistent with same	0.3
12/24/13	WJB	Sacandaga: Prepare e-mail G Smith re request for date to inventory personal property and access property to change locks so that Smiths provide date to Receiver following Christmas	0.2
12/26/13	WJB	Sacandaga: Review B Shea e-mail with Niagara Mohawk instructions re re-installing electric service and arranging for bills directly to Receiver	0.1
12/26/13	WJB	Sacandaga: Prepare letter to National Grid re direction to send three utility bills for lake property directly to Receiver	0.2
12/26/13	WJB	Sacandaga: Revise letter to National Grid re direction of delivery of utility bills	0.3
12/27/13	WJB	Sacandaga: Telephone call from R Lamanna re discussion of his offer for Sacandaga property, auction process, real estate commission and related matters	0.2
12/30/13	WJB	Sacandaga: Review G Smith, J Linnan questions on why locks being changed; Email B Shea for follow-up on status with locksmith	0.3
12/30/13	WJB	Sacandaga: Telephone call from B Shea re questions posed to locksmith re changing of locks as only involving tumblers and not complete lock set	0.1
12/30/13	WJB	Sacandaga: Review B Shea e-mail on appointment with locksmith and prepare e-mail confirming same	0.1



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12/30/13	WJB	Sacandaga: Prepare reply e-mail on electrician appointment and confirming same to B Shea	0.1
12/31/13	WJB	Sacandaga: Prepare e-mail to J Linnan, G Smith confirming appointment for 1/10 at Sacandaga property to inventory personal property, change locks and meet with electrician re installation of electric service to white cottage	0.4
12/31/13	WJB	Sacandaga: Review B Shea e-mail re electrician appointment; Review G Smith e-mail re reasons why locks are being changed and electric service at property	0.2
01/02/14	WJB	Sacandaga: Prepare e-mail JJC re need for survey and request for recommendations re same	0.1
01/02/14	WJB	Sacandaga: Prepare reply to C Kleug on status and site visit	0.1
01/02/14	WJB	Sacandaga: Conference with JJC re best process to locate surveyor and qualifications for same	0.2
01/02/14	WJB	Saacadaga: Review notes on D Oare telephone conferences re listing and value attributed by William Cole Realty to property and communications with Mrs. Smith	0.1
01/02/14	JJC	Conference with WJB re survey matters concerning Sacandaga Lake property; Investigate survey firms referred by broker; E-memo to WJB re same	0.3
01/03/14	WJB	Sacandaga: Telephone call from locksmith re location of Smith camp, directions, discussion of number of buildings and locks and nature of requested service	0.2
01/06/14	WJB	Sacandaga: Review qualifications of various real estate broker including interview notes of same, valuation points and consider course of action on selection of broker and listing price	0.6
01/06/14	WJB	Sacandaga: Conference TAR re organization and preparation for site visit re changing of locks and taking of inventory	0.2

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01/06/14	WJB	Conference SLW re Smith Trust motion to disclaim annuity and amend trust agreement, applicable New York law and analysis re same	0.4
01/06/14	WJB	Review inactivity notice on business money market savings account and prepare letter to Kinderhook Bank re same	0.1
01/06/14	SLW	Discussion with WJB regarding Smith motion, trust amendment and disclaimer of annuity	0.2
01/07/14	WJB	Sacandaga: Review B Shea e-mail on white cottage electric service and transportation bill for delivery services by National Grid notwithstanding no consumption of power; Prepare reply re verifying with National Grid	0.2
01/07/14	WJB	Sacandaga: Telephone call to B Shea re status of communications with insurance broker re combination of policies to assure coverage, necessity to maintain coverage, snowplowing status and upcoming site inspection arrangements	0.2
01/07/14	WJB	Sacandaga: Work on preparations for site visit, coordination with parties and consider possible issues	0.2
01/07/14	WJB	Sacandaga: Review e-mail from B Shea re status of delivery of tax bills for real property; Prepare reply re follow-up with taxing authorities requested since tax bills not forwarded by G Smith	0.1
01/08/14	WJB	Sacandaga: Prepare e-mail C Kleug re listing terms and request for listing agreement, briefly review same	0.2
01/09/14	WJB	Sacandaga: Prepare e-mail to B Shea to arrange to have snowplow company inspect property and arrange for all doors to be cleared of snow and ice for access	0.1
01/09/14	WJB	Sacandaga: Prepare e-mail TAR with map of Smith Sacandaga property location and meeting arrangements with vendors and Receiver	0.2
01/09/14	WJB	Review unsolicited offer as revised for Sacandaga property	0.1

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01/09/14	WJB	Sacandaga: Extended telephone conference with C Kleug re selection as realtor, discussion of listing terms, exclusion of unsolicited offer, valuation analysis	0.4
01/09/14	WJB	Sacandaga: Prepare e-mail G Smith confirming site visit to change locks and take inventory	0.2
01/09/14	WJB	Sacandaga: Revise e-mail to G Smith confirming site visit, L Smith availability, locksmiths, distribution of new keys, selection of realtor and electrician to reinstall electric service to white cottage	0.3
01/09/14	WJB	Sacandaga: Review email from G Smith confirming L Smith ability to meet at site, objecting to C Kleug as realtor emphasizing his lack of professional qualifications or proven performance and allegations of selling properties at below market value	0.2
01/09/14	WJB	Sacandaga: Revise status report to G Smith re realtor and other vendors	0.2
01/09/14	WJB	Sacandaga: Review B Shea e-mail confirming locksmith, electrician and snowplowing appointments at Sacandaga property	0.1
01/09/14	WJB	Sacandaga: Review G Smith objection to realtor and compare to objective facts and data from realtor	0.1
01/09/14	WJB	Sacandaga: Prepare materials to take to site visit including Order in Aid of Administration in anticipation of any potential issues at site	0.3
01/09/14	WJB	Sacandaga: Review values and appraisal to fix listing price and review current unsolicited offer and offering price re same	0.8

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01/10/14	WJB	Sacandaga: Multiple conferences TAR, B Shea re postponement of appointments given site conditions of ice on roads overnight, emails G Smith re same and conference neighbor concerning site conditions including follow-up meeting with C Kleug re listing process and ice and snow removal at site	2.4
01/10/14	TAR	Sacandaga Lake Property: Travel to Smith Lake to inspect and inventory property	1.4
01/10/14	TAR	Sacandaga Lake Property: Addressed issues regarding property inspection and inventory, ice conditions and communications with locksmith, electrician and Receiver	1.6
01/10/14	TAR	No Charge; Sacandaga Lake Property-Travel from Smith Lake House	1.1
01/13/14	WJB	Sacandaga: Email C Kleug requesting discussion on listing price and review and prepare notes on selection of realtor including L Smith preferred agent; Telephone call to C Kleug to compare Betor Road and Elmer Brown Road comparables, discuss listing price, prepare notes and reach conclusion	1.3
01/13/14	WJB	Sacandaga: Prepare e-mail B Shea re whereabouts of Sacandaga camp keys for access if needed for electrician or other vendors and process for same	0.1
01/13/14	WJB	Sacandaga: Compare statistics for William C. Cole and CMK as realtors based upon statistics of realtor association in light of G Smith attack on CMK as inferior brokerage	0.1
01/13/14	WJB	Sacandaga: Conference TAR to arrange site visit following postponement due to icy conditions	0.1
01/13/14	WJB	Sacandaga: Prepare reply e-mail to G Smith re his 1/9 criticisms of realtor selection choices; Prepare e-mail G Smith responding to prior e-mail re prior site conditions and providing alternatives as to whether L Smith appears at property or not including offer to pick up keys, arrangements for meeting on Thursday or changing locks and issuing new keys	0.4

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01/13/14	WJB	Sacandaga: Review real property tax bills and checks for same including preparation of letter to tax collector re payment of three tax bills; E-mail to G Smith reporting on payment of real property taxes	0.3
01/14/14	WJB	Sacandaga: Prepare e-mail TAR, B Shea to arrange vendors for 1/16 site visit; E-mail G Smith requesting him to make choice on date and method of visit to site for changing of locks	0.3
01/14/14	WJB	Sacandaga: Review G Smith e-mail on access to property and prepare reply re cooperation	0.1
01/14/14	WJB	Prepare e-mail G Smith and J Featherstonhaugh, J Linnan re final Pine Street distribution insofar as Pine Street checks cover Smith Trust and Lynn Smith	0.1
01/14/14	WJB	Sacandaga: Review e-mail from B Shea confirming appointments for all vendors for site visit; Prepare e-mail G Smith to confirm date and time of appointment, review reply and confirm Thursday for site visit	0.3
01/14/14	WJB	Sacandaga: Review Smith appraisal and calculate potential listing numbers based upon comparable properties using all available information	0.6
01/15/14	WJB	Sacandaga: Prepare e-mail B Shea re physical check of Sacandaga property for plowing and salting if necessary and prepare reply authorizing salt and sand as needed to access cottages	0.1
01/15/14	WJB	Sacandaga: Telephone call from B Shea re report on site conditions at Sacandaga including confirmation of sanding and salting to deal with remaining ice near cottages	0.2

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01/16/14	WJB	Travel to and attend site visit at Smith Sacandaga property, inspect each of three cottages, conferences with electrician concerning restoration of service, dealing with electrical and building codes, other improper wiring and course of action, dealing with locksmith, answering questions of L Smith, monitoring taking of inventory with TAR and related matters including examination of condition of property	3.9
01/16/14	WJB	Sacandaga: Prepare summary report re condition of camp and especially white cottage	0.2
01/16/14	WJB	Sacandaga: Prepare summary e-mail report on camp visit and next steps to parties in interest	0.2
01/16/14	WJB	Sacandaga: Telephone call to B Shea to order check for payment of locksmith and forwarding to Amsterdam address of locksmith; Approve e-mail to M&T Bank for issuance of check	0.1
01/16/14	TAR	Sacandaga Lake Property: Performed inventory of Smith Lake House and adjoining cottages	2.0
01/16/14	TAR	Sacandaga Lake Property: travel to Smith Lake House for purposes of conducting inventory of personal property and meeting vendors (locksmith and electrician) and Receiver.	1.4
01/16/14	TAR	No Charge: Travel to Smith Lake House.	1.0
01/17/14	WJB	Prepare e-mail with documentation for Kosiba locksmith invoice to B Shea for recording in corporate records	0.1
01/17/14	WJB	Sacandaga: Follow-up to 1/16 site visit at Sacandaga Lake property including documentation as to new keys to cottages and coordination with electrician for proposal and installation to restore service to white cottage	0.3
01/17/14	WJB	Sacandaga: Revise report to parties in interest re 1/16 site visit, distribution of new keys, electrician and findings by electrician	0.3

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01/17/14	WJB	Review Kinderhook Bank statement and forward to B Shea, G Smith for recordation	0.1
01/17/14	TAR	Sacandaga Lake Property: Revised inventory report for Receiver	0.8
01/17/14	TAR	Sacandaga Lake Property: Preparation of photographs of Smith Camp for Receiver	0.4
01/21/14	WJB	Sacandaga: Revise e-mail to B Shea for information for Mac Electric including insurance	0.1
01/21/14	WJB	Sacandaga: Telephone call from unsolicited buyer re offer and intent to pay cash for cottages in order to mortgage larger property	0.2
01/21/14	WJB	Sacandaga: Prepare notes on call with unsolicited buyer in terms of offer presentation and analysis re same	0.2
01/22/14	WJB	Sacandaga: Review bid from electrician for white cottage work; Prepare e-mail to electrician for breakdown of bid; Telephone call from electrician that breakdown was sent by fax	0.2
01/22/14	WJB	Sacandaga: Review photos from site visit and arrange for transfer to DVD for permanent storage	0.3
01/22/14	WJB	Sacandaga: Review inventory taken at site visit, prepare comments and distribute to parties including G Smith	0.3
01/22/14	WJB	Review Smith Trust 1099; Telephone call to B Shea re confirmation of TIN number on 1099; Forward to G Smith from Kinderhook Bank	0.2
01/22/14	WJB	Sacandaga: Prepare e-mail B Shea, TAR on procedure for Sacandaga keys in PL Albany office	0.1
01/23/14	WJB	Sacandaga: Telephone call from Mac Electric re installation arrangements and date for white cottage repairs	0.1

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01/23/14	WJB	Sacandaga: Telephone call to B Shea to review arrangements and terms and timing for Mac Electric repairs to electric service at white cottage including access and supervision	0.2
01/23/14	WJB	Sacandaga: Review proposal for installation of electric service at white cottage, review proposal breakdown and analyze same	0.3
01/23/14	WJB	Sacandaga: Send certain white cottage photos to B Shea with explanation in advance of site visit with Mac Electric for installation of electric service to white cottage	0.1
01/24/14	WJB	Sacandaga: Telephone call from Mac Electric to work out details on insurance certificate	0.1
01/24/14	WJB	Sacandaga: Review unsolicited offer revised contract offer, do calculations on value given that no broker fee is involved and prepare reply to discuss subsequently with buyer	0.1
01/24/14	WJB	Sacandaga: Review tax receipts for payment of real property taxes received by U.S. mail from town of Broadalbin and forward to B Shea for recordation	0.1
01/24/14	WJB	Sacandaga: Telephone call from Trudy at Mac Electric insurance broker re details for insurance certificates	0.1
01/24/14	WJB	Sacandaga: Prepare e-mail G Smith forwarding three tax receipts for payment of real property taxes at Smith Sacandaga property	0.1
01/24/14	WJB	Sacandaga: Prepare e-mail G Smith inquiring as to whether lake permit has been obtained for 2014	0.1
01/29/14	WJB	Sacandaga: Telephone call from M DePaula re Betor Road plowing and sharing of costs since being used to access Smith property during winter	0.2
01/29/14	WJB	Sacandaga: Prepare e-mail TAR providing consent to give white cottage keys to B Shea for supervision of electrician	0.1



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01/30/14	WJB	Sacandaga: Prepare e-mail G Smith to confirm M DePaula as person organizing Betor Road snowplowing; E-mail B Shea re snowplow sharing of cost request of M DePaula for Betor Road in light of use of road to access Smith property	0.2
01/30/14	WJB	Sacandaga: Telephone call to B Shea to confirm receipt of Mac Electric insurance certificates in order to proceed with work at white cottage	0.1
01/31/14	WJB	Sacandaga: Review e-mail from B Shea on timing of Mac Electric repairs to white cottage given broker trial and other responsibilities; Consider same and prepare reply re timing	0.1
02/03/14	WJB	Sacandaga: Revise Memo to File re 1/16/14 white cottage condition and electrical code issue	0.1
02/07/14	WJB	Sacandaga: Telephone call from R Lamanna re auction period and terms of sale	0.2
02/10/14	WJB	Sacandaga: Prepare e-mail G Smith, J Linnan re electrical work at white cottage and scheduling same for following week	0.1
02/10/14	WJB	Deal with Hudson River District permit extension	0.1
02/11/14	WJB	Sacandaga real estate: Prepare revisions to real property contract and review Receiver Report and prior Orders of Court for terms allowing sale	1.5
02/12/14	WJB	Sacandaga: Revise Rider to real estate broker contract and forward to C Klueg for execution	0.3
02/12/14	WJB	Sacandaga: Telephone conference with C Klueg re negotiation of listing agreement	0.3
02/12/14	WJB	Telephone call from Kinderhook Bank to confirm change of address for Kinderhook Bank statements	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
02/12/14	WJB	Sacandaga: E-mail R Lamanna re listing agreement carveout from full brokerage commission and relevant dates; E-mail R Lamanna on property improvements currently being undertaken; Review broker agreement for adjustment on Lamanna contract	0.5
02/12/14	WJB	Sacandaga: Review C Klueg listing agreement received from B Brown as revised	0.4
02/13/14	WJB	Sacandaga: Review e-mail from C Klueg re agreement on listing agreement and prepare reply; Send e-mail re limitations on taking of photos at Smith property	0.2
02/13/14	WJB	Sacandaga: Prepare e-mail B Shea re payment of snow plow fee for Betor Road given access needed to Smith property	0.1
02/13/14	WJB	Sacandaga: Prepare report to G Smith and others on listing status, various required forms and electrical repair	0.3
02/13/14	WJB	Sacandaga: Telephone call to B Brown at real estate broker for revised disclosure forms for completion	0.1
02/13/14	WJB	Sacandaga: Telephone call from R Lamanna to discuss terms of offer, agreement to pay portion of real estate broker commission, and listing agreement and auction terms	0.3
02/13/14	WJB	Sacandaga: Revise e-mail to parties on status of sale of Sacandaga property and process for same	0.3
02/13/14	WJB	Sacandaga: Analyze choices re how to proceed with Sacandaga sale and auction of property including telephone call to B Shea re information on area and likely best sale process, analysis and conclude same	0.6
02/13/14	WJB	Sacandaga: Telephone call to real estate broker re agreement on 1% commission for R Lamanna offer and agreement to handle as if full commission price	0.2
02/13/14	WJB	Sacandaga: Prepare e-mail R Lamanna re contract and deficiency concerning BofA letter	0.3

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02/14/14	WJB	Sacandaga: Prepare e-mail R Lamanna re offer and requested feedback	0.1
02/14/14	WJB	Sacandaga: Review broker's confirmation to meet B Shea at site to take photos for listing agreement, confirming 1% fee for particular contract	0.1
02/15/14	WJB	Sacandaga: Consider structuring alternatives for unsolicited offer and marketing of property in light of same in order to achieve highest and best offer	0.1
02/17/14	WJB	Sacandaga: Prepare sale terms and notice of sale terms as initial draft	0.7
02/17/14	WJB	Sacandaga: Telephone call to real estate broker re sale terms to discuss auction	0.2
02/17/14	WJB	Sacandaga: Review latest version of R Lamanna contract, identify issues and prepare e-mail R Lamanna requesting time to discuss same	0.4
02/17/14	WJB	Sacandaga: Prepare further revisions to proposed sale terms	0.2
02/17/14	WJB	Sacandaga: Prepare Rider to brokerage agreement to deal with R Lamanna offer terms and reduce commission	0.2
02/17/14	WJB	Work on further revisions to auction terms and sale process notice	0.8
02/17/14	WJB	Sacandaga: Telephone call to R Lamanna to discuss contract changes agreement to sharing 1% commission and services of broker	0.4
02/17/14	WJB	Sacandaga: Telephone call to C Klueg to discuss two Riders to contract including 1% commission, purpose and follow-up	0.2
02/17/14	WJB	Sacandaga: Mark up R Lamanna contract with necessary revised terms	0.1
02/17/14	WJB	Review G Smith e-mail re beach permit number and locate same and e-mail to G Smith	0.2

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02/18/14	WJB	Sacandaga: Revise Rider No. 2 for terms re auction process and revise bidding procedures notice including review of court decision to ascertain compliance with same, finalize notice to bidders and auction procedures	1.8
02/18/14	WJB	Sacandaga: Telephone call from B Shea to provide directions on fireplace equipment, rotting wood on white cottage issue, location of electrical service meter	0.2
02/18/14	WJB	Review Kinderhook Bank statement and forward to G Smith, B Shea	0.1
02/18/14	WJB	Sacandaga: Complete permit request as signed by G Smith for Hudson River District for 2014 season including preparation of letter to District re same and telephone conference with District re filing of same and issues raised by District concerning form	0.3
02/18/14	WJB	Revise notice to bidders and prepare e-mail to parties in interest re same incorporating notice to bidders	0.2
02/18/14	WJB	Sacandaga: Telephone conference C Klueg, B Shea re personal property at Sacandaga site and sale terms of what property is or is not included in real estate contract	0.2
02/18/14	WJB	Sacandaga: Review e-mail from G Smith with question on what happened to \$505,000 contract and prepare reply re current offer	0.1
02/18/14	WJB	Sacandaga: Revise letter to Hudson River Black River Regulatory District with permit explaining circumstances, review and sign same with instructions to TAR, B Shea re filing of same	0.5
02/18/14	WJB	Sacandaga: Prepare e-mail M&T Bank for issuance of check to electrician to pay for repairs	0.2
02/19/14	WJB	Sacandaga: Telephone call from B Shea on next steps concerning electrical repair including reinstallation of service by National Grid and arrangements for payment of electrician	0.1

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02/19/14	WJB	Sacandaga: Telephone call to C Klueg re R Lamanna, listing agreement and e-mail R Lamanna with broker contact information to arrange for call re contracts and financing	0.1
02/19/14	WJB	Sacandaga: Review listing on MLS system; Prepare e-mail to parties including G Smith re same and status of electrical repairs	0.3
02/19/14	WJB	Sacandaga: Telephone call to B Shea re outcome of electrical repairs, snowplowing of Betor Road by neighbor, send permit renewal letter to G Smith with evidence of same	0.1
02/19/14	TAR	Addressed issues regarding payment to Hudson River -Black River Regulatory District	0.3
02/20/14	WJB	Sacandaga: Review G Smith lead paint disclosure form	0.1
02/20/14	WJB	Sacandaga: Review lead paint and condition disclosure received from G Smith and forward to real estate broker for use in sales	0.2
02/20/14	WJB	Sacandaga: Forward real estate forms for disclosure to broker for use in sales	0.1
02/22/14	WJB	Sacandaga: Review B Brown request for deeds; Locate same and forward to B Brown deeds for all three properties	0.3
02/25/14	WJB	Sacandaga: Review e-mail from R Lamanna re traveling and prepare reply re agreement on how many separate property contracts to prepare	0.1
03/03/14	WJB	Convert and prepare Sacandaga sale contract	0.1
03/06/14	WJB	Review three real estate contracts for sale of Sacandaga property to R Lamanna, verify compliance with Order in Aid of Administration; Telephone call to Chambers re possible dates for hearing if objection on contract; Review calculations on amounts due under contracts in preparation for finalization with broker for sending to buyer	1.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
03/06/14	WJB	Multiple telephone conversations with real estate broker re changes to three contracts based upon drafts received; Telephone calls from airport re needed changes; Review revisions and approve forwarding to buyer	1.4
03/06/14	JJC	Confirmation to WJB re form of deed to tender as Receiver to purchaser	0.1
03/07/14	WJB	Sacandaga: Prepare e-mail real estate broker re sending signed versions of contracts to Receiver as signed by purchaser	0.1
03/07/14	WJB	Sacandaga: Prepare e-mail R Lamanna requesting that he forward deposit consistent with real estate purchase contracts by Monday, 3/10	0.1
03/10/14	WJB	Sacandaga: Review two deposit checks received from R Lamanna; Prepare e-mail R Lamanna re status of attorney sign-off and next steps for closing sale of property	0.1
03/10/14	WJB	Conference JJC, PCK re Sacandaga pro-forma closing statement; Follow-up conference with PCK re three separate contracts and facts necessary for preparation of pro-forma closing statement to satisfy requirements of Order in Aid of Administration	0.3
03/10/14	WJB	Sacandaga: Review pro-forma closing statement for three contracts	0.1
03/10/14	WJB	Sacandaga: Conference JJC re allocation of costs pursuant to Sacandaga real estate contracts	0.2
03/10/14	WJB	Sacandaga: Telephone call from C Klueg re status of showings and R Lamanna offer	0.1
03/10/14	JJC	Sacandaga: Conference with PCK to review closing statement	0.2

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03/10/14	PCK	Sacandaga: Conference with WJB regarding preparation of closing statement; Review contracts and tax receipts and prepare preliminary closing statement; Teleconference with Braadalbin-Perth school tax collector regarding paid school tax receipts; Obtain copies of same	1.4
03/11/14	WJB	Sacandaga: Prepare e-mail to C Kleug as broker re showings of property and explanation of court powers and timing under Order in Aid of Administration	0.1
03/11/14	WJB	Sacandaga: Review attorney comment e-mail re no leases and prepare reply re acceptance of terms	0.1
03/11/14	WJB	Sacandaga: Telephone call to real estate broker re status of R Lamanna visit to property and outcome of same	0.1
03/12/14	WJB	Sacandaga: Review notice to potential bidders for compliance with Order in Aid of Administration	0.1
03/12/14	WJB	Review two Kinderhook Bank statements and e-mail to B Shea for reconciliation and posting	0.1
03/12/14	WJB	Sacandaga: Review electrical certificate received from Mac Electric and forward to G Smith	0.1
03/12/14	WJB	Sacandaga: Review pro-forma draft closing statement in preparation for distribution to parties	0.1
03/12/14	WJB	Sacandaga: Respond to G Smith question on status of contract for purchase of lake property	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
03/12/14	WJB	Sacandaga: Review three R Lamanna contracts following expiration of bidding period including insert of necessary modifications, review of Order in Aid of Administration to implement sale procedure process, prepare attachments to notification e-mail to required parties including preparation of e-mail to J Linnan, J Featherstonhaugh, G Smith, D Stoelting and K McGrath re notification of acceptance of R Lamanna contracts, explanation of purchase price and pro-forma closing statement and notice of decision to proceed with contracts; Review reply e-mail from G Smith requesting other version of attachments and prepare reply with same from earlier format and explanation of additional changes	1.7
03/13/14	WJB	Sacandaga: Prepare e-mail SEC inquiring on whether they were able to open attachments in light of G Smith comment to contrary	0.1
03/13/14	WJB	Sacandaga: Endorse R Lamanna deposit check and e-mail B Shea with question on which account to make deposit	0.1
03/13/14	WJB	Sacandaga: Review B Shea e-mail on Sacandaga deposit, account to use and prepare reply with instructions re deposits	0.1
03/13/14	WJB	Sacandaga: Prepare e-mail to parties with additional scan of contracts and closing statements in event they were not able to open same	0.1
03/13/14	WJB	Review two Kinderhook bank statements including form with report on overdrafts and returned item fees as zero	0.1
03/18/14	WJB	Sacandaga: Prepare Notice of Sale for filing with Court	0.6
03/19/14	WJB	Sacandaga: Continue work on report on sale of Sacandaga property to be filed with Court; Revise and finalize same and file with Court	0.9
03/19/14	WJB	Sacandaga: Forward Receiver's Report to R Lamanna with explanation of closing process	0.1
03/19/14	WJB	Sacandaga: Prepare e-mail C Kleug with Receiver Report and reply to C Kleug e-mail on listing status	0.2



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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
03/19/14	WJB	Sacandaga: Distribute signed contracts to purchaser and prepare e-mail distributing lake permit renewal	0.4
03/20/14	WJB	Sacandaga: Prepare e-mail G Smith re removal of personal property from lake property prior to closing of sale with purchaser	0.2
03/20/14	WJB	Sacandaga: Prepare e-mail G Smith, J Linnan and J Featherstonhaugh re inquiry concerning ownership of dock and request for proof of same	0.1
03/20/14	WJB	Sacandaga: Review R Lamanna email on closing date and prepare reply re same and obtaining mortgage and status of mooring which was damaged in storm	0.1
03/20/14	WJB	Sacandaga: Prepare e-mail J Linnan re dock ownership proof being requested	0.1
03/20/14	WJB	Sacandaga: Prepare e-mail G Smith and counsel re communications and interest of Smiths in property sale	0.1
03/31/14	WJB	Sacandaga: Telephone call from B Shea to discuss report of ice and snow accumulating at side door of Sacandaga white cottage, communications with handyman and snow removal person, next steps	0.1
03/31/14	WJB	Sacandaga: E-mail from B Brown at real estate broker re report of snow and water accumulation at white cottage and request for order authorizing sale to provide to appraiser	0.1
04/01/14	WJB	Telephone call from B Shea re report on snow conditions at camp, ice dams surrounding white cottage and resolution of same, inspection of other houses and snow removal at front door, discussion of any necessary additional remedies and course of action	0.3
04/02/14	WJB	Sacandaga: Review e-mail re report on check of property by property inspector and reply re acceptable status re same concerning ice dams, ice and snow	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
04/07/14	WJB	Sacandaga: Prepare e-mail to B Brown re basis of authority to sell house at Sacandaga Lake and providing copies of main house deed	0.1
04/09/14	WJB	Review Kinderhook Bank business money market account statement and send to B Shea and G Smith for review and reconciliation	0.1
04/28/14	WJB	Sacandaga: Telephone call from R Lamanna and e-mail G Smith re turning on water service for appraiser and R Lamanna pursuing other mortgage lender	0.2
04/29/14	WJB	Sacandaga: Review G Smith e-mail on turning on water system and consider what to do given his statements re opening of same	0.1
04/29/14	WJB	Sacandaga: Review G Smith e-mail re water service at camp and prepare e-mail re coordinating with R Lamanna on establishing water service for summer season	0.1
05/06/14	WJB	Sacandaga: Prepare revised property disclosure form for G Smith to re-execute and prepare e-mail G Smith explaining reason for same because of unintelligible prior version; E-mail R Lamanna on access for final inspection prior to closing	0.3
05/06/14	WJB	Sacandaga: Respond to G Smith e-mail on property disclosure form and who signs same; Prepare e-mail R Lamanna re turning on water at property	0.1
05/12/14	WJB	Sacandaga: Prepare e-mail R Lamanna for status of second appraiser visit and closing of sale	0.1
05/12/14	WJB	Sacandaga: Telephone call form S Gutman as counsel to buyer re Sacandaga property and discuss closing arrangements	0.2
05/12/14	WJB	Sacandaga: Prepare e-mail B Shea re request for wire transfer instructions for closing on payment of proceeds for purchase of Sacandaga property; Prepare e-mail realtors re closing status	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/13/14	WJB	Sacandaga: Prepare e-mail with Closing Statement	0.1
05/13/14	WJB	Sacandaga: Send pro forma closing statements received from buyer's counsel to PCK for review and completion in preparation for closing, review same and calculations	0.3
05/13/14	WJB	Sacandaga: Compare two closing statements with contracts and Note discrepancies	0.2
05/13/14	WJB	Sacandaga: Prepare e-mail S Gott re timing and delivery of deeds for closing on Friday and NYS forms	0.2
05/13/14	WJB	Sacandaga: Prepare e-mail R Lamanna to confirm removal of personal property items at property and delivery of keys	0.1
05/13/14	PCK	Sacandaga: Review proposed closing statement for WJB; E-mail and conference with WJB regarding adjustments to same	0.5
05/14/14	WJB	Sacandaga: E-mail from B Brown at real estate broker re white cottage electric service and testing of same; Prepare reply re it being post-sale event	0.1
05/14/14	WJB	Sacandaga: Prepare e-mail S Gottman re closing statement changes; Prepare e-mail B Shea re need for M&T official check; Prepare e-mail S Gottman re orders authorizing sale and providing copies of same	0.6
05/14/14	WJB	Sacandaga: Prepare e-mail G Smith re closing of real property sale and timing of same	0.1
05/14/14	WJB	Sacandaga: Prepare escrow letter to S Gottman re Sacandaga closing documents and checks	0.2
05/14/14	WJB	Sacandaga: Prepare e-mail SEC on status of closing and net proceeds	0.1
05/15/14	WJB	Sacandaga: Review revised closing statements received from counsel for buyer and bank and forward to PCK for review and reconciliation	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/15/14	WJB	Sacandaga: Conference PCK re HUD-1 and disbursements; Prepare e-mail buyer's counsel re HUD-1, net checks and deed delivery	0.2
05/15/14	WJB	Sacandaga: Review draft deeds and revise same, compare descriptions and forward to buyer's counsel	0.4
05/15/14	WJB	Sacandaga: Review and revise forms for NYS for filing with deeds at closing, revise escrow letter and check amounts; Prepare transmittal to buyer's counsel and escrow of closing documents including deeds, NYS forms, HUD-1 and closing statements	1.0
05/15/14	WJB	Sacandaga: Review and sign final HUD-1's for closing on 5/16	0.1
05/15/14	JJC	Sacandaga: Two conferences with PCK to review and revise deed	0.3
05/15/14	PCK	Sacandaga: Review revised closing statement; Obtain deed transfer information; Prepare quitclaim deeds, RP-5217 and TP-584s; Conference with JJC regarding same	3.9
05/16/14	WJB	Sacandaga: Respond to multiple e-mails re closing questions from counsel to buyer on revisions to HUD-1 and other issues, wire transfer information and prepare e-mail confirming receipt of wire transfer and breaking of escrow	0.9
05/17/14	WJB	Sacandaga: Prepare e-mails to B Shea to release keys to R Lamanna based upon successful closing and e-mail R Lamanna re extra set of keys sent from Albany and resolution of electric inspection	0.1
05/19/14	WJB	Sacandaga: Prepare e-mail R Lamanna re terminating electric service account; Prepare e-mail B Shea to terminate service; Telephone call to electrician to install white cottage electric service in light of closing and lack of frost	0.2

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05/19/14	WJB	Sacandaga: Review revised HUD-1 from buyer's counsel with request to execute same, perform calculations, sign and return to buyer's counsel	0.2
05/19/14	WJB	Sacandaga: Prepare e-mail G Smith and other parties confirming closing of real property sale and net proceeds received	0.2
05/19/14	WJB	Sacandaga: Revise Notice to parties confirming sale of property and net proceeds and cross-check numbers	0.2
05/20/14	WJB	Sacandaga: Coordinate termination of National Grid electric account and arrange for refunds; Prepare e-mail B Shea re same	0.1
05/20/14	WJB	Sacandaga: Review e-mail from B Shea on delivery of keys to buyer of property and coordination re same	0.1
05/20/14	WJB	Sacandaga: Telephone call R Lamanna re conclusion of transition on sale of property, coordination on termination and turnover of services, receipt of additional set of keys	0.2
05/22/14	WJB	Sacandaga: Review B Shea e-mail on accounting following sale and prepare reply on reimbursement before final decision	0.1
05/22/14	WJB	Sacandaga: Review and sign two insurance termination forms and prepare e-mail to Jankowski and Sutton Agencies with forms for termination of insurance policies and return of premiums	0.2
05/27/14	WJB	Sacandaga: Review National Grid account 3017 refund check and bill and forward to B Shea and deposit check	0.1
05/27/14	WJB	Sacandaga: Prepare e-mail G Smith re refunds having been requested for deposits any notifying him to turn over any checks received at Saratoga address	0.1
06/03/14	WJB	Sacandaga: Review credit balance statement from National Grid for account 73101 and follow-up concerning requesting check for payment of credit balance	0.1

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06/09/14	WJB	Review two notices of cancellation from Preferred Mutual Insurance for dwelling policy and forward to B Shea to confirm policy numbers	0.2
06/16/14	WJB	Review Kinderhook Bank Basic Business Checking Account statement and forward to B Shea, G Smith; Review notice of insurance cancellation policy on Sacandaga property No. 813253 from Preferred Mutual	0.1

CURRENT FEES

\$64,704.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Travel Expense Brown, William J; WJB 07/25/13 Trip to Broadalbin, NY to Smith Sacandaga camp for site inspection and evaluate repair proposal; 07/30/13	300.47
Travel Meals Brown, William J; WJB 07/25/13 Trip to Broadalbin, NY to Smith Sacandaga camp for site inspection and evaluate repair proposal; 07/30/13	11.08
Travel Expense Brown, William J; WJB 09/17-09/18/13 Trip to Broadalbin, NY to Smith Sacandaga lake property pursuant to court to inspect and meet broker and appraiser; 09/26/13	507.31
Travel Meals Brown, William J; WJB 09/17-09/18/13 Trip to Broadalbin, NY to Smith Sacandaga lake property pursuant to court to inspect and meet broker and appraiser; 09/26/13	18.71
Postage WJB - Certified postage to Sutton & Tarantino Insurance Agency, Inc. Re: Smith Trust	6.11
Overnight Courier WJB - UPS to James D Featherhstonhaugh Esq re Smith Trust	37.02
Overnight Courier WJB - UPS to Mr David Stoelting re Smith Trust	37.02
Overnight Courier WJB - UPS to Mr Geoffrey Smith, Trustee re Smith Trust	37.02

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Overnight Courier WJB - UPS to Hon. Christian F. Hummel re Smith Trust	39.35
Duplicating A1, 134 Page(s)	13.40
Duplicating A1, 76 Page(s)	7.60
Duplicating A1, 35 Page(s)	3.50
Travel Expense Brown, William J; WJB 01/09-01/11/14 Trip to Broadalbin, NY to Smith Sacandaga lake property to meet vendors and LLS; 01/28/14	326.58
Travel Meals Brown, William J; WJB 01/09-01/11/14 Trip to Broadalbin, NY to Smith Sacandaga lake property to meet vendors and LLS; 01/28/14	36.78
Travel Expense Ritschdorff, Todd A; TAR 01/10/14 Trip to Lake View Drive Broadalbin, NY to inventory contents of D. Smith Lake house; 01/30/14	55.76
Travel Expense Ritschdorff, Todd A; TAR 01/16/14 Trip to Lake View Drive Broadalbin, NY to inventory contents of D. Smith Lake house; 01/30/14	55.76
Overnight Courier WJB - UPS to Todd A Ritschdorff, Esq. Re: Smith Trust	35.53
Overnight Courier WJB - Fed Ex to Todd A. Ritschdorff, Esq. Re: Smith Trust	24.45
Overnight Courier TAR - Fed Ex to Hudson River-Black River Regulating Re: Letter	29.78
Overnight Courier WJB - UPS to Steven H. Gottmann, Esq re Smith Trust	26.85
CURRENT EXPENSES	<hr/> 1,610.08

TOTAL AMOUNT OF THIS INVOICE \$66,314.58

\*\*\*PAYMENT DUE UPON RECEIPT\*\*\*

# **CATEGORY Y**

**W.J. BROWN, AS RECEIVER FOR THIRD ALBANY  
INCOME NOTES V. DAVID KENNEDY & STEPHEN WILLIS**





## Phillips Lytle LLP

Attorneys at Law  
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William J. Brown, Esq.  
Phillips Lytle LLP  
One Canalside  
125 Main Street  
Buffalo, NY 14203

Invoice Number 885358  
Invoice Date 10/14/16  
Client Number 33474  
Matter Number 00024  
W J Brown

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**Re: WILLIAM J. BROWN, AS RECEIVER FOR THIRD ALBANY INCOME NOTES, LLC VS. DAVID KENNEDY AND STEPHEN I. WILLIS**

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2014:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
01/23/14	WJB	alsoT: Review Guaranty, Loan Agreement and purported releases and other materials in connection with transactions and obligations	0.6
01/23/14	WJB	alsoT: Telephone call to B Shea re questions on document status and interpretation	0.1
01/23/14	WJB	alsoT: Prepare scan of documents to B Shea to assist document search; Telephone call from B Shea re three alsoT Credit Agreements and existing Promissory Note	0.4
01/23/14	WJB	alsoT: Review Mr. Livingston resignation from entities related to alsoT	0.2
01/23/14	WJB	alsoT: Review various resignations; Review Internet for alsoT IP Structured Finance Fund I LP information and review incorporation information; Review \$550,000 Note and prepare reply to B Shea to locate subsequent Note	0.5

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
01/23/14	WJB	alseT: Telephone call to B Shea re follow-up on alseT documents	0.1
01/24/14	WJB	alseT: Review additional e-mails from B Shea re need for access to government alseT file; Prepare e-mail to assist in U.S. Attorney re providing access to alseT file	0.2
05/02/14	WJB	Review Guaranty terms, analyze same and check corporate status; Telephone call to MKM re same	0.3
05/02/14	WJB	Telephone calls to Messrs. Kennedy and Willis re establishing communications; Follow-up e-mail Messrs. Kennedy and Willis re same for payment on Guaranty	0.2
05/05/14	WJB	Prepare fact memo re guarantor actions to JBS with documentation for preparation of the Complaint; Prepare joint e-mail to each of the guarantors requesting that they contact Receiver to discuss guarantor claim; Prepare two demand letters to guarantors	0.0
05/05/14	WJB	Conference with JBS re background facts for preparation of Complaint	0.1
05/05/14	WJB	Telephone call from D Kennedy to discuss guaranty claim and next steps	0.2
05/05/14	WJB	Prepare further memorandum to JBS re guaranties and background facts	0.2
05/05/14	WJB	Verify debt owed by alseT to FIIN, TAIN, FAIN	0.1
05/05/14	WJB	Prepare e-mail B Shea to verify calculations on amount due to McGinn Smith entities by alseT	0.2
05/05/14	WJB	Revise demand letter and locate addresses for Messrs. Kennedy and Willis	0.3
05/05/14	WJB	Review terms of alseT Guaranty relevant to guarantor litigation	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/05/14	JBS3	Conference with WJB regarding complaint; Review of related memorandum and underlying documentation; Drafting and revising of breach of guaranty complaint and related documentation	5.9
05/06/14	WJB	Prepare reply to S Willis e-mail with copy of his guaranty as requested following locating same	0.1
05/06/14	WJB	E-mail B Shea re verification of interest calculation and questions concerning principal amount due	0.1
05/06/14	WJB	Review draft Complaint, prepare comments and cross-check incorporation date and forward comments to JBS	0.5
05/06/14	JBS3	Review of comments to draft complaint; Conferred with WJB regarding the same; Drafting and revising of same; Review of related documentation	2.8
05/07/14	WJB	Exchange four e-mails with B Shea re interest calculations due on alseT debt	0.1
05/07/14	WJB	Prepare revisions to draft Complaint; Locate proper addresses for guarantor defendants and send final comments to JBS for filing	0.5
05/07/14	WJB	Review and approve Rule 7.1 statement for filing with Court	0.1
05/07/14	WJB	Prepare e-mail to Messrs. Kennedy and Willis re guaranty	0.2
05/07/14	WJB	Telephone call from S Willis re process to enter into settlement negotiations and discussion of his circumstances; Prepare memo to file re same	0.3
05/07/14	WJB	Conference JBS re method to serve process on Messrs. Kennedy and Willis	0.1
05/07/14	WJB	Prepare form of financial disclosure for S Willis at his request	0.3
05/07/14	WJB	Telephone conference E Dobbs, E Taylor re Kennedy circumstances, nature of claim re acceptance of Guaranty and forward disclosure form	0.3

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/07/14	WJB	Prepare and send financial disclosure form for Mr. Kennedy at request of counsel	0.1
05/07/14	JBS3	Drafting and revising of complaint and related documentation; Review of related materials; Finalize same for filing	2.6
05/07/14	RFV	File Complain and Rule 7.1 Disclosure Statement in USDC/SDNY for J Schmit	2.5
05/09/14	WJB	Review guaranty in light of S Willis and D Kennedy revocation letters	0.3
05/09/14	WJB	Prepare e-mail B Shea for copy of original guaranty and signed versions and evidence of payments	0.1
05/09/14	WJB	Prepare reply e-mail to Messrs. Kennedy and Willis re revoking absolute guaranty	0.2
05/12/14	WJB	Locate home addresses for Messrs. Kennedy and Wiliis and e-mail JBS re same	0.1
05/12/14	WJB	Review B Shea reply on when monies loaned by TAIN to alseT; Review Private Placement Memoranda and other materials re same	0.4
05/12/14	WJB	Attend to administrative detail	0.2
05/13/14	WJB	Review E Dobbs e-mail on call re D Kennedy and prepare reply	0.1
05/13/14	WJB	Telephone conference with E Dobbs and colleague re guaranty claim vs Kennedy, discussion of Kennedy's potential defenses, background facts and assertions by Receiver	0.7
05/13/14	WJB	E-mail JBS re service for D Kennedy on NYC lawyer retained by D Kennedy	0.1
05/13/14	JBS3	Emails regarding service-related issues	0.2

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
05/14/14	JBS3	Emails regarding service-related issues; Conferred with opposing counsel regarding the same	0.2
05/15/14	JBS3	Review of waiver of service documentation; Emails and telephone calls regarding the same	1.0
05/16/14	SEO	Research Federal rules for procedure for waiver of service	0.4
05/16/14	JBS3	Finalized and served waiver of service of process documentation	0.6
05/19/14	WJB	Conference JBS re form of service on D Kennedy; Email E Dobbs re acceptance of service for D Kennedy in further communications	0.1
06/04/14	JBS3	Review of service and related filing; Review of service of other defendant	0.3
06/05/14	JBS3	Telephone call with WJB regarding service and related issues; Review of related materials	0.2
06/10/14	WJB	Locate S Willis address for service; Prepare e-mail JBS with information for service of process upon Mr. Willis	0.2
06/12/14	SEO	Prepare cover letter and process documents for service of Summons & Complaint upon S Willis	0.7
06/12/14	JBS3	Review of documents related to service and related issues	0.2
06/16/14	WJB	Review e-mail confirming service of process of S Willis and course of action	0.1
06/16/14	SEO	Prepare report for JBS3 regarding service upon Stephen Willis	0.3
06/20/14	SEO	Electronically file Summons with Affidavit of Service	0.4
06/21/14	WJB	Review file status; E-mail E Dobbs re status of further discussions with defendants based upon last e-mail from E Dobbs re desire to do same	0.1

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/24/14	WJB	Review e-mail from E Dobbs re conference call and prepare reply to schedule same as settlement conference	0.1
06/26/14	WJB	Review Memorandum received from defendant Kennedy re defense relating to failure of D Smith to sign Guaranty and statute of limitations; Extensive review of documents and file re same in preparation for conference call with defendant's counsel	1.9
06/26/14	WJB	Prepare for and participate in telephone conference with E Dobbs and NYC counsel for defendant Kennedy re Memorandum, settlement conference and evaluation of defenses, next steps and courses of action	0.8
06/26/14	WJB	Prepare notes and next steps following conference with defendant Kennedy's counsel	0.2

CURRENT FEES

\$13,090.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Overnight Courier WJB - UPS to Mr. David Kennedy re Case Admin (alseT)	33.70
Overnight Courier WJB - UPS to Mr. Stephen I. Willis re Case Admin (alseT)	35.25
Overnight Courier WJB - UPS to Mr. David Kennedy re Case Admin (alseT)	33.70
Overnight Courier WJB - UPS to Mr. Stephen I. Willis re Case Admin (alseT)	31.55
Filing Fee PAYEE: Clerk Of Court SDNY; REQUEST#: 602206; DATE: 5/6/2014. Summons & Complaint	400.00
Postage	0.48
Overnight Courier FedEx to D Kennedy - Inv No 2-665-81431	35.56

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Service of Summons VENDOR: Serving By Irving  
Inc.; INVOICE#: CL-1555; DATE: 6/19/2014

480.50

CURRENT EXPENSES

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1,050.74

TOTAL AMOUNT OF THIS INVOICE

\$14,141.24

\*\*\*PAYMENT DUE UPON RECEIPT\*\*\*

# ***Exhibit C***



WILLIAM J. BROWN, ESQ  
RECEIVER

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

# STANDARDIZED FUND ACCOUNTING REPORT

CIVIL DISTRIBUTION FUND

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

REPORTING PERIOD 7/01/2013 TO 9/30/2013

**STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis**

Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)

Reporting Period 7/1/2013 to 9/30/2013

<b>FUND ACCOUNTING (See Instructions):</b>				
		<b>Detail</b>	<b>Subtotal</b>	<b>Grand Total</b>
Line 1	Beginning Balance (As of 6/30/2013):	14,044,846	14,044,846	14,044,846
	<b>Increases in Fund Balance:</b>			
Line 2	Business Income	964,182	964,182	964,182
Line 3	Cash and Securities			
Line 4	Interest/Dividend Income	28,393	28,393	28,393
Line 5	Business Asset Liquidation	385,542	385,542	385,542
Line 6	Personal Asset Liquidation			
Line 7	Third-Party Litigation Income	4,077	4,077	4,077
Line 8	Miscellaneous - Other			
	<b>Total Funds Available (Lines 1 - 8):</b>	<b>1,382,194</b>	<b>1,382,194</b>	<b>1,382,194</b>
	<b>Decreases in Fund Balance:</b>			
Line 9	Disbursements to Investors			
Line 10	Disbursements for Receivership Operations			
Line 10a	Disbursements to Receiver or Other Professionals			
Line 10b	Business Asset Expenses	591,763	591,763	591,763
Line 10c	Personal Asset Expenses			
Line 10d	Investment Expenses			
Line 10e	Third-Party Litigation Expenses			
	1. Attorney Fees			
	2. Litigation Expenses			
	<b>Total Third-Party Litigation Expenses</b>			
Line 10f	Tax Administrator Fees and Bonds			
Line 10g	Federal and State Tax Payments			
	<b>Total Disbursements for Receivership Operations</b>	<b>591,763</b>	<b>591,763</b>	<b>591,763</b>
Line 11	Disbursements for Distribution Expenses Paid by the Fund:			
Line 11a	Distribution Plan Development Expenses:			
	1. Fees:			
	Fund Administrator.....			
	Independent Distribution Consultant (IDC).....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Miscellaneous			
	<b>Total Plan Development Expenses</b>			
Line 11b	Distribution Plan Implementation Expenses:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Investor Identification:			
	Notice/Publishing Approved Plan.....			
	Claimant Identification.....			
	Claims Processing.....			
	Web Site Maintenance/Call Center.....			
	4. Fund Administrator Bond			
	5. Miscellaneous			
	6. Federal Account for Investor Restitution (FAIR) Reporting Expenses			
	<b>Total Plan Implementation Expenses</b>			
	<b>Total Disbursements for Distribution Expenses Paid by the Fund</b>			
Line 12	Disbursements to Court/Other:			
Line 12a	Investment Expenses/Court Registry Investment System (CRIS) Fees			
Line 12b	Federal Tax Payments			
	<b>Total Disbursements to Court/Other:</b>			
	<b>Total Funds Disbursed (Lines 9 - 11):</b>			
Line 13	Ending Balance (As of 9/30/2013):			<b>14,835,277</b>

**STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis**

Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)

Reporting Period 7/1/2013 to 9/30/2013

<b>Line 14</b>	<b>Ending Balance of Fund – Net Assets:</b>			
Line 14a	Cash & Cash Equivalents			
Line 14b	Investments			
Line 14c	Other Assets or Uncleared Funds			
	<b>Total Ending Balance of Fund – Net Assets</b>			<b>\$ 14,835,277</b>

  

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

Receiver:

By: William J. Brown

(signature)

William J. Brown

(printed name)

Receiver

(title)

Date: 2/17/2014

WILLIAM J. BROWN, ESQ  
RECEIVER

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

# STANDARDIZED FUND ACCOUNTING REPORT

CIVIL DISTRIBUTION FUND

---

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

REPORTING PERIOD 10/01/2013 TO 12/31/2013

**STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis**

Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)

Reporting Period 10/1/2013 to 12/31/2013

<b>FUND ACCOUNTING (See Instructions):</b>				
		<b>Detail</b>	<b>Subtotal</b>	<b>Grand Total</b>
Line 1	Beginning Balance (As of 9/30/2013):	14,835,277	14,835,277	14,835,277
	<b><i>Increases in Fund Balance:</i></b>			
Line 2	Business Income	245,065	245,065	245,065
Line 3	Cash and Securities			
Line 4	Interest/Dividend Income	10,197	10,197	10,197
Line 5	Business Asset Liquidation	4,350,159	4,350,159	4,350,159
Line 6	Personal Asset Liquidation			
Line 7	Third-Party Litigation Income	4,098	4,098	4,098
Line 8	Miscellaneous - Other			
	<b>Total Funds Available (Lines 1 - 8):</b>	<b>4,609,519</b>	<b>4,609,519</b>	<b>4,609,519</b>
	<b><i>Decreases in Fund Balance:</i></b>			
Line 9	Disbursements to Investors			
Line 10	Disbursements for Receivership Operations			
Line 10a	Disbursements to Receiver or Other Professionals	273,579	273,579	273,579
Line 10b	Business Asset Expenses	611,235	611,235	611,235
Line 10c	Personal Asset Expenses			
Line 10d	Investment Expenses			
Line 10e	Third-Party Litigation Expenses			
	1. Attorney Fees			
	2. Litigation Expenses			
	<b>Total Third-Party Litigation Expenses</b>			
Line 10f	Tax Administrator Fees and Bonds			
Line 10g	Federal and State Tax Payments			
	<b>Total Disbursements for Receivership Operations</b>	<b>884,814</b>	<b>884,814</b>	<b>884,814</b>
Line 11	Disbursements for Distribution Expenses Paid by the Fund:			
Line 11a	Distribution Plan Development Expenses:			
	1. Fees:			
	Fund Administrator.....			
	Independent Distribution Consultant (IDC).....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Miscellaneous			
	<b>Total Plan Development Expenses</b>			
Line 11b	Distribution Plan Implementation Expenses:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Investor Identification:			
	Notice/Publishing Approved Plan.....			
	Claimant Identification.....			
	Claims Processing.....			
	Web Site Maintenance/Call Center.....			
	4. Fund Administrator Bond			
	5. Miscellaneous			
	6. Federal Account for Investor Restitution			
	(FAIR) Reporting Expenses			
	<b>Total Plan Implementation Expenses</b>			
	<b>Total Disbursements for Distribution Expenses Paid by the Fund</b>			
Line 12	Disbursements to Court/Other:			
Line 12a	Investment Expenses/Court Registry Investment			
	System (CRIS) Fees			
Line 12b	Federal Tax Payments			
	<b>Total Disbursements to Court/Other:</b>			
	<b>Total Funds Disbursed (Lines 9 - 11):</b>			
Line 13	Ending Balance (As of 9/30/2013):			<b>18,559,982</b>

**STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis**

Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)

Reporting Period 10/1/2013 to 12/31/2013

<b>Line 14</b>	<b>Ending Balance of Fund – Net Assets:</b>			
Line 14a	Cash & Cash Equivalents			
Line 14b	Investments			
Line 14c	Other Assets or Uncleared Funds			
	<b>Total Ending Balance of Fund – Net Assets</b>			<b>\$ 18,559,982</b>

  

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

Receiver:

By: William J. Brown

(signature)

William J. Brown

(printed name)

Receiver

(title)

Date: 4/10/2014

WILLIAM J. BROWN, ESQ  
RECEIVER

PHILLIPS LYTLE LLP  
125 MAIN STREET  
BUFFALO, NY 14203  
PHONE 716 847 7089

# STANDARDIZED FUND ACCOUNTING REPORT

CIVIL DISTRIBUTION FUND

---

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

REPORTING PERIOD 1/1/2014 TO 3/31/2014



**STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis**

Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)

Reporting Period 1/1/14 to 3/31/2014

FUND ACCOUNTING (See Instructions):				
		Detail	Subtotal	Grand Total
Line 1	Beginning Balance (As of 12/31/2013):	18,559,982	18,559,982	18,559,982
	<b><i>Increases in Fund Balance:</i></b>			
Line 2	Business Income	2,272	2,272	2,272
Line 3	Cash and Securities			
Line 4	Interest/Dividend Income	10,905	10,905	10,905
Line 5	Business Asset Liquidation	1,927,922	1,927,922	1,927,922
Line 6	Personal Asset Liquidation			
Line 7	Third-Party Litigation Income	4,137	4,137	4,137
Line 8	Miscellaneous - Other			
	<b>Total Funds Available (Lines 1 – 8):</b>	<b>1,945,236</b>	<b>1,945,236</b>	<b>1,945,236</b>
	<b><i>Decreases in Fund Balance:</i></b>			
Line 9	Disbursements to Investors			
Line 10	Disbursements for Receivership Operations			
Line 10a	Disbursements to Receiver or Other Professionals	398	398	398
Line 10b	Business Asset Expenses	68,254	68,254	68,254
Line 10c	Personal Asset Expenses			
Line 10d	Investment Expenses			
Line 10e	Third-Party Litigation Expenses			
	1. Attorney Fees			
	2. Litigation Expenses			
	<b>Total Third-Party Litigation Expenses</b>			
Line 10f	Tax Administrator Fees and Bonds			
Line 10g	Federal and State Tax Payments			
	<b>Total Disbursements for Receivership Operations</b>	<b>68,652</b>	<b>68,652</b>	<b>68,652</b>
Line 11	Disbursements for Distribution Expenses Paid by the Fund:			
Line 11a	Distribution Plan Development Expenses:			
	1. Fees:			
	Fund Administrator.....			
	Independent Distribution Consultant (IDC).....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Miscellaneous			
	<b>Total Plan Development Expenses</b>			
Line 11b	Distribution Plan Implementation Expenses:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Investor Identification:			
	Notice/Publishing Approved Plan.....			
	Claimant Identification.....			
	Claims Processing.....			
	Web Site Maintenance/Call Center.....			
	4. Fund Administrator Bond			
	5. Miscellaneous			
	6. Federal Account for Investor Restitution (FAIR) Reporting Expenses			
	<b>Total Plan Implementation Expenses</b>			
	<b>Total Disbursements for Distribution Expenses Paid by the Fund</b>			
Line 12	Disbursements to Court/Other:			
Line 12a	Investment Expenses/Court Registry Investment System (CRIS) Fees			
Line 12b	Federal Tax Payments			
	<b>Total Disbursements to Court/Other:</b>			
	<b>Total Funds Disbursed (Lines 9 – 11):</b>			
Line 13	Ending Balance (As of 3/31/2014):			<b>20,436,566</b>



**STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis**

Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)

Reporting Period 1/1/14 to 3/31/2014

<b>Line 14</b>	<b>Ending Balance of Fund – Net Assets:</b>			
Line 14a	Cash & Cash Equivalents			
Line 14b	Investments			
Line 14c	Other Assets or Uncleared Funds			
	<b>Total Ending Balance of Fund – Net Assets</b>			<b>\$ 20,436,566</b>

  

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

Receiver:

By: William J. Brown

(signature)

William J. Brown

(printed name)

Receiver

(title)

Date: 4/30/2014

WILLIAM J. BROWN, ESQ  
RECEIVER

PHILLIPS LYTLE LLP  
125 MAIN STREET  
BUFFALO, NY 14203  
PHONE 716 847 7089

# STANDARDIZED FUND ACCOUNTING REPORT

CIVIL DISTRIBUTION FUND

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

REPORTING PERIOD 4/1/2014 TO 6/30/2014

**STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. AL - Cash Basis**

Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)

Reporting Period 4/1/14 to 6/30/2014

<b>FUND ACCOUNTING (See Instructions):</b>				
		<b>Detail</b>	<b>Subtotal</b>	<b>Grand Total</b>
Line 1	Beginning Balance (As of 3/31/2014):	20,436,566	20,436,566	20,436,566
	<b><i>Increases in Fund Balance:</i></b>			
Line 2	Business Income	-	-	-
Line 3	Cash and Securities			
Line 4	Interest/Dividend Income	8,629	8,629	8,629
Line 5	Business Asset Liquidation	490,579	490,579	490,579
Line 6	Personal Asset Liquidation			
Line 7	Third-Party Litigation Income	4,169	4,169	4,169
Line 8	Miscellaneous - Other	-	-	-
	<b>Total Funds Available (Lines 1 - 8):</b>	<b>503,377</b>	<b>503,377</b>	<b>503,377</b>
	<b><i>Decreases in Fund Balance:</i></b>			
Line 9	Disbursements to Investors			
Line 10	Disbursements for Receivership Operations			
Line 10a	Disbursements to Receiver or Other Professionals	-	-	-
Line 10b	Business Asset Expenses	53,564	53,564	53,564
Line 10c	Personal Asset Expenses			
Line 10d	Investment Expenses			
Line 10e	Third-Party Litigation Expenses			
	1. Attorney Fees			
	2. Litigation Expenses			
	<b>Total Third-Party Litigation Expenses</b>			
Line 10f	Tax Administrator Fees and Bonds			
Line 10g	Federal and State Tax Payments			
	<b>Total Disbursements for Receivership Operations</b>	<b>53,564</b>	<b>53,564</b>	<b>53,564</b>
Line 11	Disbursements for Distribution Expenses Paid by the Fund:			
Line 11a	Distribution Plan Development Expenses:			
	1. Fees:			
	Fund Administrator.....			
	Independent Distribution Consultant (IDC).....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Miscellaneous			
	<b>Total Plan Development Expenses</b>			
Line 11b	Distribution Plan Implementation Expenses:			
	1. Fees:			
	Fund Administrator.....			
	IDC.....			
	Distribution Agent.....			
	Consultants.....			
	Legal Advisers.....			
	Tax Advisers.....			
	2. Administrative Expenses			
	3. Investor Identification:			
	Notice/Publishing Approved Plan.....			
	Claimant Identification.....			
	Claims Processing.....			
	Web Site Maintenance/Call Center.....			
	4. Fund Administrator Bond			
	5. Miscellaneous			
	6. Federal Account for Investor Restitution			
	(FAIR) Reporting Expenses			
	<b>Total Plan Implementation Expenses</b>			
	<b>Total Disbursements for Distribution Expenses Paid by the Fund</b>			
Line 12	Disbursements to Court/Other:			
Line 12a	Investment Expenses/Court Registry Investment			
	System (CRIS) Fees			
Line 12b	Federal Tax Payments			
	<b>Total Disbursements to Court/Other:</b>			
	<b>Total Funds Disbursed (Lines 9 - 11):</b>			
Line 13	Ending Balance (As of 6/30/2014):			<b>20,886,379</b>

**STANDARDIZED FUND ACCOUNTING REPORT for McGinn, Smith Co. Co. Et. Al. - Cash Basis**

Receivership; Civil Court Docket No. 10-CV-457(GLS/DRN)

Reporting Period 4/1/14 to 6/30/2014

<b>Line 14</b>	<b>Ending Balance of Fund – Net Assets:</b>			
Line 14a	Cash & Cash Equivalents			
Line 14b	Investments			
Line 14c	Other Assets or Uncleared Funds			
	<b>Total Ending Balance of Fund – Net Assets</b>			<b>\$ 20,886,379</b>

  

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

Receiver:

By: William J. Brown

(signature)

William J. Brown

(printed name)

Receiver

(title)

Date: 8/12/2014

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF NEW YORK

-----X  
SECURITIES AND EXCHANGE COMMISSION :

*Plaintiff,* :

vs. :

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

McGINN, SMITH & CO., INC., :  
McGINN, SMITH ADVISORS, LLC :  
McGINN, SMITH CAPITAL HOLDINGS CORP., :  
FIRST ADVISORY INCOME NOTES, LLC, :  
FIRST EXCELSIOR INCOME NOTES, LLC, :  
FIRST INDEPENDENT INCOME NOTES, LLC, :  
THIRD ALBANY INCOME NOTES, LLC, :  
TIMOTHY M. MCGINN, AND :  
DAVID L. SMITH, GEOFFREY R. SMITH, :  
Individually and as Trustee of the David L. and :  
Lynn A. Smith Irrevocable Trust U/A 8/04/04, :  
LAUREN T. SMITH, and NANCY MCGINN, :

*Defendants,* :

LYNN A. SMITH and :  
NANCY MCGINN, :

*Relief Defendants. and* :

GEOFFREY R. SMITH, Trustee of the :  
David L. and Lynn A. Smith Irrevocable :  
Trust U/A 8/04/04, :

*Intervenor.* :

-----X

**ORDER APPROVING SEVENTH INTERIM APPLICATION OF  
PHILLIPS LYTLE LLP AND THE RECEIVER FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon the Seventh Interim Application of Phillips Lytle LLP (“Phillips Lytle”) and the Receiver (“Receiver”) for Allowance of Compensation and Reimbursement of Expenses dated October 14, 2016 (“Application”) for an order approving the allowance of compensation and reimbursement of expenses; and notice of the Application having been given to the

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

ORDERED, that the Application is approved such that (i) compensation for legal and Receiver services rendered between July 1, 2013 and June 30, 2014 ("Seventh Interim Period") in the amount of \$256,075.19 is allowed as an interim allowance, and (ii) reimbursement of expenses advanced by Phillips Lytle during the Seventh Interim Period in the amount of \$9,423.96 is allowed as an interim disbursement payment; and it is further

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

Dated: \_\_\_\_\_, 2016

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HON. CHRISTIAN F. HUMMEL

Doc #01-2986011.1



UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF NEW YORK

-----X  
SECURITIES AND EXCHANGE COMMISSION :

*Plaintiff,* :

vs. :

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

McGINN, SMITH & CO., INC., :  
McGINN, SMITH ADVISORS, LLC :  
McGINN, SMITH CAPITAL HOLDINGS CORP., :  
FIRST ADVISORY INCOME NOTES, LLC, :  
FIRST EXCELSIOR INCOME NOTES, LLC, :  
FIRST INDEPENDENT INCOME NOTES, LLC, :  
THIRD ALBANY INCOME NOTES, LLC, :  
TIMOTHY M. McGINN, AND :  
DAVID L. SMITH, GEOFFREY R. SMITH, :  
Individually and as Trustee of the David L. and :  
Lynn A. Smith Irrevocable Trust U/A 8/04/04, :  
LAUREN T. SMITH, and NANCY McGINN, :

*Defendants,* :

LYNN A. SMITH and :  
NANCY McGINN, :

*Relief Defendants. and* :

GEOFFREY R. SMITH, Trustee of the :  
David L. and Lynn A. Smith Irrevocable :  
Trust U/A 8/04/04, :

*Intervenor.* :

-----X  
**CERTIFICATE OF SERVICE**

I, Karen M. Ludlow, being at all times over 18 years of age, hereby certify that on October 14, 2016, a true and correct copy of the Notice and Seventh Interim Application of Phillips Lytle LLP and the Receiver for Allowance of Compensation and Reimbursement of Expenses ("Seventh Interim Application") was caused to be served by e-mail upon all parties who receive electronic notice in this case pursuant to the Court's ECF filing system, and by First Class Mail to the parties indicated below:

- **William J. Brown** wbrown@phillipslytle.com, khatch@phillipslytle.com
- **Certain McGinn Smith Investors**  
apark@weirpartners.com
- **Elizabeth C. Coombe** elizabeth.c.coombe@usdoj.gov, paul.condon@usdoj.gov,  
CaseView.ECF@usdoj.gov, kelly.cicarelli@usdoj.gov

- **William J. Dreyer** wdreyer@dreyerboyajian.com, bhill@dreyerboyajian.com, lowens@dreyerboyajian.com, coconnell@dreyerboyajian.com
- **Scott J. Ely** sely@elylawpllc.com, shm@fwc-law.com
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- **James H. Glavin , IV** hglavin@glavinandglavin.com
- **Bonnie R. Golub** bgolub@weirpartners.com
- **Erin K. Higgins** EHiggins@ckrpf.com
- **Benjamin W. Hill** bhill@dreyerboyajian.com, jcantoni@dreyerboyajian.com, coconnell@dreyerboyajian.com
- **E. Stewart Jones , Jr** bessetca@esjlaw.com, sangerki@esjlaw.com
- **Jack Kaufman** kaufmanja@sec.gov
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- **James P. Lagios** jlagios@icrh.com, rlaport@icrh.com, mlohman@icrh.com
- **Kevin Laurilliard** laurilliard@mltw.com, chandler@mltw.com
- **James D. Linnan** jdlinnan@linnan-fallon.com, lawinfo@linnan-fallon.com
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- **Joshua M. Newville** newvillej@sec.gov
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- **Andrew Park** apark@weirpartners.com, imarciniszyn@weirpartners.com
- **Thomas E. Peisch** TPeisch@ckrpf.com, apower@ckrpf.com
- **Terri L. Reicher** Terri.Reicher@finra.org
- **Richard L. Reiter** reiterr@wemed.com, richard.reiter@wilsonelser.com
- **Sheldon L. Solow** sheldon.solow@kayescholer.com, kenneth.anderson@kayescholer.com, elise.neveau@kayescholer.com
- **David P. Stoelting** stoeltingd@sec.gov, mehrabanl@sec.gov, mcgrathk@sec.gov, paleym@sec.gov, wbrown@phillipslytle.com
- **Charles C. Swanekamp** cswanekamp@bsk.com, mhepple@bsk.com, roehla@bsk.com
- **Walter Weir** wweir@weirpartners.com, smorris@weirpartners.com
- **Bryan M. Westhoff** bryan.westhoff@kayescholer.com
- **Benjamin Zelsermyer** bzlaw@optonline.net, steincav@aol.com



And, I hereby certify that on July 1, 2016, I mailed, via first class mail using the United States Postal Service, a copy of the Seventh Interim Application to the individuals listed below:

Nancy McGinn  
426-8th Avenue  
Troy, NY 12182

Thomas J Urbelis  
Urbelis & Fieldsteel, LLP  
155 Federal Street  
Boston, MA 02110-1727

Michael L. Koenig, Esq.  
Greenberg Traurig, LLP  
54 State Street, 6th Floor  
Albany, NY 12207

Martin H. Kaplan, Esq.  
Gusrae, Kaplan, Bruno & Nusbaum PLLC  
120 Wall Street  
New York, NY 10005

Jill A. Dunn, Esq.  
The Dunn Law Firm PLLC  
99 Pine Street, Suite 210  
Albany, NY 12207

RBS Citizen, N.A.  
Cooper Erving & Savage LLP  
39 North Pearl Street  
4th Floor  
Albany, NY 12207

Iseman, Cunningham, Riester & Hyde, LLP  
9 Thurlow Terrace  
Albany, NY 12203

Charles C. Swanekamp, Esq.  
Bond, Schoeneck & King PLLC  
Avant Building - Suite 900  
200 Delaware Avenue  
Buffalo, NY 14202-2107

The Shoma Group  
3470 NW 82nd Ave., Suite 988  
Doral, FL 33122

Dated: October 14, 2016

/s/ Karen M. Ludlow  
Karen M. Ludlow