

**William J. Brown, as Receiver
of McGinn, Smith & Co., Inc., et al.**

3400 HSBC Center
Buffalo, NY 14203

Tel: 716.847.7089
www.mcginnsmithreceiver.com

November 7, 2012

Via First Class Mail

Re: *Securities and Exchange Commission v. McGinn, Smith & Co. Inc., et al.*
Case No. 1:10-CV-457
Equity Claims Procedure and Bar Date for Filing Equity Claims

Dear Equity Holder:

The records of McGinn, Smith & Co. Inc. and other entities controlled or owned by Timothy M. McGinn and David L. Smith (collectively, "MS Entities") indicate that you may have an equity claim against one or more of the MS Entities. If you believe you have an equity claim against any of the MS Entities, you should read this letter and the enclosures carefully.

Posted to a secure website within the Receiver's website at www.mcginnsmithreceiver.com are schedules of equity claims which include your name and address, a description of your equity claim, and the amount of your interest, all as reflected in the Receiver's records ("Equity Claims Website"). You may access the Equity Claims Website with the following password: _____.

THE EQUITY CLAIMS WEBSITE IS INTENDED TO BE CONFIDENTIAL. YOU SHOULD NOT SHARE YOUR PASSWORD EXCEPT AS NECESSARY TO ALLOW YOU ACCESS FOR YOUR OWN PERSONAL USE.

Enclosed with this letter is a Court-approved Notice of Equity Claims Bar Date and Equity Claims Procedure describing the Court-approved procedure for filing equity claims. If you disagree with the address, description or amount of your equity claim as listed on the Equity Claims Website, or your equity claim is listed as disputed, contingent or unliquidated, you **MUST** file a paper Equity Claim Form. One is enclosed for that purpose.

As indicated in the enclosed Equity Claims Notice, all Equity Claim Forms must be delivered by first-class mail, overnight courier, or hand-delivery to Phillips Lytle LLP, Attn: Karen M. Ludlow, 3400 HSBC Center, Buffalo, New York 14203, so as to be actually received by 5:00 p.m. (Eastern Time) on **December 17, 2012**.

The enclosed Equity Claim Form and Equity Claims Notice are self-explanatory, but if you have questions as to the equity claims procedure (not the calculation of your claim), you may contact Karen M. Ludlow, Phillips Lytle LLP, at (716) 218-4404 or kludlow@phillipslytle.com. You may also obtain information at the Receiver's website: <http://www.mcginnsmithreceiver.com>.

Very truly yours,



William J. Brown
Receiver

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

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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 EQUITY CLAIMS BAR
DATE AND PROCEDURE**

NOTICE IS HEREBY GIVEN that William J. Brown, as Receiver (“Receiver”) in this action, with approval of the Court, has established a procedure for asserting equity claims against McGinn, Smith & Co., Inc. and the other entities listed on Schedule 1 (collectively, the

“MS Entities”) to this Notice. This procedure does not involve creditors or investors who hold non-equity claims (such as money claims) against the MS Entities since those claims were part of a prior process which had a June 19, 2012 bar date.

1. Filing Deadline

The deadline for filing equity claims against any of the MS Entities is **December 17, 2012.**

2. Procedure for Review and Filing of Claims

The Receiver will establish schedules (“Equity Schedules”) of all known interests against the MS Entities. Each known equity interest holder listed on the Equity Schedules established by the Receiver should receive a letter postmarked on or before **November 7, 2012**, which will contain, among other things, a password and instructions for access to a secure website maintained by the Receiver (“Equity Claims Site Access Notice”). The website will contain Equity Schedules listing the names and addresses of equity interest holders, the nature of the equity interest, a description of the interest as reflected in the Receiver’s records, and whether the interest is contingent, disputed, or unliquidated. If the equity interest holder agrees with the description (including their address) for their interest(s) and the description(s) as scheduled by the Receiver on the Equity Schedules on the website and the interest(s) is/are not listed as disputed, contingent or unliquidated, the equity interest holder does not need to take any further action. The interests in that event will be treated in accordance with the rights due the equity interest, subject to the right of the Receiver to object to the interest at a later date or amend the description of the interest, but only after giving notice by first class mail of such an intention with an opportunity to object to any such equity interest holder.

3. Who Must File a Claim Form

Each equity interest holder **MUST** submit a properly completed claim form to the Receiver if the equity interest holder: (A) does not receive the Equity Claims Site Access Notice and, therefore, the interest is not scheduled by the Receiver or the address of the equity interest holder on the Receiver's records is incorrect; (B) is the holder of an interest which is listed on the Schedules as contingent, disputed, or unliquidated; or (C) objects to the description including the mailing address listed on the Schedules in respect of any interest.

4. When and Where to File a Claim Form

All claim forms must be delivered by first-class mail, overnight courier, or hand-delivery to Phillips Lytle LLP, Attn: Karen M. Ludlow, 3400 HSBC Center, Buffalo, New York 14203, *so as to be actually received* by 5:00 p.m. (Eastern Time) on the Claims Bar Date. Claim forms **may not** be delivered by facsimile or electronic mail.

5. What to File

The form for submitting any such claim is available on the Receiver's website (www.mcginnsmithreceiver.com) in the 'Equity Interests' section at the top of the first page. A copy of the form may also be requested in writing addressed to:

Phillips Lytle LLP
Attn: Karen M. Ludlow
3400 HSBC Center
Buffalo, NY 14203

If you require a receipt for your claim, please enclose an extra copy of the claim form (without exhibits) and a stamped, self-addressed envelope.

Dated: November 7, 2012

PHILLIPS LYTTLE LLP

By /s/ William J. Brown
William J. Brown (Bar Roll #601330)
Joshua P. Fleury (Bar Roll #515418)
Attorneys for Receiver
Omni Plaza
30 South Pearl Street
Albany, New York 12207
Telephone No. (518) 472-1224

and

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

Doc # 01-2553708.8

Schedule of Receivership Entities

107th Associates LLC Trust 07
107th Associates LLC
74 State Street Capital LP
Acquisition Trust 03
Capital Center Credit Corporation
CMS Financial Services
Cruise Charter Ventures LLC dba YOLO
Cruises
Cruise Charter Ventures Trust 08
First Advisory Income Notes LLC
First Commercial Capital Corp.
First Excelsior Income Notes LLC
First Independent Income Notes LLC
FirstLine Junior Trust 07
FirstLine Senior Trust 07
FirstLine Trust 07
Fortress Trust 08
Integrated Excellence Junior Trust
Integrated Excellence Junior Trust 08
Integrated Excellence Senior Trust
Integrated Excellence Senior Trust 08
IP Investors
James J. Carroll Charitable Fund
JGC Trust 00
KC Acquisition Corp.
KMB Cable Holdings LLC
Luxury Cruise Center, Inc.
Luxury Cruise Holdings, LLC
Luxury Cruise Receivables, LLC
M & S Partners
McGinn, Smith & Co.
McGinn, Smith Acceptance Corp.
McGinn, Smith Advisors
McGinn, Smith Alarm Trading
McGinn, Smith Asset Management Corp.
McGinn, Smith Capital Holdings
McGinn, Smith Capital Management LLC
McGinn, Smith Financial Services Corp.
McGinn, Smith FirstLine Funding LLC
McGinn, Smith Funding LLC
McGinn, Smith Group LLC
McGinn, Smith Holdings LLC
McGinn, Smith Independent Services Corp.
McGinn, Smith Licensing Co.
McGinn, Smith Transaction Funding Corp.
Mr. Cranberry LLC
MS Partners
MSFC Security Holdings LLC
NEI Capital LLC
Pacific Trust 02
Point Capital LLC
Prime Vision Communications LLC
Prime Vision Communications Management
Keys Cove LLC
Prime Vision Communications of Cutler
Cay LLC
Prime Vision Funding of Cutler Cove LLC
Prime Vision Funding of Key Cove LLC
RTC Trust 02
SAI Trust 00
SAI Trust 03
Security Participation Trust I
Security Participation Trust II
Security Participation Trust III
Security Participation Trust IV
Seton Hall Associates
TDM Cable Funding LLC
TDM Cable Trust 06
TDM Luxury Cruise Trust 07
TDM Verifier Trust 07
TDM Verifier Trust 07R
TDM Verifier Trust 08
TDM Verifier Trust 08R
TDM Verifier Trust 09
TDM Verifier Trust 11
TDMM Benchmark Trust 09
TDMM Cable Funding LLC
TDMM Cable Jr Trust 09
TDMM Cable Sr Trust 09
Third Albany Income Notes LLC
Travel Liquidators, LLC
White Glove Cruises LLC
White Glove LLC

