



Christopher R. Carroll

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Broker/Dealer Compliance & Investment Banking Expert Witness

Barrington Financial Consulting Group, Inc. | www.Barrington-Inc.com

Summary

Over the course of his career, specifically the past twenty-five years within the financial services industry, Mr. Carroll has acquired a broad array of knowledge and experience from both a business operations as well as a legal/compliance perspective. He has held various positions with member firms within the Compliance/Operations and Investment Banking/Corporate Finance sectors. Mr. Carroll is also a member of the Financial Industry Regulatory Authority (“FINRA”) Arbitrator Roster and serves as a Non-Public Arbitrator for a variety of cases, specifically those that are within the securities industry. He is also qualified as an arbitrator for the National Futures Association (NFA) in matters relating to violations within the commodities and derivatives marketplace.

Mr. Carroll is particularly experienced in matters involving the review of complex trading strategies to ensure suitability requirements/customer protection as well as issues which stem from the monitoring of Registered Representatives within the field force in compliance with directives from Self-Regulatory Organizations (both FINRA as well as the Securities Exchange Commission, “SEC”). His breadth of compliance oversight includes the management of branch offices on a day to day basis. Within the industry, he oversaw the activities of approximately 125 branch offices in a nine-state territory, and conducted/supervised both internal as well as regulatory audits of the firm’s Written Supervisory Procedures other investigations stemming from fraudulent trade practices. Mr. Carroll was responsible for the creation and administration of the “firm element” training modules in compliance with FINRA guidelines.

Mr. Carroll has also provided investment banking support to small and mid-sized companies, including assisting with capital raising efforts and other business consultancy services. His advice has centered, in part, around mergers & acquisition and reorganization/spin-off strategies. Other advisory services to clients have included regulatory advice, business plan development, financial modeling, and the drafting of documentation relating to capital raising activities, including PPMs.

Currently, Mr. Carroll serves as the Chief Financial Officer and board member of a lighting company. Mr. Carroll has authored and assembled various corporate governance documentation necessary for the Company, including Joint Venture Agreements, Corporate By-Laws, and Patent filings.

Education

- The George Washington University Law School, Washington, D.C.
 - L.L.M. – International & Comparative Law
 - Graduation Date: May 2011
- The Oklahoma City University School of Law, Oklahoma City, Oklahoma
 - Juris Doctor
 - Graduation Date: December 2008
- Auburn University, Auburn, Alabama
 - Bachelor of Arts - Major: Psychology; Double Minor: Marketing
 - Graduation Date: December 1990

Industry Examinations & Licenses

- Previously acquired Professional Securities Licenses (FINRA):
 - Series 6 – Investment Company/Variable Contracts Products Limited Representative Examination *
 - Series 7 – General Securities Representative Examination *
 - Series 24 – General Securities Principal Examination *
 - Series 28 – Introducing Broker-Dealer Financial and Operations Principal Examination*
 - Series 53 – Municipal Securities Principal Examination*
 - Series 63 – Uniform Securities State Law Examination *
 - Series 65 – Uniform Investment Advisor Law Examination *

** No longer registered or affiliated with FINRA or the National Futures Association (NFA) as a Principal, Registered Representative, or Commodities Representative*

Relevant Professional Experience

Expert Witness & Litigation Support Consultant – Barrington Financial Consulting Group, Inc. (BFGC), a Minneapolis, MN-based securities and insurance litigation support and consulting firm.

Atlanta, Georgia; October 2018 to Present

- Provides Expert Witness & Litigation Support services to retaining counsel for BFGC clients, specializing in both the U.S. and Canadian securities and financial services industries;
- Possesses significant knowledge of securities regulatory constructs, both from the U.S. perspective (FINRA/SEC/Federal & State laws) as well as from a Canadian standpoint (Investment Industry Regulatory Organization of Canada – IIROC);
- Author of multiple comprehensive Expert Reports for clients, as requested by retaining counsel;
- Offers Expert testimony under oath in a variety of forums (FINRA Arbitration, AAA Arbitration, civil trial, etc.) as necessary, contingent upon the engagement;
- Areas of expertise include, but are not limited to: Breach of Fiduciary Duty, Customer Suitability, Failure to Supervise, Mergers & Acquisitions Analysis, Investment Banking capital strategies, and Broker/Dealer Compliance Operations;
- Qualified as both an Arbitrator for FINRA's Arbitration Roster as well as an Arbitrator for the National Futures Association (NFA);
- Retained by both Claimants' (Plaintiff) as well as Respondents' (Defendant) counsel;
- Extensive industry research & legal writing skills add value to client assignments.

President – EagleWatch Holdings, LLC

Atlanta, Georgia; January 2015 to Present

- Engaged in the commercial real estate space with strategic partners to develop, finance, and acquire various real property holdings, with the primary focus in the hospitality sector.
- Assists small companies with capital raising efforts and other business consultancy services, including strategic placement within various niche markets.
- Provides advice to clients involving complex securities transactions, including mergers & acquisition activities, as well as advice on a specific transaction such as a reorganization or spin-off of a particular business unit.

Chief Financial Officer – Spectrum FML, Inc.

Washington, DC and Atlanta, Georgia; March 2013 to Present

- In charge of raising capital for start-up LED lighting company, including equity/debt components, as well as securing federal grant funding from the Department of Transportation.
- Instrumental in developing Business Plans, Marketing strategies, and other ancillary documents for presentation to investment groups to facilitate capitalization of company.
- Accountable for internal financial controls and business planning for the company.
- Responsible for drafting portions of Request for Proposal (RFP) from the Federal Aviation Administration (FAA) to secure funding in the form of Federal research grants.

Senior Program Management Analyst - Science Applications International Corporation (SAIC)

Washington, DC; November 2009 to October 2013

- Provided Legal/Regulatory advice on issues related to the Aviation Safety Division of the Federal Aviation Administration (FAA). Worked in conjunction with the International Legal Division for coordination with International Civil Aviation Organization (ICAO) policies and procedures.
- Participated in all Financial Planning & Analysis activities within the Division to establish and manage long-term budgets. Experience with drafting internal business plans and standard operating procedures for the Division to reflect staffing requirements, technical goals of the Division, and progress toward completion of various tasks.

Consultant - Virgo Capital Fund, LLP., Private Equity Fund

Oklahoma City, Oklahoma; May 2006 to September 2006. Summer employment - Law School.

- Identified investment opportunities within specified niche spaces. Developed market research on companies which was subsequently presented to the investment board.

Regional Office of Supervisory Jurisdiction (ROSJ) Manager - World Group Securities, Inc.

Registered Broker/Dealer, Salt Lake City, Utah and Edmond, Oklahoma; April 2002 to January 2006.

*Certain assets of WMA Securities, Inc. were purchased by Netherlands-based Aegon, NV. Subsequently transferred from Atlanta, Georgia to Salt Lake City, Utah.

- Managed approximately 125 branch offices in a nine-state territory within the Inter-Mountain West Region. This involved extensive travel to: conduct/supervise regulatory and internal audits, direct internal investigations stemming from fraudulent trade practices, and to administer training modules developed by the firm in order to comply with fluid changes to NASD and SEC policies.
- Accountable for reviewing complex trading strategies to ensure suitability requirements and customer protection. Drafted multiple securities related documents, including internal training manuals, policy and procedure manuals, and regulatory response letters regarding audits. Rewarded with special projects including becoming a member of the Judiciary Council for the firm as well as being asked to speak at the firm's national convention in 2004.

President - Renaissance Capital Management, Inc.

Atlanta, Georgia; March 1999 to June 2001

- Owned and operated investment banking firm, and provided approximately \$10 million in capital for several private corporations through an extensive list of both private equity sources as well as institutional funding sources across a myriad of industries.
- Gained experience in the fields of Bridge loan financing structures, Leveraged Buy-Out and Management Buy-Out facilitation, first mortgage and mezzanine financing, and the leveraging of restricted stock under Rule 144. Assisted private companies with Public Finance issues, such as municipal bond enhancements, general obligation bond research, and acted as a liaison between insurance company lending departments and private clients.
- Offered business advisory services to clients, including: regulatory advice, business plan development, financial modeling, and the drafting of documentation relating to public/private capital raising activities.

Chief Financial Officer/Chief Compliance Officer – Attkisson, Carter & Akers, LLP.

Atlanta, Georgia; May 1996 to December 1998

- Supervised approximately 35 Registered Representatives. Responsible for interacting with legal counsel to assemble Private Placement Memorandums for representatives of the firm and to manage the operational staff of the firm, including the sales assistants, and trade desk personnel.
- Worked with senior management to develop annual budgets and forecasts for the financial well-being of the company. Filed the quarterly/annual NASD/SEC Financial Focus Reports.

Compliance Audit Supervisor – Financial Service Corporation

Atlanta, Georgia; February 1992 to May 1996

- Responsible for scheduling and conducting audits of branch offices across the country. Successfully passed many securities exams while employed in this capacity, and acquired a broad foundational base of securities laws during my tenure.

Areas of Expertise

- Breach of Fiduciary Duty
- Bridge Loan Financing Structures
- Broker/Dealer Compliance Operations
- Business Assessments
- Business Plan Development
- Capital Raising Strategies
- Compliance Review of Complex Trading Strategies
- Corporate Financial Statements Analysis
- Customer Suitability
- Failure to Supervise
- Financial Modeling
- Financing via Restricted Stock under Rule 144
- First Mortgage & Mezzanine Financing
- Investigations & Audits
- Leveraged Buy-Out & Management Buy-Out Facilitation
- Mergers & Acquisitions Analysis
- Oversight of Branch Office Management
- Project Finance (Merchant Banking) Transactions
- Regulatory Advice
- Reorganization & Spin-Off Strategies
- Selling Away
- Suitability Requirements / Customer Protection
- Supervision of Registered Representatives