

Curriculum Vitae

Danny F. Dukes, CPA, MBA, CFE

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Canton, GA 30115

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Objective

As the managing partner of Danny F. Dukes and Associates, LLC, we will serve as a strategic business partner for medium to large firms providing "Contract CFO" services providing management support, strategic planning and budgeting, as well as other management services to include special investigations, expert witness and forensic accounting services utilizing over 30 years of bank audit, bank operations, strategic planning, budgeting and accounting and accounting controls experience.

Licenses & Certifications

Certified Fraud Examiner

Issued by: Association of Certified Fraud
Examiners
Issued 1/1997

Certified Public Accountant #CPA011379

Issued by: Georgia Board of Accountancy
Issued: 11/1989

Degrees

Georgia College and State University
 Milledgeville, GA
Masters Business Administration. Accounting Graduated: 06/1988
 GPA: 3.3/4.0

Mercer University
 Macon, GA
Bachelors Business Administration, Finance Graduated: 06/1982
 GPA:3.1/4.0

Banking Industry Recognition and Training

Farin and Parliment Attended: 1/1988
 Asset, Liability Management School –
 Madison, Wisconsin

Capstone University – Marietta, GA Attended: 9/2004
 Mortgage Lending School

College Extra-Curricular Activities

Student Activities, Mercer University 9/1980 – 6/1982
 Vice President, Entertainment Committee
 Chairman, Yearbook Committee Member

Miss Mercer Pageant, Mercer University 1/1981 – 11/1981
 Chairman of Miss America Affiliated
 Production – Winner and Runner-up Placed in
 the 1982 Miss Georgia Pageant

Small Business Administration Program, 1/1988 – 6/1988
 Georgia College and State University
 Assisted a Small Business in the Macon Chamber of Commerce
 Small Business Program – Owner Sold Profitable Business using 5-Year Business Plan

Teaching-Related Experience

Adjunct Accounting Professor, Part-Time Clayton State College, Morrow, GA
1/1/1993—8/30/1996

Adjunct MBA Accounting Professor, Part-time Keller Graduate School, Atlanta, GA
1/1997 – 12/1997

Guest Lecturer Association of Public Accountants, Atlanta, GA
Annual Meetings 1995 – 1996

Presenter Georgia Society of Certified Public Accountants, Atlanta, GA
Financial Institution Conferences 2001 - 2004

Professional Responsibilities and Experience

Danny F. Dukes and Associates, LLC Canton, GA
Managing Member June 2010 – Present

Formed a practice that provides the following services:

- Expert Witness Services
 - Provide assistance with the accounting analysis of evidence, bank transactions, credit transactions, kiting, levies, garnishments and many other accounting and bank transactions.
- Fraud and Special Investigations
 - Manage controlled and structured fraud investigations, compiled evidence and presented conclusions related to financial and structural fraud.
- Bank Consulting and Advisory Services
 - Assists in saving banks from regulatory takeover by raising capital and readdressing the allowance for loan and lease losses and troubled credits.
- Credit Advisory Services
 - Negotiates and restructures credit arrangements and terms to prevent or assist in structured bankruptcies.
- Tax Advisory Services
 - Advises clients on income/property tax matters, including matters dealing with IRS Liens and delinquent taxes.
- Litigation Support
 - Reviews and analyzed financial evidence for review and presentment to in court to a judge/jury.
- Business Structure and Organization
 - Top-down or partial reorganization of organizational structure and functional re-engineering of work-flows to improve efficiency and profitability.

Appalachian Bancshares, Inc Ellijay, GA
Executive Vice President, Chief Financial Officer, Chief Operations Officer October 2007 – June 2010

Chief Financial Officer for \$1.2 Billion, two charter, NASDAQ, publically traded multi-bank holding company. Served on Asset Liability Committees, Audit Committee, and Corporate Governance and Compensation Committee. Also, reported financial results and budget comparisons monthly to Board of Directors of Appalachian Bancshares, Appalachian Community Bank and Appalachian Community Bank, FSB. Managed shareholder relations, deposit operations, loan operations, accounting, financial reporting, and risk management; 13 branches in 3 states.

Financial Achievements

- Instrumental at converting cash management from correspondent bank to a direct relationship with the Federal Reserve Bank of Atlanta. This reduced related operating expenses by over 50%, providing a boost to profitability. It also created operational efficiencies increasing cash availability and streamlined cash management.
- Avoided duplication of employee benefits by implementing an Employee Stock Option Plan with 401k provisions to allow potential leveraged purchases of APAB stock during advantageous market periods for future employee awards.

- Replaced shareholder relations firm and personally authored annual reports, press releases and earnings conference call scripts saving over \$125 thousand annually.
- Implemented new system for foreign currency exchange and foreign wire transfers doubling income potential for this product offering.
- Negotiated all contracts improving service, product and saving money.
- Coordinated production of financial package for raising private equity capital.

Operational Achievements

- Directed implementation of remote capture for customers and branches. Resulted in all day, same day processing without cut-off decreasing financial float and increasing efficiencies.
- Implemented procedures to ensure that new account documentation exceptions are elevated to management if not corrected timely.
- Converted from ARTA to Compliance One, new account platform.
- Separated the Federal Savings Bank charter dependence on the state bank charter in less than 30 days.

Risk Management

- Managed enhancement of procedures for compliance activities which monitored money service businesses.
- Assisted in improving compliance with Flood Hazard Protection Act.
- Directed transition to in-house Internal Audit Department.

Accounting Management

- Coordinated and managed consolidation of bank holding company subsidiaries.
- Prepared and managed process for quarterly and annual financial statements used for annual report and SEC reporting.
- Reviewed and edited SEC Form 10Q and 10K.
- Managed preparation of FDIC Call Reports and OTS Thrift Financial Reports.
- Prepared budgets and financial projections of both subsidiaries.
- Actively intergrated accounting projections with strategic planning process.

Callaway Partners, LLC Senior Project Lead

Atlanta, GA

May 2005 – October 2007

Project Lead while working directly with Director for Securities Accounting during Fannie Mae's re-audit and financial restatement project in Washington, DC. Assumed duties for Director and Vice President allowing them to participate in the financial restatement for four previous years. Managed both Fannie Mae personnel and a team of 10 consultants.

Audit Accomplishments

- Supported Deloitte, the external auditors by providing PBC schedules and information. Also, provided supporting documentation and evidence for schedules.
- Worked directly with the asset pricing team as led by Price Waterhouse Coopers. Assisted in resolution of issues related to Emerging Issues Task Force 99-20 and Other Than Temporary Impairments. Provided accurate data for stratification and pricing of Fannie Mae's investment portfolio.
- Utilized ad hoc report writer (SQL), to provide Fannie Mae's Financial Reporting Team with restated numbers to correct previous reporting errors. Mapped all corrected data to data groups for use in reporting SEC Forms 10-K and 10-Q. Continuing to manage these processes. Continuing to purify consistency in the securities' database and provide additional data to Fannie Mae's regulator, OFHEO, and management as requested by using SQL. Assisted in establishing SOX 404 compliance in Securities Accounting.

Operational Achievements

- Helped re-engineer financial reporting processes and systems for securities portfolio. Securities Accounting and Financial Reporting were operating independently causing financial irregularities. Coordinated and streamlined data feeds from Securities Accounting to Financial Reporting to provide timely and accurate reporting.
- Led significant data validation and correction efforts to purify the Securities Accounting's database. This major project impacted and required interaction and cooperation of the Trading Department, Portfolio Management, Securities Accounting and Financial Reporting departments.
- Led additional effort to securitize monthly Real Estate Investment Conduit (REMIC) collateral for new securities proposed by Fannie Mae. This effort provided new securities for the financial markets.
- Directed an effort to obtain and update missing documentation for over 3,600 mortgage revenue bond securities owned by Fannie Mae.
- Worked directly with mortgage servicers coordinating the formation and cash flow for securities.

Danny F. Dukes, CPA Independent Consultant

Canton, GA

November 2003 – May 2005

Provided accounting and consulting services to clients while enhancing efficiency and business models.

Mortgage Banking

Established a mortgage banking branch in Metro Atlanta for an out-of-state mortgage company. Hired and trained all personnel. Established key relationships for a successful business model. Directed all aspects of the project from the feasibility study, license applications and the business plan with proforma financial statements. Assisted in the set-up of mortgage servicing and management prior to hiring a replacement.

De Novo Bank

Assisted in raising capital and the application for a new state chartered bank. Negotiated all major contracts and helped set up operations.

Portfolio Management

Advised several banks concerning investment and asset liability management.

Merger and Acquisition

Acted as merger and acquisition liason and contract CFO for Chattahoochee National Bank. Worked with external accountants through the merger and acquisition of Chattahoochee National Bank and First Capital Bank. Prepared Securities and Exchange Commission and regulatory filings pertaining to this merger. Assisted in operational transition.

Forensic Accounting

Served as an investigatory lead for cases of fidelity insurance claims and fraud investigations.

Chattahoochee National Bank

Alpharetta, GA

Chief Financial Officer, Human Resource Manager,
Management Information Systems Manager

January 1999 – November 2003

Executive officer and member of a three person executive management team for a publically traded bank holding company. Reported directly to President and Chief Executive Officer. Attended and actively participated in monthly board meetings as assistant corporate secretary. Directly responsible for retail banking operations, bank operations, internet banking operations, human resources and management of information systems. Actively managed the Asset Liability, the Audit and the Operations Marketing and Technology Committees. (Merged and eventually purchased by RBC Centura)

Financial Accomplishments

- Helped grow de novo bank from \$27.0 million in January 1999 to \$145.0 million in 2003. Achieved monthly profitability early in 2000.
- Successfully managed a \$45 million investment portfolio as a peer group high performer while matching cash flow and cash projections maximizing balance sheet leverage.
- Designed leveraged Employee Stock Option Plan that allowed repurchase of stock during depressed market periods. After two subsequent mergers, many employees benefited significantly from this benefit.
- Coordinated and prepared annual budgets.

Chattahoochee National Bank - continued-**Operations Efficiencies**

- Cross trained all staff and developed operational and procedural manuals to avoid interruptions for staff and customers.
- Coordinated the design and implementation of <http://www.bankthehooch.com>. Managed the selection and implementation of Internet banking in 2000. Designed and implemented internal controls for the Internet Banking system.
- In 2002-2003, managed the selection and implementation of a new core data processing system.

Risk Management

- Implemented Sarbanes Oxley provisions by developing a risk assessment, monitoring and maintenance program.
- Responsible for policy design and implementing strategies for each committee.
- Liaison between the Board of Directors for both external and internal audit firms. Actively provided data and schedules for external audit and internal audits.

First Community Bank & Trust

Cartersville, GA

Chief Financial & Operations Officer

March 1997 – December 1998

As an executive officer, reported directly to the bank president and chief executive officer. Officers responsible for retail and bank operations and MIS management reported to this senior position. Also, responsible for internal and external financial reporting. Prepared all necessary SEC Reporting Forms. Active participate in strategic planning and budgeting. (Merged in to National Bank of Commerce, Memphis, TN)

Financial Accomplishments

- Managed a \$25 million investment portfolio. Increased tax equivalent portfolio yield by 0.67% in less than nine months during a decreasing interest rate environment.
- Managed periodic cash flows while maximizing interest margins.
- Key member of Asset Liability Committee. In March 97, over 20% of this banks earnings were at risk if interest rates increased 2%. In less than six months, implemented strategies to reduce this exposure to less than 1% of earnings.
- Responsible for negotiating significant contracts and purchases of fixed assets.

Risk Management

- As risk manager, negotiated and reviewed all insurance coverages for adequacy.
- Liaison between Board of Directors and external auditor.

Operations Management

- Designed and implemented profitability model that led to over \$45 million of new commercial deposit business.
- Assisted with the implementation of an enhanced ATM network allowing customers to use a large network of ATM's with no surcharges.
- Designed reporting system to allow better tracking of deposits and transactions.

Georgia Federal Credit Union

Atlanta, GA

Chief Financial Officer

March 1994 - March 1997

Reported directly to the President and Chief Executive Officer. Also, responsible for internal and external financial reporting. Prepared annual budget. Successfully managed \$35 million investment portfolio. Managed periodic cash flows while maximizing interest margins. Managed Assets/Liabilities. Active participate in strategic planning. M & A experience. Liaison between Board of Directors external and internal auditors.

Profitability Management and Reporting

- Implemented and managed cost accounting for 13 profit and cost centers.
- Designed and implemented a set of Board reports that allowed effective communication of financial results numerically and paragraphically to facilitate different communication patterns of different Board members.

Operations Accomplishments

- Coordinated the building of 3 new branches and relocation of corporate headquarters.
- Redesigned processes for computer operations to facilitate better management decisions.
- Increased timeliness of monthly closing procedures, reducing timeframe to 5 days.
- Standardized ACH data transfer payroll processes for member groups.
- Converted 2 acquired credit unions.
- Assisted with set up and management of mortgage servicing.

Fayette County Bank
Chief Financial OfficerPeachtree City, GA
June 1993 - March 1994

Reported directly to the bank president. Officers responsible for retail and bank operations and MIS management reported to this senior position. Also, responsible for financial reporting, internally and externally. Prepared all necessary SEC Reporting Forms. Successfully managed \$17 million investment portfolio. Increased tax equivalent portfolio yield. Managed periodic cash flows while maximizing interest margins. Key member of Asset/Liability Committee. Responsible for negotiating significant contracts and purchases of fixed assets. Implemented a automated, online, personal computer teller system. As risk manager, negotiated and reviewed all insurance coverages for adequacy. Active participate in strategic planning and budgeting processes. Liaison between bank and external auditors/internal auditors. Prepared schedules as requested for all audits. Coordinated all external audit confirmation requests. (Left due to a pending merger with a larger regional bank, Bank South/Nations Bank.)

The Chattahoochee Bank
Internal Audit ManagerMarietta, GA
June 1991 - June 1993

Formalized the internal audit and regulatory compliance functions. Reported to CFO and Board of Directors. Responsible for design and maintenance of internal control procedures. Worked with external auditors during their annual audit. Coordinated all external audit confirmation requests. Followed any confirmation exceptions to satisfactory conclusion. Also, provided schedules as requested to the external auditors. Instrumental at identifying and assisting in the correction of major flaws in operational processes and internal controls. Member of Data Processing Search Committee. Assisted in a conversion and implementation of a document imaging and payment system. Acted as an internal data processing and personal computer consultant. Assisted in the implementation of a Novell LAN and in the installation of an automated mortgage loan origination package, including servicing. Left due to a merger with a larger regional bank. (Merged with Bank South/Nations Bank)

Citizens Bank
ControllorDallas, GA
December 1989 - June 1991

Reported directly to the bank president. Responsible for financial reporting, internally and externally. Successfully managed \$18 million investment portfolio. Increased tax equivalent portfolio yield. Managed daily cash flows while maximizing interest margins. Key member of Asset/Liability Committee. Responsible for negotiating significant contracts and purchases of fixed assets. Involved in Merger and Acquisition work. As risk manager, negotiated and reviewed all insurance coverages for adequacy. Active participate in strategic planning and budgeting processes. Liaison between bank and external auditors. Left due to a pending merger. Liason between Board of Directors and internal/external auditors. Provided schedules and assisted as requested. Coordinated all external audit confirmation requests. Followed any confirmation exceptions to satisfactory conclusion. Assisted with set up and management of mortgage servicing. (Merged with First National Bank, Gainesville, GA, then Regions Bank)

First Federal Savings and Loan Association
Controllor/Internal AuditorWarner Robins, GA
June 1987 - December 1989

Established the internal audit and compliance functions. Reported to the Chairman of the Audit Committee and Board of Directors. Instrumental in improving controls and procedures until September 1988. Implemented a formal audit calendar and reporting procedures as recommended by external auditors. Late 1988, I became controllor and was responsible for financial reporting, internally and externally. Reported to the CFO. Managed daily cash, assets and liabilities for maximization of interest margin. Responsible for personal computer and data communication operations. Member of Data Processing Search Committee. Key member of a conversion and implementation team. Risk and fixed asset manager. Merger and acquisition experience. Coordinated all external audit confirmation requests. Followed any confirmation exceptions to satisfactory conclusion. Assisted in the management of a \$385 million FHLMC and FNMA mortgage servicing portfolio. Left due to a pending merger with a larger regional bank. (Merged with Columbus Bank and Trust, Columbus, GA)

Citizens and Southern Georgia Corporation
Audit OfficerMacon, GA
June 1982 - June 1987

Developed as an internal auditor with broad exposure to all areas of bank branch and operations. Wrote numerous audit programs and enhanced other audit programs as deemed necessary during audits. Liaison with corporate legal and EDP audit staff. Managed audit staffs of up to nine professionals. Wrote audit reports in accordance with Generally Accepted Auditing Standards and presented findings to management and boards. Provided Ernst and Whiney schedules, workpapers and other support as requested. Worked directly with the merger and acquisition team for the acquisition of Florida banking operations.

COURT RELATED EXPERIENCE – 4 YEARS

Floyd A. Morell, Plaintiff v. Regions Bank, Defendant, Circuit Court of Baldwin County, Alabama, Case No. CV 2010-901124 – Opinion and Deposition

Rimes/James v. Heritage Bank, Defendant, Circuit Court of Chatham County, Georgia

Bobby G. Slate, et al. Plaintiffs vs. Rhonda L. Byrd, et al. Defendants, Civil Action No. 09 CV 852

United States v. Raysean Richardson, Defendant, US District Court of Northern Florida.

PUBLICATIONS – 10 YEARS

Danny has authored various articles concerning banking matters and served as a speaker for those items for the Georgia Society of Certified Public Accountants, Georgia Banking Association, Bank Administrative Institute and Community Bankers Association of Georgia. Topics included the following subjects:

- Bank Fraud – The Next Frontier
- Kiting – How to detect and prevent
- FASB 5/114 – Accounting for Allowance for Loan and Lease Losses
- Purchase vs. Pooling – Is it changing the merger atmosphere
- Money Service Businesses
- Internal Control – How do we improve?
- The Paperless Society – Making Imaging Work Productively
- What to Communicate to Shareholders about Privacy

Extra-curricular Activities

Georgia Society of Certified Public Accountants:

Current Member, Chairman of Financial Institutions Committee 1996-99.

American Institute of Certified Public Accountants:

Current Member.

Association of Certified Fraud Examiners:

Current Member.

Financial Managers Society:

Member 2008, 2009

Cherokee County Rotary:

Committee Chair, Sergeant in Arms

Professional References

Howard B. Montgomery
Executive Vice President
Merger and Acquisitions
The Renaissance Companies
Beauford, SC
Hmont1@hotmail.com
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Gregory McCraw
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Gregory B. McCraw, CPA
Raleigh, NC
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Rep. Tom Graves
U.S. Congress
Ranger, GA
sovision@aol.com
770.548.2288

Personal Data

Date of Birth: January 27th, 1961

Place of Birth: Soperton, GA

Marital Status: Married

