

# Curriculum Vitae

of

## M. Martin Mercer, J.D., CPA, FCPA, CFE, CFF

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### Summary/Overview:

Mr. Mercer is one of over 118 partners of B2B CFO® nationwide providing CFO services to growing companies. B2B CFOs have, on average, over 25 years of high level finance, accounting and senior level corporate executive experience. Mr. Mercer leads the B2B CFO® Litigation Services Practice which offers thousands of years of combined experience in virtually every area of finance, accounting and business to litigating attorneys in the areas of litigation support, financial fraud investigations, forensic accounting and expert witness services.

Mr. Mercer is a Certified Public Accountant and an Attorney with over 25 years of experience in business management, financial planning, information technology, and software development. He comes from a 'Big 4' accounting background and has accumulated a breadth of experience leading and managing the fiscal, operational, and technological functions of companies whose industries include real estate, software development, e-commerce, law, tax, insurance, and public accounting. His expertise includes finance and accounting, legal/contract negotiations, e-business, e-commerce, strategic marketing, new product development, organizational development, and IT integration project development. Additionally, for over 20 years Mr. Mercer has taught accounting theory, auditing, business law, and computer science to college students and CPA candidates.

Mr. Mercer's experience includes forensic accounting services to attorneys involved in business litigation, and served as Vice President of Financial Fraud Investigations during the Savings & Loan meltdown in the 1990s. He is a Certified Fraud Examiner (CFE), a Forensic CPA, and Certified in Financial Forensics (CFF) through the American Institute of Certified Public Accountants (AICPA).

### Education/Licensing:

- Juris Doctorate: McGeorge School of Law, University of the Pacific, Sacramento, California, 1981.
- Bachelor of Arts, Accounting (Economics): University of California, Los Angeles, 1978.
- Certified Public Accountant: Licensed in Colorado, 1982 to present.
- Attorney: Colorado State Bar Certified and Licensed, 1981 to present.
- Certified Fraud Examiner (CFE), Association of Certified Fraud Examiners, 2006 to present
- Forensic CPA (FCPA), Society of Forensic CPAs, 2006 to present.
- Certified in Financial Forensics (CFF), American Institute of Certified Public Accountants (AICPA).

## **Accounting/Forensic Accounting Experience:**

**B2B CFO, LLC**  
**Denver, Colorado**  
**Senior Partner**  
**2005 to Present**

B2B CFO LLC is a National partnership, founded in 1987, specializing in providing affordable on-site part-time CFO services to small to mid-size businesses. Partners provide services regarding financial reporting, cash improvement, creditor/lender relations, business plan development, investor contacts/relationships, HR issues, sales and marketing challenges.

**Paul Chamberlain International**  
**Beverly Hills, California**  
**Vice President, Financial Fraud Investigation**  
**1990 to 1993**

Directed and coordinated financial and computer fraud investigations for this firm dedicated to investigations involving white-collar crime and financial institution losses. The company was comprised primarily of former FBI special agents and handled the kidnap and extortion crisis response team for Lloyd's of London insureds. Performed security surveys, provided litigation services, prepared investigative reports and criminal referrals for submission to the FBI, analyzed complex real estate transactions where fraud or malfeasance was suspected, performed statistical analyses for fraud, and managed the NBA draft background investigation program.

Assignments Included:

- Litigation services that included assisting in the preparation of pleadings, responses, interrogatories and exhibits; preparing for depositions and direct & cross examinations.
- Analyzed complex real estate transactions where fraud or malfeasance was suspected.
- Interfaced with local law enforcement & the FBI on cases where prosecutable criminal offenses may have occurred.
- Prepared investigative reports and criminal referrals for submission to the FBI.
- Performed statistical analyses on automotive loan pools to establish that the loan default rate was dramatically shorter for loans accepted from specific suspicious automobile dealers vs. the general population of automobile dealers in the loan pools as a whole. This information pointed federal investigators to specific loan officers and automobile dealerships, resulting in criminal referrals.
- Successfully defended a company owner/partner against allegations of mismanagement by his business partners resulting in the bankruptcy of his franchised 50-store retail chain. Discovered evidence of long-term embezzlement on the part of the suing partners and secured countersuit settlement for client.
- Searched for & located hidden assets of former officers & directors of S&Ls.
- Provided expert witness testimony both at deposition and trial.

**Financial Decisions Systems, Inc.**  
**Agoura Hills, California**  
**Director of Client Services**  
**1989 to 1990**

Financial Decision Systems, Inc. is a software development company, which offers corporate tax software (Corptax) to Fortune 500 companies. Responsibilities included:

- Management & Supervision of the Technical Support Hotline staffed by thirteen individuals.
- Development & Implementation of Client Round Table Seminars offered Nationwide.
- Development of Regional Corptax User Groups nationwide.
- Created & Authored the Corptax Weekly Technical Update Newsletter advising clients of technical corrections and/or hints on how to more effectively use the tax software.
- Developed teaching & instructional materials for 28 different classes offered at the FDSI Annual Users Symposium attended by 350 users.

**BDO Seidman**  
**Denver, Colorado**  
**Director of Management Information Services**  
**1987 to 1989**

A 'Big 12' CPA firm. Responsibilities included development of the management consulting services practice providing services in strategic business planning; information systems; & litigation support:

- **Information Systems Consulting:** Developed expertise at installing & maintaining Novell networks; recommended, implemented & trained clients on a variety of accounting systems including MAS 90, Great Plains, Solomon, Peachtree & Open Systems; developed customized database & spreadsheet application programs to address specialized client needs.
- **Strategic Planning:** Significantly enhanced the existing practice by applying forecasting & systems analysis using a variety of computerized projection & modeling programs.
- **Litigation Support Services:** Combined new advances in optical technology with free-form full textual databases enabling attorneys to perform word searches on the textual evidential matter.

**Coopers & Lybrand**  
**Denver, Colorado**  
**Manager of Microcomputer Advisory Services**  
**1982 to 1987**

A 'Big 4' CPA firm. Responsibilities included:

- **Practice Development:** Development & implementation of a business plan for the new MAS Group which included hiring of staff, day-to-day supervision, engagement profitability, and ongoing marketing programs.
- **Nature of Engagements:** Engagements involved providing executive computer training; making recommendations on hardware & software acquisitions; installing computerized information systems; training client staff on the

relevant application software (i.e. word-processing, accounting, spreadsheet, & database); and developing customized spreadsheet & database programs. Accounting systems upon which clients were installed, supported and trained included MAS 90, Great Plains, Solomon, Peachtree and Open Systems.

- **Software Development:** Authored six computer based application programs that were used by over 90 Coopers & Lybrand tax offices throughout the United States. Received an award for “Best Software Developed” within Coopers & Lybrand for the “1065, K-1 Print Program” and the “Oil & Gas Cost & Percentage Depletion Program”. This program eliminated the need for Coopers & Lybrand offices to use FASTAX to print syndicated partnership tax returns and, as a result, saved millions of dollars annually in out-of-pocket costs firm-wide which was a direct contribution to the bottom-line.

## **Legal Experience:**

### **LAW OFFICE OF M. MARTIN MERCER**

**Denver, Colorado**

**Family Law Attorney**

**1997 to 2004**

A law practice specializing in divorce & family law. Mission statement was to help children and parents through the pain and uncertainty of their separation and divorce:

- Private practice representing clients in dissolution & family law matters.
- Court Appointed Guardian ad Litem & Children’s Legal Representative in dissolution & child custody cases.
- Prepared pre-trial documents including: petitions, responses, interrogatories, request for documents, affidavits, notice of depositions, settlement letters, stipulations, and correspondence to clients and opposing counsel.
- Attended depositions, settlement conferences, OSC hearings, contempt proceedings, and trials.
- In court trial activities included: opening statements, introduction of evidence, direct & cross examination of witnesses, and closing arguments.

## History of Litigation Support/Expert Witness Experience:

### **Slater Numismatics, LLC v. 3 Black Diamond Holding Corp., d/b/a ICG 2008**

Case No. 2008CV1765, District Court, City & County of Denver, Colorado

**Nature of Case: Breach of contract re: sales commissions; counter-claim of fraud & collusion.**

Plaintiff alleges a lifetime 30% commission on all future revenue from specific clients. Defendant's counter-claim asserts fraud and collusion with their prior President in perpetrating a scam to embezzle monies from Defendant.

### **3 Black Diamond Holding Corp. v. James Taylor; Driving Force LLC, et al. 2008**

Case No. 08 CV 0026, District Court, Arapahoe County, Colorado

**Nature of Case: Officer's violation of non-compete agreement/self-dealing/interference with customer contracts.**

The existing CEO, in violation of their fiduciary duty not to engage in self-dealing, interfered with the contractual rights between the company and its clients. Additionally, the CEO quit, opened a competing business in violation of their non-compete agreement, and hired away most of the company's employees.

### **Dakota Water Resources, LLC, et al. v. High Plains A&M LLC, et al. 2007**

Case No. 06 CV 6694, District Court, Arapahoe County, Colorado

**Nature of Case: Water rights contract dispute/expert witness re: accounting principles and damages.**

Partner dispute in a water rights development LLC wherein the suing partner tried to get a percentage of the sale of water rights based upon a creative interpretation of an agreement between the parties that was not based on any generally accepted accounting principles (GAAP). Client prevailed.

### **Terri Ann Morris v. Sara Talbert, Brian Wiffen, et al. 2006**

Case No. 05 CV 3122, District Court, Denver County, Colorado

**Nature of Case: Partner dispute over improper use & management of funds/forensic accounting engagement.**

Two partners were in a dispute over the improper withdrawal of funds from the three daycare centers they started and ran together. Analyzed four years of monthly financial statements of the three related and closely held companies to discover and establish trends regarding the withdrawal of funds by the adverse principals. Evaluated four years of check registers for the three companies to quantify the hidden amounts withdrawn by the adverse principals.

### **Insurance Commissioner - State of Hawaii v. Primeguard Ins. Company, Inc. 2005**

Case No. S.P. No. 05-1-0443 VSM, Circuit Court, First Circuit, Hawaii

**Nature of Case: Fraud investigation exposing executive fraud & theft.**

Investigated and discovered numerous instances of executive fraud and corporate theft in and around Primeguard Insurance Company and its related entities surrounding extended service warranties sold to consumers over the Internet. The Insurance Commissioner of the State of Hawaii took over and shut down the entities for failing to maintain adequate reserves to pay for future against the companies.

### **MDC Holdings, Inc., et al. v. Commissioner of Internal Revenue 1995 - 1996**

**Nature of Case: Denial of taxable capitalized interest deductions.**

The IRS denied a \$50 million deduction of accelerated capitalized interest. I became involved in the project when the RPG program on the AS/400 was unable to substantiate the \$50 million deduction. I redesigned the existing program building in favorable and aggressive, yet fully disclosed assumptions. One year after redesign and implementation, the IRS agreed to allow \$49 million out of the \$50 million in deductions.

**Expansive Soils Class Action v. MDC Holdings, Inc.**

**1995 - 1996**

**Nature of Case: Expansive soils class action litigation (affecting 12,300 homes, settled in 1996).**

Designed & developed a database that quantified critical information regarding 20,000 homes built in the Denver Metropolitan Area for the purpose of determining if there was a statistical relationship between expansive soils and warranty complaints in basements. The Database established that there was, in fact, a statistically significant relationship between expansive soils and basement complaints and estimated the total potential exposure to the Company. Company attorneys then negotiated a favorable settlement to the class action lawsuit brought by homeowners.

## **Other Professional Experience:**

### **First Assured Warranty Corporation Greenwood Village, Colorado Director of Information Technology 2001 to 2005**

Spearheaded all IT functions for this provider of extended service warranties offered through car dealerships and via the Internet. Directed company-wide technology, including server and workstation functionality, website capabilities, email/anti-virus/anti-spam solutions, user application systems, and software development. Coordinated proprietary order entry, claims processing and accounting systems, call center operation, sales and claims queue processes, and efforts toward maintaining a competitive edge in the industry. Initiated a real-time reporting system for operations and claims reserve evaluation.

- Utilized cutting-edge technology to rebuild the internal network and Internet “cyber center” to defend against virus and hacker attacks. Maintained a 99.96 percent uptime for the internal network and a 99.93 percent uptime for the Internet cyber center.
- Re-engineered proprietary dealer and claims administration applications to optimize dealer contract data entry.
- Designed and implemented a new proprietary order entry and claims administration information system in the object model using VB.Net, SQL Server 2000, and OS Server 2003. The system is completely Internet-enabled, utilizing server redundancy and clustering to ensure maximum uptime and unlimited future growth.
- Managed the migration of enterprise information system from MS Server 2000/Windows 2000 to MS Server 2003/Windows XP. This involved 20+ servers, 50+ workstations, and 5 servers at our Cyber Center.

### **Page Digital, Inc. Englewood, Colorado Division Directorships 1998 to 2001**

Directed the finance, software development, and e-commerce applications development divisions for this webstore solutions provider. Oversaw financial compliance and reporting including cash receipts, cash disbursements, accounts payable, accounts receivable, payroll, and GL. Led a team of 35 programmers in building order entry, accounting, warehousing, inventory control, and manufacturing software solutions. Led the team that developed the business-to-consumer and business-to-business e-commerce webstores, including the development team that built and implemented the Synaro e-commerce webstore system dynamically producing catalogue, shopping cart, and order status functionality using Java and HTML.

- Designed and implemented a webstore online order and inventory system in six weeks, on time and within budget. Built version 2 of the webstore using Java and HTML as native languages in eight weeks.
- Instituted weekly software development and status update meetings, increasing the development team’s productivity by more than 50 percent. This significantly improved timely deliveries of go-live modifications and reduced turnaround time for existing customer software development projects.
- Built a budget and forecasting system to track and forecast the timing and sources of future revenue and to manage the expenditure of ongoing operating expenses and development costs.

**MDC Holdings, Inc.**  
**Denver, Colorado**  
**Director of Applications Programming**  
**1993 to 1997**

Managed the senior programmers and business analysts providing programming support services for the ninth largest U.S. homebuilder. Served as project manager for a company-wide integrated, computerized point of sale/sales presentation/inventory/prospect follow-up system. Developed a database that quantified critical information regarding homes built in the Denver metropolitan area and established that there was a statistically significant relationship between expansive soils and basement complaints, allowing company attorneys to negotiate a favorable settlement in a class-action litigation.

- Designed a sales force office automation solution that contributed \$29 million in annual renewable gross revenue and \$6.5 million annually to the company's bottom line.
- Within a two-year period, successfully completed more than 350 project requests and reduced the 200 backlogged inherited project requests to fewer than 30.

## **Teaching History:**

### **BECKER CPA REVIEW COURSE, Instructor**

Denver, Colorado

1982 to Present

#### **Subjects Taught:**

- **Accounting:** Accounting Theory, Fixed Assets, Inventory, Cost Accounting, Leases, Earnings-per-Share, Bond Amortization, Consolidations, Fund Accounting, Taxes, Financial Statement Analysis, and Auditing.
- **Business Law:** Contracts, Torts, Sales, Agency, Insurance, Negotiable Instruments, Property, Secured Transactions, Types of Business Entities, Bankruptcy, and Regulatory & Employment Law.

### **EL CAMINO COLLEGE, Professor**

Los Angeles, California

1990 to 1992

#### **Subjects Taught:**

- **Accounting:** Basic Accounting Theory, Fixed Assets, Inventory, Cost Accounting, Debt Financing, Types of Equity and Financial Statement Analysis.
- **Business Law:** Contracts, Torts, Sales, Agency, Insurance, Negotiable Instruments, Property, Secured Transactions, Types of Business Entities.

### **SANTA MONICA COMMUNITY COLLEGE, Professor**

Santa Monica, California

1990 to 1992

#### **Subjects Taught:**

- **Computer Science:** History of Computers; Introduction to DOS, Editor & Basic; Introduction to WordPerfect; Introduction to Lotus 1-2-3; Intermediate WordPerfect; Intermediate Lotus 1-2-3; and Introduction to dBase III+.

## **Honors/Awards:**

- “Best Software Developed” for the “1065 K-1 Print Program” and the “Oil & Gas: Cost & Percentage Depletion Program”, Coopers & Lybrand, 1984.

## Technical Environments:

<b>Computer Hardware:</b>	Intel, AS/400, RS6000 platforms.
<b>Application/Web Servers:</b>	WebSphere, WebLogic, Apache.
<b>Operating Systems:</b>	Windows (All), Unix (AIX), OS400, MS-DOS
<b>Networking/Backup:</b>	10/100 Mb Ethernet LAN, Novell LAN using 4 & 16 Mb Token Ring, Windows For Workgroups version 3.11, NovaNet, Dell PowerVault 128T(LTO)
<b>Languages:</b>	RPG, Basic, Java, HTML, Visual Basic 6, VB.Net, SQL Server 2000
<b>Security/System Monitoring:</b>	CheckPoint Firewall-1, Norton AntiVirus Enterprise Edition, Brightmail Anti-Spam, Saint Security, SiteScope
<b>Applications:</b>	MAS 90, Great Plains, Solomon, Peachtree, QuickBooks and Open Systems. Payroll: ADP, Ceridian Source 500, and PayChex. Tax Preparation: Corptax, TMS and TurboTax. Billing Systems: Timeslips and BSA. Databases: SQL Server, DB2, Oracle. Proprietary Homebuilding system; Synaro Software, and The APEX Order Entry and Claims Administration Information System.