

# **Carrollton Capital Partners, LLC**

## **Business Continuity Plan (BCP)**

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Updated November, 2016

### **I. Emergency Contact Persons**

Our firm's two emergency contact persons are:

1. Christopher P. ("Chris") Tyrrell, CEO  
609-498-7638, [ctyrrell@offerboard.com](mailto:ctyrrell@offerboard.com);  
609-647-5444, [ctyrrell@uspdg.com](mailto:ctyrrell@uspdg.com)
2. Patricia Faranetta, Executive Assistant  
609-498-7638, [pattie@offerboard.com](mailto:pattie@offerboard.com);  
609-273-7743, [pfaranetta@gmail.com](mailto:pfaranetta@gmail.com)

The firm will provide FINRA with the contact information for the two emergency contact persons: (1) name; (2) title; (3) mailing address; (4) email address; and (5) telephone number; through the FINRA Contact System (FCS). Mr. Tyrrell will promptly notify FINRA of any change in this information through FCS (but no later than 30 days following the change) and will review, and if necessary update, this information within 17 business days after the end of each calendar year.

*Rule: FINRA Rule 4370(f); NASD Rule 1160.*

### **II. Firm Policy**

Our firm's policy is to respond to a Significant Business Disruption (SBD) by safeguarding employees' lives and firm property, making a financial and operational assessment, quickly recovering and resuming operations, protecting all of the firm's books and records, and allowing our customers to transact business.

#### **A. Significant Business Disruptions (SBDs)**

Our plan anticipates two kinds of SBDs, internal and external. Internal SBDs affect only our firm's ability to communicate and do business, such as a fire in our building. External SBDs prevent the operation of the securities markets of a number of firms, such as a terrorist attack, a city flood, or a wide-scale, regional disruption. Our response to an external SBD relies more heavily on other organizations and systems, especially on the capabilities of our providers of electronic communications and storage media.

## B. Approval and Execution Authority

Chris Tyrrell, CCO, is responsible for approving and executing the plan and for conducting the required annual review.

## C. Plan Location and Access

Our firm will maintain copies of its BCP plan and the annual reviews, and the changes that have been made to it for inspection. An electronic copy of our plan is located in Salesforce at <https://offerboard.my.salesforce.com> in the Firm Library/Compliance/Policies and Procedures

*Rule: FINRA Rule 4370(b), (d) and (e).*

## III. Business Description

Our firm conducts business in equity securities. Our firm business is limited to private placements and related advisory services; it does not perform any type of introducing or clearing function for itself or others. Furthermore, we do not hold customer funds or securities. Our firm services only accredited investors and institutional customers.

#### **IV. Office Locations**

Our Main Office is located at 40 N Tulane St., Princeton NJ 08542. Its main telephone number is 609-498-7638. Our employees travel to that office by car.

##### Branch Locations:

2515 So. Hood Street  
Tacoma, WA 98402  
(253) 327-1493  
Contact: Craig Dickens

1600 N. 71<sup>st</sup> Street  
Suite140  
Scottsdale, AZ 85254  
(480) 483-0919  
Contact: Greg Smith

3663 Cheryl Lynne Court  
Las Vegas, NV 89139  
(702) 463-0332  
Contact: John Illes

19 Oak Lane  
Glen Cove, NY 11542  
(917) 456-2371  
Contact: JP Teutonico

301 Main Street, Suite 8B  
San Francisco, CA 94105  
(312) 659-4477  
Contact: Hari Rhagavan

## **V. Alternative Physical Location(s) of Employees**

In the event of an SBD, we will move our staff from affected office(s) to the closest unaffected location(s) where access to the internet may be achieved and/or cell phone coverage is available.

*Rule: FINRA Rule 4370(c)(6).*

## **VI. Customers' Access to Funds and Securities**

Our firm does not maintain custody of customers' funds or securities, nor does the Firm introduce customers to a clearing broker for same.

## **VII. Data Back-Up and Recovery (Hard Copy and Electronic)**

Our firm maintains its primary hard copy books and records at 40 N Tulane St., Princeton NJ 08542 and its electronic books and records at Global Relay (correspondence) and NetDocuments. Chris Tyrrell, CCO, is responsible for the maintenance of these books and records.

The firm relies on the NetDocuments' system redundancy to back up its electronic records.

In the event of an internal or external SBD that causes the loss of our paper records, we will physically recover them from our back-up site. If our primary site is inoperable, we will continue operations from our back-up site or an alternate location. For the loss of electronic records, we will either physically recover the storage media or electronically recover data from the NetDocuments back-up site.

*Rule: FINRA Rule 4370(c)(1).*

## **VIII. Financial and Operational Assessments**

### **A. Operational Risk**

In the event of an SBD, we will immediately identify what means will permit us to communicate with our customers, employees, critical business constituents, critical banks, critical counter-parties and regulators. Although the effects of an SBD will determine the means of alternative communication, the communications options we will employ will include cellular telephone and secure internet based communication such as email, messaging or Skype. In addition, we will retrieve our key activity records as described in the section above, Data Back-Up and Recovery (Hard Copy and Electronic).

*Rules: FINRA Rules 4370(c)(3), (c)(4), (c)(5), (c)(7), (c)(9) & (g)(2).*

### **B. Financial and Credit Risk**

In the event of an SBD and if we determine that we may be unable to meet our obligations to customers or otherwise continue to fund our operations, we will request additional financing from our owners or other credit sources to continue to fulfill our obligations to our customers. If we cannot remedy a capital deficiency, we will file appropriate notices with our regulators and immediately take appropriate steps, including suspension of certain business activities, contacting SIPC, and temporary lay-off of non-essential personnel.

In the event there is suspension or termination of the Company's business, the Company will attempt to notify customers regarding the situation and provide them with instructions for verifying transactions in process or for conducting future business. Notification will be a form allowed based on the circumstances permitted by regulatory authorities and may include telephone calls, letters, or secure email. In addition, the Firm will retrieve key activity records as described in the section above, Data Back-Up and Recovery (Hard Copy and Electronic).

*Rules: FINRA Rules 4370(c)(3), (c)(8) & (g)(2).*

## **IX. Mission Critical Systems**

Our firm does not maintain trading or other critical systems to handle customer accounts since its business is limited to certain investment banking and other corporate finance activities (including, acting as the placement agent in the offering of private, unregistered securities). The issuer of these securities is solely responsible for maintaining information regarding the holdings and the valuation of each investor's interest in these issues.

In the event of an internal or external SBD, the Company will attempt to continue to offer these services provided that doing so does not place our employees or customers in harm's way. These services may be temporarily suspended if the Company determines that safety cannot be assured or if critical systems necessary for offering these services, such as telephone or Internet systems are disrupted.

Chris Tyrrell will periodically review our clearing firm's capabilities to perform the mission critical functions the clearing firm has contracted to perform for our firm.

## **X. Alternate Communications Between the Firm and Customers, Employees, and Regulators**

### **A. Customers**

We now communicate with our customers using the telephone, email, U.S. mail and in-person visits at our firm or another location. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party. For example, if we have communicated with a party by email but the Internet is unavailable, we will call them on the telephone and follow up where a record is needed with paper copy in the U.S. mail.

*Rule: FINRA Rule 4370(c)(4).*

### **B. Employees**

We now communicate with our employees using telephone, email, and in person, etc. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party.

Call Tree for Employees:

C. Tyrrell (609) 647-5444 > P. Faranetta (609) 273-7743

Rule: FINRA Rule 4370(c)(5).

## C. Regulators

We are currently members of FINRA, and are also regulated by the SEC. We communicate with our regulators using telephone, email, U.S. mail, in person, etc. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party.

*Rule: FINRA Rule 4370(c)(9).*

## **XI. Critical Business Constituents, Banks, and Counter-Parties**

### A. Business constituents

We have contacted our critical business constituents (businesses with which we have an ongoing commercial relationship in support of our operating activities, such as vendors providing us critical services) and determined the extent to which we can continue our business relationship with them in light of the internal or external SBD. We will quickly establish alternative arrangements if a business constituent can no longer provide the needed goods or services when we need them because of a SBD to them or our firm. Our major suppliers are:

Email archive and review	Global Relay Communication	support@globalrelay.net	866-484-6630
Electronic Storage Media (books and records)	NetDocuments	feedback@netdocs.com	866-638-3627
Domain host	Azure	<a href="mailto:azbackup@microsoft.com">azbackup@microsoft.com</a>	800-642-7676
FinOp	David Chaskin	dchaskin@offerboard.com	914-263-4742

*Rules: FINRA Rule 4370(c)(7).*

### B. Banks

The bank maintaining our operating account is: Bank of America, NA, 1120 Post Rd., Darien, CT 06820, 800-432-1000. If the need arose and our bank and other lenders are unable to provide financing, we would seek alternative financing immediately from the firm's indirect owner, US Platform Development Group Inc. and/or its owner Nehemiah Interests LLC.

*Rules: FINRA Rule 4370(c)(7).*

## C. Counter-Parties

We have contacted our critical counterparties, such as other broker-dealers or institutional customers, to determine if we will be able to carry out our transactions with them in light of the internal or external SBD. Where the transactions cannot be completed, we will contact those counterparties directly to make alternative arrangements to complete those transactions as soon as possible.

*Rules: FINRA Rule 4370(c)(7).*

## **Regulatory Reporting**

Our firm is subject to regulation by FINRA, the SEC and certain state securities regulators. We now file reports with our regulators using paper copies in the U.S. mail, and electronically using email and the Internet. In the event of an SBD, we will check with the SEC, FINRA and other regulators to determine which means of filing are still available to us, and use the means closest in speed and form (written or oral) to our previous filing method. In the event that we cannot contact our regulators, we will continue to file required reports using the communication means available to us.

The Company's current regulators can be reached as follows:

FINRA – District 9  
581 Main Street, 7th floor  
Woodbridge, NJ 07095-1164

NJ Department of  
Banking and Insurance  
20 West State Street  
PO Box 325  
Trenton, NJ 08625

SEC  
Andrew Calamari, Regional Director  
Brookfield Place  
200 Vesey Street, Suite 400  
New York, NY 10281-1022

*Rule: FINRA Rule 4370(c)(8).*



**XII. Disclosure of Business Continuity Plan**

Attached is our written BCP disclosure statement we provide customers at the time of engagement. We also mail it to customers upon request.

*Rule: FINRA Rule 4370(e).*

**XIII. Updates and Annual Review**

Our firm will update this plan whenever we have a material change to our operations, structure, business or location or to those of our clearing firm. In addition, our firm will review this BCP annually to modify it for any changes in our operations, structure, business or location or those of our clearing firm.

*Rule: FINRA Rule 4370(b).*

**XIV. Senior Manager Approval**

I have approved this Business Continuity Plan as reasonably designed to enable our firm to meet its obligations to customers in the event of an SBD.

*Rule: FINRA Rule 4370(d).*

Signed:



Title: Chris Tyrrell, CCO

Date: November 7, 2016

**Carrollton Capital Partners, LLC's Business Continuity Planning**

Carrollton Capital Partners, LLC has developed a Business Continuity Plan on how we will respond to events that significantly disrupt our business. Since the timing and impact of disasters and disruptions is unpredictable, we will have to be flexible in responding to actual events as they occur. With that in mind, we are providing you with this information on our business continuity plan.

**Contacting Us** – If after a significant business disruption you cannot contact us as you usually do, you should call 609-647-5444 or go to our website at <http://www.offerboard.com>.

**Our Business Continuity Plan** – We plan to quickly recover and resume business operations after a significant business disruption and respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm's books and records, and allowing our customers to transact business. In short, our business continuity plan is designed to permit our firm to resume operations as quickly as possible, given the scope and severity of the significant business disruption.

Our business continuity plan addresses: data backup and recovery; all mission critical systems; financial and operational assessments; alternative communications with customers, employees, and regulators; alternate physical location of employees; critical supplier, contractor, bank and counter-party impact; and regulatory reporting.

Our vendors for electronic storage of books and records, Salesforce and NetDocuments, back up our important records in a geographically separate area.

**Varying Disruptions** – Significant business disruptions can vary in their scope, such as only our firm, a single building housing our firm, the business district where our firm is located, the city where we are located, or the whole region. Within each of these areas, the severity of the disruption can also vary from minimal to severe. In a disruption to only our firm or a building housing our firm, we will transfer our operations to a local site when needed and expect to recover and resume business within 24 hours. In a disruption affecting our business district, city, or region, we will transfer our operations to a site outside of the affected area, and recover and resume business within 48 hours. In either situation, we plan to continue in business and notify you through our website or our customer emergency number, 609-647-5444 how to contact us. If the significant business disruption is so severe that it prevents us from remaining in business, we will assure our customer's prompt access to their funds and securities.

**For more information** – If you have questions about our business continuity planning, you can contact us at Carrollton Capital Partners, LLC, 40 N. Tulane St., Princeton NJ 08542, 609-498-7638, [cyrrell@offerboard.com](mailto:cyrrell@offerboard.com).