

Exhibit D



Management Presentation to CertusBank Board of Directors

April 8, 2014

Facts Regarding Letters from Investors

- Pervasive misinformation and innuendo in investors' complaints
- *ICS assertions are easily rebutted and real financials are available for review
 - *Community participation vs. direct marketing
 - *Accuracy of "excessive" expenses
 - *Filing S-1
 - *Financial Impact of Allegations
 - * All contributions to elected officials were personal and not reimbursed

Integrated Capital Strategies (ICS)

- * Staffed with senior level professionals
- * Fully transparent
 - * Bid on 3 banks in 2011; budget \$33 million in workout expenses
 - * Total ICS billing \$9 million from 2011-13
- * Approved by OCC; Arm's-length transaction
- * Disclosure of ICS relationship to investors
 - * Reimbursement Agreement
 - * Stock-Purchase Agreement
 - * OCC Operating Agreement
- * Bank launched from ICS platform
- * Total Investment by principals of \$1,051,355
 - * Jones: Investment of \$465,000; \$50,000 loan reduction for taxes
 - * Webb: Investment of \$83,500; \$20,000 loan reduction for taxes
 - * Charleston: Investment of \$249,000; \$28,666 loan reduction for taxes
 - * Williams: Investment of \$203,855; \$287,009 loan reduction and distribution
 - * Davis: Investment of \$50,000; \$0 loan reduction or distribution

Integrated Capital Strategies (ICS) (cont.)

- * 23 salaried employees in 2011; 12 in 2013
- * Dixon Hughes report:
 - * September 2012 billing rate schedule: “The rates charged by ICS to CertusBank were at or below the identified rates of KPMG and Elliot Davis.”
 - * “[B]illable rates determined by ICS in September 2011, were at or below those charged by alternative service providers identified in September 2012”
- * Phony financials in Weinger letter: Greer Walker audited only 2012
- * Bryan Williams hired in 2011; billed at \$94/hour, not \$194/hour as alleged (initially as unpaid intern) before raising capital to buy banks; made \$39,500 in 2011

Third Party Services

- * The Furman Company
 - * Rent and Expenses such as property taxes, lawn care, maintenance
- * Orion Advisory LLC: Criticism?
- * McColl Partners
- REDACTED**
- * Charleston Group
 - * Multi-lawyer firm with significant other clients
 - * Advice and Counseling services (including \$83,000 for expense reimbursement)
 - * Litigation matters
 - * Contract/Vendor management
 - * Board-related matters

Expenses

- * Private Jet Card
 - * HQ and branches not easily accessible via commercial carriers
 - * Utilized by Board and Teammates as well
- * Marketing & Community Investment
 - * First two years bank invested in communities instead of advertising for radio and television
 - * Marketing through partnerships with Universities and Sports Franchises instead of direct mail campaigns
 - * Tickets most often used by relationship managers
 - * Community Reinvestment Act (CRA) requirements
- * AMEX: Gross distortion; used for business expenses only such as training, meetings, customer events, and other similar items
- * “Limousines” are SUVs instead of taxis
- * Steve Madden – Teammate not Wolf of Wall Street shoe entrepreneur

Memberships

- * Club memberships acquired on behalf of senior bank leadership for bank business; not “golf memberships”
- * Commerce Club: Greenville, not Atlanta
 - * Largest spender is Paul Sparks
 - * Used for Bank team meetings and 2 Board meetings because of inadequate facilities and meeting space
- * Bentley's on 27
 - * Not a private club but a commercial restaurant
 - * Event at the Democratic National Convention (Universal Attractions was the band)
- * Delta Iota Lambda Chapter of Alpha Phi Alpha
 - * Sponsorship of a golf tournament honoring Bob Wright
- * Alleged Luxury Offsites and Vacation Related Expenses
 - * No personal vacations. Bank meetings only

Assets

- * Headquarters expenditures are assets that are depreciated over many years
 - * No movie theater; training and conference center with an auditorium
 - * Art is an appreciating asset with depreciating book and tax treatment
- * Condominium purchases were in lieu of relocation expenses
- * Realized a gain on sale of unit used by C.W.
- * Company Cars: common practice for multi-branch/multi-state banks and are depreciated
- * American SUVs (non-luxury brands)
- * Capacity to carry employees and customers

Sale of Cars

REDACTED

Regulation O Loans

- * Regularly reported
- * Scrutinized by Regulators; no violations cited
- * Common in banking
- * 2 executives; 2 board members
- * All loans approved by Risk Committee and performing

On Race and Misogyny

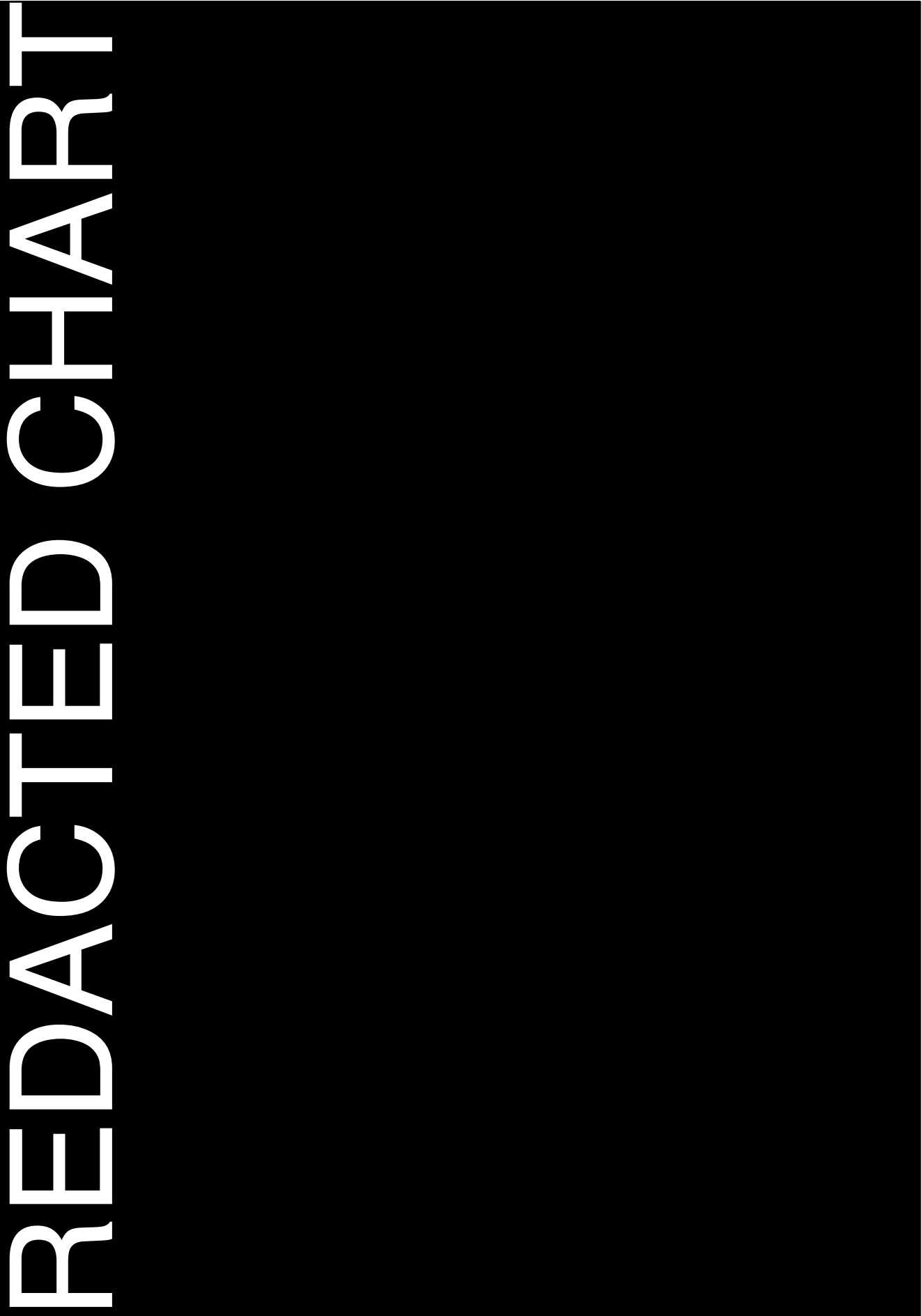
- * Weinger: Misinformed but Motivated – by what?
- * “This is not a social experiment.”
- * “The stereotypes are horrible but unfortunately in this case they are true.”
- * “My father once told me that you only know *what you’ve been taught.*”
- * “CertusBank donated \$118,750 to the Congressional Black Caucus (CBC) in 2012 alone. A common characteristic of corporate fraudsters and the misappropriation of corporate assets is a very public generosity to charities.”
 - * The CBC is not a charity.
- * Angela Webb, President: “Chief Interior Decorator”

Breach of NPPI

- * Disclosure by Weinger of sensitive information
- * Potential consequences for the Bank
 - * Regulatory
 - * Private Litigation
 - * Customer Risks
- * Source of information?
- * Out of all “watch credits” targeted:
 - * 100 *Black Men of Atlanta*
 - * CW Williams Community Health Center
 - * No losses on either loan

CertusHoldings, Inc.
Analysis of impact of points in S/H letter

REDACTED CHART



Line of Business

12/31 FTE

January RIF

Current FTE

RIF FTE Revised FTE % Reduction NOTE

REDACTED CHART