

2. In short, the Dietrich Entities—Mr. Dietrich, Solidaris, Cirrus, and Cantley Dietrich—fraudulently induced Head Genetics into a contract in furtherance of a tax mitigation scheme by falsely claiming their scheme was legitimate under IRS rules and applicable law, even though it was clearly not. After uncovering Counterdefendants’ deceit, Head Genetics terminated its contract with Mr. Dietrich’s company, Solidaris, and syndicated its own, entirely different tax strategy. Seeking to hide their misdeeds, Solidaris and Cirrus filed this lawsuit, falsely claiming that Counterplaintiffs were trying to steal their invalid, fraudulent strategy.

Background

3. Mr. Dietrich presents himself generally—and certainly to Head Genetics and Fabian Maclaren—as a tax attorney with years of experience structuring legitimate, tax-preferred investment opportunities. He presents his companies, Solidaris and Cirrus, and his law firm, Cantley Dietrich, as vehicles to implement his allegedly proprietary, legitimate tax mitigation strategy for charitable donations that results in allegedly enormous deductions to investors (up to **20 times** the value of the donated goods). Trading on the “halo” of Mr. Dietrich’s status as a tax attorney and military veteran, the Dietrich Entities represent to unsuspecting investors and business partners that this “strategy” is entirely legitimate and legal, based on a 100+ page legal opinion letter that they conveniently feel the need to keep secret.

4. Head Genetics and Mr. Maclaren, like many companies and investors, past and present, were drawn into Counterdefendants’ scheme by the promised returns, the air of legitimacy, and Mr. Dietrich’s personal representations that the Dietrich Entities had the experience and expertise to structure the allegedly legally-compliant offering. But Head Genetics later discovered, only after entering into a contract with Solidaris, that Counterdefendants’ promise was not only untrue, but also fraudulent.

5. The economics of Counterdefendants’ investment structure are grossly imbalanced, generating deductions that are disproportionate and untethered to the value of the donated property—and even more imbalanced when it comes to the returns of Mr. Dietrich’s entities—far beyond what the IRS would likely ever accept. That may be why one of Cirrus’ prior offerings is under IRS audit—a fact that, upon information and belief, Mr. Dietrich goes to great lengths to conceal.

6. Even more troubling, a deeper investigation by Head Genetics and Mr. Maclaren revealed that, in order to bolster returns from another offering in 2023, upon information and belief, Mr. Dietrich personally directed his employees to alter investment documents on required “Know-Your-Customer” and other investor forms, in order to bring in the greatest amount possible, with no regard for anti-money laundering and counterterrorism regulations.

7. Having uncovered Counterdefendants’ facade, in the fall of 2024, Head Genetics walked away. The timing was risky—the Dietrich Entities had strung the company along for months with a combination of unanswered messages and intermittent assurances that the promised investment offering would launch and go through, with Mr. Dietrich knowing from confidential discussions with Mr. Maclaren that Head Genetics was relying on the promised revenue to meet its supplier and manufacturing obligations by year-end. As the Dietrich Entities were also aware, without the promised offering, Head Genetics would have to set up and complete its own transaction by year-end—with no guarantees of success—or risk losing its major IP assets and vendor contracts for failure to make scheduled payments.

8. But Head Genetics rightly refused to participate in the Dietrich Entities’ scheme to defraud investors, the IRS, and the American taxpayers. Instead, at great risk and expense, Head Genetics created a legitimate investment offering entirely on its own—retaining experts to

structure a new and legitimate transaction that would result in the donation of tens of millions of dollars' worth of medical devices to deserving public charities, and pulling together substantial investments, all just in time to close before the end of tax-year 2024.

This Litigation

9. Mr. Dietrich was apoplectic that Head Genetics rejected his fraudulent scheme and moved forward on its own legitimate transaction. In the final days before the Christmas holiday and in the final hours before Head Genetics would complete a multi-million-dollar transaction—that would result in the charitable donation of revolutionary devices that can detect concussive head trauma with only a saliva swab to deserving public charities that benefit children and the elderly—Mr. Dietrich concocted a complaint and motion for an emergency restraining order to shut Head Genetics down. He crafted a false story, where Solidaris—one of Mr. Dietrich's various companies—would:

- (a) assert a “trade secret” monopoly over the very idea of claiming tax benefits for charitable donations under well-known sections of the Internal Revenue Code (and specifically over a package of documents that it sent to numerous arms-length potential investors over the prior seven years without, upon information and belief, even an NDA and literally placed on a public, password-free DropBox account);
- (b) claim that Head Genetics “stole” those publicly available “trade secrets” for its own separate deal (after Solidaris terminated any and all deals with HGI and where HGI's separate transaction did not use Solidaris' offering documents or any of the faulty strategies contained therein, or take any business from Solidaris that Solidaris has not already passed on); and
- (c) use that “monopoly” to block not just Head Genetics' already-closing investment but ***any*** investment Head Genetics might ever offer involving any charitable giving deduction.

10. The Court, thankfully, did not enjoin Head Genetics' deal. Despite this outcome, and now that the dust has settled from their holiday gambit, rather than admit they took their big swing and missed, Solidaris and Cirrus press on. But in asserting these outlandish “trade secret”

claims, Mr. Dietrich, a Texas attorney, is unwisely shining a light on the apparently fraudulent scheme of himself, his companies Solidaris and Cirrus, and his law firm, Cantley Dietrich.

11. Specifically, the Dietrich Entities have engaged in a serial pattern of promoting questionable (at best) investment strategies, supposedly for charitable benefit. By disguising what are actually exorbitant fees as “operating expenses,” however, and with complicity and coordination between his companies and even his law firm in directly handling the funds, Mr. Dietrich, in fact, pockets more than **50% of every dollar invested** by investors. Not surprisingly, under such a set-up, it has been remunerative for Mr. Dietrich and his companies. In the past three years, upon information and belief, the Dietrich Entities have raised cash investments of over \$300,000,000—of which only 25% actually made its way to charities. The lion’s share remains in the pockets of the Dietrich Entities. These transactions depend, fundamentally, on an unreasonably aggressive and self-serving reading of the Internal Revenue Code that, in fact, may imperil the livelihoods and financial planning of Mr. Dietrich’s investors, including any who come from his home State of Texas.

12. In this regard, Head Genetics has already put its money where its mouth is by *refusing* to participate in the Solidaris scheme *because* of its apparent illegitimacy and because Head Genetics did not want to participate in the Dietrich Entities’ apparent fraud.

13. Head Genetics decided instead to chart its own course with a different model where, among other material changes, **75% of the investor’s money goes to the entity donating the medical supplies to the charity, rather than to Mr. Dietrich or another intermediary as “operating expenses.”** Upon information and belief, these material differences in models were known to Mr. Dietrich prior to his Christmas filings. Had the Dietrich Entities acknowledged these differences, it might have led them to let their former clients and business partners have their go

in the market, unfettered by lawsuits. Whether for vengeance, spite, or just poor judgment, Solidaris and Cirrus instead turned to the courts and brought this action. The Dietrich Entities' fraudulent misrepresentations regarding their questionable ability to create a legally compliant investment opportunity, and Mr. Dietrich's decision to trade on confidences received from Mr. Maclaren and Head Genetics as a trusted attorney and fiduciary, now occasion these Counterclaims.

The Counterclaims

14. For years, the Dietrich Entities have managed to avoid scrutiny of their apparently deceptive strategies, and enrich themselves enormously, without major consequence from the IRS. But in Head Genetics, they picked the wrong mark. Head Genetics discovered the apparent fraud and would not be complicit in it. Instead, at significant risk and expense, it charted its own legitimate course. And when challenged in court, albeit frivolously, Head Genetics did not back down.

15. Having survived the initial gambit, Head Genetics now seeks recompense for the damage done. For the sake of their business and reputations, Counterplaintiffs must clear the record, confirm that they are not fraudsters or trade secret thieves, and also seek recompense for the damage that Mr. Dietrich, by and through his companies Solidaris, Cirrus, and Cantley Dietrich, has caused.

16. Counterplaintiff Mark Bianchi accordingly counterclaims for Declaratory Judgment that Solidaris does not own "trade secret" rights to basic tax mitigation strategies and, further, Counterplaintiff Head Genetics seeks affirmative relief based on the damage caused by the Dietrich Entities' fraudulent misrepresentations, and Mr. Dietrich's abuse of his status and role as a fiduciary.

II.
RULE 47(C) DISCLOSURE

17. Counterplaintiffs seek monetary relief in excess of \$1,000,000, in addition to non-monetary relief as set forth herein.

III.
DISCOVERY CONTROL PLAN

18. Pursuant to Rule 190.4, Counterplaintiffs agree that discovery should be conducted pursuant to Level 3 as requested by Solidaris and Cirrus in their First Amended Petition and request that the Court enter a discovery control plan order tailored to the circumstances of this suit.

IV.
PARTIES

19. Counterplaintiff Head Genetics, Inc. is a Delaware corporation with its principal place of business in Nashville, Tennessee. Head Genetics has previously entered a special appearance in this lawsuit, and hereby enters an appearance.

20. Counterplaintiff Mark Bianchi, an individual, is a citizen and domiciliary of Tennessee and resides in Nashville, Tennessee. Mr. Bianchi has previously appeared in this lawsuit.

21. Counterplaintiff Carita Investments, L.L.C. (“Carita”) is a Wyoming limited liability company with its headquarters and principal place of business in Nashville, Tennessee. Carita has previously appeared in this lawsuit.

22. Counterdefendant Solidaris Capital, LLC (“Solidaris”) is a Wyoming limited liability company with its principal place of business in Flower Mound, Texas. Solidaris has previously appeared in this lawsuit.

23. Counterdefendant Cirrus Investments, L.L.C. (“Cirrus”) is a Nevada limited liability company with its principal place of business in Flower Mound, Texas. Cirrus has previously appeared in this lawsuit.

24. Third-Party Defendant Cantley Dietrich PC (“Cantley Dietrich”) is a Texas professional corporation with its principal place of business located at 4514 Cole Ave, Dallas, Texas, 75205. Cantley Dietrich can be served through its registered agent, Cogency Global, Inc., located at 1601 Elm St., Suite 4360, Dallas, TX 75201-0000.

25. Third-Party Defendant Geoffrey Dietrich, Esquire, an individual, is the principal of Solidaris and Cirrus, and the sole shareholder of Cantley Dietrich. Mr. Dietrich is a citizen and domiciliary of the State of Texas and resides at 6732 Palermo Trail, Flower Mound, TX 75077.

V.
JURISDICTION AND VENUE

26. This Court has subject matter over these counterclaims because the damages sought are within the jurisdictional limits of this Court.

27. This Court has personal jurisdiction over Solidaris and Cirrus because they have both previously appeared in this lawsuit.

28. This Court has personal jurisdiction over Mr. Dietrich and Cantley Dietrich because they are domiciled in Texas.

29. Venue is proper in this Court pursuant to TEX. CIV. PRAC. & REM. CODE §§15.002(a)(1), (4), 15.005, and 15.062 because some or all of the events or omissions giving rise to these Counterclaims occurred in Dallas County, Texas and Solidaris and Cirrus filed their Petition arising from the same transaction(s) or occurrence(s) in this Court.

VI.
FACTUAL ALLEGATIONS

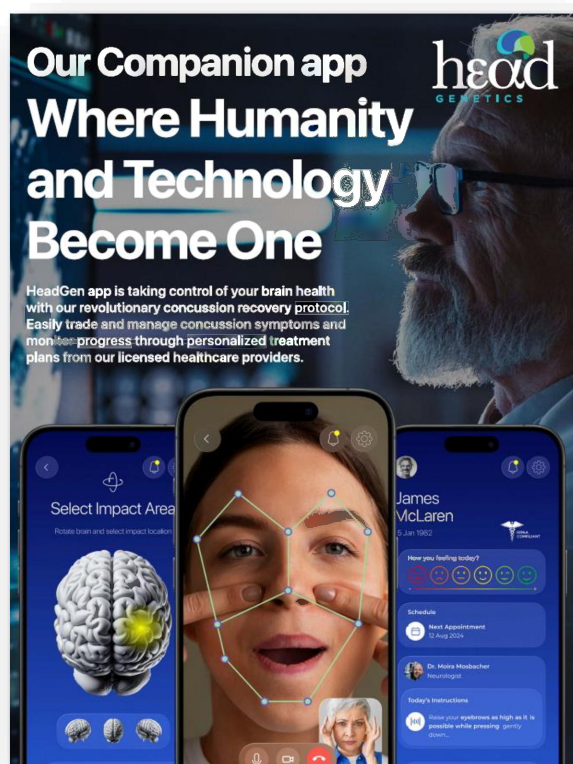
A. Head Genetics' Breakthrough Concussion Detection Protocol

30. Every 21 seconds, someone in the United States sustains a concussion or other traumatic brain injury (“TBI”). On average, a head injury patient is admitted to the hospital system every 3 minutes. Despite their prevalence, detecting these injuries is difficult, slow, and all too often inaccurate. Most people are “diagnosed,” if at all, by a layperson asking, “How many fingers am I holding up?” But for an actual medical diagnosis, an individual must submit to an in-person neurological examination by a trained medical professional, who must review the individual’s medical history and conduct a panoply of auditory, visual, and physical tests to identify any reduction in the patient’s senses, balance, coordination, memory, concentration and ability to recall information. Based on the examination, the individual may then need to be subjected to advanced imaging tests, such as cranial computerized tomography or magnetic resonance imaging, and/or overnight observation, with periodic awakening checks to ensure the symptoms do not worsen. As a result of this onerous process, the cost of diagnosing a concussion ranges from approximately \$800 at the low end, to as much as \$7,000.

31. Fabian Maclaren and George Gallo founded Head Genetics in 2022 to revolutionize the treatment and detection of traumatic head injuries. Head Genetics is a biotech company that has partnered with cutting-edge biotechnology firms to develop, manufacture, and distribute a medical device that can diagnose and detect a concussion on-site, within minutes, based on nothing but a saliva sample. The individual need only use a Head Genetics swab inside their mouth, and the concussion detection protocol will identify the presence of any biological markers indicating the cooccurrence of a brain injury. The saliva-based detection device, which will be available over-the-counter and without a prescription upon FDA approval, is affordable, easy to use, and

non-invasive, providing results with 98% accuracy within minutes, thereby avoiding the need for in-person examinations and expensive tests based on hospital equipment. The medical science behind the device has undergone extensive testing, will soon be undergoing clinic trials for final FDA approval, and is protected by patents in the United States and Europe.

32. Head Genetics has also developed a suite of supporting services to aid in the management, treatment, and recovery from head injuries. Specifically, Head Genetics has paired its saliva-based diagnostic tool with a specially designated application that allows users to monitor their treatment and symptom progression, and provides access to telehealth professionals that provide users with personalized guidance and immediate treatment plans.



33. Head Genetics' technology will fundamentally change how head injuries are detected and treated.

B. Mr. Dietrich Forms A Fiduciary Relationship With Head Genetics and Also Invests To Pursue The Tech2Head Offering

34. Solidaris¹ and Cirrus² are national investment managers that claim to facilitate tax-preferred investment opportunities, whereby investors purportedly invest in holding companies that make charitable donations in exchange for receiving a pass-through deduction that reduces their taxable income in a given year. Solidaris and Cirrus operate in conjunction with Cantley Dietrich, which holds investor funds in its IOLTA account. Mr. Dietrich is the founder, owner, and Chief Executive Officer for both Solidaris and Cirrus and is the sole shareholder of Cantley Dietrich.

35. Solidaris promotes itself as “fostering a culture of strict compliance and responsibility.” Solidaris promotes Mr. Dietrich as a “proven leader ... known for his extensive experience and expertise in navigating complex financial products.” Solidaris conspicuously promotes on its website Mr. Dietrich’s experience as an attorney with business and tax law.

36. Cirrus promotes itself as providing “alternative investment” opportunities for “philanthropically minded investors.” Cirrus also advertises itself as possessing “expertise in tax, insurance, and financial legislation and compliance” based on, among other things, Mr. Dietrich’s “career researching, publishing, and speaking on legislative and administrative tax, insurance and financial topics[.]”

37. Cantley Dietrich promotes itself as a national, boutique firm that assists high-net-worth individuals with tax planning and tax compliance.³ Cantley Dietrich promotes Mr. Dietrich as a specialist in “Tax Compliance for complex transactions” who “recognize[s] the importance of

¹ <https://www.solidariscapital.com/>

² <https://www.cirrusinvestmentsllc.com/>

³ <https://cantleydietrich.com/shareholders/>

helping [] clients adhere to all government law and regulations.” Cantley Dietrich advertises “charitable giving tax strateg[ies]” as a “particularly effective approach” that it offers to clients.

38. In early 2024, Solidaris targeted Head Genetics as a potential new “vehicle” for this scheme—and as a potential juicy payday for Mr. Dietrich. Cirrus, through its then-Chief Operating Officer, Mr. Bianchi, introduced Head Genetics to the Dietrich Entities, under the understanding that the Dietrich Entities could structure an investment opportunity based on the donation of Head Genetics’ devices and protocol.

39. On or around January 9, 2024, through a Zoom call with Fabian Maclaren, Mr. Dietrich misrepresented the legality of what would become the Tech2Head Recovery Offering. During that initial conversation, Mr. Dietrich represented that, as an attorney, he, through the Dietrich Entities, had been involved in structuring tax-preferred investment opportunities for the past eight years and, in so doing, had raised in excess of \$800 million from investors. Mr. Dietrich further represented that he, through the Dietrich Entities, could structure an investment opportunity (subsequently dubbed the “Tech2Head Recovery Offering”) based on the donation of Head Genetics’ devices and protocol (with his law firm, Cantley Dietrich, receiving and then distributing the funds through its client trust account), and that he would confirm that Head Genetics was eligible to participate in his investment opportunity.

40. In subsequent confidential conversations with Mr. Maclaren, Mr. Dietrich—an attorney specifically licensed and engaged in legal practice in Texas, and as a named partner of his firm, Cantley Dietrich, which again was to handle the funds—stated that the Dietrich Entities had significant experience facilitating investment opportunities, that these investment opportunities were entirely consistent with and authorized by the Internal Revenue Code, and Solidaris (*i.e.*, Geoff Dietrich), would be able to create a legally compliant offering based on Head Genetics’

concussion protocol, provided Head Genetics collaborated with him to make certain operational changes that would facilitate, not just this deal, but potential future deals as well that they could work on together. Mr. Dietrich further represented that his transaction would result in a deduction that investors could claim to reduce their taxable income by 5x the value of their investment.

41. In short, Mr. Dietrich, personally and on behalf of Solidaris, Cirrus, and Cantley Dietrich, provided both business guidance and legal advice, in confidence, to a potential participant in what was, impliedly but effectively, a partnership and/or joint venture for mutual profit via tax mitigation. In Mr. Dietrich's telling, the two could help each other—he could supply the “proprietary” strategy, the companies to structure the investment, and the law firm accounts to receive, hold, and distribute the funds; Head Genetics and Mr. Maclaren could provide the devices to donate; and they would split the (very handsome) profits between them, allocated as specified. And once this “machine” was set up, they could run it again, for as many sets of products as Head Genetics could deliver.

42. In the context of these confidential conversations between Mr. Dietrich and Mr. Maclaren, in an attempt to obtain the best legal advice from Mr. Dietrich—and further to the fiduciary relationship Mr. Dietrich had effectively created—Mr. Maclaren disclosed to Mr. Dietrich non-public information about Head Genetics' business, including intellectual property licenses HGI entered into, and divulged confidential information regarding Head Genetics' manufacturing relationships, costs, lead times, financing issues, and others.

43. For example, among other confidential information, Mr. Maclaren provided Mr. Dietrich with Head Genetics' license agreement for the intellectual property underlying the concussion detection kits, which Mr. Dietrich reviewed in his fiduciary role and for the purpose of providing legal advice to Head Genetics regarding its eligibility for the Tech2Head Recovery

Offering. Mr. Maclaren also provided non-public information regarding Head Genetics' manufacturing and supply chain, finances, and other similar confidential company information, in confidence, for the purpose of obtaining Mr. Dietrich's legal opinions, views, and advice and in his fiduciary role.

44. Mr. Dietrich, based on his review of Head Genetics' confidential information, also provided specific guidance regarding changes that he said Head Genetics should make to its operating structure, in order to purportedly legally participate in his proposed investment structure. Mr. Dietrich also advised Head Genetics that it should create an application to work in conjunction with the concussion detection kits, which would increase the valuation of the technology to be donated under the Internal Revenue Code.

45. Further, Mr. Dietrich also advised Head Genetics, through private conversations with Fabian Maclaren, to obtain a fair-market valuation of Head Genetics from an independent third party, which he represented was legally required to continue advancing the Tech2Head Recovery Offering.

46. Mr. Dietrich was so invested in the process that he requested that Head Genetics provide for his review the engagement letter with the third-party valuation firm, and specifically directed Head Genetics about the facts and subjects the valuation opinion should cover.

47. What's more, in June 2024, Mr. Dietrich personally acquired an ownership interest in Head Genetics—no doubt recognizing the potential of its concussion detection technology.

48. Mr. Dietrich never attempted to disclaim the existence of an attorney-client relationship with Head Genetics or Mr. Maclaren individually. To the contrary, Mr. Dietrich allowed Mr. Maclaren to share sensitive, confidential information regarding Head Genetics' operations and strategies and, in response, rendered specific legal advice, including by answering

Head Genetics’ questions regarding how to structure an investment opportunity in compliance with the Internal Revenue Code. Mr. Dietrich also provided specific recommendations for changes he believed Head Genetics should make to its company and products to better “fit” within his particular vehicle—for this transaction, and potential future transactions as well.

49. Based on Mr. Dietrich’s representations and recommendations, Head Genetics relied on and implemented the specific changes Mr. Dietrich indicated were necessary to move forward with the investment offering.

50. However, upon information and belief, the Dietrich Entities stopped taking any action to pursue or advance the Tech2Head Recovery offering, despite knowing Head Genetics was relying on the expected returns for critical and daily business expenses, and instead strung Head Genetics along while pursuing competing investment opportunities.

51. Thereafter, on September 18, 2024, Head Genetics executed its Exclusive Supplier Agreement, whereby it granted an exclusive right to purchase its concussion detection kits and related technology in exchange for Solidaris’ promise, by and through Mr. Dietrich, to purchase 25,320 concussion detection kits “for the purpose of [] selling or making a charitable donation” of such detection kits “to one or more Public Charities[.]” ESA § 2.

52. To that end, on or around September 2024, Solidaris provided offering documents for the Tech2Head Recovery offering, which consisted of a PowerPoint presentation describing Head Genetics, a private placement memorandum, a subscription agreement, a Tax Advisor Frequently Asked Questions summary, and an Investment Frequently Asked Questions summary.

53. The proposed transaction structure, as confirmed through the offering documents Solidaris created, reflected that Head Genetics and Solidaris would split proceeds from the gross

amount of capital raised and would allocate profits, losses, costs, expenses, and risks among themselves.

54. Moreover, on information and belief, Head Genetics and the Dietrich Entities possessed a mutual right of control or influence over their joint venture.

C. Head Genetics Discovers Mr. Dietrich's Illegal Structure And History Of Malfeasance

55. After receiving and reviewing Solidaris' offering documents, Head Genetics became concerned that the Dietrich Entities' proposed transaction structure was inconsistent with the prior representations and did not comply with the Internal Revenue Code.

56. Unusually aggressive transactions, even if arguably compliant, are at heightened risk audit by the Internal Revenue Service. At best, defending against an audit is expensive and time-consuming, with no benefit to the parties, investors, and charities. At worst, an audit may expose all participants in an investment opportunity to criminal and civil liability, while risking a disallowance of all charitable deductions generated through the investment opportunity.

57. To better evaluate these risks, and at its own expense, Head Genetics retained independent legal and financial advisors to assess the Tech2Head Recovery Offering structure that the Dietrich Entities prepared and proposed.

58. Specifically, Head Genetics engaged Janna Scott, the CEO of Elite Advisors and an Enrolled Agent with the IRS, who, along with legal advisors, reviewed the proposed Tech2Head Recovery Offering for compliance with the Internal Revenue Code. The results were astonishing.

59. Contrary to the Dietrich Entities' representations, the proposed investment structure—the very same structure the Dietrich Entities have used time after time in earlier investments, and apparently plan to continue to use—in fact, according to the third-party analysis obtained by Head Genetics, violates multiple provisions of the Internal Revenue Code and would have required

investors to submit fraudulent tax returns to the IRS. For instance, the Dietrich Entities proposed classifying the underlying asset—contractual rights for the Head Genetics concussion detection kits—not as a specifically recognized category under the Code but as a new classification not recognized in the Code.

60. Further, according to the third-party analysis obtained by Head Genetics, contrary to the representations in the private placement memorandum, the proposed Tech2Head Recovery Offering did not contemplate claiming charitable deductions in compliance with the Code. For example, in the required IRS Form K-1 for Solidaris’ prior transactions⁴, the “basis” for the donated property was tied to the gross capital raised (even though the majority of funds were earmarked for certain Dietrich Entities), but the Code requires that basis be calculated by reference to the fair market value of the property that is donated. By manipulating how basis was calculated, the Dietrich Entities were able to manufacture, on paper, an outsized (and indefensible) charitable deduction. This inaccurate calculation of the “basis” in the assets to be donated, in turn, resulted in the submission of incorrect and misleading IRS Forms 8283⁵ by recipient charities.

61. Head Genetics’ independent review of the proposed structure through a third party also uncovered egregious and unjustifiable fees, masquerading as “operating expenses,” that did not benefit investors or charities but only served to enrich the Dietrich Entities. For example, the Dietrich Entities proposed using only 25% of the raised capital to purchase the concussion detection kits while allocating **more than 62%** of the raised capital to “operating expenses,” including **\$645,000.00** (32.25% of gross proceeds) for an “Intellectual Property License Fee” (for nothing but the very “use” of the Solidaris scheme). Despite being characterized as payment for

⁴ <https://www.irs.gov/pub/irs-pdf/f1065sk1.pdf>

⁵ <https://www.irs.gov/forms-pubs/about-form-8283>

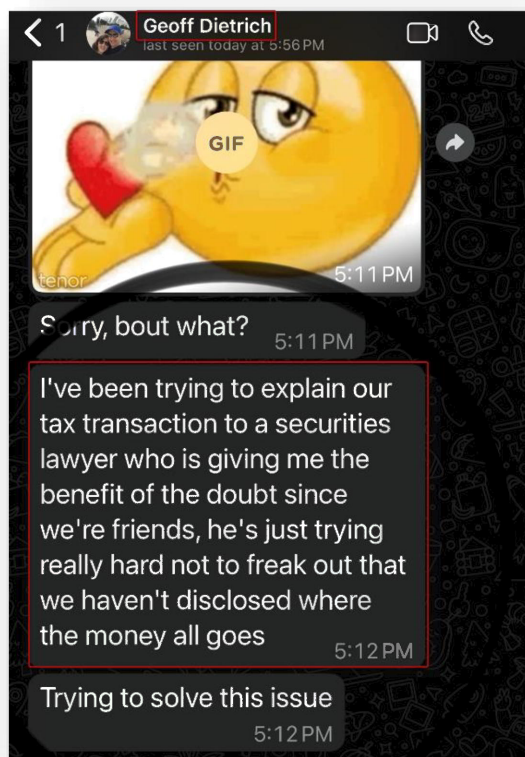
Solidaris’ “legal and financial due diligence,” the Tech2Head Recovery offering documents did not reflect that this “fee” was not tethered to any actual costs incurred and, even worse, that *Solidaris* was collecting this fee for each of the 45 holding companies the Dietrich Entities proposed forming, which would personally enrich the Dietrich Entities by more than **\$29 million**.

Estimated Uses of Proceeds for a Maximum Offering			
	Total Proceeds per \$2 Million SPV (Offering Proceeds)	Amount from Offering Proceeds	Percentage of Maximum Offering Amount
<u>Proceeds of Offering</u>			
Offering Proceeds	\$2,000,000.00	\$2,000,000.00	100%
Total Sources	\$2,000,000.00	\$2,000,000.00	100%
<u>Fees Paid to the Broker/Dealer</u>			
<u>Selling Compensation & Expenses</u>			
Selling Compensation ¹	\$140,000.00	\$140,000.00	7.00%
Due Diligence Allowance ¹	\$20,000.00	\$20,000.00	1.00%
Managing Broker Dealer Fee ¹	\$40,000.00	\$40,000.00	2.00%
Wholesaling Fee ¹	\$30,000.00	\$30,000.00	1.50%
O&O & Marketing Expenses ²	\$20,000.00	\$20,000.00	1.00%
Total	\$250,000.00	\$250,000.00	12.50%
<u>Operating Expenses</u>			
Contingent Minimum Negotiated Product Purchase Price ³	\$500,000.00	\$500,000.00	25.00%
Intellectual Property License Fee ⁴	\$645,000.00	\$645,000.00	32.25%
Legal, Accounting, and Budgeted Operating Expenses ^{5,6}	\$325,000.00	\$325,000.00	16.25%
Management Fees ⁷	\$30,000.00	\$30,000.00	1.50%
Audit Defense (per entity) ⁸	\$50,000.00	\$50,000.00	2.50%
Working Capital ⁹	\$200,000.00	\$200,000.00	10.00%
Total ¹⁰	\$1,750,000.00	\$1,750,000.00	87.50%
Total Application	\$2,000,000.00	\$2,000,000.00	100%

62. In other words, while the Dietrich Entities represented that 32.25% of all the raised capital would be withheld as an “Intellectual Property License Fee,” in truth, they were not licensing any actual intellectual property; they were charging again and again for the same legal letter opinion Mr. Dietrich had created years before, at the price of 32 cents for every dollar from every investor. Tellingly, upon information and belief, the Dietrich Entities never used any portion

of this licensing fee for any transaction to obtain an opinion letter from the IRS—the most efficient way to confirm the structure complied with applicable tax law.

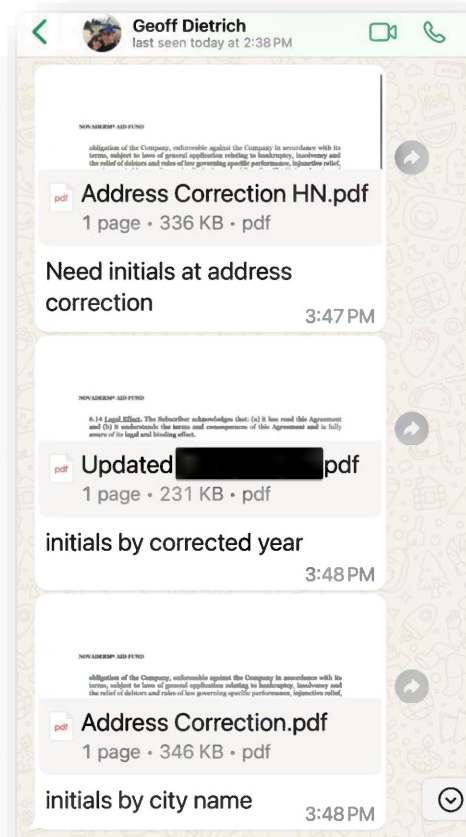
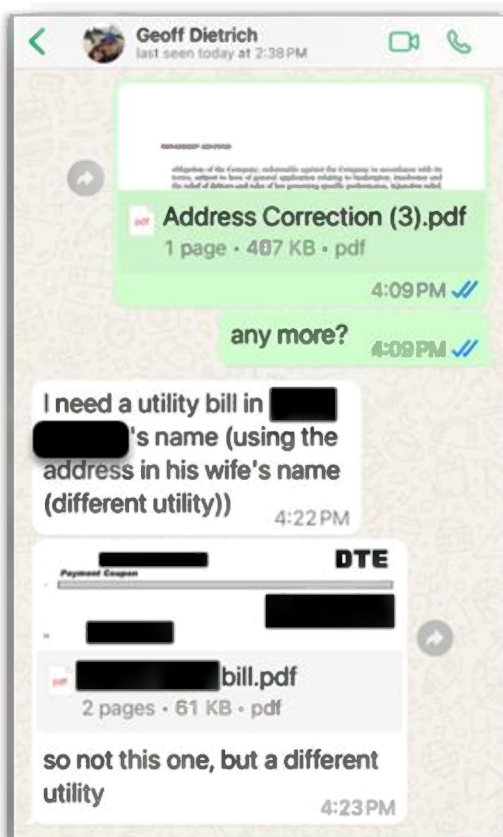
63. In fact, Mr. Dietrich, in private conversations, recognized and understood that his and his companies' failure to accurately disclose how investor funds were used posed an "issue" so significant that it caused a securities attorney to "freak out" after he learned about Mr. Dietrich's investment structure.



64. As part of its independent review provided by a third party, Head Genetics further learned that the Dietrich Entities' prior transactions relied on an apparently unreasonably aggressive and fanciful reading of the Internal Revenue Code, and that, upon information and belief, investment offerings resulted in the submission of fraudulent tax returns by the holding companies, the recipient charities, and the investors. Federal tax returns are, of course, signed

under penalty of perjury, and the inclusion of false or misleading information exposes the signatory to significant civil and criminal liability.

65. Even worse, to effectuate his prior transactions, Head Genetics discovered, upon formation and belief, that attorney Mr. Dietrich—in flagrant violation of his professional and ethical duties—directed Cirrus employees individuals to alter documentation submitted by investors to skirt Know-Your-Customer requirements⁶ and manufacture a basis for prospective investors to be eligible to participate his offerings.



⁶ KYC, also known as “Know Your Customer,” guidelines and regulations require parties to verify the identity, suitability, and risks involved with maintaining a business relationship with a customer. In this context, compliance with KYC requirements is necessary to verify a prospective investor’s identity and the source of their capital to ensure compliance with anti-money laundering and counter-terrorism financing regulations.

66. Head Genetics and Mr. Bianchi refused to participate in the Dietrich Entities' proposed transaction, which was legally dubious at best and manifestly inequitable.

67. Concurrent with Head Genetics' independent investigation into the Dietrich Entities' proposed transaction structure, Solidararis communicated a desire to terminate the Exclusive Supplier Agreement and stop pursuing the Tech2Head Recovery Offering. As a result, Head Genetics and Solidararis terminated the Exclusive Supplier Agreement by mutual consent on or around October 2024.

D. Head Genetics and Mr. Bianchi Independently Create the CAP Offering

68. Solidararis and Cirrus' action is premised on a counterfactual scenario—"thievery" of its supposedly secret investment strategy for a "copycat" transaction—that did not happen.

69. In reality, Head Genetics was indeed aware of the structure of Solidararis and Cirrus' investment strategy and structure—as were dozens of other arms-length potential and actual investors, who, on information and belief, received Solidararis' allegedly confidential information and trade secrets without NDAs or any other restriction. These types of investment opportunities, and their structures, are generally understood in the relevant marketplace and are promoted by third parties in service of conservation easements, mineral rights investments, and similar transactions.

70. Further, upon information and belief not only does Solidararis (and Cirrus) publicly disclose its details to potential and actual investors without NDA or other restriction, it even places the offering documents setting forth its details in a public DropBox folder that can be readily accessed by anyone at any time.

71. Head Genetics, however, did not use the Dietrich Entities' proposed structure, which appeared illegal and unethical. Rather, Head Genetics developed an entirely different structure, working with expert accountants and in consultation with IRS agents at each step along

the way. It engaged legal counsel that was neither Mr. Dietrich nor Cantley Dietrich to review the Internal Revenue Code's provisions regulating charitable deductions. It ultimately realized that it could make a more efficient and legal offering by donating actual concussion detection kits to charities that could be immediately used in pursuit of their benevolent missions, rather than intangible contractual rights to purchase kits acquired at astronomical prices, as the Dietrich Entities recommended. Indeed, in at least one prior offering, upon information and belief the Dietrich Entities used investor funds to purchase and donate intangible "contract rights to the download and use of educationally-themed digital coloring books," whose fair market value was substantially overstated.

72. Furthermore, Head Genetics carefully reviewed the provisions regarding the deductions of operating expenses to ensure that all applicable deductions are claimed by the proper party and in the right amount, which is required by the Internal Revenue Code and is necessary for holding companies, investors, and recipient charities to submit accurate tax returns.

73. Moreover, Head Genetics eschewed Mr. Dietrich's decision to engage in self-dealing and personally enrich itself at the expense of investors and American taxpayers. Whereas the Dietrich Entities' gift was structured so they would pocket +30% of raised capital for themselves under the guise of an "Intellectual Property License Fee," Head Genetics designed its transaction to maximize the result to investors and charities by assessing reasonable fees and expenses that would actually pass through as deductions to investors.

Estimated Uses of Proceeds for a Maximum Offering			
	Total Proceeds per \$2 Million SPV (Offering Proceeds)	Amount from Offering Proceeds	Percentage of Maximum Offering Amount
<i>Proceeds of Offering</i>			
Offering Proceeds	\$2,000,000.00	\$2,000,000.00	100%
Total Sources	\$2,000,000.00	\$2,000,000.00	100%
<i>Fees Paid to the Broker/Dealer</i>			
<i>Selling Compensation & Expenses</i>			
Selling Compensation ¹	\$140,000.00	\$140,000.00	7.00%
Due Diligence Allowance ¹	\$20,000.00	\$20,000.00	1.00%
Managing Broker Dealer Fee ¹	\$40,000.00	\$40,000.00	2.00%
Wholesaling Fee ¹	\$30,000.00	\$30,000.00	1.50%
O&O & Marketing Expenses ²	\$20,000.00	\$20,000.00	1.00%
Total	\$250,000.00	\$250,000.00	12.50%
<i>Operating Expenses</i>			
Contingent Minimum Negotiated Product Purchase Price ³	\$500,000.00	\$500,000.00	25.00%
Intellectual Property License Fee ⁴	\$645,000.00	\$645,000.00	32.25%
Legal, Accounting, and Budgeted Operating Expenses ^{5,6}	\$325,000.00	\$325,000.00	16.25%
Management Fees ⁷	\$30,000.00	\$30,000.00	1.50%
Audit Defense (per entity) ⁸	\$50,000.00	\$50,000.00	2.50%
Working Capital ⁹	\$200,000.00	\$200,000.00	10.00%
Total ¹⁰	\$1,750,000.00	\$1,750,000.00	87.50%
Total Application	\$2,000,000.00	\$2,000,000.00	100%

Estimated Uses of Proceeds for a Maximum Offering

	Total Proceeds per \$2 Million SPV (Offering Proceeds)	Amount from Offering Proceeds	Percentage of Maximum Offering Amount
Proceeds of Offering			
Offering Proceeds	\$2,000,000.00	\$2,000,000.00	100.00%
Total Sources	\$2,000,000.00	\$2,000,000.00	100.00%
Operating Expenses			
Product Purchase Price	\$1,500,000.00	\$1,500,000.00	75.00%
Legal/Escrow IOLTA	\$85,000.00	\$85,000.00	4.25%
Tax Accounting	\$27,000.00	\$27,000.00	1.35%
Budgeted Operating Expenses	\$60,000.00	\$60,000.00	3.00%
Management Fees	\$228,000.00	\$228,000.00	11.40%
Audit defense (Per Entity)	\$100,000.00	\$100,000.00	5.00%
Total			100.00%
Total Application			100.00%



Compare Tech2Head Recovery Estimated Use of Proceeds (left) with CAP Offering Estimated Use of Proceeds (right).

74. Head Genetics did not, as a matter of fair business—and would not, as a matter of basic decency—charge the egregious “Intellectual Property License Fee” Mr. Dietrich sought to keep for himself. Head Genetics’ more modest approach would likely also significantly reduce the chances of the CAP Offering being challenged by tax authorities, as it results in a 5x return on the capital investment based on the actual value of the donated property, a range that upon information and belief has been previously upheld in tax proceedings. These (and other changes) are non-exhaustive examples that are unique to the CAP Offering and cannot be attributed to the Dietrich Entities.

VII.
CAUSES OF ACTION

FIRST CAUSE OF ACTION

Declaratory Judgment (TEX. CIV. PRAC. & REM. CODE §§ 37.001, *et seq.*)

75. Counterplaintiffs incorporate by reference Paragraphs 1-74, as if fully set forth herein. This claim is brought by Counterplaintiff Mr. Bianchi against Counterdefendant Solidaris.

76. A live and justiciable controversy exists as to whether Solidaris' investment strategy can constitute a trade secret under Texas law. Pursuant to TEX. CIV. PRAC. & REM. CODE §37.004, the Court may declare the rights, status, or legal relationship arising by statute.

77. Counterplaintiff Mr. Bianchi seeks a judgment declaring that the "charitable deduction tax reduction and investment strategy," *see* Solidaris' First Amended Petition ¶ 77, that Solidaris claims constitutes a cognizable trade secret under TEX. CIV. PRAC. & REM. CODE §§ 134A.001, *et seq.*, in fact, does not because it does not meet any of the required statutory elements.

78. The Texas Uniform Trade Secrets Act defines a trade secret as:

all forms and types of information, including business, scientific, technical, economic, or engineering information, and any formula, design, prototype, pattern, plan, compilation, program device, program, code, device, method, technique, process, procedure, financial data, or list of actual or potential customers or suppliers, whether tangible or intangible and whether or how stored, compiled, or memorialized physically, electronically, graphically, photographically, or in writing if (A) the owner of the trade secret has taken reasonable measures under the circumstances to keep the information secret; and (B) the information derives independent economic value, actual or potential, from not being generally known to and not being readily ascertainable through proper means by, another person who can obtain economic value from the disclosure or use of the information.

TEX. CIV. PRAC. & REM. CODE §§ 134A.002(6).

79. Solidaris' "investment strategy" does not meet the statutory definition of "trade secret" because it is not novel and is generally known to and readily ascertainable through proper means by another person who can obtain economic value from the use of the information. It is

based solely on the public and well-known provisions of the Internal Revenue Code applicable to charitable giving.

80. Solidaris also did not take reasonable measures under the circumstances to keep the “investment strategy” secret. *Inter alia*, it distributed materials reflecting the specific details of the “investment strategy” to numerous third-party brokers and arms-length investors without, upon information and belief, any non-disclosure agreement or other restriction. The Dietrich Entities even uploaded the offering documents reflecting the strategy to a public DropBox folder accessible to anyone on the Internet.

81. Counterplaintiff Mr. Bianchi’s request for declaratory judgment constitutes a claim for affirmative relief. A declaratory judgment would affect the ongoing and future relationship between Mr. Bianchi, on one hand, and Solidaris, on the other. Specifically, the Investor Sponsor License Agreement (“ISLA”), as subsequently amended, has not been terminated and remains in effect. As a result, the parties have an ongoing and future relationship that will continue even if Counterdefendants nonsuit their claims for relief. A declaration construing whether Solidaris’ asserted trade secret is, in fact, a trade secret would have the effect of defining the obligations of the parties under the ISLA, as amended, for the foreseeable future.

82. Counterplaintiff Mr. Bianchi, therefore, seeks declaratory relief, holding that the Solidaris’ “investment strategy” does not constitute a trade secret under TUTSA.

SECOND CAUSE OF ACTION

Negligent Misrepresentation (Common law)

83. Counterplaintiffs incorporate by reference Paragraphs 1-82, as if fully set forth herein. This claim for negligent misrepresentation is brought by Counterplaintiff Head Genetics against all Counterdefendants.

84. Mr. Dietrich, in the course of his business and in a transaction in which he had a pecuniary interest, supplied erroneous, incomplete, and false information to Head Genetics to be used as guidance in Counterplaintiffs business dealings with Mr. Dietrich and his companies, Solidaris, Cirrus, and Cantley Dietrich.

85. Mr. Dietrich did not use reasonable care of competence in gathering, compiling, reporting, or providing information concerning the Tech2Head Recovery Offering. In particular, Mr. Dietrich represented that he had previously structured similar offerings in accordance with the applicable provisions of the Internal Revenue Code and possessed the ability to structure the Tech2Head Recovery Offering in accordance with the applicable provisions of the Internal Revenue Code, a representation that has been disavowed through a third-party analysis obtained by Head Genetics.

86. Based on this third-party analysis, each of those representations was false. Mr. Dietrich's prior offerings violated the applicable provisions of the Internal Revenue Code, and Mr. Dietrich apparently had no intention of correcting those violations with respect to the Tech2Head Recovery Offering. According to the third-party analysis, Mr. Dietrich's proposed structure for the Tech2Head Recovery Offering would also result in, if not require, the submission of false, misleading, and incorrect tax forms that could expose signatories and all participants to civil and criminal liability.

87. Head Genetics suffered pecuniary loss due to and proximately caused by its reliance on the information provided by Counterdefendants. Mr. Dietrich's misrepresentations and omissions were material in that any reasonable person would have relied on the statements and omissions prior to entering into an agreement in further of the Tech2Head Recovery Offering and incurring significant expenses and costs in pursuit of the project.

88. At all relevant times, Mr. Dietrich was acting as an actual agent for Solidaris, Cirrus, and Cantley Dietrich. Moreover, at all relevant times, Solidaris, Cirrus, and Cantley Dietrich affirmatively held out Mr. Dietrich as their agent or employee and knowingly permitted Mr. Dietrich to hold himself out as having authority to act on their behalf. Mr. Dietrich's conduct further caused Head Genetics to reasonably believe that Mr. Dietrich was the agent or employee of Solidaris, Cirrus, and Cantley Dietrich and was authorized to act on their behalf.

89. At all relevant times, Mr. Dietrich caused Solidaris, Cirrus, and Cantley Dietrich to be used for the purpose of perpetrating, and did perpetrate, an actual fraud primarily for the direct personal benefit of Mr. Dietrich, who stood to personally gain tens of millions of dollars through the Tech2Head Recovery Offering.

THIRD CAUSE OF ACTION

Fraudulent Inducement (Common law)

90. Counterplaintiffs incorporate by reference Paragraphs 1-89, as if fully set forth herein. This claim for fraudulent inducement is brought by Counterplaintiff Head Genetics against all Counterdefendants.

91. On or around January 9, 2024, through a Zoom call with Fabian Maclaren, Mr. Dietrich misrepresented the legality of his prior offerings and the proposed offering, which was confirmed by an independent third-party analysis. Specifically, Mr. Dietrich represented he had previously syndicated legally-compliant investment offerings and could structure the Tech2Head Offering in compliance with the applicable provisions of the Internal Revenue Code, as he had successfully done in the past.

92. Mr. Dietrich knew that these representations were false and misleading at the time they were made because the structure he promoted for the Tech2Head Offering did not comply

with multiple provisions of the Internal Revenue Code, and the prior offerings that Mr. Dietrich stated were successful and legally compliant did not, in fact, comply with the Internal Revenue Code and were infected by Mr. Dietrich's decision to alter investor documentation, among other defects

93. Mr. Dietrich's representations were material because without them, Head Genetics would not have pursued the Tech2Head Recovery Offering or entered into written agreements with Solidaris, including the Exclusive Supplier Agreement.

94. Mr. Dietrich made these representations to Head Genetics, with knowledge of their falsity, and intending that Head Genetics would act and rely on them when it entered into the ESA and pursued the Tech2Head Recovery Offering.

95. Head Genetics' reliance on these misrepresentations was justified because Mr. Dietrich is an attorney licensed by the State of Texas who held himself and his companies Solidaris, Cirrus, and Cantley Dietrich out as possessing specialized knowledge regarding the Internal Revenue Code and the ability to structure tax-preferred investment opportunities involving charitable donations. In particular, without Mr. Dietrich's misrepresentations, Head Genetics would have retained independent, third parties to advise on how the relevant offering should be structured and would not have granted any rights in the offering to Solidaris or taken any action in pursuit of the Tech2Head Recovery Offering.

96. Head Genetics suffered pecuniary loss due to its reliance on the information provided by Mr. Dietrich.

97. At all relevant times, Mr. Dietrich was acting as an actual agent for Solidaris, Cirrus, and Cantley Dietrich. Moreover, at all relevant, Solidaris, Cirrus, and Cantley Dietrich affirmatively held out Mr. Dietrich as their agent or employee and knowingly permitted Mr.

Dietrich to hold himself out as having authority to act on their behalf. Mr. Dietrich's conduct further caused Head Genetics to reasonably believe that Mr. Dietrich was the agent or employee of Solidaris, Cirrus, and Cantley Dietrich, and was authorized to act on their behalf.

98. At all relevant times, Mr. Dietrich caused Solidaris, Cirrus, and Cantley Dietrich to be used for the purpose of perpetrating and did perpetrate an actual fraud primarily for the direct personal benefit of Mr. Dietrich, who stood to personally gain tens of millions of dollars through the Tech2Head Recovery Offering.

FOURTH CAUSE OF ACTION

Breach of Fiduciary Duty (Common Law)

99. Counterplaintiffs incorporate by reference Paragraphs 1-98, as if fully set forth herein. This claim for breach of fiduciary duty is brought by Counterplaintiff Head Genetics against all Counterdefendants.

100. Mr. Dietrich's representations, investment structure, self-descriptions, dealings, and interactions with Head Genetics and Fabian Maclaren gave rise to a fiduciary relationship between them, which Mr. Dietrich proceeded to breach, and indeed abuse, in multiple ways.

101. Mr. Dietrich entered into an informal or implied attorney-client relationship with Head Genetics by, among other things, requesting and reviewing Head Genetics' confidential information and agreements for the purpose of rendering legal advice in connection with the Tech2Head Recovery Offering. As an attorney to Head Genetics, Mr. Dietrich owes fiduciary duties to Head Genetics as a matter of law.

102. In addition, and/or in the alternative, Mr. Dietrich and Head Genetics entered into an implied joint venture agreement by, among other things, agreeing to pursue the Tech2Head Recovery Offering, mutually investing in Head Genetics so that it may pursue the Tech2Head

Recovery Offering, agreeing to an allocation of profits and losses from the Tech2Head Recovery Offering, and possessing mutually the right to control or direct the Tech2Head Recovery Offering. As a joint-venturer, Mr. Dietrich owed Head Genetics fiduciary duties as a matter of law.

103. Pursuant to equitable principles, the fiduciary duties Mr. Dietrich owed to Counterplaintiffs (whether as an attorney his client(s), and/or as co-participants in a joint venture) prevented him from:

- (a) Concealing actual or perceived conflicts of interest;
- (b) Placing his personal interests over Head Genetics’;
- (c) Taking advantage of Head Genetics’ trust;
- (d) Engaging in self-dealing;
- (e) Failing to make a full and accurate confession of all his fiduciary activities, transactions, profits, and mistakes; and
- (f) Using Head Genetics’ confidential information for his personal expense and to Head Genetics’ expense;

104. Mr. Dietrich breached these fiduciary duties to Head Genetics, including but not limited to the following: misrepresenting the fundamental reasonableness and legality of the investment structure, upon information and belief, exploiting his conflict of interest with respect to the Tech2Head Recovery Offering by prioritizing and pursuing competing investment opportunities, while falsely and misleadingly representing his intention to advance the Tech2Head Recovery Offering, engaging in self-dealing through his acquisition of an ownership interest in Head Genetics; failing to convey to Mr. Maclaren the scope and substance of his fiduciary obligations; using his knowledge of Head Genetics’ business and finances to gain tactical advantage in the parties’ course of dealing; and, eventually, leveraging that same knowledge to bring this action.

105. Although not required to sustain a claim for breach of fiduciary duty, Mr. Dietrich’s actions have caused Head Genetics pecuniary loss.

106. Mr. Dietrich's breaches of his fiduciary duty were willful and intentional, which entitles Head Genetics to exemplary damages under TEX. CIV. PRAC. & REM. CODE § 41.003(a).

107. At all relevant times, Mr. Dietrich was acting as an actual agent for Solidaris, Cirrus, and Cantley Dietrich. Moreover, at all relevant times, Solidaris, Cirrus, and Cantley Dietrich affirmatively held out Mr. Dietrich as their agent or employee and knowingly permitted Mr. Dietrich to hold himself out as having authority to act on their behalf. Mr. Dietrich's conduct further caused Head Genetics to reasonably believe that Mr. Dietrich was the agent or employee of Solidaris, Cirrus, and Cantley Dietrich and was authorized to act on their behalf.

VIII.
JURY DEMAND

108. Counterplaintiffs demand a jury trial under TEX. R. CIV. P. 216.

IX.
REQUEST FOR COSTS AND ATTORNEYS' FEES

109. Counterplaintiffs are entitled to recover their attorneys' fees and costs pursuant to TEX. PRAC. & REM. CODE §§ 38.001 *et seq.* and TEX. CIV. PRAC. & REM. CODE §§ 37.001 *et seq.*

X.
PRAYER FOR RELIEF

110. For all the foregoing reasons, Counterplaintiffs respectfully request that Mr. Dietrich and Cantley Dietrich be cited to appear and answer, and that this Court enter a judgment in Counterplaintiffs' favor and against the Dietrich Entities, providing for the following relief:

- (a) Entry of Declaratory Judgment against Solidaris in Mark Bianchi's favor;
- (b) An award of all actual, consequential, and equitable damages in Head Genetics' favor, as determined by the trier of fact;
- (c) Disgorgement of all revenue received as a result of the conduct of the Dietrich Entities,
- (d) An award for all applicable statutory penalties in Head Genetics' favor;

- (e) An award of exemplary damages in Head Genetics' favor;
- (f) Prejudgment and post-judgment interest at the highest lawful rate;
- (g) All attorneys' fees and costs allowed by law; and
- (h) Such further relief as the Court may deem appropriate and to which Counterplaintiffs may be entitled.

DATED: February 11, 2025

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CERTIFICATE OF SERVICE

I hereby certify that on this date, a true and correct copy of the above and foregoing document has been served upon all counsel of record, in accordance with the Texas Rules of Civil Procedure.

DATED: February 11, 2025

/s/ Emiliano D. Delgado
Emiliano D. Delgado

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Filing Code Description: Counter Claim
Filing Description: AND 3RD PARTY COMPLAINT
Status as of 2/11/2025 2:32 PM CST

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