

COMPLAINT TO THE SENATE FINANCE COMMITTEE

RE: Abuse of Committee Oversight Processes

by Litigation Defendants Seeking Media Leverage

Date: March 16, 2026

I. EXECUTIVE SUMMARY

Solidaris Capital LLC respectfully submits this complaint to bring to the Committee's attention a coordinated abuse of its oversight processes by parties in active litigation with our company. Specifically, we have substantial evidence that individuals associated with Head Genetics, Inc. and its affiliates filed whistleblower complaints with this Committee, the Internal Revenue Service, and the Securities and Exchange Commission not as good-faith whistleblowing but as a calculated litigation tactic designed to generate negative media coverage of Solidaris and gain leverage in pending lawsuits.

We are submitting this complaint openly and under our name because we stand behind every factual assertion in this document. We note that the complaints we believe were filed against us were anonymous.

This complaint falls within the Committee's jurisdiction because it involves the abuse of congressional oversight channels designed to protect the integrity of the tax system, the weaponization of whistleblower processes for private litigation advantage, the potential misallocation of IRS enforcement resources if the anonymous complaints are credited, and the potential corruption of a Bloomberg Tax reporter's investigation through the submission of misleading materials to federal agencies for the purpose of creating a false appearance of governmental concern .

II. COMPLAINANT INFORMATION

Solidaris Capital LLC

Geoffrey C. Dietrich, J.D., LL.M. (Tax), Founder and Managing Principal

Represented by Squire Patton Boggs (US) LLP (Dallas County and Delaware litigation) and Parlatore Law Group (media and defamation matters)

Contact: g.dietrich@solidariscapital.com

Confidentiality Request: NO. We want this complaint attributed to Solidaris Capital LLC.

III. BACKGROUND: THE HEAD GENETICS LITIGATION AND THE COUNTERCLAIM

Solidaris Capital LLC is a tax planning firm founded in 2024 by Geoffrey C. Dietrich, J.D., LL.M. (Tax), a West Point graduate and combat veteran. Solidaris's predecessor, Cirrus Investments LLC, was founded in 2021, and Mr. Dietrich has been developing and operating transformative intangibles investment programs through his affiliated entities since that time.

Collectively, Mr. Dietrich's entities have facilitated over \$750 million in capital raises through these programs, operating under the oversight of Emerson Equity LLC, a registered SEC and FINRA Managing Broker-Dealer. Solidararis and its predecessors have operated with zero IRS enforcement actions, zero SEC enforcement actions, and no investor challenge to any charitable deduction.

Head Genetics, Inc. is a Nashville-based company founded in 2023 by George Gallo and Fabian Maclaren. Mark Bianchi, a former affiliate of Solidararis, facilitated the relationship between the two companies. In the course of that relationship, Head Genetics and Bianchi gained access to Solidararis's proprietary trade secret methodologies. The business relationship deteriorated, and Head Genetics and Bianchi allegedly misappropriated Solidararis's trade secrets to launch a competing securities offering, the "CAP Offering," using Solidararis's proprietary structure. They approached Solidararis's existing partners and investors.

On December 10, 2024, Solidararis filed suit against Head Genetics, Carita Investments, and Mark Bianchi in the 134th Judicial District Court, Dallas County, Texas (Case No. DC-24-21484). The Dallas County court entered a Temporary Restraining Order that froze over \$60 million dollars in funds from Head Genetics' offending offering. The TRO prohibits Head Genetics from using or disclosing Solidararis's proprietary documents, soliciting new investors, or initiating contact with prior investors. That TRO order is still in force today.

Head Genetics, represented by Quinn Emanuel Urquhart & Sullivan LLP, filed a First Amended Counterclaim on May 12, 2025. That counterclaim contains inflammatory allegations about Solidararis's business model, including claims that Solidararis operates a "scheme to defraud investors, the IRS, and the American taxpayers." These allegations are unproven advocacy positions by an adverse party in active litigation. They have not been adjudicated.

It is the allegations in that counterclaim, and only those allegations, that form the basis of the anonymous white paper, the "whistleblower complaints," and the Bloomberg Tax investigation that is the subject of this complaint. There is no independent source. Every road leads back to Head Genetics.

IV. THE ABUSE OF COMMITTEE OVERSIGHT PROCESSES

A. The Anonymous White Paper

Between May and August 2025, an anonymous, unsigned document titled "Understanding the Dietrich Charitable Deduction Investment Scheme" was created and circulated to media outlets and others. This document makes inflammatory allegations about Solidararis Capital's business model, calls Solidararis's founder a "tax shelter guru" who is "spitting in the face of the American taxpayer," and uses a cartoon devil emoji to depict the company's founder.

The document cites Head Genetics' First Amended Counterclaim (filed May 12, 2025 in Dallas County Case No. DC-24-21484) with paragraph-level footnotes (¶¶ 74–78, 79). It reproduces Head Genetics' own self-serving statements from that counterclaim as though they are established facts. It could not have been authored before May 12, 2025. Its level of familiarity with Head Genetics' own pleadings indicates it was authored by or at the direction of Head Genetics or its representatives.

B. The Whistleblower Complaints

Bloomberg Tax reporter Michael Bologna has informed Solidaris that "whistleblower complaints" have been filed with the IRS, the SEC, and this Committee regarding Solidaris's business. In his March 11, 2026 communication to Solidaris, Mr. Bologna quoted specific language from what he described as a "Senate whistleblower complaint" and a "whistleblower complaint to the Senate."

The language Mr. Bologna quoted is identical, word for word, to language in the anonymous white paper. Specifically:

The anonymous white paper states: *"Promoter tells IP Seller that they will arrange to have an entity pay millions of dollars for a bulk purchase of IP licenses at a price at least 94% less than 'retail,' as long as IP Seller agrees not to sell any IP to anyone else for less than retail for at least 5 years."*

Mr. Bologna's question states: *"The Senate whistleblower complaint said Solidaris has arranged to buy bulk IP licenses at a price 'at least 94% less than retail,' as long as IP seller agrees not to sell any IP to anyone else for less than retail for at least 5 years."*

The verbatim match establishes that the "whistleblower complaint" filed with this Committee is either the anonymous white paper itself or a document derived directly from it. It is not an independent whistleblower submission. It is a litigation adversary's opposition research document submitted to a congressional committee to create the false appearance of independent concern and to generate media coverage.

C. The Purpose: Media Leverage

The purpose of filing these whistleblower complaints was not to alert federal agencies to genuine wrongdoing. It was to provide a Bloomberg Tax reporter with a credible-sounding basis for a story and headline that would damage Solidaris's business and benefit Head Genetics' litigation position. The sequence is clear:

Head Genetics filed its adversarial counterclaim (May 2025). The anonymous white paper was created from that counterclaim (May–August 2025). The white paper's contents were provided to Mr. Bologna, who began contacting Solidaris's partners (August 2025). The same allegations were filed as "whistleblower complaints" with federal agencies including this Committee (before March 2026). Mr. Bologna then cited those complaints as independent evidence in his questions to Solidaris (March 2026).

This is a closed loop. The same adversarial allegations were repackaged through multiple channels to create the illusion of independent corroboration. At every step, the purpose was to generate a Bloomberg article that would damage Solidaris and benefit Head Genetics in its litigation.

V. WHY THE COMMITTEE SHOULD BE CONCERNED

Integrity of the whistleblower process. Congress created whistleblower channels to enable citizens to report genuine concerns about violations of law and policy. When litigation

defendants abuse those channels to gain tactical advantage in private lawsuits, the credibility and effectiveness of the entire process is undermined. If this conduct goes unaddressed, it invites other litigants to file tactical complaints with congressional committees as a routine litigation strategy.

Credibility of Committee Proceedings. If a Bloomberg Tax reporter publishes a story stating that "whistleblower complaints were filed with the Senate Finance Committee," that creates a public impression of Committee-level concern about the subject. In reality, the Committee received an anonymous submission from litigation defendants. The Committee's name and institutional authority are being borrowed to lend credibility to a private party's adversarial campaign.

The filers' own conduct. The individuals behind these complaints are defendants in active litigation in three jurisdictions. A Dallas County court entered injunctive relief against the Defendants in the case that is still in effect, among other things. Head Genetics' founders are accused in Delaware Chancery Court of spending millions in company funds on personal expenses while their company was insolvent. These are not whistleblowers. They are litigation defendants attempting to use federal oversight processes as weapons.

VI. PARTIES WHOSE CONDUCT IS THE SUBJECT OF THIS COMPLAINT

The following individuals constitute the universe of parties with both the motive and the specific knowledge reflected in the anonymous white paper and the complaints filed with this Committee. Each has a direct financial interest in damaging Solidaris Capital. Each has significant credibility deficiencies that this Committee should be aware of.

1. Fabian Maclaren, CEO of Head Genetics, Inc.

Maclaren claims 17 years of experience in biotech and pharmaceuticals, with previous roles as CEO of Essential Citizen, Inc. and Genesis Laboratories Inc. He represented to investors that he had achieved a "\$500 million exit" from a prior venture. These claims have not been independently verified through public records. Essential Citizen, Inc. has little public information available and its current status is unclear.

Head Genetics has raised zero external funding despite operating in a sector where medical device development typically requires \$10 to \$50 million for clinical trials and FDA approval. No FDA submissions, applications, or filings exist for Head Genetics in FDA databases. No clinical trials are registered. No peer-reviewed publications exist. The company's website claimed the "project started" in 2013, but Delaware Secretary of State records show incorporation in 2023.

In December 2025, Solidaris filed a separate lawsuit in Delaware Court of Chancery (Case No. 2025-1462) alleging that Maclaren spent \$2.2 million in cash from company funds while the company was insolvent. During the same period, Maclaren was filing counterclaims and circulating anonymous attack documents targeting Solidaris.

Head Genetics owed \$168,850 in delinquent Delaware taxes, which it paid only after Solidaris filed the Delaware Chancery action. Head Genetics' authority to do business in Tennessee was administratively revoked as of August 2025.

2. George Gallo, Co-Founder of Head Genetics, Inc.

Gallo's background is in branding, packaging, digital marketing, and e-commerce. He has no apparent experience in medical devices, regulatory affairs, or biotech development. He served as the designer of Head Genetics' branding and offering documents. Gallo and Maclaren are the only agents of Head Genetics.

In the Delaware Chancery action, Gallo is accused of renting a \$5.5 million waterfront home using company funds while the company was insolvent and under a Texas court injunction.

Gallo was involved in the launch of the CAP Offering.

3. Mark Bianchi, Former COO of Cirrus Investments LLC

Bianchi is a named defendant in the Dallas County litigation. He was involved in the launch of the CAP Offering, among other things.

Bianchi's background includes a pattern of failed business entities: Parkhill Advisory Group Inc. (Tennessee, dissolved August 2024), Parkhill Energy Group (Tennessee, dissolved August 2024, same date), and Titan Capital Recovery Group LLC (Florida, dissolved May 2023, stated reason: "this entity is not profitable"). In a 2021 New York lawsuit, Titan was identified as a "New York limited liability company," but no such entity exists in New York state records.

Public records reveal multiple five-figure federal and state tax liens totaling over \$2.5 million, including a \$441,076 federal lien for 2019 and a \$529,445 federal lien covering tax years 2008 through 2018. He promotes himself as a tax planning expert. He has had multiple default judgments entered against him for unpaid rent and breach of contract. His ex-wife's attorneys alleged in 2024 that he still owed \$4,000,000 in past-due equalization and child support payments. American Express twice sued him and twice dismissed without prejudice because it could not locate him to serve papers.

The insurance and tax planning success stories on Bianchi's professional website were copied nearly verbatim from the website of Abacus Life, a NASDAQ-listed company.

4. Nicholas Bianchi, Manager and Owner of OptiHealth Management Inc.

Nicholas Bianchi is Mark Bianchi's son. He was responsible for investor communications through the OptiHealth email account, an email address that Head Genetics placed on its own corporate website.

5. Janna Scott, Founder of Elite Advisors

Janna Scott founded Elite Advisors (also operating under the name SK Advisory Group). Elite Advisors helped Head Genetics structure the CAP Offering.

Scott's professional background raises its own credibility questions. She holds an MBA and is an IRS Enrolled Agent. Public records show she worked in Washington State government finance roles from 2019 through 2021 at the state level. Despite this, her promotional materials and media appearances routinely describe her as having "worked with" the IRS and SEC on crypto tax issues, language that implies formal federal regulatory involvement. There is no public evidence that she was employed by the IRS, appointed to a federal advisory body, or contracted by the SEC. She was never an IRS agent. Earlier in her career, Scott promoted herself publicly as an actress. She now operates DeFi Tax, a cryptocurrency tax reporting platform, and continues to use the Elite Advisors brand. Multiple independent analyses have noted that her claimed regulatory credentials do not match the public record.

The individual who designed the tax structure of the Head Genetics CAP offering is the same individual whose credibility rests on implied regulatory authority that public records do not substantiate.

VII. THE COMPETING RECORD: WHAT SOLIDARIS ACTUALLY IS

Solidaris Capital and its predecessor entities have operated continuously since 2021 with full SEC and FINRA regulatory compliance. Its operations are conducted through Emerson Equity LLC, a registered Managing Broker-Dealer. Its tax returns are prepared by top-100 accounting firms. Its securities documents are prepared by experienced legal counsel. Its appraisals are conducted by independent, qualified appraisers meeting Treasury Regulation Section 1.170A-13 requirements. It files all required securities documents. It maintains audit defense reserves of 2.5% of each capital raise.

In the years since these programs began operating, the IRS has not designated this structure as a "listed transaction." The IRS has not issued promoter penalties. The IRS has not sought injunctions. No Solidaris investor has faced an IRS challenge to their charitable deduction.

Solidaris's General Counsel previously served as a trial attorney in the IRS Office of Chief Counsel handling civil and criminal tax fraud matters. Solidaris has undertaken legal and compliance review of its structure with the involvement of internal and external advisors.

We have separately provided detailed written responses to every substantive question raised by Bloomberg's reporter regarding our business model, fee structure, appraisal process, charitable giving practices, and compliance infrastructure.

THE BLOOMBERG INVESTIGATION

This complaint would be incomplete without addressing the mechanism by which the anonymous white paper was converted into what Bloomberg's outside counsel has described as a "meticulous, fair, and far-reaching" investigation. Bloomberg Tax reporter Michael Bologna, a senior correspondent who covers state and local taxes from Chicago, began contacting third parties related to Solidaris in August 2025. His questions, from the very first communication, tracked the anonymous white paper's allegations line by line, including verbatim language, identical numerical claims, and the same analytical framework. A detailed side-by-side comparison is attached as an exhibit to this complaint.

Mr. Bologna's own Bloomberg biography states that his "instincts for tax news were nurtured at an early age by his father, a former IRS criminal agent and the author of a dozen books about auditing, forensic accounting, and white-collar crime." His regular beat is state and local tax policy.

To date, Bloomberg has not published the article based on Mr. Bologna's investigation, and Solidaris believes the evidence presented in this complaint demonstrates why. Nonetheless, Mr. Bologna has continued to pursue the story, which represents a departure from his daily coverage of Multistate Tax Commission proceedings and state legislative sessions. It is a national tax shelter investigation with hundreds of millions of dollars at stake and whistleblower complaints filed with the Senate Finance Committee. Someone provided Mr. Bologna with a ready-made package: an anonymous white paper with a finished narrative, a counterclaim with adversarial allegations he could quote, and a framework for attacking every element of Solidaris's business. His questions converted that package into Bloomberg inquiries.

A credible source with direct, firsthand knowledge of Mr. Bologna's communications has confirmed to Solidaris that Mr. Bologna conveyed to third parties that what Solidaris is doing is illegal.

Despite five months of investigation, Mr. Bologna has never identified the specific statute, regulation, or code section that Solidaris has violated. Solidaris has asked him directly, repeatedly, through its communications consultant, through correspondence to Bloomberg Standards, and through its litigation counsel's letter to Bloomberg's outside counsel at Davis Wright Tremaine. Neither Mr. Bologna, his editors, nor Bloomberg's outside counsel has answered. A reporter who has characterized a business as operating improperly to third parties, who has predicted government enforcement actions, and who cannot identify the law that has been broken has reached his conclusion before completing his investigation.

Solidaris offered Mr. Bologna a background educational briefing with Geoffrey Dietrich, Quinn Disparte (former IRS Office of Chief Counsel trial attorney), Paul Spizzirri (60+ tax trial cases, five advanced degrees), and Ephraim Lucas (former Senior Attorney, IRS Office of Chief Counsel). These individuals have more relevant tax law expertise than Mr. Bologna or anyone Mr. Bologna has consulted. He refused the briefing. His anonymous sources received background protection. Mr. Bologna's anonymous sources were afforded background protection. When Solidaris offered its own experts, former IRS prosecutors, Mr. Bologna refused to extend the same courtesy and insisted they speak on the record.

Whether Mr. Bologna has a financial relationship with any of the parties identified in this complaint is unknown to Solidaris, but would be a relevant area of inquiry. Solidaris believes he is a reporter who was handed a story that fit his professional identity and career ambitions, who adopted it wholesale, and who has resisted every opportunity to examine the credibility of his sources or the legal foundation of his conclusions. The result is that Bloomberg's institutional credibility is being lent to a litigation adversary's campaign to destroy a company through media coverage rather than through the legal process. That campaign includes the filing of complaints with this Committee.

VIII. REQUESTED ACTIONS

Solidaris Capital respectfully requests that the Senate Finance Committee:

1. Review the whistleblower complaint(s) filed regarding Solidaris Capital and evaluate them in light of the evidence presented in this submission, including the verbatim language matches between the anonymous white paper and the filed complaints, the litigation posture of the apparent filers, and the Delaware Chancery Court allegations against the apparent filers.
2. Consider whether the filing of adversarial litigation allegations with this Committee, disguised as independent whistleblower concerns, constitutes an abuse of the Committee's oversight processes that warrants procedural safeguards or referral.
3. Ensure that any future reference to "whistleblower complaints filed with the Senate Finance Committee" regarding Solidaris Capital is understood in the context of the competing record presented here, including Solidaris's compliance record since 2021, the court's findings in its favor, and the credibility deficiencies of the apparent filers.

IX. SUPPORTING DOCUMENTATION

The following documents are available to the Committee:

1. Side-by-side analysis tracing Mr. Bologna's investigation to the anonymous white paper, including verbatim language matches (attached).
2. The anonymous white paper: "Understanding the Dietrich Charitable Deduction Investment Scheme" (attached).
3. First Amended Agreed Temporary Restraining Order, Dallas County Case No. DC-24-21484 (February 5, 2025).
4. Delaware Court of Chancery Complaint, Case No. 2025-1462, regarding fraudulent transfers by Head Genetics' founders.
5. Solidaris Capital's written responses to Bloomberg's questions (December 2025).
6. Defamation warning letter from Parlatore Law Group to Bloomberg's counsel (December 8, 2025).
7. Bologna correspondence to Solidaris and third parties (October 2025–March 2026).

X. DECLARATION

The information provided in this complaint is true and accurate to the best of our knowledge and belief, based on court records, deposition testimony, publicly available documents, and our direct knowledge of the events described.

We are available to provide additional information, testimony, or documentation as the Committee may require.

Respectfully submitted,

Geoffrey C. Dietrich, J.D., LL.M. (Tax)

Founder and Managing Principal

Solidaris Capital LLC