

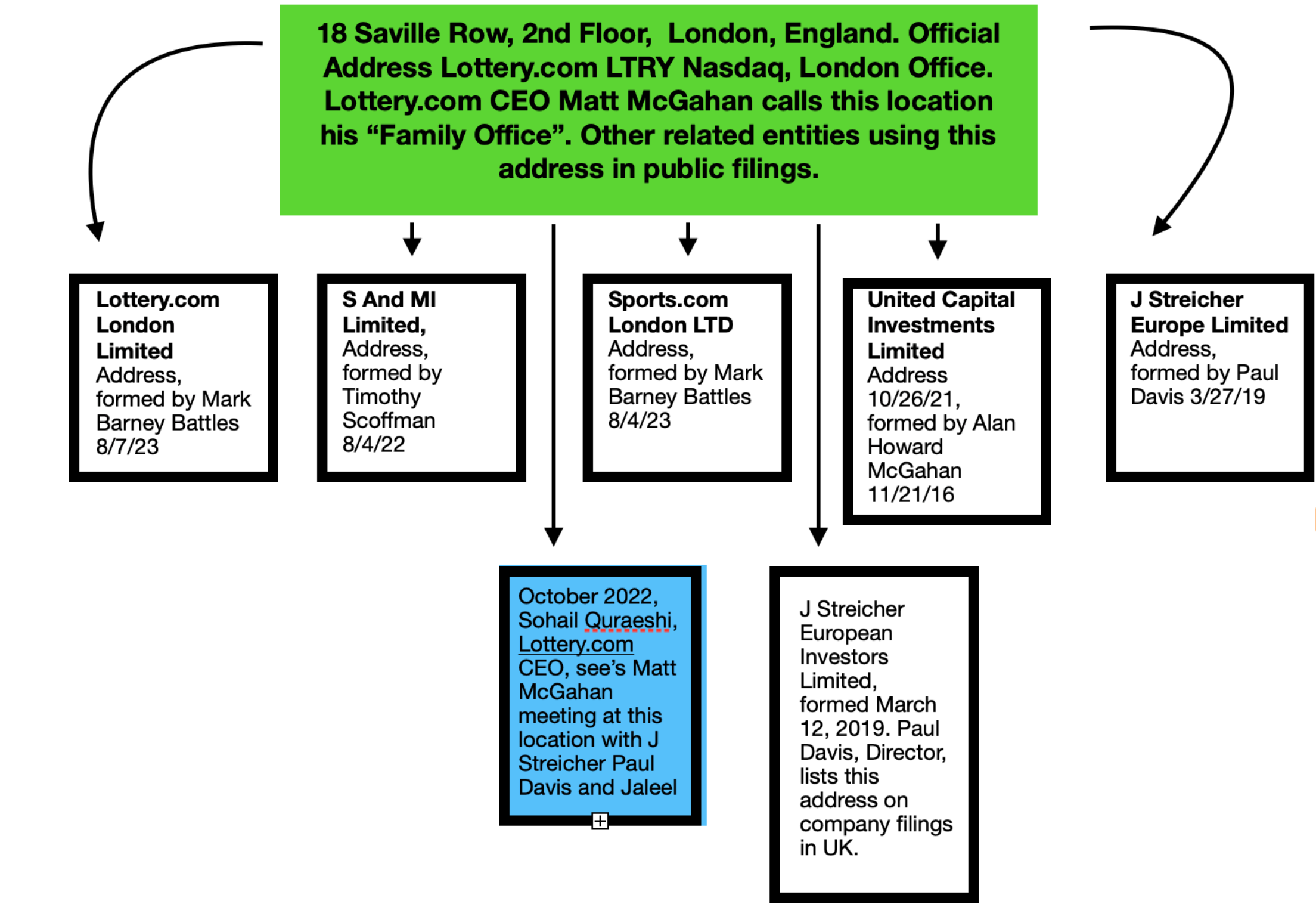
Lottery.com LTRY Nasdaq

**UK Related Entity Structure &
Related Lotto Texas Crime Links**

For Nasdaq, SEC, U.S. DOJ

18 Saville Row, London

Entities and People Linked To This Address



Known Related / Involved Individuals & Entities Lotto Texas April 2023 Lotto Texas Crime:

J Streicher: Paul Davis, Jaleel Lewis

Black Swan: Paul Davis

White Swan: Paul Davis

Spinola Gaming: Ade Repcenko

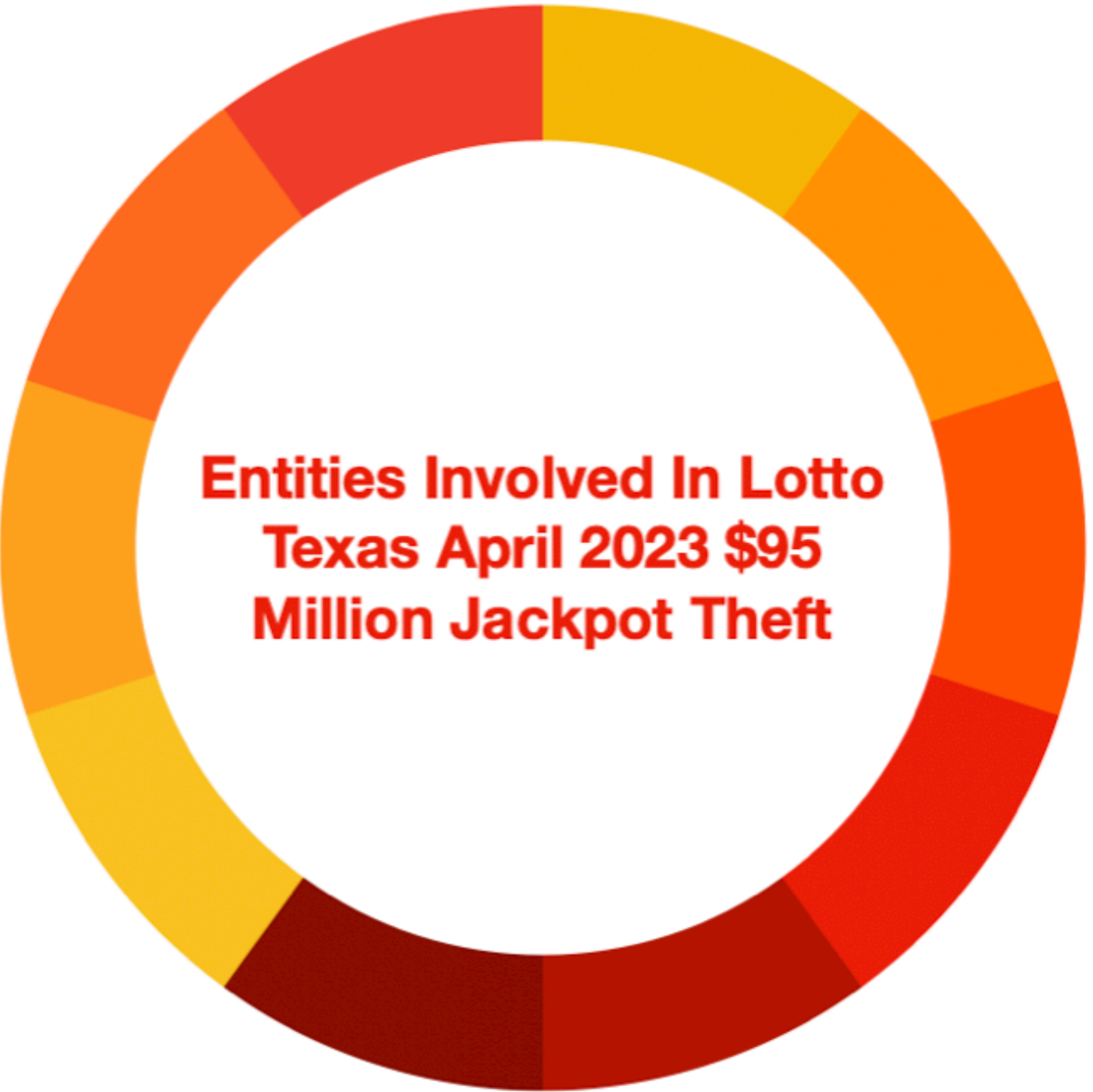
Lottery.com: Matt Clemenson, Tony DiMatteo, Ryan Dickinson, Matt McGahan, Mark Barney Battles, Greg Potts, Rob Stubblefield, Tamar Hassan, Christopher Gooding, Tim Scoffman, Amar Ali

Zalatoris: Paul Davis

United Capital Investments: Mark Barney Battles, Matt McGahan, Allan Howard McGahan (deceased)

Trowbridge Law Firm: Stanley Dickson, William Dickson

- | | | |
|------------------------------|------------------|-----------------------|
| ● J Streicher | ● Lottery.com | ● Collossus Bets |
| ● Texas Lottery Commission | ● IGT | ● White Swan |
| ● Black Swan | ● Zalatoris | ● Rook TX |
| ● United Capital Investments | ● Spinola Gaming | ● Trowbridge Law Firm |



Lottery.com London Limited

Link to UK Filings: <https://find-and-update.company-information.service.gov.uk/company/15052811/officers>

- Robert Stubblefield, CFO named as Director
- Mark Barney Battles (former Board Member) named as director
- Formed August 7, 2023 at time Battles was active Board member with LTRY
- Mark Barney Battles listed as sole shareholder of this private company
- Address listed for company same address used for LTRY at 18 Saville Row
- July 8, 2023 Battles Transfers Ownership to LTRY
- October 24, 2024 LTRY CFO Stubblefield becomes Director
- March 19, 2025 company renamed [Lottery.com](#) International

LOTTERY.COM INTERNATIONAL LIMITED

Company number **15052811**

Follow this company

File for this company

Overview

Filing history

People

More

Officers

Persons with significant control

Filter officers

☐ Current officers

2 officers / 1 resignation

[STUBBLEFIELD, Robert](#)

Correspondence address

18 Savile Row (2nd Floor), London, England, W1S 3PW

Role	ACTIVE	Date of birth	Appointed on
Director		January 1976	14 October 2024
Nationality		Country of residence	Occupation
American		England	Accountant

[BATTLES, Mark Bernard](#)

Correspondence address

18 Savile Row (2nd Floor), London, England, W1S 3PW

Role	RESIGNED	Date of birth	Appointed on	Resigned on
Director		November 1966	7 August 2023	7 August 2023
Nationality		Country of residence	Occupation	
British		United Kingdom	Director	

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **15052811**

The Registrar of Companies for England and Wales, hereby certifies that

LOTTERY.COM LONDON LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **7th August 2023**



N15052811A



Companies House



Initial Shareholdings

Name: MARK BATTLES

Address 18 SAVILE ROW (2ND FLOOR) LONDON ENGLAND W1S 3PW

Class of Shares: ORDINARY GBP 0.01 SHARES.

Number of shares: 1

Currency: GBP

Nominal value of each share: 0.01

Amount unpaid: 0

Amount paid: 0.01



IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: 03/08/2023

XC94YOF4

Company Name in full: LOTTERY.COM LONDON LIMITED

Company Type: Private company limited by shares

Situation of Registered Office: England and Wales

Proposed Registered Office Address: 18 SAVILE ROW (2ND FLOOR) LONDON ENGLAND W1S 3PW

Sic Codes: 92000

I wish to partially adopt the following model articles: Private (Ltd by Shares)

PSC02^(ef)

Notice of Relevant Legal Entity (RLE)
Person With Significant Control (PSC)

Company Name: **LOTTERY.COM LONDON LIMITED**
Company Number: **15052811**



XDE6WMCP

Received for filing in Electronic Format on the: **21/10/2024**

RLE Details

Date of becoming a registrable RLE: **07/08/2023**
Name: **LOTTERY.COM INC.**
Registered or Principal Office Address: **18 SAVILE ROW
LONDON
ENGLAND
W1S 3PW**

Legal Form: **PUBLIC COMPANY**
Governing Law: **AMERICAN**
Register: **UNITED STATES**
Country/state of register: **UNITED STATES**
Registration Number: **13301**

Nature of control

The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.

Register entry date

Register entry date **07/08/2023**

AP01^(ef)

Appointment of Director

Company Name: **LOTTERY.COM LONDON LIMITED**
Company Number: **15052811**



XDE6WLC8

Received for filing in Electronic Format on the: **21/10/2024**

New Appointment Details

Date of Appointment: **14/10/2024**
Name: **MR ROBERT STUBBLEFIELD**

The company confirms that the person named has consented to act as a director

Service address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/01/1976**

Nationality: **AMERICAN**

Occupation: **ACCOUNTANT**



FILE COPY

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number **15052811**

The Registrar of Companies for England and Wales hereby certifies that under the Companies Act 2006:

LOTTERY.COM LONDON LIMITED

a company incorporated as private limited by shares, having its registered office situated in England and Wales, has changed its name to:

LOTTERY.COM INTERNATIONAL LIMITED

Given at Companies House on **19th March 2025**



* N15052811A *

S and M LTD

UK Gov Files: <https://find-and-update.company-information.service.gov.uk/company/14315884/officers>

- Christopher Gooding (LTRY Board) named as Director
- Robert Stubblefield (LTRY CFO) named as Director
- Timothy Scoffman (LTRY President) named as Director
- Formed August 24, 2022 with Scoffman named as sole owner
- Name changed September 12, 2024 to [Sports.com](#) Media Services
- Address changed to 18 Saville Row October 3, 2024
- February 20, 2025 Scoffman changes ownership to [Lottery.com](#)

SPORTS.COM MEDIA GROUP LTD

Company number **14315884**

- Follow this company
- File for this company

Overview

Filing history

People

Charges

More

Officers

Persons with significant control

Filter officers

☐ Current officers

3 officers / 0 resignations

[GOODING, Christopher Anderson](#)

Correspondence address
3rd Floor, 86-90, Paul Street, London, England, EC2A 4NE

Role	ACTIVE	Date of birth	Appointed on
Director		May 1957	4 February 2025
Nationality		Country of residence	Occupation
British		United Kingdom	Solicitor

[SCOFFHAM, Timothy Peter](#)

Correspondence address
3rd Floor, 86-90 Paul Street, London, United Kingdom, EC2A 4NE

Role	ACTIVE	Date of birth	Appointed on
Director		September 1981	24 August 2022
Nationality		Country of residence	Occupation
British		England	Director

[STUBBLEFIELD, Robert Joseph](#)

Correspondence address
3rd Floor, 86-90, Paul Street, London, England, EC2A 4NE

Role	ACTIVE	Date of birth	Appointed on
Director		September 1963	4 February 2025
Nationality		Country of residence	Occupation
American		United States	Company Director

FILE COPY



CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **14315884**

The Registrar of Companies for England and Wales, hereby certifies that

S&MI LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **24th August 2022**

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1
Currency:	GBP	Aggregate nominal value:	1
Prescribed particulars			

FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1
		Total aggregate nominal value:	1
		Total aggregate unpaid:	0

Proposed Officers

Company Director **1**

Type:	Person
Full Forename(s):	MR TIMOTHY PETER
Surname:	SCOFFHAM
Former Names:	
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	ENGLAND

Date of Birth:	**/09/1981	Nationality:	BRITISH
Occupation:	DIRECTOR		

The subscribers confirm that the person named has consented to act as a director.



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number **14315884**

The Registrar of Companies for England and Wales hereby certifies that under the Companies Act 2006:

S&MI LTD

a company incorporated as private limited by shares, having its registered office situated in England and Wales, has changed its name to:

SPORTS.COM MEDIA SERVICES LIMITED

Given at Companies House on **12th September 2024**



* N14315884L *

The above information was communicated by electronic means and authenticated



Companies House

AD01^(ef)

Change of Registered Office Address

Company Name: **Sports.com Media Services Limited**
Company Number: **14315884**



Received for filing in Electronic Format on the: **03/10/2024**

XDCX8XJK

New Address Details

New Address: **18 SAVILE ROW, 2ND FLOOR
LONDON
UNITED KINGDOM
W1S 3PW**



Companies House

PSC02^(ef)

Notice of Relevant Legal Entity (RLE) Person With Significant Control (PSC)

Company Name: **SPORTS.COM MEDIA GROUP LTD**
Company Number: **14315884**



Received for filing in Electronic Format on the: **20/02/2025**

XDWT5PUJ

RLE Details

Date of becoming a registrable RLE: **01/09/2024**

Name: **LOTTERY.COM INC**

Registered or Principal Office Address: **20808 STATE HWAY.71W UNIT B
SPICEWOOD
TEXAS
UNITED STATES
78669**

Sports.com London LTD

UK Gov Files: <https://find-and-update.company-information.service.gov.uk/company/15050538/filing-history>

- Formed on August 4, 2023 by Mark Barney Battles (LTRY Director)
- Address listed for private company 18 Saville Row, London
- Battles names as sole shareholder and only director
- October 14, 2024 LTRY CFO Robert Stubblefield named as Director
- March 19, 2025 name changed to [Sports.com](#) Studios LTD
- April 30, 2025 LTRY Board member Christopher Gooding named Director
- April 30, 2025 LTRY President Timothy Scoffman named Director
- June 18, 2025 Gooding resigns as director and Tamar Hassan appointed Director. Both are LTRY Board Members
- Company appears to still be owned in full by Mark Barney Battles as no change of control noted

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **15050538**

The Registrar of Companies for England and Wales, hereby certifies that

SPORTS.COM LONDON LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **4th August 2023**

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY GBP 0.01 SHARES.	Number allotted	1
		Aggregate nominal value:	0.01
Currency:	GBP		
Prescribed particulars			

FULL RIGHTS WITH REGARDS TO VOTING, PARTICIPATION AND DIVIDENDS.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1
		Total aggregate nominal value:	0.01
		Total aggregate unpaid:	0

Proposed Officers

Company Director **1**

Type:	Person
Full Forename(s):	MARK
Surname:	BATTLES
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	ENGLAND

Date of Birth: ****/11/1966** Nationality: **BRITISH**



Companies House

IN01(ef)

Application to register a company



Received for filing in Electronic Format on the: **03/08/2023** *XC94YQ3C*

Company Name in full:	SPORTS.COM LONDON LIMITED
Company Type:	Private company limited by shares
Situation of Registered Office:	England and Wales
Proposed Registered Office Address:	18 SAVILE ROW (2ND FLOOR) LONDON LONDON ENGLAND W1S 3PW
Sic Codes:	73120

Application to register a company



Received for filing in Electronic Format on the: 03/08/2023

XC94YQ3C

Company Name in full: SPORTS.COM LONDON LIMITED

Company Type: Private company limited by shares

Situation of Registered Office: England and Wales

Proposed Registered Office Address: 18 SAVILE ROW (2ND FLOOR)
LONDON
LONDON
ENGLAND W1S 3PW

Sic Codes: 73120

Appointment of Director

Company Name: **SPORTS.COM LONDON LIMITED**

Company Number: **15050538**



Received for filing in Electronic Format on the: **23/10/2024**

XDEC85SX

New Appointment Details

Date of Appointment: **14/10/2024**

Name: **MR ROBERT STUBBLEFIELD**

The company confirms that the person named has consented to act as a director.

Service address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/01/1976**

Nationality: **AMERICAN**

Occupation: **ACCOUNTANT**



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number **15050538**

The Registrar of Companies for England and Wales hereby certifies that under the Companies Act 2006:

SPORTS.COM LONDON LIMITED

a company incorporated as private limited by shares, having its registered office situated in England and Wales, has changed its name to:

SPORTS.COM STUDIOS LIMITED

Given at Companies House on **19th March 2025**

AP01 (ef)

Appointment of Director

Company Name: **SPORTS.COM STUDIOS LIMITED**

Company Number: **15050538**



XE1QBBZT

Received for filing in Electronic Format on the: **02/05/2025**

New Appointment Details

Date of Appointment: **30/04/2025**

Name: **MR TIMOTHY PETER SCOFFHAM**

The company confirms that the person named has consented to act as a director.

Service Address: **3RD FLOOR, 86-90 PAUL STREET
LONDON
ENGLAND
EC2A 4NE**

Country/State Usually Resident: **ENGLAND**

AP01 (ef)

Appointment of Director

Company Name: **SPORTS.COM STUDIOS LIMITED**

Company Number: **15050538**



XE1QBCRT

Received for filing in Electronic Format on the: **02/05/2025**

New Appointment Details

Date of Appointment: **30/04/2025**

Name: **MR CHRISTOPHER ANDERSON GOODING**

The company confirms that the person named has consented to act as a director.

Service Address: **3RD FLOOR, 86-90 PAUL STREET
LONDON
ENGLAND
EC2A 4NE**

Country/State Usually Resident: **ENGLAND**

TM01_(ef)

Termination of a Director Appointment

Company Name: **SPORTS.COM STUDIOS LIMITED**

Company Number: **15050538**



XE510XNC

Received for filing in Electronic Format on the: **19/06/2025**

Termination Details

Date of termination: **18/06/2025**

Name: **MR CHRISTOPHER ANDERSON GOODING**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Liquidator, Administrator, Administrative Receiver, Receiver, Receiver manager, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.

AP01_(ef)

Appointment of Director

Company Name: **SPORTS.COM STUDIOS LIMITED**

Company Number: **15050538**



XE510XUB

Received for filing in Electronic Format on the: **19/06/2025**

New Appointment Details

Date of Appointment: **18/06/2025**

Name: **MR TAMER HASSAN**

The company confirms that the person named has consented to act as a director.

Service address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/03/1968**

Nationality: **BRITISH**

United Capital Investments Limited

UK Gov Files: <https://find-and-update.company-information.service.gov.uk/company/10490012/filing-history?page=3>

- Formed on November 21, 2016 by Robert McGregor
- Alan Howard McGahan (father of LTRY CEO Matthew McGahan) named as director and sole shareholder of the company
- Nov. 13, 2019 Mark Barney Battles (LTRY future Board) joins company as Director
- October 26, 2021 company changes address to 18 Saville Row, London (LTRY address)
- Nov. 23, 2021 company changes control to Berkshire Priory LTD
- Jan. 20, 2022 Alan Howard McGahan removed as person with controlling interest
- Dec. 4, 2023 company leaves 18 Saville Row, London as company address
- April 12, 2023 ownership changed to Paradis Ecossais S.A.R.L. Ltd
- June 28, 2024 ownership changed to Berkeley Square Estates LTD
- April 7, 2024 Mark Bernard Battles rejoins company as Director
- On Sept. 20, 2024 company files financial documents stating is has over 14 million GBP on hand, up from negative balance previous year
- Nov 8 2024 company files notice it is changing addresses from 18 Saville Row, London address (LTRY address)
- March 16, 2025 company files confirmation statement document that its intended use is lawful
- March 18, 2025 company files financial documents stating is has 2.9 million GBP on hand



CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **10490012**

The Registrar of Companies for England and Wales, hereby certifies that

UNITED CAPITAL INVESTMENTS LONDON LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **21st November 2016**

Proposed Officers

Company Secretary **1**

Type: **Person**
Full Forename(s): **MR ROBERT MACGREGOR**
Surname: **KILPATRICK**
Former Names:
Service Address: **recorded as Company's registered office**

The subscribers confirm that the person named has consented to act as a secretary.



Companies House

IN01(ef)

Application to register a company



Received for filing in Electronic Format on the: **21/11/2016**

X5K8P7FD

Company Name in full: **UNITED CAPITAL INVESTMENTS LONDON LIMITED**

Company Type: **Private company limited by shares**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **KILPATRICK & CO.
THE PRIORY STOMP ROAD
BURNHAM
SLOUGH
BUCKS.
UNITED KINGDOM SL1 7LW**

Sic Codes: **64301**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Initial Shareholdings

MR MCGAHAN

**23 WHITE LION GATE
COBHAM
SURREY
UNITED KINGDOM
KT11 1AQ**

Class of Shares: **ORDINARY**

Number of shares: **100**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **1**

Type: **Person**

Full Forename(s): **MR ALAN HOWARD**

Surname: **MCGAHAN**

Former Names:

Service Address: **recorded as Company's registered office**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/03/1944** Nationality: **UK**

Occupation: **CO. DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director **2**

Type: **Person**

Full Forename(s): **MR ROBERT MACGREGOR**

Surname: **KILPATRICK**

Former Names:

Service Address: **recorded as Company's registered office**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/05/1951** Nationality: **USA**

Occupation: **SOLICITOR**

The subscribers confirm that the person named has consented to act as a director.

AP01_(ef)

Appointment of Director

Company Name: **UNITED CAPITAL INVESTMENTS LONDON LIMITED**
Company Number: **10490012**



Received for filing in Electronic Format on the: **03/04/2020**

X9272FSP

New Appointment Details

Date of Appointment: **13/11/2019**

Name: **MR MARK BATTLES**

The company confirms that the person named has consented to act as a director.

Service Address: **6 OLD ROAD
CAWOOD
SELBY
ENGLAND
YO8 3SP**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/11/1966**

Nationality: **BRITISH**

Occupation: **COMPANY DIRECTOR**

AD01_(ef)

Change of Registered Office Address

Company Name: **UNITED CAPITAL INVESTMENTS LONDON LIMITED**
Company Number: **10490012**



Received for filing in Electronic Format on the: **26/10/2021**

XAFWNNOB

New Address Details

New Address: **18 (2ND FLOOR) SAVILE ROW
LONDON
ENGLAND
W1S 3PW**



Companies House

PSC02^(ef)

Notice of Relevant Legal Entity (RLE) Person With Significant Control (PSC)

Company Name: **UNITED CAPITAL INVESTMENTS LONDON LIMITED**

Company Number: **10490012**



XAHUBQYZ

Received for filing in Electronic Format on the: **23/11/2021**

RLE Details

Date of becoming a
registrable RLE: **01/01/2021**

Name: **THE BERKSHIRE PRIORY LIMITED**

Registered or Principal
Office Address: **18 18 SAVILE ROW (2ND FLOOR)
LONDON
ENGLAND
W1S 3PW**



Companies House

PSC07^(ef)

Notice of ceasing to be a person with significant control (PSC)

Company Name: **UNITED CAPITAL INVESTMENTS LONDON LIMITED**

Company Number: **10490012**



XAW27NZ4

Received for filing in Electronic Format on the: **20/01/2022**


Cessation Details

Date ceased: **01/04/2021**

Name: **ALAN MCGAHAN**

Register entry date

Register entry date **01/04/2021**


Companies House

AD01_(ef)

Change of Registered Office Address

Company Name: UNITED CAPITAL INVESTMENTS LONDON LIMITED

Company Number: 10490012



XCHNK427

Received for filing in Electronic Format on the: 04/12/2023

New Address Details

New Address:

1 1 DORAN CLOSE
FILEY
ENGLAND
YO14 0AQ

Companies House

PSC02_(ef)

Notice of Relevant Legal Entity (RLE)
Person With Significant Control (PSC)

Company Name: UNITED CAPITAL INVESTMENTS LONDON LIMITED

Company Number: 10490012


XCZSVLCJ

Received for filing in Electronic Format on the: 27/03/2024

RLE Details

Date of becoming a registrable RLE:

04/12/2023

Name:

PARADIS ECOSSAIS S.A.R.L LTD

Registered or Principal Office Address:

11 DORAN CLOSE
FILEY
ENGLAND
YO14 0AQ



Companies House

PSC02_(ef)

**Notice of Relevant Legal Entity (RLE)
Person With Significant Control (PSC)**

Company Name: **UNITED CAPITAL INVESTMENTS LONDON LIMITED**

Company Number: **10490012**



Received for filing in Electronic Format on the: **01/07/2024**

XD6ENNO9

RLE Details

Date of becoming a
registrable RLE: **28/06/2024**

Name: **BERKELEY SQUARE ESTATES LIMITED**

Registered or Principal
Office Address: **40 HOLMEFIELD COURT BELSIZE GROVE
LONDON
ENGLAND
NW3 4TT**



Companies House

AP01_(ef)

Appointment of Director

Company Name: **UNITED CAPITAL INVESTMENTS LONDON LIMITED**

Company Number: **10490012**



Received for filing in Electronic Format on the: **01/07/2024**

XD6ENP4X

New Appointment Details

Date of Appointment: **01/07/2024**

Name: **MR MARK BERNARD BATTLES**

The company confirms that the person named has consented to act as a director.

Service Address: **40 BELSIZE GROVE
LONDON
ENGLAND
NW3 4TT**

Country/State Usually
Resident: **ENGLAND**

UNITED CAPITAL INVESTMENTS LONDON LIMITED
Statement of Financial Position As at 30 November 2023

	2023		2022	
	£	£	£	£
Fixed assets		14,847,346		14,847,346
Current assets	673,939		5,156	
Creditors: amount falling due within one year	(1,088,583)		(481,800)	
Net current assets		(414,644)		(476,644)
Total assets less current liabilities		14,432,702		14,370,702
Net assets		<u>14,432,702</u>		<u>14,370,702</u>
Capital and reserves		<u>14,432,702</u>		<u>14,370,702</u>

NOTES TO THE ACCOUNTS

General Information

United Capital Investments London Limited is a private company, limited by shares, registered in England and Wales, registration number 10490012, registration address 18 (2nd Floor) Savile

AD01_(ef)

Change of Registered Office Address

Company Name: UNITED CAPITAL INVESTMENTS LONDON LIMITED
Company Number: 10490012



Received for filing in Electronic Format on the: 08/11/2024

XDFH2248

New Address Details

New Address: UNIT SS STRATFORD ROAD
SHIRLEY
SOLIHULL
ENGLAND
B90 4AA

0001_(ef)

Confirmation Statement

Company Name: UNITED CAPITAL INVESTMENTS LONDON LIMITED
Company Number: 10490012



Received for filing in Electronic Format on the: 16/03/2025

XDYGVA8

Company Name: UNITED CAPITAL INVESTMENTS LONDON LIMITED

Company Number: 10490012

Confirmation 16/03/2025

Statement date:

The company confirms that its intended future activities are lawful.

UNITED CAPITAL INVESTMENTS LONDON LIMITED

Statement of Financial Position

As at 30 November 2024

	Notes	2024 £	2023 £
Fixed assets			
Investments	3	3,070,228	14,847,346
		3,070,228	14,847,346
Current assets			
Debtors		766,837	673,106
Cash at bank and in hand		49	833
		766,886	673,939
Creditors: amount falling due within one year		(898,602)	(1,088,583)
Net current assets		(131,716)	(414,644)
Total assets less current liabilities		2,938,512	14,432,702
Net assets		2,938,512	14,432,702
Capital and reserves			
Called up share capital	4	100	100
Special Reserves	5	3,333,309	14,801,146
Profit and loss account		(394,897)	(368,544)
Shareholders' funds		2,938,512	14,432,702

J. Streicher Europe Limited

UK Gov Files: <https://find-and-update.company-information.service.gov.uk/company/11909485/officers>

- Formed March 27, 2019 by Paul Michael Davis.
- Mr. Davis is listed as sole shareholder and lists his address as 18 Saville Row, London (same address as LTRY)
- Feb. 5 , 2024 Paul Davis removes himself as person controlling the company
- Feb. 5, 2024 Paul Davis resigns as Director of company
- June 19, 2024 company files confirmation statement its intended future purposes are lawful
- May 24, 2025 company files for dissolution



CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number 11909485

The Registrar of Companies for England and Wales, hereby certifies
that

J. STREICHER EUROPE LIMITED

is this day incorporated under the Companies Act 2006 as a private
company, that the company is limited by shares, and the situation of its
registered office is in England and Wales

Given at Companies House, Cardiff, on 27th March 2019



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: 27/03/2019

X825AVRC

Company Name in full:	J. STREICHER EUROPE LIMITED
Company Type:	Private company limited by shares
Situation of Registered Office:	England and Wales
Proposed Registered Office Address:	NO.1 LONDON BRIDGE LONDON ENGLAND SE1 9BG
Sic Codes:	64205

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director 1

Type:	Person
Full Forename(s):	PAUL MICHAEL
Surname:	DAVIS
Service Address:	18 SAVILLE ROW MAYFAIR LONDON ENGLAND W1S 3PW
Country/State Usually Resident:	ENGLAND

Date of Birth:	**/03/1981	Nationality:	BRITISH
Occupation:	DIRECTOR		

The subscribers confirm that the person named has consented to act as a director.

Initial Shareholdings

Name:	PAUL MICHAEL DAVIS		
Address	18 SAVILLE ROW MAYFAIR LONDON ENGLAND W1S 3PW	Class of Shares:	ORDINARY
		Number of shares:	1
		Currency:	GBP
		Nominal value of each share:	1
		Amount unpaid:	0
		Amount paid:	1



Companies House

PSC07_(ef)

Notice of ceasing to be a person
with significant control (PSC)

Company Name: J. STREICHER EUROPE LIMITED
Company Number: 11909485



Received for filing in Electronic Format on the: 19/06/2024 XD5KQF7N

Cessation Details

Date ceased: 05/02/2024
Name: PAUL DAVIS

Register entry date

Register entry date 19/06/2024

Authorisation

Authenticated

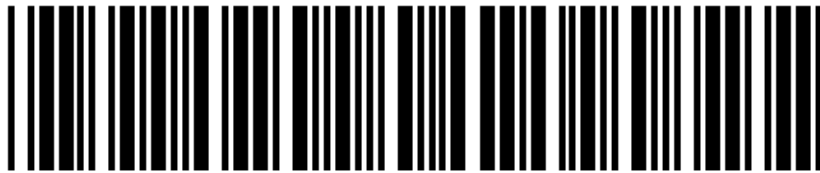


Companies House

TM01_(ef)

Termination of a Director Appointment

Company Name: J. STREICHER EUROPE LIMITED
Company Number: 11909485



Received for filing in Electronic Format on the: 19/06/2024 XD5KQEH7

Termination Details

Date of termination: 05/02/2024
Name: PAUL MICHAEL DAVIS

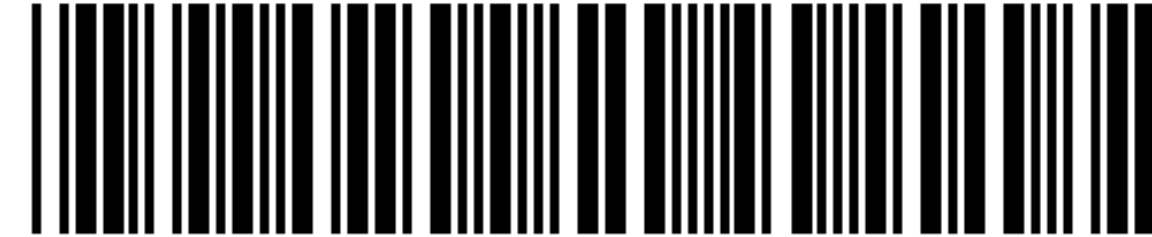
Authorisation

Authenticated

This form was authorised by one of the following:
Director, Secretary, Person Authorised, Liquidator, Administrator, Administrative Receiver, Receiver, Receiver manager, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.

Company Name: **J. STREICHER EUROPE LIMITED**

Company Number: **11909485**



Received for filing in Electronic Format on the: **19/06/2024**

XD5KWIN6

Company Name: **J. STREICHER EUROPE LIMITED**

Company Number: **11909485**

Confirmation **19/06/2024**

Statement date:

The company confirms that its intended future activities are lawful.

FINAL GAZETTE NOTICE

11909485 J. STREICHER EUROPE LIMITED

Strike off date of the Company: 24/05/25

Dissolution date of the Company: 03/06/25

J. Streicher European Investors LLP

UK Gov Files: <https://find-and-update.company-information.service.gov.uk/company/OC426372/filing-history>

- Company formed March 12, 2019
- Owners listed as U.S. citizens Michael Hanlon and David Wesley Cobb
- December 6, 2019 Paul Michael Davis becomes Director and lists address as 18 Saville Row, London (LTRY Address)
- June 19, 2024 Paul Michael Davis resigns as Director
- Online research shows further connection between Michael Hanlon and described acquisition of J. Streicher.



**CERTIFICATE OF INCORPORATION
OF A
LIMITED LIABILITY PARTNERSHIP**

Partnership No. **OC426372**

The Registrar of Companies for England and Wales, hereby certifies that

J. STREICHER EUROPEAN INVESTORS LLP

is this day incorporated under the Limited Liability Partnerships Act 2000 as a limited liability partnership, that the partnership is limited, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **12th March 2019**

Individual Person with Significant Control details

Names: MICHAEL HANLON

Country/State Usually Resident: UNITED STATES

Date of Birth: **/06/1964 *Nationality:* AMERICAN

Service Address: 2444 CHESTNUT LANDING
ATLANTA
GEORGIA
UNITED STATES
30360

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Individual Person with Significant Control details

Names: DAVID WESLEY COBB

Country/State Usually Resident: UNITED STATES

Date of Birth: **/12/1947 *Nationality:* AMERICAN

Service Address: 322 CANTON STONE DRIVE
FRANKLIN
TENNESSEE
UNITED STATES
37067

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.



Companies House

LLAP01_(ef)

Appointment of Member of a
Limited Liability Partnership (LLP)

LLP name in full: **J. Streicher European Investors LLP**

LLP Number: **OC426372**



X8K611R6

Received for filing in Electronic Format on the: **12/12/2019**

New Appointment Details

Date of Appointment: **06/12/2019**

Name: **PAUL MICHAEL DAVIS**

The Limited Liability Partnership (LLP) confirms that the person named has consented to act as a designated member.

Appointment is for a Member

Service Address: **18 SAVILLE ROW
MAYFAIR
LONDON
ENGLAND
W1S 3PW**

Country/State Usually
Resident: **ENGLAND**

Date of Birth: ****/03/1981**



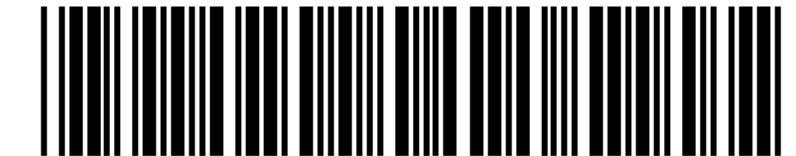
Companies House

LLTM01_(ef)

Termination of Appointment of a Member

LLP name in full: **J. STREICHER EUROPEAN INVESTORS LLP**

LLP Number: **OC426372**



XD5KQE0H

Received for filing in Electronic Format on the: **19/06/2024**

Termination Details

Date of termination: **05/02/2024**

Name: **PAUL MICHAEL DAVIS**

Authorisation

Authenticated

This form was authorised by one of the following:

Designated member, Judicial Factor.

Michael-Thomas Executive Search helps clients effectively resolve their most pressing industry challenges by offering a broad range of services. Services that help grow businesses, be more competitive, profitable, efficient and productive in an ever changing business environment.

- M&A Strategy
- Sales & Marketing strategy to grow market share
- Management Consulting
- Human Capital strategy and Talent Acquisition
- Business Strategy

- Strategic Advisory Consulting
- Out Sourcing
- Mentoring

Michael-Thomas Executive Search's dedication enables them to exceed client expectations. MTES is genuinely invested in our client's business growth and success. Our industry knowledge and experience is leveraged to help clients achieve their strategic goals. We deliver the right solutions for our client's success, growth and profitability.

"Michael-Thomas Executive Search was very important and a key component in business consulting and advisement for SCM-1, our startup plastics to eco fuel processing company. His full range of advisory services were provided for the acquisition of J. Streicher & Co, a brokerage and investment banking firm."

– Michael Hanlon, CEO Emeritus, J. Streicher & Co and SCM-1

Zalatoris / Paul Davis

SEC Filings Under Zalatoris / Zalatoris 2

- Paul Davis is listed in SEC filings regarding the Cayman Island blank check company.
- J Streicher is listed in SEC filings regarding the Zalatoris company filings.
- Paul Davis is listed as being the manager of Black Swan Data in the Zalatoris SEC filings.
- Black Swan Data formed a division called White Swan Data
- White Swan Data is linked to Collossus Bets and Lotto Texas April 2023 crime via Wall Street Journal article and civil suits filed in Texas.

12/15/23 8k signed by Paul Davis, Filed with SEC on behalf of Zalatoris Acquisition Corp

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): December 15, 2023

Zalatoris Acquisition Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-41143
(Commission File Number)

86-1837862
(IRS Employer
Identification No.)

99 Wall Street, Suite 5801
New York, New York 10005
Registrant's telephone number, including area code (917) 675-3106
Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Units, each consisting of one share of Class A Common Stock and one-half of one redeemable Public Warrant	TCOA-UN	New York Stock Exchange
Class A Common Stock, \$0.0001 par value per share	TCOA	New York Stock Exchange
Public Warrants, each exercisable for one share of Class A Common Stock at an exercise price of \$11.50 per share	TCOA-WT	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

☐ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01. Other Events.

On December 15, 2023, Zalatoris Acquisition Corp., a Delaware corporation (the "Company"), caused \$150,000 (the "Extension Payment") to be deposited into the trust account of the Company, which enables the Company to extend by one (1) month—from December 14, 2023 to January 14, 2024 (the "Extension")—the date by which the Company must have consummated its initial business combination or begin the wind-up process in accordance with its charter. The Extension is the seventh of nine (9) one-month extensions permitted under the Company's governing documents.

Item 9.01. Exhibits.

Exhibit Number	Description of Exhibit
04	Cover Page Interactive Data File (Embedded within the Inline XBRL document and included in Exhibit)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ZALATORIS ACQUISITION CORP.

Date: December 15, 2023

By: /s/ Paul Davis
Name: Paul Davis
Title: Chief Executive Officer

June 14, 2023 Paul Davis signs promissory note on file with SEC claiming he is due \$5,000,000. Signs as CEO of Zalatoris, stating payee is J Streicher

- https://www.sec.gov/Archives/edgar/data/1846750/000121390024002714/ea191456ex10-2_zalatoris.htm

THIS AMENDED AND RESTATED PROMISSORY NOTE (“**NOTE**”) HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”). THIS NOTE HAS BEEN ACQUIRED FOR INVESTMENT ONLY AND MAY NOT BE SOLD, TRANSFERRED OR ASSIGNED IN THE ABSENCE OF REGISTRATION OF THE RESALE THEREOF UNDER THE SECURITIES ACT OR AN OPINION OF COUNSEL REASONABLY SATISFACTORY IN FORM, SCOPE AND SUBSTANCE TO THE MAKER THAT SUCH REGISTRATION IS NOT REQUIRED.

AMENDED AND RESTATED PROMISSORY NOTE

This Note is made by and between Zalatoris Acquisition Corp., a Delaware corporation (the “**Maker**”) and J. Streicher Holdings, LLC, a Delaware limited liability company, or its registered assigns or successors in interest (the “**Payee**”).

RECITALS

WHEREAS, the Maker executed that certain Promissory Note in favor of the Payee, dated June 14, 2023, in the maximum principal amount of up to Two Million Dollars (\$2,000,000) (the “**Original Note**”); and

WHEREAS, the Maker desires, and the Payee has agreed, to modify certain terms of the Original Note (the “**Loan Modification**”); and

WHEREAS, in connection with the Loan Modification, the Payee requires, and the Maker has agreed, to amend and restate the Original Note as set forth herein.

NOW, THEREFORE, in consideration of the foregoing recitals and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Maker and the Payee hereby agree that the Original Note is hereby amended and restated in its entirety as follows:

Dated as of January 8, 2024

Principal Amount: \$5,000,000

New York, New York

The Maker promises to pay to the order of the Payee the principal sum of Five Million Dollars (\$5,000,000) in lawful money of the United States of America on the terms and conditions described below. All payments on this Note shall be made by check or wire transfer of immediately available funds, without setoff or counterclaim, to such account as the Payee may from time to time designate by written notice in accordance with the provisions of this Note.

l. **Maturity.** The principal balance of this Note shall be due and payable by the Maker upon the occurrence of a Repayment/Conversion Trigger Event, as such term is defined below (the “**Maturity Date**”). The principal balance may be prepaid at any time prior to the Maturity Date without penalty upon written notice by the Maker to the Payee.

(a) Each of the following shall constitute a “**Repayment/Conversion Trigger Event**”:

(i) the closing of a merger, consolidation or other business combination pursuant to which the Maker acquires an entity for its initial business combination (a “**DeSPAC Transaction**”); or

(ii) subject to the terms below, the liquidation of the Maker on or before March 14, 2024, at the request of the Payee, or such earlier liquidation date as may be approved by Maker’s stockholders (a “**Liquidation**”), that occurs while the Note is outstanding or any time thereafter prior to the repayment of the Note.

Maker shall provide Payee at least ten (10) calendar days’ prior written notice of any Repayment/Conversion Trigger Event, and to the extent applicable, a copy of the material terms and conditions of the DeSPAC Transaction. Except as provided in Section 16 below, under no circumstances whatsoever shall any individual, including, but not limited to, any officer, director, employee or stockholder of the Maker, be obligated personally for any obligations or liabilities of the Maker hereunder.

(b) **Form of Repayment.** In the event of a Liquidation, all amounts due under this Note shall be repaid in cash. In the event of a DeSPAC Transaction, the Note may be repaid, at the Payee’s discretion, (i) in cash or (ii) with respect to up to Five Million Dollars (\$5,000,000) of unpaid principal due under this note, in Conversion Warrants (as defined below), pursuant to Section 16 herein. Absent reasonable prior written notice by Payee to convert any amounts due under this Note into Conversion Warrants pursuant to Section 16 herein, the Note shall become due and payable in cash at closing of such DeSPAC Transaction.

m. **Interest.** No interest shall accrue or be charged by Payee on the unpaid principal balance of this Note.

n. **Application of Payments.** All payments shall be applied first to payment in full of any costs incurred in the collection of any sum due under this Note, including (without limitation) reasonable attorneys’ fees, then to the payment in full of any late charges, and finally to the reduction of the unpaid principal balance of this Note.

o. **Drawdown Requests.** Maker and Payee agree that Maker may request from time to time up to Three Hundred Thousand Dollars (\$300,000) for costs reasonably related to Maker’s consummation of an initial business combination and for working capital purposes. The principal of this Note may be drawn down from time to time until the date on which Maker consummates its initial business combination, upon written request from Maker to Payee (each, a “**Drawdown Request**”). Each Drawdown Request must state the amount to be drawn down, and must be in multiples of not less than Ten Thousand Dollars (\$10,000) unless agreed upon by Maker and Payee. Payee, in its sole discretion, shall fund each Drawdown Request no later than five (5) business days after receipt of a Drawdown Request; provided, however, that the maximum amount of drawdowns collectively under this Note shall not exceed Five Million Dollars (\$5,000,000). Once an amount is drawn down under this Note, it shall not be available for future Drawdown Requests even if prepaid. Except as set forth herein, no fees, payments or other amounts shall be due to Payee in connection with, or as a result of, any Drawdown Request by Maker.

p. **Events of Default.** The following shall constitute an event of default (“**Event of Default**”):

(a) **Failure to Make Required Payments.** Failure by Maker to pay any principal amount due (including, but not limited to, by way of the issuance of Conversion Warrants in accordance with the terms of this Note) pursuant to this Note within five (5) business days of the Maturity Date.

(b) **Voluntary Bankruptcy, Etc.** The commencement by Maker of a voluntary case under any applicable bankruptcy, insolvency, reorganization, rehabilitation or other similar law, or the consent by it to the appointment of or taking possession by a receiver, liquidator, assignee, trustee, custodian, sequestrator (or other similar official) of Maker or for any substantial part of its property, or the making by it of any assignment for the benefit of creditors, or the failure of Maker generally to pay its debts as such debts become due, or the taking of corporate action by Maker in furtherance of any of the foregoing.

(c) **Involuntary Bankruptcy, Etc.** The entry of a decree or order for relief by a court having competent jurisdiction in respect of Maker in an involuntary case under any applicable bankruptcy, insolvency or other similar law, or appointing a receiver, liquidator, assignee, custodian, trustee, sequestrator (or similar official) of Maker or for any substantial part of its property, or ordering the winding-up or liquidation of its affairs, and the continuance of any such decree or order unstayed and in effect for a period of 60 consecutive days.

i. Remedies.

(a) Upon the occurrence of an Event of Default specified in Section 5(a) hereof, Payee may, by written notice to Maker, declare this Note to be due immediately and payable, whereupon the unpaid principal amount of this Note, and all other amounts payable hereunder, shall become immediately due and payable without presentment, demand, protest or other notice of any kind, all of which are hereby expressly waived, anything contained herein or in the documents evidencing the same to the contrary notwithstanding.

(b) Upon the occurrence of an Event of Default specified in Sections 5(b) and 5(c), the unpaid principal balance of this Note, and all other sums payable with regard to this Note, shall automatically and immediately become due and payable, in all cases without any action on the part of Payee.

r. **Enforcement Costs.** In case any principal of this Note is not paid when due, including (without limitation) by way of the issuance of Conversion Warrants in accordance with the terms of this Note, Maker shall be liable for all costs of enforcement and collection of this Note incurred by the Payee and any other Holders (Payee, or such other persons, are known herein as the “**Holder**” or “**Holders**”), including, but not limited to, reasonable attorneys’ fees and expenses.

s. **Waivers.** Maker and all endorsers and guarantors of, and sureties for, this Note waive presentment for payment, demand, notice of dishonor, protest, and notice of protest with regard to the Note, all errors, defects and imperfections in any proceedings instituted by Payee under the terms of this Note, and all benefits that might accrue to Maker by virtue of any present or future laws exempting any property, real or personal, or any part of the proceeds arising from any sale of any such property, from attachment, levy or sale under execution, or providing for any stay of execution, exemption from civil process, or extension of time for payment; and Maker agrees that any real estate that may be levied upon pursuant to a judgment obtained by virtue hereof or any writ of execution issued hereon, may be sold upon any such writ in whole or in part in any order desired by Payee.

t. **Unconditional Liability.** Maker hereby waives all notices in connection with the delivery, acceptance, performance, default, or enforcement of the payment of this Note, and agrees that its liability shall be unconditional, without regard to the liability of any other party, and shall not be affected in any manner by any indulgence, extension of time, renewal, waiver or modification granted or consented to by Payee, and consents to any and all extensions of time, renewals, waivers, or modifications that may be granted by Payee with respect to the payment or other provisions of this Note, and agrees that additional makers, endorsers, guarantors, or sureties may become parties hereto without notice to Maker or affecting Maker’s liability hereunder. Any failure of the Payee to exercise any right hereunder shall not be construed as a waiver of the right to exercise the same or any other right at any time and from time to time thereafter. The Payee may accept late payments, or partial payments, even though marked “payment in full” or containing words of similar import or other conditions, without waiving any of its rights.

u. **Notices.** All notices, statements or other documents which are required or contemplated by this Note shall be made in writing and delivered (at the sender’s sole cost and expense) by one of the following means: (a) personally (b) by first-class registered or certified postal mail, return receipt requested (c) through overnight courier or next-day delivery service (d) via facsimile or (e) by electronic transmission to the e-mail address designated. Any notice or other communication so transmitted shall be deemed to have been given (i) on the day of delivery, if delivered personally, (ii) five (5) calendar days if sent by mail (iii) two (2) business days after being dispatched through an overnight courier service; (iv) on the business day following receipt, if sent by facsimile or electronic transmission. The receiving address for each party, respectively, is set forth below and may be changed at any time by a party upon providing notice thereof to the other party pursuant to the provisions of this Section 10.

f to Maker:

Zalatoris Acquisition Corp.
19 Wall Street, Suite 5801
New York, New York 10005
Attn: Paul Davis, Chief Executive Officer
Email: p.davis@jstreicher.eu

f to Payee:

J. Streicher Holdings, LLC
11 Hudson Yards, 11th Floor
New York, New York 10001
Attn: Paul Davis, Chief Operating Officer
Email: p.davis@jstreicher.eu

8/8/23 SEC Insider Trading Filings show Paul Davis and J Streicher are owners of Zalatoris entities

- <https://www.secform4.com/insider-trading/1853397.htm>

Stock options: Exercise, Award, Grant, Conversion

Transaction Date	Reported DateTime ▼	Exercisable Expiration	Company	Symnbol	Insider Relationship	Shares Traded	Conversion Price	Shares Owned	Filing
2023-08-08 Option Award	2023-11-03 4:13 pm	N/A N/A	Zalatoris II Acquisition Corp	ZLS	J. Streicher Holdings LLC 10% Owner	80,000	\$0	4,320,283 (Indirect)	View
2023-08-08 Option Award	2023-11-03 4:05 pm	N/A N/A	Zalatoris II Acquisition Corp	ZLS	Davis Paul Michael Chief Executive Officer	100,000	\$0	4,340,283 (Indirect)	View
Ownership	2023-11-03 3:44 pm	N/A N/A	Zalatoris II Acquisition Corp	ZLS	Davis Paul Michael Chief Executive Officer	0	\$0	4,400,283 (Indirect)	View
Ownership	2023-11-03 3:13 pm	N/A N/A	Zalatoris II Acquisition Corp	ZLS	J. Streicher Holdings LLC 10% Owner	0	\$0	4,261,485 (Direct)	View
Ownership	2023-11-03 3:07 pm	N/A N/A	Zalatoris II Acquisition Corp	ZLS	Dimitriou Pantelis Director	0	\$0	20,000 (Direct)	View
Ownership	2023-11-03 3:00 pm	N/A N/A	Zalatoris II Acquisition Corp	ZLS	Farquharson Llewellyn Director	0	\$0	20,000 (Direct)	View
Ownership	2023-11-03 2:57 pm	N/A N/A	Zalatoris II Acquisition Corp	ZLS	Rouf Adeel Director	0	\$0	20,000 (Direct)	View
2023-07-27 Other(A)	2023-07-27 4:27 pm	N/A N/A	XPAC Acquisition Corp.	ZLS	XP Inc. Former 10% Owner	2,109,255	\$0	2,109,255 (Indirect)	View
2021-08-19 Other	2021-08-20 4:02 pm	N/A N/A	XPAC Acquisition Corp.	XPAX	XPAC Sponsor LLC XP Inc. 10% Owner	259,717	\$0	5,400,283 (Direct)	View
Ownership	2021-07-29 8:43 pm	N/A N/A	XPAC Acquisition Corp.	XPAX	Tedde Camilo de Oliveira Director	0	\$0	30,000 (Direct)	View
Ownership	2021-07-29 8:41 pm	N/A N/A	XPAC Acquisition Corp.	XPAX	Pedreira Denis Director	0	\$0	30,000 (Direct)	View
Ownership	2021-07-29 8:40 pm	N/A N/A	XPAC Acquisition Corp.	XPAX	Cabral-Gardner Ana Director	0	\$0	30,000 (Direct)	View
Ownership	2021-07-29 8:34 pm	N/A N/A	XPAC Acquisition Corp.	XPAX	XPAC Sponsor LLC XP Inc. 10% Owner	0	\$0	5,660,000 (Direct)	View

(A) Indicate amendment filing.

July 27, 2023 SEC documents filed by Paul Davis disclose his relationship with J Streicher and Black Swan Data and Cayman Island Zalatoris

https://www.sec.gov/Archives/edgar/data/1853397/000110465923084790/tm2321971d1_8k.htm

https://www.sec.gov/Archives/edgar/data/1853397/000110465923084790/tm2321971d1_8k.htm

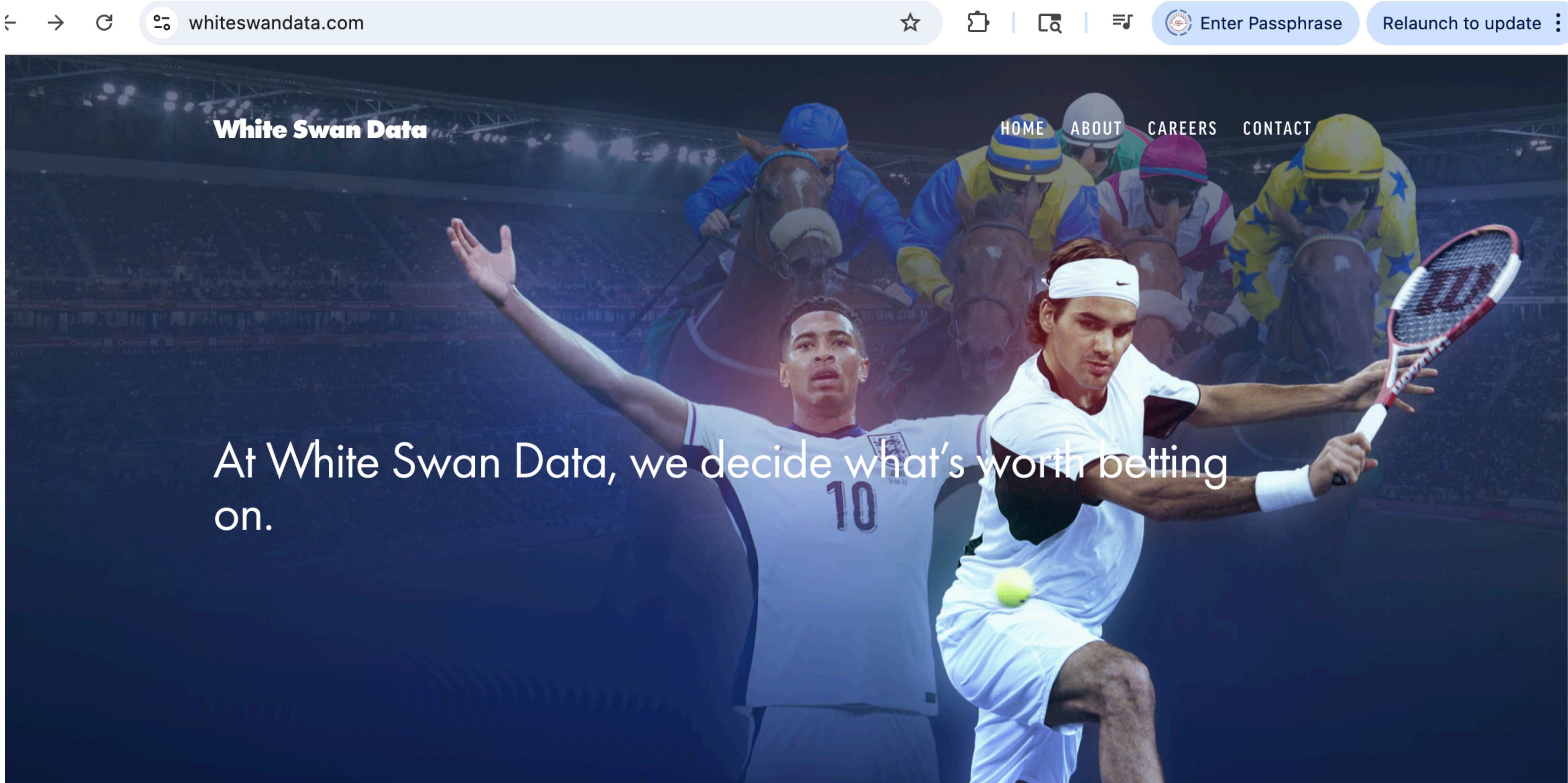
https://www.sec.gov/Archives/edgar/data/1853397/000110465923084790/tm2321971d1_8k.htm

Paul Davis, Chairman and Chief Executive Officer

Mr. Davis has served as the Chairman and Chief Executive Officer of Zalatoris Acquisition Corp (NYSE: TCOA) since June 2022. Mr. Davis has served as the Chief Operations Officer of J. Streicher Global Partners LLC, a subsidiary of J. Streicher Holdings, LLC, a global financial services company, since January 2019. Prior to joining the J. Streicher Global Partners LLC, Mr. Davis served as Managing Director of Black Swan Data Ltd, a London-based technology and data science company that produces predictive and analytical software. From December 2013 to March 2018, Mr. Davis served as Chief Executive Officer of Black Swan Edge Ltd, a company specializing in raising capital via structured products for small and medium-sized enterprises, institutions, and corporations across Europe, America, and Asia. Under his leadership, Black Swan Edge Ltd experienced significant growth and success, culminating in the sale of the company in March 2018. From July 2007 to December 2013, Mr. Davis served as the Business Development Manager of DVV Media Group GmbH (“DVV”) following its acquisition of part of the Reed Business Information Ltd (“RBI”) portfolio. Prior to joining DVV, Mr. Davis was a sales manager at RBI from 2004 to 2007, which is now the merged company LexisNexis Risk Solutions, Inc., a subsidiary of RELX PLC (NYSE: RELX) (f/k/a Reed Elsevier Group PLC).

White Swan Data - We Decide What's Worth Betting On

<https://www.whiteswandata.com/>



White Swan Data Linked to Colossus Bets And Lotto Texas April 2023 Crime

<https://www.news.com.au/finance/money/wealth/secretive-aussie-gambler-dubbed-the-joker-takes-down-us-lottery/news-story/eb9ee18313aa36450b8331f87f38f42d>

It was White Swan Data that first got wind of the Texas lottery draw.

As the jackpot grew towards \$US95 million in early 2023, Mr Marantelli hatched the plan.

According to *The Wall Street Journal*, his team partnered with struggling online start-up Lottery.com, which convinced the Texas Lottery Commission to deliver dozens of ticket terminals to four locations.

Rook TX - Definition of word “ROOK”

- While the word “Rook” means to “defraud or swindle” in Europe it also means “a large black bird”. Given the relationship of Black Swan Data, White Swan Data, and Paul Davis it is possible ROOK TX refers to a “large black bird” (an alternate to a “black swan”).

The word "rook" has multiple meanings. It can refer to a black Eurasian bird similar to a crow, or a chess piece that moves horizontally or vertically. Additionally, "rook" can be used as a verb, meaning to [cheat or swindle](#) someone.



Lotto Texas 4/23 Crime Was Planned

Part of a national / international ongoing money laundering fraud scheme

- Evidence indicates lottery.com was planning the 4/23 Lotto Texas jackpot crime with co-conspirators as far back as 2022.
- Text messages from lottery.com COO show a level of cooperation and pre-planning with the co-conspirators.
- Audio files, made available to law enforcement and reported in media, show lottery.com COO Greg Potts bragging a week after the Lotto Texas crime about how well the QR code system worked in the illegal Lotto Texas jackpot crime, while claiming next time they “could do 12-15 million tickets” (over 1,000,000 tickets per lottery terminal) and that “they” wanted “us” to help “them” out in Tennessee next week. This indicates a national footprint for these crimes. Potts also mentions “training” needed on how to operate the illegal software that was connected to the lottery terminals.
- lottery.com COO Greg Potts committed perjury when testifying in front of Texas Senate under oath in 2025 when he was asked if “QR codes” were used in the Lotto Texas crime.
- Lt. Governor Patrick, TX, has said “The Lottery has been being used as the largest money laundering scheme in the country” in 2025 after the Lotto Texas crime came under investigation.

Text Messages From Greg Potts Lottery.com COO

Show Lotto Texas crime preplanning, conspiracy and knowledge of “customer” and money flow to Trowbridge Law for Rook TX

Task List Update 4/14/23

From: +13092084854 Greg Potts
To: +15618140609 Ronald Farah (owner)

The task list is complete. I'm working through my items now.

Participant	Delivered	Read	Played
+15618140609 Ronald Farah		4/14/2023 2:25:09 PM(UTC-4)	

Status: Read

4/14/2023 2:24:53 PM(UTC-4)

No Winner Lotto Texas 4/19/23

From: +13092084854 Greg Potts
To: +15618140609 Ronald Farah (owner)

There is no winner. On the phone with the customer now about logistics.

Participant	Delivered	Read	Played
+15618140609 Ronald Farah			

Status: Read

4/20/2023 12:30:25 AM(UTC-4)

From: +15618140609 Ronald Farah (owner)
Please call when your up

Status: Sent

4/20/2023 5:33:53 AM(UT

Update on Ticket Printing 4/21/23

From: +13092084854 Greg Potts
To: +15618140609 Ronald Farah (owner)

Things are going great in TX. We may surpass our 8M goal.

Participant	Delivered	Read	Played
+15618140609 Ronald Farah		4/21/2023 2:09:27 PM(UTC-4)	

Status: Read

4/21/2023 2:08:56 PM(UTC-4)

Stock Moving After Press Release
4/25/23

From: +13092084854 Greg Potts
To: +15618140609 Ronald Farah (owner)

The press release hit the market. I'm watching the stock rise

Participant	Delivered	Read	Played
+15618140609 Ronald Farah		4/25/2023 1:45:12 PM(UTC-4)	

Status: Read

4/25/2023 1:44:38 PM(UTC-4)

Bank Wire Instructions 5/19/23

From: +13092084854 Greg Potts
To: +15618140609 Ronald Farah (owner)

Trowbridge Law Firm

Comerica Bank
2631 E. Jefferson, Detroit, MI 48207
Routing #: 072000096
Account #: 1850661891

Trowbridge Law Firm
William Dickson
1380 E. Jefferson Avenue
Detroit, MI 48207
313.263.5888
Fax: 313.259.3474

wdickson@trowbridgehouse.com

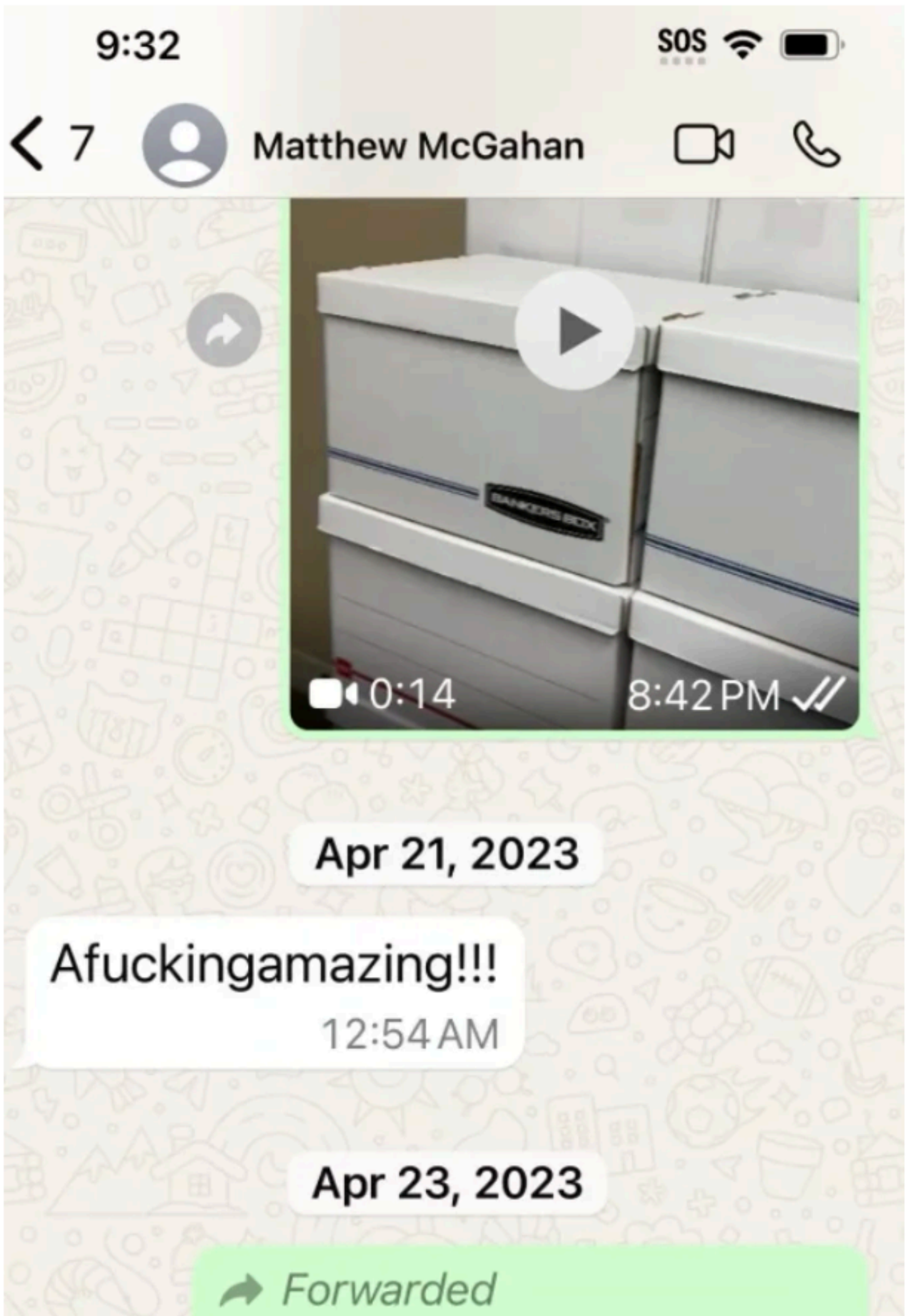
Participant	Delivered	Read	Played
+15618140609 Ronald Farah		5/19/2023 11:41:58 AM(UTC-4)	

Status: Read

5/19/2023 11:41:33 AM(UTC-4)

Lottery.com CEO Matt McGahan Lotto Texas Video Response

On 4/20/23 video of Lotto Texas illegal ticket printing operation in action using the illegal software hacks at lottery.com Texas office space (former dentist office) is sent via WhatsApp to McGahan in London by lottery.com COO Greg Potts. McGahan responds in near real time “A Fucking ing Amazing”. Screen shot taken from phone of Ron Farah.



Email from Trowbridge Law Confirms Rook TX Used Escrow

Trowbridge Law Firm admits \$35,000 they took in from Sharon McTurk on 5/24/23 at direction from lottery.com was forwarded to Rook TX

From: jbrier1268@aol.com <jbrier1268@aol.com>

Sent: Friday, April 18, 2025 11:41 AM

To: Stan Dickson <sdickson@trowbridgehouse.com>; William Dickson <wdickson@trowbridgehouse.com>

Cc: Sharon McTurk <sharon@astraservices.com>

Subject: Re: Trowbridge Law Firm / \$35,000 payment / McTurk / Lottery.com Nov. 25,2024

Mr. Dickson - Thanks for the feedback. The question then is why would Sharon McTurk be asked to wire money to Trowbridge that was then paid to Rook TX is Mrs. McTurk has nothing to do with Rook TX and certainly would not want to pay them \$35,000 of her money. Mrs. McTurk had never heard of Rook TX in May of 2023, and in fact the Delaware corporate records show Rook TX was not formed until June of 2023 - after Sharon was asked by Ron Farah via Greg Potts to wire money to Trowbridge Law Firm. It seems Sharon's money was paid to Rook TX - a company that was not formed until after her funds had arrived in Trowbridge on May 24, 2023. Rook TX could not of even had a bank account that Trowbridge sent the money to until after the company was formed - which was June of 2023.

Is Trowbridge willing to refund Mrs. McTurk the \$35,000 that was taken from her under misrepresentation?

John Brier

On Friday, April 18, 2025 at 11:20:10 AM EDT, William Dickson <wdickson@trowbridgehouse.com> wrote:

Mr. Brier,

To the best of my knowledge, the money was distributed to Rook TX LP and none of the funds were used to pay legal fees to Trowbridge Law Firm, PC.

Best regards,

William Dickson
1380 E. Jefferson Avenue
Detroit, MI 48207
313.263.5888
Fax: 313.259.3474

wdickson@trowbridgehouse.com



THE HISTORIC
TROWBRIDGE HOUSE

1380 EAST JEFFERSON DETROIT MICHIGAN 48207

Resignation Letter Lottery.com Board Member Nadia Chowdhury

Sent to Nasdaq, SEC, DOJ on March 9, 2023

March 9, 2023

Board of Directors of Lottery.com, Inc.
20808 State Hwy 71 W, Unit B
Spicewood, Texas 78669

Gentlemen:

With considerable regret, I, Naila Chowdhry, a member of the Board of Directors (the "Board") of Lottery.Com, Inc. (the "Company"), and Chairperson of the Compensation Committee of the Board, hereby submit my resignation from both positions with immediate effect as of 6 p.m. Eastern Standard Time on March 9, 2023.

General Comments

When I joined the Board on November 10, 2022, I had high expectations that the Board could achieve positive changes within the Company and be a force for its revitalization. Sorry to say, my experience, specifically with the two other Board members, McGahan and Battles, and their singular advisor in London, Nasib Piriyevev, has convinced me otherwise. I must resign.

Prior to this resignation, the Board of the Company has consisted of only three directors: one in the United States – me, and two in the United Kingdom (London, U.K.), and their special advisor in London, U.K., Nasib Piriyevev.

In accordance with the Articles of Inc. of the Company and its Bylaws, I have repeatedly voiced my opinion that additional independent as well as internal directors need to be appointed, only to have my requests dismissed by the Board's Chairman, Matt McGahan, without Board discussion or vote. (Had additional independent directors been appointed, it would have allayed some of my issues stated below. Furthermore, added people would hopefully supplement Board members current skill sets in order to achieve a better and more rapid resolution of the Company's problems.)

Rather, however, it would appear that Chairman McGahan, and the other Board member and the special advisor are unwilling to have any additional Board members since such appointments would dilute their control.

In my opinion, the current Board leadership has repeatedly demonstrated an inability to take on or resolve urgent Company issues and have repeatedly demonstrated a callous disregard toward former employees and past and current

contractors, as well as a total disregard for the Company's shareholders. Acting together, they seem intent on doing nothing to repair the severe economic damage incurred to suppliers, former employees and other stakeholders, and have ignored the need for the formulation of a forward-looking business plan, limiting themselves to only attempting to deal with issues on a more-or-less hidden private agenda.

Breaches of Corporate Duty

Additionally, I cite the following dozen events, occurrences and behaviors exemplifying corporate governance lapses by the Board that I experienced during my time as a Board member:

1. I will start with my most troubling discovery since my appointment to the Board: The 8-K filed by the Company with the SEC on September 9, 2022. In it, an unstated "change of control" of the Company occurred without U.S. regulator notification or disclosure nor a majority vote of the Company's shareholders. Under it, Woodford Eurasia Assets, Ltd., a U.K. company, ("Woodford"), promised significant multi-million dollar financing to the Company. Said financing was orchestrated by the Board's current special advisor, Nasib Piriyevev. The "change of control" occurred because Woodford, as a requirement to fulfill the financing promised in the 8-K, required four of five current Board members at the time to resign, and the appointment of replacement directors acceptable to it. I have taken the time to read each resignation letter of the then current Board members (Borders, Thompson, Cohen and DiMatteo) as filed with this 8-K, and find the content of each raising serious legal questions on the legitimacy of what transpired. Per this 8-K, the Company and its shareholders were promised and assured prompt multi-million dollar financing by Woodford which never occurred, much less occurred during the stated time and in the stated amount. So, it can be argued that the changeover of the Board to directors acceptable to Woodford, may be interpreted as a "corporate hijacking" of a distressed U.S. company by parties affiliated with Woodford in the U.K., where Woodford never fully had to deliver on its published commitment. In other words, any legal "due consideration" for the change of control was never paid. Additionally, the successor Board never filed any 8-K subsequently stating what actually occurred, nor ever filed an 8-K stating any modification to the terms of the Woodford financing.
2. I find the independence of Mr. McGahan and Battles highly questionable since they were appointed as successors to resigning prior Woodford-approved directors, in connection with Woodford's September demand for a restructuring of the Board, wherein only directors acceptable to Woodford, would be appointed then and in the future. In each case, Mr. Piriyevev, the principal architect of the Woodford transaction and the continuing liaison with them, was instrumental in these director appointments.

3. Personally, as a director I was acceptable to Woodford only because I am a woman and therefore helped the Company meet new Nasdaq Board membership requirements. However, since my appointment, the Board Chairman, Matt McGahan, Director Battles and special advisor, Piriyevev, have consistently only provided me with Company information on a "need to know basis only", and then only at Board meetings, without any prior discussion of critical topics. Moreover, my comments in Board meetings are often high-handedly dismissed by the U.K. contingent, especially when relevant to any critical Board discussion.
4. Case in point, the Chairman and the special advisor, Piriyevev, have resisted my attempts to obtain (as a director and member of the Audit Committee of the Board) transparency on the amount and use of funds advanced by Woodford to date per the commitment cited in the September 8-K. I was told by Chairman McGahan that Woodford has advanced \$1.25 million to the Company of the September promised loan amounts, an amount far less than what the public and regulators was told. Any accounting for this amount remains hidden and undisclosed. Without the proof of receipt of funds, and especially as a result of the pushback I experienced, I must remain skeptical that \$1.25 million was ever received and that it was spent in accordance with Company policy and needs.
5. Further, my requests for proof of Woodford's ability to fund its total loan commitment as published in the September 8-K have been repeatedly rebuffed. Furthermore, I have no faith, nor any reason to believe, in Woodford's ability to fund said commitment. Additionally, I feel that Chairman McGahan abrogated his duty by allowing special advisor Piriyevev, to determine the final terms and conditions of the loan and securitization agreements with Woodford – wherein the level of securitization granted to Woodford is totally disproportionate to Woodford's funding, and provides a questionable leverage point from which Woodford could confiscate the Company's remaining assets without payment of a proper amount of consideration.
6. Because of Woodford's failure to fund as committed and published, a loan default letter was sent to Woodford by the former CEO, Sohail Quraeshi, with the foreknowledge of the Chairman, which only resulted in his dismissal for the audacity to demand that Woodford honor payment of its loan commitment. Chairman McGahan and special advisor Piriyevev cited "discomfort" with Mr. Quraeshi's acting under his proper authority without their permission (which permission is unnecessary under normal corporate governance standards). (Director Battles tacitly just goes along with them and demonstrates no independent thought or pushback.) Moreover, Chairman McGahan and special advisor Piriyevev have repeatedly shown docile subservience to, and entanglement with, Woodford, which is further highlighted by this action. In other words, instead of supporting Mr. Quraeshi as would be appropriate, the majority of the Board, which is only two members, voted to terminate him.
7. Separately, I was appalled that my role as a director was deliberately marginalized in a high-handed manner by Chairman McGahan and Director

Battles, in their appointment of Mark Gustavson as CEO, by their scheduling of a Board Meeting at 4 a.m. in the morning my time (EST) to make sure that it was inconvenient and difficult for me to attend and to ask questions about this appointment. The veiled intent was so that they could appoint Gustavson without discussion or having to answer my questions about his background and suitability.

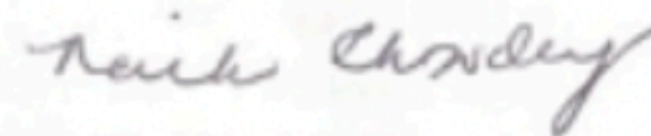
8. Additionally, although I was Chairperson of the Compensation Committee, details of Mr. Gustavson's compensation package was and remains hidden from me. Recently, I have been told by the Chairman that his compensation package is still undetermined, and provided with no details of any kind. As Chairperson of the Compensation Committee, this is totally unacceptable. Obviously, Mr. Gustavson must have been assured some level of compensation when taking the job. To date, no compensation for Mr. Gustavson, who has been employed now for a month, has been disclosed to me. Clearly, there is no Compensation Committee except in name only.
9. Inappropriate for a U.S. SEC reporting and Nasdaq-listed company, I was shocked to discover that Chairman McGahan and special advisor Piriyeve together have colluded to control the finances and operations of the Company (such as they are), with the tacit acceptance of the third director, Battles, Chairman of the Audit Committee. They have usurped proper U.S. public company management control in order to run the Company from the U.K., choking off what remains of a U.S.-based management team. Perhaps they think that such action is without consequence since they are out of U.S. jurisdiction. At the least, I highly doubt that the manner of their exerting control and record keeping is in compliance with U.S. public company internal control processes and procedures, and I am unwillingly to accept any representations on their part that they are.
10. As a director, I believe that I was blind-sided deliberately in the February 27, 2023 Board meeting in that Chairman McGahan, Director Battles and special advisor Piriyeve each knew the content of the Nasdaq letter received four days prior on February 23, 2023, but were unwilling to share it with me either before or at the Board meeting, deferring instead to provide me with a copy after the Board meeting ended. Moreover, by not providing me with a copy of the letter either before or during the Board meeting, Chairman McGahan, Director Battles and special advisor Piriyeve prevented me from knowledgeably contributing to any constructive discussion about it. Also, I found it embarrassing to read the Company's March 1, 2023, 8-K and press release, neither of which were shared with me before publication, regarding Nasdaq's staff decisions and the Company's appeal. Both response documents in my opinion are poorly written and attempt to mislead the shareholders as to the degree of risk that the Company faces as a result of the Nasdaq letter. Although each response document may thinly meet its legal disclosure requirements, both documents present a more positive outlook than I believe is reality.

11. As pointed out in the March 1, 2023 announcements, the Company faces the

need for the filing of its delinquent financial reports with the SEC. As a member of the Audit Committee, I have been kept in the dark as to the critical issues that need to be addressed. I have no faith that the Audit Committee or the Board will properly meet in order to review in detail the contents of these filings before they are filed with the SEC. (To date, there have been no meetings of the Audit Committee.) Given that the Company has no D&O (directors and officers) insurance, I am unwilling to approve any such filings without a thorough review of their content which in the current environment, I doubt will happen. Especially since Chairman McGahan and Audit Committee Chairman Battles by themselves can approve these filings without my approval, overruling any objections that I may make, while still being able to state that I was a member of the reviewing Audit Committee. Moreover, I have no confidence in Director Battles ability to sufficiently navigate U.S. public company accounting rules, when his experience admittedly by him is solely with U.K. and/or European companies. In other words, by this resignation, I will not be part of this Audit Committee undertaking if it ever occurs.

12. Generally, what I have observed is that the behavior of the Board's Chairman, Matt McGahan and his special advisor Piriyeve, have repeatedly demonstrated an underlying, unstated self-interest in taking control of the Company in conflict with the interests of the Company's shareholders, and potentially to the advantage of Woodford and possibly other parties undisclosed. I won't be a part of it.

Respectfully,



Naila Chowdhury

Email copies to:

Mark Gustavson

Amar Ali, Esq.

David Loeve, Esq.

U.S. Securities and Exchange Commission

U.S. Department of Justice, Southern District of NY

NASDAQ Investigations & Enforcement

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amarali1978@gmail.com

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finneganm@sec.gov

justin.rodriques@usdoj.gov

Alan.Rowland@nasdaq.com

Edward Moffley CFO Resignation 1/30/23

Clear Warning Of Fraud Inside Lottery.com - Warning was ignored

Edward Moffly
185 SW 7th Street
3301
Miami, FL 33130

Matthew McGahan, Chairman
Lottery.com, Inc., Board of Directors
20808 State Hwy 71 W, Unit B
Spicewood, Texas 78669

Barney Battles, Audit Committee Chair
Lottery.com, Inc. Board of Directors
20808 State Hwy 71 W, Unit B
Spicewood, Texas 78669

Naila Chowdhury, Compensation Committee Chair
Lottery.com, Inc., Board of Directors
20808 State Hwy 71 W, Unit B
Spicewood, Texas 78669

Sohail Quraeshi, CEO
Lottery.com, Inc.
20808 State Hwy 71 W, Unit B
Spicewood, Texas 78669

Dennis Ruggeri, Compliance Officer
Lottery.com, Inc.
20808 State Hwy 71 W, Unit B
Spicewood, Texas 78669

Yusuf Musaji, CPA, CITP, CFF, CISSP, CISA, CGMA, CGA, QSA, SSLCA, SSA, PCIP

January 30, 2023

To Lottery.com, Inc. and its Shareholders:

Because I have fundamental and foundational disagreement with the practices and policies (as illustrated by the points below) of the company, through its directors, principally the two directors, Matt McGahan (Board Chairman) and Barney Battle (Audit Committee Chair), I am writing to inform you about my decision, under duress, to leave my position as Interim CFO of Lottery.com, effective immediately. The degree of impropriety, deception (likely fraud), and inability to follow basic corporate policy and governance is so extreme, it is challenging to know where to begin:

1. We now have two CEOs; Sohail Quraeshi, who has been improperly terminated without a board resolution and Mark Gustavson, who has been improperly appointed without a board resolution. This is an example of the systemic improprieties and governance violations promulgated by directors McGahan and Battles.
2. The special advisor appointed to the Board, Nasib Piriyeve, exercises significant influence over the board and is under investigation by at least two international law enforcement agencies. Directors McGahan and Battles who are intimately familiar with Mr. Piriyeve (and are partners with him in other ventures) failed to disclose his background.
3. The prior and current board each elected to not properly impair and note the complete loss of over \$50 million dollars raised under a dubious and ersatz ICO (i.e. “digital securities”). A significant percentage of it was transferred using crypto wallets. All of it is gone, and these ‘missing’ funds have not been noted, adequately investigated, impaired, reported or recovered.
4. The improper and fraudulent recognition of a bogus (and kited) transaction of \$30+ million recognized as revenue for media credits by Ryan Dickinson and Matt Clemenson. Both of whom have secret entanglements with the aforementioned Mr. Piriyeve. This transaction must be disclosed and explained in detail in a restatement.
5. The entering into a financing transaction (Woodford Eurasia Assets) that not only clearly falls under the doctrine of ‘impossibility of performance’ but also appears to be a stunning example of a prima facie case of fraudulent concealment. This includes failure to properly document capacity to fund (through a proof of funds) even in the face of NASDAQ’s inquiry.
6. A proper “notice of default” in accordance with the loan documents, was sent by Lottery’s CEO Sohail Quraeshi to Woodford on January 23, 2023, in order to force Woodford’s funding. Prior to sending the notice, Mr. Quraeshi discussed his intention with Chairman McGahan and

was not asked to refrain from filing. Upon receipt of that notice Chairman McGahan and Director Battles (apparently acting as agents of Woodford instead of acting in the best interest of Lottery and its shareholders), voted to terminate Mr. Quraeshi to placate Woodford. Proper arms-length protocol and policy should have been to support the merits of the “notice of default” in order to secure the funding or at a minimum get proof of the capacity to fund.

7. The actions by Directors McGahan and Battles clearly suggest a bias towards the business interests of Woodford, and as such represent a “conflict of interest”. Woodford claimed that the “notice of default” was untrue, because Lottery had failed to fulfill all conditions of its loan agreement; when in fact, said conditions were waived previously by Woodford as attested to by a de minimis partial funding \$300K to Lottery in December. Mr. Piriyeve, special advisor to the board (under investigation), acting in concert with Chairman McGahan, refused revisions to the Woodford loan docs that would have documented the agreed upon waiver of said conditions as represented by Mr. Piriyeve and Chairman McGahan.
8. Further, it appears that Mr. Piriyeve and Directors McGahan and Battles have been active leaders in an attempt to take over an SEC-reporting and NASDAQ-listed company without due consideration and proper legal acknowledgment of the change of control (i.e. they intimidated and deceived the previous board and conned the shareholders).
9. NASDAQ has a requirement that explicitly calls for a majority of independent board members. There is a serious question and doubt as to the independence of Directors McGahan and Battles. Moreover, the appointment of the two missing members of the Board appears stalled in order to keep control in the hands of Directors McGahan and Battles - despite being advised (numerous times) of the importance of filling the two board vacancies.

As you know, I was appointed as the CFO in late October of 2022 and received a contract in January of 2023. I spent these last several months familiarizing myself with Lottery’s history and immediate challenges (as listed in points 3 and 4 above) in order to respond to SEC requests and complete the audit, disclosures, and filings.

What I have witnessed over the last several weeks about Directors McGahan and Battles along with special advisor Mr. Piriyeve, if allowed to continue, would far outweigh the financial irregularities the company experienced under prior management. Taken together, and at a minimum, the infractions enumerated above are a strong indicator of possible fraud against Lottery’s shareholders. In this regard, I am in disagreement with the practices and policies as governed by Chairman McGahan and his “special” advisor to such a degree where it is not prudent or ethical for me to continue as Interim CFO.

I’ve truly valued the opportunity to work with such a strong and dedicated corporate team that persevered under extraordinary circumstances with little, to no, support from this board.

Sincerely,



Edward Moffley

cc Amar Ali, Outside General Counsel
cc Greg Potts, COO/CRO
cc John Bluher, EVP

Regulators Where Warned

Time to investigate this criminal enterprise and stop it

In early 2023 [lottery.com](https://www.lottery.com) Board member Nadia Chowdry submitted a resignation letter copied to Nasdaq, the SEC and the U.S. DOJ. She clearly outlined the company had been taken over by a fraudulent group of related parties domiciled in the UK, and that they were using the Nasdaq listed company for self-gain and self-dealing in illegal ways. Nothing was done.

In early 2023 [lottery.com](https://www.lottery.com) CFO Edward Moffly submitted a resignation letter that was shared with Nasdaq, SEC and DOJ. He stated that in his 2 months with the company the amount of fraud and self-dealing he witnessed was startling, and that if allowed to continue the current Board and managements crimes would surpass those of the previous management. Nothing was done.

Former [lottery.com](https://www.lottery.com) CEO Sohail Quraeshi has stated his team made multiple complaints to SEC and Nasdaq regarding the [lottery.com](https://www.lottery.com) fraud witnessed in late 2022 and early 2023. Quraeshi fired by Matt McGahan after filing complaints on fraud. Nothing was done.

Former [lottery.com](https://www.lottery.com) CEO Mark Gustavson was fired by Matt McGahan after confronting him with the fraudulent acts Gustavson had discovered in the company. These concerns were forward to DOJ, Nasdaq and SEC. Nothing was done.

Former [lottery.com](https://www.lottery.com) founder Ryan Dickinson (has since pled guilty to financial crimes) was found to have committed 100's of thousands of felonies by selling lottery tickets illegally across state lines using electronic devices between 2019-2022 through Lottery.com. These crimes were reported in SEC filings and industry publications. These crimes were known by Texas AG. Dickinson and [lottery.com](https://www.lottery.com) have never been charged with any crimes for these acts.

Lottery.com, Alt X and Ryan Dickinson statistically appear to have hacked into the Powerball data base system in 2020 and 2021 through IGT equipment. This is evidenced by back to back Powerball \$50,000 winning tickets printed at Alt X (owned by [lottery.com](https://www.lottery.com) in house counsel Amar Ali) which were redeemed by Dickinson on January 3, 2021. Ten days later, January 13, 2021 Alt X printed a million dollar Powerball ticket that was kept by Ryan Dickinson in his home for over 5-months, before being fraudulently redeemed in violation of Texas and Powerball rules through a "signature" supposedly of an anonymous resident of Shanghai, China. Odds of these occurrences occurring naturally are over a trillion to one.