Maurice Fitzpatrick’s Formal Statement as to Christopher Gaertner's Resignation Letter (Dated September 8, 2025)

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Tags: christopher gaertner, resignation, resignation letter, board of directors, brand engagement network inc, ben, bnai, bnaiw, nasdaq, public company, board dispute, spac, dhc acquisition corp, spac sponsor, strategic decisions, fiduciary duties, corporate governance, board governance, shareholder value, shareholder concerns, unreimbursed expenses, indemnification, indemnification request, d&o insurance, director insurance, board dynamics, board dysfunction, transparency, oversight failures, investor concerns, board intimidation, witness intimidation, financial control, g4 advisory, october 3rd, michael todd lucas, convicted felon, restitution, fraud, corporate fraud, threatened litigation, threatened defamation, legal threats, hostile board environment, breach of fiduciary duty, breach of trust, potential litigation, whistleblower retaliation, corporate malfeasance, corporate misconduct, financial impropriety, governance breakdown, conflict of interest, internal conflict, board mismanagement, director resignation, sudden resignation, exhibit 17.1, sec 8-k, sec filing, september 8 2025, september 12 2025, executive departure, board shakeup, business ethics, public company conflict, executive dispute, nasdaq-listed company, investor relations, material disclosure, shareholder alert, corporate transparency, accountability, board oversight, board politics, director disagreement, corporate responsibility, audit committee, compliance failures, risk exposure, legal liability, internal controls, resignation reasons, corporate drama, hostile workplace, professional ethics, director concerns, governance crisis, resignation email, document leak, corporate insider, internal email, governance challenge, financial disclosure

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Christopher Gaertner, is and was a central architect of the business combination between Brand Engagement Network, Inc. (BEN), DHC Acquisition Corp (DHCAC), involving my former employer Ralph Wright Brewer III and his companies (Automotive Financial Group, Inc. (AFG), AFG Companies, Inc., CareGard Warranty Services, Inc., CareGard Dealer Services, Inc., and others), and a longtime investor, board member, and SPAC sponsor, has issued a self-serving letter dated September 8, 2025, resigning from BEN’s Board of Directors.

While the letter presents Mr. Gaertner as a late-breaking dissenter, the facts, timeline, and documentation, and evidence paint a very different picture.

Mr. Gaertner is not and was **not an innocent bystander**. He was a lead sponsor, co-CEO of DHCAC, and decision-making board member of BEN at every critical moment leading to the merger, fraudulent hiring practices, retaliatory acts, and more, including concealment of criminal background issues tied to Michael Todd Lucas and his associates.

Gaertner’s resignation letter, filed with the SEC as Exhibit 17.1 to BEN's September 12, 2025, 8-K, **does not absolve him of responsibility and I sure as hell don’t**. Gaertner’s resignation letter appears to be an effort to distort the true record, preempt liability, and shift blame to Lucas and other individuals just as legal exposure is increasing, as if he was not a co-conspirator at all relevant times.

Mr. Gaertner's actions, including his silence and board-level approvals, had material and severe consequences for my life, career, housing, financial, and constitutional rights. His **role is active, not peripheral**.

So, where Mr. Gaertner states:

> "I am compelled to tender my resignation from the Board..."

My Response:

> Mr. Gaertner had multiple earlier opportunities to raise the red flags he now claims to have seen. He did not resign or protest: (1) at any time during the misrepresented involvements of Michael Todd Lucas despite an active federal criminal record, active supervised release, and a $4.9M restitution order of monies owed for past crimes; (2) at any time when software engineers were being hired under false pretenses; (3) at any time when his compadres retaliated against and terminated me for raising questions, learning of the scheme and reporting it; (4) at any time when his, BEN's, and other attorneys continued a campaign of retaliation against me in an effort to deprive me of rights and silence me from standing on truth; termination and removal just weeks later.
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> Gaertner's resignation only occurs nearly a full year after I had filed complaint with the SEC Office of the Whistleblower, the U.S. Dept. of Labor, the Texas Workforce Commission, others including state and federal Courts where I had continued my protected activities and had been filing legal interventions, jurisdictional challenges, documenting misconduct, etc.

So, where Mr. Gaertner states:

> "We have been systematically deprived of the information..."

My Response:

> This claim conflicts with Mr. Gaertner's fiduciary duties and actions. As a board member and co-CEO of DHCAC: (1) He helped approve the merger; He signed or facilitated filings with the SEC and NASDAQ; (3) He helped steer investment narratives that materially affected the market.
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> To the extent he now claims to have had no information, he either abdicated his duties or is misrepresenting his level of awareness. Either explanation is damning.

So, where Mr. Gaertner states:

> "Mr. Lucas has effectively operated the Company for his own financial benefit..."

My Response:

> Mr. Gaertner was one of the individuals who not only enabled Lucas, he helped create the environment that their collective frauds and schemes have festered. He stood by as: (1) corporate governance structures were manipulated; (2) insider enrichment took place; (3) shareholder value evaporated by over $400 million in the company's opening days on NASDAQ. Mr. Gaertner was in a position to see, know of red flags. He had both the power and obligation to stop it, not just write a letter months later and after it then became apparent that what he had helped create was causing direct injury and harm to innocent people. Why did it take a Software Engineer to call "Bullshit" a year earlier?

So, where Mr. Gaertner states:

> "I reserve all of my rights… including claims for unpaid fees, defamation, and derivative claims…"

My Response:

> This portion of the letter makes clear Mr. Gaertner's true priority, personal legal positioning, not integrity. Mr. Gaertner attempt to now distance himself from a scheme he brought into existence and co-piloted, to lay groundwork for personal recovery or indemnification, and avoid accountability for the harms he and his co-conspirators caused to unsuspecting victims while misleading the market and lining their own pockets.

My experience, as a defrauded hire, whistleblower, and unlawfully retaliated against party, stands in direct contradiction to Mr. Gaertner's narrative. This resignation letter is not a mea culpa. It is a strategic maneuver from an entrenched insider aware that the walls are closing in and the truth is catching up.

In the coming proceedings and public record, I intend to present documented evidence of Mr. Gaertner's involvement, the complete timeline linking Mr. Gaertner to key decisions and retaliatory acts. The public, the courts, and investigators should treat this letter not as a shield for Mr. Gaertner, but as a conflicted artifact of his complicity.

The full text of Mr. Gaertner's resignation letter, filed as Exhibit 17.1 to BEN's Form 8-K dated September 12, 2025, is available here