

United States Securities & Exchange Commission  
Office of the Whistleblower  
100 F Street, N.E.  
Washington, D.C. 20549

Form TCR  
Tip, Complaint or Referral

Confidential Disclosure  
of  
William Wilkerson

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## EXECUTIVE SUMMARY

William Wilkerson (“Wilkerson”) is currently employed by Trump Media & Technology Group (“TMTG”). Wilkerson is a founding member of TMTG. He is the only original employee remaining at TMTG who can speak to TMTG’s executive, managerial and operational history. Wilkerson created the first whiteboard business presentation given to former President Donald J. Trump at Mar-a-Lago over meetings in late January and early February 2021, about the venture that would eventually become TMTG. He would go on to be one of TMTG’s first employees and is one of the only individuals within the company with knowledge of the complete timeline of the attempted SPAC transactions with Benessere Capital Acquisition Corporation (“BENE”) and Digital World Acquisition Corporation (“DWAC”).

In this initial Form-TCR, Wilkerson discloses his original source information of alleged federal securities law violations committed by BENE, DWAC and TMTG and related companies and entities, and numerous executives, officers and corporate agents, past and present, particularly including BENE’s Chief Executive Officer, Patrick Orlando. Mr. Wilkerson’s referral details fraudulent misrepresentations concerning the attempted mergers between these companies in violation of federal securities laws.

Specifically, Wilkerson is the original source of information and current TMTG corporate insider who can speak to: 1) illicit activity in connection with the attempted mergers with BENE and DWAC from 2021 to the present; 2) non-privileged corporate conversations and communications concerning these attempted mergers; 3) extensive internal and external corporate and individual conduct which violated federal securities laws; and 4) other conduct which may violate federal criminal laws. He is the original source of extensive records that his counsel intends to provide in this initial production and future planned supplemental productions.

## INITIAL DISCLOSURE

1. William Wilkerson (“Wilkerson”) is currently employed by Trump Media & Technology Group Corporation (“TMTG”).
2. Wilkerson currently serves as TMTG’s Senior Vice President of Operations and currently reports to TMTG’s Chief Executive Officer and former U.S. House of Representatives member, Devin Nunes.
3. Wilkerson was a founding member of TMTG in 2021.
4. He worked closely with Andrew Litinsky (“Litinsky”) and Wes Moss (“Moss”) in proposing a conservative social media company to former U.S. President Donald J. Trump (“President Trump”).
5. Litinsky and Moss, with the assistance of Wilkerson, proposed that President Trump and their investment company, United Atlantic Ventures (“UAV”), develop and co-own Trump’s future conservative social media company.
6. In early 2021, UAV engaged Wilkerson as a consultant to work full-time on the Trump conservative social media company project.
7. In his role at UAV, Wilkerson was intimately involved in preparing the initial investment presentation to President Trump at the Mar-a-Lago Club in Palm Beach, Florida that occurred in late January and early February 2021.
8. Wilkerson would go on to prepare investment presentation materials and proposals for numerous meetings between President Trump and UAV principals, including for meetings held in late January and early February 2021.
9. Wilkerson attended meetings with UAV principals and President Trump at Mar-a-Lago in 2021.
10. Ultimately, President Trump agreed to a business arrangement in which TMTG would be owned 90% by President Trump and 10% by UAV.
11. From the outset, TMTG’s business strategy was straightforward and was singularly focused on taking advantage of the then-robust market in special purpose acquisition corporation transactions (“SPACs”).
12. Specifically, TMTG planned to merge TMTG into a publicly-traded SPAC and simultaneously capitalize the company and take it public.
13. Wilkerson was responsible for identifying possible SPAC investors and presented that research to Litinsky and Moss.

14. Wilkerson identified BENE and its Chief Executive Officer, Patrick Orlando, (“Orlando”) as a possible SPAC partner for TMTG.
15. Among the various possible SPAC partners contacted, Orlando expressed interest in a transaction with TMTG, but Orlando required additional evidence that President Trump, was, in fact, involved in the project.
16. In early 2021, UAV principals and Orlando met at Mar-a-Lago to discuss a possible a merger of TMTG into an Orlando-controlled SPAC.
17. Wilkerson was intimately involved in the internal TMTG business strategy discussions and preparation for the meeting between TMTG and Orlando.
18. To great fanfare, President Trump arrived at the meeting after playing golf with Jack Nicklaus. Litinsky, Moss, Wilkerson, Orlando and President Trump then discussed a possible merger transaction with an Orlando-controlled SPAC.
19. Orlando was excited by the opportunity and expressed interest in a merger transaction with TMTG through an Orlando-controlled SPAC.
20. At the conclusion of the meeting, President Trump authorized Litinsky, Moss and Wilkerson to pursue an Orlando-controlled SPAC transaction with TMTG.
21. TMTG commenced negotiations with Orlando to consummate a SPAC transaction with an Orlando-controlled SPAC.
22. Initially, Orlando focused on a TMTG SPAC transaction with BENE as the merger company, of which he was the controlling shareholder.
23. It quickly became apparent that a BENE led SPAC merger had downsides for both TMTG and Orlando.
24. First, a BENE led SPAC-merger could not sufficiently capitalize TMTG at a valuation that was acceptable to President Trump and UAV principals.
25. Second, a BENE led SPAC-merger would result in Orlando making less money compared to substituting Orlando’s future SPAC, DWAC, that was still in the process of going public, as the TMTG merger partner.
26. For these reasons, the parties agreed to substitute BENE for DWAC as the TMTG SPAC merger partner.
27. As a result, DWAC and TMTG had substantive communications regarding a TMTG merger in violation of SEC regulations governing SPACs.

28. At all times, Wilkerson was working on the TMTG SPAC transaction from the original BENE-led merger formulation to the ultimate DWAC merger that was consummated.

29. Wilkerson understood that DWAC was not a publicly traded SPAC, and DWAC was still in the process of receiving SEC approval, yet he witnessed substantive communications between DWAC and TMTG in violation of SEC regulations governing SPACs.

## INITIAL GLOSSARY OF INDIVIDUALS & ENTITIES

1. **Benessere Capital Acquisition Corp. (NASDAQ: BENE)**  
*Special acquisition company (“SPAC”) controlled by Patrick Orlando that attempted to target TMTG for a merger*
2. **Digital World Acquisition Corp. (NASDAQ: DWAC)**  
*SPAC controlled by Patrick Orlando that attempted to target TMTG for a merger*
3. **Lori Heyer**  
*Former Secretary and General Counsel to TMTG*
4. **Andrew “Andy” Litinsky**  
*Founding member and former Board Member of TMTG. He conceived, developed and created the business venture that ultimately became TMTG in partnership with colleagues Will Wilkerson and Wes Moss*
5. **Wes Moss**  
*Founding member and former Board Member of TMTG. He conceived, developed and created the business venture that ultimately became TMTG in partnership with colleagues Will Wilkerson and Andy Litinsky*
6. **Devin Nunes**  
*Former United States Congressman and current Chief Executive Officer of TMTG*
7. **Patrick Orlando**  
*Controlling shareholder of BENE and DWAC, two SPACs which have entered into legal agreements intending to merge with TMTG*
8. **President Donald J. Trump**  
*Former 45th President of the United States. President Trump is the majority shareholder of TMTG*
9. **Trump Media & Technology Group (“TMTG”)**  
*Media venture company which owns and operates the social media platform Truth Social*
10. **United Atlantic Ventures, LLC**  
*Original entity created by Litinsky and Moss that ultimately resulted in the formation of TMTG*
11. **Will Wilkerson**  
*Founding member and currently serving as Senior Vice President of Operations at TMTG. He conceived, developed and created the business venture that ultimately became TMTG in partnership with colleagues Andy Litinsky and Wes Moss. Wilkerson is the individual referring this matter to government investigators.*

## INITIAL EXHIBITS

1. **EF Hutton Group “Project Ghost: Organizational Discussion Materials”**  
*Document concerns EF Hutton Group’s role in the DWAC-TMTG merger*
2. **29 November 2021 Email Chain from Alex Monje**  
*Email chain concerns correspondence from corporate actors involved TMTG’s merger attempts*
3. **First Amendment to Agreement and Plan of Merger**  
*Document concerning the DWAC merger with TMTG*
4. **6 June 2021 Benessere Letter of Intent**  
*Document concerning intended merger between BENE and TMTG*
5. **10 August 2021 Benessere Mutual Agreement to Extend Negotiating Period**  
*Document concerning intended merger between BENE and TMTG*
6. **19 August 2021 Benessere Mutual Agreement to Extend Negotiation Period**  
*Document concerning intended merger between BENE and TMTG*
7. **27 August 2021 Benessere Mutual Agreement to Extend Negotiation Period**  
*Document concerning intended merger between BENE and TMTG*
8. **1 September 2021 Termination Letter and Mutual Release.**  
*Document concerning intended merger between BENE and TMTG*
9. **13 September 2021 Confidentiality Agreement between DWAC and TMTG**  
*Document concerning intended merger between DWAC and TMTG*
10. **21 September 2021 Board Resolution for Appointment of Company Secretary for TMTG**  
*Document concerning appointment of Lori Heyer-Bednar as Company Secretary*
11. **22 September 2021 DWAC Letter of Intent**  
*Document concerning intended merger between DWAC and TMTG*
12. **20 October 2021 DWAC-TMTG Agreement and Plan of Merger**  
*Document concerning intended merger between DWAC and TMTG*
13. **20 October 2021 Meeting Minutes of TMTG Board of Directors**  
*Document concerning intended merger between DWAC and TMTG*
14. **October 2021 Joint Written Consent of TMTG Board of Directors**  
*Document concerning intended merger between DWAC and TMTG*

15. **October Draft Meeting Minutes of TMTG Board of Directors**  
*Document concerning intended merger between DWAC and TMTG*
16. **11 March 2022 TMTG Consent to Appointment of Directors**  
*Document concerning appointment of corporate leadership at TMTG*
17. **11 May 2022 Amendment to Merger Agreement—General Counsel Signature Page**  
*Document concerning intended merger between DWAC and TMTG*
18. **11 May 2022 Amendment to Merger Agreement—Devin Nunes Signature Page**  
*Document concerning intended merger between DWAC and TMTG*
19. **12 June 2022 Written Consent of TMTG Board of Directors.**  
*Document concerning the appointment of corporate leadership at TMTG*
20. **17 May 2022 Signature Page of Donald J. Trump to Written Consent of TMTG Board of Directors**  
*Document concerning appointment of corporate leadership at TMTG and attaches to 12 June 2022 Written Consent.*
21. **2 December 2021 Email Chain from Wes Moss**  
*Email correspondence between corporate actors concerning intended merger between DWAC and TMTG*
22. **16 March 2022 Resignation of Company Secretary Lori Heyer-Bednar**  
*Correspondence references Secretary Heyer-Bednar's resignation from TMTG for purposes relevant to the government's investigation*