EXHIBIT A

[PROPOSED] DISTRIBUTION PLAN

INTRODUCTION

According to the SEC's complaint, from 2012 through 2015, Peter R. Kohli ("Kohli"), DMS Advisors, Inc. ("DMS Advisors"), and Marshad Capital Group, Inc. ("Marshad") (collectively, the "Defendants"), lied in four distinct ways to induce over 120 investors to invest at least $3.2 million in entities owned or controlled by Kohli. (Dkt. No. 1). In 2012, Kohli, a registered representative of a broker-dealer, launched Relief Defendant, The DMS Funds, which ultimately consisted of four emerging markets mutual fund series (collectively, the "DMS Funds"). Kohli solicited his own customers and clients to invest in the funds using prospectuses and accompanying documents containing misrepresentations that overstated DMS Funds' sophistication and ignored the key risk associated with these investments.

According to the complaint, as the funds floundered due to Kohli's extreme recklessness, Kohli engaged in three additional frauds in an effort to keep the funds afloat. First, Kohli made material misrepresentations in connection with the sale of warrants to purchase Marshad stock, another entity Kohli controlled. Second, Kohli misappropriated investor money that he solicited for the purported purpose of making investments into one of the funds, and instead used the funds to pay fund expenses. And third, as the funds neared collapse, Kohli lied to investors in connection with the sale of Marshad promissory notes in a desperate attempt to raise money to cover fund expenses and to delay the inevitable.

On September 12, 2017, the Court entered a final judgment[1] against the Relief Defendant, DMS Funds, ordering that the Relief Defendant pay disgorgement of $540,261.29, representing profits gained as a result of the conduct alleged in the Complaint. On November 16, 2017, the Court entered a final judgment against Defendant DMS Advisors, ordering the payment of disgorgement of $342,908.00 and prejudgment interest of $17,272.60, jointly and severally with Defendant Kohli; and a civil penalty of $775,000.00. (Dkt. No. 35). The Court also entered an Order on that date against Defendant Marshad, jointly and severally with Kohli for disgorgement of $398,000, prejudgment interest of $26,699.31, and a civil penalty of $775,000. (Dkt. No. 37).

On November 30, 2017, the Court entered an amended final judgment against Defendant Kohli and ordered disgorgement and prejudgment interest of $1,286,731.89, with the joint and several liability described above; and a civil penalty in the amount of $160,000.00. (Dkt. No. 43). The Commission was ordered to hold all funds, together with interest and income earned thereon, pending further order of the Court.

A total of $565,577.50 in disgorgement and prejudgment interest has been collected (the "Distribution Fund"), pursuant to the final judgments detailed above. (Dkt. No. 35, 37, 43, and 48). Any future funds paid pursuant to the Defendants' or Relief Defendant's judgments will be

[1] On February 15, 2018, the Court entered an amended final judgment against the Relief Defendant removing language ordering funds paid pursuant to the judgment to be sent to the U.S. Treasury. (Dkt. No. 48).

added to the Distribution Fund to satisfy outstanding disgorgement. The Distribution Fund is currently deposited in an SEC-designated interest earning account with the U.S. Treasury's Bureau of Fiscal Service.

On May 2, 2018, the Court appointed Miller Kaplan Arase LLP as tax administrator in this matter.

A. Eligibility

1. "Eligible Recipients" are the investors identified by the Distribution Agent who incurred net losses from investments in one or more of the following categories resulting from Defendants' conduct as alleged in the Complaint: (a) Marshad Promissory Notes and Warrants purchased between November 22, 2013 and December 31, 2013 and June 24, 2015 through October 19, 2015; (b) DMS Funds misappropriation from August 2014 through February 2015; and (c) DMS Funds investments from October 2012 through May 2016. An Eligible Recipient shall not include the Defendants or Relief Defendants (or any of their affiliates, distributees, spouses, parents, children, siblings or controlled entities).

B. Methodology for Calculating Distribution Amount

2. Determine each Eligible Recipient's losses. If an Eligible Recipient had losses in more than one category, add the losses together across the categories.

a. Eligible Recipient losses in category 1 are counted at 100 percent.
b. Eligible Recipient losses in category 2 are counted at 100 percent.
c. Eligible Recipient losses in category 3 are netted against gains for each account name.

3. Subtract any payments Eligible Recipients received as compensation for losses in the categories listed above from the total calculated in paragraph B.2. above ("Eligible Recipient's Net Loss"). If this calculates to less than zero, it will be deemed to be zero and the investor will be excluded from receiving a distribution.

4. Calculate the total losses of all Eligible Recipients by calculating the sum of all Eligible Recipients' Net Losses ("Total Net Losses");

5. Divide each Eligible Recipient's Net Loss by the Total Net Losses. This fractional result represents the Eligible Recipient's proportion of losses to the Total Net Losses ("Eligible Recipient's Proportional Net Loss");

6. Multiply each Eligible Recipient's Proportional Net Loss by the Distribution Fund, less any reserve for tax obligations, fees and expenses of the Tax Administrator, and any other administrative costs ("Net Distribution Fund"). The resulting figure represents the amount of the Net Distribution Fund to be distributed to that Eligible Recipient ("Eligible Recipient's Distribution Payment").

7. If the Eligible Recipient's Distribution Payment calculates to less than $10.00, the Eligible Recipient will not receive a payment and the funds will be distributed to other Eligible Recipients whose Distribution Payments are greater than $10.00.

C. Distribution Procedure

8. Following the Court's approval of the Distribution Plan, the Distribution Agent will send a notice ("Notice") (attached as Exhibit B) to each Eligible Recipient by U.P.S., electronic mail, and/or first class U.S. mail. The Notice will provide each Eligible Recipient with a copy of the Distribution Plan, and set forth that Eligible Recipient's payment amount and request information sufficient to issue the Distribution Payment. The Distribution Agent will send the Notice within 14 days of the date of the Court's entry of the order approving the Distribution Plan.

9. Eligible Recipients will have 60 days from the date of the order approving the Distribution Plan to submit the requested information.

10. After receipt of the information from the Eligible Recipients, the Distribution Agent shall submit to the Court a redacted chart listing distribution payment amounts and petition the Court for authority to disburse the Net Distribution Fund to the Eligible Recipients. Following the Court's authorization, the Distribution Agent is authorized to provide the SEC's Office of Financial Management with an unredacted payment file containing the names and amounts to be disbursed to Eligible Recipients. The SEC's Office of Financial Management shall promptly thereafter cause payments to be issued to each Eligible Recipient in the amount of each Eligible Recipient's Distribution Payment.

11. Each payment will be disbursed through the U.S. Treasury's Bureau of Fiscal Service ("BFS") to the Eligible Recipients and will state on the face of the check that it is valid for 1 year. After 60 days from the date on the distribution check, the SEC's Office of Financial Management will notify the Distribution Agent of the amount of all uncashed checks. The Distribution Agent will make reasonable efforts to contact Eligible Recipients to follow up, including working with BFS to obtain information about uncashed checks, any returned checks due to non-delivery, insufficient address and/or other deficiencies. The Distribution Agent will use best efforts to obtain additional information sufficient to reissue and/or re-send the uncashed checks.

12. The Distribution Agent will submit a final report to the Court summarizing the distribution payments, all taxes, tax administration fees and expenses, and administrative costs paid, and the amount of funds to be transmitted to the U.S. Treasury. The Commission shall seek an Order from the Court to terminate the Distribution Fund, discharge the Distribution Agent, and remit any remaining funds to the U.S. Treasury.

EXHIBIT B

ELIGIBLE RECIPIENT NOTICE

VIA UPS
[Eligible Recipient Name]
[Eligible Recipient Address]

Re: **SEC v. Peter Kohli, et al. (Civil Action No. 5:16-cv-05143-JLS)**

Dear [Eligible Recipient Name],

We are writing to inform you that there will be a distribution of funds to investors who incurred net losses from investments as alleged in the complaint filed in the above action. We have determined that you are one of those investors.

Background

On September 12, 2017, the Court entered a final judgment against the DMS Funds and on November 30, 2017, the Court entered final judgments against Peter Kohli, DMS Advisors, Inc., and Marshad Capital Group, Inc. Pursuant to the Court's Orders, funds were paid to the Clerk of the Court and deposited into an interest bearing account. A Distribution Fund containing $565,577.50 is available for distribution. The District Court for the Eastern District of Pennsylvania has approved a distribution of the Distribution Fund and the Commission has determined that you are an Eligible Recipient and will receive a distribution of funds.

Plan of Distribution

On __________, the Court issued an order granting the Commission's Motion for Order to Approve the Proposed Distribution Plan and Appoint a Distribution Agent in this matter. A copy of the Distribution Plan is attached for your review. To protect personally identifiable information, the names of Eligible Recipients have not been made public. To assist in your review of the Distribution Plan, please note that the Commission has calculated your *pro rata* share of the Net Distribution Fund to be $ _______________.

In order to send your distribution payment, we must have the following information by __________:

1. Please complete and sign the enclosed IRS Form W-9 and return it as soon as possible by secure encrypted email to (If you did not receive this notice electronically contact me at the email address below to get further instructions.):

   Keshia W. Ellis, Esq.
   elliskw@sec.gov

or via U.S. Mail to: Keshia W. Ellis, Esq.
U.S. Securities & Exchange Commission
100 F Street, NE, SP III
Washington, DC 20549-5876

2. If you would like your payment deposited directly to an IRA account please indicate that in your response to this email and I will give you further guidance.

If the Tax Administrator of the distribution fund does not have a completed Form W-9 for you, the Internal Revenue Code requires the Tax Administrator to presume this payment is being made to a payee subject to withholding under the Foreign Account Tax Compliance Act ("FATCA") and to withhold 30% of the interest portion of the payment for remission to the Internal Revenue Service.

Should you have any questions or concerns, please feel free to contact me at (202) 551-4406.

Regards,

Keshia W. Ellis, Esq.
Securities and Exchange Commission
Senior Counsel, Office of Distributions
Division of Enforcement