

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-22236

In the Matter of	:	
	:	
	:	PLAN OF DISTRIBUTION
Rimar Capital USA, Inc., Rimar	:	
Capital, LLC, Itai Royi Liptz, and	:	
Clifford Todd Boro	:	
	:	
	:	
Respondents.	:	

I. OVERVIEW

1. The Division of Enforcement has submitted this Plan of Distribution (the “Plan”) to the United States Securities and Exchange Commission (the “Commission”) pursuant to Rule 1101 of the Commission’s Rules on Fair Fund and Disgorgement Plans (the “Commission’s Rules”), 17 C.F.R. § 201.1101. This Plan provides for the distribution of a Fair Fund comprised of disgorgement, prejudgment interest, and civil money penalties paid by Rimar Capital USA, Inc., Rimar Capital, LLC, Itai Royi Liptz, and Clifford Todd Boro (collectively, the “Respondents”) in the above-captioned matter.¹

2. As described more specifically below, the Plan seeks to compensate investors who were harmed by the Respondents’ fraudulent conduct described in the Order related to an offering of Simple Agreements for Future Equity (“SAFEs”)² in a holding company, Rimar USA, controlled by Liptz, as well as false and misleading statements by and about state-registered investment adviser, Rimar LLC, which Liptz also controlled. Based on information obtained by the Commission staff during its investigation and the review and analysis of applicable records, the Commission staff has reasonably concluded that it has all records necessary to calculate each investor’s harm. As a result, the Fair Fund is not being distributed according to a claims-made process, so procedures for making and approving claims in

¹ See Order Instituting Administrative and Cease-and-Desist Proceedings, Pursuant to Section 8A of the Securities Act of 1933, Section 21C of the Securities Exchange Act of 1934, Sections 203(e), 203(f) and 203(k) of the Investment Advisers Act of 1940, and Section 9(b) of the Investment Company Act of 1940, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order, Securities Act Rel. No. 11316 (Oct. 10, 2024). (the “Order”).

² A SAFE is a securities agreement between an investor and the company in which the company generally promises to give the investor a future equity stake in the company if certain trigger events occur.

accordance with Rule 1101(b)(4) of the Commission's Rules, 17 C.F.R. § 201.1101(b)(4), are not applicable.

3. As calculated using the methodology detailed in the Plan of Allocation (attached as Exhibit A), investors will be compensated for their out-of-pocket losses on SAFEs (the "Security") purchased between May 1, 2022, and April 30, 2023 (the "Relevant Period").

4. In the view of the Commission staff, this methodology constitutes a fair and reasonable allocation of the Fair Fund.

5. The Commission has custody of the Fair Fund and will retain control of the assets of the Fair Fund. The Plan has been approved by the Commission, and the Commission retains jurisdiction over its implementation.

II. BACKGROUND

6. On October 10, 2024, the Commission issued the Order instituting and simultaneously settling administrative and cease-and-desist proceedings against the Respondents. In the Order, the Commission found that Respondents engaged in fraudulent conduct related to an offering of SAFEs in a holding company, Rimar USA, controlled by Liptz. The Commission also found that Respondents made false and misleading statements about state-registered investment adviser Rimar LLC, which Liptz also controlled. According to the Order, between May 2022 and April 2023, Liptz, through Rimar USA, and with the help of Rimar USA board member Boro, raised nearly \$4 million from 45 investors for the development of Rimar LLC, an adviser that purported to use artificial intelligence to perform automated trading for advisory client accounts in a range of products including equities, futures, and crypto assets through a series of misrepresentations about the platform's features, its assets under management, its performance, and its supposed artificial intelligence-powered application. According to the Order, these same misrepresentations were also made to obtain advisory clients, many of whom became clients after investing in the SAFEs. In addition, the Commission found that Liptz improperly used some of the SAFE proceeds for personal purposes.

7. As a result of this conduct, the Commission found that Rimar USA violated Section 17(a) of the Securities Act of 1933 ("Securities Act") and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 10b-5 thereunder; Rimar LLC willfully violated Sections 206(1) and 206(2) of the Investment Advisers Act of 1940 ("Advisers Act"); Liptz willfully violated Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10-b thereunder, and Sections 206(1) and 206(2) of the Advisers Act; and Boro violated Sections 17(a)(2) and 17(a)(3) of the Securities Act. The Commission ordered Liptz to pay \$202,604 in disgorgement and prejudgment interest of \$11,007.25 for a total of \$213,611.25, with such payment being deemed satisfied by offsets recorded in July 2024 against capital advances Liptz previously made to Rimar USA and Rimar LLC. The Commission further ordered Liptz and Boro to pay a collective total of \$310,000 in civil money penalties to the Commission. The Commission also created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the penalties collected can be distributed to harmed investors (the "Fair Fund").

8. The Respondents have paid in full. The Fair Fund includes the \$310,000 in civil money penalties collected from Liptz and Boro. The Fair Fund has been deposited in a Commission-designated account at the U.S. Department of the Treasury (the “Treasury”), and any accrued interest will be added to the Fair Fund.

III. DEFINITIONS

As used in this Plan, the following definitions will apply:

9. “**Administrative Costs**” means any administrative costs and expenses, including without limitation tax obligations, the fees and expenses of the Tax Administrator, and investment and banking costs.

10. “**Certification Date**” means the date established in accordance with this Plan by which a Preliminary Claimant’s Certification Form must be postmarked or submitted electronically in order to be eligible to participate in this distribution. The Certification Date will be 90 days from the mailing of the Plan Notice.

11. “**Certification Form**” means the form that must be completed and signed by each Preliminary Claimant attesting to their name, mailing address, and sufficient information to confirm their tax identification and status. By signing the Certification Form, the Preliminary Claimant swears or affirms that all information provided is accurate and complete to the best of their knowledge and that they are not an Excluded Party as defined in paragraph 15. The Certification Form may be accompanied by tax forms, as required, relating to the tax treatment of any distribution. All references to the Certification Form in this Plan incorporate by reference any tax forms or other supporting documentation requested in the Plan Notice. If a Preliminary Claimant fails to submit a Certification Form by the Certification Date, the Preliminary Claimant may not be eligible to receive a Distribution Payment.

12. “**Determination Notice**” means the notice sent within 120 days of the Certification Date to any Preliminary Claimant whose Certification Form is deficient, in whole or in part. The Determination Notice will provide the reason(s) for the deficiency and in the event the Preliminary Claimant has been deemed an Excluded Party, the Determination Notice will state the reason(s) for such. The Determination Notice will also notify the Preliminary Claimant of the opportunity to cure any deficiency or request reconsideration of the determination made by the Third Party and provide instructions regarding what is required to do so.

13. “**Distribution Payment**” means a payment from the Fair Fund to a Payee in accordance with the terms of this Plan.

14. “**Eligible Claimant**” means a Preliminary Claimant, who is determined to have suffered a Recognized Loss, pursuant to the Plan of Allocation, and who is not an Excluded Party or an Unresponsive Preliminary Claimant.

15. “**Excluded Party**” means (a) the Respondents; (b) any present or former officers or directors of the Respondents or any assigns, creditors, heirs, distributees, spouses, parents, dependent children or controlled entities of any of the foregoing Persons or entities; (c) any

employee or former employee of the Respondents or any of their affiliates who have been terminated for cause or has otherwise resigned, in connection with the conduct described in the Order; (d) any Person who, as of the Certification Date, has been the subject of criminal charges related to the conduct described in the Order or any related Commission action; (e) the Third Party retained to assist the Fund Administrator or their employees; and (f) any purchaser or assignee of another Person's right to obtain a recovery from the Fair Fund for value; provided, however, that this provision will not be construed to exclude those Persons who obtained such a right by gift, inheritance or devise.

16. **“Fair Fund”** means the fund created by the Commission pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, for the benefit of investors harmed by Respondents' violations described in the Order.

17. **“Final Determination Notice”** means the written notice sent to notify each Preliminary Claimant that they have been determined to be either (a) an Eligible Claimant and confirm their calculated amount of Recognized Loss; or (b) an Unresponsive Preliminary Claimant or an Excluded Party and are not eligible for a distribution. A Final Determination Notice will not be sent to a Preliminary Claimant if their Plan Notice was returned as “undeliverable.” The Final Determination Notice will constitute the Third Party's final ruling regarding the eligibility status and loss calculation and is not subject to appeal.

18. **“Net Available Fair Fund”** means the Fair Fund, plus any interest or earnings, less Administrative Costs.

19. **“Payee”** means an Eligible Claimant whose distribution amount calculates, in accordance with the Plan of Allocation, to a distribution amount equal to or greater than \$20, who will receive a Distribution Payment.

20. **“Person”** means natural individuals as well as legal entities such as corporations, partnerships, or limited liability companies.

21. **“Plan Notice”** means the written notice sent to each Preliminary Claimant regarding the Commission's approval of the Plan, including, as appropriate: a statement characterizing the distribution; a link to the approved Plan posted on the Commission's website and instructions for requesting a copy of the Plan; the Certification Form, along with specification of any information needed from the Preliminary Claimant to prevent them from being deemed an Unresponsive Preliminary Claimant; their calculated Recognized Loss; a description of the tax information reporting and other related tax matters; the procedure for the distribution as set forth in the Plan; and the name and contact information for the Third Party as a resource for additional information or to contact with questions regarding the distribution.

22. **“Plan of Allocation”** means the methodology used by the Third Party to calculate if a Preliminary Claimant has suffered a Recognized Loss. The Plan of Allocation is attached as Exhibit A.

23. **“Preliminary Claimant”** means a Person, or their lawful successors, identified by the Fund Administrator based on their review and analysis of applicable records obtained by the Commission staff during and/or after its investigation, who may have suffered a loss as a

result of transactions in the Security during the Relevant Period; or those Persons who request a Plan Notice, as described in paragraph 40, who are determined by the Fund Administrator to have suffered a loss as a result of transactions in the Security during the Relevant Period.

24. “**Recognized Loss**” means the amount of loss calculated in accordance with the Plan of Allocation.

25. “**Relevant Period**” is between May 1, 2022, and April 30, 2023.

26. “**Security**” means Simple Agreements for Future Equity (“SAFEs”).

27. “**Unresponsive Preliminary Claimant**” means (a) a Preliminary Claimant whose address the Third Party is unable to verify by the Certification Date; or (b) a Preliminary Claimant who does not timely return the Certification Form and any other information or documentation requested in the Plan Notice, or as specified in their Determination Notice. Unresponsive Preliminary Claimants will not be eligible for a Distribution Payment.

IV. TAX COMPLIANCE

28. On March 13, 2025, the Commission appointed Heffler, Radetich & Saitta, LLP as the tax administrator (the “Tax Administrator”) for the Fair Fund to handle the tax obligations of the Fair Fund.³ The Tax Administrator will be compensated for reasonable fees and expenses from the Fair Fund in accordance with their 2026 Engagement Letter Agreement with the Commission.⁴

29. The Fair Fund constitutes a Qualified Settlement Fund (“QSF”) under Section 468B(g) of the Internal Revenue Code of 1986, as amended, 26 U.S.C. § 468B(g), and related regulations, 26 C.F.R. §§ 1.468B-1 through 1.468B-5. The Tax Administrator is the administrator of such QSF for purposes of Treas. Reg. § 1.468B-2(k)(3)(I) and will satisfy the tax-related administrative requirements imposed by Treas. Reg. § 1.468B-2, including, but not limited to:

- (a) Obtaining a taxpayer identification number;
- (b) Requesting funds necessary for the timely payment of all applicable taxes, the payment of taxes for which the Tax Administrator has received funds, and the filing of applicable returns; and
- (c) Fulfilling any information reporting or withholding requirements imposed on distributions from the Fair Fund, including but not limited to Foreign Account Tax Compliance Act (FATCA).

³ See Order Appointing Tax Administrator, Exchange Act Rel. No. Exchange Act Rel. No. 102667 (Mar. 13, 2025).

⁴ See Omnibus Order Directing the Engagement of Two Tax Administrators for Appointment on a Case-By-Case Basis in Administrative Proceedings that Establish Distribution Funds, Exchange Act Rel. No. 104544 (Jan. 5, 2026).

30. All tax obligations will be paid from the Fair Fund, subject to the review and approval of Commission staff.

V. FUND ADMINISTRATOR

31. Allison J.P. Moon is the fund administrator for the Fair Fund (the “Fund Administrator”). As a Commission employee, the Fund Administrator will receive no compensation other than her regular salary as a Commission employee for her services in administering the Fair Fund. In accordance with Rule 1105(c) of the Commission’s Rules,⁵ no bond is required since the Fund Administrator is a Commission employee. The Fund Administrator will be responsible for administering the Fair Fund in accordance with the Plan. The Fund Administrator will engage a third party (the “Third Party”) to perform some of the administrative tasks associated with implementing the Plan. The Third Party’s fees and expenses will be paid from the Fair Fund as an Administrative Cost, pursuant to a cost proposal submitted to and approved by the Commission staff.

32. To carry out the purposes of this Plan, the Fund Administrator is authorized to make and implement immaterial changes to the Plan upon agreement of the Commission staff. If a change is deemed to be material by the Commission staff, Commission approval is required prior to implementation by amending the Plan.

33. The Fund Administrator may extend any procedural deadline contained in the Plan for good cause shown, if agreed upon by the Commission staff.

VI. PLAN PROCEDURES

Specification of Preliminary Claimants

34. Using information obtained during and/or after its investigation, the Commission staff has identified the Preliminary Claimants. Preliminary Claimants are limited to only those Persons who may have suffered a loss as a result of transactions in the Security during the Relevant Period.

Distribution Methodology

35. The Fund Administrator will calculate each Preliminary Claimant’s Recognized Loss in accordance with the Plan of Allocation. All Preliminary Claimants who are determined to have a Recognized Loss and who are not deemed an Excluded Party or an Unresponsive Preliminary Claimant will be deemed Eligible Claimants.

36. No Distribution Payments will be made for less than \$20. If an Eligible Claimant’s distribution amount, in accordance with the Plan of Allocation, calculates to a distribution amount less than \$20, that Eligible Claimant will be deemed ineligible to receive a Distribution Payment, and their distribution amount will be reallocated *pro rata* to Eligible Claimants whose distribution amounts are greater than or equal to \$20. All Eligible Claimants

⁵ 17 C.F.R. § 201.1105(c).

whose Recognized Loss calculates to a distribution amount equal to or greater than \$20 will be deemed a Payee and will receive a Distribution Payment.

Procedures for Locating and Notifying Preliminary Claimants

37. Within 120 days of Commission approval of the Plan, the Third Party will send the Plan Notice and Certification Form to each Preliminary Claimant's last known email address (if known) and/or mailing address.

Undeliverable Mail

38. The Third Party will attempt to locate any Preliminary Claimant whose mailing is returned as "undeliverable" and will document all such efforts. The Third Party will use its best efforts to make use of commercially available resources and other reasonably appropriate means to obtain updated addresses in response to "undeliverable" notices and forward any returned mail for which an updated address is provided or obtained. The Third Party will make available, upon request by the Commission staff, a list of all Preliminary Claimants whose Plan Notice has been returned as "undeliverable" due to incorrect addresses and for which the Third Party has been unable to locate current addresses. If the mailing is returned again and the Third Party, despite best practicable efforts, is unable to find a Preliminary Claimant's correct address, the Third Party, in its discretion, may deem such Preliminary Claimant an Unresponsive Preliminary Claimant.

39. Any Preliminary Claimant who relocates or otherwise changes contact information after receipt of the Plan Notice must promptly communicate any change in address or contact information to the Third Party.

Procedures to Request Plan Notice

40. Any Person who does not receive a Plan Notice and Certification Form, but who is aware of this Plan (e.g., through other Preliminary Claimants or on www.sec.gov) and believes they should be included as a Preliminary Claimant should contact the Third Party within 90 days from the approval of the Plan to establish that they should be considered a Preliminary Claimant. Such Person should include with that communication, documentation sufficient to support their assertion that they should be considered a Preliminary Claimant, as well as contact information (physical address, telephone number, and email address, if available) for responsive communications. The Third Party will send the Person a Plan Notice and Certification Form within 30 days of receiving the Person's documentation, if the Third Party determines that the Person should be classified as a Preliminary Claimant.

Certification Requirement and Failure to Respond to Plan Notice

41. To maintain classification as a Preliminary Claimant, a completed Certification Form with all supporting documentation as requested in the Plan Notice must be signed by the Preliminary Claimant and returned to the Third Party by the Certification Date. The Certification Form must be executed by the Preliminary Claimant, unless the Third Party accepts such Certification Form from a successor, heir, administrator, or other Person authorized to act on the Preliminary Claimant's behalf. Those authorized to act on behalf of a Preliminary

Claimant will be eligible to participate in the distribution to the same extent the original investor would have been eligible under the terms of the Plan.

42. The Third Party will review all Certification Forms. Each Preliminary Claimant has the burden of proof to establish their identity as a Preliminary Claimant or their successor. The Third Party may request, and the Preliminary Claimant has the burden of providing any additional information and/or documentation deemed relevant by the Third Party.

43. If a Preliminary Claimant fails to return the Certification Form or any requested supporting documentation by the Certification Date, the Third Party will make no fewer than two attempts to contact the Preliminary Claimant by mail, telephone or email, if known. The last attempt will be made no later than 30 days from the Certification Date.

Dispute Process

44. Disputes will be limited to calculation of Recognized Loss. If a Preliminary Claimant disagrees with the Recognized Loss provided in the Plan Notice, such dispute must be detailed on the Certification Form and returned to the Third Party along with any supporting documentation by the Certification Date. The Third Party will investigate the dispute, and such investigation will include a review of the written dispute as well as any supporting documentation.

Review of Certification Forms and Deficiency Process

45. The Third Party will provide a Determination Notice within 60 days of the Certification Date to any Preliminary Claimant whose Certification Form is deficient, in whole or in part. The Determination Notice will provide the reason(s) for the deficiency and in the event the Preliminary Claimant is determined to be an Excluded Party, the Determination Notice will state the reason(s) for such. The Determination Notice will also notify the Preliminary Claimant of the opportunity to cure any deficiency or request reconsideration of the determination made by the Third Party and provide instructions regarding what is required to do so.

46. Any Preliminary Claimant with a deficient Certification Form or missing required documentation will have 30 days from the date of the Determination Notice to cure any deficiencies identified in the Determination Notice.

47. Any Preliminary Claimant seeking reconsideration of the Third Party's determination made in the Determination Notice will have 30 days from the date of the Determination Notice to submit their request to the Third Party in writing. All requests for reconsideration must include the necessary documentation to substantiate the basis upon which the Preliminary Claimant is requesting reconsideration of the Third Party's determination.

48. The Third Party, in consultation with the Fund Administrator, has the authority to waive technical deficiencies in the Certification Form.

Final Determination Notices

49. The Third Party will make its final eligibility determination only after reviewing timely responses received to the Determination Notices and investigating any disputes indicated on the Certification Forms regarding the Recognized Losses provided in the Plan Notices.

50. Within 60 days of the Certification Date, the Third Party will send a Final Determination Notice to notify each Preliminary Claimant of their final eligibility determination. The Final Determination Notice will notify each Preliminary Claimant that they have been determined to be either (a) an Eligible Claimant and confirm their calculated Recognized Loss; or (b) an Unresponsive Preliminary Claimant or an Excluded Party and are not eligible to receive a Distribution Payment. A Final Determination Notice will not be sent to a Preliminary Claimant if their Plan Notice was returned as “undeliverable.” The Final Determination Notice will constitute the Third Party’s final ruling regarding the eligibility status and loss calculation and is not subject to appeal.

Establishment of a Reserve

51. Before determining the amount of funds available for distribution and calculating each Payee’s Distribution Payment, the Third Party, in conjunction with the Tax Administrator, will establish a reserve to pay Administrative Costs and to accommodate any unexpected expenditures (the “Reserve”).

52. After all Distribution Payments are made and Administrative Costs are paid, any remaining amounts in the Reserve will become part of the Residual described in paragraph 68.

Preparation of the Payment File

53. Within 60 days of the Final Determination Notices, the Third Party will compile and send to the Commission staff the Payee information, including the name, address, calculated Recognized Loss, and the amount of the Distribution Payment for all Payees (the “Payee List”).

The Escrow Account

54. Prior to the disbursement of funds from the Net Available Fair Fund, the Third Party will establish an escrow account at a United States commercial bank that is a well-capitalized financial institution as defined by the Federal Reserve Act, Subpart D, 12 C.F.R. § 208.43 and that is not unacceptable to the Commission staff (the “Bank”), pursuant to an escrow agreement (the “Escrow Agreement”) provided by the Commission staff.

Distribution of the Fair Fund

55. Pursuant to Rule 1101(b)(6) of the Commission’s Rules, 17 C.F.R. § 201.1101(b)(6), the Commission staff will obtain an order from the Commission to disburse funds from the Net Available Fair Fund to the Bank in accordance with the Payee List for distribution by the Third Party in accordance with the Plan.

56. The Third Party will be responsible for issuing Distribution Payments to Payees in accordance with the Payee List. For any electronic payment, the exact amount necessary to make a payment will be transferred directly to the Payee's bank account in accordance with written instructions provided to the Bank by the Third Party.

57. All checks will bear a stale date of 180 days from the date of issuance. Reissuance of a check must be requested before the stale date, and such request is governed by paragraph 62.

58. All Distribution Payments will be preceded or accompanied by a communication that includes, as appropriate: (a) a statement characterizing the distribution; (b) a statement that the tax treatment of the distribution is the responsibility of each Payee and that the Payee should consult their tax advisor for advice regarding the tax treatment of the distribution; however, any backup withholding required under IRC § 3406(a) and the regulations promulgated thereunder, or withholding required with respect to nonresident aliens ("NRAs") under Chapter 3 of the IRC, or FATCA-subject Payees under Chapter 4 of the IRC, will be withheld as required from the Distribution Payment and remitted to the Internal Revenue Service on the Payee's behalf; (c) a statement that checks will be void and cannot be reissued after 180 days from the date the original check was issued; and (d) contact information for the Third Party for questions regarding the Distribution Payment. The letter or other mailings to Payees characterizing a Distribution Payment will be prepared by the Tax Administrator and provided to the Commission staff for review and approval.

59. All Distribution Payments, either on their face or in the accompanying mailing, will clearly indicate that the money is being distributed from the Fair Fund established by the Commission to compensate investors for harm as a result of securities law violations.

60. Bank fees charged by the intermediary or designation bank selected by the Payee may reduce a Payee's Distribution Payment.

Post Distribution; Handing of Returned or Uncashed Checks; and Reissues

61. The Third Party will use their best efforts to make use of commercially available resources and other reasonably appropriate means to locate all Payees whose checks are returned to the Third Party as "undeliverable." If new address information becomes available, the Third Party will repackage the distribution check and send it to the new address. If, within 180 days of the initial mailing of the distribution check, new address information is not available after a diligent search or if the distribution check is returned again, the Third Party will void the distribution check, and at the discretion of the Fund Administrator the Payee may be removed from the distribution and the allocated Distribution Payment will remain in the Fair Fund for distribution, if feasible, to the remaining Payees.

62. The Third Party, at the direction of the Fund Administrator, will reissue distribution checks to Payees upon the receipt of a valid, written request from the Payee prior to the initial stale date. In cases where a Payee is unable to endorse a distribution check as written (e.g., name changes, IRA custodian changes, or recipient is deceased) and the Payee or a lawful representative requests the reissuance of a distribution check in a different name, the Third Party

will request, and must receive, documentation to support the requested change. The Third Party, in consultant with the Fund Administrator, will review the documentation to determine the authenticity and sufficiency of the change request. If, in the discretion of the Fund Administrator, such change request is sufficiently documented, the Third Party, at the direction of the Fund Administrator, will issue an appropriately redrawn distribution check to the requesting party. Reissued checks will be void 180 days from the reissuance, and in no event will a check be reissued after 180 days from the date of the original issuance without the approval of the Fund Administrator.

63. The Third Party will work with the Bank and maintain information about uncashed checks and any returned items due to non-delivery, insufficient addresses, and/or other deficiencies. The Third Party is responsible for researching and reconciling errors and reissuing payments when possible. The Third Party is also responsible for accounting for all payments. The amount of all uncashed and undelivered payments will continue to be held in the Fair Fund.

64. The Third Party will make and document their best efforts to contact Payees to follow-up on the status of uncashed distribution checks over \$100 (other than those returned as “undeliverable”) and take appropriate action to follow up on the status of uncashed checks at the request of the Fund Administrator. The Third Party may reissue such checks, subject to the time limits detailed herein. If a distribution check remains uncashed after the stale date, the Third Party will instruct the Bank to issue a stop payment on the distribution check. The Third Party, in its discretion, may remove such Payee from the distribution, and the allocated Distribution Payment will remain in the Fair Fund for distribution, if feasible, to the remaining Payees.

Administrative Costs

65. All Administrative Costs will be paid from the Fair Fund in accordance with this Plan and the Commission’s Rules. Upon completion of the final distribution, the Fund Administrator will arrange for the final payment of all Administrative Costs.

Receipt of Additional Funds

66. Should any additional funds be received pursuant to Commission or Court order, agreement, or otherwise prior to the Commission’s termination of the Fair Fund, such funds will be added to the Fair Fund and distributed, if feasible, in accordance with the Plan and pursuant to the Commission’s Rules.

Disposition of Undistributed Funds

67. If funds remain following the initial distribution, the Fund Administrator may seek subsequent distribution(s) of any available remaining funds in accordance with the Plan and pursuant to the Commission’s Rules.

68. A residual within the Fair Fund will be established for any amounts remaining after the final disbursement to Payees from the Fair Fund and payment of all Administrative Costs (the “Residual”). The Residual may include funds from, among other things, amounts remaining in the Reserve, distribution checks that have not been cashed, checks or electronic

payments that were not delivered or were returned to the Commission, and tax refunds due to the Fair Fund's overpayment of taxes or for waiver of IRS penalties.

69. Within 90 days of the stale date of the distribution payments, the Fund Administrator, in consultation with the Third Party, will determine whether further distribution of the Fair Fund to investors is feasible. Within 45 days of the determination that further distribution is infeasible, the Third Party will return any funds remaining in the Escrow Account to the Commission to become part of the Residual.

70. All funds remaining in the Residual that are infeasible to distribute to investors will be returned to the Commission and transferred to the Treasury, subject to Section 21F(g)(3) of the Securities Exchange Act of 1934 (the "Exchange Act"), after the final accounting is approved by the Commission. Returning such money to the Respondents would be inconsistent with the equitable principle that no Person should profit from their wrongdoing. Therefore, in these circumstances, distributing disgorged funds to the Treasury is the most equitable alternative.

Accounting

71. When all funds have been disbursed, except for the Residual described in paragraph 68 of the Plan, the Third Party will submit to the Fund Administrator a final report (the "Third Party Final Report") that includes an accounting of all funds disbursed to the Bank. The Third-Party Final Report will include, at a minimum, the number and total amount of Distribution Payments sent to Payees, and the number and total amount of Distribution Payments successfully disbursed (i.e., cashed or electronically transferred) to Payees, and the amount of funds returned to the Commission, pursuant to paragraph 69. The Third-Party Final Report must be endorsed by a declaration executed by the Third Party under penalty of perjury under the laws of the United States.

72. Upon receipt of the Third Party's Final Report described above, the Fund Administrator will submit a final accounting pursuant to Rule 1105(f) of the Commission's Rules, 17 C.F.R. § 201.1105(f), for the Commission's approval prior to termination of the Fair Fund and discharge of the Fund Administrator. Since the Fund Administrator is a Commission employee, no interim accountings will be made.

Wind-down and Document Retention

73. The Third Party will shut down the website, P.O. Box and customer service telephone line(s) established specifically for the administration of the Fair Fund upon the transfer of any remaining funds to the Commission, as described in paragraph 69.

74. The Third Party will retain all materials submitted by Preliminary Claimants in either paper or electronic form for a period of 6 years from the date of approval of a final fund accounting. Materials maintained in electronic form must be accessible and readable for the duration of retention. Pursuant to the Commission staff's direction, the Third Party will either turn over to the Commission or destroy all materials, including documents in any media, upon expiration of this period.

Termination of the Fair Fund

75. The Fair Fund will be eligible for termination and the Fund Administrator will be eligible for discharge after all of the following have occurred (a) a final accounting, in a standard accounting format provided by the Commission staff, has been submitted by the Fund Administrator and approved by the Commission; (b) all Administrative Costs have been paid; and (c) any amount remaining in the Fair Fund has been returned to the Commission for transfer to Treasury. Once the Commission has approved the final accounting, the Commission staff will seek an order from the Commission authorizing: (a) the transfer of the Residual that is infeasible to return to investors, and any amounts returned to the Fair Fund in the future that is infeasible to return to investors, to the general fund of the Treasury, subject to Section 21F(g)(3) of the Exchange Act; (b) discharge of the Fund Administrator; and (c) termination of the Fair Fund.

Exhibit A

PLAN OF ALLOCATION

This Plan of Allocation¹ is designed to compensate investors based on their out-of-pocket losses on Simple Agreements for Future Equity of Rimar USA (“SAFEs” or the “Security”) purchased between May 1, 2022, and April 30, 2023 (the “Relevant Period”). Investors who did not invest in the Security during the Relevant Period are ineligible to recover under this Plan.

Based upon records obtained by the Commission during and/or after its investigation, the Fund Administrator has identified those investors, or their lawful successors, who may have suffered an out-of-pocket loss from investing in the Security after relying on Respondents’ misrepresentations about the Rimar LLC platform’s features, AI-related capabilities, profitability, and assets under management (“Preliminary Claimants”).

I. Methodology

The Fund Administrator will calculate each Preliminary Claimant’s loss (“Recognized Loss”) as the principal invested in the Security, *minus* any proceeds received from selling the Security.² If the Recognized Loss calculates to a negative number, reflecting a gain, then the Recognized Loss will be \$0.

Any Preliminary Claimant who suffered a Recognized Loss pursuant to this Plan of Allocation, and who is not an Excluded Party or an Unresponsive Preliminary Claimant, will be deemed an Eligible Claimant.

II. Allocation of Funds

Because the Net Available Fair Fund is less than the sum of the Recognized Losses of all Eligible Claimants, each Eligible Claimant’s distribution amount will equal his, her, or its “*Pro-Rata* Percentage” of the Net Available Fair Fund. The distribution amount will be subject to the “Offset for Prior Recovery” and “Minimum Distribution Amount.”

A. Calculating an Eligible Claimant’s *Pro-Rata* Percentage

This computation is intended to measure Eligible Claimants’ Recognized Losses against one another. The Fund Administrator shall determine each Eligible Claimant’s *Pro-Rata* Percentage as the ratio of his, her, or its Recognized Loss to the sum of Recognized Losses of all Eligible Claimants.

B. Offset for Prior Recovery

To avoid payment of a windfall, an Eligible Claimant’s distribution amount will be no larger than his, her, or its Recognized Loss *minus* the amount of any compensation for the loss that resulted from the conduct described in the Order that was received from another source (e.g.,

¹ All capitalized terms used herein but not defined have the same meanings ascribed to them in the Plan.

² For purposes of calculating Recognized Loss, the Security is deemed to have a held value of \$0.

class action settlement), to the extent known by the Fund Administrator (“Prior Recovery”). That is, the distribution amount will be capped at the Recognized Loss *less* the Prior Recovery.

C. Minimum Distribution Amount

The Minimum Distribution Amount will be \$20. An Eligible Claimant whose distribution amount is less than the Minimum Distribution Amount will be deemed ineligible and his, her, or its distribution amount will be reallocated *pro rata* to Eligible Claimants whose distribution amounts are greater than or equal to the Minimum Distribution Amount.

D. Becoming Payee and Distribution Payment

An Eligible Claimant whose distribution amount equals or exceeds the Minimum Distribution Amount will be deemed a Payee and will receive a Distribution Payment equal to his, her, or its calculated distribution amount. In no event will a Payee receive from the Fair Fund more than his, her, or its Recognized Loss.