

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

**SECURITIES AND EXCHANGE  
COMMISSION,**

**Plaintiff,**

**v.**

**VASSILIOS TRIKANTZOPOULOS AND  
NAVIS VENTURES LLC,**

**Defendants,**

**Civil Action No. 1:20-11156 (RGS)**

**DISTRIBUTION PLAN**

**I. OVERVIEW**

1. This Distribution Plan (the “Plan”) was developed by the Securities and Exchange Commission (the “Commission”) in accordance with practices and procedures customary in distribution fund administrations. This Plan provides for the distribution of a distribution fund (the “Distribution Fund”), comprised of disgorgement collected from Vassilios Trikantopoulos and Navis Ventures LLC (collectively, the “Defendants”) in this proceeding.

2. As described more specifically below, the Plan seeks to compensate investors who were harmed by the Defendants’ conduct alleged in the Complaint, in connection with an offering fraud. As calculated using the methodology detailed in the Plan of Allocation (attached as Exhibit A), investors will be compensated for their Recognized Loss on their investment with the Defendants between April 2015 and June 2018.

3. Based on information obtained by the Commission during its investigation and the review and analysis of applicable records, the Commission has reasonably concluded that it has all records necessary to calculate each investor’s harm. As a result, the Distribution Fund is not being distributed according to a claims-made process.

4. The Commission has custody of the Distribution Fund and shall retain control of the assets of the Distribution Fund. The Court retains jurisdiction over its implementation.

**II. BACKGROUND**

5. On June 18, 2020, the Commission filed a Complaint against the Defendants. The Complaint alleged that, from at least April 2015 through June 2018, the Defendants violated federal securities laws by posing as the scion of a wealthy Greek shipping family and claiming to be a highly successful money manager in order to solicit investors for various real estate ventures, pledging hefty profits and offering “secured” promises that, if the ventures did not go

forward, investors' funds would be returned in full. The Commission alleged that, in reality, Navis had no substantial assets or operations and Trikantopoulos representations were worthless. Some of the investors' funds were spent for business purposes with no apparent success while Trikantopoulos spent tens of thousands of investors' funds for his own personal use. *See* Dkt. No. 1.

6. On October 15, 2021, after allowing the Commission's motion for summary judgment against the Defendants, the Court entered final judgment ("Final Judgment") against Defendants finding Trikantopoulos liable for disgorgement of \$109,139, prejudgment interest of \$17,841 and a civil penalty of \$195,046 and finding Navis liable for a civil penalty of \$250,000 for a total of \$576,026. *See* Dkt. No. 33.

7. To date, Defendants have paid \$53,795.96. Any additional funds received pursuant to the Final Judgment will be added to the Distribution Fund. The Distribution Fund has been deposited in an SEC-designated account at the United States Department of the Treasury, and any accrued interest will be added to the Distribution Fund for the benefit of the harmed investors.

8. On November 18, 2022, the Court appointed Heffler, Radetich & Saitta, LLP ("HRS") as Tax Administrator for the Distribution Fund. Dkt. No. 38.

9. The Distribution Fund currently holds approximately \$54,550.

### III. DEFINITIONS

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

10. "**Administrative Costs**" shall mean any administrative costs and expenses, including without limitation tax obligations, the fees and expenses of the Tax Administrator, and investment and banking costs.

11. "**Certification Form**" means the form that will be mailed to each Eligible Claimant in order to confirm the Recognized Loss amount, the name of the payee to which the Eligible Claimant's check will be issued, and the mailing address for distribution. The Certification Form may be accompanied by other tax forms, as required, relating to the tax treatment of any distribution.

12. "**Distribution Fund**" means the fund created for the benefit of investors harmed by Defendants' violations alleged in the Complaint. Any additional funds collected from the Defendants, pursuant to the Final Judgment will be added to the Distribution Fund.

13. "**Distribution Payment**" means a payment from the Distribution 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”** shall mean: (a) the Defendants, and Defendants’ advisers, agents, nominees, assigns, creditors, heirs, distributees, spouses, parents, children, or controlled entities; and (b) any purchaser or assignee of another Person’s right to obtain a recovery from the Distribution Fund for value; provided, however, that this provision shall not be construed to exclude those Persons who obtained such a right by gift, inheritance or devise.

16. **“Final Determination Notice”** means the written notice sent by the Distribution Agent to (a) any Preliminary Claimant who timely submitted a written dispute of his, her, or its calculated Recognized Loss notifying the Preliminary Claimant of her resolution of the dispute; and (b) those Preliminary Claimants who have not responded to the Plan Notice as described in paragraph 33, except for those whose Plan Notice were returned as “undeliverable,” notifying the Preliminary Claimant that he, she, or it has been deemed an Unresponsive Preliminary Claimant. The Final Determination Notice will constitute the Distribution Agent’s final ruling regarding the status of the claim.

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

18. **“Payee”** means an Eligible Claimant whose distribution amount is equal to or greater than \$10.00, as calculated in accordance with the Plan of Allocation, who will receive a Distribution Payment.

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

20. **“Plan Notice”** means a written notice from the Distribution Agent to each Preliminary Claimant regarding the Court’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, a copy of the Plan; a certification form, specification of any information needed from the Preliminary Claimant to prevent him, her, or it from being deemed an Unresponsive Preliminary Claimant; his, her, or its Recognized Loss and instruction on how to dispute the same; 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 Distribution Agent as a resource for additional information or to contact with questions regarding the distribution.

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

22. **“Preliminary Claimant”** means a Person, or their lawful successors, identified by the Distribution Agent based on its review and analysis of applicable records obtained by the Commission during its investigation, who may have suffered a loss as a result of the offering fraud conducted by the Defendants during the Relevant Period.

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

24. **“Relevant Period”** is between April 2015 and June 2018.

25. **“Unresponsive Preliminary Claimant”** means a Preliminary Claimant whose address the Distribution Agent has not been able to verify and/or who does not timely respond to the Distribution Agent’s attempts to obtain information, including any information sought in the Plan Notice. Unresponsive Preliminary Claimants will not be eligible for a distribution under the Plan.

#### **IV. TAX COMPLIANCE**

26. The Tax Administrator shall handle the tax obligations of the Distribution Fund. The Tax Administrator will be compensated for reasonable fees and expenses from the Distribution Fund. Pursuant to the Court’s Order entered on November 18, 2022, the Commission staff is authorized to approve and arrange payment of all tax obligations owed by the Distribution Fund and the fees and expenses of the Tax Administrator directly from the Distribution Fund without further approval of this Court. *See id.*

27. The Distribution 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 shall 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 Distribution Fund.

#### **V. DISTRIBUTION AGENT**

28. Jennifer Cardello will be the distribution agent for the Distribution Fund (“Distribution Agent”). As a Commission employee, the Distribution Agent shall receive no compensation, other than her regular salary as a Commission employee, for her services in administering the Distribution Fund.

29. The Distribution Agent will be responsible for administering the Distribution Fund in accordance with the Plan. This will include, among other things, taking reasonable steps to obtain accurate mailing information for Preliminary Claimants; disseminating the Plan Notice; preparing accountings; cooperating with the Tax Administrator appointed by the Court to satisfy



any tax liabilities and to ensure compliance with income tax reporting requirements, including but not limited to Foreign Account Tax Compliance Act (FATCA); disbursing the Distribution Fund in accordance with this Plan, as ordered by the Court; and researching and reconciling errors and reissuing payments, when possible.

30. To carry out the purposes of this Plan, the Distribution Agent 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, Court approval is required prior to implementation by amending the Plan.

31. The Distribution Agent 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

32. Using information obtained during its investigation, the Commission has identified the Preliminary Claimants. Preliminary Claimants are limited to only those Persons who may have suffered a loss as a result of the offering fraud conducted by the Defendants during the Relevant Period as alleged in the Complaint.

### Procedures for Locating and Notifying Preliminary Claimants

33. Within thirty (30) days of Court approval of the Plan, the Distribution Agent will send the Plan Notice to each Preliminary Claimant's last known email address (if known) and/or mailing address.

### Undeliverable Mail

34. If any mailing is returned as undeliverable, the Distribution Agent will make the best practicable efforts to ascertain a Preliminary Claimant's correct address. If another address is obtained, the Distribution Agent will then resend it the Preliminary Claimant's new address within ten (10) days of receipt of the returned mail. If the mailing is returned again, and the Distribution Agent, despite best practicable efforts, is unable to find a Preliminary Claimant's correct address, the Distribution Agent, in her discretion, may deem such Preliminary Claimant an Unresponsive Preliminary Claimant.

35. 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 Distribution Agent.

### Procedures to Request Plan Notice

36. Any Person who does not receive a Plan Notice, as described in paragraph 33, but who is aware of this Plan (e.g., through other Preliminary Claimants or on [www.sec.gov](http://www.sec.gov)) and

believes they should be included as a Preliminary Claimant should contact the Distribution Agent, in writing, within thirty (30) days from the approval of the Plan to establish that they should be considered a Preliminary Claimant. The Distribution Agent will send the Person a Plan Notice within fifteen (15) days of receiving the Person's documentation, if the Distribution Agent determines that the Person should have received a Plan Notice.

**Certification Requirement by Preliminary Claimants and Failure to Respond to Plan Notice**

37. In order to maintain classification as a Preliminary Claimant, the Certification Form must be signed by the Preliminary Claimant under penalty of perjury under the laws of the United States and returned to the Distribution Agent by the deadline stated in the Plan Notice. The Certification Form must be executed by the Preliminary Claimant, unless the Distribution Agent 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 Preliminary Claimants 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.

38. The Distribution Agent will review all Certification Forms. Each Preliminary Claimant will have the burden of proof to establish their identity as a Preliminary Claimant. The Distribution Agent will have the right to request, and the Preliminary Claimant will have the burden of providing to the Distribution Agent, any additional information and/or documentation deemed relevant by the Distribution Agent.

39. If a Preliminary Claimant is requested to respond and fails to respond within forty-five (45) days from the initial mailing of the Plan Notice, the Distribution Agent will make no fewer than two (2) attempts to contact the Preliminary Claimant by telephone or email, if known to the Distribution Agent. If a Preliminary Claimant fails to respond to the Distribution Agent's contact attempts as described in this paragraph, the Distribution Agent, in her discretion, may deem such Preliminary Claimant an Unresponsive Preliminary Claimant.

**Dispute Process**

40. Disputes will be limited to the amount of the Preliminary Claimant's calculated Recognized Loss. Within thirty (30) days of the initial mailing Plan Notice, the Distribution Agent must receive the Certification Form along with any supporting documentation. The Distribution Agent will investigate the dispute, and such investigation will include a review of the written dispute as well as any supporting documentation.

**Final Determination Notices**

41. Within sixty (60) days of the initial mailing of the Plan Notices, the Distribution Agent will send a Final Determination Notice to (a) any Preliminary Claimant who timely submitted a written dispute as described in paragraph 40 above, notifying the Preliminary Claimant of her resolution of the dispute; and (b) those Preliminary Claimants who have not responded to the Plan Notice, as described in paragraph 39 above, except for those whose Plan

Notice were returned as undeliverable, notifying the Preliminary Claimant that he, she, or it has been deemed an Unresponsive Preliminary Claimant.

#### Distribution Methodology

42. The Distribution Agent 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 an Eligible Claimant. All Eligible Claimants whose distribution amount is equal to or greater than \$10.00, as calculated in accordance with the Plan of Allocation, will be deemed a Payee and receive a Distribution Payment.

#### Establishment of a Reserve

43. Before determining the amount of funds available for distribution and calculating each Payee's Distribution Payment, the Distribution Agent, in conjunction with the Tax Administrator, will establish a reserve to pay Administrative Costs and to accommodate any unexpected expenditures (the "Reserve").

44. After all Distribution Payments are made and Administrative Costs paid, any remaining amounts in the Reserve will become part of the Residual described in paragraph 57 below.

#### Preparation of the Payment File

45. Within one hundred eighty (180) days of Court approval of the Plan, the Distribution Agent will compile the Payee information, including the name, address, calculated Recognized Loss, and the amount of the Distribution Payment for all Payees (the "Payee List") to make disbursements through the U.S. Treasury.

#### Distribution of the Distribution Fund

46. After preparation of the Payee List, the Commission will petition the Court for authority to disburse funds from the Net Available Distribution Fund for distribution to Payees in accordance with the Payee List. Checks will be mailed or funds electronically transferred to each Payee as instructed by the Distribution Agent in accordance with the Court's order.

47. All checks will bear a stale date of one (1) year from the date of issuance. Checks that are not negotiated by the stale date will be voided, and the Distribution Agent will initiate a stop payment on those checks. A Payee's claim will be extinguished if he, she, or it fails to negotiate his, her or its check by the stale date, and the funds will remain in the Distribution Fund, except as provided in paragraph 51.

48. 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 his, her or its tax advisor for advice regarding the tax treatment of the distribution; (c) a statement that checks will be void and cannot be reissued after one (1) year from the date the original check was issued; and (d) contact information for the Distribution Agent for questions regarding the Distribution Payment. The letter or other mailings to Payees characterizing a Distribution Payment will be submitted to the Tax Administrator and for review and approval.

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

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

50. The Distribution Agent shall use her best efforts to make use of commercially available resources and other reasonably appropriate means to locate all Payees whose checks are returned as “undeliverable.” If new address information becomes available, the Distribution Agent will repackage the distribution check and send it to the new address. If new address information is not available after a diligent search (and in no event no later than one (1) year after the initial mailing of the original check) or if the distribution check is returned again, the check shall be voided and the Distribution Agent will initiate a stop payment on such check. If the Distribution Agent is unable to find a Payee’s correct address, the Distribution Agent, in her discretion, may remove such Payee from the distribution and the allocated Distribution Payment will remain in the Distribution Fund for distribution, if feasible, to the remaining Payees.

51. The Distribution Agent will reissue checks or electronic payments to Payees upon the receipt of a valid, written request from the Payee if prior to the initial stale date. In cases where a Payee is unable to endorse a Distribution Payment 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 Payment check in a different name, the Distribution Agent will request, and must receive, documentation to support the requested change. The Distribution Agent will review the documentation to determine the authenticity and propriety of the change request. If, in the discretion of the Distribution Agent, such change request is properly documented, the Distribution Agent will issue an appropriately redrawn Distribution Payment to the requesting party. In no event will a check be reissued after the stale date of the original check without good cause found by the Distribution Agent.

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

53. The Distribution Agent will make and document her 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. The Distribution Agent may reissue such checks, subject to the time limits detailed herein.



54. At the discretion of the Distribution Agent, certain costs that were not factored into the Reserve, such as bank fees for the return of a payment, may reduce the Payee's Distribution Payment. In such situations, the Distribution Agent will immediately notify the Tax Administrator of the reduction in the Distribution Payment.

#### Receipt of Additional Funds

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

#### Disposition of Undistributed Funds

56. If funds remain following the initial distribution and payment of all Administrative Costs, the Distribution Agent may seek subsequent distribution(s) of any available remaining funds. All subsequent distributions shall be made in a manner that is consistent with this Plan and pursuant to a Court Order.

57. A residual within the Distribution Fund will be established for any amounts remaining after the final disbursement to Payees from the Distribution Fund and the 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 for overpayment of taxes or for waiver of IRS penalties.

58. All funds remaining in the Residual that are infeasible to distribute to investors will be held pending a final accounting.

#### Administrative Costs

59. The Distribution Fund is responsible to pay all Administrative Costs.

#### Filing of Reports and Accountings

60. Upon completion of all distributions to Payees and payment of all Administrative Costs, pursuant to the procedures described above, the Distribution Agent will prepare a final accounting. The final accounting report will include a recommendation as to the disposition of the Residual consistent with *Liu v. SEC*, 140 S. Ct. 1936 (2020) and Section 21(d)(7) of the Exchange Act, 15 U.S.C. § 78u(d)(7).<sup>1</sup> If distribution of the Residual to investors is infeasible,

---

<sup>1</sup> Section 21(d)(7) was added to the Exchange Act by Section 6501(a) of the National Defense Authorization Act for Fiscal Year 2021, Pub. L. No. 116-283, enacted January 1, 2021. The relevant provisions of the NDAA apply "to any action or proceeding that is pending on, or commenced on or after, the date of" the NDAA's enactment. NDAA, Section 6501(b).

the Commission may recommend the transfer of the Residual to the general fund of the U.S. Treasury subject to Section 21F(g)(3) of the Exchange Act.<sup>2</sup>

Termination of the Distribution Fund

61. The Distribution Fund will be eligible for termination and the Distribution Agent will be eligible for discharge after all of the following have occurred (a) a final accounting, in a standard accounting format, has been submitted by the Distribution Agent and approved by the Court; (b) all Administrative Costs have been paid; and (c) the Court has approved the Commission's recommendation as to the final disposition of the Residual consistent with *Liu v. SEC*, 140 S. Ct. 1936 (2020) and Section 21(d)(7) of the Exchange Act, 15 U.S.C. § 78u(d)(7).

62. Once the Commission staff has reviewed and accepted the final accounting, the Commission will petition the Court for an order, as appropriate, approving the final accounting, discharging the Distribution Agent, disposing of the Residual, and terminating the Distribution Fund.

63. Once the Distribution Fund has been terminated, no additional payments will be made whatsoever.

---

<sup>2</sup> Section 21F(g)(3) of the Exchange Act, 15 U.S.C. §78u-6(g)(3), provides, in relevant part, that any monetary sanction of \$200 million or less collected by the SEC in any judicial action brought by the SEC under the securities laws that is not added to a disgorgement fund or Fair Fund or otherwise distributed to victims, plus investment income, shall be deposited or credited into the SEC Investor Protection Fund.

## Exhibit A

### PLAN OF ALLOCATION

This Plan of Allocation is designed to compensate investors based on their losses on their investment with the Defendants between April 2015 and June 2018 (the “Relevant Period”). Investors who did not experience a Recognized Loss are ineligible to recover under this Plan. Based upon records obtained by the Commission during its investigation, the Distribution Agent has identified those investors, or their lawful successors, who may have suffered a Recognized Loss as a result of the offering fraud conducted by the Defendants during the Relevant Period (the “Preliminary Claimants”).

The Distribution Agent will calculate each Preliminary Claimant’s Recognized Loss as the amount of actual monies invested with the Defendants during the Relevant Period less any monies received from the Defendant.

If the Recognized Loss calculates to a gain, then the Recognized Loss will be \$0.00.

To avoid payment of a windfall, the Recognized Loss will be reduced by the amount of any compensation for the loss that resulted from the conduct alleged in the Complaint that was received from another source (e.g., class action settlement), to the extent known by the Distribution Agent.

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, as defined in the Plan, will be deemed an Eligible Claimant.

### **Additional Provisions**

**Allocation of Funds:** Since the Net Available Distribution 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 Share*” of the Net Available Distribution Fund subject to the “Minimum Distribution Amount.”

**Pro Rata Share:** A *Pro Rata Share* computation is intended to measure Eligible Claimants’ Recognized Losses against one another. The Distribution Agent shall determine each Eligible Claimant’s *Pro Rata Share* as the ratio of his, her, or its Recognized Loss to the sum of Recognized Losses of all Eligible Claimants.

**Minimum Distribution Amount:** The Minimum Distribution Amount will be \$10.00. If an Eligible Claimant’s distribution amount is less than the Minimum Distribution Amount, that Eligible Claimant will be deemed ineligible to receive a Distribution Payment and his, her, or its distribution amount will be reallocated on a *pro-rata* basis to Eligible Claimants whose distribution amounts are greater than or equal to the Minimum Distribution Amount.

**Payee:** An Eligible Claimant whose distribution amount equals or exceeds the Minimum Distribution Amount will be deemed a Payee and receive a Distribution Payment equal to his,

her, or its distribution amount. In no event will a Payee receive from the Distribution Fund more than his, her, or its Recognized Loss.