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JAMES N. HATTEN, Clerk
By:  Deputy Clerk

IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

DELFIN GROUP USA LLC, and
VIVVA M SIA, for itself and
derivatively as a member of and
on behalf of
DELFIN GROUP USA LLC

Plaintiffs,

v.

MARKOS BAGHDASARIAN,

Defendant,

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CIVIL ACTION NO.
1:16-CV-1594

JURY TRIAL DEMAND

COMPLAINT

Come Now, Plaintiffs, Delfin Group USA, LLC (“Delfin”), and Vivva M SIA (“Vivva”), for itself and derivatively in its capacity as a member of Delfin,¹ and file their Complaint against the above-named Defendant on the following grounds:

INTRODUCTION

1. This is an action for breach of fiduciary duty and other relief by a company against its former President and member, who was charged by the United States

¹ Delfin and Vivva are sometimes referred to herein collectively as “Plaintiff.”

Attorney with violations of federal laws, among others, for unlawfully and willfully facilitating trade with Iran and exporting and causing the export of goods from the United States to Iran, and who pleaded guilty to the charges against him and was accordingly sentenced for his crime in the United States District Court for the District of South Carolina. Plaintiffs seek damages caused by Defendant by his unlawful actions.

JURISDICTION AND VENUE

2. The jurisdiction of this Court is invoked pursuant to 28 U.S.C. §1332 (Diversity of Citizenship).

3. Plaintiff Delfin is a Georgia limited liability company. Plaintiff Vivva is a corporation registered and existing under the laws of the Republic of Latvia. Vivva is the sole member and manager of Delfin. Pursuant to the applicable law, for purposes of diversity jurisdiction, Plaintiff Delfin is deemed a citizen of Latvia.

4. On information and belief, Defendant is a citizen and resident of the State of Georgia, County of Fulton, residing at 650 Saint Regis Lane, Alpharetta, GA 30022. The Court has personal jurisdiction over Defendant by virtue of his residence and citizenship.

5. The amount in controversy exceeds \$75,000.

6. Venue is proper in this Court under 28 U.S.C. §1391, as Defendant is domiciled within the Northern District of Georgia.

FACTS

7. Delfin is a company that, until December 2015, owned and operated a facility in Charleston, South Carolina, that manufactured and supplied automotive, marine and aviation lubricants to customers in domestic and global markets.

8. In December 2015, Delfin sold its lubricant blending and packing center in Charleston, South Carolina, to Amalie Oil Company.

9. Defendant was at all relevant times the President of Delfin, managing its operations on a day-to-day basis. In addition, from January 3, 2007, the date of the formation of Delfin, until December 15, 2010, Defendant was a member of Delfin, with an ownership interest of fifty percent (50%). On December 15, 2010, Defendant assigned his entire membership interest in Delfin to Plaintiff Vivva.

10. After the assignment of his membership interest, Vivva became the sole member of Delfin, while Defendant remained the President of Delfin, continuing to run and being responsible for the company's day-to-day operations.

11. In the criminal complaint, dated May 18, 2012, filed in the United States District Court for the District of South Carolina, in the matter of *U.S. v.*

Baghdasarian, Case No. 2:12 mj 83 (“Criminal Complaint”), Defendant was charged with the following crimes:

- a) Under 50 U.S.C. §1705, 31 C.F.R. Part 560, and 18 U.S.C. §2, for unlawfully and willfully exporting and causing the export of goods from the United States to Iran without the required U.S. Department of Treasury licenses, as well as attempting and conspiring to do the same, in violation of the International Emergency Economic Powers Act and Iranian Transaction Regulations; and
- b) Under 18 U.S.C. §1001 and 18 U.S.C. §2, for making or causing to be made a false statement or representation.

A true copy of the Criminal Complaint is annexed hereto as Exhibit A.

12. According to the affidavit of Special Agent John Hardin, dated May 18, 2012, filed in support of the Criminal Complaint and application for arrest warrant, and the indictment issued in the case, from June 2010 until October 2011, Defendant engaged in an elaborate transshipment scheme, the goal of which was to circumvent the restrictions on selling products to Iran.

13. According to the prosecution, Defendant, among other things:
 - engaged in unlawful transactions with customers in Iran, including an oil company owned by the government of Iran;

- exported aviation engine oils and polymer to Iran;
- concealed that Iranian customers were the true recipients by falsely asserting in official documents that a business entity in the United Arab Emirates was the ultimate consignee for the goods;
- registered “paper” companies in the United Arab Emirates for the purpose of furthering his criminal scheme;
- produced fictitious labels for Delfin’s products in order to conceal the company’s identity from export enforcement officials; and
- throughout acted with knowledge and intent to violate the law and to conceal this scheme through false documents and statements to authorities.

14. Defendant was arrested on May 19, 2012 at the Hartsfield International Airport in Atlanta, while he was waiting to board a flight to the United Arab Emirates.

15. In December 2012, Defendant went to trial in the United States District Court for the District of South Carolina. Two days into the trial, Defendant pleaded guilty to the charges against him.

16. On June 12, 2013, Defendant was sentenced to thirty-six months in prison. In April 2014, his sentence was reduced by a year. On information and belief, he was released from prison on or about April 14, 2015.

17. As a direct consequence of Defendant's criminal scheme, the U.S. Bureau of Industry and Security (BIS) issued an Order Temporarily Denying Export Privileges to Delfin, the effect of which was to prohibit all exports of Delfin's products from the U.S.

18. Further, as a direct consequence of Defendant's criminal scheme, several containers of Delfin's product were seized and confiscated by U.S. Customs, resulting in a total loss of the product to Delfin.

19. As a direct and proximate result of Defendant's criminal conduct, Plaintiff Delfin became enmeshed in legal and administrative proceedings, incurring over a million and a half dollars in legal fees and costs in the process, as well as shipping and warehousing costs.

20. Specifically, the damages sustained by Plaintiffs as a direct and proximate result of Defendant's criminal conduct are as follows:

- a) Value of Product Seized by U.S. Customs: \$2,411,655.54;
- b) Freight Costs: \$50,000.00;
- c) Shipping Costs: \$150,000.00;

d) Legal Fees and Related Costs: \$1,635,720.64.

21. In this action Plaintiffs seek recovery of these damages from Defendant.

**FIRST CLAIM FOR RELIEF
(For Breach of Fiduciary Duty)**

22. Plaintiffs reallege and incorporate by reference the allegations set forth in all prior paragraphs as if fully set forth herein.

23. At all relevant times herein, Defendant was the President of Delfin.

24. As President of Delfin, Defendant owed a fiduciary duty to the company, and was required to discharge his duties in good faith and with the care of an ordinary person in a like position.

25. Defendant's criminal conduct set forth above, to which he had admitted by his plea of guilty in the criminal action, was fraudulent, in bad faith and an abuse of his discretion, and constitutes a gross violation of his fiduciary duty to Delfin.

26. As a direct and proximate result of Defendant's conduct, Plaintiff Delfin sustained damages in the amount of at least \$4,247,376, which it is entitled to recover from Defendant.

SECOND CLAIM FOR RELIEF
(For Violation of O.C.G.A §14-11-305)

27. Plaintiffs reallege and incorporate by reference the allegations set forth in all prior paragraphs as if fully set forth herein.

28. Section 14-11-305(1) of the Official Code of Georgia Annotated mandates that a “member or manager shall act . . . with the care an ordinary prudent person in a like position would exercise under similar circumstances.”

29. Official Code of Georgia Annotated Section 14-11-305(4)(A)(i) further provides that while a member’s or manager’s duties and liabilities may be expanded, restricted or limited in a written operating agreement, “no such provision shall eliminate or limit the liability of a member or manager: (i) For intentional misconduct or a knowing violation of the law;”

30. During a portion of the relevant time, specifically, from June 13, 2010 (the commencement of the criminal scheme) until December 15, 2010 (the assignment of Defendant’s interest to Vivva), Defendant was a member of Delfin.

31. Defendant’s criminal conduct during the period when he was a member of Delfin was in direct violation of O.C.G.A §14-11-305, as it did not comport with the care an ordinary prudent person in a like position would exercise under similar circumstances.

32. As a direct and proximate result of Defendant's conduct, Plaintiff Delfin sustained damages in the amount of at least \$4,247,376, which it is entitled to recover from Defendant.

**THIRD CLAIM FOR RELIEF
(For Fraud and Deceit)**

33. Plaintiffs reallege and incorporate by reference the allegations set forth in all prior paragraphs as if fully set forth herein.

34. Defendant's criminal conduct constitutes fraud and deceit on Plaintiff Delfin and its sole member, Plaintiff Vivva.

35. In order to conceal his criminal scheme from the owners of Delfin, Defendant made certain that the books and records of Delfin reflected that the illegal shipments were destined for the United Arab Emirates, rather than their true destination, Iran.

36. Specifically, Defendant, through numerous false representations, caused Delfin's accounting, shipping and other company records to contain false information concerning the true destination of Delfin's product.

37. The false information concerning the destination of Delfin's products was placed by Defendant into the company's records with the knowledge that it

was false and with the intent that the company and its owner, Plaintiff Vivva, rely on this information.

38. The false information concerning the destination of Delfin's product was placed by Defendant into the company records with the intent to conceal from Delfin and Vivva his criminal scheme, and to cause Delfin and Vivva to refrain from taking any action to stop his criminal conduct.

39. Plaintiffs justifiably relied on the information in the company's records, specifically, on the lack of any information in those records about Defendant's illegal conduct.

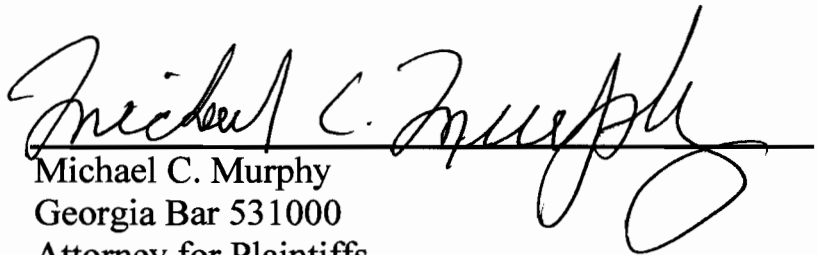
40. Because of Defendant's deliberate concealment of his criminal activity by means, among other things, of placing false information in Delfin's company records, Plaintiffs were not aware of Defendant's criminal conduct and, consequently, could not and did not take steps to stop it. This was Defendant's intent and part of his scheme.

41. As a direct and proximate result of Defendant's conduct, Plaintiffs sustained damages in the amount of at least \$4,247,376, which they are entitled to recover from Defendant.

WHEREFORE, Plaintiffs demand judgment against Defendant as follows:

- A. ON THE FIRST, SECOND AND THIRD CLAIMS FOR RELIEF, for compensatory damages in the amount of \$4,247,376;
- B. Punitive damages for Defendant's egregious and willful fraudulent conduct, in the amount to be determined at the trial of this action;
- C. Reasonable attorney's fees and costs incurred by Plaintiffs in the prosecution of this action;
- D. Such other and further relief as this Court may deem just and proper; and,
- E. Plaintiff demands a trial by jury.

Dated: May 18, 2016


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CERTIFICATE OF COMPLIANCE WITH LOCAL RULE 5.1

The undersigned hereby certifies that the foregoing document has been prepared in accordance with the font type and margin requirements of Local Rule 5.1 of the Northern District of Georgia, using a font type of Times New Roman and a point size of 14.

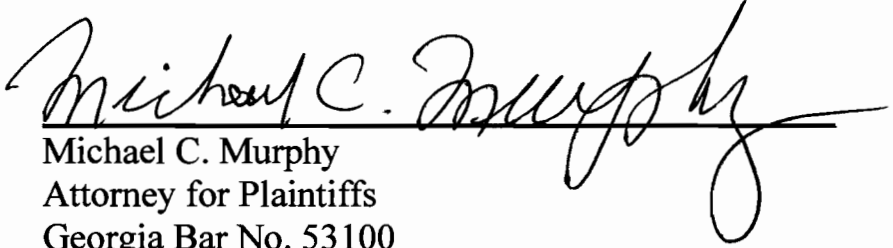

Michael C. Murphy
Attorney for Plaintiffs
Georgia Bar No. 53100

EXHIBIT A

AO 91 (Rev. 11/11) Criminal Complaint

UNITED STATES DISTRICT COURT

for the

District of South Carolina

United States of America
v.
MARKOS BAGHDASARIAN

Case No.

2:12 mj 83

Defendant(s)

CRIMINAL COMPLAINT

I, the complainant in this case, state that the following is true to the best of my knowledge and belief.

On or about the date(s) of June 13, 2010 - October 12, 2011 in the county of Charleston in the
South Carolina District of South Carolina, the defendant(s) violated:

<i>Code Section</i>	<i>Offense Description</i>
50 U.S.C. § 1705 31 C.F.R. Part 560 18 U.S.C. § 2	Unlawfully and willfully exporting and causing the export of goods from the United States to Iran without the required U.S. Department of Treasury licenses, as well as attempting and conspiring to do the same, in violation of the International Emergency Economic Powers Act and Iranian Transactions Regulations
18 U.S.C. § 1001 18 U.S.C. § 2	making or causing to be made a false statement or representation

This criminal complaint is based on these facts:

SEE ATTACHED AFFIDAVIT

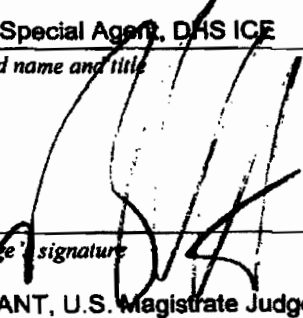
Continued on the attached sheet.


Complainant's signature

John W. Hardin, Special Agent, DHS ICE
Printed name and title

Sworn to before me and signed in my presence.

Date: May 18, 2012


Judge's signature

City and state: Charleston, SC

BRISTOW MARCHANT, U.S. Magistrate Judge
Printed name and title

**AFFIDAVIT IN SUPPORT OF A
CRIMINAL COMPLAINT AND ARREST WARRANT**

This affidavit is being submitted by the affiant, Special Agent John W. Hardin, in support of a criminal complaint and application for arrest warrant relating to:

MARKOS BAGHDASARIAN

I, John W. Hardin, being duly sworn, hereby depose and state as follows:

There is probable cause to believe that the above-identified individual has committed the following criminal offenses in violation of United States law: (1) unlawfully and willfully facilitating trade with Iran and exporting and causing the export of goods from the United States to Iran without the required U.S. Department of the Treasury licenses, as well as attempting and conspiring to do the same, in violation of the International Emergency Economic Powers Act, 50 U.S.C. §1705, the Iranian Transactions Regulations, 31 C.F.R. Part 560, and Title 18, United States Code, Section 2; and (2) making or causing to be made a false statement or representation, in violation of 18 United States Code, Section 1001, and Title 18, United States Code, Section 2.

AFFIANT'S BACKGROUND

1. I am a Special Agent with the Department of Homeland Security Investigations, Bureau of Immigration and Customs Enforcement and have been employed by Immigration and Customs Enforcement since December 2003. As such, I am an investigative agent or law enforcement officer of the United States within the meaning of Title 18, United States Code, Section 2510(7), that is, an officer of the United States who is empowered by law to conduct investigations of, or to make arrests for, offenses enumerated in Title 18, United States Code, Section 2516 (7).

2. As a result of my training and experience, I am familiar with federal laws and



regulations governing the export of goods and technology from the United States, including the International Emergency Economic Powers Act, 50 U.S.C. §§ 1701–1706. I am also familiar with the Iranian Transactions Regulations, 31 C.F.R. Part 560. I have previously participated in and conducted investigations of violations of U.S. export laws and regulations.

3. The statements contained in this affidavit are based on information I have learned through my personal participation in this investigation, from oral and written reports of other law enforcement officers, from records, documents, and other evidence obtained during this investigation, and from my experience and training as a Special Agent. Since this affidavit is being submitted for the limited purpose of supporting a criminal complaint, I have not included each and every fact known to me concerning this investigation. I have set forth only the facts that I believe are necessary to establish probable cause to believe that the defendant has committed the charged offenses.

The International Emergency Economic Powers Act and the Iran Transactions Regulations

4. The International Emergency Economic Powers Act (“IEEPA”), 50 U.S.C. § 1702(a)(1), gives the President of the United States broad authority to regulate exports and other international transactions in times of national emergency. IEEPA controls are triggered by an executive order declaring a national emergency based on an “unusual and extraordinary threat, which has its source in whole or substantial part outside the United States, to the national security, foreign policy, or economy of the United States.” Executive orders issued pursuant to IEEPA may impose broad trade restrictions against a particular country that are more comprehensive than standard export controls, in that an embargo bars U.S. persons from



engaging in a broad range of transactions involving the offending foreign government or its nationals, unless specific government authorization is obtained in advance.

5. On March 15, 1995, the President issued Executive Order 12959, which continued previously-issued executive orders, in declaring a national emergency with respect to Iran and the government of Iran. The executive order was issued based on presidential findings that the policies and actions of the government of Iran constitute a threat to the national security of the United States due to Iran's support of international terrorism and its attempts to acquire weapons of mass destruction. The same or similar presidential findings have been made each successive year, up to the present date.

6. On May 6, 1995, under executive IEEPA authority, the President declared a trade embargo against Iran, prohibiting the export from the United States to Iran of any goods, technology or services, with limited exceptions for publications, other informational materials, and donated articles such as medical supplies intended to relieve human suffering. On August 17, 1997, the President reiterated and renewed the embargo by issuing Executive Order 13059, which remained in effect during the period of the instant offense.

7. In September 1995, The United States Department of the Treasury, Office of Foreign Assets Control ("OFAC") issued regulations implementing the executive order and trade embargo (the "Iranian Transactions Regulations" or "ITR"). See 31 C.F.R. § 560 et seq. These regulations prohibit the export of goods or services from the United States to Iran without obtaining a license from the Treasury Department. The ITR further prohibit certain commercial transactions by United States persons that involve persons in Iran.

8. The Iranian Transactions Regulations impose, among others, the following

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prohibitions:

Section 560.204 - Prohibition of any sale or supply of any goods, technology, services to Iran or the Government of Iran:

Except as otherwise authorized [by OFAC], the exportation, ... sale, or supply, directly or indirectly, from the United States, or by a United States person, wherever located, of any goods, technology, or services to Iran or the Government of Iran is prohibited.

Section 560.206 - Prohibited trade-related transactions with Iran; goods, technology or services:

Except as otherwise authorized [by OFAC], ...no United States person, wherever located, may engage in any transaction or dealing in or related to ...goods, technology or services for exportation, reexportation, sale or supply, directly or indirectly, to Iran or the government of Iran.

Section 560.208 - Prohibited facilitation by United States persons of transactions by foreign persons:

Except as otherwise authorized [by OFAC], ...no United States person, wherever located, may approve, finance, facilitate, or guarantee any transaction by a foreign person where the transaction by that foreign person would be prohibited ...if performed by a United States person or within the United States.

Reports to the United States Government and the Automated Export System

9. Pursuant to U.S. law and regulation, exporters and shippers or freight forwarders are required to file certain forms and declarations concerning exports of goods and technology from the United States. Typically, those filings are completed through the submission of Electronic Export Information ("EEI") via the Automated Export System ("AES"). AES is administered by the U.S. Department of Homeland Security ("DHS"), Bureau of Customs and Border Protection.



The EEI and accompanying materials are official documents submitted to the DHS in connection with export shipments from the United States.

10. An essential and material part of the EEI is information concerning the ultimate consignee and the country of ultimate destination of the export. In many cases, the identity of the ultimate consignee determines whether the goods may be exported a) without any specific authorization from the U.S. government; b) with the specific authorization or a validated license from the U.S. Department of the Treasury; or c) whether the goods may not be exported from the United States.

SUMMARY OF PROBABLE CAUSE

Background

11. Delfin Group USA LLC (hereinafter "Delfin USA") is a company located in North Charleston, South Carolina which supplies automotive, marine and aviation lubricants to domestic and global markets major customers through bulk shipments to retailers.

12. During all times relevant to this affidavit, MARKOS BAGHDASARIAN (hereinafter "BAGHDASARIAN") was the manager of Delfin USA and is a citizen of the United States. Pursuant to the laws and regulations referenced above, as a United States person, BAGHDASARIAN is prohibited from engaging in financial transactions involving Iran or the government of Iran, without the express approval of OFAC.

13. During all times relevant to this affidavit, Individual A was a businessman located in Iran who, as set out below, entered into an agreement to serve as Delfin USA's sales agent in Iran. Individual A also purported to represent a company in the UAE known as Trivision, which was utilized, at least in part, for the purpose of transshipping Delfin products to Iranian customers.



Further corroborating Individual A's location in Iran is certain open-source information that identifies Individual A as a procurement agent and trader of "base oils" for a separate Iranian company. Additionally, Individual A, who is a lubrication engineer, was an attendee at a 2010 conference in Las Vegas, NV. Individual A's biographical information detailed in conference records listed his place of business as Tehran, Iran.

14. During all times relevant to this affidavit, Individual B was an agent of Delfin USA who operated a business in the UAE known as "Do It FTZ" which was utilized, at least in part, for the purpose of transshipping Delfin USA's products into Iran.

The Iran Transshipment Scheme Detailed

15. On June 13, 2010, BAGHDASARIAN sent an email from his Delfin email account to Individual B that detailed certain specifications on marine oil. In this email, which also contained a series of emails in a chain, referenced a sales quote offered to Pars Oil, a company owned by the Government of Iran.

16. On or about the same date, Individual B sent an email to another business associate in the UAE and to BAGHDASARIAN which stated as follows:

"...we forwarded our [U.S. oil additive supplier] price list to you few days back. You may use that price for the time being for Pars Oil enquiry. For them to understand about our product and our price, it would be advisable if you could forward our last mail with attachment of Price List, Datasheet, and Catalogue to Pars Oil. For any deals with Pars Oil or any other Iranian company for [U.S. oil additive supplier] products please use only our personal mail ID..."

17. On or about July 7, 2010, Individual B sent an email to BAGHDASARIAN at his Delfin account with the subject line reading "appointment". The body of the email read:

"Dear Markos,
[An Iranian business associate] is trying to get the Iran management people to come for



the meeting so will let us know which day they will be coming 17 or 18th he is thinking would be possible. Once he advises the firm date I will advise you. If you have any other suggestion please advise.

Thanks & Best Regards
[Individual B]"

18. On July 14, 2010, BAGHDASARIAN departed the United States from the Atlanta International Airport and arrived in Dubai, UAE the following day. I know as part of my experience and training that, as a result of its proximity to Iran and its status as a global business hub and transshipment point, Iranian businessmen frequently conduct meetings with western companies in the UAE.

19. On July 21, 2010, one of BAGHDASARIAN's business associates with whom he was traveling returned to the international airport in Atlanta and was interviewed by Customs and Border Protection officers about his travel. The business associate told the officers that he had been to Dubai from July 14, 2010 until July 20, 2010 meeting with business partners in the petroleum industry.

20. On July 6, 2010, in a series of communications between Individual B and another individual, (and not involving BAGHDASARIAN directly) Individual B was queried on how sanctions on Iran could be evaded using Individual B's company in the UAE. In those communications, Individual B was asked if "payments would be a problem" and "how will u bill if sanctions" and told that "still u cannot USA strict and Markos [BAGHDASARIAN] will have problem unless u plan." Individual B then replied that, "material will come Dubai" and then he would "relabel as UAE product".

21. In the same series of communications involving Individual B, the other individual confirmed that "all u have to do is to buy from [a UAE oil company] and gent inv and then



supply additives and give inv so net difference is the money due which in your case is not there that is the best and simple way. You have buy locally sell locally and export from DO IT [Individual B's Company] showing purchase and at the same time take the permission from [UAE] to export the same. So u are safe Markos [BAGHDASARIAN] is safe."

23. In an email dated November 9, 2011, from Individual A to both BAGHDASARIAN and Individual B with the subject line "Important-Made in USA", Individual A wrote:

"For us, whatever product is imported, the origin of the product must be mentioned on them. [BAGHDASARIAN] said they don't mention "MADE IN USA" on their products (drums, pallets, etc) when they export. Is it ok to import products into Dubai without the origin mentioned on it, especially if it comes from the USA?"

"If the answer is positive, then when DO IT [Individual B's UAE Company] for example imports a product, sells to Trivision [Individual A's UAE Company], and Trivision sells to us here, then [BAGHDASARIAN] can put a very simple label on the drums, pallets, etc in the US without mentioning MADE IN USA. Then, we will ask [BAGHDASARIAN] to kindly send the labels to us separately like before (nice and chic), and we put it on the products here."

24. During the electronic mail communications chain, Individual A further wrote:

"Please mention the following on the label with no color or fancy stuff. Label should be small, like a 4"x3" thing.

RELI 6525

LUBESPANOL. Address: 1710 Ferington Rd., Santa Cruz, CA 95064 (same as before)
Lubricant: Material"

25. During the course of the investigation, a label was found attached to a barrel of a Delfin USA destined for the UAE. The label contained the following information:

MISI 849U
MISI 849U Lubricant Additive
Lubespamol Corporation
710 Ferington Rd.,
Santa Cruz, CA 95064
For Emergency Assistance Call 800-[redacted]



26. Subsequent investigation revealed that both the address and phone number listed on the above label of lubricant additives were false. The address was not that of "Lubspanol Corporation" and the phone number listed for "Emergency Assistance" was actually the toll free number associated with the intimate apparel company Victoria's Secret.

27. On December 6, 2010, Individual A sent an email to BAGHDASARIAN and Individual B, wherein he thanked BAGHDASARIAN and Individual B for meeting with him. The main body of the e-mail contained nine (9) talking points that Individual A addressed, stating in point one (1) "I will be honored to be your partner in Iran, and I will now magnify my focus on rendering deals with you possible, having learned that you are very sincere and are open in the marketing, pricing and delivery aspects."

28. In talking point four (4) Individual A told BAGHDASARIAN and Individual B that, "[f]or now, we will buy from one of your local Dubai-based companies ex-works and will handle the rest to Iran ourselves."

29. Individual A then stated to BAGHDASARIAN and Individual B in talking point seven (7), "I advised the high-consumption DI packs of Behran Oil (Iran Company) which obviously has similarities with other companies. Behran is the biggest so if we can supply Behran considering the relations I have with them, it will be good head start."

30. On May 4, 2012, BAGHDASARIAN was interviewed in the presence of counsel. During the course of that interview, BAGHDASARIAN admitted that Individual B was an agent of Delfin and that BAGHDASARIAN knew that Individual B would not be the final end user of the Delfin products, despite his representation to the contrary on shipping documents. BAGHDASARIAN stated further that Individual B's UAE company, Do It FTZ, was a general

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trading company and had no use for Delfin products, except for resale to other customers.

31. Also during the course of the May 4, 2012, interview, BAGHDASARIAN falsely claimed that he had no knowledge that Individual A was located in Iran until early 2012, after law enforcement served a search warrant on Delfin USA and Delfin USA's export privileges were temporarily suspended by the Department of Commerce.

32. As a federal law enforcement officer, I know from my experience and training that the above communications involving BAGHDASARIAN, his agent in the UAE, and his agent in Iran detail a transshipment scheme prohibited by IEEPA and the Iran Transactions Regulations because it is unlawful to export from the United States any products or commodities that are intended, at the time of their export, for Iran or the government of Iran.

33. Moreover, I know from my experience and training that, in order to conceal illegal activity from law enforcement, products are often mis-labeled so that foreign law enforcement partners cannot assist the United States in tracking items back to the manufacturer. Finally, I know that United States persons involved in illegal exports to Iran often enlist business associates located in free trade zones in the UAE to order to receive bulk shipments from the United States for immediate and unlawful transshipment to Iran.

34. Accordingly, there is probable cause to believe that any financial transaction involving BAGHDASARIAN, Individual A, and Individual B is undertaken on behalf of customers located in Iran.

August 2011 Shipments Destined for Iran

35. On August 25, 2011, Delfin USA attempted to export aviation engine lubricating oils and polymer worth approximately \$850,000 to Trivision and Individual A, with a purported final



end destination in the UAE.

36. At the time of the export, the Department of Commerce, Office of Export Enforcement, attempted to contact representatives from Delfin USA in order to obtain original shipping documents and other end-user information regarding the above shipment. All attempts to obtain information from Delfin USA regarding the sale and end-user of the above shipment failed.

37. Also on or about August 25, 2011, Homeland Security Investigations was notified by Customs and Border Protection ("CBP") that a re-delivery of eight (8) cargo containers had been ordered due the discovery by law enforcement that Delfin USA was exporting a significant amount of aviation related lubricating oil to Trivision in the UAE, which was identified on the shipping documents as a general trading company and would have no obvious use for such a product in those quantities.

38. On August 26, 2011, a law enforcement agent with the Department of Commerce contacted BAGHDASARIAN by telephone to inquire about the above referenced shipment. Following an initial exchange, BAGHDASARIAN stated, "You called our [Delfin's] sales department and all they do is the sale; I do all the invoices and slips. They did not know what to do." BAGHDASARIAN continued, stating, in sum and substance, that he exclusively handled exports for Delfin, and, as a result, personally filled out the shipping documents in question. On the shipping documents, BAGHDASARIAN identified Individual A as the ultimate end-user.

39. This shipment was ultimately cleared for export during the week of October 7, 2011, and was scheduled to depart the Port of Savannah on October 13, 2011.

40. On October 12, 2011, CBP discovered that a another shipment of eleven (11)

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containers had been split into two (2) separate shipments with the ultimate end-users listed as Trivision and Do It FTZ (Individual A's and Individual B's UAE companies respectively). At the time of export, electronic trackers were attached to two containers. The container destined for Do It came to rest in the UAE and then timed out. The container destined for Trivision was tracked to Iran.

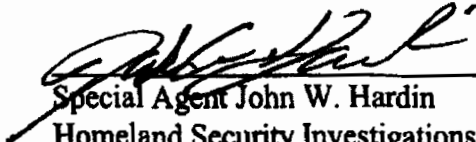
41. Even independent of the tracker, I submit that there is probable cause to believe that the shipments were destined for Iran at the time they were exported from the United States based on the explicit stated relationship between BAGHDASARIAN, Individual A and Individual B, as set out in detail above.

42. At no time did BAGHDASARIAN, Individual A, or Individual B apply for, receive, or possess a license or authorization from the Office of Foreign Assets Control, U.S. Department of the Treasury, to export goods, technology, or services, of any description, to Iran.

CONCLUSION

43. Based on the facts set forth herein, and on my experience and training in investigating cases involving violations of federal law, I submit there is probable cause to believe that MARKOS BAGHDASARIAN has committed the following offenses: (1) unlawfully and willfully facilitating trade with Iran and exporting and causing the export of goods from the United States to Iran without the required U.S. Department of the Treasury licenses, as well as attempting and conspiring to do the same, in violation of the International Emergency Economic Powers Act, 50 U.S.C. §1705, the Iranian Transactions Regulations, and Title 18, United States Code, Section 2; and (2) making or causing to be made a false statement or representation, in violation of 18 United States Code, Section 1001, and Title 18, United States Code, Section 2.

A handwritten signature in black ink, appearing to be 'J. J.', is located at the bottom right of the page.


Special Agent John W. Hardin
Homeland Security Investigations
Department of Homeland Security

Subscribed to and sworn before me on this 18 day of May, 2012


UNITED STATES MAGISTRATE JUDGE

JS44 (Rev. 1/16 NDGA)

CIVIL COVER SHEET

The JS44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form is required for the use of the Clerk of Court for the purpose of initiating the civil docket record. (SEE INSTRUCTIONS ATTACHED)

I. (a) PLAINTIFF(S)

Delfin Group USA LLC and VIVVA M SIA, for itself and derivatively as a member of and on behalf of DELFIN GROUP USA LLC

(b) COUNTY OF RESIDENCE OF FIRST LISTED PLAINTIFF

 (EXCEPT IN U.S. PLAINTIFF CASES)

DEFENDANT(S)

MARKOS BAGHDASARIAN
 650 SAINT REGIS LANE
 ALPHARETTA, GA 30022

COUNTY OF RESIDENCE OF FIRST LISTED DEFENDANT FULTON
 (IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED

(c) ATTORNEYS (FIRM NAME, ADDRESS, TELEPHONE NUMBER, AND E-MAIL ADDRESS)

Murphy Law Group, P.C.
 4989 Peachtree Parkway, Ste. 200
 (770) 249-2590
 michaelcmurphy@att.net

ATTORNEYS (IF KNOWN)

II. BASIS OF JURISDICTION

(PLACE AN "X" IN ONE BOX ONLY)

- | | |
|--|---|
| <input type="checkbox"/> 1 U.S. GOVERNMENT PLAINTIFF | <input type="checkbox"/> 3 FEDERAL QUESTION (U.S. GOVERNMENT NOT A PARTY) |
| <input type="checkbox"/> 2 U.S. GOVERNMENT DEFENDANT | <input checked="" type="checkbox"/> 4 DIVERSITY (INDICATE CITIZENSHIP OF PARTIES IN ITEM III) |

III. CITIZENSHIP OF PRINCIPAL PARTIES

(PLACE AN "X" IN ONE BOX FOR PLAINTIFF AND ONE BOX FOR DEFENDANT)
 (FOR DIVERSITY CASES ONLY)

- | PLF | DEF | | PLF | DEF | |
|---------------------------------------|---------------------------------------|---|----------------------------|----------------------------|---|
| <input type="checkbox"/> 1 | <input checked="" type="checkbox"/> 1 | CITIZEN OF THIS STATE | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 | INCORPORATED OR PRINCIPAL PLACE OF BUSINESS IN THIS STATE |
| <input type="checkbox"/> 2 | <input type="checkbox"/> 2 | CITIZEN OF ANOTHER STATE | <input type="checkbox"/> 5 | <input type="checkbox"/> 5 | INCORPORATED AND PRINCIPAL PLACE OF BUSINESS IN ANOTHER STATE |
| <input checked="" type="checkbox"/> 3 | <input type="checkbox"/> 3 | CITIZEN OR SUBJECT OF A FOREIGN COUNTRY | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 | FOREIGN NATION |

IV. ORIGIN

(PLACE AN "X" IN ONE BOX ONLY)

- | | | | | | | |
|---|---|--|---|--|---|--|
| <input checked="" type="checkbox"/> 1 ORIGINAL PROCEEDING | <input type="checkbox"/> 2 REMOVED FROM STATE COURT | <input type="checkbox"/> 3 REMANDED FROM APPELLATE COURT | <input type="checkbox"/> 4 REINSTATED OR REOPENED | <input type="checkbox"/> 5 ANOTHER DISTRICT (Specify District) | <input type="checkbox"/> 6 MULTIDISTRICT LITIGATION | <input type="checkbox"/> 7 APPEAL TO DISTRICT JUDGE FROM MAGISTRATE JUDGE JUDGMENT |
|---|---|--|---|--|---|--|

V. CAUSE OF ACTION

(CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING AND WRITE A BRIEF STATEMENT OF CAUSE - DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY)

Jurisdiction is proper under 28 U.S.C. § 1332 based on Diversity of Citizenship. Claim for Relief one is defendant's breach of fiduciary duty; Claim for Relief two is breach of defendant's duty as a member or manager of a limited liability company; and, Claim for Relief three is fraud and deceit.

(IF COMPLEX, CHECK REASON BELOW)

- | | |
|---|---|
| <input type="checkbox"/> 1. Unusually large number of parties. | <input type="checkbox"/> 6. Problems locating or preserving evidence |
| <input type="checkbox"/> 2. Unusually large number of claims or defenses. | <input type="checkbox"/> 7. Pending parallel investigations or actions by government. |
| <input type="checkbox"/> 3. Factual issues are exceptionally complex | <input type="checkbox"/> 8. Multiple use of experts. |
| <input type="checkbox"/> 4. Greater than normal volume of evidence. | <input type="checkbox"/> 9. Need for discovery outside United States boundaries. |
| <input type="checkbox"/> 5. Extended discovery period is needed. | <input type="checkbox"/> 10. Existence of highly technical issues and proof. |

CONTINUED ON REVERSE

FOR OFFICE USE ONLY			
RECEIPT # _____	AMOUNT \$ _____	APPLYING IFF _____	MAG. JUDGE (IFF) _____
JUDGE _____	MAG. JUDGE _____ (Referral)	NATURE OF SUIT _____	CAUSE OF ACTION _____

MHC 190 28.1332 bc

VI. NATURE OF SUIT (PLACE AN "X" IN ONE BOX ONLY)

CONTRACT - "0" MONTHS DISCOVERY TRACK

- 150 RECOVERY OF OVERPAYMENT & ENFORCEMENT OF JUDGMENT
- 152 RECOVERY OF DEFAULTED STUDENT LOANS (Excl. Veterans)
- 153 RECOVERY OF OVERPAYMENT OF VETERAN'S BENEFITS

CONTRACT - "4" MONTHS DISCOVERY TRACK

- 110 INSURANCE
- 120 MARINE
- 130 MILLER ACT
- 140 NEGOTIABLE INSTRUMENT
- 151 MEDICARE ACT
- 160 STOCKHOLDERS' SUITS
- 190 OTHER CONTRACT
- 195 CONTRACT PRODUCT LIABILITY
- 196 FRANCHISE

REAL PROPERTY - "4" MONTHS DISCOVERY TRACK

- 210 LAND CONDEMNATION
- 220 FORECLOSURE
- 230 RENT LEASE & EJECTMENT
- 240 TORTS TO LAND
- 245 TORT PRODUCT LIABILITY
- 290 ALL OTHER REAL PROPERTY

TORTS - PERSONAL INJURY - "4" MONTHS DISCOVERY TRACK

- 310 AIRPLANE
- 315 AIRPLANE PRODUCT LIABILITY
- 320 ASSAULT, LIBEL & SLANDER
- 330 FEDERAL EMPLOYERS' LIABILITY
- 340 MARINE
- 345 MARINE PRODUCT LIABILITY
- 350 MOTOR VEHICLE
- 355 MOTOR VEHICLE PRODUCT LIABILITY
- 360 OTHER PERSONAL INJURY
- 362 PERSONAL INJURY - MEDICAL MALPRACTICE
- 365 PERSONAL INJURY - PRODUCT LIABILITY
- 367 PERSONAL INJURY - HEALTH CARE/ PHARMACEUTICAL PRODUCT LIABILITY
- 368 ASBESTOS PERSONAL INJURY PRODUCT LIABILITY

TORTS - PERSONAL PROPERTY - "4" MONTHS DISCOVERY TRACK

- 370 OTHER FRAUD
- 371 TRUTH IN LENDING
- 380 OTHER PERSONAL PROPERTY DAMAGE
- 385 PROPERTY DAMAGE PRODUCT LIABILITY

BANKRUPTCY - "0" MONTHS DISCOVERY TRACK

- 422 APPEAL 28 USC 158
- 423 WITHDRAWAL 28 USC 157

CIVIL RIGHTS - "4" MONTHS DISCOVERY TRACK

- 441 VOTING
- 442 EMPLOYMENT
- 443 HOUSING/ ACCOMMODATIONS
- 444 WELFARE
- 440 OTHER CIVIL RIGHTS
- 445 AMERICANS with DISABILITIES - Employment
- 446 AMERICANS with DISABILITIES - Other
- 448 EDUCATION

IMMIGRATION - "0" MONTHS DISCOVERY TRACK

- 462 NATURALIZATION APPLICATION
- 465 OTHER IMMIGRATION ACTIONS

PRISONER PETITIONS - "0" MONTHS DISCOVERY TRACK

- 463 HABEAS CORPUS- Alien Detainee
- 510 MOTIONS TO VACATE SENTENCE
- 530 HABEAS CORPUS
- 535 HABEAS CORPUS DEATH PENALTY
- 540 MANDAMUS & OTHER
- 550 CIVIL RIGHTS - Filed Pro se
- 555 PRISON CONDITION(S) - Filed Pro se
- 560 CIVIL DETAINEE: CONDITIONS OF CONFINEMENT

PRISONER PETITIONS - "4" MONTHS DISCOVERY TRACK

- 550 CIVIL RIGHTS - Filed by Counsel
- 555 PRISON CONDITION(S) - Filed by Counsel

FORFEITURE/PENALTY - "4" MONTHS DISCOVERY TRACK

- 625 DRUG RELATED SEIZURE OF PROPERTY 21 USC 881
- 690 OTHER

LABOR - "4" MONTHS DISCOVERY TRACK

- 710 FAIR LABOR STANDARDS ACT
- 720 LABOR/MGMT. RELATIONS
- 740 RAILWAY LABOR ACT
- 751 FAMILY and MEDICAL LEAVE ACT
- 790 OTHER LABOR LITIGATION
- 791 EML. RET. INC. SECURITY ACT

PROPERTY RIGHTS - "4" MONTHS DISCOVERY TRACK

- 820 COPYRIGHTS
- 840 TRADEMARK

PROPERTY RIGHTS - "8" MONTHS DISCOVERY TRACK

- 830 PATENT

SOCIAL SECURITY - "0" MONTHS DISCOVERY TRACK

- 861 HIA (1395f)
- 862 BLACK LUNG (923)
- 863 DIWC (405(g))
- 863 DIWW (405(g))
- 864 SSDI TITLE XVI
- 865 RSI (405(g))

FEDERAL TAX SUITS - "4" MONTHS DISCOVERY TRACK

- 870 TAXES (U.S. Plaintiff or Defendant)
- 871 IRS - THIRD PARTY 26 USC 7609

OTHER STATUTES - "4" MONTHS DISCOVERY TRACK

- 375 FALSE CLAIMS ACT
- 376 QUI TAM 31 USC 3729(a)
- 400 STATE REAPPORTIONMENT
- 430 BANKS AND BANKING
- 450 COMMERCE/CC RATES/ETC.
- 460 DEPORTATION
- 470 RACKETEER INFLUENCED AND CORRUPT ORGANIZATIONS
- 480 CONSUMER CREDIT
- 490 CABLE/SATELLITE TV
- 890 OTHER STATUTORY ACTIONS
- 891 AGRICULTURAL ACTS
- 893 ENVIRONMENTAL MATTERS
- 895 FREEDOM OF INFORMATION ACT
- 899 ADMINISTRATIVE PROCEDURES ACT / REVIEW OR APPEAL OF AGENCY DECISION
- 950 CONSTITUTIONALITY OF STATE STATUTES

OTHER STATUTES - "8" MONTHS DISCOVERY TRACK

- 410 ANTI-TRUST
- 850 SECURITIES / COMMODITIES / EXCHANGE

OTHER STATUTES - "0" MONTHS DISCOVERY TRACK

- 896 ARBITRATION (Confirm / Vacate / Order / Modify)

*** PLEASE NOTE DISCOVERY TRACK FOR EACH CASE TYPE. SEE LOCAL RULE 26.3**

VII. REQUESTED IN COMPLAINT:

CHECK IF CLASS ACTION UNDER F.R.Civ.P. 23 DEMAND \$ 4,247,376

JURY DEMAND YES NO (CHECK YES ONLY IF DEMANDED IN COMPLAINT)

VIII. RELATED/REFILED CASE(S) IF ANY

JUDGE _____ DOCKET NO. _____

CIVIL CASES ARE DEEMED RELATED IF THE PENDING CASE INVOLVES: (CHECK APPROPRIATE BOX)

- 1. PROPERTY INCLUDED IN AN EARLIER NUMBERED PENDING SUIT.
- 2. SAME ISSUE OF FACT OR ARISES OUT OF THE SAME EVENT OR TRANSACTION INCLUDED IN AN EARLIER NUMBERED PENDING SUIT.
- 3. VALIDITY OR INFRINGEMENT OF THE SAME PATENT, COPYRIGHT OR TRADEMARK INCLUDED IN AN EARLIER NUMBERED PENDING SUIT.
- 4. APPEALS ARISING OUT OF THE SAME BANKRUPTCY CASE AND ANY CASE RELATED THERETO WHICH HAVE BEEN DECIDED BY THE SAME BANKRUPTCY JUDGE.
- 5. REPETITIVE CASES FILED BY PRO SE LITIGANTS.
- 6. COMPANION OR RELATED CASE TO CASE(S) BEING SIMULTANEOUSLY FILED (INCLUDE ABBREVIATED STYLE OF OTHER CASE(S)):

- 7. EITHER SAME OR ALL OF THE PARTIES AND ISSUES IN THIS CASE WERE PREVIOUSLY INVOLVED IN CASE NO. _____, WHICH WAS DISMISSED. This case IS IS NOT (check one box) SUBSTANTIALLY THE SAME CASE.

Richard C. Murphy
SIGNATURE OF ATTORNEY OF RECORD

May 18, 2016
DATE