

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
ALEXANDRIA DIVISION**

YERBOL ORYNBAYEV and  
UCONINVEST LLC,

*Plaintiffs,*

v.

Civil Action No. 1:25-cv-1172 (RDA) (WEF)

JYSAN HOLDING LLC;  
JUSAN TECHNOLOGIES LTD.;  
NEW GENERATION FOUNDATION, INC.;  
MASUDAL RONY (“RON”) WAHID;  
LORD DAVID CHARLES EVANS OF  
WATFORD;  
CHRISTIAN MARTIN BOERNER;  
AIDOS BEKTURGANOV; and  
GALYMZHAN YESSENOV,

*Defendants.*

**PLAINTIFFS’ MEMORANDUM IN OPPOSITION TO  
JYSAN GROUP DEFENDANTS’ MOTION TO DISMISS**

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## INTRODUCTION

This case arises from the systematic looting of a U.S.-based charitable endowment that was carefully structured under U.S. law to support Kazakhstan’s leading educational institutions. Plaintiffs Yerbol Orynbayev—a Florida resident who designed that structure—and his Virginia company Uconinvest LLC bring this action under the Racketeer Influenced and Corrupt Organizations Act (“RICO”) and Virginia law to redress a transnational racketeering scheme carried out through U.S. entities, U.S. bank accounts, and U.S. conduct. The Complaint alleges in extensive detail that Defendants Ron Wahid, Lord David Evans, Christian Boerner, and Aidos Bekturganov—along with Defendant Galymzhan Yessenov, a politically connected Kazakh oligarch—abused a Nevada-chartered nonprofit and its subsidiaries to strip more than \$1.6 billion in endowment assets, divert millions in illicit side payments to themselves, and uniquely target Plaintiffs for exclusion and retaliation when they objected. This corrupt “settlement” and other misconduct are now the subject of an ongoing federal criminal investigation in this District.

The facts are straightforward. To insulate Nazarbayev University and the Nazarbayev Intellectual Schools from political interference and corruption, Mr. Orynbayev designed a transparent, U.S.-anchored endowment: the Nevada-incorporated New Generation Foundation (“NGF”) owned Nevada-based Jysan Holding LLC (“JH”), which in turn owned the U.K. investment company Jusan Technologies Ltd. (“JTL”). This structure rooted the endowment’s assets and governance in U.S. law while channeling financial support to Kazakhstan’s leading schools. Mr. Orynbayev later received a stake in JTL—which he held through Uconinvest—in recognition of his work building the framework that safeguarded the institutions’ funding.

By 2022, the very insiders charged with protecting that structure had turned it into the vehicle of its destruction. Defendants Wahid, Evans, Boerner, and Bekturganov joined forces with the oligarch Yessenov to seize control of NGF, JH, and JTL. They filed—and then abruptly

dismissed—a RICO lawsuit against the Kazakh government, clearing the way for a sham “settlement” that transferred nearly all of JTL’s \$1.6 billion assets to Yessenov for just \$75 million. At the same time, Wahid privately sold his own 2.3% JTL stake to Yessenov for \$15.35 million—more than 200 times what he had paid Mr. Orynbayev for those shares—while Plaintiffs alone were deliberately excluded from any compensation at all. The insiders, led by Wahid, then looted millions from the endowment’s remaining funds through back-dated contracts and illicit side payouts routed through U.S. accounts, and they retaliated against Mr. Orynbayev further by filing a baseless Virginia lawsuit seeking \$27 million in damages, which they abruptly dropped after learning of the federal criminal investigation into their misconduct.

Defendants’ threshold arguments on RICO standing fail. Their “derivative injury” theory misstates both the law and the Complaint. Plaintiffs do not seek recovery for corporate losses suffered by JTL; they allege personal, targeted injuries that no other shareholder suffered—exclusion from compensation paid to *every* other investor and retaliation through baseless Virginia litigation. Those individualized harms are “separate and distinct” from any injury to JTL and not suffered by any other shareholder, thereby conferring RICO standing directly on the victims, not on the wrongdoer-controlled entity. The alleged injuries are also domestic, not foreign. Plaintiffs—a Florida resident and his Virginia company—held U.S. property interests that were destroyed by racketeering activity orchestrated through Nevada-chartered entities and carried out using U.S. instrumentalities. Under the Supreme Court’s “context-specific” framework in *Yegiazaryan v. Smagin*, 599 U.S. 533 (2023), these are injuries suffered in the United States, inflicted by U.S. participants, and directed at U.S. property interests. The Complaint thus pleads cognizable RICO injuries that are both direct and domestic.

The rest of Defendants’ motion fares no better. The Complaint alleges a multi-year *pattern* of racketeering activity—wire fraud, money laundering, obstruction, witness retaliation, and tax offenses—satisfying both the relatedness and continuity requirements. It pleads a cohesive *enterprise* with a clear unlawful purpose, defined relationships among its participants, and sufficient longevity to pursue that purpose. It details numerous *predicate acts* with the particularity Rule 9(b) demands. It also states a *RICO conspiracy* claim based on the same coordinated conduct, and a *Virginia business-conspiracy* claim arising from Defendants’ concerted effort to injure Plaintiffs’ business, property, and reputation.

Defendants attempt to portray this case as a “garden-variety business dispute” and a “textbook abuse” of the RICO statute. Mot. 1-2. It is nothing of the sort. The Complaint alleges in detail how Defendants weaponized U.S. entities and financial channels to plunder a charitable endowment and retaliate against those who resisted, leading to an ongoing federal criminal investigation in this district. Taking those well-pleaded facts as true, the Complaint states viable RICO and Virginia business-conspiracy claims.

Defendants’ motion to dismiss should be denied in its entirety.

## **FACTUAL BACKGROUND**

### **A. The U.S.-Based Endowment Structure**

In 2019, Kazakhstan’s Nazarbayev University and Nazarbayev Intellectual Schools set out to create a secure, U.S.-based endowment to sustain their missions and insulate funding from political interference. Compl. ¶¶ 19-22. Plaintiff Yerbol Orynbayev—a former Deputy Prime Minister of Kazakhstan and an architect of major education reforms—was retained to design a structure that would ensure independence, transparency, and durability. *Id.* He developed a multilayered framework anchored in U.S. law and governance while channeling support to Kazakhstan’s flagship educational institutions. *Id.* ¶ 22.

At Mr. Orynbayev’s direction, the boards of Nazarbayev University and Nazarbayev Intellectual Schools incorporated New Generation Foundation, Inc. (“NGF”) in Nevada as a nonprofit dedicated solely to supporting those institutions. *Id.* ¶ 23. NGF obtained tax-exempt status under § 501(c)(4). *Id.* Its governing documents strictly limited its purpose to supporting the two institutions and required that, upon dissolution, all assets be distributed exclusively “to or for the benefit of” them. *Id.*

NGF held its assets through its wholly owned Nevada subsidiary, Jysan Holding LLC (“JH”). *Id.* ¶ 24. JH, in turn, owned Jusan Technologies Ltd. (“JTL”), a U.K. private limited company serving as the investment platform. *Id.* Through this structure, the endowment’s assets and governance were intentionally rooted in the U.S. legal system to ensure accountability and protection from political pressure or corruption and enable future growth. *Id.* ¶¶ 22-24.

JTL’s portfolio included interests in Kazakh financial and telecommunications companies, real estate, and venture holdings. *Id.* ¶ 25. Among the assets were First Heartland Securities JSC, which owned 78.73% of First Heartland Jusan Bank JSC (“FH Jusan Bank”), a large commercial bank valued at roughly \$1.3 billion at year-end 2022. *Id.* JTL also held interests in Kazakhtelecom and KCell (valued at approximately \$60 million and \$111 million), and operated a \$100 million venture arm, Jusan Ventures. *Id.*

The organizational chart placed NGF at the top as charitable owner, JH as the U.S. holding entity, and JTL as the U.K. holding company managing Kazakhstan-based assets. *Id.* ¶ 26. This architecture ensured that any disposition of assets remained subject to U.S. nonprofit oversight and fiduciary controls. *Id.* ¶¶ 22-26.

FH Jusan Bank, a key portfolio component, was created by consolidating three Kazakh banks between 2018 and 2020, including ATF Bank, a distressed institution formerly owned by

Defendant Galymzhan Yessenov. *Id.* ¶ 27. When FH Jusan Bank acquired ATF in 2020 with the facilitation and approval of the GOK, Yessenov received a roughly 20% equity stake in FH Jusan Bank. *Id.* Although that rescue stabilized ATF, it later positioned the oligarch Yessenov to leverage his minority stake and political influence to reclaim control of assets through fabricated claims. *Id.*

In March 2020, Mr. Orynbayev joined JTL’s board as a founding director, playing a central role in governance, compliance, and strategic partnerships. *Id.* ¶ 28. He continued to advise JH and NGF but did not serve as a director of those entities. *Id.*

In recognition of his contributions and with the aim of positioning the company for a future IPO, JTL granted Mr. Orynbayev an option in April 2021 to acquire a minority stake. *Id.* ¶ 29. He exercised and obtained 4.6%, reflecting compensation for his work rather than capital investment. *Id.* After temporarily relinquishing his shares in May 2022, the 4.6% interest was reissued to his investment vehicle, Uconinvest LLC, on December 29, 2022, for approximately \$150,000. *Id.* ¶ 30.

As of year-end 2022, JTL’s audited financials valued its net assets at over \$1.6 billion. *Id.* ¶ 31.

## **B. The Enterprise and the Insiders**

In early 2022, the Government of Kazakhstan (“GOK”) launched a coercive campaign to seize JTL’s Kazakh assets, including FH Jusan Bank, reversing its prior support for the U.S.-based endowment. *Id.* ¶ 32. Regulators and the Kazakh legislature initiated civil and criminal actions, blocked dividends to the U.S. parent, and enacted retroactive limits on foreign bank ownership. *Id.* ¶ 33. On February 15, 2023, a Kazakh court imposed a global asset freeze on JTL—part of a coordinated pressure campaign. *Id.* ¶ 34. Defendants later seized on this turmoil as pretext to consummate a private expropriation. *Id.* ¶ 35.

Amid this pressure, governance at JTL shifted. At the urging of senior figures who said it would aid negotiations with the GOK, Mr. Orynbayev resigned from JTL's board effective August 31, 2022, though he remained a consultant to JH. *Id.* ¶¶ 36-37. His role limited formal authority but kept him involved in strategic discussions. *Id.* ¶ 37.

During the transition, Defendant Ron Wahid joined JTL's board and became chair of both JH and JTL; Defendants Lord David Evans and Christian Boerner joined the JTL board; and Defendant Aidos Bekturganov remained with Wahid as one of two directors of JH. *Id.* ¶¶ 14, 38-39.

With Wahid at the helm, Defendants implemented a plan to strip JTL's assets while personally enriching themselves. *Id.* ¶ 39. In December 2022, Wahid told Mr. Orynbayev he had not been compensated and feigned financial hardship. *Id.* ¶ 40. To maintain stability, Mr. Orynbayev agreed to sell half of his 4.6% stake—2.3%—to Wahid's company, Magellan Investment Holdings Limited, at the nominal cost he had paid. *Id.* ¶¶ 41-42. Wahid promised they would hold and dispose of their shares in tandem—an assurance he soon violated. *Id.*

### C. Defendants' Nevada RICO Lawsuit

On February 16, 2023, as GOK pressure mounted, JH and JTL filed a civil RICO action in the District of Nevada against the GOK and related entities. *Id.* ¶ 45. They alleged a transnational racketeering scheme—fabricated investigations, regulatory coercion, intimidation—to expropriate JTL's assets, harming U.S. entities including NGF and JH. *Id.* ¶¶ 45-47. The complaint cast JH and JTL as victims seeking U.S. court protection. *Id.* ¶ 47.

Within weeks, the same insiders—primarily Wahid—voluntarily agreed to abandon the suit as part of the fraudulent “settlement” with Yessenov. *Id.* ¶¶ 48-49.

#### D. The Collusive Settlement and Insider Payouts

In January 2023, Yessenov initiated a pretextual arbitration against JTL and its subsidiaries in the London Court of International Arbitration, alleging breaches of a 2020 Shareholders' Agreement tied to FH Jusan Bank's acquisition of ATF Bank. *Id.* ¶ 51. The arbitration lacked merit—it was a procedural vehicle to transfer JTL's Kazakhstan-based assets to Yessenov under the guise of a “settlement.” *Id.* ¶¶ 52-55. Yessenov had already exited the ATF transaction for nearly a 20% stake in FH Jusan Bank and retained no contractual rights; the filing identified no damages or breaches, underscoring its sham character. *Id.* ¶¶ 53-55.

During this period, Yessenov and Wahid secretly negotiated terms to settle the sham arbitration by transferring JTL's core assets—valued at \$1.6 billion—for \$75 million. *Id.* ¶¶ 55-57. Negotiations, undertaken largely through U.S.-based communications, leveraged Wahid's roles as JTL's CEO, JH's U.S.-based director, and a personal beneficiary of the deal. *Id.* ¶ 55. Under the deal, Yessenov would take control of JTL's assets; Wahid and co-directors would be paid personally. *Id.* ¶¶ 55-56.

Around March 7, 2023, Wahid forwarded to Mr. Orynbayev a message from Yessenov outlining “high level Heads of Terms.” *Id.* ¶ 57. The terms contemplated a wholesale asset transfer for \$75 million. *Id.* When Mr. Orynbayev objected—insisting the endowment's charitable mission and the institutions' interests be protected—Wahid excluded him from further communications, invoking a supposed NDA with Yessenov. *Id.* ¶ 58.

Even as Wahid claimed to act for JTL, he diverted company funds for personal benefit. On March 8, 2023—one day after receiving the proposed terms—JTL's outside counsel (Willkie Farr) retained Wahid's company, Arcanum Risk Management Limited, to perform background research on Yessenov for nearly \$1 million. *Id.* ¶ 59. Within a week, FH Securities rejected the

arrangement as violating Kazakh banking law and posing regulatory risk due to Wahid's conflict of interest, which, they noted, had not even been disclosed. *Id.* ¶ 60.

By March 2023, Wahid had cut off meaningful communication with Mr. Orynbayev, ignoring warnings that the settlement was corrupt and would devastate the endowment. *Id.* ¶ 61. Despite Mr. Orynbayev's protests, Wahid, on behalf of JTL, signed the "Heads of Terms to Settlement" with Yessenov, JH, and NGF in March 2023, providing for the transfer of virtually all of JTL's assets, valued over \$1.6 billion, for \$75 million. *Id.* ¶ 62.

Around the same time, Wahid privately sold his 2.3% JTL stake to Yessenov for \$15.35 million—more than 200 times what he had paid Mr. Orynbayev just months earlier. *Id.* ¶¶ 42-43, 63. As part of the corrupt arrangement, JTL's other minority shareholder, QAZ42, sold its 3% stake to Yessenov for roughly \$24 million. *Id.* ¶ 92. Together, those sales implied a total JTL valuation in the hundreds of millions of dollars, exposing the falsity of Defendants' claim—both contemporaneously and in their motion to dismiss—that JTL's assets were "worthless" at the time of the sham settlement. *Compare id.* ¶ 89 (alleging that JTL's assets were not "nearly worthless" in light of, *inter alia*, Wahid's private sale of his 2.3% stake to Yessenov for \$15.35 million) *with* Mot. 4 (asserting that the assets were "effectively worthless").

Because they opposed the deal with Yessenov, Plaintiffs were the *only* minority shareholder excluded from compensation for their JTL stake. Compl. ¶ 92.

In April 2023, Mr. Orynbayev appealed to Wahid and Bekturganov to reconsider, warning that the deal would steal charitable assets and draw scrutiny. *Id.* ¶ 64. He cautioned that Yessenov was associated with money laundering and political corruption. *Id.* On April 30, 2023, he emailed Wahid and NGF leadership urging protection of endowment assets, but two days earlier, on April 28, the JTL board had already approved the settlement. *Id.* ¶¶ 65-66.

The deal was formalized in June 2023 through two agreements: a “Settlement Framework Agreement” among NGF, JH, JTL, Yessenov, and the GOK; and a “Settlement and Release Agreement” between JTL and Yessenov. *Id.* ¶¶ 67-68. Together, these agreements transferred nearly all of JTL’s assets—including its 99.5% interest in FH Securities, telecom holdings, and venture investments—to Yessenov for only \$75 million. *Id.* ¶ 68. Wahid, Evans, and Boerner approved and personally benefited while purporting to act for JTL. *Id.* ¶¶ 68-70. The settlement also required voluntary dismissal of the Nevada RICO suit against the GOK, eliminating JTL’s primary legal protection against the very misconduct now facilitated. *Id.* ¶ 69.

The aftermath laid bare Defendants’ motives. All three directors—Wahid, Evans, and Boerner—awarded themselves “closing bonuses” for completing the settlement: \$3.2 million to Wahid and \$1 million each to Evans and Boerner. *Id.* ¶ 88. Wahid personally took an additional \$47 million through a \$12 million “Deed of Termination” and a fabricated \$35 million “Option Side Letter.” *Id.* ¶ 81. In July 2023, JTL’s former COO, Ilyas Seitayev, discovered that the “Option Side Letter” and board resolution approving it had been backdated to mimic a preexisting obligation. *Id.* ¶ 82. JTL’s general counsel told Mr. Seitayev that the board—Wahid, Evans, and Boerner—had directed her to falsify the dates. *Id.*

Wahid siphoned more funds through his RJI-branded companies. JTL transferred millions to RJI (Middle East), RJI (USA), and RJI Capital (UK) under “loan,” “advisory,” and “PR strategy” agreements lacking legitimate purpose. *Id.* ¶ 87. Evans and Boerner approved these transfers. *Id.*

Meanwhile, the endowment’s charitable purpose was destroyed. Nazarbayev University and the Nazarbayev Intellectual Schools lost their financial foundation. *Id.* ¶¶ 71, 94-97. Proceeds were funneled to a newly created “JH Defense Trust,” benefiting Wahid and

Bekturganov and purportedly formed for litigation defense, thereby insulating gains and concealing true ownership of assets derived from a U.S. nonprofit. *Id.* ¶¶ 94-97.

### **E. The Unique Targeting of Plaintiffs**

The fraudulent settlement and insider payouts were coupled with exclusion and retaliation against Plaintiffs. *Id.* ¶¶ 4, 71-75, 113-122. While *every* other minority shareholder—including Wahid and QAZ42—received full or near-full value for their shares, Plaintiffs *alone* were excluded from compensation. *Id.* ¶¶ 4, 71-72, 116-117. The exclusion was punitive and retaliatory, designed to punish Mr. Orynbayev for objecting to the corrupt deal. *Id.* ¶¶ 4, 72, 75.

Even as Wahid profited by selling his identical stake for \$15.35 million, Plaintiffs' 2.3% stake—worth at least \$36.8 million based on JTL's contemporaneous audited valuation—was wiped out with no redemption or payment. *Id.* ¶¶ 31, 115-116. Mr. Orynbayev sought approval to sell his shares to a third party, Safin Handelsgen.m.b.H (Austria), but JTL conditioned approval of the sale on his signing an expansive release and non-disclosure agreement (NDA). *Id.* ¶ 74. When he refused, Defendants blocked the transaction. *Id.* ¶¶ 74-75.

Beyond the expropriation of his JTL stake, Mr. Orynbayev suffered reputational and professional harm as the public face of the endowment's creation, forced to defend against insinuations that others' misconduct tainted the structure. *Id.* ¶ 119. Defendants also targeted other whistleblowers: JTL's former COO, Ilyas Seitayev—who exposed the backdating of Wahid's \$35 million option—was suspended and denied his contractual termination payment after allegedly sharing information with Mr. Orynbayev. *Id.* ¶ 110.

### **F. The Ongoing Federal Criminal Investigation**

In February 2024, Mr. Orynbayev (through Uconinvest) filed a lawsuit in the U.K. High Court of Justice against JH, JTL, Wahid, Evans, and Boerner, exposing the corrupt settlement. *Id.* ¶ 99. Thereafter, the U.K. High Court issued a worldwide freezing order over JTL's assets in

the amount of \$27 million—later reduced to \$8.4 million—finding an arguable case that the settlement was executed in bad faith and that insiders improperly enriched themselves at Uconinvest’s expense. *Id.* ¶¶ 100-101. The U.K. case remains pending. *Id.* ¶ 101.<sup>1</sup>

Less than a week after the U.K. High Court’s \$8.4 million asset freeze, JH retaliated by filing a baseless Virginia state-court action against Mr. Orynbayev, alleging confidentiality breaches and seeking \$27 million in damages as well as injunctive relief forcing him to destroy JH-related documents. *Id.* ¶ 103. The timing underscored the retaliatory motive. *Id.* ¶ 120.

Mr. Orynbayev also provided detailed information to U.S. authorities. *Id.* ¶¶ 104-107. On November 12, 2024, he filed an IRS whistleblower complaint outlining how NGF’s directors used the nonprofit’s tax-exempt structure to funnel assets to themselves and affiliates. *Id.* ¶ 104. A January 30, 2025 supplement alleged false filings, unreported offshore assets, and fraudulent statements in NGF’s submissions. *Id.* ¶¶ 104-105.

In May 2025, Mr. Orynbayev received a grand jury subpoena from this District requiring production of records related to JH, NGF, and JTL, including the 2023 settlement with the oligarch Yessenov. *Id.* ¶ 108. Mr. Orynbayev fully complied, producing documents and meeting voluntarily with federal investigators. *Id.* ¶¶ 107-108. Shortly thereafter, JH abruptly dismissed its Virginia lawsuit against him without explanation. *Id.* ¶ 109.

The federal criminal investigation remains ongoing. *Id.* ¶¶ 107-109, 132-134.

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<sup>1</sup> Defendants’ motion devotes substantial attention to the U.K. case. *See, e.g.*, Mot. 1, 4-6. At an appropriate time, Plaintiffs will show that Defendants’ characterizations of those proceedings are inaccurate, but for now they are irrelevant. Defendants do not—and cannot—argue that the U.K. litigation poses any impediment to this case moving forward. *See Royal & Sun Alliance Ins. Co. of Canada v. Century Int’l Arms, Inc.*, 466 F.3d 88, 92 (2d Cir. 2006) (“Generally, concurrent jurisdiction in United States courts and the courts of a foreign sovereign does not result in conflict”; such “parallel proceedings ... should ordinarily be allowed to proceed simultaneously, at least until a judgment is reached in one which can be pled as *res judicata* in the other.” (internal quotation marks omitted)).

## STANDARD OF REVIEW

“A Rule 12(b)(6) motion tests the sufficiency of a complaint.” *Goodweather v. Parekh*, 2021 WL 4149030, at \*3 (E.D. Va. Sept. 10, 2021) (Alston, J.) (citing *Brockington v. Boykins*, 637 F.3d 503, 506 (4th Cir. 2011)). “The reviewing court must determine whether the complaint alleges sufficient facts to raise a right to relief above the speculative level, and dismissal is appropriate only if the well-pleaded facts in the complaint fail to state a claim that is plausible on its face.” *Id.* (bracketing and internal quotation marks omitted). “A claim is facially plausible ‘when the plaintiff pleads factual content that allows the court to draw the reasonable inference that the defendant is liable for the misconduct alleged.’” *Id.* (quoting *Ashcroft v. Iqbal*, 556 U.S. 662, 678 (2009) (quoting *Bell Atl. Corp. v. Twombly*, 550 U.S. 544, 556 (2007))). “And generally, courts may not look beyond the four corners of the complaint in evaluating a Rule 12(b)(6) motion.” *Id.* (bracketing and internal quotation marks omitted).

## ARGUMENT

### **I. The Complaint States Viable RICO Claims**

Plaintiffs’ Complaint pleads direct, domestic, and otherwise cognizable RICO injuries as well as a pattern of racketeering activity, a RICO enterprise, sufficiently particularized predicate acts, and a RICO conspiracy. Defendants’ arguments to the contrary do not withstand scrutiny.

#### **A. Plaintiffs Allege Cognizable RICO Injuries**

##### **1. Plaintiffs’ Alleged Injuries Are Direct and Personal, Not Derivative**

Defendants assert that Plaintiffs’ injuries are merely “derivative” of harm to JTL and therefore not cognizable under RICO. Mot. 8. In particular, they contend that Plaintiffs “principally allege” a “diminution” in the value of their JTL shares and that such losses can be recovered only by JTL itself. *Id.* That mischaracterizes both the law and the Complaint’s factual allegations. While shareholders generally cannot sue when their only injury is the indirect, pro

rata consequence of harm to the corporation itself, a shareholder *may* sue directly when they suffer a personal injury distinct from the corporation and other shareholders. Plaintiffs allege such direct, personal injury here: they *alone* were excluded from compensation extended to every other minority shareholder and saddled with unique costs.

Under settled law, while “[a] shareholder generally does not have standing to bring an individual action under RICO to redress injuries to the corporation in which he owns stock,” “[c]ourts have recognized an exception to th[is] general rule ... where the injury sustained by the shareholder is separate and distinct from that sustained by other shareholders.” *Manson v. Stacescu*, 11 F.3d 1127, 1131 (2d Cir. 1993) (citing *Sax v. World Wide Press, Inc.*, 809 F.2d 610, 614 (9th Cir. 1987)); *see also Medkser v. Feingold*, 307 F. App’x 262, 264 (11th Cir. 2008) (“A claim may be brought in a direct action ... where the injury was sustained directly by the [shareholder-plaintiff] bringing the suit and is separate and distinct from injuries sustained by the corporation and *all other shareholders equally*.” (emphasis added) (citing, *inter alia*, *Cowin v. Bresler*, 741 F.2d 410, 415 (D.C. Cir. 1984))). In *Manson*, this exception did not apply only because the shareholder-plaintiff and the corporation’s one other shareholder “sustained the *same* injury with respect to the value of their shares.” 11 F.3d at 1131 (emphasis added). By contrast, in *Natomas Gardens Investment Group LLC v. Sinadinos*, 2009 WL 1363382 (E.D. Cal. May 12, 2009), the court applied the same rule to deny dismissal where “plaintiffs [were] minority shareholders who were allegedly the *only* investors that did not benefit from defendants’ RICO violations.” *Id.* at \*12 (emphasis added). The court held that they “suffered an injury distinct from the majority shareholders” and thus were “uniquely situated to allege an individual RICO claim.” *Id.*

The cases cited by Defendants (at 8-9 & n.4) are not to the contrary; most of those cases recognize the same exception allowing shareholders to sue directly under RICO when they suffer distinct, personal harm. In *Bixler v. Foster*, 596 F.3d 751 (10th Cir. 2010)—Defendants’ main case (Mot. 9-10)—the Tenth Circuit explained that while plaintiffs cannot sue based solely on their “status as minority ... shareholders whose shares lost value,” “[a]n exception to this rule ‘allows a shareholder with a direct, personal interest in a cause of action to bring suit even if the corporation’s rights are also implicated.’” *Id.* at 757-58 (cleaned up) (quoting *Franchise Tax Board of Calif. v. Alcan Aluminum Ltd.*, 493 U.S. 331, 336 (1990)). Specifically, a shareholder has “a direct right to attack” a corporate transaction that “dilutes [his] proportionate ownership,” because in that instance he sues “to maintain his relative status as a stockholder and to protect his proportionate ownership interest against fraudulent dilution.” *Id.* at 757 (citation and internal quotation marks omitted). On the facts in *Bixler*, the Tenth Circuit found no direct RICO injury because *all* minority shareholders were equally excluded from compensation. *Id.* at 758-59.

Similarly, in *Warner v. Alexander Grant & Co.*, 828 F.2d 1528 (11th Cir. 1987) (cited at Mot. 9 n.4), the Eleventh Circuit reversed the dismissal with prejudice of a shareholder-plaintiff’s RICO claims because, while a shareholder “cannot sue under RICO for damages he sustained derivatively as a shareholder,” the plaintiff “appear[ed] to allege some injuries that cannot properly be characterized as deriving solely from his status as a shareholder.” *Id.* at 1530. The court of appeals explained that if the defendants’ conduct was “directed to [the shareholder-plaintiff] personally, any injuries arising therefrom were suffered by [him] personally, not derivatively.” *Id.* at 1531. Other cases cited by Defendants recognize this exception.<sup>2</sup> And

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<sup>2</sup> See also *Craig Outdoor Advertising, Inc. v. Viacom Outdoor, Inc.*, 528 F.3d 1001, 1024 (8th Cir. 2008) (“a shareholder may not maintain a RICO action for injury to a corporation that resulted in the diminution in value of his shares *without individual and direct injury to the*

their remaining cases simply applied the general shareholder-standing rule to bar claims premised entirely on corporate injury, without considering the direct-injury exception. *NCNB National Bank of North Carolina v. Tiller*, 814 F.2d 931, 937-38 (4th Cir. 1987), *overruled on other grounds by Busby v. Crown Supply, Inc.*, 896 F.2d 833 (4th Cir. 1990); *Rylewicz v. Beaton Services, Ltd.*, 888 F.2d 1175, 1179-80 (7th Cir. 1989).

Taken together, these authorities establish a consistent rule in circuits across the country: while shareholders cannot sue for harm suffered by the corporation or all investors collectively, they may sue directly when the defendants’ conduct targeted them personally or inflicted individualized harm on them not suffered by other shareholders.

That is precisely what the Complaint alleges here. Defendants’ scheme did not harm all shareholders equally—quite the opposite, it singled out Plaintiffs for unique exclusion and retaliation. Unlike in *Bixler*, every other minority shareholder, including Wahid, was bought out for fair value, while Plaintiffs *alone* were denied any compensation for their identical 2.3% interest. Compl. ¶¶ 4, 71-72, 116-117. Wahid personally defrauded Mr. Orynbayev into selling half his stake at a nominal price, falsely promising to hold their shares together, then turned around and sold his identical shares to Yessenov for \$15.35 million. *Id.* ¶¶ 40-44, 63. When Mr. Orynbayev objected, Defendants retaliated by filing a baseless Virginia lawsuit seeking \$27 million in damages, forcing him to incur substantial legal costs. *Id.* ¶¶ 74-75, 103, 120-121. Those injuries—denial of compensation afforded to all other minority shareholders and targeted

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*shareholder*” (emphasis added) (citing *Brennan v. Chestnut*, 973 F.2d 644, 648 (8th Cir. 1992)); *Bivens Gardens Office Bldg., Inc. v. Barnett Banks of Fla., Inc.*, 140 F.3d 898, 907 (11th Cir. 1998) (allegation that defendants “conspired to unlawfully wrest [plaintiff’s] shares of BCI stock from him” constituted a “direct” injury personal to the shareholder-plaintiff); *id.* at 908 (corporation’s creditor has RICO standing if “a pattern of racketeering [was] directed specifically at a corporation’s creditors”).

retaliatory litigation—are direct, personal, and precisely the kind of “separate and distinct” harms that give a shareholder standing to sue under RICO. *Manson*, 11 F.3d at 1131-32.

Defendants’ theory that only JTL may bring these RICO claims defies both logic and equity. If JTL were the plaintiff, the very wrongdoers who orchestrated and profited from the fraudulent scheme would be the principal beneficiaries of any recovery. As the Complaint details, JTL’s other minority shareholder is Defendant Yessenov—the same oligarch who purchased Wahid’s and QAZ42’s stakes through the fraudulent settlement. Compl. ¶¶ 68, 117. And JTL’s majority owner, JH, is now controlled by the so-called “JH Defense Trust,” which benefits Wahid and Bekturganov. *Id.* ¶¶ 94-96. A derivative recovery for JTL thus would funnel RICO damages back into entities dominated by the *perpetrators* of the racketeering enterprise. That outcome would reward the wrongdoers, not redress the wrong, and it underscores why these direct, personal injuries belong to Plaintiffs here—not to JTL.

## **2. Plaintiffs’ Alleged Injuries Are Domestic, Not Foreign**

Defendants next contend (at 10-12) that Plaintiffs’ fail to allege a “domestic injury,” arguing that because JTL is a U.K. company that held assets in Kazakhstan, any injury necessarily occurred abroad. Once again, Defendants ignore the law and the facts.

While private RICO plaintiffs must allege a “domestic injury,” the Supreme Court in *Yegiazaryan v. Smagin*, 599 U.S. 533 (2023), rejected any “bright-line rule” for determining if an injury is domestic or foreign, holding instead that courts must conduct a “context-specific” assessment of “the circumstances surrounding the alleged injury,” including “the nature of the alleged injury, the racketeering activity that directly caused it, and the injurious aims and effects of that activity.” 599 U.S. at 543-44; *see id.* at 545 (“Because of the contextual nature of the inquiry, no set of factors can capture the relevant considerations for all cases.”). This “case-specific,” “contextual” approach “turns largely on the particular facts alleged in a complaint.”

*Id.* at 543-44 (citation and internal quotation marks omitted). Applying that framework, the Court held that a Russian plaintiff sufficiently alleged a domestic injury where racketeering activity “largely” in California thwarted his ability to enforce a California judgment against a California resident. *Id.* at 545-46, 549. This injury was domestic, the Court explained, even though the Russian plaintiff “in some sense ... felt his economic injury in Russia” and some “components of the scheme occurred abroad.” *Id.* at 545.

Following *Smagin*, courts have consistently found domestic injury where a plaintiff’s property interest and the underlying racketeering activity have a U.S. nexus, even if some related conduct or effects occur abroad. For example, in *Global Master International Group, Inc. v. Esmond Natural, Inc.*, 76 F.4th 1266 (9th Cir. 2023), the Ninth Circuit held that a Chinese company pleaded a domestic injury based on allegations that its California-based supplier fraudulently shipped lower-strength or non-conforming supplements to the plaintiff in China for distribution and sale in China. Despite the foreign nexus, the court held that the injury was domestic because title to the goods passed in California and the alleged racketeering conduct occurred in the United States—that is, U.S.-situated property and U.S.-based conduct. *Id.* at 1275-76; *see also Galloway v. Martorello*, 2023 WL 6119963, at \*7 (E.D. Va. Sept. 18, 2023) (U.S. plaintiffs alleged domestic injury where RICO enterprise was “anchored” in the U.S. and “targeted” U.S. residents). Numerous other cases are in accord.<sup>3</sup>

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<sup>3</sup> *See, e.g., Digilytic Int’l FZE v. Alchemy Finance, Inc.*, 2024 WL 4008120, at \*16 (S.D.N.Y. Aug. 30, 2024) (foreign plaintiffs alleged domestic injury where “most of [defendants’] racketeering activities occurred in the United States,” including “fraudulent statements” and “communications to Plaintiffs,” plus an “in person” meeting); *Khan Funds Mgmt. Am., Inc. v. Nations Techs. Inc.*, 2025 WL 1003964, at \*23 (S.D.N.Y. Mar. 31, 2025) (finding domestic injury because “Plaintiffs clearly allege that the scheme injured both Dai, a New York resident at the time, and Khan Funds, a New York corporation”); *Ghebreyesus v. Fed. Democratic Republic of Ethiopia*, 2023 WL 6392611, at \*7 (D. Nev. Sept. 30, 2023) (U.S. plaintiffs alleged domestic

Applying *Smagin*'s context-specific framework here, the Complaint alleges domestic injuries in every material respect. Mr. Orynbayev is a Florida resident who holds his JTL interest through a Virginia company (Uconinvest). Compl. ¶¶ 9-10, 30. These U.S. plaintiffs were uniquely targeted for exclusion through racketeering activity deeply rooted in the U.S.: the enterprise operated through JH and NGF, both Nevada-based entities originally formed to secure U.S. legal protections for the endowment structure; its key participants Wahid and Bekturganov reside in Virginia; much of the fraudulent conduct—including negotiation and execution of the sham settlement, and Defendants' retaliatory Virginia lawsuit—occurred in or was directed from Virginia; and the settlement itself resolved Defendants' Nevada RICO lawsuit. *Id.* ¶¶ 11, 13-15, 48, 77, 103. The racketeering activity thus struck U.S. property interests held by U.S. residents, executed through U.S. entities, and enforced via U.S. litigation—precisely the type of domestic nexus the Supreme Court found dispositive in *Smagin*. Indeed, the ongoing federal criminal investigation *in this District*—focused on the same racketeering conduct alleged here—further confirms that the scheme's injuries and effects are domestic in character.

Defendants' main case—*Percival Partners Ltd. v. Nduom*, 99 F.4th 696 (4th Cir. 2024)—is not to the contrary. There, Ghanaian investors alleged that they had entrusted money to a Ghanaian investment company, which insiders looted in Ghana. The Fourth Circuit held that their alleged injury was foreign, not domestic, because “the victims are Ghanaian investors” who “placed their funds with ... a Ghanaian firm” and “expected their money would be distributed ... and then returned to them in Ghana,” but instead it was “stolen ... in Ghana.” *Id.* at 702. The incidental laundering of funds through U.S. accounts, the Court explained, “does not domesticate

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injury where U.S. resident was deprived of earnings deposited into U.S. bank accounts and “much of the alleged racketeering” activity occurred in or was directed from Nevada).

an otherwise foreign injury.” *Id.* at 704. By contrast, here, the victims, their property, and key perpetrators are U.S.-based, and the racketeering’s central purpose was to loot a U.S.-based endowment. Thus, unlike in *Percival Partners*, Plaintiffs here had every “reason to expect that United States law would protect” their interests in this U.S.-anchored structure. *Id.*

Defendants’ rigid emphasis on JTL’s incorporation in the U.K. and its Kazakh assets disregards *Smagin*’s teaching that the analysis “must account for the facts of the case, rather than rely on a residency-based rule.” 599 U.S. at 545. That JTL owned Kazakh assets is immaterial: the injury alleged is not to those assets but to Plaintiffs’ ownership interests in JTL itself, which were held through Virginia-based Uconinvest. Equally misplaced is Defendants’ reliance on the U.K. litigation. Mot. 11-12. The Skeleton Argument they rely on explains that, while Plaintiffs also may pursue claims in the U.S. and Kazakhstan, the U.K. was the proper forum for their claim under “sections 994 to 996 of the [U.K. Companies] Act,” which provides “relief specific to England and Wales (i.e. sections 994 to 996 have no application in either the USA or Kazakhstan).” Mot. Ex. 5 at ¶ 63. The fact that a U.K. court can and should adjudicate claims under the U.K. Companies Act says nothing about whether Plaintiffs suffered a domestic injury under the U.S. RICO lawsuit. In sum, the injuries here are domestic under *Smagin* because they arose from U.S.-held interests and U.S.-based conduct.

### **3. Plaintiffs’ Allegations Regarding Wahid’s Fraudulent Acquisition of JTL Shares Are Not Barred by RICO’s PSLRA Carveout**

Defendants’ next argument (at 12-14) concerns just one of the predicate acts alleged in the Complaint—namely, Wahid’s fraudulent acquisition of half of Mr. Orynbayev’s JTL shares in December 2022. The Private Securities Litigation Reform Act of 1995 (“PSLRA”) provides that private RICO plaintiffs “may [not] rely upon any conduct that would have been actionable as fraud in the purchase or sale of securities to establish a [RICO] violation.” 18 U.S.C.

§ 1964(c). Defendants contend that Wahid’s deception cannot support a RICO claim because it is “securities fraud.” For starters, it does not matter: as Defendants acknowledge, Wahid’s fraud is “[o]nly one of Plaintiffs’ alleged RICO predicate acts.” Mot. 12. The Complaint pleads numerous others—including wire fraud, money laundering, obstruction, and witness retaliation—all of which sustain Plaintiffs’ RICO claims. *See infra* Part I.D.

In any event, Defendants’ argument fails on the merits. The PSLRA only bars plaintiffs from “rely[ing] upon” securities fraud to “establish” a RICO violation. 18 U.S.C. § 1964(c). Plaintiffs do not do so. Even if Wahid’s fraudulent acquisition of shares from Mr. Orynbayev were not itself a RICO predicate act, it nonetheless provides context for Defendants’ other misconduct and targeting of Plaintiffs—including Wahid’s sale of the fraudulently acquired shares to Yessenov while Plaintiffs were excluded entirely. *See, e.g., Rezner v. Bayerische Hypo-Und Vereinsbank AG*, 630 F.3d 866, 871-72 (9th Cir. 2010) (rejecting a PSLRA defense where the securities component was merely a “cog” in a broader scheme). Plaintiffs thus do not “rely upon” Wahid’s fraud “to establish” a RICO violation within the meaning of the PSLRA.

If the Court concludes that Wahid’s December 2022 misappropriation falls within the PSLRA’s ambit, Plaintiffs respectfully request leave to amend to plead a securities-fraud claim. Defendants themselves assert that Wahid’s deception “is a classic theory of securities fraud.” Mot. 13. Their suggestion (at 14 n.6) that such a claim would be time-barred is both premature and fact-bound. The statute of limitations turns on when Plaintiffs discovered or reasonably could have discovered the fraud, *Merck & Co., Inc. v. Reynolds*, 559 U.S. 633, 646-48 (2010), and the Complaint explicitly alleges that “Mr. Orynbayev did not learn of Wahid’s duplicity until August 2023,” Compl. ¶ 44—within the two-year statute of limitations for securities fraud. In

short, the PSLRA limitation on RICO does not apply here, and even if it did as to this single deceptive act, Plaintiffs' RICO claims remain well supported by numerous others.

#### 4. Plaintiffs Allege Other Cognizable Injuries to Business or Property

Defendants' hypertechnical challenge (at 14) to certain additional categories of damages is of no consequence. Plaintiffs' RICO claims survive regardless because the Complaint alleges multiple injuries that are indisputably to "business or property"—including the loss of Plaintiffs' ownership interests, the deprivation of compensation for their shares, and their legal costs incurred defending against JH's retaliatory Virginia lawsuit. Those alone are more than sufficient to sustain RICO standing and damages.

In any event, Defendants have not shown that the other alleged injuries—such as the reputational and professional losses from JH's retaliatory and baseless Virginia lawsuit—are necessarily outside RICO's scope. When reputational or professional injuries produce concrete, pecuniary harm—such as lost business opportunities, clients, or income—they can qualify as injuries to "business or property." *See Commercial Cleaning Servs., L.L.C. v. Colin Serv. Sys., Inc.*, 271 F.3d 374, 382-84 (2d Cir. 2001) (lost contracts, customers, and revenues); *Terminate Control Corp. v. Horowitz*, 28 F.3d 1335, 1343 (2d Cir. 1994) (lost business opportunities); *Mid Atlantic Telecom, Inc. v. Long Distance Servs., Inc.*, 18 F.3d 260, 263-64 (4th Cir. 1994) (lost customers and revenues). Defendants' misconduct has burdened Mr. Orynbayev's professional activities and reputation, imposing financial costs and impairing business prospects. *See Compl.* ¶¶ 113-122. At this stage, therefore, they fall within RICO's "business or property" requirement.

Defendants fare no better in challenging (at 14-15) Plaintiffs' recovery of legal expenses from that retaliatory suit. Their assertion that "[l]itigation ... does not constitute a RICO predicate act" misses the point: Plaintiffs do not claim the lawsuit itself is a predicate act, but rather that the expenses and burdens of defending against it are recoverable as damages

*proximately caused* by Defendants’ racketeering activity. Courts have long recognized that “legal fees may constitute RICO damages when they are proximately caused by a RICO violation.” *Stochastic Decisions, Inc. v. DiDomenico*, 995 F.2d 1158, 1167 (2d Cir. 1993).

Nor does the Virginia court’s denial of fee-shifting preclude this issue. That ruling merely held that Plaintiffs were not entitled to recover fees under the high bar set by Virginia law and on the preliminary record at the time of JH’s voluntary dismissal—not that their defense costs were unrelated to Defendants’ broader racketeering enterprise. *See, e.g., Taylor v. Sturgell*, 553 U.S. 880, 892 (2008) (issue preclusion requires that the same issue has been “actually litigated and resolved”). The question here—whether these expenses are recoverable as damages under RICO—is distinct, governed by a different federal standard, and has never been adjudicated. Defendants’ preclusion argument also would produce an inequitable outcome that RICO forbids: allowing perpetrators of retaliatory litigation to shield themselves from exposure by voluntarily dismissing their case *after* a federal criminal investigation commenced but *before* the main witnesses sat for depositions or the court adjudicated motive or harm. Defendants’ effort to invoke issue preclusion therefore fails, and Plaintiffs’ alleged litigation costs remain a cognizable component of their RICO injury.

**B. Plaintiffs Adequately Plead a Pattern of Racketeering Activity**

Defendants argue that Plaintiffs fail to allege a “pattern of racketeering activity,” claiming the alleged misconduct was confined to a single, isolated transaction—the 2023 settlement with Yessenov. Mot. 15-17. But the Complaint describes an ongoing, multi-year scheme involving repeated acts of wire fraud, money laundering, obstruction, and retaliation carried out by the same insiders using the same methods to achieve the same unlawful objective: the expropriation and concealment of a \$1.6 billion educational endowment. Those well-pleaded

allegations satisfy both the relatedness and continuity requirements under *H.J. Inc. v. Northwestern Bell Telephone Co.*, 492 U.S. 229, 239-42 (1989).

The pattern spans several years, continuing through at least 2025. It began as Defendants consolidated control over JTL and JH and set in motion a coordinated plan to strip the endowment of its assets. Compl. ¶¶ 38-39. Through 2023, Wahid, Evans, Boerner, and Bekturganov—together with Yessenov—designed and executed the sham “settlement.” *Id.* ¶¶ 45-70. The enterprise then used U.S. wires and banks to funnel tens of millions in insider payments, falsifying corporate records to conceal the fraud. *Id.* ¶¶ 77-89. When Mr. Orynbayev objected, Defendants retaliated through baseless Virginia litigation from 2024 to 2025. *Id.* ¶¶ 103-110. To this day, the newly created JH Defense Trust benefits Wahid and Bekturganov by shielding JH’s assets from accountability or regulatory oversight, despite originating from a tax-exempt nonprofit (NGF). *Id.* ¶¶ 94-98. These predicate acts spanned several years and were unified by the same participants, purpose, and methods. *Id.* ¶¶ 111-139.

Defendants’ reliance on *Bixler* is again misplaced. Mot. 16. There, the Tenth Circuit considered “a single scheme to accomplish the discrete goal of transferring” assets in one transaction. 596 F.3d at 761. Here, the scheme involves numerous predicate acts over multiple years, presenting the threat of “continuing racketeering activity” *Bixler* found absent. *Id.*

This sustained misconduct easily meets both prongs of the continuity requirement—either of which is sufficient to sustain a RICO claim. It establishes *closed-ended continuity* because it involved numerous related criminal acts over multiple years, not an isolated episode. *ePlus Tech., Inc. v. Aboud*, 313 F.3d 166, 182 (4th Cir. 2002). And it demonstrates *open-ended continuity* because the same insiders continue to control its successor vehicle (the JH Defense Trust), retain the misappropriated assets, and conceal or repurpose them for personal benefit,

establishing both a continuing course of racketeering activity and a threat of repetition. *Id.*; *see* Compl. ¶¶ 94-97, 107-108, 127-129. Courts have long recognized that a RICO pattern may exist even where the racketeering activity centers on a single overarching scheme, so long as the conduct extended over time or posed a continuing threat—both of which are true here. *See United States v. Indelicato*, 865 F.2d 1370, 1383 (2d Cir. 1989) (“We doubt that Congress meant to exclude from the reach of RICO multiple acts of racketeering simply because they achieve their objective quickly or because they further but a single scheme.”); *United States v. Busacca*, 936 F.2d 232, 238 (6th Cir. 1991) (finding a sufficient continuing threat where there was a single scheme of funneling payments).

### **C. Plaintiffs Adequately Plead a RICO Enterprise**

Defendants (at 17) devote two underdeveloped paragraphs to arguing that the Complaint fails adequately to plead a RICO enterprise. It does.

To satisfy this element, a plaintiff must allege an association-in-fact enterprise with three structural features—“a purpose, relationships among those associated with the enterprise, and longevity sufficient to permit these associates to pursue the enterprise’s purpose.” *Boyle v. United States*, 556 U.S. 938, 946 (2009). The Complaint here pleads a cohesive, continuing enterprise composed of Wahid, Evans, Boerner, Bekturganov, and Yessenov, operating through NGF, JH, and JTL to expropriate nonprofit-controlled assets, personally enrich themselves, and retaliate against whistleblowers. Compl. ¶¶ 78, 94-97, 111-139. It specifies the enterprise’s purpose (to divert \$1.6 billion in endowment assets for personal enrichment), relationships (defined roles among directors and entities—Wahid as architect and negotiator, Evans and Boerner as approving directors, Bekturganov as enabler, and Yessenov as recipient), and longevity (at least three years of coordinated operations across jurisdictions). *Id.* ¶¶ 38-39, 55-

70, 80-89, 94-112. That amply establishes a “structure” permitting the associates to pursue their shared objective. *Boyle*, 556 U.S. at 946.

Courts routinely hold that such allegations state an association-in-fact enterprise at the pleading stage. *See, e.g., Allstate Ins. Co. v. Benhamou*, 190 F. Supp. 3d 631, 652-55 (S.D. Tex. 2016) (association-in-fact enterprise was sufficiently alleged where the complaint established “how the alleged scheme was formed, who was in charge, and how each of the defendants participated in the alleged scheme”). Most recently, the Fourth Circuit reaffirmed that RICO’s enterprise concept must be construed broadly and that evidence of coordinated kickbacks, insider self-dealing, and concealment among multiple actors raises a triable question as to an association-in-fact enterprise. *Amazon.com, Inc. v. WDC Holdings LLC*, --- F.4th ----, 2025 WL 2647149, at \*5-7 (4th Cir. Sept. 16, 2025) (reversing summary judgment for defendants). And Defendants’ own continuing control of the JH Defense Trust and their concealment of illicit proceeds confirm an ongoing organizational structure capable of further racketeering. Compl. ¶¶ 94-97, 127-129. Defendants’ assertion (at 17) that these detailed allegations amount to nothing more than “conclusory assertions with no factual support” is implausible on its face. Far from conclusory, the Complaint alleges in extensive detail a RICO enterprise that remains operational and cohesive.

**D. Plaintiffs Adequately Plead Predicate Acts with the Requisite Particularity**

Defendants’ sweeping, generic claim (at 17) that the Complaint’s predicate-act allegations are “woefully insufficient” is wrong. Yet again, they mischaracterize the law and the factual allegations. Rule 9(b) requires that fraud predicates identify the “the time, place, and contents of the false representations, as well as the identity of the person making the misrepresentation and what he obtained thereby.” *Harrison v. Westinghouse Savannah River Co.*, 176 F.3d 776, 784 (4th Cir. 1999) (quoting 5 Charles Alan Wright and Arthur R. Miller,

*Federal Practice and Procedure: Civil § 1297*, at 590 (2d ed. 1990)). The Complaint amply meets that standard.

As to wire fraud, Plaintiffs allege specific transmissions—emails in March and June 2023 circulating the fraudulent settlement documents, specific backdated board resolutions, and named option agreements; WhatsApp and Signal messages among identified participants; and payment instructions routed through U.S. bank accounts—all specifying the actors, timeframe, and deceitful objective. Compl. ¶¶ 40-44, 55-70, 73, 77-89, 134.a. These detailed allegations satisfy Rule 9(b).

The Complaint likewise pleads money-laundering predicates under 18 U.S.C. §§ 1956 and 1957, identifying tens of millions of dollars transferred through specified U.S. entities and accounts, including Wahid’s \$35 million “option” payment, \$12 million “termination” payment, and \$3 million “closing bonus,” plus related transfers to Wahid’s RJI entities and co-defendants Evans and Boerner. Compl. ¶¶ 80-89, 134.b. These are concrete financial transactions involving known senders, recipients, and purposes—classic money-laundering allegations.

The Complaint also alleges obstruction and witness-retaliation predicates, describing Defendants’ retaliatory Virginia lawsuit, threats to whistleblowers, and the suspension of JTL’s former COO after his disclosures—all specific acts of interference and reprisal that continued into 2025. Compl. ¶¶ 103-110, 134.c. Nothing in the Fairfax court’s denial of fee-shifting immunizes those acts under federal law. *See supra* at 22.

Finally, Plaintiffs plead criminal tax-offense predicates supported by detailed factual averments—false statements in NGF’s Form 990s and misrepresentations to the IRS concerning multimillion-dollar insider payments and undisclosed offshore assets. Compl. ¶¶ 104-106,

134.d. Those allegations plainly describe fraudulent filings made with intent to deceive U.S. authorities, satisfying 26 U.S.C. §§ 7201, 7206 and 18 U.S.C. § 1001.

Taken together, these particularized acts—fraud, laundering, obstruction, retaliation, and tax crimes—meet the statutory and Rule 9(b) standards. Defendants’ effort (at 17) to dismiss them as “hopelessly general” is belied by the Complaint’s precision and scope—not to mention the existence of an active federal criminal investigation into the same conduct alleged here.

**E. Plaintiffs State a RICO Conspiracy Claim**

Defendants’ sole argument for dismissing the RICO conspiracy claim is entirely derivative of their challenge to the substantive RICO count. Mot. 18-19. Because the Complaint adequately pleads a substantive violation as detailed above, that argument necessarily fails.

**II. The Complaint States a Viable Virginia Business Conspiracy Claim**

Defendants’ perfunctory challenge to the Virginia business conspiracy claim fails both jurisdictionally and on the merits. Because Plaintiffs’ federal RICO claims are well pleaded, the Court will retain supplemental jurisdiction over Count III under 28 U.S.C. § 1367. Even if the Court were to assess the state-law claim independently, it is properly pled.

The Virginia business conspiracy statute, Va. Code §§ 18.2-499 and -500, makes it unlawful for “two or more persons [to] combine, associate, agree, mutually undertake or concert together for the purpose of willfully and maliciously injuring another in his reputation, trade, business or profession.” The Complaint satisfies each element, alleging a concerted scheme by Defendants to injure Plaintiffs’ business and property interests by depriving them of their JTL ownership stake, excluding them from compensation afforded to every other shareholder, and retaliating against them through baseless litigation intended to damage their professional reputations and deter further business activity. Compl. ¶¶ 4, 71-75, 103, 116-121, 146-151. That conduct constitutes a willful and malicious effort to harm Plaintiffs “in [their] reputation, trade,

business or profession” within the meaning of § 18.2-499. *See Buschi v. Kirven*, 775 F.2d 1240, 1259 (4th Cir. 1985) (statute covers conspiracies resulting in business-related damages).

Plaintiffs’ alleged injuries are quintessentially business-related: the loss of their ownership interest and value in JTL, the resulting deprivation of compensation, and the financial and reputational harms inflicted by the retaliatory Virginia suit. Compl. ¶¶ 4, 71-75, 103, 116-121. These are injuries to property and business—not personal or employment interests—and therefore actionable under §§ 18.2-499 and -500. *Andrews v. Ring*, 585 S.E.2d 780, 784 (Va. 2003).

Defendants’ attempt (at 20-21) to repackage these injuries as “derivative” or “non-financial” misreads both the statute and the allegations. As explained, Plaintiffs alone were targeted and injured; their losses were direct, distinct, and the foreseeable product of Defendants’ misconduct. *See supra* at 12-16. Count III thus states a viable Virginia business conspiracy claim.

### **III. This Court Has Personal Jurisdiction Over Defendants Evans and Boerner**

Defendants err in arguing that this Court lacks personal jurisdiction over Evans and Boerner. Because RICO provides for nationwide service of process, the due-process analysis turns on their contacts with the United States as a whole, not with any single state. *ESAB Grp., Inc. v. Centricut, Inc.*, 126 F.3d 617, 626-27 (4th Cir. 1997). The question is therefore whether they have “minimum contacts” with the United States sufficient to justify the exercise of jurisdiction. They do.

The Complaint alleges that both Evans and Boerner actively participated in a U.S.-based racketeering enterprise created to hold and manage an American educational endowment through NGF and JH, both Nevada entities. As JTL directors and signatories to the fraudulent settlement with Yessenov, they knowingly used U.S. instrumentalities—including email servers and bank

wires—to execute and conceal the scheme. Compl. ¶¶ 22-26, 38-39, 55-70, 77-89, 94-97, 111-136. They coordinated with Defendants Wahid and Bekturganov in the United States, approved multimillion-dollar wire transfers through U.S. financial institutions, and transmitted false settlement and option documents into and out of the United States. Those are deliberate, not “random” or “attenuated,” contacts. *Burger King Corp. v. Rudzewicz*, 471 U.S. 462, 475 (1985).

Most fundamentally, Evans and Boerner inserted themselves into a U.S. legal framework by accepting leadership positions in an endowment structure deliberately established in the U.S. to secure the protections of American law and to safeguard charitable assets from the very type of corruption they helped perpetrate. Compl. ¶¶ 19-26, 38-39. They exploited that structure to authorize and profit from the looting of a U.S.-based nonprofit and to retaliate against a U.S. resident and his U.S. entity. Their misconduct creates precisely the “substantial connection” with the U.S. forum that due process requires. *Walden v. Fiore*, 571 U.S. 277, 284 (2014).

### **CONCLUSION**

For the foregoing reasons, Defendants’ motion to dismiss should be denied. If any claim is dismissed in whole or in part, Plaintiffs request leave to amend.

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Respectfully submitted,

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**CERTIFICATE OF SERVICE**

I hereby certify that on this 7th day of November 2025, I caused the foregoing to be filed electronically using the Court's CM/ECF system, which automatically sent a notice of electronic filing to all counsel of record.

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