

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

SAKAB SAUDI HOLDING COMPANY,

Plaintiff,

v.

SAAD KHALID S AL JABRI, KHALID SAAD  
KHALID AL JABRI, MOHAMMED SAAD KH  
AL JABRI, NEW EAST (US) INC., NEW EAST  
804 805 LLC, NEW EAST BACK BAY LLC,

Defendants.

Case No. 1:21-cv-10529-NMG

**DR. SAAD ALJABRI'S ANSWER AND AFFIRMATIVE DEFENSES TO  
VERIFIED COMPLAINT AND COUNTERCLAIMS**

Defendant Dr. Saad Aljabri (“Defendant” or “Dr. Saad”), by and through his attorneys of record, as and for his answer to the allegations made in the correspondingly numbered paragraphs of the Verified Complaint and Demand For Trial By Jury filed by Plaintiff Sakab Saudi Holding Company (“Plaintiff” or “Sakab”) on March 24, 2021 (the “Complaint”), hereby avers as follows:

**NATURE OF THE ACTION**

The Introduction to the Complaint contains legal conclusions to which no response is required. To the extent a response is deemed required, Dr. Saad denies all allegations set forth in the Introduction to the Complaint.

1. A response is not required from Defendant as to the allegations contained in Paragraph 1 of the Complaint as they state legal conclusions. To the extent a response is required, Defendant respectfully refers the Court to the documents referenced in Paragraph 1 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

2. A response is not required from Defendant as to the allegations contained in Paragraph 2 of the Complaint as they state legal conclusions. To the extent a response is required, admit that the allegations in the present action involve many of the same issues as in the Ontario Action, that Dr. Saad is a former high-ranking government official in the government of the Kingdom of Saudi Arabia, that Khalid Aljabri and Mohammed Aljabri are his sons, and that the New East Defendants acquired properties located in Massachusetts using funds Dr. Saad lawfully received as compensation and recognition for his work for Sakab and its affiliated companies. Deny the remainder of the allegations in Paragraph 2.

3. Admit that some of Sakab's financial transactions took place "off-the-book" from Sakab's records and that "minimal or "non-existent" records about the payments were deliberately maintained in Sakab's financial statements because Sakab was created with the primary purpose of carrying out covert and clandestine national security programs and operations in partnership with the United States Government. Deny the remaining allegations in Paragraph 3 of the Complaint.

4. Deny knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 4 of the Complaint that "forensic investigative and financial tracing efforts by Deloitte Financial Advisory Services Limited" are still ongoing. Defendant respectfully refers the Court to the Deloitte Report referenced in Paragraph 7 of the Complaint for a full and complete recitation of the contents therein, denies all inconsistent allegations, and denies the truth of the contents of the Deloitte Report. Deny the remaining allegations in Paragraph 4 of the Complaint.

5. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 5 of the Complaint.

6. Admit that the Ontario Superior Court issued the Ontario Orders on an ex parte basis. Defendant respectfully refers the Court to the documents referenced in Paragraph 6 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

**THE ONTARIO ACTION**

7. Admit that the plaintiffs in the Ontario Action moved for ex parte relief. As to the remainder of the allegations, Defendant respectfully refers the Court to the documents referenced in Paragraph 7 of the Complaint for a full and complete recitation of the contents therein, denies all inconsistent allegations, and denies the truth of the contents of the referenced documents.

8. Defendant respectfully refers the Court to the documents referenced in Paragraph 8 of the Complaint for a full and complete recitation of the contents therein, denies all inconsistent allegations, and denies the truth of the contents of the referenced documents.

9. Defendant respectfully refers the Court to the documents referenced in Paragraph 9 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

10. Defendant respectfully refers the Court to the document referenced in Paragraph 10 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

11. Defendant respectfully refers the Court to the document referenced in Paragraph 11 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

12. Defendant respectfully refers the Court to the document referenced in Paragraph 12 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

13. Defendant respectfully refers the Court to the documents referenced in Paragraph 13 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

14. Defendant respectfully refers the Court to the documents referenced in Paragraph 14 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

15. A response is not required from Defendant as to the allegations contained in Paragraph 15 of the Complaint as they state legal conclusions. To the extent a response is required, Defendant respectfully refers the Court to the documents referenced in Paragraph 15 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

16. Defendant respectfully refers the Court to the document referenced in Paragraph 16 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

## **PARTIES**

### **A. The Plaintiffs**

17. Admit that Sakab was incorporated in 2008, that Sakab is one of the companies established pursuant to a 2007 Royal Instruction issued by King Abdullah bin Abdulaziz, and that the Royal Instruction was issued in part for the purpose of performing anti-terrorism activities, and specifically, to advance covert operations of the government of Saudi Arabia carried out in the Middle East, often in partnership with the United States Government. Deny that the Royal Instruction was issued for the purpose of performing anti-terrorism activities “in the public interest.” As to the allegation that Sakab was “funded by the KSA’s Ministry of Finance (“MOF”),” Defendant respectfully refers the Court to the original Arabic language version of the

Royal Instruction referenced in Paragraph 17 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations. Deny knowledge and information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 17 of the Complaint.

18. Defendant respectfully refers the Court to the original Arabic language document referenced in Paragraph 18 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

19. Admit that, given the top secret nature of certain financial transactions carried out by Sakab and its affiliated companies, Sakab and certain of its affiliated companies utilized a small circle of trusted individuals as nominee shareholders who were selected by bin Nayef, and that Abdullah Alsowailem and Majed Almuzaini were nominee shareholders for Sakab and most of its affiliated companies. Admit that Majed Almuzaini is Dr. Saad's nephew. Admit that the nominee shareholders had no control over Sakab or its affiliated companies, which were in fact controlled by then-Crown Prince Mohammed bin Nayef. Deny the remaining allegations in Paragraph 19 of the Complaint.

20. A response is not required from Defendant as to allegations contained in Paragraph 20 of the Complaint that state legal conclusions. To the extent a response is required, deny the allegations.

21. Deny knowledge and information sufficient to form a belief as to the total amount of money that flowed through Sakab's accounts as alleged in the first sentence of Paragraph 21 of the Complaint. Deny the remaining allegations in Paragraph 21 of the Complaint.

22. Admit that some of Sakab's financial transactions took place "off-the-books" from Sakab's records and were deliberately not recorded in Sakab's financial statements because Sakab

was created with the primary purpose of carrying out covert and clandestine national security programs and operations in partnership with the United States Government. Deny the remaining allegations of Paragraph 22.

23. Admit that Sakab did not conduct traditional corporate activity because it was created with the primary purpose of carrying out covert and clandestine national security programs and operations in partnership with the United States Government. Deny the remaining allegations in Paragraph 23 of the Complaint.

24. Admit that, after deposing former Crown Prince Mohammed bin Nayef and seizing power, the new Crown Prince Mohammed bin Salman bin Abdulaziz Al Saud issued a “top secret” order requiring control of Sakab and certain affiliated and unaffiliated companies to be transferred away from the control of bin Nayef and to the Saudi Public Investment Fund, which bin Salman chaired, and that this order was issued several years after Dr. Saad formally left his cabinet-level position in the Council of Ministers. Deny that the Public Investment Fund of Saudi Arabia is “independent” from the government of the Kingdom of Saudi Arabia. Deny knowledge and information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 24 of the Complaint.

**B. The Defendants**

**a. Saad Khalid S Al Jabri**

25. Admit the allegations in Paragraph 25 of the Complaint.

26. A response is not required from Defendant as to the allegations contained in Paragraph 26 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations.

27. A response is not required from Defendant as to the allegations contained in Paragraph 27 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations.

28. Admit that Dr. Saad fled the Kingdom of Saudi Arabia because his life was in danger in 2017, but deny knowledge and information sufficient to form a belief as to the truth of whether Dr. Saad was “under investigation” at that time. Admit that Dr. Saad has been a resident of Toronto, Ontario, Canada, along with his wife and members of his family, but deny that he and other members of his family have so resided the entire period of time since he left the Kingdom of Saudi Arabia.

**b. Khalid Saad Khalid Al Jabri**

29. Admit that Khalid Saad Khalid Al Jabri is a resident of Toronto, Ontario, Canada, and is Dr. Saad’s son. A response is not required from Defendant as to the remaining allegations contained in Paragraph 29 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations.

**c. Mohammed Saad Kh Al Jabri**

30. Deny that Mohammed Aljabri is a resident of Toronto, Ontario, Canada. Admit that Mohammed Aljabri is Dr. Saad’s son. A response is not required from Defendant as to the remaining allegations contained in Paragraph 30 of the Complaint as they state legal conclusions. To the extent a response is required, deny that Mohammed Aljabri served as “Al Jabri’s nominee shareholder,” but admit that Mohammed Aljabri was a nominee shareholder for an affiliated company for a limited period of time and deny the remaining allegations in Paragraph 30 of the Complaint.

**d. New East (US) Inc.**

31. Admit that New East (US) Inc. is a corporation organized pursuant to the laws of the State of Delaware, but deny knowledge and information sufficient to form a belief as to the truth of the remainder of the allegations contained in Paragraph 31 of the Complaint.

32. A response is not required from Defendant as to allegations in Paragraph 32 of the Complaint as they state legal conclusions. To the extent a response is required, admit that Dr. Saad incorporated New East US and deny the remaining allegations of Paragraph 32 of the Complaint.

**e. New East 804 805 LLC**

33. Admit that New East 804 805 LLC is a limited liability company organized pursuant to the laws of the Commonwealth of Massachusetts, but deny knowledge and information sufficient to form a belief as to the truth of the remainder of the allegations contained in Paragraph 33 of the Complaint.

34. A response is not required from Defendant as to the allegations contained in Paragraph 34 of the Complaint as they state legal conclusions. To the extent a response is required, admit that Dr. Saad formed New East 804 805 and deny the remaining allegations in Paragraph 34 of the Complaint.

**f. New East Back Bay LLC**

35. Admit that New East Back Bay LLC is a limited liability company organized pursuant to the laws of the Commonwealth of Massachusetts, but deny knowledge and information sufficient to form a belief as to the truth of the remainder of the allegations contained in Paragraph 35 of the Complaint.

36. A response is not required from Defendant as to the allegations contained in Paragraph 36 of the Complaint as they state legal conclusions. To the extent a response is required,

admit that Dr. Saad formed New East Back Bay and deny the remaining allegations in Paragraph 36 of the Complaint.

**JURISDICTION AND VENUE**

37. A response is not required from Defendant as to the allegations contained in Paragraph 37 of the Complaint as they state legal conclusions.

38. A response is not required from Defendant as to the allegations contained in Paragraph 38 of the Complaint as they state legal conclusions.

39. A response is not required from Defendant as to the allegations contained in Paragraph 39 of the Complaint as they state legal conclusions. To the extent a response is required, admit that venue is proper and that real property at issue in this action is located in Suffolk County, Massachusetts, but not “Suffolk Country.”

**STATEMENT OF FACTS**

40. Defendant respectfully refers the Court to the original Arabic language document referenced in Paragraph 40 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

41. Defendant respectfully refers the Court to the original Arabic language document referenced in Paragraph 41 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

42. Defendant respectfully refers the Court to the original Arabic language document referenced in Paragraph 42 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations. Admit that Abdullah Alhammad was a government official in the finance department of the Ministry of Interior and that Dr. Saad also worked for the Ministry of Interior, but deny the allegation that Alhammad was a “trusted associate.” A response

is not required from Defendant as to the allegations about KSA law contained in the last sentence of Paragraph 42 of the Complaint as they state legal conclusions.

43. A response is not required from Defendant as to the allegations contained in Paragraph 43 of the Complaint as they state legal conclusions. To the extent a response is required, Defendant respectfully refers the Court to the original Arabic language document referenced in Paragraph 43 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations. Deny the remainder of the allegations in Paragraph 43 of the Complaint.

44. A response is not required from Defendant as to the allegations contained in Paragraph 44 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations.

45. A response is not required from Defendant as to the allegations contained in Paragraph 45 of the Complaint that state legal conclusions. Admit that in certain instances Dr. Saad received in excess of the five percent (5%) of net profits reported in certain audited financial statements, consistent with the discretionary amounts authorized by former Crown Prince bin Nayef and under the Compensation Letter for successful projects and to reflect amounts that were deliberately kept off the audited financial statements because they reflected sensitive projects, including projects undertaken in partnership with the U.S. Government. Deny the remaining allegations in Paragraph 45 of the Complaint.

46. As to the first two sentences in Paragraph 46 of the Complaint, admit that Sakab was established in 2008 and that certain other affiliated companies were established pursuant to Royal Instruction 19134/B, which facilitated the performance of counter-terrorism activities, deny that all of the Group Companies were established pursuant to Royal Instruction 19134/B, and deny

knowledge and information sufficient to form a belief as to the truth of the remaining allegations. As to the third sentence in Paragraph 46 of the Complaint, Defendant respectfully refers the Court to the original Arabic language document referenced in Paragraph 43 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations. Deny the allegations in the last sentence of Paragraph 46 of the Complaint.

47. Admit that Abdullah Alsowailem and Majed Almuzaini were nominee shareholders of Sakab and certain affiliated companies. Admit that Mohammed Aljabri was a nominee shareholder for an affiliated company for a limited period of time. Admit that Mohammed Aljabri is Dr. Saad's son, that Salem Almuzaini is Dr. Saad's nephew and son-in-law, and that Abdulrahman Aljabri is Dr. Saad's brother. Deny that Dr. Saad directed the installation of nominee shareholders, who were in fact selected by bin Nayef to utilize a small circle of trusted individuals given the top secret nature of certain financial transactions carried out by Sakab and its affiliated companies. Deny the remaining allegations in Paragraph 47 of the Complaint.

48. Defendant respectfully refers the Court to the original Arabic language documents referenced in Paragraph 48 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations. Deny that Sakab and its affiliated companies were owned by the MOI.

49. As to the first sentence in Paragraph 49 of the Complaint, deny the existence of any fraudulent scheme and respectfully refer the Court to the original Arabic language documents referenced in Paragraph 49 of the Complaint for a full and complete recitation of the contents therein and denies any inconsistent allegations. As to the second sentence in Paragraph 49 of the Complaint, deny knowledge and information sufficient to form a belief as to the truth of the allegations. Deny the allegations in the third sentence in Paragraph 49 of the Complaint. As to

the fourth sentence in Paragraph 49 of the Complaint, a response is not required from Defendant as to the allegations as they state legal conclusions; to the extent a response is required, deny the allegations. As to the fifth sentence in Paragraph 49 of the Complaint, deny knowledge and information sufficient to form a belief as to the truth of the allegations.

50. Defendant respectfully refers the Court to the original Arabic language document referenced in Paragraph 50 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

51. A response is not required from Defendant as to the allegations contained in Paragraph 51 of the Complaint as they state legal conclusions. To the extent a response is required, deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 51 of the Complaint, except deny that he was a participant in any fraudulent scheme.

52. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in the first sentence in Paragraph 52 of the Complaint. Admit that funds were often directed into accounts held by Sakab through checks issued by the Saudi Arabian Monetary Authority and the Ministry of Finance, but deny knowledge and information sufficient to form a belief as to the characterization that the “vast majority” of the funds were handled this way.

53. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 53 of the Complaint, except admit that Sakab did not conduct traditional corporate activity because it was created with the primary purpose of carrying out covert and clandestine national security programs and operations in partnership with the United States Government.

54. Deny the allegations in Paragraph 54 of the Complaint, except admit that Sakab made payments to Dr. Saad through bank accounts held in the KSA or international bank accounts held with HSBC.

55. Admit that the Group Companies (other than Sakab) conducted commercial business in a number of industries, in addition to certain of the Group Companies (including Sakab) being created with the primary purpose of carrying out covert and clandestine national security programs and operations in partnership with the United States Government. Deny the remainder of the allegations in Paragraph 55 of the Complaint.

56. Deny the allegations in Paragraph 56 of the Complaint.

57. Deny knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 57 of the Complaint that any forensic investigation is “ongoing.” Deny the remaining allegations in Paragraph 57 of the Complaint.

58. Deny knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 58 of the Complaint, except deny the existence of any “fraudulent transfers.”

59. Admit that certain transfers of funds were deliberately not recorded in the financial records or audited financial statements of Sakab because Sakab was created with the primary purpose of carrying out covert and clandestine national security programs and operations in partnership with the United States Government. Deny the remainder of the allegations in Paragraph 59 of the Complaint.

60. Deny the allegations in Paragraph 60 of the Complaint.

61. Deny the allegations in Paragraph 61 of the Complaint.

62. Deny the allegations in Paragraph 62 of the Complaint.

63. Admit that Dr. Saad received numerous transfers directly from Sakab that reflected distributions of profits from Sakab and certain affiliated companies and other forms of legitimate compensation. Deny knowledge and information sufficient to form a belief as to the truth of allegations about transfers received and deny characterization of “co-conspirators.” Deny the remainder of the allegations in Paragraph 63 of the Complaint.

64. Admit that certain of the profit distributions he received did not correspond to profits reported in the audited financial statements of Sakab and its affiliated companies, consistent with the discretionary amounts authorized under the Compensation Letter for successful projects and to reflect amounts that were deliberately kept off the audited financial statements because they reflected sensitive projects, including projects undertaken in partnership with the U.S. Government. Deny the remaining allegations in Paragraph 64 of the Complaint.

65. Deny the allegations in Paragraph 65 of the Complaint.

66. A response is not required from Defendant as to the allegations contained in Paragraph 66 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations.

67. Deny the allegations in Paragraph 67 of the Complaint.

68. Deny the allegations in Paragraph 68 of the Complaint.

69. Deny the allegations in Paragraph 69 of the Complaint.

70. Deny the allegations in Paragraph 70 of the Complaint.

71. Defendant respectfully refers the Court to the document referenced in Paragraph 71 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

72. Deny the allegations in Paragraph 72 of the Complaint.

73. Deny the allegations in Paragraph 73 of the Complaint.

74. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 74 of the Complaint.

75. Admit that, at the time New East US was registered in Massachusetts, Dr. Saad was identified as the President and Director. Deny knowledge and information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 75 of the Complaint.

76. Admit that, at some point after New East US was incorporated, Mohammed Aljabri replaced Dr. Saad as President and Director of New East US. Deny knowledge and information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 76 of the Complaint.

77. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 77 of the Complaint.

78. Admit that, at the time New East 804 805 was established, the Certificate of Incorporation identified the company's managers and the individuals "authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property recorded with a registry of deeds or district office of the land court" as Dr. Saad, Khalid Aljabri, and Jonathan M. Wainwright. Deny knowledge and information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 78 of the Complaint.

79. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 79 of the Complaint.

80. Admit that New East US and New East 804 805 acquired five properties at 580 Washington Street in December 2013. Deny knowledge and information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 80 of the Complaint.

81. Admit that he funded a portion of the purchases referenced in Paragraph 80 of the Complaint through a wire transfer of \$6,075,000 from an account with HSBC Private Bank Switzerland to an account he established in the name of New East US at HSBC Bank USA. Deny knowledge and information sufficient to form a belief as to the truth of the allegations in the second and third sentences of Paragraph 81 of the Complaint, in part because Dr. Saad lacks access to documents pertaining to his financial activities in Saudi Arabia.

82. A response is not required from Defendant as to the allegations contained in Paragraph 82 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations, except admit that the five properties were purchased with funds placed at issue through Plaintiff's claims.

83. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 83 of the Complaint.

84. Admit that Dr. Saad and others established an account in the name of New East 804 805 at HSBC Bank USA. Deny knowledge and information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 84 of the Complaint, in part because Dr. Saad lacks access to financial records pertaining to his bank accounts in Saudi Arabia.

85. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 85 of the Complaint, in part because Dr. Saad lacks access to financial records pertaining to his bank accounts in Saudi Arabia.

86. Admit that, at the time New East Back Bay was established, the Certificate of Incorporation identified the company's managers as Khalid Aljabri, Dr. Saad, and Jonathan M. Wainwright, and that the Certificate of Incorporation said that it was an LLC established in

Massachusetts. Deny knowledge and information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 86 of the Complaint.

87. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 87 of the Complaint.

88. Admit that New East Back Bay is the owner of the three referenced properties located in Boston. Deny knowledge and information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 88 of the Complaint.

89. A response is not required from Defendant as to the allegations contained in Paragraph 89 of the Complaint as they state legal conclusions. To the extent a response is required, admit that he funded the purchase of properties at the Boston Mandarin Oriental and Four Seasons with funds he lawfully received as compensation for and recognition of his work for Sakab and its affiliated companies, and deny the remaining allegations in Paragraph 89 of the Complaint.

90. Respectfully refer the Court to the document referenced in Paragraph 90 of the Complaint for a full and complete recitation of the contents therein, and deny all inconsistent allegations.

91. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 91 of the Complaint.

92. Admit that Dr. Saad and others established an account in the name of New East Back Bay, held at HSBC Bank USA. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in the second sentence in Paragraph 92 of the Complaint, in part because Dr. Saad lacks access to financial records pertaining to his bank accounts in Saudi Arabia.

93. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 93 of the Complaint.

94. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 94 of the Complaint.

95. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 95 of the Complaint.

96. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 96 of the Complaint.

97. Admit that Sakab brought a motion and that the motion was granted. Deny that the motion was connected to any effort to trace the movement of funds. Defendant respectfully refers the Court to the motion and order referenced in Paragraph 97 of the Complaint for a full and complete recitation of the contents therein, and denies all inconsistent allegations.

98. Admit that Sakab and other plaintiffs brought the Ontario Action on January 22, 2021. Deny that the Ontario Action was brought “as described above” to the extent the language is intended to incorporate other allegations of the Complaint to which Plaintiff has separately answered.

**COUNT ONE**  
**(Breach of Fiduciary Duty Against Al Jabri)**

99. Dr. Saad incorporates and adopts the foregoing by reference as if fully set forth herein.

100. A response is not required from Defendant as to the allegations contained in Paragraph 100 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 100 of the Complaint.

101. Admit the allegations contained in Paragraph 101 of the Complaint, to the extent that the allegation reflects that Aljabri undertook activities on behalf of Plaintiff at the direction of former Crown Prince bin Nayef and that the company's normal course of business consisted of carrying out covert and clandestine national security programs and operations on behalf of the Kingdom of Saudi Arabia in partnership with the United States Government.

102. A response is not required from Defendant as to the allegations contained in Paragraph 102 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 102 of the Complaint.

103. A response is not required from Defendant as to the allegations contained in Paragraph 103 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 103 of the Complaint.

104. A response is not required from Defendant as to the allegations contained in Paragraph 104 of the Complaint as they state legal conclusions. To the extent a response is required, deny knowledge and information sufficient to form a belief as to truth of the allegations about "Deloitte's forensic accounting investigation" and deny the remaining allegations in Paragraph 104 of the Complaint, including that Plaintiff is entitled to any of the requested relief.

105. A response is not required from Defendant as to the allegations contained in Paragraph 105 of the Complaint as they state legal conclusions. To the extent a response is required, deny that Plaintiff is entitled to any of the requested relief.

**COUNT TWO**  
**(Fraud Against Al Jabri)**

106. Dr. Saad incorporates and adopts the foregoing by reference as if fully set forth herein.

107. A response is not required from Defendant as to the allegations contained in Paragraph 107 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 107 of the Complaint.

108. Deny the allegations contained in Paragraph 108 of the Complaint.

109. A response is not required from Defendant as to the allegations contained in Paragraph 109 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in paragraph 109 of the Complaint.

110. A response is not required from Defendant as to the allegations contained in Paragraph 110 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 110 of the Complaint.

111. A response is not required from Defendant as to the allegations contained in Paragraph 111 of the Complaint as they state legal conclusions. To the extent a response is required, admit that Dr. Saad was a senior government official in the Kingdom of Saudi Arabia, and deny the remaining allegations contained in Paragraph 111 of the Complaint.

112. A response is not required from Defendant as to the allegations contained in Paragraph 112 of the Complaint as they state legal conclusions. To the extent a response is required, deny knowledge and information sufficient to form a belief as to truth of the allegations about Deloitte's forensic accounting investigation, and deny the remaining allegations contained in Paragraph 112 of the Complaint, including that Plaintiff is entitled to any of the requested relief.

113. A response is not required from Defendant as to the allegations contained in Paragraph 113 of the Complaint as they state legal conclusions. To the extent a response is required, deny that Plaintiff is entitled to any of the requested relief.

**COUNT THREE**  
**(Fraudulent Misrepresentation Against Al Jabri)**

114. Dr. Saad incorporates and adopts the foregoing by reference as if fully set forth herein.

115. A response is not required from Defendant as to the allegations contained in Paragraph 115 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 115 of the Complaint.

116. A response is not required from Defendant as to the allegations contained in Paragraph 116 of the Complaint as they state legal conclusions. To the extent a response is required, Defendant deny the allegations contained in Paragraph 116 of the Complaint.

117. A response is not required from Defendant as to the allegations contained in Paragraph 117 of the Complaint as they state legal conclusions. To the extent a response is required, admit that Dr. Saad was a senior government official for the Kingdom of Saudi Arabia, and deny the remaining allegations contained in Paragraph 117 of the Complaint.

118. A response is not required from Defendant as to the allegations contained in Paragraph 118 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 118 of the Complaint.

119. A response is not required from Defendant as to the allegations contained in Paragraph 119 of the Complaint as they state legal conclusions. To the extent a response is required, admit that Dr. Saad was a senior government official for the Kingdom of Saudi Arabia, and deny the remaining allegations contained in Paragraph 119 of the Complaint.

120. A response is not required from Defendant as to the allegations contained in Paragraph 120 of the Complaint as they state legal conclusions. To the extent a response is required, deny knowledge and information sufficient to form a belief as to truth of the allegations

about the “forensic accounting investigation,” and deny the remaining allegations contained in Paragraph 120 of the Complaint, including that Plaintiff is entitled to any of the requested relief.

121. A response is not required from Defendant as to the allegations contained in Paragraph 121 of the Complaint as they state legal conclusions. To the extent a response is required, deny that Plaintiff is entitled to any of the requested relief.

**COUNT FOUR**  
**(Fraud by Omission Against Al Jabri)**

122. Dr. Saad incorporates and adopts the foregoing by reference as if fully set forth herein.

123. A response is not required from Defendant as to the allegations contained in Paragraph 123 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 123 of the Complaint.

124. A response is not required from Defendant as to the allegations contained in Paragraph 124 of the Complaint as they state legal conclusions. To the extent a response is required, admit that Dr. Saad was a senior government official for the Kingdom of Saudi Arabia, and deny the remaining allegations contained in Paragraph 124 of the Complaint.

125. A response is not required from Defendant as to the allegations contained in Paragraph 125 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 125 of the Complaint.

126. A response is not required from Defendant as to the allegations contained in Paragraph 126 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 126 of the Complaint.

127. A response is not required from Defendant as to the allegations contained in Paragraph 127 of the Complaint as they state legal conclusions. To the extent a response is

required, deny knowledge and information sufficient to form a belief as to the truth of the allegations about the “forensic accounting investigation,” and deny the remaining allegations contained in Paragraph 127 of the Complaint, including that Plaintiff is entitled to any of the requested relief.

128. A response is not required from Defendant as to the allegations contained in Paragraph 128 of the Complaint as they state legal conclusions. To the extent a response is required, deny that Plaintiff is entitled to any of the requested relief.

**COUNT FIVE**  
**(Conversion Against Al Jabri)**

129. Dr. Saad incorporates and adopts the foregoing by reference as if fully set forth herein.

130. A response is not required from Defendant as to the allegations contained in Paragraph 130 of the Complaint as they state legal conclusions. To the extent a response is required, admit that Plaintiff held funds allocated for former Crown Prince bin Nayef to determine how best to manage and make disbursements, including to further anti-terrorism efforts, and deny the remainder of the allegations contained in Paragraph 130.

131. A response is not required from Defendant as to the allegations contained in Paragraph 131 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 131 of the Complaint.

132. A response is not required from Defendant as to the allegations contained in Paragraph 132 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 133 of the Complaint.

133. A response is not required from Defendant as to the allegations contained in Paragraph 133 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 133 of the Complaint.

134. A response is not required from Defendant as to the allegations contained in Paragraph 134 of the Complaint as they state legal conclusions. To the extent a response is required, deny knowledge and information sufficient to form a belief as to the truth of the allegations about the “forensic accounting investigation,” and deny the remaining allegations contained in Paragraph 134 of the Complaint, including that Plaintiff is entitled to any of the requested relief.

135. A response is not required from Defendant as to the allegations contained in Paragraph 135 of the Complaint as they state legal conclusions. To the extent a response is required, deny that Plaintiff is entitled to any of the requested relief.

**COUNT SIX**  
**(Conspiracy Against All Defendants)**

136. Dr. Saad incorporates and adopts the foregoing by reference as if fully set forth herein.

137. A response is not required from Defendant as to the allegations contained in Paragraph 137 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 137 of the Complaint.

138. A response is not required from Defendant as to the allegations contained in Paragraph 138 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 138 of the Complaint.

139. A response is not required from Defendant as to the allegations contained in Paragraph 139 of the Complaint as they state legal conclusions. To the extent a response is

required, deny the existence of any scheme to obtain and conceal funds from Plaintiff and deny knowledge and information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 139 of the Complaint.

140. A response is not required from Defendant as to the allegations contained in Paragraph 140 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 140 of the Complaint.

141. A response is not required from Defendant as to the allegations contained in Paragraph 141 of the Complaint as they state legal conclusions. To the extent a response is required, deny knowledge and information sufficient to form a belief as to the truth of the allegations about the “forensic accounting investigation,” and deny the remaining allegations contained in Paragraph 141 of the Complaint, including that Plaintiff is entitled to any of the requested relief.

142. A response is not required from Defendant as to the allegations contained in Paragraph 142 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 142 of the Complaint.

**COUNT SEVEN**

**(Aiding and Abetting Against Khalid Al Jabri, Mohammed Al Jabri  
New East US, New East 804 805 and New East Back Bay)**

143. Dr. Saad incorporates and adopts the foregoing by reference as if fully set forth herein.

144. A response is not required from Defendant as to the allegations contained in Paragraph 144 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 144 of the Complaint.

145. A response is not required from Defendant as to the allegations contained in Paragraph 145 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 145 of the Complaint.

146. A response is not required from Defendant as to the allegations contained in Paragraph 146 of the Complaint as they state legal conclusions. To the extent a response is required, deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in the last sentence of Paragraph 146 of the Complaint, and deny the remaining allegations contained in Paragraph 146 of the Complaint.

147. A response is not required from Defendant as to the allegations contained in Paragraph 147 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 147 of the Complaint.

148. A response is not required from Defendant as to the allegations contained in Paragraph 148 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 148 of the Complaint.

149. A response is not required from Defendant as to the allegations contained in Paragraph 149 of the Complaint as they state legal conclusions. To the extent a response is required, deny knowledge and information sufficient to form a belief as to the truth of the allegations about the “forensic accounting investigation,” and deny the remaining allegations contained in Paragraph 149 of the Complaint, including that Plaintiff is entitled to any of the requested relief.

**COUNT EIGHT**  
**(Unjust Enrichment Against All Defendants)**

150. Dr. Saad incorporates and adopts the foregoing by reference as if fully set forth herein.

151. A response is not required from Defendant as to the allegations contained in Paragraph 151 of the Complaint as they state legal conclusions. To the extent a response is required, admit that Plaintiff transferred funds to accounts controlled by Dr. Saad in compliance with applicable law and that certain other Defendants used a portion of these funds to purchase properties in Massachusetts. Deny knowledge and information sufficient to form a belief as to the truth of the allegations about transfers of funds to other Defendants or that Defendants purchased “luxury properties throughout the world.” Deny remaining allegations contained in Paragraph 151.

152. A response is not required from Defendant as to the allegations contained in Paragraph 152 of the Complaint as they state legal conclusions. To the extent a response is required, deny that Dr. Saad purchased any properties, and deny knowledge and information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 152 of the Complaint.

153. A response is not required from Defendant as to the allegations contained in Paragraph 153 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 153 of the Complaint.

154. A response is not required from Defendant as to the allegations contained in Paragraph 154 of the Complaint as they state legal conclusions. To the extent a response is required, deny that Plaintiff is entitled to any of the requested relief and deny knowledge and information sufficient to form a belief as to the truth of the allegations about the “[f]orensic accounting investigation.”

**COUNT NINE**  
**(Fraudulent Transfer Against All Defendants)**

155. Dr. Saad incorporates and adopts the foregoing by reference as if fully set forth herein.

156. A response is not required from Defendant as to the allegations contained in Paragraph 156 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 156 of the Complaint.

157. A response is not required from Defendant as to the allegations contained in Paragraph 157 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 157 of the Complaint, including that Plaintiff is entitled to any of the requested relief.

158. A response is not required from Defendant as to the allegations contained in Paragraph 158 of the Complaint as they state legal conclusions. To the extent a response is required, admit that certain funds transferred to the New East Defendants have been used to purchase real property, but deny that the funds were fraudulently transferred. Deny the remaining allegations contained in Paragraph 158 of the Complaint, including that Plaintiff is entitled to any of the requested relief.

159. A response is not required from Defendant as to the allegations contained in Paragraph 159 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 159 of the Complaint and deny that Plaintiff is entitled to any of the requested relief.

160. A response is not required from Defendant as to the allegations contained in Paragraph 160 of the Complaint as they state legal conclusions. To the extent a response is required, deny that Plaintiff is entitled to any of the requested relief.

**COUNT TEN**  
**(Alter Ego/Piercing Corporate Veil Against New East US,  
New East 804 805 and New East Back Bay)**

161. Dr. Saad incorporates and adopts the foregoing by reference as if fully set forth herein.

162. A response is not required from Defendant as to the allegations contained in Paragraph 162 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations.

163. A response is not required from Defendant as to the allegations contained in Paragraph 163 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 163 of the Complaint.

164. A response is not required from Defendant as to the allegations contained in Paragraph 164 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 164 of the Complaint, except admit that he transferred funds to the New East Defendants to purchase the Massachusetts real property at issue in this case.

165. A response is not required from Defendant as to the allegations contained in Paragraph 165 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations as to himself and deny that the New East Defendants are used “primarily for the purpose of promoting and enabling fraud.” Deny knowledge and information sufficient to form a belief as to the truth of the other allegations contained in Paragraph 165 of the Complaint about other defendants.

166. A response is not required from Defendant as to the allegations contained in Paragraph 166 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations contained in Paragraph 166 of the Complaint.

167. Deny knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 167 of the Complaint.

168. A response is not required from Defendant as to the allegations contained in Paragraph 168 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations as to himself and deny knowledge and information sufficient to form a belief as to the truth of the allegations about other defendants contained in Paragraph 168 of the Complaint.

169. A response is not required from Defendant as to the allegations contained in Paragraph 169 of the Complaint as they state legal conclusions. To the extent a response is required, deny the allegations.

#### **DEMAND FOR RELIEF**

A response is not required from Defendant as to Plaintiff's prayer for relief against Defendant Saad Aljabri as it states a legal conclusion. To the extent a response is required, deny that Plaintiff is entitled to any of the requested relief.

#### **DEMAND FOR JURY TRIAL**

A response is not required from Defendant as to the Demand for Jury Trial as it states legal conclusions. Defendant Dr. Saad demands a jury trial on all issues triable by jury.

#### **AFFIRMATIVE DEFENSES**

Sakab's claims are barred, in whole or in part, by one or more of the affirmative defenses set forth below. By asserting these affirmative defenses, Dr. Saad does not agree or admit that Sakab has properly alleged any claim for which relief can be granted, nor does Dr. Saad assume or undertake any burden of proof with respect to any issue as to which applicable law places the burden of proof upon Sakab. Further, Dr. Saad does not intend to waive any other defense that is now or may become available or appear during or as a result of proceedings in this action. Dr. Saad

expressly reserves the right to amend and/or supplement his Answer and Affirmative Defenses, including, without limitation, to assert additional defenses, as warranted by discovery or other investigation, or as justice may require.

1. Sakab fails to state a claim against Dr. Saad upon which relief may be granted and/or fails to plead sufficient facts to support the claims and conclusions alleged in the Complaint.

2. Sakab's claims and requests for relief are barred, in whole or in part, by the applicable statutes of limitations.

3. Sakab's claims and requests for relief are barred, in whole or in part, by the doctrine of waiver.

4. Sakab's claims and requests for relief are barred, in whole or in part, by the doctrine of laches.

5. Sakab's claims and requests for relief are barred, in whole or in part, by the doctrine of estoppel.

6. Sakab's claims and requests for relief are barred, in whole or in part, by the doctrine of ratification, including ratification of Sakab's shareholder(s).

7. Sakab's claims and requests for relief are barred, in whole or in part, because Sakab consented to or approved the provision of funds to Dr. Saad during the relevant period.

8. Sakab's claims and requests for relief are barred, in whole or in part, by the doctrine of unclean hands.

9. Sakab's claims and requests for relief are barred, in whole or in part, because the action is an abuse of process.

10. Sakab's claims and requests for relief are barred, in whole or in part, because of the common law doctrine of foreign official immunity, as the allegations concern the actions of

Dr. Saad in his official capacity as a foreign official of the government of the Kingdom of Saudi Arabia.

11. Sakab's claims and requests for relief are barred, in whole or in part, because they are nonjusticiable, including because they reflect disputes internal to a foreign sovereign.

12. Sakab's claims and requests for relief are barred by the U.S. Constitution because of the unavailability of witnesses, documents, and information essential to adjudicating the claims.

13. Sakab's claims and requests for relief are barred, in whole or in part, by the doctrine of illegality.

14. Sakab's claims and requests for relief are barred, in whole or in part, because the alleged injuries were not proximately caused by any acts or omissions of Dr. Saad.

15. Sakab is responsible in whole or in part for some of the conduct allegedly committed by Dr. Saad.

16. Sakab's claims and requests for relief are barred, in whole or in part, because Sakab suffered no damages.

17. Sakab's claims and requests for relief are barred, in whole or in part, by the doctrine precluding double recovery, because the amount claimed by Sakab against Dr. Saad has already been recovered from Dr. Saad and his alleged co-conspirators by the Kingdom of Saudi Arabia through unlawful confiscations of property.

18. Sakab failed to mitigate damages by not taking reasonable and prudent business and legal steps to avoid or minimize the potential or actual purported loss, damage or injury.

### **COUNTERCLAIMS AGAINST SAKAB**

Dr. Saad, by and through his attorneys of record, respectfully submits the following counterclaims against Sakab:

#### **PARTIES**

1. Counterclaim Plaintiff Dr. Saad is a citizen of the Kingdom of Saudi Arabia and Malta, and is a resident of Toronto, Ontario, Canada. Dr. Saad is a former Minister of State and senior intelligence official in the Saudi government and advisor to former Crown Prince Mohammed bin Nayef. While serving at the Ministry of the Interior during bin Nayef’s tenure as Minister and Crown Prince, Dr. Saad supported the then-King and Crown Prince in carrying out covert counterterrorism operations and other highly sensitive national security projects. These projects included providing assistance in establishing Sakab, the Counterclaim Defendant, a company that was created with the primary purpose of carrying out covert and clandestine national security programs and operations in partnership with the United States Government. Even after leaving office in September 2015, Dr. Saad continued to act as an advisor to bin Nayef and participated in bin Nayef’s businesses—including Sakab—while bin Nayef served as Crown Prince of the Kingdom of Saudi Arabia.

2. The United States Department of State has recognized that Dr. Saad “has been a valued partner to the United States Government, working closely with us to ensure the safety of Americans and Saudis,” pursuing “shared counterterrorism efforts” that contributed to “keeping our citizens safe.”<sup>1</sup> Recently a bipartisan group of Senators wrote to President Biden that

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<sup>1</sup> Letter from Ryan M. Kaldahl, Acting Assistant Secretary, Bureau of Legislative Affairs, U.S. Dep’t of State, to Sen. Patrick Leahy, U.S. Senate (Aug. 6, 2020), @hsu\_spencer, Twitter (Aug. 6, 2020), [https://twitter.com/hsu\\_spencer/status/1291766667639496706/photo/1](https://twitter.com/hsu_spencer/status/1291766667639496706/photo/1).

Dr. Saad’s work “was critical to helping the United States protect its citizens from terrorist’s attacks” and that it “protected American lives.”<sup>2</sup>

3. The United States has filed a Motion to Intervene and Motion for Stay of Briefing on Motion to Remand, asserting that it seeks to intervene in this action under Federal Rule of Civil Procedure 24, because “the United States possesses a substantial interest in this litigation.” (ECF No. 40, at 1). The United States “anticipates deciding on any further substantive action to protect its interests by August 27, 2021.” (*Id.* at 10). Because the United States anticipates that it will make “a decision . . . on any assertion of privilege by the time this motion is resolved, and in no event later than August 27, 2021,” (*id.* at 2), Dr. Saad now timely answers Sakab’s complaint and files these counterclaims against Sakab so that the Court and the United States have the benefit of understanding the full scope of allegations and factual issues to be litigated in this case as they weigh any assertion of applicable privileges.

4. Counterclaim Defendant Sakab is incorporated under the laws of the Kingdom of Saudi Arabia (the “Kingdom”), and its place of business is Riyadh, Saudi Arabia. During the time Dr. Saad received compensation from Sakab, Sakab was under the direction and control of Minister of Interior and then-Crown Prince Mohammed bin Nayef. Sakab is now owned by Tahakom Investment Company, which is wholly owned by the Public Investment Fund of Saudi Arabia (“PIF”)—the sovereign wealth fund of Saudi Arabia created to invest funds on behalf of the Saudi Government. (ECF No. 1-1, Compl. ¶¶ 18, 24). In his capacity as Chairman of the PIF, current Crown Prince Mohammed bin Salman controls the activities of Sakab and other affiliated companies.

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<sup>2</sup> Marco Rubio, Patrick Leahy, Tim Kaine & Ben Cardin, Letter to President Joe Biden (July 27, 2021), @MarquardtA, Twitter (Aug. 5, 2021), <https://twitter.com/MarquardtA/status/1423244095850532865?s=20>.

5. Sakab was created in 2008 by then-Crown Prince Mohammed bin Nayef, supported by bin Nayef's Chief of Staff Dr. Saad, pursuant to an order of the then-King of Saudi Arabia. Sakab was created with the primary purpose of funding and undertaking clandestine and sensitive operations in partnership with the United States Government.

6. Current Crown Prince bin Salman seized power in a coup in 2017. Since then, bin Salman has carried out a series of actions in his capacity as Chairman of the "Supreme Anti-Corruption Committee" ("SACC"), purportedly targeting corruption but in reality using the SACC to consolidate power and silence his critics. To take just one example, in November 2017, it has been widely reported that bin Salman arrested scores of the Kingdom's political and business elite on allegations of "corruption." Held at the Riyadh Ritz Carlton, which had been transformed by bin Salman into an interrogation and detention facility, detainees were "forced to trade financial and business assets for their freedom," with the Ritz turning into "an unofficial detention center" where individuals were tortured and even killed.<sup>3</sup> These detentions "appeared to take place outside of any recognizable legal framework" and "look[ed] more like extortion."<sup>4</sup>

7. In December 2017, bin Salman, in his capacity as Chairman of the SACC, issued a "top secret" and "very urgent" directive requiring ownership of Sakab and other affiliated companies to be "transferred" to the PIF (which he chaired). This order was carried out over the following months. The effect was that Sakab and other affiliated companies, which had been controlled by bin Salman's chief rival bin Nayef, were expropriated by bin Salman and placed under his control through the PIF. Accordingly, in his capacity as Chairman of the PIF, bin Salman now controls the activities of Sakab and other affiliated companies.

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<sup>3</sup> *Saudi Arabia: Allegations of Abuse, Death in Custody*, Human Rights Watch (March 14, 2018), <https://www.hrw.org/news/2018/03/14/saudi-arabia-allegations-abuse-death-custody>.

<sup>4</sup> *Id.*

### **JURISDICTION**

8. The Court has jurisdiction over this action under 28 U.S.C. § 1331, as Sakab's Complaint presents substantial federal questions. (ECF No. 1, Notice of Removal).

9. The United States Government has moved to intervene, (ECF No. 40), which it may do as a matter of right. *See* Fed. R. Civ. P. 24(a). If the Court grants the Government's motion, the Court will also have jurisdiction over this action because the United States is a party. *See* 28 U.S.C. § 1442(a)(1).

10. Because this Court has jurisdiction over Sakab's claims, this Court has jurisdiction over these counterclaims under 28 U.S.C. § 1367, as the counterclaims are so related to Sakab's claims that they form part of the same case or controversy under Article III of the United States Constitution.

11. The Court also has jurisdiction over these counterclaims under 28 U.S.C. § 1331, as they present the same substantial federal questions presented by Sakab's Complaint.

12. Venue is proper in this Court pursuant to 28 U.S.C. § 1391.

### **FACTUAL ALLEGATIONS**

13. This action is not a genuine attempt by Sakab to seek redress for legitimate commercial grievances against Dr. Saad. Instead, it is an effort to use the courts of the United States as part of a ruthless campaign of retaliation directed by Crown Prince bin Salman to persecute and silence Dr. Saad Aljabri, to coerce his return to the Kingdom of Saudi Arabia, and ultimately, to strengthen bin Salman's position and power.

#### **Sakab and Dr. Saad's Primary Role in Joint Saudi-U.S. National Security Operations**

14. Sakab's allegations against Dr. Saad relate to actions that Dr. Saad took as a high-ranking Saudi government official, pursuant to a directive of the King of Saudi Arabia and

the direction of Saudi Arabia's former Crown Prince bin Nayef, in order to conduct counterterrorism operations in partnership with the United States Government.

15. Dr. Saad served the government of Saudi Arabia, including as an aide and Special Advisor to bin Nayef, who held various senior government positions, including Deputy Prime Minister, Minister of Interior, and Crown Prince. During Dr. Saad's time in government, he conducted high-level national security operations at the direction of bin Nayef, using companies like Sakab to carry out those operations. That work frequently involved covert and clandestine national security programs and operations in the Middle East, often in partnership with the United States Government.

16. In December 27, 2007, King Abdullah Bin Abdulaziz signed a "top secret, not for circulation" Royal Instruction 19134/B (the "Royal Instruction"). The contents of the Royal Instruction were highly classified; the Royal Instruction increased the funding to be used by bin Nayef and the Ministry of Interior to advance counterterrorism efforts pursuant to the direction of bin Nayef, including through carrying out counterterrorism operations in the Middle East. (Compl. ¶ 40).

17. King Abdullah issued the Royal Instruction to advance covert operations of the government of Saudi Arabia carried out in the Middle East, often in partnership with the United States Government.

18. Dr. Saad served as Minister of State and later as bin Nayef's Chief of Staff. Bin Nayef tasked Dr. Saad with leading Saudi counterterrorism actions pursuant to the Royal Instruction issued by King Abdullah, and working in close cooperation with the United States and other Western governments.

19. Sakab was the central funding mechanism that enabled bin Nayef and Dr. Saad's counterterrorism work. Sakab was created by bin Nayef to act as a corporate conduit with the primary purpose of funding and undertaking clandestine and sensitive operations. Pursuant to the Royal Instruction, from 2008 to 2015, bin Nayef—assisted by Dr. Saad—established private companies operating in Saudi Arabia as commercial fronts for covert counterterrorism operations, with Sakab acting as a holding and management company and the main front. To provide plausible cover for these counterterrorism operations, companies affiliated with Sakab operated legitimate businesses in strategic sectors, including aerospace, cybersecurity, general contracting, and private security. The corporate structure of Sakab and its affiliates was designed to facilitate its primary purpose: to carry out covert national security programs in the Middle East, often in partnership with the United States.

20. In large part because of their success, both bin Nayef and Dr. Saad received continual promotions: bin Nayef ultimately became Crown Prince in April 2015, making him first in the line of succession, and Dr. Saad was promoted repeatedly, including to a cabinet-level position in the Council of Ministers in January 2015.

21. Dr. Saad also received significant compensation for his service to the Kingdom and to Sakab, including bonuses from bin Nayef.

22. The compensation that Dr. Saad received was provided by the King and the Crown Prince of the absolute monarchy of Saudi Arabia. It was both lawful and consistent with custom and practice in Saudi Arabia for those entrusted with sensitive responsibilities by the King or Crown Prince.

### **Bin Salman Seizes and Consolidates Power**

23. In April 2015, King Salman named bin Nayef Crown Prince and bin Salman Deputy Crown Prince. A fierce rivalry quickly developed between the two, as bin Salman increasingly sought to expand his influence and supplant bin Nayef as the heir apparent to the throne.

24. Shortly after assuming the throne in January of 2015, King Salman restructured the Council of Ministers, making bin Salman the chair of the Council of Economic and Development Affairs and bin Nayef the chair of the Council of Political and Security Affairs. Bin Nayef and Dr. Saad enjoyed privileged and trusted relationships with the Kingdom's most important allies, including the United States of America. Those relationships posed a serious threat to bin Salman's plans to consolidate power and displace bin Nayef as the Kingdom's Crown Prince. And Dr. Saad was a particular problem: he was a non-royal who, by virtue of his long service as a Saudi intelligence official, possessed extensive information about bin Salman, and enjoyed a uniquely trusted relationship with both the United States Government (Saudi Arabia's most important ally) and bin Nayef (bin Salman's adversary).

25. Bin Salman's personal campaign to isolate bin Nayef included arranging for Dr. Saad to be stripped of his positions in government on September 10, 2015. However, Dr. Saad continued to act as a senior advisor to bin Nayef and his businesses, including Sakab.

26. With bin Salman consolidating power and punishing rivals, Dr. Saad became increasingly concerned for his safety and fled to Turkey in May 2017. The following month, bin Salman forcibly ousted bin Nayef from power and assumed the title of Crown Prince. Armed guards detained bin Nayef and demanded he abdicate; after being tortured and threatened, bin Nayef eventually surrendered his position.

27. Bin Nayef was later disappeared, and his whereabouts remain unknown. His disappearance has been widely reported in the media and is the subject multiple government

inquiries, including a recent U.K. parliamentary investigation.<sup>5</sup> A Human Rights Watch report dated September 6, 2020,<sup>6</sup> reports that bin Nayef’s lawyers say he has been held without charges since March 2020, without access to counsel, and that his whereabouts are unknown.

**Bin Salman’s Failed Attempt to Use Interpol to Target and Harass Dr. Saad**

28. Since becoming Crown Prince, bin Salman has remained fixated on silencing and neutralizing Dr. Saad. Since Dr. Saad fled Saudi Arabia in May of 2017, bin Salman has repeatedly used pretextual allegations and attempted to exploit legal process in an attempt to harass, intimidate, silence, and isolate Dr. Saad and coerce him to return to Saudi Arabia.

29. In 2018, bin Salman orchestrated the issuance of an INTERPOL Red Notice<sup>7</sup> against Dr. Saad for fraud allegations similar to the allegations in Sakab’s Complaint.

30. The 2018 Red Notice stated that “investigations into auditing papers related to public funds” had revealed Dr. Saad’s involvement, as well as that of other “public employees entrusted with public funds,” in the alleged embezzlement of those funds. The criminal acts attributed to Dr. Saad included his purported recommendation to bin Nayef “to create companies whose profits would proceed to the Ministry [of the Interior], placing the companies under the name of his nephew Majid Almuzaini and friend Abdullah Alsuwailem, in breach of [bin Nayef’s] orders, and in violation of Royal Decree No. 43,” and the transfer of funds to Dr. Saad’s personal

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<sup>5</sup> *Fact Finding Report into the detention of Saudi Arabian Royals: Former Crown Prince of Saudi Arabia Mohammed Bin Nayef and Prince Ahmed Bin Abdul-Aziz*, Bindmans (December 2020), [https://www.bindmans.com/uploads/files/documents/Report-for\\_publication\\_on\\_17\\_December\\_2020.pdf](https://www.bindmans.com/uploads/files/documents/Report-for_publication_on_17_December_2020.pdf).

<sup>6</sup> *Saudi Arabia: Prominent Detainees Held Incommunicado*, Human Rights Watch (Sept. 6, 2020), <https://www.hrw.org/news/2020/09/06/saudi-arabia-prominent-detainees-held-incommunicado>.

<sup>7</sup> A “Red Notice” is a “request to law enforcement worldwide to locate and provisionally arrest a person pending extradition, surrender, or similar legal action.” See *What is a Red Notice?*, Interpol, <https://www.interpol.int/en/How-we-work/Notices/Red-Notices>.

bank accounts. Sakab’s Complaint alleges that Dr. Saad appointed these same individuals as “nominee shareholders” of certain of Sakab’s affiliated companies. (Compl. ¶ 19).

31. Dr. Saad requested that INTERPOL recognize that the issuance of the Red Notice was not a legitimate law enforcement effort but rather part of a political campaign personally targeting Dr. Saad directed by bin Salman. In July 2018, after considering submissions from Dr. Saad and from Saudi Arabia—including information gathered from the Saudi Public Prosecutor—the Commission for the Control of INTERPOL’s Files (“CCF”) removed the Red Notice on the grounds that the charges were politically motivated and therefore contrary to INTERPOL’s Constitution, which forbids INTERPOL from undertaking any intervention of a political character.<sup>8</sup> The CCF held that “the case is politically motivated.”<sup>9</sup>

**Bin Salman’s Retaliation Against Dr. Saad, His Family, and His Associates For Dr. Saad’s Lawsuit Against bin Salman**

32. In August 2020, after the continued campaign of coercion to force Dr. Saad back to Saudi Arabia, Dr. Saad commenced litigation against bin Salman in the United States District Court for the District of Columbia. That suit concerns the attempted extrajudicial killing of Dr. Saad using methods similar to those used by bin Salman to kill the journalist Jamal Khashoggi. *See Aljabri v. Mohammed Bin Salman Bin Abdulaziz Al Saud, et al.*, No. 1:20-cv-02146-TJK (D.D.C.), at Dkt. 1, Compl. (Aug. 06, 2020), and Dkt. 66, Am. Compl. (Feb. 4, 2021) (“D.C. action”).<sup>10</sup>

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<sup>8</sup> Request concerning Saad Aljabri (Ref. CCF/R960.17): Decision of the Commission (105<sup>th</sup> session, July 2-5, 2018), The Commission for the Control of INTERPOL’s Files ¶ 79, July 4, 2018.

<sup>9</sup> *Id.*

<sup>10</sup> *See Assessing the Saudi Government’s Role in the Killing of Jamal Khashoggi*, Office of the Director of National Intelligence (Feb. 11, 2021), <https://www.dni.gov/files/ODNI/documents/assessments/Assessment-Saudi-Gov-Role-in-JK-Death-20210226v2.pdf>.

33. In the days, weeks, and months after Dr. Saad initiated the D.C. Action, bin Salman accelerated his campaign of intimidation and harassment against Dr. Saad.

34. In September 2020, just one month after Dr. Saad filed the D.C. action, bin Salman orchestrated pretextual criminal proceedings against Dr. Saad's children Omar and Sarah.<sup>11</sup> Bin Salman then used those pretextual criminal proceedings to argue that the D.C. action should be dismissed because the prosecution of Dr. Saad's children constitutes a sovereign act entitling bin Salman to immunity from suit. *See Aljabri v. Mohammed Bin Salman Bin Abdulaziz Al Saud, et al.*, No. 1:20-cv-02146-TJK (D.D.C.), Dkt. 58, at 35, Defendant's Mot. to Dismiss. Dr. Saad's children were convicted in a secret trial in November 2020 and remain in custody.<sup>12</sup> Omar and Sarah have received no process whatsoever in connection with the criminal proceedings. The charging documents were unnamed, unsigned, undated, and printed on paper without any formal letterhead. Following the completion of these sham proceedings, the judges and clerks involved in the case have disappeared, and all Ministry of Justice court records regarding the case have been deleted.<sup>13</sup>

35. From August to November 2020, bin Salman and his henchmen rounded up and detained Dr. Saad's family members and associates, including numerous individuals who may be knowledgeable about financial transactions of Sakab and/or its affiliated companies. Those individuals include Salem Almuzaini, Dr. Saad's son-in-law;<sup>14</sup> Mansor Albogami and Toriki

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<sup>11</sup> *See Saudi Arabia: Collective Punishment for Ex-Official's Children*, Human Rights Watch (July 25, 2021), <https://www.hrw.org/news/2021/07/25/saudi-arabia-collective-punishment-ex-officials-children#>

<sup>12</sup> *Id.*

<sup>13</sup> *See id.*

<sup>14</sup> Salem has not been charged with any crime. Dr. Saad and his family do not know Salem's condition but reasonably fear that Salem is again being tortured, as he was during a prior disappearance when he was "whipped, starved, battered with iron bars and electrocuted." *See* David Ignatius, *A Saudi official's harrowing account of torture reveals the regime's brutality*, *The*

Albogami, two members of Dr. Saad's staff when Dr. Saad served in the Saudi Government; former Undersecretary of the Saudi Ministry of the Interior Hamad K. Alrashid; and numerous other associates of Dr. Saad or his family, including Bander A. Albogami; Abdulhakeem Alsaadi, Mishal N. Alhamidi, and Ahmed Althekair.

36. Sakab purports to bring its actions in Ontario, Canada, and this action in Massachusetts based on analysis conducted by Deloitte Financial Advisory Services, Limited and Deloitte Professional Services Limited, affiliates of Deloitte and Touche (M.E.) (collectively "Deloitte"). Deloitte's financial analysis of Sakab and its companies was commenced only *after* the failed attempt to issue an INTERPOL Red Notice for Dr. Saad. Deloitte completed a Report in 2019, which focuses on bin Nayef's role in Sakab and Sakab-affiliated companies and refers only occasionally to Dr. Saad.

37. In September 2020, Sakab and certain other bin Salman-controlled companies re-engaged Deloitte to conduct additional financial analysis. Although Deloitte had already completed a forensic examination of the transactions at issue in the Ontario and Massachusetts actions, Sakab re-engaged Deloitte to re-review the same transactions as part of bin Salman's broader effort to attack and punish Dr. Saad. The re-engagement of Deloitte was finalized just one day after charges were brought against Dr. Saad's children, Omar and Sarah, and one month after Dr. Saad filed his complaint against bin Salman in the D.C. action.

38. Deloitte's re-engagement after Dr. Saad filed the D.C. action culminated in the January 18, 2021 Deloitte Report, which, unlike Deloitte's previous report, focuses on Dr. Saad. Sakab and the other bin Salman-controlled affiliate companies have provided no explanation for

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Washington Post (July 28, 2021), <https://www.washingtonpost.com/opinions/2021/07/28/salem-almuzaini-torture-saudi-arabia-bin-Salman/>.

the material differences between the 2019 Deloitte Report and the 2021 Deloitte Report. On information and belief, the re-engagement of Deloitte was done for the purpose of targeting Dr. Saad, and the outcome of the “investigation” was pre-ordained.

39. Notwithstanding Deloitte’s multiple “investigations,” it did not consult with anyone involved in Sakab’s management prior to the 2017 palace coup and expropriation, and it did not review records pertaining to Sakab maintained at the Ministry of Interior, even though Sakab’s primary purpose of carrying out covert and clandestine national security programs and operations in partnership with the United States Government means that no credible investigation of Sakab’s activities could be conducted without doing so.

#### **Bin Salman & Sakab’s Use of Foreign Judicial Process**

40. Unable to lure Dr. Saad back to the Kingdom or kill Dr. Saad overseas, on information and belief, bin Salman directed Sakab to premise a lawsuit in Canada on contrived allegations of corruption against Dr. Saad, similar to the allegations of “corruption” bin Salman unleashed on his adversaries at the Ritz Carlton in Riyadh, (*see supra*, ¶ 6), and similar to the allegations made in bin Salman’s failed effort to capture Dr. Saad through the Red Notice that INTERPOL rejected as politically motivated.

41. In January 2021, Sakab and other bin Salman-controlled affiliated companies sought out a foreign forum, filing suit in Ontario, Canada, against Dr. Saad and others. (Compl. ¶ 1, (citing *Sakab Saudi Holding Co., et al. v. Saad Khalid S Al Jabri, et al.*, No. CV-21-00655418-00CL (Ontario Superior Court of Justice (Commercial List))) (the “Ontario action”). The merits of the Ontario action, which point to the same purported “irregularities” as Sakab’s Complaint in this action, have not yet been adjudicated. Rather, immediately after filing suit, Plaintiffs obtained, *ex parte*, a preliminary “*Mareva*” order, which purported to freeze

Dr. Saad’s assets worldwide. (*Id.* ¶ 9(a)).<sup>15</sup> The *Mareva* order, among other things, restrained Dr. Saad from accessing his assets, and purported to appoint a receiver over certain assets and properties of the New East 804 805, New East (US), and New East Back Bay (“the New East Entities”), including real property involved in Sakab’s Massachusetts claims. (*Id.*).

42. The *Mareva* order was issued based on information the Public Prosecutor of Saudi Arabia obtained through the torture and unlawful detention of numerous witnesses, many of whom have been disappeared in Saudi Arabia.<sup>16</sup> In the United States, *Mareva* orders are viewed as a wholly unenforceable “nuclear weapon.” *Grupo Mexicano de Desarrollo S.A. v. Alliance Bond Fund, Inc.*, 527 U.S. 308, 332–33 (1999) (referring to *Mareva* injunctions as “a nuclear weapon of the law” and noting that a district court has “no authority to issue a preliminary injunction preventing [the disposal of] assets pending adjudication of [a] claim for money damages” (alteration and citation omitted)).

43. Despite the interim and purportedly worldwide reach of the *Mareva* Order, Sakab initiated the underlying suit two months after the preliminary orders issued in Canada in order to attempt the same pretextual harassment of Dr. Saad by attempting to tie up real estate assets owned by the New East Entities in Boston, Massachusetts.

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<sup>15</sup> Sakab’s Complaint misleadingly characterizes these orders as adjudications on the merits. (*See, e.g.*, Compl. ¶ 10 (claiming that a preliminary discovery order “[found[]], among other things, that the evidence submitted . . . demonstrate that Al Jabri used fraudulent means to divert funds”)).

<sup>16</sup> Members of Dr. Saad’s family, among others, are known to have provided false confessions under duress. *Sakab Saudi Holding Company and Public Prosecution*, No. cv-20-00653833-00CL, (Ontario Superior Court of Justice (Commercial List)), App. Record at 004–005 (Dec. 18, 2020). On information and belief, their statements were among those provided by the Public Prosecutor to the Ontario court, and Sakab’s claims in this Court appear to rely on this same evidence. Sakab admits that it possesses “a substantial amount of information in the files received from the Public Prosecutor,” including “witness statements,” that no one—including Dr. Saad—has reviewed. (*See* ECF No. 1-3, Affidavit of Abdulaziz Alnowaiser, ¶ 66).

44. Since the *Mareva* Order was issued, some businesses and tax and estate advisors have declined to do business with Dr. Saad.

45. On information and belief, Sakab's claims against Dr. Saad and his family arise from bin Salman's desire to consolidate power, exact a personal vendetta, and cause harm to Dr. Saad—not from any “corruption” or other wrongdoing.

46. On information and belief, Sakab and bin Salman also are attempting to cut off Dr. Saad's access to his assets, so that he will be unable to pursue the D.C. action, to defend against Sakab's pretextual lawsuits, to attempt to secure the return of his children from the Kingdom, and to pursue business opportunities or otherwise provide for himself and his family.

**Sakab's Efforts to Reach Properties in Boston, Massachusetts**

47. Sakab has attempted to encumber property in Massachusetts that it alleges was purchased with the proceeds of “a fraudulent scheme.” (Compl. ¶¶ 2, 72–92). Specifically, Sakab alleges, on information and belief, that Dr. Saad “directed, authorized, and funded the purchase of [the Boston Properties] with funds he misappropriated from [Sakab], and continues to beneficially own these properties.” (Compl. ¶ 89).

48. In fact, the funds used by Defendants to lawfully purchase the Boston Properties were paid to Dr. Saad as compensation for his legitimate work performed for Sakab and for the Ministry of Interior while he was a senior official in the Government of the Kingdom of Saudi Arabia, working at the direction of then-Crown Prince bin Nayef. This work frequently related to clandestine national security operations that used Sakab and its affiliated companies as cover. Dr. Saad therefore received compensation both in relation to the activities of the companies affiliated with Sakab that had commercial operations in Saudi Arabia, as well as for his successful and significant contributions to their “off-the-books” counterterrorism and national security activities, often in partnership with the United States Government.

49. The work for which Dr. Saad was compensated included work he conducted at bin Nayef's direction for Metaj Arabia for General Contracting Company ("Metaj") and The Technology Control Company ("TCC").

50. Metaj was a construction company incorporated in September 2008 as a joint venture between Sakab and Ethar Construction Establishment.

51. TCC was incorporated in June 2008 to operate in the information technology sector, particularly in relation to data, cybersecurity, and encryption.

52. Dr. Saad was heavily involved in national security and counterterrorism projects that included work performed by TCC and Metaj, as well as other Sakab-affiliated companies. These projects were frequently undertaken "off-the-books," and involved highly sensitive national security information. Given Dr. Saad's critical role (and success in it), bin Nayef directed that Dr. Saad would receive a greater percentage of the net profits of those companies. Agreements were in place with respect to these companies that reflected this enhanced percentage.

53. Bin Nayef directed Dr. Saad to receive compensation for the highly sensitive projects undertaken by Metaj and TCC. The funds were transferred from Sakab to either bin Nayef's or Dr. Saad's personal accounts, including Dr. Saad's personal HSBC account, or to Dreams International Advisory Services, Ltd. ("Dreams"), a company incorporated in the British Virgin Islands.<sup>17</sup> Dr. Saad's compensation, including percentages of profits and other bonuses, were paid from Sakab to Dr. Saad.

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<sup>17</sup> Following the palace coup in June 2017, Dr. Saad gifted most of his worldwide assets to Mohammed Aljabri in order to ensure that Dr. Saad's family would be provided for if Dr. Saad were disappeared or killed. Mohammed Aljabri is now the beneficial owner of Dreams, as well as the New East Entities.

54. Dr. Saad wired money from his personal HSBC account and from a separate bank account he held in Saudi Arabia, in order to purchase real estate in the United States, where his youngest two children planned to attend college.

55. For example, in December 2013, Dr. Saad initiated a wire transfer of approximately \$6,075,000 from his HSBC Private Bank Switzerland account to New East (US), funds ultimately used to purchase five properties located at 580 Washington Street. He made similar transfers to the New East Entities, the entities that purchased the other Boston properties.

**Dr. Saad's Inability to Present Evidence in his Defense**

56. Following bin Salman's seizure of power, bin Nayef was captured by armed guards, tortured, and threatened. His whereabouts remain unknown. Accordingly, on information and belief, bin Nayef is unable to testify, or to testify freely, in these or related proceedings. The same is true for other key witnesses with knowledge relevant to this proceeding—on information and belief, Salem Almuzaini, Majed Almuzaini, Abdullah Alhammad, and Abdullah Alsowailam, and many others, have been detained in Saudi Arabia and are unavailable to freely testify. Furthermore, Dr. Saad does not have access to his personal records, which are located in Saudi Arabia. On information and belief, those records have been seized or rendered inaccessible by bin Salman and the Saudi Government.

57. Furthermore, on information and belief, Dr. Saad is unable to defend himself from Sakab's allegations on the merits by presenting evidence and testimony from the United States, *i.e.*, the counterparty to some of the transactions and participant in many of the national security operations for which Dr. Saad was compensated. As demonstrated by its pending motion to intervene and its ability to assert privilege as to state secrets, (ECF No. 40), the United States is likely to resist discovery on those transactions and operations, notwithstanding that such discovery is critical to Dr. Saad's ability to demonstrate that his compensation was legitimate.

**Counterclaim I: Declaratory Judgment under 28 U.S.C. § 2201**  
**(Funds to Purchase New East Properties Were Lawfully Obtained)**

58. Dr. Saad incorporates all of the above paragraphs as though fully set forth herein.

59. An actual and substantial controversy exists as to whether Dr. Saad lawfully obtained the funds used to purchase eight properties in Massachusetts (“the Boston Properties”), which are implicated in this action.

60. A declaration from this Court that Dr. Saad lawfully obtained the funds used by the New East Entities to purchase the Boston Properties would settle the controversy because it would negate the false premise that Sakab and its affiliated companies have used to attempt to reach into the United States and encumber the Boston Properties—*i.e.*, that Dr. Saad fraudulently or unlawfully obtained the funds used to purchase the Boston properties.

61. As demonstrated by the significant amount of litigation in the United States and elsewhere since this action was filed on March 24, 2021, as well as media coverage of the litigation’s impact on the Boston Properties in the Boston Globe, the Washington Post, CNN, and other publications, this controversy is concrete and ongoing.<sup>18</sup>

62. The links between Dr. Saad’s compensation for his work and the purchase of the Boston Properties are clear. The funds used to purchase the Boston Properties were not ill-gotten gains derived from fraud. They were compensation that Dr. Saad received for his official work, including successfully carrying out counterterrorism and other sensitive national security programs, as a Saudi Government official and an advisor to former Crown Prince bin Nayef, often in conjunction with the United States Government.

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<sup>18</sup> *E.g.*, Tim Logan, *How eight fancy Boston condos figure into a fight over the Saudi throne*, The Boston Globe (Mar. 30, 2021), <https://www.bostonglobe.com/2021/03/30/business/how-eight-fancy-boston-condos-figure-into-fight-over-saudi-throne/>.

63. Pursuant to 28 U.S.C. §§ 2201, *et seq.*, Dr. Saad is entitled to a declaration that the Boston Properties were not acquired as part of a fraudulent scheme but were acquired lawfully and with legitimate funds.

64. In light of the existing controversy, Dr. Saad will be damaged in the absence of such a declaration. That damage includes economic harm, injury to his personal and business reputation and resulting loss of business relationships and opportunities, as well as emotional and other harm.

**Counterclaim II: Declaratory Judgment under 28 U.S.C. § 2201**  
**(Mareva Order Cannot Be Enforced in Massachusetts)**

65. Dr. Saad incorporates all of the above paragraphs as though fully set forth herein.

66. It is a foundational principle of jurisprudence that each country is the master of its own territory. Foreign courts therefore ordinarily refrain from issuing worldwide injunctions because they have jurisdiction to prescribe only conduct that, wholly or in substantial part, takes place within or affects their own territories.

67. There is a genuine and ongoing dispute between the parties as to the enforceability in Massachusetts of certain interim orders, including a *Mareva* order, issued by the Ontario Superior Court of Justice in the Ontario action. The parties have adverse legal interests of sufficient immediacy and reality to warrant the issuance of a declaratory judgment.

68. Federal courts in the United States have rejected the issuance of *Mareva* orders, or their domestication in the United States, because *Mareva* orders violate core principles of due process, as they are draconian pre-merits freezes on a party's private property with no adjudication on the merits of any claim.

69. Domestication of the *Mareva* order in the United States would present a particularly acute violation of due process in this case, because the main fact witnesses who would testify as

to the funds used in the transactions at issue, former Crown Prince bin Nayef and other of Dr. Saad's associates, have been disappeared in Saudi Arabia.

70. Domestication of the *Mareva* order in the United States would further violate core principles of due process because key evidence that Dr. Saad would present to demonstrate the lawfulness of the transactions and operations he was involved in related to Sakab, and the rationale for the large bonuses he was paid, requires evidence from the United States Government—a party to some of those transactions and a key partner in relevant operations. However, on information and belief, the United States Government is likely to resist discovery as to those transactions and operations on the grounds of the state secrets privilege. (*See* Dkt. 40, United States' Motion to Intervene and Motion for Stay of Briefing on Motion to Remand). As a result, Dr. Saad lacks the ability to present material evidence in his defense for reasons outside of his control.

71. The *Mareva* order is repugnant to United States and Massachusetts public policy because it denies due process and because its enforcement would cause serious injustice against Dr. Saad.

72. Furthermore, enforcement of the *Mareva* order in this forum would violate Massachusetts law governing the recognition and enforcement of foreign orders, including the Massachusetts Uniform Enforcement of Foreign Judgments Act, MGLA 218 § 4A, and the Massachusetts Uniform Foreign Money-Judgment Recognition Act, MGLA 235 § 23A.

73. On information and belief, without a declaration from this Court that enforcement of the *Mareva* order in the United States is unlawful, Sakab will continue to pursue enforcement of the *Mareva* order and cause harm to Dr. Saad.

74. Dr. Saad respectfully requests that the Court enter a declaratory judgment that the *Mareva* order cannot be enforced against Dr. Saad in Massachusetts or elsewhere in the United States.

75. In light of the existing controversy, Dr. Saad will be damaged in the absence of such a declaration. That damage includes economic harm, injury to his personal and business reputation and resulting loss of business relationships and opportunities, as well as emotional and other harm.

**Counterclaim III: Abuse of Process**

76. Dr. Saad incorporates all of the above paragraphs as though fully set forth herein.

77. Sakab has utilized civil processes, as described above, to accomplish numerous ulterior or illegitimate purposes, including, but not limited to: (i) coercing Dr. Saad to return to Saudi Arabia under duress, where he will be tortured and killed; (ii) harassing and intimidating Dr. Saad because bin Salman views Dr. Saad and bin Nayef as political rivals and/or threats; (iii) retaliating against Dr. Saad for filing the D.C. action; (iv) improperly affecting the resolution of the D.C. action by impugning Dr. Saad's credibility in other fora on unrelated claims; (v) coercing Dr. Saad to cease his cooperation with foreign governments, including the United States; (vi) undermining Dr. Saad's ability to defend himself effectively against bin Salman and his co-conspirators in the D.C. action and to secure the return of his children from Saudi Arabia; (vii) adversely influencing Dr. Saad's business and professional reputation in the United States; and (viii) publicly embarrassing and harassing Dr. Saad and members of his family.

78. On information and belief, Sakab instituted the Ontario action and the Massachusetts action knowing that they were predicated on false accusations against Dr. Saad and knowing that Dr. Saad would lack access to the information necessary to defend himself because such information is in the exclusive possession of the former Crown Prince bin Nayef, the

Government of the Kingdom of Saudi Arabia, or the United States Government. Sakab also instituted the Ontario action and the Massachusetts action knowing that the false allegations in both actions would be disseminated to the press and others, and that such dissemination would harm Dr. Saad's personal and business reputation.

79. The false allegations in the Massachusetts action are based on the same pretext as bin Salman's failed attempt to secure a Red Notice for Dr. Saad in 2018, which INTERPOL rejected as "politically motivated."

80. In this action, Sakab also filed a motion for a pre-judgment attachment for the improper purpose of domesticating an unenforceable foreign *Mareva* injunction.

81. Dr. Saad has suffered damages as a direct and proximate result of these abuses of process, including, but not limited to, economic injury, injury to his personal and business reputation, and emotional distress.

#### **PRAYER FOR RELIEF**

**WHEREFORE**, Counterclaim Plaintiff Dr. Saad respectfully requests that this Court grant the following relief:

- A. Enter a judgment declaring that the eight properties located at 580 Washington Street (5), 776 Boylston Street (2), and One Dalton Place (1), owned by New East 804 805, New East (US), and New East Back Bay, respectively, which Sakab references at paragraphs 72–88 of its Complaint, were purchased by the New East Entities using funds Dr. Saad Aljabri lawfully received as compensation for his work in the Kingdom of Saudi Arabia;
- B. Enter a judgment declaring that the *Mareva* Order is unenforceable in the United States as inconsistent with due process and the public policy surrounding enforceability of foreign judgments pursuant to international comity;

- C. Issue judgment in Dr. Saad's favor and against Sakab on all causes of action alleged herein;
- D. Award Dr. Saad damages as a result of Sakab's misconduct in an amount to be determined at trial;
- E. Award Dr. Saad his reasonable costs and expenses incurred in this action, including but not limited to attorneys' fees; and
- F. Grant such other further relief as the Court deems just and proper.

**DEMAND FOR JURY TRIAL**

Dr. Saad demands a trial by jury on all counts and claims so triable.

Dated: August 9, 2021

Respectfully submitted,

By:       /s/ Scott C. Ford      

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**CERTIFICATE OF SERVICE**

I, Scott C. Ford, certify that on August 9, 2021, I electronically transmitted the foregoing document to the Clerk's Office using the U.S. District Court for the District of Massachusetts' Electronic Document Filing System (ECF), which will serve a copy of this document upon all counsel of record.

*/s/ Scott C. Ford*

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Scott C. Ford