

Claimant: **Jorden Hollingsworth** vs.

Respondents: **DRVM LLC, AMJ Services, Ashraf “Peter” Boutros, Deepak Chopra, Maged “Mike” Boutros, Marie-Laurie Amiard-Boutros, Chattem, Inc. Quten Research Institute LLC, Sanofi-Aventis U.S. LLC**

**AMENDED DEMAND FOR ARBITRATION BEFORE  
JAMS ARBITRATION**

Case No.: #5160000821

Date: 02/26/2025

**I. INTRODUCTION**

This case is not a routine employment dispute—it is a deliberate, highly orchestrated corporate scheme designed to **misclassify wages, obscure employer liability, and manipulate payroll obligations**, all while funneling profits through a complex network of successor entities and financial trusts. At its core, this case is about the **Respondents’ failure to pay final wages on time, as required by law**, and their continued effort to evade statutory penalty wages through the use of shell corporations and successor entities, shielding them from direct employer liability.

The Respondents—Ashraf “Peter” Boutros, Deepak Chopra, Maged “Mike” Boutros, Osama Boutros, and Marie-Laurie Amiard-Boutros—engineered a **multi-layered payroll structuring operation** spanning multiple states, involving at least **30** corporate entities, all of which functioned through a centralized financial hub at **411 E Bonneville Ave, Las Vegas, NV**—the address listed on Claimant’s paystub.

At the center of this scheme is “**Direct Demo**,” the sales and marketing division for **Qunol** and **Zena Nutrition** products. Respondents structured this business in a way that allowed them to hire employees under different legal entities while falsely presenting them as a single, unified employer. Payroll records confirm that **AMJ Services LLC, DRVM LLC, MK Marketing LLC, and DRC Demo LLC** all operated under the “*Direct Demo*” brand, despite being separate legal entities created for the sole purpose of shifting employer liability, reclassifying wages, and concealing financial responsibility.

Claimant was terminated on **December 12, 2024**, triggering an immediate legal obligation under **ORS 652.140** to issue final wages no later than **December 13, 2024**. Instead, Respondents failed to pay Claimant until **December 27, 2024—14 days late**. Under **ORS 652.150**, failing to pay

final wages on time triggers penalty wages, requiring the employer to compensate the employee at their regular daily rate for up to 30 days. As of December 28, 2024, when penalty wages were due, Respondents **still had not complied with their legal obligations.**

Respondents' refusal to pay penalty wages was not an oversight—it was a deliberate and calculated effort to avoid accountability through the use of shell corporations and successor entities. Their payroll structuring tactics **systematically dissolved, transferred, and restructured payroll obligations to obstruct employees from enforcing their rights to timely wages.** Employer identity changed multiple times, and payroll was issued under dissolved or successor entities, creating legal and procedural barriers for unpaid wage claims.

### **Successor Liability & Corporate Deception**

Respondents strategically operated successor entities at 411 E Bonneville, assuming payroll functions previously handled by DRVM LLC after its dissolution—without assuming the associated financial liabilities. This triggers successor liability principles under **Oregon law**, which hold that a business continuing the same operations, processing payroll, or financially benefiting from a **dissolved entity's workforce** is responsible for outstanding obligations.

Additionally, public business registrations confirm that several payroll-processing and commission-structuring entities are linked to the **Boutros Family Foundation**. Rather than issuing commissions and wages directly, Respondents structured payments through multiple entities, creating layers of corporate separation between those controlling the financial benefits and those responsible for payroll obligations.

### **Sanofi's Direct Involvement in Payroll Structuring**

This scheme extends beyond just Chopra & Boutros controlled businesses. Sanofi, through its wholly owned subsidiaries, **Chattem, Inc. and Quten Research Institute, played a direct financial role in payroll structuring and commission misclassification.**

- Sanofi owns Quten Research Institute, which financially controlled Qunol commissions that were misclassified as wages.

- Sanofi owns Chattem, Inc., a company with multiple entities at 411 E Bonneville, which has direct ties to payroll processing and employer identity manipulation.
- Payroll funds and commissions moved through Sanofi-controlled entities, linking them to financial structuring that concealed employer responsibility.

Given these financial relationships, Sanofi cannot argue that it is “too far removed” from payroll structuring when its subsidiaries were **financially benefiting from wage suppression and successor liability structuring**.

### **Employer Identity Manipulation & Wage Misclassification**

Claimant’s wages were manipulated through a system designed to shield employer liability:

- Paystubs falsely reflected excessive work hours to conceal misclassified commissions.
- Payroll was processed under dissolved entities, violating Oregon law (**ORS 60.637, ORS 60.654**).
- Employer identity changed repeatedly, obstructing legal claims for unpaid wages.

### **Full Discovery is Necessary to Uncover Financial Responsibility**

Given these concerns, full discovery is required to clarify:

- The flow of payroll processing and financial transfers between Respondents’ entities.
- The structuring of commissions to determine whether earnings were misclassified as wages.
- The role of successor entities in processing payroll and whether liability was concealed.
- The relationship between businesses handling payroll and those financially benefiting from the workforce.

## **Requested Relief**

Accordingly, Claimant respectfully requests that the arbitrator:

1. Hold all named Respondents jointly and severally liable for unpaid wages, misclassified earnings, and financial mismanagement where successor liability applies.
2. Grant full financial discovery into payroll structuring, commission reclassification, and the potential concealment of employer responsibilities.
3. Issue an adverse inference ruling should any Respondent fail to produce relevant payroll or financial records.
4. Enforce full statutory penalty wages under **ORS 652.140** and **ORS 652.150**.

## **Conclusion**

This arbitration is necessary to expose the full extent of this payroll structuring scheme, hold the Respondents accountable for wage violations, and ensure that financial liability is no longer concealed behind layers of corporate deception. Sanofi, as the ultimate parent company, must answer for the payroll decisions made by its subsidiaries. The Respondents' deliberate payroll structuring efforts obstructed the Claimant's ability to seek unpaid wages, demonstrating bad faith and employer deception.

## **II. PARTIES**

### **A. Claimant**

Jorden Hollingsworth

Claimant was employed under the “*Direct Demo*” brand and was directly impacted by the Respondents’ payroll structuring scheme, wage misclassification, and successor liability maneuvers. Claimant’s paystubs list 411 E Bonneville as the payroll location, confirming that **payroll processing was centralized through the corporate structure controlled by the Respondents.**

## **B. Respondents**

### **1. Ashraf “Peter” Boutros (Chief Architect of Payroll Structuring & Financial Concealment, Co-Founder of Quten Research Institute)**

Role: Central financial architect of the successor business network at 411 E Bonneville and primary controller of financial trusts used to manage payroll obligations and transfer employer liability.

Business Ties at 411 E Bonneville:

- **Basil Management Trust** – *Primary financial hub for payroll structuring & successor business control.*
- **Rita GP Partners LLC** – *Payroll movement & financial transfers among successor businesses.*
- **VitaMina Labs LLC** – *Successor business for payroll & commission processing from Zena Nutrition sales.*
- **Zena Nutrition Inc.** – *Payroll processing & commission movement for Zena product sales.*
- **FC – Nevada Inc.** – *Corporate successor entity for payroll & financial transfers at 411 E Bonneville.*
- **Boutros Boys Inc.** – *Privately controlled financial entity with ties to payroll movement & financial structuring.*

### **2. Deepak Chopra (Financial & Payroll Structuring Specialist, Co-Founder of Quten Research Institute)**

Role: Co-managed multiple financial entities used for payroll structuring, commission processing, and financial transfers tied to Qunol commissions and employer identity concealment.

Business Ties at 411 E Bonneville:

- **Quten Research Institute** – *Financially linked to payroll movement & Qunol product sales structure.*
- **TPD IP LLC** – *High-value financial holding entity tied to payroll & financial transfers at 411 E Bonneville.*
- **Rita GP Partners LLC** – *Co-managed with Ashraf Boutros, involved in payroll transfers & financial structuring at 411 E Bonneville.*

### **3. Maged “Mike” Boutros (Payroll Movement & Successor Business Management)**

Role: Managed payroll transfers, employee onboarding, and wage movement between successor entities while operating multiple payroll-processing businesses.

Business Ties at 411 E Bonneville:

- **DRVM LLC** – *Dissolved, with payroll responsibilities shifted to successor businesses at 411 E Bonneville.*
- **MK Marketing LLC** – *Payroll processor & employer entity listed in Direct Demo employee portals.*
- **AMJ Services LLC** – *Successor payroll movement for Direct Demo employees & payroll processing at 411 E Bonneville.*
- **MB Stewardship LLC** – *Financial structuring entity with payroll links at 411 E Bonneville.*
- **MMB Marketing LLC** – *Payroll & employee onboarding entity at 411 E Bonneville.*
- **Pishoy Holdings LLC** – *Financial entity tied to payroll transfers & successor business operations.*

#### **4. Marie-Laurie Amiard-Boutros (Financial Transfers & Payroll Processing Manager)**

Role: Oversaw payroll processing, wage structuring, and financial transactions tied to successor businesses, including those used for employer identity concealment.

Business Ties at 411 E Bonneville:

- **MK Marketing LLC (Washington)** – *Employer entity tied to employee onboarding & payroll processing at 411 E Bonneville.*
- **QIP Management Trust** – *Financially linked to payroll movement, tax structuring, & employee transfers at 411 E Bonneville.*
- **FC – Nevada Inc.** – *Corporate successor entity for payroll & financial transactions at 411 E Bonneville, linked to employee wage processing.*

#### **5. Osama Boutros (Payroll Structuring & Financial Decision-Making for Successor Businesses)**

Role: Controlled successor businesses responsible for payroll movement, wage distribution, and tax structuring.

Business Ties at 411 E Bonneville:

- **QIP Management Trust** – *Payroll movement entity & successor business to DRVM LLC at 411 E Bonneville.*
- **FC – Nevada Inc.** – *Corporate payroll structuring entity tied to payroll movement & wage processing at 411 E Bonneville.*

#### **6. Sanofi (Global Parent Company of Payroll-Linked Subsidiaries)**

Role: Ultimate parent company of Chattem, Inc. and Quten Research Institute, both of which played a role in payroll movement and employer identity manipulation.

Business Ties to Payroll Structuring:

- **Quten Research Institute** – *Handled Qunol commissions & financial structuring linked to payroll movement.*
- **Chattem, Inc.** – *Owns multiple entities at 411 E Bonneville, connected to financial movement & wage processing.*
- **TPD IP LLC** – *Sanofi-controlled financial entity involved in payroll structuring & wage classification changes.*

### **C. The Entities Used to Structure Payroll & Conceal Liability**

The Respondents’ payroll structuring network at 411 E Bonneville involved **multiple shell companies, successor businesses, and financial trusts**, all designed to obscure financial responsibility and shift employer liability. While each Respondent directly controlled individual entities, the following businesses collectively played a role in payroll movement and wage misclassification:

- **Sanofi & Its Subsidiaries**
- **Quten Research Institute** – *Controlled Qunol commission processing & payroll-related transfers.*
- **Chattem, Inc.** – *Financially linked to payroll movement & payroll-related employer deception.*
- **TPD IP LLC** – *Sanofi-controlled financial holding entity involved in payroll & financial transfers.*

### **Payroll Structuring & Employer Identity Manipulation Entities**

- **AMJ Services LLC** – *Payroll processing & successor entity for “Direct Demo” employees.*
- **MK Marketing LLC** – *Employer entity appearing in “Direct Demo” employee portals.*
- **Basil Management Trust** – *Financial hub controlling payroll structuring & successor business movement.*
- **QIP Management Trust** – *Payroll movement & financial transactions for successor entities.*
- **FC – Nevada Inc.** – *Corporate successor business handling payroll obligations at 411 E Bonneville.*

## Commission Structuring & Wage Classification Entities

- **VitaMina Labs LLC** – *Zena Nutrition product processing & commission movement tied to payroll transfers.*
- **Zena Nutrition Inc.** – *Commission payments & wage processing structured through 411 E Bonneville.*
- **Rita GP Partners LLC** – *Payroll movement & financial control over payroll structuring network at 411 E Bonneville.*

## Conclusion

The Respondents are not independent business owners operating separate entities—they are part of a coordinated financial network designed to transfer payroll obligations, obscure employer liability, and evade wage-related responsibilities. Sanofi, as the ultimate parent company, must answer for its subsidiaries' involvement in payroll structuring and wage misclassification.

The next sections will analyze how these successor businesses functioned to shift payroll liabilities, misclassify earnings, and prevent employees from filing wage claims against a clear employer.

## III. STATEMENT OF AMENDMENT

Claimant Jorden Hollingsworth submits this Amended Demand for Arbitration to expand the scope of arbitration based on **newly uncovered evidence** that implicates additional Respondents and successor entities involved in **payroll structuring, wage misclassification, and employer deception**.

This amendment is legally necessary under **Oregon successor liability laws (ORS 60.637 & ORS 60.654)** and **JAMS Arbitration Rules**, as Respondents engaged in a coordinated payroll structuring scheme at 411 E Bonneville Ave, Las Vegas, NV—the address listed on Claimant's paystub. The misclassification of wages, concealment of employer identity, and use of shell corporations to obscure payroll obligations necessitate expanded arbitration relief.

## Respondents & Their Direct Involvement in Payroll Structuring

- **Ashraf “Peter” Boutros** – *Central financial architect of payroll structuring, responsible for financial decision-making, employer identity manipulation, and successor business creation.*
- **Deepak Chopra** – *Commission reclassification and payroll processing, financially linked to successor entities and Qunol product commissions.*
- **Maged “Mike” Boutros** – *Payroll movement & successor business management, responsible for payroll obligations after DRVM LLC’s dissolution.*
- **Osama Boutros** – *Payroll concealment & financial structuring, linked to successor entities that continued payroll obligations at 411 E Bonneville.*
- **Marie-Laurie Amiard-Boutros** – *Financial transactions & employer identity manipulation, involved in payroll processing and successor liability structuring.*
- **Sanofi** – *Global parent company of Chattem, Inc. and Quten Research Institute, both of which played a role in payroll movement and employer identity manipulation.*
- **Chattem, Inc.** – *Sanofi-owned entity linked to financial movement, payroll processing, and potential tax misclassification of earnings.*
- **Quten Research Institute** – *Sanofi-owned subsidiary responsible for Qunol commissions, which were fraudulently reclassified as hourly wages.*

### **Key Evidence Supporting This Amendment**

- DRVM LLC was dissolved, yet payroll obligations continued under successor entities, violating Oregon successor liability laws.
- Claimant’s paystubs continued listing DRVM LLC **after its dissolution**, proving employer misrepresentation and payroll structuring.
- Payroll responsibilities were transferred to AMJ Services LLC, MK Marketing LLC, QIP Management Trust, TPD IP LLC, and FC – Nevada Inc., **all of which continued payroll obligations.**
- Commissions from Qunol & Zena Nutrition were reclassified as **hourly wages**, allowing the employer to **manipulate tax obligations and avoid commission-based liability.**
- Employer **identity was repeatedly changed**, preventing employees from filing wage claims against a singular employer.

- Failure to pay final wages as required by **ORS 652.140** and **ORS 652.150** triggers statutory penalty wages, which are now part of the expanded relief sought.

### **Why This Amendment Must Be Accepted**

- It adds newly identified Respondents who controlled payroll movement, successor liability structuring, and wage reclassification.
- It expands the scope of arbitration to include financial concealment, employer misrepresentation, and payroll structuring violations.
- It ensures full transparency regarding who controlled payroll, how wages were classified, and whether financial fraud occurred.
- It provides the arbitrator with the necessary legal framework to hold all liable parties accountable for payroll deception and wage violations.

### **Relief Sought Under This Amendment**

1. Hold all named Respondents jointly and severally liable for unpaid wages, successor liability, and financial mismanagement.
2. Grant full discovery into payroll structuring, commission reclassification, and employer concealment.
3. Award statutory penalty wages under **ORS 652.150** for Respondents' failure to pay final wages on time.
4. Issue an adverse inference ruling if Respondents fail to provide relevant payroll or financial records.

This amendment is critical to ensuring full accountability for the financial structuring that allowed Respondents to avoid their wage obligations. The arbitrator must permit this amendment to prevent Respondents from using corporate structuring as a shield against legitimate wage claims.

## **IV. FACTUAL BACKGROUND**

## A. A Highly Orchestrated Payroll Structuring and Concealment Scheme

This case is not simply about unpaid wages—it is about a **deliberate, highly orchestrated payroll concealment scheme** designed to **misclassify earnings, obscure employer identity, and shield financial liability** through a network of successor entities and financial trusts.

The Respondents—Ashraf “Peter” Boutros, Deepak Chopra, Maged “Mike” Boutros, MarieLaurie Amiard-Boutros, and Osama Boutros—engineered a multi-state payroll structuring operation spanning over 30 corporate entities, all of which were strategically designed to shift **employer liability, manipulate payroll obligations, and conceal financial responsibility**.

At the center of this scheme is “*Direct Demo*,” a **sales and marketing front** used to obscure employer responsibility for Qunol and Zena Nutrition products. Rather than operating as a legitimate business, “*Direct Demo*” was a **corporate shell**, allowing Respondents to funnel payroll obligations through successor entities while profits remained controlled by the Boutros family and Deepak Chopra.

Instead of issuing paychecks from a single employer, the Respondents systematically structured payroll obligations across multiple successor entities, rotating employer names to **obstruct wage claims and mislead employees about their actual employer**.

### Key Facts Proving the Payroll Concealment Scheme:

- Employees were falsely led to believe they worked for “*Direct Demo*,” but payroll was processed through shell companies.
- Claimant’s paystubs list 411 E Bonneville as the payroll location, proving centralized payroll control, yet wages were issued from entities registered in multiple states.
- DRVM LLC was dissolved, yet payroll obligations continued under successor businesses, violating **ORS 60.637** (prohibiting post-dissolution business activity).
- Employer identity was altered across pay periods, preventing employees from knowing which entity was actually responsible for their wages.
- Commissions from Qunol and Zena Nutrition were fraudulently reclassified as hourly wages, manipulating tax obligations and creating payroll discrepancies.

## B. 411 E Bonneville – The Centralized Payroll Hub with Direct Links to Sanofi

The Respondents operated payroll through multiple successor entities, all registered at 411 E Bonneville Ave, Las Vegas, NV, proving that this address was used as a centralized financial hub to control payroll movement while preventing legal accountability.

Sanofi, a multinational pharmaceutical company, **directly owns and controls entities registered at 411 E Bonneville**. These entities, including Quten Research Institute and Chattem, Inc., were financially involved in payroll movement, commission reclassification, and successor business transfers.

### **Key Connections to Sanofi and Payroll Structuring:**

- Sanofi owns Chattem, Inc., which is a listed member of TPD IP LLC, a payroll-linked business registered at 411 E Bonneville.
- Sanofi owns Quten Research Institute, which oversees Qunol products, directly linking Sanofi to payroll movement and commission structuring.
- The payroll manager handling wage **disputes used a Tennessee phone number**—the same state where Chattem, Inc. is headquartered—raising concerns about whether payroll was processed through Sanofi-controlled entities.

Sanofi, through its subsidiaries, is financially linked to the businesses that controlled payroll at 411 E Bonneville. This creates a direct connection between Claimant’s payroll, the entities processing wages, and Sanofi’s financial oversight of those entities.

### **C. The Boutros Family Foundation & Payroll Structuring**

One of the most alarming financial discoveries in this case is the direct link between payroll structuring and the Boutros Family Foundation.

- VitaMina Labs, a company financially linked to Zena Nutrition product sales, lists its mailing address as **15 Vela Way, Bridgewater, NJ**—the same address as the **Boutros Family Foundation**.
- This raises serious concerns about whether profits from Zena Nutrition were funneled into the Boutros Family Foundation while **payroll obligations remained unpaid**.
- Rather than wages and commissions being processed transparently, profits appear to have been **rerouted into private financial trusts**, ensuring that liability remained fragmented while the Boutros family retained financial control.

The fact that a payroll-linked company is registered to the same address as a private family foundation suggests a deliberate effort to separate financial gains from payroll responsibilities.

#### **D. DRVM LLC’s Dissolution & Continued Payroll Use (Successor Liability Fraud)**

Despite being legally dissolved, DRVM LLC continued issuing wages, a direct violation of **ORS 60.637**.

- Claimant’s paystubs still listed DRVM LLC as the payroll provider, proving that business operations were never legally wound down.
- Instead of properly closing the business, DRVM’s payroll functions were transferred to AMJ Services LLC, MK Marketing LLC, and FC – Nevada Inc., ensuring that wage obligations remained hidden behind successor businesses.
- Under **ORS 60.654**, any business that assumes payroll responsibilities from a dissolved entity is legally responsible for unpaid wages, confirming that successor liability applies in this case.

#### **E. Payroll Misclassification & Concealment of Wages**

The Respondents deliberately misclassified commissions as wages to reduce employer tax liabilities, manipulate tax burdens, and obscure true earnings.

#### **Key Payroll Misclassification Findings:**

- Claimant’s ADP payroll records show excessive work hours—some exceeding **200 hours** per pay period—despite an average of **30 hours** worked.
- Commissions from Qunol and Zena Nutrition were blended into hourly wages, **distorting tax obligations and reducing employer liabilities**.
- Rather than issuing commissions separately, payroll structuring ensured that commissions were concealed within general payroll earnings, making it impossible for employees to track actual earnings.

## **F. Employer Identity Concealment & the Use of Multiple Identities**

Ashraf “Peter” Boutros deliberately used different names across business filings to create legal separation between financial control and payroll responsibility. • For Quten Research Institute, he is listed as “Peter Boutros.”

- For VitaMina Labs and Zena Nutrition, he is listed as “Ashraf Boutros.”
- This name manipulation allowed him to control multiple payroll-linked businesses while avoiding direct liability for wage obligations.

By fragmenting payroll structuring across multiple names and businesses, Ashraf Boutros ensured that employer responsibility was concealed, preventing wage claims from being properly pursued.

## **G. The Payroll Manager Identity Cover-Up**

When Claimant demanded unpaid wages, a payroll manager named **Collins Coltharp** responded—but with a signature listing **AMJ, LLC**, not AMJ Services LLC.

- The phone number associated with Coltharp was a Tennessee number, yet no “*Direct Demo*” payroll entities are registered in Tennessee.
- This raises major concerns about whether Chattem, Inc.—a Tennessee-based company financially linked to TPD IP LLC and payroll structuring at 411 E Bonnevill—played a role in wage processing.

### **Critical Questions That Require Discovery:**

- Who was Collins Coltharp actually working for when handling payroll disputes?
- Why was AMJ, LLC referenced in payroll correspondence instead of AMJ Services LLC?
- Did Chattem, Inc. play a direct role in processing payroll?

## H. Conclusion – A Deliberate Payroll Structuring Scheme

This was not an isolated payroll issue—it was a deliberate financial strategy designed to:

- Conceal employer identity and obstruct wage claims.
- Reclassify commissions to shift employer tax burdens.
- Funnel payroll-linked profits into private financial trusts.
- Use successor businesses to shield Respondents from financial responsibility.

This case demands full discovery into payroll structuring and successor liability violations to expose how employer deception was used to suppress wages, obscure employer accountability, and avoid legal consequences.

## V. PAYROLL STRUCTURING NETWORK & SUCCESSOR LIABILITY

Respondents engaged in a deliberate and sophisticated payroll structuring scheme designed to **conceal employer identity, manipulate payroll obligations**, and shift financial responsibility across a network of successor businesses and multinational corporate entities. The objective was clear: **evade liability for unpaid wages while continuing operations** under different legal entities to prevent accountability.

This case is not just about unpaid wages—it is about fraudulent payroll structuring, successor liability evasion, and the intentional misclassification of employer identities to obstruct wage claims. Every Respondent, including Sanofi, Chatterm, Inc., and Quten Research Institute, played a **direct role** in structuring the financial movement of payroll obligations across multiple entities, ensuring that wage claims could not be directed at a **singular employer**.

At the center of this scheme is Ashraf “Peter” Boutros, who intentionally used two different names in business registrations—“Peter” for Quten Research Institute and “Ashraf” for VitaMina Labs and Zena Nutrition—to obscure financial control and ownership across multiple businesses. This deliberate manipulation of corporate records prevents a clear link between the companies

controlling payroll and the entities processing employee wages, making it nearly impossible for employees to file direct wage claims against the true employer.

Successor liability under **ORS 60.637** and **ORS 60.654** mandates that when one business absorbs the workforce, payroll processing, and financial benefits of a predecessor, it assumes that entity's financial responsibilities. The evidence overwhelmingly confirms that successor businesses at 411 E Bonneville Ave, Las Vegas, NV, inherited payroll obligations from DRVM LLC and must be held financially responsible.

### **A. The Payroll Structuring Scheme & Employer Identity Concealment**

Respondents intentionally structured payroll through layers of interconnected shell corporations and multinational corporate entities to:

- Conceal the identity of the actual employer to obstruct wage claims.
- Rotate payroll obligations between successor businesses to evade liability.
- Misclassify commissions as wages to manipulate tax reporting.
- Funnel payroll-related funds through successor businesses while continuing operations.

### **Ashraf “*Peter*” Boutros’ Name Manipulation to Hide Financial Control**

Ashraf Boutros used two different names in corporate filings depending on the company he was associated with:

- “Peter Boutros” for Quten Research Institute, which was later acquired by Sanofi.
- “Ashraf Boutros” for VitaMina Labs and Zena Nutrition, which were responsible for commission payments to Claimant.

By altering his name depending on the entity, he obscured financial transfers and payroll responsibilities, ensuring that no single entity could be held directly liable for unpaid wages.

## **B. Successor Entities That Assumed Payroll Obligations**

The payroll structuring scheme involved successor businesses, multinational subsidiaries, and private financial trusts, all linked to the 411 E Bonneville address and Sanofi-controlled entities.

### **Direct Payroll Processors & Employer Identity Manipulators**

- **DRVM LLC** – *Dissolved but continued issuing payroll on Claimant’s paystubs.*
- **AMJ Services LLC** – *Took over payroll processing after DRVM LLC was dissolved.*
- **MK Marketing LLC** – *Listed on the Direct Demo employee portal, confirming its employer role.*
- **FC – Nevada Inc.** – *Financially linked to payroll processing at 411 E Bonneville.*
- **TPD IP LLC** – *Managed payroll transfers and is financially connected to Chattem, Inc. and Sanofi.*

### **Financial Entities Facilitating Payroll Transfers & Wage Structuring**

- **Sanofi (Parent Company of Chattem, Inc. and Quten Research Institute)** – *Financially linked to payroll obligations at 411 E Bonneville.*
- **Basil Management Trust** – *Central financial hub controlling payroll-linked businesses.*
- **QIP Management Trust** – *Managed financial transfers linked to payroll funding.*
- **Rita GP Partners LLC** – *Handled payroll and financial structuring.*
- **Boutros Boys Inc.** – *Directly linked to financial transactions at 411 E Bonneville.*

### **Business Entities with Ties to Commission Payments & Payroll Processing**

- **VitaMina Labs LLC** – Financially linked to commission payments for Zena Nutrition. Heavily invested entity by **PB Management Trust, Mina Management, and Ashraf Boutros**. Connected to **Boutros Family Foundation**.
- **Zena Nutrition Inc.** – Processed payments related to Claimant’s commissions. Specifically owned by **Ashraf Boutros**, which is connected to the **Boutros Family Foundation**.
- **MAK Nutrition LLC** – Highly invested entity by **QRIB Intermediate Holdings (Quten Research Institute, Chattem, Inc** (With the Sanofi U.S. Headquarters address)
- **MAK Media LLC** – Highly invested by **QRIB Intermediate Holdings, Mina GP Partners LLC, and Basil Management Trust**, connected to payroll transactions at 411 E Bonneville.
- **MAK Digital LLC** – Highly invested entity by **QRIB Intermediate Holdings, Mina GP Partners, and Basil Management Trust**. Associated with commission payments and financial transfers.

These entities, all tied to 411 E Bonneville, functioned as part of a single business network designed to obscure payroll obligations and protect Sanofi’s financial interests.

### C. Successor Liability Under Oregon Law

Under **ORS 60.637** and **ORS 60.654**, successor businesses are financially responsible for the payroll obligations of their predecessors when they:

1. Continue operations under a different name.
2. Retain the same employees or workforce.
3. Assume payroll functions and employer responsibilities.
4. Financially benefit from the predecessor’s operations.

### Respondents’ business restructuring meets all four conditions:

- Claimant’s paystub continued listing DRVM LLC after its dissolution, confirming successor businesses absorbed payroll functions.



- DRVM LLC ceased operations, but AMJ Services LLC, MK Marketing LLC, and FC – Nevada Inc. continued payroll processing.
- Payroll funding was moved between successor businesses, shielding Respondents from **direct liability while continuing operations**.
- Sanofi subsidiaries, including Chattem, Inc., were **financially tied to payroll transactions**, reinforcing successor business control.

Successor businesses cannot inherit payroll functions without inheriting financial liability. **D.**

### **Financial Discovery Will Confirm Successor Liability**

To expose the full scope of payroll structuring fraud, Claimant requests discovery into:

- Payroll records from DRVM LLC, AMJ Services LLC, MK Marketing LLC, and FC – Nevada Inc.
- Bank transfers reflecting payroll movement between these entities.
- Corporate filings, tax records, and business agreements confirming payroll transitions.
- Internal emails discussing employer name changes and wage reclassification.
- Financial transactions involving Sanofi, Chattem, Inc., and Quten Research Institute, **related to payroll processing**.

Successor liability is not optional—payroll obligations transfer automatically when businesses inherit workforce and payroll functions.

### **E. Sanofi’s Financial Ties to Payroll Structuring at 411 E Bonneville**

Sanofi is not an uninvolved third party—its subsidiaries **financially benefited** from payroll transactions processed through the 411 E Bonneville business network.

- Chattem, Inc. is a registered member of TPD IP LLC, a payroll-linked entity at 411 E Bonneville.
- Sanofi's acquisition of Quten Research Institute connects its subsidiaries to payroll-related financial transfers.
- Sanofi-controlled subsidiaries assumed payroll obligations, triggering successor liability. Controls multiple entities at the 411 E. Bonneville. Not just one. Multiple.

Financial discovery will determine whether payroll structuring fraud extended into Sanoficonrolled businesses.

### **F. Conclusion – Successor Businesses Must Assume Payroll Liabilities**

- Oregon law mandates that successor businesses assume payroll obligations when they continue payroll processing.
- Claimant's wages were processed through successor entities, confirming their financial responsibility.
- Sanofi's subsidiaries played a financial role in payroll obligations at 411 E Bonneville.
- Employer identity manipulation and payroll transfers confirm fraudulent wage structuring.
- Discovery will expose payroll fraud and inter-company transactions linking successor businesses to unpaid wage obligations.

Claimant respectfully requests that the arbitrator enforce full successor liability and require Respondents, including Sanofi and its subsidiaries, to assume all financial obligations related to unpaid wages, penalty wages, and misclassified commissions.

## **VI. LEGAL CLAIMS AND BASIS FOR RELIEF**

This case presents a deliberate, highly orchestrated corporate scheme designed to **misclassify wages, obscure employer liability, and manipulate payroll obligations**, all while funneling profits through a complex network of **successor entities, financial trusts, and global parent companies** like Sanofi.

The Respondents—Ashraf “Peter” Boutros, Deepak Chopra, Maged “Mike” Boutros, MarieLaurie Amiard-Boutros, Osama Boutros, Sanofi, Chattem, Inc., and Quten Research Institute—engineered a multi-layered payroll structuring operation that **strategically transferred wage obligations** across multiple businesses at 411 E Bonneville Ave, Las Vegas, NV.

**This was not an accident or a technical payroll error**—it was a structured effort to evade employer responsibility for unpaid wages, delay final wage payments, and manipulate tax obligations, ensuring that no single entity retained liability long enough to be held accountable.

Under Oregon employment law (**ORS 652.140, ORS 652.150, ORS 60.637, and ORS 60.654**), federal wage laws, and common law fraud principles, Claimant seeks full accountability for payroll structuring fraud, successor liability violations, and deliberate failure to issue final wages.

#### **A. FAILURE TO PAY WAGES & PENALTY WAGES (ORS 652.140 & ORS 652.150)**

Oregon law mandates strict timelines for wage payment upon termination and imposes penalty wages for willful nonpayment:

- **ORS 652.140** requires employers to pay all final wages immediately upon termination if an employee is discharged and within five days if the employee resigned with notice.
- **ORS 652.150** imposes penalty wages for up to **30 days** when an employer willfully fails to pay wages on time.

Oregon law does not allow an employer to delay payment indefinitely or issue penalty wages later at their discretion—penalty wages themselves must be paid within the statutory period, just like unpaid wages.

#### **Violations by Respondents:**

- Claimant’s final wages were not issued within the legally required timeframe.

- Respondents deliberately manipulated payroll records and transferred wage obligations to successor businesses to obstruct wage payment.
- Payroll was processed under dissolved or misclassified entities, further preventing Claimant from receiving earned wages.
- Penalty wages should have been paid within the statutory 12-day period following termination under ORS 652.150, yet Respondents ignored their obligation and failed to issue them.

**Sanofi, through its subsidiaries, directly benefited from the payroll structuring used to evade wage payments:**

- Chattem, Inc., a Sanofi subsidiary, is financially linked to TPD IP LLC, which controlled payroll transfers for Direct Demo.
- Quten Research Institute, also owned by Sanofi, played a role in structuring Qunol commissions that were misclassified as wages.
- By controlling multiple businesses financially tied to payroll obligations, Sanofi assumed liability under successor business principles.

**B. SUCCESSOR LIABILITY FOR DRVM LLC’S PAYROLL OBLIGATIONS (ORS 60.637 & ORS 60.654)**

Oregon law prohibits the continuation of business operations under a dissolved entity while transferring its obligations to successor businesses without assuming financial liabilities:

- **ORS 60.637** prohibits dissolved entities from conducting ongoing business operations.
- **ORS 60.654** states that any business assuming payroll obligations from a dissolved entity inherits its outstanding debts.

**Violations by Respondents:**

- DRVM LLC was legally dissolved, yet payroll continued to be processed under its name in violation of **ORS 60.637**.
- Payroll functions were absorbed by successor entities at 411 E Bonneville, confirming successor liability.

- Claimant’s paystubs continued listing DRVM LLC as the employer even after its dissolution, proving continued business operations.
- Sanofi and its subsidiaries, Chattem, Inc. and Quten Research Institute, were financially linked to businesses that continued payroll obligations.

### **C. PAYROLL MISCLASSIFICATION & WAGE STRUCTURING FRAUD**

Respondents intentionally misclassified commissions as wages to manipulate tax reporting, payroll structuring, and employee compensation.

#### **Violations by Respondents:**

- Instead of paying commissions separately, Respondents structured them as part of Claimant’s hourly wages, **distorting tax withholdings.**
- ADP payroll records falsely inflated work hours, sometimes exceeding **200 hours** per pay period despite actual hours worked being significantly lower.
- Commissions for Qunol and Zena Nutrition products were embedded in payroll, preventing employees from tracking earnings separately.

#### **Sanofi subsidiaries financially benefited from this misclassification:**

- Quten Research Institute structured Qunol commissions in a way that allowed payroll processing through TPD IP LLC & MAK Nutrition LLC, **a Sanofi-controlled entity.**
- Chattem, Inc., a registered member of **TPD IP LLC & MAK Nutrition LLC**, played a role in handling payroll-related financial movement.

### **D. FRAUDULENT CONCEALMENT OF EMPLOYER IDENTITY & PAYROLL RESPONSIBILITIES**

Respondents deliberately structured payroll movement and successor businesses to evade employer liability.

### **Violations by Respondents:**

- Employer names were rotated across pay periods, obstructing legal accountability.
- Payroll obligations were shifted between AMJ Services LLC, MK Marketing LLC, and FC – Nevada Inc. to ensure no single entity retained responsibility.
- Sanofi-controlled entities, including Chattem, Inc. and Quten Research Institute, were financially tied to businesses handling payroll at 411 E Bonneville.
- Ashraf “Peter” Boutros deliberately used different names for different entities—appearing as “Peter Boutros” for Quten Research Institute and “Ashraf Boutros” for VitaMina Labs and Zena Nutrition—to manipulate employer accountability.

### **E. DAMAGES REQUESTED**

Claimant seeks full and fair compensation for the financial and emotional harm caused by Respondents’ payroll structuring scheme:

- 1. Unpaid Wages & Misclassified Commissions** – *Full compensation for all unpaid earnings.*
- 2. Statutory Penalty Wages Under ORS 652.150** – *\$10,050 in penalty wages.*
- 3. Compensatory & General Damages** – *Compensation for financial losses and wage misclassification.*
- 4. Successor Liability Damages** – *Full liability imposed on successor businesses.*
- 5. Personal Liability for Respondents** – *Corporate veil-piercing to hold individual executives accountable.*
- 6. Punitive Damages** – *Additional damages for fraudulent payroll structuring and financial misconduct.*
- 7. Legal Fees & Arbitration Costs** – *Full reimbursement for Claimant’s arbitration and legal expenses.*

## F. CONCLUSION – RESPONDENTS MUST BE HELD FULLY ACCOUNTABLE

This was not a payroll mistake—it was an **intentional, structured financial operation**.

- Employer identity was deliberately concealed to **obstruct wage claims**.
- Payroll movement was intentionally structured to **evade liability**.
- Commissions were misclassified to **manipulate payroll tax obligations**.
- Sanofi and its subsidiaries financially **benefited from the fraudulent payroll structuring**.

Arbitration must enforce successor liability, mandate full payroll transparency, and impose maximum statutory penalties. The case law supports these claims, and the evidence is clear.

## VII. PIERCING THE CORPORATE VEIL – PERSONAL LIABILITY OF RESPONDENTS

The Respondents—Ashraf “Peter” Boutros, Deepak Chopra, Maged “Mike” Boutros, MarieLaurie Amiard-Boutros, Osama Boutros, Sanofi, Chattem, Inc., and Quten Research Institute—utilized **a network of successor businesses and multinational corporate entities** to transfer payroll obligations while **shielding themselves from financial liability**. These corporate entities, including AMJ Services LLC, MK Marketing LLC, FC – Nevada Inc., TPD IP LLC, and Basil Management Trust, were not legitimate, independent businesses—they were deliberate financial structures used to **conceal employer identity, evade payroll obligations, and prevent wage claims**.

This payroll structuring scheme did more than just evade liability—it actively prevented Claimant from exercising **their right to request unpaid wages**. By deliberately concealing the true employer and rotating payroll responsibilities between successor entities, Respondents ensured that Claimant **could not directly** pursue unpaid wages through standard legal channels.

Additionally, Sanofi, as the corporate parent of Chattem, Inc. and Quten Research Institute, **benefited** financially from the payroll scheme. These companies controlled entities involved in

payroll movement at 411 E Bonneville, reinforcing the need to pierce the corporate veil to expose the **full extent** of their involvement.

The Oregon Supreme Court has established clear legal standards for piercing the corporate veil, and every requirement is met in this case.

### **A. LEGAL REQUIREMENTS FOR PIERCING THE CORPORATE VEIL (Oregon Supreme Court Standards)**

Oregon law permits courts to pierce the corporate veil and impose personal liability when the following factors are met:

- 1. The Individual Defendants Exercised Control Over the Business Entities**
- 2. Corporate Formalities Were Ignored or Abused**
- 3. The Entities Were Inadequately Capitalized**
- 4. The Corporations Were Used to Perpetrate Fraud or Avoid Liability 5. Injustice Would Result if the Corporate Veil Were Not Pierced**

Each of these elements applies in this case.

### **B. HOW RESPONDENTS' ACTIONS MEET THE REQUIREMENTS FOR VEIL PIERCING**

- 1. The Individual Defendants Exercised Control Over the Business Entities**

Legal Standard: Oregon law holds that if individuals or corporate parents treat a business as an extension of their personal or financial interests, rather than a separate legal entity, they may be **personally liable** for its debts.

### **How This Applies Here:**

- Ashraf “Peter” Boutros, Deepak Chopra, Maged “Mike” Boutros, Marie-Laurie AmiardBoutros, and Osama Boutros personally controlled all successor businesses involved in payroll structuring.
- Each Respondent was a managing member or controlling financial entity of multiple businesses operating from 411 E Bonneville, proving their direct financial control over payroll structuring.
- Payroll obligations were transferred between these entities without proper dissolution or assumption of liability, showing **intentional manipulation**.
- Sanofi’s subsidiaries (Chattem, Inc. and Quten Research Institute) were financially linked to businesses handling payroll, meaning they benefited from **payroll structuring fraud**.

Because Respondents directly controlled and financially benefited from these businesses, personal liability must be imposed.

## **2. Corporate Formalities Were Ignored or Abused**

Legal Standard: Oregon law requires that businesses maintain corporate formalities, such as separate finances, distinct corporate governance, and adherence to legal requirements.

### **How This Applies Here:**

- DRVM LLC was dissolved, yet continued issuing wages through successor entities, violating **ORS 60.637**.
- Employer identity was changed on paystubs across pay periods, ensuring no single entity retained liability.
- Corporate records were manipulated to reflect ownership shifts between members of the Boutros family and Chopra, confirming an abuse of corporate formalities.
- Sanofi subsidiaries controlled entities involved in payroll movement, yet failed to maintain clear corporate separations.

### 3. The Entities Were Inadequately Capitalized

Legal Standard: Courts consider whether an entity was undercapitalized to the point that it could not meet legal obligations, such as payroll responsibilities.

#### How This Applies Here:

- DRVM LLC, AMJ Services LLC, and MK Marketing LLC did not maintain adequate financial reserves to pay employees.
- Wages were continuously processed through different entities at 411 E Bonneville to evade liability, showing that no single entity was adequately capitalized to meet its obligations.
- The only financial capital **remained in trusts** controlled by Ashraf “Peter” Boutros, rather than being retained for payroll purposes.

### 4. The Corporations Were Used to Perpetrate Fraud or Avoid Liability

Legal Standard: The corporate veil may be pierced when business entities are used to commit fraud, evade debts, or circumvent wage laws.

#### How This Applies Here:

- Payroll obligations were systematically transferred across multiple successor entities to prevent Claimant from recovering unpaid wages.
- Wages were **misclassified**, commissions were **restructured**, and employer identity was rotated, proving **intent to defraud employees**.
- Business records confirm that multiple successor businesses shared management, financial resources, and payroll responsibilities, showing a **deliberate scheme** to evade liability.
- Sanofi’s subsidiaries financially benefited from **payroll structuring and wage misclassification**, confirming their involvement in successor liability fraud.

## 5. Injustice Would Result if the Corporate Veil Were Not Pierced

Legal Standard: Oregon courts will pierce the corporate veil when failing to do so would allow business owners or corporate parents to escape liability while unjustly harming others.

### How This Applies Here:

- Claimant was actively blocked from exercising their legal right to request unpaid wages.
- By concealing employer identity and rotating payroll obligations across multiple successor businesses, Respondents ensured that Claimant had **no direct employer** to file a claim against.
- Even if Claimant knew which entity issued a paycheck, that entity **was often dissolved** or financially incapable of paying wages.
- Sanofi subsidiaries financially benefited from these payroll structuring tactics, reinforcing the need for corporate veil piercing.

For justice to be served, Respondents and Sanofi must be held personally liable.

## C. RELEVANT CASE LAW SUPPORTING VEIL PIERCING

Oregon courts have consistently ruled that the corporate veil can be pierced when individuals or corporate parents use business entities to evade legal and financial responsibilities.

### *1. Amfac Foods, Inc. v. Int'l Systems & Controls Corp., 294 Or 94 (1982)*

- The Oregon Supreme Court ruled that personal liability is warranted when a company is undercapitalized and used to evade liability.

### *2. Klokke Corp. v. Classic Exposition, Inc., 139 Or App 399 (1996)*

- The court ruled that shuffling liabilities between business entities is a key factor in piercing the corporate veil.

**3. *Pettit v. Price, 196 Or App 84 (2004)***

- The court ruled that when business entities are used to obstruct financial obligations, individuals behind them must be held personally responsible.

**4. *State ex rel Neidig v. Superior National Insurance Co., 343 Or 434 (2007)***

- The court reaffirmed that a business entity cannot be used as a shield to avoid wage liability.

These rulings confirm that Respondents and Sanofi cannot hide behind corporate entities to avoid paying wages that they were legally required to issue.

**D. CONCLUSION – PERSONAL LIABILITY MUST BE IMPOSED**

The Oregon Supreme Court has established clear guidelines for piercing the corporate veil, and every requirement is satisfied in this case:

- Respondents exercised complete control over payroll structuring.
- Corporate formalities were **ignored**, and employer identity was **manipulated**.
- Successor businesses were **undercapitalized** to prevent wage payments. • Corporate entities were used to **defraud employees and evade liability**.
- Sanofi and its subsidiaries **benefited** financially from the payroll scheme.
- Claimant was actively prevented from seeking unpaid wages, making corporate veil piercing necessary to achieve justice.

For these reasons, the corporate veil must be pierced, and Respondents, including Sanofi, must be held personally liable for unpaid wages, penalty wages, and all applicable damages.

**VIII. LEGAL BASIS FOR NAMING INDIVIDUAL RESPONDENTS, SANOFI, CHATTEM, INC., AND QUTEN RESEARCH INSTITUTE**

Each Respondent—Ashraf “Peter” Boutros, Deepak Chopra, Maged “Mike” Boutros, MarieLaurie Amiard-Boutros, Osama Boutros, Sanofi, Chattem, Inc., and Quten Research Institute—is individually liable for their **direct control over payroll structuring, employer identity concealment, successor liability fraud, and financial transfers** at 411 E Bonneville. They cannot shield themselves behind corporate entities because:

1. Each Respondent personally owns and controls successor entities registered at 411 E Bonneville.
2. Each Respondent played an active role in payroll movement, wage structuring, and financial concealment.
3. Sanofi subsidiaries (Chattem, Inc. and Quten Research Institute) financially benefited from payroll structuring, making them liable for successor business operations.
4. Oregon successor liability laws (**ORS 60.637 & ORS 60.654**) impose financial responsibility on any business or individual who assumes payroll duties.
5. The corporate veil must be pierced under Oregon common law due to deliberate fraud and abuse of corporate formalities.

Each Respondent and corporate entity cannot dispute liability because their direct financial involvement in payroll structuring is documented through corporate filings, payroll transfers, and tax records.

#### **A. ASHRAF “PETER” BOUTROS – PRIMARY FINANCIAL ARCHITECT OF PAYROLL SCHEME**

Ashraf “Peter” Boutros is the central architect behind the payroll structuring scheme, using successor businesses at 411 E Bonneville to manipulate employer identity and evade financial responsibility for wages.

#### **Entities Owned & Controlled by Ashraf “Peter” Boutros Connected to 411 E Bonneville**

- **Basil Management Trust** – *Central financial hub managing successor businesses and payroll movement.*
- **QIP Management Trust** – *Oversaw payroll funding and employer identity transfers.*

- **FC – Nevada Inc.** – *Processed payroll transfers while shielding employer liability.*
- **VitaMina Labs LLC** – *Controlled financial transactions linked to Zena Nutrition commissions.*
- **Zena Nutrition Inc.** – *Absorbed commissions from Zena Nutrition and facilitated misclassification as wages.*
- **TPD IP LLC** – *Processed payroll transactions between Chattem, Inc. and payroll-linked businesses.*

### **Why Ashraf Boutros Is Personally Liable**

- **Direct Control Over Payroll Movement** – Managed successor businesses that processed payroll.
- **Fraudulent Use of Multiple Names to Conceal Ownership** – Used “Peter Boutros” for Quten Research Institute and “Ashraf Boutros” for VitaMina Labs/Zena Nutrition to separate financial control from employer responsibility.
- **Misclassification of Wages & Successor Liability Violations** – Used payroll structuring to reclassify commissions and evade financial responsibility.

### **B. DEEPAK CHOPRA – SUCCESSOR LIABILITY & PAYROLL STRUCTURING**

Deepak Chopra played a direct financial role in payroll movement and commission reclassification through Sanofi-controlled businesses and financial transactions at 411 E Bonneville.

#### **Entities Owned & Controlled by Deepak Chopra Connected to 411 E Bonneville**

- **Quten Research Institute** – *Processed Qunol product commissions through successor entities.*
- **TPD IP LLC** – *Directly linked to payroll movement and financial transfers from Chattem, Inc.*
- **Rita GP Partners LLC** – *Co-managed with Ashraf Boutros, overseeing financial transactions.*
- **QRIB Intermediate Holdings** – *Managed Qunol commissions and payroll transactions.*

## **Why Deepak Chopra Is Personally Liable**

- Direct Financial Role in Payroll Movement – Managed commission processing through Quten Research Institute.
- Misclassification of Commissions – Oversaw the fraudulent reclassification of Qunol product commissions as wages.
- Payroll Transactions Show Successor Liability – Managed financial transfers that ensured payroll responsibilities were transferred but not assumed.

## **C. MAGED BOUTROS – DIRECT INVOLVEMENT IN PAYROLL PROCESSING**

Maged Boutros played a critical role in managing the payroll transfer scheme, ensuring that DRVM LLC's payroll functions were absorbed by successor businesses at 411 E Bonneville.

### **Entities Owned & Controlled by Maged Boutros Connected to 411 E Bonneville**

- **DRVM LLC** – *Original employer that transferred payroll obligations to successor businesses.*
- **AMJ Services LLC** – *Absorbed DRVM LLC's payroll obligations while refusing to assume past liabilities.*
- **MK Marketing LLC** – *Processed payroll obligations for Direct Demo employees.*
- **Pishoy Holdings LLC** – *Controlled financial movement between payroll-linked entities.*
- **MB Stewardship LLC** – *Managed payroll processing after DRVM LLC's dissolution.*

## **Why Maged Boutros Is Personally Liable**

- Payroll Processing & Employer Identity Concealment – Managed DRVM LLC's payroll transfers after dissolution.
- Fraudulent Wage Transfers & Successor Liability Violations – Used AMJ Services LLC and MK Marketing LLC to shift payroll obligations without assuming liability.

- Corporate Veil Piercing Requirements Are Met – Personally controlled payroll processing and employer identity concealment.

#### **D. MARIE-LAURIE AMAIRD-BOUTROS – SUCCESSOR ENTITY MANAGEMENT & PAYROLL FUNDING**

##### **Entities Owned & Controlled by Marie Boutros at 411 E Bonneville**

- **QIP Management Trust** – *Managed payroll movement and successor liability transfers.*
- **FC – Nevada Inc.** – *Processed payroll responsibilities while concealing employer identity.*
- **MK Marketing LLC** – *Processed payroll onboarding and financial structuring.*

##### **Why Marie Boutros Is Personally Liable**

- Controlled financial transfers and payroll processing.
- Oversaw employer identity concealment by rotating payroll responsibilities across successor businesses.
- Was directly responsible for payroll processing through QIP Management Trust.

#### **E. OSAMA BOUTROS – PAYROLL STRUCTURING & EMPLOYER IDENTITY MANIPULATION**

##### **Entities Owned & Controlled by Osama Boutros at 411 E Bonneville**

- **QIP Management Trust** – *Oversaw employer identity structuring and payroll movement.*
- **FC – Nevada Inc.** – *Managed financial transactions to conceal employer liability.*

##### **Why Osama Boutros Is Personally Liable**

- Directly controlled financial and payroll transfers between successor businesses.
- Managed payroll structuring through QIP Management Trust to conceal employer identity.
- Was responsible for ensuring payroll obligations were moved but never assumed.

## **F. SANOFI, CHATTEM, INC., AND QUTEN RESEARCH INSTITUTE – FINANCIAL BENEFICIARIES OF PAYROLL FRAUD**

### **Why Sanofi, Chattem, Inc., and Quten Research Institute Are Liable**

- Sanofi owns and controls Chattem, Inc. and Quten Research Institute, which are **financially tied** to payroll movement at 411 E Bonneville.
- Chattem, Inc. is a registered member of TPD IP LLC & MAK Nutrition LLC, which facilitated payroll processing. (*Using the address of Sanofi U.S. Headquarters*)
- Quten Research Institute handled commission payments for Qunol products while commissions were **misclassified as wages**.
- Financial discovery will confirm whether payroll structuring fraud extended into Sanoficonrolled businesses.

## **G. CONCLUSION – ALL RESPONDENTS MUST BE HELD PERSONALLY LIABLE**

Each Respondent directly controlled payroll movement, financial structuring, and employer identity concealment at 411 E Bonneville. Oregon law and common law fraud principles dictate that:

- Successor liability applies to all named Respondents, including Sanofi.
- Corporate veil piercing is justified based on financial misconduct.
- Employer identity concealment makes them personally responsible for unpaid wages.

For these reasons, the corporate veil must be pierced, and Respondents, including Sanofi, must be held personally liable for unpaid wages, penalty wages, and all applicable damages.

## **IX. PROCEDURAL DEFENSES & WHY THEY FAIL**

Respondents may attempt to challenge this arbitration through procedural objections, but none of these tactics hold merit under **Oregon law, JAMS rules, or established case precedent**. Each potential procedural defense is invalid and must be rejected by the arbitrator.

### **A. JAMS Has Full Jurisdiction Over This Arbitration**

Respondents cannot dispute JAMS' jurisdiction over this arbitration after agreeing to arbitrate under JAMS rules and procedures. **JAMS Rule 24(c)** grants the arbitrator broad authority to award equitable relief, including **successor liability and veil piercing**.

- Once a party agrees to JAMS arbitration, it **cannot** challenge jurisdiction.
- Successor liability and corporate veil piercing **fall within JAMS' authority, as confirmed in prior arbitrations**.
- Jurisdictional objections are **invalid** when a binding arbitration clause exists.

#### **Legal Precedent:**

- *Schreiber v. Friedman (JAMS 2016)* – JAMS ruled on successor liability, confirming its authority over these claims.
- *Amfac Foods, Inc. v. Int'l Systems & Controls Corp. (1982)* – Corporate structuring cannot be used as a shield against wage liability.

The arbitrator must reject any jurisdictional challenge and proceed with full review of the claims.

## **B. There Is No Basis for a Motion to Dismiss in JAMS Arbitration**

Unlike in federal or state court, JAMS arbitration **does not** include a formal motion to dismiss process. Respondents **cannot** argue for dismissal using court-based standards.

- Civil courts apply “short and plain statement” pleading requirements under **FRCP 8(a)**, but arbitration **does not** follow these rules.
- JAMS arbitrators expect a **fully developed demand, including legal arguments and case law**.
- Arbitration rules provide for **discovery** before summary disposition can be considered.

### **Legal Precedent:**

- ***Russell v. U.S. Bank National Association (2012)*** – *Wage claims cannot be dismissed when key payroll evidence is controlled by the employer.*

A motion to dismiss is procedurally improper in arbitration. The arbitrator must allow the claim to proceed.

## **C. Employer Identity Concealment Does Not Shield Respondents from Liability**

Respondents may argue that Claimant named the wrong employer, but Oregon law **prohibits** businesses from using corporate structuring to obscure employer identity.

- Claimant’s paystub continued listing DRVM LLC after its **dissolution, proving another entity assumed payroll obligations**.
- Successor businesses **cannot evade liability** by altering employer names.
- Employer identity fraud does not absolve Respondents from **wage claims**.

### **Legal Precedent:**

- *Wills v. Enloe (2005)* – Concealing employer identity does not prevent wage liability.
- *Sabin v. Willamette-Western Corp. (1976)* – Employers cannot avoid liability by shifting payroll obligations between entities.

The arbitrator must reject any argument that Claimant named the wrong entity.

#### **D. Late Payment of Wages Does Not Cancel Penalty Wages**

Penalty wages under **ORS 652.150** apply automatically when penalty wages are not paid within **12 days** of the statutory deadline. Respondents cannot argue that later payment eliminates their obligation to pay penalty wages.

- **ORS 652.150** mandates penalty wages for up to **30** days when wages are paid late.
- Employers cannot “cure” non-payment by issuing wages **after** the deadline.
- Penalty wages serve as a **statutory deterrent** against wage violations.

#### **Legal Precedent:**

- *Doyle v. City of Medford (2014)* – **ORS 652.150** applies even if wages are eventually paid.
- *Wyatt v. Body Imaging (2011)* – Late wages do not eliminate penalty wage obligations.

Penalty wages must be paid in full, and the arbitrator must enforce this statutory obligation.

#### **E. Successor Businesses Cannot Avoid Wage Liabilities**

Successor businesses must assume the financial obligations of dissolved entities, including payroll responsibilities.

- Oregon law states that successor businesses retain liability when they continue operations.
- Financial discovery will **confirm** that successor businesses paid Claimant’s wages, assuming DRVM LLC’s obligations.
- Bank records, payroll transactions, and inter-company wage transfers will prove successor liability.

**Legal Precedent:**

- *Schreiber v. Friedman (JAMS 2016)* – Successor businesses are responsible for payroll obligations.
- **ORS 60.654** – Successor entities assume liabilities when they retain payroll operations.

The arbitrator must enforce successor liability and prevent Respondents from evading wage obligations.

**F. JAMS Precedent Supports Corporate Veil Piercing in Wage Fraud Cases**

Corporate veil piercing applies when business owners **manipulate corporate entities to evade legal obligations**. Respondents structured payroll to conceal employer identity and transfer liabilities between entities—a **textbook case** for veil piercing.

- Respondents directly controlled payroll structuring and wage payments.
- Corporate formalities were ignored, and payroll responsibilities were moved across entities.
- Employer name changes were used to prevent employees from **enforcing wage claims**.

**Legal Precedent:**

- *Amfac Foods, Inc. v. Int’l Systems & Controls Corp. (1982)* – Corporate veil piercing applies when businesses evade wage obligations.

- *Klokke Corp. v. Classic Exposition, Inc. (1996)* – Corporate owners are personally liable when business entities are misused to avoid financial responsibilities.

The arbitrator must pierce the corporate veil and hold individual Respondents personally liable.

## **G. Discovery Must Proceed Before Any Procedural Rulings**

Respondents may attempt to argue that there is no direct evidence of liability. However, **all key payroll and financial records are within their control.**

- A motion to dismiss based on insufficient evidence is premature when **discovery has not been conducted.**
- Oregon courts **prohibit dismissal of wage claims** when the employer controls the payroll records.
- Respondents **cannot** withhold discovery and then claim lack of proof.

### **Legal Precedent:**

- *Russell v. U.S. Bank National Association (2012)* – Wage claims cannot be dismissed when employers control key payroll records.
- *Wilson v. Smurfit Newsprint Corp. (2009)* – Discovery is required before summary disposition of wage claims.

The arbitrator must allow full discovery before ruling on any procedural objections.

## **H. Sanofi, Chattem, Inc., and Quten Research Institute Are Properly Named in Arbitration**

Respondents may argue that Sanofi, Chattem, Inc., and Quten Research Institute are improperly named. However, they are financially linked to the payroll structuring at 411 E Bonneville and **benefited directly from unpaid wages.**

- Sanofi owns Chattem, Inc. and Quten Research Institute, both of which have financial and operational ties to the payroll network.
- Chattem, Inc. is a registered member of TPD IP LLC & MAK Nutrition LLC, entities directly involved in payroll structuring at 411 E Bonneville.
- Quten Research Institute controlled Qunol product commissions, confirming that payroll funds were routed through Sanofi subsidiaries.
- The payroll manager who **denied** Claimant's wages used a Tennessee phone number, the same state where **Chattem, Inc. is headquartered**, raising concerns about payroll processing oversight.

#### **Legal Precedent:**

- *State ex rel Neidig v. Superior National Insurance Co. (2007)* – Parent corporations are liable when they financially benefit from wage violations committed by subsidiaries.
- *Eclectic Investments, LLC v. Conner (2014)* – Successor businesses inherit liabilities when they assume payroll functions.

The arbitrator must reject any attempt to dismiss Sanofi, Chattem, Inc., and Quten Research Institute, as they are directly tied to payroll structuring and successor liability.

#### **I. Conclusion – No Procedural Grounds for Dismissal Exist**

- JAMS has **full jurisdiction** to hear this case.
- Employer identity manipulation **does not** absolve liability.
- Late payment **does not** cancel statutory penalty wages.
- Successor businesses must assume wage obligations.
- The corporate veil must be pierced to **prevent** financial misconduct.

- Discovery is **required** before any procedural rulings.

**The arbitrator must reject all procedural objections and proceed with full discovery and enforcement of all claims.**

## **X. RELIEF SOUGHT (ENTITLED DAMAGES)**

Claimant seeks **\$300,000** in total compensation for Respondents' deliberate wage withholding, payroll structuring fraud, successor liability evasion, and misclassification of commissions. Respondents **knowingly** engaged in a scheme to conceal employer responsibility, transfer payroll obligations between entities, and **refuse to pay final wages and penalty wages within the statutory period.**

Under **ORS 652.140, ORS 652.150, ORS 60.637, ORS 60.654**, and applicable federal and state wage laws, Claimant seeks the following damages:

### **A. UNPAID WAGES & MISCLASSIFIED COMMISSIONS**

- Full compensation for unpaid wages that were withheld due to fraudulent payroll structuring.
- Misclassified commissions that were unlawfully restructured as hourly wages.
- Reimbursement for tax misclassification caused by Respondents' manipulation of earnings.

#### **Legal Basis:**

- **ORS 652.140** mandates timely payment of final wages.
- Failure to classify wages correctly constitutes a violation of Oregon wage laws.

- Respondents structured payroll to obscure commission payments and prevent proper wage calculation.

## **B. STATUTORY PENALTY WAGES UNDER ORS 652.150**

### **Amount Entitled: \$10,050**

- Penalty wages equaling 30 days' wages due to Respondents' failure to issue final wages within the statutory period.
- Penalty wages should have been issued within **12 days**, and Respondents' refusal to pay them violated **ORS 652.150**.

### **Legal Basis:**

- *Belknap v. U.S. Bank Nat'l Ass'n (2010)* – *ORS 652.150 applies automatically when an employer fails to pay wages on time.*
- *Doyle v. City of Medford (2014)* – *Penalty wages must be issued within the statutory period, not at the employer's discretion.*
- *Wilson v. Smurfit Newsprint Corp. (2009)* – *Penalty wages continue accruing daily until wages are paid or the statutory maximum is reached.*

## **C. SUCCESSOR LIABILITY DAMAGES**

- Successor businesses must assume DRVM LLC's financial obligations, including unpaid wages and penalty wages.
- Full liability imposed on AMJ Services LLC, MK Marketing LLC, FC – Nevada Inc., Chattem, Inc., and Quten Research Institute.

### **Legal Basis:**

- **ORS 60.637 & ORS 60.654** confirm that successor businesses assume wage obligations.

- *Schreiber v. Friedman (JAMS 2016)* – Successor liability applies when payroll obligations are transferred between entities to evade responsibility.
- Claimant’s paystubs continued listing DRVM LLC after its **dissolution**, confirming payroll obligations were absorbed by successor entities at 411 E Bonneville and those financially tied to Sanofi subsidiaries.

#### **D. EMOTIONAL & FINANCIAL DISTRESS DAMAGES**

- Compensation for severe financial hardship caused by **delayed wages, unpaid commissions, and Respondents’ refusal to pay penalty wages.**
- Emotional distress resulting from Respondents’ **bad faith wage withholding and corporate structuring designed to evade liability.**
- The deliberate nonpayment of wages created **unnecessary financial hardship, stress, and mental distress** beyond a standard wage dispute.

#### **Legal Basis:**

- *Wilson v. Smurfit Newsprint Corp. (2009)* – Intentional payroll delays causing financial distress justify damages.
- *Russell v. U.S. Bank National Association (2011)* – Wage disputes cannot be delayed indefinitely to avoid liability.
- Oregon law recognizes emotional distress damages when financial misconduct directly impacts an individual’s well-being.

#### **E. PUNITIVE DAMAGES FOR FRAUDULENT PAYROLL STRUCTURING**

- Punitive damages are warranted due to Respondents’ deliberate manipulation of payroll obligations to **avoid** paying employees.
- Respondents **knowingly** transferred payroll responsibilities across multiple successor entities without assuming financial liability, constituting fraud.
- Employer identity was **intentionally** concealed to obstruct wage claims.

### **Legal Basis:**

- Oregon law allows punitive damages when payroll structuring is used to commit wage fraud.
- *Sabin v. Willamette-Western Corp. (1976)* – Penalty wages exist to deter employers from structuring payroll to evade liability.
- *Amfac Foods, Inc. v. Int’l Systems & Controls Corp. (1982)* – Business owners may be personally responsible if they manipulate payroll obligations through successor entities.

## **F. PERSONAL LIABILITY FOR RESPONDENTS**

- The corporate veil must be pierced, and Respondents must be held personally liable for fraudulently structuring payroll to avoid wage obligations.
- Ashraf “Peter” Boutros, Deepak Chopra, Maged “Mike” Boutros, Marie-Laurie Amiard-Boutros, Osama Boutros, Chattem, Inc., Quten Research Institute, and Sanofi must assume direct liability.

### **Legal Basis:**

- Oregon law permits veil piercing when business entities are used to evade financial responsibility.
- *Klokke Corp. v. Classic Exposition, Inc. (1996)* – Shuffling liabilities between corporate entities is a basis for imposing personal liability.
- *State ex rel Neidig v. Superior National Insurance Co. (2007)* – A business entity cannot be used as a shield to avoid wage liability.

## **G. ATTORNEYS’ FEES & ARBITRATION COSTS**

- Respondents’ bad faith payroll practices forced Claimant into arbitration.
- Claimant should not bear the financial burden of pursuing wages that were unlawfully withheld.

**Legal Basis:**

- **ORS 652.200** allows employees to recover attorneys' fees in wage disputes.
- JAMS arbitration rules confirm that employers may be held responsible for arbitration costs if found liable.

**CLAIMANT IS ENTITLED TO: \$300,000**

- Penalty Wages: \$10,050
- Unpaid Wages, Emotional Distress, Successor Liability, and Punitive Damages: Remaining balance to reach \$300,000

**H. CONCLUSION – FULL RELIEF MUST BE GRANTED**

Respondents' payroll structuring scheme was intentional and designed to:

- Conceal employer identity and obstruct wage claims.
- Transfer payroll obligations between entities to avoid liability.
- Reclassify commissions to shift employer tax burdens.
- Deny Claimant access to final wages and penalty wages.

The Arbitrator Must Enforce Full Relief To Ensure:

1. Claimant receives all unpaid wages, penalty wages, and statutory damages.
2. Successor businesses and Sanofi-controlled subsidiaries assume full liability for unpaid wages.

3. Personal liability is imposed on Respondents for fraudulently concealing payroll responsibilities.

Claimant respectfully requests that the arbitrator award the full \$300,000 in damages and enforce the maximum financial accountability against Respondents.

## **XI. DISCOVERY REQUEST**

Claimant respectfully requests that the arbitrator grant **full discovery** into payroll structuring, wage misclassification, employer identity concealment, financial transfers between payrolllinked entities, and the nonpayment of penalty wages.

This request is **not** a broad examination of the corporate financial structure of Respondents or their affiliates. Instead, **it is strictly focused on payroll operations, wage-related financial transfers, and the movement of funds that should have been used to pay Claimant's final wages and penalty wages.**

Respondents cannot hide behind corporate restructuring, successor entities, or financial transfers to avoid their legal obligations. Payroll records and inter-company wage transactions will directly prove whether Respondents **manipulated** payroll responsibilities to **evade wage obligations.**

This discovery request also includes payroll-linked entities financially connected to Sanofi, including its subsidiary Chattem, Inc., which has direct ties to payroll processing at 411 E Bonneville.

### **A. SCOPE OF DISCOVERY – REQUEST FOR SPECIFIC PAYROLL & WAGE RECORDS**

#### **1. Decision-Making on Payroll & Nonpayment of Wages and Penalty Wages**

**Requested Information:**

- Internal emails, memos, and financial approvals related to payroll processing and the **decision** to withhold Claimant's penalty wages.
- Communications discussing Claimant's **wage classification and final wage calculations**.
- Records confirming who **authorized the nonpayment** of Claimant's final wages and penalty wages.
- Payroll correspondence involving Collins Coltharp, the payroll representative using an AMJ, LLC signature with a Tennessee phone number, and any communications with Chattem, Inc. or Sanofi regarding payroll processing.

**Relevance:**

- Claimant's final wages and penalty wages were unlawfully withheld, violating **ORS 652.140 & ORS 652.150**.
- Discovery will identify who made the decision to withhold final wages and penalty wages, proving whether it was an internal corporate policy or an individual directive.

**2. Payroll Transfers Between Successor Businesses to Conceal Liability**

**Requested Information:**

- Payroll processing records showing how Claimant's wages were transferred between DRVM LLC, AMJ Services LLC, MK Marketing LLC, and FC – Nevada Inc.
- Bank transfers reflecting inter-company payroll transactions, proving whether payroll obligations were transferred between businesses without assuming liabilities.
- Internal correspondence discussing employer name changes on payroll records.

**Relevance:**

- Claimant’s paystub continued listing DRVM LLC even after its dissolution, proving successor businesses absorbed payroll without assuming liability.
- Discovery will confirm which entities actually paid Claimant’s wages and whether successor liability applies under **ORS 60.654**.

### **3. Banking & Payroll Tax Filings Related to Wage Payments**

#### **Requested Information:**

- Bank records used to process payroll transactions for entities that handled Claimant’s wages.
- Employer tax filings related to payroll deposits and withholdings.
- Documents confirming the source of payroll funding, including whether profits were routed through financial trusts or private accounts.
- Any records showing whether payroll-related payments were processed through Sanofi-controlled subsidiaries, including Chattem, Inc.

#### **Relevance:**

- Respondents transferred wage obligations between successor businesses to avoid direct liability.
- Employer tax filings will confirm whether commissions were fraudulently misclassified and whether successor entities paid wages.
- Discovery will prove whether funds that should have been used for payroll were instead transferred into private trusts, such as the Boutros Family Foundation.
- If payroll funding was processed through Sanofi-controlled subsidiaries, this is highly relevant to this arbitration.

### **4. Successor Liability Documents & Business Registration Filings**

#### **Requested Information:**

- Articles of incorporation, dissolution records, and successor business registration filings for DRVM LLC, AMJ Services LLC, MK Marketing LLC, and FC – Nevada Inc.
- Any contracts, agreements, or financial documents transferring payroll responsibilities between these entities.

**Relevance:**

- Payroll records continued listing DRVM LLC even after its dissolution, violating **ORS 60.637**.
- Discovery will prove that Respondents used successor businesses to continue operations while evading wage liabilities.
- Successor businesses must assume DRVM LLC’s financial obligations, including unpaid wages and penalty wages.

**5. Profit Distribution & Transfers to Private Trusts or Non-Payroll Accounts**

**Requested Information:**

- Financial statements showing where profits from “*Direct Demo*” operations were directed, including **bank transfers to private trusts**.
- Records confirming whether revenue from Zena Nutrition and Qunol product sales was allocated to payroll or **diverted elsewhere**.
- Financial records for VitaMina Labs and the Boutros Family Foundation, showing whether payroll funds were redirected into **private accounts instead of being used for wages**.
- Any payments between payroll-linked entities at 411 E Bonneville and Sanofi-controlled subsidiaries, including Chattem, Inc.

**Relevance:**

- Sanofi owns Chattem, Inc., which is a registered member of TPD IP LLC & MAK Nutrition LLC, payroll-linked entities at 411 E Bonneville.

- If payroll funds were **directed** through Sanofi-owned entities instead of being used for wage payments, this is **highly relevant** to the arbitration.
- Discovery will confirm whether funds that should have been used for payroll were diverted into **private trusts or unrelated corporate accounts instead**.
- If payroll profits were funneled through these private accounts instead of being allocated to wages, this constitutes **financial misconduct**.

## 6. Communications on Payroll Transfers & Wage Classification

### Requested Information:

- Emails and internal communications regarding Claimant's payroll classification and final wage calculation.
- Records discussing payroll structuring, successor liability avoidance, and financial movement between payroll-linked entities.
- Correspondence between payroll processors and executives regarding the decision to **withhold final wages and penalty wages**.
- Any discussions between Chattem, Inc., Sanofi, and the payroll entities at 411 E Bonneville **regarding wage payments**.

### Relevance:

- Respondents manipulated payroll processing to **prevent** employees from identifying the responsible entity for unpaid wages.
- Discovery will confirm that Respondents **structured** payroll operations to evade wage obligations.
- If internal communications confirm an **intentional decision** to withhold wages, this supports a claim for **bad faith payroll structuring**.

## B. WHY DISCOVERY MUST BE GRANTED

### **Respondents cannot obstruct payroll transparency to conceal wage violations.**

- This request is narrowly tailored to payroll records, wage transactions, and payroll processing details—it does not seek irrelevant corporate financial information.
- The requested payroll discovery is necessary to prove that Respondents misclassified wages, transferred payroll obligations, and concealed employer responsibility.
- If Respondents refuse discovery, the arbitrator must issue an adverse inference ruling, presuming that withheld documents contain evidence of wage violations.

### **Discovery is essential to confirming:**

- Who authorized the decision to withhold final wages and penalty wages.
- Which entities processed Claimant’s wages and whether successor liability applies.
- Whether profits that should have funded payroll were diverted into private accounts.
- Whether employer identity was fraudulently altered to prevent wage claims.
- Whether Sanofi-controlled subsidiaries were involved in payroll-related financial transfers.

### **Failure to Provide Discovery Will Result in an Adverse Inference Ruling**

Respondents are in **exclusive possession** of payroll, financial, and tax records related to Claimant’s **employment and wage classification**. If Respondents refuse to provide these records or attempt to limit access, Claimant will seek an **adverse inference ruling**, allowing the arbitrator to assume that the withheld documents **contain** evidence supporting Claimant’s claims.

### **C. CONCLUSION – FULL PAYROLL DISCOVERY MUST BE ENFORCED**

The arbitrator must grant full payroll discovery to ensure that financial transparency is achieved and employer accountability is enforced.

## XII. RESPONDENTS' FAILURE TO ACT IN GOOD FAITH

Under Oregon law, employers have a legal obligation to process and pay wages in good faith and within statutory deadlines. Employers who **deliberately withhold wages, misclassify earnings, or manipulate payroll structures** to evade financial responsibility are subject to penalty wages, successor liability, and corporate veil piercing.

In this case, Respondents—Sanofi, Chattem, Inc., Quten Research Institute, Ashraf “Peter” Boutros, Deepak Chopra, Maged “Mike” Boutros, Marie-Laurie Amiard-Boutros, and Osama Boutros—**knowingly** engaged in bad faith payroll structuring by:

- **Failing to pay wages within the statutory deadline and refusing to correct non-payment.**
- **Transferring payroll responsibilities across multiple entities to obscure liability.**
- **Falsely listing DRVM LLC as the employer after its dissolution, misleading employees and regulatory agencies.**
- **Misclassifying commissions as wages and deliberately manipulating payroll records.**

These actions were not mistakes or oversights—they were deliberate, calculated efforts to conceal employer identity and avoid legal wage obligations.

### A. DELIBERATE REFUSAL TO PAY WAGES DESPITE LEGAL OBLIGATION

Under **ORS 652.140**, employers must pay final wages promptly upon termination and are subject to penalty wages under **ORS 652.150** if payment is unlawfully delayed.

- Claimant’s wages were not paid within the statutory period, triggering mandatory penalty wages.
- Despite being informed of non-payment, Respondents **refused** to correct the issue or provide a valid reason for withholding wages.

- Respondents **knowingly** transferred financial responsibility across multiple successor businesses to evade wage payments.
- Oregon law requires that penalty wages be enforced in cases of **intentional wage withholding**, regardless of whether base wages were eventually paid.

Respondents had multiple opportunities to pay Claimant's wages but **intentionally withheld payment to obstruct wage enforcement**.

## **B. CONCEALMENT OF EMPLOYER IDENTITY TO PREVENT WAGE RECOVERY**

### **Respondents engaged in employer identity fraud by:**

- Continuing to list DRVM LLC on Claimant's paystub after its dissolution, misleading employees about their actual employer.
- Processing payroll under successor businesses (AMJ Services LLC, MK Marketing LLC, and FC – Nevada Inc.) but refusing to acknowledge payroll responsibility.
- Changing employer names to **obstruct wage claims and prevent employees** from identifying the responsible party.

This pattern of concealment was not an isolated incident but a coordinated effort to avoid wage liabilities.

### **Key Evidence of Employer Identity Fraud:**

- Sanofi owns **Chattem, Inc.**, which is a registered member of **TPD IP LLC & MAK Nutrition**, entities financially tied to payroll structuring at 411 E Bonneville.
- Sanofi owns **Quten Research Institute**, which structured payroll responsibilities through successor entities.
- Sanofi-controlled subsidiaries played a **direct role** in financial transfers linked to payroll funding.

Oregon case law holds that employer identity fraud does not absolve liability for wage violations. Respondents **cannot** argue they were not responsible for Claimant's wages while simultaneously processing payroll through successor businesses.

## **C. MISCLASSIFICATION OF WAGES & INTENTIONAL PAYROLL STRUCTURING**

### **Respondents engaged in deliberate payroll manipulation by:**

- Misclassifying commissions as wages, altering payroll tax obligations and avoiding proper wage reporting.
- Transferring payroll responsibilities between multiple entities to obscure financial liability.
- Using financial structuring to ensure no single entity retained long-term payroll responsibility.

### **Key Evidence of Payroll Structuring & Wage Misclassification:**

- Quten Research Institute processed commissions through payroll-linked entities, ensuring commissions were absorbed as wages.
- Sanofi and Chattem, Inc. were financially tied to payroll transactions through TPD IP LLC and MAK Nutrition LLC.
- Employer tax filings will confirm that Respondents **knowingly** engaged in financial structuring to obstruct wage payments and misclassify earnings.

Under **ORS 652.150**, employees are entitled to penalty wages when wages are intentionally misclassified or delayed.

## **D. RESPONDENTS IGNORED CLAIMANT'S WAGE DISPUTE WHILE AWARE OF HARDSHIP**

Respondents were **fully** aware of Claimant’s financial hardship and ongoing wage dispute but **deliberately refused** to act.

- Claimant informed payroll representatives that wages were unpaid, yet **no** corrective action was taken.
- Respondents had multiple opportunities to resolve the issue but **intentionally prolonged nonpayment**.
- Despite Claimant experiencing significant personal hardship, including the **passing of a close family member**, Respondents **ignored** all communications regarding unpaid wages.

This willful disregard demonstrates intentional wage suppression and a lack of good faith.

## **E. CONCLUSION – ARBITRATOR MUST ENFORCE FULL ACCOUNTABILITY**

Under Oregon law, Respondents’ actions constitute willful wage withholding, employer identity fraud, and successor liability violations.

### **Legal Findings Supporting Relief:**

- Penalty wages under **ORS 652.150** are mandatory, not discretionary.
- Employer concealment and payroll transfers confirm successor businesses must assume wage liabilities.
- Corporate veil piercing is warranted given Respondents’ direct control over wage suppression.

### **Claimant Requests That the Arbitrator:**

1. Hold all named Respondents jointly and severally liable for unpaid wages, misclassified earnings, and penalty wages.
2. Enforce full successor liability to prevent Respondents from using corporate structuring to escape wage obligations.

3. Grant full relief, including unpaid wages, penalty wages, and additional damages due to Respondents' bad faith conduct.

Respondents' payroll structuring scheme was deliberate, coordinated, and executed with the intent to suppress wage claims. Their actions must result in maximum financial accountability and strict enforcement of statutory penalties.

### **XIII. FINAL LEGAL CONSIDERATIONS AGAINST DISMISSAL ATTEMPTS**

Respondents—Sanofi, Chattem, Inc., Quten Research Institute, Ashraf “Peter” Boutros, Deepak Chopra, Maged “Mike” Boutros, Marie-Laurie Amiard-Boutros, and Osama Boutros—may attempt to argue for dismissal through procedural technicalities or corporate structuring defenses. However, none of these arguments hold legal merit under **Oregon law and JAMS precedent**, both of which **explicitly prohibit** the use of corporate structuring to evade wage obligations.

The following legal considerations establish that this arbitration must proceed, and Respondents must be held fully accountable for their deliberate payroll structuring scheme, employer identity manipulation, and wage suppression tactics.

#### **A. Procedural Attacks Cannot Override Wage Statutes**

Oregon law mandates that wage claims must be enforced in full, regardless of procedural challenges by employers. **No procedural defense can override the following statutory mandates:**

- **ORS 652.140 & ORS 652.150** – Require full payment of final wages immediately upon termination and statutory penalty wages for failure to pay **within** the required timeframe.
- **ORS 60.637 & ORS 60.654** – Establish that successor businesses **inherit** financial liabilities when they assume payroll operations and retain employees.
- **ORS 652.200** – Confirms that an employee is entitled to recover attorneys' fees in wage disputes, preventing employers from using legal costs as a deterrent.

Procedural arguments cannot be used to dismiss legally mandated wage claims when the law explicitly protects employees from delayed or misclassified wages.

Respondents cannot use corporate structuring to override Oregon wage statutes.

## **B. Employer Manipulation Does Not Excuse Payroll Fraud**

Respondents may claim that wages were delayed, misclassified, or transferred due to administrative errors or corporate restructuring. However, the **deliberate** concealment of employer identity, payroll transfers, and successor liability fraud confirm that these were **intentional acts, not errors**.

### **Key Evidence of Employer Manipulation:**

- Claimant's paystub continued listing DRVM LLC after its dissolution, proving that Respondents intentionally misled employees about their employer.
- Successor businesses absorbed payroll duties but refused to assume financial liability, confirming deliberate financial manipulation.
- Employer name changes were used strategically to obstruct wage claims and prevent employees from holding any single entity accountable.
- Sanofi's subsidiary, Chattem, Inc., is a registered member of TPD IP LLC & MAK Nutrition LLC, the key payroll-linked businesses at 411 E Bonneville, confirming that Sanofi financially **benefited** from payroll movement within the structuring network.

Corporate structuring and employer manipulation cannot be used as a shield against wage liability.

## **C. Successor Businesses Are Financially Responsible for Wage Payments**

Successor liability is not discretionary under Oregon law. If a business assumes payroll responsibilities, it also assumes liability for **unpaid wages and penalties**.

- Oregon law holds that when a business continues operations, retains employees, or processes payroll, it **inherits** the financial responsibilities of its predecessor.
- Banking records and payroll filings **confirm** that successor businesses paid wages and commissions to employees after DRVM LLC's dissolution.
- Sanofi's financial involvement in payroll-linked entities, including Chattem, Inc. and Quten Research Institute, confirms that these entities financially benefited from payroll operations at 411 E Bonneville.

Respondents **cannot** argue that they are separate entities when financial records confirm continuous payroll movement across successor businesses. Payroll transfers confirm that successor businesses must assume full liability for Claimant's unpaid wages and penalties.

#### **D. Corporate Owners Can Be Held Personally Liable for Misuse of Business Entities**

Corporate veil piercing applies when business owners **misuse corporate entities to commit financial fraud or evade legal obligations**. All named Respondents exercised financial control over payroll structuring while simultaneously avoiding wage liabilities.

#### **Key Findings Supporting Veil Piercing:**

- Ashraf "Peter" Boutros manipulated corporate records by using different names depending on the entity (Quten Research Institute vs. VitaMina Labs), proving intentional employer identity fraud.
- Deepak Chopra and Maged Boutros personally oversaw financial transfers, payroll structuring, and successor business movements, **confirming** their active involvement in **wage suppression**.

- Sanofi, through Chattem, Inc., had financial ties to TPD IP LLC & MAK Nutrition LLC, the key payroll processing entities at 411 E Bonneville, **confirming financial entanglement** in payroll transactions.
- Employer identity was **intentionally altered** to obstruct wage claims, ensuring that no single entity could be held accountable.
- Quten Research Institute, financially backed by Sanofi, played a role in structuring payroll responsibilities across multiple successor entities, showing financial control over wage suppression.

### **Relevant Case Law Supporting Corporate Veil Piercing & Successor Liability:**

- *Amfac Foods, Inc. v. Int'l Systems & Controls Corp. (1982)* – Ruling confirms that corporate veil piercing applies when businesses are structured to evade wage obligations.
- *Klokke Corp. v. Classic Exposition, Inc. (1996)* – The court ruled that shuffling payroll responsibilities between corporate entities is a key factor in imposing personal liability.
- *State ex rel Neidig v. Superior National Insurance Co. (2007)* – Reaffirmed that corporate entities cannot be used to evade employer liability in wage disputes.
- *Schreiber v. Friedman (JAMS 2016)* – JAMS ruled that corporate owners can be personally liable if successor businesses assume payroll obligations but fail to pay wages.

When corporate structuring is used to evade wage payments, veil piercing is legally justified, and personal liability must be enforced.

### **E. Conclusion – Respondents Must Be Held Fully Liable**

#### **Key Findings Establishing Employer Liability:**

- Procedural challenges do not override mandatory wage laws.

- Employer identity manipulation and payroll transfers confirm deliberate wage suppression.
- Successor liability mandates that Respondents assume financial responsibility for unpaid wages.
- Corporate veil piercing is warranted to hold individual Respondents personally accountable.
- Sanofi, through Chattem, Inc. and Quten Research Institute, is financially linked to payroll structuring, confirming liability.

**The Arbitrator Must Enforce Full Accountability & Deny Any Attempted Dismissal:**

1. Deny any procedural challenge to jurisdiction. **JAMS has full authority** to impose equitable relief, successor liability, and corporate veil piercing.
2. Reject any attempt to dismiss based on corporate structuring. **Employer identity manipulation does not override wage laws.**
3. Confirm successor liability. Payroll responsibilities were transferred but not assumed, meaning successor businesses **must** pay Claimant’s wages and penalties.
4. Hold individual Respondents personally liable. Corporate structuring cannot be used to **suppress** wage claims, and veil piercing is legally **justified**.
5. Proceed with **full** financial discovery. **Respondents cannot refuse to provide payroll records while simultaneously denying liability.**

This arbitration must proceed, and Respondents must be held fully liable for unpaid wages, statutory penalties, and all financial damages resulting from their wage suppression scheme.

**XIV. CONCLUSION**

This case is not a routine wage dispute—it is a **deliberate, highly orchestrated corporate scheme** involving payroll structuring, successor liability evasion, and fraudulent employer concealment designed to **obstruct Claimant from recovering wages lawfully owed under**

**Oregon law.** The evidence is overwhelming, the violations are undeniable, and Respondents must be held fully accountable for their misconduct.

Respondents—Sanofi, Chattem, Inc., Quten Research Institute, Ashraf “Peter” Boutros, Deepak Chopra, Maged “Mike” Boutros, Marie-Laurie Amiard-Boutros, and Osama Boutros—systematically **manipulated** payroll obligations, **transferred** financial responsibility between successor entities, and **concealed** employer identity to **obstruct wage claims**. They continued processing payroll under DRVM LLC even after its **dissolution**, transferred wage responsibilities between AMJ Services LLC, MK Marketing LLC, and FC – Nevada Inc., and structured commissions to be **misclassified as wages**—all in an effort to escape liability while continuing to **benefit from employee labor**.

The payroll structuring network at 411 E Bonneville, directly tied to Sanofi subsidiaries such as Chattem, Inc., provides **undeniable** proof that these entities **conspired** to obscure payroll obligations. Sanofi, through Chattem, Inc. and Quten Research Institute, **directly financially benefited** from payroll transactions linked to Qunol product commissions and successor entities that absorbed **wage responsibilities**. The fact that Sanofi-controlled businesses were financially involved in payroll processing at the **same address listed on Claimant’s paystub** further highlights the breadth of this **deception** and the need for complete **financial transparency**.

### **Respondents’ Failure to Pay Wages Was Deliberate and Systematic**

Respondents’ refusal to pay final wages and penalty wages within the statutory period was not an oversight—it was a **calculated decision designed to misclassify wages, delay payments, and obstruct wage claims**.

- Sanofi-owned subsidiaries, including Chattem, Inc. and Quten Research Institute, were **financially involved** in the commission and payroll structuring network.
- Wages continued being processed under DRVM LLC despite its dissolution, confirming that successor businesses **unlawfully** assumed payroll functions without assuming financial responsibility.
- Penalty wages were legally required under **ORS 652.150** but were **deliberately withheld despite clear legal obligations**.

The case law is clear—**penalty wages must be issued within 12 days**, and failure to do so constitutes strict liability under Oregon wage statutes.

### **Successor Entities and Individual Respondents Must Be Held Fully Liable**

It is not enough to hold only the successor entities responsible. The individuals who **controlled payroll decisions and engaged in financial structuring** to conceal wage obligations **must** also be held personally accountable.

The corporate veil must be pierced, and the following individuals and corporate entities must assume direct financial liability for their deliberate fraud:

- **Sanofi** – *Parent company of Chattem, Inc. and Quten Research Institute, both of which financially benefited from payroll structuring at 411 E Bonneville.*
- **Chattem, Inc.** – *Registered member of TPD IP LLC & MAK Nutrition LLC, the key payrolllinked entities that processed financial transactions related to payroll movement at 411 E Bonneville.*
- **Quten Research Institute** – *Managed Qunol product commissions, which were reclassified as wages through successor businesses at 411 E Bonneville.*
- **Ashraf “Peter” Boutros** – *Financial architect who controlled successor businesses used to evade payroll liability while using two different names to separate financial control from employer responsibility.*
- **Deepak Chopra** – **Co-owner of financial entities linked to payroll movement, including Rita GP Partners LLC and TPD IP LLC, which transferred payroll obligations.**
- **Maged “Mike” Boutros** – *Managed direct payroll transfers from DRVM LLC to successor businesses and facilitated commission misclassification.*
- **Marie-Laurie Amiard-Boutros & Osama Boutros** – *Controlled financial movement through QIP Management Trust and FC – Nevada Inc., ensuring that no single entity assumed full payroll liability.*

The Oregon Supreme Court has established clear guidelines for corporate veil piercing and successor liability. Every factor required to impose personal liability is present in this case:

- Respondents exercised direct control over payroll structuring and wage transfers.
- Corporate formalities were ignored, and business entities were treated as mere extensions of their owners.
- Successor businesses were inadequately capitalized to meet payroll obligations, proving they were set up solely to shift liabilities.
- Payroll was structured through successor businesses and private trusts to defraud employees and evade financial responsibility.
- Allowing Respondents to escape liability would result in a clear injustice.

### **JAMS Has Full Jurisdiction to Impose Corporate Veil Piercing and Successor Liability**

JAMS rules and case law confirm that arbitrators have **full authority** to pierce the corporate veil and impose successor liability where necessary to **prevent financial fraud and wage violations**.

- **JAMS Rule 24(c)** – *Grants arbitrators the authority to award equitable relief, including veil piercing and financial liability against successor entities.*
- Oregon law (**ORS 60.637 & ORS 60.654**) – *Confirms that successor businesses must assume the wage obligations of dissolved entities.*
- **Schreiber v. Friedman (JAMS 2016)** – *JAMS ruled that business owners cannot use corporate structuring to evade payroll obligations, confirming that successor businesses must assume liability.*

Sanofi and its subsidiaries cannot escape successor liability when their financial involvement in payroll structuring is undeniable.

### **The Arbitrator Must Award Full Damages and Enforce Maximum Financial Accountability**

The financial harm and emotional distress suffered by Claimant are **substantial**. **Unpaid wages, delayed payments, and fraudulent misclassification of earnings** have caused severe economic hardship. Furthermore, the timing of Respondents' wage violations—occurring while Claimant was experiencing the personal loss of a family member—**only compounded the financial and emotional distress**.

**The requested relief of \$300,000 is fully justified and necessary to:**

- Correct the unlawful withholding of wages
- Enforce penalty wage statutes
- Compensate for financial hardship
- Punish fraudulent payroll structuring

**The Arbitrator Must Ensure That:**

1. All unpaid wages, misclassified commissions, and financial damages are awarded in full.
2. Penalty wages of \$10,050 are **enforced** under **ORS 652.150**.
3. Successor businesses assume **full** liability for DRVM LLC's payroll obligations.
4. Corporate veil piercing is applied to hold individual Respondents **personally** liable.
5. Punitive damages are imposed to **deter future payroll fraud and wage structuring misconduct**.

**Justice Demands Full Enforcement of Wage Laws and Maximum Financial Accountability**

Respondents built a deliberate financial structure designed to prevent employees from recovering unpaid wages. They manipulated payroll, concealed employer identity, and transferred financial obligations to shield themselves from liability.

**The arbitrator must not allow them to succeed.**

Claimant respectfully requests that JAMS award full damages in the amount of \$300,000 and enforce the maximum financial accountability against Respondents.

Anything less than full enforcement of Oregon's wage laws would allow Respondents to continue these deceptive practices unchecked.

This case is clear-cut. **The violations are undeniable.** And Respondents must be held **accountable** in full.

Submitted,

Jorden Hollingsworth

02/26/2025