UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
ORLANDO DIVISION

In re:	Case No.: 6:21-bk-01251
TALAL QAIS ABDULMUNEM AL ZAWAWI	Chapter 15
Debtor in a Foreign Proceeding	

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RESPONSE IN OPPOSITION TO DEBTOR'S OBJECTION TO RECOGNITION AND MOTION TO DISMISS CHAPTER 15 CASE

Colin Diss, Hannah Davie, and Michael Leeds (collectively, the "Foreign Representatives"), as court-appointed joint trustees of the foreign bankruptcy estate of Talal Qais Abdulmunem Al Zawawi ("Debtor"), hereby file this response in opposition to Debtor's Objection to Recognition and Motion to Dismiss Chapter 15 Case (the "Objection") [D.E. 30], and in support thereof state as follows:

I. PRELIMINARY STATEMENT

Debtor objects to recognition and seeks dismissal of this chapter 15 proceeding on the alleged basis that section 109(a) of the Bankruptcy Code requires a foreign debtor to have property in the United States in order to be eligible for chapter 15 relief. It does not. To the contrary, 11 U.S.C. § 1517 provides that a court *shall* recognize a foreign proceeding if certain requirements are met, but does not include "property in the U.S." as one of those requirements. Not only is section 109(a) inconsistent with the text of chapter 15, but applying section 109(a) to chapter 15 proceedings would be contrary to the policy underlying chapter 15 and contrary to prior court decisions analyzing the same issue under chapter 15's predecessor statute.

While Debtor stresses in his Objection that he lacks "contacts" with the U.S. or this district, he fails to mention that he is the director of several Florida companies that collectively own more

than $94 million in real estate assets, or that he indirectly owns those Florida companies through a Curaçao holding company, which he owns together with his six siblings. Even if the Court were to determine that section 109(a) applies, the directorships, together with his ownership interest in the Florida Companies (as defined below) are sufficient "property" within the U.S. to satisfy the eligibility requirement. Additionally, Sequor Law holds separate retainer funds *and* some of the Debtor's personal property on behalf of and for the benefit of the Debtor. That property also satisfies the requirements in section 109(a). Lastly, venue is appropriate in this district because Debtor holds property here or, in the alternative, because it is consistent with the interests of justice and convenience of the parties.

II. BACKGROUND

Foreign Representatives seek recognition of the Debtor's foreign bankruptcy proceeding pending before the High Court of Justice in London, England. [D.E. 2]. While Foreign Representatives prepared to seek recognition in the United States, they discovered that Debtor owned part of a Curaçao company, Qapa Investing Corporation N.V., and obtained an order in Curaçao attaching Debtor's shares therein. [D.E. 3, ¶15]. To preserve the *status quo* in light of the attachment order, this Court entered an order granting provisional relief to Foreign Representatives; specifically (i) enjoining the Debtor from selling, encumbering, disposing of, or otherwise transferring his ownership interest in the Florida Companies and/or Qapa Investing Corporation N.V.; and (ii) authorizing Foreign Representatives to conduct discovery under Rule 2004 of the Federal Rules of Bankruptcy Procedure. [D.E. 9; D.E. 10].

Subsequently, Foreign Representative's served subpoenas for Rule 2004 Examinations on each of the Florida Companies, their registered agent, and one of the companies' directors (the "Discovery Targets"). In response, the Discovery Targets produced fourteen (14) pages of

responsive documents. Despite the deficiency of that production, the documents show that Debtor was the President of Texas Q Zone, Inc. (a company registered to do business in Florida with its principal place of business in this district) until February 24, 2020 (after a substantial judgment was entered against him in London), when he sold his 60% interest to his brother. The documents also show that Debtor and his six siblings own Qapa Investing Corporation N.V., through which they own indirectly the Florida Companies which in turn own substantial real estate assets located in the Middle District of Florida. Debtor now moves to dismiss this chapter 15 case on the heels of that discovery.

III. ARGUMENT

A. The Barnet Decision Should Not Be Followed, But Is Met Anyway

Debtor argues that dismissal of this case is warranted because he does not have property within the United States to satisfy the requirements allegedly imposed by 11 U.S.C. § 109(a) and Drawbridge Special Opps. Fund L.P. v. Barnet (In re Barnet), 737 F.3d 238 (2d Cir. 2013). That argument fails because, first, Barnet was wrongly decided and section 109(a) does not apply to chapter 15 cases. And second, to the extent section 109(a) applies, it has been met in this case, because Debtor is a director in several companies located in this district and appears to have an indirect ownership interest in said companies.

1. 11 U.S.C. § 109(a) Does Not Apply to Chapter 15 Cases.

Debtor contends that this chapter 15 proceeding should be dismissed because the requirements under section 109(a) [1] (to hold property in the U.S.) as interpreted by Barnet, are not

[1] Section 109(a), entitled "Who may be a debtor," provides, in pertinent part, that "[n]otwithstanding any other provision of this section, only a person that resides or has a domicile, a place of business, or property in the United States, or a municipality, may be a debtor under this title." 11 U.S.C. § 109(a).

met here. [D.E. 30 at 4-5]. In Barnet, the Second Circuit Court of Appeals held that the eligibility requirement to be a debtor set forth in section 109(a) applied to a debtor that is the subject of a foreign proceeding under Chapter 15. Id. at 247–48. Barnet was wrongly decided, and some courts, including the Bankruptcy Court for the Southern District of Florida, have declined to apply Barnet in chapter 15 proceedings. See Order Denying Objection to Recognition and Motion to Dismiss Chapter 15 Case, MMX Sudeste Mineração S.A., Case No. 17-16113-RAM (Bankr. S.D. Fla. Nov. 17, 2017), D.E. 33, attached as **Exhibit A**. In In re MMX, Judge Mark denied a motion to dismiss on similar grounds as the Objection here, and agreed "with the majority view expressed by courts and commentators that § 109(a) of the Bankruptcy Code does not apply to proceedings brought under Chapter 15 of the Bankruptcy Code." Id. Accordingly, for the reasons described below, the Court should follow In re MMX and find that section 109(a) does not apply to proceedings under Chapter 15.

a. ***Applying Section 109(a) is Inconsistent with the Chapter 15 Requirements for Recognition***

In essence, the Barnet court held that because Section 103(a) applies chapter 1 of the Bankruptcy Code to all chapters, section 109(a) applies to chapter 15. Barnet, 737 F.3d at 247. The Barnet court rejected the argument that section 109(a) does not apply to a chapter 15 debtor because it would undermine the purpose of chapter 15. Id. at 250–51. As explained below, however, the Barnet holding is inconsistent with the text of chapter 15, inconsistent with the specific venue statute governing chapter 15 cases, contrary to the underlying chapter 15 policies, and counter to Eleventh Circuit precedent holding that section 109(a) did not apply to the predecessor to Chapter 15, former section 304 of the Bankruptcy Code. This Court thus should not follow Barnet.

First, while section 109(a) applies to a debtor, chapter 15 addresses a "foreign

representative," which section 109(a) does not do. Specifically, a "debtor," as defined under section 109(a), is the party that obtains relief in cases brought under chapters 7, 9, 11 and 13 of the Bankruptcy Code because those cases are plenary in nature. Conversely, in a chapter 15 case, which is merely ancillary to a foreign liquidation, the relief granted is provided to a "foreign representative" of the foreign proceeding to which that debtor is subject. See e.g. 11 U.S.C. §§ 1509, 1511, 1512, 1513, 1515, 1518 (all stating that relief is available to the foreign representative, as opposed to the debtor itself); see also H.R .Rep. No. 109–31, at 106 (2005), as reprinted in 2005 U.S.C.C.A.N. 88, 169 ("Cases brought under chapter 15 are intended to be ancillary to cases brought under a debtor's home country, unless a full United States bankruptcy case is brought under another chapter."). For example, the express provisions of chapter 15 require a "foreign representative" to apply to the court for recognition of a "foreign proceeding" in which the foreign representative has been appointed. 11 U.S.C. § 1515(a).[2] Similarly, section 1507 grants additional assistance to a foreign representative and section 1515 permits a foreign representative to apply for recognition of a foreign proceeding. Id. §§ 1507 & 1515.

Consistent with the foregoing, Judge Gross from the United States Bankruptcy Court for the Bankruptcy Court of Delaware, in In re Bemarmara Consulting A.S, No. 13-13037-KG, Hrg. Tr. at 8:19–9:2 (Bankr. D. Del. Dec. 17, 2013), within a few months after Barnet, specifically disagreed with Barnet and held that section 109(a) does not apply to chapter 15 debtors.[3] Judge Gross reasoned that section 109(a), which is titled "Who may be a debtor," did not concern who

[2] "Foreign Proceeding" is defined as "a collective judicial or administrative proceeding in a foreign country … in which proceeding the assets and affairs of the debtor are subject to control or supervision by a foreign court." Id. § 101(23). The use of the term "debtor" in reference to relief in the foreign proceeding as opposed to the use of the word "foreign representative" in other portions of the statute is indicative of an intent that the two terms have different meanings.

[3] The transcript of the hearing is attached hereto as **Exhibit "B"**.

may be the "foreign representative." See Ex. B, at 9:3–10. In turn, since it is the foreign representative, and not the debtor, who seeks recognition of a foreign proceeding, Judge Gross determined that the requirements of section 109(a) "do not control" in chapter 15 cases. Id. at 9:7–8.. This Court should similarly find that section 109(a) is inapplicable for this reason.

Second, chapter 15 is clear that a "debtor" thereunder is an "entity that is the subject of a foreign proceeding." 11 U.S.C. 1502(a); see also Ex. B, In re Bemarmara Consulting, Hrg. Tr. 9:11–18 (noting that section 1502 does not reflect a requirement that the debtor have assets). There is no provision in chapter 15 that requires a foreign debtor to have assets in the United States for the foreign representative to obtain recognition of the foreign proceeding. Application of section 109(a) would add a requirement reserved for plenary proceedings. Such an application would violate the rule of statutory construction that the specific governs the general. RadLAX Gateway Hotel v. Amalgamated Bank, 132 S.Ct. 2065, 2071 (2012) ("[T]he canon has full application as well to statutes such as the one here, in which a general authorization and a more limited, specific authorization exist side-by-side. There the canon avoids not contradiction but the superfluity of a specific provision that is swallowed by the general one, violat[ing] the cardinal rule that, if possible, effect shall be given to every clause and part of a statute.") (citations and internal quotation marks omitted).

Third, application of section 109(a) to a debtor under Chapter 15 that is the subject of a foreign proceeding would be inconsistent with Section 1528. Section 1528 provides that, upon recognition of a foreign main proceeding, "a case under another chapter of this title may be commenced only if the ***debtor has assets in the United States***." 11 U.S.C. § 1528 (emphasis added). If section 109(a)'s requirement that a chapter 15 debtor have assets in the United States applied to all debtors under that chapter, the provision of section 1528 that requires a debtor to

have "*assets in the United States*" would be rendered duplicative and meaningless. This result is contrary to basic rules of statutory construction. See Legal Environmental Assistance Foundation, Inc. v. EPA, 276 F.3d 1253, 1258 (11th Cir. 2001) ("[I]t is an elementary principle of statutory construction that, in construing a statute, we must give meaning to all the words in the statute.") (citation omitted).

Fourth, requiring that a chapter 15 debtor have property in the United States is inconsistent with the venue statutes governing Chapter 15 cases. Specifically, section 1410 provides that a chapter 15 case may be commenced:

> in the district court of the United States for the district—
> (1) in which the debtor has its principal place of business or principal assets in the United States;
> (2) if the debtor does not have a place of business or assets in the United States, in which there is pending against the debtor an action or proceeding in a Federal or State court; or
> (3) in a case other than those specific in paragraph (1) or (2), in which venue will be consistent with the interest of justice and the convenience of the parties, having regard to the relief sought by the foreign representative.

28 U.S.C. § 1410. Subsections (2) and (3) provide for venue where the foreign debtor has no assets in the United States. Application of Section 109(a) to foreign debtors who lack assets in the United States would render both subsections 2 and 3 meaningless. See Legal Environmental Assistance Foundation, 276 F.3d at 1258. Again, such a result would be contrary to well-established rules of statutory construction.

b. ***Applying Section 109(a) to Chapter 15 is Contrary to the Policy Underlying Chapter 15***

Application of section 109(a) to foreign debtors in chapter 15 proceedings also thwarts the goals of cooperation and recognition of foreign insolvency proceedings that form the basis of chapter 15. The purpose of chapter 15 is, amongst other things, to "incorporate the Model Law on

Cross-Border Insolvency so as to provide effective mechanisms for dealing with cases of cross-border insolvency." 11 U.S.C. § 1501(a). The objectives for such cooperation include the "protection and maximization of the value of the debtor's assets." 11 U.S.C. § 1501(a)(4). "Mandatory recognition when an insolvency proceeding meets the criteria fosters comity and predictability, and benefits bankruptcy proceedings in the United States that seek to administer property located in foreign countries that have adopted the Model Law." In re ABC Learning Centres, Ltd., 728 F.3d 301, 306 (3d Cir. 2013). Given that a chapter 15 case is ancillary to a foreign proceeding, it would be contrary to the purpose of chapter 15 and the Model Law to require recognition of a foreign proceeding to hinge on a requirement that the foreign debtor have property in the United States.

c. ***Applying Section 109(a) to Debtors in Chapter 15 Proceedings is Contrary to Precedent Under Section 304, Chapter 15's Predecessor.***

Decisions under the former section 304, the predecessor statute to chapter 15, held that section 109(a) did not apply to foreign debtors under chapter 15. The former section 304[4] enacted

[4] Former section 304 provided:

> (a) A case ancillary to a foreign proceeding is commenced by the filing with the bankruptcy court of a petition under this section by a foreign representative.
> (b) Subject to the provisions of subsection (c) of this section, if a party in interest does not timely controvert the petition, or after trial, the court may—
> (1) enjoin the commencement or continuation of—
> (A) any action against—
> (i) a debtor with respect to property involved in such foreign proceeding; or
> (ii) such property; or
> (B) the enforcement of any judgment against the debtor with respect to such property, or any act or the commencement or continuation of any judicial proceeding to create or enforce a lien against the property of such estate;
> (2) order turnover of the property of such estate, or the proceeds of such property, to such foreign representative; or
> (3) order other appropriate relief.

as part of the Bankruptcy Reform Act of 1978, provided U.S. courts with the authority to recognize foreign insolvencies. In re Iida, 377 B.R. 243, 254 (Bankr. D. Haw. 2007) (citations omitted). Specifically, section 304's goal, like that of current chapter 15, was to equip U.S. Bankruptcy Courts with the flexibility to fashion orders to recognize foreign bankruptcy proceedings. Though courts have acknowledged that decisions rendered under section 304 are not binding now, those cases decided under section 304 provide useful guidance as to the interpretation of chapter 15. See Iida, 377 B.R. at 256 ("Although case law developed under § 304 no longer directly controls chapter 15 cases, it continues to inform our determinations [as to chapter cases] to some extent.") (citations omitted).

For example, in In re Goerg, the Eleventh Circuit faced the question of whether former section 304 permitted the recognition of a foreign insolvency proceeding of a decedent's estate, which estate was not an eligible debtor under section 109(a). 844 F.2d 1562, 1563 (11th Cir. 1988). Initially, the bankruptcy court held that an insolvent decedent's estate did not meet the definition of a debtor under section 109(a) because it was not a "person," and as such, the court was without jurisdiction to entertain the foreign representative's petition. Id. at 1565. The district court affirmed. Id. The Eleventh Circuit agreed that a decedent's estate was excluded from the definition

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> (c) In determining whether to grant relief under subsection (b) of this section, the court shall be guided by what will best assure an economical and expeditious administration of such estate, consistent with—
> (1) just treatment of all holders of claims against or interests in such estate;
> (2) protection of claim holders in the United States against prejudice and inconvenience in the processing of claims in such foreign proceeding;
> (3) prevention of preferential or fraudulent dispositions of property of such estate;
> (4) distribution of proceeds of such estate substantially in accordance with the order prescribed by this title;
> (5) comity; and
> (6) if appropriate, the provision of an opportunity for a fresh start for the individual that such foreign proceeding concerns.

of "person," and therefore, not a "debtor" under section 109(a), but then went on to address whether such an exclusion applies in the context of section 304 and whether section 109(a) applied in the context of insolvency proceedings governed by the former section 304. The court determined that it did not.

The Goerg court initially noted that the term "debtor" was included in the definition of "foreign proceeding," which was defined as a "proceeding … *whether or not under bankruptcy law[*, in a foreign country in which the debtor's domicile, residence, principal place of business, or principal assets were located at the commencement of such proceeding,] ... for the purpose of *liquidating an estate*." Id. at 1566 (emphasis in original). The court then recognized an anomaly: "although the inclusion of the term 'debtor' in the definition of a foreign proceeding suggests that the subject of a foreign proceeding must qualify as a 'debtor' under United States bankruptcy law, the Code expressly provides that the foreign proceeding need not even be a bankruptcy proceeding, either under foreign or United States law." Id. at 1566-67.

Rejecting the application of section 109(a) to foreign debtors in ancillary cases, the Eleventh Circuit held that recognition nonetheless was proper: "a statute susceptible to more than one meaning must be read in the manner which effectuates rather than frustrates the major purpose of the legislative draftsmen." Id. (citation omitted). Based on the foregoing, the Georg court held that given section 304's goal to further efficiency of foreign insolvency proceedings involving worldwide assets, federal bankruptcy law may, in aid of such proceedings, apply its processes "*within the constraints imposed by section 304*." Id. Accordingly, the court concluded that it was not necessary to be a debtor as provided in section 109(a) to obtain relief under former section 304. Id. at 1568.

Similarly, the court in Petition of Saleh, 175 B.R. 422 (Bankr. S.D. Fla. 1994), applied the

holding in Goerg and determined that a governmental entity qualified for relief under former section 304 and held section 109 inapplicable. Saleh entailed a motion seeking dismissal of the section 304 case based on the foreign debtor not qualifying as a debtor under section 109(a). Id. at 425. The court rejected an alleged plain reading of section 109 in favor of the reading provided in Goerg, that "a statute susceptible to more than one meaning must be read in the manner which effectuates rather than frustrates the major purpose of the legislative draftsmen." 175 B.R. at 425 (quoting Goerg, 844 F.2d at 1567) (citation omitted).

Guided by the Goerg and Saleh decisions, the Court should find that section 109(a) is inapplicable to Chapter 15.

2. Even If Section 109(a) Applies To This Chapter 15 Case, That Requirement is Met Here.

Even if this Court were to find that section 109(a) and Barnet are applicable to this case, those requirements are satisfied here.

Section 109(a) does not specify *how much* or *what type* of property is required to satisfy the requirements thereof. Courts that have examined the issue in the context of chapter 15 have held that *any property*, even if nominal, is sufficient to satisfy section 109(a). For example, courts have found contractual rights, beneficial ownership, and rights in a debt indenture to constitute "property" under section 109(a). See, e.g., In re U.S. Steel Canada, 571 B.R. 600 (Bankr. S.D.N.Y. 2017) (contractual rights under a loan agreement governed by Pennsylvania law constituted "property"); In re Suntech Power Holdings Co., Ltd., 520 B.R. 399, 413 (Bankr. S.D.N.Y. 2014) (bank account in the name of a third party held by such party for the benefit of the debtor); In re Berau Capital Resources Pte. Ltd., 540 B.R. 80 (Bankr. S.D.N.Y. 2015) (rights as a borrower in a debt indenture governed by New York law that included a New York choice of forum clause).

In In re Berau, the debtor was an obligor on over $450 million of U.S. dollar denominated

debt and New York law expressly governed the debt indenture, which also included a New York choice of forum clause. 540 B.R. at 82. The court noted it would be "ironic if a foreign debtor's creditors could sue to enforce the debt in New York, but in the event of a foreign insolvency proceeding, the foreign representative could not file and obtain protection under chapter 15 from a New York bankruptcy court." Id. The Berau court concluded that there was no such conundrum, because the indenture (like a debtor's contract rights generally) were property of the debtor in the United States that satisfied the section 109(a) eligibility requirement. Id. at 83.

a. Debtor is a Director and Beneficial Owner of Florida Companies

Here, the Debtor is a director in five companies that are registered and have their principal place of business in this district (collectively, the "Florida Companies"). See Verified Motion for Provisional Relief [D.E. 3, ¶5]. Under the Florida Business Corporation Act, a director of a Florida company has various rights, powers and obligations including the right to receive compensation in exchange for his role as director and the right to inspect corporate records; and may be personally liable for breach of duty under certain circumstances. See Fla. Stat. §§ 607.08101, 607.1605, 607.0831. Thus, the rights of the Debtor as a director in the Florida Companies are akin to the rights of the foreign debtor in Berau, which were sufficient to satisfy the eligibility requirement under section 109(a).

In addition, according to documents produced subject to the Court's Order Granting Provisional Relief [D.E. 10], Debtor was the President of Texas Q Zone, Inc. (a company registered to do business in Florida with its principal place of business in this district) until February 24, 2020, when he sold his 60% interest to his brother (after a substantial judgment was entered against him in London).[5] The documents also show that the Debtor and his six siblings own a Curaçao

[5] In response to the Subpoenas for Rule 2004 Examinations authorized by this Court [D.E. 9; D.E. 10], the Florida Companies and three other individual discovery targets produced only

company called Qapa Investing Corporation N.V. (of which Debtor ostensibly owns 24%), which in turn appears to wholly own Qapa Holdings, Inc. (one of the Florida Companies). Qapa Holdings, Inc. appears to own three other Florida Companies: Qapa Investing Company USA, Inc.; Hawthorne Groves Apartments, Inc.; and Hawthorne Village at Port Orange, Inc.—which collectively own real estate appraised at approximately US$94,649,665.00. [D.E. 3, ¶8]. Hence, through Qapa Investing Corporation N.V., the Debtor holds an indirect ownership interest in the Florida Companies and the real estate assets owned by them. This, coupled with his role as director of the Florida Companies, satisfies the requirements of section 109(a).

b. The Retainer Held by Sequor Law P.A. Meets the Section 109(a) Requirements

Furthermore, Sequor Law P.A. holds a retainer in its trust account for the benefit of the Debtor's estate, which qualifies as "property in the U.S." for purposes of section 109(a).

The Bankruptcy Court for the Southern District of Florida and other courts repeatedly have held that a retainer in a law firm's trust account constitutes enough property to qualify as debtor pursuant to section 109(a). In re MMX Sudeste Mineração SA, No. 17-16113-RAM, D.E. 9 (Bankr. S.D. Fla. June 9, 2017) (granting chapter 15 recognition of foreign proceeding where debtor's only property held in retainer account with foreign representative's law firm); In re Banca Turco Romana SA, No. 17-12995-AJC, Doc. 8 (Bankr. S.D. Fla. Apr. 6, 2017) (granting recognition where the debtor's only property were funds held in retainer account with Miami Law firm); In re Poymanov, No. 17-10516, 2017 WL 3268144, *4 (Bankr. S.D.N.Y. 2017) (holding that funds held in retainer account in possession of counsel constitutes property under section 109(a)); In re Berau Capital Resources Pte Ltd., 540 B.R. 80, 81 (Bankr. S.D.N.Y. 2015) (noting

fourteen (14) pages of responsive documents, which are attached as **Exhibit C**. Foreign Representatives will begin to conduct the court-authorized examinations on Wednesday, April 21.

that section 109(a) "does not specify how much property must be present or when or for how long" such property must be present in the district and holding that a retainer held by the debtor's New York counsel satisfied section 109(a)); In re Octaviar Administration Pty. Ltd., 511 B.R. 361, 373 (Bankr. S.D.N.Y. 2014). The rationale applied by the court in In re Octaviar in holding that a retainer satisfied section 109(a) is instructive:

> Section 109(a) says, simply, that the debtor must have property; *it says nothing about the amount of such property nor does it direct that there be any inquiry into the circumstances surrounding the debtor's acquisition of the property*, and is thus consistent with other provisions of the Code that reject lengthy and contentious examination of the grounds for a bankruptcy filing. The imposition of a requirement that property in the United States be "substantial," for example, would subvert the intent of Congress and the plain meaning of the statute.

511 B.R. at 373 (Bankr. S.D.N.Y. 2014) (emphasis added).

In accordance with the foregoing authorities, in January 21, 2021, the Foreign Representatives and Sequor Law, P.A. entered into a "Drawbridge Agreement" whereby Foreign Representatives transferred a US$2,500.00 retained to Sequor Law's trust account, with explicit instructions that Sequor Law shall hold the retainer in its trust account "on behalf of and for the benefit of the Debtor." See Amended Declaration of Colin Diss [D.E. 32, ¶27]. The Drawbridge Agreement further provides that the retainer is "property of the Debtor and [is] separate and apart from any other retainer or funds sent to Sequor [Law] for legal services." Id. Accordingly, the Drawbridge retainer also constitutes Debtor's property in the U.S. and satisfies the eligibility requirements under section 109(a).

c. Sequor Law Holds Some of Debtor's Personal Property

Last, the requirements of section 109(a) are met, because Sequor Law holds some of the Debtor's personal property, which was acquired by the Foreign Representatives and sent to the

undersigned for keeping on behalf of and for the benefit of the Debtor.

B. Venue Is Appropriate In This District

Debtor also argues that venue is not proper in this district, because he has no "place of business or assets located in the Middle District of Florida, there are no pending actions against the Debtor here, and there is no plausible advancement of the interests of justice or convenience of the parties." [D.E. 30 at 6]. That argument should be rejected.

Debtor appears to have assets in this district, which he owns together with his siblings through the Curaçao company. Debtor also acts as director of the Florida Companies, which do business and have extensive real estate holdings in this district, which affords him certain rights akin to the contractual rights that Judge Glenn found to be property of the debtor in In re Berau, 540 B.R. at 83. Even if the Court determines these are not assets for purposes of section 1410, venue is proper in this district because it is consistent with the interests of justice and the convenience of the parties.

C. Alternatively, Venue Should Be Transferred to the Southern District of Florida

If the Court were to find that venue is not proper in this district, then venue should be transferred to the Southern District of Florida, where Sequor Law holds Debtor's personal property and the Drawbridge retainer on behalf of and for the benefit of Debtor. Venue is also proper in the Southern District because there is an action pending there against Debtor, IMF Bentham Row SPV 1 Limited v. Talal Qais Abdulmunem Al Zawawi, Case No. 21-6076-CA01.

WHEREFORE, the Foreign Representatives respectfully request the Court enter an order denying Debtor's Objection to Recognition and Motion to Dismiss Chapter 15 Case, finding that venue is proper in this district, and granting such further relief as the Court deems just and proper.

Date: March 24, 2021 Respectfully submitted,

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